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# **CORPORATE INFORMATION**

#### **BOARD OF DIRECTORS**

#### **Executive Directors**

Mr. Lao Chio Seng *(Chairman)* Ms. Lao Chao U *(Chief Executive Officer)* Ms. Lao Ka U Mr. Cheang lek Wai Mr. Ip Kin Wa

#### **Independent Non-executive Directors**

Mr. Chu Yat Pang Terry Mr. Choy Wai Shek, Raymond, *MH, JP* Mr. O'Yang Wiley

#### **AUDIT COMMITTEE**

Mr. O'Yang Wiley *(Chairman)* Mr. Chu Yat Pang Terry Mr. Choy Wai Shek, Raymond, *MH, JP* 

#### **REMUNERATION COMMITTEE**

Mr. Chu Yat Pang Terry *(Chairman)* Ms. Lao Chao U Mr. Choy Wai Shek, Raymond, *MH, JP* 

#### NOMINATION COMMITTEE

Mr. Choy Wai Shek, Raymond, *MH, JP (Chairman)* Mr. Cheang lek Wai Mr. O'Yang Wiley

#### **COMPANY SECRETARY**

Mr. Lai Yang Chau, Eugene (Practising Solicitor)

#### **AUTHORISED REPRESENTATIVES**

Ms. Lao Chao U Mr. Cheang lek Wai

# ALTERNATE AUTHORISED REPRESENTATIVE TO CHEANG IEK WAI

Mr. Lai Yang Chau, Eugene (Practising Solicitor)

#### **REGISTERED OFFICE**

PO Box 1350 Clifton House 75 Fort Street Grand Cayman KY1-1108 Cayman Islands

# HEADQUARTERS AND PRINCIPAL PLACE OF BUSINESS IN MACAU

10th Floor, Edf. Comercial I Tak No. 126, Rua De Pequim Macau

# PRINCIPAL PLACE OF BUSINESS IN HONG KONG

Unit 708A, 7/F, Tower 1 Cheung Sha Wan Plaza 833 Cheung Sha Wan Road Lai Chi Kok Kowloon Hong Kong

# **CORPORATE INFORMATION**

## **AUDITOR**

Deloitte Touche Tohmatsu, Certified Public Accountants Registered Public Interest Entity Auditors

#### **LEGAL ADVISOR**

Yang Chau Law Office (as Hong Kong laws)

## **PRINCIPAL BANKS**

Luso International Banking Ltd. Banco Nacional Ultramarino, S.A Industrial and Commercial Bank of China (Macau) Limited Bank of China Limited, Macau Branch

# PRINCIPAL SHARE REGISTRAR AND TRANSFER AGENT

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

# HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

Boardroom Share Registrars (HK) Limited 2103B, 21/F, 148 Electric Road North Point Hong Kong

#### **STOCK CODE**

1615

## **COMPANY'S WEBSITE**

www.abbuildersgroup.com

#### **BUSINESS REVIEW**

From the beginning of 2020, due to the outbreak of novel coronavirus ("**COVID-19**"), many on-going construction projects have been suspended and less biddings are available in the industry during the first half of 2020. Therefore, the Group's business performance has been severely affected unavoidably. For the six months ended 30 June 2020, the Group made a revenue of approximately MOP109.7million, which represented a decrease of approximately MOP69.2 million or approximately 38.7% over the corresponding period of last year. Accordingly, the Group recorded a significant net loss of MOP14.3 million in the first half of 2020, as compared with a net profit of MOP15.2million in the same period of 2019.

During the six months ended 30 June 2020, the Group has been awarded with 8 fitting-out works projects with an aggregate contract sum of approximately MOP99.0 million.

As at 30 June 2020, the Group had 33 on-going projects (either in progress or yet to commence), including 6 structural works projects and 27 fitting-out works projects.

#### **Outlook and prospects**

Due to the escalating China-US trade tension and the spread of COVID-19, the global economy is witnessing a recession, and Macau's economy also has been adversely affected. The real GDP of Macau for the first half of 2020 has decreased by 67.8% year on year. With the above challenges, the construction industry in Macau and Hong Kong have been surrounded by negative investment environment in the first half of 2020, and lead to the delay of construction projects and less availability of projects in the market. The Group expect that the financial performance in 2020 will be negatively affected.

Though the global economy environment is still under the shadow of various challenges, it is expected that the economy in Macau will recover gradually and the postponed projects will be resumed progressively in the second half of 2020, with the effective control of COVID-19 in Macau and the Mainland China.

To cope with the challenges, the Board has adopted effective cost control measures such as salary adjustment and reduction on administrative expenses, so as to minimize the impact of the economic uncertainties. The Group has also been actively participating in the bidding of both government and private sector projects.

In addition, the Group's subsidiary, San Fong Seng Construction and Engineering Co., Limited, has obtained the Macao Construction and Related Engineering Consulting Enterprise Qualification Record Certification by the Hengqin New District of Zhuhai City recently. The qualification has further solidified the Group's position in the construction industry and allowed the Group to commence its construction business in Hengqin.

Looking ahead, the Group will continue to look for any opportunities arising from Guangdong-Hong Kong-Macau Greater Bay Area through merger and acquisition, partnership with reputable enterprises and tendering aggressively to expand the Group's business portfolio.

The Board strongly believes that the above measures can help the Group maintain a sustainable and healthy financial position and solidify its competitiveness in the construction market in Macau and Hong Kong. Looking ahead, the Board remain cautiously optimistic about the development of the construction industry, as well as the long-term growth of the Group.

