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Milestone Builder Holdings Limited

進階發展集團有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 1667)

ANNOUNCEMENT OF INTERIM RESULTS FOR THE SIX MONTHS ENDED 30 SEPTEMBER 2021

FINANCIAL HIGHLIGHTS

- Revenue for the six months ended 30 September 2021 was approximately HK\$66.5 million, representing an increase of 1.7% from approximately HK\$65.4 million for the six months ended 30 September 2020.
- Gross profit for the six months ended 30 September 2021 was approximately HK\$0.4 million (six months ended 30 September 2020: gross loss of approximately HK\$20.8 million).
- Administrative expenses for the six months ended 30 September 2021 were approximately HK\$16.4 million (six months ended 30 September 2020: approximately HK\$15.3 million).
- Loss attributable to the owners of the Company for the six months ended 30 September 2021 was approximately HK\$36.2 million (six months ended 30 September 2020: approximately HK\$39.9 million).
- The Board has resolved not to declare any interim dividend for the six months ended 30 September 2021.

FINANCIAL RESULTS

The board of directors (the “Board” or the “Directors”) of Milestone Builder Holdings Limited (the “Company”) hereby announces the unaudited condensed consolidated interim results of the Company and its subsidiaries (collectively the “Group” or “our Group” or “we” or “our”) for the six months ended 30 September 2021 together with comparative figures for the previous financial period ended 30 September 2020, as follows:

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

		Six months ended 30 September	
		2021	2020
	Notes	HK\$'000	HK\$'000
		(Unaudited)	(Unaudited)
REVENUE	4	66,508	65,417
Cost of sales		<u>(66,156)</u>	<u>(86,196)</u>
Gross profit/(loss)		352	(20,779)
Other income and gains, net	5	1,028	2,545
Administrative expenses		(16,435)	(15,273)
Fair value gain/(loss) on a financial asset at fair value through profit or loss		189	(2,052)
Other expenses		(15,426)	–
Finance costs	6	<u>(5,861)</u>	<u>(4,302)</u>
LOSS BEFORE TAX	7	(36,153)	(39,861)
Income tax expense	8	<u>–</u>	<u>(31)</u>
LOSS FOR THE PERIOD ATTRIBUTABLE TO OWNERS OF THE COMPANY		<u>(36,153)</u>	<u>(39,892)</u>

		Six months ended 30 September	
		2021	2020
	<i>Notes</i>	<i>HK\$'000</i>	<i>HK\$'000</i>
		(Unaudited)	(Unaudited)
OTHER COMPREHENSIVE LOSS			
<i>Item that may be reclassified to profit or loss in subsequent periods</i>			
Exchange differences on translation of foreign operations		<u>(521)</u>	–
OTHER COMPREHENSIVE LOSS FOR THE PERIOD, NET OF TAX		<u>(521)</u>	–
TOTAL COMPREHENSIVE LOSS FOR THE PERIOD ATTRIBUTABLE TO OWNERS OF THE COMPANY		<u><u>(36,674)</u></u>	<u><u>(39,892)</u></u>
		<i>HK cents</i>	<i>HK cents</i>
		<i>per share</i>	<i>per share</i>
Loss per share attributable to the owners of the Company:			
Basic	10	<u><u>(3.77)</u></u>	<u><u>(4.77)</u></u>
Diluted	10	<u><u>(3.77)</u></u>	<u><u>(4.77)</u></u>

INTERIM CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

		30 September 2021 <i>HK\$'000</i> (Unaudited)	31 March 2021 <i>HK\$'000</i> (Audited)
	<i>Notes</i>		
NON-CURRENT ASSETS			
Investment properties		12,775	35,595
Property, plant and equipment	11	52,275	53,555
Right-of-use assets		2,709	4,665
Financial asset at fair value through profit or loss		9,759	9,571
Goodwill		–	15,577
Deferred tax assets		5,913	5,913
Long-term deposits	12	815	815
Total non-current assets		84,246	125,691
CURRENT ASSETS			
Amounts due from joint ventures		749	419
Trade and other receivables, deposits and prepayments	12	26,407	31,649
Contract assets		234,886	229,352
Tax recoverable		726	775
Cash and bank balances		12,642	17,225
Total current assets		275,410	279,420
CURRENT LIABILITIES			
Amount due to a joint venture		–	280
Contract liabilities		16,268	16,481
Trade and other payables and accruals	13	67,976	80,095
Bank and other borrowings	14	48,055	78,265
Lease liabilities		2,575	3,119
Total current liabilities		134,874	178,240
NET CURRENT ASSETS		140,536	101,180
TOTAL ASSETS LESS CURRENT LIABILITIES		224,782	226,871

		30 September 2021	31 March 2021
	<i>Notes</i>	<i>HK\$'000</i>	<i>HK\$'000</i>
		(Unaudited)	(Audited)
NON-CURRENT LIABILITIES			
Bank and other borrowings	14	75,572	73,527
Loans from a shareholder	14	92,022	57,883
Lease liabilities		501	2,084
Deferred tax liabilities		1,479	1,495
		<hr/>	<hr/>
Total non-current liabilities		169,574	134,989
		<hr/>	<hr/>
Net assets		55,208	91,882
		<hr/> <hr/>	<hr/> <hr/>
EQUITY			
Equity attributable to owners of the Company			
Share capital		96,000	96,000
Reserves		(40,792)	(4,118)
		<hr/>	<hr/>
Total equity		55,208	91,882
		<hr/> <hr/>	<hr/> <hr/>

NOTES TO INTERIM CONDENSED CONSOLIDATED FINANCIAL INFORMATION

1. CORPORATE AND GROUP INFORMATION

Milestone Builder Holdings Limited (the “Company”) was incorporated in the Cayman Islands as an exempted company with limited liability under the Companies Law (as revised) of the Cayman Islands. The address of the Company’s registered office is 2nd Floor, Century Yard, Cricket Square, P.O. Box 902, Grand Cayman KY1-1103, Cayman Islands. The principal place of business of the Company is located at Unit 1, 17th floor, Office Tower 1, the Harbourfront, 18 Tak Fung Street, Kowloon.

