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**Century Group International Holdings Limited**

**世紀集團國際控股有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 2113)**

**ANNOUNCEMENT OF INTERIM RESULTS  
FOR THE SIX MONTHS ENDED 30 SEPTEMBER 2019**

The board (the “Board”) of directors (the “Directors”) of Century Group International Holdings Limited (the “Company”) is pleased to present the unaudited interim results of the Company and its subsidiaries (collectively the “Group”) for the six months ended 30 September 2019 (the “Reporting Period”), together with the comparative figures for the corresponding period in 2018:

**FINANCIAL HIGHLIGHT**

- Revenue of the Group for the Reporting Period amounted to approximately HK\$136.0 million (for the six months ended 30 September 2018: approximately HK\$76.9 million).
- Profit attributable to owners of the Company for the Reporting Period amounted to approximately HK\$249,000 (for the six months ended 30 September 2018: loss attributable to owners of the Company approximately HK\$8.0 million).
- Basic and diluted earnings per share for the Reporting Period amounted to approximately HK cents 0.03 (basic and diluted loss per share for the six months ended 30 September 2018: approximately HK cents 1.05).
- The Board does not declare any interim dividend for the Reporting Period (for the six months ended 30 September 2018: nil).

**INTERIM CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS  
AND OTHER COMPREHENSIVE INCOME**  
*FOR THE SIX MONTHS ENDED 30 SEPTEMBER 2019*

		<b>Six months ended</b>	
		<b>30 September</b>	
		<b>2019</b>	<b>2018</b>
	<i>Notes</i>	<i>HK\$'000</i>	<i>HK\$'000</i>
		<i>(Unaudited)</i>	<i>(Unaudited)</i>
Revenue	5	<b>136,044</b>	76,860
Cost of sales		<u>(125,331)</u>	<u>(80,208)</u>
<b>Gross profit (loss)</b>		<b>10,713</b>	(3,348)
Other income	6	<b>886</b>	305
Administrative expenses		<b>(11,558)</b>	(5,681)
Finance costs	7	<u>(625)</u>	<u>(661)</u>
<b>Profit (loss) before taxation</b>		<b>(584)</b>	(9,385)
Income tax credit	8	<u>833</u>	<u>1,344</u>
<b>Profit (loss) and total comprehensive income (expense) for the period</b>	9	<u><b>249</b></u>	<u>(8,041)</u>
<b>Earnings (loss) per share (HK cents)</b>			
— Basic and diluted	10	<u><b>0.03</b></u>	<u>(1.05)</u>

**INTERIM CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION**  
**AS AT 30 SEPTEMBER 2019**

		As at 30 September 2019 <i>HK\$'000</i> <i>(Unaudited)</i>	As at 31 March 2019 <i>HK\$'000</i> <i>(Audited)</i>
<b>Non-current assets</b>			
Plant and equipment	12	18,855	25,493
Financial assets at fair value through other comprehensive income		—*	—*
Right-of-use assets		688	—
Restricted bank balances		<u>15,369</u>	<u>15,293</u>
		<u>34,912</u>	<u>40,786</u>
<b>Current assets</b>			
Trade and other receivables	14	44,785	16,850
Contract assets	13	72,617	43,523
Bank balances and cash		<u>14,261</u>	<u>12,997</u>
		<u>131,663</u>	<u>73,370</u>
<b>Current liabilities</b>			
Trade and other payables	15	47,213	32,481
Amount due to a director		—	350
Lease liabilities		444	—
Other loan	16	<u>30,000</u>	<u>—</u>
		<u>77,657</u>	<u>32,831</u>
<b>Net current assets</b>		<u>54,006</u>	<u>40,539</u>
<b>Total assets less current liabilities</b>		<u>88,918</u>	<u>81,325</u>

**INTERIM CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION**  
**(Continued)**

*AS AT 30 SEPTEMBER 2019*

		As at 30 September 2019	As at 31 March 2019
	<i>Note</i>	<i>HK\$'000</i> <i>(Unaudited)</i>	<i>HK\$'000</i> <i>(Audited)</i>
<b>Non-current liabilities</b>			
Lease liabilities		248	—
Deferred tax liability		<u>2,652</u>	<u>3,485</u>
		<u>2,900</u>	<u>3,485</u>
<b>Net assets</b>		<u><u>86,018</u></u>	<u><u>77,840</u></u>
<b>Capital and reserves</b>			
Share capital	17	8,048	7,678
Reserves		<u>77,970</u>	<u>70,162</u>
<b>Total equity</b>		<u><u>86,018</u></u>	<u><u>77,840</u></u>

