

SUMMARY

This summary aims to give you an overview of the information contained in this document. As this is a summary, it does not contain all the information that may be important to you. You should read this document in its entirety before you decide to invest in the [REDACTED]. There are risks associated with any investment. Some of the particular risks in investing in the [REDACTED] are set out in the section headed “Risk Factors” in this document. You should read that section carefully before you decide to invest in the [REDACTED]. Various expressions used in this summary are defined in the section headed “Definitions and Glossary of Technical Terms” in this document.

BUSINESS OVERVIEW

We are a contractor providing fitting-out services and repair and maintenance services in Macau. Our Group’s history can be traced back to August 1996, when Mr. Li, the chairman of the Board and founder of our Group, established WHHE (HK) to provide fitting-out services in Hong Kong. In view of the robust growth of the tourism and gaming industries which drove up the demand for fitting-out services in hotels, casinos and integrated resorts in Macau, our Group has shifted the focus of our business to the market in Macau since May 2005 through the establishment of WHHE (Macau). Our fitting-out services primarily cover refitting works for existing buildings and extend to casinos, retail areas, hotels, restaurants, commercial properties and residential properties. We primarily focus on providing fitting-out services for the commercial segment, in particular facilities located within integrated resorts in Macau. During the Track Record Period, we had completed two repair and maintenance service contracts awarded by Customer B, being an integrated resort operator and one of our top five customers during the Track Record Period. According to the Frost & Sullivan Report, in terms of revenue, our Group was the third largest commercial fitting-out contractor and the fifth largest fitting-out contractor in Macau in 2017, with a market share of approximately 4.3% and 2.4%, respectively.

During the Track Record Period, we have established business relationship with major licensed casino gaming operators in Macau. According to the Frost & Sullivan Report, Customer A, Customer B and Customer H, being our top five customers during the Track Record Period, are group companies of three of the six licensed casino gaming operators in Macau, and the shares of their respective holding companies are listed on the Stock Exchange. Our Directors believe that our experienced management team with profound industry knowledge, our ability to maintaining long-term business relationships with our major customers and a stable pool of suppliers and subcontractors have contributed to our success.

For FY2015, FY2016, FY2017 and FY2018, our total revenue amounted to approximately MOP114.0 million, MOP114.7 million, MOP189.1 million and MOP326.8 million, of which revenue generated from providing fitting-out services constituted approximately 95.0%, 96.1%, 99.5% and 99.8% of our total revenue, respectively. Our fitting-out services are provided on a project basis. During the Track Record Period, we had completed 124 fitting-out projects with an aggregate original contract sum amounting to approximately MOP486.7 million. As at the Latest Practicable Date, we had 24 awarded and ongoing fitting-out projects with an aggregate original contract sum amounting to approximately MOP398.9 million.

The following table sets forth a breakdown of our revenue during the Track Record Period by business segment:

	FY2015		FY2016		FY2017		FY2018	
	MOP'000	%	MOP'000	%	MOP'000	%	MOP'000	%
Fitting-out services	108,314	95.0	110,247	96.1	188,118	99.5	326,272	99.8
Repair and maintenance services	5,659	5.0	4,429	3.9	993	0.5	502	0.2
Total	113,973	100.0	114,676	100.0	189,111	100.0	326,774	100.0

During the Track Record Period, we undertook projects as both main contractor and subcontractor. The majority of our revenue during the Track Record Period was derived from projects in which we were engaged as main contractor by major licensed casino gaming operators in Macau. To a lesser extent, we were also engaged as subcontractor by other fitting-out contractors in Macau. The following table sets forth a breakdown of our revenue by reference to our role in our projects during the Track Record Period:

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	FY2015			FY2016			FY2017			FY2018		
	No. of projects	Revenue MOP'000	%	No. of projects	Revenue MOP'000	%	No. of projects	Revenue MOP'000	%	No. of projects	Revenue MOP'000	%
Main contractor	56	113,973	100.0	25	114,676	100.0	56	181,304	95.9	59	304,109	93.1
Subcontractor	—	—	—	—	—	—	2	7,807	4.1	3	22,665	6.9
Total	56	113,973	100.0	25	114,676	100.0	58	189,111	100.0	62	326,774	100.0

Our customers

Our customers include subsidiaries of casino gaming and integrated resort operators in Macau as well as individual customers. For FY2015, FY2016, FY2017 and FY2018, revenue attributable to our largest customer, Customer A, amounted to approximately MOP96.2 million, MOP95.9 million, MOP155.4 million and MOP263.9 million, representing approximately 84.4%, 83.6%, 82.2% and 80.8% of our Group’s total revenue, respectively. Revenue attributable to (i) our top three customers in aggregate amounted to approximately MOP114.0 million, representing 100.0% of our total revenue for FY2015; and (ii) our top five customers in aggregate amounted to approximately MOP114.7 million, MOP187.4 million and MOP323.2 million, representing 100.0% and 99.1% and 98.9% of our total revenue for FY2016, FY2017 and FY2018, respectively.

Customer A is a subsidiary of a leading developer, owner and operator of gaming and integrated resorts and one of the six licensed casino gaming operators in Macau (the “**Parent Company**”, together with its subsidiaries “**Customer Group A**”), the shares of which are listed on the Main Board of the Stock Exchange. According to the website of the Stock Exchange, the Parent Company has a market capitalisation of over HK\$49.0 billion as at 31 December 2018.