The Company is an investment holding company and its subsidiaries (together the “Group”) provide (i) building construction services; (ii) alteration, addition, fitting-out works and building services; (iii) repair and restoration of historic buildings in Hong Kong (together “construction and engineering services”); and (iv) engage in property development and investment business.

The Company’s shares were listed on the Main Board of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”).

2.1 BASIS OF PREPARATION

The unaudited interim condensed consolidated financial information for the six months ended 30 September 2021 has been prepared in accordance with the applicable disclosure requirements of Appendix 16 to the Rules Governing the Listing of Securities (the “Listing Rules”) on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) and compliance with Hong Kong Accounting Standard (“HKAS”) 34 Interim Financial Reporting issued by the Hong Kong Institute of Certified Public Accountants (the “HKICPA”). The interim condensed consolidated financial information does not include all the information and disclosures required in the annual financial statements, and should be read in conjunction with the Group’s annual consolidated financial statements for the year ended 31 March 2021. The accounting policies and basis of preparation adopted in the preparation of the unaudited interim condensed consolidated financial information are consistent with those applied in the preparation of the Group’s annual consolidated financial statements for the year ended 31 March 2021, except for the changes in accounting policies made thereafter in adopting the revised Hong Kong Financial Reporting Standards (“HKFRSs”) issued by the HKICPA, which became effective for the first time for the current period’s interim financial information, as further detailed in note 2.2 below.

In preparing the unaudited interim condensed consolidated financial information, the directors of the Company have given careful consideration to the future liquidity of the Group. Taking into account the Group’s internal financial resources, available banking facilities and new banking facilities currently under negotiation, the directors of the Company considered that the Group will be able to continue as a going concern. Accordingly, the unaudited interim condensed consolidated financial information has been prepared on a going concern basis.

The interim condensed consolidated financial information has not been audited, but has been reviewed by audit committee of the Company.

2.2 CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES

The accounting policies adopted in the preparation of the interim condensed consolidated financial information are consistent with those applied in the preparation of the Group’s annual consolidated financial statements for the year ended 31 March 2021, except for the adoption of the following revised Hong Kong Financial Reporting Standards (“HKFRSs”) for the first time for the current period’s financial information.

Amendments to HKFRS 9, HKAS 39
and HKFRS 7

Amendment to HKFRS 16

Amendment to HKFRS 16

Interest Rate Benchmark Reform – Phase 2

Covid-19-Related Rent Concessions

Covid-19-Related Rent Concessions beyond 30 June 2021 (early adopted)

The nature and impact of the revised HKFRSs are described below:

- (a) Amendments to HKFRS 9, HKAS 39, HKFRS 7, HKFRS 4 and HKFRS 16 address issues not dealt with in the previous amendments which affect financial reporting when an existing interest rate benchmark is replaced with an alternative risk-free rate (“RFR”). The phase 2 amendments provide a practical expedient to allow the effective interest rate to be updated without adjusting the carrying amount of financial assets and liabilities when accounting for changes in the basis for determining the contractual cash flows of financial assets and liabilities, if the change is a direct consequence of the interest rate benchmark reform and the new basis for determining the contractual cash flows is economically equivalent to the previous basis immediately preceding the change. In addition, the amendments permit changes required by the interest rate benchmark reform to be made to hedge designations and hedge documentation without the hedging relationship being discontinued. Any gains or losses that could arise on transition are dealt with through the normal requirements of HKFRS 9 to measure and recognise hedge ineffectiveness. The amendments also provide a temporary relief to entities from having to meet the separately identifiable requirement when an RFR is designated as a risk component. The relief allows an entity, upon designation of the hedge, to assume that the separately identifiable requirement is met, provided the entity reasonably expects the RFR risk component to become separately identifiable within the next 24 months. Furthermore, the amendments require an entity to disclose additional information to enable users of financial statements to understand the effect of interest rate benchmark reform on an entity’s financial instruments and risk management strategy.

The Group had certain interest-bearing bank borrowings denominated in Hong Kong dollars based on the Prime Rate as at 30 September 2021. Since the interest rates of these borrowings were not replaced by RFRs during the period, the amendment did not have any impact on the financial position and performance of the Group. If the interest rates of these borrowings are replaced by RFRs in a future period, the Group will apply this practical expedient upon the modification of these borrowings provided that the “economically equivalent” criterion is met.

- (b) Amendment to HKFRS 16 provides a practical expedient for lessees to elect not to apply lease modification accounting for rent concessions arising as a direct consequence of the COVID-19 pandemic. The practical expedient applies only to rent concessions occurring as a direct consequence of the pandemic and only if (i) the change in lease payments results in revised consideration for the lease that is substantially the same as, or less than, the consideration for the lease immediately preceding the change; (ii) any reduction in lease payments affects only payments originally due on or before 30 June 2021; and (iii) there is no substantive change to other terms and conditions of the lease. In April 2021, the Hong Kong Institute of Certified Public Accountants (the “HKICPA”) issued another amendment to HKFRS 16 Covid-19-Related Rent Concessions beyond 30 June 2021 to extend the availability of the practical expedient for any reduction in lease payments that affects only payments originally due on or before 30 June 2022 (the “2021 Amendment”). The 2021 Amendment is effective retrospectively for annual periods beginning on or after 1 April 2021 with any cumulative effect of initially applying the amendment recognised as an adjustment to the opening balance of retained profits at the beginning of the current accounting period. Earlier application is permitted. The amendment did not have any impact on the financial position and performance of the Group.

