

**TOLL ROAD**

**PROPERTY  
DEVELOPMENT**

**CONSTRUCTION**

**CONSTRUCTION  
MATERIALS**

**QUARRYING**



# Wai Kee Holdings Limited

(Incorporated in Bermuda with limited liability)

(Stock Code: 610)

*ANNUAL REPORT 2016*

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# Financial Highlights

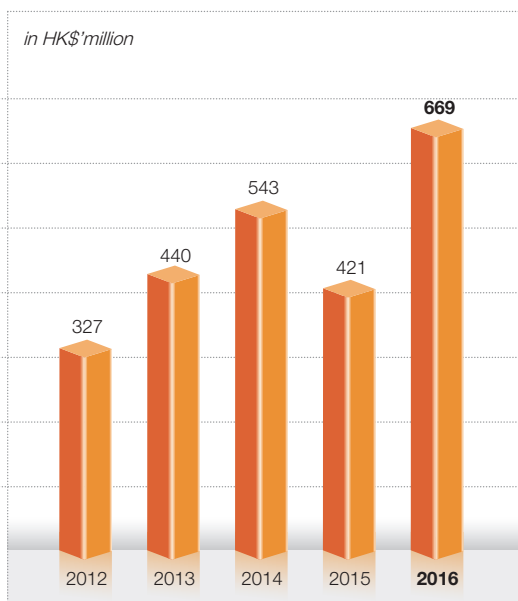
	Year ended 31st December,	
	2016 <i>HK\$'million</i>	2015 <i>HK\$'million</i>
Revenue	5,327	5,019
Profit for the year	734	466
Profit attributable to owners of the Company	669	421
	<i>HK cents</i>	<i>HK cents</i>
Basic earnings per share	84.39	53.06
Dividends per share	19.80	12.80
Return on equity attributable to owners of the Company	11.2%	7.4%

	At 31st December,	
	2016 <i>HK\$'million</i>	2015 <i>HK\$'million</i>
Total assets	9,989	9,064
Total liabilities	(3,772)	(3,164)
Non-controlling interests	(265)	(201)
Equity attributable to owners of the Company	5,952	5,699
	<i>HK\$</i>	<i>HK\$</i>
Equity attributable to owners of the Company per share	7.50	7.19

# Financial Highlights

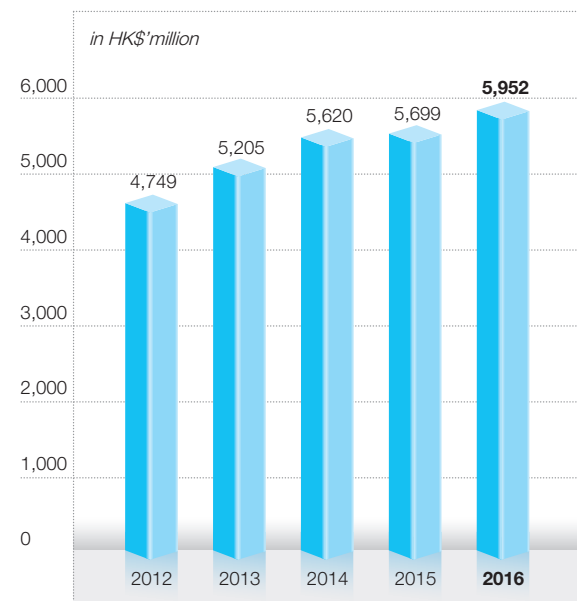
## PROFIT ATTRIBUTABLE TO OWNERS OF THE COMPANY

Year ended 31st December,



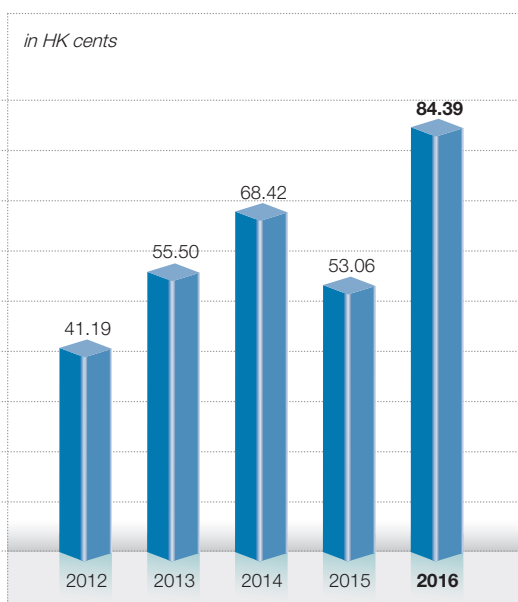
## EQUITY ATTRIBUTABLE TO OWNERS OF THE COMPANY

At 31st December,



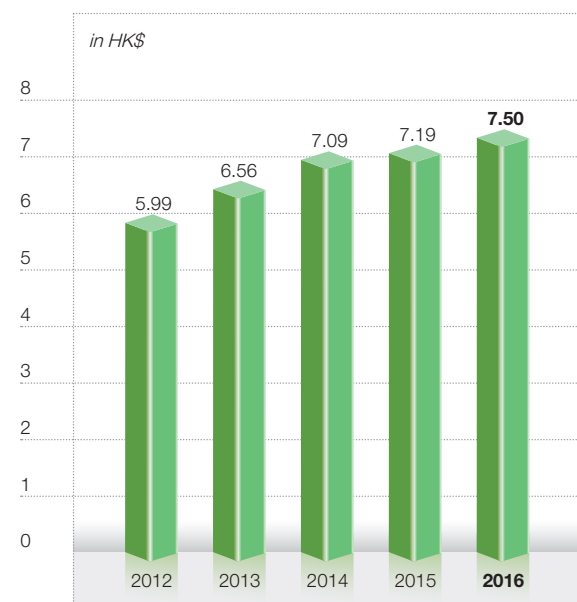
## BASIC EARNINGS PER SHARE

Year ended 31st December,



## EQUITY ATTRIBUTABLE TO OWNERS OF THE COMPANY PER SHARE

At 31st December,





***Dear shareholders,***

The board of directors (the “Board”) of the Company announces that the Group’s audited revenue for the year ended 31st December, 2016 was HK\$5,327 million (2015: HK\$5,019 million), generating an audited consolidated profit attributable to owners of the Company of HK\$669 million (2015: HK\$421 million), an increase of 59% as compared with that of 2015.

At the forthcoming annual general meeting to be held on 18th May, 2017, the Board will recommend the payment of a final dividend of HK16.5 cents (2015: HK9.5 cents) per share.



**TOLL ROAD**

# Chairman's Statement

## BUSINESS REVIEW

### Toll Road and Property Development

For the year ended 31st December, 2016, the Group shared a profit of HK\$511 million (2015: HK\$328 million) from Road King Infrastructure Limited ("Road King"), an associate of the Group. As of the date of this report, the Group holds 40.94% interest in Road King.

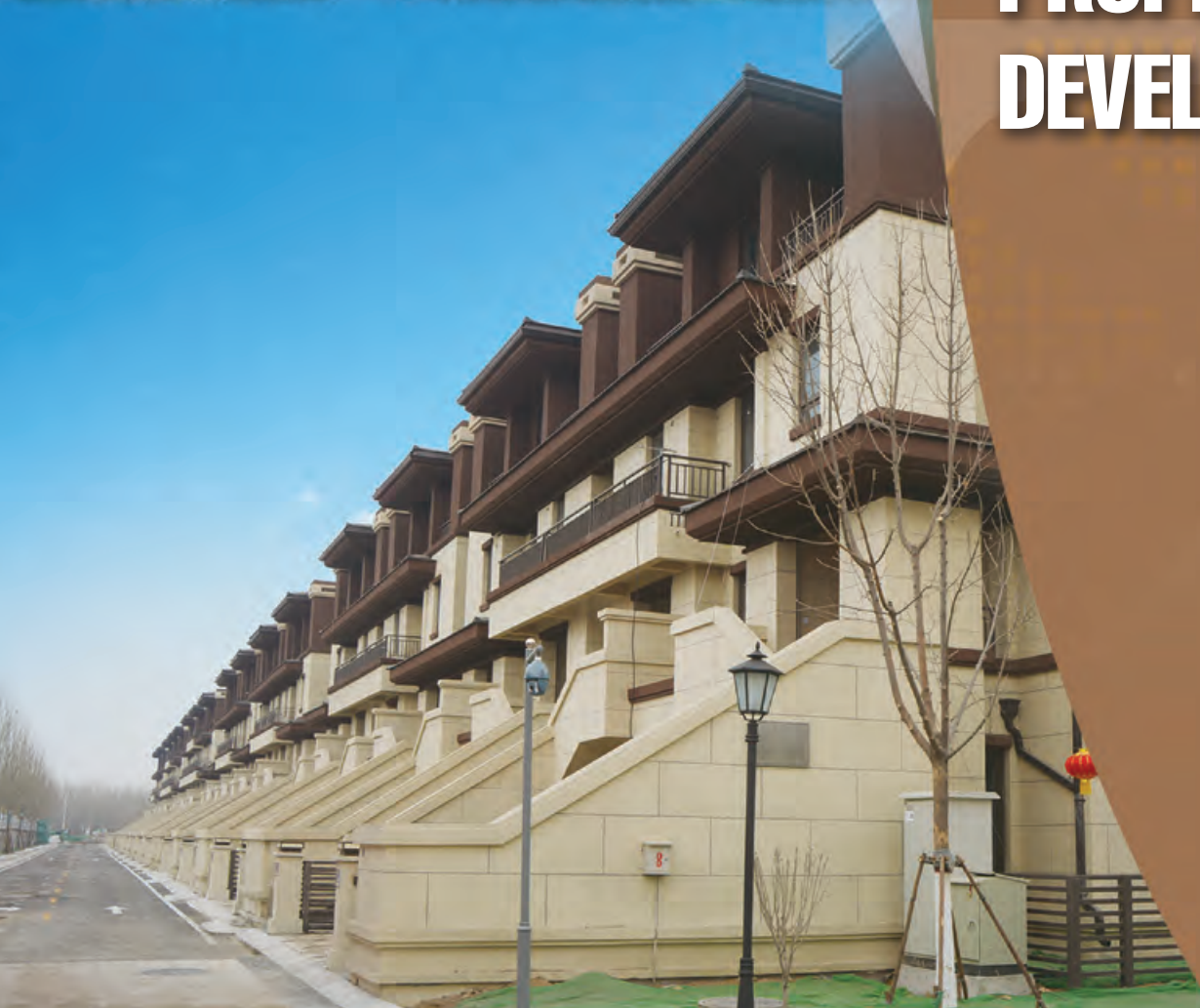
During the year ended 31st December, 2016, the Group purchased 6,469,000 (2015: 6,031,000) ordinary shares in Road King at an aggregate consideration below the additional net assets value shared by the Group and hence recognised an aggregate discount of HK\$72 million (2015: HK\$63 million) on acquisition of additional interest in Road King. During the year ended 31st December, 2015, Road King issued 10,240,000 ordinary shares upon exercise of share options granted to the directors and employees of Road King under the share option schemes of Road King. As the shares were issued at exercise prices lower than the net assets value per share of Road King, the Group recorded an aggregate loss of HK\$41 million on deemed disposal of partial interest in Road King in 2015. As a result, the net effect of the aforesaid transactions increased the Group's interest in Road King by 0.87% (2015: 0.26%).

For the year ended 31st December, 2016, Road King recorded an audited profit attributable to its owners of HK\$1,250 million (2015: HK\$820 million), an increase of 52% as compared with that of 2015.

The total traffic volume and toll revenue of Road King's toll road projects reached 80 million vehicles and RMB2,376 million respectively in 2016. Toll revenue from expressway projects accounted for 98% in the entire toll road portfolio in 2016, which was further increased as compared with 97% in 2015.

In 2016, Road King continued to divest the remaining Class I/II highway projects and the optimization of investment portfolio strategies was almost completed. Also, Road King has been seeking for new expressway projects with reasonable returns.

In 2016, Road King received cash distribution of HK\$580 million from the toll road joint ventures, including the repayment of shareholders' loans. Road King's share of operating profits of toll road joint ventures increased from HK\$250 million in 2015 to HK\$383 million in 2016, mainly due to the stable growth in the traffic volume of Changyi Expressway and Baojin Expressway. In addition, the expressways acquired earlier, namely Longcheng Expressway and Machao Expressway, have become mature and recorded increases in both traffic volume and toll revenue, and achieving a breakeven position and become profit making respectively.



# PROPERTY DEVELOPMENT



# Chairman's Statement

## **BUSINESS REVIEW (Cont'd)**

### **Toll Road and Property Development (Cont'd)**

In 2016, the revenue of Road King's property business was mainly contributed by the delivery of properties in Yangtze River Delta region. The total area delivered in 2016 was 1,204,000 sqm, with an average price of approximately RMB11,900 per sqm. Operating profit after taxation of the property business was HK\$1,255 million. Taking into account the exchange and related differences of HK\$123 million due to RMB depreciation, the profit for the year was HK\$1,132 million.

For land reserve replenishment, Road King acquired fifteen pieces of land in the PRC and Hong Kong for residential and commercial development purpose, through listing-for-sale and acquisition in 2016, with an aggregate floor area of about 2,700,000 sqm.

In view of the prospective future of the property market in Hong Kong, Road King, for the first time, acquired a land parcel with gross floor area of about 34,000 sqm, mainly for residential development in 2016. Further in February 2017, Road King successfully won the bid of phase I of the residential plot next to Wong Chuk Hang Station with its joint venture partner. With a gross floor area of about 54,000 sqm, the project is the first railway property development project on Hong Kong Island in almost 30 years.

Road King's land reserve includes properties under planning and construction, properties held for sale and properties held for investment. At 31st December, 2016, Road King's land reserve was approximately 7,000,000 sqm.

For the toll road business, it would provide Road King with steady cash flows. Leveraging on its experience over the past two decades, Road King's business will be run and grow in a stable trend.

For the property development business, Road King is optimistic about the outlook of the property market in the PRC. At the same time, it will keep capturing new opportunities for developing its property business in Hong Kong.



# CONSTRUCTION

## **BUSINESS REVIEW (Cont'd)**

### **Construction**

For the year ended 31st December, 2016, the Group shared a profit of HK\$79 million (2015: HK\$48 million) from Build King Holdings Limited ("Build King"), the construction arm of the Group. As of the date of this report, the Group holds 52.78% interest in Build King.

For the year ended 31st December, 2016, Build King recorded revenue of HK\$4,871 million (2015: HK\$4,572 million) and an audited profit attributable to its owners of HK\$150.5 million (2015: HK\$94 million), an increase of 60% as compared with that of 2015. This comprises profit of HK\$150.7 million (2015: HK\$91 million) from construction operation and loss of HK\$0.2 million (2015: gain of HK\$3 million) from investment in listed securities.

The significant increase of the profit for the year was mainly because the gross margin from construction projects was improved from 6% to 7.6% and major projects awarded in the past two years have reached 25% completion stage during the year and started to recognize profit in line with budget.

As reported last year, Build King anticipated a very competitive construction market; amount of infrastructure works were dwindling due to combined adverse effects of completion of major railways and delayed funding approval by Legislative Council. Amidst of such tough environment, Build King managed to win 14 new projects (5 building and 9 civil projects) with a total contract sum of HK\$6 billion, and together with the ongoing projects, Build King's order book recorded outstanding value of contracts on hand approximately HK\$12 billion at the date of this report.

Leveraged on outstanding contracts on hand which are sufficient for workload in two years, Build King is confident to endure the difficult period of the construction industry. On current civil engineering projects, the overall progress was satisfactory. For building division, two projects were in final stage and are expected to complete in mid 2017. In addition, two building projects awarded in mid 2016 have started off smoothly.

The sewage treatment plant at Wuxi City, PRC, recorded a profit of HK\$10 million and maintained average daily treated volume of 40,000 tons, both of which were comparable to last year.

In 2016, Build King acquired 49% equity interest at a price of HK\$41 million in Dezhou Heng Yuan Heating Company Limited which holds exclusive right granted in 2007 to supply heat for 30 years to the west of the Jianhe in Dezhou Economic Development Zone of approximately 3.5 million square meters. In the first year operation after acquisition, this new joint venture started to contribute HK\$8 million profit to Build King as planned.



# CONSTRUCTION MATERIALS

# Chairman's Statement

## **BUSINESS REVIEW (Cont'd)**

### **Construction Materials**

For the year ended 31st December, 2016, the construction materials division recorded revenue of HK\$616 million (2015: HK\$582 million) and a net profit of HK\$22 million (2015: HK\$33 million).

The results for the construction materials division for the year of 2016 were better than that of the previous year after excluding Lam Tei Quarry. However, the decrease in the overall results for the construction materials division as compared with that of the previous year was as a result of the operating losses of concrete and asphalt plants at Lam Tei Quarry which offset part of the positive results of the division.

Due to the construction of concrete batching facilities at Lam Tei Quarry was completed by the end of second quarter of 2016, substantial pre-operating expenses and fixed costs incurred in the first half year. The scale of operation of the concrete batching facilities at Lam Tei Quarry has not yet reached its full capacity and the market price for concrete in the second half of 2016 started to drop due to severe competition resulting in the profit margin generated therefrom not able to absorb the operating costs and the fixed costs of concrete batching facilities incurred at Lam Tei Quarry.

The construction of the asphalt facilities was completed in the second half of 2016. Nevertheless, as substantial time and effort had been made to deal with the new statutory environmental requirements, the commencement of asphalt facilities operation was delayed to February 2017. Due to prolonged establishment time and compliance with stringent environmental statutory requirements, the costs increased substantially and no revenue was recorded in 2016.

For concrete business, with most of the existing major projects near completion in first quarter of 2017 and severe competition due to shrinking civil projects sector, the future outlook for this business would be very tough.

For asphalt business, we are focusing on filling up our order book and business promotion to obtain recognition from the customers. As such, the operational team will work closely with customers so as to build up the trust and establish the long term business relationships.

To sustain the long term growth of the division, management continues adopting prudent cost control measures and is committed to provide high quality of services to both our concrete and asphalt customers. With additional concrete batching facilities and asphalt facilities at Lam Tei Quarry, it will assist the division in achieving better geographic coverage and access to more market in supplying concrete and asphalt in the long run.

### **Quarrying**

For the year ended 31st December, 2016, the quarrying division recorded revenue of HK\$185 million (2015: HK\$172 million) and a net loss of HK\$11 million (2015: HK\$1 million).

In 2016, the quarrying division, excluding Lam Tei Quarry, recorded better results than that of the previous year due to slight improvement of profit margin as a result of perpetual cost control measures exercised for production of aggregates at Niu Tou Island and the positive impact of devaluation in Renminbi on costs incurred in the PRC throughout the year.



# QUARRYING

# Chairman's Statement

## BUSINESS REVIEW (Cont'd)

### Quarrying (Cont'd)

However, a substantial amount of pre-operating costs for setting up the crushing facilities at Lam Tei Quarry was incurred until full establishment of the crushing facilities in compliance with the new statutory environmental requirements was completed at the end of first half of the year. Coupled with the low sales quantities of aggregates supplied to the processing plants at Lam Tei Quarry after commencement of operation due to the delay in operations of concrete batching plant and asphalt plant, the overall results of the quarrying division in 2016 recorded a net loss that was higher than that of the previous year.

Lam Tei Quarry is located in Hong Kong and will have geographic and synergic advantages to the Group's construction and construction materials divisions. Nevertheless, the performance of quarrying division in the coming year is uncertain as it depends very much on the demand and the trend of aggregates prices in the market.

### Property Funds

The Group holds 34.6% interest in Grand China Cayman Investors III, Limited ("Grand China Fund") which indirectly holds 39.9% interest in a US company ("US Company I"). US Company I initially held a property portfolio comprising of nine residential rental properties in Houston, two of which was successfully disposed of in the first quarter of 2016. For the year of 2016, the occupancy rates of the remaining seven properties were around 93.2% on average and the Group shared profit of HK\$6 million and received cash distributions of US\$3.1 million (equivalent to HK\$24 million), of which US\$2.6 million (approximately HK\$20 million) was from the net sales proceeds of two disposed properties, from Grand China Fund.

The Group holds 30% interest in Elite International Investment Fund I LP which indirectly holds 75% interest in another US company ("US Company II"). It is expected that US Company II will complete the construction of a 7-storey complex on a land in Los Angeles in the first half of 2017. A buyer signed the purchase and sales agreement in the first quarter of 2016 to purchase the whole property held by US Company II and the completion is expected by the first half of 2017.

The Group holds 10% in Grand China Overseas Investment Fund, Ltd. and Grand China Overseas Investment Management Co., Ltd. (collectively "GCOI Fund"). GCOI Fund is a fund of funds which in turn invested in a number of sub-funds. Each sub-fund will focus on a unique property project in USA. GCOI Fund invested three property development projects and one property re-development project in 2015 and invested another four projects in 2016.

Talent Set Global Limited ("Talent Set"), a wholly owned subsidiary of the Company, entered into the definitive agreements with Landsea Holdings Corporation ("LHC"), a wholly owned subsidiary of Landsea Green Properties Co., Ltd., on 13th April, 2016 to complete the investment in the Sunnyvale project. The project involves the development on the Sunnyvale Land of three-storeyed cluster townhouses, three-storeyed small townhouses and three-storeyed large townhouses respectively in three lots of land of 25.2 acres in total comprised in the Sunnyvale Land. Talent Set holds 30% effective interest in the Sunnyvale project by an investment amount of US\$57 million (approximately HK\$446 million), in forms of equity and shareholder's loan, in a US investment company which made capital contribution to another US company for development of the Sunnyvale project. LHC holds 70% effective interest in the Sunnyvale project. In the fourth quarter of 2016, Talent Set has received US\$38 million (approximately HK\$295 million), being the partial repayment of shareholder's loan together with accrued loan interest.

# Chairman's Statement

## FINANCIAL REVIEW

### Liquidity and Financial Resources

During the year, total borrowings increased from HK\$494 million to HK\$991 million with the maturity profile summarised as follows:

	31st December,	
	2016 HK\$'million	2015 HK\$'million
Within one year	250	243
In the second year	170	55
In the third to fifth year inclusive	492	159
Over five years	79	37
	<b>991</b>	494
Classified under:		
Current liabilities ( <i>note a</i> )	301	325
Non-current liabilities ( <i>note b</i> )	690	169
	<b>991</b>	494

*Notes:*

- (a) At 31st December, 2016, bank loans that are repayable over one year after the end of the reporting period but contain a repayment on demand clause with an aggregate carrying amount of HK\$51 million (2015: HK\$82 million) have been classified as current liabilities.
- (b) At 31st December, 2016, the amount included bonds with carrying amounts of HK\$128 million (2015: HK\$114 million) carrying fixed coupon interest of 7% per annum and HK\$79 million (2015: HK\$37 million) carrying fixed coupon interest of 5% per annum respectively.

For the year ended 31st December, 2016, substantial increase in total amount of borrowings was mainly attributable to the fund requirements for the investment in the Sunnyvale project and the capital expenditures at Lam Tei Quarry.

During the year, the Group had no financial instruments for hedging purpose. At 31st December, 2016, apart from the bonds described above, the Group had no fixed-rate borrowings.

At 31st December, 2016, total amount of the Group's bank balances and cash was HK\$987 million (2015: HK\$882 million), of which bank deposits amounting to HK\$0.1 million (2015: HK\$0.08 million) were pledged to banks to secure certain general banking facilities granted to the Group. In addition, the Group has available unutilised bank and other borrowings facilities of HK\$570 million (2015: HK\$427 million) and HK\$24 million (2015: HK\$25 million) respectively.

For the year ended 31st December, 2016, the Group recorded finance costs of HK\$69 million (2015: HK\$22 million).



# Chairman's Statement

## FINANCIAL REVIEW (Cont'd)

### Liquidity and Financial Resources (Cont'd)

At 31st December, 2016, a portfolio of held-for-trading investments were stated at their fair values in a total amount of HK\$26 million (2015: HK\$27 million), comprising equity securities listed in Hong Kong. For the year ended 31st December, 2016, the Group recorded a net loss (net amount of change in fair value and dividend income) of HK\$0.2 million (2015: net gain of HK\$3 million) from these investments, of which net loss of HK\$0.2 million (2015: net gain of HK\$3 million) was derived from the securities invested by Build King.

The Group's borrowings, investments and bank balances are principally denominated in Hong Kong dollar, Renminbi and United States dollar. As a result, the Group is exposed to the currency risks for fluctuation in exchange rates of Renminbi and United States dollar. However, there is no significant exposure to foreign exchange rate fluctuations during the year. The Group will continue to monitor its exposure to the currency risks closely.

### Capital Structure and Gearing Ratio

At 31st December, 2016, the equity attributable to owners of the Company amounted to HK\$5,952 million, representing HK\$7.50 per share (2015: HK\$5,699 million, representing HK\$7.19 per share). Increase in equity attributable to owners of the Company was mainly attributable to the profit generated after deduction of dividends paid during the year.

At 31st December, 2016, the gearing ratio, representing the ratio of interest bearing borrowings to equity attributable to owners of the Company, was 16.6% (2015: 8.7%) and the net gearing ratio, representing the ratio of net borrowings (interest bearing borrowings less bank balances and cash) to equity attributable to owners of the Company, was 0.1% (2015: -6.8% as a result of total amount of bank balances and cash exceeded total amount of interest bearing borrowings).

### Pledge of Assets

At 31st December, 2016, apart from the bank deposits pledged to secure certain general banking facilities granted to the Group, certain motor vehicles with an aggregate carrying value of HK\$3 million (2015: HK\$5 million) and the share of a subsidiary of the Company were pledged to secure certain bank loans granted to the Group.

### Capital Commitments

At 31st December, 2016, the Group committed capital expenditure of HK\$105 million (2015: HK\$72 million) in respect of acquisition of property, plant and equipment of which HK\$101 million (2015: HK\$42 million) was contracted for but not provided in the Group's consolidated financial statements and HK\$4 million (2015: HK\$30 million) was authorised but not contracted for. At 31st December, 2015, apart from the aforesaid capital commitment, the Group had also authorised but not contracted for capital expenditure of HK\$41 million in respect of acquisition of 49% equity interest in a PRC company by Build King.

### Contingent Liabilities

At 31st December, 2016, the Group had outstanding tender/performance/retention bonds in respect of construction contracts amounting to HK\$614 million (2015: HK\$309 million).

# Chairman's Statement

## FUTURE OUTLOOK

The performance of the Group's construction division was substantially improved in 2016. With the contracts on hand, it is expected that the performance of this division would be maintained.

It has been observed that during the second half of 2016, which has continued into 2017, there was a significant drop of market prices for concrete. Coupled with shrinking of civil projects sector, the operators in the concrete industry have to face a very challenging time in 2017. However, with commencement of operation of asphalt facilities at Lam Tei Quarry in 2017, negative impact on the overall performance of the construction materials division will be alleviated. In order to face the challenges, the Group would continue implementing cost control measures to strengthen our competitiveness.

The performance of the property funds in 2016 is in line with budget and is anticipated to have some return in 2017. The Group continues closely monitoring the performance of the property funds.

We will keep looking for investment opportunities that create synergy for the Group to enhance the sustainable growth of the Group.

## APPRECIATION

The Board would like to take this opportunity to extend its heartiest thanks to our shareholders, business partners, directors and our loyal and dedicated staff.

**Zen Wei Pao, William**

*Chairman*

Hong Kong, 13th March, 2017

# Directors and Senior Management

## EXECUTIVE DIRECTORS

**ZEN** Wei Pao, William, age 69, is the Chairman of the Company and has been with the Group since 1971. He was appointed as an Executive Director in July 1992, a member of the Remuneration Committee of the Company in April 2005 and the Chairman of the Nomination Committee of the Company in February 2012. He is also the Chairman of Road King. He holds a Bachelor of Science Degree from The Chinese University of Hong Kong and a Master of Business Administration Degree from Asia International Open University (Macau). He also attended Executive Education Program at Harvard University and Stanford Executive Program at Stanford University. He is a member of both the Hong Kong Institution of Engineers and the Institute of Quarrying, the United Kingdom (“UK”). He has over 40 years of experience in civil engineering industry. Mr. Zen is responsible for the overall strategic planning and corporate marketing and development of the Group. He is the brother of Mr. Zen Wei Peu, Derek.

**ZEN** Wei Peu, Derek, age 64, is the Vice Chairman and Chief Executive Officer of the Company and has been with the Group for over 30 years. He was appointed as an Executive Director in July 1992, a member of the Remuneration Committee of the Company in April 2005 and a member of the Nomination Committee of the Company in February 2012. He is also the Chairman of Build King and an Executive Director of Road King. He holds a Bachelor of Science Degree in Engineering from The University of Hong Kong and a Master Degree of Business Administration from The Chinese University of Hong Kong and is a member of both the Institution of Civil Engineers and the Hong Kong Institution of Engineers and a fellow member of the Institute of Quarrying, UK. He was the Honorary Treasurer of Hong Kong Construction Association. He has over 40 years of experience in civil engineering. Mr. Zen is responsible for the overall management of the Group and oversees the operations of the Group. He is the brother of Mr. Zen Wei Pao, William.

**CHIU** Wai Yee, Anriena, age 53, was appointed as an Executive Director in June 2005. She joined the Group in April 1995. She is the Company Secretary of the Company. She holds a Bachelor of Administrative Studies Degree and a Master Degree of Professional Accounting. Miss Chiu is an associate member of The Hong Kong Institute of Chartered Secretaries and The Institute of Chartered Secretaries and Administrators. She has extensive experience in company secretarial field. Miss Chiu is responsible for the construction materials division of the Group, the personnel and administration department and secretarial department of the Company.

# Directors and Senior Management

## NON-EXECUTIVE DIRECTORS

**TSANG** Yam Pui, age 70, was appointed as a Non-executive Director in December 2015. He is an Executive Director and the Chief Executive Officer of NWS Holdings Limited (“NWS”, a substantial shareholder of the Company and the shares of whose are listed on the Main Board of The Stock Exchange of Hong Kong Limited), and is a director of certain subsidiaries of NWS. He is the Vice Chairman of New World First Bus Services Limited, Citybus Limited, New World First Bus Services (China) Limited and New World First Ferry Services Limited. He is also a director of GHK Hospital Limited which owns and operates Gleneagles Hong Kong Hospital. Mr. Tsang is a director of Mapletree Investments Pte Ltd in Singapore and is the Chairman and a non-executive director of Mapletree Commercial Trust Management Ltd. (as manager of Mapletree Commercial Trust which is listed on the Singapore Stock Exchange). Prior to joining NWS, Mr. Tsang had served with the Hong Kong Police Force for 38 years and retired from the Police Force as its Commissioner in December 2003. He has extensive experience in corporate leadership and public administration. Mr. Tsang was awarded the Gold Bauhinia Star, the OBE, the Queen’s Police Medal, the Colonial Police Medal for Meritorious Service, the Commissioner’s Commendation, and the HKSAR Police Long Service Medal.

**CHENG** Chi Ming, Brian, age 34, was appointed as a Non-executive Director in February 2013. He holds a Bachelor of Science degree from Babson College in Massachusetts, U.S.A. Mr. Cheng is presently an Executive Director of NWS. He is also a Non-executive Director Haitong International Securities Group Limited and Beijing Capital International Airport Co., Ltd., and the Chairman and a Non-executive Director of Integrated Waste Solutions Group Holdings Limited, all of whose shares are listed on the Main Board of The Stock Exchange of Hong Kong Limited. He is also a director of Sino-French Holdings (Hong Kong) Limited and a number of companies in Mainland China. Prior to joining NWS, Mr. Cheng had been working as a research analyst in the Infrastructure and Conglomerates sector for CLSA Asia-Pacific Markets. He was a Non-executive Director of Newton Resources Ltd, whose shares are listed on the Main Board of The Stock Exchange of Hong Kong Limited, a Non-executive Director of Tharisa plc, whose shares are listed on the Johannesburg Stock Exchange Limited and the London Stock Exchange plc, and a director of The Macao Water Supply Company Limited.

# Directors and Senior Management

## INDEPENDENT NON-EXECUTIVE DIRECTORS

**WONG** Che Ming, Steve, age 66, was appointed as an Independent Non-executive Director in July 1992. He was appointed as a member of the Audit Committee of the Company in July 1998, a member of the Remuneration Committee of the Company in April 2005 and a member of the Nomination Committee of the Company in February 2012. During the period from September 2001 to the first quarter of 2005, he served as the Chairman of the Audit Committee of the Company. He is a solicitor, Notary Public, China Appointed Attesting Officer and a member of The Chartered Institute of Arbitrators. He holds a Bachelor of Social Science Degree in Economics from The Chinese University of Hong Kong and a Doctorate Degree in Civil Laws from The Renmin University of China.

**WAN** Siu Kau, Samuel, age 65, was appointed as an Independent Non-executive Director and a member of the Audit Committee of the Company in September 2001. He was appointed as the Chairman of the Remuneration Committee of the Company in April 2005 and a member of the Nomination Committee of the Company in February 2012. He holds a Master Degree of Business Administration from The Chinese University of Hong Kong and a Bachelor Degree in Business Administration and Accounting from The University of Hong Kong. He started his executive search career in 1988 and was previously Managing Partner and Vice Chairman of Amrop Hever, a global executive search firm. Prior to this, he was the Managing Director of Norman Broadbent's Hong Kong and China offices and was among the first generation of recruiters to establish a search practice in China. Earlier, he worked for Bank of America and Banque Nationale de Paris on both the human resources and business side. Mr. Wan was a Non-executive Director of Cinderella Media Group Limited, whose shares are listed on the Main Board of The Stock Exchange of Hong Kong Limited.

**WONG** Man Chung, Francis, age 52, was appointed as an Independent Non-executive Director and a member of the Audit Committee of the Company in August 2004. He was appointed as the Chairman of the Audit Committee and a member of the Remuneration Committee of the Company in April 2005, as well as a member of the Nomination Committee of the Company in February 2012. Mr. Wong holds a Master Degree in Management conferred by Guangzhou Jinan University of China. He is a Certified Public Accountant (Practising) and has over 25 years of experience in the profession of accounting. He is a fellow member of the Association of Chartered Certified Accountants, UK, the Hong Kong Institute of Certified Public Accountants, the Institute of Chartered Accountants in England and Wales, and the Society of Chinese Accountants and Auditors, Hong Kong as well as a certified tax adviser of the Taxation Institute of Hong Kong. Mr. Wong is the Managing Director of Union Alpha CPA Limited and a Director of Union Alpha CAAP Certified Public Accountants Limited, which are professional accounting firms, and a Founding Director and member of Francis M. C. Wong Charitable Foundation Limited, a charitable institution. Prior to that, he worked for an international accounting firm for 6 years and The Hong Kong Securities Clearing Company Limited for 2 years. Mr. Wong is currently an Independent Non-executive Director, the Chairman of the audit committee and a member or the Chairman of the nomination committee and/or remuneration committee of China Oriental Group Company Limited, Digital China Holdings Limited, Greenheart Group Limited and Integrated Waste Solutions Group Holdings Limited, all of whose shares are listed on the Main Board of The Stock Exchange of Hong Kong Limited. He is also an Independent Non-executive Director and a member of the strategy and investment committee of GCL-Poly Energy Holdings Limited, whose shares are listed on the Main Board of The Stock Exchange of Hong Kong Limited. In addition, he is also an Independent Non-executive Director and the Chairman of the audit committee of Kunming Dianchi Water Treatment Co., Ltd.

