

Annual Report 年報
2017

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)



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Corporate Information

公司資料

BOARD OF DIRECTORS

Executive Directors

Mr. Lau Chun Ming (*Chairman*)
Mr. Lau Chun Kwok (*Chief Executive Officer*)
Mr. Lau Chun Ka
Ms. Leung Lai So

Independent Non-executive Directors

Professor Wong Sue Cheun, Roderick
Mr. Chu Tak Sum
Mr. Ip Tin Chee, Arnold

AUDIT COMMITTEE

Mr. Ip Tin Chee, Arnold (*Chairman*)
Professor Wong Sue Cheun, Roderick
Mr. Chu Tak Sum

NOMINATION COMMITTEE

Professor Wong Sue Cheun, Roderick (*Chairman*)
Mr. Chu Tak Sum
Mr. Ip Tin Chee, Arnold
Mr. Lau Chun Ming

REMUNERATION COMMITTEE

Mr. Chu Tak Sum (*Chairman*)
Professor Wong Sue Cheun, Roderick
Mr. Ip Tin Chee, Arnold
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*)
劉振國先生 (*行政總裁*)
劉振家先生
梁麗蘇女士

獨立非執行董事

王世全教授
朱德森先生
葉天賜先生

審核委員會

葉天賜先生 (*主席*)
王世全教授
朱德森先生

提名委員會

王世全教授 (*主席*)
朱德森先生
葉天賜先生
劉振明先生

薪酬委員會

朱德森先生 (*主席*)
王世全教授
葉天賜先生
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

Corporate Information

公司資料



HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS IN HONG KONG

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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
Level 22, Hopewell Centre
183 Queen's Road East
Hong Kong

AUDITOR

PricewaterhouseCoopers

COMPLIANCE ADVISER

Investec Capital Asia Limited

PRINCIPAL BANKERS

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

STOCK CODE

3822

香港總部及主要營業地點

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九龍
尖沙咀東部
加連威老道92號
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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
皇后大道東183號
合和中心22樓

核數師

羅兵咸永道會計師事務所

合規顧問

天達融資亞洲有限公司

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
星展銀行(香港)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 2017.

The business environment of the construction industry was similar to last year. The construction market was hard-hit by the prolonged debates in the Legislative Council during the year which led to a large backlog in funding approval for public works. That resulted in a substantial drop in the number of open tenders in the market, and in turn severe competition and suppressed contract prices.

The Group did not land any new contracts in the year 2016/2017, however, it commenced construction of three profitable projects – the Liantang/Heung Yuen Wai Boundary Control Point, Hospital Expansion project and Commercial/Residential Development in Wong Tai Sin District – during the year as scheduled. Despite the decrease in turnover and profit during the year relative to last year, the Group maintained a sound financial position with affluent operating cashflows during the year and a net cash position at the end of the year. The Group also used the proceeds from its listing to acquire additional infrastructure facilities and equipment to strengthen its construction capabilities.

On the cost control front, the Group reduced the number of site workers by approximately 15% during the year after major labour-intensive works of some construction projects were completed. As for finance costs, the Group voluntarily repaid some long-term loans in advance in early 2017, given its sufficient working capital, and switched primarily to short-term loans for flexible management and reduction of cost of interest.

各位股東：

本人謹此代表董事會（「董事會」）欣然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2017年3月31日止年度的年報。

建築業的經營環境跟上一年的情況相似，立法會耗用長時間進行議案辯論，令大批公共工程撥款仍待審批，建築市場大受影響。由於在市場招標的合同數目大量減少，競爭更趨激烈，多項招標的合同價格受壓。

本集團雖於2016-17年度暫未贏得新合同，然而手上三項具利潤回報的項目，包括蓮塘／香園圍口岸項目、醫院擴建項目及黃大仙區商住發展項目，已按工程時間表施工。雖然年內營業額和盈利均比去年減少，但本集團的財政維持穩健，本年度擁有龐大的經營現金流量，並於年末錄得淨現金狀況。本集團亦運用到上市所得款項添置地基機械設備，進一步增強建築實力。

而在成本控制方面，本集團的部分項目的工程高峰期完成後，年內削減了大約15%的地盤人手；財務成本方面，本集團營運資金充裕，在2017年初，本集團主動提早償還部分長期貸款，轉以短期貸款為主，有助靈活地調度節省利息成本。

Chairman's Statement

主席報告



With a new Chief Executive (“CE”) of the Hong Kong SAR elected this year, the large backlog of projects pending approval hopefully will be processed more quickly and the development plans discussed in the 2016/2017 Policy Address will be implemented. However, with a certain transitional period expected for the new CE and her team to get the hang of governing, public works projects would not regain momentum immediately. Hence, we expect to face a tougher environment in the coming year. To strive for a breakeven in cashflows, we will be very cautious in additional investment in machinery and equipment.

In March 2017, we acquired 5% equity interests in a property holding company at a total consideration of approximately HK\$20 million. The purpose of the acquisition is to provide a springboard for the Group to explore new opportunities in property investment or property development and also to work with the substantial shareholder of the Company in exploring the development potential of a number of land parcels in the New Territories. The Group is likely to take on the relevant construction projects in those development plans once they are implemented and that will diversify the Group's income stream. As that investment is still in preliminary stage, there is no funding pressure on the Group in the near term.

Looking ahead, the Board remains prudently optimistic about the prospects of the construction market. We are confident that the Group, as one of the most dependable contractors in the foundation segment who has an extensive range of specialised machinery and equipment, an experienced management team and decades of valuable project experience, will be securing more projects and participating instrumentally in landmark projects in the coming years.

今年，適逢新特首即將上任，本集團期望仍待審批的工程可加快處理，以及盡快落實2016及2017年施政報告的發展計劃，但預料政府團隊換屆需要經過一段過渡期，公共項目不會馬上落實。所以，本集團估計未來一年將面對更嚴峻的考驗，本集團將對添置機械設備十分審慎，以資金收支平衡為目標。

本集團今年3月剛完成收購一物業控股公司的5%權益，總投資額約2,000萬港元。是項投資為本集團帶來物業投資或物業發展的新機遇，與主要股東合作研究幾幅位於新界土地的發展潛力。日後，如發展計劃落實，本集團將有機會承接有關建築工程，有助擴闊本集團的收入來源。然而，該項投資現仍處於初期階段，短期內不會對本集團造成資金壓力。

展望未來，董事會仍對建築市場的長遠前景保持審慎樂觀。本集團作為地基行業信譽良好的承建商之一，備有全面的專業機械設備、經驗豐富的管理團隊及超逾數十年的工程項目的彪炳業績，有信心能夠於未來幾年獲得更多具標誌性的工程。

Chairman's Statement

主席報告

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

To reward and thank our shareholders for their unwavering support, the Board recommends payment of a final dividend of HK1.0 cent per share.

Mr. Lau Chun Ming

Chairman

Hong Kong
23 June 2017

本人謹藉此機會對董事會成員、管理團隊、員工、供應商、分包商、其他業務合作夥伴，以及最重要的是我們的股東和客戶的支持致以衷心謝意。

為回饋及感謝股東的支持，董事會建議派發末期股息每股1.0港仙。

主席

劉振明先生

香港
2017年6月23日

Management Discussion and Analysis

管理層討論與分析



The Board is pleased to present the annual results of the Group for the year ended 31 March 2017 (the “Year”/“2017”), together with comparative figures for the previous year ended 31 March 2016 (the “Previous Year”/“2016”).

BUSINESS REVIEW AND OUTLOOK

Group Revenue and Profit

The Group’s revenue for the Year was HK\$818 million, representing a decrease of 23% as compared with the Previous Year (2016: HK\$1,061 million). As discussed in the last Annual Report and Interim Report of the Company, the number of tenders available during the Year was limited largely due to the backlog in funding approval of public works and infrastructure projects as a result of filibusters in the Legislative Council in Hong Kong. With the Composite Development Project in Macau completed in the Previous Year, the Group continued during the Year to work on the three projects in Hong Kong, namely the Proposed Commercial/Residential Development in Wong Tai Sin District, Liantang/Heung Yuen Wai Boundary Control Point and Hospital Expansion projects. The Group’s revenue for the Year declined as there was no new contract obtained other than the above.

The gross profit and gross margin of the Group for the Year was HK\$145 million and 18% respectively (2016: HK\$210 million and 20% respectively). As disclosed in the last Annual Report and Interim Report of the Company, despite the relatively large size of the Hospital Expansion project contract, more than half of the contract value was related to non-bored piling works, which were sub-contracted and the margin of these works was relatively low. In addition, the gross profit margin of the Group was squeezed by the overhead costs in relation to equipment depreciation and labour.

The Group’s net profit for the Year was HK\$79 million, representing a decrease of 48% (2016: HK\$153 million). The decrease was mainly due to a drop in contract revenue and profit margin as discussed above.

董事會欣然呈報本集團截至2017年3月31日止年度（「本年度」／「2017年」）的年度業績，連同截至2016年3月31日止上年度（「去年」／「2016年」）的比較數據。

業務回顧及展望

集團收入及溢利

於本年度，本集團的收入為818,000,000港元，較去年（2016年：1,061,000,000港元）減少23%。誠如本公司上一份年報及中期報告所述，由於立法會拉布導致本港公共基礎建設工程項目撥款積壓待批，本年度可投標項目數量有限。隨著澳門綜合發展項目於去年竣工，於本年度，本集團繼續推進香港三個項目的工作，即黃大仙區商住發展項目、蓮塘／香園圍口岸項目及醫院擴建項目。除此之外，由於本年度並無獲授予新合約，本集團的收入有所下降。

於本年度，本集團的毛利及利潤率分別為145,000,000港元及18%（2016年：210,000,000港元及20%）。誠如本公司上一份年報及中期報告所披露，儘管醫院擴建項目的合約規模較大，但有關非鑽孔樁（超過一半合約價值）的工程已外判，而此等外判工程的利潤率亦相對較低。加上，有關設備折舊及員工工資的間接成本令本集團的整體利潤進一步受壓。

於本年度，本集團的純利為79,000,000港元，減幅48%（2016年：153,000,000港元），純利減少主要是由於上文所討論合約收入及利潤率減少所致。

Management Discussion and Analysis

管理層討論與分析

Major Projects during the Year

本年度主要項目

	Completion status as at 31 March 2017 於2017年3月31日 完成的狀況	Expected completion date 預期完成日期	Estimated remaining of works value 預計餘下工程金額 (HK\$) (港元) (Note) (附註)
Proposed Commercial/Residential Development in Wong Tai Sin District 黃大仙區商住發展項目	Around 40% 大約4成	Mid-2018 2018年中	80 million 8,000萬
Liantang/Heung Yuen Wai Boundary Control Point 蓮塘／香園圍口岸項目	Almost completed 接近完成	Mid-2017 2017年中	13 million 1,300萬
Hospital Expansion 醫院擴建項目	Around 40% 大約4成	2019 2019年	900 million 9億

Note:

附註：

The above remaining of works were determined with reference to internal estimates based on currently available information and may be subsequently revised.

以上餘下工程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



Proposed Commercial/Residential Development in Wong Tai Sin District

This project involving installation of lateral support works was awarded in April 2015. The total contract value is about HK\$320 million (including contingent payment and/or provisional sum), with the first phase valued at an estimated HK\$140 million. As mentioned in the last Annual Report and Interim Report, certain technical complications in the first phase of the project had commanded part of the works to be re-designed and re-scheduled. As a result, only a minimal amount of contract works was carried out during the Year.

As at 31 March 2017, around 40% of the first phase of installation of lateral support works for the project was completed. The remaining 60% of the works are expected to be completed by mid-2018.

Liantang/Heung Yuen Wai Boundary Control Point

The Liantang/Heung Yuen Wai Boundary Control Point is part of the Hong Kong boundary crossing facilities managed by the Civil Engineering and Development Department. The Group signed a pre-bid agreement in relation to the bored piling subcontractor works with the main contractor at the time of the tender in 2013. Funding of the project was finally approved by the Legislative Council in June 2015 and the relevant contracts were subsequently awarded.

As mentioned in the last Annual Report and Interim Report, subsequent changes were made to the design plans of the project after the Group had started work on the construction sites. Based on the design available in early 2016, the original estimated value of the works was about HK\$470 million. During the Year, based on the latest available information, the estimated value of the works is increased to about HK\$560 million.

As at 31 March 2017, the works for the project were almost completed and generated revenue amounting to around 48% of the Group's total revenue for the Year. According to the latest works programme, the remaining small portion of the project is expected to be completed around mid-2017.

黃大仙區商住發展項目

本集團在2015年4月份獲得此份側向承托工程的合約，合同總額約3.2億港元（包括或然款項及／或暫定金額），首階段工程量估計為1.4億港元。誠如上一份年報及中期報告所述，基於項目首階段工程中的若干技術上原因，部分工程須重新設計及重新編排進度，因此本年度只進行少量合約工程。

截至2017年3月31日，項目首階段側向承托工程已進行大約4成，其餘6成的工程預計於2018年中完成。

蓮塘／香園圍口岸項目

蓮塘／香園圍口岸項目屬於土木工程署管理的香港口岸工程的一部分。本集團在2013年已與當時投標的總承建商訂立有關鑽孔樁分包工程的投標前協議。此項目撥款在2015年6月終獲立法會通過，隨後並授出相關工程合約。

誠如上一份年報及中期報告所述，項目的設計圖則於本集團在建築地盤施工後有所變更。根據2016年初所得的設計，原估計工程金額約為4.7億港元。本年度，根據最新資料，估計工程金額將增至約5.6億港元左右。

截至2017年3月31日，此項目工程接近完成，並佔本集團本年度總收入約48%。根據最新的工程計劃，預計此項目餘下的小部分將於2017年中左右完成。

Management Discussion and Analysis

管理層討論與分析

Hospital Expansion

In July 2015, the Group was awarded the main contract for foundation and associated works of United Christian Hospital by the Hospital Authority. The contract is valued at HK\$1,780 million, and after deducting all contingent and/or provisional sums, the actual revenue is estimated at approximately HK\$1,400 million.

More than half of the project value is for demolition of existing buildings, site formation and road reconstruction to prepare for expansion of the hospital. Construction of the foundation piles accounts for the remaining contract value.

This project contributed revenue amounting to about 49% of the Group's total revenue during the Year. The works carried out during the Year included primarily demolition of existing buildings and bore piling works for new buildings.

As at 31 March 2017, around 40% of the project was completed and the entire Hospital Expansion project will last around four years till 2019.

Business Outlook and Recent Development

As discussed in the last Annual Report and Interim Report, as a result of the delays in funding approval of public works and infrastructure projects because of filibusters in the Legislative Council, there was fierce price competition for tenders in the construction market during the Year. Furthermore, the tenders available for the Group to bid were limited. To cope with the less than desirable circumstance, the Group has scaled down its workforce and overhead costs heeding the size and stage of ongoing projects. The management is mindful of market conditions and is prepared for the low season to prevail for the ensuing year before the construction market warms up again at the clearing of the public projects backlog.

醫院擴建項目

本集團在2015年7月獲得醫院管理局授予聯合醫院地基工程及相關服務的主合約。本合約價值17.8億港元，而在扣除或然及／或暫定款項後，實際收入估計約為14億港元。

此項目按價值計有超過一半為拆卸原有建築物、進行地盤平整及道路改建作醫院擴建的準備工作，而其餘為建造地基樁柱部分。

此項目收入佔本集團於本年度總收入約49%。於本年度所進行的工程主要是拆卸現有樓宇及新樓宇鑽孔樁工程。

截至2017年3月31日，項目已進行大約4成的工程，整個醫院擴建項目將為期約4年直至2019年。

業務展望及近期發展

誠如上一份年報及中期報告所討論，立法會拉布導致公共基礎建設工程項目延遲批出，本年度建造業的工程造價競爭激烈。此外，本集團可競投的項目有限。為應付以上挑戰，本集團縮減人手及經常性開支，抓緊進行中項目的規模及進度。管理層密切注視市場情況，靜待積壓的公共工程項目獲批出，在業內市況再度回暖之前，預備面對未來一年的淡季。

Management Discussion and Analysis

管理層討論與分析



Currently, the Group is maintaining a healthy financial position, and has sufficient reserves of foundation machinery and equipment as well as a pool of professional management personnel and skilful labour to meet the requirement of projects in the tender pipeline. With the government keen in the roll out of the Hong Kong 2030+ Development Strategy, the management believes the demand for housing and infrastructure will continue to be strong, adding to the large number of projects to be tabled in the Legislative Council and the various development plans covered in the 2016 and 2017 Policy Address.

Investment in property holding companies

On 29 March 2017, the Group signed a sale and purchase agreement to acquire 5% of the entire issued share capital of Gold Champion Enterprises Limited ("Gold Champion") for a cash consideration of HK\$19,750,000, subsequent to the announcement on 20 October 2016 regarding a memorandum of understanding signed between the two companies about exploring potential co-operation for land development on certain pieces of land in Hong Kong held by Gold Champion. The sale and purchase agreement was completed on 31 March 2017.

Gold Champion owns two residential land parcels in Yuen Long and one industrial land parcel in Fanling. The total gross floor area of the Residential Lands is about 14,270 square metres and that of the Industrial Land is about 1,860 square metres. The aggregate market value of the three land parcels as at 20 March 2017 was HK\$432,000,000, according to a valuation report issued by an independent valuer.

Bringing to the partnership its wealth of expertise, skills and experience in construction, the Group expects the co-operation with Gold Champion to open business opportunities for it and drive the development of its business.

目前，本集團維持穩健的財務狀況，並擁有充裕的地基機器及設備儲備，以及專業的管理團隊及熟手技工以應付籌劃中招標項目的要求。政府積極推行香港2030+發展策略，在立法會待批的大量項目，加上2016年和2017年施政報告涵蓋的各項發展計劃的基礎上，管理層相信，房屋及基建的需求持續強勁。

於物業控股公司的投資

繼2016年10月20日就兩間公司簽訂諒解備忘錄以開拓有關由Gold Champion Enterprises Limited ("Gold Champion") 於香港持有的若干土地的潛在合作機遇後，本集團於2017年3月29日簽訂買賣協議，以收購Gold Champion全部已發行股本5%，現金代價為19,750,000港元。買賣協議已於2017年3月31日完成。

Gold Champion於元朗擁有兩幅住宅用地，並於粉嶺擁有一幅工業用地。該兩幅住宅用地總建築面積約14,270平方米，而工業用地總建築面積約1,860平方米。根據獨立估值師發出的估值報告，於2017年3月20日，三幅土地的總市值為432,000,000港元。

藉著與Gold Champion建立夥伴關係，本集團將受惠於其在建造業的專業知識、技術及經驗，預期彼此的合作將帶來更多商機，並推動本集團業務發展。

Management Discussion and Analysis

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FINANCIAL REVIEW AND ANALYSIS

Despite the decrease in revenue and profit, as discussed above, the Group's financial position remained healthy for the Year. The current ratio was 1.4 times (2016: 1.7 times) and the total cash and bank balance was approximately HK\$369 million as at 31 March 2017 (2016: HK\$221 million). The Group had a net cash position as at 31 March 2017 (2016: net gearing of 13%). The Group also maintained a stable dividend payout ratio at about 32% for the Year (2016: 33%).

Administrative Expenses

Administrative expenses increased by 22% from approximately HK\$37 million to approximately HK\$45 million for the Year. In the Previous Year, however, administrative expenses were partly offset by the recovery and write back of costs and provision after certain litigations were concluded. If legal and professional fees in both years were excluded, administrative expenses for the Year would have been remained stable.

Finance Cost

Finance cost for the Year was approximately HK\$10.3 million, representing a decrease of approximately 12% compared to approximately HK\$11.7 million in the Previous Year.

財務回顧及分析

儘管如上文所討論收入及溢利有所下降，於本年度，本集團的財務狀況維持穩健。於2017年3月31日，流動比率維持於1.4倍的穩定水平（2016年：1.7倍），現金及銀行結餘總額約為369,000,000港元（2016年：221,000,000港元）。本集團於2017年3月31日錄得淨現金水平（2016年：淨資產負債比率為13%）。於本年度，本集團亦維持穩定的派息率，約32%（2016年：33%）。

行政開支

於本年度，行政開支由約37,000,000港元增加22%至約45,000,000港元。然而，去年的行政開支部分因若干訴訟結案所收回及撥回成本及撥備而被抵銷。倘撇除兩個年度的法律及專業費用，行政開支一直維持穩定。

財務費用

本年度的財務費用約10,300,000港元，較去年約11,700,000港元減少約12%。

Management Discussion and Analysis

管理層討論與分析



Taxation

The effective tax rate of the income tax expense for the Year was 13% (2016: 8%). Unlike the Previous Year, about 99% of the construction revenue for the Year was generated from Hong Kong projects, with the assessable profit subject to a 16.5% tax rate in Hong Kong. The lower effective tax rate in the Previous Year was resulted mainly because (i) about 60% of the construction revenue was generated from a major project in Macau and the statutory tax rate there was lower than in Hong Kong; and (ii) there was rental income earned by subsidiaries in Hong Kong in relation to leasing of machinery and equipment for use in Macau projects, which was regarded as offshore income and therefore not subjected to taxation in Hong Kong and Macau.

Profit and Net Profit Margin

As a result, the Group's profit after tax was approximately HK\$79 million (2016: HK\$153 million), representing a year-on-year decrease of approximately 48%. Net profit margin was 10% (2016: 14%).

Capital Expenditures and Capital Commitments

The Group generally finances its capital expenditures by internal resources, long-term bank loans and finance leases. The Company also secured additional financial resources from its listing in 2014. During the Year, the Group invested approximately HK\$53 million in machinery and equipment. As at 31 March 2017, the Group's capital commitments relating to purchase of machinery and equipment was nil (2016: HK\$4 million).

During the Year, save as disclosed herein, the Group did not make any material acquisitions or disposals of assets.

稅項

本年度的實際所得稅稅率約為13% (2016年：8%)。有別於去年，本年度約99%的工程收入源自香港項目，須就應課稅溢利按香港利得稅率16.5%繳稅。去年較低的實際稅率主要由於(i)約60%的工程收入源自澳門一項主要項目，澳門的法定稅率較香港低；及(ii)香港附屬公司就租賃機械設備供澳門項目使用所賺取的租賃收入為離岸收入而毋須繳納香港及澳門稅項。

溢利及淨利潤率

因此，本集團的除稅後溢利約為79,000,000港元 (2016年：153,000,000港元)，按年減少約48%。淨利潤率為10% (2016年：14%)。

資本開支及資本承擔

本集團一般透過內部資源、長期銀行貸款及融資租賃撥付其資本開支。本公司亦自2014年上市獲得額外財務資源。經考慮日後潛在項目需要後，本集團於本年度投資約53,000,000港元購置機械及設備。於2017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港元 (2016年：4,000,000港元)。

於本年度，除此披露外，本集團並無其他任何重大資產購置及出售。

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管理層討論與分析

Liquidity, Financial Resources and Gearing

Liquidity

The Group generally meets its working capital requirements by cash flows generated from its operations and short-term borrowings. During the Year, the Group generated from operating activities a net cash inflow of approximately HK\$295 million, which was more than that in the Previous Year (2016: HK\$190 million). That was mainly because the about HK\$204 million trade receivables outstanding at 31 March 2016 were collected during the Year. Together with short-term bank loans and overdraft facilities available, the Group's daily operations had been financially sound throughout the Year.

Use of Proceeds

All of the remaining net proceeds from the IPO in the amount of HK\$52 million as at 31 March 2016 was applied in acquiring machinery and equipment during the Year in accordance with intended uses. Thus, as at 31 March 2017, the Company had no remaining net proceeds from its IPO.

Cash and Bank Balances

As at 31 March 2017, the Group had a total cash and bank balances of approximately HK\$369 million (2016: HK\$221 million) mainly denominated in Hong Kong dollars and Macau patacas. The increase in cash and bank balances was mainly due to the net cash generated from operating activities during the Year.

流動資金、財務資源及資產負債比率

流動資金

本集團一般以其經營產生的現金流及短期借貸撥付其營運資金需求。於本年度，本集團經營活動產生的現金流入淨額約295,000,000港元，高於去年的190,000,000港元，主要是由於2016年3月31日未償還應收貿易款項約204,000,000港元已於本年度收回。加上短期貸款及備用銀行透支，本集團於本年度的日常營運維持財政穩健。

所得款使用情況

首次公開發售所得款項淨額於2016年3月31日的全數餘額52,000,000港元在本年度已根據擬定用途用作購置機械及設備。因此，於2017年3月31日，本公司並無餘下的首次公開發售所得款項淨額。

現金及銀行結餘

於2017年3月31日，本集團的現金及銀行結餘總額約為369,000,000港元（2016年：221,000,000港元），主要以港元及澳門幣計值。現金及銀行結餘增加主要源自本年度經營活動產生的現金淨額。

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Borrowings

As at 31 March 2017, the Group had total borrowings of approximately HK\$252 million (2016: HK\$288 million) denominated in either Hong Kong dollars or Euros. Borrowings generally include short-term and long-term bank loans, finance leases and overdrafts bearing floating interest rates. Of the total borrowings, approximately HK\$137 million (2016: HK\$36 million) were short-term bank loans and bank overdrafts and approximately HK\$62 million (2016: HK\$118 million) was the current portion of long-term bank loans and obligations under finance lease with maturity dates within 12 months. This analysis excludes those long-term borrowings with an immediate demand clause that were classified under current liabilities.

Gearing Ratio and Total Equity

As at 31 March 2017, the Group had a net cash position (2016: net gearing of 13%) (net borrowings divided by total equity). The Group's net cash position was mainly attributable to the profits from operations and the reduction in capital expenditure on machinery and equipment. For the purpose of calculating the Group's net gearing ratio, net borrowings refer to the total borrowings less cash and cash equivalents, short-term bank deposits and restricted bank balances pledged as security for credit facilities of the Group.

As at 31 March 2017, the Group's net current assets were approximately HK\$169 million (2016: HK\$232 million) and current ratio (current assets divided by current liabilities) was 1.4 times (2016: 1.7 times). The Group's total equity as at 31 March 2017 was approximately HK\$696 million (2016: HK\$655 million).

借款

於2017年3月31日，本集團借款總額約252,000,000港元（2016年：288,000,000港元），以港元或歐元計值。借款一般包括短期及長期銀行貸款、融資租賃及透支，並按浮動利率計息。於借款總額中，約137,000,000港元（2016年：36,000,000港元）為短期銀行貸款及銀行透支，及約62,000,000港元（2016年：118,000,000港元）為長期銀行貸款及融資租賃責任的即期部分，根據各自到期日於12個月內到期。此分析不包括訂有可要求即時還款之條文而分類為流動負債的有關長期借款。

資產負債比率及權益總額

於2017年3月31日，本集團錄得淨現金水平（2016年：淨資產負債比率（按借款淨額除以權益總額計算）為13%）。本集團錄得淨現金水平主要是由於營運產生溢利以及機械及設備的資本開支減少所致。就計算本集團的淨資產負債比率而言，借款淨額指借款總額減去現金及現金等價物、短期銀行存款以及作為本集團循環貸款的抵押的受限制銀行結餘。

於2017年3月31日，本集團的淨流動資產約為169,000,000港元（2016年：232,000,000港元），而流動比率（按流動資產除以流動負債計算）為1.4倍（2016年：1.7倍）。於2017年3月31日，本集團的權益總額約為696,000,000港元（2016年：655,000,000港元）。

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Foreign Exchange Exposure

Operations of the Group are mainly conducted in Hong Kong dollars and Macau patacas. The Group's revenue, expenses, cash and bank balances, borrowings, other monetary assets and liabilities are also principally denominated in those two currencies. Other than the purchase orders for machinery and equipment paid in Euros and Singapore dollars and such short-term Euros borrowings for settlement, the Group was not exposed to any significant foreign currency risk and had not employed any financial instrument for hedging.