3. OPERATING SEGMENT INFORMATION

For management purposes, the Group is organised into business units based on their products and services and has two reportable operating segments as follows:

- (a) Construction and engineering services – principally engaged in the provision of (i) building construction services; (ii) alteration, addition, fitting-out works and building services; and (iii) repair and restoration of historic buildings in Hong Kong; and
- (b) Property development and investment – principally engaged in the property development and investment business in Hong Kong and Japan.

The Group’s revenue from external customers from each operating segment is set out in note 4 to the interim condensed consolidated financial information.

Management monitors the results of the Group’s operating segments separately for the purpose of making decisions about resource allocation and performance assessment. The management assesses the performance of the operating segments based on a measure of adjusted earnings before interest expense, taxes, depreciation and amortisation (“EBITDA”)/loss before interest expense, taxes, depreciation and amortisation (“LBITDA”).

	Construction and engineering services HK\$’000 (Unaudited)	Property development and investment HK\$’000 (Unaudited)	Total HK\$’000 (Unaudited)
Six months ended 30 September 2021			
Segment revenue (<i>note 4</i>)	<u>65,919</u>	<u>589</u>	<u>66,508</u>
Segmental EBITDA/(LBITDA)	(28,615)	340	(28,275)
Depreciation	<u>(1,511)</u>	<u>(695)</u>	<u>(2,206)</u>
Segment results	<u>(30,126)</u>	<u>(355)</u>	(30,481)
Reconciliation:			
Finance costs			(5,861)
Fair value gain on a financial asset at fair value through profit or loss			<u>189</u>
Loss before tax			(36,153)
Income tax expense			<u>–</u>
Loss for the period attributable to owners of the Company			<u>(36,153)</u>

	Construction and engineering services <i>HK\$'000</i> (Unaudited)	Property development and investment <i>HK\$'000</i> (Unaudited)	Total <i>HK\$'000</i> (Unaudited)
Six months ended 30 September 2020			
Segment revenue (<i>note 4</i>)	65,165	252	65,417
Segmental EBITDA/(LBITDA)	(33,576)	204	(33,372)
Depreciation	(2,218)	–	(2,218)
Segment results	(35,794)	204	(35,590)
Reconciliation:			
Bank interest income			31
Finance costs			(4,302)
Loss before tax			(39,861)
Income tax expense			(31)
Loss for the period attributable to the owners of the Company			(39,892)

4. REVENUE

An analysis of revenue is as follows:

	Six months ended 30 September	
	2021	2020
	<i>HK\$'000</i>	<i>HK\$'000</i>
	(Unaudited)	(Unaudited)
<i>Revenue from contracts with customers:</i>		
Provision of construction and engineering services		
– Building construction services	5,571	8,777
– Alteration, addition, fitting-out works and building services	55,493	47,136
– Repair and restoration of historic buildings	4,855	9,252
	65,919	65,165
<i>Revenue from other sources:</i>		
Property development and investment		
– Gross rental income from investment property operating leases	589	252
	66,508	65,417

Revenue from contracts with customers

(a) Disaggregated revenue information

The disaggregated revenue information is set out in the table above. Revenue from the provision of construction and engineering services are recognised over time and included in “Construction and engineering services” segment for segment reporting purpose. The following table shows the amounts of revenue recognised in the current reporting period that were included in the contract liabilities at the beginning of the reporting period:

	Six months ended 30 September	
	2021	2020
	HK\$'000	HK\$'000
	(Unaudited)	(Unaudited)
Revenue recognised that was included in contract liabilities at the beginning of the reporting period:		
Provision of construction and engineering services	11,173	3,937

(b) Performance obligations

The performance obligation is satisfied over time as construction and engineering services are rendered and payment is generally due within 30 days from the date of issuance of payment certificate. A certain percentage of payment is retained by customers until the end of the retention period as the Group's entitlement to the final payment is conditional on the satisfaction of the service quality by the customers over a certain period as stipulated in the contracts.

The amount of transaction prices allocated to the remaining performance obligations (unsatisfied or partially unsatisfied) as at 30 September are as follows:

	2021	2020
	HK\$'000	HK\$'000
	(Unaudited)	(Unaudited)
Amounts expected to be recognised as revenue:		
Within one year	110,391	18,539
After one year	–	88,643
	110,391	107,182

The amounts of transaction prices allocated to the remaining performance obligations which are expected to be recognised as revenue after one year relate to construction works, of which the performance obligations are to be satisfied within two years. All the other amounts of transaction prices allocated to the remaining performance obligations are expected to be recognised as revenue within one year. The amounts disclosed above do not include variable consideration which is constrained.

5. OTHER INCOME AND GAINS, NET

An analysis of the Group's other income and gains, net is as follows:

	Six months ended 30 September	
	2021	2020
	HK\$'000	HK\$'000
	(Unaudited)	(Unaudited)
Other income		
Bank interest income	–	31
Government grants (<i>note</i>)	28	2,233
Rental income	17	–
Others	110	56
	<u>155</u>	<u>2,320</u>
Gains, net		
Gains on disposal of items of property, plant and equipment, net	–	116
Gains on disposal of investment properties	460	–
Foreign exchange differences, net	401	109
Others	12	–
	<u>873</u>	<u>225</u>
	<u>1,028</u>	<u>2,545</u>

Note: Government grants recognised were related to anti-epidemic fund and on-the-job training allowance for the construction industry. There were no unfulfilled conditions and other contingencies attached to the receipts of those grants.