# Directors and Senior Management

## SENIOR MANAGEMENT

**CHANG** Kam Chuen, Desmond, age 51, joined the Group in May 1997 and is now an Executive Director and the Company Secretary of Build King. He is a fellow member of The Hong Kong Institute of Certified Public Accountants and an associate member of Chartered Institute of Management Accountants, UK. He has over 25 years of experience in accounting profession and financial management. Mr. Chang is responsible for the finance, human resources, information technology, administration and secretarial departments of Build King.

**CHEUNG** Siu Lun, age 66, joined the Group in 2006. He is a Director of Build King Construction Limited (“BKCL”), Build King Civil Engineering Limited (“Build King Civil”) and Build King (Zens) Engineering Limited (“Build King (Zens) Engineering”). He holds a Bachelor of Science Degree in Civil Engineering from The University of Hong Kong. He is a member of the Institution of Civil Engineers and a fellow of The Hong Kong Institution of Engineers. He is also a Chartered Engineer of UK. He is a member of the Faculty Advisory Committee of the Faculty of Science and Technology of the Technological and Higher Education Institute of Hong Kong. He has over 40 years of experience in both civil engineering and building construction. Mr. Cheung is responsible for Build King’s business development.

**KWOK** Chi Ko, Enmale, age 60, is a Director of BKCL, Build King Civil and Build King (Zens) Engineering. He holds an Engineering Doctorate Degree, a Master Degree in Arbitration & Dispute Resolution and a Master Degree in Laws. He is a Chartered Quantity Surveyor, a Registered Professional Surveyor (QS) and an Accredited Mediator and has been a Fellow Member of the Hong Kong Institute of Surveyors, the Royal Institution of Chartered Surveyors and the Chartered Institute of Arbitrators. He has had over 35 years of experience in building and construction industry. Mr. Kwok is responsible for Build King’s contract administration and commercial management for all building and construction related businesses.

**LEE** Man Wai, age 55, is a Director of BKCL, Build King Civil and Build King (Zens) Engineering. He has over 35 years of extensive experience in tendering and commercial management of civil engineering and building project in Hong Kong. Mr. Lee is responsible for Build King’s tendering activities.

**LIU** Sing Pang, Simon, age 55, is a Director of BKCL, Build King Civil and Build King (Zens) Engineering. He is a member of the Institution of Structural Engineers and a fellow member of the Hong Kong Institution of Engineer. He is also a Chartered Engineer of UK. He is Vice Chairman of Civil Engineering Committee of Hong Kong Construction Association. He is also a member of Appeal Tribunal Panel under the Buildings Ordinance, the Committee on Technologist Training of Vocational Training Council and the Registered Contractors’ Disciplinary Board Panel under the Buildings Ordinance. He has over 30 years of experience in civil engineering and building construction. Mr. Liu is responsible for Build King’s civil engineering operation in Hong Kong.

# Directors and Senior Management

## SENIOR MANAGEMENT (Cont'd)

**LUI** Yau Chun, Paul, age 56, has been working with the Group since 1998. He is a Director and the General Manager (Marine) of Build King (Zens) Engineering, a Director of BKCL, Build King Civil and Leader Marine Contractors Limited, and the General Manager of Leader Marine Cont. L.L.C. which was registered in Sharjah, UAE. He is a member of the Institution of Structural Engineers, and of the Hong Kong Institution of Engineers. He has been a member of the Buildings Department Contractors Registration Committee (General Building Contractors) since January 2017. He has over 30 years of experience in civil and marine engineering. Mr. Lui is responsible for Build King's civil and marine engineering operation in Hong Kong.

**SO** Yiu Wing, Wilfred, age 42, is a Director of BKCL, Build King Civil and Build King (Zens) Engineering. He holds a Bachelor degree in Civil Engineering from The University of Hong Kong. He is a member of The Hong Kong Institution of Engineers and a Registered Professional Engineer (CVL). He is a council member of Hong Kong Construction Association. He has over 20 years of experience in civil engineering construction. Mr. So is responsible for Build King's civil engineering operation in Hong Kong.

**TSANG** Wing Ho, Francis, age 59, is a Director of BKCL and Build King Civil. He holds a Bachelor of Science degree in Civil Engineering from The City University, UK and a Master degree in General Business Administration from The University of Hull, UK. He is a member of The Institution of Civil Engineers and The Hong Kong Institution of Engineers. He has over 35 years of experience in the construction industry including construction supervision, design and project management. Mr. Tsang is responsible for Build King's building operation.

**TSUI** Wai Tim, age 54, is a Director of BKCL, Build King Civil and Build King (Zens) Engineering. He is a chartered and registered professional engineer and a fellow of the Hong Kong Institution of Engineers, the Institution of Civil Engineers, the Hong Kong Institute of Construction Managers and the Hong Kong Institution of Highways and Transportation, and a member of the Hong Kong Institute of Real Estate Administrators. Mr. Tsui is the Vice President and Council Member of the Hong Kong Construction Association, a member of the Pneumoconiosis Compensation Fund Board, a Council Member of the Hong Kong Institution of Highways and Transportation and the Immediate Past Chairman of the Building Division of the Hong Kong Institution of Engineers. Prior to joining Build King, he held a senior management position in a major construction group in Hong Kong. He has over 30 years of experience in the construction industry in Hong Kong and overseas. Mr. Tsui is responsible for Build King's civil engineering operation in Hong Kong.

**WU** Siu Ho, age 64, is a Director of BKCL and Build King Civil. He is also the project director of MTR Contract No. SCL1108 Kai Tak Station and Associated Tunnels, and MTR Contract No. SCL1106 Diamond Hill Station. He holds a Bachelor of Science Degree in Engineering from The University of Hong Kong. He is a member of The Institution of Mechanical Engineers and The Hong Kong Institution of Engineers. He is also a Chartered Engineer of UK. He has over 40 years of extensive experience in management of engineering companies. Mr. Wu is responsible for Build King's new business development.

**YIU** Cheuk Hung, Kenneth, age 51, is a Director of BKCL. He holds an Executive Master Degree of Business Administration from The Chinese University of Hong Kong and a Master Degree of Project Management from University of South Australia. He is a member of the Hong Kong Institution of Engineers, the Chartered Institute of Building (UK) and the Hong Kong Institute of Construction Managers. He has over 30 years of experience in the construction industry including design, construction and project management. Mr. Yiu is responsible for Build King's building operation in Hong Kong.

# Directors and Senior Management

## SENIOR MANAGEMENT (Cont'd)

John **LEICH**, age 66, joined the Group in November 2010 and is a Director of Excel Concrete Limited responsible for the construction materials division of the Group. He holds a Bachelor's degree in Civil Engineering from the University of Sydney and has completed studies for a Master's degree in Business Administration at the University of Technology, Sydney. He is a member of the Institute of Quarrying. Mr. Leich was an Executive Director of Shui On Building Materials Limited and Lamma Rock Products Limited. He has over 35 years of experience in the concrete, cement and quarrying industries.

**HO** Kin Kwok, William, age 62, joined the Group in March 2010 and is the General Manager of construction materials division of the Group. Mr. Ho holds a Bachelor Degree of Business Administration from Shenzhen University and a Diploma in Management for Executive Development from The Chinese University of Hong Kong. He is also a Registered Assessor for ISO Quality System. He has extensive experience in the construction materials industry.

**CHEUNG** Kwan Man, Edmond, age 61, joined the Group in August 1994 and is the Group Financial Controller responsible for the financial management and the accounting department of the Group. He is also a Director of Wai Hing Quarries (China) Limited, Grandeur Building Material (Holdings) Limited and Faith Oriental Investment Limited. Mr. Cheung holds a Master Degree of Business Administration from Heriot-Watt University, UK. He is a fellow member of the Association of Chartered Certified Accountants, UK, a member of Chartered Professional Accountants of Canada and the Certified General Accountants' Association of Canada, as well as a full member of American Institute of Certified Public Accountants. He has extensive experience in auditing, accounting and financial management.

**YAM** Tin Chun, Martin, age 56, joined the Group in July 2007 as Internal Audit Manager of the Company and Build King. Mr. Yam holds a Master Degree of Business Administration from Manchester Business School and a Bachelor Degree in Laws from Peking University. He is a fellow member of the Hong Kong Institute of Certified Public Accountants and the Association of Chartered Certified Accountants, a Certified Information System Auditor, an associate member of The Hong Kong Institute of Chartered Secretaries and The Institute of Chartered Secretaries and Administrators. He has over 20 years of experience in internal audit. Consistent with ensuring the independence and integrity of the internal audit functions, Mr. Yam directly reports to Mr. Zen Wei Pao, William, the Chairman of the Company, and the Audit Committee Chairmen of the Company and Build King.



# Directors' Report

The Directors present their annual report and the audited consolidated financial statements for the year ended 31st December, 2016.

## PRINCIPAL ACTIVITIES

The Company acts as an investment holding company. The principal activities of its principal subsidiaries, principal associates and joint ventures are set out in notes 52, 21 and 22 to the consolidated financial statements respectively.

## MAJOR CUSTOMERS AND SUPPLIERS

For the year ended 31st December, 2016, the five largest customers of the Group together accounted for approximately 84% of the Group's revenue, with the largest customer accounted for approximately 40%, and the five largest suppliers of the Group together represented approximately 9% by value of the Group's total purchases.

Except a Director's associate had nominal beneficial interest in one of the Group's five largest customers as mentioned in the preceding paragraph, none of other Directors, or any of their associates, or any shareholders which, to the knowledge of the Directors, owned more than 5% of the Company's share capital, had any beneficial interests in the Group's five largest customers or five largest suppliers as mentioned in the preceding paragraph.

## RESULTS AND APPROPRIATIONS

The results of the Group for the year ended 31st December, 2016 are set out in the consolidated statement of profit or loss and consolidated statement of profit or loss and other comprehensive income on pages 68 and 69 respectively.

An interim dividend of HK3.3 cents per share was paid to shareholders during the year.

The Directors recommend the payment of a final dividend of HK16.5 cents per share for the year ended 31st December, 2016 to shareholders whose names appear in the register of members of the Company on Friday, 26th May, 2017. The amount of dividends paid for the year is set out in note 15 to the consolidated financial statements.

Subject to the approval of shareholders at the forthcoming annual general meeting, it is expected that the payment of final dividend will be made on or before Friday, 23rd June, 2017.

## CLOSURE OF REGISTER OF MEMBERS

For determining the entitlement to attend and vote at the Annual General Meeting to be held on Thursday, 18th May, 2017, the register of members of the Company will be closed from Monday, 15th May, 2017 to Thursday, 18th May, 2017, both days inclusive, during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the Annual General Meeting, all transfers accompanied by the relevant share certificates must be lodged with the Company's Branch Share Registrar in Hong Kong, Tricor Secretaries Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:00 p.m. on Friday, 12th May, 2017.

The proposed final dividend is subject to the approval of the shareholders at the Annual General Meeting. The record date for the proposed final dividend is on Friday, 26th May, 2017. For determining the entitlement to the proposed final dividend, the register of members of the Company will be closed from Thursday, 25th May, 2017 to Friday, 26th May, 2017, both days inclusive, during which period no transfer of shares will be registered. In order to qualify for the proposed final dividend, all transfers accompanied by the relevant share certificates must be lodged with the Company's Branch Share Registrar in Hong Kong, Tricor Secretaries Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:00 p.m. on Wednesday, 24th May, 2017.

# Directors' Report

## BUSINESS REVIEW

The business review of the Group for the year ended 31st December, 2016 is set out in the sections headed "Financial Highlights" on pages 2 to 3, "Chairman's Statement" on pages 4 to 17, "Corporate Governance Report" on pages 37 to 49, "Consolidated Financial Statements" on pages 68 to 150 and "Financial Summary" on page 151. Description of the principal risks and uncertainties facing the Group can be found throughout this annual report.

## SHARE CAPITAL AND SHARE OPTIONS

Details of movements in the share capital and share options of the Company are set out in notes 41 and 43 to the consolidated financial statements respectively.

During the year, there was no movement in the share capital and share options of the Company.

## RESERVES

Details of movements in the reserves of the Group during the year are set out in the consolidated statement of changes in equity on page 72.

## DISTRIBUTABLE RESERVES OF THE COMPANY

In addition to the retained profits, under the Companies Act 1981 of Bermuda (as amended), the contributed surplus of the Company is also available for distribution to the shareholders. However, the Company cannot declare or pay a dividend, or make a distribution out of the contributed surplus, if:

- (a) it is, or would after the above payment be, unable to pay its liabilities as they become due; or
- (b) the realisable value of its assets would thereby be less than its liabilities.

The reserves of the Company which were available for distribution to the shareholders at 31st December, 2016 were approximately HK\$963,825,000.

## EQUITY-LINKED AGREEMENTS

Other than the Share Option Scheme of the Company, no equity-linked agreements were entered into during the year or subsisted at the end of the year.

## FINANCIAL SUMMARY

A summary of the results and of the financial position of the Group for the past five financial years is set out on page 151.

## PROPERTY, PLANT AND EQUIPMENT

Details of the movements in the property, plant and equipment of the Group during the year are set out in note 17 to the consolidated financial statements.

# Directors' Report

## DIRECTORS AND DIRECTORS' SERVICE CONTRACTS

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

### Executive Directors:

Zen Wei Pao, William (*Chairman*)  
Zen Wei Peu, Derek (*Vice Chairman and Chief Executive Officer*)  
Chiu Wai Yee, Anriena

### Non-executive Directors:

Tsang Yam Pui  
Cheng Chi Ming, Brian  
Cheng Chi Pang, Leslie (retired on 19th May, 2016)

### Independent Non-executive Directors:

Wong Che Ming, Steve  
Wan Siu Kau, Samuel  
Wong Man Chung, Francis

In accordance with Bye-law 87 of the Company's Bye-laws, Mr. Zen Wei Peu, Derek, Miss Chiu Wai Yee, Anriena and Mr. Wan Siu Kau, Samuel shall retire from office by rotation at the forthcoming annual general meeting and, being eligible, will offer themselves for re-election at the forthcoming annual general meeting.

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

The Company received confirmation of independence from Dr. Wong Che Ming, Steve, Mr. Wan Siu Kau, Samuel and Mr. Wong Man Chung, Francis, being the Independent Non-executive Directors in respect of the year ended 31st December, 2016, pursuant to Rule 3.13 of the Rules Governing the Listing of Securities (the "Listing Rules") on The Stock Exchange of Hong Kong Limited (the "Stock Exchange"). The Company considers all the Independent Non-executive Directors to be independent.

# Directors' Report

## DIRECTORS' INTERESTS AND SHORT POSITIONS

As at 31st December, 2016, the interests and short positions of the Directors of the Company in the shares, underlying shares and debentures of the Company or any associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance ("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 and short positions which they were taken or deemed to have under such provisions of the SFO) or were required to be entered in the register maintained by the Company pursuant to section 352 of the SFO or were required, pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") set out in Appendix 10 of the Listing Rules, to be notified to the Company and the Stock Exchange were as follows:

### (I) The Company

#### *Interests in shares*

Name of Director	Capacity/ Nature of interest	Number of shares held		Percentage of the issued ordinary share capital
		Long position <i>(note)</i>	Short position	
				%
Zen Wei Pao, William	Personal	192,381,843	–	24.26
Zen Wei Peu, Derek	Personal	185,557,078	–	23.40
Wong Che Ming, Steve	Personal	900,000	–	0.11

#### *Note:*

Long position in the shares (other than pursuant to equity derivatives such as share options, warrants to subscribe or convertible bonds).

# Directors' Report

## DIRECTORS' INTERESTS AND SHORT POSITIONS (Cont'd)

### (II) Associated Corporations

#### Interests in shares

Name of Director	Name of company	Capacity/ Nature of interest	Number of shares held		Percentage of the issued share capital
			Long position	Short position	
					%
Zen Wei Pao, William	Build King Holdings Limited	Personal	1,400,000 (note 1)	-	0.11 (note 2)
	Wai Kee (Zens) Construction & Transportation Company Limited (note 3)	Personal	2,000,000 (note 1)	-	10.00
	Wai Luen Stone Products Limited	Personal	30,000 (note 1)	-	37.50
Zen Wei Peu, Derek	Build King Holdings Limited	Personal	123,725,228 (note 1)	-	9.96
	Road King Infrastructure Limited	Personal	14,497,000 (note 1)	-	1.96
		Personal	1,500,000 (note 4)	-	0.20
	Wai Kee (Zens) Construction & Transportation Company Limited (note 3)	Personal	2,000,000 (note 1)	-	10.00
	Wai Luen Stone Products Limited	Personal	30,000 (note 1)	-	37.50
Chiu Wai Yee, Anriena	Build King Holdings Limited	Personal	1,116,000 (note 1)	-	0.09
	Road King Infrastructure Limited	Personal	205,000 (note 1)	-	0.03
Wong Che Ming, Steve	Build King Holdings Limited	Personal	407,448 (note 1)	-	0.03

#### Notes:

1. Long position in the shares (other than pursuant to equity derivatives such as share options, warrants to subscribe or convertible bonds).
2. As at 31st December, 2016, the issued share capital of Build King was 1,241,877,992 shares. Accordingly, the percentage has been adjusted.
3. With effect from 29th February, 2016, the name of Wai Kee (Zens) Construction & Transportation Company Limited has been changed to Build King (Zens) Engineering Limited.
4. Long position in the underlying shares of Road King pursuant to unlisted equity derivatives (including physically settled, cash settled and other equity derivatives). Share options granted to directors are included in this category, the particulars of which are set out in (II) under the heading "SHARE OPTIONS" below.

Save as disclosed above, none of the Directors nor their associates 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) as recorded in the register to be kept by the Company under section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange.

# Directors' Report

## SHARE OPTIONS

### (I) The Company

A share option scheme (the "Share Option Scheme") was adopted by the Company at the annual general meeting held on 15th May, 2012. No options have been granted under the Share Option Scheme since its adoption.

### (II) Associated Corporation

The share option scheme was adopted by Road King on 8th May, 2013 ("Road King Share Option Scheme"). As at 31st December, 2016, Road King has granted 3,650,000 share options under Road King Share Option Scheme to three Directors of the Company, one of whom resigned in December 2015 and held 50,000 outstanding share options at the date of his resignation. In addition, 2,100,000 share options granted to those Directors have been exercised.

Details of the share options granted under Road King Share Option Scheme to the following Director of the Company and a summary of the movements during the year are as follows:

Name of Director	Date of grant	Exercisable period	Exercise price	Number of share options			Balance at 31.12.2016
				Balance at 1.1.2016	Granted during the year	Exercised during the year	
			HK\$				
Zen Wei Peu, Derek	28th May, 2013	29th May, 2013 to 28th May, 2018	7.13	1,500,000	-	-	1,500,000
<b>Total</b>				<b>1,500,000</b>	<b>-</b>	<b>-</b>	<b>1,500,000</b>

Save as disclosed above, none of the Directors nor their associates had any interests in the securities of the Company or any of its associated corporations (within the meaning of Part XV of the SFO).

Save as disclosed above, none of the Directors nor their spouses or children under 18 years of age were granted or had exercised any rights to subscribe for any securities of the Company or any of its associated corporations.

# Directors' Report

## ARRANGEMENTS TO ACQUIRE SHARES OR DEBENTURES

Other than the share option schemes as mentioned earlier, at no time during the year was the Company or any of its subsidiaries a party to any arrangements to enable the Directors of the Company to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate.

## DIRECTORS' MATERIAL INTERESTS IN TRANSACTIONS, ARRANGEMENTS OR CONTRACTS

No transactions, arrangements or contract of significance to which the Company or any of its subsidiaries was a party and in which a Director of the Company or his or her connected entity had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year.

## PERMITTED INDEMNITY PROVISION

Pursuant to the Bye-laws, every Director and everyone of their heirs, executors and administrators, shall be indemnified and secured harmless out of the assets and profits of the Company and/or its subsidiaries from and against all actions, costs, charges, losses, damages and expenses which they or any of them, their or any of their heirs, executors or administrators, shall or may incur or sustain by or by reason of any act done, concurred in or omitted in or about the execution of their duty, or supposed duty, in their respective offices or trusts.

The Company has arranged appropriate directors and officers liability insurance coverage for its Directors and officers.

## COMPETING INTERESTS

During the year and up to the date of this report, the following Directors had interest in the business which competes or is likely to compete, either directly or indirectly, with the business of the Group as required to be disclosed under the Listing Rules:

<b>Name of Director</b>	<b>Name of entity</b>	<b>Competing business</b>	<b>Nature of interest</b>
Zen Wei Pao, William	CMP Investment Group Limited	Property development in the PRC	Director and shareholder
Tsang Yam Pui	NWS Holdings Limited group of companies	Construction, toll road and infrastructure	Director
Cheng Chi Ming, Brian	NWS Holdings Limited group of companies	Construction, toll road and infrastructure	Director

# Directors' Report

## SUBSTANTIAL SHAREHOLDERS' INTERESTS

As at 31st December, 2016, so far as is known to any Director of the Company, the following persons (other than Directors of the Company) have interests or short positions in the shares and underlying shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO as recorded in the register required to be kept by the Company pursuant to section 336 of the SFO:

Name of shareholder	Capacity/ Nature of interest	Number of shares held		Percentage of the issued ordinary share capital
		Long position <i>(note 1)</i>	Short position	
				%
Cheng Yu Tung Family (Holdings) Limited <i>(note 2)</i>	Corporate	213,868,000	–	26.97
Cheng Yu Tung Family (Holdings II) Limited <i>(note 3)</i>	Corporate	213,868,000	–	26.97
Chow Tai Fook Capital Limited <i>(note 4)</i>	Corporate	213,868,000	–	26.97
Chow Tai Fook (Holding) Limited <i>(note 5)</i>	Corporate	213,868,000	–	26.97
Chow Tai Fook Enterprises Limited <i>(note 6)</i>	Corporate	213,868,000	–	26.97
New World Development Company Limited <i>(note 7)</i>	Corporate	213,868,000	–	26.97
NWS Holdings Limited <i>(note 8)</i>	Corporate	213,868,000	–	26.97
NWS Service Management Limited (incorporated in the Cayman Islands) <i>(note 9)</i>	Corporate	213,868,000	–	26.97
NWS Service Management Limited (incorporated in the British Virgin Islands) <i>(note 10)</i>	Corporate	213,868,000	–	26.97
Vast Earn Group Limited <i>(note 11)</i>	Beneficial owner	213,868,000	–	26.97



## SUBSTANTIAL SHAREHOLDERS' INTERESTS (Cont'd)

### Notes:

1. Long position in the shares (other than pursuant to equity derivatives such as share options, warrants to subscribe or convertible bonds).
2. Cheng Yu Tung Family (Holdings) Limited is deemed to be interested in the shares through its interests in more than one-third of the issued share capital of Chow Tai Fook Capital Limited.
3. Cheng Yu Tung Family (Holdings II) Limited is deemed to be interested in the shares through its interests in more than one-third of the issued share capital of Chow Tai Fook Capital Limited.
4. Chow Tai Fook Capital Limited is deemed to be interested in the shares through its interests in its subsidiary, namely Chow Tai Fook (Holding) Limited.
5. Chow Tai Fook (Holding) Limited is deemed to be interested in the shares through its interests in its wholly owned subsidiary, namely Chow Tai Fook Enterprises Limited.
6. Chow Tai Fook Enterprises Limited is deemed to be interested in the shares through its interests in more than one-third of the issued share capital of New World Development Company Limited.
7. New World Development Company Limited is deemed to be interested in the shares through its interests in its subsidiary, namely NWS Holdings Limited.
8. NWS Holdings Limited is deemed to be interested in the shares through its interests in its wholly owned subsidiary, namely NWS Service Management Limited (incorporated in the Cayman Islands). Both Mr. Tsang Yam Pui and Mr. Cheng Chi Ming, Brian are executive directors of NWS Holdings Limited.
9. NWS Service Management Limited (incorporated in the Cayman Islands) is deemed to be interested in the shares through its interests in its wholly owned subsidiary, namely NWS Service Management Limited (incorporated in the British Virgin Islands). Both Mr. Tsang Yam Pui and Mr. Cheng Chi Ming, Brian are directors of NWS Service Management Limited (incorporated in the Cayman Islands).
10. NWS Service Management Limited (incorporated in the British Virgin Islands) is deemed to be interested in the shares through its interests in its wholly owned subsidiary, namely Vast Earn Group Limited. Both Mr. Tsang Yam Pui and Mr. Cheng Chi Ming, Brian are directors of NWS Service Management Limited (incorporated in the British Virgin Islands).
11. Vast Earn Group Limited is a wholly owned subsidiary of NWS Service Management Limited (incorporated in the British Virgin Islands). Both Mr. Tsang Yam Pui and Mr. Cheng Chi Ming, Brian are directors of Vast Earn Group Limited.

Save as disclosed above, no other person (other than Directors of the Company) has an interest or a short position in the shares and underlying shares of the Company as recorded in the register required to be kept by the Company pursuant to section 336 of the SFO.

# Directors' Report

## DISCLOSURES PURSUANT TO RULES 13.18 AND 13.21 OF THE LISTING RULES

On 15th February, 2016, Wai Kee Finance Limited, a wholly owned subsidiary of the Company, as borrower, the Company as guarantor and a bank as lender entered into a facility agreement in respect of HK\$380 million term loan facility (the "Facility") with final maturity date falling on 42 months from the first utilisation date of the Facility. Throughout the life of the Facility, (i) Mr. Zen Wei Pao, William and Mr. Zen Wei Peu, Derek should be executive directors of the Company; and (ii) Mr. Zen Wei Pao, William and Mr. Zen Wei Peu, Derek collectively own (directly or indirectly) at least 40% of beneficial shareholding interest in the issued share capital of the Company.

Save as disclosed above, as at 31st December, 2016 and up to the date of this report, the Company did not have other disclosure obligations under Rules 13.18 and 13.21 of the Listing Rules.

## DISCLOSURE PURSUANT TO RULE 13.51B(1) OF THE LISTING RULES

Upon enquiry by the Company, save as disclosed below, there is no change in the information of the Directors required to be disclosed pursuant to Rule 13.51B(1) of the Listing Rules since the Company's last published interim report:

<b>Name of Director</b>	<b>Details of changes</b>
Zen Wei Pao, William	Mr. Zen's annual salary has been revised from HK\$365,000 to HK\$377,000 with effect from 1st April, 2017.
Zen Wei Peu, Derek	Mr. Zen's annual salary has been revised from HK\$6,230,000 to HK\$6,418,000 with effect from 1st April, 2017.
Chiu Wai Yee, Anriena	Miss Chiu's annual salary has been revised from HK\$2,040,000 to HK\$2,142,000 with effect from 1st April, 2017.
Cheng Chi Ming, Brian	Mr. Cheng resigned as a non-executive director of Newton Resources Ltd (Stock Code: 1231) on 23rd January, 2017. He retired as a non-executive director of Tharisa plc, whose shares are listed on the Johannesburg Stock Exchange Limited and the London Stock Exchange plc, on 1st February, 2017. He also resigned as a director of The Macao Water Supply Company Limited on 10th January, 2017.
Wong Man Chung, Francis	Mr. Wong was appointed as an independent non-executive director of Kunming Dianchi Water Treatment Co., Ltd on 23rd June, 2016.

## CONTINUING CONNECTED TRANSACTIONS

On 23rd August, 2013, the Company entered into a business services agreement (the "Business Services Agreement") with New World Development Company Limited ("NWD", which is a connected person of the Company by virtue of its being a substantial shareholder of the Company) for provision of services covering construction, maintenance, and project management related services including provision of services as main contractor, project manager, consultant and sub-contractor for a variety of works including superstructure, foundation, civil engineering, port and infrastructure facilities, maintenance, construction and interior decoration and other related services (the "Services") which may from time to time be provided by the Company and its subsidiaries (collectively the "Group") to NWD and its subsidiaries during the term of the Business Services Agreement which had an initial term of three years.

In light of the expiry of the term of the Business Services Agreement on 22nd August, 2016 and to ensure compliance with Chapter 14A of the Listing Rules, on 4th December, 2015, the Company entered into a new business services agreement (the "New Business Services Agreement") with NWD for provision of the Services which may from time to time be provided by the Group to NWD and its subsidiaries during the term of the New Business Services Agreement.

The New Business Services Agreement has an initial term of three years from 1st January, 2016. Subject to re-compliance with the requirements of the applicable Listing Rules and other applicable laws and regulations at the relevant time or, alternatively, any waivers obtained from the strict compliance with such requirements, upon expiry of the initial term or subsequent renewal term, the New Business Services Agreement is automatically renewed for a successive period of three years thereafter (or such other period permitted under the Listing Rules) unless a party under the New Business Services Agreement gives a 30 days' prior written notice to the other party to terminate the New Business Services Agreement.

Annual caps, being the maximum aggregate value of transactions undertaken by members of the Group under the New Business Services Agreement for each financial year, are as follows:

	Financial year ending 31st December,		
	2016	2017	2018
	HK\$'million	HK\$'million	HK\$'million
Annual caps	510	260	260

For the financial year ended 31st December, 2016, the relevant maximum aggregate value of the transactions was approximately HK\$217,918,000.

The above continuing connected transactions have been reviewed by the Independent Non-executive Directors of the Company who have confirmed that the transactions have been entered into:

- (a) in the ordinary course and usual course of business of the Company;
- (b) either on normal commercial terms or, if there are not sufficient comparable transactions to judge whether they are on normal commercial terms, on terms no less favourable to the Company than terms available to or from (as appropriate) independent third parties;
- (c) in accordance with the relevant agreements governing such transactions on terms that are fair and reasonable and in the interest of the shareholders of the Company as a whole; and
- (d) within the caps as disclosed in the relevant announcement.

## **CONTINUING CONNECTED TRANSACTIONS (Cont'd)**

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

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

Neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Company's listed securities during the year ended 31st December, 2016.

## **SUFFICIENCY OF PUBLIC FLOAT**

According to the information that is available to the Company and within the knowledge of the Directors of the Company, the Company has maintained the prescribed public float under the Listing Rules.

## **PRE-EMPTIVE RIGHTS**

There are no provisions for pre-emptive rights under the Company's Bye-laws, or the laws of Bermuda, which would oblige the Company to offer new shares on a pro rata basis to existing shareholders.

## **DONATIONS**

During the year, the Group made charitable and other donations amounting to approximately HK\$111,000.

## **EMPLOYEES AND REMUNERATION POLICIES**

At 31st December, 2016, the Group had 2,105 employees (2015: 1,929 employees), of which 1,997 (2015: 1,821) were located in Hong Kong, 107 (2015: 107) were located in the PRC and 1 (2015: 1) was located in UAE. For the year ended 31st December, 2016, the Group's total staff costs were HK\$915 million (2015: HK\$789 million).

Competitive remuneration packages are structured to commensurate with individual responsibilities, qualification, experience and performance. In addition, discretionary bonuses may be paid depending upon the financial performance of the Group as well as the performance of the individual.

The emoluments of executive directors and senior management are determined by the Remuneration Committee with reference to salaries paid by comparable companies, their responsibilities, employment conditions and prevailing market conditions.

# Directors' Report

## AUDITOR

A resolution will be proposed at the forthcoming annual general meeting to re-appoint Messrs. Deloitte Touche Tohmatsu as Auditor of the Company.

On behalf of the Board

**Zen Wei Pao, William**

*Chairman*

Hong Kong, 13th March, 2017

# Corporate Governance Report

## CORPORATE GOVERNANCE CODE

The Company is committed to maintaining the highest standard of corporate governance as it believes that good corporate governance practices are fundamental to the effective operation of a company and can enhance shareholders' value as well as safeguard shareholders' interests. The Company places strong emphasis on a quality Board, accountability, sound risk management and internal control, appropriate risk-assessment, monitoring procedures and transparency to all shareholders and stakeholders.

Throughout the year of 2016, the Company has complied with the code provisions of Corporate Governance Code (the "Code") set out in Appendix 14 of the Listing Rules.

## THE BOARD

### Composition

The Board has a balanced composition of members to ensure independent judgement being exercised in all discussions. As at the date of this report, the Board comprises eight Directors including three Executive Directors, two Non-executive Directors and three Independent Non-executive Directors. Board members are listed below:

Board of Directors		
Executive Directors	Non-executive Directors	Independent Non-executive Directors
Zen Wei Pao, William ( <i>Chairman</i> )	Tsang Yam Pui	Wong Che Ming, Steve
Zen Wei Peu, Derek ( <i>Vice Chairman and Chief Executive Officer</i> )	Cheng Chi Ming, Brian	Wan Siu Kau, Samuel
Chiu Wai Yee, Anriena		Wong Man Chung, Francis

With the expertise contributed by each of the Directors, the Board has a wide spectrum of valuable business experience, knowledge and professionalism for its efficient and effective functioning. Biographical details are set out in the "Directors and Senior Management" section of this annual report. An updated list of Directors and their respective roles and functions are maintained on the websites of the Company and the Stock Exchange.

During the year, the Company has complied with Rules 3.10(1), 3.10(2) and 3.10A of the Listing Rules regarding the appointment of at least three Independent Non-executive Directors including one Independent Non-executive Director with accounting or related financial management expertise and the number of Independent Non-executive Directors representing at least one-third of the Board.

There is no financial, business and family relationship among members of the Board, other than the Chairman, Mr. Zen Wei Pao, William, and the Vice Chairman, Mr. Zen Wei Peu, Derek, who are brothers.

# Corporate Governance Report

## THE BOARD (Cont'd)

### Appointment and Re-election

Pursuant to the Bye-laws, the Board may appoint a director either to fill a causal vacancy or as an addition to the Board from time to time during the year following the recommendation from the Nomination Committee. Any Director appointed by the Board to fill a causal vacancy shall hold office until the first general meeting after his/her appointment and be subject to re-election at such meeting and any Director appointed by the Board as an addition to the existing Board shall hold office until the next following annual general meeting of the Company and shall then be eligible for re-election. In addition, at each annual general meeting, at least one-third of the Directors for the time being shall retire from office by rotation and are eligible for re-election.