\* *Less than HK\$1,000*

**INTERIM CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY**  
**FOR THE SIX MONTHS ENDED 30 SEPTEMBER 2019**

	Share capital <i>HK\$'000</i>	Share premium <i>HK\$'000</i>	Merger reserve <i>(note)</i> <i>HK\$'000</i>	Retained profits (accumulated losses) <i>HK\$'000</i>	Total equity <i>HK\$'000</i>
At 1 April 2018 (audited)	7,678	102,392	—	54,662	164,732
Effect arising from application of HKFRS 15	—	—	—	(1,694)	(1,694)
At 1 April 2018	7,678	102,392	—	52,968	163,038
Loss and total comprehensive expense for the period	—	—	—	(8,041)	(8,041)
At 30 September 2018 (unaudited)	<u>7,678</u>	<u>102,392</u>	<u>—</u>	<u>44,927</u>	<u>154,997</u>
At 1 April 2019 (audited)	7,678	102,392	—	(32,230)	77,840
Profit and total comprehensive income for the period	—	—	—	249	249
Issue of shares upon placing <i>(note 17)</i>	370	7,844	—	—	8,214
Direct expenses of placing <i>(note 17)</i>	—	(285)	—	—	(285)
At 30 September 2019 (unaudited)	<u>8,048</u>	<u>109,951</u>	<u>—</u>	<u>(31,981)</u>	<u>86,018</u>

*Note:* Merger reserve represents the difference between the nominal value of the issued capital of subsidiaries acquired pursuant to a group reorganisation over the consideration paid for acquiring these subsidiaries.

**INTERIM CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS**  
**FOR THE SIX MONTHS ENDED 30 SEPTEMBER 2019**

	<b>Six months ended</b>	
	<b>30 September</b>	
	<b>2019</b>	2018
	<b>HK\$'000</b>	HK\$'000
	<b>(Unaudited)</b>	(Unaudited)
<b>OPERATING ACTIVITIES</b>		
Cash used in operations	(36,309)	(15,235)
Tax paid	—	(1,444)
	<u>          </u>	<u>          </u>
<b>NET CASH USED IN OPERATING ACTIVITIES</b>	<b>(36,309)</b>	<b>(16,679)</b>
	<u>          </u>	<u>          </u>
<b>INVESTING ACTIVITIES</b>		
Purchase of plant and equipment	(150)	(3,720)
Proceeds from disposals of plant and equipment	383	120
Interest received	78	33
	<u>          </u>	<u>          </u>
<b>NET CASH FROM (USED IN) INVESTING ACTIVITIES</b>	<b>311</b>	<b>(3,567)</b>
	<u>          </u>	<u>          </u>
<b>FINANCING ACTIVITIES</b>		
Repayment of obligations under finance leases	—	(8,127)
Interest paid	(667)	(661)
Repayment of unsecured bank borrowings	—	(9,000)
Issue of shares upon placing	8,214	—
Direct expenses of placing	(285)	—
Other loan raised	30,000	9,000
Shareholders' loans raised	10,676	—
Repayment of shareholders' loans	(10,676)	—
	<u>          </u>	<u>          </u>
<b>NET CASH FROM (USED IN) OPERATING ACTIVITIES</b>	<b>37,262</b>	<b>(8,788)</b>
	<u>          </u>	<u>          </u>
<b>NET INCREASE (DECREASED) IN CASH AND CASH EQUIVALENTS</b>	<b>1,264</b>	<b>(29,034)</b>
<b>CASH AND CASH EQUIVALENTS AT THE BEGINNING OF THE PERIOD</b>	<b>12,997</b>	<b>31,089</b>
	<u>          </u>	<u>          </u>
<b>CASH AND CASH EQUIVALENTS AT THE END OF THE PERIOD REPRESENTED BY BANK BALANCES AND CASH</b>	<b>14,261</b>	<b>2,055</b>
	<u>          </u>	<u>          </u>

# **NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION**

## **1. GENERAL AND BASIS OF PREPARATION**

Century Group International Holdings Limited (the “Company”) was incorporated and registered as an exempted company with limited liability under the Companies Law, Chapter 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands on 31 March 2016 and its shares have been listed on the Main Board of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) since 17 October 2016. The addresses of the registered office and principal place of business of the Company are disclosed in the corporate information section to the interim report.

Its immediate holding company is China Century Holdings Limited (“China Century”), a company incorporated in the British Virgin Islands (the “BVI”). China Century is owned by World Communication International Holdings Limited, Xianghua International Holdings Limited and China Medival Group Limited, companies incorporated in the BVI, which are ultimately owned by Mr. Cao Qian, Mr. Li Xiangzhong and Mr. Zhang Chengzhou respectively.

The Company is an investment holding company. C & H Engineering Company Limited (“C&H”), being the principal subsidiary of the Company, is principally engaged in provision of site formation works.

