



CHINA SAITE GROUP COMPANY LIMITED  
中國賽特集團有限公司

(incorporated in the Cayman Islands with limited liability) (於開曼群島註冊成立的有限公司)

Stock Code 股份代號 : 153



ANNUAL  
REPORT  
年報

2016

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## Corporate Profile 公司簡介

China Saite Group Company Limited (“China Saite” or the “Company”, together with its subsidiaries the “Group”) is an integrated steel structure and prefabricated construction solution service provider headquartered in Yixing, Jiangsu Province, the People’s Republic of China (the “PRC”). It has an operation history of over 17 years. The Group’s integrated construction solution services are customised to meet the technical specifications and requirements of different projects, and span from fabrication to assembly of steel structure parts and prefabricated construction materials at workshops, and to the installation of materials onsite. According to an industry report prepared by Ipsos Hong Kong Ltd., China Saite was the second largest prefabricated construction service provider and the third largest steel structure construction service provider in Jiangsu Province, in terms of revenue in 2012.

The Group commenced to undertake prefabricated construction projects in late 2010 and enjoys a first-mover advantage in the PRC prefabricated construction industry. Prefabricated construction is one of the advanced types of construction method deploying a majority of structural components pre-produced and standardised in factory for ready assembling at the work site. The Group’s prefabricated construction solution was mainly provided to social security housing projects in Jiangsu Province, in the PRC.

China Saite has been accredited as a Grade One Steel Structure Engineering Professional Contractor, the highest national qualification, by the Ministry of Housing since November 2005. This enables China Saite to undertake all kinds of steel structure projects without limitation in span, contract sum, construction area or total weight of construction in the PRC. The Group has participated in a wide range of steel structure projects, including bridges, train stations, stadiums, exhibition centres, factory premises etc.

中國賽特集團有限公司(「中國賽特」或「本公司」，連同其附屬公司統稱「本集團」)是一家綜合性鋼結構及預製構件建築解決方案服務供應商，總部位於中華人民共和國(「中國」)江蘇省宜興市，經營歷史超過17年。本集團的綜合建築解決方案服務乃專為客戶定製，以符合不同項目的技術規範及要求，服務涵蓋廣闊，自我們的車間製作裝配鋼結構部件及預製構件建築材料，以至現場安裝該等材料，均在範圍之內。根據 Ipsos Hong Kong Ltd.編製的行業報告，2012年以收益計，中國賽特為江蘇省第二大預製構件建築服務供應商及第三大鋼結構建築服務供應商。

本集團於2010年底開始承接預製構件建築項目，並在中國預製構件建築行業中佔據有利先機。預製構件建築乃先進建築方法之一，當中涉及在廠房內預製標準規格的大部分結構部件，以供於施工現場快速裝配。本集團的預製構件建築方案主要提供予中國江蘇省的保障性住房項目。

2005年11月，住建部向中國賽特頒授鋼結構工程承包企業一級資質(該資質為該領域的國家最高資質)。此資質使中國賽特可在中國承接各類鋼結構項目，而不受鋼結構項目種類、合同金額、建築面積或建築總重量方面的限制。本集團曾參建包括橋樑、火車站、體育場館、展覽中心及廠房等眾多類別的鋼結構項目。





# Corporate Information 公司資料

## DIRECTORS

### Executive Directors

Mr. Jiang Jianqiang (*Chairman*)  
Mr. Shao Xiaoqiang (*Chief Executive Officer*)  
Mr. Xu Fanghua

### Independent Non-Executive Directors

Mr. Xu Jiaming  
Mr. Chen Tiegang  
Mr. Ma Chun Fung Horace  
(*resigned on 13 December 2016*)  
Mr. Luk Chi Shing  
(*appointed on 3 January 2017*)

## COMPANY SECRETARY

Mr. Suen To Wai  
(*resigned on 19 August 2016*)  
Ms. Ko Hong Ting  
(*appointed on 19 August 2016 and  
resigned on 1 April 2017*)  
Ms. Foo Man Yee Carina  
(*appointed on 1 April 2017*)

## AUTHORISED REPRESENTATIVES

Mr. Jiang Jianqiang  
Mr. Suen To Wai  
(*resigned on 19 August 2016*)  
Ms. Ko Hong Ting  
(*appointed on 19 August 2016 and  
resigned on 1 April 2017*)  
Ms. Foo Man Yee Carina  
(*appointed on 1 April 2017*)

## AUDIT COMMITTEE

Mr. Ma Chun Fung Horace (*Chairman*)  
(*resigned on 13 December 2016*)  
Mr. Luk Chi Shing  
(*appointed on 3 January 2017*)  
Mr. Xu Jiaming  
Mr. Chen Tiegang

## REMUNERATION COMMITTEE

Mr. Chen Tiegang (*Chairman*)  
Mr. Ma Chun Fung Horace  
(*resigned on 13 December 2016*)  
Mr. Luk Chi Shing  
(*appointed on 3 January 2017*)  
Mr. Shao Xiaoqiang

## 董事

### 執行董事

蔣建強先生(*主席*)  
邵小強先生(*行政總裁*)  
徐芳華先生

### 獨立非執行董事

徐家明先生  
陳鐵鋼先生  
馬振峰先生(*於2016年12月13日辭任*)  
陸志成先生(*於2017年1月3日獲委任*)

## 公司秘書

孫多偉先生(*於2016年8月19日辭任*)  
顧康婷女士(*於2016年8月19日獲委任及  
於2017年4月1日辭任*)  
傅曼儀女士(*於2017年4月1日獲委任*)

## 獲授權代表

蔣建強先生  
孫多偉先生(*於2016年8月19日辭任*)  
顧康婷女士(*於2016年8月19日獲委任及  
於2017年4月1日辭任*)  
傅曼儀女士(*於2017年4月1日獲委任*)

## 審核委員會

馬振峰先生(*主席*)(*於2016年12月13日辭任*)  
陸志成先生(*於2017年1月3日獲委任*)  
徐家明先生  
陳鐵鋼先生

## 薪酬委員會

陳鐵鋼先生(*主席*)  
馬振峰先生(*於2016年12月13日辭任*)  
陸志成先生(*於2017年1月3日獲委任*)  
邵小強先生

## **NOMINATION COMMITTEE**

Mr. Jiang Jianqiang (*Chairman*)  
Mr. Xu Jiaming  
Mr. Chen Tiegang

## **REGISTERED OFFICE**

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

## **HEADQUARTER AND PRINCIPAL PLACE OF BUSINESS IN THE PRC**

No. 88 Saite Road  
Gaocheng Industrial Park  
Yixing  
Jiangsu Province  
The PRC

## **PRINCIPAL PLACE OF BUSINESS IN HONG KONG**

Unit 6105  
61/F, The Center  
99 Queen's Road Central  
Hong Kong

## **AUDITOR**

Deloitte Touche Tohmatsu

## **LEGAL ADVISER AS TO HONG KONG LAW**

Chiu & Partners

## **PRINCIPAL BANKERS**

China Construction Bank Corporation  
(Yixing Gaocheng Branch)  
Agricultural Bank of China Limited  
(Yixing Chengzhong Branch)  
Jiangsu Yixing Rural Commercial Bank Co., Ltd.  
(Gaocheng Branch)  
Bank of Shanghai Co., Ltd. (Wuxi Branch)

## **提名委員會**

蔣建強先生(主席)  
徐家明先生  
陳鐵鋼先生

## **註冊辦事處**

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

## **總部及中國主要營業地點**

中國  
江蘇省  
宜興市  
高騰工業園  
賽特路88號

## **香港主要營業地點**

香港  
皇后大道中99號  
中環中心61樓  
6105室

## **核數師**

德勤•關黃陳方會計師行

## **香港法例方面的法律顧問**

趙不渝馬國強律師事務所

## **主要往來銀行**

中國建設銀行股份有限公司(宜興高騰支行)  
中國農業銀行股份有限公司(宜興城中支行)  
江蘇宜興農村商業銀行(高騰支行)  
上海銀行股份有限公司(無錫支行)



## HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

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

## CAYMAN ISLANDS SHARE REGISTRAR AND TRANSFER OFFICE

Royal Bank of Canada Trust Company (Cayman) Limited  
4th Fl., Royal Bank House  
24 Shedden Road, PO Box 1586  
Grand Cayman KY1-1110  
Cayman Islands

## STOCK CODE

153

## COMPANY WEBSITE

[www.chinasaite.com.cn](http://www.chinasaite.com.cn)

## 香港股份過戶登記分處

卓佳證券登記有限公司  
香港  
皇后大道東183號  
合和中心22樓

## 開曼群島股份過戶登記處

Royal Bank of Canada Trust Company (Cayman) Limited  
4th Fl., Royal Bank House  
24 Shedden Road, PO Box 1586  
Grand Cayman KY1-1110  
Cayman Islands

## 股份代號

153

## 公司網站

[www.chinasaite.com.cn](http://www.chinasaite.com.cn)



# Chairman's Statement 主席報告



Rising  
to opportunities from  
the One Belt One Road  
initiative, China Saite will work  
harder with its sleeves rolled up in 2017,  
staying true to the original mission and  
being well prepared to forge ahead on the  
path toward global development.  
中國賽特2017年將擡起袖子加油幹，抓住  
一帶一路機遇，順勢而為，厚積薄發，  
不忘初心，銳意進取，大步邁向國際  
化進程的前列！

Dear Shareholders,

On behalf of the board (the "Board") of directors (the "Directors") of China Saite, I am pleased to present the annual results of the Group for the year ended 31 December 2016.

Due to the fact that the market experienced the slowest growth of the PRC's economy in the past 25 years, the Group has experienced a slightly drop in both of the steel structure business and prefabricated construction business in 2016. The two subsidiaries, 江蘇旗峰新型建材有限公司 (Jiangsu Qifeng New Building Materials Company Limited\*) ("Jiangsu Qifeng") and 江蘇華晨賽特投資發展有限公司 (Jiangsu HuaChen Saite Investment Development Company Limited\*) ("Jiangsu HuaChen Saite"), which were acquired and set up in 2015, did not perform as well as we expected. In this regards, we had also terminated the capital injection regarding the proposed acquisition of 51% equity interest in 江蘇晨力環保科技有限公司 (Jiangsu Chenli Eco-technology Company Limited\*) ("Jiangsu Chenli") in 30 November 2016.

Regarding the Thirteenth Five-Year Plan ("TFYP") recently approved by the PRC government, the focus of the national development strategy includes the speed up of international cooperation on Eurasia infrastructure construction. The set-up of Asian Infrastructure Investment Bank ("AIIB"), which aims to support the building of infrastructure in the Asia-Pacific region, as well as the One Belt One Road ("OBOR") development framework in the PRC, which focuses on connectivity and cooperation among countries primarily in Eurasia, are perfect embodiments of the national strategy and the outbound business development trend. We are striving to take the opportunities to expand our steel structure business to areas outside Jiangsu Province, and rush out of Asia.

致各位股東：

本人謹代表中國賽特董事(「董事」)會(「董事會」)欣然向閣下呈報本集團截至2016年12月31日止年度之年度業績。

由於市場經歷中國經濟在過去25年最緩慢的增長，因此鋼結構業務及全裝配預製構件建築業務於2016年的業績均錄得輕微下降。於2015年收購及成立的兩間附屬公司江蘇旗峰新型建材有限公司(「江蘇旗峰」)及江蘇華晨賽特投資發展有限公司(「江蘇華晨賽特」)之表現均未如我們預期所料。就此而言，我們亦於2016年11月30日就江蘇晨力環保科技有限公司(「江蘇晨力」)51%的股本權益收購事宜不再投入資金。

就中國政府近期批准的十三五規劃(「十三五規劃」)而言，國家發展計劃的焦點包括加快歐亞地區基礎建設的國際合作。成立亞洲基礎設施投資銀行(「亞投行」)的目標是支援亞太地區基礎設施的建設，以及中國一帶一路(「一帶一路」)的發展框架，重點主要在於歐亞地區國家之間的聯繫和合作，為國家戰略及境外業務發展趨勢的完美體現。我們正致力於把握機遇，將我們的鋼結構業務拓展至江蘇省之外地區，以至衝出亞洲。



In order to diversify our business segments, as disclosed in the Company's announcement on 28 December 2016, the Company issued 203.8 million new shares pursuant to the subscription agreement entered into between the Company and Five Seasons XIV Limited on 12 December 2016 at a subscription price of HK\$0.52 per share, the issue of which raised a total capital of HK\$105.8 million. The subscribed shares represented approximately 9.09% in aggregate of the issued share capital as enlarged by the subscription.

Five Seasons XIV Limited is a company incorporated in the British Virgin Islands with limited liability, and is a direct wholly-owned subsidiary of Fullshare Holdings Limited ("Fullshare"), which is a company incorporated in the Cayman Islands with limited liability, whose issued shares are listed on The Stock Exchange of Hong Kong Limited ("Stock Exchange") under the stock code 607. Fullshare and its group companies are principally engaged in property development, provision of green building services, investment and healthcare products and services business.

We believe that upon the subscription, the Group can (i) raise capital for it to facilitate its long-term development and further strengthen its financial position and to use the funds for general working capital purpose; and (ii) bring in a renowned investor with strong financial resources and extensive business network including but not limited to areas of cooperation in property development and green building which will in turn bring strategic value to the Group.

Furthermore, the Group had acquired 11.17% of the total issued share capital of Fire Scorpion Limited on 20 January 2017. In order to further enhance the competitiveness of the Group under the current economic environment, the Group intended to diversify its income stream to enhance shareholders' value and the directors have been exploring different business opportunities in other sectors in order to broaden the sources of income and to boost the business performance of the Group. We believed that the acquisition of Fire Scorpion Limited and its associates is a good investment opportunity for the Group to tap into the big data logistics financial service and internet trading platform service industries. The Group intended to bring in the internet platform services business as a new source of income in future. We believe that the internet platform services business can provide support to the construction projects of the Group in the event appropriate opportunities arise.

Finally, on behalf of the Board, I would like to express my heartfelt thanks to the staff of China Saite for their contribution to the Group in the past year and to our shareholders for their continuous support. With 2017 expected to be a year full of opportunities and challenges, the Group is dedicated to creating greater value for its shareholders.

**Jiang Jianqiang**  
Chairman

Hong Kong, 31 March 2017

為打造我們的多元化業務，如本公司日期為2016年12月28日之公佈所披露，本公司根據其與Five Seasons XIV Limited於2016年12月12日訂立之認購協議(認購價每股0.52港元)發行203,800,000股新股，及發行新股所募集的資金總額為105,800,000港元。認購股份約佔經認購擴大已發行股本總額的9.09%。

Five Seasons XIV Limited為一間於英屬處女群島註冊成立有限公司，為豐盛控股有限公司(「豐盛」)的直接全資附屬公司。豐盛為一間於開曼群島註冊成立的有限公司，其已發行股份於香港聯合交易所有限公司(「聯交所」)上市(股份代號：607)。豐盛及其集團公司主要從事物業開發、提供綠色建築服務、投資及醫療產品及服務業務。

認購完成後，我們認為本集團可(i)募集資金以促進其長遠發展及進一步鞏固其財務狀況，以及將資金用作一般營運資金；及(ii)引入具有雄厚財務資源及廣泛業務網絡的知名投資者(合作範疇包括但不限於物業發展及綠色建築)，從而為本集團帶來戰略價值。

此外，本集團於2017年1月20日收購火蠍有限公司已發行股本總額的11.17%。為進一步提升本集團在當前經濟環境中的競爭力，本集團擬豐富其收入源以提升股東價值，且董事已積極尋求其他行業的不同業務機遇，以擴闊本集團的收入來源及推動業務表現。我們認為收購火蠍有限公司及其聯營公司對於本集團涉足大數據物流金融服務及互聯網交易平台服務行業而言堪稱投資良機。本集團擬開展互聯網平台服務業務，以作為日後新的收入來源。我們相信倘機會合適，互聯網平台服務業務可為本集團的建築項目提供支援。

最後，本人謹代表董事會感謝中國賽特全體員工在過去一年為本集團作出之努力，並對股東的鼎力支持致以衷心謝意。2017年預期將充滿機遇和挑戰，本集團致力為股東創造更高價值。

主席  
蔣建強

香港，2017年3月31日





## Management Discussion and Analysis 管理層討論及分析

As a provider of integrated construction solutions using steel structures and prefabricated components, the Group's integrated construction solutions are highly customised to meet the technical specifications, requirements and demands of different projects and customers, through the provision of a wide range of services, including customised design, secondary detailed design, compilation, installation, and after-sales services.

Our steel structure solutions are mainly focused on the construction of large-scale public structures (i.e. sports stadiums, convention and exhibition centres, airports, and railway stations), bridges (such as railway bridges, highway bridges, landscape bridges, cross-river bridges and cross-sea bridges), large-scale factory premises, industrial park zones, logistics park zones, etc..

Our prefabricated construction solutions are mainly focused on the construction of social security housings and public structure projects in the urbanisation process driven by the PRC government.

作為一家綜合性鋼結構及全裝配預製構件建築解決方案服務供應商，集團根據不同項目的技術規範、要求和客戶的需求，為客戶定製綜合建築解決方案，服務內容包括為客戶設計、二次深化設計、製作、安裝和售後服務。

集團在鋼結構解決方案中主要專注於大型的公用建築(如：體育館、會展中心、機場、火車站)、橋樑(如：鐵路橋、公路橋、景觀橋、跨江、海大橋)、大型工廠、工業園區、物流園區建設等。

在全裝配預製構件建築解決方案中，集團主要專注於中國政府推動的城鎮化建設中的保障性住房建設和公用設施建設。





## BUSINESS REVIEW

In 2016, the total investment of fixed assets (excluding agricultural households) in the PRC amounted to approximately RMB59,650.1 billion (2015: RMB55,159.0 billion), representing an increase of approximately 8.1% as compared with that of previous year, the lowest growth rate since 2001. The Gross Domestic Product (the "GDP") growth rate during the year under review reached approximately 6.7% on a year on year basis, which was the slowest pace in the past 26 years. The overall macro-economic environment has affected the demand for construction materials and related services to a certain extent. The management of the Group would adjust the business strategies to cope with the challenges that the Group is facing under any circumstances.

During the year under review, despite the slowest growth of the PRC's economy in 26 years, the Group's revenue derived from steel structure business recorded a growth of 1.7%, which is mainly derived from construction of various types of large-scale factory premises in the PRC. One of the significant construction projects the Group had engaged in during the year under review was the construction of 東港宏磊海珍品孵化基地 (Donggang Honglei Rare Seafood Incubation Base\*) ("Donggang Honglei") located in Dalian with a contract revenue of approximately RMB451.7 million. The Group also focused on the expansion of steel structure business within Jiangsu Province and benefited by the government's development strategy and framework on domestic infrastructures in 2016, the Group maintained a steady growth of its revenue in its steel structure business segment. Besides, the Group continued to expand its business to other regions in the PRC including Guangdong, Guizhou and Liaoning to diversify its customer base.

Regarding the Group's prefabricated construction business in 2016, restricted from the slowdown of the PRC economic environment and the inflation of production costs, the Group's revenue and gross profit derived from this business segment decreased by a certain percentage. Nevertheless, the Group has continued its strategic expansion on its prefabricated construction segment after acquisition of 江蘇旗峰新型建材有限公司 (Jiangsu Qifeng New Building Materials Company Limited\*) ("Jiangsu Qifeng") in 2015 and further capital expenditures in this segment. In late 2016, the Group also engaged in two representative and significant prefabricated construction projects located in Anhui Province and Henan Province with a total contract value amounting to RMB532.8 million. With the deepening cooperation with China Triumph International Engineering Corporation and China Metallurgical Construction Engineering Group Co. Ltd., the Group aimed to further expand the reach of its prefabricated construction business activities to other regions outside Jiangsu Province. This will bring a promising future for the Group's development.

## 業務回顧

2016年中國全國固定資產投資(不含農戶)總額達到約人民幣596,501億元(2015年:人民幣551,590億元),相對上年度增長約8.1%,增幅為自2001年以來最低。於回顧年度內,國民生產總值按年比增幅約6.7%,亦為過去26年來最低。整體宏觀經濟環境對建築物料及相關服務的需求造成一定的影響。集團管理層將調整業務策略,以應付集團於任何情況下所面對的挑戰。

於回顧年度,儘管中國經濟經歷26年來最緩慢的增長,集團來自鋼結構業務的收益錄得1.7%的增長,乃主要得益於中國各類大型廠房的建設。集團於回顧年度進行的其中一項重大建築項目為建設位於大連的東港宏磊海珍品孵化基地(「東港宏磊」),合同收益約為人民幣451,700,000元。集團亦專注於拓展江蘇省內的鋼結構業務及受惠於政府於2016年有關國內基建的發展策略及框架下,集團維持其鋼結構業務分部收益的平穩增長。此外,本集團繼續拓展其業務至中國其他地區(包括廣東、貴州及遼寧),令客戶群更多元化。

在全裝配預製構件建築業務方面,於2016年,受中國經濟放緩及生產成本通漲的限制,集團源自該項業務分部的收益及毛利減少若干百分比。然而,於2015年收購江蘇旗峰新型建材有限公司(「江蘇旗峰」)後,集團繼續戰略性拓展其全裝配預製構件建築業務分部,並增加該分部的資本開支。於2016年底,集團亦進行位於安徽省及河南省的兩項代表性及重大全裝配預製構件建築項目,合同總值為人民幣532,800,000元。隨著與中國建材國際工程集團有限公司及中冶建工集團有限公司的合作不斷推進,集團旨在向江蘇省外地區進一步延伸全裝配預製構件建築業務,對集團未來發展前景十分有利。





The Group's revenue for the year ended 31 December 2016 amounted to approximately RMB1,650.8 million (2015: RMB1,834.7 million). Gross profit for the year under review amounted to approximately RMB428.3 million (2015: RMB512.8 million) and average gross profit margin was approximately 25.9 % (2015: 28.0%). Profit attributable to owners of the Company amounted to approximately RMB288.3 million (2015: RMB325.9 million). Earnings per Share for the year under review were approximately RMB14.13 cents (2015: basic earnings per Share: RMB17.53 cents and diluted earnings per Share: RMB17.51 cents, respectively).

The Board did not recommend any final dividend payment for the year ended 31 December 2016 to the shareholders (2015: a final dividend of RMB1.60 cents (equivalent to HK1.91 cents)).

### Steel structure

Characterised by its strength, durability, flexibility in layout, low pollution and recyclability, steel structure has been widely applied in the construction of factory premises, bridges, sports stadiums, convention and exhibition centres, airports, railway stations and other various infrastructures since the development of steel structure construction in the PRC in the late 1990s. According to the list of top 100 construction enterprises in Jiangsu Province issued by Jiangsu Provincial Department of Construction, the Group ranked among the top ten steel structure construction service providers in Jiangsu Province.

For the year ended 31 December 2016, the revenue of the Group from steel structure business amounted to approximately RMB1,090.3 million, representing an increase of approximately 1.7% as compared with RMB1,071.6 million in the previous year. During the year under review, gross profit margin for steel structure business decreased by 3.0 percentage points from 24.1%

本集團截至2016年12月31日止年度收益約為人民幣1,650,800,000元(2015年:人民幣1,834,700,000元),回顧年度的毛利約為人民幣428,300,000元(2015年:人民幣512,800,000元),平均毛利率約為25.9%(2015年:28.0%)。公司擁有人應佔盈利約為人民幣288,300,000元(2015年:人民幣325,900,000元)。回顧年度每股溢利約為人民幣14.13分(2015年:每股基本盈利人民幣17.53分及每股攤銷盈利人民幣17.51分)。

董事會不建議向股東派付截至2016年12月31日止年度的末期股息(2015年:末期股息:人民幣1.60分(相等於1.91港仙))。

### 鋼結構

鋼結構具有強度、耐用、佈局靈活、低污染及可循環再用等特性,自90年代後期中國近代鋼結構發展以來,廣泛應用於廠房、橋樑、體育場館、展覽中心、飛機場、火車站等各種設施。根據江蘇省建設廳所編撰的江蘇建築業百強企業名單,集團位列江蘇省鋼結構建築服務供應商前十位。

於截至2016年12月31日止年度,集團鋼結構業務收入約為人民幣1,090,300,000元,較去年度的人民幣1,071,600,000元上升約1.7%。回顧年度內由於生





to 21.1% due to the inflation of production costs. The completed steel structure parts for the year under review amounted to approximately 107,372 tons, representing a decrease of approximately 28.3% from approximately 149,678 tons in 2015.

During the year under review, our Group mainly focused on construction projects in Jiangsu, Liaoning and Anhui for its steel structure business.

In 2016, the Group completed 22 (2015: 23) steel structure projects, details of which are set out as follows:

**Type of projects**  
**項目類型**

Public structure	公共建築
Export orders of steel structure	鋼結構件出口訂單
Bridges	橋樑
Factories	廠房
Total	總計

During the year under review, the number of steel structure projects completed was comparable to 2015. Decreases in both the number of projects completed and revenue derived from bridges projects and public structures are recorded. The number of bridges projects completed during the year under review amounted to 3 (2015: 5), representing a decrease of 2 projects on a year on year basis, and the revenue generated from completed bridges projects decreased by approximately 23.5% from approximately RMB230.6 million to approximately RMB176.5 million. The number of public structures projects completed during the year under review amounted to 7 (2015: 9), representing a decrease of 2 projects on a year on year basis, and the revenue generated from completed public structures projects decreased by approximately 32.2% from approximately RMB300.9 million to approximately RMB204.1 million. The revenue decline of these two types of projects outweighed the increase in revenue from the other two types of projects, i.e. export orders of steel structures and factories.

產成本通漲，令毛利率由24.1%下降了3.0個百分點至21.1%。鋼結構部件的完工量由2015年約149,678噸下降約28.3%至回顧年度約107,372噸。

於回顧年度，集團就鋼結構業務主要專注於江蘇、遼寧及安徽的建築項目。

2016年，集團完成22個(2015年：23個)鋼結構項目，詳情載列如下：

**Number of projects completed**  
**完工項目數量**  
**Year ended 31 December**  
**截至12月31日止年度**

	2016 2016年	2015 2015年
Public structure	7	9
Export orders of steel structure	5	3
Bridges	3	5
Factories	7	6
Total	22	23

於回顧年度，已完成鋼結構項目數目與2015年相若。橋樑項目及公共建築分部的完工項目數目及收益均有所減少。於回顧年度，已完成的橋樑項目數目為3項(2015年：5項)，按年減少2項，而完工橋樑項目的收益由約人民幣230,600,000元減少約23.5%至約人民幣176,500,000元。於回顧年度，已完成的公共建築項目數目為7項(2015年：9項)，按年減少2項，而已完成公共建築項目的收益由約人民幣300,900,000元減少約32.2%至約人民幣204,100,000元。該兩類項目的收益減少足以抵銷另外兩類項目(即鋼結構出口訂單及廠房)的收益增加。

## Management Discussion and Analysis 管理層討論及分析

In terms of geographical analysis of the steel structure business, the number of completed projects in Jiangsu Province increased by 3 projects when compared to 2015, i.e. 9 (2015: 6) projects. The revenue generated from completed projects in Jiangsu Province increased by approximately 31.6% on a year on year basis from approximately RMB236.1 million to approximately RMB310.8 million. However, the Group recorded a decrease in revenue generated from the PRC regions outside Jiangsu Province, which outweighed the increase in revenue generated from projects in Jiangsu Province. In 2016, the number of completed projects in the PRC outside Jiangsu Province decreased by 6 projects when compared to 2015, i.e. 8 (2015: 14) projects. The revenue generated from completed projects in the respective geographical region decreased by approximately 54.9% on a year on year basis from approximately RMB406.4 million to approximately RMB183.3 million.

Nevertheless, the Group's revenue generated from project in progress as at year end had increased from approximately RMB304.8 million to approximately RMB440.3 million, being an increase of 44.5%. One of the significant projects in progress is the construction of Donggang Honglei located in Dalian, and is expected to be completed in March 2017.

As at 31 December 2016, the steel structure projects in progress are set out as follows:

### Type of projects 項目類型

Public structure	公共建築
Bridges	橋樑
Factories	廠房
Total	總計

The above-mentioned steel structure projects in progress are expected to be completed in 2017.

就鋼結構業務的地區分析而言，江蘇省的已完成項目數目為9項(2015年：6項)，較2015年增加3項。江蘇省完工項目產生的收益由約人民幣236,100,000元按年增加約31.6%至約人民幣310,800,000元。然而，本集團於江蘇省以外中國地區產生的收益有所減少，並抵銷江蘇省項目產生的收益增加。於2016年，江蘇省以外中國地區的已完成項目數目為8項(2015年：14項)，較2015年減少6項。各地區完工項目產生的收益由約人民幣406,400,000元按年減少約54.9%至約人民幣183,300,000元。

然而，本集團於年末的在建項目所產生的收益由約人民幣304,800,000元增加至約人民幣440,300,000元，增幅44.5%。其中一個主要在建項目為建設位於大連的東港宏磊，預期將於2017年3月完工。

於2016年12月31日，鋼結構在建項目概述如下：

### Number of projects in progress 在建項目數量 Year ended 31 December 截至12月31日止年度

2016 2016年	2015 2015年
—	3
—	—
3	5
3	8

上述鋼結構在建項目預期將於2017年完成。



### Prefabricated construction

Prefabricated construction mainly involves the pre-production of major structural components, such as columns, beams, wall panels, floor panels, stairs and balcony, etc., in factory and the direct assembly of such components at work sites. Compared to traditional steel and concrete structures which are fabricated on work sites, prefabricated construction has better prefabrication capability, higher accuracy, stronger shock resistance, shorter construction lead-time, and a higher degree of environmental friendliness, which are in perfect tandem with the objectives of environmental protection in the PRC, particularly in green construction areas. With the encouragement and support of the PRC government through various policies, the Group believes that prefabricated construction is set to become a major trend in the development of the construction industry.

The Group is one of the largest prefabricated construction service providers in Jiangsu Province in terms of revenue. Following diligent efforts over the years, the Group obtained a number of patented technologies in prefabricated construction.

For the year ended 31 December 2016, the Group completed 501,548 square metres (“sq.m.”) of prefabricated construction material, compared to 773,057 sq.m. in 2015, a decrease of 35.1% was recorded. The revenue from prefabricated construction projects amounted to approximately RMB560.5 million in 2016 (2015: RMB763.0 million), representing a decrease of approximately 26.5% over the previous year.

As disclosed in the Company’s announcement on 7 September 2016, during the year under review, the Group had commenced the two new prefabricated construction projects located in Anhui Province and Henan Province with a total contract value amounting to RMB532.8 million. The revenue recognised in the current year under these two projects amounted to RMB97.0 million. With the deepening cooperation with China Triumph International Engineering Corporation and China Metallurgical Construction Engineering Group Co. Ltd., the Group aimed to further expand the reach of its business activities to other regions outside Jiangsu Province. This will bring a promising future for the Group’s development.

### 全裝配預製構件建築

全裝配預製構件建築主要涉及在工廠預先製作承重柱、樑、牆板、地板、樓梯及陽台等主要結構部分，將有關構件運往施工現場直接組裝。與傳統在現場施工的鋼筋混凝土比較，全裝配預製構件建築預製性高、準確性大、抗震能力強、施工時間短和環保程度更高，完全符合中國尤其是綠色建築領域的環保發展的目標。集團認為在中國政府政策鼓勵和支持下，全裝配預製構件必將會成為建築業的發展方向。

集團是江蘇省按收入計最大的全裝配預製構件建築服務供應商之一。集團通過幾年的努力，取得全裝配預製構件建築的多項專利技術。

截至2016年12月31日止年度，集團全裝配預製構件建築完成量為501,548平方米（「平方米」），較2015年的773,057平方米錄得35.1%的減幅。於2016年，全裝配預製構件建築項目的收入約為人民幣560,500,000元（2015年：人民幣763,000,000元），較上年度下降約26.5%。

如本公司日期為2016年9月7日的公告所披露，於回顧年度內，集團已開展兩項位於安徽省及河南省的全裝配預製構件建築項目，合約總金額為人民幣532,800,000元。本年度就該兩項項目確認人民幣97,000,000元收益。隨著與中國建材國際工程集團有限公司及中冶建工集團有限公司的合作不斷推進，集團業務旨在進一步向江蘇省外地區延伸，對集團未來發展前景十分有利。





## Management Discussion and Analysis 管理層討論及分析

The Group has the competitive edges in terms of technology and as a first mover in the prefabricated construction business. Against the backdrop of the government's policies on encouraging the construction industry to improve energy-saving, environmental protection and cost-efficiency and its vigorous dedication to the construction of the social security housing, the Group gradually expanded the development of this business during the previous years. During the year under review, this business segment contributed approximately RMB560.5 million of the Group's total revenue for the year under review, as compared with approximately RMB763.0 million in the previous year. The revenue generated in this segment accounted for approximately 34.0% of the Group's total revenue, which is decreased from approximately 41.6% recorded in last year. The decrease in revenue from prefabricated construction business was mainly due to the fact that some projects had been delayed and not included in the revenue of the year under review.

As part of the Group's business expansion plan in prefabricated construction, the Group acquired Jiangsu Qifeng at a consideration of RMB110 million in 2015. The principal asset of such company is a piece of land located in Yixing, Jiangsu Province, PRC with an area of approximately 53,000 sq.m. and certain plant, machinery and equipment. Upon completion of the acquisition, the assets of Jiangsu Qifeng were used as the Group's prefabricated construction workshop, which enhanced the level of automation of fixed equipment therein and improved the overall operational efficiency. The management continued to expand the Group's operation size of the prefabricated construction business and believed that the continuous development can facilitate its business growth and market penetration in the PRC.

In 2016, the Group engaged in 10 (2015: 12) prefabricated construction projects, of which all projects were residential projects with a booked revenue of approximately RMB560.5 million (2015: RMB763.0 million).

集團在全裝配預製構件建築業務上具備了技術和先行者優勢；在國家鼓勵建築行業提升節能環保效益和大力推動保障性住房的建設的形勢下，集團在去年內逐漸擴大這項業務的發展。於回顧年度，該業務分部為集團總收益貢獻約人民幣560,500,000元，而上年度則約為人民幣763,000,000元。該分部的收入於集團總收益的佔比由去年約41.6%減少至約34.0%。全裝配預製構件建築業務收入減少主要由於回顧年內公司洽談的項目因為延期開工未能計入收益所致。

作為集團全裝配預製構件建築業務擴充計劃的一部分，集團於2015年以代價人民幣110,000,000元收購江蘇旗峰。該公司的主要資產為位於中國江蘇省宜興市佔地面積合共約為53,000平方米的土地，以及若干廠房、機器及設備。於收購事項完成後，江蘇旗峰的資產用於集團預製建築車間，並提高了廠房內固定設備的自動化程度，及強化整體營運效率。管理層繼續拓展集團全裝配預製構件建築業務的經營規模，並相信持續發展能促進中國業務增長及市場滲透率。

2016年，集團進行10個(2015年：12個)全裝配預製構件建築項目，所有均為住宅項目，已確認收益約人民幣560,500,000元(2015年：人民幣763,000,000元)。



Contract amounts of steel structure projects and prefabricated construction projects of the Group in 2016 in comparison with those in the previous year

集團於2016年的鋼結構項目及全裝配預製構件建築項目的合同金額與上年度比較

		Year ended 31 December 截至12月31日止年度						Changes in the total amount for this reporting period as compared with the previous year (%) 本報告期總金額比上年增減(%)
		2016 2016年			2015 2015年			
		Steel structure projects	Prefabricated construction projects	Total	Steel structure projects	Prefabricated construction projects	Total	
		鋼結構項目	全裝配預製構件建築項目	總計	鋼結構項目	全裝配預製構件建築項目	總計	
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	
Opening value of backlog at the beginning of the year	年初未完工合同金額	122,086	169,799	291,885	102,201	294,447	396,648	-26.4
Value of new contracts	新合同金額	1,257,224	836,700	2,093,924	1,091,510	638,391	1,729,901	21.0
Revenue recognised	已確認收益	1,090,263	560,497	1,650,760	1,071,625	763,039	1,834,664	-10.0
Closing value of backlog	年末未完工合同金額	289,047	446,002	735,049	122,086	169,799	291,885	151.8

The number of new contract signed and the total contract revenue of new contracts entered into by the Group in the year under review was 24 (2015: 30) and approximately RMB2,093.9 million (2015: RMB1,729.9 million), respectively. The average contract revenue of the signed contracts increased to approximately RMB87.3 million in 2016 from approximately RMB57.7 million in 2015.

於回顧年度，本集團簽署的新合同數量為24個(2015年：30個)，而新合同的合同收益總額約為人民幣2,093,900,000元(2015年：人民幣1,729,900,000元)。已簽合同的項目的合同收益金額均值得由2015年的約人民幣57,700,000元增加至2016年的約人民幣87,300,000元。

The closing value of backlog in 2016 increased to approximately RMB735.0 million as compared with the closing value in 2015 of approximately RMB291.9 million. Due to the increase in closing value of backlog, despite of the increase in total contract sum of new contracts entered into in 2016, the Group recognised a total revenue of approximately RMB1,650.8 million which was decreased by 10.0% from RMB1,834.7 million recorded in previous year.

與2015年年末約人民幣291,900,000元比較，2016年年末未完工合同金額增加至約人民幣735,000,000元。由於年末未完工合同金額有所增加，因此儘管2016年訂立的新合同總合同金額增加，本集團的已確認總收益約為人民幣1,650,800,000元，仍較去年的人民幣1,834,700,000元減少10.0%。

## FINANCIAL REVIEW

### Revenue

For the year ended 31 December 2016, the Group's revenue was approximately RMB1,650.8 million, representing a decrease of approximately RMB183.9 million or 10.0% as compared with that for the year ended 31 December 2015.

The following table sets out a breakdown of the Group's revenue in terms of steel structure projects and prefabricated construction projects for each of the years indicated:

		For the year ended 31 December 截至12月31日止年度			
		2016 2016年		2015 2015年	
		RMB'000 人民幣千元	Percentage 佔比(%)	RMB'000 人民幣千元	Percentage 佔比(%)
Construction of	建設				
— Steel structure projects	— 鋼結構項目	1,090,263	66.0	1,071,625	58.4
— Prefabricated construction projects	— 全裝配預製構件建築項目	560,497	34.0	763,039	41.6
Total	合計	1,650,760	100.0	1,834,664	100.0

The revenue attributable to steel structure projects increased by 1.7% from approximately RMB1,071.6 million for the year ended 31 December 2015 to approximately RMB1,090.3 million for the year ended 31 December 2016. Among different types of projects, the Group recorded a revenue of RMB553.9 million (2015: RMB229.3 million) generated from both completed and uncompleted construction projects of factories, which outweighed the decrease in revenue generated from construction projects of public structure of approximately RMB204.1 million (2015: RMB487.5 million).

