



# HIGHWAY HOLDINGS



*Annual Report 2021*

Dear Shareholders:

Fiscal 2021 was an extraordinary and challenging year for the company. In fact, it was terrible!

The global factors that lead to our disastrous performance are well-known, and it is not necessary to revisit these macro issues. Specifically, however, we were dealt a one-two punch: first our business was hit severely by the pandemic, and then our Myanmar operations were knocked down by the military takeover in Myanmar. The situation was further complicated by world-wide material shortages of raw materials and parts and by price increases. Despite these unprecedented conditions, we are still standing. This is a tribute to the strength and resilience of our global team, and our financial wherewithal to withstand the challenges and to persevere.

Probably the most damaging effect of this pandemic was the restriction on travel and the resulting inability to visit customers and not have them visit our operations. These are obvious barriers to developing new business opportunities, not to mention the impact of having our engineers in quarantine and only operating by video. Despite of all these obstacles, we were able to maintain existing business production for most of the past year and a half in both of our factories in China and Myanmar.

The military takeover of the Myanmar government on February 1, 2021 initially only had a minor impact on our business. However, early in March 2021 some of the Chinese garment factories in our direct neighbourhood were burned down, and when the Myanmar military commandos moved into our area, all our migrant workers fled. The entire area became a ghost town. As a result, we were forced to cease operations for part of March. Eventually, most of our workers returned, and we are operating at full capability again. Unfortunately, the loss of production in March had a significant negative impact on our fiscal 2021 financial performance.

In addition, we have been experiencing material shortages since November 2020, coupled with significant price increases of raw materials -- including steel, aluminium, copper, plastic resins, and most electronic components. These shortages not only affected and slowed down our usual business but also delayed the manufacture of a new video gaming console for one of our new customers. We had anticipated that manufacture of the video game console would contribute significantly to the company's business in the second half of fiscal 2021. Unfortunately, that did not occur and the momentum we realized in fiscal 2020 did not continue in fiscal 2021.

Part of our growth strategy has been to opportunistically acquire smaller companies. However, we could not benefit from potential strategic opportunities to acquire weak companies and additional business contributions because governments worldwide supported their domestic industries with subsidies and relaxed laws -- which helped these companies to survive despite the weak business environment.

Despite these headwinds, there are reasons to be optimistic about our future. First, the world appears to be gaining control of the pandemic. Second, the material shortage seems to be easing. Third, the political situation in Myanmar seems to have stabilized and may be getting better. Nonetheless, we remain cautious about the near-term consequences. We have faced many challenges before and we overcame them, which gives us confidence in our ability to meet today's extraordinary situation as a technically capable, and as a financially strong company.

Adversity breeds opportunities, and we remain more focused than ever on both adding new customers and on developing our own product lines to offset dependence on OEM business. The

development of our own electric motor product line is just one example of our attempt at strategic diversification –in addition to several motor development projects in collaboration with several potential customers. As soon as the pandemic permits, we expect to travel again and meet with our customers and have them visit us, which we expect will generate additional business opportunities.

Overall, our regular operations are almost back to normal levels, and we just started to finally commence production of the new video game console project.

Despite all of the difficulties of the past 18 months, our company is financially strong, with no long-term debt, no loans, and no liens. In short, we are well-positioned to weather the storm. Most importantly, we took advantage of the slowdown to further reinvent the company and to focus resources on becoming again a manufacturer of some of our own products, as we were in the early years of the business.

In summary, the past year was probably the most difficult period since the company's inception. Nevertheless, we are optimistic about the future and look forward to meeting the expected increase in demand for our products and services as the world recovers.

We appreciate the support of our customers, shareholders and employees and wish everyone good luck, good health, and a speedy recovery.

Sincerely,

**Roland Kohl**

Chairman, President & Chief Executive Officer



United States  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

**FORM 20-F**

- REGISTRATION STATEMENT PURSUANT TO SECTION 12(b) or (g) OF THE  
SECURITIES EXCHANGE ACT OF 1934  
or  
 ANNUAL REPORT PURSUANT TO SECTION 13 or 15(d) OF THE SECURITIES  
EXCHANGE ACT OF 1934

**For the fiscal year ended March 31, 2021.**

- TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934  
**For the transition period from \_\_\_\_\_ to \_\_\_\_\_.**
- SHELL COMPANY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934

**Commission file number 001-38490**

**HIGHWAY HOLDINGS LIMITED**  
(Exact name of Registrant as specified in its charter)

N/A  
(Translation of Registrant's name into English)

**British Virgin Islands**  
(Jurisdiction of incorporation or organization)

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New Territories, Hong Kong  
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(Name, Telephone, E-mail and/or Facsimile number and Address of Company Contact Person)

Securities registered or to be registered pursuant to Section 12(b) of the Act:

<u>Title of each class</u>	<u>Trading Symbol(s)</u>	<u>Name of each exchange on which registered</u>
Common Shares, \$0.01 par value per share	HIHO	NASDAQ Capital Market
Preferred Share Purchase Rights	N/A	NASDAQ Capital Market

Securities registered or to be registered pursuant to Section 12(g) of the Act:

None

Securities for which there is a reporting obligation pursuant to Section 15(d) of the Act:

None

Indicate the number of outstanding shares of each of the issuer's classes of capital or common stock as of the close of the period covered by the annual report: 4,026,825 Common Shares were outstanding as of March 31, 2021.

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes  No

If this report is an annual or transition report, indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934. Yes  No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or an emerging growth company. See definition of large accelerated filer," "accelerated filer," and "emerging growth company" in Rule 12b-2 of the Exchange Act:

Large accelerated filer

Accelerated filer

Non-accelerated filer   
Emerging growth company

If an emerging growth company that prepares its financial statements in accordance with U.S. GAAP, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Indicate by check mark whether the registrant has filed a report on and attestation to its management's assessment of the effectiveness of its internal control over financial reporting under Section 404(b) of the Sarbanes-Oxley Act (15 U.S.C. 7262(b)) by the registered public accounting firm that prepared or issued its audit report.

Indicate by check mark which basis of accounting the registration has used to prepare the financial statements included in this filing:

U.S. GAAP

International Financial Reporting  
Standards as issued by the  
International Accounting  
Standards Board

Other

If "Other" has been checked in response to the previous question, indicate by check mark which financial statement item the registrant has elected to follow:  Item 17  Item 18

If this is an annual report, indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes  No

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## FORWARD - LOOKING STATEMENTS

This annual report contains forward-looking statements that involve risks and uncertainties. All statements other than statements of historical facts are forward-looking statements. These forward-looking statements are made under the “safe harbor” provisions of the U.S. Private Securities Litigation Reform Act of 1995. These statements involve known and unknown risks, uncertainties and other factors that may cause our actual results, performance or achievements to be materially different from those expressed or implied by the forward-looking statements.

You can identify these forward-looking statements by words or phrases such as “may,” “will,” “expect,” “is expected to,” “anticipate,” “aim,” “estimate,” “intend,” “plan,” “believe,” “are likely to” or other similar expressions. We have based these forward-looking statements largely on our current expectations and projections about future events and financial trends that we believe may affect our financial condition, results of operations, business strategy and financial needs. These forward-looking statements include, but are not limited to:

- the Company’s goals and strategies;
- the Company’s expansion plans in Myanmar, including the operation of its manufacturing and assembly facilities at its new Myanmar factory;
- the Company’s business development, financial condition and results of operations;
- the Company’s anticipated business activities and the expected impact of these actions on its results of operations and financial condition;
- expected changes in the Company’s revenues and certain cost or expense items;
- the demand for, and market acceptance of, the Company’s products and services;
- changes in the Company’s relationships with its major customers;
- political, regulatory or economic changes in Hong Kong, Shenzhen, China, and Myanmar, such as the recent unrest in Myanmar, that affect the Company, including currency exchange rates, labor laws and worker relations, changing governmental rules and regulations, and structural factors affected manufacturing operators in general;
- the impact of the novel coronavirus, COVID-19, on the business and operations of both the Company and on the Company’s customers; and
- general economic and business conditions affecting the Company’s major customers.

You should read this annual report and the documents that we refer to in this annual report thoroughly and with the understanding that our actual future results may be materially different from and worse than what we expect. We qualify all of our forward-looking statements by these

cautionary statements. Other sections of this annual report, including the section titled “Risk Factors” beginning on page 3, include additional factors that could adversely impact our business and financial performance. Moreover, we operate in an evolving environment. New risk factors and uncertainties emerge from time to time and it is not possible for our management to predict all risk factors and uncertainties, nor can we assess the impact of all factors on our business or the extent to which any factor, or combination of factors, may cause actual results to differ materially from those contained in any forward-looking statements.

You should not rely upon forward-looking statements as predictions of future events. Except as required by law, we undertake no obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise

## CONVENTIONS

Highway Holdings Limited is a British Virgin Islands holding company that operates through various controlled subsidiaries. Unless the context indicates otherwise, all references herein to “the Company” refer collectively to Highway Holdings Limited and its subsidiaries, including its 84% owned subsidiary in Myanmar. References to “China” or “PRC” are to the People’s Republic of China (excluding Hong Kong), whereas references to “Hong Kong” are to the Hong Kong Special Administrative Region of the People’s Republic of China. References to “Myanmar” are to the Republic of the Union of Myanmar. Unless otherwise stated, all references to “dollars” or \$ are to United States dollars. “RMB,” “Renminbi” or “yuan” are references to the legal currency of China. “MMK” or “Kyat” are to the legal currency of Myanmar. The U.S. Securities and Exchange Commission is referred to in this Annual Report as the “SEC.”

The Company prepares its consolidated financial statements in accordance with accounting principles generally accepted in the United States of America and publish our financial statements in United States dollars.

## PART I

### **Item 1. Identity of Directors, Senior Management and Advisers**

Not Applicable

### **Item 2. Offer Statistics and Expected Timetable**

Not Applicable

### **Item 3. Key Information**

## RISK FACTORS

*The Company’s business and operations involve numerous risks, some of which are beyond the Company’s control, which may affect future results and the market price of the Company’s Common Shares. Investors should take into accounts the risks described below, and*

*the other information contained in this Annual Report, when evaluating an investment in the Company.*

### **Risks Related To Doing Business In China And Myanmar.**

*The Military Coup In Myanmar Has Negatively Affected, And May Continue to Negatively Impact, the Company's Operations In Myanmar.* The Company operates two manufacturing and assembly facilities, one of which is located in Yangon, Myanmar. The Myanmar facility generated 46% of the Company's revenues in the fiscal year ended March 31, 2021. On February 1, 2021, Myanmar's military seized control of the government, declared a state of emergency for the upcoming year, and reportedly placed the country's civilian leader under house arrest. The U.S. State Department has concluded that the military takeover in Myanmar constituted a coup d'état. The military's takeover has resulted in widespread civil unrest, including in the area of Yangon in which the Company's facilities are located, the devaluation of the Kyat, disruption to the existing banking system, and other restrictions. The civil unrest caused the Company's Myanmar facility to be closed for about two weeks in March 2021 and has otherwise impacted that facilities' operations. While operations at the Myanmar factory appear to be returning to the pre-takeover levels, the future impact of the military takeover on the Company's operations in Myanmar remains uncertain as of the date of this report. Any loss of property or interruption of the Company's operations resulting from political instability, civil unrest or changes in law or policy enacted by the military government could have a significant negative impact on the Company's business operations, earnings and cash flow.

*Changes in Labor Laws, Environmental Regulation, Safety Regulation and Business Practices, and Operating Costs in China, and in Shenzhen In Particular, Have Significantly Increased The Costs And Burdens Of Doing Business And Could Continue To Negatively Impact The Company's Operations And Profitability.* In the past, foreign owned enterprises, such as the Company and its subsidiaries, have established manufacturing/assembly facilities in China because of China's lower labor costs, lower facilities costs, less stringent regulations, and certain other benefits provided to foreign entities. These benefits are no longer available to most companies operating in Shenzhen, including in particular foreign-owned entities. In fact, the costs and burdens on foreign owned companies appear to be significantly greater than on local Chinese-owned companies. The cost of operating a manufacturing business in Shenzhen have increased significantly, and the amount of governmental inspections and intrusion have further increased the costs and burdens of operating in China. These factors have significantly increased the cost of doing business in China in the past few years and have caused some of the Company's customers to source their products from other original equipment manufacturers ("OEMs") outside of China that have a lower cost structure than the Company has. The increased costs of manufacturing and the increased regulatory burdens have adversely affected the Company's net sales and gross margins and may continue to do so in the future. While the Company is trying to offset the increasing costs and burdens of doing business in China (primarily by increasing automation and moving labor-intensive activities to Myanmar), no assurance can be given that in the longer term the Company will be able to continue to operate in China and/or remain viable under the new and evolving business or regulatory conditions in China.

*Changing Internal Fiscal, Regulatory and Political Changes Continue to Negatively Affect The Company's Operations in China.* Most of the Company's key functions, including tool design and manufacturing, engineering, administration, and automated manufacturing, are conducted from the Company's facilities in China. As a result, the Company's operations and assets are affected by the political, economic, legal and other uncertainties associated with doing business in China. Changes in policies by the Chinese government to its laws, regulations, or the interpretation thereof, the imposition of confiscatory taxation, restrictions on imports and sources of supply, currency re-valuations, or the expropriation of private enterprises, could materially adversely affect the Company. For example, foreign owned enterprises, including the Company, have recently been subject to numerous governmental inspections and have been subjected to additional burdensome regulations and, on occasion, to cash penalties and fines. Certain of the recent actions by Chinese government authorities appear to be intended to force the Company, and other foreign businesses, out of Shenzhen, China. While the Company has, to date, been able to continue its operations in China despite these changes and additional burdens, no assurance can be given that the increasing regulations and the more restrictive government policies will not, in the future, cause the Company's operations to become financially untenable or otherwise materially affect its business, operations and financial condition.

*Political Or Trade Controversies Between China And The United States Could Harm The Company's Operating Results Or Depress The Company's Stock Price.* Relations between the U.S. and China have during the past few years been strained as a result of various economic and geopolitical disputes between the countries. These political and economic issues have resulted in tariffs being imposed by both China and the U.S. and have resulted in the imposition of restrictions on the import/export of certain products. Although the Company's sales to the U.S. are not substantial, and the Company does not import raw materials from the U.S., the political tensions between the two countries could negatively affect the Company's operations in China. While the current trade disputes with China to date have not directly materially affected the Company's business, no assurance can be given that these, and any other future controversies will not negatively affect the Company's business and operations in China. In addition, the political and trade friction between the U.S. and China could adversely affect the prevailing market price for the Company's Common Shares. The Company, whose shares are publicly listed on the U.S. Nasdaq stock market, could be perceived in China to be an American company and, as such, could face persecution in various forms from the government. Similarly, because the Company operates in Shenzhen, China, the Company could be perceived to be a Chinese company by U.S. investors. These trade or political disputes between the U.S. and China could affect U.S. investors' perception of China-based manufacturing companies listed on U.S. stock markets, which could adversely affect the Company's stock price.

*Increased Wages And The Other Costs Of Labor in China Have a Material Negative Impact The Company's Operations And Continue to Increase Its Operating Costs.* Wages in China in general, and in Shenzhen in particular, have significantly increased during the past few years. Increases in wages has also resulted in increases in employer contributions for various mandatory social welfare benefits for Chinese employees that are based on percentages of their salaries. These increases in the cost of labor will continue to increase the Company's operating costs, will reduce the Company's gross margins, and may continue to result in the loss of customers who may seek, and are able to obtain, comparable products and services in lower-cost regions of the world or from certain local Chinese companies that receive governmental support

of subsidies. During the past few fiscal years, some of the Company's larger customers have been unwilling to pay the higher prices that the Company had to charge in response to higher cost of operations and, accordingly, the Company's new sales have decreased. Future increases in the Company's costs and in the prices that it charges its customers may result the loss of additional customers and in the loss of revenues, which could affect the Company's financial results.

*The Company May Be Subject To Significant Employee Termination Payment Obligations In China.* Under China's labor laws, the Company's local employees are entitled to receive significant employment termination payments if the Company terminates their employment. Although the Company has been reducing the amount of this potential liability by not replacing employees who resign or otherwise leave, any mass layoff could trigger the sudden payment of the entire severance payment obligation. While the Company has been accruing these severance payments as a liability on its financial statements (as of March 31, 2021, the Company accrued \$1,304,000 of severance liabilities), the payment of these accrued amounts could result in a significant decrease in the Company's cash reserves.

*The Company's Shenzhen, China, Leases Could Subject the Company To Substantial Future Risks and Costs.* The Company's engineering, research and development, and its automated manufacturing facilities are currently still located in Long Hua, Shenzhen, China. In February 2020 the Company extended its leases for this facility until February 28, 2023. Due the increasing rental rates and changes in the local regulatory environment that disfavors manufacturing facilities, it is uncertain if the Company will be able to renew its lease in 2023 on acceptable terms, or at all. In the event that cannot, or does not renew its Shenzhen lease, the Company will incur significant costs to relocate its facilities, and its operations could be significantly disrupted.

*The Company Faces Risks From Its Expanded Operations In Myanmar.* In response to increased costs and burdens of operating in China, and in order to partially insulate the Company's manufacturing operations from the effects of the U.S./China trade and political disputes, the Company has moved most of its labor-intensive work from Shenzhen, China, to Yangon, Myanmar (formerly Burma). As a result of various recent political and economic changes in Myanmar, a number of international and other enterprises have started establishing operations in Myanmar. The Company currently owns 84% of Kayser Myanmar Manufacturing Company Ltd. ("Kayser Myanmar"), a foreign company authorized to operate in Myanmar. Kayser Myanmar operates from a factory facility in Yangon. The Company has also transferred a substantial portion of its non-automated manufacturing equipment from its Shenzhen, China, operations to the Kayser Myanmar facilities in order to enable the Myanmar company to assemble and manufacture more of the Company's products in Myanmar. However, operating in an underdeveloped country such as Myanmar is subject to numerous risks and uncertainties. These risks include labor relations issues (including strikes), lack of infrastructure, uncertain rules and regulations, unpredictable access to utilities (including electricity), cultural and political issues with local governmental authorities, antiquated banking systems, and the lack of international financing expertise. Because the Company is continuing to shift production from China to Myanmar, the impact of negative events in Myanmar will have a more significant impact on the Company in the future. The operations in Myanmar also are subject to the currency risks associated with the Myanmar Kyat (MMK), the official currency of that country.

Myanmar recently permitted the exchange rate between the Kyat and the U.S. dollar to fluctuate, which fluctuations could materially change the cost of operating in Myanmar. No assurance can be given that unfavorable currency fluctuations will not occur in the future.

*The Company's Customers May Restrict, Or Prohibit, Their Products To Be Manufactured In Myanmar, Which Would Negatively Affect The Company's Operations In Myanmar.* The Company has shifted approximately most of its assembly and manufacturing operations from the higher cost operations in China to the new lower cost facility in Myanmar as part of the Company's business plan to retain its existing customers and to increase its competitiveness in the OEM marketplace. Accordingly, it is becoming increasingly important that the Company's customers agree to have their products manufactured in Yangon, Myanmar. To date, some of the Company's customers have refused to have their products manufactured in Myanmar, while other customers have been reluctant to permit the Company to outsource the manufacture of their products to the Myanmar assembly facility because of political and public relations issues (such as the recent military takeover of the government), and Myanmar's unfavorable human rights record (including the Rohingya humanitarian crisis and the expulsion of many Rohingya from Myanmar). In the event that the Company's customers prohibit the Company from manufacturing their products in Myanmar, the Company's operations and financial condition will be significantly and adversely affected. No assurance can be given that customers will not, in the future, withdraw their work from Myanmar or refuse to permit their future orders from being completed at the Company's Myanmar facility.

*Uncertain Legal System and Application of Laws May Adversely Affect The Company's Properties And Operations In Both China And Myanmar.* The legal systems of China and Myanmar are often unclear and are continually evolving, and there can be no certainty as to the application of laws and regulations in particular instances. While China has an increasingly comprehensive system of laws, the application of these laws by the existing regional and local authorities is often in conflict and subject to inconsistent interpretation, implementation and enforcement. New laws and changes to existing laws occur quickly, sometimes unpredictably, and often arbitrarily. As is the case with all businesses operating in both China and Myanmar, the Company often is also required to comply with informal laws and trade practices imposed by local and regional administrators. Local taxes and other charges are levied depending on the local needs for tax revenues and may not be predictable or evenly applied. These local and regional taxes/charges and governmentally imposed business practices often affect the Company's cost of doing business and require the Company to constantly modify its business methods to both comply with these local rules and to lessen the financial impact and operational interference of such policies. While the Company has, to date, been able to increase its compliance with the regulations and operate within the newly enforced rules and business practices in China, no assurance can be given that it will continue to be able to do so in the future. The Company's ability to appeal many of the local and regionally imposed laws and regulations is limited, and the Company may not be able to seek adequate redress for laws that materially damage its business. The judiciary systems in China and Myanmar are relatively inexperienced in enforcing the laws that govern businesses, thereby making it difficult, if not impossible, to obtain swift and equitable enforcement of violations of law against the Company.

*The Company's Operations In Myanmar Are Dependent Upon Its Newly Leased Factory Complex In Yangon, Myanmar, And The Loss Or Interference With That Lease Would*

*Materially, And Adversely, Affect The Company's Operations In Myanmar.* On March 29, 2019 Kayser Myanmar entered into a 50-year lease for an approximately 6,900 square meter (1.67 acres) factory estate in Yangon. Kayser Myanmar advanced \$950,000 to the landlord as a prepayment of rent under the lease (at currency conversion rate in effect at that time, the prepayment represents approximately 12 years of rental payments), and has spent approximately \$600,000 on refurbishing the complex and building one new factory building and a new office building at the site. Accordingly, this new facility represents a significant long-term investment by the Company in its operations in Myanmar. All of Kayser Myanmar's operations are now being conducted at this new facility. Any interference or interruption of Kayser Myanmar's right to operate at this new facility, or a challenge to the existence or validity of the 50-year lease, including as a result of a dispute with the landlord or because of any actions or regulations by Myanmar governmental, administrative or taxation authorities, could materially negatively affect the Company's investment in the new factory and its ability to operate in Myanmar.

*The Company Has Substantial Assets In Myanmar, And Any Action By The Government To Expropriate Or Restrict Those Assets Would Materially Harm The Company.* Myanmar has only recently permitted non-Myanmar businesses to operate in Myanmar. The laws governing foreign businesses regulate both the manner in which such foreign entities can operate as well as the ownership of assets by foreign entities. The laws and regulations under which foreign business can operate and own assets are still being developed and are changing. As a result, there is substantial uncertainty in operating in Myanmar and in owning equipment, machinery and inventory (the Company currently does not own any real estate, but it does hold a long-term lease on its factory in Myanmar). Although the civilian government adopted laws protecting against expropriation of foreign assets, those laws may not protect all of the Company's Myanmar assets. Furthermore, the status of the laws prohibiting expropriation could change under military government that seized control in early 2021. While the Company is not aware of any expropriation of property from foreign entities, no assurance can be given that Myanmar will not in the future adopt laws, or take actions, that affect the Company's Myanmar assets and properties.

*Labor Shortages and Employee Turnover May Negatively Affect The Company's Operations and Profitability.* One of the principal economic advantages of locating the Company's operations in China and Myanmar has been the availability of low-cost labor. Due to the enormous growth in manufacturing in China, workers' higher salary expectations, and the after-effects of China's one-child policy, the Company has recently had difficulty in filling its lower cost labor needs in China. Due in part to these wage increases and labor shortages, the Company has stopped most of its labor-intensive manufacturing in China and now uses its Shenzhen facilities mostly for engineering, tool manufacturing, design and administrative purposes. Since these functions are performed by higher paid professional employees, the Company's exposure to the labor issues in China has been reduced. However, the cost and risks of hiring and training new employees has shifted to Myanmar where the Company now performs most of its labor-intensive manufacturing in Myanmar. Myanmar also observes an extended new year's celebration each year in April during which the Company's factories are closed and all workers temporarily leave. Because many of the Myanmar factory workers are migrant workers who live far from the Company's Yangon factory, many do not return after the holidays the Company is required to annually hire, and train, new workers.

*Import Duties and Restrictions May Negatively Affect The Company's Operations and Liquidity.* China is increasingly regulating and monitoring imports of raw materials and parts by manufacturers in China, which regulations make it more burdensome and expensive to import the materials that the Company needs to manufacture its products. The Company now also has to operate under import customs contracts in Myanmar, or under bonded warehouse arrangements, in order to be able to import goods into Myanmar without paying taxes or duties. Failure by the Company or by third parties who perform transportation services for the Company to comply with the import regulations can lead to financial penalties on the Company, to additional restrictions on import activities, and could even result in the prohibition of future duty free import/exports by the Company. Any such prohibition would adversely affect the Company's business and operations. No assurance can be given that the Company or its transportation service providers will or will be able to fully comply with the increased import regulations.

### **Risks Related To The Company's Operations, Structure And Strategy.**

*The Company Faces On-Going Risks Related To The COVID-19 Outbreak.* The outbreak of a novel strain of coronavirus (COVID-19) in December 2019 in China significantly impacted the Company's operations in China and then also in Myanmar, and is expected to continue to negatively impact the Company's sales for an uncertain period of time. The COVID-19 pandemic forced a brief closure of the Company's factory in Myanmar in fiscal 2021 and could require the Company to do the same in the future. The travel and other restrictions that were imposed as a result of COVID-19, many of which remain in effect, continue to hinder the Company's operations and limit the Company's engineers and technicians from travelling from China to Myanmar to assist the Myanmar facility with its engineering needs. The travel restrictions imposed as a result of the pandemic have materially limited the Company's ability to market its products, attend trade shows, and demonstrate its newly developed products, all of which have restricted the Company's ability to attract new customers. The outbreak of COVID-19 in both Shenzhen, China, and Yangon, Myanmar, has been under control this year, and work has resumed at the Company's factories in both of these locations. However, COVID-19 and its impacts are unprecedented and continuously evolving, the potential future impacts of the pandemic remain uncertain. As a result, COVID-19 may materially adversely affect our operating and financial results in a manner that is not currently known to us or that we do not currently consider may present significant risks to our operations.

*The Company Is Financially Dependent On A Few Major Customers.* During the years ended March 31, 2021 and 2020 the Company's aggregate sales to its five largest customers accounted for approximately 91.1% and 89.3% of net sales respectively. While there are material benefits to limiting its customer base to a few, large, well-established and financially strong customers, having fewer customers also has significant risks. The Company's success will depend to a significant extent on maintaining its major customers and on the businesses of its major customers. The Company could be materially adversely affected if it loses one or more of its major customers or if the business and operations of its existing major customers declines. The Company's revenues have decreased during each of the past three years due to a reduction in sales to certain of the Company's largest customers and the difficulty that the Company has had in attracting new customers. In the event that the Company is not able to attract new customers or obtain increased orders from its existing customers, the Company's revenues in the current

fiscal year ending March 31, 2022 could continue to decline and be less than the revenues in the prior fiscal years.

In addition, a substantial portion of the Company's sales to its major customers are made on credit, which exposes the Company to the risk of significant revenue loss if a major customer is unable to honor its credit obligations to the Company. Any material delay in being paid by its larger customers, or any default by a major customer on its obligations to the Company would significantly and adversely affect the Company's liquidity. As of March 31, 2021 and 2020, accounts receivable from the five customers with the largest receivable balances at year-end represented, in the aggregate, 86.5% and 85.6% of the total outstanding receivables, respectively.

*Transactions Between The Company And Its Subsidiaries May Be Subject To Scrutiny By Various Tax Authorities And Could Expose The Company To Additional Taxes.* The Company operates through various subsidiaries in various countries. These subsidiaries make inter-company purchases at various prices. Under China's enterprise income tax law, all such inter-company transactions have to be made on an arm's-length basis and are subject to scrutiny as transfer pricing transactions between related parties. Transactions between the various subsidiaries located inside and outside of China must also meet China's transfer pricing documentation requirements that include the basis for determining pricing between the related entities, as well as the computation methodology. The Company could face material and adverse consequences if the Chinese tax authorities determine that transactions between the Company's various subsidiaries do not represent arm's-length pricing regulations and, therefore, that such transactions are deemed to be structured to avoid taxes. Such a determination could result in increased tax liabilities of the affected subsidiaries and potentially subject the Company to late payment interest and other penalties.

*The Company Is Highly Dependent Upon Its Executive Officers And Its Other Managers.* The Company is highly dependent upon Roland Kohl, the Company's Chief Executive Officer, and its other officers and managers. Although the Company has signed employment contracts with Mr. Kohl and certain of its other key officers/managers, no assurance can be given that those employees will remain with the Company during the terms of their employment agreements. The loss of the services of any of the foregoing persons would have a material adverse effect on the Company's business and operations. The Company owns a \$2,000,000 life insurance policy issued to insure the Company's in the event of Mr. Kohl's death.

*The Company Faces Significant Competition From Numerous Larger, Better Capitalized, and International Competitors.* The Company competes against numerous manufacturers for all of its current products. Such competition arises from both third-party manufacturers and from the in-house manufacturing capabilities of existing customers. To a large extent, the Company competes in its OEM business on the basis of quality, price, service, and the ability to deliver products on a reliable basis. Many of the larger, international competitors also operate competing facilities in Shenzhen, China, while others have also established manufacturing facilities in other low-cost manufacturing countries, which have given those competitors the ability to shift their manufacturing to those locations whenever costs at those other locations are cheaper. Many of our competitors have achieved substantial market share and many have lower cost structures and greater manufacturing, financial or other resources than we do. If we are

unable to provide comparable manufacturing services and high-quality products at a lower cost than the other companies in our market, our net sales could decline.

*During The Course Of The Audits Of Our Consolidated Financial Statements, We And Our Independent Registered Public Accounting Firms Identified Material Weaknesses In Our Internal Control Over Financial Reporting. If We Fail To Re-Establish And Maintain An Effective System Of Internal Control Over Financial Reporting, Our Ability To Accurately And Timely Report Our Financial Results Or Prevent Fraud May Be Adversely Affected, And Investor Confidence And The Market Price Of Our Common Shares May Be Adversely Impacted.* We are subject to reporting obligations under the U.S. securities laws. The Securities and Exchange Commission, or the SEC, adopted rules pursuant to Section 404 of the Sarbanes-Oxley Act of 2002 requiring every public company to include a management report on such company's internal control over financial reporting in its annual report, which contains management's assessment of the effectiveness of our internal control over financial reporting.

We and our independent registered public accounting firms, in connection with the preparation and external audit of our consolidated financial statements for the year ended March 31, 2021, identified material weaknesses related to internal control over financial reporting in respect of our operations in Myanmar. Following the identification of the material weaknesses and other control deficiencies, we have taken measures and plan to continue to take measures to remedy these deficiencies. However, the implementation of these measures has not yet, and may not in the future, fully address the material weakness and deficiencies in our internal control over financial reporting.

Our management has concluded that our internal control over financial reporting was not effective as of March 31, 2021, and the following material weaknesses were identified: (i) We have not maintained sufficient internal controls over cash related controls at our Myanmar operations, which pertain to the maintenance of records in reasonable detail to accurately and fairly reflect and record cash transactions. Although many of financial transactions in Myanmar are conducted with cash, the effects of poor cash controls were mitigated by the fact that we only maintained a small balance of cash in Myanmar; (ii) We do not have sufficient and skilled accounting personnel, particularly in Myanmar, with an appropriate level of technical accounting knowledge and experience in the application of accounting principles generally accepted in the United States commensurate with the our financial reporting requirements; and (iii) We do not have appropriate and adequate policies and procedures in place in Myanmar to evaluate the proper accounting and disclosures of key transactions and documents. See "Item 15. Controls and Procedures—Management's Annual Report on Internal Control over Financial Reporting." Failure to correct these material weaknesses or failure to discover and address any other control deficiencies could result in inaccuracies in our consolidated financial statements and could also impair our ability to comply with applicable financial reporting requirements and make related regulatory filings on a timely basis. As a result, our business, financial condition, results of operations and prospects, as well as the trading price of our common shares, may be materially and adversely affected.

*Fluctuations in Foreign Currency Exchange Rates Will Continue to Affect the Company's Operations and Profitability.* Because the Company engages in international trade and operates using four different currencies, the Company is subject to the risks of foreign currency exchange

rate fluctuations. The Company's operations are based in the PRC, Hong Kong and in Myanmar. However, because most the Company's customers are located outside of these markets (primarily in Europe), the Company makes and/or receives payments in various currencies (including U.S. dollars, Hong Kong dollars and RMB), and pays its expenses in U.S. dollars, RMB, Hong Kong dollars, and MMK. As a result, the Company is exposed to the risks associated with possible foreign currency controls, currency exchange rate fluctuations or devaluations. For example, the Company realized a currency exchange loss of \$60,000 in the fiscal year ended March 31, 2021, compared to a currency exchange gain of \$7,000 in the March 31, 2020 fiscal year. Notwithstanding these currency conversion rate fluctuations, the Company does not attempt to hedge its currency exchange risks and, therefore, will continue to experience certain gains or losses due to changes in foreign currency exchange rates. The Company does attempt to limit its currency exchange rate exposure in certain of its OEM contracts through contractual provisions, which may limit, though not eliminate, these currency risks. No assurance can be given that the Company will not suffer future currency exchange rate losses that will materially impact the Company's financial results and condition.

*The Company is Exposed to Significant Worldwide Political, Economic, Legal And Other Risks Related To Its International Operations.* The Company is incorporated in the British Virgin Islands, has administrative offices for its subsidiaries in Hong Kong, and has all of its manufacturing facilities in China and Myanmar. The Company sells its products to customers in China, Europe, Hong Kong, North America and elsewhere in Asia. As a result, its operations are subject to significant political and economic risks and legal uncertainties, including changes in international and domestic customs regulations, changes in tariffs, trade restrictions, trade agreements and taxation, changes in economic and political conditions and in governmental policies, difficulties in managing or overseeing foreign operations, and wars, civil unrest, acts of terrorism and other conflicts. The occurrence or consequences of any of these factors may restrict the Company's ability to operate in the affected region and decrease the profitability of the Company's operations in that region.

*Acquisitions Or Strategic Investments May Not Be Successful And May Harm The Company's Operating Results.* The Company has in the past, and may in the future, acquire, invest in, or enter into strategic arrangements with other companies in China and elsewhere (including elsewhere in Asia, Europe or even in North or Central America). Such acquisitions or strategic investments could have a material adverse effect on the Company's business and operating results because of:

- The assumption of unknown liabilities, including employee obligations.
- The Company could incur significant expenses related to bringing the financial, accounting and internal control procedures of the acquired business into compliance with U.S. GAAP financial accounting standards and the Sarbanes Oxley Act of 2002.
- The Company's operating results could be impaired as a result of restructuring or impairment charges related to amortization expenses associated with intangible assets.