### Non-executive Directors

Code provision A.4.1 stipulates that non-executive directors should be appointed for a specific term, subject to re-election. Each Non-executive Director (including Independent Non-executive Director) of the Company has entered into a Letter of Appointment with the Company for a specific term not more than three years, subject to re-election at the general meeting.

### Independence of Independent Non-executive Directors

The Company has received written confirmation of independence from each of the Independent Non-executive Directors in accordance with Rule 3.13 of the Listing Rules. The Board considers them to be independent in accordance with the Listing Rules.

### Role and Delegation

The primary role of the Board is to protect and enhance shareholders' long-term value. It assumes the responsibility for providing effective and responsible leadership and control of the Company, and directing and supervising the Company's affairs in pursuit of the Group's strategic objectives.

The Board, led by the Chairman, approves and monitors Group's strategies and policies, evaluates the performance of the Group and supervises the management. In addition, the Board reserved for its decisions all major matters of the Company, including approval and monitoring of budgets, risk management and internal control, dividend payout, material transaction (in particular those may involve conflict of interests), preparation and release of financial information, appointment of Directors, other significant financial and operational matters.

# Corporate Governance Report

## THE BOARD (Cont'd)

### Role and Delegation (Cont'd)

In order to enhance efficiency, the Board has delegated the Chief Executive Officer the day-to-day leadership and management of the Group. Management of the Group, on the other hand, is responsible for day-to-day operations of the Group under the supervision of the Chief Executive Officer.

The Board also ensures that the good corporate governance policies and practices are implemented within the Group, and is responsible for performing the corporate governance duties including the following:

- to develop and review the Company's policies and practices on corporate governance;
- to review and monitor the training and continuous professional development of the Directors and senior management;
- to review and monitor the Company's policies and practices on compliance with legal and regulatory requirements;
- to develop, review and monitor the code of conduct manual applicable to employees and the Directors; and
- to review the Company's compliance with the Code and disclosure in the Corporate Governance Report.

The internal audit team has also carried out a compliance review on the Code and reported to the Board that the Group has properly followed the requirements of the Code.

The Group has adopted a number of policies and procedures, all of which have been documented and communicated to the Directors and employees via Employees' Handbooks and internal memorandum to ensure good corporate governance practices and high standard of business conducts and ethics of the Group. The effectiveness of these policies is reviewed on a regular basis.



# Corporate Governance Report

## THE BOARD (Cont'd)

### Board Meetings

The Board meets regularly at least four times each year and additional meetings are arranged if and when required. The Directors play an active role in participating the Company's meetings through contribution of their professional opinions and active participation in discussion. During the year, the attendance records of individual Directors at the Board meetings, meetings of three Board Committees, namely Audit Committee, Nomination Committee and Remuneration Committee, and the annual general meeting held on 19th May, 2016 are set out below:

Name of Director	Meetings attended/held				Annual General Meeting held on 19th May, 2016
	Board Meeting	Audit Committee Meeting	Nomination Committee Meeting	Remuneration Committee Meeting	
<b>Executive Directors</b>					
Zen Wei Pao, William ( <i>Chairman</i> )	7/7	-	2/2	3/3	1
Zen Wei Peu, Derek ( <i>Vice Chairman and Chief Executive Officer</i> )	7/7	-	2/2	3/3	1
Chiu Wai Yee, Anriena	7/7	-	-	-	1
<b>Non-executive Directors</b>					
Tsang Yam Pui	7/7	-	-	-	1
Cheng Chi Ming, Brian	7/7	-	-	-	1
Cheng Chi Pang, Leslie (retired on 19th May, 2016)	1/3	-	-	-	1
<b>Independent Non-executive Directors</b>					
Wong Che Ming, Steve	7/7	4/4	2/2	3/3	1
Wan Siu Kau, Samuel	7/7	4/4	2/2	3/3	1
Wong Man Chung, Francis	7/7	4/4	2/2	3/3	1

Note:

"-" Not Applicable

Notice of a regular Board meeting is given to all Directors at least 14 days before each meeting, and all Directors are given the opportunity to include matters in the agenda for discussion at the Board meetings. The agenda and meeting materials are normally sent to all Directors at least three days before the regular Board meetings (and so far as practicable for such other Board meetings) to ensure that they have sufficient time and attention to the affairs of the Company.

In order to have an effective Board, all Directors are provided with information on activities and developments in and the financial performance of the Group's business on a monthly basis to keep them apprised of the latest developments of the Group. They have full access to information on the Group and are able to invite management and professional advisers, where appropriate, to attend Board meetings.

# Corporate Governance Report

## THE BOARD (Cont'd)

### Board Meetings (Cont'd)

All Directors have direct access to the Company Secretary who is responsible for advising the Board on corporate governance and compliance issues. The Company Secretary is also responsible for taking the minutes of Board and Board Committees' meetings. Such minutes are open for inspection by Directors.

Each Director is required to make disclosure of his/her interests or potential conflict of interests, if any, in any proposed transactions or issues discussed by the Directors at the Board and Board Committees' meetings. Any Director shall not vote on any resolution of the Board and Board Committees approving any contract or arrangement or any other proposal in which he/she (or his/her associates) is materially interested nor shall he/she be counted in the quorum present at the meeting.

### Induction and Continuous Professional Development

Directors should keep abreast of their collective responsibilities. Briefing of the Group's business is given to newly appointed Director and a comprehensive induction package including the statutory and regulatory obligations of a director of a listed company is also provided. The Group also provides seminars and trainings to develop and refresh the Directors' knowledge and skills. The Group continuously updates the Directors on the latest developments regarding the Listing Rules and applicable regulatory requirements to ensure compliance and enhance their awareness of good corporate governance practices.

All Directors are requested to provide the Company with their respective training records pursuant to the Code. Trainings received by each of the Directors during the period from 1st January, 2016 to 31st December, 2016 are summarized as follows:

Name of Director	Type of continuous professional development
<b>Executive Directors</b>	
Zen Wei Pao, William	A,B,C
Zen Wei Peu, Derek	B,C
Chiu Wai Yee, Anriena	B,C
<b>Non-executive Directors</b>	
Tsang Yam Pui	B,C
Cheng Chi Ming, Brian	B
<b>Independent Non-executive Directors</b>	
Wong Che Ming, Steve	B,C
Wan Siu Kau, Samuel	B,C
Wong Man Chung, Francis	B,C

A: giving talks at seminars and/or conferences and/or forum

B: attending seminars and/or conference and/or forum

C: reading newspapers, journals and updates relating to the economy, general business, accounting, laws, rules and regulations, etc.

# Corporate Governance Report

## THE BOARD (Cont'd)

### Directors' and Officers' Liability Insurance and Indemnity

The Company has arranged appropriate Directors' and Officers' Liability Insurance for its Directors and officers covering the costs, losses, expenses and liabilities arising from the performance of their duties. The insurance policy covers legal action against its Directors and officers to comply with the requirement of the Code. During the year, no claim was made against the Directors and officers of the Company.

### Chairman and Chief Executive Officer

The Chairman is Mr. Zen Wei Pao, William. The Chief Executive Officer is Mr. Zen Wei Peu, Derek.

To ensure a balance of power and authority, the positions of the Chairman and the Chief Executive Officer are clearly set out in writing and are separate.

The role of the Chairman is to oversee the functioning of the Board and ensure the establishment of strategic direction of the Group. The Chairman provides leadership for the Board and ensures that the Company establishes sound corporate governance practices and procedures. He also encourages all the Directors to make a full and active contribution to the affairs of the Board.

The Chief Executive Officer is responsible for implementing the Board's approved strategies and policies, and supervising the day-to-day operations.

Detailed duties and responsibilities of the Chairman and the Chief Executive Officer are available on the website of the Company.

### Board Diversity Policy

The Board has adopted a Board Diversity Policy. The Policy aims to set out the approach to achieve diversity on the Board to ensure that the Board has the balance of skills, experience and diversity of perspectives appropriate to the requirements of the Company's business. Selection of candidates will be based on a range of diversity perspectives, including but not limited to gender, age, cultural and educational background, professional experience, skills, knowledge and/or length of service. The ultimate decision will be based on merit and contribution that the selected candidates will bring to the Board.

# Corporate Governance Report

## BOARD COMMITTEES

The Board has delegated authority to three Board Committees, namely Audit Committee, Nomination Committee and Remuneration Committee, to oversee particular aspects of the Company's affairs. The updated terms of reference of the Audit Committee, Nomination Committee and Remuneration Committee are available on the websites of the Company and the Stock Exchange.

### Audit Committee

#### *Composition*

The Audit Committee was formed in 1998 and currently comprises three members, namely Mr. Wong Man Chung, Francis (Chairman of the Audit Committee), Dr. Wong Che Ming, Steve and Mr. Wan Siu Kau, Samuel, all of whom are Independent Non-executive Directors.

#### *Role and Function*

The main responsibilities of the Audit Committee are to review the consolidated financial statements and the external auditor's reports, and to monitor the integrity of the consolidated financial statements. It also assists the Board to oversee financial reporting system, risk management, internal control systems and internal and external audit functions. The Committee meets at least twice a year with the Company's external auditor to discuss the audit process and accounting issues.

#### *Summary of Work Done*

The following is a summary of major work performed by the Audit Committee during the year ended 31st December, 2016 and up to the date of this report:

- Approval of remuneration and terms of engagement of the external auditor;
- Review of the annual results of the Group for the years ended 31st December, 2015 and 2016, and the interim results of the Group for the six months ended 30th June, 2016;
- Review of the Group's financial information, financial reporting procedures, risk management, internal control systems, and financial and accounting policies and practices;
- Review of external auditor's independence and objectivity and the effectiveness of the audit process, and review of policy on engaging the external auditor to provide non-audit services;
- Review of the audit plan for the financial year ended 31st December, 2016;
- Review of internal/external auditor's significant findings and recommendations, and monitoring of the subsequent implementation;
- Recommendation to the Board to re-appoint the external auditor at the 2016 and 2017 annual general meetings;

# Corporate Governance Report

## **BOARD COMMITTEES (Cont'd)**

### **Audit Committee (Cont'd)**

#### ***Summary of Work Done (Cont'd)***

- Review of the effectiveness of the internal audit function of the Company;
- Review of the 2017 internal audit plan;
- Review of the findings in the internal control reports;
- Review of reporting mechanism for employees to raise concerns about possible improprieties in financial reporting, internal control or other matters related to the Company;
- Review of the continuing connected transactions of the Company; and
- Meetings with the external auditor, in the absence of Executive Directors and management.

### **Nomination Committee**

#### ***Composition***

The Nomination Committee was set up in 2012 and currently comprises five members, namely Mr. Zen Wei Pao, William (Chairman of the Nomination Committee), Dr. Wong Che Ming, Steve, Mr. Wan Siu Kau, Samuel, Mr. Wong Man Chung, Francis and Mr. Zen Wei Peu, Derek. Except for Mr. Zen Wei Pao, William and Mr. Zen Wei Peu, Derek, being Executive Directors, all other members are Independent Non-executive Directors.

#### ***Role and Function***

The Nomination Committee was established to ensure that there are deliberative, considered and transparent procedures for the appointment of the Directors. The duties of this Committee include reviewing the structure, size and composition (including but not limited to gender, age, cultural background, educational background, skills, knowledge, professional experience and/or length of service) of the Board at least annually and making recommendations on any proposed changes to the Board to complement the Company's corporate strategy, identifying individuals suitably qualified to become members of the Board and selecting, or making recommendations to the Board on the selection of individuals nominated for directorships based on merit against objective criteria and with due regard for the benefits of diversity on the Board.

## **BOARD COMMITTEES (Cont'd)**

### **Nomination Committee (Cont'd)**

#### ***Summary of Work Done***

The following is a summary of the work performed by the Nomination Committee during the year ended 31st December, 2016 and up to the date of this report:

- Review of the structure, size and composition (including but not limited to gender, age, cultural background, educational background, skills, knowledge, professional experience and/or length of service) of the Board;
- Review of its constitution and terms of reference;
- Assessment of the independence of the Independent Non-executive Directors;
- Review of the Board Diversity Policy and the measureable objectives for implementing diversity on the Board; and
- Determination of the rotation of the Directors for the annual general meeting to be held in May 2017.

#### ***Nomination Procedures***

Appointments of new Directors are first considered by the Nomination Committee. In considering the appointment of a Director, this Committee applies criteria such as relevant experience, professional and educational background as well as the diversity on the Board. The recommendations of this Committee are then put to the Board for consideration and approval. Thereafter, any Director appointed by the Board is subject to re-election at the general meeting after his/her appointment.

### **Remuneration Committee**

#### ***Composition***

The Remuneration Committee was formed in 2005 and currently comprises five members, namely Mr. Wan Siu Kau, Samuel (Chairman of the Remuneration Committee), Dr. Wong Che Ming, Steve, Mr. Wong Man Chung, Francis, Mr. Zen Wei Pao, William and Mr. Zen Wei Peu, Derek. Except for Mr. Zen Wei Pao, William and Mr. Zen Wei Peu, Derek, being Executive Directors, all other members are Independent Non-executive Directors.

# Corporate Governance Report

## BOARD COMMITTEES (Cont'd)

### Remuneration Committee (Cont'd)

#### *Role and Function*

The Remuneration Committee has been established to ensure that there are formal and transparent procedures to assist the Board in determining the remuneration policy of the Company and structuring the remuneration of all Executive Directors and senior management. This Committee is responsible for making recommendation to the Board on the Company's policy and structuring for all Executive Directors' and senior management's remuneration, and reviewing and approving the management's remuneration proposal with reference to the Board's corporate goals and objectives. It also determines, with delegated responsibility, remuneration packages of individual Executive Directors and senior management, and makes recommendations on remuneration of Non-executive Directors (including Independent Non-executive Directors).

#### *Summary of Work Done*

The following is a summary of the work performed by the Remuneration Committee during the year ended 31st December, 2016 and up to the date of this report:

- Review and approval of the Company's remuneration policy for 2016 and 2017;
- Approval of year end bonus of Executive Directors for 2015 and 2016;
- Approval of emoluments of Executive Directors (where Mr. Zen Wei Pao, William and Mr. Zen Wei Peu, Derek abstained from voting in determining their own remuneration) and senior management;
- Approval of 2016 and 2017 salary adjustment; and
- Recommendations on remuneration of Non-executive Directors (including Independent Non-executive Directors).

#### *Remuneration policy*

Competitive remuneration packages are structured to commensurate with individual responsibilities, qualification, experience and performance. In addition, discretionary bonuses may be paid depending upon the financial performance of the Group as well as the performance of the individual. No individual determines his/her own remuneration.

The remuneration of a Director is determined with reference to his/her duties and responsibilities with the Company and the prevailing market situation. Details of the emoluments of Directors for the year ended 31st December, 2016 are set out in note 12 to the consolidated financial statements of this annual report. The emoluments paid to senior management for the year ended 31st December, 2016 were within the following bands:

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	<b>Number of Senior Management</b>
Up to HK\$2,000,000	3
HK\$2,000,001 to HK\$4,000,000	12

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# Corporate Governance Report

## DIRECTORS' SECURITIES TRANSACTIONS

The Company has adopted the Model Code set out in Appendix 10 of the Listing Rules as its own code of conduct regarding Directors' Securities Transactions. All Directors have confirmed, following specific enquiry, that they have complied with the Model Code throughout the year ended 31st December, 2016.

The Company has also adopted a code of conduct governing securities transactions by employees who are likely to be in possession of unpublished inside information in relation to the Group.

Formal notifications are sent by the Company to all Directors and relevant employees reminding them that they should not deal in the securities of the Company during the "black out period" specified in the Model Code.

## DIRECTORS' RESPONSIBILITY FOR THE CONSOLIDATED FINANCIAL STATEMENTS

The Directors acknowledge their responsibilities, with the support from the Finance and Accounting Department, to prepare the consolidated financial statements of the Group in accordance with statutory requirements and applicable accounting standards. The Directors, having made appropriate enquiries, are not aware of any material uncertainties relating to events or conditions which may cast significant doubt upon the Company's ability to continue as a going concern. Accordingly, the Directors have prepared the consolidated financial statements on a going concern basis.

The Directors are aware of the requirements under the applicable Listing Rules and statutory regulations with regard to the timely and proper disclosure of inside information, announcements and financial disclosures and authorizes their publication as and when required.

## EXTERNAL AUDITOR'S REMUNERATION AND REPORTING RESPONSIBILITIES

Messrs. Deloitte Touche Tohmatsu has been re-appointed as the Company's external auditor at the annual general meeting of 2016 until the conclusion of the next annual general meeting.

The fees paid/payable to external auditor for audit and non-audit services for the year ended 31st December, 2016 are as follows:

Type of services	Fee paid/ payable HK\$
Audit	3,163,000
Non-audit services	
Interim review	1,000,000
Other services	752,000
Total	4,915,000

The statement of the Company's external auditor, Messrs. Deloitte Touche Tohmatsu, regarding its reporting responsibilities is set out on pages 60 to 67 in the Independent Auditor's Report forming part of this annual report.



# Corporate Governance Report

## RISK MANAGEMENT AND INTERNAL CONTROL

The Board has the responsibility to maintain sound and effective risk management and internal control systems to safeguard the Company's assets and shareholders' interest.

The risk management process includes risk identification, risk assessment, risk control and risk monitoring. The internal control system comprises a well-defined organisational structure and comprehensive policies and standards. Responsibilities of each business and operational unit are clearly defined to ensure effective authority delegation and proper segregation of duties.

The Audit Committee, which was delegated by the Board, has reviewed and evaluated, via the internal audit team, the effectiveness of the Group's risk management and internal control systems put in place by management covering all material controls, including financial, operational and compliance controls as well as risk management functions of the Company and its subsidiaries for the year ended 31st December, 2016. The Audit Committee considered that the risk management and internal control systems of the Company and its subsidiaries were effective and adequate.

During the year, the internal audit team conducts systematic reviews of the Group's risk management and internal control systems by using a risk-based audit approach and reviews the effectiveness of the Group's systems of risk management and internal control against the framework of the Committee of Sponsoring Organization of the Treadway Commission in order to provide reasonable, but not absolute, assurance of the effectiveness of the systems. The internal audit team had carried out its mission by:

- identifying and prioritizing potential business risks;
- performing risk-based audits;
- evaluating effectiveness and compliance with internal policies and procedures;
- analyzing causes for errors and irregularities found;
- recommending good internal controls to prevent unintentional mistakes, discourage fraudulent acts, and promote operational efficiency and ethical standards;
- performing follow up procedures on corrective actions;
- appraising the soundness and adequacy of various departments' ongoing maintenance of internal controls;
- providing consulting and advisory services on control and related matters;
- conducting independent investigation of situations raised by whistleblowers, if any; and
- maintaining open communication with the Chairman, Audit Committee and auditee management.

The internal audit team reports directly to the Audit Committee and has free access to review all aspects of the Group's activities and controlling system. The internal audit team reports audit findings together with recommendations to the Audit Committee on a timely basis upon completion of the relevant audit review. All critical audit findings and control weaknesses are summarized and presented to the Audit Committee on a semi-annual basis, which in turn reports to the Board.

# Corporate Governance Report

## SHAREHOLDERS' RIGHTS

The Board and management shall ensure shareholders' rights and all shareholders are treated equitably and fairly. Pursuant to the Bye-laws, any shareholder entitled to attend and vote at a general meeting of the Company is entitled to appoint another person as his/her proxy to attend and vote instead of him/her. Shareholders holding not less than one-tenth of the paid up capital of the Company carrying the right of voting at general meetings of the Company shall have the right, by written requisition to the Board, to require a special general meeting to be called by the Board for the transaction of any business specified in such requisition. In addition, shareholders holding not less than one-twentieth of the total voting rights or not less than 100 shareholders may submit a written request to the Company stating the resolution intended to be proceeded at the annual general meeting.

Any vote of shareholders at a general meeting must be taken by poll (other than procedural matters). Voting results are posted on the websites of the Company and the Stock Exchange on the day of the general meeting. Since May 2009, there were no changes to the memorandum of association of the Company and Bye-laws. The updated versions of the memorandum of association of the Company and Bye-laws are available on the websites of the Company and the Stock Exchange.

Detailed procedures for the shareholders to convene a special general meeting, putting forward proposals at a general meeting and proposing a person for election as a Director are also available on the website of the Company.

## COMMUNICATION WITH SHAREHOLDERS

The Board has established a shareholders' communication policy setting out various channels of communication, with the objective of enabling the shareholders to assess the Company's overall performance, exercise their rights in an informed manner and engage actively with the Company.

The Company regards its shareholders' meeting as an important means of communication with the shareholders in which the shareholders will be able to have an open dialogue with the Board. The Board members, in particular, the chairmen of the Board Committees and appropriate management executives are available to answer questions of the Group's business at the annual general meetings. External auditor also attends the Company's annual general meetings and addresses queries from the shareholders relating to the conduct of the audit and the preparation and content of its auditor's report.

Apart from holding shareholders' meeting, the Company also endeavours to maintain effective communication with all shareholders through other channels such as publication of annual and interim reports, announcements and circulars so as to provide extensive information on the Group's activities, business strategies and developments, and financial position. Such information is also available on the websites of the Company and the Stock Exchange.

Shareholders are also provided with contact details of the Company, such as telephone hotline, fax number, email address and postal address, to enable them to make any queries or comments on the Company at any time.

## INVESTOR RELATIONS

The Company is committed to maintain effective communications with the shareholders and investors. To this end, the Company maintains an open dialogue with the shareholders and investors through the Company's financial reports, press releases and general meetings that may be convened, as well as making available all the disclosures submitted to the Stock Exchange to provide regular and timely public disclosures on the Company's operating performance and corporate developments.

# Environmental, Social and Governance Report

The Company presents this Environmental, Social and Governance (“ESG”) Report for the year ended 31st December, 2016 (“Reporting Period”), in accordance with Appendix 27 – Environmental, Social and Governance Reporting Guide of the Listing Rules.

This report covers the Company’s principal businesses in quarrying and construction materials production in Hong Kong, which are the Company’s main operations in which it has direct management control, excluding those managed by its listed subsidiary which is reported separately in its annual report.

To achieve sustainable development of the Company, we commit:

1. to enhance and promote the environmental protection in our operation activities by operating a conforming environmental management system and implementing environmental protection measures and practices;
2. to provide a healthy and safe workplace and providing career prospects through structured training and learning programmes to our employees as we recognize people is an asset to the Company; and
3. to foster strong relationships with the Community in the neighborhood of our business activities.

The Board of the Company has the overall responsibility for the Company’s ESG strategy and reporting. Our management is responsible for monitoring and managing ESG-related issues and risks and the effectiveness of the ESG management systems. The management personnel leading our various business activities, in conjunction with their respective staff, have for the purposes of this report identified the following material ESG issues:

ESG Aspects	Material ESG Issues
<b>A. Environmental</b>	
A1 Emissions	<ol style="list-style-type: none"><li>1. Air Pollution</li><li>2. Waste Water Discharge</li><li>3. Waste Management</li><li>4. Greenhouse Gas Emission</li></ol>
A2 Use of Resources	<ol style="list-style-type: none"><li>1. Use of Energy</li><li>2. Use of Water</li></ol>
A3 Environment and Natural Resources	<ol style="list-style-type: none"><li>1. Noise Pollution</li><li>2. Landscape and Visual</li></ol>
<b>B. Social</b>	
B1 Employment	– Employment Practices and Equal Opportunity
B2 Health and Safety	– Workplace Health and Safety

# Environmental, Social and Governance Report

ESG Aspects		Material ESG Issues	
B3	Development and Training	-	Staff Development and Training
B4	Labour Standards	-	Anti-Child and Forced Labour
B5	Supply Chain Management	-	Sustainable Supply Chain
B6	Product Responsibility	1.	Products and Services Quality Assurance
		2.	Data Privacy
B7	Anti-Corruption	-	Anti-Corruption
B8	Community Investment	-	Supporting the Community

With reference to the ESG Guide of Stock Exchange and the above identified ESG issues, the various aspects are presented in greater detail.

## A. ENVIRONMENTAL

### A1 Emissions

The Company has established an Environmental Policy which is communicated to our employees, under which we aim to:

1. work with our customers, sub-contractors and community groups to minimize nuisance to the public and to comply with all relevant contractual obligations and statutory requirements; and
2. ensure that every employee is appraised of and takes an active role in compliance with all relevant environmental legislations including but not limited to laws and regulations for air, water, noise and waste, through the provision of information, training and resources in sustainable development, including the conservation of natural resources, optimization of energy efficiency and development of green procurement and technologies.

To achieve our objectives, we work towards conforming with the requirements of ISO 14001:2004 – Environmental Management Systems. We implement an environmental management system which enables the monitoring of environmental performance, and the identification of significant environmental aspects that can be influenced by us.

We have not identified any material non-compliance of environmental laws and regulations during the Reporting Period.

## A. ENVIRONMENTAL (Cont'd)

### A1 Emissions (Cont'd)

#### A1.1 Air Pollution

In our production activities, dust and exhaust gases are generated from vehicle movements and production machinery during operations. All our plant and machinery, including stationary machinery and non-road mobile machinery, comply with the requirement of the Air Pollution Control Ordinance in limiting the amount of air emission.

To minimize dust generation we implement dust suppression measures at our production sites, including the following measures:

1. Installation of effective adequate water sprayers for dust suppression on the stockpiles and whenever the plants are in operation;
2. Maintenance of high standard of housekeeping. Any deposit or mud shall not be accumulated on the haul roads or inside the plant;
3. Hard paving all haul roads which kept moist adequately by water spraying at least once every two hours; installation of effective vehicle cleaning facility to operate to thoroughly wash down muddy materials from the vehicle body and wheels before vehicles leave the site;
4. Coverage of trucks carrying crushed and screened products with tarpaulin sheet before leaving the premise; and
5. Daily use of water tank trucks and street washing vehicles for dust suppression both in public and site areas.

To control the amount of air pollutant emission from transportation activities, we give due consideration to the environmental performance of the vehicles before purchase. We therefore give preference to the purchase of vehicles complying with international environmental standards (e.g. the European Emission Standard) and we perform regular inspection and maintenance on our vehicles.

## A. ENVIRONMENTAL (Cont'd)

### A1 Emissions (Cont'd)

#### A1.1 Air Pollution (Cont'd)

We generate respirable suspended particulates and nitrogen oxides at our production sites and during the transportation of materials in the course of our quarrying activities and concrete production.

To monitor the air pollution level, we measure the 24-hour average of the concentration of ambient respirable suspended particulates at the specified site locations at least once every 6 calendar days, and employ external environmental consultants to undertake regular inspections and report on various environmental aspects of the production sites, including air quality.

Those external consultancy reports have shown that the concentrations of respirable suspended particulates and nitrogen oxides produced by operations are below the Emission Limit, as stated in the Specified Processes Licenses issued by the Environmental Protection Department.

#### A1.2 Waste Water Discharge

Most of the water we use is consumed in our dust suppression measures and washing. In order to minimize the impact of sewage discharge to the surrounding environment, all washing water is collected, stored and recycled instead of being discharged outside the plant boundary.

To the extent that there is excessive water accumulation on site during the rainy season, we retain an external licenced collector to collect excess water for recycling purposes.

We implement measures in limiting waste water discharge which includes the following:

1. Recycling and reuse of the waste water generated from the washing down of vehicles, drum mixers, wheel washing facilities, and dust suppression activities within the site;
2. Ensuring that removal facilities are functioning properly all the times and silt and grit deposited removed regularly;
3. Reducing water consumption and maximizing the re-use of surface runoff water within the site;
4. Provision of water treatment plant to settle and to filter the runoff properly; and
5. Storage of rain water for further use on site.

## A. ENVIRONMENTAL (Cont'd)

### A1 Emissions (Cont'd)

#### A1.3 Waste Management

We have established waste management guidelines to control the disposal and generation of waste. Hazardous waste is segregated through stockpiling and storage at a secure area in identifiable containers for collection by licensed chemical waste collectors.

To enhance reduction of waste disposal, we implement waste management measures, which include:

1. Sorting recyclable materials like metal, paper, plastic, and milled bituminous material on site and deliver to a proper recycling outlet for processing;
2. Strictly following the procedures based in the Trip Ticket System to dispose construction waste;
3. Avoiding the use of timber for temporary works construction; and
4. Providing guidance and instruction on waste management implementation to designated personnel and training on waste management to all site staff.

#### A1.4 Greenhouse Gas Emission

Our business activities generate greenhouse gases. To reduce the greenhouse gas emission, we implement energy and saving measures resources (see "A2 Use of Resources" below) to minimize the consumption of natural resources.

We also monitor the carbon content of our procured raw materials. We use Ground Granulated Blastfurnace Slag ("GGBS") (which is classified as an environmentally friendly construction material) for our concrete production as it requires less energy to produce than traditional Portland Cement production and can therefore significantly reduce greenhouse gas emission in concrete manufacturing.

### A2 Use of Resources

We seek to improve environmental performance through improvement of the efficiency in the usage of fuel, electricity, and water in production.

We monitor the usage of resources on an ongoing basis and undertake analysis for unusually high usage so that we can implement remedial measures. In addition, we also communicate to employees to implement our resources saving initiatives.

## **A. ENVIRONMENTAL (Cont'd)**

### **A2 Use of Resources (Cont'd)**

#### ***A2.1 Use of Energy***

To reduce energy consumption, energy efficient machinery is deployed such as diesel operated machinery meeting the Euro 5 standard. We also perform daily inspection and maintenance on machinery in keeping the optimal performance. To optimize the use of energy supporting transportation, we set the delivery schedule efficiently in reducing the number of trips required.

Under our Environmental Management System, the use of energy is recorded for monitoring purpose to ensure future usage trends can be estimated and measures taken to reduce the energy used.

#### ***A2.2 Use of Water***

Water is consumed in the production processes and dust suppression measures. The Company also implements water treatment and recycling facilities to recover water resources. Please refer to the "A1.2 Waste Water Discharge" section above for detailed measures implemented.

### **A3 Environment and Natural Resources**

We monitor our impact to the environment through our Environmental Management System which conforms to the ISO 14001:2004 requirements. Significant risks are assessed and reviewed to ensure we respond to them promptly with appropriate mitigating actions. We are committed to providing adequate and appropriate resources in reducing the adverse impacts to the environment.

#### ***A3.1 Noise Pollution***

To mitigate the noise nuisance during the production activities, we implement the following to reduce noise intensity:

1. Locating noisy activities and machinery as far away as possible from sensitive receivers; and
2. Purchasing equipment that generates lower noise, and fully enclosing noise sources, such as concrete mixers, conveyors, rock crushers and undertaking regular maintenance of plant and machinery.

#### ***A3.2 Landscape and Visual***

As we may need to remove trees at our quarrying and concrete manufacturing site, we undertake an environmental impact analysis based on criteria such as the existing site condition, the legal requirements, the contractual and other requirements, the proposed designs and construction methods and potential environmental constraints. Based on such analysis, we formulate appropriate mitigation measures to reduce impact on the environment, such as planting trees or using screen hoardings to provide screening of the production site and reducing light pollution by controlling the amount of external lighting we use.



## B. SOCIAL

### B1 Employment

#### *Employment Practices and Equal Opportunity*

Recognising that employees are key contributors towards our success, we aim to create a harmonious working environment for our employees through competitive remuneration packages that are structured to be commensurate with individual responsibilities, qualification, experience and performance and the provision of adequate development opportunities.

We also recognise that appropriate work-life balance can help reduce the stress to staff and contribute towards increasing their overall productivity. We therefore seek to allow our staff adequate rest by managing their working hours and leave having regard to operation needs and statutory requirements.

We believe in meritocracy and in equal opportunities and diversity in terms of age, sex, nationality, disability and religion. No discrimination is tolerated, and employees are encouraged report on discriminatory practices to the management.

We document our policies and practices on employee recruitment, dismissal, movement, compensation, working hours, rest periods, welfare, and other employment practices.

We have not identified any material non-compliance to employment laws and regulations during the Reporting Period.

### B2 Health and Safety

#### *Workplace Health and Safety*

Occupational Health and Safety is on top priority of our operation. In recognizing the inherent risk in our daily operation, we conduct regular risk assessment as to provide our employees with a healthy and safe working environment.

To this end, we:

1. Specify in writing, managerial responsibilities and accountability for health, safety and welfare of employees, subcontractors and others who may be affected;
2. Provide appropriate safety training and instructions generally and for use of new production methods and equipment; and
3. Monitor compliance with our health and safety systems to ensure compliance with statutory and contractual requirements and consider and implement appropriate improvements to existing systems.

We have not identified any material non-compliance case of health and safety laws and regulations during the Reporting Period.

## B. SOCIAL (Cont'd)

### B3 Development and Training

#### *Staff Development and Training*

We encourage personal development of our staff and discussion with supervisors on their learning plans. We provide structured training programmes in the form of workshops, talks, seminars, peer learning, and on-the-job coaching for our staff having regard to their positions, job responsibilities and experience, and provide subsidy and authorise leave to support appropriate external professional training.

The Workforce employed and its makeup, the Occupational Health and Safety performance and the Training and Development summary during the Reporting Period are all shown in the Performance Data Summary 2016 on page 59 of this annual report.

### B4 Labour Standards

#### *Anti-Child and Forced Labour*

We prohibit child and forced labour and have not identified any non-compliance with any child and forced labour laws and regulations during the Reporting Period.

### B5 Supply Chain Management

#### *Sustainable Supply Chain*

As suppliers have a direct impact on the Company's sustainability performance, we seek to incorporate green practices in our procurement activities, by taking into account in our supplier selection process, their environmental and social performances, such as their choice of raw materials, use of natural resources, product health and safety, employment practices and occupational safety measures. We also monitor their performance periodically and encourage our suppliers and contractors to implement environmental and social measures.

### B6 Product Responsibility

#### *B6.1 Products and Services Quality Assurance*

We recognise that customer satisfaction and support are essential for our growth and profitability. As we are committed to providing our products and services that consistently meet customer requirements, we adopt international standards on quality control practices, including the ISO 9001:2008 – Quality Management System for our quarrying and construction materials manufacturing, and the latest Quality Scheme for Production and Supply of Concrete (QSPSC) for the design, manufacture, inspection and delivery of ready mixed concrete.

