



## **Milestone Builder Holdings Limited**

### **進階發展集團有限公司**

(incorporated in the Cayman Islands with limited liability)

(於開曼群島註冊成立的有限責任公司)

Stock code 股份代號 : 1667

## **INTERIM REPORT**

### **中期報告 2020/2021**



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# CORPORATE INFORMATION

## BOARD OF DIRECTORS

### Executive Directors

Mr. Leung Kam Fai (*Chairman*)

Mr. Lam Ka Ho

### Independent Non-Executive Directors

Mr. Keung Kwok Hung

Ms. Lau Suk Han Loretta

Mr. Fong Man Fu Eric

Mr. Wong Chun Tai

## AUDIT COMMITTEE

Mr. Keung Kwok Hung (*Chairman*)

Ms. Lau Suk Han Loretta

Mr. Fong Man Fu Eric

## REMUNERATION COMMITTEE

Mr. Keung Kwok Hung (*Chairman*)

Mr. Leung Kam Fai

Mr. Fong Man Fu Eric

## NOMINATION COMMITTEE

Mr. Fong Man Fu Eric (*Chairman*)

Mr. Leung Kam Fai

Mr. Keung Kwok Hung

Mr. Wong Chun Tai

## AUTHORISED REPRESENTATIVES

Mr. Leung Kam Fai

Mr. Lam Ka Ho

## COMPANY SECRETARY

Ms. Lee Yin Ling, Linda

## AUDITOR

PricewaterhouseCoopers

*Certified Public Accountants*

*Registered Public Interest Entity Auditor*

22/F, Prince's Building

Central

Hong Kong

## REGISTERED OFFICE

2nd Floor, Century Yard

Cricket Square, P.O. Box 902

Grand Cayman KY1-1103

Cayman Islands

## HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS

14/F, 9 Po Lun Street

Lai Chi Kok, Kowloon

Hong Kong

## CAYMAN ISLANDS PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

Tricor Services (Cayman Islands) Limited

2nd Floor, Century Yard

Cricket Square, P.O. Box 902

Grand Cayman KY1-1103

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

The Hongkong and Shanghai Banking Corporation Limited

DBS Bank (Hong Kong) Limited

## STOCK CODE

01667

## WEBSITE

[www.milestone.hk](http://www.milestone.hk)

## FINANCIAL HIGHLIGHTS

- Revenue for the six months ended 30 September 2020 was approximately HK\$65.4 million, representing a decrease of 54.8% from approximately HK\$144.6 million for the six months ended 30 September 2019.
- Gross loss for the six months ended 30 September 2020 was approximately HK\$20.8 million (six months ended 30 September 2019: gross profit of approximately HK\$19.8 million).
- Administrative expenses for the six months ended 30 September 2020 were approximately HK\$15.3 million (six months ended 30 September 2019: approximately HK\$15.3 million).
- Loss attributable to the owners of the Company for the six months ended 30 September 2020 was approximately HK\$39.9 million (six months ended 30 September 2019: profit attributable to the owners of the Company of approximately HK\$0.6 million).
- The Board has resolved not to declare any interim dividend for the six months ended 30 September 2020.

# 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 six months ended 30 September 2020 and the comparative period according to our four major types of services:

	Six months ended 30 September			
	2020		2019	
	HK\$'000	%	HK\$'000	%
Building construction services	8,777	13.4	6,240	4.3
Alteration, addition, fitting-out works and building services	47,136	72.1	134,285	92.9
Repair and restoration of historic buildings	9,252	14.1	3,947	2.7
Property development and investment	252	0.4	111	0.1
<b>Total</b>	<b>65,417</b>	<b>100.0</b>	144,583	100.0

As at 30 September 2020, there were 1, 32 and 3 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 2020, the aggregate amount of revenue expected to be recognised after 30 September 2020 of our on-going projects was approximately HK\$107.2 million.

The following table sets out our completed contracts during the six months ended 30 September 2020 with contract sum of HK\$3 million or above:

Particulars of project	Main category of works	Expected project period <sup>(Note 1)</sup>
General Air Quality Monitoring Station at Aberdeen Tennis & Squash Centre	Alteration, addition, fitting-out works and building services	May 2019 to September 2019
Fitting-out works for a market in Tseung Kwan O	Alteration, addition, fitting-out works and building services	March 2018 to July 2018
Maintenance and repairing works for a Buddhist temple in Tsuen Wan	Alteration, addition, fitting-out works and building services	May 2019 to November 2019
Alteration and addition works for a wholesale conversion in Kwai Chung	Alteration, addition, fitting-out works and building services	June 2018 to July 2019

## MANAGEMENT DISCUSSION AND ANALYSIS (CONTINUED)

Particulars of project	Main category of works	Expected project period <sup>(Note 1)</sup>
Alteration and addition works for a school in Shatin	Alteration, addition, fitting-out works and building services	June 2019 to October 2019
Repair and conservation works for a primary school in Happy Valley	Repair and restoration of historic buildings	May 2019 to November 2019

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 2020 with contract sum of more than HK\$3 million:

Particulars of project	Main category of works	Expected project period <sup>(Note 1)</sup>
Residential development in Ting Kau	Building construction services	September 2018 to December 2019
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
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
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 in Tai Po	Alteration, addition, fitting-out works and building services	July 2020 to January 2021
Traffic improvement work for cemetery in Chai Wan	Alteration, addition, fitting-out works and building services	August 2020 to February 2021
Maintenance and repairing works for a Buddhist temple in Tsuen Wan	Alteration, addition, fitting-out works and building services	August 2020 to November 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
Plumbing and drainage installation work for a residential development project in Homantin	Alteration, addition, fitting-out works and building services	September 2018 to March 2020

## MANAGEMENT DISCUSSION AND ANALYSIS (CONTINUED)

Particulars of project	Main category of works	Expected project period <sup>(Note 1)</sup>
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 a private club in Discovery Bay	Alteration, addition, fitting-out works and building services	April 2019 to April 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
Alteration and addition works for a logistic centre in Yuen Long	Alteration, addition, fitting-out works and building services	March 2020 to September 2020
Restoration works for a Buddhist temple in Happy Valley	Repair and restoration of historic buildings	August 2020 to August 2021
Renovation works for a church in Central	Repair and restoration of historic buildings	August 2020 to December 2020
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 2020, 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 <sup>1</sup>	Approved Contractors for Public Works – Buildings Category	Group A (probation) <sup>2</sup>	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 <sup>3</sup>	–	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 <sup>3</sup>	–	Milestone Specialty Engineering Limited (“Milestone Specialty”)	7 September 2017	Not Applicable	Not Applicable

## MANAGEMENT DISCUSSION AND ANALYSIS (CONTINUED)

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 – 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
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 <sup>4</sup>	—	Milestone Builder	29 October 2008	28 September 2023	Not Applicable
Buildings Department	Certificate of Registration of Registered Minor Works Contractor <sup>5,6</sup>	Type A–D, F, G (Class I, II, III) <sup>7,8</sup>	Milestone Builder	2 September 2011	2 September 2023	Not Applicable
Buildings Department	Certificate of Registration of Specialist Contractor <sup>9</sup>	Site Formation Works <sup>10</sup>	Milestone Builder	27 September 2006	10 September 2021	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 <sup>4</sup>	—	Speedy Engineering	28 February 2019	30 January 2022	Not Applicable

- 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.
- 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.
- 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.
- 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.
- Minor Works Contractors are eligible to carry out various types of minor works.
- 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.
- 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).
- 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).



## MANAGEMENT DISCUSSION AND ANALYSIS (CONTINUED)

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 sudden 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.

### Placing of New Share and the use of net proceed from the Placing

In order to strengthen our financial position in economic downturn, on 7 August 2020, the Company entered into the Placing Agreement. A total of 160,000,000 Placing Shares were allotted and issued at the Placing Price of HK\$0.125 per Placing Share pursuant to the terms and conditions of the Placing Agreement. The 160,000,000 Placing Shares represent (i) 20% of the existing issued share capital of the Company of 800,000,000 Shares before completion of the Placing; and (ii) approximately 16.67% of the issued share capital of the Company as enlarged by the allotment and issue of the Placing Shares. On 20 August 2020, the gross proceeds from the Placing was HK\$20 million. After deduction of all relevant expenses (including but not limited to placing commission, legal expenses and disbursements) incidental to the Placing, the net proceeds were approximately HK\$19.2 million. The Company applied the entire net proceeds from the Placing for repayment of bank loans of the Group, reference is made to the announcement of the Company dated 7 August 2020, 13 August 2020 and 20 August 2020.

### Financial Review

#### Revenue

Revenue for the six months ended 30 September 2020 was approximately HK\$65.4 million, representing a decrease of 54.8% from approximately HK\$144.6 million for the six months ended 30 September 2019. The decline in our revenue was mainly attributable to the decrease in the number of projects awarded to the Group in both public and private construction market, due to severe competition and the negative effect arising from the outbreak of the COVID-19 and the overall economic depression in Hong Kong.

#### Gross (Loss)/Profit

The Group's gross loss for the six months ended 30 September 2020 was approximately HK\$20.8 million (six months ended 30 September 2019: gross profit of approximately HK\$19.8 million). The loss was due to the combined effect of (1) the on-going projects during the period which had lower gross profit margin than that of the ongoing projects during the period ended 30 September 2019 due to the increasingly competitive environment of the construction industry; (2) cost overrun resulting from unexpected prolonged completion of certain projects as there were additional costs incurred to catch up with the progress of these certain on-going projects and to maintain the quality of construction work.