- The Company could experience significant difficulties in successfully integrating any acquired operations, technologies, customers' products and businesses with its operations.
- Future acquisitions could divert the Company's capital and management's attention to other business concerns.
- The Company may not be able to hire the key employees necessary to manage or staff the acquired enterprise operations.

### **Risks Related To Regulatory Oversight And The Company's Charter.**

*Certain Legal Consequences of Incorporation in the British Virgin Islands.* The Company is incorporated under the laws of the British Virgin Islands, and its corporate affairs are governed by its Amended and Restated Memorandum of Association and Articles of Association and by the BVI Business Companies Act of the British Virgin Islands. Principles of law relating to such matters as the validity of corporate procedures, the fiduciary duties of the Company's management, directors and controlling shareholders and the rights of the Company's shareholders differ from those that would apply if the Company were incorporated in a jurisdiction within the U.S. Further, the rights of shareholders under British Virgin Islands law are not as clearly established as the rights of shareholders under legislation or judicial precedent in existence in most U.S. jurisdictions. Thus, the public shareholders of the Company may have more difficulty in protecting their interests in the face of actions of the management, directors or controlling shareholders than they might have as shareholders of a corporation incorporated in a U.S. jurisdiction. In addition, there is doubt that the courts of the British Virgin Islands would enforce, either in an original action or in an action for enforcement of judgments of U.S. courts, liabilities that are predicated upon the securities laws of the U.S.

*The Company's Rights Plan, And Certain Provisions of Its Amended and Restated Memorandum And Articles of Association May Discourage a Change of Control.* In April 2018, the Company adopted a shareholder rights plan (the "Rights Plan") that provides for the issuance of one right ("Right") for each of our outstanding common shares. The Rights are designed to assure that all shareholders receive fair and equal treatment in the event of any proposed takeover and to guard against partial tender offers, open market accumulations, undisclosed voting arrangements and other abusive or coercive tactics to gain control of the Company or the Board of Directors without paying all shareholders a control premium. The Rights will cause substantial dilution to a person or group that acquires 15% or more of the Common Shares on terms not approved by our board of directors. The Rights Plan may discourage, delay or prevent a change in control of the Company or management that shareholders may consider favorable.

Some provisions of the Company's Amended and Restated Memorandum and Articles of Association also may discourage, delay or prevent a change in control of the Company or management, including provisions that 1) provide that a meeting of shareholders can be called only by the Company's Board of Directors, Chairman of the Board, Chief Executive Officer, or President and not by shareholders; (2) provide that directors of the Company may be removed only for cause, and only by the affirmative vote of the holders of at least two-thirds in voting power of the outstanding shares; and (3) require a vote of at least two-thirds in voting power of

the outstanding shares to amend these and certain other provisions of the Amended and Restated Memorandum and Articles of Association.

These provisions could make it more difficult for a third party to acquire the Company, even if the third party's offer may be considered beneficial by many shareholders. As a result, shareholders may be limited in their ability to obtain a premium for their shares.

*It May be Difficult to Serve the Company with Legal Process or Enforce Judgments Against the Company's Management or the Company.* The Company is a British Virgin Islands holding corporation with subsidiaries in Hong Kong, Myanmar and China. Substantially, all of the Company's assets are located in the PRC and Myanmar, and no assets, employees or operations are located in the U.S. In addition, other than one director, all of the Company's officers and directors reside outside of the U.S. It may not be possible to effect service of process within the United States or elsewhere outside the PRC, Myanmar or Hong Kong upon the Company's directors, or executive officers, including effecting service of process with respect to matters arising under United States federal securities laws or applicable state securities laws. The PRC does not have treaties providing for the reciprocal recognition and enforcement of judgments of courts with the United States and many other countries. As a result, recognition and enforcement in the PRC or Myanmar of judgments of a court in the United States or many other jurisdictions in relation to any matter, including securities laws, may be difficult or impossible.

Enforcement of a foreign judgment in Hong Kong or the British Virgin Islands may also be limited or affected by applicable bankruptcy, insolvency, liquidation, arrangement and moratorium, or similar laws relating to or affecting creditors' rights generally, and will be subject to a statutory limitation of time within which proceedings may be brought.

### **Risks Related To Our Common Shares.**

*Volatility Of Market Price Of the Company's Shares.* The markets for equity securities have been volatile, and the price of the Company's Common Shares has been and could continue to be subject to material fluctuations in response to quarter to quarter variations in operating results, news announcements, trading volume, general market trends both domestically and internationally, currency movements and interest rate fluctuations.

*Exemptions Under The Exchange Act As A Foreign Private Issuer.* The Company is a foreign private issuer within the meaning of rules promulgated under the U.S. Securities Exchange Act of 1934 (the "Exchange Act"). As such, and though its Common Shares are registered under Section 12(b) of the Exchange Act, it is exempt from certain provisions of the Exchange Act applicable to United States public companies including: the rules under the Exchange Act requiring the filing with the Commission of quarterly reports on Form 10-Q or current reports on Form 8-K; the sections of the Exchange Act regulating the solicitation of proxies, consents or authorizations with respect to a security registered under the Exchange Act; the sections of the Exchange Act requiring insiders to file public reports of their stock ownership and trading activities and establishing insider liability for profits realized from any "short-swing" trading transaction (i.e., a purchase and sale, or sale and purchase, of the issuer's equity securities within six months or less), and the provisions of Regulation FD aimed at preventing

issuers from making selective disclosures of material information. In addition, certain provisions of the Sarbanes-Oxley Act of 2002 do not apply to the Company. Because of the exemptions under the Exchange Act and Sarbanes-Oxley Act applicable to foreign private issuers, shareholders of the Company are not afforded the same protections or information generally available to investors in public companies organized in the United States.

*While The Company Has In The Past Paid Dividends, No Assurance Can Be Given That The Company Will Declare Or Pay Cash Dividends In The Future.* The Company's policy has been to pay a cash dividend at least once a year to all holders of its Common Shares, subject to its profitability and cash position. The Company declared three dividend payments in the fiscal year ended March 31, 2021 (for a \$0.10 per share dividend that was paid on October 13, 2020, a \$0.06 per shares dividend that was paid on November 25, 2020, and a \$0.02 per share dividend that was paid on April 8, 2021). Dividends are declared and payable at the discretion of the Board of Directors and depend upon, among other things, the Company's net profit after taxes, the anticipated future earnings of the Company, the success of the Company's business activities, the Company's capital requirements, and the general financial conditions of the Company. Although it is the Company's intention to pay dividends during profitable fiscal years, the Company does not expect to pay dividends during periods when the Company's operations have not been profitable, or when the Company uses a material amount of its financial resources for long-term capital investments. Accordingly, no assurance can be given that the Company will pay dividends in fiscal 2022, or that the Company will pay any dividends in the future even if it has a profitable year or is otherwise capable of doing so. If the Company does not pay a cash dividend, the Company's shareholders will not realize a return on their investment in the Common Shares except to the extent of any appreciation in the value of the Common Shares.

*Risk of Cybersecurity Breaches Could Adversely Affect Our Business, Revenues and Competitive Position.* Security breaches and other disruptions could compromise the Company's information and expose the Company to liability, which would cause the Company's business and reputation to suffer. In the ordinary course of the Company's business, the Company stores sensitive data, including business information and regarding its customers, suppliers and business partners, in the Company's networks. The secure maintenance and transmission of this information is critical to the Company's operations. Despite the Company's security measures, its information technology and infrastructure may be vulnerable to attacks by hackers or breached due to employee error, malfeasance or other disruptions. Any such breach could compromise the Company's networks and the information stored there could be accessed, publicly disclosed, lost or stolen. Any such access, disclosure or other loss of information could result in legal claims or proceedings, regulatory penalties, disrupt the Company's operations, and damage the Company's reputation, which could adversely affect its business, revenues and competitive position.

*If Our Auditors Are Sanctioned Or Otherwise Penalized By The PCAOB Or The SEC As A Result Of Failure To Comply With Inspection Or Investigation Requirements, Our Financial Statements Could Be Determined To Be Not In Compliance With The Requirements Of The U.S. Exchange Act Or Other Laws Or Rules In The United States, Which Could Ultimately Result In Our Common Shares Being Delisted.* The Company's independent registered public accounting firms that issue the audit reports included in the Company's annual reports filed with the SEC, as auditors of companies that are traded publicly in the United States and firms registered with the

U.S. Public Company Accounting Oversight Board (United States) (the “PCAOB”), are required by the laws of the United States to undergo regular inspections by the PCAOB to assess their compliance with the laws of the United States and professional standards.

Because the Company has substantial operations within the PRC and the PCAOB is currently unable to conduct inspections of the work of the Company’s auditors as it relates to those operations without the approval of the Chinese authorities, the Company’s auditors are not currently inspected fully by the PCAOB. Inspections of other firms that the PCAOB has conducted outside China have identified deficiencies in those firms’ audit procedures and quality control procedures, which may be addressed as part of the inspection process to improve future audit quality. The inability of the PCAOB to conduct full inspections of auditors in China makes it more difficult to evaluate the effectiveness of our auditors’ audit procedures or quality control procedures as compared to auditors outside of China that are subject to PCAOB inspections.

On June 4, 2020, to submit a report to the President within 60 days of the memorandum that includes recommendations for actions that can be taken by the executive branch and by the SEC or PCAOB on Chinese companies listed on U.S. stock exchanges and their audit firms. On August 6, 2020, the then U.S. President’s Working Group on Financial Markets, or the PWG, issued a report with respect to China and other jurisdictions that do not grant the PCAOB sufficient access to fulfill its statutory mandate. The PWG recommended that enhanced listing standards be applied to companies from China and other non-conforming jurisdictions in order to remain listed on U.S. stock exchanges. Under the enhanced listing standards, if the PCAOB does not have access to work papers of the principal audit firm located in China for the audit of a U.S.-listed company as a result of governmental restrictions, the U.S.-listed company may satisfy this standard by providing a co-audit from an audit firm with comparable resources and experience where the PCAOB determines that it has sufficient access to the firm’s audit work papers and practices to inspect the co-audit. The report permits the new listing standards to provide for a transition period until January 1, 2022 for listed companies, but would apply immediately to new listings once the necessary rulemakings and/or standard-setting are effective. After this transition period, if currently listed companies are unable to meet the enhanced listing standards, then they would become subject to securities exchange rules and processes that could lead to possible de-listing if not cured, deregistration from the SEC. De-listing or deregistration would materially and adversely affect the market price and liquidity of our common shares and could even terminate the trading of the Company’s shares in the United States. The measures in the PWG report are subject to the SEC’s rulemaking process before the new rules become effective. It is uncertain whether the PWG recommendations will be adopted, in whole or in part, and the impact of any new rule on the Company cannot be currently be determined.

In December 2020 the U.S. Senate passed the Holding Foreign Companies Accountable Act, or the HFCA Act. In essence, the HFCA requires the SEC to prohibit foreign companies from having their securities traded on U.S. securities exchanges or in the “over-the-counter” markets if those companies retain a foreign accounting firm that cannot be inspected by the PCAOB for three consecutive years, beginning in 2021.

On March 24, 2021, the SEC adopted interim final rules relating to the implementation of certain disclosure and documentation requirements of the HFCA Act. The Company will be required to comply with these rules if the SEC identifies the Company as having a “non-

inspection” year under a process to be subsequently established by the SEC. The SEC is assessing how to implement other requirements of the HFCA Act, including the listing and trading prohibition requirements described above.

The enactment of HFCA and any additional rulemaking efforts to increase U.S. regulatory access to audit information in China could cause investor uncertainty for affected SEC registrants, including the Company, could materially affect the market price of the Company’s common shares, and could cause the Company’s common shares to be delisted if the Company is unable to meet the PCAOB inspection requirement in time.

#### **Item 4. Information on the Company**

Highway Holdings Limited is a manufacturing company that produces a wide variety of high-quality products mostly for large, global original equipment manufacturers -- from simple parts and components to sub-assemblies and finished products. The Company’s administrative offices are located in Hong Kong, and its manufacturing facilities are located in Shenzhen in the People’s Republic of China, and in Yangon, Myanmar. The Chinese operations are conducted by Nissin Metal and Plastic (Shenzhen) Company Limited, a foreign owned subsidiary that is registered in China (this type of foreign owned company is commonly known as a “Wholly Foreign Owned Enterprise” (a “WFOE”). The Myanmar operations are conducted through Kayser Myanmar Manufacturing Company Ltd. (“Kayser Myanmar”), a company registered to operate as a foreign company in Myanmar that is 84% owned by the Company.

#### **History and Development of the Company.**

**Overview.** Highway Holdings Limited is a holding corporation that was incorporated on July 20, 1990 as a limited liability International Business Company under the British Virgin Islands International Business Companies Act, 1984 (the (“IBCA”). Effective on January 1, 2007, the British Virgin Islands repealed the IBCA, and simultaneously with such repeal, the Company was automatically re-registered under the BVI Business Companies Act, 2004, BVI’s corporate law that replaced the IBCA. In May 2018, the Company amended its Memorandum and Articles of Association to conform to the IBCA. Our website is [www.highwayholdings.com](http://www.highwayholdings.com) (the information contained in our website is not a part of this annual report on Form 20-F and no portion of such information is incorporated herein). The SEC maintains a website at <http://www.sec.gov> that contains reports and other information, including this Annual Report on Form 20-F.

As of the date of this Report, Highway Holdings Limited conducts all of its operations through five wholly-owned or controlled subsidiaries that carry out the Company’s business from Hong Kong, the Company’s principal design and manufacturing factory in Shenzhen, China, and from a manufacturing and assembly facility in Yangon, Myanmar.

The Company began its operations in 1990 in Hong Kong as a metal stamping company. In 1991, the Company transferred the metal stamping operations to a factory in Long Hua, Shenzhen, China. From 1991 until the reorganization that commenced in 2011 (see, “Reorganization” below), the Company’s metal stamping and other operations were conducted pursuant to agreements entered into between certain Chinese companies set up by the local

government and the Shenzhen City Baoan District Foreign Economic Development Head Company and its designees (collectively, the “BFDC”) (the agreements, collectively the “BFDC Agreements”). Under the BFDC Agreements, the Company’s Long Hua, Shenzhen, operations were provided with both manufacturing facilities and labor by affiliates of local government instrumentalities, for which the Company paid management fees based on a negotiated sum per factory worker, and other charges, as well as rent for the factory complex. Under the BFDC Agreements, the Company’s operations were limited by the terms of those agreements, and the Company could not sell its products in China. As discussed in “Reorganization” below, all BFDC Agreements have been terminated, and the Company now operates in Shenzhen, China, through “Nissin Metal and Plastic (Shenzhen) Company Limited” (herein referred to as “Nissin PRC”), a new wholly-owned subsidiary that is a registered company in the PRC.

**Realignment of Manufacturing and Assembly Operations--New Myanmar Manufacturing Complex.** The Company originally established its operations in China to take advantage of the low cost of operations in China, including in particular the low cost of labor. However, during the past several years, the overall costs of operating a manufacturing facility in Shenzhen have significantly increased, the cost advantages of operating in China have been significantly eroded, and the administrative and regulatory burdens of operating in China have significantly increased. In addition, the Chinese regulatory agencies are increasingly forcing companies in Shenzhen to automate and to operate as technology centers, rather than traditional manufacturing factories. The Company’s Shenzhen facilities are currently primarily used for designing, tooling, engineering, and administrative activities, and all of its manufacturing consist of automated manufacturing. The more labor-intensive operations have been moved to the Company’s Yangon, Myanmar facilities.

As a result of the increasing costs and burdens of operating in Shenzhen, and in order to lower its manufacturing costs and to remain competitive with OEMs who operate in low labor cost locations outside of China, the Company has developed a two-pronged strategy:

a. In order to increase its production efficiency and reduce costs in Shenzhen, the Company now manufactures products in China primarily through automation with automated, or semi-automated equipment. As a result, the Company’s manufacturing labor force in China has now been reduced to between 30 and 40 workers. However, some of the product design and development, and the tooling for new products has remained in Shenzhen.

b. The Company has been shifting its labor-intensive assembly, and recently some of its component manufacturing, operations to Yangon, Myanmar, a developing country that now permits foreign investment in that country. The cost of operating an assembly facility, particularly as a result of the low cost of labor, currently is significantly lower in Myanmar than in Shenzhen, China. Early in 2013, the Company commenced subcontracting some of its product assembly functions to Kayser Myanmar Manufacturing Company Ltd. (“Kayser Myanmar”), a third-party supplier in Yangon, Myanmar. This out-sourced assembly operation functioned satisfactorily and at a substantially lower cost, and the Company’s customers were satisfied with the quality and timeliness of the products assembled in Myanmar. Accordingly, in June 2014 the Company purchased a 25% ownership interest in the Myanmar company, an additional 50% interest in March 2015, and additional 9% in January 2017. As a result, since January 2017, the Company has owned 84% of Kayser Myanmar. The 16% interest in Kayser

Myanmar that the Company currently does not own is held by a Myanmar national and a founder and manager of Kayser Myanmar. The Company's goal is to shift all of its labor-intensive product assembly and labor-intensive component manufacturing operations from Shenzhen, China, to Myanmar.

On March 29, 2019 Kayser Myanmar entered into a 50-year lease for an approximately 6,900 square meter (1.67 acres) factory estate in Yangon. Kayser Myanmar has upgraded the existing two factories at the new leased facility and has constructed a third factory and a new office building on the site. Also, the Company has transferred much of the machinery and manufacturing equipment from the Company's Shenzhen, China, plant to the new Yangon facility. See, "*Organizational Structure/Offices and Manufacturing Facilities--Yangon Myanmar/Manufacturing Facilities*" below. The Company's operations in Myanmar are subject to numerous risks associated with operating an assembly facility in an underdeveloped country, and it is uncertain how many of the Company's customers will permit their products to be assembled in Myanmar. See, "*Risk Factors-- The Company Faces Risks From Its Expanded Operations In Myanmar*" and "*Risk Factors-- The Company's Customers May Restrict, Or Prohibit, Their Products To Be Manufactured In Myanmar, Which Would Negatively Affect The Company's Operations In Myanmar.*"

**Reorganization.** In 2010 the regional governments announced that the license arrangement previously used by the Company and numerous other foreign businesses to operate in China would no longer be permitted. All foreign companies operating in China under this type of subcontract arrangement were required to transfer their licensed China operations to foreign-owned companies organized and registered in China. Accordingly, in May 2011 the Company formed Nissin Metal and Plastic (Shenzhen) Company Limited ("Nissin PRC"), a new wholly-owned subsidiary that is now a registered company in the PRC, and transferred its China-based cash, assets, employees and operations to Nissin PRC. The termination of the license operating agreements continued through the fiscal year ended March 31, 2016, at which time all of the Company's operations had either been transferred to Nissin PRC, or terminated (the foregoing reorganization and transfer of the Company's operations in China to Nissin PRC is herein referred to as the "Reorganization"). All of the Company's operations in China since the beginning of the fiscal year ended March 31, 2017 have been conducted through its Nissin PRC subsidiary. As a PRC registered company, Nissin PRC is permitted to hire its own employees, lease its own facilities, and distribute its products in China. However, Nissin PRC also is subject to China's tax regulations and is subject to the rules and regulations applicable to other PRC registered companies.

As part of the Reorganization, the Company increased certain of its administrative functions in Hong Kong. Currently, most of the Company's non-manufacturing activities (i.e. its administrative functions, marketing, sales, design, engineering, and purchasing) are now being conducted from two offices in Hong Kong, and most of its manufacturing operations are being conducted at either the factory in Long Hua, Shenzhen, China, or Kayser Myanmar's facility in Yangon, Myanmar.

As a result of the Reorganization, the Company is now structured as follow:

- The Company's corporate administrative matters are conducted in the British Virgin Islands through its registered agent: Harneys Corporate Services Limited, Craigmuir Chambers, Road Town, Tortola, British Virgin Islands VG1110.
- The Company's administrative functions, and most of its engineering, design and marketing functions, for its subsidiaries are conducted through the two offices located in Hong Kong at Suite No. 1801, and Suite Nos. 1823-1823A, at Level 18, Landmark North, 39 Lung Sum Avenue, Sheung Shui, New Territories, Hong Kong. The Company can be contacted in Hong Kong at (852) 2344-4248.
- The Company's automated manufacturing, and some of its engineering, tooling, and design functions are now being conducted at the Company's factory complex in Long Hua, Shenzhen, China, through Nissin PRC.
- Most of the Company's assembly and manufacturing operations are now being conducted in Yangon, Myanmar, through its 84% owned subsidiary, Kayser Myanmar.

### **Current Business Overview/Plans**

The Company is a fully integrated manufacturer of high-quality metal, plastic, electric and electronic components, subassemblies and finished products for OEMs and contract manufacturers (primarily in Europe, Asia, and to a lesser extent, in the United States). Since the Company's formation, most of the Company's manufacturing activities were conducted through its factory complex in Long Hua, Shenzhen, China. During the past few years, the Company also conducted an increasing amount of its product assembly functions (and some of its component manufacturing functions) in Yangon, Myanmar, through Kayser Myanmar.

The Company currently manufactures and supplies a wide variety of high quality metal, plastic and electric parts, components and products to its OEM clients, which assemblies and components are used by the Company's customers in the manufacturing of products such as photocopiers, laser printers, print cartridges, electrical connectors, electrical circuits, vacuum cleaners, LED power supplies, stepping motors, pumps for dishwashers, and other washing machine components. As part of its manufacturing operations, the Company assists customers in the design and development of the tooling used in the metal and plastic manufacturing process and provides a broad array of other manufacturing and engineering services. The manufacturing services include metal stamping, screen printing, plastic injection molding, pad printing and electronic assembly of printed circuit boards. Because it is able to provide these services, the Company eliminates the need to outsource these needed functions, and the Company is better able to assure product quality, control overall manufacturing costs and provide timely product delivery, all of which management believes is essential to maintaining, expanding and increasing the Company's customer base. The Company believes its success as a supplier to respected multi-national companies is mainly due to: (i) its German management culture; (ii) its comparatively low operating costs; (iii) its ability to consistently manufacture the type of high quality products required by the Company's targeted customers; (iv) its expertise in manufacturing these products in the required quality at a reasonable cost; (v) the breadth of its

manufacturing capabilities, and (vi) its engineering, design and development capabilities (which it uses to assist its customers to design their products).

The Company is capable of manufacturing and assembling a wide variety of complex products that require metal, plastics and electronics manufacturing capabilities, and therefore is able to manufacture complete customized products for its customers.

The Company established its operations in Shenzhen, China, almost 30 years ago to take advantage of China's lower labor costs, lower facilities costs, less stringent regulations, and various other benefits that were provided to foreign entities to encourage operations in China. As described elsewhere in this Annual Report, these benefits are no longer available to most foreign companies operating in Shenzhen. In fact, the costs and burdens on foreign owned companies appear to be significantly greater than on local Chinese-owned companies. In addition, recent actions by the Chinese government, including heightened governmental inspections of foreign-owned enterprises and additional administrative requirements imposed on foreign-owned entities, have during the past few years further significantly increased the costs and burdens of operating in China. These changes have now effectively removed the benefits of being a foreign owned enterprise, and now make it more burdensome to operate in China as a foreign-owned entity than as a locally owned enterprise. As a result, the Company has been decreasing its manufacturing operations in China, and has been moving its assembly and manufacturing activities to the Company's new facility in Myanmar. The Company also is considering further reducing its manufacturing operations in China by various means, including by subcontracting some of these operations to a local Shenzhen entity. This arrangement would shift much of the cost of maintaining and operating the Shenzhen manufacturing facility to the new company, while still permitting the Company to have its customers' components manufactured at the same facility by the same equipment and personnel. Furthermore, the Company believes that transferring the manufacturing operations to a Chinese-owned entity may reduce the number of inspections and will greatly relieve that entity from many other burdensome governmental regulations that appear to be targeted at foreign-owned enterprises.

## **Industry Overview**

During the past two decades, the third-party contract manufacturing industry has experienced major increases as manufacturers worldwide have increasingly outsourced the manufacture of some or all of their component and/or product requirements to independent manufacturers. The benefits of using contract manufacturers (OEMs) include: access to manufacturers in regions with low labor and overhead cost, reduced time to market, reduced capital investment, improved inventory management, improved purchasing power and improved product quality.

The Company first commenced its metal stamping operations in China in 1991. At that time, the Company gained a significant cost and logistical advantage over other manufacturers by basing its manufacturing facilities in Long Hua, Shenzhen, China, less than 50 kilometers from Hong Kong. However, there are now many other manufacturers in Shenzhen and in other similar low-cost areas in China and Asia. As a result, the Company faces significantly more competition as a manufacturer of OEM parts. The Company has responded to the increased competition by restructuring its operations and by trying to move from manufacturing low

margin, low-cost individual parts to manufacturing higher margin, more expensive components, subassemblies and even complete units for its customers.

Initially, the Company manufactured high-quality metal parts, mostly for Japanese customers. More recently, the Company has been manufacturing high-quality parts and components for European (primarily German) companies. The Company has remained flexible with respect to the types of products that it manufactures as well as location of its customers in order to capitalize on market changes. During each of the past several years, more than 75% of the Company's revenues are derived from its European customers.

### **The Company's Strategy**

The Company's future growth and profitability depend on its ability to compete as a third party contract manufacturer. The Company's business strategy and focus is to expand its operations as an integrated OEM manufacturer of metal, plastic and electronic parts, components, subassemblies and competed products for blue chip and international customers. The Company business strategy is to further develop and leverage its multi-disciplinary manufacturing strengths, its cost structure, its logistical advantages, its reputation as a high-quality manufacturer, and its current and former relationships with blue chip European customer to further expand its manufacturing operations and product offerings. In addition, the Company is attempting to leverage these advantages by upgrading its equipment and machinery, expanding its manufacturing capabilities, and utilizing its cost and logistical advantages. See, "*Realignment of Manufacturing and Assembly Operations--New Myanmar Assembly Facility*" above.

The following are some of the elements that the Company believes will enable it to compete as a third-party manufacturer.

*Capitalize on, and leverage its manufacturing strength:* Unlike many of its manufacturing competitors, primarily those in Shenzhen, China, the Company is a vertically integrated manufacturer that can design, manufacture and assemble complex components and subassemblies. In addition, unlike some of its competitors that are limited to either metal stamping or to electronic and plastics manufacturing, the Company also has the ability to combine metal stamping and electronics and plastics manufacturing. For example, the Company manufactures stepping motors, which utilizes all of the Company's capabilities, starting with mold and die making for the metal and plastic parts, metal stamping, deep drawing and plastic injection molding, electric coil winding, soldering, and assembling all the parts by using spot welding and riveting technologies. Accordingly, the Company's strategy is to focus on manufacturing more complex products that utilize the Company's various manufacturing strengths.

*Upgrading Equipment-Increased Automation.* In order to attract major European customers, and in order to reduce its labor costs and improve quality, the Company has continuously upgraded the design and manufacturing equipment at its facilities and has made significant investments in automated/robotic machinery that manufacture or assemble products. The Company designs and manufactures its own automated production lines. The Company's goal is to use automation/robotics to reduce it labor costs, improve the consistency and quality of its products, and to increase the quantity of products that it manufactures at its work-stations.

The automated machinery has significantly reduced the number of workers at the Company's facilities in Shenzhen, China.

*Reduce Its Manufacturing And Assembly Costs By Relocating Operations To Myanmar.* The Company initially established its manufacturing and assembly operations in China to take advantage of China's low labor costs. Those costs have now risen to a level where the cost of manufacturing in China no longer is competitive with manufacturing in underdeveloped nations. Accordingly, in order to be able to continue to provide price competitive products, the Company now operates an assembly facility in Yangon, Myanmar. The Company has transferred much of its labor-intensive assembly operations that cannot be economically automated to Myanmar, a country where the labor costs are significantly less than in China. The principal purpose of operating in Myanmar is to reduce the cost of its products and, therefore, offset the increasing costs at its facility in Shenzhen, China. In addition to lower labor and other operating costs, the Myanmar operations benefit from the preferential customs provisions, particularly for the Company's European customers. The European Commission has designated Myanmar as an undeveloped country whose exports are currently still subject to tariff concessions called "preferential tariff quotas". Accordingly, the Company's European customers that satisfy the European Commission's requirements currently benefit from purchasing products manufactured in Myanmar. These benefits may attract other European customers to move at least a portion of their assembly needs to the Company's Myanmar facilities.

*Maintaining customers and increasing market share through financial strength:* Many of the Company's largest customers are global companies that require that their OEM manufacturers have the financial strength to survive during financial and economic downturns. The Company has traditionally maintained a strong balance sheet that has enabled it to continue to supply its customers during economic downturns.

*Maintain production quality:* Management believes that maintaining close relations with the Company's customers is important to the success of the Company's business. Understanding each customer's needs and efficiently and quickly addressing its needs is vital to maintaining a competitive advantage. Many of the Company's customers have built the goodwill associated with their products and tradenames based on a high level of perceived quality. By employing the type of high-quality management standards, production standards and quality control standards historically utilized by many leading German companies, the Company has been able to satisfy the stringent requirements of its customers. Management believes that the Company's commitment to high level service, its attention to detail, and the quality of its manufacturing have the effect of providing customers with a sense of confidence and security that their product requirements will be met.

The Company conducts most of its manufacturing operations in accordance with typical German manufacturing standards, paying particular attention to cleanliness, incoming material control, in process quality control, finished goods quality control and final quality audit. The Company's factory in China has received and maintained its ISO 9001 quality management system certification and an ISO 14001 environmental management systems certification. The Company's quality system helps to minimize defects and customer returns and create a higher confidence level among customers.

*Operate as a socially responsible company.* The Company is committed to being a socially responsible company by operating morally and ethically, by protecting the employees physical and mental well-being, by providing a safe work place, by following the legal employment requirements, by not employing underage persons, and by protecting the surrounding environment. The Company's social responsibility and accountability actions are an important criteria in the selection of OEM's by the Company's global customers. Some of these customers demand compliance with the SA8000 social accountability management system, and Kayser Myanmar's compliance with SA8000 has been audited several times by the Company's customers. The safety of the Company's employees and customers are of primary concern to the Company's management. Accordingly, in response to the COVID-19 pandemic, the Company implemented numerous changes to its operations (in addition to distributing masks and hand sanitizers, and regularly disinfecting and cleaning all public areas) to protect the health and safety of its employees.

## **Manufacturing**

The Company's manufacturing business consists of various stages: (i) tooling design and production; (ii) manufacturing parts made by metal stamping and plastic injection molding; (iii) mechanical and/or electric/electronic assemblies, and (iv) finishing, packaging and shipping.

*Tooling design and production:* The metal manufacturing process generally begins when a customer has completed the design of a new product and contacts the Company to supply certain metal and plastic components to be used in the product. Generally, the Company must design and fabricate the tooling necessary to manufacture these components in its tooling workshop that is currently located at its Shenzhen, China factory. In some instances, however, the customer already possesses the tooling necessary to manufacture the metal component and simply delivers the tools to the Company. Customers will sometimes also pay the Company to purchase and install the equipment necessary to manufacture the customer's products. The Company uses various computer controlled manufacturing equipment to efficiently produce high quality tools designed to produce a high quality product. Many of the metal parts manufactured by the Company make use of progressive, multi-stage stamping techniques. In order to conduct and maintain this fully automated stamping method, tools and machines must be precisely fine-tuned and aligned to achieve the required quality standard and maximum efficiency.

The tool making process for metal parts generally takes between 14 to 50 working days depending on the size and complexity of the tool. Customers typically bear the cost of producing the tools and, as is customary in the industry, the customers hold title to the tooling. However, the Company maintains and stores the tools at its factory for use in production and the Company usually does not make tooling for customers unless they permit the Company to store the tools on site and manufacture the related parts.

The Company also makes highly sophisticated plastic injection molds based on its customers' orders and requirements in a manner similar to the Company's metal tool manufacturing process.

The Company maintains its ISO 9001 quality management system certification and its ISO 14001 environmental management systems certification.

*Metal Stamping; Plastic Injection Molding:* Following the completion of the tooling, the materials required for the specific product is selected and purchased. See “Raw Material, Components Parts and Suppliers.” Often the customer specifies the materials to be used as well as the supplier. The completed tooling is fitted to the press which is selected for its size and pressing force.

Using separate shifts, part stamping and plastic molding can be conducted 24 hours a day, seven days per week other than during normal down time periods required for maintenance and changing of tools and during the traditional Chinese public holidays. Due to the strict quality requirements of customers, each tool and machine, and each product produced by the tools/machines, are subject to stringent in-process quality controls.

*Finishing, Packaging and Shipping:* After their manufacture, the parts and components are inspected for defects and checked with custom-built test gauges. Some components are then painted either at the Company’s Myanmar facilities or by specially trained, third party spray-paint facilities. After being painted, the parts are baked at high temperatures in drying ovens before final inspection and packaging. Some parts are also screen printed by the Company. Each of the parts, assemblies and products is then inspected, packaged to the customer’s specific requirement and delivered to the final quality audit department for final quality inspection which is conducted on a random sample basis. Depending on its agreement with its customers, the Company may ship the parts, assemblies and products it has manufactured by truck directly from its factory to the customer’s factory in China or elsewhere through the ports of Shenzhen, Yangon and/or Hong Kong. Alternatively, the customer may pick up the products at the Company’s factory and arrange for its own shipping.

## **Raw Material, Component Parts and Suppliers**

The primary raw materials used by the Company to manufacture its metal stamped parts are various types of steel including pre-painted steel sheet, electrolytic zinc plated steel sheet, PVC laminated steel sheet, stainless steel, and cold roll steel sheet. The Company selects suppliers based on the price they charge and the quality and availability of their materials. Many of the Company’s suppliers of steel operate through Hong Kong or China-based companies which deliver the materials directly to the site of the Company’s operations in China.

During the past few years, the price of metal and plastics raw materials has fluctuated significantly, and at times there have been shortages for some materials. Such a shortage existed in 2020, which shortage has continued into 2021.