According to the annual report of the Parent Company for FY2017, (a) the principal activities of its subsidiaries include development and operation of (i) casinos; (ii) luxury integrated resorts; (iii) hotels; and (iv) other luxurious amenities, such as restaurants, bars, retail outlets, world-class pool and spa facilities; and (b) Customer Group A has a total revenue of approximately HK\$14.9 billion and HK\$15.4 billion for FY2016 and FY2017, respectively. According to the Frost & Sullivan Report, the gaming industry in Macau is dominated by a few players and Customer A is one of the major market players in the gaming industry in Macau with a market share of approximately 6.7% in terms of revenue in the year 2017. We have established a long-standing business relationship with Customer A since it first awarded a contract for fitting-out services to us in 2011. During the Track Record Period, we had undertaken 98 fitting-out projects for Customer A which were awarded to us through tenders and quotations.

Our Directors consider that our business is sustainable despite concentration among our major customers during the Track Record Period in view of fact that (i) concentration among our major customers was mainly attributable to sizeable projects; (ii) sizeable fitting-out projects in the commercial segment are mainly initiated by the six licensed casino gaming operators; (iii) we have maintained a close and complementary business relationship with Customer A; (iv) revenue of the fitting-out industry in Macau is expected to grow; and (v) our skills and experience in the fitting-out industry are transferable. For details of our customers, please refer to the section headed “Business – Our customers” in this document.

Sales and marketing and pricing strategy

We do not maintain a sales and marketing team. During the Track Record Period, we secured new businesses mainly through direct invitation for tender and quotation by customers, which is considered by our Directors to be attributable to our proven track record and well-established presence in the fitting-out industry in Macau. We determine the price of our projects on a cost-plus basis. Our pricing strategy is evaluated on a project basis with reference to certain factors, including, among others, (i) the nature, scope and complexity of the project; (ii) working capital requirement; (iii) our operational and financial resources; (iv) the estimated number and types of workers required; (v) the estimated cost of materials required; (vi) the project duration; (vii) the prevailing market conditions; (viii) previous tender record; (ix) awarded tender of similar project; and (x) relationship with our customers.

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Our suppliers

Our suppliers include suppliers of materials for our services such as wall coverings, ironmongery, art works, furniture, marble, carpets, chandeliers and sanitary wares. For FY2015, FY2016, FY2017 and FY2018, purchases attributable to our largest supplier amounted to approximately MOP4.0 million, MOP4.9 million, MOP1.9 million and MOP4.2 million, representing approximately 19.2%, 33.9%, 12.9% and 20.3% of our Group’s total purchases, while purchases attributable to our top five suppliers in aggregate amounted to approximately MOP10.3 million, MOP8.1 million, MOP6.2 million, and MOP8.2 million, representing approximately 49.4%, 56.2%, 42.2% and 39.6% of our Group’s total purchases, respectively. Supplier D and Supplier F, being our top five suppliers during the Track Record Period, are also our top five subcontractors during the Track Record Period. For details of our suppliers, please refer to the section headed “Business – Our suppliers” in this document.

Our subcontractors

We strategically subcontract on-site labour intensive works to our subcontractors, while maintaining overall project management and implementation. Our subcontractors include subcontractors of our fitting-out services, such as supply and installation of electrical system, heating, ventilation, air-conditioning, fire service system, glass doors, wall finishes, door leafs, false ceiling, marble, carpets and lighting system. For FY2015, FY2016, FY2017 and FY2018, subcontracting fees payable to our largest subcontractor amounted to approximately MOP14.8 million, MOP16.6 million, MOP40.0 million and MOP69.3 million, respectively, representing approximately 28.9%, 30.0%, 35.4% and 32.2% of our total subcontracting fees, respectively, while subcontracting fees payable to our Group’s top five subcontractors, in aggregate, amounted to approximately MOP44.7 million, MOP43.7 million, MOP89.3 million and MOP159.0 million, respectively, representing approximately 87.4%, 78.9%, 78.9% and 73.9% of our Group’s total subcontracting fees, respectively. For details of our subcontractors, please refer to the section headed “Business – Our subcontractors” in this document.

Major qualification and certifications

As at the Latest Practicable Date, WHHDD and WHHE (Macau) had registered with the DSSOPT for the company registration (urban construction). As advised by our Macau Legal Advisers, the company registration (urban construction) with DSSOPT is subject to renewal on an annual basis. Our Directors confirm that during the Track Record Period and up to the Latest Practicable Date, we had satisfied all requirements for the registration and its renewal. Our Macau Legal Advisers are of the view that there is no legal impediment for WHHDD and WHHE (Macau) to renew their respective company registration (urban construction) with DSSOPT. For details of such registration, please refer to the section headed “Business – Major qualification and certifications” in this document.

COMPETITIVE LANDSCAPE AND OUR COMPETITIVE STRENGTHS

The fitting-out industry in Macau consists of the commercial segment including casinos, hotels and related facilities as well as offices, while the non-commercial segment mainly refers to residential flats. According to the Frost & Sullivan Report, the fitting-out market in Macau is competitive, with approximately 200 participants in the market in 2017. The fitting-out market is relatively concentrated with the top five players contributing to approximately 28.3% of the entire market in terms of revenue. Our Group recorded revenue of approximately MOP188.1 million for the provision of fitting-out services during FY2017, accounting for approximately 2.4% of the market share in Macau. In 2017, our Group was the fifth largest fitting-out contractor in Macau in terms of revenue. Our Group recorded revenue of approximately MOP185.9 million for the provision of fitting-out services in the commercial segment, accounting for approximately 4.3% of the market share in Macau. In 2017, our Group was the third largest commercial fitting-out contractor in Macau in terms of revenue. For details of the competitive landscape of the fitting-out industry in Macau, please refer to the section headed “Industry Overview – Competitive landscape of fitting-out market in Macau” in this document.

