

SAM WOO CONSTRUCTION GROUP LIMITED

三和建築集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(於開曼群島註冊成立的有限公司)

(Stock code 股份代號 : 3822)

ANNUAL REPORT 2026 年報



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Corporate Information

公司資料

BOARD OF DIRECTORS

Executive Directors

Mr. Lau Chun Ming (*Chairman*)
Mr. Lau Chun Ka
Ms. Lau Pui Shan

Independent Non-executive Directors

Mr. Chu Tak Sum
Mr. Ip Tin Chee, Arnold
Mr. Pang Tat Choi, Paul

AUDIT COMMITTEE

Mr. Ip Tin Chee, Arnold (*Chairman*)
Mr. Chu Tak Sum
Mr. Pang Tat Choi, Paul

NOMINATION COMMITTEE

Mr. Pang Tat Choi, Paul (*Chairman*)
Mr. Chu Tak Sum
Mr. Ip Tin Chee, Arnold
Mr. Lau Chun Ming
Ms. Lau Pui Shan

REMUNERATION COMMITTEE

Mr. Chu Tak Sum (*Chairman*)
Mr. Ip Tin Chee, Arnold
Mr. Pang Tat Choi, Paul
Mr. Lau Chun Ming

COMPANY SECRETARY

Mr. Chan Sun Kwong

AUTHORISED REPRESENTATIVES

Mr. Lau Chun Ming
Mr. Chan Sun Kwong

REGISTERED OFFICE

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

董事會

執行董事

劉振明先生 (*主席*)
劉振家先生
劉沛珊女士

獨立非執行董事

朱德森先生
葉天賜先生
彭達材先生

審核委員會

葉天賜先生 (*主席*)
朱德森先生
彭達材先生

提名委員會

彭達材先生 (*主席*)
朱德森先生
葉天賜先生
劉振明先生
劉沛珊女士

薪酬委員會

朱德森先生 (*主席*)
葉天賜先生
彭達材先生
劉振明先生

公司秘書

陳晨光先生

授權代表

劉振明先生
陳晨光先生

註冊辦事處

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

HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS IN HONG KONG

Unit 901, 9/F, Energy Plaza
92 Granville Road
Tsim Sha Tsui East
Kowloon
Hong Kong
Tel : (852) 2332-0783
Fax : (852) 2385-0793
Website : www.samwoo-group.com

PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

Conyers Trust Company (Cayman) Limited
Cricket Square, Hutchins Drive
P.O. Box 2681, Grand Cayman
KY1-1111, Cayman Islands

HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

Tricor Investor Services Limited
17/F, Far East Finance Centre
16 Harcourt Road
Hong Kong

AUDITOR

PricewaterhouseCoopers
*Certified Public Accountants and
Registered Public Interest Entity Auditor*

PRINCIPAL BANKERS

The Hong Kong and Shanghai Banking
Corporation Limited
Bank of China (Hong Kong) Limited
The Bank of East Asia, Limited
Chong Hing Bank Limited

STOCK CODE

3822

香港總部及主要營業地點

香港
九龍
尖沙咀東部
加連威老道92號
幸福中心9樓901室
電話：(852) 2332-0783
傳真：(852) 2385-0793
網址：www.samwoo-group.com

股份過戶登記總處

Conyers Trust Company (Cayman) Limited
Cricket Square, Hutchins Drive
P.O. Box 2681, Grand Cayman
KY1-1111, Cayman Islands

香港股份過戶登記分處

卓佳證券登記有限公司
香港
夏慤道16號
遠東金融中心17樓

核數師

羅兵咸永道會計師事務所
執業會計師及
註冊公眾利益實體核數師

主要往來銀行

香港上海滙豐銀行有限公司
中國銀行(香港)有限公司
東亞銀行有限公司
創興銀行有限公司

股份代號

3822

Chairman's Statement

主席報告

Dear Shareholders,

On behalf of the Board of Directors (the "Board"), I am pleased to present the annual report of Sam Woo Construction Group Limited (the "Company") together with its subsidiaries (the "Group") for the year ended 31 March 2026.

The Group achieved solid progress following the turnaround in the previous financial year. Revenue and profitability improved, supported by structural demand in public housing and infrastructure projects. Three major projects – the Lantau Island transport development, Yuen Long South and Yuen Long Long Bin public housing projects – contributed significantly to the Group's results.

Our strategy of focusing on the public sector has enhanced business stability and strengthened cash flow management. We believe demand in the public sector will continue to grow, sustaining our prospects in the medium to long term.

The Chief Executive's Policy Address outlined ambitious development plans to accelerate housing and land supply, establish a third Central Business District, and transform Hong Kong into an international innovation and technology hub. Key initiatives include the Northern Metropolis, Kau Yi Chau Artificial Island, and Tseung Kwan O Area 137.

Major transport projects – such as the Northern Metropolis Highway, Shatin Bypass, Tseung Kwan O–Yau Tong Tunnel, and new strategic rail links – will create a highly interconnected network to support Hong Kong's future growth. The Northern Metropolis alone, covering 300 square kilometers, is expected to accommodate one third of the city's population and generate extensive infrastructure opportunities over the next two decades. In addition, the government's public housing programme, targeting over 300,000 units in the coming decade, and the Hospital Authority's 10 year development plan will provide sustained demand for construction services.

各位股東：

本人謹此代表董事會（「董事會」）提呈三和建築集團有限公司（「本公司」）連同其附屬公司（「本集團」）截至2026年3月31日止年度的年報。

本集團在上一財政年度扭虧為盈後取得穩健發展。受惠於公營房屋及基建項目的結構性需求，集團收入及盈利能力均有所改善。三大項目（即大嶼山交通發展項目、元朗南及元朗朗邊公營房屋項目）貢獻本集團相當大部分業績。

我們專注於公營板塊的策略提升了業務穩定性並強化了現金流量管理。我們相信，公營板塊的需求將持續增長，支撐我們中長期的發展前景。

行政長官《施政報告》提出多項加快房屋及土地供應、設立第三個中央商務區並將香港轉型為國際創新科技樞紐的宏大發展計劃。重點項目包括北部都會區、交椅洲人工島及將軍澳137區。

大型交通項目（例如北部都會區高速公路、沙田繞道、將軍澳—油塘隧道及新的策略性鐵路連接線）將構建一個高度互聯的交通網絡，支持香港未來發展。單是北部都會區，覆蓋面積達300平方公里，預計將容納全港三分之一的人口，並在未來二十年帶來大量基建機遇。此外，政府未來十年的公營房屋計劃（目標超過300,000個單位）以及醫院管理局的十年發展計劃，將為建築服務帶來持續需求。

Despite these opportunities, the construction industry continues to face significant challenges. Hong Kong's economy remains subdued, with growth momentum weaker than expected. Global geopolitical tensions and supply chain disruptions have created volatility in material costs. The private property sector remains stagnant, with weak sentiment in residential and commercial investment reducing opportunities outside government-led projects. At the same time, competition for public works contracts is intense, placing pressure on margins and requiring disciplined cost management.

In this environment, the Group will continue to adopt cautious financial management, ensuring liquidity and balance sheet strength. By focusing on government-backed projects and maintaining operational efficiency, Sam Woo aims to weather industry headwinds while positioning for recovery.

The Board remains prudently optimistic about the long-term prospects of the construction market. As one of the most dependable contractors in the foundation segment, equipped with an extensive range of specialised machinery and equipment, the Group is well positioned to secure more projects and play an instrumental role in landmark developments in the years ahead.

To reward our shareholders, the Board declared an interim dividend of HK12 cents per share and already paid in December 2025.

I would like to take this opportunity to express my sincere appreciation to my fellow Board members, the management team, all staff members, suppliers, subcontractors, business partners, and most importantly, our shareholders and customers for their continued trust and support.

Mr. Lau Chun Ming

Chairman

Hong Kong

25 June 2026

儘管存在此等機遇，建築業仍面對重大挑戰。香港經濟持續疲弱，增長動力低於預期。全球地緣政治緊張局勢及供應鏈中斷，導致材料成本波動。私營地產市場仍然低迷，住宅及商業投資氣氛疲弱，減少了政府主導項目以外的機遇。同時，公營工程投標競爭激烈，對利潤率構成壓力，並要求嚴格的成本控制。

在此環境下，集團將繼續採取審慎的財務管理策略，確保流動資金及資產負債表穩健。透過專注於政府支持項目及維持營運效率，三和將致力抵禦行業逆風，同時為復甦做好部署。

董事會對建築市場的長遠前景保持審慎樂觀。作為地基工程領域中最可靠的承建商之一，集團配備廣泛的專業機械及設備，處於有利位置，能夠在未來數年爭取更多項目，並在地標發展項目中發揮關鍵作用。

為回饋股東，董事會宣派中期股息每股12港仙，並已於2025年12月派付。

本人謹藉此機會向董事會成員、管理團隊、員工、供應商、分包商、業務合作夥伴，以及最重要的股東和客戶的持續信賴和支持致以誠摯謝意。

主席

劉振明先生

香港

2026年6月25日

Management Discussion and Analysis

管理層討論與分析

The Board hereby presents the annual results of the Group for the year ended 31 March 2026 (the “Year”/“2026”), together with comparative figures from the previous year ended 31 March 2025 (the “Previous Year”/“2025”).

BUSINESS REVIEW

Group Revenue and Major Projects

The Group recorded a revenue of HK\$835 million for the Year (2025: HK\$881 million) attributable to a few major projects undertaken during the Year.

董事會謹此呈報本集團截至2026年3月31日止年度（「本年度」／「2026年」）的年度業績，連同截至2025年3月31日止上年度（「去年」／「2025年」）的比較數據。

業務回顧

集團收入及主要項目

於本年度，本集團錄得收入835,000,000港元（2025年：881,000,000港元），乃因本年度承接數個主要項目。

	As at 31 March 2026 Completion status 於2026年3月31日 完成的狀況	Expected Completion Date 預期完成日期	Estimated Remaining Contract Value 預計餘下合約金額 (HK\$ 港元) (Note 附註)
Lantau Island Transport Development 大嶼山交通發展	Almost completed 接近完成	N/A 不適用	N/A 不適用
Yuen Long South Public Housing 元朗南公營房屋	Completed 完成	N/A 不適用	N/A 不適用
Yuen Long Long Bin Public Housing 元朗朗邊公屋	Approx. 30% 約30%	2026 Q4 2026年第四季度	Approx. 290 million 約290百萬

Note: The above remaining contract values were determined with reference to internal estimates based on currently available information, and may be subsequently revised.

附註：以上餘下合約金額乃參照目前資訊所作出的內部估計，稍後有可能更改。

Management Discussion and Analysis

管理層討論與分析

Lantau Island Transport Development

This project was awarded around August 2024, with contract value of approximately HK\$846 million (including contingencies and provisional sums) for bored pile works of a public transport development.

This project has been almost completed and contributed approximately 57% of the Group's revenue for the Year.

Yuen Long South Public Housing

This project was awarded around February 2025, with contract value of approximately HK\$316 million (including contingencies and provisional sums) for bored pile works of a public housing development.

This project has been completed, and contributed approximately 19% of the Group's revenue for the Year.

Yuen Long Long Bin Public Housing

This project was awarded around August 2025, with contract value of approximately HK\$415 million (including contingencies and provisional sums) for bored pile works of a public housing development.

This project contributed approximately 15% of the Group's revenue for the Year.

Other projects

Other projects of the Group contributed to approximately 9% of the Group's revenue for the Year.

大嶼山交通發展項目

此項目大約於2024年8月中標，其合約金額約為8.46億港元（包括應急及備用款項）。此項目為公營交通發展項目的鑽孔樁工程合約。

此項目已接近竣工，於本年度佔本集團收入約57%。

元朗南公營房屋

此項目大約於2025年2月中標，其合約金額約為3.16億港元（包括應急及備用款項）。此項目為公營房屋發展項目的鑽孔樁工程合約。

此項目已竣工，於本年度佔本集團收入約19%。

元朗朗邊公營房屋

此項目於2025年8月中標，其合約金額約為4.15億港元（包括應急及備用款項）。此項目為公營房屋發展項目的鑽孔樁工程合約。

此項目於本年度佔本集團收入約15%。

其他項目

本集團其他項目於本年度佔本集團收入約9%。

Management Discussion and Analysis

管理層討論與分析

BUSINESS OUTLOOK

The construction industry in Hong Kong continues to face a challenging near term environment. Government fiscal constraints have slowed the pace of new tenders, resulting in fewer opportunities across the sector. Recovery is anticipated from mid 2026 onwards, with new public housing project tenders expected in Hung Shui Kiu and Kwu Tung, which should provide a more visible pipeline of work for contractors.

At present, the Group has one major project on hand – the Yuen Long Long Bin public housing development – following the recent completion of other significant contracts. Meanwhile, the Group remains committed to bidding for new projects. However, the slowdown in tender activity has intensified competition in the market. This, combined with global geopolitical tensions driving up fuel prices and increasing transport and construction material costs, has placed pressure on margins and heightened the need for prudent cost control.

In response, the Group will adopt a cautious approach in managing costs, cash flows, and liquidity, ensuring financial resilience during this low season while positioning itself to capture opportunities as tender activity resumes.

業務展望

香港建築業短期內仍面對挑戰。由於政府財政趨緊，新招標項目步伐放緩，業界機會減少。預計由2026年中開始，情況會逐步好轉，洪水橋及古洞一帶將陸續推出新公營房屋項目招標，屆時應能為承建商提供更明確的工程項目儲備。

目前，集團手頭上有一個主要項目—元朗朗邊公營房屋發展項目，而其他主要合約已於近期相繼完工。同時，集團繼續參與新項目投標。然而，招標活動放緩已令市場競爭更為激烈。加上全球地緣政治局勢緊張，推高了燃料價格，運輸及建築材料成本隨之上升，對利潤率構成壓力，亦更加突顯審慎控制成本的必要。

有見及此，集團將採取審慎的策略管理成本、現金流及流動資金，確保在行業淡季期間維持財務穩健，同時為日後招標活動恢復時把握機遇做好準備。

Management Discussion and Analysis

管理層討論與分析

FINANCIAL REVIEW AND ANALYSIS

Gross Profit and Margin

The Lantau Island Transport Development project progressed efficiently during the Year and generated a satisfactory gross profit for the Group. Together with the settlement of final accounts for certain previously completed projects, the Group's gross profit for the Year increased 8% to HK\$119 million (2025: HK\$110 million). In view of the increase in productivity of labour and equipment of the Group, gross profit margin improved to 14% (2025: 13%) after deducting the direct and indirect contract costs and machinery depreciation for the Year.

Net Profit

Administrative expenses remained rather stable with a slight decrease of about 3% to HK\$51 million (2025: HK\$53 million). Net finance cost was HK\$8 million (2025: HK\$13 million), which decreased by 41% mainly due to the reduction of Hong Kong Interbank Offered Rate (HIBOR) at the material time as compared to the Previous Year.

As a result of all the above, the Group recorded a net profit of HK\$57 million for the Year (2025: HK\$11 million, which had taken into account of HK\$30 million impairment losses on trade and retention receivables).

Liquidity, Financial Resources and Gearing

Supported by net cash inflows from both current and completed projects, the Group's financial position remained healthy during the Year. Liquidity improved, gearing reduced and cash balances strengthened, reflecting disciplined financial management and a more resilient balance sheet. Gross profit rose on the back of the Lantau Island project's good margins and settlement of final accounts, while net profit benefited from lower finance costs. Cash and bank balances remained above HK\$130 million, even after repayment of the HK\$80 million related party loan and distribution of a HK\$10 million interim dividend. Net current liabilities of HK\$49 million in the Previous Year turned into net current assets of HK\$8 million, and net gearing reduced from 28% to 5%, underscoring the Group's improved financial strength.

財務回顧及分析

毛利及毛利率

大嶼山交通發展項目於本年度進展順利，並為本集團帶來理想毛利。加上若干先前竣工項目的最終賬目結算，本集團於本年度的毛利增加8%至119,000,000港元（2025年：110,000,000港元）。鑑於本集團的勞動力及設備生產力增加，扣除直接及間接合約成本及機械折舊後，本年度毛利率改善至14%（2025年：13%）。

淨利潤

行政開支保持相對穩定，輕微減少約3%至51,000,000港元（2025年：53,000,000港元）。財務費用淨額為8,000,000港元（2025年：13,000,000港元），減少41%，主要因當時的香港銀行同業拆息較上一年度減少。

基於以上種種原因，本集團於本年度錄得淨溢利57,000,000港元（2025年：11,000,000港元，已計及貿易應收款項及應收保留金減值虧損30,000,000港元）。

流動資金、財務資源及資產負債比率

得益於現行及已竣工項目帶來的淨現金流入，本集團於本年度的財務狀況維持穩健。流動資金有所增加，負債比率下降，現金結餘亦有所增加，反映本集團嚴格的財務管理及更具韌性的資產負債表。受惠於大嶼山項目良好的利潤率及最終賬目結算，毛利有所上升，而淨利潤則受惠於融資成本降低。即使於償還關聯方貸款80,000,000港元及派發中期股息10,000,000港元後，現金及銀行結餘仍維持在130,000,000港元以上。淨流動負債由去年的49,000,000港元轉為淨流動資產8,000,000港元，淨負債比率亦由28%下降至5%，彰顯本集團財務實力有所改善。

Management Discussion and Analysis

管理層討論與分析

Liquidity

The Group generally meets its working capital requirements by cash flows generated from its operations and borrowings. During the Year, the Group had a net cash inflow of HK\$161 million generated from operating activities (2025: HK\$79 million). Taken into account the cash balances together with bank loans facilities available, the Group's daily operations had been financially sound throughout the Year.

As at 31 March 2026, the Group's net current assets were HK\$8 million (2025: net current liabilities of HK\$49 million) and current ratio (current assets divided by current liabilities) was 1.0 times (2025: 0.9 times).

Cash and Bank Balances

As at 31 March 2026, the Group had total cash and bank balances amounted to HK\$138 million (2025: HK\$112 million) mainly denominated in Hong Kong dollars.

Borrowings

As at 31 March 2026, the Group had total borrowings of approximately HK\$164 million (2025: HK\$167 million) denominated in Hong Kong dollars. Borrowings generally include short-term and long-term bank loans bearing floating interest rates. Of the total borrowings, HK\$126 million (2025: HK\$148 million) were for short-term bank loans and HK\$22 million (2025: HK\$11 million) were for the current portion of long-term bank loans with maturity dates within 12 months.

流動資金

本集團一般以其經營產生的現金流及借貸撥付其營運資金需求。於本年度，本集團經營活動所得的現金流入淨額為161,000,000港元（2025年：79,000,000港元）。考慮到現金結餘及銀行貸款額度後，本集團於本年度的日常營運維持財政穩健。

於2026年3月31日，本集團的淨流動資產為8,000,000港元（2025年：淨流動負債49,000,000港元），而流動比率（按流動資產除以流動負債計算）為1.0倍（2025年：0.9倍）。

現金及銀行結餘

於2026年3月31日，本集團的現金及銀行結餘總額為138,000,000港元（2025年：112,000,000港元），主要以港元計值。

借款

於2026年3月31日，本集團借款總額約為164,000,000港元（2025年：167,000,000港元），以港元計值。借款一般包括短期及長期銀行貸款，並按浮動利率計息。於借款總額中，126,000,000港元（2025年：148,000,000港元）為短期銀行貸款，以及22,000,000港元（2025年：11,000,000港元）為長期銀行貸款的即期部分，根據各自到期日於12個月內到期。

Management Discussion and Analysis

管理層討論與分析

Gearing Ratio and Total Equity

As at 31 March 2026, the Group had a net gearing (net debt divided by total equity) of 5% (2025: 28%). For the purpose of calculating the Group's net gearing ratio, net debt refer to the total debt less cash and cash equivalents and restricted bank balances. The Group's net debt as at 31 March 2026 was HK\$26 million (2025: HK\$135 million).

The Group's total equity as at 31 March 2026 was approximately HK\$525 million (2025: HK\$480 million).

Capital Expenditures and Capital Commitments

The Group generally finances its capital expenditures by internal resources, long-term bank loans and leases. During the Year, the Group invested HK\$30 million in machinery and equipment (2025: HK\$51 million) to strengthen its foundation construction capabilities. In particular, the Group completed the purchase of equipment as disclosed in the Company's announcement dated 18 July 2025 regarding a discloseable transaction under Chapter 14 of the Listing Rules. As at 31 March 2026, the Group's capital commitments relating to purchase of machinery and equipment was nil (2025: nil). During the Year, save as disclosed herein, the Group did not make any material acquisitions or disposals of assets.

As at 31 March 2026, the Group had plant and equipment of carrying amounts over HK\$519 million (2025: HK\$529 million) in total, which consisted of an extensive range of machinery and equipment for foundation construction works. This fleet of plant and equipment enables the Group to undertake both public and private sector projects in order to generate revenue and profit for the Group. The management considers that the fair value less costs of disposal and value in use of these assets are higher than their carrying amounts and therefore no impairment provision is necessary.

資產負債比率及權益總額

於2026年3月31日，本集團淨資產負債比率（按負債淨額除以權益總額計算）為5%（2025年：28%）。就計算本集團的淨資產負債比率而言，負債淨額指負債總額減去現金及現金等價物，以及受限制銀行結餘。截至2026年3月31日，本集團淨負債為26,000,000港元（2025年：135,000,000港元）。

於2026年3月31日，本集團的權益總額約為525,000,000港元（2025年：480,000,000港元）。

資本開支及資本承擔

本集團一般透過內部資源、長期銀行貸款及租賃撥付其資本開支。本集團於本年度投資30,000,000港元（2025年：51,000,000港元）購置機械及設備，以加強其地基礎建設能力。具體而言，本集團已完成購置設備，詳情於本公司日期為2025年7月18日的公告中披露，該公告內容有關上市規則第14章項下之須予披露交易。於2026年3月31日，本集團有關購置機械及設備的資本承擔合共為零（2025年：零）。於本年度，除本文所披露外，本集團並無任何其他重大資產購置或出售。

於2026年3月31日，本集團擁有的機械及設備的合計賬面值超過519,000,000港元（2025年：529,000,000港元），其中包括一系列用於地基礎建設的機械及設備。此批機械及設備讓本集團能夠承辦公私營界別項目，從而為本集團帶來收入及利潤。管理層認為該等資產的公平值減出售成本及使用價值高於其賬面值，因此毋須作出減值撥備。

Management Discussion and Analysis

管理層討論與分析

Pledge of Assets

As at 31 March 2026, the net book amount of plant and equipment HK\$44 million (2025: HK\$82 million) and right-of-use in machinery and equipment HK\$39 million (2025: HK\$30 million) were pledged to the bank. None of the banking facilities of the Group were secured by the Group's bank deposits (2025: none).

Contingent Liabilities

As at 31 March 2026, save for guarantee of performance bonds relating to a foundation works and ancillary services project of the Group of approximately HK\$29 million (2025: same), the Group did not have any material contingent liabilities. The performance bonds are expected to be released in accordance with the terms of the respective construction contracts.

Foreign Exchange Exposure

Operations of the Group are mainly conducted in Hong Kong dollars. The Group's revenue, expenses, cash and bank balances, borrowings, other monetary assets and liabilities are principally denominated in Hong Kong dollars. Other than the purchases paid in Euros and Singapore dollars, the Group was not exposed to any significant foreign currency risk and had not employed any financial instrument for hedging.

資產抵押

於2026年3月31日，賬面淨值為44,000,000港元（2025年：82,000,000港元）的機械及設備以及39,000,000港元（2025年：30,000,000港元）的機械及設備使用權已抵押予銀行。本集團並無銀行信貸由本集團的銀行存款作抵押（2025年：無）。

或然負債

於2026年3月31日，除有關本集團一項地基工程及附屬服務項目的履約保函擔保約29,000,000港元（2025年：相同）之外，本集團並無任何其他重大或然負債。該等履約保函預計將根據相應建築合約的條款解除。

外幣風險

本集團的營運主要以港元進行。本集團的收入、開支、現金及銀行結餘、借款、其他貨幣資產及負債主要以港元計值。除了採購以歐元及新加坡元支付外，本集團並無任何重大外幣風險，亦無採用任何金融工具作對沖用途。

Management Discussion and Analysis

管理層討論與分析

RELATIONSHIPS WITH CUSTOMERS, SUPPLIERS AND EMPLOYEES

Customers

The Group emphasises its ability to deliver quality work on time to customers and within the pre-determined project budget. To execute the quality assurance policy of the Group, we have maintained a quality management system which follows the ISO 9001 standards. Quality assurance functions are performed throughout the foundation works process from the construction materials procurement stage to the completion stage to ensure that the foundation works and ancillary services meet the standards required by each customer. In addition, members of our management team communicate with our customers on a regular basis during the course of a project to better understand and respond to our customers' specific requirements. As our foundation business operates on a non-recurring and project-by-project basis, we have not entered into any long-term master contract with any of our major customers. However, through this continued relationship development, our Group aims to attract further business from these customers and referrals from these customers. Our directors consider that our Group has established good relationship with our customers by delivering constructive solutions and quality service to them.

Suppliers

We enter into contracts with our suppliers for construction materials and subcontractors on a project-by-project basis without a long term contract. Meanwhile, we maintain a pre-approved list which admission is subject to assessment of their background (including track record, pricing, market reputation, timely delivery, financial conditions and after-sales service) and the satisfactory quality of their construction materials, and review and update the list from time to time. We also acquired machinery and equipment from Asian and European manufactures. We will check the product qualities and make payments according to the contract terms. The directors consider that we have maintained good business relationships with these suppliers, subcontractors and manufacturers. During the year, there was no material delay or dispute related to them causing disruption to our operations. Some of them also have developed good trading history of over years with our Group.

與客戶、供應商及僱員的關係

客戶

本集團強調按時及在項目的預算內向客戶交付優質工程的能力。為執行本集團的質保政策，我們已採取符合ISO 9001標準的質量管理系統。質量保證職能從採購建築材料階段到完成的各個階段均貫徹採納，以確保地基工程及附屬服務可達到各客戶要求的標準。此外，於項目過程中，我們的管理團隊成員與客戶保持定期溝通，以便深入了解及回應客戶的具體要求。由於本集團的地基業務以非經常性及以項目為單位營運，我們並無與任何主要客戶訂立任何長期綜合合約。然而，透過這種持續的關係發展，本集團旨在從該等客戶招攬更多的業務及客戶的轉介。董事認為，本集團已透過向客戶提供建設性的解決方案及優質服務，與客戶建立起良好的關係。

供應商

我們按逐項基準就建築材料與供應商訂立合約並與分包商訂約，且並無訂立長期合約。同時，我們列有一份預先認可名單，獲納入該名單前，供應商必須先通過就彼等背景（包括往績記錄、價格、市場聲譽、準時交付情況、財務狀況及售後服務）及彼等建築物料質量是否令人滿意所作的評估，本集團不時檢討及更新該名單。我們亦向亞洲及歐洲製造商購置機械及設備。我們將檢查產品質量並根據合約條款付款。董事認為，我們一直與該等供應商、分包商及製造商維持良好業務關係。年內，並無有關彼等的任何重大延遲或爭議對本集團業務造成干擾。彼等當中有多個已經與本集團合作多年。

Management Discussion and Analysis

管理層討論與分析

Employees

We believe that our employees are important assets to our Group. Our directors recognise the importance of attracting and retaining staff by providing a healthy and safe working environment and job security. Our staff receive training to enable them to acquire the prerequisite skills and knowledge on health and safety related procedures before they are assigned to carry out foundation works and ancillary services on sites. Our Group also performs regular maintenance checks on the machinery and equipment since our Group regards regular maintenance as an important element to ensure safety at the work sites. There was no fatal accidents happened in the Group's projects during the year and the accident rate was lower than the industry average for the construction industry.

As at 31 March 2026, the Group had about 316 (2025: 420) employees. The remuneration package we offer to our employees includes salary, discretionary bonuses and allowances. In general, we determine employee salaries based on the individual's qualifications, position and performance (where applicable). We have designed an appraisal system to assess the performance of our employees, which forms the basis of our decisions with respect to salary raises, bonuses and promotions. Our directors believe that the relationship and co-operation between our management team and our employees has been good.

僱員

我們相信，僱員乃本集團的重要資產。本集團董事認識到透過提供一個健康及安全的工作環境及工作保障對吸引及挽留員工的重要性。我們的員工在被派往地盤開展地基工程及附屬服務前已接受培訓，以便能掌握有關健康及安全流程的必要技能及知識。本集團亦對機械及設備進行定期檢修，因為我們將定期保養和檢查視為確保工程地盤安全的要素。年內本集團的項目內並無發生致命事故，且事故率低於建築行業的行業平均水平。

於2026年3月31日，本集團約有316名（2025年：420名）僱員。我們提供予僱員的酬金組合包括薪金、酌情花紅及津貼。在通常情況下，我們根據僱員的個人資歷、職位及表現（倘適用）來釐定其薪金。我們設計了一套審核制度，以評估僱員的表現，並據此決定其加薪幅度、花紅及晉升。董事相信，我們管理團隊與僱員之間的關係與合作保持良好。

Management Discussion and Analysis

管理層討論與分析

ENVIRONMENTAL POLICIES

Our Group also places an emphasis on environmental protection when undertaking our foundation works and ancillary services. Our Group's activities are performed with the utmost attention to quality, safety and with respect to the environment. It is the policy of our Group to ensure that all its activities are carried out in a manner that causes minimum adverse impact on the environment through the establishment and implementation of a management system which aims to achieve environmental targets, comply with environmental legislation and regulations, foster employees' awareness of their responsibilities for the environment; and review the Group's performance in respect of environmental matters and strive to achieve continual improvement of its performance and prevention of pollution. Trainings are provided to all staff including the sub-contractor staff on the statutory and other relevant requirements on environment and the implications of not complying therewith.

In recognition of the policies and procedures undertaken by our Group to address potential environmental issues with its foundation works and ancillary services, in particular, large diameter bored piles (with bell-out) and rock socketed steel H-piles in pre-bored holes, our Group was awarded the ISO 14001 (environment management system accreditation) and renewed the certificate after passing the relevant audits conducted by external certification body. Our Group also implements an ISO 50001-based EnMS (energy management system) that helps us to ascertain our current status of energy use in order to devise corresponding measures to promote efficient energy use in machinery and facilities and to formulate a clear framework to promote continual improvement in energy management and raise staff awareness on energy efficiency and conservation. Our Group also monitors continuously on the compliance with the customer's environmental protection requirements and relevant laws and regulations. During the year, our Group had not been prosecuted by any governmental authority for any purported breach of any applicable environmental laws and regulations.

環保政策

本集團於承接地基工程及附屬服務時亦着重環境保護工作。本集團業務執行過程中尤為注重質量、安全及環保。本集團的政策為透過建立及實施管理系統，以對環境造成最小不利影響的方式進行所有其業務，該管理系統旨在達成環保目標、符合環保法律及法規、培養員工的環保責任意識，並檢討本集團有關環保事宜的表現，致力實現其業績表現的持續改善並防止污染。本集團就環保的法定及其他相關規定以及不遵守該等規定的影響向全體員工（包括分包商的員工）提供培訓。

本集團獲頒發ISO 14001（環境管理體系認證），以認可本集團為解決地基工程及附屬服務（尤其是大口徑鑽孔擴底樁及套入岩石鋼樁）涉及的潛在環境問題而採取的政策及流程，並經過外部審核公司進行的相關審核後，重續證書。本集團並已實施ISO 50001能源管理體系，可以協助我們了解現行能源使用狀況，以制訂機械和設備使用相應的善用能源措施和框架，促進持續改善能源管理，提高員工對能源效益和節能的意識。本集團亦就遵守客戶的環保要求及相關法律及法規進行持續監控。年內，本集團並無因任何指稱違反任何適用環境法律及法規而被任何政府機關起訴。

Corporate Governance Report

企業管治報告

CORPORATE GOVERNANCE PRACTICES

The Board is committed to maintaining a high standard of corporate governance, and strives to maintain transparent and responsible management practices that will create long term value for the interests of shareholders. The Board will continuously review and improve the Group's corporate governance practices, and maintaining a high standard of business ethics across the organisation.

The Company had complied with all the code provisions set out in the Corporate Governance Code ("CG Code") under Appendix C1 of the Rules Governing the Listing of Securities (the "Listing Rules") on The Stock Exchange of Hong Kong Limited (the "Stock Exchange") throughout the year ended 31 March 2026, except for the following deviation:

Code Provision C.2.1 of the Corporate Governance Code provides that the roles of chairman and chief executive should be separate and should not be performed by the same individual, so that there is a clear division of responsibilities for the management of the Board and the day-to-day management of the Group's business to ensure a balance of power and authority.

The Board has nominated Mr. Lau Chun Ming, an executive director and the Chairman of the Board, to also act as the Chief Executive Officer of the Group upon the retirement of Mr. Lau Chun Kwok (a former executive director and Chief Executive Officer) in September 2025. The Board believes that with the strategy vision and extensive experience in the foundation business of Mr. Lau Chun Ming, this appointment will further enhance the business development of the Group in view of the changing competition landscape in the construction market in Hong Kong. As other members of the Board also include qualified professionals and other diversified experiences, the Board considers that the existing Board composition can ensure a balance of power and authority. The Board will nevertheless review this structure from time to time and will consider the segregation of the two roles between Board Chairman and the Chief Executive Officer when appropriate.

企業管治常規

董事會致力維持高水平的企業管治，並努力保持透明及負責任的管理常規，從而為股東利益創造長期價值。董事會將不斷檢討及改善本集團的企業管治常規，並在整個組織內維持高水平的商業道德。

本公司於截至2026年3月31日止年度一直遵守香港聯合交易所有限公司（「聯交所」）證券上市規則（「上市規則」）附錄C1所載的企業管治守則（「企業管治守則」）的所有守則條文，惟以下偏離情況除外：

企業管治守則守則條文第C.2.1條規定，主席與行政總裁的角色應有區分，並不應由一人同時兼任，使董事會管理與本集團日常業務管理之職責清楚劃分，以確保權力和授權之平衡。

董事會已於2025年9月提名執行董事兼董事會主席劉振明先生於劉振國先生（前任執行董事兼行政總裁）退休後兼任本集團行政總裁。董事會認為，憑藉劉振明先生在地基業務領域的戰略遠見及豐富經驗，是次任命將有助本集團因應香港建築市場不斷轉變的競爭格局，進一步推動本集團業務發展。由於董事會其他成員亦包括具備專業資格及多方面經驗的人士，董事會認為現有董事會組成能夠確保權力與權限平衡。儘管如此，董事會將不時檢討此架構並於適當時候考慮將董事會主席與行政總裁的角色予以區分。

DIRECTORS' SECURITIES TRANSACTIONS

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") set out in Appendix C3 to the Listing Rules. Having made specific enquiry with all directors, the directors confirmed that they had complied with the required standard set out in the Model Code during the year ended 31 March 2026.

