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CHI HO DEVELOPMENT HOLDINGS LIMITED

潛濤發展控股有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 8423)

ANNUAL RESULTS ANNOUNCEMENT FOR THE YEAR ENDED 31 MARCH 2022

The board (the “**Board**”) of directors (the “**Directors**”) of Chi Ho Development Holdings Limited (the “**Company**”) is pleased to announce the audited consolidated results of the Company and its subsidiaries for the year ended 31 March 2022. This announcement, containing the full text of the annual report of the Company for the year ended 31 March 2022, complies with the relevant requirements of the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited (the “**GEM Listing Rules**”) in relation to information to accompany the preliminary announcement of annual results.

By order of the Board
Chi Ho Development Holdings Limited
Leung Ka Ho, Raymond
Chairman of the Board and Executive Director

Hong Kong, 24 June 2022

As at the date of this announcement, the executive Directors are Mr. Leung Ka Ho, Raymond and Mr. Ho Chi Kwan; and the independent non-executive Directors are Mr. Leung Hung Kwong, Derrick, Mr. Moy Yee Wo, Matthew and Mr. Yau Sze Yeung.

This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief, the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive and there are no other matters the omission of which would make any statement herein or this announcement misleading.

This announcement will remain on the Stock Exchange’s website at www.hkexnews.hk on the “Latest Listing Company Information” page for at least 7 days from the date of its posting and on the Company’s website at www.chdev.com.hk.

CHARACTERISTICS OF GEM OF THE STOCK EXCHANGE OF HONG KONG LIMITED (THE “STOCK EXCHANGE”)

GEM has been positioned as a market designed to accommodate small and mid-sized companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration.

Given that the companies listed on GEM are generally small and mid-sized companies, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board of the Stock Exchange and no assurance is given that there will be a liquid market in the securities traded on GEM.

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*This annual report, for which the directors (collectively the “**Directors**” and each the “**Director**”) of Chi Ho Development Holdings Limited (the “**Company**”, and together with its subsidiaries, the “**Group**”, “**we**”, “**our**” or “**us**”) collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on GEM of the Stock Exchange (the “**GEM Listing Rules**”) for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief, the information contained in this annual report is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this annual report misleading.*

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CORPORATE INFORMATION

BOARD OF DIRECTORS

Executive Directors

Mr. Leung Ka Ho, Raymond (*Chairman*)

Mr. Ho Chi Kwan

Independent non-executive Directors

Mr. Leung Hung Kwong, Derrick

Mr. Moy Yee Wo, Matthew

Mr. Yau Sze Yeung

COMPANY SECRETARY

Mr. Chung Kiu Pan

COMPLIANCE OFFICER

Mr. Leung Ka Ho, Raymond

AUTHORISED REPRESENTATIVES

Mr. Leung Ka Ho, Raymond

Mr. Chung Kiu Pan

AUDIT COMMITTEE

Mr. Yau Sze Yeung (*Chairman*)

Mr. Moy Yee Wo, Matthew

Mr. Leung Hung Kwong, Derrick

REMUNERATION COMMITTEE

Mr. Leung Hung Kwong, Derrick (*Chairman*)

Mr. Moy Yee Wo, Matthew

Mr. Yau Sze Yeung

NOMINATION COMMITTEE

Mr. Moy Yee Wo, Matthew (*Chairman*)

Mr. Leung Hung Kwong, Derrick

Mr. Yau Sze Yeung

SAFETY COMPLIANCE COMMITTEE

Mr. Leung Hung Kwong, Derrick (*Chairman*)

Mr. Leung Ka Ho, Raymond

Mr. Ho Chi Kwan

LEGAL ADVISER TO THE COMPANY

As to Hong Kong law:

ONC Lawyers

19th Floor, Three Exchange Square

8 Connaught Place

Central

Hong Kong

AUDITOR

McMillan Woods (Hong Kong) CPA Limited

Certified Public Accountants

24/F., Siu On Centre

188 Lockhart Road, Wan Chai

Hong Kong

REGISTERED OFFICE

Winward 3, Regatta Office Park

PO Box 1350

Grand Cayman, KY1-1108

Cayman Islands

HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS IN HONG KONG

Units 901, 902 and 908, 9/F, Magnet Place Tower 1

77-81 Container Port Road

Kwai Chung

New Territories

Hong Kong

PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

Ocorian Trust (Cayman) Limited

Winward 3, Regatta Office Park

PO Box 1350

Grand Cayman, KY1-1108

Cayman Islands

HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

Tricor Investor Services Limited

Level 54, Hopewell Centre

183 Queen's Road East

Hong Kong

PRINCIPAL BANKER

Bank of China (Hong Kong) Limited

The Hongkong and Shanghai Banking Corporation Limited

WEBSITE ADDRESS

www.chdev.com.hk

STOCK CODE

8423

CHAIRMAN'S STATEMENT

Dear Shareholders,

On behalf of the board of Directors (the "**Board**") of the Company, it is my pleasure to present the annual report of the Company for the year ended 31 March 2022.

RESULTS

The total revenue of the Group decreased by approximately HK\$24.5 million or 8.7% from approximately HK\$281.7 million for the year ended 31 March 2021 to approximately HK\$257.2 million for the year ended 31 March 2022. The profit attributable to owners of the Company of the Group decreased by approximately HK\$13.4 million or 62.6% from approximately HK\$21.4 million for the year ended 31 March 2021 to approximately HK\$8.0 million for the year ended 31 March 2022.

BUSINESS REVIEW AND PROSPECT

During the year under review, the outbreak of the COVID-19 pandemic (the "**Pandemic**") adversely affected the Group. In particular, since the emergence of the outbreak of the fifth wave of the Pandemic in Hong Kong since January 2022, there were a high number of confirmed cases. In response to the fifth wave of the Pandemic, the Hong Kong government implemented even more stringent anti-epidemic measures which had greatly affected many business activities, including the construction industry. We have stepped-up measures to safeguard the wellbeing of our employees and onsite workers since the outbreak, while looking to keep operational progress on track as far as possible. Unfortunately and inevitably some of our projects in progress were still delayed.

We have experienced an unprecedentedly challenging year. Although there are still many uncertainties on the road to recovery, the Group is in the hope that the Pandemic will come to the end or at least will be stabilised in the near future and the economy will begin to gradually recover from which the Group will benefit. With the leadership of our professional team and employees working together, we remain cautiously optimistic about the overall business prospects.

To optimise our competitive advantages, we will continue to provide integrated service of (i) renovation and maintenance works; (ii) alteration and addition work and fitting-out works; and (iii) site formation and geotechnical works to our customers. We have also engaged in property investment in Hong Kong during the year under a new segment, namely Property. We believe that our proven track record and the experience from various types of projects will provide a wide range of quality and professional services to our customers, potential customers and enable us to react to the changing needs of our customers more efficiently and effectively.

A NOTE OF APPRECIATION

On behalf of the Board, I wish to take this opportunity to express my gratitude to our shareholders, business partners, customers and suppliers who trust and remain faithful to the Group. I would also like to express our sincere thanks to the management and staff for their commitment and contribution throughout the years.

Leung Ka Ho, Raymond

Chairman

Hong Kong, 24 June 2022

MANAGEMENT DISCUSSION AND ANALYSIS

BUSINESS REVIEW AND OUTLOOK

The Group is an established main contractor for the provision of renovation and maintenance works, alteration and addition works (“**RMAA**”) and fitting-out works, and site formation and geotechnical works in Hong Kong. The Group is responsible for the overall management, implementation and supervision of projects. The Group focuses on the management of projects, development of work programmes, procurement of works materials, operation of site works, co-ordination with the customers or their consultants and the environmental, safety and quality control of the works carried by the employees and the subcontractors.

In respect of renovation and maintenance works, the Group encompasses the general upkeep, restoration and improvement of existing facilities and components of the buildings and their surroundings. As for alteration and addition works and fitting-out works, the Group revolves around the alteration and addition of building layout and structural works and decoration works to the interior spaces to the existing premises.

During the year ended 31 March 2022, there were 48 projects (2021: 60 projects) with revenue contribution undertaken by the Group. During the year ended 31 March 2022, the Group was awarded 27 (2021: 30) new projects, with total original contract sum of approximately \$395.6 million (2021: approximately HK\$340.6 million).

During the year ended 31 March 2022, the Group operated in a new segment, namely Property. Under this segment, the Group engages in property investment in Hong Kong and earns rental income. The Group’s building renovation and construction business has been and will continue to be the core business of the Group.

Since the first confirmed case of COVID-19 in Hong Kong was reported in January 2020, the Directors have been closely monitoring the development of the Pandemic and keeping communication with the Group’s customers, suppliers and subcontractors proactively and regularly to ascertain whether the Pandemic would lead to (i) any significant impact on the status or progress of ongoing projects; and (ii) any supply shortages on construction materials and labour resources.

In view of the ongoing Pandemic, the Directors have implemented the following policies to minimise the impact of the Pandemic on the Group’s business operations:

- (i) to discuss and prepare the contingency plans during the planning stage of projects. The contingency plans would generally include the assignment of alternate personnel to replace any project team members in the event they have any respiratory symptom, and the details of alternate suppliers and subcontractors;
- (ii) to avoid shortage in supply of construction materials due to temporary closure of the suppliers’ production facilities, transportation constraints or any disruption of the supply chain of construction materials, the Group would obtain more quotations from different suppliers for back-up purpose; and
- (iii) to ensure sufficient labour resources, the Group would obtain more quotations from different subcontractors for back-up purpose.

MANAGEMENT DISCUSSION AND ANALYSIS

In addition, in response to the Pandemic, the Group have implemented the following precautionary measures:

- (i) require staff and workers who are not fully vaccinated to undergo compulsory testing regularly;
- (ii) require staff and visitors to wear a surgical mask when staying at office or work site at all times;
- (iii) monitor the stock level of personal care products (such as surgical masks and hand sanitisers);
- (iv) conduct mandatory daily temperature checks for staff and visitors in office and work sites;
- (v) arrange regular cleaning of office with appropriate disinfectant;
- (vi) require staff not to go to office when having respiratory symptoms, and work from home if feasible;
- (vii) require mandatory reporting by employees who (or their family members residing with them) travelled outside Hong Kong, and requiring 14 days' self quarantine for those who (or whose family members residing with them) returned to Hong Kong;
- (viii) arrange laptops with remote access for employees who work from home;
- (ix) request subcontractors to withdraw their staff who travelled outside Hong Kong and returned to Hong Kong;
- (x) provide publicity materials on prevention of COVID-19 for all staff members;
- (xi) keep close communication with any staff at work sites who has been confirmed positive for COVID-19; and
- (xii) monitor and keep track of the development of the Pandemic in Hong Kong and update the Group's staff.

The outbreak of the fifth wave of the Pandemic in Hong Kong since January 2022 has had an adverse impact on the Group's operation. While none of the Group's projects were subject to suspension due to the Pandemic during the year ended 31 March 2022, some of the employees of the Group and of the Group's subcontractors were infected since the outbreak of the fifth wave of the Pandemic, causing temporary manpower shortage and delay of the Group's projects in progress. The Directors will continue to closely monitor the latest development of the Pandemic and assess and respond to its impact on the Group's results of operations, cash flows and financial condition.

Looking forward, the Directors consider that the future opportunities and challenges facing the Group will continue to be affected by the progress of recovery of Hong Kong from the Pandemic, which in turn affects the development of the construction industry in Hong Kong as well as labour costs and material costs. The Directors are of the view that the number of properties to be built and maintained in Hong Kong remains to be the key driver for the growth of the Hong Kong RMAA and fitting-out sector. With the Group's experienced management team and reputation in the market, the Directors consider that the Group is well-positioned to compete against its competitors under such future challenges that are commonly faced by all competitors, and the Group will continue to strengthen the market position in the industry and expand the market share. In addition, as disclosed in the announcement of the Company dated 11 August 2021, the application to the Stock Exchange for the transfer of listing (the "**Transfer of Listing**") has lapsed and no resubmission has been made at this stage. The Board believes that the lapse of the Transfer of Listing application has no material adverse impact on the financial or business operations of the Group. Going forward, the Group will continue to explore business and investment opportunities to further strengthen the Group's income stream and to enhance the Group in obtaining more sizeable projects. In this regard, the Group may consider whether any acquisitions, business rationalisation, fund raising and/or business diversification will be appropriate in order to enhance the long-term growth potential of the Group.

MANAGEMENT DISCUSSION AND ANALYSIS

FINANCIAL REVIEW

Revenue

The revenue decreased from approximately HK\$281.7 million for the year ended 31 March 2021 to approximately HK\$257.2 million for the year ended 31 March 2022, representing a decrease of approximately 8.7%. Such decrease was mainly driven by the outbreak of the fifth wave of the Pandemic in Hong Kong since January 2022, whereby some of our employees and subcontractors were infected and causing temporary manpower shortage and delay of the Group's projects in progress, resulting in the significant drop in revenue during the last quarter of this financial year.

For the year ended 31 March 2022, the Group recognised revenue from property leasing of approximately HK\$0.2 million (2021: nil).

Cost of sales

The cost of sales decreased from approximately HK\$242.2 million for the year ended 31 March 2021 to approximately HK\$222.9 million for the year ended 31 March 2022, representing a decrease of approximately 8.0%. Such decrease was mainly attributable to the decrease in the subcontracting charges with the decrease in the revenue from renovation and maintenance works, alteration and addition works and fitting-out works, and site formation and geotechnical works undertaken by the Group during the year.

Gross profit

Gross profit of the Group decreased by approximately HK\$5.1 million from approximately HK\$39.4 million for the year ended 31 March 2021 to approximately HK\$34.3 million for the year ended 31 March 2022. The overall gross profit margin decreased slightly from approximately 14.0% for the year ended 31 March 2021 to approximately 13.3% for the year ended 31 March 2022.

Other income

Other income decreased significantly by approximately HK\$2.1 million from approximately HK\$2.3 million for the year ended 31 March 2021 to approximately HK\$0.2 million for the year ended 31 March 2022. Other income for the year ended 31 March 2021 primarily comprised the subsidy income received from the Government of the HKSAR under the Employment Support Scheme. No such subsidy income was received during the year ended 31 March 2022.

Impairment losses under expected credit loss model, net of reversal

Impairment losses under expected credit loss model increased by approximately HK\$5.4 million from approximately HK\$0.4 million for the year ended 31 March 2021 to approximately HK\$5.8 million for the year ended 31 March 2022. Such increase was mainly driven by the increase in net impairment losses on contract assets.

Other expenses

Other expenses solely represented the professional fees incurred for the Transfer of Listing during the two years ended 31 March 2021 and 2022.

MANAGEMENT DISCUSSION AND ANALYSIS

Administrative expenses

Administrative expenses of the Group increased by approximately HK\$3.5 million or 28.0% from approximately HK\$12.5 million for the year ended 31 March 2021 to approximately HK\$16.0 million for the year ended 31 March 2022.

Administrative expenses primarily comprised staff costs, audit fee and other professional costs in relation to the compliance with the GEM Listing Rules.

Such increase was mainly attributable to the increase in staff costs as there was (i) temporary 30% salary reduction of the two executive Directors during the year ended 31 March 2021 which was ended in March 2021; and (ii) bonus paid to staff during the year ended 31 March 2022.

Finance costs

Finance costs for the Group increased by approximately HK\$0.5 million or 26.3% from approximately HK\$1.9 million for the year ended 31 March 2021 to approximately HK\$2.4 million for the year ended 31 March 2022. It was mainly due to the increase in usage of loan settlement for trade payables and factoring loan during the year ended 31 March 2022.

Income tax expense

Income tax expense for the Group decreased by approximately HK\$2.0 million or 55.6% from approximately HK\$3.6 million for the year ended 31 March 2021 to approximately HK\$1.6 million for the year ended 31 March 2022. The decrease was mainly attributable to the decrease in profit before tax from approximately HK\$22.9 million for the year ended 31 March 2021 to approximately HK\$9.6 million for the year ended 31 March 2022 (after adjusting for the effect of the non-taxable subsidy income of approximately HK\$2.1 million for the year ended 31 March 2021).

Profit for the year attributable to the owners of the Company

Profit for the year attributable to the owners of the Company decreased by approximately HK\$13.4 million or 62.6% from approximately HK\$21.4 million for the year ended 31 March 2021 to approximately HK\$8.0 million for the year ended 31 March 2022.

Such decrease was primarily attributable to (i) the decrease in revenue and gross profit; (ii) the decrease in other incomes relating to the subsidy income; (iii) the increase in administrative expenses; and (iv) the increase in impairment losses under expected credit loss model, net of reversal, partially offset by the decrease in professional fees incurred for the Transfer of Listing.

Excluding those non-recurring items of (a) the professional fees incurred for Transfer of Listing; (b) subsidy income; and (c) impairment losses under expected credit loss model, net of reversal, the adjusted profit for the year decreased from approximately HK\$19.4 million for the year ended 31 March 2021 to approximately HK\$14.5 million for the year ended 31 March 2022, representing a decrease of approximately 25.3%.

The Board has resolved not to recommend the declaration of a final dividend for the year ended 31 March 2022 (2021: HK0.25 cent per share amounting to HK\$2.0 million in aggregate).

MANAGEMENT DISCUSSION AND ANALYSIS

LIQUIDITY AND FINANCIAL RESOURCES

The current ratio remained relatively stable at approximately 1.9 and 1.8 as at 31 March 2021 and 2022, respectively.

As at 31 March 2022, the Group had bank balances and cash of approximately HK\$51.3 million (2021: HK\$33.3 million).

As at 31 March 2022, the Group had bank borrowings of approximately HK\$88.8 million (2021: HK\$40.7 million). The gearing ratio, calculated based on the total borrowings divided by total equity at the end of the year and multiplied by 100%, increased from approximately 31.9% as at 31 March 2021 to approximately 65.4% as at 31 March 2022, mainly due to increase in net bank borrowing raised. The Group's financial position is sound and strong. With available bank balances and cash and bank credit facilities, the Group has sufficient liquidity to satisfy its funding requirements.

CAPITAL STRUCTURE

The shares of the Company (the "**Shares**") were successfully listed on GEM of the Stock Exchange on 13 March 2017 (the "**Listing**"). There has been no change in the capital structure of the Group since then. The share capital of the Group only comprises ordinary shares.

As at 31 March 2022, the Company's issued share capital was HK\$8,000,000 and the number of its issued ordinary shares was 800,000,000 of HK\$0.01 each.

COMMITMENTS

As at 31 March 2022 and 2021, the Group had no capital commitments.

SEGMENTAL INFORMATION

Segmental information is presented for the Group as disclosed in note 5 to the consolidated financial statements.

FUTURE PLANS FOR MATERIAL INVESTMENTS OR CAPITAL ASSETS

Save as disclosed in this annual report, as at 31 March 2022, the Group did not have other plans for material investments or capital assets.

SIGNIFICANT INVESTMENTS HELD, MATERIAL ACQUISITIONS AND DISPOSALS OF SUBSIDIARIES AND AFFILIATED COMPANIES

Save as disclosed in this annual report, during the year ended 31 March 2022, there were no other significant investments held, material acquisitions or disposals of subsidiaries and affiliated companies by the Group.

As disclosed in the Company's announcement dated 19 November 2021, the Company moved to the current head office and principal place of business with effect from 19 November 2021. Following this move, the Group reclassified its former head office from property, plant and equipment to investment property and recognised revenue from property leasing of approximately HK\$0.2 million for the year ended 31 March 2022 (2021: nil). As at 31 March 2022, the fair value of our investment property amounted to approximately HK\$8.1 million (2021: nil). For further details of the fair value of our investment property, please refer to note 18 to the consolidated financial statements.

CONTINGENT LIABILITIES

Save as disclosed in this annual report, as at 31 March 2022 and 2021, the Group did not have other material contingent liabilities.

MANAGEMENT DISCUSSION AND ANALYSIS

EXPOSURE TO EXCHANGE RATE FLUCTUATION

The Group's revenue generating operations are mainly transacted in HK\$. The Directors consider the impact of foreign exchange exposure to the Group is minimal. Currently, the Group does not have a foreign currency hedging policy. However, the Group manages the risk by closely monitoring the movements of the foreign currency rate and would consider hedging against significant foreign currency exposure as and when necessary.

CHARGE OF GROUP'S ASSETS

As at 31 March 2022, the Group's pledged certain assets to banks in order to secure bank loans and general banking facilities granted by these banks as disclosed in note 33 to the consolidated financial statements.

EMPLOYEES AND REMUNERATION POLICIES

As at 31 March 2022, the Group employed a total of 49 employees (2021: 54 employees). The staff costs, including Directors' emoluments, of the Group were approximately HK\$21.3 million for the year ended 31 March 2022 (2021: approximately HK\$18.7 million). Remuneration is determined with reference to market terms and the performance, qualification and experience of individual employee. In addition to a basic salary, year-end discretionary bonuses were offered to those staff with outstanding performance to attract and retain eligible employees to contribute to the Group. Apart from basic remuneration, share options may be granted to eligible employees by reference to the Group's performance as well as individual contribution.

RETIREMENT BENEFIT SCHEME

The Group participates in a defined contribution Mandatory Provident Fund retirement benefit scheme (the "MPF Scheme") under the Hong Kong Mandatory Provident Fund Schemes Ordinance for employees who are eligible to participate in the MPF Scheme in Hong Kong. Contributions are made based on a percentage of the employees' basic salaries and are charged to the consolidated statement of profit or loss and other comprehensive income 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 Group's employer contributions vest fully with the employees when contributed into the MPF Scheme. No forfeited contributions (by the Group on behalf of employees who leave the defined contribution plans prior to vesting fully in such contributions) can be used by the Group to reduce the existing level of contributions.

The total retirement benefit scheme contributions made by the Group amounted to approximately HK\$0.6 million for the year ended 31 March 2022 (2021: HK\$0.7 million).

SURETY BONDS

As at 31 March 2022, the Group had surety bonds of approximately HK\$41.5 million (2021: approximately HK\$33.7 million) given in favour of the Group's customers as security for the due performance and observance of the Group's obligation under the contracts entered into between the Group and the customers. The surety bonds will be released upon completion of the contracts.

CORPORATE GOVERNANCE REPORT

CORPORATE GOVERNANCE PRACTICES

Since the Listing, the Board has recognised that the transparency and accountability is important to a listed company. Therefore, the Company is committed in establishing and maintaining good corporate governance practices and procedures. The Directors believe that good corporate governance provides a framework that is essential for effective management, successful business growth and a healthy corporate culture in return to the benefits of the Company's stakeholders as a whole.

The Board has adopted and complied with the Corporate Governance Code (the "**CG Code**") as set out in Appendix 15 to the GEM Listing Rules. The Directors will continue to review its corporate governance practices in order to enhance its corporate governance standard, to comply with the increasingly tightened regulatory requirements from time to time, and to meet the rising expectation of shareholders and other stakeholders of the Company.

Under the code provision C.2.1 of Part 2 of the CG Code, the role of chairman and chief executive should be separate and should not be performed by the same individual. The division of responsibilities between the chairman and chief executive should be clearly established.

Mr. Leung Ka Ho, Raymond currently assumes the role of both chairman of the Company and chief executive of the Company. Considering that Mr. Leung Ka Ho, Raymond has been operating and managing the Group since 2002, the Board believes that it is in the best interest of the Group to have Mr. Leung Ka Ho, Raymond taking up both roles for effective management and business development. It provides a strong and consistent leadership to the Group and that the current management has been effective in the development of the Group and the implementation of business strategies under the leadership of Mr. Leung Ka Ho, Raymond. In allowing the two roles to be vested in the same person, the Group believes both positions require in-depth knowledge and considerable experience of the Group's business and Mr. Leung Ka Ho, Raymond is the most suitable person to occupy both positions for effective management of the Group. Therefore, the Board considers that the deviation from Code Provision C.2.1 of Part 2 of the CG Code is appropriate in such circumstance.

Save as disclosed above, the Board is pleased to report compliance with all applicable code provisions of the CG Code during the year ended 31 March 2022.

DIRECTORS' SECURITIES TRANSACTIONS

The Company has adopted a code of conduct regarding securities transactions by the Directors on terms no less exacting than the required standard of dealings set out in Rules 5.46 to 5.67 of the GEM Listing Rules. The Company had also made specific enquiry of all the Directors and the Company was not aware of any non-compliance with the required standard of dealings regarding securities transactions by the Directors during the year ended 31 March 2022.

