

The cover features a light blue background with several circular cutouts. The top-left cutout shows water fountains. The bottom-left cutout shows a swimming pool with a metal handrail. The bottom-right cutout shows a close-up of water splashing. The text 'Annual Report 2020/21' is written in a blue, serif font, curving along the top-right edge of the central circular graphic.

Annual Report 2020/21

Hao Bai International (Cayman) Limited
浩柏國際（開曼）有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 8431)



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This report, for which the directors (the “Directors”) of Hao Bai International (Cayman) Limited (the “Company”), 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 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 report misleading.



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CORPORATE INFORMATION

BOARD OF DIRECTORS

Executive Directors

Mr. Nam Ho Kwan (*Chairman*)

Mr. Ng Wan Lok

Ms. Wong Wing Hung

Ms. Wang Rui

Independent non-executive Directors

Mr. Chen Lei

Dr. Lam King Sun Frankie (Appointed on 23 June 2020)

Mr. Tsang Yung Fat

(Appointed on 6 April 2020 and resigned on 1 April 2021)

Mr. Wu Kam On Keith (Resigned on 6 April 2020)

Mr. Lau Wai Hung (Resigned on 23 June 2020)

COMPANY SECRETARY

Mr. Chong Ching Hoi (Resigned on 15 April 2021)

COMPLIANCE OFFICER

Ms. Wong Wing Hung

AUTHORISED REPRESENTATIVES

Mr. Nam Ho Kwan

Mr. Ng Wan Lok (Appointed on 15 April 2021)

Mr. Chong Ching Hoi (Resigned on 15 April 2021)

AUDIT COMMITTEE

Mr. Tsang Yung Fat

(Appointed on 6 April 2020 and resigned on 1 April 2021)

(*Chairman of Audit Committee*)

Mr. Chen Lei

Dr. Lam King Sun Frankie (Appointed on 23 June 2020)

Mr. Wu Kam On Keith (Resigned on 6 April 2020)

Mr. Lau Wai Hung (Resigned on 23 June 2020)

REMUNERATION COMMITTEE

Dr. Lam King Sun Frankie (Appointed on 23 June 2020)

(*Chairman of Remuneration Committee*)

Mr. Chen Lei

Mr. Tsang Yung Fat

(Appointed on 6 April 2020 and resigned on 1 April 2021)

Mr. Wu Kam On Keith (Resigned on 6 April 2020)

Mr. Lau Wai Hung (Resigned on 23 June 2020)

NOMINATION COMMITTEE

Mr. Nam Ho Kwan (*Chairman of Nomination Committee*)

Mr. Chen Lei

Dr. Lam King Sun Frankie (Appointed on 23 June 2020)

Mr. Tsang Yung Fat

(Appointed on 6 April 2020 and resigned on 1 April 2021)

Mr. Wu Kam On Keith (Resigned on 6 April 2020)

Mr. Lau Wai Hung (Resigned on 23 June 2020)

AUDITOR

Mazars CPA Limited

REGISTERED OFFICE

Cricket Square, Hutchins Drive

P.O. Box 2681

Grand Cayman, KY1-1111

Cayman Islands

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Wah Shing Industrial Building

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Hong Kong

PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

Conyers Trust Company (Cayman) Limited

Cricket Square, Hutchins Drive

P.O. Box 2681

Grand Cayman, KY1-1111

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

Nanyang Commercial Bank, Limited

Hang Seng Bank Limited

WEBSITE ADDRESS

www.harmonyasia.com

STOCK CODE

8431



CHAIRMAN'S STATEMENT

Dear Shareholders,

On behalf of the board of Directors (the "Board") of Hao Bai International (Cayman) Limited (the "Company"), it is my pleasure to present the audited financial statements of the Company and its subsidiaries (collectively referred to as the "Group") for the year ended 31 March 2021.

REVIEW AND RESULTS

The Group is a Hong Kong-based contractor specialised in design, procurement and installation services of water circulation systems, including swimming pools, water fountains and water curtains, etc..

The financial Year 2020/2021 was another challenging year for us. The external macroeconomic slowdown and the persistent outbreak of coronavirus pandemic had continued to deteriorating markets in both Hong Kong and Macau.

During the year ended 31 March 2021, the total revenue of the Group decreased by approximately HK\$60.5 million or 69.5% from approximately HK\$87.1 million for the year ended 31 March 2020 to approximately HK\$26.6 million for the year ended 31 March 2021.

The Group's net loss increased from approximately HK\$21.9 million for the year ended 31 March 2020 to approximately HK\$28.9 million for the year ended 31 March 2021.

OUTLOOK

Looking forward, given the uncertainty of the duration of the coronavirus pandemic, it is expected that the pandemic may continue to affect the business environment in Hong Kong and Macau in the foreseeable future. The high labour cost and shortage of experienced labour caused by reduced labour mobility in light of the travel restrictions due to the coronavirus pandemic between Hong Kong, Macau and the mainland China are amongst the challenges which industry peers have faced. It is expected that the Group will continue to face such intense competition to secure projects amid the downturn of economy while we use our best efforts to manage the progress and costs of projects to enhance our competitiveness in sourcing projects. Although the Directors remain confident in the long term business outlook of Hong Kong and Macau and also the performance of the Group, the financial results of the Group in particular in the first half of Financial Year 2021/2022 may potentially be affected as a result of the adversities.

Riding on our solid experience in design, procurement and installation services of water circulation system and our established business connections with various main contractors and property developers in the industry, the Group will explore the opportunities to diversify or expand our businesses in Hong Kong, Macau and mainland China to maintain the continuous growth of the Group. The Directors will also keep close track of the economic environment and evaluate its business strategies from time to time to adapt the challenging market for the sustainable development of the Group and grasp any potential business opportunities to enhance the long-term potential growth in the future and generate the best returns to the shareholders.



CHAIRMAN'S STATEMENT

A NOTE OF APPRECIATION

On behalf of the Board, I wish to take this opportunity to express my deep gratitude to our shareholders, clients, business partners, and suppliers for their continuous support. I would also like to express our sincere appreciation to the Group's management and staff for their commitment, contribution and dedication throughout the years.

Nam Ho Kwan

Chairman

Hong Kong, 30 June 2021



MANAGEMENT DISCUSSION AND ANALYSIS

BUSINESS REVIEW

The Group is a Hong Kong-based contractor specialised in design, procurement and installation services of water circulation systems, including swimming pools, water fountains and water curtains, etc. We provide services mainly to developers, main contractors and subcontractors in various private residential projects and hotel, casino, shopping and recreation complex projects in Hong Kong and Macau. Our services are mainly categorised as (i) management contracting services – design, procurement and installation of water circulation systems, (ii) consultancy services – provision of consultancy services on water circulation systems and (iii) maintenance services – provision of maintenance and repair services for water circulation systems. For the year ended 31 March 2021, the Group had 20 management contracting projects and nil consulting projects (2020: 28 management contracting projects and nil consulting projects) with revenue contribution.

During the Reporting Period, the Group's net loss increased by approximately HK\$7.0 million or 32.1% from approximately HK\$21.9 million for the year ended 31 March 2020 to approximately HK\$28.9 million for the year ended 31 March 2021. Such increase was mainly attributable to substantial drop of revenue recorded by the Group in respect of the Reporting Period during which Hong Kong has been undergoing a historic economic downturn as impacted by the coronavirus pandemic. Affected by the extremely weak business sentiment in both Hong Kong and Macau, new construction or property development projects in the market decrease drastically leading to very keen competition that the Group has ever encountered in tendering for new projects for its water circulation systems.

FINANCIAL REVIEW

Revenue

Our total revenue decreased by approximately HK\$60.5 million or 69.5% from approximately HK\$87.1 million for the year ended 31 March 2020 to approximately HK\$26.6 million for the year ended 31 March 2021.

The substantial drop in our revenue was recorded by the Group in respect of the Reporting Period during which Hong Kong has been undergoing a historic economic downturn spawned by the continuous outbreak of coronavirus pandemic. Affected by the extremely weak business sentiment, new construction or property development projects in our operating markets decrease drastically leading to a drop to the number of new projects awarded to the Group and a very keen competition that the Group has ever encountered in tendering for new projects for its water circulation systems.

Cost of services

The Group's cost of services mainly consists of (i) consumables; (ii) sub-contracting fees; (iii) staff costs; (iv) consulting fees; (v) labour cost; and (vi) other expenses.

Our cost of services decreased by approximately HK\$55.7 million or 69.7% from approximately HK\$79.9 million for the year ended 31 March 2020 to approximately HK\$24.2 million for the year ended 31 March 2021. Such decrease was primarily driven by the decrease in sub-contracting fees of approximately HK\$42.0 million and the decrease in cost of consumables of approximately HK\$10.9 million, which were mainly due to the decrease in revenue as discussed above and as a result, less amount of parts and components were procured for the projects and less labour were required to execute the project work.

MANAGEMENT DISCUSSION AND ANALYSIS

Gross profit and gross profit margin

Our gross profit decreased by approximately HK\$4.8 million or 67.2% from approximately HK\$7.2 million for the year ended 31 March 2020 to approximately HK\$2.4 million for the year ended 31 March 2021. Such decrease was primarily attributable to the decrease in revenue as discussed above.

The overall gross profit margin remained relatively stable at approximately 8.9% (2020: approximately 8.3%) for the year ended 31 March 2021.

Other income

Our other income increased from approximately HK\$363,000 for the year ended 31 March 2020 to approximately HK\$1,516,000 for the year ended 31 March 2021, primarily due to the subsidies received from the HKSAR Government under the Employment Support Scheme during the year ended 31 March 2021.

Administrative expenses

Our administrative expenses increased by approximately HK\$3.9 million or 14.7% from approximately HK\$26.3 million for the year ended 31 March 2020 to approximately HK\$30.2 million for the year ended 31 March 2021, primarily due to (i) the increase in legal costs of approximately HK\$2.5 million from approximately HK\$2.8 million for the year ended 31 March 2020 to approximately HK\$5.3 million for the year ended 31 March 2021 incurred in connection with the arbitration award involving the projects located at Kennedy Town and Sham Shui Po; and (ii) the increase in the written off and/or impairment loss of contract assets and trade debtors of approximately HK\$5.7 million from approximately HK\$6.9 million for the year ended 31 March 2020 to approximately HK\$12.6 million for the year ended 31 March 2021. Such increase was partially off-set by the decrease in staff costs of approximately HK\$2.3 million.

Finance costs

Our finance costs decreased by approximately HK\$0.4 million or 12.1% from approximately HK\$3.0 million for the year ended 31 March 2020 to approximately HK\$2.6 million for the year ended 31 March 2021, primarily due to the settlement of certain bank borrowings in December 2020.

Income tax expenses

For the year ended 31 March 2021, there was no assessable profits in Hong Kong and Macau and as a result, no income tax expense was provided. For the year ended 31 March 2020, the income tax expenses represented the underprovision of Hong Kong Profits Tax and Macau Complementary Tax in prior years.

Net loss

As a result of the foregoing, our net loss increased from approximately HK\$21.9 million for the year ended 31 March 2020 to approximately HK\$28.9 million for the year ended 31 March 2021.



MANAGEMENT DISCUSSION AND ANALYSIS

Written-off and loss allowance on contracts assets and trade debtors

The Group assessed impairment loss on contract assets and trade debtors by simplified approach in calculating expected credit loss (“ECL”) for the contract assets and trade debtors and recognises a loss allowance based on lifetime ECL at each reporting date and specifically estimated the ECL for each debtor by reference to its historical credit loss experience, adjusted for forward-looking factors specific to the debtors and the economic environment. At the end of the reporting period, there was a specific written-off of trade debtors and contract assets amounted to approximately HK\$6.6 million (2020: HK\$6.9 million), and an impairment loss of approximately HK\$6.0 million (2020: Nil) recognised by the Group on the trade debtors and contract assets. Details of the impairment assessment on trade debtors and contract assets are set out in note 25 to the consolidated financial statements.

DIVIDENDS

No dividend was declared or proposed by the Board for both years ended 31 March 2021 and 2020.

LIQUIDITY, FINANCIAL RESOURCES AND FUNDING

As at 31 March 2021, the Group had total assets of approximately HK\$117.6 million (2020: approximately HK\$155.1 million), which is financed by total liabilities and shareholders’ equity (comprising share capital and reserves) of approximately HK\$70.1 million (2020: approximately HK\$78.7 million) and approximately HK\$47.5 million (2020: approximately HK\$76.4 million), respectively.

The total interest-bearing loans and borrowings (interest-bearing bank borrowings and bank overdrafts) of the Group as at 31 March 2021 were approximately HK\$36.6 million (2020: approximately HK\$42.5 million), and current ratio as at 31 March 2021 was approximately 1.7 times (2020: approximately 2.0 times).

The Group’s borrowings and bank balances are mainly denominated in Hong Kong dollars and there was no significant exposure to foreign exchange rate fluctuations during the year.

The Group’s gearing ratio, which is calculated by total borrowings and bank overdrafts divided by total equity, increased from approximately 55.6% as at 31 March 2020 to approximately 77.1% as at 31 March 2021. The increase was primarily due to the decrease in the total equity as a result of the net loss for the year ended 31 March 2021.

CAPITAL STRUCTURE

The Shares were successfully listed on the GEM of the Stock Exchange on 26 May 2017 (the “Listing”). Immediately upon the Listing, the total issued share capital of the Company was HK\$13,000,000 divided into 1,300,000,000 Shares of par value of HK\$0.01 each. There has been no change in the capital structure of the Group since then. The share capital of the Group only comprises of ordinary shares.

As at 31 March 2021 and 2020, the Company’s issued share capital was HK\$13,000,000 divided into 1,300,000,000 ordinary Shares of par value of HK\$0.01 each.

MANAGEMENT DISCUSSION AND ANALYSIS

CAPITAL COMMITMENTS

As at 31 March 2021 and 2020, the Group did not have any capital commitments contracted but not provided for.

SEGMENTAL INFORMATION

Segmental information is presented for the Group as disclosed on note 3 to the consolidated financial statements.

FUTURE PLANS FOR MATERIAL INVESTMENTS AND CAPITAL ASSETS

As at 31 March 2021, the Group did not have any plans for material investments and capital assets.

MATERIAL ACQUISITIONS AND DISPOSALS OF SUBSIDIARIES AND AFFILIATED COMPANIES

During the year ended 31 March 2021, the Group did not have any material acquisitions or disposals of subsidiaries and affiliated companies.

CONTINGENT LIABILITIES

Save as disclosed in note 29 to the consolidated financial statements, as at 31 March 2021 and 2020, the Group did not have other material contingent liabilities.

FOREIGN CURRENCY EXPOSURE

The Group's revenue generating operations are mainly transacted in HK\$ and MOP. The Directors consider the impact of foreign exchange exposure to the Group is minimal.

PLEDGE OF ASSETS

Save as disclosed in note 28 to the consolidated financial statements, as at 31 March 2021 and 2020, the Group did not have other pledge of assets.

EMPLOYEES AND REMUNERATION POLICIES

As at 31 March 2021, the Group employed a total of 29 employees (2020: 37 employees). The staff costs, including Directors' emoluments, of the Group were approximately HK\$10.4 million for the year ended 31 March 2021 (2020: approximately HK\$16.2 million).

The Group promotes individuals based on their performance and development potential in the positions held. In order to attract and retain high quality staff, competitive remuneration package is offered to employees (with reference to market norms and individual employees' performance, qualification and experience). On top of basic salaries, bonuses may be paid with reference to the Group's performance as well as individual's performance. Other staff benefits include provision of retirement benefits, medical benefits and sponsorship of training courses. Share options may also be granted to eligible employees by reference to the Group's performance as well as individual contribution.



CORPORATE GOVERNANCE REPORT

CORPORATE GOVERNANCE PRACTICE

The directors of the Company (the “Directors”) and the management of the Company and its subsidiaries (the “Group”) recognise the importance of sound corporate governance to the long-term success and development of the Group. Therefore, the Board is committed to uphold good corporate standards and procedures, so as to improve the accountability system and transparency of the Group, and protect the interests and create values for shareholders of the Company (the “Shareholders”).

The Company’s corporate governance practices are based on the principles and code provisions as set out in the Corporate Governance Code (the “CG Code”) and Corporate Governance Report as set out in Appendix 15 of the Rules Governing the Listing of Securities on GEM on The Stock Exchange of Hong Kong Limited (the “GEM Listing Rules”). Throughout the year ended 31 March 2021 (the “Reporting Period”), the Company has adopted and complied with, where applicable, the CG Code except for Code Provision A.2.1 of the CG Code, to ensure that the Group’s business activities and decision-making processes are regulated in a proper and prudent manner.

Pursuant to Code Provision A.2.1 of the CG Code, the roles of chairman and chief executive officer should be separate and should not be performed by the same individual. Mr. Nam Ho Kwan is currently the Chairman of the Board of Directors of the Company (the “Board”) and the Chief Executive Officer, responsible for formulating the overall business development strategy and planning of the Group. In view of that, Mr. Nam has been responsible for the overall management of the Group since its inception, the Board believes that it is in the best interest of the Group to have Mr. Nam taking up both roles for effective management and business development.

Pursuant to Rule 5.05(1) of the GEM Listing Rules, every board of directors of a listed issuer must include at least three independent non-executive directors. Pursuant to Rule 5.05(2) of the GEM Listing Rules, at least one of the independent non-executive directors must have appropriate professional qualifications or accounting or related financial management expertise. Pursuant to Rule 5.28 of the GEM Listing Rules, the audit committee must comprise a minimum of three members, at least one of whom is an independent non-executive director with appropriate professional qualifications or accounting or related financial management expertise as required under Rule 5.05(2) of the GEM Listing Rules. Subsequent to the Reporting Period, Mr. Tsang Yung Fat had resigned as the independent non-executive Director and ceased to be the Chairman of the Audit Committee and member of the Remuneration Committee and Nomination Committee with effect from 1 April 2021 which resulted in non-compliance with Rules 5.05(1) and 5.05(2) of the GEM Listing Rules from 1 April 2021. Rule 5.06 of the GEM Listing Rules stipulates that a listed issuer shall appoint a sufficient number of independent non-executive directors to meet the minimum number requirement within three months after failing to meet the requirement. The Board is in the course of identifying suitable candidate for appointment as a new independent non-executive Director so as to meet the requirement under Rule 5.06 of the GEM Listing Rules.

CORPORATE GOVERNANCE REPORT

Mr. Chong Ching Hoi resigned as the Company Secretary of the Company with effect from 15 April 2021 which results in the non-compliance of the Rule 5.14 of the GEM Listing Rules. The Board is in the course of identifying suitable candidate to fill up the vacancy of the Company Secretary so as to meet the requirements under Rule 5.14 of the GEM Listing Rules. For further details, please refer to the Company's announcement dated 15 April 2021 and below section headed "Company Secretary".

Save as disclosed above, the Board is pleased to report compliance with all applicable code provisions of the CG Code during the Reporting Period.

BOARD OF DIRECTORS

The Board is directly, and indirectly through its Board Committees, responsible for the overall management of the business of the Group, formulating the Group's overall strategic direction and maintaining appropriate levels of review, challenge and guidance in its relationship with the management. The management of the Group (the "Management") is delegated with the authority and responsibility by the Board for the day-to-day management and administration of the Group. The Board is provided with regular updates from the Management to give a balanced and understandable assessment of the performance, recent development and prospects of the Group.

The Board is the ultimate decision-making body for all matters considered material to the Group and be responsible to corporate governance functions either by itself or delegated to its Board Committees as set out in Code Provision D.3.1 of the CG Code which include the following:

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



CORPORATE GOVERNANCE REPORT

COMPOSITION OF THE BOARD

As at the date of this report, the Board comprises six Directors, including four executive Directors and two independent non-executive Directors (the “INEDs”) as set out below:

Executive Directors

Mr. Nam Ho Kwan (*Chairman and Chief Executive Officer*)

Mr. Ng Wan Lok

Ms. Wong Wing Hung

Ms. Wang Rui

Independent Non-executive Directors

Mr. Chen Lei

Dr. Lam King Sun Frankie (appointed on 23 June 2020)

Mr. Wu Kam On Keith and Mr. Lau Wai Hung resigned as Director with effect from 6 April 2020 and 23 June 2020, respectively. Mr. Tsang Yung Fat (“Mr. Tsang”) was appointed as Director with effect from 6 April 2020 and resigned as Director with effect from 1 April 2021.

Biographical details of the current Directors are set out in “Biographical Details of the Directors and Senior Management” on pages 35 to 38 of this annual report.

In compliance with Rules 5.05(1) and (2), and 5.05A of the GEM Listing Rules, the Company had appointed the INEDs representing not less than one-third of the Board and at least one of whom has appropriate professional qualifications, or accounting or related financial management expertise during the Reporting Period. Following the resignation of Mr. Tsang as Director with effect from 1 April 2021, the Board only comprises four Executive Directors and two INEDs and no independent non-executive director who has the appropriate professional qualifications or accounting or related financial management expertise which resulted in non-compliance with Rules 5.05(1) and 5.05(2) of the GEM Listing Rules since 1 April 2021. The Company has received from the INEDs the annual confirmation of their independence as of the date of this Report, and the Company considers such Directors to be independent in accordance with Rule 5.09 of the GEM Listing Rules.

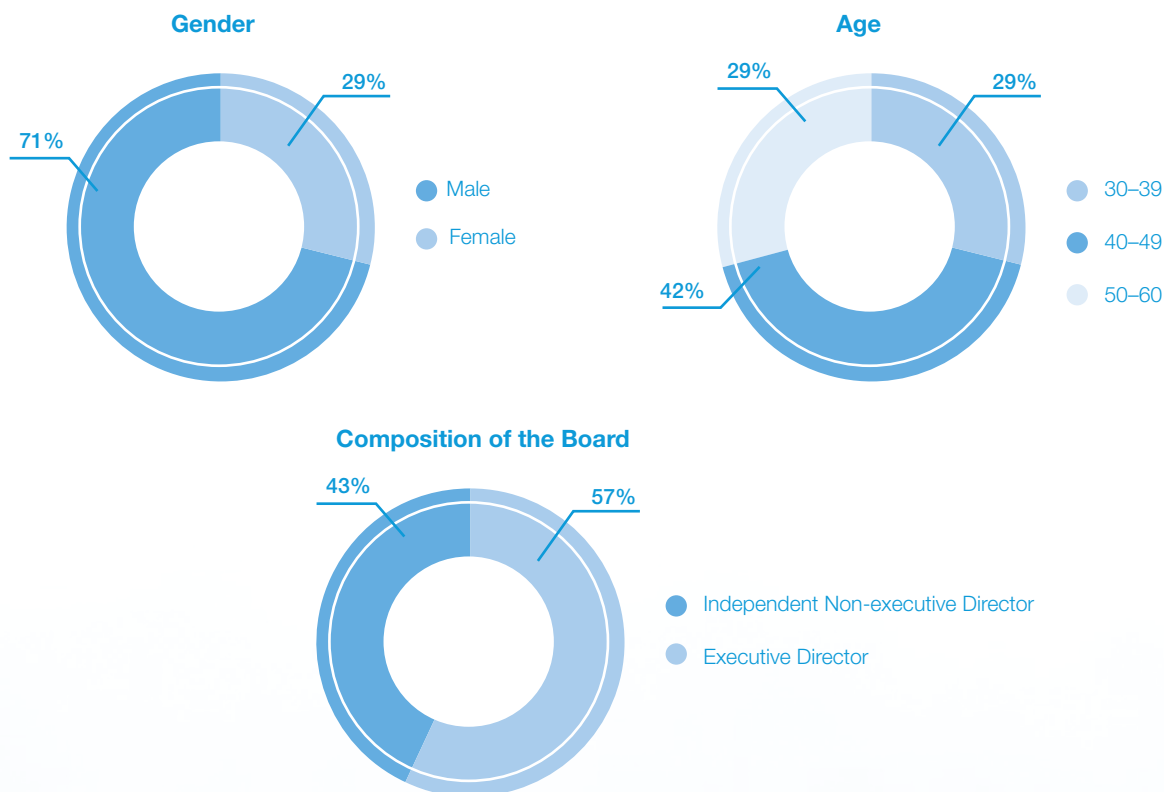
The Board considers that the balance of power and authority, accountability and independent decision-making under the present arrangement will not be impaired because of the diverse background and experience of our INEDs. Furthermore, all Board Committees including the Audit Committee of the Company (the “Audit Committee”) have free and direct access to the Company’s external professional adviser(s) when they consider necessary.

To the best knowledge of the Board, there are no other relationship (including financial business, family, and other material/ relevant relationships) among the members of the Board as of the date of this report.

CORPORATE GOVERNANCE REPORT

BOARD DIVERSITY

The Board admits that board diversity is increasingly important as a factor to enhance corporate governance and promote board effectiveness. The current Board composition is well balanced with each Director having skills, experience and expertise relevant to the business operations, development and strategy of the Group and from a variety of backgrounds. There is a diversity of education, professional background, functional expertise, gender, age, culture and industrial experience.



(as at 31 March 2021)

A Board Diversity Policy was adopted in preparation for the listing of shares of the Company (the “Listing”) and amended in December 2018 by the Board. The said Policy sets out the approach to achieve diversity on the Board and the factors (including but not limited to skills, regional and industry experience, professional experience, background, education, race, gender, age, culture and other qualities, etc.) to be considered in determining the composition of the Board so as to ensure the Board has the appropriate balance of skills, experience and diversity of perspectives that are required to support the execution of its business strategy and to maximise the Board’s effectiveness. The Board will review the Board Diversity Policy on a regular basis to ensure its continued effectiveness.

CORPORATE GOVERNANCE REPORT

BOARD PROCESS AND MEETINGS

The Board meets regularly to determine overall strategies, receive management updates, approve quarterly, interim and annual results and to consider other significant matters. Management also provides updates to the Board with respect to the business activities and the latest development of the Group on a regular basis.

Each Director ensures that he/she can give sufficient time and attention to the affairs of the Company and contributes to the Group's development through his or her constructive and informed comments. All the members of the Board disclose and update their number and nature of offices held and time involved on a regular basis.

