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## **CORPORATE INFORMATION**

### **Executive Directors**

Mr. Dai Jian  
(Chairman and Chief Executive Officer)  
Mr. Dai Ming

### **Independent Non-Executive Directors**

Mr. Chan Foon  
Mr. Guo Biao  
Ms. Song Dan

### **Audit Committee**

Mr. Chan Foon (Chairman)  
Mr. Guo Biao  
Ms. Song Dan

### **Nomination Committee**

Mr. Dai Jian (Chairman)  
Mr. Chan Foon  
Mr. Guo Biao

### **Remuneration Committee**

Mr. Guo Biao (Chairman)  
Mr. Chan Foon  
Ms. Song Dan

### **Company Secretary**

Mr. Fung Nam Shan

### **Authorised Representatives**

Mr. Dai Jian  
Mr. Fung Nam Shan

### **Legal Adviser**

As to Hong Kong Law  
Michael Li & Co.  
Loong & Yeung

### **Registered Office In The Cayman Islands**

Clifton House  
75 Fort Street  
PO Box 1350  
Grand Cayman  
KY1-1108  
Cayman Islands

### **Headquarter and Principal Place of Business in Hong Kong Registered Under Part 16 of the Companies Ordinance**

Unit 2606, 26/F  
Singga Commercial Centre  
144-151 Connaught Road West  
Hong Kong

### **Principal Share Registrar and Transfer Office in the Cayman Islands**

Estera Trust (Cayman) Limited  
Clifton House  
75 Fort Street  
PO Box 1350  
Grand Cayman  
KY1-1108  
Cayman Islands

### **Branch Share Registrar and Transfer Office in Hong Kong**

Union Registrars Limited  
Suites 3301-04, 33/F  
Two Chinachem Exchange Square  
338 King's Road  
North Point  
Hong Kong

### **Principal Bankers**

Bank of China (Hong Kong) Limited  
Kowloon West Commercial Centre

China Construction Bank (Asia) Corporation Limited  
Tsim Sha Tsui Commercial Banking Office

China CITIC Bank International Limited  
Des Voeux Road Central Branch

### **Company Website**

[www.yat-sing.com.hk](http://www.yat-sing.com.hk)

### **Stock Code**

03708

## **MANAGEMENT DISCUSSION AND ANALYSIS**

### **BUSINESS REVIEW**

Yat Sing Holdings Limited (the “Company”, together with its subsidiaries, the “Group”) is a building maintenance and renovation service provider in Hong Kong and sales of visible light photocatalysis products in the People’s Republic of China (the “PRC”) . All revenue for the six months period ended 31 December 2018 (the “Period”) was derived from building maintenance, renovation services, and sales of visible light photocatalysis products.

Revenue for the Period was approximately HK\$239.9 million, representing an increase of approximately HK\$19.8 million or 9.0% when compared to the same period last year of approximately HK\$220.1 million. It was mainly due to the commencement of new District Term Contract (“DTC”) project of building maintenance services during the second half of 2018 and the additional revenue from sales of visible light photocatalysis products that offset the decrease in revenue from the renovation services which was mainly contributed by the project for the conversion of usage of an industrial building, where most of the work had been completed in the year before and most of the revenue had already been recognised in prior years.

#### **Building maintenance services**

As at 31 December 2018, we had 3 building maintenance contracts on hand (including contracts in progress and contracts which are yet to commence) with a notional or estimated contract value of approximately HK\$835.2 million. As at 30 June 2018, we had 5 building maintenance contracts on hand with a notional or estimated contract value of approximately HK\$897.0 million.

#### **Renovation services**

As at 31 December 2018, we had 8 renovation contracts on hand (including contracts in progress and contracts which are yet to commence) with a notional or estimated contract value of approximately HK\$108.0 million. As at 30 June 2018, we had 5 renovation contracts on hand with a notional or estimated contract value of approximately HK\$41.8 million.

#### **Sales of visible light photocatalysis products**

For the Period, the Group recorded revenue and gross profit of approximately HK\$1.1 million and HK\$0.6 million respectively.

### **RECENT DEVELOPMENT**

#### **Building maintenance services**

During the Period, we have been successfully awarded 1 contract with a notional or estimated contract value of approximately HK\$250.2 million. The newly awarded contract commenced during the Period.

#### **Renovation services**

During the Period, we have been successfully awarded 3 contracts with a notional or estimated contract value of approximately HK\$7.8 million. All of the newly awarded contracts commenced during the Period.

#### **Sales of visible light photocatalysis products**

The sales of visible light photocatalysis products has contributed approximately HK\$1.1 million to the total revenue and recorded a net loss of HK\$6.6 million for the Period. The loss for the Period was because of the significant decrease in the sales orders from customers due to the economic recession in PRC and the US-China trade war.

## **MANAGEMENT DISCUSSION AND ANALYSIS**

### **FUTURE DEVELOPMENT**

We will focus on identifying opportunities for building maintenance projects, especially in the public sector, which is our core business. For renovation projects, with the growth in consciousness of building refurbishment in Hong Kong, we are confident in attaining new projects from the private sector. For the sales of visible light photocatalysis products, we will seek new customers and negotiate with existing customers to increase the sales revenue.

### **FINANCIAL REVIEW**

#### **Revenue**

Revenue derived from building maintenance services increased by approximately HK\$56.8 million or 35.7% from approximately HK\$159.2 million for the same period in 2017 to approximately HK\$216.0 million during the Period. The increase in revenue was mainly due to the commencement of new DTC project during the second half of 2018.

Revenue derived from renovation services showed a decrease of approximately HK\$38.0 million or 62.5% from approximately HK\$60.8 million in the same period in 2017 to approximately HK\$22.8 million during the Period. The decrease in revenue was mainly contributed by the project for the conversion of usage of an industrial building, where most of the work had been completed in the year before and most of the revenue had already been recognised in prior years.

Revenue derived from the sales of visible light photocatalysis products was approximately HK\$1.1 million for the Period.

#### **Gross profit and gross profit margin**

During the Period, the Group's gross profit amounted to approximately HK\$18.9 million (2017: HK\$19.2 million) representing a decrease of approximately HK\$0.3 million. Gross profit margin for the Period was approximately 7.9% (2017: 8.7%). The decrease in gross profit margin was consistent with the change in gross profit margin for both building maintenance and renovation segments with the additional gross profit for sales of visible light photocatalysis products as explained below.

Gross profit attributable to building maintenance services for the Period amounted to approximately HK\$16.9 million (2017: HK\$16.9 million). The Group's gross profit margin for building maintenance services for the Period was approximately 7.8% (2017: 10.6%). The decline in gross profit margin during the Period was attributable to the commencement of new DTC project with lower gross profit margin.