As required under the CG Code, the Board has established guidelines no less exacting than the Model Code for relevant employees in respect of their dealings in the securities of the Company.

THE BOARD

The primary role of the Board is to protect and enhance long term shareholders' value. The Board oversees the management, business, strategies and financial performance of the Group. It also ensures that good corporate governance policies and practices are implemented within the Group. In the course of discharging its duties, the Board acts in good faith, with due diligence and care, and in the best interests of the Company and its shareholders. The management is responsible for execution of the strategies in the Group's daily operations and implementation of the risk management and internal control systems.

董事進行的證券交易

本公司已採納上市規則附錄C3所載《上市發行人董事進行證券交易的標準守則》（「標準守則」）。經向全體董事作出具體查詢，董事確認彼等於截至2026年3月31日止年度一直遵守標準守則所載的規定準則。

根據企業管治守則規定，董事會須就有關僱員買賣本公司證券事宜制定指引，指引內容應該不比標準守則寬鬆。

董事會

董事會的主要職責為保護及提升股東長期價值。董事會負責監督本集團的管理、業務、策略及財務表現。董事會亦確保良好的企業管治政策及常規得以於本集團內實施。在履行職責的過程中，董事真誠、盡職及謹慎，及以本公司及其股東的最佳利益行事。管理層負責於本集團的日常營運中執行策略及實施風險管理及內部監控系統。

Corporate Governance Report

企業管治報告

The Board currently comprises 6 members whose biographies and family relations are set out in the “Profile of Directors and Senior Management” section in this annual report. The directors bring a good balance of skills and experience to the Company. The independent non-executive directors serve the relevant function of bringing independent judgment on the development, performance and risk management of the Group. The directors have been made fully aware of their collective and individual responsibilities to shareholders.

The Company has in place effective mechanisms to ensure independent views and input are available to the Board. Independent non-executive directors are well-represented on the Board, accounted for about 50% of board seats and with at least one with accounting or related financial management expertise. Besides, the Chairman encourages open discussion amongst directors, and solicits independent perspectives from the independent non-executive directors in particular. In addition, the Chairman has separate meeting at least once every year with the independent non-executive directors to ensure their voices are being heard effectively. All board members also have access to the Company Secretary and independent professional advice to assist them in performing their duties to the Company, at the Company’s expense. The Board has reviewed the implementation of such mechanisms for the year ended 31 March 2026 and is of the view that they have been effective.

The executive directors and the independent non-executive directors have been appointed on specific term of not more than three years. Notwithstanding the term of appointments, the articles of association of the Company provides that every director shall be subject to retirement at an annual general meeting at least once every three years. At each annual general meeting, one-third of the directors for the time will retire from office by rotation and being eligible for re-election by the shareholders.

董事會現時包括6名成員，其履歷及家族關係載於本年報「董事及高級管理層履歷」一節。獨立非執行董事負責就本集團的發展、表現及風險管理作出獨立判斷等相關職能。董事已充分認識到彼等共同及個人對股東的責任。

本公司已建立有效機制，確保董事會能夠獲得獨立意見和資料。獨立非執行董事在董事會中頗具代表性，佔董事會席位約50%，且至少有一名具有會計或相關財務管理專業知識。此外，主席鼓勵董事之間進行公開討論，並特別徵求獨立非執行董事的獨立觀點。此外，主席每年至少與獨立非執行董事舉行一次單獨會議，以確保有效聽取他們的意見。所有董事會成員亦可以接觸公司秘書及獨立的專業意見，協助他們履行對本公司的職責，費用由本公司承擔。董事會曾檢討該等機制在截至2026年3月31日止年度的實施情況，並認為該等機制行之有效。

執行董事及獨立非執行董事已獲委任不多於三年的指定任期。無論委任任期如何，本公司組織章程細則規定，每名董事須至少每三年一次於股東週年大會上退任。於每屆股東週年大會上，三分之一的時任董事將輪值退任並合資格接受股東重選連任。

Corporate Governance Report

企業管治報告

Board meetings

The Board held four meetings during the year ended 31 March 2026, at approximately quarterly intervals. All directors attended these meetings, at which business development, investment strategies, financial performance and potential risks relating to the daily operations of the Group, were discussed. All important matters that are significant to the interest of the Company's shareholders are reserved by the Board for its review and decision, including but not limited to the approval of annual and interim results of the Group, dividend policy, connected transactions and discloseable transactions that are subject to announcement or reporting requirement pursuant to the Listing Rules.

董事會會議

截至2026年3月31日止年度，董事會曾舉行四次會議，約每季舉行一次。全體董事均有出席會議，並在會上討論業務發展、投資策略、財務表現及有關本集團日常營運的潛在風險。所有對本公司股東利益而言屬重大的重要事項仍由董事會審議和決定，包括但不限於批准本集團的年度和中期業績、股息政策，以及根據上市規則須遵守公告或報告規定的關連交易及須予披露交易。

Meetings attended/held during the year ended 31 March 2026

於截至2026年3月31日止年度期間已出席會議／已舉行會議

		Audit Board Meeting 董事會 會議	Nomination Committee Meeting 審核委員會 會議	Remuneration Committee Meeting 提名委員會 會議	Annual General Meeting 股東週年 大會
Executive Directors	執行董事				
Mr. Lau Chun Ming	劉振明先生	4/4	-	1/1	1/1
Mr. Lau Chun Ka	劉振家先生	4/4	-	-	1/1
Ms. Lau Pui Shan	劉沛珊女士	4/4	-	-	1/1
Mr. Lau Chun Kwok*	劉振國先生*	0/2	-	-	0/1
Independent Non-executive Directors	獨立非執行董事				
Mr. Chu Tak Sum	朱德森先生	4/4	2/2	1/1	1/1
Mr. Ip Tin Chee, Arnold	葉天賜先生	4/4	2/2	1/1	1/1
Mr. Pang Tat Choi, Paul	彭達材先生	4/4	2/2	1/1	1/1

* Mr. Lau Chun Kwok retired from the Board on 9 September 2025.

* 劉振國先生自2025年9月9日起辭任董事會職務。

Corporate Governance Report

企業管治報告

Directors' induction and development

In the year ended 31 March 2026, all directors complied with the provision of the CG Code in relation to continuous professional development and submitted their training records to the Company. In doing so, the directors have undertaken various forms of activities that have included attending a presentations given by external professional advisors, and reading materials relevant to the Company's business, directors' duties and responsibilities.

BOARD COMMITTEES

The Board has established certain Board committees to oversee specific aspects of the Company's affairs and help it in the execution of its responsibilities. These committees each have specific written terms of reference which clearly outline the committees' authority and duties, and which require the committees to report back on their decisions or recommendations to the Board.

Audit Committee

The audit committee is responsible for the engagement of external auditor, review of the Group's financial information and oversight of the Group's financial reporting system, internal control procedures and risk management system. It is made up of 3 independent non-executive directors including Mr. Ip Tin Chee, Arnold (chairman), Mr. Chu Tak Sum and Mr. Pang Tat Choi, Paul.

The audit committee held two meetings during the year ended 31 March 2026, which was attended by all of its members, to review, among other matters, the consolidated financial statements, risk register and internal control review report of the Group for the year ended 31 March 2025, and have a private meeting with external auditor without the presence of the management; and the unaudited interim financial information of the Group for the six months ended 30 September 2025.

董事就任及發展

截至2026年3月31日止年度，全體董事均遵守有關持續專業發展的企業管治守則條文，並向本公司提交培訓記錄。為此，董事已參與各項活動，包括出席外部專業顧問發表的簡報會以及閱覽與本公司業務、董事職務及職責有關的資料。

董事委員會

董事會已成立若干董事委員會，監察本公司事務特定範疇，並協助其履行職責。該等委員會各自訂有特定的書面職權範圍，當中清晰界定委員會權力及職務，並規定委員會向董事會匯報其決策或建議。

審核委員會

審核委員會負責聘用外聘核數師、審閱本集團財務資料、監督本集團財務報告系統、內部監控程序及風險管理系統。其由三名獨立非執行董事組成，包括葉天賜先生(主席)、朱德森先生及彭達材先生。

審核委員會於截至2026年3月31日止年度舉行了兩次會議，全體成員均出席，以審閱(其中包括)本集團截至2025年3月31日止年度的綜合財務報表、風險登記及內部監控審閱報告，並在無管理層出席的情況下與外聘核數師舉行了一次閉門會議；及審閱本集團截至2025年9月30日止六個月的未經審核中期財務資料。

Nomination Committee

The nomination committee held one meeting during the year which was attended by all of its members. It is responsible for annually reviewing the structure, size and composition of the Board (including its mix of skills, knowledge and experience), making recommendations on proposed changes to the Board to complement the Company's corporate strategy, making recommendations to the Board on the appointment or re-appointment of directors, and assessing the independence of independent non-executive directors. It also oversees the implementation of the Company's policy on diversity of directors. It is made up of 5 members including Mr. Pang Tat Choi, Paul (chairman), Mr. Chu Tak Sum and Mr. Ip Tin Chee, Arnold, being independent non-executive directors, and Mr. Lau Chun Ming and Ms. Lau Pui Shan, being executive directors.

The Company recognises and embraces the benefits of having a diverse Board to enhance the quality of its performance. The Company has a diversity policy of Board members. Under this policy, the diversity of the Board is considered in terms of factors such as gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service. All Board appointments are based on merit, and candidates are considered against various objective criteria, with due regard for the benefits of diversity on the Board. Selection of candidates will be based on a range of diversity perspectives appropriate to the requirements of the Company's business operations and environment as well as the industry in which the Company operates. The nomination committee will continuously monitor and review the implementation of this policy and the progress towards achieving the measurable objectives. In view of gender diversity, the Company aims at maintaining at least 1 female director in the Board.

提名委員會

提名委員會於年內舉行了一次會議，全體成員均有出席。提名委員會負責每年檢討董事會的架構、規模及組成（包括技能、知識及經驗的組合）；就建議變動向董事會提出建議，與本公司企業策略相輔相成；就委任或重新委任董事向董事會提出建議；及評估獨立非執行董事的獨立性。提名委員會亦負責監察本公司書面政策的實施情況，確保董事人選具備多元性。提名委員會由五名成員組成，包括獨立非執行董事彭達材先生（主席）、朱德森先生及葉天賜先生，以及執行董事劉振明先生及劉沛珊女士。

本公司明白並深信董事會成員多元化對提升其表現素質有利。本公司設有有關董事會成員多元化的政策。在該政策下，董事會成員多元化考慮到性別、年齡、文化與教育背景、種族、專業經驗、技能、知識及服務年資等因素。董事會所有委任均以用人唯才為原則，並在考慮人選時以多方面的客觀條件充分顧及董事會成員多元化的裨益。候選人的選擇將基於一系列適合公司業務營運和環境要求以及本公司經營所在行業的多元化角度。提名委員會將繼續監察和審視本政策的實施以及實現可衡量目標的進展。就性別多元化而言，本公司的目標是在董事會中保留至少一名女性董事。

Corporate Governance Report

企業管治報告

The Board currently comprises 5 male and 1 female director and as such has achieved gender diversity in the Board. The nomination committee considers that our directors have extensive experience in different fields and professions that are relevant to the Company's business, which enable them to provide valuable and relevant insights to the Board.

At the senior management level there were four male members. We will aspire to have more female representation amongst our management team as part of succession planning and to increase female representation amongst our workforce. The gender ratio of the male and female employees is 91% : 9% at as 31 March 2026. The Group has in place a mechanism to support diversity across all facets including but not limited to gender diversity. The Group treats every employee equally, adheres to equal pay for equal work and equal opportunities for different genders. However, we are also mindful of the significant challenges in increasing the female workforce as traditionally the construction market in which we operate has a predominantly male workforce due to the labour supply. We will continue to take opportunities to increase the proportion of female staff, as and when suitable candidates are identified.

The nomination committee is responsible for the development and implementation of the nomination policy which aims at setting out the criteria and process in the nomination and appointment of directors of the Company; ensuring that the Board has a balance of skills, experience and diversity of perspectives appropriate to the Company; and ensuring the Board continuity and appropriate leadership at Board level.

In evaluating and selecting any candidate for directorship, the following criteria should be considered: character and integrity; qualifications; measurable objectives in achieving Board diversity; independence guidelines set out in the Listing Rules; potential contributions the candidate can bring to the Board; time commitment; and such other perspectives that are appropriate to the Company's business and succession plan.

董事會目前由5名男性和1名女性董事組成，已經達到董事會的性別多元化。提名委員會認為董事在與本公司業務相關的不同領域和專業方面擁有豐富經驗，讓彼等能夠為董事會提供寶貴而相關的洞見。

高級管理層當中有4名男性。作為繼任計劃的一部分，我們希望增加女性管理層及女性員工的比例。截至2026年3月31日，男女僱員性別比例為91% : 9%。本集團已建立一套機制，支持不同方面的多元化，包括但不限於性別多元化。本集團對每名僱員一視同仁，堅持同工同酬，男女機會均等。然而，我們亦注意到在增加女性員工方面面臨重大挑戰，因為我們所在的建築行業由於勞動力供應的關係傳統上仍以男性為主。我們會繼續把握機會，在物色到合適人選時，提高女性員工的比例。

提名委員會負責制定及實施提名政策，該政策列明本公司董事提名及委任的準則及程序；確保董事會具備適合本公司的技能、經驗和多樣化觀點方面的均衡搭配；並確保董事會的連續性以及在董事會層面的適當領導力。

在評估和挑選任何董事候選人時，應考慮以下準則：品格和誠信；資格；實現董事會成員多元化的可衡量目標；上市規則所載的獨立指引；候選人可為董事會帶來的潛在貢獻；承諾投入的時間；以及適合本公司業務和繼任計劃的其他觀點。

The nomination committee will conduct regular review on the structure, size and composition of the Board and the policy and where appropriate, make recommendations on changes to the Board to complement the Company's corporate strategy and business needs. Upon receipt of the proposal of appointment of new director and the biographical information of the candidate, the nomination committee should evaluate such candidate based on the objective criteria it has set forth to determine whether such candidate is qualified for directorship. For directors standing for re-election, the nomination committee will review the contribution of the retiring director and the level of participation and performance on the Board.

Remuneration Committee

The remuneration committee is responsible for making recommendations to the Board on the Company's policy and structure for the remuneration of all the directors and senior management of the Group and on the establishment of a formal and transparent procedure for developing remuneration policy for approval by the Board. It is made up of 4 members including Mr. Chu Tak Sum (chairman), Mr. Ip Tin Chee, Arnold, Mr. Pang Tat Choi, Paul, being independent non-executive directors, and Mr. Lau Chun Ming, an executive director.

The remuneration committee held one meeting during the year which was attended by all of its members. In determining the remuneration of the Directors and the senior management, the Remuneration Committee has considered factors such as salaries paid by comparable companies, time commitment and responsibilities of the Directors and the senior management, performance and contributions of the Directors and the senior management and the change in market conditions. Details of the remuneration paid to the directors and the other five highest paid employees are set out in notes to the consolidated financial statements.

提名委員會將定期檢討董事會的架構、規模及組成以及政策，並在適當情況就董事會變動提出建議，以配合本公司的企業策略及業務需要。在收到新董事的委任建議及候選人的履歷資料後，提名委員會應根據其已訂明的客觀準則評估該候選人，以確定該候選人是否合資格擔任董事。對於膺選連任的董事，提名委員會將審視退任董事的貢獻以及彼在董事會的參與和表現水平。

薪酬委員會

薪酬委員會負責就本集團全體董事及高級管理層的薪酬政策及結構，以及為薪酬政策的發展制訂正式及透明的程序，向董事會提供推薦建議以供其批准。薪酬委員會由四名成員組成，包括獨立非執行董事朱德森先生（主席）、葉天賜先生及彭達材先生，以及執行董事劉振明先生。

薪酬委員會於年內舉行了一次會議，全體成員均有出席。於釐定董事及高級管理層的薪酬時，薪酬委員會已考慮多項因素，如可資比較公司支付的薪金、董事及高級管理層付出的時間及職責、董事及高級管理層的表現及貢獻以及市況變動等。有關支付予董事及其他五名最高薪僱員的薪酬的詳情載於綜合財務報表附註。

Corporate Governance Report

企業管治報告

RISK MANAGEMENT AND INTERNAL CONTROLS

The Board is responsible for maintaining an adequate risk management and internal control systems to safeguard shareholders' investments and the Group's assets, and reviewing their effectiveness of annually through the audit committee. The audit committee reports to the Board on any material issues and makes recommendations to the Board.

The Group has maintained an operation manual, which provides a comprehensive internal control guidance and procedures on the Group's operational cycles relating to revenue, purchase and expenditure, inventory and human resources etc., to ensure proper accounting records are kept so that reliable financial reporting can be provided, effectiveness and efficiency of operation can be achieved, compliance with applicable laws and regulations and safeguarding of assets can be maintained. These procedures, together with the Company's compliance manual, have also shaped the control environment at which and how the Group operates in, including the budgeting controls, investment decision making, risk assessment and practices of corporate governance. These systems are designed to provide reasonable, but not absolute, assurance and protection against errors, losses and fraud.

The Company does not establish a standalone internal audit department, however, the Board has put in place adequate measures to perform the internal audit function at different aspects of the Group which are discussed below.

The Company has appointed an internal control adviser to conduct annual review on the risk management and internal control system of the Group for the year and reported their findings and recommendations to the audit committee and the Board. It is designed to review the effectiveness of the Group's material internal controls so as to provide assurance that key internal control measures are carried out appropriately and are functioning as intended. During the year, risk assessment and management, financial budget and forecast cycle, cash and treasury management cycle, human resources cycle, and information technology cycle were reviewed and found that adequate controls are in place.

風險管理及內部監控

董事會負責維持充分的風險管理及內部監控制度以保障股東投資及本集團資產，並透過審核委員會每年檢討其成效。審核委員會會向董事會匯報任何重大事宜及提出建議。

本公司維持一份營運手冊，訂明與收入、採購及開支、存貨及人力資源等有關方面之營運週期之全面內部監控指引及程序，確保存置適當會計記錄，以致能夠提供可靠財務報告，達致營運效率與效益以及能夠維持遵守適用法律及法例，並保護資產。該等程序加上本公司之合規手冊，亦塑造了本集團在預算控制、投資決策、風險評估及企業管治常規等方面的控制環境，供本集團操作及依循。該等體系旨在提供防止錯誤、遺失及欺詐的合理（但並非絕對）保證及保障。

本公司並無設立獨立內部審核部門，然而，董事會經已實施充足的措施，從本集團不同方面履行內部審核職能，有關情況討論如下。

本公司已委任一名內部監控顧問對本集團於本年度之風險管理及內部監控系統進行年度審閱，並向審核委員會報告彼等之調查發現及推薦意見。有關審計的目的是檢討本集團重大內部監控之效率，從而保證主要內部監控措施適當進行及發揮擬定作用。於本年度內，本集團已審閱風險評估和管理、財務預算及預測週期、現金及庫務管理週期、人力資源週期及信息技術週期，並發現所有控制均已充份到位。

For the foundation works business, the Group has to comply respective requirements and pass the regular reviews in order to retain its listing in the Development Bureau Specialist List (Group II) in large diameter bored pile (with bell-out), the Housing Authority List of Piling Contractors (large diameter bored piling category) Probation and the Buildings Department Registered Specialist Contractor – Foundation Category. The Group has also implemented a management system in accordance with the requirements under ISO 9001, ISO 14001, ISO 45001 and ISO 50001 to ensure that the Group's services meet the requisite health and safety, quality and environmental requirements. During the year, the Group passed the audits conducted by external consultants and renewed these certificates. Upon completion of pile construction, the Group is required to engage external professionals to conduct various applicable tests on all piles based on the relevant contractual requirements and ensure full compliance with customer requirements. Subject to these piling records available to the customers for their testing and inspection, the authorised persons employed by the customers certify the value of the works completed in the payment certificates issued to the Group. Therefore, stringent on-going controls and monitoring systems have already been embedded in the daily operations of the foundation works business.

The executive directors held monthly meetings with senior management to review and monitor the business and financial performance against the targets, the progress of certification and contract receipts from the customers, the efficiency in the use of the Group's resources in comparison to the budgets, and the operational matters to ensure the Group has complied with the regulations that have material impact to the Group's business. The aim is to enhance the communication and accountability of the directors and management so that significant strategic, financial, operational and compliance risks or potential deviations are timely identified and dealt with in a proper manner, while significant issues are reported back to the Board for their attention. The Company also compiles monthly reports to the Board (including independent non-executive directors) to update the latest financial performance, position and prospects of the Group.

至於地基工程業務，本集團須遵守相關規定及通過定期檢討以維持名列於發展局大直徑鑽孔擴底樁專門承建商名冊(第II組)、房屋委員會打樁承建商名冊(大口徑鑽孔樁工程類)一試用以及屋宇署註冊專門承建商—地基類別。本集團亦根據ISO 9001、ISO 14001、ISO 45001及ISO 50001的要求執行管理系統，以確保本集團服務符合必要的衛生及安全、質量及環境規定。於本年度內，本集團通過外部顧問進行之審核，並重續該等證書。完成樁柱建造工程後，本集團須委託外部專家根據相關合約的規定對所有樁柱進行各種適用測試，並確保全面符合客戶要求。該等打樁記錄須供客戶測試及檢驗，而由客戶聘用的獲授權人士會在發給本集團的付款證書中確認已完成工程的價值。因此，嚴格的持續控制及監察系統已經植入地基工程業務的日常運作當中。

執行董事每月均會與高級管理層舉行會議，以審閱及監察業務及財務表現對比預期目標的進度、自客戶獲取證書及合約的進度、本集團資源的運用的效率與預算對比，以及營運方面的事務，以確保遵守對本集團業務有重大影響的監管規定。此舉旨在增強董事與管理層的溝通與問責，從而令重大策略、財政、營運及合規風險或潛在偏離狀況得以及時辨識，並以適當方式處理，而重大事項則向董事會匯報。本公司亦為董事會(包括獨立非執行董事)編撰每月報告，以更新本集團最新財務表現、狀況及前景。

Corporate Governance Report

企業管治報告

The Company also has a policy for disclosure of inside information. While any potential inside information will be escalated to the executive meetings or the Board via the established reporting channels, the directors will assess and determine if inside information of the Company exists where timely disclosure is required to be made by an announcement published on the Stock Exchange website. On the other hand, in order to enhance the communication with the market, the Company will publish voluntary announcements to update the public on the latest development of the Group's business to enhance the transparency of the Company, whenever practicable.

The Audit Committee reviewed the effectiveness of the Group's risk management and internal control system at its Board meeting on 25 June 2026, including its financial, operational and compliance controls, and its risk management functions. The Audit Committee's review included a consideration of the internal control evaluations conducted by the executive management, the findings of the external auditors during the annual audit and the internal control review reported by an internal control adviser engaged by the Company. There was no material fraud or errors came to the attention of the Board from all these sources. Therefore, the Board was satisfied that the risk management and internal control systems were adequate and implemented effectively during the year without significant weakness identified.

AUDITOR'S REMUNERATION

Total auditors' remuneration for year ended 31 March 2026 in relation to statutory audit work of the Group amounted to HK\$1.4 million (2025: HK\$1.3 million), of which a sum of HK\$1.2 million (2025: HK\$1.1 million) is paid or payable to PricewaterhouseCoopers, independent auditor of the Company, in respect of the audit services related to the audit for the year ended 31 March 2026. No fees were paid for non-audit services to the independent auditor during the year.

本公司亦制定披露內幕消息的政策。任何潛在內幕消息將會透過既定的申報渠道傳遞到執行會議或董事會，董事將評估及釐定本公司是否存在內幕消息，並按規定須於聯交所網站上發表公告作及時披露。另一方面，為增強市場資訊溝通，本公司將會自願刊發公布，向公眾人士更新本集團業務的最新發展，在可行情況下增加透明度。

審核委員會曾於2026年6月25日舉行之董事會會議上檢討本集團風險管理及內部監控(包括財務、營運及合規控制以及風險管理職能)系統的效率。審核委員會的檢討包括考慮由執行管理人員進行的內部監控評估、外部核數師在年度審核中的發現以及本公司委託內部監控顧問編製的內部監控檢討報告。董事會從所有該等資料中未有發現重大欺詐或錯誤。因此，董事會信納風險管理及內部監控系統在本年度內均已足夠及獲有效推行，而並無辨識重大弱點。

核數師酬金

於截至2026年3月31日止年度，就有關本集團法定審核工作之核數師酬金合共為1,400,000港元(2025年：1,300,000港元)，其中1,200,000港元(2025年：1,100,000港元)乃就截至2026年3月31日止年度審核服務而已付或應付予本公司獨立核數師羅兵咸永道會計師事務所。本年度並無就非審核服務向獨立核數師支付費用。

DIRECTORS' AND AUDITOR'S RESPONSIBILITIES FOR THE FINANCIAL STATEMENTS

The directors acknowledge their responsibility for the preparation of financial statements which give a true and fair view of the state of affairs of the Group. In preparing the financial statements which give a true and fair view, it is fundamental that appropriate accounting policies are selected and applied consistently. The reporting responsibilities of the Company's external auditor on the consolidated financial statements of the Group are set out in the independent auditor's report of this annual report. The directors were not aware of any material uncertainties relating to events or conditions which may cast significant doubt upon the Group's ability to continue as a going concern.

COMPANY SECRETARY

The Company's company secretary Mr. Chan Sun Kwong coordinates the supply of information to the directors and is the primary contact person within the Company for all matters relating to the duties and responsibilities of the company secretary. All directors have access to the company secretary to ensure that board procedures and all applicable laws, rules and regulations are followed. During the year, he had taken no less than 15 hours relevant professional training as required under Rule 3.29 of the Listing Rules. Please refer to his biographical details which are set out in the "Profile of Directors and Senior Management" section of this annual report.

SHAREHOLDERS' RIGHTS

We endeavour to ensure that shareholders are treated fairly and are able to exercise their shareholders' rights effectively. Shareholders are entitled by the articles of association of the Company and are also encouraged to participate in the Company's general meetings or appoint proxies to attend and vote. Shareholder(s) holding not less than 10% of the Company's paid-up capital may request the Board to convene an extraordinary general meeting and put forward proposals. Such requisition shall be made in writing to the Board or the company secretary for the such purpose and specify the transaction of any business to propose in such meeting.

董事及核數師編製財務報表之責任

董事知悉彼等就編製真實與公平反映本集團狀況之財務報表須承擔責任。在編製該等真實與公平之財務報表時，必須選取及貫徹採用合適的會計政策。本公司外聘核數師對本集團綜合財務報表之呈報責任載於本年報之獨立核數師報告。董事所知，並無有關任何事件或情況的重大不明朗因素可能對本集團持續經營的能力產生重大疑問。

公司秘書

本公司之公司秘書陳晨光先生負責協調向董事提供資料，並為就涉及公司秘書職務及職責的一切事宜擔任本公司主要聯絡人。所有董事均可獲公司秘書提供意見及服務，確保能夠遵守董事會程序及所有適用法律、規則及規例。年內，公司秘書按上市規則第3.29條規定參加不少於15個小時的相關專業培訓。有關公司秘書的履歷請參閱本年報「董事及高級管理層履歷」一節。

股東權利

我們致力確保股東獲公平對待，且彼等可有效行使其股東權利。組織章程細則賦予股東權利且鼓勵股東親身或委派代表出席股東大會並於會上投票。持有不少於本公司10%已繳足股本的股東可要求董事會召開股東特別大會並提呈動議。有關請求必須以書面向董事會或公司秘書作出，並註明將於該大會上提呈之任何事務。

Corporate Governance Report

企業管治報告

If a shareholder wishes to nominate a person for election as director in a general meeting, the particulars of the candidate must be stated in a nomination notice signed and deposited together with a notice of willingness signed by the candidate to the company secretary at the Company's headquarters or at the Registration Office (Tricor Investor Services Ltd., 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong) of the Company. The notice should be given at least seven days prior to the date of such general meeting.

There was no amendment made to the constitutional documents of the Company during the year ended 31 March 2026.

INVESTOR RELATIONS

We are committed to maintaining effective and timely dissemination of the Group's information to its shareholders and the market. We have established a shareholders' communication policy which emphasises the importance of regular communication to the shareholders and the market and sets out various communication channels to ensure they have the available information reasonably required to make informed assessments of the Group's strategy, operations and financial performance. The annual shareholders' meetings and other shareholders' meetings of the Company are the primary forum for communication by the Company with its shareholders in which the shareholders are able to have an open dialogue with the Board. In addition, the Company's website (www.samwoo-group.com) contains extensive company information which is easily accessible. Shareholders are also provided with contact details of the Company, such as telephone number, email address and postal address, to enable them to make any queries or comments on the Company at any time.

股東如欲於股東大會上提名任何人士出選董事，則須將載有候選人詳細資料的經簽署提名通知書連同經候選人簽署的候選同意書，交予本公司總部送呈公司秘書或送交本公司登記處卓佳證券登記有限公司，地址為香港夏慤道16號遠東金融中心17樓。通知書須於有關股東大會日期前最少七天發出。

本公司憲制文件於截至2026年3月31日止年度並無任何修訂。

投資者關係

本公司致力於保持向其股東及市場有效及時地傳達本公司資料。我們設立了股東溝通政策，強調與股東及市場定期溝通的重要性，並設有多項溝通渠道，以確保他們取得合理所需資料以達致對本集團政策、營運及財務表現的知情評估。本公司之股東週年大會及其他股東大會乃本公司與其股東溝通之主要平台，股東可在會上與董事會公開對話。此外，本公司網站(www.samwoo-group.com)載有豐富的公司資料，方便瀏覽。本公司亦向股東提供聯絡方法，如電話號碼、電郵地址及郵寄地址，方便他們隨時向本公司提出任何查詢或意見。

The Company has reviewed the implementation of its shareholders' communication policy and considered it was implemented effectively during the year by maintaining an on-going dialogue with shareholders, and the publication of annual and interim reports, announcements and circulars so as to provide extensive information on the Group's activities, business strategies and developments, and financial position, as well as by making available all the corporate communications published to the Stock Exchange's website and the Company's website.

DIVIDEND POLICY

The Company does not have any pre-determined dividend payout ratio. In considering the declaration and payment of dividends, the Board takes into account a range of factors including the Group's financial condition, operating results, cash position, capital expenditure requirements, debt obligations, statutory and regulatory restrictions, future prospects and any other factors deemed relevant. The Board retains discretion to declare and distribute dividends to shareholders, provided that adequate cash reserves are maintained to meet working capital needs and support future growth.

During the Year, after considering the above factors, the Board declared an interim dividend of HK12 cents per share, which was paid in December 2025.

本公司曾檢討股東溝通政策的實施情況，並認為於本年度已有效實施，因為本公司已經與股東持續溝通、刊發年度及中期報告、公告及通函以就本集團的活動、業務戰略及發展，以及財務狀況提供詳盡資料，以及將所有公司溝通資料在聯交所網頁及本公司網站上刊登。

股息政策

本公司並無任何預先釐定的派息比率。董事會於宣派及派付股息時考慮多項因素，包括本集團財務狀況、經營業績和現金水平、資本支出需求、債務義務、法定和監管限制、未來前景以及任何其他被視為相關的因素。董事會保留向股東宣派及派發股息的酌情權，前提為須維持足夠現金儲備以滿足其營運資金需要及支持未來增長。

於本年度，經考慮上述因素後，董事會宣派中期股息每股12港仙，並已於2025年12月派付。

Profile of Directors and Senior Management

董事及高級管理層履歷

EXECUTIVE DIRECTORS

Mr. Lau Chun Ming, aged 83, is an executive director, the Chairman and founder of the Group. He is also a director of various subsidiaries within the Group. Mr. Lau is responsible for the overall strategic planning and business development of the Group, overseeing the tendering and quotation process, research and development and formulation of overall corporate policies of the Group. Mr. Lau has been involved in the foundation works business since 1990. He is a brother of Mr. Lau Chun Ka, and the father of Ms. Lau Pui Shan.

Mr. Lau Chun Ka, aged 72, is an executive director. He is also a director of various subsidiaries within the Group. He joined the Group in the 1970s. He is responsible for the overall management of maintenance and repair of machinery and equipment of the Group. He has been involved in the foundation works business since 1990. He is the brother of Mr. Lau Chun Ming, and uncle of Ms. Lau Pui Shan.

Ms. Lau Pui Shan, aged 52, is the chief financial officer and an executive director. She is also a director of certain subsidiaries within the Group. She joined the Group in 1999. She is responsible for financial accounting, treasury and banking matters, investors relation and information technology system of the Group. She obtained a bachelor's degree of commerce in accounting and finance and a master's degree of commerce in international business from the University of New South Wales in Australia. She is a fellow certified practicing accountant of CPA Australia and a fellow member of the Hong Kong Institute of Certified Public Accountants. She is the daughter of Mr. Lau Chun Ming, and a niece of Mr. Lau Chun Ka.

執行董事

劉振明先生，83歲，本集團執行董事、主席兼創辦人。彼亦為本集團多間附屬公司的董事。劉先生負責本集團整體策略規劃及業務發展、監督投標及報價過程、研發及制訂整體公司政策。劉先生自1990年起參與地基工程業務。彼為劉振家先生的胞兄、及劉沛珊女士的父親。

劉振家先生，72歲，執行董事。彼亦為本集團多間附屬公司的董事。彼於二十世紀七十年代加盟本集團，負責本集團機械及設備保養維修的整體管理。彼自1990年起參與地基工程業務。彼為劉振明先生的胞弟、及劉沛珊女士的叔叔。

劉沛珊女士，52歲，為財務總裁及執行董事。彼亦為本集團若干附屬公司的董事。彼於1999年加盟本集團。彼負責本集團財務、會計、司庫及銀行事務、投資者關係及資訊科技系統。彼持有澳洲新南威爾士大學的會計及金融商學士學位及國際商務碩士學位。彼為澳洲會計師公會的澳洲資深註冊會計師及香港會計師公會的資深會員。彼為劉振明先生的女兒，亦為劉振家先生的侄女。

Profile of Directors and Senior Management

董事及高級管理層履歷

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Chu Tak Sum, aged 78, was appointed as an independent non-executive director of the Company in September 2014. Mr. Chu is a registered architect in Hong Kong under the provisions of the Architects Registration Ordinance (Cap. 408 of the Laws of Hong Kong) and has been engaged as an architect for over 50 years. Mr. Chu obtained a bachelor's degree of arts in architecture studies from The University of Hong Kong in 1971. He is also a fellow member of the Hong Kong Institute of Architects and holds Class 1 Registered Architect qualification of the PRC. Mr. Chu is currently the managing director of T.S. Chu Architects Limited.