Contingent Liabilities

As at 31 March 2017, save for guarantees of performance bonds relating to two foundation works and ancillary services projects of the Group of approximately HK\$18 million and HK\$17 million, respectively (2016: 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.

Pledge of Assets

As at 31 March 2017, the net book amount of plant and equipment held under finance leases and pledged for long-term bank loans was approximately HK\$124 million (2016: HK\$210 million) and approximately HK\$123 million (2016: HK\$139 million), respectively. None of the banking facilities of the Group were secured by the Group's bank deposits (2016: none).

外幣風險

本集團的營運主要以港元及澳門幣進行。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亦主要以港元及澳門幣計值。除了本年度內購置機械及設備的訂單以歐元及新加坡元支付以及就有關結算而動用的相關短期歐元借款外，本集團並無重大外幣風險，亦無採用任何金融工具作對沖用途。

或然負債

於2017年3月31日，除有關本集團兩項地基工程及附屬服務項目的履約保函擔保分別約18,000,000港元及17,000,000港元（2016年：相同）之外，本集團並無其他任何重大或然負債。該等履約保函預計將根據各建築合約的條款解除。

資產抵押

於2017年3月31日，根據融資租賃持有及質押獲得長期銀行貸款的機械及設備的賬面淨值分別為約124,000,000港元（2016年：210,000,000港元）及約123,000,000港元（2016年：139,000,000港元）。本集團沒有銀行信貸由本集團的銀行存款（2016年：無）作抵押。

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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。

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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 2017, the Group had approximately 210 (2016: 250) 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2017年3月31日，本集團有約210名（2016年：250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

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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 14001:2004 (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 14001:2004（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，並經通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。

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SCOPE OF REPORTING

This report covers the operating unit, situated in Hong Kong, of Sam Woo Construction Group Limited ("the Group") as of 31 March 2017. The reporting period is the 2016/17 financial year (1 April 2016 to 31 March 2017), which is consistent with the annual report reporting period of the Group.

This report is prepared in accordance with Appendix 27 *Environmental, Social and Governance Reporting Guide* of the *Rules Governing the Listing of Securities of the Stock Exchange of Hong Kong Limited*. This is the Group's first Environmental, Social and Governance report to follow the guide, and has made general disclosures in accordance with the "Comply or Explain" requirements set out in the guide.

STAKEHOLDERS COMMUNICATION

The Group has set up a wide range of channels to communicate with investors so that they are able to fully grasp the latest developments of the Group. Such channels include result announcements, annual and interim reports, meetings, the Group publications and website. In addition, the Group maintains close contact with customers and contractors through meetings, telephone conferences and e-mails. More information can also be found through publications about the Group.

A ENVIRONMENT

A1 Emissions

The Group focuses on the control of emissions from construction work and has strictly complied with the relevant environmental laws to reduce environmental pollution. Furthermore, the Group has certified the ISO 14001 Environmental Management System which recognizes the control measures and management the Group has taken towards the environmental issues concerned within the Group's scope of business. The sewage produced from construction that needs to be discharged would first be treated at the sewage treatment tank, to ensure it meets the requirements of the sewage discharge license, and would subsequently be discharged through sewage drains. Waste generated from construction would be transported to the landfill for disposal. Moreover, watering and other such measures would be used at the construction site to reduce pollution created from construction dust. All machineries used at the construction site meet the requirements from the Environmental Protection Department (EPD). To improve air quality and in response to the EPD's measures, the Group has been actively replacing Euro II Diesel Engines used for construction vehicles in order to reduce emissions of respirable suspended particulates and nitrogen oxide.

報告範圍

本年度報告涵蓋三和建築集團有限公司（下稱本集團）截止2017年3月31日止年度位於香港的營運點，報告的時段為2016/17年財政年度（2016年4月1日至2017年3月31日），與本集團的年報報告期一致。

本報告依據《香港聯合交易所有限公司證券上市規則》附錄27《環境、社會及管治報告指引》編撰，為公司首份依循該指引編撰的環境、社會及管治報告，並按指引中「不遵守就解釋」的要求作出一般披露。

與持份者溝通

本集團設立多種與投資者溝通的渠道，務求令投資者能充分掌握本集團的最新動態，其中包括業績發佈、年報及中期報告、會議、公司刊物及公司網站。本集團亦經常與客戶及承判商等以會議、電話會議、電郵等方式保持緊密聯繫，他們亦可通過參閱有關本集團的刊物瞭解更多的資訊。

A 環境

A1 排放物

本集團致力於控制在建築工程所產生的排放物並嚴格遵守相關的環保法例以減少對環境的污染。同時，本集團已獲得ISO 14001環境管理體系認證以認可本集團業務範圍內對環境問題所採取的控制措施及管理。對於建築過程中產生的污水如需要排放，會先經過污水處理池處理以確保符合污水排放牌照的條件，再經污水渠排放。而建築產生的廢物主要會運到堆填區作處置。此外，工地主要採用灑水等措施以減少工程塵埃所造成的污染。所有在工地使用到的機械設備均符合環保署的規定。為改善空氣質素並響應環保署的措施，本集團正積極更換歐盟II期柴油工程車以減少排放可吸入懸浮粒子和氮氧化物。

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To reduce carbon emissions, during the selection of suppliers and contractors, the Group would give priority to local contractors unless they are not able to meet our specified requirements. In addition, we would use telephone conference and e-mails to replace business travels as much as possible.

The Group has strictly complied with the relevant environmental laws, and there have been no cases of prosecution due to violation of the relevant environmental laws during this period.

A2 Use of Resources

Reusing resources and reducing waste are the Group's principles for effective use of resources. Lighting and air-conditioning systems in the office have zoning control. The Group also actively encouraged double-sided printing and copying to reduce as much waste as possible. To promote environmental protection, the Group also provided a material sorting and recycling area, and has set objectives to effectively implement waste reduction and reuse. Furthermore, within the office area we would encourage employees to use less water and paper through the bulletin board.

In addition to the office, construction sites have also implemented measures to increase the efficiency of resources use. The Group would procure materials based on the actual needs of the project and would record the quantity used for monitoring to prevent wastage due to lack of management. After completion of a project, tools and equipment that are in good condition would be transported back to the warehouse to be used for other projects. Furthermore, the Group has set up a machinery repair and maintenance team that carries out regular inspections and maintenance in order to increase energy efficiency and slow down the damage and prolong the working life of the machineries.

為減少碳排放，本集團在選擇供應商或承建商時，除非不能達到我們規定的要求，否則我們會優先選擇本地承辦商。此外，我們亦會使用電話會議和電子郵件來盡量取代差旅。

本集團嚴格遵守相關的環保法例，期內未有因為違反與環保相關法例而被檢控的個案。

A2 資源使用

資源再用、減少浪費是本集團對資源有效使用的原則。辦公室的照明及空調系統採用分區控制。本集團又大力推廣紙張以雙面列印及複印，盡量減少浪費。為提倡環保，本集團又會提供物料分類回收區域，並定下目標，以有效落實減廢回用。與此同時，在辦公區域內，我們會通過通告板向員工推廣減少用水和減少用紙。

除辦公室外，建築工地亦採取多項措施以增加資源使用效益。本集團會按工程實際需要計劃採購的材料和物資，並記錄用量以便監察，避免因欠缺管理而導致浪費。當工程項目完工後，狀態良好的工具及裝備會帶回倉庫，以備其他工程再用。此外，本集團亦自設機器維修保養團隊，按計劃定期進行日常檢查和保養以提升能源效益及減慢機器損壞，延長工作壽命。



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A3 The Environment and Natural Resources

To minimize the impact and damage that construction works have on the environment, sewage produced during the construction process would be treated through a sewage treatment tank, then transported back to the construction site for watering to reduce the dust and for equipment cleaning. This method has reduced the use of water and helped controlling pollution. Regarding machinery and equipment, the Group has fully utilised energy efficient diesel fuel to greatly reduce fuel consumption. When there is a need in purchasing large machinery, the Group would consider models that are energy efficient and low in emissions to support environmental protection.

In addition, to treasure the earth's resources, the Group has encouraged employees to use electronic files in place of paper to reduce paper usage and has promoted the use of recycled paper. Toner cartridges would be collected by the supplier to minimize the production of hazardous waste.

A3 環境及天然資源

為減少建築工程對環境所帶來的影響及破壞，本集團針對工序中產生的污水，會通過污水處理池進行處理，再輸送回工地內作減塵灑水及清洗裝備之用，此措施既可減少用水，亦有助控制污染。機器設備方面，本集團全面採用高能源效益的柴油以大大減低燃油的消耗。而當需要購置大型機器時，亦會考慮高能源效益及較少排放的型號以支持環保。

另一方面，本集團鼓勵員工使用電子檔以代替使用紙張以降低紙張使用量，並提倡使用再造紙以響應珍惜地球資源。而碳粉匣會安排由供應商作回收，減少危險廢棄物的產生。

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**B SOCIETY****B1 Employment**

The Group's employment policy follows the principle of equal opportunity, aiming to hire applicants that meet the requirements and without discrimination, regardless of ethnicity, colour, religion, sex, nationality, age or physical conditions. The Group would consider staff promotions solely based on personal expertise, professional skills and experience. Furthermore, we would make salary adjustments based on staff performance and the market level.

The Group has provided various staff welfare benefits, and would also regularly host events and gatherings to help reducing stress of employees. Typically, the appropriate retirement age is 65, however, the Group would consider an extension based on the situation of the relevant position and health conditions and willingness of the employee. Moreover, if an employee has suffered from an injury or died as the result of an accident at work, the Group would pay a reasonable compensation to the employee and his family in accordance with the labour law. The Group's policy is strongly against overtime work for employees. Prescribed overtime pay and compensatory leave would be given for overtime work.

The Group has strictly complied with the relevant employment laws, and there have been no cases of prosecution due to violation of the relevant employment laws during this period.

B 社會**B1 僱傭**

本集團的僱傭政策以平等機會為原則，其目標在於無歧視地僱用合符工作要求的應徵者，無論種族、膚色、宗教、性別、國籍、年齡或身體狀況如何。而在員工晉升方面，本集團只會基於其個人專長，專業技能和經驗為考慮因素。此外，我們會以員工表現和市場水平作為薪酬調整的基礎。

本集團為員工提供各項福利待遇，並會定期舉辦活動及聚會，幫助員工減壓。一般來說，六十五歲是合適的退休年齡。但是，本集團亦會因應有關職位的實際情況以及當時員工的意願和健康情況而考慮延後。此外，如員工遇到工傷事故及工業死亡意外時，本集團會按勞工法例對員工及其家屬作出合理賠償。本集團政策強調不強迫員工超時工作，而超時工作亦有預先定明的超時薪津或補假。

本集團一直嚴格遵守相關的僱傭法例，期內未有因為違反與僱傭相關法例而被檢控的個案。

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B2 Health and Safety

In the construction industry, safety is most worthy of attention. The Group has always regarded safety as an integral part of each process, therefore the Group has implemented the OHSAS 18001 Occupational Health and Safety Management Systems which was being certified. The Group has conducted analysis on operational and field work to determine any potential dangers or risks related to health and safety and identifying their risk level. For high risk jobs, the Group would conduct risk evaluations to implement different levels of control measures. Objectives have been set for the processes with significant risks in order to have a better management. The Group has also carried out a safety inspection scheme whereby an appointed person would be delegated to perform regular safety inspections to ensure construction staff are obeying the safety rules at all times. For high risk jobs, management staff would determine the appropriate personal protective equipment for the employees to ensure their safety.

The Group places the same level of importance on employees' safety training; all employees who worked at the construction site must first go through a safety induction training session whereby the responsible safety supervisor would provide relevant training, including briefing on safety related laws, operational safety guidelines, potential dangers on site and emergency responses to enhance their operational safety awareness.

The Group has strictly complied with the relevant safety laws, and there have been no cases of prosecution due to violation of the relevant occupational safety laws during this period.

B2 健康與安全

對建造業來說，最值得關注的就是安全。本集團更一直視安全為每個工序的固有部份，因此，本集團實施了OHSAS 18001職業健康及安全管理體系並獲得認證。本集團針對運營和現場工作作出分析，以確定任何相關於健康和安全的隱患以及相關的風險，識別其風險級別，並對高風險的工作提供風險評估，以制定不同程度的控制措施。對涉及重大風險的環節更會通過制定目標，以達致更理想的管理效果。本集團同時亦推行安全視察計劃，委派指定人員定期進行安全巡查及查核以確保操作人員時刻遵守安全。而針對高風險工作，管理人員會選擇合適的個人防護裝備給員工以保障他們的安全。

本集團亦同樣重視對員工的安全培訓，所有進入工地工作的人員都需要先接受安全引導培訓課程，負責安全方面的主管會提供相關訓練包括簡介有關安全的法例、安全操作指引、工地潛在危險及緊急應變等以提高他們的安全操作意識。

本集團嚴格遵守相關的安全法例，期內未有因為違反與職業安全相關法例而被檢控的個案。

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B3 Development and Training

In order to provide professional construction engineering services to our clients, the engineering knowledge and skill of our staffs are vital. The Group has sponsored and provided opportunities for employees to participate in various trainings to enhance their knowledge and skill, for example providing mechanical operations training for technician trainees and sponsoring their license examinations. Furthermore, the Group would nominate a number of employees to attend operations trainings for new machine models provided by the manufacturers, and would also organize visits to exhibitions to learn about the latest mechanical developments. We hope that through such programs, employees would be able to gain more comprehensive knowledge on mechanical operations and grasp new skills faster to help driving the Group's development.

In daily operations, the Group would arrange for team leaders to provide on-the-job training and experienced staff would give work guidance for junior level employees. In addition, managerial staff would attend seminars on construction industry management or new developments, organised by industry or professional organisations to enhance their knowledge in management and broaden their horizons. If a department deems necessary, employees may be allocated to other positions to acquire knowledge and experience from different fields.

B4 Labour Standards

The Group respects the rights and interests of each employee, and in accordance to the workplace policy, we have prohibited the recruitment of any persons under the age of 18. With regards to the prevention of forced labour, the Group prohibits the execution of forced labour in all units. The policy prescribes that no employee shall be forced to work against his own will or be subject to any work-related corporal punishment or coercion. The Group has also committed not to force employees to work overtime.

The Group has strictly complied with the relevant labour laws. There have been no cases of child labour, forced labour or prosecution due to violation of the relevant laws during this period.

B3 發展及培訓

為提供專業的建築工程服務予客戶，員工的工程知識及技能非常重要。本集團資助及提供機會給員工參加各類型提升知識技能的培訓，如提供機械操作培訓給見習技術員，並會資助負責相關作業員工考取資格證。此外，本集團會提名部分員工參加廠商的新機種操作訓練，又會安排參觀展覽會認識最新機械發展，希望透過此等計劃令員工得到更全面的機械操作知識以及更快掌握新技術從而推動公司的發展。

在日常工作中，又會安排小組主管提供在職培訓，並安排有經驗的員工為初級員工進行工作指導。此外，管理層亦參與業界或專業團體舉辦的建築業管理知識或新發展的講座，有助提升他們的管理知識及擴闊視野。如部門有需要，員工更可調配到不同的崗位，讓員工涉獵不同領域的知識和汲取經驗。

B4 勞工準則

本集團重視每位員工的權益，並對工作場所訂立政策禁止僱用任何18歲以下的員工。對於防止強制勞工方面，本集團禁止在所有單位行使強制勞動，政策訂明沒有僱員會在違反自己意願下工作或受到與工作有關的任何類型的體罰或脅迫。本集團同時亦承諾不會強迫員工超時工作。

本集團嚴格遵守相關的勞工法例，期內未出現任何童工或強迫勞工的情況，亦未有因為違反相關法例而被檢控的個案。

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B5 Supply Chain Management

The Group hopes that through various measures, the supply chain's management in environmental and social areas would improve. The engagement criteria for the selection of suppliers and contractors are based on their past performances, labour rights, records from health and safety issues and environmental issues, financial situation, business ethics and other areas. The Group would also evaluate and update the approved list of contractors on a regular basis. The evaluation criteria include compliance on the environmental and social standards. To control and ensure the quality and speed of work of the contractors, the project management team would continuously monitor the skill and labour safety performance of the contractors, recording the relevant inspection results for follow up work.

The Group has established a Code of Practice that contractors are required to comply with, which covers items such as environmental protection, anti-child labour, payment of salary in accordance with employment rights, and occupational safety. There have been safety managers on site to supervise to ensure the Code of Practice is in effect. The Group greatly values labour rights; related policies have prohibited the use of contractors that have engaged in the use of child labour and forced labour. Furthermore, the Group has implemented environmental protection and occupational, safety and health guidelines for contractors. These include construction and engineering design, material selection, pollution control and other good practices. Additionally, the Group would instruct suppliers and contractors to provide training related to the operations of the Group's environmental management system.

B6 Product Responsibility

The Group's main scope of business is around foundation engineering. The quality of the foundation directly affects the building's safety, therefore building a stable and reliable foundation is the Group's primary responsibility.

B5 供應鏈管理

本集團期望通過多方面的措施令供應鏈對其環境、社會範疇的管理有所提升及完善。本集團在挑選供應商及承建商時會根據其過往表現、勞工權益、職安健及環保記錄作為聘用準則，同時亦包括其財務狀況、商業道德等範疇。本集團亦會不時評審及更新認可的承建商名單，而評審標準則包含環境、社會標準的合規表現。為控制及保證承建商的工程質量及進度，本集團的項目管理團隊會持續監察承建商在技術和勞工安全方面的表現，並會記錄相關巡查結果以作跟進。

本集團對承建商訂立了相關的管理守則要求它們遵守，涵蓋面包括環保、反童工、按僱傭權益支薪、職業安全等。工地現場亦設有安全主任進行監督，確保守則行之有效。本集團非常重視勞工權益，相關政策訂明禁止從事使用童工和強迫勞動的承建商。此外，本集團亦為承建商制定了環保及職安健指引，當中包括建築工程設計、挑選物料、污染控制等的良好作業。同時亦指示供應商及承建商提供相關於本集團環境管理體系運作的培訓。

B6 產品責任

本集團的主要業務範疇圍繞地基工程，地基的質量直接影響建築物的安全。故此，建造穩固可靠的地基是本集團的首要責任。

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The Group has developed testing and inspection plans for different stages of the construction project, and in accordance with the relevant provisions on the contract, all piles must go through various appropriate tests to ensure the quality and safety of the product. Quality control tests include inspection of the angle of inclination of the bored pile, the quality of concrete and fractures, the binding force between the concrete and rocks, and a series of incoming quality control. The Group would also provide customers the test reports of all piles to guarantee the stability of the pile structure.

The Group's product services also cover quality assurance after completion of the project. We would, in accordance with the relevant contract terms, be responsible for fixing any construction defects within the warranty period. Typically, the warranty period is within one year after the completion of the project. In addition, the Group stands by the confidentiality clause in the signed contract with the customers, ensuring that the information and documents provided by the customers would be properly stored.

The Group has strictly complied with the relevant product responsibility laws, and there have been no cases of prosecution due to violation of the relevant product responsibility or confidentiality laws during this period.

B7 Anti-corruption

Integrity and justice are the core values of the Group, hence we prohibit all acts of corruption and bribery. The Group has established a clear Code of Conduct whereby all directors and staff are forbidden to offer or receive any bribery when dealing with company-related businesses. In order to prevent any conflict of interests, employees should first make a statement to the board of directors through reporting channels. The Group has also established a reporting system, and has developed relevant policies to effectively implement internal monitoring and risk management. The policies provide reporting guidelines and channels for employees, and helps increasing employees' alertness towards fraud, corruption and other misconduct.

本集團對承造項目的不同階段制訂檢驗及檢測計劃，根據相關合約規定對所有樁柱進行各種適用測試以全面確保產品的質量及安全。當中的質量控制測試包括檢查鑽孔樁傾角、混凝土質量和裂縫、混凝土與岩石的結合力以及一系列的來料質量檢驗。本集團又會為客戶提供所有樁柱的測試報告以保證樁柱的結構安全。

本集團提供的產品服務更覆蓋至完工後的品質保證。我們會根據相關的合同條款負責在保固期內糾正施工缺陷，保固期一般為工程完工後一年。此外，本集團堅守與客戶簽訂的合約內的保密條款，保證客戶所提供的訊息和文件得到妥善的保管。

本集團嚴格遵守相關的產品責任法例，期內未有因為違反與產品責任或私隱相關法例而被檢控的個案。

B7 反貪污

本集團以誠信、公正為核心價值觀，並禁止所有貪污和賄賂行為。本集團訂立了明確的行為守則，規定所有董事及員工在處理公司業務時不得提供或接受任何賄賂。為防止有利益衝突，員工應先通過匯報渠道向董事會作出聲明。本集團同時亦建立了舉報制度，並制定了相關政策以有效地實施內部監控和風險管理，政策為員工提供了舉報的指引及渠道，亦有助提高員工對欺詐、貪污等不當行為的警惕。

Corporate Social Responsibility Report

企業社會責任報告

A fair, open and rigorous procurement and tender process is the main element in maintaining a company's integrity. During the procurement of materials, the Group would review quotations from multiple suppliers in order to make a fair decision. All contracts for material suppliers and contractors should be approved by the directors to ensure that the outsourcing procedures are strictly supervised.

The Group has strictly complied with the relevant anti-corruption laws, and there have been no cases of prosecution due to violation of the relevant laws during this period.

B8 Community Investment

The Group has always been actively contributing to society and participating in various kinds of community events. During the year, we have participated in various volunteer events, including visits to low income families organised by community service organisations. Gifts were given to those families to show our care and attention to them. Furthermore, we have assisted cultural promotion organisations in hosting children's Cantonese opera competitions and made donations, not only to promote culture and art, but also to contribute to the development of children. The Group's charitable donations has also benefited the elderly as the donations has gone to non-profit community service organisations to facilitate the hosting of welfare events for the elderly in support of the spirit of respect for them.

The youth of today are the forces behind the future development of our society. In light of this, the Group has tremendously supported work experience week hosted by schools, as students were then given the opportunity to understand the working environment in our society and to meet people of different status, hence broadening their knowledge.

公平公開以及嚴謹的採購招標流程實為維護企業誠信的主要元素。本集團在採購物料時，會參考多家供應商的報價，達到公平挑選。而所有的承建商、物料供應商合約均會由董事進行審批，確保外判程序得到嚴格監管。

本集團嚴格遵守相關的反貪污法例，期內未有因為違反相關法例而被檢控的個案。

B8 社區投資

本集團一向積極於回饋社會並參與各類型的社區活動。年內參加了多項義工活動，包括由社區服務機構主辦探訪低收入家庭，並送上禮物以表示對他們的關懷及關注基層的生活。此外，又協助文化推廣團體舉辦兒童粵劇比賽並進行捐獻，推廣文化藝術之餘，亦為兒童發展出一分力。慈善捐獻同時亦惠及長者，本集團捐助非牟利社區服務機構以促進有關長者福利活動的舉行，支持敬老愛老的精神。

青少年是社會未來發展的動力。有見及此，本集團大力支持學校舉辦的工作體驗周，通過實習計劃讓中學生有機會認識社會的工作環境以及認識不同層面人士，增廣他們的見識。

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 14 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 2017.

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 10 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 2017.

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.

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2017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14所載的企業管治守則（「企業管治守則」）的所有守則條文。

董事進行的證券交易

本公司已採納上市規則附錄10所載《上市發行人董事進行證券交易的標準守則》（「標準守則」）。經向全體董事作出查詢，董事確認彼等於截至2017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。

Corporate Governance Report

企業管治報告

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.

The Board currently comprises 7 members whose biographies and family relations are set out in the "Profile of Directors and Senior Management" section on pages 40 to 42 in this annual report. The posts of Chairman and Chief Executive Officer of the Company are separately held by Mr. Lau Chun Ming and Mr. Lau Chun Kwok, respectively, to maintain an segregation of duties between the Chairman's responsibility to manage the Board and the Chief Executive Officer's responsibility to manage the Group's business and oversee the management. 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 executive directors have entered into service contracts with the Company and each of the independent non-executive directors has been appointed on specific term of three years. Notwithstanding the specific 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

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。

董事會現時包括七名成員，其履歷及家族關係載於本年報第40至第42頁「董事及高級管理層履歷」一節。本公司主席及行政總裁職位分別由劉振明先生及劉振國先生擔任，主席負責管理董事會而行政總裁負責管理本集團業務及監督管理層，以維持職責之間的分工。董事為本公司帶來均衡的技能及經驗。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。

執行董事已與本公司訂立服務合約，而各獨立非執行董事已獲委任三年指定任期。儘管委任以指定任期，惟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 five meetings during the year ended 31 March 2017, 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.

Directors' induction and development

In the year ended 31 March 2017, 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. The Company held a training for regulatory and compliance update for all directors during the year and intended to arrange another training for them to refresh their knowledge in the forthcoming year.

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.

董事會會議

截至2017年3月31日止年度，董事會曾舉行五次會議，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。

董事就任及發展

截至2017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。本公司於年內為全體董事舉行監管及合規更新培訓，並擬於來年為彼等安排其他培訓，以更新彼等的知識。

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。

Corporate Governance Report

企業管治報告

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 three independent non-executive directors including Mr. Ip Tin Chee, Arnold (chairman), Professor Wong Sue Cheun, Roderick and Mr. Chu Tak Sum.

The audit committee held two meetings during the year ended 31 March 2017, which was attended by all of its members, to review, among other matters, the consolidated financial statements, internal control review report and continuing connected transactions of the Group for the year ended 31 March 2016, and have a private meeting with external auditor without the presence of the management; and the unaudited interim financial statements of the Group for the six months ended 30 September 2016.

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 four members including Professor Wong Sue Cheun, Roderick (chairman), Mr. Chu Tak Sum, Mr. Ip Tin Chee, Arnold, being independent non-executive directors, and Mr. Lau Chun Ming, an executive director.

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)、王世全教授及朱德森先生。

審核委員會於截至2017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2016年3月31日止年度的綜合財務報表及內部監控審閱報告以及持續關連交易，並在無管理層出席的情況下與外聘核數師舉行了一次私人會議；及審閱本集團截至2016年9月30止六個月的未經審核中期財務報表。

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。其負責檢討董事會的架構、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。提名委員會由四名成員組成，包括獨立非執行董事王世全教授(主席)、朱德森先生及葉天賜先生以及執行董事劉振明先生。

Corporate Governance Report

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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.

Remuneration Committee

The remuneration committee held one meeting during the year which was attended by all of its members. It 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 four members including Mr. Chu Tak Sum (chairman), Professor Wong Sue Cheun, Roderick, Mr. Ip Tin Chee, Arnold, being independent non-executive directors, and Mr. Lau Chun Ming, an executive director.

In determining the remuneration of the Directors and the senior management, the Remuneration Committee would consider 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 29(a) and 7(c), respectively, to the consolidated financial statements.