#### Administrative Expenses

The Group's administrative expenses were approximately HK\$15.3 million during the six months ended 30 September 2020 (six months ended 30 September 2019: approximately HK\$15.3 million).

## MANAGEMENT DISCUSSION AND ANALYSIS (CONTINUED)

### **(Loss)/Profit before Income Tax and (Loss)/Profit attributable to the owners of the Company**

During the six months ended 30 September 2020, the Group reported loss before income tax of approximately HK\$39.9 million (six months ended 30 September 2019: profit before income tax of approximately HK\$0.5 million). The negative change was due to factors mentioned above.

Loss attributable to the owners of the Company was approximately HK\$39.9 million for the six months ended 30 September 2020 (six months ended 30 September 2019: profit attributable to the owners of the Company of approximately HK\$0.6 million).

### **PRINCIPAL RISKS AND UNCERTAINTIES**

#### **— Fluctuating cash flows pattern**

Our Group may incur net cash outflows at the early stage of carrying out our works when we are required to pay the setting up expenditures (such as purchase of materials) and/or our subcontractors prior to payment received from our customers. Our customers will pay progress payments after our works commence and after such works and payments have been confirmed and certified by our customers. Accordingly, our Group may experience net cash outflows to pay certain set-up expenditures and/or subcontractors' fees in which the respective progress payments may not be received for the same periods. If during any particular period of time, there exists too many projects which require substantial cash outflows while we have significantly less cash inflows during that period, our cash flow position may be adversely affected.

#### **— Accuracy on the estimated time and costs**

As contracts from public and private customers are normally awarded through successful tendering and acceptance of quotation offer, our Group needs to estimate the time and costs based on the tender documents or quotation requests provided in order to determine the tender price or quotation before submitting the tender or providing the quotation. There is no assurance that the actual execution time and costs of the project would not exceed our Group's estimation.

The actual time taken and costs involved in completing contracts undertaken by our Group may be adversely affected by a number of factors, such as shortage or cost escalation of materials and labour, adverse weather conditions, additional variations to the work plans requested by our customers, delays in obtaining any required permits or approvals, disputes with our subcontractors or other parties, accidents, changes in the Government's and our customers' priorities and any other unforeseen problems and circumstances. Any of the aforementioned factors may give rise to delays in completion of works or cost overruns or even termination of projects by our customers, which in turn may adversely affect our Group's profitability and liquidity.

Further, delay in the process of obtaining specific licences, permits or approvals from the Government agencies or authorities in carrying out any particular project could also increase the costs or delay the progress of a project. Failure to complete construction according to specifications and quality standards on a timely basis may result in disputes, contract termination, liabilities and/or lower returns than anticipated on the construction project concerned. Such delay or failure to complete and/or termination of a project by our customers may cause our revenue or profitability to be lower than what we have expected.

#### **— Continuity of order book for new projects**

Our Group provides services to our customers generally on a project-by-project basis, and the duration of our projects is normally less than two years. Our revenue from our projects is not recurring in nature. We cannot guarantee that we will continue to secure new projects from our customers after the completion of the existing awarded projects.

## MANAGEMENT DISCUSSION AND ANALYSIS (CONTINUED)

### — Non-standardisation of profit margin

The Directors believe that the profit margin of each project significantly depends on various factors, such as the terms of the contracts, the length of the contractual period, the efficiency of implementation of the contractual works and the general market conditions which are beyond our Group's control. As a result, the income flow and the profit margin of each project, which are largely dependable on the terms of the work contracts, may not be entirely standardised and consistent and there is no assurance that the profitability of a project can be maintained or estimated at any level. If the profit margin of the project significantly deviates from the estimation of the Directors, our Group's financial position could be adversely affected.

### — Reduction of construction works in Hong Kong

During the last three financial years, all of our revenue was derived in Hong Kong. The future growth and level of profitability of the construction industry in Hong Kong depends on, among other factors, the availability of major construction projects. The nature, extent and timing of such projects will, however, be determined by the interplay of a variety of factors, in particular, the spending patterns of the Government for the construction industry, the investments of property developers and the general conditions and prospects of local economy. These factors may affect the availability of the building construction works, alteration, addition, fitting-out and building works, and repair and restoration of historic buildings works from our customers. In the event that there is a downturn in the economy of Hong Kong, our results of operations and financial performance could be severely affected.

## DEBTS AND CHARGE ON ASSETS

The total interest bearing borrowings of the Group, including bank loans, other borrowings and lease liabilities (As at 31 March 2020: bank loans and lease liabilities), was approximately HK\$156.0 million as at 30 September 2020 (HK\$108.1 million as at 31 March 2020). These banking facilities were secured by the Group's assets which details disclosed in note 19 to the interim condensed consolidated financial information. Borrowings were denominated mainly in Hong Kong dollars and interest rate of bank borrowings were charged at 1.47%–6.0% per annum. The Group currently does not have an interest rate hedging policy while the Group monitors interest rate risks continuously.

Save as disclosed elsewhere in this report, we did not have, at the closure of business on 30 September 2020, 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.

## MANAGEMENT DISCUSSION AND ANALYSIS (CONTINUED)

### LIQUIDITY, FINANCIAL RESOURCES AND CAPITAL STRUCTURE

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

As at 30 September 2020, the Group had cash and bank balances of approximately HK\$35.7 million (31 March 2020: approximately HK\$23.3 million). The Group's gearing ratio and current ratio are as follows:

	As at	
	30 September 2020	31 March 2020
Current ratio	1.2	1.4
Gearing ratio	56%	44%

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 shareholders, lease liabilities and 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 borrowings, other borrowings and loans from shareholders and we have sufficient working capital for our future requirements.

## MANAGEMENT DISCUSSION AND ANALYSIS (CONTINUED)

### USE OF NET PROCEEDS FROM THE LISTING

As disclosed in the Company's prospectus dated 22 March 2017 (the "Prospectus") and the Company's announcement dated 9 February 2018, the Group's net proceeds from the share offer (the "Net Proceeds"), after deducting related underwriting fees and Listing expenses for the listing of the shares of the Company on the Main Board of the Stock Exchange on 7 April 2017 (the "Listing"), of approximately HK\$75.9 million are intended to use. As at 30 September 2020, the Company had utilized approximately HK\$75.4 million, representing approximately 99.3% of the Net Proceeds. The unutilized Net Proceeds amount to approximately HK\$0.5 million, representing approximately 0.7% of the Net Proceeds. As at 30 September 2020, there has not been any change to the intended use of the Net Proceeds of the allocated amount as disclosed in the announcement of the Company dated 9 February 2018. The utilisation of the net proceeds as at 30 September 2020, are set out as follows:

Uses of Net Proceeds	Original allocation HK\$ million	Revised allocation as disclosed in the announcement dated	Utilisation as at	Remaining	Expected timeline of fully utilisation of balance
		9 February 2018 HK\$ million	30 September 2020 HK\$ million	balance after revised allocation HK\$ million	
Financing the capital input and upfront costs to upcoming projects	36.0	36.0	36.0	—	—
Purchase of surety bonds	13.0	—	—	—	—
Increasing the employed capital of the Group	11.4	11.4	11.4	—	—
Repayment of current bank borrowings of the Group	4.3	4.3	4.3	—	—
Employing additional staff	3.3	3.3	3.3	—	—
Investing in building information modelling software	0.5	0.5	—	0.5	End of 2021
General working capital of the Group	7.4	7.4	7.4	—	—
Financing the Property Development and Investment Business in Japan	—	13.0	13.0	—	—
	75.9	75.9	75.4	0.5	

### PROSPECTS

The Government forecasts Hong Kong's economy to decline by 4% to 7% in 2020. The management expect that fiscal year 2020 will remain to be very challenging to the Group's business due to the prolonged outbreak of COVID-19. The Group will continue to implement tight cost control measures, such as salary adjustment and reduction on administrative expenses, so as to minimize the impact of the economic uncertainties and maintain the Group's competitiveness in the construction industry. We will also keep exploring various potential business opportunities that will broaden our sources of revenue so that our shareholders' return can be maximized.

## MANAGEMENT DISCUSSION AND ANALYSIS (CONTINUED)

### FOREIGN EXCHANGE EXPOSURE

As at 30 September 2020 and for the period ended 30 September 2020, 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 United States dollars (“US\$”) (being the currency that HK\$ pegged to under the Linked Exchange Rate System in Hong Kong) 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

During the period ended 30 September 2020, the Group took out the HSBC Life Insurance and placed an initial single premium of US\$1,494,337 (equivalent to approximately HK\$11.7 million) thereunder with HSBC Life (International) Ltd. The HSBC Life Insurance is a life insurance of Mr. Leung Kam Fai as the insured person and the beneficiary is Milestone Builder. The HSBC Life Insurance shall be classified as a financial asset at fair value through profit or loss in the consolidated financial statements. For more details, reference is made to the announcement of the Company dated 22 May 2020. As at 30 September 2020, the carrying amount of the insurance policy was amounting to approximately HK\$9.6 million.

Save as disclosed above, there were no significant investments held, material acquisitions or disposals of subsidiaries and associated companies during the six months ended 30 September 2020.

