



**BASETROPHY GROUP HOLDINGS LIMITED**

**基地錦標集團控股有限公司**

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

Stock Code : 8460

# ANNUAL REPORT 2018



## **CHARACTERISTICS OF GEM OF THE STOCK EXCHANGE OF HONG KONG LIMITED (THE “STOCK EXCHANGE”)**

**GEM has been positioned as a market designed to accommodate small and mid-sized companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration.**

**Given that the companies listed on GEM are generally small and mid-sized companies, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board and no assurance is given that there will be a liquid market in the securities traded on GEM.**

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*This report, for which the directors (the “**Directors**”) of Basetrophy Group Holdings Limited (the “**Company**”) and together with its subsidiaries, the “**Group**”) collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on GEM (the “**GEM Listing Rules**”) of the Stock Exchange for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief the information contained in this report is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement in this report misleading.*

# Contents

Corporate Information	2
Chairman's Statement	3
Management Discussion and Analysis	4
Biographical Details of the Directors and Senior Management	12
Directors' Report	16
Corporate Governance Report	25
Environmental, Social and Governance Report	38
Independent Auditors' Report	56
Consolidated Statement of Profit or Loss and Other Comprehensive Income	61
Consolidated Statement of Financial Position	62
Consolidated Statement of Changes in Equity	64
Consolidated Statement of Cash Flows	65
Notes to the Consolidated Financial Statements	66
Financial Summary	124

# Corporate Information

## BOARD OF DIRECTORS

### Executive Directors:

Ms. Yuen Suk Har (*resigned on 1 November 2018*)  
Mr. Lau Chung Ho (*Chairman and Chief Executive Officer*)  
Ms. Deng Li (*appointed on 1 November 2018*)

### Independent non-executive Directors:

Mr. Ng Ki Man  
Mr. Lu Tak Meng Teddy  
Mr. Chong Kam Fung

## AUDIT COMMITTEE

Mr. Ng Ki Man (*Chairman*)  
Mr. Lu Tak Meng Teddy  
Mr. Chong Kam Fung

## REMUNERATION COMMITTEE

Mr. Lu Tak Meng Teddy (*Chairman*)  
Mr. Ng Ki Man  
Mr. Chong Kam Fung

## NOMINATION COMMITTEE

Mr. Chong Kam Fung (*Chairman*)  
Mr. Ng Ki Man  
Mr. Lu Tak Meng Teddy

## AUDITORS

HLB Hodgson Impey Cheng Limited  
*Certified Public Accountants*  
31/F, Gloucester Tower  
The Landmark, 11 Pedder Street  
Central  
Hong Kong

## COMPANY SECRETARY

Ms. Yim Sau Ping

## AUTHORISED REPRESENTATIVES

Mr. Lau Chung Ho  
Ms. Yim Sau Ping

## COMPLIANCE OFFICER

Mr. Lau Chung Ho

## COMPLIANCE ADVISER

Frontpage Capital Limited  
26/F, Siu On Centre  
188 Lockhart Road  
Wan Chai  
Hong Kong

## LEGAL ADVISORS AS TO HONG KONG LAWS

CFN Lawyers in association with Broad and Bright  
Units 4101-04, 41/F  
Sun Hung Kai Centre  
30 Harbour Road  
Wan Chai  
Hong Kong

## REGISTERED OFFICE IN THE CAYMAN ISLANDS

PO Box 1350  
Clifton House  
75 Fort Street  
Grand Cayman KY1-1108  
Cayman Islands

## HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS IN HONG KONG

Unit 18, 29/F  
New Tech Plaza  
34 Tai Yau Street  
San Po Kong  
Kowloon

## PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE IN CAYMAN ISLANDS

Estera Trust (Cayman) Limited  
PO Box 1350  
Clifton House  
75 Fort Street  
Grand Cayman KY1-1108  
Cayman Islands

## BRANCH SHARE REGISTRAR AND TRANSFER OFFICE IN HONG KONG

Tricor Investor Services Limited  
Level 22  
Hopewell Centre  
183 Queen's Road East  
Hong Kong

## PRINCIPAL BANKERS

Dah Sing Bank, Limited  
The Hongkong and Shanghai Banking Corporation Limited  
Standard Chartered Bank (Hong Kong) Limited

## COMPANY'S WEBSITE

[www.wbgroupfw.com.hk](http://www.wbgroupfw.com.hk)

## STOCK CODE

8460



# Chairman's Statement

On behalf of the board of Directors (the “**Board**”) of Basetrophy Group Holdings Limited (the “**Company**”) and its subsidiaries (collectively the “**Group**”), this is my great pleasure herein to deliver the Company's annual report for the year ended 31 December 2018. I would like to express my sincere gratitude to all shareholders and stakeholders who have greatly propped up the Group's sustained business development that their support has definitely stimulated and propelled the Group's overall efficiency and resilience towards the corner of management and execution capabilities in all business projects.

Despite that the Group has recorded a net loss for the year ended 31 December 2018, the Group will seek to continue to improve its integrated competitiveness and profitability by enhancing the tendering strategy and product and service offerings. By such enhancement, the Group is looking forward to generating sustainable growth in the upcoming years and maximising the return to the shareholders of the Company.

## OVERVIEW

The Group has successfully listed on GEM (formerly known as the Growth Enterprise Market) of The Stock Exchange of Hong Kong Limited on 27 June 2017 (the “**Listing**”). Stepping into the second year after the Listing, the Group has encountered intense competition in all facets of business. Although the Group has enhanced its efficiency and capacity by utilising the net proceeds from the Listing to acquire new machineries and equipment, the downward price pressure in the market has cast a negative impact on the Group's tendering success rate and profit margin.

For the year ended 31 December 2018, the Group recorded a total revenue of approximately HK\$127.6 million, representing a decrease of 7.7% as compared to approximately HK\$138.3 million for the year ended 31 December 2017. The Group recorded a net loss of approximately HK\$4.1 million for the year ended 31 December 2018, which was mainly due to written off of trade receivables of approximately HK\$2.9 million, together with the delays in projects' progress resulted from the re-design of building plans that were initiated by pertinent project employers.

## PROSPECT

In light of the core difficulties in the construction industry, the Group intends to implement a more prudent approach in project selection in the upcoming year; that is to say, the Group will selectively place tenders to well-established contractors and remarkable business partners to ensure steady projects in hand and sound receivables.

The Group will from time to time search for good business opportunities to drive the business growth of the Group. In October 2018, the Group has entered into a memorandum of understanding with a business partner in the PRC to explore possible cooperation and investment opportunities in the mobile applications and mini-programs for online-to-offline social platform. It is believed that the possible cooperation will enable the Group to broaden and diversify its business, thereby enhancing the profitability of the Group's business as a whole.

The Board believes the Group's business strategy and industry expertise could generate and contribute greater value to its shareholders and investors.

### Lau Chung Ho

*Chairman and Executive Director*

Hong Kong, 25 March 2019

# Management Discussion and Analysis

## BUSINESS REVIEW

The Group is a substructure subcontractor in Hong Kong capable of (i) foundation and site formation works, which mainly include ELS works, sheet piling, pipe piling, pre-boring, pre-bored H-piling, mini-piling, and bored piling; and (ii) other geotechnical engineering works such as slope works and other minor geotechnical works such as shotcreting.

For the year ended 31 December 2018, the Group recorded a net loss of approximately HK\$4.1 million as compared to a net loss of approximately HK\$6.0 million for the same period in 2017. The Board considers that the loss was primarily attributable to (i) decrease in revenue due to delay in progress of certain projects; and (ii) written off of trade receivables.

## OUTLOOK

The shares of the Company were listed on GEM on 27 June 2017 by way of public offer. The Group always strives to improve its operation efficiency and profitability of its business. The Group has expanded its fleet of machinery and equipment, which enhances the basis of its technical capability to bid future projects. The Group will also proactively seek potential business opportunities that will broaden the sources of income and enhance value to the shareholders. The net proceeds from the public offer of the shares thereby provide financial resources to the Group to meet and achieve its business opportunities and strategies which will further strengthen the Group's market position in foundation and site formation works and other geotechnical engineering works.

## PRINCIPAL RISKS AND UNCERTAINTIES

The Directors believe that there are certain risks and uncertainties involved in the operations, some of which are beyond the Group's control. The Directors believe the relatively significant risks relating to the Group's business are as follows:

- A significant portion of the Group's revenue was generated from contracts which were not recurrent in nature and were awarded by a few customers, and there is no guarantee that the customers will provide the Group with new business;
- As the Group from time to time engage subcontractors in the works, the Group may bear responsibilities for any non-performance, delayed performance, sub-standard performance or non-compliance of the Group's subcontractors; and
- There may be discrepancies between the ground investigation findings and the actual geological conditions of the site which may cause the Group to incur additional cost or result in potential claims which are not insured and adversely affect the Group's profitability as the related contracts are usually fixed sum without price adjustment mechanism.

A detailed discussion of the risk factors is set forth in the section headed "Risk Factors" in the prospectus of the Company dated 14 June 2017 (the "**Prospectus**").

# Management Discussion and Analysis

## COMPLIANCE WITH LAWS AND REGULATIONS

As far as the Directors are aware, the Group has complied in material respects with the relevant laws and regulations that have a significant impact on the business and operation of the Group. During the year ended 31 December 2018, there was no material breach of or non-compliance of the applicable laws and regulations by the Group.

## ENVIRONMENTAL POLICIES AND PERFORMANCE

The Board has overall responsibility for the Group's environmental, social and governance ("ESG") strategy and reporting. The Board is responsible for the Group's ESG risk management and internal control systems to ensure that the ESG strategies and reporting requirements are met.

The details of ESG performance of the Group are set out in the ESG Report on pages 38 to 55 of this report.

## RELATIONSHIP WITH CUSTOMERS, SUPPLIERS, SUBCONTRACTORS AND EMPLOYEES

The Group maintains a good relationship with its employees and certain policies have been implemented to ensure that its employees are provided with competitive remuneration, good welfare benefits and continuous professional training. The Group also maintains good relationships with its customers and suppliers, without whom success in the Group's production and operation would be at risk.

## FINANCIAL REVIEW

### Revenue

The Group's revenue decreased by approximately HK\$10.7 million or 7.7% from approximately HK\$138.3 million for the year ended 31 December 2017 to approximately HK\$127.6 million for the year ended 31 December 2018, mainly due to delay in progress of certain projects.

### Costs of Sales

The Group's cost of sales decreased from approximately HK\$122.2 million for the year ended 31 December 2017 to approximately HK\$113.9 million for the year ended 31 December 2018, representing a decrease of approximately HK\$8.3 million or 6.8%. Such decrease was generally in line with the decrease in revenue.

### Gross Profit and Gross Profit Margin

The Group's gross profit for the year ended 31 December 2018 were approximately HK\$13.7 million, representing a decrease of approximately 14.9% from approximately HK\$16.1 million for the year ended 31 December 2017. Such decrease was mainly due to the decrease in revenue and gross profit margin. The Group's gross profit margin for the year ended 31 December 2018 was approximately 10.8%, representing a decrease of approximately 0.8 percentage point as compared to approximately 11.6% for the year ended 31 December 2017. Such decrease was primarily due to the competitive project pricing arising from intense market competition and the delay in works progress for the year ended 31 December 2018.

# Management Discussion and Analysis

## Administrative and other Operating Expenses

The Group's administrative and other operating expenses for the year ended 31 December 2018 were approximately HK\$18.0 million, representing a decrease of approximately HK\$3.8 million or 17.4% from approximately HK\$21.8 million for the year ended 31 December 2017, primarily due to the non-recurring listing expenses of approximately HK\$7.7 million incurred for the year ended 31 December 2017, partially offset by written off of trade receivables of approximately HK\$2.9 million for the year ended 31 December 2018.

## Finance Costs

Finance costs of the Group were approximately HK\$0.8 million and HK\$0.5 million for the years ended 31 December 2018 and 2017, respectively. Finance costs consist of interest on bank borrowings and overdrafts and interest on obligations under finance leases. The increase in the Group's finance costs was mainly due to the increase in interest on finance leases for machinery purchase.

## Income Tax Expense

Income tax expense for the Group remained relatively stable at approximately HK\$0.7 million for the years ended 31 December 2017 and 2018.

## Loss for the year

For the year ended 31 December 2018, the Group recorded a loss attributed to owners of the Company of approximately HK\$4.1 million as compared to loss for the year ended 31 December 2017 of approximately HK\$6.0 million. The loss for the year ended 31 December 2018 was mainly attributable to (i) decrease in revenue due to delay in progress of certain projects; and (ii) written off of trade receivables.



# Management Discussion and Analysis

## LIQUIDITY AND FINANCIAL RESOURCES

The Group finances its liquidity and capital requirements primarily through cash generated from operations, borrowings and equity contribution from shareholders.

As at 31 December 2018, the Group had cash and bank balances of approximately HK\$16.0 million (2017: HK\$58.3 million).

As at 31 December 2018, the Group's total equity attributable to owners of the Company amounted to approximately HK\$68.9 million (2017: HK\$71.3 million). As of the same date, the Group's total debt, comprising bank borrowings and liability of the finance lease obligations, amounted to approximately HK\$21.0 million (2017: HK\$14.2 million).

On the Listing Date, the Company was listed on GEM by way of public offer and completed the public offer of 250,000,000 shares by offer price of HK\$0.24 per share. The net proceeds from the Listing amounted to approximately HK\$39.4 million. The Directors believe that with the new capital from the public offer, the Group is in a healthy financial position to expand its business and achieve its business objectives.

## BORROWINGS AND GEARING RATIO

As at 31 December 2018, the Group had borrowings of approximately HK\$21.0 million which was denominated in Hong Kong Dollars (2017: HK\$14.2 million). The Group's bank borrowings were primarily used in financing the working capital requirement of its operations.

As at 31 December 2018, the gearing ratio of the Group, calculated as the total interest-bearing liabilities divided by the total equity, was approximately 30.6% (2017: 20.0%).

## TREASURY POLICY

The Directors will continue to follow a prudent policy in managing the Group's cash balances and maintain a strong and healthy liquidity to ensure that the Group is well placed to capture future growth opportunities.

## CHARGE ON GROUP ASSETS

As at 31 December 2018, the Group has pledged its machinery and equipment with an aggregate net book value of approximately HK\$18.5 million (2017: HK\$8.7 million) and motor vehicles with an aggregate net book value of approximately HK\$2.6 million (2017: HK\$3.1 million).

As at 31 December 2018, the Group pledged the payment for a life insurance policy of a bank with the carrying amount of approximately HK\$2.5 million to secure the bank borrowings of the Group.

# Management Discussion and Analysis

## FOREIGN EXCHANGE EXPOSURE

All of the revenue-generating operations and borrowings of the Group were mainly transacted in Hong Kong Dollars which is the presentation currency of the Group, except for certain bank balances and payment for life insurance policy which are denominated in US\$. Since HK\$ is pegged to US\$, the Directors are of the view that the Group has limited exposure to foreign exchange risk. The Group currently does not have a foreign currency hedging policy.

## CAPITAL STRUCTURE

The shares of the Company were successfully listed on GEM of the Stock Exchange on 27 June 2017. There has been no change in the capital structure of the Group since then. The share capital of the Group only comprises of ordinary shares.

As at 31 December 2018, the Company's issued share capital was HK\$10.0 million and the number of its issued ordinary shares was 1,000,000,000 of HK\$0.01 each.

## CAPITAL COMMITMENTS

As at 31 December 2018, the Group had no material capital commitments (2017: HK\$2.8 million) contracted but not provided for property, plant and equipment. The details of capital commitments are set out in Note 27 to the consolidated financial statements.

## SEGMENT INFORMATION

Segmental information is presented for the Group as disclosed on Note 5 to the consolidated financial statements.

## FUTURE PLANS FOR MATERIAL INVESTMENTS AND CAPITAL ASSETS

Save as disclosed in the Prospectus and in this report, the Group did not have other plans for material investments or capital assets as of 31 December 2018.

## SIGNIFICANT INVESTMENTS HELD, MATERIAL ACQUISITIONS AND DISPOSALS OF SUBSIDIARIES, ASSOCIATES AND JOINT VENTURES

During the year ended 31 December 2018, the Group did not have any significant investments, material acquisitions or disposals of subsidiaries, associates or joint ventures saved for those related to the corporate reorganisation (as detailed in the Prospectus).

## CONTINGENT LIABILITIES

As at 31 December 2018, the Group did not have any material contingent liabilities (2017: Nil).

## FINAL DIVIDENDS

The Board does not recommend the payment of final dividend for the year ended 31 December 2018 (2017: Nil).

During the year ended 31 December 2017, a wholly-owned subsidiary of the Company declared an interim dividend in the sum of HK9.0 million to its then shareholder, which approximately HK\$0.6 million were settled by cash and the remaining balance of approximately HK\$8.4 million was settled by offset against the amount due from a director.

# Management Discussion and Analysis

## INFORMATION ON EMPLOYEES

As at 31 December 2018, the Group had 31 full-time employees working in Hong Kong (2017: 39). The total staff costs, including Directors' emoluments and mandatory provident funds contributions, of the Group were approximately HK\$18.1 million for the year ended 31 December 2018 (2017: HK\$17.5 million).

Employees are remunerated based on their qualifications, position and performance. The remuneration offered to employees generally includes salaries, allowances and discretionary bonus. Various types of trainings were provided to the employees.

Details of the Company's share option schemes is set out in Note 22 to the consolidated financial statement.

## USE OF PROCEEDS

The net proceeds from the Listing (after deducting the underwriting fees and other listing expenses borne by the Company) amounted to approximately HK\$39.4 million. After the Listing, a part of these proceeds have been applied for the purposes in accordance with the future plans and use of proceeds as set out in the Prospectus and subsequently amended as summarised in the announcement of the Company dated 28 September 2018 (the "**Announcement**").

An analysis of the utilisation of net proceeds from the Listing to 31 December 2018 is set out below:

	<b>Total planned use of net proceeds</b> HK\$ million	<b>Planned use of net proceeds up to 31 December 2018</b> HK\$ million	<b>Actual use of net proceeds up to 31 December 2018</b> HK\$ million
Strengthening the Group's machinery fleet	22.1	18.2	22.1
Expanding the Group's manpower	10.5	7.5	2.4
Purchase of steel materials	4.4	4.4	4.4
General working capital	2.4	2.4	2.4

# Management Discussion and Analysis

## COMPARISON OF BUSINESS OBJECTIVES WITH ACTUAL BUSINESS PROGRESS

The Group will endeavor to achieve the following business objectives:

### Business Strategies

#### as stated in the Prospectus and the Announcement

#### Business objectives up to 31 December 2018 as stated in the Prospectus and the Announcement

#### Actual business progress up to 31 December 2018

Strengthening the Group's machinery fleet

- To acquire crawler cranes for carrying out piling, ELS and pile caps works in the Group's foundation and site formation projects
- To acquire new hydraulic crawler drills for carrying out drilling and piling works in the Group's foundation and site formation projects
- To acquire two new air compressors
- To acquire other supporting tools and equipment and accessories to enhance the Group's machinery fleet
- To provide maintenance for the acquired machinery
- Evaluate the capacity of the Group's machinery fleet and assess for the need for additional machinery and equipment

The Group has acquired 1 new telescopic boom crawler crane and 1 new heavy duty crawler crane.

The Group has acquired 2 new hydraulic micro drilling rigs.

The Group has acquired 4 new air compressors.

The Group has acquired other supporting tools and equipment and accessories.

The Group has paid the relevant maintenance expenditure during the period.

The Group has acquired 2 new generators.

# Management Discussion and Analysis

## Business Strategies

Business Strategies as stated in the Prospectus and the Announcement	Business objectives up to 31 December 2018 as stated in the Prospectus and the Announcement	Actual business progress up to 31 December 2018
Expanding the Group's manpower	– Recruit a project manager and an assistant project manager to strengthen the Group's project management and supervision capabilities	The Group has hired 3 assistant project managers and is in the progress of recruiting a project manager.
	– Recruit two machinery operators to enhance the Group's capacity on project execution	The Group has hired 2 machinery operators.
	– Recruit a foreman and a site engineer to enhance the Group's capacity on project execution	The Group has recruited 3 site engineers.
	– Conduct staff training	The Group has provided internal training to staff.
	– Continue to assess the sufficiency of the human resources having regard to the Group's business development	The Group is in the progress of recruiting foreman.
Purchase of steel materials	– Purchase of steel sheet piles, steel H-piles and steel bars for the Group's pile cap construction works of projects in Kowloon Tong and Sham Shui Po	The Group has purchased steel sheet piles, steel H-piles and steel bars for the pile cap construction works.

# Biographical Details of the Directors and Senior Management

Biographical details of the Directors of the Company and the senior management of the Group are set out as follows:

## EXECUTIVE DIRECTORS

**Mr. Lau Chung Ho (劉頌豪) (“Mr. Lau”)**, aged 56, is the chairman (the “**Chairman**”) and chief executive officer (the “**Chief Executive Officer**”) of the Company, an executive Director, a controlling shareholder and the co-founder of the Group. Since July 2003, Mr. Lau has been a director of Workbase Engineering Limited. Mr. Lau was appointed as a Director on 4 January 2016 and was redesignated as an executive Director on 22 September 2016. As a dedicated leader since the commencement of the Group’s operations and a key member of the executive management team, Mr. Lau is responsible for overseeing the Group’s operations, business development, human resources, finance and administration. Mr. Lau has over 35 years of experience in the construction industry, during which he gathered extensive knowledge of the industry and established close relationships with customers, suppliers and subcontractors alike.

Mr. Lau began his career as a technician apprentice in the Engineering Development Department of the Government in April 1983. He then worked as a works supervisor II in the Engineering Development Department, Civil Engineering Services Department and Drainage Services Department of the Government between July 1985 to November 1989. He worked as a sub-agent of Hon Charm Engineering Limited during December 1989 to June 1991. From June 1991 to August 1992, Mr. Lau worked as sub-agent in Super Bright Engineering Limited, and was appointed as director in KHL Projects Limited in September 1992. Mr. Lau then joined Kenly (HK) Limited as a contracts manager in January 1995 to December 2001, after which he worked as a director in Teamwork Civil Engineering Limited from January 2002 to May 2007.

Mr. Lau obtained a Certificate in Civil Engineering from Haking Wong Technical Institute in July 1985 and a Higher Certificate in Civil Engineering from The Hong Kong Polytechnic University (formerly known as the Hong Kong Polytechnic) in November 1988. Mr. Lau was also admitted as an associate member of the Hong Kong Institution of Engineers in November 1990. Mr. Lau completed the Metal Scaffold Erecting and Dismantling for In-Service Supervisor Course held by Construction Industry Training Authority and Safety Supervisor Training Course held by Hong Kong Safety Training Centre in July 2003 and May 2005, respectively.

**Ms. Deng Li (鄧粟) (“Ms. Deng”)**, aged 33, was appointed as an executive Director on 1 November 2018. Ms. Deng obtained a Master of Applied Mathematics from Shenzhen University in June 2010. Ms. Deng has served as project supervisor at Research Institute of Tsinghua University in Shenzhen from April 2011 to January 2017. In addition, she worked as an executive deputy general manager in Shenzhen Hehui Investment Co., Ltd. from January 2017 to September 2018.

# Biographical Details of the Directors and Senior Management

## INDEPENDENT NON-EXECUTIVE DIRECTORS

**Mr. Ng Ki Man** (吳祺敏) (“**Mr. Ng**”), aged 33, was appointed as an independent non-executive Director on 7 June 2017. He is also the chairman of the audit committee of the Company (the “**Audit Committee**”) and a member of each of the remuneration committee of the Company (the “**Remuneration Committee**”) and the nomination committee of the Company (the “**Nomination Committee**”). Mr. Ng is responsible for providing independent judgement and advising on the issues of strategy, performance, resources and standard of conduct of the Group.

Mr. Ng obtained a Bachelor of Business Administration (Honours) degree in Information Systems from the City University of Hong Kong in November 2008 and a Postgraduate Certificate in Professional Accounting in July 2009. Mr. Ng has been a Certified Public Accountant of the Hong Kong Institute of Certified Public Accountants and Chartered Accountant of the Institute of Chartered Accountants in England and Wales since January 2012 and March 2012, respectively. Mr. Ng has over 10 years of experience in auditing and accounting services. From September 2015 to April 2016, Mr. Ng had been as the financial controller and company secretary of China Ruifeng Renewable Energy Holdings Limited (stock code: 527), a company listed on the Main Board of the Stock Exchange. Mr. Ng was the company secretary of Hao Tian International Construction Investment Group Limited (stock code: 1341) (formerly known as Clear Lift Holdings Limited), a company listed on the Main Board of the Stock Exchange, from April 2016 to February 2017. Since October 2016, Mr. Ng has been an independent non-executive director of Goal Forward Holdings Limited (stock code: 1854), a company listed on the Main Board of the Stock Exchange (The company transferred of listing from GEM to the Main Board).

**Mr. Lu Tak Meng Teddy** (余德鳴) (“**Mr. Lu**”), aged 56, was appointed as an independent non-executive Director on 7 June 2017. He is also the chairman of the Remuneration Committee and a member of each of the Audit Committee and Nomination Committee. Mr. Lu is responsible for providing independent judgement and advising on the issues of strategy, performance, resources and standard of conduct of the Group.

Mr. Lu obtained a Diploma in Management Studies from the Hong Kong Polytechnic (now known as The Hong Kong Polytechnic University) in November 1990 and then obtained a Master of Science in Information Systems and a Master of Science in Accountancy from The Hong Kong Polytechnic University in October 1995 and November 2002, respectively. He received his Master of Science from the University of Hong Kong in December 2015.

Mr. Lu has been a fellow of each of the Chartered Institute of Management Accountants, The Hong Kong Society of Accountants (currently the Hong Kong Institute of Certified Public Accountants), the Hong Kong Institute of Directors, and the Geological Society of London since March 1995, June 1997, October 2012, and November 2013, respectively.

