

泰林科建控股有限公司

Tailam Tech Construction Holdings Limited

(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 6193)

ANNUAL REPORT 2019



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CORPORATE INFORMATION

DIRECTORS

Executive Directors

Ms. Wong Han Yu Alice (*Chairperson*)

Mr. Wong Chiu Wai

Ms. Jiang Yin Juan

Non-Executive Director

Mr. Wong Leung Yau

Independent Non-Executive Directors

Ms. Wong Siu Yin Rosella

Mr. Lai Chun Yu

Mr. Cui Yu Shu

AUDIT COMMITTEE

Mr. Lai Chun Yu (*Chairperson*)

Ms. Wong Siu Yin Rosella

Mr. Cui Yu Shu

REMUNERATION COMMITTEE

Ms. Wong Siu Yin Rosella (*Chairperson*)

Ms. Wong Han Yu Alice

Mr. Cui Yu Shu

NOMINATION COMMITTEE

Ms. Wong Han Yu Alice (*Chairperson*)

Ms. Wong Siu Yin Rosella

Mr. Cui Yu Shu

JOINT COMPANY SECRETARIES

Ms. Chan Siu Yin

Ms. Wong Sau Ping

AUTHORISED REPRESENTATIVES

Ms. Wong Han Yu Alice

Ms. Wong Sau Ping

REGISTERED OFFICE IN THE CAYMAN ISLANDS

Cricket Square

Hutchins Drive

P.O. Box 2681

Grand Cayman

KY1-1111

Cayman Islands

PRINCIPAL PLACE OF BUSINESS IN THE PRC

Yuanbei Village

Wangbao Town

Qidong City

Nantong

Jiangsu Province

the PRC

PRINCIPAL PLACE OF BUSINESS IN HONG KONG

31/F

Tower Two, Times Square

1 Matheson Street

Causeway Bay

Hong Kong

PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE IN THE CAYMAN ISLANDS

Conyers Trust Company (Cayman) Limited

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

HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

Tricor Investor Services Limited

Level 54
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183 Queen's Road East
Hong Kong

SOLICITORS

As to Hong Kong law:

CFN Lawyers

In association with BROAD & BRIGHT

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Wan Chai
Hong Kong

As to PRC law:

Beijing Yingke Law Firm Shanghai Office

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Jing An District
Shanghai
the PRC

As to Cayman Islands law:

Conyers Dill & Pearman

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

COMPLIANCE ADVISER

South China Capital Limited

A licensed corporation to carry out type 6 (advising on corporate finance) regulated activities under the Securities and Futures Ordinance
28/F, Bank of China Tower
1 Garden Road
Central
Hong Kong

AUDITOR

PricewaterhouseCoopers

*Certified Public Accountants
Registered Public Interest Entity Auditor*
22/F, Prince's Building
10 Chater Road
Central
Hong Kong

PRINCIPAL BANK

DBS Bank (Hong Kong) Limited

11/F
The Center
99 Queen's Road Central
Hong Kong

STOCK CODE

6193

COMPANY'S WEBSITE

www.tlpile.com

FINANCIAL SUMMARY

CONSOLIDATED STATEMENT OF PROFIT OR LOSS

	Year ended 31 December				
	2019 RMB'000	2018 RMB'000	2017 RMB'000	2016 RMB'000	2015 RMB'000
Revenue	541,070	454,190	298,654	101,516	97,979
Cost of sales	(457,908)	(374,722)	(246,959)	(79,769)	(69,525)
Gross profit	83,162	79,468	51,695	21,747	28,454
Selling and marketing expenses	(1,674)	(3,401)	(2,350)	(976)	(1,792)
Administrative expenses	(46,156)	(26,626)	(10,494)	(5,429)	(14,894)
Reversal of impairment losses/(Impairment losses) on financial assets, net	1,851	(398)	(2,023)	(848)	(401)
Other income – net	161	482	440	321	551
Other gains/(losses) – net	550	(437)	1,969	9	–
Operating profit	37,894	49,088	39,237	14,824	11,918
Finance costs – net	(2,419)	(1,970)	(1,726)	(1,535)	(1,618)
Profit before income tax	35,475	47,118	37,511	13,289	10,300
Income tax expense	(10,180)	(13,095)	(9,887)	(3,435)	(3,707)
Profit for the year	25,295	34,023	27,624	9,854	6,593
Profit attributable to:					
– Owners of the Company	24,949	31,297	26,461	9,441	6,318
– Non-controlling interests	346	2,726	1,163	413	275
	25,295	34,023	27,624	9,854	6,593

CONSOLIDATED BALANCE SHEET

	2019 RMB'000	As at 31 December			
		2018 RMB'000	2017 RMB'000	2016 RMB'000	2015 RMB'000
Non-current assets	64,046	48,070	44,885	47,512	51,811
Current assets	274,507	202,525	130,995	71,333	53,935
Total assets	338,553	250,595	175,880	118,845	105,746
Non-current liabilities	257	–	106	508	–
Current liabilities	129,074	184,317	152,271	127,053	119,833
Total liabilities	129,331	184,317	152,377	127,561	119,833
Equity attributable to owners of the Company	209,222	55,746	24,143	(6,957)	(11,915)
Non-controlling interests	–	10,532	(640)	(1,759)	(2,172)
Total equity/(deficit)	209,222	66,278	23,503	(8,716)	(14,087)
Total equity and liabilities	338,553	250,595	175,880	118,845	105,746

CHAIRMAN'S STATEMENT

Dear shareholders,

On behalf of the board (the "**Board**") of directors (the "**Directors**") of Tailam Tech Construction Holdings Limited (the "**Company**" or "**our Company**"), I am pleased to present the annual results of Company and its subsidiaries (collectively the "**Group**" or "**our Group**") for the year ended 31 December 2019.

NEW ADMINISTRATIVE BUILDING AND DORMITORY

In order to improve our operating efficiency, and to ensure we are able to tap for the huge market potential, in the previous year, the Group laid the foundation for its new administrative building and dormitory, which is located next to the production plant in Qidong City, Nantong, Jiangsu Province, the People's Republic of China (the "**PRC**"). The facilities are equipped with advanced machines and equipment and are expected to increase the operating efficiency of the Group and the welfare of our staff. This laid a foundation for future development of the Group.

More importantly, we will expand our production facilities that are equipped with enhanced environmental management system. This will facilitate the adoption of production processes which are not only cost effective, but also environmentally friendly, and the products manufactured under these processes can comply with stringent environmental standards.

A NEW CHAPTER IN 2019

2019 is a year to remember by the Group and it is a milestone in the Group's history. On 18 December 2019 (the "**Listing Date**"), the Company obtained its listing status on the Main Board of The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**"). Through hard work and the team spirit of our management and staff in the past years, the Group's business continues to develop. We take great pride in the listing of the Company's shares on the Stock Exchange (the "**Listing**"). The Listing received favorable support from investors and has given the Group a platform to access capital for funding business growth in its next chapter of development.

The Group will use the proceeds from the Listing in accordance with the plan disclosed in the prospectus of the Company dated 5 December 2019 (the "**Prospectus**") and will continue to be prudent in cash management in utilization of proceeds from the Listing. In addition, the Group will use its available banking facilities wisely to maximize shareholders' return.

APPRECIATION

On behalf of the Board, I would like to express my heartfelt appreciation to the management team and all staff for their hard work and dedication in the past years.

Last but not least, I would also like to express my sincere gratitude to our shareholders, customers and business partners for their continuous support. I am confident that with the team effort, we will be able to deliver encouraging results in the years to come.

Yours faithfully

Wong Han Yu Alice

Chairperson, Executive Director and Chief Executive Officer

Hong Kong, 31 March 2020

BUSINESS REVIEW

We manufacture and sell PHC piles (i.e., pre-stressed high-strength concrete pile, a subset of tubular pile) and commercial concrete in the PRC. We have a production plant in Qidong City, Nantong, Jiangsu Province, the PRC. Our PHC piles are mainly sold to customers under our own trademark **TAILAM** and both the PHC piles and commercial concrete are primarily used in buildings and infrastructure projects. During the year ended 31 December 2019, our products were mainly sold to property developers and construction companies in Jiangsu Province.

Having good and stable business relationship with customers is important as our customers are generally inclined to purchase PHC piles and commercial concrete from suppliers who have been doing business with them for a long time and who are able to maintain a good standard of quality in their products.

We place considerable emphasis on quality control, safety standard and environmental protection. In addition, we offer flexible and pro-active sales service, such as allowing our customers to place orders for our PHC piles and commercial concrete with us as close as one day before the expected date of delivery. As a result, despite the fierce competition in the industry, our business has experienced a significant growth during the past year.

FINANCIAL REVIEW

Revenue

Our revenue increased by approximately RMB86.9 million, or approximately 19.1%, from approximately RMB454.2 million for the year ended 31 December 2018 to approximately RMB541.1 million for the year ended 31 December 2019. This increase was primarily due to the increase in both the sales volume of our PHC piles and commercial concrete as a result of the increased market demand. The increases were primarily driven by the growth in the construction industry in Jiangsu Province and the increased demand from our customers for the development of residential and commercial projects in Qidong City.

Gross Profit

Our gross profit increased by approximately RMB3.7 million, or approximately 4.7%, from approximately RMB79.5 million for the year ended 31 December 2018 to approximately RMB83.2 million for the year ended 31 December 2019. Our gross profit margin decreased from approximately 17.5% for the year ended 31 December 2018 to approximately 15.4% for the year ended 31 December 2019. The decrease in gross profit margin was primarily due to the combined effect of the decrease in gross profit margin of PHC pile products and commercial concrete products.

Selling and Marketing Expenses

Our selling and marketing expenses decreased by approximately RMB1.7 million, or approximately 50.8%, from approximately RMB3.4 million for the year ended 31 December 2018 to approximately RMB1.7 million for the year ended 31 December 2019, primarily due to the decrease in employee benefit expenses in current year.

Administrative Expenses

Our administrative expenses increased by approximately RMB19.5 million, or approximately 73.3%, from approximately RMB26.6 million for the year ended 31 December 2018 to approximately RMB46.2 million for the year ended 31 December 2019, primarily due to the incurrence of Listing expenses of approximately RMB14.9 million.

MANAGEMENT DISCUSSION AND ANALYSIS

Annual Results

Our profit for the year ended 31 December 2019 decreased by approximately RMB8.7 million, or approximately 25.7%, from approximately RMB34.0 million for the year ended 31 December 2018 to approximately RMB25.3 million for the year ended 31 December 2019.

EMPLOYMENT AND REMUNERATION POLICY

As at 31 December 2019, the Group employed approximately 40 full-time employees and 146 outsourced workers (2018: approximately 36 full-time employees and 164 outsourced workers).

We generally recruit our employees through online recruitment platforms, and outsourced workers are provided to us by an employment agent. Our employees and outsourced workers are remunerated according to their job scope, responsibilities and performance. We pay our employees directly and we pay the employment agent for services rendered by the outsourced workers. Our employees and outsourced workers (indirectly through the employment agent) are also entitled to discretionary bonus depending on their respective performances and the profitability of the Group. The Group provided employers' liability insurance including work injury and medical insurance to both our employees and the outsourced workers.

Share options may also be granted to eligible employees of the Group and other eligible participants.

Our employees and outsourced workers received different training depending on their respective department and the scope of works. The trainings are provided internally on a regular basis. Typically they are required to attend trainings relating to our quality control, environmental, health and workplace safety policies.

LIQUIDITY AND FINANCIAL RESOURCES

The Group's overall funding and treasury activities are currently managed and controlled by the Directors and senior management. The Directors and senior management will closely monitor the Group's liquidity position to ensure that the liquidity structure of the Group's assets, liabilities, and other commitments can meet its funding requirements.

The Group maintained cash and bank balances of approximately RMB84.6 million as at 31 December 2019 (31 December 2018: approximately RMB33.6 million).

As at 31 December 2019, the Group's borrowings amounted to approximately RMB38.5 million (31 December 2018: approximately RMB33.0 million). As at 31 December 2019, the gearing ratio (total debt/total equity) was 0.6 (31 December 2018: 2.8).

As at 31 December 2019, the current ratio (current assets/current liabilities) was 2.1 (31 December 2018: 1.1) and the net current assets amounted to approximately RMB145.4 million (31 December 2018: approximately RMB18.2 million).

The ageing analysis of trade payables and the profiles of borrowings are set out in the notes 28 and 30 to the consolidated financial statements of this annual report.

SIGNIFICANT INVESTMENTS, ACQUISITIONS AND DISPOSALS

During the year ended 31 December 2019, there were no material acquisitions or disposals of subsidiaries, associates and joint ventures apart from the reorganisation of the Group in relation to the Listing as disclosed in the Prospectus, and the Group did not hold any significant investments.

CONTINGENT LIABILITIES

As at 31 December 2019, the Group had no contingent liabilities.

PLEDGE OF ASSETS

As at 31 December 2019, the Group's buildings of RMB17,452,000, land use rights of RMB12,216,000 and bank deposits of RMB3,000,000 were pledged as collateral for the Group's borrowings.

PROSPECTS

As we entered 2020, given the outbreak of novel coronavirus (the "**COVID-19 Outbreak**") and the continued trade dispute between the United States and China as well as a decrease in consumer sentiment in China, it is expected that the property development market will be affected, which in turn could pose certain challenges to the Group and affect its short term business performance.

The Group will continue to carry out its business strategies as set out in the section headed "Business – Our strategies" in the Prospectus. We intend to use the net proceeds from the Listing in accordance with the proposed applications as set out in the section headed "Future Plans and Use of Proceeds" in the Prospectus to enhance our efficiency and competitiveness. Save as disclosed under the section headed "Future Plans and Use of Proceeds" in the Prospectus, the Group does not have any other plans for material investments or capital assets. For further details on the intended use of the net proceeds from the Listing, please refer to the "Report of the Directors" section set out on page 14.

Currently, our business is heavily reliant on the market in Jiangsu Province. It is the Group's long term business plan that once we become familiar with the competitive landscape and the needs, specification requirements, quality and price expectation of the Shanghai end users, we will consider selling directly to end users in Shanghai and cooperate with other subcontractors who can produce commercial concrete on similar terms with good quality and at a price commercially acceptable to us.

DIRECTORS AND SENIOR MANAGEMENT PROFILE

DIRECTORS

Executive Directors

Ms. Wong Han Yu Alice (王嫻俞女士), aged 43, is one of the founders of our Group, our controlling shareholder within the meaning of the Rules Governing the Listing of Securities on the Stock Exchange (“**Listing Rules**”), chairperson of our Board, an executive Director and the chief executive officer. Ms. Wong is responsible for overall strategic planning and business direction and management of our Group. She has over 14 years of experience in business management and over eight years of experience in concrete supplies industry. Since June 2011, Ms. Wong has successively served various roles in our Group, including, among others, a director of Jiangsu Tailam Construction Co., Ltd.* (江蘇泰林建設有限公司), an indirect wholly-owned subsidiary of the Company, (“**Jiangsu Tailam**”) since June 2011, the director and general manager of Tailam Group Holdings Limited, an indirect wholly-owned subsidiary of the Company, (“**Tailam Hong Kong**”) since August 2014 and the chief executive officer of Jiangsu Tailam since July 2017, in which she was mainly responsible for building strategic partnerships and overseeing the overall management of our Group. She has been a director of Tailam International (HK) Co. Ltd. and Shanghai Elite Trading Co., Ltd.* (上海百易達貿易有限公司) since October 2005 and October 2007, respectively where she was mainly responsible for the overall management of the companies. Both Tailam International (HK) Co. Ltd. and Shanghai Elite Trading Co., Ltd.* import and export wood products and building materials.

Ms. Wong obtained a Diploma in Management from Swinburne University of Technology in May 2000 and a certificate majoring in Business Administration from Antai College of Economics and Management, Shanghai Jiaotong University* (上海交通大學安泰經濟與管理學院) in December 2006. She has also completed the international innovation management course in School of Continuing Education, Tsinghua University* (清華大學繼續教育學院) in August 2011.

Ms. Wong is the daughter of Mr. Wong Leung Yau (a non-executive Director of our Company), eldest sister of Ms. Wong Chiu Ling, Ms. Wong Yu Ting and Mr. Wong Chiu Wai (an executive Director of our Company), sister-in-law of Ms. Chan Siu Yin (a joint company secretary of our Company) and cousin of Mr. Wang Chao Hong.

Mr. Wong Chiu Wai (王朝緯先生), aged 34, is our executive Director and general manager. Mr. Wong is responsible for overseeing the overall management and operations of our Group. Mr. Wong has eight years of experience in concrete supplies industry. He joined our Group as a deputy general manager of Jiangsu Tailam since June 2011. He has been a director of our subsidiaries, Tailam Hong Kong and Jiangsu Tailam since August 2015 and March 2016 respectively. He was appointed as the general manager of Jiangsu Tailam in June 2017. His duties include overseeing the daily operation, building strategic partnerships and planning the allocation of resources.

Mr. Wong graduated with a diploma of Business Administration degree from Santa Monica College in July 2011.

Mr. Wong is the son of Mr. Wong Leung Yau (a non-executive Director of our Company), younger brother of Ms. Wong Han Yu Alice (an executive Director of our Company), Ms. Wong Chiu Ling and Ms. Wong Yu Ting, spouse of Ms. Chan Siu Yin (a joint company secretary of our Company) and cousin of Mr. Wang Chao Hong.

Ms. Jiang Yin Juan (蔣銀娟女士), aged 67, is our executive Director and chief financial officer. Ms. Jiang is responsible for overall financial and accounting management of our Group. She joined our Group in September 2014 and has served as the financial director of Jiangsu Tailam since then. Ms. Jiang possesses over 40 years of working experience in accounting and finance industries. Before joining our Group, she served as an accountant at Shanghai Xinyi Telecom Part Products Factory* (上海新益電訊零件產品廠) from February 1973 to December 1987 and an accounting supervisor at Shanghai Xuhui District Civil Affairs Enterprise Company* (上海市徐匯區民政企業公司) from January 1988 to June 2000. She was the audit appraiser at Shanghai Huiye Asset Appraisal Firm* (now known as Xuhui Branch of Shanghai Huiye Asset Evaluation Co., Ltd.*) (上海匯業資產評估事務所，現為「上海匯業資產評估有限公司徐匯分公司」) from July 2000 to December 2001. From March 2002 to January 2014, she worked at Shanghai Huashen Asset Appraisal Co. Ltd.* (上海華審資產評估有限責任公司), where she last served as an audit appraiser.

DIRECTORS AND SENIOR MANAGEMENT PROFILE

Ms. Jiang obtained a certificate majoring in accounting from Shanghai University of Finance and Economics (上海財經大學) in December 1995. She is a certified public accountant and a certified public valuer since December 2002 and August 1997, respectively.

Non-executive Director

Mr. Wong Leung Yau (王良友先生), aged 69, is one of our shareholders and our non-executive Director. Mr. Wong is responsible for providing advice to our Board on general management and marketing strategies. He joined our Group as the chairman of supervising committee of Jiangsu Tailam and a director of Tailam Hong Kong since March 2016 and August 2015, respectively. Mr. Wong has over 25 years of experience in real estate, construction and development industries. Prior to joining our Group, he has been a director of Tailam International (HK) Co. Ltd. since October 2005, a company engages in the import and export of wood products and building materials. He has also served in various roles at the following real estate development companies, including, director and general manager of Fujian Fuqing Longjiang Real Estate Development Co., Ltd.* (福建福清龍江房地產開發有限公司) from January 1992 to July 1998 and director and general manager of Hunan Jinghua Real Estate Development Co., Ltd.* (湖南省景華房地產開發有限公司) from February 1995 to June 1999, in which he was primarily responsible for overall development and investment strategies of the companies. Since October 2005 and October 2010, Mr. Wong has been concurrently serving as a director of China Wealth International Limited (中和國際有限公司), an investment company and director of Billion Joy Corporation Limited (兆欣興業有限公司), a trading and investment company.

Mr. Wong Leung Yau completed his junior high school from Fuqing No. 5 Middle School (福清五中), Fuqing, the PRC in July 1967.

Mr. Wong Leung Yau is the father of Ms. Wong Han Yu Alice (an executive Director of our Company), Ms. Wong Chiu Ling, Ms. Wong Yu Ting and Mr. Wong Chiu Wai (an executive Director of our Company), father-in-law of Ms. Chan Siu Yin (a joint company secretary of our Company) and uncle of Mr. Wang Chao Hong.

Independent Non-executive Directors

Mr. Cui Yu Shu (崔玉舒先生), aged 35, was appointed as our independent non-executive Director on 31 October 2019. He is responsible for providing independent opinion and judgment to our Board. Mr. Cui has extensive experience in the management consulting and investment industries. From December 2005 to April 2011, he served as a senior management consultant in Zhejiang Zhongcheng Enterprise Management Consulting Co. Ltd.* (浙江眾成企業管理諮詢有限公司). From April 2011 to February 2016, he worked at Hangzhou Shen Shi Energy Saving Technology Co. Ltd.* (杭州沈氏節能科技股份有限公司) where he last served as a deputy general manager and secretary to the board of directors. Since February 2016, Mr. Cui has been the vice president of An Feng Venture Capital Co. Ltd.* (安豐創業投資有限公司), an investment services company. In 2016, he has his book, *Manager's Self-cultivation – the Essence of SMEs' Governance, Management and Transition** (管理者的自我修養 – 中小企業治理、管理與轉型精髓) published by Zhejiang University Press.

Mr. Cui graduated with a Bachelor's degree in Science from Zhejiang University* (浙江大學) in June 2006. He holds several qualifications including the certificate of qualified management consultant issued by the China Enterprise Confederation (中國企業聯合會), certificates of qualified securities and fund practitioner issued by the Securities Association of China (中國證券業協會) and certificate of qualified board of directors' secretary issued by the Shenzhen Stock Exchange (深圳證券交易所). Mr. Cui received a Master's degree in Economics from Renmin University of China* (中國人民大學) in June 2019.

DIRECTORS AND SENIOR MANAGEMENT PROFILE

Mr. Lai Chun Yu (黎振宇先生), aged 43, appointed as our independent non-executive Director of our Company on 31 October 2019. He is responsible for providing independent opinion and judgment to our Board. Mr. Lai has had extensive experience working for private companies, listed companies and professional firms in finance, accounting and auditing since 1999. Prior to joining our Group, Mr. Lai worked at Ernst & Young as an accountant from July 2000 to December 2003. In January 2004, he was employed as an accountant under Proview International Holdings Limited (now known as China Display Optoelectronics Technology Holdings Limited, a company listed on the Stock Exchange with stock code: 334). Since 28 February 2018, Mr. Lai has served as a director of MCGI Consultancy Limited, a consultancy firm in Hong Kong. In addition, he held several senior positions in the following listed companies:

Name of entity	Principal business	Position and duration of service
Qin Jia Yuan Media Services Company Limited (勤+緣媒體服務有限公司) (now known as SMI Culture & Travel Group Holdings Limited (星美文化旅遊集團控股有限公司)) (a company listed on the Stock Exchange with stock code: 2366)	Provision of media, marketing, television programming and public relations services	Financial controller (last position) from August 2005 to June 2007
Amber Energy Limited (琥珀能源有限公司) (now known as Puxing Clean Energy Limited (普星潔能有限公司)) (a company listed on the Stock Exchange with stock code: 90)	Provision of clean energy using natural gas	Company secretary from May 2009 to June 2017 Executive director from April 2013 to June 2016
Anxian Yuan China Holdings Limited (安賢園中國控股有限公司) (formerly known as China Boon Holdings Limited) (a company listed on the Stock Exchange with stock code: 922)	Provision of funeral services and products	Independent non-executive director from October 2014 to August 2018
Kwung's Holdings Limited (a company listed on the Stock Exchange with stock code: 1925)	Original design manufacturer and supplier of home decoration products	Independent non-executive director from 16 December 2019 to present

Mr. Lai graduated from the Queensland University of Technology, Australia with the degree of Bachelor of Business in Accountancy in August 1999. Mr. Lai has been a Certified Practising Accountant of CPA Australia since November 2002. Mr. Lai was admitted as a Certified Public Accountant by and became a fellow of The Hong Kong Institute of Certified Public Accountants January 2004 and June 2010, respectively.

DIRECTORS AND SENIOR MANAGEMENT PROFILE

Ms. Wong Siu Yin Rosella (黃小燕女士), aged 60, was appointed as our independent non-executive Director on 31 October 2019. She is responsible for providing independent opinion and judgment to our Board. Ms. Wong began her legal practise at Woo Kwan Lee & Lo in August 2003 and was promoted as a consultant in April 2009. In April 2014, she became a partner of the firm. She retired from partnership of the firm effective in March 2019. Since July 2019, Ms. Wong has been serving as the executive assistant to the managing director of a company, which together with its subsidiaries, principally engaged in property investment and development.