Gross profit attributable to renovation services for the reporting period amounted to approximately HK\$1.4 million (2017: HK\$2.2 million), representing a decrease of approximately HK\$0.8 million or 36.4%. The decrease was consistent with the decrease in revenue from the project for the conversion of usage of an industrial building during the Period. Gross profit margin from renovation services during the Period was approximately 5.9%, which was higher than the same period in 2017 of approximately 3.7%. The increase in gross profit margin was attributable to the decrease in the proportion of revenue for the project for the conversion of usage of an industrial building in renovation segment, which has gross profit margin lower than average.

Gross profit attributable to the sales of visible light photocatalysis products for the Period amounted to approximately HK\$0.6 million. Gross profit margin from the sales of visible light photocatalysis products during the Period was approximately 54.5%.

#### **Other income**

During the Period, other income of the Group mainly comprised the loan interest income amounted to approximately HK\$0.4 million and other income included interest income amounted to approximately HK\$0.5 million. For the same period in 2017, net income from the sales of construction materials amounted to HK\$1.4 million, other income included interest income amounted to approximately HK\$0.1 million.

## MANAGEMENT DISCUSSION AND ANALYSIS

### Gain on fair value change on contingent payable

The Group recorded a gain on fair value change on contingent payable of HK\$12.8 million for the Period (2017: nil). The gain on fair value change on contingent payable represented the contingent payable to Jiangsu Longjia Investment Co., Ltd.\* (江蘇龍佳投資有限公司) ("Jiangsu Longjia"), in relation to the acquisition of 55% equity interest in Jiangyin Grabene Graphene Photocatalytic Technology Co., Ltd.\* (江陰嘉潤石墨烯光催化技術有限公司) ("Jiangyin Grabene").

### Administrative expenses

Administrative expenses increased by approximately HK\$4.8 million or 25.3% from approximately HK\$19.0 million for the same period in 2017 to approximately HK\$23.8 million for the Period. The increase was caused by the increase in the operating costs of the Company, including but not limited to, the increase in staff cost, office rental charge, the professional and other related fees.

### Finance costs

Finance costs increased by approximately HK\$2.6 million or 43 times from approximately HK\$0.06 million for the same period in 2017 to approximately HK\$2.7 million for the Period. The increase was mainly due to the increase in the Group's obligations under financial leases and the bank borrowings.

### Income tax expense

The effective tax rates were approximately 26.9% and 83.3% for the Period and the same period in 2017, respectively. The significant decrease for the Period was mainly due to the release of deferred tax assets arising from the PRC subsidiary.

### Profit for the Period

The profit for the Period increased by approximately HK\$4.1 million or 15 times from approximately HK\$0.3 million for the same period in 2017 to approximately HK\$4.4 million for the Period. The significant increase was caused by the gain on fair value change on the contingent payable to Jiangsu Longjia in the relation to the acquisition of 55% equity interest in Jiangyin Grabene. For details of the acquisition, please refer to the circular of the Company dated 19 March 2018.

### Liquidity, financial resources and capital structure

The Group generally finances its operation through cash from operations, bank borrowings and finance leases. As at 31 December 2018, the Group had total cash and bank balances of approximately HK\$32.8 million (30 June 2018: HK\$46.1 million). As at 31 December 2018, the Group had finance leases approximately HK\$1.7 million (30 June 2018: HK\$1.6 million). As at 31 December 2018, the Group had bank borrowings approximately HK\$84.4 million (30 June 2018: HK\$90.1 million). All the cash and bank balances, bank borrowings and finance leases are denominated in HK\$ and RMB. As at 31 December 2018, bank borrowings for Hong Kong carried at Hong Kong Interbank Offered Rate plus 2.50% which is 3.53% to 4.27% per annum. The bank borrowings for the PRC carried at a fixed interest rate at 6.00% to 6.87%. As at 31 December 2018, the bank borrowing and general banking facilities for Hong Kong were secured by the Group's bank deposits of approximately HK\$3.8 million and corporate guarantee given by the Company. The bank borrowings and general banking facilities for PRC were secured and/or guaranteed by the prepaid lease payments and guarantee given by an independent third party. As at 31 December 2018, the share capital and equity attributable to owners of the Company amounted to approximately HK\$11.2 million and HK\$180.1 million respectively (30 June 2018: HK\$11.2 million and HK\$173.9 million respectively).

## **MANAGEMENT DISCUSSION AND ANALYSIS**

### **Foreign exchange risk**

The Group operates mainly in Hong Kong and the PRC. Entities within the Group are exposed to foreign exchange risk arising from currency exposures, primarily with respect to HK\$ and RMB. Foreign exchange risk arises from the sales, purchases, other future commercial transactions and monetary assets and liabilities that are denominated in a currency that is not the Group's functional currency. The Group does not adopt any formal hedge accounting policy and manages its foreign currency risk by closely monitoring the movements of foreign currency rates. The management will consider to enter into forward currency contracts to reduce these risks.

### **Gearing ratio**

Gearing ratio is calculated based on the total debts divided by the total equity. The gearing ratio was approximately 41.9% and 45.1% as at 31 December 2018 and 30 June 2018, respectively. The decrease in gearing ratio is due to the significant decrease of the bank borrowings during the Period.

### **Charge over assets of the Group**

As at 31 December 2018, the Group had pledged bank deposits of approximately HK\$3.8 million (30 June 2018: HK\$3.7 million) to bank to secure the banking facilities granted to the Group. As at 31 December 2018, the Group had motor vehicles amounted to HK\$3.7 million held under finance lease (30 June 2018: HK\$2.8 million).

### **Significant investments, acquisitions and disposals**

The Group did not enter into any new significant investment during the six months ended 31 December 2018. The Group did not make any material acquisition and disposal of subsidiaries, associates or joint ventures for the Period.

### **Contingent liabilities**

#### **(a) Contingent liabilities in respect of legal claims**

One subsidiary of the Group is defendant in a number of claims, lawsuits and potential claims relating to employees' compensation cases and personal injuries claims. The Directors considered that the possibility of any outflow in settling the legal claims was remote as these claims were well covered by insurance and subcontractors' indemnity. Accordingly, no provision for the contingent liabilities in respect of the litigations is necessary, after due consideration of each case and with reference to the legal opinion.

## MANAGEMENT DISCUSSION AND ANALYSIS

### (b) Guarantee issued

At the end of each reporting period, the Group had provided guarantees to bank in respect of the following:

	<b>31 December 2018 HK\$'000 (Unaudited)</b>	30 June 2018 HK\$'000 (Audited)
Performance bonds in favor of its clients	<b>7,408</b>	7,408

As at 31 December 2018, HK\$7,408,000 (30 June 2018: HK\$7,408,000) of performance bonds were given by a bank in favour of some of the Group's customers as security for the due performance and observance of the Group's obligations under the service contracts entered into between the Group and its customers. If the Group fails to provide satisfactory performance to its customers to whom performance bonds have been given, such customers may demand the bank to pay to them the sum or sums stipulated in such demand. The Group will then become liable to compensate such banks accordingly. The performance bonds will be released upon completion of the contract work for the relevant customers.