Mr. Lu was a Hong Kong divisional council member of the Chartered Institute of Management Accountants for the year term 1994 to 2003 and 2007 to 2009, and the divisional president thereof for the year term 2001 to 2002. The Chartered Institute of Management Accountants granted Mr. Lu the designation of Chartered Global Management Accountant in January 2012. He became a member of each of the Canadian Institute of Mining, Metallurgy and Petroleum in 2012, the Australasian Institute of Mining and Metallurgy in 2013, the Society of Economic Geologists in 2013, and the Institute of Electrical and Electronics Engineers, Inc. in 2017. He also became a professional member of each of the Geological Society of America and the Royal Institution of Chartered Surveyors since 2015. He was also a lay member of the Solicitors Disciplinary Tribunal Panel from July 2003 to July 2009.

# Biographical Details of the Directors and Senior Management

Mr. Lu worked as the North Asia Financial Controller of Regional Container Lines (HK) Limited from January 1996 to April 1997. After which he has been an independent and project based consultant since 1997 and in addition to this, he worked as EDP manager for Asia Pacific Operations of Moulinex Far East Limited from April 2001 to January 2002. Besides his full time commitments, Mr. Lu also worked as a visiting lecturer (part-time) at the Department of Accountancy of the Hong Kong Polytechnic University from February 2000 to May 2001 and a part-time lecturer at the School of Continuing and Professional Education of the City University of Hong Kong from September 2001 to June 2010. He has been a part-time instructor at the School of Continuing and Professional Studies of the Chinese University of Hong Kong since September 2007 and also held an adjunct appointment at the Centennial College of the University of Hong Kong in 2018. He has also been an independent non-executive director of Gameone Holdings Limited, a company listed on GEM of the Stock Exchange (stock code: 8282) since January 2016 and A&S Group (Holdings) Limited, a company listed on the Main Board of the Stock Exchange (stock code: 1737) since March 2018.

**Mr. Chong Kam Fung (莊金峰) (“Mr. Chong”)**, aged 38, was appointed as an independent non-executive Director on 7 June 2017. He is also the chairman of the Nomination Committee and a member of each of the Audit Committee and Remuneration Committee. Mr. Chong is responsible for providing independent judgement and advising on the issues of strategy, performance, resources and standard of conduct of the Group.

Mr. Chong obtained a Bachelor of Arts in Accountancy from The Hong Kong Polytechnic University in December 2006. Mr. Chong has been a member of the Hong Kong Institute of Certified Public Accountants and a fellow of the Association of Chartered Certified Accountants since April 2008 and October 2012, respectively.

From March 2006 to January 2013, Mr. Chong worked in an international accounting firm in Hong Kong with his last position held as senior manager. He has been the company secretary of Ahsay Backup Software Development Company Limited, a company listed on GEM of Stock Exchange (stock code: 8290) since March 2015. He has also been a non-executive director of Hao Bai International (Cayman) Limited, a company listed on GEM of the Stock Exchange (stock code: 8431) since May 2017 and an independent non-executive director of Ling Yui Holdings Limited, a company listed on the Main Board of the Stock Exchange (stock code: 784) since December 2017.

## SENIOR MANAGEMENT

**Mr. Yung Kwok Leung (翁國樑) (“Mr. Yung”)**, aged 56, is the Finance Director of the Group. He obtained a Master of Management from Macquarie University, Sydney Australia in June 2003. Mr. Yung joined the Group in June 2015.

Mr. Yung has over 36 years of experience in accounting and financial industry. From September 1981 to April 1985, Mr. Yung worked as a clerk in Wayfoong Credit Limited, which was a subsidiary of HSBC Group. He later joined ORIX Finance Services Hong Kong Limited in April 1985, and left in September 2002 with his last position held as assistant general manager. Mr. Yung worked for ORIX Asia Limited between October 2002 to July 2003, with his last position held as senior manager. He then joined Fubon Bank (Hong Kong) Limited between July 2003 to September 2008 with his last position held as the first vice president of the SME Division. Mr. Yung has been a director of Navonview Enterprise (HK) Limited since May 2011.

**Mr. Shum Yam Shun (沈欽順) (“Mr. Shum”)**, aged 50, is the Site Superintendent of the Group. Mr. Shum joined the Group as a site supervisor in September 2014 and was later promoted to his current position in August 2015. He is primarily responsible for daily monitoring and management of the sites.



## Biographical Details of the Directors and Senior Management

Mr. Shum has over 23 years of experience in the construction industry. He worked in Shui Wing Engineering Limited from April 1994 to February 2006 with his last position held as foreman. Mr. Shum then joined Lermond Engineering Limited as head of foreman between January 2006 to August 2014. He was qualified with a Level 5 BTEC Higher National Certificate (Civil Engineering) from Pearson Education Limited in the United Kingdom (the totality of which was considered to meet the standard of a local higher certificate by the Hong Kong Council for Accreditation of Academic & Vocational Qualifications) in December 2013. Mr. Shum completed an Interim Certificate Course for Qualifying Site Supervisors as Technically Competent Persons in June 2001. Mr. Shum also obtained Certificates 1 and 2 for Qualifying Site Supervisors as Technically Competent Persons in May 2002 and May 2004, respectively.

**Mr. To Kam Ming (陶錦明) (“Mr. To”)**, aged 35, is the Project Manager of the Group. He joined the Group as an assistant project manager in November 2015 and was later promoted to his current position in February 2016. Mr. To obtained a Diploma in Civil Engineering from the Hong Kong Institute of Vocational Education in July 2003 and a Higher Diploma in Building Technology and Management (Engineering) from The Hong Kong Polytechnic University in December 2005. He also obtained a Bachelor of Engineering (Honours) in Building Engineering (Structural and Geotechnical Engineering) from the City University of Hong Kong in February 2010.

Mr. To has over 11 years of experience in the construction industry. He commenced his career working as a building safety assistant in the Buildings Department in June 2006. Mr. To joined the Drainage Services Department of Hong Kong as a works supervisory assistant with his last position held as work supervisor II (Civil) between July 2007 and November 2010. From November 2010 to July 2011, he worked as a structural engineer in Midi Aluminum Fabricator Limited. From July 2011 to November 2011, he worked as a site engineer in Chiu Hing Construction & Transportation Company Limited. Mr. To worked in Tysan Foundation Limited as an engineer between January 2012 to October 2015 with his last position held as project engineer.

### COMPANY SECRETARY

**Ms. Yim Sau Ping (嚴秀屏) (“Ms. Yim”)**, aged 36, prior to joining the Group, Ms. Yim worked for Boill Healthcare Holdings Limited (formerly known as Ngai Shun Holdings Limited) (stock code: 1246), a company listed on the Main Board of the Stock Exchange, as a company secretary from October 2014 to May 2015, and as a financial controller from October 2014 to August 2015. She also worked for Tonking New Energy Group Holdings Limited (formerly known as JC Group Holdings Limited) (stock code: 8326), a company listed on GEM as a company secretary from November 2013 to December 2013, and as an accounting manager from April 2012 to December 2013. She has been a director of Blooming (HK) Business Limited, a company primarily engaged in corporate advisory and company secretarial services, since October 2015. Ms. Yim is currently the company secretary of more than five companies listed on the Stock Exchange.

Ms. Yim obtained a Bachelor of Arts in Accountancy from The Hong Kong Polytechnic University in December 2007. She has been a member and a fellow member of the Hong Kong Institute of Certified Public Accountants since January 2010 and October 2017 respectively. She has accumulated more than 10 years of experience in accounting, auditing and financial management in international audit firm, financial institution and listed companies.

# Directors' Report

The Directors present their report together with the audited financial statements of Basetrophy Group Holdings Limited and the audited consolidated financial statements of the Group for the year ended 31 December 2018.

## PRINCIPAL ACTIVITIES

The Company is an investment holding company, and its subsidiaries are principally engaged in the provision of foundation and site formation works and other geotechnical engineering works as a substructure subcontractor. Details of the principal activities of its subsidiaries are set out in Note 12 to the consolidated financial statements.

## BUSINESS REVIEW

The business review of the Group for the year is set out in the "Chairman's Statement" and "Management Discussion and Analysis" of this report.

## DIVIDEND POLICY

The Board has adopted a dividend policy (the "**Dividend Policy**") on 28 December 2018. Details of the Dividend Policy is disclosed as below.

The Company adopts a general dividend policy that aims to provide shareholders of the Company out of the Group's profit attributable to shareholders in any financial year, subject to the criteria set out below.

Such declaration and payment of dividends shall remain to be determined at the discretion of the Board and subject to all applicable requirements (including without limitation restrictions on dividend declaration and payment) under the Companies Ordinance (Cap. 622 of the Laws of Hong Kong) and the memorandum and articles of association of the Company.

In proposing any dividend payout, the Board shall also take into account, inter alia: –

- the Group's actual and expected financial performance;
- shareholders' interests;
- retained earnings and distributable reserves of the Company and each of the other members of the Group;
- the level of the Group's debts to equity ratio, return on equity and financial covenants to which the Group is subject;
- possible effects on the Group's creditworthiness;
- any restrictions on payment of dividends that may be imposed by the Group's lenders;
- the Group's expected working capital requirements and future expansion plans;
- liquidity position and future commitments at the time of declaration of dividend;
- taxation considerations;

# Directors' Report

- statutory and regulatory restrictions;
- general business conditions and strategies;
- general economic conditions, business cycle of the Group's business and other internal or external factors that may have an impact on the business or financial performance and position of the Company; and
- other factors that the Board deems appropriate.

The Board may propose the payment of dividends, if any, with respect to the Company's shares on a per share basis.

In addition to cash, dividends may be distributed in the form of shares subject to and in accordance with the procedures set out in the Company's memorandum and articles of association.

Except for interim dividend, any dividends declared by the Company must be approved by an ordinary resolution of shareholders at the general meeting and must not exceed the amount recommended by the Board. The Board may from time to time pay to the shareholders such interim dividends as appear to the directors to be justified by the profits of the Company available for distribution.

The Company will continually review the Dividend Policy and reserves the right in its sole and absolute discretion to update, amend and/or modify the Dividend Policy at any time, and this Dividend Policy shall in no way constitute a legally binding commitment by the Company that dividends will be paid in any particular amount and/or in no way obligate the Company to declare a dividend at any time or from time to time.

Pursuant to the Code Provision E.1.5 under Appendix 15 Corporate Governance Code and Corporate Governance Report, the Company should disclose the policy on payment of dividend in the annual report.

## RESULTS AND DIVIDENDS

The results of the Group for the year ended 31 December 2018 are set out in the consolidated statement of profit or loss and other comprehensive income of this report. The state of affairs of the Group and the Company as at 31 December 2018 are set out in the consolidated statement of financial position and Note 13 to the consolidated financial statements respectively. The Directors do not recommend the payment of a final dividend for the year ended 31 December 2018.

## CLOSURE OF THE REGISTER OF MEMBERS

The forthcoming annual general meeting is scheduled to be held on Monday, 6 May 2019 (the "2019 AGM"). For determining the entitlement to attend and vote at the AGM, the register of members of the Company will be closed from Tuesday, 30 April 2019 to Monday, 6 May 2019, both days inclusive, during which period no transfer of shares of the Company will be registered. In order to attend and vote at the AGM, all share transfer documents accompanied by the relevant share certificates must be lodged with the share registrar of the company in Hong Kong, Tricor Investor Services Limited, Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, for registration not later than 4:30 p.m. on Monday, 29 April 2019.

## FINANCIAL SUMMARY

A summary of the results, assets and liabilities of the Group for the five financial years is set out on page 124 in this report. This summary does not form part of the audited consolidated financial statements of the Group.

# Directors' Report

## PROPERTY, PLANT AND EQUIPMENT

Details of movements in the property, plant and equipment of the Group during the year are set out in Note 14 to the consolidated financial statements.

## DONATION

Charitable donations made by the Group during the year ended 31 December 2018 amounted to HK\$5,000 (2017: HK\$3,000).

## SHARE CAPITAL

Details of movements in the Company's share capital during the year, together with the reasons thereof, are set out in Note 21 to the consolidated financial statements.

## RESERVES

Details of movements in the reserves of the Group and the Company during the year are set out in consolidated statement of changes in equity and Note 30 to the consolidated financial statements respectively.

## SHARE OPTIONS SCHEMES

The Company conditionally adopted a share option scheme on 7 June 2017 (the "**Scheme**"). The terms of the Scheme are in accordance with the provisions of Chapter 23 of the GEM Listing Rules.

A summary of the particulars of the Scheme as required under Rule 23.09 of the GEM Listing Rules is set out in Note 22 to the consolidated financial statements.

## PRE-EMPTIVE RIGHTS

There are no provision for pre-emptive rights under the memorandum and articles of association of the Company or the laws of the Cayman Islands, being the jurisdiction in which the Company is incorporated, which would oblige the Company to offer new shares on a pro rata basis to existing shareholders.

## RELATED PARTY TRANSACTIONS AND CONNECTED TRANSACTIONS

Details of the significant related party transactions entered into by the Group during the year ended 31 December 2018 are set out in Note 28 to the consolidated financial statements. To the best knowledge of the Directors, none of these related party transactions constitutes connected transactions that need to be disclosed under the GEM Listing Rules.

## DISTRIBUTABLE RESERVES

At 31 December 2018, the Company's reserves available for distribution to owners comprising share premium account less accumulated losses, amounted to approximately HK\$26.8 million.

## MAJOR CUSTOMERS AND SUPPLIERS AND SUBCONTRACTORS

During the year ended 31 December 2018, the percentage of the Group's aggregate turnover attributable to the Group's largest customer was approximately 40.5%, while the percentage of the Group's total turnover attributable to the five largest customers in aggregate was approximately 99.6%.

# Directors' Report

During the year ended 31 December 2018, the percentage of the Group's largest subcontractor was approximately 11.6% of the total direct costs for the period, while the percentage of the Group's five largest suppliers and subcontractors accounted for approximately 44.6% of the total direct costs.

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

## DIRECTORS

The Board during the year and up to date of this report were as follows:

### Executive Directors

Ms. Yuen Suk Har *(Resigned on 1 November 2018)*

Mr. Lau Chung Ho <sup>Note 1</sup>  
*(Chairman and Chief Executive Officer)*

Ms. Deng Li *(Appointed on 1 November 2018)*

### Independent non-executive Directors

Mr. Ng Ki Man

Mr. Lu Tak Meng Teddy

Mr. Chong Kam Fung

In accordance with the memorandum and articles of association of the Company, at each annual general meeting one third of the Directors for the time being shall retire from office by rotation that every Director shall be subject to retirement by rotation at least once every three years. Such retiring Directors may, being eligible, offer themselves for re-election at the annual general meeting. All Directors appointed by the Board to fill a casual vacancy shall hold office until the first general meeting of Shareholders after their appointment and be subject to re-election at such meeting and all Directors appointed by the Board as an addition to the existing Board shall hold office only until the next following annual general meeting and shall then be eligible for re-election.

Any Director who has not been subject to retirement by rotation in the three years preceding the annual general meeting shall retire by rotation at such annual general meeting.

<sup>Note 1:</sup> Mr. Lau was appointed as the Director on 4 January 2016 and was re-designated to be the executive Director on 22 September 2016.

## PERMITTED INDEMNITY PROVISION

Pursuant to the memorandum and articles of association of the Company, the applicable laws and regulations, every Director shall be indemnified and secured harmless out of the assets and profits of the Company against all actions, costs, charges, losses, damages and expenses which they or any of them may incur or sustain in the execution of their duties in their offices.

## DIRECTORS' SERVICE CONTRACTS

None of the Directors has a service contract with the Company or any of its subsidiaries which is not terminable by the Group within one year without payment of compensation, other than statutory compensation.

# Directors' Report

## DIRECTORS' INTEREST IN SIGNIFICANT CONTRACTS

No Director had a material interest, either directly or indirectly, in any contract of significance to the business of the Group to which the Company, its holding company, or any of its subsidiaries was a party during the year ended 31 December 2018.

## CONTROLLING SHAREHOLDERS' INTERESTS IN CONTRACTS

Save as disclosed in the section "Director's Report – Related Party Transaction and Continuing Connected Transaction" above and in the section headed "Relationship with our Controlling Shareholders" in the Prospectus, neither the Company nor any of its subsidiaries had entered into any contract of significance with the Company's controlling shareholders or their subsidiaries, or any contract of significance for the provision of services to the Company or any of its subsidiaries by the Company's controlling shareholders or their subsidiaries, during the year.

## DIRECTORS' RIGHT TO ACQUIRE SHARES OR DEBENTURES

Apart from as disclosed under the paragraph headed "Directors' and Chief Executives' Interests and Short Positions in Shares, Underlying Shares and Debentures" below and the Scheme disclosures in Note 22 to the consolidated financial statements, at no time during the year were rights to acquire benefits by means of the acquisition of shares in the Company granted to any Director or their respective spouse or children under 18 years of age, or were any such rights exercised by them; or was the Company, or the Company's subsidiary or holding company or a subsidiary of the Company's holding company a party to any arrangement to enable the Directors to acquire such rights in any other body corporate.

## COMPETITION AND CONFLICT OF INTERESTS

None of the Directors or the controlling shareholders (as defined in the GEM Listing Rules) of the Company (the "Controlling Shareholders") or their respective close associates has engaged in any business that competes or may compete, either directly or indirectly, with the businesses of the Group or has or may have any other conflict of interests with the Group during year ended 31 December 2018.

## Non-Competition Undertakings

In order to avoid any possible future competition between the Group and the controlling shareholders of the Company (the "Controlling Shareholder"), Mr. Lau and Brightly Ahead (each a "Covenantor" and collectively the "Covenantors") have entered into the deed of non-competition (the "Deed of Non-competition") with the Company (for itself and for the benefit of each other member of the Group) on 7 June 2017. Pursuant to the Deed of Non-competition, each of the Covenantors has irrevocably and unconditionally undertaken to the Company (for itself and as trustee of its subsidiaries) that, during the period that the Deed of Non-competition remains effective, he/it shall not, and shall procure that his/its associates (other than any member of the Group) not to develop, acquire, invest in, participate in, carry on or be engaged, concerned or interested or otherwise be involved, whether directly or indirectly, in any business in competition with or likely to be in competition with the existing business activity of any member of the Group.

Each of the Covenantors further undertakes that if any of he/it or his/its close associates other than any member of the Group is offered or becomes aware of any business opportunity which may compete with the business of the Group, he/it shall (and he/it shall procure his/its associates to) notify the Group in writing and the Group shall have a right of first refusal to take up such business opportunity, The Group shall, within 6 months after receipt of the written notice (or such longer period if the Group is required to complete any approval procedures as set out under the GEM Listing Rules from time to time), notify the Covenantor(s) whether the Group will exercise the right of first refusal or not.

# Directors' Report

The Group shall only exercise the right of first refusal upon the approval of all the independent non-executive Directors (who do not have any interest in such opportunity). The relevant Covenantor(s) and the other conflicting Directors (if any) shall abstain from participating in and voting at and shall not be counted as quorum at all meetings of the Board where there is a conflict of interest or potential conflict of interest including but not limited to the relevant meeting of the independent non-executive Directors for considering whether or not to exercise the right of first refusal.

Each of the Covenantors also gave certain non-competition undertakings under the Deed of Non-competition as set out in the paragraph headed "Relationship with our Controlling Shareholders – Non-Competition Undertakings" in the Prospectus.

During the year, the Company had not received any information in writing from any of the Controlling Shareholders in respect of any new business opportunity which competed or might compete with the existing and future business of the Group which were offered to or came to be the knowledge of the Controlling Shareholders or their associates (other than any member of the Group), and the Company has received an annual written confirmation from each Controlling Shareholder of the Company in respect of him/it and his/its associates in compliance with the Deed of Non-competition. The independent non-executive Directors have also reviewed and were satisfied that each of the Controlling Shareholders had complied with the Deed of Non-competition.

## DIRECTORS' AND SENIOR MANAGEMENT'S BIOGRAPHIES

Biographical details of the Directors of the Company and the senior management of the Group are set out on pages 12 to 15 of this report.

## EMOLUMENTS OF DIRECTORS AND SENIOR MANAGEMENT AND FIVE HIGHEST PAID INDIVIDUALS

Details of the emoluments of the Directors and five individuals with highest emoluments are set out in Note 8 to the consolidated financial statements. The emolument of the number of the highest paid individuals who are not the Directors of the Company for the year ended 31 December 2018 are set out in Note 8 (b) to the consolidated financial statements.

The emoluments of the senior management of the Group for the year ended 31 December 2018 falls within the following band:

<b>Emolument Band</b>	<b>Number of Senior Management</b>
Up to HK\$1,000,000	2
HK\$1,000,001 to HK\$1,500,000	0
HK\$1,500,001 to HK\$2,000,000	1

# Directors' Report

## EMOLUMENT POLICY

The Remuneration Committee is set up for reviewing the Group's emolument policy and structure for all remuneration of the Directors and senior management of the Group, having regard to the Group's operating results, individual performance and comparable market practices.

The Remuneration Committee will meet at least once for each year to discuss remuneration related matters (including the remuneration of Directors and senior management) and review the remuneration policy of the Group. It has been decided that Remuneration Committee would determine, with delegated responsibility, the remuneration packages of individual executive Directors and Senior Management.

## RETIREMENT BENEFITS PLANS

Particulars of retirement benefits plans of the Group as at 31 December 2018 are set out in Note 2.18 (ii) to the consolidated financial statements.

## MANAGEMENT CONTRACTS

Save for the service agreements (for executive Directors) and letters of appointment (for the independent non-executive Directors) with the Company entered into with each of the Directors, no contracts concerning the management and administration of the whole and any substantial part of the business of the Company were entered into or existed during the year ended 31 December 2018.

## INTERESTS OF THE COMPLIANCE ADVISOR

As confirmed by the Group's compliance advisor, Frontpage Capital Limited (the "**Compliance Advisor**"), save as the compliance adviser agreement entered into between the Company and the Compliance Advisor, none of the Compliance Advisor or its directors, employees or associates (as defined under the GEM Listing Rules) had any interest in the Group or in the share capital of any member of the Group which is required to be notified to the Company pursuant to Rule 6A.32 of the GEM Listing Rules.

## DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES

As at 31 December 2018, the interests and short positions of the Directors and chief executives of the Company in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of Securities and Future Ordinance (the "**SFO**")) which are required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they were taken or deemed to have under such provisions), or which are required, pursuant to Section 352 of the SFO, to be entered in the register referred to therein or which are required to be notified to the Company and the Stock Exchange pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules, are as follows:



# Directors' Report

## Long positions in Shares

Name	Capacity/Nature of interest	Number of Shares held/ interested	Percentage of shareholding
Mr. Lau ( <i>Note 1</i> )	Interest in a controlled corporation	510,000,000	51.0%

*Note:*

- (1) Mr. Lau and Ms. Yuen Suk Har ("**Ms. Yuen**") beneficially own 99.9% and 0.1% of the issued share capital of Brightly Ahead Limited ("**Brightly Ahead**"), respectively. Therefore, Mr. Lau is deemed, or taken to be, interested in all the Shares held by Brightly Ahead for the purpose of the SFO. Mr. Lau is the sole director of Brightly Ahead.

Save as disclosed above, as at 31 December 2018, none of the Directors and chief executives of the Company had any interests or short positions in any shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which would have to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they were taken or deemed to have under such provisions of the SFO), or which were recorded in the register required to be kept by the Company pursuant to Section 352 of the SFO, or which were required, pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules, to be notified to the Company and the Stock Exchange.

## SUBSTANTIAL SHAREHOLDERS' AND OTHER PERSONS' INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES

As at 31 December 2018, the following person/entity (other than the Directors and chief executives of the Company) had or were deemed to have an interest or a short position in the Shares or the underlying Shares of the Company which would be required to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, or which were recorded in the register of the Company required to be kept under Section 336 of the SFO, or who were directly or indirectly, to be interested in 10% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of the Company or any other member of the Group:

## Long positions in the Shares

Name	Capacity/Nature of interest	Number of Shares held/ interested	Percentage of shareholding
Brightly Ahead	Beneficial owner	510,000,000	51.0%
Ms. Yuen (deceased) ( <i>Note</i> )	Interest in a controlled corporation/ Interest of spouse	510,000,000	51.0%
Ms. Zhang Yanhong	Beneficial owner	75,000,000	7.5%

*Note:*

As at the date of this report, Ms. Yuen's interest in the shares has reduced to 0.05% due to her death. She thereby ceased to be interested in the same number of shares in which Mr. Lau is interested.

# Directors' Report

Save as disclosed above, as at 31 December 2018, none of the substantial or significant shareholders or other persons, other than the Directors and chief executives of the Company whose interests are set out in the section "Directors' Report – Directors' and Chief Executives' Interests and Short Positions in Shares, Underlying Shares and Debentures" above, had or were deemed to have an interest or a short position in the shares or the underlying shares of the Company which would be required to be disclosed to the Company and the Stock Exchange under the provisions of Division 2 and 3 of Part XV of the SFO, or which were recorded in the register of the Company remained to be kept under Section 336 of the SFO, or who were directly or indirectly, interested in 10% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of the Company or any other members of the Group.

## **PURCHASE, SALE OR REDEMPTION OF LISTED SECURITIES OF THE COMPANY**

Neither the Company nor any of its subsidiaries has purchased, sold or redeemed any of the Company's shares during the year ended 31 December 2018.

## **CORPORATE GOVERNANCE**

Details of the Company's corporate governance practices are set out in the Corporate Governance Report on pages 25 to 37 of this report.

## **EQUITY-LINKED AGREEMENTS**

Save as disclosed in this report, there was no equity-linked agreement entered into by the Company during the year ended 31 December 2018.