We believe the competitive strengths which contribute to our continued success and potential for growth include: (i) our well-established reputation with proven track record; (ii) our established business relationships with group companies of major licensed casino

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gaming operators in Macau; (iii) our stable pool of reliable suppliers and subcontractors; and (iv) our experienced and professional management team with extensive industry knowledge. For details of our competitive strengths, please refer to the section headed “Business – Competitive strengths” in this document.

BUSINESS STRATEGIES

The strategies we aim to pursue to further strengthen our market position in the fitting-out industry in Macau include: (i) strengthening our financial position to undertake more sizeable fitting-out projects; (ii) diversifying our customer base; and (iii) strengthening our manpower. For details of our business strategies, please refer to the section headed “Business – Business strategies” in this document.

RISK FACTORS

There are certain risks involved in our Group’s operations, many of which are beyond our control. Material risks we face include, among others: (i) a significant portion of our revenue being derived from a few customers; (ii) the project-based nature of our business; (iii) adverse developments in Macau’s economy; (iv) failing to estimate costs accurately in our tenders; (v) credit risk in respect of our trade receivables; (vi) not receiving our progress payments on time and in full or retention money not being fully released to us after expiry of the defects liability period; (vii) potential mismatch in time between receipt of progress payments from our customers, prepayment to subcontractors and payments to our suppliers and subcontractors; (viii) net cash outflow from operating activities; (ix) our dependence on key management and additional technical and management staff for our success; (x) underperformance or unavailability of our subcontractors; (xi) the possibility that our insurance coverage may not be sufficient to cover all losses or potential claims; (xii) our historical growth rate, revenue and profit margin not being indicative of our future financial performance; (xiii) our revenue and profit margin being subject to fluctuations driven by variation orders; (xiv) the increasing staff costs we may face in light of our expansion plan; and (xv) not being able to implement our business strategies and future plans successfully. For details of the various risks and uncertainties we face, please refer to the section headed “Risk Factors” in this document.

KEY OPERATIONAL AND FINANCIAL DATA

The following table sets forth our key operational and financial data during the Track Record Period:

	FY2015 or as at 31 December 2015	FY2016 or as at 31 December 2016	FY2017 or as at 31 December 2017	FY2018 or as at 31 December 2018
<i>(Expressed in MOP'000 except tender/quotation statistics and financial ratios)</i>				
Results of operations				
Revenue	113,973	114,676	189,111	326,774
Direct costs	85,885	84,860	143,924	258,865
– Subcontracting costs	51,114	55,410	113,123	215,088
– Direct labour costs	12,970	14,118	15,607	22,225
– Material costs	20,802	14,457	14,658	20,812
– Others	999	875	536	740
Gross profit <i>(Note 1)</i>	28,088	29,816	45,187	67,909
– Fitting-out services	26,957	28,929	44,988	67,802
– Repair and maintenance services	1,131	887	199	107
Profit before taxation	19,324	20,835	29,729	39,174
Profit and total comprehensive income for the year	17,030	17,991	25,157	31,568
– owners of the company	17,030	17,991	23,958	31,547
– non-controlling interest	–	–	1,199	21
Non-HKFRS measures				
Non-HKFRS adjusted profit for the year <i>(Note 2)</i>	17,030	17,991	25,157	44,113
Financial position				
Non-current assets	10,194	14,724	1,184	2,334
Current assets	43,095	64,390	138,220	109,498
Current liabilities	26,008	34,442	64,892	55,280
Net current assets	17,087	29,948	73,328	54,218
Tender/quotation statistics				
Revenue of projects secured through tenders	106,930	109,610	170,727	280,248
Revenue of projects secured through quotations	7,043	5,066	18,384	46,526
Number of tenders/quotations submitted	177	99	159	132
Number of successful tenders/quotations	33	17	50	45
Success rate	18.6%	17.2%	31.4%	34.1%

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(Expressed in MOP'000 except tender/quotation statistics and financial ratios)	FY2015 or as at 31 December 2015	FY2016 or as at 31 December 2016	FY2017 or as at 31 December 2017	FY2018 or as at 31 December 2018
Key financial ratios				
Gross profit margin	24.6%	26.0%	23.9%	20.8%
– Fitting-out services	24.9%	26.2%	23.9%	20.8%
– Repair and maintenance services	20.0%	20.0%	20.0%	21.3%
Net profit margin	14.9%	15.7%	13.3%	9.7%
Return on total assets	32.0%	22.7%	18.0%	28.5%
Return on equity	62.4%	40.3%	33.8%	56.3%
Current ratio (times) <i>(Note 3)</i>	1.7	1.9	2.1	2.0
Gearing ratio	–	–	6.9%	4.6%

(MOP'000)	2015	Year ended 31 December 2016	2017	2018
Cash flows				
Operating cash flows before movements in working capital	19,949	21,313	34,679	39,523
Net cash generated from/(used in) operating activities	17,288	(944)	8,091	30,557
Net cash (used in) investing activities	(3,825)	(4,739)	(7,482)	(37,938)
Net cash (used in)/generated from financing activities	(5,133)	(515)	7,534	3,963
Net increase/(decrease) in cash and cash equivalents	8,330	(6,198)	8,143	(3,418)
Cash and cash equivalents at beginning of the year	4,638	12,968	6,770	14,913
Cash and cash equivalents at end of the year	12,968	6,770	14,913	11,211

Notes:

- Equivalent to the segment results in the segment financial information contained in the Accountants' Report as set out in Appendix I to this document.
- Adjusted profit represents profit for the year excluding the [REDACTED] incurred. Adjusted net profit is not a measure of performance under HKFRS. As a non-HKFRS measure, adjusted profit is presented because the management believes such information will be helpful for investors in assessing the effect of [REDACTED] on our Group's net profit. The use of adjusted profit has material limitations as an analytical tool as it does not include all items that impact our Group's profit for the relevant year.
- Gearing ratio is calculated by dividing total debts which include payables incurred not in the ordinary course of business excluding amounts due to related parties with total equity as at the end of the respective year.