The parts, components and products manufactured by the Company may include various plastic injected and metal stamped components, as well as integrated circuits, electronic components and paper packaging products. The Company manufactures many of these products, but also purchases components that it uses in its products. These materials are subject to price fluctuations, and the Company has, at times, been materially adversely affected by price increases or shortages of supply. The recent shortages of certain raw materials, such as steel, copper, plastic, resins, and electronic components have affected the Company’s operations and its net sales. The on-going global shortage of computer chips has also negatively affected the

Company's operations and has significant delayed the manufacture of larger order for various electronic products.

## Transportation

Most of the sales agreements entered into by the Company are either F.O.B. agreements or Ex-factory agreement (in which the Company makes the goods available at its premises) or F.C.A. agreements (in which the Company hands over the goods, cleared for export, into the custody of the first carrier).

The Company's facilities in Long Hua, Shenzhen, China, are located near both Hong Kong and the seaport in Shenzhen. Many of the Company's customers use the Shenzhen seaport rather than the port of Hong Kong.

Products manufactured at the Kayser Myanmar facility are shipped to the Company's OEM customer through the Port of Yangon or the Yangon airport, both of which are readily accessible for the manufacturing facility. Kayser Myanmar typically arranges for the customs clearance of these shipments.

## Customers and Marketing

The Company's sales are generated from customers primarily located in Hong Kong/China, Europe, the United States/Mexico, and other Asian countries. Net sales to customers by geographic area are determined by reference to the physical locations of the Company's customers. For example, if the products are delivered to a customer in China or Hong Kong, the sales are recorded as generated in Hong Kong and China; if the customer directs the Company to ship its products to Europe, the sales are recorded as sold in Europe. Most of the Company's recent payments have been in U.S. dollars, although the Company still receives payment in both RMB and Euros. Net sales as a percentage of net sales to customers by geographic area consisted of the following for the years ended March 31, 2019, 2020 and 2021:

<u>Geographic Areas:</u>	<u>Year Ended March 31</u>		
	<u>2019</u>	<u>2020</u>	<u>2021</u>
Hong Kong and China	19.6%	17.4%	16.9%
Europe	76.3%	78.0%	79.3%
Other Asian countries	0.9%	0%	0.4%
North America	3.2%	4.6%	3.4%

The Company currently has two business and reporting segments, consisting of (i) its metal stamping and mechanical OEM operations, and (ii) its electric OEM operations (that include its plastic operations). The sales by segments for the years ended March 31, 2019, 2020 and 2021 are as follows:

<u>Segment Sales:</u>	<u>Year Ended March 31</u>		
	<u>2019</u>	<u>2020</u>	<u>2021</u>
Metal Stamping and Mechanical OEM	54.1%	55.2%	56.6%
Electric OEM	45.9%	44.8%	43.4%

Most of the Company's customers for its components and subassemblies generally are themselves manufacturers. The Company's products are sold primarily to European owned companies to be used in finished goods produced by customers at their own manufacturing facilities in China and Europe. However, the Company also has in the past produced finished products, such as light fixtures, that it sold to its customers.

The Company markets its services through existing contacts, word-of-mouth referrals and references from associated or related companies of the customers, as well as attendance at some trade shows. During the past few years, the Company has employed a number of foreign sales persons to complement the activities of its officers and in-house sales personnel. The Company has, from time to time, commissioned sales agents in Mexico, U.S. and Germany. These sales agents typically receive an expense allowance and an on-going commission for sales made by the Company to customers introduced by the agents. Due to the international nature of senior management, the Company believes that it has been able to bridge the cultural, language and quality perception gaps that concern certain German companies when dealing in China.

### **Major Customers**

For the fiscal year ended March 31, 2021, the Company had two customers who each accounted for more than 10% of the Company's net sales. These two customers collectively accounted for 72.5% of the Company's net sales in fiscal 2021. The Company's five largest customers collectively accounted for almost all of the Company's net sales during each of the past two years. As a result of the dependence on a few large customers, the loss of a major customer, or any substantial decrease in orders from these customers, could materially and adversely affect the Company's results of operations and financial position, particularly if the Company is unable to replace such major customers.

Customers place manufacturing orders with the Company in the form of purchase orders which are usually supported by a delivery schedule covering one to two months of orders. Customers provide long term forecasts for their anticipated purchases, but are usually able to cancel or amend their forecasted orders at any time without penalty. Certain of the Company's larger customers provide the Company with non-binding forecasts of their anticipated needs for the next year in order to enable the Company to plan for the anticipated orders. Orders from such customers are thereafter received from time to time based on the customers' needs, not necessarily on the forecasted amounts or at the projected time periods. Accordingly, backlog has not been meaningful to the Company's business.

In order to be able to timely fill the anticipated orders from its larger customers, the Company may purchase raw materials and other products based on the non-binding forecasts. Since the customer's order forecasts are not binding orders, if a customer does not place as many

orders as anticipated, the Company may not be able to fully utilize the raw materials and other products that the Company has purchased. In that case, the Company may not be able to utilize the raw materials and could suffer a financial loss.

Sales of manufactured products to established existing clients are primarily on credit terms between 30-75 days, while the sale to new or lesser known customers are completed on a wire transfer payment basis before shipment or other similar payment terms. As a result of the concentration of sales among a few of the Company's larger customers, the Company is required to bear significant credit risk with respect to these customers. Parts are generally shipped 14-90 days after an order has been placed unless the Company is required to manufacture new tools which require an additional approximately 14-50 days to complete prior to commencing manufacturing. While the Company has not experienced material difficulty in securing payment from its major customers, there can be no assurance that the Company's favorable collection experience will continue. The Company could be adversely affected if a major customer was unable to pay for the Company's products or services.

### **Industrial Property Rights**

As a manufacturer of parts, components and finished products for other manufacturers, the Company primarily relies on its manufacturing technical expertise, its operating processes and efficiencies, its knowledge of its customers' products, and its long-term relationships with its customers. Accordingly, the Company's operations and competitive advantages are not dependent upon any intellectual property rights. However, the Company does own 20 issued patents that relate to manufacturing processes and designs. However, the Company does not believe that these patents have significant value, nor do they provide significant differentiation or benefits to the Company's operations as an OEM. The Company's patents include an issued utility patent relating to electric motors and various other patents related to fixtures, modules and machinery.

### **Competition**

The Company competes against numerous OEMs, including both smaller local companies as well as large international companies. Although the Company operates in the same market as some of the world's largest contract manufacturers (for example, FoxConn also operates a major manufacturing facility in Long Hua, Shenzhen), management believes that it principally competes with smaller firms that make up the largest segment of the contract and parts manufacturing industry in China. Since some of the Company's customers are large international enterprises that source their products from many international providers, the Company also competes against contract manufacturing companies in other low cost manufacturing countries. As a vertically integrated, multi-disciplinary manufacturer of complex components and products, the Company also competes against numerous global OEM manufacturers, whether those other manufacturers are located in Shenzhen, China or elsewhere. Most of the international competitors of the Company have substantially greater manufacturing, financial and marketing resources than the Company. The Company believes that the significant competitive factors are quality, price, service, and the ability to deliver products on a reliable basis. The Company believes that it is able to compete in its segment of the OEM manufacturing market by providing high quality products at a competitive price with reliable delivery and

service. The Company has managed to partially offset the increasing cost of manufacturing in China by moving some of its operations to its Myanmar facility. However, it still maintains its automated manufacturing facilities in the Shenzhen area, near some of its customers. Having manufacturing facilities in Shenzhen, the Company is able to reduce delivery times and transportation costs for these customers, and by being able to offer “just in time” supply services.

## **Seasonality**

The first calendar quarter (the last quarter of the Company’s March 31 fiscal year) is typically the Company’s lowest sales period because, as is customary in China, the Company’s manufacturing facilities in China are closed for one to two weeks for the Chinese New Year holidays. In addition, during the one month before and the one month after the New Year holidays, the Company normally experiences labor shortages, which further impact the operations during this period. As the Myanmar operations become larger, the Company will also be negatively affected by the holidays that Myanmar employees take annually during that country’s new year’s celebration (typically two weeks in April). The absence of workers during these nationally mandated holidays in Myanmar has not, to date, materially affected the Company’s overall operations, but the holidays are expected to impact the Company in the future as the Myanmar operations increase. The Company does not experience any other significant seasonal fluctuations, nor does it consider any other issues with respect to seasonality to be material.

## **Government Regulation**

As of the date of this Annual Report, the Company’s main tooling, engineering, design and automated manufacturing facility is located in Shenzhen, China. As a result, the Company’s operations and assets are subject to significant political, economic, legal and other uncertainties associated with doing business in China in general, and in Shenzhen, in particular. Since March 2015, the Company has owned a controlling interest in a Myanmar company that operates a factory in Myanmar. As a result, the Company also is subject to the political, economic, legal and other uncertainties associated with doing business in Myanmar. Myanmar commenced reforming its political and economic policies during the past few years, and the effects of those reforms are still uncertain and evolving. In February 2021 the military took control of the government in Myanmar and declared a one-year state of emergency that permits the government to implement policies by decree. The impact of the military’s takeover, and the potential impacts on the Company’s Myanmar operations as a result of any policies that the new government may implement are still unknown.

The Chinese government has during the past few years significantly changed and/or increased the enforcement of a number of laws affecting employees (including regulations regarding their salaries and benefits, labor unions, working conditions and overtime restrictions, and contract duration--in particular, requirements regarding pensions, housing and life-long employment), and safety regulations for buildings and workers. The Chinese governmental authorities are increasingly formalizing workers’ rights concerning overtime hours, pensions, layoffs, employment contracts and the role of trade unions. Employers found to be violating these labor rules are often severely penalized.

The Company's labor costs in Shenzhen, China have increased substantially in recent years. In addition, employees who have had two consecutive fixed-term contracts must be given an "open-ended employment contract" that, in effect, constitutes a lifetime, permanent contract, which is terminable only in the event the employee materially breaches the Company's rules and regulations or is in serious dereliction of his duty. Such non-cancelable employment contracts will substantially increase its employment related risks and may limit the Company's ability to further downsize its workforce. If an employee with such a contract is terminated, the Company is required to pay the terminated employee a substantial severance payment. These contingent employment liabilities could become a material financial obligation of the Company if a large number of employees are terminated by the Company all at once (such as upon a plant relocation and/or closure). While the Company has to date absorbed and gradually reduced these employee termination liabilities, a sudden simultaneous termination of a large number of employees would require the Company to make significant payments to the terminated employees, which payments could materially and adversely affect the Company's financial condition.

Since the Reorganization was completed in 2015, all of its operations in the PRC are now conducted through a wholly-owned subsidiary that is registered in China as a limited liability company. As a result, the Company's operations in China are now subject to all of the rules and regulations that previously did not apply to its operations in the PRC. Although the Company's subsidiary is a Chinese registered company, the Company believes that, because its subsidiary is a foreign owned entity, it has recently been subject to numerous governmental inspections that other Chinese owned companies have not experienced. Accordingly, the operating environment for WFOEs in China is becoming increasingly burdensome.

The Chinese government continues to increase the enforcement of certain environment protection laws, which are restricting some common practices and/or increasing the Company's cost of operations. In addition to enhanced governmental environmental regulations, the Company also has to comply with environmental laws applicable to its customers, such as the regulations of the European Union and Japan known as the Restriction on Hazardous Substances (known as "RoHS") and the European Union's Regulation for Registration, Evaluation, Authorization and Restriction of Chemicals (known as "REACH"). The RoHS and REACH rules and regulations prohibit the importation products and parts that contain certain levels of toxic materials (such as lead, cadmium and mercury) and chemicals that may pose health and environmental risks. The Company believes that its operations are RoHS and REACH compliant.

The Company sells its products to customers in Hong Kong/China, Europe, and the United States/Mexico. As a result, its operations are subject to significant regulations related to its activities in these regions, including changes in international and domestic customs regulations, changes in tariffs, trade restrictions, and trade agreements and taxation.

## **Research and Development**

As a manufacturer of parts and components for use in other products, the Company has traditionally not conducted a material amount of research or development. The Company does, however, engage in some research and development activities in connection with developing automated machines that it uses in its own manufacturing process.

The Company recently decided to try to use its expertise in the production of electric motors to design and develop a line of new, lower cost electric motors. As a result, during the fiscal year ended March 31, 2021, the Company engaged in an increased amount of research and development in connection with the development of several small electric motors. The Company believes that its new motors, if and when developed, may fill the needs of some of its current customers and may also address a need in the market in general. The Company's goal is to develop its own proprietary electric motors that will enable it to transition a portion of its operations from being an OEM to becoming an ODM, or "original design manufacturer," that designs, develops, manufactures, and sells its own products. Because the Company is an OEM, it has not historically separately accounted for its research and development expenses.

### **Organizational Structure/Offices and Manufacturing Facilities**

Highway Holdings Limited is a holding company that operates through its subsidiaries. As of July 15, 2021, Highway Holdings Limited had four wholly-owned active subsidiaries (excluding some dormant or deactivated subsidiaries), and one majority-owned active subsidiary (its 84% owned Myanmar subsidiary). Details of the Company's four principal wholly-owned operating subsidiaries and their principal activities are as follows:

<b>Place of incorporation</b>	<b>Name of entity</b>	<b>Date of incorporation</b>	<b>Principal activities</b>
Hong Kong	Kayser Limited	August 24, 1995	Trading of OEM products and procurement
Hong Kong	Nissin Precision Metal Manufacturing Limited	November 21, 1980	Trading and procurement
Hong Kong	Golden Bright Plastic Manufacturing Company Limited	May 19, 1992	Trading company, involved in trading plastic injection products
China	Nissin Metal and Plastic (Shenzhen) Company Limited	May 18, 2011	Manufacturing and assembling metal, plastics, mould and electronic products, and automation equipment

The Company also owns 84% of the equity of Kayser Myanmar, a foreign company registered under Myanmar law that is authorized to operate in Myanmar. Kayser Myanmar's principal activities consist of manufacturing and assembling metal and plastic products. A Myanmar citizen owns 16% of the Kayser Myanmar and is the general manager of the entity. Kayser Myanmar currently manufactures and assembles products for the Company's OEM clients, and assembles products manufactured by the Company in its China facilities.

#### *British Virgin Islands/Corporate Administrative Office*

The office of the registered agent of the Company is located at Craigmuir Chambers, Road Town, Tortola, VG1110 British Virgin Islands. Only corporate administrative matters are conducted at these offices, through the Company's registered agent, Harneys Corporate Services Limited. The Company does not own or lease any property in the British Virgin Islands.

### *Hong Kong/Operating Administrative Offices*

The Company leases Suite 1801, and Suites 1823-1823A, Level 18, Landmark North, 39 Lung Sum Avenue, Sheung Shui, New Territories, Hong Kong as its administrative and engineering offices. The Company's offices at the Suite 1801 location (consisting of approximately 2,000 sq. ft.) are leased by Nissin Precision Metal Manufacturing Limited and are utilized primarily for engineering, import/export and marketing, while the offices located at Suite 1823-1823A (consisting of approximately 2,100 sq. ft.) are leased by Kayser Limited and are used for finance, purchasing and marketing. In January 2020, the Company entered into two new, three-year leases that expire in March 2023 for these offices. The new leases have substantially the same terms as the prior leases (the aggregate monthly rental cost of these offices will be approximately \$11,800 per month for the current fiscal year ending March 31, 2022, based on the exchange rate in affect as of the date of this report).

### *Shenzhen, China/Manufacturing Facility*

During the past few years, the Company has leased a total of approximately 24,400 square meters of space at a factory complex located at Long Hua, Shenzhen, China from the Shenzhen Long & Cheng Industry & Trade Industrial Co., Ltd. pursuant to various related leases. The leased space included both manufacturing space and dormitories for the Company's factory workers. The leased space was used predominately for the Company's metal and electrical manufacturing, OEM product assembly, plastic injection, tooling workshop and warehouse operations. There also are offices for production management, production engineering, and production support administration on the premises.

In December 2019, the Company entered into a new three-year lease for a portion of the existing Shenzhen facilities. Under the new lease, which became effective on March 1, 2020 and will continue until February 28, 2023, the Company now leases a total of approximately 13,500 square meters of space. Because the Company has relocated most of its labor-intensive manufacturing and assembly operations to its facility in Yangon, Myanmar, the Company will no longer need the same amount of space in Shenzhen as it has in the past. Under the new lease, the Company is required to pay approximately \$66,000 per month for rent (at the current RMB to U.S. dollar exchange rate), which rent will increase by 5% per year in the third/last year of the lease. As a condition to its lease renewal, the Company has obtained a license from the local governmental agencies to operate as a designated high technology company and to use the facilities primarily as a technology center and for automated manufacturing.

### *Yangon, Myanmar/Manufacturing Facility*

On March 29, 2019 Kayser Myanmar entered into a 50-year lease for a new manufacturing complex in Yangon, Myanmar (the "New Facility"), which lease has since been officially approved and recorded. Accordingly, Kayser Myanmar is now the legal tenant at the New Facility. Prior to moving to the New Facility, Kayser Myanmar conducted its operations at another leased facility in Yangon, Myanmar. Kayser Myanmar now conducts all of its operations at the New Facility. The New Facility is an approximately 6,900 square meter (1.67 acres) factory estate that is located in Hlaing Tharyar Township in Yangon. The New Facility is owned by Konig Company Limited ("Konig Company"), a Myanmar company. Konig Company is owned by two Myanmar citizens who are related to Kayser Myanmar. One of the principals of Konig Company currently is a manager and a shareholder of Kayser Myanmar (he

owns a 16% interest in Kayser Myanmar), and the other currently is a manager of Kayser Myanmar. Konig Company only recently acquired the New Facility.

The lease for the New Facility has a term of 50 years. Kayser Myanmar has the option to extend the lease term for two consecutive 10-year terms on the same terms and conditions as in effect for the initial 50-year period. Kayser Myanmar, the tenant, is obligated under the lease to make monthly lease payments equal to 10 million Myanmar Kyat (approximately U.S. \$7,100 per month, based on the currency conversion rate in effect on March 31, 2021). Kayser Myanmar has paid Konig Company \$950,000 as a prepayment of rent under the lease (the prepayment represents approximately 12 years of rental payments). Under the lease, Kayser Myanmar must also pay all utilities (water, electricity, gas and sanitation), property taxes, and insurance on the premises. Kayser Myanmar has the right to alter and improve the premises at its own cost. As permitted by this provision in the lease, Kayser Myanmar has already upgraded the existing two factories at the New Facility and has constructed a third factory and a new office building on the site. Kayser Myanmar has the right to sublet some or all of the New Facility.

Under the new lease, Kayser Myanmar has the option to purchase the factory from Konig Company if and when Myanmar law is changed to permit ownership of real estate in Myanmar by foreign-owned companies. Because Kayser Myanmar is an indirect subsidiary of the Company, under the Myanmar Transfer of Property Act 1882 and the Myanmar Transfer of Immovable Property Restriction Law 1987, Kayser Myanmar is deemed to be a foreign-owned company and, therefore, is currently not permitted to own the New Facility. If Myanmar law is changed to allow foreign-owned companies to own Myanmar real estate, Kayser Myanmar will have the option to purchase the New Facility at a price equal to the then fair market value of the New Facility. The fair market value will be determined by an independent appraiser. The valuation of the New Facility will, however, exclude the increased value of the site attributable to any improvements, alterations, and additions made to the New Facility by Kayser Myanmar. Konig cannot sell, transfer or mortgage the New Facilities without the consent of Kayser Myanmar.

## **Other Operations**

In addition to its historical manufacturing operations, the Company continues to explore other possible means of leveraging its manufacturing capabilities in China and to develop proprietary products that the Company can manufacture and sell as its own products. As part of its goal to develop a line of proprietary products, the Company is currently developing a line of brushless DC electric motors, which motors, if produced, the Company intends to sell both for its own account and for use in its customers' products. Previously, the Company developed proprietary CO2 snow-jet and dry ice cleaning system for industrial and commercial cleaning applications. However, to date, the Company has only manufactured a few of these cleaning systems. The Company has not been able to successfully market these machines and is, instead, currently using them in its own manufacturing operations.

### **Item 4.A. Unresolved Staff Comments**

Not applicable.

## **Item 5. Operating and Financial Review and Prospects**

### **Overview**

The Company's net sales during the past two years were derived primarily from the manufacture and sale of metal, plastic and electronic parts and components for its international clients. For accounting purposes, the Company treats its (i) metal stamping and mechanical OEM manufacturing operations, and its (ii) electronic OEM manufacturing operations, as two separate business segments.

As described in this Annual Report, the Company has taken various actions to reduce its operating costs, including in particular its labor costs. During the past several years, increased wages, high employee turn-over rates, sign-up bonuses, retention bonuses, overtime payments, and contributions to the new housing fund and other benefit payments have resulted in high labor and staffing costs, particularly at the Company's Shenzhen facility.

The Company is not taxed in the British Virgin Islands, the state of its incorporation.

The location of the Company's administrative offices for its operating subsidiaries in Hong Kong enables the Company to pay low rates of income tax due to Hong Kong's tax structure. The Company's income arising from its Hong Kong operations or derived from its operations within Hong Kong is subject to Hong Kong Profits Tax. The statutory tax rate in Hong Kong currently is 16.5%, and there are no taxes on dividends or capital gains.

Kayser Myanmar, the Company's majority-owned Myanmar subsidiary, is subject to the tax provisions applicable companies operating in Myanmar and is subject to income tax at a rate of 25%. Kayser Myanmar is able to import many of raw materials and parts that it uses to manufacture its export products free of taxes and free of duties under an import/export license that requires Kayser Myanmar to use a bonded warehouse.

The Company is not subject to U.S. taxes.

The Company owns 84% of Kayser Myanmar. Accordingly, the operations of Kayser Myanmar are included in the Company's consolidated financial statements (and in the below discussion of the Results of Operations) for the fiscal years ended March 31, 2021 and 2020.

Net sales to customers by geographic area are generally determined by the physical locations of the customers. For example, if the products are delivered to a customer in China or Hong Kong, the sales are recorded as generated in Hong Kong and China; if the customer directs the Company to ship its products to Europe, the sales are recorded as sold in Europe.

### **Results of Operations**

#### *General*

During the past three years discussed below, the Company's revenues were derived primarily from the manufacture and sale of metal, plastic and electronic products, parts and components. During the fiscal year ended March 31, 2021, net sales decreased by 27% from the

fiscal year ended March 31, 2020. The decrease in net sales is the direct result of (i) the COVID-19 pandemic, (ii) the impact of the military takeover in Myanmar on the Company's Myanmar operations, and (iii) a general shortage of raw materials and components, including electronic components and chips.

The Company's operations in the fiscal year ended March 31, 2021 were negatively affected by COVID-19. Although the Company's Shenzhen, China offices, which were closed for two months in early 2020, reopened in fiscal 2021, the pandemic prevention measures that the Company adopted impacted its operations in Shenzhen. Furthermore, the Company's Myanmar factory was closed for almost three weeks in April and May 2020. These closures, and the other steps implemented to prevent the spread of the virus, affected the Company's operations during the first and second quarters of fiscal 2021. The travel restrictions imposed as a result of the COVID-19 pandemic also had a material negative impact on the Company's operations. The Company's marketing and customer relations activities are heavily dependent upon the Company's ability to send its teams to travel to visit its existing and potential customers. The inability to travel adversely impacted the Company's ability to generate more customer orders. Furthermore, under normal circumstances, the Company's engineers frequently travel between the Company's Hong Kong, Shenzhen and Yangon offices to train new employees and to monitor and upgrade its operations and equipment efficiency. Similarly, management normally regularly travels from the Company's Hong Kong headquarters to its Shenzhen and Yangon factories. Because of the pandemic, neither the engineers nor senior management was able to travel, which the Company believes affected operations and production.

In February 2021, Myanmar's military seized control of the government. The military's takeover resulted in public unrest and in violent clashes between civilians and the military. The unrest resulted in several factories near the Company's Yangon factory being burned, although the Company's facilities were unaffected. When the Myanmar army occupied parts of the neighboring areas, substantially all of the Company's employees left the Yangon factory because of concerns for their safety and their lives. As a result, the Yangon factory was idle for a portion of the fourth quarter in the fiscal year ended March 31, 2021. Also, the Company's ability to import raw materials and to export finished products was temporarily interrupted. As of the date of this Annual Report, the unrest has subsided and operations at the Myanmar factory have resumed. However, the future impact of the military's control on the Company's operations is unknown.

During most of fiscal 2021, the Company experienced shortages of various raw materials and components, which shortages are still continuing. Throughout much of fiscal 2021, the electronics supply chain suffered, resulting in a global shortage of electronic components and chips. This shortage affected the Company's operations, particularly with respect to a new customer for whom the Company agreed to manufacture video game consoles. The Company received a large purchase order for the manufacture of game consoles that was scheduled to be delivered in the second and third fiscal quarters of the year ended March 31, 2021. However, because of the unavailability of computer chips and other electronic components, the manufacture of the game consoles could not commence until fiscal 2022. In addition to a shortage of chips and electronic components, the Company also suffered from shortages of aluminum, steel, plastic and other raw materials. These shortages resulted in reduced manufacturing and thus lower sales.

The following table sets forth the percentages of net sales of certain income and expense items of the Company for each of the three most recent fiscal years ended March 31, 2021.

	Year Ended March 31,		
	2019	2020	2021
Net Sales	100%	100%	100%
Cost of sales	74.9	66.9	70.5
Gross profit	25.1	33.1	29.5
Operating (loss)/income	(5.3)	5.9	(6.7)
(Loss)/income before income taxes	(4.9)	7.1	(6.5)
Income taxes	0.2	(1.7)	1.6
Net (loss)/income	(4.7)	5.5	(4.9)
Net loss/(profit) attributable to non-controlling interest	0.3	(0.0)	(0.1)
Net (loss)/income attributable to Highway Holdings Limited's Shareholders	(4.4)	5.5	(5.0)

*Year Ended March 31, 2021 Compared to Year Ended March 31, 2020*

Net sales for the fiscal year ended March 31, 2021 (“fiscal 2021”) decreased by \$3,390,000, or 27.0% from the fiscal year ended March 31, 2020 (“fiscal 2020”) due to lower sales to certain of the Company’s principal European customers, and to a delay in commencing the manufacture of new product orders that the Company received in fiscal 2021. The greatest decrease in net sales occurred in the fourth quarter of fiscal 2021, the quarter in which the Myanmar operations were disrupted due to the military takeover in Myanmar. The Company’s net sales also were lower in fiscal 2021 when compared to fiscal 2020 because of the Company’s inability to consummate new sales orders due, in large part, to the travel restrictions that prevented the Company’s sales personnel from concluding sales with its European customers. The Company continues to believe that the new, modernized Yangon manufacturing facility and its demonstrated ability to manufacture in Myanmar with the same quality but at a cost lower than in China will attract more orders from existing and new customers. Overall, net sales by region in fiscal 2021 changed slightly, with net sales to European customers increasing to 79.3% in fiscal 2021 compared to 78.0% of the Company’s net sales in fiscal 2020. Net sales to Hong Kong/China decreased slightly by \$632,000 (from 17.4% of net sales to 16.9% of net sales), and net sales to North America also decreased, from 4.6% to 3.4% in fiscal 2021 and fiscal 2020, respectively.

The Company operates in two segments that it refers to as (i) the “metal stamping and mechanical OEM” segment and (ii) the “electric OEM” segment. The metal stamping and mechanical OEM segment focuses on the manufacture and sale of metal parts and components, whereas the electric OEM segment focuses on the manufacture and sale of plastic and electronic parts, components and motors. For fiscal 2021, net sales of the metal stamping and mechanical segment increased to 56.6% of the Company’s net sales, from 55.2% in fiscal 2020, due to changes in the product mix. Net sales of the electric OEM segment correspondingly decreased to 43.4% of net sales in fiscal 2021 from 44.8% in fiscal 2020.

Gross profits as a percentage of net sales decreased to 29.5% in fiscal 2021 from 33.1% in fiscal 2020. However, the gross profit margin in fiscal 2020 was disproportionately high compared to the Company's historic gross profit margins due to the following: (i) Because the Company's Shenzhen, China, factory was shut down for approximately two weeks in early calendar year 2020 due to COVID-19 pandemic, the local Shenzhen government granted the Company's Shenzhen factory a rental subsidy of \$148,000, which approximated the factory's two months' rental, and a rebate of \$7,000, which approximated the factory's electricity bill for one month, and (ii) sublease income of \$141,000 received from the temporary sublease of factory space at its Shenzhen facility, and (iii) utilization of inventories which were previously impaired in fiscal 2019. As a result, the Company's costs of sales were reduced in fiscal 2020, which thereby improved the Company's gross margin. Excluding these one-time events in fiscal 2020, the Company's gross margins remained substantially unchanged. Due to the decrease in net sales and the decrease in gross margins, the Company's gross profit in dollar terms decreased by \$1,446,000 to \$2,707,000 in fiscal 2021 from \$4,153,000 in fiscal 2020.

Selling, general and administrative expenses decreased slightly by \$83,000, or 2.4%, in fiscal 2021 compared to fiscal 2020 as a result of cost cutting measures implemented as net sales decreased. Selling, general and administrative expenses were lower in fiscal 2021 in part because of reduced headcount and lower bonus payments, and a salary reduction among Company's management personnel. Selling, general and administrative expenses increased to 36.2% of net sales in fiscal 2021, compared to 27.1% of net sales in fiscal 2020.

As a result of the \$1,446,000 decrease in gross profits in fiscal 2021 and the decrease in selling, general and administrative expenses, the Company had an operating loss of \$616,000 in fiscal 2021 compared to operating income of \$747,000 in fiscal 2020.

The Company had a currency exchange loss of \$60,000 in fiscal 2021 compared to gain of \$7,000 in fiscal 2020. The currency gain/loss reflects the changing values of the U.S. dollar relative to the RMB. The Company will continue to be exposed to currency fluctuations because the Company does not intend to undertake any currency hedging transactions.

In fiscal 2021, the Company had an income tax benefit of \$146,000 because of its net loss before taxes. The Company incurred income taxes of \$209,000 in fiscal 2020 on its \$896,000 of income before taxes. The Hong Kong statutory profits tax remained at 16.5% in fiscal 2021. However, the Company's effective tax rate was approximately 24.3 % in fiscal 2021 because of in certain non-deductible items, partially offset by the utilization of tax losses previously not recognized.

As a result of the foregoing, the Company had a net loss of \$461,000 in fiscal 2021, compared to net income attributable to its shareholders of \$686,000 in fiscal 2020.

#### *Year Ended March 31, 2020 Compared to Year Ended March 31, 2019*

Net sales for fiscal 2020 decreased by \$1,719,000, or 12.0% from the fiscal year ended March 31, 2019 ("fiscal 2019") due to lower sales to certain of the Company's principal European customers and, to a lesser extent, due to the effects of the COVID-19 pandemic on the Company's Shenzhen, China, operations. One of the Company's principal customers

experienced a substantial decrease in the sale of its products, which resulted in a decrease in orders for the Company. The Company's Shenzhen, China offices were closed from the middle of January 2020 until late February for the annual Chinese New Year holiday and then due to the COVID-19 pandemic. As a result of the impact of the COVID-19 pandemic on the Shenzhen operations, net sales during the fourth fiscal quarter of fiscal 2020 were 23% below the amount of net sales in the same quarter of fiscal 2019, which also reduced the Company's annual net sales. The Company's net sales were lower in fiscal 2020 when compared to fiscal 2019 because of lower sales to existing customers, and the Company's inability to attract significant new customers in fiscal 2020, despite the lower cost of manufacturing in Myanmar. Overall, net sales by region in fiscal 2020 changed slightly, with net sales to European customers increasing to 78.0% in fiscal 2020 compared to 76.3% of the Company's net sales in fiscal 2019. Net sales to Hong Kong/China decreased slightly by \$608,000 while net sales to North America increased slightly by \$128,000 in fiscal 2020 when compared to fiscal 2019.

For fiscal 2020, net sales of the metal stamping and mechanical segment increased to 55.2% of the Company's net sales, from 54.1% in fiscal 2019, due to changes in the product mix. Net sales of the electric OEM segment correspondingly decreased to 44.8% of net sales in fiscal 2020 from 45.9% in fiscal 2019.

Gross profits as a percentage of net sales increased to 33.1% in fiscal 2020 from 25.1% in fiscal 2019. This increase in the gross profit margin is, however, largely due to the following: (i) As the Company's Shenzhen, China, factory was shut down for approximately two weeks in early calendar year 2020 due to COVID-19 pandemic, the local Shenzhen government granted the Company's Shenzhen factory a rental subsidy of \$148,000, which approximated the factory's two months' rental, and a rebate of \$7,000, which approximated the factory's electricity bill for one month, (ii) sublease income of \$141,000 received from the temporary sublease of factory space at its Shenzhen facility was offset in cost of sales, and (iii) utilization of inventories which were previously impaired in fiscal 2019. As a result, the Company's costs of sales were reduced in fiscal 2020, and thereby improved the Company's gross margin. Excluding these one-time events, the Company's gross margins increased as manufacturing and assembly operations transitioned from the Company's China facilities to its Myanmar facilities with relatively lower operating costs. Due to the increase in gross margin, the Company's gross profit increased by 16% to \$4,153,000 in fiscal 2020 compared to fiscal 2019, despite lower sales in fiscal 2020.

Selling, general and administrative expenses decreased by \$929,000, or 21.4%, in fiscal 2020 compared to fiscal 2019 as a result of cost cutting measures implemented as net sales decreased. Selling, general and administrative expenses were lower in fiscal 2020 in part because of reduced headcount and lower bonus payments, and a salary reduction among Company's management personnel. The foregoing reductions were partially offset by increases in non-cash share-based compensation expenses related to the restricted stock and stock options granted to the Company's directors, senior executives and managers. Selling, general and administrative expenses decreased to 27.1% of net sales in fiscal 2020, compared to 30.4% of net sales in fiscal 2019.

As a result of the \$573,000 increase in gross profits in fiscal 2020 and the decrease in selling, general and administrative expenses by \$929,000, the Company had operating income of \$747,000 in fiscal 2020 compared to an operating loss of \$755,000 in fiscal 2019.

The Company had a currency exchange gain of \$7,000 in fiscal 2020 compared to a currency exchange loss of \$8,000 in fiscal 2019. The currency gain/loss reflects the changing values of the U.S. dollar relative to the euro, the RMB and the Myanmar kyat.

The Company incurred income taxes of \$209,000 in fiscal 2020 on its \$896,000 of income before taxes. In fiscal 2019, the Company had an income tax benefit of \$26,000 because of its net loss before taxes. The Hong Kong statutory profits tax remained at 16.5% in fiscal 2020. However, the Company's effective tax rate was approximately 23.3 % in fiscal 2020 because of in certain non-deductible items, partially offset by the utilization of tax losses previously not recognized.