BOARD OF DIRECTORS

As at 31 March 2022, the Board comprised five Directors, including two executive Directors, namely Mr. Leung Ka Ho, Raymond and Mr. Ho Chi Kwan, and three independent non-executive Directors, namely Mr. Leung Hung Kwong, Derrick, Mr. Moy Yee Wo, Matthew and Mr. Yau Sze Yeung.

Mr. Leung Ka Ho, Raymond is the chairman (the "**Chairman**") of the Board.

RESPONSIBILITIES OF THE BOARD

The overall management of the Company's business is vested in the Board which assumes the responsibility for leadership and control of the Company and is collectively responsible for promoting the success of the Company by directing and supervising its affairs. All the Directors should make decisions objectively in the interests of the Company. The Board has the full support from the executive Directors and the senior management of the Company to discharge its responsibilities.

CORPORATE GOVERNANCE REPORT

The day-to-day management, administration and operation of the Company are delegated to the executive Directors and the senior management of the Company. The delegated functions and work tasks are periodically reviewed. Approval has to be obtained from the Board prior to any significant transactions entered into by the executive Director(s) and senior management. The Board also assumes the responsibilities of maintaining high standard of corporate governance, including, among others, developing and reviewing the Company's policies and practices on corporate governance, reviewing and monitoring the Company's policies and practices on compliance with legal and regulatory requirements, and reviewing the Company's compliance with the CG Code. All Directors, including independent non-executive Directors, have brought a wide spectrum of valuable business experience, knowledge and professionalism to the Board for its efficient and effective delivery of the Board functions. Independent non-executive Directors are invited to serve on the Audit Committee, the Remuneration Committee, the Nomination Committee and the Safety Compliance Committee (as defined below).

The biographical details of the Directors and other senior management are set out in the section headed with "Biographical Details of Directors and Senior Management" in this annual report.

CHAIRMAN AND CHIEF EXECUTIVE OFFICER

Pursuant to the code provision C.2.1 of Part 2 of the CG Code, the roles of chairman and chief executive should be separate and should not be performed by the same individual. The division of responsibilities between the chairman and chief executive should be clearly established.

Mr. Leung Ka Ho, Raymond currently assumes the role of both Chairman of the Company and chief executive of the Company. Considering that Mr. Leung Ka Ho, Raymond has been operating and managing the Group since 2002, the Board believes that it is in the best interest of the Group to have Mr. Leung Ka Ho, Raymond taking up both roles for effective management and business development. It provides a strong and consistent leadership to the Group and that the current management has been effective in the development of the Group and the implementation of business strategies under the leadership of Mr. Leung Ka Ho, Raymond. In allowing the two roles to be vested in the same person, the Group believes both positions require in-depth knowledge and considerable experience of the Group's business and Mr. Leung Ka Ho, Raymond is the most suitable person to occupy both positions for effective management of the Group. Therefore, the Board considers that the deviation from Code Provision C.2.1 of Part 2 of the CG Code is appropriate in such circumstance.

BOARD DIVERSITY POLICY

The Company adopted a board diversity policy (the "**Board Diversity Policy**") during the year ended 31 March 2022 and up to the date of this corporate governance report. A summary of this Board Diversity Policy, together with the measurable objectives set for implementing this Board Diversity Policy, and the progress made towards achieving those objectives are disclosed as below.

Summary of the Board Diversity Policy

The Company recognised and embraced the benefits of having a diverse Board to the quality of its performance. The Board Diversity Policy aimed to set out the approach to achieve diversity on the Board. In designing the Board's composition, Board diversity has been considered from a number of measurable aspects including gender, age, ethnicity, knowledge and length of services. All Board appointments will be based on meritocracy, and candidates will be considered against objective criteria, having due regards for the benefits of diversity on the Board.

Measurable Objectives

Selection of candidates will be based on a range of diversity perspectives, including but not limited to gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of services. The ultimate decision will be based on merit and contribution that the selected candidates will bring to the Board.

CORPORATE GOVERNANCE REPORT

Implementation and Monitoring

The Nomination Committee reviewed the Board's composition under diversified perspectives, and monitored the implementation of the Board Diversity Policy annually.

The Nomination Committee of the Board has reviewed the Board Diversity Policy to ensure its effectiveness and considered that the Group achieved the Board Diversity Policy during the year ended 31 March 2022.

BOARD MEETING, GENERAL MEETING AND PROCEDURES

The Board is scheduled to meet in person or through other electronic means of communication at least four times a year to, among other matters, review financial and operating performance and discuss the Group's direction and strategy. During the year ended 31 March 2022, five Board meetings were held. The attendance record of each Director at the Board meetings is set out in the table below:

| Name of Directors | Number of attendance/ number of Board meetings |
|--|---|
| Executive Directors | |
| Mr. Leung Ka Ho, Raymond (<i>Chairman</i>) | 5/5 |
| Mr. Ho Chi Kwan | 5/5 |
| Independent non-executive Directors | |
| Mr. Leung Hung Kwong, Derrick | 5/5 |
| Mr. Moy Yee Wo, Matthew | 5/5 |
| Mr. Yau Sze Yeung | 5/5 |

During the year ended 31 March 2022, an annual general meeting of the Company was held on 12 August 2021. The attendance record of each Director at the annual general meeting is set out in the table below:

| Name of Directors | Number of attendance/ number of general meeting |
|--|--|
| Mr. Leung Ka Ho, Raymond (<i>Chairman</i>) | 1/1 |
| Mr. Ho Chi Kwan | 1/1 |
| Mr. Leung Hung Kwong, Derrick | 1/1 |
| Mr. Moy Yee Wo, Matthew | 1/1 |
| Mr. Yau Sze Yeung | 1/1 |

CORPORATE GOVERNANCE FUNCTIONS

No corporate governance committee has been established and the Board is responsible for performing the corporate governance functions such as developing and reviewing the Company's policies, practices on corporate governance, training and continuous professional development of the Directors and senior management, the Company's policies and practices on compliance with legal and regulatory requirements, etc. The Board held meetings from time to time whenever necessary. At least 14 days' notice of regular Board meetings is given to all Directors and they can include matters for discussion in the agenda as they think fit. The agenda accompanying Board papers are sent to all the Directors at least 3 days before the date of every Board meeting in order to allow sufficient time for the directors to review the documents.

CORPORATE GOVERNANCE REPORT

Minutes of every Board meeting are circulated to all Directors for their perusal and comments prior to confirmation of the minutes. The Board also ensures that it is supplied in a timely manner with all necessary information in a form and of a quality appropriate to enable it to discharge its duties.

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

APPOINTMENT AND RE-ELECTION OF DIRECTORS

The current articles of association of the Company (the "Articles") provide that subject to the manner of retirement by rotation of Directors as from time to time prescribed by the GEM Listing Rules, at each annual general meeting, one-third of the Directors for the time being shall retire from office by rotation and that every Director shall be subject to retirement by rotation at least once every three years.

Independent non-executive Directors are appointed for a specific term subject to retirement by rotation and re-election in accordance with the Articles. Each Independent non-executive Directors is required to inform the Company as soon as practicable if there is any change that may affect his independence. The Company has received from each of the independent non-executive Directors an annual confirmation of his independence pursuant to Rule 5.09 of the GEM Listing Rules and the Company considers these independent non-executive Directors to be independent.

CONTINUOUS PROFESSIONAL DEVELOPMENT

To assist Directors' continuing professional development, the Company recommends Directors to attend relevant seminars to develop and refresh their knowledge and skills. Directors also participate in continuous professional development programmes such as external seminars organised by qualified professionals, to develop and refresh their knowledge and skills in relation to their contribution to the Board. All the Directors also understand the importance of continuous professional development and are committed to participate any suitable training to develop and refresh their knowledge and skills.

According to the training record maintained by the Company, during the year ended 31 March 2022, all Directors had participated in continuous professional development in the following manner:

| Name of Directors | Type of trainings |
|---|--------------------------|
| Executive Directors | |
| Mr. Leung Ka Ho, Raymond | i, ii |
| Mr. Ho Chi Kwan | i, ii |
| Independent non-executive Directors | |
| Mr. Leung Hung Kwong, Derrick | i, ii |
| Mr. Moy Yee Wo, Matthew | i, ii |
| Mr. Yau Sze Yeung | i, ii |
| i. reading journals and newspaper updates on corporate governance and directors' duties and responsibility. | |
| ii. attending training/webinars/seminars/conferences arranged by the professional firms/organisations. | |

CORPORATE GOVERNANCE REPORT

BOARD COMMITTEES

The Board has established four board committees, namely the audit committee (the “**Audit Committee**”), the remuneration committee (the “**Remuneration Committee**”), the nomination committee (the “**Nomination Committee**”) and the safety compliance committee (the “**Safety Compliance Committee**”).

AUDIT COMMITTEE

The Company established the Audit Committee with written terms of reference in compliance with the GEM Listing Rules, in accordance with provisions set out in the CG Code which are available on the websites of the Stock Exchange and the Company.

The Audit Committee currently consists of three independent non-executive Directors, namely Mr. Yau Sze Yeung, Mr. Leung Hung Kwong, Derrick and Mr. Moy Yee Wo, Matthew. The chairman of the Audit Committee is Mr. Yau Sze Yeung, who has appropriate professional qualifications and experience in accounting matters.

The Audit Committee is mainly responsible for the following:

- (a) make recommendations to the Board on the appointment, reappointment and removal of the external auditor, and to approve the remuneration and terms of engagement of the external auditor, and any questions of its resignation or dismissal;
- (b) review and monitor the external auditor’s independence and objectivity and the effectiveness of the audit process in accordance with applicable standards. The Audit Committee should discuss with the external auditor the nature and scope of the audit and reporting obligations before the audit commences and ensure coordination where more than one audit firm is involved;
- (c) monitor the integrity of the Company’s annual report, interim financial reports and quarterly reports before submission to the Board, and focus particularly on:
 - (i) any changes in accounting policies and practices;
 - (ii) major judgmental areas;
 - (iii) significant adjustments resulting from the audit;
 - (iv) going concern assumptions and any qualifications;
 - (v) compliance with accounting standards; and
 - (vi) compliance with the GEM Listing Rules and other legal requirements in relation to financial reporting.

CORPORATE GOVERNANCE REPORT

- (d) Oversight of the Company's financial reporting system, risk management and internal control systems:
- (i) reviewing the Company's financial controls, accounting policies and the risk management and internal control systems;
 - (ii) discussing the risk management and internal control systems with management to ensure that management has performed its duty to have effective systems including the adequacy of resources, staff qualifications and experience, training programmes and budget of the Company's accounting and financial reporting function;
 - (iii) where an internal audit function exists, and ensuring that the internal audit function is adequately resourced and has appropriate standing within the Company, and reviewing and monitoring its effectiveness;
 - (iv) reviewing the external auditor's management letter and management's response;
 - (v) ensuring that the Board will provide a timely response to the issues raised in the external auditor's management letter.

During the year ended 31 March 2022, five Audit Committee meetings were held. The attendance record of each Director at the Audit Committee meetings is set out in the table below:

| Name of Directors | Number of attendance/ number of Audit Committee meetings |
|---------------------------------------|---|
| Mr. Yau Sze Yeung (<i>Chairman</i>) | 5/5 |
| Mr. Leung Hung Kwong, Derrick | 5/5 |
| Mr. Moy Yee Wo, Matthew | 5/5 |

The consolidated financial statements and this annual report have been reviewed by the Audit Committee. No material issues were identified and reported by the Audit Committee to the Board.

REMUNERATION COMMITTEE

The Remuneration Committee of the Company was established comprising three independent non-executive Directors, namely Mr. Leung Hung Kwong, Derrick, Mr. Moy Yee Wo, Matthew and Mr. Yau Sze Yeung, with Mr. Leung Hung Kwong, Derrick as the chairman of the Remuneration Committee. The terms of reference of the Remuneration Committee are available at the Company's website and on the website of the Stock Exchange.

CORPORATE GOVERNANCE REPORT

The main roles and functions of the Remuneration Committee include the following:

- (a) establish a formal and transparent procedure for developing remuneration policy;
- (b) recommend to the Board the policy and structure for the remuneration of Directors and senior management whilst ensuring no director or any of his associates is involved in deciding his own remuneration;
- (c) determine the remuneration of Directors and senior management, including benefits in kind, pension right, compensation payment (including compensation for loss of office or appointment etc). The chairman and/or the chief executive shall be consulted respectively about their proposals relating to the remuneration of the chief executive and/or senior management, as the case may be;
- (d) review and approve the compensation arrangements in connection with any loss or termination of their office or appointment, or dismissal or removal for misconduct to executive directors and senior management which shall be consistent with contractual terms and fair and not excessive;
- (e) determine the criteria for assessing employee performance, which should reflect the Company's business objectives and targets;
- (f) consider the annual performance bonus for executive Directors, senior management, and the general staff, having regard to the achievements against the performance criteria by reference to corporate goals and objectives resolved by the Board, and make recommendation of the Board;
- (g) assessing the performance of executive Directors; and
- (h) approving the terms of executive Directors' service contracts.

During the year ended 31 March 2022, four Remuneration Committee meetings were held. The attendance record of each Director at the Remuneration Committee meetings is set out in the table below:

| Name of Directors | Number of attendance/ number of Remuneration Committee meetings |
|---|--|
| Mr. Leung Hung Kwong, Derrick (<i>Chairman</i>) | 4/4 |
| Mr. Moy Yee Wo, Matthew | 4/4 |
| Mr. Yau Sze Yeung | 4/4 |

The emolument payable to Directors depends on their respective contractual terms under the service contracts and the appointment letters, and as recommended by the Remuneration Committee. Details of the Directors' emolument are set out in note 13 to the consolidated financial statements.

CORPORATE GOVERNANCE REPORT

NOMINATION COMMITTEE

The Nomination Committee was established comprising three independent non-executive Directors, namely Mr. Moy Yee Wo, Matthew, Mr. Leung Hung Kwong, Derrick and Mr. Yau Sze Yeung, with Mr. Moy Yee Wo, Matthew as the chairman of the Nomination Committee. The terms of reference of the Nomination Committee are available at the Company's website and on the website of the Stock Exchange.

The main roles and functions of the Nomination Committee include the following:

- (a) review the structure, size and composition (including the skills, knowledge and experience) of the Board at least annually to complement the Company's corporate strategy;
- (b) review the nomination procedures and the process and criteria adopted to select and recommend candidates for directorship;
- (c) identify and nominate qualified individuals for appointment as additional directors or to fill Board vacancies as and when they arise;
- (d) make recommendations to the Board on matters relating to the appointment or reappointment of Directors and succession planning for directors, in particular the chairman and the chief executive;
- (e) assess the independence of independent non-executive Directors; and
- (f) implement and review the Board Diversity Policy to ensure its effectiveness; and make disclosure of its review results in the corporate governance report of the Company's annual report.

During the year ended 31 March 2022, four Nomination Committee meetings were held. The attendance record of each Director at the Nomination Committee meetings is set out in the table below:

| Name of Directors | Number of attendance/ number of Nomination Committee meetings |
|---|--|
| Mr. Moy Yee Wo, Matthew (<i>Chairman</i>) | 4/4 |
| Mr. Leung Hung Kwong, Derrick | 4/4 |
| Mr. Yau Sze Yeung | 4/4 |

CORPORATE GOVERNANCE REPORT

SAFETY COMPLIANCE COMMITTEE

The Safety Compliance Committee was established with written terms of reference. It currently comprises three members, namely Mr. Leung Hung Kwong, Derrick, Mr. Leung Ka Ho, Raymond and Mr. Ho Chi Kwan, with Mr. Leung Hung Kwong, Derrick as the chairman of the Safety Compliance Committee. The primary duties of the Safety Compliance Committee are to assist the Board in overseeing the compliance with laws and regulations relevant to health and safety as well as the adequacy and effectiveness of the safety plans of the Group.

During the year ended 31 March 2022, four Safety Compliance Committee meetings were held. The attendance record of each Director at the Safety Compliance Committee meetings is set out in the table below:

| Name of Directors | Number of attendance/ number of Safety Compliance Committee meetings |
|---|---|
| Mr. Leung Hung Kwong, Derrick (<i>Chairman</i>) | 4/4 |
| Mr. Leung Ka Ho, Raymond | 4/4 |
| Mr. Ho Chi Kwan | 4/4 |

DIRECTORS' RESPONSIBILITIES FOR THE FINANCIAL STATEMENTS

The Directors acknowledge their responsibilities for preparing the financial statements of the Group that gives a true and fair view of the state of affairs of the Group. The Directors aim to present a balanced and understandable assessment of the Group's position and prospects with timely publication of the financial statements of the Group. As at 31 March 2022, the Board was not aware of any material uncertainties relating to events or conditions that might cast significant doubt upon the Group's ability to continue as a going concern.

The responsibility of the external auditor is to form an independent opinion, based on their audit, on those consolidated financial statements prepared by the Board and to report their opinion to the shareholders of the Company. The statements by external auditor, McMillan Woods (Hong Kong) CPA Limited, about their reporting responsibility on the financial statements of the Group are set out in the independent auditor's report on pages 44 to 49 of this annual report.

INTERNAL CONTROL AND RISK MANAGEMENT

The Board has overall responsibility for the establishment, maintenance and review of the Group's internal control system to safeguard shareholders' investments and the assets of the Group. The internal control system of the Group aims to facilitate effective and efficient operation which in turn minimises the risks to which the Group is exposed. The system can only provide reasonable but not absolute assurance against misstatement or losses. During the year ended 31 March 2022, the Board considered the risk management and internal control systems of the Group to be effective and adequate.

CORPORATE GOVERNANCE REPORT

The Board has conducted a review of the implemented system and procedures, covering financial, operational and legal compliance controls and risk management system. The Board keeps monitoring the risk management system on an ongoing basis, ensuring a review of the effectiveness of the Group's risk management system is conducted regularly. The Directors consider that the Group has implemented appropriate procedures safeguarding the Group's assets against unauthorised use or misappropriation, maintaining proper accounting records, execution with appropriate authority and compliance of the relevant laws and regulations.

The Group recognises that good risk management is essential for the long-term development on the Group's business. Management is responsible for establish, implement, review and evaluate the sound and effective internal control system underpinning the risk management framework. While taking into full account of the new requirements effective from the Listing Date under the GEM Listing Rules relating to risk management and internal control, the management has formulated the risk management and control framework. All employees are committed to implement the risk management framework into the daily operation.

OBJECTIVES OF RISK MANAGEMENT AND INTERNAL CONTROL

The objectives of the risk management and internal control framework of the Group are to identify and manage the risk of the Group's with the acceptable safety levels and achieve the Group's strategic objectives. The Group has adopted a three line risk management approach to identify, analysis, evaluation, mitigate and handle risks. At the first line of defence, staff in office/on site who must understand their roles and responsibilities are responsible for identifying, assessing and monitoring risks associated with transactions. The second line of defence is the Group's management that provides independent oversight of the risk management activities of the first line of defence. It ensures that risks are within the Group's risk capacity and that the control of the first line of defence is effective. As the final line of defence, the audit committee of the Company, with the advices and opinions from the external professional party (such as the external auditor) was conducted the review in annual basis and ensures that the first and second lines of defence are performed effective.

AUDITOR'S REMUNERATION

The amount of fees charged by the external auditors generally depends on the scope and volume of the external auditor's work performed.

For the year ended 31 March 2022, the remuneration paid or payable to the external auditors of the Company in respect of the statutory audit services and non-audit services for the Group are as follows:

| | 2022 HK\$'000 | 2021 HK\$'000 |
|---|------------------|------------------|
| Fees paid/payable for the services rendered | | |
| — Statutory audit services | 720 | 1,100 |
| — Transfer of Listing | 655 | 300 |

As disclosed in the Company's announcement dated 18 February 2022, Deloitte Touche Tohmatsu has resigned as the auditor of the Company with effect from 18 February 2022 and McMillan Woods (Hong Kong) CPA Limited was appointed as the new auditor of the Company to fill the casual vacancy following the resignation of Deloitte Touche Tohmatsu and to hold office until the conclusion of the forthcoming annual general meeting of the Company.

CORPORATE GOVERNANCE REPORT

COMPANY SECRETARY

Mr. Chung Kiu Pan was appointed as the company secretary of the Company on 21 October 2016. Mr. Chung has taken no less than 15 hours of relevant professional training for the year ended 31 March 2022. The biographical details of Mr. Chung are set out under the section headed “Biographical Details of Directors and Senior Management” in this annual report.

SHAREHOLDERS' RIGHTS

As one of the measures to safeguard shareholders' interest and rights, separate resolutions can be proposed at shareholders' meetings on each substantial issue, including the election of individual directors, for shareholders' consideration and voting. All resolutions put forward at shareholders' meeting will be voted by poll pursuant to the GEM Listing Rules and the poll voting results will be posted on the website of the Stock Exchange and the Company's website after the relevant shareholders' meeting.

PROCEDURES FOR SHAREHOLDERS TO CONVENE EXTRAORDINARY GENERAL MEETING

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

- (a) any one or more shareholders holding at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company (the “**Eligible Shareholder(s)**”) carrying the right of voting at general meetings of the Company shall at all times have the right, by written requisition to the Board or the company secretary of the Company (the “**Company Secretary**”), to require an extraordinary general meeting (“**EGM**”) to be called by the Board for the transaction of any business specified in such requisition;
- (b) Eligible Shareholders who wish to convene an EGM must deposit a written requisition (the “**Requisition**”) signed by the Eligible Shareholder(s) concerned to the head office and principal place of business of the Company in Hong Kong at Units 901, 902 and 908, 9/F, Magnet Place Tower 1, 77–81 Container Port Road, Kwai Chung, New Territories, Hong Kong, or Hong Kong branch share registrar and transfer office of the Company, Tricor Investor Services Limited, Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong for the attention of the Board and/or the Company Secretary;
- (c) the Requisition must state clearly the name of the Eligible Shareholder(s) concerned, his/her/their shareholding, the reason(s) to convene an EGM and the details of the business(es) proposed to be transacted in the EGM, and must be signed by the Eligible Shareholder(s) concerned together with a deposit of a sum of money reasonable sufficient to meet the Company's expenses in serving the notice of the resolution and circulating the statement submitted by the shareholders concerned in accordance with the statutory requirements to all the registered shareholders;
- (d) the Requisition will be verified with Hong Kong branch share registrar and transfer office of the Company and upon their confirmation that the Requisition is proper and in order, the Board will convene an EGM by serving sufficient notice in accordance with the requirements under the Articles to all the registered Shareholders. On the contrary, if the Requisition has been verified as not in order or the Shareholders concerned have failed to deposit sufficient money to meet the Company's expenses for the said purposes, the Eligible Shareholder(s) concerned will be advised of this outcome and accordingly, the Board will not call for an EGM;
- (e) if within 21 days of the deposit of the Requisition, the Board fails to proceed to convene such EGM, the Eligible Shareholder(s) himself/herself/themselves may do so, and all reasonable expenses incurred by the Eligible Shareholder(s) concerned as a result of the failure of the Board shall be reimbursed to the Eligible Shareholder(s) concerned by the Company.

CORPORATE GOVERNANCE REPORT

PROCEDURES FOR SHAREHOLDERS TO PUT FORWARD PROPOSALS AT SHAREHOLDERS' MEETINGS

There are no provisions allowing shareholders to move new resolutions at the general meetings under the Companies Act (as revised) of Cayman Islands. However, pursuant to the Articles, shareholders who wish to move a resolution may by means of Requisition convene an EGM following the procedures set out above.

PROCEDURES FOR RAISING ENQUIRIES

Shareholders should direct their questions about their shareholdings, share transfer, registration and payment of dividend to the Company's Hong Kong share registrar (details of which are set out in the section headed "Corporate Information" in this annual report).

Should there are any enquiries and concerns from shareholders, they may send in written enquiries addressed to the head office and principal place of business of the Company in Hong Kong at Units 901, 902 and 908, 9/F, Magnet Place Tower 1, 77-81 Container Port Road, Kwai Chung, New Territories, Hong Kong by post for the attention of the Board and/or the Company Secretary.

Shareholders are reminded to lodge their questions together with their detailed contact information for the prompt response from the Company if it deems appropriate.

INVESTORS RELATIONS

The Company has established a range of communication channels between itself and its shareholders, and investors. These include answering questions through the annual general meeting, the publication of annual, interim and quarterly reports, notices, announcements and circulars, the Company's website at www.chdev.com.hk and meetings with investors and shareholders. News update of the Group's business development and operation are also available on the Company's website.