Non-HKFRS measures

The following table sets forth a reconciliation between the profit for the year as presented in accordance with HKFRS and the non-HKFRS adjusted profit for the year:

	FY2015 MOP'000	FY2016 MOP'000	FY2017 MOP'000	FY2018 MOP'000
Profit for the year	17,030	17,991	25,157	31,852
Adjusted for:				
[REDACTED]	–	–	–	12,261
Non-HKFRS adjusted profit for the year	<u>17,030</u>	<u>17,991</u>	<u>25,157</u>	<u>44,113</u>

Analysis on selected key operational and financial data

Revenue

The increase in our revenue from FY2015 to FY2016 was attributable to the increase in the revenue derived from our fitting-out projects due to the net effect of (i) the increase in revenue recognised from retail areas fitting-out contracts of approximately MOP37.4 million; (ii) the decrease in revenue recognised from commercial properties fitting-out contracts of approximately MOP22.3 million; and (iii) the decrease in revenue recognised from casino fitting-out contracts of approximately MOP11.4 million.

The increase in our revenue from FY2016 to FY2017 was attributable to the increase in the revenue derived from our fitting-out projects primarily contributed by casino fitting-out contracts and retail fitting-out contracts.

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Our revenue increased by approximately MOP137.7 million or 72.8% from approximately MOP189.1 million for FY2017 to approximately MOP326.8 million for FY2018. Such increase was mainly attributable to the increase in the revenue derived from our casino fitting-out projects due to the commencement of a casino fitting-out contract with Customer A at Customer Group A's New Integrated Resort in March 2018, with an original contract sum of approximately MOP160.4 million.

Direct costs

The total amount of subcontracting fees, materials costs and direct labour costs remained largely stable at approximately MOP84.9 million for FY2015 and approximately MOP84.0 million for FY2016. The total amount of subcontracting fees, materials costs and direct labour costs increased by approximately MOP59.4 million or 70.7% from approximately MOP84.0 million for FY2016 to approximately MOP143.4 million for FY2017, which generally reflected the increase in costs associated with the increase in revenue. The total amount of subcontracting fees, materials costs and direct labour costs increased by approximately MOP114.7 million or 80.0% from approximately MOP143.4 million for FY2017 to approximately MOP258.1 million for FY2018, which generally reflected the increase in costs associated with the increase in revenue.

Gross profit

Our gross profit increased by approximately MOP1.7 million or 6.2% from approximately MOP28.1 million for FY2015 to approximately MOP29.8 million for FY2016, while our gross profit margin remained largely stable at approximately 24.6% and 26.0% for FY2015 and FY2016, respectively.

Our gross profit increased from approximately MOP29.8 million for FY2016 to approximately MOP45.2 million for FY2017, represented an increase of approximately MOP15.4 million. We recorded gross profit margin of approximately 26.0% and 23.9% for FY2016 and FY2017, respectively.

Our gross profit increased from approximately MOP45.2 million for FY2017 to approximately MOP67.9 million for FY2018, representing an increase of approximately MOP22.7 million. We recorded gross profit margin of approximately 23.9% and 20.8% for FY2017 and FY2018, respectively. The period-to-period decrease in gross profit margin was mainly attributable to the comparatively lower gross profit margin of sizeable contracts undertaken by our Group during FY2018 compared to FY2017, in particular, the casino fitting-out contract with Customer A with an original contract sum of approximately MOP160.4 million.

Profit for the year

For FY2018, the profit for the year (inclusive of [REDACTED]) amounted to approximately MOP31.9 million, representing an increase of approximately MOP6.7 million from approximately MOP25.2 million for FY2017. However, if the profit for the year for FY2018 were to exclude the effects of the [REDACTED] of approximately MOP12.3 million, the adjusted profit for the year for FY2018, being a non-HKFRS measure, would be approximately MOP44.1 million, compared to approximately MOP25.2 million for FY2017, representing an increase of approximately MOP18.9 million or 75.0%.

Net current assets

The key components of our current assets as at 31 December 2018 included (i) trade receivables of approximately MOP39.9 million; (ii) other receivables, deposits and prepayments of approximately MOP22.9 million; (iii) contract assets of approximately MOP33.1 million; (iv) pledged bank deposits of approximately MOP2.3 million; and (v) bank balances and cash of approximately MOP11.2 million. The key components of our current liabilities as at 31 December 2018 included (i) trade and other payables and accruals of approximately MOP37.3 million; (ii) contract liabilities of approximately MOP1.0 million; (iii) amounts due to related parties of approximately MOP6.3 million; (iv) tax payable of approximately MOP8.1 million; and (v) bank borrowings of approximately MOP2.6 million. We intend to settle all outstanding amount due to and from related parties prior to [REDACTED].

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Success rate

The success rate for a financial year is calculated based on the number of successful tenders/quotations (regardless of whether they were awarded in the same financial year or subsequently) in respect of the tender/quotation submitted during that financial year. For the period subsequent to the Track Record Period and up to the Latest Practicable Date, we were successful in 5 (excluding projects the tenders/quotations of which were not submitted during such period) out of our 21 tenders and quotations submitted, resulting in a success rate of 23.8%. The tender/quotation status of the remaining 16 projects were pending. The higher success rate for FY2017 and FY2018 were primarily attributable to a more competitive pricing strategy adopted by our Group for the respective year. We adopted a more competitive pricing strategy by generally offering a more competitive price under our tenders and quotations submitted during FY2017 and FY2018 as compared to FY2015 and FY2016 with the intention to undertake more sizeable fitting-out projects to generate higher revenue. For details of the success rate of our tenders and quotations during the Track Record Period and up to the Latest Practicable Date, please refer to the section headed "Business – Operation procedures – Fitting-out projects – Tender/quotation submission" in this document.