Four Board meetings were held during the year ended 31 March 2021 for approving the financial results, receiving the management updates and reviewing the compliance status of the CG Code, overall strategies and development of the Group. The individual attendance records at the Board and Board Committees meetings as well as the Company's annual general meeting held during the year ended 31 March 2021 are set out as below. Private meeting between the Chairman and the INEDs was held during the year ended 31 March 2021 as required under Code A.2.7 of the CG Code.

| Name of Directors | Number of Board meetings attended/eligible to attend | Number of Audit Committee meetings attended/eligible to attend | Number of Remuneration Committee meetings attended/eligible to attend | Number of Nomination Committee meetings attended/eligible to attend | Annual General Meeting held on 28 August 2020 ^{note 5} |
|--|--|--|---|---|---|
| Executive Directors | | | | | |
| Mr. Nam Ho Kwan | 4/4 | – | – | 1/1 | 1/1 |
| Mr. Ng Wan Lok | 4/4 | – | – | – | 1/1 |
| Ms. Wong Wing Hung | 4/4 | – | – | – | 1/1 |
| Ms. Wang Rui | 4/4 | – | – | – | 1/1 |
| Independent Non-executive Directors | | | | | |
| Mr. Chen Lei | 4/4 | 4/4 | 1/1 | 1/1 | 1/1 |
| Dr. Lam King Sun Frankie ^{note 1} | 3/3 | 3/3 | N/A | N/A | 1/1 |
| Mr. Wu Kam On Keith ^{note 2} | N/A | N/A | N/A | N/A | N/A |
| Mr. Lau Wai Hung ^{note 3} | 1/1 | 1/1 | 1/1 | 1/1 | N/A |
| Mr. Tsang Yung Fat ^{note 4} | 4/4 | 4/4 | 1/1 | 1/1 | 1/1 |

CORPORATE GOVERNANCE REPORT

Notes:

1. Dr. Lam King Sun Frankie was appointed as independent non-executive Director and Chairman of Remuneration Committee and member of Audit Committee and Nomination Committee with effect from 23 June 2020.
2. Mr. Wu Kam On Keith resigned as Director and ceased to be Chairman of Audit Committee and member of Remuneration Committee and Nomination Committee with effect from 6 April 2020.
3. Mr. Lau Wai Hung resigned as Director and ceased to be Chairman of Remuneration Committee and member of Audit Committee and Nomination Committee with effect from 23 June 2020.
4. Mr. Tsang Yung Fat was appointed as Director, Chairman of Audit Committee and member of Remuneration Committee and Nomination Committee with effect from 6 April 2020 and resigned as Director and ceased to be held the said positions under the respective Board Committees with effect from 1 April 2021.
5. Mr. Nam Ho Kwan, Ms. Wang Rui, Mr. Chen Lei and Dr. Lam King Sun Frankie attended the annual general meeting through videoconference.

TERMS OF APPOINTMENT AND RE-ELECTION OF DIRECTORS

Each of the executive Directors entered into a service contract with the Company and each INEDs signed a letter of appointment. Both of the said service contracts and letters of appointment are for a term of three years, subject to re-election in accordance with the amended and restated Articles of Association of the Company (the “Articles”) and termination in accordance with their respective terms.

Mr. Nam Ho Kwan, Mr. Ng Wan Lok and Ms. Wong Wing Hung had entered into a service agreement with the Company for a term of three years from 26 May 2017, being the date on which the Company was listed on GEM. The said service agreements have been renewed for another term of 3 years since 26 May 2020 on the same terms and conditions. Ms. Wang Rui had entered into a service agreement in respect of her appointment as non-executive Director with the Company on 17 January 2018 for a term of three years, subject to retirement and re-election in accordance with the Articles and Ms. Wang had entered into a new service agreement in respect of her executive role for a term commencing from 2 July 2019 to 16 January 2021. The said service agreement in respect of her executive role had been renewed for another term of three years since 17 January 2021 on the same terms and conditions during the year ended 31 March 2021.

Pursuant to Article 84 of the Articles, one-third of the Directors shall retire from office by rotation at each annual general meeting and every Director shall be subject to retirement by rotation at least every three years. However, a retiring Director shall be eligible for re-election. Any Director who is appointed by the Board to fill the casual vacancy shall hold office until next following general meeting of the Company and any Director appointed by the Board as an addition to the existing Board shall hold office only until the next following annual general meeting of the Company and shall be eligible for re-election pursuant to Article 83(3).

As such, Mr. Ng Wan Lok and Ms. Wong Wing Hung will retire from office as Directors and being eligible, will offer themselves for re-election at the forthcoming annual general meeting of the Company to be held on Friday, 3 September 2021 in accordance with the Articles.

CODE OF CONDUCT FOR SECURITIES TRANSACTIONS BY DIRECTORS

The Group has adopted a code of conduct regarding securities transactions by the Directors on the terms no less exacting than the required standard of dealing set out in Rules 5.48 to 5.67 of the GEM Listing Rules. The Company had made specific enquiry to 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 2021.

CORPORATE GOVERNANCE REPORT

DIRECTORS' TRAINING AND PROFESSIONAL DEVELOPMENT

The Group acknowledges the importance of continuing professional development for the Directors to extend and refresh their knowledge and skills. Every Director keeps abreast of responsibilities as a director of the Company and of the conduct, business activities and development of the Company. Business and regulatory updates would be circulated to the Directors from time to time. During the year ended 31 March 2021, a training regarding the regulatory updates had been organised to the Directors and all of them had attended. The Company also provided the Director's Induction to the Directors who had been appointed during the Reporting Period.

The Directors are fully aware of the requirement under the Code Provision A.6.5 of the CG Code regarding the professional development and provided their record of trainings attended during the year ended 31 March 2021 to the Company, particulars of which are as follows:

| | Type of Training <small>note 1</small> |
|--|---|
| Executive Directors | |
| Mr. Nam Ho Kwan | ✓ |
| Mr. Ng Wan Lok | ✓ |
| Ms. Wong Wing Hung | ✓ |
| Ms. Wang Rui | ✓ |
| Independent non-executive Directors | |
| Mr. Chen Lei | ✓ |
| Dr. Lam King Sun Frankie <small>note 2</small> | ✓ |
| Mr. Wu Kam On Keith <small>note 3</small> | N/A |
| Mr. Lau Wai Hung <small>note 4</small> | ✓ |
| Mr. Tsang Yung Fat <small>note 5</small> | ✓ |

Notes:

- Types of training: attending briefing, seminar, conference or forum relevant to the directors' duties and responsibilities or the Group's business development, strategies or reading news, journals or updates relating to the economy, directors' duties, corporate governance or the Group's business, development and strategies.
- Dr. Lam King Sun Frankie was appointed as independent non-executive Director and Chairman of Remuneration Committee and member of Audit Committee and Nomination Committee with effect from 23 June 2020.
- Mr. Wu Kam On Keith resigned as Director and ceased be Chairman of Audit Committee and member of Remuneration Committee and Nomination Committee with effect from 6 April 2020.
- Mr. Lau Wai Hung resigned as Director and ceased be Chairman of Remuneration Committee and member of Audit Committee and Nomination Committee with effect from 23 June 2020.
- Mr. Tsang Yung Fat was appointed as Director, Chairman of Audit Committee and member of Remuneration Committee and Nomination Committee with effect from 6 April 2020 and resigned as Director and ceased to be held the said positions under the respective Board Committees with effect from 1 April 2021.

CORPORATE GOVERNANCE REPORT

BOARD COMMITTEES

The Board established three Board committees, namely the Audit Committee, Remuneration Committee and Nomination Committee for overseeing particular aspects of the Group's affairs. All Board committees were established with written terms of reference in compliance with the relevant code provisions of the CG Code, which are available at the GEM's website (www.hkgem.com) and the Company's website (www.harmonyasia.com).

Audit Committee

The Audit Committee was established on 19 January 2017. The Audit Committee currently consists of two members. This includes the INEDs, Mr. Chen Lei and Dr. Lam King Sun Frankie. Mr. Wu Kam On Keith and Mr. Lau Wai Hung ceased to be members of the Audit Committee with effect from 6 April 2020 and 23 June 2020, respectively. Mr. Tsang Yung Fat, who holds the appropriate professional qualifications as required under Rule 5.05(2) and 5.28 of the GEM Listing Rules, became the Chairman of the Audit Committee with effect from 6 April 2021 and ceased to be Chairman and member of the Audit Committee following his resignation as Director on 1 April 2021. Following the resignation of Mr. Tsang as Director with effect from 1 April 2021, the Audit Committee only comprises two members and has no independent non-executive director who has the appropriate professional qualifications or accounting or related financial management expertise which resulted in non-compliance with Rules 5.28 of the GEM Listing Rules and paragraphs 2 and 3 of the Terms of Reference of the Audit Committee since 1 April 2021.

The primary duties of the Audit Committee are to make recommendations to the Board on appointment, re-appointment or removal of external auditor; review financial statements/results of the Group and the judgments in respect of financial reporting; and oversee the effectiveness of the procedures of the internal control and risk management of the Group. The Audit Committee also has free and direct access to the Company's external auditor and independent professional adviser when it considers necessary.

Four Audit Committee meetings were held during the year ended 31 March 2021 to review and discuss with the Management and the external auditor on the accounting principles and practices adopted by the Group, review the quarterly, interim and annual financial results, review the compliance status of the CG Code, assess the independence and review the engagement of the external auditor. The Committee also reviewed the dividend policy and the report of the internal control review. Members' attendance records are set out in section headed "Board Process and Meetings" of this report.

Remuneration Committee

The Remuneration Committee was established on 19 January 2017. The Remuneration Committee currently consists of two members which is chaired by an INED, Dr. Lam King Sun Frankie, and the other INED, namely Mr. Chen Lei in accordance with the requirements under Rule 5.34 of the GEM Listing Rules. Mr. Lau Wai Hung ceased to be the chairman of the Remuneration Committee following his resignation as Director with effect from 23 June 2020. Mr. Wu Kam On Keith and Mr. Tsang Yung Fat ceased to be member of the Remuneration Committee following their resignation as Director with effect from 6 April 2020 and 1 April 2021, respectively. Following the resignation of Mr. Tsang as Director with effect from 1 April 2021, the Remuneration Committee only comprises two members in the non-compliance of paragraph 2 of the Terms of Reference of the Remuneration Committee since 1 April 2021.

The primary duties of the Remuneration Committee are to make recommendation to the Board on the overall remuneration policy and structure relating to all Directors, senior management and general staff of the Group and ensure that none of the Directors or any their associates determine their own remuneration.

One Remuneration Committee meeting was held during the year ended 31 March 2021 to review the remuneration structure of the Directors. The Committee also reviewed and made recommendation to the Board in relation to the remuneration of the new INEDs. Members' attendance records are set out in section headed "Board Process and Meetings" of this report.

CORPORATE GOVERNANCE REPORT

The remuneration of the members of senior management (other than the Directors) who particulars are contained in the section headed "Biographical Details of Directors and Senior Management" of this annual report by band is set out below:

| Remuneration Band | FY2021 Number of Individual | FY2020 Number of Individual |
|-----------------------------|--|--|
| Not exceeding HK\$1,000,000 | 3 <i>Note</i> | 3 |

Note: Including Mr. Chong Ching Hoi who had resigned as company secretary and chief financial officer of the Company on 15 April 2021.

Further details of the Directors' remuneration for the year ended 31 March 2021 are set out on pages 89 to 90 of this annual report.

Nomination Committee

The Nomination Committee was established on 19 January 2017. The Nomination Committee currently consists of three members which is chaired by Mr. Nam Ho Kwan, the chairman of the Board, and the INEDs, namely Mr. Chen Lei and Dr. Lam King Sun Frankie who became the member of the Nomination Committee on 6 April 2020, in accordance with the requirements under Code Provision A.5.1 of the CG Code. Mr. Wu Kam On Keith, Mr. Lau Wai Hung and Mr. Tsang Yung Fat ceased to be member of the Nomination Committee following their resignation as Director with effect from 6 April 2020, 23 June 2020 and 1 April 2021 respectively.

The primary duties of the Nomination Committee are to review the structure, size and composition of the Board annually, identify individuals suitably qualified to become Board members; assess independence of independent non-executive Directors and make recommendation to the Board on matters relating to appointment and re-appointment of Directors.

A Nomination Policy was adopted to enhance the nomination process and as a guidance on the selection process and board succession planning. The Nomination Committee utilises various methods for identifying director candidates, including recommendations from the Board members, the Management, and professional search firms and may review the resume and job history, conduct person interviews and verification of professional and personal references or perform the background checks, etc. On evaluation of the director candidates including incumbents and candidates nominated by the Shareholders, the Board and the Nomination Committee will take into account whether a candidate has the qualifications, skills and experience, and also factors like gender diversity that can add to and complement the range of skills, experience and background of the existing Directors and may consider the following qualifications are at a minimum to be required of a director candidate in recommending to the Board potential new Director, or the continued service of the existing Director:

- the highest personal and professional ethics and integrity;
- proven achievement and competence in the nominee's field and the ability to exercise sound business judgment;
- skills that are complementary to those of the existing Board;
- the ability to assist and support the Management and make significant contributions to the Company's success;

CORPORATE GOVERNANCE REPORT

- an understanding of the fiduciary responsibilities that is required of a member of the Board and the commitment of time and energy necessary to diligently carry out those responsibilities; and
- independence as required by the GEM Listing Rules.

One Nomination Committee meeting was held during the year ended 31 March 2021 to assess the independence of the INEDs, review the structure, size and composition of the Board and make recommendation to the Board on the re-election of the Directors at the Company's annual general meeting held in 2020. The Nomination Committee also reviewed the Nomination Policy and Board Diversity Policy and reviewed and recommended to the Board on the appointment of the new INEDs. Summary of the Board Diversity Policy and its implementation can be found on page 13 of this annual report. Members' attendance records are set out in section headed "Board Process and Meetings" of this report.

COMPANY SECRETARY

Mr. Chong Ching Hoi, who holds the required professional qualification as set out in Rule 5.14 of the GEM Listing Rules, served as the Company Secretary of the Company during the Reporting Period. During the year ended 31 March 2021, Mr. Chong completed the professional trainings which complied with Rule 5.15 of the GEM Listing Rules.

Mr. Chong resigned as Company Secretary of the Company with effect from 15 April 2021. For further details, please refer to the Company's announcement dated 15 April 2021. The Board is in the course of identifying suitable candidate to fill up the vacancy of the Company Secretary so as to meet the requirements under Rule 5.14 of the GEM Listing Rules.

DIRECTORS' AND EXTERNAL AUDITOR'S RESPONSIBILITIES FOR THE FINANCIAL STATEMENTS

The Directors acknowledge their responsibility for preparation of the financial statements which give a true and fair of the state of affairs of the Group and it is fundamental that appropriate accounting policies should be selected and applied consistently when preparing the financial statements.

The statement of external auditor about its reporting responsibilities on the consolidated financial statements is set out in the independent auditor's report on pages 51 to 57 of this annual report.

INTERNAL CONTROL AND RISK MANAGEMENT

The Group and the Board continuously recognise the importance of good internal control procedures including the procedures for handling and dissemination of inside information and its effectiveness in safeguarding the Shareholders' interests. The Group has strictly prohibited unauthorised use of confidential or inside information, or any use of such information for the advantage of any individual. In addition to the Company's financial reporting, as delegated by the Board, the Audit Committee is accountable for the oversight of the Company's risk management and internal control systems. The Audit Committee reviews the Company's financial controls, risk management and internal control systems on a regular basis.

The Group also established a set of risk management policies and measures. The Group's risk management process starts with identifying the major risks associated with its business, industry and market in the ordinary course of business. The Board and senior management are responsible for identifying and analysing the risk associated with their respective function, preparing and measuring risk mitigation plans and reporting the status of risk management. More information about the principal risks and uncertainties faced by the Group can be found on page 48 of this annual report.

CORPORATE GOVERNANCE REPORT

In view of size the and business nature of the Group, the Company does not establish a standalone internal audit function but the Board, as supported by the management, has conducted annual review of the effectiveness of the Company's risk management and internal control systems (including financial, operational and management systems), in respect of the Reporting Period to ensure effective measures are in place to protect material assets and identify business risks of the Company. Such review did not reveal any major issues and the Board considers the risk management and internal control systems effective and adequate.

The Audit Committee also reviewed and believes that the Group's internal control systems and current procedures including the adequacy of resources, staff qualifications and experience, training programmes and budget of the Company's accounting and financial reporting function and risk management procedures are sufficient in terms of the effectiveness and practicability to meet the Company's needs in its current business model and environment for the year ended 31 March 2021.

DIVIDEND POLICY

The Company considers stable and sustainable returns to the Shareholders to be its goal and endeavours to maintain a dividend policy to achieve such goal.

The Company has adopted a Dividend Policy as guidance on payment of the dividend. In deciding whether to propose a dividend and in determining the dividend amount, the Board would take into account the Group's results of operations, earnings performance, cashflows, financial condition, future prospects, as well as statutory and regulatory restrictions on the payment of dividends, and other factors that the Board may consider relevant. And the Board will review from time to time for determination on proposed dividend with the above factors taken into account, there can be no assurance that dividends will be declared or paid in any particular amount for any given period.

EXTERNAL AUDITOR

The Audit Committee is responsible for making recommendation to the Board on the appointment, re-appointment and removal of the external auditor, which is subject to the approval by the Board and at the general meetings of the Company by its shareholders. During the year ended 31 March 2021, the Audit Committee and Board had reviewed the term and conditions for the appointment and re-appointment of Mazars CPA Limited.

For the year ended 31 March 2021, the fee paid or payable in respect of the statutory audit services and non-audit services of the Group are as follows:

| | Fee paid or payable for the services rendered | |
|-------------------------------------|--|--------------------|
| | FY2021 HK\$'000 | FY2020 HK\$'000 |
| Statutory audit services | 500 | 520 |
| Non-audit services for tax advisory | 16 | 16 |

CORPORATE GOVERNANCE REPORT

SHAREHOLDERS' RIGHTS AND INVESTOR RELATIONS

Communications with the Shareholders

The Board values the importance of communications with the Shareholders. As one of the measures to safeguard the shareholders' interests and rights, separate resolutions will be proposed at shareholders' meeting on each substantial issue including the re-election of individual directors. All resolutions put forward at the shareholders' meeting will be conducted by poll pursuant to the GEM Listing Rules and the poll voting results will be published on the GEM's website (www.hkgem.com) and the Company's website (www.harmonyasia.com).

An annual general meeting of the Company was held on 28 August 2020 to seek the shareholders' approval on, among other things, the granting of the general mandates to issue and repurchase the Company's shares and the re-election of the Directors. The Board members' attendance record can be found on page 14 of this annual report. The next annual general meeting of the Company will be held on Friday, 3 September 2021 and notice of the meeting will be sent to the Shareholders at least 20 clear business days before the said meeting.

Procedures and Rights for the Shareholders to Convene Extraordinary General Meeting

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

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

Shareholders may also make reference to Article 58 of the Articles for further details.

Shareholders who have enquiries regarding the above procedures may write to the Board at Workshop Unit A, 7/F, Wah Shing Industrial Building, No. 18 Cheung Shun Street, Kowloon, Hong Kong.

For the procedures for putting forward proposals at the Shareholders' meeting of the Company, Shareholders who wish to make proposals or move a resolution may convene an EGM in accordance with the procedures mentioned-above.



CORPORATE GOVERNANCE REPORT

Procedures for Shareholders to Propose a Person for Election as a Director of the Company

If a shareholder, who is duly qualified to attend and vote at the general meeting convened to deal with the appointment or election of Director(s), wishes to propose a person for election as a Director at that meeting, he/she may lodge a written notice at the Company's principal place of business in Hong Kong at Workshop Unit A, 7/F, Wah Shing Industrial Building, No. 18 Cheung Shun Street, Kowloon, Hong Kong for the attention to the Board. Detailed procedures for the Shareholders to propose a person for election as a Director of the Company can be found on the Company's website (www.harmonyasia.com).

Investors Relations

The Board recognises the importance of maintaining an ongoing dialogue with the Shareholders through various channels including general meetings, announcements and corporate communications such as the quarterly, interim and annual report. Latest information of the Group is also available at the Company's website (www.harmonyasia.com).

The Company has adopted its Shareholders' Communications Policy. The Board welcomed enquiries and proposals from the Shareholders, investors and all stakeholders. Enquires to the Board or the Company may be sent by post to the Company's principal place of business in Hong Kong at Workshop Unit A, 7/F, Wah Shing Industrial Building, No. 18 Cheung Shun Street, Kowloon, Hong Kong for the attention to the Board. Such written enquires or proposals with full name, contact details and identification must deposit and send to said address.

Any enquires in relation to the Company's shareholdings, share transfer or share registration may contact the Company's Hong Kong branch share registrar. Their contact details are set out in the section headed "Corporate Information" of this annual report.

CONSTITUTIONAL DOCUMENTS

The Company first adopted its Memorandum and Articles of Association on 23 November 2015. The amended and restated memorandum and articles of association of the Company adopted for the purpose of the Listing is available at the Company's website (www.harmonyasia.com). There had been no significant changes in the constitutional documents of the Company during the year ended 31 March 2021.

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

GENERAL

This is the Environmental, Social and Governance (“ESG”) report by Hao Bai International (Cayman) Limited (the “Company”) together with its subsidiaries (collectively referred to as the “Group”), reviewing and disclosing its environmental and social performance for the period from 1 April 2020 to 31 March 2021 (the “Reporting Period”) pursuant to Appendix 20 – the ESG Reporting Guide of the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited (the “ESG Reporting Guide”).

The Group is a Hong Kong-based professional specialist contractor with major specialty in design, procurement and installation services of water circulation systems, including swimming pools, water fountains and water curtains, etc. We provide services mainly to developers, main contractors and sub-contractors mainly in Hong Kong and Macau, and our services can be categorised into:

- (i) Management contracting services – design, procurement and installation of water circulation systems;
- (ii) Consultancy services – provision of consultancy services on water circulation systems; and
- (iii) Maintenance services – provision of maintenance and repair services for water circulation systems.

THE GROUP’S VISION, COMMITMENTS AND ACTIONS

The Group envisions to be a socially and environmentally responsible corporation. We are committed to promoting sustainable development, which is extremely important to create long-term value for the Group’s shareholders, customers, sub-contractors, employees, other stakeholders, general public as well as the natural environment.

The Group and the Board firmly believes that the ESG areas and aspects listed in the ESG Reporting Guide are significant considerations for the long-term operations of its business. We strive to operate our business with the objectives to: lessen the impact on the environment; provide a safe and pleasant working environment to employees; comply with legal and regulatory requirements; adhere to high ethical standards; and contribute to the community.

The Group and the Board values opinions and views of its stakeholders and has assigned the senior management to constantly review and to communicate with its stakeholders including but not limited to its employees, investors, suppliers and business partners to gain insights on the ESG material aspects. Through the ongoing dialogue, the Group identified the following material aspects based on the level of the stakeholders’ concerns and has managed them in accordance with the Group’s policies and guidelines and in compliance with the relevant legal and regulatory standards in the Reporting Period.



ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

- Environmental Protection Against Potential Pollution
- Employment Compensations and Benefits
- Site Working Safety
- Employee Development and Growth
- Raw Materials Supply and Procurement
- Quality of Products and Services
- Privacy Information Protection especially on designs and contract terms
- Bribery and Corruption

The Group endeavours to conducting its business in a transparent, equitable, legal and socially responsible manner, and continues to minimise the impact of its daily operation on the environment and society, and to make efforts to meet the interests of all stakeholders, economy, environment, society and corporate governance, and to achieve a balance position among all such aspects.

(A) Environmental

The Group's operation activities involve both indoor planning and management works, and outdoor heavy duty operation, construction and installation works. As a responsible corporation determined to protect the environment, site workers and society, the Group insists on abiding by relevant environmental laws and industry regulations to ensure a sustainable and eco-friendly operation and production process. With this principle and policy, it is translated as the one of the "business goals" for the Group to achieve during planning, design procurement and implementation stages of the installation jobs. Accordingly, the Group has implemented policies and taken measures to ensure our operation and activities to be carried out in an environmentally responsible manner, to minimise adverse impacts on the environment and the site workers as well as the surrounding communities.

During the course of installation works, the resources such as electricity, fuel, diesel, plywood, water and certain materials (such as pipes, filters, valves) will be consumed. In our trade practice, the majority of the installation works are sub-contracted or co-operated with other sub-contractors normally on lump-sum underwriting contract basis. The Group will generally estimate budget on the value and quantities of raw materials and utilities to be spent and closely monitor the actual consumption among different sub-contractors. This is used to minimise both in cost and quantities of raw materials that would not adversely affect the environment during the course of installation works.

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

| Scope of greenhouse emission | Unit | Total in 2020/21 | Total in 2019/20 | Increase/ decrease (+/-) |
|--|--------|---------------------|---------------------|-----------------------------|
| Scope 1 – direct emissions | Tonnes | N/A | N/A | N/A |
| Scope 2 – indirect emissions (electricity) | Tonnes | 26.38 | 29.56 | -10.8% |
| Scope 3 – other indirect emissions (water) | Tonnes | 0.03 | 0.03 | N/A |
| Total emissions | Tonnes | 26.41 | 29.59 | -10.7% |

As a social and environmentally conscious corporation, the Group plays an active role to patrol and/or to station in the construction and installation sites to ensure:

- The working procedure and process are in compliance with all the relevant laws and rules of industries;
- The polluted emissions and wastes generated are appropriately handled;
- The working environment is almost risk free; and
- The natural resources, power (electricity, fuel and diesel), water, and construction materials are not excessively used or unreasonably wasted.

A1 Emissions

(i) Air Pollutant and Noxious Odour Emissions

Indirect non-hazardous gas emission of carbon dioxide (CO₂) from the use of electricity, and hazardous gases emission of sulphur oxide (SO_x), nitrogen oxide (NO_x) and particulate matter (PM) from the use of fuel and diesel are generated during the installation works on the construction sites. A special kind of dust pollutant will also be produced. In many circumstances, the use of certain chemicals to cleanse the environment or to burn out the wastes will generate noxious odours which will irritate the site workers and people of the surrounding areas.

We are dedicated managing these emissions and our business is subject to Air Pollution Control Ordinance (Chapter 311 of the Laws of Hong Kong) and the Environmental Law no. 2/91/M section 1 of Article 8 and section 3 of article 8 of Macau. We have devised and, arranged procedures and carried out the works in such a manner so as to minimise the greenhouse gas emissions. Regarding dust pollutant, we have implemented several simple and effective measures like using waste water to hose down and clear the dust from surfaces to reduce its emissions. To effectively manage these air emissions, we have engaged experienced personnel with appropriate trainings to provide guidance on the implementation of those measures.



ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

Apart from the project sites, as disclosed in last year ESG report, the Group has continued to implement measures in our Hong Kong office to monitor the use of electricity and other forms of energy in order to reduce their usage on one hand to reduce operation costs, and on the other hand to reduce greenhouse gas emissions.

During the Reporting Period, the Group was not aware of any material non-compliance on the relevant laws and regulations for the above matters.

(ii) Noise Emissions

During installation works on construction site, disturbing noises will be generated. Noise Control Ordinance (Chapter 400 of the Laws of Hong Kong) govern the noise from construction, industrial and commercial activities. We are required to get noise permits from the Environmental Protection Department for relevant construction activities in advance, and to carry out the activities during restricted hours. As a means to reduce the impacts to the public, the Group has carried out the construction activities during the permitted hours and days, conducted noise level monitoring, and if required, installed noise barriers.

During the Reporting Period, the Group did not aware of any material non-compliance with the relevant laws and regulations on noise emission control, and had not received any direct complaints from the public and fines or warning notices from the Environmental Protection Department.

(iii) Hazardous and Non-Hazardous Wastes

During installation works on construction site, wastes, mostly bulky and non-hazardous one, are generated. Storage, collection, treatment, and disposal of these wastes are subjected to the requirements under Waste Disposal Ordinance (Chapter 354 of the Laws of Hong Kong). The Group has implemented a waste management hierarchy that prioritises avoidance, reduction, reuse and recycling, over disposal. Our project teams have carefully planned the work programmes to avoid over-ordering of construction materials. Furthermore, good site practices have been adopted to prevent cross contamination of materials. Reusable plywood and metal formwork have been carefully selected for reuse at site or other sites to reduce material consumption. For excavated materials from the site, they have been sorted, segregated and reused as refilling materials at the premises as frequent as possible. Remaining construction materials generated have been sent to designated landfills by qualified waste collectors in accordance with the relevant requirements.