6. FINANCE COSTS

An analysis of finance costs is as follows:

	Six months ended 30 September	
	2021	2020
	HK\$'000	HK\$'000
	(Unaudited)	(Unaudited)
Interest on bank and other borrowings	1,030	3,807
Interest on lease liabilities	102	125
Interest on interest-free loans from shareholders: unwinding of discount (<i>note (i)</i>)	–	370
Interest on interest-free loans from former shareholders: unwinding of discount (<i>note (i)</i>)	2,777	–
Interest on loan from a shareholder (<i>note (ii)</i>)	1,952	–
	<u>5,861</u>	<u>4,302</u>

Notes:

- (i) During the six months ended 30 September 2021, interest expenses of approximately HK\$2,777,000 (six months ended 30 September 2020: HK\$370,000) represented the unwinding of discount on loans from former shareholders (six months ended 30 September 2020: shareholders) of HK\$114,402,000 (six months ended 30 September 2020: HK\$14,402,000) that bear no interest and discounted using the prevailing market interest rate of 5.5% (six months ended 30 September 2020: 5.5%).
- (ii) Interest expenses of approximately HK\$1,952,000 (six months ended 30 September 2020: Nil) was recognised from loan from another shareholder at fixed interest rate of 6% per annum (six months ended 30 September 2020: Nil).

7. LOSS BEFORE TAX

The Group's loss before tax is arrived at after charging/(crediting):

	Six months ended 30 September	
	2021	2020
	<i>HK\$'000</i>	<i>HK\$'000</i>
	(Unaudited)	(Unaudited)
Construction cost recognised in cost of sales [#]	65,212	86,148
Direct operating expenses (including repair and maintenance) arising from rental-earning investment properties [#]	944	48
Depreciation of property, plant and equipment	707	433
Depreciation of right-of-use assets	1,499	1,785
Impairment of goodwill [^]	15,577	–
Reversal of impairment of trade receivables [^]	(24)	–
Reversal of impairment of contract assets [^]	(311)	–
Impairment of other receivables [^]	184	–
Foreign exchange differences, net	(401)	(109)
	<u> </u>	<u> </u>

[^] The amounts are included in “Other expenses” in the condensed consolidated statement of profit or loss and other comprehensive income.

[#] The amounts are included in “Cost of sales” in the condensed consolidated statement of profit or loss and other comprehensive income.

8. INCOME TAX EXPENSE

No provision for Hong Kong profits tax has been made as the Group did not generate any assessable profits arising in Hong Kong during the six months ended 30 September 2021.

Hong Kong profits tax had been provided at the rate of 16.5% on the estimated assessable profits arising in Hong Kong during the six months ended 30 September 2020.

	Six months ended 30 September	
	2021	2020
	<i>HK\$'000</i>	<i>HK\$'000</i>
	(Unaudited)	(Unaudited)
Current tax – Hong Kong		
Charge for the period	–	34
Underprovision/(overprovision) in prior periods	–	–
	<u> </u>	<u> </u>
	–	34
Deferred	–	(3)
	<u> </u>	<u> </u>
Income tax expense	<u> </u>	<u> </u>
	–	31

12. TRADE AND OTHER RECEIVABLES, DEPOSITS AND PREPAYMENTS

	<i>Note</i>	30 September 2021 HK\$'000 (Unaudited)	31 March 2021 HK\$'000 (Audited)
Trade receivables	(a)	11,959	22,965
Impairment on trade receivables		(328)	(352)
		11,631	22,613
Prepayments, deposits and other receivables:			
Prepayments		2,982	3,259
Deposits		1,540	1,712
Other receivables		11,382	5,009
Impairment on other receivables		(313)	(129)
		15,591	9,851
Portion classified as current assets		27,222 (26,407)	32,464 (31,649)
Non-current portion		815	815

Note:

- (a) Trade receivables represented receivables for contract works. The payment terms of contract works receivables are stipulated in the relevant contracts and payments are normally due within 30 days from the date of issuance of the payment certificate.

An ageing analysis of trade receivables as at the end of the reporting period, based on the payment certificate date and net of loss allowance, is as follows:

	30 September 2021 HK\$'000 (Unaudited)	31 March 2021 HK\$'000 (Audited)
Less than 30 days	5,923	19,336
31 to 60 days	1,002	15
61 to 90 days	186	8
Over 90 days	4,520	3,254
	11,631	22,613

13. TRADE AND OTHER PAYABLES AND ACCRUALS

		30 September 2021	31 March 2021
	<i>Note</i>	<i>HK\$'000</i>	<i>HK\$'000</i>
		(Unaudited)	(Audited)
Trade payables	(a)	60,289	72,158
Other payables and accruals	(b)	7,687	7,937
		67,976	80,095

Notes:

- (a) Credit terms granted to the Group by its suppliers and subcontractors vary from contract to contract. The Group's suppliers and subcontractors, on average, grant the Group a credit period of mostly 30 days to 60 days upon the issuance of an invoice.