### CAPITAL COMMITMENTS

As at 30 September 2020, the Group had no material capital commitments.

### LEASE COMMITMENTS

Details of the lease commitments are set out in Note 21 to the interim condensed consolidated financial information.

### CONTINGENT LIABILITIES

Save as disclosed in Note 22 of this interim condensed consolidated financial information, the Group had no other contingent liabilities as at 30 September 2020.

### EVENT AFTER THE REPORTING PERIOD

#### Sale and Purchase Agreement and Mandatory Unconditional Cash Offer in relation to the shares of the Company

On 15 October 2020, the Company was informed that, Mr. Leung Kam Fai, Mr. Lam Ka Ho and Mr. Leung Chin Hung Aaron (the “Vendors”) entered into the Sale and Purchase Agreement (the “Agreement”) with Smart Excel Group Limited (“Smart Excel”) (as purchaser), in relation to the sale and purchase of an aggregate of 594,600,000 Shares (i.e. the “Shares”), approximately 61.94% of the total issued share capital of the Company for a total consideration of HK\$167.2 million (equivalent to HK\$0.28125 per Share).

## MANAGEMENT DISCUSSION AND ANALYSIS (CONTINUED)

Under the Agreement, Smart Excel agreed to acquire 594,600,000 Shares, representing approximately 61.94% of the total issued share capital. Completion took place immediately upon signing on 15 October 2020 and the consideration was fully settled by cash on the same day.

Pursuant to Rule 26.1 of the Hong Kong Codes on Takeovers and Mergers, Smart Excel is required to make mandatory unconditional cash offer (the “Offer”) for all the issued shares (other than those already owned or agreed to be acquired by Smart Excel and the parties acting in concert with it).

Please refer to the announcements of the Company dated 29 October 2020, 19 November 2020 and 25 November 2020 and the Company for further information relating to the Agreement and the Offer.

### Winding Up Petition against the Company

In relation to payment disputes in the amount of approximately HK\$5.0 million (the “Alleged Debt”) arising out of a nominated subcontract, Yau Kwong Contracting Ltd (the “Petitioner”), for alteration and addition works in Hong Kong, the Group received a petition filed by Yau Kwong Contracting Ltd to the High Court of the Hong Kong Special Administrative Region (the “High Court”) for the winding up of Milestone Builder. On 3 November 2020, the Group has fully settled the Alleged Debt together with interest. In connection with the Petition, the Group and the Petitioner had taken out a consent summons on 9 November 2020 to apply for leave to withdraw the Petition. On 26 November 2020, the Group received the sealed court order from the High Court in which the High Court has ordered, among other things, that leave be granted for the Petitioner to withdraw the Petition. For further details, please refer to the Company’s announcements dated 10 November 2020 and 26 November 2020.

## EMPLOYEES AND REMUNERATION POLICY

As at 30 September 2020, the Group had 113 employees, including 86 staff and 27 workers (31 March 2020: 127 employees, including 86 staff and 41 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 2020 was approximately HK\$24.7 million (six months ended 30 September 2019: approximately HK\$31.1 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 report and the total number of shares available for grant under the scheme was 80,000,000 shares, representing 8.3% of the issued share capital of the Company as at the date of this interim report.

## DISCLOSURE OF INTERESTS

As at 30 September 2020, the interests and short positions of the Directors and chief executives of the Company in the shares, underlying shares and debentures of the Company and its associated corporations, within the meaning of Part XV of the Securities and Futures Ordinance (the “SFO”), as recorded in the register maintained by the Company pursuant to section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code as set out in Appendix 10 of the Listing Rules, were as follows:

### (a) Directors’ Interests in Shares, Underlying Shares and Debentures:

Name	Capacity/Nature of Interest	Number of shares held (Note 1)	Approximate percentage of the issued share capital of the Company
Mr. Leung Kam Fai	Beneficial owner <sup>(Note 2)</sup>	285,660,000 (L)	
	Person acting in concert <sup>(Note 2)</sup>	308,940,000 (L)	
		594,600,000 (L)	61.94%
Mr. Lam Ka Ho	Beneficial owner <sup>(Note 2)</sup>	285,660,000 (L)	
	Person acting in concert <sup>(Note 2)</sup>	308,940,000 (L)	
		594,600,000 (L)	61.94%

Notes:

- The letter “L” denotes “long position” in such shares.
- Mr. Leung Kam Fai, Mr. Lam Ka Ho and Mr. Leung Chin Hung Aaron are personally interested in 285,660,000 shares, 285,660,000 shares and 23,280,000 shares representing 29.76%, 29.76% and 2.42% of the total issued share capital of the Company. Pursuant to the Concert Party Deed dated 11 March 2020 executed by them, Mr. Leung Kam Fai, Mr. Lam Ka Ho and Mr. Leung Chin Hung Aaron are parties acting in concert (having the meaning ascribed to it under the Takeovers Code). As such, each of Mr. Leung Kam Fai, Mr. Lam Ka Ho and Mr. Leung Chin Hung Aaron is deemed to be interested in 594,600,000 shares held by them in aggregate under the SFO.

On 15 October 2020, Mr. Leung Kam Fai, Mr. Lam Ka Ho and Mr. Leung Chin Hung Aaron entered into the Sale and Purchase Agreement with Smart Excel Group Limited in relation to the sale and purchase of an aggregate of 594,600,000 shares, approximately 61.94% of the total issued share capital of the Company for a total consideration of HK\$167.2 million (equivalent to HK\$0.28125 per share). After the completion, Mr. Leung Kam Fai, Mr. Lam Ka Ho and Mr. Leung Chin Hung Aaron ceased to have any interest in shares of the Company.

Save as disclosed above, as at 30 September 2020, neither the Directors nor the chief executive of the Company had any interests or short positions in the shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) as recorded in the register required to be kept by the Company under Section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code.



## DISCLOSURE OF INTERESTS (CONTINUED)

### (b) Shareholders' Interests in Shares and Underlying Shares

So far as the Directors are aware, as at 30 September 2020 the interests and short positions of the persons, other than the Directors or chief executive of the Company, in the shares and underlying shares of the Company as recorded in the register required to be kept by the Company under section 336 of the SFO were as follows:

Name	Capacity/Nature of Interest	Number of shares held (Note 1)	Approximate percentage of the issued share capital of the Company
Mr. Leung Chin Hung Aaron	Beneficial owner <sup>(Note 2)</sup>	23,280,000 (L)	
	Person acting in concert <sup>(Note 2)</sup>	571,320,000 (L)	
		594,600,000 (L)	61.94%
Mr. Cheung Ting Kin <sup>(Note 3)</sup>	Interest of controlled corporation	65,000,000 (L)	6.77%
Aurum Hill Limited	Beneficial owner	65,000,000 (L)	6.77%
Ms. Hou Lingling <sup>(Note 4)</sup>	Interest of controlled corporation	95,000,000 (L)	9.90%
Smart Excel Group Limited	Beneficial owner	95,000,000 (L)	9.90%

Notes:

- The letter "L" denotes "long position" in such shares.
- Mr. Leung Kam Fai, Mr. Lam Ka Ho and Mr. Leung Chin Hung Aaron are personally interested in 285,660,000 shares, 285,660,000 shares and 23,280,000 shares representing 29.76%, 29.76% and 2.42% of the total issued share capital of the Company. Pursuant to the Concert Party Deed dated 11 March 2020 executed by them, Mr. Leung Kam Fai, Mr. Lam Ka Ho and Mr. Leung Chin Hung Aaron are parties acting in concert (having the meaning ascribed to it under the Takeovers Code). As such, each of Mr. Leung Kam Fai, Mr. Lam Ka Ho and Mr. Leung Chin Hung Aaron is deemed to be interested in 594,600,000 shares held by them in aggregate under the SFO.
- The entire issued share capital of Aurum Hill Limited is held by Mr. Cheung Ting Kin. Therefore, Mr. Cheung Ting Kin is deemed to be interested in the shares held by Aurum Hill Limited in the Company under the SFO.
- The entire issued share capital of Smart Excel Group Limited is held by Ms. Hou Lingling. Therefore, Ms. Hou Lingling is deemed to be interested in the shares held by Smart Excel Group Limited in the Company under the SFO.

The Company's controlling shareholders have not pledged all or part of their interest in the Company's shares to secure the Company and its subsidiaries' debts or to secure guarantees or other support of their obligations.

On 15 October 2020, Mr. Leung Kam Fai, Mr. Lam Ka Ho and Mr. Leung Chin Hung Aaron entered into the Sale and Purchase Agreement with Smart Excel Group Limited in relation to the sale and purchase of an aggregate of 594,600,000 shares, approximately 61.94% of the total issued share capital of the Company for a total consideration of HK\$167.2 million (equivalent to HK\$0.28125 per share). After the completion, Mr. Leung Kam Fai, Mr. Lam Ka Ho and Mr. Leung Chin Hung Aaron ceased to have any interest in shares of the Company. Smart Excel's interest in shares was increased to 689,600,000 shares, representing approximately 71.83% of the total issued share capital of the Company, and incurring an obligation for the Smart Excel to make mandatory unconditional cash offer for all the issued shares (other than those already owned or agreed to be acquired by Smart Excel and the parties acting in concert with it) under the Takeovers Code. The entire issued share capital of Smart Excel is held by Ms. Hou Lingling. As such, Ms. Hou Lingling is deemed to be interested in the shares held by Smart Excel in the Company under the SFO. For more details, please reference to the announcement dated 29 October 2020, 19 November 2020 and 25 November 2020.