The condensed consolidated interim financial information is presented in Hong Kong dollars (“HK\$”), which is also the functional currency of the Company.

## **2. BASIS OF PREPARATION**

The condensed consolidated interim financial information of the Group for the six months ended 30 September 2019 has been prepared in accordance with Hong Kong Accounting Standard (“HKAS”) 34 “Interim Financial Reporting” issued by the Hong Kong Institute of Certified Public Accountants (the “HKICPA”) as well as the applicable disclosure provisions of Appendix 16 to the Rules Governing the Listing of Securities on the Stock Exchange.

## **3. SIGNIFICANT ACCOUNTING POLICIES**

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

The accounting policies used in the interim condensed consolidated financial information are consistent with those followed in the preparation of the Group’s annual consolidated financial statements for the year ended 31 March 2019 except as described below.

In the current interim period, the Group has applied, for the first time, the following new and amendments to Hong Kong Financial Reporting Standards (“HKFRSs”) issued by the HKICPA which are effective for the Group’s financial year beginning on 1 April 2019.

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

The adoption of HKFRS 16 resulted in changes in the Group’s accounting policies and adjustments to the amounts recognised in the interim condensed consolidated financial information. The new accounting policies are set out in note 4 below. The application of other new and amendments to HKFRSs in the current interim period has had no material effect on the Group’s financial performance and positions for the current and prior periods and/or on the disclosures set out in the interim condensed consolidated financial information.

### 3.1 Impacts on adoption of HKFRS 16 Leases

HKFRS 16 introduces new or amended requirements with respect to lease accounting. It introduces significant changes to the lessee accounting by removing the distinction between operating lease and finance lease and requiring the recognition of right-of-use asset and a lease liability for all leases, except for short-term leases and leases of low value assets. In contrast to lessee accounting, the requirements for lessor accounting have remained largely unchanged. Details of these new accounting policies are described in note 4. The Group has applied HKFRS 16 *Leases* retrospectively with the cumulative effect of initial application as an adjustment to the opening balance of equity, where appropriate, at 1 April 2019, and has not restated comparatives for the 2019 reporting period as permitted under the specific transitional provisions in the standard. Accordingly, certain comparative information may not be comparable as comparative information was prepared under HKAS 17 *Leases*.

On transition to HKFRS 16, the Group elected to apply the practical expedient to grandfather the assessment of which arrangements are, or contain, leases. It applied HKFRS 16 only to contracts that were previously identified as leases. Contracts that were not identified as leases under HKAS 17 and HK(IFRIC)-4 were not reassessed. Therefore, the definition of a lease under HKFRS 16 has been applied only to contracts entered into or changed on or after 1 April 2019.

The major impacts of the adoption of HKFRS 16 on the Group’s interim condensed consolidated financial information are described below.

#### *The Group as lessee*

On 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 (except for lease of low value assets and lease with remaining lease term of twelve months or less). These liabilities were measured at the present value of the remaining lease payments, discounted using the lessee’s incremental borrowing rate as of 1 April 2019. The weighted average lessee’s incremental borrowing rate applied to the lease liabilities on 1 April 2019 was 5.1%.



The Group recognises right-of-use assets and measures them at an amount equal to the lease liability, adjusted by the amount of any prepaid or accrued lease payments.

The following table summarises the impact of transition to HKFRS 16 at 1 April 2019. Line items that were not affected by the adjustments have not been included.

	<i>Note</i>	<b>Carrying amount previously reported at 31 March 2019</b>	<b>Impact on adoption of HKFRS 16</b>	<b>Carrying amount as restated at 1 April 2019</b>
		<i>HK\$'000</i> <i>(Audited)</i>	<i>HK\$'000</i>	<i>HK\$'000</i> <i>(Unaudited)</i>
Right-of-use assets	<i>(a)</i>	—	27	27
Lease liabilities	<i>(a)</i>	—	(27)	(27)
		<u>          </u>	<u>          </u>	<u>          </u>

*Note:*

(a) As at 1 April 2019, right-of-use assets were measured at an amount equal to the lease liability of approximately HK\$27,000.

### 3.2 Practical expedients applied

On the date of initial application of HKFRS 16, the Group has used the following practical expedients permitted by the standard:

- 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(IFRIC)-4 *Determining whether an arrangement contains a lease*;
- the use of a single discount rate to a portfolio of leases with reasonably similar characteristics;
- the accounting for operating leases with a remaining lease term of less than 12 months as at 1 April 2019 as short-term leases; and
- the exclusion of initial direct costs for the measurement of the right-of-use asset at the date of initial application.