#### **FINANCIAL REVIEW**

#### Revenue

The table below sets forth a breakdown of the Group's revenue by types of construction works for the six months ended 30 June 2020 and 2019:

	Six months ended 30 June				
	2020		2019		
	MOP'000 %		MOP'000	%	
Types of construction works					
Fitting-out works	62,831	57.3	150,380	84.1	
Structural works	46,862	42.7	28,473	15.9	
Total	109,693	100.0	178,853	100.0	

For the six months ended 30 June 2020, the Group's revenue decreased by approximately MOP69.2 million or 38.7% as compared with the corresponding period of the last year. Such decrease was mainly attributable to the decrease in revenue generated from fitting-out works projects of approximately MOP87.5 million or 58.2% as a result of the delay of the progress of certain on-going projects together with the continuing macro-economic pressure arising from the outbreak of COVID-19 and the China-US trade tension. This was partially offset by the increase in the revenue of structural works projects due to a substantial portion of works of a project, awarded in late 2019, was performed and certified during the six months ended 30 June 2020.

#### Gross (loss)/profit and gross (loss)/profit margin

The following table sets forth a breakdown of the Group's gross (loss)/profit and gross (loss)/profit margin by types of construction works for the six months ended 30 June 2020 and 2019:

	Six months ended 30 June					
	20	20	201	9		
	Gross (loss)/	Gross (loss)/		Gross profit		
	profit	profit margin	Gross profit	margin		
	MOP'000	%	MOP'000	%		
Types of construction works						
Fitting-out works	(3,424)	(5.4)	21,147	14.1		
Structural works	3,072	6.6	7,519	26.4		
Total	(352)	(0.3)	28,666	16.0		

#### FINANCIAL REVIEW (Continued)

#### Gross (loss)/profit and gross (loss)/profit margin (Continued)

For the six months ended 30 June 2020, the Group recorded a gross loss of approximately MOP0.4 million whereas for the six months ended 30 June 2019, the Group generated a gross profit of approximately MOP28.7 million.

For the six months ended 30 June 2020, there was a gross loss margin of fitting-out work projects of approximately 5.4% whereas for the six months ended 30 June 2019, there was a gross profit margin of approximately 14.1%. The change was mainly due to the delay in the progress of certain on-going projects as a result of the outbreak of COVID-19.

The gross profit margin of structural works projects was decreased by 19.8 percentage points from approximately 26.4% for the six months ended 30 June 2019 to 6.6% for the six months ended 30 June 2020. The reduction was a result of the increase in the revenue recognition from a project with lower margin due to the increasingly competitive environment of the construction industry.

#### **Other income**

For the six months ended 30 June 2020, the other income of approximately MOP2.0 million mainly consisted of the bank interest income and the subsidies from governments of both Macau SAR and HKSAR following the economic recession due to the outbreak of COVID-19. The other income of approximately MOP 2.1 million for the six months ended 30 June 2019 mainly consisted of the bank interest income.

#### **Other losses**

The other losses of approximately MOP23,000 for the six months ended 30 June 2020 mainly consisted of net exchange losses and donation. For the six months ended 30 June 2019, the other losses of approximately MOP42,000 mainly consisted of net exchange losses.

#### Impairment losses under expected credit loss model, net of reversal

The impairment losses mainly consisted of impairment losses on trade receivables, other receivables and contract assets. It was increased by MOP0.5 million or 32.3% in view of the delay in collecting the settlement from customers following the outbreak of COVID-19.

#### Administrative expenses

Administrative expenses were increased by approximately MOP3.9 million from approximately MOP11.7 million for the six months ended 30 June 2019 to approximately MOP15.6 million for the six months ended 30 June 2020. The increase was mainly attributable to the expansion in Hong Kong market through the indirect acquisition of 60% equity interest in Lap Polly Engineering Company Limited since September, 2019.

## FINANCIAL REVIEW (Continued)

#### Income tax credit/(expense)

The income tax credit for the six months ended 30 June 2020 was approximately MOP1.6 million as compared to the income tax expense of approximately MOP2.4 million for the six months ended 30 June 2019. Such change was mainly attributable to: (i) the Group generated a loss for the six months ended 30 June 2020; and (ii) the deferred tax impact arising from the amortization of intangible assets and tax losses.

#### (Loss)/Profit for the period

The loss for the six months ended 30 June 2020 was approximately MOP14.3 million as compared to the profit of approximately MOP15.2 million for the six months ended 30 June 2019. Such change was mainly due to the combined effect of the aforementioned items.

#### Dividend

No dividend was paid, declared or proposed during the six months ended 30 June 2020. The directors of the Company have not recommended the payment of an interim dividend for both interim periods.

### **CORPORATE FINANCE AND RISK MANAGEMENT**

#### Liquidity and financial resources

On 10 September 2018, the Company has raised a gross proceed of approximately HKD100.5 million. Details of the use of proceeds are set out on page 10 of the report.

The Group's capital expenditure and daily operations during the six months ended 30 June 2020 were mainly funded by cash generated from its operations.

The total cash and bank balances together with the pledged bank deposits as at 30 June 2020 was approximately MOP213.3 million, compared to approximately MOP185.8 million as at 31 December 2019. The increase of approximately MOP27.5 million was mainly related to tighten cost control as a result of the economic recession following the outbreak of COVID-19.

As at 30 June 2020, the Group had no outstanding borrowings and had unutilized banking facilities of approximately MOP192.8 million (31 December 2019: MOP191.1 million).

The current ratio of our Group as at 30 June 2020 was 2.1 times as compared to that of 2.5 times as at 31 December 2019.

#### **Capital Structure**

The capital structure of the Group consists of equity attributable to the owners of the Company comprising issued share capital, share premium, legal reserve, other reserve and retained earnings. There has been no change in the capital structure of the Group during the six months ended 30 June 2020.

#### CORPORATE FINANCE AND RISK MANAGEMENT (Continued)

#### Future plans for material investments and capital assets

Save as disclosed in the prospectus of the Company dated 27 August 2018 and in this report, the Group did not have other plans for material investments or capital assets.

#### **Pledge of assets**

As at 30 June 2020, the Group's office premise of approximately MOP41.4 million (31 December 2019: MOP42.2 million) and certain bank deposits of approximately MOP63.6 million (31 December 2019: MOP63.5 million) were pledged with banks to secure the banking facilities including performance guarantees and bid bonds issued by the banks.