During the year ended 31 March 2022, there had been no significant change in the Company's constitutional documents.

NON-COMPETITION UNDERTAKINGS BY CONTROLLING SHAREHOLDERS

Each of the Controlling Shareholders (namely Mr. Leung Ka Ho, Raymond, Mr. Ho Chi Kwan, Sharp Talent Holdings Limited ("**Sharp Talent**") and Diamondfield Holdings Limited ("**Diamondfield**") has made an annual declaration to the Company that for the year 31 March 2022, it has complied with the terms of non-competition undertakings ("**Non-Competition Undertakings**") given in favour of the Company which are contained in the Deed of Non-Competition Undertaking. Details of the Non-Competition Undertakings are set out in the section headed "Relationship with the Controlling Shareholders" in the Company's prospectus dated 28 February 2017 (the "**Prospectus**"). The INEDs have also reviewed the status of compliance by each of the Controlling Shareholders with the undertakings in the Non-Competition Undertakings and as far as the INEDs can ascertain, there is no breach of any of the undertakings in the Non-Competition Undertakings.

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

GENERAL

This report covers certain environmental and social responsibility aspects underlying the Group's business operations in Hong Kong during the year ended 31 March 2022 and is prepared with reference to the Environmental, Social and Governance Reporting Guide as set out in Appendix 20 of the GEM Listing Rules ("**ESG Reporting Guide**").

The Group operates in strict compliance to the principles of minimising the risks associated with the listed ESG areas and aspects as stipulated in Appendix 20 to the GEM Listing Rules, including but not limited to the compliance with legal and regulatory requirements, adherence to high ethical standards, minimising negative impacts on the environment, creating value to the stakeholders, and supporting the disadvantaged and growth of the community. We uphold the importance of sustainability as one of the key driving forces to the growth of the Group and creation of value for our stakeholders.

The Board has considered the sustainability topics and determined the material ESG factors that are crucial to the Group. The Company has complied with the "comply or explain" provisions set out in the ESG Reporting Guide during the year ended 31 March 2022. For details of the Group's financial performance and corporate governance matters, please refer to other sections in the annual report of the Company of which this ESG Report forms part.

STAKEHOLDERS ENGAGEMENT

The Group focuses on developing the long-term value for its stakeholders, who comprise the Group's employees, customers, investors, suppliers and contractors, and the community. The Company interacts with stakeholders through various channels to understand the views of various stakeholders and collect their feedback, in order to better satisfy their demands and expectations. Our communication channels with our stakeholders include company website, annual general meeting, annual reports and interim reports, staff meetings, customers and suppliers meeting, etc.

ESG GOVERNANCE STRUCTURE

Throughout the year ended 31 March 2022, the Group maintained the same ESG management structure and process as the year ended 31 March 2021. The Board is responsible for formulating and setting goals and targets, approving strategic direction and policies, and monitoring performance including ESG issues.

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

GROUP POLICIES RELATING TO ENVIRONMENTAL PROTECTION

Emissions

The Group engaged in the construction industry which may generate some hazardous waste due to the business nature. The Group takes all reasonable steps to closely monitor and manage the environmental effect of the operations. The Group targets to minimise the impact on the environment and always seeks less harmful ways to the environment in the operations. The Group has adopted the emission control measures, including but not limiting to: (i) use of ultra-low sulphur diesel for plants and generators; (ii) use of non-road mobile machinery approved with EPD label; (iii) use of air compressor and hand held percussive breaker with noise emission label; (iv) trip-ticket system to record disposal of construction waste to disposal facilities; and (v) open burning is prohibited in all sites. During the year ended 31 March 2022, the Group did not identify any material non-compliance related to emissions.

| | 2022 | 2021 |
|--|--------------|--------------|
| Emissions | | |
| Annual Emission Data from Vehicles | | |
| Nitrogen oxides (NOx) (kg) | 11.95 | 12.09 |
| Sulphur oxides (SOx) (kg) | 0.22 | 0.22 |
| Particulate matters (PM) (kg) | 0.88 | 0.89 |
| Greenhouse Gas Emissions | | |
| Direct Emission (Scope 1) (tonnes) | 40 | 40 |
| Indirect Emission (Scope 2) (tonnes) | 45 | 25 |
| Indirect Emission (Scope 3) (tonnes) | 8 | 8 |
| Total Greenhouse Gas Emissions (tonnes) | 93 | 73 |
| Construction and Demolition (C&D) Waste | | |
| C&D Waste (Fill Bank) (tonnes) | 1,752 | 1,563 |
| C&D Waste (Sorting Facility) (tonnes) | 2,276 | 1,331 |
| C&D Waste (Landfill) (tonnes) | 1,321 | 2,081 |
| Total C&D Waste (tonnes) | 5,349 | 4,975 |

We target to lower the emission level by 10% for the coming year.

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

Use of Resources

The Group is committed to having an environmental friendly working environment. The Group advocates to reducing the consumption of fuel, electricity and improving the resource efficiency by way of: (i) the Group encourages employees to switch off the lights and electronic appliances before they leave the office; (ii) the Group encourages the employee to set the temperature of the office's air conditioner to 25.5 Degree Celsius; (iii) the Group encourages its employee to use double-sided printing instead of single-sided printing; (iv) the Group arranges the surplus materials on the construction sites to be re-used in other construction sites instead of dumping; and (v) the Group adopts sustainable technologies, e.g. using LED Solar floodlights as external site lighting devices. The LED facilities in combination with solar panels and automatic light sensors bring up an efficient, energy saving and carbon emission reducing construction environment.

| | 2022 | 2021 |
|---|--------|--------|
| Total Resources Consumption | | |
| Electricity Intensity | | |
| Total Electricity consumption (kWh) | 63,056 | 38,844 |
| Electricity Intensity (kWh/Staff/Day) | 3.20 | 1.97 |
| Water Intensity | | |
| Total Water consumption (m ³) | 34 | 411 |
| Water Consumption Intensity (m ³ /Staff/Day) | 0.002 | 0.021 |

The Environment and Natural Resources

The Group has developed the Environmental Management System which has been certified to comply with ISO 14001. The Group set up the Environmental Information Board in office in order to spread the practical tips and information about the environmental friendly action to the management and employees in order to minimise the impact of the business on the environment.

For the coming year, we target to reduce the overall resources consumption by 10%.

Impact on Environmental and Natural Resources

The Group recognises that the construction activities will bring disturbances to the public, including but not limited to noise and vibration pollution and public disturbance in construction sites that are located near residential area. The Group is committed to minimise the negative environmental impacts brought about by the Group's operations by carrying out the following measures to mitigate the impact as identified above:

- noise management plan will be prepared in each construction project;
- noise barriers are erected to shield people around from excessive noise generated by the Group's construction activities;
- periodic review of noise and vibration level; and
- notices will be placed to inform residents nearby of the commencement of construction work.

Climate Change

For the year ended 31 March 2022, to the best of the Board's knowledge, the Group was not affected materially by any climate-related issues.

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

EMPLOYMENT

The Group regards people as its greatest asset. To underline this fact, the Group has established clear policies and guidelines to attract and retain talent. The Group places a significant emphasis on developing human capital and provides competitive remuneration and welfare packages. Promotion opportunities and salary adjustments are benchmarked against individual performance. The Group delivers a fair and safe working environment for employees to support their career advancement and also fosters their personal development. All of the employees are based in Hong Kong.

Summary of Employment Performance Indicators:

| | 2022 | | 2021 | |
|----------------------------|-----------|------------|------|-----|
| Number of Employees | 49 | | 54 | |
| By Gender | | | | |
| Female | 20 | 41% | 23 | 43% |
| Male | 29 | 59% | 31 | 57% |
| By Age | | | | |
| 18 or below | – | | – | |
| 19 to 40 | 18 | | 16 | |
| 41 to 60 | 27 | | 33 | |
| Over 60 | 4 | | 5 | |

Diversity

| Number of Employees by Employee Category | 2022 | | | | |
|---|-----------|-----------|-----------|-----------|----------|
| | Gender | | Age Group | | |
| | Female | Male | 19 to 40 | 41 to 60 | Over 60 |
| Management | – | 3 | – | 3 | – |
| Project management | 8 | 24 | 12 | 16 | 4 |
| Administration, accounting and finance | 8 | 1 | 3 | 6 | – |
| Tender | 4 | – | 3 | 1 | – |
| Direct worker | – | 1 | – | 1 | – |
| | 20 | 29 | 18 | 27 | 4 |

| Number of Employees by Employee Category | 2021 | | | | |
|---|--------|------|-----------|----------|---------|
| | Gender | | Age Group | | |
| | Female | Male | 19 to 40 | 41 to 60 | Over 60 |
| Management | – | 2 | – | 2 | – |
| Project management | 6 | 25 | 12 | 15 | 4 |
| Administration, accounting and finance | 5 | 1 | 2 | 4 | – |
| Tender | 3 | – | 2 | 1 | – |
| Direct worker | 9 | 3 | – | 11 | 1 |
| | 23 | 31 | 16 | 33 | 5 |

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

Turnover Rate

| | 2022 | 2021 |
|-------------------------------|------------|------|
| Employee Turnover Rate | 22% | 2% |
| By Gender | | |
| Female | 6% | 0% |
| Male | 31% | 3% |
| By Age | | |
| 18 or below | – | – |
| 19 to 40 | 31% | 7% |
| 41 to 60 | 19% | – |
| Over 60 | – | – |

HEALTH AND SAFETY

As a group that mainly engages in the construction business, the Group places occupational safety and health as a top priority of all works. Our safety and health policy requires all levels of management and supervision to actively participate in adopting all feasible ways to create a safe working environment, as well as monitoring the related implementation. In addition, all of our employees and subcontractors are required to comply with this policy. On the other hand, we are committed to maintaining a high standard of safety and health by complying with the customers' requirement as well as the relevant regulations, including the Occupational Safety and Health Ordinance (Cap. 509) and Factories and Industrial Undertakings Ordinance (Cap. 59).

To enhance the professionalism and safety awareness of our frontline supervisory employees, all foremen are required to hold a Construction Safety Supervisor Certificate. Regular safety meetings are held for safety officers and site supervision teams to share the latest information and good practices with respect to safety.

In view of the importance of promoting the occupational safety and health to all stakeholders, we establish the Safety Compliance Committee to review the safety policy and promote safety and health awareness.

Summary of Health and Safety Performance Indicators

| | 2022 | 2021 |
|-------------------------------------|------------|------|
| Work-related fatalities (cases) | – | – |
| Lost days due to work injury (days) | 428 | 743 |

Safety Audit

Safety audits were conducted periodically in office (corporate level) and on site (project level) according to the statutory requirements of Factories and Industrial Undertakings (Safety Management) Regulation, to check the efficiency, effectiveness and reliability of the safety management and set up plan for further improvement actions.

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

ISO 45001

Safety Management System was developed. Not only to comply with the statutory requirements, the system has been certified to comply with an international standard of ISO 45001. This standard is implemented to all projects and is continuously undergoing improvement with latest international trends.

During the year ended 31 March 2022, the Group's has not identified any material non-compliance cases relating to health and safety.

DEVELOPMENT AND TRAINING

The Group believes that people development plays the most pivotal role in laying a solid ground for business growth. The Group encourages long-term growth and career development by allocating sufficient resources to people development. Besides on-the-job training, employees are encouraged to participate in internal and external training to strengthen their capacity, work skills, knowledge and professionalism. The Group regularly gives seminars hosted by our directors on work skills and management skills to employees and some external associations and authorities.

Summary of Development and Training Performance Indicators

| By Employee Category and Gender | 2022 | |
|--|--------------------------------|------------|
| | Total Training Hours Female | Male |
| Management | – | 6 |
| Project management | 75 | 702 |
| Administration, accounting and finance | 402 | 20 |
| Tender | – | – |
| Direct worker | 16 | 3 |
| | 493 | 731 |

| By Employee Category and Gender | 2021 | |
|--|--------------------------------|------------|
| | Total Training Hours Female | Male |
| Management | – | 6 |
| Project management | 40 | 523 |
| Administration, accounting and finance | – | 20 |
| Tender | – | – |
| Direct worker | 27 | 9 |
| | 67 | 558 |

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

LABOUR STANDARDS

The Group strictly complies with the Employment Ordinance and fully understands that employing child labour and forced labour is prohibited. The Group review the job applicant's identity information during the recruitment process and the applicant is also required to provide document proofs of academic qualifications and working experience for verifications. The employment policies of the Group also protect the right of free choice of employment by any person and ensure that all the employment relationship is established on a voluntary basis. During the year ended 31 March 2022, the Group has not identified any non-compliance cases involving child labour and forced labour.

SUPPLY CHAIN MANAGEMENT

Sustainable Procurement

To ensure the Group's service quality, the Group's policy in relation to the subcontractors and suppliers is to select only those subcontractors and suppliers on an approved list who has passed the Group's quality control tests and have a satisfactory record of quality and on-time delivery. The Group also included evaluation on the Group's suppliers to assess whether the materials and services to be provided are environmentally friendly. The Group aims to maintain the partnership with suppliers and works together in order to promote sustainable development of the industry. The Group performs the evaluation of a supplier in an annual basis to make sure the performance of the subcontractors and suppliers are up to the standard. The assessment mainly includes but not limited to the professional qualification, services/products quality, financial status, operation in good integrity, social responsibility, etc. When the evaluation result of the suppliers or subcontractors are not satisfactory, the respective suppliers or subcontractors may be removed from the approval list.

PRODUCTS RESPONSIBILITY

The Group recognises the importance of the quality of the services provided by the Group. The Group has established relevant policies which cover service quality and safety in order to ensure relevant measures comply with the laws and regulations.

The Group communicates and confirms the work plan with customer before the commencement of the project and actively monitors and processes and coordinates with the customer. For the year ended 31 March 2022, the Group has not had any material complaints or request to terminate projects due to poor quality and safety. If a complaint should arise, the Group will immediately assess the complaint and conduct an internal investigation into the matter to identify the source of the issue. If the complaint is valid, the Group will immediately provide the relevant solution to solve the issues as soon as practicable.

The Group also recognises the importance of the intellectual property right. The management and relevant department review the contracts entered into with customers and suppliers to ensure the intellectual property rights are properly accounted for. The Group also complies with relevant law and regulation of data privacy. All confidential data of customers can only be assessed by the staffs who are responsible for the projects for relevant clients.

For the year ended 31 March 2022, the Group has not identified any non-compliance cases relating to product responsibility.

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

ANTI-CORRUPTION

The Group believes that the integrity of business is the foundation of corporate social responsibility, as well as a fundamental element for a business's competitive advantage and sustainability. The Group is committed to the highest possible standards of openness, probity and accountability.

The Group adopts a policy of zero tolerance towards corruption. All employees must fully comply with relevant local laws and regulations as well as the Group's own policies on prevention of corruption. All employees have a responsibility to report any suspected violations to a supervisor or senior management. The Group adopted a whistleblowing policy, which encourages and provides an accessible channel to the Group's employees to report any suspected matter of wrongdoing which will affect the operations of the Group. All reports will be treated as confidential in order to protect the identity of the employee that made the report and to encourage them to report any suspicious activities without fear of reprisal. The policy also addresses any potential concerns from complainants on their anonymity and being subjected to victimisation, harassment or discriminatory treatment after reporting.

Anti-corruption training is provided to the Group's employees in induction training. The Group's directors and senior management are encouraged to attend special anti-corruption courses.

During the year ended 31 March 2022, the Group has had no non-compliance cases regarding violations of relevant laws and regulations on anti-corruption.

COMMUNITY INVESTMENT

Caring for the Society

Corporate social responsibility via staff volunteerism, philanthropy and community service is the core values of the Group. The Group actively participated in charitable donations, caring for people in need, as well as supporting and sponsoring educational and environmental protection activities. We also focused on supporting young people through providing internship programme to students for practical working experience before their graduation to enter the workforce.

BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT

EXECUTIVE DIRECTORS

Mr. Leung Ka Ho, Raymond (梁家浩), aged 54, was appointed as the Director on 18 October 2016 and was redesignated as an executive Director and appointed as the chairman and chief executive officer of the Company on 15 December 2016. Mr. Leung is the director of Fulam Construction Engineering Company Limited ("**Fulam Construction**"), Fulam Engineering Hong Kong Company Limited ("**Fulam Engineering**"), indirect wholly owned subsidiaries of the Company, and other subsidiaries of the Group. He is also the compliance officer of the Company. Mr. Leung is responsible for the overall business strategy, preparing annual budget proposals, and major business decisions of the Group.

Mr. Leung has over 33 years of experience in the construction industry and possesses extensive knowledge in planning and managing construction projects of various nature. He obtained his higher diploma in building from City Polytechnic of Hong Kong (currently known as the City University of Hong Kong) and a bachelor's degree of science in building from the South Bank University in the United Kingdom. He also obtained his master's degree of science in architecture from the University College London in the United Kingdom. He had served in Government body that he was appointed by the Building Authority as a member of Minor Works Contractors Registration Committee Panel.

Mr. Leung is a member of Australian Institute of Building, a member of the Chartered Institute of Building, a member of the Hong Kong Institute of Construction Managers (previously known as Hong Kong Institute of Builders), and a member of the Contractor's Authorised Signatory Association Limited.

Since September 2020, Mr. Leung has been an independent non-executive director of Skymission Group Holdings Limited, a company listed on the Main Board (Stock Code: 1429).

Saved as disclosed above, he was not a director in any listed companies for the last three preceding years.

Mr. Ho Chi Kwan (何智崑), aged 49, was appointed as the Director on 18 October 2016 and was redesignated as an executive Director of the Company on 15 December 2016. Mr. Ho is responsible for the overall business strategy, preparing annual budget proposals, and major business decisions of the Group.

Mr. Ho has over 27 years of experience in the construction industry. He has then been a director of each of Fulam Construction and Fulam Engineering since the dates of their incorporation. He is also the directors of other subsidiaries of the Group. He is currently an associate member of Hong Kong Institute of Project Management and a member of Hong Kong Institute of Real Estate Administrators.

Mr. Ho completed a certificate course in building services, design, installation and maintenance organised by Hong Kong Productivity Council. He also completed a number of courses organised by the Construction Industry Training Authority.

He was not a director in any listed companies for the last three preceding years.

BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Leung Hung Kwong, Derrick (梁雄光), aged 53, was appointed as the independent non-executive Director on 22 February 2017. He is the chairman of the Remuneration Committee and the Safety Compliance Committee, and a member of each of the Audit Committee and Nomination Committee.

Mr. Leung has over 31 years of experience in the engineering and construction industry. In August 2008, he joined Yee Hop Engineering Company Limited which is the subsidiary of Yee Hop Holdings Limited, a company listed on the Main Board (Stock Code: 1662). He has been the executive director of Yee Hop Holdings Limited since February 2015.

Mr. Leung obtained his bachelor's degree of science in engineering from the National Taiwan University in Taiwan and obtained his master's degree of philosophy in civil & structural engineering from the Hong Kong University of Science & Technology. He is currently a member of the Institution of Structural Engineers and a member of the Hong Kong Institution of Engineers in the disciplines in civil, geotechnical and structural. He is also a registered professional engineer (geotechnical, structural) of engineers registration board.

Save as disclosed above, he was not a director in any other listed companies for the last three preceding years.

Mr. Moy Yee Wo, Matthew (梅以和), aged 43, was appointed as the independent non-executive Director on 22 February 2017. He is the chairman of the Nomination Committee, and a member of each of the Audit Committee and Remuneration Committee.

Mr. Moy has over 20 years of experience in various sections of the financial industry including audit, corporate finance and asset management. From August 2012 to January 2019, he was the chief financial officer of China Silver Group Limited, a company listed on the Main Board (Stock Code: 0815). Since February 2019, he has been the chief financial officer of Apollo Future Mobilities Group Limited, a company listed on the Main Board (Stock Code: 0860). Mr. Moy also serves as an independent non-executive Director of Reach New Holdings Limited (Stock Code: 8471) since June 2017.

Mr. Moy obtained his bachelor of business administration in accounting and he further obtained his master of business administration at the Hong Kong University of Science & Technology. He is currently a member of the Hong Kong Institute of Certified Public Accountants.

Save as disclosed above, he was not a director in any other listed companies for the last three preceding years.

Mr. Yau Sze Yeung (邱思揚), aged 44, was appointed as the independent non-executive Director on 22 February 2017. He is the chairman of the Audit Committee, and a member of each of the Remuneration Committee and Nomination Committee.

Mr. Yau has over 20 years of experience in various sections of the financial industry including audit and corporate finance. He was the financial controller of Janco Holdings Limited, a company listed on GEM (Stock Code: 8035) from July 2015 to October 2019. And he was also the executive director and company secretary of Janco Holdings Limited from April 2016 to October 2019.

Mr. Yau obtained a bachelor's degree of business administration in accountancy from City University of Hong Kong. He is currently a member of the Hong Kong Institute of Certified Public Accountants.

Save as disclosed above, he was not a director in any listed companies for the last three preceding years.

BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT

SENIOR MANAGEMENT

Mr. Yiu Chit Kwan (姚捷坤), aged 49, joined the Group in September 2021. He is the director of Fulam Construction and Fulam Engineering. Mr. Yiu is primarily responsible for overall project management, marketing, tendering and business development. He has over 27 years of experience in the construction industry. He obtained a higher diploma in building surveying from City University of Hong Kong and a diploma in surveying from the University College of Estate Management.

He was not a director in any listed companies for the last three preceding years.

Ms. Mak Pui Chun (麥珮珍), aged 46, has been the deputy general manager of the Group since July 2019. She is primarily responsible for overall project management, staff training and administrative management. She has over 18 years of experience in the construction industry. She obtained a higher certificate in building studies from Hong Kong Technical Colleges. She then obtained a bachelor's degree of science in building surveying from the University of Greenwich in the United Kingdom.

She was not a director in any listed companies for the last three preceding years.

Mr. Chung Kiu Pan (鍾喬濱), aged 37, joined the Group in October 2016 and is currently the chief financial officer and the company secretary of the Group. He is primarily responsible for financial reporting, financial planning, internal control and corporate secretarial practices and procedures of the Group. Mr. Chung also serves as the company secretary of hmvod Limited (Stock Code: 8103) since May 2022.

Mr. Chung graduated with a bachelor of business administration majoring in professional accountancy in the Chinese University of Hong Kong. He is currently a member of the Hong Kong Institute of Certified Public Accountants, and a certified public accountant (practising) of Hong Kong Institute of Certified Public Accountants.

He was not a director in any listed companies for the last three preceding years.

REPORT OF DIRECTORS

The Directors hereby present their report and the audited consolidated financial statements for the year ended 31 March 2022.

CORPORATE REORGANISATION

The Company was incorporated with limited liability in the Cayman Islands on 18 October 2016.

In preparing for the listing of the Company's shares on GEM of the Stock Exchange, the Company became the holding company of the companies comprising the Group underwent the corporate reorganisation (the "**Reorganisation**") upon the completion of the Reorganisation on 11 November 2016.

PRINCIPAL ACTIVITIES

The principal activity of the Company is investment holding. The principal activities of its subsidiaries are set out in note 36 to the consolidated financial statements. There were no significant changes in the nature of the Group's principal activities during the year.

BUSINESS REVIEW

Detailed business review is set out in the section headed "Management Discussion and Analysis" ("**MD&A**") in this annual report. Future development of the company's business is set out in the sections headed "Chairman's Statement" and MD&A in this annual report. As far as the Company is aware, it has complied in material respects with the relevant laws and regulations that have a significant impact on the business and operation of the Company and its subsidiaries.

Key risks 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 the operations and financial position as efficiently and effectively as possible.