We implement quality objectives at operating level (including the deployment of quality control personnel to ensure delivery of products in compliance with the specifications and agreed standards. We regularly review the effectiveness of our quality management systems, seek customer feedback (including through annual customer satisfaction surveys of a representative sample of customers) and attend to customer complaints, so that we can consider and implement appropriate measures for improvement.

## B. SOCIAL (Cont'd)

### B6 Product Responsibility (Cont'd)

#### ***B6.2 Data Privacy***

The Company values the confidentiality of personal and sensitive commercial data. In addition to compliance with the Personal Data (Privacy) Ordinance, we also implement internal control measures to preserve the confidentiality of our operation data, including information regarding our suppliers, business partners, customers and ourselves. We require in our code of conduct and our terms of employment strict adherence to the Company's data privacy and confidentiality policies.

We have not identified any material non-compliance of product and service quality laws and regulations during the Reporting Period.

### B7 Anti-Corruption

#### ***Anti-Corruption***

We have zero tolerance for corruption, bribery, money-laundering and any other kind of business fraud. Employees (including management) are required to adhere to reference to the Company's Code of Conduct and Employee Handbook that are designed to eliminate such activities. We also implement internal control procedures to ensure compliance with such requirements and a whistle-blowing channel for the reporting of violation(s).

No material non-compliance case was noted in relation to business fraud laws and regulations during the Reporting Period.

### B8 Community Investment

#### ***Supporting the Community***

To contribute towards the promotion of harmony and stability of the society, we communicate with non-government entities and charities to understand the needs of our community, participate in community events and make donations to causes that help those who are in need.

During the Reporting Period, the Company has participated the following community events:

1. Hong Kong and Kowloon Walk for Millions 2016
2. Employees Contribution Program 2016/2017
3. Skip Lunch Day 2016
4. Mooncake Charity Sale in 2006
5. Dress Casual Day 2016
6. Love Teeth Day 2016/2017

Also, our operations are located at Tin Wan and Lam Tei, and other locations in Hong Kong. Wherever the scale of the operations are significant, such as at Tin Wan and Lam Tei, close ties have been established with the local communities through Liaison Committees that hold regular meetings to communicate on range of issues that our activities have on the neighborhood so that if issues of concern arise they are resolved to mutual satisfaction promptly.

# Environmental, Social and Governance Report

## PERFORMANCE DATA SUMMARY 2016

### Employment

**Total Workforce** 281

by Age:

<30 43

30-39 41

40-49 63

≥50 134

by Gender:

Female 31

Male 250

by Professional Profile:

Director 4

Managerial 20

Supervisory 33

General 32

Operational 192

### Employee Turnover

by Age:

<30 20

30-39 11

40-49 13

≥50 14

### Occupational Health and Safety

Work-related injuries 2

Work-related fatalities 0

Accident Frequency Rate (per 100,000 man hours) 0.25

Accident Frequency Rate (per 1,000 workers) 7.12

### Training and Development

Average Training Hours 11.5

### Percentage of Employees Trained

by Professional Profile:

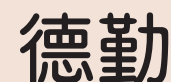
Director 100%

Managerial 95%

Supervisory 100%

General 80%

Operational 100%



## **TO THE SHAREHOLDERS OF WAI KEE HOLDINGS LIMITED**

*(incorporated in Bermuda with limited liability)*

### **OPINION**

We have audited the consolidated financial statements of Wai Kee Holdings Limited (the "Company") and its subsidiaries (collectively referred to as "the Group") set out on pages 68 to 150, which comprise the consolidated statement of financial position as at 31st December, 2016, and the consolidated statement of profit or loss, consolidated statement of profit or loss and other comprehensive income, consolidated statement of changes in equity and 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 31st December, 2016, 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 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 Auditor's 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 Auditor's Report

## KEY AUDIT MATTERS

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

Key audit matter	How our audit addressed the key audit matter
------------------	--

### *Impairment of interest in an associate*

We identified the impairment of interest in an associate as a key audit matter because the impairment test of the Group's interest in Road King Infrastructure Limited ("Road King"), an associate of the Group, requires a comparison of its recoverable amount (higher of value in use and fair value less costs of disposal) with its carrying amount. As the fair value less costs of disposal of the listed shares of Road King is lower than the value in use, the management determined the recoverable amount of Road King using the value in use calculation. As disclosed in note 21 to the consolidated financial statements, the carrying amount of interest in Road King was HK\$5,448,801,000.

The value in use calculation requires the Group to estimate the future cash flows expected to be generated from the operations of Road King and the proceeds on the ultimate disposal of the investment with assumptions of suitable growth rate and discount rate in order to calculate the present value.

Our procedures in relation to the impairment assessment of interest in an associate included:

- Comparing the value in use and fair value less costs of disposal to determine the recoverable amount of interest in Road King;
- Evaluating the management's estimation of the future cash flows expected to be generated from the operations or the dividend received from Road King, obtaining the present value of the estimated future cash flows for value in use calculation and comparing the growth rate of revenue from the operations to the average growth rate of the earnings per share of Road King in the past years;
- Evaluating the reasonableness of the expected dividend yield adopted by the Group based on the past experience of the Group; and
- Assessing the reasonableness of the discount rate used in the cash flow forecasts with reference to the entity-specific data.

# Independent Auditor's Report

## KEY AUDIT MATTERS (Cont'd)

Key audit matter	How our audit addressed the key audit matter
<p><b><i>Recognition of revenue and costs from construction contracts and amounts due from (to) customers for contract work</i></b></p> <p>We identified the recognition of revenue and costs from construction contracts and amounts due from (to) customers for contract work as a key audit matter because the Group recognised revenue from construction contracts using the percentage of completion method, measured by reference to the value of work performed during the year and the estimated total contract value including variations in contract work, claims and incentive payments which involve the management's best estimates and judgments, as disclosed in note 4 to the consolidated financial statements.</p> <p>The management estimated the construction costs which mainly comprise sub-contracting charges and costs of materials based on the quotations from time to time provided by the major contractors/suppliers/vendors and the experience of the management.</p>	<p>Our procedures in relation to the construction revenue and costs recognised and amounts due from (to) customers for contract work included:</p> <ul style="list-style-type: none"><li>• Agreeing the budget construction revenue to the construction contracts and variation orders, if any, and architect's instructions or other form of agreements or other correspondences, and discussing with the project managers to evaluate the reasonableness of their estimated total budget contract revenue based on the size and complexity of the construction contracts, on a sample basis;</li><li>• Discussing with the project managers to evaluate the reasonableness of their estimated construction costs, taking into account the profit margin of similar projects, the duration and the complexity of the projects etc;</li><li>• Discussing with the project managers to understand the status of completion of the relevant construction projects and the reasons for the change of budget contract value and contract costs during the year;</li><li>• Verifying the reasonableness of estimated total costs by matching against the latest costs quotations provided by the major contractors/suppliers/vendors on a sample basis;</li></ul>

# Independent Auditor's Report

## KEY AUDIT MATTERS (Cont'd)

Key audit matter	How our audit addressed the key audit matter
<i>Recognition of revenue and costs from construction contracts and amounts due from (to) customers for contract work (Cont'd)</i>	<ul style="list-style-type: none"><li>• Verifying whether value of work has been reasonably recognised as contract revenue, by performing the following procedures on a sample basis:<ol style="list-style-type: none"><li>(1) Checking to the latest certificate issued by the independent surveyors ("Surveyors") before year end date for the verification of the value of work already performed during the year;</li><li>(2) Checking to the Group's internal construction progress report and other supporting documents for those work already performed but not yet certified by the Surveyors before year end; and</li><li>(3) Checking to the certificates issued by the Surveyors subsequent to year end date, to verify the uncertified work before year end has been subsequently certified by the Surveyors; and</li></ol></li><li>• Checking calculation of stage of completion, on a sample basis and performing comparisons between the percentage of completion and the percentage of progress billing on selected contracts to identify and investigate any significant differences.</li></ul>



# Independent Auditor's Report

## KEY AUDIT MATTERS (Cont'd)

Key audit matter	How our audit addressed the key audit matter
<p><b><i>Recoverability of trade receivables and retention receivables</i></b></p> <p>We identified the recoverability of trade receivables and retention receivables as a key audit matter due to the significance of the balances to the consolidated financial statements as a whole, and there is a risk that the amount recorded is not fully recoverable. As disclosed in note 29 to the consolidated financial statements, trade receivables and retention receivables of the Group carried at HK\$919,707,000 and HK\$331,752,000, respectively, which represents 9% and 3% of the Group's total assets, respectively.</p> <p>The Group may be exposed to risk of default in respect of trade receivables and retention receivables for the construction projects with disputes with customers or unforeseen delay.</p>	<p>Our procedures in relation to the recoverability of trade receivables and retention receivables included:</p> <ul style="list-style-type: none"><li>• Obtaining the aging and breakdown of trade receivables and retention receivables, assessing their history of repayment and focusing on long-aged debts for which no provision had been made;</li><li>• Evaluating the credit control policy of the Group and assessing management's judgement on provision of long-aged balances; and</li><li>• Discussing with the project managers for their evaluation of the impact of disputes with customers and unforeseen delay of construction projects, if any, on the recoverability of trade receivables and retention receivables and checking to relevant correspondences and documents to assess the reasonableness of project managers' evaluation.</li></ul>

# Independent Auditor's Report

## OTHER INFORMATION

The directors of the Company are responsible for the other information. The other information comprises Chairman's Statement, Directors' Report, Corporate Governance Report and Environmental, Social and Governance Report included in the annual report, but does not include the consolidated financial statements and our auditor's report thereon.

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

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

## RESPONSIBILITIES OF DIRECTORS AND THOSE CHARGED WITH GOVERNANCE 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 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.

Those charged with governance are responsible for overseeing the Group's financial reporting process.

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

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion solely to you, as a body, in accordance with Section 90 of the Bermuda Companies Act, 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 Auditor's Report

## AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS (Cont'd)

As part of an audit in accordance with HKSAAs, we exercise professional judgment and maintain professional skepticism 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 directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- 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.

# Independent Auditor's Report

## **AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS (Cont'd)**

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

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

The engagement partner on the audit resulting in the independent auditor's report is Lam Chi Hong.

**Deloitte Touche Tohmatsu**

*Certified Public Accountants*

Hong Kong

13th March, 2017

# Consolidated Statement of Profit or Loss

For the year ended 31st December, 2016

	<i>Notes</i>	<b>2016</b> <b>HK\$'000</b>	2015 <i>HK\$'000</i>
Revenue	5	<b>5,327,112</b>	5,019,483
Cost of sales		<b>(4,754,397)</b>	(4,578,043)
Gross profit		<b>572,715</b>	441,440
Other income	7	<b>87,581</b>	42,134
Investment income, gains and losses	8	<b>(207)</b>	3,448
Selling and distribution costs		<b>(81,707)</b>	(72,202)
Administrative expenses		<b>(342,535)</b>	(280,464)
Finance costs	9	<b>(68,600)</b>	(22,452)
Share of results of associates		<b>516,463</b>	334,839
Share of results of joint ventures		<b>7,512</b>	–
Other gains and losses	10	<b>72,764</b>	22,384
Profit before tax	11	<b>763,986</b>	469,127
Income tax expense	14	<b>(29,573)</b>	(3,010)
<b>Profit for the year</b>		<b>734,413</b>	466,117
Profit for the year attributable to:			
Owners of the Company		<b>669,320</b>	420,865
Non-controlling interests		<b>65,093</b>	45,252
		<b>734,413</b>	466,117
		<b>HK cents</b>	<i>HK cents</i>
<b>Earnings per share</b>	16		
– Basic		<b>84.39</b>	53.06
– Diluted		<b>N/A</b>	53.06

# Consolidated Statement of Profit or Loss and Other Comprehensive Income

For the year ended 31st December, 2016

	2016 <i>HK\$'000</i>	2015 <i>HK\$'000</i>
Profit for the year	<b>734,413</b>	466,117
<b>Other comprehensive expense</b>		
<b>Items that may be reclassified subsequently to profit or loss:</b>		
Exchange differences arising on translation of foreign operations	<b>(7,362)</b>	(6,318)
Share of translation reserves of associates	<b>(309,736)</b>	(205,799)
Other comprehensive expense for the year	<b>(317,098)</b>	(212,117)
<b>Total comprehensive income for the year</b>	<b>417,315</b>	254,000
Total comprehensive income for the year attributable to:		
Owners of the Company	<b>355,467</b>	211,945
Non-controlling interests	<b>61,848</b>	42,055
	<b>417,315</b>	254,000

# Consolidated Statement of Financial Position

At 31st December, 2016

	<i>Notes</i>	<b>2016</b> <b>HK\$'000</b>	2015 HK\$'000
<b>Non-current assets</b>			
Property, plant and equipment	17	558,789	319,644
Intangible assets	18	580,244	615,349
Goodwill	19	29,838	29,838
Interests in associates	21	5,569,562	5,417,155
Interests in joint ventures	22	58,518	–
Available-for-sale investments	24	109,215	42,676
Other financial asset	25	41,128	44,624
Loan and other receivables	26	108,258	23,522
Deposits paid for acquisition of property, plant and equipment		1,320	410
		<b>7,056,872</b>	6,493,218
<b>Current assets</b>			
Inventories	27	63,002	45,801
Amounts due from customers for contract work	28	324,351	485,303
Debtors, deposits and prepayments	29	1,463,404	1,092,848
Amounts due from associates	30	12,786	10,210
Amount due from a joint venture	30	321	321
Amounts due from other partners of joint operations	30	39,643	24,366
Tax recoverable		17,078	2,682
Held-for-trading investments	31	25,562	27,430
Pledged bank deposits	32	101	80
Bank balances and cash	32	986,452	881,851
		<b>2,932,700</b>	2,570,892
<b>Current liabilities</b>			
Amounts due to customers for contract work	28	637,795	664,790
Creditors and accrued charges	33	1,588,586	1,445,797
Amounts due to associates	34	16,400	14,458
Amount due to a joint venture	34	1,142	1,142
Amounts due to other partners of joint operations	34	70,795	12,119
Amounts due to non-controlling shareholders	34	3,359	3,359
Tax liabilities		22,648	3,746
Bank loans	35	301,011	325,408
		<b>2,641,736</b>	2,470,819
<b>Net current assets</b>		<b>290,964</b>	100,073
<b>Total assets less current liabilities</b>		<b>7,347,836</b>	6,593,291

# Consolidated Statement of Financial Position

At 31st December, 2016

	<i>Notes</i>	<b>2016</b> <b>HK\$'000</b>	2015 <i>HK\$'000</i>
<b>Non-current liabilities</b>			
Payable for extraction right	36	<b>386,495</b>	471,180
Provision for rehabilitation costs	37	<b>28,202</b>	26,889
Deferred tax liabilities	38	<b>5,750</b>	5,750
Obligations in excess of interests in associates	21	<b>16,208</b>	16,195
Amount due to an associate	39	<b>4,238</b>	4,807
Bank loans	35	<b>483,250</b>	18,000
Bonds	40	<b>206,580</b>	150,724
		<b>1,130,723</b>	693,545
<b>Net assets</b>			
		<b>6,217,113</b>	5,899,746
<b>Capital and reserves</b>			
Share capital	41	<b>79,312</b>	79,312
Share premium and reserves		<b>5,873,007</b>	5,619,522
Equity attributable to owners of the Company		<b>5,952,319</b>	5,698,834
Non-controlling interests	42	<b>264,794</b>	200,912
<b>Total equity</b>			
		<b>6,217,113</b>	5,899,746

The consolidated financial statements on pages 68 to 150 were approved and authorised for issue by the Board of Directors on 13th March, 2017 and are signed on its behalf by:

**Zen Wei Pao, William**  
*Chairman*

**Zen Wei Peu, Derek**  
*Vice Chairman*



# Consolidated Statement of Changes in Equity

For the year ended 31st December, 2016

	Equity attributable to owners of the Company									
	Share capital HK\$'000	Share premium HK\$'000	Translation reserve HK\$'000 (note 42)	Special reserve HK\$'000 (note a)	Assets revaluation reserve HK\$'000	Other reserve HK\$'000 (note b)	Retained profits HK\$'000	Total HK\$'000	Non-controlling interests HK\$'000 (note 42)	Total equity HK\$'000
At 1st January, 2015	79,312	731,906	892,558	(29,530)	2,319	(7,335)	3,951,033	5,620,263	159,805	5,780,068
Profit for the year	-	-	-	-	-	-	420,865	420,865	45,252	466,117
Other comprehensive expense for the year	-	-	(208,920)	-	-	-	-	(208,920)	(3,197)	(212,117)
Total comprehensive (expense) income for the year	-	-	(208,920)	-	-	-	420,865	211,945	42,055	254,000
Sub-total	79,312	731,906	683,638	(29,530)	2,319	(7,335)	4,371,898	5,832,208	201,860	6,034,068
Capital contribution from a non-controlling shareholder	-	-	-	-	-	-	-	-	6,370	6,370
Distribution to non-controlling shareholders	-	-	-	-	-	-	-	-	(6,064)	(6,064)
Acquisition of additional interest in a subsidiary	-	-	-	-	-	(129)	-	(129)	(1,254)	(1,383)
Dividends paid (note 15)	-	-	-	-	-	-	(133,245)	(133,245)	-	(133,245)
At 31st December, 2015	79,312	731,906	683,638	(29,530)	2,319	(7,464)	4,238,653	5,698,834	200,912	5,899,746
Profit for the year	-	-	-	-	-	-	669,320	669,320	65,093	734,413
Other comprehensive expense for the year	-	-	(313,853)	-	-	-	-	(313,853)	(3,245)	(317,098)
Total comprehensive (expense) income for the year	-	-	(313,853)	-	-	-	669,320	355,467	61,848	417,315
Sub-total	79,312	731,906	369,785	(29,530)	2,319	(7,464)	4,907,973	6,054,301	262,760	6,317,061
Capital contribution from non-controlling shareholders	-	-	-	-	-	-	-	-	15,685	15,685
Distribution to non-controlling shareholders	-	-	-	-	-	-	-	-	(8,797)	(8,797)
Acquisition of additional interest in a subsidiary	-	-	-	-	-	(462)	-	(462)	(5,054)	(5,516)
Disposal of partial interest in a subsidiary without losing control (note c)	-	-	-	-	-	-	-	-	200	200
Dividends paid (note 15)	-	-	-	-	-	-	(101,520)	(101,520)	-	(101,520)
<b>At 31st December, 2016</b>	<b>79,312</b>	<b>731,906</b>	<b>369,785</b>	<b>(29,530)</b>	<b>2,319</b>	<b>(7,926)</b>	<b>4,806,453</b>	<b>5,952,319</b>	<b>264,794</b>	<b>6,217,113</b>

## Notes:

- (a) The special reserve represents the difference between the nominal value of the shares of the acquired subsidiaries and the nominal value of the Company's shares issued for the acquisition at the time of the group reorganisation in 1992.
- (b) The other reserve represents the difference between the amount by which the non-controlling interests are adjusted and the fair value of the consideration paid or received is recognised directly in equity and attributed to owners of the Company regarding the changes in the Group's ownership interests in subsidiaries that do not result in the Group losing control over the subsidiaries.
- (c) On 19th December, 2016, Build King Holdings Limited ("Build King"), the Company's 52.78% (2015: 51.49%) subsidiary whose shares are listed on the Main Board of The Stock Exchange of Hong Kong Limited (the "Stock Exchange"), entered into a sale and purchase agreement to dispose of its 20% equity interest in a wholly owned subsidiary incorporated in Hong Kong, Build King Interior & Construction Limited, to an independent third party at a consideration of HK\$200,000. The disposal had been accounted for as equity transactions. In the opinion of the directors, the difference between the consideration received and the net assets value disposed of was considered insignificant.

# Consolidated Statement of Cash Flows

For the year ended 31st December, 2016

	2016 <i>HK\$'000</i>	2015 <i>HK\$'000</i>
<b>Operating activities</b>		
Profit before tax	<b>763,986</b>	469,127
Adjustments for:		
Finance costs	<b>68,600</b>	22,452
Share of results of associates	<b>(516,463)</b>	(334,839)
Share of results of joint ventures	<b>(7,512)</b>	–
Interest on loan and other receivables	<b>(26,570)</b>	–
Interest on bank deposits	<b>(251)</b>	(449)
Interest on amounts due from associates	<b>(215)</b>	(139)
Interest on other financial asset	<b>(1,111)</b>	(1,223)
Imputed interest on loan and other receivables	<b>(99)</b>	(307)
Gain on bargain purchase arising from acquisitions of subsidiaries	–	(233)
Loss (gain) on change in fair value of held-for-trading investments, net	<b>1,868</b>	(1,184)
Dividend income from held-for-trading investments	<b>(1,661)</b>	(2,264)
Discount on acquisition of additional interest in an associate	<b>(72,404)</b>	(63,210)
Loss on deemed disposal of partial interest in an associate	–	41,291
Gain on disposal of property, plant and equipment, net	<b>(360)</b>	(465)
Allowance for doubtful debts	<b>1,427</b>	2,470
Amortisation of intangible assets	<b>17,287</b>	1,431
Depreciation of property, plant and equipment	<b>60,480</b>	50,071
Operating cash flows before movements in working capital	<b>287,002</b>	182,529
Decrease in other financial asset	<b>3,496</b>	4,797
Increase in inventories	<b>(1,162)</b>	(9,053)
Decrease in amounts due from customers for contract work	<b>174,412</b>	23,711
Increase in debtors, deposits and prepayments	<b>(352,770)</b>	(91,158)
Decrease in amounts due to customers for contract work	<b>(26,995)</b>	(42,441)
Increase in creditors and accrued charges	<b>26,308</b>	401,222
Cash from operations	<b>110,291</b>	469,607
Income taxes paid	<b>(25,067)</b>	(4,492)
<b>Net cash from operating activities</b>	<b>85,224</b>	465,115

# Consolidated Statement of Cash Flows

For the year ended 31st December, 2016

	Notes	2016 HK\$'000	2015 HK\$'000
<b>Investing activities</b>			
Interest received		2,362	2,095
Dividends received from held-for-trading investments		1,661	2,264
Distributions received from associates		168,541	174,152
Proceeds from disposal of property, plant and equipment		1,548	1,894
Purchase of property, plant and equipment		(314,221)	(231,106)
Deposits paid for acquisition of property, plant and equipment		(1,320)	(410)
Acquisition of additional interest in a subsidiary		(5,516)	(1,383)
Acquisition of interests in associates		(41,804)	(43,529)
Proceeds from capital reduction of an associate		–	2,357
Net cash inflow arising on acquisition of a subsidiary	51	–	18,038
Acquisition of interests in joint ventures		(51,006)	–
Acquisition of available-for-sale investments		(66,539)	–
Advances of loan and other receivables		(379,458)	–
Settlement of loan and other receivables		300,217	4,570
(Advances to) repayments from associates		(2,361)	744
(Advances to) repayments from other partners of joint operations		(15,277)	100,624
Placement in pledged bank deposits		(21)	(20)
<b>Net cash (used in) from investing activities</b>		<b>(403,194)</b>	30,290
<b>Financing activities</b>			
Interest paid		(34,468)	(13,940)
Dividends paid	15	(101,520)	(133,245)
Distributions to non-controlling shareholders		(8,797)	(6,064)
Capital contribution from non-controlling shareholders		15,685	6,370
Advances from associates		836	89
Advances from (repayments to) other partners of joint operations		58,676	(114,314)
New bank loans raised		659,338	165,843
Repayments of bank loans		(218,485)	(117,693)
Bonds issued, net	40	55,370	150,430
Proceeds from disposal of partial interest in a subsidiary without losing control		200	–
<b>Net cash from (used in) financing activities</b>		<b>426,835</b>	(62,524)
<b>Net increase in cash and cash equivalents</b>		<b>108,865</b>	432,881
Cash and cash equivalents at the beginning of the year		881,851	453,200
Effect of foreign exchange rate changes, net		(4,264)	(4,230)
<b>Cash and cash equivalents at the end of the year</b>		<b>986,452</b>	881,851
<b>Analysis of the balance of cash and cash equivalents</b>			
Bank balances and cash		986,452	881,851

# Notes to the Consolidated Financial Statements

For the year ended 31st December, 2016

## 1. GENERAL

The Company was incorporated in Bermuda as an exempted company with limited liability and its shares are listed on the Main Board of the Stock Exchange. The addresses of the registered office and principal place of business of the Company are disclosed in the section headed “Corporate Information” to the annual report.

The Company acts as an investment holding company. The principal activities of its principal subsidiaries, principal associates and joint ventures are set out in notes 52, 21 and 22 respectively.

The consolidated financial statements are presented in Hong Kong dollar which is the functional currency of the Company.

## 2. APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”)

In the current year, the Group has applied, for the first time, the following amendments to HKFRSs issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”):

Amendments to HKAS1	Disclosure Initiative
Amendments to HKAS 16 and HKAS 38	Clarification of Acceptable Methods of Depreciation and Amortisation
Amendments to HKAS 16 and HKAS 41	Agriculture: Bearer Plants
Amendments to HKFRS 10, HKFRS 12 and HKAS 28	Investment Entities: Applying the Consolidation Exception
Amendments to HKFRS 11	Accounting for Acquisitions of Interests in Joint Operations
Amendments to HKFRSs	Annual Improvements to HKFRSs 2012-2014 Cycle

The application of the above amendments to HKFRSs in the current year has had no material effect on the Group’s financial performance and positions for the current and prior years and/or on the disclosures set out in the Group’s consolidated financial statements.

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

HKFRS 9	Financial Instruments <sup>2</sup>
HKFRS 15	Revenue from Contracts with Customers and the related Amendments <sup>2</sup>
HKFRS 16	Leases <sup>3</sup>
Amendments to HKAS 7	Disclosure Initiative <sup>1</sup>
Amendments to HKAS 12	Recognition of Deferred Tax Assets for Unrealised Losses <sup>1</sup>
Amendments to HKFRS 2	Classification and Measurement of Share-based Payment Transactions <sup>2</sup>
Amendments to HKFRS 4	Applying HKFRS 9 “Financial Instruments” with HKFRS 4 “Insurance Contracts” <sup>2</sup>
Amendments to HKFRS 10 and HKAS 28	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture <sup>4</sup>

# Notes to the Consolidated Financial Statements

For the year ended 31st December, 2016

## 2. APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (Cont’d)

- <sup>1</sup> Effective for accounting periods beginning on or after 1st January, 2017.
- <sup>2</sup> Effective for accounting periods beginning on or after 1st January, 2018.
- <sup>3</sup> Effective for accounting periods beginning on or after 1st January, 2019.
- <sup>4</sup> Effective for accounting periods beginning on or after a date to be determined.

### HKFRS 15 “Revenue from Contracts with Customers”

HKFRS 15 was issued which establishes a single comprehensive model for entities to use in accounting for revenue arising from contracts with customers. HKFRS 15 will supersede the current revenue recognition guidance including HKAS 18 “Revenue”, HKAS 11 “Construction Contracts” and the related interpretations when it becomes effective. The core principle of HKFRS 15 is that an entity should recognise revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for goods or services. Specifically, the standard introduces a 5-step approach to revenue recognition:

- Step 1: Identify the contract(s) with customer;
- Step 2: Identify the performance obligations in the contract;
- Step 3: Determine the transaction price;
- Step 4: Allocate the transaction price to the performance obligations in the contract; and
- Step 5: Recognise revenue when (or as) the entity satisfies a performance obligation.

Under HKFRS 15, an entity 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. Far more prescriptive guidance has been added in HKFRS 15 to deal with specific scenarios. Furthermore, extensive disclosures are required by HKFRS 15.

In 2016, the HKICPA issued Clarifications to HKFRS 15 in relation to the identification of performance obligations, principal versus agent considerations, as well as licensing application guidance.

The management of the Group anticipates that the application of HKFRS 15 in the future may result in more disclosures, however, the management of the Group do not anticipate that the application of HKFRS 15 will have a material impact on the timing and amounts of revenue recognised in respective reporting periods.

# Notes to the Consolidated Financial Statements

For the year ended 31st December, 2016

## 2. APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (Cont’d)

### 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. 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, 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 upfront prepaid lease payments as investing cash flows in relation to leasehold lands for owned use and those classified as investment properties while other operating lease payments are presented as operating cash flows. Under 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 and operating/financing cash flows respectively.

Under HKAS 17, the Group has already recognised an asset and a related finance lease liability for finance lease arrangement and prepaid lease payments for leasehold lands 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.

In contrast to lessee accounting, 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.

At 31st December, 2016, the Group, as lessee, has non-cancellable operating lease commitments of HK\$62,442,000 as disclosed in note 47. The management of the Group anticipates that the application of HKFRS 16 in the future may affect the amounts reported and related disclosures. However, it is not practicable to provide a reasonable estimate of the effect of HKFRS 16 until the Group performs a detailed review.

# Notes to the Consolidated Financial Statements

For the year ended 31st December, 2016

## 2. APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (Cont’d)

### HKFRS 9 “Financial Instruments”

HKFRS 9 introduces new requirements for the classification and measurement of financial assets and financial liabilities, general hedge accounting and impairment requirements for financial assets.

Key requirements of HKFRS 9 which are relevant to the Group are:

- all recognised financial assets that are within the scope of HKFRS 9 are required to be subsequently measured at amortised cost or fair value. Specifically, debt investments that are held within a business model whose objective is to collect the contractual cash flows, and that have contractual cash flows that are solely payments of principal and interest on the principal outstanding are generally measured at amortised cost at the end of subsequent accounting periods. Debt instruments that are held within a business model whose objective is achieved both by collecting contractual cash flows and selling financial assets, and that have contractual terms that give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding, are generally measured at fair value through other comprehensive income. All other debt investments and equity investments are measured at their fair values at the end of subsequent accounting periods. In addition, under HKFRS 9, entities may make an irrevocable election to present subsequent changes in the fair value of an equity investment (that is not held for trading) in other comprehensive income, with only dividend income generally recognised in profit or loss.
- in relation to the impairment of financial assets, HKFRS 9 requires an expected credit loss model, as opposed to an incurred credit loss model under HKAS 39. The expected credit loss model requires an entity to account for expected credit losses and changes in those expected credit losses at each reporting date to reflect changes in credit risk since initial recognition. In other words, it is no longer necessary for a credit event to have occurred before credit losses are recognised.

Based on the Group’s financial instruments and risk management policies at 31st December, 2016, application of HKFRS 9 in the future may have a material impact on the classification and measurement of the Group’s financial assets. The Group’s available-for-sale investments, including those currently stated at cost less impairment, will either be measured as fair value through profit or loss or be designated as fair value through other comprehensive income (subject to fulfillment of the designation criteria). In addition, the expected credit loss model may result in early provision of credit losses which are not yet incurred in relation to the Group’s financial assets measured at amortised cost.

Except as described above, the management anticipates that the application of the above new and amendments to HKFRSs will have no material effect on the Group’s consolidated financial statements.

# Notes to the Consolidated Financial Statements

For the year ended 31st December, 2016

## 3. SIGNIFICANT ACCOUNTING POLICIES

The consolidated financial statements have been prepared in accordance with HKFRSs issued by the HKICPA. In addition, the consolidated financial statements include applicable disclosures required by the Rules Governing the Listing of Securities on the Stock Exchange (the “Listing Rules”) and by the Hong Kong Companies Ordinance.

The consolidated financial statements have been prepared on the historical cost basis except for certain financial instruments, which are measured at fair values, as explained in the accounting policies set out below.

Historical cost is generally based on the fair value of the consideration given in exchange for goods and services.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Group takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date. Fair value for measurement and/or disclosure purposes in these consolidated financial statements is determined on such a basis, except for share-based payment transactions that are within the scope of HKFRS 2 “Share-based Payment”, leasing transactions that are within the scope of HKAS 17 “Leases”, and measurements that have some similarities to fair value but are not fair value, such as net realisable value in HKAS 2 “Inventories” or value in use in HKAS 36 “Impairment of Assets”.

In addition, for financial reporting purposes, fair value measurements are categorised into Level 1, 2 or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, which are described as follows:

- Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date;
- Level 2 inputs are inputs, other than quoted prices included within Level 1, that are observable for the asset or liability, either directly or indirectly; and
- Level 3 inputs are unobservable inputs for the asset or liability.

The principal accounting policies are set out below:

### Basis of consolidation

The consolidated financial statements incorporate the financial statements of the Company and entities controlled by the Company and its subsidiaries. Control is achieved where the Company:

- has power over the investee;
- is exposed, or has rights, to variable returns from its involvement with the investee; and
- has the ability to use its power to affect its returns.



# Notes to the Consolidated Financial Statements

For the year ended 31st December, 2016

## 3. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

### **Basis of consolidation (Cont'd)**

The Company reassesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control listed above.

Consolidation of a subsidiary begins when the Group obtains control over the subsidiary and ceases when the Group loses control of the subsidiary. Specifically, income and expenses of a subsidiary acquired or disposed of during the year are included in the consolidated statement of profit or loss from the date the Group gains control until the date when the Group ceases to control the subsidiary.

Where necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies into line with the Group's accounting policies.

All intra-group assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

Non-controlling interests in subsidiaries are identified separately from the Group's equity therein.

### ***Allocation of total comprehensive income to non-controlling interests***

Total comprehensive income and expense of a subsidiary is attributed to the owners of the Company and to the non-controlling interests even if this results in the non-controlling interests having a deficit balance.

### ***Changes in the Group's ownership interests in existing subsidiaries***

Changes in the Group's ownership interests in existing subsidiaries that do not result in the Group losing control over the subsidiaries are accounted for as equity transactions. The carrying amounts of the Group's relevant components of equity including reserves and the non-controlling interests are adjusted to reflect the changes in their relative interests in the subsidiaries. Any difference between the amount by which the non-controlling interests are adjusted after re-attribution of the relevant equity components, and the fair value of the consideration paid or received is recognised directly in equity and attributed to owners of the Company.

When the Group loses control of a subsidiary, a gain or loss is recognised in profit or loss and is calculated as the difference between (i) the aggregate of the fair value of the consideration received and the fair value of any retained interest and (ii) the previous carrying amount of the assets (including goodwill), and liabilities of the subsidiary attributable to the owners of the Company. All amounts previously recognised in other comprehensive income in relation to that subsidiary are accounted for as if the Group had directly disposed of the related assets or liabilities of the subsidiary (i.e. reclassified to profit or loss or transferred to another category of equity as specified/permitted by applicable HKFRSs). The fair value of any investment retained in the former subsidiary at the date when control is lost is regarded as the fair value on initial recognition for subsequent accounting under HKAS 39 "Financial Instruments: Derecognition and Measurement", when applicable, the cost on initial recognition of an investment in an associate or a joint venture.