For our Hong Kong office, only a small amount of office and staff living non-hazardous wastes such as typing paper and packaging materials are generated, which are collected by the property management offices.

During the Reporting Period, the Group did not aware of any material non-compliance with all the relevant laws and did not receive any complaints or fines or warning notices from the public or the relevant environmental agencies on our waste disposal activities.

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

(iv) *Waste Water*

The Group, as a specialist on design, procurement and installation of water circulation systems, fully understands the art, technology and requirements of “how to manage water efficiently, economically and effectively” including fresh and waste water. During the construction and installation works, large amounts of water will be used for cooling and cleaning purposes and waste water will be generated. Waste water discharge is under the control of the Water Pollution Control Ordinance (Chapter 358 of the Laws of Hong Kong) and the Environmental Law no. 2/91/M section 1 of article 23 of Macau. The Group has implemented all the necessary measures to reduce the production of waste water. In our work sites, waste water has been collected, filtered and treated for reuse on site such as wheel washing and mud cleaning. If waste water is produced in a larger volume, the Group will apply for a special permit to collect and to discharge them onto specially approved sites.

The Group also encourages employees to consume less and generate less waste water at our office.

During the Reporting Period, the Group was not aware of any material non-compliance with the relevant laws and had not received any complaints or fines or warning notices from the public or the relevant environmental agencies on our wastes water disposal activities.

(v) *Mitigation Measures on Emission and Results*

At construction sites where our installation work takes place, a substantial volume of hazardous and non-hazardous emissions including air, water and solid wastes as mentioned above are generated. Even though we can only play a relatively passive role on this control in the construction site as a whole, as a socially and environmentally responsible corporation, we have been proactively involved in the emission management process with other sub-contractors and the site-work operators. As discussed in our previous ESG reports, we advocate to minimise emissions through economic, efficient and smart uses of resources, controlling and stopping wastage, recycling of water and construction materials for reuses, proper handling of water and solid wastes, saving the use of energy in our daily operation and activities, etc. During the Reporting Period, the Group did not aware of any material non-compliance of all the relevant environmental laws and industries regulations that the Group should abide. The Group believes that through our strict measures and implementation stance, we have discharged our duties satisfactorily in terms of social and environmental improvements.



ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

A2 Use of Resources

The Group's operation in the construction and installation sites use a variety of resources: energy in the form of electricity directly from the city grid, fuel and diesel, fresh water, printing paper, plywood, steel and many types of construction materials such as sand, clay, tiles, etc., while in the management office, electricity, water and paper are used. However, as discussed above, the sites resources usage is not directly under our account, but we, as a socially and environmentally responsible corporation, have actively involved in the management and control and aim to protect the environment by saving the natural resources through implementing various measures to reduce their consumption.

The Group adopts and implements the 3R principle – Reduce, Reuse and Recycle as far as possible in achieving efficient use of energy, water and other raw materials.

All levels of the Group are mindful of the importance of energy saving and its implications to the community and the planet. Continuous monitoring on sites and in office enables us to reduce or use energy and other resources, particularly water, in smart ways. Directional instructions and advice which we disclosed in our previous ESG reports, and future educational programs are and will be the main driving force in this aspect.

(i) Electricity Consumption

For the Reporting Period, 39,975 KWh of electricity was consumed for our office operation, which was 6,952 KWh or 14.8% lower than the last reporting period. The decrease in electricity consumption was mainly due to centralization of our principal office where efficient in consumption of electricity was occurred. The Group will continue to implement our energy saving measures being taken.

(ii) Water Consumption

Water is supplied from the city central water system. The use of fresh water in the office is for staff general operating purpose, and a total of 43 cubic meters (2019/20: 41 cubic meters) was used for the Reporting Period. Though the amount is insignificant, our staff has been constantly reminded to save on water consumption.

(iii) Paper, Packaging Materials and Other Raw Materials Consumption

Given today's complex construction industry context, it is inevitable to use paper, whereby we need to print drawings, details, etc., for the purpose of site inspection, presentations, etc. Hardcopies of documents also need to be kept on site daily, such as daily tool box meeting records, inspection forms, progress reports and claims, etc. The Group has encouraged employees on best efforts to replace and reduce the use of paper by using electronic means and recycled papers.

Packaging materials involved in the construction and installation sites are minimal as our finished products are building or construction items.

Plywood is identified as the most common natural resource used by our construction and installation operation for formwork. We continuously recycle and reuse plywood for different projects until they are not suitable for further use.

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

A3 The Environment and Natural Resources

As discussed above, the Group is fully aware that its activities and operation may generate significant environmental impacts if they are not properly managed. The operation and activities consume large amounts of energy, water and other natural resources and generate various types of emissions, water and solid wastes. We have actively and directly introduced and implemented eco-friendly practices to reduce and conserve energy, fresh water and other natural resources, and to minimise the impact on the environment directly or indirectly. We have managed and handled our air, water and solid emissions properly to comply with the environmental laws and regulations of the regions which we are operated. We cooperate with the local government agencies and support environmental organisations' activities to build a "clean and safe" environment and society.

During the Reporting Period, the Group did not aware of any irregularities on natural resource consumption was reported to the management.

(B) Social

Employment and Labour Practices

B1 Employment

As reported before, employees are the most valuable assets of the Group, and the Group's success depends highly on their skills, passion and commitment. On one hand, we ensure employment and labour practices are implemented according to the relevant labour laws and the employment ordinance, on the other hand we establish clear policies and guidelines to attract and retain talents. We provide equal employment opportunities to all without discrimination in hiring, promotion, dismissal, and remuneration and welfare packages, training and development.

Our recruitment process follows market practices in our industry. We specify the requirements of the vacancies, and will advertise as well as head-hunt through employment agencies. We promote equal opportunity, diversity, anti-discrimination in our selection process which includes background checks, tests and interview. Successful applicants for general staff will be decided by human resources manager and related department head and for senior management will be decided by the Chief Executive Officer.

As at 31 March 2021, the employment characteristics are summarised below:

| Description | 2020/21 | 2019/20 | Increase/ decrease (+/-) |
|--|---------|---------|-----------------------------|
| (i) Total number of employees | 29 | 37 | -21.6% |
| (ii) Female/Male ratio | 1:3.8 | 1:3.6 | N/A |
| (iii) Number of office employees including Executive Director and senior management roles | 7 | 7 | N/A |
| (iv) Age distribution | | | |
| (a) 19-40 | 31.0% | 43.2% | -12.2% |
| (b) 41-60 | 62.1% | 54.1% | +8.0% |

From the above comparisons, the Group has a stable management structure and its business was in a steady growing stage to looking for potential business activities.



ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

Employee Compensation and Benefits

One of the major ESG aspects raised by the Group's employees was benefits and compensation packages. The Group addresses salary and compensation packages in a transparent manner by disclosing its salary benchmarking exercises to employees.

Our Group follows Employment Ordinance (Chapter 57 of the Laws of Hong Kong) and Employees' Compensation Ordinance (Chapter 282 of the Laws of Hong Kong). Remuneration packages are linked to individual performance, the Group's business performance, and taking into consideration of industry practices and market conditions, and will be reviewed on an annual basis. Senior management staff and directors' remuneration is determined with reference to his/her duties and responsibilities with the Group, the Group's standards for emoluments and market conditions and being reviewed by the remuneration committee of the Company regularly. In compliance of laws, Mandatory Provident Fund (MPF) and mandatory Social Security Fund (SSF) have also been arranged for all the Hong Kong and Macau employees respectively.

During the Reporting Period, the Group honoured all obligations to our employees including the payment of salaries and wages, holiday and leave, compensation, insurance and health benefits without disputes, violations or litigation related to employment.

B2 Health and Safety

The Group is committed to provide a safe, healthy and pleasant working environment in its office and project sites. We have equipped the office with adequate equipment and facilities to ensure safety and convenience to employees. The Group has established work safety rules and policies, which are in all material aspects in compliance with all the relevant laws, rules and regulations relating to safety and health requirements of Hong Kong and Macau including: Occupational Safety and Health Ordinance (Chapter 509 of the Laws of Hong Kong), Factories and Industrial Undertakings Ordinance (Chapter 59 of the Laws of Hong Kong), Occupiers Liability Ordinance (Chapter 314 of the Laws of Hong Kong). All permanent staff have been covered with insurance as required by laws. All employees are also requested to strictly observe the health and safety policies, to follow safety rules at work and to place safety as their priority during work at all times. The Group places the highest priority on securing occupational safety and health of all our employees, and endeavours to protect employees from work related accidents and injuries.

Pursuant to the statutory requirements of the Factories and Industrial Undertakings (Safety Management) Regulation (Chapter 59AF of the Laws of Hong Kong), safety audits have been conducted periodically in office and on project sites to check the efficiency, effectiveness and reliability of the safety management and set up plan for further remediation and improvement actions. During the Reporting Period, the Group was not aware of any identified any material non-compliance cases relating to health and safety.

During the Reporting Period there were no fatalities, work injury, occupational health and safety hazard cases recorded.

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

B3 *Development and Training*

The Group values its employees as human capital and commits to investing resources to refresh their standards, skills and knowledge so that they can maximise their contribution to the Group's growth and success. The Group supports continuous learning and recognises its importance to the development of the employees, and would sponsor employees to attend internal and external training programs relevant to their work to improve their skills and knowledge.

On the training side, apart from orientation programmes for new employees to familiarise them with the Group's general working environment, work culture and safety awareness, on-the-job training programmes and guidance from supervisors are also provided to enhance their technical or product knowledge.

A record of the development and training programmes with a breakdown of the types, number of attendants and hours attended has been established, chosen and maintained as a KPI to facilitate the management team to assess the human resources plan, and the performance improvements.

B4 *Labour Standards*

The Group has strictly complied with any provisions of the local labour laws and employment ordinances of Hong Kong and Macau. The Group has honoured all of its obligations towards its employees and has built a safe, healthy and pleasant working environment. No child or forced labours have been employed. Equal opportunities have been given to employees in respect of recruitment, training and development, job advancement, and compensation and benefits. The employees have not been discriminated against or deprived of opportunities on the basis of gender, ethnic background, religion, colour, sexual orientation, age, marital status, family status, retirement, disability, pregnancy or any other discrimination prohibited by applicable laws.

During the Reporting Period, the Group did not aware of any labour dispute records or any non-compliance cases on labour employment issues.

Operating Practices

These aspects include management of sourcing, procurement, products quality assurance, sales, intellectual property rights and anti-corruption.

B5 *Supply Chain Management*

Supply chain management in the ESG Guide mainly refers to management of sourcing and procurement. In our case, there are 2 main types of suppliers: (i) sub-contractors who undertake sub-contracting construction and installation project works; and (ii) suppliers who supply raw materials, tools, equipment and consumables, etc., which the Group uses to complete the construction and installation projects.

We open raw materials purchase acquisitions to all suppliers on a fair and equitable manner following our purchase policies. All purchase transactions are open and transparent to all involved parties during the purchase acquisition process. They are subject to the scrutiny of internal hierarchy supervisions at different levels depending on its contract value and significance and to the overall scrutiny of external independent audit checks.



ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

We maintain a list of suppliers who have track records in dealing with us or in the market. We prefer to cooperate with the suppliers that share common moral values and standards with us. Regular assessments on the suppliers including requests to provide basic certifications, licenses and product catalogues are conducted to ensure that the suppliers are not only committed to the cost and quality of the products supplied, but also have not violated any laws and practices.

The purchases of the construction projects in principle follow the established prevalent trade practice and industry norms by inviting a number of tenderers depending on the contract value, time and amount involved and any other technicality or time constraints. They are executed and documented in accordance with the in-house rules which predominantly impose concern on and attach importance to its fit for purpose, safety and reliability. We include green items or environmental friendly provisions which our Group are obliged to comply under our contract specifications. We also consider the price competitiveness, availability and reputation of the suppliers. Suppliers are chosen based on their continuous ability to guarantee satisfactory product quantity and quality, reasonable price and timely delivery.

On the selection of sub-contractors, a list of approved sub-contractors is maintained who have passed the Group's quality control tests and have a satisfactory record of quality and on-time delivery. The Group prefers to choose those sub-contractors who are willing to work together to promote sustainable development of the industry.

The Group performs the evaluation of the raw material suppliers and the sub-contractors on an annual basis to make sure the suppliers and sub-contractors are up to the required standard and expectation. The assessment mainly includes but is not limited to the professional qualifications, services and products qualities, financial status, operation in good integrity, social responsibility, etc. Unsatisfactory suppliers and sub-contractors will be removed from the approved lists.

During the Reporting Period, the Group had a total 66 key suppliers/subcontractors, which can be categorised by region as follow: Hong Kong 48, Macau 3, PRC 10 and others 5 and does not foresee its source of supplies to be a potential threat to its project operations.

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

B6 Product Responsibility

(i) Quality Assurance

The Group's end products are completed water circulation systems which are subject to stringent government control and independent consultant supervision and inspection in a progressive manner during the planning, design and construction stages. Most of the risks regarding defaulted end products are detected in a timely manner. Such risks are reasonably minimised by the established industry checking practices and our in-house supervision plans.

The Group is committed to providing high quality end products as we believe that the quality and consistency of our products are critical to our ability to retain our professionalism and to expand our market share. The Group has established policies which cover service quality and safety in order to ensure relevant measures comply with the laws and regulations. Great importance is attached to the safety standard of our products. The Group maintains close contact with our business peers in the market to keep abreast of the latest building construction technology and knowledge. Also, policies and procedures are adopted to ensure that all customer complaints or concerns are appropriately addressed and in a timely manner.

During the Reporting Period, the Group did not aware of any quality claims on our products and services which had an adverse impact to our business.

(ii) Intellectual Property Rights

Given the nature of our works, the issue about intellectual property rights is less significant to the Group. Yet, the Group still observes and respects all intellectual property rights such as the purchase of genuine computer software for usage in office and work sites. Also, the designers are frequently be reminded not to infringe on any intellectual property rights during development of their designs.

During the Reporting Period, the Group was not aware of any intellectual property right infringement case filed against us.

(iii) Privacy

The Group's construction and installation contracting business does generate private, confidential and sensitive information of the principals and their projects such as design, costs and commercial terms of contracts. We also possess confidential information on our business partners, sub-contractors and employees. These types of information are extremely sensitive and important, and by law, we have to cautiously keep and safeguard them. The Group is fully aware of our obligation, and has taken measures to ensure safe keeping of the information. We only use the information for our own business purposes, not for other unrelated purposes. Our employees' employment contracts specifically contain confidentiality provisions and employees are prohibited from accessing information without approval and/or leaking private and confidential information. All employees are warned to handle and use customer information with extreme caution, protect customer information, and comply with statutory requirements in privacy law. Legal actions will be taken against any violation.

No complaint from regulatory bodies regarding customer privacy was recorded for the Reporting Period.



ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

B7 *Anti-corruption*

The prevention of bribery, extortion, fraud, and money laundering under this anti-corruption section is a material aspect to all the stakeholders. The Group realises the importance of employees' integrity and has established the Code of Conduct (CoC) for all the employees for the purpose of providing employees with the guidance for allowable acceptance of gifts or entertainment, conflict of interest, handling of confidential information, and whistle-blowing procedure. The Group adopts a zero tolerance approach to bribery, extortion, fraud and money laundering. In daily work, the directors, management and employees must comply with related national and local government laws and regulations on prevention of bribery, extortion, fraud and money laundering. Any person, who contravenes the regulations, will be subject to disciplinary sanction. With the implementation of clear policies and well-structured processes on purchases, sales, operation and finance, and the adoption of a high CoC especially in our senior management, the Group reported no bribery nor corruption cases for the Reporting Period.

B8 *Community Investment*

The Group understands that community participation is important for its long-term development. The Group supports its employees to take part in volunteer services such as regularly visiting the people who need help and arranging outdoor activities for disadvantaged groups. The Group believes in investing on youth education and provides internship program for undergraduate students through practical working experience to support talent and career development.

BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT

DIRECTORS

Executive Directors

Mr. Nam Ho Kwan (藍浩鈞), aged 49, our founder, Chairman, Chief Executive Officer and executive Director and one of the controlling shareholders of the Company. He was appointed as a Director on 23 November 2015 and re-designated as executive Director and elected as Chairman on 8 June 2016. He is also a Chairman of the Nomination Committee. He is mainly responsible for formulating the overall business development strategy and planning; overseeing the Group's performance and management; and leading and representing the Group in negotiation with potential business partner.

In November 1994, Mr. Nam obtained a Bachelor of Engineering in Mechanical Engineering from The Hong Kong Polytechnic (now known as Hong Kong Polytechnic University). Subsequently, he completed the "ISO 9001:2000 Training Course (Module 1)", the "ISO 9001:2000 Implementation Training Course (Module 2)", the "ISO 9001:2000 Internal Audit Training Course (Module 3)" and the "ISO 9001:2000 Management System "Lean & Green" TM Training Course (Module 4)" organised by Hong Kong Productivity Council in 2002.

After obtaining the aforesaid Bachelor of Engineering, Mr. Nam gained working experience in the water landscape design and construction industry for about 22 years, during which he founded our Group in November 2006. Before establishing the Group, Mr. Nam was a marketing manager of a company engaged in the design and installation of water filtration system from 2002 to 2005.

Mr. Nam is a director of the major operating subsidiaries namely, Harmony Asia Limited and Best Innovation Limited and holds a number of directorships in other subsidiaries within the Group.

Mr. Ng Wan Lok (吳蘊樂), aged 53, was appointed as an executive Director on 8 June 2016. He joined the Group as a marketing manager in March 2014 and is mainly responsible for managing and supervising the operations of projects of the Group.

He obtained a post-graduate certificate in Information Technology from the Hong Kong Management Association in September 1994 and further obtained a Bachelor's degree in Computer Science from Victoria University of Technology in November 1996.

Mr. Ng has more than 24 years of experience in project management. He had worked in various companies and was responsible for project development, managing manufacturing operation and handling product sales and development. Before joining the Group, Mr. Ng was a Manager of Wellgo Development Limited from August 2007 to February 2014 and he was mainly responsible for handling the trading business of consumer electronics.



BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT

Ms. Wong Wing Hung (王詠紅), aged 47, was appointed as an executive Director on 8 June 2016. She is also the compliance officer of the Company. She joined the Group as a project administrator in November 2006 and is responsible for project tendering and administration as well as project accounting of the Group.

She obtained a Bachelor's degree in Business Administration from the Open University of Hong Kong in June 2003. She also completed "ISO 9000:2000 Internal Auditor Training Course" organized by Hong Kong Quality Assurance Agency in November 2001.

Ms. Wong has about 20 years of experience in project tendering, accounting and administration. Before joining the Group, she was project secretary for companies engaged in design and installation of water filtration system. She was a Project Secretary of Dawn Enterprise Limited from February 1998 to August 2002, Assistant to Manager of P&A Engineering Limited from November 2002 to October 2004, Project Secretary of Harmony Project Limited from November 2004 to September 2005 and Project Secretary of Fortune Universe Limited from September 2005 to July 2006.

Ms. Wang Rui (王蕊), aged 33, was appointed as a non-executive Director on 17 January 2018 and re-designated as executive Director on 2 July 2019. She is mainly responsible for providing strategic guidance to the Group on its potential development and expansion of existing business in the People's Republic of China (the "PRC") and overseeing the implementation of the expansion plan and execution of any project that may be procured by the Group in the PRC.

Ms. Wang has numerous years of experience in property project management. She was a vice general manager of 廊坊翔達房地產開發有限公司 (Langfang Xiangda Real Estate Development Co., Ltd.*) ("Langfang Real Estate"), a subsidiary of 天津隆昌投資集團有限公司 (Tianjin Long Chang Investment Group Co., Ltd.*) and responsible for the management of 中國紅木城 (the China Rosewood City*) project which is one of the largest real estate projects in northern PRC from January 2016 to June 2019. She is currently a senior consultant to Langfang Real Estate. Prior to joining Langfang Real Estate, Ms. Wang also gained the working experience in the financial service industry in the PRC. Ms. Wang obtained a Bachelor's degree in Business Administration (Accounting) in Hong Kong Baptist University in November 2010 and attained a Master's degree in Master of Science (Technopreneurship & Innovation) in July 2014 from Nanyang Technological University in Singapore.

Ms. Wang is a director of Yammy Technology Co., Limited (formerly known as Zhenxingyuan Trade Co., Limited), a subsidiary within the Group.

* For identification purpose only

BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT

Independent non-executive Directors

Mr. Chen Lei (陳磊), aged 34, was appointed as an independent non-executive Director on 16 May 2018. He is also member of the Audit Committee, Remuneration Committee and Nomination Committee.

He is currently the managing director of Suntek Financial Investment Company Limited. Prior to that, he was an investment director of Jingdong Securities Limited. He has about 7 years of experience in private fund management in the PRC from his past positions in private fund management companies where he was responsible for formation of fund, investment project and post-investment management. Mr. Chen obtained a Master of Science degree in Financial Economics in January 2010 from the University of Leicester in the United Kingdom.

Dr. Lam King Sun Frankie (林敬新), aged 60, was appointed as an independent non-executive Director on 23 June 2020. He is also Chairman of Remuneration Committee and members of Audit Committee and Nomination Committee of the Company.

Dr. Lam is currently the Associate Dean of School of Graduate Studies and the Programme Director of Master of Science in Human Resource Management & Organizational Behaviour at Lingnan University of Hong Kong. He has over 30 years of experiences in human resources and general management, and had served for various multi-national companies. He served as an independent non-executive director for Shinhint Acoustic Link Holdings Limited, now known as Jintai Energy Holdings Limited, a company listed on the Main Board of the Stock Exchange (Stock Code: 2728), from June 2005 to November 2014. He had also served as an independent non-executive director for China Kingstone Mining Holdings Limited, a company listed on the Main Board of the Stock Exchange (Stock Code: 1380), from July to December 2015.

Dr. Lam received his Ph. D. degree from Purdue University in the United States of America in August 1986 and Bachelor and Master of Arts degrees from University of North Texas in the United States of America in December 1982 and August 1983 respectively. He is a Fellow of The Hong Kong Institute of Director and a Fellow of Hong Kong Institute of Human Resource Management.



BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT

SENIOR MANAGEMENT

The followings are the senior management team of the Group:

Ms. Tong Sau Wai (湯秀慧), aged 38, is the operation and human resources manager of the Group. She joined the Group in August 2015 and has been mainly responsible for project management, supervising overall site and office activities, recruitment and human resources matters and staff administration of the Group. She obtained a Bachelor's degree of Business Administration from the EU Business School in December 2018. She also obtained a Professional Diploma in Marketing Management from The Hong Kong Management Association in July 2009 and completed a course of instruction in Project Management Professional (PMP)[®] Preparation Course at Informatics Education (HK) Limited in March 2015. She has more than 10 years of experience in office administration and has involved in project management of various fixture installation and fit out work of shopping malls in, including but not limited to, Hong Kong, Macau and the PRC.

Mr. Yeung Yuen Wang (楊元宏), aged 35, is the project manager of the Group. He joined the Group in October 2013 as a project engineer. He is responsible for project management and supervising and overseeing site activities of the Group. Mr. Yeung obtained a Higher Diploma in Environmental Engineering and Energy Management from the Hong Kong Institute of Vocational Education in July 2008. He has more than 10 years of experience in the engineering and construction field. Before joining the Group, he worked at Perricom Pool Equipments & Engineering Company Limited from July 2008 to September 2013 with his last position being Assistant Project Manager.

REPORT OF DIRECTORS

The directors of the Company (the “Directors”) hereby presented their report and audited consolidated financial statements for the year ended 31 March 2021.

CORPORATE REORGANISATION

The Company was incorporated in the Cayman Islands as an exempted company with limited liability on 23 November 2015 under the Companies Law of the Cayman Islands. The companies now comprising the Company and its subsidiaries (the “Group”) underwent a reorganisation (the “Reorganisation”) to rationalise the structure of the Group in preparation for the listing on GEM of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”). Pursuant to the Reorganisation, the Company became the holding company of the subsidiaries now comprising the Group. Further details of the Reorganisation are set out in the section headed “History, Reorganisation and Corporate Structure” in the prospectus issued by the Company dated 16 May 2017 (the “Prospectus”). The shares of the Company (“Shares”) were listed on GEM of the Stock Exchange on 26 May 2017 (the “Listing”).

PRINCIPAL ACTIVITIES AND BUSINESS REVIEW

The principal activity of the Company is investment holding. The Group is principally engaged as contractor specialised in design, procurement and installation services of the Water Circulation Systems. The services are mainly categorised as (i) management contracting services – design, procurement and installation of Water Circulation Systems, (ii) consultancy services – provision of consultancy services on Water Circulation Systems; and (iii) maintenance services – provision of maintenance and repair services for Water Circulation Systems. Details of the principal activities of its subsidiaries are set out in note 31 to the consolidated financial statements. For discussion and analysis of these activities as required by Schedule 5 to the Hong Kong Companies Ordinance (Chapter 622 of the Laws of Hong Kong), including a fair review of business, discussion of the principal risks and uncertainties facing by the Group, its key relationship with employees, customers and suppliers and an indication of likely future developments in the Group’s business, can be found in “Chairman’s Statement” and section “Management Discussion and Analysis” set out on pages 4 to 5, pages 6 to 9, pages 42 to 43 and page 48 of this annual report and the discussion of its environmental policies and performance, can be found in section “Environmental, Social and Governance Report” of this annual report. During the year ended 31 March 2021, as far as the Group is aware and save as disclosed elsewhere in this report, there was no material breach of or non-compliance with applicable laws and regulations by the Group that has a significant impact of the Group.

SEGMENT INFORMATION

An analysis of the Group’s performance for the year ended 31 March 2021 by operating segment is set out in note 3 to the consolidated financial statements.

RESULTS AND APPROPRIATIONS

The results of the Group for the year ended 31 March 2021 are set out in the consolidated statement of profit or loss and other comprehensive income on page 58 of this annual report.

PAYMENT OF FINAL DIVIDEND

The Board do not recommend the payment of final dividend of the Company for the year ended 31 March 2021 (2020: Nil) to the shareholders of the Company.

FINANCIAL SUMMARY

A summary of the results and of the assets and liabilities of the Group for the last five years, as extracted from the consolidated financial statements and the Prospectus, is set out on page 120 of this annual report.



REPORT OF DIRECTORS

PROPERTY, PLANT AND EQUIPMENT

Details of the movements during the year ended 31 March 2021 in the property, plant and equipment of the Group are set out in note 13 to the consolidated financial statements.

SHARE CAPITAL

Details of movements during the year ended 31 March 2021 in the share capital of the Company are set out in note 22 to the consolidated financial statements.

RESERVES

As at 31 March 2021, the Company's reserve available for distribution to the shareholders, calculated in accordance with the Companies Law, Chapter 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands amounted to approximately HK\$26,201,000 (2020: approximately HK\$58,954,000). Movement in reserves of Company during the year ended 31 March 2021 are set out on page 117 of this annual report.

BANK BORROWINGS

Details of bank borrowings during the year ended 31 March 2021 are set out in note 20 to the consolidated financial statements.