In addition, the Group continued to expand its presence in other provinces in the PRC outside Jiangsu Province, such as Shanghai, Guizhou, Yunnan, Anhui, Zhejiang, Jilin, Hunan, Fujian, Liaoning and Guangdong. The steel structure businesses in the PRC outside Jiangsu Province accounted for approximately 30.3% (2015: 28.3%) of the Group's total revenue in 2016, which showed an increase of 2.0 percentage point when compared to the previous year.

## 財務回顧

### 收益

截至2016年12月31日止年度，本集團的收益約為人民幣1,650,800,000元，較截至2015年12月31日止年度減少約人民幣183,900,000元或10.0%。

下表載列於各所示年度本集團的鋼結構項目及全裝配預製構件建築項目的收益明細：

鋼結構項目應佔收益由截至2015年12月31日止年度的約人民幣1,071,600,000元增加1.7%至截至2016年12月31日止年度的約人民幣1,090,300,000元。於各類項目中，本集團已完成及未完成的廠房建築項目產生人民幣553,900,000元(2015年：人民幣229,300,000元)收益，足以抵銷公共建築項目產生之收益減少之約人民幣204,100,000元(2015年：人民幣487,500,000元)。

再者，本集團亦持續拓展至江蘇省以外的中國其他省市如上海、貴州、雲南、安徽、浙江、吉林、湖南、福建、遼寧及廣東等。這些於中國非江蘇省的鋼結構業務約佔本集團2016年度總收益的30.3%(2015年：28.3%)，較上年度增加2.0個百分點。





The revenue attributable to prefabricated construction projects decreased by 26.5% from approximately RMB763.0 million for the year ended 31 December 2015 to approximately RMB560.5 million for the year ended 31 December 2016. The decrease in revenue from prefabricated construction business has mainly resulted from the competitive business environment in the PRC and the problem of oversupply in the worldwide construction industry.

### Gross profit and gross profit margin

The following table sets out a breakdown of the Group's gross profit and gross profit margin ("GP margin") in terms of steel structure projects and prefabricated construction projects for each of the two years ended 31 December 2015 and 31 December 2016:

全裝配預製構件建築項目應佔收益由截至2015年12月31日止年度約人民幣763,000,000元減少26.5%至截至2016年12月31日止年度的約人民幣560,500,000元。全裝配預製構件建築業務收益減少乃主要由於中國經營環境競爭激烈及全球建築行業供過於求所致。

### 毛利及毛利率

下表載列於截至2015年12月31日及2016年12月31日止兩個年度各年本集團的鋼結構項目及全裝配預製構件建築項目的毛利及毛利率(「毛利率」)明細：

		For the year ended 31 December 截至12月31日止年度			
		2016 2016年		2015 2015年	
		RMB'000	GP margin %	RMB'000	GP margin %
		人民幣千元	毛利率%	人民幣千元	毛利率%
Construction of	建設				
— Steel structure projects	— 鋼結構項目	230,265	21.1	258,470	24.1
— Prefabricated construction projects	— 全裝配預製構件建築項目	198,027	35.3	254,367	33.3
Total	合計	428,292	25.9	512,837	28.0

The gross profit attributable to steel structure projects amounted to approximately RMB230.3 million for the year ended 31 December 2016, represented a decrease of 10.9% from approximately RMB258.5 million for the year ended 31 December 2015. The GP margin of steel structure projects decreased from approximately 24.1% for the year ended 31 December 2015 to approximately 21.1% for the year ended 31 December 2016. The decrease was mainly due to the increase in the production costs of steel structure when compared with 2015.

截至2016年12月31日止年度的鋼結構項目應佔毛利約為人民幣230,300,000元，較截至2015年12月31日止年度約人民幣258,500,000元減少10.9%。鋼結構項目的毛利率由截至2015年12月31日止年度約24.1%減少至截至2016年12月31日止年度約21.1%。該項減少主要由於鋼結構的生產成本佔比相對2015年有所提高所致。



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The revenue attributable to prefabricated construction projects decreased by approximately 26.5% from approximately RMB763.0 million for the year ended 31 December 2015 to approximately RMB560.5 million for the year ended 31 December 2016. The gross profit decreased by approximately 22% from approximately RMB254.4 million for the year ended 31 December 2015 to approximately RMB198.0 million for the year under review. Despite the decrease in gross profit generated from the prefabricated construction projects, the GP margin attributable to prefabricated construction projects increased from approximately 33.3% for the year ended 31 December 2015 to approximately 35.3% for the year ended 31 December 2016, representing an increase of 2.0 percentage points. The increase is due to the fact that the Group had better cost control and the efficient utilisation of assets of Jiangsu Qifeng.

The Group's overall GP margin decreased from approximately 28.0% for the year ended 31 December 2015 to approximately 25.9% for the year ended 31 December 2016, mainly due to lower GP margin of steel structure resulted in the current year.

### Selling and marketing expenses and administrative expenses

During the year ended 31 December 2016, the total selling, marketing and administrative expenses were approximately RMB40.3 million (2015: RMB69.5 million), represented a decrease of approximately RMB29.2 million. The decrease was mainly resulted from (i) decrease of approximately RMB12.6 million regarding to the share option expenses; (ii) decrease of approximately RMB12.2 million derived from provisions for financial guarantee contracts; (iii) decrease in selling, marketing and administrative staff costs and Directors' emoluments of approximately RMB4.6 million; and (iv) reversal of provision for financial guarantee contracts of approximately RMB7.4 million, which were set-off by (i) increase in exchange loss of approximately RMB6.6 million; and (ii) increase in donation of RMB1.0 million.

### Finance costs

During the year ended 31 December 2016, the Group's finance costs of RMB6.6 million (2015: RMB1.3 million) was derived from short-term borrowings amounting to HK\$90 million in total from (i) an individual; and (ii) an entity incorporated in Hong Kong, which were both independent third parties. The borrowings were unsecured, interest bearing at rates ranging from 8.4% to 12.4% and repayable in 2017. Details are set out in note 27 to the consolidated financial statements.

截至2016年12月31日止年度全裝配預製構件建築項目應佔收益由截至2015年12月31日止年度約人民幣763,000,000元減少約26.5%至約人民幣560,500,000元；而回顧年度內毛利由截至2015年12月31日止年度約人民幣254,400,000元下降約22%至約人民幣198,000,000元。儘管全裝配預製構件建築項目毛利有所減少，但全裝配預製構件項目應佔的毛利率由截至2015年12月31日止年度約33.3%上升至截至2016年12月31日止年度約35.3%，上升2.0個百分點。上升乃由於本集團更有效控制成本及有效運用江蘇旗峰的資產所導致。

本集團的整體毛利率由截至2015年12月31日止年度的約28.0%下跌至截至2016年12月31日止年度約25.9%，主要是由於本年度鋼結構毛利率下跌導致。

### 銷售及營銷開支和行政開支

於截至2016年12月31日止年度，總銷售、營銷及行政開支約為人民幣40,300,000元（2015年：人民幣69,500,000元），減少約人民幣29,200,000元。減少主要是由於(i)購股權開支減少約人民幣12,600,000元；(ii)財務擔保合約撥備減少約人民幣12,200,000元；(iii)銷售、營銷、行政員工成本及董事薪酬減少約人民幣4,600,000元；及(iv)財務擔保合約撥備撥回約人民幣7,400,000元，並被(i)匯兌虧損增加約人民幣6,600,000元；及(ii)捐款增加人民幣1,000,000元所抵銷。

### 財務成本

於截至2016年12月31日止年度，本集團合共人民幣6,600,000元（2015年：人民幣1,300,000元）財務成本乃來自短期貸款90,000,000港元，該等貸款來自(i)一名個人；及(ii)一家於香港註冊成立的實體，兩者均為獨立第三方。該等貸款乃無抵押、以介乎8.4%至12.4%計息及應於2017年償還。詳情載於綜合財務報表附註27。



### Capital structure, liquidity and financial resources

During the year ended 31 December 2016, the Group's net cash used in operating activities was approximately RMB191.7 million (2015: net cash generated from operating activities of approximately RMB15.2 million) and the Group's cash and cash equivalents at the year end was approximately RMB779.3 million (2015: RMB881.4 million).

As at 31 December 2016, the Group had current assets of approximately RMB2,313.9 million (2015: RMB1,928.5 million) and current liabilities of approximately RMB264.6 million (2015: RMB247.1 million). The current ratio (which is calculated on the basis of current assets over current liabilities) was 8.7 as at 31 December 2016 (2015: 7.8).

Total equity of the Group as at 31 December 2016 was approximately RMB2,335.6 million (2015: RMB1,985.0 million). As at 31 December 2016, the Company's issued share capital was HK\$224.2 million (31 December 2015: HK\$203.8 million) with 2,241.8 million (2015: 2,038 million) Shares in issue.

On 29 September 2015 and 16 October 2015, the Company entered into loan agreements amounting to HK\$50,000,000 and HK\$40,000,000, with interest rates ranging from of 8.4% to 12.4% (2015: 8%) per annum, with two independent third parties. In 2016, the two loan agreements are extended and the borrowings of the Group are repayable in 2017 by instalments.

As disclosed in the Company's announcement on 28 December 2016, the Company issued 203.8 million new Shares pursuant to the subscription agreement entered into between the Company and Five Seasons XIV Limited on 12 December 2016 at a subscription price of HK\$0.52 per Share, the issue of which raised a total capital of HK\$105.8 million. The subscribed Shares represented approximately 9.09% in aggregate of the then issued share capital as enlarged by the subscription. Five Seasons XIV Limited is a company incorporated in the British Virgin Islands with limited liability, and is a direct wholly-owned subsidiary of Fullshare Holdings Limited ("Fullshare"), which is a company incorporated in the Cayman Islands with limited liability, whose issued shares are listed on the Stock Exchange under the stock code 607. Fullshare and its group companies are principally engaged in property development, provision of green building services, investment and healthcare products and services business. The Directors were of the view that upon the subscription, the Group can (i) raise capital for it to facilitate its long-term development and further strengthen its financial position and to use the funds for general working capital purpose; and (ii) bring in a renowned investor with strong financial resources and extensive business network including but not limited to areas of cooperation in property development and green building which will in turn bring strategic value to the Group.

### 資本結構、流動資金及財務資源

截至2016年12月31日止年度，本集團經營活動所用現金淨額約為人民幣191,700,000元(2015年：經營活動所得現金淨額約人民幣15,200,000元)，而本集團之年末現金及現金等價物約為人民幣779,300,000元(2015年：人民幣881,400,000元)。

於2016年12月31日，本集團的流動資產約為人民幣2,313,900,000元(2015年：人民幣1,928,500,000元)，流動負債約為人民幣264,600,000元(2015年：人民幣247,100,000元)。於2016年12月31日的流動比率(按流動資產除以流動負債計算)為8.7(2015年：7.8)。

本集團於2016年12月31日的權益總額約為人民幣2,335,600,000元(2015年：人民幣1,985,000,000元)。本公司於2016年12月31日的已發行股本為224,200,000港元(2015年12月31日：203,800,000港元)，已發行2,241,800,000股股份(2015年：2,038,000,000股)。

於2015年9月29日及2015年10月16日，本公司與兩名獨立第三方訂立金額為50,000,000港元及40,000,000港元的貸款協議，以介乎8.4%至12.4%之年利率計息(2015年：8%)。於2016年，該兩項貸款協議經已延長，本集團應於2017年分期償還該等貸款。

如本公司日期為2016年12月28日的公告所披露，本公司已根據本公司與Five Seasons XIV Limited所訂立日期為2016年12月12日的認購協議，按每股股份0.52港元的認購價發行203,800,000股新股份，有關發行籌集得總資本105,800,000港元。認購股份合共佔經認購事項擴大之當時已發行股本約9.09%。Five Seasons XIV Limited為一間於英屬處女群島註冊成立的有限公司及豐盛控股有限公司(「豐盛」)的直接全資附屬公司，而豐盛為一間於開曼群島註冊成立的有限公司，其已發行股份於聯交所上市，股份代號為607。豐盛及其集團公司主要從事物業發展、提供綠色建築服務、投資及保健產品和服務業務。董事認為於認購事項後，本集團可(i)為其籌集資金以促進其長線發展並進一步加強其財務狀況，以及將資金用作一般營運資金；及(ii)引入具有雄厚財務資源及廣泛業務網絡的知名投資者(合作範疇包括但不限於物業發展及綠色建築)，從而為本集團帶來戰略價值。





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The net proceeds from the subscription amounted to approximately HK\$105.8 million were intended to be utilised (i) towards funding any new acquisitions or business ventures when opportunities arise; and/or (ii) as general working capital of the Group.

Subsequent to the year ended 31 December 2016, as disclosed in the Company's announcement on 20 January 2017, the Group had acquired a total of number 1,140 shares of Fire Scorpion Limited, representing 11.17% of the total issued share capital of Fire Scorpion Limited, at a total consideration of HK\$56,544,000, which was satisfied by the Group by (i) allotment and issuance of a total of number 88,947,935 consideration shares of the Company to the seller based on the issue share price of HK\$0.557 per share of the Company, representing approximately 3.82% of the then issued share capital of the Company as enlarged by the issue of the consideration shares; and (ii) HK\$7,000,000 settled by cash. In order to further enhance the competitiveness of the Group under the current economic environment, the Group intended to diversify its income stream to enhance shareholders' value and the Directors have been exploring different business opportunities in other sectors in order to broaden the sources of income and to boost the business performance of the Group. The Directors believe that the acquisition of Fire Scorpion Limited and its associates is a good investment opportunity for the Group to tap into the big data logistics financial service and internet trading platform service industries. The Group intended to bring in the internet platform services business of the Target Group as a new source of income in future. The Directors are of the view that the internet platform services business of the Target Group can provide support to the construction projects of the Group in the event appropriate opportunities arise.

### Treasury Policies

The Group has adopted a prudent treasury policy and thus maintained a healthy liquidity position throughout the year. The Group strives to reduce credit risk by performing ongoing credit assessments and evaluations of the financial status of its customers. To manage liquidity risk, the Board closely monitors the Group's liquidity position to ensure that the liquidity structure of the Group's assets, liabilities and other commitments can meet its funding requirements from time to time.

### Significant investments held

During the year under review, except for investments in subsidiaries and interest in a joint venture as disclosed in the consolidated financial statements, the Group did not hold any significant investment in equity interest in any other company.

認購事項所得款項淨額約105,800,000港元擬用於：(i)如有機會，作為任何新收購或創業的資金；及／或(ii)本集團的一般營運資金。

於截至2016年12月31日止年度後，如本公司日期為2017年1月20日的公告所披露，本集團已收購火蠍有限公司合共1,140股股份，佔火蠍有限公司全部發行股本的11.17%，總代價為56,544,000港元，由本集團以以下形式支付：(i)按本公司發行股份價每股0.557港元配發及發行合共88,947,935股本公司代價股份予賣方，佔經發行代價股份擴大的本公司當時已發行股本約3.82%；及(ii)現金結付7,000,000港元。為進一步提升本集團在現時經濟環境下的競爭實力，本集團擬分散其收入來源，以提高股東價值，而董事一直在探索其他行業的不同商機，以擴闊收入來源及提升本集團的業務表現。董事相信，收購火蠍有限公司及其聯營公司實為本集團涉足大數據物流金融業及互聯網交易平台服務業的投資良機。本集團擬引入目標集團的網絡平台服務業務，作為未來的新收入來源。董事認為，倘出現合適的商機，目標集團的網絡平台服務業務可支持本集團的建造項目。

### 財資政策

本集團已採納審慎財資政策，因而於年內一直維持良好流動資金狀況。本集團為客戶之財務狀況進行持續信貸評審及評估，致力減低信貸風險。為管理流動資金風險，董事會密切監察本集團之流動資金狀況，確保本集團的資產、負債及其他承擔之流動資金結構不時符合其資金要求。

### 所持重大投資

於回顧年度，除綜合財務報表所披露於附屬公司的投資及於合營企業的權益外，本集團並無於任何其他公司持有任何重大股權投資。



### Material acquisitions and disposals of subsidiaries and associated companies

Other than as disclosed below and in section headed “Capital structure, liquidity and financial resources” above, the Group did not have any material acquisitions and disposals of subsidiaries and associated companies.

On 15 December 2015, Jiangsu Saite Steel Structure Co., Ltd. (“Saite Steel (Jiangsu)”), Mr. Xu Fanghua, an executive Director, and Ms. Lu Weijuan, an independent third party, entered into a capital injection agreement, pursuant to which Saite Steel (Jiangsu), as investor, agreed to inject an aggregate sum of RMB226 million into Jiangsu Chenli Eco-Technology Company Limited (the “Capital Injection”). Details of the Capital Injection are set out in the Company’s announcements dated 15 December 2015, 25 January 2016, 17 February 2016, 24 February 2016, 17 March 2016, 31 March 2016, 30 May 2016, 29 July 2016 and 30 September 2016. After careful consideration of all the circumstances including the current economic conditions, the volatility of the capital market and the recent market fluctuations, Saite Steel (Jiangsu), Mr. Xu Fanghua and Ms. Lu Weijuan decided not to proceed with the Capital Injection. On 30 November 2016, Saite Steel (Jiangsu), Mr. Xu and Ms. Lu entered into a termination agreement, pursuant to which the parties had mutually agreed to terminate the agreement of Capital Injection and the transactions contemplated thereunder with effect from the date of the termination agreement, and each party thereto was released and discharged from its obligations and liabilities by virtue of or in relation to the agreement of Capital Injection. As the Capital Injection was terminated prior to completion, no consideration had been paid or is payable by the Group. The Board considers that the termination of the Capital Injection Agreement has no material adverse impact on the existing business operations of the Group.

### Charge on assets

As at 31 December 2016, other than as disclosed in note 15 to the consolidated financial statements, the Group did not have any charge on assets.

### 有關附屬公司及聯營公司之重大收購及出售

除下文及上文「資本結構、流動資金及財務資源」一節所披露者外，本集團並無任何有關附屬公司及聯營公司之重大收購及出售。

於2015年12月15日，江蘇賽特鋼結構有限公司（「賽特鋼結構（江蘇）」）、執行董事徐芳華先生及獨立第三方蘆衛娟女士簽訂注資協議，據此，賽特鋼結構（江蘇）作為投資方同意注資合共人民幣226,000,000元予江蘇晨力環保科技有限公司（「股本注資」）。有關股本注資的詳情載於本公司日期為2015年12月15日、2016年1月25日、2016年2月17日、2016年2月24日、2016年3月17日、2016年3月31日、2016年5月30日、2016年7月29日及2016年9月30日的公告內。經審慎考慮所有情況，包括目前的經濟狀況、資本市場的反覆及近期市場的波動後，賽特鋼結構（江蘇）、徐芳華先生與蘆衛娟女士決定不再繼續進行股本注資。於2016年11月30日，賽特鋼結構（江蘇）、徐先生與蘆女士訂立終止協議，據此，訂約各方相互同意終止股本注資協議及其項下擬進行的交易，自終止協議日期起生效，而訂約各方獲免除及解除其由於或有關股本注資協議的義務及責任。鑒於股本注資於完成前終止，本集團並無支付或應付任何代價。董事會認為，終止股本注資協議對本集團的現有業務營運並無任何重大不利影響。

### 資產抵押

於2016年12月31日，除綜合財務報表附註15所披露者外，本集團並無任何資產抵押。

### Gearing ratio

Gearing ratio is calculated based on total debt (including payables incurred not in the ordinary course of business) at the year end divided by equity attributable to owners of the Company at the year end multiplied by 100%. As at 31 December 2016, the gearing ratio of the Group was approximately 3.7% (2015: 3.8%).

### Foreign exchange exposure

The Group's businesses are principally operated in the PRC and substantially all of its transactions are conducted in RMB and most of the Group's assets and liabilities are also denominated in RMB. The Group is subject to foreign exchange rate risk arising from future commercial transactions and recognised assets and liabilities which are denominated in a currency other than RMB. During the year under review, the Group did not commit to any financial instruments to hedge its exposure to foreign currency risk and did not adopt a foreign currency hedging policy. However, the management of the Group monitors foreign exchange exposure and will consider hedging significant foreign currency exposure should the need arise.

### Event after the Reporting Period

Other than as disclosed in section headed "Capital structure, liquidity and financial resources" above, there is no major event after the reporting period.

### Fund raising

As disclosed in section headed "Capital structure, liquidity and financial resources" above, on 28 December 2016, the Company issued 203.8 million new shares at a subscription price of HK\$0.52 per share.

The net proceeds from the subscription amounted to approximately HK\$105.8 million were not used by the Group during the year.

### 資本負債比率

資本負債比率乃按年末的總負債(包括並非於日常業務過程中產生的應付款項)除以年末公司擁有人應佔權益，再乘以100%計算。於2016年12月31日，本集團的資本負債比率約為3.7% (2015年：3.8%)。

### 外匯風險

本集團主要於中國經營業務，其絕大部分交易以人民幣進行，且本集團大部分資產及負債均以人民幣計值。本集團因日後進行的商業交易及以人民幣以外其他貨幣計值的已確認資產及負債而須承受外匯風險。回顧年度內本集團並無利用任何財務工具對沖外幣風險，亦無採取外幣對沖政策。然而，本集團管理層監察外匯風險，並將考慮於有需要時對沖重大外匯風險。

### 報告期後事項

除上文「資本結構、流動資金及財務資源」一節所披露者外，報告期後概無任何重要事項。

### 集資

除上文「資本結構、流動資金及財務資源」一節所披露者外，於2016年12月28日，本公司以認購價每股0.52港元發行203,800,000股新股份。

於年內，集團並無動用為數約105,800,000港元之認購事項所得款項淨額。





### Capital Expenditures

During the year ended 31 December 2016, the Group's capital expenditure consisted of additions to property, plant and equipment amounting to approximately RMB23,000.

### Capital Commitments

Other than a capital expenditure authorised and contracted in respect of an acquisition of an available-for-sale financial asset amounting to RMB6,271,000, as at 31 December 2016, the Group did not have any significant capital commitments.

### Employees

As at 31 December 2016, the Group had approximately 566 (2015: 538) employees. The related staff cost (including remuneration of Directors in the form of salaries and other benefits) for the year ended 31 December 2016 was approximately RMB66.4 million (2015: RMB79.8 million).

The Group remunerates its employees based on their performance, experience and prevailing industry practice. Competitive remuneration package is offered to retain elite employees. Our package includes salaries, medical insurance, discretionary bonuses, share options, on-the-job training, other benefits as well as mandatory provident funds schemes for employees in Hong Kong and state-managed retirement benefit schemes for employees in the PRC.

The employees of the Company's subsidiaries established in the PRC are members of state-managed retirement benefits schemes operated by the PRC government. Such subsidiaries are required to contribute a specific percentage of the total monthly basic salaries to the retirement benefits schemes.

### 資本開支

截至2016年12月31日止年度，本集團的資本開支包括添置物業、廠房及設備約人民幣23,000元。

### 資本承擔

除收購可供出售金融資產產生的為數人民幣6,271,000元之已授權且已訂約資本開支外，於2016年12月31日，本集團並無任何重大資本承擔。

### 僱員

於2016年12月31日，本集團擁有約566名僱員(2015年：538名)。截至2016年12月31日止年度的有關員工成本(包括薪金及其他福利形式的董事酬金)約為人民幣66,400,000元(2015年：人民幣79,800,000元)。

本集團根據僱員的表現、經驗及現時業內慣例釐訂彼等之薪酬，並提供具競爭力的薪酬待遇，以留住優秀員工。我們的待遇包括薪金、醫療保險、酌情花紅、購股權、在職培訓、其他福利以及強積金計劃(就香港僱員而言)及國家管理退休福利計劃(就中國僱員而言)。

本公司於中國成立的附屬公司的僱員為中國政府運作的國家管理退休福利計劃的成員。該等附屬公司須按每月基本薪金總額的指定百分比向退休福利計劃供款。



## Management Discussion and Analysis 管理層討論及分析

The Group also operates a Mandatory Provident Fund Scheme for all qualifying employees in Hong Kong. The Group contributes 5% of relevant payroll costs (capped at HK\$1,500 per month with effect from 1 June 2014) of each individual employee to the scheme, which contribution is matched by employees.

During the year ended 31 December 2016, the Group had no forfeited contributions available to reduce its contributions to the retirement benefits schemes set out above.

### FUTURE PROSPECTS AND STRATEGIES

Analysing the economic trend from 2015 to 2016, the Group was facing great challenges in the past 2 years, with the slowdown of growth of the PRC economy. Despite the difficulties that the Group encountered, the management is confident to explore more opportunities in both the steel structure business and prefabricated construction business.

For steel structure business, the Group will continue its market expansion from Yangtze River Delta region to the central and western regions of the PRC. According to the China's Thirteenth Five-Year Plan, the central government of the PRC will speed up the pace of development of the central and western regions, giving us a great opportunity for the expansion of steel structure business geographically. The Group has thorough cooperation with state-owned enterprises as Shanghai Urban Construction to gradually expand its business into other regions outside Jiangsu Province and in particular those regions in Central and Western China where the construction of infrastructures is relatively lagging behind, as well as upholding its product quality and building its brand. On the other hand, the implementation of One Belt, One Road policy in the PRC is also one of the main focus of the Group's development strategy in the coming years. During the year, the Group has built a new business partnership with 中國建築工業對外經濟合作公司 (China Building-Materials Industrial Corporation for Foreign Economic-Technical Cooperation\*) ("CBMC") and aims to expand its steel structure business in Algeria and neighboring regions. The Group also strives for expansion in other overseas markets including Australia, Turkey and African countries through cooperation with multi-national corporations. With both the opportunity from the government's development direction and the Group's close business relationship with multi-national partners, the Group will seize the market share in this segment.

本集團亦為全體合資格香港僱員執行一項強制性公積金計劃，本集團會將各個別僱員相關工資成本的5% (每月供款上限為1,500港元，自2014年6月1日生效) 作為強積金計劃供款，而僱員亦須按計劃繳納相等供款。

於截至2016年12月31日止年度，本集團並無任何可供動用的沒收供款，以降低其對上文所載退休福利計劃的供款。

### 未來展望及策略

經分析2015年至2016年的經濟趨勢，隨著中國經濟增長放緩，本集團於過往兩年面對極大挑戰。儘管本集團面臨挑戰壓力，但管理層有信心發掘更多鋼結構業務及全裝配預製構件建築業務的商機。

就鋼結構業務而言，本集團將繼續將市場從長江三角洲地區拓展至中西部地區。根據中國的十三五規劃，中央政府將加快中西部地區的發展步伐，這給鋼結構業務的地域擴張帶來巨大機遇。本集團已深化與國有企業上海城建的合作，逐步將業務擴展至江蘇省以外的地區，尤其是基礎設施建設相對滯後的中西部地區，同時提升產品質量及建立品牌。另一方面，中國實行的一帶一路政策仍是本集團未來數年發展戰略的主要重點。年內，本集團已與中國建築工業對外經濟合作公司(「中國建材工業」)建立新的業務夥伴關係，並計劃於阿爾及利亞及鄰近地區擴大其鋼結構業務。本集團亦透過與跨國公司合作大力擴張其他海外市場，包括澳大利亞、土耳其及非洲國家。憑藉政府發展方向帶來的機遇及本集團與跨國合作夥伴之間密切的業務關係，本集團將擴大該分部的市場份額。



## Management Discussion and Analysis 管理層討論及分析

For prefabricated construction business, according to the National Plan on New Urbanisation (2014–2020) released by the PRC State Council, certain measures will be carried out to increase the level and the quality of the PRC's urbanisation in the future, aiming at having the urbanisation rate to reach 60% by 2020. Under the effect of increasing domestic demand on social security housing, our management believes that the Group can achieve a steady growth in our prefabricated construction business segment. In previous years, we have built a mutually beneficial trust business relationship with Shanghai Urban Construction on civil construction projects, including the construction of social security housing, municipal facilities, transportation, and civic engineering. In the coming future, we target to deepen our cooperation and to seize the opportunity in construction of prefabricated parts in the PRC's metro system. With the deepening cooperation with China Triumph International Engineering Corporation and China Metallurgical Construction Engineering Group Co. Ltd., the Group aimed to further expand the reach of its prefabricated construction business activities to other regions outside Jiangsu Province. This will bring a promising future for the Group's development.

Amid the complicated economic situations in both domestic and overseas markets, the management of the Group will actively act in response to the markets and continue to improve its own operation and management efficiency to capture any opportunities arising from closer connection of domestic macro-economic situation and the international markets. The Group will take full advantage of the solid foundations of its steel structure business and prefabricated construction business while enhancing cooperation with state-owned enterprises, central enterprises and multi-national corporations to enrich its business mix and broaden its income stream with a view to boosting the Group's business to a higher level and creating long-term values for the shareholders.

根據中國國務院頒佈的《國家新型城鎮化規劃(2014–2020)》，就全裝配預製構件建築業務而言，日後將採取若干措施提高中國城鎮化水平及質量，力爭到2020年城鎮化率達到60%。根據國內對保障性住房需求增加的影響，管理層認為，本集團的全裝配預製構件建築業務分部可實現穩定增長。於過往年度，我們已與上海城建在土木工程建築項目(包括建設保障性住房、市政設施、運輸及土木工程)方面建立互惠互利的業務關係。於不久的將來，我們計劃深化合作並把握在中國地鐵系統建設全裝配預製構件的機會。隨著與中國建材國際工程集團有限公司及中冶建工集團有限公司的合作不斷推進，本集團旨在進一步擴展其全裝配預製構件建築業務活動，將其業務覆蓋範圍延伸至江蘇省以外其他地區，對本集團未來發展前景十分有利。

面對國內外市場複雜的經濟形勢，本集團管理層將堅持積極應對，不斷提高自身經營管理效率，把握國內宏觀經濟形勢及國際市場日益緊密的聯繫所帶來的機遇，充分利用本集團在鋼結構及全裝配預製構件建築業務的穩健基礎的同時，加強與國企、央企及跨國公司合作，豐富業務組合，擴闊收入來源，以實現本集團事業更上一層樓，為股東創造長遠價值。





# Profile of Directors and Senior Management

## 董事及高級管理層簡介

### EXECUTIVE DIRECTORS

**Mr. Jiang Jianqiang (蔣建強)**, aged 51, the founder of our Group, is our chairman and executive Director. Mr. Jiang Jianqiang was appointed as our executive Director on 31 July 2012. He is responsible for the overall strategic planning and management of our Group. Mr. Jiang Jianqiang has extensive experience in the steel structure industry, and has been engaged in such business for over 17 years.

Mr. Jiang Jianqiang completed a three-year professional course in the Faculty of Architecture at Southeast University in July 1996 and is a practising Grade One Constructor registered with the Ministry of Housing. He was also qualified as 高級工程師 (senior engineer) and 高級經濟師 (senior economist) by 江蘇省人事廳 (Jiangsu Province Personnel Department) in June 2008 and July 2009 respectively. From May 1995 to April 1998, he served as the deputy general manager of 江蘇宇盛建築安裝工程有限公司 (Jiangsu Yusheng Construction and Installation Company Limited\*), a company principally engaged in construction projects and lifting equipment installation, and during such period he was responsible for the administration and production and business management of such company. Since September 1998, Mr. Jiang Jianqiang has acted as the general manager of Saite Steel (Jiangsu). As at the date of this report, Mr. Jiang Jianqiang was a director of China Saite (Overseas) Company Limited, China Saite (H.K.) Company Limited, Modern Day Holdings Limited, Saite Steel (Jiangsu), and Jiangsu Qifeng, each being a wholly-owned subsidiary of the Company and Jiangsu HuaChen Saite, being a joint venture invested by the Group. He also served as a representative in the 12th Communist Party Congress of Yixing, the PRC and 16th People's Congress of Yixing, the PRC.

**Mr. Shao Xiaoqiang (邵小強)**, aged 42, was appointed as our executive Director on 31 July 2012. He is also our chief executive officer. He is responsible for the production and technical teams of our Group. Mr. Shao is also responsible for approving contracts with our customers, making the decision for engaging installation teams and production teams and whether to subcontract any works to subcontractors.

### 執行董事

**蔣建強先生**，51歲，本集團創辦人，我們的主席兼執行董事。蔣建強先生於2012年7月31日獲委任為執行董事。彼負責本集團的整體戰略規劃及管理。蔣建強先生擁有豐富的鋼結構行業經驗，從事有關業務逾17年。

蔣建強先生於1996年7月畢業於東南大學建築系(三年制大專)，為住建部註冊一級執業建造師。彼亦分別於2008年6月及2009年7月取得江蘇省人事廳的高級工程師及高級經濟師資格。自1995年5月至1998年4月期間，彼擔任江蘇宇盛建築安裝工程有限公司(主要從事建築項目及起重設備安裝項目)副總經理，及於該期間，蔣建強先生負責該公司的行政、生產及業務管理。自1998年9月起，蔣建強先生一直擔任賽特鋼結構(江蘇)總經理。於本報告日期，蔣建強先生為中國賽特(海外)有限公司、中國賽特(香港)有限公司、全傑控股有限公司、賽特鋼結構(江蘇)、江蘇旗峰(均為本公司全資附屬公司)及江蘇華晨賽特(為本集團投資的合營企業)的董事。彼亦為中國宜興市第十二次黨代表會及中國宜興市第十六屆人民代表大會代表。

**邵小強先生**，42歲，於2012年7月31日獲委任為執行董事。彼亦為我們的行政總裁，負責本集團的生產及技術團隊。邵先生亦負責審批與客戶所簽合同、決定委聘安裝團隊及生產團隊，以及是否將工程分包予分包商。

\* for translation purpose only

\* 僅供識別



## Profile of Directors and Senior Management 董事及高級管理層簡介

Mr. Shao graduated with a bachelor's degree in management, majoring in 工程管理 (engineering management), from 江南大學 (Jiangnan University) in July 2011. Mr. Shao was qualified as an engineer (specialising in steel structures) by 中國建築工程總公司 (China State Construction Engineering Corporation\*) in December 2004 and a practising Grade 2 Constructor jointly awarded by 江蘇省人事廳 (Jiangsu Province Personnel Department), 江蘇省建築工程管理局 (Construction Project Administration Bureau of Jiangsu Province) and 江蘇省建設廳 (Department of Construction of Jiangsu Province) in January 2007. He has more than 16 years of experience in the construction industry. He was awarded with 優秀項目經理 (Excellent Project Manager) for the project of 泰州三福船舶工程有限公司船體分段製造車間鋼結構工程 (Taizhou Sanfu Marine Engineering Co., Limited Hull Block Fabrication Workshop Steel Structure Project) in 2008. From April 1996 to November 1999, he worked as the head of the technical department of 江蘇曉金鋼構建設有限公司 (Jiangsu Xiaojin Steel Structure Construction Co., Ltd.\*), a company principally engaged in production and installation of steel structure. He joined our Group in December 1999 and has served as a deputy general manager and the deputy administrative manager of Saite Steel (Jiangsu) since then, overseeing the engineering and technical work and the production process of our Group. As at the date of this report, Mr. Shao was also a director of Saite Steel (Jiangsu), a wholly-owned subsidiary of the Company and Jiangsu HuaChen Saite.

**Mr. Xu Fanghua (徐芳華)**, aged 52, joined the Company as an executive Director on 15 December 2015. He has over 10 years of experience in the eco-friendly construction industry. Mr. Xu graduated from 南京理工大學 (Nanjing University of Science and Technology) in environmental engineering in July 2003. He was appointed as the chairman of the board of directors and general manager of 江蘇晨力實業有限公司 (Jiangsu Chenli Company Limited\*) in February 1991. Jiangsu Chenli Company Limited was deregistered in January 2013. Mr. Xu then founded Jiangsu Chenli in October 2012 and has been appointed as the chairman of the board of directors as well as the general manager of Jiangsu Chenli since October 2012.

邵先生於2011年7月畢業於江南大學，取得工程管理專業學士學位。邵先生於2004年12月自中國建築工程總公司獲得工程師(鋼結構專業)資質，並於2007年1月獲得由江蘇省人事廳、江蘇省建築工程管理局及江蘇省建設廳聯合頒發的二級建造師執業資格證書。彼於建築行業擁有逾16年經驗。彼於2008年因泰州三福船舶工程有限公司船體分段製造車間鋼結構工程而獲評為優秀項目經理。自1996年4月至1999年11月期間，彼擔任江蘇曉金鋼構建設有限公司(主要從事鋼結構生產及安裝)技術部主管。彼於1999年12月加入本集團，擔任副總經理並自此擔任賽特鋼結構(江蘇)行政副經理，監管本集團的工程及技術工作以及生產工藝。於本報告日期，邵先生亦為本公司全資附屬公司賽特鋼結構(江蘇)及江蘇華晨賽特的董事。

**徐芳華先生**，52歲，於2015年12月15日加入本公司，出任執行董事。彼於環保建築業擁有逾10年的經驗。徐先生於2003年7月畢業於南京理工大學環境工程專業。彼於1991年2月獲委任為江蘇晨力實業有限公司的董事會主席兼總經理。江蘇晨力實業有限公司於2013年1月取消註冊。徐先生隨後於2012年10月成立江蘇晨力，並自2012年10月起獲委任為江蘇晨力的董事會主席兼總經理。

\* for translation purpose only

\* 僅供識別

## INDEPENDENT NON-EXECUTIVE DIRECTORS

**Mr. Xu Jiaming (徐家明)**, aged 46, was appointed as our independent non-executive Director on 11 October 2013. Mr. Xu graduated with a bachelor's degree in 工業管理工程(管理信息系統) (Industrial Management Engineering (Management Information Systems)) from 武漢工學院 (Wuhan Institute of Engineering) in June 1992 and obtained a master's degree in business administration from 南京大學 (Nanjing University) in December 2003. He is currently a candidate for a doctorate degree in 管理科學與工程 (Management Science and Engineering) at 武漢理工大學 (Wuhan University of Technology). He has over 16 years of experience in corporate management and consultancy. From January 1997 to May 1998, he served at 南京同創信息產業集團有限公司 (Nanjing Toptry Information Industry Group Co., Ltd.\*), a company principally engaged in software development and information services as the head of its marketing department, deputy manager and the head of its 電子商業部 (department of electronic commerce). Since May 1998, he has served as the chief consultant and the general manager of 南京智域企業管理諮詢有限公司 (Nanjing Zhiyu Corporate Management Consultants Company Limited\*), a company principally engaged in provision of business consultancy services. He acted as the chief human resources manager of 紅星家俱集團有限公司 (Red Star Home Furniture Group Limited\*), a company principally engaged in, among others, sale of home furniture, between June 2005 and July 2007 and the general manager of 紅星美凱龍國際諮詢有限公司 (Red Star Macalline International Consultancy Company Limited\*), a company principally engaged in provision of business consultancy services, between June 2005 and July 2007. From December 2008 to September 2010, he also served as the management consultant and the president of 恆久集團有限公司 (Permanent Group Co., Ltd.\*), a company principally engaged in the manufacture of steel structures and machineries. Since September 2010, he has acted as the corporate management consultant of 南京豐盛產業控股集團有限公司 (Nanjing Fullshare Holdings Group Limited\*), a company principally engaged in construction projects.

