



Kwan On Holdings Limited 均安控股有限公司

(incorporated in the Cayman Islands with limited liability)
Stock Code: 1559

ANNUAL REPORT
2022



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CORPORATION INFORMATION

BOARD OF DIRECTORS

Executive Directors

Mr. Chen Zhenghua (*Chairman*)
Mr. Zhang Fangbing
Mr. Cao Lei

Independent Non-executive Directors

Prof. Lam Sing Kwong, Simon
Mr. Lum Pak Sum
Mr. Gong Zhenzhi

COMPANY SECRETARY

Mr. Fung Kwok Wai

COMPLIANCE OFFICER

Mr. Zhang Fangbing

AUTHORISED REPRESENTATIVES

Mr. Zhang Fangbing
Mr. Fung Kwok Wai

AUDIT COMMITTEE

Mr. Lum Pak Sum (*Chairman*)
Prof. Lam Sing Kwong, Simon
Mr. Gong Zhenzhi

REMUNERATION COMMITTEE

Prof. Lam Sing Kwong, Simon (*Chairman*)
Mr. Lum Pak Sum
Mr. Zhang Fangbing

NOMINATION COMMITTEE

Mr. Gong Zhenzhi (*Chairman*)
Prof. Lam Sing Kwong, Simon
Mr. Chen Zhenghua

RISK MANAGEMENT COMMITTEE

Mr. Lum Pak Sum (*Chairman*)
Prof. Lam Sing Kwong, Simon
Mr. Gong Zhenzhi

AUDITORS

PKF Hong Kong Limited

LEGAL ADVISER

Iu, Lai & Li Solicitors

REGISTERED OFFICE

Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS IN HONG KONG

Unit 3401
118 Connaught Road West
Hong Kong

PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

Codan Trust Company (Cayman) Limited
Cricket Square, Hutchin Drive
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 BANKERS

Bank of China (Hong Kong) Limited
China Citic Bank International Limited
Bangkok Bank Public Company Limited

COMPANY'S WEBSITE

www.kwanonconstruction.com

STOCK CODE

1559

CHAIRMAN'S STATEMENT

Dear Shareholders,

On behalf of the board (the “**Board**”) of directors (the “**Directors**”) of Kwan On Holdings Limited (the “**Company**”), I am pleased to present the annual report of the Company and its subsidiaries (collectively referred to as the “**Group**”) for the year ended 31 March 2022 (the “**Reporting Year**”).

BUSINESS REVIEW

The several waves of local epidemic and resultant restrictive measures dealt a severe blow to domestic economic activities and constrained the general economic sentiment. Epidemic-induced cross-boundary transportation and supply chain disruptions weighed heavily on stability of supply in wide range of construction materials, thus causing supply bottlenecks and inflating the material prices. The Group's performance in construction projects, particularly the civil engineering works in Hong Kong, saw a marked deterioration in the year. The operational difficulties caused by the epidemic control measures at construction sites and epidemic-induced temporary shortage in manpower and material posed unavoidable delay in certain projects of the Group.

Although the Development Bureau of the HKSAR government announced in March 2022 that the government would flexibly handle requests from contractors for extension of time for all government works contracts in progress in light of the latest COVID-19 development, the announcement did not address the issue of time costs which can be very significant for certain projects. Our project teams estimated the delay in projects and precautionary measures for COVID-19 had already costed the Group additional fixed manpower cost, subcontracting fee and overhead expense, amounting to approximately HK\$83.3 million, which remained to be dealt with under the terms of the construction contract and to be discussed further with government departments concerned. However, the Group was not able to report these possible claims in its financial statements by considering the degree of uncertainty involved, therefore adversely impacting our financial results. The Group recorded a gross loss of approximately HK\$35.7 million in the Reporting Year.

International construction markets were still full of uncertainties mainly from unprecedented responses and lockdown measures for the epidemic situation by different local governments. Again, epidemic-induced temporary shortage in manpower and construction materials was the biggest challenge to the industry globally. The management has reviewed the businesses in our oversea segments in construction and property development and considered minimising the operational risk became the first priority of the Group. The Group had not entered into any significant construction contract in the oversea markets during the year.

CHAIRMAN'S STATEMENT

The Group owns two contiguous parcels of land for development use. Each of the two parcels of land is located at 550 Jorge Bocobo Extension, Ermita, Manila, National Capital Region, the Philippines (the “**Property**”). The proposed development of the Property has a proposed gross floor area (“**GFA**”) of approximately 128,132.00 sq.m and a proposed saleable area of approximately 104,294.00 sq.m. According to the current plan, the Property will be developed into two 55-storey apartment towers accommodating over 2,000 residential units, with a shopping mall and over 400 carparking spaces. Nevertheless, the global epidemic posed severe disruptions to various processes of taking the proposed development forward. These processes are closely intertwined, including from project design, manpower deployment, supply of materials to implementation of construction works along with the time cost in financing these activities. The management is closely monitoring the epidemic-induced situation and will endeavour to finalise the construction plan and building design that is yet to be approved by the local authority.

PROSPECTS

Looking forward, the epidemic control measures may continue to weight pressure on the Group's performance in construction-related segment. Nevertheless, cross-boundary supply chain disruptions may gradually ease alongside receding local epidemic situation and progressive relaxation of epidemic control measures. The management is cautiously optimistic about the recovery of the construction industry and economy in Hong Kong and China as a whole after the second quarter of 2022. As at 31 March 2022, the Group had 15 Hong Kong government contracts on hand, including contracts of our own and joint venture with business partners, with an aggregate outstanding contract sum of approximately HK\$715.5 million (31 March 2021: approximately HK\$770.5 million). The Group had been awarded 2 new government contracts during the Reporting year, with an aggregate original contract sum attributed to the Group of approximately HK\$275.7 million. The management expected the civil engineering contracts will continue to provide a stable income source for the Group in a foreseeable future.

By leveraging the support from the business network of our largest shareholder while engaging our experienced project management team, the Group will continue to explore the potential business opportunity, particularly in China which has grown into the world's second largest economy and destined to remain an engine of global economy for the next decade despite near-term challenges due to the effect of the global pandemic.

APPRECIATION

I would like to take this opportunity to express my gratitude to all shareholders, customers and suppliers for their valuable support. I would also like to express our sincere appreciation to all the employees of the Group for their hard work and dedication.

Chen Zhenghua

Chairman

28 June 2022

BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT

EXECUTIVE DIRECTORS

Mr. Chen Zhenghua (陳正華) (“Mr. Chen”), aged 59, was appointed as an Executive Director and the Chairman of the Board on 1 June 2017. Mr. Chen was graduated with a Master of Business Administration Degree (EMBA) from the Tsinghua University. He is a senior economist and a member of the Chinese People’s Political Consultative Conference of Jiangsu Province* (江蘇省政協常委). Mr. Chen is also the managing director of the Jiangsu Provincial Construction Group* (江蘇省建築工程集團有限公司). He has been awarded the titles of “Outstanding Entrepreneur of the Building Industry of China*” (全國建築業優秀企業家), “Outstanding Entrepreneur of Construction Companies of China*” (全國施工企業優秀企業家), and the “National May 1 Labour Medal*” (全國五一勞動獎章). In addition, Mr. Chen is an executive director of the Chinese Association for International Understanding* (中國國際交流協會), a chief supervisor of the Jiangsu Overseas Chinese Entrepreneurs Association* (江蘇僑商總會), the vice chairman of the Jiangsu Construction Industry Association* (江蘇省建築行業協會), the vice chairman of the Construction Market Manage Association of Jiangsu Province* (江蘇省建築市場管理協會), the vice chairman of the Jiangsu Sushang Development Promotion Association* (江蘇省蘇商發展促進會), and the honorary president of the Nanjing Overseas Chinese Investment Enterprise Association* (南京市僑商投資企業協會).

Mr. Zhang Fangbing (張方兵) (“Mr. Zhang”), aged 44, was appointed as an Executive Director and Chief Executive Officer on 1 June 2017 and 15 January 2020 respectively. Mr. Zhang was graduated with a Bachelor Degree in Civil Engineering from the Hohai University* (河海大學). He is a senior engineer and a contractor* (全國註冊一級建造師).

Mr. Zhang is the vice president and the chairman of overseas companies (副總裁兼國際工程公司董事長) of the Jiangsu Provincial Construction Group* (江蘇省建築工程集團有限公司).

Mr. Zhang has been awarded the titles of “China Jiangsu Overseas Outstanding Project Manager*” (江蘇省境外優秀項目經理), “Review Expert of the Ministry of Commerce of the People’s Republic of China Foreign Assistance Projects*” (商務部對外援助成套項目) and “Internationalisation Expert of Jiangsu Enterprises*” (江蘇省企業國際化專家).

Mr. Cao Lei (曹磊) (“Mr. Cao”), aged 47, was appointed as an Executive Director on 9 February 2018. He was graduated from the College of Economics and Management* of the Nanjing University of Aeronautics and Astronautics* (南京航空航天大學工商學院) with a professional qualification in marketing in June 1994. Mr. Cao has over 20 years’ of work experience. Mr. Cao had been appointed as the General Manager of the Nanjing Xinsida Technology Limited* (南京信思達科技有限公司) from 2000 to 2005 and as the Chairman of the Suzhou Hongyi Real Estate Limited* (蘇州鴻意地產有限公司) from 2003 to 2008. Mr. Cao was appointed as the Chairman of the Nanjing Minsheng Leasing Limited* (南京市民生租賃有限公司) from 2013 to 2016.

* The English name is for identification purpose only.

BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT

INDEPENDENT NON-EXECUTIVE DIRECTORS

Professor Lam Sing Kwong, Simon (林誠光) (“Professor Lam”), aged 63, was appointed as an Independent Non-executive Director on 16 March 2015. Professor Lam is currently a Professor of Management and strategy at the Faculty of Business and Economics, The University of Hong Kong.

He is the Director of the Centre of Asian Entrepreneurship and Business Values and Ian Davies Endowed Professor in Ethics. Before joining the University of Hong Kong, Professor Lam had worked as a management consultant and as a regional manager for a bank. He has gained extensive experience in the area of corporate governance, strategy development and corporate finance.

Professor Lam is the independent non-executive director of Sinomax Group Limited (stock code: 01418) and Overseas Chinese Town (Asia) Holdings Limited (stock code: 03366).

Professor Lam is also the independent non-executive director of Jacobson Pharma Corporation Limited (stock code: 02633) and Qingci Games Inc. (stock code: 06633).

BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT

Mr. Lum Pak Sum (林柏森) (“Mr. Lum”), aged 61, was appointed as an Independent Non-executive Director on 26 August 2016. Mr. Lum obtained a master’s degree in business administration from the University of Warwick UK in 1994 and a bachelor’s degree in laws from University of Wolverhampton UK in 2002. He has been currently a non practising fellow member of the Hong Kong Institute of Certified Public Accountants and The Association of Chartered Certified Accountants, U.K. since 1996 and 1993 respectively. Mr. Lum possesses over 20 years working experience in money market and capital market.

Mr. Lum’s positions in other companies listed on the Stock Exchange in the present and in the past three years are set out below:

Name of company	Position	Period of service
China Asia Valley Group Limited (stock code: 63)	Independent non-executive director	September 2019 to June 2021
Great China Properties Holdings Limited (stock code: 21)	Independent non-executive director	August 2007 to present
Yuhua Energy Holdings Limited (stock code: 2728)	Independent non-executive director	December 2014 to April 2019
i-Control Holdings Limited (stock code: 1402)	Independent non-executive director	May 2015 to present
Anxian Yuan China Holdings Limited (stock code: 922)	Independent non-executive director	May 2017 to present
TATA Health International Holdings Limited (stock code: 1255)	Independent non-executive director	June 2017 to June 2021
Sunway International Holdings Limited (stock code: 58)	Non-executive director	May 2019 to present

BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT

Mr. Gong Zhenzhi (龔振志) (“Mr. Gong”), aged 51, was appointed as an Independent Non-executive Director on 23 April 2018. Mr. Gong was graduated from the Southeast University* (東南大學) in Nanjing, China with a Bachelor Degree in Engineering in the profession of manufacturing of machinery and equipment* (機械製造工藝與設備專業) in June 1993. In March 1999, Mr. Gong obtained a Master’s Degree in Management in the profession of management science and engineering from the Nanjing University of Aeronautics and Astronautics* (南京航空航天大學). In October 2008, Mr. Gong obtained a Doctoral Degree in Management in the profession of management science and engineering from the Southeast University* (東南大學). In June 2010, Mr Gong obtained a Master of Public Management Degree from The University of Maryland. Mr. Gong has served as the head of a High-tech Product Research and Development Department of a large scale stated-owned enterprise, the chairman of a large scale state-owned enterprise and the president of a university’s Industrial Research Institute.

BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT

SENIOR MANAGEMENT

Chief Executive Officer

Mr. Zhang Fangbing (張方兵) (“Mr. Zhang”) was appointed as Chief Executive Officer on 15 January 2020. The biographical details of Mr. Zhang are set out in this section headed with “Executive Directors” of this annual report.

Chief Operating Officer

Mr. Shen Zhi (沈治) (“Mr. Shen”) aged 44, was appointed as Chief Operating Officer of the Group on 9 February 2018. Mr. Shen is an engineer and an intermediate level accountant* (中級會計師). Mr. Shen is currently the Deputy General Manager* (常務副總經理) of the Jiangsu Provincial Construction Group Overseas Company* (江蘇省建築工程集團有限公司海外公司) and the secretary of a branch of the Communist Party of China* (中國共產黨支部書記). Mr. Shen graduated from the Yangzhou University* (揚州大學) with a professional qualification in Financial Accounting of Construction Works (基本建設財務會計) in June 1999 and obtained a Bachelor Degree in Economic and Administration Management from the People’s Liberation Army Nanjing Political College* (中國人民解放軍南京政治學院) in December 2015.

COMPANY SECRETARY

Mr. Fung Kwok Wai (馮國衛) (“Mr. Fung”), aged 62, was appointed as the Company Secretary and Chief Financial Officer of the Group on 14 February 2019. He is responsible for the overall financial and company secretarial aspects of the Group. Mr. Fung is a fellow member of both the Association of Chartered Certified Accountants and The Hong Kong Institute of the Certified Public Accountants. He holds a bachelor degree and has 30 years’ experience in auditing, finance, accounting and company secretarial work.

MANAGEMENT DISCUSSION AND ANALYSIS

For the civil engineering contracts in Hong Kong, the Group is engaged in the provision of (i) waterworks engineering services; (ii) road works and drainage services and site formation works; and (iii) landslip preventive and mitigation works to slopes and retaining walls services (“**LPM Services**”).

Kwan On Construction Company Limited, an operating subsidiary of the Group, is one of the Group C contractors (confirmed) for waterworks engineering services, Group C contractors (confirmed) for roads and drainage services, Group B contractors (confirmed) for site formation services, and Group A contractors (probationary) for buildings services on the list of approved contractors for public works maintained by The Works Branch of the Development Bureau of the Government of Hong Kong.

Set out below are the list of material contracts on hand as at 31 March 2022:

Contract number	Customer	Particular of contract	Original/ extended date for completion	Estimated contract sum HK\$ million	Cumulative revenue recognised HK\$ million	Further revenue expected to be recognised HK\$ million
Tendered by Kwan On Construction Company Limited						
KL/2012/03	Civil Engineering and Development Department	Kai Tak Development – Stage 4 infrastructure at former north apron area	2/9/2017 ⁽¹⁾	994.8	914.8	80.0
CV/2015/01	Civil Engineering and Development Department	Provision of Universal Access Facilities for Highway Structures – Package 1 Contract 2	8/11/2019 ⁽¹⁾	225.8	222.1	3.7
NE/2016/05	Civil Engineering and Development Department	Development of Anderson Road Quarry Site - Pedestrian Connectivity Facilities Works Phase 1	30/3/2020 ⁽¹⁾	298.1	268.8	29.3
GE/2018/03	Civil Engineering and Development Department	Landslip Prevention and Mitigation Programme, 2012, Package C, Landslip Prevention and Mitigation Works in Lantau and Hong Kong Island	25/12/2020	113.8	104.4	9.4
DC/2018/10	Drainage Services Department	Condition Survey and Rehabilitation of Underground Sewers and Stormwater Drains – Stage 1	13/4/2022	200.8	165.4	35.4
20170102	Housing Authority	Road Improvement Works at Ma On Shan, Sha Tin	15/12/2021	210.6	175.5	35.1
GE/2018/01	Civil Engineering and Development Department	Landslip Prevention and Mitigation Programme, 2017, Package K	7/10/2022	75.5	36.6	38.9
20189126	Housing Authority	Slope Maintenance and Improvement Works for Region B	20/10/2022	44.8	25.0	19.8
HY/2018/12	Highways Department	Provision of Universal Accessibility Facilities at Footbridges, Elevated Walkways and Subways – Package 4	21/5/2024	261.0	103.3	157.7
Total				2,425.2	2,015.9	409.3

MANAGEMENT DISCUSSION AND ANALYSIS

Contract number	Customer	Particular of contract	Original/ extended date for completion	Estimated contract sum HK\$ million	Estimated	Cumulative	Further
					total revenue to be received by our Group HK\$ million	revenue recognised by our Group HK\$ million	revenue expected to be recognised by our Group HK\$ million
Tendered by the Group's joint operations							
HY/2013/19	Highways Department (*HyD)	Retrofitting of Noise Barriers on Tuen Mun Road – Town Centre Section	27/12/2019 ⁽¹⁾	585.0	298.4	272.7	25.7
HY/2014/14	HyD	Retrofitting of Noise Barriers on Tuen Mun Road – Fu Tei Section	27/6/2020	462.8	236.0	226.5	9.5
CV/2015/08	Civil Engineering and Development Department	Provision of Universal Access Facilities for Highway Structure – Package 1, Contract 3	28/1/2020 ⁽¹⁾	188.1	122.3	113.5	8.8
1/WSD/17(L)	WSD	Term contract for Waterworks District L – Lantau and the Outlying Islands	31/8/2020	300.0	153.0	144.3	8.7
2/WSD/21	WSD	Term contract for Risk-Based Improvement of Water Mains – Hong Kong & Islands	22/3/2026	406.3	207.2	7.1	200.1
ED/2019/02	Civil Engineering and Development Department	Development of Anderson Road Quarry Site – Remaining Pedestrian Connectivity Facilities Works	29/3/2024	139.9	68.5	15.1	53.4
Total					<u>1,085.4</u>	<u>779.2</u>	<u>306.2</u>

Note (1): The extended completion date was the date previously agreed with the customer. We had applied to the customer for a further extension of time and such application was being considered by the customer as at the date of this Reporting Year.

MANAGEMENT DISCUSSION AND ANALYSIS

FINANCIAL REVIEW

Construction related business

The local epidemic in Hong Kong and resultant restrictive measures dealt a severe blow to the construction related business. The segment reported a revenue of approximately HK\$335.3 million for the Reporting Year, representing a significant 29.1% decrease from approximately HK\$472.8 million in the Previous Year.

The revenue analysis by category is shown as follows:

	Year ended 31 March	
	2022	2021
	HK\$'000	HK\$'000
Waterworks	5,256	42,075
Road works and drainage and site formation work (“Road Work”)	257,502	361,782
LPM Services	60,920	64,137
Private sector	10,536	4,770
Oversea sector	1,133	–
	<u>335,347</u>	<u>472,764</u>

The revenue from Road Works contracts fell 28.8% from a year earlier, but remained as the largest source of revenue to the Group in the Reporting Year, representing 76.8% of the total revenue in the segment. The impact brought by the epidemic was not only causing disruption to the progress of the projects, but also adversely affecting the expected profitability of a couple of projects which were particularly obvious to the contracts with significant time overrun costs. Therefore, Road Work contracts NE201605 and HA20170102 worsened abruptly in the Reporting Year with their reported revenue turning to a sharp fall of 66.1% year-on-year from approximately HK\$177.0 million in the Previous Year.

MANAGEMENT DISCUSSION AND ANALYSIS

Revenue in the LPM works for the Reporting Year decreased by 5.0% to approximately HK\$61.0 million. The contracts GE201803 and GE201801 reported a fall in revenue of approximately HK\$14.3 million, down 26.8% year-on-year, however, such decline in revenue was partially offset by the income arisen from the variations or claims for completed contract GE201021, GE201306, GE201317 and GE201316 eventually being recognised by the government consultants during Reporting Year, amounting to approximately HK\$6.2 million. The contract HA20189126 also contributed an additional revenue of approximately HK\$5.0 million during the Reporting Year.

Revenue in the waterworks contracts for the Reporting Year decreased by 87.5% from approximately HK\$42.1 million in the Previous Year. Such decline in revenue was mainly caused by the substantial completion of the contract work 1WSD17 in the Previous Year. The new contract 2WSD21 was just commenced in the third quarter of the Reporting Year and yet to provide a substantial income to the Group.

The private contract of tram track maintenance works was substantially completed in the year and contributed a revenue of approximately HK\$10.5 million.

The gross profit margins by categories of work performed are set out below:

	Year ended 31 March	
	2022	2021
Waterworks	-127.5%	1.0%
Road works and drainage and site formation work	-12.1%	0.2%
LPM Services	-0.4%	5.6%
Private sector	9.5%	26.8%
Oversea sector	7.9%	0.0%

MANAGEMENT DISCUSSION AND ANALYSIS

The epidemic-induced impacts in shortage in manpower and material have seriously disrupted the scheduling of our contract works. The ripple effects of delay in project and implementation of precautionary measures for COVID-19 had costed the Group additional time cost. Anticipated completion dates of our Road Work contracts, NE201605 and HA20170102, of which the original completion date was scheduled in March 2020 and December 2021 respectively, have been further postponed to the final quarter of 2022. The project teams estimated the additional time cost for concluding these two Road Work contracts was approximately HK\$83.3 million, in which substantial cost was mainly the monthly fixed manpower cost in the project team assigned to the projects of approximately HK\$38.3 million and the monthly fixed cost for our subcontractors of approximately HK\$42.0 million. The Group was in the view that the recovery of these unexpected cost would require further discussion with the representative of government department concerned and thus the possible income associated with time cost was not reported in the financial statements in the Reporting Year. The Group reported a gross loss of approximately HK\$31.3 million or negative gross profit margin of 12.1% from our Road Works contracts.

For the waterworks contracts, the Group reported a gross loss of approximately HK\$6.7 million or negative gross profit margin of 127.5%. Such gross loss was mainly caused by fixed manpower cost incurred in our waterwork project team during the year while the waterwork contract 1WSD17 was substantially completed in the preceding year. Our new waterwork contract 2WSD21 was just commenced in the third quarter of our financial year and yet to provide a substantial income.

Trading business

The Group engaged in the business of trading of construction and chemical materials and reported a revenue and profit amounted to approximately HK\$180.0 million and approximately HK\$1.6 million respectively.

Other income and other gain

Other income and other gain for the Reporting Year was amounted to approximately HK\$8.9 million (2021: approximately HK\$16.6 million), representing a decrease of 46.4% compared with last year that was mainly due to an absence of income from the HKSAR Government subsidy under the employment support scheme of approximately HK\$6.2 million recorded in the Previous Year.

MANAGEMENT DISCUSSION AND ANALYSIS

Administrative expenses

Administrative expenses for the Reporting Year decreased approximately HK\$6.1 million to approximately HK\$37.9 million (2021: approximately HK\$44.0 million), thanks to a reduction in staff cost and professional fee of approximately HK\$4.5 million.

Finance costs

Finance costs for the Reporting Year was approximately HK\$6.3 million (2021: approximately HK\$7.0 million), maintaining a stable borrowing rate compared with the Previous Year.

Loss for the year

Loss for the year was amounted to approximately HK\$68.9 million (2021: approximately HK\$24.6 million) and increased by 180% over a year earlier amid the gross loss of approximately HK\$35.7 million recorded from our core business under the local epidemic, while the Group reported a gross profit of approximately HK\$12.1 million in the preceding year.

Other comprehensive (expense)/income

Other comprehensive expense for the Reporting Year was amounted to approximately HK\$26.2 million (2021: other comprehensive income of approximately HK\$29.6 million). The adverse change was mainly due to the exchange loss of approximately HK\$12.8 million arising on translation of foreign operation (2021: exchange gain of approximately HK\$8.4 million) and fair value loss of approximately HK\$13.4 million on the investment in common shares of a company listed on the Philippine Stock Exchange, Inc. during the Reporting Year (2021: fair value gain of approximately HK\$21.2 million).

LIQUIDITY AND FINANCIAL RESOURCES

As at 31 March 2022, the Group had net current assets of approximately HK\$382.3 million (2021: approximately HK\$452.7 million). Current ratio of the Group as at 31 March 2022 was approximately 2.14 times (2021: approximately 2.22 times).

As at 31 March 2022, the gearing ratio, calculated based on the net debt (including trade and other payables, amounts due to other partners of joint operations, amount due to an associate, amount due to a related company, bank borrowings and lease liabilities, less bank balances and cash and pledged bank deposits) divided by total equity, was approximately 29.9% (2021: approximately 23.0%).

CAPITAL STRUCTURE

There has been no change in the capital structure of the Group during the Reporting Year.

MANAGEMENT DISCUSSION AND ANALYSIS

COMMITMENTS

As at 31 March 2022, the Group did not have any significant capital commitments (2021: Nil).

FUTURE PLANS FOR MATERIAL INVESTMENTS AND CAPITAL ASSETS

The Group did not have any future plans for material investments and capital assets.

MATERIAL ACQUISITIONS AND DISPOSALS

The Group did not have any material acquisitions and disposals of subsidiaries, associates or joint ventures during the Reporting Year.

CONTINGENT LIABILITIES

Save for certain litigations involved, the Group did not have any material contingent liabilities as at 31 March 2022 (2021: Nil).

TREASURY POLICIES

The Group adopts a conservative approach towards its treasury policies. The Group's credit risk is primarily attributable to other receivables in relation to a transferred construction project, trade and retention receivables and deposits with banks. As set out in the Note 19(b) to the consolidated financial statements, the Group entered into a repayment agreement in October 2019. The repayments have been received by the Group and the remaining receivable and the interest thereon are guaranteed by a substantial shareholder of the Company. Hence, the Directors consider the credit risk of the other receivables in relation to a transferred construction project is significantly reduced. The credit risk of the Group's trade and retention receivables is concentrated since 88% of which was derived from five major customers as at 31 March 2022 (2021: 95%). The Group's major bank balances are deposited with banks with good reputation and hence the management does not expect any losses from nonperformance by these banks. In relation to the management of liquidity risk, the Group's policy is to regularly monitor the liquidity requirements in order to maintain sufficient reserves of cash and adequate committed lines of funding from major banks to meet the liquidity requirements in short and long term.

SIGNIFICANT INVESTMENTS HELD

As at 31 March 2022, the Group did not hold any significant investment with a value of 5 per cent. or more of the Group's total assets.

CHARGE OF GROUP'S ASSETS AND SECURITIES FOR BANKING FACILITIES

As at 31 March 2022, the Group pledged book deposits amounted to approximately HK\$82.2 million (2021: approximately HK\$58.6 million) as securities for banking facilities.