Save as disclosed above, the Group had no material contingent liabilities as at 31 December 2018 (30 June 2018: nil).

### Employees and remuneration policies

As at 31 December 2018, the Group had approximately 119 employees (30 June 2018: 138). The staff related costs included salaries, wages and other staff benefits, contributions and retirement schemes, provisions for staff long service payment and untaken paid leave. The Group recruits and promotes individuals based on their performance and development potential in the positions held. In order to attract and retain high quality staff and enable smooth operations within the Group, the Group offered competitive remuneration packages (with reference to market conditions and individual qualifications and experience) and various in-house training courses. The remuneration packages were subject to review on a regular basis. The emoluments of the Directors and senior management have been reviewed by the remuneration committee of the Company, having regard to the Company's operating results, market competitiveness, individual performance and achievement, and approved by the Board.

### Events after reporting period

There is no important events affecting the Group which have occurred since the end of the Period.

### INTERIM DIVIDEND

The Board does not recommend the payment of an interim dividend for the six months ended 31 December 2018 (2017: nil).



## OTHER INFORMATION

### DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY

As at 31 December 2018, the interests and short positions of the Directors and chief executives of the Company in shares, underlying shares and debentures of the Company or any of the associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO")) which have been notified to the Company and The Stock Exchange of Hong Kong Limited (the "Stock Exchange") pursuant to Divisions 7 and 8 of the SFO (including interest or short positions which they had taken or deemed to have under such provisions of the SFO), or 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 for Securities Transactions by Directors of Listed Issuers (the "Model Code") contained in Appendix 10 of the Rules Governing the Listing of Securities on the Stock Exchange (the "Listing Rules") were as follows:

#### Long position in the shares of HK\$0.002 each of the Company (the "Shares")

Name of Director	Capacity/nature	Number of Shares held/ interested	Percentage of interest
Mr. Dai Jian	Interest in a controlled corporation (Note)	3,268,750,000	58.43%

Note: These Shares are held by Smart Paradise International Limited ("Smart Paradise"). Smart Paradise is owned as to 100% by Mr. Dai Jian and hence Mr. Dai Jian is deemed to be interested in the Shares held by Smart Paradise under the SFO.

Pursuant to an ordinary resolution passed at the extraordinary general meeting of the Company held on 7 February 2018, each of the Company's issued and unissued shares of HK\$0.01 each was sub-divided into five new shares of HK\$0.002 each. The sub-division of shares was effective on 8 February 2018. Details of the shares sub-division are set out in the Company's circular dated 16 January 2018, and announcements dated 8 January 2018 and 7 February 2018 respectively.

Save as disclosed above, as at 31 December 2018, none of the Directors and chief executive of the Company had or was deemed to have any interests or short positions in the shares, underlying shares or debentures of the Company and its associated corporations (within the meaning of Part XV of the SFO) which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they had taken or deemed to have under such provisions of the SFO), or which were required, pursuant to Section 352 of the SFO, to be entered in the register referred to therein, or which were required, pursuant to the Model Code, to be notified to the Company and the Stock Exchange.

## OTHER INFORMATION

### SUBSTANTIAL SHAREHOLDERS' INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES

As at 31 December 2018, so far as is known to the Directors, the following persons (not being a Director or chief executive of the Company) have interests or short positions in shares or underlying shares of the Company which would fall to be disclosed to the Company and the Stock Exchange under the provision Divisions 2 and 3 of Part XV of the SFO or which would be required, pursuant to Section 336 of the SFO, to be entered in the register of the Company referred to therein:

Name	Capacity/nature	Number of Shares held/interested	Percentage of interest (approx.)
Smart Paradise	Beneficial owner (Note)	3,268,750,000	58.43%

Note: Mr. Dai Jian, Director of the Company, is the sole beneficial owner and director of Smart Paradise.

Pursuant to an ordinary resolution passed at the extraordinary general meeting of the Company held on 7 February 2018, each of the Company's issued and unissued shares of HK\$0.01 each was sub-divided into five new shares of HK\$0.002 each. The sub-division of shares was effective on 8 February 2018. Details of the shares sub-division are set out in the Company's circular dated 16 January 2018, and announcements dated 8 January 2018 and 7 February 2018 respectively.

Save as disclosed above, as at 31 December 2018, no other persons (not being a Director or chief executive of the Company) had any interests or short positions in the shares or underlying shares of the Company which would fall to be disclosed to the Company and the Stock Exchange under the provision Divisions 2 and 3 of Part XV of the SFO or which would be required, pursuant to Section 336 of the SFO, to be entered in the register of the Company.

### SHARE OPTION SCHEME

Pursuant to the written resolutions of the then sole shareholder of the Company on 18 December 2014, the Company adopted a share option scheme (the "Scheme") to attract and retain high quality staff, to provide additional incentive to employees (full-time or part-time), directors, consultants or advisors, distributors, contractors, suppliers, agents, customers, business partners or service providers of the Group and to promote the success of the business of the Group.

The total number of Shares in respect of which options may be granted under the Scheme is not permitted to exceed 10% of the Shares in issue at any point in time, without prior approval from the shareholders. The number of Shares issued and to be issued in respect of which options granted and may be granted to any individual in any one year is not permitted to exceed 1% of the Shares in issue at any point in time, without prior approval from the shareholders of the Company. Options granted to substantial shareholders or independent non-executive Directors or any of their respective close associates (including a discretionary trust whose discretionary objects include a substantial shareholders, independent non-executive Directors, or any of their respective close associates) in any 12-month period in excess of 0.1% of the Company's share capital or with a value in excess of HK\$5 million must be approved in advance by the shareholders of the Company.

Options granted must be taken up within seven days inclusive of the day on which such offer was made, upon payment of HK\$1 per option. Options may be exercised at any time during a period as the Directors may determine which shall not exceed ten years from the date of grant. The exercise price is determined by the Directors, and will be at least the higher of (i) the closing price of the shares of the Company on the date of grant, (ii) the average closing price of the shares of the Company for the five business days immediately preceding the date of grant; and (iii) the nominal value of the Share.

## **OTHER INFORMATION**

### **SHARE OPTION SCHEME (CONTINUED)**

The Scheme will remain in force for a period of ten years commencing on the date of the adoption date (i.e. 18 December 2014) and shall expire at the close of business on the business day immediately preceding the tenth anniversary thereof unless terminated earlier by the shareholders of the Company in general meeting.

No share options were granted since the adoption of the Scheme and there are no outstanding share options at the end of the Period.