## **SUFFICIENCY OF PUBLIC FLOAT**

As at the date of this report, based on information that is publicly available to the Company and to the best knowledge of the Directors, the Directors confirm that the Company maintained the public float as required under the GEM Listing Rules.

## **INDEPENDENCE OF INDEPENDENT NON-EXECUTIVE DIRECTORS**

The Company has received from each of the independent non-executive Directors annual written confirmation of his independence pursuant to Rule 5.09 of the GEM Listing Rules and the Company considers all the independent non-executive Directors to be independent.

## **INDEPENDENT AUDITORS**

The consolidated financial statements of the Group for the year ended 31 December 2018 were audited by HLB Hodgson Impey Cheng Limited. A resolution will be proposed at the forthcoming annual general meeting of the Company to re-appoint HLB Hodgson Impey Cheng Limited as auditors of the Company.

ON BEHALF OF THE BOARD  
**Basetrophy Group Holdings Limited**  
**Lau Chung Ho**  
*Chairman and Executive Director*

Hong Kong, 25 March 2019



# Corporate Governance Report

## INTRODUCTION

The Company is committed to the maintenance of good corporate governance practices and procedures. The Company believes that good corporate governance provides a framework that is essential for effective management, a healthy corporate culture, successful business growth and enhancing shareholders' value. The corporate governance principles of the Company emphasize a quality Board, sound internal controls, and transparency and accountability to all shareholders.

## CORPORATE GOVERNANCE PRACTICE

The Company acknowledges the need and importance of corporate governance as one of the key elements in creating shareholders' value. The Company is also committed to achieving high standard of corporate governance that can protect and promote the interests of all shareholders and to enhance corporate value and accountability of the Company. For corporate governance purpose, the Company has adopted the Corporate Governance Code (the "**CG Code**") set out in Appendix 15 of the GEM Listing Rules. During the year ended 31 December 2018, to the best knowledge of the Board, the Company has complied with the CG Code except for the deviation from provision A.2.1 of the CG Code as set out in the sub-section "Chairman and Chief Executive Officer" in "Corporate Governance Report" on page 32.

## DIRECTORS' SECURITIES TRANSACTIONS

The Company has adopted the required standard of dealing, as set out in Rules 5.48 to 5.67 of the GEM Listing Rules as the code of conduct for securities transactions by the Directors in respect of the shares of the Company (the "**Required Standard of Dealing**"). Having made specific enquiry of all Directors, all Directors have confirmed that they have complied with the Required Standard of Dealing and there was no event of non-compliance during the year ended 31 December 2018.

## DIRECTORS' RESPONSIBILITIES

The Board takes the responsibility to oversee all major matters of the Company, including but not limited to formulating and approving the overall strategies and business performance of the Company, monitoring the financial performance and internal control as well as overseeing the risk management system of the Company and monitoring the performance of senior executives. The Board is also responsible for performing the corporate governance duties including the development and reviewing the Company's policies and practices on corporate governance.

Liability insurance for Directors and senior management officers of the Company was maintained by the Company with coverage for any legal liabilities which may arise in the course of performing their duties.

# Corporate Governance Report

## DELEGATION BY THE BOARD

Daily operation and business management of the Group, inter alia, the implementation of strategies are delegated to the executive Directors along with other senior executives. Executions of operational matters and the powers thereof are delegated to the management by the Board with clear directions. They report periodically to the Board of their work and business decisions.

## Board Composition

The composition of the Board as at this report is set out as follows:

### Executive Directors

Ms. Yuen Suk Har *(Resigned on 1 November 2018) (Note 1)*

Mr. Lau Chung Ho  
*(Chairman and Chief Executive Officer)*

Ms. Deng Li *(Appointed on 1 November 2018) (Note 2)*

### Independent non-executive Directors

Mr. Ng Ki Man

Mr. Lu Tak Meng Teddy

Mr. Chong Kam Fung

*Note:*

- (1) Ms. Yuen Suk Har resigned from her role as an executive Director with effect from 1 November 2018. For further details, please refer to the announcement of the Company dated 1 November 2018.
- (2) Ms. Deng Li appointed as an executive Director with effect from 1 November 2018. For further details, please refer to the announcement of the Company dated 1 November 2018.

Biographical details of the Directors are set out in “Biographical Details of the Directors and Senior Management” on pages 12 to 15 of this report.

The proportion of which is higher than what is required by Rule 5.05A, 5.05 (1) and (2) of the GEM Listing Rules whereby independent non-executive Directors of a listed issuer represent at least one-third of the board. The three independent non-executive Directors represent more than one-third of the Board and at least one of whom has appropriate professional qualifications, or accounting or related financial management expertise. With the various experience of both the executive Directors and the independent non-executive Directors and the nature of the Group’s business, the Board considered that the Directors have a balance of skills and experience for the business of the Group.

The independent non-executive Directors play a significant role in the Board as they bring an impartial view on the Company’s strategies, performance and control, as well as ensure that the interests of all shareholders are taken into account. All independent non-executive Directors possess appropriate academic, professional qualifications or related financial management experience. None of the independent non-executive Directors held any other offices in the Company or any of its subsidiaries or is interested in any shares of the Company. The Company has received from each independent non-executive Director an annual confirmation of his independence, and the Company considers such Directors to be independent in accordance with the criteria set out in Rule 5.09 of the GEM Listing Rules.

# Corporate Governance Report

## Board Diversity Policy

The Board has adopted a board diversity policy (the “**Board Diversity Policy**”) on 28 December 2018 which sets out the basis to achieve diversity on the Board. Details of this policy is disclosed as below.

### 1. Purpose

This Policy aims to set out the approach to achieve diversity on the Board.

### 2. Vision

The Company recognizes and embraces the benefits of having a diverse Board to enhance the quality of its performance.

### 3. Policy

When determining the composition of the Board, the Company will consider board diversity in terms of, among other things, gender, age, experience, cultural and educational background, expertise, skills and know-how. All Board appointments will be based on merits, and candidates will be considered against objective criteria, having due regard for the benefits of diversity on the Board.

### 4. Measurable Objectives

Selection of candidates for Board membership will be based on a range of diversity perspectives, including but not limited to gender, age, experience, cultural and educational background, expertise, skills and know-how.

### 5. Monitoring and Reporting

The Nomination Committee will disclose the composition of the Board annually in the corporate governance report and monitor the implementation of this Policy.

### 6. Review of this Policy

The Nomination Committee will review this Policy, as appropriate, to ensure the effectiveness of this Policy. The Nomination Committee will discuss any revisions that may be required, and recommend any such revisions to the Board for consideration and approval.

### 7. Disclosure of this Policy

A Summary of this Policy together with the measurable objectives set for implementing this Policy, and the progress made towards achieving those objectives will be disclosed in the annual corporate governance report.

# Corporate Governance Report

## Nomination Policy

The Board has adopted a nomination policy (the “**Nomination Policy**”) on 28 December 2018 which sets out the approach to guide the Nomination Committee in relation to the selection, appointment and re-appointment of the directors of the Company. Details of this policy is disclosed as below.

### 1 PURPOSE

- 1.1 This Policy aims to set out the approach to guide the Nomination Committee in relation to the selection, appointment and re-appointment of the Directors.
- 1.2 This Policy aims to ensure that the Board has a balance of skills, experience, knowledge and diversity of perspectives appropriate to the requirements of the Company’s business.

### 2 CRITERIA

The Nomination Committee will evaluate, select and recommend candidate(s) for directorships to the Board by giving due consideration to criteria including but not limited to (collectively, the “**Criteria**”):

- (a) Diversity in aspects including but not limited to gender, age, experience, cultural and educational background, expertise, skills and know-how;
- (b) Sufficient time to effectively carry out their duties; their services on other listed and non-listed companies should be limited to reasonable numbers;
- (c) Qualifications, including accomplishment and experience in the relevant industries the Company’s business is involved in;
- (d) Independence;
- (e) Reputation for integrity;
- (f) Potential contributions that the individual(s) can bring to the Board; and
- (g) Commitment to enhance and maximize shareholders’ value.

# Corporate Governance Report

## 3 RE-ELECTION OF DIRECTOR AT GENERAL MEETING

- 3.1 The Nomination Committee will evaluate and recommend retiring Director(s) to the Board for re-appointment by giving due consideration to the criteria including but not limited to:
- (a) the overall contribution and service to the Company of the retiring director including his attendance of Board meetings and, where applicable, general meetings, and the level of participation and performance on the Board; and
  - (b) whether the retiring Director(s) continue(s) to satisfy the Criteria in section 2.
- 3.2 The Nomination Committee and/or the Board shall then make recommendation to shareholders in respect of the proposed re-election of director at the general meeting.

## 4 NOMINATION PROCESS

The Nomination Committee will recommend to the Board for the appointment of a Director in accordance with the following procedures and process:

- (a) The Nomination Committee will, giving due consideration to the current composition and size of the Board, develop a list of desirable skills, perspectives and experience at the outset to focus the search effort;
- (b) The Nomination Committee may consult any source it deems appropriate in identifying or selecting suitable candidates, such as referrals from existing Directors, advertising, recommendations from an independent agency firm and proposals from shareholders of the Company with due consideration given to the Criteria;
- (c) The Nomination Committee may adopt any process it deems appropriate in evaluating the suitability of the candidates, such as interviews, background checks, presentations and third-party reference checks;
- (d) Upon considering a candidate suitable for the directorship, the Nomination Committee will hold a meeting and/or by way of written resolutions to, if thought fit, approve the recommendation to the Board for appointment;
- (e) The Nomination Committee will thereafter make the recommendation to the Board in relation to the proposed appointment and the proposed remuneration package; and
- (f) The Board will have the final authority on determining the selection of nominees and all appointment of Directors will be confirmed by the filing of the consent to act as Director of the relevant Director (or any other similar filings requiring the relevant Director to acknowledge or accept the appointment as Director, as the case may be) to be filed with the Companies Registry of Hong Kong.

# Corporate Governance Report

## 5 RESPONSIBILITY

The Board will be ultimately responsible for the selection, appointment and re-appointment of Directors.

## 6 MONITORING AND REPORTING

The Nomination Committee will assess and report annually, in the Corporate Governance Report, on the composition of the Board, and launch a formal process to monitor the implementation of this Policy as appropriate.

## 7 REVIEW OF THIS POLICY

The Nomination Committee will launch a formal process to review this Policy periodically to ensure that it is transparent and fair, remains relevant to the Company's needs and reflects the current regulatory requirements and good corporate governance practice. The Nomination Committee will discuss any revisions that may be required and recommend any such revisions to the Board for consideration and approval.

## 8 DISCLOSURE OF THIS POLICY

8.1 A summary of this Policy including the nomination procedures and the process and Criteria adopted by the Nomination Committee to select and recommend candidates for directorship during the year will be disclosed in the annual corporate governance report.

8.2 In the circular to shareholders for proposing a candidate as an independent non-executive director, it should also set out:

- the process used for identifying the candidate and why the Board believes the candidate should be elected and the reason why it considers the candidate to be independent;
- if the proposed independent non-executive director will be holding their seventh (or more) listed company directorship, the reason the board believes the candidate would still be able to devote sufficient time to the Board;
- the perspectives, skills and experience that the candidate can bring to the Board; and
- how the candidate can contribute to the diversity of the Board.



# Corporate Governance Report

## **INDEPENDENT NON-EXECUTIVE DIRECTORS**

The independent non-executive Directors play a significant role in the Board as they bring an impartial view on the Company's strategies, performance and control, as well as ensure that the interests of all shareholders are taken into account. All independent non-executive Directors possess suitable and appropriate academic, professional qualifications or related financial management experience. None of the independent non-executive Directors held any other offices in the Company or any of its subsidiaries or is interested in any shares of the Company.

The Company has received from each independent non-executive Director an annual confirmation of his independence, and the Company considers such Directors to be independent in accordance with the criteria set out in Rule 5.09 of the GEM Listing Rules.

## **APPOINTMENT AND RE-ELECTION OF DIRECTORS**

Each of the executive Directors has entered into a service contract with the Company on 22 September 2016 and signed letters of appointment with each of independent non-executive Directors on 7 June 2017. The service contracts with the executive Directors and the letter of appointment with each of independent non-executive Directors are for an initial fixed term of three years commencing from the date of Listing. The service contracts and letters of appointment are subject to termination in accordance with their respective terms. The service contracts may be renewed in accordance with the memorandum and articles of association of the Company and the applicable GEM Listing Rules.

According to the Article 108 of the memorandum and articles of association of the Company, one-third of the Directors for the time being shall retire from office by rotation at every annual general meeting of the Company, provided that every Director shall retire from office by rotation and are subject to re-election at annual general meeting at least once every three years. Article 112 of the memorandum and articles of association of the Company provides that any Directors who are appointed to fill casual vacancies shall hold office only until the next following general meeting after their appointment, and are subject to re-election by shareholders of the Company.

Mr. Lau Chung Ho, Ms. Deng Li and Mr. Ng Ki Man will retire from office at the forthcoming annual general meeting of the Company to be held on Monday, 6 May 2019. Mr. Lau Chung Ho, Ms. Deng Li and Mr. Ng Ki Man, being eligible, will offer themselves for re-election.

At the forthcoming annual general meeting of the Company, separate ordinary resolutions will be put forward to the shareholders of the Company in relation to the proposed re-election of all Directors.

# Corporate Governance Report

## CHAIRMAN AND CHIEF EXECUTIVE OFFICER

Provision A.2.1 of CG Code stipulates that the roles of chairman and chief executive officer should be separate and should not be performed by the same individual. As Mr. Lau performs the roles of chairman and chief executive officer of the Company, the Company has deviated from this Code Provision from 1 November 2018. However, the Board believes that vesting the roles of both chairman and chief executive officer of the Company in Mr. Lau has the benefit of ensuring consistent and continuous planning and execution of the Company's strategies. The Board considers that the balance of power and authority, accountability and independent decision-making under the present arrangement will not be impaired in light of the diverse background and experience of the independent non-executive Directors, and the composition of the Board which comprises three independent non-executive Directors and two executive Directors also provides added independence to the Board. However, it is the long-term objective of the Company to have these two roles performed by separate individuals when suitable candidates are identified.

## DIRECTORS' TRAINING AND PROFESSIONAL DEVELOPMENT

The Group acknowledges the importance of adequate and ample continuing professional development for the Directors for a sound and effective internal control system and corporate governance. In this regard, the Group has always encouraged the Directors to attend relevant training courses to receive the latest news and knowledge regarding corporate governance.

During the year ended 31 December 2018, the Company has provided and all Directors have attended training courses on the updates of the GEM Listing Rules concerning good corporate governance practices. The Company will, if necessary, provide timely and regular trainings to the Directors to ensure that they keep abreast with the current requirements under the GEM Listing Rules.

## BOARD COMMITTEES

The Board has established three Board committees, namely, the Remuneration Committee, the Nomination Committee and the Audit Committee, for overseeing particular aspects of the Company's affairs. All Board committees have been established with defined written terms of reference, which are posted on the website of the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk) and the Company's website at [www.wbgroupfw.com.hk](http://www.wbgroupfw.com.hk). All the Board committees responsibly report to the Board on their decisions or recommendations made.

The practices, procedures and arrangements in conducting meetings of Board committees follow in line with, so far as practicable, those of the Board meetings set out above.

All Board committees are provided with sufficient resources to perform their duties and, upon reasonable request, are able to seek independent professional advice in appropriate circumstance, at the Company's expense.

The Board is responsible for performing the corporate governance duties set out in the CG Code which included developing and reviewing the Company's policies and practices on corporate governance, training and continuous professional development of Directors, and reviewing the Company's compliance with the code provision in the CG Code and disclosures in this report.

# Corporate Governance Report

## Remuneration Committee

The Remuneration Committee was established on 7 June 2017. The chairman of the Remuneration Committee is Mr. Lu Tak Meng Teddy, the independent non-executive Director, and other members includes Mr. Ng Ki Man and Mr. Chong Kam Fung, the independent non-executive Directors. The written terms of reference of the Remuneration Committee are posted on the website of the Stock Exchange and the Company's website.

The Remuneration Committee has been charged with the responsibility of making recommendations to the Board on the appropriated policy and structures for all aspects of Directors' and senior management's remuneration. The Remuneration Committee considers factors such as salaries paid by comparable companies, time commitment and responsibilities of the Directors, employment conditions elsewhere in the Group and desirability of performance-based remuneration. The Remuneration Committee has reviewed the remuneration packages and emoluments of Directors and senior management and considered that they are fair and reasonable during the year ended 31 December 2018. No Director or any of his or her associates is involved in deciding his or her own remuneration.

## Nomination Committee

The Nomination Committee was established on 7 June 2017. The chairman of the Nomination Committee is Mr. Chong Kam Fung, the independent non-executive Director, and other members included Mr. Ng Ki Man and Mr. Lu Tak Meng Teddy, the independent non-executive Directors. The written terms of reference of the Nomination Committee are posted on the website of the Stock Exchange and on the Company's website.

The primary duties of the Nomination Committee are to review and assess the composition of the Board and independence of the independent non-executive Directors and makes recommendations to the Board on appointment of new Directors of the Company. In recommending candidates for appointment to the Board, the Nomination Committee considers candidates on merit against objective criteria and with due regards to the benefits of diversity on the Board.

In designing the Board's composition, Board diversity has been considered from a number of perspectives, including but not limited to gender, age, cultural and educational background, industry experience, technical and professional skills and/or qualifications, knowledge, length of services and time to be devoted as a director. The Company will also take into account factors relating to its own business model and specific needs from time to time. The ultimate decision is based on merit and contribution that the selected candidates will bring to the Board.

# Corporate Governance Report

## Audit Committee

The Audit Committee was established on 7 June 2017. The chairman of the Audit Committee is Mr. Ng Ki Man, the independent non-executive Director, and other members included Mr. Lu Tak Meng Teddy and Mr. Chong Kam Fung, the independent non-executive Directors. The written terms of reference of the Audit Committee are posted on the website of the Stock Exchange and on the Company's website.

The Company has complied with Rule 5.28 of the GEM Listing Rules in that at least one of the members of the Audit Committee (which must comprise a minimum of three members and must be chaired by an independent non-executive Director) is an independent non-executive Director who possesses appropriate professional qualifications or accounting related financial management expertise.

The primary duties of the Audit Committee are to review the financial information and reporting process, internal control procedures and risk management system, audit plan and relationship with external auditors and arrangements to enable employees of the Company to raise, in confidence, concerns about possible improprieties in financial reporting, internal control or other matters of the Company.

During the year, the Audit Committee held four meetings to review and comment on the Company's 2017 annual results, 2018 interim results and quarterly results as well as the Company's internal control procedures and risk management system.

The Group's consolidated financial statements for the year ended 31 December 2018 have been reviewed by the Audit Committee. The Audit Committee is of the opinion that the consolidated financial statements of the Group for the year ended 31 December 2018 comply with applicable accounting standards, GEM Listing Rules and that adequate disclosures have been made.

# Corporate Governance Report

## ATTENDANCE RECORDS OF MEETINGS

The Board meet regularly for considering, reviewing and/or approving matters relating to, among others, the financial and operating performance, as well as, the overall strategies and policies of the Company. Additional meetings are held when significant events or important issues are required to be discussed and resolved.

Details of all Directors' attendance at the Board meeting and Board committees' meeting held during the year ended 31 December 2018 are as follows:

	<b>Board Meeting</b>	<b>Audit Committee Meeting</b>	<b>Remuneration Committee Meeting</b>	<b>Nomination Committee Meeting</b>	<b>2018 Annual General Meeting</b>
	<b>Number of Meetings Attended/Held</b>				
<b>Executive Directors</b>					
Ms. Yuen Suk Har <i>(Resigned on 1 November 2018)</i>	3/6	–	1/2	1/2	1/1
Mr. Lau Chung Ho	6/6	–	–	–	1/1
Ms. Deng Li <i>(Appointed on 1 November 2018)</i>	1/6	–	–	–	–
<b>Independent non-executive Directors</b>					
Mr. Ng Ki Man	6/6	4/4	2/2	2/2	1/1
Mr. Lu Tak Meng Teddy	6/6	4/4	2/2	2/2	1/1
Mr. Chung Kam Fung	6/6	4/4	2/2	2/2	1/1

## COMPANY SECRETARY

The company secretary of the Company (the "Company Secretary") assists the Board by ensuring the Board policy and procedures are followed. The Company Secretary is also responsible for advising that Board on corporate governance matters.

The Company engages an external service provider, Ms. Yim as its Company Secretary. Ms. Yim possesses the necessary qualification and experience, and is capable of performing the functions of the company secretary. Mr. Lau the executive Director of the Company is the primary contact person who Ms. Yim contacts.

For the year ended 31 December 2018, Ms. Yim undertook no less than 15 hours of relevant professional training to update her skill and knowledge. The biographies of Ms. Yim is set out in the section headed "Biographical Details of the Directors and Senior Management" of this report.

## INDEPENDENT AUDITORS' REMUNERATION

HLB Hodgson Imprey Cheng Limited is appointed as the external auditors of the Company. The fee paid and payable in respect of audit services and non-audit services amounted to approximately HK\$750,000 and approximately HK\$18,000 respectively for the year ended 31 December 2018.

# Corporate Governance Report

## SHAREHOLDERS' RIGHT

As one of the measures to safeguard shareholders' interest and rights, separate resolutions are proposed at shareholders' meetings on each substantial issue, including the election of individual directors, for shareholders' consideration and voting. All resolutions put forward at shareholders' meeting will be voted by poll pursuant to the GEM Listing Rules and the poll voting results will be posted on the website of the Stock Exchange and the Company's website after the relevant shareholders' meeting.

Extraordinary general meeting may be convened by the Board on requisition of shareholders holding not less than one-tenth of the paid up capital of the Company or by such shareholders who made the requisition (the "**Requisitionists**") (as the case may be) pursuant to Article 64 of the memorandum and articles of association of the Company. Such requisition must state the object of business to be transacted at the meeting and must be signed by the Requisitionists and deposited at the registered office of the Company or the Company's principal place of business in Hong Kong. Shareholders should follow the requirements and procedures as set out in such article for convening an extraordinary general meeting. Shareholders may put forward proposals with general meeting of the Company by sending the same to the Company at the principal office of the Company in Hong Kong.

For putting forward any enquiries to the Board, shareholders may send written enquiries to the Company. Shareholders may send their enquiries or requests in respect of their rights to the Company's principal place of business in Hong Kong.

## RISK MANAGEMENT AND INTERNAL CONTROL

The Directors acknowledge that they have overall responsibility for overseeing the Company's internal control, financial control and risk management system and shall monitor its effectiveness on an ongoing basis. A review of the effectiveness of the risk management and internal control systems has been conducted by the Board at least annually.

Aimed at providing reasonable assurance against material errors, losses or fraud, the Company has established a risk management procedures which comprised the following steps:

- Identify risks: Identify major and significant risks that could affect the achievement of goals of the Group;
- Risk assessment: Assess and evaluate the identified risk according to its likely impact and the likelihood of occurrence;
- Risk mitigation: Develop effective control activities to mitigate the risks.

Risk identification and assessment is performed or updated annually, and the results of risk assessment, evaluation and mitigation of each functions or operation are documented in the Risk Registry to communicate to the Board and Management for reviews.

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

# Corporate Governance Report

A review on the internal control systems of the Company, including financial, operational and compliance controls and risk management functions has been carried out by an independent consultancy company with staff in possession of relevant expertise to conduct an independent review.

The Audit Committee reviewed the internal control review report issued by the independent consultancy company and the Company's risk management and internal control systems in respect of the year ended 31 December 2018 and considered that they are effective and adequate. The Board assessed the effectiveness of internal control systems by considering the internal control review report and reviews performed by the Audit Committee and concurred the same.

Under Code Provision C.2.5, the Group should have an internal audit function. The Company has no internal audit function because the Company has maintained an internal control system and its implementation has been considered effective by the Audit Committee and the Board. In addition, the Audit Committee has communicated with external auditors of the Company to understand if there is any material control deficiency. Nevertheless, the Company will review the need for one on an annual basis.

## COMMUNICATION WITH SHAREHOLDERS AND INVESTOR RELATIONS

The Company has adopted shareholders communication policy with objective of ensuring that the shareholders and potential investors are provided with ready, equal and timely access to balanced and understandable information about the Company.

The Company has established several channels to communicate with the shareholders as follows:

- (i) Corporate communications such as annual reports, quarterly reports, interim reports and circulars are issued in printed form and are available on the website of the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk) and the Company's website at [www.wbgroupfw.com.hk](http://www.wbgroupfw.com.hk);
- (ii) Periodic announcements are made through the Stock Exchange and published on the respective websites of the Stock Exchange and the Company;
- (iii) Corporate information is made available on the Company's website;
- (iv) Annual and extraordinary general meetings provide a forum for the shareholders to make comments and exchange views with the Directors and senior management; and
- (v) The Hong Kong share registrar of the Company serves the shareholders in respect of share registration, dividend payment and related matters.

The Company keeps on promoting investor relations and enhancing communication with the existing shareholders and potential investors. It welcomes suggestions from investors, stakeholders and the public. Enquires to the Board or the Company may be sent by post to the Company's principal place of business in Hong Kong.

Since the date of Listing, there is no significant change in the memorandum and articles of association of the Company.

# Environmental, Social and Governance Report

## ABOUT THE REPORT

This report is the “Environmental, Social and Governance Report” (collectively “**the Report**”) published by the Group, which discloses the Group’s measures and performance on sustainable development topics in a transparent and open manner, in order to increase stakeholders’ confidence and understanding on the Group.

## Reporting Standards

The Report is prepared in accordance with the “Environmental, Social and Governance Reporting Guide” (“**ESG Guide**”) of the Stock Exchange set out in Appendix 20 of the GEM Listing Rules. The Report provides a simplified overview on the environmental, social and governance performance of the Group. The information in the Report is derived from the Group’s official documents and statistics, as well as the integration and summary of monitoring, management and operational information provided by subsidiaries of the Group.