MANAGEMENT DISCUSSION AND ANALYSIS

EMPLOYEES AND REMUNERATION POLICIES

As at 31 March 2022, the Group employed a total of 211 employees, comprising 189 staff employed on a full-time basis and 22 casual workers. Staff costs, including Directors' emoluments, of the Group amounted to approximately HK\$80.9 million for the Reporting Year (2021: approximately HK\$92.8 million). Remuneration of the employees is determined with reference to market terms and the performance, qualification and experience of individual employees. In addition to a basic salary, year-end discretionary bonuses are offered to those staff with outstanding performance to attract and retain eligible employees to contribute to the Group.

LITIGATIONS

As at 31 March 2022, the Group was involved in certain litigations. In the opinion of the Directors, based on the advice of the Group's legal counsels, the possibility of any outflow of resources in settling these claims was remote and/or sufficient insurance policies are maintained to cover the loss, if any, and therefore the ultimate liability under these claims would not have a material adverse impact on the financial position or results of the Group.

CORPORATE GOVERNANCE REPORT

CORPORATE GOVERNANCE PRACTICE

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

The Board has adopted and complied with the Corporate Governance Code (the "**CG Code**") as set out in Appendix 14 to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Listing Rules**"). The Directors will continue to review its corporate governance practices in order to enhance its corporate governance standard, to comply with the increasingly stringent regulatory requirements from time to time, and to meet the rising expectation of shareholders and other stakeholders of the Company.

In the opinion of the Board, the Company has complied with the provisions of the CG Code for the Reporting Year except for the following deviation.

CG Code Provision A.1.1 stipulates that the Board should meet regularly and board meetings should be held at least four times a year at approximately quarterly intervals. During the Reporting Year, only two regular board meetings were convened. However, the management have regularly updated the Board for the Group's business development with performance review through electronic means of communication. All the Board members are encouraged to express their opinions on the Company's matters. The Board was consulted for every crucial decision and the written resolutions were also circulated to all the Directors to obtain the board consents. As such, the Company considers that sufficient measures have been taken to ensure that the Company's corporate governance practices are no less exacting than those in the CG Code. However, the Company will consider to hold regularly board meetings at approximately quarterly intervals in the future.

MODEL CODE FOR DIRECTORS' SECURITIES TRANSACTIONS

The Company has adopted a code of conduct regarding securities transactions by the Directors on terms no less exacting than the required standard of dealings set out in Appendix 10 of the Listing Rules (the "**Model Code**"). The Company periodically issues notices to its Directors reminding them to the general prohibition on dealing in the Company's listed securities during the blackout periods before the publication of announcements of financial results of the Group. Having made specific enquiries with the Directors, our Directors have confirmed that they have complied with the required standard of dealings regarding securities transactions by the Directors throughout the Reporting Year.

CORPORATE GOVERNANCE REPORT

BOARD OF DIRECTORS

As at 31 March 2022, the Board comprised six Directors, including three Executive Directors and three Independent Non-executive Directors. As at the date of this report, the Board comprised the following Directors:

Executive Directors

Mr. Chen Zhenghua
Mr. Zhang Fangbing
Mr. Cao Lei

Independent Non-executive Directors

Prof. Lam Sing Kwong Simon
Mr. Lum Pak Sum
Mr. Gong Zhenzhi

The Board believes that the number of executive and non-executive directors is reasonable and adequate to provide sufficient balances that would safeguard the interests of the shareholders.

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

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

The biographical details of the Directors and other senior management are set out in the section headed with "Biographical Details of Directors and Senior Management" from pages 5 to 9 of this annual report. Save as disclosed in the section "Biographical Details of the Directors and Senior Management" in this annual report, each of the Board members has no financial, business, family or other material or relevant relationships with each other.

CORPORATE GOVERNANCE REPORT

CHIEF EXECUTIVE OFFICER (“CEO”)

The Company has appointed Mr. Zhang Fangbing (“**Mr. Zhang**”) as CEO on 15 January 2020. The biographical details of Mr. Zhang are set out in the section headed with “Biographical Details of Directors and Senior Management” of this annual report.

BOARD DIVERSITY POLICY

The Company adopted a board diversity policy (the “**Board Diversity Policy**”) from the date of Listing up to the date of this corporate governance report. A summary of this Board Diversity Policy, together with the measurable objectives set for implementing this Board Diversity Policy, and the progress made towards achieving those objectives are disclosed as below.

The Company recognised the benefits of having a diverse Board to enhance the quality of its performance. The Board Diversity Policy aimed to set out the approach to achieve diversity on the Board. In designing the Board’s composition, Board diversity has been considered from a number of measurable aspects including but not limited to gender, age, cultural and educational background, professional experience, skills, knowledge and length of services, all of which the Company considers to be important to enhance the quality of its performance. All Board appointments will be based on meritocracy, and candidates will be considered against objective criteria, having due regards for the benefits of diversity on the Board.

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

The Nomination Committee will monitor the implementation of the Board Diversity Policy and recommend any proposed changes to the Board for approval. The Nomination Committee will review the Board Diversity Policy as appropriate from time to time to ensure its effectiveness.

The Nomination Committee of the Board has reviewed the Board Diversity Policy to ensure its effectiveness and considered that the Group achieved the Board Diversity Policy during the Reporting Year.

ATTENDANCE RECORDS OF MEETINGS

The Company convened and held two regular Board meetings during the Reporting Year.

Additional Board meetings will be convened, as and when required, to deal with ad hoc issues. Any Director who is not able to present physically may participate at any Board meeting through electronic means of communication, such as conference phone or other similar communication equipment, in accordance with the Articles.

CORPORATE GOVERNANCE REPORT

Notice convening each regular Board meeting is sent at least 14 days in advance, and reasonable notice is given for other Board meetings and committee meetings. The Company Secretary assists the Board to prepare the meeting notice and agenda. Each Director may include any item in the agenda. The agenda, accompanied by meeting papers with sufficient and reliable information, are sent to each Director at least 3 days before each Board meeting or committee meeting to enable the Directors to make informed decisions on the matters to be discussed, except where a Board meeting or committee meeting is convened on a very urgent basis to consider any urgent ad hoc matter.

The Company Secretary is responsible for taking and keeping minutes of all Board meetings and committee meetings. Draft minutes will normally be circulated to Directors for comments within a reasonable time after each meeting and the final version is open for Directors' inspection.

During the Reporting Year, two regular Board meetings, two Audit Committee meetings, one Remuneration Committee meeting, one Nomination Committee meeting and the 2021 annual general meeting (“**AGM**”) were held. Details of individual Directors' attendance at these meetings are set out in the following table:

Directors	Attended/Eligible to attend					AGM
	Regular Board Meeting	Audit Committee Meeting	Remuneration on Committee Meeting	Nomination Committee Meeting	Risk Management Committee	
Executive Directors						
Mr. Chen Zhenghua	2/2	N/A	N/A	1/1	N/A	1/1
Mr. Zhang Fangbing	2/2	N/A	1/1	N/A	N/A	1/1
Mr. Cao Lei	2/2	N/A	N/A	N/A	N/A	1/1
Independent Non-Executive Directors						
Prof. Lam Sing Kwong, Simon	2/2	2/2	1/1	1/1	1/1	1/1
Mr. Lum Pak Sum	2/2	2/2	1/1	N/A	1/1	1/1
Mr. Gong Zhenzhi	2/2	2/2	N/A	1/1	1/1	1/1

CORPORATE GOVERNANCE FUNCTIONS

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

CORPORATE GOVERNANCE REPORT

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

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

TERMS OF APPOINTMENT AND RE-ELECTION OF DIRECTORS

Each of our Executive Directors has entered into a service contract with our Company upon appointment and we have issued letters of appointment to each of our independent non-executive Directors. The service contracts with our Executive Directors are for an initial term of three years commencing from the date of appointment. The letters of appointment with each of our Independent Non-executive Directors are for an initial fixed term of three years commencing from the date of appointment. The service contracts and letters of appointment are subject to termination in accordance with their respective terms. The service contracts may be renewed in accordance with the Articles and the applicable Listing Rules.

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

The Company has three Independent Non-executive Directors which complies with Rule 3.10(1) of the Listing Rules. Among the three Independent Non-executive Directors, Mr. Lum Pak Sum has appropriate professional qualifications or accounting or related financial management expertise as required by Rule 3.10(2) of the Listing Rules. The Independent Non-executive Directors represent at least one-third of the Board in compliance with Rule 3.10A of the Listing Rules.

Independent Non-executive Directors are appointed for a specific term subject to retirement by rotation and re-election in accordance with the Articles. Each of the Independent Non-executive Directors is required to inform the Company as soon as practicable if there is any change that may affect his independence. The Company has received from each of the Independent Non-executive Directors an annual confirmation of his independency pursuant to Rule 3.13 of the Listing Rules and the Company considers these Independent Non-executive Directors to be independent.

CORPORATE GOVERNANCE REPORT

Pursuant to article 84(1) of the Articles, at each annual general meeting of the Company, one-third of the Directors for the time being shall retire from office and shall be eligible to offer themselves for re-election. In addition, separate ordinary resolutions in relation to the proposed re-election of the retiring Directors should be put forward to the shareholders in the annual general meeting. The term of office of the Directors who have been re-elected shall commence from the date of the annual general meeting which approves their re-appointments and end at the conclusion of the third subsequent annual general meeting of the Company.

The Company has taken out directors and officers liability insurance to cover liabilities arising from legal action against the Directors.

CONTINUOUS PROFESSIONAL DEVELOPMENT

Every newly appointed Director will be given an induction training so as to ensure that he has appropriate understanding of the Group's business and of his duties and responsibilities under the Listing Rules and the relevant statutory and regulatory requirements.

To assist Directors' continuing professional development, the Company recommends Directors to attend relevant seminars to develop and refresh their knowledge and skills. All the Directors also understand the importance of continuous professional development and are committed to participate in any suitable training to develop and refresh their knowledge and skills. The Company will, if necessary, provide timely and regular trainings to the Directors to ensure that they keep abreast with the current requirements under the Listing Rules.

Training and Support for Directors

The Company has established procedures for training and development of Directors. Newly appointed Director will be provided with comprehensive, formal and tailored induction upon his/her appointment and, subsequently, necessary briefing and professional development so as to ensure the Directors have adequate understanding and to strengthen their awareness of the business and operation of the Group, their responsibilities and obligations under the statutory and common laws, the Listing Rules, laws and other regulatory requirement and governance policies, to enable the Directors to discharge their duties properly. The Company Secretary maintains proper records of training attended by the Directors.

CORPORATE GOVERNANCE REPORT

The summary of training received by the Directors during the year is as follows:

Directors	Training Matters (Note 1)
<i>Executive Directors</i>	
Chen Zhenghua (<i>Chairman</i>)	A, B
Zhang Fangbing	A, B
Cao Lei	A, B
<i>INEDs</i>	
Prof. Lam Sing Kwong, Simon	A, B
Lum Pak Sum	A, B
Gong Zhenzhi	A, B

Note 1: A. corporate governance
B. regulatory

BOARD COMMITTEES

The Board has established four board committees, namely the audit committee (the “**Audit Committee**”), the remuneration committee (the “**Remuneration Committee**”) and the nomination committee (the “**Nomination Committee**”) and the risk management committee (the “**Risk Management Committee**”). Save for the Risk Management Committee, the written terms of reference are available on the websites of the Stock Exchange and the Company.

All Board committees are provided with sufficient resources to perform their duties, and upon reasonable request, are able to seek independent professional advice in appropriate circumstance, at the Company’s expense.

The Board is responsible for performing the corporate governance duties set out in the CG Code which include developing and reviewing the Company’s policies and practices on corporate governance, training and continuous professional development of Directors, reviewing the Company’s compliance with the code provisions in the CG Code and disclosures in this annual report.

CORPORATE GOVERNANCE REPORT

AUDIT COMMITTEE

The Company established the Audit Committee on 16 March 2015 with written terms of reference in compliance with the Listing Rules. In accordance with provisions set out in the CG Code, these terms of reference are available on the websites of the Stock Exchange and the Company.

The Audit Committee currently consists of three Independent Non-executive Directors, namely Prof. Lam Sing Kwong, Simon, Mr. Lum Pak Sum and Mr. Gong Zhenzhi. The chairman of the Audit Committee is Mr. Lum Pak Sum, who has appropriate professional qualifications and experience in accounting matters.

The main duties of the Audit Committee are to make recommendations to the Board on the appointment, reappointment and removal of the external auditor, to review and monitor the external auditor's independency, objectivity and the effectiveness of the audit process and to discuss the nature and scope of the audit with the external auditor. It is also responsible for reviewing: (i) the interim and annual financial statements before submission to the Board and (ii) financial control, internal control and risk management systems of the Company.

The consolidated financial statements of the Group for the Reporting Year have been reviewed by the Audit Committee. The Audit Committee is of the opinion that the consolidated financial statements of the Group for the Reporting Year has complied with the applicable accounting standards, Listing Rules and that adequate disclosures have been made. The Audit Committee had reviewed the Group's consolidated financial statements for the Reporting Year.

There was no disagreement between the Board and the Audit Committee on the selection and appointment of the external auditor during the Reporting Year.

REMUNERATION COMMITTEE

The Remuneration Committee of the Company was established on 16 March 2015 comprising one Executive Director, namely Mr. Zhang Fangbing and two Independent Non-executive Directors, namely Prof. Lam Sing Kwong, Simon and Mr. Lum Pak Sum. Prof. Lam Sing Kwong, Simon is the chairman of the Remuneration Committee. The terms of reference of the Remuneration Committee are available at the Company's website and on the website of the Stock Exchange.

The Remuneration Committee has been charged with the responsibility of making recommendations to the Board on the appropriated policies and structures for all aspects of Directors' and senior management's remuneration. The Remuneration Committee considers factors such as salaries paid by comparable companies, time commitment and responsibilities of the Directors, employment conditions elsewhere in the Group and desirability of performance-based remuneration. The Remuneration Committee has reviewed the remuneration packages and emoluments of Directors and senior management and considered that they are fair and reasonable during the Reporting Year.

CORPORATE GOVERNANCE REPORT

NOMINATION COMMITTEE

The Nomination Committee was established on 16 March 2015 comprising one Executive Director, namely Mr. Chen Zhenghua and two Independent Non-executive Directors, namely Prof. Lam Sing Kwong, Simon and Mr. Gong Zhenzhi. Mr. Gong Zhenzhi is the chairman of the Nomination Committee. The terms of reference of the Nomination Committee are available at the Company's website and on the website of The Stock Exchange.

The primary duties of the Nomination Committee are to review and assess the structure, size and diversity of the Board and the independence of the Independent Non-executive Directors and makes recommendations to the Board on appointment of new Directors of the Company. In recommending candidates for appointment to the Board, the Nomination Committee considers candidates on merit against objective criteria and with due regards to the benefits of diversity on the Board. In designing the Board's composition, board diversity has been considered from a number of perspectives, including but not limited to gender, age, cultural and educational background, professional experience, skills, knowledge and length of services and time to be devoted as a Director. The Company will also take into account factors relating to its own business model and specific needs from time to time. The ultimate decision is based on merit and contribution that the selected candidates will bring to the Board.

REMUNERATION OF DIRECTORS AND SENIOR MANAGEMENT

The remuneration of the members of directors and the senior management by band for the Reporting Year is set out below:

Remuneration band	Number of persons
Less than HK\$1,000,000	1
HK\$1,000,001 to HK\$1,500,000	3
HK\$1,500,001 to HK\$2,000,000	–
HK\$2,000,001 or above	1

Particulars regarding Directors' remuneration and the five highest paid employees are required to be disclosed pursuant to Appendix 16 of the Listing Rules are set out in Notes 10 and 11 to the consolidated financial statements in this annual report.

CORPORATE GOVERNANCE REPORT

DIRECTORS' RESPONSIBILITIES FOR THE CONSOLIDATED FINANCIAL STATEMENTS

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

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

RISK MANAGEMENT AND INTERNAL CONTROL

The Board acknowledges its responsibility for maintaining and reviewing the effectiveness of the Group's risk management and internal control systems on an annual basis. Such systems are designed to manage rather than eliminate the risk of failure to achieve business objectives, and can only provide reasonable and not absolute assurance against material misstatement or loss. The Audit Committee and the Risk Management Committee assist the Board in fulfilling its oversee and corporate governance roles in the Group's financial, operational, procedural compliance, risk management and internal control functions.

Main features of the systems

The Group has established a risk management framework integrated with the internal control system, which includes, but not limited to the participation of the Board, the Audit Committee and the Risk Management Committee. The Board determines the nature and extent of risks that shall be taken in achieving the Group's strategic objectives, and has the overall responsibility for monitoring the effectiveness of risk management. The Risk Management Committee meets, at least on an annual basis, to review the overall risk management strategies and the risk tolerance/appetite level to assess the effectiveness of the Group in mitigating risks. On a daily basis, the management monitor the business operations to ensure their internal controls are implemented as intended. Any weaknesses identified would be remediated by the management immediately.

CORPORATE GOVERNANCE REPORT

Risk identification process

The Group has established an on-going process for identifying, evaluating and managing the significant risks of the Group. Such process comprises the following stages:

1. Risk identification – identify potential risks and recorded into the risk register, which summarize into four categories: reporting, operational, strategic and compliance risk;
2. Risk assessment and prioritisation – assess the risks in terms of impact and vulnerability, then assign a rating and prioritise in descending order;
3. Risk response – risk can be accepted, mitigated, shared, or avoided. A remediation plan will be established to respond to the identified risks;
4. Risk monitoring – monitor the effectiveness of the remediation plan on a periodic basis.

Procedures for the handling and dissemination of inside information

The Board has established a policy on the procedures and internal controls for the handling and dissemination of inside information. For any material violation of this policy, the Board will decide, or designate appropriate personnel to decide the course of actions for rectifying the problems and avoiding recurrence. The Group handles and disseminates inside information with due care. Staff is required to comply with confidentiality terms. Only personnel at appropriate level can get reach of price sensitive and inside information.

Internal audit

An independent consulting firm (the “**Firm**”) has been engaged to work with the Group to perform the Internal Audit functions. Key risks and internal controls for selected processes are assessed by the Firm. The review results and proposed recommendations are communicated to senior management, the Audit Committee and the Risk Management Committee. The Board, through the Audit Committee and the Risk Management Committee, has reviewed the results of the work done by the Firm in relation to the effectiveness of the internal control and risk management systems of the Group. In response to any material internal control defects identified, the Firm would provide recommendations for major observations of control weaknesses. Management will take suggestions raised by the Firm to further enhance its risk management and internal control systems.

The Board has reviewed and confirmed the adequacy of the resources, staff qualifications and experience, training programmes and budget of the Group’s accounting, financial reporting and internal audit functions. There is no significant control weaknesses noted for the Reporting Year. The Board confirms that the Group’s risk management and internal control systems are effective and adequate.

CORPORATE GOVERNANCE REPORT

AUDITOR'S REMUNERATION

The report from the auditor of the Company regarding their responsibilities and opinion on the financial statements of the Group for the year ended 31 March 2022 is set out in the "Independent Auditor's Report" in this annual report. The Board has taken steps to ensure the continued objectivity and independence of the external auditor. For the year ended 31 March 2022, the remunerations paid/payable to the external auditor of the Company were approximately HK\$1.05 million in respect of audit services provided to the Group respectively. Details of services and the fees incurred are as follows:

Audit services	HK\$1.05 million
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PERMITTED INDEMNITY PROVISION

The Company has taken out and maintained directors' liability insurance which provides appropriate cover for the Directors and directors of the subsidiaries of the Company.

COMPANY SECRETARY

Mr. Fung Kwok Wai ("**Mr. Fung**") is the Company Secretary of the Company, whose biographical details are set out under the section headed "Biographical Details of Directors and Senior Management" of this annual report. Mr. Fung has informed the Company that he has taken more than 15 hours of relevant professional training for the Reporting Year. The Company considers that the training of the Company Secretary is in compliance with the requirements under Rule 3.29 of the Listing Rules for the Reporting Year.

DIVIDEND POLICY

The Company intends to create long-term value for the Shareholders through maintaining a balance between dividend distribution, preserving adequate liquidity and reserve to meet its working capital requirements and capturing future growth opportunities. The declaration and payment of dividends by the Company is subject to any restrictions under the Companies Law of the Cayman Islands, the Company's memorandum and articles of association, and any other applicable laws and regulations.

The Board adopted a dividend policy (the "**Dividend Policy**") to provide guidance on whether to propose a dividend and to guide the Board to consider, inter alia, the following factors in determining the dividend amount:

- the Group's actual earnings performance;
- retained earnings and distributable reserves of the Company and each of the subsidiaries of the Group;
- the Group's expected working capital requirements, capital expenditure requirements and future expansion plans;

CORPORATE GOVERNANCE REPORT

- the Group's liquidity position;
- general economic conditions, business cycle of the Group's business and internal or external factors that may have an impact on the business, financial results and position of the Company; and
- other factors that the Board may deem appropriate and relevant.

The Board will review the Dividend Policy from time to time and may exercise its sole and absolute discretion to update, amend and/or modify the Dividend Policy at any time as it deems fit and necessary. There is no assurance that dividends will be paid in any particular amount for any given period. The Dividend Policy shall in no way constitute a legally binding commitment by the Company that any dividend will be paid in any particular amount and/or in no way obligate the Company to declare a dividend at any time or from time to time.

SHAREHOLDERS' RIGHTS

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

Extraordinary general meeting may be convened by the Board on requisition of shareholders holding not less than one-tenth of the paid up capital of the Company or by such shareholders who made the requisition (the "**Requisitionists**") (as the case may be) pursuant to the articles of association of the Company. Such requisition must state the object of business to be transacted at the meeting and must be signed by the Requisitionists and deposited at the registered office of the Company or the Company's principal place of business in Hong Kong. Shareholders should follow the requirements and procedures as set out in such article for convening an extraordinary general meeting. Shareholders may put forward proposals with general meeting of the Company by sending the same to the Company at the principal office of the Company in Hong Kong.

COMMUNICATION WITH SHAREHOLDERS AND INVESTOR RELATIONS

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

The Company keeps on promoting investor relations and enhancing communication with the existing shareholders and potential investors and welcomes suggestions from investors, shareholders and the public.

CORPORATE GOVERNANCE REPORT

Enquiries and concerns to the Board and the Company may be sent by post to the head office and principal place of business of the Company in Hong Kong at “Unit 3401, 118 Connaught Road West, Hong Kong”, for the attention of the Board and/or the company secretary.

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

The Company has established several channels to communicate with the shareholders and investors as follows:

- (a) corporate communications such as annual reports, interim reports and circulars are issued in printed form and are available on the website of the Stock Exchange “www.hkexnews.hk” and the Company’s website at “www.kwanonconstruction.com”;
- (b) periodic announcements are made through the Stock Exchange and published on the respective websites of the Stock Exchange and the Company;
- (c) corporate information is made available on the Company’s website;
- (d) annual and extraordinary general meetings provide a forum for the shareholders to make comments and exchange views with the Directors and senior management; and
- (e) the Hong Kong share registrar of the Company serves the shareholders in respect of share registration, dividend payment and related matters.

ENVIRONMENTAL POLICY

Our commitment to protect the environment is well reflected by our continuous efforts in promoting green measures and awareness in our daily business operations. Our Group encourages environmental protection and promotes awareness towards environmental protection to the employees. Our Group implements green office practices which include double-sided printing, copying, promoting the use of recycled paper and reducing energy consumption by switching off idle lightings and electrical appliances. Our Group will review the environmental practices from time to time and will consider implementing further eco-friendly measures and practices in the operation of our Group’s business and enhance environmental sustainability.

ESG POLICIES AND PERFORMANCE

During the Reporting Year, the Group has complied with the “comply or explain” provisions set out in the Environmental, Social and Governance (“ESG”) Reporting Guide. Information about the Company’s ESG policies and performance during the Reporting Year will be set out in the Environmental, Social and Governance Report to be available on the Company’s website.

CONSTITUTIONAL DOCUMENTS

During the Reporting Year, the Company has not made any changes to its memorandum and articles of association.

REPORT OF THE DIRECTORS

The Directors are pleased to present their report and the audited consolidated financial statements of the Group for the year ended 31 March 2022 (the “**Reporting Year**”).

PRINCIPAL ACTIVITIES

The Company is an investment holding company and the principal activities of its subsidiaries are set out in Note 1 to the consolidated financial statements. There was no significant change in the Group’s principal activities during the Reporting Year.

FINANCIAL RESULTS

The results of the Group for the Reporting Year are set out in the consolidated statement of profit or loss and other comprehensive income on pages 53 and 54 of this annual report.

BUSINESS REVIEW

Further discussion and analysis of the business activities of the Group, including a business review of the Group for the Reporting Year and an indication of likely future developments in the Group’s business, can be found in the Management Discussion and Analysis as set out on pages 10 to 17 of this annual report. These discussions form part of this Directors’ report.

PRINCIPAL RISKS AND UNCERTAINTIES

A number of factors may affect the results and business operations of the Group, the principal risks and uncertainties faced by the Group are set out below:

Our Group relies on the contracts granted by the Government, and our Group’s business, results of operations and profitability may be adversely affected if we fail to secure contracts from the Government or there is any significant reduction of such contracts in the future

During the Reporting Year, the customer base of our Group was highly concentrated. Revenue generated from Government contracts represented approximately 62.8% (2021: 86.9%) of our Group’s total revenue for the Reporting Year. Contracts from the Government are normally awarded to contractors on the Contractor List and the Specialist List by way of public tender. Approved contractors on the Contractor List and approved specialist contractors on the Specialist List are subject to a regulatory regime which is put in place to ensure that standards of financial capability, expertise, management and safety are maintained by those contractors carrying out the Government’s works. An approved contractor could be prohibited from tendering for public works of the relevant category during a suspension period if a serious construction accident occurs at a construction site for which such contractor is responsible for the safety performance of such contractor is not satisfactory. There is no assurance that serious accident will not occur at construction sites for which we are responsible for, or that we will not be subject to regulatory actions in the future which may have an adverse impact on our overall operations or on our eligibility to tender for public works of the Government. In the event that our Group fails to secure contracts from the Government or there is significant reduction of contracts from the Government in the future, our Group’s business, results of operations and profitability may be adversely affected.

REPORT OF THE DIRECTORS

Our revenue is mainly derived from projects which are not recurring in nature and any significant decrease in the number of our projects would affect our operations and financial results

The majority revenue during the Reporting Year was derived from undertaking (i) waterworks engineering services; (ii) road works and drainage services and site formation works; (iii) LPM Services; and (iv) building works as a contractor in Hong Kong. We also engaged in building works in the Southeast Asia. Our engagements with customers were on a project basis and non-recurring in nature. We did not enter into any long term agreement or master service agreement with our customers as at the date of this annual report. After completion of the projects, our customers are not obliged to engage us again in subsequent projects, and we have to undergo the tendering process for every new project. There is no assurance that our existing customers will award new projects to us, nor can we guarantee that we would be able to maintain our business relationships with existing customers. In the event that we are unable to attract new customers or secure new projects from our existing customers, there may be a significant decrease in our revenue, and our operations and financial results would hence be adversely affected.