## 獨立非執行董事

**徐家明先生**，46歲，於2013年10月11日獲委任為獨立非執行董事。徐先生於1992年6月畢業於武漢工學院，獲得工業管理工程(管理信息系統)學士學位，並於2003年12月自南京大學獲得工商管理碩士學位。目前彼正在武漢理工大學攻讀管理科學與工程博士學位。彼於企業管理及諮詢領域擁有逾16年經驗。自1997年1月至1998年5月期間，彼在南京同創信息產業集團有限公司(主要從事軟件開發及信息服務)先後擔任市場營銷部主管及電子商業部副經理及主管。自1998年5月起，彼擔任南京智域企業管理諮詢有限公司(主要提供企業諮詢服務)的首席顧問及總經理。彼自2005年6月至2007年7月期間擔任紅星家俱集團有限公司(主要從事(其中包括)家具銷售)的首席人力資源經理，並自2005年6月至2007年7月期間擔任紅星美凱龍國際諮詢有限公司(主要提供企業諮詢服務)的總經理。自2008年12月至2010年9月期間，彼亦擔任恆久集團有限公司(主要從事鋼結構及機械製造)的管理顧問及總裁。自2010年9月起，彼一直擔任南京豐盛產業控股集團有限公司(主要從事建築項目)的企業管理顧問。

\* for translation purpose only

\* 僅供識別





## Profile of Directors and Senior Management 董事及高級管理層簡介

**Mr. Chen Tiegang (陳鐵鋼)**, aged 57, was appointed as our independent non-executive Director on 11 October 2013. Mr. Chen graduated from 中共中央黨校函授學院 (Correspondence Institute of the Party School of the Central Committee of the Communist Party of China) majoring in economic management in December 1997 through distance learning. He was also qualified as an economist by 無錫市人事局 (Wuxi Municipal Personnel Bureau) in December 2002. He was appointed as the general manager of 宜興市經協委工業原材料總公司 (Yixing City Economic Cooperation Committee Industrial Raw Materials Company\*), a company principally engaged in the procurement and supply of raw materials, from August 1990 to September 1996. He served as the vice chairman, the deputy general manager, and the committee member of 宜興市經協集團公司 (Yixing City Economic Cooperation Group Company\*), a company principally engaged in the production of metallic materials and construction materials, from October 1996 to August 2002. He acted as the deputy manager, and the committee member of 宜興市商業貿易資產管理有限公司 (Yixing City Trading and Asset Management Company\*), a company principally engaged in the management of state-owned assets, from August 2002 to January 2012.

He was named as 後勤服務先進工作者 (advanced worker of logistics services) in 1988 by 宜興縣人民政府 (the People's Government of Yixing County), 無錫市經濟協作系統先進工作者 (advanced worker of the economic cooperation system of Wuxi City) in 1993 by 無錫市經濟技術協作委員會 (the Wuxi City Economic and Technological Cooperation Committee), and 橫向經濟協作工作先進工作者 (advanced worker of lateral economic cooperation) in 1993 by 宜興市經濟協作委員會 (the Yixing City Economic Cooperation Committee). Also, he was awarded 流通工作先進工作者 (advanced worker of circulation work) for three consecutive years since 1991, and was further honoured as 流通工作優秀經理(主任) (outstanding manager of circulation work) for three consecutive years since 1995 by 中共宜興市委員會 (Yixing City Committee of the Communist Party of China).

**陳鐵鋼先生**，57歲，於2013年10月11日獲委任為獨立非執行董事。陳先生通過遠程教育於1997年12月畢業於中共中央黨校函授學院經濟管理專業。彼亦於2002年12月獲無錫市人事局授予經濟師資格。自1990年8月至1996年9月，彼獲委任為宜興市經協委工業原材料總公司(主要從事原材料採購及供應)總經理。自1996年10月至2002年8月，彼擔任宜興市經協集團公司(主要從事金屬材料及建築材料生產)副董事長、副總經理及委員，並自2002年8月至2012年1月擔任宜興市商業貿易資產管理有限公司(主要從事國有資產管理)副經理及委員。

彼於1988年獲宜興縣人民政府授予後勤服務先進工作者稱號，於1993年獲無錫市經濟技術協作委員會授予無錫市經濟協作系統先進工作者稱號及於1993年獲宜興市經濟協作委員會授予橫向經濟協作工作先進工作者稱號。此外，彼自1991年起連續三年獲評為流通工作先進工作者，並自1995年起連續三年進一步獲中共宜興市委員會授予流通工作優秀經理(主任)榮譽稱號。

\* for translation purpose only

\* 僅供識別



## Profile of Directors and Senior Management 董事及高級管理層簡介

**Mr. Luk Chi Shing (陸志成)**, aged 47, was appointed as our independent non-executive Director on 3 January 2017. Mr. Luk graduated from City University of Hong Kong in 1993, with a Bachelor of Arts in Accountancy. Mr. Luk is an associate member of the Hong Kong Institute of Certified Public Accountants and a fellow member of the Association of Chartered Certified Accountants. Mr. Luk had been (i) an executive director of Trillion Grand Corporate Company Limited (formerly known as Tai Shing International (Holdings) Limited) (stock code: 8103) from April 2014 to March 2016; (ii) an independent non-executive director of Interactive Entertainment China Cultural Technology Investments Limited (formerly known as China Mobile Games and Cultural Investment Limited) (stock code: 8081) from December 2011 to August 2015; (iii) an independent non-executive director of Dafeng Port Heshun Technology Company Limited (stock code: 8310) from February 2014 to March 2016; (iv) an independent non-executive director of CircuTech International Holdings Limited (formerly known as TeleEye Holdings Limited) (stock code: 8051) from April 2015 to June 2016; and (v) the company secretary and financial controller of Silk Road Energy Services Group Limited (stock code: 8250) from January 2012 to November 2015, and the shares of these companies are listed on the Growth Enterprises Market of the Stock Exchange of Hong Kong Limited.

Save as disclosed above, each of our Directors (i) did not hold other positions in our Company or other members of our Group as at the date of this report; (ii) had no other relationship with any Directors, senior management or substantial or controlling shareholders of our Company as at the date of this report; and (iii) did not hold any other directorships in listed public companies in the three years prior to the date of this report.

**陸志成先生**，47歲，於2017年1月3日獲委任為獨立非執行董事。其於1993年畢業於香港城市大學，獲頒會計學學士學位。陸先生為香港會計師公會會員及英國特許公認會計師公會資深會員。陸先生(i)自2014年4月至2016年3月出任萬泰企業股份有限公司(前稱泰盛國際(控股)有限公司)(股份代號：8103)執行董事；(ii)自2011年12月至2015年8月出任互娛中國文化科技投資有限公司(前稱中國手遊文化投資有限公司)(股份代號：8081)獨立非執行董事；(iii)自2014年2月至2016年3月出任大豐港和順科技股份有限公司(股份代號：8310)；(iv)自2015年4月至2016年6月出任訊智海國際控股有限公司(前稱千里眼控股有限公司)(股份代號：8051)獨立非執行董事；及(v)自2012年1月至2015年11月出任絲路能源服務集團有限公司(股份代號：8250)公司秘書兼財務總監，且上述各公司之股份均於香港聯合交易所有限公司創業板上市。

除上文所披露者外，各董事：(i)於本報告日期概無於本公司或本集團任何其他成員公司擔任其他職位；(ii)於本報告日期與本公司任何董事、高級管理層或主要或控股股東概無任何其他關係；及(iii)於本報告日期前三年內概無於其他公眾上市公司擔任任何其他董事職位。



## SENIOR MANAGEMENT

**Mr. Shan Jinwen (單錦文)**, aged 41, joined our Group in September 2009 and has acted as the deputy general manager of Saite Steel (Jiangsu) responsible for the sales and marketing activities since September 2011.

Mr. Shan completed a three-year professional course in electronic technology engineering at Southeast University in July 1996 and obtained a master's degree in business administration from 澳門科技大學 (Macau University of Science and Technology) in February 2004. He is also a Grade One Constructor registered with the Ministry of Housing. Prior to joining our Group, he acted as the manager of the marketing department of 博西家用電器(中國)有限公司 (BSH Home Appliances Holding (China) Co., Ltd.\*), a company principally engaged in development and sale of home appliances and their after-sales services, from November 1999 to June 2004. From June 2004 to August 2009, he took up the position of deputy administrative manager of 無錫市現代鋼結構工程有限公司 (Wuxi City Modern Steel Structure Engineering Co., Ltd.\*), a company principally engaged in production, processing and installation of steel structures and their supporting parts, and during such period he was mainly responsible for the corporate management of such company. From September 2009 to August 2011, Mr. Shan worked as the general manager of Wuxi office of Saite Steel (Jiangsu).

Save as disclosed herein, to best of the knowledge, information and belief of our Directors having made all reasonable enquiries, each of the members of our senior management has not been a director of any public company the securities of which are listed on any securities market in Hong Kong or overseas in the three years immediately preceding the date of this report.

\* for identification purpose only

## 高級管理層

**單錦文先生**，41歲，於2009年9月加入本集團，並自2011年9月起一直擔任賽特鋼結構(江蘇)的副總經理，負責銷售和營銷活動。

單先生於1996年7月畢業於東南大學，讀完電子技術工程專業三年大專課程，並於2004年2月獲得澳門科技大學工商管理碩士學位。彼亦為住建部一級建造師。於加盟本集團前，他曾於1999年11月至2004年6月期間擔任博西家用電器(中國)有限公司(主要從事家用電器開發及銷售以及售後服務)的營銷經理。自2004年6月至2009年8月期間，彼擔任無錫市現代鋼結構工程有限公司(主要從事鋼結構及其承重構件的生產、加工及安裝)的副總經理，及於該期間內，彼主要負責該公司的企業管理工作。自2009年9月至2011年8月，單先生曾任賽特鋼結構(江蘇)無錫辦事處總經理。

除年報所披露者外，據董事經作出一切合理查詢後所知、所悉及所信，我們各高級管理人員於緊接本報告日期前三年內並無擔任任何公眾上市公司(其證券在香港或海外任何證券市場上市)的董事職務。

\* 僅供識別





# Corporate Governance Report 企業管治報告

## CORPORATE GOVERNANCE PRACTICES

The Board has committed to achieving high corporate governance standards.

The Board believes that high corporate governance standards are essential in providing a framework for the Group to safeguard the interests of shareholders and to enhance corporate value and accountability.

The Company has complied with all the code provisions set out in the Corporate Governance Code (the “CG Code”) in the Appendix 14 to the Rules Governing the Listing of Securities on the Stock Exchange (“Listing Rules”) for the financial year ended 31 December 2016.

The Company will continue to enhance its corporate governance practices to the conduct and growth of its business and to review such practices from time to time to ensure that they comply with the CG Code and align with the latest development.

## DIRECTORS’ SECURITIES TRANSACTIONS

The Company has devised its own code of conduct regarding Directors’ and employees’ dealings in the Company’s securities (the “Securities Dealing Code”) on terms no less exacting than the Model Code for Securities Transactions by Directors of Listed Issuers as set out in Appendix 10 to the Listing Rules and a warning to all Directors, senior management and relevant employees of the Group about insider dealing known as “Insider Dealing – Warning”.

Specific enquiry has been made with all the Directors and the Directors have confirmed that they have complied with the Securities Dealing Code throughout the year ended 31 December 2016. No incident of non-compliance of the Securities Dealing Code by the employees was noted by the Company.

## 企業管治常規守則

董事會已致力維持高水平之企業管治標準。

董事會相信，高水平之企業管治標準在為本集團提供一個保障股東權益及提高企業價值及問責性的架構方面屬必要。

截至2016年12月31日止財政年度，本公司已遵守聯交所證券上市規則（「上市規則」）附錄十四的企業管治守則（「企業管治守則」）所載的所有守則條文。

本公司將繼續加強其業務經營及增長的企業管治常規，並不時檢討有關常規，以確保該等常規遵守企業管治常規守則，並符合最新的發展。

## 董事進行之證券交易

本公司已設立其自身有關董事及僱員買賣本公司證券之操守守則（「證券交易守則」），其條款不遜於上市規則附錄十所載之上市發行人董事進行證券交易之標準守則，以及本集團全體董事、高級管理層及相關僱員有關內幕交易之警告（「內幕交易 – 警告」）。

經對全體董事作出特定查詢後，全體董事已確認，彼等於截至2016年12月31日止整個年度均一直遵守證券交易守則。本公司並不知悉僱員未遵守證券交易守則之事件。



## BOARD OF DIRECTORS

The Board comprises the following Directors:

Executive Directors:

*Mr. Jiang Jianqiang*

*(Chairman and chairman of Nomination Committee)*

*Mr. Shao Xiaoqiang (Chief Executive Officer and member of Remuneration Committee)*

*Mr. Xu Fanghua*

Independent non-executive Directors:

*Mr. Xu Jiaming (Member of Audit Committee and Nomination Committee)*

*Mr. Chen Tiegang (Chairman of Remuneration Committee, and member of Audit Committee and Nomination Committee)*

*Mr. Ma Chun Fung Horace*

*(resigned on 13 December 2016)*

*Mr. Luk Chi Shing (appointed on 3 January 2017 as Chairman of Audit Committee and member of Remuneration Committee)*

The biographical information of the Directors are set out in the section headed "Profile of Directors and Senior Management" on pages 26 to 31 of this report for the year ended 31 December 2016.

None of the members of the Board is related to one another.

### Chairman and Chief Executive Officer

The positions of chairman and chief executive officer of the Company are held by Mr. Jiang Jianqiang and Mr. Shao Xiaoqiang respectively. The chairman provides leadership for the Board and is responsible for overall strategic planning and management of our Group. The chief executive officer focuses on overseeing our production and technical teams of our Group. Their respective responsibilities are clearly defined and set out in writing.

### Independent non-executive Directors

During the year ended 31 December 2016, the Board at all times met the requirements of the Listing Rules relating to the appointment of at least three independent non-executive Directors with one of whom possessing appropriate professional qualifications or accounting or related financial management expertise.

The Company has received written annual confirmation from each of the independent non-executive Directors in respect of his independence in accordance with the independence guidelines set out in Rule 3.13 of the Listing Rules. The Company is of the view that all independent non-executive Directors are independent.

## 董事會

董事會包括以下董事：

執行董事：

蔣建強先生(主席兼提名委員會主席)

邵小強先生(行政總裁兼薪酬委員會成員)

徐芳華先生

獨立非執行董事：

徐家明先生(審核委員會及提名委員會成員)

陳鐵鋼先生(薪酬委員會主席，及審核委員會及提名委員會成員)

馬振峰先生(於2016年12月13日辭任)

陸志成先生(於2017年1月3日獲委任為審核委員會主席及薪酬委員會成員)

董事之履歷資料載於截至2016年12月31日止年度之本報告第26至31頁「董事及高級管理層簡介」一節。

概無董事會成員與其他成員有關連。

### 主席及行政總裁

本公司主席及行政總裁職務由蔣建強先生及邵小強先生分別擔任。主席領導董事會，並負責本集團的整體戰略規劃及管理。行政總裁專注監管本集團之生產及技術團隊。彼等之間之職能劃分須明確設定並以書面形式載列。

### 獨立非執行董事

截至2016年12月31日止年度，董事會一直遵守上市規則有關規定，委任至少三名獨立非執行董事，其中一名獨立非執行董事須具備適當專業資格或會計或相關財務管理專業知識。

本公司已根據上市規則第3.13條所載之獨立性指引，自各獨立非執行董事接獲有關彼之獨立性之年度書面確認書。本公司認為，全體獨立非執行董事均為獨立。

### Non-executive Directors

Code provision A.4.1 of the CG Code stipulates that non-executive Directors shall be appointed for a specific term, subject to re-election whereas code provision A.4.2 states that all directors appointed to fill a casual vacancy shall be subject to election by shareholders at the first general meeting after appointment and that every director, including those appointed for a specific term, shall be subject to retirement by rotation at least once every three years.

Mr. Xu Jiaming and Mr. Chen Tiegang, the independent non-executive Directors, have been appointed for an initial term of two years commencing from 1 November 2013 renewable automatically for successive term of one year unless terminated by not less than three months' notice in writing served by either party.

Mr. Luk Chi Shing, an independent non-executive Director appointed on 3 January 2017, entered into a letter of appointment for an initial term of one year commencing on 3 January 2017 until the next general meeting of the Company and shall then be eligible for re-election at the meeting in accordance with the Articles of Association of the Company unless terminated by not less than one-month's notice in writing served by either party.

All of the independent non-executive Directors are subject to retirement by rotation once every three years.

### Responsibilities, Accountabilities and Contributions of the Board and Management

The Board is responsible for leadership and control of the Company and oversees the Group's businesses, strategic decisions, risk management, internal control systems and performance and is collectively responsible for promoting the success of the Company by directing and supervising its affairs. The Board makes decisions objectively in the interests of the Company.

All Directors, including independent non-executive Directors, have brought a wide spectrum of valuable business experience, knowledge and professionalism to the Board for its efficient and effective functioning.

All Directors have full and timely access to all the information of the Company as well as the services and advice from the company secretary and senior management. The Directors may, upon request, seek independent professional advice in appropriate circumstances, at the Company's expenses for discharging their duties to the Company.

### 非執行董事

企業管治守則之守則條文第A.4.1條規定，非執行董事須有指定任期，並須接受重選，而企業管治守則之守則條文第A.4.2條指出，所有獲委任填補臨時空缺之董事應在獲委任後之首次股東大會上由股東選任，且每位董事(包括按指定任期委任之董事)須至少每三年輪值告退一次。

獨立非執行董事徐家明先生及陳鐵鋼先生已獲委任自2013年11月1日起初步為期兩年，可自動續期連任一年，惟由任一方發出不少於三個月書面通知予以終止除外。

獨立非執行董事陸志成先生於2017年1月3日獲委任，訂立一份委聘書，初步任期為一年，由2017年1月3日起始計，至本公司下屆公司股東大會止，且根據本公司之組織章程細則，其屆時將符合資格於會上膺選連任，除非任何一方提前不少於一個月的時間發出書面通知終止。

所有獨立非執行董事須最少每三年輪席退任一次。

### 董事會及管理層職責、問責及貢獻

董事會負責領導及控制本公司並監管本集團之業務、策略決策、風險管理、內部控制系統及表現以及集體負責透過指導及監管本公司之事務推動其成功發展。董事會以本公司之利益作出客觀決定。

全體董事(包括獨立非執行董事)均為董事會帶來多種領域之寶貴業務經驗、知識及專長，使其高效及有效地運作。

全體董事均可全面並及時獲得本公司所有資料以及要求公司秘書及高級管理層提供服務及意見。董事可於要求時在適當情況下尋求獨立專業意見，以向本公司履行其職責，費用由本公司承擔。





The Directors shall disclose to the Company details of other offices held by them and the Board regularly reviews the contribution required from each Director to perform his responsibilities to the Company.

The Board reserves for its decision all major matters relating to policy matters, strategies and budgets, internal control and risk management, material transactions (in particular those that may involve conflict of interests), financial information, appointment of Directors and other significant operational matters of the Company. Responsibilities relating to implementing decisions of the Board, directing and co-ordinating the daily operation and management of the Company are delegated to the management.

### Induction and Continuous Professional Development of Directors

Directors keep themselves abreast of responsibilities as a Director and of the conduct, business activities and development of the Company.

Every newly appointed Director will receive formal, comprehensive and tailored induction on the first occasion of his/her appointment to ensure appropriate understanding of the business and operations of the Company and full awareness of director's responsibilities and obligations under the Listing Rules and relevant statutory requirements.

Directors should participate in appropriate continuous professional development to develop and refresh their knowledge and skills to ensure that their contribution to the Board remains informed and relevant. Internally-facilitated briefings for directors will be arranged and reading material on relevant topics will be issued to directors. All Directors are encouraged to attend relevant training courses at the Company's expenses.

董事須向本公司披露彼等擔任之其他職務之詳情，而董事會定期審閱各董事向本公司履行其職責時須作出之貢獻。

董事會負責決定所有重要事宜，當中涉及政策事宜、策略及預算、內部監控及風險管理、重大交易（特別是或會涉及利益衝突者）、財務資料、委任董事及本公司其他重大營運事宜。有關執行董事會決策、指導及協調本公司日常營運及管理之職責轉授予管理層。

### 董事之就職及持續專業發展

每名董事須及時了解作為董事之職責，以及本公司之管理、業務活動及發展。

每名新任董事均於首次獲委任時獲提供正式、全面及針對性入職介紹，確保新董事可適當掌握本公司業務及營運，並完全了解於上市規則及相關法規下之董事職責及責任。

董事應參與適當的持續專業發展，以發展及掌握最新的知識及技能，藉此確保彼等對董事會所作貢獻為知情及相關。本公司將為董事安排內部簡報，並於適當時候向董事寄發相關議題的閱讀材料。本公司鼓勵全體董事參加相關培訓課程，費用由本公司承擔。

During the year ended 31 December 2016, the Directors received training on the following areas with an emphasis on the roles, functions and duties of a director of a listed company in compliance with the requirement of the CG Code on continuous professional development:

於截至2016年12月31日止年度，董事已接受以下範疇有關持續專業發展強調遵守企業管治守則規定之上市公司董事之角色、職能及職責：

		Accounting/ Financial/ Risk Management/ Management or Other Professional Skills 會計／財務／ 風險管理／ 管理或其他 專業技能*
	Corporate Governance/ Updates on Laws, Rules & Regulations 企業管治／ 最新法律、規則 及法規*	
<b>Executive Directors</b>	<b>執行董事</b>	
Mr. Jiang Jianqiang	蔣建強先生	✓ —
Mr. Shao Xiaoqiang	邵小強先生	✓ —
Mr. Xu Fanghua	徐芳華先生	✓ —
<b>Independent non-executive Directors</b>	<b>獨立非執行董事</b>	
Mr. Xu Jiaming	徐家明先生	✓ —
Mr. Chen Tiegang	陳鐵鋼先生	✓ —
Mr. Ma Chun Fung Horace (resigned on 13 December 2016)	馬振峰先生 (於2016年12月13日辭任)	✓ ✓
Mr. Luk Chi Shing (appointed on 3 January 2017)	陸志成先生 (於2017年1月3日獲委任)	N/A N/A 不適用 不適用

\* Directors' training is through attending in-house trainings/seminars or reading newspapers, journals and updated legal and regulatory news.

\* 董事的培訓乃透過參加內部培訓／研討會或閱讀報章、期刊及最新法律及法規新聞進行。

## BOARD COMMITTEES

The Board has established three committees, namely, the Audit Committee, the Remuneration Committee and the Nomination Committee. All Board committees of the Company are established with defined written terms of reference. The terms of reference of the Board committees are posted on the Company's website and the Stock Exchange's website and are available to shareholders upon request.

The list of the chairman and members of each Board committee is set out under "Corporate Information" on pages 3 to 5.

## 董事委員會

董事會已成立三個委員會，即審核委員會、薪酬委員會及提名委員會。本公司所有董事委員會均已訂明書面職權範圍。董事委員會之職權範圍刊登於本公司網站及聯交所網站，並可應要求時供股東查閱。

各董事委員會之主席及成員名單載於第3至5頁「公司資料」。



The company secretary is responsible for ensuring the proper convening and conducting of the Board and Board committee meetings, with the relevant notices, agenda, and the Board and Board committee papers being provided to the Directors and the relevant Board committee members respectively in a timely manner before the meetings.

The company secretary is responsible for keeping minutes of all the Board and Board committee meetings. The Board and Board committee minutes are available for inspection by the Directors and the relevant Board committee members.

### Audit Committee

The Audit Committee currently comprises three independent non-executive Directors, namely Mr. Luk Chi Shing (appointed as chairman on 3 January 2017), Mr. Xu Jiaming and Mr. Chen Tiegang. Mr. Ma Chun Fung Horace resigned as the chairman of the Committee on 13 December 2016.

The main duties of the Audit Committee are to assist the Board in reviewing the financial information and reporting system, risk management and internal control systems, audit plan and relationship with external auditor, and arrangements to enable employees of the Company to raise, in confidence, concerns about possible improprieties in financial reporting, risk management, internal control or other matters of the Company.

The Audit Committee held two meetings to review interim and annual financial results and reports in respect of the year ended 31 December 2016 and significant issues on the financial reporting and compliance procedures, risk management and internal control systems, scope of work and re-appointment of external auditor, and arrangements for employees to raise concerns about possible improprieties.

During the year ended 31 December 2016, there was no disagreement between the Board and the Audit Committee regarding the external auditor and there was no issue of significant importance requiring disclosure in this annual report under the Listing Rules.

The Audit Committee also met the external auditor twice without the presence of the executive Directors.

### Remuneration Committee

The Remuneration Committee currently comprises two independent non-executive Directors, namely Mr. Chen Tiegang (chairman) and Mr. Luk Chi Shing (appointed as a member of the Committee on 3 January 2017), and one executive Director, namely Mr. Shao Xiaoqiang. Mr. Ma Chun Fung Horace resigned as a member of the Committee on 13 December 2016.

公司秘書負責確保董事會及董事委員會會議妥善召開及進行，並於會議前及時將相關通知、議程及董事會及董事委員會文件分別提供予董事及相關董事委員會成員。

公司秘書負責保存所有董事會及董事委員會會議的會議記錄。董事會及董事委員會會議的會議記錄可供董事及相關董事委員會成員查閱。

### 審核委員會

審核委員會目前由三名獨立非執行董事組成，即陸志成先生（於2017年1月3日獲委任為主席）、徐家明先生及陳鐵鋼先生。馬振峰先生於2016年12月13日辭任委員會主席。

審核委員會之主要職責為協助董事會審閱財務資料及申報制度、風險管理及內部監控系統、審核計劃及與外聘核數師之關係，以及檢討安排，使本公司僱員可以私密方式關注本公司財務申報、風險管理、內部監控或其他方面之可能不當行為。

審核委員會已舉行兩次會議，審閱本公司截至2016年12月31日止年度之中期及年度財務業績、有關財務申報及合規程序、風險管理及內部監控系統、外聘核數師之工作範圍及重新委聘，以及可使僱員關注可能不當行為之安排有關的重大事宜。

於截至2016年12月31日止年度，董事會與審核委員會概無就外聘核數師出現異議，亦無任何重大事宜須根據上市規則於本年報披露。

審核委員會亦已在執行董事缺席下與外聘核數師舉行兩次會議。

### 薪酬委員會

薪酬委員會目前由兩名獨立非執行董事（即陳鐵鋼先生（主席）及陸志成先生（於2017年1月3日獲委任為委員會成員）及一名執行董事（即邵小強先生）組成。馬振峰先生於2016年12月13日辭任委員會委員。



The primary functions of the Remuneration Committee include reviewing and making recommendations to the Board on the remuneration packages of individual executive directors and senior management, the remuneration policy and structure for all directors and senior management; and establishing transparent procedures for developing such remuneration policy and structure to ensure that no director or any of his/her close associates will participate in deciding his/her own remuneration.

The Remuneration Committee met once to review and make recommendation to the Board on the remuneration policy and structure of the Company, and the remuneration package of the executive Directors and senior management and other related matter.

### Nomination Committee

The Nomination Committee currently comprises one executive Director, namely Mr. Jiang Jianqiang (chairman), and two independent non-executive Directors, namely Mr. Xu Jiaming and Mr. Chen Tiegang. The principal duties of the Nomination Committee include reviewing the Board composition, developing and formulating relevant procedures for the nomination and appointment of directors, making recommendations to the Board on the appointment and succession planning of directors, and assessing the independence of independent non-executive Directors.

In assessing the Board composition, the Nomination Committee would take into account various aspects set out in the Board Diversity Policy, including but not limited to skill, regional and industry experience, background, race and other qualities of Directors. The Nomination Committee would discuss and agree on measurable objectives for achieving diversity on the Board, where necessary, and recommend them to the Board for adoption.

The Nomination Committee met once during the year ended 31 December 2016 to review the structure, size and composition of the Board and the independence of the independent non-executive Directors, and to consider the qualifications of the retiring Directors standing for election at the Annual General Meeting. The Nomination Committee considered an appropriate balance of diversity perspectives of the Board is maintained.

### Corporate Governance Functions

The Board is responsible for performing the functions set out in the code provision D.3.1 of the CG Code.

The Board reviewed the Company's corporate governance policies and practices, training and continuous professional development of directors and senior management, the Company's policies and practices on compliance with legal and regulatory requirements, the compliance of the Securities Dealing Code and the Company's compliance with the CG Code and disclosure in this Corporate Governance Report.

薪酬委員會之主要職責包括審閱個別執行董事及高級管理層之薪酬待遇、全體董事及高級管理層之薪酬政策及架構並就此向董事會提供意見；及設立透明程序以制定薪酬政策及架構，從而確保概無董事或任何彼等之緊密聯繫人可參與釐定彼等自身之薪酬。

薪酬委員會已舉行一次會議，以就本公司的薪酬政策及結構，以及執行董事及高級管理人員及其他相關事宜向董事會提出建議。

### 提名委員會

提名委員會目前由一名執行董事蔣建強先生(主席)及兩名獨立非執行董事(即徐家明先生及陳鐵鋼先生)組成。提名委員會之主要職責包括審閱董事會之組成、制定及擬定提名及委任董事之相關程序、就董事委任及繼任計劃向董事會提供推薦意見，以及評估獨立非執行董事之獨立性。

於評估董事會組成時，提名委員會將考慮董事會多元化政策所載若干方面，包括但不限於董事之技能、地區、及行業經驗、背景、種族及其他質素。提名委員會將討論及協定取得董事會多元化之度量目標(倘必要)並向董事會推薦予以採納。

於截至2016年12月31日止年度，提名委員會已舉行一次會議，以檢討董事會的結構、規模及組成，以及獨立非執行董事的獨立性，並考慮於股東週年大會參選的退任董事的資格。提名委員會認為，董事會已維持合適的均衡多元化。

### 企業管治職能

董事會負責履行企業管治守則之守則條文第D.3.1條所載之職能。

董事會已檢討本公司的企業管治政策及常規、董事及高級管理層的培訓及持續專業發展、本公司有關法律及監管規定的合規政策及常規、證券交易所守則的合規情況及本公司的企業管治守則合規情況以及於本企業管治報告作出的披露。



## ATTENDANCE RECORD OF DIRECTORS AND COMMITTEE MEMBERS

The attendance record of each director at the Board and Board Committee meetings and the general meeting of the Company held during the year ended 31 December 2016 is set out in the table below:

Name of Director 董事名稱	Attendance/Number of Meetings 出席次數／會議次數					Annual General Meeting 股東週年大會
	Board 董事會	Nomination Committee 提名委員會	Remuneration Committee 薪酬委員會	Audit Committee 審核委員會		
Mr. Jiang Jianqiang (Chairman) 蔣健強先生 (主席)	4/4 <sup>+</sup>	1/1 <sup>+</sup>	N/A 不適用	N/A 不適用	1/1 <sup>+</sup>	
Mr. Shao Xiaoqiang 邵小強先生	4/4	N/A 不適用	1/1	N/A 不適用	1/1	
Mr. Xu Fanghua 徐芳華先生	4/4	N/A 不適用	N/A 不適用	N/A 不適用	1/1	
Mr. Xu Jiaming 徐家明先生	4/4	1/1	N/A 不適用	2/2	1/1	
Mr. Chen Tiegang 陳鐵鋼先生	4/4	1/1	1/1 <sup>+</sup>	2/2	1/1	
Mr. Ma Chun Fung Horace (resigned on 13 December 2016) 馬振峰先生 (於2016年12月13日辭任)	4/4	N/A 不適用	1/1	2/2 <sup>+</sup>	1/1	
Mr. Luk Chi Shing (appointed on 3 January 2017) 陸志成先生 (於2017年1月3日獲委任)	N/A 不適用	N/A 不適用	N/A 不適用	N/A 不適用	N/A 不適用	

<sup>+</sup> Chairman

Apart from regular Board meetings, the Chairman also held meetings with the independent non-executive Directors without the presence of executive Directors during the year.

## DIRECTORS' RESPONSIBILITY IN RESPECT OF THE CONSOLIDATED FINANCIAL STATEMENTS

The Directors acknowledged their responsibility for overseeing the preparation of the financial statements of the Group for the year ended 31 December 2016. The Directors have ensured that the financial statements of the Group are prepared so as to give a true and fair view of the Group's state of affairs, the results and cash flow for the year, and on a going concern basis in accordance with the statutory requirements and applicable accounting and financial reporting standards.

## 董事及委員會成員之出席會議記錄

於截至2016年12月31日止年度於本公司之董事會及董事委員會會議及股東大會之各董事出席記錄載於下表：

Name of Director 董事名稱	Attendance/Number of Meetings 出席次數／會議次數					Annual General Meeting 股東週年大會
	Board 董事會	Nomination Committee 提名委員會	Remuneration Committee 薪酬委員會	Audit Committee 審核委員會		
Mr. Jiang Jianqiang (Chairman) 蔣健強先生 (主席)	4/4 <sup>+</sup>	1/1 <sup>+</sup>	N/A 不適用	N/A 不適用	1/1 <sup>+</sup>	
Mr. Shao Xiaoqiang 邵小強先生	4/4	N/A 不適用	1/1	N/A 不適用	1/1	
Mr. Xu Fanghua 徐芳華先生	4/4	N/A 不適用	N/A 不適用	N/A 不適用	1/1	
Mr. Xu Jiaming 徐家明先生	4/4	1/1	N/A 不適用	2/2	1/1	
Mr. Chen Tiegang 陳鐵鋼先生	4/4	1/1	1/1 <sup>+</sup>	2/2	1/1	
Mr. Ma Chun Fung Horace (resigned on 13 December 2016) 馬振峰先生 (於2016年12月13日辭任)	4/4	N/A 不適用	1/1	2/2 <sup>+</sup>	1/1	
Mr. Luk Chi Shing (appointed on 3 January 2017) 陸志成先生 (於2017年1月3日獲委任)	N/A 不適用	N/A 不適用	N/A 不適用	N/A 不適用	N/A 不適用	

<sup>+</sup> Chairman

除定期的董事會會議外，主席亦於年內在執行董事缺席下與獨立非執行董事舉行會議。

## 董事有關綜合財務報表之責任

董事確認彼等監察本集團編製截至2016年12月31日止年度財務報表的責任。董事已保證本集團財務報表的編製，乃按照法定規定及適用的會計及財務報告準則，提供本集團事務狀況的真實而公平的觀點、年度業績及現金流，並按持續經營基準編製。

The Directors also ensure timely publication of the Group's financial statements and aim to present a clear, balanced and understandable assessment of the Group's performance and position through all its publications and communications to the public. They are also aware of the requirements under the applicable rules and regulations about timely disclosure of inside information.

The Directors are not aware of any material uncertainties relating to events or conditions that may cast significant doubt upon the Company's ability to continue as a going concern.

The statement of the independent auditor of the Company about their reporting responsibilities on the consolidated financial statements is set out in the Independent Auditor's Report on pages 73 to 74.

## AUDITORS' REMUNERATION

The remuneration paid or payable to the external auditor of the Company in respect of audit services and non-audit services provided to the Company and its subsidiaries for the year ended 31 December 2016 amounted to HK\$2.15 million and HK\$0.93 million respectively.

An analysis of the remuneration paid to the external auditor of the Company, Messrs. Deloitte Touche Tohmatsu, in respect of audit services and non-audit services for the year ended 31 December 2016 is set out below:

Service Category 服務類別		Fees Paid/ Payable 已付／應付費用 HK\$(million) 港元(百萬)
Audit Services	審核服務	2.15
Non-audit Services — interim review	非審核服務 — 期中檢閱	0.93
		3.08

## RISK MANAGEMENT AND INTERNAL CONTROLS

The Board is responsible for risk management and internal control systems of the Group and for reviewing its effectiveness. Procedures have been designed for safeguarding assets against unauthorised use or disposition, the maintenance of proper accounting records for the provision of reliable financial information for internal use or for publications and the compliance of applicable laws, rules and regulations.

董事亦確保及時刊發本集團的財務報表，並通過其所有刊印文件及與公眾人士進行的通訊，致力呈列一個有關本集團的表現及狀況的清晰、平衡及可明瞭的評估。彼等已知悉有關及時披露內幕資料的適用規則及規例。

董事並不知悉任何重大不確定因素涉及可能對本公司持續經營能力造成重大疑惑之事件或情況。

本公司獨立核數師有關彼等就綜合財務報表之申報責任之陳述載於第73至74頁之獨立核數師報告內。

## 核數師薪酬

本公司就截至2016年12月31日止年度提供予本公司及其附屬公司之審核服務及非審核服務向外聘核數師支付或應付之薪酬分別為2,150,000港元及930,000港元。

本公司就截至2016年12月31日止年度之審核服務及非審核服務向本公司外聘核數師德勤•關黃陳方會計師行支付之薪酬分析載列如下：

## 風險管理及內部監控

董事會負責本集團的風險管理及內部監控系統及檢討其成效，並設有程序以保障資產以防止其未經授權下使用或處置、確保適當保存賬簿記錄以提供可靠的財務資料供內部使用或發佈，並確保遵守適用法例、規則及規例。



The Group has set principles and guidelines of risk management framework for an effective and adequate approach to be applied across the Group to manage the risks associated with its business and operations. This framework is designed to enhance risk management of the Group through an integrated framework so that all material risks faced by the Group are identified and appropriately managed.

Each department is responsible for identifying, assessing and managing risks within its business, ensuring that appropriate internal control for effective risk management are implemented. The management is responsible for overseeing the risk management and internal control activities of the Group. In terms of review of the Group's internal control system, an internal control self-assessment process is in place, requiring the management team of each significant and material unit to review and evaluate the effectiveness of the controls over the operations and devise action plans to address the issues (if any). The internal audit department of the Group is responsible for evaluating the effectiveness of the Group's policies and procedures in relation to risk management and internal control systems, submitting their reports of their findings and recommendations to the Board at the meetings for necessary actions, and follow up on issues arising from their finding. The Audit Committee provides independent review on effectiveness of the risk management and internal control systems of the Group and gives their recommendation to the Board. The Board is responsible for reviewing the internal audit report and approving policies and procedures designed by the management.

The Group also engaged an external consultant specialising in identifying and evaluation of significant risk of the Group's business and operation. The external consultant does not have any connection with the Group and the Board believes that their involvement could enhance the objectivity and transparency of evaluation process. In conjunction with our internal audit department and senior management, the external consultant conducts an annual assessment on risk management and internal control systems of the Group together with suggestion and solutions and submit to the Board for their consideration.