Return on total assets

For FY2018, the increase in our return on total assets was mainly attributable to the notable increase in our profit for the relevant year and the movement in the total asset balance.

Return on equity

The decrease in our return on equity was mainly due to the increase of total equity from approximately MOP27.3 million for FY2015 to approximately MOP44.7 million for FY2016. The decrease in our return on equity for FY2017 was primarily due to the notable increase in our total equity from approximately MOP44.7 million for FY2016 to approximately MOP74.5 million for FY2017. The increase in our return on equity for FY2018 was mainly attributable to the notable increase in our profit for the relevant year.

Net cash generated from/used in operating activities

The net cash generated from operating activities for FY2015 was mainly attributable to the combined effect of (i) our profit before taxation of approximately MOP19.3 million and our operating cash flows before movements in working capital was approximately MOP19.9 million; (ii) increase in other receivables, deposits and other prepayments of approximately MOP12.9 million; (iii) decrease in trade receivables of approximately MOP6.3 million; and (iv) increase in trade and other payables and accruals of approximately MOP9.2 million.

For FY2016, our net cash used in operating activities was approximately MOP0.9 million and our operating cash flows before movements in working capital was approximately MOP21.3 million. The net cash used in operating activities was mainly attributable to the combined effect of (i) our profit before taxation of approximately MOP20.8 million; (ii) increase in trade receivables of approximately MOP27.6 million; (iii) increase in other receivables, deposits and prepayments of approximately MOP4.8 million; (iv) increase in cash generated from the movement to the contract assets/liabilities, net of approximately MOP8.3 million; and (v) increase in trade and other payables and accruals of approximately MOP2.8 million.

As set out above, the main reason for our net cash used in operating activities despite recording a profit before taxation of approximately MOP20.8 million was the increase in trade receivables of approximately MOP27.6 million from 31 December 2015 to 31 December 2016, being primarily attributable to (i) the trade receivables outstanding as at 31 December 2015 having been settled; and (ii) the amount billed to a customer for one casino fitting-out contract in FY2016 remained outstanding, as at 31 December 2016.

For FY2017, our net cash generated from operating activities was approximately MOP8.1 million and our operating cash flows before movements in working capital was approximately MOP34.7 million. The net cash from operating activities was mainly attributable to the combined effect of (i) our profit before taxation of approximately MOP29.7 million positively adjusted by approximately MOP4.4 million attributable to the

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share-based payments, being a non-cash item; (ii) increase in trade receivables of approximately MOP20.5 million; (iii) increase in other receivables, deposits and prepayments of approximately MOP17.9 million; and (iv) increase in trade and other payables and accruals of approximately MOP14.5 million.

For FY2018, our net cash generated from operating activities was approximately MOP30.6 million and our operating cash flows before movements in working capital was approximately MOP39.5 million. The net cash from operating activities was mainly attributable to the combined effect of (i) our profit before taxation of approximately MOP39.2 million; (ii) decrease in trade receivables of approximately MOP16.9 million; (iii) decrease in other receivables, deposits and prepayments of approximately MOP18.0 million; (iv) decrease in trade and other payables and accruals of approximately MOP4.9 million; and (v) net cash outflow from the movement to contract assets/liabilities of approximately MOP30.7 million.

Movement in our number of projects

The following table^(Note 1) sets forth movement in our number of projects during the Track Record Period, with a breakdown of the number of new projects awarded during the year/period and the number of projects completed during the year/period:

	FY2015		FY2016		FY2017		FY2018		Subsequent to the Track Record Period and up to the Latest Practicable Date	Aggregated original contract sum
		Aggregated original contract sum MOP'000		Aggregated original contract sum MOP'000		Aggregated original contract sum MOP'000		Aggregated original contract sum MOP'000		Aggregated original contract sum MOP'000
Number of ongoing projects at the beginning of the year/period	8	40,717	5	16,976	5	45,978	8	78,923	23	365,296
Number of new projects awarded during the year/period	31	74,938	15	98,305	42	208,856	51 ^(Note 2)	429,132	7 ^(Note 3)	34,279
Number of projects completed during the year/period	34	98,679	15	69,303	39	175,911	36	142,759	6	625
Number of ongoing projects at the end of the year/period	5	16,976	5	45,978	8	78,923	23	365,296	24	398,950

Notes:

- (1) From time to time, after the award of a contract by our customer, our Group may be required to submit a separate quotation for subsequent variation orders related to such contract. For the avoidance of doubt and for the purpose of this table, the number of projects do not treat such variation order as a separate project.
- (2) Included 3 projects which we have earmarked to apply our [REDACTED] towards the relevant upfront costs and performance bonds requirements. For further details, please refer to the section headed “Future Plans and [REDACTED] – [REDACTED] – Earmarked projects” in this document.
- (3) For the 7 new projects awarded subsequent to the Track Record Period and up to the Latest Practicable Date, the tenders of 2 new projects were submitted during the Track Record Period, and the remaining 5 tenders were submitted subsequent to the Track Record Period.