Our Group's business is labour-intensive. If we or our subcontractors experience any shortage of labour, industrial actions, strikes or material increase in labour costs, our operations and financial results would be adversely affected

Our construction works are labour-intensive in nature. During the Reporting Year, our Group and our subcontractors did not experience any material shortage of labour, industrial actions, strikes or material increase in labour costs. However, there is no assurance that we will not experience these problems in the future when the peak load of construction activities is ongoing. In the event that there is a significant increase in the costs and demand of labour and we have to retain our labour by increasing their wages, our staff cost and/or subcontracting cost will increase and thus lower our profitability. On the other hand, if we or our subcontractors fail to retain our existing labour and/or recruit sufficient labour in a timely manner to cope with our existing or future projects, we may not be able to complete our projects on schedule and within budget, our Group's operations and profitability may be adversely affected.

Delay in the commencement of public projects, which may be caused by factors such as political disagreements, delay in approval of funding proposals, and the occurrence of large scale demonstration or occupation activities may adversely affect our operations and results of operation.

REPORT OF THE DIRECTORS

Delay in the commencement of public projects may be caused by factors such as political disagreements in relation to such projects, delay in approval of the funding proposals for public works due to political filibustering by law-makers and objections, protests or legal actions by affected residents or entities. Any large-scale protests or occupation activity may also delay the construction works to be carried out in the affected areas. Our engagement in public projects depend on the timing of the funding approval by the committees of the Legislative Council of Hong Kong, where filibustering by the members thereof has often led to delays in the passing of public works funding proposals in recent years. Any change of the political environment in Hong Kong may affect the economy and construction industry in the region, which may adversely affect our operations and results of operations. The delay in the commencement of public projects may affect the utilisation of our equipment and our results of operation if we are not able to engage our equipment for other projects at the same or similar level. Further, the uncertainty on the commencement the relevant projects also make it more difficult for us to make accurate planning for the demand, deployment, utilisation of our equipment, which may adversely affect our operations and financial performance.

Our Group has been committed to exploring the business opportunity in different markets and may encounter business risk in oversea business markets

In order to enhance its overall business development and profitability, the Group has been committed to exploring business opportunities in different markets in recent years, including property development business in the Republic of the Philippines and trading of chemical material business in Mainland China. Although the Group has adhered to the principle of prudent, orderly and steady advancement to the new business, the relevant business, financial condition and results of operations are still subject to risks and uncertainties in the countries in which the operations are conducted, including but not limited to international, regional and local economic and political conditions, Regulatory policies, local government policies and threshold requirements for infrastructure projects, restrictions on foreign investment and repatriation of earnings. In the event of any adverse change in these operating environments and laws, regulations or policies, the Group may be required to revoke or revise the existing arrangements in such countries, which may adversely affect its business, financial condition and results of operations.

ENVIRONMENTAL POLICIES, PERFORMANCE AND COMPLIANCE WITH LAWS AND REGULATIONS

The Group is dedicated to maintain sustainable working practices and pay close attention to ensure all resources are efficiently utilised. We strive to become an environmental-friendly corporation, and that we had placed an environmental officer in each of our contract to monitor and implement the project environmental management system.

We have an environmental management plan for each contract undertaken by our Group, which sets out our general environmental policies, organisational structure and responsibilities of our environmental protection team, in-house rules and regulations, environmental performance monitoring, implementation measures, waste management measures and review of requirements.

REPORT OF THE DIRECTORS

The Group and its business activities are subject to requirements under various laws. The laws and regulations which have a significant impact on the Group include, among others, Air Pollution Control Ordinance (Chapter 311 of the Laws of Hong Kong), Noise Control Ordinance (Chapter 400 of the Laws of Hong Kong), Water Pollution Control Ordinance (Chapter 358 of the Laws of Hong Kong), Waste Disposal Ordinance (Chapter 354 of the Laws of Hong Kong), Environmental Impact Assessment Ordinance (Chapter 499 of the Laws of Hong Kong), Minimum Wage Ordinance (Chapter 608 of the Laws of Hong Kong), Employees' Compensation Ordinance (Chapter 282 of the Laws of Hong Kong), Employment Ordinance (Chapter 57 of the Laws of Hong Kong), Occupiers Liability Ordinance (Chapter 314 of the Laws of Hong Kong), Factories and Industrial Undertakings Ordinance (Chapter 59 of the Laws of Hong Kong), Occupational Safety and Health Ordinance (Chapter 509 of the Laws of Hong Kong), and Immigration Ordinance (Chapter 115 of the Laws of Hong Kong). The Group has put in place in-house rules containing measures and work procedures to ensure that the Group's operation is in compliance with the applicable laws and regulations.

KEY RELATIONSHIPS WITH EMPLOYEES, CUSTOMERS AND SUPPLIERS

The Directors are of view that employees, customers and business partners are the keys to the sustainable development of the Group. Our Directors believe that our Group maintains good working relations with its employees and business partners and it endeavours to improve the quality of services to the customers.

Employees are regarded as the most important and valuable assets of the Group. We provide various types of trainings to our employees, including (i) conducting in-house continuous professional development seminars; (ii) subsidising our staff in pursuing further studies in related fields; and (iii) provision of safety training programme to staff to enhance their safety awareness.

The Group also stays connected with its customers and suppliers and has ongoing communication with the customers and suppliers through various channels such as telephone, electronic mails and physical meetings to obtain their feedback and suggestions.

MAJOR CUSTOMERS AND SUPPLIERS

During the Reporting Year, the largest customer accounted for approximately 22.2% (2021: 30.4%) of the Group's total revenue. The five largest customers accounted for approximately 70.9% (2021: 87.0%) of the Group's total revenue for the Reporting Year.

The Group's five largest suppliers together accounted for approximately 30.4% (2021: approximately 34.8%) of the Group's total cost of sales for the Reporting Year. The largest subcontractor accounted for approximately 10.6% (2021: approximately 15.1%) of the total cost of sales of the Group for the Reporting Year.

REPORT OF THE DIRECTORS

Other than as set out in the paragraph above, to the best knowledge of the Directors, neither the Directors, their close associates (as defined in the Listing Rules), nor any Shareholders, who owned more than 5% of the Company's issued voting shares, had any beneficial interest in any of the Group's five largest customers or suppliers during the Reporting Year.

PROPERTY, PLANT AND EQUIPMENT

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

SHARE OPTION SCHEME

The share option scheme (the "**Scheme**") of the Company was adopted on 16 March 2015. The Scheme will be valid and effective for a period of 10 years commencing on 16 March 2015 and remains in force until 15 March 2025. There were no share option granted or agreed to be granted under the Scheme since the date of the adoption to the date of this annual report.

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

(a) Purpose of the Scheme

The purpose of the Scheme is to enable the Company to grant options to the employee, adviser, consultant, service provider, agent, customer, partner or joint-venture partner of the Company or any subsidiary (including any Director of the Company or any subsidiary) who is in full-time or part-time employment with or otherwise engaged by the Company or any subsidiary at the time when an option is granted to such employee, adviser, consultant, service provider, agent, customer, partner or joint-venture partner or any person who, in the absolute discretion of the Board has contributed or may contribute to the Group as incentive or reward for their contribution to the Group.

(b) Maximum number of shares

The maximum number of shares in respect of which options may be granted under the Scheme together with options which may be granted under any other share option schemes for the time being of the Group shall not exceed such number of shares as equals 10% of the issued share capital of the Company at the date of refreshment of the Scheme on 29 September 2020, being 1,584,000,000 shares, unless the Company obtains a fresh approval.

(c) Maximum number of options to any one grantee

Unless approved by the shareholders of the Company, the total number of shares issued and to be issued upon exercise of the options granted to each grantee in any 12-month period must not exceed 1% of the shares in issue.

REPORT OF THE DIRECTORS

(d) Price of shares

The subscription price for shares under Scheme shall be determined at the discretion of the Directors but will not be less than the highest of:

- (i) The closing price of the shares on the Stock Exchange as shown in the daily quotation sheet of the Stock Exchange on the offer date of the particular option, which must be a day on which the Stock Exchange is open for the business of dealing in securities (“**Business Day**”);
- (ii) The average of the closing prices of the shares shown in the daily quotations sheets of the Stock Exchange for the five Business Days immediately preceding the offer date of that particular option; and
- (iii) The nominal value of a share on the offer date of the particular option.

(e) Time of exercise of option

An option may be exercised at any time during the period to be determined and identified by the Board to each grantee at the time of making an offer for the grant of an option, but not later than 10 years from the date of grant but subject to the early termination of the Scheme.

SHARE CAPITAL

Details of movements in share capital of the Company during the Reporting Year are set out in Note 28 to the consolidated financial statements.

PRE-EMPTIVE RIGHTS

There are no provisions for pre-emptive rights under the Company’s article of association although there are no restrictions against such rights under the laws in the Cayman Islands.

RESERVES

Details of movements in the reserves of the Company and the Group during the Reporting Year are set out in Note 33(a) to the consolidated financial statements and in the consolidated statement of changes in equity, respectively.

As at 31 March 2022, the Company’s reserves of approximately HK\$328,034,000 were available for distribution to the Company’s shareholders.

PURCHASE, SALE OR REDEMPTION OF LISTED SECURITIES

Neither the Company nor any of its subsidiaries has purchased, sold or redeemed any securities of the Company during the Reporting Year.

REPORT OF THE DIRECTORS

SUFFICIENCY OF PUBLIC FLOAT

As at the date of this annual report, based on the information that is publicly available to the Company and to the best knowledge of the Directors, the Directors confirmed that the Company has maintained public float as required under the Listing Rules.

DIRECTORS

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

Executive Directors

Mr. Chen Zhenghua (*Chairman*)
Mr. Zhang Fangbing
Mr. Cao Lei

Independent Non-executive Directors

Prof. Lam Sing Kwong, Simon
Mr. Lum Pak Sum
Mr. Gong Zhenzhi

Pursuant to article 83(3) of the articles of association of the Company (the “**Articles**”), the Directors shall have power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy on the Board or as an addition to the existing Board. Any Director appointed by the Board to fill a casual vacancy shall hold office only until the first general meeting of the shareholders of the Company after his appointment and be subject to re-election. 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 then be eligible for re-election.

Pursuant to article 84(1) 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 3), the number nearest to but not less than one-third shall retire from office by rotation provided that every Director, including those appointed for a specific term, shall be subject to retirement at least once every three years.

In accordance with articles 83(3) and 84(2) of the articles of association of the Company, Mr. Lum Pak Sum and Mr. Zhang Fangbing will retire and, being eligible, offer themselves for re-election at the Company’s forthcoming annual general meeting.

Biographical details of the Directors and senior management are set out in the section headed “Biographies of Directors and Senior Management”. Information regarding Directors’ and Chief Executive’s emoluments is set out in Note 10 to the consolidated financial statements. An annual confirmation of independence pursuant to Rule 3.13 of the Listing Rules have been received from each of the Independent Non-executive Directors.

REPORT OF THE DIRECTORS

BOARD OF DIRECTORS AND SENIOR MANAGEMENT

Biographical details of the Directors and senior management of the Group are set out on pages 5 to 9 of this annual report.

DIRECTORS' SERVICE CONTRACTS

Each of the Executive Directors has entered into a service contract with the Company for an initial term of three years commencing from the date of appointment, as appropriate and will continue thereafter until terminated in accordance with the terms of the contract. Independent Non-executive Directors are appointed for a term of three years initially and will continue thereafter unless terminated by either party giving at least three months' notice in writing.

INTERESTS IN COMPETING BUSINESS

As at the date of this annual report, none of the Directors nor their respective associates (as defined in the Listing Rules) had interests in businesses, which compete or are likely to compete either directly or indirectly, with the businesses of the Company and its subsidiaries as required to be disclosed pursuant to the Listing Rules.

The Independent Non-executive Directors have also reviewed the compliance by each of the Covenantors with the Undertaking during the Reporting Year. The Independent Non-executive Directors have confirmed that, as far as they can ascertain, there is no breach by any of the Covenantors of the Undertaking given by them.

EMOLUMENTS OF THE DIRECTORS AND THE FIVE HIGHEST PAID INDIVIDUALS

Details of the emoluments of the Directors and the five highest paid individuals of the Group are set out in Notes 10 and 11 to the consolidated financial statements.

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

CHANGES TO INFORMATION IN RESPECT OF DIRECTORS

Save as disclosed in the section headed "Biographical Details of Directors and Senior Management" in this annual report, there was no change in the information of the Directors required to be disclosed under the Listing Rules for the Reporting Year.

REPORT OF THE DIRECTORS

DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS AND/OR SHORT POSITIONS IN THE SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY OR ANY SPECIFIED UNDERTAKING OF THE COMPANY OR ANY OTHER ASSOCIATED CORPORATION

As at 31 March 2022, the interests and short positions of the Directors and CEO in the shares, underlying shares or debentures of the Company and its associated corporations (within the meaning of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (the “SFO”), as recorded in the register required to be kept by the Company under Section 352 of Part XV of the SFO were as follows:

Name	Capacity	Number of issued shares interested	Approximate percentage of the issued share capital of the Company
Mr. Chen Zhenghua (“Mr. Chen”) (Note 1)	Interest of controlled corporation	831,565,000 (L)	52.50%

Note:

1. The interests of Mr Chen was held by Sino Coronet Group Limited (“Sino Coronet”), which is a wholly-owned subsidiary of Jiangsu Provincial Construction Group Co., Ltd.* (江蘇省建築工程集團有限公司) (“Jiangsu Construction”), which in turn is owned as to 50% by Greenland Infrastructure Group Co., Ltd.* (綠地大基建集團有限公司) (“Greenland Infrastructure”), 35% by Jiangsu Huayuan Investment Group Ltd.* (江蘇華遠投資集團有限公司) (“Jiangsu Huayuan”) and 15% by Nanjing Urban Development & Equity Investment Partnership Corporation Ltd. (Limited Partnership)* (南京城開股權投資合夥企業 (有限合夥)) (“Nanjing Urban Development”). Jiangsu Huayuan is owned as to 99% by Mr. Chen and 1% by Ms. Dou Zhenghong.

* The English name is for identification purpose only.

Save as disclosed above, none of the Directors or Chief Executives of the Company had any other interests or short positions in any shares, underlying shares or debentures of the Company or its associated corporations (within the meaning of Part XV of the SFO) as recorded in the register required to be kept under Section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the required standard of dealings by directors of listed issuer referred to Appendix 10 to the Listing Rules.

REPORT OF THE DIRECTORS

SUBSTANTIAL SHAREHOLDERS AND OTHER PERSONS' INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES OF THE COMPANY

The register of substantial shareholders required to be kept under Section 336 of Part XV of the SFO shows that as at 31 March 2022, the Company had been notified of the following substantial shareholders' interests and short positions, being 5% or more of the Company's issued share capital. These interests are in addition to those disclosed above in respect of the Directors and CEO.

Name	Capacity	Number of issued shares interested	Approximate percentage of the issued share capital of the Company
Sino Coronet Group Limited	Beneficial owner (Note 1)	831,565,000	52.50
Jiangsu Provincial Construction Group Co., Ltd.* 江蘇省建築工程集團有限公司	Interest of controlled corporation (Note 1)	831,565,000	52.50
Jiangsu Huayuan Investment Group Ltd.* 江蘇華遠投資集團有限公司	Interest of controlled corporation (Note 1)	831,565,000	52.50
Greenland Infrastructure Group Co., Ltd.* 綠地大基建集團有限公司	Interest of controlled corporation (Note 1)	831,565,000	52.50
Greenland Holding Group Co., Ltd.* 綠地控股集團有限公司	Interest of controlled corporation (Note 1)	831,565,000	52.50
Greenland Holdings Corporation Ltd.* 綠地控股集團股份有限公司 ("Greenland Holdings")	Interest of controlled corporation (Note 1)	831,565,000	52.50
Mr. Chen Zhenghua 陳正華 ("Mr. Chen")	Interest of controlled corporation (Note 1)	831,565,000	52.50

REPORT OF THE DIRECTORS

Notes:

1. The 831,565,000 Shares were held by Sino Coronet, which is wholly-owned by Jiangsu Construction, which in turn is owned as to 50% by Greenland Infrastructure, 35% by Jiangsu Huayuan and 15% by Nanjing Urban Development.

Greenland Infrastructure is wholly-owned by Greenland Holding Group Co., Ltd.* (綠地控股集團有限公司), which in turn is wholly-owned by Greenland Holdings, a company established under the laws of the PRC and listed on the Shanghai Stock Exchange (stock code: 600606). Greenland Holdings is owned as to 27.31% by Shanghai Greenland Investment Corporation (Limited Partnership)* (上海格林蘭投資企業(有限合夥)), 25.83% by Shanghai Land (Group) Co., Ltd.* (上海地產(集團)有限公司) and 20.56% by Shanghai Municipal Investment (Group) Corporation* (上海城投(集團)有限公司).

Jiangsu Huayuan is owned as to 99% by Mr. Chen and 1% by Ms. Dou Zhenghong.

* The English name is for identification purpose only.

Save as disclosed above, the Company had not been notified by any persons (other than the Directors and chief executives of the Company) who had an interest or short position in the Shares, underlying Shares and debentures of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO or which were recorded in the register required to be kept by the Company under Section 336 of the SFO as at 31 March 2022.

CONNECTED TRANSACTIONS AND CONTINUING CONNECTED TRANSACTIONS

Details of the significant related party and connected transactions of the Group are set out in Note 35 to the consolidated financial statements. The related party transactions set out in Note 35 to the consolidated financial statements were fully exempted from reporting, annual review, announcement and independent shareholders' approval requirements under Chapter 14A of the Listing Rules.

Connected Transactions Exempt from the Circular, Independent Financial Advice and Shareholders' Approval Requirements

On 29 July 2012, Kwan On Construction Company Limited ("**Kwan On Construction**"), a wholly-owned subsidiary of the Company, formed an unincorporated joint venture, Kwan On – U-Tech, with U-Tech Engineering Co. Ltd. ("**U-Tech**") for the purpose of preparing and submitting the joint tender and subsequent execution of the works relating to the contract 10/WSD/10. U-Tech is regarded as a connected person at the subsidiary level of the Company by reason of its ability to exercise influence over the affairs of Kwan On – U-Tech.

REPORT OF THE DIRECTORS

Joint operation formed by Kwan On Construction and U-Tech

On 10 October 2021, Kwan On and U-Tech entered into an agreement pursuant to which Kwan On Construction and U-Tech agreed to share the surplus, loss and assets and liabilities, rights and obligations arising from their cooperation in the project for the contract 2/WSD/21 in specific percentage, which Kwan On shares 51% and U-Tech shares 49%.

Joint operation formed by Univic Engineering Ltd (“Univic”) and Wing Lee (SK) Construction Co. Ltd (“Wing Lee”)

On 16 March 2021, Univic and Wing Lee entered into an agreement pursuant to which Univic and Wing Lee agreed to share the surplus, loss, assets and liabilities, rights and obligations arising from their cooperation in the project for the contract ED/2019/02 in specific percentage, which Univic shares 49% and Wing Lee shares 51%. Wing Lee is regarded as a connected person at the subsidiary level of the Company by reason of its ability to exercise influence over the affairs of Wing Lee – Univic.

Financial guarantee by a substantial shareholder of the Company

In accordance with the relevant arrangements entered into with a main contractor in the overseas hotel construction project in Thailand during the year ended 31 March 2019, the main contractor had assumed the obligation to pay certified value of works completed by the Group amounted to THB477,318,232 (equivalent to approximately HK\$116,600,000). In 2020, the first repayment of THB205,620,283 (equivalent to approximately HK\$48,721,000) had been received by the Group. During the year ended 31 March 2021, the second repayment of THB90,565,983 (equivalent to approximately HK\$22,501,000) had been received by the Group. During the year ended 31 March 2022, the second installment of THB90,565,983 (equivalent to approximately HK\$21,315,000) and underlying interest of THB14,490,557 (equivalent to approximately HK\$3,454,000) had been received by the Group. As at 31 March 2022, the remaining Receivable amounted to THB90,565,983 (equivalent to approximately HK\$25,590,000) and the interest thereon were guaranteed by a substantial shareholder of the Company, who was also the beneficial owner of the project. The guarantee was conducted on normal commercial terms and was not secured by the assets of our Group.

As at 31 March 2022, a performance deposit amounted to PHP198,545,576 (equivalent to approximately HK\$29,782,000) was paid to the land owner for construction project in the Republic of the Philippines. It was secured by the pledge of entire equity interests in the land owner and guaranteed by a substantial shareholder of the Company. The guarantee was conducted on normal commercial terms and is not secured by the asset of our Group.

REPORT OF THE DIRECTORS

Subcontracting arrangements

During the Reporting Year, the following subcontracting arrangements had been entered into between certain members of the Group and U-Tech:

1. on 24 August 2011, Kwan On – U-Tech (as main contractor) and U-Tech (as subcontractor) entered into the articles of agreement pursuant to which Kwan On – U-Tech agreed to engage U-Tech as a subcontractor to perform water mains rehabilitation in Shatin and Sai Kung at approximately HK\$33.8 million (subject to adjustment) on a back to back basis as required under the main contract entered into between Kwan On – U-Tech and WSD for project 10/WSD/10. The subcontract sum shall be payable by Kwan On – U-Tech to U-Tech in stages in accordance with the terms of the articles of agreement and based on the value of work done measured (the “**10/WSD/10 Subcontracting Arrangement**”); and

The total contract sum under the 10/WSD/10 Subcontracting Arrangement was determined based on the schedule of rates agreed by Kwan On – U-Tech and U-Tech by reference to the prevailing market rates. The contract sum paid by Kwan On – U-Tech to U-Tech under the 10/WSD/10 Subcontracting Arrangement for the Reporting Year amounted to approximately HK\$3,862,000 (2021: HK\$408,000).

The Directors, including the Independent Non-executive Directors, consider that all the continuing connected transactions between the Group and a connected person at the subsidiary level above are conducted on normal commercial terms and are fair and reasonable and in the interests of the Company and the Shareholders of the Company as a whole and are in the ordinary and usual course of the business.

PERMITTED INDEMNITY PROVISION

A permitted indemnity provision for the benefit of the Directors is currently in force and was in force throughout the Reporting Year. The Company has taken out and maintained appropriate insurance cover in respect of potential legal actions against its Directors.

EQUITY-LINK AGREEMENTS

Save as disclosed in this annual report relating to share option scheme, no equity-link agreement have been entered into during the Reporting Year or subsisted at the end of the Reporting Year.

CONTROLLING SHAREHOLDERS’ INTERESTS IN CONTRACTS

Neither the Company nor any of its subsidiaries had entered into any contract of significance with the Company’s controlling shareholders or their subsidiaries, or any contract of significance for the provision of services to the Company or any of its subsidiaries by the Company’s controlling shareholders or their subsidiaries, during the year.

MANAGEMENT CONTRACTS

No contracts concerning the management and administration of the whole or any substantial part of the business of the Company were entered into or existed during the Reporting Year.

REPORT OF THE DIRECTORS

EMPLOYEES AND REMUNERATION POLICIES

The employees and remuneration policies of the Group during the Reporting Year is set out in the subsection headed “Employees and Remuneration Policies” on page 17 of this annual report. The content is part of the Management Discussion and Analysis.

There is no service contract, which is not determinable by the Group within one year without payment of compensation (other than statutory compensation) of any director.

ARRANGEMENTS TO PURCHASE SHARES OR DEBENTURES

Other than shareholdings disclosed above, at no time during the Reporting Year was the Company or any of its subsidiaries a party to any arrangements to enable the Directors of the Company to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate.

AUDIT COMMITTEE

The Audit Committee has reviewed together with the management and external auditor the accounting principles and policies adopted by the Group, discussed internal controls, risk management and financial reporting matters and the audited consolidated financial statements for the Reporting Year.

AUDITORS

The consolidated financial statements for the year have been audited by PKF Hong Kong Limited (“**PKF**”). A resolution will be submitted to the forthcoming annual general meeting of the Company to reappoint PKF as auditor of the Company.

Messrs. SHINEWING (HK) CPA Limited (“**Shinewing**”) resigned as the auditor of the Company with effect from 30 March 2020, and PKF has been appointed as the auditor of the Company with effect from 30 March 2020 to fill in the vacancy following the resignation of Shinewing. The Board confirmed that there was no disagreement between Shinewing and the Company. Save as discussed above, there was no other change in the auditor of the Company in the last three years.

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

The Environmental, Social and Governance Report of the Company prepared in accordance with Appendix 27 to the Listing Rules will be published within five months after the end of the financial year on the websites of the Company and the Stock Exchange.

REPORT OF THE DIRECTORS

CLOSURE OF REGISTER OF MEMBERS

The annual general meeting of the Company is scheduled to be held on Wednesday, 28 September 2022. For determining the entitlement to attend and vote at the annual general meeting, the register of members of the Company will be closed from Monday, 19 September 2022 to Wednesday, 28 September 2022 (both days inclusive), during which period no share transfers will be registered.

In order to be eligible to attend and vote at the annual general meeting, all transfer forms accompanied by relevant share certificates must be lodged with Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong by no later than 4:30 p.m. on Friday, 16 September 2022.

On behalf of the Board

Chen Zhenghua

Chairman

Hong Kong, 28 June 2022

INDEPENDENT AUDITOR'S REPORT

大信梁學濂(香港)會計師事務所有限公司

PKF

Accountants &
business advisers

26/F, Citicorp Centre
18 Whitfield Road
Causeway Bay
Hong Kong

INDEPENDENT AUDITOR'S REPORT TO THE SHAREHOLDERS OF KWAN ON HOLDINGS LIMITED

均安控股有限公司

(incorporated in the Cayman Islands with limited liability)

Opinion

We have audited the consolidated financial statements of Kwan On Holdings Limited (the “**Company**”) and its subsidiaries (hereinafter collectively referred to as the “**Group**”) set out on pages 53 to 153, which comprise the consolidated statement of financial position as at 31 March 2022, and the consolidated statement of profit or loss and other comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at 31 March 2022, and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards (“**HKFRSs**”) issued by the Hong Kong Institute of Certified Public Accountants (the “**HKICPA**”) and have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

Basis for Opinion

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

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

INDEPENDENT AUDITOR'S REPORT

Accounting measurement for construction contracts

Refer to Note 6 to the consolidated financial statements and the accounting policies on pages 71 to 74.

The key audit matter

During the year ended 31 March 2022, the Group has recognised contract revenue from construction works of approximately HK\$335,347,000. Such revenue was recognised over time based on the progress measured using an input method – based on the Group's efforts or inputs to the satisfaction of a performance obligation relative to the total expected inputs to the satisfaction of that performance obligation of the construction services which involves significant management judgment and estimation. Management estimates the budgeted costs at the commencement of the contracts and regularly assesses the progress of construction works as well as the financial impact of scope changes, claims, disputes and liquidation damages. The management's estimation of costs as well as the progress of related construction works requires significant judgement and has a significant impact on the amount and timing of revenue recognised.