The Group's key business risk exposures include the following:

- (i) The Group has relatively thin net profit margin and the financial results are highly sensitive to any unfavourable change in the cost of sales, contract prices and the market conditions in the renovation and maintenance works, alteration and addition works and fitting-out industry in Hong Kong;
- (ii) The Group may not be able to maintain or increase the success rate of the projects tendered;
- (iii) The Group derives the revenue from projects of a non-recurrent nature, where there is no guarantee that the customers will provide us with new business or that the Group will secure new contracts;
- (iv) Reliance on subcontractors;
- (v) Any significant increase in the subcontracting charges and substandard subcontractor works may have adverse impacts on the financial results;
- (vi) The Group determines the contract price based on the estimated time and costs involved in the project. The actual time and costs may deviate from the estimations. An inaccurate estimation or ineffective cost management may adversely affect the Group's financial results;
- (vii) The surety bonds may be forfeited in the event of the non-performance of contracts and the amount of such surety bonds may increase, in either case, the cash flows and financial position could be adversely affected;

REPORT OF DIRECTORS

- (viii) The business is labour intensive. If the Group or the Group's subcontractors experience any shortage of labour, industrial actions or strikes, the operations and financial results would be adversely affected; and
- (ix) Time required to award and complete renovation work may be lengthened in the future.

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

Environment Protection

The Group committed to contributing to the sustainability of the environment from its business activities. The Group established measures and created certain environmental framework to minimise and monitor the environmental impacts attributable to its operational. The Group implemented the green office practices such as re-deployment of office furniture as far as possible, encouraged use of recycled paper for printing and copying and reduced energy consumption by switching off idling lightings and electrical appliances. Moreover, the Group also established air pollution, noise and waste disposal control such as watering when necessary for any dusty materials before loading and unloading on site; works that create loud noise are to be carried out during day-time or non noise sensitive hours only; labelled bins to be provided to allow segregation of recyclable materials from other waste for transportation to landfills or public fill whenever possible.

Workplace quality

The Group believes that employees are the valuable assets and regards human resources as its corporate wealth. The Group intends to use its best effort to attract and retain appropriate and suitable personnel to serve the Group. The objective of the Group's human resource management is to reward and recognise performing staff by providing an attractive remuneration package. The Group determines the salary of its employees mainly based on each employee's qualifications, relevant experience, position and seniority. The Group conducts annual review on salary raises, bonuses and promotions based on the performance of each employee. The Group has employee handbooks outlining terms and conditions of employment, expectations for employees' conduct, employees' rights and benefits.

RESULTS AND APPROPRIATIONS

The results of the Group for the year ended 31 March 2022 are set out in the consolidated statement of profit or loss and other comprehensive income on page 50 of this annual report.

DIVIDEND POLICY

The Company has adopted a policy on payment of dividends in compliance with code provision F1.1 of Part 2 of the CG Code, which establishes an appropriate procedure on declaring and recommending the dividend payment of the Company. The Directors consider sustainable returns to shareholders to be one of the main objectives. The recommendation for dividends is subject to the discretion of the Board. The Board takes into account the following factors when considering the declaration and payment of dividends:

- the Company's cash position and available distributable reserves;
- the Group's general business condition;
- the Group's financial results;
- the Group's capital requirements;
- the interests of the shareholders;

REPORT OF DIRECTORS

- applicable laws and regulations and the Articles; and
- any other factors that the Board may consider relevant.

Any final dividend for a fiscal year will be subject to approval by the shareholders. Dividend may be paid up in the form of cash or scrip or by distribution in any form. Any dividend unclaimed will be forfeited and will revert to the Company in accordance with the Articles.

DIVIDEND

The Board has resolved not to recommend the declaration of a final dividend for the year ended 31 March 2022 (2021: HK0.25 cent per share amounting to HK\$2.0 million in aggregate).

ANNUAL GENERAL MEETING AND CLOSURE OF REGISTER OF MEMBERS

The annual general meeting is scheduled for Friday, 12 August 2022. In order to determine entitlements to attend and vote at the annual general meeting, the register of members of the Company will be closed from Tuesday, 9 August 2022 to Friday, 12 August 2022, both days inclusive, during which period no transfer of shares of the Company will be effected. In order to be eligible to attend and vote at the forthcoming annual general meeting of the Company, all transfer documents accompanied by the relevant share certificates must be lodged for registration with the Company's Hong Kong branch share registrar and transfer office, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:30 p.m. on Monday, 8 August 2022.

FINANCIAL SUMMARY

The summary of the results and of the assets and liabilities of the Group is set out on page 112 of this annual report.

PROPERTY, PLANT AND EQUIPMENT

Details of the movements during the year in the property, plant and equipment of the Group are set out in note 16 to the consolidated financial statements of this annual report.

COMPLIANCE WITH LAWS AND REGULATIONS

During the year ended 31 March 2022, as far as the Directors are aware, the Company did not have any non-compliance with relevant laws and regulations that is material or systemic in nature.

ENVIRONMENTAL POLICIES AND PERFORMANCE

The Board has overall responsibility for the Group's environmental, social and governance ("ESG") strategy and reporting. The Board is responsible for the Group's ESG risk management and internal control systems to ensure that the ESG strategies and reporting requirements are met. Detailed information on the environmental, social and governance practices adopted by the Group is set out in the sections headed "Environmental, Social and Governance Report" in this annual report.

CORPORATE GOVERNANCE

Information on the corporate governance practices adopted by the Company is set out in the section headed "Corporate Governance Report" in this annual report.

RETIREMENT SCHEME

The Group participates in the MPF Scheme, the details of which is disclosed in the paragraph headed "Management Discussion and Analysis — Retirement Benefit Scheme" in this annual report. Save as the aforesaid, the Group did not participate in any other pension schemes during the year ended 31 March 2022.

REPORT OF DIRECTORS

PUBLIC FLOAT

According to the information disclosed publicly and as far as the Directors are aware, during the year ended 31 March 2022 and up to the date of this report, at least 25% of the issued shares of the Company was held by public shareholders as required under the GEM Listing Rules.

SHARE CAPITAL

Details of the movements during the year in the share capital of the Company are set out in note 27 to the consolidated financial statements.

SHARE OPTION SCHEME

The share option scheme (the “**Share Option Scheme**”) is a share incentive scheme prepared in accordance with Chapter 23 of the GEM Listing Rules and is established to recognise and acknowledge the contribution of the Directors and other employees who have made valuable contribution to the Group. The Share Option Scheme of the Company was adopted on 22 February 2017 (the “**Adoption**”). There was no share option granted or agreed to be granted under the Share Option Scheme for the year ended 31 March 2022, and there was no outstanding share option under the Share Option Scheme as at 31 March 2022.

The following is a summary of the principal terms of the Share Option Scheme but it does not form part of, nor was it intended to be part of the Share Option Scheme nor should it be taken as affecting the interpretation of the rules of the Share Option Scheme:

(a) Purpose

The Share Option Scheme is a share incentive scheme prepared in accordance with Chapter 23 of the GEM Listing Rules and is established to recognise and acknowledge the contributions that the Eligible Participants (as defined in paragraph (b) below) had or may have made to the Group. The Share Option Scheme will provide the Eligible Participants an opportunity to have a personal stake in the Company with the view to achieving the following objectives:

- (i) motivate the Eligible Participants to optimise their performance efficiency for the benefit of the Group; and
- (ii) attract and retain or otherwise maintain an on-going business relationship with the Eligible Participants whose contributions are or will be beneficial to the long-term growth of the Group.

(b) The Participants of the Share Option Scheme

The Board may, at its discretion, offer to grant an option to the following persons (collectively the “**Eligible Participants**”) to subscribe for such number of new Shares as the Board may determine at an exercise price determined in accordance with paragraph (e) below:

- (i) any full-time or part-time employees, executives or officers of the Company or any of its subsidiaries;
- (ii) any directors (including independent non-executive directors) of the Company or any of its subsidiaries; and
- (iii) any advisers, consultants and such other persons who in the sole opinion of the Board will contribute or have contributed to the Company or any of its subsidiaries.

Upon acceptance of the option, the grantee shall pay HK\$1.00 to the Company by way of consideration for the grant.

REPORT OF DIRECTORS

(c) Maximum number of shares

The maximum number of shares in respect of which options may be granted under the Share Option Scheme and under any other share option schemes of the Company must not in aggregate exceed 10% of the total number of shares in issue, being 800,000,000 shares, unless the Company obtains a fresh approval.

(d) Maximum number of options to any one individual

The total number of shares issued and which may fall to be issued upon exercise of the options granted under the Share Option Scheme and any other share option schemes of the Company (including both exercised and outstanding options) to each Eligible Participant in any 12-month period up to the date of grant shall not exceed 1% of the issued shares of the Company as at the date of grant.

(e) Price of Shares

The subscription price of a share in respect of any particular option granted under the Share Option Scheme shall be such price as the Board in its absolute discretion shall determine, save that such price must be at least the higher of:

- (i) the official closing price of the shares as stated in the Stock Exchange's daily quotation sheets on the date of grant, which must be a day on which the Stock Exchange is open for the business of dealing in securities;
- (ii) the average of the official closing prices of the shares as stated in the Stock Exchange's daily quotation sheets for the five business days immediately preceding the date of grant; and
- (iii) the nominal value of a share.

(f) Time of exercise of Option and duration of the Share Option Scheme

An option may be exercised in accordance with the terms of the Share Option Scheme at any time after the date upon which the option is deemed to be granted and accepted and prior to the expiry of 10 years from that date. The period during which an option may be exercised will be determined by the Board in its absolute discretion, save that no option may be exercised more than 10 years after it has been granted. No option may be granted more than 10 years after the date of approval of the Share Option Scheme. Subject to earlier termination by the Company in general meeting or by the Board, the Share Option Scheme shall be valid and effective for a period of 10 years from the date of its adoption.

PURCHASE, SALE OR REDEMPTION OF LISTED SECURITIES

Neither the Company nor any of its subsidiaries have purchased, sold or redeemed any securities of the Company during the year ended 31 March 2022.

DISTRIBUTABLE RESERVES OF THE COMPANY

As at 31 March 2022, the Company's reserves available for distribution to the shareholders, comprising share premium and retained profits, calculated in accordance with the Companies Act (as revised) of the Cayman Islands amounted to approximately HK\$20.3 million (2021: approximately HK\$23.4 million).

REPORT OF DIRECTORS

MAJOR CUSTOMERS AND SUPPLIERS

For the year ended 31 March 2022, the percentage of revenue attributable to the Group's major customers is set out below:

Revenue

| | |
|---|-------|
| — The largest customer | 20.1% |
| — The total of the five largest customers | 61.7% |

For the year ended 31 March 2022, the percentage of cost of sales attributable to the Group's major suppliers is set out below:

Cost of sales

| | |
|---|-------|
| — The largest supplier | 11.2% |
| — The total of the five largest suppliers | 35.2% |

None of the Directors, their associates or any shareholder (which to the knowledge of the Directors owns more than 5% of the Company's share capital) had an interest in the major customers and major suppliers noted above.

RELATIONSHIP WITH CUSTOMERS, SUPPLIERS AND EMPLOYEES

Customers

The Group has maintained good relationships with its major customers. The Group values the relationships with its customers as it believes that maintaining good relationships with them is crucial to the success of the business. The long-term working relationship can help the Group to understand the demands of its customers in a timely manner and also increase its visibility in the construction industry in Hong Kong. Directors consider that maintaining good relationships with its customers would increase the chance of being invited to tender or quote for the forthcoming projects, which is conducive to securing a steady stream of projects for the Group. The Group strives to monitor manpower, machinery and material distribution in all projects in response to the customers' demands.

Suppliers and subcontractors

The Group has established stable business relationships with its major suppliers and subcontractors which is essential to the smooth operation of the Group's business, as the Directors consider that timely delivery of necessary materials and provision of labour assistance can enable the Group to meet the schedules of its customers. The Group has also maintained a list of approved suppliers and subcontractors which is periodically reviewed and updated based on the internal assessment of their performance, to ensure that all works performed by the suppliers and subcontractors satisfy the requirements of the relevant contract.

Employees

The Group maintains a cooperative and good relationship with its management and employees in providing competitive remuneration, staff welfare and benefits. In general, the Group reviews and determines the remuneration packages of its employees on a periodical basis by reference to, among other things, the market level of salaries paid by comparable companies, the respective responsibilities of its employees and the performance of the employees and the Group.

REPORT OF DIRECTORS

DIRECTORS

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

Executive Directors

Mr. Leung Ka Ho, Raymond (Chairman)

Mr. Ho Chi Kwan

Independent non-executive Directors

Mr. Leung Hung Kwong, Derrick

Mr. Moy Yee Wo, Matthew

Mr. Yau Sze Yeung

Pursuant to Article 112 of the Articles, the Directors shall have the power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy on the Board or as an addition to the existing Board. Any Director so appointed by the Board shall hold office only until the next following general meeting of the Company and shall then be eligible for re-election.

Pursuant to Article 108(a) of the Articles, at each annual general meeting one-third of the Directors for the time being (or, if their number is not a multiple of three (3), the number nearest to but not less than one-third) shall retire from office by rotation provided that every Director, including those appointed for a specific term, shall be subject to retirement at least once every three years.

BIOGRAPHICAL DETAILS OF DIRECTORS

Brief biographical details of the Directors are set out in the section headed "Biographical Details on Directors and Senior Management" in this annual report.

EMOLUMENTS OF THE DIRECTORS AND THE FIVE HIGHEST PAID INDIVIDUALS

Details of the emoluments of the Directors and the five highest paid individuals of the Group for the years ended 31 March 2022 and 2021 are set out in notes 13 and 14 to the consolidated financial statements.

DIRECTORS' SERVICE CONTRACTS

Each of the executive Directors has entered into a service agreement with the Company for an initial term of three years commencing from the month of Listing or the date of appointment and will continue thereafter until terminated in accordance with the terms of the agreement. Independent non-executive Directors are appointed for a term of three year initially and will continue thereafter unless terminated by either party giving at least six month's notice in writing.

Save as disclosed above, none of the Directors has entered into any service contracts with the Company or any of its subsidiaries which is not determinable by the Group within one year without payment compensation other than the statutory compensation.

REPORT OF DIRECTORS

DIRECTORS' INTERESTS IN TRANSACTIONS, ARRANGEMENTS AND CONTRACTS OF SIGNIFICANCE

No transactions, arrangements and contracts of significance, to which the Company, its holding company or subsidiaries was a party and in which a director or a connected entity of a director of the Company had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year.

EMOLUMENT POLICY

The remuneration committee will review and determine the remuneration and compensation packages of the Directors with reference to their responsibilities, workload, time devoted to the Group and the performance of the Group. The Directors and other employees who have made valuable contribution to the Group may also receive options to be granted under the Share Option Scheme.

MANAGEMENT CONTRACTS

There was no contract concerning the management or administration of the whole or any substantial part of the business of the Company which was entered into or existed during the year ended 31 March 2022.

COMPETING AND CONFLICT OF INTERESTS

The Directors are not aware of any business or interest of the Directors nor the controlling shareholder of the Company nor any of their respective associates (as defined in the GEM Listing Rules) that compete or may compete with the business of the Group and any other conflicts of interest which any such person has or may have with the Group during the year ended 31 March 2022.

PERMITTED INDEMNITY PROVISION

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

DIRECTORS' RIGHTS TO ACQUIRE SHARES OR DEBENTURES

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

REPORT OF DIRECTORS

DISCLOSURE OF INTERESTS

A. Directors' and Chief Executives' Interests and Short Positions in Shares, Underlying Shares and Debentures

As at 31 March 2022, interests or short positions of the Directors, chief executives of the Company in the Shares, underlying Shares and debentures of the Company or any of its associated corporation (within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO")) which were required (i) to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they were taken or deemed to have under such provisions of the SFO), or (ii) pursuant to Section 352 of the SFO, to be entered in the register referred to therein, or (iii) pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules, to be notified to the Company and the Stock Exchange, were as follows:

(i) Long Position in the Company's Shares

| Name of Directors | Capacity | Number and class of securities | Approximate percentage of shareholding |
|---|--|--------------------------------|--|
| Mr. Leung Ka Ho, Raymond (Notes 1 & 2) | Interest in a controlled corporation; interest held jointly with another person | 533,000,000 ordinary shares | 66.6% |
| Mr. Ho Chi Kwan (Notes 1 & 3) | Interest in a controlled corporation; interest held jointly with another person | 533,000,000 ordinary shares | 66.6% |

Notes:

1. On 11 November 2016, Mr. Leung and Mr. Ho entered into the Concert Parties Confirmatory Deed to acknowledge and confirm, among other things, that they are parties acting in concert with each of the members of the Group and continue as at and after the date of the Concert Parties Confirmatory Deed, details of which are set out in the paragraphs headed "History, reorganisation and corporate structure — Parties acting in concert" in the Prospectus.
2. 533,000,000 Shares in which Mr. Leung is interested consist of (i) 333,410,000 Shares held by Sharp Talent, a company wholly owned by Mr. Leung, in which Mr. Leung is deemed to be interested under the SFO; and (ii) 199,590,000 Shares in which Mr. Leung is deemed to be interested as a result of being a party acting-in-concert with Mr. Ho.
3. 533,000,000 Shares in which Mr. Ho is interested consist of (i) 199,590,000 Shares held by Diamondfield, a company wholly owned by Mr. Ho, in which Mr. Ho is deemed to be interested under the SFO; and (ii) 333,410,000 Shares in which Mr. Ho is deemed to be interested as a result of being a party acting-in-concert with Mr. Leung.

REPORT OF DIRECTORS

(ii) *Long position in the ordinary shares of associated corporations*

| Name of Directors | Name of associated corporations | Capacity | Number and class of securities | Approximate percentage of shareholding |
|--------------------------|--|------------------|---------------------------------------|---|
| Mr. Leung Ka Ho, Raymond | Sharp Talent | Beneficial owner | 1 ordinary share | 100% |
| Mr. Ho Chi Kwan | Diamondfield | Beneficial owner | 1 ordinary share | 100% |

Save as disclosed above, as at 31 March 2022, none of the Directors nor chief executive of the Company has registered an interest or short positions in the Shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) (i) which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which were taken or deemed to have under such provisions of the SFO); or (ii) which were required, pursuant to Section 352 of the SFO, to be entered in the register referred to therein; or (iii) which were required to be notified to the Company and the Stock Exchange pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules.

B. Substantial Shareholders' and Other Persons' Interests and Short Positions in Shares, Underlying Shares and Debentures

As at 31 March 2022, the interest and short positions of the person (other than the Directors or chief executive of the Company) or company which was required to be recorded in the register required to be kept under Section 336 of the SFO were as follows:

| Name | Capacity | Number and class of securities | Long/short position | Approximate percentage of shareholding |
|---------------------|---|---------------------------------------|----------------------------|---|
| Sharp Talent (Note) | Beneficial owner; interest held jointly with another person | 533,000,000 ordinary shares | Long | 66.6% |
| Diamondfield (Note) | Beneficial owner; interest held jointly with another person | 533,000,000 ordinary shares | Long | 66.6% |

Note:

On 11 November 2016, Mr. Leung Ka Ho, Raymond and Mr. Ho Chi Kwan entered into the Concert Parties Confirmatory Deed to acknowledge and confirm, among other things, that they are parties acting in concert with each of the members of the Group and continue as at and after the date of the Concert Parties Confirmatory Deed, details of which are set out in the paragraphs headed "History, reorganisation and corporate structure – Parties acting in concert" in the Prospectus. As such, pursuant to the parties acting in concert arrangement, each of the Controlling Shareholders, i.e. Sharp Talent (being wholly owned by Mr. Leung), Mr. Leung, Diamondfield (being wholly owned by Mr. Ho) and Mr. Ho is deemed to be interested in approximately 66.6% of the issued share capital of the Company.

Save as disclosed above, as at 31 March 2022 and so far as is known to the Directors, no person, other than the Directors and chief executive of the Company whose interests are set out in the section headed "Directors' and Chief Executives' Interests and Short Positions in Shares, Underlying Shares and Debentures" above, had notified the Company of an interest or short position in the shares or underlying shares of the Company that was required to be recorded in the register required to be kept by the Company pursuant to Section 336 of the SFO.

REPORT OF DIRECTORS

RELATED PARTY TRANSACTIONS

Details of related party transactions undertaken in the normal course of business of the Group are set out in note 34 to the consolidated financial statements. None of these transactions with the related parties of the Group carried out during the year under review constituted non-exempted connected transactions or continuing connected transactions under Chapter 20 of the GEM Listing Rules, which requires disclosure in the annual report.

CONNECTED TRANSACTION AND CONTINUING CONNECTED TRANSACTION

During the year ended 31 March 2022, the Group has not entered into any connected transaction that are not exempt under Rule 20.31 of the GEM Listing Rules nor any continuing connected transaction that are not exempt under Rule 20.33 of the GEM Listing Rules.

AUDITOR

Deloitte Touche Tohmatsu resigned as the auditors of the Company with effect from 18 February 2022. McMillan Woods (Hong Kong) CPA Limited has been appointed as the auditors of the Company with effect from 18 February 2022 to fill the casual vacancy following the resignation of Deloitte Touche Tohmatsu and to hold office until the conclusion of the next annual general meeting of the Company. For details, please refer to the Company's announcement dated 18 February 2022.

The consolidated financial statements have been audited by McMillan Woods (Hong Kong) CPA Limited who retires and, being eligible, offers themselves for re-appointment at the forthcoming annual general meeting.

PRE-EMPTIVE RIGHTS

There is no provisions for pre-emptive rights under the Company's articles of association or the laws of the Cayman Islands which would oblige the Company to offer new shares on a pro rata basis to existing shareholders.

EVENTS AFTER THE REPORTING PERIOD

Save as disclosed in note 38 to the consolidated financial statements, there is no significant event requiring disclosure has taken place subsequent to 31 March 2022 and up to the date of this report.

REVIEW BY AUDIT COMMITTEE

The consolidated financial statements of the Group for the year ended 31 March 2022 have been reviewed by the Audit Committee.

By order of the Board

Chi Ho Development Holdings Limited

Leung Ka Ho, Raymond

Chairman and Executive Director

Hong Kong, 24 June 2022

INDEPENDENT AUDITOR'S REPORT



24/F., Siu On Centre,
188 Lockhart Road,
Wan Chai, Hong Kong

TO THE MEMBERS OF CHI HO DEVELOPMENT HOLDINGS LIMITED

潛濤發展控股有限公司

(incorporated in the Cayman Islands with limited liability)

OPINION

We have audited the consolidated financial statements of Chi Ho Development Holdings Limited (the "Company") and its subsidiaries (collectively referred to as the "Group") set out on pages 50 to 111, which comprise the consolidated statement of financial position as at 31 March 2022, and the consolidated statement of profit or loss and other comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at 31 March 2022, 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 (the "HKICPA") and have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

BASIS FOR OPINION

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

KEY AUDIT MATTERS

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current year. 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.

INDEPENDENT AUDITOR'S REPORT

KEY AUDIT MATTERS (Continued)

Key audit matter

How our audit addressed the key audit matter

Recognition of contract revenue arising from building renovation and construction services

We identified the recognition of contract revenue arising from building renovation and construction services as a key audit matter because it is quantitatively significant to the consolidated financial statements as a whole.

As disclosed in the consolidated statement of profit or loss and other comprehensive income, the contract revenue arising from building renovation and construction services amounted to approximately HK\$257,045,000 for the year ended 31 March 2022.

As set out in note 4 to the consolidated financial statements, the Group recognised contract revenue by reference to the progress towards complete satisfaction of performance obligation at the end of the reporting period, which is measured based on the surveys of work performed to date.

The actual outcome of the contracts in terms of its total contract revenue may be higher or lower than the estimates and this will affect the recognition of revenue.

Our procedures in relation to the recognition of contract revenue arising from building renovation and construction services included:

- Evaluating the revenue recognised on renovation and construction projects, on a sample basis, by:
 - Obtaining and understanding the design and implementation of the Group's key internal controls over the recognition of contract revenue;
 - Agreeing the contract sum and variation orders amounts to respective signed contracts and the correspondence with customers; and
 - Discussing with the management and project managers and checking to the architect certificates issued by the surveyors and other supporting documents to understand the status of completion of the building renovation and construction services and evaluating the progress towards complete satisfaction of a performance obligation of the building renovation and construction services during the year.