SHARE OPTION SCHEME

The Company adopted a share option scheme on 12 May 2017 (the "Share Option Scheme") under which certain selected classes of participants (including, among others, employees, non-executive directors, suppliers of goods and services, customers, shareholder, adviser or consultant of any member of the Group or any invested entity) may be granted option to subscribe for the Shares. The Share Option Scheme will remain in force for a period of 10 years commencing from date of adoption. The purpose of the Share Option Scheme is to enable the Group to grant options to selected participants as incentives or rewards for their contribution to the Group.

The total number of the Shares in respect of which options may be granted under the Share Option Scheme is not permitted to exceed 10% of the Shares in issue on the date of Listing unless the Company obtains the approval of the shareholders for refreshing such 10% limit, in which case the total number of the Shares in respect of which options may be granted under the Share Option Scheme and any other share option schemes of the Company as "refreshed" shall not exceed 10% of the total number of the Shares in issue as at the date of the approval of the Company's shareholders on the refreshment of the limit. The number of the Shares in respect of which options may be granted to any individual in any 12-months period is not permitted to exceed 1% of the Shares in issue. Options granted to substantial shareholders or independent non-executive directors or any of their respective associates in excess of 0.1% of the Shares in issue and a value in excess of HK\$5 million must be approved in advance by the Company's shareholders.

An option may be accepted by a participant within 21 days from the date of grant with a nominal consideration of HK\$1 on each grant. An option may be exercised in accordance with the terms of the Share Option Scheme at any time during a period to be determined and notified by the Directors to each grantee, which period may commence on a day after the date upon which the offer for the grant of options is made but shall end in any event not later than 10 years from the date of grant of the option subject to the provisions for early termination. Unless otherwise determined by the Directors and stated in the offer of the grant of options to a grantee, there is no minimum period required under the Share Option Scheme for the holding of an option before it can be exercised.

REPORT OF DIRECTORS

The subscription price is determined by the Directors and will not be less than the highest of (i) the closing price of the Shares as stated in the Stock Exchange's daily quotations sheet on the date of the offer of grant, which must be a business day; (ii) the average closing price of the Shares as stated in the Stock Exchange's daily quotations for the five business days immediately preceding the date of the offer of grant; and (iii) the nominal value of a Share.

The terms of the Share Option Scheme are in accordance with the provisions of Chapter 23 of the GEM Listing Rules. For the details of the Share Option Scheme, please refer to the paragraph headed "Share Option Scheme" in Appendix V to the Prospectus.

No share option has been granted during the period from the date of adoption of the Share Option Scheme to 31 March 2021. The Company will consider to grant share options as incentive to any eligible personnel of the Group thereafter.

EQUITY LINKED AGREEMENT

Save for the Share Option Scheme, no equity-linked agreement was entered into by the Group; or existed during the year ended 31 March 2021.

DISCLOSURE OF INTERESTS

(I) Directors' and Chief Executives' Interest and Short Position in Shares, Underlying Shares or Debentures

So far as the Directors are aware, as at 31 March 2021, the interests and short positions of the Directors and chief executive of the Company in the Shares, the underlying Shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (the "SFO")), 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 the interests or short positions which any such director or chief executive was taken or deemed to have under such provision of the SFO) or which were required pursuant to Section 352 of the SFO, to be entered in the register referred to therein, or which were required, pursuant to standard of dealings by Directors referred in Rules 5.46 to 5.67 of the GEM Listing Rules, to be notified to the Company and the Stock Exchange were as follows:

| Name of Director | Capacity/ Nature of Interest | Number of the Shares held/ interested in | Long/short position | Percentage of Shareholding |
|------------------------|------------------------------------|--|------------------------|-------------------------------|
| Mr. Nam Ho Kwan (Note) | Interest in controlled corporation | 652,290,000 | Long position | 50.18% |

Note: Mr. Nam owns the entire issued share capital of Harmony Asia International Limited ("Harmony Asia International") and is deemed, or taken to be, interested in the same number of the Shares held by Harmony Asia International for the purpose of the SFO. Mr. Nam is the Chairman of the Board and Chief Executive Officer and one of the controlling shareholders of the Company.

Save as disclosed above, as at 31 March 2021, none of the Directors nor chief executive of the Company has registered an interest and short position 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 or short positions which were taken or deemed to have under such provisions of the SFO); or (ii) 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.

REPORT OF DIRECTORS

(II) Substantial Shareholders' and Other Persons' Interests and Short Positions in the Shares, Underlying Shares or Debentures

So far as the Directors are aware, as at 31 March 2021, the following persons/entities had or deemed to taken to have an interest or short position in the Shares or underlying Shares or debentures of the Company which were recorded in the register of interests required to be kept by the Company pursuant to Section 336 of the SFO, or which would fall to be disclosed under the provisions of Divisions 2 and 3 of Part XV of the SFO and the GEM Listing Rules:

| Name of Shareholder | Capacity/ Nature of Interest | Number of the Shares held/ interested in | Long/short position | Percentage of Shareholding |
|------------------------------|---|--|------------------------|-------------------------------|
| Harmony Asia International | Beneficial owner (<i>Note</i>) | 652,290,000 | Long position | 50.18% |
| Mr. Nam Ho Kwan | Interest in controlled corporation (<i>Note</i>) | 652,290,000 | Long position | 50.18% |
| Prudential Brokerage Limited | Person having security interest in shares | 652,290,000 | Long position | 50.17% |
| Ms. Chen Mingxia | Beneficial owner | 243,750,000 | Long position | 18.75% |

Notes: Harmony Asia International is a company incorporated in Samoa which is wholly-owned by Mr. Nam. Therefore, Mr. Nam is deemed to be interested in all Shares held by Harmony Asia International. These Shares were pledged to Prudential Brokerage Limited on 14 September 2020.

Save as disclosed above, as at 31 March 2021, no person/entities, had notified the Company of an interest or short position in the Shares, underlying Shares or debenture 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 or which would fall to be disclosed under the provisions of Divisions 2 and 3 of Part XV of the SFO.

MAJOR CUSTOMERS, SUPPLIERS AND SUB-CONTRACTORS AND RELATIONSHIP

We strive to provide high quality and reliable services to its customers. The privacy of the Group's customers are well protected. Policies and procedures are adopted to ensure that all customer complaints or concerns are appropriately addressed. During the year ended 31 March 2021, so far as the Company is aware, the aggregate revenue attributable to our five largest customers and the largest customer accounted for approximately 90.2% (2020: 93.7%) and 35.0% (2020: 79.2%), respectively, of the Group's total revenue for the year ended 31 March 2021.

The Group is committed to forging collaborative partnership with its suppliers and have a list of approved suppliers who are assessed on a regular basis. Purchases from the Group's five largest suppliers accounted for approximately 13.3% (2020: 10.5%) of the Group's total costs of services for the year ended 31 March 2021 and the purchase from the largest supplier included therein amounted to approximately 3.8% (2020: 3.3%).

We also maintain a list of sub-contractors who have passed the Group's quality control tests and have a satisfactory record of quality and on time-delivery. Sub-contracting fees paid to the Group's five largest sub-contractors accounted for approximately 16.9% (2020: 56.5%) of the Group's total costs of services for the year ended 31 March 2021 and the sub-contracting fee paid to the largest subcontractor included therein amounted to approximately 7.0% (2020: 45.5%).

REPORT OF DIRECTORS

So far as the Directors are aware, none of the Directors, or any of his close associates (as defined under the GEM Listing Rules) or the Company's shareholders (which, to the best knowledge of the Directors, own more than 5% of the Company's issued share capital), had any beneficial interest in the Group's five largest customers, suppliers or sub-contractors during the year ended 31 March 2021.

RELATIONSHIP WITH EMPLOYEES

The Group value its employees as human capital and commits to investing resources to refresh their standards, skills and knowledge so that they can maximise their contribution to the Group's growth and success. Further details can be found in section "Environmental, Social and Governance Report" of this annual report.

TAX RELIEF AND EXEMPTION OF HOLDERS OF LISTED SECURITIES

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

DIRECTORS

The Directors up to the date of this report were:

Executive Directors

Mr. Nam Ho Kwan (*Chairman and Chief Executive Officer*)

Mr. Ng Wan Lok

Ms. Wong Wing Hung

Ms. Wang Rui

Independent Non-executive Directors

Mr. Chen Lei

Dr. Lam King Sun Frankie (Appointed on 23 June 2020)

Mr. Wu Kam On Keith (Resigned on 6 April 2020)

Mr. Lau Wai Hung (Resigned on 23 June 2020)

Mr. Tsang Yung Fat (Appointed on 6 April 2020 and resigned on 1 April 2021)

During the year ended 31 March 2021 and up to the date of this report, Mr. Wu Kam On Keith and Mr. Lau Wai Hung resigned as Directors with effect from 6 April 2020 and 23 June 2020, respectively. Mr. Tsang Yung Fat was appointed as Director with effect from 6 April 2020 and resigned as Director with effect from 1 April 2021. Dr. Lam King Sun Frankie was appointed as Director on 23 June 2020.

Information regarding directors' emoluments is set out in note 8 to the consolidated financial statements. Annual confirmations of independence pursuant to the requirements under Rule 5.09 the GEM Listing Rules have been received from the independent non-executive Directors.



REPORT OF DIRECTORS

BIOGRAPHICAL DETAILS OF DIRECTORS AND CHANGES IN INFORMATION OF DIRECTORS

Updated biographical details of the Directors are set out on pages 35 to 38 of this annual report.

DIRECTORS' SERVICES CONTRACTS

Each of the executive and non-executive Directors has entered into a services agreement with Company for a term of three years and will continue thereafter unless and until terminated by the Company or Director or the Director has not been re-elected as a director of the Company or has been removed by the Company's shareholders at any of its general meeting or is disqualified from acting as a director of the Company in accordance with the articles of association of the Company (the "Articles"). Each independent non-executive Director was appointed under a letter of appointment for a term of three years unless terminated by the Company or the Director in accordance with the terms as set out in the letter of appointment.

During the year ended 31 March 2021, the services contracts with Mr. Nam Ho Kwan, Mr. Ng Wan Lok and Ms. Wong Wing Hung have been renewed for another term of 3 years since 26 May 2020 on the same terms and conditions and the service contract with Ms. Wang Rui has been renewed for another term of 3 years since 17 January 2021 on the same terms and conditions.

Save as disclosed above, none of the Directors proposed for re-election at the forthcoming annual general meeting of the Company has or is proposed to have a 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.

DIRECTORS' RETIREMENT AND RE-ELECTION

Pursuant to Article 84 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, then the number nearest to but not less than one third) shall retire from office by rotation provided that every Pursuant to Article 84 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, then the number nearest to but not less than one third) shall retire from office by rotation provided that every Director shall be subject to retirement at an annual general meeting at least once every three years. The Directors to retire by rotation shall include any Director who wishes to retire and not offer himself for re-election. Any further Directors so to retire shall be those who have been longest in office since their last re-election or appointment but as between persons who became or were last re-elected Directors on the same day those to retire will (unless they otherwise agree among themselves) be determined by lot. Any Director appointed by the Board pursuant to Article 83(3) of the Articles shall not be taken into account in determining which particular Directors or the number of Directors who are to retire by rotation.

Pursuant to Article 83(3) of the Articles, the Directors have the power 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 appointed to fill a casual vacancy shall hold office until the first general meeting of members after his/her appointment and be subject to re-election at such meeting and any Director appointed as an addition to the existing board shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election.

REPORT OF DIRECTORS

In accordance with Article 84 of the Articles, Mr. Ng Wan Lok and Ms. Wong Wing Hung shall retire by rotation at the forthcoming annual general meeting of the Company. They are, being eligible, offer themselves for re-election at the said annual general meeting.

DIRECTORS' INTERESTS IN TRANSACTIONS, ARRANGEMENTS, CONTRACTS OF SIGNIFICANCE

Save as disclosed in Prospectus and elsewhere in this annual report, no transactions, arrangements and contracts of significance in relation to the Group's business to which the Company or any of its subsidiaries was a party and in which the Director or an entity connected with the Director had a material interest, whether directly or indirectly, subsisted at any time during the year ended 31 March 2021.

CONTROLLING SHAREHOLDERS' INTERESTS

Save as disclosed in this annual report, there was no contract of significance between the Company or any of its subsidiaries and controlling shareholders or any of its subsidiaries or any contracts of significance for the provision of services to the Company or any of its subsidiaries by a controlling shareholder or any of its subsidiaries.

EMOLUMENTS OF THE DIRECTORS AND FIVE HIGHEST PAID INDIVIDUALS

Details of the emoluments of Directors and the five highest paid individuals of the Group are set out in note 8 and note 9 to the consolidated financial statements in this annual report.

EMOLUMENT POLICY

The Remuneration Committee is set up for reviewing the Group's emolument policy and structure for making recommendation to the Board on the overall remuneration policy and structure relating to all Directors and senior management of the Group. The remunerations of the Directors are determined by reference to the market condition, the responsibilities and duties assumed by each Director as well as their individual performance.

The Company adopted a share option scheme and the details are set out under section "Share Option Scheme" of this report.

COMPETING INTERESTS

The Directors are not aware of any business or interest of Directors nor the controlling shareholder of the Company nor any of their respective close associates (as defined in the GEM Listing Rules) that compete or may compete with the business of the Group and any conflicts of interests which any such person has or may have with the Group during the year ended 31 March 2021.

NON-COMPETITION UNDERTAKING

The Company confirms that the non-competition undertaking of Harmony Asia International and Mr. Nam Ho Kwan, details of which were set out in the Prospectus has been fully complied and enforced for the year ended 31 March 2021. The Board also confirms that there are no other matters in relation to the aforesaid undertaking which should be brought to the attention of the shareholders of the Company and the potential investors.

REPORT OF DIRECTORS

PURCHASE, SALE OR REDEMPTION OF LISTED SECURITIES

Neither the Company nor any of its subsidiaries has purchased, sold or redeemed any of the Company's listed securities during the year ended 31 March 2021.

USE OF PROCEEDS FROM LISTING

The Shares were listed on GEM on 26 May 2017 pursuant to the initial public offering of the Company. The net proceeds from the Listing (after deducting the underwriting fees and expenses related to the Listing) of a total of approximately HK\$38.0 million would be used for the intended purposes as set out in the section headed "Future Plans and Use of Proceeds" of the Prospectus. To cope with the increasingly challenging external business environment, the Board resolved to change and re-allocate the uses of the unutilised net proceeds. For more details including the reasons and benefits for the said change, please refer to the announcement of the Company dated 18 September 2020 (the "Announcement"). As at 31 March 2021, the Group had fully utilised the net proceeds from the Listing.

| | Actual net proceeds | Amount utilised up to 18 September 2020 | Unutilised net proceeds as at 18 September 2020 | Revised allocation of net proceeds as at 18 September 2020 | Amount utilised from 19 September 2020 to 31 December 2020 | Unutilised net proceeds as at 31 March 2021 |
|--|------------------------|--|--|---|---|---|
| | HK\$ million | HK\$ million | HK\$ million | HK\$ million | HK\$ million | HK\$ million |
| Strengthening of the Group's industry position and expansion of business | 19.4 | 0.8 | 18.6 | - | - | - |
| Repayment of bank loans | 7.6 | 7.6 | - | 20.0 | 20.0 | - |
| Strengthening of the Group's technical and project management capabilities | 3.6 | 3.6 | - | - | - | - |
| Establishment of a Macau office/ warehouse | 2.5 | 0.2 | 2.3 | - | - | - |
| Purchase of tools and equipment | 1.6 | - | 1.6 | - | - | - |
| General working capital | 3.3 | 3.3 | - | 2.5 | 2.5 | - |
| | <u>38.0</u> | <u>15.5</u> | <u>22.5</u> | <u>22.5</u> | <u>22.5</u> | <u>-</u> |

REPORT OF DIRECTORS

An analysis comparing the business objectives as set out in the Prospectus and the Announcement with the Group's actual business progress for the Reporting Period is set out below:

Business strategies

| Business strategies as stated in the Prospectus/ Announcement | Business objectives up to 31 March 2021 as stated in the Prospectus/Announcement | Actual business progress up to 31 March 2021 |
|--|---|--|
| Strengthening of our industry position and expansion of our business | Undertake more projects and satisfy potential requirements of performance bond. | The Group has been identifying suitable business opportunities with potential customers and the Group has also committed to undertaking new projects. As at 31 March 2021, the Group has paid approximately HK\$0.8 million to satisfy requirement of performance bond of new projects and re-allocated the remaining of approximately HK\$18.6 million to repayment of bank borrowings. |
| Repayment of bank borrowings | Repay outstanding amount under the bank borrowings advanced to our Group. | As at 31 March 2021, the Group has used approximately HK\$27.6 million to repay the outstanding bank borrowings. |
| Strengthening our technical and project management capabilities | Recruit additional professional staff with relevant experience, including one chartered senior engineer, one quantity surveyor, one assistant project manager and one engineer. | The Group has added 10 headcounts of junior to senior level engineering staff to cope with its business development with additional staff costs of approximately HK\$3.5 million. |
| | Provide technical seminars and safety courses for our staff. | As at 31 March 2021, the Group has paid approximately HK\$0.1 million to sponsor its engineering staff to attend technical seminars and safety courses organised by third parties. |
| Establishing a Macau office/ warehouse | Rent an office/a warehouse in Macau and renovate and purchase fixed assets for the newly leased office/warehouse. | The Group has rented a temporary warehouse in Macau and as at 31 March 2021, the Group has paid rental expense of approximately HK\$0.2 million and re-allocated the remaining of approximately HK\$2.3 million to repayment of bank borrowings and general working capital. |
| Purchase of tools and equipment | Purchase tools and equipment to enhance our high level working environment and improve our efficiency for the provision of installation services of Water Circulation Systems. | As at 31 March 2021, the Group has purchased tools and equipment of approximately HK\$24,000 and re-allocated the remaining of approximately HK\$1.6 million to general working capital. |



REPORT OF DIRECTORS

PRINCIPAL RISKS AND UNCERTAINTIES

The Group's financial position, results of operations and business prospects may be affected by a number of risks and uncertainties directly and indirectly pertaining to the Group's business. Other than the potential impact of the coronavirus pandemic on the local and global economy and the operation and financial performance of the Group as mentioned under the paragraph headed "Management Discussion and Analysis – Business Review and Outlook" above, the management considers that following are the key risks and uncertainties identified by the Group:

- (a) The Group's business is project-based. The Group mainly derive revenue from projects which are non-recurring in nature. Fee collection and profit margin significantly depend on various factors of each project such as the terms of contracts, duration of project, variation orders, efficiency of implementation of contract work and the general market condition. In general, variation orders usually carry higher profit margin as compared with the works under original contracts. Therefore, revenue generated from the Group's business is irregular and is subject to the availability of projects, variation orders and other factors beyond the Group's control;
- (b) The number and size of the projects the Group can undertake depends on the Group's human and other resources. Due to the size of the Group, a mega-sized project will occupy a substantial part of the Group's resources and inevitably resulted in the Group not being able to deploy resources to other projects and as a result the Group have to rely on a single project or otherwise a small number of projects during the project period. Any decrease in the number of sizable projects in terms of revenue recognised may affect the Group's operations and financial results;
- (c) For the Group's management contracting business, the Group normally receive progress payments from the customers with reference to the percentage of completion of the contract works done by the Group during the relevant month in accordance with the rates and prices based on the agreed tender price. Any failure by the customers to make any payment on time or in full may have a material adverse effect on the Group's liquidity position. Any failure by the customers to eventually pay the amount to the Group's may have a material adverse effect on the Group's financial position and operating results; and
- (d) Most of the Group's contracts are awarded to the Group through tendering process. The Group have to determine the tender price and service fee of each project based on the information available to the Group at the time of submitting the tender. The tender price is determined by factors including the scope of works, the estimated duration of the project period, the total time cost and estimated cost involved. The Group determine the price of all the projects at fixed costs based on an agreed scope of works and the estimation of time cost and estimated cost involved. Error or inaccurate estimation of project duration and costs when determining the tender price or increase in construction costs may adversely affect the Group's profitability or result in substantial loss.

PERMITTED INDEMNITY PROVISIONS

Every Director shall be entitled under the Articles to be indemnified out of the assets of the Company against all actions, costs, charges, losses or liabilities incurred or sustained by him or her as a Director in the execution or discharge of his or her duty.

The Company has taken out insurance against the liability and costs associated with defending any proceedings which may be brought against the Directors.

REPORT OF DIRECTORS

RELATED PARTY TRANSACTIONS

Details of related party transactions of the Group during the year ended 31 March 2021 are set out in note 24 to the consolidated financial statements in this annual report. None of these related party transactions constituted a connected transaction under Chapter 20 of the GEM Listing Rules which were subject to the reporting, announcement or independent shareholders' approval requirements for the year ended 31 March 2021.

SUFFICIENCY OF PUBLIC FLOAT

To the best knowledge of the Directors and based on the information that is publicly available to the Company, at least 25% of the Company's issued capital were held by public as at the date of this report.

ARRANGEMENT TO PURCHASE SHARES OR DEBENTURES

At no time during the year was the Company, its holding company, or any of its subsidiaries, a party to any arrangement to enable the Directors to acquire benefits by means of the acquisition of shares in, or debt securities including debentures of, the Company or any other body corporate.

AUDIT COMMITTEE

The Group has established an audit committee of the Board (the "Audit Committee") pursuant to a resolution of the Board passed on 19 January 2017 in compliance with Rules 5.28 to 5.33 of the GEM Listing Rules and with written terms of reference in compliance with the Corporate Governance Code. The primary duties of the Audit Committee are to make recommendations to the Board on appointment or re-appointment and removal of external auditor; review financial statements of our Company and judgments in respect of financial reporting; and oversee the effectiveness of the risk management and internal control procedures of the Group.

The Audit Committee currently consists of two members, namely Mr. Chen Lei and Dr. Lam King Sun Frankie. Mr. Tsang Yung Fat resigned as independent non-executive Director and ceased to be the Chairman of the Audit Committee with effect from 1 April 2021 which resulted in non-compliance with Rules 5.05(1), 5.05(2) and 5.28 of the GEM Listing Rules. For further details, please refer to the section headed "Corporate Governance Report" of this annual report.

The audited consolidated financial statements of the Group for the year ended 31 March 2021 and the annual results had been reviewed by the Audit Committee, which was of the opinion that the audited consolidated financial statements have been prepared in compliance with the applicable accounting standards and the GEM Listing Rules.

AUDITOR

Deloitte Touche Tohmatsu ("Deloitte") had been the independent auditor of the Company since the Listing. On 17 April 2019, Deloitte resigned as the independent auditor of the Company. On the same date, the Board appointed Mazars CPA Limited ("Mazars") to fill the casual vacancy as the independent auditor. Further details can be found on the Company's announcement published on 17 April 2019. Save for the above, there were no other changes in the Company's auditor in the past three years.

The consolidated financial statements for the year ended 31 March 2021 have been audited by Mazars. Mazars shall retire in the forthcoming annual general meeting of the Company and, being eligible, offer themselves for re-appointment. A resolution for the re-appointment of Mazars as auditor of the Company and authorise the Directors to fix their remuneration will be proposed at the said general meeting.



REPORT OF DIRECTORS

CORPORATE GOVERNANCE

Details of the corporate governance of the Company are set out in the section headed “Corporate Governance Report” on pages 10 to 22 of this annual report.

PRE-EMPTIVE RIGHTS

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

MANAGEMENT CONTRACTS

No contracts concerning management and administration of the whole or any substantial part of the business of the Group were entered into or in existence during the year ended 31 March 2021.

CHARITABLE DONATIONS

During the year ended 31 March 2021, the Group did not make any charitable donations (2020: Nil).

EVENTS AFTER THE REPORTING PERIOD

The Board is not aware of any significant event subsequent to 31 March 2021 which would materially affect the Group’s operating and financial performance.

CLOSURE OF REGISTER OF MEMBERS

In order to ascertain the entitlements to attend and vote at the forthcoming annual general meeting of the Company to be held on Friday, 3 September 2021, the register of members of the Company will be closed from Tuesday, 31 August 2021 to Friday, 3 September 2021, both days inclusive, during which period no transfer of Shares will be registered. Shareholders of the Company are reminded to ensure all properly executed transfer forms accompanied by the relevant share certificates must be lodged with the Company’s branch share registrar in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong no later than 4:30 pm on Monday, 30 August 2021.

On behalf of the Board

Hao Bai International (Cayman) Limited

Nam Ho Kwan

Chairman

Hong Kong, 30 June 2021

INDEPENDENT AUDITOR'S REPORT



MAZARS CPA LIMITED

中審眾環(香港)會計師事務所有限公司

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Website 網址 : www.mazars.hk

To the members of

Hao Bai International (Cayman) Limited

(incorporated in the Cayman Islands with limited liability)

OPINION

We have audited the consolidated financial statements of Hao Bai International (Cayman) Limited (the "Company") and its subsidiaries (collectively referred to as the "Group") set out on pages 58 to 119, which comprise the consolidated statement of financial position as at 31 March 2021, the consolidated statement of profit or loss and other comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at 31 March 2021, and of its consolidated financial performance and 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.

MATERIAL UNCERTAINTY RELATED TO GOING CONCERN

We draw attention to the "Going concern" section in Note 2 to the consolidated financial statements concerning the adoption of the going concern basis on which the consolidated financial statements have been prepared. The Group incurred loss before tax of approximately HK\$28,935,000 for the year ended 31 March 2021 and, as at that date, the Group's total trade and other creditors and accrued expenses and bank overdrafts and borrowings amounted to approximately HK\$66,833,000, of which approximately HK\$64,840,000 are due for repayment within the next twelve months after 31 March 2021, and also the Group had only bank balances and cash of approximately HK\$438,000. These conditions indicate that a material uncertainty exists that may cast significant doubt on the Group's ability to continue as a going concern. The board of directors, having considered the measures being taken by the Group, is of the opinion that the Group would be able to continue as a going concern. Our opinion is not modified in respect of this matter.

INDEPENDENT AUDITOR'S REPORT

KEY AUDIT MATTERS

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the consolidated financial statements for the year ended 31 March 2021. 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. In addition to the matter described in the “*Material Uncertainty Related to Going Concern*” section, we have determined the matters described below to be the key audit matters to be communicated in our report.

Key Audit Matters

How our audit addressed the Key Audit Matter

Revenue and profit recognition of management contracting services and contract assets and liabilities for contract works

Refer to significant accounting policy and critical accounting estimate and judgement in Note 2 and the disclosures of revenue and contract assets and liabilities in Notes 4 and 16 to the consolidated financial statements, respectively

The Group's revenue from management contracting services amounted to approximately HK\$27 million for the year ended 31 March 2021, and the Group had contract assets and liabilities of approximately HK\$85 million and HK\$3 million, respectively at 31 March 2021.

The Group recognised revenue and profit of management contracting services by making reference to the percentage of completion of the contract work based on the contract costs incurred for work performed to date relative to the estimated total contract costs. The Group estimated total contract costs based on quotations from time to time provided by the major subcontractors/suppliers/vendors and the experience of the management of the Group.