#### **Capital commitment**

As at 30 June 2020, the Group did not have any significant capital commitments (31 December 2019: MOP1.1 million).

#### Significant investments, acquisition and disposals

The Group did not have any significant investment, acquisition and disposals during the six months ended 30 June 2020.

#### **Funding and Treasury Policies**

The Group has adopted a prudent financial management approach towards its treasury policies to ensure the liquidity requirements from daily operation as well as capital expenditures are met. The Board closely monitors the Group's liquidity positions, while surplus cash will be invested appropriately with the consideration of the credit risks, liquidity risks and market risks of the financial instruments.

#### Exposure to exchange rate fluctuation

The Group entities collect most of its revenue and incur most of its expenditures in their respective functional currencies. The Group is exposed to currency risks primarily through purchase of raw materials and sale proceeds received from its customers that are denominated in a currency other than the Group's functional currency. The currencies giving rise to this risk are primarily Hong Kong dollars and Renminbi. The management of the Group considers that the exposure to foreign currency exchange risk is insignificant as the majority of its transactions are denominated in the functional currency of each of the Group entity.

The Group currently does not have a foreign currency hedging policy. However, the management of the Group continues to monitor its foreign exchange exposure and will consider hedging significant foreign currency exposures should the need arise.

#### CORPORATE FINANCE AND RISK MANAGEMENT (Continued)

#### **Employee and remuneration policies**

As at 30 June 2020, the Group had 119 (31 December 2019: 115) full time employees. The increase in the number of employees was mainly due to the increase in the number of workers to catch up the delay in the progress of the previous postponed projects. The Group has implemented a tight cost control and adjust the number of direct labour based on the progress and expected workload of our construction works and the expected completion dates of work projects.

The remuneration package offered to employees includes salary and other employee benefits such as bonus. In general, the Group determines the salaries of its employees based on their individual performance qualifications, position and seniority. The Group conducts annual salary and promotion review in order to attract and retain employees. In addition, the Group provides various types of training to its employees to promote overall efficiency, employee loyalty and retention. Total staff costs for the period ended 30 June 2020 were approximately MOP21.4 million (30 June 2019: MOP17.2 million).

#### **Compliance with laws and regulations**

The Group mainly carries out its business in Macau and Hong Kong. To the best of the Directors' knowledge, the Group has complied with all relevant laws and regulations in Macau and Hong Kong during the six months ended 30 June 2020.

#### **Principal risk and uncertainties**

The Group believes that the risk management practices are important and use its best effort to ensure it is sufficient to mitigate the risks present in our operations and financial position as efficiently and effectively as possible.

- Material changes in the cost of construction materials and labour costs may result in cost overrun, which could materially affect our results of operation and financial performance;
- Mismanagement or delay of our projects will materially affect our reputation and also our financial performance as penalties and/or additional costs may be incurred;
- Cash flow of our projects may fluctuate;
- We rely on subcontractors to help complete our projects. Underperformance by our subcontractors or unavailability of subcontractors may adversely affect our operations, profitability and reputation;
- Our success significantly depends on the key management and our ability to attract and retain technical and management staff; and
- The worldwide economic recession due to the rapid and wide-spread of COVID-19 and the on-going China-US trade tension.

#### **USE OF PROCEED**

The Company has raised gross proceeds of approximately HK\$100.5 million through the Global Offering upon the listing of the Company's securities on the Main Board of the Stock Exchange of Hong Kong Limited on 10 September 2018. After deducting the listing expenses, the net proceeds were approximately HK\$61.2 million. According to the announcement of the Company on 27 August 2020, the Board of the Company has resolved to reallocate the unutilized net proceeds up to 30 June 2020 (the "**Reallocation**"). The table below sets out the details of the Reallocation. The Board is of the view that it is in the best interests of the Company and its shareholders as a whole.

As of 30 June 2020, the net proceeds from the Global Offering had been applied as follows:

		HKD m			
Intended use of net proceeds	Planned use	Utilised up to 30 June 2020	Unutilised up to 30 June 2020	Revised allocation of unutilised net proceeds (Note 1)	Expected timeline for utilising the remaining net proceeds (Note 2)
Financing the Group's construction projects and strengthening the financial position	26.4	26.4	-	9.2	On or before December 2021
Purchasing suitable new machinery for for forthcoming construction works	16.5	1.9	14.6	-	N/A
Potential merger and acquisition	6.1	-	6.1	6.1	On or before December 2021
Hire additional staff for the Group's business operation	6.1	3.3	2.8	8.2	On or before December 2022
General working capital	6.1	4.9	1.2	1.2	On or before June 2021
Total	61.2	36.5	24.7	24.7	

*Note 1* As at 30 June 2020, the unutilised net proceeds from Global Offering were deposited in the times deposit account of the bank of the Group.

*Note 2* The expected timelines for utilizing the remaining net proceeds is based on the best estimation made by the Group barring unforeseen circumstances. It may be subject to further change based on the future development of the market condition.

#### **EVENTS AFTER THE REPORTING PERIOD**

Except another wave of COVID-19 infection has been spreading fast and wide in Hong Kong, the Board is not aware of any significant event requiring disclosure that has taken place subsequent to 30 June 2020 and up to the date of this report.

# **OTHER INFORMATION**

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

As at 30 June 2020, the interests or short positions of the directors and chief executives of the Company in the shares, underlying shares and debentures of the Company or any associated corporation (within the meaning of Part XV of the Securities and Futures Ordinance (the "**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 required, pursuant to section 352 of the SFO, to be entered in the register referred to therein, or which were required, pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers (the "**Model Code**") as set out in Appendix 10 to the Rules Governing the Listing of Securities on the Stock Exchange (the "**Listing Rules**"), are set out below:

Capacity/ Name of director Nature of interest		Number of ordinary shares (Note 1)	Approximate percentage of shareholding in the Company	
Mr. Lao Chio Seng (" <b>Mr. Lao</b> ") <sup>(Note 2)</sup>	Interest in a controlled corporation and interest of spouse	390,000,000 (L)	65%	
Mr. Ip Kin Wa	Beneficial owner	60,000,000 (L)	10%	

Notes:

- 1. The letter "L" denotes the director's long position in the shares.
- 2. Shares in which Mr. Lao is interested consist of (i) 255,000,000 shares held by Laos International Holdings Limited ("Laos International"), a company wholly owned by Mr. Lao, in which Mr. Lao is deemed to be interested under the SFO; and (ii) 135,000,000 shares held by his spouse, Ms. Wong Hio Mei ("Mrs. Lao") (through her wholly-owned corporation, WHM Holdings Limited ("WHM Holdings"), in which Mr. Lao is deemed to be interested in such Shares under the SFO.