An ageing analysis of the trade payables as at the end of the reporting period, based on the invoice date, is as follows:

	30 September 2021	31 March 2021
	<i>HK\$'000</i>	<i>HK\$'000</i>
	(Unaudited)	(Audited)
Less than 30 days	29,575	35,063
31 to 60 days	311	1,977
61 to 90 days	108	2,228
Over 90 days	30,295	32,890
	60,289	72,158

- (b) Other payables and accruals

	30 September 2021	31 March 2021
	<i>HK\$'000</i>	<i>HK\$'000</i>
	(Unaudited)	(Audited)
Accrued staff costs and pension obligations	5,183	3,492
Accrued expenses	1,756	2,816
Other payables	748	1,629
	7,687	7,937

14. BANK AND OTHER BORROWINGS AND LOANS FROM A SHAREHOLDER

	<i>Notes</i>	30 September 2021 HK\$'000 (Unaudited)	31 March 2021 HK\$'000 (Audited)
Bank borrowings	(i)	7,382	34,599
Other borrowings	(ii)	116,245	117,193
		123,627	151,792
Current portion		(48,055)	(78,265)
Non-current portion		75,572	73,527
Loans from a shareholder			
Non-current portion	(iii)	92,022	57,883

Notes:

- (i) The Group's bank borrowings and overdrafts are repayable as follows:

	30 September 2021 HK\$'000 (Unaudited)	31 March 2021 HK\$'000 (Audited)
Within one year or on demand	7,382	34,599

Bank borrowings due for repayment after one year which contain a repayment on demand clause are classified as current liabilities.

Bank borrowings due for repayment, based on the scheduled repayment dates set out in the loan agreements and without taking into account the effect of any repayment on demand clause are as follows:

	30 September 2021 HK\$'000 (Unaudited)	31 March 2021 HK\$'000 (Audited)
Within one year	4,331	29,368
In the second year	3,051	4,391
In the third to fifth years, inclusive	–	840
	7,382	34,599

As at 30 September 2021, certain of the Group's bank borrowings are secured by personal guarantee from directors of construction and engineering services segment amounting to HK\$10,811,000 (31 March 2021: HK\$10,811,000).

These bank borrowings carry floating rates at the prime rate plus or minus a margin and the exposure of these bank borrowings to interest rate charges and the contractual repricing dates are six months or less. The weighted average interest rate was 2.75% per annum (31 March 2021: 4.47% per annum) as at 30 September 2021.

As at 30 September 2021, all the bank and other borrowings of the Group are denominated in HK\$. As at 31 March 2021, other than certain bank borrowings with a carrying amount of HK\$25,097,000 denominated in Japanese Yen, all the bank and other borrowings of the Group are denominated in HK\$.

As at 30 September 2021, total undrawn bank facilities amounted to HK\$1,549,000 (31 March 2021: HK\$5,253,000).

- (ii) The Group's other borrowings are repayable as follows:

	30 September 2021 HK\$'000 (Unaudited)	31 March 2021 HK\$'000 (Audited)
Within one year	40,673	43,666
In the second year	75,572	73,527
	<u>116,245</u>	<u>117,193</u>

Other borrowings of approximately HK\$106,245,000 from key management as at 30 September 2021 are unsecured, interest-free, repayable in two years from the drawdown dates and denominated in HK\$ (31 March 2021: HK\$107,193,000).

Other borrowings of approximately HK\$10,000,000 as at 30 September 2021 (31 March 2021: HK\$10,000,000) bear interest at 6% per annum, unsecured and are repayable by 12 August 2022 and denominated in HK\$.

- (iii) Loans from a shareholder of approximately HK\$83,248,000 as at 30 September 2021 (31 March 2021: HK\$49,109,000) bear interest at 6% per annum, unsecured and are repayable on demand from 1 July 2023 and denominated in HK\$.

Loans from a shareholder of approximately HK\$8,774,000 as at 30 September 2021 and 31 March 2021 are unsecured, interest-free, repayable on demand from 1 July 2023 and denominated in HK\$.

15. CONTINGENT LIABILITIES

The Group's contingent liabilities were as follows:

	As at	
	30 September	31 March
	2021	2021
	<i>HK\$'000</i>	<i>HK\$'000</i>
	(Unaudited)	(Audited)
Surety bonds (<i>Note</i>)	8,451	4,747

Note: As at 30 September 2021, the Group provided guarantees of surety bonds in respect of 5 (31 March 2021: 3) construction contracts of the Group in its ordinary course of business. The surety bonds are expected to be released in accordance with the terms of the respective construction contracts.

16. COMPARATIVE AMOUNTS

Certain comparative amounts have been reclassified and re-presented to conform to the current period's presentation.

MANAGEMENT DISCUSSION AND ANALYSIS

BUSINESS AND FINANCIAL REVIEW

Milestone Builder Holdings Limited (the “Company”) and its subsidiaries (which are collectively referred to as the “Group” or “our Group” or “we” or “our”) is an established contractor with job references in both private and public sectors in (i) building construction services; (ii) alteration, addition, fitting-out works and building services; (iii) repair and restoration of historic buildings (together “Construction and Engineering Services”); and (iv) property development and investment (“Property Development and Investment”).

Business Review

The following table sets out a breakdown of our total revenue during the year ended 31 March 2021 (the “Year”) and the comparative year according to our four major types of services:

	2021		Six months ended 30 September 2020	
	HK\$'000	%	HK\$'000	%
Building construction services	5,571	8.4	8,777	13.4
Alteration, addition, fitting-out works and building services	55,493	83.4	47,136	72.1
Repair and restoration of historic buildings	4,855	7.3	9,252	14.1
Property development and investment	589	0.9	252	0.4
Total	<u>66,508</u>	<u>100.0</u>	<u>65,417</u>	<u>100.0</u>

As at 30 September 2021, there were 2, 25 and 2 on-going projects in progress, pertaining to (i) building construction services, (ii) alteration, addition, fitting-out works and building services, and (iii) repair and restoration of historic buildings, respectively.