As a result of the foregoing, the Company had net income attributable to its shareholders of \$686,000 in fiscal 2020 as compared to a net loss of \$630,000 in fiscal 2019.

### Liquidity and Capital Resources

The following table sets forth a summary of our cash flows for the periods indicated:

	Year Ended March 31,		
	2019	2020	2021
	(In thousands of U.S. dollars)		
Net cash (used in)/provided by operating activities.....	\$(437)	\$442	\$(104)
Net cash used in investing activities .....	(736)	(64)	(78)
Net cash used in financing activities.....	(1,244)	(297)	(902)
Net (decrease)/ increase in cash and cash equivalents .....	(2,417)	81	(1,084)
Cash and cash equivalents at beginning of year .....	11,267	8,827	8,827
Effect of exchange rate changes on cash and cash equivalents .....	(23)	(81)	14
Cash and cash equivalents at end of year.....	\$8,827	\$8,827	\$7,757

As of March 31, 2021, the Company had working capital of \$7,517,000, compared to working capital of \$8,235,000 as of March 31, 2020 and \$8,271,000 as of March 31, 2019. As of March 31, 2021, the Company had a working capital ratio of 2.90 to 1.

The amount of cash and cash equivalents held by the Company on March 31, 2021 decreased to \$7,757,000 on March 31, 2021 from \$8,827,000 on both March 31, 2020 and March 31, 2019. The decrease in cash and cash equivalents held by the Company on March 31, 2021 was due to advance purchases of raw materials that the Company expects to use in manufacturing its customers' products, and cash dividend payments. The Company's cash and cash equivalents were unchanged from the fiscal 2019 to fiscal 2020.

The Company regularly purchases raw materials used to manufacture customer products in anticipation of receiving purchase orders from existing customers for such products. If the anticipated customer orders do not materialize, or if the orders are smaller than anticipated, unless the Company is able to repurpose those raw materials, it will incur a loss from such purchases. For example, the Company recently purchased raw materials for one customer for approximately \$1 million. Should this customer be unable or unwilling to purchase the products that the Company intends to manufacture on behalf of this customer, the Company will be stuck with a significant amount of excess unusable inventory, which would adversely affect its liquidity.

The Company has historically generated sufficient funds from its operating activities to finance its operations and there has been little need for external financing other than capital leases which are used to finance equipment acquisitions and letter of credit facilities for secured purchases of materials and components from overseas vendors. For fiscal 2021, the Company used \$104,000 of net cash in its operating activities because of a net loss of \$454,000 for the year, non-cash charges of \$159,000 of depreciation and amortization, a \$125,000 write down of inventories, and share-based compensation of \$93,000, a \$301,000 increase in inventories, a decrease in income tax payable of \$521,000 and a decrease in accounts payable of \$390,000, partially offset by a decrease in accounts receivable of \$1,017,000. In fiscal 2020, the Company generated \$442,000 of net cash from its operating activities and in fiscal 2019, the Company used \$437,000 in its operating activities.

The Company used \$736,000, \$64,000 and \$78,000 in fiscal 2019, 2020 and 2021, respectively, of cash in its investing activities. The significant increase in fiscal 2019 is the result of the purchase of property, plant and equipment for the New Yangon Facility.

Net cash used in financing activities mostly represents cash dividends paid by the Company during each of fiscal 2019, 2020 and 2021. Dividends of \$1,244,000, \$297,000 and \$981,000 were paid in fiscal 2019, 2020 and 2021, respectively. Dividends are declared at the discretion of the Board of Directors, subject to applicable laws, and depend on a number of factors, including the Company's financial condition, results of operations, capital requirements, plans for future expenditures, general business conditions and other factors considered relevant by our Board of Directors. As a result of the Company's net loss, no assurance can be given that the Company will pay cash dividends in the current fiscal year or in the future or, if dividends are paid, that the amounts will be consistent with amounts paid in prior years.

As of the date of this Annual Report the Company has no outstanding bank loans. However, the Company also does not have any bank credit facilities under which it can borrow funds should the Company need additional capital to fund unanticipated expenses (such as funding unbudgeted expenses related to the New Yangon Facility, posting additional deposits/bonds with governmental agencies, or funding certain operating expenses as a result of an unexpected slowdown of customer orders). Accordingly, the Company will be dependent on its current financial resources should unanticipated expenses arise. No assurance can be given that its current reserves will be sufficient.

The Company believes that its currently available working capital and funds generated from its operations are adequate to support its operations for at least the next 12 months.

## Exchange Rates

The Company transacts its business from its Hong Kong sales and purchasing offices with its vendors and customers primarily in U.S. dollars and, to a lesser extent, in Hong Kong dollars and Euros. As a result of the assembly/manufacturing operations that the Company conducts in Myanmar, the Company now also transacts an increasing amount of business in the Myanmar Kyat. While the Company faces a variety of risks associated with changes among the relative value of these currencies, because the Company pays all of its Shenzhen factory expenses in RMB, the changes in the value of the RMB compared to the U.S. dollar was the most significant in the fiscal year ended March 31, 2021. During the period from March 31, 2020 to March 31, 2021, the value of the RMB compared to the U.S. dollar increased by approximately 7.4%, which was the primary cause for the Company's currency exchange loss of \$60,000 in fiscal 2021.

The Company makes its payments for its manufacturing facilities and factory workers in Shenzhen, China, in RMB. The value of the RMB compared to the U.S. dollar was higher on March 31, 2021 compared to the end of the prior fiscal year. An increase in the value of the RMB compared to the U.S. dollar increases the Company's operating costs (expressed in U.S. dollars). Likewise, the Company makes its payments for its manufacturing facilities and factory workers in Yangon, Myanmar, in MMK. The value of the Kyat compared to the U.S. dollar was relatively unchanged on March 31, 2021 compared to a year earlier. However, the value of the Kyat has decreased recently as a result of the military takeover in that country. A decrease in the value of the Kyat compared to the U.S. dollar decreases the Company's operating costs (expressed in U.S. dollars) in Myanmar. The weakening of the Kyat compared to the U.S. dollar is expected to slightly decrease the Company's operating costs incurred in Myanmar in U.S. dollar terms in the near future. Currency fluctuations in the future may have material impact on the results of the Company's operations.

Currency exchange rate fluctuations affect the Company's operating costs, and also affect the price the Company receives for the products that it sells. Most of the Company's net sales in fiscal 2021 were to Europe. In order to mitigate the currency exchange rate risks related to changes in the value of the dollar relative to the Euro, the Company has requested its European customers to pay in U.S. dollars, and in fiscal 2021, substantially all of the Company's European customers did so. In addition, the Company has entered into agreements with certain of its larger European customers that permit the Company's prices to be adjusted every three months to account for currency fluctuations.

The fluctuation of the RMB/U.S. dollar and the Euro/U.S. dollar exchange rates have in each of the past three years resulted in currency exchange losses. In fiscal 2021, the Company realized a currency exchange loss of \$60,000 compared to an exchange rate gain of \$7,000 in fiscal 2020, and a \$8,000 currency exchange loss in fiscal 2019.

The Company does not utilize any form of financial hedging or option instruments to limit its exposure to exchange rate or material price fluctuations and has no current intentions to engage in such activities in the future. Accordingly, material fluctuations in the exchange rates between the U.S. dollar and other currencies could have a material impact on the Company's future results. As a result of the Company's expansion into Myanmar, it will also be increasingly

subject to the currency risks associated with the Myanmar Kyat (MMK), the official currency of that country.

### **Trend Information**

Three trends are expected to impact the Company in fiscal 2022.

(a) The COVID-19 pandemic has had a material negative affect on the Company and on its customers. If the COVID-19 pandemic recedes in fiscal 2022 (particularly in Asia and in Europe), consumer demand is expected to increase, which could increase the demand for products produced by the Company and the Company's customers. Furthermore, if the pandemic remains controlled in Myanmar and China, the Company's factories in China and Myanmar will be able to operate in the normal course (the COVID-19 outbreak previously resulted in full or partial factory closures at both of the Company's factories).

(b) The military's takeover of the government in Myanmar in February 2021 has caused civil unrest and has interfered with the Company's operations at its Myanmar factory. If the civil unrest ceases, and if the Company is able to operate in the same manner as before the military takeover, the Company's level of operations will return to normal. However, if the violence and civilian resistance to the coup continues or worsens, the Company's Yangon factory may have to reduce or terminate its operations. Strong international condemnation of the military government and the human rights abuses in Myanmar could also lead some of the customers to refuse to permit their products to be manufactured at the Company's Myanmar factory.

(c) The on-going global supply chain shortages of raw materials, including steel, copper, aluminum, plastics, and electronic components and chips will continue to restrain the Company's manufacturing activities. If the shortages ease during the coming year, the Company's manufacturing output is expected to increase, and the Company will be able to produce more products that contain third party electronic components.

Other than as disclosed elsewhere in this Annual Report on Form 20-F, the Company is not aware of any trends, uncertainties, demands, commitments or events for the period from April 1, 2021 to March 31, 2022 that are reasonably likely to have a material effect on the Company's net revenues, income, profitability, liquidity or capital resources.

### **Recent issued accounting standards not yet adopted**

In December 2019, the FASB issued ASU 2019-12, Income Taxes (Topic 740): Simplifying the Accounting for Income Taxes, which simplifies the accounting for income taxes, eliminates certain exceptions within ASC 740, Income Taxes, and clarifies certain aspects of the current guidance to promote consistent application among reporting entities. The guidance is effective for fiscal years beginning after December 15, 2020, and interim periods within those fiscal years, with early adoption permitted. Upon adoption, we must apply certain aspects of this standard retrospectively for all periods presented while other aspects are applied on a modified retrospective basis through a cumulative-effect adjustment to retained earnings as of the

beginning of the fiscal year of adoption. The Company is currently evaluating the impact that the standard will have on its consolidated financial statements and related disclosures.

In March 2020, the FASB issued ASU 2020-04, Reference Rate Reform (Topic 848) (“ASU 2020-04”). ASU 2020-04 contains practical expedients for reference rate reform related activities that impact debt, leases, derivatives and other contracts. The guidance in ASU 2020-04 is optional and may be elected over time as reference rate reform activities occur. The Company continues to evaluate the impact of the guidance and may apply the elections as applicable as changes in the market occur.

In August 2020, the FASB issued ASU 2020-06, Debt - Debt with Conversion and Other Options (Subtopic 470- 20) and Derivatives and Hedging - Contracts in Entity’s Own Equity (Subtopic 815-40): Accounting for Convertible Instruments and Contracts in an Entity’s Own Equity (“ASU 2020-06”), which simplifies the accounting for certain financial instruments with characteristics of liabilities and equity. This ASU (1) simplifies the accounting for convertible debt instruments and convertible preferred stock by removing the existing guidance in ASC 470-20, Debt: Debt with Conversion and Other Options, that requires entities to account for beneficial conversion features and cash conversion features in equity, separately from the host convertible debt or preferred stock; (2) revises the scope exception from derivative accounting in ASC 815-40 for freestanding financial instruments and embedded features that are both indexed to the issuer’s own stock and classified in stockholders’ equity, by removing certain criteria required for equity classification; and (3) revises the guidance in ASC 260, Earnings Per Share, to require entities to calculate diluted earnings per share (“EPS”) for convertible instruments by using the if-converted method. In addition, entities must presume share settlement for purposes of calculating diluted EPS when an instrument may be settled in cash or shares.

For SEC filers, excluding smaller reporting companies, ASU 2020-06 is effective for fiscal years beginning after December 15, 2021 including interim periods within those fiscal years. Early adoption is permitted, but no earlier than fiscal years beginning after December 15, 2020. For all other entities, ASU 2020-06 is effective for fiscal years beginning after December 15, 2023, including interim periods within those fiscal years. Entities should adopt the guidance as of the beginning of the fiscal year of adoption and cannot adopt the guidance in an interim reporting period. The Company is currently evaluating the impact that ASU 2020-06 may have on its consolidated financial statements and related disclosures.

### **Critical Accounting Policies and Estimates**

The Company prepares its consolidated financial statements in accordance with accounting principles generally accepted in the United States of America. The preparation of these financial statements requires the Company to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities at the date of the financial statements and the reported amount of revenues and expenses during the reporting period. On an on-going basis, the Company evaluates its estimates and judgments, including those related to bad and doubtful debts. The Company bases its estimates and judgments on historical experience and on various other factors that the Company believes are reasonable. Actual results may differ from these estimates under different assumptions or conditions.

The following critical accounting policies affect the more significant judgments and estimates used in the preparation of the Company's consolidated financial statements. For further discussion of our significant accounting policies, refer to Note 2 "Summary of Significant Accounting Policies" of our consolidated financial statements in Item 18.

### *Revenue Recognition*

Effective with the adoption of Accounting Standards Update ("ASU") 2014-09, "Revenue from Contracts with Customers (Topic 606)," and the associated ASUs (collectively, "Topic 606") on April 1, 2018, we recognize revenue when our customer obtains control of promised goods in an amount that reflects the consideration which we expect to receive in exchange for those goods. To determine revenue recognition for the arrangements that we determine are within the scope of Topic 606, we perform the following five steps: (1) identify the contract(s) with a customer, (2) identify the performance obligations in the contract, (3) determine the transaction price, (4) allocate the transaction price to the performance obligations in the contract and (5) recognize revenue when (or as) the entity satisfies a performance obligation. We adopted the ASU on April 1, 2018 for all revenue contracts with customers using the modified retrospective approach, while prior periods' amounts are not adjusted and continue to be reported in accordance with the Company's historical accounting under ASC 605.

Product revenue recognition. The revenue from contracts with customers is derived from product revenue principally from the sales of metal stamping and mechanical OEM and electric OEM products directly to other consumer electronics product manufacturers. The Company sells goods to its customers under sales contracts or by purchase orders. The Company has determined there is one performance obligation for each of the sales contracts and purchase orders. The performance obligations are considered to be met and revenue is recognized when the customer obtains control of the goods. The Company has two major goods delivery channels:

(1) Delivering goods to customers' predetermined location; the Company has satisfied the contracts' performance obligations when the goods have been delivered and relevant shipping documents have been collected by us; and

(2) Picking up goods by customers in our warehouse; the Company has satisfied the contracts' performance obligations when the goods have been picked up and the acceptance document has been signed by the customers.

The Company did not recognize any revenue from contracts with customers for performance obligations satisfied over time during the year ended March 31, 2019, 2020 and 2021. Accordingly, the timing of revenue recognition is not impacted by the new standard.

The transaction price is generally in the form of a fixed price which is agreed with the customer at contract inception. The transaction price is recorded net of sales return, surcharges and value-added tax of gross sales. We have allocated the transaction price to each performance obligation based on the sales contracts and purchase orders.

The Company would request a deposit from customers upon receiving the purchase order and issue bills to customers upon transfer control of goods and relevant acceptance documents

have been collected. Customers' deposits would be settled part of the outstanding bill upon receiving an acknowledgement from customers. For the remaining balance of outstanding bills, Customers are required to pay over an agreed upon credit period, usually between 30 to 75 days.

Return Rights. The Company does not provide its customers with the right of return (except for product quality issue) or production protection. Customer is required to perform product quality check before acceptance of goods delivery. We did not recognize for any refund liability according to the product return on the consolidated balance sheets.

Value-added taxes and surcharges. The Company presents revenue net of VAT and surcharges incurred. The surcharge is sales related taxes representing the City Maintenance and Construction Tax and Education Surtax. The Company incurs expenses or pays fees to external delivery service providers, respectively, and records such expenses and fees like shipping and handling expenses. Total VAT and surcharges paid by us during the years ended March 31, 2019, 2020 and 2021 amounted to \$77,000, \$90,000 and \$121,000 respectively.

Principals vs. agent accounting. The Company records all product revenue on a gross basis. To determine whether we are agent or principal in the sale of products, we consider the following indicators: we are primarily responsible for fulfilling the promise to provide the specified goods or services, is subject to inventory risks before the specified goods have been transferred to a customer or after transfer of control to the customers, and has discretion in establishing the price of the specified goods.

Disaggregation of revenue. The Company disaggregates its revenue from different types of contracts with customers by principal product categories, as it believes it best depicts the nature, amount, timing and uncertainty of its revenue and cash flows. See note 18 of the Company's consolidated financial statements in Item 18 for product revenues by segment.

Contract balances. The Company did not recognize any contract asset as of March 31, 2020 and March 31, 2021. The timing between the recognition of revenue and receipt of payment is not significant.

The Company's contract liabilities consist of deposits received from customers. As of March 31, 2020 and March 31, 2021, the balances of the contract liabilities are \$39,000 and \$72,000, including deposits received from customers. All contract liabilities at the beginning of the year ended March 31, 2021 were recognized as revenue during the year ended March 31, 2021 and all contract liabilities as of year ended March 31, 2021 are expected to be realized in the following year.

In periods prior to the adoption of Topic 606, our accounting policy was to recognize revenue when persuasive evidence of an arrangement exists, products are delivered, the price to the buyer is fixed or determinable and collectability is reasonably assured.

#### *Impairment of goodwill*

Goodwill is the excess of the consideration transferred over the fair value of the acquired assets and assumed liabilities in a business combination. Goodwill is not amortized but rather tested for impairment at least annually. The Company tests goodwill for impairment in March of

each fiscal year. Goodwill is also tested for impairment between annual tests if an event occurs or circumstances change that would be more likely than not reduce the fair value of the reporting unit below its carrying amount.

Prior to April 1, 2020, in performing the two-step quantitative impairment test, the first step compared the fair values of each reporting unit to its carrying amount, including goodwill. If the fair value of each reporting unit exceeds its carrying amount, goodwill was not considered to be impaired and the second step was not required. If the carrying amount of a reporting unit exceeded its fair value, the second step compared the implied fair value of goodwill to the carrying value of a reporting unit's goodwill. The implied fair value of goodwill was determined in a manner similar to accounting for a business combination with the allocation of the assessed fair value determined in the first step to the assets and liabilities of the reporting unit. The excess of the fair value of the reporting unit over the amounts assigned to the assets and liabilities was the implied fair value of goodwill. This allocation process was only performed for the purposes of evaluating goodwill impairment and does not result in an entry to adjust the value of any assets or liabilities. Starting from April 1, 2020, the Company adopted No. 2017-04: Simplifying the Test for Goodwill Impairment ("ASU 2017-04"), which simplifies the accounting for goodwill impairment by eliminating Step 2 from the goodwill impairment test. If the carrying amount of a reporting unit exceeds its fair value, an impairment loss shall be recognized in an amount equal to that excess, versus determining an implied fair value in Step 2 to measure the impairment loss. Application of a goodwill impairment test requires significant management judgment, including the identification of reporting units, assigning assets, liabilities and goodwill to reporting units, and determining the fair value of each reporting unit.

The gross amount of goodwill and accumulated impairment losses as of March 31, 2020 and 2021 are as follows:

	<u>Kayser Myanmar (\$)</u>
Gross as of April 1, 2019, March 31, 2020 and 2021.....	77,000
Accumulated impairment loss as of April 1, 2019.....	(77,000)
Accumulated impairment loss as at March 31, 2020 and 2021.....	(77,000)
Net as of March 31, 2020 and 2021.....	--

The balance represented the carrying value of Kayser Myanmar Manufacturing Company Ltd. ("Kayser Myanmar") and had an aggregate carrying amount of \$77,000 as of year ended March 31, 2017 and 2018. During the year ended March 31, 2019, we have tested goodwill for impairment and estimated the fair value of Kayser Myanmar by using the income approach in step 1 of the impairment test. Based on the quantitative test, it was determined the fair value was more likely than not below its carrying amount. Management has identified several determinative events and factors, which has led to the above conclusion, included: (1) the financial result of Kayser Myanmar was below management's expectations due to higher than expected supply chain cost and increased competition, (2) the fiscal year 2020 annual budget

operating plan in March 31, 2019, which provided additional insights into expectations and priorities for the coming years, such as lower growth and margin expectations and (3) increased and prolonged economic and regulatory uncertainty in the global economics as of March 31, 2019. Management has compared the implied fair value of Kayser Myanmar's goodwill to the carrying value of the goodwill which is step 2 of the two-step impairment test. An impairment loss was recognized for the excess in the carrying value of goodwill over the implied fair value of goodwill.

As a result of the two-step impairment test, we have recognized a \$77,000 impairment loss of Kayser Myanmar goodwill in selling, general and administrative expenses during the year ended March 31, 2019, due to margin and revenue from contracts from customers declines as well as the lower growth and margin expectation. No impairment expenses were recognized during the year ended March 31, 2020 and 2021.

#### *Provision for doubtful receivables*

From April 1, 2020, the Company adopted ASU No. 2016-13, "Financial Instruments—Credit Losses (Topic 326): Measurement of Credit Losses on Financial Instruments" ("ASC Topic 326"), which amends previously issued guidance regarding the impairment of financial instruments by creating an impairment model that is based on expected losses rather than incurred losses.

The Company's accounts receivable, other current assets and loan receivables recorded in prepaid expenses and other current assets are within the scope of ASC Topic 326. Accounts receivable primarily represent amounts due from customers, that are typically non-interest bearing and are initially recorded at the invoiced amount. Accounts receivable balances are write-down against the allowance after all means of collection have been exhausted and the potential for recovery is considered remote. The Company does not have any off-balance-sheet credit exposure related to its customers.

To estimate expected credit losses, the Company has identified the relevant risk characteristics of its customers and the related receivables, other current assets and loan receivables which include size, type of the services or the products the Company provides, or a combination of these characteristics. Receivables with similar risk characteristics have been grouped into pools. For each pool, the Company considers the past collection experience, current economic conditions, future economic conditions (external data and macroeconomic factors) and changes in the Company's customer collection trends. Other key factors that influence the expected credit loss analysis include customer demographics, payment terms offered in the normal course of business to customers, and industry-specific factors that could impact the Company's receivables. Additionally, external data and macroeconomic factors are also considered. This is assessed at each quarter based on the Company's specific facts and circumstances. No significant impact of changes in the assumptions since adoption.

#### *Provision for uncollectible loan receivables*

Loan receivables mainly represent the loans to a non-controlling interest and a director of a subsidiary in Myanmar. The loan periods granted by us to the staff amounts to 36 months and carries fixed interest rate of 8% per annum. The loan receivables principle and interest are

expected to be repaid on the expected settlement date. The loan receivables are stated at the historical carrying amount net of allowance for uncollectible loan receivables. The loan receivables expected to be settled more than one year as of balance sheet date are classified into other long-term assets on the consolidated balance sheets. No impairment was made on the loan receivables for the years ended March 31, 2019, 2020 and 2021.

#### *Inventories written-down*

Inventories are stated at the lower of cost and realizable value, with cost determined by the first-in-first-out method. Work-in-progress and finished goods consist of raw materials, direct labor and overheads associated with the manufacturing process. Write-down of potential obsolete or slow-moving inventories is recorded based on management's assumptions about future demands and market conditions.

#### *Impairment or disposal of long-lived assets (other than goodwill)*

The Company reviews its long-lived assets for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may no longer be recoverable. When these events occur, the Company measures impairment by comparing the carrying value of the long-lived assets to the sum of the estimated undiscounted future cash flows and the eventual disposition. Management would estimate the future cash flow used to test the recoverability of the asset included the budgeted cash inflows less associated cash outflows, which are directly associated with the result of use. The estimation should exclude the interest charges which will be recognized as an expense when incurred. Management would consider all available evidence during the estimation process, to ensure the estimated budget would be the most possible outcomes. If the sum of the expected undiscounted cashflow were to be less than the carrying amount of the assets, the Company would recognize an impairment loss based on the fair value of the assets. Fair value is generally measured based on either quoted market prices, if available, or discounted cash flow analyses.

During the years ended 2021, 2020 and 2019, the Company reviewed the long-lived assets for impairment, since there are several indicative events and factors identified, including (1) significant adverse changes in the business climate, including the possible negative impact of political unrest in Myanmar for the year ended 2021, (2) operating and cash flow losses in prior year, (3) changes in production plan by shifting certain production lines from Shenzhen to Myanmar, and (4) negative impact of business operations as a result of COVID-19 pandemic. Management has compared the carrying value of the long-lived asset to the estimated undiscounted operating cash flow based on the above factors.

As a result of the comparison, management has identified the sum of expected undiscounted cashflow of multiple types of machinery and equipment are more likely than not below their fair value. The Company recognized an impairment of long-lived assets in the amount of \$233,000 during the year ended March 31, 2019, but did not recognize any impairment in fiscal 2020 or 2021. The 2019 impairment loss was recorded in cost of sales and selling, general and administrative expenses, based on the nature of the impaired long-lived assets.

## *Leases*

The Company adopted Topic 842 using the modified retrospective transition approach by applying the new standard to all leases existing at the date of initial application. Results and disclosure requirements for reporting periods beginning after January 1, 2019 are presented under Topic 842, while prior period amounts have not been adjusted and continue to be reported in accordance with its historical accounting under Topic 840.

On April 1, 2019, the Company elected the package of practical expedients permitted under the transition guidance, which allowed it to carry forward its historical lease classification, its assessment on whether a contract was or contains a lease, and its initial direct costs for any leases that existed prior to January 1, 2019. The Company also elected to combine its lease and non-lease components and to keep leases with an initial term of 12 months or less off the balance sheet and recognize the associated lease payments in the consolidated statements of income on a straight-line basis over the lease term.

Upon adoption, the Company recognized total ROU assets of \$2,184,000 with corresponding liabilities of \$1,275,000 on the consolidated balance sheets. All leases are classified as operating leases. For the 50-year lease for a manufacturing complex in Yangon, Myanmar, the Company has prepaid \$950,000 under the lease, or approximately 12 years of rental payments. The ROU assets include adjustments for prepayments and accrued lease payments. The adoption of the new lease standard does not have significant impact on the consolidated statements of comprehensive income and cash flows and there was no adjustment to the beginning retained earnings on April 1, 2019.

Under Topic 842, the Company determines if an arrangement is a lease at inception. ROU assets and liabilities are recognized at commencement date based on the present value of remaining lease payments over the lease term. For this purpose, the Company considers only payments that are fixed and determinable at the time of commencement. As most of its leases do not provide an implicit rate, it uses its incremental borrowing rate based on the information available at commencement date in determining the present value of lease payments. The Company's incremental borrowing rate is a hypothetical rate based on its understanding of what its credit rating would be. The ROU asset also includes any lease payments made prior to commencement and is recorded net of any lease incentives received. The Company's lease terms may include options to extend or terminate the lease when it is reasonably certain that it will exercise such options.

Operating leases are included in operating lease right-of-use assets, operating lease liabilities, current and non-current operating lease liabilities, on the consolidated balance sheets.

## Item 6. Directors, Senior Management and Employees

### Directors and Executive Officers

The Directors and executive officers of the Company as of July 15, 2021 are listed below.

Name	Age	Positions
Roland W. Kohl	72	Chief Executive Officer, Director, Chairman of the Board
Ringo Tsang	55	Chief Operating Officer
Alan Chan	57	Chief Financial Officer, Secretary
Tiko Aharonov <sup>(1)</sup> <sup>(2)</sup>	74	Director
Uri Bernhard Oppenheimer <sup>(2)</sup>	85	Director
Kevin Yang Kuang Yu <sup>(2)</sup>	64	Director
Irene Wong Ping Yim <sup>(1)</sup>	55	Director
Heiko Sonnekalb <sup>(1)</sup>	50	Director
George Leung Wing Chan <sup>(2)</sup>	68	Director
Dirk Hermann, Ph.D.	57	Director

(1) Current member of Audit Committee.

(2) Member of Compensation Committee

The Directors hold office until their term has expired and they are re-elected at an annual meeting of shareholders. The Company's Amended and Restated Memorandum and Articles of Association provide that the Board of Directors is divided into three classes of directors with staggered terms of office. At each annual meeting of shareholders, the members of one class of directors will be elected for a term of office to expire at the third succeeding annual meeting of shareholders after their election, and until their successors have been duly elected and qualified. The next annual meeting of shareholders is currently scheduled to be held on October 22, 2021. At that meeting, the terms of one class of directors (consisting of Heiko Sonnekalb, George Leung Wing Chan and Kevin Yang Kuang Yu) will expire, and nominees for that class will be nominated elected to hold office for a three-year term expiring at the 2024 annual meeting.

As a foreign private issuer organized under the law of the British Virgin Islands, the Company may follow its home company practice in lieu of NASDAQ's Marketplace Rule 5605(b)(1) requiring the independence of a majority of our directors. During the year ended March 31, 2021 and continuing to date, the composition of the Board of Director has consisted of a majority of directors deemed "independent" under that Rule.

**Roland W. Kohl.** Mr. Kohl was the founder of the Company and has been its Chief Executive Officer since its inception in 1990. He has been a Director of the Company since March 1, 1995. He has overall responsibility for the day-to-day operations of the Company and its subsidiaries. Prior to forming the Company, Mr. Kohl was the Managing Director of Dialbright Company Limited, a camera manufacturer located in China. Mr. Kohl received a degree in mechanical engineering and has over twenty years' experience in managing factories and manufacturing operations in China. Mr. Kohl is a German national and resides in Hong Kong.

**Ringo Tsang.** Mr. Tsang was appointed as the Chief Operating Officer in November 2017. Mr. Tsang joined the Company in March 2009 as a Production Engineer and was promoted to Chief Technology Officer in 2010. Since becoming Chief Technology Officer, Mr. Tsang has been in charge of the Company's engineering department, its tool shop, its Computer Numerical Control (CNC) tooling system, and its automation and information technologies. Mr. Tsang has a Bachelor of Science degree in mechanical engineering, and a Master's Degree in each of Business Administration, Information Systems, and Professional Accounting.

**Alan Chan.** Mr. Chan was appointed as the Company's Chief Financial Officer and Secretary in September 2010. From June 2009 until he joined the Company, Mr. Chan served as chief financial officer for a joint venture in China with Laureate Education Group. He previously served as vice president and chief financial officer for DeCoro, an Italian sofa manufacturer with two facilities in Shenzhen, and as financial controller for San Miguel Shunde Brewery Co. Ltd., a foreign joint venture engaged in the manufacturing and sale of beer products for China and overseas markets. He also served as financial controller for Hua Yang Printing Holdings Co. Ltd., a manufacturer of children's paper products. Mr. Chan began his professional career as an accountant with Nelson Wheeler, an Australian CPA firm, and subsequently with PricewaterhouseCoopers -- formerly Coopers and Lybrand. Mr. Chan earned a Master of Arts degree in accounting from Curtin University in Australia and a Bachelor of Arts degree from the University of Lancaster in the United Kingdom.

**Tiko Aharonov.** Mr. Aharonov has been a Director of the Company since its inception in 1990 and was a General Manager of the Company's camera operations from 1998 to 2004. Until the closing of the Company's Bulgarian facility in 2004, Mr. Aharonov acted as the General Manager of the Bulgarian operations. He was a bank manager for a leading Israeli commercial and retail bank from 1969 to 1989 and has operated his own real estate and investment company for high net worth individuals desiring to invest in real estate in Israel. Mr. Aharonov also represents investors in real estate in Bulgaria.

**Uri Bernhard Oppenheimer.** Mr. Oppenheimer was elected to the Board of Directors in July 2005. Mr. Oppenheimer is founder, managing director and the majority owner of U.B. Oppenheimer GmbH in Germany and MIG Germany GmbH in Germany.

**Kevin Yang Kuang Yu.** Mr. Yang was elected to the Board of Directors in July 2005. From 2004 until his retirement in 2013, Mr. Yang was the China-USA Director of Holt Asia LLC (now owned by Chesta Co., Inc.) in the U.S. Prior thereto, from 2000 to May 2003, Mr. Yang set up and managed a factory in Shanghai for CHT Co., Limited (now owned by Chesta Co., Inc.) and controlled and managed other manufacturing facilities in China. Mr. Yang has also been involved with the trading companies that were engaged in exporting products to the US.

**Irene Wong Ping Yim.** Ms. Wong was elected to the Board of Directors in July 2005. For over ten years, Ms Wong was the Chief Accountant of CNIM Hong Kong Ltd. From 1994 to 2001, she was the Accounting Manager of Highway Holdings. Ms. Wong graduated from Deakin University with a Master's Degree in Business Administration. She is currently a fellow member of the Association of Chartered Certified Accountant and a member of Hong Kong Institute of Certified Public Accountants.

**George Leung Wing Chan.** Mr. Leung was appointed to the Board of Directors in December 2005. Since 2004, Mr. Leung has been a management consultant. Prior thereto, from 1995 to 2004, he was the Managing Director/Vice President of Lucky Metal & Plastic Mfg. Co., Ltd.

**Heiko Sonnekalb.** Mr. Sonnekalb was appointed to the Board of Directors on April 1, 2020. Mr. Sonnekalb currently serves as the chief executive officer of Dr. Arnold Schaefer GmbH, a German holding company, Lakal GmbH, a German manufacturer of shutter blinds, and Bartz Werke GmbH, a German casting foundry and heat and pipe technology company. In addition, he serves as a member of the supervisory board of Germany-based Herwick AG and Stadtwerke Voelklingen Vertrieb GmbH. Mr. Sonnekalb also is a committee member of both the IHK Saarland Industrial Research and Foreign Trade Committee and the DIHK Berlin Industrial Research and Foreign Trade Committee. He also serves as a judge on the labor court in Saarbruecken, Germany. Mr. Sonnekalb received a degree in Business Administration from the University of Fulda, Germany, in 1997.

**Dirk Hermann, Ph.D.** Dr. Hermann was appointed to the Board of Directors on April 1, 2020. Dr. Hermann previously served as a member of the Company's Board of Directors from January 2003 until August 2010. Dr. Hermann currently serves as chief executive officer of Saarland Feuerversicherung AG and Saarland Lebensversicherung AG, two German insurance companies. He joined Bayerische Versicherungskammer in 2012, parent company of Saarland Insurance Group. Prior thereto, he held a variety of positions with Allianz Versicherungen AG, including a tenure as a member of the management board. Mr. Hermann currently also serves on the board of two German banks, Landesbank Saar and Sparkassenverband, and on the board the Consul Investment company. Dr. Hermann graduated from the University of Konstanz in Germany with a bachelor's degree in business administration. He also holds a master's degree in business administration from the University of St. Gallen in Switzerland. He earned a Ph.D. degree in business administration from the University of Leipzig, in Germany.