How the matter was addressed in our audit

Our audit procedures performed in relation to management's accounting measurement for construction contracts included:

- understanding the key internal controls over revenue recognition;
- assessing the appropriateness of the Group's revenue recognition policy under the requirements of HKFRS 15 by inspecting a sample of representative contracts with customers;
- agreeing the total budgeted contract revenue to the contracts and variation orders or other correspondences and discussing with the project managers of the Group to evaluate the reasonableness of their estimated total budgeted contract revenue based on the size and complexity of the contracts, on a sample basis;
- discussing with the project managers of the Group to evaluate the reasonableness of their estimated total budgeted contract costs, taking into account of factors including the profit margin of similar projects, and understanding the status of completion, on a sample basis;
- selecting a sample of incomplete contracts as at year end and checking calculation of significant components of budgeted contract costs and actual contract costs to supporting documents;
- verifying the reasonableness of estimated total budgeted contract costs by matching against the latest costs quotations provided by suppliers or vendors, on a sample basis; and
- re-calculating on a sample basis the calculation of revenue recognised during the year based on the input method.

INDEPENDENT AUDITOR'S REPORT

Assessment of the net realisable value of the inventories

Refer to Note 18 to the consolidated financial statements and the accounting policies on page 81.

The key audit matter

As at 31 March 2022, the Group had inventories which are property under development for sale on two parcels of freehold land located in the Republic of the Philippines.

The inventories are stated at the lower of cost and net realisable value. The determination of the net realisable value of inventories requires estimations, including expected future selling prices and costs necessary to complete the sale of these inventories, and is assessed by the management with reference to the independent valuations carried out by an external property valuer.

We identified the assessment of the net realisable value of the inventories as a key audit matter because of the significance of these inventories to the Group's total assets and because the assessment of net realisable value is inherently subjective and requires significant management judgement and estimation in relation to estimating future selling prices and future construction costs which increases the risk of error or potential management bias.

How the matter was addressed in our audit

Our audit procedures performed in relation to management's assessment of the net realisable value of the inventories included:

- obtaining and inspecting managements' valuation assessments and the valuation report prepared by the external property valuer and on which the management's assessment of the net realisable value of the property under development for sale was based;
- assessing the external property valuer's qualification, experience and expertise in the properties being valued and considering their objectivity and independence; and
- discussing with management and the external property valuer their valuation methodologies; and assessing the key estimates and assumptions adopted in the valuation, including expected future selling prices and costs to completion, by comparing expected future selling prices to, where available, recently transacted prices for similar properties or the prices of comparable properties located in the vicinity of development, and publicly available construction cost information for properties of a similar nature and location.

INDEPENDENT AUDITOR'S REPORT

Other Information

The directors of the Company are responsible for the other information. The other information comprises all of the information included in the annual report other than the consolidated financial statements and our auditor's report thereon.

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

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Directors of the Company 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 of the Company determine is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, the directors of the Company 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 of the Company either intend to liquidate the Group or to cease operations, or have no realistic alternative but to do so.

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

INDEPENDENT AUDITOR'S REPORT

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion, solely to you, as a body, in accordance with our agreed terms of engagement, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with HKSA's will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with HKSA's, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors of the Company.
- Conclude on the appropriateness of the Company's 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.

INDEPENDENT AUDITOR'S REPORT

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements (Continued)

- 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.

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.

The engagement partner on the audit resulting in this independent auditor's report is Tan Yik Chung Wilson (Practising Certificate Number: P05103).

PKF Hong Kong Limited

Certified Public Accountants

Hong Kong
28 June 2022

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

For The Year Ended 31 March 2022

	Notes	2022 HK\$'000	2021 HK\$'000
Revenue	6	515,361	538,732
Cost of sales		(551,079)	(526,666)
Gross (loss)/profit		(35,718)	12,066
Other income	6	5,984	13,748
Other gain	6	2,913	2,806
Administrative expenses		(37,921)	(44,003)
Share of profit/(loss) of an associate		54	(36)
Finance costs	7	(6,310)	(6,979)
Loss before tax		(70,998)	(22,398)
Income tax credit/(expense)	8	2,144	(2,179)
Loss for the year	9	(68,854)	(24,577)
Other comprehensive (expense)/income			
<i>Item that will not be reclassified subsequently to profit or loss:</i>			
Fair value (loss)/gain on financial assets at fair value through other comprehensive income		(13,367)	21,204
		(13,367)	21,204
<i>Item that may be reclassified subsequently to profit or loss:</i>			
Exchange differences arising on translation of foreign operations		(12,789)	8,376
		(12,789)	8,376
Other comprehensive (expense)/income for the year		(26,156)	29,580
Total comprehensive (expense)/income for the year		(95,010)	5,003

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

For The Year Ended 31 March 2022

	Notes	2022 HK\$'000	2021 HK\$'000
Loss for the year attributable to:			
Owners of the Company		(67,965)	(24,405)
Non-controlling interests		(889)	(172)
		<u>(68,854)</u>	<u>(24,577)</u>
Total comprehensive (expense) /income for the year attributable to:			
Owners of the Company		(94,174)	5,184
Non-controlling interests		(836)	(181)
		<u>(95,010)</u>	<u>5,003</u>
Loss per share			
Basic and diluted (HK cents)	13	<u>(4.29)</u>	<u>(1.54)</u>

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

As at 31 March 2022

	Notes	2022 HK\$'000	2021 HK\$'000
Non-current assets			
Property, plant and equipment	14	42,680	48,378
Right-of-use assets	15	13,916	14,560
Interests in associates	16	68	–
Financial assets at fair value through other comprehensive income	17	27,600	43,240
Other receivables	19	6,676	28,531
		<u>90,940</u>	<u>134,709</u>
Current assets			
Inventories	18	167,929	174,078
Trade and other receivables	19	184,729	166,836
Contract assets	20	133,832	223,103
Amount due from a related company	21	–	1,211
Amount due from an associate	22	–	27,878
Amounts due from other partners of joint operations	29	–	209
Pledged bank deposits	23	82,157	58,612
Bank balances and cash	23	149,353	172,429
		<u>718,000</u>	<u>824,356</u>
Current liabilities			
Contract liabilities	20	15,509	79,409
Trade and other payables	24	81,958	103,129
Amount due to a related company	21	15,969	–
Amount due to an associate	22	24	–
Amounts due to other partners of joint operations	29	10,685	4,369
Bank borrowings	25	199,706	173,764
Lease liabilities	26	6,305	8,655
Income tax payable		5,588	2,320
		<u>335,744</u>	<u>371,646</u>
Net current assets		<u>382,256</u>	<u>452,710</u>
Total assets less current liabilities		<u>473,196</u>	<u>587,419</u>
Non-current liabilities			
Bank borrowings	25	36,136	54,013
Lease liabilities	26	8,334	6,950
Deferred tax liabilities	27	2,583	5,303
		<u>47,053</u>	<u>66,266</u>
NET ASSETS		<u>426,143</u>	<u>521,153</u>

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

As at 31 March 2022

	Note	2022 HK\$'000	2021 HK\$'000
Capital and Reserves			
Share capital	28	15,840	15,840
Reserves		411,687	505,861
Equity attributable to owners of the Company		427,527	521,701
Non-controlling interests		(1,384)	(548)
TOTAL EQUITY		426,143	521,153

The consolidated financial statements on pages 53 to 153 were approved and authorised for issue by the board of directors on 28 June 2022 and are signed on its behalf by:

Mr. Zhang Fangbing

Director

Mr. Chen Zhenghua

Director

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For The Year Ended 31 March 2022

	Attributable to owners of the Company								Non-controlling		Total
	Share capital	Share premium	Merger reserve	Translation reserve	Contributed surplus	Capital reserve	Revaluation reserve	Retained profits	Total	interests	
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
			(Note (a))		(Note (b))	(Note (c))					
At 1 April 2020	15,840	355,478	9,755	3,241	22,968	12,544	(22,767)	119,458	516,517	(367)	516,150
Loss for the year	-	-	-	-	-	-	-	(24,405)	(24,405)	(172)	(24,577)
Other comprehensive income for the year	-	-	-	8,385	-	-	21,204	-	29,589	(9)	29,580
Total comprehensive income for the year	-	-	-	8,385	-	-	21,204	(24,405)	5,184	(181)	5,003
At 31 March 2021	<u>15,840</u>	<u>355,478</u>	<u>9,755</u>	<u>11,626</u>	<u>22,968</u>	<u>12,544</u>	<u>(1,563)</u>	<u>95,053</u>	<u>521,701</u>	<u>(548)</u>	<u>521,153</u>
	Attributable to owners of the Company								Non-controlling		Total
	Share capital	Share premium	Merger reserve	Translation reserve	Contributed surplus	Capital reserve	Revaluation reserve	Retained profits	Total	interests	
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
			(Note (a))		(Note (b))	(Note (c))					
At 1 April 2021	15,840	355,478	9,755	11,626	22,968	12,544	(1,563)	95,053	521,701	(548)	521,153
Loss for the year	-	-	-	-	-	-	-	(67,965)	(67,965)	(889)	(68,854)
Other comprehensive expense for the year	-	-	-	(12,842)	-	-	(13,367)	-	(26,209)	53	(26,156)
Total comprehensive expense for the year	-	-	-	(12,842)	-	-	(13,367)	(67,965)	(94,174)	(836)	(95,010)
At 31 March 2022	<u>15,840</u>	<u>355,478</u>	<u>9,755</u>	<u>(1,216)</u>	<u>22,968</u>	<u>12,544</u>	<u>(14,930)</u>	<u>27,088</u>	<u>427,527</u>	<u>(1,384)</u>	<u>426,143</u>

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For The Year Ended 31 March 2022

Notes:

- (a) The merger reserve of the Group represents the difference between the investment costs in subsidiaries and the nominal value of the issued share capital of the Group's subsidiaries.
- (b) Contributed surplus of approximately HK\$22,968,000 represents the excess of the carrying amount of the Company's share of equity value of a subsidiary acquired and the nominal amount of the Company's shares issued for such acquisition at the time of the group reorganisation which were completed on 16 March 2015.
- (c) The capital reserve arose from capital contribution from equity holders resulted from the events set out below:
 - (i) Pursuant to a written confirmation on 23 March 2015, two of the Company's shareholders, Fortune Decade Investments Limited ("**Fortune Decade**") and Twilight Treasure Limited ("**Twilight Treasure**"), agreed to bear the listing expenses in connection with 120,000,000 sales shares sold through the placing of the Company's shares took place during the year ended 31 March 2015 and reimburse their share of these expenses to the Company upon the listing of shares of the Company on the GEM of The Stock Exchange of Hong Kong Limited. The reimbursement of approximately HK\$7,453,000 by these shareholders in their capacity as shareholders was accounted for as capital contribution to the Company; and
 - (ii) The shareholders of certain subsidiaries of the Company agreed to repay the dividends previously received by them by the way of set-off against their respective amounts receivable from those subsidiaries of the Group. Such repayment of dividends was accounted for as capital contribution to the Group.

CONSOLIDATED STATEMENT OF CASH FLOWS

For The Year Ended 31 March 2022

	2022 HK\$'000	2021 HK\$'000
OPERATING ACTIVITIES		
Loss before tax	(70,998)	(22,398)
Adjustments for:		
Depreciation of property, plant and equipment	7,468	7,170
Depreciation of right-of-use assets	9,495	8,031
Finance costs	6,310	6,979
(Reversal of)/provision for impairment loss of other receivables under ECL model	(774)	1,832
Reversal of impairment loss of contract assets under ECL model	–	(20)
Interest income	(3,471)	(5,566)
Gain on disposal of property, plant and equipment	(1,008)	(566)
Gain on lease modification	(21)	–
Share of (profit)/loss of an associate	(54)	36
Effect of foreign exchange rate change	(1,377)	31
Operating cash flows before movements in working capital	(54,430)	(4,471)
Increase in inventories	(525)	–
Decrease in trade and other receivables	1,733	40,731
Decrease/(increase) in contract assets	89,271	(133)
Decrease/(increase) in amount due from a related company	1,211	(1,211)
Decrease in amount due from an associate	29,117	41,428
Decrease in amounts due from other partners of joint operations	209	2,975
Increase in pledged bank deposits	(23,545)	(14,867)
(Decrease)/increase in contract liabilities	(63,900)	58,111
(Decrease)/increase in trade and other payables	(21,171)	99
Increase in amount due to a related company	15,969	–
Increase in amount due to an associate	24	–
Increase/(decrease) in amounts due to other partners of joint operations	6,316	(6,758)
Cash (used in)/generated from operations	(19,721)	115,904
Hong Kong profits tax refunded/(paid), net	2,689	(1,172)
NET CASH (USED IN)/GENERATED FROM OPERATING ACTIVITIES	(17,032)	114,732

CONSOLIDATED STATEMENT OF CASH FLOWS

For The Year Ended 31 March 2022

	2022 HK\$'000	2021 HK\$'000
INVESTING ACTIVITIES		
Purchases of property, plant and equipment	(2,107)	(10,777)
Proceeds from disposal of property, plant and equipment	1,345	1,060
Interest received	3,471	5,566
	<u>2,709</u>	<u>(4,151)</u>
FINANCING ACTIVITIES		
New bank loans raised	548,063	359,592
Repayment of bank borrowings	(536,121)	(382,401)
Interest paid	(10,089)	(11,823)
Capital element of lease rentals paid	(9,796)	(7,829)
Interest element of lease rentals paid	(754)	(917)
	<u>(8,697)</u>	<u>(43,378)</u>
NET (DECREASE)/INCREASE IN CASH AND CASH EQUIVALENTS	(23,020)	67,203
CASH AND CASH EQUIVALENTS AT BEGINNING OF THE YEAR	172,429	105,215
EFFECT OF FOREIGN EXCHANGE RATE CHANGES, NET	(56)	11
	<u>149,353</u>	<u>172,429</u>
CASH AND CASH EQUIVALENTS AT END OF THE YEAR	149,353	172,429
ANALYSIS OF BALANCES OF CASH AND CASH EQUIVALENTS		
Bank balances and cash	<u>149,353</u>	<u>172,429</u>

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For The Year Ended 31 March 2022

1. GENERAL INFORMATION

Kwan On Holdings Limited (the “**Company**”) was incorporated in the Cayman Islands on 6 December 2012 as an exempted company with limited liability under the Companies Law (2004 revision) Chapter 22 of the Cayman Islands and its shares are listed on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

The registered office of the Company is located at the offices of Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman KY1-1111, the Cayman Islands. The principal place of business is Unit 3401, 118 Connaught Road West, Hong Kong.

The Company is an investment holding company and its subsidiaries (together referred to as the “**Group**”) are principally engaged in the construction related business, property development in Hong Kong and Southeast Asia and trading of construction and chemical materials.

The consolidated financial statements are presented in Hong Kong dollars (“**HK\$**”), which is also the functional currency of the Company, and all values are rounded to the nearest thousands, except when otherwise indicated.

2. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (“**HKFRSs**”)

Amendments to HKFRSs that are mandatorily effective for the current year

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

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

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

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For The Year Ended 31 March 2022

2. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (CONTINUED)

New and amendments to HKFRSs in issue but not yet effective

The Group has not early applied the following new and amendments to HKFRSs that have been issued but are not yet effective.

HKFRS 17	Insurance Contracts and the related Amendments ²
Amendments to HKFRS 3	Reference to the Conceptual Framework ¹
Amendments to HKFRS 10 and HKAS 28	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture ³
Amendments to HKAS 1	Classification of Liabilities as Current or Non-current and related amendments to Hong Kong Interpretation 5 (2020) ²
Amendments to HKAS 1 and HKFRS Practice Statement 2	Disclosure of Accounting Policies ²
Amendments to HKAS 8	Definition of Accounting Estimates ²
Amendments to HKAS 12	Deferred Tax related to Assets and Liabilities arising from a Single Transaction ²
Amendments to HKAS 16	Property, Plant and Equipment – Proceeds before Intended Use ¹
Amendments to HKAS 37	Onerous Contracts – Cost of Fulfilling a Contract ¹
Amendments to HKFRSs	Annual Improvements to HKFRSs 2018-2020 ¹

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

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

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

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

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For The Year Ended 31 March 2022

2. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (CONTINUED)

Amendments to HKFRS 3 “Reference to the Conceptual Framework”

The amendments:

- update a reference in HKFRS 3 “Business Combinations” so that it refers to the Conceptual Framework for Financial Reporting 2018 issued in June 2018 (the “**Conceptual Framework**”) instead of Framework for the Preparation and Presentation of Financial Statements (replaced by the Conceptual Framework for Financial Reporting 2010 issued in October 2010);
- add a requirement that, for transactions and other events within the scope of HKAS 37 “Provisions, Contingent Liabilities and Contingent Assets” or HK(IFRIC)-Int 21 “Levies”, an acquirer applies HKAS 37 or HK(IFRIC)-Int 21 instead of the Conceptual Framework to identify the liabilities it has assumed in a business combination; and
- add an explicit statement that an acquirer does not recognise contingent assets acquired in a business combination.

The Group will apply the amendments prospectively to business combinations for which the date of acquisition is on or after the beginning of the first annual period beginning on or after 1 April 2022. The application of the amendments is not expected to have significant impact on the financial position and performance of the Group.

Amendments to HKFRS 10 and HKAS 28 “Sale or Contribution of Assets between an Investor and its Associate or Joint Venture”

The amendments to HKFRS 10 “Consolidated Financial Statements” and HKAS 28 “Investments in Associates and Joint Ventures” deal with situations where there is a sale or contribution of assets between an investor and its associate or joint venture. Specifically, the amendments state that gains or losses resulting from the loss of control of a subsidiary that does not contain a business in a transaction with an associate or a joint venture that is accounted for using the equity method, are recognised in the parent’s profit or loss only to the extent of the unrelated investors’ interests in that associate or joint venture. Similarly, gains and losses resulting from the remeasurement of investments retained in any former subsidiary (that has become an associate or a joint venture that is accounted for using the equity method) to fair value are recognised in the former parent’s profit or loss only to the extent of the unrelated investors’ interests in the new associate or joint venture.

The application of the amendments is not expected to have significant impact on the financial position and performance of the Group.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For The Year Ended 31 March 2022

2. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (CONTINUED)

Amendments to HKAS 1 “Classification of Liabilities as Current or Non-current and related amendments to Hong Kong Interpretation 5 (2020)”

The amendments provide clarification and additional guidance on the assessment of right to defer settlement for at least twelve months from reporting date for classification of liabilities as current or non-current, which:

- specify that the classification of liabilities as current or non-current should be based on rights that are in existence at the end of the reporting period. Specifically, the amendments clarify that:
 - (i) the classification should not be affected by management intentions or expectations to settle the liability within 12 months; and
 - (ii) if the right is conditional on the compliance with covenants, the right exists if the conditions are met at the end of the reporting period, even if the lender does not test compliance until a later date; and
- clarify that if a liability has terms that could, at the option of the counterparty, result in its settlement by the transfer of the entity’s own equity instruments, these terms do not affect its classification as current or non-current only if the entity recognises the option separately as an equity instrument applying HKAS 32 Financial Instruments: Presentation.

In addition, Hong Kong Interpretation 5 was revised as a consequence of the Amendments to HKAS 1 to align the corresponding wordings with no change in conclusion.

Based on the Group’s outstanding liabilities as at 31 March 2022, the application of the amendments will not result in reclassification of the Group’s liabilities.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For The Year Ended 31 March 2022

2. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (CONTINUED)

Amendments to HKAS 1 and HKFRS Practice Statement 2 “Disclosure of Accounting Policies”

HKAS 1 is amended to replace all instances of the term “significant accounting policies” with “material accounting policy information”. Accounting policy information is material if, when considered together with other information included in an entity’s financial statements, it can reasonably be expected to influence decisions that the primary users of general purpose financial statements make on the basis of those financial statements.

The amendments also clarify that accounting policy information may be material because of the nature of the related transactions, other events or conditions, even if the amounts are immaterial. However, not all accounting policy information relating to material transactions, other events or conditions is itself material. If an entity chooses to disclose immaterial accounting policy information, such information must not obscure material accounting policy information.

HKFRS Practice Statement 2 “Making Materiality Judgements” (the “**Practice Statement**”) is also amended to illustrate how an entity applies the “four-step materiality process” to accounting policy disclosures and to judge whether information about an accounting policy is material to its financial statements. Guidance and examples are added to the Practice Statement.

The application of the amendments is not expected to have significant impact on the financial position or performance of the Group but may affect the disclosures of the Group’s significant accounting policies. The impacts of application, if any, will be disclosed in the Group’s future consolidated financial statements.

Amendments to HKAS 8 “Definition of Accounting Estimates”

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

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

The application of the amendments is not expected to have significant impact on the Group’s consolidated financial statements.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For The Year Ended 31 March 2022

2. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (CONTINUED)

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

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

As disclosed in note 3 to the consolidated financial statements, for leasing transactions in which the tax deductions are attributable to the lease liabilities, the Group applies HKAS 12 requirements to the relevant assets and liabilities separately. Temporary differences on initial recognition of the relevant assets and liabilities are not recognised due to application of the initial recognition exemption.

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

In addition, the Group will recognise a deferred tax asset (to the extent that it is probable that taxable profit will be available against which the deductible temporary difference can be utilised) and a deferred tax liability for all deductible and taxable temporary differences associated with the provisions for decommissioning and restoration and the corresponding amounts recognised as part of the cost of the related assets.

The amendments are effective for annual reporting periods beginning on or after 1 April 2023, with early application permitted. As at 31 March 2022, the carrying amounts of right-of-use assets and lease liabilities which are subject to the amendments amounted to HK\$13,916,000 and HK\$14,639,000 respectively. The Group is still in the process of assessing the full impact of the application of the amendments. The cumulative effect of initially applying the amendments will be recognised as an adjustment to the opening balance of retained earnings (or other component of equity, as appropriate) at the beginning of the earliest comparative period presented.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For The Year Ended 31 March 2022

2. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (CONTINUED)

Amendments to HKAS 37 “Onerous Contracts – Cost of Fulfilling a Contract”

The amendments specify that, when an entity assesses whether a contract is onerous in accordance with HKAS 37 Provisions, Contingent Liabilities and Contingent Assets, the unavoidable costs under the contract should reflect the least net cost of exiting from the contract, which is the lower of the cost of fulfilling it and any compensation or penalties arising from failure to fulfil it. Costs of fulfilling the contract include incremental costs and an allocation of other costs that relate directly to fulfilling contracts (for example, an allocation of the depreciation charge for an item of property, plant and equipment used in fulfilling the contract).

The amendments are applicable to contracts for which the Group has not yet fulfilled all its obligations as at the date of initial application.

The application of the amendments is not expected to have significant impact on the financial position and performance of the Group.

3. SIGNIFICANT ACCOUNTING POLICIES

The consolidated financial statements have been prepared in accordance with HKFRSs issued by the HKICPA. In addition, the consolidated financial statements include applicable disclosures required by the Rules Governing the Listing of Securities on Stock Exchange and by the Hong Kong Companies Ordinance.

The consolidated financial statements have been prepared on the historical cost basis except for certain financial instruments that are measured at fair values as explained in the accounting policies set out below.

Historical cost is generally based on the fair value of the consideration given in exchange for goods and services.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants in the principal (or most advantageous) market at the measurement date under current market conditions (i.e. an exit price) regardless of whether that price is directly observable or estimated using another valuation technique.

The principal accounting policies are set out below.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For The Year Ended 31 March 2022

3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Basis of consolidation

The consolidated financial statements incorporate the financial statements of the Company and entities controlled by the Company (i.e. its subsidiaries).

Control is achieved where the Group has: (i) the power over the investee; (ii) exposure, or rights, to variable returns from its involvement with the investee; and (iii) the ability to use its power over the investee to affect the amount of the Group's returns. When the Group has less than a majority of the voting rights of an investee, power over the investee may be obtained through: (i) a contractual arrangement with other vote holders; (ii) rights arising from other contractual arrangements; (iii) the Group's voting rights and potential voting rights; or (iv) a combination of the above, based on all relevant facts and circumstances.

The Company reassesses whether it controls an investee if facts and circumstances indicate that there are changes to one or more of these elements of control stated above.

Consolidation of a subsidiary begins when the Group obtains control of the subsidiary and ceases when the Group loses control of the subsidiary.

Income and expenses of subsidiaries are included in the consolidated statement of profit or loss and other comprehensive income from the date the Group gains control until the date when the Group ceases to control the subsidiary.

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 of subsidiaries is attributed to the owners of the Company and to the non-controlling interests even if this results in the non-controlling interests having a deficit balance. All intra-group assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

Interests in associates

An associate is an entity over which the Group has significant influence. Significant influence is the power to participate in the financial and operating policy decisions of the investee but is not control or joint control of those policies.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For The Year Ended 31 March 2022

3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Interests in associates (Continued)

The Group's investments in associates are accounted for in the consolidated financial statements using the equity method. Under the equity method, investments in associates are initially recognised at cost. The Group's share of the profit or loss and changes in the other comprehensive income of the associates are recognised in profit or loss and other comprehensive income respectively after the date of acquisition. If the Group's share of losses of an associate equals or exceeds its interest in the associate, which determined using the equity method together with any long-term interests that, in substance, form part of the Group's net investment in the associate, the Group discontinues recognising its share of further losses. Additional losses are provided for, and a liability is recognised, only to the extent that the Group has incurred legal or constructive obligations or made payments on behalf of the associate.

If an associate uses accounting policies other than those of the Group for like transactions and events in similar circumstances, adjustments are made to make the associate's accounting policies conform to those of the Group when the associate's financial statements are used by the Group in applying the equity method.

An investment in an associate is accounted for using the equity method from the date on which the investee becomes an associate. On acquisition of the investment, any excess of the cost of acquisition over the Group's share of the net fair value of the identifiable assets and liabilities of the associate is recognised as goodwill and is included in the carrying amount of the investment.

Any excess of the Group's share of the net fair value of the identifiable assets and liabilities over the cost of acquisition, after reassessment, is recognised in profit or loss in the period in which the investment is acquired.

After application of the equity method, including recognising the associate's losses (if any), the Group determines whether it is necessary to recognise any additional impairment loss with respect to its investment in the associate. Goodwill that forms part of the carrying amount of an investment in an associate is not separately recognised. The entire carrying amount of the investment (including goodwill) is tested for impairment as a single asset by comparing its recoverable amount (higher of value in use and fair value less costs of disposal) with its carrying amount. Any impairment loss recognised forms part of the carrying amount of the investment in the associate. Any reversal of that impairment loss is recognised to the extent that the recoverable amount of the investment subsequently increases.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For The Year Ended 31 March 2022

3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Interests in associates (Continued)

When the investment ceases to be an associate upon the Group losing significant influence over the associate, the Group discontinues to apply equity method and any retained interest is measured at fair value at that date which is regarded as its fair value on initial recognition as a financial asset in accordance with HKAS 39. Any difference between the fair value of any retained interest and any proceeds from disposing of a part interest in the associate and the carrying amount of the investment at the date the equity method was discontinued is recognised in profit or loss. Any amount previously recognised in other comprehensive income in relation to that investment is reclassified to profit or loss or retained earnings on the same basis as it would have been required if the investee had directly disposed of the related assets or liabilities.