## DISCLOSURE OF INTERESTS (CONTINUED)

Save as disclosed above, as at 30 September 2020, the Directors are not aware of any other persons who have interests or short positions in the shares and underlying shares of the Company as recorded in the register required to be kept by the Company pursuant to section 336 of the SFO.

### 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 six months ended 30 September 2020.

### DIRECTORS' INTERESTS IN COMPETING BUSINESS

During the six months ended 30 September 2020 and up to the date of this report, none of the Directors are considered to have interests in any business which competes or is likely to compete with the businesses of the Group as required to be disclosed pursuant to the Listing Rules.

### DEED OF NON-COMPETITION

The controlling shareholders of the Company, namely Mr. Leung Kam Fai, Mr. Lam Ka Ho, Mr. Leung Chin Hung Aaron and Mr. Lui Sum Wah, have confirmed to the Company of their compliance with the non-competition undertakings provided to the Company under the Deed of Non-competition dated 16 March 2017.

# CORPORATE GOVERNANCE AND OTHER INFORMATION

## RESULTS AND DIVIDENDS

The results of the Group for the six months ended 30 September 2020 are set out in interim condensed consolidated statement of comprehensive income on page 20 of this interim report.

The Board has resolved not to declare any interim dividend for the six months ended 30 September 2020 (six months ended 30 September 2019: 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 2020.

## CORPORATE GOVERNANCE PRACTICES

During the six months ended 30 September 2020, 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").

The Board is of the opinion that throughout the period ended 30 September 2020, the Company had complied with the applicable code provisions as set out in the CG Code except for the deviation from code provision A.2.1 of the CG Code.

According to code provision A.2.1 of the CG Code, the roles of chairman and chief executive officer should be separate and should not be performed by the same individual. Mr. Leung Kam Fai, the Chairman who performs the duty of chief executive officer since the Listing Date under code provision A.2.1 of the CG Code, is responsible for the financial and operational aspects of our Group and the formulation of business development strategies of our Group. The Board believes that vesting the roles of both Chairman and chief executive officer in Mr. Leung Kam Fai has the benefit of ensuring consistent and continuous planning and execution of the Company's strategies. The Board considers that the balance of power and authority, accountability and independent decision-making under the present arrangement will not be impaired in light of the diverse background and experience of the independent non-executive Directors, and the composition of the Board which comprises four independent non-executive Directors and two executive Directors also provides added independence to the Board. Further, the audit committee of the Company (the "Audit Committee") composed exclusively of independent non-executive Directors has free and direct access to the Company's external auditors and independent professional advisers when it considers necessary.

## 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 2020 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 2020 have been reviewed by the Audit Committee.

# INTERIM CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

	Note	Six months ended 30 September	
		2020 HK\$'000 (Unaudited)	2019 HK\$'000 (Unaudited)
Revenue	6	65,417	144,583
Cost of sales	8	(86,196)	(124,815)
<b>Gross (loss)/profit</b>		<b>(20,779)</b>	19,768
Other income	6	2,289	600
Other (losses)/gains, net	7	(1,936)	124
Administrative expenses	8	(15,273)	(15,274)
<b>Operating (loss)/profit</b>		<b>(35,699)</b>	5,218
Finance income	9	31	80
Finance costs	9	(4,193)	(4,778)
Finance costs, net		(4,162)	(4,698)
<b>(Loss)/profit before income tax</b>		<b>(39,861)</b>	520
Income tax (expenses)/credits	10	(31)	67
<b>(Loss)/profit and total comprehensive (loss)/income attributable to the owners of the Company</b>		<b>(39,892)</b>	587
		<b>HK cents per share</b>	HK cents per share
<b>(Loss)/earnings per share for (loss)/profit attributable to the owners of the Company:</b>			
Basic	11	(4.77)	0.07
Diluted	11	(4.77)	0.07

The notes on pages 25 to 48 are an integral part of this interim condensed consolidated financial information.

# INTERIM CONDENSED CONSOLIDATED BALANCE SHEET

		As at	
		30 September 2020	31 March 2020
		HK\$'000 (Unaudited)	HK\$'000 (Audited)
Note			
<b>ASSETS</b>			
<b>Non-current assets</b>			
	12	22,330	22,330
Investment properties			
	13	93	521
Property, plant and equipment			
	14	4,502	5,371
Right-of-use assets			
	15	9,604	—
Financial assets at fair value through profit or loss			
		—	—
Investments accounted for using the equity method			
		480	492
Deferred income tax assets			
	16	80	80
Long-term deposit			
<b>Total non-current assets</b>		<b>37,089</b>	28,794
<b>Current assets</b>			
	23	18,226	18,221
Amounts due from investments accounted for using the equity method			
	23	2,773	2,696
Amounts due from related companies			
	16	55,806	58,695
Trade, retention and other receivables, deposits and prepayments			
		221,166	228,873
Contract assets			
		6,439	6,250
Current income tax recoverable			
		26,187	26,157
Pledged deposits			
		35,681	23,268
Cash and bank balances			
<b>Total current assets</b>		<b>366,278</b>	364,160
<b>Total assets</b>		<b>403,367</b>	392,954
<b>EQUITY</b>			
<b>Capital and reserves attributable to the owners of the Company</b>			
	17	96,000	80,000
Share capital			
		8,279	44,971
Reserves			
<b>Total equity</b>		<b>104,279</b>	124,971

# INTERIM CONDENSED CONSOLIDATED BALANCE SHEET (CONTINUED)

	Note	As at	
		30 September 2020 HK\$'000 (Unaudited)	31 March 2020 HK\$'000 (Audited)
<b>LIABILITIES</b>			
<b>Non-current liabilities</b>			
Loans from shareholders	19	942	13,337
Lease liabilities	14	1,014	2,242
Deferred income tax liabilities		140	155
<b>Total non-current liabilities</b>		<b>2,096</b>	15,734
<b>Current liabilities</b>			
Amount due to a related company	23	—	2
Contract liabilities		3,972	5,360
Trade and other payables and accruals	18	125,153	141,021
Current income tax payables		162	25
Borrowings	19	151,170	102,487
Loans from shareholders	19	12,766	—
Lease liabilities	14	3,769	3,354
<b>Total current liabilities</b>		<b>296,992</b>	252,249
<b>Total liabilities</b>		<b>299,088</b>	267,983
<b>Total equity and liabilities</b>		<b>403,367</b>	392,954

The notes on pages 25 to 48 are an integral part of this interim condensed consolidated financial information.

# INTERIM CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

	(Unaudited)						
	Attributable to the owners of the Company						
	Share capital HK\$'000	Share premium HK\$'000	Other reserves HK\$'000	Revaluation reserve HK\$'000	Exchange reserve HK\$'000	Retained earnings/ accumulated losses HK\$'000	Total equity HK\$'000
<b>Balance at 1 April 2019</b>	80,000	12,791	4,789	11,508	(22)	32,943	142,009
<b>Comprehensive income</b>							
Profit for the period	–	–	–	–	–	587	587
<b>Total comprehensive income</b>	–	–	–	–	–	587	587
<b>Balance at 30 September 2019</b>	80,000	12,791	4,789	11,508	(22)	33,530	142,596
<b>Balance at 1 April 2020</b>	<b>80,000</b>	<b>12,791</b>	<b>4,789</b>	<b>11,508</b>	<b>(22)</b>	<b>15,905</b>	<b>124,971</b>
<b>Comprehensive loss</b>							
Loss for the period	–	–	–	–	–	(39,892)	(39,892)
<b>Total comprehensive loss</b>	–	–	–	–	–	(39,892)	(39,892)
<b>Placement of shares (Note 17)</b>	<b>16,000</b>	<b>3,200</b>	–	–	–	–	<b>19,200</b>
<b>Balance at 30 September 2020</b>	<b>96,000</b>	<b>15,991</b>	<b>4,789</b>	<b>11,508</b>	<b>(22)</b>	<b>(23,987)</b>	<b>104,279</b>

The notes on pages 25 to 48 are an integral part of this interim condensed consolidated financial information.



# INTERIM CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS

	Six months ended 30 September	
	2020 HK\$'000 (Unaudited)	2019 HK\$'000 (Unaudited)
<b>Cash flows from operating activities</b>		
Cash (used in)/generated from operations	(38,175)	5,698
Income tax paid	(86)	(853)
<b>Net cash (used in)/generated from operating activities</b>	<b>(38,261)</b>	4,845
<b>Cash flows from investing activities</b>		
Cash advance to an investment accounted for using the equity method	(5)	—
Repayment from an investment accounted for using the equity method	—	19,235
Proceeds from disposals of property, plant and equipment	116	204
Purchase of property, plant and equipment	(5)	—
Purchase of financial assets at fair value through profit or loss	(11,656)	—
Interest received	31	80
<b>Net cash (used in)/generated from investing activities</b>	<b>(11,519)</b>	19,519
<b>Cash flows from financing activities</b>		
Interest paid for bank borrowings	(3,807)	(4,557)
Proceeds from bank borrowings	89,880	148,426
Repayments of bank borrowings	(57,321)	(150,952)
Interest paid for lease liabilities	(125)	(195)
Principal elements of lease payments	(1,728)	(1,702)
Repayments of loan from a shareholder	—	(8,750)
Increase in pledged deposits	(30)	(75)
Proceeds from other borrowings	10,000	—
Net proceeds from placement of shares (Note 17)	19,200	—
<b>Net cash generated from/(used in) financing activities</b>	<b>56,069</b>	(17,805)
<b>Net increase in cash and cash equivalents</b>	<b>6,289</b>	6,559
Cash and cash equivalents at beginning of the period	1,594	4,582
<b>Cash and cash equivalents at end of the period</b>	<b>7,883</b>	11,141
<b>Analysis of the bank balances of cash and cash equivalents</b>		
Cash and bank balances	35,681	23,000
Bank overdrafts	(27,798)	(11,859)
	<b>7,883</b>	11,141

The notes on pages 25 to 48 are an integral part of this interim condensed consolidated financial information.