Dr. Hermann is the brother-in-law of Roland Kohl, the Chairman, President and Chief Executive Officer of the Company. Other than Mr. Hermann's relationship with Mr. Kohl, there are no other family relationships between any of the above-named officers, directors or employees. To the Company's knowledge, no arrangement or understanding exists between any such director and executive officer and any major shareholder, customer, supplier or other party pursuant to which any director or executive officer was elected as a director or executive officer of the Company.

### **Compensation of Directors and Officers**

The aggregate amount of compensation (including non-cash benefits, but excluding equity compensation) paid by the Company and its subsidiaries during the year ended on March 31, 2021 to directors on the Company's Board of Directors and officers as a group (ten people), for services rendered to the Company and its subsidiaries in all capacities was approximately \$825,000, excluding amounts paid by the Company as dividends to directors and executive officers in their capacity as shareholders of the Company. In connection with their appointment as members of the Board of Directors, in June 2020 Dirk Hermann and Heiko Sonnekalb were

each granted options for the purchase of 20,000 Common Shares. The foregoing options were vested upon grant, have a five-year term, and an exercise price of \$1.97 per share.

Mr. Kohl is employed pursuant to an employment agreement that can only be terminated by the Company, other than for cause or in the case of Mr. Kohl's incapacity, by paying Mr. Kohl a severance payment equal to three times his annual base salary. However, since April 2019 under the employment agreement Mr. Kohl's base salary will be reduced by one-half from his initial base salary following any fiscal quarter in which the Company has a net quarterly loss, which salary reduction will remain in effect until the Company has net income in any subsequent quarter. Accordingly, in the event that the Company has a quarterly loss, Mr. Kohl's annual base salary for the following quarter will be reduced by one-half. The forfeited salary will not be recouped if/when the Company has a profitable fiscal quarter. Two of the Company's other senior managers have also agreed to voluntarily reduce their base salaries by 50% in the same manner as Mr. Kohl.

Mr. Kohl, and the four other senior managers of the Company, are entitled to receive cash payments equal to three times their annual salary in the event of a change of control of the Company without the approval of the Board of Directors.

During the past fiscal year, the Company paid each of the non-executive directors an annual director's fee of \$12,000, and reimbursed them for their reasonable expenses incurred in connection with their services as directors. In addition, the Chairman of any committee is paid an additional fee of \$2,000 per year, and the members of a committee are paid an additional fee of \$2,000 per year for each committee on which they serve.

## **Board Practices**

Directors of the Company are elected at the Company's annual meeting of shareholders and serve until their successors take office, or until their death, resignation or removal. The Company's Amended and Restated Memorandum and Articles of Association provide for the classification of our Board of Directors into three classes of directors with staggered terms of office. At each annual meeting, one class of directors (consisting of either two or three directors) will be elected for a term of office to expire at the third succeeding annual meeting of shareholders after their election and until their successors have been duly elected and qualified (i.e. directors will be elected for three year terms).

The Company generally holds its annual meeting of shareholders within 90 days after the filing of its Annual Report on Form 20-F with the Commission. Executive officers serve at the pleasure of the Board of Directors of the Company. As of the date of this Annual Report, there are no agreements with any of the Directors that would provide the Directors with any benefits upon termination of employment. However, in the event of a change of control without the approval of the Board of Directors, Mr. Kohl, and the four other senior managers of the Company, are entitled to receive cash payments equal to three times their annual salary.

*Audit Committee.* During fiscal 2021, the members of the Audit Committee of the Board of Directors were Irene Wong Ping Yim, Heiko Sonnekalb, and Tiko Aharonov. The Audit Committee reviews, acts on and reports to the Board of Directors on various auditing and accounting matters, including the selection of the Company's auditors, the scope of the annual audits, fees to be paid to the auditors, the performance of the independent auditors, any

additional services to be provided by the auditors, and the Company's accounting practices. Each of these individuals is a non-employee director and is independent as defined under the Nasdaq Stock Market's listing standards, and each has significant knowledge of financial matters (one of the members has an advanced degree in business administration). Ms. Wong has been designated by the Board as the "audit committee financial expert" as defined under Item 401(h)(2) of Regulation S-K of the Securities Exchange Act of 1934, as amended. The Audit Committee met four times during fiscal 2021. The Audit Committee operates under a formal charter that governs its duties and conduct.

*Compensation Committee.* During the past fiscal year, the Compensation Committee of the Board of Directors consisted of Uri Bernhard Oppenheimer, Tiko Aharonov, George Leung Wing Chan and Kevin Yang Kuang Yu. The Compensation Committee administers the Company's 2020 Stock Option And Restricted Stock Plan and establishes the salaries and incentive compensation of the executive officers of the Company.

All of the Company's directors (there currently are eight directors, six of whom are independent) participate in the selection of director nominees. Accordingly, the Board of Directors has not yet found it necessary to have a separate Nominating Committee. The Board of Directors has not established any specific minimum qualifications for director candidates or any specific qualities or skills that a candidate must possess in order to be considered qualified to be nominated as a director. Qualifications for consideration as a director nominee may vary according to the particular areas of expertise being sought as a complement to the existing board composition. In making its nominations, the Board of Directors generally will consider, among other things, an individual's business experience, industry experience, financial background, breadth of knowledge about issues affecting our company, time available for meetings and consultation regarding company matters and other particular skills and experience possessed by the individual.

## **Option and Restricted Stock Plans**

*2010 Stock Option And Restricted Stock Plan.* On June 26, 2019, the Company has adopted the 2010 Stock Option And Restricted Stock Plan (the "2010 Option Plan") that covered 600,000 shares of the Common Shares. The Option Plan provided for the grant of options to purchase Common Shares to employees, officers, directors and consultants of the Company and for the grant of shares of restricted stock. The 2010 Option Plan expired on June 26, 2020. On the date that the 2010 Option Plan expired, awards for all 600,000 shares available for grant under the 2010 Stock Option Plan had been granted, and no additional shares were available for grant under the 2010 Option Plan.

*2020 Stock Option and Restricted Stock Plan.* Because the 2010 Option Plan was about to expire, on June 20, 2020, the Company adopted the 2020 Stock Option And Restricted Stock Plan (the "2020 Option Plan"). Under the 2020 Option Plan, the Company is authorized to grant options, and to issue restricted shares, for a total of 500,000 shares. To date, no options have been granted under the 2020 Option Plan. However, the Company has issued 15,000 shares of restricted stock to three consultants based in Germany. The 2020 Option Plan became effective upon the approval of the plan by the shareholders at the Company's October 8, 2020 annual meeting of shareholders.

## Employees

As of June 30, 2021, the Company had a total of 200 persons who were working on a full-time basis for the Company. All of the Company's employees are employed by the Company's various subsidiaries. Of the foregoing workers and employees, 67 were engaged in the administration of the Company (including marketing, purchasing, personal, book keeping, import/export, material control, shipping, security), engineering, design and development, tool and fixture production, and teaching at the Company's technical training school, and the balance, 133 employees, were engaged in manufacturing, quality assurance, warehousing and other supporting functions.

Kayser Myanmar, the Myanmar based company in which the Company currently owns an 84% stake, employed a total of approximately 100 employees as of July 15, 2021.

The number of workers employed by the Company fluctuates largely due to the availability of workers and the time of year, and the Company occasionally experiences temporary shortages of workers. From time to time, the availability of workers has been adversely affected because of the high demand for such workers in Shenzhen due to transportation difficulties in bringing workers to Shenzhen, and due to seasonal demands on labor such as harvesting when the mainly rural-based laborers are required to return to their village. In addition, most workers are unavailable during the traditional Chinese holidays, including the Chinese New Year's holiday. Due to these factors, the Company experiences high turnover of employees annually.

Since January 1, 2008, Chinese workers are allowed to join an official trade union. However, to the Company's knowledge, none of the Company's employees have joined labor unions or become a party to a collective bargaining agreement. Employers in China are required to conclude an "open-ended employment contract" with any employee who either has worked for the employer for 10 years or more or has had two consecutive fixed-term contracts. An "open-ended employment contract" is in effect a lifetime, permanent contract, which is terminable only in specified circumstances, such as a material breach of the employer's rules and regulations, or for a serious dereliction of duty. Under the new law, reducing the Company's workforce by 20% or more may occur only under specified circumstances. All of these new labor provisions have significantly increased the Company's cost of labor and have restricted certain of the Company's operating procedures.

The Company believes that its relations with its administrative employees in Hong Kong and with its managers and technicians in China are good.

Myanmar has adopted comprehensive labor laws that now allow employees to unionize. However, none of the employees currently employed at the Myanmar facility belong to a union. As in China, many of the workers at the Company's Myanmar facility are seasonal workers who frequently change jobs. As a result, Kayser Myanmar typically only has a short-term relationship with these employees.

## Share Ownership

The share ownership of the Company's officers and directors is listed under Item 7 of this Annual Report.

### Item 7. Major Shareholders and Related Party Transactions

Major Shareholders. The Company is not directly or indirectly owned or controlled by any other corporation or any foreign government. The following table sets forth, as of July 12, 2021, certain information with respect to the beneficial ownership of the Company's Common Shares by each person (i) who is an executive officer or director of the Company, (ii) known by the Company to own beneficially more than 5% of the outstanding Common Shares outstanding as of such date, and (iii) the officers and directors of the Company as a group.

Name of Beneficial Owner or Identity of Group <sup>(1)</sup>	Number of Common Shares Beneficially Owned	Percent Beneficial Owned <sup>(**)</sup>
Roland W. Kohl .....	674,067(2)	16.7%
Tiko Aharonov .....	285,000(3)	7.1%
Heiko Sonnekalb	25,000	*
George Leung Wing Chan .....	28,000(4)	*
Dirk Hermann	51,286	1.3%
Irene Wong Ping Yim .....	43,000(5)	1.1%
Kevin Yang Kuang Yu.....	36,224(4)	*
Uri Bernhard Oppenheimer.....	52,000(4)	1.3%
Alan Chan .....	50,000	1.2%
Ringo Tsang.....	50,000	1.2%
All Directors and Officers as a Group (10 Persons)	1,294,577(6)	32.1%

\* Less than 1%.

\*\* Under the rules of the Securities and Exchange Commission, shares of Common Shares that an individual or group has a right to acquire within 60 days pursuant to the exercise of options or warrants are deemed to be outstanding for the purpose of computing the percentage ownership of such individual or group, but are not deemed to be outstanding for the purpose of computing the percentage ownership of any other person shown in the table.

- (1) The address of each of the named holders is c/o Highway Holdings Limited, Suite 1801, Level 18, Landmark North, 39 Lung Sum Avenue, Sheung Shui, New Territories, Hong Kong.
- (2) Includes currently exercisable options to purchase 60,000 shares.
- (3) Includes currently exercisable options to purchase 50,000 shares.
- (4) Includes currently exercisable options to purchase 25,000 shares.
- (5) Includes currently exercisable options to purchase 40,000 shares.
- (6) Includes currently exercisable options to purchase 225,000 shares.

As of July 12, 2021, the Company had 56 record holders, of whom 26 were residents of the United States. To the Company's knowledge, foreign record holders own 623,000 Common Shares, although a number of the Company's officers, directors and other foreign shareholders also own shares in streetname. Based on the Company's records of shares owned by its officers, by its record holders, and by other foreign holders who hold their shares in street name, the Company estimates that at least 24.5% of the Company's outstanding shares are owned by

foreign shareholders. David Tamir, one of the co-founders of the Company and the owner or 359,830 shares died in 2018. The Company believes that all, or a substantial portion of his shares have been sold by Mr. Tamir's estate. Other than the foregoing sale of Mr. Tamir's shares, to the Company's knowledge there have been no significant changes in the percentage ownership held by any major shareholders during the past three years, and there are no arrangements known to the Company, the operation of which may at a subsequent date result in a change in control of the Company. All holders of the Common Shares have the same voting rights.

#### Related Party Transactions.

The Company did not engage in any related party transactions during the fiscal year ended March 31, 2021. However, as described elsewhere in this Annual Report, on March 29, 2019 Kayser Myanmar, the Company's 84% owned Myanmar subsidiary, entered into a 50-year lease with Konig Company Limited ("Konig Company"), a Myanmar company. Neither the Company nor any of its subsidiaries owns an equity interest in Konig Company, and Konig Company owns no shares of the Company. Furthermore, none of Konig Company's principals is an officer or director of the Company, nor are any of the Company's officers or directors affiliated with Konig Company. Accordingly, the Company does not believe that Konig Company is a related party. However, Konig Company is owned by two Myanmar citizens who are related to Kayser Myanmar. One of the principals of Konig Company currently is a manager and a shareholder of Kayser Myanmar (he owns a 16% interest in Kayser Myanmar), and the other currently is a manager of Kayser Myanmar. These two principals of Konig Company also collectively own 15,000 shares of the Company's restricted stock. All discussions regarding the lease and the other arrangements between the Company and Kayser Myanmar were conducted on behalf of the Company and Kayser Myanmar by officers of the Company, and the two principals of Konig Company represented Konig Myanmar in those interactions.

### **Item 8. Financial Information.**

#### A. Consolidated Statements and Other Financial Information

The Company has included consolidated financial statements as part of this annual report.

#### B. Significant Changes

The Company has not experienced any significant changes since the date of our audited consolidated financial statements included in this annual report.

#### C. Dividend Policy.

The Company attempts to pay a cash dividend annually to all holders of its Common Shares, subject to its profitability and cash position. The Company declared three dividend payments during the fiscal year ended March 31, 2021 (the Company's Board declared a dividend of \$0.10 per share in August 2020, \$0.06 per share in October 2020, and \$0.02 per share in February 2021, which dividends were paid on October 13, 2020, November 25, 2020 and April 8, 2021, respectively).

Dividends are declared and paid at the discretion of the Board of Directors and depend upon, among other things, the Company's net profit after taxes, the anticipated future earnings of the Company, the success of the Company's business activities, the Company's capital requirements, and the general financial conditions of the Company. Furthermore, since the payment of dividends is at the discretion of the Board, no assurance can be given that the Company will pay any dividends in the future even if the Company has a profitable year or is otherwise capable of doing so.

D. Legal Proceedings.

The Company may occasionally become subject to legal proceedings and claims that arise in the ordinary course of its business. However, the Company is not currently subject to any pending legal proceedings that involve amounts that are material to the Company's financial condition.

**Item 9. The Offer and Listing**

A. Offer and Listing Details

The Company's Common Shares are currently traded on the Nasdaq Capital Market under the symbol "HIHO" and are not listed for trading in any trading market outside the United States. On July 12, 2021, the last reported sale price of our Common Shares on the Nasdaq Capital Market was \$4.12 per share. As of July 12, 2021, there were 56 holders of record of the Company's Common Shares. However, the Company believes that there are a significantly greater number of "street name" shareholders of the Common Shares.

B. Plan of Distribution

No disclosure is required in response to this Item.

C. Markets

Our Common Shares have been listed on the Nasdaq Capital Market during the past five years, under the symbol "HIHO."

D. Selling Shareholders

No disclosure is required in response to this Item.

E. Dilution

No disclosure is required in response to this Item.

F. Expenses of the Issue

No disclosure is required in response to this Item.

## **Item 10. Additional Information**

### **Share Capital**

The Company's authorized capital consists of 20,020,000 shares, of which 20,000,000 are Common Shares, \$0.01 par value per share, and 20,000 are shares of Series A Preferred Shares, \$0.01 par value per share. As of both March 31, 2021 and July 12, 2021, there were 4,026,825 Common Shares outstanding; no shares of the Series A Preferred Shares were outstanding. As of both March 31, 2021 and July 12, 2021, options to purchase 365,000 Common Shares were outstanding.

On May 11, 2018, the Company filed with the Registrar of Corporate Affairs of the British Virgin Islands the Amended and Restated Memorandum and Articles of Association of the Company setting forth, among other things, the rights and preferences of the Series A Preferred Shares. A description of the rights and preferences of the Series A Preferred Shares is set forth below in "Amended and Restated Memorandum and Articles of Association."

There have been no other events in the last three years that have changed the amount, the number of classes, or voting rights, of the Company's issued capital.

### **Amended and Restated Memorandum And Articles Of Association**

*The following represents a summary of certain key provisions of the Company's amended and restated memorandum and articles of association. The summary does not purport to be a summary of all of the provisions of our memorandum and articles of association and of all relevant provisions of BVI law governing the management and regulation of BVI companies.*

Highway Holdings Limited is registered at Harneys Corporate Services Limited, Craigmuir Chambers, Road Town, Tortola, VG 1110, British Virgin Islands and has been assigned company number 32576. The objectives or purposes of the Company are to engage in any act or activity that is not prohibited under British Virgin Islands law as set forth in Clause 4 of the Amended and Restated Memorandum and Articles of Association of the Company (the "Memorandum and Articles"). The Company's Memorandum and Articles are the instruments governing the Company. These documents are comparable in purpose and effect to certificates or articles of incorporation and bylaws of corporations organized in a state of the United States. The Company does not believe that there are any restrictions in its charter or under British Virgin Island law that materially limit the Company's current or proposed operations.

Common Shares: The Company has authorized 20,000,000 Common Shares with par value of \$0.01 each. Holders of our Common Shares are entitled to one vote for each whole share on all matters to be voted upon by members, including the election of directors. Holders of our Common Shares do not have cumulative voting rights in the election of directors. All of our Common Shares are equal to each other with respect to liquidation and dividend rights. Holders of our Common Shares are entitled to receive dividends if and when declared by our Board of Directors out of surplus in accordance with British Virgin Islands law. In the event of our liquidation, all assets available for distribution to the holders of our Common Shares are distributable among them according to their respective holdings. Holders of our Common Shares have no preemptive rights to purchase any additional, unissued Common Shares.

Series A Preferred Shares: Each Series A Preferred Share will be entitled, when, as and if declared, to a minimum preferential quarterly dividend payment of the greater of (a) \$10.00 per share, and (b) an amount (subject to certain adjustments) equal to 1,000 times the dividend declared per Common Share. In the event of liquidation, dissolution or winding up of the Company, the holders of Series A Preferred Shares will be entitled to a minimum preferential payment of the greater of (a) \$10.00 per share (plus any accrued but unpaid dividends), and (b) an amount equal to 1,000 times the payment made per Common Share. Each Series A Preferred Share will (subject to certain adjustments) have 1,000 votes, voting together with the Common Shares. Finally, in the event of any merger, consolidation or other transaction in which outstanding Common Shares are converted or exchanged, each Series A Preferred Share will be entitled to receive 1,000 times the amount received per Common Shares. These rights are protected by customary anti-dilution provisions.

Rights Agreement: On April 28, 2018, the Company's Board of Directors declared a dividend of one preferred share purchase right (a "Right") for each outstanding Common Share. The Rights will also attach to Common Shares issued in the future. Each Right initially entitles the registered holder to purchase from the Company one one-thousandth of a Series A Preferred Share, par value \$0.01 per share, of the Company at a price of \$10.00 per one one-thousandth of a Series A Preferred Share (the "Purchase Price"), subject to adjustment. The description and terms of the Rights are set forth in a Rights Agreement dated as of May 8, 2018, as the same may be amended from time to time (the "Rights Agreement"), between the Company and Computershare Trust Company, N.A., as Rights Agent (the "Rights Agent").

Until the earlier to occur of (i) 10 business days following a public announcement that a person or group of affiliated or associated persons has become an Acquiring Person (as defined below) or (ii) 10 business days (or such later date as may be determined by action of the Board of Directors of the Company prior to such time as any person or group of affiliated or associated persons becomes an Acquiring Person) following the commencement of, or public announcement of an intention to make, a tender or exchange offer the consummation of which would result in any person or group of affiliated or associated persons becoming an Acquiring Person (the earlier of such dates being called the "Distribution Date"), the Rights will be evidenced, with respect to certificates representing Common Shares (or book entry Common Shares) outstanding as of the Record Date, by such certificates (or such book entry shares) together with a copy of a Summary of the Rights (the "Summary of Rights"). Except in certain situations, a person or group of affiliated or associated persons becomes an "Acquiring Person" upon acquiring beneficial ownership of 15% or more of the outstanding Common Shares. No such person or group having beneficial ownership of 15% or more of such outstanding shares at the time of the first announcement of adoption of the rights plan reflected in the Rights Agreement will be deemed an Acquiring Person until such time as such person or group becomes the beneficial owner of additional Common Shares (other than by reason of a stock dividend, stock split or other corporate action effected by the Company in which all holders of Common Shares are treated equally).

The Rights Agreement provides that, until the Distribution Date (or earlier redemption or expiration of the Rights), the Rights will be transferred with, and only with, the Common Shares. Until the Distribution Date (or earlier redemption or expiration of the Rights), new Common Share certificates issued after the Record Date upon transfer or new issuances of Common

Shares will contain a notation incorporating the Rights Agreement by reference. Until the Distribution Date (or earlier redemption or expiration of the Rights), the surrender for transfer of any certificates for Common Shares (or book entry Common Shares) outstanding as of the Record Date, even without such notation or a copy of the Summary of Rights, will also constitute the transfer of the Rights associated with the Common Shares represented thereby. As soon as practicable following the Distribution Date, separate certificates evidencing the Rights (“Right Certificates”) will be mailed to holders of record of the Common Shares as of the close of business on the Distribution Date and such separate Right Certificates alone will evidence the Rights.

The Rights are not exercisable until the Distribution Date. The Rights will expire on May 8, 2028 (the “Final Expiration Date”), unless the Final Expiration Date is extended or the Rights are earlier redeemed or exchanged by the Company as described below.

The Purchase Price payable, and the number of Series A Preferred Shares or other securities or property issuable, upon exercise of the Rights is subject to adjustment from time to time to prevent dilution (i) in the event of a stock dividend on, or a subdivision, combination or reclassification of, the Series A Preferred Shares, (ii) upon the grant to holders of the Series A Preferred Shares of certain rights or warrants to subscribe for or purchase Series A Preferred Shares at a price, or securities convertible into Series A Preferred Shares with a conversion price, less than the then-current market price of the Series A Preferred Shares or (iii) upon the distribution to holders of the Series A Preferred Shares of evidences of indebtedness or assets (excluding regular periodic cash dividends or dividends payable in Series A Preferred Shares) or of subscription rights or warrants (other than those referred to above).

Because of the nature of the Series A Preferred Shares’ dividend, liquidation and voting rights, the value of the one one-thousandth interest in a Series A Preferred Share purchasable upon exercise of each Right should approximate the value of one Common Share.

In the event that any person or group of affiliated or associated persons becomes an Acquiring Person, each holder of a Right, other than Rights beneficially owned by the Acquiring Person (which will thereupon become void), will thereafter have the right to receive upon exercise of a Right that number of Common Shares having a market value of two times the exercise price of the Right.

In the event that, after a person or group has become an Acquiring Person, the Company is acquired in a merger or other business combination transaction or 50% or more of its consolidated assets or earning power are sold, proper provisions will be made so that each holder of a Right (other than Rights beneficially owned by an Acquiring Person which will have become void) will thereafter have the right to receive upon the exercise of a Right that number of shares of common stock of the person with whom the Company has engaged in the foregoing transaction (or its parent) that at the time of such transaction have a market value of two times the exercise price of the Right.

At any time after any person or group becomes an Acquiring Person and prior to the earlier of one of the events described in the previous paragraph or the acquisition by such Acquiring Person of 50% or more of the outstanding Common Shares, the Board of Directors of

the Company may exchange the Rights (other than Rights owned by such Acquiring Person which will have become void), in whole or in part, for Common Shares or Series A Preferred Shares (or a series of the Company's preferred stock having equivalent rights, preferences and privileges), at an exchange ratio of one Common Share, or a fractional Series A Preferred Share (or other preferred stock) equivalent in value thereto, per Right.

With certain exceptions, no adjustment in the Purchase Price will be required until cumulative adjustments require an adjustment of at least 1% in such Purchase Price. No fractional Series A Preferred Shares or Common Shares will be issued (other than fractions of Series A Preferred Shares which are integral multiples of one one-thousandth of a share of Series A Preferred Shares, which may, at the election of the Company, be evidenced by depositary receipts), and in lieu thereof an adjustment in cash will be made based on the current market price of the Series A Preferred Shares or the Common Shares.

At any time prior to the time an Acquiring Person becomes such, the Board of Directors of the Company may redeem the Rights in whole, but not in part, at a price of \$0.01 per Right (the "Redemption Price") payable, at the option of the Company, in cash, Common Shares or such other form of consideration as the Board of Directors of the Company shall determine. The redemption of the Rights may be made effective at such time, on such basis and with such conditions as the Board of Directors of the Company in its sole discretion may establish. Immediately upon any redemption of the Rights, the right to exercise the Rights will terminate and the only right of the holders of Rights will be to receive the Redemption Price.

For so long as the Rights are then redeemable, the Company may, except with respect to the Redemption Price, amend the Rights Agreement in any manner. After the Rights are no longer redeemable, the Company may, except with respect to the Redemption Price, amend the Rights Agreement in any manner that does not adversely affect the interests of holders of the Rights.

Until a Right is exercised or exchanged, the holder thereof, as such, will have no rights as a stockholder of the Company, including, without limitation, the right to vote or to receive dividends.

The Rights Agreement, which includes the form of Rights Certificate as Exhibit A and the Summary of Preferred Share Purchase Rights as Exhibit B, and the Amended and Restated Memorandum and Articles of Association setting forth the terms of the Series A Preferred Shares are attached hereto as Exhibit 1.1 and 2.1, respectively, and incorporated herein by reference. The foregoing descriptions of the Rights and the material terms of the Rights Agreement and the Series A Preferred Shares do not purport to be complete and are qualified in their entirety by reference to such Exhibits.

Other: The Memorandum and Articles also contain the following other provisions affecting the management of the Company and the rights of the shareholders.

The Company's Board of Directors is divided into three classes designated as Class I, Class II and Class III. Each class shall consist, as nearly as is possible, of one-third of the number of directors constituting the entire Board of Directors. At each annual meeting of

shareholders, the successors to the class of directors whose terms expire at that meeting will be elected for a term of office to expire at the third succeeding annual meeting of shareholders after their election and until their successors have been duly elected and qualified (i.e. directors will be elected for three year terms).

Directors are elected by a plurality of the votes cast by the shareholders at a duly convened and constituted meeting of the shareholders. As a result, candidates receiving the highest number of affirmative votes, up to the number of directors to be elected, are elected.

Any action required or permitted to be taken by the shareholders of the Company must be effected at a duly called meeting of the shareholders and may not be effected by any consent in writing by the shareholders.

The directors may convene meetings of the members of the Company at such times and in such manner and places as the directors consider necessary or desirable, and they shall convene such a meeting upon the written request of members holding 25 percent or more of the outstanding voting shares in the Company. Shareholders may nominate directors for election at an annual meeting of shareholders. To nominate a director, the shareholder must provide the information required by the Memorandum and Articles (such as the nominee's name and qualifications for membership on the Board of Directors) and must give timely notice to our Secretary in accordance with the Memorandum and Articles. An annual meeting of members is held for the election of directors of the Company and in the manner provided in the Memorandum and Articles. Any other proper business may be transacted at the annual meeting. If the annual meeting for election of directors is not held on the date designated therefore, the directors shall cause the meeting to be held as soon thereafter as convenient. If the Company fails to hold the annual meeting for a period of 30 days after the date designated for the annual meeting, or if no date has been designated for a period of 13 months after the Company's last annual meeting, a court of competent jurisdiction of the British Virgin Islands may summarily order a meeting to be held upon the application of any member or director.

A meeting of the shareholders can be called only by the Company's Board of Directors, the Chairman of the Board of Directors, or by the Company's Chief Executive Officer. Shareholders may not convene a meeting of the shareholders. Any meetings of the shareholders shall be held at such times and in such manner and places within or outside the British Virgin Islands as the Board of Directors, the Chairman of the Board of Directors, or the Company's chief executive officer (as applicable) considers necessary or desirable.

A director may be removed from office only with cause (i) by the Board of Directors, or (ii) by a resolution of the shareholders holding at least 66.66% of the votes of the shares entitled to vote passed at a meeting of shareholders called for the purpose of removing the director.

The rights conferred upon the holders of the shares of any class may only be varied, whether or not the Company is in liquidation in the case of Series A Preferred Shares, with the affirmative vote of the holders of two-thirds of the outstanding Series A Preferred Shares, voting together as a single series, and otherwise with the consent of the holders of a majority of the issued shares of that class or by a resolution approved at a duly convened and constituted

meeting of the shares of that class by the affirmative vote of a majority of the votes of the shares of that class which were present at the meeting and were voted.

The Company's Board of Directors without shareholder approval may amend the Memorandum and Articles. This includes amendments to increase or reduce our authorized capital stock. The Company's ability to amend its Memorandum and Articles without shareholder approval could have the effect of delaying, deterring or preventing a change in control of the Company, including a tender offer to purchase our Common Shares at a premium over the then current market price.

BVI law does not make a specific reference to cumulative voting, and Memorandum and Articles have no provision authorizing cumulative voting.

The Company may purchase, redeem or otherwise acquire and hold its own shares, provided that no purchase, redemption or other acquisition shall be made unless, immediately after the purchase, redemption or other acquisition the value of the Company's assets will exceed its liabilities and the Company will be able to pay its debts as they fall due.

The directors are entitled to vote compensation to themselves in respect of services rendered to the Company.

There is no provision in the Memorandum and Articles for the mandatory retirement of directors. Directors are not required to own shares of the Company in order to serve as directors.

Under BVI law and the Memorandum and Articles, the Company may indemnify against all expenses, including legal fees, and against all judgments, fines and amounts paid in settlement and reasonably incurred in connection with legal, administrative or investigative proceedings any person who is or was a party or is threatened to be made a party to any threatened, pending or completed proceedings, whether civil, criminal, administrative or investigative, by reason of the fact that the person is or was a director of the Company or is or was, at the request of the Company, serving as a director of, or in any other capacity is or was acting for, another body corporate or a partnership, joint venture, trust or other enterprise.

To be entitled to indemnification, these persons must have acted honestly and in good faith and in what he believes to be the best interest of the Company, and they must have had no reasonable cause to believe their conduct was unlawful. Furthermore, such a person must be indemnified by the Company if he has been successful in the defense of any proceedings.

Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers or persons controlling us under the foregoing provisions, the Company has been advised that in the opinion of the SEC, such indemnification is against public policy as expressed in the Securities Act and is therefore unenforceable.

## **Material Contracts**

Other than the leases described in the Property, Plant and Equipment section of Item 4 "Information on the Company" and filed as exhibits to the Company's Securities and Exchange Commission filings, all other material contracts to which the Company or any member of the

group is a party that were entered into during the two years immediately preceding the filing of this Annual Report were entered into in the ordinary course of business.

### **Exchange Controls**

There are no exchange control restrictions on payment of dividends on the Company's Common Shares or on the conduct of the Company's operations either in Hong Kong, where the Company's administrative offices are located, or the British Virgin Islands, where the Company is incorporated. Other jurisdictions in which the Company conducts operations may have various exchange controls. With respect to the Company's subsidiaries in China, there are no material restrictions on the payment of dividends and the removal of dividends from China once all taxes are paid and assessed and losses, if any, from previous years have been made good. To date, these controls have not had and are not expected to have a material impact on the Company's financial results. There are no material British Virgin Islands laws which impose foreign exchange controls on the Company or that affect the payment of dividends, interest or other payments to nonresident holders of the Company's securities.

### **Taxation**

No reciprocal tax treaty regarding withholding tax exists between the U.S. and the British Virgin Islands. Under current British Virgin Islands law, dividends, interest or royalties paid by the Company to individuals and gains realized on the sale or disposition of shares are not subject to tax as long as the recipient is not a resident of the British Virgin Islands. The Company is not obligated to withhold any tax for payments of dividends and shareholders receive gross dividends irrespective of their residential or national status.

Under current Hong Kong tax law, dividends, interest or royalties paid by the Company to individuals and gains realized on the sale or disposition of shares are not subject to tax.

Under the U.S. federal income tax law, cash dividends paid to an individual United States citizen or resident alien of the United States (as specifically defined for United States federal income tax purposes) with respect to our Common Shares generally will be taxed as dividend income to the extent such distribution does not exceed the Company's current or accumulated earnings and profits, as calculated for U.S. federal income tax purposes. Cash dividends made with respect of the Company's Common Shares that are made in the United States or by a United States related financial intermediary will be subject to United States information reporting rules. In addition, such payments may be subject to United States federal backup withholding tax. U.S. shareholders will not be subject to backup withholding provided that the shareholder provides his/her correct United States federal taxpayer identification number and certifies, under penalties of perjury, that he/she is not subject to backup withholding. Amounts withheld under the backup withholding rules may be credited against the U.S. shareholder's United States federal income tax, and such shareholder may obtain a refund of any excess amounts withheld under the backup withholding rules by filing the appropriate claim for refund with the IRS in a timely manner.

### **Dividends and Paying Agents**

The Company has, during the past few years, periodically made dividend payments to its shareholders. Dividends are declared and paid at the discretion of the Board of Directors and

depend upon, among other things, the Company's net profit after taxes, the anticipated future earnings of the Company, the success of the Company's business activities, the Company's capital requirements, and the general financial conditions of the Company. The Company has not set a date on which annual, or other, dividends are paid. To date, the Company has used its transfer agent, Computershare, at C/O: Shareholder Services, 462 South 4th Street, Suite 1600 Louisville, KY 40202 U.S.A., as its dividend paying agent.

### **Statement by Experts**

No disclosure is required in response to this Item.

### **Documents On Display**

The documents concerning the Company that are referred to in this Annual Report may be inspected by shareholders of this Company at the offices of this Company in Hong Kong.

The Company is subject to the information requirements of the Securities and Exchange Act of 1934, and, in accordance with the Securities Exchange Act of 1934, the Company files annual reports on Form 20-F and submit other reports and information under cover of Form 6-K with the SEC. Recent filings and reports are also available free of charge through the EDGAR electronic filing system at [www.sec.gov](http://www.sec.gov). As a foreign private issuer, the Company is exempt from the rules under the Securities Exchange Act of 1934 prescribing the furnishing and content of proxy statements to shareholders.

### **Subsidiary Information**

No disclosure is required in response to this Item.

## **Item 11. Quantitative and Qualitative Disclosures About Market Risk.**

The Company sells most of its products in U.S. dollars, Hong Kong dollars, and in Euros. The exchange rate between the U.S. dollar and Hong Kong dollar has remained stable. However, the exchange rate between the Euro and the U.S. and Hong Kong dollars has fluctuated, resulting in currency exchange gains and losses.