When the Group's ownership interest in an associate is reduced, but the Group continues to apply the equity method, the proportion of the gain or loss that had previously been recognised in other comprehensive income relating to that reduction in ownership interest is reclassified to profit or loss if that gain or loss would be required to be reclassified to profit or loss on the disposal of the related assets or liabilities.

Gains and losses resulting from transactions between the Group and its associate are recognised in consolidated financial statements only to the extent of unrelated investors' interests in the associate. The Group's share in the associate's gains or losses resulting from these transactions is eliminated.

Interests in joint operations

A joint operation is a joint arrangement whereby the parties that have joint control of the arrangement have rights to the assets, and obligations for the liabilities, relating to the joint arrangement. Joint control is the contractually agreed sharing of control of an arrangement, which exists only when decisions about the relevant activities require unanimous consent of the parties sharing control.

The Group accounts for the assets, liabilities, revenues and expenses relating to its interest in a joint operation in accordance with the HKFRSs applicable to the particular assets, liabilities, revenues and expenses.

When a group entity transacts with a joint operation in which a group entity is a joint operator (such as a sale or contribution of assets), the Group is considered to be conducting the transaction with the other parties to the joint operation, and gains and losses resulting from the transaction are recognised in the Group's consolidated financial statements only to the extent of other parties' interests in the joint operation.

When a group entity transacts with a joint operation in which a group entity is a joint operator (such as a purchase of assets), the Group does not recognise its share of the gains and losses until it resells those assets to a third party.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For The Year Ended 31 March 2022

3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Revenue recognition

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

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

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

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

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

Contract assets and contract liabilities

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

A contract liability represents the Group’s obligation to transfer goods or services to a customer for which the Group has received consideration (or an amount of consideration is due) from the customer. A contract liability would also be recognised if the Group has an unconditional right to receive consideration before the Group recognises the related revenue. In such cases, a corresponding receivable would also be recognised.

For a single contract with the customer, either a net contract asset or a net contract liability is presented. For multiple contracts, contract assets and contract liabilities of unrelated contracts are not presented on a net basis.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For The Year Ended 31 March 2022

3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Revenue recognition (Continued)

Construction contracts

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

When the outcome of a construction contract can be reasonably measured, revenue from the contract is recognised over time using the cost-to-cost method, i.e. based on the proportion of the actual costs incurred relative to the estimated total costs. When the outcome of the contract cannot be reasonably measured, revenue is recognised only to the extent of contract costs incurred that are expected to be recovered.

If at any time the costs to complete the contract are estimated to exceed the remaining amount of the consideration under the contract, then a provision is recognised in accordance with an onerous contract. An onerous contract exists when the Group has a contract under which the unavoidable costs of meeting the obligations under the contract exceed the economic benefits expected to be received from the contract. Provisions for onerous contracts are measured at the present value of the lower of the expected cost of terminating the contract and the net cost of continuing with the contract.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For The Year Ended 31 March 2022

3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Revenue recognition (Continued)

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

Input method

The progress towards complete satisfaction of a performance obligation is measured based on input method, which is to recognise revenue on the basis of the Group's efforts or inputs to the satisfaction of a performance obligation relative to the total expected inputs to the satisfaction of that performance obligation, that best depict the Group's performance in transferring control of goods or services.

Contract costs

The Group incurs costs (including labour costs, utility expenses, materials and consumables and others) to fulfill a contract in its construction contracts. The Group first assesses whether these costs qualify for recognition as an asset in terms of other relevant standards, failing which it recognised an asset for these costs only if they meet all of the following criteria:

- the costs relate directly to a contract or to an anticipated contract that the Group can specifically identify;
- the costs generate or enhance resources of the Group that will be used in satisfying (or in continuing to satisfy) performance obligations in the future; and
- the costs are expected to be recovered.

The asset so recognised is subsequently amortised to profit or loss on a systematic basis that is consistent with the transfer to the customer of the goods or services to which the assets relate.

Capitalised contract costs are stated at cost less accumulated amortisation and impairment losses. Impairment losses are recognised to the extent that the carrying amount of the contract cost asset exceeds the net of (i) remaining amount of consideration that the Group expects to receive in exchange for the goods or services to which the asset relates, less (ii) any costs that relate directly to providing those goods or services that have not yet been recognised as expenses.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For The Year Ended 31 March 2022

3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Revenue recognition (Continued)

Variable consideration

For contracts that contain variable consideration (variation order of construction work), the Group estimates the amount of consideration to which it will be entitled using either (a) the expected value method or (b) the most likely amount, depending on which method better predicts the amount of consideration to which the Group will be entitled.

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

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

Property, plant and equipment

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

Depreciation is recognised so as to allocate the cost of items of property, plant and equipment less their residual values over their estimated useful lives, using the straight-line method. The estimated useful lives, residual values and depreciation method are reviewed at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis.

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

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For The Year Ended 31 March 2022

3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Impairment of tangible assets

At the end of the reporting period, the Group reviews the carrying amounts of its tangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss, if any.

When it is not possible to estimate the recoverable amount of an individual asset, the Group estimates the recoverable amount of the cash-generating unit to which the asset belongs. When a reasonable and consistent basis of allocation can be identified, corporate assets are also allocated to individual cash-generating units, or otherwise they are allocated to the smallest group of cash-generating units for which a reasonable and consistent allocation basis can be identified.

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

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 the cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognised immediately in profit or loss.

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

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For The Year Ended 31 March 2022

3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Leasing

Definition of a lease

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

The Group as lessee

The Group assesses whether a contract is or contains a lease, at inception of the contract. The Group recognises a right-of-use asset and a corresponding lease liability with respect to all lease arrangements in which it is the lessee, except for short-term leases (defined as leases with a lease term of 12 months or less) and leases of low value assets. For these leases, the Group recognises the lease payments as an operating expense on a straight-line basis over the term of the lease unless another systematic basis is more representative of the time pattern in which economic benefits from the leased assets are consumed.

Lease liabilities

At the commencement date of a lease, the Group recognises and measures lease liability at the present value of the lease payments that are not paid at that date. The lease payments are discounted by using the interest rate implicit in the lease. If this rate cannot be readily determined, the Group uses its incremental borrowing rate.

Lease payments included in the measurement of the lease liability comprise:

- fixed lease payments (including in-substance fixed payments), less any lease incentives receivable; and
- payments of penalties for terminating the lease, if the lease term reflects the Group exercising an option to terminate the lease.

The lease liability is presented as a separate line in the consolidated statement of financial position.

The lease liability is subsequently measured by increasing the carrying amount to reflect interest on the lease liability (using the effective interest method) and by reducing the carrying amount to reflect the lease payments made.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For The Year Ended 31 March 2022

3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Leasing (Continued)

Right-of-use assets

The right-of-use assets comprise the initial measurement of the corresponding lease liability, lease payments made at or before the commencement date and any initial direct costs, less lease incentives received. Whenever the Group incurs an obligation for costs to dismantle and remove a leased asset, restore the site on which it is located or restore the underlying asset to the condition required by the terms and conditions of the lease, provision is recognised and measured under HKAS 37 “Provision, Contingent Liabilities and Contingent Assets”. The costs are included in the related right-of-use asset, unless those costs are incurred to produce inventories.

Right-of-use assets are subsequently measured at cost less accumulated depreciation and impairment losses. They are depreciated over the shorter period of lease term and useful life of the underlying asset. The depreciation starts at the commencement date of the lease.

The Group’s right-of-use assets are not separately presented and are included in “property, plant and equipment” and “right-of-use assets” in the consolidated statement of financial position.

The Group applies HKAS 36 to determine whether a right-of-use asset is impaired and accounts for any identified impairment loss.

Refundable rental deposits

Refundable rental deposits paid are accounted under HKFRS 9 and initially measured at fair value. Adjustments to fair value at initial recognition are considered as additional lease payments and included in the cost of right-of-use assets.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For The Year Ended 31 March 2022

3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Leasehold land and building

When a lease includes both land and building elements, the Group assesses the classification of each element as a finance or an operating lease separately based on the assessment as to whether substantially all the risks and rewards incidental to ownership of each element have been transferred to the Group, unless it is clear that both elements are operating leases in which case the entire lease is classified as an operating lease. Specifically, the minimum lease payments (including any lump-sum upfront payments) are allocated between the land and the building elements in proportion to the relative fair values of the leasehold interests in the land element and building element of the lease at the inception of the lease.

To the extent the allocation of the lease payments can be made reliably, interest in leasehold land that is accounted for as an operating lease is presented as right-of-use assets in the consolidated statement of financial position and is amortised over the lease term on a straight-line basis. When the lease payments cannot be allocated reliably between the land and building elements, the entire lease is generally classified as a finance lease and accounted for as property, plant and equipment.

Foreign currencies

In preparing the financial statements of each individual group entity, transactions in currencies other than the functional currency of that entity (foreign currencies) are recorded in the respective functional currency (i.e. the currency of the primary economic environment in which the entity operates) at the rates of exchanges prevailing at the dates of the transactions. At the end of the reporting period, monetary items denominated in foreign currencies are retranslated at the rates prevailing at that date. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

Exchange differences arising on the settlement of monetary items, and on the retranslation of monetary items, are recognised in profit or loss in the period in which they arise.

For the purposes of presenting the consolidated financial statements, the assets and liabilities of the Group's foreign operations are translated into the presentation currency of the Group (i.e. Hong Kong dollars) using exchange rate prevailing at the end of the reporting period. Income and expenses items are translated at the average exchange rates for the year, unless exchange rates fluctuate significantly during the period, in which case, the exchange rates prevailing at the dates of the transactions are used. Exchange differences arising, if any, are recognised in other comprehensive income and accumulated in equity under the heading of translation reserve (attributed to non-controlling interests as appropriate).

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For The Year Ended 31 March 2022

3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Government grants

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

Government grants are recognised in profit or loss on a systematic basis over the periods in which the Group recognises as expenses the related costs for which the grants are intended to compensate. Specifically, government grants whose primary condition is that the Group should purchase, construct or otherwise acquire non-current assets are recognised as in the consolidated statement of financial position and transferred to profit or loss on a systematic and rational basis over the useful lives of the related assets.

Borrowing costs

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

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

Retirement benefits costs

Payments to the Mandatory Provident Fund Scheme for staff in Hong Kong and retirement pension schemes for staff other than in Hong Kong are recognised as an expense when employees have rendered service entitling them to the contributions.

Short-term and other long-term employee benefits

A liability is recognised for benefits accruing to employees in respect of wages and salaries, annual leave and sick leave in the period the related service is rendered at the undiscounted amount of the benefits expected to be paid in exchange for that service.

Liabilities recognised in respect of short-term employee benefits are measured at the undiscounted amount of the benefits expected to be paid in exchange for the related service.

Liabilities recognised in respect of other long-term employee benefits are measured at the present value of the estimated future cash outflows expected to be made by the Group in respect of services provided by employees up to the reporting date.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For The Year Ended 31 March 2022

3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Taxation

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

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

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

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

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

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

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For The Year Ended 31 March 2022

3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Taxation (Continued)

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

Current and deferred tax are recognised in profit or loss.

Cash and cash equivalents

Cash and cash equivalents comprise cash at banks and on hand, short-term deposits with banks and other financial institutions, and short-term, highly liquid investments that are readily convertible into known amounts of cash and which are subject to an insignificant risk of changes in value, having been within three months of maturity at acquisition. Bank overdrafts that are repayable on demand and form an integral part of the Group's cash management are also included as a component of cash and cash equivalents for the purpose of the consolidated statement of cash flows.

Investments in subsidiaries

Investments in subsidiaries are stated on the statement of financial position of the Company at cost less accumulated impairment loss, if any.

Properties under development

Properties under development are stated at the lower of cost and net realisable value. Net realisable value is determined by reference to the sale proceeds of properties sold in the ordinary course of business, less applicable variable selling expenses and the anticipated costs to completion, or by management estimates based on prevailing marketing conditions.

Development cost of properties comprises cost of land, construction costs and borrowing costs incurred during the construction period. Upon completion, the properties are transferred to completed properties held for sale.

Properties under development are classified as current assets when the construction of the relevant properties commences unless the construction period of the relevant property development project is expected to complete beyond normal operating cycle.

Costs to fulfil a contract comprise the development cost and land cost directly related to an existing contract that will be used to satisfy performance obligations in the future. The costs to fulfil a contract are recorded in properties under development if they are expected to be recovered. The amount is amortised on a systematic basis, consistent with the pattern of revenue recognition of the contract to which the asset relates.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For The Year Ended 31 March 2022

3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Financial instruments

Financial assets and financial liabilities are recognised when a group entity becomes a party to the contractual provisions of the instrument.

Financial assets and financial liabilities are initially measured at fair value except for trade receivables arising from customers which are initially measured in accordance with HKFRS 15. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets or financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in profit or loss.

Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss (“**FVTPL**”) are recognised immediately in profit or loss.

Financial assets

All regular way purchases or sales of financial assets are recognised and derecognised on a trade date basis. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the marketplace.

The classification of financial assets at initial recognition depends on the financial asset’s contractual cash flow characteristics and the Group’s business model for managing them.

Financial assets at amortised cost (debt instruments)

The Group measures financial assets subsequently at amortised cost if both of the following conditions are met:

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

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For The Year Ended 31 March 2022

3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Financial instruments (Continued)

Financial assets (Continued)

Financial assets at amortised cost (debt instruments) (Continued)

Financial assets at amortised cost are subsequently measured using the effective interest method and are subject to impairment.

(i) Amortised cost and effective interest method

The effective interest method is a method of calculating the amortised cost of a debt instrument and of allocating interest income over the relevant period.

For financial assets other than purchased or originated credit-impaired financial assets (i.e. assets that are credit-impaired on initial recognition), the effective interest rate is the rate that exactly discounts estimated future cash receipts (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) excluding expected credit losses (“ECL”), through the expected life of the debt instrument, or, where appropriate, a shorter period, to the gross carrying amount of the debt instrument on initial recognition. For purchased or originated credit-impaired financial assets, a credit-adjusted effective interest rate is calculated by discounting the estimated future cash flows, including ECL, to the amortised cost of the debt instrument on initial recognition.

The amortised cost of a financial asset is the amount at which the financial asset is measured at initial recognition minus the principal repayments, plus the cumulative amortisation using the effective interest method of any difference between that initial amount and the maturity amount, adjusted for any loss allowance. The gross carrying amount of a financial asset is the amortised cost of a financial asset before adjusting for any loss allowance.

Interest income is recognised using the effective interest method for debt instruments measured subsequently at amortised cost. For financial assets other than purchased or originated credit-impaired financial assets, interest income is calculated by applying the effective interest rate to the gross carrying amount of a financial asset, except for financial assets that have subsequently become credit-impaired (see below). For financial assets that have subsequently become credit-impaired, interest income is recognised by applying the effective interest rate to the amortised cost of the financial asset. If, in subsequent reporting periods, the credit risk on the credit-impaired financial instrument improves so that the financial asset is no longer credit-impaired, interest income is recognised by applying the effective interest rate to the gross carrying amount of the financial asset.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For The Year Ended 31 March 2022

3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Financial instruments (Continued)

Financial assets (Continued)

Financial assets at amortised cost (debt instruments) (Continued)

For purchased or originated credit-impaired financial assets, the Group recognises interest income by applying the credit-adjusted effective interest rate to the amortised cost of the financial asset from initial recognition. The calculation does not revert to the gross basis even if the credit risk of the financial asset subsequently improves so that the financial asset is no longer credit-impaired.

Interest income is recognised in profit or loss.

Equity instruments designated as at fair value through other comprehensive income (“FVTOCI”)

On initial recognition, the Group may make an irrevocable election (on an instrument-by-instrument basis) to designate investments in equity instruments as at FVTOCI. Designation at FVTOCI is not permitted if the equity investment is held for trading or if it is contingent consideration recognised by an acquirer in a business combination.

Investment in equity instruments at FVTOCI are initially measured at fair value plus transaction costs. Subsequently, they are measured at fair value with gains and losses arising from changes in fair value recognised in other comprehensive income and accumulated in the investment revaluation reserve. The cumulative gain or loss will not be reclassified to profit or loss on disposal of the equity investments, instead, they will be transferred to retained earnings.

Financial assets at FVTPL

Financial assets that do not meet the criteria for being measured at amortised cost or FVTOCI are measured at FVTPL. Specifically:

- Investments in equity instruments are classified as at FVTPL, unless the Group designates an equity investment that is neither held for trading nor a contingent consideration arising from a business combination as at FVTOCI on initial recognition.
- Debt instruments that do not meet the amortised cost criteria or the FVTOCI criteria are classified as at FVTPL. In addition, debt instruments that meet either the amortised cost criteria or the FVTOCI criteria may be designated as at FVTPL upon initial recognition if such designation eliminates or significantly reduces a measurement or recognition inconsistency that would arise from measuring assets or liabilities or recognising the gains and losses on them on different bases. The Group has not designated any debt instruments as at FVTPL.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For The Year Ended 31 March 2022

3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Financial instruments (Continued)

Financial assets (Continued)

Financial assets at FVTPL (Continued)

Financial assets at FVTPL are measured at fair value at the end of each reporting period, with any fair value gains or losses recognised in profit or loss to the extent they are not part of a designated hedging relationship. The net gain or loss recognised in profit or loss excludes any dividend or interest earned on the financial asset and is included in the “Loss arising from changes in fair value of financial assets at fair value through profit or loss” line item.

A financial asset is held for trading if:

- it has been acquired principally for the purpose of selling it in the near term; or
- on initial recognition, it is part of a portfolio of identified financial instruments that the Group manages together and has evidence of a recent actual pattern of short-term profit-taking; or
- it is a derivative (except for a derivative that is a financial guarantee contract or a designated and effective hedging instrument).

Impairment of financial assets

The Group recognises a loss allowance for ECL on financial assets which are subject to impairment under HKFRS 9 (including trade and other receivables, contract assets, amount due from a related company, amount due from an associate, amounts due from other partners of joint operations, pledged bank deposits and bank balances and cash) that are measured at amortised cost and also on financial guarantee contracts. The amount of ECL is updated at each reporting date to reflect changes in credit risk since initial recognition of the respective financial instrument.

Lifetime ECL represents the ECL that will result from all possible default events over the expected life of the relevant instrument (for stage 2 and stage 3). In contrast, 12-month ECL represents the portion of lifetime ECL that is expected to result from default events that are possible within 12 months after the reporting date (for stage 1). Assessment are done based on the Group’s historical credit loss experience, adjusted for factors that are specific to the debtors, general economic conditions and an assessment of both the current conditions at the reporting date as well as the forecast of future conditions.

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

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For The Year Ended 31 March 2022

3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Financial instruments (Continued)

Impairment of financial assets (Continued)

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

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

- an actual or expected significant deterioration in the financial instrument's external (if available) or internal credit rating;
- existing or forecast adverse changes in business, financial or economic conditions that are expected to cause a significant decrease in the debtor's ability to meet its debt obligations;
- an actual or expected significant deterioration in the operating results of the debtor;
- significant increases in credit risk on other financial instruments of the same debtor;
- an actual or expected significant adverse change in the regulatory, economic, or technological environment of the debtor that results in a significant decrease in the debtor's ability to meet its debt obligations.

Irrespective of the outcome of the above assessment, the Group presumes that the credit risk on a financial asset has increased significantly since initial recognition when contractual payments are more than 30 days past due, unless the Group has reasonable and supportable information that demonstrates otherwise.

Despite the foregoing, the Group assumes that the credit risk on a financial instrument has not increased significantly since initial recognition if the financial instrument is determined to have low credit risk at the reporting date. 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.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For The Year Ended 31 March 2022

3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Financial instruments (Continued)

Impairment of financial assets (Continued)

Significant increase in credit risk (Continued)

For financial guarantee contracts, the date that the Group becomes a party to the irrevocable commitment is considered to be the date of initial recognition for the purposes of assessing the financial instrument for impairment. In assessing whether there has been a significant increase in the credit risk since initial recognition of a financial guarantee contract, the Group considers the changes in the risk that the specified debtor will default on the contract.

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

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 receivables that meet either of the following criteria are generally not recoverable:

- when there is a breach of financial covenants by the debtor; or
- 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).

Irrespective of the above, 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

For The Year Ended 31 March 2022

3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Financial instruments (Continued)

Impairment of financial assets (Continued)

Credit-impaired financial assets

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 includes observable data about the following events:

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

Write-off policy

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

Measurement and recognition of ECL

The measurement of ECL is a function of the probability of default, loss given default (i.e. the magnitude of the loss if there is a default) and the exposure at default. The assessment of the probability of default and loss given default is based on historical data adjusted by forward-looking information as described above. As for the exposure at default, for financial assets, this is represented by the assets' gross carrying amount at the reporting date; for financial guarantee contracts, the exposure includes the amount drawn down as at the reporting date, together with any additional amounts expected to be drawn down in the future by default date determined based on historical trend, the Group's understanding of the specific future financing needs of the debtors, and other relevant forward-looking information.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For The Year Ended 31 March 2022

3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Financial instruments (Continued)

Impairment of financial assets (Continued)

Measurement and recognition of ECL (Continued)

For financial assets, the ECL is estimated as the difference between all contractual cash flows that are due to the Group in accordance with the contract and all the cash flows that the Group expects to receive, discounted at the original effective interest rate.

For a financial guarantee contract, as the Group is required to make payments only in the event of a default by the debtor in accordance with the terms of the instrument that is guaranteed, the expected loss allowance is the expected payments to reimburse the holder for a credit loss that it incurs less any amounts that the Group expects to receive from the holder, the debtor or any other party.

If the Group has measured the loss allowance for a financial instrument at an amount equal to lifetime ECL in the previous reporting period, but determines at the current reporting date that the conditions for lifetime ECL are no longer met, the Group measures the loss allowance at an amount equal to 12-month ECL at the current reporting date, except for assets for which simplified approach was used.

The Group recognises an impairment gain or loss in profit or loss for all financial instruments with a corresponding adjustment to their carrying amount through a loss allowance account.

Derecognition of financial assets

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

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

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For The Year Ended 31 March 2022

3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Financial instruments (Continued)

Financial liabilities and equity instruments

Classification as debt or equity

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

Equity instruments

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

Financial liabilities

All financial liabilities are subsequently measured at amortised cost using the effective interest method using the effective interest method.

Effective interest method

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

Derecognition

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

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For The Year Ended 31 March 2022

3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Fair value measurement

When measuring fair value, except for the Group's share-based payment transactions, leasing transactions, value in use of property, plant and equipment and intangible asset for the purpose of impairment assessment, the Group takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date.

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

The Group uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs. Specifically, the Group categorised the fair value measurements into three levels, based on the characteristics of inputs, as follow:

- Level 1 – Quoted (unadjusted) market prices in active markets for identical assets or liabilities.
- Level 2 – Valuation technique for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable.
- Level 3 – Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

At the end of the reporting period, the Group determines whether transfer occur between levels of the fair value hierarchy for assets and liabilities which are measured at fair value on recurring basis by reviewing their respective fair value measurement.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For The Year Ended 31 March 2022

4. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY

In the application of the Group's accounting policies, which are described in Note 3, the directors of the Company are required to make judgements, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

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

Critical judgements in applying the entity's accounting policies

The following are the critical judgments, apart from those involving estimation (see below), that the directors of the Company have made in the process of applying the Group's accounting policies and that have the most significant effect on the amounts recognised in consolidated financial statements.

Consolidation of Kwan On – U-Tech Joint Venture 1 (“Kwan On – U-Tech 1”)

The Group formed a legal joint venture, Kwan On – U-Tech 1, with an independent third party namely U-Tech Engineering Co. Ltd. (“**U-Tech**”), for the purpose of execution of a contract. The Group can appoint the majority of the board of directors of Kwan On – U-Tech 1 and thus direct its relevant activities. The Group shares 70% of the profits or losses of Kwan On – U-Tech 1. The directors of the Company have therefore determined the Group has control over Kwan On – U-Tech 1 and the Group's financial statements have consolidated the results of Kwan On – U-Tech 1.

Joint operations

The Group formed ten unincorporated joint ventures, Kwan On – U-Tech Joint Venture 2 (“**Kwan On – U-Tech 2**”), Kwan On – U-Tech Joint Venture 3 (“**Kwan On – U-Tech 3**”), Kwan On – U-Tech Joint Venture 4 (“**Kwan On – U-Tech 4**”), Kwan On – U-Tech Joint Venture 5 (“**Kwan On – U-Tech 5**”), Wing Lee – Univic Joint Venture, Kwan On – China Geo Joint Venture (“**Kwan On – China Geo**”), Kwan On – China Geo Joint Venture 2 (“**Kwan On – China Geo 2**”), Kwan On – China Geo Joint Venture 1 (“**KO-CG Joint Venture 1**”) and Kwan On – China Geo Joint Venture 2 (“**KO-CG Joint Venture 2**”) with three independent third parties namely U-Tech, Wing Lee (SK) Construction Co. Ltd. (“**Wing Lee**”) and China Geo-Engineering Corporation (“**China Geo**”) respectively, and Kwan On – Vernaltex Joint Venture with Vernaltex Company Limited (“**Vernaltex**”) for the purpose of execution of contracts.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For The Year Ended 31 March 2022

4. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY (CONTINUED)

Critical judgements in applying the entity's accounting policies (Continued)

Joint operations (Continued)

The Group and U-Tech jointly control over the relevant activities of Kwan On – U-Tech 2, Kwan On – U-Tech 3, Kwan On – U-Tech 4 and Kwan On – U-Tech 5. Under the joint venture agreements, the Group has participation share of 50%, 65%, 51% and 51% respectively to the surplus, loss, assets, liabilities, rights and obligations arising out of or in connection with the contract in Kwan On – U-Tech 2, Kwan On – U-Tech 3, Kwan On – U-Tech 4 and Kwan On – U-Tech 5. As decisions about the relevant activities require unanimous consent of both the Group and U-Tech, the directors of the Company have determined that the joint arrangements are joint operations.

The Group and Wing Lee jointly control over the relevant activities of Wing Lee – Univic Joint Venture. Under the joint venture agreement, the Group has participation share of 49% to the surplus, loss, assets, liabilities, rights and obligations arising out of or in connection with the contract in Wing Lee – Univic Joint Venture. As decisions about the relevant activities require unanimous consent of both the Group and Wing Lee, the directors of the Company have determined that the joint arrangement is a joint operation.

The Group and China Geo jointly control over the relevant activities of Kwan On – China Geo, Kwan On – China Geo 2, KO-CG Joint Venture 1 and KO-CG Joint Venture 2. Under the joint venture agreements, the Group has participation share of 51% to the surplus, loss, assets, liabilities, rights and obligations arising out of or in connection with the contract in Kwan On – China Geo, Kwan On – China Geo 2, KO-CG Joint Venture 1 and KO-CG Joint Venture 2. As decisions about the relevant activities require unanimous consent of both the Group and China Geo, the directors of the Company have determined that the joint arrangements are joint operations.