SHAREHOLDER INFORMATION

Immediately following completion of the Capitalisation Issue and the [REDACTED] (without taking into account the exercise of the [REDACTED] and any option which may be granted under the Share Option Scheme), [REDACTED] of the issued share capital of our Company will be owned by Copious Astute, which is in turn wholly owned by Mr. Li. In view of the above, Mr. Li and Copious Astute will be considered to be our Controlling Shareholders within the meaning of the Listing Rules.

[REDACTED] INVESTMENT

On 27 February 2018, Mr. Leong entered into a subscription agreement with WHHE (Macau) and Mr. Li pursuant to which Mr. Leong agreed to subscribe (through Fresh Phoenix) for 100 fully-paid Shares in our Company at the consideration of HK\$15,000,000. Such consideration was determined at an arm’s length negotiation between the parties taking

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into account, among others, (i) the historical financial performance of our Group (up to 31 December 2017); (ii) the operating performance of our Group; (iii) the business prospects of our Group; and (iv) the then market conditions of the fitting-out industry in Macau. The subscription had been properly and legally completed and settled on 24 April 2018. Upon completion of the [REDACTED] Investment and the Reorganisation, our Company became owned as to 90% by Copious Astute and 10% by Mr. Leong through Fresh Phoenix. Upon the [REDACTED], our Company will become owned as to [REDACTED] by Mr. Leong through Fresh Phoenix. Mr. Leong was the fifth largest customer of our Group for FY2016, who contributed MOP240,000 to our revenue, representing approximately 0.2% of our total revenue during the same period. Save for the aforesaid and the [REDACTED] Investment, to the best of our Directors’ knowledge, information and belief, having made all reasonable enquiries, as at the Latest Practicable Date, Mr. Leong, Fresh Phoenix and their respective associates did not have any other past or present relationships, including but not limited to family, trust, business, employment relationships, or any agreements, arrangements or understanding with our Group and/or its connected persons. For details of the [REDACTED] Investment, please refer to the section headed “History, Reorganisation and Corporate Structure – [REDACTED] Investment” in this document.

STATISTICS OF THE [REDACTED]

	Based on an [REDACTED] of HK\$[REDACTED]	Based on an [REDACTED] of HK\$[REDACTED]
Market capitalisation ^(Note 1) [REDACTED]	HK\$[REDACTED] MOP[REDACTED] (equivalent to approximately HK\$[REDACTED])	HK\$[REDACTED] MOP[REDACTED] (equivalent to approximately HK\$[REDACTED])

Notes:

1. The calculation of the market capitalisation of our Shares is based on [REDACTED] Shares in issue immediately after completion of the [REDACTED] and the Capitalisation Issue (without taking into account any Shares that may be allotted and issued upon the exercise of the [REDACTED] and any option which may be granted under the Share Option Scheme).
2. The [REDACTED] has been arrived at with reference to certain bases and assumptions. Please refer to Appendix II to this document for further details. As the dividend of MOP60.0 million has been declared and distributed during FY2018, the [REDACTED] has already reflected its impact.

[REDACTED]

For FY2015, FY2016 and FY2017, we did not record any [REDACTED]. The estimated total [REDACTED] to be borne by our Group, which primarily represent professional fees for our [REDACTED] is non-recurrent in nature, has been estimated to be approximately HK\$[REDACTED] (equivalent to approximately MOP[REDACTED]), assuming an [REDACTED] of HK\$[REDACTED] per [REDACTED], being the mid-point of the indicative [REDACTED] range, of which approximately HK\$[REDACTED] (equivalent to approximately MOP[REDACTED]) is directly attributable to the issue of the [REDACTED] to the public and is to be accounted for as a deduction from equity. Approximately HK\$[REDACTED] (equivalent to approximately MOP[REDACTED]) is charged/expected to be charged to our profit or loss during the year ended/ending 31 December 2018 and 2019. For FY2019, it is estimated that the [REDACTED] would be approximately MOP[REDACTED]. For FY2018, we have recorded approximately MOP[REDACTED] of [REDACTED]. Our Board wishes to inform our Shareholders and potential investors that our Group’s financial performance and results of operations for FY2019 will continue to be affected by the estimated expenses in relation to the [REDACTED]. It should be noted that the [REDACTED] are current estimate and for references only.

REASONS FOR THE [REDACTED]

According to the Frost & Sullivan Report, the revenue of the fitting-out industry in the commercial segment is forecasted to keep a steady growth. By the end of 2022, the revenue of the fitting-out industry in the commercial segment is likely to reach MOP6,557.5 million, with a CAGR of approximately 7.1% from 2018 to 2022. Taking advantage of the forecasted growth in the fitting-out industry in Macau, we aim to further strengthen our market position in the

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fitting-out industry in Macau through (i) strengthening our financial position to undertake more sizeable fitting-out projects; (ii) diversifying our customer base; and (iii) strengthening our manpower. Driven by the forecasted growth in the fitting-out industry, barring unforeseen circumstances, our Directors expect that our business will expand steadily going forward. Our Directors believe that the [REDACTED] of our Shares on the Stock Exchange will facilitate the implementation of our strategies and will further strengthen our market position and market share in the fitting-out industry in Macau as we have a genuine funding need to expand our business because (i) our cash level was sufficient to maintain our existing business operation but not adequate for business expansion; (ii) we need to bear upfront costs of our potential projects; (iii) our customers do not make prepayments to us before project commencement; (iv) we need to consider tendering for fitting-out projects from new customers that require us to obtain performance bonds; (v) debt financing does not provide enough funding at reasonable costs for our long term development; (vi) we do not have sufficient manpower to take up more sizeable projects; (vii) we do not rely on our subcontractors to provide management and quantity surveying staff as it is essential for us to keep project management and implementation functions in-house. In addition, the [REDACTED] will also allow us to (i) enhance our corporate profile, brand awareness and competitiveness among business stakeholders; and (ii) take advantage of fundraising in the capital market for future business development. For details of our reasons for the [REDACTED], please refer to the section headed “Future Plans and [REDACTED] – Reasons for the [REDACTED]” in this document.