The Company conducts all of its manufacturing and assembly operations through its PRC operating subsidiary and through its majority-owned Myanmar subsidiary. The financial performance and position of the PRC subsidiary are measured in terms of Renminbi, and all of the operations of the Myanmar subsidiary are denominated in Kyat. All of the Company's costs of manufacturing in the PRC, including its labor costs, are incurred, and paid, in Renminbi, and all costs in Myanmar are paid in Kyat. Any appreciation in the value of the renminbi or Kyat against the U.S. dollar would consequently have an adverse effect on the Company's operating costs and on its financial performance when measured in terms of U.S. dollars.

The Company has not engaged in currency hedging transactions to offset the risks associated with variations in currency exchange rates. Consequently, significant foreign currency fluctuations and other foreign exchange risks may have a material adverse effect on the Company's business, financial condition and results of operations. The Company does not

currently own any market risk sensitive instruments. The Company does not hedge its currency exchange risks and, therefore, will continue to experience certain gains or losses due to changes in foreign currency exchange rates. The Company has, however, attempted to limit its currency exchange rate exposure by (i) requesting that more of the payments made by its clients be paid in U.S. dollars, and (ii) including in certain of its OEM contracts a contractual provision that adjusts the payments the Company receives if the currency exchange rate changes significantly.

The Company's exposure to interest-rate risk primarily relates to the interest rates on its outstanding debt compared to the interest income it generates on its excess cash. The Company maintains its excess cash in short-term interest-bearing borrowings (that are subject to interest rate fluctuations). The Company had no long-term borrowings that are subject to interest rate changes as of March 31, 2021. Because the Company had cash and cash equivalents of \$7,757,000 available as of March 31, 2021 and no interest-bearing indebtedness, the Company believes that its interest rate risk is acceptable.

Inflation in the PRC, particularly the increase in wages and salaries, has impacted the Company's cost of operations at its manufacturing facility in the PRC. Continued increase in inflation could have an adverse affect the Company's costs and margins in the PRC.

**Item 12. Description of Securities Other Than Equity Securities**

Not applicable.

**PART II**

**Item 13. Defaults, Dividend Arrearages and Delinquencies.**

Not applicable.

**Item 14. Material Modification to the Rights of Securities Holders and Use of Proceeds.**

The Company is a British Virgin Islands company. In the British Virgin Islands, a company's charter documents that are comparable to a U.S.-domestic corporation's articles or certificate of incorporation and bylaws are called Memorandum of Association and Articles of Association. On May 11, 2018, the Company filed its Amended and Restated Memorandum and Articles of Association with the British Virgin Islands Registrar of Corporate Affairs. A copy of the Amended and Restated Memorandum and Articles of Association as filed with the Registrar of Corporate Affairs of the British Virgin Islands is attached hereto as Exhibit 1.5. The principal changes that the Amended and Restated Memorandum and Articles of Association made to our Memorandum and Articles of Association, as amended, include the following:

A. The Amended and Restated Memorandum and Articles of Association amended and restated certain provisions of the Company's Memorandum and Articles of Association. For a description of the Amended and Restated Memorandum and Articles of Association, see "*Item 10. Additional Information--Amended and Restated Memorandum and Articles of Association*," above. The Amended and Restated Memorandum did not change the terms of the Common Shares as in effect as of the date of the amendment.

B. The Amended and Restated Memorandum and Articles of Association authorized a new class of securities titled “Series A Preferred Shares.” No Series A Preferred Shares have been issued, and none are outstanding. In connection with the authorization of the Series A Preferred Shares, on April 28, 2018, the Company’s Board of Directors declared a dividend of one preferred share purchase right (the “Rights”) for each outstanding share of Common Share. The Rights entitle the registered holders of the Common Shares to purchase from the Company one one-thousandth of a Series A Preferred share, par value \$0.01 per share, of the Company at a price of \$10.00 per one one-thousandth of a Series A Preferred Share if, and when, a person or group announces an acquisition of 15% or more of the Company’s outstanding Common Shares, or announces commencement of a tender offer for 15% or more of the Common Shares. In that event, the Rights permit shareholders, other than the acquiring person, to purchase the Series A Preferred Shares. For a description of the Series A Preferred Shares and the Rights, see “*Item 10. Additional Information--Amended and Restated Memorandum and Articles of Association,*” above.

A detailed description of the Rights and the Series A Preferred Shares is included in the report on Form 6-K that we filed with the SEC on May 11, 2018, which information is hereby incorporated by reference into this Annual Report.

On December 2, 2019, the Company amended Regulation 8.1 of its Amended and Restated Articles of Association to require Directors to be elected by a plurality of the votes cast by the shareholders at a duly convened and constituted meeting of the shareholders. Prior to the amendment, the Company used a modified majority voting system. As a result of the amendment, in future elections, candidates receiving the highest number of affirmative votes, up to the number of directors to be elected, shall be elected.

## **Item 15. Controls and Procedures.**

### *Disclosure Controls and Procedures*

Our management, with the participation of our chief executive officer and chief financial officer, has performed an evaluation of the effectiveness of our disclosure controls and procedures within the meaning of Rules 13a-15(e) and 15d-15(e) of the Exchange Act as of the end of the period covered by this report. Based upon that evaluation, our management has concluded that, as of March 31, 2021, our disclosure controls and procedures were not effective because of the material weaknesses described below under “Management’s Annual Report on Internal Control over Financial Reporting.” We intend to undertake the additional remedial steps to address the material weaknesses in our disclosure controls and procedures as set forth below under “Management’s Plan for Remediation of Material Weaknesses.”

### *Management’s Annual Report on Internal Control over Financial Reporting*

Our management is responsible for establishing and maintaining adequate internal control over financial reporting, as defined under Rule 13a-15(f) and 15d-15(f) of the Securities Exchange Act of 1934. Management, under the supervision and with the participation of our chief executive officer and chief financial officer, conducted an evaluation of the effectiveness of our internal control over financial reporting based on the framework in Internal Control-

Integrated Framework (2013) by the Committee on Sponsoring Organizations of the Treadway Commission (“COSO”), as supplemented by the related guidance provided in Internal Control Over Financial Reporting – Guidance for Smaller Public Companies, also issued by COSO. Based on that evaluation, our management concluded that our internal control over financial reporting was not effective as of March 31, 2021.

A material weakness is a deficiency, or a combination of deficiencies, in internal control over financial reporting, such that there is a reasonable possibility that a material misstatement of a company’s annual or interim financial statements will not be prevented or detected on a timely basis.

As a result of our management’s evaluation of our internal control over financial reporting, the following three material weaknesses in our internal control over financial reporting were identified as of March 31, 2021: (i) We have not maintained sufficient internal controls over cash related controls at our Myanmar operations, which pertain to the maintenance of records in reasonable detail to accurately and fairly reflect and record cash transactions. Due to the rudimentary banking system in Myanmar and, more recently as a result of the military’s takeover of the government, substantially all business transactions are effected in cash, and some of the factory workers are paid in cash; (ii) We do not have sufficient and skilled accounting personnel, particularly in Myanmar, with an appropriate level of technical accounting knowledge and experience in the application of accounting principles generally accepted in the United States commensurate with the Company’s financial reporting requirements; (iii) We do not have appropriate and adequate policies and procedures in place in Myanmar to evaluate the proper accounting and disclosures of key transactions and documents.

The material weaknesses described above may result in a material misstatement of the Company’s consolidated financial statements that may not be prevented or detected. As a result, our management concluded that our internal control over financial reporting was ineffective as of March 31, 2021, based on the above criteria.

This Annual Report does not include an attestation report of the Company’s registered public accounting firm regarding internal control over financial reporting. Management’s report was not subject to attestation by the Company’s registered public accounting firm pursuant to rules of the Securities and Exchange Commission that permit the Company to provide only management’s report in this annual report.

#### *Remediation Implemented During the Year Ended March 31, 2021*

The Company’s internal controls over financial reporting were not effective as of March 31, 2020. Accordingly, during the year ended March 31, 2021 the Company undertook the following remedial actions to address the issues it identified in the prior fiscal year: (i) Starting in September 2020, the Company permitted the salaries of workers in Myanmar to be paid by direct credit to their bank accounts, thus reducing the risk associated with cash transactions; (ii) Despite travel restrictions imposed in response to the COVID-19 pandemic, the Company has provided technical accounting training to the accounting personnel in Myanmar through an online video platform; (iii) Key transactions in Myanmar are reviewed by experienced accounting personnel in Hong Kong.

### *Management's Plan for Remediation of Material Weaknesses*

The Company has attempted, and continues to attempt to make necessary changes and improvements to its internal control system to address the material weaknesses in its internal control over financial reporting. However, because of the travel restrictions imposed in response to the COVID-19 pandemic and, more recently, as a result of the military takeover in Myanmar, the Company has not been able travel to its Yangon, Myanmar facilities to fully address these issues. Also, the military's takeover of the Myanmar government has exacerbated the banking shortcomings that exist in Myanmar, which banking issues continue to create a material weakness that the Company is trying to correct. The Company's plan to address these material weaknesses include:

(a) The Company intends to further strengthen its monitoring of cash transactions and to increase the use of cheques and direct debit, although these steps are difficult to implement in Myanmar because of that country's antiquated and rudimentary banking system.

(b) The Company intends to continue to upgrade its Myanmar finance department staff through additional training and through more frequent in-person reviews from, and more comprehensive monitoring by our Hong Kong employees who are knowledgeable about U.S. GAAP. During the fiscal year ended March 31, 2021 the Company was not able to implement these remediation steps in full scale because of the inability of the Company's accounting personnel to travel to Myanmar because of the COVID-19 imposed travel restrictions.

(c) The Company intends to hire additional staff and/or outside consultants experienced in U.S. GAAP financial reporting as well as in SEC reporting requirements if necessary.

(d) The Company has designed and plans to implement more robust financial reporting and management controls over its accounting and financial reporting functions among all its facilities.

### *Changes in Internal Control Over Financial Reporting*

The Company initiated its remediation of material weaknesses identified above during the period covered by this Annual Report.

**Item 16. Not applicable.**

### **16A. Audit Committee Financial Expert**

The Company's Board of Directors has determined that Ms. Irene Wong Ping Yim of the Audit Committee qualifies as an "audit committee financial expert" as defined by Item 401(h) of Regulation S-K, adopted pursuant to the Securities Exchange Act of 1934. Ms. Wong is an "independent" director, as defined under the Nasdaq Stock Market's listing standards. For more than ten years, Ms. Wong was the Chief Accountant of CNIM HK Ltd. in Hong Kong. Ms. Wong holds a Master of Business Administration from Deakin University. From 1994 to 2001 was the Accounting Manager of Highway Holdings. She is currently a fellow member of the Association of Chartered Certified Accountant and a member of Hong Kong Institute of Certified Public Accountants. In addition, each of the other members of the audit committee has

extensive financial and business experience as presidents, chief operating officers, and directors of various public and private enterprises.

All of the members of the audit committee are independent non-executive directors.

**16B. Code of Ethics**

The Company has adopted a Code of Ethics for the Chief Executive Officer and Chief Financial Officer, which applies to the Company’s principal executive officer and to its principal financial and accounting officers. A copy of the Code of Ethics is attached as Exhibit 11.1. Shareholders can also obtain a copy of the Code of Ethics from:

Highway Holdings Limited  
 Suite 1801, Level 18, Landmark North  
 39 Lung Sum Avenue  
 Sheung Shui  
 New Territories, Hong Kong

Attn: Chief Financial Officer

**16C. Principal Accountant Fees and Services**

The following table presents the aggregate fees for professional services and other services rendered by Deloitte Touche Tohmatsu, Gumbiner Savett Inc. and Centurion ZD CPA & Co. to the Company for the periods indicated.

	<u>2020</u>	<u>2021</u>
Audit Fees (1) -Deloitte .....	\$50,000	\$53,000
Audit Fees (1) -Gumbiner.....	\$100,000	-
Audit Fees (1) -Centurion.....	\$270,000	\$220,000
Tax Fees (2) .....	-	-
Total	<u>\$420,000</u>	<u>\$273,000</u>

- (1) Audit fees represent fees for professional services provided in connection with the audit of the Company’s consolidated financial statements, and audit services provided in connection with other statutory or regulatory filings.
- (2) Tax Fees include fees for the preparation of tax returns.

As part of its policies and procedures, all audit related services, tax services and other services, if any, rendered by our independent registered public accounting firms were pre-approved by the Audit Committee.

**16D. Exemptions from the Listing Standards for Audit Committees**

Not applicable

**16E. Purchases of Equity Securities by the Issuer and Affiliated Purchasers**

Not applicable

## **16F. Change in Registrant’s Certifying Accountant**

On January 21, 2020 the auditor-client relationship between the Company and Deloitte Touche Tohmatsu Certified Public Accountants LLP (“Deloitte”) was ended after careful consideration and evaluation by the Company’s Audit Committee and with the approval of the Board of Directors of the Company.

Deloitte’s audit reports on the Company’s consolidated financial statements for the fiscal year ended March 31, 2019 did not contain an adverse opinion or disclaimer of opinion, and was not qualified or modified as to uncertainty, audit scope or accounting principles. During the Company’s fiscal year ended March 31, 2019 and through the subsequent interim period on or prior to January 21, 2020, there were no disagreements between the Company and Deloitte on any matter of accounting principles or practices, financial statement disclosure, or auditing scope or procedure, which disagreements, if not resolved to the satisfaction of Deloitte, would have caused Deloitte to make reference to the subject matter of the disagreements in connection with its report.

We provided a copy of this disclosure to Deloitte and requested that Deloitte furnish us with a letter addressed to the SEC stating whether it agrees with the above statements, and if not, stating the respects in which it does not agree. A copy of the letter from Deloitte addressed to the SEC, dated August 17, 2020, was filed as Exhibit 4.12 to the Form 20-F for the year ended March 31, 2020 which we filed with the SEC on August 17, 2020.

On January 21, 2020 the Company appointed Gumbiner Savett Inc. (“Gumbiner”) as the Company’s independent registered public accounting firm for the fiscal year ended March 31, 2020. Gumbiner is an assurance, tax, and business advisory firm based in Santa Monica, California, U.S.A. During the Company’s fiscal year ended March 31, 2019 and through the subsequent interim period on or prior to January 21, 2020, neither the Company nor anyone on its behalf consulted with Gumbiner on either (a) the application of accounting principles to a specified transaction, either completed or proposed, or the type of audit opinion that might be rendered on the Company’s financial statements, or (b) any matter that was the subject of a disagreement, as that term is defined in Item 16F(a)(1)(iv) of Form 20-F (and the related instructions thereto) or a reportable event as set forth in Item 16F(a)(1)(v)(A) through (D) of Form 20-F.

In July 2020 the Audit Committee of the Company’s Board of Directors was informed that Gumbiner would not be able to complete its audit of the Company’s financial statements for the year ended March 31, 2020 by the July 31, 2020 deadline for filing this Annual Report on Form 20-F with the SEC. Furthermore, because of the on-going travel restrictions resulting from the worldwide COVID-19 pandemic and the resulting lack of access to the Company’s records and facilities in Hong Kong, Shenzhen, China, or Yangon, Myanmar, it also was uncertain when Gumbiner would be able to complete the audit. Accordingly, on July 20, 2020 the Company’s Audit Committee dismissed Gumbiner, and on July 24, 2020 the Audit Committee appointed Centurion ZD CPA & Co. (“Centurion”), an accounting firm based in Hong Kong, as the Company’s independent registered public accounting firm for fiscal year ended March 31, 2020. The Audit Committee has authorized both Deloitte and Gumbiner to respond fully to all inquiries from Centurion.

Gumbiner performed substantive work with respect to the audit work for the fiscal year ended March 31, 2020 but did not complete its work or issue an audit report. During the course of its work, Gumbiner informed the Company that it believed that there were material weaknesses in the Company's internal control over financial reporting as of March 31, 2020. There were no disagreements with Gumbiner on any matter of accounting principles or practices, financial statement disclosure, or auditing scope or procedure, which disagreement(s) or reportable event(s), if not resolved to the satisfaction of Gumbiner would have caused Gumbiner to make reference to the subject matter of the disagreement(s) or reportable event(s) in connection with its report on the Company's consolidated financial statements for the March 31, 2020 fiscal year.

The dismissal of Gumbiner was reported by the Company in a report on Form 6-K that was filed with the SEC on July 30, 2020. In accordance with Item 304(a)(3) of Regulation S-K, the Company provided Gumbiner with a copy of the statements set forth in the July 30, 2020 Form 6-K filing with the SEC. The Company requested that Gumbiner furnish the Company with a letter addressed to the SEC stating whether such accounting firm agrees with the statements in this Form 6-K as required by SEC rules, and Gumbiner has furnished the requested letter, which letter is attached as Exhibit 99.1 to the July 30, 2020 Form 6-K.

Centurion was appointed as the Company's independent registered public accounting firm for the fiscal year ended March 31, 2020 on July 24, 2020. During the Company's fiscal years ended March 31, 2019 and 2020, and through the subsequent interim period on or prior to July 24, 2020, neither the Company nor anyone on its behalf has consulted with Centurion on either (a) the application of accounting principles to a specified transaction, either completed or proposed, or the type of audit opinion that might be rendered on the Company's financial statements, or (b) any matter that was the subject of a disagreement, as that term is defined in Item 16F(a)(1)(iv) of Form 20-F (and the related instructions thereto) or a reportable event as set forth in Item 16F(a)(1)(v)(A) through (D) of Form 20-F.

## **16G. Corporate Governance**

The rules of the Nasdaq Capital Market provide that foreign private issuers may follow home country practices in lieu of the Nasdaq corporate governance requirements, subject to certain exceptions and requirements and except to the extent that such exemptions would be contrary to U.S. federal securities laws and regulations. The Company has chosen to comply with the Nasdaq corporate governance rules as though it was a U.S. company. Accordingly, the Company does not believe there are any significant differences between the Company's corporate governance practices and those followed by U.S. companies under the rules of the Nasdaq Capital Market.

## **16H. Mine Safety Disclosure**

Not applicable.

## **PART III**

### **Item 17. Financial statements.**

The Company has elected to provide financial statements pursuant to Item 18.

**Item 18. Financial statements.**

See the Index to Consolidated Financial Statements accompanying this report beginning page F-1.

**Item 19. Exhibits.**

The following exhibits are filed as part of this annual report:

- 1.1 Amended and Restated Memorandum and Articles of Association of Highway Holdings Limited (incorporated by reference to Exhibit 1.1 of registrant's Form 6-K filed on May 11, 2018).
- 1.2 Amendment to Highway Holdings Limited's Amended and Restated Articles of Association (incorporated by reference to Exhibit 99.2 of registrant's Form 6-K filed on December 4, 2019).
- 2.1 Rights Agreement, dated as of May 8, 2018, between Highway Holdings Limited and Computershare Trust Company, N.A., as Rights Agent (incorporated by reference to Exhibit 2.1 of registrant's Form 6-K filed on May 11, 2018).
- 4.1 2010 Stock Option And Restricted Stock Plan (incorporated by reference to the registrant's Annual Report on Form 20-F for the fiscal year ended March 31, 2010)
- 4.2 Long Cheung Industrial Zone General Estate Rental Agreement between Shenzhen Long Cheng Industry Trade industrial Limited and Nissin Metal and Plastic (Shenzhen) Limited dated 18 July 2016 (incorporated by reference to the registrant's Annual Report on Form 20-F for the fiscal year ended March 31, 2017).
- 4.3 Tenancy agreement for the Myanmar factory in Yangon between Kayser Myanmar Manufacturing Company Limited and U Khin Hla dated 17<sup>th</sup> August 2016 (incorporated by reference to the registrant's Annual Report on Form 20-F for the fiscal year ended March 31, 2017).
- 4.4 Tenancy Agreement Office No. 1823-1823A on level 18 of Landmark North, Hong Kong dated 21st March 2017 between Kayser Limited and SHK Sheung Shui Landmark Investment Limited dated 21st March 2017 (incorporated by reference to the registrant's Annual Report on Form 20-F for the fiscal year ended March 31, 2017).
- 4.5 Tenancy Agreement Office No. 1801 on Level 18 of Landmark North, Hong Kong, dated 21st March 2017 between Nissin Precision Metal Manufacturing Limited and SHK Sheung Shui Landmark investment Limited dated 21<sup>st</sup> March 2017 (incorporated by reference to the registrant's Annual Report on Form 20-F for the fiscal year ended March 31, 2017).

- 4.6 Lease Agreement, dated March 29, 2019, between Kayser Myanmar Manufacturing Company Ltd. and Konig Company Limited (incorporated by reference to the registrant's Annual Report on Form 6-K filed on May 24, 2019).
- 4.7 Long Cheng Industrial Zone General Estate Rental Supplementary Agreement between Shenzhen Long Cheng Industry & Trade Industrial Ltd. and Nissin Metal and Plastic (Shenzhen) Limited, effective January 1, 2019 (incorporated by reference to the registrant's Annual Report on Form 20-F for the fiscal year ended March 31, 2019)#
- 4.8 Rental Contract between Shenzhen Long Cheng Industrial Ltd. and Nissin Metal and Plastic (Shenzhen) Limited, effective March 1, 2020 (incorporated by reference to the registrant's Annual Report on Form 20-F for the fiscal year ended March 31, 2020)#
- 4.9 Rental Contract Supplementary Agreement between Shenzhen Long Cheng Industrial Ltd. and Nissin Metal and Plastic (Shenzhen) Limited, effective March 1, 2020 (incorporated by reference to the registrant's Annual Report on Form 20-F for the fiscal year ended March 31, 2020)#
- 4.10 Tenancy Agreement Office No. 1823-1823A on level 18 of Landmark North, Hong Kong dated 21st March 2017 between Kayser Limited and SHK Sheung Shui Landmark Investment Limited dated 8th April 2020 (incorporated by reference to the registrant's Annual Report on Form 20-F for the fiscal year ended March 31, 2020)
- 4.11 Tenancy Agreement Office No. 1801 on Level 18 of Landmark North, Hong Kong, dated 21st March 2017 between Nissin Precision Metal Manufacturing Limited and SHK Sheung Shui Landmark investment Limited dated 8<sup>th</sup> April 2020 (incorporated by reference to the registrant's Annual Report on Form 20-F for the fiscal year ended March 31, 2020).
- 4.12 Letter dated August 17, 2020 from Deloitte Touche Tohmatsu Certified Public Accountants LLP regarding Item 16F of this Annual Report (incorporated by reference to the registrant's Annual Report on Form 20-F for the fiscal year ended March 31, 2020).
- 4.13 Letter dated July 30, 2020 from Gumbiner Savett, Inc. regarding Item 16F of this Annual Report (incorporated by reference to Exhibit 99.1 of registrant's Form 6-K filed on July 30, 2020).
- 4.14 2020 Stock Option And Restricted Stock Plan (incorporated by reference to the registrant's Form 6-K filed on August 13, 2010).
- 8.1 List of all of registrant's subsidiaries, their jurisdictions of incorporation, and the names under which they do business.\*
- 11.1 Code of Ethics (incorporated by reference to the registrant's Annual Report on Form 20-F for the fiscal year ended March 31, 2005).
- 12.1 Certifications pursuant to Section 1350, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002\*

- 12.2 Certifications pursuant to Section 1350, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002\*
- 13.1 Certifications pursuant to Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002\*
- 13.2 Certification pursuant to Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 \*
- 15.1 Consent of Independent Registered Public Accounting Firm - Deloitte Touche Tohmatsu\*
- 15.2 Consent of Independent Registered Public Accounting Firm - Centurion ZD CPA & Co.\*
- 101 Financial information from registrant for the year ended March 31, 2021 formatted in eXtensible Business Reporting Language (XBRL):
  - (i) Consolidated Balance Sheets as of March 31, 2019, 2020 and 2021; (ii) Consolidated Statements of Operations for the Years Ended March 31, 2019, 2020 and 2021; (iii) Consolidated Statements of Changes in Equity and Comprehensive Income (Loss) for the Years Ended March 31, 2019, 2020 and 2021; (iv) Consolidated Statements of Cash Flows for the Years Ended March 31, 2019, 2020 and 2021; (v) Notes to the Consolidated Financial Statements; and (vi) Additional Information - Financial Statement Schedule I

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\* Filed herewith

# The agreement is written in Chinese and an English Translation is provided in accordance with Form 20-F Instructions to Exhibits and Rule 12b-12(d) under the Exchange Act).

## SIGNATURES

The registrant hereby certifies that it meets all of the requirements for filing on Form 20-F and has duly caused this Annual Report to be signed on its behalf.

HIGHWAY HOLDINGS LIMITED

By /s/ALAN CHAN  
Alan Chan  
*Chief Financial Officer and  
Secretary*

Date: July 15, 2021

HIGHWAY HOLDINGS LIMITED

Consolidated Financial Statements  
For the years ended March 31, 2019, 2020 and 2021  
Report of Independent Registered Public Accounting Firm

HIGHWAY HOLDINGS LIMITED

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## **REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

To the Shareholders and the Board of Directors of Highway Holdings Limited:

### **Opinion on the Financial Statements**

We have audited the accompanying consolidated balance sheets of Highway Holdings Limited and its subsidiaries (the "Group") as of March 31, 2021 and 2020, and the related consolidated statements of operations, comprehensive income (loss), changes in equity and cash flows for each of the two years in the period ended March 31, 2021, and the related notes (collectively referred to as the "consolidated financial statements"). In our opinion, the consolidated financial statements present fairly, in all material respects, the financial position of the Group as of March 31, 2021 and 2020, and the results of its operations and its cash flows for each of the two years in the period ended March 31, 2021, in conformity with accounting principles generally accepted in the United States of America.

### **Basis for Opinion**

These consolidated financial statements are the responsibility of the Group's management. Our responsibility is to express an opinion on the Group's consolidated financial statements based on our audits. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) ("PCAOB") and are required to be independent with respect to the Group in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free of material misstatement, whether due to error or fraud. The Company is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. As part of our audits, we are required to obtain an understanding of internal control over financial reporting but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control over financial reporting. Accordingly, we express no such opinion.

Our audits included performing procedures to assess the risks of material misstatement of the consolidated financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the consolidated financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that our audits provide a reasonable basis for our opinion.

### **Critical Audit Matters**

The critical audit matters communicated below are matters arising from the current period audit of the consolidated financial statements that were communicated or required to be communicated to the audit committee and that: (1) relate to accounts or disclosures that are material to the consolidated financial statements and (2) involved our especially challenging, subjective, or complex judgments. The communication of critical audit matters does not alter in any way our opinion on the consolidated financial statements, taken as a whole, and we are not, by communicating the critical audit matters below, providing separate opinions on the critical audit matters or on the accounts or disclosures to which they relate.

*Assessment of impairment of long-lived assets*

As discussed in Note 2(j) to the consolidated financial statements, the Group reviews its long-lived assets, including property, plant and equipment with finite lives, intangible assets subject to amortization and operating lease right-of-use assets, for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may no longer be recoverable. When these events occur, the Group assesses the recoverability of the assets based on the non-discounted future cash flows the assets are expected to generate and recognize an impairment loss when estimated discounted future cash flows expected to result from the use of the asset plus net proceeds expected from disposition of the asset, if any, are less than the carrying value of the asset. As of March 31, 2021, the Group had incurred recurring losses from operations resulting in an accumulated deficit. Besides, the Group has negative operating cash flows for the year ended March 31, 2021. The Group considered these as indicators that certain long-lived assets may be impaired as of March 31, 2021. Due to challenging industry and economic conditions, the Group tested its long-lived assets during the year ended March 31, 2021. The Group's evaluation of long-lived assets is primarily using estimated future undiscounted cash flows over its remaining lease term to its carrying value. In order to assess there is any impairment of operating lease right-of-use assets, the Group tested whether the asset can be recovered in a few aspects, including the expected production and sales volumes, production costs, operating expenses, current and future plan of utilization of the lease space.

We identified the evaluation of the impairment analysis for long-lived assets as a critical audit matter because of the significant estimates and assumptions management used. Performing audit procedures to evaluate the reasonableness of these estimates and assumptions required a high degree of auditor judgment and an increased extent of effort.

Addressing the matter involved performing procedures and evaluating audit evidence in connection with forming our overall opinion on the consolidated financial statements. These procedures included the following, among others: (i) obtained an understanding and evaluated the reasonableness of management's process for developing the undiscounted cash flow of long-lived assets and (ii) observed the current utilization of lease space and gained understanding of the management's intention and ability of continuity of the lease.

/s/ Centurion ZD CPA & Co.

Centurion ZD CPA & Co.

We have served as the Group's auditor since 2020.  
Hong Kong, China

July 15, 2021

## **REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

To the Shareholders and the Board of Directors of Highway Holdings Limited:

### **Opinion on the Financial Statements**

We have audited the consolidated statements of operations, comprehensive income (loss), changes in equity, and cash flows of Highway Holdings Limited and its subsidiaries (the “Group”) for the year ended March 31, 2019, and the related notes (collectively referred to as the “financial statements”). In our opinion, the financial statements present fairly, in all material respects, the results of its operations and its cash flows of the Group for the year ended March 31, 2019, in conformity with the accounting principles generally accepted in the United States of America.

### **Basis for Opinion**

These financial statements are the responsibility of the Group’s management. Our responsibility is to express an opinion on the Group’s financial statements based on our audit. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) (“PCAOB”) and are required to be independent with respect to the Group in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audit in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement, whether due to error or fraud. The Company is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. As part of our audit, we are required to obtain an understanding of internal control over financial reporting but not for the purpose of expressing an opinion on the effectiveness of the Company’s internal control over financial reporting. Accordingly, we express no such opinion.

Our audit included performing procedures to assess the risks of material misstatement of the financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements. Our audit also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that our audit provides a reasonable basis for our opinion.

/s/ Deloitte Touche Tohmatsu

Deloitte Touche Tohmatsu  
Hong Kong  
July 2, 2019

We have served as the Group’s auditor since 2011. In 2019 we become the predecessor auditor.

## HIGHWAY HOLDINGS LIMITED

### CONSOLIDATED STATEMENTS OF OPERATIONS

(In thousands of U.S. dollars, except for shares and per share data)

	Year ended March 31,		
	2019	2020	2021
	\$	\$	\$
Revenue from contracts with customers.....	14,277	12,558	9,168
Cost of sales.....	(10,697)	(8,405)	(6,461)
Gross profit.....	3,580	4,153	2,707
Selling, general and administrative expenses.....	(4,335)	(3,406)	(3,323)
Operating (loss) income .....	(755)	747	(616)
Non-operating income (expense):			
Exchange (loss) gain, net .....	(8)	7	(60)
Interest income .....	33	65	16
Other income .....	8	61	51
Gain on disposal of property, plant and equipment.....	28	16	9
Total non-operating income.....	61	149	16
(Loss) income before income taxes .....	(694)	896	(600)
Income taxes (note 3).....	26	(209)	146
Net (loss) income .....	(668)	687	(454)
Net loss (profit) attributable to non-controlling interests.....	38	(1)	(7)
<b>Net (loss) income attributable to Highway Holdings Limited's shareholders .....</b>	<b>(630)</b>	<b>686</b>	<b>(461)</b>
Net (loss) income per share:			
- basic.....	(0.17)	0.18	(0.12)
- diluted.....	(0.17)	0.18	(0.12)
Weighted average number of shares outstanding:			
- basic.....	3,801,874	3,909,976	4,006,400
- diluted.....	3,801,874	3,909,976	4,006,400

The accompanying notes are an integral part to these consolidated financial statements.

HIGHWAY HOLDINGS LIMITED

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (LOSS)

(In thousands of U.S. dollars)

	<u>Year ended March 31,</u>		
	<u>2019</u>	<u>2020</u>	<u>2021</u>
	\$	\$	\$
Net (loss) income .....	(668)	687	(454)
Other comprehensive (loss) income, net of tax:			
Change in cumulative foreign currency translation adjustment .....	(35)	231	(148)
Comprehensive (loss) income.....	(703)	918	(602)
Comprehensive loss (income) attributable to non-controlling interest .....	38	(1)	(7)
Comprehensive (loss) income attributable to Highway Holdings Limited's shareholders.....	<u>(665)</u>	<u>917</u>	<u>(609)</u>

The accompanying notes are an integral part to these consolidated financial statements.

## HIGHWAY HOLDINGS LIMITED

### CONSOLIDATED BALANCE SHEETS

(In thousands of U.S. dollars, except for shares and per share data)

	As of March 31,	
	2020	2021
	\$	\$
<b>ASSETS</b>		
Current assets:		
Cash and cash equivalents (note 4) .....	8,827	7,757
Accounts receivable, net (note 5) .....	2,008	973
Inventories, net (note 6) .....	2,000	2,238
Prepaid expenses and other current assets (note 7) .....	388	513
	13,223	11,481
Total current assets .....		
Goodwill, net .....	-	-
Property, plant and equipment, net (note 8) .....	878	833
Operating lease right-of-use assets (note 11) .....	3,710	2,795
Long-term deposits .....	263	282
Long-term loan receivable .....	95	95
Investments in equity method investees (note 9) .....	-	-
	18,169	15,486
<b>TOTAL ASSETS</b> .....	<b>18,169</b>	<b>15,486</b>
<b>LIABILITIES AND EQUITY</b>		
Current liabilities:		
Accounts payable .....	997	653
Operating lease liabilities, current (note 11) .....	782	821
Accrued expenses and other current liabilities (note 10) .....	2,294	2,347
Income tax payable .....	564	58
Dividend payable .....	351	85
	4,988	3,964
Total current liabilities .....		
Operating lease liabilities, non-current (note 11) .....	2,034	1,142
Deferred income taxes (note 3) .....	229	607
	7,251	5,713
Total liabilities .....		
Commitments and contingencies (note 12)		
Shareholders' equity:		
Preferred shares, \$0.01 par value (Authorized: 20,000 shares; no shares issued and outstanding as of March 31, 2020 and 2021) .....	-	-
Common shares, \$0.01 par value (Authorized: 20,000,000 shares; 3,971,825 shares as of March 31, 2020 and 4,026,825 shares as of March 31, 2021 issued and outstanding) .....	40	40
Additional paid-in capital .....	11,537	11,709
Accumulated deficit .....	(865)	(2,041)
Accumulated other comprehensive income (loss) .....	196	48
	10,908	9,756
Total Highway Holdings shareholder's equity .....		
Non-controlling interests .....	10	17
	10,918	9,773
Total Equity .....		
<b>TOTAL LIABILITIES AND EQUITY</b> .....	<b>18,169</b>	<b>15,486</b>

The accompanying notes are an integral part to these consolidated financial statements.