INDEPENDENT AUDITOR'S REPORT

KEY AUDIT MATTERS (Continued)

| Key audit matter | How our audit addressed the key audit matter |
|---|--|
| Recoverability of contract assets | |
| <p>We identified impairment assessment of contract assets as a key audit matter due to the significance of contract assets to the Group's consolidated financial position and the involvement of subjective judgment and management estimates in evaluating the expected credit loss ("ECL") of the Group's contract assets at the end of the reporting period.</p> | <p>Our procedures in relation to the recoverability of contract assets included:</p> |
| <p>As at 31 March 2022, as set out in note 20 to the consolidated financial statements, the carrying amount of contract assets is approximately HK\$134,536,000.</p> | <ul style="list-style-type: none">• Obtaining and understanding the design and implementation of the key controls on how the management estimates the credit loss allowance for contract assets; |
| <p>As disclosed in note 4 to the consolidated financial statements, the management of the Group together with an independent qualified professional valuer ("Valuer") engaged by the Group estimate the amount of lifetime ECL of contract assets by first identifying significant contract assets for individual assessment and for the remaining contract assets, on a collective basis through grouping of various customers that have similar credit risk characteristics by reference to the nature and industry of customers. Internal credit rating has been given to each category of customers after considering aging, repayment history and past due status of respective customers. Estimated loss rates are based on probability of default and loss given default and are adjusted for forward-looking information. The credit loss allowance amount of the significant contract assets is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows.</p> | <ul style="list-style-type: none">• Evaluating the Valuer's competence, capabilities and objectivity;• Engaging independent competent expert to review the estimation of the credit loss allowance for contract assets prepared by the external valuer, including the identification of significant contract assets, the reasonableness of grouping of the remaining contract assets into different categories on a collective basis, and the basis of estimated loss rates applied in individual assessment and each category on a collective basis (based on probability of default and loss given default and are adjusted for forward-looking information);• Challenging the basis and judgment in determining credit loss allowance on contract assets as at 31 March 2022 through the discussion with the management and the Valuer, including identification of significant contract assets, the reasonableness of grouping of the remaining contract assets into different categories on a collective basis, and the basis of estimated loss rates applied in individual assessment and each category on a collective basis (based on probability of default and loss given default and are adjusted for forward-looking information); |
| <p>As disclosed in note 30(b) to the consolidated financial statements, the Group's lifetime ECL on contract assets as at 31 March 2022 amounted to approximately HK\$2,529,000.</p> | <ul style="list-style-type: none">• Testing the integrity of information and reasonableness of ECL provided for those significant contract assets under individual assessment, on a sample basis; and• Testing the reasonableness of internal credit rating given to each category of customers by checking the status of completion of the building renovation and construction services and related contract assets aging analysis as at 31 March 2022, and other supporting information, on a sample basis. |

INDEPENDENT AUDITOR'S REPORT

OTHER INFORMATION

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

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

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

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

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

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

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

INDEPENDENT AUDITOR'S REPORT

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

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion solely to you, as a body, in accordance with our agreed terms of engagement, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with HKSA's 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 HKSA's, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

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

INDEPENDENT AUDITOR'S REPORT

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

We communicate with the Audit Committee, 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, actions taken to eliminate threats or safeguards applied.

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.

McMillan Woods (Hong Kong) CPA Limited

Certified Public Accountants

Chan Chun Sing

Audit Engagement Director

Practising Certificate Number: P05537

24/F., Siu On Centre

188 Lockhart Road, Wan Chai

Hong Kong

24 June 2022

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

For the year ended 31 March 2022

| | NOTES | 2022 HK\$'000 | 2021 HK\$'000 |
|---|-------|------------------|------------------|
| Revenue | 5 | 257,209 | 281,666 |
| Cost of sales | | (222,916) | (242,239) |
| Gross profit | | 34,293 | 39,427 |
| Other income | 6 | 151 | 2,256 |
| Impairment losses under expected credit loss ("ECL") model, net of reversal | 7 | (5,813) | (364) |
| Other expenses | 8 | (655) | (1,929) |
| Administrative expenses | | (15,969) | (12,464) |
| Finance costs | 9 | (2,372) | (1,903) |
| Profit before taxation | | 9,635 | 25,023 |
| Income tax expense | 10 | (1,613) | (3,580) |
| Profit for the year | 11 | 8,022 | 21,443 |
| Other comprehensive income | | | |
| <i>Item that will not be reclassified to profit or loss:</i> | | | |
| Gain on revaluation of a property upon transfer to investment property | | 2,355 | – |
| Profit and total comprehensive income for the year | | 10,377 | 21,443 |
| Earnings per share | | | |
| – Basic (HK cents) | 15 | 1.00 | 2.68 |
| – Diluted (HK cents) | | N/A | N/A |

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

At 31 March 2022

| | NOTES | 2022 HK\$'000 | 2021 HK\$'000 |
|--|-------|------------------|------------------|
| Non-current assets | | | |
| Property, plant and equipment | 16 | 6,574 | 6,347 |
| Right-of-use asset | 17 | 4,688 | 227 |
| Investment property | 18 | 8,100 | – |
| Deferred tax assets | 26 | 510 | 532 |
| | | 19,872 | 7,106 |
| Current assets | | | |
| Trade and other receivables | 19 | 81,003 | 80,095 |
| Contract assets | 20 | 134,536 | 130,347 |
| Pledged bank deposits | 22 | 10,000 | 10,000 |
| Bank balances and cash | 22 | 51,279 | 33,318 |
| | | 276,818 | 253,760 |
| Current liabilities | | | |
| Trade and other payables | 23 | 65,622 | 91,556 |
| Tax payable | | 1,362 | 957 |
| Bank borrowings | 24 | 88,840 | 40,660 |
| Lease liabilities — current portion | 25 | 1,242 | 191 |
| | | 157,066 | 133,364 |
| Net current assets | | 119,752 | 120,396 |
| Total assets less current liabilities | | 139,624 | 127,502 |
| Non-current liabilities | | | |
| Lease liabilities — non-current portion | 25 | 3,570 | – |
| Deferred tax liability | 26 | 175 | – |
| | | 3,745 | – |
| Capital and reserves | | | |
| Share capital | 27 | 8,000 | 8,000 |
| Reserves | | 127,879 | 119,502 |
| Total equity | | 135,879 | 127,502 |
| | | 139,624 | 127,502 |

The consolidated financial statements on pages 50 to 111 were approved and authorised for issue by the board of directors on 24 June 2022 and are signed on its behalf by:

Leung Ka Ho, Raymond
Chairman

Ho Chi Kwan
Executive Director

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the year ended 31 March 2022

| | Share capital | Share premium | Property revaluation reserve | Other reserve | Retained profits | Total |
|---|--------------------------|--------------------------|---|--------------------------|-----------------------------|--------------|
| | HK\$'000 | HK\$'000 (Note 1) | HK\$'000 (Note 2) | HK\$'000 (Note 3) | HK\$'000 | HK\$'000 |
| At 1 April 2020 | 8,000 | 37,777 | – | 2,200 | 60,082 | 108,059 |
| Profit and total comprehensive income for the year | – | – | – | – | 21,443 | 21,443 |
| Dividend paid (note 12) | – | (2,000) | – | – | – | (2,000) |
| At 31 March 2021 and 1 April 2021 | 8,000 | 35,777 | – | 2,200 | 81,525 | 127,502 |
| Profit and total comprehensive income for the year | – | – | – | – | 8,022 | 8,022 |
| Gain on revaluation of a property upon transfer to investment property | – | – | 2,355 | – | – | 2,355 |
| Dividend paid (note 12) | – | (2,000) | – | – | – | (2,000) |
| At 31 March 2022 | 8,000 | 33,777 | 2,355 | 2,200 | 89,547 | 135,879 |

Notes:

- Pursuant to the Companies law of the Cayman Islands and the Company's Articles of Association, the share premium of the Company is distributable to the equity holders provided that immediately following the date on which the dividend is proposed to be distributed, the Company will be in a position to pay off its debts as they fall due in the ordinary course of business.
- The property revaluation reserve represents cumulative gains and losses arising from revaluation of the leasehold land and building in Hong Kong upon transfer to investment property. Such item will not be reclassified to profit or loss in subsequent periods.
- Other reserve represents the aggregate of the share capital of the Group's two operating subsidiaries, namely Fulam Engineering Hong Kong Limited and Fulam Construction Engineering Company Limited, which were acquired by Idea Lion Limited and Diamond Step Ventures Limited, respectively, by issuing their respective new shares to the then controlling shareholders pursuant to the corporate reorganisation in 2016.

CONSOLIDATED STATEMENT OF CASH FLOWS

For the year ended 31 March 2022

| | 2022 HK\$'000 | 2021 HK\$'000 |
|---|------------------|------------------|
| OPERATING ACTIVITIES | | |
| Profit before taxation | 9,635 | 25,023 |
| Adjustments for: | | |
| Bank interest income | (151) | (121) |
| Depreciation of property, plant and equipment | 794 | 754 |
| Depreciation of right-of-use assets | 897 | 267 |
| Finance costs | 2,372 | 1,903 |
| Net impairment losses on contract assets | 5,918 | 211 |
| Net (reversal of impairment loss) impairment loss on trade receivables | (134) | 59 |
| Net impairment losses on other receivables | 29 | 94 |
| Operating cash flows before movements in working capital | 19,360 | 28,190 |
| Increase in trade and other receivables | (803) | (34,723) |
| (Increase) decrease in contract assets | (10,107) | 7,536 |
| (Decrease) increase in trade and other payables | (25,934) | 11,280 |
| Cash (used in) generated from operations | (17,484) | 12,283 |
| Hong Kong Profits Tax paid | (1,011) | (7,063) |
| Hong Kong Profits Tax refunded | - | 2,939 |
| NET CASH (USED IN) FROM OPERATING ACTIVITIES | (18,495) | 8,159 |
| INVESTING ACTIVITIES | | |
| Purchase of property, plant and equipment | (6,766) | (43) |
| Interest received | 151 | 121 |
| NET CASH (USED IN) FROM INVESTING ACTIVITIES | (6,615) | 78 |
| FINANCING ACTIVITIES | | |
| New bank borrowings raised | 290,849 | 237,597 |
| Repayment of bank borrowings | (242,669) | (250,124) |
| Interest paid | (2,372) | (1,903) |
| Dividend paid | (2,000) | (2,000) |
| Repayment of lease liability | (737) | (277) |
| NET CASH FROM (USED IN) FINANCING ACTIVITIES | 43,071 | (16,707) |
| NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS | 17,961 | (8,470) |
| CASH AND CASH EQUIVALENTS AT BEGINNING OF THE YEAR | 33,318 | 41,788 |
| CASH AND CASH EQUIVALENTS AT END OF THE YEAR, represented by bank balances and cash | 51,279 | 33,318 |

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 March 2022

1. GENERAL INFORMATION

Chi Ho Development Holdings Limited (the “Company”) was incorporated in the Cayman Islands as an exempted company with limited liability on 18 October 2016 under the Companies Law, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands and its shares are listed on GEM of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) since 13 March 2017. The ultimate and immediate holding companies are two companies namely, Sharp Talent Holdings Limited and Diamondfield Holdings Limited, which are owned by Mr. Leung Ka Ho, Raymond and Mr. Ho Chi Kwan, respectively, who are the ultimate controlling parties, the directors of the Company and parties acting in concert.

The address of the registered office of the Company is Winward 3, Regatta Office Park, P.O. Box 1350, Grand Cayman, KY1-1108, the Cayman Islands. The address of the principal place of business of the Company is Units 901, 902 & 908, 9/F, Magnet Place Tower 1, 77–81 Container Port Road, Kwai Chung, New Territories, Hong Kong.

The Company acts as an investment holding company. The principal activities of its subsidiaries are set out in note 36.

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

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

Amendments to HKFRSs that are mandatorily effective for the current year

In the current year, the Group has applied the following amendments to HKFRSs issued by the Hong Kong Institute of Certified Public Accountants (the “HKICPA”) for the first time, which are mandatorily effective for the annual period beginning on or after 1 April 2021 for the preparation of the consolidated financial statements:

| | |
|---|---|
| Amendment to HKFRS 16 | Covid-19-Related Rent Concessions |
| Amendment to HKFRS 16 | Covid-19-Related Rent Concessions beyond 30 June 2021 |
| Amendments to HKFRS 9, HKAS 39, HKFRS 7, HKFRS 4 and HKFRS 16 | Interest Rate Benchmark Reform — Phase 2 |

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

Impacts on application of Amendment to HKFRS 16 Covid-19-Related Rent Concessions and Amendment to HKFRS 16 Covid-19-Related Rent Concessions beyond 30 June 2021

The Group has applied the Amendment to HKFRS 16 Covid-19-Related Rent Concessions for the first time and the Amendment to HKFRS 16 Covid-19-Related Rent Concessions beyond 30 June 2021 in the current year. The amendments introduce a new practical expedient for lessees to elect not to assess whether a Covid-19-related rent concession is a lease modification. The practical expedient only applies to rent concessions that occurred as a direct consequence of the Covid-19 pandemic that meets all of the following conditions:

- the change in lease payments results in revised consideration for the lease that is substantially the same as, or less than, the consideration for the lease immediately preceding the change;
- any reduction in lease payments affects only payments originally due on or before 30 June 2022; and
- there is no substantive change to other terms and conditions of the lease.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 March 2022

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

Amendments to HKFRSs that are mandatorily effective for the current year (Continued)

Impacts on application of Amendment to HKFRS 16 Covid-19-Related Rent Concessions and Amendment to HKFRS 16 Covid-19-Related Rent Concessions beyond 30 June 2021 (Continued)

The application of these amendments has had no material impact on the Group’s financial positions and performance in the current and prior years as the Group opted not to apply the practical expedient, but applied the applicable requirements of HKFRS 16 to account for rent concessions provided by certain lessors.

New and amendments to HKFRSs in issue but not yet effective

The Group has not early applied the new and amendments to HKFRSs that have been issued but are not yet effective for the financial year beginning on 1 April 2021. These new and revised HKFRSs included the following which may be relevant to the Group:

| | |
|---|--|
| Amendments to HKFRS 3 | Reference to the Conceptual Framework ¹ |
| Amendments to HKAS 1 | Classification of Liabilities as Current or Non-current and related amendments to Hong Kong Interpretation 5 (2020) ² |
| Amendments to HKAS 1 and HKFRS Practice Statement 2 | Disclosure of Accounting Policies ² |
| Amendments to HKAS 8 | Definition of Accounting Estimates ² |
| Amendments to HKAS 12 | Deferred Tax related to Assets and Liabilities arising from a Single Transaction ² |
| Amendments to HKAS 16 | Property, Plant and Equipment — Proceeds before Intended Use ¹ |
| Amendments to HKAS 37 | Onerous Contracts — Cost of Fulfilling a Contract ¹ |
| Amendments to HKFRSs | Annual Improvements to HKFRSs 2018–2020 ¹ |

¹ Effective for annual periods beginning on or after 1 January 2022.

² Effective for annual periods beginning on or after 1 January 2023.

³ Effective for annual periods beginning on or after a date to be determined.

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

Amendments to HKAS 8 Definition of Accounting Estimates

The amendments define accounting estimates as “monetary amounts in financial statements that are subject to measurement uncertainty”. An accounting policy may require items in financial statements to be measured in a way that involves measurement uncertainty — that is, the accounting policy may require such items to be measured at monetary amounts that cannot be observed directly and must instead be estimated. In such a case, an entity develops an accounting estimate to achieve the objective set out by the accounting policy. Developing accounting estimates involves the use of judgements or assumptions based on the latest available, reliable information.

In addition, the concept of changes in accounting estimates in HKAS 8 is retained with additional clarifications.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 March 2022

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

New and amendments to HKFRSs in issue but not yet effective (Continued)

Amendments to HKAS 12 Deferred Tax related to Assets and Liabilities arising from a Single Transaction

The amendments narrow the scope of the recognition exemption of deferred tax liabilities and deferred tax assets in paragraphs 15 and 24 of HKAS 12 Income Taxes so that it no longer applies to transactions that, on initial recognition, give rise to equal taxable and deductible temporary differences.

As disclosed in note 3 to the consolidated financial statements, for leasing transactions in which the tax deductions are attributable to the lease liabilities, the Group applies HKAS 12 requirements to the relevant assets and liabilities as a whole. Temporary differences relating to relevant assets and liabilities are assessed on a net basis.

Upon the application of the amendments, the Group will recognise a deferred tax asset (to the extent that it is probable that taxable profit will be available against which the deductible temporary difference can be utilised) and a deferred tax liability for all deductible and taxable temporary differences associated with the right-of-use assets and the lease liabilities.

The amendments are effective for annual reporting periods beginning on or after 1 January 2023, with early application permitted. As at 31 March 2022, the carrying amounts of right-of-use assets and lease liabilities which are subject to the amendments amounted to HK\$4,688,000 and HK\$4,812,000 respectively. The Group is still in the process of assessing the full impact of the application of the amendments.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 March 2022

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES

3.1 Basis of preparation of consolidated financial statements

The consolidated financial statements have been prepared in accordance with HKFRSs issued by the HKICPA. For the purpose of preparation of the consolidated financial statements, information is considered material if such information is reasonably expected to influence decisions made by primary users. In addition, the consolidated financial statements include applicable disclosures required by the Rules Governing the Listing of Securities on GEM of the Stock Exchange (the "Listing Rules") and by the Hong Kong Companies Ordinance.

The directors of the Company have, at the time of approving the consolidated financial statements, a reasonable expectation that the Group has adequate resources to continue in operational existence for the foreseeable future. Thus they continue to adopt the going concern basis of accounting in preparing the consolidated financial statements.

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

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Group takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date. Fair value for measurement and/or disclosure purposes in these consolidated financial statements is determined on such a basis, except for share-based payment transactions that are within the scope of HKFRS 2 "Share-based Payment", leasing transactions that are accounted for in accordance with HKFRS 16, and measurements that have some similarities to fair value but are not fair value, such as net realisable value in HKAS 2 "Inventories" or value in use in HKAS 36 "Impairment of Assets".

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

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

The principal accounting policies are set out below.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 March 2022

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (Continued)

3.2 Significant accounting policies

Basis of consolidation

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

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

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

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

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

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

Revenue from contracts with customers

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

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

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 March 2022

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (Continued)

3.2 Significant accounting policies (Continued)

Revenue from contracts with customers (Continued)

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

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

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

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

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

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

Building renovation and construction services

Recognition

The Group provides building renovation and construction services under contract with customers. Such contracts are entered into before the building renovation and construction services begin. Under the terms of the contracts, the Group's performance creates or enhances an asset that the customer controls which referred as designated areas where the building renovation and construction services are performed. Revenue from building renovation and construction services is therefore recognised over time, using the output method.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 March 2022

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (Continued)

3.2 Significant accounting policies (Continued)

Revenue from contracts with customers (Continued)

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

Output method

The progress towards complete satisfaction of a performance obligation is measured based on output method, which is to recognise revenue on the basis of direct measurements of the value of the goods or services transferred to the customer to date relative to the remaining goods or services promised under the contract, that best depict the Group's performance in transferring control of goods or services.

Variable consideration

For contracts that contain variable consideration (i.e. variation orders), the Group estimates the amount of consideration to which it will be entitled using the expected value method, which better predicts the amount of consideration to which the Group will be entitled.

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

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

Leases

Definition of 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.

The Group as a lessee

Short-term leases

The Group applies the short-term lease recognition exemption to leases of car parking spaces and office premise that have a lease term of 12 months or less from the commencement date and do not contain a purchase option. Lease payments on short-term leases is recognised as expense on a straight-line basis or another systematic basis over the lease term.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 March 2022

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (Continued)

3.2 Significant accounting policies (Continued)

Leases (Continued)

The Group as a lessee (Continued)

Right-of-use asset

The cost of right-of-use asset includes:

- the amount of the initial measurement of the lease liability;
- any lease payments made at or before the commencement date, less any lease incentives received; and
- any initial direct costs incurred by the Group.

Right-of-use asset is measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liability.

Right-of-use asset in which the Group is reasonably certain to obtain ownership of the underlying leased asset at the end of the lease term is depreciated from commencement date to the end of the useful life.

When the Group obtains ownership of the underlying leased asset at the end of the lease term, upon exercising purchase options, the carrying amount of the relevant right-of-use asset is transferred to property, plant and equipment.

The Group presents right-of-use asset as a separate line item on the consolidated statement of financial position.

Lease liability

At the commencement date of a lease, the Group recognises and measures the lease liability at the present value of lease payments that are unpaid at that date. In calculating the present value of lease payments, the Group uses the incremental borrowing rate at the lease commencement date if the interest rate implicit in the lease is not readily determinable.

The lease payments include:

- fixed payments (including in-substance fixed payments) less any lease incentives receivable;
- the exercise price of a purchase option if the Group is reasonably certain to exercise the option; and
- amounts expected to be paid under residual value guarantees.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 March 2022

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (Continued)

3.2 Significant accounting policies (Continued)

Leases (Continued)

The Group as a lessee (Continued)

Lease liability (Continued)

After the commencement date, lease liability is adjusted by interest accretion and lease payments.

The Group remeasures lease liability (and makes a corresponding adjustment to the related right-of-use asset) whenever the lease term has changed or there is a change in the assessment of exercise of a purchase option, in which case the related lease liability is remeasured by discounting the revised lease payments using a revised discount rate at the date of reassessment.

The Group presents lease liability as a separate line item on the consolidated statement of financial position.

Lease modifications

The Group accounts for a lease modification as a separate lease if:

- the modification increases the scope of the lease by adding the right to use one or more underlying assets; and
- the consideration for the leases increases by an amount commensurate with the stand-alone price for the increase in scope and any appropriate adjustments to that stand-alone price to reflect the circumstances of the particular contract.

For a lease modification that is not accounted for as a separate lease, the Group remeasures the lease liability based on the lease term of the modified lease by discounting the revised lease payments using a revised discount rate at the effective date of the modification.

The Group accounts for the remeasurement of lease liability by making corresponding adjustments to the relevant right-of-use asset. When the modified contract contains a lease component and one or more additional lease or non-lease components, the Group allocates the consideration in the modified contract to each lease component on the basis of the relative stand-alone price of the lease component and the aggregate stand-alone price of the non-lease components.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 March 2022

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (Continued)

3.2 Significant accounting policies (Continued)

Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets, until such time as the assets are substantially ready for their intended use or sale.

All other borrowing costs are recognised in profit or loss in the period in which they are incurred.

Government grants

Government grants are not recognised until there is reasonable assurance that the Group will comply with the conditions attaching to them and that the grants will be received.

Government grants related to income that are receivable as compensation for expenses or losses already incurred or for the purpose of giving immediate financial support to the Group with no future related costs are recognised in profit or loss in the period in which they become receivable and such grants are presented as “other income”.

Retirement benefits costs

Payments to the Mandatory Provident Fund Scheme (the “MPF Scheme”) are recognised as an expense when employees have rendered services entitling them to the contributions.

Short-term employee benefits

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

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

Equity-settled share-based payment transactions

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

The fair value of equity-settled share-based payments determined at the grant date without taking into consideration all non-market vesting conditions is expensed on a straight-line basis over the vesting period, based on the Group's estimate of equity instruments that will eventually vest, with a corresponding increase in equity (share options reserve).

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 March 2022

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (Continued)

3.2 Significant accounting policies (Continued)

Equity-settled share-based payment transactions (Continued)

At the end of the reporting period, the Group revises its estimates of the number of options that are expected to vest based on assessment of all relevant non-market vesting conditions. The impact of the revision of the original estimates during the vesting period, if any, is recognised in profit or loss such that the cumulative expense reflects the revised estimate, with a corresponding adjustment to the share options reserve.

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

Taxation

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

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

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

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

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 March 2022

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (Continued)

3.2 Significant accounting policies (Continued)

Taxation (Continued)

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

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

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

For the purposes of measuring deferred tax for leasing transactions in which the Group recognises the right-of-use asset and the related lease liability, the Group first determines whether the tax deductions are attributable to the right-of-use asset or the lease liability.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied to the same taxable entity by the same taxation authority.

Current and deferred tax are recognised in profit or loss.

In assessing any uncertainty over income tax treatments, the Group considers whether it is probable that the relevant tax authority will accept the uncertain tax treatment used, or proposed to be used by individual group entities in their income tax filings. If it is probable, the current and deferred taxes are determined consistently with the tax treatment in the income tax filings. If it is not probable that the relevant taxation authority will accept an uncertain tax treatment, the effect of each uncertainty is reflected by using either the most likely amount or the expected value.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 March 2022

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (Continued)

3.2 Significant accounting policies (Continued)

Property, plant and equipment

Property, plant and equipment including leasehold land and building held for use for administrative purposes are stated in the consolidated statement of financial position at cost, less subsequent accumulated depreciation and subsequent accumulated impairment losses, if any.