As at 30 September 2021, the aggregate amount of revenue expected to be recognised after 30 September 2021 of our on-going projects was approximately HK\$110.4 million.

The following table sets out our completed contracts during the six months ended 30 September 2021 with contract sum of HK\$3 million or above:

Particulars of project	Main category of works	Expected project period^(Note 1)
Alteration and addition works for a school in Tai Tam	Alteration, addition, fitting-out works and building services	March 2020 to July 2021
Refurbishment of public toilet to both the internal and external at Aldrich Bay	Alteration, addition, fitting-out works and building services	November 2019 to May 2020
Electrical, plumbing and drainage installation work for an industrial development project in Aberdeen	Alteration, addition, fitting-out works and building services	August 2018 to January 2020
Conversion works for a school in Shek Kip Mei	Alteration, addition, fitting-out works and building services	December 2020 to May 2021
Major repair for a school in Tai Wai	Alteration, addition, fitting-out works and building services	July 2021 to August 2021
Conversion works for a school in Shek Kip Mei	Alteration, addition, fitting-out works and building services	June 2021 to August 2021

Note:

1. Expected project period generally refers to the period in the original work programme of the project or the period stated in the contract or letter of acceptance or tender or order to commence or architects instruction and is subject to changes in the course of works.

The following table sets out brief details of our projects in progress as at 30 September 2021 with contract sum of more than HK\$3 million:

Particulars of project	Main category of works	Expected project period^(Note 1)
Residential development in Ting Kau	Building construction services	September 2018 to December 2019
Lei Yue Mun Waterfront enhancement project	Building construction services	December 2020 to April 2022
Alteration and addition works for a residential building in Yuen Long	Alteration, addition, fitting-out works and building services	August 2018 to August 2019
Alteration and addition and renovation works for a project in Fanling	Alteration, addition, fitting-out works and building services	November 2018 to August 2020
Traffic improvement work for cemetery in Chai Wan	Alteration, addition, fitting-out works and building services	August 2020 to February 2021
Electrical and ACMV installation system in Kai Tak	Alteration, addition, fitting-out works and building services	October 2018 to November 2020
Plumbing and drainage installation work for an university in Clear Water Bay	Alteration, addition, fitting-out works and building services	October 2019 to May 2021
Refurbishment of Central Pier Waterfront sitting-out area	Alteration, addition, fitting-out works and building services	November 2020 to October 2021
Modifications of atrium roof for an university in Clear Water Bay	Alteration, addition, fitting-out works and building services	April 2021 to June 2022
Main contract works for setting up cold store in Yuen Long	Alteration, addition, fitting-out works and building services	November 2020 to April 2021

Particulars of project	Main category of works	Expected project period^(Note 1)
Fitting-out works for a Care & Attention Home for the Elderly in Kwun Tong	Alteration, addition, fitting-out works and building services	June 2021 to December 2021
Refurbishment of public toilet in Tsuen Wan	Alteration, addition, fitting-out works and building services	August 2021 to March 2022
Plumbing and drainage installation work for an office development project in North Point	Alteration, addition, fitting-out works and building services	June 2021 to November 2022
Restoration works for a Buddhist temple in Happy Valley	Repair and restoration of historic buildings	August 2020 to August 2021
Demolition and conservation works at Clock Tower in Homantin	Repair and restoration of historic buildings	January 2020 to May 2021

Note:

1. Expected project period generally refers to the period in the original work programme of the project or the period stated in the contract or letter of acceptance or tender or order to commence or architects instruction and is subject to changes in the course of works.

Major Licenses, Qualifications and Certifications

As at 30 September 2021, our Group has obtained the following major licenses, qualifications and certifications in Hong Kong:

Relevant authority/ Organisation	Relevant list/ Category	License	Holder	Date of first grant/ Registration	Expiry date for existing license	Authorised contract value
WBDB ¹	Approved Contractors for Public Works – Buildings Category	Group A (probation) ²	Milestone Builder Engineering Limited (“Milestone Builder”)	2 May 2012	Not Applicable	Contracts of value up to HK\$100 million
WBDB	Approved Suppliers of Materials and Specialist Contractors for Public Works – Repair and Restoration of Historic Buildings Category ³	–	Milestone Builder	4 June 2013	Not Applicable	Not Applicable
WBDB	Approved Suppliers of Materials and Specialist Contractors for Public Works – Repair and Restoration of Historic Buildings Category ³	–	Milestone Specialty Engineering Limited (“Milestone Specialty”)	7 September 2017	Not Applicable	Not Applicable
WBDB	Approved Suppliers of Materials and Specialist Contractors for Public Works – Electrical Installation Category	Group II of Electrical Installation (probation)	Speedy Engineering & Trading Company Limited (“Speedy Engineering”)	21 June 2016	Not Applicable	Contracts/ sub-contracts of value up to HK\$5.7 million