# Notes to the Consolidated Financial Statements

For the year ended 31st December, 2016

## 3. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

### Business combinations

Acquisitions of businesses are accounted for using the acquisition method. The consideration transferred in a business combination is measured at fair value, which is calculated as the sum of the acquisition-date fair values of the assets transferred by the Group, liabilities incurred by the Group to the former owners of the acquiree and the equity interests issued by the Group in exchange for control of the acquiree. Acquisition-related costs are generally recognised in profit or loss as incurred.

At the acquisition date, the identifiable assets acquired and the liabilities assumed are recognised at their fair values at the acquisition date, except that:

- deferred tax assets or liabilities and liabilities or assets related to employee benefit arrangements are recognised and measured in accordance with HKAS 12 “Income Taxes” and HKAS 19 “Employee Benefits” respectively;
- liabilities or equity instruments related to share-based payment arrangements of the acquiree or share-based payment arrangements of the Group entered into to replace share-based payment arrangements of the acquiree are measured in accordance with HKFRS 2 “Share-based Payment” at the acquisition date (see the accounting policy below); and
- assets (or disposal groups) that are classified as held for sale in accordance with HKFRS 5 “Non-current Assets Held for Sale and Discontinued Operations” are measured in accordance with that standard.

Goodwill is measured as the excess of the sum of the consideration transferred, the amount of any non-controlling interests in the acquiree, and the fair value of the acquirer’s previously held equity interest in the acquiree (if any) over the net amounts of the identifiable assets acquired and the liabilities assumed as at acquisition date. If, after re-assessment, the net of the acquisition-date amounts of the identifiable assets acquired and liabilities assumed exceeds the sum of the consideration transferred, the amount of any non-controlling interests in the acquiree and the fair value of the acquirer’s previously held equity interest in the acquiree (if any), the excess is recognised immediately in profit or loss as a bargain purchase gain.

Non-controlling interests that are present ownership interests and entitle their holders to a proportionate share of the relevant subsidiary’s net assets in the event of liquidation may be initially measured either at fair value or at the non-controlling interests’ proportionate share of the recognised amounts of the acquiree’s identifiable net assets. The choice of measurement basis is made on a transaction-by-transaction basis. Other types of non-controlling interests are measured at their fair value or when applicable, on the basis specified in another standard.

# Notes to the Consolidated Financial Statements

For the year ended 31st December, 2016

## 3. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

### Business combinations (Cont'd)

Where the consideration transferred by the Group in a business combination includes assets or liabilities resulting from a contingent consideration arrangement, the contingent consideration is measured at its acquisition-date fair value and considered as part of the consideration transferred in a business combination. Changes in the fair value of the contingent consideration that qualify as measurement period adjustments are adjusted retrospectively, with the corresponding adjustments made against goodwill. Measurement period adjustments are adjustments that arise from additional information obtained during the "measurement period" (which cannot exceed one year from the acquisition date) about facts and circumstances that existed at the acquisition date.

The subsequent accounting for changes in the fair value of the contingent consideration that do not qualify as measurement period adjustments depends on how the contingent consideration is classified. Contingent consideration that is classified as equity is not remeasured at subsequent reporting dates and its subsequent settlement is accounted for within equity. Contingent consideration that is classified as an asset or a liability is remeasured at subsequent reporting dates in accordance with HKAS 39, or HKAS 37 "Provisions, Contingent Liabilities and Contingent Assets", as appropriate, with the corresponding gain or loss being recognised in profit or loss.

When a business combination is achieved in stages, the Group's previously held equity interest in the acquiree is remeasured to fair value at the acquisition date (i.e. the date when the Group obtains control), and the resulting gain or loss, if any, is recognised in profit or loss. Amounts arising from interests in the acquiree prior to the acquisition date that have previously been recognised in other comprehensive income are reclassified to profit or loss where such treatment would be appropriate if that interest were disposed of.

If the initial accounting for a business combination is incomplete by the end of the reporting period in which the combination occurs, the Group reports provisional amounts for the items for which the accounting is incomplete. Those provisional amounts are adjusted during the measurement period (see above), or additional assets or liabilities are recognised, to reflect new information obtained about facts and circumstances that existed at the acquisition date that, if known, would have affected the amounts recognised at that date.

Business combinations achieved in stages were accounted for as separate steps. Goodwill was determined at each step. Any additional acquisition did not affect the previously recognised goodwill.

### Goodwill

Goodwill arising on an acquisition of a business is carried at cost less accumulated impairment losses, if any, and is presented separately in the consolidated statement of financial position.

For the purposes of impairment testing, goodwill is allocated to each of the cash-generating units (or groups of cash-generating units) that is expected to benefit from the synergies of the combination, which represent the lowest level at which the goodwill is monitored for internal management purposes and not larger than an operating segment.

# Notes to the Consolidated Financial Statements

For the year ended 31st December, 2016

## 3. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

### Goodwill (Cont'd)

A cash-generating unit (or group of cash-generating units) to which goodwill has been allocated is tested for impairment annually, or more frequently whenever there is indication that the unit may be impaired. For goodwill arising on an acquisition in a reporting period, the cash-generating unit (or group of cash-generating units) to which goodwill has been allocated is tested for impairment before the end of that reporting period. If the recoverable amount of the cash-generating unit is less than the carrying amount of the unit, the impairment loss is allocated first to reduce the carrying amount of any goodwill allocated to the unit, and then to the other assets of the unit pro rata on the basis of the carrying amount of each asset in the unit. Any impairment loss for goodwill is recognised directly in profit or loss. An impairment loss for goodwill is not reversed in subsequent periods.

On disposal of the relevant cash-generating unit, the attributable amount of goodwill is included in the determination of the amount of profit or loss on disposal.

### Revenue recognition

Revenue is measured at the fair value of the consideration received or receivable and represents amounts receivable for goods sold and services provided in the normal course of business, net of discounts and sales related taxes.

Revenue is recognised when the amount of revenue can be reliably measured; when it is probable that future economic benefits will flow to the Group and when specific criteria have been met for each of the Group's activities, as described below.

Deposits and instalments received from customers prior to meeting the criteria below on revenue recognition are included in the consolidated statement of financial position under current liabilities.

Revenue from sale of goods is recognised when goods are delivered and title has been passed. It is recognised when all the following conditions are satisfied:

- the Group has transferred to the buyer the significant risks and rewards of ownership of the goods;
- the Group retains neither continuing managerial involvement to the degree usually associated with ownership nor effective control over the goods sold;
- the amount of revenue can be measured reliably;
- it is probable that the economic benefits associated with the transaction will flow to the Group; and
- the costs incurred or to be incurred in respect of the transaction can be measured reliably.

# Notes to the Consolidated Financial Statements

For the year ended 31st December, 2016

## 3. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

### Revenue recognition (Cont'd)

#### *Construction contracts*

When the outcome of a construction contract can be estimated reliably, revenue from fixed price construction contracts is recognised using the percentage of completion method, measured by reference to the value of work performed during the year. Variations in contract work, claims, and incentive payments are included to the extent that the amount can be measured reliably and its receipt is considered probable.

When the outcome of a construction contract cannot be estimated reliably, contract revenue is recognised only to the extent of contract costs incurred that it is probable will be recoverable. Contract costs are recognised as expenses in the period in which they are incurred.

#### *Others*

Service income, including that from operating services provided under service concession arrangements, is recognised when services are provided.

Dividend income from investments is recognised when the shareholder's rights to receive payment have been established (provided that it is probable that the economic benefits will flow to the Group and the amount of revenue can be measured reliably).

Interest income from a financial asset is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts the estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount on initial recognition.

The accounting policy of recognition of revenue from operating lease is set out in "Leasing" below.

### Property, plant and equipment

Property, plant and equipment (other than plant under construction and vessels under construction) are stated at cost less accumulated depreciation and accumulated impairment losses, if any.

Depreciation is recognised so as to write off the cost of items of property, plant and equipment over their estimated useful lives using the straight-line method. The estimated useful lives, residual values and depreciation method are reviewed at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis.

Plant and vessels in the course of construction for production, supply or administrative purposes are carried at cost, less any recognised impairment loss. Costs include professional fees and, for qualifying assets, borrowing costs capitalised. Such properties are classified to the appropriate categories of property, plant and equipment when completed and ready for intended use. Depreciation of these assets, on the same basis as other property assets, commences when the assets are ready for their intended use.

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in profit or loss.

# Notes to the Consolidated Financial Statements

For the year ended 31st December, 2016

## 3. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

### **Intangible assets**

#### ***Intangible assets acquired separately***

Intangible assets with finite useful lives that are acquired separately are carried at revalued amounts, being their fair value at the date of the revaluation less subsequent accumulated amortisation and any accumulated impairment losses.

Amortisation for intangible assets with finite useful lives is recognised on units of production method to reflect the expected pattern of production of the expected future economic benefits embodied in an intangible asset. The estimated useful life and amortisation method are reviewed at the end of each reporting period, with the effect of any changes in estimate being accounted for on a prospective basis.

#### ***Intangible assets acquired in a business combination***

Intangible assets acquired in a business combination are recognised separately from goodwill and are initially recognised at their fair value at the acquisition date which is regarded as their cost.

Subsequent to initial recognition, intangible assets with indefinite useful lives are carried at cost less any accumulated impairment losses (see the accounting policy in respect of impairment losses on tangible and intangible assets below).

#### ***Service concession arrangements***

When the Group has a right to charge for usage of concession infrastructure (as a consideration for providing construction service in a service concession arrangement), it recognises an intangible asset at fair value upon initial recognition. The intangible asset is carried at cost (which equals to fair value at initial recognition) less accumulated amortisation and any accumulated impairment losses. Amortisation commences when the intangible asset is available for use.

### **Investments in associates and joint ventures**

An associate is an entity over which the Group has significant influence. Significant influence is the power to participate in the financial and operating policy decisions of the investee but is not control or joint control over those policies.

A joint venture is a joint arrangement whereby the parties that have joint control of the arrangement have rights to the net assets of the joint arrangement. Joint control is the contractually agreed sharing of control of an arrangement, which exists only when decisions about the relevant activities require unanimous consent of the parties sharing control.

# Notes to the Consolidated Financial Statements

For the year ended 31st December, 2016

## 3. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

### Investments in associates and joint ventures (Cont'd)

The results and assets and liabilities of associates and joint ventures are incorporated in the consolidated financial statements using the equity method of accounting. The financial statements of associates and joint ventures used for equity accounting purposes are prepared using uniform accounting policies as those of the Group for like transactions and events in similar circumstances. Under the equity method, an investment in an associate or a joint venture is initially recognised in the consolidated statement of financial position at cost and adjusted thereafter to recognise the Group's share of the profit or loss and other comprehensive income of the associate or joint venture. When the Group's share of losses of an associate or a joint venture exceeds the Group's interest in that associate or joint venture (which includes any long-term interests that, in substance, form part of the Group's net investment in the associate or joint venture), the Group discontinues recognising its share of further losses. Additional losses are recognised only to the extent that the Group has incurred legal or constructive obligations or made payments on behalf of the associate or joint venture.

An investment in an associate or a joint venture is accounted for using the equity method from the date on which the investee becomes an associate or a joint venture. On acquisition of the investment in an associate or a joint venture, any excess of the cost of the investment over the Group's share of the net fair value of the identifiable assets and liabilities of the investee is recognised as goodwill, which is included within the carrying amount of the investment. Any excess of the Group's share of the net fair value of the identifiable assets and liabilities over the cost of the investment, after reassessment, is recognised immediately in profit or loss in the period in which the investment is acquired.

The requirements of HKAS 39 are applied to determine whether it is necessary to recognise any impairment loss with respect to the Group's investment in an associate or a joint venture. When necessary, the entire carrying amount of the investment (including goodwill) is tested for impairment in accordance with HKAS 36 "Impairment of Assets" as a single asset by comparing its recoverable amount (higher of value in use and fair value less costs of disposal) with its carrying amount. Any impairment loss recognised forms part of the carrying amount of the investment. Any reversal of that impairment loss is recognised in accordance with HKAS 36 to the extent that the recoverable amount of the investment subsequently increases.

When the Group ceases to have significant influence over an associate or joint control over a joint venture, it is accounted for as a disposal of the entire interest in the investee with a resulting gain or loss being recognised in profit or loss. When the Group retains an interest in the former associate or joint venture and the retained interest is a financial asset within the scope of HKAS 39, the Group measures the retained interest at fair value at that date and the fair value is regarded as its fair value on initial recognition in accordance with HKAS 39. The difference between the carrying amount of the associate or joint venture at the date the equity method was discontinued, and the fair value of any retained interest and any proceeds from disposal of partial interest in the associate or joint venture is included in the determination of the gain or loss on disposal of the associate or joint venture. In addition, the Group accounts for all amounts previously recognised in other comprehensive income in relation to that associate or joint venture on the same basis as would be required if that associate or joint venture had directly disposed of the related assets or liabilities. Therefore, if a gain or loss previously recognised in other comprehensive income by that associate or joint venture would be reclassified to profit or loss on the disposal of the related assets or liabilities, the Group reclassifies the gain or loss from equity to profit or loss (as a reclassification adjustment) when the equity method is discontinued.

# Notes to the Consolidated Financial Statements

For the year ended 31st December, 2016

## 3. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

### Investments in associates and joint ventures (Cont'd)

The Group continues to use the equity method when an investment in an associate becomes an investment in a joint venture or an investment in a joint venture becomes an investment in an associate. There is no remeasurement to fair value upon such changes in ownership interests.

When the Group reduces its ownership interest in an associate or a joint venture but the Group continues to use the equity method, the Group reclassifies to profit or loss the proportion of the gain or loss that had previously been recognised in other comprehensive income relating to that reduction in ownership interest if that gain or loss would be reclassified to profit or loss on the disposal of the related assets or liabilities.

When a group entity transacts with an associate or a joint venture of the Group (such as a sale or contribution of assets), profits and losses resulting from the transactions with the associate or joint venture are recognised in the Group's consolidated financial statements only to the extent of interests in the associate or joint venture that are not related to the Group.

### Interests in joint operations

A joint operation is a joint arrangement whereby the parties that have joint control of the arrangement have rights to the assets, and obligations for the liabilities, relating to the arrangement. Joint control is the contractually agreed sharing of control of an arrangement, which exists only when decisions about the relevant activities require unanimous consent of the parties sharing control.

When a group entity undertakes its activities under joint operations, the Group as a joint operator recognises in relation to its interest in a joint operation:

- its assets, including its share of any assets held jointly;
- its liabilities, including its share of any liabilities incurred jointly;
- its revenue from the sale of its share of the output arising from the joint operation;
- its share of the revenue from the sale of the output by the joint operation; and
- its expenses, including its share of any expenses incurred jointly.

The Group accounts for the assets, liabilities, revenues and expenses relating to its interest in a joint operation in accordance with the standard applicable to the particular assets, liabilities, revenues and expenses.



# Notes to the Consolidated Financial Statements

For the year ended 31st December, 2016

## 3. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

### Interests in joint operations (Cont'd)

When a group entity transacts with a joint operation in which a group entity is a joint operator (such as a sale or contribution of assets), the Group is considered to be conducting the transaction with the other parties to the joint operation, and gains and losses resulting from the transactions are recognised in the Group's consolidated financial statements only to the extent of the other parties' interests in the joint operation.

When a group entity transacts with a joint operation in which a group entity is a joint operator (such as a purchase of assets), the Group does not recognise its share of the gains and losses until it resells those assets to a third party.

### Inventories

Inventories are stated at the lower of cost and net realisable value. Cost is calculated using the weighted average method.

### Construction contracts

Where the outcome of a construction contract including construction or upgrade services of the infrastructure under a service concession arrangement can be estimated reliably, contract costs are recognised in the consolidated statement of profit or loss by reference to the stage of completion of the contract activity at the end of the reporting period, except where this would not be representative of the stage of completion. Variations in contract work, claims and incentive payments are included to the extent that the amount can be measured reliably and its receipt is considered probable.

Where the outcome of a construction contract cannot be estimated reliably, contract revenue is recognised to the extent of contract costs incurred that it is probable will be recoverable. Contract costs are recognised as expenses in the period in which they are incurred.

When it is probable that total contract costs will exceed total contract revenue, the expected loss is recognised as an expense immediately.

Construction contracts in progress at the end of the reporting period are recorded in the consolidated statement of financial position at the net amount of costs incurred to date plus recognised profits less recognised losses and progress billings, and are presented in the consolidated statement of financial position as "Amounts due from customers for contract work" or "Amounts due to customers for contract work", as appropriate. Amounts received before the related work is performed are included in the consolidated statement of financial position under "Creditors and accrued charges". Amounts billed, but not yet paid by the customers, for work performed on contracts are included in the consolidated statement of financial position under "Debtors, deposits and prepayments".

# Notes to the Consolidated Financial Statements

For the year ended 31st December, 2016

## 3. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

### Service concession arrangements

A service concession arrangement is an arrangement whereby a government or other public sector body contracts with a private operator to develop (or upgrade), operate and maintain infrastructure assets. The grantor controls or regulates what services the operator must provide using the assets, to whom, and at what price, and also controls significant residual interest in the assets at the end of the term of the arrangement.

The Group, as an operator, recognises a financial asset as it has an unconditional contractual right to receive cash from or at the direction of the grantor for the construction services. The Group measures the financial asset at fair value on its initial recognition. At the end of the reporting period subsequent to initial recognition, the financial asset is carried at amortised cost using the effective interest method, less any identified impairment losses (see accounting policy on financial assets below).

When the Group has a right to charge for usage of concession infrastructure (as a consideration for providing construction service in a service concession arrangement), it recognises an intangible asset at fair value upon initial recognition (see accounting policy on intangible assets above).

The Group recognises and measures revenue for the services in relation to the operation of the plant under a service concession arrangement in accordance with HKAS 11 "Construction Contracts" and HKAS 18 "Revenue".

### Provisions

Provisions are recognised when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that the Group will be required to settle that obligation, and a reliable estimate can be made of the amount of the obligation.

The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation. When a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows (where the effect of the time value of money is material).

### Financial instruments

Financial assets and financial liabilities are recognised when a group entity becomes a party to the contractual provisions of the instruments.

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss ("FVTPL")) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at FVTPL are recognised immediately in profit or loss.

# Notes to the Consolidated Financial Statements

For the year ended 31st December, 2016

## 3. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

### Financial instruments (Cont'd)

#### *Financial assets*

Financial assets are classified into financial assets at FVTPL, loans and receivables and available-for-sale financial assets. The classification depends on the nature and purpose of the financial assets and is determined at the time of initial recognition. All regular way purchases or sales of financial assets are recognised and derecognised on a trade date basis. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the marketplace.

#### *Effective interest method*

The effective interest method is a method of calculating the amortised cost of a financial asset and of allocating interest income over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts (including all fees paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial asset, or, where appropriate, a shorter period, to the net carrying amount on initial recognition.

#### *Financial assets at fair value through profit or loss*

The Group's financial assets at FVTPL are the financial assets held for trading.

A financial asset is classified as held for trading if:

- it has been acquired principally for the purpose of selling in the near future;
- it is a part of an identified portfolio of financial instruments that the Group manages together and has a recent actual pattern of short-term profit-taking; or
- it is a derivative that is not designated and effective as a hedging instrument.

Financial assets at FVTPL are measured at fair value, with any gains or losses arising from remeasurement recognised directly in profit or loss in the period in which they arise. The net gain or loss recognised in profit or loss excludes any dividend or interest earned on the financial assets.

#### *Loans and receivables*

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. Subsequent to initial recognition, loans and receivables (including other financial asset, loan and other receivables, debtors, amounts due from associates, joint ventures and other partners of joint operations, pledged bank deposits and bank balances and cash) are carried at amortised cost using the effective interest method, less any identified impairment losses (see accounting policy on impairment loss on financial assets below).

# Notes to the Consolidated Financial Statements

For the year ended 31st December, 2016

## 3. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

### Financial instruments (Cont'd)

#### *Financial assets (Cont'd)*

##### *Available-for-sale financial assets*

Available-for-sale financial assets are non-derivatives that are either designated or not classified as financial assets at FVTPL, loans and receivables or held-to-maturity investments.

For available-for-sale equity investments do not have a quoted market price in an active market and whose fair value cannot be reliably measured, they are measured at cost less any identified impairment losses at the end of each reporting period (see accounting policy on impairment loss on financial assets below).

##### *Impairment loss on financial assets*

Financial assets, other than those at FVTPL, are assessed for indicators of impairment at the end of each reporting period. Financial assets are considered to be impaired where there is objective evidence that, as a result of one or more events that occurred after the initial recognition of the financial assets, the estimated future cash flows of the financial assets have been affected.

For an available-for-sale equity investment, a significant or prolonged decline in the fair value of that investment below its cost is considered to be objective evidence of impairment.

For all other financial assets, objective evidence of impairment could include:

- significant financial difficulty of the issuer or counterparty;
- breach of contract, such as default or delinquency in interest or principal payments; or
- it becoming probable that the borrower will enter bankruptcy or financial re-organisation.

For certain financial assets, such as trade debtors, assets that are assessed not to be impaired individually are, in addition, assessed for impairment on a collective basis. Objective evidence of impairment for a portfolio of receivables could include the Group's past experience of collecting payments, an increase in the number of delayed payments in the portfolio past the average credit period, observable changes in national or local economic conditions that correlate with default on receivables.

For financial assets carried at amortised cost, the amount of the impairment loss recognised is the difference between the asset's carrying amount and the present value of the estimated future cash flows discounted at the financial asset's original effective interest rate.

The carrying amount of the financial asset is reduced by the impairment loss directly for all financial assets with the exception of trade debtors, where the carrying amount is reduced through the use of an allowance account. Changes in the carrying amount of the allowance account are recognised in profit or loss. When a trade debt is considered uncollectible, it is written off against the allowance account. Subsequent recoveries of amounts previously written off are credited to profit or loss.

# Notes to the Consolidated Financial Statements

For the year ended 31st December, 2016

## 3. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

### Financial instruments (Cont'd)

#### *Financial assets (Cont'd)*

##### *Impairment loss on financial assets (Cont'd)*

When an available-for-sale financial asset is considered to be impaired, cumulative gains or losses previously recognised in other comprehensive income are reclassified to profit or loss in the period in which the impairment takes place.

For financial assets measured at amortised cost, if, in a subsequent period, the amount of impairment loss decreases and the decrease can be related objectively to an event occurring after the impairment loss was recognised, the previously recognised impairment loss is reversed through profit or loss to the extent that the carrying amount of the asset at the date the impairment is reversed does not exceed what the amortised cost would have been had the impairment not been recognised.

Impairment losses on available-for-sale equity investments will not be reversed through profit or loss in subsequent periods. Any increase in fair value subsequent to impairment loss is recognised directly in other comprehensive income and accumulated in reserve.

#### **Financial liabilities and equity instruments**

Financial liabilities and equity instruments issued by a group entity are classified as either financial liabilities or as equity instruments in accordance with the substance of the contractual arrangements entered into and the definitions of a financial liability and an equity instrument.

An equity instrument is any contract that evidences a residual interest in the assets of the Group after deducting all of its liabilities.

##### *Financial liabilities*

Financial liabilities (including creditors, amounts due to associates, a joint venture, other partners of joint operations and non-controlling shareholders, bank loans and bonds) are subsequently measured at amortised cost using the effective interest method.

##### *Equity instruments*

Equity instruments issued by the Company are recorded at the proceeds received, net of direct issue costs.

##### *Effective interest method*

The effective interest method is a method of calculating the amortised cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments (including all fees paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial liability, or, where appropriate, a shorter period, to the net carrying amount on initial recognition.

Interest expense is recognised on an effective interest basis.

# Notes to the Consolidated Financial Statements

For the year ended 31st December, 2016

## 3. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

### Financial instruments (Cont'd)

#### *Derecognition*

The Group derecognises a financial asset only when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another entity.

On derecognition of a financial asset in its entirety, the difference between the asset's carrying amount and the sum of the consideration received and receivable and the cumulative gain or loss that had been recognised in other comprehensive income is recognised in profit or loss.

Financial liabilities are derecognised when the obligation specified in the relevant contract is discharged, cancelled or expires. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable is recognised in profit or loss.

#### **Leasing**

Leases are classified as finance leases whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee. All other leases are classified as operating leases.

#### *The Group as lessor*

Rental income from operating leases is recognised in profit or loss on a straight-line basis over the term of the relevant lease.

#### *The Group as lessee*

Operating lease payments are recognised as an expense on a straight-line basis over the lease term.

In the event that lease incentives are received to enter into operating leases, such incentives are recognised as a liability. The aggregate benefit of incentives is recognised as a reduction of rental expense on a straight-line basis, except where another systematic basis is more representative of the time pattern in which economic benefits from the leased asset are consumed.

#### **Foreign currencies**

In preparing the financial statements of each individual group entity, transactions in currencies other than the functional currency of that entity (foreign currencies) are recorded in the respective functional currency (i.e. the currency of the primary economic environment in which the entity operates) at the rates of exchanges prevailing on the dates of the transactions. At the end of the reporting period, monetary items denominated in foreign currencies are re-translated at the rates prevailing at that date. Non-monetary items that are measured in terms of historical cost in a foreign currency are not re-translated.

Exchange differences arising on the settlement of monetary items, and on the re-translation of monetary items, are recognised in profit or loss in the period in which they arise.

# Notes to the Consolidated Financial Statements

For the year ended 31st December, 2016

## 3. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

### Foreign currencies (Cont'd)

For the purposes of presenting the consolidated financial statements, the assets and liabilities of the Group's foreign operations are translated into the presentation currency of the Group (i.e. Hong Kong dollar) at the rate of exchange prevailing at the end of each reporting period, and their income and expenses are translated at the average exchange rates for the year, unless exchange rates fluctuate significantly during the period, in which case, the exchange rates prevailing at the dates of transactions are used. Exchange differences arising, if any, are recognised in other comprehensive income and accumulated in equity under the heading of translation reserve (attributed to non-controlling interests as appropriate).

On the disposal of a foreign operation (i.e. a disposal of the Group's entire interest in a foreign operation, or a disposal involving loss of control over a subsidiary, loss of significant influence over an associate or loss of joint control over a joint venture that includes a foreign operation), all of the exchange differences accumulated in equity in respect of that operation attributable to the owners of the Company are reclassified to profit or loss. In addition, in relation to a partial disposal of a subsidiary that does not result in the Group losing control over the subsidiary, the proportionate share of accumulated exchange differences are re-attributed to non-controlling interests and are not recognised in profit or loss. For all other partial disposals (i.e. partial disposals of associates or joint ventures that do not result in the Group losing significant influence or joint control), the proportionate share of the accumulated exchange differences is reclassified to profit or loss.

### Government grants

Government grants are not recognised until there is reasonable assurance that the Group will comply with the conditions attaching to them and that the grants will be received.

Government grants that are receivable as compensation for expenses or losses already incurred or for the purpose of giving immediate financial support to the Group with no future related costs are recognised in profit or loss in the period in which they become receivable.

### Taxation

Income tax expense represents the sum of the tax currently payable and deferred tax.

The tax currently payable is based on taxable profit for the year. Taxable profit differs from profit before tax as reported in the consolidated statement of profit or loss because it excludes items of income or expense that are taxable or deductible in other years and it further excludes items that are never taxable or deductible. The Group's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting period.

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the consolidated financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which deductible temporary differences can be utilised. Such assets and liabilities are not recognised if the temporary difference arises from goodwill or from the initial recognition (other than in a business combination) of other assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

# Notes to the Consolidated Financial Statements

For the year ended 31st December, 2016

## 3. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

### Taxation (Cont'd)

Deferred tax liabilities are recognised for taxable temporary differences associated with investments in subsidiaries and interests in associates and joint ventures, except where the Group is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future. Deferred tax assets arising from deductible temporary differences associated with such investments and interests are only recognised to the extent that it is probable that there will be sufficient taxable profit against which to utilise the benefits of the temporary differences and they are expected to reverse in the foreseeable future.

The carrying amount of deferred tax assets is reviewed at the end of the reporting period and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset is realised, based on tax rate (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Group expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

Current and deferred tax are recognised in profit or loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity respectively.

### Retirement benefit costs

Payments to the Group's defined contribution retirement benefit plans, including state-managed retirement schemes and mandatory provident fund scheme ("MPF Scheme"), are charged as expenses when employees have rendered service entitling them to the contributions.

### Share-based payment transactions

For the share options granted to directors and employees of the Company, the fair value of services received determined by reference to the fair value of share options granted at the grant date is expensed on a straight-line basis over the vesting period, with a corresponding increase in equity (share option reserve).

At the end of the reporting period, the Group revises its estimates of the number of options that are expected to ultimately vest. The impact of the revision of the original estimates during the vesting period, if any, is recognised in profit or loss such that the cumulative expense reflects the revised estimate, with a corresponding adjustment to share option reserve.



# Notes to the Consolidated Financial Statements

For the year ended 31st December, 2016

## 3. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

### Share-based payment transactions (Cont'd)

At the time when the share options are exercised, the amount previously recognised in share option reserve will be transferred to share premium. When the share options are forfeited after the vesting date or are still not exercised at the expiry date, the amount previously recognised in share option reserve will be transferred to retained profits.

### Impairment losses on tangible and intangible assets other than goodwill (see accounting policy in respect of goodwill above)

At the end of the reporting period, the Group reviews the carrying amounts of its tangible and intangible assets with finite useful lives to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss, if any. In addition, intangible assets with indefinite useful lives are tested for impairment at least annually, and whenever there is an indication that they may be impaired.

Recoverable amount is the higher of fair value less costs to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset is estimated to be less than its carrying amount, the carrying amount of the asset is reduced to its recoverable amount. An impairment loss is recognised in profit or loss immediately.

When an impairment loss subsequently reverses, the carrying amount of the asset is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset in prior years. A reversal of an impairment loss is recognised as income immediately.

## 4. KEY SOURCES OF ESTIMATION UNCERTAINTY

In the application of the Group's accounting policies, which are described in note 3, the directors of the Company are required to make judgments, estimates and assumptions about the amounts recognised in the consolidated financial statements that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the year in which the estimate is revised if the revision affects only that year, or in the year of the revision and future years if the revision affects both current and future years.

# Notes to the Consolidated Financial Statements

For the year ended 31st December, 2016

## 4. KEY SOURCES OF ESTIMATION UNCERTAINTY (Cont'd)

The following are the key assumptions concerning the future, and other key sources of estimation uncertainty at the end of the reporting period, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year.

### **Estimated impairment of intangible assets with indefinite useful lives arising from the acquisition of a subsidiary**

Determining the recoverable amount of the intangible assets with indefinite useful lives (i.e. construction licenses) arising from the acquisition of a subsidiary, which is included in the consolidated statement of financial position at 31st December, 2016 at HK\$32,858,000 (2015: HK\$32,858,000) requires an estimation of the revenue to be generated in future periods from the acquired construction licenses (see note 18). The construction projects continue to progress in a satisfactory manner, and the new projects successfully secured by the Group have reconfirmed management's previous estimates of anticipated revenues generated from the acquired construction licenses. However, increased market competition has caused the management to reconsider its assumptions regarding future market share and anticipated margins on these construction projects. Detailed sensitivity analysis has been carried out and the management is confident that the carrying amount of the intangible assets will be recovered in full, even if returns are reduced. This situation will be closely monitored, and adjustments will be made in future periods if future market activities indicate such adjustments are appropriate.

### **Estimated impairment of intangible assets with finite useful lives**

The carrying amounts of the extraction right of rock reserve and the rehabilitation costs for the quarry site (see note 18) amounted to HK\$493,465,000 (2015: HK\$523,911,000) and HK\$24,768,000 (2015: HK\$26,296,000) respectively at 31st December, 2016. Determining whether the carrying amounts of these assets can be recovered requires an estimation of the value in use of the cash-generating units and a suitable discount rate in order to calculate the present value. Any change in estimates or assumptions may result in decrease in recoverable amount and impairment of the extraction right of rock reserve and the rehabilitation costs for the quarry site being recognised in profit or loss. At 31st December, 2016, management considered that there was no impairment on the extraction right of rock reserve and the rehabilitation costs for the quarry site.

### **Estimated impairment of goodwill**

Determining the recoverable amount of goodwill (see note 19) requires an estimation of the value in use of the cash-generating unit to which goodwill has been allocated. The value in use calculation requires the Group to estimate the future cash flows expected to arise from the cash-generating unit and a suitable discount rate in order to calculate the present value. At 31st December, 2016, the carrying amount of goodwill is HK\$29,838,000 (2015: HK\$29,838,000). Details of the recoverable amount calculation are disclosed in note 20.

# Notes to the Consolidated Financial Statements

For the year ended 31st December, 2016

## 4. KEY SOURCES OF ESTIMATION UNCERTAINTY (Cont'd)

### Estimated impairment of interest in an associate

Determining the recoverable amount of the Group's interest in Road King Infrastructure Limited ("Road King"), an associate of the Group, requires an estimation of the value in use of the investment. The value in use calculation requires the Group to estimate the future cash flows expected to arise from the operations of Road King and the proceeds on the ultimate disposal of the investment with assumptions of suitable growth rate and discount rate in order to calculate the present value. At 31st December, 2016, the carrying amount of the Group's interest in Road King is HK\$5,448,801,000 (2015: HK\$5,277,969,000). Details of the recoverable amount calculation are disclosed in note 21.

### Provision for rehabilitation costs

The provision for rehabilitation costs (see note 37) is based upon the management's estimate on the costs to be incurred for the drainage, landscaping, irrigation system and slope stabilization work on the quarry site before returning the quarry site to the Government of the Hong Kong Special Administrative Region ("Hong Kong") in ready-to-develop status. Where the actual future costs are substantially greater than the estimated costs, material additional rehabilitation costs may arise during the contract period ending in October 2022.

### Income tax

At 31st December, 2016, no deferred tax asset has been recognised in the Group's consolidated statement of financial position in relation to unused tax losses of HK\$409,858,000 (2015: HK\$405,012,000) (see note 38) due to unpredictability of future profit streams. The realisability of the unrecognised deferred tax asset mainly depends on whether sufficient future profit or taxable temporary differences will be available in the future.

### Construction contracts

The Group recognised profits and losses from construction contracts, which were derived from the latest available budgets of those construction contracts based on the overall performance of each construction contract and the management's best estimates and judgments. Estimated construction contract revenue is determined in accordance with the terms set out in the relevant contracts. Estimated construction contract costs which mainly comprise sub-contracting charges and costs of materials are proposed by the management on the basis of quotations from time to time provided by the major contractors/suppliers/vendors involved and the experience of the management. Because of the nature of the construction industry, the management regularly reviews the progress of the contracts and the estimated construction contract revenue and costs.