Mr. Ip Tin Chee, Arnold, aged 63, was appointed as an independent non-executive director of the Company in September 2014. Mr. Ip obtained a Master of Arts degree from Trinity College, Cambridge University. Mr. Ip is chairman of Altus Holdings Limited (stock code: 8149), which group companies focus on providing corporate finance services to listed and unlisted companies in Hong Kong, as well as property investments.

Mr. Ip is an independent non-executive director of Pioneer Global Group Limited (stock code: 224) and SV Vision Limited (stock code: 8429), each of which is a company listed on the Stock Exchange. Mr. Ip worked for Standard Chartered Asia Limited and was a director of Yuanta Securities (Hong Kong) Limited thereafter until January 2001, specializing in a range of corporate finance and advisory activities for companies based in Hong Kong and China. From 1984 to 1988, he worked at Arthur Andersen & Co in London specializing in taxation and qualified as a Chartered Accountant in 1988.

獨立非執行董事

朱德森先生，78歲，於2014年9月獲委任為本公司獨立非執行董事。朱先生為香港法例第408章《建築師註冊條例》所指的香港註冊建築師，並擔任建築師已超過50年。朱先生於1971年取得香港大學建築學文學士學位。彼亦為香港建築師學會會員及持有中國一級註冊建築師資格。朱先生現為朱德森建築師事務所的常務董事。

葉天賜先生，63歲，於2014年9月獲委任為本公司獨立非執行董事。葉先生在劍橋大學三一學院取得文學士碩士學位。葉先生為浩德控股有限公司（股份代號：8149）主席，其集團公司專注向香港上市及非上市公司提供企業融資服務以及物業投資業務。

葉先生為聯交所上市公司建生國際集團有限公司（股份代號：224）及華美樂樂有限公司（股份代號：8429）的獨立非執行董事。葉先生曾於渣打（亞洲）有限公司任職，及後直至2001年1月為元大證券（香港）有限公司之董事，專注於中港兩地多間公司各類企業財務及顧問業務。由1984年至1988年，葉先生於倫敦之安達信公司任職，專門從事稅務工作，並於1988年獲得特許會計師資格。

Profile of Directors and Senior Management

董事及高級管理層履歷

Mr. Pang Tat Choi, Paul, aged 73, was appointed as an independent non-executive director of the Company in July 2023. Mr. Pang has more than 40 years of experience in planning, design and construction of civil and structural engineering projects and building control in Hong Kong and Canada. He is a fellow member of The Hong Kong Institution of Engineers, an authorised person and registered structural engineer of Hong Kong, and a chartered civil and structural engineer of the U.K.. Mr. Pang graduated from McGill University and obtained a bachelor degree in civil engineering. He is currently an Adjunct Professor of The Hong Kong University of Science and Technology (HKUST) and Technological and Higher Education Institute of Hong Kong (THEi); and Technical Director of SYW & Associates Limited. Mr. Pang was Assistant Director of the Buildings Department before his retirement from the Hong Kong Government in 2013 where he had served for about 26 years. He is also the founding chairman of the Hong Kong Regional Group of the Institution of Structural Engineers, a permanent honorary advisor of Canadian Society for Civil Engineering (Hong Kong Branch) and an expert member of the Steering Committee on Modular Social Housing of the Hong Kong Council for Social Services.

SENIOR MANAGEMENT

Mr. Wu Kwai Keung, Peter, aged 71, is the Deputy General Manager of the foundation division. He is responsible for the business development, tendering and overall management of the foundation works and ancillary services projects of the Group. He obtained a master degree in arbitration & dispute resolution from City University of Hong Kong in 2003. He has more than 40 years of experience in the construction industry both locally and abroad. He is a member of the Institution of Civil Engineers and Hong Kong Institution of Engineers.

Mr. Ho Ting Leung, Robin, aged 70, is the Deputy General Manager of the foundation division. He is responsible for the managing, supervising and actuating the current projects of the Group. He has over 40 years of experience, working in the construction industry, since graduated in 1981 from Civil Engineering Department of Hong Kong Polytechnic.

彭達材先生，73歲，於2023年7月獲委任為本公司獨立非執行董事。彭先生於香港和加拿大的土木及結構工程項目的規劃、設計及建造，以及樓宇規管擁有逾40年經驗。彭先生是香港工程師學會的資深會員、香港認可人士及註冊結構工程師，並具備英國特許土木工程師及結構工程師資格。彭先生畢業於麥基爾大學並取得土木工程學士學位。彭先生目前是香港科技大學及香港高等教育科技學院的客座教授，也是邵賢偉建築工程師有限公司的技術總監。彭先生曾於香港政府服務約26年，曾擔任屋宇署助理署長直至2013年退休。彭先生也是英國結構工程師學會香港分區創會會長、加拿大土木工程學會（香港分會）永遠名譽顧問，以及香港社會服務聯會組合社會房屋督導委員會專家委員。

高級管理層

胡季強先生，71歲，為地基部的副總經理。彼負責本集團地基工程及附屬服務項目的業務發展、投標及整體管理工作。於2003年，彼獲得香港城市大學仲裁及爭議解決學碩士學位。彼於建造行業擁有超過40年本地及海外經驗。彼為英國土木工程師學會及香港工程師學會會員。

何定樑先生，70歲，為地基部的副總經理。彼負責本集團營運中的工程項目的管理、督導和推動工作。自1981年畢業於香港理工學院土木工程系後，彼於建造行業擁有逾40年之經驗。

Profile of Directors and Senior Management

董事及高級管理層履歷

Mr. Leung Wah Hing, Tommy, aged 70, is the Deputy General Manager of the foundation division. He is responsible for project management, tendering and contract administration of foundation works. He obtained a bachelor degree in engineering from The University of Leicester, England in 1981 and a master degree in engineering from The University of Auckland, New Zealand in 1999. He has over 40 years of experience in the construction industry, with extensive experience in Hong Kong, Macau and overseas infrastructure projects.

Mr. Kwok Kan Kuen, Lawrence, aged 62, is a project manager of the foundation division. He is responsible for the supervision of the related foundation projects of the Group. Prior to joining the Group in July 2012, he has over 30 years of experience in the engineering field. He obtained a bachelor's degree in civil engineering from the Chu Hai College in 1987 and a master's degree of science in international construction management and engineering from the University of Leeds in the United Kingdom in 1994. He is currently a registered professional engineer under the Engineer Registration Ordinance (Cap. 409 of the Laws of Hong Kong) and a member of each of the Institution of Civil Engineers of the United Kingdom and the Hong Kong Institution of Engineers, respectively.

COMPANY SECRETARY

Mr. Chan Sun Kwong, aged 59, is the company secretary of the Company. He obtained a diploma of business administration from the Hong Kong Shue Yan College (now known as Hong Kong Shue Yan University) in 1990. He is a fellow member of the Hong Kong Chartered Governance Institute, the Chartered Governance Institute in the United Kingdom, the Institute of Chartered Accountants in England and Wales, the Association of Chartered Certified Accountants in the United Kingdom and the Hong Kong Institute of Certified Public Accountants. He is a mediator of The Hong Kong Mediation Centre and Hong Kong Mediation Accreditation Association Limited. He has over 30 years company secretarial experience.

梁華慶先生，70歲，為本集團地基部的副總經理，彼負責地基工程項目的工程管理、投標及合約管理。彼於1981年取得英國萊斯特大學工程學學士學位，並於1999年取得紐西蘭奧克蘭大學工程學碩士學位。彼於建造業擁有逾40年經驗，並於香港、澳門及海外基建項目方面具備豐富經驗。

郭根權先生，62歲，地基部的項目經理，負責監督本集團的相關地基項目。彼於2012年7月加盟本集團之前，已於工程領域累積逾30年的經驗。郭先生於1987年取得珠海學院土木工程學士學位及於1994年取得英國利茲大學的國際建築管理與工程學碩士學位。彼現時為香港法例第409章《工程師註冊條例》所指的註冊專業工程師，並為英國土木工程師學會會員及香港工程師學會會員。

公司秘書

陳晨光先生，59歲，為本公司的公司秘書。彼於1990年獲得香港樹仁學院（現稱香港樹仁大學）工商管理文憑。彼為香港公司治理公會、英國特許公司治理公會、英格蘭及威爾士特許會計師協會、英國特許公認會計師公會及香港會計師公會資深會員。彼為香港和解中心及香港調解資歷評審協會有限公司調解員。彼擁有逾30年的公司秘書經驗。

Directors' Report

董事會報告

The directors of the Company submit their report together with the audited financial statements of the Group for the year ended 31 March 2026.

PRINCIPAL ACTIVITIES

The principal activity of the Company is investment holding. The Group is principally engaged in the provision of foundation works and ancillary services. The principal activities of the subsidiaries of the Company and the segment information of the operations of the Group for the year ended 31 March 2026 are set out in the notes to the consolidated financial statements.

BUSINESS REVIEW

The business review and principal risks of the Group for the year are included in the Chairman's Statement and Management Discussion and Analysis in this annual report.

The environmental policies and relationships with key stakeholders are included in the Management Discussion and Analysis in this annual report. Further details of the above are included in the Environment, Social and Governance Report. Information about the corporate culture and its implementation is also available in the Environmental, Social and Governance Report.

RESULTS AND DIVIDENDS

The results of the Group for the year ended 31 March 2026 are set out in the consolidated statement of comprehensive income of this annual report.

The directors declared an interim dividend of HK12 cents per share, amounting to approximately HK\$10 million, which was already paid in December 2025. The directors do not recommend the payment of a final dividend for the year ended 31 March 2026.

本公司董事提呈其截至2026年3月31日止年度的報告連同本集團的經審核財務報表。

主要業務

本公司的主要業務為投資控股。本集團主要從事提供地基工程及附屬服務業務。本公司附屬公司的主要業務及本集團截至2026年3月31日止年度的業務分部資料載於綜合財務報表附註。

業務回顧

本集團於本年度的業務回顧及主要風險已載於本年報的主席報告及管理層討論與分析內。

環境政策及與主要持份者的關係載於本年報的管理層討論與分析內。有關上述詳情載於環境、社會及管治報告內。有關企業文化及其實行情況的資料亦可於環境、社會及管治報告查閱。

業績及股息

本集團於截至2026年3月31日止年度的業績載於本年報的綜合全面收益表內。

董事宣派中期股息每股12港仙（總計約10,000,000港元），並已於2025年12月派付。董事不建議派發截至2026年3月31日止年度的末期股息。

FIVE YEAR FINANCIAL SUMMARY

A summary of the published results and of the assets and liabilities of the Group for the last five years is set out on the last page of this annual report.

DONATIONS

No charitable and other donations were made by the Group during the year (2025: Nil).

DISTRIBUTABLE RESERVES

Distributable reserves of the Company at 31 March 2026, calculated under the Companies Act, Cap 22 (Law 3 of 1961, as consolidated and revised), of the Cayman Islands, amounted to HK\$202 million (2025: HK\$199 million).

SHARES ISSUED IN THE YEAR

No shares were issued in the years ended 31 March 2026 and 2025.

PRE-EMPTIVE RIGHTS

There is no provision for pre-emptive rights under the Company's articles of association and there was no restriction against such rights under the laws of the Cayman Islands, which would oblige the Company to offer new shares on a pro rata basis to existing shareholders.

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

Neither the Company nor any of its subsidiaries had purchased, sold or redeemed any of the Company's listed securities during the year ended 31 March 2026.

五年財務概要

本集團過去五個年度的已刊發業績及資產負債概要載於本年報最後一頁。

捐款

本集團於年內並無作出慈善及其他捐款 (2025年：零)。

可供分派儲備

於2026年3月31日，本公司根據開曼群島法例第22章《公司法》(1961年法例三，經綜合及修訂本)計算的可供分派儲備為202,000,000港元(2025年：199,000,000港元)。

年內已發行股份

於截至2026年及2025年3月31日止年度並無發行股份。

優先購買權

本公司的組織章程細則並無有關優先購買權的條文，而開曼群島法例並無對該等權利施加限制，規定本公司須按比例向現有股東提呈新股份。

購買、出售或贖回本公司上市證券

本公司或其任何附屬公司於截至2026年3月31日止年度概無購買、出售或贖回本公司任何上市證券。

Directors' Report

董事會報告

SHARE OPTION SCHEME

A share option scheme (the "Scheme") was adopted pursuant to a shareholders' written resolution of the Company passed on 15 September 2014. The Scheme had remained in force for a period of 10 years after the date of adoption until 14 September 2024. No options have been granted, exercised or cancelled under the Scheme since its adoption up to the date of this annual report.

DIRECTORS

The directors of the Company during the year and up to the date of this report were:

Executive directors

Mr. Lau Chun Ming (*Chairman*)
Mr. Lau Chun Ka
Ms. Lau Pui Shan
Mr. Lau Chun Kwok (retired on 9 September 2025)

Independent non-executive directors

Mr. Chu Tak Sum
Mr. Ip Tin Chee, Arnold
Mr. Pang Tat Choi, Paul

In accordance with article 84 of the Company's articles of association, Mr. Lau Chun Ka and Mr. Pang Tat Choi, Paul will retire by rotation. All retiring directors, being eligible, will offer themselves for re-election at the forthcoming annual general meeting.

Mr. Lau Chun Kwok retired as an executive director of the Company upon the conclusion of the annual general meeting held on 9 September 2025. He has confirmed that he has no disagreement with the Board and there is no other matter relating to his retirement that needs to be brought to the attention of the shareholders of the Company and the Stock Exchange.

The Company has received, from each of the independent non-executive directors, an annual confirmation of his independence pursuant to rule 3.13 of the Listing Rules. The Company considered all of the independent non-executive directors to be independent.

購股權計劃

本公司根據於2014年9月15日通過的股東書面決議案，採納一項購股權計劃（「該計劃」）。該計劃於採納日期後10年期間維持有效，直至2024年9月14日結束。自採納該計劃起至本年報日期為止，並無根據該計劃授出、行使或註銷任何購股權。

董事

於本年度內至本報告日期止的本公司董事如下：

執行董事

劉振明先生 (*主席*)
劉振家先生
劉沛珊女士
劉振國先生 (於2025年9月9日退任)

獨立非執行董事

朱德森先生
葉天賜先生
彭達材先生

根據本公司組織章程細則第84條，劉振家先生及彭達材先生將輪值退任。所有退任董事均符合資格，並將於應屆股東週年大會上膺選連任。

劉振國先生已於2025年9月9日舉行的股東週年大會結束後退任本公司執行董事。彼已確認其與董事會並無任何分歧，亦無有關其退任的其他事宜須提請本公司股東及聯交所垂注。

本公司已接獲每位獨立非執行董事根據上市規則第3.13條就其獨立性作出的年度確認書。本公司認為所有獨立非執行董事均符合有關獨立性的要求。

DIRECTORS' SERVICE CONTRACTS

None of the directors being proposed for re-election at the forthcoming annual general meeting has a service contract with any member of the Group which is not determinable by the Group within one year without payment of compensation (other than statutory compensation).

DIRECTORS'/CONTROLLING SHAREHOLDERS' MATERIAL INTERESTS IN TRANSACTIONS, ARRANGEMENTS AND CONTRACTS THAT ARE SIGNIFICANT IN RELATION TO THE GROUP'S BUSINESS

Save for disclosed elsewhere in this annual report, no transactions, arrangements and contracts of significance in relation to the Group's business to which the Company's subsidiaries, fellow subsidiaries or its parent companies was a party and in which a director or controlling shareholders of the Company and the directors' connected party had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year.

BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT

Brief biographical details of directors and senior management are set out in the "Profile of Directors and Senior Management" section of this annual report.

董事的服務合約

概無擬於應屆股東週年大會上膺選連任的董事與本集團任何成員公司訂有不可由本集團於一年內終止而毋須支付補償款項（法定補償除外）的服務合約。

董事／控股股東於對本集團業務而言屬重大的交易、安排及合約中擁有的重大權益

除於本年報其他部分所披露者外，本公司的附屬公司、同系附屬公司或母公司於年末或年內任何時間，並無訂有任何對本集團業務而言屬重大且本公司董事或控股股東及董事的關連人士於當中擁有重大權益（不論直接或間接）的交易、安排及合約。

董事及高級管理層履歷

董事及高級管理層履歷載於本年報「董事及高級管理層履歷」一節。

Directors' Report

董事會報告

DISCLOSURE OF INTERESTS

As at 31 March 2026, the interests and short positions of directors in the shares, underlying shares and debentures of the Company and its associated corporation (within the meaning of Part XV of the Securities and Futures Ordinance ("SFO")) as recorded in the register required to be kept under section 352 of the SFO, or as notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers as set out in Appendix C2 of the Listing Rules, are as follows:

(a) Directors' interest in the Company:

Name of director 董事姓名	Number of ordinary shares of HK\$0.05 each held (long position) 所持每股面值0.05港元的普通股數目(好倉)	Percentage of shareholding 持股百分比	Capacity 身份
Mr. Lau Chun Ming 劉振明先生	60,000,000	71.43%	Founder of a discretionary trust 全權信託的創辦人
Ms. Lau Pui Shan 劉沛珊女士	60,000,000	71.43%	Beneficiary of a discretionary trust 全權信託的受益人

(b) Directors' interest in associated corporations of the Company:

Name of director 董事姓名	Name of associated corporation 相聯法團名稱	Number of shares 股份數目	Percentage of shareholding 持股百分比	Capacity 身份
Mr. Lau Chun Ming 劉振明先生	Actiease Assets Limited	61 shares 61股	100%	Founder of a discretionary trust 全權信託的創辦人
Mr. Lau Chun Ming 劉振明先生	Silver Bright Holdings Limited	10,000 shares 10,000股	100%	Founder of a discretionary trust 全權信託的創辦人
Mr. Lau Chun Ming 劉振明先生	SW AA Holdings Limited	1 share 1股	100%	Founder of a discretionary trust 全權信託的創辦人
Ms. Lau Pui Shan 劉沛珊女士	Actiease Assets Limited	61 shares 61股	100%	Beneficiary of a discretionary trust 全權信託的受益人
Ms. Lau Pui Shan 劉沛珊女士	Silver Bright Holdings Limited	10,000 shares 10,000股	100%	Beneficiary of a discretionary trust 全權信託的受益人

權益披露

於2026年3月31日，董事於本公司及其相聯法團(定義見證券及期貨條例(「證券及期貨條例」)第XV部)的股份、相關股份及債券中擁有根據證券及期貨條例第352條須予存置的登記冊所記錄的權益及淡倉，或根據上市規則附錄C2所載的上市發行人董事進行證券交易的標準守則須知會本公司及聯交所的權益及淡倉如下：

(a) 董事於本公司的權益：

(b) 董事於本公司相聯法團的權益：

So far as the directors are aware, as at 31 March 2026, the interest and short positions of the persons, other than a director or chief executive of the Company, in the shares and underlying shares of the Company as recorded in the register required to be kept under section 336 of the SFO are as follows:

(c) **Substantial shareholders' interests and short positions in the Company:**

Name of shareholder 股東名稱	Number of ordinary shares of HK\$0.05 each held 所持每股面值0.05港元的 普通股數目	Percentage of shareholding 持股百分比	Capacity 身份
Actiease Assets Limited	Long position 60,000,000 好倉60,000,000股	71.43%	Beneficial owner 實益擁有人
Silver Bright Holdings Limited	Long position 60,000,000 好倉60,000,000股	71.43%	Interest of a controlled corporation 受控制法團的權益
SW AA Holdings Limited	Long position 60,000,000 好倉60,000,000股	71.43%	Trustee 受託人

Notes:

- 60,000,000 shares were held by Actiease Assets Limited, a company wholly owned by Silver Bright Holdings Limited which is indirectly owned by a discretionary trust of which Ms. Lau Pui Shan was the beneficiary.
- Silver Bright Holdings Limited is 100% held by SW AA Holdings Limited as trustee of a discretionary trust set up by Mr. Lau Chun Ming.

MANAGEMENT CONTRACTS

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

DEED OF NON-COMPETITION

The controlling shareholders have confirmed to the Company of their compliance with the non-competition undertakings provided to the Company under a deed of non-competition dated 15 September 2014.

就董事所知，於2026年3月31日，以下人士（不包括本公司董事或主要行政人員）於本公司股份及相關股份中擁有根據證券及期貨條例第336條須予存置的登記冊所記錄的權益及淡倉：

(c) **主要股東於本公司的權益及淡倉：**

Name of shareholder 股東名稱	Number of ordinary shares of HK\$0.05 each held 所持每股面值0.05港元的 普通股數目	Percentage of shareholding 持股百分比	Capacity 身份
Actiease Assets Limited	Long position 60,000,000 好倉60,000,000股	71.43%	Beneficial owner 實益擁有人
Silver Bright Holdings Limited	Long position 60,000,000 好倉60,000,000股	71.43%	Interest of a controlled corporation 受控制法團的權益
SW AA Holdings Limited	Long position 60,000,000 好倉60,000,000股	71.43%	Trustee 受託人

附註：

- 60,000,000股股份由Silver Bright Holdings Limited全資擁有的公司Actiease Assets Limited所持有，而Silver Bright Holdings Limited由其受益人為劉沛珊女士的全權信託間接擁有。
- Silver Bright Holdings Limited由劉振明先生設立之全權信託的受託人SW AA Holdings Limited所100%持有。

管理合約

於年內概無訂立或存有關於本公司全部或任何重大部分業務的管理及行政方面的合約。

不競爭契據

控股股東已向本公司確認，其已遵守根據日期為2014年9月15日的不競爭契據向本公司作出的不競爭承諾。

Directors' Report

董事會報告

In addition, the Company requested and obtained the information of the companies owned by the controlling shareholders of the Company. The independent non-executive directors, based on their review of the confirmation, noted that no engagement in competing business had been reported by the controlling shareholder of the Company during the year ended 31 March 2026; and there was no particular situation rendering the full compliance of the undertakings being questionable.

MAJOR CUSTOMERS AND SUPPLIERS

During the year, the Group's five largest customers in aggregate accounted for approximately 99% (2025: 99%) of the Group's total turnover. The largest customer accounted for approximately 57% (2025: 58%) of the Group's total turnover.

During the year, the Group's five largest suppliers in aggregate accounted for approximately 71% (2025: 69%) of the Group's total purchases. The largest supplier accounted for approximately 28% (2025: 23%) of the Group's total purchases.

To the best of the knowledge of the directors, none of the directors, their associates or any shareholder (which to the knowledge of the directors owns more than 5% of the Company's share capital) had an interest in these major suppliers or customers.

RELATED PARTY TRANSACTIONS

The significant related party transactions entered into by the Group during the year set out in note 27 to the financial statements included transactions that constitute connected/continuing connected transactions for which the requirements under the Listing Rules have been complied with.

此外，本公司已索取並獲取本公司控股股東所擁有公司的資料。獨立非執行董事根據其對確認書的審閱注意到本公司控股股東於截至2026年3月31日止年度概無匯報曾參與競爭業務，亦不存在關於完全遵守承諾有爭議之特殊情況。

主要客戶及供應商

於年內，本集團五大客戶合共佔本集團總營業額約99%（2025年：99%）。最大客戶佔本集團總營業額約57%（2025年：58%）。

於年內，本集團五大供應商合共佔本集團總採購額約71%（2025年：69%）。最大供應商佔本集團總採購額約28%（2025年：23%）。

就董事所知，概無董事、彼等的聯繫人士或任何股東（就董事所知擁有本公司股本5%以上的人士）於上述主要供應商或客戶中擁有權益。

關聯人士交易

本集團於本年度訂立的重大關聯交易載於財務報表附註27，包括構成關連／持續關連交易的交易，而本集團已就該等交易遵守上市規則的規定。

CONTINUING CONNECTED TRANSACTIONS

During the year ended 31 March 2026, the Group had the following continuing connected transactions:

Tenancy Agreements

Name of landlords 業主名稱	Term of lease agreements 租賃協議年期	Monthly rent 每月租金 (HK\$) (港元)	Total rent 租金總額 (HK\$) (港元)
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Leasing of storage property for use as open storage and service depot for the Group

租賃存倉物業以用作本集團的露天存倉及維修場

Cheer Crown Property Holdings Limited 嘉勳地產控股有限公司	1/8/2024 ~ 31/7/2025 1/8/2025 ~ 31/7/2026	420,000	5,040,000
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Leasing of residential properties and car parking spaces for use as quarter for the directors

租賃住宅物業及停車位以用作董事的居所

Cheer Wealth International Development Limited 富怡國際發展有限公司	1/8/2024 ~ 31/7/2025 1/8/2025 ~ 31/7/2026	73,000	876,000
East Ascent Enterprises Limited 東升企業有限公司	1/8/2024 ~ 31/7/2025 1/8/2025 ~ 31/7/2026	3,800	45,600
Cheer Profit International Enterprise Limited 置利國際企業有限公司	1/8/2024 ~ 31/7/2025 1/8/2025 ~ 31/7/2026	3,800	45,600
Long Ascent Development Limited 長升發展有限公司	1/8/2024 ~ 31/7/2025 1/8/2025 ~ 31/7/2026	50,000	600,000
Healthy World Investment Limited 健匯投資有限公司	1/8/2024 ~ 31/7/2025 1/8/2025 ~ 31/7/2026	50,000	600,000

Total transaction amounts for the year ended 31 March 2026

截至2026年3月31日止年度的交易總額

7,207,200

Annual cap

For the year ended 31 March 2026

年度上限

截至2026年3月31日止年度

7,207,200

持續關連交易

於截至2026年3月31日止年度，本集團的持續關連交易如下：

租賃協議

Name of landlords 業主名稱	Term of lease agreements 租賃協議年期	Monthly rent 每月租金 (HK\$) (港元)	Total rent 租金總額 (HK\$) (港元)
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Leasing of storage property for use as open storage and service depot for the Group

租賃存倉物業以用作本集團的露天存倉及維修場

Cheer Crown Property Holdings Limited 嘉勳地產控股有限公司	1/8/2024 ~ 31/7/2025 1/8/2025 ~ 31/7/2026	420,000	5,040,000
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Leasing of residential properties and car parking spaces for use as quarter for the directors

租賃住宅物業及停車位以用作董事的居所

Cheer Wealth International Development Limited 富怡國際發展有限公司	1/8/2024 ~ 31/7/2025 1/8/2025 ~ 31/7/2026	73,000	876,000
East Ascent Enterprises Limited 東升企業有限公司	1/8/2024 ~ 31/7/2025 1/8/2025 ~ 31/7/2026	3,800	45,600
Cheer Profit International Enterprise Limited 置利國際企業有限公司	1/8/2024 ~ 31/7/2025 1/8/2025 ~ 31/7/2026	3,800	45,600
Long Ascent Development Limited 長升發展有限公司	1/8/2024 ~ 31/7/2025 1/8/2025 ~ 31/7/2026	50,000	600,000
Healthy World Investment Limited 健匯投資有限公司	1/8/2024 ~ 31/7/2025 1/8/2025 ~ 31/7/2026	50,000	600,000

Total transaction amounts for the year ended 31 March 2026

截至2026年3月31日止年度的交易總額

7,207,200

Annual cap

For the year ended 31 March 2026

年度上限

截至2026年3月31日止年度

7,207,200

Directors' Report

董事會報告

The rents paid by the Group to the above landlords were determined on an arm's length basis and reflected the prevailing market rents at the time. The relevant tenancy agreements were also entered into by the parties on normal commercial terms.

Relationships with Connected Persons

As Mr. Lau Chun Ming, Mr. Lau Chun Ka and Ms. Lau Pui Shan, each a director, owned the beneficial interests in the above landlords, each of the landlords above was therefore considered as a connected person of the Company and hence the transactions referred above constituted continuing connected transactions under Chapter 14A of the Listing Rules.

Review of Continuing Connected Transactions

The continuing connected transactions mentioned above have been reviewed by the independent non-executive directors of the Company who have confirmed that the transactions have been entered into (a) in the ordinary and usual course of business of the Company; (b) on normal commercial terms or better; and (c) according to the relevant agreements governing them on terms that are fair and reasonable and in the interests of the Company's shareholders as a whole.

The Company's auditor was engaged to report on the Group's continuing connected transactions in accordance with Hong Kong Standard on Assurance Engagements 3000 "Assurance Engagements Other Than Audits or Reviews of Historical Financial Information" and with reference to Practice Note 740 "Auditor's Letter on Continuing Connected Transactions under the Listing Rules" issued by the Hong Kong Institute of Certified Public Accountants. The auditor has issued an unqualified letter containing their findings and conclusions in respect of the continuing connected transactions disclosed in this annual report in accordance with rule 14A.56 of the Listing Rules.

本集團向上述業主支付的租金乃按公平原則釐定，並已反映當時的現行市場租金。同樣，相關租賃協議由訂約各方按正常商業條款訂立。

與關連人士的關係

由於劉振明先生、劉振家先生及劉沛珊女士（彼等各自為董事）於以上業主中擁有實益權益，因此以上業主均被視為本公司的關連人士，上述所指的交易亦因而構成上市規則第14A章項下的持續關連交易。

審閱持續關連交易

本公司的獨立非執行董事已審閱上述持續關連交易，並確認交易乃(a)於本公司日常一般業務過程中；(b)按一般商業條款或更佳條款；及(c)根據規管該等交易的相關協議，屬公平合理，且符合本公司股東整體利益而訂立。

本公司核數師獲委聘，遵照香港會計師公會頒發的香港鑒證業務準則第3000號「歷史財務資料審核或審閱以外的鑒證工作」並參考實務說明第740號「上市規則規定的持續關連交易的核數師函件」，就本集團的持續關連交易作出報告。根據上市規則第14A.56條，核數師已就於本年報披露的持續關連交易，發出載有彼等的審核結果及結論的無保留意見函件。

Save as disclosed above, a summary of significant related party transactions that did not constitute connected transactions made during the year is disclosed in note 27 to the financial statements.

MARKET CAPITALISATION

As at 31 March 2026, the market capitalisation of the listed securities of the Company was approximately HK\$99 million based on the total number of 84,000,000 issued shares of the Company and the closing price of HK\$1.180 per share.

SUFFICIENCY OF PUBLIC FLOAT

Based on information that is publicly available to the Company and within the knowledge of the directors, the Company has maintained the prescribed public float under the Listing Rules during the year ended 31 March 2026 and as at the date of this report.

COMPLIANCE WITH LAWS AND REGULATIONS

During the year and up to the date of this report, the Group had complied with all the relevant laws and regulations in the places where we operate in all material respects.

PERMITTED INDEMNITY PROVISION

The Company's Articles provides that every director is entitled to be indemnified out of the assets of the Company against all losses or liabilities which he/she may sustain or incur in or about the execution of duties of his/her office or otherwise in relation thereto provided that such indemnity shall not extend to any matter in respect of fraud or dishonesty which may attach to the director.

The Company has taken out and maintained directors' liability insurance throughout the year, which provides appropriate cover for the directors.

除上文披露者外，於年內作出的並不構成關連交易的重大關聯人士交易概要於財務報表附註27披露。

市值

於2026年3月31日，按本公司已發行股份總數84,000,000股以及每股收市價1.180港元計算，本公司上市證券的市值約為99,000,000港元。

充足的公眾持股量

根據本公司獲得的公開資料及就董事所知，於截至2026年3月31日止年度及於本年報日期，本公司一直維持上市規則指定的公眾持股量。

遵守法律及規例

於年內及直至本報告日期，本集團已在各重要方面遵守旗下營運所在地的全部相關法律及規例。

獲准許彌償條文

本公司組織章程細則規定，就其任期內或因執行其職務而可能遭致或發生與此相關之所有損失或責任，每位董事有權從本公司資產中獲得賠償，惟與董事本身之欺詐或不誠實事宜有關者除外。

本公司於年內已購買及維持全年的董事責任保險，為董事提供適當的保障。

Directors' Report

董事會報告

AUDITOR

The consolidated financial statements for the year ended 31 March 2026 have been audited by PricewaterhouseCoopers, who will retire and, being eligible, offer themselves for re-appointment at the forthcoming annual general meeting of the Company.

On behalf of the Board

Mr. Lau Chun Ming

Chairman

Hong Kong, 25 June 2026

核數師

截至2026年3月31日止年度的綜合財務報表已獲羅兵咸永道會計師事務所審核，其將於本公司應屆股東週年大會上任滿告退並願意接受續聘。

代表董事會

劉振明先生

主席

香港，2026年6月25日



羅兵咸永道

TO THE SHAREHOLDERS OF SAM WOO CONSTRUCTION GROUP LIMITED

(incorporated in the Cayman Islands with limited liability)

致三和建築集團有限公司股東

(於開曼群島註冊成立的有限公司)

OPINION

意見

What we have audited

我們已審計的內容

The consolidated financial statements of Sam Woo Construction Group Limited (the “Company”) and its subsidiaries (the “Group”), which are set out on pages 59 to 143, comprise:

三和建築集團有限公司(以下簡稱「貴公司」)及其附屬公司(以下統稱「貴集團」)列載於第59至143頁的綜合財務報表，包括：

- the consolidated balance sheet as at 31 March 2026;
 - the consolidated statement of comprehensive income for the year then ended;
 - the consolidated statement of changes in equity for the year then ended;
 - the consolidated statement of cash flows for the year then ended; and
 - the notes to the consolidated financial statements, comprising material accounting policy information and other explanatory information.
- 於2026年3月31日的綜合資產負債表、
 - 截至該日止年度的綜合全面收益表、
 - 截至該日止年度的綜合權益變動表、
 - 截至該日止年度的綜合現金流量表及
 - 綜合財務報表附註，包括重大會計政策信息及其他解釋信息。

Independent Auditor's Report

獨立核數師報告

Our opinion

In our opinion, the consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at 31 March 2026, and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with HKFRS Accounting Standards as issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”) and have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

BASIS FOR OPINION

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

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

Independence

We are independent of the Group in accordance with the HKICPA’s Code of Ethics for Professional Accountants (the “Code”), as applicable to audits of financial statements of public interest entities. We have also fulfilled our other ethical responsibilities in accordance with the Code.