The Group and Vernaltex jointly control over the relevant activities of Kwan On – Vernaltex Joint Venture. Under the joint venture agreement, the Group has participation share of 51% to the surplus, loss, assets, liabilities, rights and obligations arising out of or in connection with the contract in Kwan On – Vernaltex Joint Venture. As decisions about the relevant activities require unanimous consent of both the Group and Vernaltex, the directors of the Company have determined that the joint arrangement is a joint operation.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For The Year Ended 31 March 2022

4. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY (CONTINUED)

Key sources of estimation uncertainty

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

Construction contracts revenue recognition

The Group recognises contract revenue and margin of a contract in relation to provision of construction and maintenance works on civil engineering contracts in respect of buildings, waterworks, site formation, road works and drainage and slope upgrading according to the management's estimation of the total outcome of the contract including the assessment of profitability of on-going construction contracts as well as the progress towards complete satisfaction of construction works of individual contract. Stage of completion was determined based on the proportion of contract costs incurred for works performed to date relative to the estimated total contract costs (input method). Estimation of proper margin involves the assessment of the completeness and accuracy of forecast costs to completion. Total contract costs are estimated by the management on the basis of quotations from time to time provided by the major contractors/suppliers/vendors involved and the past experience of similar projects. Notwithstanding that the 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 revenue and costs may be higher or lower than the estimates and this will affect the revenue and profit or loss recognised.

Income tax

As at 31 March 2022, no deferred tax asset has been recognised on the tax losses of approximately HK\$95,476,000 (2021: HK\$49,536,000) due to the unpredictability of future profit streams. The realisability of the deferred tax asset mainly depends on whether sufficient future profits or taxable temporary differences will be available in the future. In cases where the actual future profits generated are different from original estimates than expected, such differences will impact the recognition of deferred tax assets and income tax charges in the year in which circumstances are changed.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For The Year Ended 31 March 2022

4. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY (CONTINUED)

Key sources of estimation uncertainty (Continued)

Loss allowance for trade receivables and other receivables and contract assets

The loss allowance for trade receivables and other receivables and contract assets are based on assumptions about ECL. The Group uses judgement in making these assumptions and selecting the inputs to the loss allowance calculations, based on aging analysis and credit rating of individual debtor as well as the Group's historical experience and forward-looking information at the end of the reporting period. Changes in these assumptions and estimates could materially affect the result of the assessment and it may be necessary to make additional impairment loss charge to the consolidated statement of profit or loss and other comprehensive income.

As at 31 March 2022, the carrying amount of trade receivables, other receivables and contract assets are HK\$23,770,000 (2021: HK\$14,485,000), HK\$130,337,000 (2021: HK\$146,895,000) and HK\$133,832,000 (2021: HK\$223,103,000) respectively, net of accumulated impairment losses of Nil (2021: Nil), HK\$3,615,000 (2021: HK\$4,389,000) and Nil (2021: Nil) respectively. Details of the ECL calculation, credit policy and credit risk are disclosed in Notes 19, 20 and 31(b) to these consolidated financial statements.

Write-down of inventories for property development

Management performs a regular review on the carrying amounts of inventories for property development. Based on management's review, write-down of inventories for property development will be made when the estimated net realisable value has declined below the carrying amount.

The determination of the net realisable value of freehold land under development for sale requires the application of a risk-adjusted discount rate to the estimated future cash flows to be derived from those properties. These estimates require judgement as to the anticipated selling prices by reference to recent sales transactions in nearby locations, rate of new property sales, marketing costs (including price discounts required to stimulate sales) and the estimated costs to completion of properties, the legal and regulatory framework and general market conditions.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For The Year Ended 31 March 2022

5. SEGMENT INFORMATION

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision-maker (“**CODM**”). The CODM, who is responsible for allocating resources and assessing performance of the operating segments, has been identified as the Chief Executive Officer of the Company that makes strategic decisions.

The following summary describes the operations in each of the Group's reportable segments:

Construction – the provision of construction and maintenance works on civil engineering contracts and building works contracts;

Property development – property development for sales of residential units, commercial units and car parking spaces; and

Trading – trading of construction and chemical materials.

The accounting policies of the operating segments are the same as the Group's accounting policies. The Chief Executive Officer assesses the performance of the operating segments based on the segment results, which represent the profit/loss before income tax earned by each segment without allocation of interest income, net exchange gain, finance costs from lease liabilities, finance costs from bank borrowings and central administrative costs and directors' emoluments. Segment assets consist of all operating assets and exclude financial assets at fair value through other comprehensive income and other corporate assets, which are managed on a central basis.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For The Year Ended 31 March 2022

5. SEGMENT INFORMATION (CONTINUED)

Segment revenue and results

The information of segment revenue and segment results are as follows:

For the year ended 31 March 2022

	Construction HK\$'000	Property development HK\$'000	Trading HK\$'000	Total HK\$'000
REVENUE				
External sales	335,347	–	180,014	515,361
RESULTS				
Segment results	(56,844)	(415)	1,594	(55,665)
Interest income				3,471
Exchange gain – net				1,110
Finance costs arisen from lease liabilities				(754)
Finance costs arisen from bank borrowings				(5,556)
Share of profit of an associate				54
Central administrative costs and directors' emoluments				(13,658)
				(70,998)

For the year ended 31 March 2021

	Construction HK\$'000	Property development HK\$'000	Trading HK\$'000	Total HK\$'000
REVENUE				
External sales	472,764	–	65,968	538,732
RESULTS				
Segment results	(7,426)	(704)	1,060	(7,070)
Interest income				5,566
Exchange gain – net				4,052
Finance costs arisen from lease liabilities				(917)
Finance costs arisen from bank borrowings				(6,062)
Share of loss of an associate				(36)
Central administrative costs and directors' emoluments				(17,931)
				(22,398)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For The Year Ended 31 March 2022

5. SEGMENT INFORMATION (CONTINUED)

Other information

Amounts included in the measure of segment results:

For the year ended 31 March 2022

	Construction HK\$'000	Property development HK\$'000	Trading HK\$'000	Total HK\$'000
Gain on disposal of property, plant and equipment	(1,008)	–	–	(1,008)
Gain on lease modification	(21)	–	–	(21)
Depreciation of right-of-use assets	9,495	–	–	9,495
Depreciation of property, plant and equipment	7,468	–	–	7,468
Reversal of impairment loss of other receivables under ECL model	(774)	–	–	(774)
	<u>(774)</u>	<u>–</u>	<u>–</u>	<u>(774)</u>

For the year ended 31 March 2021

	Construction HK\$'000	Property development HK\$'000	Trading HK\$'000	Total HK\$'000
Gain on disposal of property, plant and equipment	(566)	–	–	(566)
Reversal of impairment loss of contract assets under ECL model	(20)	–	–	(20)
Depreciation of right-of-use assets	8,031	–	–	8,031
Depreciation of property, plant and equipment	6,137	–	–	6,137
Impairment loss of other receivables under ECL model	1,832	–	–	1,832
	<u>1,832</u>	<u>–</u>	<u>–</u>	<u>1,832</u>

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For The Year Ended 31 March 2022

5. SEGMENT INFORMATION (CONTINUED)

Segment assets and liabilities

As at 31 March 2022

	Construction HK\$'000	Property development HK\$'000	Trading HK\$'000	Total HK\$'000
Reportable segment assets	<u>456,163</u>	<u>180,353</u>	<u>105,161</u>	<u>741,677</u>
Reportable segment liabilities	<u>328,536</u>	<u>40,732</u>	<u>477</u>	<u>369,745</u>
Other segment information: Additions to non-current assets	<u>12,572</u>	<u>–</u>	<u>–</u>	<u>12,572</u>

Segment assets consist primarily of property, plant and equipment, right-of-use assets, inventories, trade and other receivables, contract assets, pledged bank deposits and bank balances and cash.

Segment liabilities consist primarily of contract liabilities, trade and other payables, amount due to a related company, amount due to an associate, amounts due to other partners of joint operations, bank borrowings, lease liabilities, income tax payable and deferred tax liabilities.

As at 31 March 2021

	Construction HK\$'000	Property development HK\$'000	Trading HK\$'000	Total HK\$'000
Reportable segment assets	<u>598,575</u>	<u>186,870</u>	<u>48,045</u>	<u>833,490</u>
Reportable segment liabilities	<u>321,006</u>	<u>58,925</u>	<u>47,223</u>	<u>427,154</u>
Other segment information: Additions to non-current assets	<u>16,182</u>	<u>–</u>	<u>–</u>	<u>16,182</u>

Segment assets consist primarily of property, plant and equipment, right-of-use assets, inventories, trade and other receivables, contract assets, amount due from a related company, amount due from an associate, amounts due from other partners of joint operations, pledged bank deposits and bank balances and cash.

Segment liabilities consist primarily of contract liabilities, trade and other payables, amounts due to other partners of joint operations, bank borrowings, lease liabilities, income tax payable and deferred tax liabilities.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For The Year Ended 31 March 2022

5. SEGMENT INFORMATION (CONTINUED)

Reconciliation of reportable segment assets to total assets is as follows:

	2022 HK\$'000	2021 HK\$'000
Total reportable segment assets	741,677	833,490
Financial assets at fair value through other comprehensive income	27,600	43,240
Unallocated corporate assets – property, plant and equipment	29,645	30,577
Unallocated corporate assets – bank balances and cash	3,590	2,509
Other unallocated corporate assets	6,428	49,249
Total assets	<u>808,940</u>	<u>959,065</u>

Reconciliation of reportable segment liabilities to total liabilities is as follows:

	2022 HK\$'000	2021 HK\$'000
Total reportable segment liabilities	369,745	427,154
Unallocated corporate liabilities – bank borrowings	9,176	9,684
Other unallocated corporate liabilities	3,876	1,074
Total liabilities	<u>382,797</u>	<u>437,912</u>

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For The Year Ended 31 March 2022

5. SEGMENT INFORMATION (CONTINUED)

Geographical information

All of the Group's revenue was derived from Hong Kong, the People's Republic of China (the "PRC") and Malaysia, based on the location of the customers. Information about the Group's non-current assets other than interests in associates, financial assets at fair value through other comprehensive income and other receivables is presented based on the geographical location of the assets.

	2022	2021
	HK\$'000	HK\$'000
Revenue from external customers		
– Hong Kong (city of domicile)	386,590	472,764
– The PRC	127,637	65,968
– Malaysia	1,134	–
	<u>515,361</u>	<u>538,732</u>

	Non-current Assets	
	2022	2021
	HK\$'000	HK\$'000
– Hong Kong (city of domicile)	53,156	62,938
– New Zealand	3,440	–
	<u>56,596</u>	<u>62,938</u>

Information about major customers

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

	2022	2021
	HK\$'000	HK\$'000
– Customer A	60,940	92,054
– Customer B	114,269	164,037
– Customer C	75,802	64,367
– Customer D	66,604	105,950
	<u>66,604</u>	<u>105,950</u>

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For The Year Ended 31 March 2022

6. REVENUE, OTHER INCOME AND OTHER GAIN

Revenue

The Group's revenue represents amount received and receivable from contract works performed and trading of construction and chemical materials.

(i) Disaggregation of revenue from contracts with customers

	2022	2021
	HK\$'000	HK\$'000
Revenue from contracts with customers within the scope of HKFRS 15:		
– Provision of construction and maintenance works on civil engineering contracts and building works contracts, recognised over time	335,347	472,764
– Trading of construction and chemical materials, recognised at a point in time	180,014	65,968
	<u>515,361</u>	<u>538,732</u>

(ii) Performance obligations for contracts with customers

Construction

The Group provides construction services to customers. Such services are recognised as a performance obligation satisfied over time as the Group creates or enhances an asset that the customer controls as the asset is created or enhanced. Revenue is recognised for these construction services based on input method.

A contract asset, net of contract liability related to the same contract, is recognised over the period in which the construction services are performed representing the Group's right to consideration for the services performed because the rights are conditioned on the Group's future performance in achieving specified milestones or the value of construction work has to be agreed with the customers. The contract assets are transferred to trade receivables when the rights become unconditional. The Group typically transfers the contract assets to trade receivables when the Group issues invoice to the customers based on the value of work certified by independent quantity surveyors.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For The Year Ended 31 March 2022

6. REVENUE, OTHER INCOME AND OTHER GAIN (CONTINUED)

Revenue (Continued)

(ii) Performance obligations for contracts with customers (Continued)

Construction (Continued)

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

Trading of construction and chemical materials

The Group sells construction and chemical materials directly to corporate customers. Revenue is recognised when control of the goods has been transferred, being at the point in time when the goods are delivered to the customer's specific location.

(iii) Transaction price allocated to remaining performance obligations for contracts with customers

The transaction price allocated to the remaining performance obligations (unsatisfied or partially unsatisfied) at 31 March 2022 and 2021 and the expected timing of recognising revenue are as follows:

	2022 HK\$'000	2021 HK\$'000
Construction services		
Within one year	458,946	606,989
More than one year	256,554	163,511
	715,500	770,500

The construction period varies from one to four years. The amounts disclosed above represent the Group's expectation on the timing of construction services provided.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For The Year Ended 31 March 2022

6. REVENUE, OTHER INCOME AND OTHER GAIN (CONTINUED)

Other income and other gain

An analysis of the Group's other income and other gain recognised during the year is as follows:

	2022 HK\$'000	2021 HK\$'000
Other income		
Bank interest income	17	137
Other interest income (Note 19(b))	3,454	5,429
Government grants (Note a)	–	6,196
Sundry income	2,513	1,986
	<u>5,984</u>	<u>13,748</u>
Other gain		
Gain on disposal of property, plant and equipment	1,008	566
Gain on lease modification	21	–
Reversal of/(provision for) impairment loss of other receivables under ECL model	774	(1,832)
Reversal of impairment loss of contract assets under ECL model	–	20
Exchange gain	1,110	4,052
	<u>2,913</u>	<u>2,806</u>

Note:

- (a) The government grants recognised in other income represent the employment support scheme paid by the Government of the Hong Kong Special Administrative Region.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For The Year Ended 31 March 2022

7. FINANCE COSTS

	2022 HK\$'000	2021 HK\$'000
Interest on bank borrowings	10,089	11,823
Interest on lease liabilities	754	917
	<u>10,843</u>	<u>12,740</u>
Less: Amount capitalised in inventories	<u>(4,533)</u>	<u>(5,761)</u>
	<u><u>6,310</u></u>	<u><u>6,979</u></u>

Specific borrowing costs are capitalised for the development of qualifying assets.

8. INCOME TAX (CREDIT)/EXPENSE

	2022 HK\$'000	2021 HK\$'000
Current tax:		
Hong Kong	980	712
The PRC	–	264
	<u>980</u>	<u>976</u>
Over-provision in prior years:		
Hong Kong	(129)	(544)
The PRC	(275)	–
	<u>(404)</u>	<u>(544)</u>
Deferred tax (Note 27)		
Current year	(2,720)	1,747
Income tax (credit)/expense for the year	<u><u>(2,144)</u></u>	<u><u>2,179</u></u>

On 21 March 2018, the Hong Kong Legislative Council passed The Inland Revenue (Amendment) (No.7) Bill 2017 (the “**Bill**”) which introduces the two-tiered profits tax rates regime. The Bill was signed into law on 28 March 2018 and was gazetted on the following day. Under the two-tiered profits tax rates regime, the first HK\$2 million of profits of qualifying corporation will be taxed at 8.25%, and profits above HK\$2 million will be taxed at 16.5%.

The PRC subsidiary is subject to income tax at 25% for both years under Enterprise Income Tax Law (“**EIT law**”).

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For The Year Ended 31 March 2022

8. INCOME TAX (CREDIT)/EXPENSE (CONTINUED)

The Corporate Income Tax in the Republic of the Philippines is calculated at 30% of assessable profit for both years.

The income tax (credit)/expense for the year can be reconciled to the loss before tax per the consolidated statement of profit or loss and other comprehensive income as follows:

	2022 HK\$'000	2021 HK\$'000
Loss before tax	<u>(70,998)</u>	<u>(22,398)</u>
Tax expense at Hong Kong profits tax rate of 16.5%	(11,715)	(3,696)
Over-provision in prior years	(404)	(544)
Tax effect on share of (profit)/loss of an associate	(9)	6
Tax effect of income not taxable for tax purpose	(9,111)	(3,382)
Tax effect of expenses not deductible for tax purpose	11,458	4,426
Tax effect of tax losses not recognised	7,580	5,191
Effect of different tax rate in other jurisdiction	–	90
Tax concession	–	(10)
Tax effect of deductible temporary difference not recognised	<u>57</u>	<u>98</u>
Income tax (credit)/expense for the year	<u>(2,144)</u>	<u>2,179</u>

Details of deferred tax liabilities are set out in Note 27.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For The Year Ended 31 March 2022

9. LOSS FOR THE YEAR

The Group's loss for the year has been arrived at after charging:

	2022	2021
	HK\$'000	HK\$'000
Contract costs	551,079	526,666
Auditor's remuneration	1,050	1,020
Depreciation of property, plant and equipment	7,468	7,170
Depreciation of right-of-use assets	9,495	8,031
Short-term lease expenses	4,295	4,364
Emoluments of directors and chief executive (Note 10)	1,608	2,010
Salaries, wages and other benefits (excluding directors' emoluments)	76,726	87,577
Retirement benefits schemes contributions (excluding directors)	2,611	3,220
Total staff costs	80,945	92,807

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For The Year Ended 31 March 2022

10. DIRECTORS' AND CHIEF EXECUTIVE'S EMOLUMENTS

The emoluments paid or payable to each of the 6 (2021: 7) directors and the chief executive were as follows:

For the year ended 31 March 2022

	Chief executive officer	Executive directors			Independent non-executive directors			Total
	Mr. Zhang Fangbing HK\$'000	Mr. Chen Zhenghua HK\$'000	Mr. Cao Lei HK\$'000	Mr. Gong Zhenzhi HK\$'000	Mr. Lam Sing Kwong Simon HK\$'000	Mr. Lum Pak Sum HK\$'000	HK\$'000	
Emoluments paid or receivable in respect of a person's services as a director, whether of the Company and its subsidiary undertakings								
Fees	-	-	-	60	150	150	360	
Emoluments paid or receivable in respect of director's other services or chief executive's service in connection with the management of the affairs of the Company and its subsidiary undertakings								
Other emoluments								
Salaries	870	-	360	-	-	-	1,230	
Discretionary bonus	-	-	-	-	-	-	-	
Contributions to retirement benefits schemes	-	-	18	-	-	-	18	
Total emoluments	<u>870</u>	<u>-</u>	<u>378</u>	<u>60</u>	<u>150</u>	<u>150</u>	<u>1,608</u>	

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For The Year Ended 31 March 2022

10. DIRECTORS' AND CHIEF EXECUTIVE'S EMOLUMENTS (CONTINUED)

For the year ended 31 March 2021

	Chief executive officer	Executive directors			Independent non-executive directors			Total
	Mr. Zhang Fangbing HK\$'000	Mr. Chen Zhenghua HK\$'000	Mr. Cao Lei HK\$'000	Mr. Wong Wa ¹ HK\$'000	Mr. Gong Zhenzhi HK\$'000	Mr. Lam Sing Kwong Simon HK\$'000	Mr. Lum Pak Sum HK\$'000	
Emoluments paid or receivable in respect of a person's services as a director, whether of the Company and its subsidiary undertakings								
Fees	-	-	-	-	115	150	150	415
Emoluments paid or receivable in respect of director's other services or chief executive's service in connection with the management of the affairs of the Company and its subsidiary undertakings								
Other emoluments								
Salaries	960	-	360	257	-	-	-	1,577
Discretionary bonus	-	-	-	-	-	-	-	-
Contributions to retirement benefits schemes	-	-	18	-	-	-	-	18
Total emoluments	960	-	378	257	115	150	150	2,010

¹ vacated on 4 September 2020

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For The Year Ended 31 March 2022

11. EMPLOYEES' EMOLUMENTS

Of the five individuals with the highest emoluments in the Group, none (2021: none) was chief executive/director of the Company whose emoluments are included in the disclosures in Note 10 above. The emoluments of the remaining five (2021: five) individuals were as follows:

	2022	2021
	HK\$'000	HK\$'000
Salaries and other benefits	7,564	6,444
Retirement benefits schemes contributions	98	96
Bonus	95	154
	7,757	6,694

Their emoluments were within the following bands:

	2022	2021
	Number of	Number of
	Individuals	Individuals
Nil to HK\$1,000,000	1	–
HK\$1,000,001 to HK\$1,500,000	3	5
HK\$1,500,001 to HK\$2,000,000	–	–
HK\$2,000,001 or above	1	–

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

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For The Year Ended 31 March 2022

12. DIVIDEND

No dividend was paid or proposed during the years ended 31 March 2022 and 2021, nor has any dividend been proposed since the end of the reporting period.

13. LOSS PER SHARE

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

Loss

	2022	2021
	HK\$'000	HK\$'000
Loss for the purpose of basic loss per share	<u>(67,965)</u>	<u>(24,405)</u>

Number of shares

	2022	2021
	'000	'000
Weighted average number of ordinary shares for the purpose of basic loss per share	<u>1,584,000</u>	<u>1,584,000</u>

Since there were no potential dilutive shares in issue during the years ended 31 March 2022 and 2021, basic and diluted loss per share are the same for both years.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For The Year Ended 31 March 2022

14. PROPERTY, PLANT AND EQUIPMENT

	Leasehold land and building HK\$'000	Leasehold improvements HK\$'000	Furniture and fixtures HK\$'000	Machinery HK\$'000	Motor vehicles HK\$'000	Total HK\$'000
COST						
At 1 April 2020	32,882	1,340	5,887	15,242	23,351	78,702
Additions	-	-	-	6,614	4,163	10,777
Disposals	-	-	-	-	(5,134)	(5,134)
At 31 March 2021 and 1 April 2021	32,882	1,340	5,887	21,856	22,380	84,345
Additions	-	-	176	960	971	2,107
Disposals	-	-	-	(4,107)	(3,595)	(7,702)
At 31 March 2022	32,882	1,340	6,063	18,709	19,756	78,750
ACCUMULATED DEPRECIATION						
At 1 April 2020	1,974	607	5,121	12,195	13,540	33,437
Charge for the year	658	315	271	2,287	3,639	7,170
Eliminated on disposals	-	-	-	-	(4,640)	(4,640)
At 31 March 2021 and 1 April 2021	2,632	922	5,392	14,482	12,539	35,967
Charge for the year	658	315	265	2,712	3,518	7,468
Eliminated on disposals	-	-	-	(4,097)	(3,268)	(7,365)
At 31 March 2022	3,290	1,237	5,657	13,097	12,789	36,070
CARRYING VALUES						
At 31 March 2022	29,592	103	406	5,612	6,967	42,680
At 31 March 2021	30,250	418	495	7,374	9,841	48,378

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For The Year Ended 31 March 2022

14. PROPERTY, PLANT AND EQUIPMENT (CONTINUED)

The above items of property, plant and equipment, are depreciated on a straight-line basis at the following rates per annum:

Leasehold land and building	50 years or over the lease terms, whichever is shorter
Leasehold improvements	38% or over the lease terms, whichever is shorter
Furniture and fixtures	20% – 25%
Machinery	15% – 25%
Motor vehicles	25%

As at 31 March 2022, the Group's leasehold land and building with carrying amount amounting to approximately HK\$29,592,000 (2021: HK\$30,250,000) was pledged to secure banking facilities granted to the Group (Note 25).

As at 31 March 2022, included in the property, plant and equipment is the Group's leasehold land and building under long lease located in Hong Kong of HK\$29,592,000 (2021: HK\$30,250,000) of which the Group is the registered owner of this property interest, including the underlying leasehold land. Lump sum payments were made upfront to acquire the property interest. The leasehold land component of this property interest is presented separately only if the payments made can be allocated reliably.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For The Year Ended 31 March 2022

15. RIGHT-OF-USE ASSETS

	Leasehold properties HK\$'000
COST	
At 1 April 2020	22,088
Additions	5,405
Termination of lease	(1,814)
	<hr/>
At 31 March 2021 and 1 April 2021	25,679
Additions	10,458
Termination of lease	(11,045)
Exchange realignment	7
	<hr/>
At 31 March 2022	25,099
	<hr/>
ACCUMULATED DEPRECIATION	
At 1 April 2020	4,902
Charge for the year	8,031
Termination of lease	(1,814)
	<hr/>
At 31 March 2021 and 1 April 2021	11,119
Charge for the year	9,495
Termination of lease	(9,433)
Exchange realignment	2
	<hr/>
At 31 March 2022	11,183
	<hr/>
CARRYING VALUES	
At 31 March 2022	13,916
	<hr/> <hr/>
At 31 March 2021	14,560
	<hr/> <hr/>

The Group has obtained the right to use other properties as its office premises through tenancy agreements. These leases typically run for an initial period of 2 to 5 years.

As at 31 March 2022 and 2021, the Group had no lease with variable lease payment. The lease agreements do not impose any extension and termination options which are exercisable only by the Group and not by the respective lessors.

Details of the maturity analysis of lease liabilities are set out in Note 26 to these consolidated financial statements.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For The Year Ended 31 March 2022

16. INTERESTS IN ASSOCIATES

	2022 HK\$'000	2021 HK\$'000
Costs of investment in associates	3,024	3,024
Share of post-acquisition losses and other comprehensive expense	<u>(2,956)</u>	<u>(3,024)</u>
	68	–
Loan to an associate (Note (a))	<u>5,000</u>	<u>5,000</u>
	5,068	5,000
Impairment on loan to an associate (Note (b))	<u>(5,000)</u>	<u>(5,000)</u>
	<u><u>68</u></u>	<u><u>–</u></u>

Notes:

- (a) The loan to an associate is unsecured, interest-free and not repayable within one year.
- (b) In addition to the loan to an associate described in Note 16(a), the Group periodically reviews the aggregate exposures to associates to assess whether there is any potential impairment over its interests in associates.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For The Year Ended 31 March 2022

16. INTERESTS IN ASSOCIATES (CONTINUED)

As at 31 March 2022, the Group had interests in the following associates:

Name of entity	Form of entity	Country of incorporation	Class of shares held	Proportion of ownership interests or participating shares held by the Group		Proportion of voting power held		Principal activity
				2022	2021	2022	2021	
Ever Capital Holdings Limited ("Ever Capital")	Incorporated	Hong Kong	Ordinary	34.5%	34.5%	34.5%	34.5%	Investment holding
Jun An Construction (Thailand) Co., Limited ("Jun An")	Incorporated	Thailand	Ordinary	49%	49%	49%	49%	Provision of construction services

The summarised financial information of material associate is as follows:

Jun An	2022 HK\$'000	2021 HK\$'000
Current assets	139	57,428
Current liabilities	—	57,998
	2022 HK\$'000	2021 HK\$'000
Revenue	—	—
Profit/(loss) for the year	685	(649)
Other comprehensive income for the year	24	6
Total comprehensive income/(expense) for the year	709	(643)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For The Year Ended 31 March 2022

16. INTERESTS IN ASSOCIATES (CONTINUED)

The reconciliation of the summarised financial information presented above to the carrying amount of the interest in Jun An is set out below:

	2022	2021
	HK\$'000	HK\$'000
Net assets/(liabilities) of Jun An	139	(570)
Proportion of the Group's ownership interests in Jun An	49%	49%
Carrying amount of the Group's interests in Jun An	68	–

During the year ended 31 March 2021, the Group has discontinued recognition of its share of losses of Jun An as its share of losses of Jun An equals or exceeds its interests in Jun An. The amounts of unrecognised share of losses of Jun An, both for the year and cumulatively, are as follows:

	2022	2021
	HK\$'000	HK\$'000
Unrecognised share of losses of Jun An for the year	–	(282)
Accumulated unrecognised share of losses of Jun An	–	(282)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For The Year Ended 31 March 2022

17. FINANCIAL ASSETS AT FAIR VALUE THROUGH OTHER COMPREHENSIVE INCOME

	2022 HK\$'000	2021 HK\$'000
Equity investments designated at fair value through other comprehensive income		
Common shares listed on The Philippine Stock Exchange, Inc., at market value	<u>27,600</u>	<u>43,240</u>

On 9 May 2018, Jovial Elm Limited, a wholly-owned subsidiary of the Company, entered into a share sale agreement to acquire 200,000,000 common shares in Philippine Infradev Holdings, Inc. (formerly known as "IRC Properties, Inc."), a company listed on The Philippine Stock Exchange, Inc. (Stock Code: IRC) ("**IRC**"), at a consideration of PHP280,000,000 (equivalent to approximately HK\$42,351,000), represented approximately 13.3% equity interest in IRC at the acquisition date.