## Reporting Year

All the information in the Report reflects the performance of the Group in environmental management and social responsibility from 1 January 2018 to 31 December 2018 (the “**Reporting Period**”). This Report is released annually by the Group for public review so as to improve the transparency and responsibility of information disclosure.

## Reporting Scope

The Group is a construction contractor in Hong Kong principally providing foundation and other construction works in Hong Kong. The Report covers the ESG performance of the headquarter in Hong Kong and several construction projects engaged in Hong Kong during the Reporting Period.

After the comprehensive completion of data collection system and the Group’s deepening in its environmental, social and governance work, the Group has identified certain ESG issues relevant to the Group, which have been assessed by considering their materiality and importance to the Group’s principle activities, stakeholders as well as the Group. Those identified ESG issues and key performance indicators (“**KPIs**”) have been disclosed in the Report.

## STAKEHOLDER ENGAGEMENT

The HKEX has set forth four principles for reporting in the ESG Guide: Materiality, Quantitative, Balance and Consistency, which should form the basis for preparing the Environmental, Social and Governance Report. As the HKEX emphasises, stakeholder engagement is the method by which materiality is assessed. Through stakeholder engagement, companies can understand wide-ranging views and identify material environmental and social issues.

The Group believes that effective feedback from stakeholders not only contributes to comprehensive and impartial evaluation of our ESG performance, but also enables us to improve our performance based on their feedback. Therefore, the Group has engaged in open and regular communication with our stakeholder groups including shareholders, employees, customers, suppliers, sub-contractors, government and the media. Over the years, we have continued to fine-tune our sustainability focus, addressing pressing issues. The table below shows how we communicate with key stakeholder groups and their respective concerns.



# Environmental, Social and Governance Report

**Table 1: Stakeholders and Engagement Methods**

Stakeholder	Interests and concerns	Engagement channels
<b>Shareholders and investors</b>	<ul style="list-style-type: none"> <li>Return on investment</li> <li>Corporate strategy and governance</li> <li>Risk mitigation and management</li> </ul>	<ul style="list-style-type: none"> <li>Annual General Meeting</li> <li>Interim and annual reports, corporate websites</li> <li>Announcements, notices of meetings, circulars</li> </ul>
<b>Clients</b>	<ul style="list-style-type: none"> <li>Robust project management</li> <li>Full compliance with regulations</li> <li>Sustainability performance of operations</li> </ul>	<ul style="list-style-type: none"> <li>Interim and annual reports, corporate websites</li> <li>Regular meetings and communication</li> </ul>
<b>Employees</b>	<ul style="list-style-type: none"> <li>Compensation and benefits</li> <li>Occupational health and safety</li> <li>Career development opportunities</li> <li>Corporate culture and wellbeing</li> </ul>	<ul style="list-style-type: none"> <li>Provide leisure activities and increase cohesion</li> <li>In-house training programmes</li> <li>Performance reviews and appraisals</li> <li>Promote career development and enhance competence at all levels</li> </ul>
<b>Suppliers</b>	<ul style="list-style-type: none"> <li>Long-term partnership</li> <li>Ethical business practices</li> <li>Supplier assessment criteria</li> </ul>	<ul style="list-style-type: none"> <li>Procurement processes</li> <li>Audits and assessments</li> </ul>
<b>Sub-contractors</b>	<ul style="list-style-type: none"> <li>Effective project management</li> <li>Occupational health and safety</li> <li>Ethical business practices</li> <li>Sub-contractors assessment criteria</li> </ul>	<ul style="list-style-type: none"> <li>Annual Health, Safety and Environment seminars</li> <li>Training sessions</li> <li>Regular progress meetings</li> <li>Audits and assessments</li> </ul>

The business of the Group affects different stakeholders, and stakeholders have different expectations on the Group. The Group will maintain communication with stakeholders continuously, collect opinions of stakeholders through different forms and more extensively, and make substantive analysis more comprehensively. At the same time, the Group will enhance the reporting principles of quantification, balance and consistency, in order to define the content of the Report and presentation of the information that is more in line with the expectations of stakeholders.

# Environmental, Social and Governance Report

## ENVIRONMENT PROTECTION

### Emissions

#### Emissions from the course of production

Major emissions from construction sites are air pollutants, noise, waste and effluents. The Group manages these emissions and is committed to seeking practical means to reduce their impact on the environment.

To reduce the noise nuisance in the surrounding environment, the Group keeps on implementing equipment which can be effectively silenced, such as low-noise transformers, air receivers and hand-held breakers. Where necessary, the Group applies construction noise permit for every site that passed different testing from Environmental Protection Department (i.e. acceptable noise levels, sound power levels for percussive piling and summation of noise levels). The Group recognizes that noise challenges are unique to each project and there is always room to further reduce noise in communities surrounding our sites. In this regard, the Group is considering in kicking off a yearly review to evaluate the internal noise abatement procedures, especially for projects at noise-sensitive areas.

To deal with the effluent from construction sites, the Group has developed a set of procedures which meet the requirements under Water Pollution Control Ordinance and its subsidiary regulation in order to obtain license from the Water Pollution Control Ordinance at each site. For instance, sediment traps or basins are provided to abstract wastewater and remove waste particles from on-site systems. The Group aims to minimize various discharges like muddy underground water and bentonite slurries from excavation work and/or bore piling activities to limit the impact to the environment. The impact includes siltation in drainage pipes which may lead to blockage and eventually flooding risks, visual nuisance and hazard to the aquatic life and increase in turbidity of the receiving water which may adversely affect the ecosystem.

For Construction and Demolition (“**C & D**”) material, the inert C & D material is disposed through logistic service provider trucks that is authorized by Environmental Protection Department (“**EPD**”). The waste is disposed at public filling areas whereas the non-inert and mixed C & D waste are disposed of at three strategic landfills. With the logistic service provider that is authorized by EPD to handle inert C&D material, illegal dumping can be prohibited.

During the Reporting Period, we were not aware of any material non-compliance with the environmental laws and regulations.

#### Emissions from vehicle usage

During our operation, the usage of private cars and light good vehicles generate the emission of nitrogen oxides (“**NOx**”), sulphur oxides (“**SOx**”) and particulate matters (PM). Also, the use of electricity in office and construction sites generate carbon dioxides (“**CO<sub>2</sub>**”). The approximate amount of CO<sub>2</sub>, NOx, SOx and PM produced from our operation in Hong Kong are shown in the following table:

# Environmental, Social and Governance Report

**Table 2: Environmental Key Performance Indicators**

<b>Types of Cars</b>	<b>2018 Number of Cars</b>	<b>2017 Number of Cars</b>
Private cars	8	8
Light good vehicles	4	3
Medium & heavy goods vehicles	1	1
<b>Air Emission</b>	<b>2018 Volume (Tonnes)</b>	<b>2017 Volume (Tonnes)</b>
CO <sub>2</sub>		
Scope 2 – energy indirect emission – generated from the use of electricity in office and construction sites	10.47	12.58
Scope 3 – other indirect emissions – paper waste disposed at landfills	0.83	N/A
– other indirect emissions – electricity for processing fresh water and sewage	0.01	N/A
NO <sub>x</sub> emission	0.31	0.23
SO <sub>x</sub> emission	0.0006	0.0005
PM emission	0.024	0.020

In respect of reducing the nitrogen oxides, sulphur oxides and particulate matters emissions, the Group has formulated and educated employees about the following measures so as to achieve the environmental friendly approach including (i) avoid peak hour traffic and (ii) encourage the use of public transport instead of private car.

For the level of air emission incurred by the Group in 2018, the NO<sub>x</sub>, SO<sub>x</sub> and PM have increased slightly, comparing to 2017, due to the employment of the additional light good vehicle. In the meanwhile, the level of the CO<sub>2</sub> emission of scope 2 has decreased from 12.58 tonnes to 10.47 tonnes. The Group is pleased to enjoy this favourable result and believes the extensive staff training about the environmental friendly approach is the main reason for the drop.

The Group would continue the work to become a low carbon organisation. Further action will be taken to reduce the environmental impact.

During the Reporting Period, the Group was not aware of any material non-compliance with the environmental laws and regulations in respect of both emissions from the course of production and vehicle usage.

# Environmental, Social and Governance Report

## Non-hazardous solid waste emission

For the provision of foundation services, the Group has produced some non-hazardous waste during the operation. The emission figures are as followings:

**Table 3: Environmental Key Performance Indicators**

<b>Non-hazardous waste</b>	<b>2018 Volume (Tonnes)</b>	<b>2017 Volume (Tonnes)</b>
Mixed construction waste disposal at Government Waste Disposal Facilities	38	0.02
Inert construction waste disposal at Government Waste Disposal Facilities	10,257	7,099
Non-inert construction waste disposal at Government Waste Disposal Facilities	22.8	0.02

According to the figures above, the emission for mixed, inert and non-inert construction waste in 2018 have increased significantly. The reason is that the Group has performed more excavation works in 2018, producing different types of construction waste, mainly the soil, concrete and other inseparable building materials. This contributes to a higher figure in emission of non-hazardous waste.

The Group is dedicated to proper management of the non-hazardous solid waste. Specific area at the site is assigned for the temporary storage of non-hazardous waste. The waste is gathered by logistic service provider that is authorized by Environmental Protection Department and deliver to the public landfills.

## Use of Resources

The Group adheres to the concept of energy conservation and emission reduction for green production. The major resources used by the Group are principally attributed to electricity and water consumed in various project sites in Hong Kong. We aim to improve our energy utilization efficiency to achieve low-carbon practices and emission reduction throughout the operation, and strive to save the resources.

# Environmental, Social and Governance Report

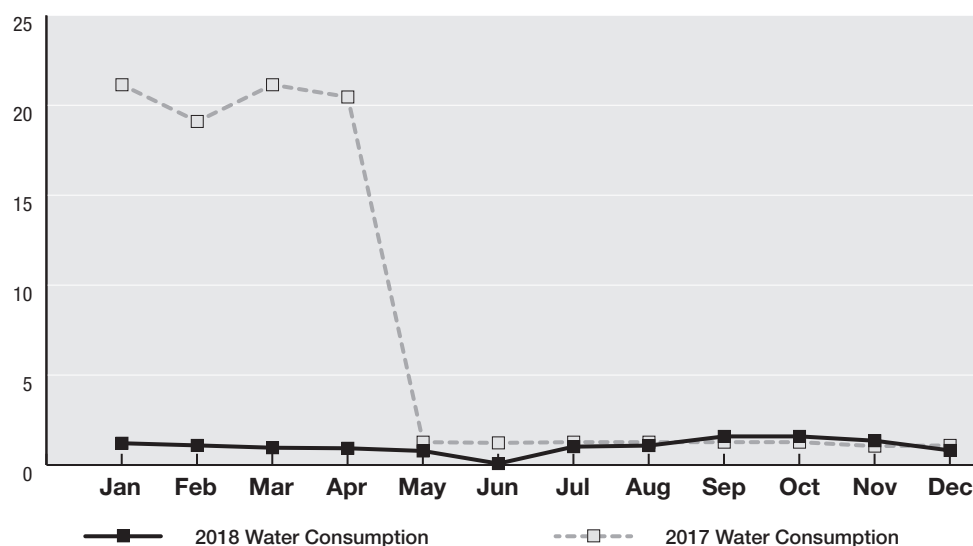
The table below shows the total number of paper products the Group had consumed during the financial year:

**Table 4: Environmental Key Performance Indicators**

Types of paper products	2018 Volume (Paper products consumed)	2017 Volume (Paper products consumed)
A4 plain paper (ream)	79	*N/A
A3 plain paper (ream)	3	*N/A
A4 recycled paper (ream)	11.5	*N/A
Paper cups (piece)	100	*N/A
Paper Towel (boxes)	57	*N/A
Namecards (piece)	35	*N/A
Letterhead (piece)	182	*N/A
Envelope (piece)	715	*N/A

\* The group had not developed any mechanism for collecting this information in 2017

Besides, the Group records and analyzes the water consumption regularly. After identifying the causes of high rates of water consumption, the Group will take remedial action to minimize water use. The following table showed the monthly water consumption in cubic meters of the Group:



The table above shows the water consumption between 2017 and 2018 are nearly the same, except from Jan to Apr. The reason for the variance is that the site water meter of a particular project was borne by the Group in 2017. Since then, the site water meter of other projects are all borne by the main-contractor.

# Environmental, Social and Governance Report

The table below shows the total water consumption in cubic meters by region during the Reporting Period:

**Table 5: Environmental Key Performance Indicators**

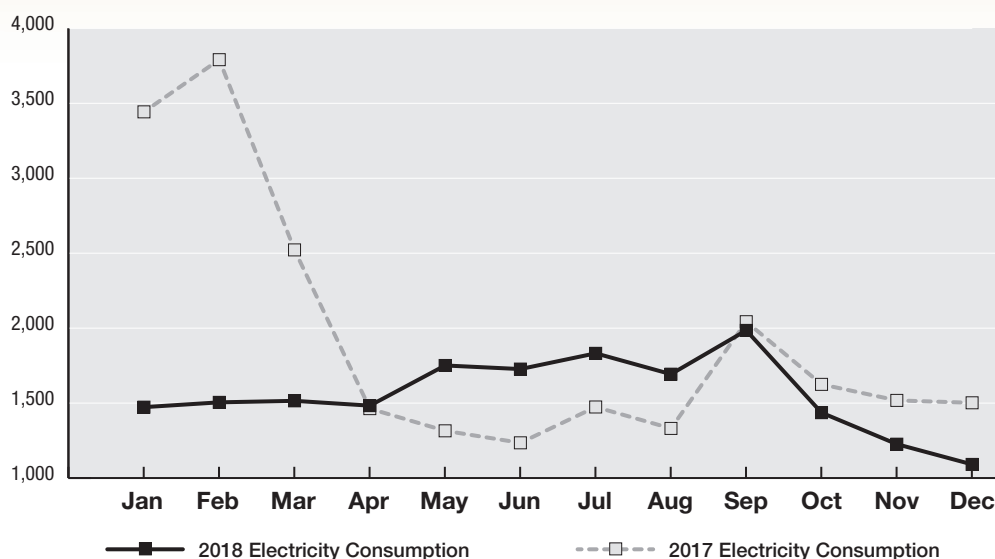
<b>Region</b>	<b>2018 Water consumption (cubic metres)</b>	<b>2018 Intensity of water consumption per no. of employees (cubic metres)</b>	<b>2017 Intensity of water consumption per no. of employees (cubic metres)</b>
Hong Kong	13.2	0.41	2.23

Compared to the last financial year, the intensity of water consumption per no. of employees has dropped from 2.23 cubic metres to 0.41 cubic metres. The Group believes this is the contribution from the regular water consumption analysis and the internal training that create a sense of urgency to all staff about the monitoring of water usage. The Group will keep on performing current works and strive to remain the intensity at a low level.

The Group determines to maximize energy conservation in its office by promoting efficient use of power and adopting green technologies. For instance, the Group continues to upgrade equipment such as purchasing electrical appliances with high efficient energy label, lighting and air-conditioning systems in order to increase energy efficiency. Air-conditioning systems can be adjusted to a specific temperature, which allows the users to set at a comfortable temperature and avoid power waste.

# Environmental, Social and Governance Report

To identify energy saving opportunities, the Group measures and records the energy consumption level from time to time. The monthly electricity consumption in kilowatt hour (Kwh) is shown below:



The variation of electricity consumption between 2017 and 2018 are similar to water consumption, mainly due to the variation from Jan to Apr. The reason behind, similar to the one as explained above in variation of water consumption, is that the site electricity consumption was borne by the Group for a particular project. Except that, the electricity consumption in both years have remained at a steady level.

The total electricity consumption in cubic meters by region during the Reporting Period is shown in the table below:

**Table 6: Environmental Key Performance Indicators**

Region	2018 Electricity consumption (kwh)	2018 Intensity of electricity consumption per number of employees (kwh)	2017 Intensity of electricity consumption per number of employees (kwh)
Hong Kong	18,717	584.91	567.37

Generally, the level of intensity of electricity consumption in 2018 remains at a reasonably low level, only 3% increment is incurred comparing to last financial year. The Group will continue to monitor the electricity consumption and perform remedial action when necessary.

# Environmental, Social and Governance Report

## The Environment and Natural Resources

To develop a green approach at the project sites and office, the Group has set up various environmental system management practices as part of its effort to develop an environmental management system that supports sustainable development.

By the implementation of ISO 9001 Quality Management System, the Group has given careful consideration to minimize all significant impact on the environment resources. Environmental performance is monitored on a timely basis.

### Implemented practice

- Switch off computers, printers, machines and other electronic devices after office hours or when leaving the workplace to reduce power consumption.
- Maximize the use of nature light and energy-saving lighting systems
- Apply optima temperature setting of air-conditioning
- Encourage duplex printing
- Reuse of single-side used paper

As a socially responsible enterprise, protecting nature and the environment has become an integral part of our corporate culture/our important value, the Group constantly looks for ways to maximize benefits with minimal resource consumption and environmental impact, and continue to strive for sustainable development.

## PEOPLE Employment

The Group reckons that employees are the most valuable assets of an enterprise and also the cornerstone for sustaining corporate development. It is always the Group's initiative to provide a fair and competitive compensation package to attract and retain quality talents, in the form of a basic salary, incentives bonus, mandatory provident fund, and other fringe benefits. Remuneration packages are reviewed periodically. The Group also has a set of comprehensive human resources management policy to support human resources function. The policies include compensation and benefits, working hours and holidays, recruitment and selection, performance management, promotion, employment termination, training and development.

As the Group is principally engaged in construction related works, manual work is generally required in most positions. Hence, the ratio of the number of male to female employees is approximately 9.7 to 1 (2017: 7.2: 1). However, the Group aims to refrain from any form of harassment and discrimination with respect to age, gender, race, nationality, religion, marital status or disability in the workplace via implementation of human resources management policy. The above measures have helped ensuring that every employee is treated equally and fairly.



# Environmental, Social and Governance Report

The Group has always strictly observed the relevant legislations in Hong Kong regarding the equal employment opportunities, child labour and forced labour. The Group abides by the employment regulations, relevant policies and guidance of the relevant jurisdictions where it operates, including the “Employment Ordinance”, the “Employees’ Compensation Ordinance”, “Occupational Safety and Health Ordinance”, the “Factories and Industrial Undertakings (Safety Officers and Safety Supervisors) Regulations” and etc. in Hong Kong.

The Group has its internal procedures to record employees’ information in order to review employment practices regularly so as to avoid any non-compliance. Furthermore, the Group strictly complies with the internal recruitment process during recruitment to ensure no employment of child labour and forced labour in any form.

The Group also strives to establish harmonious labour relationships and create a happy working environment, promote a positive and healthy lifestyle, and lift the spirit of local workforce, encourage and strengthen internal communication through organising diversified employee activities.

During the year, the Group was not aware of any material non-compliance with relevant standards, rules and regulations regarding operations and activities, labour practices.

**Table 7: Employment Key Performance Indicators**

Number of employees

Gender	Age below 30	Age 30-50	Age over 50	Number of employees by gender	Total number of employees	2018	2017
						ratio of number of male to female employees	ratio of number of male to female employees
Male	5	15	9	29	32	9.7: 1	7.2: 1
Female	–	1	2	3			
<b>Total</b>	<b>5</b>	<b>16</b>	<b>11</b>	<b>32</b>			

# Environmental, Social and Governance Report

**Table 8: Employment Key Performance Indicators**

Employee recruit

Gender	Age below 30	Age 30-50	Age over 50	Number of new recruits by gender	Total number of new recruits	2018	2017
						percentage of new recruits to total number of employees	percentage of new recruits to total number of employees
Male	-	1	1	2	3	9%	20%
Female	-	1	-	1			
<b>Total</b>	<b>-</b>	<b>2</b>	<b>1</b>	<b>3</b>			

**Table 9: Employment Key Performance Indicators**

Employee turnover

Gender	Age below 30	Age 30-50	Age over 50	Staff turnover by gender	Total staff turnover	2018	2017
						Ratio of employee turnover to total number of employees	Ratio of employee turnover to total number of employees
Male	-	5	1	6	7	20%	0%
Female	-	1	-	1			
<b>Total</b>	<b>-</b>	<b>6</b>	<b>1</b>	<b>7</b>			

# Environmental, Social and Governance Report

## Health and Safety

The Company is an investment holding company incorporated in the Cayman Islands whilst its headquarters is located in Hong Kong. The nature of its daily operation is mainly office-based where the safety risk is limited. The Hong Kong headquarters has been equipped with fire-fighting facilities including fire extinguishers and participates in the fire drill organized by the building regularly.

The Group is committed to providing and maintaining a safe and healthy working environment for the employees and ensuring the safety of others affected by the Group's operation. The Group strictly requires employees to comply with the company safety policy and guidelines which clearly specify work flows, all kinds of safety measures and guidance as well as employees' responsibilities for their health and safety at our workplace.

The Group has also established a risk assessment program that consists of a number of sequential steps such as risk identification, analysis, evaluation, treatment, monitoring and reviewing based on the existing controls and recommendations to reduce those risks which are not deemed to be under acceptable limits.

For employees that work station is mainly based in the project site, we provide "site specific induction training" before commencing their work in the project site in accordance with the Factories and Industrial Undertakings Ordinance and the Construction Sites (Safety) Regulations. Thereafter, they are given refresher talks regularly depending on the amount of changes to the site condition. The Group also provides tool-box talks, aiming to heighten employee awareness of workplace hazards and the Occupational Safety and Health Ordinance.

Every case of injury (if any) is required to be reported to the Group and be assessed individually under the internal guideline procedures set. Subsequently, the Group follows the procedures in accordance with the Employees' Compensation Ordinance. The Group is pleased to report that the rate of accidents and injuries during the Reporting Period was extremely low that approximately 8 reportable accidents per 100 staff. This figure has been summarized from working in offices, in engineering environments (e.g. on-site support activity) and in construction, involving installation and construction activity.

In conclusion, the rate of work injury remains at low level, however there has been a very small increase compared to last financial year. This is due to two additional accident being reported. But even then, zero fatal accident has been incurred. In the future, the Group will endeavor to enhance the safety training and safety monitoring to increase the level of construction site safety and minimize the number of work injuries.

During the Reporting Period, the Group was not aware of any material non-compliance with the health and safety laws and regulations.

**Table 10: Health and Safety Key Performance Indicators (Employee)**

	2018	2017
	Rate of work injury (per hundred employees)	Rate of work injury (per hundred employees)
<b>Number of work injuries</b>		
3	7.69	2.44

# Environmental, Social and Governance Report

## Development and Trainings

The Group recognizes the importance of skilled and professionally trained employees to its business growth and future success. Therefore, the Group encourages them to participate in personal development and job-related training courses. During the Reporting Period, the Group formulates quality management training programs to update our staff with the most updated standard of ISO9001, in order to maintain the highest standard of professionalism by our employees. This program includes quality assurance training in operation process and inspection assurance of materials received from suppliers.

In terms of daily operation, the Group provides induction training for new employees, where experienced employees act as mentors to guide new comers. The Group believes such arrangement can be the best practice to facilitate communication and team spirit, also improve technical skills and managerial capability and encourage the learning and further development of employees at all levels.

The Group will continue to intensify its efforts to promote staff training programs which the Group believes that by means of offering comprehensive training opportunities, it could help providing the necessary protection for talent reserves for corporate development. The Group annually evaluates the training needs of its employees to ensure that employees are offered with suitable and appropriate training according to their job nature and position.

**Table 11: Training and Development Key Performance Indicators (Employee)**

	Senior managerial level	Managerial level	General staff	Percentage of employees receiving training by gender	2018	2017
					Overall percentage of employees receiving training	Overall percentage of employees receiving training
<b>Trained staff</b>						
Male	100%	100%	100%	100%	94%	72%
Female	N/A	100%	100%	100%		

# Environmental, Social and Governance Report

**Table 12: Training and Development Key Performance Indicators (Employee)**

	Senior managerial level	Managerial level	General staff	Average training hours by gender	2018 Overall average training hours	2017 Overall average training hours
<b>Average training hours</b>						
Male	1 hour	35 hours	243 hours	9.3 hours	8.8 hours	4 hours
Female	N/A	1 hour	2 hours	1.5 hours		
<b>Total</b>	<b>1 hour</b>	<b>36 hours</b>	<b>245 hours</b>	<b>10.8 hours</b>		

## Labour Standards

The Group always respects and strictly complies with all applicable national laws and local regulations as well as relevant labour laws and regulations in the place where it operates, including the Policy of Employment of Children under the Employment Ordinance in Hong Kong. We have also developed rigorous and systematic measures for recruitment and selection, to prevent ourselves from illegally hiring child labour and ensure that the employment is in compliance with relevant laws and regulations.

The Group arranges the employees' working hours based on the statutory working hour standards and allows them to entitle paid leaves and sick leaves in accordance with the relevant labour laws in Hong Kong.

During the Reporting Period, the Group was not aware of any material non-compliance with the labour requirements set out in relevant laws and regulations.

## Supply Chain Management

The Group implements supplier management in accordance with internal guidance which governs the engagement of suppliers/subcontractors. Suppliers/Subcontractors are chosen subjecting to screening and evaluation procedures among the suppliers, based on the quality and price. Also, to ensure supplier capability in quality assurance, safety and environmental responsibility, field visit and investigation is conducted, which includes a comprehensive quality management system and are accredited with ISO 9001 standards. The investigation has been included reviewing the production capacity, technology level, quality assurance capabilities, supply capacity, safety and environment management qualifications if needed. Only the highly qualified suppliers/subcontractors complied with regulatory requirements are eligible for the approved supplier/subcontractor list established by the Group. The Group also carries out regular assessment on suppliers'/subcontractors' overall capabilities, assets position, nature of business, reputation in the industry, quality of products, goods delivery and compliance with law and regulations.