The Group's estimated profits from construction contracts of its joint arrangements were principally derived from the construction contracts being carried out by the joint arrangements. These figures were derived from the latest available budgets of the construction contracts which were prepared by the management of the respective joint arrangements and the Group and were based on the overall performance of each construction contract.

# Notes to the Consolidated Financial Statements

For the year ended 31st December, 2016

## 5. REVENUE

	2016 <i>HK\$'000</i>	2015 <i>HK\$'000</i>
Revenue analysed by revenue from:		
Construction	4,830,843	4,539,851
Construction materials	456,848	450,861
Quarrying	39,421	28,771
	<b>5,327,112</b>	5,019,483

## 6. SEGMENT INFORMATION

Information reported to the executive directors of the Company, being the chief operating decision maker, for the purposes of resource allocation and assessment of segment performance focuses on types of goods delivered or services provided. This is also the basis upon which the Group is organised. The Group's reportable and operating segments under HKFRS 8 are summarised as follows:

Construction

- construction of civil engineering and building projects

Construction materials

- production and sale of concrete

Quarrying

- production and sale of quarry products

Toll road and property development

- strategic investment in Road King, an associate of the Group

### Segment revenue and results

The following is an analysis of the segment revenue and profit (loss) for each reportable and operating segment:

#### Year ended 31st December, 2016

	Segment revenue			Segment profit (loss) <i>HK\$'000</i>
	Gross <i>HK\$'000</i>	Inter-segment elimination <i>HK\$'000</i>	External <i>HK\$'000</i>	
Construction	4,871,491	(40,648)	4,830,843	79,437
Construction materials	615,514	(158,666)	456,848	22,261
Quarrying	185,295	(145,874)	39,421	(11,094)
Toll road and property development	–	–	–	510,636
Total	<b>5,672,300</b>	<b>(345,188)</b>	<b>5,327,112</b>	<b>601,240</b>

# Notes to the Consolidated Financial Statements

For the year ended 31st December, 2016

## 6. SEGMENT INFORMATION (Cont'd)

### Segment revenue and results (Cont'd)

Year ended 31st December, 2015

	Segment revenue			Segment profit (loss) HK\$'000
	Gross HK\$'000	Inter-segment elimination HK\$'000	External HK\$'000	
Construction	4,571,629	(31,778)	4,539,851	48,257
Construction materials	582,114	(131,253)	450,861	33,271
Quarrying	172,239	(143,468)	28,771	(1,398)
Toll road and property development	–	–	–	328,022
<b>Total</b>	<b>5,325,982</b>	<b>(306,499)</b>	<b>5,019,483</b>	<b>408,152</b>

Segment profit (loss) represents profit (loss) after tax and non-controlling interests for each reportable and operating segment and includes other income, investment income, gains and losses, share of results of associates, share of results of joint ventures and other gains and losses, but excluding corporate income and expenses (including staff costs, other administrative expenses and finance costs), share of results of associates, discount on acquisition of additional interest in an associate, loss on deemed disposal of partial interest in an associate and gain on disposal of property, plant and equipment which are not attributable to any of the reportable and operating segments and are classified as unallocated items. This is the measure reported to the chief operating decision maker for the purposes of resource allocation and performance assessment.

### Reconciliation of total segment profit to profit attributable to owners of the Company

	2016 HK\$'000	2015 HK\$'000
Total segment profit	<b>601,240</b>	408,152
Unallocated items		
Other income	<b>42,113</b>	9,778
Investment income, gains and losses	<b>(12)</b>	394
Administrative expenses	<b>(26,898)</b>	(17,115)
Finance costs	<b>(24,626)</b>	(8,839)
Share of results of associates	<b>5,099</b>	6,466
Discount on acquisition of additional interest in an associate	<b>72,404</b>	63,210
Loss on deemed disposal of partial interest in an associate	–	(41,291)
Gain on disposal of property, plant and equipment	–	110
<b>Profit attributable to owners of the Company</b>	<b>669,320</b>	420,865

# Notes to the Consolidated Financial Statements

For the year ended 31st December, 2016

## 6. SEGMENT INFORMATION (Cont'd)

### Segment assets and liabilities

As the Group's chief operating decision maker reviews the Group's assets and liabilities on a consolidated basis, no assets or liabilities are allocated to the reportable and operating segments. Therefore, no analysis of segment assets and liabilities is presented.

### Other segment information

Amounts included in the measure of segment profit (loss):

#### Year ended 31st December, 2016

	Construction HK\$'000	Construction materials HK\$'000	Quarrying HK\$'000	Toll road and property development HK\$'000	Segment total HK\$'000	Adjustments HK\$'000 <i>(note)</i>	Intra-group elimination HK\$'000	Total HK\$'000
Depreciation of property, plant and equipment	(26,125)	(26,513)	(6,807)	-	(59,445)	(1,035)	-	(60,480)
Allowance for doubtful debts	-	(1,427)	-	-	(1,427)	-	-	(1,427)
Gain on disposal of property, plant and equipment, net	360	-	-	-	360	-	-	360
Interest income	2,465	-	200	-	2,665	38,050	(12,469)	28,246
Finance costs	(13,857)	(28,424)	(14,162)	-	(56,443)	(24,626)	12,469	(68,600)
Share of results of associates	569	-	159	510,636	511,364	5,099	-	516,463
Share of results of joint ventures	7,512	-	-	-	7,512	-	-	7,512
Income tax (expense) credit	(28,531)	(1,168)	126	-	(29,573)	-	-	(29,573)

#### Year ended 31st December, 2015

	Construction HK\$'000	Construction materials HK\$'000	Quarrying HK\$'000	Toll road and property development HK\$'000	Segment total HK\$'000	Adjustments HK\$'000 <i>(note)</i>	Intra-group elimination HK\$'000	Total HK\$'000
Depreciation of property, plant and equipment	(22,275)	(24,733)	(2,589)	-	(49,597)	(474)	-	(50,071)
Allowance for doubtful debts	-	(2,470)	-	-	(2,470)	-	-	(2,470)
Gain on disposal of property, plant and equipment, net	321	34	-	-	355	110	-	465
Interest income	1,649	-	409	-	2,058	4,985	(4,925)	2,118
Finance costs	(8,635)	(7,417)	(2,486)	-	(18,538)	(8,839)	4,925	(22,452)
Share of results of associates	360	-	(9)	328,022	328,373	6,466	-	334,839
Income tax expense	(2,884)	-	(126)	-	(3,010)	-	-	(3,010)

*Note:* Adjustments represent unallocated amounts related to head office and other minor operations.

# Notes to the Consolidated Financial Statements

For the year ended 31st December, 2016

## 6. SEGMENT INFORMATION (Cont'd)

### Geographical information

The Group's operations are mainly located in Hong Kong (country of domicile), other regions in the People's Republic of China (the "PRC") and Middle East.

The Group's revenue from external customers by geographical location of the customers and information about its non-current assets (note) by geographical location of the assets are detailed below:

	Revenue from external customers		Non-current assets (note)	
	2016 HK\$'000	2015 HK\$'000	2016 HK\$'000	2015 HK\$'000
Hong Kong	5,307,209	4,997,212	6,598,138	6,209,049
The PRC	19,903	22,271	78,537	33,491
Middle East	–	–	1,019	1,019
Others	–	–	120,577	138,837
	<b>5,327,112</b>	5,019,483	<b>6,798,271</b>	6,382,396

Note: Non-current assets include all non-current assets except available-for-sale investments, other financial asset and loan and other receivables.

### Information about customers

Two (2015: two) customers of the construction segment located in Hong Kong individually contributing over 10% of the Group's revenue.

	2016 HK\$'000	2015 HK\$'000
Customer A	2,147,184	2,620,645
Customer B	1,706,405	1,316,847
	<b>3,853,589</b>	3,937,492

# Notes to the Consolidated Financial Statements

For the year ended 31st December, 2016

## 7. OTHER INCOME

	2016 <i>HK\$'000</i>	2015 <i>HK\$'000</i>
Other income includes:		
Interest on loan and other receivables	26,570	–
Interest on bank deposits	251	449
Interest on amounts due from associates	215	139
Interest on other financial asset	1,111	1,223
Imputed interest on loan and other receivables	99	307
Gain on bargain purchase arising from acquisitions of subsidiaries	–	233
PRC value-added tax refund	1,873	–
Government subsidy	188	3,045
Operation fee income	31,115	18,892
Rental income from land and buildings	397	3,364
Rental income from plant and machinery	1,315	625
Service income from associates	120	70

## 8. INVESTMENT INCOME, GAINS AND LOSSES

	2016 <i>HK\$'000</i>	2015 <i>HK\$'000</i>
(Loss) gain on change in fair value of held-for-trading investments, net	(1,868)	1,184
Dividend income from held-for-trading investments	1,661	2,264
	(207)	3,448

## 9. FINANCE COSTS

	2016 <i>HK\$'000</i>	2015 <i>HK\$'000</i>
Interest on bank loans	25,961	8,793
Interest on bonds	12,036	5,695
Imputed interest on payable for extraction right	28,023	6,987
Imputed interest on provision for rehabilitation costs	2,043	471
Imputed interest on non-current interest-free amount due to an associate	537	506
	68,600	22,452



# Notes to the Consolidated Financial Statements

For the year ended 31st December, 2016

## 10. OTHER GAINS AND LOSSES

	<b>2016</b> <b>HK\$'000</b>	2015 HK\$'000
Discount on acquisition of additional interest in an associate ( <i>note a</i> )	<b>72,404</b>	63,210
Loss on deemed disposal of partial interest in an associate ( <i>note b</i> )	–	(41,291)
Gain on disposal of property, plant and equipment, net	<b>360</b>	465
	<b>72,764</b>	22,384

*Notes:*

- (a) During the year, the Group purchased 6,469,000 (2015: 6,031,000) ordinary shares in Road King at an aggregate consideration of HK\$41,804,000 (2015: HK\$43,210,000) which was below the additional net assets value shared by the Group. As a result, the Group's interest in Road King increased in aggregate by 0.87% (2015: 0.81%) resulting in an aggregate discount of HK\$72,404,000 (2015: HK\$63,210,000) on acquisition of additional interest in Road King.
- (b) During the year ended 31st December, 2015, Road King issued 10,240,000 ordinary shares upon exercise of share options granted to the directors and employees of Road King under the share option schemes of Road King. As a result, the Group's interest in Road King reduced in aggregate by 0.55%. As the shares were issued at the weighted average exercise price of HK\$6.96 per share, which was lower than the net assets value per share of Road King, the Group recorded an aggregate loss of HK\$41,291,000 on deemed disposal of partial interest in Road King.

# Notes to the Consolidated Financial Statements

For the year ended 31st December, 2016

## 11. PROFIT BEFORE TAX

Profit before tax has been arrived at after charging:

	<b>2016</b> <i>HK\$'000</i>	2015 <i>HK\$'000</i>
Auditor's remuneration		
Current year	<b>3,163</b>	3,063
Underprovision in prior year	<b>420</b>	343
	<b>3,583</b>	3,406
Allowance for doubtful debts	<b>1,427</b>	2,470
Amortisation of intangible assets	<b>33,326</b>	13,841
Less: Amount capitalised in inventories	<b>(16,039)</b>	(12,410)
	<b>17,287</b>	1,431
Depreciation of property, plant and equipment	<b>74,275</b>	67,413
Less: Amount attributable to construction contracts	<b>(13,795)</b>	(17,342)
	<b>60,480</b>	50,071
Exchange loss, net	<b>1,369</b>	887
Hire charges for plant and machinery	<b>164,409</b>	153,361
Less: Amount attributable to construction contracts	<b>(164,409)</b>	(153,361)
	<b>-</b>	-
Operating lease rentals in respect of land and buildings	<b>66,715</b>	61,333
Less: Amount attributable to construction contracts	<b>(13,741)</b>	(11,679)
	<b>52,974</b>	49,654
Share of income tax expense of associates (included in share of results of associates)	<b>764,363</b>	461,127
Staff costs		
Directors' remuneration ( <i>note 12</i> )	<b>20,983</b>	15,140
Other staff costs	<b>863,767</b>	748,122
Retirement benefits scheme contributions, excluding amounts included in directors' remuneration and net of forfeited contributions of HK\$958,000 (2015: HK\$203,000)	<b>29,832</b>	26,073
	<b>914,582</b>	789,335
Less: Amount attributable to construction contracts	<b>(675,694)</b>	(579,390)
	<b>238,888</b>	209,945

# Notes to the Consolidated Financial Statements

For the year ended 31st December, 2016

## 12. DIRECTORS' AND CHIEF EXECUTIVE OFFICER'S REMUNERATION

The remuneration paid or payable to each of the nine (2015: ten) directors included the Chief Executive Officer were as follows:

### Year ended 31st December, 2016

	Fee HK\$'000	Salary and other benefits HK\$'000	Performance related incentive payments HK\$'000	Retirement benefits scheme contributions HK\$'000	Total HK\$'000
<b>Executive directors:</b>					
Zen Wei Pao, William	-	365	669	36	1,070
Zen Wei Peu, Derek	-	1,993	12,641	677	15,311
Chiu Wai Yee, Anriena	-	2,058	326	202	2,586
	-	4,416	13,636	915	18,967
<b>Non-executive directors:</b>					
Tsang Yam Pui	125	-	-	-	125
Cheng Chi Ming, Brian	250	-	-	-	250
Cheng Chi Pang, Leslie ( <i>note a</i> )	418	-	-	-	418
	793	-	-	-	793
<b>Independent non-executive directors:</b>					
Wong Che Ming, Steve	397	-	-	-	397
Wan Siu Kau, Samuel	414	-	-	-	414
Wong Man Chung, Francis	412	-	-	-	412
	1,223	-	-	-	1,223
	2,016	4,416	13,636	915	20,983

# Notes to the Consolidated Financial Statements

For the year ended 31st December, 2016

## 12. DIRECTORS' AND CHIEF EXECUTIVE OFFICER'S REMUNERATION (Cont'd)

Year ended 31st December, 2015

	Fee HK\$'000	Salary and other benefits HK\$'000	Performance related incentive payments HK\$'000	Retirement benefits scheme contributions HK\$'000	Total HK\$'000
<b>Executive directors:</b>					
Zen Wei Pao, William	–	360	421	36	817
Zen Wei Peu, Derek	–	1,971	7,048	669	9,688
Chiu Wai Yee, Anriena	–	1,983	388	196	2,567
	–	4,314	7,857	901	13,072
<b>Non-executive directors:</b>					
Tsang Yam Pui (note b)	–	–	–	–	–
Cheng Chi Ming, Brian	210	–	–	–	210
Cheng Chi Pang, Leslie (note a)	378	–	–	–	378
Lam Wai Hon, Patrick (note c)	377	–	–	–	377
	965	–	–	–	965
<b>Independent non-executive directors:</b>					
Wong Che Ming, Steve	357	–	–	–	357
Wan Siu Kau, Samuel	374	–	–	–	374
Wong Man Chung, Francis	372	–	–	–	372
	1,103	–	–	–	1,103
	2,068	4,314	7,857	901	15,140

Notes:

- (a) Dr. Cheng Chi Pang, Leslie retired as a non-executive director of the Company on 19th May, 2016. The amount included HK\$168,000 (2015: HK\$168,000) director's fee of Build King.
- (b) Mr. Tsang Yam Pui was appointed as a non-executive director of the Company on 30th December, 2015.
- (c) Mr. Lam Wai Hon, Patrick resigned as a non-executive director of the Company on 30th December, 2015.

# Notes to the Consolidated Financial Statements

For the year ended 31st December, 2016

## 12. DIRECTORS' AND CHIEF EXECUTIVE OFFICER'S REMUNERATION (Cont'd)

Mr. Zen Wei Peu, Derek is the Vice Chairman and the Chief Executive Officer of the Company and his emoluments disclosed above include those for services rendered by him as the Chief Executive Officer.

The executive directors' emoluments shown above were mainly for their services in connection with the management of the affairs of the Company and the Group.

The non-executive directors' emoluments shown above were mainly for their services as directors of the Company and one director of Build King.

The independent non-executive directors' emoluments shown above were mainly for their services as directors of the Company.

The performance related incentive payment is determined by reference to the profit of the Group or individual performance of the directors for the year.

There was no arrangement under which a director waived or agreed to waive any remuneration and no payment of inducement fee and compensation for loss of office as director during the current and prior years.

## 13. EMPLOYEES' EMOLUMENTS

Details of the emoluments of the five highest paid individuals included one director (2015: one director) set out in note 12. The emoluments of the remaining four (2015: four) highest paid individuals are as follows:

	2016 HK\$'000	2015 HK\$'000
Salary and other benefits	12,363	10,471
Retirement benefits scheme contributions	792	749
	<b>13,155</b>	11,220

The emoluments were within the following bands:

	Number of employees	
	2016	2015
HK\$2,500,001 to HK\$3,000,000	–	3
HK\$3,000,001 to HK\$3,500,000	3	1
HK\$3,500,001 to HK\$4,000,000	1	–

# Notes to the Consolidated Financial Statements

For the year ended 31st December, 2016

## 14. INCOME TAX EXPENSE

	<b>2016</b> <i>HK\$'000</i>	2015 <i>HK\$'000</i>
Current tax		
Hong Kong	<b>24,676</b>	–
The PRC	<b>1,644</b>	1,958
	<b>26,320</b>	1,958
Underprovision in prior years		
Hong Kong	<b>1,839</b>	1,009
The PRC	<b>1,414</b>	43
	<b>3,253</b>	1,052
	<b>29,573</b>	3,010

Hong Kong Profits Tax is calculated at 16.5% of the estimated assessable profits for both years. No provision for Hong Kong Profits Tax had been made for the year ended 31st December, 2015 since the estimated assessable profits had been wholly offset by tax losses brought forward from prior years.

Under the Law of the PRC on Enterprise Income Tax (the “EIT Law”) and Implementation Regulation of the EIT Law, the tax rate for the PRC subsidiaries is 25% for both years.

Income tax expense can be reconciled to the profit before tax as follows:

	<b>2016</b> <i>HK\$'000</i>	2015 <i>HK\$'000</i>
Profit before tax	<b>763,986</b>	469,127
Income tax expense at the applicable rate of 16.5% (2015: 16.5%)	<b>126,058</b>	77,406
Tax effect of expenses not deductible for tax purpose	<b>26,141</b>	24,163
Tax effect of income not taxable for tax purpose	<b>(33,740)</b>	(30,621)
Underprovision in prior years	<b>3,253</b>	1,052
Tax effect of tax losses not recognised	<b>46,018</b>	51,673
Tax effect of utilisation of tax losses previously not recognised	<b>(45,219)</b>	(54,736)
Tax effect of share of results of associates	<b>(85,216)</b>	(55,248)
Tax effect of share of results of joint ventures	<b>(1,239)</b>	–
Effect of different rates for subsidiaries operating in other jurisdictions	<b>634</b>	753
Others	<b>(7,117)</b>	(11,432)
Income tax expense	<b>29,573</b>	3,010

# Notes to the Consolidated Financial Statements

For the year ended 31st December, 2016

## 15. DIVIDENDS

Dividends paid and recognised as distributions during the year:

	<b>2016</b> <b>HK\$'000</b>	2015 <i>HK\$'000</i>
2015 final dividend – HK9.5 cents per share (2015: 2014 final dividend – HK13.5 cents per share)	<b>75,347</b>	107,072
2016 interim dividend – HK3.3 cents per share (2015: 2015 interim dividend – HK3.3 cents per share)	<b>26,173</b>	26,173
	<b>101,520</b>	133,245

A final dividend for the year ended 31st December, 2016 of HK16.5 cents (2015: HK9.5 cents) per ordinary share amounting to HK\$130,865,000 (2015: HK\$75,347,000) has been proposed by the board of directors (the “Board”) of the Company and is subject to approval by the shareholders in the forthcoming annual general meeting. This final dividend has not been included as a liability in the consolidated financial statements.

## 16. EARNINGS PER SHARE

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

	<b>2016</b> <b>HK\$'000</b>	2015 <i>HK\$'000</i>
Earnings for the purpose of basic earnings per share (Profit for the year attributable to owners of the Company)	<b>669,320</b>	420,865
Effect of dilutive potential ordinary shares:		
Decrease in share of profit of an associate arising from assumed exercise of share options issued by that associate	–	(55)
Earnings for the purpose of diluted earnings per share	<b>669,320</b>	420,810

	<b>2016</b>	2015
Number of ordinary shares for the purposes of basic and diluted earnings per share	<b>793,124,034</b>	793,124,034

# Notes to the Consolidated Financial Statements

For the year ended 31st December, 2016

## 17. PROPERTY, PLANT AND EQUIPMENT

	Plant under construction HK\$'000	Vessels under construction HK\$'000	Buildings HK\$'000	Leasehold improvements HK\$'000	Plant and machinery HK\$'000	Furniture, fixtures and equipment HK\$'000	Motor vehicles HK\$'000	Vessels HK\$'000	Total HK\$'000
<b>COST</b>									
At 1st January, 2015	-	-	5,154	7,724	289,418	39,969	54,225	73,256	469,746
Exchange realignment	-	-	-	-	-	(47)	(41)	-	(88)
Additions	66,604	-	7,592	2,398	122,096	2,221	22,889	7,306	231,106
Acquisition of a subsidiary	-	-	-	-	1,401	432	112	-	1,945
Disposals	-	-	-	-	(4,501)	(289)	(1,625)	-	(6,415)
At 31st December, 2015	66,604	-	12,746	10,122	408,414	42,286	75,560	80,562	696,294
Exchange realignment	-	-	-	-	-	(44)	(36)	-	(80)
Additions	65,277	178,140	-	3,376	45,101	4,769	16,303	1,665	314,631
Transfers	(94,927)	-	-	461	94,083	383	-	-	-
Disposals	-	-	-	(2,444)	(36,124)	(18)	(367)	-	(38,953)
At 31st December, 2016	36,954	178,140	12,746	11,515	511,474	47,376	91,460	82,227	971,892
<b>DEPRECIATION AND IMPAIRMENT</b>									
At 1st January, 2015	-	-	4,304	7,708	186,666	32,835	30,991	51,776	314,280
Exchange realignment	-	-	-	-	-	(43)	(14)	-	(57)
Provided for the year	-	-	289	598	44,781	3,918	9,774	8,053	67,413
Eliminated on disposals	-	-	-	-	(3,278)	(289)	(1,419)	-	(4,986)
At 31st December, 2015	-	-	4,593	8,306	228,169	36,421	39,332	59,829	376,650
Exchange realignment	-	-	-	-	-	(40)	(17)	-	(57)
Provided for the year	-	-	1,307	2,202	48,587	3,134	12,956	6,089	74,275
Eliminated on disposals	-	-	-	(2,444)	(34,999)	(6)	(316)	-	(37,765)
At 31st December, 2016	-	-	5,900	8,064	241,757	39,509	51,955	65,918	413,103
<b>CARRYING VALUES</b>									
<b>At 31st December, 2016</b>	<b>36,954</b>	<b>178,140</b>	<b>6,846</b>	<b>3,451</b>	<b>269,717</b>	<b>7,867</b>	<b>39,505</b>	<b>16,309</b>	<b>558,789</b>
At 31st December, 2015	66,604	-	8,153	1,816	180,245	5,865	36,228	20,733	319,644



# Notes to the Consolidated Financial Statements

For the year ended 31st December, 2016

## 17. PROPERTY, PLANT AND EQUIPMENT (Cont'd)

The above items of property, plant and equipment (other than plant under construction and vessels under construction) are depreciated on a straight-line basis and after taking into account of their estimated residual value at the following rates per annum:

Buildings	Over the shorter of the terms of the relevant leases or 20 – 30 years
Leasehold improvements	33 $\frac{1}{3}$ % or over the terms of the relevant leases, whichever is shorter
Plant and machinery	Over 15 months to 10 years
Furniture, fixtures and equipment	25%
Motor vehicles	16 $\frac{2}{3}$ % – 25%
Vessels	10% – 15%

The buildings are located in Hong Kong and the PRC and held under lease term of 6 to 49 years.

The Group has pledged certain motor vehicles with an aggregate carrying value of HK\$3,387,000 (2015: HK\$4,766,000) to secure a bank loan.

## 18. INTANGIBLE ASSETS

	Construction licenses HK\$'000 (note a)	Extraction right of rock reserve HK\$'000 (note b)	Rehabilitation costs for quarry site HK\$'000 (note b)	Service concession arrangement HK\$'000 (note c)	Total HK\$'000
<b>COST</b>					
At 1st January, 2015	32,858	–	–	41,765	74,623
Additions	–	535,728	26,889	–	562,617
Exchange realignment	–	–	–	(2,404)	(2,404)
At 31st December, 2015	32,858	535,728	26,889	39,361	634,836
Exchange realignment	–	–	–	(2,169)	(2,169)
At 31st December, 2016	32,858	535,728	26,889	37,192	632,667
<b>AMORTISATION</b>					
At 1st January, 2015	–	–	–	5,991	5,991
Exchange realignment	–	–	–	(345)	(345)
Charge for the year	–	11,817	593	1,431	13,841
At 31st December, 2015	–	11,817	593	7,077	19,487
Exchange realignment	–	–	–	(390)	(390)
Charge for the year	–	30,446	1,528	1,352	33,326
At 31st December, 2016	–	42,263	2,121	8,039	52,423
<b>CARRYING VALUES</b>					
<b>At 31st December, 2016</b>	<b>32,858</b>	<b>493,465</b>	<b>24,768</b>	<b>29,153</b>	<b>580,244</b>
At 31st December, 2015	32,858	523,911	26,296	32,284	615,349

# Notes to the Consolidated Financial Statements

For the year ended 31st December, 2016

## 18. INTANGIBLE ASSETS (Cont'd)

Notes:

- (a) The amount represents the fair value of the construction licenses (with indefinite useful lives) held by Build King Construction Limited ("BKCL") (formerly known as Kaden Construction Limited) acquired by the Group in 2005 (the "Acquired Subsidiary").

The construction licenses are granted by the Works Branch, Development Bureau of Hong Kong to the Acquired Subsidiary through which the Acquired Subsidiary is eligible to undertake government construction contracts of all five categories of public works, namely port works, site formation, road and drainage, water works and buildings with no limitation in contract sum. The construction licenses basically have no legal life but are renewable every year as long as the Acquired Subsidiary is able to comply with certain provisions and requirements set out by the Works Branch, Development Bureau of Hong Kong throughout the relevant period.

Various studies including sensitivity analysis and market trends have been carried out by the management of the Group, which supports that the construction licenses have no foreseeable limit to the period over which the construction licenses are expected to generate net cash inflow for the Group. As a result, the construction licenses are considered by the management of the Group as having indefinite useful lives because they are expected to contribute net cash inflow indefinitely. The construction licenses will not be amortised until their useful lives are determined to be finite. Instead they will be tested for impairment annually and whenever there is an indication that they may be impaired. Details regarding the impairment testing on construction licenses are disclosed in note 20.

- (b) The amounts represent the carrying amounts of the extraction right of rock reserve and the rehabilitation costs to be incurred in a quarry site in Hong Kong acquired by Faith Oriental Investment Limited ("Faith Oriental"), a wholly owned subsidiary of the Company, under the contract entered into with the Government of Hong Kong during the year ended 31st December, 2015.

Pursuant to the contract, Faith Oriental has to pay to the Government of Hong Kong, grantor of the extraction right of rock reserve in the quarry site, a total consideration of HK\$653,888,000 by 14 equal semi-annual instalments with the first instalment paid in April 2016 and to complete the rehabilitation work before the expiry of the contract period in October 2022. The carrying amounts of the extraction right of rock reserve and the rehabilitation costs for quarry site are the present value of the total consideration discounted at the rate of 5.63% per annum throughout the contract period less amortisation and the present value of total cost to be incurred for rehabilitation work in the quarry site discounted at the rate of 7.60% per annum throughout the contract period less amortisation respectively.

Amortisation is calculated by applying the ratio of actual extracted volume of rock compared to the total estimated volume of rock reserve over the remaining contract period to the carrying amounts of the assets. The estimated volume of rock reserve and amortisation method are reviewed at the end of each reporting period, with the effect of any changes in estimate being accounted for on a prospective basis.

- (c) Wuxi Qianhui Sewage Treatment Co., Ltd. ("Wuxi Qianhui"), a subsidiary of the Company entered into a service concession arrangement with the local government whereby Wuxi Qianhui is required to build the infrastructure of a sewage treatment plant phase II (see note 25 for details of sewage treatment plant phase I) and is granted an exclusive operating right for provision of sewage treatment services to the industrial and domestic users in Qian Qiao Zhen, Hui Shan District, Wu Xi City, Jiang Su Province of the PRC for a term of 30 years.

Pursuant to the service concession arrangement contract, Wuxi Qianhui is responsible for the construction of sewage treatment plant phase II and entitled to operate the sewage treatment plant phase II upon completion for a specified concession period by charging users of the public service, which amounts are contingent on the extent that the public uses the service. At the end of the operating period, Wuxi Qianhui is required to transfer the sewage treatment plant phase II to the local government. As such, the arrangement is accounted for as a service concession arrangement and the right to charge the users of the public service is recognised as an intangible asset. The Group estimates the fair value of the intangible asset to be equal to the construction costs plus certain margin. Amortisation of the intangible asset will be provided for over the operation period of 30 years on a straight-line basis when the sewage treatment plant phase II commences its operation.

The first stage of construction of the sewage treatment plant phase II comprising construction works and equipment acquisition and installation had been completed and put into operation in 2010.

The sewage treatment plant phase II had been further developed in second stage pursuant to the service concession arrangement contracts which included purchase and installation of sewage treatment equipment and various construction works and which had been put into operation in 2013.

# Notes to the Consolidated Financial Statements

For the year ended 31st December, 2016

## 19. GOODWILL

The amount represents goodwill arising on the reverse acquisition of Build King and its subsidiaries in 2004. Particulars regarding the impairment testing on goodwill are disclosed in note 20.

## 20. IMPAIRMENT TESTING ON GOODWILL AND INTANGIBLE ASSETS WITH INDEFINITE USEFUL LIVES

For the purpose of impairment testing of goodwill arising on the reverse acquisition of Build King and its subsidiaries in 2004 as set out in note 19, goodwill has been allocated to the group of underlying cash-generating unit ("CGU") which represents Build King and its subsidiaries in existence at the time of reverse acquisition of Build King and its subsidiaries in 2004 and is included in construction segment.

For the purpose of impairment testing, intangible assets with indefinite useful lives as set out in note 18(a) have been allocated to a CGU, a subsidiary acquired in 2005, which is included in construction segment and holds the construction licenses granted by the Works Branch, Development Bureau of Hong Kong and through which it is eligible to undertake government construction contracts for all five categories of public works with no limitation in contract sum.

The recoverable amounts of the above groups of CGUs have been determined on the basis of value in use calculations and are based on certain key assumptions. All value in use calculations use cash flow projections based on latest financial budgets approved by the Group's management covering a period of 5 years, and a discount rate of 10% (2015: 10%). Cash flow projections during the budget period for the CGUs are based on the expected gross margins during the budget period. Budgeted gross margins have been determined based on past performance and management's expectations for the market development.

At the end of the reporting period, the management of the Group determined that there is no impairment of any of its CGUs containing goodwill and intangible assets.

# Notes to the Consolidated Financial Statements

For the year ended 31st December, 2016

## 21. INTERESTS IN ASSOCIATES/OBLIGATIONS IN EXCESS OF INTERESTS IN ASSOCIATES

	2016 <i>HK\$'000</i>	2015 <i>HK\$'000</i>
Cost of investments in associates		
Listed in Hong Kong ( <i>note a</i> )	<b>1,678,733</b>	1,636,929
Unlisted	<b>120,327</b>	133,830
	<b>1,799,060</b>	1,770,759
Share of post-acquisition profits, losses and other comprehensive income, net of dividends received	<b>3,754,294</b>	3,630,201
	<b>5,553,354</b>	5,400,960
Represented by:		
Interests in associates	<b>5,569,562</b>	5,417,155
Obligations in excess of interests in associates ( <i>note b</i> )	<b>(16,208)</b>	(16,195)
	<b>5,553,354</b>	5,400,960
Fair value of listed investments	<b>1,951,542</b>	2,001,817

*Notes:*

- (a) Included in the cost of investment in the associate listed in Hong Kong, there is goodwill of HK\$30,964,000 (2015: HK\$30,964,000) arising on acquisition of additional interest in the associate during the year ended 31st December, 2007.
- (b) The Group has contractual obligations to share the net liabilities of certain associates.

# Notes to the Consolidated Financial Statements

For the year ended 31st December, 2016

## 21. INTERESTS IN ASSOCIATES/OBLIGATIONS IN EXCESS OF INTERESTS IN ASSOCIATES (Cont'd)

Details of the Group's principal associates at 31st December, 2016 and 2015 are as follows:

Name of associate	Form of business structure	Place of incorporation/operation	Effective interest held by the Company		Proportion of voting rights held by the Group		Principal activities
			2016 %	2015 %	2016 %	2015 %	
Brilliant Trade Holdings Limited	Incorporated	Hong Kong	<b>40</b>	40	<b>40</b>	40	Transportation
Grand China Cayman Investors III, Limited	Incorporated	Cayman Islands	<b>34.60</b>	34.60	<b>34.60</b>	34.60	Investment in rental properties in USA
Elite International Investment Fund I LP	Incorporated	Cayman Islands	<b>30</b>	30	<b>30</b>	30	Investment in property development in USA
Hong Kong Landfill Restoration Group Limited	Incorporated	Hong Kong	<b>18.21</b> <i>(note a)</i>	17.76 <i>(note a)</i>	<b>50</b>	50	Civil engineering
Road King Infrastructure Limited <i>(note b)</i>	Incorporated	Bermuda	<b>40.95</b>	40.08	<b>40.95</b>	40.08	Investment in and development, operation and management of toll road, and property development

Notes:

- (a) The Company holds the effective interest in the associate through Build King.
- (b) The shares of Road King are listed on the Main Board of the Stock Exchange.

The above table lists the associates of the Group which, in the opinion of the directors, principally affect the results for the year or constitute a substantial portion of the net assets of the Group. To give details of other associates would, in the opinion of the directors, result in particulars of excessive length.