## HIGHWAY HOLDINGS LIMITED

### CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY (In thousands of U.S. dollars, except for shares and per share data)

	Highway Holdings Limited's Shareholders' Equity								
	Common shares, issued and outstanding		Additional paid-in capital	Retained profits (Accumulated deficit)	Accumulated other comprehensive income (loss)	Treasury shares, at cost	Total Highway Holdings Limited's Shareholders' equity	Non- controlling interests	Total equity
	Shares Number (in thousands)	Amount \$							
As of March 31, 2018 .....	3,802	38	11,370	347	-	(14)	11,741	49	11,790
Net loss .....	-	-	-	(630)	-	-	(630)	(38)	(668)
Cash dividends (\$0.25 per share) .....	-	-	-	(950)	-	-	(950)	-	(950)
Translation adjustments .....	-	-	-	-	(35)	-	(35)	-	(35)
As of March 31, 2019 .....	3,802	38	11,370	(1,233)	(35)	(14)	10,126	11	10,137
Shares issued .....	175	2	-	-	-	-	2	-	2
Shares cancelled .....	(5)	-	(14)	-	-	14	-	-	-
Share-based compensation .....	-	-	181	-	-	-	181	-	181
Net income .....	-	-	-	687	-	-	687	(1)	686
Cash dividends (\$0.08 per share) .....	-	-	-	(319)	-	-	(319)	-	(319)
Translation adjustments .....	-	-	-	-	231	-	231	-	231
As of March 31, 2020 .....	3,972	40	11,537	(865)	196	-	10,908	10	10,918
Shares issued .....	15	-	-	-	-	-	-	-	-
Exercise of share options .....	40	-	79	-	-	-	79	-	79
Share-based compensation .....	-	-	93	-	-	-	93	-	93
Net loss .....	-	-	-	(461)	-	-	(461)	7	(454)
Cash dividends (\$0.18 per share) .....	-	-	-	(715)	-	-	(715)	-	(715)
Translation adjustments .....	-	-	-	-	(148)	-	(148)	-	(148)
As of March 31, 2021 .....	<u>4,027</u>	<u>40</u>	<u>11,709</u>	<u>(2,041)</u>	<u>48</u>	<u>-</u>	<u>9,756</u>	<u>17</u>	<u>9,773</u>

The accompanying notes are an integral part to these consolidated financial statements.

## HIGHWAY HOLDINGS LIMITED

### CONSOLIDATED STATEMENTS OF CASH FLOWS

(In thousands of U.S. dollars)

	Year ended March 31,		
	2019	2020	2021
	\$	\$	\$
Cash flows from operating activities:			
Net (loss) income .....	(668)	687	(454)
Adjustments to reconcile net income to net cash provided by operating activities:			
Depreciation of property, plant and equipment .....	261	145	159
Amortization of operating lease right-of-use assets .....	-	1,074	841
Deferred tax .....	-	209	349
Impairment of goodwill .....	77	-	-
Write-down of inventories .....	419	39	125
Write-down of property, plant and equipment .....	233	-	-
Gain on disposal of property, plant and equipment .....	(28)	(16)	(9)
Share-based compensation expenses .....	-	181	93
Changes in operating assets and liabilities:			
Accounts receivable .....	(41)	232	1,017
Inventories .....	878	(559)	(301)
Prepaid expenses and other current assets .....	8	58	(112)
Accounts payable .....	270	(121)	(390)
Accrued expenses and other current liabilities .....	(850)	(570)	(87)
Operating lease liabilities .....	-	(909)	(795)
Income tax payable .....	(170)	1	(521)
Long-term rental prepayment .....	(871)	-	-
Long-term deposits .....	45	(9)	(19)
Net cash (used in) provided by operating activities .....	(437)	442	(104)
Cash flows from investing activities:			
Purchase of property, plant and equipment .....	(695)	(91)	(88)
Payment of long-term loan receivable .....	(75)	-	-
Proceeds from disposal of property, plant and equipment .....	34	27	10
Net cash used in investing activities .....	(736)	(64)	(78)
Cash flows from financing activities:			
Options exercised .....	-	-	79
Cash dividends paid .....	(1,244)	(297)	(981)
Net cash used in financing activities .....	(1,244)	(297)	(902)
Net (decrease) increase in cash and cash equivalents .....	(2,417)	81	(1,084)
Cash and cash equivalents at the beginning of year .....	11,267	8,827	8,827
Effect of exchange rate changes on cash and cash equivalents ..	(23)	(81)	14
Cash and cash equivalents at the end of year .....	8,827	8,827	7,757
Supplemental disclosure of cash flow information:			
Income taxes .....	144	10	27

The accompanying notes are an integral part to these consolidated financial statements.

## HIGHWAY HOLDINGS LIMITED

### NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (In thousands of U.S. dollars, except for shares and per share data)

#### 1. ORGANIZATION AND BASIS OF FINANCIAL STATEMENTS

Highway Holdings Limited (the "Company") was incorporated in the British Virgin Islands on July 20, 1990. It operates through its subsidiaries operating in Hong Kong Special Administrative Region ("Hong Kong"), Shenzhen (comprising Long Hua) of the People's Republic of China ("China") and Yangon of the Republic of the Union of Myanmar ("Myanmar").

The Company and its subsidiaries (collectively referred as the "Group") are engaged in manufacturing and sale of metal, plastic and electronic parts and components. The Group's manufacturing activities are principally conducted in Shenzhen of China and Yangon of Myanmar, while its selling activities are principally conducted in Hong Kong.

#### 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

**(a) Principles of consolidation** - The consolidated financial statements of the Group have been prepared in conformity with accounting principles generally accepted in the United States of America ("U.S. GAAP"). The consolidated financial statements include the financial statements of the Company and its subsidiaries. All intercompany transactions and balances have been eliminated on consolidation. The results of subsidiaries acquired have been consolidated from the date of acquisition.

**(b) Use of estimates** - The preparation of the consolidated financial statements in conformity with U.S. GAAP requires management of the Group to make estimates and assumptions that affect the reported amounts of assets and liabilities as of the date of the consolidated financial statements and the reported amounts of revenues and expenses during the reporting period. The Company's management based on their estimates on historical experience and various other factors believed to be reasonable under the circumstances, the results of which form the basis for making judgements about the carrying value of assets and liabilities that are not readily apparent from other sources. Significant accounting estimates reflected in the Group's consolidated financial statements included revenue recognition, valuation of goodwill, allowance for doubtful receivables, loan receivables valuation assessment, inventories impairment assessment, property, plant and equipment impairment assessment, the valuation of stock-based compensation, the valuation allowance for deferred tax assets and the valuation of non-controlling interests of the subsidiaries at acquisition dates. Actual results could differ from those estimates.

The COVID-19 pandemic and the political unrest in Myanmar have created and may continue to create significant uncertainty in macroeconomic conditions, which may cause further business slowdowns and adversely impact the Group's results of operations. The Group's Myanmar facility has been closed for almost three weeks in April and May 2020 because of the COVID-19 pandemic.

## HIGHWAY HOLDINGS LIMITED

### NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - continued (In thousands of U.S. dollars, except for shares and per share data)

#### 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES - continued

**(b) Use of estimates** - continued - On February 1, 2021, Myanmar's military seized control of the government, declared a state of emergency for the upcoming year. The military's takeover has resulted in widespread civil unrest, including in the area of Yangon in which the Group's facilities are located. The civil unrest caused the Group's Myanmar facility to be briefly closed for one week in March 2021 and has otherwise impacted that facilities' operations. While operations at the Myanmar factory appear to be returning to the pre-takeover levels, the future impact of the military takeover on the Group's operations in Myanmar remains uncertain. The Group expects uncertainties around its key accounting estimates to continue to evolve depending on the duration and degree of impact associated with the unrest.

As a result, during the year ended March 31, 2021, the Group faced increasing uncertainties around its estimates of revenue collectability, accounts receivable credit losses, impairment of inventories and long-lived assets. The Group expects uncertainties around its key accounting estimates to continue to evolve depending on the duration and degree of impact associated with the COVID-19 pandemic and the political unrest in Myanmar. Its estimates may change as new events occur and additional information emerges, and such changes are recognized or disclosed in its consolidated financial statements.

**(c) Investments under equity method** - The investments for which the Group has the ability to exercise significant influence are accounted for under the equity method. Under the equity method, original investments are recorded at cost and adjusted by the Group's share of undistributed earnings or losses of these entities, the amortization of intangible assets recognized upon purchase price allocation and dividend distributions or subsequent investments. All unrecognized inter-company profits and losses have been eliminated under the equity method.

When the estimated amount to be realized from the investments falls below its carrying value, an impairment charge is recognized in the consolidated statements of operations when the decline in value is considered other than temporary.

**(d) Cash and cash equivalents** - Cash and cash equivalents consist of cash on hand, bank deposits and short term, highly liquid investments which are unrestricted as to withdrawal and use, and which have maturities of three months or less when purchased, and are readily convertible to known amount of cash.

Cash equivalents are placed with financial institutions with high credit ratings and quality.

**(e) Accounts receivable** - Before April 1, 2020, the Group reviews its receivables on a periodic basis and records allowances when there is a doubt as to the collectability of the balance. In evaluating the collectability of the accounts receivable balances, the Group considers various factors, including the age of the balances, customer specific facts and economic conditions. From April 1, 2020, the Group adopted ASU No. 2016-13, "Financial Instruments—Credit Losses (Topic 326): Measurement of Credit Losses on Financial Instruments" ("ASC Topic 326"), which amends previously issued guidance regarding the impairment of financial instruments by creating an impairment model that is based on expected losses rather than incurred losses.

## HIGHWAY HOLDINGS LIMITED

### NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - continued (In thousands of U.S. dollars, except for shares and per share data)

#### 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES - continued

**(e) Accounts receivable** - continued - The Group's accounts receivable, other current assets (note 7) and loan receivables (note 2(f)) recorded in prepaid expenses and other current assets are within the scope of ASC Topic 326. Accounts receivable primarily represent amounts due from customers, that are typically non-interest bearing and are initially recorded at the invoiced amount. Accounts receivable balances are write-down against the allowance after all means of collection have been exhausted and the potential for recovery is considered remote. The Group does not have any off-balance-sheet credit exposure related to its customers.

To estimate expected credit losses, the Group has identified the relevant risk characteristics of its customers and the related receivables, other current assets (note 7) and loan receivables which include size, type of the services or the products the Group provides, or a combination of these characteristics. Receivables with similar risk characteristics have been grouped into pools. For each pool, the Group considers the past collection experience, current economic conditions, future economic conditions (external data and macroeconomic factors) and changes in the Group's customer collection trends. Other key factors that influence the expected credit loss analysis include customer demographics, payment terms offered in the normal course of business to customers, and industry-specific factors that could impact the Group's receivables. Additionally, external data and macroeconomic factors are also considered. This is assessed at each quarter based on the Group's specific facts and circumstances. No significant impact of changes in the assumptions since adoption.

**(f) Loan receivables** - Loan receivables mainly represent the loans to a non-controlling interest and a director of a subsidiary in Myanmar. The loan periods granted by the Group to the staff amounts to 36 months and carries fixed interest rate of 8% per annum. The loan receivables principle and interest are expected to be repaid on the expected settlement date. The loan receivables are stated at the historical carrying amount net of allowance for uncollectible loan receivables (see (e) above). The loan receivables expected to be settled more than one year as of balance sheet date are classified into other long-term assets on the consolidated balance sheets. No impairment was made on the loan receivables for the years ended March 31, 2019, 2020 and 2021.

**(g) Inventories** - Inventories are stated at the lower of cost and net realizable value, with cost determined by the first-in-first-out method. Work-in-progress and finished goods consist of raw materials, direct labor and overheads associated with the manufacturing process. Write-down of potential obsolete or slow-moving inventories is recorded based on management's assumptions about future demands and market conditions.

HIGHWAY HOLDINGS LIMITED

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - continued  
(In thousands of U.S. dollars, except for shares and per share data)

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES - continued

**(h) Goodwill** - Goodwill is the excess of the consideration transferred over the fair value of the acquired assets and assumed liabilities in a business combination. Goodwill is not amortized but rather tested for impairment at least annually. The Company tests goodwill for impairment in March of each fiscal year. Goodwill is also tested for impairment between annual tests if an event occurs or circumstances change that would be more likely than not reduce the fair value of the reporting unit below its carrying amount.

Prior to April 1, 2020, in performing the two-step quantitative impairment test, the first step compared the fair values of each reporting unit to its carrying amount, including goodwill. If the fair value of each reporting unit exceeds its carrying amount, goodwill was not considered to be impaired and the second step was not be required. If the carrying amount of a reporting unit exceeded its fair value, the second step compared the implied fair value of goodwill to the carrying value of a reporting unit's goodwill. The implied fair value of goodwill was determined in a manner similar to accounting for a business combination with the allocation of the assessed fair value determined in the first step to the assets and liabilities of the reporting unit. The excess of the fair value of the reporting unit over the amounts assigned to the assets and liabilities was the implied fair value of goodwill. This allocation process was only performed for the purposes of evaluating goodwill impairment and does not result in an entry to adjust the value of any assets or liabilities. Starting from April 1, 2020, the Group adopted No. 2017-04: Simplifying the Test for Goodwill Impairment ("ASU 2017-04"), which simplifies the accounting for goodwill impairment by eliminating Step 2 from the goodwill impairment test. If the carrying amount of a reporting unit exceeds its fair value, an impairment loss shall be recognized in an amount equal to that excess, versus determining an implied fair value in Step 2 to measure the impairment loss. Application of a goodwill impairment test requires significant management judgment, including the identification of reporting units, assigning assets, liabilities and goodwill to reporting units, and determining the fair value of each reporting unit.

The gross amount of goodwill and accumulated impairment losses as of March 31, 2020 and 2021 are as follows:

	<u>Kayser Myanmar</u> \$
Gross as of April 1, 2019, March 31, 2020 and 2021 .....	77
Accumulated impairment loss as of April 1, 2019.....	(77)
Accumulated impairment loss as at March 31, 2020 and 2021 .....	(77)
Net as of March 31, 2020 and 2021 .....	-

## HIGHWAY HOLDINGS LIMITED

### NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - continued (In thousands of U.S. dollars, except for shares and per share data)

#### 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES - continued

**(h) Goodwill** - continued - The balance represented the carrying value of Kayser Myanmar Manufacturing Company Ltd. (“Kayser Myanmar”) and had an aggregate carrying amount of \$77 as of year ended March 31, 2018. During the year ended March 31, 2019, the Group has tested goodwill for impairment and estimated the fair value of Kayser Myanmar by using the income approach in step 1 of the impairment test. Based on the quantitative test, it was determined the fair value was more likely than not below its carrying amount. Management has identified several determinative events and factors, which has led to the above conclusion, included: (1) the financial result of Kayser Myanmar was below management’s expectations due to higher than expected supply chain cost and increased competition, (2) the fiscal year 2020 annual budget operating plan in March 31, 2019, which provided additional insights into expectations and priorities for the coming years, such as lower growth and margin expectations and (3) increased and prolonged economic and regulatory uncertainty in the global economics as of March 31, 2019. Management has compared the implied fair value of Kayser Myanmar’s goodwill to the carrying value of the goodwill which is step 2 of the two-step impairment test. An impairment loss was recognized for the excess in the carrying value of goodwill over the implied fair value of goodwill.

As a result of the two-step impairment test, the Group has recognized a \$77 impairment loss of Kayser Myanmar goodwill in selling, general and administrative expenses during the year ended March 31, 2019, due to margin and revenue from contracts from customers declines as well as the lower growth and margin expectation.

No impairment expenses were recognized during the years ended March 31, 2020 and 2021.

**(i) Property, plant and equipment** - Property, plant and equipment are stated at cost less accumulated depreciation and impairment losses, if any. Depreciation is computed on a straight-line basis with no salvage value over the estimated useful lives of 5 to 10 years for machinery and equipment, shorter of the lease term or the estimated useful life for leasehold improvements and 2 to 5 years for other property, plant and equipment.

**(j) Impairment or disposal of long-lived assets (other than goodwill)** - The Group reviews its long-lived assets for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may no longer be recoverable. When these events occur, the Group measures impairment by comparing the carrying value of the long-lived assets to the sum of the estimated undiscounted future cash flows and the eventual disposition. Management would estimate the future cash flow used to test the recoverability of the asset included the budgeted cash inflows less associated cash outflows, which are directly associated with the result of use. The estimation should exclude the interest charges which will be recognized as an expense when incurred. Management would consider all available evidence during the estimation process, to ensure the estimated budget would be the most possible outcomes. If the sum of the expected undiscounted cashflow were to be less than the carrying amount of the assets, the Group would recognize an impairment loss based on the fair value of the assets. Fair value is generally measured based on either quoted market prices, if available, or discounted cash flow analyses.

## HIGHWAY HOLDINGS LIMITED

### NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - continued (In thousands of U.S. dollars, except for shares and per share data)

#### 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES - continued

**(j) Impairment or disposal of long-lived assets (other than goodwill)** - continued - During the year ended 2020 and 2021, the Group has reviewed the long-lived assets for impairment, since there are several indicative events and factors identified, including (1) significant adverse changes in the business climate, including the possible negative impact of political unrest in Myanmar for the year ended 2021, (2) operating and cash flow losses in prior year, (3) changes in production plan by shifting certain production lines from Shenzhen to Myanmar, and (4) negative impact on business operations as a result of COVID-19 pandemic. Management has compared the carrying value of the long-lived asset to the estimated undiscounted operating cash flow based on the above factors.

As a result of the comparison, management has identified the sum of expected undiscounted cashflow of multiple types of machinery and equipment are more likely than not below their fair value. The Group has recognized an impairment of long-lived assets amounted to \$233, \$nil and \$nil during the years ended March 31, 2019, 2020 and 2021. The impairment has been recorded in cost of sales and selling, general and administrative expenses, based on the nature of the impaired long-lived assets.

**(k) Concentration of credit risk** - Financial instruments that potentially expose the Group to the concentration of credit risk consist primarily of cash and cash equivalents, accounts receivable, loan receivable, and other receivables and prepayments. The Group places its cash and cash equivalents with financial institutions with high credit ratings and quality.

The risks with respect to accounts receivables are mitigated by credit evaluations performed on the customers or debtors and ongoing monitoring of outstanding balances.

**(l) Revenue recognition** - Effective with the adoption of Accounting Standards Update ("ASU") 2014-09, "Revenue from Contracts with Customers (Topic 606)," and the associated ASUs (collectively, "Topic 606") on April 1, 2018, the Group recognizes revenue when its customer obtains control of promised goods in an amount that reflects the consideration which the Group expects to receive in exchange for those goods. To determine revenue recognition for the arrangements that the Group determines are within the scope of Topic 606, the Group performs the following five steps: (1) identify the contract(s) with a customer, (2) identify the performance obligations in the contract, (3) determine the transaction price, (4) allocate the transaction price to the performance obligations in the contract and (5) recognize revenue when (or as) the entity satisfies a performance obligation. The Group adopted the ASU on April 1, 2018 for all revenue contracts with customers using the modified retrospective approach, while prior periods' amounts are not adjusted and continue to be reported in accordance with the Company's historical accounting under ASC 605.

## HIGHWAY HOLDINGS LIMITED

### NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - continued (In thousands of U.S. dollars, except for shares and per share data)

#### 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES - continued

##### **(I) Revenue recognition - continued**

###### *Product revenue recognition*

The Group's revenue from contracts with customers is derived from product revenue principally from the sales of metal stamping and mechanical OEM and electric OEM products directly to other consumer electronics product manufacturers. The Group sell goods to the customer under sales contracts or by purchase orders. The Group has determined there to be one performance obligation for each of the sales contracts and purchase orders. The performance obligations are considered to be met and revenue is recognized when the customer obtains control of the goods. The Group has two major goods delivery channels, included:

- (1) Delivering goods to customers' predetermined location, the Group has satisfied the contracts' performance obligations when the goods have been delivered and relevant shipping documents have been collected by the Group; and
- (2) Picking up goods by customers in the Group's warehouse, the Group has satisfied the contracts' performance obligations when the goods have been picked up and the acceptance document has been signed by the customers.

The Group did not recognize any revenue from contracts with customers for performance obligations satisfied overtime during the years ended March 31, 2019, 2020 and 2021. Accordingly, the timing of revenue recognition is not impacted by the new standard.

The transaction price is generally in the form of a fixed price which is agreed with the customer at contract inception. The transaction price is recorded net of sales return, surcharges and value-added tax of gross sales. The Group has allocated the transaction price to each performance obligation based on the sales contracts and purchase orders.

The Group would request a deposit from customers upon receiving the purchase order and issue bills to customers upon transfer control of goods and relevant acceptance documents have been collected. Customers' deposits would be settled part of the outstanding bill upon receiving an acknowledgement from customers. For the remaining balance of outstanding bills, Customers are required to pay over an agreed upon credit period, usually between 30 to 75 days.

###### *Return Rights*

The Group does not provide its customers with the right of return (except for product quality issue) or production protection. Customer is required to perform product quality check before acceptance of goods delivery. The Group did not recognize for any refund liability according to the product return on the consolidated balance sheets.

## HIGHWAY HOLDINGS LIMITED

### NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - continued (In thousands of U.S. dollars, except for shares and per share data)

#### 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES - continued

##### **(I) Revenue recognition - continued**

###### *Value-added taxes and surcharges*

The Group presents revenue net of VAT and surcharges incurred. The surcharge is sales related taxes representing the City Maintenance and Construction Tax and Education Surtax. The Group incurs expenses or pays fees to external delivery service providers, respectively, and records such expenses and fees like shipping and handling expenses. Total VAT and surcharges paid by the Group during the years ended March 31, 2019, 2020 and 2021 amounted to \$77, \$90 and \$121 respectively.

###### *Principals vs. agent accounting*

The Group records all product revenue on a gross basis. To determine whether the Group is an agent or principal in the sale of products, the Group considers the following indicators: the Group is primarily responsible for fulfilling the promise to provide the specified goods or services, is subject to inventory risks before the specified goods have been transferred to a customer or after transfer of control to the customers, and has discretion in establishing the price of the specified goods.

###### *Disaggregation of revenue*

The Group disaggregates its revenue from different types of contracts with customers by principal product categories, as the Group believes it best depicts the nature, amount, timing and uncertainty of its revenue and cash flows. See note 18 for product revenues by segment.

###### *Contract balances*

The Group did not recognize any contract asset as of March 31, 2020 and March 31, 2021. The timing between the recognition of revenue and receipt of payment is not significant.

The Group's contract liabilities consist of deposits received from customers. As of March 31, 2020 and March 31, 2021, the balances of the contract liabilities are \$39 and \$72 including deposits received from customers. All contract liabilities at the beginning of the year ended March 31, 2021 were recognized as revenue during the year ended March 31, 2021 and all contract liabilities as of year ended March 31, 2021 are expected to be realized in the following year.

In periods prior to the adoption of Topic 606, the Group's accounting policy was to recognize revenue when persuasive evidence of an arrangement exists, products are delivered, the price to the buyer is fixed or determinable and collectability is reasonably assured.

## HIGHWAY HOLDINGS LIMITED

### NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - continued (In thousands of U.S. dollars, except for shares and per share data)

#### 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES - continued

**(m) Staff retirement plan costs** - The Group's costs related to the staff retirement plans (see note 16) are charged to the consolidated statement of operations as incurred.

**(n) Foreign currency translations and transactions** - The functional and reporting currency of the Company is the United States Dollars ("U.S. dollars"). All transactions in currencies other than functional currencies of the Company during the year are remeasured at the exchange rates prevailing on the respective transaction dates. Monetary assets and liabilities existing at the balance sheet date denominated in currencies other than functional currencies are remeasured at the exchange rates on that date. Exchange differences are recorded in the consolidated statements of operations.

The books and records of the Company's major subsidiaries are maintained in their respective local currencies, the Hong Kong dollars, Myanmar kyat and Renminbi, which are also their respective functional currencies. The financial statements of the Group's entities of which the functional currency is not U.S. dollars are translated from their respective functional currency into U.S. dollars. Assets and liabilities denominated in foreign currencies are translated into U.S. dollars at the rates of exchange prevailing at the balance sheet date. Equity accounts other than earnings generated in current period are translated into U.S. dollars at the appropriate historical rates. Income and expense items are translated into U.S. dollars at the average rates of exchange over the year. All exchange differences arising from the translation of subsidiaries' financial statements are recorded as a component of comprehensive income (loss).

**(o) Income taxes** - Income taxes are accounted for under the asset and liability method. Deferred tax assets and liabilities are determined based on the temporary difference between the financial reporting and tax bases of assets and liabilities, and net operating loss and tax credit carryforwards using enacted tax rates that will be in effect for the period in which the differences are expected to reverse. The Group records a valuation allowance against the amount of deferred tax assets that it determines is not more likely than not of being realized. The effect on deferred taxes of a change in tax rates is recognized in income in the period that includes the enactment date.

The Group recognizes the effect of income tax positions only if those positions are more likely than not of being sustained. Recognized income tax positions are measured at the largest amount that is greater than 50% likely of being realized. Changes in recognition or measurement are reflected in the period in which the change in judgment occurs. The Group records interest related to unrecognized tax benefits and penalties, if any, within income tax expenses.

**(p) Net income (loss) per share** - Basic net income (loss) per share is computed by dividing net income (loss) attributable to the Company by the weighted average number of common shares outstanding during the year.

Diluted net income (loss) attributable to the Company per share gives effect to all dilutive potential common shares outstanding during the year. The weighted average number of common shares outstanding is adjusted to include the number of additional common shares that would have been outstanding if the dilutive potential common shares had been issued.

## HIGHWAY HOLDINGS LIMITED

### NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - continued (In thousands of U.S. dollars, except for shares and per share data)

#### 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES - continued

**(p) Net income (loss) per share** - continued - Anti-dilutive potential ordinary shares are not considered in the calculation of the diluted earnings per share. Potential ordinary shares are antidilutive when the conversion of ordinary shares increases the earnings per share or decreases the net loss per share.

**(q) Comprehensive income (loss)** - Comprehensive income (loss) includes net income (loss) and foreign currency translation adjustments and is presented net of tax.

The Group presents the components of net income (loss), the components of other comprehensive income (loss) and total comprehensive income (loss) in two separate but consecutive statements.

**(r) Fair value measurement and financial instruments** - The Group applies a fair value hierarchy that requires an entity to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. A financial instrument's categorization within the fair value hierarchy is based upon the lowest level of input that is significant to the fair value measurement. Under this hierarchy, there are three levels of inputs that may be used to measure fair value:

- Level 1 applies to assets or liabilities for which there are quoted prices in active markets for identical assets or liabilities.
- Level 2 applies to assets or liabilities for which there are inputs other than quoted prices included within Level 1 that are observable for the asset or liability such as quoted prices for similar assets or liabilities in active markets; quoted prices for identical asset or liabilities in markets with insufficient volume or infrequent transactions (less active markets); or model-derived valuations in which significant inputs are observable or can be derived principally from, or corroborated by, observable market data.
- Level 3 applies to assets or liabilities for which there are unobservable inputs to the valuation methodology that are significant to the measurement of the fair value of the assets or liabilities.

Determining which category an asset or liability falls within the hierarchy requires significant judgment.

The carrying amounts of financial instruments, which consist of cash and cash equivalents, accounts receivable, other current assets, accounts payable and other liabilities approximate their fair values due to the short-term nature of these instruments.

**(s) Non-controlling interest** - Non-controlling interests have been reported as a component of equity in the consolidated balance sheets and consolidated statements of changes of equity and comprehensive income for all periods presented.

## HIGHWAY HOLDINGS LIMITED

### NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - continued (In thousands of U.S. dollars, except for shares and per share data)

#### 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES - continued

**(t) Stock-based compensation** – The Group adopted the provisions of ASC Topic 718 which requires the Group to measure and recognize compensation expenses for an award of an equity instrument based on the grant-date fair value. The cost is recognized over the vesting period (or the requisite service period). Further, ASC Topic 718 requires the Group to estimate forfeitures in calculating the expense related to stock-based compensation.

The fair value of each option award is estimated on the date of grant using the Black-Scholes Option Valuation Model, and recognized as expenses (a) immediately at the grant date if no vesting conditions are required; and (b) for share options or restricted shares granted with only service conditions, using the straight-line vesting method, over the vesting period. The expected volatility was based on the historical volatilities of the Company's listed common stocks in the United States and other relevant market information. The Company uses historical data to estimate share option exercises and employee departure behavior used in the valuation model. The expected terms of share options granted is derived from the output of the option pricing model and represents the period of time that share options granted are expected to be outstanding. Since the share options once exercised will primarily trade in the U.S. capital market, the risk-free rate for periods within the contractual term of the share option is based on the U.S. Treasury yield curve in effect at the time of grant.

There were no grants to non-employee consultants after the effectiveness of ASU 2018-07—Compensation—stock compensation (Topic 718)—Improvements to nonemployee share-based payment accounting.

**(u) Leases** – On April 1, 2019, the Group adopted Accounting Standards Update No. 2016-02, Leases (Topic 842) (ASU 2016-02), as amended, which supersedes the lease accounting guidance under Topic 840, and generally requires lessees to recognize operating and financing lease liabilities and corresponding right-of-use (ROU) assets on the balance sheet and to provide enhanced disclosures surrounding the amount, timing and uncertainty of cash flows arising from leasing arrangements. The Group adopted the new guidance using the modified retrospective transition approach by applying the new standard to all leases existing at the date of initial application and not restating comparative periods. The most significant impact was the recognition of ROU assets and lease liabilities for operating leases.

On April 1, 2019, the Group adopted Topic 842 using the modified retrospective transition approach by applying the new standard to all leases existing at the date of initial application. Results and disclosure requirements for reporting periods beginning after April 1, 2019 are presented under Topic 842, while prior period amounts have not been adjusted and continue to be reported in accordance with its historical accounting under Topic 840.

The Group elected the package of practical expedients permitted under the transition guidance, which allowed it to carry forward its historical lease classification, its assessment on whether a contract was or contains a lease, and its initial direct costs for any leases that existed prior to April 1, 2019. The Group also elected to combine its lease and non-lease components and to keep leases with an initial term of 12 months or less off the balance sheet and recognize the associated lease payments in the consolidated statements of income on a straight-line basis over the lease term.

## HIGHWAY HOLDINGS LIMITED

### NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - continued (In thousands of U.S. dollars, except for shares and per share data)

#### 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES - continued

##### (u) Leases - continued

Upon adoption, the Group recognized total ROU assets of \$2,184, with corresponding liabilities of \$1,275 on the consolidated balance sheets. The ROU assets include adjustments for prepayments and accrued lease payments. The adoption of the new lease standard does not have significant impact on the consolidated statements of comprehensive income and cash flows and there was no adjustment to the beginning retained earnings on April 1, 2019.

Under Topic 842, the Group determines if an arrangement is a lease at inception. ROU assets and liabilities are recognized at commencement date based on the present value of remaining lease payments over the lease term. For this purpose, the Group considers only payments that are fixed and determinable at the time of commencement. As most of its leases do not provide an implicit rate, it uses its incremental borrowing rate based on the information available at commencement date in determining the present value of lease payments. The Group's incremental borrowing rate is a hypothetical rate based on its understanding of what its credit rating would be. The ROU asset also includes any lease payments made prior to commencement and is recorded net of any lease incentives received. The Group's lease terms may include options to extend or terminate the lease when it is reasonably certain that it will exercise such options.

Operating leases are included in operating lease right-of-use assets, operating lease liabilities, current and non-current operating lease liabilities, on the consolidated balance sheets.

**(v) Recently Adopted Accounting Standards** – In June 2016, the FASB issued ASU No. 2016-13, Financial Instruments-Credit Losses (Topic 326), which requires entities to measure all expected credit losses for financial assets held at the reporting date based on historical experience, current conditions, and reasonable and supportable forecasts. This replaces the existing incurred loss model and is applicable to the measurement of credit losses on financial assets measured at amortized cost. This guidance is effective for fiscal years beginning after December 15, 2019, and interim periods within those fiscal years. Early application will be permitted for all entities for fiscal years, and interim periods within those fiscal years, beginning after December 15, 2018. Adoption of the ASUs is on a modified retrospective basis. The Group applied the new standard beginning April 1, 2020 and the adoption did not have a material impact on the Group's consolidated financial statements.

In August 2018, the FASB issued ASU 2018-13, Fair Value Measurement (Topic 820): Disclosure Framework-Changes to the Disclosure Requirements for Fair Value Measurement, which modifies the disclosure requirements for Level 1, Level 2 and Level 3 instruments in the fair value hierarchy. The guidance is effective for fiscal years beginning after December 15, 2019, and interim periods within those fiscal years, with early adoption permitted for any eliminated or modified disclosures. The Group applied the new standard beginning April 1, 2020 and the adoption did not have a material impact on the Group's consolidated financial statements.

## HIGHWAY HOLDINGS LIMITED

### NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - continued (In thousands of U.S. dollars, except for shares and per share data)

#### 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES - continued

**(v) Recently Adopted Accounting Standards** - continued - In January 2017, the FASB issued ASU No. 2017-04, Simplifying the Test for Goodwill Impairment. The guidance removes Step 2 of the goodwill impairment test, which requires a hypothetical purchase price allocation. A goodwill impairment will now be the amount by which a reporting unit's carrying value exceeds its fair value, not to exceed the carrying amount of goodwill. The guidance should be adopted on a prospective basis for the annual or any interim goodwill impairment tests beginning after December 15, 2019. Early adoption is permitted for interim or annual goodwill impairment tests performed on testing dates after January 1, 2017. The Group applied the new standard beginning April 1, 2020 and the adoption did not have a material impact on the Group's consolidated financial statements.

**(w) Accounting standards issued but not adopted as of March 31, 2021** - In December 2019, the FASB issued ASU 2019-12, Income Taxes (Topic 740): Simplifying the Accounting for Income Taxes, which simplifies the accounting for income taxes, eliminates certain exceptions within ASC 740, Income Taxes, and clarifies certain aspects of the current guidance to promote consistent application among reporting entities. The guidance is effective for fiscal years beginning after December 15, 2020, and interim periods within those fiscal years, with early adoption permitted. Upon adoption, we must apply certain aspects of this standard retrospectively for all periods presented while other aspects are applied on a modified retrospective basis through a cumulative-effect adjustment to retained earnings as of the beginning of the fiscal year of adoption. The Group is currently evaluating the impact that the standard will have on its consolidated financial statements and related disclosures.