Save as disclosed above, none of the directors, chief executives of the Company or their associates had any interests or short positions in any shares, underlying shares and debentures of the Company or any of its associated corporations as defined in Part XV of the SFO as recorded in the register to be kept under section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code as at the date of this report.

## **OTHER INFORMATION**

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

As at 30 June 2020, so far as was known to any Directors or chief executive of the Company, the following interests (other than those of Directors and the chief executive) of which would fall to be disclosed under Divisions 2 and 3 of Part XV of the SFO, or who were deemed to be directly or indirectly interested in 5% or more of the issued capital of the Company, or which were recorded in the register of interests required to be kept under Section 336 of the SFO or have notified to the Company were as follows:

Name of Shareholders	Capacity/ Nature of interest	Number of ordinary shares (Note 1)	Approximate percentage of shareholding in the Company
Mrs. Lao <sup>(Note 2)</sup>	Interest in a controlled corporation and interest of spouse	390,000,000 (L)	65%
Laos International <sup>(Note 3)</sup>	Beneficial owner	255,000,000 (L)	42.5%
WHM Holdings <sup>(Note 4)</sup>	Beneficial owner	135,000,000 (L)	22.5%

Notes:

- 1. The letter "L" denotes the substantial shareholders' long position in the shares.
- 2. Shares in which Mrs. Lao is interested consist of (i) 135,000,000 shares held by WHM Holdings, a company wholly owned by Mrs. Lao, in which Mrs. Lao is deemed to be interested under the SFO; and (ii) 255,000,000 shares held by her spouse, Mr. Lao, in which Mrs. Lao is deemed to be interested in such shares under the SFO.
- 3. Laos International is wholly owned by Mr. Lao, the controlling shareholder and executive director of the Company.
- 4. WHM Holdings is wholly owned by Mrs. Lao, the controlling shareholder of the Company.

#### **SHARE OPTION SCHEME**

The Company has conditionally adopted a share option scheme (the "**Scheme**") on 17 August 2018 which was effective on 10 September 2018. The Scheme shall be valid for a period of 10 years commencing on the adoption date, i.e., 17 August 2018. The purpose of the Scheme is to enable the Group to grant share options to eligible participants as incentives or rewards for their contribution to the Group. No option has been granted up to the date of this report.

#### **CONTINGENT LIABILITIES**

As at 30 June 2020, the Group did not have any material contingent liabilities (31 December 2019: Nil).

# **OTHER INFORMATION**

## **CORPORATE GOVERNANCE**

The Company has applied the principles and the code provisions set out in the Corporate Governance Code (the "**CG Code**") as set out in Appendix 14 to the Rules Governing the Listing of Securities on the Stock Exchange as its own code of corporate governance. During the six months ended 30 June 2020, to the best knowledge of the Board, the Company has complied with all the applicable code provisions set out in the CG code.

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

During the six months ended 30 June 2020, neither the Company nor any of its subsidiaries has purchased, sold or redeemed any of the Company's listed securities.

#### MODEL CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers as set out in Appendix 10 of the Listing Rules (the "**Model Code**"), as its own code of conduct regarding securities transactions by the directors of the Company. Having made specific enquiries of all directors, all directors confirmed that they have complied with the required standards as set out in the Model Code throughout the six months ended 30 June 2020.

#### **AUDIT COMMITTEE**

The Company established an audit committee on 17 August 2018 in compliance with Rule 3.21 of the Listing Rules. Written terms of reference in compliance with paragraph C.3.3 of the CG Code has been adopted and are available on the websites of the Stock Exchange and the Company. The primary roles of the audit committee include, but are not limited to, (a) making recommendations to the Board on the appointment, reappointment and removal of the external auditor, and approving the remuneration and terms of engagement of the external auditor; (b) monitoring integrity of the financial statements and reviewing significant financial reporting judgements contained in them; and (c) reviewing financial controls, internal control and risk management systems. The audit committee consists of three independent non-executive directors, namely Mr. O'Yang Wiley, Mr. Chu Yat Pang Terry and Mr. Choy Wai Shek, Raymond, *MH, JP.* Mr. O'Yang Wiley is the chairman of the audit committee.

The unaudited condensed consolidated financial statements for the six months ended 30 June 2020 have been reviewed by the audit committee and the Group's auditor, Messrs. Deloitte Touche Tohmatsu.

By order of the Board Lao Chio Seng Chairman and Executive Director Macau, 27 August 2020



# **REPORT ON REVIEW OF CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**





TO THE SHAREHOLDERS OF AB BUILDERS GROUP LIMITED 奥邦建築集團有限公司 (incorporated in the Cayman Islands with limited liability)

#### **INTRODUCTION**

We have reviewed the condensed consolidated financial statements of AB Builders Group Limited (the "**Company**") and its subsidiaries (collectively referred to as the "**Group**") set out on pages 15 to 31, which comprise the condensed consolidated statement of financial position as of 30 June 2020 and the related condensed consolidated statement of profit or loss and other comprehensive income, statement of changes in equity and statement of cash flows for the six-month period then ended, and certain explanatory notes. The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited require the preparation of a report on interim financial information to be in compliance with the relevant provisions thereof and International Accounting Standard 34 "Interim Financial Reporting" ("**IAS 34**") issued by the Internation of these condensed consolidated financial statements in accordance with IAS 34. Our responsibility is to express a conclusion on these condensed consolidated financial statements based on our review, and to report our conclusion solely to you, as a body, in accordance with our agreed terms of engagement, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

#### **SCOPE OF REVIEW**

We conducted our review in accordance with Hong Kong Standard on Review Engagements 2410 "Review of Interim Financial Information Performed by the Independent Auditor of the Entity" issued by the Hong Kong Institute of Certified Public Accountants. A review of these condensed consolidated financial statements consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Hong Kong Standards on Auditing and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

#### CONCLUSION

Based on our review, nothing has come to our attention that causes us to believe that the condensed consolidated financial statements are not prepared, in all material respects, in accordance with IAS 34.