#### 4. CHANGE IN ACCOUNTING POLICIES

##### Leases

###### *Definition of a lease*

Under HKFRS 16, a contract is, or contains, a lease if the contract conveys a right to control the use of an identified asset for a period of time in exchange for consideration.

###### *The Group as lessee*

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

###### *Lease liabilities*

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

Lease payments included in the measurement of the lease liability comprise fixed lease payments (including in-substance fixed payments).

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

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

Lease liability is remeasured (and with a corresponding adjustment to the related right-of-use asset) whenever:

- the lease term has changed or there is a change in the assessment of exercise of a purchase option, in which case the lease liability is remeasured by discounting the revised lease payments using revised discount rate.
- the lease payments change due to changes in an index or rate or a change in expected payment under a guaranteed residual value, in which cases the lease liability is remeasured by discounting the revised lease payments using the initial discount rate (unless the lease payments change is due to a change in a floating interest rate, in which case a revised discount rate is used).
- a lease contract is modified and the lease modification is not accounted for as a separate lease, in which case the lease liability is remeasured by discounting the revised lease payments using a revised discount rate.

### *Right-of-use assets*

The right-of-use assets comprise the initial measurement of the corresponding lease liability, lease payments made at or before the commencement date and any initial direct costs.

Right-of-use assets are subsequently measured at cost less accumulated depreciation and impairment losses. They are depreciated over the shorter period of lease term and useful life of the underlying asset. If a lease transfers ownership of the underlying asset or the cost of the right-of-use asset reflects that the Group expects to exercise a purchase option, the related right-of-use asset is depreciated over the useful life of the underlying asset. The depreciation starts at the commencement date of the lease.

The Group presents right-of-use assets as a separate line item on the condensed consolidated statement of financial position.

The Group applies HKAS 36 to determine whether a right-of-use asset is impaired and accounts for any identified impairment loss as described in the “Plant and equipment” policy as stated in the Group’s annual consolidated financial statements for the year ended 31 March 2019.

### *Lease modification*

The Group accounts for a lease modification as a separate lease if:

- the modification increases the scope of the lease by adding the right to use one or more underlying assets; and
- the consideration for the lease increases by an amount commensurate with the stand-alone price for the increase in scope and any appropriate adjustments to that stand-alone price to reflect the circumstances of the particular contract.

## **5. REVENUE AND SEGMENT INFORMATION**

Revenue represents revenue arising on the construction and site formation services rendered for both periods.

### **Segment information**

The chief operating decision maker, the directors of the Company, regards the Group’s business as a single operating segment and reviews financial statements accordingly. Also, the Group only engages its business in Hong Kong. Therefore, no segment information is presented.

## 6. OTHER INCOME

	Six months ended 30 September	
	2019	2018
	<i>HK\$'000</i>	<i>HK\$'000</i>
	<i>(Unaudited)</i>	<i>(Unaudited)</i>
Bank interest income	78	33
Gain on disposals of plant and equipment	383	—
Refund of contributions from the Mandatory Provident Fund Scheme	331	116
Others	94	156
	<u>886</u>	<u>305</u>

## 7. FINANCE COSTS

	Six months ended 30 September	
	2019	2018
	<i>HK\$'000</i>	<i>HK\$'000</i>
	<i>(Unaudited)</i>	<i>(Unaudited)</i>
Interest on:		
— unsecured bank overdrafts and unsecured bank borrowing	—	55
— other loan	612	—
— lease liabilities	13	—
— obligations under finance leases	—	606
	<u>625</u>	<u>661</u>

## 8. INCOME TAX CREDIT

	Six months ended 30 September	
	2019	2018
	<i>HK\$'000</i>	<i>HK\$'000</i>
	<i>(Unaudited)</i>	<i>(Unaudited)</i>
Deferred taxation	<u>833</u>	<u>1,344</u>

Pursuant to the laws and regulations of the Cayman Islands and the BVI, the Group is not subject to any income tax in the Cayman Islands and the BVI as there is no income tax imposed in these jurisdictions.

Hong Kong Profits Tax is calculated at 16.5% of the estimated assessable profits for both periods. No provision for Hong Kong Profits Tax has been made for both periods as there were no assessable profits generated.