Ms. Wong obtained a Bachelor of Laws degree with First Class Honours from University of Buckingham in March 2001. She was admitted as a solicitor of the High Court of Hong Kong and the Supreme Court of England and Wales in August 2003 and March 2004, respectively. Ms. Wong further obtained a Master in Laws from Renmin University of China (中國人民大學) in June 2005.

SENIOR MANAGEMENT

Ms. Chan Siu Yin (陳小燕女士), aged 29, is the assistant to our chief executive officer and joint company secretary. Ms. Chan is responsible for overall planning and overseeing the daily administration of our Group. She joined our Group as an assistant to the general manager and the manager of human resources department of Jiangsu Tailam in September 2013. Since March 2016, she has been serving as the secretary to the board of directors of Jiangsu Tailam where she was mainly responsible for coordinating the daily operation of various departments and the company's external communications.

Ms. Chan received a degree of Bachelor of Arts in Chinese Language and Literature from Chinese University of Hong Kong in November 2013. She holds the certificate of qualified board of directors' secretary issued by NEEQ in March 2018.

Ms. Chan is the spouse of Mr. Wong Chiu Wai (an executive Director of our Company). She is the daughter-in-law of Mr. Wong Leung Yau (a non-executive Director of our Company) and sister-in-law of Ms. Wong Han Yu Alice (an executive Director of our Company).

JOINT COMPANY SECRETARIES

Ms. Chan Siu Yin (陳小燕女士), aged 29 was appointed as a joint company secretary on 14 March 2019. For further details of the qualification and experience of Ms. Chan, please refer to paragraph headed "Senior Management" in this section.

Ms. Wong Sau Ping (黃秀萍女士), was appointed as our joint company secretary with effect from 14 March 2019. Ms. Wong is currently an associate director of the Listing Services Department of TMF Hong Kong Limited, which is a global corporate services provider. Ms. Wong has over 18 years of experience in the company secretarial field. She obtained a bachelor's degree in Business Administration and a master of arts degree majoring in Professional Accounting and Information Systems. She was admitted a fellow member of the Hong Kong Institute of Chartered Secretaries and the Chartered Governance Institute (formerly known as the Institute of Chartered Secretaries and Administrators) in the United Kingdom in November 2019.

REPORT OF THE DIRECTORS

The Board of Directors is pleased to present the annual report and the audited consolidated financial statements of the Group for the year ended 31 December 2019.

GENERAL INFORMATION

The Company was incorporated in the Cayman Islands as an exempted company with limited liability on 7 March 2019. The registered office address is Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman, KY1-1111, Cayman Islands. The Company is an investment holding company and its subsidiaries are principally engaged in the manufacturing and sale of PHC piles and commercial concrete (the “**Listing Business**”) in the PRC. Ms. Wong Han Yu Alice (“**Ms. Wong**”) is the ultimate controlling shareholder of the Company. Further details of the Group are set out in the Prospectus.

The shares of the Company were first listed on the Main Board of the Stock Exchange on the Listing Date by way of placing and public offer of an aggregate of 79,000,000 ordinary shares of the Company of HK\$0.01 each (the “**Shares**”) at a final offer price of HK\$1.30 per Share.

USE OF PROCEEDS FROM THE LISTING

The total net proceeds from the Listing involving the issue of 79,000,000 ordinary shares of the Company amounted to approximately HK\$63.7 million. During the period from the Listing Date and up to 31 December 2019 (the “**Reporting Period**”), the net proceeds from the Listing had not been used given the short duration in between the Listing Date and the financial year end. The proposed applications include the detailed breakdown and description of the intended use of proceeds have been set out in the section headed “Future Plans and Use of Proceeds” in the Prospectus. As disclosed in the announcement of the Company on 17 December 2019, the Company intended to use the proceeds from the Listing as follows:

Use of proceeds	Amount of net proceed available to be utilized HK\$ million
Expand our production facilities	31.0
Expand our workforce	1.6
Further improve our environmental protection system	3.9
Further strengthen our sales and marketing capabilities	3.3
Upgrade our ERP System	2.2
Repayment of bank loans	21.4
General working capital	0.3
Total	63.7

The net proceeds that were not applied immediately have been temporarily placed in the short-term deposits with financial institutions. For the expected timeline of the intended use of proceeds, please refer to the implementation plan as set out in the Prospectus.

PRINCIPAL ACTIVITIES AND BUSINESS REVIEW

The principal business activities of the Group are manufacturing and sale of PHC piles and commercial concrete in the PRC. Further discussion and analysis of these activities as required by Schedule 5 to the Hong Kong Companies Ordinance, including a discussion of the principal risks and uncertainties facing the Group and indication of likely future developments in the Group’s business, can be found in the Management Discussion and Analysis set out on pages 7 to 9 of this annual report. This discussion forms part of this directors’ report.

RESULTS

The results of the Group for the year ended 31 December 2019 are set out in the consolidated statement of comprehensive income on page 53 of this annual report.

DIVIDEND AND DIVIDEND POLICY

The Company adopted a dividend policy, according to which the Board shall take into account, *inter alia*, the following factors when deciding whether to propose a dividend and in determining the dividend amount: (i) operating and financial results; (ii) cash flow situation; (iii) business conditions and strategies; (iv) future operations and earnings; (v) taxation consideration; (vi) interim dividend paid, if any; (vii) capital requirement and expenditure plans; (viii) interests of shareholders of the Company (the “**Shareholders**”); (ix) statutory and regulatory restrictions; (x) any restrictions on payment of dividends; and (xi) any other factors that our Board may consider relevant. It is also subject to the approval of our Shareholders, the Companies Law, the articles of association of the Company (the “**Articles of Association**”) as well as any applicable laws. The Company does not have any pre-determined payout ratio.

The Board does not recommend the payment of any dividend for the year ended 31 December 2019 (2018: Nil).

KEY RISKS AND UNCERTAINTIES

The Group’s financial condition, results of operations, and business prospects may be affected by a number of risks and uncertainties directly or indirectly pertaining to the Group’s businesses. The following are the key risks and uncertainties identified by the Group. The list below is not exhaustive and there may be other risks and uncertainties in addition to those shown below which are not known to the Group or which may not be material now but could turn out to be material in the future.

Market Risks

Market risk is the risk that affects the Group’s profitability or its ability to meet business objectives and it arises from the movement in market prices, like foreign exchange rates, interest rates and equity prices. The management of the Group manages and monitors these exposures to ensure appropriate measures are implemented on a timely and effective manner.

Business Risk

The business of the Group is highly dependent on the performance of the PRC property market. The property market downturn in China and the COVID-19 Outbreak could adversely affect the Group’s business, results of operations and financial position.

Interest Rate Risk

The Group’s interest rate risk arises from borrowings. All borrowings of the Group are at variable rates, which exposes the Group to cash flow interest rate risk. The Group closely monitors its interest rate exposure and will consider managing this risk in a cost-effective manner when appropriate, through a variety of means. The Group did not engage in any hedging activity during the year ended 31 December 2019.

Liquidity Risk

Liquidity risk is the potential that the Group will be unable to meet its obligations when they fall due because of an inability to obtain adequate funding or liquidate assets. In managing liquidity risk, the Group monitors cash flows and maintains an adequate level of cash and cash equivalent to ensure the Group has the ability to finance its Group’s operations and reduce the effects of fluctuation in cash flows.

REPORT OF THE DIRECTORS

Operational Risk

Operational risk is the risk of loss resulting from inadequate or failed internal processes, people and systems or from external events. Responsibility for managing operational risks rests with every function at divisional and departmental levels. Key functions in the Group are guided by their standard operating procedures, limits of authority and reporting framework. The Board and the senior management of the Group identifies and assesses key operational exposures regularly so that appropriate risk response can be taken. However, accidents may occur despite systems and procedures were set up for prevention, which may lead to financial loss, litigation or damage in reputation.

Investment Risk

Investment risk can be defined as the likelihood of occurrence of losses relative to the expected return on any particular investment. A key feature of investment framework is balancing risk and return across different investments, and thus risk assessment is a core aspect of the investment decision process.

Manpower and Retention Risk

The Group may face the risk of not being able to attract and retain key personnel and talents with appropriate and required skills, experience and competence to meet the business objectives of the Group. The Group will provide attractive remuneration package to suitable candidates and personnel based on factors such as market rates, responsibility, job complexity as well as the Group's performance. The Group has also adopted a share option scheme to recognize and reward the contribution of the employees to the growth and development of the Group.

SUMMARY FINANCIAL INFORMATION

A summary of the results and assets, liabilities and non-controlling interests of the Group for the last five financial years, is set out on pages 4 to 5 of this annual report. This summary does not form part of the audited financial statements.

MAJOR CUSTOMERS AND SUPPLIERS

For the year ended 31 December 2019, sales to the Group's five largest customers accounted for approximately 41.5% of the total sales and sales to the largest customer included therein amounted to approximately 15.7%. Purchases from the Group's five largest suppliers accounted for approximately 51.0% of the total purchase for the year ended 31 December 2019 and purchase from the Group's largest supplier included therein amounted to approximately 17.0%.

None of the Directors or any of their associates or any Shareholders (which, to the best knowledge of the Directors, own more than 5% of the Company's issued share capital) had any beneficial interest in the Group's five largest customers and suppliers.

PROPERTY, PLANT AND EQUIPMENT

Details of movements in the property, plant and equipment of the Group for the year ended 31 December 2019 are set out in note 16 to the financial statements.

SHARE CAPITAL

Details of movements in the Company's share capital and share premium during the year ended 31 December 2019 are set out in note 25 to the financial statements.

RELIEF OF TAXATION

The Company is not aware of any relief of taxation available to the Shareholders by reason of their holding of the Shares.

PURCHASE, REDEMPTION OR SALE OF LISTED SECURITIES OF THE COMPANY

The Shares were first listed on the Main Board of the Stock Exchange on the Listing Date. Neither the Company nor any of its subsidiaries has purchased, sold or redeemed any of the Company's listed securities during the Reporting Period.

RESERVES

Details of movements in the reserves of the Company and the Group during the year ended 31 December 2019 are set out in note 39 to the financial statements and in the consolidated statement of changes in equity, respectively.

DISTRIBUTABLE RESERVES

The Company was incorporated in Cayman Islands on 7 March 2019 as an exempted company with limited liabilities under the Company Law (Cap. 22 Law 3 of 1961 as consolidated and revised) of the Cayman Islands. As no business activities has been carried out during the year ended 31 December 2019, the Company did not have any retained profits available for distribution to Shareholders as at 31 December 2019. With the approval of an ordinary resolution, the Company may declare and pay dividends out of any distributable reserves (including share premium) in accordance with the Companies Law. As at 31 December 2019, the Company's reserves available for distribution amounted to RMB161.6 million.

BORROWINGS AND LOANS FROM CONTROLLING SHAREHOLDER

Details of movements in the borrowings and loans from controlling shareholder of the Group during the year ended 31 December 2019 are set out in notes 29 and 30 to the financial statements.

ENVIRONMENTAL PROTECTION AND COMPLIANCE WITH LAWS AND REGULATIONS

The Group is committed to supporting environmental sustainability. Being a PHC piles and concrete manufacturer in the PRC, dust, waste water, noise and different sorts of pollutants are generated during our production processes.

The Group is subject to various environmental laws and regulations set by the PRC national, provincial and municipal governments. These include regulations on air and noise pollution and discharge of waste and water into the environment. Compliance procedures are in place to ensure adherence to applicable laws, rules and regulations. For details of the environmental protection law applicable to our Group, please see the section headed "Regulatory Overview" in the Prospectus.

During the year ended 31 December 2019, the Group has complied with relevant laws and regulations that have significant impact on the operations of the Group. Further, any changes in applicable laws, rules and regulations are brought to the attention of relevant employees and relevant operation units from time to time. Further details of the Group's environmental policies and performance will be disclosed in the environmental, social and governance report of the Company for the year ended 31 December 2019 to be published in due course.

RELATIONSHIP WITH STAKEHOLDERS

The Group recognises that employees, customers and business partners are key to its sustainable development. The Group is committed to establishing a close and caring relationship with its employees, providing quality services to its customers and enhancing cooperation with its business partners.

The Company provides a fair and safe workplace, promotes diversity to our staff, provides competitive remuneration and benefits and career development opportunities based on their merits and performance. The Group also devotes ongoing efforts in providing adequate training and development resources to the employees.

REPORT OF THE DIRECTORS

The Group understands that it is important to maintain good relationship with customers and provide the products in a way that satisfies the needs and requirements of the customers. The Group has established procedures in place for handling customers' complaints to ensure customers' complaints are dealt with in a prompt and timely manner.

The Group is also dedicated to developing good relationship with suppliers and contractors as long-term business partners to ensure stability of the Group's business. We reinforce business partnerships with suppliers and contractors by ongoing communication in a proactive and effective manner so as to ensure quality and timely delivery.

DIRECTORS

The Directors of the Company during the Reporting Period were:

Executive Directors

Ms. Wong Han Yu Alice (*Chairperson*)

Mr. Wong Chiu Wai

Ms. Jiang Yin Juan

Non-Executive Director

Mr. Wong Leung Yau

Independent Non-Executive Directors

Ms. Wong Siu Yin Rosella

Mr. Lai Chun Yu

Mr. Cui Yu Shu

In accordance with article 83(3) of the Articles of Association, any Director appointed by the Board as an addition to the existing Board shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election.

In accordance with article 84(1) of the Articles of Association, at each annual general meeting one-third of the Directors for the time being (or, if their number is not a multiple of three, the number nearest to but not less than one-third) shall retire from office by rotation provided that every Director shall be subject to retirement at an annual general meeting at least once every three years. In accordance with article 84(2) of the Articles of Association, any Director appointed by the Board pursuant to Article 83(3) shall not be taken into account in determining which particular Directors or the number of Directors who are to retire by rotation.

Accordingly, Ms. Wong Han Yu Alice, Mr. Wong Chiu Wai, Ms. Jiang Yin Juan, Mr. Lai Chun Yu, Mr. Cui Yu Shu and Ms. Wong Siu Yin Rosella, will hold office as Directors until the annual general meeting and being eligible, offer themselves for re-election at the annual general meeting.

Details of the Directors to be retired and offered for re-election at the annual general meeting are contained in the circular to be despatched to the Shareholders.

The Company has received from each of the independent non-executive Directors, namely, Ms. Wong Siu Yin Rosella, Mr. Lai Chun Yu and Mr. Cui Yu Shu, an annual confirmation of independence pursuant to Rule 3.13 of the Listing Rules and the Company considers all of them to be independent.

BIOGRAPHIES OF DIRECTORS AND OTHER SENIOR MANAGEMENT

The biographical details of Directors and other senior management are disclosed in the section headed “Directors and Senior Management Profile” on pages 10 to 13 in this annual report.

DIRECTORS’ INTERESTS IN TRANSACTIONS, ARRANGEMENTS, CONTRACTS OF SIGNIFICANCE

Save as disclosed in the Prospectus and elsewhere in this annual report, no transactions, arrangements and contracts of significance in relation to the Group’s business to which the Company or any of its subsidiaries was a party and in which the Directors or an entity connected with the Directors had a material interest, whether directly or indirectly, subsisted at any time during the year ended 31 December 2019.

CONTROLLING SHAREHOLDERS’ INTERESTS

Save as disclosed in the Prospectus and elsewhere in this annual report, during the financial year ended 31 December 2019, there was no contract of significance between the Company or any of its subsidiaries and any controlling Shareholder or any of its subsidiaries or any contracts of significance for the provision of services to the Company or any of its subsidiaries by a controlling Shareholder or any of its subsidiaries.

MANAGEMENT CONTRACTS

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

DIRECTORS’ SERVICE CONTRACTS

Each of our executive Directors has entered into a service contract with our Company for a term of three years commencing from the Listing Date, which may be terminated by either party giving three months’ written notice to the other party, and is subject to termination provisions therein. Each of these service contracts may be renewed in accordance with the Articles of Association and the applicable laws and regulations.

Each of our non-executive Directors has entered into a service contract with our Company for a term of three years commencing from the Listing Date, which may be terminated by either party giving three months’ written notice to the other party, and is subject to termination provisions therein. Each of these service contracts may be renewed in accordance with the Articles of Association and the applicable laws and regulations.

No Director has a service contract with the Company which is not determinable by the Company within one year without payment of compensation, other than statutory compensation.

DIRECTORS’ REMUNERATION

The Directors’ fees are subject to the Shareholders’ approval at general meetings. Other emoluments are determined by the Board with reference to the experience, responsibility, workload and the time devoted to our Group by the relevant Director. Details of the remuneration of the Directors are set out in note 38 to the financial statements. None of the Directors has waived any emoluments for the year ended 31 December 2019.

DIRECTORS’ INTEREST IN COMPETING BUSINESS

None of the Directors had any interest in a business which competes or is likely to compete, either directly or indirectly, with the business of the Group as at 31 December 2019.

REPORT OF THE DIRECTORS

DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES

As at 31 December 2019, the interests and short positions of the Directors and chief executive of the Company in Shares, underlying Shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (the "SFO") which were required to be entered into the register required to be kept under section 352 of the SFO or otherwise 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 and short positions which they are taken or deemed to have under such provisions of the SFO) and/or the Model Code for Securities Transactions by Directors of Listed Issuers set out in Appendix 10 to the Listing Rules (the "Model Code"), were as follows:

Name of Director/chief executive	Nature of interests	Number of Shares ⁽²⁾	Approximate percentage of the issued share capital of the Company ⁽¹⁾
Ms. Wong Han Yu Alice	Interest of a controlled corporation ⁽³⁾	239,400,000 (L)	59.85%
Mr. Wong Leung Yau	Interest of a controlled corporation ⁽⁴⁾	9,120,000 (L)	2.28%

Notes:

1. The issued Share as at 31 December 2019 was 400,000,000 Shares.
2. The letter "L" denotes the person's long position in the Shares.
3. These Shares are registered in the name of Apax Investment Holdings Limited ("**Apax Investment**"), which is wholly-owned by Ms. Wong Han Yu Alice. Under the SFO, Ms. Wong Han Yu Alice is deemed to be interested in all the Shares registered in the name of Apax Investment.
4. These Shares are registered in the name of Megacore Investment Holdings Limited ("**Megacore Investment**"), which is wholly-owned by Mr. Wong Leung Yau. Under the SFO, Mr. Wong Leung Yau is deemed to be interested on all the Shares registered in the name of Megacore Investment.

Save as disclosed above, as at 31 December 2019, none of the Directors or chief executive of the Company had or was deemed to have any interests or short position in the Shares, underlying Shares and debentures of the Company and its associated corporations (within the meaning of Part XV of the SFO), which were required to be entered into the register required to be kept under section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO or the Model Code.

DIRECTORS' RIGHTS TO ACQUIRE SHARES AND DEBENTURES

Save as disclosed in this annual report, at no time during the Reporting Period has been/was the Company, its holding company, or any of its subsidiaries or fellow subsidiaries a party to any arrangement whose objects are, or one of whose objects is, to enable the Directors to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate.

SUBSTANTIAL SHAREHOLDERS' INTERESTS IN SECURITIES

As at 31 December 2019, the persons (not being a Director or chief executive of the Company) who have interest or short position in the Shares or underlying Shares of the Company as recorded in the register required to be kept under section 336 of the SFO were as follows:

Name of Shareholder	Capacity	Number of Shares ⁽²⁾	Approximate percentage of the issued share capital of the Company ⁽¹⁾
Apax Investment	Beneficial owner ^(Note 3)	239,400,000 (L)	59.85%
Ms. Wong Han Yu Alice	Interest in a controlled corporation ^(Note 3)	239,400,000 (L)	59.85%
Mr. Ma Wai Kwok	Interest of spouse ^(Note 4)	239,400,000 (L)	59.85%
Glorycore Investment Holdings Limited (" Glorycore Investment ")	Beneficial owner ^(Note 5)	25,200,000 (L)	6.30%
Mr. Wang Chao Hong	Interest in a controlled corporation ^(Note 5)	25,200,000 (L)	6.30%
Ms. Ruan Yuhang* (阮宇航)	Interest of spouse ^(Note 6)	25,200,000 (L)	6.30%
Perfect Growth Limited	Beneficial owner ^(Note 7)	21,000,000 (L)	5.25%
Lucky Famous Limited	Interest in a controlled corporation ^(Note 7)	21,000,000 (L)	5.25%
GET Holdings Limited	Interest in a controlled corporation ^(Note 7)	21,000,000 (L)	5.25%
Mr. Wong Jing Shong	Interest in a controlled corporation ^(Note 7)	21,000,000 (L)	5.25%
Blue Coral Resources Limited (" Blue Coral Resources ")	Beneficial owner ^(Note 8)	20,280,000 (L)	5.07%
Ms. Grace Cynthia Dewi Widjaja	Interest in a controlled corporation ^(Note 8)	20,280,000 (L)	5.07%
Mr. Han Wei Zhong	Interest of spouse ^(Note 9)	20,280,000 (L)	5.07%

REPORT OF THE DIRECTORS

Notes:

1. The issued share capital of the Company as at 31 December 2019 was 400,000,000 Shares.
2. The letter "L" denotes the person's long position in the Shares.
3. These Shares are registered in the name of Apax Investment, which is wholly-owned by Ms. Wong Han Yu Alice. Under the SFO, Ms. Wong Han Yu Alice is deemed to be interested in all the Shares registered in the name of Apax Investment.
4. Pursuant to the SFO, Mr. Ma Wai Kwok, the spouse of Ms. Wong Han Yu Alice, is deemed to be interested in all the Shares in which Ms. Wong Han Yu Alice is deemed to be interested in.
5. These Shares are registered in the name of Glorycore Investment, which is wholly-owned by Mr. Wang Chao Hong. Under the SFO, Mr. Wang Chao Hong is deemed to be interested in all the Shares registered in the name of Glorycore Investment.
6. Pursuant to the SFO, Ms. Ruan Yuhang* (阮宇航), the spouse of Mr. Wang Chao Hong, is deemed to be interested in all the Shares in which Mr. Wang Chao Hong is deemed to be interested in.
7. These Shares are registered in the name of Perfect Growth Limited, the entire interest of which is held by Lucky Famous Limited, which in turn is wholly owned by GET Holdings Limited (a company listed on GEM of the Stock Exchange with stock code: 8100). GET Holdings Limited is owned as to approximately 75% by Mr. Wong Jing Shong. Under the SFO, Lucky Famous Limited, GET Holdings Limited and Mr. Wong Jing Shong are deemed to be interested in all the Shares registered in the name of Perfect Growth Limited.
8. These Shares are registered in the name of Blue Coral Resources, which is wholly-owned by Ms. Grace Cynthia Dewi Widjaja. Under the SFO, Ms. Grace Cynthia Dewi Widjaja is deemed to be interested in all the Shares registered in the name of Blue Coral Resources.
9. Pursuant to the SFO, Mr. Han Wei Zhong, the spouse of Ms. Grace Cynthia Dewi Widjaja, is deemed to be interested in all the Shares in which Ms. Grace Cynthia Dewi Widjaja is deemed to be interested in.

Save as disclosed herein, as at 31 December 2019, our Directors are not aware of any persons (other than the Directors or chief executive) who had an interests or short positions in the Shares or underlying Shares as recorded in the register required to be kept under section 336 of the SFO.

SHARE OPTION SCHEME

The following is a summary of principal terms of the share option scheme ("**Share Option Scheme**") conditionally approved by a resolution of all the Shareholders passed on 5 November 2019 (the "**Adoption Date**"). The terms of the Share Option Scheme are in compliance with the provisions of Chapter 17 of the Listing Rules.

1. Purpose

The purpose of the Share Option Scheme is to give the Eligible Persons (as mentioned in the following paragraph) an opportunity to have a personal stake in our Company and help motivate them to optimise their future performance and efficiency to our Group and/or to reward them for their past contributions, to attract and retain or otherwise maintain ongoing relationships with such Eligible Persons who are significant to and/or whose contributions are or will be beneficial to the performance, growth or success of our Group, and additionally in the case of Executives (as defined below), to enable our Group to attract and retain individuals with experience and ability and/or to reward them for their past contributions.

2. Conditions of the Share Option Scheme

The Share Option Scheme shall come into effect on the date on which the following conditions are fulfilled:

- (a) the approval of all the shareholders of our Company for the adoption of the Share Option Scheme;
- (b) the approval of the Stock Exchange for the listing of and permission to deal in the Shares which fall to be issued pursuant to the exercise of the Options (subject to an initial limit of 10% of the aggregate number of Shares in issue on the Listing Date);
- (c) the commencement of dealing of the Shares on the Main Board of the Stock Exchange on the Listing Date; and
- (d) the obligations of the underwriters under the Underwriting Agreement(s) becoming unconditional and not being terminated in accordance with the terms thereof or otherwise.