# NOTES TO THE INTERIM CONDENSED CONSOLIDATED FINANCIAL INFORMATION

## 1 GENERAL INFORMATION

Milestone Builder Holdings Limited (the “Company”) was incorporated in the Cayman Islands on 8 June 2016 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 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; and (iii) repair and restoration of historic buildings in Hong Kong (together “construction and engineering services”); and 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”).

The interim condensed consolidated financial information is presented in thousands of Hong Kong dollars (“HK\$’000”), unless otherwise stated.

This interim condensed consolidated financial information was approved for issue by the board of directors (the “Board”) of the Company on 30 November 2020.

This interim condensed consolidated financial information has not been audited.

The defined terms used in this interim condensed consolidated financial information have the same meaning as those set out in the Group’s Annual Report 2019/20 published on 30 July 2020 (the “Annual Report 2019/20”), unless otherwise stated.

## 2 BASIS OF PREPARATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

### 2.1 Basis of preparation

This interim condensed consolidated financial information for the six months ended 30 September 2020 has been prepared in accordance with Hong Kong Accounting Standard (“HKAS”) 34, “Interim Financial Reporting” issued by the Hong Kong Institute of Certified Public Accountants. This interim condensed consolidated financial information does not include all the notes of the type normally included in annual consolidated financial statements. Accordingly, this interim condensed consolidated financial information should be read in conjunction with the annual consolidated financial statements for the year ended 31 March 2020, which have been prepared in accordance with Hong Kong Financial Reporting Standards (“HKFRSs”).

# NOTES TO THE INTERIM CONDENSED CONSOLIDATED FINANCIAL INFORMATION (CONTINUED)

## 2 BASIS OF PREPARATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### 2.2 Summary of significant accounting policies

The accounting policies applied are consistent with those of the annual consolidated financial statements for the year ended 31 March 2020, as described in those annual consolidated financial statements, except for the accounting policies resulting from application of amendments to HKFRSs and application of certain accounting policies which become relevant to the Group as set out below.

#### Application of amendments to HKFRSs

In the current interim period, the Group has applied the Amendments to References to the Conceptual Framework in HKFRS Standards and the following amendments to HKFRSs issued by the HKICPA, for the first time, which are mandatorily effective for the annual period beginning on or after 1 April 2020 for the preparation of the Group's condensed consolidated financial statements:

Amendments to HKAS 1 and HKAS 8	Definition of Material
Amendments to HKFRS 3	Definition of a Business
Amendments to HKFRS 9, HKAS 39 and HKFRS 7	Interest Rate Benchmark Reform

Except as described below, the application of the Amendments to References to the Conceptual Framework in HKFRS Standards and the amendments to HKFRSs in the current period has had no material impact on the Group's financial positions and performance for the current and prior periods and/or on the disclosures set out in these condensed consolidated financial statements.

#### Impacts of application of Amendments to HKAS 1 and HKAS 8 "Definition of Material"

The amendments provide a new definition of material that states "information is material if omitting, misstating or obscuring it could reasonably be expected to influence decisions that the primary users of general purpose financial statements make on the basis of those financial statements, which provide financial information about a specific reporting entity." The amendments also clarify that materiality depends on the nature or magnitude of information, either individually or in combination with other information, in the context of the financial statements taken as a whole.

The application of the amendments in the current period had no impact on the condensed consolidated financial statements. Changes in presentation and disclosures on the application of the amendments, if any, will be reflected on the consolidated financial statements for the year ending 31 March 2021.

#### Impact of standards issued but not yet applied by the Group

Certain new accounting standards and interpretations have been published that are not mandatory for this reporting period and have not been early adopted by the Group. These standards are not expected to have a material impact on the Group in the current or future reporting periods and on foreseeable future transactions.

# NOTES TO THE INTERIM CONDENSED CONSOLIDATED FINANCIAL INFORMATION (CONTINUED)

## 2 BASIS OF PREPARATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### 2.2 Summary of significant accounting policies (Continued)

#### Accounting policies newly applied by the Group

In addition, the Group has applied the following accounting policies which became relevant to the Group in the current interim period.

Financial assets at fair value through profit or loss ("FVPL")

#### *Initial recognition and measurement*

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 with cash flows that are not solely payments of principal and interest ("SPPI") are classified and measured at FVPL, irrespective of the business model.

The Group's business model for managing financial assets refers to how it manages its financial assets in order to generate cash flows. The business model determines whether cash flows will result from collecting contractual cash flows, selling the financial assets, or both. Financial assets classified and measured at amortised cost are held within a business model with the objective to hold financial assets in order to collect contractual cash flows, while financial assets classified and measured at fair value through other comprehensive income are held within a business model with the objective of both holding to collect contractual cash flows and selling. Financial assets which are not held within the aforementioned business models are classified and measured at FVPL.

All regular way purchases and sales of financial assets are recognised on the trade date, that is, the date that the Group commits to purchase or sell the asset. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the period generally established by regulation or convention in the marketplace.

#### *Subsequent measurement*

Financial assets at FVPL are carried in the statement of financial position at fair value with net changes in fair value recognised in the statement of profit or loss.

# NOTES TO THE INTERIM CONDENSED CONSOLIDATED FINANCIAL INFORMATION (CONTINUED)

## 3 FINANCIAL RISK MANAGEMENT

### 3.1 Financial risk factors

The Group's activities expose it to a variety of financial risks: market risk (including cash flow and fair value interest rate risk and foreign currency risk), credit risk and liquidity risk.

The interim condensed consolidated financial information do not include all financial risk management information and disclosures required in the annual financial statements, and should be read in conjunction with the Group's annual financial statements as at 31 March 2020.

### 3.2 Liquidity risk

As at 30 September 2020, the Group's total available banking facilities amounted to approximately HK\$258,809,000 (31 March 2020: HK\$244,373,000), of which approximately HK\$179,267,000 (31 March 2020: HK\$183,149,000), has been utilised.

### 3.3 Fair value estimation

The Group has classified its financial instruments by level of the inputs to valuation techniques used to measure fair value. Such inputs are categorised into three levels within a fair value hierarchy as follows:

- Quoted prices (unadjusted) in active markets for identical assets or liabilities (level 1).
- Inputs other than quoted prices included within level 1 that are observable for the asset or liability, either directly (that is, as prices) or indirectly (that is, derived from prices) (level 2).
- Inputs for the asset or liability that are not based on observable market data (that is, unobservable inputs) (level 3).

The carrying amounts of the Group's financial assets approximate to their fair values due to their short-term maturities. The fair value of financial liabilities for disclosure purposes is estimated by discounting the future contractual cash flows at the current market interest rate that is available to the Group for similar financial instruments, unless the discounting effect is insignificant.

The fair values estimation of investment properties and financial assets of fair value through profit or loss is disclosed in Note 12 and Note 15, respectively.

# NOTES TO THE INTERIM CONDENSED CONSOLIDATED FINANCIAL INFORMATION (CONTINUED)

## 4 CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENT

The preparation of interim financial information requires management to make judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets and liabilities, income and expense. Actual results may differ from these estimates.

In preparing this interim condensed consolidated financial information, the significant judgements made by management in applying the Group's accounting policies and the key sources of estimation uncertainty were the same as those that applied to the consolidated financial statements for the year ended 31 March 2020.

## 5 SEGMENT INFORMATION

The chief operating decision-makers have been identified as the executive directors of the Company.

The executive directors consider the segment from a business perspective.

The Group is organised into two main operating segments in these internal reports:

- (a) Construction and engineering services — principally engaged in the provision of (i) building construction services; (ii) alternation, 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 other countries in Asia-Pacific region.

The management assesses the performance of the operating segments based on a measure of adjusted earnings before interest expense, taxes, depreciation and amortisation ("EBITDA").

No analysis of segment assets or segment liabilities is presented as they are not regularly provided to the executive directors.