As customers are becoming more concerned about environmental issues, and stress the importance of using environmentally friendly materials. The Group will continue to act as a corporate citizen in communicating and stressing those environmental issues to our suppliers.

Each sub-contractor and supplier are reviewed after completion of their contracts. In cases of major non-performance of approved sub-contractor or supplier, the Group will review their suitability to remain on the approved list.

# Environmental, Social and Governance Report

## Product and Service Responsibility

The Group is committed to providing high-quality services and guarantees that the quality of our projects is in line with quality standards and sustainability requirements. We also pursue to meet higher criteria all the time.

The Group has always been focusing on quality control in project construction since its incorporation. In respect of human resources, we have a team of project managers with rich experience in undertaking various pile work construction projects. In respect of systems, we own a quality management system in accordance with the ISO 9001 standard, which establishes the procedure to manage the non-conformity detected during construction process. When non-conforming works are identified, the Group will review the situation and stop these below standard works from continuing or re-occurring. If the defect is likely to recur, the Group will require remedial action that made by the subcontractor and shall more closely supervise these works whenever practicable. The Group also carry out trainings and established a management system covering various aspects including management of quality of construction staff, quality control on raw material, site management and quality management system, so as to ensure the timely and efficient completion of our projects.

## Anti-corruption

The Group is committed to maintain the integrity of its corporate culture. Staff members are not allowed to solicit or accept any advantages. The Group sets out the relevant policies in the Employee Handbook and guides the employees to abide by the code of conduct. The code of conduct provides a clear definition of the provision and acceptance of interests, such as gifts and souvenirs, and ways to deal with conflicts of interest.

Directors and employees are required to make a declaration to the management through the reporting channels when actual or potential conflict of interest arises. Employees cannot receive any gifts from any external parties (i.e. customers, suppliers, contractors, etc.) unless approval is obtained from the management.

The Group has whistle-blowing procedures in effect, encouraging the employees to report directly to the chairman of the Audit Committee for any misconduct and dishonest behaviour, such as bribery, fraud and other offences. Furthermore, the Group has specified in the employee handbook that the Group is entitled to terminate the employment contract with any employee who is bribed with money, gifts or commission, etc., and reserve the right to take further legal actions against such person.

During the Reporting Period, the Group have complied with the relevant laws and regulations regarding anti-corruption and money-laundering and had no concluded legal case regarding corrupt practices brought against the issuer or its employees.

# Environmental, Social and Governance Report

## Community Investment

The Group understands well of the importance for making positive contribution to the community where it operates and considers community benefits as one of its social responsibility. The Group considers that enterprises and communities are inseparable as a whole. Enterprise development has played a leading role in the economic and social development of the community, such as providing employment opportunities and increasing taxes. At the same time, enterprise development is also inseparable from community's support and help. In order to better fulfil its social responsibilities, the Group is very concerned about environmental and health issues and sponsors relevant activities or organisations when necessary.

During the Reporting Period, the Group has made donation to The Against Elderly Abuse Of Hong Kong to support the elderly whose in need. The Group will continue to explore other means to contribute more to the environment and strive to facilitate the building of a healthy and sustainable society.

Environmental performance indicators have been summarized in the following tables.

**Table 13: Environmental performance indicators**

		<b>Aspect A1: Emissions</b>		<b>HKEx ESG</b>
<b>Performance indicator</b>		<b>2018 Data</b>	<b>2017 Data</b>	<b>Reporting Guide KPI</b>
<b>Emission</b>	Total nitrogen oxides (NOx) emission (g)	307,326.46	230,651.07	KPI A1.1
	Total particulate matters (PM) emission (g)	23,653.65	17,951.56	KPI A1.1
	Total sulphur oxides (SOx) emission (g)	601.43	493.72	KPI A1.1
	Total CO <sub>2</sub> generated equivalent emission (ton)	11.31	12.58	KPI A1.2
<b>Non-hazardous waste</b>	Mixed construction & demolition waste (ton)	38	0.02	KPI A1.4
	Inert construction & demolition waste (ton)	10,257	7,099	KPI A1.4
	Non-inert construction & demolition waste (ton)	22.8	0.02	KPI A1.4

		<b>Aspect A2: Use of resources</b>		<b>HKEx ESG</b>
<b>Performance indicator</b>		<b>2018 Data</b>	<b>2017 Data</b>	<b>Reporting Guide KPI</b>
<b>Electricity</b>	Total Electricity consumption (Kwh)	18,717	23,262	KPI A2.1
<b>Water</b>	Total Water consumption (cubic meters)	13.2	91.56	KPI A2.2

# Environmental, Social and Governance Report

**Table 14: Social performance indicators**

		<b>Aspect B1: Employees</b>		<b>HKEx ESG</b>
<b>Performance indicator</b>		<b>2018 Data</b>	<b>2017 Data</b>	<b>Reporting Guide KPI</b>
<b>Employee recruit</b>	Gender:			
	– Male employees (per person)	2	8	KPI B1.1
	– Female employees (per person)	1	0	
<b>Number of employees</b>	Gender of employee:			
	– Male employees (per person)	29	36	KPI B1.1
	– Female employees (per person)	3	5	
	Age			
	– Below 30 years old	5	7	KPI B1.1
	– Between 30 to 50 years old	16	20	
	– Over 50 years old	11	14	
<b>Employee turnover</b>	Gender			
	– Male employees (per person)	6	0	KPI B1.2
	– Female (per person)	1	0	
	Age			
	– Below 30 years old	0	0	KPI B1.2
	– Between 30 to 50 years old	6	0	
	– Over 50 years old	1	0	
		<b>Aspect B2: Health and safety</b>		<b>HKEx ESG</b>
<b>Performance indicator</b>		<b>2018 Data</b>	<b>2017 Data</b>	<b>Reporting Guide KPI</b>
Number of work injuries (per person)		3	1	KPI B2.1
Rate of work injury (per hundred employees)		7.69	2.44	KPI B2.1



# Environmental, Social and Governance Report

## Aspect B3: Development and training

Performance indicator		2018 Data	2017 Data	HKEx ESG Reporting Guide KPI
<b>The percentage of employees trained</b>	Percentage of employees receiving training by gender			
	– Male employees (percentage)	100%	79%	
	– Female employees (percentage)	100%	20%	KPI B3.1
<b>Average training hours completed per employee</b>	Average training hours by gender			
	– Male employees (hours)	9.3	5	
	– Female employees (hours)	1.5	1	KPI B3.2
	Total average training hours by type of employee			
	– Senior management (hour)	0	0	
	– Middle management (hours)	36	0.5	
	– General staff (hours)	245	7	KPI B3.2

# Independent Auditors' Report



國衛會計師事務所有限公司  
**Hodgson Impey Cheng Limited**

31/F, Gloucester Tower  
The Landmark  
11 Pedder Street  
Central  
Hong Kong

## **TO THE MEMBERS OF BASETROPHY GROUP HOLDINGS LIMITED**

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

### **OPINION**

We have audited the consolidated financial statements of Basetrophy Group Holdings Limited (the “Company”) and its subsidiaries (collectively referred to as the “Group”) set out on pages 61 to 123, which comprise the consolidated statement of financial position as at 31 December 2018, and the consolidated statement of profit or loss and other comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at 31 December 2018, and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards (“HKFRSs”) issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”) and have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

### **BASIS FOR OPINION**

We conducted our audit in accordance with Hong Kong Standards on Auditing (“HKSA”) issued by the HKICPA. Our responsibilities under those standards are further described in the Auditors’ Responsibilities for the Audit of the Consolidated Financial Statements section of our report. 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. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

# Independent Auditors' Report *(continued)*

## KEY AUDIT MATTER

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

### Key audit matter

### How our audit addressed the key audit matter

#### *Recognition of revenue and costs from construction contracts and contract assets*

Refer to Note 2.21, Note 5, Note 6 and Note 18 to the consolidated financial statements

We identified recognition of revenue and costs from construction contracts and contract assets as a key audit matter as significant management's estimations and judgements are involved in the determination of the outcome of construction contracts and the progress towards completion of construction works.

Our audit procedures in relation to recognition of revenue and costs from construction contracts and contract assets mainly included:

- Reviewing the contract sum and budgeted costs to respective signed contracts and budgets prepared by management;
- Understanding from management about how the budgets were prepared and the respective progress towards completion of construction works were determined;
- Evaluating the reasonableness of progress towards completion of construction works by obtaining the certificates issued by customers or payment applications confirmed by internal surveyor;
- Testing the actual costs incurred on construction works;
- Assessing the reasonableness of the budgets by comparing the actual outcome against management's estimation of similar contracts; and
- Assessing the appropriateness and adequacy of the disclosures made in the consolidated financial statements.

# Independent Auditors' Report *(continued)*

## **OTHER INFORMATION**

The directors of the Company are responsible for the other information. The other information comprises the information included in the annual report, but does not include the consolidated financial statements and our auditors' 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 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 directors are assisted by the Audit Committee in discharging their responsibilities for overseeing the Group's financial reporting process.

## **AUDITORS' 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 auditors' report that includes our opinion. This report is made 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 HKSAAs 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.

# Independent Auditors' Report *(continued)*

## **AUDITORS' RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS** *(continued)*

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

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

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.

# Independent Auditors' Report *(continued)*

## **AUDITORS' RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS** *(continued)*

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 auditors' 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 director on the audit resulting in this independent auditors' report is Chan Ching Pang.

### **HLB Hodgson Impey Cheng Limited**

*Certified Public Accountants*

### **Chan Ching Pang**

Practising Certificate Number: P05746

Hong Kong, 25 March 2019

# Consolidated Statement of Profit or Loss and Other Comprehensive Income

For the year ended 31 December 2018

	Note	2018 HK\$'000	2017 HK\$'000
Revenue	5	127,608	138,276
Cost of sales	6	(113,877)	(122,203)
Gross profit		13,731	16,073
Other income and other gain and loss	5	1,816	935
Administrative and other operating expenses	6	(18,010)	(21,779)
Net impairment losses on trade receivables and contract assets	3.1(ii)	(13)	-
Operating loss		(2,476)	(4,771)
Finance costs	9	(838)	(514)
Loss before income tax		(3,314)	(5,285)
Income tax expense	10	(740)	(711)
Loss and total comprehensive expense for the year attributable to owners of the Company		(4,054)	(5,996)
Basic and diluted loss per share (HK cent)	11	(0.41)	(0.68)

The accompanying notes form an integral part of these consolidated financial statements.

# Consolidated Statement of Financial Position

As at 31 December 2018

	<i>Note</i>	<b>2018 HK\$'000</b>	2017 HK\$'000
<b>ASSETS</b>			
<b>Non-current assets</b>			
Property, plant and equipment	14	<b>27,259</b>	19,372
Payment for a life insurance policy	16	<b>2,505</b>	–
		<b>29,764</b>	19,372
<b>Current assets</b>			
Trade and other receivables	17	<b>10,122</b>	26,079
Contract assets	18	<b>48,971</b>	–
Gross amounts due from customers for contract work	19	–	17,032
Tax recoverable		<b>2,240</b>	2,562
Cash and bank balances	20	<b>16,041</b>	58,266
		<b>77,374</b>	103,939
<b>Total assets</b>		<b>107,138</b>	123,311
<b>EQUITY</b>			
<b>Capital and reserves</b>			
Share capital	21	<b>10,000</b>	10,000
Reserves		<b>58,885</b>	61,318
<b>Total equity</b>		<b>68,885</b>	71,318



# Consolidated Statement of Financial Position *(continued)*

As at 31 December 2018

	<i>Note</i>	<b>2018</b> <b>HK\$'000</b>	2017 HK\$'000
<b>LIABILITIES</b>			
<b>Non-current liabilities</b>			
Borrowings	<i>23</i>	<b>233</b>	4,649
Deferred tax liabilities	<i>24</i>	<b>2,220</b>	1,482
		<b>2,453</b>	6,131
<b>Current liabilities</b>			
Trade and other payables	<i>25</i>	<b>14,976</b>	34,019
Gross amounts due to customers for contract work	<i>19</i>	–	2,261
Borrowings	<i>23</i>	<b>20,824</b>	9,582
		<b>35,800</b>	45,862
<b>Total liabilities</b>		<b>38,253</b>	51,993
<b>Total equity and liabilities</b>		<b>107,138</b>	123,311
<b>Net current assets</b>		<b>41,574</b>	58,077
<b>Total assets less current liabilities</b>		<b>71,338</b>	77,449

The consolidated financial statements were approved and authorised for issue by the Board of Directors on 25 March 2019 and are signed on its behalf by:

**Mr. Lau Chung Ho**  
*Director*

**Ms. Deng Li**  
*Director*

The accompanying notes form an integral part of these consolidated financial statements.

# Consolidated Statement of Changes in Equity

For the year ended 31 December 2018

	Attributable to owners of the Company				
	Share capital HK\$'000 (Notes a and 21)	Share premium HK\$'000	Other reserve HK\$'000 (Note b)	Retained earnings HK\$'000	Total equity HK\$'000
Balance at 1 January 2017	1	–	–	32,264	32,265
Loss and total comprehensive expense for the year	–	–	–	(5,996)	(5,996)
	1	–	–	26,268	26,269
Dividend (Note 13)	–	–	–	(9,000)	(9,000)
Reorganisation	(1)	–	1	–	–
Capitalisation issue	7,500	(7,500)	–	–	–
Shares issued under public offer	2,500	57,500	–	–	60,000
Shares issuance costs	–	(5,951)	–	–	(5,951)
Balance at 31 December 2017	10,000	44,049	1	17,268	71,318
Balance at 31 December 2017	<b>10,000</b>	<b>44,049</b>	<b>1</b>	<b>17,268</b>	<b>71,318</b>
Adjustments (Note 2.1)	–	–	–	<b>1,621</b>	<b>1,621</b>
Balance at 1 January 2018	<b>10,000</b>	<b>44,049</b>	<b>1</b>	<b>18,889</b>	<b>72,939</b>
Loss and total comprehensive expense for the year	–	–	–	<b>(4,054)</b>	<b>(4,054)</b>
Balance at 31 December 2018	<b>10,000</b>	<b>44,049</b>	<b>1</b>	<b>14,835</b>	<b>68,885</b>

Notes:

- For the purpose of the preparation of the consolidated statement of changes in equity, the balance of share capital at 1 January 2017 represents the aggregate of the paid-up share capital of the companies comprising the Group held by the controlling parties of the Company prior to the reorganisation.
- Other reserve represents the difference between the nominal value of the shares issued by the Company in exchange for the nominal value of the share capital of its subsidiaries arising from the reorganisation.

The accompanying notes form an integral part of these consolidated financial statements.

# Consolidated Statement of Cash Flows

For the year ended 31 December 2018

	<i>Note</i>	<b>2018</b> <b>HK\$'000</b>	2017 HK\$'000
<b>Cash flows from operating activities</b>			
Net cash (used in)/generated from operations	26	<b>(19,687)</b>	21,576
Tax paid		-	(2,759)
<b>Net cash (used in)/generated from operating activities</b>		<b>(19,687)</b>	18,817
<b>Cash flows from investing activities</b>			
Proceeds from disposal of property, plant and equipment		<b>2,130</b>	663
Purchases of property, plant and equipment		<b>(12,945)</b>	(10,118)
Payment for a life insurance policy		<b>(3,061)</b>	-
Interest received		<b>220</b>	71
Increase in amount due from a director		-	(3,385)
<b>Net cash used in investing activities</b>		<b>(13,656)</b>	(12,769)
<b>Cash flows from financing activities</b>			
Dividends paid	13	-	(597)
Net proceeds from public offer		-	54,049
Decrease in amount due to a director		-	(48)
Drawdown of finance leases		<b>9,300</b>	4,530
Repayment of finance leases		<b>(6,951)</b>	(3,867)
Drawdown of bank borrowings		<b>16,417</b>	13,598
Repayment of bank borrowings		<b>(26,810)</b>	(20,454)
Interest paid on finance leases		<b>(412)</b>	(125)
Interest paid on bank borrowings		<b>(426)</b>	(389)
<b>Net cash (used in)/generated from financing activities</b>		<b>(8,882)</b>	46,697
<b>Net (decrease)/increase in cash and cash equivalents</b>		<b>(42,225)</b>	52,745
Cash and cash equivalents at beginning of year		<b>58,266</b>	5,521
<b>Cash and cash equivalents at end of year</b>	20	<b>16,041</b>	58,266

The accompanying notes form an integral part of these consolidated financial statements.

# Notes to the Consolidated Financial Statements

For the year ended 31 December 2018

## 1 GENERAL INFORMATION AND BASIS OF PRESENTATION

Basetrophy Group Holdings Limited (the “**Company**”) was incorporated in the Cayman Islands on 4 January 2016 as an exempted company with limited liability under the Companies Law of the Cayman Islands and its shares were listed on GEM of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) on 27 June 2017. Its parent and ultimate holding company is Brightly Ahead Limited (“**Brightly Ahead**”), a company incorporated in the British Virgin Islands (“**BVI**”) and wholly-owned by Mr. Lau Chung Ho (“**Mr. Lau**”) and Ms. Yuen Suk Har (“**Ms. Yuen**”) (deceased), spouse of Mr. Lau, the controlling parties of the Company.

The address of the Company’s registered office is PO Box 1350, Clifton House, 75 Fort Street, Grand Cayman KY1-1108, Cayman Islands and the Company’s principal place of business is Unit 18, 29th Floor, New Tech Plaza, 34 Tai Yau Street, San Po Kong, Hong Kong. The Company is an investment holding company. The Company and its subsidiaries (the “**Group**”) is principally engaged in provision of foundation and related works.

Prior to the corporate reorganisation undertaken in preparation for the listing of the Company’s shares on GEM of the Stock Exchange (the “**Reorganisation**”), the group entities were under the control of Mr. Lau and Ms. Yuen. Through the Reorganisation, the Company became the holding company of the companies now comprising the Group on 7 June 2017. Accordingly, for the purpose of the preparation of the consolidated financial statements of the Group, the Company has been considered as the holding company of the companies now comprising the Group throughout the years presented. The Group comprising the Company and its subsidiaries resulting from the Reorganisation is regarded as a continuing entity. The Group was under the control of Mr. Lau and Ms. Yuen prior to and after the Reorganisation.

The consolidated financial statements have been prepared as if the Company had been the holding company of the Group throughout the years presented in accordance with Accounting Guideline 5 “Merger Accounting for Common Control Combinations” issued by the Hong Kong Institute of Certified Public Accountants (“**HKICPA**”). The consolidated statement of profit or loss and other comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows for the years presented, which include the results, changes in equity and cash flows of the companies now comprising the Group, have been prepared as if the current group structure had been in existence throughout the years presented, or since their respective dates of incorporation where this is a shorter period.

The consolidated financial statements are presented in Hong Kong dollars (“**HK\$**”), unless otherwise stated. These consolidated financial statements have been approved for issue by the Board of Directors on 25 March 2019.

## 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.

# Notes to the Consolidated Financial Statements *(continued)*

For the year ended 31 December 2018

## 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(continued)*

### 2.1 Basis of preparation

The consolidated financial statements of the Group have been prepared in accordance with all applicable Hong Kong Financial Reporting Standards (“**HKFRSs**”) issued by the HKICPA. In addition, the consolidated financial statements include applicable disclosures required by the Rules Governing the Listing of Securities on GEM of the Stock Exchange and by the Hong Kong Companies Ordinance. The consolidated financial statements have been prepared under the historical cost convention, except for the financial assets at fair value through profit or loss.

The preparation of 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.

#### **New and Amendments to HKFRSs that are mandatorily effective for the current year**

The Group has applied the following new and amendments to HKFRSs issued by the HKICPA for the first time in the current year:

HKFRS 9	Financial Instruments
HKFRS 15	Revenue from Contracts with Customers and the related Amendments
HK(IFRIC)-Int 22	Foreign Currency Transactions and Advance Consideration
Amendments to HKFRS 2	Classification and Measurement of Share-based Payment Transactions
Amendments to HKFRS 4	Applying HKFRS 9 Financial Instruments with HKFRS 4 Insurance Contracts
Amendments to HKAS 28	As part of the Annual Improvements to HKFRSs 2014-2016 Cycle
Amendments to HKAS 40	Transfers of Investment Property

Except as described below, the application of the new and amendments to HKFRSs in the current year has had no material impact on the Group’s financial performance and positions for the current and prior years and/or on the disclosures set out in these consolidated financial statements.

# Notes to the Consolidated Financial Statements *(continued)*

For the year ended 31 December 2018

## 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(continued)*

### 2.1 Basis of preparation *(continued)*

**New and Amendments to HKFRSs that are mandatorily effective for the current year *(continued)***

#### **HKFRS 15 Revenue from Contracts with Customers**

The Group has applied HKFRS 15 for the first time in the current year. HKFRS 15 superseded HKAS 18 *Revenue*, HKAS 11 *Construction Contracts* and the related interpretations.

The Group has applied HKFRS 15 retrospectively with the cumulative effect of initially applying this standard recognised at the date of initial application, 1 January 2018. Any difference at the date of initial application is recognised in the opening retained earnings and comparative information has not been restated. Furthermore, in accordance with the transition provisions in HKFRS 15, the Group has elected to apply the standard retrospectively only to contracts that are not completed at 1 January 2018. Accordingly, certain comparative information may not be comparable as comparative information was prepared under HKAS 18 *Revenue* and HKAS 11 *Construction Contracts* and the related interpretations.

The Group recognises revenue from foundation and related works which arise from contracts with customers.

Information about the Group's performance obligations and the accounting policies resulting from application of HKFRS 15 are disclosed in Notes 5 and 2.21 respectively.

#### *Summary of effects arising from initial application of HKFRS 15*

The following table summarises the impact of transition to HKFRS 15 on retained earnings at 1 January 2018.

	HK\$'000
<b>Retained earnings</b>	
Recognition of construction costs	1,950
Tax effect	(322)
<hr/>	
Impact at 1 January 2018	1,628
<hr/>	

# Notes to the Consolidated Financial Statements *(continued)*

For the year ended 31 December 2018

## 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(continued)*

### 2.1 Basis of preparation *(continued)*

**New and Amendments to HKFRSs that are mandatorily effective for the current year *(continued)***

**HKFRS 15 Revenue from Contracts with Customers *(continued)***

*Summary of effects arising from initial application of HKFRS 15 *(continued)**

The following adjustments were made to the amounts recognised in the consolidated statement of financial position at 1 January 2018. Line items that were not affected by the changes have not been included.

		Carrying amounts previously reported at 31 December 2017	Impact	Carrying amounts under HKFRS 15 at 1 January 2018*
	<i>Notes</i>	HK\$'000	HK\$'000	HK\$'000
Trade and other receivables	<i>(b)</i>	26,079	(14,128)	11,951
Contract assets	<i>(b) &amp; (c)</i>	–	30,849	30,849
Gross amounts due from customers for contract work	<i>(a) &amp; (c)</i>	17,032	(17,032)	–
Tax recoverable	<i>(a)</i>	2,562	(322)	2,240
Gross amounts due to customers for contract work	<i>(a) &amp; (c)</i>	2,261	(2,261)	–
Retained earnings		17,268	1,628	18,896

\* The amounts in this column are before the adjustments from the application of HKFRS 9.

*Notes:*

- (a) In relation to construction contracts previously accounted under HKAS 11, the Group continues to apply output method in estimating the performance obligations satisfied up to date of initial application of HKFRS 15. Under HKAS 11, contract costs are recognised as expenses by reference to the stage of completion, which is measured by reference to work performed to date as a percentage of total contract value. Under HKFRS 15, costs that related to satisfied performance obligations are expensed as incurred. Construction costs of approximately HK\$1,950,000 recognised in gross amounts due from/to customers for contract work were adjusted to retained earnings. The related tax effect of approximately HK\$322,000 was recognised in tax recoverable and retained earnings.
- (b) At the date of initial application, retention receivables of approximately HK\$14,128,000 arising from the construction contracts was reclassified from trade and other receivables to contract assets.
- (c) At the date of initial application, amount of approximately HK\$16,721,000 arising from the construction contracts are for work completed and not billed because the rights are conditioned on factors other than passage of time, and such amount was reclassified from gross amounts due from/to customers for contract work to contract assets.

# Notes to the Consolidated Financial Statements *(continued)*

For the year ended 31 December 2018

## 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(continued)*

### 2.1 Basis of preparation *(continued)*

**New and Amendments to HKFRSs that are mandatorily effective for the current year *(continued)***

**HKFRS 15 Revenue from Contracts with Customers *(continued)***

*Summary of effects arising from initial application of HKFRS 15 *(continued)**

The following tables summarise the impacts of applying HKFRS 15 on the Group's consolidated statement of financial position as at 31 December 2018 and its consolidated statement of profit or loss and other comprehensive income for the current year for each of the line items affected and basic and diluted loss per share for the current year. Line items that were not affected by the changes have not been included.

Impact on the consolidated statement of financial position

	<b>As reported</b>	<b>Adjustments</b>	<b>Amounts without application of HKFRS 15</b>
	HK\$'000	HK\$'000	HK\$'000
Trade and other receivables	10,122	13,042	23,164
Contract assets	48,971	(48,971)	–
Gross amounts due from customers for contract work	–	37,434	37,434
Retained earnings	14,835	1,505	16,340

Impact on the consolidated statement of profit or loss and other comprehensive income

	<b>As reported</b>	<b>Adjustments</b>	<b>Amounts without application of HKFRS 15</b>
	HK\$'000	HK\$'000	HK\$'000
Cost of sales	113,877	(3,455)	110,422

Impact on the basic and diluted loss per share

	<b>As reported</b>	<b>Adjustments</b>	<b>Amounts without application of HKFRS 15</b>
Basic and diluted loss per share (HK cent)	(0.41)	0.35	(0.06)

The explanations of the above changes affected in the current year by the application of HKFRS 15 as compared to HKAS 11, HKAS 18 and the related interpretations are similar to the explanations set out in notes (a) to (c) above for describing the adjustments made to the consolidated statement of financial position at 1 January 2018 upon adoption of HKFRS 15.