During the year under review, the management assisted the Board in the implementation of the Group's policies and procedures within the Board's delegation by identifying and assessing the risks faced, and in the design, operation and monitoring of suitable internal controls to mitigate and control such risks. The Board conducted reviews and discussed with the management on the effectiveness of the Group's risk management and internal control systems as required by paragraph C.2 of the Code, covering adequacy of resources, staff qualifications and experience, training programmes and budget of the Group's accounting, internal audit and financial reporting functions and any resolutions for material internal control defects.

The risk management and internal control systems are reviewed and assessed on an on-going basis by the Audit Committee and the executive Directors, and will be further reviewed and assessed at least once each year by the Board. These systems were considered effective and adequate.

本集團已建立風險管理框架的常規及指引，以透過有效及充分的方式應用於本集團管理與其業務及營運相關的風險。該框架旨在透過一個綜合的框架加強本集團的風險管理，從而令本集團可識別並妥善管理其所面對的所有重大風險。

各部門負責識別、評估及管理其業務範疇內的風險，以確保就有效的風險管理實施合適的內部監控。管理層負責監察本集團的風險管理及內部監控活動。就審閱本集團之內部監控系統而言，已設有內部監控自我評估流程，要求各重大及重要單位的管理團隊審閱及評估該等控制措施對業務之效力及制定行動計劃以解決該等問題(如有)。本集團的內部審核部門負責評估本集團與風險管理及內部監控系統有關的政策及程序的效力，並於會上向董事會提交彼等有關發現結果的報告及推薦意見，以供其針對發現結果產生的問題採取必要行動及跟進措施。審核委員會就本集團風險管理及內部監控系統的效力作出獨立檢討，並向董事會提出彼等的建議。董事會負責檢討內部審核報告及批准由管理層制定的政策及程序。

本集團亦委聘外部顧問，專門負責識別及評估本集團業務及運營中的重大風險。該外部顧問與本集團概無任何關連，故董事會認為，該項委聘可提升評估程序的客觀性及透明性。外部顧問協同我們的內部審核部門及高級管理層就本集團的風險管理及內部監控系統作出年度評估以及建議及解決方案，並提呈董事會以供考慮。

於回顧年度，管理層在董事會的授權內以識別及評估所面對的風險，協助董事會執行本集團的政策及程序，並參與設計、營運及監察合適的內部監控措施，以減少及控制相關風險。董事會根據守則第C.2段的規定，對本集團的風險管理及內部監控系統之有效性進行檢討及與管理層作出討論，涵蓋本集團在會計、內部審核及財務匯報職能方面的資源、員工資歷及經驗，以及員工所接受的培訓課程及有關預算是否足夠，以及任何重大內部監控缺失的解決辦法。

審核委員會及執行董事持續檢討及評估風險管理及內部監控系統，董事會更會每年至少進行一次檢討與評估。該等系統被視為有效及充足。



The Board has implemented procedures and internal controls for handling and dissemination of inside information. Since shares of the Company listed on the Main Board of the Stock Exchange, the Company has adopted a policy which aims to set out guidelines to the Group's directors, officers and all relevant employees to ensure inside information of the Company is to be disseminated to the public in equal and timely manner in accordance with the Securities and Futures Ordinance and the Listing Rules.

## REGULATORY COMPLIANCE

The Group have established a system to ensure the management and the relevant personnel have sufficient up-to-date knowledge of relevant laws and regulations. Under such system, the Directors and members of the management in charge of the Group's construction projects shall be informed of the changes to the laws, regulations and government policies applicable to the Group's business and the implications thereof by email and written notice as soon as practicable and, where the Directors consider necessary, a briefing on such changes to the executive Directors and members of the management in charge of the Group's construction projects (the "Relevant Personnel") shall be conducted. Moreover, the Group will organise seminars to be attended by the Relevant Personnel semi-annually on a compulsory basis for each of the two full financial years after Listing disregard whether there will be any changes to the relevant PRC laws and regulations. Thereafter, training session would be held when there is a change or update to the relevant PRC laws and regulations.

In addition, the Company had engaged an external PRC legal adviser to, among others, monitor the Group's compliance with the PRC laws and regulations applicable to its business operation.

## NON-COMPETITION UNDERTAKING

Mr. Jiang Jianqiang, Mr. Jiang Yixuan, Keen Luck Group Limited and Champ Origin Limited (the "Controlling Shareholders"), being the Controlling Shareholders (as defined under the Listing Rules) of the Company, gave a non-competition undertaking in favour of the Company (the "Non-competition Undertaking"). Each of the Controlling Shareholders has undertaken under the Non-Competition Undertaking that he or it shall provide to the Company and the Directors from time to time (including the independent non-executive Directors) with all information necessary for the annual review by the independent non-executive Directors with regard to compliance of the terms of the Non-Competition Undertaking by the Controlling Shareholders and the enforcement of the Non-Competition Undertaking.

董事會已實行處理及發佈內幕消息的程序和內部監控措施。自本公司股份於聯交所主板上市，本公司已採納旨在向本集團董事、高級人員及所有相關僱員列出內幕消息指引的政策，以確保根據證券及期貨條例及上市規則公平及適時地向公眾發放本公司之內幕消息。

## 監管合規

本集團已建立一套體系，確保管理層及相關人員充分實時瞭解相關法律法規。在該體系下，董事及負責建築項目的管理層成員將會獲告悉適用本集團業務的法律、法規及政府政策的變動，且於可行情況下盡快以電郵及書面通知形式告悉相關影響，且倘董事認為必要，法律專員會就有關變動向執行董事及負責本集團建築項目的管理層成員（「有關人員」）作出簡報。此外，本集團會於上市後兩個完整財政年度各年度內每半年舉辦一次研討會，強制要求有關人員出席，而不論相關中國法律法規有否出現任何變動。其後，本集團會於相關中國法律法規出現任何變動或新情況時舉辦培訓課程。

此外，本公司已委聘一名外聘中國法律顧問以（其中包括）監控本集團有關其業務營運所適用的中國法律及法規的合規事宜。

## 不競爭承諾

本公司的控股股東（定義見上市規則）蔣建強先生、蔣毅軒先生、建瑞集團有限公司及冠源有限公司（「控股股東」）以本公司為受益人作出不競爭承諾（「不競爭承諾」）。控股股東各自根據不競爭承諾作出承諾，其將向本公司及董事（包括獨立非執行董事）不時提供一切必要資料，以供獨立非執行董事對控股股東遵守不競爭承諾條款的情況進行年度檢討並強制執行不競爭承諾。



Each of the Controlling Shareholders has confirmed compliance with the terms of the Non-competition Undertaking and that during the year under review, there was no matter which required to be deliberated by the Board in relation to the compliance and enforcement of the Non-competition Undertaking. The Board comprising all the independent non-executive Directors is of the view that such Controlling Shareholders have been in compliance with the Non-competition Undertaking in favour of the Company.

## COMPANY SECRETARY

Mr. Suen To Wai resigned as the company secretary and Ms. Ko Hong Ting of WKI Group Limited, external service provider, was appointed as the company secretary, both with effect from 19 August 2016. (Remark: She then resigned as the company secretary and Ms. Foo Man Yee Carina of CS Legend Corporate Services Limited was appointed as the company secretary, both with effect from 1 April 2017.)

The primary contact person of the Company is Mr. Sin Kin Hong Edward, the Chief Financial Officer of the Company.

During the year ended 31 December 2016, Ms. Ko has attended relevant professional training to update his skills and knowledge. She met the training requirement set out in Rule 3.29 of the Listing Rules.

## SHAREHOLDERS' RIGHTS

To safeguard shareholder interests and rights, a separate resolution is proposed for each substantially separate issue at shareholder meetings, including the election of individual directors. All resolutions put forward at shareholder meetings will be voted on by poll pursuant to the Listing Rules and poll results will be posted on the websites of the Company and of the Stock Exchange after each shareholder meeting.

### Convening an Extraordinary General Meeting by Shareholders and Putting Forward Proposals at General Meetings

Extraordinary general meetings may be convened by the directors on requisition of one or more shareholders holding, at the date of deposit of the requisition, not less than one-tenth of the paid up capital of the Company having the right of voting at general meetings. Such requisition shall be made in writing to the Directors or the Secretary by mail to Unit 6105, 61/F, The Center, 99 Queen's Road Central, Hong Kong, to require an Extraordinary General Meeting to be called by the Directors for the transaction of any business specified in such requisition. Such meeting shall be held within two months after the deposit of such requisition. If within twenty-one days of such deposit the Directors fail to proceed to convene such meeting, the requisitionist(s) himself

控股股東各自已確認遵守不競爭承諾的條款，且於回顧年度內，並無任何事宜需要董事會慎重考慮有關不競爭承諾的遵守情況及強制執行。董事會(包括全體獨立非執行董事)認為，有關控股股東一直遵守以本公司為受益人的不競爭承諾。

## 公司秘書

孫多偉先生辭任公司秘書一職，及外部服務供應商緯能集團有限公司的顧康婷女士獲委任為公司秘書，均自2016年8月19日生效。(註：她其後辭任公司秘書一職，由領駿企業服務有限公司的傅曼儀女士擔任公司秘書，均自2017年4月1日生效。)

本公司的主要聯絡人為本公司的財務總監冼健航先生。

於截至2016年12月31日止年度，顧女士已參與相關專業培訓，提升技能及知識。其符合上市規則第3.29條所載的培訓要求。

## 股東權利

為保障股東權益及權利，本公司將就各重大個別事宜(包括選舉個別董事)於股東大會提呈獨立決議案。股東大會上提呈之所有決議案將根據上市規則進行投票表決，且投票表決之結果將於各股東大會結束後在本公司及聯交所網站上刊載。

### 股東召開股東特別大會及於股東大會上提出議案

應於遞交要求日期持有不少於本公司繳足股本(賦有於股東大會上之投票權)十分之一之一名或以上股東要求，董事可召開股東特別大會。有關要求須以書面形式向董事或公司秘書提出，郵寄地址為香港皇后大道中99號中環中心61樓6105室，要求董事召開股東特別大會以處理有關要求所列明任何事務。有關會議將於提交有關要求後兩個月內舉行。倘有關提交起計二十一日內，董事未能召開

(themselves) may do so in the same manner, and all reasonable expenses incurred by the requisitioner(s) as a result of the failure of the Directors shall be reimbursed to the requisitioner(s) by the Company.

### Putting Forward Enquiries to the Board

For putting forward any enquiries to the Board, shareholders may send written enquiries to the Company. The Company will not normally deal with verbal or anonymous enquiries.

### Contact Details

Shareholders may send their enquiries or requests as mentioned above to the following:

Address: Unit 6105, 61/F, The Center, 99 Queen's Road Central, Hong Kong  
(For the attention of the Chief Financial Officer)

地址：香港皇后大道中99號中環中心61樓6105室(註明收件人財務總監)

Fax: (852) 3691 8124

傳真：

Email: cfo\_saite153@126.com

電郵：

For the avoidance of doubt, shareholder(s) must deposit and send the original duly signed written requisition, notice or statement, or enquiry (as the case may be) to the above address and provide their full name, contact details and identification in order to give effect thereto. Shareholders' information may be disclosed as required by law.

## COMMUNICATION WITH SHAREHOLDERS AND INVESTORS/ INVESTOR RELATIONS

The Company considers that effective communication with shareholders is essential for enhancing investor relations and investor understanding of the Group's business performance and strategies. The Company endeavours to maintain an on-going dialogue with shareholders and the investment community, and in particular, through the Company's financial reports (interim and annual reports), annual general meetings and other general meetings. At the annual general meeting, directors (or their delegates as appropriate) are available to meet shareholders and answer their enquiries.

## CONSTITUTIONAL DOCUMENTS

During the year under review, the Company has not made any change to its articles of association. An up to date version of the Company's articles of association is also available on the Company's website and the Stock Exchange's website.

有關會議，則遞交要求人士可以相同方式自發召開有關大會，因董事未能召開而提交要求人士所產生所有合理費用將由本公司予以補償。

### 向董事會作出查詢

就向董事會作出查詢而言，股東可將書面查詢發送至本公司。本公司通常不會處理口頭或匿名的查詢。

### 聯絡詳情

股東可透過以下方式發送上述書面查詢或要求：

為免生疑，為使上述查詢或請求生效，股東須向上述地址送交及發出正式簽署的書面請求、通知或聲明或查詢(視情況而定)之正本，並提供彼等全名、聯絡詳情及身份。股東資料或會根據法律規定予以披露。

## 與股東及投資者的溝通／投資者關係

本公司認為，與股東有效溝通對加強投資者關係及讓投資者了解本集團業務表現及策略相當重要。本公司盡力保持與股東及投資團體之間的對話，尤其是透過本公司財務報告(中期及年度報告)、股東週年大會及其他股東大會。於股東週年大會上、董事或彼等的代表(倘適用)出席與股東會晤，並解答股東的提問。

## 組織章程文件

於回顧年度，本公司並無對其組織章程細則作出任何更改。本公司組織章程細則的最新版本亦可於本公司網站及聯交所網站查閱。



# Environmental, Social and Governance Report

## 環境、社會及管治報告

The Group is committed to the principles of good corporate governance, and strives to integrate corporate social responsibility (“CSR”) into its business strategy and management approach. This report aims to provide the Group’s stakeholders with an overview of the Group’s efforts regarding environmental, social and governance (“ESG”) impacts arising from its daily operations.

The Group is dedicated to cultivating a green, health and safety culture through the concerted efforts of all staff. Aiming to promote environmental, health and safety culture in the workplace, the Board has provided a balanced framework for the ESG measures in order to achieve the following objectives:

- Ensure compliance with all applicable ESG legislation;
- Reduce quantities of waste and pollutants reaching the sea, land and atmosphere;
- Promote ESG awareness among staff through training, workshops and programs;
- Provide a green, healthy and safe workplace for staff, visitors and contractors;
- Optimise energy use efficiency; and
- Continuously improve ESG performance.

The Management is responsible for fostering employee’s ESG participation in the workplace and also plays a vital role in the development of ESG policies and programs.

### Key Relationships with Key Stakeholders

The Group continues to engage with its employees, customers, suppliers, investors, Shareholders, and other stakeholders through different channels to develop mutually beneficial relationships and promote sustainability.

Employees are remunerated equitably and competitively. Details of continuing training and development opportunities provided to them are set out in the “Development and Training” section below.

The Group is committed to delivering excellent customer services to its customers. For details, please refer to the “Customer Services” section below.

The Group partners with service providers that reflect its values and commitment. For details, please refer to the “Supply Chain Management” section below.

The Company maintains ongoing dialogues with its investors and Shareholders. For details, please refer to the section “Communication with Shareholders and Investors/Investor Relations” on page 44 of the Corporate Governance Report.

本集團致力維持良好的企業管治原則，矢志將企業社會責任（「企業社會責任」）融入其業務策略及管理模式。本報告旨在向本集團的持份者概述本集團在環境、社會及管治（「環境、社會及管治」）方面的工作，以減低日常營運對環境、社會及管治所構成的影響。

透過全體員工同心協力，本集團致力打造綠色、健康及安全的企業文化。董事會為環境、社會及管治措施構建平衡框架，以期在工作場所推廣環保、健康及安全之文化，從而實現以下目標：

- 確保遵守所有適用環境、社會及管治法例；
- 減少進入海洋、陸地及空氣的廢物及污染物數量；
- 透過培訓、研討會及課程提升員工對環境、社會及管治的意識；
- 為員工、訪客及分包商提供一個綠色、健康及安全的工作場所；
- 優化能源使用效益；及
- 不斷改善環境、社會及管治表現。

管理層負責促進僱員參與工作場所內的環境、社會及管治工作，亦在環境、社會及管治政策及計劃發展方面發揮著至關重要的作用。

### 與主要持份者之重要關係

本集團依憑不同渠道與其僱員、客戶、供應商、投資者、股東及其他持份者維持互惠互利關係及促進可持續發展。

僱員可獲得公平且具競爭力的薪酬。有關僱員可獲得持續培訓及發展機會之詳情乃載於下文「發展及培訓」一節。

本集團致力向其客戶提供卓越的客戶服務。有關詳情，請參閱下文「客戶服務」一節。

本集團與能反映其價值觀及承諾的服務供應商進行合作。有關詳情，請參閱下文「供應鏈管理」一節。

本公司與其投資者及股東保持持續的對話。有關詳情，請參閱企業管治報告第44頁「與股東及投資者的溝通／投資者關係」一節。



## A. ENVIRONMENTAL PROTECTION

### Environmental Policies and Performance

During the year under review, the Group continued to make its best endeavours to protect the environment from its business activities and workplace. The Group also educates its employees on their awareness of promoting a “green” environment. The Group seeks to identify and manage environmental impacts attributable to its operation, in order to minimise these impacts if possible. Various measures have been adopted to reduce energy and other resource use, minimise waste and increase recycling, and promote environmental protection in its supply chain and marketplace. These measures are discussed in the “Use of Resources” and “The Environment and Natural Resources” sections below.

### Use of Resources

The Group aims to maximise energy conservation in its branches and offices by promoting efficient use of resources and adopting green technologies. For instance, the Group continues to upgrade equipment such as lighting and air-conditioning systems in order to increase overall operating efficiency. In the head office, air-conditioning systems are equipped with smart sensors to automatically adjust the temperature and cooling speed, resulting in a comfortable working environment while saving energy. Traditional fluorescent tubes have been replaced with energy-efficient LED light strips in the office. To identify energy efficiency opportunities, the Group measures and records the energy consumption intensity from time to time.

### The Environment and Natural Resources

Creating a paperless working environment not only reduces environmental damage but also fits commercial goals, as it can save physical space, facilitate information sharing via online networks, and reduce complicated documentation procedures. In recent years, the Group has implemented paperless processing in its internal communications. Moreover, duplex printing and copying has become the norm within the Group, greatly reducing paper consumption and saving costs. Usage data of office printing machines is regularly collected and assessed to monitor the efficiency of a paperless environment.

The Group aims to promote environmental awareness, not only within the organisation, but also through engaging customers, encouraging a co-operative approach to minimising its environmental impact.

## A. 環境保護

### 環境政策及表現

於回顧年度，本集團繼續竭盡所能在其業務活動及工作場所實踐保護環境。本集團亦教育其僱員提升對「綠色」環境的意識。本集團設法了解及管理其經營活動對環境造成之影響，務求將有關影響降至最低（如可能）。在其供應鏈及市場一環中，本集團已採取多項措施降低能源及其他資源消耗、盡量減少浪費、增加循環再用及推行環保。該等措施載於下文「資源利用」及「環境及天然資源」章節。

### 資源利用

本集團藉著促進資源善用及採納綠色科技，引領旗下分公司及辦事處積極踐行節約能源。例如，本集團不斷升級照明及空調系統等設備，藉此提高整體經營效率。於總辦事處，本集團為空調系統配備智能感應器，以自動調節溫度及冷卻速度，務求在節能的同時營造出舒適之工作環境，且辦事處的傳統光管已替換為節能LED燈條。為發掘提升能源效益的方法，本集團不時量度及記錄耗能情況。

### 環境及天然資源

營造一個無紙化的工作環境不僅可減少對環境造成破壞，亦可節省空間、促進透過網絡信息共享及減省繁複文書程序，從而符合商業目標。近年來，本集團的內部通訊已實行無紙化。此外，雙面列印及複製已成為本集團的慣常作法，此舉可大大減少紙張消耗及節省成本。本集團定時收集及評估辦公室打印機之使用數據，藉此監控無紙化環境之成效。

本集團旨在提升環保意識，不僅於公司內部，還鼓勵客戶參與，透過共同協作減少對環境的影響。



The Company strongly recommends Shareholders to access its corporate communications, including financial reports, through the websites of the Stock Exchange and the Company instead of in printed form. By introducing electronic means of corporate communications to Shareholders, the quantity of printed materials has been considerably reduced. This paperless practice thus helps to protect the environment, as well as save costs for stationery, printing and administrative charges etc.

## B. WORKPLACE QUALITY

### Workforce

The Group believes that a motivated and balanced workforce is crucial for building a sustainable business model and delivering long-term returns.

The Group has a diverse workforce in terms of gender and age, providing a variety of ideas and levels of competencies that contribute to the Group's success. The Group is firmly committed to gender equality, and therefore particularly encourages female participation in the Board, and at managerial and operational levels. Staff turnover rate among managerial positions is relatively low, reflecting a high level of employee satisfaction and engagement with the Group.

The management believes that employees are important assets for the Group, and commits to attracting and retaining talent with diverse backgrounds for achieving sustainable growth.

### Health and Safety

The Group values the health and well-being of staff. In order to provide employees with health coverage, staff are entitled to benefits including medical and life insurance, provident funds and other competitive fringe benefits.

本公司極力推薦股東利用聯交所及本公司網站獲取公司通訊(包括財務報告)而非收取印刷文件。透過向股東引介電子版公司通訊，印刷量大幅減少。該無紙化行動既可保護環境，亦可節約文儀用品、印刷及行政費用等。

## B. 工作環境質素

### 員工

本集團深信，一支積極主動且具均衡比例之員工團隊，是建立可持續經營模式及帶來長遠回報的關鍵元素。

本集團多元化的員工團隊來自不同年齡層及性別，具備多元化的觀點及各種程度的技能，為本集團的成功作出貢獻。本集團一直堅守兩性平等原則，尤其支持女性在董事會、管理及營運層面之參與。管理職位的員工流失率相對較低，反映出員工對本集團的滿意度及參與度處於較高水平。

管理層相信，員工乃本集團之重要資產，致力吸引並挽留不同背景的人才，方能實現持續增長。

### 健康及安全

本集團重視員工之健康及福祉。為向員工提供健康保障，員工有權享受醫療及人壽保險、公積金等福利以及其他具競爭力之額外福利。

The Group prides itself on providing a safe, effective and congenial work environment for its staff. Adequate arrangements, training courses and guidelines are implemented to ensure the working environment is healthy and safe. During the Year, the Group has offered a range of activities and initiatives to enhance the health and well-being of its employees.

Every case of injury (if any) is required to be reported to the Group and be individually assessed under the internal guideline procedures. The Group is pleased to report that the rate of accidents and injuries during the year under review was extremely low.

The Group believes that maintaining a work-life balance is essential for sustainability and a sound body and mind for every employee. To support employees in maintaining work-life balance, the Group actively provides a variety of charitable and staff activities for employees, such as sports programs, voluntary visits, rural outings and team-building activities. All these activities help to strengthen relationships between employees, and foster a healthy and harmonious working environment.

### Development and Training

The Group recognises the importance of skilled and professionally trained employees to its business growth and future success. Given the growing complexity and sophistication of the marketplace, the Group supports its staff to develop and enhance their knowledge, skills and work capability. The Group encourages and provides subsidies to employees at all levels to pursue educational or training opportunities that achieve personal growth and professional development.

As the Group retains its position at the forefront of the vibrant market, the staff actively pursues professional trainings to enhance their technical knowledge and keep abreast of the latest developments. During the year under review, the Group conducted in-house seminars and training covering updates to laws, codes, rules and regulations, in order to maintain the highest standard of professional conduct and ethics by employees.

本集團致力為員工提供安全、高效及和諧之工作環境，並以此為豪。本集團落實合適安排、培訓課程及指引，以確保健康及安全的工作環境。於本年度，本集團提供一系列活動及舉措以提升僱員健康水平及福祉。

本集團需獲通報每宗工傷事故(如有)，以根據內部指引程序進行獨立評估。本集團欣然匯報，回顧年度之意外及工傷率極低。

本集團相信，維持工作與生活的平衡對每位員工的可持續發展及身心健康至關重要。為支持員工維持工作與生活的平衡，本集團積極為僱員提供各種慈善及員工活動，如體育計劃、志願探訪、郊遊及加強團隊精神之活動。所有該等活動有助加強員工之間的關係，促進健康和諧的工作環境。

### 發展及培訓

本集團認為，具備熟練技能且經專業受訓之員工為帶領業務增長及未來成功的關鍵。鑒於市場環境日益複雜及成熟，本集團支持員工發展及提升其知識、技能及工作能力。本集團鼓勵並資助各級別員工參予進修或培訓機會，讓員工在個人成長及專業發展方面得到裨益。

本集團站於充滿活力的市場最前線，其員工不斷積極尋求專業培訓以提升技術知識，及時了解最新發展動向。於回顧年度，本集團舉辦內部講座及培訓，內容涵蓋法律、守則、規則及法規之更新資訊，讓員工保持最高標準之職業操守及道德。



## C. OPERATING PRACTICE

### Supply Chain Management

The Group values mutually beneficial and longstanding relationships with its suppliers. The Group works closely with a number of suppliers and sub-contractors. The selection of suppliers and sub-contractors are based on criteria such as price, quality of the work performed, customer service team responsiveness, and capability and experience, with preference given to potential suppliers and sub-contractors who demonstrate their commitment to the environment.

### Customer Services

The Group has earned trusted relationships with its broad customer base through providing dedicated customer services.

The Group makes every effort to promptly and fairly investigate and resolve all disputes and complaints lodged by customers, according to clearly written internal procedures. During the year, the Group received no complaint cases.

The Group has set up designated channels – including hotline, facsimile and email – for clients to lodge complaints. All complaints received through these channels are diverted to and handled by the sales department. The hotline numbers and email address are shown on the daily and monthly client statements, to ensure clients are aware of the communication channels for lodging complaints. Upon receipt of a complaint, the sales department will investigate in a timely manner and report the findings to senior management. Senior management shall review the complaint and determine whether internal controls and procedures need to be enhanced or other appropriate action is required to be taken.

### Protection of Intellectual Property

The Group builds up and protects its intellectual property rights by prolonged use and registration of domain names and various trademarks. The Group has registered trademarks in various classes in Hong Kong, Mainland China and other relevant jurisdictions. In addition, the Group's trademarks and domain names are constantly monitored and renewed upon their expiration.

All staffs have signed employment contract which included terms to acknowledge ownership of all design layouts for clients by the Company and keep strict confidentiality.

## C. 營運慣例

### 供應鏈管理

本集團重視與其供應商建立互惠互利及長久的合作關係。本集團與多名供應商及分包商保持緊密合作。甄選供應商及分包商乃根據價格、所開展工作的質素、客戶服務團隊的回應速度、實力及經驗等準則進行，潛在供應商及分包商若為環保踐行者，會予優先考慮。

### 客戶服務

本集團透過提供貼身的客戶服務獲得廣大客戶群之信任。

本集團力求根據清晰列明之內部程序，及時公平地調查並解決客戶提出之所有糾紛及投訴。於本年度，本集團並無收到任何投訴。

本集團已設立指定渠道(包括熱線電話、傳真及電郵)供客戶提出投訴。透過該等渠道收到之所有投訴將轉達銷售部門並由其處理。該等熱線電話及電郵地址均顯示於每日及每月之客戶賬單上，以確保客戶知悉提出投訴之溝通渠道。於收到投訴後，銷售部門將及時作出調查，並將結果報告予高級管理層。高級管理層將審查投訴，並決定須否加強內部監控及程序或採取其他適當行動。

### 保障知識產權

本集團透過持續使用及登記域名與各類商標建立及保障其知識產權。本集團已在香港、中國內地及其他相關司法權區註冊多個類別的商標。此外，本集團商標及域名會獲持續監控及於屆滿時續期。

本集團已與所有員工簽署僱員合約，其中載有確認客戶設計佈局圖之所有權歸屬於本公司且須對其保密之條款。



### Anti-corruption

In order to build up an ethical corporate culture and practices, the Group has established policies and procedures for anti-corruption. This policy sets forth procedures for customer screening and monitoring requirements, “know your customer” policies, record keeping requirements, and reporting suspicious circumstances in accordance with the relevant laws, codes and guidelines issued by the regulatory authorities.

Employees have been given training and briefings organised by the Group. The Group has also adopted a whistleblowing policy and procedures for all levels and operations under the Group to raise concerns, in confidence, about possible improprieties in any matter related to the Group such as misconduct and malpractice. Such policy and procedures can be found in the employee handbook and the Company’s intranet.

During the year under review, no legal case regarding corrupt practices was brought against the Group or its employees. Also, no whistleblowing concerning a criminal offence or misconduct was reported.

### Compliance with Laws and Regulations

The Company Secretary reviews and monitors the policies and practices on compliance with legal and regulatory requirements which have significant impact on the Group. Company Secretary works together with our legal counsel to ensure the Group is complied with the Listing Rules of Hong Kong in all material aspects. The Compliance Department is designed to provide an inhouse compliance service that effectively supports various operation units in their duties and day-to-day operation to comply with all applicable laws, rules and regulations.

Updates on the applicable laws, rules and regulations are brought to the attention of relevant employees and relevant operation units from time to time. The management must ensure that business is conducted in accordance with the applicable laws and regulations.

### 防止貪污

為樹立一套企業道德文化及常規作法，本集團已訂立防止貪污政策及程序。該政策按照監管機構頒佈之相關法律、法規及指引制定了客戶篩選、監控要求、「了解你的客戶」政策、保存記錄之規定以及舉報可疑情況的程序。

本集團會為員工提供培訓及簡介會。本集團亦採納一套舉報政策及程序，讓本集團所有層面及業務之員工可機密地對任何可能關於本集團之不當事宜(如不當及不法行為)提出檢舉。該政策及程序可在員工手冊及本公司內聯網查閱。

於回顧年度，概無對本集團或其員工就貪污行為提出起訴之法律案件。同時，亦無接獲刑事罪行或不當行為之舉報。

### 遵守法律及法規

本公司秘書檢討及監察按本公司法律及法規要求對本集團有重大影響的政策及常規之遵從情況。本公司秘書與法律顧問通力合作，以確保本集團於所有重大方面遵守香港上市規則。合規部門旨在提供內部合規服務，以有效支援各營運部門在其職責及日常營運方面遵守所有適用法律、法規及規則。

相關員工及經營單位會不時獲悉所有適用法律、規則及法規之更新資訊。管理層須確保所從事業務乃符合適用之法律及法規。



## D. COMMUNITY INVOLVEMENT

The Group is committed to the improvement of community well-being and social services. Aligning with the mission “From the Community, To the Community”, the Group has formulated various community activities spanning elderly welfare and hospice care services, healthcare, education, sports, environmental conservation, and helping underprivileged children. The Group’s management team plays an important role in mobilising staff to join all these activities, which are held in tandem with its commitment to sustainable development. The Group believes that by encouraging staff to participate in a wide range of charitable events, concern for the community will be raised, inspiring more people to take part in serving the community.

## D. 參與社區活動

本集團致力投入改善社區福利及社會服務。為踐行「取諸社會，用諸社會」之使命，本集團已制定各種社區活動，涵蓋長者福利及善終關懷服務、保健、教育、體育、環保及幫助貧困兒童。該等活動與本集團之可持續發展之承諾相輔相承，本集團管理層團隊在動員參與此等活動方面擔任重要角色。本集團相信，鼓勵員工參與廣泛的慈善活動將提高及推動對社區之關懷，激勵更多人士參與社區服務。



# Report of the Directors

## 董事會報告

The Directors are pleased to present their report and audited consolidated financial statements of the Group for the year ended 31 December 2016.

### PRINCIPAL ACTIVITIES

The Group is an integrated steel structure and prefabricated construction solution service provider. Our integrated construction solution services are customised to meet the technical specifications and requirements of different projects, and span from fabrication and assembly of steel structure parts and prefabricated construction materials at our workshops to the installation of these materials onsite, based on the secondary design (as to our steel structure projects) provided by us or our customers.

The Group's turnover is mainly derived from business activities in the PRC. An analysis of the Group's income for the year is set out in note 6 to the consolidated financial statements.

Particulars of the Company's major subsidiaries as at 31 December 2016 are set out in note 40 to the consolidated financial statements.

### RESULTS AND DIVIDENDS

The results of the Group for the year ended 31 December 2016 are set out in the consolidated statement of profit or loss and other comprehensive income on page 75 of this report.

The state of the Group's and the Company's affairs at 31 December 2016 is set out in the consolidated statement of financial position on pages 76 and 77 of this report.

The Board do not recommend final dividend payment for the year ended 31 December 2016 (2015: RMB1.60 cents (equivalent to HK1.91 cents)).

### BUSINESS REVIEW

A review of the business of the Group during the year is provided on pages 8 to 25 in the Management Discussion and Analysis of this annual report.

Principal risks and uncertainties facing by the company are described on notes 31 (b) of the consolidated financial statements.

The Group's likely future development in the Company's business is discussed on pages 24 to 25 in the Management Discussion and Analysis of this report.

No important event affecting the Group has occurred since the end of the financial year under review.

董事欣然呈列本集團截至2016年12月31日止年度之報告連同經審核綜合財務報表。

### 主要業務

本集團是一家綜合性鋼結構及預製構件建築解決方案服務供應商。我們的綜合建築解決方案服務乃專為客戶定製，以符合不同項目的技術規範及要求，服務涵蓋廣闊，由根據我們或客戶提供的二次設計(就鋼結構項目而言)於我們的車間製作裝配鋼結構部件及預製構件建築材料，以至現場安裝該等材料，均在工作範圍之內。

本集團的營業額主要源自於中國的業務活動。本集團本年度收入分析載於綜合財務報表附註6。

本公司主要附屬公司於2016年12月31日的詳情載於綜合財務報表附註40。

### 業績及股息

本集團截至2016年12月31日止年度的業績載於本報告第75頁綜合損益及其他全面收益表。

本集團及本公司於2016年12月31日的事務狀況載於本報告第76及77頁的綜合財務狀況表。

董事會不建議派付截至2016年12月31日止年度的末期股息(2015年：人民幣1.60分(相等於1.91港仙))。

### 業務回顧

本集團於年內之業務回顧載於本年報第8頁至第25頁的管理層討論及分析。

本公司所面臨的主要風險及不明朗因素於綜合財務報表附註31 (b)詳述。

本集團有關本公司業務之可能未來發展於本報告管理層討論及分析第24頁至第25頁討論。

自回顧財務年度結束以來並無發生影響本集團的重要事宜。



Discussions on the Group's environmental policies and performance, relationships with its key stakeholders and compliance with relevant laws and regulations which have a significant impact on the Group are provided in the Environmental, Social and Governance Report on pages 45 to 51 of this Annual Report.

## FIVE YEAR FINANCIAL SUMMARY

The result, assets and liabilities of the Group for the last five financial years, as extracted from the audited consolidated financial statements, are summarised on page 147 of this report.

## PROPERTY, PLANT AND EQUIPMENT

Details of properties of the Group as at 31 December 2016 are set out in note 15 to the consolidated financial statements.

## SHARE CAPITAL

During the year ended 31 December 2016, the Company allotted and issued 203,800,000 shares at the subscription price of HK\$0.52 to Five Seasons XIV Limited on 28 December 2016.

Details of the movements in share capital are set out in paragraph (A) – “Subscription Agreements” under title “Equity-Linked Agreements” and note 29 to the consolidated financial statements.

## EQUITY-LINKED AGREEMENTS

The equity-linked agreements entered into by the Company during the year or subsisted at the end of the year that would or may result in the Company issuing the Company's shares (“Share(s)”) or that required the Company to enter into any agreements that would or may result in the Company issuing Shares are as follows:

### (A) Subscription Agreements dated 12 December 2016

On 12 December 2016, the Company and Five Seasons XIV Limited (the “Subscriber”), being an Independent Third Party, entered into the Subscription Agreement (the “Subscription Agreement”), pursuant to which the Subscriber had conditionally agreed to subscribe for and the Company had conditionally agreed to allot and issue 203,800,000 Subscription Shares at the Subscription Price of HK\$0.52 per Subscription Share to the Subscriber, with an aggregate consideration of approximately HK\$105,976,000 (the “Subscription”). The net of share issue expenses of HK\$176,000.

有關本集團的環境政策及表現、與其主要利益持有者的關係以及遵守有關法律及法規的情況(已對本集團產生重大影響)的討論載於本年報第45至51頁之環境、社會及管治報告內。

## 五年財務概要

本集團於最近五個財政年度的業績、資產及負債乃摘錄自經審核綜合財務報表，概述於本報告第147頁。

## 物業、廠房及設備

本集團於2016年12月31日之物業詳情載於綜合財務報表附註15。

## 股本

截至2016年12月31日止年度，本公司於2016年12月28日按認購價每股0.52港元向Five Seasons XIV Limited配發及發行203,800,000股股份。

有關股本變動詳情載於「股票掛鈎協議」項下第(A)段—「認購協議」及綜合財務報表附註29。

## 股票掛鈎協議

本公司於年內訂立或於年終時存續以下股票掛鈎協議，有關協議或會或可能引起本公司發行股份(「股份」)或要求本公司訂立或會或可能引起本公司發行股份之協議：

### (A) 日期為2016年12月12日的認購協議

於2016年12月12日，本公司與獨立第三方Five Seasons XIV Limited(「認購人」)訂立認購協議(「認購協議」)，據此，認購人已有條件同意認購，而本公司已有條件同意向認購人配發及發行203,800,000股認購股份，認購價為每股認購股份0.52港元，合共代價約為105,976,000港元(「認購事項」)。股份發行之



The subscription of shares has completed on 28 December 2016. Such consideration would be satisfied in cash by the Subscriber upon Completion.

The then Directors were of the view that said subscription of shares could (i) raise capital for it to facilitate its long-term development and further strengthen its financial position and to use the funds for general working capital purpose; and (ii) bring in a renowned investor with strong financial resources and extensive business network including but not limited to areas of cooperation in property development and green building which would in turn bring strategic value to the Group.

To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, the Subscriber and its ultimate beneficial owner(s) were third parties independent of and are not connected with the Company and its connected persons.

Details of the above subscription agreements are set out in note 29 to the consolidated financial statements.

**(B) Share Purchase Agreement dated 16 December 2016**

On 16 December 2016, China Saite Capital Limited ("Saite Capital"), a wholly owned subsidiary of the Company, entered into the Share Purchase Agreement ("Share Purchase Agreement") with Mr. He Zibin (the "Seller") and Fire Scorpion Limited (the "Target Company"), pursuant to which (i) Saite Capital had conditionally agreed to acquire and the Seller had conditionally agreed to sell the Sale Shares at the Sale Price of HK\$49,544,000, which would be satisfied by Saite Capital procuring the Company to allot and issue a total of 88,947,935 Consideration Shares to the Seller, and (ii) Saite Capital had conditionally agreed to subscribe for and the Target Company had conditionally agreed to allot and issue the Subscription Shares at the Subscription Price of HK\$7,000,000 to be settled by cash. The shares transfer was completed on 20 January 2017 and the Company issued and allotted 88,947,935 Consideration shares to the Seller.

The then Directors were of the view that the said share transfer was a good investment opportunity for the Group to tap into the big data logistics financial services and internet trading platform service industries.