# NOTES TO THE INTERIM CONDENSED CONSOLIDATED FINANCIAL INFORMATION (CONTINUED)

## 5 SEGMENT INFORMATION (Continued)

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

	Construction and engineering services HK\$'000	Property development and investment HK\$'000	Total Group HK\$'000
<b>Six months ended 30 September 2020 (Unaudited)</b>			
Segment turnover	65,165	252	65,417
Segmental EBITDA	(31,633)	204	(31,429)
Depreciation	(2,218)	—	(2,218)
Segmental operating (loss)/profit	(33,851)	204	(33,647)
Fair value loss on financial assets at fair value through profit or loss			(2,052)
Finance costs, net			(4,162)
Loss before income tax			(39,861)
Income tax expenses			(31)
Loss attributable to the owners of the Company			(39,892)
<b>Six months ended 30 September 2019 (Unaudited)</b>			
Segment turnover	144,472	111	144,583
Segmental EBITDA	7,701	56	7,757
Depreciation	(2,539)	—	(2,539)
Segmental operating profit	5,162	56	5,218
Finance costs, net			(4,698)
Profit before income tax			520
Income tax credits			67
Profit attributable to the owners of the Company			587

# NOTES TO THE INTERIM CONDENSED CONSOLIDATED FINANCIAL INFORMATION (CONTINUED)

## 6 REVENUE AND OTHER INCOME

The Group's revenue and other income recognised during the relevant periods are as follows:

	Six months ended 30 September	
	2020 HK\$'000 (Unaudited)	2019 HK\$'000 (Unaudited)
Revenue:		
Provision of construction and engineering services		
– Building construction services	8,777	6,240
– Alteration, addition, fitting-out works and building services	47,136	134,285
– Repair and restoration of historic buildings	9,252	3,947
Property development and investment		
– Rental income	252	111
	<b>65,417</b>	144,583
Other income:		
– Government grants (Note)	2,233	–
– Sundry income	56	600
	<b>2,289</b>	600

Note: Government grants recognized were related to Employment Support Scheme under the Anti-Epidemic Fund and on-the-job training subsidy. There are no unfulfilled conditions and other contingencies attached to the receipts of those subsidies.

## 7 OTHER (LOSSES)/GAINS, NET

	Six months ended 30 September	
	2020 HK\$'000 (Unaudited)	2019 HK\$'000 (Unaudited)
Fair value loss on financial assets at fair value through profit or loss	(2,052)	–
Gains on disposals of property, plant and equipment, net	116	124
	<b>(1,936)</b>	124



# NOTES TO THE INTERIM CONDENSED CONSOLIDATED FINANCIAL INFORMATION (CONTINUED)

## 8 EXPENSES BY NATURE

Expenses included in cost of sales and administrative expenses are analysed as follows:

	Six months ended 30 September	
	2020 HK\$'000 (Unaudited)	2019 HK\$'000 (Unaudited)
Construction cost recognised in cost of sales	86,190	124,724
Auditor's remuneration		
— Audit services	818	818
— Non-audit services	82	82
Depreciation of property, plant and equipment	433	666
Depreciation of right-of-use assets	1,785	1,873
Employee benefit expenses recognised in administrative expenses (including directors' emoluments)	8,228	7,992
Other lease expenses*	294	331
Staff welfare, messing and entertainment	393	296
Motor vehicle expenses	386	510
Legal and professional fees	550	410
Building management fees	369	373
Others	1,941	2,014
<b>Total cost of sales and administrative expenses</b>	<b>101,469</b>	<b>140,089</b>

\* These expenses relate to short-term leases. They are directly charged as expenses and are not included in the measurement of lease liabilities under HKFRS 16.

# NOTES TO THE INTERIM CONDENSED CONSOLIDATED FINANCIAL INFORMATION (CONTINUED)

## 9 FINANCE INCOME AND COSTS

	Six months ended 30 September	
	2020 HK\$'000 (Unaudited)	2019 HK\$'000 (Unaudited)
Interest income:		
— Bank interest income	31	80
Finance income	31	80
Interest expenses:		
— Borrowings	(3,807)	(4,557)
— Lease liabilities	(125)	(195)
— Interest-free loans from shareholders: unwinding of discount (Note)	(370)	—
Foreign exchange gains/(losses), net	109	(26)
Finance costs	(4,193)	(4,778)
<b>Finance costs, net</b>	<b>(4,162)</b>	<b>(4,698)</b>

Note: During the six months ended 30 September 2020, interest expenses of approximately HK\$370,000 represented the unwinding of discount on the fair value of interest-free loans from shareholders of HK\$14,402,000, discounted using the prevailing market interest rate of 5.5%.

## 10 INCOME TAX EXPENSES/CREDITS

Hong Kong profits tax has been provided at the rate of 16.5% (2019: 16.5%).

The amount of income tax expenses/(credits) charged to the interim condensed consolidated statement of comprehensive income represents:

	Six months ended 30 September	
	2020 HK\$'000 (Unaudited)	2019 HK\$'000 (Unaudited)
<b>Current tax:</b>		
Hong Kong profits tax on profits for the period	34	393
<b>Deferred income tax</b>	<b>(3)</b>	<b>(460)</b>
Income tax expenses/(credits)	31	(67)

Income tax expense/(credits) is recognised based on management's estimate of the weighted average annual income tax rate expected for the full financial year.

# NOTES TO THE INTERIM CONDENSED CONSOLIDATED FINANCIAL INFORMATION (CONTINUED)

## 11 (LOSS)/EARNINGS PER SHARE

Basic loss/earnings per share is calculated by dividing the loss/profit attributable to the owners of the Company by the weighted average number of ordinary shares in issue during the respective periods.

	<b>Six months ended 30 September</b>	
	<b>2020 (Unaudited)</b>	2019 (Unaudited)
(Loss)/earnings:		
(Loss)/profit attributable to the owners of the Company (HK\$'000)	<b>(39,892)</b>	587
Number of shares:		
Weighted average number of ordinary shares in issue (thousands)	<b>836,721</b>	800,000
Basic (loss)/earnings per share (HK cents)	<b>(4.77)</b>	0.07
Diluted (loss)/earnings per share (HK cents)	<b>(4.77)</b>	0.07

There were no potentially dilutive ordinary share outstanding as at 30 September 2019 and 2020.

## 12 INVESTMENT PROPERTIES

	<b>Six months ended 30 September</b>	
	<b>2020 HK\$'000 (Unaudited)</b>	2019 HK\$'000 (Unaudited)
Opening and closing balance	<b>22,330</b>	22,610

# NOTES TO THE INTERIM CONDENSED CONSOLIDATED FINANCIAL INFORMATION (CONTINUED)

## 12 INVESTMENT PROPERTIES (Continued)

Note:

### Fair value measurements using significant unobservable inputs (Level 3)

The investment properties of the Group represent industrial property units and a car park space located in Hong Kong with following details:

	As at 30 September 2020 HK\$'000	As at 31 March 2020 HK\$'000
Industrial property units located in Hong Kong	19,710	19,710
Car park space located in Hong Kong	2,620	2,620
	<b>22,330</b>	22,330

As at 31 March 2020 and 30 September 2020, the investment properties located at Unit 4 of 3/F, Unit 12 of 9/F, and car park space V10 and ancillary space on G/F, Sun Fung Centre, No. 88 Kwok Shui Road, Tsuen Wan, New Territories, Hong Kong. The fair value as at 31 March 2020 was assessed by an independent and professionally qualified valuer, PSA (HK) Surveyors Limited.

The valuations were determined using the direct comparison approach. Sales price of comparable properties in close proximity are adjusted for differences in key attributes such as property size. The most significant input into this valuation approach are adjusted market price per square foot and adjusted market price per car park space.

There were no transfers of investment properties between the fair value hierarchy classification during the period.

As at 30 September 2020, the Group's investment properties amounting to HK\$22,330,000 (31 March 2020: HK\$22,330,000) were pledged as collateral for the Group's bank borrowings, details of which are set out in Note 19.

## 13 PROPERTY, PLANT AND EQUIPMENT

	Six months ended 30 September	
	2020 HK\$'000 (Unaudited)	2019 HK\$'000 (Unaudited)
Opening balance	521	1,777
Additions	5	—
Disposals	—	(80)
Depreciation	(433)	(666)
Closing balance	<b>93</b>	1,031

# NOTES TO THE INTERIM CONDENSED CONSOLIDATED FINANCIAL INFORMATION (CONTINUED)

## 14 RIGHT-OF-USE ASSETS AND LEASE LIABILITIES

### (a) Amounts recognised in the interim condensed consolidated balance sheet

The interim condensed consolidated balance sheet shows the following amounts related to leases:

	As at	
	30 September 2020 HK\$'000 (Unaudited)	31 March 2020 HK\$'000 (Audited)
<b>Right-of-use assets</b>		
Office premises	4,264	4,905
Motor vehicles	238	466
	<b>4,502</b>	5,371
<b>Lease liabilities</b>		
Current	3,769	3,354
Non-current	1,014	2,242
	<b>4,783</b>	5,596

### (b) Amounts recognised in the interim condensed consolidated statement of comprehensive income

The interim condensed consolidated statement of comprehensive income shows the following amounts relating to leases:

	Six months ended 30 September	
	2020 HK\$'000 (Unaudited)	2019 HK\$'000 (Unaudited)
<b>Depreciation of right-of-use assets</b>		
Office premises	1,557	1,457
Motor vehicles	228	416
	<b>1,785</b>	1,873
Interest expenses on lease liabilities (Note 9)	125	195
Other lease expenses (Note 8)	294	331

# NOTES TO THE INTERIM CONDENSED CONSOLIDATED FINANCIAL INFORMATION (CONTINUED)

## 14 RIGHT-OF-USE ASSETS AND LEASE LIABILITIES

### (b) Amounts recognised in the interim condensed consolidated statement of comprehensive income (Continued)

During the six months ended 30 September 2020, the total cash outflows for leases of the Group were included in the interim condensed consolidated statement of cash flows in (a) payment for short-term leases of HK\$294,000 (six months ended 30 September 2019: HK\$331,000) under “operating activities”, (b) interest paid for leases liabilities of HK\$125,000 (six months ended 30 September 2019: HK\$195,000) under “financing activities”, and (c) principal elements of lease payments of HK\$1,728,000 (six months ended 30 September 2019: HK\$1,702,000) under “financing activities”.