KEY AUDIT MATTERS

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

我們的意見

我們認為，該等綜合財務報表已根據香港會計師公會頒佈的《香港財務報告準則會計準則》真實而中肯地反映了貴集團於2026年3月31日的綜合財務狀況及其截至該日止年度的綜合財務表現及綜合現金流量，並已遵照香港《公司條例》的披露規定妥為擬備。

意見的基礎

我們已根據香港會計師公會頒佈的《香港審計準則》進行審計。我們在該等準則下承擔的責任已在本報告「核數師就審計綜合財務報表承擔的責任」部分中作進一步闡述。

我們相信，我們所獲得的審計憑證能充足及適當地為我們的審計意見提供基礎。

獨立性

根據香港會計師公會頒佈的《專業會計師道德守則》(以下簡稱「守則」)適用於公眾利益實體財務報表審計的規定，我們獨立於貴集團，並已履行守則中的其他專業道德責任。

關鍵審計事項

關鍵審計事項是根據我們的專業判斷，認為對本期綜合財務報表的審計最為重要的事項。這些事項是在我們審計整體綜合財務報表及出具意見時進行處理的。我們不會對這些事項提供單獨的意見。

Independent Auditor's Report

獨立核數師報告

KEY AUDIT MATTERS (Continued)

Key audit matters identified in our audit are summarised as follows:

- Revenue recognised from construction contracts
- Impairment assessment of plant and equipment and right-of-use assets

Key Audit Matter

關鍵審計事項

Revenue recognised from construction contracts

Refer to note 2.3.9 in the summary of accounting policies, note 4(a) in the critical accounting estimates and judgements and note 5 to the consolidated financial statements.

請參閱綜合財務報表會計政策概要附註2.3.9、重要會計估計及判斷附註4(a)以及附註5。

For the year ended 31 March 2026, the Group recognised revenue of HK\$835,031,000 from construction works.

截至2026年3月31日止年度，貴集團確認835,031,000港元的收入乃來自建築工程。

關鍵審計事項(續)

我們在審計中識別的關鍵審計事項概述如下：

- 建築合約的已確認收入
- 機械及設備以及使用權資產的減值評估

How our audit addressed the Key Audit Matter

我們的審計如何處理關鍵審計事項

建築合約的已確認收入

Our procedures in relation to revenue recognised from construction contracts mainly included:

我們就建築合約確認的收入已採取的程序主要包括：

- We obtained an understanding of management's process relating to revenue recognised from construction works and assessed the inherent risk of material misstatement by considering the degree of estimation uncertainty and other inherent risk factors including subjectivity.
- 我們已了解管理層就建築工程確認收入的流程，並通過考慮估計的不確定性程度及其他內在風險因素(包括主觀性)的水平，評估重大錯誤陳述的內在風險。

Independent Auditor's Report

獨立核數師報告

KEY AUDIT MATTERS (Continued)

Key Audit Matter

關鍵審計事項

Revenue from construction contracts is recognised over the period of individual contract by measuring the progress towards complete satisfaction of individual performance obligation. Generally, the Group recognises revenue using either input method or output method, with the selection of method dependent upon which method best depicts the way the Group satisfies its performance obligation over time. The decision as to which method to use is made for each contract after considering the nature of services that the Group promised to transfer to the customer.

建築合約的收入通過計量達致完全履行個別履約義務的進度在個別合約期內予以確認。一般而言，貴集團採用投入法或輸出法確認收入，方法的選擇取決於哪種方法能最佳地描述貴集團隨時間履行履約義務的方式。對各合約下採用何種方法是經考慮貴集團承諾轉讓給客戶的服務的性質後決定。

關鍵審計事項(續)

How our audit addressed the Key Audit Matter

我們的審計如何處理關鍵審計事項

- We inspected material construction contracts of the Group and agreed contract sum and variations, if any, to management's records.
- 我們已檢視貴集團的重大建築合約並按管理層記錄協定合約金額及變更(如有)。

KEY AUDIT MATTERS (Continued)

Key Audit Matter

關鍵審計事項

The Group recognised revenue using output method for all incomplete contracts as at 31 March 2026. Under output method, revenue recognition is based on the stage of completion of contract activity by reference to work performed at balance sheet date as a percentage of the total contract value.

貴集團使用輸出法為截至2026年3月31日止所有未完成合約確認收入。根據輸出法，收入確認是基於經參考結算日所進行工程佔總合約價值百分比根據合約活動的完工階段。

We focused on this area as a key audit matter due to the significance of revenue transactions and management's judgements involved in assessing variable consideration and determining the appropriate method for measuring progress towards complete satisfaction of performance obligations under the contracts.

由於收入的規模及在評估可變代價及釐定計量完全履行合約項下履約義務的進展的適當方法時涉及管理層判斷，我們將該領域視作關鍵審計事項。

關鍵審計事項 (續)

How our audit addressed the Key Audit Matter

我們的審計如何處理關鍵審計事項

- We evaluated the appropriateness of management's judgement adopted in revenue recognition of new contracts, including the method to measure the progress towards complete satisfaction of performance obligations.
- 我們評估新合約收入確認中所採用的管理層判斷的適當性，包括計量完全履行履約義務的進展的方法。

Independent Auditor's Report

獨立核數師報告

KEY AUDIT MATTERS (Continued)

Key Audit Matter

關鍵審計事項

關鍵審計事項 (續)

How our audit addressed the Key Audit Matter

我們的審計如何處理關鍵審計事項

- We checked the completion status specified in quantity surveyors' certificates and compared the status/amount with revenue recognised for contracts where revenue was recognised using output method.
- 我們已就以輸出法確認收入的合約檢查工料測量師證明書中訂明的完工狀況並將有關狀況／金額與已確認收入作比較。
- We discussed with project managers to understand the status of the projects and, evaluate their assessment of any variation of contract sum.
- 我們已與項目經理討論以了解項目狀況及評估彼等對合約金額的變更的評估。

Based on the procedures performed, we considered that revenue recognised from construction contracts were supportable by the evidence obtained.

基於有關程序的結果，我們認為建築合約確認的收入已獲現有證據支持。

KEY AUDIT MATTERS (Continued)

Key Audit Matter

關鍵審計事項

Impairment assessment of plant and equipment and right-of-use assets

Refer to note 2.3.4 in the summary of accounting policies, note 4(c) in the critical accounting estimates and judgements and note 13 and 14 to the consolidated financial statements.

請參閱綜合財務報表會計政策概要附註2.3.4、重要會計估計及判斷附註4(c)以及附註13及14。

The Group's net asset value at 31 March 2026 exceeds its market capitalisation, which is considered an indicator of impairment of its non-current assets. Consequently, management performed an impairment assessment on non-current assets, primarily comprising plant and equipment and right-of-use assets. As at 31 March 2026, the carrying values of plant and equipment and right-of-use assets amounted to HK\$518,678,000 and HK\$41,495,000, respectively.

於2026年3月31日，貴集團的資產淨值超過其市值，被視為其非流動資產減值跡象。因此，管理層對非流動資產（主要包括機械及設備以及使用權資產）進行減值評估。於2026年3月31日，機械及設備以及使用權資產之賬面值分別為518,678,000港元及41,495,000港元。

關鍵審計事項(續)

How our audit addressed the Key Audit Matter

我們的審計如何處理關鍵審計事項

機械及設備以及使用權資產的減值評估

Our procedures in relation to impairment assessment of plant and equipment right-of-use assets mainly included:

就機械及設備以及使用權資產的減值評估，我們已採取的程序主要包括：

- We obtained an understanding of management's process relating to the impairment assessment of plant and equipment and right-of-use assets and assessed the inherent risk of material misstatement by considering the degree of estimation uncertainty and other inherent risk factors including complexity, subjectivity, changes and susceptibility to management bias or fraud.
- 我們已了解管理層機械及設備以及使用權資產減值評估相關流程，並透過考慮估計不確定程度及其他固有風險因素（包括複雜性、主觀性、變動及對管理層偏見或欺詐的敏感性）水平評估重大錯誤陳述的固有風險。

Independent Auditor's Report

獨立核數師報告

KEY AUDIT MATTERS (Continued)

Key Audit Matter

關鍵審計事項

In the assessment, management identified the entire Group as a single cash-generating unit ("CGU"), as its principal business comprises foundation works and ancillary services, which constitutes the smallest identifiable group of assets generating largely independent cash inflows.

於該評估中，管理層將 貴集團視為單一現金產生單位，因其主要業務包括地基工程及輔助服務，該等業務構成能產生大致獨立現金流入的最小可辨認資產組別。

Management determined the recoverable amount of the CGU based on the fair value less costs of disposal of the machinery and equipment, as these assets represent a substantial portion of the Group's non-current assets. The fair value less costs of disposal was estimated by referencing available data from recent market transaction prices or quotations for similar second-hand assets and scrap metal prices, adjusted for incremental disposal costs.

管理層根據機械及設備的公平值減出售成本釐定該現金產生單位的可回收金額，原因為該等資產佔 貴集團非流動資產的重大部分。公平值減去出售成本乃經參考類似二手資產及廢金屬價格的近期市場交易價格或報價的可得資料，經增量出售成本調整估算得出。

關鍵審計事項 (續)

How our audit addressed the Key Audit Matter

我們的審計如何處理關鍵審計事項

- We performed sample checks of market transaction prices or quotations for similar assets in the second-hand market, as well as recent scrap metal prices to assess the market value of each category of machinery and equipment. We also compared, on a sample basis, key specifications, including model and year of production from the market transaction prices or quotations to those of the assets owned by the Group in order to assess the appropriateness of the comparison.
- 我們已抽樣核對二手市場類似資產的市場交易價格或報價以及廢金屬的近期價格以評估各類機械及設備的市值。我們亦將市場交易價格或報價的機械及設備的主要規格（包括型號及製造年份）與 貴集團所擁有的機械及設備進行抽樣比較，以評估有關比較是否適用。

Independent Auditor's Report

獨立核數師報告

KEY AUDIT MATTERS *(Continued)*

Key Audit Matter

關鍵審計事項

We focused on this area as a key audit matter due to the significance of the judgement and estimates involved in the impairment assessment.

由於涉及的判斷及估計於減值評估的重要性，我們將該領域視作關鍵審計事項。

關鍵審計事項 (續)

How our audit addressed the Key Audit Matter

我們的審計如何處理關鍵審計事項

Based on the procedures performed, we considered that management's impairment assessment of plant and equipment and right-of-use assets was supportable by the evidence obtained and procedures performed.

基於有關程序的結果，我們認為管理層對機械及設備以及使用權資產減值評估已獲現有證據及程序結果支持。

Independent Auditor's Report

獨立核數師報告

OTHER INFORMATION

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

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

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

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

其他信息

貴公司董事須對其他信息負責。其他信息包括年報內的所有信息，但不包括綜合財務報表及我們的核數師報告。

我們對綜合財務報表的意見並不涵蓋其他信息，我們亦不對該等其他信息發表任何形式的鑒證結論。

結合我們對綜合財務報表的審計，我們的責任是閱讀其他信息，在此過程中，考慮其他信息是否與綜合財務報表或我們在審計過程中所了解的情況存在重大抵觸或者似乎存在重大錯誤陳述的情況。

基於我們已執行的工作，如果我們認為其他信息存在重大錯誤陳述，我們需要報告該事實。在這方面，我們沒有任何報告。

Independent Auditor's Report

獨立核數師報告

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

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

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

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

董事及審核委員會就綜合財務報表須承擔的責任

貴公司董事須負責根據香港會計師公會頒佈的《香港財務報告準則會計準則》及香港《公司條例》的披露規定擬備真實而中肯的綜合財務報表，並對其認為為使綜合財務報表的擬備不存在由於欺詐或錯誤而導致的重大錯誤陳述所需的內部控制負責。

在擬備綜合財務報表時，董事負責評估貴集團持續經營的能力，並在適用情況下披露與持續經營有關的事項，以及使用持續經營為會計基礎，除非董事有意將貴集團清盤或停止經營，或別無其他實際的替代方案。

審核委員會須負責監察貴集團的財務報告過程。

Independent Auditor's Report

獨立核數師報告

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

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

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

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.

核數師就審計綜合財務報表承擔的責任

我們的目標，是對綜合財務報表整體是否存在由於欺詐或錯誤而導致的重大錯誤陳述取得合理保證，並出具包括我們意見的核數師報告。我們僅向閣下（作為整體）報告我們的意見，除此之外本報告別無其他目的。我們不會就本報告的內容向任何其他人士負責或承擔任何責任。合理保證是高水平的保證，但不能保證按照《香港審計準則》進行的審計，在某一重大錯誤陳述存在時總能發現。錯誤陳述可以由欺詐或錯誤引起，如果合理預期它們單獨或滙總起來可能影響綜合財務報表使用者依賴綜合財務報表所作出的經濟決定，則有關的錯誤陳述可被視作重大。

在根據《香港審計準則》進行審計的過程中，我們運用了專業判斷，保持了專業懷疑態度。我們亦：

- 識別和評估由於欺詐或錯誤而導致綜合財務報表存在重大錯誤陳述的風險，設計及執行審計程序以應對這些風險，以及獲取充足和適當的審計憑證，作為我們意見的基礎。由於欺詐可能涉及串謀、偽造、蓄意遺漏、虛假陳述，或凌駕於內部控制之上，因此未能發現因欺詐而導致的重大錯誤陳述的風險高於未能發現因錯誤而導致的重大錯誤陳述的風險。
- 了解與審計相關的內部控制，以設計適當的審計程序，但目的並非對貴集團內部控制的有效性發表意見。

Independent Auditor's Report

獨立核數師報告

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

(Continued)

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.
 - Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
 - Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
 - Plan and perform the group audit to obtain sufficient appropriate audit evidence regarding the financial information of the entities or business units within the Group as a basis for forming an opinion on the consolidated financial statements. We are responsible for the direction, supervision and review of the audit work performed for purposes of the group audit. We remain solely responsible for our audit opinion.
- 核數師就審計綜合財務報表承擔的責任 (續)
 - 評價董事所採用會計政策的恰當性及作出會計估計和相關披露的合理性。
 - 對董事採用持續經營會計基礎的恰當性作出結論。根據所獲取的審計憑證，確定是否存在與事項或情況有關的重大不確定性，從而可能導致對貴集團的持續經營能力產生重大疑慮。如果我們認為存在重大不確定性，則有必要在核數師報告中提請使用者注意綜合財務報表中的相關披露。假若有關的披露不足，則我們應當發表非無保留意見。我們的結論是基於核數師報告日止所取得的審計憑證。然而，未來事項或情況可能導致貴集團不能持續經營。
 - 評價綜合財務報表的整體列報方式、結構和內容，包括披露，以及綜合財務報表是否中肯反映交易和事項。
 - 計劃及進行集團審核，以就貴集團內實體或業務單位的財務資料獲取充足及適當的審核憑證，作為對貴集團綜合財務報表發表意見的基礎。我們負責指導、監督和審閱為進行集團審核而執行的審核工作。我們就審核意見承擔全部責任。

Independent Auditor's Report

獨立核數師報告

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

(Continued)

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

We also provide the directors with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, actions taken to eliminate threats or safeguards applied.

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

The engagement partner on the audit resulting in this independent auditor's report is Ng Hiu Tung (practising certificate number: P05150).

PricewaterhouseCoopers
Certified Public Accountants

Hong Kong, 25 June 2026

核數師就審計綜合財務報表承擔的責任 (續)

除其他事項外，我們與董事會溝通了計劃的審計範圍、時間安排、重大審計發現等，包括我們在審計中識別出內部控制的任何重大缺陷。

我們還向董事會提交聲明，說明我們已符合有關獨立性的相關專業道德要求，並與他們溝通有可能合理地被認為會影響我們獨立性的所有關係和其他事項，以及在適用的情況下，用以消除對獨立性產生威脅的行動或採取的防範措施。

從與董事會溝通的事項中，我們確定哪些事項對本期綜合財務報表的審計最為重要，因而構成關鍵審計事項。我們在核數師報告中描述這些事項，除非法律法規不允許公開披露這些事項，或在極端罕見的情況下，如果合理預期在我們報告中溝通某事項造成的負面後果超過產生的公眾利益，我們決定不應在報告中溝通該事項。

出具本獨立核數師報告的審計項目合夥人是吳曉彤（執業證書編號：P05150）。

羅兵咸永道會計師事務所
執業會計師

香港，2026年6月25日

Consolidated Statement of Comprehensive Income

綜合全面收益表

For the year ended 31 March 2026 截至2026年3月31日止年度

		Note 附註	2026 HK\$'000 千港元	2025 HK\$'000 千港元
Revenue from contracts with customers	客戶合約收入	5	835,031	880,854
Cost of sales	銷售成本	7	(715,998)	(770,560)
Gross profit	毛利		119,033	110,294
Other income, net	其他收入淨額	6	80	585
Administrative expenses	行政開支	7	(51,114)	(52,568)
Provision for impairment of trade and retention receivables, net	應收貿易款項及保留金減值撥備－淨額	16(c)	–	(30,066)
Operating profit	經營溢利		67,999	28,245
Finance income	財務收入	8	263	1,135
Finance costs	財務費用	8	(8,319)	(14,673)
Finance costs, net	財務費用－淨額	8	(8,056)	(13,538)
Profit before income tax	除所得稅前溢利		59,943	14,707
Income tax expense	所得稅開支	9	(3,028)	(3,766)
Profit for the year	年度溢利		56,915	10,941
Profit attributable to equity holders of the Company	本公司權益持有人應佔溢利		56,915	10,941
Profit for the year	年度溢利		56,915	10,941
Other comprehensive income <i>Items that may be subsequently reclassified to profit or loss</i>	其他全面收入 <i>可能於其後重新分類至損益之項目</i>			
Fair value loss on financial assets at fair value through other comprehensive income	按公平值計入其他全面收入之金融資產之公平值虧損		(1,010)	(1,890)
Total comprehensive income for the year	年度全面收入總額		55,905	9,051
Total comprehensive income attributable to equity holders of the Company	本公司權益持有人應佔全面收入總額		55,905	9,051
			2026 HK cents 港仙	2025 HK cents 港仙
Basic and diluted earnings per share	每股基本及攤薄盈利	11	67.76	13.03

The above consolidated statement of comprehensive income should be read in conjunction with the accompany notes.

上述綜合全面收益表應與隨附之附註一併閱覽。

Consolidated Balance Sheet

綜合資產負債表

As at 31 March 2026 於2026年3月31日

		Note 附註	2026 HK\$'000 千港元	2025 HK\$'000 千港元
Assets	資產			
Non-current assets	非流動資產			
Right-of-use assets	使用權資產	13	41,495	37,491
Plant and equipment	機械及設備	14	518,678	529,007
Deferred income tax assets	遞延所得稅資產	20	-	2,404
Financial assets at fair value through other comprehensive income	按公平值計入其他全面收入之金融資產	15	17,680	18,690
Deposits and prepayments	按金及預付款項	16	-	3,018
			577,853	590,610
Current assets	流動資產			
Trade and retention receivables	應收貿易款項及保留金	16	127,359	149,611
Deposits, prepayments and other receivables	按金、預付款項及其他應收款項	16	12,571	12,418
Contract assets	合約資產	17	-	53,468
Income tax recoverable	可收回所得稅		1,049	2,598
Cash and cash equivalents	現金及現金等價物	18	137,548	112,373
			278,527	330,468
Total assets	資產總值		856,380	921,078
Equity	權益			
Share capital	股本	19(a)	4,200	4,200
Reserves	儲備	19(b)	521,279	475,454
Total equity	權益總額		525,479	479,654

Consolidated Balance Sheet

綜合資產負債表

As at 31 March 2026 於2026年3月31日

		Note	2026 HK\$'000 千港元	2025 HK\$'000 千港元
		附註		
Liabilities	負債			
Non-current liabilities	非流動負債			
Borrowings	借款	22	15,677	8,433
Deferred income tax liabilities	遞延所得稅負債	20	42,574	41,762
Lease liabilities	租賃負債	13	1,661	11,599
			59,912	61,794
Current liabilities	流動負債			
Trade and retention payables	應付貿易款項及保留金	21	90,477	100,541
Accruals and other payables	應計款項及其他應付款項	21	19,092	26,485
Borrowings	借款	22	148,083	158,707
Lease liabilities	租賃負債	13	13,335	12,847
Income tax payable	應付所得稅		2	1,050
Amount due to a related company	應付一間關聯公司款項	23, 27(d)	-	80,000
			270,989	379,630
Total liabilities	負債總額		330,901	441,424
Total equity and liabilities	權益及負債總額		856,380	921,078

The consolidated financial statements on pages 59 to 143 were approved by the Board of Directors on 25 June 2026 and were signed on its behalf.

第59至143頁之綜合財務報表已於2026年6月25日獲董事會批准，並由下列人士代表簽署。

Lau Chun Ming

劉振明
Director
董事

Lau Pui Shan

劉沛珊
Director
董事

The above consolidated balance sheet should be read in conjunction with the accompanying notes.

上述綜合資產負債表應與隨附之附註一併閱覽。

Consolidated Statement of Changes in Equity

綜合權益變動表

For the year ended 31 March 2026 截至2026年3月31日止年度

		Share capital	Share premium	Financial assets at fair value through other comprehensive income fair value reserve 按公平值計入其他全面收入之金融資產之公平值儲備 HK\$'000 千港元	Other reserves 其他儲備 HK\$'000 千港元	Retained earnings 保留盈利 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Balance at 31 March 2024	於2024年3月31日之結餘	4,200	194,087	830	10,500	260,986	470,603
Comprehensive income	全面收入						
Profit for the year	年度溢利	-	-	-	-	10,941	10,941
Fair value loss on financial assets at fair value through other comprehensive income	按公平值計入其他全面收入之金融資產之公平值虧損	-	-	(1,890)	-	-	(1,890)
Total comprehensive income for the year	年度全面收入總額	-	-	(1,890)	-	10,941	9,051
Balance at 31 March 2025	於2025年3月31日之結餘	4,200	194,087	(1,060)	10,500	271,927	479,654
Comprehensive income	全面收入						
Profit for the year	年度溢利	-	-	-	-	56,915	56,915
Fair value loss on financial assets at fair value through other comprehensive income	按公平值計入其他全面收入之金融資產之公平值虧損	-	-	(1,010)	-	-	(1,010)
Total comprehensive income for the year	年度全面收入總額	-	-	(1,010)	-	56,915	55,905
Transactions with owners in their capacity as owners	與擁有人(以擁有人身份)進行的交易						
Dividend paid (Note 10)	已付股息(附註10)	-	-	-	-	(10,080)	(10,080)
		-	-	-	-	(10,080)	(10,080)
Balance at 31 March 2026	於2026年3月31日之結餘	4,200	194,087	(2,070)	10,500	318,762	525,479

The above consolidated statement of changes in equity should be read in conjunction with accompanying notes.

上述綜合權益變動表應與隨附之附註一併閱覽。

Consolidated Statement of Cash Flows

綜合現金流量表

For the year ended 31 March 2026 截至2026年3月31日止年度

	Note	2026	2025
	附註	HK\$'000	HK\$'000
		千港元	千港元
Cash flows from operating activities	來自經營活動的現金流量		
Net cash generated from operations	經營活動所得現金淨額 26(a)	168,689	93,395
Interest paid	已付利息	(6,980)	(12,861)
Interest received	已收利息	263	1,135
Interest element of lease payments	租賃付款的利息部分	(1,339)	(1,812)
Hong Kong profits tax refund	退還香港利得稅	501	34
Overseas tax refund/(paid)	退還/(已付)海外稅項	188	(855)
Net cash generated from operating activities	經營活動所得現金淨額	161,322	79,036
Cash flows from investing activities	來自投資活動的現金流量		
Purchase of plant and equipment	購買機械及設備	(30,385)	(50,848)
Proceeds from disposal of plant and equipment	出售機械及設備所得款項 26(c)	2,819	1,444
Net cash used in investing activities	投資活動所用現金淨額	(27,566)	(49,404)
Cash flows from financing activities	來自融資活動的現金流量		
Drawdown of long-term bank loans	提取長期銀行貸款 26(b)	30,000	-
Repayment of long-term bank loans	償還長期銀行貸款 26(b)	(11,789)	(58,606)
Drawdown of short-term bank loans	提取短期銀行貸款 26(b)	434,759	446,053
Repayment of short-term bank loans	償還短期銀行貸款 26(b)	(456,350)	(359,844)
Principal elements of lease payments	租賃付款之本金部份 26(b)	(15,121)	(10,589)
Repayment to a related company	償還一間關聯公司款項 26(b)	(80,000)	(20,000)
Dividend paid	已付股息	(10,080)	-
Net cash used in financing activities	融資活動所用現金淨額	(108,581)	(2,986)
Net increase in cash and cash equivalents	現金及現金等價物增加淨額	25,175	26,646
Cash and cash equivalents at beginning of the year	於年初的現金及現金等價物	112,373	85,727
Cash and cash equivalents at end of the year	於年終的現金及現金等價物	137,548	112,373

The above consolidated statement of cash flows should be read in conjunction with the accompanying notes.

上述綜合現金流量表應與隨附之附註一併閱覽。

Notes to the Consolidated Financial Statements

綜合財務報表附註

1 GENERAL INFORMATION

Sam Woo Construction Group Limited (the “Company”) was incorporated in the Cayman Islands as an exempted company with limited liability under the Companies Law, Cap 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands. The address of the Company’s registered office is Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman, KY1-1111, the Cayman Islands.

The Company is an investment holding company and its subsidiaries (together the “Group”) are principally engaged in foundation works and ancillary services in Hong Kong and Macau.

The shares of the Company are listed on the Main Board of The Stock Exchange of Hong Kong Limited.

The consolidated financial statements are presented in Hong Kong dollars (“HK\$”) unless otherwise stated.

2 SUMMARY OF ACCOUNTING POLICIES

The principal accounting policies applied in the preparation of these consolidated financial statements are set out below. These policies have been consistently applied to all the years presented, unless otherwise stated.

2.1 Basis of preparation

The consolidated financial statements of the Group have been prepared in accordance with all applicable HKFRS Accounting Standards issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”) and the disclosure requirements of Hong Kong Companies Ordinance Cap.622. The consolidated financial statements of the Group have been prepared under the historical cost convention except for the financial assets at fair value through other comprehensive income (Note 15) which are stated at fair value.

1 一般資料

三和建築集團有限公司(「本公司」)根據開曼群島法例第22章《公司法》(1961年法例3，經綜合及修訂本)在開曼群島註冊成立為獲豁免有限公司。本公司的註冊辦事處地址位於Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman, KY1-1111, the Cayman Islands。

本公司為投資控股公司，而其附屬公司(統稱「本集團」)主要於香港及澳門從事地基工程及附屬服務。

本公司之股份於香港聯合交易所有限公司主板上市。

除另有所指外，綜合財務報表以港元(「港元」)呈列。

2 會計政策概要

編製此等綜合財務報表所採用的主要會計政策載於下文。除另有指明者外，該等政策於所有呈列年度一直貫徹應用。

2.1 編製基準

本集團之綜合財務報表乃根據香港會計師公會(「香港會計師公會」)所頒佈之所有適用香港財務報告準則會計準則及香港法例第622章香港公司條例之披露規定編製。本集團之綜合財務報表以歷史成本法編製，惟按公平值計入其他全面收入之金融資產(附註15)根據公平值列賬除外。

Notes to the Consolidated Financial Statements

綜合財務報表附註

2 SUMMARY OF ACCOUNTING POLICIES

(Continued)

2.1 Basis of preparation (Continued)

The preparation of the financial statements in conformity with HKFRS Accounting Standards requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the Group's accounting policies. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the consolidated financial statements, are disclosed in Note 4.

2.2 Changes in accounting policy and disclosures

(a) Amended standards and interpretation adopted by the Group

The Group has applied the following amended standards and interpretation for the first time for its annual reporting period commencing 1 April 2025:

HKFRS 21 (Amendments) Lack of Exchangeability

The amended standards and interpretation listed above did not have any material impact on the amounts recognised in prior periods and are not expected to significantly affect the current or future periods.

2 會計政策概要 (續)

2.1 編製基準 (續)

根據香港財務報告準則會計準則編製財務報表須運用若干關鍵會計估計。管理層於應用本集團會計政策時亦須作出判斷。涉及較多判斷或較複雜，或有關假設及估計對綜合財務報表有重大影響的範疇於附註4披露。

2.2 會計政策及披露之變動

(a) 本集團採納的經修訂準則及詮釋

本集團已就2025年4月1日開始的年度報告期間首次應用以下經修訂準則及詮釋：

香港財務報告準則 缺乏可兌換性
第21號之修訂

上述經修訂準則及詮釋對過往期間確認的金額概無任何重大影響，預計不會對當前或未來期間產生重大影響。

Notes to the Consolidated Financial Statements

綜合財務報表附註

2 SUMMARY OF ACCOUNTING POLICIES (Continued)

2.2 Changes in accounting policy and disclosures (Continued)

(b) New and amended standards and interpretation not yet adopted

Certain new and amended standards and interpretation have been published that are not mandatory for 31 March 2026 reporting periods and have not been early adopted by the Group. The Group's assessment of the impact of these new and amended standards and interpretation is set out below:

2 會計政策概要 (續)

2.2 會計政策及披露之變動 (續)

(b) 尚未採納的新訂及經修訂準則及詮釋

若干新訂及經修訂準則及詮釋已頒佈，惟尚未於截至2026年3月31日止報告期間強制生效，且未獲本集團提早應用。本集團對該等新訂及經修訂準則及詮釋之影響的評估載列如下：

		Effective for accounting periods beginning on or after 於下列日期或之後開始之會計期間生效
HKFRS 9 and HKFRS 7 (Amendments) 香港財務報告準則第9號及 香港財務報告準則第7號之修訂	Classification and Measurement of Financial Instruments 金融工具分類及計量	1 January 2026 2026年1月1日
HKFRS 1, HKFRS 7, HKFRS 9, HKFRS 10 and HKAS 7 香港財務報告準則第1號、香港財務報告準則 第7號、香港財務報告準則第9號、香港財 務報告準則第10號及香港會計準則第7號	Annual Improvements to HKFRS Accounting Standards – Volume 11 香港財務報告準則會計準則的年度改進 – 第11卷	1 January 2026 2026年1月1日
HKFRS 9 and HKFRS 7 (Amendments) 香港財務報告準則第9號及 香港財務報告準則第7號之修訂	Contracts Referencing Nature dependent Electricity 涉及依賴自然能源生產電力的合約	1 January 2026 2026年1月1日
HKFRS 18 香港財務報告準則第18號	Presentation and Disclosure in Financial Statements 財務報表的呈列及披露	1 January 2027 2027年1月1日
HKFRS 19 香港財務報告準則第19號	Subsidiaries without Public Accountability: Disclosures 無公眾問責性的附屬公司：披露	1 January 2027 2027年1月1日
HKAS 21 (Amendments) 香港會計準則第21號之修訂	Translation to a Hyperinflationary Presentation Currency 換算為惡性通貨膨脹列報貨幣	1 January 2027 2027年1月1日
Hong Kong Interpretation 5 (Amendments) 香港詮釋第5號之修訂	Presentation of Financial Statements – Classification by the Borrower of a Term Loan that Contains a Repayment on Demand Clause 財務報表的呈列 – 借款人對包含可隨時要求償還條款的定期貨 款的分類	1 January 2027 2027年1月1日
HKFRS 10 and HKAS 28 (Amendments) 香港財務報告準則第10號及香港會計準則第 28號之修訂	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture 投資者及其聯營公司或合營企業之間的資產出售或注資	To be determined 待釐定

Notes to the Consolidated Financial Statements

綜合財務報表附註

2 SUMMARY OF ACCOUNTING POLICIES

(Continued)

2.2 Changes in accounting policy and disclosures (Continued)

(b) *New and amended standards and interpretation not yet adopted (Continued)*

HKFRS 18 Presentation and Disclosure in Financial Statements (effective for annual periods beginning on or after 1 January 2027)

HKFRS 18 will replace HKAS 1 Presentation of financial statements, introducing new requirements that will help to achieve comparability of the financial performance of similar entities and provide more relevant information and transparency to users. Even though HKFRS 18 will not impact the recognition or measurement of items in the financial statements, its impacts on presentation and disclosure are expected to be pervasive, in particular those related to the statement of financial performance and providing management-defined performance measures within the financial statements.

Management is currently assessing the detailed implications of applying the new standard on the Group's consolidated financial statements. The Group expects to apply the new standard from its mandatory effective date of 1 April 2027. Retrospective application is required, and so the comparative information for the financial year ending 31 March 2027 will be restated in accordance with HKFRS 18.

In addition to the abovementioned changes in presentation and disclosures, the Group is in the process of assessing the impact of adopting other new accounting standards and amendments to accounting standards and interpretation on its current or future reporting periods and on foreseeable future transactions. The Group does not anticipate the adoption of them to have a significant impact on the Group's results of operations and financial position.

2 會計政策概要 (續)

2.2 會計政策及披露之變動 (續)

(b) *尚未採納的新訂及經修訂準則及詮釋 (續)*

香港財務報告準則第18號財務報表的呈列及披露 (於2027年1月1日或之後的年度期間生效)

香港財務報告準則第18號將取代香港會計準則第1號「財務報表的呈列」，引入新規定，有助於實現類似實體財務表現的可比性，並為使用者提供更多相關資料及透明度。儘管香港財務報告準則第18號不會影響財務報表項目的確認或計量，但預期其對呈列及披露的影響將非常普遍，尤其是與財務表現報表有關的影響，在財務報表內提供管理層界定的表現計量。

管理層目前正在評估應用新訂準則對本集團綜合財務報表的詳細影響。本集團預期自2027年4月1日強制生效日期起應用新訂準則。由於需要追溯應用，因此截至2027年3月31日止財政年度的比較資料將按照香港財務報告準則第18號重列。

除上述呈列及披露變動外，本集團現正評估採納其他新訂會計準則及會計準則的修訂本及詮釋對當前或未來報告期間及可預見未來交易的影響。本集團預計採納上述各項將不會對本集團的經營業績及財務狀況造成重大影響。

Notes to the Consolidated Financial Statements

綜合財務報表附註

2 SUMMARY OF ACCOUNTING POLICIES

(Continued)

2.3 Summary of material accounting policies

2.3.1 Principles of consolidation

(i) Subsidiaries

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

The acquisition method of accounting is used to account for business combinations by the Group (note 2.3.1(ii)).

Intercompany transactions, balances and unrealised gains on transactions between group companies are eliminated. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the transferred asset. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the Group.

2 會計政策概要 (續)

2.3 重大會計政策概要

2.3.1 綜合入賬之原則

(i) 附屬公司

附屬公司為本集團控制的所有實體(包括結構實體)。倘本集團須承擔或享有參與實體活動可變回報的風險及權利，且有能透過其指示對實體活動之權力影響該等回報時，則本集團對該實體擁有控制權。附屬公司自控制權轉入本集團之日起全面綜合入賬，自停止控制之日起取消綜合入賬。

本集團應用會計收購法將業務綜合入賬(附註2.3.1(ii))。

公司間交易、結餘和集團公司之間交易的未變現收益予以抵銷。未實現的虧損亦予抵銷，除非交易提供所轉移資產減值的憑證。附屬公司的會計政策乃於必要時更改，以確保與本集團採納的政策保持一致。

Notes to the Consolidated Financial Statements

綜合財務報表附註

2 SUMMARY OF ACCOUNTING POLICIES

(Continued)

2.3 Summary of material accounting policies (Continued)

2.3.1 Principles of consolidation (Continued)

(ii) Business combinations

The acquisition method of accounting is used to account for all business combinations, regardless of whether equity instruments or other assets are acquired. The consideration transferred for the acquisition of a subsidiary comprises the fair values of the assets transferred, the liabilities incurred to the former owners of the acquired business, the equity interests issued by the Group, the fair value of any asset or liability resulting from a contingent consideration arrangement, and the fair value of any pre-existing equity interest in the subsidiary.