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。

薪酬委員會

薪酬委員會於年內舉行了一次會議，全體成員均有出席。其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）、王世全教授及葉天賜先生以及執行董事劉振明先生。

於釐定董事及高級管理層的薪酬時，薪酬委員會將考慮多項因素，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分別載於綜合財務報表附註29(a)及7(c)。

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, purchase and expenditure, lease and tenancy and information technology cycles 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。該等體系指在提供防止錯誤、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，董事會已經實施充足的措施，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，購買及開支、租賃及租約與信息技術週期均已獲審查，並發現所有控制均已充份到位。

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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 50001 and OHSAS 18001 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）—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 50001及OHSAS 18001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經已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。

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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 Board reviewed the effectiveness of the Group's risk management and internal control system at its Board meeting on 23 June 2017, including its financial, operational and compliance controls, and its risk management functions. The Board'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 in place and implemented effectively during the year without significant weakness identified.

AUDITOR'S REMUNERATION

Total auditors' remuneration for year ended 31 March 2017 in relation to statutory audit work of the Group amounted to HK\$1.5 million (2016: HK\$1.6 million), of which a sum of HK\$1.2 million (2016: HK\$1.2 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 2017.

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佈，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。

董事會曾於2017年6月23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。董事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準備就緒及獲有效推行，而並無辨識重大弱點。

核數師酬金

於截至2017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1,500,000港元（2016年：1,600,000元），其中1,200,000港元（2016年：1,200,000港元）乃就截至2017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。

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企業管治報告



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 on pages 59 to 69 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 on page 44 of this annual report.

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第59至69頁之獨立核數師報告。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第44頁。

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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.

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., Level 22, Hopewell Centre, 183 Queen's Road East, 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 2017.

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。

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，地址為香港皇后大道東183號合和中心22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2017年3月31日止年度並無任何修訂。

Corporate Governance Report

企業管治報告



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 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 and for shareholder participation. In addition, the Company's website (www.samwoo-group.com) contains extensive company information which is easily accessible.

During the year, the Company held a few investor luncheons and meetings for them to understand more on the business, strategies and performance of the Group.

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，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股東間溝通之主要平台，亦供股東參與。此外，本公司網站 (www.samwoo-group.com) 載有豐富的公司資料，方便瀏覽。

於本年度內，本公司曾舉辦若干投資者午餐會及會議，加深對本集團業務、策略及表現的瞭解。

Profile of Directors and Senior Management

董事及高級管理層履歷

EXECUTIVE DIRECTORS

Mr. Lau Chun Ming, aged 74, 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 Kwok and Mr. Lau Chun Ka, the spouse of Ms. Leung Lai So and the father of Ms. Lau Pui Shan.

Mr. Lau Chun Kwok, aged 65, is the chief executive officer and 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 foundation works and ancillary services projects of the Group. He has been involved in the foundation works business since 1990. He is the brother of Mr. Lau Chun Ming and Mr. Lau Chun Ka, brother-in-law of Ms. Leung Lai So and uncle of Ms. Lau Pui Shan.

Mr. Lau Chun Ka, aged 63, 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 Mr. Lau Chun Kwok, brother-in-law of Ms. Leung Lai So and uncle of Ms. Lau Pui Shan.

Ms. Leung Lai So, aged 70, is an executive director. She is also a director of various subsidiaries within the Group. She joined the Group in the 1970s. She is responsible for the administrative and human resources matters of the Group and has been involved in the management of the Group for over 21 years. She obtained a diploma in smaller company management from the Chinese University of Hong Kong in July 1997. She is the spouse of Mr. Lau Chun Ming, mother of Ms. Lau Pui Shan and sister-in-law of Mr. Lau Chun Kwok and Mr. Lau Chun Ka.

執行董事

劉振明先生，74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。彼為劉振國先生及劉振家先生的胞兄、梁麗蘇女士的配偶以及劉沛珊女士的父親。

劉振國先生，65歲，本集團行政總裁兼執行董事。彼亦為本集團多間附屬公司的董事。彼於七十年代加盟本集團。彼負責本集團地基工程及附屬服務項目的整體管理。彼自1990年起參與地基工程業務。彼為劉振明先生及劉振家先生的兄弟、梁麗蘇女士的小叔及劉沛珊女士的叔叔。

劉振家先生，63歲，執行董事。彼亦為本集團多間附屬公司的董事。彼於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。彼為劉振明先生及劉振國先生的胞弟、梁麗蘇女士的小叔及劉沛珊女士的叔叔。

梁麗蘇女士，70歲，執行董事。彼亦為本集團多間附屬公司的董事。彼於七十年代加盟本集團。彼負責本集團的行政管理及人力資源事務，並參與本集團的管理逾21年。彼於1997年7月取得香港中文大學小型公司管理學文憑。彼為劉振明先生的配偶、劉沛珊女士的母親及劉振國先生及劉振家先生的嫂嫂。

Profile of Directors and Senior Management

董事及高級管理層履歷



INDEPENDENT NON-EXECUTIVE DIRECTORS

Professor Wong Sue Cheun, Roderick, aged 72, was appointed as an independent non-executive director of the Company in September 2014. Professor Wong holds a bachelor's degree of arts from San Diego State College in the United States of America, and a doctoral's degree in philosophy in mathematics from the University of Alberta in Canada. He is a Fellow of the Royal Society of Canada, and Chevalier dans l'Ordre National de la Légion d'Honneur of France, and elected as a member of the European Academy of Sciences. Currently, he is Chair Professor of Mathematics and the Director of the Liu Bie Ju Centre for Mathematical Sciences at City University of Hong Kong. He is also the Special Advisor to the President at Southern University of Science and Technology of China.

Mr. Chu Tak Sum, aged 69, 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 about 40 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 and an independent non-executive director of Henry Group Holdings Limited (stock code: 859).

Mr. Ip Tin Chee, Arnold, aged 54, 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 focuses on providing corporate finance services to listed and unlisted companies in Hong Kong, as well as property investment.

獨立非執行董事

王世全教授，72歲，於2014年9月獲委任為本公司獨立非執行董事。王教授持有美國聖地牙哥州立大學的文學學士學位及加拿大阿爾伯塔大學的數學博士學位。彼為加拿大皇家學院院士，以及獲法國政府頒授法國國家榮譽軍團勳章，並獲選為歐洲科學院院士。現時，彼為香港城市大學數學系講座教授及劉璧如數學科學研究中心的中心主任，並在深圳南方科技大學擔任校長特別顧問。

朱德森先生，69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，並擔任建築師約40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，並擔任鎮科集團控股有限公司（股份代號：859）的獨立非執行董事。

葉天賜先生，54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。

Profile of Directors and Senior Management

董事及高級管理層履歷

Mr. Ip is an independent non-executive director of Pioneer Global Group Limited (stock code: 224) and an independent non-executive director of Pak Fah Yeow International Limited (stock code: 239), each of which is a company listed on the Main Board of the Stock Exchange. He is also the Chairman of Japan Residential Assets Manager Limited, the manager of a real estate investment trust listed in Singapore, and a member of the Institute of Chartered Accountants in England and Wales.

SENIOR MANAGEMENT

Mr. Wu Kwai Keung, Peter, aged 62, 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 35 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. Lee Wan Cheung, aged 56, is the Technical Director of the foundation division. He is responsible for the design and technical issues in the construction of foundation. He has over 30 years of experience in the construction industry in both private and public sectors in Hong Kong and the UK. He obtained a bachelor's degree in civil engineering from Kingston Polytechnic in 1986. He is a registered inspector and a registered structural engineer under the Buildings Ordinance, a registered professional engineer under the Engineers Registration Board, a member of the Institution of Structural Engineers and the Hong Kong Institution of Engineers.

葉先生為聯交所主板上市公司建生國際集團有限公司(股份代號：224)的獨立非執行董事及白花油國際有限公司(股份代號：239)的獨立非執行董事。彼亦為Japan Residential Assets Manager Limited(一項於新加坡上市的房地產投資信託公司的管理)的主席，並為英格蘭及威爾斯特許會計師公會會員。

高級管理層

胡季強先生，62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35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。

李運祥先生，56歲，為地基部的技術總監。彼負責建造地基的設計及技術事務。彼擁有逾30年的香港及英國公私營界別建築業經驗。彼於1986年取得Kingston Polytechnic的土木工程學士學位。彼為《建築物條例》所指的註冊檢驗人員及註冊結構工程師、工程師註冊管理局的註冊專業工程師，以及英國結構工程師學會及香港工程師學會的成員。

Profile of Directors and Senior Management

董事及高級管理層履歷



Mr. Jesse, Colin John, aged 64, is an adviser to the Board. He is responsible for advising the Board on overall development strategies in the construction and foundation industries. He has over 41 years of experience in the construction industry.

Jesse, Colin John先生，64歲，為董事會顧問。彼負責向董事會就提供有關建築及地基行業整體發展策略方面的意見。彼於建造行業擁有逾41年經驗。

Mr. Kwok Kan Kuen, Lawrence, aged 53, 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 20 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.

郭根權先生，53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20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理學碩士學位。郭先生現時為香港法例第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。

Mr. Yiu Yu Ho, Thomas, aged 67, is the Operational Director of the foundation division. He is responsible for the managing, supervising and actuating the current projects of the Group. He has over 46 years of experience, working in the construction industry, since graduated in 1971 from Civil Engineering Department of Hong Kong Baptist College.

姚汝豪先生，67歲，為地基部的營運總監。彼負責本集團營運中之工程項目之管理，督導及推動工作。自1971年畢業於浸會學院土木工程系後，彼於建造行業擁有逾46年之經驗。

Ms. Lau Pui Shan, aged 43, is the chief financial officer of the Group and a director of certain subsidiaries within the Group. She joined the Group in September 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 Ms. Leung Lai So.

劉沛珊女士，43歲，為本集團財務總裁及本集團若干附屬公司的董事。彼於1999年9月加盟本集團。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。彼為劉振明先生及梁麗蘇女士的女兒。

Profile of Directors and Senior Management

董事及高級管理層履歷

COMPANY SECRETARY

Mr. Chan Sun Kwong, aged 50, 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 Institute of Chartered Secretaries, the Institute of Chartered Secretaries and Administrators in the United Kingdom, the Association of Chartered Certified Accountants in the United Kingdom and the Hong Kong Institute of Certified Public Accountants. He is an accredited mediator of The Hong Kong Mediation Centre. He has over 21 years company secretarial experience.

公司秘書

陳晨光先生，50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。彼為香港特許秘書公會、英國特許秘書及行政人員公會、英國特許公認會計師公會及香港會計師公會資深會員。彼為香港和解中心認可調解員。彼擁有逾21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 2017.

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 are set out in note 12 to the consolidated financial statements. The segment information of the operations of the Group for the year ended 31 March 2017 is set out in note 5 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 Corporate Social Responsibility Report in this annual report.

RESULTS AND DIVIDENDS

The results of the Group for the year ended 31 March 2017 are set out in the consolidated statement of comprehensive income on page 70 of this annual report.

The directors recommended the payment of a final dividend of HK1.0 cent per share, amounting to HK\$16.8 million, representing approximately 32% dividend ratio on an annual basis. Such payment of dividends will be subject to the approval of shareholders at the forthcoming annual general meeting of the Company to be held on 7 September 2017 and are payable to shareholders whose names appear on the register of members of the Company at the close of business on 14 September 2017. It is expected that the proposed final dividend will be paid on or about 6 October 2017.

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 page 164 of this annual report.

本公司董事提呈其截至2017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載於綜合財務報表附註12。本集團截至2017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5。

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。有關上述詳情載於本年報的企業社會責任報告內。

業績及股息

本集團於截至2017年3月31日止年度的業績載於第70頁的綜合全面收益表內。

董事建議派發末期股息每股1.0港仙，合共約為16,800,000港元，相當於按年度基準計算的股息比率約32%。該股息派發將待股東於2017年9月7日舉行的本公司應屆股東週年大會上批准後，方告作實，並將派發予於2017年9月14日營業時間結束時名列本公司股東名冊的股東。預期建議末期股息將於2017年10月6日或前後派發。

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第164頁。

Directors' Report

董事會報告

DONATIONS

Charitable and other donations made by the Group during the year amounted to about HK\$50,000.

DISTRIBUTABLE RESERVES

Distributable reserves of the Company at 31 March 2017, calculated under the Companies Law, Cap 22 (Law 3 of 1961, as consolidated and revised), of the Cayman Islands, amounted to HK\$202 million (2016: HK\$209 million).

SHARES ISSUED IN THE YEAR

Details of the shares issued in the year ended 31 March 2017 are set out in note 18 to the consolidated financial statements.

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 2017.

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. No options have been granted, exercised or cancelled under the Scheme since its adoption up to the date of this annual report.

捐款

本集團於年內作出慈善及其他捐款合共 50,000 港元。

可供分派儲備

於2017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 (2016年：209,000,000 港元)。

年內已發行股份

於截至2017年3月31日止年度的已發行股份詳情載於綜合財務報表附註18。

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2017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。

購股權

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」)。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。

Directors' Report

董事會報告



The purpose of the Scheme is to attract and retain personnels to remain with the Group and to motivate them to optimise their performance and efficiency for the benefit of the Group by providing them with the opportunity to acquire equity interests in the Company. The Board may, at its discretion, grant options pursuant to the Scheme to the directors (including executive directors, non-executive directors and independent non-executive directors), the directors of the Company's subsidiaries and employees of the Group and any other persons (including consultants or advisers) whom the Board considers, in its absolute discretion, have contributed or will contribute to the Group.

Total number of shares in respect of which options may be granted to the Scheme and any other share options schemes of the Company shall not exceed 10% of the shares in issue on the Company's listing date, i.e. 16 October 2014, being 40,000,000 shares of HK\$0.01 each on the listing date (or equivalent to 160,000,000 shares of HK\$0.0025 each subsequent to share subdivision effective on 23 December 2015) (the "Scheme Mandate Limit"). The Company may renew the Scheme Mandate Limit with shareholders' approval provided that each such renewal must not exceed 10% of the shares in the Company in issue as at the date of the shareholders' approval.

The maximum number of shares underlying all outstanding options which have been granted and have yet to be exercised pursuant to the Scheme and any other share option schemes of the Company must not, in aggregate, exceed 30% of the shares in issue from time to time.

Unless approved by shareholders of the Company in the manner as set out in the Scheme, the maximum number of shares underlying the options granted to each eligible participant (including both exercised, cancelled and outstanding options) in any 12-month period shall not exceed 1.0% of the shares in issue for the time being.

The period during which an option may be exercised by a grantee (the "Option Period") shall be the period to be determined and notified by the Board to the grantee at the time of making an offer, which shall not expire later than 10 years from the offer date.

該計劃的目的是藉著向各員工提供購買本公司股權的機會，吸引及挽留彼等留任本集團，並鼓勵彼等提升表現及效率，為本集團獲利而努力。董事會可根據該計劃酌情向董事（包括執行董事、非執行董事及獨立非執行董事）、本公司附屬公司的董事及本集團的僱員授出購股權，亦可向董事會全權認為曾對或將會對本集團作出貢獻的任何其他人士（包括諮詢人或顧問）授出購股權。

根據該計劃及本公司任何其他購股權計劃可予授出的購股權所涉及的股份總數，不得超過本公司於上市日期（2014年10月16日）已發行股份的10%（即40,000,000股於上市日期每股面值0.01港元的股份（或相當於2015年12月23日生效的股份拆細後的160,000,000股每股面值0.0025港元的股份））（「計劃授權上限」）。本公司可經股東批准下重訂計劃授權上限，惟每次進行的有關重訂均不得超過本公司於股東批准當日已發行股份的10%。

根據該計劃及本公司任何其他購股權計劃已授出但尚未行使的所有購股權所涉及股份最高數目，合共不得超過不時已發行股份的30%。

除非按該計劃所載方式獲本公司股東批准，每名合資格參與者在任何十二個月期間內獲授的購股權（包括已行使、已註銷及尚未行使的購股權）所涉及股份最高數目，不得超過當時已發行股份的1.0%。

承授人可行使購股權的期間（「購股權期間」）將由董事會於提呈要約時釐定及向承授人知會，有關期間不得於要約日期起計十年後屆滿。

Directors' Report

董事會報告

Subject to any restrictions applicable under the Listing Rules, an option may be exercised in whole or in part by the grantee at any time during the Option Period in accordance with the terms of the Scheme and the terms on which the option was granted.

The grantee shall pay HK\$1.00 upon acceptance of an offer of an option.

The exercise price shall be determined by the Board but in any event shall not be less than the highest of: (a) the closing price of the shares as stated in the daily quotations sheets issued by the Stock Exchange on the offer date, which must be a trading day; (b) the average closing price of the shares as stated in the daily quotation sheets issued by the Stock Exchange for the five trading days immediately preceding the offer date; or (c) the nominal value of the shares on the offer date of the relevant option.

The Scheme will remain in force for a period of 10 years after the date of adoption.

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 Kwok (*Chief Executive Officer*)
Mr. Lau Chun Ka
Ms. Leung Lai So

Independent non-executive directors

Professor Wong Sue Cheun, Roderick
Mr. Chu Tak Sum
Mr. Ip Tin Chee, Arnold

In accordance with article 84 of the Company's articles of association, Mr. Lau Chun Ming, Professor Wong Sue Cheun, Roderick and Mr. Ip Tin Chee, Arnold will retire and, being eligible, will offer themselves for re-election at the forthcoming annual general meeting.

在上市規則項下任何適用限制的規限下，承授人可根據該計劃的條款及授出購股權的條款於購股權期間隨時行使全部或部分購股權。

承授人接納購股權要約時須繳付1.00港元。

行使價由董事會釐定，惟於任何情況下不得低於以下最高者：(a)聯交所於相關購股權要約日期（須為交易日）發出的每日報價表所報股份的收市價；(b)聯交所於緊接相關購股權要約日期前五個交易日發出的每日報價表所報股份的平均收市價；及(c)股份於相關購股權要約日期的面值。

該計劃將於採納日期後十年期間生效。

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）
劉振國先生（行政總裁）
劉振家先生
梁麗蘇女士

獨立非執行董事

王世全教授
朱德森先生
葉天賜先生

根據本公司組織章程細則第84條，劉振明先生、王世全教授及葉天賜先生將於應屆股東週年大會上告退，並符合資格膺選連任。

Directors' Report

董事會報告



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.

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 on pages 40 to 44.

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。

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第40至第44頁。

Directors' Report

董事會報告

DISCLOSURE OF INTERESTS

As at 31 March 2017, 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 10 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\$0.0025 each held (long position) 所持每股面值0.0025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	1,200,000,000	71.43%	Founder of a discretionary trust 全權信託的創辦人
Ms. Leung Lai So 梁麗蘇女士	1,200,000,000	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
Ms. Leung Lai So 梁麗蘇女士	Actiease Assets Limited	61 shares 61股	100%	Beneficiary of a discretionary trust 全權信託的受益人
Ms. Leung Lai So 梁麗蘇女士	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2017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10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：

Directors' Report

董事會報告



So far as the directors are aware, as at 31 March 2017 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 董事名稱	Number of ordinary shares of HK\$0.0025 each held 所持每股面值0.0025港元的 普通股數目
Actiease Assets Limited	Long position 1,200,000,000 好倉1,200,000,000股
Silver Bright Holdings Limited	Long position 1,200,000,000 好倉1,200,000,000股
Managecorp Limited as trustee of a unit trust (作為單位信託的受託人)	Long position 1,200,000,000 好倉1,200,000,000股
First Names (NTC) Trustees Asia Limited (formerly known as Nautilus Trustees Asia Limited) (前稱Nautilus Trustees Asia Limited)	Long position 1,200,000,000 好倉1,200,000,000股

Notes:

- 1,200,000,000 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. Leung Lai So is the beneficiary.
- Silver Bright Limited is 100% held by Managecorp Limited as trustee of a unit trust, of which issued units are 100% held by First Names (NTC) Trustees Asia Limited (formerly known as Nautilus Trustees Asia Limited) as trustee of a discretionary trust set up by Mr. Lau Chun Ming.

就董事所知，於2017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

Percentage of shareholding 持股百分比	Capacity 身份
71.43%	Beneficial owner 實益擁有人
71.43%	Interest of a controlled corporation 受控制法團的權益
71.43%	Trustee 受託人
71.43%	Trustee 受託人

附註：

- 1,200,000,000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由其受益人為梁麗蘇女士的全權信託間接擁有。
- Silver Bright Holdings Limited由單位信託的受託人Managecorp Limited 100%持有，而Managecorp Limited的已發行單位則由First Names (NTC) Trustees Asia Limited (前稱Nautilus Trustees Asia Limited) 作為劉振明先生設立的全權信託的受託人100%持有。

Directors' Report

董事會報告

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.

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 2017; 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 100% (2016: 96%) of the Group's total turnover. The largest customer accounted for approximately 49% (2016: 60%) of the Group's total turnover.

During the year, the Group's five largest suppliers in aggregate accounted for approximately 90% (2016: 71%) of the Group's total purchases. The largest supplier accounted for approximately 60% (2016: 26%) 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.

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。

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2017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100% (2016年：96%)。最大客戶佔本集團總營業額約49% (2016年：60%)。

於年內，本集團五大供應商合共佔本集團總採購額約90% (2016年：71%)。最大供應商佔本集團總採購額約60% (2016年：26%)。

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。

Directors' Report

董事會報告



RELATED PARTY TRANSACTIONS

The significant related party transactions entered into by the Group during the year set out in note 26 to the financial statements included transactions that constitute connected/continuing connected transactions for which the disclosure requirements under the Listing Rules have been complied with.

CONTINUING CONNECTED TRANSACTIONS

During the year ended 31 March 2017, 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)	Annual rent 每年租金 (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 Limited 嘉勳有限公司	1/8/2014 ~ 31/7/2017	180,000	2,160,000
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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	1/8/2014 ~ 31/7/2017	73,000	876,000
East Ascent Enterprises Limited 東升企業有限公司	1/8/2014 ~ 31/7/2017	3,800	45,600
Cheer Profit International Enterprise Limited 置利國際企業有限公司	1/8/2014 ~ 31/7/2017	3,800	45,600
Long Ascent Development Limited 長升發展有限公司	1/8/2014 ~ 31/7/2017	50,000	600,000
Healthy World Investment Limited 健匯投資有限公司	1/8/2014 ~ 31/7/2017	50,000	600,000

Total transaction amounts for the year ended 31 March 2017

截至2017年3月31日止年度的交易總額

4,327,200

Annual cap as disclosed in the Prospectus

For the year ending 31 March 2017 招股章程所披露的年度上限
截至2017年3月31日止年度

4,327,200

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 Kwok, Mr. Lau Chun Ka and Ms. Leung Lai So, each a director, and Ms. Lau Pui Shan, a daughter of Mr. Lau Chun Ming and Ms. Leung Lai So, 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 by the Group on pages 47 to 48 in this annual report in accordance with rule 14A.56 of the Listing Rules. A copy of the auditor's letter has been provided by the Company to the Stock Exchange.

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、劉振國先生、劉振家先生及梁麗蘇女士（彼等各自為董事）及劉沛珊女士（劉振明先生及梁麗蘇女士的女兒）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，核數師已就本集團於本年報第47至第48頁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。本公司已向聯交所呈交核數師函件的副本。

Directors' Report

董事會報告



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 26 to the financial statements.

CONNECTED TRANSACTION

On 29 March 2017, Capital Plus Group Limited as purchaser, being a wholly-owned subsidiary of the Company, entered into the sale and purchase agreement with Sky Ease Holdings Limited, as vendor to acquire the sale shares (representing 5% of entire issued share capital of the target company, namely Gold Champion Enterprises Limited) for a cash consideration of HK\$19,750,000 (subject to adjustment).

The principal business of the target company together with its subsidiaries is property investment, with three parcels of land in the New Territories as its major assets and rental income as its major income.

The vendor is wholly-owned by Mr. Lau Chun Ming, who is the chairman, an executive director and substantial shareholder of the Company. Accordingly, the abovementioned investment constitutes a connected transaction for the Company under the Listing Rules. As the highest applicable percentage ratios in respect of the Investment is more than 0.1% but less than 5%, the investment is subject to the reporting and announcement requirements, but is exempt from the independent shareholders' approval requirement under Chapter 14A of the Listing Rules.

For details, please refer to the announcement of the Company dated 29 March 2017.

The completion of this sale and purchase agreement took place on 31 March 2017 with no adjustment on the consideration. The investment is recorded as "available-for-sale financial assets" as non-current asset of the Group in the consolidated financial statements as at 31 March 2017.

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26披露。

關連交易

於2017年3月29日，Capital Plus Group Limited (作為買方) (即本公司全資附屬公司) 與天安控股有限公司 (作為賣方) 訂立買賣協議，以按現金代價19,750,000港元 (可予調整) 收購待售股份 (相當於目標公司 (即金冠企業有限公司) 全部已發行股本5%)。

目標公司連同其附屬公司的主要業務為物業投資，三幅位於新界的土地為其主要資產，而租金收入為其主要收入。

賣方由劉振明先生 (本公司主席、執行董事兼主要股東) 全資擁有。因此，根據上市規則，上述投資構成本公司一項關連交易。由於有關投資事項的最高適用百分比率高於0.1%但低於5%，因此投資事項須遵守上市規則第14A章項下的申報及公告規定，惟獲豁免遵守獨立股東批准的規定。

有關詳情，請參閱本公司日期為2017年3月29日的公告。

此買賣協議已於2017年3月31日完成，並無調整代價。投資於本集團於2017年3月31日綜合財務報表中入賬為非流動資產項下的「可供出售金融資產」。

Directors' Report

董事會報告

MARKET CAPITALISATION

As at 31 March 2017, the market capitalisation of the listed securities of the Company was approximately HK\$454 million based on the total number of 1,680,000,000 issued shares of the Company and the closing price of HK\$0.27 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 2017 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.

EVENTS AFTER THE REPORTING PERIOD

Save for below, there is no material subsequent event undertaken by the Company or by the Group after 31 March 2017 and up to the date of this annual report.

市值

於2017年3月31日，按本公司已發行股份總數1,680,000,000股以及每股收市價0.27港元計算，本公司上市證券的市值約為454,000,000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2017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。

報告期後事項

除下述者外，本公司或本集團於2017年3月31日後及截至本年報日期並無進行任何重大其後事項。

Directors' Report

董事會報告



Board resolution approving the partial return of the deposit placed by the controlling shareholders to the Group pursuant to the Deed of Indemnity

批准歸還本公司控股股東根據彌償契據存置的部分存款的董事會決議案

The controlling shareholders of the Company provided indemnity ("Deed of Indemnity" dated 25 September 2014 as mentioned in the prospectus of the Company) in favour of the Group in relation to, among others, taxation in respect of income earned by the Group on or before 16 October 2014, being the listing date of the Company, save for tax liabilities which have already been provided for in the audited accounts of the Company and its subsidiaries up to 31 March 2014. In particular, the controlling shareholders have deposited a sum of HK\$20 million in favour of the Group solely for the purpose of settling any claim from tax authorities in Macau or Hong Kong and the costs incurred in connection with the Machinery Lease Agreement and the Machinery Agency Agreement before the listing date of the Company. The said sum of HK\$20 million shall not be released and returned to the controlling shareholders until and after all claims, if any, related to the above have been concluded and fully settled and/or time-barred in both Hong Kong and Macau.