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

During the Period, neither the Company nor any of its subsidiaries had purchased, sold or redeemed any of the listed securities of the Company.

### **CORPORATE GOVERNANCE CODE**

The Company has adopted and complied with all code provisions as set out under the Corporate Governance Code (the "Corporate Governance Code") contained in Appendix 14 to the Listing Rules during the Period, save as disclosed below.

The appointment of Mr. Dai Jian as the Chairman and the Chief Executive Officer constitutes a deviation from the code provision A.2.1 of the Corporate Governance Code as set out in Appendix 14 of the Listing Rules. The Board is of the view that vesting both roles in Mr. Dai Jian will allow for more effective planning and execution of business strategies. As all major decisions will be made in consultation with the members of the Board, and there are three independent non-executive Directors in the Board offering independent perspectives, the Board believes that there are adequate safeguards in place to ensure sufficient balance of powers within the Board.

### **COMPLIANCE WITH MODEL CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS**

The Company has adopted the Model Code as set out in Appendix 10 of the Listing Rules. Upon enquiry by the Company, all the Directors have confirmed that they had complied with the required standard set out in the Model Code during the Period.

### **AUDIT COMMITTEE**

The Company has an audit committee (the "Audit Committee") established in compliance with Rule 3.21 of the Listing Rules with written terms of reference in compliance with the Corporate Governance Code. The responsibilities of the Audit Committee include reviewing financial statements, monitoring the appointment of and non-audit work undertaken by external auditors and reviewing the effectiveness of the internal controls of the Group. The Audit Committee consists of three independent non-executive Directors, namely Mr. Chan Foon (chairman of the Audit Committee), Mr. Guo Biao and Ms. Song Dan. The interim financial results of the Group for the Period are unaudited but have been reviewed by the Audit Committee, which was of the opinion that the preparation of such results complied with the applicable accounting standards and requirements as well as the Listing Rules and that adequate disclosures have been made.

By order of the Board

**Dai Jian**  
Chairman

Hong Kong, 26 February 2019

\* *The English translation of Chinese names or words in this report, where indicated, is included for information purpose only, and should not be regarded as the official English translation of such Chinese names and words*

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

For the six months ended 31 December 2018

	Notes	Six months ended 31 December	
		2018 HK\$'000 (Unaudited)	2017 HK\$'000 (Unaudited)
Revenue	3	239,910	220,057
Cost of sales		(221,038)	(200,870)
Gross profit		18,872	19,187
Other income		880	1,516
Gain on fair value change on contingent payable		12,770	–
Administrative expenses		(23,783)	(18,954)
Finance costs	4	(2,702)	(63)
Profit before taxation		6,037	1,686
Income tax expenses	5	(1,621)	(1,404)
Profit for the period	6	4,416	282
Other comprehensive expenses for the period			
Item that may be reclassified subsequently to profit or loss:			
Exchange differences arising on translating a foreign operation		(2,284)	–
Item that will not be classified subsequently to profit or loss:			
Change in fair value of equity investment at fair value through other comprehensive income		(586)	–
		(2,870)	–
Total comprehensive income for the period		1,546	282
Profit (loss) and total comprehensive (expenses) income for the period attributable to:			
Owners of the Company		5,510	261
Non-controlling interests		(3,964)	21
		1,546	282
Earnings per share (HK cents)			
Basic and diluted	8	0.10	0.005

## CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

As at 31 December 2018

	Notes	31 December 2018 HK\$'000 (Unaudited)	30 June 2018 HK\$'000 (Audited)
<b>Non-current assets</b>			
Property, plant and equipment	9	46,087	48,843
Prepaid lease payments		37,143	38,966
Goodwill		10,234	10,234
Available-for-sale investment		—	1,974
Financial assets at fair value through other comprehensive income		2,156	—
Rental deposit		191	191
Loan receivables		17,507	—
Pledged bank deposits		3,759	3,727
		<b>117,077</b>	103,935
<b>Current assets</b>			
Inventories		8,683	1,540
Prepaid lease payments		858	893
Tax recoverable		478	—
Trade and other receivables	10	126,286	262,659
Contract assets		117,691	—
Time deposits with original maturity over three months		30,000	20,000
Bank balances and cash		32,796	46,143
		<b>316,792</b>	331,235
<b>Current liabilities</b>			
Trade and other payables	11	138,703	122,325
Contingent payable		—	6,629
Obligations under finance leases — due within one year		1,447	1,437
Bank borrowing	12	84,403	87,997
Tax payable		267	2,675
		<b>224,820</b>	221,063
Net current assets		<b>91,972</b>	110,172
Total assets less current liabilities		<b>209,049</b>	214,107

## CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION (CONTINUED)

As at 31 December 2018

	Notes	31 December 2018 HK\$'000 (Unaudited)	30 June 2018 HK\$'000 (Audited)
<b>Non-current liabilities</b>			
Contingent payable		–	6,141
Obligations under finance leases — due after one year		236	151
Bank borrowing	12	–	2,146
Long service payment obligations		326	326
Deferred tax liabilities		2,819	1,989
		<b>3,381</b>	10,753
Net assets		<b>205,668</b>	203,354
<b>Capital and reserves</b>			
Share capital	13	11,189	11,189
Reserves		168,937	162,662
Equity attributable to:			
Owners of the Company		180,126	173,851
Non-controlling interests		25,542	29,503
Total equity		<b>205,668</b>	203,354

## CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the six months ended 31 December 2018

	Attributable to owners of the Company						Non-controlling interests		Total HK\$'000
	Share capital HK\$'000	Share Premium HK\$'000	Other reserve HK\$'000 (Note)	Revaluation Reserve HK\$'000	Translation Reserve HK\$'000	Retained profits HK\$'000	Total HK\$'000	HK\$'000	
At 1 July 2017 (audited)	11,189	77,790	(480)	-	-	83,043	171,542	563	172,105
Profit and total comprehensive income for the period	-	-	-	-	-	261	261	21	282
At 31 December 2017 (unaudited)	11,189	77,790	(480)	-	-	83,304	171,803	584	172,387
At 1 July 2018 (audited)	<b>11,189</b>	<b>77,790</b>	<b>(480)</b>	-	<b>(1,341)</b>	<b>86,693</b>	<b>173,851</b>	<b>29,503</b>	<b>203,354</b>
Changes in accounting policies (note 2)	-	-	-	765	-	-	765	3	768
Restated balance	<b>11,189</b>	<b>77,790</b>	<b>(480)</b>	765	<b>(1,341)</b>	<b>86,693</b>	<b>174,616</b>	<b>29,506</b>	<b>204,122</b>
Profit (loss) for the period	-	-	-	-	-	7,350	7,350	(2,934)	4,416
Other comprehensive expenses for the period									
Exchange differences arising on translation of a foreign operation	-	-	-	-	(1,256)	-	(1,256)	(1,028)	(2,284)
Fair value loss on a financial asset	-	-	-	(584)	-	-	(584)	(2)	(586)
Total comprehensive (expenses) income for the period	-	-	-	(584)	(1,256)	7,350	5,510	(3,964)	1,546
At 31 December 2018 (unaudited)	<b>11,189</b>	<b>77,790</b>	<b>(480)</b>	181	<b>(2,597)</b>	<b>94,043</b>	<b>180,126</b>	<b>25,542</b>	<b>205,668</b>

Note: Other reserve represented the difference between the nominal value of the issued share capital of Sing Fat Construction Co., Limited and ABO Group Limited in aggregate amount of approximately HK\$9,310,000 over nominal value of the share capital of the Company in amount of HK\$9,790,000 issued in exchange thereof, pursuant to the group reorganisation.

## CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS

For the six months ended 31 December 2018

	Six months ended 31 December	
	2018 HK\$'000 (Unaudited)	2017 HK\$'000 (Unaudited)
Net cash from (used in) operating activities	19,480	(9,705)
Net cash used in investing activities	(25,388)	(3,615)
Financing activities		
Repayments of bank borrowing	(2,478)	(404)
New bank borrowing raised	–	10,000
Other financing cash flows	(3,896)	(1,034)
Net cash (used in) from financing activities	(6,374)	8,562
Net decrease in cash and cash equivalents	(12,282)	(4,758)
Cash and cash equivalents at the beginning of the period	46,143	40,049
Effect of foreign exchange rate changes	(1,065)	–
Cash and cash equivalents at the end of the period	32,796	35,291



## NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

For the six months ended 31 December 2018

### 1. BASIS OF PREPARATION

The condensed consolidated financial statements of Yat Sing Holdings Limited (the “Company”) and its subsidiaries (collectively referred to as the “Group”) for the six months ended 31 December 2018 have been prepared in accordance with the applicable disclosure provisions of Appendix 16 to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”) and with Hong Kong Accounting Standard (“HKAS”) 34 “Interim Financial Reporting” issued by the Hong Kong Institute of Certified Public Accountants (the “HKICPA”).

### 2. PRINCIPAL ACCOUNTING POLICIES

The condensed consolidated financial statements have been prepared on the historical cost basis except for certain financial instruments that are measured at fair value.

Other than changes in accounting policies resulting from application of new and amendments to Hong Kong Financial Reporting Standards (“HKFRSs”), the accounting policies used in the condensed consolidated financial statements are consistent with those followed in the preparation of the Group’s annual consolidated financial statements for the year ended 30 June 2018.

In the current interim period, the Group has applied, for the first time, the following new and amendments to HKFRSs issued by the HKICPA which are effective for the Group’s financial year beginning 1 July 2018.

HKFRS 9	Financial Instruments
HKFRS 15	Revenue from Contracts with Customers and related Amendments
Amendments to HKAS 28	Annual Improvements to HKFRSs 2014–2016 Cycle
Amendments to HKAS 40	Transfers of Investment Property
Amendments to HKFRS 2	Classification and Measurement of Share-based Payment Transactions
Amendments to HKFRS 4	Applying HKFRS 9 Financial Instruments with HKFRS 4 Insurance Contracts
HK(IFRIC)-Int 22	Foreign Currency Transactions and Advance Consideration

Except as described below, the application of other new and revised HKFRSs in the current period has no material effect on the Group’s financial performance and positions for the current and prior periods and/or on the disclosures set out in these condensed consolidated financial statements.

#### HKFRS 9 Financial Instruments

HKFRS 9 replaced HKAS 39 Financial Instruments: Recognition and Measurement, and introduces new requirements for the 1) classification and measurement of financial assets and financial liabilities; 2) impairment of financial assets; and 3) general hedge accounting.

The Group has applied HKFRS 9 retrospectively to financial instruments that have not been derecognised at the date of initial application (i.e. 1 July 2018) in accordance with the transition provisions under HKFRS 9, and chosen not to restate comparative information. Differences in the carrying amounts of financial assets and financial liabilities on initial application, if any, are recognised in retained earnings and other components of equity as at 1 July 2018.

## NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the six months ended 31 December 2018

### 2. PRINCIPAL ACCOUNTING POLICIES (CONTINUED)

#### HKFRS 9 Financial Instruments (Continued)

##### *Classification and measurement*

At the date of initial application of HKFRS 9, the Group's management has reviewed and assessed all financial assets held by the Group on the basis of the Group's business model for managing these financial assets and their contractual cash flow characteristics, and has classified its financial assets and financial liabilities into the appropriate categories of HKFRS 9, as explained below:

##### *Trade and other receivables carried at amortised cost*

They are held within a business model whose objective is to collect the contractual cash flows that are solely payments of principal and interest on the principal outstanding. Accordingly, these financial assets continue to be subsequently measured at amortised cost upon application of HKFRS 9.

##### *Unlisted equity investments previously classified as available-for-sale investment carried at cost less impairment*

The equity investment qualified for designation as measured at fair value through other comprehensive income ("FVTOCI") under HKFRS 9. The Group has elected the option in respect of certain of the Group's unlisted equity instrument amounting to HK\$1,974,000 as they are held for medium or long-term strategic purpose, and reclassified them to financial assets at FVTOCI upon initial application of HKFRS 9. The Group measures them at fair value at the end of subsequent reporting periods with fair value gains or losses to be recognised as other comprehensive income and accumulated in the revaluation reserve, which will not be reclassified to profit or loss when they are derecognised. On initial application of HKFRS 9, an amount of HK\$768,000 representing the difference between the previous carrying amount (before impairment loss) and the fair value was adjusted to investment revaluation reserve at 1 July 2018.

All other financial assets and financial liabilities continue to be measured on the same basis as are previously measured under HKAS 39.

##### *Impairment of financial assets*

The Group recognised a loss allowance for expected credit losses ("ECL") on financial assets which are subject to impairment under HKFRS 9 (including rental deposit, loan receivables, pledged bank deposits, trade and other receivables, contract assets, time deposits with original maturity over three months and bank balances and cash).

ECL is a probability-weighted estimate of credit losses. Credit losses are measured as the present value of all expected cash shortfalls (i.e. the difference between the cash flows due to the Group in accordance with the contract and the cash flows that the Group expects to receive).

The Group has the following type of financial instruments that are subject to the new impairment requirements under HKFRS 9.

##### *Trade receivables and contract assets*

The Group applied the simplified approach to provide for ECL under HKFRS 9 and recognised lifetime expected losses for all trade receivables and contract assets. The trade receivables and contract assets are grouped based on shared credit risk characteristics and others for measuring ECL.

## NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the six months ended 31 December 2018

### 2. PRINCIPAL ACCOUNTING POLICIES (CONTINUED)

#### HKFRS 9 Financial Instruments (Continued)

##### *Impairment of financial assets (Continued)*

###### *Financial assets with low credit risk*

The Group measured a 12-month ECL in respect of the following financial instruments:

Other financial assets including rental deposit, loan receivables, pledged bank deposits, other receivables, time deposits with original maturity over three months and bank balances and cash for which credit risk has not increased significantly since initial recognition.

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

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

- an actual or expected significant deterioration in the financial instruments' external (if available) or internal credit rating; and
- an actual or expected significant adverse change in the regulatory, economic or technological environment of the debtor that results in a significant decrease in the debtor's ability to meet its debt obligations.

At the initial application of HKFRS 9 and the reporting date, the Group reviewed the ECLs and has recognised that it does not affect the financial statements. Based on assessment by the management of the Group, no loss allowance at 1 July 2018 was made.

#### HKFRS 15 Revenue from contracts with customers

HKFRS 15 superseded HKAS 11 Construction Contracts, HKAS 18 Revenue and related Interpretations and it applies to all revenue arising from contracts with customers, unless those contracts are in the scope of other standards. The new standard established a five-step model for determining whether, how much and when revenue is recognised.

The Group has elected to adopt the modified retrospective approach for contracts with customers that are not completed as at the date of initial application (i.e. 1 July 2018) with the cumulative effect of initially applying HKFRS 15 as an adjustment to the opening balance of retained earnings or other components of equity, as appropriate and comparative information is not restated. Details are described below.

HKFRS 15 introduces a 5-step approach when recognising revenue:

- Step 1: Identify the contract(s) with a customer
- Step 2: Identify the performance obligations in the contract
- Step 3: Determine the transaction price
- Step 4: Allocate the transaction price to the performance obligations in the contract
- Step 5: Recognise revenue when (or as) the Group satisfies a performance obligation

## **NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)**

For the six months ended 31 December 2018

### **2. PRINCIPAL ACCOUNTING POLICIES (CONTINUED)**

#### **HKFRS 15 Revenue from contracts with customers (Continued)**

Under HKFRS 15, the Group recognises revenue when (or as) a performance obligation is satisfied, i.e. when “control” of the goods or services underlying the particular performance obligation is transferred to the customer.

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

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

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

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

The Group is principally engaged in provision of building maintenance and renovation services and sales of visible light photocatalysis products.

The Group concluded that revenue from building maintenance and renovation services will continue to be recognised over time, using an output method to measure progress towards complete satisfaction of the service similar to the previous accounting policy, because the customer simultaneously receives and consumes the benefits provided by the Group.

The Group concluded that revenue from sale of goods should be recognised at a point in time when control of the asset is transferred to the customer, generally on delivery of the goods, which is consistent with the previous accounting policy.

The adoption of HKFRS has no impact on the timing and amount of revenue recognition in this regard.

## NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the six months ended 31 December 2018

### 2. PRINCIPAL ACCOUNTING POLICIES (CONTINUED)

#### HKFRS 15 Revenue from contracts with customers (Continued)

The following table summarises the opening balance adjustments recognised for each line item in the condensed consolidated statement of financial position on initial application of HKFRS 9 and HKFRS 15:

	At 30 June 2018 HK\$'000	Effect from application HKFRS 9 HK\$'000	Effect from application HKFRS 15 HK\$'000	At 1 July 2018 HK\$'000
Contract assets (Note)	—	—	13,040	13,040
Trade and other receivables	262,659	—	(13,040)	249,619
Financial asset at FVTOCI	—	2,742	—	2,742
Available-for-sale investment	1,974	(1,974)	—	—
Revaluation reserve	—	765	—	765
Non-controlling interests	—	3	—	3

Note: Contract assets comprise retention receivable and billed work of building maintenance and renovation services subject to the customers' approval.

The following table summarises the impact of transition to HKFRS 9 and HKFRS 15 on opening equity at 1 July 2018:

	Revaluation reserve HK\$'000	Non-controlling interests HK\$'000	Total HK\$'000
Recognition of fair value change for unlisted available-for-sale equity investment measured at FVTOCI	765	3	768

The Group has not early applied any new or revised HKFRSs that have been issued but not yet effective for the current period.

### 3. SEGMENT INFORMATION

The Group's reportable and operating segments, based on information reported to the chairman of the Board, being the chief operating decision maker (the "CODM") for the purposes of resources allocation and performance assessment focuses on types of goods sold or services provided. No operating segments identified by the CODM have been aggregated in arriving at the reportable segments of the Group.

Specifically, the Group's reportable segments are as follows:

- i) Building maintenance;
- ii) Renovation; and
- iii) Sales of visible light photocatalysis products.

## NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the six months ended 31 December 2018

### 3. SEGMENT INFORMATION (CONTINUED)

Sales of visible light photocatalysis products commenced since April 2018 as a result of the acquisition of a subsidiary. Therefore, there was a new segment of sales of visible light photocatalysis products for the current period.

#### (a) Segment revenue and results

The following is an analysis of the Group's revenue and results by reportable and operating segments:

##### *For the six months ended 31 December 2018*

	Building maintenance HK\$'000 (Unaudited)	Renovation HK\$'000 (Unaudited)	Sales of visible light photocatalysis products HK\$'000 (Unaudited)	Total HK\$'000 (Unaudited)
Segment revenue	215,974	22,837	1,099	239,910
Segment profit	16,816	1,354	12,148	30,318
Unallocated corporate income				944
Central administration costs				(22,523)
Finance costs				(2,702)
Profit before taxation				6,037

##### *For the six months ended 31 December 2017*

	Building maintenance HK\$'000 (Unaudited)	Renovation HK\$'000 (Unaudited)	Total HK\$'000 (Unaudited)
Segment revenue	159,221	60,836	220,057
Segment profit	17,024	2,239	19,263
Unallocated corporate income			1,481
Central administration costs			(18,995)
Finance costs			(63)
Profit before taxation			1,686

## NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the six months ended 31 December 2018

### 3. SEGMENT INFORMATION (CONTINUED)

#### (a) Segment revenue and results (Continued)

The revenue from provision of building maintenance service and renovation service were recognised over time and the sales of visible light photocatalysis were recognised at a point of time.

The accounting policies of the reporting and operating segments are the same as the Group's accounting policies. Segment profit represents the profit earned by each segment without allocation of certain unallocated corporate income, central administration costs and finance costs. This is the measure reported to the CODM for the purposes of resource allocation and performance assessment.

There were no inter-segment sales between different business segments for the periods ended 31 December 2018 and 2017.