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

Acquisition-related costs are expensed as incurred.

The excess of the consideration transferred, amount of any non-controlling interest in the acquired entity, and acquisition-date fair value of any previous equity interest in the acquired entity over the fair value of the net identifiable assets acquired is recorded as goodwill. If those amounts are less than the fair value of the net identifiable assets of the business acquired, the difference is recognised directly in profit or loss as a bargain purchase.

2 會計政策概要 (續)

2.3 重大會計政策概要 (續)

2.3.1 綜合入賬之原則 (續)

(ii) 業務合併

無論所收購的是權益工具或其他資產，所有業務合併均按會計收購法入賬。就收購附屬公司轉讓的代價包括所轉讓資產、所收購業務的前擁有人所錄得的負債、本集團發行的股權之公平值、或然代價安排產生的任何資產或負債的公平值，以及於該附屬公司的任何既有股權的公平值。

除有限的例外情況，業務合併過程中所收購的可識別資產以及承擔的負債及或然負債最初按收購日期的公平值計量。本集團以每宗收購為基準而按公平值或非控股權益按比例應佔所收購實體可識別資產淨值而確認於所收購實體的任何非控股權益。

與收購有關的費用於產生時支銷。

所轉讓代價、所收購實體的任何非控股權益金額、以及所收購實體之前任何權益在收購日期的公平值超出所收購可識別資產淨值公平值的差額記錄為商譽。倘該等金額低於所收購業務的可識別資產淨值的公平值，則差額直接於損益中確認為廉價購買。

Notes to the Consolidated Financial Statements

綜合財務報表附註

2 SUMMARY OF ACCOUNTING POLICIES

(Continued)

2.3 Summary of material accounting policies (Continued)

2.3.1 Principles of consolidation (Continued)

(iii) Separate financial statements

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

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

2.3.2 Segment reporting

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

2.3.3 Plant and equipment

Plant and equipment are stated at historical cost less accumulated depreciation and accumulated impairment. Historical cost includes expenditure that is directly attributable to the acquisition of the assets.

2 會計政策概要 (續)

2.3 重大會計政策概要 (續)

2.3.1 綜合入賬之原則 (續)

(iii) 獨立財務報表

於附屬公司之投資乃按成本減減值入賬。成本包括投資直接應佔成本。附屬公司之業績乃由本公司按已收及應收股息基準入賬。

倘股息超過附屬公司於宣派股息期間之全面收入總額或倘於獨立財務報表內投資之賬面值超過被投資方之資產淨值(包括商譽)於綜合財務報表內之賬面值，則於自該等投資收取股息時，須對於附屬公司之投資進行減值測試。

2.3.2 分部報告

經營分部的呈報方式與向主要經營決策者提供內部報告的方式一致。作出策略性決定的執行董事為主要經營決策者，負責分配資源及評估經營分部表現。

2.3.3 機械及設備

機械及設備按歷史成本減累計折舊與累計減值列賬。歷史成本包括收購資產直接應佔的開支。

Notes to the Consolidated Financial Statements

綜合財務報表附註

2 SUMMARY OF ACCOUNTING POLICIES

(Continued)

2.3 Summary of material accounting policies (Continued)

2.3.3 Plant and equipment (Continued)

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

Depreciation of both owned and leased plant and equipment is calculated using the straight-line method to allocate their costs to their residual values over the estimated useful lives, as follows:

Machinery and equipment	10-15 years
Furniture and fixtures	5 years
Motor vehicles	5 years

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

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount (note 2.3.4).

Gains or losses on disposals are determined by comparing proceeds with carrying amount and are recognised in the consolidated statement of comprehensive income.

2 會計政策概要 (續)

2.3 重大會計政策概要 (續)

2.3.3 機械及設備 (續)

當與資產有關之未來經濟利益可能流入本集團，以及資產成本能可靠計量時，其後成本方會計入資產的賬面值或確認為獨立資產（如適用）。重置部分的賬面值同時取消確認。所有其他維修及保養費於產生的財務期間在損益支銷。

自置及租賃機械及設備以直線法按其估計可使用年期將其成本值分配至其剩餘價值計算折舊。估計可使用年期如下：

機械及設備	10至15年
傢具及裝置	5年
汽車	5年

資產的剩餘價值及可使用年期於各報告期末檢討及調整（如適宜）。

倘資產之賬面值超過其估計可收回金額，則該資產之賬面值即時撇減至其可收回金額（附註2.3.4）。

出售所產生利得或虧損通過所得款項與賬面值的比較釐定，並於綜合全面收益表內確認。

Notes to the Consolidated Financial Statements

綜合財務報表附註

2 SUMMARY OF ACCOUNTING POLICIES (Continued)

2.3 Summary of material accounting policies (Continued)

2.3.4 Impairment of non-financial assets

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

2.3.5 Investments and other financial assets

(a) Classification

The Group classifies its financial assets in the following measurement categories:

- those to be measured subsequently at fair value through other comprehensive income ("FVOCI"); and
- those to be measured at amortised cost.

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

For assets measured at fair value, gains and losses will either be recorded in profit or loss or other comprehensive income ("OCI"). For investments in equity instruments that are not held for trading, this will depend on whether the Group has made an irrevocable election at the time of initial recognition to account for the equity investment at FVOCI.

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

2 會計政策概要 (續)

2.3 重大會計政策概要 (續)

2.3.4 非金融資產的減值

當有事件出現或情況改變顯示賬面值可能無法收回時，需攤薄之資產會就減值進行檢討。減值虧損按資產之賬面值超出其可收回金額的差額確認。可收回金額為資產的公平值減出售成本或使用價值兩者中的較高者。於評估減值時，資產按可單獨分辨的最小現金流量（現金產生單位）予以分類。倘商譽以外之非金融資產出現減值，則於各報告日期檢討是否有減值可予撥回。

2.3.5 投資及其他金融資產

(a) 分類

本集團將其金融資產分類為以下計量類別：

- 其後以按公平值計入其他全面收入（「按公平值計入其他全面收入」）之方式計量；及
- 按攤銷成本計量。

分類視乎實體用以管理金融資產的業務模式及現金流量的合約條款而定。

按公平值計量的資產而言，利潤及虧損將計入損益或其他全面收入。而對非持作買賣的股本工具的投資而言，則視乎本集團在初次確認時是否已作出不可撤回之選擇，而將該股本投資按公平值計入其他全面收入列賬。

本集團只會在改變其用以管理該等資產的業務模式時才會將債務投資重新分類。

Notes to the Consolidated Financial Statements

綜合財務報表附註

2 SUMMARY OF ACCOUNTING POLICIES

(Continued)

2.3 Summary of material accounting policies (Continued)

2.3.5 Investments and other financial assets (Continued)

(b) Recognition and derecognition

Regular way purchases and sales of financial assets are recognised on trade-date, the date on which the Group commits to purchase or sell the asset. Financial assets are derecognised when the rights to receive cash flows from the financial assets have expired or have been transferred and the Group has transferred substantially all the risks and rewards of ownership.

(c) Measurement

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

2 會計政策概要 (續)

2.3 重大會計政策概要 (續)

2.3.5 投資及其他金融資產 (續)

(b) 確認及終止確認

以常規方式買入及出售的金融資產於本集團承諾買入或出售資產的交易日確認。當收取來自金融資產之現金流量的權利到期或經已轉讓，而本集團已將所有權的所有風險和回報實際轉移時，金融資產即終止確認。

(c) 計量

在首次確認時，本集團以公平值加上（若金融資產並非按公平值計入損益（「按公平值計入損益」）收購金融資產直接應佔之交易成本計量。按公平值計入損益之金融資產之交易成本於損益支銷。

Notes to the Consolidated Financial Statements

綜合財務報表附註

2 SUMMARY OF ACCOUNTING POLICIES

(Continued)

2.3 Summary of material accounting policies (Continued)

2.3.5 Investments and other financial assets (Continued)

(c) Measurement (Continued)

Debt instruments

Subsequent measurement of debt instruments depends on the Group's business model for managing the asset and the cash flow characteristics of the asset.

(1) Amortised cost

Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortised cost. Interest income from these financial assets is included in finance income using the effective interest rate method. Any gain or loss arising on derecognition is recognised directly in the consolidated income statement. Impairment losses are charged within operating profit in the consolidated income statement.

(2) Fair value through other comprehensive income

Assets that are held for collection of contractual cash flows and for selling the financial assets, where the assets' cash flows represent solely payments of principal and interest, are measured at fair value through other comprehensive income. Movements in the carrying amount are taken through other comprehensive income, except for the recognition of impairment gains or losses, interest income and foreign exchange gains and losses which are recognised in the consolidated income statement. When the financial asset is derecognised, the cumulative gain or loss previously recognised in other comprehensive income is reclassified from equity to profit or loss. Interest income from these financial assets is included in finance income using the effective interest rate method.

2 會計政策概要(續)

2.3 重大會計政策概要(續)

2.3.5 投資及其他金融資產(續)

(c) 計量(續)

債務工具

債務工具之後續計量取決於本集團管理資產之業務模式及該資產之現金流量特徵。

(1) 攤銷成本

為收取合約現金流量而持有，且現金流量僅為支付本金及利息之資產按攤銷成本計量。該等金融資產之利息收入按實際利率法計入財務收入。終止確認產生的任何收益或虧損直接於綜合收益表確認。減值虧損於綜合收益表中的經營溢利內扣除。

(2) 按公平值計入其他全面收入

持作收回合約現金流量及出售金融資產之資產，倘該等資產現金流量僅指支付本金及利息，則按公平值計入其他全面收入計量。賬面值變動計入其他全面收入，惟於綜合收益表中確認之減值收益或虧損、利息收入及外匯收益及虧損之確認除外。金融資產終止確認時，先前於其他全面收入確認之累計收益或虧損由權益重新分類至損益。該等金融資產之利息收入按實際利率法計入財務收入。

Notes to the Consolidated Financial Statements

綜合財務報表附註

2 SUMMARY OF ACCOUNTING POLICIES

(Continued)

2.3 Summary of material accounting policies (Continued)

2.3.5 Investments and other financial assets (Continued)

(c) Measurement (Continued)

Debt instruments (Continued)

(2) Fair value through other comprehensive income (Continued)

Foreign exchange gains and losses are presented in other gains/(losses) and impairment expenses are presented as separate line items in the statement of comprehensive income.

Equity instruments

The Group subsequently measures all equity investments at fair value. Where the Group's management has elected to present fair value gains and losses on equity investments in OCI, there is no subsequent reclassification of fair value gains and losses to profit or loss following the derecognition of the investment. Dividends from such investments continue to be recognised in profit or loss as other income when the Group's right to receive payments is established.

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

(d) Impairment

The Group's financial assets measured at amortised cost are subject to HKFRS 9's new expected credit loss model. The Group assesses on a forward-looking basis where the expected credit losses associated with its assets carried at amortised cost. The impairment methodology applied depends on whether there has been a significant increase in credit risk. Note 3.1(c) set out the details on how the Group determines whether there has been a significant increase in credit risk.

2 會計政策概要 (續)

2.3 重大會計政策概要 (續)

2.3.5 投資及其他金融資產 (續)

(c) 計量 (續)

債務工具 (續)

(2) 按公平值計入其他全面收入 (續)

匯兌收益及虧損於其他收益／(虧損)中呈列，而減值開支則於全面收益表中作獨立項目呈列。

股本工具

本集團後續按公平值計量所有股本投資。倘本集團管理層選擇於其他全面收入呈列股本投資公平值收益及虧損，終止確認投資後不會再將公平值收益及虧損重新分類至損益。當本集團確立收取股息款項的權利時，該等投資的股息繼續於損益確認為其他收益。

按公平值計入其他全面收入的股本投資減值虧損(及減值虧損撥回)不會自公平值其他變動獨立呈報。

(d) 減值

本集團按攤銷成本計量的金融資產須遵守香港財務報告準則第9號的新預期信貸虧損模式。本集團按前瞻性基準予以評估，與其資產相關的預期信貸虧損按攤銷成本列賬。所採用的減值方法取決於信貸風險是否顯著增加。附註3.1(c)載列有關本集團如何確定信貸風險是否顯著增加的詳情。

Notes to the Consolidated Financial Statements

綜合財務報表附註

2 SUMMARY OF ACCOUNTING POLICIES

(Continued)

2.3 Summary of material accounting policies (Continued)

2.3.5 Investments and other financial assets (Continued)

(d) Impairment (Continued)

For trade and retention receivables, other receivables and contract assets, the Group applies the simplified approach permitted by HKFRS 9, which requires expected lifetime losses to be recognised from initial recognition of the receivables. At every reporting date, the historical observed default rates are updated and changes in the forward-looking estimates are analysed.

Impairment on other receivables and deposits and cash and cash equivalent are assessed on a 12-month expected credit losses. If a significant increase in credit risk of a receivables has occurred since initial recognition, then the impairment is measured as lifetime expected credit losses.

2.3.6 Trade and retention receivables, and deposits and other receivables

Trade and retention receivables are amounts due from customers for goods sold or services performed in the ordinary course of business. Trade receivables are generally due for settlement within 90 days and therefore are all classified as current. If not, they are presented as non-current assets. Retention receivables are included in current assets as the Group expects to realise these within its normal operating cycle.

Trade and retention receivables, and deposits and other receivables are recognised initially at the amount of the unconditional consideration unless they contain significant financing components, when they are recognised at fair value. The Group holds the trade and retention receivables with the objective to collect the contractual cash flows and therefore measures them subsequently at amortised cost using the effective interest method.

2 會計政策概要 (續)

2.3 重大會計政策概要 (續)

2.3.5 投資及其他金融資產 (續)

(d) 減值 (續)

就應收貿易款項及保留金、其他應收款項以及合約資產而言，本集團採用香港財務報告準則第9號允許的簡化方法，其中要求整個存續期的預期虧損須自初始確認應收款項時確認。觀察所得的歷史違約率於每個報告日期進行更新，並對前瞻性估算的變動進行分析。

其他應收款項及按金以及現金及現金等價物的減值按12個月預期信貸虧損予以評估。倘應收款項自初始確認起的信貸風險明顯增加，有關減值則計量為整個存續期的預期信貸虧損。

2.3.6 應收貿易款項及保留金，以及按金及其他應收款項

應收貿易款項及保留金為在日常經營活動中就銷售貨品或提供服務而應收客戶的款項。應收貿易款項一般於90日內結清及因此全部分類為流動，否則列為非流動資產。應收保留金計入流動資產，因本集團預期將其於正常營運週期內變現。

應收貿易款項及保留金，以及按金及其他應收款項初步按無條件代價之金額確認，惟倘當中包含顯著之融資成份，則按公平價值確認。本集團持有應收貿易款項及保留金之目標為收取合約現金流量，因此其後以實際利率法按攤銷成本計量。

Notes to the Consolidated Financial Statements

綜合財務報表附註

2 SUMMARY OF ACCOUNTING POLICIES

(Continued)

2.3 Summary of material accounting policies (Continued)

2.3.7 Borrowings

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

2.3.8 Current and deferred income tax

The income tax expense or credit for the year is the tax payable on the current year's taxable income based on the applicable income tax rate for each jurisdiction adjusted by changes in deferred tax assets and liabilities attributable to temporary differences and to unused tax losses.

(a) Current income tax

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the balance sheet date in the countries where the Group operates and generates taxable income. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation and considers whether it is probable that a taxation authority will accept an uncertain tax treatment. The Group measures its tax balances either based on the most likely amount or the expected value, depending on which method provides a better prediction of the resolution of the uncertainty.

2 會計政策概要 (續)

2.3 重大會計政策概要 (續)

2.3.7 借款

借款初步按公平值扣除已產生的交易成本確認。借款其後按攤銷成本列賬，所得款項（扣除交易成本）與贖回價值的任何差額於借款期內使用實際利率法於損益內確認。

2.3.8 即期及遞延所得稅

本年度所得稅開支或抵免額為根據各司法管轄權區的適用所得稅率按本年度應課稅收入計算的應繳稅項，並且就歸屬於暫時差異的遞延稅項資產及負債的變動以及未使用的稅項虧損作出調整。

(a) 即期所得稅

即期所得稅支出乃根據本集團營運所在及產生應課稅收入的國家於結算日已頒佈或實質頒佈的稅務法例計算。管理層就適用稅務法例詮釋所規限的情況定期評估報稅表的狀況，並考量稅務機關是否很有可能接受不確定的稅務處理。本集團根據最可能得出的金額或預期數值計量其稅項結餘，相關基準乃取決於何者更能預測不確定性的結果。

Notes to the Consolidated Financial Statements

綜合財務報表附註

2 SUMMARY OF ACCOUNTING POLICIES

(Continued)

2.3 Summary of material accounting policies (Continued)

2.3.8 Current and deferred income tax (Continued)

(b) Deferred income tax

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

Deferred tax assets are recognised only if it is probable that future taxable amounts will be available to utilise those temporary differences and losses.

Deferred tax liabilities and assets are not recognised for temporary differences between the carrying amount and tax bases of investments in foreign operations where the company is able to control the timing of the reversal of the temporary differences and it is probable that the differences will not reverse in the foreseeable future.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority. Current tax assets and tax liabilities are offset where the entity has a legally enforceable right to offset and intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

2 會計政策概要 (續)

2.3 重大會計政策概要 (續)

2.3.8 即期及遞延所得稅 (續)

(b) 遞延所得稅

遞延所得稅採用負債法就資產及負債的稅基與其於綜合財務報表的賬面值之間的暫時性差額悉數撥備。然而，倘遞延稅項負債自初步確認商譽產生則不會予以確認。倘遞延所得稅乃產生自交易（業務合併除外）中初步確認的資產或負債，且對交易當時的會計或應課稅溢利或虧損並無影響，亦不會入賬。遞延所得稅乃根據報告期末已頒佈或實際頒佈，並預期於有關遞延所得稅資產變現或遞延所得稅負債清償時適用的稅率（及法例）釐定。

遞延稅項資產僅在未來將有應課稅金額以利用有關暫時差異和虧損時才予以確認。

若有關公司能夠控制暫時差異撥回的時間，且該等差異可能不會於可預見將來撥回，則並無就賬面值與外國業務投資之稅項基準之間的暫時差額而確認遞延稅項負債及資產。

遞延稅項資產及負債在有合法可執行權利抵銷即期稅項資產及負債以及遞延稅項結餘與同一稅務機關有關時予以抵銷。當實體擁有合法可執行權利以抵銷並擬以淨額基準結算或變現資產並同時結清負債時，即期稅項資產及稅項負債予以抵銷。

Notes to the Consolidated Financial Statements

綜合財務報表附註

2 SUMMARY OF ACCOUNTING POLICIES

(Continued)

2.3 Summary of material accounting policies (Continued)

2.3.8 Current and deferred income tax (Continued)

(b) Deferred income tax (Continued)

Current and deferred tax is recognised in profit or loss, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case, the tax is also recognised in other comprehensive income or directly in equity, respectively.

2.3.9 Revenue recognition

Revenue is measured at the fair value of the consideration received or receivable, and represents amounts receivable for goods supplied, stated net of discounts, returns and value added taxes. Revenue is recognised when goods are transferred or services are rendered to the customer.

Depending on the terms of the contract and the laws that apply to the contract, service may provide over time or at a point in time. Service is provided over time if the Group's performance:

- provides all of the benefits received and consumed simultaneously by the customer; or
- creates and enhances an asset that the customer controls as the Group performs; or
- does not create an asset with an alternative use to the Group and the Group has an enforceable right to payment for performance completed to date.

If service transfers over time, revenue is recognised over the period of the contract by reference to the progress towards complete satisfaction of that performance obligation. Otherwise, revenue is recognised at a point in time when the customer obtains control of the asset.

2 會計政策概要 (續)

2.3 重大會計政策概要 (續)

2.3.8 即期及遞延所得稅 (續)

(b) 遞延所得稅 (續)

即期及遞延稅項於損益內確認，惟與於其他全面收入或直接於權益確認的項目有關者除外。其時，稅項亦分別在其他全面收入或直接於權益中確認。

2.3.9 收入確認

收入按所收或應收代價的公平值計量，即供應貨品應收之款項，在扣除折扣、退貨及增值稅後列示。收入在貨品轉移或提供服務予客戶時確認。

根據合約條款及適用於合約的法律，服務可能會在一段時間內或於某一時間點提供。倘本集團在履約過程中滿足以下條件，則服務將於一段時間內提供：

- 客戶同時收取且耗用由本集團履約所帶來的所有利益；或
- 創建及提升於本集團履約時由客戶控制的資產；或
- 並無製造出對本集團而言有其他用途的資產，且本集團就迄今為止已完成的履約擁有可強制執行收款的權利。

如果服務在一段時間內轉移，收入會於整個合約期間按完成履行履約責任的進度予以確認。否則，收入會在客戶獲得資產控制權之時予以確認。

Notes to the Consolidated Financial Statements

綜合財務報表附註

2 SUMMARY OF ACCOUNTING POLICIES

(Continued)

2.3 Summary of material accounting policies (Continued)

2.3.9 Revenue recognition (Continued)

If the Group expects the reference to progress certificates issued by the customers, with additional adjustments where necessary, depicts the Group's performance in transferring control of goods or services promised to customers for individual projects, the Group satisfies the performance obligation over time and therefore, recognises revenue over time in accordance with the output method for measuring progress. Under output method, revenue recognition is based on the stage of completion of the contracts, provided that the stage of contract completion and the gross billing value of contracting work can be measured reliably. The stage of completion of a contract is established by reference to the construction works certified by independent surveyors.

If construction projects have no alternative use to the Group contractually and the Group has an enforceable right to payment from the customers for performance completed to date, the Group satisfies the performance obligation over time and therefore, recognises revenue over time in accordance with the input method for measuring progress. Under input method, revenue on construction contracts is recognised based on the Group's efforts or inputs to the satisfaction of the performance obligation, by reference to the contract costs incurred up to the end of reporting period as a percentage of total estimated costs for each contract.

When the outcome of a contract cannot be estimated reliably, foundation work and ancillary service is recognised only to the extent of contract costs incurred that are likely to be recoverable.

Variations in contract work, claims and incentive payments are included in supply and foundation work and ancillary service to the extent of contract costs incurred that are likely to be recoverable.

2 會計政策概要 (續)

2.3 重大會計政策概要 (續)

2.3.9 收入確認 (續)

倘若本集團預期參考客戶所發出的進度證明(並作出必要的額外調整)說明本集團就個別項目向客戶轉讓已承諾貨物或服務控制權的情況,本集團隨著時間履行履約責任,因此根據計量進度的輸出法隨著時間確認收入。根據輸出法,收入按合約完成階段確認,前提是合約完成階段和合約工作的總計費值可以可靠地計量。合約完成階段是參考獨立測量師認證的建築工程而確立。

倘建築項目依合約對本集團無替代用途且本集團有強制執行權利就至今已完成的履約部分向客戶收取款項,本集團隨著時間履行履約責任,因此根據計量進度的投入法隨著時間確認收入。根據投入法,建築合約的收入乃根據本集團為履行履約義務所作的努力或輸入而確認,當中參考截至報告期末所產生的合約成本佔每份合約估計總成本的百分比。

倘合約結果不能可靠估計,則只有在產生的合約成本可能收回情況才能確認地基工程及附屬服務。

合約工程的變動、申索及獎金在產生的合約成本相當可能收回的情況計入地基工程及附屬服務。

Notes to the Consolidated Financial Statements

綜合財務報表附註

2 SUMMARY OF ACCOUNTING POLICIES

(Continued)

2.3 Summary of material accounting policies (Continued)

2.3.9 Revenue recognition (Continued)

A contract asset is the Group's right to consideration in exchange for the services that the Group has transferred to a customer. In addition, incremental costs incurred to obtain a new contract, if recoverable, are capitalised as contract assets and subsequently amortised when the related revenue is recognised.

Contract assets are assessed for impairment under the same approach adopted for impairment assessment of financial assets carried at amortised cost.

A contract liability is the Group's obligation to render the services to a customer for which the Group has received consideration from the customer. A contract liability is recognised by the Group when the customer pays consideration in advance before the Group renders the service to the customer. Contract liabilities mainly included the advance payments received from provision of foundation work and ancillary services.

On the consolidated balance sheet, the Group reports the net contract position for each contract as either an asset or a liability. A contract asset represents an asset where costs incurred plus recognised profits (less recognised losses) exceed progress billings; a contract liability represents a liability where the opposite is the case.

2 會計政策概要 (續)

2.3 重大會計政策概要 (續)

2.3.9 收入確認 (續)

合約資產即本集團就本集團已轉移予客戶的服務收取相應代價的權利。此外，獲得新合約而產生的增支成本（如可收回）將撥充合約資產，其後於確認相關收入時攤銷。

合約資產按與按攤銷成本列賬的金融資產減值評估所採用的相同方法進行減值評估。

合約負債為本集團向本集團已收到客戶代價的客戶交付服務的責任。當客戶在本集團向客戶提供服務之前預先支付代價時，本集團確認合約負債。合約負債主要包括從提供地基工程及附屬服務收到的預付款項。

於綜合資產負債表內，本集團將各合約之合約狀況淨額呈報為資產或負債。合約資產為產生之成本加確認溢利（減確認虧損）超過進度款之資產；合約負債則為相反情況之負債。

Notes to the Consolidated Financial Statements

綜合財務報表附註

2 SUMMARY OF ACCOUNTING POLICIES

(Continued)

2.3 Summary of material accounting policies (Continued)

2.3.10 Earnings per share

(i) Basic earnings per share

Basic earnings per share is calculated by dividing:

- the profit attributable to owners of the company, excluding any costs of servicing equity other than ordinary shares
- by the weighted average number of ordinary shares outstanding during the financial year, adjusted for bonus elements in ordinary shares issued during the year and excluding treasury shares.

(ii) Diluted earnings per share

Diluted earnings per share adjusts the figures used in the determination of basic earnings per share to take into account:

- the after-income tax effect of interest and other financing costs associated with dilutive potential ordinary shares, and
- the weighted average number of additional ordinary shares that would have been outstanding assuming the conversion of all dilutive potential ordinary shares.

2.3.11 Dividend distribution

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

2 會計政策概要(續)

2.3 重大會計政策概要(續)

2.3.10 每股盈利

(i) 每股基本盈利

每股基本盈利的計算為：

- 將公司擁有人應佔溢利(不包括普通股以外的任何償還權益成本)，除以
- 以財政年度內已發行普通股加權平均數，並就年內已發行普通股中的紅利元素(不包括庫存股份)調整。

(ii) 每股攤薄盈利

每股攤薄盈利調整用於釐定每股基本盈利的數字，以計及以下各項：

- 與潛在攤薄普通股相關的利息及其他融資成本的所得稅後影響，及
- 假設所有潛在攤薄普通股已換股時的已發行額外普通股加權平均數。

2.3.11 股息分派

分派予本公司股東的股息在獲得本公司股東或董事會(如適用)批准期間於本集團及本公司財務報表中確認為負債。

Notes to the Consolidated Financial Statements

綜合財務報表附註

2 SUMMARY OF ACCOUNTING POLICIES

(Continued)

2.4 Summary of other accounting policies

2.4.1 Foreign currency translation

(a) Functional and presentation currency

Items included in the financial statements of each of the Group's entities are measured using the currency of the primary economic environment in which the entity operates (the "functional currency"). The consolidated financial statements are presented in HK\$, which is the Company's functional and the Group's presentation currency.

(b) Transactions and balances

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

Foreign exchange gains and losses that relate to borrowings are presented in the consolidated statement of comprehensive income, within finance costs. All other foreign exchange gains and losses are presented in the statement of comprehensive income on a net basis within other (loss)/income, net

Non-monetary items that are measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was determined. Translation differences on assets and liabilities carried at fair value are reported as part of the fair value gain or loss. For example, translation differences on non-monetary assets and liabilities such as equities held at fair value through profit or loss are recognised in profit or loss as part of the fair value gain or loss and translation differences on non-monetary assets such as equities classified as fair value through other comprehensive income are recognised in other comprehensive income.

2 會計政策概要 (續)

2.4 其他會計政策概要

2.4.1 外幣匯兌

(a) 功能及呈列貨幣

本集團各實體財務報表內所包含項目，均以該實體經營所在主要經濟環境的貨幣（「功能貨幣」）計量。綜合財務報表以港元呈列，港元為本公司的功能貨幣及本集團的呈列貨幣。

(b) 交易及結餘

外幣交易均按交易當日適用的匯率換算為功能貨幣。上述交易結算以及以外幣計值的貨幣資產及負債按年末匯率換算產生的外匯損益均於損益內確認。

與借貸有關的外匯收益及虧損在綜合全面收益表的財務費用內列報。所有其他外匯收益及虧損在全面收益表的其他（虧損）／收益淨額內按淨額列報。

以外幣按公平值計量之非貨幣項目採用釐定公平值之日的匯率進行換算。按公平值列賬之資產及負債的匯兌差額呈報為公平值收益或虧損之一部分。舉例而言，按公平值計入損益持有之權益等非貨幣資產及負債之匯兌差額於損益表確認為公平值收益或虧損之一部分，而分類為按公平值計入其他全面收入之權益等非貨幣資產之匯兌差額則於其他全面收入內確認。

Notes to the Consolidated Financial Statements

綜合財務報表附註

2 SUMMARY OF ACCOUNTING POLICIES

(Continued)

2.4 Summary of other accounting policies (Continued)

2.4.1 Foreign currency translation (Continued)

(c) Group companies

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

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

2.4.2 Offsetting financial instruments

Financial assets and liabilities are offset and the net amount reported in the balance sheet where the Group currently has a legally enforceable right to offset the recognised amounts, and there is an intention to settle on a net basis or realise the asset and settle the liability simultaneously. The Group has also entered into arrangements that do not meet the criteria for offsetting but still allow for the related amounts to be set off in certain circumstances, such as bankruptcy or the termination of a contract.

2 會計政策概要 (續)

2.4 其他會計政策概要 (續)

2.4.1 外幣匯兌 (續)

(c) 集團公司

本集團旗下功能貨幣與呈列貨幣不同的所有實體(有關實體並無具有惡性通貨膨脹經濟的貨幣)的業績及財務狀況，均按以下方法換算為呈列貨幣：

- 每份呈列的資產負債表的資產及負債均以資產負債表結算日的收市匯率換算；
- 每份全面收益表的收入及開支均按平均匯率換算(除非此平均數並非合理接近交易日適用匯率之累積影響，於此情況下，收入及開支按交易日期之匯率換算)；及
- 所有因此而產生的匯兌差額於其他全面收入內確認。

2.4.2 抵銷金融工具

若本集團現時擁有具法律約束力之行使權可抵銷已確認之金額及有意作淨額結算或同時變現資產及負債，則抵銷金融資產及負債，並於資產負債表內報告淨額。本集團亦已訂立不符合對銷準則但仍允許有關金額於若干情況(例如破產或終止合約)對銷的安排。

Notes to the Consolidated Financial Statements

綜合財務報表附註

2 SUMMARY OF ACCOUNTING POLICIES

(Continued)

2.4 Summary of other accounting policies (Continued)

2.4.3 Cash and cash equivalents

For the purpose of presentation in the consolidated statement of cash flows, cash and cash equivalents include cash on hand and deposits held at call with banks, other short-term highly liquid investments with original maturity of three months or less.

2.4.4 Share capital

Ordinary shares are classified as equity.

Incremental costs directly attributable to the issue of new shares are shown in equity as a deduction, net of tax, from the proceeds.

2.4.5 Trade and retention payables, and other payables

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

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

2.4.6 Borrowing costs

Borrowing costs are charged to the profit or loss in the period in which they are incurred.

2 會計政策概要 (續)

2.4 其他會計政策概要 (續)

2.4.3 現金及現金等價物

就綜合現金流量表的呈列而言，現金及現金等價物包括手頭現金及銀行通知存款、原到期日不超過三個月或其他短期高度流通投資。

2.4.4 股本

普通股被分類為權益。

直接歸屬於發行新股的新增成本在權益中列為所得款項的減少(扣除稅項)。

2.4.5 應付貿易款項及保留金，以及其他應付款項

應付貿易款項及保留金乃就日常業務過程中從供應商購買的貨品或服務付款的責任。如應付貿易款項的支付日期在一年或以內(如若長於一年，但於正常業務經營週期內)，則被分類為流動負債。否則，在非流動負債中呈列。

應付貿易款項及保留金，以及其他應付款項初步按公平值確認，隨後用實際利率法按攤銷成本計量。

2.4.6 借款成本

借款成本於其產生期間在損益中支銷。

Notes to the Consolidated Financial Statements

綜合財務報表附註

2 SUMMARY OF ACCOUNTING POLICIES

(Continued)

2.4 Summary of other accounting policies (Continued)

2.4.7 Provisions

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

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

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

2.4.8 Interest income

Interest income is calculated by applying the effective interest rate to the gross carrying amount of a financial asset except for financial assets that subsequently become credit-impaired. For credit-impaired financial assets the effective interest rate is applied to the net carrying amount of the financial asset (after deduction of the loss allowance).

2 會計政策概要 (續)

2.4 其他會計政策概要 (續)

2.4.7 撥備

當本集團須就已發生的事件承擔現有的法定或推定責任，而履行該責任很可能會導致資源流出，而資源流出金額能可靠估計，則確認撥備。不會就未來經營虧損確認撥備。

倘出現多項類似責任，則履行該責任是否會導致資源流出須對責任類別作整體考慮後釐定。即使同類別責任中的任何一項導致資源流出的可能性很低，仍須確認撥備。

撥備採用稅前比率（可反映現時市場對貨幣時間價值及該責任的特定風險的評估），按預期履行責任所需開支的現值計量。因時間過去而增加的撥備確認為利息開支。

2.4.8 利息收入

利息收入按實際利率乘以金融資產賬面總額計算，惟其後發生信用減值的金融資產除外。發生信用減值的金融資產的利息收入按實際利率乘以金融資產賬面淨值（已扣減損失撥備）計算。

Notes to the Consolidated Financial Statements

綜合財務報表附註

2 SUMMARY OF ACCOUNTING POLICIES

(Continued)

2.4 Summary of other accounting policies (Continued)

2.4.9 Employee benefits

(a) Employee leave entitlements

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

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

(b) Pension Obligations

The Group participates in a Mandatory Provident Fund scheme (the “MPF Scheme”) in accordance with the Mandatory Provident Fund Scheme Ordinance of Hong Kong. Under the rules of the MPF Scheme, the employer and its employees in Hong Kong are each required to contribute 5% of the employees’ gross earnings with a ceiling of HK\$1,500 per month to the MPF Scheme.