## 9. PROFIT (LOSS) FOR THE PERIOD

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

	<b>Six months ended</b>	
	<b>30 September</b>	
	<b>2019</b>	2018
	<b>HK\$'000</b>	HK\$'000
	<b>(Unaudited)</b>	(Unaudited)
Staff costs, including directors' emoluments		
— Salaries, wages, allowances and other benefits	<b>35,965</b>	30,099
— Contributions to retirement benefits scheme	<b>1,264</b>	1,404
	<hr/>	<hr/>
Total staff costs	<b>37,229</b>	31,503
	<hr/>	<hr/>
Depreciation of plant and equipment	<b>6,788</b>	9,944
Depreciation of right-of-use assets	<b>208</b>	—
Loss on disposals of plant and equipment	—	180
Minimum lease payments paid under operating lease in respect of office premises	—	130
	<hr/> <hr/>	<hr/> <hr/>

## 10. EARNINGS (LOSS) PER SHARE

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

	<b>Six months ended</b>	
	<b>30 September</b>	
	<b>2019</b>	2018
	<b>HK\$'000</b>	HK\$'000
	<b>(Unaudited)</b>	(Unaudited)
<b>Earnings</b>		
Profit (loss) for the period attributable to the owners of the Company	<b>249</b>	(8,041)
	<hr/> <hr/>	<hr/> <hr/>

<b>Six months ended</b>	
<b>30 September</b>	
<b>2019</b>	2018
<b>'000</b>	'000
<b>(Unaudited)</b>	<b>(Unaudited)</b>

**Number of shares**

Weighted average number of ordinary shares for the purpose of calculating basic earnings (loss) per share

<b>768,357</b>	767,750
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The diluted earnings (loss) per share is equal to the basic earnings (loss) per share as there were no dilutive potential ordinary shares outstanding during both periods.

**11. DIVIDENDS**

No dividend was paid, declared or proposed during the Reporting Period, nor has any dividend been declared since the end of the interim period (six months ended 30 September 2018: nil).

**12. PLANT AND EQUIPMENT**

	<b>Plant and equipment HK\$'000</b>
<b>Six months ended 30 September 2019</b>	
Net book value	
Opening amount as at 1 April 2019 (Audited)	25,493
Addition	150
Depreciation	<u>(6,788)</u>
<b>Closing amount as at 30 September 2019 (Unaudited)</b>	<u><b>18,855</b></u>
<b>Six months ended 30 September 2018</b>	
Net book value	
Opening amount as at 1 April 2018 (Audited)	51,166
Addition	3,720
Disposals	(300)
Depreciation	<u>(9,944)</u>
<b>Closing amount as at 30 September 2018 (Unaudited)</b>	<u><u><b>44,642</b></u></u>

### 13. CONTRACT ASSETS

	As at 30 September 2019 <i>HK\$'000</i> <i>(Unaudited)</i>	As at 31 March 2019 <i>HK\$'000</i> <i>(Audited)</i>
Unbilled revenue of construction contracts	41,778	17,335
Retention receivables of construction contracts	<u>30,839</u>	<u>26,188</u>
	<u><u>72,617</u></u>	<u><u>43,523</u></u>

### 14. TRADE AND OTHER RECEIVABLES

	As at 30 September 2019 <i>HK\$'000</i> <i>(Unaudited)</i>	As at 31 March 2019 <i>HK\$'000</i> <i>(Audited)</i>
Trade receivables	14,535	12,171
Prepayments, deposits and other receivables	<u>30,250</u>	<u>4,679</u>
	<u><u>44,785</u></u>	<u><u>16,850</u></u>

The Group does not hold any collateral over these balances.

The Group does not have a standardised and universal credit period granted to its customers, and the credit period of individual customer is considered on a case-by-case basis and stipulated in the project contract, as appropriate. The following is an aged analysis of trade receivables, presented based on the date of the certified report which approximates revenue recognition date and invoice date at the end of each reporting period:

	As at 30 September 2019 <i>HK\$'000</i> <i>(Unaudited)</i>	As at 31 March 2019 <i>HK\$'000</i> <i>(Audited)</i>
0 to 30 days	13,905	12,063
31 to 60 days	<u>630</u>	<u>108</u>
	<u><u>14,535</u></u>	<u><u>12,171</u></u>

## 15. TRADE AND OTHER PAYABLES

	As at 30 September 2019 <i>HK\$'000</i> <i>(Unaudited)</i>	As at 31 March 2019 <i>HK\$'000</i> <i>(Audited)</i>
Trade payables	36,269	11,530
Retention payables	5,033	2,402
Amounts due to ex-directors	366	12,000
Accrued expenses and other payables	5,545	6,549
	<u>47,213</u>	<u>32,481</u>

Trade payables represented payables to suppliers and subcontractors. The credit terms granted by subcontractors were stipulated in the relevant contracts and the payables were usually due for settlement within 60 days. The Group has financial risk management policies in place to ensure that all payables are settled within the credit timeframe. The following is an aged analysis of trade payables presented based on the invoice date at the end of the reporting period:

	As at 30 September 2019 <i>HK\$'000</i> <i>(Unaudited)</i>	As at 31 March 2019 <i>HK\$'000</i> <i>(Audited)</i>
0 to 30 days	24,543	4,223
31 to 60 days	9,303	4,326
61 to 90 days	1,590	2,164
91 to 365 days	833	817
	<u>36,269</u>	<u>11,530</u>

## 16. OTHER LOAN

	As at 30 September 2019 <i>HK\$'000</i> <i>(Unaudited)</i>	As at 31 March 2019 <i>HK\$'000</i> <i>(Audited)</i>
Secured loan from an independent third party	30,000	—

As at 30 September 2019, the loan was secured by the Group's certain plant and machinery with net book value of HK\$18.9 million (2019: nil). The loan carries interest at a fixed interest rate of 8% per annum and is repayable on 28 February 2020.