#### (b) Segment assets and liabilities

The following is an analysis of the Group's assets and liabilities by reportable and operating segments:

	<b>31 December 2018 HK\$'000 (Unaudited)</b>	30 June 2018 HK\$'000 (Audited)
<b>Segment assets</b>		
Building maintenance	<b>115,843</b>	99,722
Renovation	<b>56,988</b>	81,188
Sales of visible light photocatalysis products	<b>143,289</b>	134,883
Total segment assets	<b>316,120</b>	315,793
Unallocated corporate assets	<b>117,749</b>	119,377
Total assets	<b>433,869</b>	435,170
<b>Segment liabilities</b>		
Building maintenance	<b>84,403</b>	66,741
Renovation	<b>31,156</b>	32,353
Sales of visible light photocatalysis products	<b>6,937</b>	19,895
Total segment liabilities	<b>122,496</b>	118,989
Unallocated corporate liabilities	<b>105,705</b>	112,827
Total liabilities	<b>228,201</b>	231,816

## NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the six months ended 31 December 2018

### 4. FINANCE COSTS

	Six months ended 31 December	
	2018 HK\$'000 (Unaudited)	2017 HK\$'000 (Unaudited)
Interest on:		
— Bank borrowings	2,665	27
— Obligations under finance leases	37	36
	<b>2,702</b>	63

### 5. INCOME TAX EXPENSES

	Six months ended 31 December	
	2018 HK\$'000 (Unaudited)	2017 HK\$'000 (Unaudited)
Current tax:		
— Hong Kong Profits Tax	791	1,404
Deferred tax	830	—
	<b>1,621</b>	1,404

### 6. PROFIT FOR THE PERIOD

Profit for the period has been arrived at after charging (crediting):

	Six months ended 31 December	
	2018 HK\$'000 (Unaudited)	2017 HK\$'000 (Unaudited)
Bank interest income	(189)	(8)
Loan interest income	(416)	—
Amount of inventories recognised as expenses	463	—
Net exchange losses	4	—
Other income (Note)	(41)	(1,473)
Net gain on disposal of property, plant and equipment	(37)	(35)
Rental income, net of nil direct outgoings	(197)	—
Amortisation of prepaid lease payments	558	—
Depreciation of property, plant and equipment	1,536	681
Minimum lease payments paid under operating leases	2,387	2,411

Note: During the period ended 31 December 2017, other income approximately HK\$1,423,000 represented the net income from the sales of construction materials and electronic products of HK\$51,670,000 (included in other receivables) net of cost of goods sold of approximately HK\$50,247,000.



## NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the six months ended 31 December 2018

### 7. DIVIDENDS

The Board does not recommend the payment of an interim dividend for the six months ended 31 December 2018 (2017: nil).

### 8. EARNINGS PER SHARE

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

	<b>Six months ended 31 December</b>	
	<b>2018 HK\$'000 (Unaudited)</b>	2017 HK\$'000 (Unaudited)
<b>Earnings</b>		
Earnings for the purpose of basic earnings per share	<b>5,510</b>	261
	<b>Six months ended 31 December</b>	
	<b>2018 '000 (Unaudited)</b>	2017 '000 (Unaudited)
<b>Number of shares</b>		
Weighted average number of ordinary shares for the purpose of basic earnings per share	<b>5,594,000</b>	5,594,000

The weighted average number of ordinary shares for the purpose of basic earnings per share for last period have been adjusted for the sub-division of shares of which were disclosed in Note 13.

The diluted earnings per share is equal to the basic earnings per share as there were no dilutive potential ordinary shares during the periods ended 31 December 2018 and 2017.

### 9. PROPERTY, PLANT AND EQUIPMENT

During the six months ended 31 December 2018, the Group acquired motor vehicles amounting to approximately HK\$1,312,000 (six months ended 31 December 2017: HK\$1,787,000). Motor vehicles with a net carrying value of approximately HK\$937,000 were disposed of by the Group during the six months ended 31 December 2018 (six months ended 31 December 2017: HK\$355,000) for cash proceeds of HK\$974,000 (six months ended 31 December 2017: HK\$390,000).

## NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the six months ended 31 December 2018

### 10. TRADE AND OTHER RECEIVABLES

The Group does not have a standardised and universal credit period granted to its customers, and the credit period of individual customer is considered on a case-by-case basis and stipulated in the project contract, as appropriate, for the building maintenance and renovation services. For the sales of visible light photocatalysis products, the Group generally allows an average credit period of 120 days to the customers. The following is an ageing analysis of trade receivables, presented based on the certified report and/or based on invoice dates which approximate revenue recognition date at the end of the reporting period:

	<b>31 December 2018 HK\$'000 (Unaudited)</b>	30 June 2018 HK\$'000 (Audited)
Within 90 days	<b>3,236</b>	92,482
91 to 180 days	<b>14,614</b>	11,403
181 to 365 days	<b>40,350</b>	45,036
1 to 2 years	<b>4,426</b>	13,063
Over 2 years	<b>–</b>	22,470
	<b>62,626</b>	184,454

### 11. TRADE AND OTHER PAYABLES

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

	<b>31 December 2018 HK\$'000 (Unaudited)</b>	30 June 2018 HK\$'000 (Audited)
Within 90 days	<b>20,832</b>	48,351
91 to 180 days	<b>18,907</b>	7,331
181 to 365 days	<b>34,737</b>	6,284
1 to 2 years	<b>11,861</b>	8,864
Over 2 years	<b>18,697</b>	20,965
	<b>105,034</b>	91,795

## NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the six months ended 31 December 2018

### 12. BANK BORROWING

	<b>31 December 2018 HK\$'000 (Unaudited)</b>	30 June 2018 HK\$'000 (Audited)
Secured and guaranteed	<b>84,403</b>	90,143
Carrying amount of bank borrowings repayable (based on scheduled repayment dates set out in the loan agreement)		
– Within one year	<b>27,455</b>	28,719
– After one year but within two years	–	2,146
– After two years but within five years	<b>56,948</b>	59,278
	<b>84,403</b>	90,143
Carrying amount of bank borrowings that are not repayable within one year from the end of the reporting period but contain a repayment on demand clause	<b>56,948</b>	59,278
Carrying amount of bank borrowings that are repayable within one year from the end of the reporting period and contain a repayment on demand clause	<b>22,780</b>	23,712
Carrying amount repayable within one year	<b>4,675</b>	5,007
Amounts shown under current liabilities	<b>84,403</b>	87,997
Amounts shown under non-current liabilities	–	2,146
	<b>84,403</b>	90,143

As at 31 December 2018, bank borrowings for Hong Kong carried at Hong Kong Interbank Offered Rate ("HIBOR") plus 2.5% which is 3.53% to 4.27% per annum (30 June 2018: 3.30% to 3.67%). The bank borrowings and general banking facilities were secured and/or guaranteed by the corporate guarantee given by the Company and the Group's pledged bank deposits.