開支淨額為176,000港元。股份認購已於2016年12月28日完成。有關代價已由認購人於完成時以現金結付。

當時董事認為，上市股份認購可(i)為其籌集資金以促進其長期發展並進一步鞏固其財務狀況，以及將資金用作一般營運資金；及(ii)引入具有雄厚財務資源及廣泛業務網絡的知名投資者(合作範疇包括但不限於物業發展及綠色建築)，從而為本集團帶來戰略價值。

據董事作出一切合理查詢後所悉、所知及所信，認購人及其最終實益擁有人為獨立於本公司及其關連人士且與彼等並無關連之第三方。

有關上述認購協議之詳情載於綜合財務報表附註29。

**(B) 日期為2016年12月16日之購股協議**

於2016年12月16日，本公司全資附屬公司中國賽特資本有限公司(「賽特資本」)與何子斌先生(「賣方」)及火蠍有限公司(「目標公司」)訂立購股協議(「購股協議」)，據此，(i)賽特資本有條件同意收購而賣方有條件同意以銷售價49,544,000港元出售待售股份，由賽特資本促使本公司配發及發行合共88,947,935股代價股份予賣方的方式支付；及(ii)賽特資本已有條件同意認購而目標公司已有條件同意配發及發行認購股份，認購價為7,000,000港元，將以現金支付。股份轉讓已於2017年1月20日完成，且本公司已向賣方發行及配發88,947,935股代價股份。

當時董事認為，上述股份轉讓實為本集團涉足大數據物流金融服務及互聯網交易平台服務行業的投資良機。



To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, the Seller and the Target Group were third parties independent of and not connected with the Company and its connected persons (as defined in the Listing Rules).

Details of the share transaction are set out in note 41 to the consolidated financial statements.

## PUBLIC FLOAT

Based on the information that is publicly available to the Company and within the knowledge of the Directors as at the latest practicable date prior to the issue of this report, there was a sufficiency of public float of the Company's securities as required under Listing Rules.

## PURCHASE, REDEMPTION OR SALE OF LISTED SECURITIES

During the year ended 31 December 2016, neither the Company nor any of its subsidiaries had purchased, redeemed or sold any of the Company's listed securities.

## RESERVES

Details of the movements in reserves of the Group during the year are set out in the consolidated statement of changes in equity on page 78 of this report. Details of distributable reserves of the Company are set out in note 39 to the consolidated financial statements.

據董事作出一切合理查詢後所悉、所知及所信，賣方及目標集團為獨立於本公司及其關連人士(定義見上市規則)且與彼等並無關連之第三方。

有關股份交易之詳情載於綜合財務報表附註41。

## 公眾持股量

根據本公司所獲公開資料及據董事所知，於刊發本報告之前最後可行日期，本公司證券的公眾持股量充足，符合上市規則的規定。

## 購買、贖回或出售上市證券

於截至2016年12月31日止年度，本公司或其任何附屬公司概無購買、贖回或出售本公司的任何上市證券。

## 儲備

本集團本年度儲備變動詳情載於本報告第78頁的綜合權益變動表。本公司可供分派儲備的詳情載於綜合財務報表附註39。

## MAJOR CUSTOMERS AND SUPPLIERS

The percentages of sales and purchases for the year attributable to the Group's major customers and suppliers are as follows:

		Percentage of the total purchases/sales accounted for 佔總採購額／銷售額的比例
Purchases	採購	
— the largest supplier	— 最大供應商	23%
— five largest suppliers combined	— 五大供應商合計	58%
Sales	銷售額	
— the largest customer	— 最大客戶	19%
— five largest customers combined	— 五大客戶合計	48%

None of the Directors, their close associates or any shareholder of the Company (which to the knowledge of the Directors owns more than 5% of the Company's issued share capital) had an interest in the five largest suppliers or customers of the Group noted above.

At no time during the year, none of the Directors, their close associates or shareholders (which to the knowledge of the Directors own more than 5% of the Company's issued share capital) has any interest in the customers or suppliers disclosed above.

## DIRECTORS

The Directors who held office during the year and up to the date of this report are:

### Executive Directors

Mr. Jiang Jianqiang (*Chairman*)  
Mr. Shao Xiaoqiang (*Chief Executive Officer*)  
Mr. Xu Fanghua

### Independent Non-executive Directors

Mr. Ma Chun Fung Horace  
(resigned on 13 December 2016)  
Mr. Xu Jiaming  
Mr. Chen Tiegang  
Mr. Luk Chi Shing (appointed on 3 January 2017)

## 主要客戶及供應商

本集團主要客戶及供應商應佔本年度銷售額及採購額的比例如下：

本公司董事、其緊密聯繫人或任何股東(據董事所知，擁有本公司已發行股本5%以上)概無於本集團上述五大供應商或客戶中擁有權益。

於本年度，董事、其緊密聯繫人或股東(據董事所知，擁有本公司已發行股本5%以上)概無於上述客戶或供應商中擁有任何權益。

## 董事

於本年度及截至本報告日期在職董事為：

### 執行董事

蔣建強先生(主席)  
邵小強先生(行政總裁)  
徐芳華先生

### 獨立非執行董事

馬振峰先生  
(於2016年12月13日辭任)  
徐家明先生  
陳鐵鋼先生  
陸志成先生(於2017年1月3日獲委任)



In accordance with Article 105(A) of the Articles of Association, Mr. Jiang Jianqiang and Mr. Shao Xiaoqiang shall retire at the Annual General Meeting. In addition, pursuant to Article 109 of the Company's Articles of Association, Mr. Luk Chi Shing, appointed by the Board on 3 January 2017, will hold office until the next following general meeting and will be eligible for re-election at the meeting. All of the above retiring Directors, being eligible, will offer themselves for re-election at the forthcoming Annual General Meeting.

The Company has received written annual confirmation from each of the independent non-executive Directors in respect of his independence in accordance with the independence guidelines set out in Rule 3.13 of the Listing Rules. As at the date of this report, the Company is of the view that all independent non-executive Directors are independent.

## DIRECTORS' PROFILES

Directors' profiles are set out on pages 26 to 30 of this report.

## DIRECTORS' SERVICE CONTRACTS

Our Company has entered into service contract with Mr. Jiang Jianqiang and Mr. Shao Xiaoqiang with effect from 1 November 2013 and with Mr. Xu Fanghua with effect from 15 December 2015 pursuant to which each of them agreed to act as an executive Director for an initial term of three years. The term of service shall be renewed and extended automatically by one year on the expiry of such initial term and on the expiry of every successive period of one year thereafter, unless either party has given at least three months' written notice of non-renewal before the expiry of the then existing term.

Mr. Xu Jiaming and Mr. Chen Tiegang, the independent non-executive Directors, have been appointed for an initial term of two years commencing from 1 November 2013 renewable automatically for successive term of one year unless terminated by not less than three months' notice in writing served by either party.

Mr. Luk Chi Shing, an independent non-executive Director appointed on 3 January 2017, entered into a letter of appointment for an initial term of one year commencing on 3 January 2017 until the next general meeting of the Company and shall then be eligible for re-election at the meeting in accordance with the Articles of Association of the Company unless terminated by not less than one-months' notice in writing served by either party.

根據組織章程細則第105(A)條，蔣建強先生及邵小強先生將於股東週年大會退任。此外，根據本公司組織章程細則第109條，陸志成先生已於2017年1月3日獲董事會委任，任期直至下屆股東大會為止，並將於大會上合資格膺選連任。上述全體退任董事符合資格於下屆股東週年大會上膺選連任。

本公司按照上市規則第3.13條的獨立性指引，已接獲各獨立非執行董事有關其獨立性的年度書面確認。於本報告日期，本公司認為所有獨立非執行董事均為獨立。

## 董事履歷

董事履歷載於本報告第26頁至30頁。

## 董事服務合約

本公司經已與蔣建強先生及邵小強先生訂立服務合約，自2013年11月1日起生效，並與徐芳華先生訂立服務合約，自2015年12月15日起生效，據此，彼等分別同意出任執行董事，初步為期三年。任期將於上述初步任期屆滿或每次繼任後一年任期屆滿時自動續期一年，直至任何一方於當時任期屆滿前發出不少於三個月之書面通知不予續期為止。

獨立非執行董事徐家明先生及陳鐵鋼先生已獲委任，自2013年11月1日起計初步為期兩年，隨後於當時任期屆滿後翌日起自動續期及延長一年任期，直至由各方發出不少於三個月的書面通知終止為止。

獨立非執行董事陸志成先生已於2017年1月3日獲委任，並訂立委聘函，自2017年1月3日起初步為期一年，任期直至本公司下屆股東大會為止，且根據本公司組織章程細則，彼屆時將合資格於會上膺選連任，除非各方發出不少於一個月的書面通知予以終止。



No Director proposed for re-election at the forthcoming annual general meeting has an unexpired service contract which is not determinable by the Company within one year without payment of compensation, other than normal statutory compensation.

## **DIRECTORS' INTERESTS IN TRANSACTIONS, ARRANGEMENTS AND CONTRACTS OF SIGNIFICANCE**

Apart from the particulars disclosed in note 38 under the heading "Related Party Transactions" to the consolidated financial statements, there were no other contracts of significance in relation to the Company's business, to which the Company or any of the Company's subsidiaries was a party nor there were any other contracts of significance in relation to the Company's business between the Company or any of the Company's subsidiaries subsisting at the end of the year or at any time during the year in which a Director had, whether directly or indirectly, a material interest.

## **CONTROLLING SHAREHOLDER'S INTERESTS IN CONTRACTS OF SIGNIFICANCE**

No contract of significance had been entered into between the Company or any of its subsidiaries and the controlling shareholder (as defined in the Listing Rules) of the Company or any of its subsidiaries.

No contract of significance for the provision of services to the Company or any of its subsidiaries by the controlling shareholder of the Company or any of its subsidiaries was entered into.

## **BANK LOANS AND OTHER BORROWINGS**

No bank loans and other borrowings had been entered into between the Company or any of its subsidiaries as at 31 December 2016.

擬於應屆股東週年大會膺選連任之董事概無與本公司訂立任何尚未屆滿而可由本公司於一年內毋須作出賠償(正常法定賠償除外)而終止之服務合約。

## **董事於交易、安排及重大合約的權益**

除綜合財務報表附註38「關連人士交易」所述之詳情外，董事概無於本公司或本公司任何附屬公司所訂立有關本公司業務之其他重大合約或概無於本公司或本公司任何附屬公司之間所訂立有關本公司業務之其他重大合約中，直接或間接擁有重大權益。

## **控股股東於重大合約的權益**

本公司或其任何附屬公司並無與本公司或任何其附屬公司之控股股東(定義見上市規則)訂立重大合約。

本公司或其任何附屬公司之控股股東概無訂立向本公司或其任何附屬公司提供服務之重大合約。

## **銀行貸款及其他借款**

於2016年12月31日，本公司與任何其附屬公司並無作出任何銀行貸款及其他借款。



## DIRECTORS' AND CHIEF EXECUTIVE'S INTEREST AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES

As at 31 December 2016, the interests or short positions of the Directors or chief executive of the Company in the shares, underlying shares and debentures of the Company or any associated corporation (within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO")), as recorded in the register of the Company required to be kept under section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Companies ("Model Code"), are set out below:

### Long and short positions in the Shares and underlying Shares

Name of Director  
董事姓名

Nature of interest  
權益性質

Number of securities held  
所持證券數目  
(Note 1)  
(附註1)

Approximate percentage of shareholding  
概約股權百分比  
(%)

Mr. Jiang Jianqiang  
蔣建強先生

Interest of a controlled corporation  
(Notes 2 and 3)  
受控法團權益(附註2及3)

1,020,000,000  
Shares (L)  
股股份(L)

45.50

Notes:

- The letter "L" denotes the person's long position in our Shares.
- These Shares were held by Keen Luck Group Limited ("Keen Luck"), which was owned as to 100% by Champ Origin Limited ("Champ Origin").
- Champ Origin was owned as to 51% by Mr. Jiang Jianqiang and 49% by Mr. Jiang Yixuan.

Save as disclosed above, as at 31 December 2016, none of the Directors or chief executive of the Company had any interest or short positions in the shares, underlying shares and debentures of the Company or any associated corporation (within the meaning of Part XV of the SFO), as recorded in the register of the Company required to be kept under section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code.

## 董事及主要行政人員於股份、相關股份及債權證之權益及淡倉

於2016年12月31日，董事或本公司主要行政人員於本公司或其任何相聯法團(定義見證券及期貨條例(「證券及期貨條例」)第XV部)之股份、相關股份或債權證中擁有根據證券及期貨條例第352條規定本公司須予存置之股東名冊內記錄，或根據上市發行人董事進行證券交易的標準守則(「標準守則」)規定須通知本公司及聯交所之權益或淡倉如下：

### 於股份及相關股份之好倉及淡倉

Number of securities held  
所持證券數目  
(Note 1)  
(附註1)

Approximate percentage of shareholding  
概約股權百分比  
(%)

1,020,000,000  
Shares (L)  
股股份(L)

45.50

附註：

- 字母「L」表示該人士於我們股份之好倉。
- 該等股份由建瑞集團有限公司(「建瑞」)持有，而該公司由冠源有限公司(「冠源」)持有全部權益。
- 冠源由蔣建強先生及蔣毅軒先生分別持有51%及49%權益。

除上文所披露者外，於2016年12月31日，董事或本公司主要行政人員概無於本公司或其任何相聯法團(定義見證券及期貨條例第XV部)之股份、相關股份及債權證中擁有根據證券及期貨條例第352條規定本公司須予存置之股東名冊內記錄，或根據標準守則規定須通知本公司及聯交所之權益或淡倉。

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

As at 31 December 2016, so far as was known to the Directors, the following persons, other than the Directors and chief executive of the Company, had an interest or short position in the shares and underlying shares of the Company, which were required to be recorded in the register maintained by the Company pursuant to Section 336 of the SFO were as follows:

### Long and short positions in the Shares and underlying Shares

## 主要股東及其他人士於股份及相關股份之權益及淡倉

於2016年12月31日，據董事所知，除董事及本公司主要行政人員外，下列人士擁有根據證券及期貨條例第336條須記入本公司所存置股東名冊之本公司股份及相關股份之權益或淡倉：

### 於股份及相關股份之好倉及淡倉

Name of Shareholder 股東名稱／姓名	Nature of interest 權益性質	Number of securities held 所持證券數目 (Note 1) (附註1)	Approximate percentage of shareholding 概約股權百分比 (%)
Keen Luck Group Limited ("Keen Luck") 建瑞集團有限公司(「建瑞」)	Beneficial owner 實益擁有人	1,020,000,000 Shares (L) 股股份(L)	45.50
Champ Origin Limited ("Charm Origin") 冠源有限公司(「冠源」)	Interest of a controlled corporation (Note 2) 受控制法團權益(附註2)	1,020,000,000 Shares (L) 股股份(L)	45.50
Ms. Zhou Xiaoying 周小英女士	Interest of spouse (Note 4) 配偶權益(附註4)	1,020,000,000 Shares (L) 股股份(L)	45.50
Mr. Jiang Yixuan 蔣毅軒先生	Interest of a controlled corporation (Note 2 and 3) 受控制法團權益(附註2及3)	1,020,000,000 Shares (L) 股股份(L)	45.50
Zhongtai Securities Company Limited 中泰證券股份有限公司	Person having a security interest in shares (Note 5) 於股份擁有抵押權益的人士(附註5)	1,020,000,000 Shares (L) 股股份(L)	45.50
Shandong Iron & Steel Group Company Limited ("Shandong Iron") 山東鋼鐵集團有限公司 (「山東鋼鐵」)	Person having a security interest in shares (Note 5) 於股份擁有抵押權益的人士(附註5)	1,020,000,000 Shares (L) 股股份(L)	45.50



Name of Shareholder 股東名稱／姓名	Nature of interest 權益性質	Number of securities held 所持證券數目 (Note 1) (附註1)	Approximate percentage of shareholding 概約股權百分比 (%)
Five Seasons XIV Limited ("Five Seasons XIV") Five Seasons XIV Limited ("Five Seasons XIV")	Beneficial owner (Note 6, 7) 實益擁有人(附註6及7)	203,800,000 Shares (L) 股股份(L)	9.09
Fullshare Holdings Limited ("Fullshare") 豐盛控股有限公司(「豐盛」)	Interest of a controlled corporation (Note 6, 7) 受控制法團權益(附註6及7)	203,800,000 Shares (L) 股股份(L)	9.09
Mr. Ji Changqun 季昌群先生	Interest of a controlled corporation (Note 6) 受控制法團權益(附註6)	203,800,000 Shares (L) 股股份(L)	9.09
Magnolia Wealth International Limited ("Magnolia") Magnolia Wealth International Limited (「Magnolia」)	Interest of a controlled corporation (Note 6) 受控制法團權益(附註6)	203,800,000 Shares (L) 股股份(L)	9.09

Notes:

- The letter "L" denotes a person's "long position" (as defined under Part XV of the SFO) in such Shares.
- These Shares are held by Keen Luck, which is 100% owned by Champ Origin.
- Champ Origin is owned as to 51% by Mr. Jiang Jianqiang and 49% by Mr. Jiang Yixuan.
- Ms. Zhou Xiaoying is the spouse of Mr. Jiang Jianqiang.
- Both Qilu Securities and Shandong Steel are deemed to be interested in the 1,020,000,000 Shares, as Shandong Steel holds the entire equity interest in Laiwu Steel Group Limited, which in turn holds 45.71% equity interest in Qilu Securities. Qilu Securities holds the entire issued share capital of Qilu International Holdings Limited, which in turn holds the entire issued share capital of Qilu International Investment Limited, which is the chargee of the 1,020,000,000 Shares charged by Keen Luck on 26 March 2015.
- Five Seasons XIV, Fullshare, Mr. Ji Changqun and Magnolia are deemed to be interested in the 203,800,000 Shares, as Mr. Ji Changqun holds the entire equity interest in Magnolia, which in turn holds 46.58% equity interest in Fullshare. As at 31 December 2016, Fullshare held the entire issued share capital of Five Seasons XIV, which was the beneficial owner holding the 203,800,000 Shares in the Company.

附註：

- 字母「L」表示該人士於有關股份之「好倉」(定義見證券及期貨條例第XV部)。
- 該等股份由建瑞持有，而該公司由冠源擁有全部權益。
- 冠源由蔣建強先生及蔣毅軒先生分別擁有51%及49%權益。
- 周小英女士為蔣建強先生之配偶。
- 齊魯證券及山東鋼鐵均被視為於1,020,000,000股股份擁有權益，原因是山東鋼鐵持有萊蕪鋼鐵集團有限公司的全部股本權益，而該公司則持有齊魯證券45.71%股本權益。於2015年3月26日，齊魯證券持有齊魯國際控股有限公司的全部已發行股本，而該公司則持有齊魯國際投資有限公司的全部已發行股本，而齊魯國際投資有限公司則是建瑞所押記的1,020,000,000股股份的承押記人。
- Five Seasons XIV、豐盛、季昌群先生及Magnolia被視作於203,800,000股股份中擁有權益，此乃由於季昌群先生持有Magnolia全部股權，而Magnolia持有豐盛46.58%之股權。於2016年12月31日，豐盛持有Five Seasons XIV全部已發行股本，而Five Seasons XIV實益持有本公司203,800,000股股份。



7. After the year ended 31 December 2016, as disclosed in the Corporate Substantial Shareholder Notice for the relevant event dated 10 January 2017, Fullshare holds entire issued share capital of Five Seasons XVII Limited, and Five Seasons XVII Limited holds entire issued share capital of Five Seasons XIV, the beneficial owner of the Company.
8. Pursuant to Section 336 of the SFO, the shareholders of the Company are required to file disclosure of interests forms (the "DI Forms") when certain criteria are fulfilled and the full details of the requirements are available on the Stock Exchange's official website. When a shareholder's shareholdings in the Company changes, it is not necessary to notify the Company and the Stock Exchange unless certain criteria are fulfilled. Therefore, substantial shareholders' latest shareholdings in the Company may be different to the shareholdings filed with the Company and the Stock Exchange. The above statements of substantial shareholders' interests are prepared based on the information in the relevant DI Forms received by the Company as of 31 December 2016. The Company may not have sufficient information on the breakdown of the relevant interests and cannot verify the accuracy of information on the DI Forms.

Save as disclosed above, the Directors and the chief executive of the Company are not aware that there is any party who, as at 31 December 2016, had 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 or be directly or indirectly interested in 5% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances of general meetings of the Company or substantial shareholders as recorded in the register required to be kept by the Company pursuant to section 336 of the SFO.

## SHARE OPTION SCHEME

The Company adopted a share option scheme (the "Share Option Scheme") on 11 October 2013 (the "Adoption Date"), for the purpose of providing incentives or rewards to selected eligible participants for their contribution to the Group. Unless otherwise cancelled or amended, the Share Option Scheme will remain in force for ten years from the Adoption Date.

Eligible participants of the Share Option Scheme include the following:

- (i) any employee (whether full time or part time) of the Group or any entity (the "Invested Entity") in which any member of the Group holds any shareholding (including any executive director but excluding any non-executive director of the Group or any Invested Entity);
- (ii) any non-executive directors (including independent non-executive directors) of the Group or any Invested Entity;

7. 於截至2016年12月31日止年度後，誠如本公司日期為2017年1月10日之相關事項的法團大股東通知所披露者，豐盛持有Five Seasons XVII Limited全部已發行股本，而Five Seasons XVII Limited持有本公司實益擁有人Five Seasons XIV全部已發行股本。

8. 根據證券及期貨條例第336條，倘符合若干條件，本公司股東須呈交披露權益表格（「披露權益表格」），有關規定的詳情於聯交所官網上可供查閱。當股東所持本公司股權發生變動時，除非符合若干條件，否則毋須告知本公司及聯交所。因此，主要股東於本公司之最新持股量或有別於向本公司及聯交所所提呈者。上述主要股東權益之陳述乃按本公司截至2016年12月31日收到的相關披露權益表格內的資料所編製。本公司未必擁有相關權益明細的充分資料，且無法核證披露權益表格之準確性。

除上文所披露者外，據董事及本公司主要行政人員所知，於2016年12月31日，概無任何人士於本公司之股份及相關股份中擁有根據證券及期貨條例第XV部第2及3分部的規定須向本公司披露之權益或淡倉，或於本公司根據證券及期貨條例第336條須存置之登記冊之記錄直接或間接持有任何類別股本面值5%或以上並可於所有情況下在本公司或主要股東之股東大會上投票之權益。

## 購股權計劃

本公司於2013年10月11日（「採納日期」）採納了一項購股權計劃（「購股權計劃」），旨在對本集團發展作出貢獻之經選定合資格參與人士給予獎勵或獎賞。除非被註銷或修訂，否則購股權計劃將由其採納日期起計十年內有效。

購股權計劃之合資格參與人士包括以下人士：

- (i) 本集團或其任何成員公司持有任何股權的任何實體（「投資實體」）的任何全職或兼職僱員（包括本集團或任何投資實體之任何執行董事，但不包括非執行董事）；
- (ii) 本集團或任何投資實體的任何非執行董事（包括獨立非執行董事）；



- |                                                                                                                                                                                                                |                                                             |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------|
| (iii) any supplier of goods or services to any member of the Group or any Invested Entity;                                                                                                                     | (iii) 任何向本集團任何成員公司或任何投資實體提供貨品或服務的供應商；                       |
| (iv) any customer of the Group or any Invested Entity;                                                                                                                                                         | (iv) 任何本集團或任何投資實體的客戶；                                       |
| (v) any person or entity that provides research, development or other technological support to the Group or any Invested Entity;                                                                               | (v) 任何向本集團或任何投資實體提供研究、開發或其他技術支持的任何人士或實體；                    |
| (vi) any shareholder of any member of the Group or any Invested Entity or any holder of any securities issued by any member of the Group or any Invested Entity;                                               | (vi) 本集團任何成員公司或任何投資實體的任何股東或本集團任何成員公司或任何投資實體所發行任何證券的任何持有人；   |
| (vii) any adviser (professional or otherwise) or consultant to any area of business or business development of the Group or any Invested Entity; and                                                           | (vii) 本集團或任何投資實體任何業務範疇或業務發展的任何專業或其他顧問或諮詢人；及                 |
| (viii) any other group or classes of participants who have contributed or may contribute by way of joint venture, business alliances or other business arrangement to the development and growth of the Group. | (viii) 曾經或可能藉合資經營、業務聯盟或其他業務安排而對本集團的發展及增長作出貢獻的任何其他組別或類別參與人士。 |

Shares which may be issued upon exercise of all options to be granted under the Share Option Scheme must not in aggregate exceed 10% of the shares of the Company in issue on the date of adoption. The maximum number of Shares issuable upon exercise of the options which may be granted under the Share Option Scheme and any other share option scheme of the Group (including both exercised and outstanding options) to each participant in any 12-month period shall not exceed 1% of the issued share capital of the Company for the time being. Any further grant of share options in excess of this limit is subject to Shareholders' approval in a general meeting.

Share options granted to a Director, chief executive or substantial shareholder of the Company, or to any of their respective close associates (as defined under the Listing Rules), are subject to approval in advance by the independent non-executive Directors (excluding independent non-executive Director who is the grantee of the options). In addition, where any grant of share options to a substantial shareholder or an independent non-executive Director, or to any of their respective close associates, would result in the Shares issued and to be issued upon exercise of all options already granted and to be granted (including options exercised, cancelled and outstanding) to such person in excess of 0.1% of the Shares in issue and with an aggregate value (based on the closing price of the Shares at the date of the grant) in excess of HK\$5 million, in a 12-month period up to and including the date of grant, such grant of share options are subject to Shareholders' approval in a general meeting.

根據購股權計劃授出的所有購股權獲行使時可予發行的股份不得超逾採納日期本公司已發行股份合共10%。根據購股權計劃及本集團任何其他購股權計劃於任何12個月期間可授予各參與人士的購股權(包括已行使或尚未行使的購股權)獲行使時而可予發行的股份最多數目，不得超過本公司當時已發行股本的1%。任何進一步授出超過此限額的購股權必須於股東大會獲得股東批准。

授予本公司董事、主要行政人員或主要股東或任何彼等各自的緊密聯繫人(定義見上市規則)的購股權必須事前經獨立非執行董事(不包括屬購股權承授人的獨立非執行董事)批准。此外，倘向主要股東或獨立非執行董事或任何彼等各自的緊密聯繫人授出任何購股權，將導致於截至授出日期(包括該日)止的12個月期間因向該人士已授出及將授出的所有購股權(包括已行使、已註銷及尚未行使的購股權)獲行使而發行及將予發行的股份超過本公司已發行股份的0.1%，而總值(按股份於授出日期的收市價計算)超過5,000,000港元時，進一步授出有關購股權須於股東大會獲得股東批准。

The offer of a grant of share options may be accepted within 21 days from the date of the offer, upon payment of a nominal consideration of HK\$1 by the grantee. The exercise period for the share options granted is determined by the Board, which period may commence from the date of acceptance of the offer for the grant of share options but shall end in any event not later than 10 years from the date of the grant of the option subject to the provisions for early termination under the Share Option Scheme.

The subscription price for Shares under the Share Option Scheme shall be a price determined by the Board, but shall not be less than the highest of:

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

On 30 March 2015, a total number of 160,000,000 options were granted to the employees of the Group under the Share Option Scheme. Details of the issued share options under the Share Option Scheme are set out in note 32 to the consolidated financial statements.

Other than the share option scheme adopted by the Company described above, the Company had no outstanding convertible securities, options, warrants or similar rights as at 31 December 2016.

## **RIGHTS TO ACQUIRE COMPANY'S SECURITIES**

Other than as disclosed under the sections "Share Options Scheme" and "Directors' and Chief Executive's Interest and Short Position in Shares, Underlying Shares and Debentures" above, at no time during the year was the Company or any of its subsidiaries, or any of its fellow subsidiaries, a party to any arrangement to enable the Directors or chief executives of the Company or their respective close associates (as defined in the Listing Rules) to have any right to subscribe for securities of the Company or any of its associated corporations as defined in the SFO or to acquire benefits by means of acquisition of shares in, or debentures of, the Company or any other body corporate.

授出購股權的要約可於要約日期起計21日內由承授人支付名義代價1港元後予以接納。所授出購股權的行使期由董事會釐定，有關期間可由接納授出購股權的要約日期開始，惟在任何情況下不得遲於購股權授出日期起計10年屆滿，並可根據購股權計劃的條文提早終止。

購股權計劃下的股份認購價乃由董事會釐定的價格，惟不得低於以下最高者：

- (i) 股份於要約授出日期(須為營業日)於聯交所每日報價表所報的收市價；
- (ii) 股份於緊接要約授出日期前五個交易日於聯交所每日報價表所報的平均收市價；及
- (iii) 股份面值。

於2015年3月30日，合共160,000,000份購股權根據購股權計劃授予本集團的僱員。有關根據購股權計劃已發行購股權的詳情列載於綜合財務報表附註32。

除上文所述本公司採納的購股權計劃外，於2016年12月31日，本公司概無任何未行使的可換股證券、購股權、認股權證或類似權利。

## **購買公司證券之權利**

除上文「購股權計劃」及「董事及主要行政人員於股份、相關股份及債權證之權益及淡倉」兩節所披露者外，本公司或其任何附屬公司或其任何同系附屬公司於年內任何時間概無參與訂立任何安排，讓董事或本公司主要行政人員或彼等各自之緊密聯繫人(定義見上市規則)擁有任何權利可認購本公司或其任何相聯法團(定義見證券及期貨條例)之證券或藉購入本公司或任何其他法人團體之股份或債權證而獲取利益。



## CONNECTED TRANSACTIONS

Details of the connected transactions disclosed in accordance with the Listing Rules on the Stock Exchange is as follows:

### Connected Transactions

As disclosed in the announcement dated 27 January 2015, 15 December 2015, 25 January 2016 and 30 November 2016, Jiangsu Saite Steel Structure Co. Ltd (“Jiangsu Saite”), an indirect wholly owned subsidiary of the Company Mr. Xu and Ms. Lu (both are independently third parties) entered into Capital Injection Agreement whereas Jiangsu Saite as investor, agreed to inject an aggregate sum of RMB 226 million (equivalent to approximately HK\$275.72 million) by way of cash contribution into Jiangsu Chenli Eco-technology Company Limited (the “Target Company”), and RMB162 million (equivalent to approximately HK\$197.64) would be contributed towards the capital reserve of the Target Company (the “Capital Injection”). Upon completion of the Capital Injection, the Target Company would be held as to (i) 51.20% by Jiangsu Saite; (ii) 26.48% by Mr. Xu; and 22.32% by Ms. Lu and the total registered capital of the Target Company would be increased from RMB61 million to RMB125 million.

As Mr. Xu was a substantial shareholder of the Target Company and is currently a Director of the Company (appointed on 15 December 2015). Under Rule 14A.28(1) of the Listing Rules, the entering of Capital Injection Agreement constituted a connected transaction. As the applicable percentage ration in respect of the Capital Injection was more than 5% but less than 25%, the Capital Injection was subject to reporting, announcement and independent shareholders’ approval requirement under Listing Rules.

As disclosed in the announcement dated 30 November 2016, the parties have mutually agreed to terminate the Capital Injection Agreement and the transactions contemplated thereunder with effect from the dated of the Termination Agreement, each parties thereto is released and discharged from its obligations and liabilities by virtue of or in relation to the Capital Injection Agreement.

## 關連交易

根據聯交所上市規則披露之關連交易之詳情載列如下：

### 關連交易

誠如日期為2015年1月27日、2015年12月15日、2016年1月25日及2016年11月30日所披露者，江蘇賽特鋼結構有限公司（「江蘇賽特」）（本公司間接全資附屬公司）、徐先生與蘆女士（彼等均為獨立第三方）訂立注資協議，據此，江蘇賽特（作為投資方）同意以現金注資方式向江蘇晨力環保科技有限公司（「目標公司」）注入合共人民幣226,000,000元（相等於約275,720,000港元），其中人民幣162,000,000元（相等於約197,640,000港元）將注入目標公司的資本儲備（「注資」）。於注資完成後，目標公司將由(i)江蘇賽特持有51.20%權益；(ii)徐先生及蘆女士分別持有26.48%及22.32%之權益，而目標公司的總註冊資本將由人民幣61,000,000元增至人民幣125,000,000元。

由於徐先生為目標公司之主要股東，且現時為本公司之董事（於2015年12月15日獲委任）。根據上市規則第14A.28(1)條，所訂立之注資協議構成關連交易。由於相關注資的適用百分比率高於5%但低於25%，故根據上市規則，注資須遵守申報、公佈及獨立股東批准之規定。

誠如日期為2016年11月30日之公告所披露者，各訂約方相互同意終止注資協議及其項下擬進行之交易，自終止協議日期起生效，該等協議之訂約方將解除及免除因或就注資協議產生之義務及責任。



## COMPETING INTERESTS

None of the Directors or the management shareholders of the Company and their respective close associates (as defined under the Listing Rules) had any interest in a business which competes or may compete with the business of the Group or has any other conflict of interest with the Group during the year and up to the date of this report.

Controlling Shareholders have given non-competition undertaking in favour of the Company. Please refer to page 42 of this report.

## PRE-EMPTIVE RIGHTS

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

## MANAGEMENT CONTRACTS

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

## PERMITTED INDEMNITY PROVISION

Pursuant to the Company's articles of association and permitted indemnity provision (as defined in section 469 of the Hong Kong Companies Ordinance), every Director shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities which he/she may sustain or incur in or about the execution of the duties of his/her office or otherwise in relation thereto.

There is appropriate Directors' and officers' liability insurance coverage for the Directors and officers of the Group.

## DONATIONS

During the year, the Group made an charitable donation amounting to RMB1 million (2015: Nil).

## EMOLUMENT POLICY

The emolument policy of the employees and senior management of the Group is set up by the remuneration committee (the "Remuneration Committee") of the Company on the basis of their merit, qualifications and competence.

## 競爭權益

年內及截至本報告日期，董事或本公司管理層股東及彼等各自的緊密聯繫人(定義見上市規則)概無於任何對本集團業務造成或可能造成競爭或與本集團構成任何其他利益衝突的業務中擁有任何權益。

控股股東已以本公司為受益人作出不競爭承諾。請參閱本報告第42頁。

## 優先購買權

本公司之章程細則或開曼群島法例並無有關本公司須按比例向現有股東提呈發售新股份之優先購買權規定。

## 管理合約

本年度內並無訂立或存在任何有關本公司業務之全部或任何重大部分之重大管理及行政合約。

## 經許可的彌償保證條文

根據本公司的組織章程細則及經許可的彌償保證條文(定義見香港公司條例第469條)，每名董事應有權就彼執行其職責或以其他方式與執行其職責有關而蒙受或招致的所有損失及責任獲得以本公司資產作出的彌償。

已就本集團的董事及高級職員購買合適的董事及高級職員責任保險。

## 捐款

年內，本集團作出為數人民幣1,000,000元之公益捐款(2015年：無)。

## 薪酬政策

本集團僱員及高級管理層的薪酬政策乃由本公司薪酬委員會(「薪酬委員會」)根據其長處、資歷及能力訂立。



The emoluments of the Directors are decided by the Remuneration Committee of the Company, having regard to market competitiveness, individual performance and achievement.

The Company has adopted a share option scheme as an incentive to Directors and eligible employees, details of the scheme is set out in note 32 to the consolidated financial statements.

## EMPLOYEES

A review of the number of employees and the related staff costs is provided in the Management Discussion and Analysis on page 23 of this report. The Group ensures that the pay levels of its employees are competitive and in line with the market trend and its employees are rewarded on a performance related basis within the general framework of the Group's salary and bonus system.

## CORPORATE GOVERNANCE

Details of the Company's corporate governance practices are set out in the "Corporate Governance Report" section of this annual report.

## AUDIT COMMITTEE

The Company has established an audit committee (the "Audit Committee") with written terms of reference in compliance with the requirements as set out in the Listing Rules for the purposes of reviewing and supervising the financial reporting system, risk management and internal control systems of the Group.

The Audit Committee currently comprises Mr. Luk Chi Shing (appointed on 3 January 2017 as Chairman), Mr. Chen Tiegang and Mr. Xu Jiaming. Mr. Ma Chun Fung Horace resigned as the chairman of the Committee on 13 December 2016. The Audit Committee has reviewed and discussed with the management and the external auditor financial reporting matters including the annual results for the year ended 31 December 2016.

董事的薪酬由本公司薪酬委員會於考慮到市場競爭力、個人表現及成就後釐定。

本公司已採納購股權計劃，作為對董事及合資格僱員的激勵，有關該計劃的詳情載於綜合財務報表附註32。

## 僱員

有關僱員人數及相關員工成本的回顧載於本報告第23頁管理層討論及分析。本集團確保其僱員的薪金水平具競爭力，並與市場趨勢一致，而其僱員於本集團薪酬及獎金制度的整體框架內按其表現獲得回報。

## 企業管治

有關本公司採納之企業管治常規之詳情載於本年報「企業管治報告」一節。

## 審核委員會

本公司已成立審核委員會（「審核委員會」）並遵守上市規則的要求訂立書面職權範圍，其目的為審閱及監督本集團之財務申報制度、風險管理及內部監控系統。

審核委員會目前由陸志成先生（於2017年1月3日獲委任為主席）、陳鐵鋼先生及徐家明先生組成。馬振峰先生已於2016年12月13日辭任委員會主席。審核委員會已與管理層及外聘核數師審閱及討論財務申報事宜，包括截至2016年12月31日止年度之全年業績。

## **AUDITOR**

The consolidated financial statements for the year have been audited by Messrs. Deloitte Touche Tohmatsu (“Deloitte”). A resolution to re-appoint the retiring auditor, Deloitte, will be proposed at the forthcoming annual general meeting.

There has been no change in auditor of the Company for the preceding three years.

By order of the Board  
**China Saite Group Company Limited**

**Jiang Jianqiang**  
*Chairman*

Hong Kong, 31 March 2017

## **核數師**

本年度的綜合財務報表經已由德勤•關黃陳方會計師行(「德勤」)審核。將於應屆股東週年大會上提呈決議案，續聘退任核數師德勤。

本公司核數師於過往三年概無任何變動。

承董事會命  
**中國賽特集團有限公司**

*主席*  
**蔣建強**

香港，2017年3月31日



# Independent Auditor's Report 獨立核數師報告

## Deloitte. 德勤

TO THE MEMBERS OF CHINA SAITE GROUP  
COMPANY LIMITED

(incorporated in the Cayman Islands with limited liability)

### OPINION

We have audited the consolidated financial statements of China Saite Group Company Limited (the “Company”) and its subsidiaries (collectively referred to as “the Group”) set out on pages 75 to 146, which comprise the consolidated statement of financial position as at 31 December 2016, and the consolidated statement of profit or loss and other comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at 31 December 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 (the “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 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.