3. Who may join

Our Board may, at its absolute discretion, offer options (the "**Options**") to subscribe for such number of Shares in accordance with the terms set out in the Share Option Scheme to:

- (a) any executive Director of, manager of, or other employee holding an executive, managerial, supervisory or similar position in any member of our Group (the "**Executive**"), any proposed employee, any full-time or part-time employee, or a person for the time being seconded to work full-time or part-time for any member of our Group (the "**Employee**");
- (b) a Director or proposed Director (including an independent non-executive Director) of any member of our Group;
- (c) a direct or indirect shareholder of any member of our Group;
- (d) a supplier of goods or services to any member of our Group;
- (e) a customer, consultant, business or joint venture partner, franchisee, contractor, agent or representative of any member of our Group;
- (f) a person or entity that provides design, research, development or other support or any advisory, consultancy, professional or other services to any member of our Group; and
- (g) an associate of any of the persons referred to in paragraphs (a) to (c) above.

(the persons referred above are the "**Eligible Persons**")

REPORT OF THE DIRECTORS

4. Maximum number of Shares

The maximum number of Shares which may be issued upon exercise of all options to be granted under the Share Option Scheme and any other schemes of our Group shall not in aggregate exceed 10% of the Shares in issue as of the Listing Date, being 40,000,000 Shares, excluding Shares which may fall to be issued upon the exercise of the Over-allotment Option (the “**Scheme Mandate Limit**”) provided that:

- (a) Our Company may at any time as our Board may think fit seek approval from our Shareholders to refresh the Scheme Mandate Limit, save that the maximum number of Shares which may be issued upon exercise of all options to be granted under the Share Option Scheme and any other schemes of our Company shall not exceed 10% of the Shares in issue as of the date of approval by Shareholders in general meeting where the Scheme Mandate Limit is refreshed. Options previously granted under the Share Option Scheme and any other schemes of our Company (including those outstanding, cancelled, lapsed or exercised in accordance with the terms of the Share Option Scheme or any other schemes of our Company) shall not be counted for the purpose of calculating the Scheme Mandate Limit as refreshed. Our Company shall send to our Shareholders a circular containing the details and information required under the Listing Rules.
- (b) Our Company may seek separate approval from our Shareholders in general meeting for granting Options beyond the Scheme Mandate Limit, provided that the Options in excess of the Scheme Mandate Limit are granted only to the Eligible Person specified by our Company before such approval is obtained. Our Company shall issue a circular to our Shareholders containing the details and information required under the Listing Rules.
- (c) The maximum number of Shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under the Share Option Scheme and any other schemes of our Group shall not exceed 30% of our Company’s issued share capital from time to time. No options may be granted under the Share Option Scheme and any other share option scheme of our Company if this will result in such limit being exceeded.

No share options had been granted by the Company under the Share Option Scheme up to the date of this report. Therefore, the number of shares available for issue is 40,000,000 Shares being approximately 10% of the Shares in issue as at the date of this report.

5. Maximum entitlement of each participant

No Option may be granted to any one person such that the total number of Shares issued and to be issued upon exercise of Options granted and to be granted to that person in any 12-month period exceeds 1% of our Company’s issued share capital from time to time. Where any further grant of Options to such an Eligible Person would result in the Shares issued and to be issued upon exercise of all Options granted and to be granted to such Eligible Person (including exercised, cancelled and outstanding Options) in the 12-month period up to and including the date of such further grant representing in aggregate over 1% of the Shares in issue, such further grant shall be separately approved by the shareholders of our Company in general meeting with such Eligible Person and his associates abstaining from voting. Our Company shall send a circular to our Shareholders disclosing the identity of the Eligible Person, the number and terms of the Options to be granted (and Options previously granted) to such Eligible Person, and containing the details and information required under the Listing Rules. The number and terms (including the subscription price) of the Options to be granted to such Eligible Person must be fixed before the approval of our Company’s shareholders and the date of the Board meeting proposing such grant shall be taken as the offer date for the purpose of calculating the subscription price of those Options.

6. Offer and grant of Options

Subject to the terms of the Share Option Scheme, our Board shall be entitled at any time within 10 years from the Adoption Date to offer the grant of an Option to any Eligible Person as our Board may in its absolute discretion select to subscribe at the subscription price for such number of Shares as our Board may (subject to the terms of the Share Option Scheme) determine (provided the same shall be a board lot for dealing in the Shares on the Stock Exchange or an integral multiple thereof) provided that:

- (a) no Options shall be granted after the termination of the Share Option Scheme in accordance with its terms;
- (b) no Options shall be granted if our Company would be required to issue a prospectus or offer document in respect of such grant under relevant laws or regulations applicable to our Company;
- (c) no Options shall be granted if the grant would result in a breach by our Company or its Directors of relevant laws or regulations (including those relating to securities); and
- (d) any Option, once issued, shall not be reissued under the Share Option Scheme.

7. Granting Options to Connected Persons

Subject to the terms in the Share Option Scheme, only insofar as and for so long as the Listing Rules require, where any offer of an Option is proposed to be made to a Director, chief executive or a substantial shareholder (as defined in the Listing Rules) of our Company or any of their respective associates, such offer must first be approved by the independent non-executive Directors of our Company (excluding the independent non-executive Director who or whose associate(s) is the grantee of an Option). Where any grant of Options to a substantial shareholder (as defined in the Listing Rules) or an independent non-executive Director of our Company, or any of their respective associates, would result in the securities issued and to be issued upon exercise of all Options already granted and to be granted (including Options exercised, cancelled and outstanding) to such person in the 12-month period up to and including the date of such grant:

- (a) representing in aggregate over 0.1% of the relevant class of securities in issue;
- (b) (where the securities are listed on the Stock Exchange), having an aggregate value, based on the closing price of the securities at the date of each grant, in excess of HK\$5 million; and
- (c) such further grant of Options must be approved by shareholders of our Company (voting by way of a poll). Our Company shall send a circular to Shareholders containing the information required under the Listing Rules. The grantee, his associates and all core connected persons (as defined in the Listing Rules) of our Company must abstain from voting in favour at such general meeting.

Approval from the shareholders of our Company is required for any change in the terms of Options granted to a participant who is a substantial shareholder or an independent non-executive Director of our Company, or any of their respective associates.

REPORT OF THE DIRECTORS

8. Offer period and number accepted

An offer of the grant of an Option shall remain open for acceptance by the Eligible Person concerned for a period of 28 days from the offer date provided that no such grant of an Option may be accepted after the expiry of the effective period of the Share Option Scheme. An Option shall be deemed to have been granted and accepted by the Eligible Person and to have taken effect when the duplicate offer letter comprising acceptance of the offer of the Option duly signed by the grantee together with a remittance in favour of our Company of HK\$1.00 by way of consideration for the grant thereof is received by our Company on or before the date upon which an offer of an Option must be accepted by the relevant Eligible Person, being a date no later than 28 days after the Offer Date (the “**Acceptant Date**”). Such remittance shall in no circumstances be refundable.

Any offer of the grant of an Option may be accepted in respect of less than the number of Shares in respect of which it is offered provided that it is accepted in respect of board lots for dealing in Shares on the Stock Exchange or an integral multiple thereof and such number is clearly stated in the duplicate offer letter comprising acceptance of the offer of the Option.

To the extent that the offer of the grant of an Option is not accepted by the Acceptance Date, it will be deemed to have been irrevocably declined.

9. Restriction on the time of grant of Options

Our Board shall not grant any Option under the Share Option Scheme after inside information has come to its knowledge until such inside information has been announced pursuant to the requirements of the Listing Rules. In particular, no Option shall be granted during the period commencing one month immediately preceding the earlier of the date of the Board meeting (as such date is first notified to the Stock Exchange in accordance with the Listing Rules) for the approval of our Company’s results for any year, half-year, quarterly or any other interim period (whether or not required under the Listing Rules) and the deadline for our Company to publish an announcement of its results for any year or half-year under the Listing Rules, or quarterly or any other interim period (whether or not required under the Listing Rules), and ending on the date of the results announcements.

10. Minimum holding period, vesting and performance target

Subject to the provisions of the Listing Rules, our Board may in its absolute discretion when offering the grant of an Option impose any conditions, restrictions or limitations in relation thereto in addition to those set forth in the Share Option Scheme as our Board may think fit (to be stated in the letter containing the offer of the grant of the Option) including (without prejudice to the generality of the foregoing) qualifying and/or continuing eligibility criteria, conditions, restrictions or limitations relating to the achievement of performance, operating or financial targets by our Company and/or the grantee, the satisfactory performance or maintenance by the grantee of certain conditions or obligations or the time or period before the right to exercise the Option in respect of all or any of the Shares shall vest provided that such terms or conditions shall not be inconsistent with any other terms or conditions of the Share Option Scheme. For the avoidance of doubt, subject to such terms and conditions as our Board may determine as aforesaid (including such terms and conditions in relation to their vesting, exercise or otherwise) there is no minimum period for which an Option must be held before it can be exercised and no performance target which needs to be achieved by the grantee before the Option can be exercised.

11. Amount payable for Options

The amount payable on acceptance of an Option is HK\$1.00.

12. Subscription price

The subscription price in respect of any particular Option shall be such price as our Board may in its absolute discretion determine at the time of grant of the relevant Option (and shall be stated in the letter containing the offer of the grant of the Option) but the subscription price shall not be less than whichever is the highest of:

- (a) the nominal value of a Share;
- (b) the closing price of a Share as stated in the Stock Exchange's daily quotations sheet on the offer date; and
- (c) the average closing price of a Share as stated in the Stock Exchange's daily quotation sheets for the five business days (as defined in the Listing Rules) immediately preceding the offer date.

13. Exercise of Option

- (i) An Option shall be exercised in whole or in part (but if in part only, in respect of a board lot or any integral multiple thereof) within the option period in the manner as set out in the Share Option Scheme by the grantee (or his legal personal representative(s)) by giving notice in writing to our Company stating that the Option is thereby exercised and specifying the number of Shares in respect of which it is exercised. Each such notice must be accompanied by a remittance for the full amount of the aggregate subscription price for the Shares in respect of which the notice is given. Within 28 days after receipt of the notice and, where appropriate, receipt of a certificate from our auditors pursuant to the Share Option Scheme, our Company shall accordingly allot and issue the relevant number of Shares to the grantee (or his legal personal representative(s)) credited as fully paid with effect from (but excluding) the relevant exercise date and issue to the grantee (or his legal personal representative(s)) share certificate(s) in respect of the Shares so allotted.
- (ii) The exercise of any Option may be subject to a vesting schedule to be determined by our Board in its absolute discretion, which shall be specified in the offer letter.
- (iii) The exercise of any Option shall be subject to the members of our Company in general meeting approving any necessary increase in the authorised share capital of our Company.
- (iv) Subject as hereinafter provided:
 - (a) in the event that the grantee dies or becomes permanently disabled before exercising an Option (or exercising it in full), he (or his legal representative(s)) may exercise the Option up to the grantee's entitlement (to the extent not already exercised) within a period of 12 months following his death or permanent disability or such longer period as our Board may determine;

REPORT OF THE DIRECTORS

- (b) in the event that the grantee ceases to be an Executive for any reason (including his employing company ceasing to be a member of our Group) other than his death, permanent disability, retirement pursuant to such retirement scheme applicable to our Group at the relevant time or the transfer of his employment to an affiliate company or the termination of his employment with the relevant member of our Group by resignation or termination on the ground of misconduct, the Option (to the extent not already exercised) shall lapse on the date of cessation of such employment and not be exercisable unless our Board otherwise determines in which event the Option (or such remaining part thereof) shall be exercisable within such period as our Board may in its absolute discretion determine following the date of such cessation;
- (c) if a general offer is made to all holders of Shares and such offer becomes or is declared unconditional (in the case of a takeover offer) or is approved by the requisite majorities at the relevant meetings of shareholders of our Company (in the case of a scheme of arrangement), the grantee shall be entitled to exercise the Option (to the extent not already exercised) at any time (in the case of a takeover offer) within one month after the date on which the offer becomes or is declared unconditional or (in the case of a scheme of arrangement) prior to such time and date as shall be notified by our Company;
- (d) if a compromise or arrangement between our Company and its members or creditors is proposed for the purpose of or in connection with a scheme for the reconstruction of our Company or its amalgamation with any other company, our Company shall give notice thereof to the grantees who have Options unexercised at the same time as it dispatches notices to all members or creditors of our Company summoning the meeting to consider such a compromise or arrangement and thereupon each grantee (or his legal representatives or receiver) may until the expiry of the earlier of:
 - (i) the option period (in respect of any particular Option, the period commencing immediately after the business day (as defined in the Listing Rules) on which the Option is deemed to be granted and accepted in accordance with the Share Option Scheme and expiring on a date to be determined and notified by our Directors to each grantee provided that such period shall not exceed the period of 10 years from the date of the grant of a particular Option but subject to the provisions for early termination thereof contained in the Share Option Scheme);
 - (ii) the period of two months from the date of such notice; or
 - (iii) the date on which such compromise or arrangement is sanctioned by the court, exercise in whole or in part his Option;

- (e) in the event a notice is given by our Company to its members to convene a general meeting for the purposes of considering, and if thought fit, approving a resolution to voluntarily wind-up our Company, our Company shall on the same date as or soon after it dispatches such notice to each member of our Company give notice thereof to all grantees and thereupon, each grantee (or his legal personal representative(s)) shall be entitled to exercise all or any of his options at any time no later than two business days (as defined in the Listing Rules) prior to the proposed general meeting of our Company by giving notice in writing to our Company, accompanied by a remittance for the full amount of the aggregate subscription price for the Shares in respect of which the notice is given whereupon our Company shall as soon as possible and, in any event, no later than the business day (as defined in the Listing Rules) immediately prior to the date of the proposed general meeting referred to above, allot the relevant Shares to the grantee credited as fully paid.

14. Ranking of Shares

The Shares to be allotted upon the exercise of an Option will be subject to all the provisions of the Articles of Association and the laws of the Cayman Islands from time to time and shall rank *pari passu* in all respects with the then existing fully paid Shares in issue commencing from the allotment date or, if that date falls on a day when the register of members of our Company is closed, the first date of the re-opening of the register of members. Accordingly, it will entitle the holders to participate in all dividends or other distributions paid or made on or after the allotment date or, if that date falls on a day when the register of members of our Company is closed, the first day of the re-opening of the register of members, other than any dividend or other distribution previously declared or recommended or resolved to be paid or made if the record date therefore shall be before the allotment date. A Share issued upon the exercise of an Option shall not carry rights until the registration of the grantee (or any other person) as the holder thereof.

15. Life of Share Option Scheme

Subject to the terms of the Share Option Scheme, the Share Option Scheme shall be valid and effective for a period of 10 years on the Adoption Date, after which no further options will be offered but the provisions of the Share Option Scheme shall remain in force and effect in all respects. All Options granted prior such expiry and not then exercised shall continue to be valid and exercisable subject to and in accordance with the Share Option Scheme. The Share Option Scheme will be expired on 4 November 2029.

16. Lapse of Share Option Scheme

An Option shall lapse automatically and not be exercisable (to the extent not already exercised) on the earliest of:

- (a) the expiry of the option period;
- (b) the expiry of any of the period referred to paragraphs related to exercise of Option in this section;
- (c) subject to the period mentioned in the paragraph headed "13. Exercise of Option" in this section, the date of the commencement of the winding up of our Company;
- (d) there is an unsatisfied judgement, order or award outstanding against the grantee or our Board has reason to believe that the grantee is unable to pay or to have no reasonable prospect of being able to pay his/its debts;

REPORT OF THE DIRECTORS

- (e) there are circumstances which entitle any person to take any action, appoint any person, commence proceedings or obtain any order of the type mentioned in sub-paragraph (d) above or in the paragraph headed "13. Exercise of Option" in this section; or
- (f) a bankruptcy order has been made against any director or shareholder of the grantee (being a corporation) in any jurisdiction.

No compensation shall be payable upon the lapse of any Option, provided that our Board shall be entitled in its discretion to pay such compensation to the grantee in such manner as it may consider appropriate in any particular case.

17. Adjustment

In the event of any alteration to the capital structure of our Company while any Option remains exercisable, whether by way of capitalisation of profits or reserves, rights issue, consolidation, reclassification, reconstruction, sub-division or reduction of the share capital of our Company, our Board may, if it considers the same to be appropriate, direct that adjustments be made to:

- (a) the maximum number of Shares subject to the Share Option Scheme; and/or
- (b) the aggregate number of Shares subject to the Option so far as unexercised; and/or
- (c) the subscription price of each outstanding Option.

Where our Board determines that such adjustments are appropriate (other than an adjustment arising from a capitalisation issue), the auditors appointed by our Company shall certify in writing to our Board that any such adjustments are in their opinion fair and reasonable, provided that:

- (a) any such adjustments shall give the Eligible Persons the same proportion of equity capital as they were previously entitled to. In respect of any such adjustments, other than any made on a capitalisation issue, the auditors shall confirm to our Board in writing that the adjustments satisfy this requirement;
- (b) any such adjustments shall be made on the basis that the aggregate subscription price payable by the grantee on the full exercise of any Option shall remain as nearly as practicable the same as (but shall not be greater than) as it was before such event;
- (c) no such adjustments shall be made the effect of which would be to enable a Share to be issued at less than its nominal value;
- (d) any such adjustments shall be made in accordance with the provisions as stipulated under Chapter 17 of the Listing Rules and supplementary guidance on the interpretation of the Listing Rules issued by the Stock Exchange from time to time (including the supplemental guidance attached to the letter from the Stock Exchange dated 5 September 2005 to all issuers relating to Share Option Schemes); and
- (e) the issue of securities as consideration in a transaction shall not be regarded as a circumstance requiring any such adjustments.

18. Cancellation of Options not exercised

Our Board shall be entitled for the following causes to cancel any Option in whole or in part by giving notice in writing to the grantee stating that such Option is thereby cancelled with effect from the date specified in such notice (the "**Cancellation Date**"):

- (a) the grantee commits or permits or attempts to commit or permit a breach of the restriction on transferability of Option or any terms or conditions attached to the grant of the Option;
- (b) the grantee makes a written request to our Board for the Option to be cancelled; or
- (c) if the grantee has, in the opinion of our Board, conducted himself in any manner whatsoever to the detriment of or prejudicial to the interests of our Company or its subsidiary.

The Option shall be deemed to have been cancelled with effect from the Cancellation Date in respect of any part of the Option which has not been exercised as of the Cancellation Date. No compensation shall be payable upon any such cancellation, provided that our Board shall be entitled in its discretion to pay such compensation to the grantee in such manner as it may consider appropriate in any particular case.

19. Termination

Our Company may by resolution in general meeting at any time terminate the operation of the Share Option Scheme. Upon termination of the Share Option Scheme as aforesaid, no further Options shall be offered but the provisions of the Share Option Scheme shall remain in force and effect in all other respects. All Options granted prior to such termination and not then exercised shall continue to be valid and exercisable subject to and in accordance with the Share Option Scheme.

20. Transferability

The Option shall be personal to the grantee and shall not be assignable and no grantee shall in any way sell, transfer, charge, mortgage, encumber or create any interest (legal or beneficial) in favour of any third party over or in relation to any Option or attempt so to do (save that the grantee may nominate a nominee in whose name the Shares issued pursuant to the Share Option Scheme may be registered). Any breach of the foregoing shall entitle our Company to cancel any outstanding Option or part thereof granted to such grantee.

21. Amendment

The Share Option Scheme may be altered in any respect by a resolution of our Board except that the following shall not be carried out except with the prior sanction of an ordinary resolution of the shareholders of our Company in general meeting, provided always that the amended terms of the Scheme shall comply with the applicable requirements of the Listing Rules: (i) any material alteration to its terms and conditions or any change to the terms of Options granted (except where the alterations take effect under the existing terms of the Share Option Scheme); (ii) any alteration to the provisions of the Share Option Scheme in relation to the matters set out in Rule 17.03 of the Listing Rules to the advantage of grantee; (iii) any change to the authority of our Board or any person or committee delegated by our Board pursuant to the terms of the Share Option Scheme to administer the day-to-day running of it; and (iv) any alteration to the aforesaid termination provisions.

As at the date of this report, no share option has been granted or agreed to be granted by the Company under the Share Option Scheme.

REPORT OF THE DIRECTORS

EQUITY-LINKED AGREEMENTS

Save for the Share Option Scheme as disclosed in the section headed “Share Option Scheme” above, no equity-linked agreements were entered into by the Group, or existed during the year ended 31 December 2019.

PURCHASE, REDEMPTION OR SALE OF LISTED SECURITIES OF THE COMPANY

Neither the Company, nor any of its subsidiaries had purchased, redeemed or sold any of the Company’s listed securities during the year ended 31 December 2019.

PRE-EMPTIVE RIGHTS

There are no provisions for pre-emptive rights under the Articles of Association or the laws of the Cayman Islands which would oblige the Company to offer new shares on a pro rata basis to existing Shareholders.

CONTINUING CONNECTED TRANSACTIONS

For the year ended 31 December 2019, the Group had the following continuing connected transactions:

Pursuant to Chapter 14A of the Listing Rules, the following continuing connected transactions entered into by our Group are non-exempt continuing connected transactions which are subject to the announcement, annual reporting, annual review and independent shareholders’ approval requirements as set out in Chapter 14A of the Listing Rules.

Purchase of raw material from Mr. Wang Chaohuai/Supplier I ^{Note}

During the Track Record Period, we purchased sand and gravel from Mr. Wang Chaohuai and/or Supplier I. Since 1 January 2019, we ceased to purchase sand and gravel from Supplier I.

Principal terms: Our Company entered into a framework agreement with Mr. Wang Chaohuai dated 5 November 2019 pursuant to which, Mr. Wang Chaohuai has agreed to provide sand and gravel to our Group (the “**Raw Material Purchase Agreement**”). The Raw Material Purchase Agreement will take effect from the Listing Date until 31 December 2021 (the “**Initial Term**”), provided that the parties shall have the right to unilaterally terminate the agreement at any time during the Initial Term by giving to the other party not less than 30 business days’ prior written notice. Mr. Wang Chaohuai is the cousin of Ms. Wong Han Yu (our executive Director), Mr. Wong Chiu Wai (our executive Director), Ms. Wong Chiu Ling and Ms. Wong Yu Ting and the nephew of Mr. Wong Leung Yau (our non-executive Director). Accordingly, he is deemed to be a connected person of the Company pursuant to the Listing Rules.

Reasons for transactions: Our Directors are of the view that Mr. Wang Chaohuai and/or his controlled company are able to provide the sand and gravel on a timely basis when and as required. Our Directors consider that being able to procure sand and gravel at market price with stable quality is important and beneficial to our current and future operations.

Pricing policy: The prices are determined in accordance with industrial market price for the product and may be adjusted as agreed by both parties after arm’s length negotiations.

Note: Supplier I is a deemed connected person of our Company, a limited partnership which Mr. Wang Chaohuai owns 51% equity interest therein with the remaining 49% owned by Mr. Wang Qing. Mr. Wang Qing is the brother-in-law of Mr. Wong Leung Yau and the uncle of Ms. Wong Han Yu Alice, Mr. Wong Chiu Wai, Ms. Wong Chiu Ling and Ms. Wong Yu Ting.

REPORT OF THE DIRECTORS

Historical amounts: For the years ended 31 December 2016, 2017 and 2018 and the six months ended 30 June 2019, the aggregate historical transaction amount of raw material (namely sand and gravel) we procured from Mr. Wang Chaohuai/Supplier I were as follows:

	FY2016 RMB'000	FY2017 RMB'000	FY2018 RMB'000	6M2019 RMB'000
Raw material purchased by our Group	23,175	84,373	96,570	20,802

Annual caps: For the years ended 31 December 2019, 2020 and 2021 the maximum annual amount of raw material purchased from Mr. Wang Chaohuai shall not exceed the following caps:

	Year ending 31 December		
	2019 RMB'000	2020 RMB'000	2021 RMB'000
Total amount of consideration (approximately)	97,000	97,000	97,000

Basis of caps: The proposed annual caps set out above are determined after arm's length negotiations between the parties with reference to (i) the historical transaction amounts between our Group and Mr. Wang Chaohuai/Supplier I; (ii) the expected increase in quantity of raw material to be requested by us on an annual basis; and (iii) the prevailing market rates of raw materials of similar nature.

For the year ended 31 December 2019 the aggregate transaction amount of raw material (namely sand and gravel) we procured from Mr. Wang Chaohuai/Supplier I were as follows:

	RMB'000
Raw material purchased by our Group	42,126

Application for waiver

For each of the financial years ending 31 December 2019, 2020 and 2021, the highest applicable percentage ratio (other than the profit ratio) for the non-exempt Continuing Connected Transactions in respect of the Raw Material Purchase Agreement is expected to exceed 5.0%. Accordingly, the non-exempt Continuing Connected Transaction is subject to the announcement, annual reporting, annual review and independent shareholders' approval requirements under Rules 14A.35, 14A.36, 14A.49, 14A.68 and 14A.71 of the Listing Rules.