Our key audit procedures, among others, included:

- understanding of the Group's internal controls over the recognition of revenue and costs;
- evaluating the estimation of revenue and profit recognised on management contracting services, on a sample basis, by:
 - agreeing the total contract sum of the contracts and budgeted costs to respective construction contracts or other correspondences and approved budgets;
 - understanding the process of estimating the total contract costs by discussing with the project managers of the Group who are responsible for the budgeting of projects;
 - evaluating the reasonableness of their total estimated contract costs, taking into account of factors including the profit margin, contract costs of similar projects from the Group and comparing the latest quotation by the major subcontractors/suppliers/vendors to the budgeted contract costs and actual contract costs;

INDEPENDENT AUDITOR'S REPORT

KEY AUDIT MATTERS (continued)

Key Audit Matters

We identified the revenue and profit recognition of management contracting services and contract assets/liabilities for contract works as a key audit matter due to the significance of the amounts involved and the significant degree of management's judgement on the estimation of the total outcome of construction contracts as well as the percentage of completion of construction work.

How our audit addressed the Key Audit Matter

- evaluating the reasonableness of percentage of completion by discussing with the project managers of the Group for the projects status of the projects and performing comparisons between the percentage of completion and the percentage of progress billing on selected contracts to identify and investigate any significant differences;
- checking to the completion status specified in external surveyor's reports or internal project managers' evaluation reports to the value of construction works as recognised by the Group;
- checking the calculation of percentage of completion and contract revenue;
- assessing the appropriateness of the basis of deriving the contract assets/liabilities for contract works by agreeing the amount of contract costs to supporting documents such as supplier invoices, and progress billings to invoices issued to customers, on a sample basis; and
- checking certificate payments subsequent to year end date issued by customers, on a sample basis.

INDEPENDENT AUDITOR'S REPORT

KEY AUDIT MATTERS (continued)

Key Audit Matters

How our audit addressed the Key Audit Matter

Recoverability of contract assets and trade debtors

Refer to significant accounting policy and critical accounting estimate and judgement in Note 2, the disclosures of contract assets and trade debtors in Notes 16 and 17 and the disclosures of the financial risk management objective and policy – credit risk in Note 25 to the consolidated financial statements, respectively

At 31 March 2021, the contract assets and trade debtors of the Group carried at HK\$85 million and HK\$11 million, respectively (net of loss allowance of approximately HK\$5 million and HK\$1 million, respectively).

In determining the impairment losses on contract assets and trade debtors, the management performed the assessment on individual balances based on the Group's historical default rates after taking into consideration of certain forward-looking information which involved estimation and significant judgement.

We identified the recoverability of contract assets and trade debtors as a key audit matter due to the significance of the amounts involved and the use of judgement and estimates by the management in assessing the recoverability of contract assets and trade debtors.

Our key audit procedures, among others, included:

- understanding the management's basis and assessment in relation to the recoverability of contract assets and trade debtors;
- assessing the reasonableness of impairment recognised by examining the information used by management to form such judgements, such as checking the accuracy of the ageing analysis of trade debtors to the payment certificates or completion certificates issued by the customers, respectively, on a sample basis;
- for individually assessed expected credit losses, assessing the estimated loss rates with reference to the individual customers' reputation and financial capability and checking the settlement history and changes in the forward-looking information; and
- testing subsequent settlements of contract assets and trade debtors, on a sample basis, to cash receipt and bank remittance.

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 2020/21 annual report of the Company, but does not include the consolidated financial statements and our auditor's report thereon.

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

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

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

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

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

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

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

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. This report is made 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.



INDEPENDENT AUDITOR'S REPORT

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

Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with HKSAAs 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 HKSAAs, we exercise professional judgement 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 of the Company.
- 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 those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

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

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

Mazars CPA Limited

Certified Public Accountants

Hong Kong, 30 June 2021

The engagement director on the audit resulting in this independent auditor's report is:

Fong Chin Lung

Practising Certificate number: P07321

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

Year ended 31 March 2021

| | Note | 2021 HK\$'000 | 2020 HK\$'000 |
|---|------|------------------|------------------|
| Revenue | 4 | 26,594 | 87,111 |
| Cost of services | | (24,235) | (79,912) |
| Gross profit | | 2,359 | 7,199 |
| Other income | 5 | 1,516 | 363 |
| Administrative expenses | | (30,182) | (26,318) |
| Finance costs | 6 | (2,628) | (2,991) |
| Loss before income tax | 7 | (28,935) | (21,747) |
| Income tax expenses | 10 | – | (160) |
| Loss for the year | | (28,935) | (21,907) |
| Other comprehensive income | | – | – |
| Total comprehensive expenses for the year | | (28,935) | (21,907) |
| Loss per share, basic and diluted (HK cents) | 11 | (2.23) | (1.69) |

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

At 31 March 2021

| | Note | 2021 HK\$'000 | 2020 HK\$'000 |
|---|------|------------------|------------------|
| Non-current assets | | | |
| Property, plant and equipment | 13 | 271 | 452 |
| Right-of-use assets | 14 | 131 | 571 |
| Payment for a life insurance policy | 15 | 2,640 | 2,644 |
| | | 3,042 | 3,667 |
| Current assets | | | |
| Contract assets | 16 | 85,354 | 95,701 |
| Trade and other debtors, deposits and prepayments | 17 | 11,103 | 21,148 |
| Pledged and restricted bank deposits | 18 | 17,665 | 13,538 |
| Bank balances and cash | 18 | 438 | 21,051 |
| | | 114,560 | 151,438 |
| Current liabilities | | | |
| Contract liabilities | 16 | 3,138 | 3,173 |
| Trade and other creditors and accrued expenses | 19 | 30,193 | 32,333 |
| Bank borrowings – due within one year | 20 | 26,267 | 33,974 |
| Lease liabilities | 14 | 133 | 588 |
| Income tax payable | | – | 94 |
| Bank overdrafts – secured | 18 | 8,380 | 6,517 |
| | | 68,111 | 76,679 |
| Net current assets | | 46,449 | 74,759 |
| Total assets less current liabilities | | 49,491 | 78,426 |

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

At 31 March 2021

| | Note | 2021 HK\$'000 | 2020 HK\$'000 |
|-------------------------------------|------|------------------|------------------|
| Non-current liability | | | |
| Bank borrowings – due over one year | 20 | 1,993 | 1,993 |
| NET ASSETS | | 47,498 | 76,433 |
| Capital and reserves | | | |
| Share capital | 22 | 13,000 | 13,000 |
| Reserves | | 34,498 | 63,433 |
| TOTAL EQUITY | | 47,498 | 76,433 |

These consolidated financial statements on pages 58 to 119 were approved and authorised for issue by the Board of Directors on 30 June 2021 and signed on its behalf by

Mr. Nam Ho Kwan
Director

Mr. Ng Wan Lok
Director

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

Year ended 31 March 2021

| | Reserves | | | | Total HK\$'000 |
|---|--|---------------------------|-------------------------------------|--|-------------------|
| | Share capital HK\$'000 (Note 22) | Share premium HK\$'000 | Other reserve HK\$'000 (Note) | Accumulated profits (losses) HK\$'000 | |
| At 1 April 2019 | 13,000 | 81,096 | (16,790) | 21,034 | 98,340 |
| Loss for the year and total comprehensive expenses for the year | — | — | — | (21,907) | (21,907) |
| At 31 March 2020 | 13,000 | 81,096 | (16,790) | (873) | 76,433 |
| At 1 April 2020 | 13,000 | 81,096 | (16,790) | (873) | 76,433 |
| Loss for the year and total comprehensive expenses for the year | — | — | — | (28,935) | (28,935) |
| At 31 March 2021 | 13,000 | 81,096 | (16,790) | (29,808) | 47,498 |

Note:

Other reserve of the Group represents the aggregate amount of the issued share capital of the entities now comprising the Group less consideration paid to acquire the relevant interests (if any) in relation to the reorganisation carried out in preparation for the initial listing of the Company's shares.

CONSOLIDATED STATEMENT OF CASH FLOWS

Year ended 31 March 2021

| | Note | 2021 HK\$'000 | 2020 HK\$'000 |
|---|-------|------------------|------------------|
| OPERATING ACTIVITIES | | | |
| Cash used in operations | 23(a) | (6,135) | (5,815) |
| Income tax paid | | (94) | (384) |
| Net cash used in operating activities | | (6,229) | (6,199) |
| INVESTING ACTIVITIES | | | |
| Interest received | | 192 | 305 |
| Proceeds from disposal of property, plant and equipment | | – | 12 |
| Placement of pledged and restricted bank deposits | | (4,127) | (172) |
| Release of pledged and restricted bank deposits | | – | 4,000 |
| Repayment of advances to staffs | | – | 2,250 |
| Net cash (used in) from investing activities | | (3,935) | 6,395 |
| FINANCING ACTIVITIES | | | |
| New bank borrowings raised | | 12,842 | 30,224 |
| Repayment of bank borrowings | | (20,549) | (43,423) |
| Repayment of lease liabilities | | (1,114) | (1,949) |
| Amount due to a director | | (863) | 13,700 |
| Interest paid | | (2,628) | (2,991) |
| Net cash used in financing activities | 23(c) | (12,312) | (4,439) |
| Net decrease in cash and cash equivalents | | (22,476) | (4,243) |
| Cash and cash equivalents at the beginning of the reporting period | | 14,534 | 18,777 |
| Cash and cash equivalents at the end of the reporting period | | (7,942) | 14,534 |
| Analysis of the balances of cash and cash equivalents: | | | |
| Bank balances and cash | | 438 | 21,051 |
| Bank overdrafts | | (8,380) | (6,517) |
| Cash and cash equivalents at the end of the reporting period | 18 | (7,942) | 14,534 |

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

Year ended 31 March 2021

1. CORPORATE INFORMATION

Hao Bai International (Cayman) Limited (the “Company”) is an exempted company with limited liability incorporated in the Cayman Islands and its shares are listed on GEM of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”). The directors of the Company consider the Company’s immediate and ultimate holding company is Harmony Asia International Limited, a company incorporated in Samoa. The Company’s registered office is Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman KY1-1111, Cayman Islands. The address of its principal place of business was located at Workshop Unit A, 7/F, Wah Shing Industrial Building, No. 18 Cheung Shun Street, Kowloon, Hong Kong.

The principal activity of the Company is investment holding and the Company together with its subsidiaries (the “Group”) are principally engaged in provision of design, procurement and installation services of water circulation systems.

2. PRINCIPAL ACCOUNTING POLICIES

Statement of compliance

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

The consolidated financial statements are presented in Hong Kong Dollar (“HK\$”), which is also the functional currency of the Company and all amounts have been rounded to the nearest thousand (HK\$’000), unless otherwise indicated.

A summary of the principal accounting policies adopted by the Group in preparing the consolidated financial statements is set out below.

Adoption of new/revised HKFRSs

These consolidated financial statements have been prepared on a basis consistent with the accounting policies adopted in the 2020 consolidated financial statements, except for the adoption of the new/revised HKFRSs that are relevant to the Group and effective from the current year.

Amendments to HKASs 1 and 8

Definition of Material

Amendments to HKFRS 3

Definition of a Business

Amendments to HKASs 1 and 8: Definition of Material

The amendments clarify the definition of material and align the definition used across HKFRSs.

The adoption of the amendments does not have any significant impact on the consolidated financial statements.

Amendments to HKFRS 3: Definition of a Business

The amendments, among others, revise the definition of a business and include new guidance to evaluate whether an acquired process is substantive.

The adoption of the amendments does not have any significant impact on the consolidated financial statements.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

Year ended 31 March 2021

2. PRINCIPAL ACCOUNTING POLICIES (continued)

Going concern

In preparing the consolidated financial statements, the directors of the Company (the "Directors") have given careful consideration to the future liquidity of the Group in light of the fact that the Group recorded a consolidated loss before tax of approximately HK\$28,935,000 for the year ended 31 March 2021. In addition, at 31 March 2021, the Group's total trade and other creditors and accrued expenses and bank overdrafts and borrowings amounted to approximately HK\$66,833,000, of which approximately HK\$64,840,000 are classified as current liabilities. These current liabilities include the Group's trade and other creditors and accrued expenses of approximately HK\$30,193,000, bank borrowings of approximately HK\$26,267,000 and bank overdrafts of approximately HK\$8,380,000 which are due for repayment within the next twelve months after 31 March 2021. And also, the Group had only bank balances and cash of approximately HK\$438,000. There is a material uncertainty related to these matters that may cast significant doubt on the Group's ability to continue as a going concern and, therefore, the Group may be unable to realise its assets and discharge its liabilities in the normal course of business.

The Directors are of the opinion that the Group will have sufficient working capital to finance its operations and to meet its financial obligations for at least the next twelve months from the date of approval of the consolidated financial statements, after taking into consideration of the followings:

- (i) the substantial shareholder, who is also the director of the Company, has committed and has proved his ability to provide continuous financial support to the Group as is necessary to enable the Group to meet its day-to-day operations and its financial obligations as they fall due. He had further made a net advancement of approximately HK\$5.4 million subsequent to 31 March 2021 and up to the date of approval of consolidated financial statements;
- (ii) the substantial shareholder has agreed not to demand for any repayment due to him of approximately HK\$12,837,000 at 31 March 2021 within the next twelve months and until the Group is in a financial position to do so;
- (iii) the Group continues to improve the operating efficiency by implementing measures to tighten cost controls over various operating expenses in order to enhance its profitability and to improve the cash flow from its operation in future; and
- (iv) the Group will actively negotiate with the banks and other financial institutions in Hong Kong to secure new financing arrangement to meet the Group's working capital and financial requirements in the near future. The Group will also actively seek opportunities to carry out fund raising activities including but not limited the placing of new shares as alternative sources of funding.

Having regard to the cash flow projection of the Group, which are prepared assuming that the above measures are successful, the Directors are of the opinion that, in the light of the measures taken to-date, together with the expected results of the other measures in progress, the Group will have sufficient funding resources to satisfy its future working capital and other financing requirements. The Directors believe that the aforementioned measures will be successful, based on the continuous efforts by the management of the Group.

However, should the above measures not be able to implement successfully, the Group may not have sufficient funds to operate as a going concern, in which case adjustments might have to be made to reduce the carrying values of the Group's assets to their recoverable amounts, to reclassify the non-current assets and non-current liabilities as current assets and current liabilities, respectively, and to provide for any further liabilities which might arise.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

Year ended 31 March 2021

2. PRINCIPAL ACCOUNTING POLICIES (continued)

Basis of measurement

The measurement basis used in the preparation of these consolidated financial statements is historical cost, except for the payment for a life insurance policy which is measured at fair value as explained in the accounting policy as set out below.

Basis of consolidation

The consolidated financial statements comprise the financial statements of the Company and all of its subsidiaries. The financial statements of the subsidiaries are prepared for the same reporting period as that of the Company using consistent accounting policies.

All intra-group balances, transactions, incomes and expenses and profits and losses resulting from intra-group transactions are eliminated in full. The results of subsidiaries are consolidated from the date on which the Group obtains control and continue to be consolidated until the date that such control ceases.

Non-controlling interests are presented, separately from owners of the Company, in the consolidated statement of profit or loss and other comprehensive income and within equity in the consolidated statement of financial position. The non-controlling interests in the acquiree, that are present ownership interests and entitle their holders to a proportionate share of the acquiree's net assets in the event of liquidation, are measured initially either at fair value or at the present ownership instruments' proportionate share in the recognised amounts of the acquiree's identifiable net assets. This choice of measurement is made on an acquisition-by-acquisition basis. Other types of non-controlling interests are initially measured at fair value, unless another measurement basis is required by HKFRSs.

Allocation of total comprehensive income

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

Changes in ownership interests

Changes in the Group's ownership interests in a subsidiary that do not result in a loss of control are accounted for as equity transactions. The carrying amounts of the controlling and non-controlling interests are adjusted to reflect the changes in their relative interests in the subsidiary. Any difference between the amount by which the non-controlling interests are adjusted and the fair value of the consideration paid or received is recognised directly in equity and attributed to the owners of the Company.

When the Group loses control of a subsidiary, the gain or loss on disposal is calculated as the difference between (i) the aggregate of the fair value of the consideration received and the fair value of any retained interest determined at the date when control is lost and (ii) the carrying amount of the assets (including goodwill), and liabilities of the subsidiary and any non-controlling interests at the date when control is lost. The amounts previously recognised in other comprehensive income in relation to the disposed subsidiary are accounted for on the same basis as would be required if the holding company had directly disposed of the related assets or liabilities.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

Year ended 31 March 2021

2. PRINCIPAL ACCOUNTING POLICIES (continued)

Basis of consolidation (continued)

Changes in ownership interests (continued)

Any investment retained in the former subsidiary and any amounts owed by or to the former subsidiary are accounted for as a financial asset, an associate, a joint venture or others, as appropriate, from the date when control is lost.

Subsidiaries

A subsidiary is an entity that is controlled by the Group. The Group controls an entity when it is exposed, or has rights, to variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. The Group reassesses whether it controls an investee if facts and circumstances indicate that there are changes to one or more of the elements of control.

In the Company's statement of financial position as set out in Note 30 to the consolidated financial statements, an investment in a subsidiary is stated at cost less impairment loss, if any. The carrying amount of the investment is reduced to its recoverable amount on an individual basis, if it is higher than the recoverable amount. The results of the subsidiary are accounted for by the Company on the basis of dividends received and receivable.

Property, plant and equipment

Property, plant and equipment are stated at cost less accumulated depreciation and accumulated impairment losses. The cost of an item of property, plant and equipment comprises its purchase price and any directly attributable costs of bringing the asset to its working condition and location for its intended use. Repairs and maintenance are charged to profit or loss during the period in which they are incurred.

Depreciation is provided to write off the cost less accumulated impairment losses of property, plant and equipment over their estimated useful lives as set out below from the date on which they are available for use and after taking into account their estimated residual values, using the straight-line method. Where parts of an item of property, plant and equipment have different useful lives, the cost of the item is allocated on a reasonable basis and depreciated separately:

| | |
|------------------------|--|
| Leasehold improvements | Over the shorter of the term of the lease or 5 years |
| Furniture and fixtures | 5 years |
| Office equipment | 5 years |
| Motor vehicles | 5 years |

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 derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the item) is included in profit or loss in the period in which the item is derecognised.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

Year ended 31 March 2021

2. PRINCIPAL ACCOUNTING POLICIES (continued)

Financial instruments

Financial assets

Recognition and derecognition

Financial assets are recognised when and only when the Group becomes a party to the contractual provisions of the instruments and on a trade date basis.

A financial asset is derecognised when and only when (i) the Group's contractual rights to future cash flows from the financial asset expire or (ii) the Group transfers the financial asset and either (a) it transfers substantially all the risks and rewards of ownership of the financial asset, or (b) it neither transfers nor retains substantially all the risks and rewards of ownership of the financial asset but it does not retain control of the financial asset.

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.

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 the financial asset to the extent of its continuing involvement and an associated liability for amounts it may have to pay.

Classification and measurement

Financial assets (except for trade debtors without a significant financing component) are initially recognised at their fair value plus, in the case of financial assets not carried at fair value through profit or loss ("FVPL"), transaction costs that are directly attributable to the acquisition of the financial assets. Such trade debtors are initially measured at their transaction price.

On initial recognition, a financial asset is classified as (i) measured at amortised cost; (ii) debt investment measured at fair value through other comprehensive income; (iii) equity investment measured at fair value through other comprehensive income; or (iv) measured at FVPL.

The classification of financial assets at initial recognition depends on the Group's business model for managing the financial assets and the financial asset's contractual cash flow characteristics. Financial assets are not reclassified subsequent to their initial recognition unless the Group changes its business model for managing them, in which case all affected financial assets are reclassified on the first day of the first annual reporting period following the change in the business model.

Derivatives embedded in a hybrid contract in which a host is an asset within the scope of HKFRS 9 are not separated from the host. Instead, the entire hybrid contract is assessed for classification.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

Year ended 31 March 2021

2. PRINCIPAL ACCOUNTING POLICIES (continued)

Financial instruments (continued)

Financial assets (continued)

Classification and measurement (continued)

1) Financial assets measured at amortised cost

A financial asset is measured at amortised cost if it meets both of the following conditions and is not designated as at FVPL:

- (i) it is held within a business model whose objective is to hold financial assets in order to collect contractual cash flows; and
- (ii) its contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Financial assets at amortised cost are subsequently measured using the effective interest method and are subject to impairment. Gains and losses arising from impairment, derecognition or through the amortisation process are recognised in profit or loss.

The Group's financial assets at amortised cost include trade and other debtors, deposits and prepayments, pledged and restricted bank deposits and bank balances and cash.

2) Financial assets at FVPL

These investments include financial assets that are not measured at amortised cost or FVOCI, including financial assets held for trading, financial assets designated upon initial recognition as at FVPL, and financial assets resulting from a contingent consideration arrangement in a business combination to which HKFRS 3 applies and financial assets that are otherwise required to be measured at FVPL. They are carried at fair value, with any resultant gain and loss recognised in profit or loss, which does not include any dividend or interest earned on the financial assets. Dividend or interest income is presented separately from fair value gain or loss.

A financial asset is classified as held for trading if it is:

- (i) acquired principally for the purpose of selling it in the near term;
- (ii) part of a portfolio of identified financial instruments that are managed together and for which there is evidence of a recent actual pattern of short-term profit-taking on initial recognition; or
- (iii) a derivative that is not a financial guarantee contract or not a designated and effective hedging instrument.

The Group's financial assets measured at FVPL include payment for a life insurance policy.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

Year ended 31 March 2021

2. PRINCIPAL ACCOUNTING POLICIES (continued)

Financial instruments (continued)

Financial liabilities

Recognition and derecognition

Financial liabilities are recognised when and only when the Group becomes a party to the contractual provisions of the instruments.

A financial liability is derecognised when and only when the liability is extinguished, that is, when the obligation specified in the relevant contract is discharged, cancelled or expires.

Classification and measurement

Financial liabilities are initially recognised at their fair value plus, in the case of financial liabilities not carried at FVPL, transaction costs that are directly attributable to the issue of the financial liabilities.

The Group's financial liabilities include trade and other creditors and accrued expenses, bank borrowings, bank overdrafts and lease liabilities. All financial liabilities, are recognised initially at their fair value and subsequently measured at amortised cost, using the effective interest method, unless the effect of discounting would be insignificant, in which case they are stated at cost.

Impairment of financial assets and other items under HKFRS 9

The Group recognises loss allowances for expected credit losses ("ECL") on financial assets that are measured at amortised cost to which the impairment requirements apply in accordance with HKFRS 9. Except for the specific treatments as detailed below, at each reporting date, the Group measures a loss allowance for a financial asset at an amount equal to the lifetime ECL if the credit risk on that financial asset has increased significantly since initial recognition. If the credit risk on a financial asset has not increased significantly since initial recognition, the Group measures the loss allowance for that financial asset at an amount equal to 12-month ECL.

Measurement of ECL

ECL is a probability-weighted estimate of credit losses (i.e. the present value of all cash shortfalls) over the expected life of the financial instrument.

For financial assets, a credit loss is the present value of the difference between the contractual cash flows that are due to an entity under the contract and the cash flows that the entity expects to receive.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

Year ended 31 March 2021

2. PRINCIPAL ACCOUNTING POLICIES (continued)

Financial instruments (continued)

Impairment of financial assets and other items under HKFRS 9 (continued)

Measurement of ECL (continued)

Lifetime ECL represents the ECL that will result from all possible default events over the expected life of a financial instrument while 12-month ECL represents the portion of lifetime ECL that is expected to result from default events on a financial instrument that are possible within 12 months after the reporting date.

Where ECL is measured on a collective basis, the financial instruments are grouped based on the following one or more shared credit risk characteristics:

- (i) past due information
- (ii) nature of instrument
- (iii) nature of collateral
- (iv) industry of debtors
- (v) geographical location of debtors
- (vi) external credit risk ratings

Loss allowance is remeasured at each reporting date to reflect changes in the financial instrument's credit risk and loss since initial recognition. The resulting changes in the loss allowance are recognised as an impairment gain or loss in profit or loss with a corresponding adjustment to the carrying amount of the financial instrument, the loss allowance is recognised in other comprehensive income and accumulated in the fair value reserve (recycling).

Definition of default

The Group considers the following as constituting an event of default for internal credit risk management purposes as historical experience indicates that the Group may not receive the outstanding contractual amounts in full if the financial instrument that meets any of the following criteria.

- (i) 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); or
- (ii) there is a breach of financial covenants by the counterparty.

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

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

Year ended 31 March 2021

2. PRINCIPAL ACCOUNTING POLICIES (continued)

Financial instruments (continued)

Impairment of financial assets and other items under HKFRS 9 (continued)

Assessment of significant increase in credit risk

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

- the debtor's failure to make payments of principal or interest on the due dates;
- an actual or expected significant deterioration in the financial instrument's external or internal credit rating (if available);
- an actual or expected significant deterioration in the operating results of the debtor; and
- actual or expected changes in the technological, market, economic or legal environment that have or may have a significant adverse effect on the debtor's ability to meet its obligation to the Group.

Irrespective of the outcome of the above assessment, the Group presumes that the credit risk on a financial instrument has increased significantly since initial recognition when contractual payments are more than 30 days past due.

Low credit risk

A financial instrument is determined to have low credit risk if:

- (i) it has a low risk of default;
- (ii) the borrower has a strong capacity to meet its contractual cash flow obligations in the near term; and
- (iii) adverse changes in economic and business conditions in the longer term may, but will not necessarily, reduce the ability of the borrower to fulfil its contractual cash flow obligations.

As detailed in Note 25 to the consolidated financial statements, other debtors are determined to have low credit risk.

Simplified approach of ECL

For trade debtors and contract assets without a significant financing components or otherwise for which the Group applies the practical expedient not to account for the significant financing components, the Group applies a simplified approach in calculating ECL. The Group recognises a loss allowance based on lifetime ECL at each reporting date and has established a provision matrix that is based on its historical credit loss experience, adjusted for forward-looking factors specific to the debtors and the economic environment.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

Year ended 31 March 2021

2. PRINCIPAL ACCOUNTING POLICIES (continued)

Financial instruments (continued)

Impairment of financial assets and other items under HKFRS 9 (continued)

Credit-impaired financial asset

A financial asset is credit-impaired when one or more events 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 include observable data about the following events:

- (a) significant financial difficulty of the issuer or the borrower.
- (b) a breach of contract, such as a default or past due event.
- (c) 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.
- (d) it is becoming probable that the borrower will enter bankruptcy or other financial reorganisation.
- (e) the disappearance of an active market for that financial asset because of financial difficulties.
- (f) the purchase or origination of a financial asset at a deep discount that reflects the incurred credit losses.

Write-off

The Group writes off a financial asset when the Group has no reasonable expectations of recovering the contractual cash flows on a financial asset in its entirety or a portion thereof. The Group has a policy of writing off the gross carrying amount when based on historical experience of recoveries of similar assets, the Group expects no significant recovery from the amount written off. However, financial assets that are written off could still be subject to enforcement activities under the Group's procedures for recovery of amounts due, taking into account legal advice if appropriate. Any subsequent recovery is recognised in profit or loss.

Cash equivalents

For the purpose of the consolidated statement of cash flows, cash equivalents represent short-term highly liquid investments which are readily convertible into known amounts of cash and which are subject to an insignificant risk of changes in value, net of bank overdrafts.

Share capital

Ordinary shares are classified as equity. Preference shares are classified as liabilities if they are redeemable at a specific date or at the shareholders' option; or if dividend payments are not discretionary. Preference shares that are not redeemable, or are redeemable only at the Group's option; and any dividend payments are discretionary, are classified as equity.