### 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.

致中國賽特集團有限公司股東

(於開曼群島註冊成立的有限公司)

### 意見

吾等已審核第75至146頁所載中國賽特集團有限公司(「貴公司」)及其附屬公司(以下統稱「貴集團」)的綜合財務報表，當中包括於2016年12月31日的綜合財務狀況表，以及截至該日止年度的綜合損益及其他全面收益表、綜合權益變動表及綜合現金流量表，以及綜合財務報表附註(包括主要會計政策概要)。

吾等認為，綜合財務報表已根據香港會計師公會(「香港會計師公會」)頒佈的香港財務報告準則(「香港財務報告準則」)真實而公平地反映 貴集團於2016年12月31日的綜合財務狀況及 貴集團截至該日止年度的綜合財務表現及綜合現金流量，並已按照香港公司條例的披露規定妥為編製。

### 意見基準

吾等已根據香港會計師公會頒佈的香港核數準則(「香港核數準則」)進行審核。吾等於該等準則項下的責任乃於吾等之報告核數師就審核綜合財務報表須承擔的責任一節中進一步詳述。吾等根據香港會計師公會頒佈之專業會計師職業道德守則(「守則」)獨立於 貴集團，吾等亦已根據守則履行其他道德責任。吾等相信，吾等所獲得的審核憑證充足及適當地為吾等的意見提供基準。

### 關鍵審核事項

關鍵審核事項為就吾等的專業判斷而言，對吾等審核本期間綜合財務報表最為重要的事項。這些事項是在吾等審核整體綜合財務報表及達成吾等對其的意見時進行處理，而吾等不會對這些事項提供單獨的意見。



**Key audit matter**  
**關鍵審核事項**

*Recognition of revenue and gross profit from construction contracts and amounts due from/to customers for contract work*

確認建築合同的收益及毛利以及應收／應付客戶合同工程款項

We identified recognition of revenue and gross profit from construction contracts and amounts due from/to customers for contract work as a key audit matter as they are significant to the consolidated financial statements as a whole and significant management's estimations and judgments are involved in the determination of the total outcome of construction contracts and the percentage of completion.

吾等已將建築合同的收益及毛利及應收／應付客戶合同工程款項確認為關鍵審核事項，原因為其就綜合財務報表整體而言乃屬重大，且管理層於釐定建築合同的結果總額及完工百分比時涉及重大估計及判斷。

The Group recognised revenue of RMB1,651 million and gross profit of RMB428 million from construction contracts for the year ended 31 December 2016 as shown in the consolidated statement of profit or loss and other comprehensive income and had amounts due from contract customers of RMB8.1 million and amounts due to contract customers of RMB1.5 million as at 31 December 2016 as disclosed in note 18 to the consolidated financial statement.

誠如綜合財務報表附註18所披露者，貴集團於綜合損益及其他全面收益表內確認截至2016年12月31日止年度的建築合同收益及毛利分別為人民幣1,651,000,000元及人民幣428,000,000元，而於2016年12月31日所確認之應收合同客戶款項及應付合同客戶款項分別為人民幣8,100,000元及人民幣1,500,000元。

As set out in note 4 to the consolidated financial statements, the Group recognises the amount of attributable profit or foreseeable losses from construction contracts based on the latest available budgets of those construction contracts with reference to the overall performance of each construction contract which requires management's best estimates and judgements. Because of the nature of the construction industry, the management regularly reviews the progress of the contracts and the estimated construction revenue and construction costs.

誠如綜合財務報表附註4所載者，貴集團根據建築合同的最新可得預算並參考各建築合同的整體表現確認源自該等建築合同的應佔盈利或可預見虧損金額，該過程須管理層進行最佳估計及判斷。由於建築行業的性質使然，管理層需定期檢討合同工程進度以及估計建築收益及建築成本。

**How our audit addressed the key audit matter**  
**吾等進行審核時如何處理關鍵審核事項**

Our procedures in relation to recognition of revenue and gross profit from construction contracts and amounts due from/to customers for contract work included:  
吾等涉及確認建築合同的收益及毛利以及應收／應付客戶合同工程款項的程序包括：

- Assessing the accuracy of the forecasted revenue by agreeing to the contract sum as set out in the construction contracts on a sample basis; 抽樣評估預測收益的準確性，方式為議定建築合同所載的合同金額；
- Understanding the basis of estimation of the budgets by discussing with the project managers who are responsible for the budgeting of projects, and evaluating the reasonableness of their estimated profit margins by taking into account the profit margins of similar projects, on a sample basis; 抽樣了解估計預算的基準，方式為與負責項目的項目經理討論項目預算，並在計及類似項目的溢利率後，評估其估計溢利率的合理性；
- Evaluating the accuracy of percentage of completion by confirming the percentage with the respective projects' surveyors of the customers, and by conducting site visits and discussing with the operational management to observe the on-site progress status of the projects on a sample basis; 抽樣評估完工百分比的準確性，方式為向客戶的各自項目監理確認百分比及進行實地走訪，並討論運作管理，以觀察項目現場進度；
- Checking the accuracy of the amounts due from/to customers for contract works by agreeing the actual cost incurred and progress billing acknowledged by the customers for the year ended 31 December 2016 to the invoices/payment certificates on a sample basis; and 抽樣核查應收／應付客戶合同工程款項的準確性，方式為議定發票／繳費證明上開具的截至2016年12月31日止年度應計實際成本及客戶所確認之進度款項；及
- Evaluating the reasonableness of revenue and gross profit recognised to date by using the percentage of completion confirmed by the projects surveyor to recalculate the amounts. 採用項目監理確認之完工百分比重新計算金額，以評估迄今確認之收益及毛利的合理性。



### Key audit matter

#### 關鍵審核事項

##### *Recoverability of trade receivables*

##### 應收貿易款項之可收回程度

We identified the recoverability of trade receivables as a key audit matter as it is significant to the consolidated financial statements as a whole and there is management's estimation involved in determining the amount of allowance for doubtful debts based on the estimation of the recoverable amount of trade receivables.

吾等已將應收貿易款項的可收回程度確認為關鍵審核事項，原因是其對綜合財務報表整體而言屬重大，且管理層於根據應收貿易款項的可收回金額的估計釐定呆賬撥備時涉及估計。

As disclosed in note 19 to the consolidated financial statements as at 31 December 2016, trade receivables of the Group which were past due but not impaired amounted to RMB613 million while the total trade receivables of the Group amounted to RMB1,412 million represented 52% of the Group's total assets. The directors of the Company consider that the trade receivables that are past due but not impaired are recoverable whereby there has not been a significant change in credit quality of the trade debtors and there is no recent history of default, and hence no allowance for doubtful debts was made as at 31 December 2016. 誠如2016年12月31日之綜合財務報表附註19所披露者，貴集團已逾期但未減值的應收貿易款項為人民幣613,000,000元，而貴集團應收貿易款項總額為人民幣1,412,000,000元，後者佔貴集團總資產52%。由於，應收貿易賬款的信貸質素並無發生重大變化及並無近期拖欠記錄，故本公司董事認為已逾期但未減值的應收貿易款項可予收回，及於2016年12月31日並無作出任何呆賬撥備。

### How our audit addressed the key audit matter

#### 吾等進行審核時如何處理關鍵審核事項

Our procedures in relation to recoverability of trade receivables included:

吾等涉及應收貿易款項可收回程度的程序包括：

- Evaluating the accuracy of the ageing report of the trade receivables, by checking to the construction contracts for the terms of payment, including the milestone events stipulated in the contracts or the actual progress of the work performed, on a sample basis;  
抽樣評估應收貿易款項賬齡報告的準確性，方式為核查建築合同的付款條款，包括合同訂明的重要階段或實際施工進度；

- Making enquiry with management on their assessment of recoverability of past due trade receivables, including understanding the trade debtors' credit quality and their past payment history; and  
詢問管理層對已逾期應收貿易款項的可收回程度的評估，包括了解應收貿易賬款的信貸質素及其過往付款記錄；及

- Evaluating management's assessment on the recoverability of amounts due from individual debtors with significant balances past due but not impaired by examining the subsequent settlement from these individual debtors on a sample basis, or for those individual debtors without any subsequent settlement, analysing the Group's business relationship with them and their credit profile.

評估管理層對擁有已逾期但未減值重大結餘的個別應收賬款金額的可收回程度的評估，方式為抽樣核查該等個別應收賬款的後續還款情況，或倘屬毋須後續還款的個別應收賬款，則分析貴集團與其的業務關係及其信用記錄。

## OTHER INFORMATION

The directors of the Company are responsible for the other information. The other information comprises the information included in the annual report, but does not include the consolidated financial statements and our 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 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.

## 其他資料

貴公司董事須對其他資料負責。其他資料包括年報中所包含的資料，惟不包括綜合財務報表及吾等就此發出的核數師報告。

吾等對綜合財務報表作出的意見並未涵蓋其他資料，且吾等不會就此發表任何形式的核證結論。

就審核綜合財務報表而言，吾等的責任是閱讀其他資料，從而考慮其他資料是否與綜合財務報表或吾等在審核過程中獲悉的資料存在重大不符，或似乎存在重大錯誤陳述。倘若吾等基於已執行的工作認為其他資料出現重大錯誤陳述，我們須報告該事實。吾等就此並無任何事項須報告。

## 董事及治理層就綜合財務報表須承擔的責任

貴公司董事須負責根據香港財務報告準則及香港公司條例之披露規定編製真實而公平的綜合財務報表，並落實彼等認為編製綜合財務報表所必要的內部控制，以使綜合財務報表不存在由於欺詐或錯誤而導致的重大錯誤陳述。

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

治理層須負責監督貴集團的財務報告過程。



## 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 our agreed terms of engagement, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with HKSA's will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with HKSA's, we exercise professional judgment and maintain professional 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

## 核數師就審核綜合財務報表須承擔的責任

吾等的目標乃對綜合財務報表整體是否不存在由於欺詐或錯誤而導致的重大錯誤陳述取得合理保證，並出具包括吾等意見的核數師報告，並按照吾等議定的委聘條款僅向閣下全體匯報，除此之外本報告不作其他用途。吾等概不就本報告的內容對任何其他人士負責或承擔責任。合理保證為高水平的保證，但不能保證按照香港審計準則進行的審核總能發現重大錯誤陳述。錯誤陳述可以由欺詐或錯誤引起，如果合理預期其單獨或匯總起來可能影響綜合財務報表使用者依賴綜合財務報表所作出的經濟決定，則有關的錯誤陳述可被視作重大。

作為根據香港審計準則進行審核工作的其中一環，吾等運用專業判斷，保持專業懷疑態度。吾等亦：

- 識別及評估由於欺詐或錯誤而導致綜合財務報表存在重大錯誤陳述的風險，設計及執行審核程序以應對該等風險，以及獲取充足及適當的審核憑證，作為吾等意見的基礎。由於欺詐可能涉及串謀、偽造、蓄意遺漏、虛假陳述，或凌駕於內部控制之上，因此未能發現因欺詐而導致出現重大錯誤陳述的風險高於未能發現因錯誤而導致出現重大錯誤陳述的風險。
- 瞭解與審核相關的內部控制，以設計在有關情況下屬適當的審核程序，但目的並非對貴集團內部控制的有效性發表意見。
- 評估董事所採用會計政策的適當性以及作出會計估計及相關披露的合理性。
- 對董事採用持續經營會計基礎的適當性作出結論，並根據所獲取的審核憑證，確定是否存在與事項或情況有關的重大不確定性，從而可能導致對貴集團的持續經營能力產生重大疑慮。倘吾等認為存在重大不確定性，則有必要在核數師報告中提請使用者注意綜合財務報表中的相關披露。假若有關的披露不足，則修訂吾等的意見。吾等的結論乃基





## Independent Auditor's Report 獨立核數師報告

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.

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 Chiu Mei Hing.

**Deloitte Touche Tohmatsu**  
*Certified Public Accountants*

Hong Kong  
31 March 2017

於直至核數師報告日止所取得的審核憑證。然而，未來事項或情況可能導致 貴集團不能持續經營業務。

- 評估綜合財務報表的整體列報方式、結構及內容(包括披露事項)以及綜合財務報表是否公平反映相關交易及事項。
- 就 貴集團內實體或業務活動的財務資料獲取充足適當的審核憑證，以便對綜合財務報表發表意見。吾等負責 貴集團審核的方向、監督及執行。吾等為審核意見承擔全部責任。

吾等與治理層溝通審核的計劃範圍及時間以及重大審核發現等，其中包括吾等在審核中識別出內部控制的任何重大不足之處。

吾等亦向治理層提交聲明，表明吾等已符合有關獨立性的相關專業道德要求，並與彼等溝通可能合理被認為會影響吾等獨立性的所有關係及其他事項以及在適用的情況下相關的防範措施。

從與治理層溝通的事項中，吾等確定該等對本期綜合財務報表的審核最為重要的事項，因而構成關鍵審核事項。吾等在核數師報告中闡釋該等事項，除非法律或規例不允許公開披露該等事項，或在極端罕見的情況下，合理預期倘於吾等之報告中註明某事項造成的負面後果超過產生的公眾利益，則吾等決定不應在報告中註明該事項。

出具獨立核數師報告的審核項目合夥人為趙美卿。

**德勤•關黃陳方會計師行**  
*執業會計師*

香港  
2017年3月31日



# Consolidated Statement of Profit or Loss and Other Comprehensive Income

## 綜合損益及其他全面收益表

For the year ended 31 December 2016 截至2016年12月31日止年度

		NOTES	2016	2015
		附註	2016年	2015年
			RMB'000	RMB'000
			人民幣千元	人民幣千元
Revenue	收益	5	<b>1,650,760</b>	1,834,664
Cost of sales	銷售成本		<b>(1,222,468)</b>	(1,321,827)
Gross profit	毛利		<b>428,292</b>	512,837
Other income	其他收入	7	<b>9,737</b>	6,373
Selling and marketing expenses	銷售及營銷開支		<b>(2,107)</b>	(9,585)
Administrative expenses	行政開支		<b>(38,193)</b>	(59,918)
Finance costs	財務成本	8	<b>(6,554)</b>	(1,343)
Share of profit of a joint venture	分佔合營企業盈利	17	<b>502</b>	—
Profit before tax	除稅前盈利		<b>391,677</b>	448,364
Income tax expense	所得稅開支	11	<b>(103,408)</b>	(122,461)
Profit and total comprehensive income for the year attributable to owners of the Company	本公司擁有人應佔年內盈利及全面收入總額	12	<b>288,269</b>	325,903
Earnings per share	每股盈利	14		
Basic (RMB cents)	基本(人民幣分)		<b>14.13</b>	17.53
Diluted (RMB cents)	攤薄(人民幣分)		<b>N/A不適用</b>	17.51

# Consolidated Statement of Financial Position

## 綜合財務狀況表

At 31 December 2016 於2016年12月31日

		NOTES 附註	2016 2016年 RMB'000 人民幣千元	2015 2015年 RMB'000 人民幣千元
<b>Non-current assets</b>	<b>非流動資產</b>			
Property, plant and equipment	物業、廠房及設備	15	186,746	203,703
Prepaid lease payments	預付租賃款項	16	38,199	39,114
Interest in a joint venture	於合營企業的權益	17	153,502	153,000
			<b>378,447</b>	395,817
<b>Current assets</b>	<b>流動資產</b>			
Amounts due from customers for contract work	應收客戶合同工程款項	18	8,138	4,264
Prepaid lease payments	預付租賃款項	16	902	902
Trade receivables	應收貿易款項	19	1,412,262	830,806
Other receivables, deposits and prepayments	其他應收款項、按金及預付款項	20	113,327	188,874
Loan receivable	應收貸款	21	—	22,202
Bank balances and cash	銀行結餘及現金	22	779,260	881,406
			<b>2,313,889</b>	1,928,454
<b>Current liabilities</b>	<b>流動負債</b>			
Amounts due to customers for contract work	應付客戶合同工程款項	18	1,473	1,009
Trade payables	應付貿易款項	23	73,152	74,994
Other payables and accruals	其他應付款項及應計費用	24	36,502	32,315
Amount due to a director	應付一名董事款項	25	5,210	—
Provisions	撥備	26	6,200	12,196
Short-term borrowings	短期貸款	27	80,631	75,402
Tax liabilities	稅項負債		61,403	51,195
			<b>264,571</b>	247,111
<b>Net current assets</b>	<b>流動資產淨額</b>		<b>2,049,318</b>	1,681,343



Consolidated Statement of Financial Position  
綜合財務狀況表

At 31 December 2016 於2016年12月31日

		NOTES 附註	2016 2016年 RMB'000 人民幣千元	2015 2015年 RMB'000 人民幣千元
<b>Total assets less current liabilities</b>	<b>總資產減流動負債</b>		<b>2,427,765</b>	2,077,160
<b>Non-current liability</b>	<b>非流動負債</b>			
Deferred tax liabilities	遞延稅項負債	28	<b>92,116</b>	92,116
			<b>2,335,649</b>	1,985,044
<b>Capital and reserves</b>	<b>資本及儲備</b>			
Share capital	股本	29	<b>179,527</b>	161,268
Share premium and reserves	股份溢價及儲備		<b>2,156,122</b>	1,823,776
			<b>2,335,649</b>	1,985,044

The consolidated financial statements on pages 75 to 146 were approved and authorised for issue by the board of directors on 31 March 2017 and are signed on its behalf by:

第75頁至第146頁的綜合財務報表已由董事會於2017年3月31日批准及授權刊發，並由下列董事代表簽署：

**Jiang Jianqiang**  
**蔣建強**

DIRECTOR  
董事

**Shao Xiaoqiang**  
**邵小強**

DIRECTOR  
董事



# Consolidated Statement of Changes in Equity

## 綜合權益變動表

For the year ended 31 December 2016 截至2016年12月31日止年度

		Share capital	Share premium	Capital reserve	Statutory reserves	Share option reserves	Retained profits	Total
		股本	股份溢價	資本儲備	法定儲備	購股權儲備	保留盈利	合計
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
				(Note a) (附註a)	(Note b) (附註b)			
At 1 January 2015	於2015年1月1日	126,653	87,569	66,587	104,281	—	897,408	1,282,498
Profit and total comprehensive income for the year	年內盈利及全面收入總額	—	—	—	—	—	325,903	325,903
Transfer to statutory reserves	轉入法定儲備	—	—	—	36,739	—	(36,739)	—
Final dividend paid for the year ended 31 December 2014 (note 13)	已宣派截至2014年12月31日止年度之末期股息(附註13)	—	(33,939)	—	—	—	—	(33,939)
Recognition of equity-settled share-based payment (note 32)	確認以股權結算以股份為基礎的支付(附註32)	—	—	—	—	12,565	—	12,565
Issue of new shares (note 29)	發行新股份(附註29)	21,970	291,327	—	—	—	—	313,297
Exercise of share options (note 32)	行使購股權(附註32)	12,645	84,640	—	—	(12,565)	—	84,720
<b>At 31 December 2015</b>	<b>於2015年12月31日</b>	<b>161,268</b>	<b>429,597</b>	<b>66,587</b>	<b>141,020</b>	<b>—</b>	<b>1,186,572</b>	<b>1,985,044</b>
Profit and total comprehensive income for the year	年內盈利及全面收入總額	—	—	—	—	—	288,269	288,269
Transfer to statutory reserves	轉入法定儲備	—	—	—	29,664	—	(29,664)	—
Final dividend paid for the year ended 31 December 2015 (note 13)	已宣派截至2015年12月31日止年度之末期股息(附註13)	—	(32,608)	—	—	—	—	(32,608)
Issue of new shares (note 29)	發行新股份(附註29)	18,259	76,685	—	—	—	—	94,944
<b>At 31 December 2016</b>	<b>於2016年12月31日</b>	<b>179,527</b>	<b>473,674</b>	<b>66,587</b>	<b>170,684</b>	<b>—</b>	<b>1,445,177</b>	<b>2,335,649</b>

Notes:

附註:

**(a) Capital reserve represents**

- (i) waiver of amount due to former immediate holding company;
- (ii) the difference between the nominal value of shares of the Company issued as consideration in exchange for the aggregate of the share capital of the subsidiary of the Company arising upon the corporate reorganisation (the "Corporate Reorganisation") to rationalise the Group's structure prior to listing of the Company's shares on the Stock Exchange of Hong Kong Limited (the "Stock Exchange"); and
- (iii) capital contribution from shareholders under the Corporate Reorganisation.

**(b)** The statutory reserves represent the amount transferred from net profit for the year of a subsidiary established in the People's Republic of China (the "PRC") (based on the PRC statutory financial statements of that PRC subsidiary) in accordance with the relevant PRC laws until the statutory reserves reach 50% of the registered capital of that subsidiary. The statutory reserves cannot be reduced except either in setting off the accumulated losses or increasing capital.

**(a) 股本儲備指**

- (i) 豁免應付前直接控股公司之款項;
- (ii) 本公司發行作為代價的股份面值與因本公司股份於香港聯合交易所有限公司(「聯交所」)上市前公司為優化本集團的架構而進行之公司重組(「公司重組」)產生之本公司附屬公司的股本總額間的差額;及
- (iii) 股東根據公司重組作出的注資。

**(b)** 法定儲備指自於中華人民共和國(「中國」)根據相關中國法律成立的附屬公司的年內純利(基於該中國附屬公司的中國法定財務報表)轉撥的款項,直至該等法定儲備達致該附屬公司註冊資本的50%為止。該等法定儲備不可扣減,惟用以抵銷累計虧損或增資則除外。



# Consolidated Statement of Cash Flows

## 綜合現金流量表

For the year ended 31 December 2016 截至2016年12月31日止年度

		2016 2016年 RMB'000 人民幣千元	2015 2015年 RMB'000 人民幣千元
<b>OPERATING ACTIVITIES</b>	<b>經營活動</b>		
Profit before tax	除稅前盈利	<b>391,677</b>	448,364
Adjustments for:	就以下項目作出調整：		
Bank interest income	銀行利息收入	<b>(3,013)</b>	(2,920)
Loan interest income	貸款利息收入	<b>(48)</b>	(1,156)
Equity-settled share-based payments	以股權結算以股份為基礎的支付	—	12,565
Depreciation of property, plant and equipment	物業、廠房及設備折舊	<b>3,022</b>	3,543
(Reversal) of provisions for financial guarantees	財務擔保撥備(撥回)	<b>(5,996)</b>	12,196
Amortisation of prepaid lease payments	預付租賃款項攤銷	—	553
Finance costs	財務成本	<b>6,554</b>	1,343
Exchange difference on short-term borrowings	短期貸款的匯兌差額	<b>5,229</b>	—
Share of result of a joint venture	分佔合營企業業績	<b>(502)</b>	—
Operating cash flows before movements in working capital	營運資金變動前的經營現金流量	<b>396,923</b>	474,488
Decrease in amounts due from customers for contract work	應收客戶合同工程款減少	<b>10,999</b>	8,042
Increase in trade receivables	應收貿易款項增加	<b>(581,456)</b>	(34,221)
Decrease (increase) in other receivables, deposits and prepayments	其他應收款項、按金及預付款項減少(增加)	<b>74,318</b>	(181,445)
Increase (decrease) in amounts due to customers for contract work	應付客戶合同工程款增加(減少)	<b>464</b>	(4,661)
Decrease in trade payables	應付貿易款項減少	<b>(1,842)</b>	(107,967)
Increase (decrease) in other payables and accruals	其他應付款項及應計費用增加(減少)	<b>2,083</b>	(14,061)
<b>CASH (USED IN) GENERATED FROM OPERATIONS</b>	<b>經營業務(所用)產生的現金</b>	<b>(98,511)</b>	140,175
PRC income tax paid	已付中國所得稅	<b>(93,200)</b>	(124,990)
<b>NET CASH (USED IN) FROM OPERATING ACTIVITIES</b>	<b>經營活動(所用)產生的現金淨額</b>	<b>(191,711)</b>	15,185

## Consolidated Statement of Cash Flows 綜合現金流量表

For the year ended 31 December 2016 截至2016年12月31日止年度

			2016 2016年 RMB'000 人民幣千元	2015 2015年 RMB'000 人民幣千元
<b>INVESTING ACTIVITIES</b>	<b>投資活動</b>			
Loan repaid from (advance to) a third party	第三方償還(所獲墊付)的貸款		22,202	(22,202)
Interest received	已收利息		4,290	2,920
Purchase of property, plant and equipment	購買物業、廠房及設備		(23)	(22,830)
Investment in a joint venture	於合營企業的投資		—	(153,000)
Acquisition of a subsidiary	收購附屬公司	36	—	1,007
<b>NET CASH FROM (USED IN) INVESTING ACTIVITIES</b>	<b>投資活動產生(所用)的現金淨額</b>		<b>26,469</b>	<b>(194,105)</b>
<b>FINANCING ACTIVITIES</b>	<b>融資活動</b>			
Proceeds from issue of shares	發行股份所得款項		94,944	313,297
Advance from (repayment to) a director	董事墊款(償還董事款項)		5,210	(3,191)
Dividends paid	已付股息		(32,608)	(33,939)
Finance costs paid	已付財務成本		(4,450)	(1,609)
Proceeds from issue of shares upon exercise of share option	購股權獲行使後發行股份所得款項		—	84,720
New short-term borrowings	新短期貸款		—	75,402
<b>NET CASH FROM FINANCING ACTIVITIES</b>	<b>融資活動產生的現金淨額</b>		<b>63,096</b>	<b>434,680</b>
<b>NET (DECREASE) INCREASE IN CASH AND CASH EQUIVALENTS</b>	<b>現金及現金等價物(減少)增加淨額</b>		<b>(102,146)</b>	<b>255,760</b>
<b>CASH AND CASH EQUIVALENTS AT BEGINNING OF THE YEAR</b>	<b>年初現金及現金等價物</b>		<b>881,406</b>	<b>625,646</b>
<b>CASH AND CASH EQUIVALENTS AT END OF THE YEAR represented by bank balances and cash</b>	<b>年末現金及現金等價物以銀行結餘及現金列示</b>		<b>779,260</b>	<b>881,406</b>



# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2016 截至2016年12月31日止年度

### 1. GENERAL

The Company was incorporated in the Cayman Islands as an exempted company with limited liability and its shares (the “Shares”) are listed on the Stock Exchange. Its immediate holding company and ultimate holding company are Keen Luck Group Limited and Champ Origin Limited, respectively, both are limited companies incorporated in the British Virgin Islands.

The Company acts as an investment holding company. The principal activities of its subsidiaries are investment holding and construction of steel structure and prefabricated construction projects.

The consolidated financial statements are presented in Renminbi (“RMB”), which is also the functional currency of the Company.

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

#### Amendments to HKFRSs that are mandatorily effective for current year

The Group has applied, the following amendments to HKFRSs issued by the Hong Kong Institute of Certified Public Accounts (the “HKICPA”) for the first time, in the current year.

Amendments to HKFRS 14	Regulatory Deferred Accounts
Amendments to HKFRS 11	Accounting for Acquisitions of Interests in Joint Operations
Amendments to HKAS 1	Disclosure Initiative
Amendments to HKAS 16 and HKAS 38	Clarification of Acceptable Methods of Depreciation and Amortisation
Amendments to HKAS 27	Equity Method in Separate Financial Statements
Amendments to HKFRS 10, HKFRS 12 and HKAS 28	Investment Entities: Applying the Consolidation Exception
Amendments to HKFRSs	Annual Improvements to HKFRSs 2012–2014 Cycle

### 1. 一般資料

本公司在開曼群島註冊成立為一家獲豁免有限公司，而其股份（「股份」）已於聯交所上市。其直屬及最終控股公司分別為建瑞集團有限公司及冠源有限公司，均為於英屬處女群島註冊成立的有限公司。

本公司為投資控股公司，其附屬公司的主要業務為投資控股及鋼結構及全裝配預製構件建築項目的建築施工。

綜合財務報表乃以本公司的功能貨幣人民幣（「人民幣」）呈列。

### 2. 應用新訂及經修訂香港財務報告準則（「香港財務報告準則」）

#### 本年度強制生效之香港財務報告準則修訂本

於本年度，本集團首次應用以下由香港會計師公會（「香港會計師公會」）頒佈之香港財務報告準則修訂本。

香港財務報告準則第14號（修訂本）	監管遞延賬目
香港財務報告準則第11號（修訂本）	收購合營業務權益的會計方法
香港會計準則第1號（修訂本）	披露計劃
香港會計準則第16號及香港會計準則第38號（修訂本）	澄清折舊及攤銷的可接受方法
香港會計準則第27號（修訂本）	單獨財務報表之權益法
香港財務報告準則第10號、香港財務報告準則第12號及香港會計準則第28號（修訂本）	投資實體：應用綜合入賬的例外
香港財務報告準則（修訂本）	香港財務報告準則2012年至2014年週期之年度改進



For the year ended 31 December 2016 截至2016年12月31日止年度

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

(Continued)

### Amendments to HKFRSs that are mandatorily effective for current year (Continued)

The application of the 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 these consolidated financial statements.

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

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

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>4</sup>
Amendments to HKFRS 2	Clarifications 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>5</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 HKFRSs	Annual Improvements to HKFRSs 2014–2016 Cycle <sup>3</sup>

## 2. 應用新訂及經修訂香港財務報告準則(「香港財務報告準則」)(續)

### 本年度強制生效之香港財務報告準則修訂本(續)

於本年度應用上述香港財務報告準則修訂本，對本集團本年度及過往年度的財務表現及狀況及／或本綜合財務報表所載之披露並無重大影響。

### 已頒佈但尚未生效之新訂及經修訂香港財務報告準則

本集團並無提早應用下列已頒佈但尚未生效之新訂及經修訂香港財務報告準則：

香港財務報告準則第9號	金融工具 <sup>2</sup>
香港財務報告準則第15號	客戶合同之收入及相關修訂本 <sup>2</sup>
香港財務報告準則第16號	租賃 <sup>4</sup>
香港財務報告準則第2號(修訂本)	以股份為基礎付款交易的分類及計量 <sup>2</sup>
香港財務報告準則第4號(修訂本)	應用香港財務報告準則第4號保險合同時一併應用香港財務報告準則第9號金融工具 <sup>2</sup>
香港財務報告準則第10號及香港會計準則第28號(修訂本)	投資者與其聯營或合營企業之間的資產出售或注資 <sup>5</sup>
香港會計準則第7號(修訂本)	披露計劃 <sup>1</sup>
香港會計準則第12號(修訂本)	就未變現虧損確認遞延稅項資產 <sup>1</sup>
香港財務報告準則(修訂本)	香港財務報告準則2014至2016年週期之年度改進 <sup>3</sup>



For the year ended 31 December 2016 截至2016年12月31日止年度

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

(Continued)

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

- <sup>1</sup> Effective for annual periods beginning on or after 1 January 2017, with earlier application permitted.
- <sup>2</sup> Effective for annual periods beginning on or after 1 January 2018, with earlier application permitted.
- <sup>3</sup> Effective for annual periods beginning on or after 1 January 2017, or 1 January 2018, as appropriate.
- <sup>4</sup> Effective for annual periods beginning on or after 1 January 2019, with earlier application permitted.
- <sup>5</sup> Effective for annual 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 those goods or services. Specifically, the standard introduces a 5-step approach to revenue recognition:

- Step 1: Identify the contract(s) with a 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
- Step 5: Recognise revenue when (or as) the entity satisfies a performance obligation

## 2. 應用新訂及經修訂香港財務報告準則(「香港財務報告準則」)(續)

### 已頒佈但尚未生效之新訂及經修訂香港財務報告準則(續)

- <sup>1</sup> 於2017年1月1日或之後開始的年度期間生效，可提早應用。
- <sup>2</sup> 於2018年1月1日或之後開始的年度期間生效，可提早應用。
- <sup>3</sup> 於2017年1月1日或2018年1月1日(倘適用)或之後開始的年度期間生效。
- <sup>4</sup> 於2019年1月1日或之後開始的年度期間生效，可提早應用。
- <sup>5</sup> 於待定期限或以後開始的年度期間生效。

### 香港財務報告準則第15號客戶合同之收入

香港財務報告準則第15號已頒佈並建立了一個單一的綜合模型，以供會計入賬來自客戶合同的收入時使用。當香港財務報告準則第15號生效時，將取代現時沿用的收入確認指引包括香港會計準則第18號「收入」，香港會計準則第11號「建築合同」及相關的詮釋。

香港財務報告準則第15號的核心原則乃一個實體應確認收入以體現向客戶轉讓承諾貨品或服務的數額，並反映實體預期交換該等貨品或服務而應得的對價。具體來說，該準則引入了五步法來確認收入：

- 第1步：確定與一個客戶的合同
- 第2步：確定合同內的履約義務
- 第3步：釐定交易價格
- 第4步：將交易價格分攤至合同內的履約義務
- 第5步：當實體符合履約義務時確認收入

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

(Continued)

### HKFRS 15 Revenue from Contracts with Customers (Continued)

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 consideration, as well as licensing application guidance.

The directors of the Company anticipate that the application of HKFRS 15 in the future may have an impact on the amounts reported and related disclosures made in the Group’s consolidated financial statements. However, it is not practicable to provide a reasonable estimate of the effect of HKFRS 15 until the Group performs a detailed review. In addition, the application of HKFRS 15 in the future may result in more disclosures in the consolidated financial statements.

### 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 assets 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 by lessees, except for short-term leases and leases of low value assets.

## 2. 應用新訂及經修訂香港財務報告準則(「香港財務報告準則」)(續)

### 香港財務報告準則第15號客戶合同之收入(續)

根據香港財務報告準則第15號，當一個實體達成履約義務時確認收入，即當貨品或服務按特定的履約義務轉移並由客戶「控制」時。更為規範的指引已加入香港財務報告準則第15號內以茲處理特別的情況。此外，香港財務報告準則第15號亦要求較廣泛的披露。

於2016年，香港會計師公會頒佈有關香港財務報告準則第15號識別履約責任、委託人與代理的考量及許可證申請指引之澄清。

本公司董事預期，於將來應用香港財務報告準則第15號對本集團的綜合財務報表不論在報告金額或有關披露上皆可能構成重大影響。然而，對應用香港財務報告準則第15號，在本集團所進行的詳細檢討完成前對該影響作出合理估計並不可行。此外，日後應用香港財務報告準則第15號可能會導致於綜合財務報表中作出更多的披露。

### 香港財務報告準則第16號租賃

香港財務報告準則第16號引入一個綜合模式以供識別租賃安排及出租人及承租人的會計處理。當香港財務報告準則第16號生效時，將取代香港會計準則第17號租賃及相關詮釋。

財務報告準則第16號以識別資產是否由客戶控制為基準來區分租賃及服務合同。除短期租賃及低價值資產租賃外，就承租人會計處理方法，經營租賃及融資租賃的區分已被移除，並由另一種模式取代，該模式要求承租人就所有租賃確認使用權資產及相應負債。



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

(Continued)

### HKFRS 16 Leases (Continued)

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 while other operating lease payments are presents as operating cash flows. Under the HKFRS 16, lease payments in relation to lease liability will be allocated into a principal and an interest portion which will be presented as financing cash flows.

Under HKAS 17, the Group has already recognised 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.

## 2. 應用新訂及經修訂香港財務報告準則(「香港財務報告準則」)(續)

### 香港財務報告準則第16號租賃(續)

使用權資產初步按成本計量，並隨後以成本(惟若干例外情況除外)減累計折舊及減值虧損計量，並就租賃負債任何重新計量而作出調整。租賃負債乃按租賃款項(非當日支付)的現值初步確認。其後，租賃負債(其中包括)經利息及租賃付款以及租賃修訂的影響所調整。就現金流量分類而言，本集團現時將有關自用租賃土地的前期預付租賃付款呈列為投資現金流量，而其他經營租賃付款則呈列為經營現金流量。根據香港財務報告準則第16號，有關租賃負債的租賃款項將分配為本金及利息部分，其將以融資現金流量呈列。

根據香港會計準則第17號，本集團作為承租人已確認租賃土地之預付租賃款項。應用香港財務報告準則第16號可能導致該等資產之分類發生潛在變動，其分類視乎本集團將倘擁有資產時之使用權資產單獨或以相應有關資產的同一項目內呈列。

與承租人會計處理方法相反，香港財務報告準則第16號大致保留香港會計準則第17號內出租人的會計要求，並繼續規定出租人將租賃分類為經營租賃或融資租賃。

此外，香港財務報告準則第16號亦要求較廣泛的披露。



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

(Continued)

### HKFRS 16 Leases (Continued)

As at 31 December 2016, the Group has non-cancellable operating lease commitments of RMB5,928,000 as disclosed in note 34. A preliminary assessment indicated that these arrangements will meet the definition of a lease under HKFRS 16, and hence the Group will recognise a right-of-use asset and a corresponding liability in respect of all these leases unless they qualify for low value or short-term leases upon the application of HKFRS 16. In addition, the application of new arrangements may result changes in measurement, presentation and disclosure as indicated above. However, it is not practicable to provide a reasonable estimate of the financial effect until the directors complete a detailed review.

Except as described above, the directors of the Company anticipate that the application of other new and amendments to HKFRSs will have no material impact on the Group's financial performance and positions and/or on the disclosures to the consolidated financial statements of the Group.

## 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 (“Listing Rules”) and by the Hong Kong Companies Ordinance.

The consolidated financial statements have been prepared on the historical cost basis at the end of each reporting period, 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.

## 2. 應用新訂及經修訂香港財務報告準則(「香港財務報告準則」)(續)

### 香港財務報告準則第16號租賃(續)

誠如附註34所披露，於2016年12月31日，本集團擁有不可撤銷的經營租賃承擔約人民幣5,928,000元。初步評估顯示，該等安排將符合香港財務報告準則第16號項下租賃之定義，因此本集團將就所有該等租賃確認使用權資產及相應的負債，除非有關租賃於應用香港財務報告準則第16號後符合低價值或短期租賃。此外，應用新安排可能導致上文所述計量、呈列及披露發生變動。然而，於董事完成詳盡審閱前，提供有關財務影響之合理估計並不切實際。

除上述者外，本公司董事預期，應用其他新訂及經修訂香港財務報告準則不會對本集團財務表現及狀況及／或本集團財務報表的披露造成重大影響。

## 3. 主要會計政策

綜合財務報表乃根據香港會計師公會頒佈的香港財務報告準則編製。此外，綜合財務報表載有聯交所證券上市規則(「上市規則」)及香港公司條例規定的適用披露事項。

綜合財務報表於各報告期末按歷史成本基準編製，下文載列的會計政策對此有所詮釋。歷史成本一般按就換取貨物及服務所給予代價的公平值計量。



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### 3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

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".

#### 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 when 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.

The Group 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 and other comprehensive income from the date the Group gains control until the date when the Group ceases to control the subsidiary.