Pursuant to Rule 14A.55 of the Listing Rules, the independent non-executive Directors have reviewed the continuing connected transactions carried out during the year and confirm the transactions thereunder had been entered into:

- (i) in the ordinary and usual course of business of the Group;
- (ii) on normal commercial terms or better; and
- (iii) according to the agreements governing them on terms that are fair and reasonable and in the interests of the Shareholders as a whole.

REPORT OF THE DIRECTORS

The Company's auditors reviewed on the Group's continuing connected transactions in accordance with applicable audit procedures and found that:

- (i) the disclosed continuing connected transactions have been approved by the Board.
- (ii) the disclosed continuing connected transactions were priced, in all material respects, in accordance with the pricing policies of the Group.
- (iii) the disclosed continuing connected transactions were entered into, in all material respects, in accordance with the relevant agreements governing such transactions.
- (iv) with respect to the aggregate amount of each of the continuing connected transactions, have not exceeded the annual cap as disclosed in the Prospectus of the Company.

Save for the above continuing connected transactions, there are no other transactions as set out in the notes 36 to the consolidated financial statements of this annual report which constitute continuing connected transactions or connected transactions for the Company under Chapter 14A of the Listing Rules.

The Company has complied with the disclosure requirements in accordance with Chapter 14A of the Listing Rules in respect of the continuing connected transactions mentioned above.

Save as disclosed above, during the year ended 31 December 2019, the Group has not entered into any connected transaction or continuing connected transaction which should be disclosed pursuant to the requirements of Rule 14A of the Listing Rules.

PERMITTED INDEMNITY PROVISION

Article 164(1) of the Company's articles of association provides that the Directors or other officers of the Company shall be indemnified and secured harmless out of the assets of the Company against all actions, costs, charges, losses, damages and expenses which they or any of them shall or may incur or sustain by or by reason of any act done, concurred in or omitted in or about the execution of their duty provided that the indemnity shall not be extended to any matter in respect of any fraud or dishonesty which may be attached to the relevant Director or officer of the Company.

A permitted indemnity provision (as defined in the Hong Kong Companies Ordinance, Chapter 622 of the Laws of Hong Kong) for the benefit of the Directors of the Company is currently in force throughout the year.

CHARITABLE CONTRIBUTIONS

During the year ended 31 December 2019, the Group did not make any charitable contributions.

CORPORATE GOVERNANCE

Information on the corporate governance practices adopted by the Company is set out in the Corporate Governance Report on pages 36 to 47 of this annual report.

SUFFICIENCY OF PUBLIC FLOAT

Based on information that is publicly available to the Company and within the knowledge of the Directors, the Company has maintained sufficient public float during the period from the Listing Date and up to the date of this annual report as required under the Listing Rules.

MATERIAL LEGAL PROCEEDINGS AND COMPLIANCE

To the best knowledge of our Directors, as at 31 December 2019, neither our Company nor any of our subsidiaries is engaged in any litigation or arbitration of material importance and no litigation or claims of material importance is known to our Directors to be pending or threatened against our Company or any of our subsidiaries.

During the year ended 31 December 2019 and up to the date of this report, to the best of knowledge of the Company, the Group has complied with all the relevant laws and regulations.

AUDIT COMMITTEE

The annual results and the financial statements of the Group and of the Company for the year ended 31 December 2019 together with the notes attached thereto have been reviewed by the audit committee of the Company (the “**Audit Committee**”), which was of the opinion that such statements complied with the applicable Hong Kong Financial Reporting Standards, the Listing Rules and the legal requirements, and that adequate disclosure has been made.

AUDITOR

The consolidated financial statements of the Group for the years ended 31 December 2019 have been audited by PricewaterhouseCoopers, Certified Public Accountants (“**PricewaterhouseCoopers**”).

PricewaterhouseCoopers acted as auditors of the Company since our preparation of Listing shall hold office until the conclusion of the forthcoming annual general meeting. PricewaterhouseCoopers, being eligible, will offer themselves for reappointment. A resolution for reappointment of PricewaterhouseCoopers as auditors of the Company is to be proposed at the forthcoming annual general meeting.

EVENTS AFTER THE REPORTING PERIOD

After the COVID-19 Outbreak in early 2020, a series of precautionary and control measures have been and continue to be implemented across the PRC, including the regions where the Group operates. Due to the COVID-19 Outbreak, the Group’s original resumption plan of production after the Chinese New Year had to be postponed. The shortage of staff and workers, the serious interruption of the supply chain and the delay of the customers’ construction progress adversely affected the Group’s production and sales in the first quarter of 2020. Following the gradual improvement of the health condition in the regions where the Group operates, management expects that the Group could be able to gradually resume its fully production capacity in the second quarter of 2020. However, the speed of recovery still depends on the duration and the progress of the epidemic prevention and control, and the prevention and control policies implemented by the governments in the regions where the Group operates.

The Company will continue to pay close attention to the development of the disease, and will actively respond to its impact on the Group’s financial position, operating results and other aspects. As at the date of this annual report, the assessment is still in process and it is not practicable to provide a reasonable estimate over the financial impact on the Group.

By Order of the Board of
Tailam Tech Construction Holdings Limited

Wong Han Yu Alice
Chairperson, Executive Director and Chief Executive Officer

Hong Kong, 31 March 2020

CORPORATE GOVERNANCE REPORT

The Board is pleased to present the corporate governance report for the annual report of the Company during the Reporting Period.

CORPORATE GOVERNANCE PRACTICES

The Shares have been listed on the Stock Exchange since the Listing Date. The Group is committed to maintaining high standards of corporate governance to safeguard the interests of Shareholders and to enhance corporate value and accountability. The Company has adopted the Corporate Governance Code (the “**CG Code**”) contained in Appendix 14 to the Listing Rules as its own code of corporate governance. The Company has complied with the code provisions as set out in the CG Code during the Reporting Period. The Company will continue to review and enhance its corporate governance practices, and identify and formalise appropriate measures and policies, to ensure compliance with the CG Code.

RESPONSIBILITIES OF THE BOARD

The Board is responsible for the overall leadership of the Group, oversees the Group’s strategic decisions and monitors business and performance. To oversee particular aspects of the Company’s affairs, the Board has established three Board Committees including the Audit Committee, the remuneration committee (the “**Remuneration Committee**”) and the nomination committee (the “**Nomination Committee**”). The Board has delegated to the Board Committees responsibilities as set out in their respective terms of reference.

All Directors shall ensure that they carry out duties in good faith, in compliance with applicable laws and regulations, and in the interests of the Company and its Shareholders at all times.

The Company has arranged the directors and officers liability insurance in respect of legal action against the Directors. The insurance coverage will be reviewed on an annual basis.

Composition of the Board

As at the date of this annual report, the Board comprises seven Directors, including three executive Directors, one non-executive Director and three independent non-executive Directors. The current members of the Board are listed below:

Name	Position
Ms. Wong Han Yu Alice (<i>Chairperson</i>)	Chairperson, Executive Director and Chief Executive Officer
Mr. Wong Chiu Wai	Executive Director
Ms. Jiang Yin Juan	Executive Director
Mr. Wong Leung Yau	Non-executive Director
Ms. Wong Siu Yin Rosella	Independent non-executive Director
Mr. Lai Chun Yu	Independent non-executive Director
Mr. Cui Yu Shu	Independent non-executive Director

Biography of each Director is set out in the section headed “Directors and Senior Management Profile” of this annual report.

During the Reporting Period, the Company has three independent non-executive Directors in compliance with Rules 3.10(1) and 3.10(2) of the Listing Rules, with at least one of them possessing appropriate professional qualifications or accounting or related financial management expertise.

The Company has also complied with Rule 3.10A of the Listing Rules, as the number of independent non-executive Directors of the Company exceeds one third of the number of the Board members. According to Rule 3.13 of the Listing Rules, the independent non-executive Directors of the Company have made confirmations to the Company regarding their independence during the Reporting Period. The Nomination Committee has assessed their independence having regards to the requirement under Rule 3.13 the Listing Rules. Therefore, the Company considers each of them to be independent.

The Company recognizes and embraces the benefit of having a diverse board and has adopted a board diversity policy. We seek to achieve Board diversity through the consideration of a number of aspects, including but not limited to gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of services. All Board appointments will be based on meritocracy, and candidates will be considered against objective criteria, having due regard for the benefits of diversity on our Board.

Our Directors (including the independent non-executive Directors) have a balanced mix of knowledge and skills, including knowledge and experience in the areas of business management, finance, investment, legal, auditing and accounting. All independent non-executive Directors serve on the Audit Committee and two of the three independent non-executive Directors serve on both the Remuneration Committee and the Nomination Committee.

DIRECTORS' CONTINUOUS TRAINING AND DEVELOPMENT

Each newly appointed Director receives comprehensive induction on the first occasion of his/her appointment, so as to ensure that he/she has appropriate understanding of the businesses and operations of the Company and that he/she is fully aware of his/her responsibilities and obligations under the Listing Rules and relevant regulatory requirements. Continuing briefing and professional development for Directors will be arranged whenever necessary.

All Directors are encouraged to participate in appropriate continuous professional development to develop and refresh their knowledge and skills. Reading materials on relevant topics will be provided by the joint company secretaries of the Company to Directors where appropriate.

CORPORATE GOVERNANCE REPORT

A summary of the trainings attended by the Directors for the year ended 31 December 2019 is as follows

Name of Directors	Type of trainings
Executive Directors	
Ms. Wong Han Yu Alice	A & B
Mr. Wong Chiu Wai	A & B
Ms. Jiang Yin Juan	A & B
Non-executive Director	
Mr. Wong Leung Yau	A & B
Independent non-executive Directors	
Ms. Wong Siu Yin Rosella	A & B
Mr. Lai Chun Yu	A & B
Mr. Cui Yu Shu	A & B

Note:

A: attending seminars/conferences/forums

B: reading newspapers, journals and updates relating to the economy, general business, corporate governance and directors' duties and responsibilities

CHAIRMAN AND CHIEF EXECUTIVE OFFICER

Pursuant to A.2.1 of the CG Code, the roles of the chairperson and the chief executive officer should be separate and should not be performed by the same individual. Ms. Wong Han Yu Alice is currently the Chairperson of our Board and the chief executive officer, who is responsible for overall strategic planning and business direction and management of the Group. Having considered the nature and extent of the Group's operations, Ms. Wong Han Yu Alice's in-depth knowledge and experience in the industry and familiarity with the operations of the Group, and the fact that all major decisions are made in consultation with members of the Board and relevant Board committees, and there are three independent non-executive Directors on the Board offering advice on independent perspectives, the Board is of the view that there are adequate safeguards in place to ensure sufficient balance of powers and authorities between the Board and the management of the Company and that it is in the best interest of the Group to have Ms. Wong Han Yu Alice taking up both roles of the chairperson and chief executive officer. As such, the roles of the chairperson and chief executive officer of the Group are not separate pursuant to the requirement under A.2.1 of the CG Code.

APPOINTMENT AND RE-ELECTION OF DIRECTORS

Each of the executive Directors has entered into a service contract with the Company for a term of three years commencing from 18 December 2019, which will be continuous thereafter until terminated by either party giving three months' written notice to the other party and is subject to termination provisions therein (the "**Service Contract**"). The service contract may be renewed in accordance with the Articles and the applicable laws and regulations.

Each of the non-executive Directors has entered into a service contract with the Company for a term of three years commencing from 18 December 2019, which will be continuous thereafter until terminated by either party giving three months' written notice to the other party and is subject to termination provisions therein (the "**Service Contract**"). The service contract may be renewed in accordance with the Articles and the applicable laws and regulations.

No Director has a service contract with the Company which is not determinable by the Company within one year without payment of compensation, other than statutory compensation.

The Directors shall have the power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy on the Board or as an addition to the existing Board, any Director appointed by the Board to fill a casual vacancy shall hold office until the first general meeting of Members after his appointment and be subject to re-election at such meeting and any Director appointed by the Board as an addition to the existing Board shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election.

In accordance with article 84(1) of the Articles of Association, at each annual general meeting one-third of the Directors for the time being (or, if their number is not a multiple of three, the number nearest to but not less than one-third) shall retire from office by rotation provided that every Director shall be subject to retirement at an annual general meeting at least once every three years.

The procedures of appointment, re-election and removal of Directors are laid down in the Articles of Association. The Nomination Committee of the Company is responsible for reviewing the Board composition, and to make recommendation to the Board regarding the appointment, re-election and succession planning of Directors.

BOARD MEETINGS

The Company adopts the practices of holding Board meetings regularly, at least four times a year, and at approximately quarterly intervals. Notices of no less than fourteen days (or shorter notice period as agreed by the Directors) are given for all regular Board meetings to provide all Directors with an opportunity to attend and include matters in the agenda for a regular meeting.

For other Board meetings and Board Committee meetings, reasonable notice is generally given by the Company. The agenda and accompanying Board papers are dispatched to the Directors or committee members at least three days before the Board meetings or Board Committee meetings to ensure that the Directors have sufficient time to review the papers and be adequately prepared for the Board meetings or Board Committee meetings. When Directors or Board Committee members are unable to attend a meeting, they will be advised of the matters to be discussed and given an opportunity to make their views known to the Chairman prior to the meeting. Minutes of meetings shall be kept by the joint company secretaries with copies circulated to all Directors for information and record.

CORPORATE GOVERNANCE REPORT

Minutes of the Board meetings and Board Committee meetings are recorded in sufficient detail on the matters considered by the Board and the Board Committees and the decisions reached, including any concerns raised by the Directors. Draft minutes of each Board meeting and Board Committee meeting are sent to the Directors for comments within a reasonable time after the date on which the meeting is held. The minutes of the Board meetings are open for inspection by all Directors.

As the Company was listed on the Stock Exchange on 18 December 2019, the Company did not hold any general meetings during the Reporting Period. Since the Listing Date and up to the date of this annual report, one meeting of the Board was held and the attendance record of the Board members is set out in the table below:

Directors	Attendance/ No. of meetings held
Executive Directors	
Ms. Wong Han Yu Alice	1/1
Mr. Wong Chiu Wai	1/1
Ms. Jiang Yin Juan	1/1
Non-executive Director	
Mr. Wong Leung Yau	1/1
Independent non-executive Directors	
Ms. Wong Siu Yin Rosella	1/1
Mr. Lai Chun Yu	1/1
Mr. Cui Yu Shu	1/1

MODEL CODE FOR DIRECTORS' SECURITIES TRANSACTIONS

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers as set out in Appendix 10 to the Listing Rules ("**Model Code**") as the required standard for securities transactions by Directors. The Company has made specific enquiries of all Directors and all Directors have confirmed that they have complied with the required standards set out in the Model Code and its code of conduct regarding Directors' securities transactions during the Reporting Period.

Daily business operations and administrative functions of the Group are delegated to the management. The Board will conduct periodic review on the cope of delegation of duties and responsibilities. Management should seek approval by the Board prior to signing any material contracts.

CORPORATE GOVERNANCE POLICY AND DUTIES

The Board is responsible for performing the duties on corporate governance functions set out below:

1. developing and reviewing the Company's policies and practices on corporate governance;
2. reviewing and monitoring the training and continuous professional development of Directors and senior management;
3. reviewing and monitoring the Company's policies and practices on compliance with legal and regulatory requirements;
4. developing, reviewing and monitoring the code of conduct and compliance manual (if any) applicable to employees and Directors; and
5. reviewing the Company's compliance with the CG Code and disclosure in the Corporate Governance Report.

BOARD COMMITTEES

Audit Committee

The Audit Committee currently has three members comprising Mr. Lai Chun Yu (Chairman), Mr. Cui Yu Shu and Ms. Wong Siu Yin Rosella, all being independent non-executive Directors.

The main duties of the Audit Committee include the following:

1. to act as the key representative body for overseeing the Company's relations with the external auditor; to be primarily responsible for making recommendations to the Board on the appointment, re-appointment and removal of the external auditor, and to approve the remuneration and terms of engagement of the external auditor, and deal with any matters regarding its resignation or dismissal; to report to the Board, identifying and making recommendations on any matters where action or improvement is needed;
2. to review the financial information of the Company, to monitor the integrity of the Company's financial statements, annual report and accounts and half-year report, and to review significant financial reporting judgments contained in them, to consider any significant or unusual items that are, or may need to be, reflected in the report and accounts, and give due consideration to any matters that have been raised by the Company's employees who are responsible for accounting and financial reporting, compliance officers or auditors; and
3. to review the adequacy and effectiveness of the Company's financial controls, risk management and internal control system (including ensuring the adequacy of resources, qualification and experience of staff of the Company's accounting, internal audit and financial reporting function, their training programmes and budget) and associated procedures.

The Audit Committee's terms of reference are available on the Company's website and the website of the Stock Exchange.

During the Reporting Period, no Audit Committee meeting was held. However, subsequent to the end of the Reporting Period and up to the date of this annual report, an Audit Committee meeting was held on 31 March 2020 to review the Group's final results for the year ended 31 December 2019 before their submission to the Board. All members participated in the meeting.

CORPORATE GOVERNANCE REPORT

Nomination Committee

The Nomination Committee comprises three members, including one executive Director, namely Ms. Wong Han Yu Alice (Chairman) and two independent non-executive Directors, namely Ms. Wong Siu Yin Rosella and Mr. Cui Yu Shu.

The main duties of the Nomination Committee include the following:

1. review the structure, size, composition and diversity of the Board (including but not limited to the skills, knowledge and experience of the Directors) on a regular basis and make recommendations to the Board regarding any proposed changes of the Board to complement the Company's corporate strategy;
2. identify any persons who may be suitable and qualified to become members of the Board and select, or make recommendations to the Board on the selection of, any persons nominated for directorships;
3. assess the independence of independent non-executive Directors;
4. make recommendations to the Board on relevant matters relating to the appointment or re-appointment of Directors and succession planning for Directors in particular the chairman of the Board and the chief executive office; and
5. perform duties as stipulated by the Board from time to time.

In the discharge of its responsibility in item (1), the Nomination Committee takes into consideration, among others, that a diverse Board, with the appropriate qualifications and broad range of expertise relevant to the Company's business, is an essential element in maintaining a competitive advantage in the complex business industry that the Company operates, and embraces the policy that including and making use of increasing diversity at the board level, which consists of differences in the skills, experience, background, race, gender and other distinctions amongst Directors, is important to achieve effective corporate governance and sustained commercial success of the Company. These differences will be considered in determining the optimum composition of the board and when possible are balanced appropriately.

In addition, in identifying individuals and making recommendations for nominations pursuant to its responsibility in item (2) above, the Nomination Committee considers whether such individuals possess the qualifications, ability and stature that would enable them to effectively fulfill their roles and responsibilities as Directors. The responsibilities of the Nomination Committee in items (1) to (4) above as further set out in its terms of reference form the key principles that constitute the Company's nomination policy.

The Nomination Committee has the right to seek any information it considers necessary to fulfil its duties, which includes the right to obtain appropriate external advice at the Company's expense, and is provided with sufficient resources by the Company to discharge its duties. The Nomination Committee's specific terms of reference are available on request to any Shareholders and are posted on the Company's website and the website of the Stock Exchange.

As the Company was listed on the Stock Exchange on 18 December 2019, no Nomination Committee meeting was held during the Reporting Period.

Remuneration Committee

The Remuneration Committee comprises three members, including two independent non-executive Directors, namely Ms. Wong Siu Yin Rosella (Chairman) and Mr. Cui Yu Shu and one executive Director, namely Ms. Wong Han Yu Alice.

The main duties of the Remuneration Committee include the following:

1. make recommendations to the Board on the Company's policy and structure for all remuneration of Directors and senior management and on the establishment of formal and transparent procedures for developing policy on such remuneration;
2. review and approve the remuneration proposals for the Directors and senior management with reference to corporate goals and objectives stipulated by the Board from time to time;
3. determine, with delegated responsibility, the remuneration packages of individual executive Directors and senior management, including benefits in kind, pension rights and compensation payments (including any compensation payable for loss or termination of their office or appointment); or make recommendations to the Board on the remuneration packages of individual executive Directors and senior management, including benefits in kind, pension rights and compensation payments (including any compensation payable for loss or termination of their office or appointment). Where the Board resolves to approve any remuneration or compensation arrangements with which the Remuneration Committee disagrees, the Board should disclose the reasons for its resolution in its next Corporate Governance Report;
4. make recommendations to the Board on the remuneration of non-executive Directors;
5. for the purpose of determining the remuneration of Directors and employees in relation to the Company, the Remuneration Committee should consider factors including but not limited to salaries paid by comparable companies, time commitment and responsibilities of the Directors/employees, employment conditions elsewhere in the group, and whether the remuneration is commensurate with performance. The Remuneration Committee shall ensure that salary levels are able to attract and retain the Directors who contribute to the operation of the Company and shall also prevent the Company from paying excessive remuneration to Directors;
6. review and approve the compensation payable to executive Directors and senior management in connection with any loss or termination of their office or appointment to ensure that such compensation is determined in accordance with relevant contractual terms and that such compensation is otherwise fair and not excessive for the Company;
7. review and approve compensation arrangements relating to dismissal or removal of Directors for misconduct to ensure that such arrangements are determined in accordance with relevant contractual terms and that any compensation payment is otherwise reasonable and appropriate;
8. ensure that no Director or any of his/her associates is involved in deciding that Director's own remuneration; and
9. with respect to any service contracts of the Directors that require the Shareholders' approval under Rule 13.68 of the Listing Rules, to advise the Shareholders as to whether the terms are fair and reasonable, whether such contracts are in the interests of the Company and its Shareholders as a whole and as to how to vote.

CORPORATE GOVERNANCE REPORT

The Remuneration Committee's terms of reference are available on the Company's website and the website of the Stock Exchange.

As the Company was listed on the Stock Exchange on 18 December 2019, no Remuneration Committee meeting was held during the Reporting Period.

Remuneration by bands

The remuneration paid or payable to the Directors and senior management (their biographies are set out in pages 10 to 13 of this annual report) during the year ended 31 December 2019 were fell within the following bands:

Emolument band (HK\$)	Number of individuals
Nil – HK\$1,000,000	9

DIRECTORS' RESPONSIBILITY ON FINANCIAL STATEMENTS

The Directors acknowledge their responsibilities for preparing the financial statements of the Company for the financial year ended 31 December 2019.

The Directors are responsible for overseeing the preparation of financial statements of the Company with a view to ensuring that such financial statements give a true and fair view of the state of affairs of the Group and relevant statutory and regulatory requirements and applicable accounting standards are complied with.

The Board has received from the senior management the management accounts and such accompanying explanation and information as are necessary to enable the Board to make an informed assessment for approving the financial statements.

As at 31 December 2019, the Board was not aware of any material uncertainties relating to events or conditions that might cast significant doubt on the Group's ability to continue as a going concern.

The statements by external auditor, PricewaterhouseCoopers, Certified Public Accountants, about their reporting responsibility on the consolidated financial statements of the Group are set out in the independent auditor's report in pages 51 to 52 of this annual report.

RISK MANAGEMENT AND INTERNAL CONTROL

The Board acknowledges its responsibilities for maintaining an adequate risk management and internal control systems to safeguard Shareholders' investments and Company's assets and with the support of the Audit Committee, reviewing the effectiveness of such systems on an annual basis.

The internal audit department, which is independent to the Company's daily operations and accounting functions, is responsible for establishing the Group's internal control framework, covering all material controls including financial, operational and compliance controls.

The internal audit department also formulates the internal audit plan and procedures, conducts periodic independent reviews on the operations of individual divisions to identify any irregularities and risks, develops action plans and recommendations to address the identified risks, and reports to the management on any key findings and progress of the internal audit process.

The Audit Committee which comprises all the independent non-executive Directors has the duties to, among other things, review the internal control systems and procedures for compliance with the relevant accounting, financial and Listing Rules requirements.

In addition, the executive Directors have attended external continuous training sessions relating to corporate governance to further enhance their knowledge on various on-going obligations and duties of a listed issuer and its directors under the Listing Rules and the Hong Kong Code on Takeovers and Mergers.

The external auditor, in the course of their audit, obtained an understanding of internal controls relevant to the Group's preparation of consolidated financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control. Any significant deficiencies noted during the course of the audit in such internal controls relevant to audit of the Group's consolidated financial statements will be reported to the Audit Committee at least once a year. After due and careful inquiries, the Audit Committee and the Board considered the policies and procedures of internal control covering all material controls including financial, operational and compliance controls and risk management system are effective and adequate and will conduct ongoing review on the effectiveness of the system. The Audit Committee also considered, after due and careful inquiries, that the Company has complied with the internal control system and the relevant accounting, financial and Listing Rules requirements.