Revenue recognition

Revenue from contracts with customers within HKFRS 15

Nature of goods or services

The nature of the goods or services provided by the Group is management contracting services.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

Year ended 31 March 2021

2. PRINCIPAL ACCOUNTING POLICIES (continued)

Revenue recognition (continued)

Revenue from contracts with customers within HKFRS 15 (continued)

Identification of performance obligations

At contract inception, the Group assesses the goods or services promised in a contract with a customer and identifies as a performance obligation each promise to transfer to the customer either:

- (a) a good or service (or a bundle of goods or services) that is distinct; or
- (b) a series of distinct goods or services that are substantially the same and that have the same pattern of transfer to the customer.

A good or service that is promised to a customer is distinct if both of the following criteria are met:

- (a) the customer can benefit from the good or service either on its own or together with other resources that are readily available to the customer (i.e. the good or service is capable of being distinct); and
- (b) the Group's promise to transfer the good or service to the customer is separately identifiable from other promises in the contract (i.e. the promise to transfer the good or service is distinct within the context of the contract).

Timing of revenue recognition

Revenue is recognised when (or as) the Group satisfies a performance obligation by transferring a promised good or service (i.e. an asset) to a customer. An asset is transferred when (or as) the customer obtains control of that asset.

The Group transfers control of a good or service over time and, therefore, satisfies a performance obligation and recognises revenue over time, if one of the following criteria is met:

- (a) the customer simultaneously receives and consumes the benefits provided by the Group's performance as the Group performs;
- (b) the Group's performance creates or enhances an asset (for example, work in progress) that the customer controls as the asset is created or enhanced; or
- (c) 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.

If a performance obligation is not satisfied over time, the Group satisfies the performance obligation at a point in time when the customer obtains control of the promised asset. In determining when the transfer of control occurs, the Group considers the concept of control and such indicators as legal title, physical possession, right to payment, significant risks and rewards of ownership of the asset, and customer acceptance.

Revenue from management contracting services is recognised over time based on the percentage of completion of the contracts, which is determined by the direct proportion of contract costs incurred for work performed to date relative to the estimated total contract costs, at the end of each reporting period.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

Year ended 31 March 2021

2. PRINCIPAL ACCOUNTING POLICIES (continued)

Revenue recognition (continued)

Revenue from contracts with customers within HKFRS 15 (continued)

Timing of revenue recognition (continued)

For revenue recognised over time under HKFRS 15, provided the outcome of the performance obligation can be reasonably measured, the Group applies the input method (i.e. based on the proportion of the actual inputs deployed to date as compared to the estimated total inputs) to measure the progress towards complete satisfaction of the performance obligation because there is a direct relationship between the Group's inputs and the transfer of control of goods or services to the customers and reliable information is available to the Group to apply the method. Otherwise, revenue is recognised only to the extent of the costs incurred until such time that it can reasonably measure the outcome of the performance obligation.

The principal input applied in the input method is cost incurred including consumables, sub-contracting fees, staff and labour costs and others.

Transaction price: significant financing components

When the contract contains a significant financing component (i.e. the customer or the Group is provided with a significant benefit of financing the transfer of goods or services to the customer), in determining the transaction price, the Group adjusts the promised consideration for the effects of the time value of money. The effect of the significant financing component is recognised as an interest income or interest expense separately from revenue from contracts with customers in profit or loss.

The Group determines the interest rate that is commensurate with the rate that would be reflected in a separate financing transaction between the Group and its customer at contract inception by reference to, where appropriate, the interest rate implicit in the contract (i.e. the interest rate that discounts the cash selling price of the goods or services to the amount paid in advance or arrears), the prevailing market interest rates, the Group's borrowing rates and other relevant creditworthiness information of the customer of the Group.

The Group has applied the practical expedient in paragraph 63 of HKFRS 15 and does not adjust the consideration for the effect of the significant financing component if the period of financing is one year or less.

Variable consideration

If the consideration promised in a contract includes a variable amount, the Group estimates the amount of consideration to which it will be entitled in exchange for transferring the promised goods or services to a customer. The variable consideration is estimated by using either the expected-value or the most-likely-amount method whichever is better to predict the entitled amount. The estimated variable consideration is then included in the transaction price only to the extent that it is highly probable that a significant reversal in the amount of cumulative revenue recognised of the contract will not occur when the uncertainty associated with the variable consideration is subsequently resolved.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

Year ended 31 March 2021

2. PRINCIPAL ACCOUNTING POLICIES (continued)

Contract assets and contract liabilities

If the Group performs by transferring goods or services to a customer before the customer pays consideration or before payment is due, the contract is presented as a contract asset, excluding any amounts presented as a receivable. Conversely, if a customer pays consideration, or the Group has a right to an amount of consideration that is unconditional, before the Group transfers a good or service to the customer, the contract is presented as a contract liability when the payment is made or the payment is due (whichever is earlier). A receivable is the Group's right to consideration that is unconditional or only the passage of time is required before payment of that consideration is due.

For a single contract or a single set of related contracts, either a net contract asset or a net contract liability is presented. Contract assets and contract liabilities of unrelated contracts are not presented on a net basis.

In accordance with the standard payment schedules of the Group, payments are normally not due or received from the customer until the services are completed or when the goods are delivered. However, for such transactions, revenue is recognised over time and therefore, a contract asset is recognised until it becomes a receivable or payments are received. During that period, any significant financing components, if applicable, will be included in the contract asset and recognised as interest income.

Foreign currencies

Items included in the financial statements of each of the Group's entities are measured using the currency of the primary economic environment in which the entity operates (the "functional currency"). The Company's functional currency is HK\$.

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at period-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in profit or loss. Foreign exchange gains and losses resulting from the retranslation of non-monetary items carried at fair value are recognised in profit or loss except for those arising on the retranslation of non-monetary items in respect of which gains and losses are recognised directly in equity, in which cases, the gains or losses are also recognised directly in equity.

The results and financial position of all the group entities that have a functional currency different from the presentation currency ("foreign operations") are translated into the presentation currency as follows:

- assets and liabilities for each statement of financial position presented are translated at the closing rate at the end of the reporting period;
- income and expenses for each statement of profit or loss and other comprehensive income are translated at average exchange rate;

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

Year ended 31 March 2021

2. PRINCIPAL ACCOUNTING POLICIES (continued)

Foreign currencies (continued)

- all resulting exchange differences arising from the above translation and exchange differences arising from a monetary item that forms part of the Group's net investment in a foreign operation are recognised as a separate component of equity;
- on the disposal of a foreign operation, which includes a disposal of the Group's entire interest in a foreign operation and a disposal involving the loss of control over a subsidiary that includes a foreign operation, the cumulative amount of the exchange differences relating to the foreign operation that is recognised in other comprehensive income and accumulated in the separate component of equity is reclassified from equity to profit or loss when the gain or loss on disposal is recognised;
- on the partial disposal of the Group's interest in a subsidiary that includes a foreign operation which does not result in the Group losing control over the subsidiary, the proportionate share of the cumulative amount of the exchange differences recognised in the separate component of equity is re-attributed to the non-controlling interests in that foreign operation and are not reclassified to profit or loss; and
- on all other partial disposals, the proportionate share of the cumulative amount of exchange differences recognised in the separate component of equity is reclassified to profit or loss.

Borrowing costs

Borrowing costs incurred, net of any investment income on the temporary investment of the specific borrowings, that are directly attributable to the acquisition, construction or production of qualifying assets, i.e. assets that necessarily take a substantial period of time to get ready for their intended use or sale, are capitalised as part of the cost of those assets. Capitalisation of such borrowing costs ceases when the assets are substantially ready for their intended use or sale. All other borrowing costs are recognised as an expense in the period in which they are incurred.

Provisions

Provisions are recognised when the Group has a present legal or constructive obligation as a result of past events, when it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation, and when a reliable estimate of the amount of obligation can be made. Expenditures for which a provision has been recognised are charged against the related provision in the year in which the expenditures are incurred. Provisions are reviewed at the end of each reporting period and adjusted to reflect the current best estimate. Where the effect of the time value of money is material, the amount provided is the present value of the expenditures expected to be required to settle the obligation. Where the Group expects a provision to be reimbursed, the reimbursement is recognised as a separate asset but only when the reimbursement is virtually certain.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

Year ended 31 March 2021

2. PRINCIPAL ACCOUNTING POLICIES (continued)

Impairment of other assets

At the end of each reporting period, the Group reviews internal and external sources of information to determine whether there is any indication that its property, plant and equipment and right-of-use assets and the Company's investment in subsidiaries may be impaired or impairment loss previously recognised no longer exists or may be reduced. If any such indication exists, the recoverable amount of the asset is estimated, based on the higher of its fair value less costs of disposal and value in use. Where it is not possible to estimate the recoverable amount of an individual asset, the Group estimates the recoverable amount of the smallest group of assets that generates cash flows independently (i.e. cash-generating unit).

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. Impairment losses are recognised as an expense in profit or loss immediately.

A reversal of impairment loss is limited to the carrying amount of the asset or cash-generating unit that would have been determined had no impairment loss been recognised in prior periods. Reversal of impairment loss is recognised as an income in profit or loss immediately.

Leases

The Group assesses whether a contract is, or contains, a lease at inception of the contract. 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 lessee

The Group applies the recognition exemption to short-term leases and low-value asset leases. Lease payments associated with these leases are recognised as an expense on a straight-line basis over the lease term.

The Group has elected not to separate non-lease components from lease components, and accounts for each lease component and any associated non-lease components as a single lease component.

The Group accounts for each lease component within a lease contract as a lease separately. The Group allocates the consideration in the contract to each lease component on the basis of the relative stand-alone price of the lease component and, where applicable, the aggregate stand-alone price of the non-lease components.

Amounts payable by the Group that do not give rise to a separate component are considered to be part of the total consideration that is allocated to the separately identified components of the contract.

The Group recognises a right-of-use asset and a lease liability at the commencement date of the lease.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

Year ended 31 March 2021

2. PRINCIPAL ACCOUNTING POLICIES (continued)

Leases (continued)

The Group as lessee (continued)

The right-of-use asset is initially measured at cost, which comprises:

- (a) the amount of the initial measurement of the lease liability;
- (b) any lease payments made at or before the commencement date, less any lease incentives received;
- (c) any initial direct costs incurred by the Group; and
- (d) an estimate of costs to be incurred by the Group in dismantling and removing the underlying asset, restoring the site on which it is located or restoring the underlying asset to the condition required by the terms and conditions of the lease, unless those costs are incurred to produce inventories.

Subsequently, the right-of-use asset is measured at cost less any accumulated depreciation and any accumulated impairment losses and adjusted for any remeasurement of the lease liability. Depreciation is provided on a straight-line basis over the shorter of the lease term and the estimated useful lives at the annual rates/useful lives of the right-of-use asset (unless the lease transfers ownership of the underlying asset to the Group by the end of the lease term or if the cost of the right-of-use asset reflects that the Group will exercise a purchase option – in which case depreciation is provided over the estimated useful life of the underlying asset) as follows:

Office premises

Over the term of lease

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date of the contract.

The lease payments included in the measurement of the lease liability comprise the following payments for the right to use the underlying asset during the lease term that are not paid at the commencement date:

- (a) fixed payments (including in-substance fixed payments), less any lease incentives receivable;
- (b) variable lease payments that depend on an index or a rate;
- (c) amounts expected to be payable under residual value guarantees;
- (d) exercise price of a purchase option if the Group is reasonably certain to exercise that option; and
- (e) payments of penalties for terminating the lease, if the lease term reflects the Group exercising an option to terminate the lease.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

Year ended 31 March 2021

2. PRINCIPAL ACCOUNTING POLICIES (continued)

Leases (continued)

The Group as lessee (continued)

The lease payments are discounted using the interest rate implicit in the lease, or where it is not readily determinable, the incremental borrowing rate of the lessee.

Subsequently, the lease liability is measured by increasing the carrying amount to reflect interest on the lease liability and by reducing the carrying amount to reflect the lease payments made.

The lease liability is remeasured using a revised discount rate when there are changes to the lease payments arising from a change in the lease term or the reassessment of whether the Group will be reasonably certain to exercise a purchase option.

The lease liability is remeasured by using the original discount rate when there is a change in the residual value guarantee, the in-substance fixed lease payments or the future lease payments resulting from a change in an index or a rate (other than floating interest rate). In case of a change in future lease payments resulting from a change in floating interest rates, the Group remeasures the lease liability using a revised discount rate.

The Group recognises the amount of the remeasurement of the lease liability as an adjustment to the right-of-use asset. If the carrying amount of the right-of-use asset is reduced to zero and there is a further reduction in the measurement of the lease liability, the Group recognises any remaining amount of the remeasurement in profit or loss.

A lease modification is accounted for as a separate lease if:

- (a) the modification increases the scope of the lease by adding the right to use one or more underlying assets; and
- (b) the consideration for the lease 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.

When a lease modification is not accounted for as a separate lease, at the effective date of the lease modification,

- (a) the Group allocates the consideration in the modified contract on the basis of relative stand-alone price as described above;
- (b) the Group determines the lease term of the modified contract;
- (c) the Group remeasures the lease liability by discounting the revised lease payments using a revised discount rate over the revised lease term;

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

Year ended 31 March 2021

2. PRINCIPAL ACCOUNTING POLICIES (continued)

Leases (continued)

The Group as lessee (continued)

- (d) for lease modifications that decrease the scope of the lease, the Group accounts for the remeasurement of the lease liability by decreasing the carrying amount of the right-of-use asset to reflect the partial or full termination of the lease and recognising any gain or loss relating to the partial or full termination of the lease in profit or loss; and/or
- (e) for all other lease modifications, the Group accounts for the remeasurement of the lease liability by making a corresponding adjustment to the right-of-use asset.

Government grants

Government grants are recognised at their fair value where there is reasonable assurance that the grant will be received and all attaching conditions will be complied with. When the grant relates to an expense item, it is recognised as income over the periods necessary to match the grant on a systematic basis to the costs that it is intended to compensate. Where the grant relates to an asset, the fair value is recognised as a deduction from the carrying amount of the relevant asset and is released to profit or loss over the expected useful life of the relevant asset by equal annual instalments.

Employee benefits

Short term employee benefits

Salaries, annual bonuses, paid annual leave and the cost of non-monetary benefits are accrued in the period in which the associated services are rendered by employees.

Defined contribution plans

The obligations for contributions to defined contribution retirement scheme are recognised as an expense in profit or loss as incurred. The assets of the scheme are held separately from those of the Group in an independently administered fund.

Taxation

The charge for current income tax is based on the results for the period as adjusted for items that are non-assessable or disallowed. It is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting period.

Deferred tax is provided, using the liability method, on all temporary differences at the end of the reporting period between the tax bases of assets and liabilities and their carrying amounts in the consolidated financial statements. However, any deferred tax arising from initial recognition of goodwill, or other asset or liability in a transaction other than a business combination that at the time of the transaction affects neither the accounting profit nor taxable profit or loss is not recognised.

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

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

Year ended 31 March 2021

2. PRINCIPAL ACCOUNTING POLICIES (continued)

Taxation (continued)

Deferred tax assets are recognised to the extent that it is probable that future taxable profit will be available against which the deductible temporary differences, tax losses and credits can be utilised.

Deferred tax is provided on temporary differences arising on investment in subsidiaries, except where the timing of the reversal of the temporary differences is controlled by the Group and it is probable that the temporary difference will not reverse in the foreseeable future.

Related parties

A related party is a person or entity that is related to the Group.

- (a) A person or a close member of that person's family is related to the Group if that person:
 - (i) has control or joint control over the Group;
 - (ii) has significant influence over the Group; or
 - (iii) is a member of the key management personnel of the Group or of the holding company of the Group.

- (b) An entity is related to the Group if any of the following conditions applies:
 - (i) the entity and the Group are members of the same group (which means that each holding company, subsidiary and fellow subsidiary is related to the others).
 - (ii) one entity is an associate or joint venture of the other entity (or an associate or joint venture of a member of a group of which the other entity is a member).
 - (iii) both entities are joint ventures of the same third party.
 - (iv) one entity is a joint venture of a third entity and the other entity is an associate of the third entity.
 - (v) the entity is a post-employment benefit plan for the benefit of employees of either the Group or an entity related to the Group. If the Group is itself such a plan, the sponsoring employers are also related to the Group.
 - (vi) the entity is controlled or jointly controlled by a person identified in (a).
 - (vii) a person identified in (a)(i) has significant influence over the entity or is a member of the key management personnel of the entity (or of a holding company of the entity).
 - (viii) the entity, or any member of a group of which it is a part, provides key management personnel services to the Group or to the holding company of the Group.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

Year ended 31 March 2021

2. PRINCIPAL ACCOUNTING POLICIES (continued)

Related parties (continued)

Close members of the family of a person are those family members who may be expected to influence, or be influenced by, that person in their dealings with the entity and include:

- (a) that person's children and spouse or domestic partner;
- (b) children of that person's spouse or domestic partner; and
- (c) dependants of that person or that person's spouse or domestic partner.

In the definition of a related party, an associate includes subsidiaries of the associate and a joint venture includes subsidiaries of the joint venture.

Segment reporting

Operating segments, and the amounts of each segment item reported in the consolidated financial statements, are identified from the consolidated financial statements provided regularly to the Group's most senior executive management for the purpose of allocating resources to, and assessing the performance of, the Group's various lines of business and geographical locations.

Individual material operating segments are not aggregated for financial reporting purposes unless the segments have similar economic characteristics and are similar in respect of the nature of products and services, the type or class of customers, the methods used to distribute the products or provide the services, and the nature of the regulatory environment. Operating segments which are not individually material may be aggregated if they share a majority of these criteria.

Critical accounting estimates and judgements

Estimates and assumptions concerning the future and judgements are made by the management in the preparation of the consolidated financial statements. They affect the application of the Group's accounting policies, reported amounts of assets, liabilities, income and expenses, and disclosures made. They are assessed on an on-going basis and are based on experience and relevant factors, including expectations of future events that are believed to be reasonable under the circumstances. Where appropriate, revisions to accounting estimates are recognised in the period of revision and future periods, in case the revision also affects future periods.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

Year ended 31 March 2021

2. PRINCIPAL ACCOUNTING POLICIES (continued)

Critical accounting estimates and judgements (continued)

Key sources of estimation uncertainty

Management contracting services

The Group recognises revenue and associated attributable profit from management contracting services based on the latest available budgets of those construction contracts with reference to the overall performance and the percentage of completion of construction works of each construction contract which requires management's best estimation and judgement. The percentage of completion of construction works is estimated based on the contract costs incurred for work performed to date relative to the estimated total contract costs. Contract costs of construction works, which mainly comprise costs for interior decorative materials, labour costs and subcontracting fees, are based on quotations from time to time provided by the major subcontractors/suppliers/vendors and the experience of the management of the Group taking into account of factors including the profit margin and contract costs of similar projects, which involve the management's best estimates and judgements. Notwithstanding that management reviews and revises the estimates of both contract revenue and costs for the construction contract as the contract progresses, the actual outcome of the contract in terms of its total costs may be higher or lower than the estimates and this will affect the revenue and profit recognised.

Loss allowance for ECL

The Group's management estimates the loss allowance for trade debtors and contract assets by using various inputs and assumptions including risk of a default and expected loss rate. The estimation involves high degree of uncertainty which is based on the Group's historical information, existing market conditions as well as forward-looking estimates at the end of each reporting period. Where the expectation is different from the original estimate, such difference will impact the carrying amount of trade debtors and contract assets.

Future changes in HKFRSs

At the date of authorisation of these consolidated financial statements, the HKICPA has issued the following new/revised HKFRSs that are not yet effective for the current year, which the Group has not early adopted.

Amendments to HKAS 39, HKFRSs 4, 7, 9 and 16
Amendments to HKFRS 16

Amendments to HKAS 16
Amendments to HKAS 37
Amendments to HKFRS 3
Annual Improvements to HKFRSs
Amendments to HKAS 1
Amendments to HKAS 1
Amendments to HKAS 8
Amendments to HKAS 12

HKFRS 17
Amendments to HKFRS 10 and HKAS 28

Interest Rate Benchmark Reform – Phase 2¹
Covid-19-Related Rent Concessions Beyond
30 June 2021²
Proceeds before Intended Use³
Cost of Fulfilling a Contract³
Reference to the Conceptual Framework³
2018–2020 Cycle³
Classification of Liabilities as Current or Non-current⁴
Disclosure of Accounting Policies⁴
Definition of Accounting Estimates⁴
Deferred Tax related to Assets and Liabilities arising from a
Single Transaction⁴
Insurance Contracts⁴
Sale or Contribution of Assets between an Investor and its
Associate or Joint Venture⁵

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

Year ended 31 March 2021

2. PRINCIPAL ACCOUNTING POLICIES (continued)

Future changes in HKFRSs (continued)

- ¹ Effective for annual periods beginning on or after 1 January 2021
- ² Effective for annual periods beginning on or after 1 April 2021
- ³ Effective for annual periods beginning on or after 1 January 2022
- ⁴ Effective for annual periods beginning on or after 1 January 2023
- ⁵ The effective date to be determined

The management of the Company does not anticipate that the adoption of these new/revised HKFRSs in future periods will have any material impact on the financial performance and financial position of the Group.

3. SEGMENT INFORMATION

The executive directors of the Company, who have been identified as the chief operating decision makers review the Group's internal reports in order to assess performance and allocate resources.

Based on the products and services offered by the Group to the customers, the executive directors of the Company have determined that the Group has only one operating and reportable segment throughout the year, as the Group manages its business as a whole which is the management contracting services with regards to provision of design, procurement and installation services of the water circulation systems in Hong Kong and Macau. The executive directors of the Company, being the chief operating decision-makers of the Group, regularly review the internal financial reports on the same basis for the purposes of allocating resources and assessing performance of the Group. Segment information is not presented accordingly.

The following table provides an analysis of the Group's revenue based on geographical location where installation works or other services are provided:

| | 2021 <i>HK\$'000</i> | 2020 <i>HK\$'000</i> |
|-----------|-------------------------|-------------------------|
| Hong Kong | 19,318 | 78,435 |
| Macau | 7,276 | 8,676 |
| | 26,594 | 87,111 |

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

Year ended 31 March 2021

3. SEGMENT INFORMATION (continued)

The following is an analysis of the carrying amounts of non-current assets, excluding payment for a life insurance policy, analysed by the geographical area in which the assets are located:

| | 2021 <i>HK\$'000</i> | 2020 <i>HK\$'000</i> |
|-----------|-------------------------|-------------------------|
| Hong Kong | 402 | 1,022 |
| Macau | – | 1 |
| | 402 | 1,023 |

Information about major customers

Revenue from customers of the corresponding years in respect of construction contracts from management contracting services segment individually contributed 10% or more of total revenue of the Group are as follows:

| | 2021 <i>HK\$'000</i> | 2020 <i>HK\$'000</i> |
|---|-------------------------|-------------------------|
| Customer A and its affiliated companies | <i>Note</i> | 69,014 |
| Customer B | 9,304 | <i>Note</i> |
| Customer C | 6,805 | <i>Note</i> |
| Customer D and its affiliated companies | 4,541 | <i>Note</i> |

Note:

The individual customers and their affiliated companies contributed less than 10% of the total revenue of the Group in the respective year.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

Year ended 31 March 2021

4. REVENUE

| | 2021 <i>HK\$'000</i> | 2020 <i>HK\$'000</i> |
|--|-------------------------|-------------------------|
| Revenue from management contracting services | 26,594 | 87,111 |

All revenue generated by the Group during the years ended 31 March 2021 and 2020 was from contracts with customers within HKFRS15, recognised over time and with fixed type of transaction price.

5. OTHER INCOME

| | 2021 <i>HK\$'000</i> | 2020 <i>HK\$'000</i> |
|--|-------------------------|-------------------------|
| Bank interest income | 192 | 305 |
| Government subsidies (<i>Note</i>) | 1,291 | 50 |
| Interest income arising from a life insurance policy | 7 | 8 |
| Sundry income | 26 | – |
| | 1,516 | 363 |

Note:

Included in the government grants, the amount of approximately HK\$1,223,000 represented the subsidies from the Employment Support Scheme (the "Scheme") under the Anti-epidemic Fund which was launched by the HKSAR Government. The purpose of this Scheme is to provide financial support to enterprises to retain their staff who would otherwise be made redundant. Under the terms of this Scheme, the Group is required not to lay off their staff during the subsidy period and to spend all subsidies on paying wages to the staff.

6. FINANCE COSTS

| | 2021 <i>HK\$'000</i> | 2020 <i>HK\$'000</i> |
|-------------------------------|-------------------------|-------------------------|
| Interest on bank borrowings | 2,030 | 2,607 |
| Interest on bank overdrafts | 577 | 287 |
| Interest on lease liabilities | 21 | 97 |
| | 2,628 | 2,991 |

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

Year ended 31 March 2021

7. LOSS BEFORE INCOME TAX

This is stated after charging:

| | 2021 HK\$'000 | 2020 HK\$'000 |
|---|------------------|------------------|
| Staff costs and related expenses (including directors' remuneration): | | |
| Directors' emolument (<i>Note 8</i>) | 3,279 | 4,062 |
| Salaries, allowances and other benefits | 6,731 | 11,738 |
| Contributions to defined contribution plans [#] | 372 | 371 |
| | <u>10,382</u> | <u>16,171</u> |
| Less: Amount included in cost of services | (4,003) | (7,512) |
| | <u>6,379</u> | <u>8,659</u> |

The Group participates defined contribution retirement benefit schemes for qualifying employees in Hong Kong. The assets of the schemes are separately held in funds under the control of trustees. The cost charged to the consolidated statement of profit or loss and other comprehensive income represents contributions payable to the funds by the Group at rates specified in the rules of the schemes.

Where there are employees who leave the schemes prior to vesting fully in the contributions, the contributions payable by the Group are reduced by the amount of forfeited contributions. During the year, there were no material forfeited contributions which arose upon employees leaving the schemes prior to their interests in the Group's contributions becoming fully vested and which are available to reduce the contributions payable by the Group in future years.

The Group has participated a Mandatory Provident Fund Scheme (the "MPF Scheme"). The MPF Scheme is registered with the Mandatory Provident Fund Schemes Authority under the Mandatory Provident Fund Schemes Ordinance.

The assets of the MPF Scheme are held separately from those of the Group in funds under the control of an independent trustee. Under the rules of the MPF Scheme, the employer and its employees are each required to make contributions to the scheme at the rates specified in the rules. The only obligation of the Group with respect to the MPF Scheme is to make the required contributions under the scheme. Under the MPF Scheme, there will not be any forfeited contribution available to reduce the contribution payable by the Group.

The retirement benefit scheme contributions arising from the MPF Scheme charged to profit or loss represent contributions payable to the funds by the Group at the rates specified in the rules of the scheme.