FUTURE PLANS AND [REDACTED]

We estimate the [REDACTED] from the [REDACTED] which we will receive, assuming an [REDACTED] of HK\$[REDACTED] per [REDACTED] (being the mid-point of the [REDACTED] range), will be approximately HK\$[REDACTED] (equivalent to approximately MOP[REDACTED]), after deduction of [REDACTED] and estimated expenses payable by us in connection with the [REDACTED] and assuming the [REDACTED] is not exercised. We intend to apply the [REDACTED] of the [REDACTED] for the following purposes: (i) approximately [REDACTED] of the [REDACTED] (approximately MOP\$[REDACTED], equivalent to approximately HK\$[REDACTED]) for upfront costs of our projects including prepayment to subcontractors, materials costs and subcontracting fees for work done by subcontractors; (ii) approximately [REDACTED]% of the [REDACTED] (approximately MOP[REDACTED], equivalent to approximately HK\$[REDACTED]) to acquire performance bonds for potential fitting-out projects from new customers; (iii) approximately [REDACTED] of the [REDACTED] (approximately MOP[REDACTED], equivalent to approximately HK\$[REDACTED]) for further strengthening our manpower; and (iv) approximately [REDACTED] of the [REDACTED] (approximately MOP[REDACTED], equivalent to approximately HK\$[REDACTED]) for general working capital of our Group. For details of our future plans and [REDACTED], please refer to the section headed “Future Plans and [REDACTED]” in this document.

LEGAL COMPLIANCE

During the Track Record Period and up to the Latest Practicable Date, our Group did not have any non-compliance incident that is material or systemic in nature. However, in early April 2018, WHHC received a letter from the HK Buildings Department, pursuant to which WHHC was suspected of potentially breaching the Buildings Ordinance as a result of allegedly failing to observe the duties as a RGBC under, or comply with the requirements of, the Buildings Ordinance, in a fitting-out project we had undertaken as contractor in Hong Kong to supervise the works of a nominated subcontractor in December 2016.

Subject to the outcome of the ongoing investigation (the “Investigation”), WHHC may have breached certain regulations of the Building (Administration) Regulations. As at the Latest Practicable Date, no further action had been initiated by the HK Buildings Department against WHHC and Mr. Yu, who was appointed as the authorised signatory and technical director to act for the purpose of the Buildings Ordinance for WHHC, in respect of the Investigation.

As advised by our HK Legal Counsel, if the disciplinary board of the Building Authority is satisfied that the registered contractor or the director or officer or the person appointed by the registered contractor to act on his behalf for the purposes of the Buildings Ordinance has failed to discharge the duties or abide by the requirements mentioned in section 13 of the Buildings Ordinance, the disciplinary board may impose certain penalties on these entitles/persons, which include, among others, (a) a fine of not exceeding

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HK\$250,000; (b) removal of their names from the relevant register; (c) reprimanding them; or (d) ordering them be prohibited from certifying or carrying out any minor works. Such penalties are civil in nature, such that WHHC and its officer(s) will not be subject to any criminal liability in respect of this matter. Based on the limited information available, our HK Legal Counsel is of the view that the subject matter of the Investigation does not appear to involve wilful or gross negligence or fraudulent breach on the part of our Group. It appears to be a one-off incident. Subject to any evidence to the contrary, our HK Legal Counsel would opine such breach as immaterial non-compliances by our Group.

Our Company denies all of the above allegations made by the HK Buildings Department. Our Directors are also of the view that the impact of the Investigation on our Group is minimal. For details of the Investigation, please refer to the section headed “Business – Legal compliance – An ongoing investigation by the HK Buildings Department” in this document.

LITIGATION

As at the Latest Practicable Date, our Group was not involved in any litigation, arbitration or claim of material importance. In addition, our Directors are not aware of any litigation, arbitration or claim pending or threatened by or against us which may have a material adverse effect on our business, financial condition or results of operations.

DIVIDENDS

During FY2015, FY2016 and FY2017, our subsidiaries declared and distributed dividends of approximately MOP0.6 million, MOP0.6 million and nil, respectively. During FY2018, our Company declared and distributed a dividend of MOP60.0 million. Out of MOP60.0 million dividend declared and distributed during FY2018, (i) approximately MOP53.7 million attributable to Copius Astute were settled through the current account with Mr. Li and the remaining balance of approximately MOP342,000 dividend payable to Copius Astute shall be settled in cash prior to the [REDACTED]; and (ii) MOP6.0 million dividend payable to Fresh Phoenix will be settled in cash prior to the [REDACTED]. Pursuant to our dividend policy, being effective upon [REDACTED], our Board may propose the payment of dividends, if any, on a per share basis, provided that our Group is profitable and without affecting the normal operations and business of our Group, our Board may consider declaring and paying dividends to the Shareholders by taking into account the following factors, among others, (i) the actual and expected financial performance of our Group; (ii) the general business conditions and strategies of our Group; (iii) the expected working capital requirements, capital expenditure requirements and future expansion plans of our Group; (iv) the retained earnings and distributable reserves of our Company and each of the other members of our Group; (v) the level of our Group’s debts to equity ratio and return on equity as well as financial covenants to which our Group is subject; and (vi) any other factors that the Board may deem appropriate. Such declaration and payment of dividends by our Company shall remain to be determined at the sole discretion of our Board and subject to the requirements under all applicable laws, rules and regulations as well as the Articles of Association. Any future declarations and payments of dividends may or may not reflect the historical declarations and payments of dividends and will be at the absolute discretion of our Directors. Currently, we do not have any predetermined dividend payout ratio.