# Notes to the Consolidated Financial Statements *(continued)*

For the year ended 31 December 2018

## 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(continued)*

### 2.1 Basis of preparation *(continued)*

**New and Amendments to HKFRSs that are mandatorily effective for the current year** *(continued)*

#### **HKFRS 9 Financial Instruments**

In the current year, the Group has applied HKFRS 9 and the related consequential amendments to other HKFRSs. HKFRS 9 introduces new requirements for 1) the classification and measurement of financial assets and financial liabilities, 2) expected credit losses (“**ECL**”) for financial assets and other items (for example, contract assets) and 3) general hedge accounting.

The Group has applied HKFRS 9 in accordance with the transition provisions set out in HKFRS 9, i.e. applied the classification and measurement requirements (including impairment under ECL model) retrospectively to instruments that have not been derecognised as at 1 January 2018 (date of initial application) and has not applied the requirements to instruments that have already been derecognised as at 1 January 2018. The difference between the carrying amounts as at 31 December 2017 and the carrying amounts as at 1 January 2018 are recognised in the opening retained earnings, without restating comparative information.

Accordingly, certain comparative information may not be comparable as comparative information was prepared under HKAS 39 *Financial Instruments: Recognition and Measurement*.

Accounting policies resulting from application of HKFRS 9 are disclosed in Note 2.10.

*Summary of effects arising from initial application of HKFRS 9*

#### Classification of financial assets and financial liabilities

HKFRS 9 categorises financial assets into three principal classification categories: measured at amortised cost, at fair value through other comprehensive income and at fair value through profit or loss. These supersede HKAS 39’s categories of held-to-maturity investments, loans and receivables, available-for-sale financial assets and financial assets measured at fair value through profit or loss. The classification of financial assets under HKFRS 9 is based on the business model under which the financial asset is managed and its contractual cash flow characteristics.

Under HKFRS 9, the classification for all of the Group’s financial assets and financial liabilities measured at amortised cost remain the same. The carrying amounts for all financial assets and financial liabilities at 1 January 2018 have not been impacted by the initial application of HKFRS 9.

# Notes to the Consolidated Financial Statements *(continued)*

For the year ended 31 December 2018

## 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(continued)*

### 2.1 Basis of preparation *(continued)*

**New and Amendments to HKFRSs that are mandatorily effective for the current year** *(continued)*

**HKFRS 9 Financial Instruments** *(continued)*

*Summary of effects arising from initial application of HKFRS 9 (continued)*

*Impairment under ECL Model*

The Group applies the HKFRS 9 simplified approach to measure ECL which uses a lifetime ECL for all contract assets and trade receivables. Except for those which had been determined as credit impaired under HKAS 39, contract assets and trade receivables have been assessed individually with significant balances and the remaining balances are grouped based on shared credit risk characteristics. The contract assets relate to unbilled work in progress and have substantially the same risk characteristics as the trade receivables for the same types of contracts. The Group has therefore estimated the expected loss rates for the trade receivables and the contract assets on the same basis.

Except for those which had been determined as credit impaired under HKAS 39, ECL for other financial assets at amortised cost, including other receivables and cash and bank balances are assessed on 12-month ECL basis as there had been no significant increase in credit risk since initial recognition.

As at 1 January 2018, additional credit loss allowance of approximately HK\$9,000 has been recognised against retained earnings. The additional loss allowance is charged against the respective asset.

All loss allowances as at 31 December 2017 reconciled to the opening loss allowances as at 1 January 2018 are as follows:

	<b>Contract assets</b>	<b>Trade receivables</b>
	HK\$'000	HK\$'000
At 31 December 2017 – HKAS 39	–	–
Amount remeasured through opening retained earnings	3	6
<hr/>		
At 1 January 2018 – HKFRS 9	3	6

The following table summarises the impact of transition to HKFRS 9 on retained earnings at 1 January 2018.

	HK\$'000
<b>Retained earnings</b>	
Recognition of impairment loss	(9)
Tax effect	2
<hr/>	
Impact at 1 January 2018	(7)

# Notes to the Consolidated Financial Statements *(continued)*

For the year ended 31 December 2018

## 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(continued)*

### 2.1 Basis of preparation *(continued)*

**New and Amendments to HKFRSs that are mandatorily effective for the current year *(continued)***

***Summary of effects arising from initial application of HKFRS 9 and HKFRS 15***

As a result of the changes in the Group's accounting policies above, the table below illustrates the overall application on HKFRS 9 and HKFRS 15 at the date of initial application, 1 January 2018. Line items that were not affected by the changes have not been included.

	<b>31 December</b>			<b>1 January</b>
	<b>2017</b>	<b>HKFRS 15</b>	<b>HKFRS 9</b>	<b>2018</b>
	HK\$'000	HK\$'000	HK\$'000	<b>(Restated)</b>
				HK\$'000
Trade and other receivables	26,079	(14,128)	(6)	11,945
Contract assets	–	30,849	(3)	30,846
Gross amount due from customers for contract work	17,032	(17,032)	–	–
Tax recoverable	2,562	(322)	–	2,240
Gross amount due to customers for contract work	2,261	(2,261)	–	–
Deferred tax liabilities	1,482	–	(2)	1,480
Retained earnings	17,268	1,628	(7)	18,889

*Note:* For the purposes of reporting cash flows from operating activities under indirect method for the year ended 31 December 2018, movements in working capital have been computed based on opening statement of financial position as at 1 January 2018 as disclosed above.

The adoption of these standards has no impact on the net cash flow from operating, investing and financing activities on the consolidated statement of cash flows.

# Notes to the Consolidated Financial Statements *(continued)*

For the year ended 31 December 2018

## 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(continued)*

### 2.1 Basis of preparation *(continued)*

#### **New and amendments to HKFRSs in issue but not yet effective**

The Group has not early applied the following new and amendments to HKFRSs that have been issued but are not yet effective:

		<b>Effective for annual periods beginning on or after</b>
HKFRS 16	Leases	1 January 2019
HKFRS 17	Insurance Contracts	1 January 2021
HK(IFRIC)–Int 23	Uncertainty over Income Tax Treatments	1 January 2019
Amendments to HKFRS 3	Definition of a Business	<i>(Note)</i>
Amendments to HKFRS 9	Prepayment Features with Negative Compensation	1 January 2019
Amendments to HKFRS 10 and HKAS 28	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture	A date to be determined
Amendments to HKAS 1 and HKAS 8	Definition of Material	1 January 2020
Amendments to HKAS 19	Plan Amendment, Curtailment or Settlement	1 January 2019
Amendments to HKAS 28	Long-term Interests in Associates and Joint Ventures	1 January 2019
Amendments to HKFRSs	Annual Improvements to HKFRSs 2015-2017 Cycle	1 January 2019

*Note:* Effective for business combinations and asset acquisitions for which the acquisition date is on or after the beginning of the first annual period beginning on or after 1 January 2020.

# Notes to the Consolidated Financial Statements *(continued)*

For the year ended 31 December 2018

## 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(continued)*

### 2.1 Basis of preparation *(continued)*

#### **New and amendments to HKFRSs in issue but not yet effective** *(continued)*

##### **HKFRS 16 Leases**

HKFRS 16 introduces a comprehensive model for the identification of lease arrangements and accounting treatments for both lessors and lessees. HKFRS 16 will supersede HKAS 17 *Leases* and the related interpretations when it becomes effective.

HKFRS 16 distinguishes lease and service contracts on the basis of whether an identified asset is controlled by a customer. In addition, HKFRS 16 requires sales and leaseback transactions to be determined based on the requirements of HKFRS 15 as to whether the transfer of the relevant asset should be accounted as a sale. HKFRS 16 also includes requirements relating to subleases and lease modifications.

Distinctions of operating leases and finance leases are removed for lessee accounting, and is replaced by a model where a right-of-use asset and a corresponding liability have to be recognised for all leases by lessees, except for short-term leases and leases of low value assets.

The right-of-use asset is initially measured at cost and subsequently measured at cost (subject to certain exceptions) less accumulated depreciation and impairment losses, adjusted for any remeasurement of the lease liability. The lease liability is initially measured at the present value of the lease payments that are not paid at that date. Subsequently, the lease liability is adjusted for interest and lease payments, as well as the impact of lease modifications, amongst others. For the classification of cash flows, the Group currently presents operating lease payments as operating cash flows. Upon application of HKFRS 16, lease payments in relation to lease liability will be allocated into a principal and an interest portion which will be presented as financing cash flows by the Group.

Under HKAS 17, the Group has already recognised an asset and a related finance lease liability for finance lease arrangement where the Group is a lessee. The application of HKFRS 16 may result in potential changes in classification of these assets depending on whether the Group presents right-of-use assets separately or within the same line item at which the corresponding underlying assets would be presented if they were owned.

Other than certain requirements which are also applicable to lessor, HKFRS 16 substantially carries forward the lessor accounting requirements in HKAS 17, and continues to require a lessor to classify a lease either as an operating lease or a finance lease.

Furthermore, extensive disclosures are required by HKFRS 16.

# Notes to the Consolidated Financial Statements *(continued)*

For the year ended 31 December 2018

## 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(continued)*

### 2.1 Basis of preparation *(continued)*

#### **New and amendments to HKFRSs in issue but not yet effective** *(continued)*

##### **HKFRS 16 Leases** *(continued)*

As at 31 December 2018, the Group has non-cancellable operating lease commitments of approximately HK\$1,377,000 as disclosed in Note 27(b). A preliminary assessment indicates that these arrangements will meet the definition of a lease. Upon the application of HKFRS 16, the Group will recognise a right-of-use asset and a corresponding liability in respect of all these leases unless they qualify for low value or short-term leases.

The application of new requirements may result in changes in measurement, presentation and disclosure as indicated above. The Group intends to elect the practical expedient to apply HKFRS 16 to contracts that were previously identified as leases applying HKAS 17 and HK(IFRIC)-Int 4 *Determining whether an Arrangement contains a Lease* and not apply this standard to contracts that were not previously identified as containing a lease applying HKAS 17 and HK(IFRIC)-Int 4. Therefore, the Group will not reassess whether the contracts are, or contain a lease which already existed prior to the date of initial application. Furthermore, the Group intends to elect the modified retrospective approach for the application of HKFRS 16 as lessee and will recognise the cumulative effect of initial application to opening retained profits without restating comparative information.

The directors of the Company anticipate that the application of other new and amendments to HKFRSs will have no material impact on the consolidated financial statements of the Group in the future.

### 2.2 Subsidiaries

#### 2.2.1 Consolidation

Subsidiaries are all entities (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.

# Notes to the Consolidated Financial Statements *(continued)*

For the year ended 31 December 2018

## 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(continued)*

### 2.2 Subsidiaries *(continued)*

#### 2.2.1 Consolidation *(continued)*

Except for the Reorganisation, the Group uses the acquisition method of accounting 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. Acquisition-related costs are expensed as incurred. Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are measured initially at their fair values at the acquisition date. The Group recognises any non-controlling interest in the acquiree on an acquisition-by-acquisition basis either at fair value or at the non-controlling interest's proportionate share of the recognised amount of the acquiree's identifiable net assets.

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 profit or loss.

Inter-company transactions, balances and unrealised gains on transactions between group companies are eliminated. Unrealised losses are also eliminated. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the Group.

#### 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.

# Notes to the Consolidated Financial Statements *(continued)*

For the year ended 31 December 2018

## 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(continued)*

### 2.3 Merger accounting for common control combinations

The consolidated financial statements incorporates the financial statements items of the combining entities or businesses in which the common control combination occurs as if they had been combined from the date when the combining entities or businesses first came under the control of the controlling party.

The net assets of the combining entities or businesses are consolidated using the existing book values from the controlling party's perspective. No amount is recognised in respect of goodwill or excess of acquirer's interest in the net fair value of acquiree's identifiable assets, liabilities and contingent liabilities over cost at the time of common control combination, to the extent of the continuation of the controlling party's interest. The consolidated statement of profit or loss and other comprehensive income includes the results of each of the combining entities or businesses from the earliest date presented or since the date when the combining entities or businesses first came under the common control, where this is a shorter period, regardless of the date of the common control combination.

The comparative amounts in the consolidated financial statements are presented as if the entities or businesses had been combined at the end of the previous reporting period or when they first came under common control, whichever is shorter.

### 2.4 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 Board of Directors that makes strategic decisions.

### 2.5 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 or valuation where items are re-measured. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at year-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in the statement of profit or loss and other comprehensive income.

Foreign exchange gains and losses are presented in the consolidated statement of profit or loss and other comprehensive income.



# Notes to the Consolidated Financial Statements *(continued)*

For the year ended 31 December 2018

## 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(continued)*

### 2.5 Foreign currency translation *(continued)*

#### (c) Group companies

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

- (i) assets and liabilities for each statement of financial position presented are translated at the closing rate at the end of that reporting period;
- (ii) income and expenses for each statement of profit or loss and other comprehensive income are translated at average exchange rates (unless this average is not a reasonable approximation of the cumulative effect of the rates prevailing on the transaction dates, in which case income and expenses are translated at the rate on the dates of the transactions); and
- (iii) all resulting currency translation differences are recognised in other comprehensive income.

### 2.6 Property, plant and equipment

The property, plant and equipment are stated at historical cost less accumulated depreciation and accumulated impairment losses, if any. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

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

Depreciation on property, plant and equipment is calculated using the straight-line method to allocate their cost to their residual values over their estimated useful lives or lease term, where applicable, as follows:

Machinery and equipment	10% – 20%
Leasehold improvements	Over lease term
Furniture, fixtures and office equipment	20%
Motor vehicles	20%

Assets held under finance leases are depreciated over their expected useful lives on the same basis as owned assets. However, when there is no reasonable certainty that ownership will be obtained by the end of the lease term, assets are depreciated over the shorter of the lease term and their useful lives.

# Notes to the Consolidated Financial Statements *(continued)*

For the year ended 31 December 2018

## 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(continued)*

### 2.6 Property, plant and equipment *(continued)*

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

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

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

### 2.7 Impairment of non-financial assets

Assets that have an indefinite useful life are not subject to amortisation and are tested annually for impairment. Assets that are subject to amortisation or depreciation 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.

### 2.8 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 profit or loss and other comprehensive income on a straight-line basis over the period of the lease.

The Group leases certain property, plant and equipment. Leases of property, plant 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 property, plant and equipment and the present value of the minimum lease payments.

Each lease payment is allocated between the liability and finance charges. 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 profit or loss and other 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.

If a sale and leaseback transaction results in a finance lease, any excess of sales proceeds over the carrying amount is deferred and amortised over the lease term.

# Notes to the Consolidated Financial Statements *(continued)*

For the year ended 31 December 2018

## 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(continued)*

### 2.9 Construction contracts

#### **Accounting policies applied until 31 December 2017**

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.

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 statement of financial position, 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.

### 2.10 Financial assets

#### **Accounting policies applied from 1 January 2018**

##### ***Classification***

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

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

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

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

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

# Notes to the Consolidated Financial Statements *(continued)*

For the year ended 31 December 2018

## 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(continued)*

### 2.10 Financial assets *(continued)*

#### **Accounting policies applied from 1 January 2018 *(continued)***

##### **Recognition and derecognition**

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

##### **Measurement**

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

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

##### *Debt instruments*

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

- **Amortised cost:** Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortised cost. Interest income from these financial assets is included in finance income using the effective interest rate method. Any gain or loss arising on derecognition is recognised directly in profit or loss and presented in other gains/(losses) together with foreign exchange gains and losses. Impairment losses are presented as separate line item in the statement of profit or loss.
- **FVOCI:** Assets that are held for collection of contractual cash flows and for selling the financial assets, where the assets’ cash flows represent solely payments of principal and interest, are measured at FVOCI. Movements in the carrying amount are taken through OCI, except for the recognition of impairment gains or losses, interest income and foreign exchange gains and losses which are recognised in profit or loss. When the financial asset is derecognised, the cumulative gain or loss previously recognised in OCI is reclassified from equity to profit or loss and recognised in other gains/(losses). Interest income from these financial assets is included in finance income using the effective interest rate method. Foreign exchange gains and losses are presented in other gains/(losses) and impairment expenses are presented as separate line item in the statement of profit or loss.
- **FVPL:** Assets that do not meet the criteria for amortised cost or FVOCI are measured at FVPL. A gain or loss on a debt investment that is subsequently measured at FVPL is recognised in profit or loss and presented net within other gains/(losses) in the period in which it arises.

# Notes to the Consolidated Financial Statements *(continued)*

For the year ended 31 December 2018

## 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(continued)*

### 2.10 Financial assets *(continued)*

#### **Accounting policies applied from 1 January 2018** *(continued)*

##### **Measurement** *(continued)*

###### *Equity instruments*

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

Changes in the fair value of financial assets at FVPL are recognised in other gains/(losses) in the statement of profit or loss as applicable. Impairment losses (and reversal of impairment losses) on equity investments measured at FVOCI are not reported separately from other changes in fair value.

##### **Impairment**

The Group assesses on a forward looking basis the expected credit losses associated with its debt instruments carried at amortised cost and FVOCI. The impairment methodology applied depends on whether there has been a significant increase in credit risk.

For trade receivables, the Group applies the simplified approach permitted by HKFRS 9, which requires expected lifetime losses to be recognised from initial recognition of the receivables.

#### **Accounting policies applied until 31 December 2017**

The Group classifies its financial assets as loans and receivables. The classification depends on the purpose for which the financial assets were acquired. Management determines the classification of its financial assets at initial recognition.

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 other receivables" and "cash and bank balances" in the consolidated statement of financial position.

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.

# Notes to the Consolidated Financial Statements *(continued)*

For the year ended 31 December 2018

## 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(continued)*

### 2.10 Financial assets *(continued)*

#### Accounting policies applied until 31 December 2017 *(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 profit or loss.

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 profit or loss.

### 2.11 Trade and other receivables

Trade receivables are amounts due from customers for 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 the amount of consideration that is unconditional unless they contain significant financing components, when they are recognised at fair value. The Group holds the trade receivables with the objective to collect the contractual cash flows and therefore measures them subsequently at amortised cost using the effective interest method, less provision for impairment.

### 2.12 Cash and cash equivalents

In the consolidated statement of cash flows, cash and cash equivalents includes cash on hand, deposits held at call with banks, other short-term highly liquid investments with original maturities of three months or less, and bank overdrafts (if any).

### 2.13 Share capital

Ordinary shares are classified as equity.

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

# Notes to the Consolidated Financial Statements *(continued)*

For the year ended 31 December 2018

## **2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES** *(continued)*

### **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 and other 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 carried at amortised cost; any difference between the proceeds (net of transaction costs) and the redemption value is recognised in profit or loss over the period of the borrowings using the effective interest method.

Borrowings are classified as current liabilities unless the Group has an unconditional right to defer settlement of the liability for at least 12 months after the end of the reporting period.

### **2.16 Borrowing costs**

General and specific borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets, until such time as the assets are substantially ready for their intended use or sale.

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

All other borrowing costs are recognised in profit or loss in the period in which they are incurred.

### **2.17 Current and deferred income tax**

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

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the end of each reporting period in the countries where the Group operates and generates taxable income. Management periodically evaluate positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

# Notes to the Consolidated Financial Statements *(continued)*

For the year ended 31 December 2018

## 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(continued)*

### 2.17 Current and deferred income tax *(continued)*

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 tax liabilities are not recognised 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 end of each reporting period and are expected to apply when the related deferred income tax asset is realised or the deferred taxation liability is settled.

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

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.

### 2.18 Employee benefits

#### (i) 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 end of each reporting period.

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

#### (ii) Retirement benefits

The Group operates a defined contribution plan and pays contributions to a privately administered pension insurance plan 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.

#### (iii) 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 12 months after the end of each reporting period are discounted to present value.



# Notes to the Consolidated Financial Statements *(continued)*

For the year ended 31 December 2018

## 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(continued)*

### 2.18 Employee benefits *(continued)*

#### (iv) Bonus plans

The Group recognises a liability and an expense for bonuses when the Group has a present legal or constructive obligation as a result of services rendered by employees and a reliable estimate of such obligation can be made.

### 2.19 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 amounts have been reliably estimated. Provisions are not recognised for future operating losses.

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

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

### 2.20 Contingent liabilities and contingent assets

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 resource 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, it will then be recognised as a provision.

A contingent asset is a possible asset that arises from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain events not wholly within the control of the Group.

Contingent assets are not recognised but are disclosed in the notes to the consolidated financial statements when an inflow of economic benefits is probable. When inflow is virtually certain, an asset is recognised.

# Notes to the Consolidated Financial Statements *(continued)*

For the year ended 31 December 2018

## 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(continued)*

### 2.21 Revenue recognition

#### **Accounting policies applied from 1 January 2018**

Under HKFRS 15, the Group recognises revenue when (or as) a performance obligation is satisfied, i.e. when “control” of the goods or services underlying the particular performance obligation is transferred to the customer.

A performance obligation represents a good or service (or a bundle of goods or services) that is distinct or a series of distinct goods or services that are substantially the same.

Control is transferred over time and revenue is recognised over time by reference to the progress towards complete satisfaction of the relevant performance obligation if one of the following criteria is met:

- the customer simultaneously receives and consumes the benefits provided by the Group’s performance as the Group performs;
- the Group’s performance creates and enhances an asset that the customer controls as the Group performs; or
- the Group’s performance does not create an asset with an alternative use to the Group and the Group has an enforceable right to payment for performance completed to date.

Otherwise, revenue is recognised at a point in time when the customer obtains control of the distinct good or service.

A contract asset represents the Group’s right to consideration in exchange for goods or services that the Group has transferred to a customer that is not yet unconditional. It is assessed for impairment in accordance with HKFRS 9. In contrast, a receivable represents the Group’s unconditional right to consideration, i.e. only the passage of time is required before payment of that consideration is due.

A contract liability represents the Group’s obligation to transfer goods or services to a customer for which the Group has received consideration (or an amount of consideration is due) from the customer.

A contract asset and a contract liability relating to a contract are accounted for and presented on a net basis.

#### ***Over time revenue recognition: measurement of progress towards complete satisfaction of a performance obligation***

##### *Output method*

The progress towards complete satisfaction of a performance obligation is measured based on output method, which is to recognise revenue on the basis of direct measurements of the value of the goods or services transferred to the customer to date relative to the remaining goods or services promised under the contract, that best depict the Group’s performance in transferring control of goods or services.

# Notes to the Consolidated Financial Statements *(continued)*

For the year ended 31 December 2018

## 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(continued)*

### 2.21 Revenue recognition *(continued)*

#### **Accounting policies applied from 1 January 2018 *(continued)***

##### ***Variable consideration***

For contracts that contain variable consideration, the Group estimates the amount of consideration to which it will be entitled using either (a) the expected value method or (b) the most likely amount, depending on which method better predicts the amount of consideration to which the Group will be entitled.

The estimated amount of variable consideration is included in the transaction price only to the extent that it is highly probable that such an inclusion will not result in a significant revenue reversal in the future when the uncertainty associated with the variable consideration is subsequently resolved.

At the end of each reporting period, the Group updates the estimated transaction price (including updating its assessment of whether an estimate of variable consideration is constrained) to represent faithfully the circumstances present at the end of the reporting period and the changes in circumstances during the reporting period.

##### ***Costs to fulfil a contract***

The Group incurs costs to fulfil a contract in its construction contracts. The Group first assesses whether these costs qualify for recognition as an asset in terms of other relevant standards, failing which it recognises an asset for these costs only if they meet all of the following criteria:

- the costs relate directly to a contract or to an anticipated contract that the Group can specifically identify;
- the costs generate or enhance resources of the Group that will be used in satisfying (or in continuing to satisfy) performance obligations in the future; and
- the costs are expected to be recovered.

The asset so recognised is subsequently amortised to profit or loss on a systematic basis that is consistent with the transfer to the customer of the goods or services to which the assets relate. The asset is subject to impairment review.

#### **Accounting policies applied until 31 December 2017**

Revenue comprises the fair value of the consideration received or receivables for the sale of services in the ordinary course of the Group's activities. Revenue is shown after eliminating sales within the Group.

##### ***(a) Foundation and related works income***

Revenue from construction contracts, including foundation works, site formation works and other geotechnical engineering works, is recognised based on the stage of completion of the contracts as detailed in Note 2.9 above.

##### ***(b) Interest income***

Interest income is recognised on a time proportion basis using the effective interest method.

# Notes to the Consolidated Financial Statements *(continued)*

For the year ended 31 December 2018

## 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(continued)*

### 2.22 Dividend distribution

Dividend distribution to the Company's shareholders is recognised as a liability in the Group's and the Company's financial statements in the period in which the dividends are declared by the directors in case of interim dividends or approved by the Company's shareholders in case of final dividends.

### 2.23 Related parties

A party is considered to be related to the Group if:

(a) the party is a person or a close member of that person's family and that person:

- (i) has control or joint control of the Group;
- (ii) has significant influence over the Group; or
- (iii) is a member of the key management personnel of the Group or of a parent of the Group.

or

(b) the party is an entity where any of the following conditions applies:

- (i) the entity and the Group are members of the same group;
- (ii) one entity is an associate or joint venture of the other entity (or of a parent, subsidiary or fellow subsidiary of the other entity);
- (iii) the entity and the Group are joint ventures of the same third party;
- (iv) one entity is a joint venture of a third entity and the other entity is an associate of the third entity;
- (v) the entity is a post-employment benefit plan for the benefit of employees of either the Group or an entity related to the Group;
- (vi) the entity is controlled or jointly controlled by a person identified in (a);
- (vii) a person identified in (a)(i) has significant influence over the entity or is a member of key management personnel of the entity (or of a parent of the entity); and
- (viii) the entity, or any member of a group of which it is a part, provides key management personnel services to the Group or to the parent of the Group.