### 3. 主要會計政策(續)

公平值為市場參與者於計量日期在有序交易中出售資產可能收取或轉讓負債可能支付之價格，不論該價格是否直接觀察可得或使用另一種估值方法估計。估計資產或負債之公平值時，本集團考慮了市場參與者在計量日期為該資產或負債進行定價時將會考慮的資產或負債特徵。在該等綜合財務報表中計量和／或披露的公平值均在此基礎上予以確定，惟香港財務報告準則第2號「以股份為基礎的支付」範圍內之以股份為基礎付款交易、香港會計準則第17號「租賃」範圍內之租賃交易以及與公平值類似但並非公平值的計量(例如，香港會計準則第2號「存貨」中的可變現淨值或香港會計準則第36號「資產減值」中的使用價值)除外。

#### 綜合基準

綜合財務報表包括本公司及由本公司控制的實體及其附屬公司的財務報表。當本公司滿足以下要素即擁有控制權：

- 有權控制被投資方；
- 須承受或擁有自參與被投資方營運所得浮動回報的風險或權利；及
- 有能力運用其對被投資方的權力影響其回報。

倘有事實及情況顯示上述三項控制權要素有一項或以上出現變動，本集團會重新評估其是否對被投資方擁有控制權。

綜合附屬公司賬目於本集團取得對附屬公司控制權時開始，並於本集團失去對附屬公司控制權時終止。尤其是，於年內收購或出售附屬公司的收入及開支，會由本集團取得控制權之日期直至本集團失去附屬公司控制權之日期間計入綜合損益及其他全面收益表。

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### 3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Basis of consolidation (Continued)

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

#### 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, except that:

- deferred tax assets or liabilities, and assets or liabilities 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.

### 3. 主要會計政策(續)

#### 綜合基準(續)

附屬公司財務報表已作調整(如需要),以確保其會計政策與本集團的會計政策一致。

有關本集團成員公司之間交易的所有集團內公司間資產及負債、權益、收入、開支及現金流量均於綜合賬目時悉數對銷。

#### 業務合併

業務收購乃採用收購法入賬。於業務合併轉撥之代價按公平值計量,而計算方法為本集團所轉撥資產、本集團對被收購方原擁有人產生之負債及本集團就交換被收購方之控制權發行之股權於收購日期之公平值總和。與收購事項有關之成本一般於產生時在損益賬中確認。

於收購日期,已收購之可識別資產及已承擔負債按其公平值予以確認,惟下列各項除外:

- 遞延稅項資產或負債及與僱員福利安排有關之資產或負債分別根據香港會計準則第12號「所得稅」及香港會計準則第19號「僱員福利」確認及計量;
- 與被收購方以股份為基礎的支付安排有關之負債或股本工具或以本集團以股份為基礎的支付安排重置被收購方以股份為基礎的支付安排乃於收購日期根據香港財務報告準則第2號「以股份為基礎付款」計量(見下文會計政策);及
- 根據香港財務報告準則第5號「持作出售之非流動資產及已終止經營業務」劃分為持作出售之資產(或出售組合)根據該項準則計量。



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### 3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Basis of consolidation (Continued)

##### Investment in a joint venture

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.

The results and assets and liabilities of joint ventures are incorporated in these consolidated financial statements using the equity method of accounting. The financial statement of joint venture used for equity accounting purposes are prepared using uniform accounting policies as those of the Group like transaction and events in similar circumstances. Under the equity method, an investment in 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 joint venture. When the Group's share of losses of a joint venture exceeds the Group's interest in that joint venture (which includes any long-term interests that, in substance, form part of the Group's net investment in the 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 joint venture.

An investment in a joint venture is accounted for using the equity method from the date on which the investee becomes a joint venture. On acquisition of the investment in 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.

### 3. 主要會計政策(續)

#### 綜合基準(續)

##### 於合營企業之投資

合營企業指一項共同安排，對安排擁有共同控制權之訂約方據此對合營安排資產淨值擁有權利。共同控制是指按照合約約定對某項安排所共有之控制，共同控制僅在相關活動要求共同享有控制權之各方作出一致同意之決定時存在。

合營企業之業績及資產與負債按權益法於綜合財務報表入賬。權益法所用合營企業之財務報表按本集團於類似情況下就同類交易及事件採用之一致會計政策編製。根據權益法，於合營企業之投資初始按成本於綜合財務狀況表確認，其後作出調整以確認本集團分佔合營企業之損益及其他全面收益。當本集團分佔合營企業之虧損超過本集團於該合營企業之權益(包括實質屬於本集團於合營企業之投資淨值之任何長期權益)時，本集團不再確認其分佔之進一步虧損。僅在本集團已招致法定或推定責任或代表該合營企業支付款項之情況下確認額外虧損。

於投資對象成為一間合營企業當日，於一間合營企業之投資採用權益法入賬。於收購一間合企之投資時，投資成本超過本集團所佔該投資對象可識別資產及負債公平淨值之任何部分乃確認為商譽，並計入投資之賬面值。倘本集團所佔可識別資產及負債於重新評估後之公平淨值高於投資成本，則於收購投資期間即時在損益內確認。



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### 3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Basis of consolidation (Continued)

##### Investment in a joint venture (Continued)

The requirements of HKAS 39 “Financial Instruments: Recognition and Measurement” are applied to determine whether it is necessary to recognise any impairment loss with respect to the Group’s investment in 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 a group entity transacts with a joint venture of the Group, profits and losses resulting from the transactions with the joint venture are recognised in the Group’s consolidated financial statements only to the extent of investment in the joint venture that are not related to the Group.

#### 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 and 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 specified criteria have been met for each of the Group’s activities, as described below.

The Group’s policy for the recognition of revenue from construction services is described in the accounting policy for construction contracts below.

### 3. 主要會計政策(續)

#### 綜合基準(續)

##### 於合營企業之投資(續)

香港會計準則第39號「金融工具：確認及計量」之規定適用於釐定是否有需要就本集團於合營企業之投資確認任何減值虧損。如有需要，有關投資(包括商譽)之全部賬面值根據香港會計準則第36號「資產減值」作為單一資產，透過比較可收回金額(使用價值與公允價值減出售成本之較高者)與賬面值進行減值測試。任何已確認減值虧損構成投資賬面值之一部分。根據香港會計準則第36號，有關減值虧損之任何撥回於該項投資可收回金額其後增加時確認。

當集團實體與其合營企業交易時，與合營企業的交易所產生盈利及虧損於綜合財務報表內確認，惟以與本集團無關聯的合營企業權益為限。

#### 收益確認

收益乃按已收或應收代價的公平值計算，指日常業務過程中所銷售貨品及所提供服務的應收款項，並扣除折扣及銷售相關稅項。

當收益金額能可靠計量、未來經濟利益可能流入本集團及當已達成下文所述本集團各項活動的特定標準時，則確認收益。

本集團確認建築服務所得收益的政策乃於下文有關建築合同的會計政策載述。



For the year ended 31 December 2016 截至2016年12月31日止年度

### 3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Revenue recognition (Continued)

##### Sales of scrapped goods

Revenue from sales of goods is recognised when the goods are delivered and titles have passed, at which time 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.

##### Interest income

Interest income from a financial asset is recognised when it is probable that the economic benefits will flow to the Group and the amount of income can be measured reliably. Interest income 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.

##### Rental income

The Group's accounting policy for recognition of revenue from operating leases is described in the accounting policy for leasing below.

### 3. 主要會計政策(續)

#### 收益確認(續)

##### 銷售報廢貨品

銷售貨品的收益於貨品交付及擁有權轉移時確認，及於當時符合所有下列條件：

- 本集團將貨品擁有權的重大風險及回報轉嫁予買方；
- 本集團對所售貨品不再具有一般與擁有權相關的持續管理參與權，亦無實際控制權；
- 收益金額能可靠計量；
- 與交易相關的經濟利益可能流入本集團；及
- 交易已產生或將予產生的成本能可靠計量。

##### 利息收入

金融資產的利息收入於經濟利益將流入本集團時及其金額能可靠計量時確認。利息收入以時間基準，參考未清償本金額及適用實際利率累計。適用實際利率指於金融資產預計年期將估計未來現金收入準確折現至該資產於初步確認時的賬面淨值的利率。

##### 租金收入

本集團確認經營租賃收益的會計政策於下文租賃之會計政策載述。

For the year ended 31 December 2016 截至2016年12月31日止年度

### 3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Property, plant and equipment

Property, plant and equipment including buildings held for use in the production or supply of goods or services, or for administrative purpose (other than construction in progress as described below) are stated in the consolidated statement of financial position at cost less subsequent accumulated depreciation and subsequent accumulated impairment losses, if any.

Depreciation is recognised so as to write off the cost of items of property, plant and equipment other than construction in progress less their residual values 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.

Construction in progress including property, plant and equipment in the course of construction for production, administrative purposes are carried at cost, less any recognised impairment loss. Costs include professional fees and, for qualifying assets, borrowing costs capitalised in accordance with the Group's accounting policy. 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.

#### 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.

### 3. 主要會計政策(續)

#### 物業、廠房及設備

物業、廠房及設備包括持作生產或供應貨品或提供服務或作行政用途的樓宇(下文所述的在建工程除外)，乃於綜合財務狀況表內按成本減後續累計折舊及後續的累計減值虧損(如有)列賬。

物業、廠房及設備項目(在建工程除外)按其估計可使用年期，經扣除其剩餘價值後以直線法確認折舊以撇銷成本。估計可使用年期、剩餘價值及折舊法於各報告期末作檢討，並按前瞻性基準將任何估算變動的影響列賬。

在建工程包括作生產或行政用途的興建中物業、廠房及設備，乃按成本減任何已確認減值虧損列賬。成本包括專業費及根據本集團會計政策資本化的借貸成本(就合資格資產而言)。該等物業於竣工及可作擬定用途時被歸類至物業、廠房及設備的適當類別。當該等資產可作擬定用途時，開始進行折舊，其基準與其他物業資產相同。

物業、廠房及設備項目於出售時或預期日後將不會自持續使用資產獲得經濟利益時取消確認。出售或棄置物業、廠房及設備項目產生的任何收益或虧損按出售所得款項與有關資產賬面值的差額計算，並於損益中確認。

#### 租賃

當租賃條款已將所有權的絕大部分風險及回報轉讓予承租人時，租賃分類為融資租賃。其他所有租賃分類為經營租賃。



For the year ended 31 December 2016 截至2016年12月31日止年度

### 3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Leasing (Continued)

##### *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, including the cost of acquiring land held under operating leases, are recognised as an expense on a straight line basis over the lease terms of the relevant lease. 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.

##### *Leasehold land and building*

When a lease includes both land and building elements, the Group assesses the classification of each element as a finance or an operating lease separately based on the assessment as to whether substantially all the risks and rewards incidental to ownership of each element have been transferred to the Group, unless it is clear that both elements are operating leases in which case the entire lease is classified as an operating lease. Specifically, the minimum lease payments (including any lump-sum upfront payments) are allocated between the land and the building elements in proportion to the relative fair values of the leasehold interests in the land element and building element of the lease at the inception of the lease.

### 3. 主要會計政策(續)

#### 租賃(續)

##### 本集團作為出租人

經營租賃的租金收入於相關租期內按直線基準於損益內確認。

##### 本集團作為承租人

經營租賃款項(包括收購根據經營租賃持有土地的成本)於有關租期以直線法確認為開支。倘訂立經營租約時獲得租賃優惠，則有關優惠會確認為負債。優惠總利益以直線法確認為扣減租金開支。

##### 租賃土地及樓宇

倘租賃包括土地及樓宇部分，本集團根據對附於各部分所有權的絕大部分風險及回報是否已轉移至本集團的評估，分別將各部分的分類評定為融資或經營租賃，除非土地及樓宇部分均明確為經營租賃，於此情況下整項租賃分類為經營租賃。具體而言，最低租賃款項(包括任何一次性預付款項)於租約訂立時按租賃土地部分及樓宇部分中的租賃權益相對公平值比例於土地與樓宇部分間分配。



For the year ended 31 December 2016 截至2016年12月31日止年度

### 3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Leasing (Continued)

##### Leasehold land and building (Continued)

To the extent the allocation of the lease payments can be made reliably, interest in leasehold land that is accounted for as an operating lease is presented as “prepaid land lease payments” in the consolidated statement of financial position and is amortised over the lease terms on a straight line basis. When the lease payments cannot be allocated reliably between the land and building elements, the entire lease is generally classified as a finance lease and accounted for as property, plant and equipment.

#### Impairment of tangible assets

At the end of reporting period, the Group reviews the carrying amounts of its tangible assets 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.

Recoverable amount is the higher of fair value less costs of disposal 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 immediately in profit or loss.

Where an impairment loss subsequently reverses, the carrying amount of the tangible 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 in profit or loss.

### 3. 主要會計政策(續)

#### 租賃(續)

##### 租賃土地及樓宇(續)

倘租賃款項能可靠分配，則以經營租賃列賬的租賃土地權益於綜合財務狀況表中列為「預付土地租賃款項」，且於租期內按直線法攤銷。倘租賃款項不能於土地及樓宇部分之間可靠分配，則整項租賃一般會分類為融資租賃，併入賬列作物業、廠房及設備。

#### 有形資產減值

於各報告期末，本集團審閱其有形資產賬面值，以釐定該等資產是否出現任何減值虧損跡象。倘出現有關跡象，則估計資產的可收回金額，以釐定減值虧損的程度(如有)。

可收回款項乃公平值減出售成本及使用價值較高者。於評估使用價值時，估計未來現金流量乃採用稅前折現率折現為彼等現值，反映對貨幣時間價值的當前市場評估及該資產特定的風險(未針對該風險調整估計未來現金流量)。

倘估計資產的可收回金額低於其賬面值，則會將資產賬面值減少至可收回金額。減值虧損會即時於損益確認。

倘減值虧損於其後撥回，則該有形資產的賬面值會增加至其經修訂估計可收回金額，惟經調高的賬面值不得超逾倘該資產於過往年度並無確認減值虧損而釐定的賬面值。減值虧損撥回會即時於損益確認為收益。



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### 3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Research expenditure

Expenditure on research activities is recognised as an expense in the period in which it is incurred.

#### Construction contracts

When the outcome of a construction contract can be estimated reliably, revenue and costs are 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.

Where 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.

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

Where contract costs incurred to date plus recognised profits less recognised losses exceed progress billings, the surplus is shown as amounts due from customers for contract work. For contracts where progress billings exceed contract costs incurred for work performed to date plus recognised profits less recognised losses, the surplus is shown as amounts due to customers for contract work. Amounts received before the related work is performed are included in the consolidated statement of financial position, as a liability, as advances received. Amounts billed for work performed but not yet paid by the customer are included in the consolidated statement of financial position under trade receivables.

### 3. 主要會計政策(續)

#### 研究開支

研究活動開支於其產生期間確認為開支。

#### 建築合同

倘建築合同的結果能夠可靠估計，則收益及成本按完工百分比方法(即參照年內施工價值計量)予以確認。合同工程、索償及獎金付款的變更乃僅當相關金額能夠可靠地計量並認為有可能收回時予以列賬。

倘建築合同的結果無法可靠估計，則合同收益僅會以可能收回的所產生合同成本為限予以確認。合同成本於其產生期間確認為開支。

當總合同成本將有可能高於總合同收益時，預期虧損會即時確認為開支。

倘迄今所產生的合同成本加已確認盈利減已確認虧損超逾進度款，則該盈餘會列作應收客戶合同工程款。就合同而言，倘進度款超逾迄今施工所產生的合同成本加已確認盈利減已確認虧損，則該盈餘會列作應付客戶合同工程款。於進行有關工程前已收取的款項作為一項負債(作為預收款)計入綜合財務狀況表。客戶尚未支付的已完工工程的應付款項計入綜合財務狀況表中的應收貿易款項。

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### 3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Financial instruments

Financial assets and financial liabilities are recognised on the consolidated statement of financial position 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 are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition.

#### Financial assets

The Group's financial assets are classified as loans and receivables. The classification depends on the nature and purpose of the financial assets and is determined at the time of initial recognition.

#### 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.

Interest income is recognised on an effective interest basis for debt instruments.

#### 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 trade receivables, other receivables, loan receivable and bank balances and cash) are measured at amortised cost using the effective interest method, less any impairment (see accounting policy on impairment loss on financial assets below).

### 3. 主要會計政策(續)

#### 金融工具

金融資產及金融負債乃於集團實體成為工具合同條文的訂約方之一時，在綜合財務狀況表中確認。

金融資產及金融負債乃初步按公平值計量。收購或發行金融資產及金融負債直接應佔的交易成本，於初步確認時加入金融資產或金融負債的公平值或自其中扣減(如適用)。

#### 金融資產

本集團的金融資產分為貸款及應收款項。分類乃視乎金融資產的性質及用途，於初步確認時釐定。

#### 實際利率法

實際利率法乃計算金融資產的攤銷成本以及於有關期間分配利息收入的方法。實際利率是指將估計未來現金收入(包括構成實際利率整體之一部分的所有已付或已收費用、交易成本及其他溢價或折讓)於金融資產估計年期或(倘適用)更短期間準確折現至初步確認時的賬面淨值的利率。

就債務工具而言，利息收入按實際利率基準確認。

#### 貸款及應收款項

貸款及應收款項為並未於交投活躍的市場內報價而附帶固定或可釐定付款的非衍生金融資產。於首次確認後，貸款及應收款項(包括應收貿易款項、其他應收款項、應收貸款及銀行結餘及現金)採用實際利率法按攤銷成本減任何已識別減值虧損計量(見下文有關金融資產減值虧損的會計政策)。



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### 3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Financial instruments (Continued)

##### Financial assets (Continued)

##### Impairment of financial assets

Financial assets 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.

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 categories of financial assets, such as trade receivables, 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, observable changes in national or local economic conditions that correlate with default on receivables.

For financial assets carried at amortised costs, 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 receivables, 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 receivable is considered uncollectible, it is written off against the allowance account. Subsequent recoveries of amounts previously written off are credited to profit or loss.

### 3. 主要會計政策(續)

#### 金融工具(續)

##### 金融資產(續)

##### 金融資產減值

金融資產乃於各報告期末評估減值跡象。當有客觀證據顯示估計未來現金流量因於首次確認金融資產後發生的一項或多項事件而受到影響，則該等金融資產被視為已減值。

減值的客觀證據包括：

- 發行人或交易對手出現重大財政困難；
- 違約，如逾期或拖欠利息或本金付款；或
- 借款人有可能面臨破產或財務重組。

就應收貿易款項等若干類別金融資產而言，個別評估為並無減值的資產其後按集體基準評估減值。應收款項組合的客觀減值證據可包括本集團過往收款的經驗、國家或本地經濟狀況出現明顯變動導致應收款項未能償還。

就以攤銷成本列賬的金融資產而言，減值虧損金額按資產賬面值與按金融資產的原實際利率對估計未來現金流量進行折現後的現值兩者之間的差額確認。

就所有金融資產而言，金融資產的賬面值直接按減值虧損扣減，惟應收貿易款項除外，其賬面值乃透過使用撥備賬目而扣減。撥備賬目的賬面值變動於損益確認。倘應收貿易款項被認為無法收回，則於撥備賬目內撇銷。過往已撇銷的款項於其後收回，則計入損益中。





## Notes to the Consolidated Financial Statements 綜合財務報表附註

For the year ended 31 December 2016 截至2016年12月31日止年度

### 3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Financial instruments (Continued)

##### Financial assets (Continued)

##### Impairment of financial assets (Continued)

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.

##### Financial liabilities and equity instruments

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

##### 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 premium 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.

##### Equity instruments

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by the Group are recognised at the proceeds received, net of direct issue costs.

### 3. 主要會計政策(續)

#### 金融工具(續)

##### 金融資產(續)

##### 金融資產減值(續)

倘於其後期間減值虧損的數額減少，而是項減少可能與確認減值虧損後的某一事件有客觀聯繫，則先前確認的減值虧損於損益中予以撥回，惟於撥回減值當日資產的賬面值不得超逾未確認減值時的攤銷成本。

##### 金融負債及權益工具

由集團實體發行的負債及權益工具乃根據合同安排的內容與金融負債及股本工具的定義分類為金融負債或權益。

##### 實際利率法

實際利率法乃計算金融負債的攤銷成本以及於有關期間分配利息開支的方法。實際利率是指將估計未來現金付款(包括構成實際利率整體之一部分的所有已付或已收費用、交易成本及其他溢價或折讓)於金融負債估計年期或(倘適用)更短期間準確折現至初步確認時的賬面淨值的利率。

利息開支按實際利率基準確認。

##### 權益工具

權益工具為證明實體資產具有剩餘權益(經扣除其所有負債)的任何合同。由本集團發行的權益工具乃按所收取的所得款項(扣除直接發行成本)確認。



For the year ended 31 December 2016 截至2016年12月31日止年度

### 3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Financial instruments (Continued)

##### Financial liabilities and equity instruments (Continued)

##### Financial liabilities

Financial liabilities including trade payables, other payables, amount due to a director and short-term borrowings are subsequently measured at amortised cost, using the effective interest method.

##### Financial guarantee contracts

A financial guarantee contract is a contract that requires the issuer (i.e. the guarantor) to make specified payments to reimburse the holder (i.e. the beneficiary of the guarantee) for a loss it incurs because a specified debtor fails to make payment when due in accordance with the terms of a debt instrument.

Financial guarantee contracts issued by the Group are initially measured at their fair values and, if not designated as at FVTPL, are subsequently measured at the higher of:

- (i) the amount of obligation under the contract, as determined in accordance with HKAS 37 "Provisions, Contingent Liabilities and Contingent Assets"; and
- (ii) the amount initially recognised less, where appropriate, cumulative amortisation recognised over the guarantee period.

##### 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 and accumulated in equity is recognised in profit or loss.

### 3. 主要會計政策(續)

#### 金融工具(續)

##### 金融負債及權益工具(續)

##### 金融負債

金融負債(包括應付貿易款項、其他應付款項、應付一名董事款項及短期貸款)其後使用實際利率法按攤銷成本計量。

##### 財務擔保合同

財務擔保合同乃規定發行人(即擔保人)在某債務人未能按照某債務工具之條款在到期時付款而出現虧損時向持有人(即擔保之受益人)作出具體償付之合約。

本集團發行之財務擔保合同初步按公平值計量，倘非指定為按公允價值計入損益，其後以下列各項之較高者計量：

- (i) 根據香港會計準則第37號「撥備、或然負債及或然資產」釐定合約項下債務之金額；及
- (ii) 初次確認之金額減去於擔保期間確認之累計攤銷(如適用)的金額。

##### 終止確認

僅當收取資產現金流量的合同權利屆滿時，或將其金融資產或該等資產所有權的絕大部分風險及回報轉移予另一實體時，本集團才會終止確認金融資產。

於全面終止確認金融資產時，資產賬面值與已收及應收代價以及已於其他全面收入中確認並於權益中累計的累計收益或虧損總和之間的差額乃於損益內確認。



## Notes to the Consolidated Financial Statements 綜合財務報表附註

For the year ended 31 December 2016 截至2016年12月31日止年度

### 3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Financial instruments (Continued)

##### Derecognition (Continued)

The Group derecognises financial liabilities when, and only when, the Group's obligations are discharged, cancelled or expire. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable is recognised in profit or loss.

#### 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 recognised 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 retranslated at the rates prevailing at that date. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

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

#### Borrowing costs

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

#### 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 and other comprehensive income because of income or expense that are taxable or deductible in other years and 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.

### 3. 主要會計政策(續)

#### 金融工具(續)

##### 終止確認(續)

當且僅當本集團責任獲解除、註銷或屆滿時終止確認金融負債。所終止確認的金融負債的賬面值與已付及應付代價的差額乃於損益內確認。

#### 外幣

於編製各個別集團實體的財務報表時，以該實體功能貨幣以外的貨幣(外幣)進行的交易均按交易當日的當時匯率確認。於報告期末，以外幣計值的貨幣項目按該日的當時適用匯率重新換算。按歷史成本以外幣計值的非貨幣項目不予重新換算。

結算貨幣項目及重新換算貨幣項目產生的匯兌差額均於彼等產生期間在損益內確認。

#### 借貸成本

借貸成本在其產生的時期內於損益中確認。

#### 稅項

所得稅開支為現時應付稅項及遞延稅項的總和。

現時應付稅項乃根據年內應課稅盈利計算。應課稅盈利與綜合損益及其他全面收益表報的「除稅前盈利」有別，乃由於其他年度及項目中應課稅或可扣稅的收入或開支項目從未課稅或扣稅。本集團的即期稅項負債乃使用於報告期末已頒佈或實質上已頒佈的稅率計算。



For the year ended 31 December 2016 截至2016年12月31日止年度

### 3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Taxation (Continued)

Deferred tax is recognised on temporary differences between the carrying amount of assets and liabilities in the consolidated financial statements and the corresponding tax base 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 those deductible temporary differences can be utilised. Such deferred tax assets and liabilities are not recognised if the temporary difference arises from the initial recognition of assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

Deferred tax liabilities are recognised for taxable temporary differences associated with investments in subsidiaries and interest in a joint venture, 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 profits 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 profits 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.

### 3. 主要會計政策(續)

#### 稅項(續)

遞延稅項乃按綜合財務報表資產及負債的賬面值與計算應課稅盈利採用的相應稅基之間的暫時性差額確認。遞延稅項負債一般就全部應課稅暫時性差額確認。當可能出現應課稅盈利以供抵銷可扣稅暫時性差額時，則遞延稅項資產一般就全部可扣稅暫時性差額確認。倘由首次確認某項交易的資產及負債產生的暫時性差額並不影響應課稅盈利及會計盈利，則不會確認該等遞延稅項資產及負債。

投資附屬公司及於一間合營企業之權益所產生的應課稅暫時性差額須確認遞延稅項負債，惟倘本集團可控制撥回暫時性差額及暫時性差額可能不會在可見將來撥回者則除外。因該等有關投資及利息所產生的可扣減暫時性差額而形成的遞延稅項資產，將有足夠的應課稅盈利可能出現，並利用該暫時性差額的利益及預期在可見將來可被撤回時方可確認。

遞延稅項資產的賬面值會於報告期末作檢討，並扣減至應課稅盈利不可能足以收回全部或部分資產價值為止。

遞延稅項資產及負債乃按預期於負債獲償還或資產獲變現期間適用的稅率(以報告期末已生效或實質上已生效的稅率(及稅法)為基準)計算。

遞延稅項負債及資產的計量反映本集團預期於報告期末收回或償還其資產及負債賬面值的方式的稅務結果。



For the year ended 31 December 2016 截至2016年12月31日止年度

### 3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Taxation (Continued)

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. Where current tax or deferred tax arises from the initial accounting for a business combination, the tax effect is included in the accounting for the business combination.

#### Retirement benefit costs

Payments to Mandatory Provident Fund Scheme and state-managed retirement scheme are recognised as an expense when employees have rendered service entitling them to the contributions.

#### Equity-settled share-based payment transactions

Equity-settled share-based payments to employees and others providing similar services are measured at the fair value of the equity instruments at the grant date.

For share options that vest immediately at the date of grant, the fair value of the share options granted is expensed immediately to profit or loss.

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 options reserve will be transferred to retained profits.

#### Provisions

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

### 3. 主要會計政策(續)

#### 稅項(續)

即期及遞延稅項於損益內確認，惟關於在其他全面收入內或直接在權益中確認的項目有關者除外，在此情況下即期及遞延稅項亦於其他全面收入內或直接在權益中分別確認。就因對業務合併進行初始會計處理而產生的即期稅項或遞延稅項而言，稅務影響乃計入業務合併的會計處理內。

#### 退休福利成本

強制性公積金計劃及國家管理的退休計劃供款乃於僱員因提供服務而享有供款時確認為開支。

#### 以股權結算以股份為基礎的支付之交易

向僱員或提供類似服務的其他人士支付之以股權結算以股份為基礎的支付乃以股權工具於授出日期的公平值計量。

就於授出日期即時歸屬之購股權而言，所授出購股權之公平值即時於損益支銷。

購股權獲行使時，過往於購股權儲備確認之金額將轉撥至股份溢價。倘購股權於歸屬日期後遭沒收或於屆滿日期仍未行使，過往於購股權儲備確認之金額將轉撥至保留盈利。

#### 撥備

倘本集團現時因過往事件產生法定或推定責任，而本集團可能須抵償該責任，且債務金額能夠可靠估計時確認撥備。



For the year ended 31 December 2016 截至2016年12月31日止年度

### 3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Provisions (Continued)

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.

When some or all of the economic benefits required to settle a provision are expected to be recovered from a third party, a receivable is recognised as an asset if it is virtually certain that reimbursement will be received and the amount of the receivable can be measured reliably.

### 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 estimates and assumptions about the carrying amounts of assets and liabilities 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 period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

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.

### 3. 主要會計政策(續)

#### 撥備(續)

撥備金額乃經考慮責任所附帶之風險及不確定因素後，根據報告期末為抵償該當前責任而須承擔之代價之最佳估計確認。倘撥備使用抵償該當前責任之估計現金流量計量，其賬面值為該等現金流量之現值。

倘用以償還撥備之部分或全部經濟溢利預期將由第三方收回，則當實質上確認將收到償款且應收金額能可靠計量時，應收款項方確認為資產。

### 4. 估計不確定性的主要來源

本公司董事在應用本集團的會計政策(載述於附註3)時，董事需要就不可從表面上即時自其他來源得出的資產及負債賬面值作出估計及假設。估計及相關假設乃按過往經驗及被視為相關的其他因素得出。實際結果可能有別於該等估計。

估計及相關假設乃按持續基準檢討。倘會計估計的修訂僅影響修訂期間，則會於修訂有關估計期間確認該修訂，或倘修訂影響當前及未來期間，則會於修訂期間及未來期間確認。

以下為有關未來的主要假設以及於報告期末的估計不明朗因素的其他主要來源，此等假設及不明朗因素具有重大風險可導致下一財政年度內的資產及負債賬面值出現重大調整。

For the year ended 31 December 2016 截至2016年12月31日止年度

#### 4. KEY SOURCES OF ESTIMATION UNCERTAINTY (Continued)

##### Construction contracts

The Group recognises the amount of attributable profit or foreseeable losses from construction contracts based on the latest available budgets of those construction contracts with reference to the overall performance of each construction contract which requires management's best estimates and judgements. Construction revenue is estimated in accordance with the terms set out in the relevant contracts. Construction costs which mainly comprise installation costs and costs of materials are estimated 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 revenue and construction costs. Any change in the estimates of construction revenue or construction cost will affect the amount of foreseeable losses, or attributable profits recognised in the profit or loss prospectively in each reporting period using the percentage of completion method.

##### Estimated impairment of trade receivables

When there is objective evidence of impairment loss, the Group takes into consideration the estimation of future cash flows. The amount of the impairment loss is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows (excluding future credit losses that have not been incurred) discounted at the financial asset's original effective interest rate (i.e. the effective interest rate computed at initial recognition, where applicable). Where the actual future cash flows are less than expected, or being revised downward due to changes in facts and circumstances, a material impairment loss may arise. As at 31 December 2016, the carrying amount of trade receivables is RMB1,412,262,000 (2015: RMB830,806,000) as disclosed in note 19.

#### 5. REVENUE

Revenue represents the revenue arising on construction contracts.

#### 4. 估計不確定性的主要來源(續)

##### 建築合同

本集團根據建築合同的最新可得預算並參考各建築合同的整體表現確認源自該等建築合同的應佔盈利或可預見虧損金額，該過程須管理層進行最佳估計及判斷。建築收入乃根據相關合同所列條款估計。建築成本主要包括安裝成本及材料成本，乃由管理層按參與工程的主要承包商／供應商／賣方不時提供的報價及管理層的經驗而估計。由於建築行業的性質使然，管理層需定期檢討合同工程進度以及估計建築收入及建築成本。估計建築收入或建築成本的任何變動均將影響預期於各報告期間採用完工百分比方法於損益中確認的可預見虧損或應佔盈利金額。

##### 應收貿易款項的估計減值

倘有客觀證據顯示出現減值虧損，本集團會考慮估計未來現金流量。減值虧損金額為資產賬面值與按金融資產的原實際利率(即初步確認時估算的實際利率)折現的估計日後現金流量(不包括尚未產生的日後信貸虧損)現值的差額。倘實際未來現金流量較預期為少或因事實及情況發生改變而作出下調，則可能產生重大減值虧損。誠如附註19所披露，於2016年12月31日，應收貿易款項的賬面值為人民幣1,412,262,000元(2015年：人民幣830,806,000元)。

#### 5. 收益

收益指自建業合同產生的收益。



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## 6. SEGMENT INFORMATION

The Group's operating activities are attributable to the operating segments focusing on the construction of steel structure and prefabricated construction projects. These operating segments have been identified on the basis of internal management reports that are regularly reviewed by the executive directors of the Company who are the chief operating decision makers of the Group (the "CODM"). The executive directors review revenue and gross margin analysis by each construction contract for the purpose of resource allocation and performance assessment.

For segment reporting under HKFRS 8 "Operating Segments", the revenue and gross margin of each construction contract with similar economic characteristics has been aggregated into a single reportable and operating segment. The accounting policies of the operating segments are the same as the Group's accounting policies described in note 3. The segment revenue and segment result (i.e. gross margin) reviewed by the CODM is the same as the Group's revenue and gross profit.

Amounts of segment assets and liabilities of the Group have not been reviewed by the CODM.

### Entity-wide information

An analysis of the Group's revenue by major types of construction contracts is as follows:

		2016 2016年 RMB'000 人民幣千元	2015 2015年 RMB'000 人民幣千元
Construction of	建設		
— Steel structure projects	— 鋼結構項目	1,090,263	1,071,625
— Prefabricated construction projects	— 預製構件建築項目	560,497	763,039
		<b>1,650,760</b>	<b>1,834,664</b>

### Geographical information

No geographical segment information is presented as all the Group's revenue is derived from operations in the PRC and over 99% of the Group's non-current assets are located in the PRC.

## 6. 分部資料

本集團的經營活動歸屬於經營分部，該等分部專注於鋼結構及預製構件建築項目的建築施工。該等經營分部乃按內部管理報告基準確定，而內部管理報告由執行董事(彼等為本集團主要經營決策者)定期檢討。執行董事審閱各建築合同的收益及毛利率分析，以進行資源分配及表現評估。

就香港財務報告準則第8號「經營分部」下的分部報告而言，各份具類似經濟特點建築合同的收益及毛利率已合併為單一可報及經營分部。經營分部的會計政策與附註3所述本集團的會計政策相同。經主要經營決策者審閱的分部收益及分部業績(即毛利率)與本集團的收益及毛利相同。

本集團的分部資產及負債金額未經主要經營決策者審閱。

### 實體範圍資料

本集團按建築合同主要類別劃分的收益分析如下：

		2016 2016年 RMB'000 人民幣千元	2015 2015年 RMB'000 人民幣千元
Construction of	建設		
— Steel structure projects	— 鋼結構項目	1,090,263	1,071,625
— Prefabricated construction projects	— 預製構件建築項目	560,497	763,039
		<b>1,650,760</b>	<b>1,834,664</b>

### 地區資料

由於本集團的收益全部源自中國的營運，而本集團逾99%的非流動資產亦全部位於中國，故並無呈列地區分部資料。



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### 6. SEGMENT INFORMATION

(Continued)

#### Information about major customers

Revenues from customers of the corresponding years contributing over 10% of the total revenue of the Group are as follows:

		2016 2016年 RMB'000 人民幣千元	2015 2015年 RMB'000 人民幣千元
Customer A <sup>1</sup>	客戶A <sup>1</sup>	316,156	*
Customer B <sup>2</sup>	客戶B <sup>2</sup>	*	215,562

<sup>1</sup> Revenue from construction of steel structure projects.

<sup>2</sup> Revenue from construction of prefabricated construction projects.

\* The corresponding revenue did not contribute over 10% of the total revenue of the Group for the year.

### 6. 分部資料(續)

#### 有關主要客戶的資料

於有關年度，所貢獻的收益佔本集團總收益逾10%的客戶如下：

<sup>1</sup> 來自建設鋼結構項目的收益。

<sup>2</sup> 來自建設預製構件建築項目的收益。

\* 相關收益並無佔年內本集團總收益逾10%。

### 7. OTHER INCOME

		2016 2016年 RMB'000 人民幣千元	2015 2015年 RMB'000 人民幣千元
Sales of scrapped materials	廢料銷售	4,532	1,751
Interest income on bank deposits	銀行存款利息收入	3,013	2,920
Rental income	租金收入	2,144	—
Loan interest income	貸款利息收入	48	1,156
Exchange gain	匯兌收益	—	540
Others	其他	—	6
		<b>9,737</b>	<b>6,373</b>

### 7. 其他收入



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## 8. FINANCE COSTS

## 8. 財務成本

	2016 2016年 RMB'000 人民幣千元	2015 2015年 RMB'000 人民幣千元
Interests on short-term borrowings 短期貸款的利息	<b>6,554</b>	1,343

## 9. DIRECTORS' AND CHIEF EXECUTIVE'S EMOLUMENTS

## 9. 董事及主要行政人員薪酬

The emoluments paid or payable to each of the directors, which include the Chief Executive, were as follows:

已付或應付予各董事(包括主要行政人員)的薪酬如下:

		Fees	Salaries and other benefits	Discretionary bonus	Retirement benefit scheme contributions	Total
		袍金	薪金及其他福利	酌情花紅	退休福利計劃供款	總計
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
<b>For the year ended 31 December 2016:</b>	<b>截至2016年12月31日止年度:</b>					
Executive directors:	執行董事:					
Mr. Jiang Jianqiang	蔣建強先生	-	1,405	-	12	1,417
Mr. Shao Xiaoqiang	邵小強先生	-	805	-	12	817
Mr. Xu Fanghua	徐芳華先生	-	205	-	-	205
Sub-total	小計	-	2,415	-	24	2,439
Independent non-executive directors:	獨立非執行董事:					
Mr. Xu Jiaming	徐家明先生	103	-	-	-	103
Mr. Chen Tiegang	陳鐵鋼先生	103	-	-	-	103
Mr. Ma Chun Fung Horace (note a)	馬振峰先生(附註a)	195	-	-	-	195
Sub-total	小計	401	-	-	-	401
Total	總計					<b>2,840</b>

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9. DIRECTORS' AND CHIEF EXECUTIVE'S EMOLUMENTS

(Continued)

9. 董事及主要行政人員薪酬  
(續)

		Fees	Salaries and other benefits	Discretionary bonus	Retirement benefit scheme contributions	Total
		袍金	薪金及其他福利	酌情花紅	退休福利計劃供款	總計
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
<b>For the year ended 31 December 2015:</b>	<b>截至2015年12月31日止年度:</b>					
Executive directors:	執行董事:					
Mr. Jiang Jianqiang	蔣建強先生	—	1,393	1,200	13	2,606
Mr. Shao Xiaoqiang	邵小強先生	—	793	1,200	13	2,006
Mr. Wu Yimin (note b)	吳益民先生(附註b)	—	680	—	12	692
Mr. Xu Fanghua (note b)	徐芳華先生(附註b)	—	8	—	—	8
Sub-total	小計	—	2,874	2,400	38	5,312
Independent non-executive directors:	獨立非執行董事:					
Mr. Xu Jiaming	徐家明先生	97	—	—	—	97
Mr. Chen Tiegang	陳鐵鋼先生	97	—	—	—	97
Mr. Ma Chun Fung Horace	馬振峰先生	193	—	—	—	193
Sub-total	小計	387	—	—	—	387
Total	總計					5,699

Notes:

- (a) Mr. Ma Chun Fung Horace has resigned as an independent non-executive director effective from 13 Dec 2016. Mr. Luk Chi Shing was appointed as an independent non-executive director on 3 January 2017.
- (b) Mr. Wu Yimin has resigned as an executive director and Mr. Xu Fanghua was appointed an executive director on 15 December 2015.