本公司控股股東亦就本集團於2014年10月16日(即本公司上市日期)或之前所賺取的收入而須支付的稅項，向本集團作出彌償(「彌償契據」，訂立日期為2014年9月25日，詳見本公司的招股章程)，惟已於本公司及其附屬公司截至2014年3月31日的經審核賬目中作出撥備的稅務負債除外。尤其是，控股股東已向本集團存入20,000,000港元的款項，純粹為支付本公司上市日期前澳門或香港稅務部門因此就有關機器租賃協議及機器代理協議的任何申索以及所產生的成本。上述為數20,000,000港元的款項直至所有有關上述的申索(如有)於香港及澳門已完結及完全和解及／或已過訴訟時效後，方可發放及歸還予控股股東。

Pursuant to the latest tax opinion on the Macau tax positions for the years 2013 and 2014 issued by Reanda EFA; and the tax opinion on the Hong Kong and Macau tax positions for the years 2013 and 2014 issued by Lau & Au Yeung C.P.A. Limited on 13 June 2017, (a) the final and conclusive tax assessment and final tax demand note for the years 2013 and 2014 were issued by the tax authority in Macau, the Group has fully settled the required tax for the years of assessment of 2013 and 2014 in Macau; the Macau tax assessment for the years 2013 and 2014 have been concluded, final and settled and (b) there is no tax liability so far demanded by Hong Kong tax authority in respect of the transactions and income contemplated under the Machinery Lease Agreement and the Machinery Agency Agreement and they are satisfied to conclude that no additional tax provisions are required for the above. Besides, their opinion is line with the Hong Kong tax opinions provided by Lau & Au Yeung C.P.A Limited and provided by PricewaterhouseCoopers, both of which dated 29 September 2014.

根據於2017年6月13日發出自利安達怡富(Reanda EFA)對澳門2013年及2014年稅務狀況發出的最新稅務意見以及劉歐陽(香港)會計師事務所有限公司對香港及澳門2013年及2014年稅務狀況發出的稅務意見，(a)澳門稅務部門已發出2013年及2014年最終及決定性評稅及最終評稅通知書，本集團已悉數繳付澳門2013年及2014年評稅年度所需的稅項；而澳門2013年及2014年評稅已完結、最終及獲繳付；及(b)香港稅局至今並無就機器租賃協議及機器代理協議項下交易及收入要求徵收任何稅項，且彼等信納毋須就上述作出額外稅項撥備。此外，彼等的意見與劉歐陽(香港)會計師事務所有限公司及羅兵咸永道會計師事務所日期均為2014年9月29日發出的香港稅務意見一致。

Directors' Report

董事會報告

In June 2017, the directors (including all of the independent non-executive directors) of the Company resolved to partially return HK\$17 million out of the deposit of HK\$20 million together with all the bank interests earned by the deposit to the controlling shareholders in view of the updated tax positions mentioned above and the estimate on maximum exposure made by the tax advisers of the Company. Mr. Lau Chun Ming and Ms. Leung Lai So, being the indemnifiers abstained from voting in relation to the said resolution in the board meeting.

Notwithstanding the return of the said HK\$20 million (whether in part or in full) from the Group, the controlling shareholders irrevocably confirmed that, all their obligations, save for deposit a sum of HK\$20 million to the Group, set out in the Deed of Indemnity remain valid.

AUDITOR

The consolidated financial statements for the year ended 31 March 2017 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, 23 June 2017

鑒於上述最近的稅務狀況及本公司稅務顧問作出的上限風險估計，於2017年6月，本公司董事（包括所有獨立非執行董事）議決向控股股東歸還20,000,000港元存款中的部分17,000,000港元連同該筆存款所賺取的一切銀行存款利息。彌償人劉振明先生及梁麗蘇女士已於董事會會議上就上述決議案放棄投票。

儘管本集團部分或悉數歸還以上20,000,000港元，控股股東不可撤回地確認彌償契據所載彼等的全部責任仍然有效，惟給予本集團為數20,000,000港元的存款除外。

核數師

截至2017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，2017年6月23日

Independent Auditor's Report

獨立核數師報告



羅兵咸永道



To the Shareholders of Sam Woo Construction Group Limited
(incorporated in 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”) set out on pages 70 to 163, which 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70至163頁的綜合財務報表，包括：

- the consolidated balance sheet as at 31 March 2017;
- the consolidated statement of comprehensive income for the year then ended;
- the consolidated statement of changes in equity for the year then ended;
- the consolidated statement of cash flows for the year then ended; and
- the notes to the consolidated financial statements, which include a summary of significant accounting policies.

- 於2017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，包括重要會計政策摘要。

Our opinion**我們的意見**

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 2017, and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards (“HKFRSs”) issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”) and have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

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》真實而中肯地反映了貴集團於2017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。

Independent Auditor's Report

獨立核數師報告

BASIS FOR OPINION

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

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

Independence

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

KEY AUDIT MATTERS

Key audit matters are those matters that, in our professional 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.

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」)，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)

關鍵審計事項(續)

Key audit matter identified in our audit is summarised as follows:

我們在審計中識別的關鍵審計事項概述如下：

- Accounting for construction contracts – estimated costs and profit recognition
- Estimated useful lives and residual values of plant and equipment
- 建築合約的會計處理 – 估計成本及溢利確認
- 機械及設備的估計可使用年期及剩餘價值

Key Audit Matter

How our audit addressed the Key Audit Matter

關鍵審計事項

我們的審計如何處理關鍵審計事項

Accounting for construction contracts – estimated costs and profit recognition

建築合約的會計處理 – 估計成本及溢利確認

Refer to note 2.11 in the summary of significant accounting policies, note 5 to the consolidated financial statements.

請參閱重大會計政策概要附註2.11及綜合財務報表附註5。

For the year ended 31 March 2017, the Group's entire gross profit of HK\$145,225,000 was derived from construction works.

截至2017年3月31日止年度，貴集團全部毛利145,225,000港元乃來自建築工程。

The recognition of costs and profit on construction contracts 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.

建築合約的成本及溢利乃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確認。

Our procedures in relation to management's accounting for percentage of completion of construction work, estimated costs and profit recognition of construction contracts included:

就管理層對建築合約的建築工程完工百分比、估計成本及溢利確認的會計處理，我們已採取的程序包括：

- We assessed and tested the key controls over the budgetary process.
- 我們已評估及測試預算過程中的主要監控。
- We inspected material construction contracts of the Group for agreed contract sum and variations, if any.
- 我們已檢視貴集團的重大建築工程合約的協定合約金額及變更（如有）。
- We checked the stage of completion to the external architects' and quantity surveyors' certificates; and tested, on a sample basis, the revenue recognition based on percentage of completion and the calculations of contract costs and gross profits.
- 我們已核對完工階段與對外建築師及工料測量師證明，並按照完工百分比對收益確認、合約成本和毛利的計算進行抽樣測試。

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KEY AUDIT MATTERS (Continued)

關鍵審計事項 (續)

Key Audit Matter

關鍵審計事項

Recognition of costs and profit on contracts requires significant judgement and estimates of budgeted gross profit as well as the expected recovery of costs arising from additional work performed throughout the contracts.

合約的成本及溢利確認需要對預測毛利及預期於整段合約期間因進行額外工程而產生的成本能否收回進行重大判斷及估計。

Costs and profit recognition requires significant time and resources to audit due to the magnitude as well as the judgement and estimates involved.

基於所涉及的金額龐大並且判斷及估計重大，因此成本及溢利確認需要動用大量時間及資源進行審計。

How our audit addressed the Key Audit Matter

我們的審計如何處理關鍵審計事項

- We selected, on a sample basis, contracts to examine management's budget of the cost component, such as costs of materials, subcontracting fees and labour costs, etc. We compared the budgeted component cost to supporting documents including but not limited to invoices, price quotation and rate of labour costs.
- 我們已抽樣選取合約，以審視管理層對材料成本、分包費用及勞務成本等成本組成部分的預算。我們將預算組成部分的成本與佐證文件互相比對，當中包括但不限於發票、報價單及勞務成本價格。
- For each selected contract, we compared by cost component of the actual cost incurred up to year end to the budgeted cost and obtained explanation from management for any material variation.
- 對於每份經選取的合約，我們已將各成本組成部分截至年末發生的實際金額與預算金額互相比對，並就任何重大差異向管理層取得解釋說明。
- We compared the historical actual gross profit margin to those budgeted to assess the quality of management budgetary process.
- 我們已比較過往實際毛利率與預算毛利率，以評估管理預算過程的品質。

Independent Auditor's Report

獨立核數師報告



KEY AUDIT MATTERS (Continued)

關鍵審計事項(續)

Key Audit Matter

關鍵審計事項

How our audit addressed the Key Audit Matter

我們的審計如何處理關鍵審計事項

- We discussed with the Group's quantity surveyors and project managers about the status of the projects, to identify any variations of contracts and claims, and to obtain explanations for fluctuations in margins and changes in budget as well as the expected recovery of variations. We also inspected the correspondence with customers and sub-contractors and the minutes of management's regular internal meetings, on a sample basis, for corroboration of their explanations.
- 我們已與貴集團的工料測量師及項目經理討論項目狀況，以識別有否合約變更及申索，並就溢利率波動、預算變動及預期能否收回合約變更取得解釋說明。我們亦已抽樣檢視與客戶及分包商之間的通訊以及管理層內部會議的會議紀錄，以佐證他們的說法。
- For projects with potential dispute with customers, we discussed with the Group's external project advisers the basis in concluding the minimum amount the Group is able to realise from the projects. We inquired their basis of conclusion and checked relevant evidence including agreements and correspondence with customers and sub-contractors.
- 對於可能與客戶出現爭議的項目，我們已自貴集團的外聘法律顧問取得書面意見，討論貴集團可從項目變現的最低金額的推斷基準。我們已查詢他們的推斷基準，並核實相關證據，包括與客戶及分包商之間的協議及通訊。

We found the judgement and estimates adopted by management in determining the estimated costs and profit recognition of construction contracts are supported by available evidence.

就管理層在釐定建築合約的估計成本及溢利確認時所應用的判斷及所採納的估計方面，我們並無發現任何重大問題。

Independent Auditor's Report

獨立核數師報告

KEY AUDIT MATTERS (Continued)

關鍵審計事項 (續)

Key Audit Matter

關鍵審計事項

Estimated useful lives and residual values of plant and equipment

Refer to note 2.5 in the summary of significant accounting policies, note 4(a) in the critical accounting estimates and judgements and note 13 to the consolidated financial statements.

請參閱重大會計政策概要附註2.5、綜合財務報表附註4(a)重要會計估計及判斷以及附註13。

As at 31 March 2017, there was plant and equipment of HK\$633,527,000 million. For the year ended 31 March 2017, depreciation of HK\$25,268,000 was recognised.

於2017年3月31日，機械及設備為633,527,000港元。截至2017年3月31日止年度，已確認折舊25,268,000港元。

Management estimates useful lives of the plant and equipment by reference to 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. Depreciation expense would be significantly affected by the useful lives and residual values of the plant and equipment as estimated by management.

管理層乃參考行業慣例、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鐵的價值。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。

How our audit addressed the Key Audit Matter

我們的審計如何處理關鍵審計事項

機械及設備的估計可使用年期及剩餘價值

Our procedures in relation to management's estimated useful lives and residual values of plant and equipment included:

就管理層對機械及設備的估計可使用年期及剩餘價值，我們已採取的程序包括：

- We discussed with the management on trends of prevailing market values for equivalent aged assets for each category of plant and equipment and the value of scrap metal at year end. We performed research to verify the management's representation.
- 我們已與管理層討論各類機械及設備的同等賬齡資產的現行市值走勢及廢鐵於年末的價值。我們已進行研究以核實管理層的陳述。
- We sample checked market quotations and recent scrap metal price to assess whether the residual value of each type of plants and machineries are within reasonable range.
- 我們已抽樣核對市場報價及廢鐵的近期價格以評估各類機械及設備的剩餘價值屬合理範圍。
- We reviewed the sensitivity analysis performed by management on financial impact of fluctuation on residual values to depreciation.
- 我們已審閱管理層對剩餘價值波動與折舊的財務影響進行的敏感性分析。

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KEY AUDIT MATTERS (Continued)

關鍵審計事項 (續)

Key Audit Matter

關鍵審計事項

Due to the significant judgement and estimates involved, specific audit focus was placed on this area.

由於所涉及的判斷及估計重要，故對此方面的審計工作給予特別重視。

How our audit addressed the Key Audit Matter

我們的審計如何處理關鍵審計事項

- We assessed useful lives by benchmarking to other industry players and performing research on changes or improvements in the market which could result in technical or commercial obsolescence. Furthermore, we tested, on a sample basis, usage and movement of the assets among different construction projects and expenditure of repair and maintenance.
- 我們以其他業界的基準及因市場變化或改善導致的技術或商業方面過時進行研究來評估可使用年期。另外，我們已抽樣測試不同建築項目的資產用途及變動以及維修及保養的開支。
- We tested, on a sample basis, whether additions to plant and equipment have been recorded in proper categories with relevant useful lives and residual values, for the calculation of depreciation.
- 就計提折舊，我們已抽樣測試機械及設備的添置是否記錄於合適的相關可使用年期及剩餘價值類別。

We found the judgement and estimates in determining the useful lives and residual values of plant and equipment are supported by available evidence.

我們認為，於釐定機械及設備的可使用年期及剩餘價值時運用的判斷及估計是有足夠證據支持的。

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.

RESPONSIBILITIES OF DIRECTORS AND AUDIT COMMITTEE FOR THE CONSOLIDATED FINANCIAL STATEMENTS

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

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

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

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。

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》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督貴集團的財務報告過程。

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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上或承擔任何責任。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。

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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.

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。

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

(Continued)

- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

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

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

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

The engagement partner on the audit resulting in this independent auditor's report is Chan Hin Gay, Gabriel.

核數師就審計綜合財務報表承擔的責任 (續)

- 就貴集團內實體或業務活動的財務信息獲取充足、適當的審計憑證，以便對綜合財務報表發表意見。我們負責貴集團審計的方向、監督和執行。我們為審計意見承擔全部責任。

除其他事項外，我們與審核委員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。

我們還向審核委員會提交聲明，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，相關的防範措施。

從與審核委員會溝通的事項中，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陳顯基。

PricewaterhouseCoopers
Certified Public Accountants

Hong Kong, 23 June 2017

羅兵咸永道會計師事務所
執業會計師

香港，2017年6月23日

Consolidated Statement of Comprehensive Income

綜合全面收益表

For the year ended 31st March 2017 截至2017年3月31日止年度

		Note 附註	2017 HK\$'000 千港元	2016 HK\$'000 千港元
Revenue	收入	5	817,682	1,061,482
Cost of sales	銷售成本	7	(672,457)	(851,470)
Gross profit	毛利		145,225	210,012
Other (loss)/income, net	其他(虧損)/ 收益－淨額	6	(906)	1,010
Administrative expenses	行政開支	7	(45,451)	(36,655)
Operating profit	經營溢利		98,868	174,367
Finance income	財務收入	8	2,677	2,816
Finance costs	財務費用	8	(10,330)	(11,674)
Finance costs, net	財務費用－淨額	8	(7,653)	(8,858)
Profit before income tax	除所得稅前溢利		91,215	165,509
Income tax expense	所得稅開支	9	(12,235)	(12,632)
Profit and total comprehensive income for the year	年度溢利及全面收入 總額		78,980	152,877
Profit and total comprehensive income attributable to equity holders of the Company	本公司權益持有人 應佔溢利及全面 收入總額		78,980	152,877
		Note 附註	2017 HK cents	2016 HK cents
Basic and diluted earnings per share	每股基本及攤薄盈利	11	4.70	9.23

The notes on pages 75 to 163 are an integral part of these consolidated financial statements.

第75至163頁之附註為此等綜合財務報表之組成部分。

Consolidated Balance Sheet

綜合資產負債表

As at 31st March 2017 於2017年3月31日



		Note 附註	2017 HK\$'000 千港元	2016 HK\$'000 千港元
Assets	資產			
Non-current assets	非流動資產			
Plant and equipment	機械及設備	13	633,527	605,566
Deferred income tax assets	遞延所得稅資產	19	917	131
Available-for-sale financial assets	可供出售金融資產	14	19,750	—
Deposits and prepayments	按金及預付款項	15	765	2,617
			654,959	608,314
Current assets	流動資產			
Trade and retention receivables	應收貿易款項及保留金	15	157,450	295,954
Deposits, prepayments and other receivables	按金、預付款項及其他應收款項	15	6,226	592
Amounts due from customers for contract work	應收客戶合約工程金額	16	18,614	28,562
Income tax recoverable	可收回所得稅		18	116
Restricted bank balances	受限制銀行結餘	17	20,864	20,559
Short-term bank deposit	短期銀行存款	17	—	17,797
Cash and cash equivalents (excluding bank overdraft)	現金及現金等價物 (不包括銀行透支)	17	347,943	183,060
			551,115	546,640
Total assets	資產總值		1,206,074	1,154,954
Equity	權益			
Capital and reserves	資本及儲備			
Share capital	股本	18(a)	4,200	4,200
Reserves	儲備	18(b)	692,031	650,851
Total equity	權益總額		696,231	655,051

The notes on pages 75 to 163 are an integral part of these consolidated financial statements.

第75至163頁之附註為此等綜合財務報表之組成部分。

Consolidated Balance Sheet

綜合資產負債表

As at 31st March 2017 於2017年3月31日

		Note 附註	2017 HK\$'000 千港元	2016 HK\$'000 千港元
Liabilities	負債			
Non-current liabilities	非流動負債			
Long-term borrowings	長期借款	22	53,120	120,873
Deferred income tax liabilities	遞延所得稅負債	19	53,453	43,782
Amount due to a director	應付一名董事款項	21, 26(d)	20,864	20,559
			127,437	185,214
Current liabilities	流動負債			
Trade and retention payables	應付貿易款項及保留金	20	79,534	87,307
Accruals and other payables	應計款項及其他應付款項	20	13,969	16,298
Amounts due to customers for contract work	應付客戶合約工程金額	16	82,707	28,672
Borrowings	借款	22	198,621	167,444
Income tax payable	應付所得稅		7,575	14,968
			382,406	314,689
Total liabilities	負債總額		509,843	499,903
Total equity and liabilities	權益及負債總額		1,206,074	1,154,954

The financial statements on pages 70 to 163 were approved by the Board of Directors on 23 June 2017 and were signed on its behalf.

第70至163頁之財務報表已於2017年6月23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

Leung Lai So

梁麗蘇

Director

董事

The notes on pages 75 to 163 are an integral part of these consolidated financial statements.

第75至163頁之附註為此等綜合財務報表之組成部分。

Consolidated Statement of Changes in Equity

綜合權益變動表

For the year ended 31st March 2017 截至2017年3月31日止年度



		Share capital 股本 HK\$'000 千港元	Share premium 股份溢價 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
At 1 April 2015	於2015年4月1日	4,000	135,893	10,500	377,387	527,780
Comprehensive income	全面收入					
Profit for the year	本年度溢利	-	-	-	152,877	152,877
Contribution by and distribution to owners	擁有人的出資及 向其作出的分派					
Issuance of placement shares (note 18)	發行配售股份 (附註18)	200	58,194	-	-	58,394
Final dividends relating to the year ended 31 March 2015	有關截至2015年3月31日 止年度的末期股息	-	-	-	(63,000)	(63,000)
Interim dividend relating to the year ended 31 March 2016 (note 10)	有關截至2016年3月31日 止年度的中期股息 (附註10)	-	-	-	(21,000)	(21,000)
At 31 March 2016	於2016年3月31日	4,200	194,087	10,500	446,264	655,051
At 1 April 2016	於2016年4月1日	4,200	194,087	10,500	446,264	655,051
Comprehensive income	全面收入					
Profit for the year	本年度溢利	-	-	-	78,980	78,980
Contribution by and distribution to owners	擁有人的出資及 向其作出的分派					
Final dividends relating to the year ended 31 March 2016 (note 10)	有關截至2016年3月31日 止年度的末期股息 (附註10)	-	-	-	(29,400)	(29,400)
Interim dividend relating to the year ended 31 March 2017 (note 10)	有關截至2017年3月31日 止年度的中期股息 (附註10)	-	-	-	(8,400)	(8,400)
At 31 March 2017	於2017年3月31日	4,200	194,087	10,500	487,444	696,231

The notes on pages 75 to 163 are an integral part of these consolidated financial statements.

第75至163頁之附註為此等綜合財務報表之組成部分。

Consolidated Statement of Cash Flows

綜合現金流量表

For the year ended 31st March 2017 截至2017年3月31日止年度

	Note 附註	2017 HK\$'000 千港元	2016 HK\$'000 千港元
Cash flows from operating activities			
Net cash generated from operations	25(a)	313,230	187,481
Interest paid		(6,173)	(7,153)
Interest received		2,677	2,816
Interest element of finance lease payments	8	(3,852)	(4,087)
Restricted bank balances	17	(305)	17,022
Hong Kong profits tax paid		(10,645)	(5,922)
Net cash generated from operating activities		294,932	190,157
Cash flows from investing activities			
Acquisition of available for sales investment	14	(19,750)	—
Purchase of plant and equipment		(53,454)	(53,127)
Prepayment for purchase of plant and equipment		—	(629)
Proceeds from sales of plant and equipment	25(b)	28	—
Decrease/(increase) in short-term bank deposits		17,797	(9,797)
Net cash used in investing activities		(55,379)	(63,553)
Cash flows from financing activities			
Capital element of finance lease payments		(60,868)	(48,978)
Drawdown of long-term bank loans		30,585	67,800
Repayment of long-term bank loans		(107,857)	(55,970)
Drawdown of short-term bank loans		204,916	316,414
Repayment of short-term bank loans		(103,643)	(391,728)
Decrease in restricted bank balances	17	—	17,460
Proceeds from issuance of ordinary shares		—	60,200
Share issuance costs		—	(1,806)
Dividend paid		(37,800)	(84,000)
Net cash used in financing activities		(74,667)	(120,608)
Net increase in cash and cash equivalents		164,886	5,996
Cash and cash equivalents at beginning of the year		183,057	177,061
Cash and cash equivalents at end of the year		347,943	183,057
Analysis of cash and cash equivalents			
Cash and cash equivalents	17	347,943	183,060
Bank overdraft	22	—	(3)
		347,943	183,057

The notes on pages 75 to 163 are an integral part of these consolidated financial statements.

第75至163頁之附註為此等綜合財務報表之組成部分。

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, 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 SIGNIFICANT 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 Company have been prepared in accordance with Hong Kong Financial Reporting Standards (“HKFRS”) issued by the Hong Kong Institute of Certified Public Accountants and have been prepared under the historical cost convention.

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, 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 重大會計政策概要

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

本公司之綜合財務報表乃根據香港會計師公會所頒佈之香港財務報告準則(「香港財務報告準則」)編製，並以歷史成本法編製。

Notes to the Consolidated Financial Statements

綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.1 Basis of preparation (Continued)

The preparation of the financial statements in conformity with HKFRSs 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.

(a) New and amended standards adopted by the Group

The following new standard and amendments to standards are mandatory for the Group's financial year beginning 1 April 2016 and have been adopted by the Group:

HKAS 1 (Amendment)	Disclosure initiative
HKAS 16 and HKAS 38 (Amendments)	Clarification of Acceptable Methods of Depreciation and Amortisation
HKAS 16 and HKAS 41 (Amendments)	Agriculture: Bearer Plants
HKAS 27 (Amendment)	Equity Method in Separate Financial Statements
HKFRS 10, HKFRS 12 and HKAS 28 (Amendment)	Investment Entities: Applying the Consolidation Exception
HKFRS 11 (Amendment)	Accounting for Acquisitions of Interest in Joint Operations
HKFRS 14	Regulatory Deferral Accounts
HKFRSs (Amendment)	Annual Improvements 2012-2014 Cycle

The adoption of these new standard and amendments to standards does not have any significant impact to the results and financial position of the Group's consolidated financial statements.

2 重大會計政策概要(續)

2.1 編製基準(續)

根據香港財務報告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。

(a) 本集團採納的新訂及經修訂準則

以下新準則及準則之修訂於本集團開始於2016年4月1日的財政年度強制使用，並經本集團採用：

香港會計準則第1號 (修訂)	披露計劃
香港會計準則第16號及香港會計準則第38號 (修訂)	折舊和攤銷的可接受方法的澄清
香港會計準則第16號及香港會計準則第41號 (修訂)	生產性植物
香港會計準則第27號 (修訂)	獨立財務報表的權益法
香港財務報告準則第10號、香港財務報告準則第12號及香港會計準則第28號 (修訂)	投資實體：應用綜合入賬之例外情況
香港財務報告準則第11號 (修訂)	收購共同經營權益的會計法
香港財務報告準則第14號	監管遞延賬目
香港財務報告準則 (修訂)	2012年至2014年週期的年度改進

採納該等新準則及準則之修訂對本集團綜合財務報表的業績及財務狀況不會有重大影響。

Notes to the Consolidated Financial Statements

綜合財務報表附註



2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.1 Basis of preparation (Continued)

(b) New and amended standards not yet adopted

The following new standards and amendments have been issued but are not effective for the financial year beginning on or after 1 April 2016 and have not been early adopted:

HKAS 7 (Amendment)	Statement of Cash Flows – Disclosure ⁽¹⁾
HKAS 12 (Amendment)	Income Taxes – Recognition of Deferred Tax Assets for Unrealised Losses ⁽¹⁾
HKFRS 2 (Amendment)	Classification and Measurement of Share-based Payment Transactions ⁽²⁾
HKFRS 9	Financial Instruments ⁽²⁾
HKFRS 10 and HKAS 28 (Amendments)	Sale or Contribution of Assets between an Investor and its Associate and Joint Venture ⁽³⁾
HKFRS 15	Revenue from Contracts with Customers ⁽²⁾
HKFRS 15 (Amendment)	Classifications to HKFRS 15 ⁽²⁾
HKFRS 16	Leases ⁽⁴⁾

⁽¹⁾ Effective for the Group for annual period beginning on 1 January 2017.

⁽²⁾ Effective for the Group for annual period beginning on 1 January 2018.

⁽³⁾ To be determined.

⁽⁴⁾ Effective for the Group for annual periods beginning on 1 January 2019.

Management is in the process of making an assessment on the impact of these new and revised standards, amendments or interpretations. Other than HKFRS 9, HKFRS 15 and HKFRS 16 which may have an impact on the Group's consolidated financial statements, the directors of the Group do not anticipate that the application of the other new and amendments to HKFRS will have material impact on the results and financial position of the Group.