The risk management and internal control systems of the Group are designed to manage rather than eliminate the risk of failure to achieve business objectives, and can only provide reasonable and not absolute assurance against material misstatement or loss.

The Group complies with requirements of Securities and Futures Ordinance ("**SFO**") and the Listing Rules. The Group discloses inside information to the public as soon as reasonably practicable unless the information falls within any of the safe harbours as provided in the SFO. Before the information is fully disclosed to the public, the Group ensures the information is kept strictly confidential. If the Group believes that the necessary degree of confidentiality cannot be maintained or that confidentiality may have been breached, the Group would immediately disclose the information to the public. The Group is committed to ensure that information contained in announcements or circulars are not false or misleading as to a material fact, or false or misleading through the omission of a material fact in view of presenting information in a clear and balanced way, which requires equal disclosure of both positive and negative facts.

The Board has conducted a review of the effectiveness of the Group's internal control system and risk management functions, and is satisfied that such system are effective and adequate.

CORPORATE GOVERNANCE REPORT

EXTERNAL AUDITORS' REMUNERATION

For the year ended 31 December 2019, remuneration for the provision of audit and non-audit related services to PricewaterhouseCoopers, are listed below:

Type of Service	Amount RMB
Audit services relating to:	
Listing of shares of Company	4,420,000
Audit related services	1,470,000

JOINT COMPANY SECRETARIES

Ms. Chan Siu Yin (Ms. Chan) was appointed as a joint company secretary on 14 March 2019. She is responsible for giving advices to the Board regarding the corporate governance, ensure that the Board procedures and all applicable laws are followed, facilitating communications among Directors as well as with management.

In order to enhance the corporate Governance and ensure compliance with the Listing Rules, the laws and regulations applicable in Hong Kong, the Group also appointed Ms. Wong Sau Ping (Ms. Wong), as our joint company secretary with effect from 14 March 2019. Ms. Wong is an associate director of the Listing Services Department of TMF Hong Kong Limited, which is a global corporate services provider. Ms. Wong will provide assistance and guidance to Ms. Chan in the discharge of her duties as a joint company secretary. The primary contact person of Ms. Wong at the Company is Ms. Chan.

Pursuant to Rule 3.29 of the Listing Rules, both Ms. Chan and Ms. Wong will also attend in each financial year not less than 15 hours of relevant professional training courses to familiarise themselves with the requirements under the Listing Rules as well as other applicable Hong Kong laws and regulations.

COMMUNICATIONS WITH SHAREHOLDERS AND INVESTORS

The Company considers that effective communication with Shareholders is essential for enhancing investor relations and investors' understanding of the Group's business performance and strategies.

The Company also recognizes the importance of transparency and timely disclosure of corporate information, which will enable Shareholders and investors to make the best investment decisions.

The general meetings of the Company provide a forum for communication between the shareholders and the Board. The Chairman of the Board as well as the chairman of the Audit Committee, Nomination Committee and Remuneration Committee, or in their absence, other members of the respective committees, are available to answer questions at the shareholders' meetings.

In order to keep shareholders well informed of the business activities and direction of the Group, information about the Group has also been provided to the shareholders through financial reports and announcements.

The Company has set up a website at (www.tlpile.com) as a channel to promote communication, publishing announcements, financial information and other relevant information of the Company.

SHAREHOLDERS' RIGHTS

To safeguard Shareholders' interests and rights, separate resolutions are proposed at general meetings for each substantially separate issue, including the election of individual Directors.

Pursuant to the Listing Rules, any vote of Shareholders at a general meeting must be taken by poll. Poll results announcement will be posted on the websites of the Company and the Hong Kong Stock Exchange in the manner prescribed by the Listing Rules.

Right to convene an extraordinary general meeting and putting forward proposals

There are no provisions allowing Shareholders to propose new resolutions at the general meetings under the Companies Law of the Cayman Islands. However, Shareholders who wish to propose resolutions may follow the Articles of Association for requisitioning an extraordinary general meeting and including a resolution at such meeting. General meetings may be held in any part of the world as may be determined by the Board.

Any one or more Shareholders holding as at the date of deposit of the requisition, not less than one-tenth of the paid up capital of the Company having the right of voting at general meetings of the Company shall have the right, by written requisition to the Board or the Secretary of the Company, to require an extraordinary general meeting to be called by the Board for the transaction of any business specified in such requisition; and such meeting shall be held within two months after the deposit of such requisition. If within twenty-one days of such deposit the Board fails to proceed to convene such meeting, the requisitionist(s) himself (themselves) may do so in the same manner, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Board shall be reimbursed to the requisitionist(s) by the Company.

ENQUIRIES

Shareholders, investors and interested parties can make enquiries to the Company through the following means:

By e-mail: cindy.chan@tlpile.com
Telephone number: +86 0513 6895 1777/+852 3499 1499

CHANGE IN CONSTITUTIONAL DOCUMENTS

The Memorandum and Articles of Association have been amended and restated with effect from the Listing Date.

INDEPENDENT AUDITOR'S REPORT



羅兵咸永道

To the Shareholders of Tailam Tech Construction Holding Limited

(Incorporated in the Cayman Islands with limited liability)

OPINION

What we have audited

The consolidated financial statements of Tailam Tech Construction Holding Limited (the “**Company**”) and its subsidiaries (the “**Group**”) set out on pages 53 to 116, which comprise:

- the consolidated balance sheet as at 31 December 2019;
- the consolidated statement of comprehensive income for the year then ended;
- the consolidated statement of changes in equity for the year then ended;
- the consolidated statement of cash flows for the year then ended; and
- the notes to the consolidated financial statements, which include a summary of significant accounting policies.

Our opinion

In our opinion, the consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at 31 December 2019, and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards (“**HKFRSs**”) issued by the Hong Kong Institute of Certified Public Accountants (“**HKICPA**”) and have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

BASIS FOR OPINION

We conducted our audit in accordance with Hong Kong Standards on Auditing (“**HKSAs**”) issued by the HKICPA. Our responsibilities under those standards are further described in the Auditor’s Responsibilities for the Audit of the Consolidated Financial Statements section of our report.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Independence

We are independent of the Group in accordance with the HKICPA’s Code of Ethics for Professional Accountants (the “**Code**”), and we have fulfilled our other ethical responsibilities in accordance with the Code.

KEY AUDIT MATTERS

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

The key audit matter identified in our audit is related to the impairment assessment of trade receivables.

Key Audit Matter	How our audit addressed the Key Audit Matter
<p>Impairment assessment of trade receivables</p> <p>Refer to Note 3.10 "Impairment of financial assets", Note 4.1.3 "Credit risk", Note 5 "Critical accounting estimates and judgements" and Note 21 "Trade and other receivables" to the consolidated financial statements.</p> <p>The Group's trade receivables amounted to RMB124 million before the allowance for bad and doubtful debts of RMB1 million as at 31 December 2019. A reversal of provision for bad and doubtful debts of RMB1.9 million was credited to profit or loss during the year ended 31 December 2019.</p> <p>Loss allowances for trade receivables are based on management's estimate of the lifetime expected credit losses ("ECL") to be incurred, which is estimated by taking into account the historical default rate of customers, with an adjustment to reflect both the current conditions and forward-looking information. The historical default rate of customers is calculated based on the historical credit loss experience of customers, past collection and other relevant data. We identified this as a key audit matter because the carrying amount of trade receivables is significant to the consolidated financial statements and the impairment assessment of trade receivables required significant management judgement and estimates.</p>	<p>In responding to the impairment assessment of trade receivables, we performed the following procedures:</p> <ul style="list-style-type: none"> – Understood, evaluated and tested management's key controls over credit risk assessment, debt collection and estimation of expected credit losses; – Evaluated the appropriateness of the historical period selected by management for tracking of revenue settlement and the determination of shared credit risk characteristics based on knowledge of the construction industry and the Group's historical average write-off experience. Tested on a sample basis the reliability of key data used to calculate the historical default rate of customers including historical credit loss experience of customers, past collection and other relevant data; – Assessed and evaluated the reasonableness of the factors used in making forward-looking estimation, including changes to future macroeconomic indicators, construction industry developments and customer portfolios; and – Checked the mathematical accuracy of the ECL calculation. <p>Based on the procedures performed and evidence obtained, we found management's judgement and estimates used in relation to the impairment assessment of trade receivables were supported by available evidence.</p>

INDEPENDENT AUDITOR'S REPORT

OTHER INFORMATION

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

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

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

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

RESPONSIBILITIES OF DIRECTORS AND THE AUDIT COMMITTEE FOR THE CONSOLIDATED FINANCIAL STATEMENTS

The directors of the Company are responsible for the preparation of the consolidated financial statements that give a true and fair view in accordance with HKFRSs issued by the HKICPA and the disclosure requirements of the Hong Kong Companies Ordinance, and for such internal control as the directors determine is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, the directors are responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the Group or to cease operations, or have no realistic alternative but to do so.

The Audit Committee is responsible for overseeing the Group's financial reporting process.

AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS

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

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

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.
- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the Group audit. We remain solely responsible for our audit opinion.

INDEPENDENT AUDITOR'S REPORT

We communicate with the Audit Committee regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide the Audit Committee with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with the Audit Committee, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

The engagement partner on the audit resulting in this independent auditor's report is Chu Wang Hay.

PricewaterhouseCoopers
Certified Public Accountants

Hong Kong, 31 March 2020

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

For the year ended 31 December 2019

	Note	Year ended 31 December	
		2019 RMB'000	2018 RMB'000
Revenue	7	541,070	454,190
Cost of sales	8	(457,908)	(374,722)
Gross profit		83,162	79,468
Selling and marketing expenses	8	(1,674)	(3,401)
Administrative expenses	8	(46,156)	(26,626)
Reversal of impairment losses/(Impairment losses) on financial assets, net	8	1,851	(398)
Other income – net	10	161	482
Other gains/(losses) – net	11	550	(437)
Operating profit		37,894	49,088
Finance costs – net	12	(2,419)	(1,970)
Profit before income tax		35,475	47,118
Income tax expense	13	(10,180)	(13,095)
Profit for the year		25,295	34,023
Profit attributable to:			
– Owners of the Company		24,949	31,297
– Non-controlling interests		346	2,726
		25,295	34,023
Profit for the year		25,295	34,023
Other comprehensive income			
– Currency translation differences		(1,701)	(3,248)
Total comprehensive income for the year		23,594	30,775
Total comprehensive income attributable to:			
– Owners of the Company		23,248	28,049
– Non-controlling interests		346	2,726
		23,594	30,775
Earnings per share (expressed in RMB per share)			
– Basic and diluted	14	0.08	0.10

The notes on pages 59 to 116 are an integral part of these financial statements.

CONSOLIDATED BALANCE SHEET

As at 31 December 2019

	Note	As at 31 December	
		2019 RMB'000	2018 RMB'000
Assets			
Non-current assets			
Property, plant and equipment	16	50,327	33,410
Intangible assets	17	121	155
Right-of-use assets	18	12,505	12,511
Deferred income tax assets	31	1,093	1,994
		64,046	48,070
Current assets			
Inventories	20	18,793	29,044
Trade and other receivables	21	167,730	138,505
Restricted cash	23	3,431	1,410
Cash and cash equivalents	22	84,553	33,566
		274,507	202,525
Total assets		338,553	250,595
Equity			
Equity attributable to owners of the Company			
Share capital	25	3,584	–
Share premium	25	161,574	–
Other reserves	26	(19,315)	13,833
Retained earnings		63,379	41,913
		209,222	55,746
Non-controlling interests		–	10,532
Total equity		209,222	66,278
Liabilities			
Non-current liabilities			
Lease liabilities	24	257	–

CONSOLIDATED BALANCE SHEET

As at 31 December 2019

	Note	As at 31 December	
		2019 RMB'000	2018 RMB'000
Current liabilities			
Trade and other payables	28	81,312	65,455
Loans from controlling shareholder	29	1,216	71,865
Contract liabilities	7(b)	5,853	5,953
Current income tax liabilities		2,155	7,976
Borrowings	30	38,500	33,000
Obligations under finance leases	27	–	68
Lease liabilities	24	38	–
		129,074	184,317
Total liabilities		129,331	184,317
Total equity and liabilities		338,553	250,595

The notes on pages 59 to 116 are an integral part of these financial statements.

The consolidated financial statements on pages 53 to 116 were approved by the Board of Directors on 31 March 2020 and were signed on its behalf.

Wong Han Yu Alice
Director

Jiang Yin Juan
Director

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the year ended 31 December 2019

	Attributable to owners of the Company						Non-controlling interests RMB'000	Total equity RMB'000
	Note	Share capital	Share premium	Other reserves	Retained earnings	Total		
		RMB'000 (Note 25)	RMB'000	RMB'000 (Note 26)	RMB'000	RMB'000		
Balance at 1 January 2018		-	-	9,841	14,302	24,143	(640)	23,503
Comprehensive income								
Profit for the year		-	-	-	31,297	31,297	2,726	34,023
Other comprehensive income								
Currency translation differences		-	-	(3,248)	-	(3,248)	-	(3,248)
Total comprehensive income		-	-	(3,248)	31,297	28,049	2,726	30,775
Transactions with owners of the Company								
Capital injection from non-controlling interests	35(a)	-	-	3,554	-	3,554	8,446	12,000
Appropriation of statutory reserves		-	-	3,686	(3,686)	-	-	-
		-	-	7,240	(3,686)	3,554	8,446	12,000
Balance at 31 December 2018		-	-	13,833	41,913	55,746	10,532	66,278

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the year ended 31 December 2019

	Note	Attributable to owners of the Company						Total equity RMB'000
		Share capital	Share premium	Other reserves	Retained earnings	Total	Non-controlling interests	
		RMB'000 (Note 25)	RMB'000	RMB'000 (Note 26)	RMB'000	RMB'000	RMB'000	
Balance at 1 January 2019		–	–	13,833	41,913	55,746	10,532	66,278
Comprehensive income								
Profit for the year		–	–	–	24,949	24,949	346	25,295
Other comprehensive income								
Currency translation differences		–	–	(1,701)	–	(1,701)	–	(1,701)
Total comprehensive income		–	–	(1,701)	24,949	23,248	346	23,594
Transactions with owners of the Company								
Repurchase of shares of a subsidiary from non-controlling interests	35(b)	–	–	(14,373)	–	(14,373)	(10,878)	(25,251)
Effect of the Reorganization	1.2(f), 26(b)	170	70,555	(70,725)	–	–	–	–
Capital contribution from a Pre-IPO Investor	25(a)	12	17,142	–	–	17,154	–	17,154
Proceeds from issuance of shares during the initial public offering (the "IPO")	25(c)	710	91,844	–	–	92,554	–	92,554
Issue of shares pursuant to the Capitalization	25(b)	2,692	(2,692)	–	–	–	–	–
Listing expenses charged to share premium		–	(15,275)	–	–	(15,275)	–	(15,275)
Effect of waiver of loan from controlling shareholder	26(c)	–	–	50,168	–	50,168	–	50,168
Appropriation of statutory reserves		–	–	3,483	(3,483)	–	–	–
		3,584	161,574	(31,447)	(3,483)	130,228	(10,878)	119,350
Balance at 31 December 2019		3,584	161,574	(19,315)	63,379	209,222	–	209,222

The notes on pages 59 to 116 are an integral part of these financial statements.

CONSOLIDATED STATEMENT OF CASH FLOWS

For the year ended 31 December 2019

	Note	Year ended 31 December	
		2019 RMB'000	2018 RMB'000
Operating activities			
Cash generated from operating activities	33	38,202	30,665
Income tax paid		(15,100)	(10,553)
Net cash generated from operating activities		23,102	20,112
Investing activities			
Purchase of property, plant and equipment		(21,933)	(6,736)
Purchase of intangible assets		–	(157)
Acquisition of land use rights and right-of-use assets		(706)	(732)
Proceeds from disposal of property, plant and equipment		380	55
Net cash used in investing activities		(22,259)	(7,570)
Financing activities			
Receipt of loans from controlling shareholder		9,969	5,225
Repayment of loans to controlling shareholder		30,450	(11,860)
Repayment of loans to a shareholder of a subsidiary		–	(23)
Professional expenses paid in connection with issuance of new shares during the listing process		(14,339)	(3,725)
Proceeds from bank borrowings		63,800	42,000
Repayments of bank borrowings		(58,300)	(34,000)
Capital injection from non-controlling interests	35(a)	–	12,000
Dividend paid		–	(44)
Interest paid		(2,795)	(2,215)
Capital contribution from a Pre-IPO Investor of the Company	25(a)	17,154	–
Repurchase of shares of a subsidiary from non-controlling interests	35(b)	(25,251)	–
Lease payments (including interest paid)		(470)	(386)
Proceeds from issuance of shares during the IPO		92,554	–
Net cash generated from financing activities		51,872	6,972
Net increase in cash and cash equivalents		51,120	19,514
Cash and cash equivalents at beginning of the year		33,566	14,078
Effect of exchange rate changes on cash and cash equivalents		(133)	(26)
Cash and cash equivalents at end of the year		84,553	33,566

The notes on pages 59 to 116 are an integral part of these financial statements.

1 GENERAL INFORMATION AND REORGANIZATION

1.1 General information

The Company was incorporated in the Cayman Islands on 7 March 2019 as an exempted company with limited liability under the Companies Law (Cap. 22, Law 3 of 1961 as consolidated and revised) of the Cayman Islands. The address of the Company's registered office is Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman, KY-1111, Cayman Islands.

The Company is an investment holding company and its subsidiaries are principally engaged in the manufacturing and sale of pre-stressed high-strength concrete piles (the "**PHC piles**") and commercial concrete (the "**Listing Business**") in the People's Republic of China (the "**PRC**").

Ms. Wong Han Yu Alice ("**Ms. Wong**") is the ultimate controlling shareholder of the Company.

The Company's shares have been listed on the Main Board of The Stock Exchange of Hong Kong Limited (the "**Listing**") since 18 December 2019.

The consolidated financial statements are presented in Renminbi ("**RMB**"), unless otherwise stated. The consolidated financial statements were approved for issue by the board of directors of the Company on 31 March 2020.

1.2 Reorganization

Prior to the incorporation of the Company and the completion of the reorganization (the "**Reorganization**"), the Listing Business was principally operated in the PRC by Jiangsu Tailam Construction Co., Ltd. (formerly known as Jiangsu Tailam Co., Ltd.) ("**Jiangsu Tailam**"), which was a non-wholly owned subsidiary of Tailam Group Holdings Limited ("**Tailam Hong Kong**"). Tailam Hong Kong is an investment holding company incorporated in Hong Kong controlled by Ms. Wong.

In preparation for the Listing, the Reorganization was undertaken pursuant to which Tailam Hong Kong and its subsidiaries were transferred to the Group by way of the following steps:

- (a) On 17 September 2018, Jiangsu Tailam was delisted from NEEQ. After delisting from the NEEQ, Jiangsu Tailam undertook a capital reduction by repurchasing 2,208,333 shares and 2,000,000 shares from Shenzhen Rongxin Investment Management Co., Ltd. and an independent individual at consideration of RMB13,249,998 and RMB12,000,000 respectively. Tailam Hong Kong became the only shareholder of Jiangsu Tailam when the capital reduction was completed on 25 January 2019 and was converted into a wholly foreign owned enterprise.
- (b) On 4 September 2018, the members and board of directors of Tailam Hong Kong resolved the sub-division of each ordinary share in the issued share capital of Tailam Hong Kong into 100 ordinary shares. Accordingly, Tailam Hong Kong allotted and issued a total of 9,900,000 ordinary shares to the then existing shareholders. 7,900,200 ordinary shares, 831,600 ordinary shares, 300,960 ordinary shares, 99,000 ordinary shares, 99,000 ordinary shares and 669,240 ordinary shares were issued to Ms. Wong, Mr. Wang Chao Hong, Mr. Wong Leung Yau, Ms. Wong Chiu Ling, Ms. Wong Yu Ting and Ms. Grace Cynthia Dewi Widjaja, respectively.

NOTES TO FINANCIAL STATEMENTS

For the year ended 31 December 2019

1 GENERAL INFORMATION AND REORGANIZATION (Continued)

1.2 Reorganization (Continued)

- (c) On 5 September 2018, the third party individual Mr. Lam Ting Tung transferred his entire equity interest in Tailam Hong Kong to Ms. Wong at a consideration of RMB15,900,000, Ms. Wong's uncle, Mr. Wang Liangmin transferred his entire equity interest in Tailam Hong Kong to his son Mr. Wangong Chao Hong at a consideration of HK\$8,400, and on 16 October 2018, the third party individual Mr. Andre Widjaja transferred his entire equity interest in Tailam Hong Kong to his sister Ms. Grace Cynthia Dewi Widjaja without consideration.
- (d) On 7 March 2019, the Company was incorporated in the Cayman Islands with an authorised share capital of HK\$380,000 divided into 38,000,000 shares with a par value of HK\$0.01 each. Upon incorporation, one share was allotted to an initial subscriber as fully paid at par value of HK\$0.01. On the same date, the initial subscriber transferred its one share to Ms. Wong. The Company further allotted and issued 7,979 shares, 840 shares, 304 shares, 100 shares, 100 share and 676 shares to the investment holding companies owned by Ms. Wong, Mr. Wang Chao Hong, Mr. Wong Leung Yau, Ms. Wong Chiu Ling, Ms. Wong Yu Ting and Ms. Grace Cynthia Dewi Widjaja (collectively, the "**Allottees**"), respectively, at a consideration of HK\$0.01 for each share. Upon the completion of such share transfer and allotments, the Company was beneficially owned by Ms. Wong, Mr. Wang Chao Hong, Mr. Wong Leung Yau, Ms. Wong Chiu Ling, Ms. Wong Yu Ting and Ms. Grace Cynthia Dewi Widjaja as to 79.8%, 8.4%, 3.04%, 1%, 1% and 6.76% respectively.
- (e) On 15 March 2019, Tailam Investment Holdings Ltd. ("**Tailam Investment Holdings**") was incorporated in the British Virgin Islands (the "**BVI**") with an authorised share capital of US\$50,000 divided into 50,000 shares with a par value of US\$1 each. Upon incorporation, one share was allotted and issued to an initial subscriber at par value of US\$1 as fully paid, which was transferred to the Company on the same date at the same consideration. Tailam Investment Holdings was then wholly owned by the Company.
- (f) On 21 March 2019, Tailam Investment Holdings acquired the entire equity interest of Tailam Hong Kong from Ms. Wong, Mr. Wang Chao Hong, Mr. Wong Leung Yau, Ms. Wong Chiu Ling, Ms. Wong Yu Ting and Ms. Grace Cynthia Dewi Widjaja, with the consideration being satisfied by the Company allotting and issuing an aggregate of 19,990,000 shares to the Allottees as described in (d) above.

After the completion of the Reorganization, the Company became the holding company of the Group.

2 BASIS OF PRESENTATION

Immediately prior to and after the Reorganization, the Listing Business has been conducted by Jiangsu Tailam which is controlled by Ms. Wong. Pursuant to the Reorganization, the Listing Business was transferred to and held by the Company. The Company has not been involved in any other business prior to the Reorganization and does not meet the definition of a business. The Reorganization is merely a Reorganization of the Listing Business with no change in management of such business and the ultimate owner of the Listing Business remains the same. Accordingly, the consolidated financial statements of the Group have been prepared and presented using the carrying values of the assets, liabilities and operating results of the Listing Business for all the years presented.

Inter-company transactions, balances and unrealized gains/losses on transactions between the companies now comprising the Group are eliminated on consolidation.

3 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

3.1 Basis of preparation

The consolidated financial statements have been prepared in accordance with Hong Kong Financial Reporting Standards (“**HKFRS**”) issued by the HKICPA and the disclosure requirements of the Hong Kong Companies Ordinance Cap. 622 as set out below. The consolidated financial statements have been prepared under the historical cost convention.

The preparation of the consolidated financial statements in conformity with HKFRS requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the Group’s accounting policies. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the consolidated financial statements are disclosed in Note 5.

(i) New and amended standards adopted by the group

The group has applied the following standards and amendments for the first time for their annual reporting period commencing 1 January 2019:

- HKFRS 16 Leases
- Prepayment Features with Negative Compensation – Amendments to HKFRS 9
- Long-term Interests in Associates and Joint Ventures – Amendments to HKAS 28
- Annual Improvements to HKFRS Standards 2015–2017 Cycle
- Plan Amendment, Curtailment or Settlement – Amendments to HKAS 19
- Interpretation 23 Uncertainty over Income Tax Treatments.

The group also elected to adopt the following amendments early.

- Definition of Material – Amendments to HKAS 1 and HKAS 8.

NOTES TO FINANCIAL STATEMENTS

For the year ended 31 December 2019

3 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

3.1 Basis of preparation (Continued)

(i) New and amended standards adopted by the group (Continued)

The group had to change its accounting policies as a result of adopting HKFRS 16. The group elected to adopt the new rules retrospectively but recognised the cumulative effect of initially applying the new standard on 1 January 2019. This is disclosed in note 3(ii). Most of the other amendments listed above did not have any impact on the amounts recognised in prior periods and are not expected to significantly affect the current or future periods.