In March 2020, the FASB issued ASU 2020-04, Reference Rate Reform (Topic 848) ("ASU 2020-04"). ASU 2020-04 contains practical expedients for reference rate reform related activities that impact debt, leases, derivatives and other contracts. The guidance in ASU 2020-04 is optional and may be elected over time as reference rate reform activities occur. The Group continues to evaluate the impact of the guidance and may apply the elections as applicable as changes in the market occur.

In August 2020, the FASB issued ASU 2020-06, Debt - Debt with Conversion and Other Options (Subtopic 470- 20) and Derivatives and Hedging - Contracts in Entity's Own Equity (Subtopic 815-40): Accounting for Convertible Instruments and Contracts in an Entity's Own Equity ("ASU 2020-06"), which simplifies the accounting for certain financial instruments with characteristics of liabilities and equity. This ASU (1) simplifies the accounting for convertible debt instruments and convertible preferred stock by removing the existing guidance in ASC 470-20, Debt: Debt with Conversion and Other Options, that requires entities to account for beneficial conversion features and cash conversion features in equity, separately from the host convertible debt or preferred stock; (2) revises the scope exception from derivative accounting in ASC 815-40 for freestanding financial instruments and embedded features that are both indexed to the issuer's own stock and classified in stockholders' equity, by removing certain criteria required for equity classification; and (3) revises the guidance in ASC 260, Earnings Per Share, to require entities to calculate diluted earnings per share ("EPS") for convertible instruments by using the if-converted method. In addition, entities must presume share settlement for purposes of calculating diluted EPS when an instrument may be settled in cash or shares.

## HIGHWAY HOLDINGS LIMITED

### NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - continued (In thousands of U.S. dollars, except for shares and per share data)

#### 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES - continued

**(v) Accounting standards issued but not adopted as of March 31, 2021** - continued - For SEC filers, excluding smaller reporting companies, ASU 2020-06 is effective for fiscal years beginning after December 15, 2021 including interim periods within those fiscal years. Early adoption is permitted, but no earlier than fiscal years beginning after December 15, 2020. For all other entities, ASU 2020-06 is effective for fiscal years beginning after December 15, 2023, including interim periods within those fiscal years. Entities should adopt the guidance as of the beginning of the fiscal year of adoption and cannot adopt the guidance in an interim reporting period. The Group is currently evaluating the impact that ASU 2020-06 may have on its consolidated financial statements and related disclosures.

#### 3. INCOME TAXES

Income is subject to tax in the various countries in which the Group operates.

No income tax arose in the United States of America in any of the periods presented.

The Company is not taxed in the British Virgin Islands.

The Group's operating subsidiaries, other than Nissin Metal and Plastic (Shenzhen) Company Limited ("Nissin PRC") and Kayser Myanmar Manufacturing Company Ltd. ("Kayser Myanmar"), are all incorporated in Hong Kong and are subject to Hong Kong taxation on income derived from their activities conducted in Hong Kong. Hong Kong Profits Tax has been calculated at 16.5% of the estimated assessable profit for the years ended March 31, 2019, 2020 and 2021.

As of March 21, 2018, the Hong Kong Legislative Council passed The Inland Revenue (Amendment) (No. 7) Bill 2017 (the "Bill") which introduces the two-tiered profits tax rates regime. The Bill was signed into law on March 28, 2018 and was gazetted on the following day. Under the two-tiered profits tax rates regime, the first HK\$2 million (equivalent to \$257) of profits of the qualifying group entity will be taxed at 8.25%, and profits above HK\$2 million will be taxed at 16.5%. The profits of group entities not qualifying for the two-tiered profits tax rates regime will continue to be taxed at a flat rate of 16.5%. The Group has selected Kayser Limited ("Kayser") as the qualified entity under two-tiered profit tax rates regime and the remaining Hong Kong based subsidiaries are not qualifying under the regime and continue to be taxed at 16.5%.

Nissin PRC, which is established and operated in China, is subject to the uniform income tax rate of 25% in China.

HIGHWAY HOLDINGS LIMITED

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - continued  
(In thousands of U.S. dollars, except for shares and per share data)

3. INCOME TAXES - continued

The Group's manufacturing operations were conducted mainly in Long Hua, Shenzhen and Yangon of Myanmar during the years ended March 31, 2019, 2020 and 2021. However, Kayser Myanmar enjoyed a tax exemption for the period through the end of December 31, 2017 and was subject to an income tax rate of 25% starting from January 1, 2018 onward.

The components of (loss) income before income taxes are as follows:

	Year ended March 31,		
	<u>2019</u>	<u>2020</u>	<u>2021</u>
	\$	\$	\$
Hong Kong .....	(850)	673	(233)
China .....	398	229	(458)
Myanmar .....	(242)	(6)	91
	<u>(694)</u>	<u>896</u>	<u>(600)</u>

Income tax (credit) expense consists of the following:

	Year ended March 31,		
	<u>2019</u>	<u>2020</u>	<u>2021</u>
	\$	\$	\$
Current tax:			
Hong Kong			
Current tax .....	4	11	5
(Over)/under provision in prior year .....	(30)	-	7
China			
Current tax .....	-	-	-
Myanmar			
Current tax .....	-	-	-
Deferred tax .....	-	198	(158)
Total	<u>(26)</u>	<u>209</u>	<u>(146)</u>

HIGHWAY HOLDINGS LIMITED

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - continued  
(In thousands of U.S. dollars, except for shares and per share data)

3. INCOME TAXES - continued

A reconciliation between income taxes computed by applying the Hong Kong profits tax rate to profit/loss before income taxes, the income taxes are as follows:

	Year ended March 31,		
	<u>2019</u> %	<u>2020</u> %	<u>2021</u> %
Profits tax rate in Hong Kong.....	16.5	16.5	16.5
Non-deductible items/non-taxable income .....	3.3	26.9	25.5
Changes in valuation allowances .....	(0.4)	1.1	(18.4)
Overprovision of profits tax in prior year .....	4.3	-	(1.1)
Effect of different tax rate of subsidiaries operating in other jurisdictions .....	(1.9)	1.8	5.7
Tax effect of tax losses not recognized .....	(30.0)	0.1	2.0
Utilization of tax losses previously not recognized .....	12.7	(11.6)	(6.8)
Others.....	(0.8)	(11.5)	0.9
Effective tax rate.....	<u>3.7</u>	<u>23.3</u>	<u>24.3</u>

Deferred income tax liabilities (assets) are as follows:

	As of March 31,	
	<u>2020</u> \$	<u>2021</u> \$
Deferred tax liabilities:		
Deferred severance payment .....	-	392
Property, plant and equipment.....	5	5
Operating lease right-of-use assets .....	829	632
Total deferred tax liabilities.....	<u>834</u>	<u>1,029</u>
Deferred tax assets:		
Lease liabilities .....	(605)	(421)
Tax loss carryforwards .....	(478)	(520)
Deferred deductible expenses.....	(74)	(74)
Valuation allowance .....	552	593
Total deferred tax assets .....	<u>(605)</u>	<u>(422)</u>
Net deferred tax liabilities .....	<u>229</u>	<u>607</u>

## HIGHWAY HOLDINGS LIMITED

### NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - continued (In thousands of U.S. dollars, except for shares and per share data)

#### 3. INCOME TAXES - continued

Movement of valuation allowances are as follows:

	Year ended March 31,		
	2019	2020	2021
	\$	\$	\$
At the beginning of the year .....	548	668	552
Current year addition (reduction) .....	120	(116)	41
At the end of the year	668	552	593

A valuation allowance has been provided on the deferred tax asset because the Group believes it is not more than likely that the asset will be realized. As of March 31, 2020 and 2021, a valuation allowance was provided for the deferred tax asset relating to the future benefit of net operating loss carryforward and deferred deductible expenses, as the management determined that the net operating loss carryforward and deferred deductible expenses were not more likely than not to be utilized. If events occur in the future that allows the Group to realize more of its deferred tax assets than the presently recorded amount, an adjustment to the valuation allowance will be made when those events occur.

As of March 31, 2020 and 2021, tax losses amounting to approximately \$2,723 and \$2,972, respectively. As of March 31, 2021, the tax losses carried forward of \$242 and \$99, respectively, are to expire during the years ending March 31, 2024 and 2026, respectively. As of March 31, 2020 and 2021, the other tax losses carried forward of \$2,382 and \$2,631, respectively may be carried forward indefinitely.

Uncertainties exist with respect to how China's current income tax law applies to the Group's overall operations, and more specifically, with regard to tax residency status. China's Enterprise Income Tax ("EIT") Law includes a provision specifying that legal entities organized outside of China will be considered residents for China income tax purposes if their place of effective management or control is within China. The Implementation Rules to the EIT Law provides that non-resident legal entities will be considered as China residents if substantial and overall management and control over the manufacturing and business operations, personnel, accounting, properties, etc. occur within China. The Company does not believe that its legal entities organized outside of China should be treated as residents for the EIT Law's purposes. Substantially, the Company's overall management and business operation are located outside China. The Company does not expect any significant adverse impact on the Company's consolidated results of operations.

The Group has made its assessment of the level of the tax authority for each tax position (including the potential application of interest and penalties) based on the technical merits and has measured the unrecognized tax benefits associated with the tax positions. Based on the evaluation by the Group, it was concluded that there are no significant uncertain tax positions requiring recognition in the consolidated financial statements.

HIGHWAY HOLDINGS LIMITED

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - continued  
(In thousands of U.S. dollars, except for shares and per share data)

3. INCOME TAXES - continued

The Group classifies interest and/or penalties related to unrecognized tax benefits as a component of income tax provisions; however, as of March 31, 2020 and 2021, there is no interest and penalties related to uncertain tax positions, and the Group has no material unrecognized tax benefit which would favourably affect the effective income tax rate in future periods. The Group does not anticipate any significant increases or decreases to its liability for unrecognized tax benefit within the next twelve months. The fiscal years 2011 to 2021 remain subject to examination by the Hong Kong tax authority.

4. CASH AND CASH EQUIVALENTS

Cash and cash equivalents consisted of the following:

	<u>As of March 31,</u>	
	<u>2020</u>	<u>2021</u>
	\$	\$
Cash on hand .....	12	37
Bank deposits.....	8,815	7,720
	<u>8,827</u>	<u>7,757</u>

5. ACCOUNTS RECEIVABLE, NET

Accounts receivable, net is analyzed as follows:

	<u>As of March 31,</u>	
	<u>2020</u>	<u>2021</u>
	\$	\$
Accounts receivable.....	2,008	973
Less: expected credit loss provision.....	-	-
	<u>2,008</u>	<u>973</u>

Details of the movements of the expected credit loss provision are as follows:

	<u>Year ended March 31,</u>		
	<u>2019</u>	<u>2020</u>	<u>2021</u>
	\$	\$	\$
At beginning of year .....	-	-	-
Provision for the year .....	-	-	-
	<u>-</u>	<u>-</u>	<u>-</u>
At end of year .....	-	-	-

HIGHWAY HOLDINGS LIMITED

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - continued  
(In thousands of U.S. dollars, except for shares and per share data)

6. INVENTORIES, NET

Inventories consisted of the following:

	<u>As of March 31,</u>	
	<u>2020</u>	<u>2021</u>
	\$	\$
Raw materials .....	1,346	1,574
Work in progress .....	234	263
Finished goods.....	420	401
	<u>2,000</u>	<u>2,238</u>

Slow moving inventories amounting to \$419, \$39 and \$125 were written off during the years ended March 31, 2019, 2020 and 2021, respectively.

7. PREPAID EXPENSES AND OTHER CURRENT ASSETS

Prepaid expenses and other current assets consisted of the following:

	<u>As of March 31,</u>	
	<u>2020</u>	<u>2021</u>
	\$	\$
Prepaid expenses.....	129	198
Payment in advance.....	140	291
Deposits .....	108	3
Other .....	11	21
Less: expected credit loss provision.....	-	-
	<u>388</u>	<u>513</u>

8. PROPERTY, PLANT AND EQUIPMENT, NET

Property, plant and equipment, net consisted of the following:

	<u>As of March 31,</u>	
	<u>2020</u>	<u>2021</u>
	\$	\$
At cost:		
Machinery and equipment .....	12,135	11,738
Furniture and fixtures .....	90	91
Leasehold improvements.....	1,120	1,114
Motor vehicles .....	162	167
Total.....	13,507	13,110
Less: Accumulated depreciation and impairment.....	(12,629)	(12,277)
Property, plant and equipment, net.....	<u>878</u>	<u>833</u>

HIGHWAY HOLDINGS LIMITED

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - continued  
(In thousands of U.S. dollars, except for shares and per share data)

8. PROPERTY, PLANT AND EQUIPMENT, NET – continued

Depreciation expense incurred for the years ended March 31, 2019, 2020 and 2021 were \$261, \$145 and \$159, respectively.

Impairment of property, plant and equipment amounting to \$233, \$nil and \$nil incurred during the years ended March 31, 2019, 2020 and 2021, respectively.

9. INVESTMENTS IN EQUITY METHOD INVESTEES

The following table provides a reconciliation of the investments in equity method investees in the Group's consolidated balance sheets as of March 31, 2020 and 2021 and the amount of underlying equity in net assets of the equity investees:

	<u>As of March 31,</u>	
	<u>2020</u>	<u>2021</u>
	\$	\$
The Group's proportionate share of equity in the net assets of equity investees .....	5	5
Less: Accumulated impairment losses recognized .....	<u>(5)</u>	<u>(5)</u>
Investments in equity investees reported in the consolidated balance sheets.....	<u>-</u>	<u>-</u>

As of December 31, 2020 and 2021, investment in equity method investees represented the 50% equity interest in Kayser Technik (Overseas) Inc. (K.T.I) ("Kayser Technik (Overseas)"), a company incorporated in Republic of Panama, which was formerly engaged in the trading of camera batteries, films, and disposable cameras. Kayser Technik (Overseas) was inactive, and the investment was fully impaired as of March 31, 2020 and 2021.

10. ACCRUED EXPENSES AND OTHER CURRENT LIABILITIES

Accrued expenses and other current liabilities consisted of the following:

	<u>As of March 31,</u>	
	<u>2020</u>	<u>2021</u>
	\$	\$
Accrued payroll .....	134	136
Accrued housing allowance.....	214	271
Accrued other social benefits .....	1,167	1,304
Deposits received from customers .....	39	72
Accrued audit fee.....	430	228
Others.....	<u>310</u>	<u>336</u>
	<u>2,294</u>	<u>2,347</u>

HIGHWAY HOLDINGS LIMITED

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - continued  
(In thousands of U.S. dollars, except for shares and per share data)

10. ACCRUED EXPENSES AND OTHER CURRENT LIABILITIES – continued

Accrued other social benefits represented the provision of employment termination payments based on management approved restructuring plan for relocating its manufacturing facilities based on China’s Labor laws. The restructuring plan is currently in process and expected to be completed within twelve months from March 31, 2021. The provision amount is reasonably estimated based on China’s Labor laws and management estimation of acceptance rate.

11. LEASES

On March 21, 2020 , the Group entered into two lease agreements for executive and administrative offices in Hong Kong, under three-year leases that expire in March 2023.

On March 1, 2020 , the Group entered into two lease agreements for factory space and dormitories located in Shenzhen, China that expire in February 2023.

On March 29, 2019, the Group entered into a lease agreement for factory space located in Yangon, Myanmar that expire in March 2069. The lease for the factory space has a term of 50 years, Kayser Myanmar has the option to extend the lease term for two consecutive 10-year terms on the same terms and conditions as in effect for the initial 50-year period. Kayser Myanmar is obligated under the lease to make monthly lease payment equal to 10 million Myanmar Kyat (equivalent to \$7.1 per month as of March 31, 2021).

During the year ended March 31, 2019, Kayser Myanmar has paid Konig Company \$950 as prepaid rent under the lease, approximately 12 years of rental payments.

	2020	2021
	\$	\$
Operating lease cost.....	<u>991*</u>	<u>731*</u>
Weighted Average Remaining Lease Term - Operating leases	7.51years	9.06 years
Weighted Average Discount Rate - Operating leases.....	7.63%	8.17%

\*Included unconditional government subsidy \$289 and \$66 for factory space and dormitories located in Shenzhen in 2020 and 2021 respectively.

## HIGHWAY HOLDINGS LIMITED

### NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - continued (In thousands of U.S. dollars, except for shares and per share data)

#### 11. LEASES – continued

The following is a schedule, by years, of maturities of lease liabilities as of March 31, 2021

	<u>Operating leases</u> \$
Year ending March 31,	
2022 .....	823
2023 .....	802
2024 .....	-
2025 .....	-
2026 .....	-
Thereafter.....	<u>3,275</u>
Total undiscounted cash flows .....	4,900
Less: imputed interest.....	<u>(2,937)</u>
Present value of lease liabilities	<u><u>1,963</u></u>

#### 12. CAPITAL COMMITMENTS AND CONTINGENCIES

As of March 31, 2020 and 2021, the Group had commitments for capital expenditure contracted for but not provided in the consolidated financial statements in respect of the acquisition of property, plant and equipment of \$nil and \$50, respectively.

#### 13. TREASURY STOCK

As of March 31, 2020 and 2021, no shares were held in treasury and were not eligible to vote.

#### 14. CONCENTRATIONS OF CREDIT RISK AND MAJOR CUSTOMERS

The Group's financial instruments that are exposed to concentrations of credit risk consist primarily of its cash and cash equivalents and trade receivables.

The Group's cash and cash equivalents are high-quality deposits placed with banking institutions with high credit ratings. This investment policy limits the Group's exposure to concentrations of credit risk.

The trade receivable balances largely represent amounts due from the Group's principal customers who are generally international organizations with high credit ratings. Letters of credit are the principal security obtained to support lines of credit or negotiated contracts from a customer. As a consequence, related credit risk is limited.

HIGHWAY HOLDINGS LIMITED

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - continued  
(In thousands of U.S. dollars, except for shares and per share data)

14. CONCENTRATIONS OF CREDIT RISK AND MAJOR CUSTOMERS – continued

Accounts receivable from the three customers with the largest receivable balances or customers that individually comprised 10% or more of receivable balance as of March 31, 2020 and 2021 are as follows:

	Percentage of accounts receivable	
	<u>2020</u> %	<u>2021</u> %
Customer A.....	47.4	43.5
Customer B.....	**	12.2
Customer C.....	18.4	10.8
Customer D.....	7.1	**
Customer E.....	**	12.1
Three largest receivable balances.....	<u>72.9</u>	<u>78.6</u>

\*\* Not among the top three receivable balances or individually comprised 10% or more of receivable balance as of respective year end.

A substantial percentage of the Group's sales are made to three customers and are typically on an open account basis. Customers accounting for 10% or more of total revenue from contracts with customers in any of the years ended March 31, 2019, 2020 and 2021 are as follows:

	Year ended March 31,		
	<u>2019</u> %	<u>2020</u> %	<u>2021</u> %
Customer A (note a).....	47.7	48.2	46.6
Customer B (note a).....	18.0	20.8	25.9
Customer C (note b).....	11.2	**	**
	<u>76.9</u>	<u>69.0</u>	<u>72.5</u>

\*\* Comprised less than 10% of net revenue for the respective year end.

Notes:

- (a) Sales to this customer were reported in both of the Metal Stamping and Mechanical OEM and Electric OEM operating segments.
- (b) Sales to this customer were reported in the Electric OEM operating segment.

HIGHWAY HOLDINGS LIMITED

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - continued  
(In thousands of U.S. dollars, except for shares and per share data)

15. NET (LOSS) INCOME PER SHARE

The following table sets forth the computation of basic and diluted net (loss) income per share for years indicated:

	Year ended March 31,		
	<u>2019</u>	<u>2020</u>	<u>2021</u>
	\$	\$	\$
Net (loss) income attributable to Highway Holdings Limited's shareholders, basic and diluted.....	(630)	686	(461)
Shares:			
Weighted average common shares used in computing basic net (loss) income per share .....	3,801,874	3,909,976	4,006,400
Net (loss) income per share, basic.....	(0.17)	0.18	(0.12)

There were no dilutive securities for the year ended March 31, 2019.

For the year ended March 31, 2020, stock options to purchase 385,000 shares of the Company's stock were excluded from the EPS calculation, as their effects were anti-dilutive.

For the year ended March 31, 2021, stock options to purchase 365,000 shares of the Company's stock were excluded from the EPS calculation, as their effects were anti-dilutive.

16. STAFF RETIREMENT PLANS

The Group operates a Mandatory Provident Fund ("MPF") scheme for all qualifying employees in Hong Kong. The MPF is a defined contribution scheme and the assets of the scheme are managed by a trustee independent of the Group.

The MPF is available to all employees aged 18 to 64 with at least 60 days of service under the employment of the Group in Hong Kong. Contributions are made by the Group to the MPF at a rate of 5% based on each employee's relevant compensation, subject to a cap of HK\$1,500 (equivalent to \$0.19) per month.

The Group's full-time employees in China participate in a government-mandated multiemployer defined contribution plan pursuant to which certain medical care unemployment insurance, employee housing fund and other welfare benefits are provided to employees. The China labor regulations require the Group to accrue for these benefits based on certain percentages of the employees' salaries. No forfeited contributions may be used by the employer to reduce the existing level of contributions.

## HIGHWAY HOLDINGS LIMITED

### NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - continued (In thousands of U.S. dollars, except for shares and per share data)

#### 16. STAFF RETIREMENT PLANS - continued

Under the Social Security Schemes in Myanmar, the Group was required registration of its employees with the Social Security Board. Contributions are made by the Group to the social security plan at a rate of 3% based on each employee's relevant compensation, subject to a cap of 9,000 Kyat (equivalent to \$0.006) per month.

There is no gratuity/end of service/pension entitlements stipulated under Myanmar law for private sector employees. Presently there is no pension plan required by Myanmar law compelling private sector employees or employers to make pension contributions. The Group does not provide additional private pension plans to its employees in Myanmar.

The cost of the Group's contribution to the staff retirement plans in Hong Kong and China amounted to \$114, \$223 and \$163 for the years ended March 31, 2019, 2020 and 2021, respectively.

#### 17. STOCK OPTIONS AND RESTRICTED SHARES

The Group has adopted the "2010 Stock Option and Restricted Stock Plan" (the "2010 Option Plan"). The 2010 Option Plan is administered by the Compensation Committee appointed by the Board of Directors, which determines the terms of the options granted, including the exercise price, the number of common shares subject to the option and the option's exercisability. Unless otherwise specified by the Compensation Committee, the maximum term of options granted under the 2010 Option Plan is five years.

Under the 2010 Option Plan, the Group is authorized to grant options, and to issue restricted shares, for a total of 600,000 shares. On August 8, 2019, the Board of Directors of the Company granted awards for a total of 585,000 shares of stock options and restricted shares under the Company's 2010 Option Plan. The awards consisted of 160,000 non-qualified share options to 20 key employees, 250,000 non-qualified share options to 7 directors of the Company, including 60,000 options to the Company's Chief Executive Officer and Chairman of the Board, and 175,000 restricted shares to 12 managers and key employees.

The stock options are fully vested, have a five-year term, and an exercise price of \$1.97 (the closing price of the Company's common stock on August 7, 2019). The restricted shares granted will vest in five years, on August 8, 2024. In the event that any recipient's employment with the Company or its subsidiaries is terminated before August 8, 2024, the Company will have the right to repurchase the restricted shares at a price of \$0.01 per share.

On June 20, 2020, the Board of Directors of the Company granted awards for a total of 40,000 shares options to two directors under the Company's 2010 Option Plan.

HIGHWAY HOLDINGS LIMITED

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - continued  
(In thousands of U.S. dollars, except for shares and per share data)

17. STOCK OPTIONS AND RESTRICTED SHARES - continued

On June 20, 2020, the Group has adopted the “2020 Stock Option and Restricted Stock Plan” (the “2020 Option Plan”). Under the 2020 Option Plan, the Company is authorized to grant options, and to issue restricted shares, for a total of 500,000 shares. The 2020 Option Plan is administered by the Compensation Committee appointed by the Board of Directors, which determines the terms of the options granted, including the exercise price, the number of common shares subject to the option and the option’s exercisability. Unless otherwise specified by the Compensation Committee, the maximum term of options granted under the 2020 Option Plan is five years.

No options have been granted under the 2020 Option Plan.

On January 4, 2021, the Board of Directors granted awards for a total of 15,000 restricted shares at share price \$4.12 to three consultants (5,000 restricted shares to each consultant) based in Germany under the 2020 Option Plan. The number of restricted shares to be vested will be based on the aggregate amount of qualified revenues brought by the consultants to the Group during the 3-year vesting period from January 4, 2021 to January 4, 2024.

*Stock Options Issued to Directors and Key Employees*

For the year ended March 31, 2020, 410,000 stock options were granted by the Company. The fair value of options granted to employees and directors in fiscal year 2020 was \$0.33 per stock option, which was estimated on the date of grant using the Black-Scholes Option Valuation Model:

	<u>2020</u>
Stock price .....	\$1.97
Risk-free interest rate.....	1.66%
Expected life .....	2.5 years
Expected volatility .....	41.83%
Expected dividend yield .....	8%

For the year ended March 31, 2021, 40,000 stock options were granted by the Company. The fair value of options granted to directors in fiscal year 2021 was \$0.66 per stock option. It was estimated on the date of grant using the Black-Scholes Option Valuation Model:

	<u>2021</u>
Stock price .....	\$2.42
Risk-free interest rate.....	0.22%
Expected life .....	2.5 years
Expected volatility .....	53.56%
Expected dividend yield .....	8%

HIGHWAY HOLDINGS LIMITED

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - continued  
(In thousands of U.S. dollars, except for shares and per share data)

17. STOCK OPTIONS AND RESTRICTED SHARES - continued

The expected volatility was based on the volatilities of the Company's listed common stocks in the United States and other relevant market information. The risk-free interest rate is based on the U.S. Treasury yield curve in effect at the date of grant. The dividend yield assumption is based on the Group's history and expectation of dividend payouts. The expected life of employee stock options represents the weighted-average period the stock options are expected to remain outstanding.

For the year ended March 31, 2020 and 2021, compensation expense of \$135 and \$20 was included in selling, general and administrative expenses, respectively.

There was no unrecognized compensation cost related to non-vested stock options granted under the 2010 Option Plan, nor non-vested stock options as at March 31, 2020 and 2021.

A summary of stock option activity during the years ended March 31, 2020 and 2021 is as follows:

	Number of stock options	Weighted average exercise price \$	Weighted average remaining contractual life (years)
Outstanding as of April 1, 2019.....	-	-	-
Granted.....	410,000	1.97	-
Exercised.....	-	-	-
Cancelled .....	(25,000)	-	-
Outstanding as of March 31, 2020.....	<u>385,000</u>	<u>1.97</u>	<u>4.36</u>
Granted.....	40,000	2.42	-
Exercised.....	(40,000)	-	-
Cancelled .....	(20,000)	-	-
Outstanding as of March 31, 2021.....	<u>365,000</u>	<u>1.97</u>	<u>3.36</u>
Exercisable as of March 31, 2020.....	<u>385,000</u>	<u>1.97</u>	<u>4.36</u>
Exercisable as of March 31, 2021.....	<u>365,000</u>	<u>1.97</u>	<u>3.36</u>

The aggregate intrinsic values of the stock options outstanding as of March 31, 2020 and 2021 were \$23 and \$642, respectively. The intrinsic values of the stock options at March 31, 2020 and 2021 are the amount by which the market value of the Company's common stock of \$2.03 and \$3.73 as of March 31, 2020 and 2021, respectively, exceeds the exercise price of the option.

## HIGHWAY HOLDINGS LIMITED

### NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - continued (In thousands of U.S. dollars, except for shares and per share data)

#### 17. STOCK OPTIONS AND RESTRICTED SHARES - continued

##### *Restricted Shares Issued to Key Employees and Consultants*

For the year ended March 31, 2020, 175,000 restricted shares were granted to key employees under the 2010 Option Plan. The restricted shares will vest in five years. In the event that any recipient's employment with the Group is terminated before August 8, 2024, the Company will have the right to repurchase the restricted shares at a price of \$0.01 per share.

For the year ended March 31, 2021, a total of 15,000 restricted shares were granted to three consultants under the 2020 Option Plan. The number of restricted shares to be vested will be based on the aggregate amount of qualified revenues brought by the consultants to the Group during the 3-year vesting period from January 4, 2021 to January 4, 2024. On condition that the qualified revenues at the end of the vesting period do not meet the pre-agreed target, the number of restricted shares to be vested will be in proportion to the actual qualified revenues to the pre-agreed target. The fair value of these shares was \$4.12 based on the stock price per share on January 4, 2021, the date the awards were determined by the Compensation Committee of the Board.

The restricted shares granted under the 2010 Option Plan and the 2020 Option Plan resulted in a compensation expense of \$46 and \$73 for the years ended March 31, 2020 and 2021 respectively, which is included in selling, general and administrative expenses.

As of March 31, 2020 and 2021, there were respectively \$299 and \$287 unrecognized compensation cost related to non-vested restricted shares granted under the 2010 Option Plan and the 2020 Option Plan. The cost was expected to be recognized over a weighted-average period of 4.36 and 3.36 years respectively.

As of March 31, 2020 and 2021, the Company has the right to repurchase 175,000 and 190,000 restricted shares respectively at a price of \$0.01 per share when restricted shares be forfeited and reconveyed to the Company.

#### 18. SEGMENT INFORMATION

The Group's chief operating decision maker, who has been identified as the Company's Chief Executive Officer, evaluates segment performance and allocates resources based on several factors, of which the primary financial measure is operating income.

The Group operates in two segments, Metal stamping and mechanical OEM segment and Electric OEM segment. The Metal stamping and mechanical OEM segment focus on manufacturing and sale of metal parts and components. The Electric OEM segment focuses on manufacturing and sale of plastic and electronic parts and components.

Corporate represented expenses that are not allocated to reportable segments and other corporate items.

HIGHWAY HOLDINGS LIMITED

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - continued  
(In thousands of U.S. dollars, except for shares and per share data)

18. SEGMENT INFORMATION - continued

A summary of the revenue from contracts with customers, profitability information and asset information by segment and geographical areas is shown below:

	Year ended March 31,		
	<u>2019</u>	<u>2020</u>	<u>2021</u>
	\$	\$	\$
Revenue from contracts with customers:			
Metal stamping and Mechanical OEM .....	7,717	6,929	5,192
Electric OEM.....	6,560	5,629	3,976
Total revenue from contracts with customers .....	<u>14,277</u>	<u>12,558</u>	<u>9,168</u>
Operating (loss) income:			
Metal stamping and Mechanical OEM .....	(405)	458	(327)
Electric OEM.....	(250)	355	(207)
Corporate .....	(100)	(66)	(82)
Total operating (loss) income.....	<u>(755)</u>	<u>747</u>	<u>(616)</u>
Depreciation expense:			
Metal stamping and Mechanical OEM .....	133	83	90
Electric OEM.....	128	62	69
Total depreciation .....	<u>261</u>	<u>145</u>	<u>159</u>
Capital expenditure:			
Metal stamping and Mechanical OEM .....	398	53	50
Electric OEM.....	297	38	38
Total capital expenditure .....	<u>695</u>	<u>91</u>	<u>88</u>
		As of March 31,	
		<u>2020</u>	<u>2021</u>
		\$	\$
Total assets:			
Metal stamping and Mechanical OEM .....		9,753	7,874
Electric OEM.....		8,248	7,440
Corporate .....		168	172
Total assets.....		<u>18,169</u>	<u>15,486</u>

HIGHWAY HOLDINGS LIMITED

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - continued  
(In thousands of U.S. dollars, except for shares and per share data)

18. SEGMENT INFORMATION - continued

	<u>As of March 31,</u>	
	<u>2020</u>	<u>2021</u>
	\$	\$
Property, plant and equipment, net:		
Metal stamping and Mechanical OEM .....	520	474
Electric OEM.....	358	359
	<u>878</u>	<u>833</u>

All of the Group's sales are coordinated through its head office in Hong Kong. The Group considers revenues to be generated by geographic area based on the physical location of customers. The breakdown by geographic area is as follows:

	<u>Year ended March 31,</u>		
	<u>2019</u>	<u>2020</u>	<u>2021</u>
	\$	\$	\$
Revenue from contracts with customers:			
Hong Kong and China .....	2,794	2,186	1,554
Europe.....	10,901	9,790	7,269
Other Asian countries .....	128	-	37
North America.....	454	582	308
	<u>14,277</u>	<u>12,558</u>	<u>9,168</u>

All of the Group's property, plant and equipment are located in Hong Kong, China and Myanmar. The breakdown by geographic area is as follows:

	<u>As of March 31,</u>	
	<u>2020</u>	<u>2021</u>
	\$	\$
Property, plant and equipment, net:		
Hong Kong and China.....	127	98
Myanmar.....	751	735
	<u>878</u>	<u>833</u>

HIGHWAY HOLDINGS LIMITED

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - continued  
(In thousands of U.S. dollars, except for shares and per share data)

19. RELATED PARTY TRANSACTION

There are no material related party transactions for the years ended March 31, 2019, 2020 and 2021.

20. SUBSEQUENT EVENT

The Group has evaluated events from the year ended March 31, 2021 through the date the financial statements were issued. There were no subsequent events that need disclosure.

\* \* \* \* \*

## CORPORATE INFORMATION

### **Current Board of Directors:**

Roland W. Kohl, Chief Executive Officer  
Uri Bernhard Oppenheimer  
Tiko Aharonov  
George Leung Wing Chan  
Kevin Yang Kuang Yu  
Irene Wong Ping Yim  
Dirk Hermann, Ph.D.  
Heiko Sonnekalb

### **Officers:**

Roland W. Kohl, Chief Executive Officer  
Alan Chan, Chief Financial Officer, Secretary  
Ringo Tsang, Chief Operating Officer

### **Securities Listing:**

NASDAQ Capital Market  
Common Shares: HIHO

### **Registrar and Transfer Agent:**

Computershare  
C/O: Shareholder Services  
462 South 4th Street  
Suite 1600  
Louisville, KY 40202 U.S.A.  
Tel. (781) 575-2000

### **Corporate Offices:**

Suite 1801, Level 18  
Landmark North  
39 Lung Sum Avenue  
Sheung Shui  
New Territories  
Hong Kong  
Tel. (852) 2344-4248

### **Auditors:**

Centurion ZD CPA & Co.  
Hong Kong

### **Securities Counsel:**

TroyGould PC  
Los Angeles, California, USA

### **Investor Relations:**

Maier & Company, Inc.  
Los Angeles, California, USA  
Tel. (310) 471-1288  
gmaier@maierco.com

### **Website:**

<http://www.highwayholdings.com>



**A Fully Integrated Manufacturer for Components, Assemblies, Products**