# Notes to the Consolidated Financial Statements *(continued)*

For the year ended 31 December 2018

## 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(continued)*

### 2.24 Interest income

Interest income from financial assets at FVPL is included in the net fair value gains/(losses) on these assets.

Interest income on financial assets at amortised cost (2017 – loans and receivables) calculated using the effective interest method is recognised in the statement of profit or loss as part of other income.

Interest income is presented as finance income where it is earned from financial assets that are held for cash management purposes. Any other interest income is included in other income.

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

## 3 FINANCIAL RISK MANAGEMENT

### 3.1 Financial risk factors

The Group's activities exposed it to a variety of financial risks: market risk (foreign exchange risk and interest rate risk), credit risk and liquidity risk.

The Group's overall risk management programme focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the Group's financial performance.

#### (i) Market risk

##### *Foreign exchange risk*

The majority of the Group's transactions are denominated in HK\$ except for certain bank balances and payment for a life insurance policy which are denominated in US\$. Since HK\$ is pegged to US\$, the Group has limited exposure to foreign exchange risk.

##### *Interest rate risk*

Other than bank balances with variable interest rate, the Group has no other significant interest-bearing assets. Management does not anticipate significant impact to interest-bearing assets resulted from the changes in interest rates, because the interest rates of bank balances are not expected to change significantly.

The Group's interest rate risk arises from borrowings. Borrowings obtained with variable rates expose the Group to cash flow interest rate risk which is partially offset by cash deposited at variable rates. The Group has not hedged its cash flow interest rate risks.

As at 31 December 2018, if the interest rate on all variable-rate borrowings had been 100 basis points higher/lower with all other variables held constant, the Group's loss after income tax for the year would have been increased/decreased by approximately HK\$45,000 (2017: HK\$12,000), mainly as a result of higher/lower interest expense on borrowings with floating interest rates.

# Notes to the Consolidated Financial Statements *(continued)*

For the year ended 31 December 2018

## **3 FINANCIAL RISK MANAGEMENT** *(continued)*

### **3.1 Financial risk factors** *(continued)*

#### **(ii) Credit risk**

Credit risk arises mainly from trade and other receivables, contract assets and cash and bank balances. The Group's maximum exposure to credit risk in the event of the counterparties' failure to perform their obligations as at the reporting dates in relation to each class of recognised financial assets and contract assets is the carrying amount of those assets as stated in the consolidated statement of financial position.

In respect of cash at banks, the credit risk is considered to be low as the counterparties are reputable banks. Therefore, expected credit loss rate of cash at banks are assessed to be close to zero and no provision was made.

In respect of trade and other receivables and contract assets, individual credit evaluations are performed on all customers and counterparties. These evaluations focus on the counterparty's financial position, past history of making payments and take into account information specific to the counterparty as well as pertaining to the economic environment in which the counterparty operates. Monitoring procedures have been implemented to ensure that follow-up action is taken to recover overdue debts. In addition, the Group reviews the recoverable amount of each individual trade and other receivable and contract assets balance at the end of each reporting period to ensure adequate impairment losses are made for irrecoverable amounts.

As at 31 December 2018, there were three (2017: three) customers which individually contributed over 10% of the Group's trade receivables and contract assets (2017: trade and other receivables). The aggregate amounts of trade receivables and contract assets (2017: trade and other receivables) from these customers amounted to 85% (2017: 79%) of the Group's total trade receivables and contract assets (2017: trade and other receivables) as at 31 December 2018.

# Notes to the Consolidated Financial Statements *(continued)*

For the year ended 31 December 2018

## 3 FINANCIAL RISK MANAGEMENT *(continued)*

### 3.1 Financial risk factors *(continued)*

#### (ii) Credit risk *(continued)*

The Group's current credit risk grading framework comprises the following categories:

Category	Description	Basis for recognising ECL
Performing	The counterparty has a low risk of default and does not have any past-due amounts	12-month ECL
Doubtful	There has been a significant increase in credit risk since initial recognition	Lifetime ECL-not credit-impaired
In default	There is evidence indicating the asset is credit impaired	Lifetime ECL-credit impaired
Write-off	There is evidence indicating that the debtor is in severe financial difficulty and the Group has no realistic prospect of recovery	Amount is written off

The Group applies the HKFRS 9 simplified approach to measure ECL which uses a lifetime ECL for all trade receivables and contract assets. To measure the ECL, trade receivables and contract assets have been assessed individually with significant balances and the remaining balances are grouped based on shared credit risk characteristics. The contract assets relate to unbilled work in progress and have substantially the same risk characteristics as the trade receivables for the same types of contracts. The Group has therefore estimated the expected loss rates for the trade receivables and the contract assets on the same basis.

The Group has performed historical analysis and identified the key economic variables impacting credit risk and ECL. It considers available reasonable and supportive forwarding-looking information. The Group also makes periodic assessments on the recoverability of the receivables based on the background and reputation of the customers, historical settlement records and past experience.

# Notes to the Consolidated Financial Statements *(continued)*

For the year ended 31 December 2018

## 3 FINANCIAL RISK MANAGEMENT *(continued)*

### 3.1 Financial risk factors *(continued)*

#### (ii) Credit risk *(continued)*

The loss allowance for trade receivables and contract assets were determined as follows.

	Weighted average expected credit loss rate	Gross carrying amount HK\$'000	Expected credit loss HK\$'000	Net carrying amount HK\$'000
<b>At 31 December 2018</b>				
<b>Trade receivables</b>				
Provision on individual basis	0.06%	4,190	2	4,188
<b>Contract assets</b>				
Provision on individual basis	0.04%	48,991	20	48,971

The closing loss allowances for trade receivables and contract assets as at 31 December 2018 reconcile to the opening loss allowances as follows:

	Trade receivables 2018 HK\$'000	Contract assets 2018 HK\$'000
<b>31 December – calculated under HKAS 39</b>	–	–
Amounts restated through opening retained earnings	6	3
Opening loss allowance as at 1 January 2018 – calculated under HKFRS 9	6	3
(Decrease)/increase in loss allowance recognised in profit or loss during the year	(4)	17
<b>At 31 December</b>	<b>2</b>	<b>20</b>

Trade receivables and contract assets are written off when there is no reasonable expectation of recovery. Indicators that there is no reasonable expectation of recovery include, amongst others, the failure of a debtor to engage in a repayment plan with the Group.



# Notes to the Consolidated Financial Statements *(continued)*

For the year ended 31 December 2018

## 3 FINANCIAL RISK MANAGEMENT *(continued)*

### 3.1 Financial risk factors *(continued)*

#### (ii) Credit risk *(continued)*

Impairment losses on trade receivables and contract assets are presented as net impairment losses within operating profit. Subsequent recoveries of amounts previously written off are credited against the same line item.

At 31 December 2018, the Group assessed the 12-month ECL of the other receivables and considered that the ECL allowance for these receivables is immaterial.

#### ***Previous accounting policy for impairment of trade receivables***

In the prior year, the impairment of trade receivables was assessed based on the incurred loss model. Individual receivables which were known to be uncollectible were written off by reducing the carrying amount directly. The other receivables were assessed collectively to determine whether there was objective evidence that an impairment had been incurred but not yet been identified. For these receivables the estimated impairment losses were recognised in a separate provision for impairment. The Group considered that there was evidence of impairment if any of the following indicators were present:

- significant financial difficulties of the debtor
- probability that the debtor will enter bankruptcy or financial reorganisation, and
- default or late payments.

Receivables for which an impairment provision was recognised were written off against the provision when there was no expectation of recovering additional cash.

#### (iii) Liquidity risk

The Group's policy is to regularly monitor current and expected liquidity requirements and its compliance with debt covenants, to ensure that it maintains sufficient reserves of cash and adequate committed lines of funding from banks and other financial institutions to meet their liquidity requirements in the short and long term. Management believes there is no significant liquidity risk as the Group has sufficient committed facilities to fund their operations.

# Notes to the Consolidated Financial Statements *(continued)*

For the year ended 31 December 2018

## 3 FINANCIAL RISK MANAGEMENT *(continued)*

### 3.1 Financial risk factors *(continued)*

#### (iii) Liquidity risk *(continued)*

The following table details the remaining contractual maturities at the end of each reporting period of the Group's financial liabilities, which are based on contractual undiscounted cash flows (including interest payments computed using contractual rates or, if floating, based on rates current at the end of each reporting period) and the earliest date the Group may be required to pay:

	On demand or within one year HK\$'000	Between one and two years HK\$'000	Between two and five years HK\$'000	Total HK\$'000
<b>At 31 December 2018</b>				
Trade and other payables	14,976	–	–	14,976
Finance lease liabilities	14,563	236	–	14,799
Borrowings (excluding finance lease liabilities)	6,935	–	–	6,935
	<b>36,474</b>	<b>236</b>	<b>–</b>	<b>36,710</b>
<b>At 31 December 2017</b>				
Trade and other payables	34,019	–	–	34,019
Finance lease liabilities	4,637	3,795	969	9,401
Borrowings (excluding finance lease liabilities)	5,283	–	–	5,283
	43,939	3,795	969	48,703

# Notes to the Consolidated Financial Statements *(continued)*

For the year ended 31 December 2018

## 3 FINANCIAL RISK MANAGEMENT *(continued)*

### 3.2 Capital management

The Group's primary objectives when managing capital are to safeguard the Group's ability to continue as a going concern, so that it can continue to provide returns for shareholders, to support the Group's stability and growth; to earn a margin commensurate with the level of business and market risks in the Group's operations and to maintain an optimal capital structure to reduce the cost of capital.

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, obtain new borrowings or sell assets to reduce debt.

The Group monitors capital on the basis of the gearing ratio. This ratio is calculated as the total interest-bearing liabilities divided by the total equity.

The gearing ratios of the Group are as follows:

	2018 HK\$'000	2017 HK\$'000
Total borrowings ( <i>Note 23</i> )	21,057	14,231
Total equity	68,885	71,318
Gearing ratio	31%	20%

### 3.3 Fair value estimation

#### (i) Fair value hierarchy

This section explains the judgements and estimates made in determining the fair values of the financial instruments that are recognised and measured at fair value in the financial statements. To provide an indication about the reliability of the inputs used in determining fair value, the Group has classified its financial instruments into the three levels prescribed under the accounting standards.

	Note	2018 HK\$'000	2017 HK\$'000
<b>Level 3</b>			
<b>Recurring fair value measurements</b>			
Payment for a life insurance policy	16	2,505	–

# Notes to the Consolidated Financial Statements *(continued)*

For the year ended 31 December 2018

## 3 FINANCIAL RISK MANAGEMENT *(continued)*

### 3.3 Fair value estimation *(continued)*

#### (i) Fair value hierarchy *(continued)*

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

Level 1: The fair value of financial instruments traded in active markets is based on quoted market prices at the end of the reporting period. The quoted market price used for financial assets held by the group is the current bid price. These instruments are included in level 1.

Level 2: The fair value of financial instruments that are not traded in an active market is determined using valuation techniques which maximise the use of observable market data and rely as little as possible on entity-specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2.

Level 3: If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3.

#### (ii) Fair value measurements using significant unobservable inputs (level 3)

The following table presents the changes in level 3 items for the year:

	2018 HK\$'000	2017 HK\$'000
Opening balance	–	–
Acquisition	3,061	–
Fair value change	(556)	–
Closing balance	2,505	–

The fair value of the life insurance policy is determined based on the cash value of the life insurance policy which is not an observable input. Management estimates the fair value based on the latest information of the life insurance policy provided by insurance company.

# Notes to the Consolidated Financial Statements *(continued)*

For the year ended 31 December 2018

## 4 CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS

Estimates and judgements used in preparing the consolidated financial statements 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 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) Impairment of financial assets and contract assets

Until 31 December 2017, management determines the provision for impairment of trade and other receivables. This estimate is based on the credit history of its customers and the current market condition. Management reassesses the provision at the end of each reporting period.

Significant judgement is exercised on the assessment of the collectability of receivables from each customer. In making the judgement, 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.

Since 1 January 2018, the loss allowances for financial assets and contract asset are based on assumptions about risk of default and expected loss rates. The Group uses judgement in making these assumptions and selecting the inputs to the impairment calculation, based on the Group's past history, existing market conditions as well as forward looking estimates at the end of each reporting period.

### (b) Progress towards completion of construction works

The Group recognises its contract revenue over time by reference to the progress towards complete satisfaction of a performance obligation of the end of the reporting period, measured based on the surveys of work performed to date of the individual contract of construction works relative to 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 revises the estimates of contract revenue, contract costs and variation orders prepared for each construction contract as the contract progresses. Management regularly reviews the progress of the contracts and the corresponding costs of the contract revenue.

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.

# Notes to the Consolidated Financial Statements *(continued)*

For the year ended 31 December 2018

## 5 REVENUE, OTHER INCOME AND OTHER GAIN AND LOSS AND SEGMENT INFORMATION

Revenue and other income and other gain and loss recognised during the year are as follows:

	2018 HK\$'000	2017 HK\$'000
<b>Revenue</b>		
Foundation and related works <i>(Note)</i>	127,608	138,276
<b>Other income and other gain and loss</b>		
Interest income	220	71
Foreign exchange gain	14	36
Gain on disposal of property, plant and equipment	2,138	302
Amortisation of deferred gain	–	463
Fair value change on assets at fair value through profit or loss	(556)	–
Others	–	63
	<b>1,816</b>	935

*Note:* Related works included site formation works and other geotechnical engineering works.

### Disaggregation of revenue from contracts with customers

	2018 HK\$'000
<b>Timing of revenue recognition</b>	
Over time	127,608
<b>Types of goods or service</b>	
Foundation and related works	127,608

### Performance obligations for contracts with customers

The Group provides services of foundation and site formation works and other geotechnical engineering works to customers. Such services are recognised as a performance obligation satisfied over time as the Group creates or enhances an asset that the customer controls as the asset is created or enhanced. Revenue for these works is therefore recognised over time using output method, i.e. based on surveys of the relevant services completed by the Group to date with reference to certificates issued by customers or payment applications confirmed by internal surveyor. The directors of the Company consider that output method would faithfully depict the Group's performance towards complete satisfaction of these performance obligations in these contracts under HKFRS 15.

# Notes to the Consolidated Financial Statements *(continued)*

For the year ended 31 December 2018

## 5 REVENUE, OTHER INCOME AND OTHER GAIN AND LOSS AND SEGMENT INFORMATION *(continued)*

### Transaction price allocated to the remaining performance obligations from contracts with customers

The transaction price allocated to the remaining performance obligations (unsatisfied or partially unsatisfied) as at 31 December 2018 and the expected timing of recognising revenue are as follows:

	Foundation and related works HK\$'000
Within 1 year	27,867

### Segment information

The chief operating decision-maker has been identified as the Board of Directors of the Company. The Board of Directors regards the Group's business as a single operating segment and reviews financial statements accordingly. Also, the Group only engages its business in Hong Kong. Therefore, no segment information is presented.

### Information about major customers

Revenue from customers contributing over 10% of the total revenue of the Group are as follows:

	2018 HK\$'000	2017 HK\$'000
Customer A	51,693	39,227
Customer B	26,272	58,260
Customer C	33,138	29,029
Customer D	14,510	N/A <sup>1</sup>

<sup>1</sup> The corresponding revenue did not contribute over 10% of the total revenue of the Group during the corresponding years.

# Notes to the Consolidated Financial Statements *(continued)*

For the year ended 31 December 2018

## 6 EXPENSES BY NATURE

	2018 HK\$'000	2017 HK\$'000
Cost of sales		
Construction contracts costs		
Staff costs <i>(Note 7)</i>	10,824	10,841
Depreciation of property, plant and equipment <i>(Note a)</i>	5,261	3,689
Other construction contracts costs <i>(Note b)</i>	97,792	107,673
	<b>113,877</b>	122,203

	2018 HK\$'000	2017 HK\$'000
Administrative and other operating expenses		
Auditors' remuneration		
– Current year	750	680
– Overprovision in prior year	–	(10)
Depreciation of property, plant and equipment <i>(Note a)</i>	461	596
Listing expenses	–	7,746
Operating lease rental on premises	1,467	1,199
Staff costs <i>(Note 7)</i>	7,325	6,640
Written off of trade receivables	2,921	–
Other expenses	5,086	4,928
	<b>18,010</b>	21,779

Notes:

(a)	2017 HK\$'000
Depreciation <i>(Note 14)</i>	4,155
Add: Amount included in gross amounts due from/to customers for contract work	130
	<b>4,285</b>

(b) Other construction contracts costs included but are not limited to construction materials, subcontracting charges, machinery and equipment leasing expense and repair and maintenance.



# Notes to the Consolidated Financial Statements *(continued)*

For the year ended 31 December 2018

## 7 EMPLOYEE BENEFIT EXPENSES, INCLUDING DIRECTORS' EMOLUMENTS

	<b>2018</b>	2017
	<b>HK\$'000</b>	HK\$'000
Salaries, allowances and other benefits	<b>17,623</b>	16,566
Retirement scheme contributions		
– defined contribution plan	<b>526</b>	587
	<b>18,149</b>	17,153
Add: Amount included in gross amounts due from/to customers for contract work		328
		17,481

The Group operates a defined contribution scheme in Hong Kong which complies with the requirements under the Mandatory Provident Fund (“MPF”) Schemes Ordinance. All assets under the scheme are held separately from the Group under independently administered funds. Contributions to the MPF scheme follow the MPF Schemes Ordinance.

# Notes to the Consolidated Financial Statements *(continued)*

For the year ended 31 December 2018

## 8 BENEFITS AND INTERESTS OF DIRECTORS

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

The remuneration of each director and the chief executive for the year ended 31 December 2018 is set out below:

	Fee HK\$'000	Salaries, allowances and benefits in kind HK\$'000	Discretionary bonuses HK\$'000	Retirement scheme contributions HK\$'000	Total HK\$'000
<b>Year ended 31 December 2018</b>					
<i>Executive directors</i>					
Mr. Lau ( <i>Chief Executive Officer</i> )	-	1,153	124	18	1,295
Ms. Yuen ( <i>Note a</i> )	-	325	60	15	400
Ms. Deng Li ( <i>Note b</i> )	24	-	-	-	24
<i>Independent non-executive directors</i>					
Mr. Ng Ki Man	144	-	-	-	144
Mr. lu Tak Meng Teddy	144	-	-	-	144
Mr. Chong Kam Fung	144	-	-	-	144
	<b>456</b>	<b>1,478</b>	<b>184</b>	<b>33</b>	<b>2,151</b>
<b>Year ended 31 December 2017</b>					
<i>Executive directors</i>					
Mr. Lau ( <i>Chief Executive Officer</i> )	-	1,106	-	18	1,124
Ms. Yuen	-	390	-	18	408
<i>Independent non-executive directors</i>					
Mr. Ng Ki Man ( <i>Note c</i> )	82	-	-	-	82
Mr. lu Tak Meng Teddy ( <i>Note c</i> )	82	-	-	-	82
Mr. Chong Kam Fung ( <i>Note c</i> )	82	-	-	-	82
	<b>246</b>	<b>1,496</b>	<b>-</b>	<b>36</b>	<b>1,778</b>

Notes:

- (a) Ms. Yuen was resigned as an executive director of the Company on 1 November 2018.
- (b) Ms. Deng Li was appointed as an executive director of the Company on 1 November 2018.
- (c) Mr. Ng Ki Man, Mr. lu Tak Meng Teddy and Mr. Chong Kam Fung were appointed as independent non-executive directors of the Company on 7 June 2017.

During the year ended 31 December 2018, no emoluments were paid by the Group to the directors as an inducement to join or upon joining the Group or as compensation for loss of office (2017: Nil). No director has waived or agreed to waive any emoluments during the year ended 31 December 2018 (2017: Nil).

# Notes to the Consolidated Financial Statements *(continued)*

For the year ended 31 December 2018

## 8 BENEFITS AND INTERESTS OF DIRECTORS *(continued)*

### (b) Five highest paid individuals

Of the five individuals with the highest emoluments, one (2017: one) of them is a director for the year ended 31 December 2018 whose emoluments are disclosed above. The emoluments in respect of the remaining four (2017: four) individuals for the year ended 31 December 2018 are as follows:

	<b>2018</b>	2017
	<b>HK\$'000</b>	HK\$'000
Salaries and allowances	<b>3,668</b>	3,107
Discretionary bonuses	<b>182</b>	–
Retirement scheme contributions	<b>72</b>	72
	<b>3,922</b>	3,179

The emoluments fell within the following bands:

	<b>Number of individuals</b>	
	<b>2018</b>	2017
Emolument bands (in HK\$)		
Nil – HK\$1,000,000	<b>3</b>	3
HK\$1,000,001 – HK\$1,500,000	<b>–</b>	1
HK\$1,500,001 – HK\$2,000,000	<b>1</b>	–

During the year ended 31 December 2018, no emoluments were paid by the Group to the above highest paid individuals as (i) an inducement to join or upon joining the Group or (ii) as compensation for loss of office as a director or management of any members of the Group (2017: Nil).

## 9 FINANCE COSTS

	<b>2018</b>	2017
	<b>HK\$'000</b>	HK\$'000
Interest on finance leases	<b>412</b>	125
Interest on bank borrowings	<b>426</b>	389
	<b>838</b>	514

# Notes to the Consolidated Financial Statements *(continued)*

For the year ended 31 December 2018

## 10 INCOME TAX EXPENSE

No provision for Hong Kong profits tax has been made as the Group did not have assessable profit in Hong Kong for current year.

Hong Kong profits tax has been provided at the rate of 16.5% (2017: 16.5%) on the estimated assessable profit arising in or derived from Hong Kong for last year.

	<b>2018</b> <b>HK\$'000</b>	2017 HK\$'000
Hong Kong profits tax:		
– Current income tax	–	12
Deferred income tax ( <i>Note 24</i> )	<b>740</b>	699
<b>Income tax expense</b>	<b>740</b>	711

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

	<b>2018</b> <b>HK\$'000</b>	2017 HK\$'000
Loss before income tax	<b>(3,314)</b>	(5,285)
Calculated at a tax rate of 16.5%	<b>(547)</b>	(872)
Income not subject to tax	<b>(36)</b>	(92)
Expenses not deductible for tax purposes	<b>543</b>	1,675
Tax loss not recognised	<b>780</b>	–
<b>Income tax expense</b>	<b>740</b>	711

# Notes to the Consolidated Financial Statements (continued)

For the year ended 31 December 2018

## 11 LOSS PER SHARE

	<b>2018</b>	2017
Loss attributable to owners of the Company (HK\$'000)	<b>(4,054)</b>	(5,996)
Weighted average number of ordinary shares for the purpose of calculating basic loss per share (in thousand)	<b>1,000,000</b>	878,767
Basic loss per share (HK cent)	<b>(0.41)</b>	(0.68)

The weighted average number of ordinary shares for the purpose of basic loss per share for the year ended 31 December 2018 was derived from 1,000,000,000 ordinary shares in issue.

The weighted average number of ordinary shares for the purpose of calculating basic loss per share for the year ended 31 December 2017 has been determined on the assumption that the Reorganisation and capitalisation issue had been effective on 1 January 2017.

Diluted loss per share is equal to the basic loss per share as there was no dilutive potential shares.

## 12 SUBSIDIARIES

The following is a list of the principal subsidiaries at 31 December 2018:

Name	Place of incorporation and kind of legal entity	Principal activities and place of operation	Particulars of issued share capital	Percentage of interest held
Wide View Enterprises Limited (" <b>Wide View</b> ")	BVI, limited liability company	Investment holding	Ordinary share United States dollars (" <b>US\$</b> ") 100	100% (direct)
Workbase Engineering Limited (" <b>Workbase</b> ")	Hong Kong, limited liability company	Provision of foundation and related works	Ordinary share HK\$1,000	100% (indirect)

## 13 DIVIDENDS

	<b>2018</b>	2017
	<b>HK\$'000</b>	HK\$'000
Dividends	-	9,000

During the year ended 31 December 2017, interim dividends of HK\$9,000,000 were appropriated to the then shareholder of Wide View. Interim dividends of approximately HK\$597,000 was settled by cash and the remaining balance of approximately HK\$8,403,000 was settled by offset against the amount due from a director.

No final dividend was proposed by the Board for the year ended 31 December 2018 (2017: Nil).

# Notes to the Consolidated Financial Statements (continued)

For the year ended 31 December 2018

## 14 PROPERTY, PLANT AND EQUIPMENT

	Machinery and equipment	Leasehold improvements	Furniture, fixtures and office equipment	Motor vehicles	Total
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
Cost					
At 1 January 2017	12,376	405	738	3,314	16,833
Additions	12,328	–	22	2,757	15,107
Disposals	–	–	–	(1,696)	(1,696)
At 31 December 2017	24,704	405	760	4,375	30,244
Accumulated depreciation					
At 1 January 2017	5,458	211	435	1,680	7,784
Charge for the year (Note 6)	3,300	129	122	604	4,155
Disposals	–	–	–	(1,067)	(1,067)
At 31 December 2017	8,758	340	557	1,217	10,872
Net book value					
At 31 December 2017	15,946	65	203	3,158	19,372
Cost					
At 1 January 2018	<b>24,704</b>	<b>405</b>	<b>760</b>	<b>4,375</b>	<b>30,244</b>
Additions	<b>15,473</b>	<b>–</b>	<b>–</b>	<b>338</b>	<b>15,811</b>
Disposals	<b>(8,024)</b>	<b>–</b>	<b>–</b>	<b>–</b>	<b>(8,024)</b>
At 31 December 2018	<b>32,153</b>	<b>405</b>	<b>760</b>	<b>4,713</b>	<b>38,031</b>
Accumulated depreciation					
At 1 January 2018	<b>8,758</b>	<b>340</b>	<b>557</b>	<b>1,217</b>	<b>10,872</b>
Charge for the year (Note 6)	<b>4,760</b>	<b>63</b>	<b>92</b>	<b>807</b>	<b>5,722</b>
Disposals	<b>(5,822)</b>	<b>–</b>	<b>–</b>	<b>–</b>	<b>(5,822)</b>
At 31 December 2018	<b>7,696</b>	<b>403</b>	<b>649</b>	<b>2,024</b>	<b>10,772</b>
Net book value					
At 31 December 2018	<b>24,457</b>	<b>2</b>	<b>111</b>	<b>2,689</b>	<b>27,259</b>

The net book value of machinery and equipment and motor vehicles of the Group include amounts of approximately HK\$18,523,000 (2017: HK\$8,743,000) and approximately HK\$2,587,000 (2017: HK\$3,087,000), respectively, in respect of assets held under finance leases.