The only obligation of the Group with respect to the MPF Scheme and the Social Security Plan is to make the required contributions under the scheme.

(c) Termination benefits

Termination benefits are payable when employment is terminated by the Group before the normal retirement date, or whenever an employee accepts voluntary redundancy in exchange for these benefits. The Group recognises termination benefits when it is demonstrably committed to a termination when the entity has a detailed formal plan to terminate the employment of current employees without possibility of withdrawal. In the case of an offer made to encourage voluntary redundancy the termination benefits are measured based on the number of employees expected to accept the offer. Benefits falling due more than twelve months after balance sheet date are discounted to present value.

2 會計政策概要 (續)

2.4 其他會計政策概要 (續)

2.4.9 僱員福利

(a) 僱員應享假期

僱員享有年假的權利在僱員應享有時確認。本公司就截至結算日止僱員已提供的服務所產生的年假的估計負債作出撥備。

僱員可享有的病假及產假或陪妻分娩假於休假時方予確認。

(b) 退休金責任

本集團根據香港《強制性公積金計劃條例》參與於強制性公積金計劃（「強積金計劃」）。根據強積金計劃的規則，香港僱主及其僱員須各自按僱員總收入的5%向強積金計劃作出供款，每月上限為1,500港元。

本集團就強積金計劃及社會保障計劃的唯一責任是根據有關計劃作出規定的供款。

(c) 離職福利

離職福利於僱員在正常退休日期前被本集團終止僱用，或僱員自願接受遣散以換取該等福利時支付。本集團於其明確承諾根據具體正式計劃終止現職僱員的僱用且不可能撤回承諾時確認離職福利。在提出鼓勵自願接受遣散要求的情況下，離職福利會根據預期接受要約的僱員人數計量。於結算日後十二個月以上到期的福利將折算為現值。

Notes to the Consolidated Financial Statements

綜合財務報表附註

2 SUMMARY OF ACCOUNTING POLICIES

(Continued)

2.4 Summary of other accounting policies (Continued)

2.4.10 Leases

Leases are recognised as a right-of-use asset and a corresponding liability at the date at which the leased asset is available for use by the Group.

Contracts may contain both lease and non-lease components. The Group has elected not to separate lease and non-lease components and instead accounts for these as a single lease component. However, for leases of real estate for which the group is a lessee, it has elected not to separate lease and non-lease components and instead accounts for these as a single lease component.

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

- fixed payments (including in-substance fixed payments), less any lease incentives receivable;
- variable lease payment that are based on an index or a rate, initially measured using the index or rate as at the commencement date;
- amounts expected to be payable by the Group under residual value guarantees;

2 會計政策概要 (續)

2.4 其他會計政策概要 (續)

2.4.10 租賃

租賃確認為使用權資產，並於租賃資產可供本集團使用日期確認為相應負債。

合約可包含租賃及非租賃部分。本集團選擇不劃分租賃及非租賃部分，並改為將租賃及非租賃部分入賬列作單一租賃部分。然而，就本集團作為承租人的物業租賃而言，本集團選擇不拆分租賃部分及非租賃部分，而是將其作為單一租賃部分進行會計處理。

租賃產生的資產及負債初步按現值計量。租賃負債包括以下租賃付款之淨現值：

- 固定付款(包括實質固定付款)，扣除任何應收租賃優惠；
- 根據一項指數或利率計算之可變租賃付款，初步以開始日期之指數或利率計量；
- 預期將由本集團根據剩餘價值保證支付之金額；

Notes to the Consolidated Financial Statements

綜合財務報表附註

2 SUMMARY OF ACCOUNTING POLICIES

(Continued)

2.4 Summary of other accounting policies (Continued)

2.4.10 Leases (Continued)

- the exercise price of a purchase option if the Group is reasonably certain to exercise that option; and
- payments of penalties for terminating the lease, if the lease term reflects the Group exercising that option.

Lease payments to be made under reasonably certain extension options are also included in the measurement of the liability, if any.

The lease payments are discounted using the interest rate implicit in the lease. If that rate cannot be readily determined, which is generally the case for leases in the Group, the lessee's incremental borrowing rate is used, being the rate that the individual lessee would have to pay to borrow the funds necessary to obtain an asset of similar value to the right-of-use asset in a similar economic environment with similar terms, security and conditions.

To determine the incremental borrowing rate, the Group, uses recent third-party financing received by the individual lessee as a starting point, adjusted to reflect changes in financing conditions since third party financing was received, and makes adjustments specific to the lease.

Lease payments are allocated between principal and finance costs. The finance costs are charged to profit or loss over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period.

2 會計政策概要 (續)

2.4 其他會計政策概要 (續)

2.4.10 租賃 (續)

- 購買選擇權之行使價 (倘可合理地確定本集團會行使該選擇權)；及
- 終止租賃之罰款 (倘租賃條款反映本集團行使選擇權)。

根據合理確定擴大選擇權作出的租賃付款亦計入負債的計量 (如有)。

租賃付款採用租賃隱含之利率貼現。倘無法即時釐定該利率 (此一般為本集團內租賃之情況)，則使用承租人的增量借款利率 (即個別承租人在類似經濟環境中按類似條款、抵押及條件借入獲得使用權資產之類似價值資產所需資金所須支付之利率)。

為釐定增量借款利率，本集團使用個別承租人最近獲得的第三方融資為出發點作出調整以反映自獲得第三方融資以來融資條件的變動，並進行特定於租約的調整。

租賃付款於本金及財務成本之間作出分配。財務成本在租賃期間於損益扣除，藉以令各期間的負債餘額的期間利率一致。

Notes to the Consolidated Financial Statements

綜合財務報表附註

2 SUMMARY OF ACCOUNTING POLICIES

(Continued)

2.4 Summary of other accounting policies (Continued)

2.4.10 Leases (Continued)

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

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

Right-of-use assets are generally depreciated over the shorter of the asset's useful life and the lease term on a straight-line basis. If the Group is reasonably certain to exercise a purchase option, the right-of-use asset is depreciated over the underlying asset's useful life.

Payments associated with short-term leases and all leases of low-value assets are recognised on a straight-line basis as an expense in the consolidated statement of comprehensive income. Short-term leases are leases with a lease term of 12 months or less. Low-value assets comprise small items of office equipment.

Lease income from operating leases where the Group is a lessor is recognised in consolidated statement of comprehensive income on a straight-line basis over the lease term. Initial direct costs incurred in obtaining an operating lease are added to the carrying amount of the underlying asset and recognised as expense over the lease term on the same basis as lease income. The respective leased assets are included in the consolidated balance sheet based on their nature.

2 會計政策概要(續)

2.4 其他會計政策概要(續)

2.4.10 租賃(續)

使用權資產按成本計量，包括以下各項：

- 租賃負債之初步計量金額；
- 於開始日期或之前所作之任何租賃付款，減去所得的任何租賃優惠；
- 任何初始直接成本；及
- 修復成本。

使用權資產一般於資產的可使用年期及租賃期(以較短者為準)內按直線法予以折舊。倘本集團合理確定行使購買選擇權，則使用權資產於相關資產的可使用年期內予以折舊。

與短期租賃以及所有低價值資產租賃相關的付款按直線法於綜合全面收益表確認為費用。短期租賃指租賃期為12個月或以下的租賃。低價值資產主要包括小型辦公設備。

本集團作為出租人的經營租賃的租賃收入於租期內按直線法於綜合全面收益表內確認。獲得一項經營租賃的初步直接成本加至相關資產的賬面值且在租賃期間內按與租賃收入相同的基準確認為費用。各租賃資產按其性質計入綜合資產負債表。

Notes to the Consolidated Financial Statements

綜合財務報表附註

2 SUMMARY OF ACCOUNTING POLICIES

(Continued)

2.4 Summary of other accounting policies (Continued)

2.4.11 Government grants

Grants from the government are recognised at their fair value where there is a reasonable assurance that the grant will be received and the Group will comply with all attached conditions.

Government grants relating to costs are deferred and recognised in the profit or loss over the period necessary to match them with the costs that they are intended to compensate.

Government grants relating to the purchase of property, plant and equipment are included in non-current liabilities as deferred income and are credited to profit or loss on a straight-line basis over the expected lives of the related assets.

2.4.12 Contingent liabilities

A contingent liability is a possible obligation that arises from past events and whose existence will only be confirmed by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Group. It can also be a present obligation arising from past events that is not recognised because it is not probable that outflow of economic resources will be required or the amount of obligation cannot be measured reliably.

A contingent liability is not recognised but is disclosed in the notes to the consolidated financial statements. When a change in the probability of an outflow occurs so that outflow is probable, they will then be recognised as a provision.

2 會計政策概要 (續)

2.4 其他會計政策概要 (續)

2.4.11 政府補助

當能夠合理地保證政府補助將可收取，而本集團將會符合所有附帶條件時，該補助按其公平值確認。

有關成本之政府補助遞延入賬，並配合按擬補償之成本所需期間於損益確認。

有關購置物業、機械及設備之政府補助計入非流動負債，列為遞延收入，並以直線法按相關資產的預期年期計入損益。

2.4.12 或然負債

或然負債指因已發生的事件而可能引起的責任，而須視乎日後會否出現一宗或多宗本集團無法完全控制的不確定事件方可確實。或然負債亦可能是已發生的事件引致的現有責任，但由於未必需要流出經濟資源或責任數額無法可靠估計而未有確認。

或然負債不予確認，但於綜合財務報表的附註內披露。倘經濟資源流出的可能性改變而很可能流出經濟資源，則此等負債將確認為撥備。

Notes to the Consolidated Financial Statements

綜合財務報表附註

3 FINANCIAL RISK MANAGEMENT

3.1 Financial risk factors

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

Risk management is carried out under policies approved by the directors of the Company. The Directors provide principles for an overall risk management, as well as policies covering specific areas.

(a) Foreign exchange risk

Foreign exchange risk arises from future commercial transactions and recognised assets and liabilities which are denominated in a currency that is not the Company's functional currency.

The Group's transactions are mainly denominated in HK\$. The majority of assets and liabilities are denominated in HK\$ and there are no significant assets and liabilities denominated in other currencies. Management considered that the Group does not have any significant foreign exchange risk in respect of transactions or balances.

(b) Interest rate risk

The Group's interest rate risk is mainly attributable to its cash and bank balances and borrowings. Except for borrowings with variable interest, the Group has no other significant interest-bearing liabilities. Borrowings at variable interest rates expose the Group to cash flow interest rate risk. Cash and bank balances at fixed rates expose the Group to fair value interest rate risk. The Group has not used any interest rate swaps to hedge its exposure to interest rate risk.

3 財務風險管理

3.1 財務風險因素

本集團的業務活動面對各種財務風險：市場風險（包括外匯風險及利率風險）、信貸風險及流動資金風險。本集團的整體風險管理計劃著眼於金融市場的不可預測性，並盡量將其對本集團財務表現的潛在不利影響降至最低。

風險管理按照本公司董事批准的方針實施。董事就整體風險管理制訂原則，以及就特定範疇制訂政策。

(a) 外匯風險

外匯風險來自以並非為本公司功能貨幣的貨幣計值的未來商業交易及已確認資產及負債。

本集團的交易主要以港元結算。資產及負債大部分以港元結算，且並無任何重大資產及負債以其他貨幣結算。管理層認為本集團在交易及結餘方面並無任何重大外匯風險。

(b) 利率風險

本集團的利率風險主要源自其現金及銀行結餘以及借款。除了浮息借款外，本集團並無其他重要計息負債。浮息借款令本集團面對現金流量利率風險。按固定利率計息的現金及銀行結餘令本集團面對公平值利率風險。本集團並無使用利率掉期對沖其利率風險。

Notes to the Consolidated Financial Statements

綜合財務報表附註

3 FINANCIAL RISK MANAGEMENT (Continued)

3.1 Financial risk factors (Continued)

(b) Interest rate risk (Continued)

As at 31 March 2026, if the interest rates on borrowings had been 100 basis-points higher/lower with all other variables held constant, post-tax profit for the year would be HK\$1,367,000 higher/lower (2025: post-tax loss for the year would be HK\$2,064,000 higher/lower) mainly as a result of higher/lower interest expense on floating rate borrowings.

(c) Credit risk

The credit risk of the Group mainly arises from trade and retention receivables, deposits and other receivables, contract assets and cash in bank.

To manage the risk arising from cash in bank, the Group only transacts with reputable banks which are all high-credit-quality financial institutions. There has no recent history of default in relation to these financial institutions. The expected credit loss is close to zero.

For deposits and other receivables, management makes periodic collective assessments as well as individual assessment on the recoverability of deposits and other receivables based on historical settlement records and past experience. The management believes that the expected credit loss is close to zero.

The Group trades only with recognised and creditworthy third parties. It is the Group's policy that all customers who wish to trade on credit terms are subject to credit verification procedures. In addition, all trade and retention receivables and contract assets are monitored on an ongoing basis.

The Group applies the simplified approach to measure expected credit losses prescribed by HKFRS 9, which permits the use of a lifetime expected loss allowance for all trade and retention receivables and contract assets.

3 財務風險管理 (續)

3.1 財務風險因素 (續)

(b) 利率風險 (續)

於2026年3月31日，倘借款的利率上調／下調100個基點而所有其他變數維持不變，則年內除稅後溢利將增加／減少1,367,000港元（2025年：年內除稅後虧損增加／減少2,064,000港元），主要由於浮息借款的利息開支增加／減少所致。

(c) 信貸風險

本集團的信貸風險主要來自應收貿易款項及保留金、按金及其他應收款項、合約資產及銀行現金。

為管理銀行現金產生的風險，本集團僅與有信譽的銀行交易，該等銀行均為高信用等級的金融機構。並無近期違約記錄與該等金融機構有關。預期信貸虧損乃近乎零。

就按金及其他應收款項而言，管理層根據過往結算記錄及過往經驗對按金及其他應收款項的收回可能性定期作出整體評估以及個別評估。管理層相信預期信貸虧損乃近乎零。

本集團僅與認可及信譽卓著的第三方交易。本集團政策要求所有有意按信貸條款進行買賣的客戶接受信用核實。此外，本集團會持續監控所有應收貿易款項及保留金以及合約資產。

本集團採用根據香港財務報告準則第9號規定的簡化法計量預期信貸虧損，其允許就所有應收貿易款項及保留金以及合約資產使用整個存續期預期虧損撥備。

Notes to the Consolidated Financial Statements

綜合財務報表附註

3 FINANCIAL RISK MANAGEMENT (Continued)

3.1 Financial risk factors (Continued)

(c) Credit risk (Continued)

To measure the expected credit losses, trade and retention receivables and contract assets have been assessed individually for the likelihood of recovery, taking into account the nature of the customer and its credit rating.

The expected loss rates are based on the corresponding historical credit losses experienced within this period. The historical loss rates are adjusted to reflect current and forward-looking information on macroeconomic factors affecting the customers to settle the receivables. The Group has identified the Gross Domestic Product (GDP) and the construction expenditure index of the city in which it operates to be the most relevant factor, and accordingly adjusts the historical loss rates based on expected changes in these factors.

The Group categorises trade and retention receivables for write off when a debtor fails to make contractual payments or is in financial difficulties. During the year ended 31 March 2026, there is no provision on trade and retention receivables (2025: HK\$30,066,000). Where trade or other receivables have been written off, the Group continues to engage in enforcement activity to attempt to recover the receivable due. Where recoveries are made, these are recognised in consolidated statement of comprehensive income.

3 財務風險管理 (續)

3.1 財務風險因素 (續)

(c) 信貸風險 (續)

為計量預期信貸虧損，應收貿易款項及保留金以及合約資產已個別評估收回的可能性，並加以考慮客戶的性質及其信貸評級分組。

預期虧損率乃基於本期間內所經歷的相應過往信貸虧損。過往虧損率乃經調整以反映影響客戶結清應收款項的宏觀經濟因素之現時及前瞻性資料。本集團已確定其經營所在城市的國內生產總值(GDP)及建築成本指數為最相關因素，並據此基於該等因素的預期變動而調整過往虧損率。

倘債務人未能履行合約付款或陷入財務困境時，本集團會將應收貿易款項及保留金分類作撇銷。截至2026年3月31日止年度，本集團並無就應收貿易款項及保留金作出撥備(2025年：30,066,000港元)。倘應收貿易款項或其他應收款項已撇銷，本集團會繼續進行強制行動以嘗試收回到期應收款項。倘得以收回款項，則於綜合全面收益表中確認。

Notes to the Consolidated Financial Statements

綜合財務報表附註

3 FINANCIAL RISK MANAGEMENT (Continued)

3.1 Financial risk factors (Continued)

(c) Credit risk (Continued)

The contract assets related to unbilled work in progress and have substantially the same risk characteristics as the trade and retention receivables for the same types of contracts. The Group has therefore concluded that the expected loss rates for trade and retention receivables are a reasonable approximation of the loss rates for the contract assets. The expected credit loss of contract assets is close to zero.

(d) Liquidity risk

Liquidity risk refers to the risk that an entity will encounter difficulty in meeting obligations associated with financial liabilities that are settled by delivering cash or another financial assets.

The Group maintains liquidity by a number of sources including orderly realisation of short-term financial assets, receivables and certain assets that the Group considers appropriate and long-term financing including long-term borrowings are also considered by the Group in its capital structuring. The Group aims to maintain flexibility in funding by keeping sufficient bank balances and interest-bearing borrowings which enable the Group to continue its business for the foreseeable future.

The table below analyses the Group's financial liabilities into relevant maturity groupings based on the remaining period at the balance sheet date to the contractual maturity date. The amounts disclosed in the table are the contractual undiscounted cash flows (including interests payments computed using contractual rates, or if floating, based on the current rates at the year-end date). Where the loan agreement contains a repayable on demand clause which gives the lender the unconditional right to call the loan at any time, the amounts repayable are classified in the earliest time bracket in which the lender could demand repayment. The maturity analysis for other borrowings is prepared based on the scheduled repayment dates. Balances due within 12 months equal their carrying balances, as the impact of discounting is not significant.

3 財務風險管理 (續)

3.1 財務風險因素 (續)

(c) 信貸風險 (續)

合約資產與在建未開單工程有關，並且與同類合約的應收貿易款項及保留金的風險特徵基本相同。因此，本集團認為應收貿易款項及保留金的預期虧損率與合約資產的虧損率合理相若。合約資產的預期信貸虧損接近零。

(d) 流動資金風險

流動資金風險指實體難以履行以交付現金或另一金融資產以清償金融負債的相關責任的風險。

本集團透過多種方式(包括於本集團認為適當的情況下有序變現短期金融資產、應收款項及若干資產)維持流動資金，本集團亦同時考慮將長期融資(包括長期借款)納入其資本結構內。本集團旨在透過保持充足銀行結餘及計息借款，從而維持資金的靈活彈性，讓本集團於可見將來繼續經營其業務。

下表呈列根據於結算日至合約到期日的餘下期間按有關到期組別劃分的本集團金融負債分析。該表所披露的金額為合約未折現現金流量(包括根據合約利率計算的利息付款，或如按浮動利率計息，則為根據年結日的當前利率計算的利息付款)。如貸款協議內載有讓貸款人可隨時無條件要求償還之條款，此等貸款則歸類於貸款人最早可要求償還之時期。其他借款的到期日分析乃根據協定還款日期編製。由於折現的影響不大，於12個月內到期的結餘與其賬面值相等。

Notes to the Consolidated Financial Statements

綜合財務報表附註

3 FINANCIAL RISK MANAGEMENT (Continued)

3.1 Financial risk factors (Continued)

(d) Liquidity risk (Continued)

As at 31 March 2026

Trade and retention payables
Accruals and other payables
Borrowings
Lease liabilities

於2026年3月31日

應付貿易款項及保留金
應計款項及其他應付款項
借款
租賃負債

As at 31 March 2025

Trade and retention payables
Accruals and other payables
Amount due to related company
Borrowings
Lease liabilities

於2025年3月31日

應付貿易款項及保留金
應計款項及其他應付款項
應付關聯公司款項
借款
租賃負債

3 財務風險管理 (續)

3.1 財務風險因素 (續)

(d) 流動資金風險 (續)

On demand and less than 1 year	Between 1 and 2 years	Between 2 and 5 years	Total	Carrying amount
按 要求及 少於一年	一 至兩年	二 至五年	總 計	賬 面金額
HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
千 港元	千 港元	千 港元	千 港元	千 港元
90,477	-	-	90,477	90,477
2,376	-	-	2,376	2,376
149,569	10,544	5,731	165,844	163,760
14,082	1,680	-	15,762	14,996
256,504	12,224	5,731	274,459	271,609
On demand and less than 1 year	Between 1 and 2 years	Between 2 and 5 years	Total	Carrying amount
按 要求及 少於一年	一 至兩年	二 至五年	總 計	賬 面金額
HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
千 港元	千 港元	千 港元	千 港元	千 港元
100,541	-	-	100,541	100,541
2,000	-	-	2,000	2,000
81,192	-	-	81,192	80,000
160,480	8,678	-	169,158	167,140
14,544	10,336	1,713	26,593	24,446
358,757	19,014	1,713	379,484	374,127

Notes to the Consolidated Financial Statements

綜合財務報表附註

3 FINANCIAL RISK MANAGEMENT (Continued)

3.2 Capital risk management

The Group's objectives when managing capital are to safeguard the Group's ability to continue as a going concern in order to provide returns for shareholders and benefits for other stakeholders and to maintain an optimal capital structure to reduce the cost of capital.

The capital structure of the Group consists of equity and borrowings. In order to maintain or adjust the capital structure, the Group may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares or sell assets to reduce borrowings. The Group monitors capital on the basis of gearing ratio. The gearing ratio is calculated as net debt divided by total equity. Net debt is calculated as total borrowings less cash and cash equivalents. The gearing ratios were as follows:

		2026 HK\$'000 千港元	2025 HK\$'000 千港元
Borrowings (note 22)	借款(附註22)	163,760	167,140
Amount due to a related company (note 23)	應付一間關聯公司款項(附註23)	-	80,000
		163,760	247,140
Less: cash and cash equivalents (note 18)	減：現金及現金等價物(附註18)	(137,548)	(112,373)
Net debt	負債淨額	26,212	134,767
Total equity	權益總額	525,479	479,654
Gearing ratio	資產負債比率	5%	28%

The decrease in gearing ratio from 28% as at 31 March 2025 to 5% as at 31 March 2026 was primarily due to the decrease in amount due to a related company which led to decrease in net debt.

3 財務風險管理(續)

3.2 資本風險管理

本集團管理資本的目標是保障本集團有持續經營的能力，從而為股東帶來回報及為其他權益持有人提供利益，同時保持最佳的資本結構以降低資本成本。

本集團的資本結構包括權益及借款。為維持或調整資本架構，本集團或會調整支付予股東的股息金額、向股東發還資金、發行新股或出售資產以減少借款。本集團以資產負債比率監察資本。資產負債比率以負債淨額除以總權益計算。負債淨額以總借款減現金及現金等價物。資產負債比率如下：

		2026 HK\$'000 千港元	2025 HK\$'000 千港元
Borrowings (note 22)	借款(附註22)	163,760	167,140
Amount due to a related company (note 23)	應付一間關聯公司款項(附註23)	-	80,000
		163,760	247,140
Less: cash and cash equivalents (note 18)	減：現金及現金等價物(附註18)	(137,548)	(112,373)
Net debt	負債淨額	26,212	134,767
Total equity	權益總額	525,479	479,654
Gearing ratio	資產負債比率	5%	28%

資產負債比率由於2025年3月31日的28%減至於2026年3月31日的5%，減少主要由於應付一間關聯公司款項減少導致負債淨額減少。

Notes to the Consolidated Financial Statements

綜合財務報表附註

3 FINANCIAL RISK MANAGEMENT (Continued)

3.3 Fair value estimation

The carrying amounts of the Group's financial assets (other than financial assets at fair value through other comprehensive income) and financial liabilities, including cash and cash equivalents, trade and retention receivables, deposits and other receivables, trade and retention payables, other payables and borrowings approximate their fair values, which either due to their short-term maturities, or that they are subject to floating rates.

The carrying amount of amount due to a related company was a reasonable approximation of its fair value.

The Group's financial instruments are measured in the consolidated balance sheet at fair value by level of the inputs to valuation techniques used to measure fair value. Such inputs are categorised into three levels within a fair value hierarchy as follows:

2026

Financial assets at fair value through other comprehensive income (Note 15) 按公平值計入其他全面收入之金融資產(附註15)

2025

Financial assets at fair value through other comprehensive income (Note 15) 按公平值計入其他全面收入之金融資產(附註15)

3 財務風險管理(續)

3.3 公平值估計

本集團的金融資產(按公平值計入其他全面收入之金融資產除外)及金融負債(包括現金及現金等價物、應收貿易款項及保留金、按金及其他應收款項、應付貿易款項及保留金、其他應付款項及借款)因到期日較短或按浮動利率計息，該等資產及負債的賬面值與彼等的公平值相若。

應付一間關聯公司款項的賬面值為其公平值的合理約數。

本集團之金融工具按用以計算公平值之估值技術輸入值層級於綜合資產負債表按公平值入賬。該等輸入值按照公平值層級歸類為如下三層：

Level 1 第一層 HK\$'000 千港元	Level 2 第二層 HK\$'000 千港元	Level 3 第三層 HK\$'000 千港元
-	-	17,680
Level 1 第一層 HK\$'000 千港元	Level 2 第二層 HK\$'000 千港元	Level 3 第三層 HK\$'000 千港元
-	-	18,690

Notes to the Consolidated Financial Statements

綜合財務報表附註

3 FINANCIAL RISK MANAGEMENT (Continued)

3.3 Fair value estimation (Continued)

For the year ended 31 March 2026, there were no transfers of financial assets of the Group between different levels of the fair value hierarchy (2025: same).

For the year ended 31 March 2026, there were no significant changes in the business or economic circumstances that affect the fair value of the Group's financial assets (2025: same).

4 CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS

Estimates and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

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

(a) Construction contracts – recognition of revenue

A contract with customer for construction works usually takes more than one year to complete and involves a series of services and works. From time to time, there may be additional work. The Group assesses revenue recognition of contracts, including determining transaction price, and the method to measure the progress towards complete satisfaction of performance obligation.

3 財務風險管理 (續)

3.3 公平值估計 (續)

截至2026年3月31日止年度，並無本集團金融資產在公平值層級內之不同層級之間的轉撥(2025年：相同)。

截至2026年3月31日止年度，影響本集團金融資產公平值的業務或經濟環境並無重大變動(2025年：相同)。

4 重要會計估計及判斷

估計及判斷乃依據過去經驗及其他因素(包括在個別情況下對未來事件作出被認為合理的預期)作持續評估。

本集團對未來作出估計及假設。就會計估計的結果而言，顧名思義，絕少會與有關實際結果相同。有極高風險導致下個財政年度的資產及負債的賬面值作出重大調整的估計及假設討論如下。

(a) 建築合約—確認收入

與客戶訂立的建築工程合約一般需時超過一年完成，涉及一系列服務及工程，而且可能不時涉及額外工作。本集團評估合約收入確認，包括釐定交易價格及計量完全履行履約義務進度的方法。

Notes to the Consolidated Financial Statements

綜合財務報表附註

4 CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS (Continued)

(a) Construction contracts – recognition of revenue (Continued)

The Group recognises revenue using either input method or output method, with the selection of method dependent upon which method best depicts the way the Group satisfies its performance obligation over time. The decision as to which method to use is made for each contract after considering the nature of services that the Group promised to transfer to the customer. The progress towards complete satisfaction of relevant performance obligation is measured using output method, based on direct measurements of the values of works transferred by the Group to the customers. The construction works performed by the Group are certified by the surveyors appointed by the customers. The Group has internal project teams to measure their work and counter check with the certificates issued by independent surveyors.

The Group reviews and revises the estimates of contract revenue, variation orders and contract claims prepared for each construction contract as the contract progress. Judgment is exercised on the assessment of the possibility of the customer approving the variations. In making the judgment, management considers factors such as results of obtaining legal advice for potential dispute, and previous experience with the customer.

4 重要會計估計及判斷(續)

(a) 建築合約—確認收入(續)

本集團採用投入法或輸出法確認收入，方法的選擇取決於哪種方法能最佳地描述本集團隨時間履行履約義務的方式。對各合約下採用何種方法是經考慮本集團承諾轉讓給客戶的服務的性質後決定。完全履行相關履約責任的進度乃根據直接計量本集團向客戶轉移的工程價值採用輸出法計量。本集團進行的建築工程由客戶委任的測量師認證。本集團設有內部項目團隊計量其工作，並複查獨立測量師發出的證書。

本集團於合約進行時檢討及修訂為各建築合約編製的合約收入、變更項目及合約索償估計。在評估客戶批准相關變動的可能性時，須作出判斷。於作出判斷時，管理層考慮多項因素，例如就潛在糾紛取得法律意見的結果、與客戶的過往經驗。

Notes to the Consolidated Financial Statements

綜合財務報表附註

4 CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS (Continued)

(b) Estimated useful lives and residual values of plant and equipment

Management estimates useful lives of the plant and equipment by reference to the Group's business model, its assets management policy, the industry practice, expected usage of the assets, expected repair and maintenance, the technical or commercial obsolescence arising from changes or improvements in the market. Residual values of the machinery and equipment are determined based on prevailing market values for equivalent aged assets taking into account the condition of the relevant assets or the value of scrap metal and other economic considerations. Depreciation expense would be significantly affected by the useful lives and residual values of the plant and equipment as estimated by management.

If the residual values of plant and equipment had further decreased by 10%, the depreciation expenses would increase by HK\$13,857,000 for the year ended 31 March 2026 (2025: HK\$11,833,000).

If the useful life of plant and equipment had further decreased by one year, the depreciation expenses would increase by HK\$10,099,000 for the year ended 31 March 2026 (2025: increase by HK\$3,870,000).

4 重要會計估計及判斷(續)

(b) 機械及設備的估計可使用年期及剩餘價值

管理層乃參考本集團的業務模式、其資產管理政策、行業慣例、資產預期用途、預期維修及保養、因市場變化或改善導致的技術或商業方面過時，估計機械及設備的可使用年期。機械及設備的剩餘價值乃根據具同等賬齡資產的現行市值釐定，並計及有關資產的狀況或廢金屬的價值及其他經濟考慮因素。管理層所估計機械及設備的可使用年期及剩餘價值將對折舊費用有重大影響。

若機械及設備的剩餘價值進一步減少10%，則於截至2026年3月31日止年度的折舊費用將增加13,857,000港元（2025年：11,833,000港元）。

若機械及設備的可使用年期進一步減少一年，則於截至2026年3月31日止年度的折舊費用將增加10,099,000港元（2025年：增加3,870,000港元）。

Notes to the Consolidated Financial Statements

綜合財務報表附註

4 CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS (Continued)

(c) Impairment of plant and equipment and right-of-use assets

The Group assesses whether there are any indicators of impairment for non-current assets at the end of each reporting period. Management considered the Group as one single cash-generating unit as the major business of the Group is engaged in foundation works and ancillary services in Hong Kong which is the smallest identifiable group of assets that generates cash inflows that are largely independent. Plant and equipment and right-of-use assets are tested for impairment when there are impairment indicators that the carrying amounts may not be recoverable. An impairment exists when the carrying value of an asset or a cash-generating unit exceeds its recoverable amount, which is the higher of its fair value less costs of disposal and its value in use. Management determines the market values of plant and equipment and right-of-use assets by reference to the fair value of machinery and equipment. The calculation of the fair value less costs of disposal is based on available data from recent market transaction prices or quotations of similar second-hand assets and scrap metal prices, adjusted for incremental disposal costs.

Such valuations with reference to comparable market transactions are made based on certain assumptions, which are subject to uncertainties and might differ from the actual result. In making the judgement, reasonable consideration has been given to the underlying assumptions by adjusting the differences to reflect current prices in active market for plant and machinery of different model, condition and age. These estimates are regularly compared to actual market data and sales transactions in the market.

In the impairment review for plant and equipment and right-of-use assets, management has performed sensitivity analysis by discounting the market value. Management believes that any reasonably foreseeable changes in any of the above key assumptions would not cause the carrying amounts of plant and equipment and right-of-use assets to exceed the recoverable amounts.

4 重要會計估計及判斷(續)

(c) 機械及設備及使用權資產的減值

本集團於各報告期末評估非流動資產是否存在任何減值跡象。由於本集團的主要業務為在香港從事地基工程及附屬服務業務，管理層認為本集團為單一現金產生單位，屬產生大致獨立的現金流入的最小可識別資產組別。當有減值跡象顯示賬面值可能無法收回時，會對機械及設備以及使用權資產進行減值測試。當資產或現金產生單位之賬面值超過其可收回金額（即其公平值減出售成本與其使用價值之較高者）時，即存在減值。管理層參考機械及設備的公平值以釐定廠房及設備以及使用權資產的市值。公平值減去出售成本是根據類似二手資產及廢金屬價格的近期市場交易價格或報價的可得資料，經增量出售成本調整計算得出。

參照可比較市場交易之該等估值乃基於若干假設而作出，而該等假設具有不確定性，並可能與實際結果不同。在作出判斷時，已合理考慮相關假設，方式為調整差異以反映機械及機器依不同型號、狀況及投入使用年期在活躍市場的現行價格。該等估計會定期與實際市場數據及市場銷售交易作比較。

於審核機械及設備的減值時，管理層透過貼現市值進行敏感度分析。管理層認為，上述任何主要假設的任何合理可預見變動均不會導致機械及設備以及使用權資產的賬面值超過可收回金額。

Notes to the Consolidated Financial Statements

綜合財務報表附註

5 REVENUE FROM CONTRACT WITH CUSTOMERS AND SEGMENT INFORMATION

Revenue from contract with customers, which is also the Group's turnover, represents gross contract receipts on foundation works and ancillary services in the ordinary course of business. Revenue recognised is as follows:

Foundation works and ancillary services 地基工程及附屬服務

The chief operating decision-maker has been identified as the executive directors of the Company. The executive directors regard the Group's business as one single operating segment and reviews financial information accordingly.

Revenue from foundation works and ancillary services are recognised over time during the year 31 March 2026 (2025: same).

(a) Segment information

The Group's revenue is mainly derived from customers in Hong Kong. The principal assets of the Group were also located in Hong Kong as at 31 March 2026. Accordingly, no analysis by geographical segment is provided.