**Deloitte Touche Tohmatsu** *Certified Public Accountants* Hong Kong 27 August 2020

# CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

		Six months end	ded 30 June
	NOTES	2020 MOP'000 (unaudited)	2019 MOP'000 (unaudited)
Revenue Cost of sales	3	109,693 (110,045)	178,853 (150,187)
Gross (loss)/profit Other income Other losses Impairment losses under expected credit loss model,		(352) 2,035 (23)	28,666 2,093 (42)
Administrative expenses Finance Costs		(1,953) (15,578) (3)	(1,476) (11,675) –
(Loss)/Profit before taxation Income tax credit/(expenses)	5	(15,874) 1,571	17,566 (2,402)
(Loss)/Profit and total comprehensive (expense)/income for the period	6	(14,303)	15,164
(Loss)/Profit and total comprehensive (expense)/income for the period attributable to: Owners of the Company Non-controlling interests		(12,403) (1,900)	15,164
(Loss)/Earnings per share – Basic (MOP)	8	(14,303)	0.03

# CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

	NOTES	As at 30 June 2020 MOP'000 (unaudited)	As at 31 December 2019 MOP'000 (audited)
Non-current assets			
Property, plant and equipment	9	46,138	45,621
Right-of-use asset	9	653	
Deposits for acquisition of property, plant and equipment		_	761
Intangible assets		905	1,810
Goodwill		1,510	1,510
Financial asset at fair value through profit or loss		2,564	2,564
Deferred tax assets		1,422	-
		53,192	52,266
Current assets Trade and other receivables	10	106 804	04 912
Contract assets	10 11	106,804 39,131	94,812 60,532
Pledged bank deposits	11	63,616	63,518
Bank balances and cash		149,634	122,290
		359,185	241 152
		559,165	341,152
Current liabilities			
Trade and other payables	12	137,559	129,339
Contract liabilities Amount due to a non-controlling shareholder	11	23,603	206
of a subsidiary		3,601	2,472
Lease liability		334	2,472
Tax payable		4,833	4,833
		169,930	136,850
Net current assets		189,255	204,302
Total assets less current liabilities		242,447	256,568

# CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

NOTES	As at 30 June 2020 MOP'000 (unaudited)	As at 31 December 2019 MOP'000 (audited)
Non-current liabilities Lease liability	321	_
Deferred tax liabilities	234	383
	555	383
Net assets	241,892	256,185
Capital and reserves		
Share capital 13 Reserves	6,189 236,685	6,189 249,088
Equity attributable to owners of the Company Non-controlling interests	242,874 (982)	255,277 908
Total equity	241,892	256,185



# CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

	Share capital MOP'000	Share premium MOP'000	Legal reserve MOP'000 (Note (i))	Other reserve MOP'000 (Note (ii))	Retained earnings MOP'000	Sub-total MOP'000	Non- controlling interests MOP'000	<b>Total</b> MOP'000
At 1 January 2020 (audited) Loss and total comprehensive	6,189	82,564	6,000	(86,724)	247,248	255,277	908	256,185
expense for the period Capital contribution from a non-controlling shareholder of a newly incorporated	-	-	-	-	(12,403)	(12,403)	(1,900)	(14,303)
subsidiary	-	-	-	-	-	-	10	10
At 30 June 2020 (unaudited)	6,189	82,564	6,000	(86,724)	234,845	242,874	(982)	241,892
At 1 January 2019 (audited) Profit and total comprehensive	6,189	82,564	6,000	(86,724)	233,208	241,237	-	241,237
income for the period	_	-	-	_	15,164	15,164	-	15,164
Dividend recognised as distribution (note 7)	_	_	_	-	(6,189)	(6,189)	_	(6,189)
At 30 June 2019 (unaudited)	6,189	82,564	6,000	(86,724)	242,183	250,212	_	250,212

Notes:

- (i) In accordance with the Article 377 of the Commercial Code of Macau Special Administrative Region, the subsidiaries registered in Macau are required to transfer part of their profits of each accounting period of not less than 25% to legal reserve, until the amount reaches an amount equal to half of the respective share capital.
- (ii) Other reserve includes (a) the fair value adjustments recognised in equity as deemed distribution made to Mr. Lao Chio Seng ("Mr. Lao"), chairman and executive director of the Company, of MOP85,599,000; and (b) a net loss on disposal of subsidiaries and a joint venture of MOP1,125,000 to companies controlled by Mr. Lao and Ms. Wong Hio Mei, spouse of Mr. Lao, arising as part of a group reorganisation completed in September 2017, which were regarded as equity transactions.

# CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS

	Six months en	Six months ended 30 June		
	2020	2019		
	MOP'000	MOP'000		
	(unaudited)	(unaudited)		
Operating cash flows before movements in working capital	(13,327)	18,363		
Decrease (increase) in contract assets	20,521	(10,913)		
Increase (decrease) in contract liabilities	23,397	(3,154)		
Changes in other working capital items	(4,085)	(21,738)		
Net cash from (used in) operating activities	26,506	(17,442)		
	20,000	(17,112)		
Investing activities				
Interest received	1,030	1,977		
Purchase of property, plant and equipment	(1,203)	(2,734)		
Placement of pledge bank deposits	(98)			
Net cash used in investing activities	(271)	(757)		
Financing activities				
Advance from a non-controlling shareholder of a subsidiary	1,129			
Capital contribution from a non-controlling shareholder of a subsidiary	1,129	_		
incorporate subsidiary	10			
Repayment of lease liabilities	(27)	_		
Interest paid on lease liabilities	(27)	_		
Dividend paid	(5)	(6,189)		
	_	(0,189)		
Net cash from (used in) financing activities	1,109	(6,189)		
Net increase (decrease) in cash and cash equivalents	27,344	(24,388)		
Cash and cash equivalents at the beginning of the period	122,290	155,229		
Cash and cash equivalents at the end of period,				
representing bank balances and cash	149,634	130,841		

FOR THE SIX MONTHS ENDED 30 JUNE 2020

#### **1. GENERAL INFORMATION AND BASIS OF PREPARATION**

The Company was incorporated in the Cayman Islands with limited liability on 23 February 2017 and its shares have been listed on the Main Board of The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**") on 10 September 2018.

The Company acts as investment holding company and its subsidiaries are principally engaged in provision of construction services including structural works and fitting-out works. The Company and its subsidiaries are hereinafter collectively referred to as the "Group".

The condensed consolidated financial statements have been prepared in accordance with International Accounting Standard 34 "Interim Financial Reporting" issued by the International Accounting Standards Board ("**IASB**") as well as with the applicable disclosure requirements of Appendix 16 to the Rules Governing the Listing of Securities on the Stock Exchange.

The presentation and functional currency of the Company is Macau Pataca ("MOP").

The outbreak of novel coronavirus ("**COVID-19**") and the subsequent quarantine measure as well as the travel restrictions imposed by many countries have had negative impacts to the global economy, business environment and directly and indirectly affected the operations of the Group. As a result, there were less potential projects available for tendering and the progress of certain of the Group's on-going projects were delayed. As such, the financial positions and performance of the Group were affected in different aspects, including but not limited to, a reduction in revenue.

### 2. PRINCIPAL ACCOUNTING POLICIES

The condensed consolidated financial statements have been prepared on the historical cost basis, except for financial instruments that are measured at fair value at the end of each reporting period.

Other than additional accounting policies resulting from application of amendments to International Financial Reporting Standards ("**IFRSs**"), the accounting policies and methods of computations used in the condensed consolidated financial statements for the six months ended 30 June 2020 are the same as those presented in the Group's annual financial statements for the year ended 31 December 2019.



FOR THE SIX MONTHS ENDED 30 JUNE 2020

## 2. PRINCIPAL ACCOUNTING POLICIES (Continued)

#### **Application of amendments to IFRSs**

In the current interim period, the Group has applied the Amendments to References to the Conceptual Framework in IFRSs and the following amendments to IFRSs issued by the IASB, for the first time, which are mandatory effective for the annual period beginning on or after 1 January 2020 for the preparation of the Group's condensed consolidated financial statements:

Amendments to IAS 1 and IAS 8	Definit
Amendments to IFRS 3	Definit
Amendments to IFRS 9, IAS 39 and IFRS 7	Interes

Definition of Material Definition of a Business Interest Rate Benchmark Reform

Except as described below, the application of the Amendments to References to the Conceptual Framework in IFRSs and the amendments to IFRSs in the current period has had no material impact on the Group's financial positions and performance for the current period and/or on the disclosures set out in these condensed consolidated financial statements.

# Impact of application on Amendments to IAS 1 and IAS 8 "Definition of Material"

The amendments provide a new definition of material that states "information is material if omitting, misstating or obscuring it could reasonably be expected to influence decisions that the primary users of general purpose financial statements make on the basis of those financial statements, which provide financial information about a specific reporting entity." The amendments also clarify that materiality depends on the nature or magnitude of information, either individually or in combination with other information, in the context of the financial statements taken as a whole.

The application of the amendments in the current period had no impact on the condensed consolidated financial statements. Changes in presentation and disclosures on the application of the amendments, if any, will be reflected on the consolidated financial statements for the year ending 31 December 2020.

FOR THE SIX MONTHS ENDED 30 JUNE 2020

#### 3. **REVENUE**

Revenue represents the amounts received and receivable for construction of fitting-out works and structural works rendered by the Group to its customers.

	Six months ended 30 June	
	2020	2019
	MOP'000	MOP'000
	(unaudited)	(unaudited)
Recognised over time		
Contract revenue from provision of fitting-out works	62,831	150,380
Contract revenue from provision of structural works	46,862	28,473
	109,693	178,853

Fitting-out works and structural works represent performance obligations that the Group satisfies over time for each respective contract. The period of fitting-out works and structural works varies from 1 to 2 years (2019: from 1 to 2 years).

The following table sets out the aggregate amount of the transaction price allocated to performance obligations that are unsatisfied (or partially unsatisfied) as at the end of the reporting period.

	At 30 June	
	2020 MOP'000 (unaudited)	2019 MOP'000 (unaudited)
Provision of fitting-out works Provision of structural works	224,603 14,067	132,292 24,073
	238,670	156,365

Based on the information available to the Group at the end of the reporting period, management of the Group expects the transaction price allocated to the above unsatisfied (or partially unsatisfied) contracts as of 30 June 2020 will be recognised as revenue during the years ending 31 December 2020 to 2021 (2019: during the years ended/ending 31 December 2019 to 2020) in respect of provision of fitting-out works and structural works, respectively.

FOR THE SIX MONTHS ENDED 30 JUNE 2020

## 4. SEGMENT INFORMATION

Operating segments are identified on the basis of internal reports about components of the Group that are regularly reviewed by the chief operating decision maker (the "**CODM**"), being the Chief Executive Officer of the Group, in order for CODM to allocate resources and to assess performance. No operating segments identified by the CODM have been aggregated in arriving at the reportable segments of the Group.

Specifically, the Group's reportable and operating segments under IFRS 8 "Operating Segments" are as follows:

- (a) Fitting-out works; and
- (b) Structural works.