2 重大會計政策概要 (續)

2.1 編製基準 (續)

(b) 尚未採納的新訂及經修訂準則

以下新訂準則及修訂已頒佈，但於2016年4月1日或之後開始的財政年度尚未生效，以及並未提早應用：

香港會計準則第7號 (修訂)	現金流量表 – 披露 ⁽¹⁾
香港會計準則第12號 (修訂)	所得稅 – 就未變現虧損確認遞延稅項資產 ⁽¹⁾
香港財務報告準則第2號 (修訂)	以股份支付交易之分類及計量 ⁽²⁾
香港財務報告準則第9號	金融工具 ⁽²⁾
香港財務報告準則第10號及香港會計準則第28號 (修訂)	投資者與其聯營企業及合營企業之間的資產出售或注資 ⁽³⁾
香港財務報告準則第15號	來自客戶合約的收入 ⁽²⁾
香港財務報告準則第15號 (修訂)	香港財務報告準則第15號之分類 ⁽²⁾
香港財務報告準則第16號	租賃 ⁽⁴⁾

⁽¹⁾ 於2017年1月1日開始的年度期間對本集團有效。

⁽²⁾ 於2018年1月1日開始的年度期間對本集團有效。

⁽³⁾ 有待釐定。

⁽⁴⁾ 於2019年1月1日開始的年度期間對本集團有效。

管理層正在評估該等新訂及經修訂準則、修訂本或詮釋的影響。除香港財務報告準則第9號、香港財務報告準則第15號及香港財務報告準則第16號可能對本集團之綜合財務報表有影響外，本集團董事並不預期採用其他新訂及經修訂香港財務報告準則將對本集團之業績及財務狀況有重大影響。

Notes to the Consolidated Financial Statements

綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.1 Basis of preparation (Continued)

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

HKFRS 9 Financial Instruments

The new standard addresses the classification, measurement and derecognition of financial assets and financial liabilities, introduces new rules for hedge accounting and a new impairment model for financial assets.

While the Group has yet to undertake a detailed assessment of the classification and measurement of financial assets currently classified as available-for-sale financial assets would appear to satisfy the conditions for classification as at fair value through other comprehensive income ("FVOCI") and hence there will be no change to the accounting for these assets.

Accordingly, the Group does not expect the new guidance to have a significant impact on the classification and measurement of its financial assets.

There will be no impact on the Group's accounting for financial liabilities, as the new requirements only affect the accounting for financial liabilities that are designated at fair value through profit or loss and the Group does not have any such liabilities. The derecognition rules have been transferred from HKAS 39 Financial Instruments: Recognition and Measurement and have not been changed.

2 重大會計政策概要(續)

2.1 編製基準(續)

(b) 尚未採納的新訂及經修訂準則(續)

香港財務報告準則第9號 金融工具

此項新訂準則針對金融資產和金融負債之分類、計量和終止確認，並介紹對沖會計之新規定和金融資產之新減值模型。

雖然本集團尚未對金融資產之分類和計量進行詳細評估，但目前被分類為可供出售金融資產可選擇按公平值透過其他全面收入（「按公平值透過其他全面收入」）入賬，因此該等資產之入賬並無改變。

因此，本集團不預期新指引會對其金融資產之分類和計量有重大影響。

由於新規定僅影響被指定為按公平值透過損益入賬之金融負債之會計法，而本集團並無任何該等負債，此將不會對本集團金融負債之會計法有任何影響。終止確認規則引自香港會計準則第39號「金融工具：確認及計量」，沒有任何變動。

Notes to the Consolidated Financial Statements

綜合財務報表附註



2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.1 Basis of preparation (Continued)

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

HKFRS 9 Financial Instruments (Continued)

The new standard also introduces expanded disclosure requirements and changes in presentation. These are expected to change the nature and extent of the Group's disclosures about its financial instruments particularly in the year of the adoption of the new standard.

HKFRS 9 must be applied for financial years commencing on or after 1 January 2018. Based on the transitional provisions in the completed HKFRS 9, early adoption in phases was only permitted for annual reporting periods beginning before 1 February 2015. After that date, the new rules must be adopted in their entirety. The Group does not intend to adopt HKFRS 9 before its mandatory date.

2 重大會計政策概要(續)

2.1 編製基準(續)

(b) 尚未採納的新訂及經修訂準則(續)

香港財務報告準則第9號金融工具(續)

新訂準則亦增加披露規定和呈列之改變。預期將改變本集團有關其金融工具之披露性質和範圍，尤其是在新訂準則採納之年度內。

香港財務報告準則第9號必須在2018年1月1日之後開始之財政年度起應用。根據香港財務報告準則第9號之過渡性條款，只容許就2015年2月1日前開始之年度報告期分階段提早採納。在該日後，新規則必須全數採納。本集團不擬在強制性日期前採納香港財務報告準則第9號。

Notes to the Consolidated Financial Statements

綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.1 Basis of preparation (Continued)

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

HKFRS 15 Revenue from Contracts with Customers

The HKICPA has issued a new standard for the recognition of revenue. This will replace HKAS 18 which covers contracts for goods and services and HKAS 11 which covers construction contracts. The new standard is based on the principle that revenue is recognised when control of a good or service transfers to a customer. The standard permits either a full retrospective or a modified retrospective approach for the adoption.

Management is currently assessing the effects of applying the new standard on the Group's financial statements and has identified service revenue to be the area that is likely to be affected:

- The application of HKFRS 15 may result in the identification of separate performance obligations which could affect the timing of the recognition of revenue.

2 重大會計政策概要(續)

2.1 編製基準(續)

(b) 尚未採納的新訂及經修訂準則(續)

香港財務報告準則第15號「來自客戶合約的收入」

香港會計師公會頒佈收入確認之新訂準則。此將取代香港會計準則第18號(涵蓋出售貨品和提供服務之合約)和香港會計準則第11號(涵蓋建築合約)。新訂準則之原則為收入於貨品或服務之控制權轉移至客戶時確認。此準則容許全面追溯採納或經修改追溯方式採納。

管理層正在評估應用新準則對本集團財務報表之影響，並已識別服務收入為可能會受影響之方面。

- 應用香港財務報告準則第15號可能引致獨立履約責任之識別且其可能影響收入確認之時間。

Notes to the Consolidated Financial Statements

綜合財務報表附註



2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.1 Basis of preparation (Continued)

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

HKFRS 15 Revenue from Contracts with Customers (Continued)

HKFRS 15 is mandatory for financial years commencing on or after 1 January 2018. At this stage, the Group does not intend to adopt the standard before its effective date.

HKFRS 16 Leases

HKFRS 16 will result in almost all leases being recognised on the consolidated balance sheet, as the distinction between operating and finance leases is removed. Under the new standard, an asset (the right to use the leased item) and a financial liability to pay rentals are recognised. The only exceptions are short-term and low-value leases.

The accounting for lessors will not significantly change.

2 重大會計政策概要(續)

2.1 編製基準(續)

(b) 尚未採納的新訂及經修訂準則(續)

香港財務報告準則第15號「來自客戶合約的收入」(續)

香港財務報告準則第15號於2018年1月1日或之後開始之財政年度強制施行。於此階段，本集團不擬於其生效日期前採納該準則。

香港財務報告準則第16號「租賃」

香港財務報告準則第16號將引致絕大部分租賃於綜合資產負債表確認，乃因經營與融資租賃間之區分被刪除。根據新準則，資產(使用租賃項目之權利)及支付租金之金融負債被確認。唯一之例外情況是短期及低價值租賃。

出租人入賬將無重大變化。

Notes to the Consolidated Financial Statements

綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.1 Basis of preparation (Continued)

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

HKFRS 16 Leases (Continued)

The standard will affect primarily the accounting for Group's operating leases. As at the reporting date, the Group has non-cancellable operating lease commitments of HK\$8,737,000, see note 23(b). Directors do not foresee any material impact on the net profit of the Group as a result of adoption of HKFRS16.

Some of the commitments may be covered by the exception for short-term and low value leases and some commitments may relate to arrangements that will not qualify as leases under HKFRS 16.

The new standard is mandatory for financial years commencing on or after 1 January 2019. At this stage, the Group does not intend to adopt the standard before its effective date.

2 重大會計政策概要(續)

2.1 編製基準(續)

(b) 尚未採納的新訂及經修訂準則(續)

香港財務報告準則第16號「租賃」(續)

該準則將主要影響本集團經營租賃之入賬。於報告日期，本集團擁有不可撤銷經營租賃承擔8,737,000港元(附註23(b))。董事並不預期因採納香港財務報告準則第16號會對本集團純利有任何重大影響。

若干承擔可能因短期及低價值租賃而屬例外情況，及若干承擔可能與不符合租賃條件(按香港財務報告準則第16號)之安排有關。

新準則於2019年1月1日或之後開始之財政年度強制施行。於此階段，本集團不擬於其生效日期前採納該準則。

Notes to the Consolidated Financial Statements

綜合財務報表附註



2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.2 Subsidiaries

2.2.1 Consolidation

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

The Group applies the acquisition method to account for business combinations. The consideration transferred for the acquisition of a subsidiary is the fair values of the assets transferred, the liabilities incurred to the former owners of the acquiree and the equity interests issued by the Group. The consideration transferred includes the fair value of any asset or liability resulting from a contingent consideration arrangement. Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are measured initially at their fair values at the acquisition date.

2 重大會計政策概要(續)

2.2 附屬公司

2.2.1 綜合入賬

附屬公司為本集團控制的實體(包括結構實體)。倘本集團須承擔或享有參與實體可變回報的風險及權利，且有能力透過其對實體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。就收購附屬公司轉讓的代價為本集團所轉讓資產、所產生負債及所發行股權的公平值。所轉讓代價包括或然代價安排所產生的任何資產或負債的公平值。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。

Notes to the Consolidated Financial Statements

綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.2 Subsidiaries (Continued)

2.2.1 Consolidation (Continued)

The Group recognises any non-controlling interest in the acquiree on an acquisition-by-acquisition basis. Non-controlling interests in the acquiree that are present ownership interests and entitle their holders to a proportionate share of the entity's net assets in the event of liquidation are measured at either fair value or the present ownership interests' proportionate share in the recognised amounts of the acquiree's identifiable net assets. All other components of non-controlling interests are measured at their acquisition date fair value, unless another measurement basis is required by HKFRS.

Acquisition-related costs are expensed as incurred.

The excess of the consideration transferred, the amount of any non-controlling interest in the acquiree and the acquisition-date fair value of any previous equity interest in the acquiree over the fair value of the identifiable net assets acquired is recorded as goodwill. If the total of consideration transferred, non-controlling interest recognised and previously held interest measured is less than the fair value of the net assets of the subsidiary acquired in the case of a bargain purchase, the difference is recognised directly in the consolidated statement of comprehensive income.

2 重大會計政策概要(續)

2.2 附屬公司(續)

2.2.1 綜合入賬(續)

本集團對每宗收購確認於被收購方的任何非控股權益。屬現時擁有之權益且於清盤時讓持有人有權按比例分佔實體淨資產之非控股權益，可初步按公平值或現時擁有之權益應佔被收購方可識別資產淨值的已確認金額比例計量。非控股權益的所有其他部分乃按其收購日期公平值計量，除非香港財務報告準則規定另一計量基準。

與收購有關的費用於產生時支銷。

所轉讓代價、被收購方的任何非控股權益金額、以及被收購方之前任何權益在收購日期的公平值超出所收購可識別淨資產值公平值的差額記錄為商譽。就廉價購買而言，倘計量所得出的所轉讓代價、已確認非控股權益及先前持有的權益總額低於所收購附屬公司淨資產值的公平值，則該差額直接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 SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.2 Subsidiaries (Continued)

2.2.1 Consolidation (Continued)

Intra-group transactions, balances and unrealised gains on transactions between group companies are eliminated. Unrealised losses are also eliminated. When necessary, amounts reported by subsidiaries have been adjusted to confirm with the Group's accounting policies.

2.2.2 Separate financial statements

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

Impairment testing of the investments in subsidiaries is required upon receiving a dividend from these investments if the dividend exceeds the total comprehensive income of the subsidiary in the 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 重大會計政策概要(續)

2.2 附屬公司(續)

2.2.1 綜合入賬(續)

集團內公司間交易、交易的結餘及未變現利得均予以對銷。未變現虧損亦予以對銷。有必要時，附屬公司所報告的金額已作出調整，以與本集團的會計政策一致。

2.2.2 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。

Notes to the Consolidated Financial Statements

綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.3 Segment reporting

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

2.4 Foreign currency translation

(a) Functional and presentation currency

Items included in the financial statements of each of the Group's entities are measured using the currency of the primary economic environment in which the entity operates (the "functional currency"). The consolidated financial statements are presented in 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 consolidated statement of comprehensive income.

2 重大會計政策概要(續)

2.3 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。

2.4 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 SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.4 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.

2.5 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 重大會計政策概要(續)

2.4 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。

2.5 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 SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.5 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 consolidated statement of comprehensive income 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 of the asset's carrying amount is greater than its estimated recoverable amount (note 2.6).

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

2 重大會計政策概要(續)

2.5 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當期在綜合全面收益表支銷。

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2.6)。

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 SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.6 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.

2.7 Financial assets

2.7.1 Classification

The Group classifies its financial assets in the following categories: loans and receivables, and available for sale. The classification depends on the purpose for which the financial assets were acquired. Management determines the classification of its financial assets at initial recognition.

2 重大會計政策概要(續)

2.6 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銷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產生單位(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。

2.7 金融資產

2.7.1 分類

本集團將其金融資產分類以下類別：貸款及應收款項以及可供出售。分類視乎購入金融資產的目的而定。管理層在初步確認時釐定金融資產的分類。

Notes to the Consolidated Financial Statements

綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.7 Financial assets (Continued)

2.7.1 Classification (Continued)

(a) Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. They are included in current assets, except for the amounts that are settled or expected to be settled more than 12 months after the end of the reporting period. These are classified as non-current assets. The Group's loans and receivables comprise "trade and retention receivables", "deposits and other receivables" (note 2.10), "restricted bank balances", "short-term bank deposits" and "cash and cash equivalents" (noted 2.12) in the consolidated balance sheet.

(b) Available-for-sale financial assets

Available-for-sale financial assets are non-derivatives that are either designated in this category or not classified in any of the other categories. They are included in non-current assets unless the investment matures or management intends to dispose of it within 12 months of the end of the reporting period.

2 重大會計政策概要(續)

2.7 金融資產(續)

2.7.1 分類

(a) 貸款及應收款項

貸款及應收款項為有固定或可釐定付款但無活躍市場報價的非衍生金融資產。此等項目計入流動資產內，惟報告期結束後超過12個月償付或預計將予償付的金額除外。其乃分類為非流動資產。本集團之貸款及應收款項包括於綜合資產負債表之「應收貿易款項及保留金」、「按金及其他應收款項」(附註2.10)、「受限制銀行結餘」、「短期銀行存款」及「現金及現金等價物」(附註2.12)。

(b) 可供出售金融資產

可供出售金融資產為被指定作此類別或並無分類為任何其他類別之非衍生工具。除非投資到期或管理層有意在報告期末後十二個月內出售該投資，否則此等資產列在非流動資產內。

Notes to the Consolidated Financial Statements

綜合財務報表附註



2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.7 Financial assets (Continued)

2.7.2 Recognition and measurement

Regular way purchases and sales of financial assets are recognised on the trade-date – the date on which the Group commits to purchase or sell the asset. Investments are initially recognised at fair value plus transaction costs for all financial assets not carried at fair value through profit or loss. Financial assets are derecognised when the rights to receive cash flows from the investments have expired or have been transferred and the Group has transferred substantially all risks and rewards of ownership. Loans and receivables are subsequently carried at amortised cost using the effective interest method. Available-for-sale financial assets are subsequently carried at fair value.

Changes in the fair value of monetary and non-monetary securities classified as available for sale are recognised in other comprehensive income.

When securities classified as available for sale are sold or impaired, the accumulated fair value adjustments recognised in equity are included in the consolidated statement of comprehensive income as “gains and losses from investment securities”.

Interest on available-for-sale securities calculated using the effective interest method is recognised in the consolidated statement of comprehensive income as part of other income. Dividends on available-for-sale equity instruments are recognised in the consolidated statement of comprehensive income as part of other income when the Group's right to receive payments is established.

2 重大會計政策概要(續)

2.7 金融資產(續)

2.7.2 確認及計量

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。對於並非按公平值透過損益列賬之所有金融資產之投資，初步按公平值加交易成本確認。當收取來自投資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。貸款及應收款項其後用實際利息法按攤銷成本列賬。可供出售金融資產其後按公平值列賬。

分類為可供出售之貨幣性及非貨幣性證券之公平值變動在其他全面收入中確認。

當分類為可供出售之證券售出或減值時，在權益中確認之累計公平值調整列入綜合全面收益表的「投資證券之收益及虧損」內。

可供出售證券利用實際利率法計算之利息在綜合全面收益表內確認為部分其他收入。至於可供出售權益工具之股息，當本集團收取有關款項之權利確定時，在綜合全面收益表內確認為部分其他收入。

Notes to the Consolidated Financial Statements

綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.7 Financial assets (Continued)

2.7.3 Offsetting financial instruments

Financial assets and liabilities are offset and the net amount reported in the consolidated balance sheet when there is 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 legally enforceable right must not be contingent on future events and must be enforceable in the normal course of business and in the event of default, insolvency or bankruptcy of the company or the counterparty.

2.8 Impairment of financial assets

(a) Assets carried at amortised cost

The Group assesses at the end of each reporting period whether there is objective evidence that a financial asset or group of financial assets is impaired. A financial asset or a group of financial assets is impaired and impairment losses are incurred only if there is objective evidence of impairment as a result of one or more events that occurred after the initial recognition of the asset (a "loss event") and that loss event (or events) has an impact on the estimated future cash flows of the financial asset or group of financial assets that can be reliably estimated.

2 重大會計政策概要(續)

2.7 金融資產(續)

2.7.3 抵銷金融工具

若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，並於綜合資產負債表內報告淨額。具法律約束力之行使權不得取決於未來事件及倘本公司或對方違約、無力償債或破產必須於正常業務過程中可強制執行。

2.8 金融資產減值

(a) 按攤銷成本列賬之資產

本集團會於各報告期末評估是否存在客觀證據證明一項或一組金融資產出現減值。只有當存在客觀證據證明於初步確認資產後發生一宗或多宗事件導致減值情況出現(「虧損事件」)，而該宗(或該等)虧損事件對該項或該組金融資產的估計未來現金流量構成的影響可合理估計，有關金融資產方算出現減值及產生減值損失。

Notes to the Consolidated Financial Statements

綜合財務報表附註



2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.8 Impairment of financial assets (Continued)

(a) Assets carried at amortised cost (Continued)

Evidence of impairment may include indications that the debtors or a group of debtors is experiencing significant financial difficulty, default or delinquency in interest or principal payments, the probability that they will enter bankruptcy or other financial reorganisation, and where observable data indicate that there is a measurable decrease in the estimated future cash flows, such as changes in arrears or economic conditions that correlate with defaults.

For loans and receivables category, the amount of the loss is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows (excluding future credit losses that have not been incurred) discounted at the financial asset's original effective interest rate. The carrying amount of the asset is reduced and the amount of the loss is recognised in the consolidated statement of profit or loss. If a loan or held-to-maturity investment has a variable interest rate, the discount rate for measuring any impairment loss is the current effective interest rate determined under the contract. As a practical expedient, the Group may measure impairment on the basis of an instrument's fair value using an observable market price.

2 重大會計政策概要(續)

2.8 金融資產減值(續)

(a) 按攤銷成本列賬之資產(續)

減值的證據可能包括債務人或一組債務人正面臨重大財政困難、違約或拖欠利息或本金、債務人有可能破產或進行其他財務重組，以及有可觀察數據顯示估計未來現金流量出現可計量的減少，例如與違約相關的拖欠情況或經濟狀況改變。

就貸款及應收款項類別而言，虧損金額乃根據資產賬面值與按金融資產原實際利率貼現的估計未來現金流量(不包括尚未產生的未來信用損失)現值之間的差額計量。資產的賬面值會被削減，而虧損金額則在綜合損益表內確認。倘貸款或持至到期投資按浮動利率計息，計量任何減值虧損的貼現率為按合約釐定的當前實際利率。作為可行的權宜之計，本集團可利用可觀察市場價格按某工具的公平值計量減值。

Notes to the Consolidated Financial Statements

綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.8 Impairment of financial assets (Continued)

(a) Assets carried at amortised cost (Continued)

If, in a subsequent period, the amount of the impairment loss decreases and the decrease can be related objectively to an event occurring after the impairment was recognised (such as an improvement in the debtor's credit rating), the reversal of the previously recognised impairment loss is recognised in the consolidated statement of comprehensive income.

(b) Assets classified as available for sale

The Group assesses at the end of each reporting period whether there is objective evidence that a financial asset or a group of financial assets is impaired.

For equity investments, a significant or prolonged decline in the fair value of the security below its cost is also evidence that the assets are impaired. If any such evidence exists the cumulative loss – measured as the difference between the acquisition cost and the current fair value, less any impairment loss on that financial asset previously recognised in the consolidated statement of comprehensive income – is reclassified from equity and recognised in the consolidated statement of comprehensive income. Impairment losses recognised in the consolidated statement of comprehensive income on equity instruments are not reversed through the consolidated statement of comprehensive income.

2 重大會計政策概要(續)

2.8 金融資產減值(續)

(a) 按攤銷成本列賬之資產(續)

倘減值虧損金額於其後期間減少，而能客觀釐定有關減幅與確認減值後發生的事件相關(如債務人的信貸評級改善)，則撥回過往確認的減值虧損，並於綜合全面收益表內確認。

(b) 分類為可供出售之資產

本集團在每個報告期末評估是否有客觀證據證明某一金融資產或某一金融資產組已經減值。

對於權益投資，擔保之公平值顯著或持續下跌並低於其成本，即證明該等資產已減值。如存在此等證據，累計虧損－按購買成本與當時公平值的差額，減該金融資產之前在綜合全面收益表確認的任何減值虧損計量－自權益中重新分類並在綜合全面收益表中記賬。在綜合全面收益表中就權益工具確認的減值虧損不得透過綜合全面收益表撥回。

Notes to the Consolidated Financial Statements

綜合財務報表附註



2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.9 Leased assets

The Group leases certain machinery and equipment. Leases of machinery and equipment where the Group has substantially all the risks and rewards of ownership, are classified as finance leases. Finance leases are capitalised at the lease's commencement at the lower of the fair value of the leased machinery and equipment and the present value of the minimum lease payments.

Each lease payment is allocated between the liability and finance charges so as to achieve a constant rate on the finance balance outstanding. The corresponding rental obligations, net of finance charges, are included in other short-term and other long-term payables. The interest element of the finance cost is charged to the consolidated statement of comprehensive income over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period. The machinery and equipment acquired under finance leases is depreciated over the shorter of the useful life of the asset and the lease term.

2 重大會計政策概要(續)

2.9 租賃資產

本集團租賃若干機械及設備。若本集團擁有機械及設備租賃所有權的絕大部分風險及回報，該等機械及設備租賃歸類為融資租賃。融資租賃在租賃開始時按租賃機械及設備的公平值與最低租賃付款現值兩者的較低者撥充資本。

每項租金於負債及財務開支之間分攤，以達到佔融資餘額的固定比率。相應租賃責任在扣除財務開支後計入其他短期及其他長期應付款項內。財務費用的利息部分於租賃期內在綜合全面收益表內支銷，以使佔各期間的負債餘額產生常數定期比率。根據融資租購入的機械及設備按資產的可使用年期及租賃期兩者之間的較短者計提折舊。

Notes to the Consolidated Financial Statements

綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.10 Trade and other receivables

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

Trade and other receivables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method, less allowance for impairment. See note 2.7.1(a) for further information about the Group's accounting for trade receivables and note 2.8(a) for a description of the Group's impairment policies.

2.11 Construction contracts

A construction contract is defined by HKAS 11 Construction contracts, as a contract specifically negotiated for the construction of an asset.

When the outcome of a construction contract can be estimated reliably and it is probable that the contract will be profitable, contract revenue is recognised over the period of the contract by reference to the stage of completion. Contract costs are recognised as expenses by reference to the stage of completion of the contract activity at the end of the reporting period. When it is probable that total contract costs will exceed total contract revenue, the expected loss is recognised as an expense immediately.

2 重大會計政策概要(續)

2.10 應收貿易款項及其他應收款項

應收貿易款項為在日常經營活動中就銷售商品或提供服務而應收客戶的款項。如應收貿易款項及其他應收款項的收回預期在一年或以內(如仍在正常經營週期中,則可較長時間),其被分類為流動資產;否則呈列為非流動資產。

應收貿易款項及其他應收款項初步按公平值確認,其後以實際利率法按攤銷成本減減值準備計算。本集團有關應收貿易款項之會計處理之其他資料載於附註2.7.1(a),而本集團有關減值政策之描述載於附註2.8(a)。

2.11 建築合約

香港會計準則第11號「建築合約」對建築合約的定義為就建造一項資產而特定商議的一項合約。

若建築合約的結果能可靠估計,而該合約很可能獲得盈利,則合約收入參照完工階段於合約期內確認。合約成本乃參照合約活動的完成階段於報告期末確認為費用。當總合約成本有可能超過總合約收入時,將預計虧損即時確認為費用。

Notes to the Consolidated Financial Statements

綜合財務報表附註



2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.11 Construction contracts (Continued)

When the outcome of a construction contract cannot be estimated reliably, contract revenue 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 contract revenue to the extent that may have been agreed with the customer and are capable of being reliably measured.

The Group uses the “percentage-of-completion method” to determine the appropriate amount of revenue to recognise in a given period. The stage of completion is measured by reference to work performed to date as a percentage of total contract value.

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

2.12 Cash and cash equivalents

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, and a bank overdraft. In the consolidated balance sheet, bank overdrafts are shown within borrowings in current liabilities.

2 重大會計政策概要(續)

2.11 建築合約(續)

若建築合約的成果無法可靠估計，則合約收入只能就有可收回的已產生合約成本的數額確認。

合約工程變動、索償及獎金款項應在客戶同意及在能可靠計量的情況下計入合約收入。

本集團採用「完成百分比法」釐定在某段期間內應確認的收入金額。完成階段乃參照截至結算日為止已進行工程佔總合約價值的百分比計算。

於綜合資產負債表，本集團將各合約的淨合約倉位匯報為資產或負債。若一項合約所錄得的成本加上已確認的溢利（減去已確認虧損）超過進度付款，則代表一項資產，反之則代表一項負債。

2.12 現金及現金等價物

於綜合現金流量表內，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的其他短期高度流通投資，以及銀行透支。於綜合資產負債表內，銀行透支計入流動負債中的借款內。

Notes to the Consolidated Financial Statements

綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.13 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.

2.14 Trade and other payables

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

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

2.15 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 consolidated statement of comprehensive income over the period of the borrowings using the effective interest method.

2 重大會計政策概要(續)

2.13 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)。

2.14 應付貿易款項及其他應付款項

應付貿易款項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。

2.15 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 SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.15 Borrowings (Continued)

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

Borrowings are removed from the consolidated balance sheet when the obligation specified in the contract is discharged, cancelled or expired.

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

2.16 Borrowing costs

Borrowing costs are charged to the consolidated statement of comprehensive income in the period in which they are incurred.

2 重大會計政策概要(續)

2.15 借款(續)

在貸款將很有可能部分或全部提取的情況下，就設立貸款融資時支付的費用確認為貸款的交易成本。在此情況下，該費用將遞延至提取貸款為止。在並無跡象顯示該貸款將很有可能部分或全部提取的情況下，該費用會資本化作為流動資金服務的預付款項，並於有關融資期間內予以攤銷。

若合約所指定的責任被解除、取消或終止時，借款會從綜合資產負債表被取消。

除非本集團有權無條件將債務結算遞延至結算日後至少十二個月，否則借款將被分類為流動負債。

2.16 借款成本

借款成本於其產生期間在綜合全面收益表中支銷。

Notes to the Consolidated Financial Statements

綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.17 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.