Ownership interests in leasehold land and building

When the Group makes payments for ownership interests of properties which includes both leasehold land and building elements, the entire consideration is allocated between the leasehold land and the building elements in proportion to the relative fair values at initial recognition.

To the extent the allocation of the relevant payments can be made reliably, interest in leasehold land is presented as “right-of-use asset” in the consolidated statement of financial position. When the consideration cannot be allocated reliably between non-lease building element and undivided interest in the underlying leasehold land, the entire properties are classified as property, plant and equipment.

If a property becomes an investment property because its use has changed as evidenced by end of owner- occupation, any difference between the carrying amount and the fair value of that item (including the relevant leasehold land classified as right-of-use assets) at the date of transfer is recognised in other comprehensive income and accumulated in revaluation reserve. On the subsequent sale or retirement of the property, the relevant revaluation reserve will be transferred directly to retained profits.

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

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

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 March 2022

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (Continued)

3.2 Significant accounting policies (Continued)

Investment properties

Investment properties are properties held to earn rentals and/or for capital appreciation.

Investment properties also include leased properties which are being recognised as right-of-use assets and subleased by the Group under operating leases.

Investment properties are initially measured at cost, including any directly attributable expenditure. Subsequent to initial recognition, investment properties are measured at fair value, adjusted to exclude any prepaid or accrued operating lease income.

Gains or losses arising from changes in the fair value of investment properties are included in profit or loss for the period in which they arise.

An investment property is derecognised upon disposal or when the investment property is permanently withdrawn from use and no future economic benefits are expected from its disposal. A leased property which is recognised as a right-of-use asset is derecognised if the Group as intermediate lessor classifies the sublease as a finance lease. Any gain or loss arising on derecognition of the property (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in profit or loss in the period in which the property is derecognised.

Impairment on property, plant and equipment and right-of-use asset

At the end of each reporting period, the Group reviews the carrying amounts of its property, plant and equipment and right-of-use asset to determine whether there is any indication that these assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the relevant asset is estimated in order to determine the extent of the impairment loss, if any.

The recoverable amounts of property, plant and equipment and right-of-use asset are estimated individually. When it is not possible to estimate the recoverable amount of an asset individually, the Group estimates the recoverable amount of the cash-generating unit to which the asset belongs.

In testing a cash-generating unit for impairment, corporate assets are allocated to the relevant cash-generating unit when a reasonable and consistent basis of allocation can be established, or otherwise they are allocated to the smallest group of cash generating units for which a reasonable and consistent allocation basis can be established. The recoverable amount is determined for the cash-generating unit or group of cash-generating units to which the corporate asset belongs, and is compared with the carrying amount of the relevant cash-generating unit or group of cash-generating units.

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

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 March 2022

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (Continued)

3.2 Significant accounting policies (Continued)

Impairment on property, plant and equipment and right-of-use asset (Continued)

If the recoverable amount of an asset (or a cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or cash-generating unit) is reduced to its recoverable amount. For corporate assets or portion of corporate assets which cannot be allocated on a reasonable and consistent basis to a cash-generating unit, the Group compares the carrying amount of a group of cash-generating units, including the carrying amounts of the corporate assets or portion of corporate assets allocated to that group of cash-generating units, with the recoverable amount of the group of cash-generating units. In allocating the impairment loss, the impairment loss is allocated first to reduce the carrying amount of any goodwill (if applicable) and then to the other assets on a pro-rata basis based on the carrying amount of each asset in the unit or the group of cash-generating units. The carrying amount of an asset is not reduced below the highest of its fair value less costs of disposal (if measurable), its value in use (if determinable) and zero. The amount of the impairment loss that would otherwise have been allocated to the asset is allocated pro rata to the other assets of the unit or the group of cash-generating units. An impairment loss is recognised immediately in profit or loss.

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

Provisions

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

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

When some or all of the economic benefits required to settle a provision are expected to be recovered from a third party, a receivable is recognised as an asset if it is virtually certain that reimbursement will be received and the amount of the receivable can be measured reliably.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 March 2022

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (Continued)

3.2 Significant accounting policies (Continued)

Financial instruments

Financial assets and financial liabilities are recognised when the Group becomes a party to the contractual provisions of the instrument. All regular way purchases or sales of financial assets are recognised and derecognised on a trade date basis. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the marketplace.

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

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

Financial assets

Classification and subsequent measurement of financial assets

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

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

All other financial assets are subsequently measured at fair value.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 March 2022

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (Continued)

3.2 Significant accounting policies (Continued)

Financial instruments (Continued)

Financial assets (Continued)

Amortised cost and interest income

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

Impairment of financial assets and other items subject to impairment assessment under HKFRS 9

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

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

The Group always recognises lifetime ECL for trade receivables and contract assets without significant financing components. The ECL on these assets are either assessed individually for debtors with significant balances or on a collective basis with appropriate groupings.

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

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 March 2022

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (Continued)

3.2 Significant accounting policies (Continued)

Financial instruments (Continued)

Financial assets (Continued)

Impairment of financial assets and other items subject to impairment assessment under HKFRS 9 (Continued)

(i) Significant increase in credit risk

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

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

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

Irrespective of the outcome of the above assessment, the Group presumes that the credit risk has increased significantly since initial recognition when contractual payments are more than 90 days past due, unless the Group has reasonable and supportable information that demonstrates otherwise.

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

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 March 2022

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (Continued)

3.2 Significant accounting policies (Continued)

Financial instruments (Continued)

Financial assets (Continued)

Impairment of financial assets and other items subject to impairment assessment under HKFRS 9 (Continued)

(ii) Definition of default

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

The Group rebutted the presumption of default under ECL model for trade receivables over 90 days past due based on good repayment records for those customers and continuous follow-up on the projects with the Group. The grouping is regularly reviewed by the management of the Group to ensure relevant information about specific debtors is updated.

(iii) Credit-impaired financial assets

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

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

(iv) Write-off policy

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

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 March 2022

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (Continued)

3.2 Significant accounting policies (Continued)

Financial instruments (Continued)

Financial assets (Continued)

Impairment of financial assets and other items subject to impairment assessment under HKFRS 9 (Continued)

(v) Measurement and recognition of ECL

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

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

Lifetime ECL for certain trade receivables/contract assets are considered on a collective basis taking into consideration past due information and relevant credit information such as forward looking macroeconomic information.

For collective assessment, the Group takes into consideration the following characteristics when formulating the grouping:

- Past-due status;
- Nature, size and industry of debtors; and
- External credit ratings where available.

The grouping is regularly reviewed by management to ensure the constituents of each group continue to share similar credit risk characteristics.

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

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

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 March 2022

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (Continued)

3.2 Significant accounting policies (Continued)

Financial instruments (Continued)

Financial assets (Continued)

Derecognition of financial assets

The Group derecognises a financial asset only when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another entity. If the Group neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Group recognises its retained interest in the asset and an associated liability for amounts it may have to pay. If the Group retains substantially all the risks and rewards of ownership of a transferred financial asset, the Group continues to recognise the financial asset and also recognises a collateralised borrowing for the proceeds received.

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

Financial liabilities and equity instruments

Classification as debt or equity

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

Equity instruments

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

Financial liabilities at amortised cost

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

Derecognition of financial liabilities

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

Offsetting a financial asset and a financial liability

A financial asset and a financial liability are offset and the net amount presented in the consolidated statement of financial position when, and only when, the Group currently has a legally enforceable right to set off the recognised amounts; and intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 March 2022

4. KEY SOURCES OF ESTIMATION UNCERTAINTY

In the application of the Group's accounting policies, which are described in note 3.2, the directors of the Company are required to make judgments, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and underlying assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

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

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

Recognition of contract revenue arising from building renovation and construction services

During the year ended 31 March 2022, the Group recognises contract revenue arising from building renovation and construction services of HK\$257,045,000 (2021: HK\$281,666,000) by reference to the progress towards complete satisfaction of a performance obligation at the end of the reporting period, measured based on the surveys of work performed to date. Notwithstanding that the management of the Group frequently reviews and revises the estimates of total contract revenue as the contract progresses, the actual outcome of the contracts in terms of its total revenue may be higher or lower than the estimates and this will affect the recognition of revenue.

Provision of ECL for trade receivables and contract assets

The management of the Group together with an independent qualified professional valuer engaged by the Group estimate the amount of lifetime ECL of trade receivables and contract assets by first identifying significant balances for individual assessment and for the remaining balances, on a collective basis through grouping of various customers that have similar credit risk characteristics by reference to the nature and industry of customers. Internal credit rating has been given to each category of customers after considering aging, repayment history and past due status of respective customers. Estimated loss rates are based on probability of default and loss given default and are adjusted for forward-looking information. The credit loss allowance amount of the trade receivables and contract assets is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows.

As at 31 March 2022 and 2021, the carrying amounts of trade receivables were HK\$33,252,000 (net of allowance of HK\$237,000) and HK\$42,333,000 (net of allowance of HK\$371,000), respectively, while the carrying amounts of contract assets were HK\$134,536,000 (net of allowance of HK\$2,529,000) and HK\$130,347,000 (net of allowance of HK\$2,251,000), respectively.

The provision of ECL is sensitive to changes in estimates. The information about the ECL and the Group's trade receivables and contract assets is disclosed in note 30(b).

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 March 2022

5. REVENUE AND SEGMENT INFORMATION

Revenue represents the fair value of amounts received and receivable by the Group in respect of provision of the building renovation and construction services (which included renovation and maintenance works, alteration and addition works, and fitting-out works, and site formation and geotechnical works) to external customers and rental income from property leasing.

For the purposes of resources allocation and performance assessment, the chief operating decision maker, being the executive directors of the Company, reviews the overall results and financial position of the Group as a whole prepared based on the same set of accounting policies as set out in note 3.2. The Group's reportable and operating segments under HKFRS 8 "Operating Segments" are as follows:

1. Building renovation and construction — renovation and maintenance works, alteration and addition works and fitting-out works, and site formation and geotechnical works in Hong Kong
2. Property — property investment in Hong Kong

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 March 2022

5. REVENUE AND SEGMENT INFORMATION (Continued)

(a) Reportable segment revenue and profit or loss

An analysis of the Group's reportable segment revenue and segment results by reportable and operating segment is as follows:

For the year ended 31 March 2022

| | Building renovation and construction HK\$'000 | Property HK\$'000 | Total HK\$'000 |
|--|---|----------------------|-------------------|
| Revenue | | | |
| Renovation and maintenance works | 109,152 | – | 109,152 |
| Alteration and addition works, and fitting-out works | 47,115 | – | 47,115 |
| Mixed projects (note) | 99,871 | – | 99,871 |
| Site formation and geotechnical works | 907 | – | 907 |
| Revenue from contracts with customers | 257,045 | – | 257,045 |
| Revenue from property leasing | – | 164 | 164 |
| Total segment revenue | 257,045 | 164 | 257,209 |
| Timing of revenue recognition | | | |
| – At a point in time | – | – | – |
| – Over time | 257,045 | – | 257,045 |
| Revenue from contracts with customers | 257,045 | – | 257,045 |
| Reportable segment results | 28,316 | 164 | 28,480 |
| Other income | | | 151 |
| Other expenses | | | (655) |
| Administrative expenses | | | (15,969) |
| Finance costs | | | (2,372) |
| Profit before taxation | | | 9,635 |

Note: Mixed projects represent the mixture of both renovation and maintenance works and alteration and addition works, and fitting-out works provided in a project.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 March 2022

5. REVENUE AND SEGMENT INFORMATION (Continued)

(a) Reportable segment revenue and profit or loss (Continued)

For the year ended 31 March 2021

| | Building renovation and construction HK\$'000 | Property HK\$'000 | Total HK\$'000 |
|--|---|----------------------|-------------------|
| Revenue | | | |
| Renovation and maintenance works | 104,419 | – | 104,419 |
| Alteration and addition works, and fitting-out works | 50,199 | – | 50,199 |
| Mixed projects (note) | 120,957 | – | 120,957 |
| Site formation and geotechnical works | 6,091 | – | 6,091 |
| Revenue from contracts with customers | 281,666 | – | 281,666 |
| Revenue from property leasing | – | – | – |
| Total segment revenue | 281,666 | – | 281,666 |
| Timing of revenue recognition | | | |
| – At a point in time | – | – | – |
| – Over time | 281,666 | – | 281,666 |
| Revenue from contracts with customers | 281,666 | – | 281,666 |
| Reportable segment results | 39,063 | – | 39,063 |
| Other income | | | 2,256 |
| Other expenses | | | (1,929) |
| Administrative expenses | | | (12,464) |
| Finance costs | | | (1,903) |
| Profit before taxation | | | 25,023 |

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

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 March 2022

5. REVENUE AND SEGMENT INFORMATION (Continued)

(a) Reportable segment revenue and profit or loss (Continued)

Performance obligations for contracts with customers

The Group provides renovation and maintenance works, alteration and addition works, and fitting-out works, and site formation to external customers. Such services are recognised as a performance obligation satisfied over time as the Group creates or enhances an asset that the customer controls as the asset is created or enhanced. Revenue is recognised for these construction services based on the surveys of work performed to date and other supporting information during the period by using the output method.

A contract asset, net of contract liability related to the same contract, is recognised over the period in which the construction services are performed representing the Group's right to consideration for the services performed because the rights are conditioned on the Group's future performance in achieving specified milestones or progress of the projects. The contract assets are transferred to trade receivables when the rights become unconditional. The Group typically transfers contract assets to trade receivables when the Group issued the invoices to bill the customers.

Unbilled retention receivables, prior to expiration of defect liability period, are classified as contract assets, which range from one to two years from the date of the practical completion of the construction. The relevant amount of contract asset is reclassified to trade receivables when the defect liability period expires. The defect liability period serves as an assurance that the construction services performed comply with agreed-upon specifications and such assurance cannot be purchased separately.

The Group allows a credit period ranging from 7 to 45 days to its customers.

Transaction price allocated to the remaining performance obligation for contracts with customers

The transaction price allocated to performance obligations that are unsatisfied (or partially unsatisfied) as at 31 March 2022 and 2021 for contracts with customers that remain outstanding as at reporting date and the expected timings of recognising revenue are as follows:

| | Renovation and maintenance works HK\$'000 | Alteration and addition works and fitting-out works HK\$'000 | Mixed projects HK\$'000 | Site formation and geotechnical works HK\$'000 |
|--|--|---|--|---|
| As at 31 March 2022 | | | | |
| Within one year | 163,767 | 89,381 | 105,945 | – |
| More than one year but not more than two years | 21,325 | – | – | – |
| | 185,092 | 89,381 | 105,945 | – |

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 March 2022

5. REVENUE AND SEGMENT INFORMATION (Continued)

(a) Reportable segment revenue and profit or loss (Continued)

Transaction price allocated to the remaining performance obligation for contracts with customers
(Continued)

| | Renovation and maintenance works HK\$'000 | Alteration and addition works and fitting-out works HK\$'000 | Mixed projects HK\$'000 | Site formation and geotechnical works HK\$'000 |
|--|---|--|-------------------------------|---|
| As at 31 March 2021 | | | | |
| Within one year | 122,054 | 37,193 | 56,882 | 781 |
| More than one year but not more than two years | 27,518 | – | – | – |
| | 149,572 | 37,193 | 56,882 | 781 |

(b) Geographical information

The Group's revenue is solely generated from, and non-current assets are located in, Hong Kong, based on the location of the relevant entities' operations.

(c) Information about major customers

Customers individually contributing over 10% of the Group's revenue during the years are as follows:

| | 2022 HK\$'000 | 2021 HK\$'000 |
|------------|------------------|------------------|
| Customer A | N/A [#] | 46,954 |
| Customer B | 37,655 | 35,234 |
| Customer C | N/A [#] | 28,797 |
| Customer D | N/A [#] | 28,500 |
| Customer E | 43,527 | N/A [#] |
| Customer F | 51,583 | N/A [#] |

[#] Revenue from this customer is individually less than 10% of the total revenue of the Group for the respective year.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 March 2022

6. OTHER INCOME

| | 2022 HK\$'000 | 2021 HK\$'000 |
|--------------------------|------------------|------------------|
| Bank interest income | 151 | 121 |
| Government grants (note) | – | 2,135 |
| | 151 | 2,256 |

Note: During the year ended 31 March 2021, the Group received and recognised government grants of HK\$2,135,000 for the period from June to November 2020 in accordance with the Employment Support Scheme provided by the Hong Kong government. The Group did not have any unfulfilled conditions relating to the grant during the year.

7. IMPAIRMENT LOSSES UNDER EXPECTED CREDIT LOSS MODEL, NET OF REVERSAL

| | 2022 HK\$'000 | 2021 HK\$'000 |
|--|------------------|------------------|
| Net impairment losses on contract assets | 5,918 | 211 |
| Net (reversal of impairment loss) impairment loss on trade receivables | (134) | 59 |
| Net impairment losses on other receivables | 29 | 94 |
| | 5,813 | 364 |

8. OTHER EXPENSES

| | 2022 HK\$'000 | 2021 HK\$'000 |
|---|------------------|------------------|
| Professional fees incurred for transfer of listing board (note) | 655 | 1,929 |

Note: It represents non-recurring professional fees recognised as expenses for both years by the Group in connection with the proposed transfer of listing board from GEM to the Main Board of the Stock Exchange which has lapsed in August 2021.

9. FINANCE COSTS

| | 2022 HK\$'000 | 2021 HK\$'000 |
|-------------------|------------------|------------------|
| Interests on: | | |
| Factoring loans | 1,120 | 694 |
| Bank borrowings | 1,111 | 1,195 |
| Lease liabilities | 141 | 14 |
| | 2,372 | 1,903 |

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 March 2022

10. INCOME TAX EXPENSE

| | 2022 HK\$'000 | 2021 HK\$'000 |
|---------------------------------|------------------|------------------|
| Hong Kong Profits Tax | | |
| — Current year | 1,416 | 3,992 |
| — Over provision in prior years | — | (313) |
| | 1,416 | 3,679 |
| Deferred taxation (note 26) | 197 | (99) |
| | 1,613 | 3,580 |

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 million of profits of the qualifying group entity will be taxed at 8.25%, and profits above HK\$2 million will be taxed at 16.5%. 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%.

Accordingly, Hong Kong Profits Tax of a subsidiary, namely Fulam Construction Engineering Company Limited, for both years is calculated at 8.25% on the first HK\$2 million of the estimated assessable profits and at 16.5% on the estimated assessable profits above HK\$2 million. For other entities of the Group, they are taxed at a flat rate of 16.5% for both years.

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

| | 2022 HK\$'000 | 2021 HK\$'000 |
|---|------------------|------------------|
| Profit before taxation | 9,635 | 25,023 |
| Tax at Hong Kong Profits Tax rate of 16.5% | 1,590 | 4,129 |
| Tax effect of income not taxable for tax purpose | (25) | (372) |
| Tax effect of expenses not deductible for tax purpose | 233 | 321 |
| Over provision in prior years | — | (313) |
| Income tax at concessionary rate | (165) | (165) |
| Tax benefits | (20) | (20) |
| Income tax expense for the year | 1,613 | 3,580 |

Details of deferred taxation are set out in note 26.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 March 2022

11. PROFIT FOR THE YEAR

| | 2022 HK\$'000 | 2021 HK\$'000 |
|---|------------------|------------------|
| Profit for the year has been arrived at after charging: | | |
| Directors' remuneration (note 13) | 4,758 | 3,240 |
| Other staff costs: | | |
| Salaries and other allowances | 15,998 | 14,767 |
| Retirement benefits scheme contributions | 584 | 687 |
| | 16,582 | 15,454 |
| Total staff costs | 21,340 | 18,694 |
| Auditor's remuneration | 720 | 1,100 |
| Depreciation of property, plant and equipment | 794 | 754 |
| Depreciation of right-of-use assets | 897 | 267 |
| Direct operating expense of investment property | 23 | – |

12. DIVIDENDS

| | 2022 HK\$'000 | 2021 HK\$'000 |
|--|------------------|------------------|
| Dividends for ordinary shareholders of the Company recognised as distribution during the year: | | |
| 2020 final dividend of HK0.25 cents per share | – | 2,000 |
| 2021 final dividend of HK0.25 cents per share | 2,000 | – |
| | 2,000 | 2,000 |

During the year ended 31 March 2022, a final dividend of HK0.25 cents per share in respect of the year ended 31 March 2021 was declared to be paid to the shareholders of the Company. The aggregate amount of the 2021 final dividend declared during the year ended 31 March 2022 was amounted to HK\$2,000,000. The 2021 final dividend was paid on 8 October 2021.

The Board does not recommend the payment of a final dividend for the year ended 31 March 2022 (2021: final dividend in respect of the year ended 31 March 2021 of HK0.25 cents).

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 March 2022

13. DIRECTORS' AND CHIEF EXECUTIVE'S EMOLUMENTS

Directors' and chief executive's remuneration for the year, disclosed pursuant to the applicable Listing Rules and Hong Kong Companies Ordinance, is as follows:

| | Director's fees HK\$'000 | Salaries and other allowances HK\$'000 | Retirement benefits scheme contributions HK\$'000 | Total HK\$'000 |
|--|--------------------------------|---|---|-------------------|
| Year ended 31 March 2022 | | | | |
| Executive directors: | | | | |
| Mr. Leung Ka Ho, Raymond (Chief Executive) | – | 2,145 | 18 | 2,163 |
| Mr. Ho Chi Kwan | – | 2,145 | 18 | 2,163 |
| Independent non-executive directors: | | | | |
| Mr. Leung Hung Kwong, Derrick | 144 | – | – | 144 |
| Mr. Moy Yee Wo, Matthew | 144 | – | – | 144 |
| Mr. Yau Sze Yeung | 144 | – | – | 144 |
| | 432 | 4,290 | 36 | 4,758 |

| | Director's fees HK\$'000 | Salaries and other allowances HK\$'000 | Retirement benefits scheme contributions HK\$'000 | Total HK\$'000 |
|--|--------------------------------|---|---|-------------------|
| Year ended 31 March 2021 | | | | |
| Executive directors: | | | | |
| Mr. Leung Ka Ho, Raymond (Chief Executive) | – | 1,386 | 18 | 1,404 |
| Mr. Ho Chi Kwan | – | 1,386 | 18 | 1,404 |
| Independent non-executive directors: | | | | |
| Mr. Leung Hung Kwong, Derrick | 144 | – | – | 144 |
| Mr. Moy Yee Wo, Matthew | 144 | – | – | 144 |
| Mr. Yau Sze Yeung | 144 | – | – | 144 |
| | 432 | 2,772 | 36 | 3,240 |

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 March 2022

13. DIRECTORS' AND CHIEF EXECUTIVE'S EMOLUMENTS (Continued)

The executive directors' and chief executive's emoluments shown above are for their services in connection with the management of the affairs of the Company and the Group.

The independent non-executive directors' emoluments shown above are for their services as directors of the Company.

During both years, directors' fees were paid by the Company, while salaries and other allowances of directors were paid by its subsidiary, Fulam Construction Engineering Company Limited.

None of the directors waived or agreed to waive any emolument during the years ended 31 March 2022 and 2021.

During the years ended 31 March 2022 and 2021, no emoluments were paid by the Group to any of the directors as an inducement to join or upon joining the Group or as compensation for loss of office.

During the years ended 31 March 2022 and 2021, the Group had not entered into any transaction, arrangement or contract in which the directors of the Company have a material interest.

14. FIVE HIGHEST PAID EMPLOYEES

The five highest paid individuals of the Group during the year ended 31 March 2022 included two (2021: two) directors, details of whose emoluments are set out in note 13 above. Details of the emoluments of the remaining three (2021: three) individuals during the years ended 31 March 2022 and 2021 were as follows:

| | 2022 HK\$'000 | 2021 HK\$'000 |
|--|------------------|------------------|
| Salaries and other allowances | 1,938 | 1,710 |
| Retirement benefits scheme contributions | 45 | 54 |
| | 1,983 | 1,764 |

The emoluments were within the following band:

| | 2022 No. of individuals | 2021 No. of individuals |
|----------------------|-------------------------------|-------------------------------|
| Nil to HK\$1,000,000 | 3 | 3 |

During the years ended 31 March 2022 and 2021, no emoluments were paid by the Group to any of the five highest paid individuals as an inducement to join or upon joining the Group or as compensation for loss of office.

15. EARNINGS PER SHARE

The calculation of the basic earnings per share for the year ended 31 March 2022 is based on the profit for the year of HK\$8,022,000 (2021: HK\$21,443,000) and the weighted average number of ordinary shares in issue during the year ended 31 March 2022 of 800,000,000 (2021: 800,000,000).