# Notes to the Consolidated Financial Statements (continued)

For the year ended 31 December 2018

## 15 FINANCIAL INSTRUMENTS BY CATEGORY

	2018 HK\$'000	2017 HK\$'000
<b>Financial assets</b>		
Loans and receivables	–	84,007
Amortised cost	<b>23,884</b>	–
Mandatorily measured at fair value through profit or loss	<b>2,505</b>	–
<b>Financial liabilities</b>		
Amortised cost	<b>36,033</b>	48,250

## 16 PAYMENT FOR A LIFE INSURANCE POLICY

Under the life insurance policy (the “Policy”), the beneficiary and policy holder is the Group and the total insured sum is approximately US\$1,000,000 (approximately HK\$7,800,000). The Group paid an upfront premium for the Policy of approximately US\$391,000 (approximately HK\$3,061,000) and may surrender any time and receive cash based on the cash value of the Policy at the date of withdrawal, which is calculated by the insurer. In the opinion of the directors of the Company, the cash value of the Policy provided by the insurance company is the best approximation of its fair value, which is categorised within Level 3 of the fair value hierarchy.

The payment for a life insurance policy was pledged to secure the bank borrowings of the Group is summarised in Note 23.

## 17 TRADE AND OTHER RECEIVABLES

	2018 HK\$'000	2017 HK\$'000
Trade receivables	<b>4,190</b>	9,484
Less: Provision for impairment losses	<b>(2)</b>	–
	<b>4,188</b>	9,484
Other receivables, deposits and prepayments	<b>5,934</b>	2,467
Retention receivables*	–	14,128
	<b>10,122</b>	26,079

\* Upon application of HKFRS 15, the retentions receivables were reclassified to contract assets.

# Notes to the Consolidated Financial Statements *(continued)*

For the year ended 31 December 2018

## 17 TRADE AND OTHER RECEIVABLES *(continued)*

Notes:

- (a) The Group does not have a standardised and universal credit period granted to its customers, and the credit period of individual customer is considered on a case-by-case basis and stipulated in the project contract, as appropriate. Trade receivables are denominated in HK\$.
- (b) The ageing analysis of the trade receivables based on date of payment certificates issued by customers is as follows:

	<b>2018</b>	2017
	<b>HK\$'000</b>	HK\$'000
0-30 days	<b>3,547</b>	6,098
31-60 days	-	437
61-90 days	-	-
Over 90 days	<b>643</b>	2,949
	<b>4,190</b>	9,484

Trade receivables of approximately HK\$6,535,000 as at 31 December 2017 were not yet past due and approximately HK\$2,949,000 as at 31 December 2017 were past due but not impaired. These relate to trade receivables from a number of independent customers of whom there is no recent history of default and no provision has therefore been made. The ageing analysis of trade receivable that were past due but not impaired are as follows:

	2017
	HK\$'000
Overdue by:	
Over 90 days	2,949

As at 31 December 2018, trade receivables of approximately HK\$643,000 were past due. Based on past experience and forward-looking estimates, the amounts are considered as recoverable.

Except for retention receivables of approximately HK\$6,531,000 as at 31 December 2017, which are expected to be recovered after one year, all of the remaining retention receivables are expected to be recovered within one year.

- (c) The other classes within trade and other receivables do not contain impaired assets. The Group does not hold any collateral as security.

## 18 CONTRACT ASSETS

	<b>31 December</b>	1 January
	<b>2018</b>	2018*
	<b>HK\$'000</b>	HK\$'000
Contract assets	<b>48,991</b>	30,849
Less: Provision for impairment losses	<b>(20)</b>	(3)
	<b>48,971</b>	30,846

\* The amounts in this column are after the adjustments from the application of HKFRS 9 and 15.



# Notes to the Consolidated Financial Statements (continued)

For the year ended 31 December 2018

## 18 CONTRACT ASSETS (continued)

The contract assets primarily relate to the Group's right to consideration for work completed and not billed because the rights are conditioned on factors other than passage of time. The contract assets are transferred to trade receivables when the rights become unconditional.

Included in contract assets comprises retention receivables of approximately HK\$13,046,000 as at 31 December 2018, after recognition of impairment loss of approximately HK\$4,000, the carrying amount of retention receivables was approximately HK\$13,042,000.

Retention receivables represented the monies withheld by customers of contract works fully recoverable within 1 to 2 years from the date of completion of construction contracts, in accordance with the terms specified in the relevant contracts. Generally, upon satisfactory completion of contract work as set out in the contract, partial of the retention money of such contract work will be released to the Group, while the remaining will be released to the Group upon the expiration of the defects liability period.

The retention receivables, before recognition of impairment loss, would be settled, based on the expiry of the defect liability period, at the end of the reporting period as follow:

	HK\$'000
Within one year	8,426
After one year	4,620
	<b>13,046</b>

## 19 GROSS AMOUNTS DUE FROM/TO CUSTOMERS FOR CONTRACT WORK

	2017 HK\$'000
<b>Gross amounts due from customers for contract work</b>	
Contract costs incurred plus recognised profits less recognised losses	124,192
Less: Progress billings received and receivable	(107,160)
	<b>17,032</b>
<b>Gross amounts due to customers for contract work</b>	
Progress billings received and receivable	25,486
Less: Contract costs incurred plus recognised profits less recognised losses	(23,225)
	<b>2,261</b>

All gross amounts due from/to customers for contract work are expected to be recovered/settled within one year.

# Notes to the Consolidated Financial Statements *(continued)*

For the year ended 31 December 2018

## 20 CASH AND BANK BALANCES

	<b>2018</b> <b>HK\$'000</b>	2017 HK\$'000
Cash at banks	<b>16,031</b>	58,259
Cash on hand	<b>10</b>	7
	<b>16,041</b>	58,266

Notes:

(a) The carrying amount of cash and bank balances were denominated in the following currencies:

	<b>2018</b> <b>HK\$'000</b>	2017 HK\$'000
HK\$	<b>16,041</b>	58,263
Japanese Yen	-	1
US\$	-	2
	<b>16,041</b>	58,266

(b) Cash at banks earns interest at floating rates based on daily bank deposit rates.

# Notes to the Consolidated Financial Statements *(continued)*

For the year ended 31 December 2018

## 21 SHARE CAPITAL

	<i>Note</i>	<b>Number of shares</b>	<b>Share capital HK\$'000</b>
Ordinary shares of HK\$0.01 each			
<b>Authorised:</b>			
At 1 January 2017		38,000,000	380
Increase in authorised share capital	<i>a</i>	2,962,000,000	29,620
<hr/>			
At 31 December 2017, 1 January 2018 and 31 December 2018		3,000,000,000	30,000
<hr/>			
<b>Issued and fully paid:</b>			
At 1 January 2017		1	–
Reorganisation	<i>b</i>	9,999	–
Capitalisation issue	<i>c</i>	749,990,000	7,500
Shares issued under public offer	<i>d</i>	250,000,000	2,500
<hr/>			
At 31 December 2017, 1 January 2018 and 31 December 2018		1,000,000,000	10,000

*Notes:*

- (a) On 7 June 2017, the Company resolved to increase its authorised share capital from HK\$380,000 to HK\$30,000,000 by the creation of an additional 2,962,000,000 shares, each ranking pari-passu with the shares then in issue in all respects.
- (b) On 7 June 2017, the Company acquired the entire issued share capital in Wide View, and as consideration, the Company allotted and issued 9,999 nil-paid shares in the Company, credited as fully-paid, to Brightly Ahead. Pursuant to the aforesaid transactions, the Company became the holding company of Wide View and Workbase, and Brightly Ahead became the shareholder of the entire issued share capital of the Company.
- (c) On 7 June 2017, the Company resolved to increase its authorised share capital from HK\$380,000 divided into 38,000,000 shares of HK\$0.01 each to HK\$30,000,000 divided into 3,000,000,000 shares of HK\$0.01 each in order to be positioned to (i) allot and issue 250,000,000 new shares to the public offer; and (ii) allot and issue a further 749,990,000 new shares to the existing shareholder of the Company, namely Brightly Ahead.
- (d) The Company's shares were successfully listed on GEM on 27 June 2017. Upon the completion of the listing, 250,000,000 ordinary shares of HK\$0.01 each were issued at a price of HK\$0.24 per share for a total consideration of HK\$60,000,000.

# Notes to the Consolidated Financial Statements *(continued)*

For the year ended 31 December 2018

## 22 SHARE OPTION SCHEME

The Company's share option scheme (the "**Scheme**") was adopted pursuant to a resolution passed on 7 June 2017 as to attract and retain the best available personnel, to provide additional incentive to the eligible participants and to promote the success of the business of the Group under the Scheme.

Under the Scheme, the directors of the Company may at their absolute discretion and subject to the terms of the Scheme, grant options to any employee (full-time or part-time), director, substantial shareholder, consultant or adviser, distributor, contractor, supplier, agent, customer, business partner or service provider of the Group, to subscribe for shares of the Company. The eligibility of any participant to the grant of any option shall be determined by the Board of Directors from time to time on the basis of his contribution or potential contribution to the development and growth of the Group.

The aggregate number of the Company's shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under the Scheme and any other share option schemes of the Company must not exceed 30% of the Company's shares in issue from time to time. No options may be granted under the Scheme or any other share option schemes of the Company if this will result in such 30% limit being exceeded. The maximum number of shares issuable upon exercise of all options to be granted under the Scheme and any other share option schemes of the Company as from the adoption date must not in aggregate exceed 10% of all the shares in issue as at the listing date. The 10% limit may be refreshed at any time by obtaining approval of the Company's shareholders in general meeting provided that the total number of the Company's shares which may be issued upon exercise of all options to be granted under the Scheme and any other share option schemes of the Company must not exceed 10% of the Company's shares in issue as at the date of approval of the refreshed limit.

The total number of shares issued and to be issued upon exercise of the options granted to any participant (including both exercised and outstanding options) under the Scheme, in any 12-month period up to date of grant shall not exceed 1% of the shares of the Company in issue. Any further grant of options in excess of such limit must be separately approved by shareholders of the Company in general meeting with such grantee and his associates abstaining from voting.

Share options granted to a director, chief executive or substantial shareholder of the Company, or any of their respective associates must be approved by the independent non-executive directors of the Company (excluding any independent non-executive director who is the grantee of the option). Where any grant of options to a substantial shareholder or an independent non-executive director of the Company, or any of their respective associates will result in the total number of shares issued and to be issued upon exercise of all options already granted and to be granted to such person under the Scheme and any other share option schemes of the Company (including option exercised, cancelled and outstanding) in any 12-month period up to and including the date of such grant representing in aggregate over 0.1% of the shares of the Company in issue and having an aggregate value in excess of HK\$5 million must be approved by the Company's shareholders at a general meeting of the Company, with voting to be taken by way of poll.

# Notes to the Consolidated Financial Statements *(continued)*

For the year ended 31 December 2018

## 22 SHARE OPTION SCHEME *(continued)*

An offer for the grant of share options might be accepted in writing within 7 days inclusive of the day on which such offer was made. An option may be exercised in accordance with the terms of the Scheme at any time during a period as the Board of Directors may determine which shall not exceed ten years from the date of grant subject to the provisions of early termination thereof. The amount payable by the grantee of an option to the Company on acceptance of the offer for the grant of an option is HK\$1.

The subscription price shall be a price solely determined by the Board of Directors and notified to a participant and shall be at least the highest of: (i) the closing price of the Company's shares as stated in the Stock Exchange's daily quotations sheet on the date of grant of the option, which must be a business day; (ii) the average of the closing prices of the Company's shares as stated in the Stock Exchange's daily quotations sheets for the 5 business days immediately preceding the date of grant of the option; and (iii) the nominal value of the Company's share on the date of grant of the option.

The Scheme will remain in force for a period of ten years commencing on 7 June 2017, subject to early termination provisions contained in the Scheme.

No option has been granted by the Company under the Scheme since its adoption and up to 31 December 2018.

## 23 BORROWINGS

	2018 HK\$'000	2017 HK\$'000
<b>Non-current</b>		
Finance lease liabilities <i>(Notes b and c)</i>	233	4,649
<b>Current</b>		
Bank borrowings <i>(Notes a, c and d)</i>	6,907	5,216
Finance lease liabilities <i>(Notes b and c)</i>	13,917	4,366
	20,824	9,582
<b>Total borrowings</b>	21,057	14,231

# Notes to the Consolidated Financial Statements *(continued)*

For the year ended 31 December 2018

## 23 BORROWINGS *(continued)*

Notes:

(a) Bank borrowings

The bank borrowings are classified as current liabilities according to the HK Interpretation 5, *Presentation of Financial Statements — Classification by the Borrower of a Term Loan that Contains a Repayment on Demand Clause* issued by the HKICPA. According to the repayment schedule, the bank borrowings are repayable as follows:

	<b>2018</b> <b>HK\$'000</b>	2017 HK\$'000
Within 1 year	<b>6,907</b>	5,216

The carrying amounts of the bank borrowings are denominated in HK\$.

(b) Finance lease liabilities

Lease liabilities are secured as the rights to the leased assets revert to the lessors in the event of default.

At the end of lease term of certain finance leases the Group has the option to purchase the leased asset at a price deemed to be a bargain purchase option.

	<b>2018</b> <b>HK\$'000</b>	2017 HK\$'000
Gross finance lease liabilities – minimum lease payments		
Within 1 year	<b>14,563</b>	4,637
Between 1 and 2 years	<b>236</b>	3,795
Between 2 and 5 years	<b>–</b>	969
Future finance charges on finance leases	<b>14,799</b> <b>(649)</b>	9,401 (386)
Present value of finance lease liabilities	<b>14,150</b>	9,015

The present value of finance lease liabilities is as follows (ignoring the effect of demand clause):

	<b>2018</b> <b>HK\$'000</b>	2017 HK\$'000
Within 1 year	<b>6,811</b>	4,366
Between 1 and 2 years	<b>4,119</b>	3,691
Between 2 and 5 years	<b>3,220</b>	958
	<b>14,150</b>	9,015

The finance leases are secured by the Group's machinery and equipment with an aggregate net book value of approximately HK\$18,523,000 (2017: HK\$8,743,000) and motor vehicles with an aggregate net book value of approximately HK\$2,587,000 (2017: HK\$3,087,000) as at 31 December 2018. Finance leases with carrying amounts of approximately HK\$226,000 as at 31 December 2017 are guaranteed by personal guarantee given by a director of the Company.

The carrying amounts of all finance lease liabilities are denominated in HK\$.

# Notes to the Consolidated Financial Statements (continued)

For the year ended 31 December 2018

## 23 BORROWINGS (continued)

Notes: (continued)

(c) The interest rates per annum of borrowings are as follows:

	2018	2017
Bank borrowings	3.67% to 5.22%	3.49% to 8.47%
Finance lease liabilities	3.26% to 4.76%	3.12% to 6.47%

(d) These facilities:

- (i) are secured by a payment of a life insurance policy (Note 16) as at 31 December 2018; and
- (ii) are subject to the fulfilment of certain covenants as are commonly found in lending arrangements with financial institutions. If the Group were to breach the covenants the drawn down facilities would become payable on demand. The Company regularly monitors its compliance with these covenants. As at 31 December 2018, none of the covenants relating to drawn down facilities had been breached.

## 24 DEFERRED TAX LIABILITIES

The components of deferred tax liabilities recognised in the consolidated statements of financial position and the movements during the year are as follows:

	Tax depreciation allowances HK\$'000	ECL provision HK\$'000	Total HK\$'000
At 1 January 2017	783	–	783
Charged to profit or loss (Note 10)	699	–	699
At 31 December 2017	1,482	–	1,482
Adjustment (Note 2.1)	–	(2)	(2)
At 1 January 2018	1,482	(2)	1,480
Charged/(credited) to profit or loss (Note 10)	742	(2)	740
<b>At 31 December 2018</b>	<b>2,224</b>	<b>(4)</b>	<b>2,220</b>

At the end of the reporting period, the Group has estimated unused tax losses of approximately HK\$4.7 million available for offset against future profits. No deferred tax asset has been recognised due to the unpredictability of future profit streams. The tax losses may be carried forward indefinitely.

# Notes to the Consolidated Financial Statements *(continued)*

For the year ended 31 December 2018

## 25 TRADE AND OTHER PAYABLES

	<b>2018</b>	2017
	<b>HK\$'000</b>	HK\$'000
Trade payables	<b>7,938</b>	26,688
Accrued employee benefit expenses	<b>1,629</b>	1,909
Other accruals and payables	<b>1,903</b>	1,579
Retention payables	<b>3,506</b>	3,843
	<b>14,976</b>	34,019

Notes:

- (a) The ageing analysis of trade payables based on the invoice date is as follows:

	<b>2018</b>	2017
	<b>HK\$'000</b>	HK\$'000
0 – 30 days	<b>2,867</b>	10,276
31 – 60 days	<b>2,559</b>	9,711
61 – 90 days	<b>2,146</b>	6,548
Over 90 days	<b>366</b>	153
	<b>7,938</b>	26,688

All of the retention payables are expected to be settled within one year.

- (b) All trade and other payables are denominated in HK\$.



# Notes to the Consolidated Financial Statements *(continued)*

For the year ended 31 December 2018

## 26 NOTES TO CONSOLIDATED STATEMENTS OF CASH FLOWS

### (a) Reconciliation of loss before income tax to net cash (used in)/generated from operations

	2018 HK\$'000	2017 HK\$'000
Loss before income tax	<b>(3,314)</b>	(5,285)
Adjustments for:		
Depreciation	<b>5,722</b>	4,155
Amortisation of deferred gain	–	(463)
Gain on disposal of property, plant and equipment	<b>(2,138)</b>	(302)
Net impairment loss on trade receivables and contract assets	<b>13</b>	–
Fair value change on financial assets at fair value through profit or loss	<b>556</b>	–
Written off of trade receivables	<b>2,921</b>	–
Interest expense	<b>838</b>	514
Interest income	<b>(220)</b>	(71)
Operating loss before working capital changes	<b>4,378</b>	(1,452)
Decrease in trade and other receivables	<b>1,036</b>	4,731
Increase in contract assets	<b>(18,142)</b>	–
Increase in gross amounts due from customers for contract work	–	(1,574)
(Decrease)/increase in trade and other payables	<b>(6,959)</b>	17,610
Increase in gross amounts due to customers for contract work	–	2,261
Net cash (used in)/generated from operations	<b>(19,687)</b>	21,576

# Notes to the Consolidated Financial Statements *(continued)*

For the year ended 31 December 2018

## 26 NOTES TO CONSOLIDATED STATEMENTS OF CASH FLOWS *(continued)*

### (b) Reconciliation of liabilities arising from financing activities:

	As at 1 January 2017 HK\$'000	Cash flows HK\$'000	Non-cash changes HK\$'000	As at 31 December 2017 HK\$'000
Amount due to a director	48	(48)	–	–
Bank borrowings	12,072	(6,856)	–	5,216
Finance lease liabilities <i>(Note)</i>	3,631	663	4,721	9,015
<b>Total liabilities from financing activities</b>	<b>15,751</b>	<b>(6,241)</b>	<b>4,721</b>	<b>14,231</b>

	As at 1 January 2018 HK\$'000	Cash flows HK\$'000	Non-cash changes HK\$'000	As at 31 December 2018 HK\$'000
Bank borrowings <i>(Note)</i>	5,216	(10,393)	12,084	6,907
Finance lease liabilities <i>(Note)</i>	9,015	2,349	2,786	14,150
<b>Total liabilities from financing activities</b>	<b>14,231</b>	<b>(8,044)</b>	<b>14,870</b>	<b>21,057</b>

*Note:*

Non-cash changes represent acquisition of property, plant and equipment by finance lease, settlement of finance lease settled by disposal of property, plant and equipment and settlement of trade payables by import loan.

# Notes to the Consolidated Financial Statements *(continued)*

For the year ended 31 December 2018

## 27 COMMITMENTS

### (a) Capital commitments

Capital commitments outstanding at the end of reporting period not provided for in the consolidated financial statements were as follows:

	2018 HK\$'000	2017 HK\$'000
Contracted but not provided for:		
Property, plant and equipment	–	2,819

### (b) Operating lease commitments – Group as lessee

The future minimum lease payments under non-cancellable operating leases were payable as follows:

	2018 HK\$'000	2017 HK\$'000
Within one year	964	516
In the second to fifth years inclusive	413	133
	<b>1,377</b>	649

The Group is the lessee in respect of office premises, quarters and warehouses under operating leases. The leases typically run for an initial period of 1 to 3 years, with an option to renew the leases when all terms are renegotiated.

## 28 RELATED PARTY TRANSACTIONS

Apart from disclosures elsewhere in the consolidated financial statements, the Group entered into the following transactions with related parties.

### Key management personnel compensation

The emoluments of the directors (executive and non-executive) of the Group during the year are disclosed in Note 8.

## 29 CONTINGENT LIABILITIES

The Group, in the ordinary course of its business, is involved in various claims, suits, investigations, and legal proceedings that arise from time to time. Although the Group does not expect that the outcome in any of these legal proceedings, individually or collectively, will have a material adverse effect on its financial position or results of operations, litigation is inherently unpredictable. Therefore, the Group could incur judgements or enter into settlements of claims that could adversely affect its operating results or cash flows in a particular period.

# Notes to the Consolidated Financial Statements *(continued)*

For the year ended 31 December 2018

## 30 STATEMENT OF FINANCIAL POSITION AND RESERVE MOVEMENT OF THE COMPANY

### (a) Statement of financial position

	<i>Note</i>	<b>2018</b> <b>HK\$'000</b>	2017 HK\$'000
<b>ASSETS</b>			
<b>Non-current assets</b>			
Investment in a subsidiary		<b>30,601</b>	30,601
<b>Current assets</b>			
Prepayments		<b>229</b>	78
Amount due from a subsidiary		<b>37,144</b>	14,388
Cash and bank balances		<b>13</b>	25,202
		<b>37,386</b>	39,668
<b>Total assets</b>		<b>67,987</b>	70,269
<b>EQUITY</b>			
<b>Capital and reserves</b>			
Share capital		<b>10,000</b>	10,000
Reserves	<i>30(b)</i>	<b>57,439</b>	59,989
<b>Total equity</b>		<b>67,439</b>	69,989
<b>LIABILITIES</b>			
<b>Current liabilities</b>			
Accruals		<b>548</b>	280
<b>Total equity and liabilities</b>		<b>67,987</b>	70,269
<b>Net current assets</b>		<b>36,838</b>	39,388
<b>Total assets less current liabilities</b>		<b>67,439</b>	69,989

The Company's statement of financial position was approved and authorised for issue by the Board of Directors on 25 March 2019 and are signed on its behalf by:

**Mr. Lau Chung Ho**  
*Director*

**Ms. Deng Li**  
*Director*

# Notes to the Consolidated Financial Statements *(continued)*

For the year ended 31 December 2018

## 30 STATEMENT OF FINANCIAL POSITION AND RESERVE MOVEMENT OF THE COMPANY *(continued)*

### (b) Reserve movement

	<b>Share premium</b>	<b>Special reserve</b>	<b>Retained earnings</b>	<b>Total</b>
	HK\$'000	HK\$'000	HK\$'000	HK\$'000
Balance at 1 January 2017	–	–	(4,675)	(4,675)
Loss and total comprehensive expense for the year	–	–	(9,986)	(9,986)
Reorganisation	–	30,601	–	30,601
Capitalisation issue	(7,500)	–	–	(7,500)
Shares issued under public offer	57,500	–	–	57,500
Shares issuance costs	(5,951)	–	–	(5,951)
<b>Balance at 31 December 2017</b>	<b>44,049</b>	<b>30,601</b>	<b>(14,661)</b>	<b>59,989</b>
Balance at 1 January 2018	<b>44,049</b>	<b>30,601</b>	<b>(14,661)</b>	<b>59,989</b>
Loss and total comprehensive expense for the year	–	–	<b>(2,550)</b>	<b>(2,550)</b>
<b>Balance at 31 December 2018</b>	<b>44,049</b>	<b>30,601</b>	<b>(17,211)</b>	<b>57,439</b>

#### Special reserve

Special reserve represents the difference between the total equity of Wide View acquired pursuant to the Reorganisation over the nominal value of the Company's shares issued in exchange therefore.

# Financial Summary

	<b>2018</b> <b>HK\$'000</b>	<b>For the year ended 31 December</b>			
		2017 HK\$'000	2016 HK\$'000	2015 HK\$'000	2014 HK\$'000
Revenue	<b>127,608</b>	138,276	131,813	75,320	53,785
Gross profit	<b>13,731</b>	16,073	24,597	20,998	12,596
(Loss)/profit before income tax	<b>(3,314)</b>	(5,285)	10,115	14,163	9,390
(Loss)/profit and total comprehensive (expense)/income for the year attributable to owners of the Company	<b>(4,054)</b>	(5,996)	7,547	11,456	7,857
Total assets	<b>107,138</b>	123,311	65,856	52,984	31,304
Total liabilities	<b>38,253</b>	51,993	33,591	28,266	18,042
Total equity and liabilities	<b>107,138</b>	123,311	65,856	52,984	31,304