The Group participates a defined contribution retirement scheme for eligible employee in Macau. The assets of the scheme are held separately from those of the Group in funds under the control of an independent trustee. The Group has no further payment obligations once the contributions have been paid. The contributions are recognised as employee benefit expenses when they are due and are reduced by contributions forfeited by those employees who leave the scheme prior to vesting fully in the contributions.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

Year ended 31 March 2021

7. LOSS BEFORE INCOME TAX (continued)

| | 2021 HK\$'000 | 2020 HK\$'000 |
|--|------------------|------------------|
| Other items | | |
| Auditors' remuneration | 500 | 520 |
| Amortisation of payment for a life insurance policy | 11 | 11 |
| Contract costs relating to management contracting services recognised as expenses* | 24,235 | 79,912 |
| Loss on disposal of property, plant and equipment | – | 15 |
| Depreciation of property, plant and equipment | 181 | 246 |
| Depreciation of right-of-use asset | 1,099 | 1,966 |
| Lease payment recognised under short-term lease | 857 | 537 |
| Written-off of property, plant and equipment | – | 36 |
| Written-off of trade debtors | 5 | – |
| Written-off of contract assets | 6,619 | 6,871 |
| Loss allowance of trade debtors | 526 | – |
| Loss allowance of contract assets | 5,447 | – |

* Contract costs included approximately HK\$10,666,000 (2020: approximately HK\$21,610,000) and approximately HK\$4,003,000 (2020: approximately HK\$7,512,000) relating to the consumables goods and staff cost respectively which the staff cost is also included in the amount disclosed separately above.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

Year ended 31 March 2021

8. DIRECTORS' AND CHIEF EXECUTIVE'S EMOLUMENTS

The emoluments paid or payable to each of the following directors were as follows:

Year ended 31 March 2021

| | Directors' fees HK\$'000 | Salaries, allowances and other benefits HK\$'000 | Discretionary bonus HK\$'000 | Contributions to defined contribution plans HK\$'000 | Total HK\$'000 |
|--|-----------------------------|---|---------------------------------|---|-------------------|
| Executive directors: | | | | | |
| Mr. Nam Ho Kwan ("Mr. Nam") | – | 1,458 | – | 18 | 1,476 |
| Mr. Ng Wan Lok ("Mr. Ng") | – | 576 | – | 18 | 594 |
| Ms. Wong Wing Hung ("Ms. Wong") | – | 528 | – | 18 | 546 |
| Ms. Wang Rui (<i>Note i</i>) | – | 300 | – | – | 300 |
| Independent non-executive directors: | | | | | |
| Mr. Wu Kam On Keith (<i>Note ii</i>) | 3 | – | – | – | 3 |
| Mr. Lau Wai Hung (<i>Note v</i>) | 41 | – | – | – | 41 |
| Mr. Chen Lei | 180 | – | – | – | 180 |
| Mr. Tsang Yung Fat ("Mr. Tsang") (<i>Note iii</i>) | – | – | – | – | – |
| Dr. Lam King Sun Frankie (<i>Note iv</i>) | 139 | – | – | – | 139 |
| | 363 | 2,862 | – | 54 | 3,279 |

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

Year ended 31 March 2021

8. DIRECTORS' AND CHIEF EXECUTIVE'S EMOLUMENTS (continued)

Year ended 31 March 2020

| | Directors' fees HK\$'000 | Salaries, allowances and other benefits HK\$'000 | Discretionary bonus HK\$'000 | Contributions to defined contribution plans HK\$'000 | Total HK\$'000 |
|---|--------------------------------|---|------------------------------------|--|-------------------|
| Executive directors: | | | | | |
| Mr. Nam Ho Kwan ("Mr. Nam") | – | 1,818 | – | 18 | 1,836 |
| Mr. Ng Wan Lok ("Mr. Ng") | – | 720 | – | 18 | 738 |
| Ms. Wong Wing Hung ("Ms. Wong") | – | 660 | – | 18 | 678 |
| Ms. Wang Rui (<i>Note i</i>) | – | 225 | – | – | 225 |
| Non-executive director: | | | | | |
| Ms. Wang Rui (<i>Note i</i>) | 45 | – | – | – | 45 |
| Independent non-executive directors: | | | | | |
| Mr. Wu Kam On Keith (<i>Note ii</i>) | 180 | – | – | – | 180 |
| Mr. Lau Wai Hung | 180 | – | – | – | 180 |
| Mr. Chen Lei | 180 | – | – | – | 180 |
| | <u>585</u> | <u>3,423</u> | <u>–</u> | <u>54</u> | <u>4,062</u> |

Notes:

- (i) Ms. Wang Rui was re-designated as an executive director with effect from 2 July 2019.
- (ii) Mr. Wu Kam On Keith has resigned as an independent non-executive director with effect from 6 April 2020.
- (iii) Mr. Tsang was appointed as an independent non-executive director on 6 April 2020 and was subsequently resigned with effect from 1 April 2021.
- (iv) Dr. Lam King Sun Frankie was appointed as an independent non-executive director on 23 June 2020.
- (v) Mr. Lau Wai Hung has resigned as an independent non-executive director with effect from 23 June 2020.

Mr. Nam is also the Chief Executive Officer of the Company and his emoluments disclosed above included those for services rendered by him as the Chief Executive Officer for the years ended 31 March 2021 and 2020.

During the years ended 31 March 2021 and 2020, no remuneration was paid by the Group to any of these directors and the Chief Executive Officer as an inducement to join or upon joining the Group or as a compensation for loss of office.

Mr. Nam, Mr. Ng and Ms. Wong waived 20% of their remuneration amounting to HK\$30,000, HK\$12,000 and HK\$11,000 per month respectively and Mr. Tsang waived his director fee of HK\$15,000 per month for the year ended 31 March 2021. Except the waived amount of Mr. Nam, Mr. Ng, Ms. Wong and Mr. Tsang, there was no arrangement under which the remaining directors waived or agreed to waive any remuneration for the year ended 31 March 2021. There was no arrangement under which these directors and the Chief Executive Officer waived or agreed to waive any remuneration for the year ended 31 March 2020.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

Year ended 31 March 2021

9. FIVE HIGHEST PAID INDIVIDUALS

An analysis of the five highest paid individuals during the years ended 31 March 2021 and 2020 is as follows:

| | Number of individuals | |
|--------------|-----------------------|----------|
| | 2021 | 2020 |
| Director | 2 | 3 |
| Non-director | 3 | 2 |
| | <u>5</u> | <u>5</u> |

Details of the remuneration of the above highest paid non-director individuals are as follows:

| | 2021 | 2020 |
|---|--------------|--------------|
| | HK\$'000 | HK\$'000 |
| Salaries, allowances and other benefits | 2,160 | 2,100 |
| Contributions to defined contribution plans | 53 | 36 |
| | <u>2,213</u> | <u>2,136</u> |

The number of these non-director individuals whose emoluments fell within the following emoluments band is as follows:

| | 2021 | 2020 |
|--------------------------------|-----------------------------|----------|
| | Not exceeding HK\$1,000,000 | 3 |
| HK\$1,000,001 to HK\$1,500,000 | – | 1 |
| | <u>3</u> | <u>2</u> |

During the years ended 31 March 2021 and 2020, no remuneration was paid by the Group to any of the five highest paid employees as an inducement to join or upon joining the Group, or as compensation for loss of office.

For the year ended 31 March 2021, three non-director individuals waived their remuneration ranging from 20% to 25%, while the details of waiver of directors' remuneration are set out in Note 8 to the consolidated financial statements. There was no arrangement under which any of the five highest paid employees waived or agreed to waive any remuneration for the year ended 31 March 2020.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

Year ended 31 March 2021

10. TAXATION

| | 2021 <i>HK\$'000</i> | 2020 <i>HK\$'000</i> |
|--|-------------------------|-------------------------|
| Hong Kong Profits Tax | | |
| Current year | – | – |
| Under provision in prior years | – | 126 |
| Macau Complementary Tax | | |
| Current year | – | – |
| Under provision in prior years | – | 34 |
| Total income tax expenses for the year | <u>–</u> | <u>160</u> |

The Group's entities established in the Cayman Islands, Samoa and the BVI are exempted from income tax.

Hong Kong Profits Tax has not been provided as the Group incurred a loss for taxation purposes during the years ended 31 March 2021 and 2020.

Pursuant to tax incentive approved under Section 20 of Decree Law No. 9/2014, Macau Complementary Tax is levied at a fixed rate of 12% (2020: 12%) on the taxable income above Macau Pataca ("MOP") 600,000.

Reconciliation of income tax expenses

| | 2021 <i>HK\$'000</i> | 2020 <i>HK\$'000</i> |
|---|-------------------------|-------------------------|
| Loss before income tax | <u>(28,935)</u> | <u>(21,747)</u> |
| Applicable income tax rates of 16.5% (2020: 16.5%) | (4,774) | (3,517) |
| Non-deductible expenses | 284 | 162 |
| Tax exempt revenue | (207) | (73) |
| Unrecognised tax losses | 4,341 | 3,515 |
| Difference in tax rates of a subsidiary operating in another jurisdiction | 43 | (25) |
| Under provision in prior years | – | 160 |
| Tax concession | (18) | (100) |
| Others | <u>331</u> | <u>38</u> |
| Income tax expenses | <u>–</u> | <u>160</u> |

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

Year ended 31 March 2021

11. LOSS PER SHARE

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

| | 2021 <i>HK\$'000</i> | 2020 <i>HK\$'000</i> |
|--|-------------------------|-------------------------|
| Loss for the year attributable to the owners of the Company, used in basic and diluted loss per share calculation | <u>(28,935)</u> | <u>(21,907)</u> |
| | Number of shares | |
| Weighted average number of ordinary shares for basic and diluted loss per share calculation | <u>1,300,000,000</u> | <u>1,300,000,000</u> |

Diluted loss per share is same as the basic loss per share as there are no dilutive potential ordinary shares in existence during the years ended 31 March 2021 and 2020.

12. DIVIDENDS

The directors of the Company did not declare or propose any dividend for the year ended 31 March 2021 (2020: Nil).

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

Year ended 31 March 2021

13. PROPERTY, PLANT AND EQUIPMENT

| | Leasehold improvements | Furniture and fixtures | Office equipment | Motor vehicles | Total |
|-------------------------------------|---------------------------|---------------------------|---------------------|-------------------|-----------------|
| | <i>HK\$'000</i> | <i>HK\$'000</i> | <i>HK\$'000</i> | <i>HK\$'000</i> | <i>HK\$'000</i> |
| Reconciliation of carrying amount – | | | | | |
| Year ended 31 March 2020 | | | | | |
| At 1 April 2019 | 201 | 166 | 271 | 123 | 761 |
| Disposals | – | – | – | (27) | (27) |
| Depreciation | (47) | (39) | (107) | (53) | (246) |
| Written-off | – | – | – | (36) | (36) |
| | <u>154</u> | <u>127</u> | <u>164</u> | <u>7</u> | <u>452</u> |
| At 31 March 2020 | 154 | 127 | 164 | 7 | 452 |
| Reconciliation of carrying amount – | | | | | |
| Year ended 31 March 2021 | | | | | |
| At 1 April 2020 | 154 | 127 | 164 | 7 | 452 |
| Depreciation | (47) | (39) | (88) | (7) | (181) |
| | <u>107</u> | <u>88</u> | <u>76</u> | <u>–</u> | <u>271</u> |
| At 31 March 2021 | 107 | 88 | 76 | – | 271 |
| At 31 March 2020 | | | | | |
| Cost | 242 | 195 | 860 | 2,749 | 4,046 |
| Accumulated depreciation | (88) | (68) | (696) | (2,742) | (3,594) |
| | <u>154</u> | <u>127</u> | <u>164</u> | <u>7</u> | <u>452</u> |
| Net book value | 154 | 127 | 164 | 7 | 452 |
| At 31 March 2021 | | | | | |
| Cost | 242 | 195 | 860 | 2,749 | 4,046 |
| Accumulated depreciation | (135) | (107) | (784) | (2,749) | (3,775) |
| | <u>107</u> | <u>88</u> | <u>76</u> | <u>–</u> | <u>271</u> |
| Net book value | 107 | 88 | 76 | – | 271 |

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

Year ended 31 March 2021

14. RIGHT-OF-USE ASSETS AND LEASE LIABILITIES

Right-of-use assets

| | <i>HK\$'000</i> | |
|---|-----------------|-----------------|
| Reconciliation of carrying amount – year ended 31 March 2020 | | |
| At 1 April 2019 | | 2,537 |
| Depreciation | | (1,966) |
| At 31 March 2020 | | 571 |
| Reconciliation of carrying amount – year ended 31 March 2021 | | |
| At 1 April 2020 | | 571 |
| Additions | | 659 |
| Depreciation | | (1,099) |
| At 31 March 2021 | | 131 |
| At 31 March 2020 | | |
| Cost | | 2,537 |
| Accumulated depreciation | | (1,966) |
| Net carrying amount | | 571 |
| At 31 March 2021 | | |
| Cost | | 1,983 |
| Accumulated depreciation | | (1,852) |
| Net carrying amount | | 131 |
| Lease liabilities | | |
| | 2021 | 2020 |
| | HK\$'000 | HK\$'000 |
| Current portion | 133 | 588 |

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

Year ended 31 March 2021

14. RIGHT-OF-USE ASSETS AND LEASE LIABILITIES (continued)

Extension and termination options

The lease contracts of office premise, directors' quarter and car parks contain an extension and termination option. These options aim to provide flexibility to the Group in managing the leased asset. The extension option of the leases of office premise, directors' quarter and car parks is normally exercised because the Group does not want to incur additional administrative costs while the termination option is normally not exercised. The Group seldom exercises options that were not included in the lease liabilities. During the years ended 31 March 2021 and 2020, all the lease contracts contain an extension or termination option, in which the total lease payment made amounted to approximately HK\$1,135,000 and HK\$2,046,000 and no optional lease payments were made.

The Group leases various office and premises for its daily operations and the lease terms ranging from one to two years. The total cash outflow for leases was approximately HK\$1,135,000 and HK\$2,046,000 for the years ended 31 March 2021 and 2020, respectively.

Restrictions or covenants

Most of the leases impose a restriction that, unless approval is obtained from the lessor, the right-of-use asset can only be used by the Group and the Group is prohibited from selling or pledging the underlying assets. The Group is also required to keep those properties in a good state of repair and return the properties in their original condition at the end of the leases.

Commitment under leases

At 31 March 2021 and 2020, the Group was committed to approximately HK\$6,000 and HK\$54,000 for short-term leases, respectively.

15. PAYMENT FOR A LIFE INSURANCE POLICY

During the year ended 31 March 2016, Harmony Asia Limited ("Harmony Asia"), a wholly-owned subsidiary of the Company, entered into a life insurance policy with an insurance company, an independent third party not related to the Group, on Mr. Nam, the Chief Executive Officer of the Company. Under the policy, the beneficiary and policy holder is Harmony Asia. Harmony Asia is required to pay an upfront payment for the policy. Harmony Asia may request partial surrender or full surrender of the policy at any time and receive cash back based on the value of the policy at the date of withdrawal, which is determined by the gross premium paid at inception plus accumulated guaranteed interest earned and minus insurance premium charged. If such withdrawal is made at any time during the first to the fifteen policy year, as appropriate, a pre-determined specified surrender charge would be imposed.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

Year ended 31 March 2021

15. PAYMENT FOR A LIFE INSURANCE POLICY (continued)

As represented by the directors of the Company, the Group will not terminate the policies nor withdraw cash prior to the fifteenth policy year for the insurance policy and the expected life of the policies remained unchanged from the initial recognition.

The payment for a life insurance policy is denominated in United States dollar ("US\$"), being a currency other than the functional currency of Harmony Asia.

Particulars of the policy are as follows:

| Insured sum | Upfront payment | Guaranteed interest rates | |
|---|---|---------------------------|-------------------------|
| | | First to third years | Fourth year and onwards |
| US\$1,000,000 (equivalent to approximately HK\$7,800,000) | US\$340,919 (equivalent to approximately HK\$2,659,000) | 3.80% per annum | 2.25% per annum |

The fair value of the payment for a life insurance policy is determined by reference to the surrender cash value of a life insurance policy reported by the financial institution at the end of the reporting period together with the guaranteed interest rate as mentioned above.

The Group did not recognise significant change in fair value in profit or loss for the years ended 31 March 2021 and 2020.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

Year ended 31 March 2021

16. CONTRACT ASSETS (LIABILITIES)

| | 2021 HK\$'000 | 2020 HK\$'000 |
|---|------------------|------------------|
| Contracts in progress at the end of the reporting period: | | |
| Contract costs incurred | 444,884 | 478,856 |
| Recognised profits less recognised losses | 159,109 | 169,448 |
| Less: Progress billings | <u>(529,280)</u> | <u>(568,532)</u> |
| | 74,713 | 79,772 |
| Retention receivables | <u>19,569</u> | <u>19,627</u> |
| | 94,282 | 99,399 |
| Less: Written-off of contract assets (Note i) | <u>(6,619)</u> | (6,871) |
| Loss allowance of contract assets (Note ii) | <u>(5,447)</u> | – |
| | <u>82,216</u> | <u>92,528</u> |
| Represented by: | | |
| Contract assets | 85,354 | 95,701 |
| Contract liabilities | <u>(3,138)</u> | <u>(3,173)</u> |
| | <u>82,216</u> | <u>92,528</u> |

Notes:

- (i) At 31 March 2021, the written-off of approximately HK\$6,619,000 represented the contract assets (including retention receivables) on certain projects that the Group has completed the works under the construction contracts for at least four years. Therefore, the Group has no reasonable expectations of recovering the contractual cash flows and no realistic prospect of recovery.

At 31 March 2020, the amount of approximately HK\$6,871,000 represented the contract assets being written-off mainly as a result of the arbitration awards involving projects located at Kennedy Town and Sham Shui Po. Such amount is a net sum written-off in the financial statements after setting off the payments of certified works and compensation granted in favour of the Group under the said arbitration awards.

- (ii) At 31 March 2021, following the assessment of individual balances based on the Group's historical default rates and the individual characteristics of each customer including but not limited to the aging profile and financial position together with other forward looking factors, the Group has provided a loss allowance of approximately HK\$5,447,000 on contract assets.

At the end of the reporting period, the contract assets that are expected to be recovered after more than 12 months are approximately HK\$12,289,000 (2020: approximately HK\$13,611,000), which represented the retention receivables. The remaining contract assets and liabilities are expected to be recovered within 12 months.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

Year ended 31 March 2021

16. CONTRACT ASSETS (LIABILITIES) (continued)

The movements of contract assets and liabilities (excluding those arising from increases and decreases both occurred within the same year) from contracts with customers within HKFRS 15 during the year are as follows:

| | 2021 HK\$'000 | 2020 HK\$'000 |
|------------------------------|------------------|------------------|
| Contract assets | | |
| At 1 April | 95,701 | 103,560 |
| Transferred to trade debtors | (8,875) | (54,278) |
| Recognition of revenue | 10,594 | 53,290 |
| Written-off | (6,619) | (6,871) |
| Loss allowance | (5,447) | – |
| At 31 March | <u>85,354</u> | <u>95,701</u> |

| | 2021 HK\$'000 | 2020 HK\$'000 |
|---|------------------|------------------|
| Contract liabilities | | |
| At 1 April | (3,173) | (1,975) |
| Receipt of advances or recognition of receivables | (3,138) | (3,173) |
| Recognition of revenue | 3,173 | 1,975 |
| At 31 March | <u>(3,138)</u> | <u>(3,173)</u> |

The expected timing of the revenue recognition of the performance obligations that are unsatisfied (or partially unsatisfied) at 31 March 2021 and 2020 is within 1 year. As permitted under HKFRS 15, the transaction price allocated to those contracts is not disclosed.

Retention receivables are unsecured, interest-free and recoverable at the end of the defect liability period of individual contracts, ranging from one to two years from the date of the completion of the respective projects. The retention receivables (net of written-off and loss allowance) to be settled, based on the expiry of the defect liability period, at the end of the reporting period are:

| | 2021 HK\$'000 | 2020 HK\$'000 |
|------------------------------|------------------|------------------|
| On demand or within one year | 5,147 | 5,699 |
| After one year | <u>12,289</u> | <u>13,611</u> |
| | <u>17,436</u> | <u>19,310</u> |

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

Year ended 31 March 2021

17. TRADE AND OTHER DEBTORS, DEPOSITS AND PREPAYMENTS

| | Note | 2021 HK\$'000 | 2020 HK\$'000 |
|--|-------|------------------|------------------|
| Trade debtors | | 11,028 | 15,662 |
| Less: Loss allowance | | (526) | – |
| | 17(a) | 10,502 | 15,662 |
| Pledged deposits to an insurance company | 17(b) | 158 | 371 |
| Other debtors, deposits and prepayments | 17(c) | 443 | 5,115 |
| | | 11,103 | 21,148 |

- (a) Trade debtors mainly arise from management contracting business. The Group's credit terms for its management contracting business are negotiated at terms determined and agreed with its trade customers. The credit periods are ranging from 30 to 60 days. The ageing analysis of trade debtors, net of loss allowance, based on invoice date at the end of the reporting period is as follows:

| | 2021 HK\$'000 | 2020 HK\$'000 |
|----------------|------------------|------------------|
| Within 30 days | 1,343 | 6,324 |
| 31 to 60 days | – | 2,741 |
| Over 60 days | 9,159 | 6,597 |
| | 10,502 | 15,662 |

The Group maintains a defined credit policy to assess the credit quality of the trade customers. The collection is closely monitored to minimise any credit risk associated with these trade debtors.

At the end of the reporting period, the ageing analysis of the past due trade debtors, net of loss allowance:

| | 2021 HK\$'000 | 2020 HK\$'000 |
|--------------------|------------------|------------------|
| Within 30 days | – | 2,741 |
| 31 to 60 days | – | 1,900 |
| 61 to 365 days | 160 | – |
| More than one year | 8,999 | 4,697 |
| | 9,159 | 9,338 |

- (b) Pledged deposits of approximately HK\$158,000 (2020: approximately HK\$371,000) to an insurance company is the security for issuance of performance bonds in respect of contracts for management contracting services with prevailing market rates at 0.2% (2020: 0.2%) per annum.
- (c) The amount at 31 March 2020 included prepaid legal and professional fee for arbitration pertaining to a project located at Kennedy Town, of approximately HK\$4,586,000, which was recognised in profit or loss for the year ended 31 March 2021.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

Year ended 31 March 2021

18. PLEDGED AND RESTRICTED BANK DEPOSITS, BANK BALANCES AND CASH AND BANK OVERDRAFTS

| | Note | 2021 HK\$'000 | 2020 HK\$'000 |
|--|-------|------------------|------------------|
| Pledged bank deposits | 18(a) | 17,437 | 13,311 |
| Restricted bank deposits | 18(b) | 228 | 227 |
| Short-term time deposits | 18(c) | – | 20,000 |
| Bank balances and cash | | 438 | 1,051 |
| Bank overdrafts | 18(d) | (8,380) | (6,517) |
| | | 9,723 | 28,072 |
| Less: Pledged and restricted bank deposits | | (17,665) | (13,538) |
| Cash and cash equivalents | 18(e) | (7,942) | 14,534 |
| Represented by: | | | |
| Bank balances and cash | | 438 | 21,051 |
| Bank overdrafts | | (8,380) | (6,517) |
| | | (7,942) | 14,534 |

- (a) The pledged bank deposits represent deposits pledged to banks to secure banking facilities granted to the Group with maturity within one year from the end of the reporting period. The pledged bank deposits carry fixed interest rates ranging from 0.15% to 0.25% per annum at 31 March 2021 (2020: 1.3% per annum).
- (b) The restricted bank deposits represent cash held at banks as security for due performance under several management contracting work with prevailing market rates at 0.2% at 31 March 2021 (2020: 0.2%) per annum.
- (c) The short-term time deposits were made for varying periods of between one day and three months depending on the immediate cash requirements of the Group, and earned interest at the respective short-term time deposit rate at 0.65% per annum at 31 March 2020.
- (d) The bank overdrafts carry interest rates ranging from 0% to 1.75% over the prime rate (2020: 1.5% to 1.75% over prime rate) per annum and are secured by the pledged bank deposit of approximately HK\$17,437,000 (2020: approximately HK\$13,311,000).
- (e) The Group's bank balances and cash that are denominated in currencies other than the functional currency of the relevant group entities are set out below:

| | 2021 HK\$'000 | 2020 HK\$'000 |
|------------------|------------------|------------------|
| Renminbi ("RMB") | 3 | 3 |
| MOP | 123 | 308 |
| US\$ | 18 | 23 |

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

Year ended 31 March 2021

19. TRADE AND OTHER CREDITORS AND ACCRUED EXPENSES

| | Note | 2021 HK\$'000 | 2020 HK\$'000 |
|--------------------------------------|-------|------------------|------------------|
| Trade creditors | 19(a) | 12,886 | 14,911 |
| Salary payables | | 3,356 | 2,783 |
| Other creditors and accrued expenses | | 1,114 | 939 |
| Amount due to a director | 19(b) | 12,837 | 13,700 |
| | | 30,193 | 32,333 |

(a) The credit period on trade creditors is 30–90 days. The ageing analysis of trade creditors presented based on the invoice date at the end of the reporting period is as follows:

| | 2021 HK\$'000 | 2020 HK\$'000 |
|----------------|------------------|------------------|
| Within 30 days | 196 | 274 |
| 31 to 60 days | 278 | 856 |
| 61 to 90 days | – | 265 |
| 91 to 365 days | 1,077 | 13,374 |
| Over one year | 11,335 | 142 |
| | 12,886 | 14,911 |

(b) The amount due is unsecured, interest-free and repayable on demand.

20. BANK BORROWINGS

| | 2021 HK\$'000 | 2020 HK\$'000 |
|-----------|------------------|------------------|
| Secured | 23,260 | 35,967 |
| Unsecured | 5,000 | – |
| | 28,260 | 35,967 |

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

Year ended 31 March 2021

20. BANK BORROWINGS (continued)

The bank borrowings are repayable as follows:

| | 2021 <i>HK\$'000</i> | 2020 <i>HK\$'000</i> |
|--|-------------------------|-------------------------|
| On demand or within one year | 26,267 | 33,974 |
| More than five years | 1,993 | 1,993 |
| | 28,260 | 35,967 |
| Less: Amount due within one year shown under current liabilities | (26,267) | (33,974) |
| Amount due after one year shown under non-current liabilities | 1,993 | 1,993 |

Analysis of the amounts due based on scheduled payment dates set out in the loan agreements (ignoring the effect of any repayment on demand clause) is as follows:

| | 2021 <i>HK\$'000</i> | 2020 <i>HK\$'000</i> |
|---|-------------------------|-------------------------|
| Within one year | 15,749 | 27,654 |
| Within a period of more than one year but not exceeding two years | 7,644 | 5,390 |
| Within a period of more than two years but not exceeding five years | 2,874 | 930 |
| Over five years | 1,993 | 1,993 |
| | 28,260 | 35,967 |

Except for bank borrowings of approximately HK\$1,993,000 (2020: approximately HK\$1,993,000) which are denominated in US\$, all the remaining bank borrowings are denominated in HK\$. The bank borrowings carry floating interest rates ranging from 2.75% to 5.75% (2020: 3.85% to 5.88%) per annum based on prime rate or London Interbank Offered Rate ("LIBOR").