5 客戶合約收入及分部資料

客戶合約收入指在日常業務過程中地基工程及附屬服務的總合約收款，亦為本集團的營業額。確認的收入如下：

2026 HK\$'000 千港元	2025 HK\$'000 千港元
835,031	880,854

本公司的執行董事被確定為其主要營運決策人。執行董事將本集團的業務劃分為一個單一經營分部，並相應審閱財務資料。

於截至2026年3月31日止年度，地基工程及附屬服務的收入乃隨時間確認（2025年：相同）。

(a) 分部資料

本集團的收入主要來自香港客戶。截至2026年3月31日，本集團的主要資產亦位於香港。因此，並無提供按地區分部進行的分析。

Notes to the Consolidated Financial Statements

綜合財務報表附註

5 REVENUE FROM CONTRACT WITH CUSTOMERS AND SEGMENT INFORMATION

(Continued)

(b) Revenue derived from contract with customers

External customers which individually contributed over 10% of the total revenue of the Group for any of the years ended 31 March 2026 and 2025 are as below:

Customer A	客戶甲
Customer B	客戶乙
Customer C	客戶丙

6 OTHER INCOME, NET

Gain/(loss) on disposal of plant and equipment	出售機械及設備的收益／(虧損)
Write-off of plant and equipment	撇銷機械及設備
Government grants (Note (a))	政府補助(附註(a))
Others	其他

Notes

- (a) During the year ended 31 March 2026, the Group received government grants amounting to HK\$99,000 (2025: HK\$395,000) from an incentive-cum-regulatory programme to progressively phase out Euro IV diesel commercial vehicles. There are no unfulfilled conditions or other contingents attached to the grants.

5 客戶合約收入及分部資料(續)

(b) 來自客戶合約的收入

於截至2026年及2025年3月31日止任何一個年度單獨地為本集團於有關年度的總收入貢獻超過10%之外界客戶如下：

2026 HK\$'000 千港元	2025 HK\$'000 千港元
474,643	511,792
282,853	N/A 不適用
N/A 不適用	339,683

6 其他收入淨額

2026 HK\$'000 千港元	2025 HK\$'000 千港元
288	(456)
(832)	-
99	395
525	646
80	585

附註：

- (a) 截至2026年3月31日止年度，本集團從一項旨在逐步淘汰歐盟四期柴油商業車輛的激勵兼監管計劃中獲得政府補助99,000港元(2025年：395,000港元)。該補助並無附帶任何未達成條件或其他或有條件。

Notes to the Consolidated Financial Statements

綜合財務報表附註

7 EXPENSES BY NATURE

7 按性質劃分的開支

		2026 HK\$'000 千港元	2025 HK\$'000 千港元
Cost of sales (<i>note (b)</i>)	銷售成本 (<i>附註(b)</i>)		
Construction contracts costs (<i>note (a)</i>)	建築合約成本 (<i>附註(a)</i>)	651,451	723,905
Depreciation	折舊		
– owned plant and equipment	– 自置機械及設備	32,065	30,523
– right-of-use assets	– 使用權資產	1,752	1,312
Others	其他	30,730	14,820
		715,998	770,560
Administrative expenses	行政開支		
Staff costs, including directors' emoluments (<i>note (c)</i>)	員工成本 (包括董事酬金) (<i>附註(c)</i>)	15,736	17,485
Auditors' remuneration	核數師酬金	1,407	1,327
Depreciation	折舊		
– owned plant and equipment	– 自置機械及設備	765	733
– right-of-use assets	– 使用權資產	5,636	4,347
Operating lease rental in respect of	以下各項的經營租賃租金		
– office and storage premises	– 辦公室及倉庫物業	8,960	9,031
– directors' quarters	– 董事宿舍	1,832	2,167
– staff quarter	– 員工宿舍	335	–
Professional fees	專業費用	6,455	7,794
Motor vehicle expenses	汽車開支	3,629	3,621
Bank charges	銀行開支	422	625
Exchange (gains)/losses	匯兌 (收益) / 虧損	518	(30)
Others	其他	5,419	5,468
		51,114	52,568
Total cost of sales and administrative expenses	銷售成本及行政開支總額	767,112	823,128

Notes to the Consolidated Financial Statements

綜合財務報表附註

7 EXPENSES BY NATURE (Continued)

Notes:

- (a) Construction contract costs included but are not limited to costs of construction materials, staff costs (refer to note (b) below), consultancy fee, parts and consumables, subcontracting charges and transportation.
- (b) Cost of sales included directly attributable contract costs amounting to HK\$645,447,000 (2025: HK\$701,409,000).
- (c)

Wages and salaries	工資及薪金
Pension costs – defined contribution plans	退休金成本—定額供款計劃
Employment benefits	僱員福利
Less: amount included in cost of sales	減：計入銷售成本之金額

- (d) Pension costs – defined contribution plans

The Group's contributions to the MPF Scheme vest fully and immediately with the employees. Accordingly, there are no forfeited contributions under the MPF Scheme which may be used by the Group to reduce its existing level of contributions or contributions payable in future years as at and during each of the years ended 31 March 2026 and 2025.

7 按性質劃分的開支(續)

附註：

- (a) 建築合約成本包括但不限於建築材料成本、員工成本(參見下文附註(b))、顧問費用、零件及消耗品、分包費用及運輸費用。
- (b) 銷售成本包括直接應佔之合約成本645,447,000港元(2025年：701,409,000港元)。
- (c)

2026 HK\$'000 千港元	2025 HK\$'000 千港元
253,036	215,461
6,319	5,099
3,647	3,002
263,002	223,562
(247,266)	(206,077)
15,736	17,485

- (d) 退休金成本—定額供款計劃

本集團向強積金計劃作出的供款全數即時歸僱員所有。因此，於截至2026年及2025年3月31日止年度各年及期間，強積金計劃並無任何被沒收供款可供本集團用於降低其現有的供款水平或未來年度應付供款。

Notes to the Consolidated Financial Statements

綜合財務報表附註

7 EXPENSES BY NATURE (Continued)

(e) Five highest paid individuals

For the year ended 31 March 2026, the five individuals whose emoluments were the highest in the Group include two directors (2025: three) whose emoluments were reflected in the analysis presented in note 30(a). The emoluments paid to the remaining three individuals (2025: two) are as follows:

Salaries, other allowances and benefits in kind	薪金、其他津貼及實物福利
Bonus	花紅

The emoluments of these individuals fell within the following bands:

HK\$1,500,001 – HK\$2,000,000	1,500,001港元至2,000,000港元
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No emolument was paid by the Group to any of the directors or the five highest paid individuals as an inducement to join or upon joining the Group or as compensation for the loss of office.

7 按性質劃分的開支(續)

(e) 五名最高薪人士

截至2026年3月31日止年度，本集團五名最高薪人士分別包括兩名(2025年：三名)董事，彼等的酬金於附註30(a)的分析中呈列。向其餘三名(2025年：兩名)人士支付的酬金如下：

2026 HK\$'000 千港元	2025 HK\$'000 千港元
3,849	2,940
245	245
4,094	3,185

該等人士的酬金介乎以下範圍：

Number of individuals

2026 人數	2025
3	2

本集團概無向任何董事或五名最高薪人士支付任何酬金作為加入本集團或加入本集團時的獎勵或離職補償。

Notes to the Consolidated Financial Statements

綜合財務報表附註

8 FINANCE COSTS, NET

8 財務費用－淨額

		2026 HK\$'000 千港元	2025 HK\$'000 千港元
Finance income	財務收入		
– Interest income on bank deposits	– 銀行存款的利息收入	263	1,135
Finance costs	財務費用		
– Interest expense on bank loans	– 銀行貸款的利息開支	(6,073)	(7,377)
– Interest expense on lease liabilities	– 租賃負債的利息開支	(1,339)	(1,812)
– Interest expense on amount due to a related company (note 27(b))	– 應付一間關聯公司款項的利息開支 (附註27(b))	(907)	(5,484)
		(8,319)	(14,673)
Finance costs, net	財務費用－淨額	(8,056)	(13,538)

9 INCOME TAX EXPENSE

9 所得稅開支

The amount of income tax charged to the consolidated statement of comprehensive income represents:

於綜合全面收益表支銷的所得稅金額指：

		2026 HK\$'000 千港元	2025 HK\$'000 千港元
Hong Kong profits tax	香港利得稅		
Current income tax	即期所得稅	–	1,047
Deferred income tax (note 20)	遞延所得稅 (附註20)	3,216	2,589
Macau complementary tax	澳門所得補充稅		
(Over)/under-provision of current income tax in prior year	去年即期所得稅的 (超額撥備) / 撥備不足	(188)	130
		3,028	3,766

Hong Kong profit tax is calculated at 16.5% (2025: 16.5%) on the estimated assessable profit for the year.

香港利得稅按年內估計應課稅溢利的16.5% (2025年：16.5%) 計算。

Notes to the Consolidated Financial Statements

綜合財務報表附註

9 INCOME TAX EXPENSE (Continued)

Macau taxation is calculated at tax rates applicable to jurisdictions in Macau at 12% (2025: 12%).

The tax on the Group's profit before income tax differs from the theoretical amount that would arise using the tax rate of Hong Kong as follows:

		2026 HK\$'000 千港元	2025 HK\$'000 千港元
Profit before income tax	除所得稅前溢利	59,943	14,707
Calculated at tax rate of 16.5%	按16.5%的稅率計算的稅項	9,890	2,426
Tax effects of:	以下各項的稅務影響：		
Tax rates of overseas operation	海外業務的稅率	15	14
Income not subject to tax	毋須課稅收入	(75)	(192)
Expenses not deductible for tax purposes	不可扣稅開支	23	4
Tax losses for which no deferred income tax asset was recognised	並無確認遞延所得稅資產的稅項虧損	247	4,527
Utilisation of previously unrecognised tax losses	動用以往並無確認之稅項虧損	(6,884)	(61)
Deductible expenses not previously recognised	以往並無確認之可扣除開支	-	(2,915)
(Over)/under-provision of income tax in prior year	去年所得稅的(超額撥備)/撥備不足	(188)	130
Effect of two-tiered profits tax rates regime (note)	利得稅兩級制之影響(附註)	-	(165)
Tax reduction	稅項寬減	-	(2)
Income tax expense	所得稅開支	3,028	3,766

Note:

Under the two-tiered profits tax rates regime in Hong Kong, the first HK\$2 million of profits of qualifying corporations will be taxed at 8.25%, and profits above HK\$2 million will be taxed at 16.5%. The profits of corporations not qualifying for the two-tiered profits tax rates regime will continue to be taxed at 16.5%.

9 所得稅開支(續)

澳門稅項按澳門司法管轄區適用的稅率12%(2025年:12%)計算。

本集團除所得稅前溢利的稅額與採用香港稅率計算的理論稅額的差異如下:

		2026 HK\$'000 千港元	2025 HK\$'000 千港元
Profit before income tax	除所得稅前溢利	59,943	14,707
Calculated at tax rate of 16.5%	按16.5%的稅率計算的稅項	9,890	2,426
Tax effects of:	以下各項的稅務影響：		
Tax rates of overseas operation	海外業務的稅率	15	14
Income not subject to tax	毋須課稅收入	(75)	(192)
Expenses not deductible for tax purposes	不可扣稅開支	23	4
Tax losses for which no deferred income tax asset was recognised	並無確認遞延所得稅資產的稅項虧損	247	4,527
Utilisation of previously unrecognised tax losses	動用以往並無確認之稅項虧損	(6,884)	(61)
Deductible expenses not previously recognised	以往並無確認之可扣除開支	-	(2,915)
(Over)/under-provision of income tax in prior year	去年所得稅的(超額撥備)/撥備不足	(188)	130
Effect of two-tiered profits tax rates regime (note)	利得稅兩級制之影響(附註)	-	(165)
Tax reduction	稅項寬減	-	(2)
Income tax expense	所得稅開支	3,028	3,766

附註:

根據香港利得稅兩級制，合資格企業的首2,000,000港元溢利將按8.25%的稅率徵稅，而超出2,000,000港元之溢利將按16.5%的稅率徵稅。不符合利得稅兩級制資格的企業溢利將繼續按16.5%的稅率徵稅。

Notes to the Consolidated Financial Statements

綜合財務報表附註

10 DIVIDEND

During the year, an interim dividend of HK\$12 cents per ordinary share, amounting to total dividend of HK\$10,080,000 in related to the year ended 31 March 2026 was declared and paid (2025: HK\$Nil).

The directors do not recommend the payment of a final dividend for the year ended 31 March 2026.

10 股息

於本年度，本公司宣派並派付截至2026年3月31日止年度之中期股息為每股普通股12港仙，合計股息總額為10,080,000港元（2025年：無）。

董事並不建議就截至2026年3月31日止年度派付末期股息。

		2026 HK\$'000 千港元	2025 HK\$'000 千港元
Interim dividend for the year ended 31 March 2026 of HK\$12 cents per ordinary share	截至2026年3月31日止年度之中期股息為每股普通股12港仙	10,080	-
Total dividends paid	已付股息總額	10,080	-

11 EARNINGS PER SHARE

(a) Basic

Basic earnings per share is calculated by dividing the profit attributable to equity holders of the Company by the weighted average number of ordinary shares in issue during the respective years.

11 每股盈利

(a) 基本

每股基本盈利乃根據本公司權益持有人應佔溢利除以相關年度已發行普通股加權平均數計算。

		2026	2025
Profit attributable to equity holders of the Company (HK\$'000)	本公司權益持有人應佔溢利（千港元）	56,915	10,941
Weighted average number of ordinary shares for the purpose of calculating basic earnings per share (thousands) (Note)	計算每股基本盈利的普通股加權平均數（千股）（附註）	84,000	84,000
Basic earnings per share (HK cents)	每股基本盈利（港仙）	67.76	13.03

Note:

Comparative figures of the weighted average number of ordinary shares for the purpose of calculating basic earnings per share have been restated on the assumption that the Share Consolidation have been effective in the prior year.

附註：

用於計算每股基本收益的加權平均普通股數目的比較數字已假設股份合併在上一年度生效而重新列報。

Notes to the Consolidated Financial Statements

綜合財務報表附註

11 EARNINGS PER SHARE (Continued)

(b) Diluted

Diluted earnings per share is of the same amount as the basic earnings per share as there were no potential dilutive ordinary shares outstanding for the year ended 31 March 2026 and 2025.

12 SUBSIDIARIES

The table below lists out the principal subsidiaries of the Company as at 31 March 2026 and 2025 which, in the opinion of the directors, principally affected the results of the year or formed a substantial portion of the net assets of the Group. To give details of other subsidiaries would, in the opinion of the directors, result in particulars of excessive length.

11 每股盈利(續)

(b) 攤薄

每股攤薄盈利與每股基本盈利相同，此乃由於在截至2026年及2025年3月31日止年度並無未行使的潛在攤薄普通股。

12 附屬公司

董事認為，下表列出者均為於2026年及2025年3月31日對本年度業績構成主要影響或佔本集團大部份資產淨值之本公司主要附屬公司。為避免資料過於冗長，董事認為毋須列出其他附屬公司之詳情。

Name 名稱	Place of Incorporation and kind of legal entity 註冊成立地點及 法定實體種類	Particulars of issued share capital 已發行股本詳情	Effective interest held as at		Principal activities and place of operation 主營業務及營運地點
			2026	2025	
Directly held by the Company: 由本公司直接持有：					
Sam Woo Group Limited ("SW (BVI)") (「三和(BVI)」)	British Virgin Islands, limited liability company 英屬處女群島，有限公司	10,000 ordinary shares of US\$1 each 10,000股每股面值1美元 的普通股	100%	100%	Investment holding 投資控股
Capital Plus Group Limited	British Virgin Islands, limited liability company 英屬處女群島，有限公司	2 ordinary shares of US\$1 each 2股每股面值1美元 的普通股	100%	100%	Investment holding 投資控股

Notes to the Consolidated Financial Statements

綜合財務報表附註

12 SUBSIDIARIES (Continued)

12 附屬公司 (續)

Name 名稱	Place of Incorporation and kind of legal entity 註冊成立地點及 法定實體種類	Particulars of issued share capital 已發行股本詳情	Effective interest held as at 所持實際權益		Principal activities and place of operation 主營業務及營運地點
			2026	2025	
Indirectly held by the Company: 由本公司間接持有：					
Sam Woo Bore Pile Foundation Limited ("SWBP") 三和地基有限公司 (「三和地基」)	Hong Kong, limited liability company 香港，有限公司	50,000,000 ordinary shares of HK\$1 each 50,000,000股每股面值 1港元的普通股	100%	100%	Foundation works and ancillary services in Hong Kong 於香港進行地基工程及 提供附屬服務
Sam Woo Engineering Equipment Limited ("SWEE") 三和機械有限公司 (「三和機械」)	Hong Kong, limited liability company 香港，有限公司	500,000 ordinary shares of HK\$1 each 500,000股每股面值1港元 的普通股	100%	100%	Leasing of machinery and equipment in Hong Kong 於香港租賃機械及設備
AA Foundation Limited 亞洲地基有限公司	Hong Kong, limited liability company 香港，有限公司	40,000,000 ordinary shares of HK\$1 each 40,000,000股每股面值 1港元的普通股	100%	100%	Foundation works and ancillary services in Hong Kong 於香港進行地基工程及 提供附屬服務
Sam Woo Civil Contractors Limited 三和土木工程有限公司	Hong Kong, limited liability company 香港，有限公司	10,000 ordinary shares of HK\$1 each 10,000股每股面值1港元 的普通股	100%	100%	Foundation works and ancillary services in Hong Kong 於香港進行地基工程及 提供附屬服務
Redland Contractors Limited 中威營造有限公司	Hong Kong, limited liability company 香港，有限公司	2 ordinary shares of HK\$1 each 2股每股面值1港元 的普通股	100%	100%	Foundation works and ancillary services in Hong Kong 於香港進行地基工程及 提供附屬服務

Notes to the Consolidated Financial Statements

綜合財務報表附註

13 LEASES

This note provides information for leases where the Group is a lessee.

(a) Amounts recognised in the consolidated balance sheet

Right-of-use assets

Of which are:	當中：
Properties	物業
Machinery and equipment	機械及設備

Lease liabilities

Of which are:	當中：
Current lease liabilities	流動租賃負債
Non-current lease liabilities	非流動租賃負債

Note:

Additions to the right-of-use assets during the year ended 31 March 2026 were HK\$11,392,000 (2025: HK\$22,357,000).

13 租賃

本附註提供有關本集團作為承租人的租賃的資料。

(a) 於綜合資產負債表確認的金額

使用權資產

2026 HK\$'000 千港元	2025 HK\$'000 千港元
2,321	7,958
39,174	29,533
41,495	37,491

租賃負債

2026 HK\$'000 千港元	2025 HK\$'000 千港元
13,335	12,847
1,661	11,599
14,996	24,446

附註：

截至2026年3月31日止年度添置使用權資產為11,392,000港元(2025年：22,357,000港元)。

Notes to the Consolidated Financial Statements

綜合財務報表附註

13 LEASES (Continued)

(b) Amounts recognised in the statement of comprehensive income

Depreciation of right-of-use assets of HK\$1,752,000 (2025: HK\$1,312,000) have been included in cost of sales and HK\$5,636,000 (2025: HK\$4,347,000) have been charged in administrative expenses for the year ended 31 March 2026.

Expenses relating to short-term lease for office and storage premises of HK\$8,960,000 (2025: HK\$9,031,000), directors' quarters of HK\$1,832,000 (2025: HK\$2,167,000) and staff quarter of HK\$335,000 (2025: HK\$Nil) have been included in administrative expenses.

The total cash outflow for leases for the year ended 31 March 2026 was HK\$27,587,000 (2025: HK\$23,599,000).

(c) The Group's leasing activities and how these are accounted for

The Group leases offices, factory premises, staff quarters and machinery and equipment. Rental contracts are typically made for fixed periods of 1 year to 3 years.

Lease terms are negotiated on an individual basis and contain a wide range of different terms and conditions including lease payments and lease terms.

As at 31 March 2026, right-of-use in machinery and equipment amounting to HK\$39,174,000 (2025: HK\$29,533,000) were pledged to the bank.

As at 31 March 2026 and 2025, no lease is committed but not yet commenced.

13 租賃(續)

(b) 於全面收益表確認的金額

就截至2026年3月31日止年度而言，1,752,000港元(2025年：1,312,000港元)的使用權資產折舊已計入銷售成本，而5,636,000港元(2025年：4,347,000港元)已在行政開支扣除。

有關辦公室及倉儲物業之短期租賃的開支8,960,000港元(2025年：9,031,000港元)、董事宿舍的1,832,000港元(2025年：2,167,000港元)及員工宿舍的335,000港元(2025年：零港元)已計入行政開支。

截至2026年3月31日止年度，租賃的現金流出總額為27,587,000港元(2025年：23,599,000港元)。

(c) 本集團的租賃活動及其入賬方式

本集團租賃辦公室、廠房、員工宿舍及機械及設備。租賃合約通常按1至3年的固定期限訂立。

租賃條款按個別基準商議，並包含各種不同的條款及條件，包括租賃付款及租賃期限。

於2026年3月31日，機械及設備的使用權金額為39,174,000港元(2025年：29,533,000港元)，已抵押予銀行。

於2026年及2025年3月31日，並無已承諾但尚未開始的租賃。

Notes to the Consolidated Financial Statements

綜合財務報表附註

14 PLANT AND EQUIPMENT

14 機械及設備

		Machinery and equipment 機械及設備 HK\$'000 千港元	Furniture and fixtures 傢俬及裝置 HK\$'000 千港元	Motor vehicles 汽車 HK\$'000 千港元	Total 總計 HK\$'000 千港元
At 31 March 2024	於2024年3月31日				
Cost	成本	891,920	2,230	10,543	904,693
Accumulated depreciation	累計折舊	(379,581)	(1,634)	(9,635)	(390,850)
Net book amount	賬面淨值	512,339	596	908	513,843
Year ended 31 March 2025	截至2025年3月31日止年度				
Opening net book amount	年初賬面淨值	512,339	596	908	513,843
Transfer from right-of-use assets	轉撥自使用權資產	2,094	-	-	2,094
Additions	添置	43,879	100	2,247	46,226
Disposals	出售	(1,895)	-	(5)	(1,900)
Depreciation	折舊	(30,423)	(254)	(579)	(31,256)
Closing net book amount	年終賬面淨值	525,994	442	2,571	529,007
At 31 March 2025	於2025年3月31日				
Cost	成本	936,199	2,330	11,363	949,892
Accumulated depreciation	累計折舊	(410,205)	(1,888)	(8,792)	(420,885)
Net book amount	賬面淨值	525,994	442	2,571	529,007
Year ended 31 March 2026	截至2026年3月31日止年度				
Opening net book amount	年初賬面淨值	525,994	442	2,571	529,007
Additions	添置	24,463	21	1,380	25,864
Disposal	出售	(2,531)	-	-	(2,531)
Written off	撇銷	(832)	-	-	(832)
Depreciation	折舊	(31,734)	(243)	(853)	(32,830)
Closing net book amount	年終賬面淨值	515,360	220	3,098	518,678
At 31 March 2026	於2026年3月31日				
Cost	成本	955,072	2,351	12,124	969,547
Accumulated depreciation	累計折舊	(439,712)	(2,131)	(9,026)	(450,869)
Net book amount	賬面淨值	515,360	220	3,098	518,678

(a) As at 31 March 2026, plant and equipment amounting to HK\$43,818,000 (2025: HK\$81,854,000) were secured for the Group's bank loans (note 22(e)(ii)).

(a) 於2026年3月31日，金額為43,818,000港元（2025年：81,854,000港元）的機械及設備用作本集團銀行貸款的抵押（附註22(e)(ii)）。

Notes to the Consolidated Financial Statements

綜合財務報表附註

15 FINANCIAL ASSETS AT FAIR VALUE THROUGH OTHER COMPREHENSIVE INCOME

Equity investments at fair value through other comprehensive income

Opening amount	年初金額
Fair value loss	公平值虧損
Closing amount	年末金額

Financial assets at fair value through other comprehensive income is unlisted equity securities in Hong Kong.

As at 31 March 2026, the Group holds 5% of issued capital of Gold Champion Enterprises Limited which is an unlisted entity principally engaged in investment properties holding (2025: same).

Management considered the fair value of the unlisted securities mainly represented the fair values of the investee's investment properties, net of its remaining assets and liabilities. These investment properties which are situated in Hong Kong are valued by an independent valuer, LCH (Asia-Pacific) Surveyors Limited (2025: LCH (Asia-Pacific) Surveyors Limited), with reference to prices realised on actual sales and/or asking prices of comparable properties of similar size, development scale, nature, character and locations. The valuations have been made on the assumption that the owner sells the investment properties on the market in their existing state. Management considered that the remaining assets and liabilities approximated their fair values due to their short-term maturities.

The fair values of financial assets through other comprehensive income is within level 3 of the fair value hierarchy (see note 3.3).

15 按公平值計入其他全面收入之金融資產

按公平值計入其他全面收入之股本投資

2026 HK\$'000 千港元	2025 HK\$'000 千港元
18,690	20,580
(1,010)	(1,890)
17,680	18,690

按公平值計入其他全面收入之金融資產為於香港之非上市股本證券。

於2026年3月31日，本集團持有金冠企業有限公司已發行股本5%。金冠為主要從事投資物業控股之非上市實體（2025年：相同）。

管理層認為，非上市證券之公平值主要指被投資方投資物業之公平值（扣除其餘下資產及負債）。該等投資物業位於香港，乃經考慮類似大小、發展規模、性質、特徵和位置的可比較物業的實際銷售中實現的價格及／或要價後由獨立估值師利駿行測量師有限公司（2025年：利駿行測量師有限公司）進行估值。估值乃基於擁有人以物業現況在市場上出售投資物業的假設而進行。管理層認為餘下資產及負債因短期到期而接近其公平值。

計入其他全面收入之金融資產之公平值屬於公平值層級之第三級（見附註3.3）。

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

16 應收貿易款項及保留金，以及按金、預付款項及其他應收款項

		2026 HK\$'000 千港元	2025 HK\$'000 千港元
Trade receivables (Note (a))	應收貿易款項(附註(a))	70,854	115,340
Retention receivables (Note (b))	應收保留金(附註(b))	104,238	82,004
Trade and retention receivables	應收貿易款項及保留金	175,092	197,344
Less: loss allowance (Note (c))	減：虧損撥備(附註(c))	(47,733)	(47,733)
		127,359	149,611
Deposits, prepayments and other receivables (Note (d))	按金、預付款項及其他應收款項(附註(d))	12,571	15,436
Less: non-current portion	減：非即期部分	-	(3,018)
Current portion	即期部分	12,571	12,418

Notes:

- (a) The credit period granted to trade customers other than for retention receivables was generally ranged from 45 to 90 days. The terms and conditions in relation to the release of retention vary from contract to contract, which may be subject to practical completion, the expiry of the defect liability period or a pre-agreed time period. The Group does not hold any collateral as security.

附註：

- (a) 除應收保留金外，貿易客戶一般獲授45至90日的信貸期。退回保留金的條款及條件因應各合約而有所不同，可能須待實際竣工、缺陷責任期或預先約定的期間屆滿後方會解除。本集團並無持有任何抵押品作為抵押。

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

Notes: (Continued)

(a) (Continued)

The aging analysis of the trade receivables based on invoice date was as follows:

1 to 30 days	1至30日
31 to 60 days	31至60日
61 to 90 days	61至90日
91 to 180 days	91至180日
181 to 365 days	181至365日
More than 365 days	超過365日
Total	總計

(b) Retention receivables are settled in accordance with the terms of the respective contracts. In the consolidated balance sheet, retention receivables were classified as current assets based on the operating cycle. The aging of the retention receivables based on invoice date was as follows:

Within 1 year	一年內
Between 1 and 5 years	一至五年
More than 5 years	超過五年

16 應收貿易款項及保留金，以及按金、預付款項及其他應收款項 (續)

附註：(續)

(a) (續)

應收貿易款項根據發票日期的賬齡分析如下：

2026 HK\$'000 千港元	2025 HK\$'000 千港元
29,641	74,434
—	—
—	—
—	—
307	21,779
40,906	19,127
70,854	115,340

(b) 應收保留金已按照各自的合約條款結清。於綜合資產負債表內，應收保留金根據營運週期分類為流動資產。應收保留金根據發票日期的賬齡如下：

2026 HK\$'000 千港元	2025 HK\$'000 千港元
52,292	35,194
31,013	30,734
20,933	16,076
104,238	82,004

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

16 應收貿易款項及保留金，以及按金、預付款項及其他應收款項 (續)

Notes: (Continued)

附註：(續)

(c) Movements in the provision for impairment of trade and retention receivables are as follows:

(c) 應收貿易款項及保留金減值撥備變動如下：

		2026 HK\$'000 千港元	2025 HK\$'000 千港元
At 1 April	於4月1日	47,733	17,667
Provision for impairment of trade and retention receivables, net (note)	應收貿易款項及保留金減值撥備 — 淨額 (附註)	—	30,066
At 31 March	於3月31日	47,733	47,733

Note:

附註：

Impairment and risk exposure

減值及風險

The Group applies the HKFRS 9 simplified approach to measuring expected credit losses which uses a lifetime expected loss allowance for all trade and retention receivables and contract assets.

本集團採用香港財務報告準則第9號簡化法計量預期信貸虧損，就所有應收貿易款項及保留金以及合約資產使用整個存續期預期虧損撥備。

Information about the impairment of trade and retention receivables and the Group's exposure to credit risk, foreign currency risk and interest risk can be found in note 3.1.

有關應收貿易款項及保留金減值及本集團信貸風險、外匯風險及利率風險的資料載於附註3.1。

(d) The balance mainly represents rental deposit, prepayment for sub-contractor fee and other miscellaneous prepayments.

(d) 該結餘主要為租金按金、分包費預付款項以及其他雜項預付款項。

(e) The carrying amounts of trade and retention receivables approximated their fair values and were denominated in HK\$.

(e) 應收貿易款項及保留金的賬面值與其公平值相若，並以港元計值。

Notes to the Consolidated Financial Statements

綜合財務報表附註

17 CONTRACT ASSETS

Contract assets (note) 合約資產(附註)

Note: Contract assets related to construction services consist of unbilled amount resulting from construction contracts when the input method of revenues recognised exceeds the amount billed the customer. The contract assets are transferred to trade receivables when the rights become unconditional.

17 合約資產

2026 HK\$'000 千港元	2025 HK\$'000 千港元
-	53,468

附註：與建築服務有關之合約資產包括因建築合約產生的已確認投入法收入超過已向客戶開立賬單的金額時的未開立賬單金額。合約資產已於權利轉為無條件時轉撥至應收貿易款項。

18 CASH AND CASH EQUIVALENTS

Cash at bank 銀行現金
Cash on hand 手頭現金

Cash and cash equivalents 現金及現金等價物

Maximum exposure to credit risk 所承擔的最高信貸風險

The carrying amounts of cash and cash equivalents were denominated in the following currencies:

HK\$ 港元
Macanese pataca ("MOP") 澳門幣(「澳門幣」)
Others 其他

18 現金及現金等價物

2026 HK\$'000 千港元	2025 HK\$'000 千港元
137,418	112,275
130	98
137,548	112,373
137,418	112,275

現金及現金等價物的賬面值以下列貨幣計值：

2026 HK\$'000 千港元	2025 HK\$'000 千港元
137,213	111,974
306	370
29	29
137,548	112,373

Notes to the Consolidated Financial Statements

綜合財務報表附註

19 SHARE CAPITAL, SHARE PREMIUM AND RESERVES

19 股本、股份溢價及儲備

(a) Share capital

(a) 股本

		Number of shares 股份數目	HK\$ 港元
Ordinary Shares, authorised:	普通股 (法定) :		
At 31 March 2025 and 31 March 2026	於2025年3月31日及2026年3月31日	200,000,000	10,000,000
Ordinary shares, issued and fully paid:	普通股 (已發行及繳足) :		
At 31 March 2025 and 31 March 2026	於2025年3月31日及2026年3月31日	84,000,000	4,200,000

(b) Share premium and reserves

(b) 股份溢價及儲備

		Share premium	Financial assets at fair value through other comprehensive income fair value reserve	Other reserves	Retained earnings	Total
		股份溢價 HK\$'000 千港元	按公平值計入 其他全面收入 之金融資產 之公平值儲備 HK\$'000 千港元	其他儲備 HK\$'000 千港元 (note) (附註)	保留盈利 HK\$'000 千港元	總計 HK\$'000 千港元
At 1 April 2024	於2024年4月1日	194,087	830	10,500	260,986	466,403
Profit for the year	年度溢利	-	-	-	10,941	10,941
Fair value loss on financial assets at FVOCI	按公平值計入其他全面收入之 金融資產之公平值虧損	-	(1,890)	-	-	(1,890)
At 31 March 2025	於2025年3月31日	194,087	(1,060)	10,500	271,927	475,454
Profit for the year	年度溢利	-	-	-	56,915	56,915
Fair value loss on financial assets at FVOCI	按公平值計入其他全面收入之 金融資產之公平值虧損	-	(1,010)	-	-	(1,010)
Dividend paid (Note 10)	已付股息(附註10)	-	-	-	(10,080)	(10,080)
At 31 March 2026	於2026年3月31日	194,087	(2,070)	10,500	318,762	521,279

Note:

附註：

Other reserves of the Group represented the difference between the share capital of the subsidiaries acquired pursuant to the reorganisation over the nominal value of the share capital of the Company issued in exchange thereof and the difference between the aggregation of the nominal value of the share capital of SWBP and SWEE acquired over the nominal value of the share capital of SW (BVI) issued in exchange thereof pursuant to the reorganisation completed in 2003.

本集團的其他儲備指根據重組所收購的附屬公司的股本高於為換取有關股本所發行本公司股本面值的差額及根據於2003年完成的重組所收購的三和地基與三和機械的股本面值總和，高於為換取有關股本而發行的三和(BVI)股本面值的差額。

Notes to the Consolidated Financial Statements

綜合財務報表附註

20 DEFERRED INCOME TAX

Deferred income tax and liabilities are offset when there is a legally enforceable right to offset current tax assets against current tax liabilities and when the deferred income taxes relate to the same fiscal authority.