# Notes to the Consolidated Financial Statements

For the year ended 31st December, 2016

## 21. INTERESTS IN ASSOCIATES/OBLIGATIONS IN EXCESS OF INTERESTS IN ASSOCIATES (Cont'd)

At 31st December, 2016, the carrying amount of the Group's interest in Road King of HK\$5,448,801,000 (2015: HK\$5,277,969,000) was more than its fair value of HK\$1,951,542,000 (2015: HK\$2,001,817,000). The management of the Group carried out impairment review on the entire carrying amount of its interest in Road King (including goodwill) as a single asset by comparing its recoverable amount (higher of value in use and fair value less costs to sell) with its entire carrying amount. In determining the value in use of the investment, the Group estimated the present value of the estimated future cash flows expected to arise from the operations of Road King and the proceeds on the ultimate disposal of the investment. The key assumptions included growth rate and use of 10% (2015: 10%) to discount the cash flow projections to net present values. Based on the assessments, the recoverable amount of the Group's interest in Road King exceeded its entire carrying amount. Hence, no impairment against the Group's interest in Road King is considered necessary.

### Summarised financial information of material associate

Summarised financial information in respect of the Group's material associate is set out below.

The summarised financial information below represents amounts shown in the associate's financial statements prepared in accordance with HKFRSs. The associate is accounted for using the equity method in the Group's consolidated financial statements.

Road King is engaged in investment in and development, operation and management of toll road, and property development:

	<b>2016</b> <i>HK\$'000</i>	2015 <i>HK\$'000</i>
Current assets	<b>41,048,193</b>	31,068,403
Non-current assets	<b>9,351,938</b>	8,987,904
Current liabilities	<b>(23,710,747)</b>	(18,087,764)
Non-current liabilities	<b>(12,456,756)</b>	(7,992,676)
Net assets	<b>14,232,628</b>	13,975,867
Equity attributable to owners of the company	<b>13,291,831</b>	13,155,397
Non-controlling interests	<b>940,797</b>	820,470
Total equity	<b>14,232,628</b>	13,975,867
The above amounts of assets and liabilities include the following:		
Cash and cash equivalents	<b>7,290,782</b>	2,651,312
Current financial liabilities (excluding trade and other payables and provisions)	<b>(6,769,198)</b>	(6,867,674)
Non-current financial liabilities (excluding trade and other payables and provisions)	<b>(11,807,451)</b>	(7,406,144)

# Notes to the Consolidated Financial Statements

For the year ended 31st December, 2016

## 21. INTERESTS IN ASSOCIATES/OBLIGATIONS IN EXCESS OF INTERESTS IN ASSOCIATES (Cont'd)

### Summarised financial information of material associate (Cont'd)

	2016 <i>HK\$'000</i>	2015 <i>HK\$'000</i>
Revenue	<b>16,841,585</b>	12,509,646
Profit for the year	<b>1,373,596</b>	828,310
Other comprehensive expense for the year	<b>(821,133)</b>	(547,096)
Total comprehensive income for the year	<b>552,463</b>	281,214
Dividends received from the associate by the Group during the year	<b>144,277</b>	169,227
The above profit for the year includes the following income (expenses):		
Interest income	<b>150,114</b>	86,557
Depreciation	<b>(14,305)</b>	(12,596)
Finance costs	<b>(371,585)</b>	(233,346)
Income tax expense	<b>(1,871,696)</b>	(1,154,213)

Reconciliation of the above summarised financial information to the carrying amount of the interest in the associate recognised in the consolidated financial statements:

	2016 <i>HK\$'000</i>	2015 <i>HK\$'000</i>
Net assets attributable to owners of the associate	<b>13,291,831</b>	13,155,397
Proportion of the Group's ownership interest in the associate	<b>40.95%</b>	40.08%
Goodwill	<b>5,443,005</b>	5,272,683
Others	<b>30,964</b>	30,964
	<b>(25,168)</b>	(25,678)
Carrying amount of the Group's interest in the associate	<b>5,448,801</b>	5,277,969

### Aggregate information of associates that are not individually material

	2016 <i>HK\$'000</i>	2015 <i>HK\$'000</i>
The Group's share of profit and total comprehensive income	<b>5,827</b>	6,817

There are no unrecognised share of losses of associates in both years.

# Notes to the Consolidated Financial Statements

For the year ended 31st December, 2016

## 22. INTERESTS IN JOINT VENTURES

	<b>2016</b> <i>HK\$'000</i>	2015 <i>HK\$'000</i>
Cost of investment in unlisted joint ventures	<b>51,006</b>	–
Share of post-acquisition profits and other comprehensive income, net of dividends received	<b>7,512</b>	–
	<b>58,518</b>	–

On 15th June, 2016, Build King acquired 49% equity interest in 德州恒源熱力有限公司 (“Dezhou Heng Yuan”) at a consideration of RMB34,710,000 (approximately HK\$40,956,000). Dezhou Heng Yuan is a limited liability company incorporated in the PRC and was granted an exclusive right to supply heat to the west of Jianhe in Dezhou Economic Development Zone.

On 17th August, 2016 and 30th December, 2016, Build King acquired a total of 50% equity interest in Sunny Harvest Corporation Limited (“Sunny Harvest”) from an independent third party at a consideration of HK\$10,050,000. Sunny Harvest is a limited liability company incorporated in Hong Kong and is engaged in the provision of transportation services.

Details of the Group’s joint ventures at 31st December, 2016 and 2015 are as follows:

Name of joint venture	Form of business structure	Place of incorporation or registration/ operation	Effective interest held by the Company		Proportion of voting rights held by the Group		Principal activities
			2016	2015	2016	2015	
			%	%	%	%	
Hip Hing-Leader JV Limited	Incorporated	Hong Kong	<b>17.58</b> <i>(note)</i>	17.15 <i>(note)</i>	<b>33.3</b>	33.3	Civil engineering
德州恒源熱力有限公司	Incorporated	PRC	<b>25.86</b> <i>(note)</i>	–	<b>50</b>	–	Central heating
Sunny Harvest Corporation Limited	Incorporated	Hong Kong	<b>26.39</b> <i>(note)</i>	–	<b>50</b>	–	Provision of transportation services

*Note:* The Company holds the effective interest in the joint venture through Build King. Under the joint venture agreement, the entity is jointly controlled by Build King and the other joint venture partner. Therefore, the entity is classified as a joint venture.



# Notes to the Consolidated Financial Statements

For the year ended 31st December, 2016

## 22. INTERESTS IN JOINT VENTURES (Cont'd)

Summarised financial information in respect of the Group's major joint venture, Dezhou Heng Yuan, is set out below. The summarised financial information below represents amounts shown in the joint venture's financial statements prepared in accordance with HKFRSs.

All joint ventures are accounted for using the equity method in the Group's consolidated financial statements.

### Dezhou Heng Yuan

	2016 HK\$'000	2015 HK\$'000
Current assets	64,636	–
Non-current assets	71,216	–
Current liabilities	(58,686)	–
Non-current liabilities	(49,515)	–
Net assets	27,651	–
Revenue	31,666	–
Profit for the year	15,406	–
Total comprehensive income for the year	15,406	–

Reconciliation of the above summarised financial information to the carrying amount of the interest in the joint venture recognised in the consolidated financial statements:

	2016 HK\$'000	2015 HK\$'000
Net assets of the joint venture	27,651	–
Proportion of the ownership interest in the joint venture held by Build King	49%	–
Effect of fair value adjustments at acquisition	13,549	–
Carrying amount of the Group's interest in the joint venture	34,956	–

The financial information of the other joint ventures is immaterial.

# Notes to the Consolidated Financial Statements

For the year ended 31st December, 2016

## 23. JOINT OPERATIONS

Details of the Group's principal joint operations at 31st December, 2016 and 2015 are as follows:

Name of joint operation	Form of business structure	Place of registration/ operation	Effective interest held by the Company		Principal activities
			2016 %	2015 %	
ACC-Leader Joint Venture	Unincorporated	Middle East	<b>26.39</b> <i>(note)</i>	25.75 <i>(note)</i>	Civil engineering
China State-Build King Joint Venture (formerly known as China State-Leader Joint Venture)	Unincorporated	Hong Kong	<b>25.86</b> <i>(note)</i>	25.23 <i>(note)</i>	Civil engineering
Chun Wo-Leader Joint Venture	Unincorporated	Hong Kong	<b>26.92</b> <i>(note)</i>	26.26 <i>(note)</i>	Civil engineering
CRBC-Build King Joint Venture	Unincorporated	Hong Kong	<b>25.86</b> <i>(note)</i>	–	Civil engineering
CRBC-CEC-Kaden Joint Venture	Unincorporated	Hong Kong	<b>17.15</b> <i>(note)</i>	16.73 <i>(note)</i>	Civil engineering
CRBC-Kaden Joint Venture	Unincorporated	Hong Kong	<b>31.67</b> <i>(note)</i>	30.89 <i>(note)</i>	Civil engineering
Gammon-Kaden SCL 1111 Joint Venture	Unincorporated	Hong Kong	<b>15.83</b> <i>(note)</i>	15.45 <i>(note)</i>	Civil engineering
Hsin Chong-Build King Joint Venture	Unincorporated	Hong Kong	<b>18.47</b> <i>(note)</i>	–	Civil engineering
Kaden-Chun Wo Joint Venture	Unincorporated	Hong Kong	<b>26.92</b> <i>(note)</i>	26.26 <i>(note)</i>	Civil engineering
Kier-Kaden-OSSA Joint Venture	Unincorporated	Hong Kong	<b>18.47</b> <i>(note)</i>	18.02 <i>(note)</i>	Civil engineering
Kier-Laing O'Rourke-Kaden Joint Venture	Unincorporated	Hong Kong	<b>7.92</b> <i>(note)</i>	7.72 <i>(note)</i>	Civil engineering
Leader Marine-Yoon & Plac Joint Venture	Unincorporated	Hong Kong	<b>26.39</b> <i>(note)</i>	–	Civil engineering
McDow-Kaden Joint Venture	Unincorporated	Hong Kong	<b>26.39</b> <i>(note)</i>	25.75 <i>(note)</i>	Civil engineering
Samsung-Build King Joint Venture	Unincorporated	Hong Kong	<b>15.83</b> <i>(note)</i>	–	Civil engineering

*Note:* The Company holds the effective interest in the joint operation through Build King. Under the joint arrangement agreement, the entity is jointly controlled by Build King and the other partners of the joint arrangement. Therefore, the entity is classified as a joint operation.

# Notes to the Consolidated Financial Statements

For the year ended 31st December, 2016

## 23. JOINT OPERATIONS (Cont'd)

The above table lists the joint operations of the Group which, in the opinion of the directors, principally affect the results for the year or constitute a substantial portion of the net assets of the Group. To give details of other joint operations would, in the opinion of the directors, result in particulars of excessive length.

## 24. AVAILABLE-FOR-SALE INVESTMENTS

	<b>2016</b> <b>HK\$'000</b>	2015 HK\$'000
Unlisted equity securities, at cost	<b>110,015</b>	46,044
Less: Impairment loss recognised	<b>(800)</b>	(3,368)
	<b>109,215</b>	42,676

The unlisted investments represent investments in unlisted equity securities issued by private entities incorporated in the PRC, Cayman Islands and United States of America ("USA"). The unlisted investments are measured at cost less impairment loss at the end of the reporting period.

During the year ended 31st December, 2016, the Group invested a total of US\$57,309,000 (equivalent to HK\$445,997,000), as to US\$8,550,000 (equivalent to HK\$66,539,000) in the form of equity and the remaining US\$48,759,000 (equivalent to HK\$379,458,000) in the form of shareholder's loan, to a private entity incorporated in USA which has invested in another US company for property development in USA. Portion of the shareholder's loan was repaid during the year and the remaining balance at 31st December, 2016 is shown under non-current assets and included in "Loan and other receivables" as disclosed in note 26.

## 25. OTHER FINANCIAL ASSET

Wuxi Qianhui entered into a service concession arrangement with the local government whereby Wuxi Qianhui is required to build the infrastructure of a sewage treatment plant phase I and is granted an exclusive operating right for provision of sewage treatment services to the industrial and domestic users in Qian Qiao Zhen, Hui Shan District, Wu Xi City, Jiang Su Province of the PRC for a term of 30 years.

At the end of the operating period, Wuxi Qianhui is required to transfer the sewage treatment plant phase I to the local government. Wuxi Qianhui commenced the construction in 2005 and finished in 2006. The sewage treatment plant phase I had been put into operation in 2007.

Under the service concession arrangement, the local government of Qian Qiao Zhen guarantees a minimum volume of sewage to be treated by the plant with a fixed predetermined rate per ton of sewage. The agreed price will be reviewed annually. Therefore, the service concession arrangement is classified as financial asset. The fair value of the consideration receivable for the construction services rendered under the service concession arrangement is recognised as other financial asset carrying effective interest rate of 2.61% (2015: 2.61%) per annum and recoverable over the service concession period of 30 years.

# Notes to the Consolidated Financial Statements

For the year ended 31st December, 2016

## 26. LOAN AND OTHER RECEIVABLES

	2016 HK\$'000	2015 HK\$'000
Amounts due from:		
Local government of Wanshan in the PRC ( <i>note a</i> )	–	4,470
An investee ( <i>note b</i> )	<b>109,176</b>	–
An independent third party ( <i>note c</i> )	<b>22,226</b>	23,522
	<b>131,402</b>	27,992
<i>Less:</i> Amount shown under current assets ( <i>note 29</i> )	<b>(23,144)</b>	(4,470)
Amount shown under non-current assets	<b>108,258</b>	23,522

### Notes:

(a) At 31st December, 2015, the amount represented the advances to and the cost of construction work to be recoverable from the local government of Wanshan in the PRC which would be settled by cash instalments semi-annually up to December 2016. The amount of HK\$4,470,000 to be settled within twelve months from the end of the reporting period was shown under current assets and included in "Debtors, deposits and prepayments" as disclosed in note 29.

(b) The amount represented a shareholder's loan of US\$13,911,000 (equivalent to HK\$108,258,000) to an investee and the interest receivable of US\$118,000 (equivalent to HK\$918,000) from the investee. The loan is bearing variable interest rate at London Interbank Offered Rate plus 9% per annum and will be fully repaid together with the unpaid interest on or before 31st December, 2019.

At 31st December, 2016, the principal of US\$13,911,000 (equivalent to HK\$108,258,000) to be settled after twelve months from the end of the reporting period is shown under non-current assets and the interest receivable of US\$118,000 (equivalent to HK\$918,000) to be settled within twelve months from the end of the reporting period is shown under current assets and included in "Debtors, deposits and prepayments" as disclosed in note 29.

(c) The amount represented a loan advanced to an independent third party by 惠記環保工程(上海)有限公司, a wholly owned subsidiary of Build King, in 2015. The loan is secured by 51% equity interest in a PRC company, bearing fixed interest rate at 4.5% per annum and will be fully repaid before 30th November, 2017. At 31st December, 2016, the amount is shown as current assets and included in "Debtors, deposits and prepayments" as disclosed in note 29.

## 27. INVENTORIES

	2016 HK\$'000	2015 HK\$'000
Raw materials	<b>46,517</b>	33,104
Consumables	<b>8,191</b>	5,983
Finished goods	<b>8,294</b>	6,714
	<b>63,002</b>	45,801

The cost of inventories recognised as an expense during the year is HK\$378,041,000 (2015: HK\$350,635,000).

# Notes to the Consolidated Financial Statements

For the year ended 31st December, 2016

## 28. AMOUNTS DUE FROM (TO) CUSTOMERS FOR CONTRACT WORK

	2016 HK\$'000	2015 HK\$'000
Contracts in progress at the end of the reporting period:		
Contract costs incurred plus recognised profits less recognised losses	<b>21,789,723</b>	17,914,644
Less: Progress billings	<b>(22,103,167)</b>	(18,094,131)
	<b>(313,444)</b>	(179,487)
Represented by:		
Due from customers shown under current assets	<b>324,351</b>	485,303
Due to customers shown under current liabilities	<b>(637,795)</b>	(664,790)
	<b>(313,444)</b>	(179,487)

## 29. DEBTORS, DEPOSITS AND PREPAYMENTS

	2016 HK\$'000	2015 HK\$'000
Trade debtors	<b>925,202</b>	623,864
Less: Allowance for doubtful debts	<b>(5,495)</b>	(6,136)
	<b>919,707</b>	617,728
Bills receivables	<b>11,013</b>	11,571
Retention receivables	<b>331,752</b>	290,415
Other debtors	<b>71,009</b>	99,852
Deposits and prepayments	<b>106,779</b>	68,812
Loan and other receivables ( <i>note 26</i> )	<b>23,144</b>	4,470
	<b>1,463,404</b>	1,092,848

The Group's other debtors and loan and other receivables included an aggregate carrying amount of HK\$22,405,000 (2015: HK\$1,469,000) which is denominated in Renminbi that is the currency other than the functional currencies of the relevant group entities.

# Notes to the Consolidated Financial Statements

For the year ended 31st December, 2016

## 29. DEBTORS, DEPOSITS AND PREPAYMENTS (Cont'd)

The Group allows an average credit period of 60 days to its trade customers. For retention receivables in respect of construction contracts, the due dates are usually one year after the completion of the construction works. The following is an aged analysis of trade receivables (net of allowance for doubtful debts) presented based on the invoice date and bills receivables presented based on the maturity date:

	<b>2016</b> <i>HK\$'000</i>	2015 <i>HK\$'000</i>
Trade debtors		
0 to 60 days	<b>898,596</b>	578,103
61 to 90 days	<b>2,780</b>	21,575
Over 90 days	<b>18,331</b>	18,050
	<b>919,707</b>	617,728
Bills receivables		
0 to 60 days	<b>7,579</b>	5,175
61 to 90 days	<b>2,978</b>	878
Over 90 days	<b>456</b>	5,518
	<b>11,013</b>	11,571
Retention receivables		
Due within one year	<b>61,618</b>	55,504
Due after one year	<b>270,134</b>	234,911
	<b>331,752</b>	290,415

Before accepting any new customer, the Group assesses the potential customer's credit quality and defines credit limit by customer. Limits and scores attributed to customers are reviewed periodically. At 31st December, 2016, 97% (2015: 93%) of the trade debtors that are neither past due nor impaired have good settlement history. The Group has assessed the creditworthiness and historical default rates of these customers. Trade debtors that are past due but not impaired have the good quality with reference to respective settlement history.

In determining the recoverability of a trade debt, the Group considers any change in the credit quality of the trade debtor from the date credit was initially granted up to the end of the reporting period. The concentration of credit risk is limited due to major customer of the Group is the Government of Hong Kong. Accordingly, the directors of the Company believe that there is no further provision required.

At 31st December, 2016, the Group's trade debtors and retention receivables included amounts of HK\$20,395,000 (2015: HK\$18,845,000) and HK\$14,566,000 (2015: HK\$10,353,000) respectively due from related companies which are subsidiaries of a substantial shareholder of the Company.

# Notes to the Consolidated Financial Statements

For the year ended 31st December, 2016

## 29. DEBTORS, DEPOSITS AND PREPAYMENTS (Cont'd)

The Group's trade debtors included a carrying amount of HK\$21,111,000 (2015: HK\$39,625,000) which is past due at the end of the reporting period for which the Group has not provided for impairment loss as there has not been any significant change in credit quality and the amounts are still considered recoverable in full. The Group does not hold any collateral over these receivables.

### Aging of trade debtors past due but not impaired

	2016 HK\$'000	2015 HK\$'000
Overdue by:		
1 to 30 days	2,780	21,575
Over 30 days	18,331	18,050
	<b>21,111</b>	39,625

Included in the allowance for doubtful debts are individually impaired receivables due from certain trade debtors with an aggregate amount of HK\$5,495,000 (2015: HK\$6,136,000) which have either been placed under liquidation, are in financial difficulties or are past due beyond 120 days and estimated to be irrecoverable. The Group does not hold any collateral over these receivables.

### Movement in the allowance for doubtful debts

	2016 HK\$'000	2015 HK\$'000
Balance at the beginning of the year	6,136	3,666
Written off against trade debtors	(2,068)	–
Allowance recognised in profit or loss	1,427	2,470
Balance at the end of the year	<b>5,495</b>	6,136

## 30. AMOUNTS DUE FROM ASSOCIATES/A JOINT VENTURE/OTHER PARTNERS OF JOINT OPERATIONS

The amounts are unsecured, interest-free and repayable on demand.

## 31. HELD-FOR-TRADING INVESTMENTS

	2016 HK\$'000	2015 HK\$'000
Equity securities listed in Hong Kong, at fair value	<b>25,562</b>	27,430

# Notes to the Consolidated Financial Statements

For the year ended 31st December, 2016

## 32. PLEDGED BANK DEPOSITS AND BANK BALANCES

Bank deposits of the Group amounting to HK\$101,000 (2015: HK\$80,000) were pledged to banks for securing certain banking facilities granted to the Group. The pledged bank deposits carry fixed interest rate at 0.01% (2015: 0.01%) per annum.

Bank balances with original maturity less than three months carry market interest rate ranging from 0.00% to 0.35% (2015: 0.00% to 0.35%) per annum.

The Group's bank balances included carrying amounts of HK\$6,719,000 (2015: HK\$7,365,000) and HK\$3,000 (2015: HK\$3,000) which are denominated in Renminbi and United States dollar respectively that are the currencies other than the functional currencies of the relevant group entities.

## 33. CREDITORS AND ACCRUED CHARGES

	<b>2016</b> <b>HK\$'000</b>	2015 HK\$'000
Trade creditors (aged analysis based on the invoice date):		
0 to 60 days	<b>202,181</b>	187,536
61 to 90 days	<b>20,353</b>	18,565
Over 90 days	<b>9,583</b>	56,123
	<b>232,117</b>	262,224
Retention payables	<b>306,376</b>	244,688
Accrued project costs	<b>835,951</b>	760,105
Payable for extraction right ( <i>note 36</i> )	<b>90,830</b>	71,535
Other creditors and accrued charges	<b>123,312</b>	107,245
	<b>1,588,586</b>	1,445,797
Retention payables		
Due within one year	<b>89,769</b>	79,683
Due after one year	<b>216,607</b>	165,005
	<b>306,376</b>	244,688

The Group has financial risk management policies in place to ensure that all payables are within the credit timeframe. For retention payables in respect of construction contracts, the due dates are usually one year after the completion of the construction works.

The Group's trade and other creditors included an aggregate carrying amount of HK\$1,655,000 (2015: HK\$2,022,000) which is denominated in Renminbi that is the currency other than the functional currencies of the relevant group entities.



# Notes to the Consolidated Financial Statements

For the year ended 31st December, 2016

## 34. AMOUNTS DUE TO ASSOCIATES/A JOINT VENTURE/OTHER PARTNERS OF JOINT OPERATIONS/NON-CONTROLLING SHAREHOLDERS

The amounts are unsecured, interest-free and repayable on demand.

## 35. BANK LOANS

	<b>2016</b> <b>HK\$'000</b>	2015 <i>HK\$'000</i>
The maturity of the bank loans is as follows:		
Within one year	<b>215,434</b>	150,843
In the second year	<b>143,000</b>	18,000
In the third to fifth year inclusive	<b>340,250</b>	–
	<b>698,684</b>	168,843
Carrying amount of term loans which contain a repayment on demand clause (shown under current liabilities)		
– repayable within one year	<b>35,018</b>	92,022
– repayable in the second year	<b>27,006</b>	37,106
– repayable in the third to fifth year inclusive	<b>23,553</b>	45,437
	<b>85,577</b>	174,565
Total	<b>784,261</b>	343,408
Less: Amount shown under current liabilities	<b>(301,011)</b>	(325,408)
Amount shown under non-current liabilities	<b>483,250</b>	18,000
Secured	<b>156,050</b>	135,368
Unsecured	<b>628,211</b>	208,040
	<b>784,261</b>	343,408

At 31st December, 2016, all bank loans are variable-rate borrowings which carry interest ranging from 2.45% to 3.76% (2015: 2.10% to 3.40%) per annum. Interest is repriced every one, two, three or six months.

The share of a subsidiary of the Company, certain bank deposits and motor vehicles are pledged to secure certain bank loans granted to the Group.

# Notes to the Consolidated Financial Statements

For the year ended 31st December, 2016

## 36. PAYABLE FOR EXTRACTION RIGHT

During the year ended 31st December, 2015, the Group acquired the extraction right of rock reserve in the quarry site as detailed in note 18(b). Pursuant to the contract with the Government of Hong Kong, the total consideration of the extraction right of rock reserve is HK\$653,888,000 which is payable by 14 equal semi-annual instalments until October 2022. The payable is carried at amortised cost of effective interest rate of 5.63% (2015: 5.63%) per annum.

The amounts of the payable are as follows:

	2016 HK\$'000	2015 HK\$'000
Fair value of consideration payable at the beginning of the year/ date of inception	542,715	535,728
Payments during the year	(93,413)	–
Imputed interest for the year	28,023	6,987
Carrying amount at the end of the year	477,325	542,715
Less: Amount shown under current liabilities (note 33)	(90,830)	(71,535)
Amount shown under non-current liabilities	386,495	471,180

## 37. PROVISION FOR REHABILITATION COSTS

	2016 HK\$'000	2015 HK\$'000
Fair value of estimated costs to be incurred at the beginning of the year/ date of inception	27,360	26,889
Payments during the year	(343)	–
Imputed interest for the year	2,043	471
Carrying amount at the end of the year	29,060	27,360
Less: Amount shown under current liabilities (included in other creditors and accrued charges)	(858)	(471)
Amount shown under non-current liabilities	28,202	26,889

The provision for rehabilitation costs represents estimated total costs to be incurred for rehabilitation work to be completed in the quarry site as detailed in note 18(b) before the expiry of the contract period in October 2022. The discount rate of the provision for rehabilitation costs is 7.6% (2015: 7.6%) per annum.

# Notes to the Consolidated Financial Statements

For the year ended 31st December, 2016

## 38. DEFERRED TAX LIABILITIES

The deferred tax liabilities recognised by the Group represent tax effect of fair value of intangible assets arising from the acquisition of a subsidiary during the year ended 31st December, 2005. There is no movement of the balance during each of the two years ended 31st December, 2016.

At the end of the reporting period, the Group has unutilised tax losses carried forward to offset future profits, the utilisation of which will expire in the following years:

	<b>2016</b> <b>HK\$'000</b>	2015 HK\$'000
Tax losses to expire in:		
Carried forward indefinitely	<b>409,858</b>	405,012

No deferred tax asset has been recognised in respect of unused tax losses due to the unpredictability of future profit streams.

## 39. AMOUNT DUE TO AN ASSOCIATE

The amount is unsecured, interest-free and has an agreed repayment term which is not repayable within twelve months from the end of the reporting period and the balance is therefore shown under non-current liabilities. The amount is carried at amortised cost using effective interest rate of 5.4% (2015: 5.4%) per annum.

## 40. BONDS

On 5th January, 2015 and 28th October, 2015, BKCL, a wholly owned subsidiary of Build King as the issuer and Build King as the guarantor had entered into placing agreements with a placing agent, an independent third party, for the purposes of arranging placees for the issue of bonds in denomination of HK\$1,000,000 each up to an aggregate principal amount of HK\$100,000,000 and HK\$50,000,000 respectively. The bonds will be matured at the date immediately following five years after the first issue of the bonds and carry coupon interest of 7% per annum, accrued daily on a 365 days basis that is payable semi-annually in arrears on every 1st January and 1st July of each calendar year, up to but excluding the maturity date of the bonds. At 31st December, 2016, bonds with the total amount of HK\$127,400,000 (2015: HK\$113,680,000), net of issue expenses, are issued. Such expenses will be amortised over the life of the bonds by charging the expenses to the profit or loss using effective interest rate of 7.60% (2015: 7.65%) per annum and increasing the net carrying amount of the bonds with the corresponding amount.

On 23rd October, 2015, Elite Excellent Investments Limited ("Elite Excellent"), a wholly owned subsidiary of the Company, as the issuer has executed a bond instrument for the purposes of issuing of perpetual bonds in denomination of HK\$10,000 each with a limit on the aggregate principal amount of HK\$61,250,000. On 24th August, 2016, Elite Excellent has executed a supplemental deed which increases the limit on the aggregate principal amount to HK\$122,500,000. The bonds are redeemable at any time at the option of Elite Excellent and carry coupon interest of 5% per annum, accrued daily on a 365 days basis and be paid at any time in any year selected by Elite Excellent for so long as the perpetual bonds remain outstanding. At 31st December, 2016, bonds with a total principal amount of HK\$78,400,000 (2015: HK\$36,750,000) are issued.

# Notes to the Consolidated Financial Statements

For the year ended 31st December, 2016

## 41. SHARE CAPITAL

	Number of shares		Share capital	
	2016 '000	2015 '000	2016 HK\$'000	2015 HK\$'000
Ordinary shares of HK\$0.10 each				
Authorised:				
At the beginning and the end of the year	1,000,000	1,000,000	100,000	100,000
Issued and fully paid:				
At the beginning and the end of the year	793,124	793,124	79,312	79,312

## 42. TRANSLATION RESERVE AND NON-CONTROLLING INTERESTS

	Translation reserve HK\$'000	Non- controlling interests HK\$'000
At 1st January, 2015	892,558	159,805
Profit for the year	–	45,252
Exchange differences arising on translation of foreign operations	(3,121)	(3,197)
Share of translation reserves of associates	(205,799)	–
Capital contribution from a non-controlling shareholder	–	6,370
Distribution to non-controlling shareholders	–	(6,064)
Acquisition of additional interest in a subsidiary	–	(1,254)
At 31st December, 2015	683,638	200,912
Profit for the year	–	65,093
Exchange differences arising on translation of foreign operations	(4,117)	(3,245)
Share of translation reserves of associates	(309,736)	–
Capital contribution from non-controlling shareholders	–	15,685
Distribution to non-controlling shareholders	–	(8,797)
Acquisition of additional interest in a subsidiary	–	(5,054)
Disposal of partial interest in a subsidiary without losing control	–	200
<b>At 31st December, 2016</b>	<b>369,785</b>	<b>264,794</b>

# Notes to the Consolidated Financial Statements

For the year ended 31st December, 2016

## 43. SHARE OPTION SCHEME

The share option scheme of the Company (the “Share Option Scheme”) was adopted by the Company at the annual general meeting held on 15th May, 2012.

A summary of the Share Option Scheme is set out as follows:

### (a) Purpose of the Share Option Scheme

The purpose of the Share Option Scheme is to provide selected participants with the opportunity to acquire proprietary interests in the Company and to encourage participants to work towards enhancing the value of the Company and the shares of the Company for the benefit of the Company and its shareholders as a whole.

### (b) Participants of the Share Option Scheme

The participants include any executive or non-executive directors of the Group, any executives or officers and full-time employees of the Group who the Board or a committee thereof appointed for the purpose of administering the Share Option Scheme considers, in its sole discretion, have contributed or will contribute to the Group.

### (c) Total number of shares available for issue under the Share Option Scheme and percentage of the issued share capital at the date of this annual report

No share option of the Company has been granted under the Share Option Scheme since its adoption and up to the date of this annual report.

The total number of shares available for issue under the Share Option Scheme is 79,312,403 shares representing 10% of the Company’s issued share capital at the date of this annual report.

### (d) Maximum entitlement of each participant under the Share Option Scheme

The total number of shares issued and to be issued upon exercise of the options granted to each participant (including exercised, cancelled and outstanding options) in any 12-month period must not exceed 1% of the shares of the Company in issue unless the same is approved by the shareholders of the Company.

# Notes to the Consolidated Financial Statements

For the year ended 31st December, 2016

## 43. SHARE OPTION SCHEME (Cont'd)

### (e) The period within which the shares must be taken up under an option

An option may be exercised in accordance with the terms of the Share Option Scheme at any time during the period commencing on the 1st anniversary of the date of its commencement (being the date upon which the option is deemed to be accepted pursuant to the Share Option Scheme) and expiring on the 4th anniversary of such date of commencement.

### (f) The minimum period for which an option must be held before it can be exercised

An option must be held for a year before it can be exercised.

### (g) The amount payable on application or acceptance of the option and the period within which payments or calls must or may be made or loans for such purposes must be repaid

HK\$1 is to be paid as consideration for the grant of option on or before the date of acceptance (being a date not later than 30 days after the date of grant).

### (h) The basis of determining the exercise price

The exercise price shall be determined by the Board in its absolute discretion but in any event shall be at least the highest of:

- (i) the closing price of the shares of the Company as stated in the Stock Exchange's daily quotations sheet on the date of grant which must be a business day;
- (ii) the average closing price of the shares of the Company as stated in the Stock Exchange's daily quotations sheets for the 5 business days immediately preceding the date of grant; and
- (iii) the nominal value of the shares of the Company.

### (i) The remaining life of the Share Option Scheme

The Share Option Scheme shall be valid and effective for a period of 10 years commencing on the adoption date, i.e. 15th May, 2012.

# Notes to the Consolidated Financial Statements

For the year ended 31st December, 2016

## 44. CAPITAL RISK MANAGEMENT

The Group manages its capital to ensure that entities in the Group will be able to continue as a going concern while maximising the return to stakeholders through the optimisation of the debt and equity balance.

The capital structure of the Group consists of debts, which include bank loans and bonds as disclosed in notes 35 and 40, and equity attributable to owners of the Company, comprising issued capital and reserves.

The directors of the Company review the capital structure periodically. As a part of this review, the management of the Group assesses the annual budget prepared by the treasury department which reviews the planned construction projects proposed by engineering department and takes into account the provision of funding. Based on the proposed annual budget, the management of the Group considers the cost of capital and the risks associated with the capital. The directors of the Company also balance its overall capital structure through payment of dividends, issue of new shares as well as raise of new debts or the redemption of existing debts.

The Group's overall strategy remains unchanged from prior year.

## 45. FINANCIAL INSTRUMENTS

### (a) Categories of financial instruments

	2016 HK\$'000	2015 HK\$'000
Financial assets		
Available-for-sale investments	109,215	42,676
Held-for-trading investments	25,562	27,430
Loans and receivables (including cash and cash equivalents)	2,544,667	2,009,010
	<b>2,679,444</b>	2,079,116
Financial liabilities		
Amortised cost	2,981,641	2,396,028

### (b) Financial risk management objectives and policies

The Group's major financial instruments include available-for-sale investments, other financial asset, loan and other receivables, debtors, held-for-trading investments, pledged bank deposits, bank balances and cash, creditors, bank loans, bonds and amounts due from/to associates, a joint venture, other partners of joint operations and non-controlling shareholders. Details of the financial instruments are disclosed in the respective notes. The risks associated with these financial instruments include market risk (currency risk, interest rate risk and other price risk), credit risk and liquidity risk. The policies on how to mitigate these risks are set out below. The management manages and monitors these exposures to ensure that appropriate measures are implemented on a timely and effective manner.