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

Year ended 31 March 2021

20. BANK BORROWINGS (continued)

At 31 March 2021, bank borrowing amounting to approximately HK\$26,267,000 (2020: approximately HK\$33,974,000) is secured by pledged bank deposit of approximately HK\$17,437,000 (2020: approximately HK\$13,311,000) and guaranteed by the Company for HK\$55,000,000 (2020: HK\$55,000,000) and HKMC Insurance Limited under SME Financing Guarantee Scheme for HK\$5,000,000 (2020: Nil).

At 31 March 2021, bank borrowing amounting to approximately HK\$1,993,000 (2020: approximately HK\$1,993,000) is secured by payment for a life insurance policy as disclosed in Note 15 to the consolidated financial statements.

21. DEFERRED TAX

| | Tax loss <i>HK\$'000</i> | Accelerated tax depreciation <i>HK\$'000</i> | Total <i>HK\$'000</i> |
|-----------------------------------|------------------------------------|--|---------------------------------|
| At 1 April 2019 | (95) | 95 | – |
| (Credit) Charge to profit or loss | <u>(24)</u> | <u>24</u> | <u>–</u> |
| At 31 March 2020 | (119) | 119 | – |
| Charge (Credit) to profit or loss | <u>96</u> | <u>(96)</u> | <u>–</u> |
| At 31 March 2021 | <u>(23)</u> | <u>23</u> | <u>–</u> |

The Group has unused estimated tax losses of approximately HK\$49,559,000 (2020: approximately HK\$23,832,000) available to offset against future profits which have no expiry date under current tax legislation. Deferred taxation assets have been recognised in respect of approximately HK\$139,000 (2020: approximately HK\$721,000) of such losses. No deferred taxation asset has been recognised in respect of the remaining unused tax losses of approximately HK\$49,420,000 (2020: approximately HK\$23,111,000) due to the unpredictability of future profit streams.

22. SHARE CAPITAL

| | <i>Number of shares</i> | <i>HK\$'000</i> |
|--|-----------------------------|-----------------|
| Ordinary share of HK\$0.01 each | | |
| Authorised: | | |
| At 1 April 2019, 31 March 2020 and 31 March 2021 | <u>2,000,000,000</u> | <u>20,000</u> |
| Issued and fully paid: | | |
| At 1 April 2019, 31 March 2020 and 31 March 2021 | <u>1,300,000,000</u> | <u>13,000</u> |

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

Year ended 31 March 2021

23. OTHER CASH FLOW INFORMATION

(a) Cash used in operations

| | 2021 HK\$'000 | 2020 HK\$'000 |
|---|------------------|------------------|
| Loss before income tax | (28,935) | (21,747) |
| Depreciation | 1,280 | 2,212 |
| Interest expenses | 2,628 | 2,991 |
| Amortisation of payment for a life insurance policy | 11 | 11 |
| Loss on disposal of property, plant and equipment | – | 15 |
| Written-off of property, plant and equipment | – | 36 |
| Written-off of trade debtors | 5 | – |
| Written-off of contract assets | 6,619 | 6,871 |
| Loss allowance of trade debtors | 526 | – |
| Loss allowance of contract assets | 5,447 | – |
| Interest income | (192) | (305) |
| Changes in working capital: | | |
| Contract assets/liabilities | (1,761) | 2,178 |
| Trade and other debtors, deposits and prepayments | 9,514 | 16,833 |
| Trade and other creditors and accrued expenses | (1,277) | (14,910) |
| Cash used in operations | (6,135) | (5,815) |

(b) Major non-cash transaction

During the year ended 31 March 2021, the Group entered into lease arrangements in respect of right-of-use assets with a total capital value at the inception of leases of approximately HK\$659,000 (2020: Nil).

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

Year ended 31 March 2021

23. OTHER CASH FLOW INFORMATION (continued)

(c) Changes in liabilities arising from financing activities

Details of the changes in the Group's liabilities from financing activities are as follows:

Year ended 31 March 2021

| | Amount due to a director HK\$'000 | Bank borrowings HK\$'000 | Lease liabilities HK\$'000 | Total HK\$'000 |
|-------------------------|--|--------------------------------|----------------------------------|-------------------|
| At 1 April 2020 | 13,700 | 35,967 | 588 | 50,255 |
| Net cash flows | (863) | (10,314) | (1,135) | (12,312) |
| Interest expenses | – | 2,607 | 21 | 2,628 |
| Additions | – | – | 659 | 659 |
| At 31 March 2021 | 12,837 | 28,260 | 133 | 41,230 |

Year ended 31 March 2020

| | Amount due to a director HK\$'000 | Bank borrowings HK\$'000 | Lease liabilities HK\$'000 | Total HK\$'000 |
|---------------------------|--|--------------------------------|----------------------------------|-------------------|
| At 1 April 2019 | – | 49,166 | – | 49,166 |
| Upon adoption of HKFRS 16 | – | – | 2,537 | 2,537 |
| Net cash flows | 13,700 | (16,093) | (2,046) | (4,439) |
| Interest expenses | – | 2,894 | 97 | 2,991 |
| At 31 March 2020 | 13,700 | 35,967 | 588 | 50,255 |

24. RELATED PARTIES TRANSACTIONS

In addition to the transactions/information disclosed elsewhere in the consolidated financial statements, the Group had the following transactions with related parties:

Key management personnel remuneration

| | 2021 HK\$'000 | 2020 HK\$'000 |
|---|------------------|------------------|
| Salaries, allowances and other benefits | 2,862 | 3,423 |
| Directors' fees | 363 | 585 |
| Contributions to defined contribution plans | 54 | 54 |
| | 3,279 | 4,062 |

Further details of the directors' remuneration are set out in Note 8 to the consolidated financial statements.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

Year ended 31 March 2021

25. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The Group's principal financial instruments comprise payment for a life insurance policy, pledged and restricted bank deposits, bank balances and cash, trade and other creditors, bank borrowings, bank overdrafts and lease liabilities. The main purpose of these financial instruments is to raise and maintain finance for the Group's operations. The Group has various other financial instruments such as trade and other debtors/creditors which arise directly from its business activities.

The accounting policies for financial instruments have been applied to the line items below:

At 31 March 2021

| | Financial assets at amortised cost HK\$'000 | Financial assets at FVPL HK\$'000 | Total HK\$'000 |
|---|---|--|-------------------|
| Assets as per consolidated statement of financial position | | | |
| Payment for a life insurance policy | – | 2,640 | 2,640 |
| Trade and other debtors | 10,962 | – | 10,962 |
| Pledged and restricted bank deposits | 17,665 | – | 17,665 |
| Bank balances and cash | 438 | – | 438 |
| Total | 29,065 | 2,640 | 31,705 |

| | Financial liabilities at amortised cost HK\$'000 | Total HK\$'000 |
|--|--|-------------------|
| Liabilities as per consolidated statement of financial position | | |
| Trade and other creditors | 30,193 | 30,193 |
| Bank borrowings | 28,260 | 28,260 |
| Bank overdrafts | 8,380 | 8,380 |
| Lease liabilities | 133 | 133 |
| Total | 66,966 | 66,966 |

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

Year ended 31 March 2021

25. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

At 31 March 2020

| | Financial assets at amortised cost <i>HK\$'000</i> | Financial assets at FVPL <i>HK\$'000</i> | Total <i>HK\$'000</i> |
|--|--|---|--------------------------|
| Assets as per consolidated statement of financial position | | | |
| Payment for a life insurance policy | – | 2,644 | 2,644 |
| Trade and other debtors | 21,099 | – | 21,099 |
| Pledged and restricted bank deposits | 13,538 | – | 13,538 |
| Bank balances and cash | 21,051 | – | 21,051 |
| Total | 55,688 | 2,644 | 58,332 |
| | | Financial liabilities at amortised cost <i>HK\$'000</i> | Total <i>HK\$'000</i> |
| Liabilities as per consolidated statement of financial position | | | |
| Trade and other creditors | | 32,333 | 32,333 |
| Bank borrowings | | 35,967 | 35,967 |
| Bank overdrafts | | 6,517 | 6,517 |
| Lease liabilities | | 588 | 588 |
| Total | | 75,405 | 75,405 |

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

Year ended 31 March 2021

25. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

The main risks arising from the Group's financial instruments are credit risk, currency risk, interest rate risk and liquidity risk. The Group generally adopts conservative strategies on its risk management and limits the Group's exposure to these risks to a minimum level as follows:

Credit risk

Credit risk refers to the risk that debtor will default on their obligations to repay the amounts due to the Group, resulting in a loss to the Group. The Group's credit risk is mainly attributable to trade and other debtors and contract assets. The Group limits its exposure to credit risk by selecting the counterparties with reference to their past credit history and/or market reputation.

Trade debtors and contract assets

The Group trades only with recognised and creditworthy third parties. Before accepting any new customer, the Group assesses the potential customer's credit quality and defines credit limits for the customer. Except for those trade debtors and contract assets have been specifically written-off amounted to approximately HK\$6,624,000, the remaining receivable balances are monitored on an ongoing basis by the management and the Group's exposure to bad debts is not significant.

The Group's exposure to credit risk is influenced mainly by the individual characteristics of each customer. The default risk of the industry and country in which customers operate also has an influence on credit risk but to a lesser extent. Credit quality of a customer is assessed based on an extensive credit rating and individual credit limit assessment which is mainly based on the Group's own trading records.

At 31 March 2021, the Group had a concentration of credit risk as approximately 78% (2020: approximately 69%) of the total trade debtors and contract assets was due from the Group's largest trade debtor and contract assets and approximately 90% (2020: approximately 84%) of the total trade debtors and contract assets was due from the Group's five largest trade debtors and contract assets.

The Group's customer base consists of a wide range of customers and trade debtors and contract assets are categorised by common risk characteristics that are representative of the customers' abilities to pay all amounts due in accordance with the contractual terms. The Group applies a simplified approach in calculating ECL for trade debtors and contract assets and recognises a loss allowance based on lifetime ECL at each reporting date and specifically estimated the ECL for each debtor by reference to its historical credit loss experience (including the awards of the arbitrations/disputes together with the liquidation of customers), adjusted for forward-looking factors specific to the debtors and the economic environment. There was no change in the estimation techniques or significant assumptions made during the year.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

Year ended 31 March 2021

25. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

Credit risk (continued)

Trade debtors and contract assets (continued)

The information about the exposure to credit risk and ECL for trade debtors and contract assets using a provision matrix at 31 March 2021 is summarised as below.

| | Expected loss rate | Gross carrying amount HK\$'000 | Loss allowance HK\$'000 | Net carrying amount HK\$'000 | Credit- impaired |
|-----------------------------|-----------------------|---|-------------------------------|------------------------------------|---------------------|
| Trade debtors | | | | | |
| Not past due | 0% | 1,343 | – | 1,343 | No |
| Within 30 days overdue | 0% | – | – | – | No |
| 30 days to one year overdue | 3% | 165 | (5) | 160 | No |
| One to two years overdue | 5% | 8,994 | (450) | 8,544 | No |
| More than two years overdue | 13% | 526 | (71) | 455 | No |
| | | <u>11,028</u> | <u>(526)</u> | <u>10,502</u> | |
| Contract assets | 6% | <u>90,801</u> | <u>(5,447)</u> | <u>85,354</u> | No |

At 31 March 2020, the exposure of credit risk and ECL was minimal.

At the end of the reporting period, in addition to a specific written-off of trade debtors and contract assets amounted to approximately HK\$6,624,000 (2020: HK\$6,871,000), the Group recognised an impairment loss of approximately HK\$5,973,000 (2020: Nil) on the trade debtors and contract assets. The movement in the loss allowance for trade debtors and contract assets during the year is summarised below:

| | 2021 HK\$'000 | 2020 HK\$'000 |
|--|------------------|------------------|
| Trade debtors | | |
| At the beginning of the reporting period | – | – |
| Increase in allowance | <u>526</u> | – |
| At the end of the reporting period | <u>526</u> | – |
| Contract assets | | |
| At the beginning of the reporting period | – | – |
| Increase in allowance | <u>5,447</u> | – |
| At the end of the reporting period | <u>5,447</u> | – |

The Group does not hold any collateral over the trade debtors and contract assets at 31 March 2021 (2020: Nil).

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

Year ended 31 March 2021

25. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

Credit risk (continued)

Other debtors

The Group considers that other debtors have low credit risk based on the borrower's strong capacity to meet its contractual cash flow obligations in the near term and low risk of default. No impairment on the other debtors is recognised based on the measurement on 12-month ECL.

In estimating the ECL, the Group has taken into account the financial position of the counterparties by reference to, among others, its management or audited accounts and available press information, adjusted for forward-looking factors that are specific to the counterparties and general economic conditions of the industry in which the counterparties operate, in estimating the probability of default of the financial asset, as well as the loss upon default. The management of the Group considers the ECL of other debtors to be insignificant after taking into account the financial position and credit quality of the counterparties.

Pledged and restricted bank deposits/Bank balances and cash

The management considers the credit risk in respect of liquid funds is minimal because the counter-parties are authorised financial institutions with high credit ratings.

Foreign currency risk

Several subsidiaries of the Group have bank balances and cash, payment for a life insurance policy and bank borrowing denominated in foreign currencies, which expose the Group to foreign currency risk. The carrying amount of the Group's foreign currency denominated monetary assets and monetary liabilities at the reporting dates are as follows:

| | 2021 HK\$'000 | 2020 HK\$'000 |
|--------------------|------------------|------------------|
| Assets | | |
| RMB | 3 | 3 |
| MOP | 123 | 308 |
| US\$ | <u>2,658</u> | <u>2,513</u> |
| Liabilities | | |
| US\$ | <u>1,993</u> | <u>1,993</u> |

As most of the Group's foreign currency denominated monetary assets are denominated in US\$ and MOP; HK\$ is pegged to US\$ while MOP is pegged to HK\$, the Group's foreign currency risk exposure is not considered to be significant. Accordingly, no sensitivity analysis has been presented on the currency risk.

Interest rate risk

The Group is exposed to cash flow interest rate risk in relation to restricted bank deposits, bank balances, bank overdrafts and bank borrowings. The Group is also exposed to fair value interest rate risk in relation to fixed rate pledged bank deposits and time deposits.

The Group's exposures to interest rate risk on financial liabilities are detailed in the liquidity risk management section of this note. The Group's cash flow interest rate risk is attributable to fluctuation of prime rate, LIBOR and HIBOR.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

Year ended 31 March 2021

25. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

Interest rate risk (continued)

Sensitivity analysis

The sensitivity analysis below has been determined based on the exposure to interest rate risk 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 0.5% increase or decrease in interest rates for bank borrowings is used when reporting interest rate risk internally to key management personnel and represents management's assessment of the reasonably possible change in interest rates.

If interest rates on bank borrowings had been 0.5% (2020: 0.5%) higher/lower and all other variables were held constant, the Group's post-tax loss for the year ended 31 March 2021 would increase/decrease by approximately HK\$183,000 (2020: approximately HK\$212,000).

The Group is also exposed to cash flow interest rate risk due to the fluctuation of prevailing market interest rate on bank balances. The Group considered interest rate fluctuation on these bank deposits and balances is insignificant. Accordingly, no sensitivity analysis has been prepared.

Liquidity risk

In the management of the liquidity risk, the Group monitors and maintains a level of cash and cash equivalents deemed adequate by management to finance its operations and mitigate the effects of fluctuations in cash flows. The management monitors the utilisation of bank borrowings and ensures compliance with loan covenants.

The following table details the Group's contractual maturity for its non-derivative financial liabilities based on the agreed repayment terms. 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 at floating rates, the undiscounted amount is derived from interest rate at the end of the reporting period.

| | Weighted average interest rate % | On demand or within 90 days HK\$'000 | 91 days to 1 year HK\$'000 | 1 year to 5 years HK\$'000 | Over 5 years HK\$'000 | Total undiscounted cash flow HK\$'000 | Total carrying amount HK\$'000 |
|--|--|--|----------------------------------|----------------------------------|-----------------------------|--|---|
| At 31 March 2021 | | | | | | | |
| Trade and other creditors and accrued expenses | - | 30,193 | - | - | - | 30,193 | 30,193 |
| Bank overdrafts | 5.80 | 8,380 | - | - | - | 8,380 | 8,380 |
| Bank borrowings | 5.01 | 27,398 | - | - | 2,033 | 29,431 | 28,260 |
| | | <u>65,971</u> | <u>-</u> | <u>-</u> | <u>2,033</u> | <u>68,004</u> | <u>66,833</u> |

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

Year ended 31 March 2021

25. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

Liquidity risk (continued)

| | Weighted average interest rate % | On demand or within 90 days HK\$'000 | 91 days to 1 year HK\$'000 | 1 year to 5 years HK\$'000 | Over 5 years HK\$'000 | Total undiscounted cash flow HK\$'000 | Total carrying amount HK\$'000 |
|--|--|--|----------------------------------|----------------------------------|-----------------------------|--|---|
| At 31 March 2020 | | | | | | | |
| Trade and other creditors and accrued expenses | - | 32,333 | - | - | - | 32,333 | 32,333 |
| Bank overdrafts | 6.72 | 6,517 | - | - | - | 6,517 | 6,517 |
| Bank borrowings | 5.74 | 34,729 | - | - | 2,033 | 36,762 | 35,967 |
| | | <u>73,579</u> | <u>-</u> | <u>-</u> | <u>2,033</u> | <u>75,612</u> | <u>74,817</u> |

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.

The amounts repayable under certain bank loan agreements that include a clause that gives the banks unconditional rights to call the loans at any time are classified under the category of "On demand or within 90 days". However, the management does not expect that the banks would exercise such rights to demand repayment and thus these borrowings, which include the related interest, would be repaid according to the above schedule as set out in the loan agreements.

| | 2021 HK\$'000 | 2020 HK\$'000 |
|-----------------------------|------------------|------------------|
| On demand or within 90 days | 8,706 | 23,969 |
| 91 days to 1 year | 7,792 | 4,210 |
| 1 to 5 years | 10,900 | 6,550 |
| Over 5 years | 2,033 | 2,033 |
| | <u>29,431</u> | <u>36,762</u> |

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

Year ended 31 March 2021

26. FAIR VALUE MEASUREMENTS

The following presents the assets and liabilities measured at fair value or required to disclose their fair value in the consolidated financial statements on a recurring basis across the three levels of the fair value hierarchy defined in HKFRS 13 "Fair Value Measurement" with the fair value measurement categorised in its entirety based on the lowest level input that is significant to the entire measurement. The levels of inputs are defined as follows:

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

(a) Assets and liabilities measured at fair value

| | Level 3 | |
|---|----------|----------|
| | 2021 | 2020 |
| | HK\$'000 | HK\$'000 |
| Assets measured at fair value | | |
| Financial assets at FVPL | | |
| – Payment for a life insurance policy (Note 15) | 2,640 | 2,644 |

During the years ended 31 March 2021 and 2020, there were no transfers between Level 1 and Level 2 fair value measurements, and no transfers into or out of Level 3 fair value measurements. For the year ended 31 March 2021, an interest income arising from a life insurance policy of approximately HK\$7,000 (2020: HK\$8,000) and an amortisation of payment for a life insurance policy of approximately HK\$11,000 (2020: HK\$11,000) were recognised in profit or loss with no unrealised gain or loss recognised in profit or loss.

The fair value of the payment for a life insurance policy is determined by reference to the surrender cash value reported by the financial institution on a regular basis. The sensitivity analysis is not applicable because the significant unobservable inputs is not available to public.

(b) Assets and liabilities with fair value disclosure, but not measured at fair value

All other financial assets and liabilities are carried at amounts not materially different from their fair values at 31 March 2021 and 2020.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

Year ended 31 March 2021

27. CAPITAL MANAGEMENT

The objectives of the Group's capital management are to safeguard the Group's ability to continue as a going concern and to provide returns for equity owners. The Group manages its capital structure and makes adjustments, including payment of dividends to equity owners, issue of new shares or sale of assets to reduce debts. No changes were made in the objectives, policies or processes during the years ended 31 March 2021 and 2020.

28. PLEDGE OF ASSETS

The following assets were pledged to secure certain banking facilities and performance bonds issued by an insurance company granted to the Group at the end of the reporting period:

| | 2021 <i>HK\$'000</i> | 2020 <i>HK\$'000</i> |
|--|-------------------------|-------------------------|
| Pledged and restricted bank deposits | 17,665 | 13,538 |
| Pledged deposits to an insurance company | 158 | 371 |
| Payment for a life insurance policy | 2,640 | 2,644 |
| | 20,463 | 16,553 |

29. PERFORMANCE BONDS

| | 2021 <i>HK\$'000</i> | 2020 <i>HK\$'000</i> |
|--|-------------------------|-------------------------|
| Indemnities issued to banks and an insurance company for performance bonds in respect of contracts for management contracting services | 691 | 1,401 |

Certain customers require the Group to procure performance bonds to be provided by a bank or an insurance company in favour of them as security for due performance and observance of the obligations under the contracts. In procuring such performance bonds, the Group is usually required to place a required amount of deposit to such bank or insurance company. If the Group fails to provide satisfactory services to the customers, the customers are entitled to seek compensation from the bank or insurance company for the amount of financial losses incurred not exceeding the amount of the performance bonds. The Group will then become liable to compensate the bank or insurance company accordingly. During the years ended 31 March 2021 and 2020, no customers called any performance bond. Typically, the estimated consideration is not constrained for revenue recognition.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

Year ended 31 March 2021

30. STATEMENT OF FINANCIAL POSITION OF THE COMPANY

Pursuant to the disclosure requirements of the Hong Kong Companies Ordinance, the statement of financial position of the Company and the movements in its reserves is set out below:

| | Note | 2021 HK\$'000 | 2020 HK\$'000 |
|-------------------------------|-------|------------------|------------------|
| Non-current assets | | | |
| Investment in subsidiaries | | 37,344 | 37,344 |
| Current assets | | | |
| Deposit paid | | 113 | 113 |
| Amounts due from subsidiaries | | 1,699 | 14,189 |
| Bank balances and cash | | 45 | 20,308 |
| | | 1,857 | 34,610 |
| NET ASSETS | | 39,201 | 71,954 |
| Capital and reserves | | | |
| Share capital | 22 | 13,000 | 13,000 |
| Reserves | 30(a) | 26,201 | 58,954 |
| TOTAL EQUITY | | 39,201 | 71,954 |

This statement of financial position was approved and authorised for issue by the Board of Directors on 30 June 2021 and signed on its behalf by

Mr. Nam Ho Kwan
Director

Mr. Ng Wan Lok
Director

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

Year ended 31 March 2021

30. STATEMENT OF FINANCIAL POSITION OF THE COMPANY (continued)

(a) Movements of the reserves

| | Share premium <i>HK\$'000</i> | Accumulated losses <i>HK\$'000</i> | Total <i>HK\$'000</i> |
|--|-------------------------------------|--|--------------------------|
| At 1 April 2019 | 81,096 | (22,124) | 58,972 |
| Loss for the year and total comprehensive expenses for the year | — | (18) | (18) |
| At 31 March 2020 | 81,096 | (22,142) | 58,954 |
| At 1 April 2020 | 81,096 | (22,142) | 58,954 |
| Loss for the year and total comprehensive expenses for the year | — | (32,753) | (32,753) |
| At 31 March 2021 | 81,096 | (54,895) | 26,201 |

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

Year ended 31 March 2021

31. PARTICULARS OF SUBSIDIARIES OF THE COMPANY

Details of the Company's subsidiaries at the end of the reporting period are as follows:

| Name of subsidiary | Place and date of incorporation | Issued and fully paid share capital/ quota capital | Attributable equity interest held by the Company | | Principal activities and place of operation |
|--|--|--|--|------|---|
| | | | 2021 | 2020 | |
| Directly held by the Company | | | | | |
| Access Golden Limited | British Virgin Islands ("BVI"), 9 December 2020 | US\$1 | 100% | 100% | Investment holding, Hong Kong |
| Best Innovation (Hong Kong) Holdings Company Limited | Samoa, 19 January 2016 | US\$1,000,000 | 100% | 100% | Investment holding, Hong Kong |
| Best Innovation Holdings Company Limited | Samoa, 16 December 2015 | US\$1,000,000 | 100% | 100% | Investment holding, Hong Kong |
| Future Pop Limited | BVI, 16 October 2017 | US\$1 | 100% | 100% | Investment holding, Hong Kong |
| Harmony Asia Holdings Company Limited | Samoa, 16 December 2015 | US\$1,000,000 | 100% | 100% | Investment holding, Hong Kong |

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

Year ended 31 March 2021

31. PARTICULARS OF SUBSIDIARIES OF THE COMPANY (continued)

| Name of subsidiary | Place and date of incorporation | Issued and fully paid share capital/ quota capital | Attributable equity interest held by the Company | | Principal activities and place of operation |
|--|---------------------------------|--|--|------|--|
| | | | 2021 | 2020 | |
| Impressive Win Investments Limited | BVI, 10 July 2020 | US\$1 | 100% | 100% | Investment holding, Hong Kong |
| Indirectly held by the Company | | | | | |
| Best Innovation Limited | Hong Kong, 15 September 2009 | HK\$100,000 | 100% | 100% | Provision of design, procurement and installation service of water circulation system, Hong Kong |
| Best Innovation Limited | Macau, 17 September 2014 | MOP25,000 | 100% | 100% | Provision of design, procurement and installation service of water circulation system, Macau |
| Harmony Asia | Hong Kong, 3 November 2006 | HK\$200,000 | 100% | 100% | Provision of design, procurement and installation service of water circulation system, Hong Kong |
| Hong Kong Unique Food Technology Limited (formerly known as Hongkong Yepsince Group Limited) | Hong Kong, 6 April 2017 | HK\$10,000 | 100% | 100% | Inactive, Hong Kong |
| Yammy Technology Co., Limited (formerly known as Zhenxingyuan Trade Co., Limited) | Hong Kong, 3 April 2017 | HK\$10,000 | 100% | 100% | Inactive, Hong Kong |

All of the above subsidiaries are limited liability companies. None of the subsidiaries had issued any debt securities during the year or at the end of the year.

FINANCIAL SUMMARY

For the five years ended 31 March 2017, 2018, 2019, 2020 and 2021

RESULTS

| Consolidated results | 2021 HK\$'000 | For the year ended 31 March | | | |
|--|------------------|-----------------------------|------------------|------------------|------------------|
| | | 2020 HK\$'000 | 2019 HK\$'000 | 2018 HK\$'000 | 2017 HK\$'000 |
| Revenue | 26,594 | 87,111 | 135,469 | 130,886 | 109,450 |
| Gross profit | 2,359 | 7,199 | 26,106 | 25,172 | 27,454 |
| (Loss) Profit before income tax | (28,935) | (21,747) | 3,727 | 4,085 | 2,729 |
| (Loss) Profit and total comprehensive (expense) income for the year | (28,935) | (21,907) | 2,982 | 2,983 | 814 |

ASSETS AND LIABILITIES

| Consolidated assets and liabilities | 2021 HK\$'000 | As at 31 March | | | |
|-------------------------------------|------------------|------------------|------------------|------------------|------------------|
| | | 2020 HK\$'000 | 2019 HK\$'000 | 2018 HK\$'000 | 2017 HK\$'000 |
| Total assets | 117,602 | 155,105 | 188,010 | 146,314 | 70,335 |
| Total liabilities | (70,104) | (78,672) | (89,670) | (50,956) | (34,712) |
| Net assets | 47,498 | 76,433 | 98,340 | 95,358 | 35,623 |