2.18 Current and deferred income tax

The tax expense for the period comprises current and deferred income tax. Tax is recognised in the consolidated statement of comprehensive income, 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 重大會計政策概要(續)

2.17 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。

2.18 即期及遞延所得稅

期內的所得稅開支包括即期及遞延所得稅。稅項乃於綜合全面收益表內確認，惟與於其他全面收入或直接於權益確認的項目有關的稅項除外。在此情況下，稅項亦分別於其他全面收入或直接於權益內確認。

Notes to the Consolidated Financial Statements

綜合財務報表附註



2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.18 Current and deferred income tax (Continued)

(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. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

(b) Deferred income tax

Inside basis differences

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

2 重大會計政策概要(續)

2.18 即期及遞延所得稅(續)

(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。其在適用情況下根據預期須向稅務機關支付的稅款設定撥備。

(b) 遞延所得稅

內部基準差異

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確認。然而，倘遞延所得稅負債自初步確認商譽產生則不會予以確認，而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，則不會入賬。遞延所得稅乃根據結算日已頒佈或實際頒佈，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。

Notes to the Consolidated Financial Statements

綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.18 Current and deferred income tax (Continued)

(b) Deferred income tax (Continued)

Inside basis differences (Continued)

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

Outside basis differences

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

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

(c) Offsetting

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

2 重大會計政策概要 (續)

2.18 即期及遞延所得稅 (續)

(b) 遞延所得稅 (續)

內部基準差異 (續)

遞延所得稅資產乃就有可能將未來應稅溢利與可動用的暫時性差額抵銷而確認。

外部基準差異

遞延所得稅乃就於附屬公司的投資所產生的應課稅暫時性差額作出撥備，惟本集團能控制暫時性差額的撥回時間，且暫時性差額不大可能在可見將來撥回的遞延所得稅負債除外。

遞延所得稅資產乃就於附屬公司的投資所產生的可扣稅暫時性差額確認，惟僅以暫時性差額有可能在將來撥回，以及有足夠應課稅溢利可供抵銷暫時性差額為限。

(c) 抵銷

當有法定可執行權利可將即期稅項資產與即期稅務負債抵銷，而遞延所得稅資產及負債與同一稅務機關向同一應課稅實體或不同應課稅實體徵收的所得稅有關，並有意按淨額結算餘款，則可將遞延所得稅資產與負債抵銷。

Notes to the Consolidated Financial Statements

綜合財務報表附註



2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.19 Government grants

Grants from the government are recognised at their fair values 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 consolidated income statement over the period necessary to match them with the costs that they are intended to compensate.

2.20 Revenue recognition

Revenue comprises the fair value of the consideration received or receivable for the sale of goods and services in the ordinary course of the Group's activities. The Group recognises revenue when the amount of revenue can be reliably measured, it is probable that future economic benefits will flow to the entity and specific criteria have been met. Revenue is shown net of sales tax, returns, rebates and discounts and after eliminating sales within the Group.

Revenue from construction contracts is recognised based on the stage of completion of the contracts as detailed in note 2.11 above.

Rental income from leasing of machinery and equipment is recognised based on the straight-line basis over the lease terms.

2 重大會計政策概要(續)

2.19 政府補助

當能夠合理地保證補助將可收取，而本集團將會符合所有附帶條件時，將政府提供的補助按其公平值確認入賬。

與成本有關之政府補助遞延入賬，並按擬補償之成本配合其所需期間在綜合收益表中確認。

2.20 收入確認

收入包括於本集團的日常業務過程中就銷售貨品及服務所收或應收代價的公平值。本集團於收入金額能夠可靠計量、未來經濟利益有可能流入實體及已符合特定標準時確認收入。收入乃經扣除銷售稅、退貨、回扣及折扣以及抵銷本集團內部的銷售後呈列。

建築合約的收入根據合約完成階段確認（詳見上文附註2.11）。

租賃機械及設備的租金收入於租賃期內以直線法確認。

Notes to the Consolidated Financial Statements

綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.20 Revenue recognition (Continued)

Interest income is recognised using the effective interest method. When a loan and receivable is impaired, the Group reduces the carrying amount to its recoverable amount, being the estimated future cash flow discounted at the original effective interest rate of the instrument, and continues unwinding the discount as interest income. Interest income on impaired loans and receivables is recognised using the original effective interest rate.

2.21 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) Retirement benefits

The Group operates defined contribution plans and pays contributions to publicly or privately administered pension insurance plans on a mandatory, contractual or voluntary basis. The Group has no further payment obligations once the contributions have been paid. The contributions are recognised as employee benefit expenses when they are due. Prepaid contributions are recognised as an asset to the extent that a cash refund or a reduction in the future payments is available.

2 重大會計政策概要(續)

2.20 收入確認(續)

利息收入以實際利率法確認。如貸款及應收款項出現減值，本集團會將其賬面值撇減至其可收回金額，即按該工具原定實際利率折現的估計未來現金流量，並繼續將折現金額兌現作利息收入。有關減值貸款及應收款項的利息收入按原定實際利率確認。

2.21 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) 退休福利

本集團設有定額供款計劃，並按強制規定、合約或自願基準向由公營或私營機構管理的退休金保險計劃作出供款。本集團於支付有關供款後再無其他付款責任。有關供款於到期時確認為僱員福利開支。預付供款於可能有現金退款或可用作扣減日後供款時確認為資產。

Notes to the Consolidated Financial Statements

綜合財務報表附註



2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.21 Employee benefits (Continued)

(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.

2.22 Operating leases

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

2.23 Dividend distribution

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

2 重大會計政策概要(續)

2.21 僱員福利(續)

(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。

2.22 經營租賃

所有權的大部分風險及回報由出租人保留的租賃均分類為經營租賃。根據經營租賃支付的款項(經扣除自出租人收取的任何獎勵後)於租賃年期內以直線法於綜合全面收益表支銷。

2.23 股息分派

向本公司股東分派的股息在本公司股東或董事(如適合)批准派息的期間於本集團的綜合財務報表及本公司的財務報表內列為負債。

Notes to the Consolidated Financial Statements

綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.24 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 重大會計政策概要(續)

2.24 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負債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。

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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.

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。

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)

(a) Market risk

(i) 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\$ and Macao Patacas ("MOP"). The majority of assets and liabilities are denominated in HK\$ and MOP, and there are no significant assets and liabilities denominated in other currencies. Management considered that the foreign exchange risk for MOP is minimal since exchange rate fluctuation was minimal.

(ii) 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 (續)

3.1 財務風險因素 (續)

(a) 市場風險

(i) 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及澳門幣(「澳門幣」)結算。資產及負債大部分以港元及澳門幣結算，且並無任何重大資產及負債以其他貨幣折算。管理層認為澳門幣的外匯風險極低，因為澳門幣的匯率波動極微。

(ii) 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)

(a) Market risk (Continued)

(ii) Interest rate risk (Continued)

As at 31 March 2017, 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\$2,276,000 (2016: HK\$2,579,000) lower/higher mainly as a result of higher/lower interest expense on floating rate borrowings.

(b) Credit risk

The Group is exposed to credit risk in relation to its cash and cash equivalents, short-term deposits, restricted bank balances, trade and retention receivables and deposits and other receivables. The Group's maximum exposure to credit risk is the carrying amounts of these financial assets.

For the year ended 31 March 2017, 97% (2016: 96%) of the Group's revenue was derived from its top two (2016: five) customers. As at 31 March 2017, the Group had concentration of credit risk as 100% (2016: 100%) of the trade receivables were due from the Group's three (2016: six) customers.

3 財務風險管理 (續)

3.1 財務風險因素 (續)

(a) 市場風險 (續)

(ii) 外匯風險 (續)

於2017年3月31日，倘借款的利率上調／下調100個基點，而所有其他因數保持不變，則年內除稅後溢利將分別減少／增加2,276,000港元（2016年：2,579,000港元），主要由於浮息借款的利息開支增加／減少所致。

(b) 信貸風險

本集團就其現金及現金等價物、短期存款、受限制銀行結餘、應收貿易款項及保留金，以及按金及其他應收款項而承受信貸風險。本集團承受的最大信貸風險為該等金融資產的賬面值。

截至2017年3月31日止年度，本集團來自兩大客戶（2016年：五大客戶）的收入佔本集團收入的97%（2016年：96%）。於2017年3月31日，由於應收貿易款項的100%（2016年：100%）為應收本集團三名（2016年：六名）客戶的款項，故本集團有信貸集中風險。

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) Credit risk (Continued)

To manage this risk, management has monitoring procedures to ensure that follow-up action is taken to recover overdue debts. In addition, management reviews regularly the recoverable amount of each individual trade and retention receivable to ensure that adequate impairment provision is made for the irrecoverable amounts.

The credit risk on deposits with bank is limited because deposits are in banks with sound credit ratings.

(c) 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.

3 財務風險管理 (續)

3.1 財務風險因素 (續)

(b) 信貸風險 (續)

為管理此風險，管理層一直監察有關程序以確保採取跟進行動收回逾期債項。此外，管理層會定期檢討各個別應收貿易款項及保留金的可收回金額，以確保就不可收回金額作出足夠減值撥備。

銀行存款的信貸風險有限，因為該等存款均存放於具良好信貸評級的銀行。

(c) 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財務資產、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。

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) Liquidity risk (Continued)

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) 流動資金風險 (續)

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情況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)

(c) Liquidity risk (Continued)

	On demand and less than 1 year 按要求及 少於一年 HK\$'000 千港元
As at 31 March 2017	於2017年3月31日
Trade and retention payables	應付貿易款項及保留金
Accruals and other payables	應計款項及其他應付款項
Amount due to a director	應付一名董事款項
Long-term bank loans	長期銀行貸款
Short-term bank loans	短期銀行貸款
Obligations under finance leases	融資租賃責任

	Between 1 and 2 years 一至兩年 HK\$'000 千港元
As at 31 March 2016	於2016年3月31日
Trade and retention payables	應付貿易款項及保留金
Accruals and other payables	應計款項及其他應付款項
Amount due to a director	應付一名董事款項
Bank overdraft	銀行透支
Long-term bank loans	長期銀行貸款
Short-term bank loans	短期銀行貸款
Obligations under finance leases	融資租賃責任

3 財務風險管理 (續)

3.1 財務風險因素 (續)

(c) 流動資金風險 (續)

Between 3 and 5 years 三至五年 HK\$'000 千港元	More than 5 years 超過五年 HK\$'000 千港元	Total 總計 HK\$'000 千港元
As at 31 March 2017	於2017年3月31日	
Trade and retention payables	應付貿易款項及保留金	
Accruals and other payables	應計款項及其他應付款項	
Amount due to a director	應付一名董事款項	
Long-term bank loans	長期銀行貸款	
Short-term bank loans	短期銀行貸款	
Obligations under finance leases	融資租賃責任	

Between 1 and 2 years 一至兩年 HK\$'000 千港元	Between 3 and 5 years 三至五年 HK\$'000 千港元	More than 5 years 超過五年 HK\$'000 千港元	Total 總計 HK\$'000 千港元
As at 31 March 2016	於2016年3月31日		
Trade and retention payables	應付貿易款項及保留金		
Accruals and other payables	應計款項及其他應付款項		
Amount due to a director	應付一名董事款項		
Bank overdraft	銀行透支		
Long-term bank loans	長期銀行貸款		
Short-term bank loans	短期銀行貸款		
Obligations under finance leases	融資租賃責任		

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, short-term bank deposit and restricted bank balances pledged for security of the borrowings. The gearing ratios were as follows:

Borrowings (including obligations under finance leases and bank overdraft) (note 22)	借款(包括融資租賃責任及銀行透支)(附註22)
Less: cash and cash equivalents and short-term bank deposit	減: 現金及現金等價物以及短期銀行存款
Net (cash)/debt	(現金)/負債淨額
Total equity	權益總額
Gearing ratio	資產負債比率

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、短期銀行存款以及就作為借款抵押品所抵押之受限制銀行結餘計算。資產負債比率如下：

2017 HK\$'000 千港元	2016 HK\$'000 千港元
251,741	288,317
(347,943)	(200,857)
(96,202)	87,460
696,231	655,051
N/A不適用	13%

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 available-for-sale financial assets) and financial liabilities, including cash and cash equivalents, short-term bank deposits, restricted bank balances, 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 director 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:

- Quoted prices (unadjusted) in active markets for identical assets or liabilities (level 1).
- Inputs other than quoted prices included within level 1 that are observable for the asset or liability, either directly (that is, as prices) or indirectly (that is, derived from prices) (level 2).
- Inputs for the asset or liability that are not based on observable market data (that is, unobservable inputs) (level 3).

Level 3

Available-for-sale financial assets
– Unlisted equity securities

第三層

可供出售金融資產
– 非上市股本證券

There were no transfers among levels 1, 2 and 3 during the year.

3 財務風險管理 (續)

3.3 公平值估計

本集團的金融資產(可供出售金融資產除外)及金融負債(包括現金及現金等價物、短期銀行存款、受限制銀行結餘、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。

應付一名董事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:

- 相同資產或負債在活躍市場的報價(未經調整)(第一層)。
- 除了第一層所包括的報價外,該資產或負債的可觀察的其他輸入,可為直接(即例如價格)或間接(即源自價格)(第二層)。
- 資產或負債並非依據可觀察市場數據的輸入(即非可觀察輸入)(第三層)。

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	2017 HK\$'000 千港元	2016 HK\$'000 千港元
Level 3 Available-for-sale financial assets – Unlisted equity securities	19,750	–
第三層 可供出售金融資產 – 非上市股本證券		

年內,於第一層、第二層及第三層之間並無轉撥。

Notes to the Consolidated Financial Statements

綜合財務報表附註

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) 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\$2,795,000 for the year ended 31 March 2017 (2016: HK\$8,116,000).

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) 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鐵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2017年3月31日止年度的折舊費用將增加2,795,000港元(2016年：8,116,000港元)。

Notes to the Consolidated Financial Statements

綜合財務報表附註



4 CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS (Continued)

(b) Estimated impairment of plant and equipment

The Group's major operating assets represent machinery and equipment. Management performs review for impairment of the plant and equipment whenever events or changes in circumstances indicate that the carrying amounts of these assets may not be recoverable.

Management considered there was no impairment indicator of machinery and equipment during the year as these assets were used for profitable construction projects, and there is a strong demand of these plant and equipment in the second hand market.

(c) Impairment of trade and retention receivables

Management determines the provision for impairment of trade and retention receivables based on the credit history of customers and the current market condition by business segment. Significant judgment is exercised on the assessment of the collectability of receivables from each customer. In making the judgment, management considers a wide range of factors such as results of follow-up procedures, customer payment trends including subsequent payments and customers' financial positions. If the financial conditions of the customers of the Group were to deteriorate, resulting in an impairment of their ability to make payments, additional allowances may be required. The final outcome of the recoverability of these receivables will impact the amount of impairment required.

4 重要會計估計及判斷 (續)

(b) 機械及設備的估計減值

本集團的主要營運資產為機械及設備。倘有事件發生或情況改變顯示機械及設備的賬面值可能無法收回，則管理層會對該等資產進行減值評估。

由於機械及設備用於可賺取利潤的建築項目，且二手市場的需求強勁，管理層認為，機械及設備於有關期間並無減值跡象。

(c) 應收貿易款項及保留金減值

管理層根據客戶的信貸記錄及業務分部的現行市況釐定應收貿易款項及保留金的減值撥備。在評估每名客戶的應收款項可收回性時，會進行重大判斷。在進行判斷時，管理層會考慮一系列因素，如跟進程序的結果、客戶的付款趨勢（包括期後付款）及客戶的財務狀況。倘本集團客戶的財務狀況轉差而削弱其付款能力，則可能需要增加撥備。該等應收款項能否收回的最終結果將對所需的減值金額構成影響。

Notes to the Consolidated Financial Statements

綜合財務報表附註

4 CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS (Continued)

(d) Construction contracts

The Group reviews and revises the estimates of contract revenue, contract costs, variation orders and contract claims prepared for each construction contract as the contract progresses. Budgeted construction costs are prepared by the management on the basis of quotations from time to time provided by the major contractors, suppliers or vendors involved and the experience of the management. In order to keep the budget accurate and up-to-date, management conducts periodic reviews of the budgets of contracts by comparing the budgeted amounts to the actual amounts incurred. Such significant estimate may have impact on the profit recognised in each period.

The Group recognised its contract revenue according to the percentage of work performed to date of the individual contract of construction works as a percentage of total contract value. Because of the nature of the activity undertaken in construction contracts, the date at which the contract activity is entered into and the date when the activity is completed usually fall into different accounting period. The Group reviews and revised the estimates of contract revenue, contract costs, variation orders and contract claims prepared for each construction contract as the contract in progress. Management regularly reviews the progress of the contracts and the corresponding costs of the contract revenue.

4 重要會計估計及判斷(續)

(d) 建築合約

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、合約成本、變更項目及合約索償估計。管理層根據參與項目的主要承建商、供應商或服務供應商不時提供的報價及管理層的經驗編製建築成本預算。為維持準確及最新的預算，管理層通過比較預算金額及實際產生金額而定期對合約預算進行審閱。該項重大估計可能影響於各期間確認的溢利。

本集團根據各建築工程合約的截至結算日為止已進行工程佔總合約價值的百分比確認合約收入。由於根據建造合約進行活動的性質，合約活動的訂立日期與活動的完成日期通常屬於不同的會計期間。本集團會於合約進行時檢討及修訂為各建築合約編製的合約收入、合約成本、變更項目及合約索償估計。管理層定期檢討合約進度及合約收入的相應成本。

Notes to the Consolidated Financial Statements

綜合財務報表附註



4 CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS (Continued)

(e) Income taxes

The Group is subject to income taxes in Hong Kong and Macau. Significant judgement is required in determining the provision for income taxes. There are many transactions and calculations for which the ultimate tax determination is uncertain. The Group recognises liabilities for anticipated tax audit issues based on estimates of whether additional taxes will be due. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such differences will impact the current and deferred income tax assets and liabilities in the period in which such determination is made.

4 重要會計估計及判斷 (續)

(e) 所得稅

本集團須繳納香港及澳門所得稅。在決定所得稅撥備時，須作出重大判斷。有多項交易及計算難以釐定其最終稅務結果。本集團根據額外稅項會否到期的估算，確認預計稅項審計事宜的債項。若該等事宜的最終稅項結果與初步入賬的金額不同，則該等差異將對作出有關釐定的期間的即期及遞延所得稅資產及負債造成影響。

Notes to the Consolidated Financial Statements

綜合財務報表附註

5 REVENUE AND SEGMENT INFORMATION

Revenue, 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 a single operating segment and reviews financial information accordingly.

(a) Segment information

The Group's revenue from external customers attributable to the countries in which the Group derives revenue and information about its non-current assets, excluding deferred income tax assets and available-for-sale financial assets, based on both the country of domicile of companies holding these assets and their physical location are detailed below:

Revenue from external customers

Hong Kong	香港
Macau	澳門

5 收入及分部資料

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：

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單一經營分部，並相應審閱財務資料。

(a) 分部資料

本集團來自外部客戶收入之國家及非流動資產（不包括遞延所得稅資產及可供出售金融資產）分類為持有該等資產的公司註冊所在國家及該等資產的實際所處位置的資料詳列如下：

來自外部客戶的收入

2017 HK\$'000 千港元	2016 HK\$'000 千港元
817,682	1,061,482

2017 HK\$'000 千港元	2016 HK\$'000 千港元
810,683	412,590
6,999	648,892
817,682	1,061,482



5 收入及分部資料(續)

(a) 分部資料(續)

非流動資產(不包括遞延所得稅資產及可供出售金融資產)

根據持有該等資產的公司註冊
所在國家及資產實際所處位置：

2017	2016
HK\$'000	HK\$'000
千港元	千港元
634,292	608,183

本集團的機械及設備由三和地基有限公司(「三和地基」)及三和機械有限公司(「三和機械」)擁有，而該兩間公司的本籍國家均為香港。

(b) 來自主要客戶的收入：

截至2017年3月31日止年度，兩名（2016年：三名）客戶為本集團的收入貢獻超過10%。來自該等客戶各自的收入於截至2017年3月31日止年度分別為401,107,000港元及390,856,000港元（2016年：638,055,000港元、156,015,000港元及154,449,000港元）。

Notes to the Consolidated Financial Statements

綜合財務報表附註

6 OTHER (LOSS)/INCOME, NET

Loss on disposal of plant and equipment	出售機械及設備的虧損
Write-off of plant and equipment	撇銷機械及設備
Government grant	政府補助
Recovery from insurance claim	保險索償收回的金額

6 其他(虧損)/收益—淨額

2017 HK\$'000 千港元	2016 HK\$'000 千港元
(19)	(496)
(1,101)	(652)
214	477
—	1,681
(906)	1,010

7 EXPENSES BY NATURE

Cost of sales	銷售成本
Construction contracts costs (note (a))	建築合約成本(附註(a))
Depreciation	折舊
— owned plant and equipment	— 自置機械及設備
— leased plant and equipment	— 租賃機械及設備
Repair and maintenance	維修及保養
Others	其他

7 按性質劃分的開支

2017 HK\$'000 千港元	2016 HK\$'000 千港元
638,093	811,994
22,040	26,524
2,715	5,572
1,107	818
8,502	6,562
672,457	851,470

Administrative expenses	行政開支
Staff costs, including directors' emoluments (note (b))	員工成本(包括董事酬金)(附註(b))
Auditors' remuneration	核數師酬金
Depreciation	折舊
— owned plant and equipment	— 自置機械及設備
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
— directors' quarters (note 29(a))	— 董事宿舍(附註29(a))
Professional fees	專業費用
Motor vehicle expenses	汽車開支
Bank charges	銀行開支
Others	其他

14,055	15,672
1,507	1,551
513	435
8,334	5,253
2,167	2,167
10,518	1,442
2,262	1,735
961	629
5,134	7,771
45,451	36,655

Total cost of sales and administrative expenses	銷售成本及行政開支總額
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717,908	888,125
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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)

Wages and salaries	工資及薪金
Pension costs – defined contribution plans (note)	退休金成本 – 定額供款計劃 (附註)
Employment benefits	僱員福利
Less: amount included in construction contracts costs or capitalised in work-in-progress	減：計入建築合約成本或在建工程資本化金額

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 Group also participates in an employee social security plan (the “Social Security Plan”) and contributes a fixed amount for each employee as required by the regulations in Macau.

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.

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。

2017 HK\$'000 千港元	2016 HK\$'000 千港元
120,939	167,701
3,924	3,203
1,046	2,183
125,909	173,087
(111,854)	(157,415)
14,055	15,672

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。

本集團亦按澳門法規規定為每名僱員參與僱員社會保障計劃 (「社會保障計劃」)，並作出固定金額供款。

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。

Notes to the Consolidated Financial Statements

綜合財務報表附註

7 EXPENSES BY NATURE (Continued)

notes: (Continued)

(c) Five highest paid individuals

For the year ended 31 March 2017, the five individuals whose emoluments were the highest in the Group include three directors (2016: three) whose emoluments were reflected in the analysis presented in note 29(a). The emoluments paid to the remaining two individuals (2016: 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
Pension costs – defined contribution plans	退休金成本 – 定額供款計劃

The emoluments of these individuals fell within the following bands:

Less than HK\$1,500,000	1,500,000港元以下
HK\$1,500,001 – HK\$2,000,000	1,500,001港元至2,000,000港元
HK\$2,000,001 – HK\$2,500,000	2,000,001港元至2,500,000港元

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)

附註：(續)

(c) 五名最高薪人士

截至2017年3月31日止年度，本集團五名最高薪人士分別包括三名(2016年：三名)董事，彼等的酬金於附註29(a)的分析中呈列。向其餘兩名(2016年：兩名)人士支付的酬金如下：

2017 HK\$'000 千港元	2016 HK\$'000 千港元
2,376	3,316
182	248
38	107
2,596	3,671

該等人士的酬金介乎以下範圍：

Number of individuals 人數

2017 HK\$'000 千港元	2016 HK\$'000 千港元
2	–
–	1
–	1
2	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 INCOME AND COSTS

8 財務收入及成本

		2017 HK\$'000 千港元	2016 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	2,677	2,816
Finance costs	財務費用		
– Interest expense on bank loans	– 銀行貸款利息開支	(6,173)	(7,153)
– Interest expense on obligations under finance leases	– 融資租賃責任的利息開支	(3,852)	(4,087)
– Interest expense on amount due to a director (note 26(b))	– 應付一名董事款項的利息開支(附註26(b))	(305)	(434)
		(10,330)	(11,674)
Finance costs, net	財務費用—淨額	(7,653)	(8,858)

Notes to the Consolidated Financial Statements

綜合財務報表附註

9 INCOME TAX EXPENSE

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

Hong Kong profits tax	香港利得稅
Current income tax	即期所得稅
Under/(over)-provision of current income tax in prior year	去年即期所得稅的撥備不足／(超額撥備)
Deferred income tax (note 19)	遞延所得稅(附註19)
Macau profits tax	澳門所得補充稅
Current income tax	即期所得稅
Under-provision of current income tax in prior year	去年即期所得稅的撥備不足

Hong Kong profits tax and Macau complementary tax have been provided at the rate of 16.5% and 12%, respectively, on the estimated assessable profit for the year ended 31 March 2017 (2016: same).

9 所得稅開支

於綜合全面收益表支銷的所得稅金額指：

2017 HK\$'000 千港元	2016 HK\$'000 千港元
3,054	8,070
25	(63)
8,885	2,066
—	2,559
271	—
12,235	12,632

截至2017年3月31日止年度，已就估計應課稅溢利分別按16.5%及12%稅率計提香港利得稅及澳門所得補充稅撥備(2016年：相同)。

Notes to the Consolidated Financial Statements

綜合財務報表附註



9 INCOME TAX EXPENSE (Continued)

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:

9 所得稅開支(續)

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：

		2017 HK\$'000 千港元	2016 HK\$'000 千港元
Profit before income tax	除所得稅前溢利	91,215	165,509
Calculated at tax rate of 16.5%	按16.5%的稅率計算的稅項	15,050	27,309
Tax effects of:	以下各項的稅務影響：		
Tax rates of overseas operation	海外業務的稅率	86	(2,199)
Income not subject to tax	毋須課稅收入	(3,618)	(19,634)
Expenses not deductible for tax purposes	不可扣稅開支	6	7,271
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	455	2
Under/(over)-provision of income tax in prior year	去年所得稅的撥備不足／(超額撥備)	296	(63)
Tax concessions	稅項減免	(40)	(54)
Income tax expense	所得稅開支	12,235	12,632

Notes to the Consolidated Financial Statements

綜合財務報表附註

10 DIVIDENDS

10 股息

Interim dividend of HK0.5 cents
(2016: HK5 cents) per ordinary
share declared and paid (note (a))

已宣派及派付的中期股息
每股普通股0.5港仙
(2016年：5港仙)
(附註(a))

Final dividend of HK1.0 cent
(2016: 1.75 HK cents) per
ordinary share (note (b))

末期股息每股普通股1.0港仙
(2016年：1.75港仙)
(附註(b))

2017
HK\$'000
千港元

2016
HK\$'000
千港元

8,400

21,000

16,800

29,400

25,200

50,400

notes:

- (a) On 29 November 2016, the Board resolved to declare an interim dividend of HK0.5 cents per shares for the year (2016: HK 5 cents).
- (b) A dividend in respect of the year ended 31 March 2017 of 1.0 HK cent (2016: 1.75 HK cents) per share, amounting to a total dividend of HK\$16,800,000 (2016: HK\$29,400,000), will be proposed at the forthcoming annual general meeting.