Details are set out in the Company's announcements dated 10 May 2018 and 24 May 2018.

During the year ended 31 March 2019, IRC had increased its issued common shares to 6,061,578,964. The equity interest of IRC held by the Group was immediately diluted. As at 31 March 2021 and 2022, the Group held the equity interest of IRC was approximately 3.3%.

18. INVENTORIES

Inventories represent property under development for sale on two parcels of freehold land located in the Republic of the Philippines. There is no write-down of inventories to net realisable value nor the reversal of such a write-down during the year (2021: Nil).

The cost of properties under development for sale comprises specifically identified cost, including the acquisition cost of land, aggregate direct cost of development, direct tax and borrowing costs capitalised.

As at 31 March 2022, the Group's freehold land, amounting to approximately HK\$152,316,000 (2021: HK\$162,067,000) was pledged to secure banking facilities granted to the Group (Note 25).

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For The Year Ended 31 March 2022

19. TRADE AND OTHER RECEIVABLES

	2022 HK\$'000	2021 HK\$'000
Trade receivables	<u>23,770</u>	<u>14,485</u>
Performance deposit (Note (a))	29,782	31,797
Other receivables in relation to a transferred construction project (Note (b))	25,590	46,906
Other receivables (Note (c))	8,308	3,512
VAT recoverable	12,355	12,770
Receivables from subcontractors (Note (d))	<u>57,917</u>	<u>56,299</u>
	133,952	151,284
Less: impairment loss recognised of other receivables under ECL model	<u>(3,615)</u>	<u>(4,389)</u>
Net other receivables	<u>130,337</u>	<u>146,895</u>
Prepayments and deposits	<u>37,298</u>	<u>33,987</u>
Total trade and other receivables	191,405	195,367
Less: classified under non-current assets	<u>(6,676)</u>	<u>(28,531)</u>
	<u>184,729</u>	<u>166,836</u>

Notes:

- (a) The amount represented the performance deposit amounted to PHP198,545,576 (equivalent to approximately HK\$29,782,000 (2021: HK\$31,797,000) paid to the land owner for construction project in the Republic of the Philippines. The balance was interest-free, repayable upon the completion of construction project, secured by the pledge of entire equity interests in the land owner and guaranteed by a substantial shareholder of the Company.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For The Year Ended 31 March 2022

19. TRADE AND OTHER RECEIVABLES (CONTINUED)

Notes: (Continued)

- (b) During the year ended 31 March 2019, the Group entered into a subcontracting agreement with an independent overseas main contractor for a construction project in Thailand and the certified value of works completed by the Group amounted to THB477,318,232 (equivalent to approximately HK\$116,600,000) (the “**Receivable**”). Following certain changes in the development progress, the Group, after completing partial works, transferred the subcontracting agreement to an independent third party company registered in Thailand (the “**Successor**”). Pursuant to the tripartite agreement entered between the Group, the main contractor and the Successor, all the Group’s obligations and liabilities under the subcontracting agreement were transferred to the Successor on 29 November 2018. As stipulated in the tripartite agreement, the main contractor would return the Receivable together with an interest at 5% per annum to the Group on completion of the project.

During the year ended 31 March 2020, the main contractor informed the Group that the expected completion date of the project was delayed. On 15 October 2019, the Group and the main contractor entered into a repayment agreement, pursuant to which, the main contractor should repay to the Group the receivable of THB477,318,232 (equivalent to approximately HK\$118,129,000) and underlying interest in the manner of (i) THB205,620,283 (equivalent to approximately HK\$48,721,000) of the Receivable and underlying interest for the year would be repaid on or before 31 March 2020; and (ii) the remaining Receivable of THB271,697,949 (equivalent to approximately HK\$69,408,000) and underlying interest at 8% per annum would be repaid in 3 equal installments on 31 March 2021, 31 March 2022 and 31 March 2023 respectively. The amount for each installment should be THB90,565,983 (equivalent to approximately HK\$23,136,000). As at 31 March 2020, the first repayment of THB205,620,283 (equivalent to approximately HK\$48,721,000) had been received by the Group.

During the year ended 31 March 2021, the first installment of THB90,565,983 (equivalent to approximately HK\$22,501,000) and underlying interest of THB21,735,836 (equivalent to approximately HK\$5,429,000) had been received by the Group. As at 31 March 2021, the remaining Receivable amounted to THB181,131,966 (equivalent to approximately HK\$46,906,000) and the interest thereon were guaranteed by a substantial shareholder of the Company, who was also the beneficial owner of the project.

During the year ended 31 March 2022, the second installment of THB90,565,983 (equivalent to approximately HK\$21,315,000) and underlying interest of THB14,490,557 (equivalent to approximately HK\$3,454,000) had been received by the Group. As at 31 March 2022, the remaining Receivable amounted to THB90,565,983 (equivalent to approximately HK\$25,590,000) and the interest thereon were guaranteed by a substantial shareholder of the Company, who was also the beneficial owner of the project.

- (c) Included in other receivables of the Group was amount due from the non-controlling interest of a subsidiary, U-Tech Engineering Co. Ltd., amounting to HK\$1,965,000 as at 31 March 2022 (2021: HK\$16,000). The balance was unsecured, interest-free and repayable on demand.
- (d) The amount represented the expenses paid on behalf of the subcontractors and was expected to be settled upon completion of the related contracts.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For The Year Ended 31 March 2022

19. TRADE AND OTHER RECEIVABLES (CONTINUED)

Trade receivables

The Group allows an average credit period of 21 days to its trade customers. The following is an aged analysis of trade receivables presented based on the invoice date at the end of the reporting period.

	2022	2021
	HK\$'000	HK\$'000
Within 30 days	23,770	14,485

Further details on the Group's credit policy and credit risk arising from trade and other receivables are set out in Note 31(b) to these consolidated financial statements.

20. CONTRACT ASSETS/CONTRACT LIABILITIES

(a) Contract assets

	2022	2021
	HK\$'000	HK\$'000
Analysed as current:		
Unbilled revenue of construction contracts (Note (a))	109,901	200,674
Retention receivables of construction contracts (Note (b))	23,931	22,429
Less: impairment loss recognised of retention receivables under ECL model (Note (c))	–	–
Net retention receivables	23,931	22,429
Total contract assets	133,832	223,103
Retention receivables of construction contracts		
Due within one year	23,931	22,429

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For The Year Ended 31 March 2022

20. CONTRACT ASSETS/CONTRACT LIABILITIES (CONTINUED)

(a) Contract assets (Continued)

Notes:

- (a) Unbilled revenue included in contract assets represents the Group's right to receive consideration for work completed but not yet billed because the rights are conditional upon the satisfaction by the customers on the construction work completed by the Group and the work is pending for the certification by the customers. The contract assets are transferred to trade receivables when the rights become unconditional, which is typically at the time the Group obtains the certification of the completed construction work from the customers.
- (b) Retention receivables included in contract assets represents the Group's right to receive consideration for work performed and not yet billed because the rights are conditional on the satisfaction of the service quality by the customers over a certain period as stipulated in the contracts. The contract assets are transferred to trade receivables when the rights become unconditional, which is typically at the expiry date of the period for the provision of assurance by the Group on the service quality of the construction work performed by the Group.
- (c) The movements of impairment loss for retention receivables under ECL model are as follows:

	HK\$'000
At 1 April 2020	20
Impairment loss reversed	(20)
At 31 March 2021, 1 April 2021 and 31 March 2022	–

The Group classifies these contract assets under current assets because the Group expects to realise them in its normal operating cycle.

Further details on the Group's credit policy and credit risk arising from contract assets are set out in Note 31(b) to these consolidated financial statements.

(b) Contract liabilities

	2022	2021
	HK\$'000	HK\$'000
Contract liabilities arising from:		
Construction contracts	15,509	32,609
Trading contracts	–	46,800
	15,509	79,409

Contract liabilities of the Group, which are expected to be settled within the Group's normal operating cycle, are classified as current.

Revenue from construction contracts and trading contracts recognised during the year ended 31 March 2022 that was included in the contract liabilities at the beginning of the year was HK\$32,609,000 (2021: HK\$17,808,000) and HK\$46,800,000 (2021: Nil) respectively.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For The Year Ended 31 March 2022

21. AMOUNT DUE FROM/(TO) A RELATED COMPANY

The amount is unsecured, interest-free, repayable on demand and denominated in Renminbi, United States dollars and Hong Kong dollars (2021: Renminbi).

22. AMOUNT DUE FROM/(TO) AN ASSOCIATE

The amount is unsecured, interest-free, repayable on demand and denominated in Thai baht.

23. PLEDGED BANK DEPOSITS AND BANK BALANCES AND CASH

Pledged bank deposits represents deposits pledged to banks to secure banking facilities granted to the Group. Deposits amounting to HK\$82,157,000 (2021: HK\$58,612,000) have been pledged to secure short-term bank loans/undrawn facilities (Note 25).

The pledged bank deposits carry interest rate ranging from 0.01% to 1.4% (2021: 0.01% to 0.33%) per annum.

Cash at banks earns interest at floating rates based on daily bank deposit rates. Short-term bank deposits are made for varying periods of between one day and three months depending on the immediate cash requirements of the Group, and earn interest at the respective short-term time deposit rates. The bank balances are deposited with creditworthy banks with no recent history of default.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For The Year Ended 31 March 2022

24. TRADE AND OTHER PAYABLES

	2022	2021
	HK\$'000	HK\$'000
Trade payables	37,323	42,301
Retention payables	29,369	44,092
Amount due to non-controlling interest of a subsidiary (Note)	4,048	4,321
Other payables and accruals	11,218	12,415
	81,958	103,129

Note: The balance is unsecured, non-interest bearing and repayable on demand.

The following is an aged analysis of trade payables presented based on the invoice date at the end of the reporting period.

	2022	2021
	HK\$'000	HK\$'000
Within 30 days	25,446	20,809
More than 30 days but within 90 days	3,890	3,816
More than 90 days	7,987	17,676
	37,323	42,301

The credit period on purchases of goods is 30 to 45 days. The Group has financial risk management policies in place to ensure that all payables are settled within the credit timeframe.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For The Year Ended 31 March 2022

25. BANK BORROWINGS

	2022 HK\$'000	2021 HK\$'000
Secured bank loans	<u>235,842</u>	<u>227,777</u>
Carrying amount repayable based on scheduled repayment dates set out in the loan agreements:		
	2022 HK\$'000	2021 HK\$'000
Within one year or repayable on demand	191,050	164,588
More than one year, but not exceeding two years	14,986	15,953
More than two years, but not exceeding five years	23,351	40,213
More than five years	<u>6,455</u>	<u>7,023</u>
	<u>235,842</u>	<u>227,777</u>
Less: Amounts due within one year shown under current liabilities		
– Carrying amount of bank borrowings that are not repayable within one year but contain a repayment on demand clause	(8,655)	(9,176)
– Carrying amount of bank borrowings repayable within one year and contain a repayable on demand clause	(176,596)	(149,156)
– Carrying amount of bank borrowings repayable within one year and do not contain a repayable on demand clause	<u>(14,455)</u>	<u>(15,432)</u>
	<u>(199,706)</u>	<u>(173,764)</u>
Amounts classified as non-current portion	<u>36,136</u>	<u>54,013</u>

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For The Year Ended 31 March 2022

25. BANK BORROWINGS (CONTINUED)

During the year ended 31 March 2022, secured bank borrowings bore floating interest rates of 2.25% to 7.5% (2021: 2.25% to 7.5%) per annum.

Certain bank borrowings are subject to the fulfilment of covenants commonly found in lending arrangements with financial institutions. If the Group were to breach the covenants, the draw down facilities would become repayable on demand. In addition, the Group's certain loan agreements contain clauses which give the lenders the right at their sole discretion to demand immediate repayment at any time irrespective of whether the Group has complied with the covenants and met the scheduled repayment obligations.

The management regularly monitors its compliance with these covenants and does not consider that it is probable that the banks will exercise their discretionary rights to demand immediate repayment for so long as the Group continues to meet these requirements. Further details of the Group's management of liquidity risk are set out in Note 31(b) to these consolidated financial statements. As at 31 March 2022, none of the covenants relating to draw down facilities had been breached.

As at 31 March 2022, the Group's bank borrowings and other banking facilities are secured by:

- (a) bank deposits amounting to approximately HK\$82,157,000 (2021: HK\$58,612,000) (Note 23);
- (b) corporate guarantee executed by Win Vision Holdings Limited ("**Win Vision**"), a wholly-owned subsidiary of the Company and corporate guarantees given by certain entities within the Group;
- (c) leasehold land and building amounting to approximately HK\$29,592,000 (2021: HK\$30,250,000) (Note 14);
- (d) freehold land included in inventories amounting to approximately HK\$152,316,000 (2021: HK\$162,067,000) (Note 18); and
- (e) corporate guarantee executed by Dunfeng Shipping Phils. Corp, a non-controlling interest of the Company's subsidiary, Anncore Properties Group Corp.

The unutilised banking facilities as at 31 March 2022 amounted to approximately HK\$103,675,000 (2021: HK\$51,103,000).

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For The Year Ended 31 March 2022

26. LEASE LIABILITIES

	2022 HK\$'000	2021 HK\$'000
Lease liabilities payable:		
Within one year	6,305	8,655
In the second year	6,029	3,805
In the third to fifth year inclusive	2,305	3,145
	<u>14,639</u>	<u>15,605</u>
Less: Amounts due within one year shown under current liabilities	<u>(6,305)</u>	<u>(8,655)</u>
Amounts shown under non-current liabilities	<u><u>8,334</u></u>	<u><u>6,950</u></u>

27. DEFERRED TAX LIABILITIES

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

	Accelerated depreciation allowances HK\$'000	Allowances for expected credit losses HK\$'000	Unbilled revenue HK\$'000	Total HK\$'000
At 1 April 2020	1,392	(236)	2,400	3,556
Charged to profit or loss (Note 8)	<u>447</u>	<u>205</u>	<u>1,095</u>	<u>1,747</u>
At 31 March 2021 and 1 April 2021 (Credited)/charged to profit or loss (Note 8)	1,839	(31)	3,495	5,303
	<u>(408)</u>	<u>27</u>	<u>(2,339)</u>	<u>(2,720)</u>
At 31 March 2022	<u><u>1,431</u></u>	<u><u>(4)</u></u>	<u><u>1,156</u></u>	<u><u>2,583</u></u>

At the end of the reporting period, the Group has unused tax losses of approximately HK\$95,476,000 (2021: HK\$49,536,000) available for offset against future profits. Deferred tax asset has not been recognised in respect of the losses due to the unpredictability of future profit streams. These tax losses may be carried forward indefinitely.

At the end of the reporting period, the Group has deductible temporary differences of approximately HK\$1,105,000 (2021: HK\$760,000), arising from decelerated depreciation allowances and allowances for expected credit losses, available for offset against future profits. Deferred tax asset has not been recognised in respect of the deductible temporary differences due to the unpredictability of future profit streams.

At the end of the reporting period, the Group has taxable temporary difference of approximately Nil (2021: HK\$822,000), arising from undistributed profit in the PRC subsidiary. Deferred tax liability has not been recognised in respect of the taxable temporary difference as the Group is able to control the dividend policy of the PRC subsidiary and will not distribute dividends in the foreseeable future.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For The Year Ended 31 March 2022

28. SHARE CAPITAL

	Number	Amount HK\$'000
Authorised:		
Ordinary shares of HK\$0.01 each		
At 1 April 2020, 31 March 2021, 1 April 2021 and 31 March 2022	<u>2,000,000,000</u>	<u>20,000</u>
Issued and fully paid		
Ordinary shares of HK\$0.01 each		
At 1 April 2020, 31 March 2021, 1 April 2021 and 31 March 2022	<u>1,584,000,000</u>	<u>15,840</u>

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For The Year Ended 31 March 2022

29. JOINT OPERATIONS

Details of investments in joint operations as at 31 March 2022 and 2021 are as follows:

Name	Place and date of operation	Principal activities	Participating shares	
			2022	2021
Kwan On - U-Tech 2	Unincorporated joint operation operating in Hong Kong, 16 December 2013	Civil engineering construction	50%	50%
Kwan On - U-Tech 3	Unincorporated joint operation operating in Hong Kong, 25 July 2016	Civil engineering construction	65%	65%
Kwan On - U-Tech 4	Unincorporated joint operation operating in Hong Kong, 26 July 2017	Civil engineering construction	51%	51%
Kwan On - U-Tech 5	Unincorporated joint operation operating in Hong Kong, 1 September 2021	Civil engineering construction	51%	–
Kwan On - China Geo	Unincorporated joint operation operating in Hong Kong, 12 August 2013	Civil engineering construction	51%	51%
Kwan On - China Geo 2	Unincorporated joint operation operating in Hong Kong, 14 July 2015	Civil engineering construction	51%	51%
KO-CG Joint Venture 1	Unincorporated joint operation operating in Hong Kong, 23 December 2015	Civil engineering construction	51%	51%
KO-CG Joint Venture 2	Unincorporated joint operation operating in Hong Kong, 23 June 2016	Civil engineering construction	51%	51%
Kwan On - Vernaltex Joint Venture	Unincorporated joint operation operating in Hong Kong, 1 December 2017	Civil engineering construction	51%	51%
Wing Lee - Univic Joint Venture	Unincorporated joint operation operating in Hong Kong, 30 March 2021	Civil engineering construction	49%	–

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For The Year Ended 31 March 2022

29. JOINT OPERATIONS (CONTINUED)

The above table lists the joint operations of the Group which, in the opinion of the directors, principally affect the results for the year or constitute a substantial portion of the assets and liabilities of the Group. To give details of other joint operations would, in the opinion of the directors, result in particulars of excessive length.

Pursuant to the terms of the joint venture agreement, the profit or loss sharing for each year of the joint operation shall be distributed to the joint operators in proportion to their respective participating interests.

Amounts due from/(to) other partners of joint operations are unsecured, non-interest bearing, repayable on demand and are denominated in Hong Kong dollars.

30. CAPITAL RISK MANAGEMENT

The Group manages its capital to ensure that entities in the Group will be able to continue as a going concern while maximising the return to shareholders through the optimisation of the debt and equity balance. The Group's overall strategies remain unchanged from prior year.

The Group manages its capital structure and makes adjustments to it, in light of changes in economic conditions. To maintain or adjust the capital structure, the Group may adjust the dividend payment to shareholders, return capital to shareholders, issue new shares or sell assets to reduce debt. No changes in the objectives, policies or processes were made during the year.

The capital structure of the Group consists of net debt, which includes the bank borrowings as disclosed in Note 25, net of cash and cash equivalents and equity attributable to owners of the Company, comprising issued share capital and reserves.

The directors of the Company review the capital structure using gearing ratio, which is net debt divided by total capital plus net debt. Net debt is calculated as the total of trade and other payables, amount due to a related company, amount due to an associate, amounts due to other partners of joint operations, bank borrowings and lease liabilities and less unpledged bank balances and cash. Capital includes equity attributable to owners of the Company. The Group's policy is to maintain the gearing ratio at not more than 50%, which is determined and reviewed with reference to the funding needs of the Group periodically.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For The Year Ended 31 March 2022

30. CAPITAL RISK MANAGEMENT (CONTINUED)

	2022 HK\$'000	2021 HK\$'000
Total debt	359,117	350,880
Less: Unpledged bank balances and cash	<u>(149,353)</u>	<u>(172,429)</u>
Net debt	209,764	178,451
Equity attributable to owners of the Company	<u>427,527</u>	<u>521,701</u>
Net debt and equity	<u><u>637,291</u></u>	<u><u>700,152</u></u>
Gearing ratio	<u><u>33%</u></u>	<u><u>25%</u></u>

31. FINANCIAL INSTRUMENTS

(a) Categories of financial instruments

	2022 HK\$'000	2021 HK\$'000
Financial assets		
Financial assets at amortised cost	378,708	413,638
Financial assets at fair value through other comprehensive income	<u>27,600</u>	<u>43,240</u>
	<u><u>406,308</u></u>	<u><u>456,878</u></u>
Financial liabilities		
Financial liabilities at amortised cost	344,478	335,275
Lease liabilities	<u>14,639</u>	<u>15,605</u>
	<u><u>359,117</u></u>	<u><u>350,880</u></u>

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For The Year Ended 31 March 2022

31. FINANCIAL INSTRUMENTS (CONTINUED)

(b) Financial risk management objectives and policies

The Group's major financial instruments include trade and other receivables, amount due from a related company, amount due from an associate, amounts due from other partners of joint operations, pledged bank deposits, bank balances and cash, trade and other payables, amount due to a related company, amount due to an associate, amounts due to other partners of joint operations, bank borrowings and lease liabilities. Details of the financial instruments are disclosed in respective notes. The risks associated with these financial instruments include market risks (currency risk, interest rate risk and other price risk), credit risk and liquidity risk. The policies on how to mitigate these risks are set out below. The management manages and monitors these exposures to ensure appropriate measures are implemented on a timely and effective manner.

Currency risk

Currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. The Group currently does not have a foreign currency hedging policy. However, management monitors foreign exchange exposure and will consider hedging of significant foreign currency exposure should the need arise.

Carrying amounts of financial assets and liabilities of the Group as at 31 March 2022 and 2021 exposed to currency risk were as follows:

	2022 HK\$'000	2021 HK\$'000
Financial assets		
Trade and other receivables	21,315	45,003
Amount due from an associate	–	27,878
Bank balances and cash	1,708	1,712
	<u>23,023</u>	<u>74,593</u>
Financial liabilities		
Amount due to a related company	(14,586)	–
Amount due to an associate	(24)	–
	<u>(14,610)</u>	<u>–</u>
Net financial assets exposed to currency risk	<u>8,413</u>	<u>74,593</u>

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For The Year Ended 31 March 2022

31. FINANCIAL INSTRUMENTS (CONTINUED)

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

Currency risk (Continued)

The net financial assets denominated in foreign currencies are analysed as follows:

	2022	2021
	HK\$'000	HK\$'000
Thai baht	21,291	72,881
United States dollars	(12,878)	1,712
	8,413	74,593

Since Hong Kong dollars is pegged to United States dollars, material fluctuation in the exchange rate of Hong Kong dollars against United States dollars is remote, and therefore no sensitivity analysis has been prepared.

The following table indicates the approximate change in the Group's loss after tax and retained profits in response to reasonably possible changes in Hong Kong dollars against Thai baht to which the Group has significant exposure:

	Increase/ (decrease) in foreign exchange rate	Increase/ (decrease) in loss after tax HK\$'000	Increase/ (decrease) in retained profits HK\$'000
2022			
If HK\$ weakens against THB	5%	(889)	889
If HK\$ strengthens against THB	(5%)	889	(889)
2021			
If HK\$ weakens against THB	5%	(3,043)	3,043
If HK\$ strengthens against THB	(5%)	3,043	(3,043)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For The Year Ended 31 March 2022

31. FINANCIAL INSTRUMENTS (CONTINUED)

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

Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates.

The Group is exposed to cash flow interest rate risk in relation to variable-rate bank balances (Note 23) and bank borrowings at prevailing market rates (Note 25).

The Group is also exposed to fair value interest rate risk in relation to fixed-rate other receivables (Note 19(b)), pledged bank deposits (Note 23) and lease liabilities (Note 26).

The Group currently does not use derivatives to hedge against the interest rate risk. However, the Group will monitor interest rate exposure and consider hedging significant interest rate exposure should the need arise.

The Group's cash flow interest rate risk is mainly concentrated on the fluctuation of the related banks' Hong Kong Dollars Prime Rate and 1-year BVAL rate arising from the Group's Hong Kong dollars denominated bank borrowings and Philippines peso denominated bank borrowings respectively and the market interest rate on the bank balances.

In respect of income-earning financial assets and interest-bearing financial liabilities, the following table indicates their effective interest rates as at 31 March 2022 and 2021:

	At 31 March 2022		At 31 March 2021	
	Effective	HK\$'000	Effective	HK\$'000
	interest rate		interest rate	
	%		%	
Fixed rate financial assets				
Other receivables	8%	25,590	8%	46,906
Pledged bank deposits	0.01%-1.4%	82,157	0.01%-0.33%	58,612
Fixed rate financial liabilities				
Lease liabilities	3.76%-5.36%	(14,639)	3.76%-5.36%	(15,605)
Variable rate financial assets				
Bank balances	0.01%-0.30%	122,532	0.01%-0.25%	140,114
Variable rate financial liabilities				
Bank borrowings	2.25%-7.5%	(235,842)	2.25%-7.5%	(227,777)
		<u>(20,202)</u>		<u>2,250</u>

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For The Year Ended 31 March 2022

31. FINANCIAL INSTRUMENTS (CONTINUED)

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

Interest rate risk (Continued)

Sensitivity analysis

The sensitivity analyses below have been determined based on the exposure to interest rates for bank balances and 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. 25 basis points and 50 basis points (2021: 25 basis points and 50 basis points) increase or decrease is used on bank balances and bank borrowings respectively 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 balances had been 25 basis points (2021: 25 basis points) higher/lower and all other variables were held constant, the Group's post-tax loss (2021: loss) would decrease/increase by approximately HK\$255,000 (2021: HK\$288,000).

If interest rates on bank borrowings had been 50 basis points (2021: 50 basis points) higher/lower and all other variables were held constant, the Group's post-tax loss (2021: loss) would increase/decrease by approximately HK\$950,000 (2021: HK\$904,000).

Other price risk

The Group is exposed to equity price risk through its investments in listed equity securities and these investments are classified on the consolidated statement of financial position as financial assets at fair value through other comprehensive income. The management manages this exposure by maintaining a portfolio of investments with different risks. In addition, the management will consider hedging the risk exposure should the need arise.

The sensitivity analysis below has been determined based on the exposure to equity price risk at the end of the reporting period.