No diluted earnings per share is presented for both years as there was no potential ordinary share outstanding.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 March 2022

16. PROPERTY, PLANT AND EQUIPMENT

| | Leasehold land and building in Hong Kong HK\$'000 | Leasehold improvements HK\$'000 | Furniture and equipment HK\$'000 | Motor vehicles HK\$'000 | Total HK\$'000 |
|---|---|---------------------------------------|---|-------------------------------|-------------------|
| COST | | | | | |
| At 1 April 2020 | 8,356 | 266 | 659 | 2,024 | 11,305 |
| Additions | – | – | 43 | – | 43 |
| At 31 March 2021 and 1 April 2021 | 8,356 | 266 | 702 | 2,024 | 11,348 |
| Additions | – | 6,151 | 615 | – | 6,766 |
| Surplus on valuation | 2,355 | – | – | – | 2,355 |
| Transfer to investment property (note 18) | (10,711) | – | – | – | (10,711) |
| Disposal | – | (266) | (121) | – | (387) |
| At 31 March 2022 | – | 6,151 | 1,196 | 2,024 | 9,371 |
| ACCUMULATED DEPRECIATION | | | | | |
| At 1 April 2020 | 1,916 | 239 | 356 | 1,736 | 4,247 |
| Provided for the year | 417 | 27 | 116 | 194 | 754 |
| At 31 March 2021 and 1 April 2021 | 2,333 | 266 | 472 | 1,930 | 5,001 |
| Provided for the year | 278 | 317 | 140 | 59 | 794 |
| Transfer to investment property (note 18) | (2,611) | – | – | – | (2,611) |
| Elimination on disposal | – | (266) | (121) | – | (387) |
| At 31 March 2022 | – | 317 | 491 | 1,989 | 2,797 |
| CARRYING VALUES | | | | | |
| At 31 March 2022 | – | 5,834 | 705 | 35 | 6,574 |
| At 31 March 2021 | 6,023 | – | 230 | 94 | 6,347 |

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

| | |
|-----------------------------|-----------------------------------|
| Leasehold land and building | Shorter of lease term or 20 years |
| Leasehold improvements | Shorter of lease term or 20% |
| Furniture and equipment | 20% |
| Motor vehicles | 20% |

During the year ended 31 March 2022, a property was transferred to investment property with revaluation gain of approximately HK\$2,355,000.

As at 31 March 2022, no property, plant and equipment has pledged to secure any banking facility.

As at 31 March 2021, the Group has pledged its leasehold land and building with a carrying value of HK\$6,023,000 to secure a banking facility.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 March 2022

17. RIGHT-OF-USE ASSET

| | Leased property | Motor vehicle | Total |
|---|----------------------------|--------------------------|--------------|
| | HK\$'000 | HK\$'000 | HK\$'000 |
| As at 31 March 2022 | | | |
| Carrying amount | 4,688 | – | 4,688 |
| As at 31 March 2021 | | | |
| Carrying amount | – | 227 | 227 |
| For the year ended 31 March 2022 | | | |
| Depreciation charge | 670 | 227 | 897 |
| For the year ended 31 March 2021 | | | |
| Depreciation charge | – | 267 | 267 |
| | | 2022 | 2021 |
| | | HK\$'000 | HK\$'000 |
| Expense relating to short-term leases | | 210 | 234 |
| Total cash outflow for leases | | 1,088 | 525 |
| Addition to right-of-use asset | | 5,358 | – |

For the year ended 31 March 2022, the Group lease a property for its operation. Lease contract is entered into for a fixed term of 4 years, and has no extension and termination options. The right-of-use asset is depreciated over its useful life of 4 years. Lease terms are negotiated on an individual basis and contain different terms and conditions.

The lease of a property was under a lease during the year ended 31 March 2022 and carried interest at a rate of 5.50% per annum. Lease terms are negotiated on an individual basis. In determining the lease term and assessing the length of the non-cancellable period, the Group applies the definition of a contract and determines the period for which the contract is enforceable.

For both years, the Group leases a motor vehicle for its operations. Lease contract is entered into for a fixed term of 5 years, and has no extension and termination options. The right-of-use asset is depreciated over its useful life of 5 years. The ownership of the motor vehicle would be transferred to the Group by paying HK\$500 as purchase option fee at the end of the lease term.

The lease of motor vehicle was under a lease during the years ended 31 March 2021 and 2022 and carried interest at a rate of 3.32% per annum. Lease terms are negotiated on an individual basis. In determining the lease term and assessing the length of the non-cancellable period, the Group applies the definition of a contract and determines the period for which the contract is enforceable.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 March 2022

18. INVESTMENT PROPERTY

The Group leases out office under operating lease with rentals payable monthly. The lease runs for a period of 2 years (2021: nil).

The Group is not exposed to foreign currency risk as a result of the lease arrangements, as all leases are denominated in the respective functional currencies of group entities. The lease contracts do not contain residual value guarantee and/or lessee's option to purchase the property at the end of lease term.

| | Investment property HK\$'000 |
|---|--|
| FAIR VALUE | |
| At 1 April 2021 | – |
| Transfer from property, plant and equipment (note 16) | 8,100 |
| As at 31 March 2022 | 8,100 |
| Gain on property revaluation included in profit or loss | – |

As at 31 March 2022, the carrying amount of investment property pledged as security for the Group's bank borrowing amounted to HK\$8,100,000 (2021: nil).

The fair values of the Group's investment property as at the date of transfer to investment property and 31 March 2022 have been arrived at on the basis of a valuation carried out on the respective dates by Messrs Vision Appraisal and Consulting Limited, an independent qualified professional valuer not connected to the Group.

In estimating the fair values of the investment property, the Group uses market-observable data to the extent it is available. Where Level 1 inputs are not available, the Group engages third party qualified valuer to perform the valuation. Management works closely with the qualified external valuer to establish the appropriate valuation techniques and inputs and data to the model. Management reports the valuation and findings to directors semi-yearly to explain the cause of fluctuations in the fair value of the investment property.

As at the date of transfer to investment property and 31 March 2022, the external valuer adopted direct comparison approach by making reference to comparable sales evidences as available in the relevant market to reflect current market conditions as of the respective dates to arrive the fair values of the investment property.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 March 2022

18. INVESTMENT PROPERTY (Continued)

As at the date of transfer to investment property and 31 March 2022, the key inputs and data used in valuing the investment property by the external valuer under the aforesaid approach was market observable transactions of similar properties. A significant increase in the market transaction price used would result in a significant increase in fair value measurement of the investment property, and vice versa.

The following table gives information about how the fair value of the investment property as at 31 March 2022 is determined (in particular, the valuation techniques and inputs and data used), as well as the fair value hierarchy into which the fair value measurement is categorised (Levels 1 to 3) based on the degree to which the inputs and data to the fair value measurements is observable.

| Category | Fair value hierarchy | Valuation technique and key inputs and data | Significant unobservable inputs (relationship of unobservable inputs to fair value) | Fair value per square feet | Sensitivity |
|--|----------------------|---|---|--|---|
| Office unit in Hong Kong 2022: HK\$8,100,000 (2021: N/A) | Level 3 | Direct comparison approach — based on market observable transactions of similar properties and adjusted to reflect the conditions of the subject property | Adjusted transaction price | 2022: approximately HK\$3,200 (2021: N/A) | A significant increase in the market unit rate used would result in a significant increase in fair value, and vice versa. |

There was no transfer into or out of Level 3 during the year ended 31 March 2022.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 March 2022

19. TRADE AND OTHER RECEIVABLES

| | 2022 HK\$'000 | 2021 HK\$'000 |
|--|------------------|------------------|
| Trade receivables (note i) | 33,489 | 42,704 |
| Less: allowance for credit loss | (237) | (371) |
| | 33,252 | 42,333 |
| Other receivables | 14,612 | 15,188 |
| Deposits for surety bonds (note ii) | 16,977 | 15,533 |
| Project deposits placed with customers | 129 | 60 |
| Prepaid subcontractor fee | 13,232 | 6,455 |
| Rental, utility, other deposits and prepaid expenses | 3,391 | 1,087 |
| | 48,341 | 38,323 |
| Less: allowance for credit loss | (590) | (561) |
| | 47,751 | 37,762 |
| Total trade and other receivables | 81,003 | 80,095 |

Notes:

- (i) The trade receivables of HK\$18,080,000 (2021: HK\$20,517,000) were pledged to a bank for factoring loans of HK\$14,549,000 (2021: HK\$16,518,000) as at 31 March 2022.
- (ii) The amount represents the deposits as collateral security for surety bonds in respect of construction contracts issued by insurance companies in favour of the Group's customers. The deposits will be refunded to the Group upon practical completion or at the end of the defect liability period of the relevant construction contracts.

Before accepting any new customer, the Group assesses the potential customer's credit quality and defines credit limits by customer. The majority of the Group's trade receivables that are past due but not credit-impaired have good credit quality with reference to respective settlement history.

The Group allows a credit period ranging from 7 to 60 days to its customers for its trade receivables.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 March 2022

19. TRADE AND OTHER RECEIVABLES (Continued)

The following is an ageing analysis of trade receivables presented based on invoice dates at the end of the reporting period:

| | 2022 HK\$'000 | 2021 HK\$'000 |
|--------------|------------------|------------------|
| 0–30 days | 27,587 | 32,043 |
| 31–60 days | 1,665 | 4,399 |
| 61–90 days | 1,440 | 366 |
| Over 90 days | 2,560 | 5,525 |
| | 33,252 | 42,333 |

As at 31 March 2022, included in the Group's trade receivables balance are debtors with an aggregate carrying amount of HK\$5,665,000 (2021: HK\$10,713,000), which are past due as at the reporting date. Out of the past due balances, HK\$2,039,000 (2021: HK\$5,321,000) has been past due 90 days or more and is not considered as in default as those customers have good historical settlement records and continuous business relationship with the Group, and so the amounts are still considered recoverable. The Group does not hold any collateral over these balances.

Details of impairment assessment of trade and other receivables are set out in note 30(b).

20. CONTRACT ASSETS

| | 2022 HK\$'000 | 2021 HK\$'000 |
|---|------------------|------------------|
| Contract assets | 137,065 | 132,598 |
| Less: allowance for credit loss | (2,529) | (2,251) |
| | 134,536 | 130,347 |
| Analysed as current: | | |
| Unbilled revenue of building renovation and construction services | 81,642 | 68,291 |
| Unbilled retention receivables of building renovation and construction services | 52,894 | 62,056 |
| | 134,536 | 130,347 |

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 March 2022

20. CONTRACT ASSETS (Continued)

The unbilled retention receivables are to be settled, based on the completion of defect liability period, at the end of each reporting period as follows:

| | 2022 HK\$'000 | 2021 HK\$'000 |
|---------------------|------------------|------------------|
| Due within one year | 44,531 | 45,610 |
| Due after one year | 8,363 | 16,446 |
| | 52,894 | 62,056 |

The contract assets primarily relate to the Group's right to consideration for work completed and not billed because the rights are conditioned on the Group's future performance. The contract assets are transferred to trade receivables when the Group issued the invoices to bill the customers.

Typical payment terms which impact on the amount of contract assets recognised are as follows:

- The Group's construction contracts include payment schedules which require stage payments over the construction services period once certain specified milestones are reached.
- The Group also typically agrees to a retention period for 5% to 10% of the contract value. This amount is included in contract assets until the end of the defect liability period as the Group's entitlement to this final payment is conditional on customer acceptance usually being 1 to 2 years from the date of completion of construction projects.

Details of impairment assessment on contract assets are set out in note 30(b).

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 March 2022

21. TRANSFER OF FINANCIAL ASSETS

The following was the Group's trade receivables as at 31 March 2022 and 2021 that were transferred to a bank by factoring them on a full recourse basis. As the Group has not transferred the significant risks and rewards relating to these trade receivables, it continues to recognise their full carrying amounts and has recognised the cash received on the transfer as secured borrowings (see note 24). Trade receivables are carried at amortised cost in the consolidated statement of financial position.

| | 2022 | 2021 |
|---|-----------------|----------|
| | HK\$'000 | HK\$'000 |
| Carrying amount of trade receivables | 18,080 | 20,517 |
| Carrying amount of associated liabilities | (14,549) | (16,518) |
| | 3,531 | 3,999 |

22. PLEDGED BANK DEPOSITS/BANK BALANCES AND CASH

Pledged bank deposits carry interest at a fixed rate of 0.10% (2021: 0.20%) per annum. Pledged bank deposits represent deposits pledged to a bank to secure the short-term bank loans and other general banking facilities granted to the Group. The pledged bank deposits will be released upon the termination of relevant short-term bank loans and other general banking facilities.

Bank balances and cash comprise cash on hand and bank balances. Bank balances carry interest at a prevailing market interest rate of 0.01% (2021: 0.01%) per annum.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 March 2022

23. TRADE AND OTHER PAYABLES

| | 2022 HK\$'000 | 2021 HK\$'000 |
|--|------------------|------------------|
| Trade payables | 14,833 | 21,762 |
| Accrued subcontracting charges | 16,278 | 26,448 |
| Deposits received (note i) | 785 | – |
| Other accruals | 2,407 | 3,003 |
| Retention payables to subcontractors (note ii) | 31,319 | 40,343 |
| Total trade and other payables | 65,622 | 91,556 |

Notes:

- (i) The amounts represent deposits received from subcontractors for the purpose of securing their performance in respect of building renovation and construction services in favour of the Group.
- (ii) Retention payables to subcontractors are interest-free and payable at the end of the defect liability period of individual contracts, normally one to two years from the completion date of the respective project.

The retention payables are expected to be settled, based on the expiry date of the defect liability period, at the end of the reporting period as follows:

| | 2022 HK\$'000 | 2021 HK\$'000 |
|---------------------|------------------|------------------|
| Due within one year | 28,474 | 38,218 |
| Due after one year | 2,845 | 2,125 |
| | 31,319 | 40,343 |

The credit period on trade payables ranges from 0 to 30 days.

The following is an ageing analysis of trade payables presented based on the invoice dates at the end of the reporting period:

| | 2022 HK\$'000 | 2021 HK\$'000 |
|--------------|------------------|------------------|
| 0–30 days | 7,089 | 7,141 |
| 31–60 days | 5,579 | 9,658 |
| 61–90 days | 1,010 | 2,525 |
| Over 90 days | 1,155 | 2,438 |
| | 14,833 | 21,762 |

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 March 2022

24. BANK BORROWINGS

| | 2022 HK\$'000 | 2021 HK\$'000 |
|---|------------------|------------------|
| Secured bank borrowings: | | |
| Bank loans | 74,291 | 24,142 |
| Factoring loans | 14,549 | 16,518 |
| | 88,840 | 40,660 |
| Carrying amounts repayable (note): | | |
| Within one year | 79,791 | 33,943 |
| More than one year, but not exceeding two years | 1,281 | 1,365 |
| More than two years, but not exceeding five years | 4,188 | 4,161 |
| More than five years | 3,580 | 1,191 |
| Amount shown under current liabilities | 88,840 | 40,660 |

Note: All bank borrowings contain a repayment on demand clause and are shown under current liabilities. The amounts due are presented based on scheduled repayment dates set out in the loan agreements.

Bank loans carry interest at Hong Kong Prime Rate ("HKPR") of the relevant bank plus 0.5% (2021: HKPR of the relevant bank plus 0.5%) per annum, HKPR of the relevant bank minus 2.25% (2021: 2.5%) per annum or one-month HIBOR plus 1.9%–2.0% (2021: one-month HIBOR plus 2%) per annum. Factoring loans carry interest at Hong Kong Dollar Best Lending Rate ("HKD BLR") or HKD BLR plus 0.5% (2021: HKD BLR plus 0.5%) per annum.

The range of effective interest rates on bank borrowings as at 31 March 2022 (which are also equal to contracted interest rates) is 2.2% to 5.5% (2021: 2.1% to 5.5%) per annum.

As at 31 March 2022 and 2021, except for a banking facility covering a bank loan of HK\$6,000,000 (2021: HK\$5,000,000) which is secured by personal guarantees provided by the executive directors of the Company, the remaining banking facilities are secured by a legal charge over the property held by Fulam Construction Engineering Company Limited, a subsidiary of the Company and pledged bank deposits as disclosed in note 33.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 March 2022

25. LEASE LIABILITY

| | 2022 HK\$'000 | 2021 HK\$'000 |
|---|------------------|------------------|
| Lease liability payable: | | |
| Within one year | 1,242 | 191 |
| More than one year, but not exceeding two years | 1,310 | – |
| More than two years, but not exceeding five years | 2,260 | – |
| | 4,812 | 191 |
| Less: Amounts due for settlement within 12 months shown under current liabilities | (1,242) | (191) |
| Amounts due for settlement after 12 months shown under non-current liabilities | 3,570 | – |

The lease liability was measured at the present value of the lease payments that are not yet paid at the incremental borrowing rate at 5.50% (2021: 3.32%).

26. DEFERRED TAXATION

The following are the major deferred tax assets (liabilities) recognised and movements thereon during the current and prior years:

| | 2022 HK\$'000 | 2021 HK\$'000 |
|--------------------------|------------------|------------------|
| Deferred tax assets | 510 | 532 |
| Deferred tax liabilities | (175) | – |
| | 335 | 532 |

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For the year ended 31 March 2022

26. DEFERRED TAXATION (Continued)

| | Accelerated tax depreciation | Loss allowance for trade and other receivables and contract assets | Total |
|-----------------------------------|---|---|--------------|
| | HK\$'000 | HK\$'000 | HK\$'000 |
| At 1 April 2020 | (33) | 466 | 433 |
| Credit to profit or loss | 55 | 44 | 99 |
| At 31 March 2021 and 1 April 2021 | 22 | 510 | 532 |
| Charge to profit or loss | (197) | – | (197) |
| At 31 March 2022 | (175) | 510 | 335 |

27. SHARE CAPITAL

| | Number of ordinary shares | Amount |
|---|--|---------------|
| | | HK\$'000 |
| Authorised | | |
| At 1 April 2020, 31 March 2021, 1 April 2021 and 2022 | 2,000,000,000 | 20,000 |
| Issued and fully paid | | |
| At 1 April 2020, 31 March 2021, 1 April 2021 and 2022 | 800,000,000 | 8,000 |

The Group's objective when managing capital are to safeguard the Group's ability to continue as a going concern and to maximise the return to the shareholders through the optimisation of the debt and equity balance. The Group's overall strategy remains unchanged from prior years.

The capital structure of the Group consists of debt net of cash and cash equivalents and equity.

The management of the Group reviews the capital structure from time to time. As a part of this review, the management considers the cost of capital and the risks associated with each class of capital. Based on recommendations of the management, the Group will balance its overall capital structure through the payment of dividends, the issue of new shares, new debts or the redemption of existing debts.

The externally imposed capital requirements for the Group that in order to maintain its listing on the Stock Exchange is to have a public float of at least 25% of the shares of the Company throughout the year. Based on the information that is publicly available to the Company and within the knowledge of the directors, the Company has maintained a sufficient public float of at least 25% throughout the year ended 31 March 2022.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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28. SHARE OPTION SCHEME

Pursuant to the Company's share option scheme (the "Scheme") adopted on 22 February 2017 for the primary purpose of providing incentives to directors, eligible employees, consultant or adviser of the Group, the directors, employees, consultant or adviser of the Group may, at the discretion of the directors, be granted options to subscribe for shares in the Company at a price determined by its directors, but shall not be less than the highest of (i) the closing price of the shares as stated in the Stock Exchange's daily quotation sheet on the date of the offer of grant, which must be a trading day; (ii) the average closing price of the shares as stated in the Stock Exchange's daily quotation sheet for the five trading days immediately preceding the date of the offer of grant; and (iii) the nominal value of the shares on the date of grant of the option.

Without prior approval from the Company's shareholders, the total number of shares in respect of which options may be granted under the Scheme is not permitted to exceed 10% of the shares of the Company in issue at any point in time, and the number of shares in respect of which options may be granted to any individual in any one year is not permitted to exceed 1% of the shares of the Company in issue at any point in time.

The Scheme will remain in force for a period of ten years from the date of its adoption. Options granted must be taken up not later than 5 days after the date of grant. A consideration of HK\$1 is payable on acceptance of the offer of grant of an option.

The exercisable period of an option, which shall not exceed 10 years from the date of grant, is determined by the Board of Directors of the Company at their discretion.

No options have been granted since its adoption.

29. CAPITAL RISK MANAGEMENT

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

The capital structure of the Group consists of net debt, which includes bank borrowings and lease liability as disclosed in notes 24 and 25, respectively, net of cash and cash equivalents, and equity attributable to owners of the Company, comprising share capital, share premium, other reserve and retained profits.

The directors of the Company review the capital structure regularly. As part of this review, the directors consider the cost of capital and the risks associated with each class of capital. Based on recommendations of the directors, the Group will balance its overall capital structure through the payment of dividends, new share issues as well as the issue of new debts and redemption of existing debts.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 March 2022

30. FINANCIAL INSTRUMENTS

(a) Categories of financial instruments

| | 2022 HK\$'000 | 2021 HK\$'000 |
|------------------------------|------------------|------------------|
| Financial assets | | |
| Amortised cost | 126,631 | 116,716 |
| Financial liabilities | | |
| Amortised cost | 134,992 | 102,765 |

(b) Financial risk management objectives and policies

The Group's financial instruments include trade and other receivables, deposits, pledged bank deposits, bank balances and cash, trade and other payables and bank borrowings. Details of the financial instruments are disclosed in respective notes. The risks associated with these financial instruments include market risk (interest rate risk), credit risk and liquidity risk. The policies on how to mitigate these risks are set out below. The management of the Group manages and monitors these exposures to ensure appropriate measures are implemented in a timely and effective manner.

Market risk

Interest rate risk

The Group is exposed to fair value interest rate risk in relation to fixed-rate pledged bank deposits and lease liability as set out in notes 22 and 25. The Group is also exposed to cash flow interest rate risk in relation to bank balances and bank borrowings as set out in notes 22 and 24, which are arranged at floating rate. The Group aims at keeping borrowings at variable rates. The Group manages its interest rate exposures by assessing the potential impact arising from any interest rate movements based on interest rate level and outlook. The management will review the proportion of borrowings in fixed and floating rates and ensure they are within reasonable range.

The Group's cash flow interest rate risk is mainly concentrated on the fluctuation of HKPR of the relevant bank, HKD BLR and HIBOR arising from the Group's bank borrowings.

Sensitivity analysis

The sensitivity analysis below has been determined based on the exposure to interest rates for bank borrowings at the end of the reporting period. The analysis is prepared assuming the financial instruments outstanding at the end of the reporting period were outstanding for the whole year. A 50 basis points (2021: 50 basis points) increase or decrease is used when reporting interest rate risk internally to key management personnel. Bank balances are excluded from sensitivity analysis as the directors of the Company consider that the exposure of cash flow interest rate risk arising from variable-rate bank balances is insignificant.

If interest rates had been 50 basis points (2021: 50 basis points) higher/lower and all other variables were held constant, the Group's post-tax profit for the year ended 31 March 2022 would be decreased/increased by HK\$371,000 (2021: HK\$170,000).

In management's opinion, the sensitivity analysis is unrepresentative of the inherent interest rate risk as the year end exposure does not reflect the exposure during each of the reporting period.

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For the year ended 31 March 2022

30. FINANCIAL INSTRUMENTS (Continued)

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

Credit risk and impairment assessment

As at 31 March 2022, the Group's maximum exposure to credit risk which will cause a financial loss to the Group due to failure to discharge an obligation by the counterparties is arising from the carrying amount of the respective recognised financial assets as stated in the consolidated statement of financial position.

The Group is exposed to concentration of credit risk in relation to its trade receivables and contract assets from the Group's five major customers amounted to HK\$23,883,000 and HK\$75,385,000 (2021: HK\$25,357,000 and HK\$60,267,000) respectively which accounted for approximately 72% and 56% (2021: 60% and 46%) of the Group's trade receivables and contract assets respectively. The major customers of the Group are certain reputable corporations and the incorporated owners of buildings. The management of the Group considers that the credit risk is limited in this regard.