附註：

- (a) 於2016年11月29日，董事會議決就本年度宣派中期股息每股0.5港仙(2016年：5港仙)。
- (b) 於應屆股東週年大會上將就截至2017年3月31日止年度建議派發股息每股1.0港仙(2016年：1.75港仙)，合共股息總額16,800,000港元(2016年：29,400,000港元)。

Notes to the Consolidated Financial Statements

綜合財務報表附註



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. The weighted average number of ordinary shares used for such purpose has been retrospectively adjusted to reflect the share subdivision with effect from 23 December 2015.

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)
Weighted average number of ordinary shares for the purpose of calculating basic earnings per share (thousands)	計算每股基本盈利的普通股加權平均數(千股)

Basic earnings per share (HK cents) 每股基本盈利(港仙)

(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 at the year end (2016: same).

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。用於計算普通股的加權平均數已為反映2015年12月23日起生效的股份拆細而作出追溯調整。

2017	2016
78,980	152,877
1,680,000	1,656,612
4.70	9.23

(b) 攤薄

每股攤薄盈利與每股基本盈利相同(2016年:相同),此乃由於年末並無未行使的潛在攤薄普通股。

Notes to the Consolidated Financial Statements

綜合財務報表附註

12 SUBSIDIARIES

The following is a list of the subsidiaries at 31 March 2017:

		Issued and			
Name	Place of	fully paid	Effective interest		Principal activities and
名稱	incorporation	share capital	held as at		place of operation
	註冊成立地點	已發行及繳足股本	所持實際權益		主營業務及營運地點
			2017	2016	
Directly held by the Company:					
由本公司直接持有：					
Sam Woo Group Limited	British Virgin Islands	US\$10,000	100%	100%	Investment holding
	英屬處女群島	10,000美元			投資控股
Capital Plus Group Limited	British Virgin Islands	US\$2	100%	–	Investment holding
	英屬處女群島	2美元			投資控股
Indirectly held by the Company:					
由本公司間接持有：					
Sam Woo Bore Pile	Hong Kong	HK\$10,000,000	100%	100%	Foundation works and ancillary
Foundation Limited					services in Hong Kong
三和地基有限公司	香港	10,000,000港元			於香港進行地基工程及
					提供附屬服務
Sam Woo Construction &	Hong Kong	HK\$100,000	100%	100%	Trading of and leasing of
Engineering Limited					machinery and equipment in
					Hong Kong
三和建設機械有限公司	香港	100,000港元			於香港買賣及租賃機械及設備

12 附屬公司

以下為於2017年3月31日的附屬公司名單：

Notes to the Consolidated Financial Statements

綜合財務報表附註



12 SUBSIDIARIES (Continued)

The following is a list of the subsidiaries at 31 March 2017: (Continued)

12 附屬公司 (續)

以下為於2017年3月31日的附屬公司名單：(續)

Name 名稱	Place of incorporation 註冊成立地點	Issued and fully paid share capital 已發行及繳足股本	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
			2017	2016
Indirectly held by the Company				
(Continued):				
由本公司直接持有：(續)				
Sam Woo Engineering Equipment Limited 三和機械有限公司	Hong Kong 香港	HK\$500,000 500,000港元	100%	100% Leasing of machinery and equipment in Hong Kong 於香港租賃機械及設備
Sam Woo Foundation Limited 三和地基有限公司	Macau 澳門	MOP30,000 澳門幣30,000	100%	100% Foundation works and ancillary services in Macau 於澳門進行地基工程及 提供附屬服務
Sam Woo Construction Limited 三和營造有限公司	Hong Kong 香港	HK\$10,000 10,000港元	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 香港	HK\$10,000 10,000港元	100%	100% Inactive 暫無營業
Sam Woo Civil Works Limited 三和土木有限公司	Hong Kong 香港	HK\$2 2港元	100%	100% Inactive 暫無營業

Notes to the Consolidated Financial Statements

綜合財務報表附註

12 SUBSIDIARIES (Continued)

The following is a list of the subsidiaries at 31 March 2017: (Continued)

Name 名稱	Place of incorporation 註冊成立地點	Issued and fully paid share capital 已發行及繳足股本	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
Indirectly held by the Company (Continued): 由本公司直接持有：(續)				
Sam Woo Foundation Limited	Hong Kong	HK\$2	100%	100% Foundation works and ancillary services in Hong Kong
三和地基工程有限公司	香港	2港元		於香港進行地基工程及提供附屬服務
Sam Woo Finance Limited	Hong Kong	HK\$2	100%	100% Provision of financial services to group companies
三和財務有限公司	香港	2港元		向集團公司提供金融服務
Sam Woo Offshore Engineering Limited	Hong Kong	HK\$1	100%	100% Inactive
三和海洋工程有限公司	香港	1港元		暫無業務
Sam Woo Asia Development Group Limited (formerly known as SW AA Construction Group Limited)	Hong Kong	HK\$1	100%	100% Inactive
三和亞洲發展集團有限公司 (前稱三和亞洲建築集團有限公司)	香港	1港元		暫無業務
Sam Woo Foundation Group Limited	Hong Kong	HK\$1	100%	100% Inactive
三和地基集團有限公司	香港	1港元		暫無業務
Redland Contractors Limited	Hong Kong	HK\$2	100%	100% Foundation works and ancillary services in Hong Kong
中威營造有限公司	香港	2港元		於香港進行地基工程及提供附屬服務

12 附屬公司 (續)

以下為於2017年3月31日的附屬公司名單：(續)

Notes to the Consolidated Financial Statements

綜合財務報表附註



13 PLANT AND EQUIPMENT

13 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 2015	於2015年3月31日				
Cost	成本	661,409	1,629	8,409	671,447
Accumulated depreciation	累計折舊	(154,802)	(1,207)	(6,193)	(162,202)
Net book amount	賬面淨值	506,607	422	2,216	509,245
Year ended 31 March 2016	截至2016年3月31日止年度				
Opening net book amount	年初賬面淨值	506,607	422	2,216	509,245
Additions	添置	129,491	102	757	130,350
Write-off	撇銷	(652)	–	–	(652)
Disposals	出售	(846)	–	–	(846)
Depreciation	折舊	(31,748)	(140)	(643)	(32,531)
Closing net book amount	年終賬面淨值	602,852	384	2,330	605,566
At 31 March 2016	於2016年3月31日				
Cost	成本	787,926	1,663	9,010	798,599
Accumulated depreciation	累計折舊	(185,074)	(1,279)	(6,680)	(193,033)
Net book amount	賬面淨值	602,852	384	2,330	605,566
Year ended 31 March 2017	截至2017年3月31日止年度				
Opening net book amount	年初賬面淨值	602,852	384	2,330	605,566
Additions	添置	53,178	133	1,066	54,377
Written-off	撇銷	(1,101)	–	–	(1,101)
Disposals	出售	–	–	(47)	(47)
Depreciation	折舊	(24,311)	(155)	(802)	(25,268)
Closing net book amount	年終賬面淨值	630,618	362	2,547	633,527
At 31 March 2017	於2017年3月31日				
Cost	成本	836,934	1,796	8,776	847,506
Accumulated depreciation	累計折舊	(206,316)	(1,434)	(6,229)	(213,979)
Net book amount	賬面淨值	630,618	362	2,547	633,527

Notes to the Consolidated Financial Statements

綜合財務報表附註

13 PLANT AND EQUIPMENT (Continued)

- (a) The net book amount of plant and equipment held under finance lease obligations comprises (note 22(e)):

Cost – Capitalised finance leases	成本－已撥充資本的 融資租賃
Accumulated depreciation	累計折舊
Net book amount	賬面淨值

- (b) As at 31 March 2017, plant and equipment amounting to HK\$123,233,000 (2016: HK\$138,768,000) were secured for the Group's bank borrowings (note 22(f)(iii)).

13 機械及設備 (續)

- (a) 根據融資租賃責任持有的機械及設備的賬面淨值包括 (附註 22(e)) :

2017 HK\$'000 千港元	2016 HK\$'000 千港元
130,964	221,989
(7,164)	(11,943)
123,800	210,046

- (b) 於2017年3月31日，金額為123,233,000港元 (2016年：138,768,000港元) 的機械及設備用作本集團銀行貸款的抵押 (附註22(f)(iii))。

Notes to the Consolidated Financial Statements

綜合財務報表附註



14 AVAILABLE-FOR-SALE FINANCIAL ASSETS

14 可供出售金融資產

HK\$'000
千港元

At 31 March 2016 and 1 April 2016

於2016年3月31日及
2016年4月1日

Additions

添置

—
19,750

At 31 March 2017

於2017年3月31日

19,750

Available-for-sale financial assets are unlisted equity securities in Hong Kong.

可供出售金融資產為於香港之非上市股本證券。

On 29 March 2017, the Group acquired 5% of issued capital of Gold Champion Enterprises Limited ("Gold Champion"). The acquisition is accounted for as available-for-sale financial assets (note 26(b)(iv)). Gold Champion is principally engaged in investment properties holding.

於2017年3月29日，本集團收購 Gold Champion Enterprises Limited (「Gold Champion」) 已發行股本 5%。收購以可供出售金融資產(附註26(b)(iv))入賬。Gold Champion 主要從事投資物業控股。

None of the financial assets is impaired.

概無金融資產出現減值。

The management considered the fair value of the unlisted securities approximated 5% of the net of the identifiable assets acquired and the liabilities assumed, which mainly represented the fair values of its investment properties. These investment properties which are situated in Hong Kong are valued by an independent valuer with reference to transactions in the market with properties in similar classes and locations.

管理層認為，非上市證券之公平值約佔所收購可識別資產及所承擔負債之淨額5%，主要指其投資物業之公平值。該等投資物業位於香港，乃經考慮同類及類似地點物業之成交個案後由獨立估值師進行估值。

The fair values of available-for-sale financial assets are within level 3 of the fair value hierarchy (see note 3.3).

可供出售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

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

Trade receivables	應收貿易款項
Retention receivables	應收保留金
Trade and retention receivables	應收貿易款項及保留金
Deposits, prepayments and other receivables (note)	按金、預付款項及其他應收款項(附註)
Less: non-current portion	減：非即期部分
Current portion	即期部分

note: The balance mainly represents rental deposit, prepayment for sub-contractor fee, prepayment for plant and equipment and other miscellaneous prepayments.

The credit period granted to trade customers other than for retention receivables was within 45 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.

The ageing 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
Total	總計

15 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

2017 HK\$'000 千港元	2016 HK\$'000 千港元
105,331	203,833
52,119	92,121
157,450	295,954
6,991	3,209
(765)	(2,617)
6,226	592

附註：該結餘主要為租金按金、分包費預付款項、機械及設備的預付款項以及其他雜項預付款項。

除應收保留金外，貿易客戶獲授45天以內的信貸期。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。

應收貿易款項根據發票日期作出的賬齡分析如下：

2017 HK\$'000 千港元	2016 HK\$'000 千港元
59,606	147,822
45,725	56,011
105,331	203,833

Notes to the Consolidated Financial Statements

綜合財務報表附註



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

In the consolidated balance sheet, retention receivables were classified as current assets. The ageing 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

As at 31 March 2017, retention receivables included a balance of HK\$10,134,000 with a customer. On 13 February 2017, a subsidiary of the Company has filed a civil procedure in Macau court against this customer to recover the retention receivables. The litigation is still in progress as at 31 March 2017. Taking into consideration the advice from its legal representative, the directors consider that the Group is fully entitled to payment to cover at least the balance on book.

As at 31 March 2017, there were no trade and retention receivables which were past due (2016: Nil).

The carrying amounts of trade and retention receivables approximated their fair values and were denominated in the following currencies:

HK\$	港元
MOP	澳門幣

As at 31 March 2017, there was no impairment in trade, retention or other receivables (2016: Nil).

15 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)

於綜合資產負債表內，應收保留金分類為流動資產。應收保留金根據發票日期的賬齡如下：

2017 HK\$'000 千港元	2016 HK\$'000 千港元
10,058	52,189
41,221	39,485
840	447
52,119	92,121

於2017年3月31日，應收保留金包括與一名客戶的結餘10,134,000港元。於2017年2月13日，本公司附屬公司針對此客戶收回應收保留金向澳門法院提出民事法律程序。於2017年3月31日，該訴訟仍在進行中。經考慮其法律代表的意見，董事認為，本集團有全權獲得至少可涵蓋賬冊上所示結餘的付款。

於2017年3月31日，並無已逾期的應收貿易款項及保留金（2016年：無）。

應收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：

2017 HK\$'000 千港元	2016 HK\$'000 千港元
125,651	219,792
31,799	76,162
157,450	295,954

於2017年3月31日，應收貿易、保留金或其他應收款項並無減值（2016年：無）。

Notes to the Consolidated Financial Statements

綜合財務報表附註

16 CONTRACTING WORK-IN-PROGRESS

16 在建合約工程

		2017 HK\$'000 千港元	2016 HK\$'000 千港元
Contract costs incurred plus attributable profits less foreseeable losses to date	截至該日所產生的合約成本加應佔溢利減可預見虧損	1,169,814	1,148,288
Progress billings to date	截至該日的進度付款	(1,233,907)	(1,148,398)
		(64,093)	(110)
Included in current assets/(liabilities) are the following:	計入流動資產／(負債)的金額如下：		
Due from customers for contract work	應收客戶合約工程金額	18,614	28,562
Due to customers for contract work	應付客戶合約工程金額	(82,707)	(28,672)
		(64,093)	(110)

As at 31 March 2017, amounts due from customers for contract work included a balance of HK\$9,374,000 (2016: HK\$9,374,000) not yet certified by a customer. On 14 November 2013, a subsidiary of the Company served a notice of arbitration to this customer to settle the dispute on the final payment of the contract. The arbitration is still in progress as at 31 March 2017. Taking into consideration the advice from its legal representative, the directors consider that the Group is fully entitled to payment to cover at least the balance on book.

於2017年3月31日，應收客戶合約工程金額包括一名客戶尚未核實的結餘9,374,000港元（2016年：9,374,000港元）。於2013年11月14日，本公司附屬公司向該名客戶發出仲裁通知，藉此解決有關合約最終付款的糾紛。該仲裁於2017年3月31日仍在進行中。經考慮其法律代表的意見，董事認為本集團有全權獲得至少可涵蓋賬冊上所示結餘的付款。

Notes to the Consolidated Financial Statements

綜合財務報表附註



16 CONTRACTING WORK-IN-PROGRESS (Continued)

In connection with the listing of the Company on the Main Board of The Stock Exchange of Hong Kong Limited, a deed of indemnity (the “Deed of Indemnity”) was signed on 25 September 2014, pursuant to which Mr. Lau Chun Ming, a director of the Company, irrecoverably and unconditionally undertakes to pay up the entire sum or the shortfall, if any, on demand by the Group if the Group fails to recover such amount of HK\$9,374,000.

16 在建合約工程 (續)

於2014年9月25日，就本公司於香港聯合交易所有限公司主板上市簽訂一份彌償契據（「彌償契據」），據此，本公司董事劉振明先生不可撤回及無條件承諾，倘本集團未能收回有關款項9,374,000港元，彼將應本集團要求全額支付有關金額或差額（如有）。

17 CASH AND CASH EQUIVALENTS

17 現金及現金等價物

		2017 HK\$'000 千港元	2016 HK\$'000 千港元
Cash at bank	銀行現金	347,899	183,010
Cash on hand	手頭現金	44	50
Cash and cash equivalents	現金及現金等價物	347,943	183,060
Restricted bank balances	受限制銀行結餘	20,864	20,559
Short-term bank deposits	短期銀行存款	—	17,797
Maximum exposure to credit risk	所承擔的最高信貸風險	368,763	221,366

note: As at 31 March 2017, the restricted bank balance represents a deposit of HK\$20,864,000 (2016: HK\$20,559,000) placed by a director (note 21).

附註：於2017年3月31日，受限制銀行結餘代表20,864,000港元（2016年：20,559,000港元）由一名董事存入的按金（附註21）。

Notes to the Consolidated Financial Statements

綜合財務報表附註

17 CASH AND CASH EQUIVALENTS (Continued)

Cash and cash equivalents include the following for the purpose of the consolidated statement of cash flows:

Cash and cash equivalents	現金及現金等價物
Bank overdraft (note 22)	銀行透支(附註22)

The carrying amounts of cash and cash equivalents, restricted bank balances and short-term bank deposit were denominated in the following currencies:

HK\$	港元
MOP	澳門幣
Others	其他

17 現金及現金等價物 (續)

就綜合現金流量表而言，現金及現金等價物包括以下各項：

2017 HK\$'000 千港元	2016 HK\$'000 千港元
347,943	183,060
—	(3)
347,943	183,057

現金及現金等價物、受限制銀行結餘以及短期銀行存款的賬面值以下列貨幣計值：

2017 HK\$'000 千港元	2016 HK\$'000 千港元
352,885	166,663
15,418	54,708
504	45
368,807	221,416

Notes to the Consolidated Financial Statements

綜合財務報表附註



18 SHARE CAPITAL, SHARE PREMIUM AND RESERVES

(a) Share capital

Ordinary Shares, authorised:

At 1 April 2015

Effect of shares subdivision (note ii)

At 31 March 2016, 1 April 2016
and 31 March 2017

Ordinary shares, issued and fully paid:

At 1 April 2015

Shares issued under the placing (note i)

Effect of shares subdivision (note ii)

At 31 March 2016, 1 April 2016 and
31 March 2017

notes:

- (i) On 17 July 2015, the Company allotted and issued 20,000,000 shares by way of placing at HK\$3.01 each. Proceeds of approximately HK\$60,200,000 were received and the related transaction costs of approximately HK\$1,806,000 were netted off with the proceeds. These shares rank pari passu in all respect with the then existing shares in issue. The excess over the par value of the shares were credited to the share premium account.
- (ii) With effective from 23 December 2015, each share of the Company of HK\$0.01 per share was subdivided into 4 shares of HK\$0.0025 per share. The number of share capital increased accordingly. Share capital is therefore presented on a post share subdivision basis.

18 股本、股份溢價及儲備

(a) 股本

Number of
shares

股份數目

HK\$

港元

1,000,000,000 10,000,000

3,000,000,000 -

4,000,000,000 10,000,000

400,000,000 4,000,000

20,000,000 200,000

1,260,000,000 -

1,680,000,000 4,200,000

附註：

- (i) 於2015年7月17日，本公司以配售方式按每股3.01港元之價格配發及發行20,000,000股股份。已收取所得款項約60,200,000港元，而相關交易成本約1,806,000港元已經與所得款項對銷。該等股份在各方面與當時的現有已發行股份享有同等地位。超出股份面值之數乃計入股份溢價賬。
- (ii) 由2015年12月23日起，本公司每股面值0.01港元之股份乃拆細為4股每股面值0.0025港元之股份。股本數目已相應增加。因此按股份拆細後基準呈列股本。

Notes to the Consolidated Financial Statements

綜合財務報表附註

18 SHARE CAPITAL, SHARE PREMIUM AND RESERVES (Continued)

(b) Share premium and reserves

At 31 March 2015	於2015年3月31日
Profit for the year	本年度溢利
Issuance of placement shares (note 18(a)(i))	發行配售股份(附註18(a)(i))
Final dividends relating to the year ended 31 March 2015	有關截至2015年3月31日止年度的末期股息
Interim dividend relating to the year ended 31 March 2016	有關截至2016年3月31日止年度的中期股息
At 31 March 2016	於2016年3月31日
Profit for the year	本年度溢利
Final dividends relating to the year ended 31 March 2016	有關截至2016年3月31日止年度的末期股息
Interim dividend relating to the year ended 31 March 2017	有關截至2017年3月31日止年度的中期股息

At 31 March 2017 於2017年3月31日

note:

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.

18 股本、股份溢價及儲備(續)

(b) 股份溢價及儲備

Share premium 股份溢價 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
135,893	10,500	377,387	523,780
-	-	152,877	152,877
58,194	-	-	58,194
-	-	(63,000)	(63,000)
-	-	(21,000)	(21,000)
194,087	10,500	446,264	650,851
-	-	78,980	78,980
-	-	(29,400)	(29,400)
-	-	(8,400)	(8,400)
194,087	10,500	487,444	692,031

附註：

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，以及根據於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



19 DEFERRED INCOME TAX

The analysis of deferred tax assets and deferred tax liabilities were as follows:

Deferred income tax asset: 遞延所得稅資產：
Recoverable after more 於12個月後收回
than 12 months

Deferred income tax liabilities: 遞延所得稅負債：
Payable or to be settled more 於12個月後應付或結清
than 12 months
Payable or to be settled 於12個月內應付或結清
within 12 months

Deferred income tax liabilities, net 遞延所得稅負債－淨額

The movement on the deferred income tax account was as follows:

At beginning of the year 於年初
Recognised in the consolidated 於綜合全面收益表內確認
statement of comprehensive income (附註 9)
At end of the year 於年終

19 遞延所得稅

遞延稅項資產及遞延稅項負債分析如下：

2017 HK\$'000 千港元	2016 HK\$'000 千港元
917	131
(53,453)	(42,045)
—	(1,737)
(52,536)	(43,651)

遞延所得稅賬目變動如下：

2017 HK\$'000 千港元	2016 HK\$'000 千港元
(43,651)	(41,585)
(8,885)	(2,066)
(52,536)	(43,651)

Notes to the Consolidated Financial Statements

綜合財務報表附註

19 DEFERRED INCOME TAX (Continued)

Deferred income tax liabilities

At 1 April 2015	於2015年4月1日
Recognised in the consolidated statement of comprehensive income	於綜合全面收益表內確認
Offset against deferred income tax assets	與遞延所得稅資產抵銷
At 31 March 2016	於2016年3月31日
Recognised in the consolidated statement of comprehensive income	於綜合全面收益表內確認
Offset against deferred income tax assets	與遞延所得稅資產抵銷
At 31 March 2017	於2017年3月31日

Deferred income tax assets

At 1 April 2015	於2015年4月1日
Recognised in the consolidated statement of comprehensive income	於綜合全面收益表內確認
Offset against deferred income tax liabilities	與遞延所得稅負債抵銷
At 31 March 2016	於2016年3月31日
Recognised in the consolidated statement of comprehensive income	於綜合全面收益表內確認
Offset against deferred income tax liabilities	與遞延所得稅負債抵銷
At 31 March 2017	於2017年3月31日

19 遞延所得稅 (續)

遞延所得稅負債

Unrealised profit 未實現溢利 HK\$'000 千港元	Accelerated tax depreciation 加速稅項折舊 HK\$'000 千港元	Total 總計 HK\$'000 千港元
–	68,200	68,200
1,737	12,641	14,378
(37)	–	(37)
1,700	80,841	82,541
–	11,372	11,372
(1,700)	–	(1,700)
–	92,213	92,213

遞延所得稅資產

Unrealised profit 未實現溢利 HK\$'000 千港元	Tax losses 稅項虧損 HK\$'000 千港元	Total 總計 HK\$'000 千港元
37	26,578	26,615
–	12,312	12,312
(37)	–	(37)
–	38,890	38,890
2,617	(130)	2,487
(1,700)	–	(1,700)
917	38,760	39,677

Notes to the Consolidated Financial Statements

綜合財務報表附註



19 DEFERRED INCOME TAX (Continued)

Deferred income tax assets (Continued)

Deferred income tax assets and liabilities are offset when there is a legally enforceable right to set off current income tax assets against current income tax liabilities and when the deferred income taxes relate to the same tax jurisdiction. The following amounts, determined after appropriate offsetting, are shown in the balance sheet.

Deferred income tax liabilities	遞延所得稅負債
Deferred income tax assets	遞延所得稅資產

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 2017, the Group had unrecognised tax losses of approximately HK\$5,624,000 (2016: HK\$2,129,000) that can be carried forward to offset against future taxable income. These tax losses have no expiry date.

19 遞延所得稅 (續)

遞延所得稅資產 (續)

遞延所得稅資產及負債於有可依法強制執行權利將即期所得稅資產與即期所得稅負債對銷，且遞延所得稅與同一稅務司法權區相關時予以抵銷。於資產負債表中載列的金額（於作出適當對銷後釐定）如下：

2017 HK\$'000 千港元	2016 HK\$'000 千港元
(53,453)	(43,782)
917	131
(52,536)	(43,651)

倘有相關稅務利益可透過未來應課稅溢利變現，則可就所結轉的稅項虧損確認遞延所得稅資產。於2017年3月31日，本集團的未獲確認稅項虧損約5,624,000港元（2016年：2,129,000港元），該等金額可結轉用作抵銷未來應課稅收入。該等稅項虧損並無到期日。

Notes to the Consolidated Financial Statements

綜合財務報表附註

20 TRADE AND RETENTION PAYABLES, ACCRUALS AND OTHER PAYABLES

20 應付貿易款項及保留金、應計款項及其他應付款項

Trade payables
Retention payables

應付貿易款項
應付保留金

Total trade and retention payables
Accruals and other payables (*note*)

應付貿易款項及保留金總額
應計款項及其他應付款項
(附註)

2017
HK\$'000
千港元

2016
HK\$'000
千港元

68,372

74,955

11,162

12,352

79,534

87,307

13,969

16,298

93,503

103,605

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、工資、法律及專業費用與運輸成本的應計款項及其他應付款項。

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The ageing 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
31 to 60 days
61 to 90 days
91 to 180 days
181 to 365 days
More than 365 days

0至30日
31至60日
61至90日
91至180日
181至365日
超過365日

2017
HK\$'000
千港元

2016
HK\$'000
千港元

67,127

67,645

387

510

28

—

—

6,524

—

89

830

187

68,372

74,955

Notes to the Consolidated Financial Statements

綜合財務報表附註



20 TRADE AND RETENTION PAYABLES, ACCRUALS AND OTHER PAYABLES (Continued)

In the consolidated balance sheet, retention payables were classified as current liabilities. The ageing of the retention payables was as follows:

Within 1 year	一年內
Between 1 and 5 years	一至五年

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

20 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，應付保留金分類為流動負債。應付保留金的賬齡如下：

2017 HK\$'000 千港元	2016 HK\$'000 千港元
3,919	11,284
7,243	1,068
11,162	12,352

應付貿易款項及保留金的賬面值與彼等的公平值相若，並以下列貨幣計值：

2017 HK\$'000 千港元	2016 HK\$'000 千港元
72,930	78,899
4,431	8,032
2,173	376
79,534	87,307

Notes to the Consolidated Financial Statements

綜合財務報表附註

21 AMOUNT DUE TO A DIRECTOR

Pursuant to the Deed of Indemnity, Mr. Lau Chun Ming, a director of the Company, irrevocably undertakes to deposit a sum of HK\$20,000,000 into a bank account under the name of the Group for the purpose of indemnifying the Group against any claims, challenges and rejections from the Hong Kong tax authority and/or Macau tax authority and costs incurred in relation to the Group's tax liabilities arising up to October 2014.

In the event that no claim in relation to taxation is instituted by both Macau tax authority and Hong Kong taxation authority against the Group within seven years after the date on which dealings in the shares on the Main Board first commenced, i.e. 16 October 2014 ("the Listing Date"), the balance shall be released and returned to Mr. Lau Chun Ming on the seventh anniversary of the Listing Date.

The balance, together with all bank interest accrued therefrom, shall not be released and returned to the director until and after all claims, if any, related to the above have been concluded and fully settled and/or time-barred in both Hong Kong and Macau.