Relevant authority/ Organisation	Relevant list/ Category	License	Holder	Date of first grant/ Registration	Expiry date for existing license	Authorised contract value
WBDB	Approved Suppliers of Materials and Specialist Contractors for Public Works – Plumbing Installation Category	Group I of Plumbing Installation	Speedy Engineering	25 May 2017	Not Applicable	Contracts/ sub-contracts of value up to HK\$2.3 million
Buildings Department	Certificate of Registration of General Building Contractor ⁴	–	Milestone Builder	29 October 2008	14 October 2023	Not Applicable
Buildings Department	Certificate of Registration of Registered Minor Works Contractor ^{5,6}	Type A – D, F, G (Class I, II, III) ^{7,8}	Milestone Builder	2 September 2011	2 September 2023	Not Applicable
Buildings Department	Certificate of Registration of Specialist Contractor ⁹	Site Formation Works ¹⁰	Milestone Builder	27 September 2006	10 September 2024	Not Applicable
Buildings Department	Certificate of Registration of Registered Minor Works Contractor	Type A, B, D, E, F, G (Class II & III)	Speedy Engineering	7 March 2013	7 March 2022	Not Applicable
Buildings Department	Certificate of Registration of General Building Contractor ⁴	–	Speedy Engineering	28 February 2019	30 January 2022	Not Applicable

1. WBDB refers to the Works Branch Development Bureau (發展局工務科) of the Government. The Development Bureau has maintained the Contractor List and the Specialist List to monitor the eligibility of a contractor to tender for Government contracts.
2. A Group A (probation) contractor may tender for any number of Group A contracts (i.e. contracts of value up to HK\$100 million) in the same category, provided the total value of works in the Group A contracts that it already holds and the Group A contract being procured under the same category does not exceed HK\$100 million.
3. A Repair and Restoration of Historic Buildings Category contractor is eligible to tender for Government contracts relating to repair and restoration of historic buildings and structures.
4. Registered general building contractors (RGBC) may carry out general building works and street works which do not include any specialised works in the designated categories.
5. Minor Works Contractors are eligible to carry out various types of minor works.
6. Minor works are classified into three classes according to their scale, complexity and risk to safety and are subject to different degree of control. Minor works are grouped into seven types (i.e. Types A, B, C, D, E, F and G) according to their nature.
7. Type A (Alteration and Addition Works); Type B (Repair Works); Type C (Works relating to Signboards); Type D (Drainage Works); Type E (Works relating to Structures for Amenities); Type F (Finishes Works); and Type G (Demolition Works).
8. Class I (High degree of complexity and risk with 44 minor works items); Class II (Medium degree of complexity and risk with 40 minor works items); and Class III (Low degree of complexity and risk with 42 minor works items).
9. Registered specialist contractors may carry out specialised works in their corresponding categories in the sub-registers in which they have been entered. There are five categories of works designated as specialised works: demolition works, foundation works, ground investigation field works, site formation works and ventilation works.
10. All site formation works are specialised works of the site formation category save for the circumstances specified by the Buildings Department.

Development of the Group

The outbreak of the novel coronavirus (COVID-19) has affected businesses and individuals around the world dramatically, and posed severe challenges to the global economy in varying degrees. Hong Kong has plunged into deep recession. Overall investment spending continued to decrease amid subdued business sentiment. The Group's business performance has been severely affected unavoidably.

It has brought about additional uncertainties in the Group's operating environment and has impacted the Group's operations and financial position. The Group has been closely monitoring the impact of the developments on the Group's businesses and has put in place contingency measures.

Financial Review

Revenue

Revenue for the six months ended 30 September 2021 was approximately HK\$66.5 million, representing a slight increase of 1.7% from approximately HK\$65.4 million for the six months ended 30 September 2020.

Gross Profit/(Loss)

The Group's gross profit for the six months ended 30 September 2021 was approximately HK\$0.4 million (six months ended 30 September 2020: gross loss of approximately HK\$20.8 million). The profit was principally due to significant decrease in costs from approximately HK\$86.2 million for the six months ended 30 September 2020 to approximately HK\$66.2 million for the six months ended 30 September 2021. The decrease was due to additional costs incurred to catch up with the progress for the unexpected prolonged completion of certain projects during the period ended 30 September 2020.

Administrative Expenses

The Group's administrative expenses were approximately HK\$16.4 million during the six months ended 30 September 2021 (six months ended 30 September 2020: approximately HK\$15.3 million).

Loss before Tax and Loss attributable to the owners of the Company

During the six months ended 30 September 2021, the Group reported loss before income tax of approximately HK\$36.2 million (six months ended 30 September 2020: approximately HK\$39.9 million). The positive change was due to factors mentioned above.

Loss attributable to the owners of the Company was approximately HK\$36.2 million for the six months ended 30 September 2021 (six months ended 30 September 2020: approximately HK\$39.9 million).

DEBTS AND CHARGE ON ASSETS

The total interest-bearing borrowings of the Group, including bank and other borrowings, loans from a shareholder and lease liabilities, was approximately HK\$103.7 million as at 30 September 2021 (31 March 2021: approximately HK\$98.9 million). Borrowings were denominated in Hong Kong dollars and interest rates of bank and other borrowings were charged at 2.75%–6.0% per annum. The Group currently does not have an interest rate hedging policy while the Group monitors interest rate risks continuously.

As at 30 September 2021, no assets of the Group were pledged to secure the Group's bank and other borrowings.

Save as disclosed elsewhere in this announcement, we did not have, at the closure of business on 30 September 2021, any loan capital issued nor any outstanding or agreed to be issued, bank overdrafts, loans or other similar indebtedness, liabilities under acceptances or acceptance credits, debentures, mortgages, charges, finance lease commitments, guarantees or other material contingent liabilities.

LIQUIDITY, FINANCIAL RESOURCES AND CAPITAL STRUCTURE

The Group has normally funded the liquidity and capital requirements primarily through capital contributions and loans from a shareholder and bank borrowings.

As at 30 September 2021, the Group had cash and bank balances of approximately HK\$12.6 million (31 March 2021: approximately HK\$17.2 million). The Group's gearing ratio and current ratio are as follows:

	As at	
	30 September 2021	31 March 2021
Current ratio	2.0	1.6
Gearing ratio	<u>79%</u>	<u>68%</u>

Current ratio is calculated based on the total current assets divided by the total current liabilities.