The Group is exposed to concentration of credit risk in relation to its other receivables and deposits from the Group's five major debtors amounted to HK\$25,465,000 (2021: HK\$25,827,000) which accounted for approximately 81% (2021: 83%) of the Group's total other receivables and deposits. The major debtors of the Group are certain insurance companies and subcontractors with existing and ongoing business relationship. The management of the Group considers that the credit risk is limited in this regard.

Other than disclosed above, the Group does not have any other significant concentration of credit risk.

Trade receivables and contract assets arising from contracts with customers

In order to minimise the credit risk, the management of the Group has delegated a team responsible for determination of credit limits and credit approvals and other monitoring procedures are in place to ensure that follow-up action is taken to recover overdue debts. In addition, the Group performs impairment assessment under ECL model on trade receivables and contract assets either individually for those trade receivables and contract assets with significant balances or on a collective basis through grouping of various debtors and contract assets that have similar credit risk characteristics by reference to the nature and industry of debtors. Internal credit rating has been given to each category of debtors after considering aging, repayment history and past due status of respective trade receivables. Estimated loss rates are based on probability of default and loss given default with reference to internal credit rating and are adjusted for forward-looking information that is reasonable and supportable available without undue costs or effort. The credit loss allowance amount of trade receivables and contract assets is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows. In this regard, the directors of the Company consider that the Group's credit risk is significantly reduced.

Other receivables and deposits

The Group assessed the impairment for its other receivables and deposits based on internal credit rating of these debtors which, in the opinion of the directors of the Company, have no significant increase in credit risk since initial recognition except for those assessed as doubtful. Estimated loss rate is based on probability of default and loss given default with reference to historical data and is adjusted for forward-looking information that is available without undue costs or effort. The aggregate loss allowance for other receivables and deposits was HK\$590,000 (2021: HK\$561,000) as at 31 March 2022.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 March 2022

30. FINANCIAL INSTRUMENTS (Continued)

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

Credit risk and impairment assessment (Continued)

Pledged bank deposits/bank balances

The Group is exposed to concentration of credit risk in relation to its pledged bank deposits and bank balances placed with a bank amounted to HK\$60,653,000 (2021: HK\$42,676,000) which accounted for approximately 99% (2021: 100%) of the Group's total pledged bank deposits and bank balances.

The credit risk on liquid funds is limited because the counterparties are banks with high credit ratings assigned by international credit-rating agencies. No loss allowance was recognised on pledged bank deposits/bank balances as the ECL is assessed to be insignificant.

The Group's internal credit risk grading assessment comprises the following categories applied for both years:

| Internal credit rating | Description | Trade receivables/ contract assets | Other financial assets |
|------------------------|--|---------------------------------------|---------------------------------------|
| Low risk | <p><i>For trade and other receivables and deposits:</i> The counterparty has low risk of default and has no outstanding debts past due over 90 days</p> <p><i>For contract assets:</i> Ongoing projects before commencement of defect liability period</p> | Lifetime ECL — not credit-impaired | 12-month ECL |
| Watch list | <p><i>For trade and other receivables and deposits:</i> The counterparty has outstanding debts past due over 90 days which are not considered as doubtful and the corresponding contract is not duly completed</p> <p><i>For contract assets:</i> Projects where defect liability period already commenced</p> | Lifetime ECL — not credit-impaired | 12-month ECL |
| Doubtful | There have been significant increases in credit risk since initial recognition through information developed internally or external resources | Lifetime ECL — not credit-impaired | Lifetime ECL — not credit-impaired |
| Loss | There is evidence indicating the asset is credit-impaired | Lifetime ECL — credit-impaired | Lifetime ECL — credit-impaired |
| Written-off | There is evidence indicating that the debtor is in severe financial difficulty and the Group has no realistic prospect of recovery | Amount is written off | Amount is written off |

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 March 2022

30. FINANCIAL INSTRUMENTS (Continued)

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

Credit risk and impairment assessment (Continued)

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

| | Notes | External credit ratings | Internal credit ratings | 12-month or lifetime ECL | Gross carrying amount | |
|---|-------|----------------------------|--|---|-----------------------------|------------------|
| | | | | | 2022 HK\$'000 | 2021 HK\$'000 |
| Financial assets at amortised cost | | | | | | |
| Trade receivables | 19 | N/A | Low risk (note 2) | Lifetime ECL — not credit-impaired (individually assessed) | 18,110 | 28,847 |
| | | N/A | Low risk (note 2) | Lifetime ECL — not credit-impaired (on a collective basis) | 3,224 | 6,926 |
| | | N/A | Watch list (note 2) | Lifetime ECL — not credit-impaired (individually assessed) | 11,044 | 5,262 |
| | | N/A | Watch list (note 2) | Lifetime ECL — not credit-impaired (on a collective basis) | 1,111 | 1,669 |
| Other receivables and deposits | 19 | N/A | Low risk (note 3) Doubtful (note 3) | 12-month ECL Lifetime ECL — not credit-impaired | 32,209 481 | 31,130 499 |
| Pledged bank deposits | 22 | A+ (note 1) | N/A | 12-month ECL | 10,000 | 10,000 |
| Bank balances | 22 | A+ to AA- (note 1) | N/A | 12-month ECL | 50,653 | 32,693 |
| Other items | | | | | | |
| Contract assets | 20 | N/A | Low risk (note 2) | Lifetime ECL — not credit-impaired (individually assessed) | 87,266 | 75,939 |
| | | N/A | Low risk (note 2) | Lifetime ECL — not credit-impaired (on a collective basis) | 18,353 | 10,395 |
| | | N/A | Watch list (note 2) | Lifetime ECL — not credit-impaired (individually assessed) | 26,995 | 38,488 |
| | | N/A | Watch list (note 2) | Lifetime ECL — not credit-impaired (on a collective basis) | 4,451 | 7,776 |

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 March 2022

30. FINANCIAL INSTRUMENTS (Continued)

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

Credit risk and impairment assessment (Continued)

Notes:

- The external credit ratings were quoted from Moody's.
- For trade receivables and contract assets, the Group has applied the simplified approach in HKFRS 9 to measure the credit loss allowance at lifetime ECL. During the current year, the Group determines the ECL on these items by individual assessment and on a collective basis in accordance with the prevailing industry environment and business conditions.

As part of the Group's credit risk management, the Group applies internal credit rating for its customers in relation to its operations. Trade receivables and contract assets with significant balances with an aggregate gross carrying amount of HK\$29,154,000 and HK\$114,261,000 respectively as at 31 March 2022 (2021: HK\$34,109,000 and HK\$114,427,000) were assessed individually.

The following tables provide information about the exposure to credit risk for the gross carrying amounts of trade receivables and contract assets, which are assessed on a collective basis as at 31 March 2022 and 2021, within lifetime ECL — not credit-impaired.

| Internal credit ratings | Trade receivables | | | |
|-------------------------|-------------------|--------------|-------------------|--------------|
| | Average loss rate | 2022 | Average loss rate | 2021 |
| | % | HK\$000 | % | HK\$000 |
| Low risk | 0.19 | 3,224 | 0.09 | 6,926 |
| Watch list | 1.32 | 1,111 | 1.06 | 1,669 |
| | | 4,335 | | 8,595 |

| Internal credit ratings | Contract assets | | | |
|-------------------------|-------------------|---------------|-------------------|---------------|
| | Average loss rate | 2022 | Average loss rate | 2021 |
| | % | HK\$000 | % | HK\$000 |
| Low risk | 1.62 | 18,353 | 1.49 | 10,395 |
| Watch list | 1.99 | 4,451 | 1.75 | 7,776 |
| | | 22,804 | | 18,171 |

The estimated loss rates are estimated based on probability of default and loss given default over the expected life of the trade receivables and are adjusted for forward-looking information that is available without undue costs or effort. The grouping is regularly reviewed by management to ensure relevant information about specific debtors is updated. The contract assets have substantially the same risk characteristics as the trade receivables for the same type of contracts. The Group has therefore concluded that the loss rates for trade receivables are approximately the same as the loss rates for contract assets.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 March 2022

30. FINANCIAL INSTRUMENTS (Continued)

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

Credit risk and impairment assessment (Continued)

Notes: (Continued)

3. For the purposes of internal credit risk management, the Group uses past due information to assess whether credit risk has increased significantly since initial recognition.

| | Average loss rate % | Not past due HK\$'000 | Average loss rate % | Past due HK\$'000 | Total HK\$'000 |
|--------------------------------|---------------------------|-----------------------------|---------------------------|----------------------|-------------------|
| At 31 March 2022 | | | | | |
| Other receivables and deposits | 1.39 | 32,209 | 29.84 | 481 | 32,690 |
| At 31 March 2021 | | | | | |
| Other receivables and deposits | 1.32 | 31,130 | 30.06 | 499 | 31,629 |

The following table shows the movement in lifetime ECL and 12-month ECL that have been recognised for trade receivables, contract assets and other receivables and deposits.

| | Lifetime ECL – not credit-impaired | | | Lifetime ECL – credit-impaired | 12-month ECL | Total HK\$'000 |
|--|------------------------------------|--------------------------------|----------------------------------|--------------------------------|--|-------------------|
| | Trade receivables HK\$'000 | Contract assets HK\$'000 | Other receivables HK\$'000 | Contract assets HK\$'000 | Other receivables and deposits HK\$'000 | |
| At 1 April 2020 | 312 | 2,040 | 232 | – | 235 | 2,819 |
| Changes due to financial instruments as 1 April 2020: | | | | | | |
| – Impairment loss recognised | 123 | 546 | – | – | 195 | 864 |
| – Impairment loss reversed | (93) | (770) | (82) | – | (69) | (1,014) |
| New financial assets originated or purchased | 29 | 435 | – | – | 50 | 514 |
| At 31 March 2021 | 371 | 2,251 | 150 | – | 411 | 3,183 |
| Changes due to financial instruments as 1 April 2021: | | | | | | |
| – Transfer to credit-impaired | – | (66) | – | 66 | – | – |
| – Impairment loss recognised | 148 | 897 | – | 5,574 | 183 | 6,802 |
| – Impairment loss reversed | (365) | (931) | (6) | – | (161) | (1,463) |
| – Write-off | – | – | – | (5,640) | – | (5,640) |
| New financial assets originated or purchased | 83 | 378 | – | – | 13 | 474 |
| At 31 March 2022 | 237 | 2,529 | 144 | – | 446 | 3,356 |

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 March 2022

30. FINANCIAL INSTRUMENTS (Continued)

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

Liquidity risk

In the management of the liquidity risk, the Group monitors and maintains a level of cash and cash equivalents deemed adequate by the management of the Group to finance the Group's operations and mitigate the effects of fluctuations in cash flows. The management of the Group believes that the Group will have sufficient working capital for its future operational requirement.

The Group relies on bank borrowings as a significant source of liquidity. The Group has available unutilised banking facilities of HK\$48,666,000 as at 31 March 2022 (2021: HK\$25,509,000).

The following table details the Group's remaining contractual maturity for its non-derivative financial liabilities. The table has been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Group can be required to pay. The table includes both interest and principal cash flows. To the extent that interest flows are floating rate, the undiscounted amount is derived from interest rate at the end of the reporting period.

Liquidity and interest risk table

| | Weighted average interest rate % | On demand or less than 1 month HK\$'000 | 1 to 3 months HK\$'000 | 3 months to 1 year HK\$'000 | 1 year to 5 years HK\$'000 | Total undiscounted cash flows HK\$'000 | Carrying amount at 31.3.2022 HK\$'000 |
|--------------------------|---|--|------------------------------|--------------------------------------|-------------------------------------|---|---|
| 31 March 2022 | | | | | | | |
| Trade and other payables | – | 46,152 | – | – | – | 46,152 | 46,152 |
| Bank borrowings | 4.90 | 88,840 | – | – | – | 88,840 | 88,840 |
| Lease liability | 5.50 | 131 | 262 | 1,077 | 3,827 | 5,297 | 4,812 |
| | | 135,123 | 262 | 1,077 | 3,827 | 140,289 | 139,804 |

| | Weighted average interest rate % | On demand or less than 1 month HK\$'000 | 1 to 3 months HK\$'000 | 3 months to 1 year HK\$'000 | 1 year to 5 years HK\$'000 | Total undiscounted cash flows HK\$'000 | Carrying amount at 31.3.2021 HK\$'000 |
|--------------------------|---|--|------------------------------|--------------------------------------|-------------------------------------|---|---|
| 31 March 2021 | | | | | | | |
| Trade and other payables | – | 62,105 | – | – | – | 62,105 | 62,105 |
| Bank borrowings | 4.98 | 40,660 | – | – | – | 40,660 | 40,660 |
| Lease liability | 3.32 | 16 | 32 | 145 | – | 193 | 191 |
| | | 102,781 | 32 | 145 | – | 102,958 | 102,956 |

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 March 2022

30. FINANCIAL INSTRUMENTS (Continued)

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

Liquidity risk (Continued)

Bank borrowings with repayment on demand clauses are included in the “On demand or less than 1 month” time band in the above maturity analysis. As at 31 March 2022, the aggregate undiscounted cash flows of these bank borrowings amounted to HK\$90,807,000 (2021: HK\$41,847,000). Taking into account the Group’s financial position, the directors of the Company do not believe that it is probable that the banks will exercise their discretionary rights to demand immediate repayment. The directors of the Company believe that such bank borrowings will be repaid in accordance with the scheduled repayment dates set out in the loan agreements. At that time, the aggregate principal and interest cash outflows (estimated based on the interest rate at the end of the reporting period) are set out below.

| | Weighted average interest rate % | On demand or less than 1 month HK\$'000 | 1 to 3 months HK\$'000 | 3 months to 1 year HK\$'000 | 1 year to 2 years HK\$'000 | 2 years to 5 years HK\$'000 | Over 5 years HK\$'000 | Total undiscounted cash flows HK\$'000 | Carrying amount HK\$'000 |
|----------------------|---|--|------------------------------|--------------------------------------|-------------------------------------|--------------------------------------|-----------------------------|---|--------------------------------|
| 31 March 2022 | | | | | | | | | |
| Bank borrowings | 4.90 | 18,260 | 53,229 | 9,448 | 1,494 | 4,652 | 3,718 | 90,801 | 88,840 |
| 31 March 2021 | | | | | | | | | |
| Bank borrowings | 4.98 | 2,542 | 29,443 | 2,642 | 1,519 | 4,428 | 1,273 | 41,847 | 40,660 |

The amounts included above for variable interest rate instruments for non-derivative financial liabilities are subject to change if changes in variable interest rates differ to those estimates of interest rates determined at the end of the reporting period.

(c) Fair values of financial instruments that are not measured at fair value on a recurring basis

The fair values of financial assets and financial liabilities are determined in accordance with generally accepted pricing models based on discounted cash flow analysis with the most significant inputs being the discount rate that reflects the credit risk of counterparties.

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

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 March 2022

31. RETIREMENT BENEFITS PLAN

The Group participates in the MPF Scheme for all qualifying employees in Hong Kong. The assets of the above scheme are held separately from those of the Group, in funds under the control of trustees. The Group contributes at the lower of HK\$1,500 per month or 5% of the relevant payroll costs to the MPF Scheme.

The total cost charged to profit or loss of HK\$620,000 (2021: HK\$723,000) represents contributions paid or payable to the above scheme by the Group for the year. As at 31 March 2022, contributions of HK\$103,000 (2021: HK\$113,000) due in respect of the corresponding reporting periods had not been paid over to the scheme.

During the year, there were no forfeited contributions which arose upon employees leaving the scheme prior to their interests in the Group's contribution becoming fully vested and which are available to reduce the contributions payable by the Group in future years.

32. RECONCILIATION OF LIABILITIES ARISING FROM FINANCING ACTIVITIES

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

| | Dividend payable HK\$'000 | Lease liability HK\$'000 (note 25) | Bank borrowings HK\$'000 (note 24) | Total HK\$'000 |
|-----------------------------------|---|---|---|--------------------------|
| At 1 April 2020 | – | 468 | 53,187 | 53,655 |
| Financing cash flows | (2,000) | (291) | (14,416) | (16,707) |
| Dividend declared (note 12) | 2,000 | – | – | 2,000 |
| Interest expenses | – | 14 | 1,889 | 1,903 |
| At 31 March 2021 and 1 April 2021 | – | 191 | 40,660 | 40,851 |
| Financing cash flows | (2,000) | (878) | 45,949 | 43,071 |
| New lease entered | – | 5,358 | – | 5,358 |
| Dividend declared (note 12) | 2,000 | – | – | 2,000 |
| Interest expenses | – | 141 | 2,231 | 2,372 |
| At 31 March 2022 | – | 4,812 | 88,840 | 93,652 |

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 March 2022

33. PLEDGE OF ASSETS

At the end of the reporting period, the carrying amounts of the assets pledged by the Group to banks in order to secure bank loans, lease liability and general banking facilities granted by these banks to the Group, and to the insurance companies in order to secure the surety bonds granted by the insurance companies to the Group are as follows:

| | 2022 HK\$'000 | 2021 HK\$'000 |
|-----------------------------|------------------|------------------|
| Leasehold land and building | – | 6,023 |
| Right-of-use asset | – | 227 |
| Investment property | 8,100 | – |
| Pledged bank deposits | 10,000 | 10,000 |
| Trade receivables | 18,080 | 20,517 |
| Deposits for surety bonds | 16,977 | 15,533 |
| | 53,157 | 52,300 |

34. RELATED PARTY DISCLOSURES

(i) Transactions

Other than the dividends and personal guarantees as set out in notes 12 and 24 and short-term lease expense of a car parking space paid to a director of HK\$60,000 (2021: HK\$60,000) during the year ended 31 March 2022, the Group did not enter any other transactions with its related parties during both years.

(ii) Compensation of key management personnel

| | 2022 HK\$'000 | 2021 HK\$'000 |
|--|------------------|------------------|
| Director's fees | 432 | 432 |
| Salaries and other allowances | 4,290 | 2,772 |
| Retirement benefits scheme contributions | 36 | 36 |
| | 4,758 | 3,240 |

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

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 March 2022

35. SURETY BONDS

Certain customers of construction contracts undertaken by the Group require the Group to issue guarantees for the performance of contract works in the form of surety bonds and secured by deposits. The surety bonds will be released when the construction contracts are practically completed.

At the end of the reporting period, the Group had outstanding surety bonds as follows:

| | 2022 HK\$'000 | 2021 HK\$'000 |
|-------------------------------|------------------|------------------|
| Issued by insurance companies | 41,540 | 33,680 |

36. PARTICULARS OF SUBSIDIARIES

Particulars of the subsidiaries of the Company as at 31 March 2022 and 2021 were as follows:

| Name of subsidiary | Place and date of incorporation | Issued and fully paid ordinary share capital | Effective interest attributable to the Group as at 31 March | | Principal activities |
|--|---|--|---|-----------|---|
| | | | 2022 % | 2021 % | |
| Idea Lion Limited* | The British Virgin Islands (the "BVI") 26 September 2016 | United States dollar ("US\$") 10 | 100 | 100 | Investment holding |
| Diamond Step Ventures Limited* | The BVI 26 September 2016 | US\$22 | 100 | 100 | Investment holding |
| Fulam Construction Engineering Company Limited | Hong Kong 3 September 1999 | HK\$2,200,000 | 100 | 100 | Building renovation and construction services |
| Fulam Engineering Hong Kong Company Limited | Hong Kong 4 June 2012 | HK\$10 | 100 | 100 | Building renovation and construction services |
| Diamond Fort Investments Limited | The BVI 26 July 2021 | US\$100 | 100 | – | Inactive |
| Double Winner Developments Limited | The BVI 5 August 2021 | US\$100 | 100 | – | Inactive |
| Zero Environment Engineering Company Limited | Hong Kong 12 August 2021 | HK\$10 | 100 | – | Trading of floodlight |

* Directly held by the Company

None of the subsidiaries had any debt securities outstanding at the end of the each reporting period or at any time during both years.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 March 2022

37. SUMMARISED FINANCIAL INFORMATION OF THE COMPANY

Statement of financial position

| | 2022 HK\$'000 | 2021 HK\$'000 |
|--|------------------|------------------|
| Non-current assets | | |
| Investments in subsidiaries — cost | 31,646 | 31,644 |
| Investments in subsidiaries — deemed contribution (note i) | 3,690 | 3,690 |
| Amounts due from subsidiaries | 24,628 | 27,577 |
| | 59,964 | 62,911 |
| Current asset | | |
| Bank balances and cash | 53 | 107 |
| Current liability | | |
| Other payables | 30 | – |
| Net current assets | 23 | 107 |
| Total assets less current liability | 59,987 | 63,018 |
| Capital and reserves | | |
| Share capital (note 27) | 8,000 | 8,000 |
| Reserves (note ii) | 51,987 | 55,018 |
| Total equity | 59,987 | 63,018 |

Approved by the Board of Directors on 24 June 2022 and are signed on its behalf by:

Leung Ka Ho, Raymond
Chairman

Ho Chi Kwan
Executive Director

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 March 2022

37. SUMMARISED FINANCIAL INFORMATION OF THE COMPANY (Continued)

Statement of financial position (Continued)

Notes:

- (i) The amount represents the imputed interest on the amounts due from subsidiaries and such amount was capitalised as part of the investments in subsidiaries in prior years.
- (ii) Movements of share premium and reserves

| | Share premium | Merger reserve | Accumulated losses | Total |
|---|------------------|-------------------|-----------------------|----------|
| | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 |
| | (note) | | | |
| At 1 April 2020 | 37,777 | 31,644 | (10,836) | 58,585 |
| Loss and total comprehensive expense for the year | – | – | (1,567) | (1,567) |
| Dividend paid (note 12) | (2,000) | – | – | (2,000) |
| At 31 March 2021 | 35,777 | 31,644 | (12,403) | 55,018 |
| Loss and total comprehensive expense for the year | – | – | (1,031) | (1,031) |
| Dividend paid (note 12) | (2,000) | – | – | (2,000) |
| At 31 March 2022 | 33,777 | 31,644 | (13,434) | 51,987 |

Note: The Company's reserves available for distribution to the shareholders represents share premium, net of accumulated losses, in accordance with the Companies Law, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands.

38. EVENT AFTER REPORTING PERIOD

On 20 May 2022, a subsidiary of the Company, Fulam Construction Engineering Company Limited, placed a deposit of approximately US\$1.3 million (equivalent to approximately HK\$10.0 million) to an insurance company for subscription of a key man insurance policy, of which the beneficiary is Fulam Construction Engineering Company.

39. APPROVAL OF FINANCIAL STATEMENTS

The consolidated financial statements were approved and authorised for issue by the Board of Directors on 24 June 2022.

FINANCIAL SUMMARY

CONSOLIDATED RESULTS

| | Year ended 31 March | | | | 2022 HK\$'000 |
|------------------------|---------------------|-------------------------------|------------------------------|------------------|------------------|
| | 2018 HK\$'000 | 2019 HK\$'000 (note ii) | 2020 HK\$'000 (note i) | 2021 HK\$'000 | |
| Revenue | 445,467 | 277,568 | 404,021 | 281,666 | 257,209 |
| Profit before taxation | 27,845 | 22,054 | 23,597 | 25,023 | 9,635 |
| Income tax expense | (4,706) | (3,898) | (4,083) | (3,580) | (1,613) |
| Profit for the year | 23,139 | 18,156 | 19,514 | 21,443 | 8,022 |

CONSOLIDATED ASSETS AND LIABILITIES

| | At 31 March | | | | 2022 HK\$'000 |
|-------------------|------------------|------------------|------------------|------------------|------------------|
| | 2018 HK\$'000 | 2019 HK\$'000 | 2020 HK\$'000 | 2021 HK\$'000 | |
| Total assets | 202,529 | 202,510 | 243,392 | 260,866 | 296,690 |
| Total liabilities | (114,986) | (109,965) | (135,333) | (133,364) | (160,811) |
| Net assets | 87,543 | 92,545 | 108,059 | 127,502 | 135,879 |

Notes:

- (i) The results for the year ended 31 March 2020 have been impacted by the adoption of new financial reporting standard — HKFRS 16. The Group has taken transitional provisions and methods not to restate comparative information for prior years. The comparative information continues to be reported under the accounting policies prevailing prior to 1 April 2019.
- (ii) The results for the year ended 31 March 2019 have been impacted by the adoption of new financial reporting standards — HKFRS 9 and HKFRS 15. The Group has taken transitional provisions and methods not to restate comparative information for prior years. The comparative information continues to be reported under the accounting policies prevailing prior to 1 April 2018.