(ii) New Standards, amendments and interpretations not yet adopted by the Group

Standards, amendments and interpretations that have been issued but not yet effective for the financial year beginning 1 January 2019 and not been early adopted by the Group as of the reporting period are as follows:

		Effective for reporting periods beginning on or after
HKFRS 17 (ii)	Insurance Contracts	1 January 2021
Conceptual framework for financial reporting 2018 (ii)	Revised Conceptual Framework for Financial Reporting	1 January 2020
Amendments to HKAS 1 and HKAS 8 (ii)	Definition of Material	1 January 2020
Amendments to HKFRS 3 (ii)	Definition of a Business	1 January 2020

(iii) Changes in accounting policy

HKFRS 16 “Leases”

The Group is a lessee of properties and transportation equipment which were classified as operating leases in the past. As at 31 December 2018, the Group had non-cancellable operating lease commitments of approximately RMB1,046,000, which were not reflected in the consolidated balance sheets. HKFRS 16 provides new provisions for the accounting treatment of leases and will in the future no longer allow lessees to recognise certain leases outside the balance sheets. Instead, operating leases must be recognised in the form of an asset (for the right of use) and a lease liability (for the payment obligation). Short-term leases of less than twelve months and leases of low-value assets are exempted from the recognition. The new standard will therefore result in an increase in assets and liabilities in the consolidated balance sheets. As for the financial impact on profit or loss, the operating lease expense will decrease, while depreciation and amortisation and the interest expense will increase.

The Group has adopted HKFRS 16 from 1 January 2019 retrospectively, but has not restated the comparatives for the year ended 31 December 2018 as permitted under the specific transitional provisions in the standard. The reclassifications and the adjustments arising from the new leasing rules are therefore recognised in the opening consolidated balance sheet on 1 January 2019.

3 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

3.1 Basis of preparation (Continued)

(iii) Changes in accounting policy (Continued)

HKFRS 16 "Leases" (Continued)

Upon adoption of HKFRS 16, the Group recognised lease liabilities in relation to leases which had previously been classified as "operating leases" under the principles of HKAS 17 Leases. These liabilities were measured at the present value of the remaining lease payments, discounted using the lessee's incremental borrowing rate as at 1 January 2019. The weighted average lessee's incremental borrowing rate applied to the lease liabilities on 1 January 2019 was 6.61%.

For leases previously classified as finance leases, the entity recognised the carrying amount of the lease asset and lease liability immediately before transition as the carrying amount of the right of use asset and the lease liability at the date of initial application.

	RMB'000
Operating lease commitments at 31 December 2018	1,046
(Less): short-term leases recognised on a straight-line basis as expense	(279)
	767
Discounted using the lessee's incremental borrowing rate at the date of initial application	654
Lease liabilities recognised as at 1 January 2019	654
Of which:	
Current lease liabilities	397
Non-current lease liabilities	257
	654

The right-of-use assets were measured at the amount equal to the lease liabilities, adjusted by the amount of any prepaid or accrued lease payments relating to those leases recognised in the balance sheet as at 31 December 2018. There were no onerous lease contracts that would have required an adjustment to the right-of-use assets at the date of initial application.

NOTES TO FINANCIAL STATEMENTS

For the year ended 31 December 2019

3 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

3.1 Basis of preparation (Continued)

(iii) Changes in accounting policy (Continued)

The recognised right-of-use assets relate to the following types of assets:

	As at 1 January 2019 RMB'000
Land use rights	12,511
Transportation equipment	1,170
Properties	54
<hr/>	
Total right-of-use assets	13,735

The change in accounting policy affected the following items on the balance sheet on 1 January 2019:

- right-of-use assets – increase by RMB13,735,000
- prepayments – decrease by RMB52,000
- lease liabilities – increase by RMB654,000

The net impact on retained earnings on 1 January 2019 was nil.

In applying HKFRS 16 for the first time, the group has used the following practical expedients permitted by the standard:

- the use of a single discount rate to a portfolio of leases with reasonably similar characteristics;
- reliance on previous assessments on whether leases are onerous;
- the accounting for operating leases with a remaining lease term of less than 12 months as at 1 January 2019 as short-term leases;
- the exclusion of initial direct costs for the measurement of the right-of-use asset at the date of initial application; and
- the use of hindsight in determining the lease term where the contract contains options to extend or terminate the lease.

3 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

3.1 Basis of preparation (Continued)

(iii) Changes in accounting policy (Continued)

The Group has also elected not to reassess whether a contract is, or contains a lease at the date of initial application. Instead, for contracts entered into before the transition date the Group relied on its assessment made applying HKAS 17 and HK(FRIC) 4 *Determining whether an Arrangement contains a Lease*.

(iv) The Group has already commenced an assessment of the impact of these new or revised standards and amendments, certain of which are relevant to the Group's operations. According to the preliminary assessment made by the directors, no significant impact on the financial performance and position of the Group is expected when they become effective.

3.2 Subsidiaries

3.2.1 Consolidation

A subsidiary is an entity (including a structured entity) over which the Group has control. The Group controls an entity when the Group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. Subsidiaries are consolidated from the date on which control is transferred to the Group. They are deconsolidated from the date that control ceases.

Business combinations

The acquisition method of accounting is used to account for all business combinations, regardless of whether equity instruments or other assets are acquired. The consideration transferred for the acquisition of a subsidiary comprises the:

- fair values of the assets transferred;
- liabilities incurred to the former owners of the acquired business;
- equity interests issued by the group;
- fair value of any asset or liability resulting from a contingent consideration arrangement; and
- fair value of any pre-existing equity interest in the subsidiary.

Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are, with limited exceptions, measured initially at their fair values at the acquisition date. The group recognises any non-controlling interest in the acquired entity on an acquisition-by-acquisition basis either at fair value or at the non-controlling interest's proportionate share of the acquired entity's net identifiable assets.

Acquisition-related costs are expensed as incurred.

NOTES TO FINANCIAL STATEMENTS

For the year ended 31 December 2019

3 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

3.2 Subsidiaries (Continued)

3.2.1 Consolidation (Continued)

Business combinations (Continued)

The excess of the

- consideration transferred;
- amount of any non-controlling interest in the acquired entity; and
- acquisition-date fair value of any previous equity interest in the acquired entity

over the fair value of the net identifiable assets acquired is recorded as goodwill. If those amounts are less than the fair value of the net identifiable assets of the business acquired, the difference is recognised directly in profit or loss as a bargain purchase.

Where settlement of any part of cash consideration is deferred, the amounts payable in the future are discounted to their present value as at the date of exchange. The discount rate used is the entity's incremental borrowing rate, being the rate at which a similar borrowing could be obtained from an independent financier under comparable terms and conditions. Contingent consideration is classified either as equity or a financial liability. Amounts classified as a financial liability are subsequently remeasured to fair value with changes in fair value recognised in profit or loss.

If the business combination is achieved in stages, the acquisition date carrying value of the acquirer's previously held equity interest in the acquiree is remeasured to fair value at the acquisition date. Any gains or losses arising from such remeasurement are recognised in profit or loss

Changes in ownership interests in subsidiaries without change of control

Transaction with non-controlling interests that do not result in a loss of control are accounted for as equity transactions – that is, as transactions with the owners of the subsidiary in their capacity as owners. The difference between fair value of any consideration paid and the relevant share acquired of the carrying amount of net assets of the subsidiary is recorded in equity. Gains or losses on disposal to non-controlling interests are also recorded in equity.

3.2.2 Separate financial statements

Investments in subsidiaries are accounted for at cost less impairment. Cost includes direct attributable costs of investment. The results of subsidiaries are accounted for by the Company on the basis of dividend received and receivable.

Impairment testing of the investments in subsidiaries is required upon receiving a dividend from these investments if the dividend exceeds the total comprehensive income of the subsidiary in the year the dividend is declared or if the carrying amount of the investment in the separate financial statements exceeds the carrying amount in the consolidated financial statements of the investee's net assets including goodwill.

3 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

3.3 Segment reporting

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

3.4 Foreign currency translation

(a) Functional and presentation currency

Items included in the financial statements of each of the Group’s entities are measured using the currency of the primary economic environment in which the entity operates (the “**functional currency**”). The consolidated financial statements are presented in RMB, which is the Company’s functional and the Group’s presentation currency.

(b) Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions or valuation where items are re-measured. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at year-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in profit or loss.

Foreign exchange gains and losses are presented in profit or loss within “other gains/(losses) – net”.

(c) Group companies

The results and financial position of all the group entities (none of which has the currency of a hyper-inflationary economy) that have a functional currency different from the presentation currency are translated into the presentation currency as follows:

- i. assets and liabilities are translated at the closing rate at the date of each balance sheet;
- ii. income and expenses are translated at average exchange rates (unless this average is not a reasonable approximation of the cumulative effect of the rates prevailing on the transaction dates, in which case income and expenses are translated at the rate on the dates of the transactions); and
- iii. all resulting currency translation differences are recognised in other comprehensive income.

Goodwill and fair value adjustments arising on the acquisition of a foreign entity are treated as assets and liabilities of the foreign entity and translated at the closing rate. Currency translation differences arising are recognised in other comprehensive income.

NOTES TO FINANCIAL STATEMENTS

For the year ended 31 December 2019

3 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

3.5 Property, plant and equipment

Property, plant and equipment is stated at historical cost less depreciation. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. The carrying amount of the replaced part is derecognised. All other repairs and maintenance are charged to profit or loss during the financial year in which they are incurred.

Depreciation on other assets is calculated using the straight-line method to allocate their cost to their residual values over their estimated useful lives, as follows:

- Buildings	10–20 years
- Transportation equipment	4 years
- Office equipment	3–10 years
- Machinery	5–10 years

The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at the end of each reporting period.

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount.

Gains and losses on disposal are determined by comparing the proceeds with the carrying amount and are recognised within "other gains/(losses) – net" in profit or loss.

Construction in progress represents properties under construction and is stated at cost less accumulated impairment losses. This includes cost of construction and other direct costs. Construction in progress is not depreciated until such time as the assets are completed and are ready for operational use.

3 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

3.6 Intangible assets

(i) Computer software

Acquired computer software licences are capitalized on the basis of the costs incurred to acquire and bring to use the specific software. These costs are amortised over their estimated useful lives of 5 years.

(ii) Research and development

Research and Development costs that are directly attributable to the design and testing of identifiable and unique products are recognised as intangible assets where the following criteria are met:

- it is technically feasible to complete the products so that it will be available for sale in future;
- management intends to complete the products and use or sell it;
- there is an ability to use or sell the products;
- it can be demonstrated how the products will generate probable future economic benefits;
- adequate technical, financial and other resources to complete the development and to use or sell the products are available, and
- the expenditure attributable to the products during its development can be reliably measured.

Other development expenditure that do not meet these criteria are recognised as an expense as incurred. Development costs previously recognised as an expense are not recognised as an asset in a subsequent period.

Capitalised development costs are recorded as intangible assets and amortised from the point at which the asset is ready for use.

3.7 Land use rights

The Group's interests in land use rights represent prepaid operating lease payments, which are amortised over the lease terms of 50 years using the straight-line method.

3.8 Impairment of non-financial assets

Intangible assets that have an indefinite useful life or intangible assets not ready to use are not subject to amortisation and are tested annually for impairment. Assets that are subject to amortisation are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs of disposal and value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash flows (cash-generating units). Non-financial assets other than goodwill that suffered an impairment are reviewed for possible reversal of the impairment at each reporting date.

NOTES TO FINANCIAL STATEMENTS

For the year ended 31 December 2019

3 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

3.9 Financial assets

3.9.1 Classification

The Group classifies its financial assets in the following categories:

- those to be measured subsequently at fair value (either through other comprehensive income or through profit or loss), and
- those to be measured at amortised cost.

The classification depends on the entity's business model for managing the financial assets and the contractual terms of the cash flows.

For assets measured at fair value, gains and losses will either be recorded in profit or loss or other comprehensive income. For investments in debt instruments, this will depend on the business model in which the investment is held. For investments in equity instruments, this will depend on whether the Group has made an irrevocable election at the time of initial recognition to account for the equity investment at fair value through other comprehensive income.

See Note 19 for details about each type of financial assets.

The Group reclassifies debt investments when and only when its business model for managing those assets changes.

3.9.2 Recognition and measurement

At initial recognition, the Group measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss, transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at fair value through profit or loss are expensed in profit or loss.

Financial assets with embedded derivatives are considered in their entirety when determining whether their cash flows are solely payment of principal and interest.

Debt instruments

Subsequent measurement of debt instruments depends on the Group's business model for managing the asset and the cash flow characteristics of the asset. There are three measurement categories into which the Group classifies its debt instruments:

- **Amortised cost:** Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortised cost. A gain or loss on a debt investment that is subsequently measured at amortised cost and is not part of a hedging relationship is recognised in profit or loss when the asset is derecognised or impaired. Interest income from these financial assets is included in finance income using the effective interest rate method.

3 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

3.9 Financial assets (Continued)

3.9.2 Recognition and measurement (Continued)

Debt instruments (Continued)

- Fair value through other comprehensive income: Assets that are held for collection of contractual cash flows and for sale, where the assets' cash flows represent solely payments of principal and interest, are measured at fair value through other comprehensive income (OCI). Movements in the carrying amount are taken through OCI, except for the recognition of impairment losses or gains on reversal of impairment losses, interest revenue and foreign exchange gains and losses which are recognised in profit and loss. When the financial asset is derecognised, the cumulative gain or loss previously recognised in OCI is reclassified from equity to profit or loss and recognised in 'other gains/(losses) – net'. Interest income from these financial assets is included in finance income using the effective interest rate method.
- Fair value through profit or loss: Assets that do not meet the criteria for amortised cost or financial assets at fair value through OCI are measured at fair value through profit or loss. A gain or loss on a debt investment that is subsequently measured at fair value through profit or loss and is not part of a hedging relationship is recognised in profit or loss and presented net in the consolidated statements of comprehensive income.

Equity instruments

The Group measures all equity investments at fair value. Where the Group's management has elected to present fair value gains and losses on equity investments in OCI, there is no subsequent reclassification of fair value gains and losses to profit or loss. Dividends from such investments continue to be recognised in profit or loss as "other income – net" when the Group's right to receive payments is established. Changes in the fair value of financial assets at fair value through profit or loss are recognised in "fair value gains on financial assets at fair value through profit or loss" in profit or loss as applicable.

Impairment losses (and reversal of impairment losses) on equity investments measured at financial assets at fair value through OCI are not reported separately from other changes in fair value.

3.10 Impairment of financial assets

The Group assesses on a forward looking basis the expected credit losses associated with its assets carried at amortised cost and financial assets at fair value through other comprehensive income. The impairment methodology applied depends on whether there has been a significant increase in credit risk.

For trade receivables only, the Group applies the simplified approach permitted by HKFRS 9, which requires expected lifetime losses to be recognised from initial recognition of the receivables. The Group uses practical expedients when estimating life time expected losses on trader receivables, which is calculated using a provision matrix where a fixed provision rate applies depending on the number of days that a trade receivable is outstanding.

NOTES TO FINANCIAL STATEMENTS

For the year ended 31 December 2019

3 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

3.11 Inventories

Inventories are stated at the lower of cost and net realizable value. Cost is determined using the first-in, first-out (FIFO) method. Net realizable value is the estimated selling price in the ordinary course of business, less applicable variable selling expenses.

3.12 Trade, notes and other receivables

Trade receivables are amounts due from customers for merchandise sold or services performed in the ordinary course of business. If collection of trade and other receivables is expected in one year or less (or in the normal operating cycle of the business if longer), they are classified as current assets. If not, they are presented as non-current assets.

Trade, notes and other receivables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method, less allowance for impairment.

3.13 Contract liabilities

Upon entering into a contract with a customer, the Group obtains right to receive consideration from the customer and assumes performance obligations to transfer goods to the customer. The combination of those rights and obligations give rise to a net asset or a net liability depending on the relationship between the remaining rights and the performance obligation. Contract liabilities are recognised for goods to be transferred to customers represented by the excess of consideration received from the customers according to agreed customer billing schedules over cumulative revenue recognised.

3.14 Cash and cash equivalents, restricted cash

In the consolidated statements of cash flows, cash and cash equivalents include cash in hand, deposits held at call with banks. Bank deposits which are restricted to use are included in "restricted cash" on the consolidated balance sheets.

3.15 Trade and other payables

Trade payables are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers. Trade payables are classified as current liabilities if payment is due within one year or less (or in the normal operating cycle of the business if longer). If not, they are presented as non-current liabilities.

Trade and other payables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method.

3 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

3.16 Borrowings

Borrowings are recognised initially at fair value, net of transaction costs incurred. Borrowings are subsequently carried at amortised cost; any difference between the proceeds (net of transaction costs) and the redemption value is recognised in profit or loss over the period of the borrowings using the effective interest method.

Fees paid on the establishment of loan facilities are recognised as transaction costs of the loan to the extent that it is probable that some or all of the facility will be drawn down. In this case, the fee is deferred until the draw-down occurs. To the extent there is no evidence that it is probable that some or all of the facility will be drawn down, the fee is capitalized as a pre-payment for liquidity services and amortised over the period of the facility to which it relates.

Borrowings are classified as current liabilities unless the Group has an unconditional right to defer settlement of the liability for at least twelve months after the end of the reporting period.

3.17 Borrowing costs

General and specific borrowing costs that are directly attributable to the acquisition, construction or production of a qualifying asset are capitalised during the period of time that is required to complete and prepare the asset for its intended use or sale. Qualifying assets are assets that necessarily take a substantial period of time to get ready for their intended use or sale.

Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation.

Other borrowing costs are expensed in the year in which they are incurred.

3.18 Current and deferred income tax

The income tax expense for the year comprises current and deferred tax. Tax is recognised in the consolidated income statement, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case, the tax is also recognised in other comprehensive income or directly in equity, respectively.

(a) Current income tax

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the balance sheet date in the countries where the Company's subsidiaries operate and generate taxable income. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

NOTES TO FINANCIAL STATEMENTS

For the year ended 31 December 2019

3 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

3.18 Current and deferred income tax (Continued)

(b) Deferred income tax

Inside basis differences

Deferred income tax is recognised, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the consolidated financial statements. However, deferred tax liabilities are not recognised if they arise from the initial recognition of goodwill. The deferred income tax is not accounted for if it arises from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting nor taxable profit nor loss. Deferred income tax is determined using tax rates (and laws) that have been enacted or substantively enacted by the balance sheet date and are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled.

Deferred income tax assets are recognised only to the extent that it is probable that future taxable profit will be available against which the temporary differences can be utilised.

Outside basis differences

Deferred income tax liabilities are provided on taxable temporary differences arising from investments in subsidiaries, except for deferred income tax liability where the timing of the reversal of the temporary difference is controlled by the Group and it is probable that the temporary difference will not reverse in the foreseeable future.

Deferred income tax assets are recognised on deductible temporary differences arising from investments in subsidiaries only to the extent that it is probable the temporary difference will reverse in the future and there is sufficient taxable profit available against which the temporary difference can be utilised.

(c) Offsetting

Deferred income tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets against current tax liabilities and when the deferred income tax assets and liabilities relate to income taxes levied by the same taxation authority on either the taxable entity or different taxable entities where there is an intention to settle the balances on a net basis.

3 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

3.19 Employee benefits

(a) Pension obligations

The Group only operate defined contribution pension plans. In accordance with the rules and regulations in the PRC, the PRC based employees of the Group participate in various defined contribution retirement benefit plans organized by the relevant municipal and provincial governments in the PRC under which the Group and the PRC based employees are required to make monthly contributions to these plans calculated as a percentage of the employees' salaries. The municipal and provincial governments undertake to assume the retirement benefit obligations of all existing and future retired PRC based employees' payable under the plans described above. Other than the monthly contributions, the Group has no further obligation for the payment of retirement and other post-retirement benefits of its employees. The assets of these plans are held separately from those of the Group in independently administrated funds managed by the governments.

The Group's contributions to the defined contribution retirement scheme are expensed as incurred.

No forfeited contribution was utilised to reduce future contributions during the year ended 31 December 2019 (2018: nil).

(b) Housing benefits

Full-time PRC employees of the Group are entitled to participate in government-sponsored housing funds. The Group contributes to these funds based on certain percentages of the salaries of these employees on a monthly basis. The Group's liability in respect of these funds is limited to the contribution payable in each year. Contributions to the housing funds are expensed as incurred.

(c) Termination benefits

Termination benefits are payable when employment is terminated by the Group before the normal retirement date, or whenever an employee accepts voluntary redundancy in exchange for these benefits. The Group recognises termination benefits at the earlier of the following dates: (a) when the Group can no longer withdraw the offer of those benefits; and (b) when the entity recognises costs for a restructuring that is within the scope of HKAS 37 and involves the payment of termination benefits. In the case of an offer made to encourage voluntary redundancy, the termination benefits are measured based on the number of employees expected to accept the offer. Benefits falling due more than twelve months after the end of the reporting period are discounted to their present value.

(d) Employee leave entitlements

Employee entitlements to annual leave are recognised when they accrue to employees. A provision is made for the estimated liability for annual leave as a result of services rendered by employees up to the balance sheet date.

Employee entitlements to sick leave and maternity leave are not recognised until the time of leave.

NOTES TO FINANCIAL STATEMENTS

For the year ended 31 December 2019

3 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

3.20 Provisions

Provisions for environmental restoration, restructuring costs, and legal claims are recognised when: the Group has a present legal or constructive obligation as a result of past events; it is probable that an outflow of resources will be required to settle the obligation; and the amount has been reliably estimated. Provisions are not recognised for future operating losses.

Where there are a number of similar obligations, the likelihood that an outflow will be required in settlement is determined by considering the class of obligations as a whole. A provision is recognised even if the likelihood of an outflow with respect to any one item included in the same class of obligations may be small.

Provisions are measured at the present value of the expenditures expected to be required to settle the obligation using a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the obligation. The increase in the provision due to passage of time is recognised as interest expense.

3.21 Revenue recognition

Revenue are recognised when or as the control of the goods or services is transferred to the customer. Depending on the terms of the contract and the laws that apply to the contract, control of the goods and services may be transferred over time or at a point in time.

Revenue from sales of commercial concrete and PHC piles

Revenue from sales of commercial concrete and PHC piles are recognised at a point in time, when a group entity has delivered the goods to the customer; the customer has accepted the goods; the Group has present right to payment and the collection of the consideration is probable.

3.22 Interest income

Interest income is recognised using the effective interest method.

3.23 Leases

The Group is the lessee

Policy applicable before 1 January 2019

Leases of property, plant and equipment where the Group, as lessee, has substantially all the risks and rewards of ownership are classified as finance leases. Finance leases are capitalised at the lease's inception at the fair value of the leased property or, if lower, the present value of the minimum lease payments. The corresponding rental obligations, net of finance charges, are included in other long-term payables. Each lease payment is allocated between the liability and finance cost. The finance cost is charged to profit or loss over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period. The property, plant and equipment acquired under finance leases is depreciated over the asset's useful life or over the shorter of the asset's useful life and the lease term if there is no reasonable certainty that the Group will obtain ownership at the end of the lease term.

Leases in which a significant portion of the risks and rewards of ownership are retained by the lessor are classified as operating leases. Payments made under operating leases (net of any incentives received from the lessor) are charged to the income statement on a straight-line basis over the period of the lease.

3 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

3.23 Leases (Continued)

The Group is the lessee (Continued)

Policy applicable from 1 January 2019

The Group leases properties and transportation equipment. Rental contracts are typically made for fixed periods of 1 to 3 years. Lease terms are negotiated on an individual basis and contain a wide range of different terms and conditions. The lease agreements do not impose any covenants, but leased assets may not be used as security for borrowing purposes.

Lease is recognised as a right-of-use asset and a corresponding liability at the date at which the leased asset is available for use by the Group. Each lease payment is allocated between the liability and finance costs. The finance costs is charged to profit or loss over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period. The right-of-use asset is depreciated over the shorter of the asset's useful life and the lease term on a straight-line basis.

Assets and liabilities arising from leases are initially measured on a present value basis. Lease liabilities include the net present value of the following lease payments:

- fixed payments (including in-substance fixed payments), less any lease incentives receivable
- variable lease payments that are based on an index or a rate
- amounts expected to be payable by the lessee under residual value guarantees
- the exercise price of a purchase option if the lessee is reasonably certain to exercise that option, and
- payments of penalties for terminating the lease, if the lease term reflects the lessee exercising that option.

The lease payments are discounted using the interest rate implicit in the lease. If that rate cannot be determined, the lessee's incremental borrowing rate is used, being the rate that the lessee would have to pay to borrow the funds necessary to obtain an asset of similar value in a similar economic environment with similar terms and conditions.