The CODM makes decisions according to the operating results of each segment. No analysis of segment assets and segment liabilities is presented as the CODM does not regularly review such information for the purposes of resources allocation and performance assessment. Therefore, only segment revenue and segment results are presented.

#### Segment revenue and profit

The following is an analysis of the Group's revenue and results by operating segments:

#### For the period ended 30 June 2020 (unaudited)

	Fitting-out works MOP'000	Structural works MOP'000	Total MOP'000
Segment revenue – external	62,831	46,862	109,693
Segment results	(3,424)	3,072	(352)
Administrative expenses Other income and losses Finance costs			(15,578) 59 (3)
Loss before taxation			(15,874)



FOR THE SIX MONTHS ENDED 30 JUNE 2020

## 4. SEGMENT INFORMATION (Continued)

#### Segment revenue and profit (Continued)

#### For the period ended 30 June 2019 (unaudited)

	Fitting-out works MOP'000	Structural works MOP'000	Total MOP'000
Segment revenue – external	150,380	28,473	178,853
Segment results	21,147	7,519	28,666
Administrative expenses Other income and losses			(11,675) 575
Profit before taxation			17,566

Segment results represent the (loss)/profit before taxation resulted from each segment without allocation of administrative expenses, other income, other losses, impairment losses under expected credit loss model, net of reversal and finance costs. This is the measure reported to the CODM for the purposes of resource allocation and assessment of segment performance.

#### **Geographical information**

The Group's operations are mainly located in Macau. The geographical location of the Group's noncurrent assets is substantially situated in Macau.

Majority of the Group's revenue from external customers is attributed to the group entities' place of domicile (i.e. Macau and Hong Kong).



FOR THE SIX MONTHS ENDED 30 JUNE 2020

# 5. INCOME TAX CREDIT/(EXPENSES)

	Six months e	Six months ended 30 June	
	2020	2019	
	MOP'000	MOP'000	
	(unaudited)	(unaudited)	
Current tax:			
Macau Complementary Tax	-	(2,402)	
Deferred tax	1,571	_	
	1,571	(2,402)	

# 6. (LOSS)/PROFIT AND TOTAL COMPREHENSIVE (EXPENSES)/INCOME FOR THE PERIOD

	Six months ended 30 June	
	2020 MOP'000 (unaudited)	2019 MOP'000 (unaudited)
(Loss)/profit and total comprehensive (expense)/income for the period has been arrived at after charging:		
Contract costs recognised as expense Fitting-out works Structural works	66,255 43,790	129,233 20,954
	110,045	150,187
Depreciation of property, plant and equipment Depreciation of right-of-use asset Amortisation of intangible assets (included in administrative expenses)	1,447 29 905	1,298 



FOR THE SIX MONTHS ENDED 30 JUNE 2020

#### 7. DIVIDENDS

No dividends were paid, declared or proposed during the current interim period. The directors of the Company have not recommended the payment of an interim dividend for both interim periods.

The dividend recognised as a distribution during the period ended 30 June 2019 represents a final dividend of HK\$0.01 per share in respect of the year ended 31 December 2018 amounting to HK\$6,000,000 (equivalent to approximately MOP6,189,000), which was declared and approved by the Company's shareholders at the annual general meeting on 30 May 2019.

#### 8. (LOSS)/EARNINGS PER SHARE

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

	Six months ended 30 June	
	2020 MOP'000 (unaudited)	2019 MOP'000 (unaudited)
(Loss)/Earnings (Loss)/Profit and total comprehensive (expense)/income for the period attributable to the owners of the Company	(12,403)	15,164

	Six months ended 30 June	
	2020	2019
	<b>'000</b>	<b>'000</b>
Number of shares		
Weighted average number of ordinary shares for the purpose of basic		
(loss)/earnings per share	600,000	600,000

Diluted (loss)/earnings per share are not presented as there were no potential ordinary shares in issue during both periods.

FOR THE SIX MONTHS ENDED 30 JUNE 2020

# 9. PROPERTY, PLANT AND EQUIPMENT AND RIGHT-OF-USE ASSET

During the six months ended 30 June 2020, the Group made additions to furniture, fixtures and equipment of MOP1,964,000 (six months ended 30 June 2019: MOP1,441,000).

During the six months ended 30 June 2020, the Group entered into a new lease agreement with lease term for 2 years. The Group is required to make fixed monthly payments during the lease term. On lease commencement, the Group recognised right-of-use asset of MOP682,000 (six months ended 30 June 2019: Nil) and lease liabilities of MOP682,000 (six months ended 30 June 2019: Nil).

#### **10. TRADE AND OTHER RECEIVABLES**

	At	At
	30 June	31 December
	2020	2019
	MOP'000	MOP'000
	(unaudited)	(audited)
Trade receivables, net of loss allowance	74,747	74,929
Advances paid to subcontractors and suppliers	25,127	13,715
Other receivables, prepayment and deposits	6,930	6,168
Total trade and other receivables	106,804	94,812

Trade receivables represent amounts receivable for work certified in relation to provision of fitting-out works and structural works after deduction of retention money.

The Group allows generally a credit period ranging from 7 to 60 days to its customers. The following is an aging analysis of trade receivables presented based on dates of work certified at the end of the reporting period, net of loss allowance.

	At	At
	30 June	31 December
	2020	2019
	MOP'000	MOP'000
	(unaudited)	(audited)
1 – 30 days	47,696	54,612
31 – 60 days	3,617	7,023
61 – 90 days	-	2,431
Over 90 days	23,434	10,863
	74,747	74,929

FOR THE SIX MONTHS ENDED 30 JUNE 2020

## **11. CONTRACT ASSETS (LIABILITIES)**

	At	At
	30 June	31 December
	2020	2019
	MOP'000	MOP'000
	(unaudited)	(audited)
Analysed for reporting purposes, on a net basis of each receptive contract as: Contract assets	39,131	60,532
Contract liabilities	(23,603)	(206)
	15,528	60,326
	13,520	00,520

As at 30 June 2020, contract assets and liabilities include retention receivables held by customers for contract works amounting to MOP39,131,000 (31 December 2019: MOP48,474,000).