Deferred income tax liabilities	遞延所得稅負債
Deferred income tax assets	遞延所得稅資產

20 遞延所得稅

遞延所得稅及負債於有可依法強制執行權利將即期稅項資產與即期稅項負債對銷，且遞延所得稅與同一財政機關相關時予以抵銷。

2026 HK\$'000 千港元	2025 HK\$'000 千港元
(42,574)	(41,762)
-	2,404
(42,574)	(39,358)

The movement on the deferred income tax account was as follows:

遞延所得稅賬目變動如下：

Balance at 1 April	於4月1日之結餘
Recognised in the consolidated statement of comprehensive income (note 9)	於綜合全面收益表內確認 (附註9)
Balance at 31 March	於3月31日之結餘

2026 HK\$'000 千港元	2025 HK\$'000 千港元
(39,358)	(36,769)
(3,216)	(2,589)
(42,574)	(39,358)

Notes to the Consolidated Financial Statements

綜合財務報表附註

20 DEFERRED INCOME TAX (Continued)

The movements in deferred tax assets and liabilities without taking into consideration the offsetting of balances within the same tax jurisdiction, were as follows:

Deferred income tax liabilities

		Accelerated tax depreciation 加速稅項折舊 HK\$'000 千港元
Balance at 1 April 2024	於2024年4月1日之結餘	84,925
Recognised in the consolidated statement of comprehensive income	於綜合全面收益表內確認	<u>(1,064)</u>
Balance at 31 March 2025 and 1 April 2025	於2025年3月31日及 2025年4月1日之結餘	83,861
Recognised in the consolidated statement of comprehensive income	於綜合全面收益表內確認	<u>3,689</u>
Balance at 31 March 2026	於2026年3月31日之結餘	<u>87,550</u>

20 遞延所得稅 (續)

遞延稅項資產和負債的變動(並不考慮相同稅務司法管轄權區內之結餘對銷)如下:

遞延所得稅負債

		Accelerated tax depreciation 加速稅項折舊 HK\$'000 千港元
Balance at 1 April 2024	於2024年4月1日之結餘	84,925
Recognised in the consolidated statement of comprehensive income	於綜合全面收益表內確認	<u>(1,064)</u>
Balance at 31 March 2025 and 1 April 2025	於2025年3月31日及 2025年4月1日之結餘	83,861
Recognised in the consolidated statement of comprehensive income	於綜合全面收益表內確認	<u>3,689</u>
Balance at 31 March 2026	於2026年3月31日之結餘	<u>87,550</u>

Notes to the Consolidated Financial Statements

綜合財務報表附註

20 DEFERRED INCOME TAX (Continued)

Deferred income tax assets

Balance at 1 April 2024	於2024年4月1日之結餘
Recognised in the consolidated statement of comprehensive income	於綜合全面收益表內確認
Balance at 31 March 2025 and 1 April 2025	於2025年3月31日及2025年4月1日之結餘
Recognised in the consolidated statement of comprehensive income	於綜合全面收益表內確認
Balance at 31 March 2026	於2026年3月31日之結餘

20 遞延所得稅(續)

遞延所得稅資產

Unrealised profit	Tax losses	Total
未實現溢利	稅項虧損	總計
HK\$'000	HK\$'000	HK\$'000
千港元	千港元	千港元
4,128	44,028	48,156
(1,774)	(1,879)	(3,653)
2,354	42,149	44,503
(2,354)	2,827	473
-	44,976	44,976

Notes to the Consolidated Financial Statements

綜合財務報表附註

20 DEFERRED INCOME TAX (Continued)

During the year ended 31 March 2021, a subsidiary of the Group has received a letter from the Hong Kong Inland Revenue Department of Hong Kong (“IRD”), where the IRD disagreed on certain depreciation allowances claimed in relation to the years of assessment from 2012/2013 to 2015/2016. The subsidiary is at a taxable loss position and is entitled to lodge a formal disagreement towards the IRD’s Statement of Loss or within one month after the IRD issues a tax assessment incorporating the loss to be issued in subsequent years as and when the subsidiary turns to a taxable income position. According to the IRD’s calculation, the tax losses brought forward will decrease by HK\$32,738,000. The corresponding impact on the deferred tax liabilities arising from accelerated tax depreciation as at 31 March 2026 would decrease by HK\$5,402,000, whilst deferred tax assets arising from tax losses as at 31 March 2026 would also decrease by the same amount. These impacts have not been adjusted in the Group’s consolidated financial statements as at 31 March 2026 because the directors do not agree with the IRD’s assessment that such depreciation allowances should be disallowed (2025: same). The Group is in the process of seeking advices from their tax consultants as to how to take further action in respect of this letter and continues to provide for deferred taxation based on management’s best estimates.

Deferred income tax assets are recognised for tax losses carried forward to the extent that realisation of the related tax benefit through future taxable profits is probable. As at 31 March 2026, the Group had unrecognised tax losses of approximately HK\$164,827,000 (2025: HK\$204,957,000) that can be carried forward to offset against future taxable income, of which an amount of HK\$51,000, HK\$311,000 and HK\$334,000 will expire in 2027, 2028 and 2029 respectively (2025: HK\$51,000 and HK\$311,000 will be expire in 2027 and 2028 respectively) and an amount of HK\$164,131,000 (2025: HK\$204,595,000) has no expiry date.

20 遞延所得稅 (續)

於截至2021年3月31日止年度，本集團一間附屬公司接獲香港稅務局（「稅務局」）來函，指稅務局不同意該附屬公司就2012/2013年度至2015/2016年度的評稅年度申請若干折舊免稅額。該附屬公司正處於應課稅虧損狀態，而當其轉為應課稅收入狀態時，則有權在稅務局於其後年度作出評稅（納入相關虧損）後一個月內對評定虧損通知書提出正式反對。根據稅務局的計算，結轉的稅項虧損將減少32,738,000港元。於2026年3月31日，因加速稅項折舊而產生遞延稅項負債的相應影響將減少5,402,000港元，而於2026年3月31日因稅項虧損而產生的遞延稅項資產亦將扣減相同金額。由於董事並不同意稅務局作出的評稅，認為不應拒絕有關折舊免稅額，故此等影響並無在本集團截至2026年3月31日的綜合財務報表中調整（2025年：相同）。本集團現正徵求稅務顧問的意見以就該函件採取進一步行動，並繼續根據管理層的最佳估計就遞延稅項計提撥備。

倘可透過未來應課稅溢利變現相關稅項利益，則就結轉的稅項虧損確認遞延所得稅資產。於2026年3月31日，本集團可結轉以抵銷未來應課稅收入的未確認稅項虧損約為164,827,000港元（2025年：204,957,000港元），其中51,000港元、311,000港元及334,000港元將分別於2027年、2028年及2029年到期（2025年：51,000港元及311,000港元將分別於2027年及2028年到期），而164,131,000港元（2025年：204,595,000港元）並無到期日。

Notes to the Consolidated Financial Statements

綜合財務報表附註

21 TRADE AND RETENTION PAYABLES, ACCRUALS AND OTHER PAYABLES

Trade payables	應付貿易款項
Retention payables	應付保留金
Total trade and retention payables	應付貿易款項及保留金總額
Accruals and other payables (Note)	應計款項及其他應付款項(附註)

21 應付貿易款項及保留金、應計款項及其他應付款項

2026 HK\$'000 千港元	2025 HK\$'000 千港元
66,648	78,028
23,829	22,513
90,477	100,541
19,092	26,485
109,569	127,026

Note: The amounts mainly represent accruals and other payables for constructing work-in-progress, wages, legal and professional fees and transportation costs.

附註：該等款項主要為就建造在建工程、薪金、法律及專業費用與運輸成本的應計款項及其他應付款項。

The aging analysis of the trade payables based on invoice date was as follows:

應付貿易款項根據發票日期的賬齡分析如下：

0 to 30 days	0至30日
31 to 60 days	31至60日
61 to 90 days	61至90日
91 to 180 days	91至180日
181 to 365 days	181至365日
More than 365 days	超過365日

2026 HK\$'000 千港元	2025 HK\$'000 千港元
14,187	28,835
6,604	8,947
3,976	2,438
3,433	112
752	270
37,696	37,426
66,648	78,028

Notes to the Consolidated Financial Statements

綜合財務報表附註

21 TRADE AND RETENTION PAYABLES, ACCRUALS AND OTHER PAYABLES (Continued)

In the consolidated balance sheet, retention payables were classified as current liabilities based on the operating cycle. The aging of the retention payables was as follows:

Within 1 year	一年內
Between 1 and 5 years	一至五年
Over 5 years	五年以上

The carrying amounts of trade and retention payables approximated their fair value and were denominated in the following currencies:

HK\$	港元
MOP	澳門幣
Others	其他

21 應付貿易款項及保留金、應計款項及其他應付款項(續)

於綜合資產負債表內，應付保留金根據營運週期分類為流動負債。應付保留金的賬齡如下：

2026 HK\$'000 千港元	2025 HK\$'000 千港元
3,864	7,740
10,146	4,733
9,819	10,040
23,829	22,513

應付貿易款項及保留金的賬面值與其公平值相若，並以下列貨幣計值：

2026 HK\$'000 千港元	2025 HK\$'000 千港元
84,852	93,491
4,431	4,431
1,194	2,619
90,477	100,541

Notes to the Consolidated Financial Statements

綜合財務報表附註

22 BORROWINGS

Non-current	非流動
Long-term bank loans	長期銀行貸款
Current	流動
Short-term bank loans	短期銀行貸款
Current portion of long-term bank loans due for repayment within one year	於一年內到期償還的長期銀行貸款的即期部分
Total borrowings	借款總額

(a) The maturity of borrowings was as follows:

(i) *Bank loans*

The maturity of bank loans are as follows:

Within 1 year	一年內
Between 1 and 2 years	一至兩年
Between 2 and 5 years	二至五年

22 借款

2026 HK\$'000 千港元	2025 HK\$'000 千港元
15,677	8,433
126,425	148,016
21,658	10,691
148,083	158,707
163,760	167,140

(a) 借款的到期情況如下：

(i) *銀行貸款*

銀行貸款的到期情況如下：

2026 HK\$'000 千港元	2025 HK\$'000 千港元
148,083	158,707
10,072	8,433
5,605	–
163,760	167,140

Notes to the Consolidated Financial Statements

綜合財務報表附註

22 BORROWINGS (Continued)

(b) The weighted average interest rates were as follows:

Short-term bank loans	短期銀行貸款
Long-term bank loans	長期銀行貸款

(c) The carrying amounts of the Group's borrowings were denominated in the following currencies:

HK\$	港元
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(d) The carrying amounts of the Group's borrowings approximated their fair value as the impact of discounting is not significant.

(e) The Group's banking facilities are subject to annual review and the utilised facilities comprise:

Secured	有抵押
Unsecured	無抵押

(i) an unlimited guarantee given by certain subsidiaries as at 31 March 2026 (2025: same);

(ii) certain plant and equipment of the Group as detailed in note 14.

22 借款(續)

(b) 加權平均利率如下：

2026 HK\$'000 千港元	2025 HK\$'000 千港元
4.2%	5.5%
4.6%	6.3%

(c) 本集團借款的賬面值以下列貨幣計值：

2026 HK\$'000 千港元	2025 HK\$'000 千港元
163,760	167,140

(d) 由於折現影響並不重大，本集團的借款賬面值與其公平值相若。

(e) 本集團的銀行信貸須每年審閱，已動用信貸包括以下各項：

2026 HK\$'000 千港元	2025 HK\$'000 千港元
8,396	19,124
155,364	148,016
163,760	167,140

(i) 於2026年3月31日，由若干附屬公司提供的無限額擔保(2025年：相同)；

(ii) 本集團之若干機械及設備(詳見附註14)。

Notes to the Consolidated Financial Statements

綜合財務報表附註

23 AMOUNT DUE TO A RELATED COMPANYY

On 20 June 2022, the Group has obtained a loan from a related company amounting to HK\$100,000,000. At 31 March 2025, the loan's outstanding amount was HK\$80,000,000. During the year, the Group has made repayment to the related company for HK\$80,000,000. As at 31 March 2026, the balance of the amount due to a related company is HK\$Nil (2025: HK\$80,000,000), which is unsecured.

24 COMMITMENTS

Capital commitments

As at 31 March 2026 and 2025, there was no capital expenditure contracted but not yet incurred.

25 CONTINGENT LIABILITY

As at 31 March 2026, the Group has given guarantees on performance bond of HK\$29,100,000 (2025: HK\$29,100,000) in respect of one construction contract of the Group in its ordinary course of business (2025: one). The performance bond is expected to be released in accordance with the terms of the respective construction contract.

23 應付一間關聯公司款項

於2022年6月20日，本集團自一間關聯公司取得100,000,000港元貸款。於2025年3月31日，貸款的未償還金額為80,000,000港元。於本年度，本集團已償該關聯公司80,000,000港元。於2026年3月31日，應付一間關聯公司款項結餘為零港元（2025年：80,000,000港元），為無抵押。

24 承擔

資本承擔

於2026年及2025年3月31日，概無已訂約但尚未產生之資本開支。

25 或然負債

於2026年3月31日，本集團就有關本集團日常業務範圍內的一項建築合約（2025年：一項）的履約保函作出擔保為29,100,000港元（2025年：29,100,000港元）。該履約保函預計將根據相應建築合約的條款解除。

Notes to the Consolidated Financial Statements

綜合財務報表附註

26 NOTES TO THE CONSOLIDATED STATEMENT OF CASH FLOWS

26 綜合現金流量表附註

(a) Reconciliation of profit before income tax to net cash generated from operations:

(a) 除所得稅前溢利與經營活動所得現金淨額的對賬：

		2026 HK\$'000 千港元	2025 HK\$'000 千港元
Profit before income tax	除所得稅前溢利	59,943	14,707
Depreciation of plant and equipment (note 14)	機械及設備折舊(附註14)	32,830	31,256
Depreciation of right-of-use assets (note 13)	使用權資產折舊(附註13)	7,388	5,659
Provision for impairment of trade and retention receivables, net	應收貿易款項及保留金減值撥備－淨額	-	30,066
(Gain)/loss on disposal of plant and equipment (note 6)	出售機械及設備的(收益)/虧損(附註6)	(288)	456
Write-off of plant and equipment (note 6)	撤銷機械及設備(附註6)	832	-
Finance income (note 8)	財務收入(附註8)	(263)	(1,135)
Finance costs (note 8)	財務費用(附註8)	8,319	14,673
		108,761	95,682
Changes in working capital:	營運資金變動：		
– trade and retention receivables	– 應收貿易款項及保留金	22,252	(58,811)
– deposits, prepayments and other receivables	– 按金、預付款項及其他應收款項	1,665	(2,501)
– contract assets	– 合約資產	53,468	27,128
– trade and retention payables	– 應付貿易款項及保留金	(10,064)	13,571
– accruals and other payables	– 應計款項及其他應付款項	(7,393)	18,326
Net cash generated from operations	經營活動所得現金淨額	168,689	93,395

Notes to the Consolidated Financial Statements

綜合財務報表附註

26 NOTES TO THE CONSOLIDATED STATEMENT OF CASH FLOWS (Continued)

(b) Net debt reconciliation

This section sets out the reconciliation of liability from financing activity for each of the years presented.

26 綜合現金流量表附註 (續)

(b) 淨債務對賬

本節載列呈列之各年度的融資活動產生之負債的對賬。

		Liabilities from financing activities 融資活動產生之負債				
		Lease liabilities	Short-term bank loans	Long-term bank loans	Amount due to a related company	Total
		租賃負債	短期銀行貸款	長期銀行貸款	應付一間關聯公司款項	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元
As at 1 April 2024	於2024年4月1日	(16,100)	(61,807)	(77,730)	(100,000)	(255,637)
<i>Cash flows:</i>	<i>現金流:</i>					
- Principal element of lease payments	- 租賃付款本金部份	10,589	-	-	-	10,589
- Drawdown of bank loans	- 提取銀行貸款	-	(446,053)	-	-	(446,053)
- Repayment of bank loans	- 償還銀行貸款	-	359,844	58,606	-	418,450
- Repayment to related company	- 償還關聯公司	-	-	-	20,000	20,000
<i>Non-cash flows:</i>	<i>非現金流:</i>					
- Addition – lease	- 添置 – 租賃	(18,935)	-	-	-	(18,935)
As at 31 March 2025	於2025年3月31日	(24,446)	(148,016)	(19,124)	(80,000)	(271,586)

Notes to the Consolidated Financial Statements

綜合財務報表附註

26 NOTES TO THE CONSOLIDATED STATEMENT OF CASH FLOWS (Continued)

26 綜合現金流量表附註 (續)

(b) Net debt reconciliation (Continued)

(b) 淨債務對賬 (續)

		Liabilities from financing activities 融資活動產生之負債				
		Lease liabilities	Short-term bank loans	Long-term bank loans	Amount due to a related company	Total
		租賃負債	短期銀行貸款	長期銀行貸款	應付一間關聯公司款項	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元
As at 1 April 2025	於2025年4月1日	(24,446)	(148,016)	(19,124)	(80,000)	(271,586)
Cash flows:	現金流：					
- Principal element of lease payments	- 租賃付款本金部份	15,121	-	-	-	15,121
- Drawdown of bank loans	- 提取銀行貸款	-	(434,759)	(30,000)	-	(464,759)
- Repayment of bank loans	- 償還銀行貸款	-	456,350	11,789	-	468,139
- Repayment to related company	- 償還關聯公司	-	-	-	80,000	80,000
Non-cash flows:	非現金流：					
- Addition - lease	- 添置 - 租賃	(5,671)	-	-	-	(5,671)
As at 31 March 2026	於2026年3月31日	(14,996)	(126,425)	(37,335)	-	(178,756)

(c) In the consolidated statement of cash flows, proceeds from disposal of plant and equipment comprise:

(c) 於綜合現金流量表中，出售機械及設備的所得款項包括：

		2026 HK\$'000 千港元	2025 HK\$'000 千港元
Net book amount (note 14)	賬面淨值 (附註14)	2,531	1,900
Gain/(loss) on disposal of plant and equipment (note 6)	出售機械及設備的收益 / (虧損) (附註6)	288	(456)
Cash proceeds from sales of plant and equipment	出售機械及設備的現金所得款項	2,819	1,444

Notes to the Consolidated Financial Statements

綜合財務報表附註

27 RELATED PARTY TRANSACTIONS

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

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

Name of the related party 關聯人士名稱

Mr. CM Lau
劉振明先生
Cheer Crown Property Holdings Limited
嘉勳地產控股有限公司
Cheer Profit International Enterprise Limited
置利國際企業有限公司
Cheer Wealth International Development Limited
富怡國際發展有限公司
East Ascent Enterprise Limited
東升企業有限公司
Healthy World Investment Limited
健匯投資有限公司
Long Ascent Development Limited
長升發展有限公司
Sam Woo Ship Building Limited
三和修船廠有限公司
Redland Precast Concrete Products (China) Limited
中威預制混凝土產品(中國)有限公司

Relationship with the Group 與本集團的關係

Director of the Company
本公司董事
A related company beneficially wholly owned by Mr. CM Lau
由劉振明先生全資實益擁有的關聯公司
A related company wholly owned by certain directors of the Group and their family member
由本集團若干董事及其家族成員全資擁有的關聯公司
A related company wholly owned by certain directors of the Group and their family member
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A related company wholly owned by certain directors of the Group and their family member
由本集團若干董事及其家族成員全資擁有的關聯公司
A related company wholly owned by Mr. CM Lau
由劉振明先生全資擁有的關聯公司

27 關聯人士交易

關聯人士指有能力控制、共同控制被投資方或可對其他可對被投資方行使權力的人士行使重大影響力的人士；須承擔或享有自其參與被投資方的可變回報的風險或權利的人士；可利用其對被投資方的權力影響投資者回報金額的人士。受共同控制或聯合控制的人士亦被視為關聯人士。關聯人士可為個人或其他實體。

- (a) 本公司董事認為，下列公司為曾與本集團進行交易或彼此間有結餘的關聯人士：

Notes to the Consolidated Financial Statements

綜合財務報表附註

27 RELATED PARTY TRANSACTIONS (Continued)

(b) Transactions

In addition to those disclosed elsewhere in the consolidated financial statements, the following transactions were carried out with related parties at terms mutually agreed by both parties:

27 關聯人士交易 (續)

(b) 交易

除於綜合財務報表其他部分所披露者外，本集團與關聯人士按雙方協定的條款進行以下交易：

		2026 HK\$'000 千港元	2025 HK\$'000 千港元
Rental expenses paid to related parties recognised in statement of comprehensive income:	於全面收益表中確認的 已付關聯人士租金開支：		
Rental expenses to Cheer Crown Property Holdings Limited (note i and v)	支付予嘉勳地產控股有限公司的租金開支(附註i及v)	5,040	4,800
Rental expenses to East Ascent Enterprise Limited (note ii and v)	支付予東升企業有限公司的租金開支(附註ii及v)	46	46
Rental expenses to Cheer Profit International Enterprise Limited (note ii and v)	支付予置利國際企業有限公司的租金開支(附註ii及v)	46	46
Rental expenses to Long Ascent Development Limited (note ii and v)	支付予長升發展有限公司的租金開支(附註ii及v)	600	600
Rental expenses to Cheer Wealth International Development Limited (note ii and v)	支付予富怡國際發展有限公司的租金開支(附註ii及v)	876	876
Rental expenses to Healthy World Investment Limited (note ii and v)	支付予健匯投資有限公司的租金開支(附註ii及v)	600	600
Expense paid/payable to a related party:	已付／應付關聯人士開支：		
Interest expense paid/payable to Sam Woo Ship Building Limited (note iii)	已付／應付三和修船廠有限公司的利息開支(附註iii)	907	5,484
Materials cost paid to Redland Precast Concrete Products (China) Limited (note iv)	支付予中威預制混凝土產品(中國)有限公司的材料成本(附註iv)	2	588

Notes to the Consolidated Financial Statements

綜合財務報表附註

27 RELATED PARTY TRANSACTIONS (Continued)

(b) Transactions (Continued)

Note i: Rental for storage of machinery and equipment are based on terms pursuant to the tenancy agreements as mutually agreed by the relevant parties.

Note ii: Rental for directors' quarters are based on terms pursuant to the tenancy agreements as mutually agreed by the relevant parties.

Note iii: Interest expense was payable to a related company, Sam Woo Ship Building Limited, in respect of the amount due to a related company.

Note iv: Materials cost was paid to a related company, Redland Precast Concrete Products (China) Limited.

Note v: This relating party transaction also constitutes continuing connected transaction as defined in Chapter 14A of the Listing Rules, but its size is such that the transaction was exempt from the shareholders' approval requirements for continuing connected transaction.

27 關聯人士交易 (續)

(b) 交易 (續)

附註i: 用作存放機械及設備的租金乃基於有關各方共同協定的租約的條款。

附註ii: 用作董事宿舍的租金乃基於有關各方共同協定的租約的條款。

附註iii: 利息開支乃就應付一間關聯公司款項而應付關聯公司三和修船廠有限公司。

附註iv: 材料成本乃支付予一間關聯公司中威預制混凝土產品(中國)有限公司。

附註v: 該項關聯人士交易也構成上市規則第14A章內定義之持續關連交易，但該項交易因其規模，屬於豁免於股東批准規定的持續關連交易。

Notes to the Consolidated Financial Statements

綜合財務報表附註

27 RELATED PARTY TRANSACTIONS (Continued)

(c) Key management compensation

Key management includes directors (executive and non-executive) of the Group. The compensation paid or payable to key management for employee services is disclosed in note 30(a).

(d) Balance – non-trade

27 關聯人士交易 (續)

(c) 主要管理人員報酬

主要管理人員包括本集團董事(執行及非執行)。就僱員服務已付或應付予主要管理人員的報酬於附註30(a)披露。

(d) 結餘—非貿易

Payable to a related company:

Sam Woo Ship Building Limited (note 23)

應付一間關聯公司款項：

三和修船廠有限公司(附註23)

2026 HK\$'000 千港元	2025 HK\$'000 千港元
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-	80,000
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28 ULTIMATE HOLDING COMPANY

Management consider that Silver Bright Holdings Limited, a company incorporated in the British Virgin Islands, is the ultimate holding company of the Group, which is a company indirectly owned by a discretionary trust, the beneficiary of which is Ms. Lau Pui Shan (2025: same).

28 最終控股公司

管理層認為Silver Bright Holdings Limited(一間於英屬處女群島註冊成立的公司)為本集團的最終控股公司，該公司由以劉沛珊女士(2025年：相同)為受益人的全權信託間接擁有。

Notes to the Consolidated Financial Statements

綜合財務報表附註

29 BALANCE SHEET AND RESERVE MOVEMENT OF THE COMPANY

(a) Balance sheet of the Company

Assets	資產
Non-current assets	非流動資產
Investments in subsidiaries	於附屬公司的投資
Current assets	流動資產
Prepayments	預付款項
Amount due from subsidiaries	應收一間附屬公司款項
Cash and cash equivalents	現金及現金等價物
Total assets	資產總值
Equity	權益
Capital and reserves	資本及儲備
Share capital	股本
Reserves	儲備
Total equity	權益總額
Liabilities	負債
Current liabilities	流動負債
Accruals and other payables	應計款項及其他應付款項
Amount due to subsidiaries	應付附屬公司款項
Amount due to a related company	應付一間關聯公司款項
Total liabilities	負債總額
Total equity and liabilities	權益及負債總額

29 本公司的資產負債表及儲備變動

(a) 本公司的資產負債表

Note 附註	2026 HK\$'000 千港元	2025 HK\$'000 千港元
	5,927	5,927
	133	130
	269,537	256,531
	682	20,747
	270,352	277,408
	276,279	283,335
	4,200	4,200
29(b)	202,138	199,074
	206,338	203,274
	16	61
	69,925	-
23	-	80,000
	69,941	80,061
	69,941	80,061
	276,279	283,335

The balance sheet of the Company was approved by the Board of Directors on 25 June 2026 and were signed on its behalf.

本公司的資產負債表已於2026年6月25日獲董事會批准，並由下列人士代表簽署。

Lau Chun Ming
劉振明
Director
董事

Lau Pui Shan
劉沛珊
Director
董事

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

29 本公司的資產負債表及儲備變動 (續)

(b) Reserve movement of the Company

(b) 本公司的儲備變動

		Share premium	Other reserve	(Accumulated losses)/ Retained earnings	Total
		股份溢價 HK\$'000 千港元	其他儲備 HK\$'000 千港元	(累計虧損) / 留存收益 HK\$'000 千港元	總計 HK\$'000 千港元
At 31 March 2024	於2024年3月31日	194,087	5,927	(904)	199,110
Loss for the year	年度虧損	-	-	(36)	(36)
At 31 March 2025	於2025年3月31日	194,087	5,927	(940)	199,074
Profit for the year	年度溢利	-	-	13,144	13,144
Dividend paid (Note 10)	已付股息 (附註10)	-	-	(10,080)	(10,080)
At 31 March 2026	於2026年3月31日	194,087	5,927	2,124	202,138

Other reserve of the Company represents the difference between the net asset value of SW (BVI) acquired over the nominal value of the share capital of the Company issued in exchange thereof.

本公司的其他儲備指所收購三和(BVI)的資產淨值超過本公司為換取有關資產所發行股本面值的差額。

Notes to the Consolidated Financial Statements

綜合財務報表附註

30 BENEFITS AND INTERESTS OF DIRECTORS

(a) Directors' emoluments

The remuneration of each director of the Company is set out below:

30 董事福利及權益

(a) 董事酬金

本公司各董事的酬金載列如下：

		For the year ended 31 March 2026 截至2026年3月31日止年度				
	Fees	Salaries	Discretionary bonus	Directors' quarters and other allowances	Employer's contribution to pension scheme	Total
	袍金	薪金	酌情花紅	董事宿舍及其他津貼	僱主向退休金計劃作出的供款	總計
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
	千港元	千港元	千港元	千港元	千港元	千港元
Executive directors						
Mr. CM Lau [#]	-	863	-	967	-	1,830
Mr. Lau Chun Kwok [*]	-	370	-	291	-	661
Mr. Lau Chun Ka	-	910	-	600	-	1,510
Ms. Lau Pui Shan	-	1,040	-	-	18	1,058
Independent non-executive directors						
Mr. Chu Tak Sum	264	-	-	-	-	264
Mr. Ip Tin Chee, Arnold	264	-	-	-	-	264
Mr. Pang Tat Choi, Paul	264	-	-	-	-	264
	792	3,183	-	1,858	18	5,851

Notes to the Consolidated Financial Statements

綜合財務報表附註

30 BENEFITS AND INTERESTS OF DIRECTORS (Continued)

(a) Directors' emoluments (Continued)

		For the year ended 31 March 2025 截至2025年3月31日止年度					
		Fees	Salaries	Discretionary bonus	Directors' quarters and other allowances	Employer's contribution to pension scheme	Total
		袍金	薪金	酌情花紅	董事宿舍及其他津貼	僱主向退休金計劃作出的供款	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元
Executive directors	執行董事						
Mr. CM Lau [#]	劉振明先生 [#]	-	863	-	643	-	1,506
Mr. Lau Chun Kwok [*]	劉振國先生 [*]	-	910	-	600	-	1,510
Mr. Lau Chun Ka	劉振家先生	-	910	-	600	-	1,510
Ms. Leung Lai So	梁麗蘇女士	-	105	-	81	-	186
Ms. Lau Pui Shan	劉沛珊女士	-	960	-	-	17	977
Independent non-executive directors	獨立非執行董事						
Professor Wong Sue Cheun, Roderick	王世全教授	66	-	-	-	-	66
Mr. Chu Tak Sum	朱德森先生	264	-	-	-	-	264
Mr. Ip Tin Chee, Arnold	葉天賜先生	264	-	-	-	-	264
Mr. Pang Tat Choi, Paul	彭達材先生	264	-	-	-	-	264
		858	3,748	-	1,924	17	6,547

[#] Chairman

^{*} Former Chief Executive Officer (Mr. Lau Chun Kwok retired from the Board on 9 September 2025.)

Note:

Ms. Leung Lai So passed away on 23 June 2024.

[#] 主席

^{*} 前行政總裁(劉振國先生於2025年9月9日辭任。)

附註:

梁麗蘇女士已於2024年6月23日辭世。

Notes to the Consolidated Financial Statements

綜合財務報表附註

30 BENEFITS AND INTERESTS OF DIRECTORS

(Continued)

(a) Directors' emoluments (Continued)

The remuneration shown above represents remuneration received from the Group by these directors in their capacity as employees to the Group and/or in their capacity as directors of the companies now comprising the Group.

During the year ended 31 March 2026, none of the directors of the Company (i) received or paid any remuneration in respect of accepting office; (ii) received or paid emoluments in respect of services in connection with the management of the affairs of the Company or its subsidiaries undertaking; or (iii) waived or has agreed to waive any emolument (2025: same).

(b) Directors' retirement benefits

None of the directors received or will receive any retirement benefits during the year ended 31 March 2026 (2025: same).

(c) Directors' termination benefits

None of the directors received or will receive any termination benefits during the year ended 31 March 2026 (2025: same).

(d) Consideration provided to third parties for making available directors' services

During the year ended 31 March 2026, no consideration was paid by the company to third parties for making available directors' services (2025: same).

30 董事福利及權益 (續)

(a) 董事酬金 (續)

上述酬金指該等董事作為本集團僱員及／或現時本集團旗下各公司的董事向本集團收取的酬金。

於截至2026年3月31日止年度內，概無本公司董事(i)就接受職位收取或支付任何酬金；(ii)就有關管理本公司或其附屬公司所承擔事務的服務收取或支付任何酬金；或(iii)放棄或同意放棄任何酬金(2025年：相同)。

(b) 董事之退休福利

截至2026年3月31日止年度概無董事已收取或將收取任何退休福利(2025年：相同)。

(c) 董事之離職福利

截至2026年3月31日止年度概無董事已收取或將收取任何離職福利(2025年：相同)。

(d) 就獲取董事服務而向第三方支付之代價

截至2026年3月31日止年度，本公司並無就獲取董事服務而向任何第三方支付代價(2025年：相同)。

Notes to the Consolidated Financial Statements

綜合財務報表附註

30 BENEFITS AND INTERESTS OF DIRECTORS

(Continued)

- (e) Information about loans, quasi-loans and other dealings in favour of directors, controlled bodies corporate by and controlled entities with such directors

During the year ended 31 March 2026, there were no loans, quasi-loans and other dealing arrangements in favour of directors, controlled bodies corporate by and controlled entities with such directors (2025: same).

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

Other than those disclosed in note 27 to the consolidated financial statements, no significant transactions, arrangements and contracts in relation to the Group's business to which the Company was a party and in which a director of the Company had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year (2025: same).

30 董事福利及權益 (續)

- (e) 關於以董事、董事控制的法團及控制實體為受益人的貸款、類似貸款及其他交易的資料

截至2026年3月31日止年度，並無訂立以董事、董事控制的法團及控制實體為受益人的貸款、類似貸款及其他交易安排 (2025年：相同)。

- (f) 董事於交易、安排或合約的重大權益

除綜合財務報表附註27所披露者外，於年末或年內任何時間，概無本公司作為一方訂立且本公司董事直接或間接擁有重大權益且與本集團業務有關的重大交易、安排及合約存續 (2025年：相同)。

Five Year Financial Summary

五年財務概要

A summary of the published results and of the assets, liabilities and equity of the Group for the last five financial years is as follows.

本集團於最近五個財政年度的已刊發業績及資產、負債以及權益概述如下。

		Year ended 31 March 截至3月31日止年度				
		2026 HK\$'000 千港元	2025 HK\$'000 千港元	2024 HK\$'000 千港元	2023 HK\$'000 千港元	2022 HK\$'000 千港元
Results	業績					
Revenue	收入	835,031	880,854	457,875	416,854	362,514
Gross profit/(loss)	毛利/(毛損)	119,033	110,294	31,811	(737)	(57,522)
Profit/(loss) before income tax	除所得稅前溢利/(虧損)	59,943	14,707	(29,380)	(31,010)	(104,678)
Income tax (expense)/credit	所得稅(開支)/抵免	(3,028)	(3,766)	1,099	(445)	3,981
Profit/(loss) for the year	年度溢利/(虧損)	56,915	10,941	(28,281)	(31,455)	(100,697)
		As at 31 March 於3月31日				
		2026 HK\$'000 千港元	2025 HK\$'000 千港元	2024 HK\$'000 千港元	2023 HK\$'000 千港元	2022 HK\$'000 千港元
Assets	資產					
Non-current assets	非流動資產	577,853	590,610	563,177	576,523	564,370
Current assets	流動資產	278,527	330,468	300,413	394,907	239,836
Total assets	資產總值	856,380	921,078	863,590	971,430	804,206
Liabilities	負債					
Non-current liabilities	非流動負債	59,912	61,794	172,275	204,754	57,875
Current liabilities	流動負債	270,989	379,630	220,712	266,722	214,232
Total liabilities	負債總額	330,901	441,424	392,987	471,476	272,107
Total equity	權益總額	525,479	479,654	470,603	499,954	532,099

Note:

The summary above does not form part of the audited financial statements.

附註：

上述概要並不構成經審核財務報表的一部分。