## 15 FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS

The financial assets of fair value through profit or loss represents the investment in an insurance policy. The Group is the beneficiary of such investment. The carrying amount represents the cash surrender value of the policy and approximates its fair value at the end of the reporting period.

The fair value of life insurance was determined based on the project and cash surrender value provided by the counterparty financial institution by reference to the guaranteed crediting interest rate and the estimated policy charged.

### Fair value hierarchy

The fair value measurement hierarchy of the Group’s cash surrender value of life insurance is as follows:

	Six months ended 30 September	
	2020 HK\$'000	2019 HK\$'000
Significant observable inputs:		
Cash surrender value of life insurance (Level 2)	9,604	—

During the period, there were no transfers of fair value measurements between Level 1 and Level 2 and no transfers into or out of Level 3.

As at 30 September 2020, the Group’s financial assets at fair value through profit or loss were pledged as collateral for the Group’s bank borrowings, detail of which are set out in Note 19.

# NOTES TO THE INTERIM CONDENSED CONSOLIDATED FINANCIAL INFORMATION (CONTINUED)

## 16 TRADE, RETENTION AND OTHER RECEIVABLES, DEPOSITS AND PREPAYMENTS

	As at	
	30 September 2020 HK\$'000 (Unaudited)	31 March 2020 HK\$'000 (Audited)
<b>Current portion</b>		
Trade receivables (Note (a))	14,728	19,392
Retention receivables (Note (b))	34,087	33,193
	<b>48,815</b>	52,585
Prepayments, deposits and other receivables:		
Prepayments	1,601	1,634
Deposits	1,716	1,671
Other receivables	3,674	2,805
	<b>6,991</b>	6,110
	<b>55,806</b>	58,695
<b>Non-current portion</b>		
Long-term deposit	80	80
<b>Total</b>	<b>55,886</b>	58,775

The carrying amounts of the trade and other receivables and deposits are denominated in HK\$ and approximated their fair values.

# NOTES TO THE INTERIM CONDENSED CONSOLIDATED FINANCIAL INFORMATION (CONTINUED)

## 16 TRADE, RETENTION AND OTHER RECEIVABLES, DEPOSITS AND PREPAYMENTS (Continued)

### (a) Trade receivables

The Group's credit terms to trade debtors other than retention receivables are generally 30 days. The ageing analysis of the trade receivables, based on invoice date, is as follows:

	As at	
	30 September 2020 HK\$'000 (Unaudited)	31 March 2020 HK\$'000 (Audited)
Less than 30 days	9,003	11,415
31 – 60 days	2,041	4,109
61 – 90 days	97	80
Over 90 days	3,587	3,788
	<b>14,728</b>	19,392

The carrying amounts of the trade receivables include receivables which are subject to a factoring arrangement. Under this arrangement, the Group has transferred the relevant receivables to the factor in exchange for cash and is prevented from selling or pledging the receivables. However, the Group has retained late payment and credit risk. The Group therefore continues to recognise the transferred assets in their entirety in its consolidated balance sheet. The amount repayable under the factoring agreement is presented as borrowing. The Group considers that the held to collect business model remains appropriate for these receivables and hence continues measuring them at amortised cost.

The relevant carrying amounts are as follows:

	As at	
	30 September 2020 HK\$'000 (Unaudited)	31 March 2020 HK\$'000 (Audited)
Trade receivables under factoring arrangement	5,117	751
Associated secured borrowing	4,533	5,078



# NOTES TO THE INTERIM CONDENSED CONSOLIDATED FINANCIAL INFORMATION (CONTINUED)

## 16 TRADE, RETENTION AND OTHER RECEIVABLES, DEPOSITS AND PREPAYMENTS (Continued)

### (b) Retention receivables

Retention receivables are settled in accordance with the terms of the respective contracts. The terms and conditions in relation to the release of retention vary from contract to contract, which is subject to practical completion, the expiry of the defect liability period or a pre-agreed time period. In the interim condensed consolidated balance sheet, retention receivables were classified as current assets. The ageing analysis of these retention receivables based on the terms of related contracts was as follows:

	As at	
	30 September 2020 HK\$'000 (Unaudited)	31 March 2020 HK\$'000 (Audited)
Will be recovered within twelve months	16,941	17,035
Will be recovered more than twelve months after the balance sheet date	17,146	16,158
	<b>34,087</b>	33,193

The Group does not hold any collateral as security.

## 17 SHARE CAPITAL AND SHARE PREMIUM

	No. of ordinary shares	Nominal value of ordinary shares HK\$'000
<b>Authorised:</b>		
At 1 April 2019, 30 September 2019, 1 April 2020 and 30 September 2020, at HK\$0.1 each	2,000,000,000	200,000

# NOTES TO THE INTERIM CONDENSED CONSOLIDATED FINANCIAL INFORMATION (CONTINUED)

## 17 SHARE CAPITAL AND SHARE PREMIUM (Continued)

	No. of ordinary shares	Nominal value of ordinary shares HK\$'000	Share premium HK\$'000
<b>Issued and fully paid:</b>			
At 1 April 2019, 30 September 2019, 1 April 2020	800,000,000	80,000	12,791
Placement of new shares (Note)	160,000,000	16,000	3,200
At 30 September 2020	960,000,000	96,000	15,991

Note: On 7 August 2020, the Company entered into the placing agreement with the joint placing agents in respect of the placing of up to 160,000,000 new shares at an issue price of HK\$0.125 per share. On 20 August 2020, the placing was completed and 160,000,000 new shares were placed by the joint placing agents to two places at an issue price of HK\$0.125 per share resulting in raising proceeds, with net proceeds of approximately HK\$19.2 million.

### (a) Share options of the Company

The Company operates a share option scheme (the "Scheme") for the purpose of recognising and motivating the contributions that the eligible participants have made or may make to the Group. Eligible participants of the Scheme include but not limited to the Group's employees and Executive and non-Executive Directors. The Scheme has been conditionally approved and adopted on 13 March 2017 and unless otherwise cancelled or amended, will remain valid and effective for a period of 10 years from that date. No share options have been granted, exercised or cancelled under the Scheme since its adoption date.

## 18 TRADE AND OTHER PAYABLES AND ACCRUALS

	As at	
	30 September 2020 HK\$'000 (Unaudited)	31 March 2020 HK\$'000 (Audited)
Trade payables (Note (a))	85,521	80,658
Bills payables (Note (b))	33,171	51,413
Other payables and accruals (Note (c))	118,692 6,461	132,071 8,950
	<b>125,153</b>	141,021

Trade and bills payables and other payables and accruals approximate their fair values and are denominated in HK\$.

# NOTES TO THE INTERIM CONDENSED CONSOLIDATED FINANCIAL INFORMATION (CONTINUED)

## 18 TRADE AND OTHER PAYABLES AND ACCRUALS (Continued)

### (a) Trade payables

Credit terms granted to us by our suppliers and subcontractors vary from contract to contract. Our suppliers and subcontractors, on average, grant us a credit period of mostly 30 days to 60 days upon the issue of an invoice.

The ageing analysis of the trade payables, based on invoice date, is as follows:

	As at	
	30 September 2020 HK\$'000 (Unaudited)	31 March 2020 HK\$'000 (Audited)
1 – 30 days	44,589	34,311
31 – 60 days	1,835	6,505
61 – 90 days	2,746	5,321
Over 90 days	36,351	34,521
	<b>85,521</b>	80,658

### (b) Bills payables

As at 30 September 2020, the balance represents bank acceptance notes with maturity dates within six months (31 March 2020: six months).