## 17. SHARE CAPITAL

	Number of shares	Share Capital <i>HK\$'000</i>
Ordinary shares of HK\$0.01 each		
<b>Authorised</b>		
At 1 April 2018, 31 March 2019, 1 April 2019 and 30 September 2019	2,000,000,000	20,000
<b>Issued and fully paid:</b>		
At 1 April 2018, 31 March 2019 and 1 April 2019	767,750,000	7,678
Issue of shares upon placing (note)	<u>37,000,000</u>	<u>370</u>
At 30 September 2019	<u><u>804,750,000</u></u>	<u><u>8,048</u></u>

Note:

On 27 September 2019, arrangements were made for a private placement to independent private investors of 37,000,000 ordinary shares of HK\$0.222 per share, raising a total of net proceeds of HK\$7,929,000, after deducting direct expenses of HK\$285,000. These new shares were issued under the general mandate granted to the directors of the Company at the annual general meeting of the Company held on 6 September 2018 and rank pari passu with other shares in issue in all respects.

## 18. RELATED PARTY TRANSACTIONS

(a) During the Reporting Period, the Group entered into transactions with related parties as follows:

Related party	Nature of transaction	Six months ended 30 September	
		2019 <i>HK\$'000</i> <i>(Unaudited)</i>	2018 <i>HK\$'000</i> <i>(Unaudited)</i>
Ms. Choi Chun Chi Sandy	Office rental paid	<u><u>220</u></u>	<u><u>180</u></u>

**(b) Compensation of key management personnel**

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

	<b>Six months ended</b>	
	<b>30 September</b>	
	<b>2019</b>	<b>2018</b>
	<b><i>HK\$'000</i></b>	<b><i>HK\$'000</i></b>
	<b><i>(Unaudited)</i></b>	<b><i>(Unaudited)</i></b>
Short-term benefits	<b>3,175</b>	3,115
Post-employment benefits	<b>—</b>	36
	<hr/>	<hr/>
	<b>3,175</b>	<b>3,151</b>
	<hr/> <hr/>	<hr/> <hr/>

The remuneration of the directors of the Company and key executives is determined by the remuneration committee having regard to the performance of the individuals and market trends.

## MANAGEMENT DISCUSSION AND ANALYSIS

### Business Review

During the Reporting Period, the Group was engaged to undertake site formation works in Hong Kong as a subcontractor. There has been no significant change in the business operations of the Group.

During the Reporting Period, revenue amounted to approximately HK\$136.0 million, approximately HK\$59.1 million higher than the corresponding period in 2018. Such increase was mainly attributable to the better performance in this period under review that there were two newly awarded projects and number of projects in progress were more than that of the corresponding period in 2018. During the Reporting Period, the Group was awarded two projects in Islands District with total contract sum of approximately HK\$50.3 million whereas in contrast the Group was awarded two new projects with total contract sum of approximately HK\$13.6 million for the six months ended 30 September 2018. Further, one of newly awarded projects with contract sum of HK\$25.8 million was completed in the Reporting Period (six months ended 30 September 2018: completion of two projects awarded in previous years with contract sum of HK\$143.7 million). As at 30 September 2019, there were six projects on hand with the total contract sum of HK\$432.7 million and outstanding contract sum of HK\$166.2 million (as at 30 September 2018: three projects with total outstanding contract sum of HK\$204.5 million). Out of these six projects on hand, two projects with total contract sum of HK\$370.4 million are expected to be completed in the year ending 31 March 2021 and the remaining four projects with total contract sum of HK\$62.3 million are expected to be completed in the year ending 31 March 2020.

Below set out a list of projects completed during the Reporting Period and those projects which are still in progress as at 30 September 2019:

Site Location	Type of Work	Status	Contract Sum (HK\$'Million)
Islands District	Airport road diversion and reinstatement of footpath	In progress	13.6
Islands District	Removal of rock material	In progress	10.6
Islands District	Earthworks, excavation and lateral support works (the "ELS") and breaking off pile heads	In progress	13.6
Kwun Tong District	Site formation works	In progress	310.0
Southern District	Site formation, ELS and slope stabilisation works	In progress	60.4
Islands District	Marine works*	Completed	25.8
Islands District	Marine works*	In progress	24.5

\* Newly awarded in the period under review.