Retention receivables represent the money retained by the Group's customers to secure the due performance of the contracts. The customers normally withhold 10% of the certified amount payable to the Group as retention money, 50% of which is normally recoverable upon completion of respective project and the remaining 50% is recoverable after the completion of defect liability period of the relevant contracts or in accordance with the terms specified in the relevant contracts, ranging from 3 months to 2 years from the date of completion of respective projects. The amount is unsecured and interest-free.

As at 30 June 2020, contract assets and liabilities include advances received from customers amounting to MOP29,887,000 (31 December 2019: MOP3,095,000).

The changes in contract assets and liabilities are due to i) adjustments arising from changes in the measure of progress of construction work, or ii) reclassification to trade receivables when the Group has unconditional right to the consideration.

Contract liabilities as at the end of the reporting period will be recognised as revenue during the years ending 31 December 2020 to 2021 (31 December 2019: year ending 31 December 2020).

FOR THE SIX MONTHS ENDED 30 JUNE 2020

# **12. TRADE AND OTHER PAYABLES**

Trade and other payables at the end of the reporting period comprise amounts outstanding for trade purposes and daily operating costs. The credit period on trade purchase is 7 to 60 days.

	At	At
	30 June	31 December
	2020	2019
	MOP'000	MOP'000
	(unaudited)	(audited)
Trade payables	24,636	34,521
Retention payables	34,936	36,738
Accrued contract costs	71,389	49,120
Accruals and other payables	6,598	8,960
Total trade and other payables	137,559	129,339

The following is an aging analysis of trade payables presented based on the certified periods at the end of the reporting period:

	At	At
	30 June	31 December
	2020	2019
	MOP'000	MOP'000
	(unaudited)	(audited)
1 – 30 days	21,860	33,206
31 – 60 days	-	602
Over 60 days	2,776	713
	24,636	34,521

Retention payables to sub-contractors of contract works are interest-free and payable by the Group after the completion of maintenance period of the relevant contracts or in accordance with the terms specified in the relevant contracts, ranging from 3 months to 2 years from the completion date of the respective service contracts.

FOR THE SIX MONTHS ENDED 30 JUNE 2020

## **13. SHARE CAPITAL**

	Number of shares ′000	Share capital MOP'000
Ordinary shares of HK\$0.01 each		
Authorised: At 1 January 2019, 31 December 2019 and 30 June 2020	10,000,000	103,150
Issued and fully paid: At 1 January 2019, 31 December 2019 and 30 June 2020	600,000	6,189

## **14. PERFORMANCE GUARANTEES/BID BONDS**

As at 30 June 2020, performance guarantees of MOP24,914,000 (31 December 2019: MOP46,765,000) were given by banks in favour of the Group's customers as security for the due performance and observance of the Group's obligations under the contracts entered into between the Group and its customers. If the Group fails to provide satisfactory performance to its customers to whom performance guarantees have been given, such customers may demand the banks to pay to them the sum or sum stipulated in such demand. The Group will become liable to compensate such banks accordingly. The performance guarantees will be released upon completion of the contract works. The performance guarantees were granted under the banking facilities of the Group which were secured by:

- (i) a legal charge over the office premises of the Group; and
- (ii) pledged bank deposits.

As at 30 June 2020, bid bonds of MOP23,641,000 (31 December 2019: MOP2,230,000), were given by banks for bidding the projects offered by the government of Macau.

In the opinion of the management of the Group, they do not consider it is probable that a claim will be made against the Group in respect of the above performance guarantees or bid bonds.

FOR THE SIX MONTHS ENDED 30 JUNE 2020

# **15. RELATED PARTY TRANSACTIONS**

#### **Compensation of key management personnel**

The remuneration of key management personnel (including the directors of the Company) of the Group during the year is as follows:

	Six months e	Six months ended 30 June	
	2020	2019	
	MOP'000	MOP'000	
	(unaudited)	(unaudited)	
Fee	371	371	
Salaries and other allowances	3,361	3,099	
Retirement benefits scheme contributions	3	3	
	3,735	3,473	

The remuneration of key management personnel is determined with regard to the performance of individuals and market trends.

### **16. FAIR VALUE MEASUREMENTS OF FINANCIAL INSTRUMENTS**

Contingent consideration adjustment classified as financial assets at fair value through profit or loss ("**FVTPL**") with the fair value as at 30 June 2020 of MOP2,564,000 (31 December 2019: MOP2,564,000) is categorised as Level 3 of fair value hierarchy. Discounted cash flow model with key inputs of discount rate of 12.0% (31 December 2019: 12.1%) and probability of securing contracts with a range from 8% to 10% (31 December 2019: 10% to 30%) are adopted. A significant increase in the discount rate and/ or decrease in probability of securing contracts would result in a significant decrease in the fair value of the contingent consideration adjustment, and vice versa.

There were no transfers into or out of Level 3 during the period.

The fair values of financial assets, except for financial asset at FVTPL, and financial liabilities are determined in accordance with generally accepted pricing models based on discounted cash flow analysis.

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

# FINANCIAL HIGHLIGHTS

	Six months e	Six months ended 30 June	
	2020 MOP'000 (unaudited)	2019 MOP'000 (unaudited)	
Results			
Revenue	109,693	178,853	
Cost of sales	(110,045)	(150,187)	
Gross (loss)/profit	(352)	28,666	
(Loss)/Profit before taxation	(15,874)	17,566	
(Loss)/Profit for the period	(14,303)	15,164	
	At	At	
	30 June	31 December	
	2020	2019	
	MOP'000	MOP'000	
	(unaudited)	(audited)	
Assets and Liabilities			
Total assets	412,377	393,418	
Total liabilities	170,485	137,233	
Net assets	241,892	256,185	



# AB BUILDERS GROUP LIMITED 奧邦建築集團有限公司