The maturity profile of the bills payables of the Group is as follows:

	As at	
	30 September 2020 HK\$'000 (Unaudited)	31 March 2020 HK\$'000 (Audited)
Due within 30 days	6,456	17,965
Due within 31 to 60 days	9,798	17,899
Due within 61 to 90 days	12,086	12,932
Over 90 days	4,831	2,617
	<b>33,171</b>	51,413

# NOTES TO THE INTERIM CONDENSED CONSOLIDATED FINANCIAL INFORMATION (CONTINUED)

## 18 TRADE AND OTHER PAYABLES AND ACCRUALS (Continued)

### (c) Other payables and accruals

	As at	
	30 September 2020 HK\$'000 (Unaudited)	31 March 2020 HK\$'000 (Audited)
Accrued staff costs and pension obligations	2,977	5,744
Accrued expenses	2,946	2,509
Other payables	538	697
	<b>6,461</b>	8,950

## 19 BORROWINGS AND LOANS FROM SHAREHOLDERS

	As at	
	30 September 2020 HK\$'000 (Unaudited)	31 March 2020 HK\$'000 (Audited)
Bank borrowings	113,372	80,813
Bank overdrafts	27,798	21,674
Total bank borrowings and overdrafts (Note (i))	141,170	102,487
Other borrowings (Note (ii))	10,000	—
	<b>151,170</b>	102,487
Loans from shareholders (Note (iii))		
— Current portion	12,766	—
— Non-current portion	942	13,337
	<b>13,708</b>	13,337

Note (i):

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

# NOTES TO THE INTERIM CONDENSED CONSOLIDATED FINANCIAL INFORMATION (CONTINUED)

## 19 BORROWINGS AND LOANS FROM SHAREHOLDERS (Continued)

Note (i): (Continued)

Movements in bank borrowings is analysed as follows:

	Six months ended 30 September	
	2020 HK\$'000 (Unaudited)	2019 HK\$'000 (Unaudited)
Opening balance	80,813	115,064
Repayments of bank borrowings	(57,321)	(150,952)
Proceeds from bank borrowings	89,880	148,426
Closing balance	113,372	112,538

As at 30 September 2020, the bank borrowings facilities granted to the Group are secured by the following:

- (a) Pledged deposits of HK\$26,187,000 (31 March 2020: HK\$26,157,000);
- (b) The Group's investment properties amounting to HK\$22,330,000 (31 March 2020: HK\$22,330,000) (Note 12);
- (c) Trade receivables under factoring arrangement amounting to HK\$5,117,000 (31 March 2020: HK\$751,000);
- (d) Financial assets at fair value through profit or loss of HK\$9,604,000 (31 March 2020: Nil);
- (e) Corporate guarantees executed by the Company and certain subsidiaries of the Group (31 March 2020: same); and
- (f) A pledged property of a related company located in Hong Kong (31 March 2020: same).

The carrying amounts of bank borrowings approximate their fair values.

These borrowing carry floating rates at Prime Rate, Hong Kong Interbank Offered Rate ("HIBOR") or London Interbank Offered Rate ("LIBOR") 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 rates are 4.2% per annum as at 30 September 2020 (31 March 2020: 5.1% per annum).

As at 30 September 2020, total undrawn bank facilities amounted to approximately HK\$79,542,000 (31 March 2020: HK\$61,224,000).

Note (ii):

Other borrowings of approximately HK\$10,000,000 as at 30 September 2020 (31 March 2020: Nil) are unsecured, interest bearing at 6% per annum, repayable by 12 August 2021 and denominated in HK\$.

Note (iii):

Loans from shareholders of approximately HK\$13,708,000 as at 30 September 2020 (31 March 2020: HK\$13,337,000) are unsecured, interest free, repayable for an initial term of two years from the drawdown dates and denominated in HK\$.

## 20 DIVIDENDS

The Board has resolved not to declare any interim dividend for the six months ended 30 September 2020 (six months ended 30 September 2019: Nil).

There were no dividends paid during the period (six months ended 30 September 2019: same).

# NOTES TO THE INTERIM CONDENSED CONSOLIDATED FINANCIAL INFORMATION (CONTINUED)

## 21 COMMITMENTS

### Operating lease commitments — Group company as lessor

The Group had contracted with lessees for leasing office premises under a non-cancellable operating lease agreement. The original lease terms are ranged from 6 months to 3 years and the lease arrangement is renewable at the end of the lease period at market rate.

The future aggregate minimum lease payments under the non-cancellable operating lease are as follows:

	As at	
	30 September 2020 HK\$'000 (Unaudited)	31 March 2020 HK\$'000 (Audited)
No later than 1 year	770	301
Later than 1 year and no later than 5 years	1,997	211
	<b>2,767</b>	512

## 22 CONTINGENCIES

The Group's contingent liabilities were as follows:

	As at	
	30 September 2020 HK\$'000 (Unaudited)	31 March 2020 HK\$'000 (Audited)
Surety bonds (Note)	4,925	29,249

Note: As at 30 September 2020, the Group provided guarantees of surety bonds in respect of 5 (31 March 2020: 6) 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.

# NOTES TO THE INTERIM CONDENSED CONSOLIDATED FINANCIAL INFORMATION (CONTINUED)

## 23 RELATED PARTIES BALANCES AND TRANSACTIONS

Related parties are those parties that have the ability to control, jointly control or exert significant influence over the other party in holding power over the investee; exposure, or rights, to variable returns from its involvement with the investee; and the ability to use its power over the investee to affect the amount of the investor's returns. Parties are also considered to be related if they are subject to common control or joint control. Related parties may be individuals or other entities.

- (a) The directors of the Company are of the view that the following companies were related parties that had transactions or balances with the Group:

Name of the related party	Relationship with the Group
Spartan Construction Materials Limited	Controlled by certain shareholders of the Company
Spartan Lighting Limited	Controlled by certain shareholders of the Company
Possible Development Limited	Jointly controlled by the Group
Possible Hospitality Management Limited	Jointly controlled by the Group
泊舍不動産開発株式会社	Jointly controlled by the Group

### (b) Transactions

Save as disclosed elsewhere in the interim condensed consolidated financial information, the following transactions were carried out with related parties at terms mutually agreed by both parties:

	Six months ended 30 September	
	2020 HK\$'000 (Unaudited)	2019 HK\$'000 (Unaudited)
<b>Received from related parties:</b>		
Management fee from		
— 泊舍不動産開発株式会社	5	11
<b>Paid to a related party for:</b>		
Purchase of materials and consumables from		
— Spartan Construction Materials Limited	18	399
Subcontractor fees paid to		
— Spartan Construction Materials Limited	9	20

The pricing of these transactions was determined based on mutual negotiation between the Group and the related party.

# NOTES TO THE INTERIM CONDENSED CONSOLIDATED FINANCIAL INFORMATION (CONTINUED)

## 23 RELATED PARTIES BALANCES AND TRANSACTIONS (Continued)

### (c) Key management compensation

Key management includes executive and non-executive directors and the senior management of the Group. The compensation paid or payable to key management for employee services is shown below:

	Six months ended 30 September	
	2020 HK\$'000 (Unaudited)	2019 HK\$'000 (Unaudited)
Salaries, allowances and benefits in kind	4,187	4,120
Retirement benefit costs — defined contribution plans	54	54
	<b>4,241</b>	4,174

### (d) Balances

	As at	
	30 September 2020 HK\$'000 (Unaudited)	31 March 2020 HK\$'000 (Audited)
<b>Amounts due from investments accounted for using the equity method</b>		
Possible Development Limited	17,937	17,937
Possible Hospitality Management Limited	134	134
Top Table Investment Limited	108	108
泊舍不動産開発株式会社	47	42
	<b>18,226</b>	18,221
<b>Amounts due from related companies</b>		
Spartan Construction Materials Limited	1,959	1,882
Spartan Lighting Limited	814	814
	<b>2,773</b>	2,696
<b>Amounts due to a related company</b>		
Spartan Construction Materials Limited	—	(2)

These balances are unsecured, interest free, repayable on demand and denominated in HK\$.



# NOTES TO THE INTERIM CONDENSED CONSOLIDATED FINANCIAL INFORMATION (CONTINUED)

## 24 EVENT AFTER THE REPORTING PERIOD

### Sales and Purchase Agreement and Mandatory Unconditional Cash Offer in relation to the shares of the Company

On 15 October 2020, the Company was informed that, Mr. Leung Kam Fai, Mr. Lam Ka Ho and Mr. Leung Chin Hung Aaron (the “Vendors”) entered into the Sale and Purchase Agreement (the “Agreement”) with Smart Excel Group Limited (“Smart Excel”) (as purchaser), in relation to the sale and purchase of an aggregate of 594,600,000 Shares (i.e. the “Shares”), approximately 61.94% of the total issued share capital of the Company for a total consideration of HK\$167.2 million (equivalent to HK\$0.28125 per Share).

Under the Agreement, Smart Excel agreed to acquire 594,600,000 Shares, representing approximately 61.94% of the total issued share capital. Completion took place immediately upon signing on 15 October 2020 and the consideration was fully settled by cash on the same day.

Pursuant to Rule 26.1 of the Hong Kong Codes on Takeovers and Mergers, Smart Excel is required to make mandatory unconditional cash offer (the “Offer”) for all the issued shares (other than those already owned or agreed to be acquired by Smart Excel and the parties acting in concert with it).

Please refer to the announcements of the Company dated 29 October 2020, 19 November 2020 and 25 November 2020 and the Company for further information relating to the Agreement and the Offer.

### Winding Up Petition against the Company

In relation to payment disputes in the amount of approximately HK\$5.0 million (the “Alleged Debt”) arising out of a nominated subcontract, Yau Kwong Contracting Ltd (the “Petitioner”), for alteration and addition works in Hong Kong, the Group received a petition filed by Yau Kwong Contracting Ltd to the High Court of the Hong Kong Special Administrative Region (the “High Court”) for the winding up of Milestone Builder. On 3 November 2020, the Group has fully settled the Alleged Debt together with interest. In connection with the Petition, the Group and the Petitioner had taken out a consent summons on 9 November 2020 to apply for leave to withdraw the Petition. On 26 November 2020, the Group received the sealed court order from the High Court in which the High Court has ordered, among other things, that leave be granted for the Petitioner to withdraw the Petition. For further details, please refer to the Company’s announcements dated 10 November 2020 and 26 November 2020.



**Milestone Builder Holdings Limited**

進階發展集團有限公司