Gearing ratio is calculated based on the net debt (total debts including loans from a shareholder, lease liabilities and bank and other borrowings, less cash and bank balances) divided by total capital (summation of equity plus net debt).

The financial resources presently available to the Group include bank and other borrowings and loans from a shareholder we have sufficient working capital for our future requirements.

PROSPECTS

Looking forward, various external and domestic factors that exacerbated the cyclical slowdown in global economic activities in 2021 might continue to influence our economic performance. The Directors believe that the stimulus packages from the HKSAR Government and Japan Government will help to cushion the hit from adverse impacts on the macroeconomic condition. The Directors consider that the Group is able to overcome the challenges by taking advantage of future opportunities and keeping competitive, by:

- (i) tendering with lower risk strategy;
- (ii) taking intense cost control measures;
- (iii) expanding the customer base; and
- (iv) broadening of servicing scopes.

FOREIGN EXCHANGE EXPOSURE

As at 30 September 2021 and for the period ended 30 September 2021, most of the assets, liabilities, income and expenditures of the Group are denominated in Hong Kong dollars (“HK\$”), being the functional currency of the Group, and hence, the Group does not have any material foreign exchange exposure. The Group has not implemented nor entered into any types of instruments or arrangements to hedge against currency exchange fluctuations.

SIGNIFICANT INVESTMENT, MATERIAL ACQUISITION AND DISPOSAL OF SUBSIDIARIES AND ASSOCIATED COMPANIES

There were no significant investments held, material acquisitions or disposals of subsidiaries and associated companies during the six months ended 30 September 2021.

CAPITAL COMMITMENTS

As at 30 September 2021, the Group had no material capital commitments.

CONTINGENT LIABILITIES

Save as disclosed in Note 15 of this interim result announcement, the Group had no other contingent liabilities as at 30 September 2021.

EVENT AFTER THE REPORTING PERIOD

There have been no significant events occurred after 30 September 2021 and up to the date of this announcement.

EMPLOYEES AND REMUNERATION POLICY

As at 30 September 2021, the Group had 74 employees, including 49 staff and 25 workers (31 March 2021: 98 employees, including 70 staff and 28 workers). The remuneration policy and package of the Group's employees were periodically reviewed. Apart from Mandatory Provident Fund, salaries increment and discretionary bonuses may be awarded to employees according to the assessment of individual performance. The total staff costs incurred by the Group during the six months ended 30 September 2021 was approximately HK\$20.7 million (six months ended 30 September 2020: approximately HK\$24.7 million).

SHARE OPTION SCHEME

A share option scheme (the "Scheme") was conditionally adopted pursuant to a shareholders' written resolution of the Company passed on 13 March 2017 for the purpose of recognising and motivating the contributions that the eligible participants have made or may make to the Group.

No share options have been granted, exercised or cancelled under the Scheme since its adoption date and up to the date of this interim results announcement and the total number of shares available for grant under the scheme was 80,000,000 shares, representing 10% of the issued share capital of the Company as at the adoption date of the scheme.

CORPORATE GOVERNANCE AND OTHER INFORMATION

RESULTS AND DIVIDENDS

The results of the Group for the six months ended 30 September 2021 are set out in interim condensed consolidated statement of comprehensive income on page 2 of this interim results announcement.

The Board has resolved not to declare any interim dividend for the six months ended 30 September 2021 (six months ended 30 September 2020: Nil).

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

Neither the Company nor any of its subsidiaries had purchased, sold or redeemed any of the Company's listed securities for the six months ended 30 September 2021.

CORPORATE GOVERNANCE PRACTICES

During the six months ended 30 September 2021, the Company has applied the principles and code provisions as set out in the Corporate Governance Code (the “CG Code”) contained in Appendix 14 to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”).

DIRECTORS’ SECURITIES TRANSACTIONS

The Company has adopted the Model Code and all the Directors confirmed that they had complied with the required standard set out in the Model Code throughout the six months ended 30 September 2021 in response to the specific enquiry made by the Company.

The Board has established written guidelines no less exacting than the Model Code for relevant employees in respect of their dealings in the securities of the Company as required under the CG Code.

No incident of non-compliance of such guidelines by the relevant employees was noted by the Company.

AUDIT COMMITTEE AND REVIEW OF INTERIM RESULTS

The Company has established the Audit Committee which currently consists of three independent non-executive Directors with written terms of reference which deal clearly with its authority and duties.

The Group’s interim condensed consolidated financial information for the six months ended 30 September 2021 have been reviewed by the Audit Committee.

PUBLICATION OF INTERIM ANNOUNCEMENT

The interim announcement for the six months ended 30 September 2021 containing all relevant information required by the Listing Rules will be despatched to shareholders of the Company and published on the designated website of the Stock Exchange of Hong Kong Limited (www.hkexnews.hk) and the Company’s website (www.milestone.hk) in due course.

By Order of the Board
Milestone Builder Holdings Limited
Hou Lingling
Chairman and Executive Director

Hong Kong, 29 November 2021

As at the date of this announcement, the Board comprises Ms. Hou Lingling and Mr. Ma Gang as executive Directors and Mr. Ho Siu Keung, Mr. Chu Kin Ming and Mr. Ho Wing Sum as independent non-executive Directors.

The Directors jointly and severally accept full responsibility for the accuracy of information contained in this announcement and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statement in this announcement misleading.

The English text of this announcement shall prevail over its Chinese text.