Right-of-use assets are measured at cost comprising the following:

- the amounts of the initial measurement of lease liabilities;
- any lease payments made at or before the commencement date less any lease incentives received;
- any initial direct costs; and
- restoration costs.

Payments associated with short-term leases are recognised on a straight-line basis as an expense in profit or loss. Short-term leases are leases with a lease term of 12 months or less.

NOTES TO FINANCIAL STATEMENTS

For the year ended 31 December 2019

3 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

3.24 Dividend distribution

Dividend distribution to the Company's shareholders is recognised as a liability in the Group's and the Company's financial statements in the year in which the dividends are approved by the Company's shareholders or directors, where appropriate.

4 FINANCIAL RISK MANAGEMENT

4.1 Financial risk factors

The Group's activities expose it to a variety of financial risks: foreign exchange risk, interest rate risk, credit risk and liquidity risk. The Group's overall risk management programme focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the Group's financial performance.

4.1.1 Foreign exchange risk

The Group's businesses are principally conducted in RMB. The majority of assets is denominated in RMB. The majority of non-RMB assets and liabilities are bank deposits denominated in Hong Kong Dollar ("HK\$") and loans from controlling shareholder and a shareholder of a subsidiary denominated in United States Dollar ("US\$"). The Group is subject to foreign exchange risk arising from future commercial transactions and recognised assets and liabilities which are denominated in HK\$ and US\$. The Group manages its foreign exchange risk by closely monitoring the movement of the foreign currency rates. Cash repatriation from the PRC are subject to the rules and regulations of foreign exchange control promulgated by the PRC government. The majority of the subsidiaries of the Group operate in the PRC and most of their transactions are denominated in RMB. The Group did not have other significant exposure to foreign exchange risk.

4.1.2 Interest rate risk

The Group's interest rate risk arises from restricted cash, cash and cash equivalents and bank borrowings. Bank balances carried at prevailing market interest rate expose the Group to cash flow interest rate risk. Bank borrowings at fixed rates exposes the Group to fair value interest rate risk. The Group closely monitors trend of interest rate and its impact on the Group's interest rate risk exposure. The Group currently has not used any interest rate swap arrangements but will consider hedging interest rate risk should the need arise.

If interest rates on bank borrowings at floating rates had been 100 basis points higher or lower with all other variables held constant, interest expenses for the year ended 31 December 2019 would increase or decrease by RMB448,000 (2018: RMB336,000).

4.1.3 Credit risk

The Group is exposed to credit risk in relation to its trade, notes and other receivables and cash deposits with banks.

The carrying amounts of trade, notes and other receivables, restricted cash, cash and cash equivalents represent the Group's maximum exposure to credit risk in relation to financial assets.

While the cash and cash equivalents and notes receivable are also subject to the impairment requirements of HKFRS 9, the identified impairment loss was immaterial.

4 FINANCIAL RISK MANAGEMENT (Continued)

4.1 Financial risk factors (Continued)

4.1.3 Credit risk (Continued)

Trade receivables

For trade receivables, management of the Group has monitoring procedures to ensure that follow-up action is taken to recover overdue debts. In addition, the Group reviews the recoverability of these receivables at the end of each reporting period to ensure that adequate impairment losses are made for irrecoverable amounts. In this regard, the directors of the Company consider that the Group's credit risk is significantly reduced. See Note 21 for further disclosure on credit risk.

The Group accounts for its credit risk by appropriately providing for expected credit losses on a timely basis. In calculating the expected credit loss rates, the Group considers historical loss rates for each category of receivables and adjusts for forwarding looking estimates based on changes to future macroeconomic indicators, construction industry developments and customer portfolios.

The Group applies the simplified approach to provide for expected credit losses prescribed by HKFRS 9, which permits the use of the lifetime expected loss provision for all trade receivables.

As at 31 December 2019 and 2018, the loss allowance provision for trade receivables was determined as follows:

Trade receivables	Within 1 month	1 to 6 months	6 months to 1 year	1 to 2 years	Over 2 years	Individual assessment	Total
As at 31 December 2019							
Expected loss rate	0%	1%	7%	64%	100%	100%	
Gross carrying amount (RMB'000)	56,612	62,712	4,190	39	11	–	123,564
Lifetime ECL	–	(628)	(293)	(25)	(11)	–	(957)
Net carrying amount	56,612	62,084	3,897	14	–	–	122,607
As at 31 December 2018							
Expected loss rate	1%	3%	13%	40%	100%	100%	
Gross carrying amount (RMB'000)	65,025	54,506	1,984	2,162	380	–	124,057
Lifetime ECL	(650)	(1,635)	(258)	(866)	(380)	–	(3,789)
Net carrying amount	64,375	52,871	1,726	1,296	–	–	120,268

NOTES TO FINANCIAL STATEMENTS

For the year ended 31 December 2019

4 FINANCIAL RISK MANAGEMENT (Continued)

4.1 Financial risk factors (Continued)

4.1.3 Credit risk (Continued)

Other receivables

Other receivables at the end of each reporting period were mainly rental and other deposits. The directors of the Company consider the probability of default upon initial recognition of the asset and whether there has been significant increase in credit risk on an ongoing basis during the reporting period. To assess whether there is a significant increase in credit risk, the Group compares risk of a default occurring on the assets as at the reporting date with the risk of default as at the date of initial recognition.

Management makes periodic collective assessments as well as individual assessment on the recoverability of other receivables based on historical settlement records and past experience. A significant increase in credit risk is presumed if a debtor is more than 30 days past due in making a contractual payment/repayable demanded.

The directors of the Company believe that there was no material credit risk inherent in the Group's outstanding balance of other receivables.

4.1.4 Liquidity risk

Management aims to maintain sufficient cash and cash equivalents or have available funding through an adequate amount of available financing, including short term and long-term borrowings, to meet its daily operation and working capital requirements.

The table below set out the Group's financial liabilities by relevant maturity grouping at each balance sheet date. The amounts disclosed in the table are the contractual undiscounted cash flows. Balances due within twelve months from the balance sheet date equal to their carrying amounts in the balance sheet, as the impact of discount should not be significant.

	Less than 1 year RMB'000
As at 31 December 2019	
Borrowings	38,500
Trade and other payables (*)	76,965
Loans from controlling shareholder	1,216
Lease liabilities	295
	116,976
As at 31 December 2018	
Borrowings	33,000
Trade and other payables (*)	59,741
Loans from controlling shareholder	71,865
Obligations under finance leases	71
	164,677

* Excluding other tax payables and accrued payroll

NOTES TO FINANCIAL STATEMENTS

For the year ended 31 December 2019

4 FINANCIAL RISK MANAGEMENT (Continued)

4.2 Capital management

The Group's objectives when managing capital are to safeguard the Group's ability to continue as a going concern in order to provide returns for owners and benefits for other stakeholders and to maintain an optimal capital structure to reduce the cost of capital. The Group monitors its capital structure on a basis of gearing ratio. This ratio is calculated as net borrowings divided by total equity as shown in the consolidated balance sheets. Net borrowings are calculated as total borrowings less total of cash and cash equivalents and restricted cash.

	As at 31 December	
	2019 RMB'000	2018 RMB'000
Borrowings	38,500	33,000
Lease liabilities	295	–
Loans from controlling shareholder	1,216	71,865
Less: cash and cash equivalents (Note 22)	(84,553)	(33,566)
Less: restricted cash (Note 23)	(3,431)	(1,410)
Net (asset)/debt	(47,973)	69,889
Total equity	209,222	66,278
Gearing ratio	N/A	105%

The gearing ratio was at a high level as at 31 December 2018 but it became a net asset position as at 31 December 2019 as a result of the receipt of proceeds from the IPO during the year.

NOTES TO FINANCIAL STATEMENTS

For the year ended 31 December 2019

5 CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS

The Group makes estimates and assumptions concerning the future. The resulting accounting estimates will, by definition, seldom equal the related actual results. The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are addressed below.

(a) Expected credit loss for receivables

The impairment provisions for trade and other receivables are based on assumptions about the expected loss rates. The group uses judgement in making these assumptions and selecting the inputs to the impairment calculation, based on the Group's past history, existing market conditions as well as forward looking estimates at the end of each reporting period. Changes in these assumptions and estimates could materially affect the result of the assessment and it may be necessary to make additional impairment charge. Details of the key assumptions used and the impact of changes to these assumptions are disclosed in Note 21.

(b) Current and deferred income tax

The Group is subject to corporate income taxes in the PRC and profits tax in Hong Kong. Judgement is required in determining the amount of the provision for taxation and the timing of payment of the related taxations. There are many transactions and calculations for which the ultimate tax determination is uncertain during the ordinary course of business. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such differences will impact the income tax and deferred tax provisions in the year in which such determination is made.

Deferred tax assets relating to certain temporary differences and tax losses are recognised when management considers to be probable that future taxable profit will be available against which the temporary differences or tax losses can be utilised. The outcome of their actual utilisation may be different.

6 SEGMENT INFORMATION

Management has determined the operating segments based on the reports reviewed by CODM. The CODM, who is responsible for allocating resources and assessing performance of the operating segment, has been identified as the executive directors of the Company.

The Group is principally engaged in the manufacturing and sale of commercial concrete and PHC piles in the PRC. Management reviews the operating results of the business as one operating segment to make decisions about resources to be allocated. Therefore, the CODM of the Company regards that there is only one segment. A measure of segment assets and liabilities is not disclosed as such measure is not regularly provided to the CODM.

The major operating entity of the Group is domiciled in the PRC. All of the Group's revenue are derived in the PRC.

As at 31 December 2018 and 2019, all of the non-current assets were located in the PRC.

NOTES TO FINANCIAL STATEMENTS

For the year ended 31 December 2019

7 REVENUE FROM CONTRACTS WITH CUSTOMERS

(a) Disaggregation of revenue from contracts with customers

The Group derived its revenue from the transfer of goods at point in time of the following major products:

	Year ended 31 December	
	2019 RMB'000	2018 RMB'000
PHC piles	255,990	233,318
Commercial concrete	285,080	220,872
	541,070	454,190

(b) Contract liabilities

The Group recognised the following revenue-related contract liabilities:

	As at 31 December	
	2019 RMB'000	2018 RMB'000
Contract liabilities	5,853	5,953

(i) Insignificant changes in contract liabilities

Contract liabilities of the Group mainly arise from advance payments made by customers while the underlying products are yet to be provided. The changes in contract liabilities was insignificant as at 31 December 2018 and 2019 due to the credit terms as described in Note 21(a).

NOTES TO FINANCIAL STATEMENTS

For the year ended 31 December 2019

7 REVENUE FROM CONTRACTS WITH CUSTOMERS (Continued)

(b) Contract liabilities (Continued)

(ii) Revenue recognised in relation to contract liabilities

The following table shows the amount of revenue recognised in the respective year related to carried-forward contract liabilities.

	Year ended 31 December	
	2019 RMB'000	2018 RMB'000
Revenue recognised that was included in the contract liabilities balance at the beginning of the year	5,953	5,756

(iii) Contract liabilities represent advanced payments received from customers for goods that have not yet been delivered to customers.

(iv) The Group elected the practical expedient not to disclose the remaining performance obligations, as the performance obligation is part of a contract that has an original expected duration of one year or less.

(c) Revenue from major customers who have individually contributed over 10% or more of the total revenue of the Group:

	Year ended 31 December	
	2019 RMB'000	2018 RMB'000
Customer A	N/A	54,326
Customer B	84,811	77,943
Customer C	N/A	53,188

NOTES TO FINANCIAL STATEMENTS

For the year ended 31 December 2019

8 EXPENSES BY NATURE

	Year ended 31 December	
	2019 RMB'000	2018 RMB'000
Raw materials and consumables used	416,371	344,694
Changes in inventories of finished goods	12,371	3,466
Outsourcing labour costs	12,257	10,143
Utilities	11,639	11,755
Employee benefit expenses (Note 9)	8,268	8,455
Subcontracting costs	6,509	5,641
Depreciation and amortization charges	5,572	4,369
Freight charges	5,037	474
Travelling and entertainment expenses	2,421	2,320
Consulting fees	2,242	1,274
Business tax and surcharges	2,183	1,849
Auditors' remuneration – audit services	1,470	–
Maintenance costs	1,390	1,163
Reversal of provision for impairment of inventories (Reversal of impairment losses)/impairment losses on trade and other receivables, net	– (1,851)	(107) 398
Listing expenses	14,891	5,487
Others	3,117	3,766
	503,887	405,147

9 EMPLOYEE BENEFIT EXPENSES

	Year ended 31 December	
	2019 RMB'000	2018 RMB'000
Wages, salaries and bonuses	6,495	6,714
Pension costs – defined contribution plans (Note (a))	109	214
Other social security costs, housing benefits and other employee benefits	1,664	1,527
	8,268	8,455

NOTES TO FINANCIAL STATEMENTS

For the year ended 31 December 2019

9 EMPLOYEE BENEFIT EXPENSES (Continued)

(a) Employees of the Group's PRC subsidiaries are required to participate in the defined contribution retirement schemes administrated and operated by the local municipal government. The Group's PRC subsidiaries contribute funds to the schemes to fund the retirement benefits of the employees, which are calculated on certain percentage of the employee salaries.

(b) Five highest paid individuals

The five individuals whose emoluments were the highest in the Group include two (2018: two) directors for the year ended 31 December 2019, whose emoluments are disclosed in the analysis shown in Note 38. The emoluments payable to the remaining three (2018: three) individuals during the year are as follows:

	Year ended 31 December	
	2019 RMB'000	2018 RMB'000
Salaries, housing allowances, other allowances and benefits in kind	1,267	1,247

The emoluments fell within the following band:

	Number of individuals Year ended 31 December	
	2019	2018
Emolument band Nil–HK\$1,000,000	3	3

10 OTHER INCOME

Other income mainly represented penalties for late settlement of overdue trade receivables from customers.

NOTES TO FINANCIAL STATEMENTS

For the year ended 31 December 2019

11 OTHER GAINS/(LOSSES) – NET

	Year ended 31 December	
	2019 RMB'000	2018 RMB'000
Government grants	550	–
Gains/(Losses) on disposal of property, plant and equipment	190	(540)
Others	(190)	103
	550	(437)

12 FINANCE COSTS – NET

	Year ended 31 December	
	2019 RMB'000	2018 RMB'000
Finance income:		
– Interest income from bank deposits	376	245
Finance costs:		
– Interest expenses on bank borrowings	(2,752)	(2,189)
– Interest expense on leases	(43)	(26)
	(2,795)	(2,215)
	(2,419)	(1,970)

NOTES TO FINANCIAL STATEMENTS

For the year ended 31 December 2019

13 INCOME TAX EXPENSE

	Year ended 31 December	
	2019 RMB'000	2018 RMB'000
Current income tax		
– PRC corporate income tax	9,279	13,273
– PRC withholding income tax	–	106
	9,279	13,379
Deferred income tax (Note 31)		
– PRC corporate income tax	901	(178)
– PRC withholding income tax	–	(106)
	901	(284)
	10,180	13,095

The tax on the Group's profit before tax differs from the theoretical amount that would arise using the weighted average tax rate applicable to profits of the group entities as follows:

	Year ended 31 December	
	2019 RMB'000	2018 RMB'000
Profit before income tax	35,475	47,118
Tax calculated at domestic tax rates applicable to profits of the respective group entities	9,679	12,020
Tax effects of:		
– Expenses not deductible for tax purposes	2,721	1,015
– Tax losses for which no deferred income tax asset was recognised	724	60
– Super-deduction of research and development expenses	(2,944)	–
	10,180	13,095

The effective income tax rate was 29% (2018: 28%) for the year ended 31 December 2019.

13 INCOME TAX EXPENSE (Continued)

PRC corporate income tax

Income tax provision of the Group in respect of its operations in Mainland China has been calculated at the applicable tax rate on the estimated assessable profits for the year, based on the existing legislation, interpretations and practises in respect thereof.

The corporate income tax rate applicable to the group entities located in Mainland China is 25% according to the Corporate Income Tax Law of the PRC (the “**CIT Law**”).

According to the relevant laws and regulations promulgated by the State Tax Bureau of the PRC that was effective from 2008 onwards, enterprises engaging in research and development activities are entitled to claim 150% of their eligible research and development expenses so incurred as tax deductible expenses when determining their assessable profits for that year (“**Super Deduction**”). The additional tax deducting amount of the qualified research and development expenses has been increased from 150% to 175%, effective from 2018 to 2020, according to a new tax incentives policy promulgated by the State Tax Bureau of the PRC in September 2018. The Group has considered the Super Deduction to be claimed for the Group’s entities in ascertaining their assessable profits for the year ended 31 December 2019.

PRC withholding income tax

According to the CIT Law, starting from 1 January 2008, a withholding tax of 10% will be levied on the immediate holding companies outside the PRC when their PRC subsidiaries declare dividend out of profits earned after 1 January 2008. A lower withholding tax rate of 5% may be applied when the immediate holding companies of the PRC subsidiaries are incorporated or operated in Hong Kong and fulfil the requirements under the tax treaty arrangement between the PRC and Hong Kong.

As at 31 December 2019, deferred tax liabilities of RMB8,939,000 (2018: RMB6,482,000) have not been recognised for the withholding tax that would be payable on the unremitted earnings of the PRC subsidiaries. Such amounts are expected to be retained by the PRC subsidiaries for reinvestment purpose and would not be remitted to their overseas holding companies in the foreseeable future based on management’s estimations of overseas funding requirements.

14 EARNINGS PER SHARE

Basic earnings per share for the years ended 31 December 2018 and 2019 are calculated by dividing the profit of the Group attributable to the owners of the Company by the weighted average number of ordinary shares deemed to be in issue during the years.

	Year ended 31 December	
	2019	2018
Profit attributable to equity holders of the Company (RMB'000)	24,949	31,297
Weighted average number of shares in issue (in thousands)	319,255	300,000
Basic earnings per share for profit attributable to shareholders of the Company during the year (expressed in RMB per share)	0.08	0.10

The Company did not have any potential ordinary shares outstanding during the year, diluted earnings per share is equal to basic earnings per share.

NOTES TO FINANCIAL STATEMENTS

For the year ended 31 December 2019

15 SUBSIDIARIES

The following is a list of the Group's subsidiaries as at 31 December 2018 and 2019:

Company name	Place and date of incorporation/ establishment	Issued/ paid-up capital	Attributable equity interest of the Group as at 31 December 2019	Attributable equity interest of the Group as at 31 December 2018	Principal activities and place of operation	Type of legal entity
Directly owned:						
Tailam Investment Holdings	BVI, 15 March 2019	US\$50,000	100%	N/A	Investment holding	Limited liability company
Indirectly owned:						
Tailam Hong Kong	Hong Kong, 21 August 2014	HK\$100,000	100%	100%	Investment holding in Hong Kong	Limited liability company
Jiangsu Tailam (a)	The PRC, 29 June 2011	RMB55,000,000	100%	92.35%	Manufacturing and sale of commercial concrete and PHC piles in the PRC	Limited liability company
Jiangsu Hongji Zhaoye Investment Company Limited ("Hongji Zhaoye") (b)	The PRC, 9 February 2018	RMB50,000,000	N/A	100%	Dormant in the PRC	Limited liability company

* The English name of the subsidiaries represents the best effort by the management of the Group in translating their Chinese names as they do not have an official English name.

(a) The Group conducts substantially all its business in the PRC through Jiangsu Tailam, a major wholly owned subsidiary of the Group. The directors of the Company are of the view that the consolidated financial statements reflects substantially the financial performance and position of Jiangsu Tailam during the Year, therefore no separate disclosure of the summarized financial information of Jiangsu Tailam has been made.

(b) Hongji Zhaoye was deregistered on 19 February 2019.

NOTES TO FINANCIAL STATEMENTS

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16 PROPERTY, PLANT AND EQUIPMENT

	Buildings RMB'000	Transportation equipment RMB'000	Office equipment RMB'000	Machinery RMB'000	Construction in progress RMB'000	Total RMB'000
Year ended 31 December 2019						
Opening net book amount	10,904	804	306	18,138	3,258	33,410
Additions	7,652	–	620	1,652	12,007	21,933
Transfers	12,603	–	–	1,470	(14,073)	–
Disposals	(154)	–	–	(36)	–	(190)
Depreciation charge	(1,010)	(323)	(125)	(3,368)	–	(4,826)
Closing net book amount	29,995	481	801	17,858	1,192	50,327
As at 31 December 2019						
Cost	35,007	1,739	1,149	35,365	1,192	74,452
Accumulated depreciation	(5,012)	(1,258)	(348)	(17,507)	–	(24,125)
Net book amount	29,995	481	801	17,858	1,192	50,327
Year ended 31 December 2018						
Opening net book amount	11,933	456	254	18,187	161	30,991
Additions	–	592	135	3,042	3,313	7,082
Transfers	216	–	–	–	(216)	–
Disposals	(515)	–	–	(80)	–	(595)
Depreciation charge	(730)	(244)	(83)	(3,011)	–	(4,068)
Closing net book amount	10,904	804	306	18,138	3,258	33,410
As at 31 December 2018						
Cost	14,980	1,739	529	34,196	3,258	54,702
Accumulated depreciation	(4,076)	(935)	(223)	(15,287)	–	(20,521)
Accumulated impairment	–	–	–	(771)	–	(771)
Net book amount	10,904	804	306	18,138	3,258	33,410

NOTES TO FINANCIAL STATEMENTS

For the year ended 31 December 2019

16 PROPERTY, PLANT AND EQUIPMENT (Continued)

Depreciation expenses were charged to the following categories of expenses:

	Year ended 31 December	
	2019 RMB'000	2018 RMB'000
Cost of sales	3,905	3,614
Administrative expenses	871	404
Selling and marketing expenses	50	50
	4,826	4,068

Construction in progress mainly comprises buildings under construction in the PRC.

- (a) As at 31 December 2019, buildings of RMB17,452,000 (2018: RMB5,619,000) were pledged as collateral for the Group's borrowings (Note 30).
- (b) As at 31 December 2019, the ownership certificate was not obtained for the Group's buildings with a net carrying value of RMB12,196,000 (2018: RMB163,000) and the vehicle license for the Group's transportation equipment was held by Ms. Wong on behalf of the Group with a net carrying value of RMB76,000 (2018: RMB158,000). Management is of the view that the aforesaid matters do not affect the rights of the Group to these assets nor have any significant impact on the business operation of the Group.
- (c) **Leased assets**
Vehicle includes the following amount where the Group is a lessee under a finance lease (refer to Note 27 for further details):

	As at 31 December	
	2019 RMB'000	2018 RMB'000
Cost	–	591
Accumulated depreciation	–	(73)
Net book amount	–	518

NOTES TO FINANCIAL STATEMENTS

For the year ended 31 December 2019

17 INTANGIBLE ASSETS

	Computer software RMB'000
Year ended 31 December 2019	
Opening net book amount	155
Amortisation	(34)
Closing net book amount	121
As at 31 December 2019	
Cost	268
Accumulated amortisation	(147)
Net book amount	121
Year ended 31 December 2018	
Opening net book amount	11
Additions	157
Amortisation	(13)
Closing net book amount	155
As at 31 December 2018	
Cost	268
Accumulated amortisation	(113)
Net book amount	155

Amortisation of intangible assets has been charged to profit or loss as follows:

	Year ended 31 December	
	2019 RMB'000	2018 RMB'000
Administrative expenses	34	13

NOTES TO FINANCIAL STATEMENTS

For the year ended 31 December 2019

18 RIGHT-OF-USE ASSETS

	Land use rights RMB'000	Right-of-use assets RMB'000	Total RMB'000
Year ended 31 December 2019			
Opening net book amount	12,511	–	12,511
Adoption of HKFRS 16 (Note 3.1(i))	–	706	706
Amortisation	(294)	(418)	(712)
Closing net book amount	12,217	288	12,505
As at 31 December 2019			
Cost	14,429	706	15,135
Accumulated amortisation	(2,212)	(418)	(2,630)
Net book amount	12,217	288	12,505
Year ended 31 December 2018			
Opening net book amount	12,067	–	12,067
Additions	732	–	732
Amortisation	(288)	–	(288)
Closing net book amount	12,511	–	12,511
As at 31 December 2018			
Cost	14,429	–	14,429
Accumulated amortisation	(1,918)	–	(1,918)
Net book amount	12,511	–	12,511

Amortisation of right-of-use assets has been charged to profit or loss as follows:

	Year ended 31 December	
	2019 RMB'000	2018 RMB'000
Administrative expenses	712	288

- (a) As at 31 December 2019, land use rights of RMB12,217,000 (2018: RMB12,511,000) was pledged as collateral for the Group's borrowings (Note 30).