As at 31 December 2018, bank borrowings for the PRC carried at a fixed interest rate of 6.00% to 6.87% (30 June 2018: 6.00% to 6.87%) per annum. The bank borrowings and general banking facilities were secured and/or guaranteed given by an independent third party and the Group's prepaid lease payments.

## NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the six months ended 31 December 2018

### 13. SHARE CAPITAL

Ordinary share	Number of Ordinary shares	Nominal value of ordinary shares HK\$'000
Authorised:		
Ordinary share of HK\$0.01 each at 1 July 2017 (audited), 31 December 2017 (unaudited)	2,000,000,000	20,000
Sub-division (Note)	8,000,000,000	—
Ordinary share of HK\$0.002 each at 30 June 2018, 1 July 2018 (audited) and 31 December 2018 (unaudited)	10,000,000,000	20,000
Issued and fully paid:		
Ordinary share of HK\$0.01 each at 1 July 2017 (audited), 31 December 2017 (unaudited)	1,118,800,000	11,189
Sub-division (Note)	4,475,200,000	—
Ordinary share of HK\$0.002 each at 30 June 2018, 1 July 2018 (audited) and 31 December 2018 (unaudited)	5,594,000,000	11,189

Note: Pursuant to an ordinary resolution passed at the extraordinary general meeting of the Company held on 7 February 2018, each of the Company's issued and unissued shares of HK\$0.01 each was sub-divided into five new shares of HK\$0.002 each. The sub-division of shares was effective on 8 February 2018. Details of the shares sub-division are set out in the Company's circular dated 6 January 2018, and announcements dated 8 January 2018 and 7 February 2018 respectively.

### 14. SHARE OPTION SCHEME

The Company's share option scheme was adopted pursuant to the written resolution passed on 18 December 2014 to attract and retain high quality staff, to provide additional incentive to eligible participants and to promote the success of the business of the Group.

Eligible participants of the share option scheme include employees (full-time and part-time), directors, consultants, advisors, distributors, contractors, suppliers, agents, customers, business partners or service providers of the Group.

No share options are granted since the adoption of the share option scheme and there are no outstanding share options as at 31 December 2018 and 30 June 2018.

## NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the six months ended 31 December 2018

### 15. OPERATING LEASE COMMITMENTS

#### The Group as lessee

At the end of the reporting period, the Group had outstanding commitments in respect of future minimum lease payments under non-cancellable operating leases which fall due as follows:

	<b>31 December 2018 HK\$'000 (Unaudited)</b>	30 June 2018 HK\$'000 (Audited)
Within one year	<b>1,418</b>	2,745
In the second to fifth year inclusive	<b>654</b>	1,268
	<b>2,072</b>	4,013

Operating lease payments represents rentals payable by the Group for its office premises and a motor license. Leases are negotiated and rentals are fixed for a term ranging from 2 to 3 years (30 June 2018: 2 to 3 years).

### 16. CONTINGENT LIABILITIES

#### (a) Contingent liabilities in respect of legal claims

One subsidiary of the Group is defendant in a number of claims, lawsuits and potential claims relating to employees' compensation cases and personal injuries claims. The directors of the Company considered that the possibility of any outflow in settling the legal claims was remote as these claims were well covered by insurance and subcontractors' indemnity. Accordingly, no provision for the contingent liabilities in respect of the litigations is necessary, after due consideration of each case and with reference to the legal opinion.

#### (b) Guarantee issued

At the end of each reporting period, the Group had provided guarantees to bank in respect of the following:

	<b>31 December 2018 HK\$'000 (Unaudited)</b>	30 June 2018 HK\$'000 (Audited)
Performance bonds in favor of its clients	<b>7,408</b>	7,408

As at 31 December 2018, HK\$7,480,000 (30 June 2018: HK\$7,408,000) of performance bonds were given by a bank in favour of some of the Group's customers as security for the due performance and observance of the Group's obligations under the service contracts entered into between the Group and its customers. If the Group fails to provide satisfactory performance to its customers to whom performance bonds have been given, such customers may demand the bank to pay to them the sum or sums stipulated in such demand. The Group will then become liable to compensate such banks accordingly. The performance bonds will be released upon completion of the contract work for the relevant customers.

## NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the six months ended 31 December 2018

### 17. PLEDGE OF ASSETS

As at 31 December 2018, the Group had pledged bank deposits and prepaid lease payments of approximately HK\$3,759,000 and HK\$38,001,000 respectively (30 June 2018: HK\$3,727,000 and HK\$39,859,000 respectively) to banks to secure the banking facilities granted to the Group. In addition, the Group's obligations under finance leases were secured by the lessors' title to the leased motor vehicles with carrying value of approximately HK\$3,702,000 (30 June 2018: HK\$2,756,000).

### 18. RELATED PARTY TRANSACTIONS

#### Compensation of key management personnel

The remuneration of directors of the Company and other members of key management personnel during the period were as follows:

	Six months ended 31 December	
	2018 HK\$'000 (Unaudited)	2017 HK\$'000 (Unaudited)
Short-term benefits	6,787	6,722
Post-employment benefits	76	77
	<b>6,863</b>	6,799

### 19. MAJOR NON-CASH TRANSACTION

During the six months ended 31 December 2018, the Group entered into finance lease arrangements in respect of motor vehicles with a total capital value at the inception of the leases of approximately HK\$1,289,000 (six months ended 31 December 2017: HK\$1,534,000).

## NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the six months ended 31 December 2018

### 20. FAIR VALUE MEASUREMENTS OF FINANCIAL INSTRUMENTS

Some of the Group's financial assets are measured at fair value at the end of each reporting period. The following table gives information about how the fair values are determined (in particular, the valuation techniques and inputs used), as well as the level of the fair value hierarchy into which the fair value measurements are categorized (Level 1 to 3) based on the degree to which the inputs to the fair value measurements are observable.

- Level 1 fair value measurements are those derived from quoted prices (unadjusted) in active market for identical assets or liabilities.
- Level 2 fair value measurements are those derive from inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).
- Level 3 fair value measurements are those derived from valuation techniques that include inputs for the asset or liability that are not based on observable market data (unobservable inputs).

Financial assets	Fair value as at		Fair value hierarchy	Valuation technique and key input
	31 December 2018 HK\$'000 (Unaudited)	30 June 2018 HK\$'000 (Audited)		
Unlisted equity investment of financial assets at FVTOCI (30 June 2018: available-sale investments)	2,156	N/A (Note)	Level 2	Market approach

Note: As at 30 June 2018, the available-for-sale investment was measured at cost less identified impairment losses.

The Directors consider that the carrying amounts of other financial assets and financial liabilities recorded at amortised cost in the condensed consolidated financial statements approximate their fair values.