## Financial Review

The Group recorded revenue of approximately HK\$136.0 million for the Reporting Period, representing an increase of approximately 76.9% compared with approximately HK\$76.9 million for the corresponding period in 2018. The increase was mainly due to increase in the number of projects on hand which are in progress during the period under review as mentioned above. Further, a sum of HK\$7.0 million was fully received for an outstanding balance claim on some variation orders of a project located in Islands District which was already completed in the last financial year.

The Group's total gross profit amounted to approximately HK\$10.7 million for the Reporting Period, turning loss into profit compared to the six months ended 30 September 2018 (for the six months ended 30 September 2018: gross loss of approximately HK\$3.3 million). The Group's overall gross profit margin during the Reporting Period was approximately 7.9% (for the six months ended 30 September 2018: gross loss margin of approximately 4.4%).

The turnaround of gross loss to gross profit was mainly attributable to the increase in the number of projects on hand and the successful claim of HK\$7.0 million from the variation orders of the previously completed project where its relevant costs were mainly recognised in the last financial year.

The administrative expenses of the Group for the Reporting Period amounted to approximately HK\$11.6 million, representing an increase of approximately 103.5% compared with approximately HK\$5.7 million for the corresponding period of 2018. The increase was mainly attributable to the payment of a performance bonus of HK\$3 million to two directors and a compensation of HK\$2.3 million to a staff who resigned from the Group in the period under review.

Finance costs for the Group during the Reporting Period remained relatively stable as compared with the corresponding period of 2018 primarily due to the none of interest on finance lease as a result of full settlement of finance leases in 2018 was almost offset by the increase in interest on secured other loan in 2019.

For the Reporting Period, the Group recorded a net profit of approximately HK\$249,000, as compared to the net loss of approximately HK\$8.0 million for the corresponding period in 2018. The turnaround from loss to profit was mainly attributable to the increase in turnover and gross profit as discussed above.

## **Prospects**

During the Reporting period, the global economy remains uncertain and the competition in construction market is relatively keen. The Group will continue to focus on developing business of undertaking site formation works in Hong Kong due to its long established reputation and proven ability. Taking into the account the recent housing policy and land supply of the Hong Kong Government in increasing land supply for housing developments for both private and public sectors, the Group expects a steady growth of Hong Kong's construction industry in the long run. In view of this, the management remains prudently optimistic about prospects of the construction market. The Group will keep on improving the effectiveness and project management skills of our site formation works, and seeking potential business opportunities that will broaden the sources of income and enhance value to the shareholders.

## **Liquidity, Financial Resources and Capital Resources**

As at 30 September 2019, the Group had bank balances of approximately HK\$14.3 million (31 March 2019: approximately HK\$13.0 million). The increase was mainly due to the completion of a placement of shares as stated below.

On 27 September 2019, the Company completed a placement of an aggregate of 37,000,000 newly issued shares at HK\$0.222 per share. The net proceeds from the placing amounted to approximately HK\$7.9 million. For details, please refer to the paragraph of "Placement of shares" as below.

The gearing ratio is calculated based on the amount of total interest-bearing debts divided by total equity. The gearing ratios of the Group were increased from nil at 31 March 2019 to approximately 34.9% at 30 September 2019. The increase in gearing ratios was primarily due to secured other loan of HK\$30.0 million during the Reporting Period.

## **Placement of Shares**

Reference is made to the announcement of the Company dated 27 September 2019 in relation to the placing of 37,000,000 shares by the Company (the "Placing") (the "Announcement"). The Company completed a placement of an aggregate of 37,000,000 newly issued Shares ("Placing Shares"), which represent approximately 4.60% of the Company's issued share capital immediately after completion of the Placing. The Placing Shares were allotted and issued under the general mandate which was granted to the Directors of the Group by the shareholders at the annual general meeting of the Company held on 6 September 2018 to allot, issue and deal with up to 20% of the then issued shares. They have been successfully placed to not less than six Places at the Placing Price of HK\$0.222 per Placing Share. The net proceeds from the Placing amounted to approximately HK\$7.9 million. As disclosed in the Announcement, the Company intends to use the net proceeds as general working capital for the Group and to finance potential business opportunities to be identified.

## **Pledge of Assets**

As at 30 September 2019, the Group's certain plant and machinery with net book value of approximately HK\$18.9 million were pledged for a nine months loan of HK\$30.0 million at an interest rate of 8.0% per annum as at 31 May 2019.