The balance of amount due to a director is secured by restricted bank balances of HK\$20,864,000 (2016: HK\$20,559,000) and interest bearing at effective interest rate of 1.47% (2016: 2.13%).

21 應付一名董事款項

根據彌償契據，本公司董事劉振明先生不可撤回承諾，就彌償本集團被香港稅務部門及／或澳門稅務部門提出的任何申索、質詢及駁回，以及本集團截至2014年10月產生的稅務負債相關的成本，向本集團名下銀行賬戶存入存款20,000,000港元。

倘於股份首次開始於主板買賣之日（即2014年10月16日（「上市日期」））後七年內，澳門稅務部門及香港稅務部門概無對本集團提出有關稅項的申索，則餘額將於上市日期第七週年當日發放及退還予劉振明先生。

餘額連同其應計的所有銀行利息將直至所有有關上述的申索（如有）於香港及澳門已完結及完全和解及／或已過訴訟時效後，方可發放及退還予董事。

應付董事款項之結餘由受限制銀行結餘20,864,000港元（2016年：20,559,000港元）抵押，並按實際利率1.47%（2016年：2.13%）計息。

Notes to the Consolidated Financial Statements

綜合財務報表附註



22 BANK OVERDRAFTS AND BORROWINGS

22 銀行透支及借款

		2017 HK\$'000 千港元	2016 HK\$'000 千港元
Non-current	非流動		
Obligations under finance leases	融資租賃責任	26,259	66,713
Long-term bank loans	長期銀行貸款	26,861	54,160
		53,120	120,873
Current	流動		
Bank overdraft	銀行透支	—	3
Short-term bank loans	短期銀行貸款	136,933	35,660
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	36,735	72,778
Long-term bank loans due after one year which contain repayment on demand clause	載有可隨時要求償還條款於一年後到期償還的長期銀行貸款	—	13,930
Obligations under finance leases due for repayment within one year	於一年內到期償還的融資租賃責任	24,953	45,073
		198,621	167,444
Total borrowings	借款總額	251,741	288,317

Notes to the Consolidated Financial Statements

綜合財務報表附註

22 BANK OVERDRAFTS AND BORROWINGS

(Continued)

(a) The maturity of borrowings was as follows:

(i) *Bank overdraft and bank loans*

In the consolidated balance sheet, certain bank loans due for repayment after one year which contain repayment on demand clause were classified as current liabilities.

Based on the scheduled repayment terms set out in the loan agreements and ignoring the effect of any repayment on demand clause, the maturity of bank overdraft and bank loans would be as follows:

	須於要求時償還的銀行
Bank overdraft on demand	透支
Within 1 year	一年內
Between 1 and 2 years	一至兩年
Between 2 and 5 years	二至五年

(ii) *Obligations under finance leases*

The maturity of obligations under finance lease would be 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 銀行透支及借款 (續)

(a) 借款的到期情況如下：

(i) *銀行透支及銀行貸款*

於綜合資產負債表內，載有可隨時要求償還條款於一年後到期償還的若干銀行貸款分類為流動負債。

根據貸款協議所載的預定還款期，以及不考慮任何可隨時要求償還條款的影響，銀行透支及銀行貸款的到期情況如下：

2017 HK\$'000 千港元	2016 HK\$'000 千港元
—	3
173,668	108,438
19,535	44,521
7,326	23,569
200,529	176,531

(ii) *融資租賃責任*

融資租賃責任的到期情況如下：

2017 HK\$'000 千港元	2016 HK\$'000 千港元
24,953	45,073
17,140	38,606
9,119	28,107
51,212	111,786

Notes to the Consolidated Financial Statements

綜合財務報表附註



22 BANK OVERDRAFTS AND BORROWINGS

(Continued)

(a) The maturity of borrowings was as follows:

(Continued)

(iii) The obligations under finance leases are as follows:

Gross finance leases	融資租賃總額
– minimum lease payments	– 最低租賃付款
Within 1 year	一年內
Between 1 and 2 years	一至兩年
Between 2 and 5 years	二至五年
Future finance charges on finance lease	未來的融資租賃財務開支
Present value of obligations under finance leases	融資租賃責任的現值

(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
Obligations under finance leases	融資租賃責任
Bank overdraft	銀行透支

22 銀行透支及借款 (續)

(a) 借款的到期情況如下：(續)

(iii) 融資租賃責任載列如下：

2017 HK\$'000 千港元	2016 HK\$'000 千港元
26,396	48,499
17,797	40,408
9,297	28,953
53,490	117,860
(2,278)	(6,074)
51,212	111,786

(b) 加權平均利率如下：

2017 HK\$'000 千港元	2016 HK\$'000 千港元
2.4%	2.4%
3.8%	3.8%
3.7%	3.8%
N/A	2.4%

Notes to the Consolidated Financial Statements

綜合財務報表附註

22 BANK OVERDRAFTS AND BORROWINGS

(Continued)

- (c) The carrying amounts of the Group's bank overdraft and borrowings were denominated in the following currencies:

HK\$	港元
Euro	歐元

22 銀行透支及借款 (續)

- (c) 本集團銀行透支及借款的賬面值以下列貨幣計值：

2017 HK\$'000 千港元	2016 HK\$'000 千港元
194,808	262,657
56,933	25,660
251,741	288,317

- (d) The carrying amounts of the Group's borrowings approximated their fair value as the impact of discounting is not significant. The fair values are within level 2 of the fair value hierarchy.

- (d) 由於貼現影響極微，本集團的借款賬面值與其公平值相若。公平值屬於公平值層級的第二級。

- (e) As at 31 March 2017, the finance leases are secured by certain plant and equipment with carrying amounts of HK\$123,800,000 (2016: HK\$210,046,000) of certain subsidiaries and guarantees provided by the Company.

- (e) 於2017年3月31日，融資租賃以若干附屬公司賬面值為123,800,000港元（2016年：210,046,000港元）的若干機械及設備作抵押及由本公司提供擔保。

- (f) The Group's banking facilities and obligations under finance leases are subject to annual review and the utilised facilities are secured or guaranteed by:

- (f) 本集團的銀行信貸及融資租賃承擔每年均被進行審閱，且已動用信貸由以下各項作抵押或擔保：

Secured	有抵押
Unsecured	無抵押

2017 HK\$'000 千港元	2016 HK\$'000 千港元
105,358	179,868
146,383	108,449
251,741	288,317

Notes to the Consolidated Financial Statements

綜合財務報表附註



22 BANK OVERDRAFTS AND BORROWINGS

(Continued)

- (f) The Group's banking facilities and obligations under finance leases are subject to annual review and the utilised facilities are secured or guaranteed by:

(Continued)

- (i) corporate guarantees jointly granted by certain subsidiaries to the extent of Nil (2016: HK\$99,055,000) as at 31 March 2017;
- (ii) an unlimited guarantee given by certain subsidiaries as at 31 March 2017 (2016: same);
- (iii) certain plant and equipment of the Group as detailed in notes 13(a) and (b);
- (iv) an assignment of receivable over the proceeds of a construction project as at 31 March 2016 which had been released during the year ended 31 March 2017;
- (v) indemnities from subsidiaries for the issuance of guarantees or performance bonds of the Company as at 31 March 2017 (2016: same);

The Group did not breach any financial bank covenant during the year ended 31 March 2017 (2016: none).

22 銀行透支及借款 (續)

- (f) 本集團的銀行信貸及融資租賃承擔每年均被進行審閱，且已動用信貸由以下各項作抵押或擔保：(續)

- (i) 於2017年3月31日，由若干附屬公司共同提供限額為零港元（2016年：99,055,000港元）的公司擔保；
- (ii) 於2017年3月31日，由若干附屬公司提供的無限額擔保（2016年：相同）；
- (iii) 本集團之若干機械及設備（詳見附註13(a)及(b)）；
- (iv) 於2016年3月31日，建築項目所得款項的應收款項，其已於截至2017年3月31日止年度獲解除；
- (v) 於2017年3月31日，附屬公司就本公司所出具的擔保或履約保證作出的彌償保證（2016年：相同）；

截至2017年3月31日止年度，本集團並無違反任何金融銀行契諾（2016年：無）。

Notes to the Consolidated Financial Statements

綜合財務報表附註

23 COMMITMENTS

(a) Capital commitments

Capital expenditure contracted for at the end of the year but not yet incurred is as follows:

Plant and equipment	機械及設備
---------------------	-------

(b) Operating lease commitments – as lessee

The future aggregate minimum lease rental expenses in respect of hiring equipment, office and storage premises, and quarters for workers and directors under non-cancellable operating leases are as follows:

No later than 1 year	不遲於一年
Later than 1 year and no later than 5 years	遲於一年但不遲於五年

(c) Operating lease commitments – as lessor

As at 31 March 2017, the Group did not have any operating lease commitments as a lessor (2016: Nil).

23 承擔

(a) 資本承擔

於年末已訂約但尚未產生的資本開支如下：

2017 HK\$'000 千港元	2016 HK\$'000 千港元
–	3,511

(b) 經營租賃承擔－作為承租人

根據不可撤銷經營租賃就租用設備、寫字樓及倉庫物業以及員工及董事宿舍的未來最低租金開支總額須於以下期間內支付：

2017 HK\$'000 千港元	2016 HK\$'000 千港元
6,932	4,012
1,805	2,771
8,737	6,783

(c) 經營租賃承擔－作為出租人

於2017年3月31日，本集團並無以出租人身份訂有任何經營租賃承擔（2016年：無）。

Notes to the Consolidated Financial Statements

綜合財務報表附註



24 CONTINGENT LIABILITIES

As at 31 March 2017, the Group has given guarantees on performance bonds of HK\$17,751,000 and HK\$16,500,000, respectively, in respect of two construction contracts of the Group in its ordinary course of business (2016: same). The performance bonds are expected to be released in accordance with the terms of the respective construction contracts.

24 或然負債

於2017年3月31日，本集團就有關本集團日常業務範圍內的兩項建築合約的履約保函作出擔保分別為17,751,000港元及16,500,000港元（2016年：相同）。該等履約保函預計將根據各建築合約的條款解除。

25 NOTES TO THE CONSOLIDATED STATEMENT OF CASH FLOWS

25 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業務所得現金淨額的對賬：

		2017 HK\$'000 千港元	2016 HK\$'000 千港元
Profit before income tax	除所得稅前溢利	91,215	165,509
Depreciation of plant and equipment	機械及設備折舊	25,268	32,531
Loss on disposal of plant and equipment	出售機械及設備的虧損	19	496
Write-off of plant and equipment	撤銷機械及設備	1,101	652
Finance income	財務收入	(2,677)	(2,816)
Finance costs	財務費用	10,330	11,674
		125,256	208,046
Changes in working capital:	營運資金變動：		
Decrease/(increase) in trade and retention receivables	應收貿易款項及保留金減少／(增加)	138,504	(93,587)
(Increase)/decrease in deposits, prepayments and other receivables	按金、預付款項及其他應收款項(增加)／減少	(4,411)	2,609
Decrease/(increase) in amounts due from customers for contract work	應收客戶合約工程金額減少／(增加)	9,948	(1,508)
(Decrease)/increase in trade and retention payables	應付貿易款項及保留金(減少)／增加	(7,773)	50,371
Decrease in accruals and other payables	應計款項及其他應付款項減少	(2,329)	(288)
Increase in amounts due to customers for contract work	應付客戶合約工程金額增加	54,035	21,838
Net cash generated from operations	經營活動所得現金淨額	313,230	187,481

Notes to the Consolidated Financial Statements

綜合財務報表附註

25 NOTES TO THE CONSOLIDATED STATEMENT OF CASH FLOWS (Continued)

- (b) In the consolidated statement of cash flows, proceeds from disposal of plant and equipment comprise:

Net book amount (note 13)	賬面淨值(附註13)
Loss on disposal of plant and equipment (note 6)	出售機械及設備的虧損(附註6)
Non-cash proceeds from exchange of certain plant and equipment (note 25(c))	交換若干機械及設備的非現金所得款項(附註25(c))
Cash proceeds from sales of plant and equipment	出售機械及設備的現金所得款項

(c) Non-cash transactions

During the year ended 31 March 2017, (i) finance lease arrangement was entered into by the Group for acquisition of plant and equipment amounting to HK\$294,000 (2016: HK\$74,843,000); and (ii) plant and equipment amounting to Nil (2016: HK\$1,080,000) was acquired through exchange of certain plant and equipment at a carrying amount of HK\$846,000 with an additional cash consideration of HK\$730,000.

25 綜合現金流量表附註(續)

- (b) 於綜合現金流量表中，出售機械及設備的所得款項包括：

2017 HK\$'000 千港元	2016 HK\$'000 千港元
47	846
(19)	(496)
—	(350)
28	—

(c) 非現金交易

於截至2017年3月31日止年度，(i)本集團就購買294,000港元(2016年：74,843,000港元)的機械及設備訂立融資租賃安排；及(ii)零港元(2016年：1,080,000港元)的機械及設備乃透過交換賬面值為846,000港元的若干機械及設備以及額外現金代價730,000港元而收購。

Notes to the Consolidated Financial Statements

綜合財務報表附註



26 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. Lau Chun Ming

劉振明先生

Cheer Crown Limited

嘉勳有限公司

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

Sky Ease Holdings Limited

Sky Ease Holdings Limited

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. Lau Chun Ming

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

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

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

由本集團若干董事全資擁有的關聯公司

A related company wholly owned by certain directors of the Group

由本集團若干董事全資擁有的關聯公司

A related company wholly owned by Mr. Lau Chun Ming

由劉振明先生全資擁有的關聯公司

26 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

26 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:

26 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：

		2017 HK\$'000 千港元	2016 HK\$'000 千港元
<i>Continuing transactions</i>	<i>持續交易</i>		
Paid to related parties:	已付關聯人士款項：		
Rental expenses to Cheer Crown Limited (note i)	支付予嘉勵有限公司的租金開支 (附註i)	2,160	2,160
Rental expenses to East Ascent Enterprise Limited (note ii)	支付予東升企業有限公司的租金開支 (附註ii)	46	46
Rental expenses to Cheer Profit International Enterprise Limited (note ii)	支付予置利國際企業有限公司的租金開支 (附註ii)	46	46
Rental expenses to Long Ascent Development Limited (note ii)	支付予長升發展有限公司的租金開支 (附註ii)	600	600
Rental expenses to Cheer Wealth International Development Limited (note ii)	支付予富怡國際發展有限公司的租金開支 (附註ii)	875	875
Rental expenses to Healthy World Investment Limited (note ii)	支付於健匯投資有限公司的租金開支 (附註ii)	600	600
Expense payable to a related party:	應付關聯人士開支：		
Interest expense payable to a director (note iii)	應付董事利息開支 (附註iii)	305	434
<i>Discontinued transaction</i>	<i>已終止交易</i>		
Paid to a related party:	已收關聯人士款項：		
Acquisition of available-for-sale financial assets from Sky Ease Holdings Limited (note iv)	收購Sky Ease Holdings Limited的可供出售金融資產 (附註iv)	19,750	—

Notes to the Consolidated Financial Statements

綜合財務報表附註



26 RELATED PARTY TRANSACTIONS (Continued)

(b) Transactions (Continued)

note i: Rental expenses 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 expenses 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 director, Mr. Lau Chun Ming, in respect of the amount due to a director (note 26(d)).

note iv: On 29 March 2017, the Group has entered into an agreement with Sky Ease Holdings Limited, a company wholly owned by Mr. Lau, for the acquisition of 5% of issued capital of Gold Champion at a cash consideration of HK\$19,750,000. The acquisition is accounted for as available-for-sale financial assets (note 14).

(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 29(a).

(d) Balance – non-trade

Payable to a director:
Mr. Lau Chun Ming (note 21)

應付一名董事款項：
劉振明先生(附註21)

26 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開支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開支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名董事款項而應付董事劉振明先生(附註26(d))。

附註iv: 於2017年3月29日，本集團與Sky Ease Holdings Limited(劉先生全資擁有之公司)訂立協議，按現金代價19,750,000港元收購Gold Champion已發行股本5%。收購以可供出售金融資產(附註14)入賬。

(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29(a)披露。

(d) 結餘—非貿易

2017 HK\$'000 千港元	2016 HK\$'000 千港元
20,864	20,559

27 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. Leung Lai So.

27 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，該公司由以梁麗蘇女士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

28 BALANCE SHEET AND RESERVE MOVEMENT OF THE COMPANY

28 本公司的資產負債表及儲備變動

		Note 附註	2017 HK\$'000 千港元	2016 HK\$'000 千港元
ASSETS	資產			
Non-current assets	非流動資產			
Investments in subsidiaries	於附屬公司的投資		5,927	5,927
Current assets	流動資產			
Prepayments	預付款項		67	—
Amount due from a subsidiary	應收附屬公司款項		77,462	140,187
Income tax receivable	應收所得稅		5	—
Restricted bank balances	受限制銀行結餘		20,864	—
Cash and cash equivalents	現金及現金等價物		123,342	67,058
			221,740	207,245
Total assets	資產總值		227,667	213,172
EQUITY	權益			
Capital and reserve	資本及儲備			
Share capital	股本		4,200	4,200
Reserves	儲備	(a)	202,414	208,966
Total equity	權益總額		206,614	213,166
LIABILITIES	負債			
Current liabilities	流動負債			
Amount due to a director	應付董事款項		20,864	—
Accruals and other payables	應計款項及其他應付款項		189	5
Income tax payable	應付所得稅		—	1
Total liabilities	負債總額		21,053	6
Total equity and liabilities	權益及負債總額		227,667	213,172

The balance sheet of the Company was approved by the Board of Directors on 23 June 2017 and were signed on its behalf.

本公司的資產負債表已於2017年6月23日獲董事會批准，並由下列人士代表簽署。

Lau Chun Ming
Director

劉振明
董事

Notes to the Consolidated Financial Statements

綜合財務報表附註



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

note (a):

Reserve movement of the Company

		Share premium	Other reserve	(Accumulated losses)/ retained earnings (累計虧損)／保留盈利	Total
		股份溢價 HK\$'000 千港元	其他儲備 HK\$'000 千港元	保盈盈利 HK\$'000 千港元	總計 HK\$'000 千港元
At 31 March 2015	於2015年3月31日	135,893	5,927	(23,340)	118,480
Profit for the year	本年度溢利	-	-	116,292	116,292
Issuance of placement shares (note 18(a))	發行配售股份 (附註18(a))	58,194	-	-	58,194
Final dividends relating to the year ended 31 March 2015	有關截至2015年3月31日止年度的末期股息	-	-	(63,000)	(63,000)
Interim dividend relating to the year ended 31 March 2016	有關截至2016年3月31日止年度的中期股息	-	-	(21,000)	(21,000)
At 31 March 2016	於2016年3月31日	194,087	5,927	8,952	208,966
Profit for the year	本年度溢利	-	-	31,248	31,248
Final dividends relating to the year ended 31 March 2016	有關截至2016年3月31日止年度的末期股息	-	-	(29,400)	(29,400)
Interim dividend relating to the year ended 31 March 2017	有關截至2017年3月31日止年度的中期股息	-	-	(8,400)	(8,400)
At 31 March 2017	於2017年3月31日	194,087	5,927	2,400	202,414

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.

28 本公司的資產負債表及儲備變動 (續)

附註(a)：

本公司的儲備變動

	Share premium	Other reserve	(Accumulated losses)/ retained earnings (累計虧損)／保留盈利	Total
	股份溢價 HK\$'000 千港元	其他儲備 HK\$'000 千港元	保盈盈利 HK\$'000 千港元	總計 HK\$'000 千港元
At 31 March 2015	135,893	5,927	(23,340)	118,480
Profit for the year	-	-	116,292	116,292
Issuance of placement shares (note 18(a))	58,194	-	-	58,194
Final dividends relating to the year ended 31 March 2015	-	-	(63,000)	(63,000)
Interim dividend relating to the year ended 31 March 2016	-	-	(21,000)	(21,000)
At 31 March 2016	194,087	5,927	8,952	208,966
Profit for the year	-	-	31,248	31,248
Final dividends relating to the year ended 31 March 2016	-	-	(29,400)	(29,400)
Interim dividend relating to the year ended 31 March 2017	-	-	(8,400)	(8,400)
At 31 March 2017	194,087	5,927	2,400	202,414

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

29 BENEFITS AND INTERESTS OF DIRECTORS

(a) Directors' emoluments

The remuneration of each director of the Company which were included in the staff costs as disclosed in note 7 is set out below:

29 董事福利及權益

(a) 董事酬金

附註7所披露已計入員工成本的本公司各董事的酬金載列如下：

Executive directors

Mr. Lau Chun Ming [#]	劉振明先生 [#]
Mr. Lau Chun Kwok [*]	劉振國先生 [*]
Mr. Lau Chun Ka	劉振家先生
Ms. Leung Lai So	梁麗蘇女士

Independent non-executive directors

Professor Wong Sue Cheun, Roderick	王世全教授
Mr. Chu Tak Sum	朱德森先生
Mr. Ip Tin Chee, Arnold	葉天賜先生

For the year ended 31 March 2017

截至2017年3月31日止年度

Fees	Salaries	Discretionary bonus	Directors' quarters	Employer's contribution to pension scheme	Total
袍金	薪金	酌情花紅	董事宿舍	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
-	797	66	643	-	1,506
-	840	70	600	11	1,521
-	840	70	600	18	1,528
-	456	38	324	-	818
240	-	-	-	-	240
240	-	-	-	-	240
240	-	-	-	-	240
720	2,933	244	2,167	29	6,093

Notes to the Consolidated Financial Statements

綜合財務報表附註



29 BENEFITS AND INTERESTS OF DIRECTORS (Continued)

(a) Directors' emoluments (Continued)

		For the year ended 31 March 2016 截至2016年3月31日止年度					
		Fees	Salaries	Discretionary bonus	Directors' quarters	Employer's contribution to pension scheme 僱主向 退休金計劃 作出的供款	Total
		袍金 HK\$'000 千港元	薪金 HK\$'000 千港元	酌情花紅 HK\$'000 千港元	董事宿舍 HK\$'000 千港元	總計 HK\$'000 千港元	
Executive directors	執行董事						
Mr. Lau Chun Ming [#]	劉振明先生 [#]	-	797	-	643	-	1,440
Mr. Lau Chun Kwok [*]	劉振國先生 [*]	-	840	-	600	18	1,458
Mr. Lau Chun Ka	劉振家先生	-	840	-	600	18	1,458
Ms. Leung Lai So	梁麗蘇女士	-	456	-	324	-	780
Independent non-executive directors	獨立非執行董事						
Professor Wong Sue Cheun, Roderick	王世全教授	240	-	-	-	-	240
Mr. Chu Tak Sum	朱德森先生	240	-	-	-	-	240
Mr. Ip Tin Chee, Arnold	葉天賜先生	240	-	-	-	-	240
		720	2,933	-	2,167	36	5,856

[#] Chairman

^{*} Chief Executive Officer

[#] 主席

^{*} 行政總裁

Notes to the Consolidated Financial Statements

綜合財務報表附註

29 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 2017, 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 (2016: same).

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

Other than those disclosed in note 26 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 (2016: same).

29 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2017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（2016年：相同）。

(b) 董事於交易、安排或合約的重大權益

除綜合財務報表附註26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公司業務有關的重大交易、安排及合約存續（2016年：相同）。

Notes to the Consolidated Financial Statements

綜合財務報表附註



30 SUBSEQUENT EVENTS

Subsequent to the end of reporting date, the final and conclusive tax assessment and final tax demand note for the years 2013 and 2014 were issued by the tax authority in Macau. The Group has no outstanding amount on the required tax for the years of assessment of 2013 and 2014 in Macau; the Macau tax assessment for the years 2013 and 2014 have been concluded, final and settled. There is no tax liability so far demanded by Hong Kong tax authority in respect of the transactions and income contemplated under the Machinery Lease Agreement and the Machinery Agency Agreement.

In June 2017, the directors (including all of the independent non-executive directors) of the Company resolved to partially return HK\$17,000,000 out of the deposit of HK\$20,000,000 pursuant of Deed of Indemnity (note 21) together with all the bank interests earned up to 12 July 2017 amounting to HK\$1,006,000 in view of the updated tax positions mentioned above and the estimate on maximum exposure made by the tax advisers of the Company. The remaining HK\$3,000,000 represented the estimated remaining tax exposure of the Group.

Notwithstanding the return of the said amount (whether in part or in full) from the Group, the controlling shareholders irrevocably confirmed that, all their obligations, save for deposit a sum of HK\$20,000,000 to the Group, set out in the Deed of Indemnity remain valid.

30 期後事件

於報告期末後，澳門稅務部門已發出2013年及2014年最終及決定性評稅及最終評稅通知書，本集團並無未償還的澳門2013年及2014年評稅年度所需的稅項；而澳門2013年及2014年評稅已完結、最終及獲繳付。香港稅局至今並無就機器租賃協議及機器代理協議項下交易及收入要求徵收任何稅項。

鑒於上述最近的稅務狀況及本公司稅務顧問作出的上限風險估計，於2017年6月，本公司董事（包括所有獨立非執行董事）議決歸還彌償契據（附註21）項下20,000,000港元存款中的部分17,000,000港元連同該筆存款截至2017年7月12日所賺取的一切銀行存款利息1,006,000港元。餘下3,000,000港元指本集團的估計餘下稅務風險。

儘管本集團部分或悉數歸還以上款項，控股股東不可撤回地確認彌償契據所載彼等的全部責任仍然有效，惟給予本集團為數20,000,000港元的存款除外。

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				
Results	業績	2017 HK\$'000 千港元	2016 HK\$'000 千港元	2015 HK\$'000 千港元	2014 HK\$'000 千港元	2013 HK\$'000 千港元
Revenue	收入	817,682	1,061,482	851,285	492,734	375,147
Gross Profit	毛利	145,225	210,012	306,245	165,634	102,590
Profit before income tax	除所得稅前溢利	91,215	165,509	241,010	129,895	68,271
Income tax expense	所得稅開支	12,235	(12,632)	(21,842)	(2,809)	(12,649)
Profit for the year	年度溢利	78,980	152,877	219,168	127,086	55,622

		As at 31 March 於3月31日				
		2017 HK\$'000 千港元	2016 HK\$'000 千港元	2015 HK\$'000 千港元	2014 HK\$'000 千港元	2013 HK\$'000 千港元
Assets	資產					
Non-current assets	非流動資產	654,959	608,314	513,389	403,802	315,897
Current assets	流動資產	551,115	546,640	472,831	223,670	138,951
Total assets	資產總值	1,206,074	1,154,954	986,220	627,472	454,848
Liabilities	負債					
Non-current liabilities	非流動負債	127,437	185,214	184,453	69,652	85,481
Current liabilities	流動負債	382,406	314,689	273,987	339,101	227,734
Total liabilities	負債總額	509,843	499,903	458,440	408,753	313,215
Total equity	權益總額	696,231	655,051	527,780	218,719	141,633

Note:

The summary of the consolidated results of the Group for each of the two years ended 31 March 2013 and 2014 and of the assets, equity and liabilities as at 31 March 2013 and 2014 have been extracted from the Prospectus.

The summary above does not form part of the audited financial statements.

附註：

本集團與截至2013年及2014年3月31日止兩個年度各年的綜合業績及於2013年及2014年3月31日的資產、權益及負債概要乃摘錄自招股章程。

上述概要並不構成經審核財務報表的一部分。