If the share price of the listed investments classified as financial assets at fair value through other comprehensive income had been increased/decreased by 20% (2021: 20%) and all other variables were held constant, the revaluation reserve as at 31 March 2022 would increase/decrease by approximately HK\$5,520,000 (2021: HK\$8,648,000) resulting from the changes in fair value of financial assets at fair value through other comprehensive income.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For The Year Ended 31 March 2022

31. FINANCIAL INSTRUMENTS (CONTINUED)

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

Credit risk

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

In order to minimise the credit risk, the management of the Group has delegated a team responsible for determination of credit limits, credit approvals and other monitoring procedures to ensure that follow-up action is taken to recover overdue debts. Impairment losses are made for irrecoverable amounts. In this regard, the directors of the Company consider that the Group's credit risk is significantly reduced.

Trade receivables and contract assets

The Group measures the loss allowance for trade receivables and contract assets at an amount equal to lifetime ECL. The expected credit losses are estimated using a provision matrix by reference to past default experience of the customers and an analysis of the customers' current financial position, adjusted for factors that are specific to the customers, general economic conditions of the industry in which the customers operate and assessment of both the current as well as the forecast direction of conditions at the reporting date.

Given the customers of the Group are mainly the Government of the Hong Kong Special Administrative Region and its related organisations and based on historical experience, majority of trade receivables were settled within credit term and the Group received continuous settlements from these customers, hence the expected loss rate is assessed to be immaterial, the weighted average expected loss rate is close to zero and no loss allowance was recognised for the year ended 31 March 2022 (2021: Nil).

As at 31 March 2022, the Group has concentration of credit risk as 28% and 88% (2021: 42% and 95%) of the total trade receivables and retention receivables were due from the Group's largest customer and five largest customers respectively. The Group does not hold any collateral from its customers.

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For The Year Ended 31 March 2022

31. FINANCIAL INSTRUMENTS (CONTINUED)

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

Other receivables

The directors of the Company make periodic individual assessment on the recoverability of other receivables based on historical settlement records, credit rating, past experience and forward-looking information.

The Group measures the loss allowance equal to 12-month ECL of other receivables. For those balances expected to have significant increase in credit risk since initial recognition, the Group applies lifetime ECL based on ageing for classes with different credit risk characteristics and exposures.

The weighted average expected loss rate for other receivables is 3.13% (2021: 3.19%) and the ECL of other receivables is assessed on individual basis.

The movements of impairment loss for other receivables are as follows:

	Stage 1 HK\$'000	Stage 2 HK\$'000	Stage 3 HK\$'000	Total HK\$'000
At April 2020	2,557	–	–	2,557
Impairment loss recognised	1,832	–	–	1,832
At 31 March 2021 and 1 April 2021	4,389	–	–	4,389
Impairment loss reversed	(774)	–	–	(774)
At 31 March 2022	3,615	–	–	3,615

Bank balances and cash

The credit risk on liquid funds is limited because the counterparties are banks with high credit ratings assigned by international credit-rating agencies.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For The Year Ended 31 March 2022

31. FINANCIAL INSTRUMENTS (CONTINUED)

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

Liquidity risk

In the management of the liquidity risk, the Group monitors and maintains a level of cash and cash equivalents deemed adequate by the management to finance the Group's operations and mitigate the effects of fluctuations in cash flows. The management monitors the utilisation of bank borrowings and other source of funding and considers the risk is minimal.

The following table details the Group's remaining 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. Specifically, secured bank borrowings with a repayment on demand clause are included in the earliest time band regardless of the probability of the banks choosing to exercise their rights. The maturity dates for other non-derivative financial liabilities are based on the agreed repayment dates.

The table includes both interest and principal cash flows. To the extent that interest flows are floating rate, the undiscounted amount is derived from interest rate curve at the end of each reporting period.

	On demand or within one year HK\$'000	More than one year but not exceeding two years HK\$'000	More than two years but not exceeding five years HK\$'000	Over five years HK\$'000	Total undiscounted cash flows HK\$'000	Carrying amount HK\$'000
As at 31 March 2022						
Trade and other payables	81,958	-	-	-	81,958	81,958
Amount due to a related company	15,969	-	-	-	15,969	15,969
Amount due to an associate	24	-	-	-	24	24
Amounts due to other partners of joint operations	10,685	-	-	-	10,685	10,685
Bank borrowings	203,303	16,613	22,851	-	242,767	235,842
Lease liabilities	6,852	6,289	2,339	-	15,480	14,639
	<u>318,791</u>	<u>22,902</u>	<u>25,190</u>	<u>-</u>	<u>366,883</u>	<u>359,117</u>
As at 31 March 2021						
Trade and other payables	103,129	-	-	-	103,129	103,129
Amounts due to other partners of joint operations	4,369	-	-	-	4,369	4,369
Bank borrowings	178,661	18,906	42,134	-	239,701	227,777
Lease liabilities	9,230	4,048	3,257	-	16,535	15,605
	<u>295,389</u>	<u>22,954</u>	<u>45,391</u>	<u>-</u>	<u>363,734</u>	<u>350,880</u>

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For The Year Ended 31 March 2022

31. FINANCIAL INSTRUMENTS (CONTINUED)

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

Liquidity risk (Continued)

Bank borrowings with a repayment on demand clause are included in the “on demand or within one year” time band in the above maturity analysis. As at 31 March 2022, the carrying amount of these bank borrowings amounted to HK\$185,251,000 (2021: HK\$158,332,000). Taking into account the Group’s financial position, the directors of the Company do not believe that it is probable that the banks will exercise their discretionary rights to demand immediate repayment. The directors of the Company believe that such bank borrowings will be repaid in accordance with the scheduled repayment dates set out in the loan agreements.

The maturity analysis of the bank borrowings with a repayment on demand clause based on agreed scheduled repayment dates set out in the loan agreements is as follows:

	Within one year HK\$'000	More than one year but not exceeding two years HK\$'000	More than two years but not exceeding five years HK\$'000	Over five years HK\$'000	Total undiscounted cash flows HK\$'000	Carrying amount HK\$'000
As at 31 March 2022						
Bank borrowings	<u>178,141</u>	<u>721</u>	<u>2,164</u>	<u>7,215</u>	<u>188,241</u>	<u>185,251</u>
As at 31 March 2021						
Bank borrowings	<u>150,928</u>	<u>721</u>	<u>2,164</u>	<u>7,936</u>	<u>161,749</u>	<u>158,332</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.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For The Year Ended 31 March 2022

31. FINANCIAL INSTRUMENTS (CONTINUED)

(c) Fair value estimation

(i) *Financial instruments carried at fair value*

The following table presents the fair value of the Group's financial instruments measured at the end of the reporting period on a recurring basis, categorised into the three-level fair value hierarchy as defined in HKFRS 13, "Fair Value Measurement". The level into which a fair value measurement is classified is determined with reference to the observability and significance of the inputs used in the valuation technique as follows:

- Level 1 valuations: fair values measured using Level 1 inputs, i.e. unadjusted quoted prices in active markets for identical assets and liabilities at the measurement date
- Level 2 valuations: fair values measured using Level 2 inputs, i.e. observable inputs which fail to meet Level 1, and not using significant unobservable inputs. Unobservable inputs are inputs for which market data are not available
- Level 3 valuations: fair values measured using significant unobservable inputs

	Fair value measurement categorised into			Fair value HK\$'000
	Level 1 HK\$'000	Level 2 HK\$'000	Level 3 HK\$'000	
As at 31 March 2022				
Financial assets at FVOCI	27,600	–	–	27,600
As at 31 March 2021				
Financial assets at FVOCI	43,240	–	–	43,240

During the years ended 31 March 2022 and 2021, there were no transfers between financial instruments in Level 1 and Level 2, or transfers into or out of Level 3.

(ii) *Fair value of financial instruments carried at other than fair value*

The carrying amounts of the Group's financial instruments carried at amortised cost were not materially different from their fair values as at 31 March 2022 and 2021.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For The Year Ended 31 March 2022

32. RETIREMENT BENEFITS PLANS

Defined contribution plans

The Group operates a Mandatory Provident Fund Scheme (the “**MPF Scheme**”) for all qualifying employees in Hong Kong. The assets of the schemes are held separately from those of the Group, in funds under the control of trustees. The Group contributes 5% of relevant payroll costs, capped at HK\$1,500 per month, to the MPF Scheme, in which the contribution is matched by employees. The Group has no further obligations for the actual payment of post retirement benefits beyond the contributions.

The employees in the subsidiary in the PRC are members of state-managed retirement benefit scheme (the “**Social Insurance Scheme**”) operated by the PRC government. The subsidiary is required to contribute a certain percentage of their payroll to the retirement benefit scheme to fund the benefit. The only obligation of the Group with respect to the retirement benefit scheme is to make the required contributions under the Social Insurance Scheme. The Group has no further obligations for the actual payment of post retirement benefits beyond the contributions.

The total cost charged to profit or loss of approximately HK\$2,629,000 (2021: HK\$3,238,000) represents contributions payable to these schemes by the Group in respect of the current accounting period. The Group’s contributions to the defined contribution plans are expensed as incurred and not reduced by contributions forfeited by those employees who leave the plan prior to vesting fully in the contributions.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For The Year Ended 31 March 2022

33. STATEMENT OF FINANCIAL POSITION OF THE COMPANY

	Notes	2022 HK\$'000	2021 HK\$'000
Non-current assets			
Property, plant and equipment		84	286
Investments in subsidiaries	34	22,978	22,978
		<u>23,062</u>	<u>23,264</u>
Current assets			
Trade receivables		6	6
Other receivables		3,072	3,072
Amounts due from subsidiaries (Note)		402,736	381,910
Bank balances and cash		1,493	381
		<u>407,307</u>	<u>385,369</u>
Current liabilities			
Other payables		1,050	1,020
Bank borrowings		9,176	9,684
Amounts due to subsidiaries (Note)		76,269	45,078
		<u>86,495</u>	<u>55,782</u>
Net current assets		<u>320,812</u>	<u>329,587</u>
Net assets		<u><u>343,874</u></u>	<u><u>352,851</u></u>
Capital and reserves			
Share capital	28	15,840	15,840
Reserves	33(a)	328,034	337,011
Total equity		<u><u>343,874</u></u>	<u><u>352,851</u></u>

Note:

The amounts are unsecured, non-interest bearing and repayable on demand.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For The Year Ended 31 March 2022

33. STATEMENT OF FINANCIAL POSITION OF THE COMPANY (CONTINUED)

(a) Reserves

The amounts of the Group's reserves and the movements therein for the current and prior years are presented in the consolidated statement of changes in equity of the consolidated financial statements. Movements in the Company's reserves during the current and prior years are as follows:

	Share premium HK\$'000	Contributed surplus HK\$'000	Capital reserve HK\$'000 (Note)	Accumulated losses HK\$'000	Total HK\$'000
At 1 April 2020	355,478	22,968	7,453	(37,083)	348,816
Loss for the year	—	—	—	(11,805)	(11,805)
At 31 March 2021 and 1 April 2021	355,478	22,968	7,453	(48,888)	337,011
Loss for the year	—	—	—	(8,977)	(8,977)
At 31 March 2022	<u>355,478</u>	<u>22,968</u>	<u>7,453</u>	<u>(57,865)</u>	<u>328,034</u>

Note:

Pursuant to a written confirmation on 23 March 2015, the reimbursement of bearing listing expenses of approximately HK\$7,453,000 by two shareholders, Fortune Decade and Twilight Treasure, in their capacity as shareholders was accounted for as capital contribution to the Company.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For The Year Ended 31 March 2022

34. PARTICULARS OF PRINCIPAL SUBSIDIARIES OF THE COMPANY

(a) General information of subsidiaries

Details of the Company's principal subsidiaries at 31 March 2022 and 2021 are as follows:

Name of subsidiaries	Place of incorporation or registration/operation	Issued and fully paid share capital/registered capital	Percentage of nominal value of issued ordinary share capital held by the Company				Forms of legal entity	Principal activities
			2022	2021	2022	2021		
			Directly %	Directly %	Indirectly %	Indirectly %		
Win Vision Holdings Limited	BVI	US\$1	100	100	-	-	Wholly-owned foreign company	Investment holding
Capital Prospect Holdings Limited	BVI	US\$1	100	-	-	-	Wholly-owned foreign company	Investment holding
Kwan on Construction Company Limited	Hong Kong	HK\$24,850,000	-	-	100	100	Private limited company	Civil engineering construction
Univic Engineering Limited	Hong Kong	HK\$76,300,200	-	-	100	100	Private limited company	Provision of contracting work on civil plumbing, fire protection, insulation, concrete repairs and related activities
Univic Engineering and Construction Limited	Hong Kong	HK\$1,403,500	-	-	100	100	Private limited company	Provision of civil, plumbing and fire protection engineering contract services
Univic Earthworks Limited	Hong Kong	HK\$90,000	-	-	100	100	Private limited company	Provision of civil and plumbing engineering contract services
Univic Building Contractors Limited	Hong Kong	HK\$10,000	-	-	100	100	Private limited company	Provision of construction site workmen services

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For The Year Ended 31 March 2022

34. PARTICULARS OF PRINCIPAL SUBSIDIARIES OF THE COMPANY (CONTINUED)

(a) General information of subsidiaries (Continued)

Details of the Company's principal subsidiaries at 31 March 2022 and 2021 are as follows:

Name of subsidiaries	Place of incorporation or registration/operation	Issued and fully paid share capital/registered capital	Percentage of nominal value of issued ordinary share capital held by the Company				Forms of legal entity	Principal activities
			2022	2021	2022	2021		
			Directly %	Directly %	Indirectly %	Indirectly %		
Univic Construction Resources Limited	Hong Kong	HK\$999	-	-	100	100	Private limited company	Provision of construction site workmen services
Nanjing Univic Engineering Construction Limited (南京義年益建築工程有限公司)*	Nanjing	RMB12,500,000	-	-	100	100	Private limited company	Trading of chemical products
Univic Fireproofing & Construction Limited	Hong Kong	HK\$2	-	-	100	100	Private limited company	Trading of diesel and provision of construction site workmen services
Kwan On-U-Tech 1	Hong Kong	Not applicable	-	-	70	70	Unincorporated joint venture	Civil engineering construction
Alpha Gold Investments Limited	Seychelles	US\$1	100	100	-	-	Private limited company	Property holding
Greenland Hua Yuan (HK) Limited	Hong Kong	HK\$100	-	-	100	100	Private limited company	Acts as administrative centre of the Group
Kwan On Overseas Investment Holdings Company Limited	Hong Kong	HK\$100	-	-	100	100	Private limited company	Inactive
New Zealand Kwan On Construction Limited	New Zealand	NZD100	-	-	100	-	Private limited company	Construction

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For The Year Ended 31 March 2022

34. PARTICULARS OF PRINCIPAL SUBSIDIARIES OF THE COMPANY (CONTINUED)

(a) General information of subsidiaries (Continued)

Details of the Company's principal subsidiaries at 31 March 2022 and 2021 are as follows:

Name of subsidiaries	Place of incorporation or registration/operation	Issued and fully paid share capital/registered capital	Percentage of nominal value of issued ordinary share capital held by the Company				Forms of legal entity	Principal activities
			2022	2021	2022	2021		
			Directly %	Directly %	Indirectly %	Indirectly %		
Jovial Elm Limited	BVI	US\$1	100	100	-	-	Wholly-owned foreign company	Investment holding
Kwan On Holdings (Philippines) Inc.	The Republic of the Philippines	PHP 11,000,000	-	-	100	100	Private limited company	Civil engineering construction
Kwan On Construction (Malaysia) Sdn Bhd	Malaysia	RM2	-	-	100	100	Private limited company	Construction of building
Anncore Properties Group Corp.*	The Republic of the Philippines	PHP 62,500	-	-	40	40	Private limited company	Investment holding
Metrocity Properties Group Inc.*	The Republic of the Philippines	PHP 300,000,000	-	-	40	40	Private limited company	Property development
Metrocity Urban Group Inc.	The Republic of the Philippines	PHP 250,000	-	-	64	64	Private limited company	Inactive

* The English name of the Company registered in the PRC represents the best efforts of the management of the Company in directly translating the Chinese name of the company as no English name has been registered.

The Group has the power to appoint more than half of the directors in the board of the companies, thus the Group has dominant control of the companies and thus they are regard as subsidiaries of the Group.

The above list contains the particulars of subsidiaries which principally affected the results, assets or liabilities of the Group.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For The Year Ended 31 March 2022

34. PARTICULARS OF PRINCIPAL SUBSIDIARIES OF THE COMPANY (CONTINUED)

(b) Details of non-wholly owned subsidiaries that have material non-controlling interests

The following table lists out the information relating to Kwan On - U-Tech 1, Anncore Properties Group Corp. (“**Anncore**”) and its subsidiary (collectively known as “**Anncore Group**”) and Metrocity Urban Group Inc., subsidiaries of the Group, which have non-controlling interests as at 31 March 2022. The summarised financial information presented below represents the amounts before any inter-company elimination.

	2022			2021		
	Kwan On - U-Tech 1 HK\$'000	Anncore Group HK\$'000	Metrocity Urban Group Inc. HK\$'000	Kwan On - U-Tech 1 HK\$'000	Anncore Group HK\$'000	Metrocity Urban Group Inc. HK\$'000
Non-controlling interests						
percentage	30%	60%	36%	30%	60%	36%
Current assets	7,785	180,560	2	13,121	187,058	12
Current liabilities	(9,196)	(145,909)	(197)	(12,852)	(134,035)	(110)
Non-current liabilities	–	(36,136)	–	–	(54,013)	–
Net (liabilities)/assets	(1,411)	(1,485)	(195)	269	(990)	(98)
Carrying amount of non-controlling interests	(423)	(891)	(70)	81	(594)	(35)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For The Year Ended 31 March 2022

34. PARTICULARS OF PRINCIPAL SUBSIDIARIES OF THE COMPANY (CONTINUED)

(b) Details of non-wholly owned subsidiaries that have material non-controlling interests (Continued)

	2022			2021		
	Kwan On - U-Tech 1 HK\$'000	Anncore Group HK\$'000	Metrocity Urban Group Inc. HK\$'000	Kwan On - U-Tech 1 HK\$'000	Anncore Group HK\$'000	Metrocity Urban Group Inc. HK\$'000
Revenue	-	-	-	2,769	-	-
Expenses	(1,680)	(577)	(107)	(1,480)	(874)	(96)
(Loss)/profit for the year	<u>(1,680)</u>	<u>(577)</u>	<u>(107)</u>	<u>1,289</u>	<u>(874)</u>	<u>(96)</u>
(Loss)/profit for the year attributable to owners of the Company	(1,176)	(231)	(68)	902	(350)	(61)
(Loss)/profit for the year attributable to the non-controlling interests	(504)	(346)	(39)	387	(524)	(35)
(Loss)/profit for the year	<u>(1,680)</u>	<u>(577)</u>	<u>(107)</u>	<u>1,289</u>	<u>(874)</u>	<u>(96)</u>
Other comprehensive income/(expense) attributable to owners of the Company	-	34	6	-	(6)	(1)
Other comprehensive income/(expense) attributable to the non-controlling interests	-	49	4	-	(9)	-
Other comprehensive income/(expense) for the year	<u>-</u>	<u>83</u>	<u>10</u>	<u>-</u>	<u>(15)</u>	<u>(1)</u>
Total comprehensive (expense)/income attributable to owners of the Company	(1,176)	(197)	(62)	902	(356)	(62)
Total comprehensive (expense)/income attributable to the non-controlling interests	(504)	(297)	(35)	387	(533)	(35)
Total comprehensive (expense)/income for the year	<u>(1,680)</u>	<u>(494)</u>	<u>(97)</u>	<u>1,289</u>	<u>(889)</u>	<u>(97)</u>
Net cash (outflow)/inflow from operating activities	(8,917)	(1,423)	-	(4,614)	608	-
Net cash inflow from investing activities	-	-	-	1,901	-	-
Net cash inflow/(outflow) from financing activities	-	1,586	-	-	(1,320)	-
Net cash (outflow)/inflow	<u>(8,917)</u>	<u>163</u>	<u>-</u>	<u>(2,713)</u>	<u>(712)</u>	<u>-</u>

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For The Year Ended 31 March 2022

35. RELATED PARTY TRANSACTIONS

Save as disclosed elsewhere in the consolidated financial statements, the Group entered into the following material transactions with related parties:

Name of related parties	Nature of transactions	Notes	2022	2021
			HK\$'000	HK\$'000
U-Tech Engineering Co. Ltd.	Subcontracting fee	(a), (b)	3,862	408
Jiangsu Provincial Construction Group Co., Ltd.* 江蘇省建築工程集團有限公司	Financial guarantee	(c)	55,373	78,703

* The English name is for identification purpose only.

Notes:

- (a) U-Tech Engineering Co. Ltd. is a non-controlling interest of a subsidiary, Kwan On - U-Tech 1, of the Group.
- (b) These transactions were carried out at terms determined and agreed by the Group and the respective related party.
- (c) Jiangsu Provincial Construction Group Co., Ltd. is a substantial shareholder of the Group.

Compensation of key management personnel

The remuneration of directors and other members of key management during the year was as follows:

	2022	2021
	HK\$'000	HK\$'000
Short term employee benefits	5,550	6,632
Post-employment benefits	42	36
	5,592	6,668

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For The Year Ended 31 March 2022

36. LITIGATIONS

At the end of the reporting period, there were a number of labour claims arising from the normal course of business being lodged against the Group and no specific claim amount has been specified in the applications of these claims except as detailed below. In the opinion of the directors of the Company, the possibility of any outflow of resources in settling these claims was remote and/or sufficient insurance policies are maintained to cover the loss, if any, arising from these claims and therefore the ultimate liability under these claims would not have a material adverse impact on the financial position or results of the Group.

37. SHARE OPTION SCHEME

Shareholders of the Company have approved and adopted a share option scheme (the “**Scheme**”) on 16 March 2015.

A summary of the Scheme is set out as below:

The Scheme became effective for a period of 10 years commencing on 16 March 2015. Under the Scheme, the directors of the Company shall, in its absolute discretion select, make an offer to any eligible participants to subscribe for shares of the Company at a subscription price being not less than the highest of (i) the closing price of shares of the Company as stated in the Stock Exchange’s daily quotation sheet on the offer date; or (ii) the average closing prices of the shares of the Company as stated in the Stock Exchange’s daily quotation sheets for the five business days immediately preceding the offer date; and (iii) the nominal value of the share on the offer date. The offer of a grant of options may be accepted within 21 days from the date of the offer grant.

The maximum number of shares to be issued upon the exercise of all outstanding options granted at any time under the Scheme together with options which may be granted under any other share option schemes for the time being of the Company must not in aggregate exceed 10% of the issued share capital of the Company at the date of the approval of the Scheme. No options have been granted since the adoption of the share option scheme.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For The Year Ended 31 March 2022

38. RECONCILIATION OF LIABILITIES ARISING FROM FINANCING ACTIVITIES

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

	Bank borrowings HK\$'000	Lease liabilities HK\$'000	Total HK\$'000
At 1 April 2020	247,247	18,029	265,276
Changes from financing cash flows:			
New bank loans raised	359,592	–	359,592
Repayment of bank borrowings	(382,401)	–	(382,401)
Interest paid	(11,823)	–	(11,823)
Capital element of lease rentals paid	–	(7,829)	(7,829)
Interest element of lease rentals paid	–	(917)	(917)
Total changes from financing cash flows	(34,632)	(8,746)	(43,378)
Exchange adjustments	3,339	–	3,339
Other changes:			
Increase in lease liabilities from entering into new leases during the year	–	5,405	5,405
Interest expenses	6,062	–	6,062
Interest expenses on lease liabilities	–	917	917
Interest capitalised	5,761	–	5,761
Total other changes	11,823	6,322	18,145
At 31 March 2021	227,777	15,605	243,382

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For The Year Ended 31 March 2022

38. RECONCILIATION OF LIABILITIES ARISING FROM FINANCING ACTIVITIES (CONTINUED)

	Bank borrowings HK\$'000	Lease liabilities HK\$'000	Total HK\$'000
At 1 April 2021	<u>227,777</u>	<u>15,605</u>	<u>243,382</u>
Changes from financing cash flows:			
New bank loans raised	548,063	–	548,063
Repayment of bank borrowings	(536,121)	–	(536,121)
Interest paid	(10,089)	–	(10,089)
Capital element of lease rentals paid	–	(9,796)	(9,796)
Interest element of lease rentals paid	–	(754)	(754)
Total changes from financing cash flows	<u>1,853</u>	<u>(10,550)</u>	<u>(8,697)</u>
Other changes:			
Increase in lease liabilities from entering into new leases during the year	–	10,458	10,458
Termination of lease	–	(1,633)	(1,633)
Interest expenses	5,556	–	5,556
Interest expenses on lease liabilities	–	754	754
Interest capitalised	4,533	–	4,533
Exchange realignment	(3,877)	5	(3,872)
Total other changes	<u>6,212</u>	<u>9,584</u>	<u>15,796</u>
At 31 March 2022	<u><u>235,842</u></u>	<u><u>14,639</u></u>	<u><u>250,481</u></u>

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For The Year Ended 31 March 2022

38. RECONCILIATION OF LIABILITIES ARISING FROM FINANCING ACTIVITIES (CONTINUED)

Amounts included in the consolidated statement of cash flows for leases comprise the following:

	2022	2021
	HK\$'000	HK\$'000
Within		
Operating cash flows	4,295	4,364
Financing cash flows	10,550	8,746
	14,845	13,110

Those amounts relate to the following:

	2022	2021
	HK\$'000	HK\$'000
Lease rentals paid	14,845	13,110

FIVE YEARS' FINANCIAL SUMMARY

RESULTS

	Year ended 31 March				
	2018	2019	2020	2021	2022
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
Revenue	637,250	731,839	599,912	538,732	515,361
Profit/(loss) before income tax expense	34,668	32,681	17,789	(22,398)	(70,998)
Income tax (expense)/credit	(4,361)	(6,577)	(3,218)	(2,179)	2,144
Profit/(loss) for the year	<u>30,307</u>	<u>26,104</u>	<u>14,571</u>	<u>(24,577)</u>	<u>(68,854)</u>
Profit/(loss) attributable to:					
Owners of the Company	27,075	24,271	16,223	(24,405)	(67,965)
Non-controlling interests	3,232	1,833	(1,652)	(172)	(889)
	<u>30,307</u>	<u>26,104</u>	<u>14,571</u>	<u>(24,577)</u>	<u>(68,854)</u>

ASSETS AND LIABILITIES

	As at 31 March				
	2018	2019	2020	2021	2022
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
Total assets	547,959	640,537	927,804	959,065	808,940
Less: Total liabilities	204,827	267,850	411,654	437,912	(382,797)
Total equity	343,132	372,687	516,150	521,153	426,143
Less: Non-controlling interests	2,753	1,286	(367)	(548)	(1,384)
Equity attributable to owners of the Company	<u>340,379</u>	<u>371,401</u>	<u>516,517</u>	<u>521,701</u>	<u>427,527</u>