# Notes to the Consolidated Financial Statements

For the year ended 31st December, 2016

## 45. FINANCIAL INSTRUMENTS (Cont'd)

### (b) Financial risk management objectives and policies (Cont'd)

#### Market risk

##### (i) Currency risk

Certain available-for-sale investments, other debtors, loan and other receivables, bank balances and trade and other creditors are denominated in foreign currencies which are different from the functional currency of the relevant group entities and therefore the Group is exposed to currency risk. The Group currently does not have a foreign currency hedging policy. However, the management monitors foreign exchange exposure and will consider hedging significant foreign currencies should the needs arise.

The carrying amounts of the Group's monetary assets and liabilities denominated in foreign currencies at the end of the reporting period are as follows:

	Assets		Liabilities	
	2016 HK\$'000	2015 HK\$'000	2016 HK\$'000	2015 HK\$'000
Renminbi	29,124	8,834	1,655	2,022
United States dollar	109,218	42,679	-	-

#### Sensitivity analysis

The Group is mainly exposed to the currency risks for fluctuation in exchange rates of Renminbi and United States dollar.

As monetary assets and liabilities denominated in Renminbi are insignificant and United States dollar is pegged with Hong Kong dollar, the currency risk exposure is considered immaterial. Hence, no foreign currency sensitivity analysis in relation to Renminbi and United States dollar is disclosed.

##### (ii) Interest rate risk

The Group's exposure to cash flow interest rate risk relates primarily to bank loans (see note 35) which are at variable-rate and determined by reference to the prevailing market rate. Although the Group is also exposed to fair value interest rate risk in relation to fixed rate bonds, the Group's policy to keep its borrowings at floating rate of interests would minimise the fair value interest rate risk.

The Group currently does not have an interest rate hedging policy. However, the management monitors interest rate exposure and will consider hedging significant interest rate exposure should the needs arise.

The Group's exposure to interest rate risk for financial liabilities is detailed in the liquidity risk section of this note.



# Notes to the Consolidated Financial Statements

For the year ended 31st December, 2016

## 45. FINANCIAL INSTRUMENTS (Cont'd)

### (b) Financial risk management objectives and policies (Cont'd)

#### **Market risk (Cont'd)**

##### *(ii) Interest rate risk (Cont'd)*

Sensitivity analysis

The sensitivity analyses below have been determined based on the exposure to interest rate risk for non-derivative instruments at the end of the reporting period.

The analysis is prepared assuming the amount of liabilities outstanding at the end of the reporting period was outstanding for the whole year. A 100 basis points (2015: 100 basis points) increase or decrease is used when reporting interest rate risk internally to key management personnel and represents management's assessment of the reasonably possible change in interest rates.

If interest rates had been 100 basis points (2015: 100 basis points) higher/lower and all other variables were held constant, the Group's post-tax profit for the year ended 31st December, 2016 would decrease/increase by HK\$6,549,000 (2015: HK\$2,867,000). This is mainly attributable to the Group's exposure to fluctuation in interest rates on its variable-rate bank loans.

##### *(iii) Other price risk*

The Group is exposed to security price risk through its investments in listed held-for-trading investments. Management manages this exposure by maintaining a portfolio of investments with different risk profiles.

Sensitivity analysis

The sensitivity analyses below have been determined based on the exposure to security price risks at the end of the reporting period.

If the prices of the respective instruments had been 10% (2015: 10%) higher/lower while all other variables were held constant, the Group's post-tax profit for the year ended 31st December, 2016 would increase/decrease by HK\$2,134,000 (2015: HK\$2,290,000) as a result of the changes in fair values of held-for-trading investments.

The other price sensitivity analysis above represents the exposure of the held-for-trading investments at the end of the reporting period only. It may not be representative of the exposure for the year.

# Notes to the Consolidated Financial Statements

For the year ended 31st December, 2016

## 45. FINANCIAL INSTRUMENTS (Cont'd)

### (b) Financial risk management objectives and policies (Cont'd)

#### ***Credit risk***

The Group's maximum exposure to credit risk which will cause a financial loss to the Group due to failure to discharge an obligation by the counterparties is arising from the carrying amounts of respective recognised financial assets as stated in the consolidated statement of financial position. The Group's credit risk is primarily attributable to its trade debtors and loan and other receivables. The Group is exposed to concentration of credit risk as the major customer of the Group is the Government of Hong Kong.

In order to minimise the credit risk, the management of the Group has delegated a team responsible for determination of credit limits, credit approvals and other monitoring procedures to ensure that follow-up action is taken to recover overdue trade debts. In addition, the Group reviews the recoverable amount of each individual trade debt at the end of each reporting period to ensure that adequate impairment losses are made for irrecoverable amounts. In this regard, the directors of the Company consider that the Group's credit risk is significantly reduced.

The Group's credit risk is also attributable to its loan receivable. Since the loan receivable from an independent third party is secured by 51% equity interest in a PRC company with the share of net assets value higher than the carrying amount of the loan receivable, the directors of the Company consider that the credit risk is minimal.

The credit risk for bank balances is limited because the counterparties are banks or financial institutions with high credit ratings.

#### ***Liquidity risk***

Ultimate responsibility for liquidity risk management rests with the Board which has built an appropriate liquidity risk management framework for the management of the Group's short, medium and long-term funding and liquidity management requirements. The Group manages liquidity risk by maintaining adequate reserves and banking facilities, by continuously monitoring forecast and actual cash flows and matching the maturity profiles of financial assets and liabilities. At 31st December, 2016, the Group has available unutilised bank and other borrowings facilities of HK\$569,636,000 (2015: HK\$426,649,000) and HK\$23,826,000 (2015: HK\$24,973,000) respectively.

#### ***Liquidity tables***

The following tables detail the Group's remaining contractual maturity for its financial liabilities. The tables have been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Group can be required to pay. Specifically, bank loans with a repayment on demand clause are included in the earliest time band regardless of the probability of the banks choosing to exercise their rights. The maturity dates for other financial liabilities are based on the agreed repayment dates.

# Notes to the Consolidated Financial Statements

For the year ended 31st December, 2016

## 45. FINANCIAL INSTRUMENTS (Cont'd)

### (b) Financial risk management objectives and policies (Cont'd)

#### Liquidity risk (Cont'd)

##### Liquidity tables (Cont'd)

The tables include both interest and principal cash flows. To the extent that interest cash flows are at floating rates, the undiscounted amount is derived from interest rate curve at the end of the reporting period.

#### At 31st December, 2016

	Weighted average effective interest rate %	Repayable on demand or less than 3 months HK\$'000	More than 3 months but less than 6 months HK\$'000	More than 6 months but less than 1 year HK\$'000	More than 1 year but less than 3 years HK\$'000	More than 3 years HK\$'000	Total undiscounted cash flows HK\$'000	Carrying amount HK\$'000
Financial liabilities								
Non-interest bearing	-	1,290,482	46,706	48,854	361,821	332,903	2,080,766	1,990,800
Fixed interest rate	6.64	-	4,550	4,550	18,200	213,197	240,497	206,580
Variable interest rate	3.34	174,385	22,706	123,871	456,606	48,365	825,933	784,261
		1,464,867	73,962	177,275	836,627	594,465	3,147,196	2,981,641

#### At 31st December, 2015

	Weighted average effective interest rate %	Repayable on demand or less than 3 months HK\$'000	More than 3 months but less than 6 months HK\$'000	More than 6 months but less than 1 year HK\$'000	More than 1 year but less than 3 years HK\$'000	More than 3 years HK\$'000	Total undiscounted cash flows HK\$'000	Carrying amount HK\$'000
Financial liabilities								
Non-interest bearing	-	1,165,282	48,730	68,768	278,485	459,154	2,020,419	1,901,896
Fixed interest rate	7.00	-	4,060	4,060	16,240	169,376	193,736	150,724
Variable interest rate	2.85	313,816	6,235	6,380	18,287	-	344,718	343,408
		1,479,098	59,025	79,208	313,012	628,530	2,558,873	2,396,028

# Notes to the Consolidated Financial Statements

For the year ended 31st December, 2016

## 45. FINANCIAL INSTRUMENTS (Cont'd)

### (b) Financial risk management objectives and policies (Cont'd)

#### Liquidity risk (Cont'd)

##### Liquidity tables (Cont'd)

Term loans with a repayment on demand clause are included in the “repayable on demand or less than 3 months” time band in the above tables. At 31st December, 2016, the aggregate undiscounted principal amounts of these bank loans amounted to HK\$85,577,000 (2015: HK\$174,565,000). Taking into account the Group’s financial position, the directors do not believe that the banks will exercise their discretionary rights to demand immediate repayment. The directors believe that such bank loans will be repaid in accordance with the scheduled repayment dates as set out in respective loan agreements as detailed below:

	Less than 3 months HK\$'000	More than 3 months but less than 6 months HK\$'000	More than 6 months but less than 1 year HK\$'000	More than 1 year but less than 3 years HK\$'000	More than 3 years HK\$'000	Total undiscounted cash flows HK\$'000	Carrying amount HK\$'000
<b>At 31st December, 2016</b>	<b>3,685</b>	<b>17,146</b>	<b>15,634</b>	<b>52,026</b>	<b>-</b>	<b>88,491</b>	<b>85,577</b>
At 31st December, 2015	27,532	9,886	58,416	60,646	24,960	181,440	174,565

The amounts included above for variable interest rate financial liabilities are subject to change if actual interest rates differ to those estimates of interest rates determined at the end of the reporting period.

### (c) Fair values

The Group’s held-for-trading investments are measured at fair value on a recurring basis, derived from quoted bid prices (unadjusted) in active markets for identical assets and classified as Level 1 of the fair value hierarchy.

The fair values of the financial assets and financial liabilities that are not measured at fair value on a recurring basis have been determined in accordance with generally accepted pricing models based on a discounted cash flow analysis, with the most significant input being the discount rate that reflects the credit risk of counterparties. The directors of the Company consider that the carrying amounts of financial assets and financial liabilities recorded at amortised cost in the consolidated statement of financial position approximate to their fair values.

# Notes to the Consolidated Financial Statements

For the year ended 31st December, 2016

## 46. CAPITAL COMMITMENTS

	<b>2016</b> <i>HK\$'000</i>	2015 <i>HK\$'000</i>
Capital expenditure in respect of acquisition of property, plant and equipment:		
Contracted for but not provided in the consolidated financial statements	<b>101,229</b>	42,534
Authorised but not contracted for	<b>4,077</b>	29,594
	<b>105,306</b>	72,128
Capital expenditure in respect of acquisition of 49% equity interest in a PRC company by Build King:		
Authorised but not contracted for	-	40,822

## 47. OPERATING LEASE COMMITMENTS

### The Group as lessor

At the end of the reporting period, the Group has the following future minimum lease receipts under non-cancellable operating leases in respect of land and buildings:

	<b>2016</b> <i>HK\$'000</i>	2015 <i>HK\$'000</i>
Within one year	<b>3,125</b>	276
In the second to fifth year inclusive	<b>874</b>	461
	<b>3,999</b>	737

### The Group as lessee

At the end of the reporting period, the Group has outstanding commitments for future minimum lease payments under non-cancellable operating leases in respect of land and buildings which fall due as follows:

	<b>2016</b> <i>HK\$'000</i>	2015 <i>HK\$'000</i>
Within one year	<b>24,930</b>	26,728
In the second to fifth year inclusive	<b>37,512</b>	20,442
	<b>62,442</b>	47,170

Leases are negotiated for terms ranging from 1 to 6 years and rentals are fixed at the inception of respective leases.

# Notes to the Consolidated Financial Statements

For the year ended 31st December, 2016

## 48. CONTINGENT LIABILITIES

	<b>2016</b> <b>HK\$'000</b>	2015 HK\$'000
Outstanding tender/performance/retention bonds in respect of construction contracts	<b>614,307</b>	309,056

## 49. RETIREMENT BENEFITS SCHEMES

The Group operates two MPF Schemes for all eligible employees in Hong Kong. These MPF Schemes are registered with the Mandatory Provident Fund Schemes Authority ("MPFA") in accordance with the Mandatory Provident Fund Schemes Ordinance ("MPF Schemes Ordinance").

The assets of the MPF Schemes are held separately from those of the Group under the control of independent trustees approved by the MPFA.

In addition to the mandatory contributions specified under the MPF Schemes Ordinance, the Group provides additional contributions for certain qualifying employees as specified in the rules of the Group's MPF Schemes. Employees leaving the MPF Schemes prior to the stipulated service periods may forfeit part of their benefits relating to the Group's voluntary contributions and these amounts may be applied to reduce future voluntary contributions payable by the Group.

The employees of the Company's subsidiaries in the PRC are members of a state-managed retirement benefit scheme operated by the government. The subsidiaries are required to contribute a fixed percentage of payroll costs to the retirement benefit scheme to fund the benefits. The only obligation of the Group with respect to the retirement benefit scheme is to make the specified contributions.

During the year, the amount charged to profit or loss of HK\$30,747,000 (2015: HK\$26,974,000) represents the aggregate retirement benefits scheme contributions for the Group's employees, net of forfeited contributions.

# Notes to the Consolidated Financial Statements

For the year ended 31st December, 2016

## 50. RELATED PARTY TRANSACTIONS

During the year, the Group entered into the following transactions with related parties:

	2016 HK\$'000	2015 HK\$'000
<b>Associates</b>		
Purchase of raw materials	4,161	–
Transportation expenses	4,665	4,929
Interest income	215	139
Service income	120	70
<b>Joint operations</b>		
Sale of construction materials	110,071	182,836
<b>Related companies (note)</b>		
Construction contract revenue	208,765	59,978
Project management fee income	9,153	14,743

Note: The related companies are subsidiaries of a substantial shareholder of the Company.

The above related party transactions of the related companies regarding the construction contract revenue and project management fee income constitute continuing connected transaction which is subject to shareholders' approval, annual review and disclosures requirements under Chapter 14A of the Listing Rules.

The amounts due from/to related parties and the related terms are set out in the consolidated statement of financial position and notes 29, 30, 34 and 39.

### Compensation of key management personnel

	2016 HK\$'000	2015 HK\$'000
Short-term employee benefits	56,560	44,159
Post-employment benefits	3,135	2,871
	59,695	47,030

The emoluments of executive directors and senior management are determined by the Remuneration Committee with reference to salaries paid by comparable companies, their responsibilities, employment conditions, and prevailing market conditions.

# Notes to the Consolidated Financial Statements

For the year ended 31st December, 2016

## 51. ACQUISITIONS OF SUBSIDIARIES

Year ended 31st December, 2015

On 16th March, 2015, the Group, through Build King, further acquired 49% interest in SEGACN-Yat Hing Joint Venture ("SEGACN-Yat Hing") from an independent third party at a cash consideration of HK\$1. Prior to the acquisition, Build King held 51% interest in SEGACN-Yat Hing which is an unincorporated entity and had been accounted for as a joint operation of Build King. Immediately after the acquisition, SEGACN-Yat Hing became a 100% owned subsidiary of Build King. SEGACN-Yat Hing is engaged in fitting out, improvement and alteration works in the PRC.

On 30th November, 2015, Build King entered into an agreement with Sembawang Engineers and Constructors Pte. Ltd. ("SEC"), the other partner of Leader Joint Venture ("Leader JV", formerly known as Sembawang-Leader Joint Venture) pursuant to which SEC withdrawn from the joint operation due to financial difficulties. After the SEC's withdrawal, Build King became entitled to 100% of the results of Leader JV and had absolute control over the board of Leader JV. As a result, Leader JV became an indirect wholly owned subsidiary of Build King. Prior to the acquisition, Build King held 45% interest in Leader JV which is an unincorporated entity and had been accounted for as joint operation of Build King. Leader JV is engaged in civil engineering in Hong Kong.

The acquisitions were accounted for using the purchase method. Acquisition-related costs had been excluded from the cost of the above acquisitions. The costs were insignificant and recognised as an administrative expense in 2015.

Assets and liabilities of the acquired companies at the acquisition date were as follows:

	SEGACN- Yat Hing <i>HK\$'000</i>	Leader JV <i>HK\$'000</i>	Total <i>HK\$'000</i>
Property, plant and equipment	–	3,536	3,536
Amounts due from customers for contract work	406	55,211	55,617
Debtors, deposits and prepayments	8,193	101,976	110,169
Bank balances and cash	–	32,797	32,797
Amounts due to customers for contract work	–	(106,527)	(106,527)
Creditors and accrued charges	(2,095)	(86,948)	(89,043)
Amount due to a partner of a joint operation	(6,080)	–	(6,080)
Net assets	424	45	469



# Notes to the Consolidated Financial Statements

For the year ended 31st December, 2016

## 51. ACQUISITIONS OF SUBSIDIARIES (Cont'd)

Year ended 31st December, 2015 (Cont'd)

Gain on bargain purchase arising from the acquisitions:

	SEGACN- Yat Hing <i>HK\$'000</i>	Leader JV <i>HK\$'000</i>	Total <i>HK\$'000</i>
Cash consideration paid	–	–	–
Fair value of 51% interest in SEGACN – Yat Hing held by Build King	216	–	216
Fair value of 45% interest in Leader JV held by Build King	–	20	20
<i>Less:</i> Net assets at the acquisition date	(424)	(45)	(469)
Gain on bargain purchase arising from the acquisitions	(208)	(25)	(233)

The management of the Group had assessed the fair values of SEGACN-Yat Hing's identifiable assets and liabilities and considered that the fair values of debtors, deposits and prepayments and creditors and accrued charges, at the acquisition date, amounting to HK\$8,193,000 and HK\$2,095,000 respectively, approximated to gross contractual amounts of the corresponding balances acquired by Build King. At the acquisition date, the management of the Group considered that the contractual cash flows not expected to be collected were insignificant and the gain on bargain purchase arising from the acquisition of HK\$208,000 had been recognised as other income in 2015.

The management of the Group had assessed the fair values of Leader JV's identifiable assets and liabilities and considered that the fair values of debtors, deposits and prepayments and creditors and accrued charges, at the acquisition date, amounting to HK\$101,976,000 and HK\$86,948,000 respectively, approximated to gross contractual amounts of the corresponding balances acquired by Build King. At the acquisition date, the management of the Group considered that the contractual cash flows not expected to be collected were insignificant and the gain on bargain purchase arising from the acquisition of HK\$25,000 had been recognised as other income in 2015.

Net cash inflow on acquisitions:

	SEGACN- Yat Hing <i>HK\$'000</i>	Leader JV <i>HK\$'000</i>	Total <i>HK\$'000</i>
Cash consideration paid	–	–	–
<i>Less:</i> Cash and cash equivalents acquired	–	(18,038)	(18,038)
	–	(18,038)	(18,038)

# Notes to the Consolidated Financial Statements

For the year ended 31st December, 2016

## 51. ACQUISITIONS OF SUBSIDIARIES (Cont'd)

Year ended 31st December, 2015 (Cont'd)

Included in the profit for the year ended 31st December, 2015 was a loss of HK\$302,000 attributable to the additional business generated by SEGACN-Yat Hing, and a profit of HK\$2,000 attributable to the additional business generated by Leader JV. Revenue for the year ended 31st December, 2015 contributed by SEGACN-Yat Hing and Leader JV were HK\$4,991,000 and HK\$153,299,000 respectively.

Had the acquisitions been completed on 1st January, 2015, total group revenue for the year ended 31st December, 2015 would have been HK\$5,174,325,000, and profit for the year ended 31st December, 2015 would have been HK\$442,436,000. The pro forma information is for illustrative purposes only and is not necessarily an indication of revenue and results of operations of the Group that actually would have been achieved had the acquisition been completed on 1st January, 2015, nor is it intended to be a projection of future results.

## 52. PRINCIPAL SUBSIDIARIES

Details of the Company's principal subsidiaries at 31st December, 2016 and 2015 are as follows:

Name of subsidiary	Place of incorporation or registration/ operation	Issued and fully paid ordinary share capital/ registered capital*	Effective interest held by the Company		Principal activities
			2016 %	2015 %	
Build King (Zens) Engineering Limited (formerly known as Wai Kee (Zens) Construction & Transportation Company Limited)	Hong Kong	HK\$25,000,000 Ordinary shares	<b>52.78</b> (note a)	51.49 (note a)	Civil engineering
		HK\$14,800,000 Non-voting deferred shares	<b>52.78</b> (note a)	51.49 (note a)	
		HK\$5,200,000 Non-voting deferred shares (note d)	-	-	
Build King Civil Engineering Limited (formerly known as Leader Civil Engineering Corporation Limited)	Hong Kong	HK\$25,200,000 Ordinary shares	<b>52.78</b> (note a)	51.49 (note a)	Civil engineering
		HK\$24,000,000 Non-voting deferred shares	<b>52.78</b> (note a)	51.49 (note a)	
Build King Construction Limited (formerly known as Kaden Construction Limited)	United Kingdom/ Hong Kong	GBP16,072,500	<b>52.78</b> (note a)	51.49 (note a)	Construction and civil engineering
Build King Holdings Limited (note b)	Bermuda/Hong Kong	HK\$124,187,799	<b>52.78</b>	51.49	Investment holding

# Notes to the Consolidated Financial Statements

For the year ended 31st December, 2016

## 52. PRINCIPAL SUBSIDIARIES (Cont'd)

Name of subsidiary	Place of incorporation or registration/ operation	Issued and fully paid ordinary share capital/ registered capital*	Effective interest held by the Company		Principal activities
			2016 %	2015 %	
Build King Interior & Construction Limited (formerly known as Yat Hing Decoration Works Limited)	Hong Kong	HK\$1,000,000	<b>42.22</b> <i>(note a)</i>	51.49 <i>(note a)</i>	Fitting out, improvement and alteration works for buildings
Elite Excellent Investments Limited	British Virgin Islands/ Hong Kong	HK\$1,000,000	<b>100</b>	100	Provision of financial services
Excel Asphalt Limited	Hong Kong	HK\$100,000,000	<b>100</b>	100	Manufacturing, trading, delivery and laying of asphalt
Excel Concrete Limited	Hong Kong	HK\$10,000,000	<b>94.05</b> <i>(note c)</i>	94.05 <i>(note c)</i>	Manufacturing, trading and delivery of concrete
Faith Oriental Investment Limited	Hong Kong	HK\$125,010,000	<b>100</b>	100	Investment holding, quarrying, manufacturing, trading and delivery of construction materials
Grandeur Building Material (Holdings) Limited	Hong Kong	HK\$2	<b>100</b>	100	Trading of construction materials
Leader Marine Contractors Limited	Hong Kong	HK\$200,000	<b>52.78</b> <i>(note a)</i>	51.49 <i>(note a)</i>	Marine engineering and provision of transportation services
Leader Marine Cont. L.L.C.	Sharjah, United Arab Emirates	Dh300,000	<b>52.78</b> <i>(note a)</i>	51.49 <i>(note a)</i>	First class contracting/ specialised in marine construction
Mega Yield International Holdings Limited ("Mega Yield")	Hong Kong	HK\$105,000,000	<b>94.05</b>	94.05	Investment holding
Titan Foundation Limited	Hong Kong	HK\$20,000,000	<b>52.78</b> <i>(note a)</i>	51.49 <i>(note a)</i>	Civil engineering

# Notes to the Consolidated Financial Statements

For the year ended 31st December, 2016

## 52. PRINCIPAL SUBSIDIARIES (Cont'd)

Name of subsidiary	Place of incorporation or registration/ operation	Issued and fully paid ordinary share capital/ registered capital*	Effective interest held by the Company		Principal activities
			2016 %	2015 %	
Wai Hing Quarries (China) Limited	Hong Kong/The PRC	HK\$2 Ordinary shares	100	100	Production of quarry products
		HK\$1,200,000 Non-voting deferred shares	100	100	
Wai Kee China Construction Company Limited	Hong Kong/The PRC	HK\$10,000,000	52.78 (note a)	51.49 (note a)	Civil engineering
Wai Kee Quarry Asia Limited	Hong Kong	HK\$2	100	100	Investment holding
Wai Kee (Zens) Holding Limited	British Virgin Islands	US\$50,000	100	100	Investment holding
Wuxi Qianhui Sewage Treatment Co., Ltd. (note e)	The PRC	US\$5,400,000*	50.46 (note a)	49.22 (note a)	Sewage treatment
Zhuhai Guishan Seawall Construction Company (note e)	The PRC	HK\$47,000,000*	80	80	Seawall construction and production of quarry products
惠記環保工程(上海)有限公司 (note f)	The PRC	US\$800,000*	52.78 (note a)	51.49 (note a)	Environmental engineering

### Notes:

- The Company holds the effective interest in the subsidiary through Build King.
- The shares of Build King are listed on the Main Board of the Stock Exchange.
- The Company holds the effective interest in the subsidiary through Mega Yield.
- These deferred shares, which are not held by the Group, practically carry minimal rights to dividends and no rights to receive notice of or to attend or vote at any general meeting of the company. On winding up, the holders of the deferred shares are entitled to a distribution out of the remaining assets of the company only after the distribution of substantial amounts as specified in the Articles of Association to the holders of the ordinary shares of the company.
- The company is a co-operative joint venture registered in the PRC.
- The company is a foreign owned enterprise registered in the PRC.

Except for Wai Kee (Zens) Holding Limited, all subsidiaries are indirectly held by the Company.

The above table lists the subsidiaries of the Company which, in the opinion of the directors, principally affect the results for the year or constitute a substantial portion of the net assets of the Group. To give details of other subsidiaries would, in the opinion of the directors, result in particulars of excessive length.

Except for BKCL and Elite Excellent which have issued bonds (note 40), none of the subsidiaries of the Company had any debt securities outstanding at the end of the year or at any time during the year.

# Notes to the Consolidated Financial Statements

For the year ended 31st December, 2016

## 52. PRINCIPAL SUBSIDIARIES (Cont'd)

Summarised financial information in respect of Build King that has material non-controlling interests is set out below. The summarised financial information below represents amounts before intra-group eliminations.

	<b>2016</b> <i>HK\$'000</i>	2015 <i>HK\$'000</i>
Current assets	<b>2,524,094</b>	2,276,470
Non-current assets	<b>557,463</b>	338,095
Current liabilities	<b>(2,380,955)</b>	(2,051,517)
Non-current liabilities	<b>(153,772)</b>	(140,704)
Net assets	<b>546,830</b>	422,344
Equity attributable to owners of the company	<b>547,081</b>	421,620
Non-controlling interests	<b>(251)</b>	724
Total equity	<b>546,830</b>	422,344
Revenue	<b>4,871,491</b>	4,571,629
Expenses, net	<b>(4,721,945)</b>	(4,477,447)
Profit for the year	<b>149,546</b>	94,182
Profit attributable to owners of the company	<b>150,506</b>	94,307
Loss attributable to non-controlling interests	<b>(960)</b>	(125)
Profit for the year	<b>149,546</b>	94,182
Other comprehensive expense attributable to owners of the company	<b>(6,417)</b>	(6,100)
Other comprehensive expense attributable to non-controlling interests	<b>(215)</b>	(219)
Other comprehensive expense for the year	<b>(6,632)</b>	(6,319)
Total comprehensive income attributable to owners of the company	<b>144,089</b>	88,207
Total comprehensive expense attributable to non-controlling interests	<b>(1,175)</b>	(344)
Total comprehensive income for the year	<b>142,914</b>	87,863
Dividends paid to non-controlling shareholders	<b>8,797</b>	6,064
Net cash inflow from operating activities	<b>135,317</b>	408,729
Net cash outflow from investing activities	<b>(235,910)</b>	(118,047)
Net cash inflow from financing activities	<b>129,522</b>	103,509
Net cash inflow	<b>28,929</b>	394,191

# Notes to the Consolidated Financial Statements

For the year ended 31st December, 2016

## 53. SUMMARISED FINANCIAL INFORMATION OF THE COMPANY

### Statement of financial position

	2016 <i>HK\$'000</i>	2015 <i>HK\$'000</i>
<b>Non-current assets</b>		
Investment in a subsidiary	123,915	123,915
Amounts due from subsidiaries	172,988	175,784
	<b>296,903</b>	299,699
<b>Current assets</b>		
Other debtors and prepayments	1,659	1,157
Amounts due from subsidiaries	2,588,795	2,420,124
Bank balances and cash	75,146	755
	<b>2,665,600</b>	2,422,036
<b>Current liabilities</b>		
Other creditors and accrued charges	395	384
Amounts due to subsidiaries	1,008,074	714,533
Bank loans	32,000	136,500
	<b>1,040,469</b>	851,417
<b>Net current assets</b>	<b>1,625,131</b>	1,570,619
<b>Total assets less current liabilities</b>	<b>1,922,034</b>	1,870,318
<b>Non-current liabilities</b>		
Amounts due to subsidiaries	125,991	125,998
Bank loans	21,000	18,000
	<b>146,991</b>	143,998
<b>Net assets</b>	<b>1,775,043</b>	1,726,320
<b>Capital and reserves</b>		
Share capital ( <i>note 41</i> )	79,312	79,312
Share premium and reserves	1,695,731	1,647,008
<b>Total equity</b>	<b>1,775,043</b>	1,726,320

# Notes to the Consolidated Financial Statements

For the year ended 31st December, 2016

## 53. SUMMARISED FINANCIAL INFORMATION OF THE COMPANY (Cont'd)

### Statement of changes in equity

	Share capital <i>HK\$'000</i>	Share premium <i>HK\$'000</i>	Contribution surplus <i>HK\$'000</i>	Retained profits <i>HK\$'000</i>	Total <i>HK\$'000</i>
At 1st January, 2015	79,312	731,906	93,995	578,179	1,483,392
Profit and total comprehensive income for the year	–	–	–	376,173	376,173
Dividends paid ( <i>note 15</i> )	–	–	–	(133,245)	(133,245)
At 31st December, 2015	79,312	731,906	93,995	821,107	1,726,320
Profit and total comprehensive income for the year	–	–	–	150,243	150,243
Dividends paid ( <i>note 15</i> )	–	–	–	(101,520)	(101,520)
<b>At 31st December, 2016</b>	<b>79,312</b>	<b>731,906</b>	<b>93,995</b>	<b>869,830</b>	<b>1,775,043</b>

# Financial Summary

## RESULTS

	Year ended 31st December,				2016 HK\$'000
	2012 HK\$'000	2013 HK\$'000	2014 HK\$'000	2015 HK\$'000	
Revenue	2,417,992	2,545,909	3,832,509	5,019,483	<b>5,327,112</b>
Profit before tax from operations:					
Company and subsidiaries	26,589	62,689	162,089	134,288	<b>240,011</b>
Share of results of associates	310,002	387,825	406,697	334,839	<b>516,463</b>
Share of results of joint ventures	–	–	–	–	<b>7,512</b>
Profit before tax	336,591	450,514	568,786	469,127	<b>763,986</b>
Income tax expense	(261)	(1,495)	(1,907)	(3,010)	<b>(29,573)</b>
<b>Profit for the year</b>	<b>336,330</b>	<b>449,019</b>	<b>566,879</b>	<b>466,117</b>	<b>734,413</b>
Profit for the year attributable to:					
Owners of the Company	326,692	440,205	542,649	420,865	<b>669,320</b>
Non-controlling interests	9,638	8,814	24,230	45,252	<b>65,093</b>
	<b>336,330</b>	<b>449,019</b>	<b>566,879</b>	<b>466,117</b>	<b>734,413</b>

## FINANCIAL POSITION

	At 31st December,				2016 HK\$'000
	2012 HK\$'000	2013 HK\$'000	2014 HK\$'000	2015 HK\$'000	
Total assets	6,082,131	7,035,149	7,833,901	9,064,110	<b>9,989,572</b>
Total liabilities	(1,198,400)	(1,693,102)	(2,053,833)	(3,164,364)	<b>(3,772,459)</b>
<b>Net assets</b>	<b>4,883,731</b>	<b>5,342,047</b>	<b>5,780,068</b>	<b>5,899,746</b>	<b>6,217,113</b>
Equity attributable to owners of the Company	4,748,520	5,204,645	5,620,263	5,698,834	<b>5,952,319</b>
Non-controlling interests	135,211	137,402	159,805	200,912	<b>264,794</b>
<b>Total equity</b>	<b>4,883,731</b>	<b>5,342,047</b>	<b>5,780,068</b>	<b>5,899,746</b>	<b>6,217,113</b>



# Corporate Information

## EXECUTIVE DIRECTORS

ZEN Wei Pao, William (*Chairman*)  
ZEN Wei Peu, Derek  
(*Vice Chairman and Chief Executive Officer*)  
CHIU Wai Yee, Anriena

## NON-EXECUTIVE DIRECTORS

TSANG Yam Pui  
CHENG Chi Ming, Brian

## INDEPENDENT NON-EXECUTIVE DIRECTORS

WONG Che Ming, Steve  
WAN Siu Kau, Samuel  
WONG Man Chung, Francis

## AUDIT COMMITTEE

WONG Man Chung, Francis (*Chairman*)  
WONG Che Ming, Steve  
WAN Siu Kau, Samuel

## NOMINATION COMMITTEE

ZEN Wei Pao, William (*Chairman*)  
WONG Che Ming, Steve  
WAN Siu Kau, Samuel  
WONG Man Chung, Francis  
ZEN Wei Peu, Derek

## REMUNERATION COMMITTEE

WAN Siu Kau, Samuel (*Chairman*)  
WONG Che Ming, Steve  
WONG Man Chung, Francis  
ZEN Wei Pao, William  
ZEN Wei Peu, Derek

## COMPANY SECRETARY

CHIU Wai Yee, Anriena

## AUDITOR

Deloitte Touche Tohmatsu

## SOLICITORS

Reed Smith Richards Butler  
Conyers Dill & Pearman

## PRINCIPAL BANKERS

The Hongkong and Shanghai Banking Corporation Limited  
Hang Seng Bank Limited  
China CITIC Bank International Limited  
The Bank of East Asia, Limited  
Bangkok Bank Public Company Limited  
DBS Bank Ltd., Hong Kong Branch

## REGISTERED OFFICE

Clarendon House  
2 Church Street  
Hamilton HM 11  
Bermuda

## PRINCIPAL PLACE OF BUSINESS

Unit 1103, 11th Floor  
East Ocean Centre  
98 Granville Road  
Tsimshatsui  
Kowloon  
Hong Kong

## PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

MUFG Fund Services (Bermuda) Limited  
The Belvedere Building  
69 Pitts Bay Road  
Pembroke HM08  
Bermuda

## HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

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

## STOCK CODE

The Stock Exchange of Hong Kong Limited – 610

## WEBSITE

[www.waikee.com](http://www.waikee.com)