## **Foreign Exchange Risk**

The Group mainly operates in Hong Kong and most of the operating transactions such as revenue, expenses, monetary assets and liabilities are denominated in Hong Kong dollars. As such, the Directors are of the view that the Group's risk in foreign exchange is insignificant and that we should have sufficient resources to meet foreign exchange requirements if and when they arise. Therefore, the Group has not engaged in any derivative contracts to hedge its exposure to foreign exchange risk during the Reporting Period.

## **Employees and Remuneration Policy**

As at 30 September 2019, the Group employed 162 staff (31 March 2019: 166 staff). Total staff costs including directors' emoluments for the Reporting Period, amounted to approximately HK\$37.2 million (for the six months ended 30 September 2018: approximately HK\$31.5 million). The salary and benefit levels of the employees of the Group are competitive and individual performance is rewarded through the Group's salary and bonus system. The Group conducts annual review on salary increase, discretionary bonuses and promotions based on the performance of each employee.

During the Reporting Period, the Group has not experienced any significant problems with its employees due to labour disputes nor has it experienced any difficulty in the recruitment and retention of experienced staff.

## **Capital Structure**

During the Reporting Period, the Company completed a placement of an aggregate of 37,000,000 Placing Shares, which represent approximately 4.60% of the Company's issued share capital immediately after completion of the Placing. The Placing Shares were allotted and issued under the general mandate which was granted to the Directors by the shareholders at the annual general meeting of the Company held on 6 September 2018 to allot, issue and deal with up to 20% of the then issued Shares. They have been successfully placed to not less than six places at the placing price of HK\$0.222 per Placing Share. The net proceeds from the Placing amounted to approximately HK\$7.9 million. As disclosed in the Announcement, the Company intends to use the net proceeds as general working capital for the Group and to finance potential business opportunities to be identified.

## **Capital Commitments**

As at 30 September 2019, the Group did not have any capital commitments (31 March 2019: nil).

## **Contingent Liabilities**

As at 30 September 2019, our Group did not have any significant contingent liabilities (31 March 2019: nil).

## **Purchase, sale and redemption of the Company's listed securities**

Neither the Company nor any of its subsidiaries had purchased, sold or redeemed any of the Company's listed securities during the Reporting Period.

## **Interim dividend**

The Board has resolved not to declare any interim dividend for the Reporting Period (for the six months ended 30 September 2018: nil).

## **Compliance with the corporate governance code**

The Group recognise the importance of achieving the highest standard of corporate governance consistent with the needs and requirements of its businesses and the best interest of all of its stakeholders, and the Board is fully committed to doing so. The Board believes that high standards of corporate governance provide a framework and solid foundation for the Group to manage business risks, enhance transparency, achieve high standard of accountability and protect stakeholders' interests.

The Group has adopted a corporate governance statement of policy which provides guidance on the application of the corporate governance principles on the Group, with reference to the Code on Corporate Governance Practices (the "CG Code") as set out in Appendix 14 of the Listing Rules.

In the opinion of the Directors, the Company has complied with all code provisions as set out in the CG Code during the Reporting Period and, where appropriate, the applicable recommended best practices of the CG Code.

## **Compliance with the Model Code**

The Company has adopted a code of conduct regarding Directors' securities transactions on terms no less exacting than the required standard as set out in the Model Code for Securities Transactions by Directors of Listed Issuers set out in Appendix 10 to the Listing Rules (the "Model Code"). In response to a specific enquiry by the Company, all Directors have confirmed that they complied with the requirements of the Model Code during the Reporting Period.

## **Audit Committee**

The Company has established an audit committee (the “Audit Committee”) in accordance with the requirements of the Listing Rules with terms of reference aligned with the provision of the CG Code as set out in Appendix 14 to the Listing Rules. The Audit Committee is to serve as a focal point for communication between other directors, the external auditors, and the management as their duties relate to financial and other reporting, internal controls, risk management and the audits; and to assist the Board in fulfilling its responsibilities by providing an independent review of financial reporting, be satisfying themselves as to the effectiveness of the Company’s risk management and internal controls systems and as to the efficiency of the audits. The Audit Committee comprises three independent non-executive directors, namely Mr. Tang Chi Wai (Chairman), Mr. Cheung Wai Lun Jacky and Mr. Lee Chi Ming.

## **Review of interim results**

The Group’s unaudited condensed consolidated interim results and financial report for the Reporting Period have been reviewed and approved by the Audit Committee.

By order of the Board of  
**Century Group International Holdings Limited**  
**Li Xianzhong**  
*Chairman and Executive Director*

Hong Kong, 29 November 2019

*As at the date of this announcement, the Board comprises Mr. Li Xiangzhong and Mr. Cao Qian as executive Directors and Mr. Cheung Wai Lun Jacky, Mr. Lee Chi Ming and Mr. Tang Chi Wai as independent non-executive directors.*