NOTES TO FINANCIAL STATEMENTS

For the year ended 31 December 2019

19 FINANCIAL INSTRUMENTS BY CATEGORY

	As at 31 December	
	2019 RMB'000	2018 RMB'000
Financial assets at amortised cost		
Trade and other receivables (excluding prepayments)	160,239	127,622
Cash and cash equivalents	84,553	33,566
Restricted cash	3,431	1,410
	248,223	162,598
Financial liabilities at amortised cost		
Borrowings	38,500	33,000
Lease liabilities	295	–
Trade and other payables (excluding other tax payables and accrued payroll)	76,965	59,741
Loans from controlling shareholder	1,216	71,865
Obligations under finance leases	–	68
	116,976	164,674

20 INVENTORIES

	As at 31 December	
	2019 RMB'000	2018 RMB'000
Raw materials	13,466	11,346
Finished goods	5,327	17,698
	18,793	29,044

- (a) During the year ended 31 December 2019, the cost of the Group's inventories recognised as an expense included in cost of sales amounted to RMB416,762,000 (2018: RMB338,178,000), and included in administrative expenses amounted to RMB11,980,000 (2018: RMB9,982,000) which was used for research and development purposes.

During the years ended 31 December 2018 and 2019, there were no write-down of inventories.

NOTES TO FINANCIAL STATEMENTS

For the year ended 31 December 2019

21 TRADE AND OTHER RECEIVABLES

	As at 31 December	
	2019 RMB'000	2018 RMB'000
Trade receivables (Note (a))		
– Third parties	123,564	124,057
Less: allowance for impairment of trade receivables	(957)	(3,789)
	122,607	120,268
Other receivables		
– Deposits with third parties (Note (b))	19,230	–
– Third parties	1,206	823
Less: allowance for impairment of other receivables	(101)	(81)
	20,335	742
Prepayments		
– Third parties	7,491	10,883
Notes receivable		
– Third parties	17,297	6,612
	167,730	138,505

(a) Trade receivables are arisen from sales of goods and are denominated in RMB. Trade receivables in respect of sale of goods are settled in accordance with the terms stipulated in the sales contracts. The settlement method of trade receivables granted by the Group are generally divided into three categories:

- (i) Monthly settlement based on an agreed percentage of goods delivered, and the remaining balance will be settled after the completion of the superstructure of the customer's project;
- (ii) Settlement from a strategic customer when the goods cumulatively delivered exceed an agreed amount; and
- (iii) Settlement based on the goods delivered.

NOTES TO FINANCIAL STATEMENTS

For the year ended 31 December 2019

21 TRADE AND OTHER RECEIVABLES (Continued)

(a) (Continued)

An ageing analysis of trade receivables as at 31 December 2018 and 2019 based on invoice date is as follows:

	As at 31 December	
	2019 RMB'000	2018 RMB'000
Within 1 month	56,612	65,025
1 to 6 months	62,712	54,506
6 months to 1 year	4,190	1,984
1 to 2 years	39	2,162
Over 2 years	11	380
	123,564	124,057

The Group applies the simplified approach to provide for expected credit losses prescribed by HKFRS 9, which permits the use of the lifetime expected loss provision for all trade receivables. The Group overall considers the shared credit risk characteristics and the days past due of trade receivables to measure the expected credit losses. During the year, the expected credit loss rates are determined according to the provision matrix as follows:

	As at 31 December	
	2019	2018
Within 1 month	0%	1%
1 to 6 months	1%	3%
6 months to 1 year	7%	13%
1 to 2 years	64%	40%
Over 2 years	100%	100%

NOTES TO FINANCIAL STATEMENTS

For the year ended 31 December 2019

21 TRADE AND OTHER RECEIVABLES (Continued)

(a) (Continued)

Movements in the provision for impairment of trade receivables are as follows:

	Year ended 31 December	
	2019 RMB'000	2018 RMB'000
At the beginning of the year	3,789	3,631
(Reversal of)/Provision for impairment recognised during the year	(1,871)	393
Receivables written off during the year as uncollectible	(961)	(235)
At the end of the year	957	3,789

Movements in the provision for impairment of other receivables are as follows:

	Year ended 31 December	
	2019 RMB'000	2018 RMB'000
At the beginning of the year	81	76
Provision for impairment recognised during the year	20	5
At the end of the year	101	81

(b) The deposits with third parties represent a portion of proceeds from the IPO which were designated for the repayment of the Group's bank borrowings. The Group gave an irrevocable instruction to the underwriters to apply the proceeds to repay the bank borrowings within three months after the Listing.

NOTES TO FINANCIAL STATEMENTS

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22 CASH AND CASH EQUIVALENTS

	As at 31 December	
	2019 RMB'000	2018 RMB'000
Cash at bank and in hand:		
– Denominated in RMB	24,591	32,992
– Denominated in Hong Kong Dollars	59,962	574
	84,553	33,566

The conversion of RMB denominated balances into foreign currencies and the remittance of foreign currency denominated bank balances and cash out of the PRC are subject to relevant rules and regulations of foreign exchange control promulgated by the PRC government.

Cash at banks earns interest at floating bank deposit rates.

23 RESTRICTED CASH

Restricted cash represents guarantee deposits for bank acceptances bills and bank borrowings, which are denominated in RMB.

NOTES TO FINANCIAL STATEMENTS

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25 SHARE CAPITAL AND SHARE PREMIUM

	Number of ordinary shares Shares	Share capital		Share premium	Total
		HK\$	RMB'000	RMB'000	RMB'000
Authorised:					
As at 31 December 2019	1,000,000,000				
Issued and fully paid:					
Issue of ordinary shares on 7 March 2019 (date of incorporation)	10,000	100	-	-	-
Effect of the Reorganization (Note 1.2(f))	19,990,000	199,900	170	70,555	70,725
Issue of ordinary shares to a Pre-IPO Investor (Note (a))	1,400,000	14,000	12	17,142	17,154
Issue of ordinary shares pursuant to the Capitalization (Note (b))	299,600,000	2,996,000	2,692	(2,692)	-
Issue of ordinary shares pursuant to the Listing (Note (c))	79,000,000	790,000	710	91,844	92,554
Listing expenses charged to share premium	-	-	-	(15,275)	(15,275)
As at 31 December 2019	400,000,000	4,000,000	3,584	161,574	165,158

- (a) On 25 March 2019, the Company allotted and issued an aggregate of 1,400,000 ordinary shares of the Company to the Pre-IPO Investor at a total consideration of RMB17,154,000, of which RMB12,000 was recorded in share capital, and the remaining amount of RMB17,142,000 was recorded in share premium.
- (b) Pursuant to the written resolution passed by the shareholders on 5 November 2019 and conditional upon the share premium account of the Company being credited as a result of the Listing, the Directors were authorized to allot and issue a total of 299,600,000 ordinary shares, credited as fully-paid, at par by way of capitalization for the sum of RMB2,692,000 standing to the credit of the share premium account of the Company (the “**Capitalization**”).
- (c) On 18 December 2019, the Company issued 79,000,000 ordinary shares of HK\$0.01 each at a price of HK\$1.3 per share pursuant to the IPO.

NOTES TO FINANCIAL STATEMENTS

For the year ended 31 December 2019

26 OTHER RESERVES

	Statutory reserves RMB'000 (Note(a))	Currency translation reserves RMB'000	Other reserves RMB'000	Total RMB'000
As at 1 January 2019	7,464	(5,601)	11,970	13,833
Currency translation differences	–	(1,701)	–	(1,701)
Repurchase of shares of a subsidiary from non-controlling interests (Note 1.2(a), Note 35(b))	–	–	(14,373)	(14,373)
Effect of the Reorganization (Note (b))	–	–	(70,725)	(70,725)
Effect of waiver of loan from controlling shareholder (Note (c))	–	–	50,168	50,168
Appropriation of statutory reserves (Note (a))	3,483	–	–	3,483
As at 31 December 2019	10,947	(7,302)	(22,960)	(19,315)
As at 1 January 2018	3,778	(2,353)	8,416	9,841
Appropriation to statutory reserves (Note (a))	3,686	–	–	3,686
Currency translation differences	–	(3,248)	–	(3,248)
Capital injection from non-controlling interests (Note 35(a))	–	–	3,554	3,554
As at 31 December 2018	7,464	(5,601)	11,970	13,833

(a) PRC statutory reserve

In accordance with relevant rules and regulations in the PRC, except for sino-foreign equity joint venture enterprises, all PRC companies are required to transfer 10% of their profit after taxation calculated under PRC accounting rules and regulations to the statutory reserve fund, until the accumulated total of the fund reaches 50% of their registered capital. The statutory reserve fund can only be used, upon approval by the relevant authority, to offset losses carried forward from previous years or to increase capital of the respective companies.

(b) Other reserves of approximately RMB70,725,000 were debited which represented the carrying value of the Listing Business as at 21 March 2019 when the Company acquired the entire equity interest of Tailam Hong Kong as described in Note 1.2(f).

(c) On 2 April 2019, a loan waiver agreement was entered into between Ms. Wong and Tailam Hong Kong, pursuant to which approximately RMB50,168,000 would be waived by Ms. Wong conditionally upon Listing.

NOTES TO FINANCIAL STATEMENTS

For the year ended 31 December 2019

27 OBLIGATIONS UNDER FINANCE LEASES

	As at 31 December	
	2019 RMB'000	2018 RMB'000
Commitments in relation to finance leases are payable as follows:		
Minimum lease payments payable within one year	–	71
Future finance charges	–	(3)
Total lease liabilities	–	68
The present value of finance lease liabilities is as follows:		
Within one year	–	68

Analysed as follows:

	As at 31 December	
	2019 RMB'000	2018 RMB'000
Obligations under finance leases		
Current	–	68

The Group leased a vehicle with a carrying amount of RMB518,000 as at 31 December 2018 under finance leases expiring within one year. The finance lease was reclassified to right-of-use assets on 1 January 2019.

The effective interest rate is 6.47% per annum as at 31 December 2019 (2018: 7.46%). The obligations under finance leases are denominated in RMB.

NOTES TO FINANCIAL STATEMENTS

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28 TRADE AND OTHER PAYABLES

	As at 31 December	
	2019 RMB'000	2018 RMB'000
Trade payables (Note (a)) – Third parties	72,700	54,420
Other payables – Third parties	670	861
Accrued payroll	2,684	3,606
Accrued listing expenses	1,695	3,050
Other tax payables	1,663	2,108
Accrued audit fees	1,470	–
Notes payable	430	1,410
	81,312	65,455

Trade and other payables are denominated in RMB.

- (a) An ageing analysis of trade payables as at 31 December 2018 and 2019 based on invoice date is as follows:

	As at 31 December	
	2019 RMB'000	2018 RMB'000
Up to 1 month	28,490	26,184
1 to 6 months	28,646	26,064
6 months to 1 year	14,956	804
1 to 2 years	290	605
Over 2 years	318	763
	72,700	54,420

NOTES TO FINANCIAL STATEMENTS

For the year ended 31 December 2019

29 LOANS FROM CONTROLLING SHAREHOLDER/A SHAREHOLDER OF A SUBSIDIARY

As at 31 December 2019, loans from controlling shareholder were denominated in USD, unsecured, interest free and repayable on demand.

Movements of loans from controlling shareholder

	Year ended 31 December	
	2019 RMB'000	2018 RMB'000
At the beginning of the year	71,865	62,252
Loan advanced	9,969	5,225
Loan repayment made	(30,450)	(11,860)
Non-cash movement	(50,168)	3,305
Transferred from loans from a shareholder of a subsidiary	–	12,943
At the end of the year	1,216	71,865

Movements of loans from a shareholder of a subsidiary

	Year ended 31 December	
	2019 RMB'000	2018 RMB'000
At the beginning of the year	–	12,966
Loan advanced	–	–
Loan repayment made	–	(23)
Non-cash movement	–	–
Transferred to loans from controlling shareholder	–	(12,943)
At the end of the year	–	–

NOTES TO FINANCIAL STATEMENTS

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30 BORROWINGS

	As at 31 December	
	2019 RMB'000	2018 RMB'000
Current		
Bank borrowings, secured and guaranteed (Note (a))	25,000	25,000
Bank borrowings, unsecured and guaranteed (Note (b))	5,500	8,000
Bank borrowings, secured and unguaranteed (Note (c))	3,000	–
Bank borrowings, unsecured and unguaranteed	5,000	–
	38,500	33,000

All of the Group's borrowings are denominated in RMB.

- (a) As at 31 December 2019, the Group's bank borrowings of RMB22,000,000 were guaranteed by Ms. Wong and secured by pledge of the Group's buildings (Note 16(a)) and land use rights (Note 18(a)).
- Bank borrowings of RMB3,000,000 were guaranteed Wong Leung Yau and secured by the Group's building as at 31 December 2019 (Note 16(a)).
- (b) As at 31 December 2019, the Group's bank borrowings of RMB5,500,000 were guaranteed by Nantong Kangtai Transportation Co., Ltd., which is controlled by a cousin of Ms. Wong.
- (c) As at 31 December 2019, the Group's bank borrowings of RMB3,000,000 were pledged by the Group's bank deposits (Note 23).
- (d) As at 31 December 2019, the Group's borrowings were repayable within one year.
- (e) The exposure of the Group's borrowings to interest rate changes and the contractual repricing dates at the end of each year were within 1 year.
- (f) The fair value of borrowings approximate their carrying amounts, as the impact of discounting is not significant.

NOTES TO FINANCIAL STATEMENTS

For the year ended 31 December 2019

31 DEFERRED INCOME TAX ASSETS

The analysis of deferred income tax assets is as follows:

	As at 31 December	
	2019 RMB'000	2018 RMB'000
Deferred tax assets:		
– Deferred tax asset to be recovered after 12 months	193	442
– Deferred tax asset to be recovered within 12 months	900	1,552
	1,093	1,994

The movement in deferred income tax assets and liabilities during the year, without taking into consideration the offsetting of balances within the same tax jurisdiction, is as follows:

	Deferred tax assets – allowance on doubtful debts RMB'000	Deferred tax assets – impairment of inventories RMB'000	Deferred tax assets – social insurance and housing funds RMB'000	Deferred tax assets – impairment of property, plant and equipment RMB'000	Deferred tax assets – accrued expenses RMB'000	Deferred tax liabilities – temporary difference relating to undistributed profit of subsidiaries RMB'000	Total RMB'000
As at 1 January 2018	927	27	516	193	153	(106)	1,710
Credited/(charged) to profit or loss	40	(27)	(74)	–	239	106	284
As at 31 December 2018	967	–	442	193	392	–	1,994
(Charged)/credited to profit or loss	(461)	–	(249)	(193)	2	–	(901)
As at 31 December 2019	506	–	193	–	394	–	1,093

32 DIVIDEND

No dividend has been declared or paid by the Company during the year.

NOTES TO FINANCIAL STATEMENTS

For the year ended 31 December 2019

33 CASH GENERATED FROM OPERATIONS

	Year ended 31 December	
	2019 RMB'000	2018 RMB'000
Profit before income tax	35,475	47,118
Adjustments for:		
– Depreciation of property, plant and equipment	4,826	4,068
– Amortisation of intangible assets	34	13
– Amortisation of right-of-use assets	712	288
– Finance costs	2,795	2,215
– Reversal of impairment losses/(Impairment losses) on financial assets, net	(1,851)	398
– Reversal of impairment provision for inventories	–	(107)
– Losses on disposal of property, plant and equipment	(190)	540
	41,801	54,533
Changes in working capital:		
– Restricted cash	(2,021)	590
– Inventories	10,251	1,955
– Trade and other receivables	(29,225)	(51,553)
– Trade and other payables	17,496	24,943
– Contract liabilities	(100)	197
Cash generated from operations	38,202	30,665

NOTES TO FINANCIAL STATEMENTS

For the year ended 31 December 2019

33 CASH GENERATED FROM OPERATIONS (Continued)

(a) Net debt reconciliation

	As at 31 December	
	2019 RMB'000	2018 RMB'000
Cash and cash equivalents	84,553	33,566
Restricted cash	3,431	1,410
Loans from controlling shareholder	(1,216)	(71,865)
Borrowings	(38,500)	(33,000)
Lease liabilities	(295)	–
Net debt	47,973	(69,889)

	Cash and cash equivalents RMB'000	Restricted cash RMB'000	Loans from controlling shareholder RMB'000	Loans from a shareholder of a subsidiary RMB'000	Borrowings RMB'000	Lease liabilities RMB'000	Total RMB'000
Balances as at							
1 January 2018	14,078	2,000	(62,252)	(12,966)	(25,000)	–	(84,140)
Cash flows	19,488	(590)	6,635	23	(8,000)	–	17,556
Other non-cash movement							
(Note (i))	–	–	(3,305)	–	–	–	(3,305)
Transfer	–	–	(12,943)	12,943	–	–	–
Balances as at							
31 December 2018	33,566	1,410	(71,865)	–	(33,000)	–	(69,889)
Balances as at							
1 January 2019	33,566	1,410	(71,865)	–	(33,000)	–	(69,889)
Cash flows	50,987	2,021	20,481	–	(5,500)	470	68,459
Other non-cash movement							
(Note (i))	–	–	50,168	–	–	(765)	49,403
Balances as at							
31 December 2019	84,553	3,431	(1,216)	–	(38,500)	(295)	47,973

- (i) Other non-cash transactions comprised the waiver of loans from controlling shareholder, exchange differences, the repayment of loans by notes receivable and recognition of lease liabilities.

NOTES TO FINANCIAL STATEMENTS

For the year ended 31 December 2019

34 COMMITMENTS

(a) Capital commitments

Significant capital expenditure contracted for at the end of the reporting period but not recognised as liabilities is as follows:

	As at 31 December	
	2019 RMB'000	2018 RMB'000
Property, plant and equipment	–	4,550

35 TRANSACTION WITH NON-CONTROLLING INTERESTS

- (a) On 7 May 2018, Jiangsu Tailam issued and allotted 2,000,000 ordinary shares of RMB1 each to a third party individual Mr. Lin Qisheng at the consideration of RMB12,000,000, the capital injections resulted in an increase in the non-controlling interests and reserves of the Group totalling RMB8,446,000 and RMB3,554,000.
- (b) On 25 January 2019, the Group acquired 7.65% equity interests of Jiangsu Tailam at a consideration of RMB25,251,000. The carrying amount of the non-controlling interests in Jiangsu Tailam being acquired as of the date of acquisition is RMB10,878,000, the excess of consideration paid of RMB14,373,000 was recognised as a decrease in reserves.

36 RELATED PARTY TRANSACTIONS

(a) Name and relationship with related parties

Name	Relationship
Ms. Wong	Ultimate controlling shareholder
Mr. Lam Ting Tung (i)	Shareholder of subsidiary

- (i) Mr. Lam Ting Tung is no longer a related party to the Group starting from 5 September 2018.

NOTES TO FINANCIAL STATEMENTS

For the year ended 31 December 2019

36 RELATED PARTY TRANSACTIONS (Continued)

(b) Transactions with related parties

Other than those related party transactions as disclosed elsewhere, there was no related party transaction during the year (2018: same).

(c) Key management compensations

Compensations to key management of the Group is set out below:

	Year ended 31 December	
	2019 RMB'000	2018 RMB'000
Salaries and other employee benefits	1,629	1,297

(d) Balances with related parties

	As at 31 December	
	2019 RMB'000	2018 RMB'000
– Loans from controlling shareholder Ms. Wong	1,216	71,865

NOTES TO FINANCIAL STATEMENTS

For the year ended 31 December 2019

37 EVENTS AFTER THE BALANCE SHEET DATE

After the outbreak of Coronavirus Disease 2019 (“**COVID-19 Outbreak**”) in early 2020, a series of precautionary and control measures have been and continued to be implemented across the PRC, including the regions where the Group operates. Due to the COVID-19 Outbreak, the Group’s original resumption plan of production after the Chinese New Year had to be postponed. The shortage of staff and workers, the serious interruption of the supply chain and the delay of the customers’ construction progress adversely affected the Group’s production and sales in the first quarter of 2020. Following the gradual improvement of the health condition in the regions where the Group operates, management expects that the Group could be able to gradually resume its fully production capacity in the second quarter of 2020. However, the speed of recovery still depends on the duration and the progress of the epidemic prevention and control, and the prevention and control policies implemented by the governments in the regions where the Group operates.

The Company will continue to pay close attention to the development of the COVID-19 Outbreak, and actively respond to its impact on the Group’s financial position, operating results and other aspects.

38 BENEFITS AND INTERESTS OF DIRECTORS

As at 31 December 2019, the following directors are appointed:

Executive directors

Ms. Wong
Mr. Wong Chiu Wai
Ms. Jiang Yin Juan

Non-executive Director

Mr. Wong Leung Yau

Independent Non-executive Directors

Mr. Lai Chun Yu
Mr. Cui Yu Shu
Ms. Wong Siu Yin Rosella

NOTES TO FINANCIAL STATEMENTS

For the year ended 31 December 2019

38 BENEFITS AND INTERESTS OF DIRECTORS (Continued)

(a) Directors' and chief executive's emoluments

The directors' emoluments for the year ended 31 December 2019 are as follows:

Name	Fees RMB'000	Salaries RMB'000	Pension costs – defined contribution plans RMB'000	Other social security costs, housing benefits and other employee benefits RMB'000	Total RMB'000
Executive director					
Ms. Wong	–	439	–	–	439
Mr. Wong Chiu Wai	–	397	41	12	450
Ms. Jiang Yin Juan	–	246	–	–	246
	–	1,082	41	12	1,135
Non-executive Director					
Mr. Wong Leung Yau	–	201	–	–	201
Independent Non-executive Director					
Mr. Lai Chun Yu	–	4	–	–	4
Mr. Cui Yu Shu	–	4	–	–	4
Ms. Wong Siu Yin Rosella	–	3	–	–	3
	–	11	–	–	11
	–	1,294	41	12	1,347

NOTES TO FINANCIAL STATEMENTS

For the year ended 31 December 2019

38 BENEFITS AND INTERESTS OF DIRECTORS (Continued)

(a) Directors' and chief executive's emoluments (Continued)

The directors' emoluments for the year ended 31 December 2018 are as follows:

Name	Fees RMB'000	Salaries RMB'000	Pension costs – defined contribution plans RMB'000	Other social security costs, housing benefits and other employee benefits RMB'000	Total RMB'000
Executive director					
Ms. Wong	–	256	40	39	335
Mr. Wong Chiu Wai	–	256	41	41	338
Ms. Jiang Yin Juan	–	169	–	–	169
	–	681	81	80	842
Non-executive Director					
Mr. Wong Leung Yau	–	146	–	–	146
	–	827	81	80	988

(b) Directors' retirement benefits

During the years ended 31 December 2018 and 31 December 2019, there were no additional retirement benefits received by the directors except for the contributions to retirement benefit schemes as disclosed in Note (a) above.

(c) Directors' termination benefits

During the years ended 31 December 2018 and 31 December 2019, there were no termination benefits received by the directors.

(d) Directors' material interests in transactions, arrangements or contracts

No significant transactions, arrangements and contracts in relation to the Group's business to which the Company was a party and in which a director of the Company had interests, whether directly or indirectly, subsisted at the end of the year or at any time during the year.

NOTES TO FINANCIAL STATEMENTS

For the year ended 31 December 2019

39 BALANCE SHEET AND RESERVE MOVEMENT OF THE COMPANY

(a) Balance sheet of the Company

	Note	As at 31 December 2019 RMB'000
Assets		
Non-current assets		
Investment in a subsidiary	15	70,725
Amount due from a subsidiary		20,467
		91,192
Current assets		
Trade and other receivables		19,230
Cash and cash equivalents		53,854
		73,084
Total assets		164,276
Equity		
Share capital	(b)	3,584
Share premium	(b)	161,574
Accumulated losses	(b)	(882)
Total equity		164,276
Total equity and liabilities		164,276

The balance sheet of the Company was approved by the Board of Directors on 31 March 2020 and were signed on its behalf.

Wong Han Yu Alice
Director

Jiang Yin Juan
Director

NOTES TO FINANCIAL STATEMENTS

For the year ended 31 December 2019

39 BALANCE SHEET AND RESERVE MOVEMENT OF THE COMPANY (Continued)

(b) Reserve movement of the Company

	Share capital RMB'000	Share premium RMB'000	Accumulated losses RMB'000	Total RMB'000
At 7 March 2019 (date of in corporation)	–	–	–	–
Comprehensive income				
Loss for the year	–	–	(882)	(882)
Transactions with owners of the Company				
Effect of the Reorganization	170	70,555	–	70,725
Capital contribution from a Pre-IPO Investor	12	17,142	–	17,154
Proceeds from issuance of shares during the initial public offering (the “IPO”)	710	91,844	–	92,554
Issue of shares pursuant to the Capitalization	2,692	(2,692)	–	–
Listing expenses charged to share premium	–	(15,275)	–	(15,275)
At 31 December 2019	3,584	161,574	(882)	164,276