RECENT DEVELOPMENT

Based on our Group’s unaudited management accounts made up to the period of one month ended 31 January 2019, the unaudited monthly revenue for the one month ended 31 January 2019 was higher than the monthly average revenue for the year ended 31 December 2018, which was mainly attributable to revenue derived from a casino related fitting-out contract with Customer A with an original contract sum of approximately MOP22.7 million.

Subsequent to the Track Record Period and up to the Latest Practicable Date, we had completed 6 fitting-out contracts with an aggregate original contract sum of approximately MOP0.6 million, of which a total of approximately MOP251,000 was recognised during the Track Record Period. Subsequent to the Track Record Period and up to the Latest Practicable Date, we had submitted 21 tenders/replies to quotations, among which 5 were successful (excluding projects the tenders/quotations of which were not submitted during

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such period) and the tender/quotation status of the remaining 16 projects were pending. The original contract sum of the 5 projects awarded to us during such period amounted to approximately MOP33.2 million.

As at the Latest Practicable Date, the aggregate contract sum of the 102 tenders submitted by us which the results are pending amounted to approximately MOP1,545.5 million. Out of these 102 submitted tenders, 3 tenders of which the aggregate contract sum amounted to approximately MOP238.9 million are the earmarked potential projects set out in the section headed “Future Plans and [REDACTED] – Earmarked projects” in this document. The aggregate contract sum of the tenders which we intend to submit by the end of FY2019 amounted to not less than MOP274.5 million.

The indebtedness of our Group as at 31 January 2019, being the latest practicable date for determining the amount of indebtedness in this document, amounted to approximately MOP8.9 million. Further details of our Group’s indebtedness statement as at 31 January 2019 are set out under the section headed “Financial Information – Indebtedness” in this document.

As at the Latest Practicable Date, we had 24 awarded and ongoing fitting-out projects, which include projects that have been commenced but not yet completed and projects that have been awarded but not yet commenced.

The following table sets forth details of our awarded and ongoing projects as at the Latest Practicable Date (in descending order by original contract sum without taking into account any variation orders). The total outstanding contract value of these projects to be recognised after FY2018 amounted to approximately MOP204.5 million.

Main contractor/ subcontractor	Customer	Property type	Duration	Original contract sum	Revenue recognised during the Track Record Period				Estimated revenue to be recognised
				MOP'000	FY2015 MOP'000	FY2016 MOP'000	FY2017 MOP'000	FY2018 MOP'000	MOP'000 (unaudited)
1. Main contractor	Customer A	Casino	March 2018 to June 2019	160,392	–	–	–	181,863	328
2. Main contractor	Customer D	Commercial property	June 2019 to December 2019	61,236	–	–	–	–	61,236
3. Subcontractor	New customer	Residential	May 2019 to April 2020	53,240	–	–	–	–	53,240
4. Main contractor	Customer A	Casino	March 2019 to October 2019	32,880	–	–	–	–	32,880
5. Subcontractor	New customer	Residential	May 2019 to September 2020	23,017	–	–	–	–	23,017
6. Main contractor	Customer A	Casino	October 2018 to April 2019	22,731	–	–	–	14,053	8,678
7. Main contractor	Customer B	Casino	December 2018 to May 2019	7,548	–	–	–	2,341	5,207
8. Subcontractor	Customer I	Hotel	August 2018 to March 2019	7,146	–	–	1,554	7,017	1,244
9. Main contractor	Customer B	Hotel	December 2018 to April 2019	5,173	–	–	–	1,644	3,529
10. Main contractor	Customer A	Commercial property	January 2019 to June 2019	4,911	–	–	–	2,646	2,265
11. Main contractor	Customer B	Casino	June 2018 to March 2019	3,348	–	–	–	3,110	–
12. Main contractor	Customer A	Casino	December 2018 to March 2019	3,085	–	–	–	1,491	1,594
13. Main contractor	Customer A	Casino	October 2018 to March 2019	2,800	–	–	–	784	2,016
14. Main contractor	Customer B	Casino	December 2018 to March 2019	2,380	–	–	–	–	2,380
15. Main contractor	Customer B	Casino	November 2018 to May 2019	1,788	–	–	–	533	1,255
16. Main contractor	Customer B	Hotel	January 2019 to March 2019	1,551	–	–	–	–	1,551
17. Main contractor	Customer B	Casino	January 2019 to March 2019	1,531	–	–	–	–	1,531
18. Main contractor	Customer B	Casino	December 2018 to April 2019	1,098	–	–	–	–	1,098
19. Main contractor	Customer A & B ^(Note)	Casino ^(Note)	June 2018 to May 2019 ^(Note)	3,094 ^(Note)	–	–	–	1,418	1,416
Total									204,465

Note: Comprised of various contracts, each with less than MOP1.0 million original contract sum.

Save for the [REDACTED], of which approximately HK\$[REDACTED] (equivalent to approximately MOP[REDACTED]) was charged to our consolidated income statements for the year ended 31 December 2018 and approximately HK\$[REDACTED] (equivalent to approximately MOP[REDACTED]) is expected to be charged to our profit or loss during FY2019, which would in turn adversely impact our Group’s financial results for FY2019, our Directors confirm that up to the date of this document, there has been no other material adverse change in our financial or trading position or prospects of our Group since 31 December 2018 (being the date to which the latest audited consolidated financial statements of our Group were prepared), and there is no event since 31 December 2018 which would materially affect the information shown in the Accountants’ Report set out in Appendix I to this document.