附註:

- (a) 馬振峰先生已於2016年12月13日辭任獨立非執行董事。陸志成先生於2017年1月3日獲委任為獨立非執行董事。
- (b) 於2015年12月15日，吳益民先生辭任執行董事，而徐芳華先生獲委任為執行董事。



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## 9. DIRECTORS' AND CHIEF EXECUTIVE'S EMOLUMENTS

(Continued)

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

Mr. Shao Xiaoqiang is also the Chief Executive of the Company and his emoluments disclosed above include those for services rendered by him as the Chief Executive.

The discretionary bonus is determined by the performance of individuals.

None of the directors waived any emoluments for both years. No emolument was paid by the Group to any of the directors as an inducement to join or upon joining the Group or as compensation for loss of office.

## 10. FIVE HIGHEST PAID EMPLOYEES

The five highest paid employees of the Group during the year include two directors (2015: two directors), details of whose emoluments are set out in note 9 above. Details of the emoluments for the year of the remaining three (2015: three) highest paid employees who are neither a director nor chief executive of the Company were as follows:

## 9. 董事及主要行政人員薪酬 (續)

上文所示執行董事的薪酬主要就彼等與管理本公司及本集團事務有關的服務而支付。

上文所示獨立非執行董事的薪酬主要就彼等作為本公司董事的服務而支付。

邵小強先生亦為本公司主要行政人員，上文所披露酬金包括其作為主要行政人員提供服務所獲酬金。

酌情花紅根據個人表現釐定。

於兩個年度，概無董事放棄任何薪酬。本集團並無向任何董事支付任何酬金以作為彼等加入本集團或於加入本集團時的獎勵或作為離職補償。

## 10. 五名最高薪僱員

年內，本集團五名最高薪僱員包括兩名董事(2015年：兩名董事)，彼等的薪酬詳情載於上文附註9。年內餘下三名(2015年：三名)非本公司董事亦非主要行政人員的最高薪僱員的薪酬詳情載列如下：

		2016 2016年 RMB'000 人民幣千元	2015 2015年 RMB'000 人民幣千元
Salaries and other benefits	薪金及其他福利	1,177	438
Equity-settled share option expenses	股權掛鈎購股權開支	—	3,769
Retirement benefit scheme contributions	退休福利計劃供款	31	40
		<b>1,208</b>	<b>4,247</b>



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### 10. FIVE HIGHEST PAID EMPLOYEES

(Continued)

The number of the highest paid employees who are not the directors of the Company whose emoluments fell within the following bands is as follows:

		Number of individuals 人數	
		2016 2016年	2015 2015年
Nil to HK\$1,000,000	零至1,000,000港元	3	—
HK\$1,000,001 to HK\$1,500,000	1,000,001港元至 1,500,000港元	—	3
		<b>3</b>	<b>3</b>

No emolument was paid by the Group to any of the remaining highest paid individuals in the Group as an inducement to join or upon joining the Group or as compensation for loss of office for both years.

### 10. 五名最高薪僱員(續)

薪酬在以下範疇的非本公司董事的最高薪僱員的人數如下：

於兩個年度，本集團概無向本集團餘下任何最高薪人士支付任何薪酬，以作為吸引彼等加入或於加入本集團時的獎勵或離職補償。

### 11. INCOME TAX EXPENSE

		2016 2016年 RMB'000 人民幣千元	2015 2015年 RMB'000 人民幣千元
Current tax:	即期稅項：		
PRC Enterprise Income Tax	中國企業所得稅	<b>103,408</b>	<b>122,461</b>

Provision for the PRC Enterprise Income Tax was made based on the estimated taxable profits calculated in accordance with the relevant income tax laws and regulations applicable to the Company's PRC subsidiaries.

Under the Law of the PRC on Enterprise Income Tax (the "EIT Law") and Implementation Regulations of the EIT Law, the tax rate of the Company's PRC subsidiaries is 25%.

No provision for Hong Kong Profits Tax has been made as the Group had no assessable profits arising in Hong Kong for both years.

### 11. 所得稅開支

中國企業所得稅撥備乃按根據本公司的中國附屬公司適用的有關所得稅法律及法規計算的估計應課稅盈利作出。

根據《中華人民共和國企業所得稅法》(「企業所得稅法」)及企業所得稅法實施條例，本公司中國附屬公司的稅率為25%。

由於本集團於兩個年度並無在香港產生任何應課稅盈利，故此並未計提香港利得稅撥備。



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11. INCOME TAX EXPENSE (Continued)

The income tax expense for the year can be reconciled to the profit before tax per the consolidated statement of profit or loss and other comprehensive income as follows:

11. 所得稅開支(續)

年內的所得稅開支可與綜合損益及其他全面收益表所列的除稅前盈利對賬如下：

		2016 2016年 RMB'000 人民幣千元	2015 2015年 RMB'000 人民幣千元
Profit before tax	除稅前盈利	<b>391,677</b>	448,364
Tax at the PRC Enterprise Income Tax rate of 25% (2015: 25%)	按中國企業所得稅稅率25%計算的稅項(2015年：25%)	<b>77,919</b>	112,091
Tax effect of expenses not deductible for tax purpose	不可扣稅開支的稅務影響	<b>488</b>	6,319
Tax effect of tax loss not recognised	尚未確認稅項虧損之稅務影響	<b>4,398</b>	2,380
Tax effect of different tax rate of subsidiaries operating in other jurisdiction	於其他司法權區營運的附屬公司不同稅率的稅務影響	<b>2,265</b>	1,226
Tax effect of income not taxable for tax purpose	毋須課稅收入之稅務影響	<b>(1,976)</b>	—
Others	其他	<b>314</b>	445
Income tax expense for the year	年內所得稅開支	<b>103,408</b>	122,461

Details of the deferred taxation are set out in note 28.

有關遞延稅項之詳情載於附註28。

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12. PROFIT FOR THE YEAR

12. 年內盈利

		2016 2016年 RMB'000 人民幣千元	2015 2015年 RMB'000 人民幣千元
Profit for the year has been arrived at after charging (crediting):	經扣除(計入)以下各項後達致的年內盈利:		
Auditor's remuneration — audit services	核數師酬金—核數服務	2,853	1,594
Depreciation of property, plant and equipment	物業、廠房及設備折舊	16,980	14,217
Less: amounts capitalised in contract work in progress	減: 於在建合同工程中撥充為資本的款項	<u>(13,958)</u>	<u>(10,674)</u>
		<u>3,022</u>	<u>3,543</u>
Amortisation of prepaid lease payments	預付租賃款項攤銷	915	892
Less: amounts capitalised in contract work in progress	減: 於在建合同工程中撥充為資本的款項	<u>(915)</u>	<u>(339)</u>
		<u>—</u>	<u>553</u>
Staff costs (including directors' emoluments)	員工成本(包括董事薪酬)		
Salaries and other benefit	薪金及其他福利	60,716	62,521
Equity settled share-based payments	以股權結算以股份為基礎之支付	—	12,565
Retirement benefit scheme contributions	退休福利計劃供款	5,697	4,726
		<u>66,413</u>	<u>79,812</u>
Less: amounts capitalised in contract work in progress	減: 於在建合同工程中撥充為資本的款項	<u>(55,045)</u>	<u>(51,315)</u>
		<u>11,368</u>	<u>28,497</u>
Operating lease rentals in respect of Premises	以下經營租賃的租金: 物業	5,519	7,433
Less: amounts capitalised in contracts work in progress	減: 於在建合同工程中撥充為資本的款項	<u>(3,908)</u>	<u>(5,502)</u>
		<u>1,611</u>	<u>1,931</u>
Net exchange loss (gain) (Reversal of) provisions for financial guarantees (included in administrative expenses)	匯兌虧損(收益)淨額 財務擔保撥備(撥回) (計入行政開支)	6,608	(540)
Research cost recognised as an expense	確認為開支的研究成本	(5,996)	12,196
Contract work in progress recognised as expense	確認為開支的在建合同工程	600	600
		<u>1,210,596</u>	<u>1,300,676</u>



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13. DIVIDENDS

13. 股息

		2016 2016年 RMB'000 人民幣千元	2015 2015年 RMB'000 人民幣千元
Dividend recognised as distribution during the year:	年內確認為分派之股息：		
Final dividend paid in respect of the year ended 31 December 2015 of RMB1.6 cents (equivalent to HK1.91 cents) (31 December 2015: final dividend paid in respect of the year ended 31 December 2014 of RMB1.93 cents (equivalent to HK2.44 cents)) per Share	截至2015年12月31日止年度所支付之末期股息每股人民幣1.6分(相當於1.91港仙)(2015年12月31日：截至2014年12月31日止年度所支付之末期股息每股人民幣1.93分(相當於2.44港仙))	<b>32,608</b>	33,939

The directors do not recommend any payment of final dividend and propose that the profit for the year be retained.

董事建議不派付任何末期股息，並建議保留年內盈利。



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### 14. EARNINGS PER SHARE

The calculation of basic and diluted earnings per Share is based on the following data:

### 14. 每股盈利

每股基本及攤薄盈利乃按以下數據計算：

		2016 2016年 RMB'000 人民幣千元	2015 2015年 RMB'000 人民幣千元
<b>Earnings</b>			
	<b>盈利</b>		
Earnings for the purpose of basic and diluted earnings per Share	就計算每股基本及攤薄盈利之盈利		
Profit for the year	年內盈利	<b>288,269</b>	325,903
		<b>'000 千股</b>	'000 千股
<b>Number of shares</b>			
	<b>股份數目</b>		
Weighted average number of ordinary shares for the purpose of basic earning per Share	就計算每股基本盈利之普通股加權平均數	<b>2,040,227</b>	1,859,003
Effect of dilutive potential ordinary shares: share options	具攤薄潛力之普通股之影響：購股權	—	2,038
Weighted average number of ordinary shares for the purpose of diluted earning per Share	就計算每股攤薄盈利之普通股加權平均數	<b>2,040,227</b>	1,861,041

No diluted earnings per Share was noted for current year as that was no potential ordinary share outstanding.

由於並無潛在普通股發行在外，故本年度並無呈報每股攤薄盈利。



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15. PROPERTY, PLANT AND EQUIPMENT

15. 物業、廠房及設備

		Buildings and structures 樓宇及構築物 RMB'000 人民幣千元	Plant and machinery 廠房及機器 RMB'000 人民幣千元	Motor vehicles 汽車 RMB'000 人民幣千元	Office equipment 辦公室設備 RMB'000 人民幣千元	Leasehold improvement 租賃物業裝修 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
COST	成本						
At 1 January 2015	於2015年1月1日	65,620	18,796	5,345	1,327	322	91,410
Additions	添置	—	71,280	—	94	—	71,374
Acquisition of a subsidiary	收購附屬公司	54,499	31,972	47	77	—	86,595
At 31 December 2015	於2015年12月31日	120,119	122,048	5,392	1,498	322	249,379
Additions	添置	—	15	—	8	—	23
<b>At 31 December 2016</b>	<b>於2016年12月31日</b>	<b>120,119</b>	<b>122,063</b>	<b>5,392</b>	<b>1,506</b>	<b>322</b>	<b>249,402</b>
DEPRECIATION	折舊						
At 1 January 2015	於2015年1月1日	14,289	11,795	4,266	877	232	31,459
Provided for the year	年內撥備	6,253	7,069	615	190	90	14,217
At 31 December 2015	於2015年12月31日	20,542	18,864	4,881	1,067	322	45,676
Provided for the year	年內撥備	6,396	10,240	195	149	—	16,980
<b>At 31 December 2016</b>	<b>於2016年12月31日</b>	<b>26,938</b>	<b>29,104</b>	<b>5,076</b>	<b>1,216</b>	<b>322</b>	<b>62,656</b>
CARRYING VALUES	賬面值						
<b>At 31 December 2016</b>	<b>於2016年12月31日</b>	<b>93,181</b>	<b>92,959</b>	<b>316</b>	<b>290</b>	<b>—</b>	<b>186,746</b>
At 31 December 2015	於2015年12月31日	99,577	103,184	511	431	—	203,703

The above items of property, plant and equipment are depreciated on a straight line basis over their estimated useful lives and after taking into account of their estimated residual value, at the following rates per annum:

上述物業、廠房及設備項目乃經計及彼等的估計剩餘價值後於估計可使用年期限內以直線法按下列年率折舊：

Buildings and structures	5%	樓宇及構築物	5%
Plant and machinery	10%	廠房及機器	10%
Motor vehicles	10%–19%	汽車	10%–19%
Office equipment	5%–19%	辦公室設備	5%–19%
Leasehold improvement	Over the remaining lease period of the office premise	租賃物業裝修	於辦公室物業餘下租賃期內

The Group's buildings are situated on leasehold land in the PRC.

本集團的樓宇均位於中國境內的租賃土地上。

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16. PREPAID LEASE PAYMENTS

16. 預付租賃款項

		2016 2016年 RMB'000 人民幣千元	2015 2015年 RMB'000 人民幣千元
The carrying value of land comprises: 土地的賬面值包括:			
Leasehold land in the PRC 中國境內的租賃土地		39,101	40,016
Analysed for reporting purposes as: 以申報為目的分析:			
Non-current asset 非流動資產		38,199	39,114
Current asset 流動資產		902	902
		<b>39,101</b>	<b>40,016</b>

17. INTEREST IN A JOINT VENTURE

17. 於一間合營企業之權益

		2016 2016年 RMB'000 人民幣千元	2015 2015年 RMB'000 人民幣千元
Costs of unlisted investment 非上市投資成本		153,000	153,000
Share of profit of a joint venture 分佔合營企業盈利		502	—
		<b>153,502</b>	<b>153,000</b>

Details of the Group's joint venture at the end of the reporting period are as follows:

本集團於報告期末的合資企業詳情如下:

Name of entity 實體名稱	Country of incorporation/ registration 註冊成立/ 註冊國家	Principal place of business 主要營業地點	Proportion of ownership invest held by the Group 本集團所持擁有權投資比例		Proportion of voting right held by the Group 本集團所持投票權比例		Principal activity 主要活動
			2016 2016年	2015 2015年	2016 2016年	2015 2015年	
江蘇華晨賽特投資發展有限公司 ("Jiangsu HuaChen Saite")	the PRC	the PRC	51%	51%	51%	51%	Inactive
江蘇華晨賽特投資發展有限公司 ("江蘇華晨賽特")	中國	中國	51%	51%	51%	51%	暫無營業



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## 17. INTEREST IN A JOINT VENTURE

(Continued)

In June 2015, the Group, together with two independent third parties, established Jiangsu HuaChen Saite, a PRC-incorporated company and engaged in construction of steel structure and prefabricated construction projects, which a total capital injection of RMB153,000,000. Upon the establishment of Jiangsu HuaChen Saite, the Group held 51% equity interests in Jiangsu HuaChen Saite while the other two parties, namely 北京城建道橋建設集團有限公司 and 宜興市鴻瑞物資有限公司 (“Yixing Hongrui”) held 40% and 9%, respectively. The investment is classified as investment in a joint venture because no single party could control Jiangsu HuaChen Saite and the relevant activities require unanimous consent of the parties sharing control. Jiangsu HuaChen Saite was incorporated to continue the expansion of the Group’s operation. Summarised financial information in respect of the Group’s investment in the joint venture is set out below. The summarised financial information below represents amounts shown in the joint venture’s financial statements prepared in accordance with HKFRSs.

The joint venture is accounted for using the equity method in these consolidated financial statements.

## 17. 於一間合營企業之權益(續)

於2015年6月，本集團連同兩位獨立第三方設立江蘇華晨賽特(於中國註冊成立之公司)，從事建造鋼結構及預製構件建築項目，共注資人民幣153,000,000元。設立江蘇華晨賽特後，本集團持有江蘇華晨賽特51%股權，而其餘兩方，即北京城建道橋建設集團有限公司及宜興市鴻瑞物資有限公司(「宜興鴻瑞」)分別持有40%及9%股權。由於任何一方均無法控制江蘇華晨賽特，而相關活動需取得分享控制權的各方一致同意，故該投資歸類為於合營企業的投資。註冊成立江蘇華晨賽特的目的是繼續擴展本集團之業務。本集團於合營企業的投資的財務資料概要載列如下。下文所載之財務資料概要指合營企業根據香港財務報告準則編製的財務報表所示之金額。

在該等綜合財務報表中，合營企業以權益法入賬。

		2016 2016年 RMB'000 人民幣千元	2015 2015年 RMB'000 人民幣千元
Current assets	流動資產	<b>301,035</b>	300,000
Non-current assets	非流動資產	—	—
Current liabilities	流動負債	<b>51</b>	—
Non-current liabilities	非流動負債	—	—
The above amounts of assets include the following:	上述資產款項包括以下各項：		
Cash and cash equivalents	現金及現金等價物	<b>301,035</b>	300,000
Profit and total comprehensive income	盈利及全面收入總額	<b>984</b>	—



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17. INTEREST IN A JOINT VENTURE

(Continued)

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

17. 於一間合營企業之權益(續)

上述財務資料概要與於綜合財務報表內確認之於一間合營企業之權益的賬面值之對賬：

		2016 2016年 RMB'000 人民幣千元	2015 2015年 RMB'000 人民幣千元
Equity attributable to owners of the joint venture	合營企業擁有人應佔權益	300,984	300,000
Proportion of the Group's ownership interest	本集團之所有權益百分比	51%	51%
Carrying amount of the Group's interest in the joint venture	本集團於一間合營企業之權益的賬面值	<b>153,502</b>	153,000

18. AMOUNTS DUE FROM (TO) CUSTOMERS FOR CONTRACT WORK

18. 應收(應付)客戶合同工程款項

		2016 2016年 RMB'000 人民幣千元	2015 2015年 RMB'000 人民幣千元
Contracts in progress at the end of the year:	於年末進行中合同：		
Contract costs incurred	已產生合同成本	1,548,104	1,771,158
Recognised profits less recognised losses	已確認盈利減已確認虧損	558,944	740,080
		<b>2,107,048</b>	2,511,238
Less: progress billings	減：工程進度款	<b>(2,100,383)</b>	(2,507,983)
		<b>6,665</b>	3,255
Analysed for reporting purposes as:	以申報為目的分析：		
Amounts due from contract customers	應收合同客戶款項	8,138	4,264
Amounts due to contract customers	應付合同客戶款項	<b>(1,473)</b>	(1,009)
		<b>6,665</b>	3,255



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

As at 31 December 2016, retention held by customers for contract work amounting to RMB305,954,000 (2015: RMB367,077,000) have been included in trade receivables under current assets.

## 19. TRADE RECEIVABLES

The trade receivables arising from construction contracts are billed and receivable in accordance with terms of the relevant agreements. Payments are typically made based on either the milestone events stipulated in the construction contracts or the actual progress of the work performed. The credit periods are ranging from 30 to 90 days, which vary in accordance with the contract terms.

The following is an aged analysis of trade receivables, net of allowance for doubtful debts, presented based on the date of progress billing at the end of the year.

## 18. 應收(應付)客戶合同工程款項 (續)

於2016年12月31日，由客戶就合同工程持有的保留金人民幣305,954,000元(2015年：人民幣367,077,000元)已計入流動資產項下的應收貿易款項。

## 19. 應收貿易款項

由建築合同產生的應收貿易款項乃按有關協議的條款開出賬單及收取。付款通常根據建築合同訂明的重要階段或按照實際施工進度作出。信貸期介乎30至90日之間，該期限根據合同條款而變動。

以下為於年末按進度款日期呈列的應收貿易款項(經扣除呆賬撥備)的賬齡分析。

		2016 2016年 RMB'000 人民幣千元	2015 2015年 RMB'000 人民幣千元
0-30 days	0-30天	192,940	172,595
31-90 days	31-90天	435,156	262,690
91-180 days	91-180天	311,345	28,444
181 days-1 year	181天-1年	154,586	—
Over 1 year	1年以上	12,281	—
		<b>1,106,308</b>	463,729
Retention receivables	應收保留金	<b>305,954</b>	367,077
		<b>1,412,262</b>	830,806
<b>Retention receivables</b>	<b>應收保留金</b>		
Due within 1 year	1年內到期	<b>251,459</b>	226,815
Due after 1 year	1年後到期	<b>54,495</b>	140,262
		<b>305,954</b>	367,077

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### 19. TRADE RECEIVABLES (Continued)

Retention receivables are interest-free and recoverable at the end of the retention period of individual construction contracts ranging from 1 to 3 years.

Before accepting any new customer, the Group assesses the potential customer's credit quality and defines credit limits by customer. Management of the Group is of the opinion that the credit quality of the trade receivables balances that are neither past due nor impaired at the end of the reporting period is of good quality.

Included in the Group's trade receivables are debtors with aggregate carrying amount of RMB613,380,000 as at 31 December 2016 (2015: RMB89,529,000), which are past due as at the end of the year for which the Group has not provided for impairment loss.

#### Ageing of trade receivables which are past due but not impaired:

		2016 2016年 RMB'000 人民幣千元	2015 2015年 RMB'000 人民幣千元
0-90 days	0-90天	214,505	57,228
91-180 days	91-180天	190,246	4,287
180 days above	180天以上	134,608	—
		<b>539,359</b>	61,515
Retention receivables	應收保留金	<b>74,021</b>	28,014
		<b>613,380</b>	89,529

The directors of the Company consider that the trade receivables that are past due but not impaired are recoverable whereby there has not been a significant change in credit quality of the trade debtors and there is no recent history of default, and hence no allowance for doubtful debts was made as at 31 December 2016. The Group does not hold any collateral over these balances.

### 19. 應收貿易款項(續)

應收保留金為免息，及於各建築合同保留期(介乎1至3年之間)末可予收回。

於接受任何新客戶前，本集團會評估潛在客戶的信貸質素並界定各客戶的信貸限額。本集團管理層認為，於報告期末既未逾期亦未減值的應收貿易款項結餘的信貸質素良好。

於2016年12月31日，本集團應收貿易款項包括賬面總額為人民幣613,380,000元(2015年：人民幣89,529,000元)的應收款項，該等款項於年末已逾期，而本集團並無對其作出減值虧損撥備。

#### 已逾期但未減值的應收貿易款項的賬齡如下：

鑒於應收貿易賬款的信貸質素並無發生重大變化及並無近期拖欠記錄，本公司董事認為已逾期但未減值的應收貿易款項可予收回及於2016年12月31日，並無作出任何呆賬撥備。本集團並無就該等結餘持有任何抵押品。



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## 20. OTHER RECEIVABLES, DEPOSITS AND PREPAYMENTS

## 20. 其他應收款項、按金及預付款項

		2016 2016年 RMB'000 人民幣千元	2015 2015年 RMB'000 人民幣千元
Prepayments	預付款項	112,571	186,945
Deposits paid	已付按金	756	726
Other receivables	其他應收款項	—	1,203
		<b>113,327</b>	<b>188,874</b>

Prepayments mainly represent the material costs prepaid to suppliers at the total amount of RMB105,114,000 (2015: RMB177,434,000) during the current year.

預付款項主要為本年度內預付予供應商的物料成本，總數為人民幣105,114,000元(2015年：人民幣177,434,000元)。

## 21. LOAN RECEIVABLE

On 16 June 2015, Modern Day Holdings Limited, a subsidiary of the Company entered into a loan agreement amounting to HK\$26,500,000 (equivalent to RMB22,202,000) with an entity incorporated in the British Virgin Islands which is an independent third party. The loan receivable of the Group was unsecured, interest bearing and was repaid in February 2016. Effective interest rate is 10% per annum.

## 21. 應收貸款

於2015年6月16日，本公司的附屬公司全傑控股有限公司與一家於英屬處女群島註冊成立的實體(為獨立第三方)訂立款額為26,500,000港元(相等於人民幣22,202,000元)的貸款協議。本集團的應收貸款乃無抵押、計息及已於2016年2月償還，並按實際年利率10%計息。

## 22. BANK BALANCES

At 31 December 2016, bank balances carry interest at prevailing market rates ranged from 0.01% to 0.385% (2015: 0.01% to 0.35%) per annum.

## 22. 銀行結餘

於2016年12月31日，銀行結餘按當時的市場年利率介乎0.01%至0.385%(2015年：0.01%至0.35%)計息。



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### 23. TRADE PAYABLES

Trade payables are settled in accordance with the relevant agreements. An aged analysis of the Group's trade payables (by goods receipt date) at the end of the reporting period is as follows:

		2016 2016年 RMB'000 人民幣千元	2015 2015年 RMB'000 人民幣千元
0-30 days	0-30天	58,699	49,833
31-90 days	31-90天	8,545	3,035
91-180 days	91-180天	—	2,100
		<b>67,244</b>	54,968
Retention payables	應付保留金	<b>5,908</b>	20,026
		<b>73,152</b>	74,994
<b>Retention payables</b>	<b>應付保留金</b>		
Due within 1 year	1年內到期	5,908	18,703
Due after 1 year	1年後到期	—	1,323
		<b>5,908</b>	20,026

### 23. 應付貿易款項

應付貿易款項乃根據相關協議支付。於報告期末，本集團的應付貿易款項(按收貨日期)的賬齡分析如下：

### 24. OTHER PAYABLES AND ACCRUALS

		2016 2016年 RMB'000 人民幣千元	2015 2015年 RMB'000 人民幣千元
Accrued wages and staff benefits	應計工資及員工福利	12,336	14,184
Other accrued expenses	其他應計開支	4,916	2,764
Other tax payables	其他應付稅項	14,909	13,192
Other payables	其他應付款項	4,341	2,175
		<b>36,502</b>	32,315

### 24. 其他應付款項及應計費用



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## 25. AMOUNT DUE TO A DIRECTOR

The amount due to a director as at 31 December 2016 represented amount due to Mr. Jiang Jianqiang which is unsecured, interest-free and repayable on demand.

## 25. 應付一名董事款項

2016年12月31日的應付一名董事款項指應付蔣建強先生的款項，該款項為無抵押、免息及須於要求時償還。

## 26. PROVISIONS

## 26. 撥備

		Provisions for financial guarantees 財務擔保撥備	
		2016 2016年 RMB'000 人民幣千元	2015 2015年 RMB'000 人民幣千元
At the beginning of the year	於年初	12,196	—
Addition of provisions	添置撥備	1,404	12,196
Reversal of provisions	撥備撥回	(7,400)	—
At the end of the year	於年末	6,200	12,196

(i) Jiangsu Saite Steel Structure Co., Ltd. ("Saite Steel (Jiangsu)"), a subsidiary of the Group, and Mr. Jiang Jianqiang, a director of the Company, provided jointly and severally financial guarantees to a micro credit entity in Jiangsu, the PRC, in respect of a loan of approximately RMB3,000,000 granted to an individual, namely, 梅秀芳. Besides, Saite Steel (Jiangsu), Mr. Jiang Jianqiang and two other individuals, namely, 梅正芳 and 梅秀芳, provided jointly and severally financial guarantees to the same micro credit entity in respect of a loan of approximately RMB2,000,000 granted to another individual, namely, 田麗. 梅正芳, 梅秀芳 and 田麗 are independent third parties. The loans were past due and no settlement was made as at 31 December 2015. The borrowers and guarantors were then sued collectively by the lender for the default of payment and requested to settle the outstanding balances with interest. Provisions for financial guarantees including interest of RMB5,029,000 was recognised during the year ended 31 December 2015.

(i) 本集團附屬公司江蘇賽特鋼結構有限公司(「賽特鋼結構(江蘇)」)及本公司董事蔣建強先生共同及個別就借予一名個別人士(即梅秀芳)約人民幣3,000,000元的貸款向中國江蘇省一間小額信貸公司提供財務擔保。此外，賽特鋼結構(江蘇)、蔣建強先生和其他兩名個別人士梅正芳及梅秀芳共同及個別就借予另一名個別人士(即田麗)約人民幣2,000,000元的貸款向相同的小額信貸公司提供財務擔保。梅正芳、梅秀芳及田麗均為獨立第三方。該等貸款經已逾期，且於2015年12月31日並未作出清還。其後貸款人就拖欠還款對借款人及擔保人共同提起控告，要求清付未償還結餘連利息。截至2015年12月31日止年度，已確認含人民幣5,029,000元利息在內的財務擔保撥備。

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## 26. PROVISIONS (Continued)

(i) (Continued)

During the current year, a settlement agreement was agreed among between 梅秀芳, 田麗 and the micro credit entity on the repayment schedule, where 梅秀芳 would repay a total amount of RMB3,500,000, of which RMB2,100,000 by the end of December 2016, RMB700,000 by the end of December 2017 and RMB700,000 by the end of December 2018, and 田麗 would repay a total amount of RMB2,300,000, of which RMB1,300,000 by the end of December 2016, RMB500,000 by the end of December 2017 and RMB500,000 by the end of 30 December 2018. A reversal of provisions of RMB3,400,000 was made in respect of the amount settled during the year ended 31 December 2016.

- (ii) Saite Steel (Jiangsu) acted as a financial guarantor to Yixing Hongrui, a shareholder of the joint venture of the Group, for its purchases of goods from a supplier operated in Shanghai, the PRC, of approximately RMB7,167,000 in aggregate. The balance was originally past due but it was subsequently agreed in 2015 among the involved parties on the repayment schedule where Yixing Hongrui would repay approximately RMB1,000,000 on a monthly installment basis from February 2016 to September 2016.

Based on the estimation by the directors of the Company, the Group is probable to be required to settle the debts and a provision for financial guarantee of RMB7,167,000 was recognised during the year ended 31 December 2015. Yixing Hongrui defaulted the payment from February 2016 to September 2016, and a revised settlement agreement was entered in October 2016, where Yixing Hongrui would repay a total amount of RMB7,800,000, of which RMB2,000,000 before 25 October 2016, RMB2,000,000 before 25 December 2016, RMB2,000,000 by the end of August 2017 and RMB1,800,000 by the end of August 2018. A reversal of provisions of RMB4,000,000 was made in respect of the amount settled during the year ended 31 December 2016.

The additional provision for the year ended in 31 December 2016 represent the estimated interest and penalties under these financial guarantees.

## 26. 撥備(續)

(i) (續)

於本年度期間，梅秀芳、田麗與小額信貸公司已就還款時間表協定清償協議，據此，梅秀芳將償還總金額人民幣3,500,000元(其中須於2016年12月底之前償還人民幣2,100,000元、於2017年12月底之前償還人民幣700,000元及於2018年12月底之前償還人民幣700,000元)及田麗將償還總金額人民幣2,300,000元(其中須於2016年12月底之前償還人民幣1,300,000元、於2017年12月底之前償還人民幣500,000元及於2018年12月30日之前償還人民幣500,000元)。已就截至2016年12月31日止年度結算之款項撥回撥備人民幣3,400,000元。

- (ii) 賽特鋼結構(江蘇)亦擔任宜興鴻瑞(本集團合營企業的股東)的財務擔保人，擔保其向於中國上海營運的供應商購買的貨品合共約人民幣7,167,000元。有關結餘原本已逾期，惟所涉各方其後已於2015年協定還款時間表，據此，宜興鴻瑞將自2016年2月至2016年9月期間按月分期償還約人民幣1,000,000元。

基於本公司董事的估計，本集團可能須償還債務，並確認截至2015年12月31日止年度為數人民幣7,167,000元之財務擔保撥備。宜興鴻瑞未能於2016年2月至2016年9月期間作出付款，且於2016年10月訂立經修訂清償協議，據此，宜興鴻瑞須合共償還人民幣7,800,000元，其中人民幣2,000,000元、人民幣2,000,000元、人民幣2,000,000元及人民幣1,800,000元分別須於2016年10月25日、2016年12月25日、2017年8月結束之前及2018年8月結束之前償還。已就截至2016年12月31日止年度清償之金額撥回撥備人民幣4,000,000元。

截至2016年12月31日止年度之額外撥備指該等財務擔保項下之估計利息及罰款。



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## 27. SHORT-TERM BORROWINGS

On 29 September 2015 and 16 October 2015, the Company entered into loan agreements amounting to HK\$50,000,000 and HK\$40,000,000 (equivalent to RMB44,795,000 and RMB35,836,000) with an individual and an entity incorporated in Hong Kong, respectively, which are both independent third parties. The borrowings of the Group are unsecured, interest bearing at 8% per annum and repayable on 29 September 2016 and 16 October 2016, respectively. The loan agreements were subsequently extended to 15 March 2017 and 17 October 2017, respectively. Effective interest rate are 12.4% and 8.4% (2015: 8% and 8%) respectively per annum respectively.

## 27. 短期借貸

於2015年9月29日及2015年10月16日，本公司分別與一名個別人士及一家在香港註冊成立的實體（均為獨立第三方）訂立金額為50,000,000港元及40,000,000港元（分別相當於人民幣44,795,000元及人民幣35,836,000元）的貸款協議。本集團的借貸為無抵押、年息8%，分別於2016年9月29日及2016年10月16日到期應付。貸款協議隨後分別延期至2017年3月15日及2017年10月17日。實際年利率分別為12.4%及8.4%（2015年：8%及8%）。

## 28. DEFERRED TAX LIABILITY

## 28. 遞延稅項負債

Withholding tax  
on undistributed  
earnings  
未分派盈利的  
預扣稅  
RMB'000  
人民幣千元

At 1 January 2015 and 31 December 2015  
and 2016

於2015年1月1日以及2015年及  
2016年12月31日

92,116

According to a joint circular of the Ministry of Finance and State Administration of Taxation – Cai Shui 2008 No. 1, dividend distributed out of the profits generated by subsidiaries established in the PRC to “non PRC-resident” investors since 1 January 2008 shall be subject to PRC Enterprise Income Tax and tax payment to be withheld by the PRC entity pursuant to Articles 3 and 27 of the Income Tax Law Concerning Foreign Investment Enterprises and Foreign Enterprises and Article 91 of the Detailed Rules for the Implementation of the Income Tax Law for Enterprises with Foreign Investment Enterprises and Foreign Enterprises. Deferred taxation has not been provided for the year ended 31 December 2015 and 31 December 2016 in the consolidated financial statements in respect of temporary differences attributable to accumulated profits of the PRC subsidiaries amounting to approximately RMB622,790,000 (2015: RMB360,586,000) as the Group is able to control the timing of the reversal of the temporary differences and it is probable that the temporary differences will not reverse in the foreseeable future.

根據財政部及國家稅務總局的聯合通知 – 財稅2008第1號，自2008年1月1日起將於中國成立的附屬公司產生的盈利作為股息分派予「非中國居民」投資者須繳納中國企業所得稅，並根據外商投資企業和外國企業所得稅法第3及27條以及外商投資企業和外國企業所得稅法實施細則第91條由中國實體預扣稅款。截至2015年12月31日及2016年12月31日止年度，由於本集團能夠控制撥回暫時性差額的時間及該等暫時性差額有可能於可見將來不會撥回，故並無於綜合財務報表就中國附屬公司累計盈利約人民幣622,790,000元（2015年：人民幣360,586,000元）應佔的暫時性差額撥備遞延稅項。



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### 28. DEFERRED TAX LIABILITY

(Continued)

As at 31 December 2016, the Group has unused tax losses of approximately RMB41,076,000 (2015: RMB14,424,000) available for offsetting against future taxable profits. No deferred tax asset has been recognised in respect of such losses due to the unpredictability of future profit streams. The unused tax losses may be carried forward indefinitely.

### 28. 遞延稅項負債(續)

於2016年12月31日，本集團尚未動用的稅項虧損約為人民幣41,076,000元(2015年：人民幣14,424,000元)，可用作抵銷未來應課稅盈利。由於無法預知未來盈利來源，故本集團並無就該等虧損確認遞延稅項資產。未動用之稅務虧損可無限期結轉。

### 29. SHARE CAPITAL

### 29. 股本

		Number of Shares at HK\$0.10 per Share 每股面值0.10港元 的股份數目	Amount 金額 HK\$'000 千港元	Shown in the consolidated financial statements 綜合財務報表 內所示金額 RMB'000 人民幣千元
<b>Authorised:</b>	<b>法定：</b>			
At 1 January 2015 and 31 December 2015	於2015年1月1日及 2015年12月31日	5,000,000,000	500,000	
Increase of authorised share capital (note (a))	法定股本增加(附註(a))	45,000,000,000	4,500,000	
At 31 December 2016	於2016年12月31日	<u>50,000,000,000</u>	<u>5,000,000</u>	
<b>Issued and fully paid:</b>	<b>已發行及繳足：</b>			
At 1 January 2015	於2015年1月1日	1,600,000,000	160,000	126,653
Issue of new Shares (note (b))	新股發行(附註(b))	278,000,000	27,800	21,970
Exercise of share options (note 32)	行使購股權(附註32)	160,000,000	16,000	12,645
At 31 December 2015	於2015年12月31日	2,038,000,000	203,800	161,268
Issue of new Shares (note (c))	新股發行(附註(c))	203,800,000	20,380	18,259
At 31 December 2016	於2016年12月31日	<u>2,241,800,000</u>	<u>224,180</u>	<u>179,527</u>



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## 29. SHARE CAPITAL (Continued)

Notes:

- (a) On 20 May 2016, the authorised share capital of the Company was increased from HK\$500,000,000 to HK\$5,000,000,000 by the creation of the additional 45,000,000,000 new shares of HK\$0.10 each.
- (b) On 5 June 2015 and 23 June 2015, the Company issued 100,000,000 and 178,000,000 new Shares pursuant to the two share subscription agreements entered into separately between the Company and Native Land Investment Holdings Limited and Beijing Urban Construction Road and Bridge Group Co., Ltd. on 21 May 2015 at a subscription price of HK\$1.426 per share (with reference to the closing market price of HK\$1.24 per share). The issue of new Shares which raised a total capital of HK\$396,428,000 (equivalent to RMB313,297,000). These new Shares rank pari passu in all respects with the existing Shares.
- (c) On 28 December 2016, the Company issued 203,800,000 new Shares pursuant to a share subscription agreement entered into between the Company and Five Seasons XIV Limited on 12 December 2016 a subscription price of HK\$0.52 per share. The issue of new Shares raised a total capital of HK\$105,976,000 (equivalent to RMB94,944,000). These new Shares rank pari passu in all respects with the existing Shares.

The directors were of the view that upon the subscription, the Group can (i) raise capital for it to facilitate its long-term development and further strengthen its financial position and to use the funds for general working capital purpose; and (ii) bring in a renowned investor with strong financial resources and extensive business network including but not limited to areas of cooperation in property development and green building which will in turn bring strategic value to the Group.

## 29. 股本 (續)

附註：

- (a) 於2015年5月20日，本公司的法定股本透過增設額外45,000,000,000股每股面值0.10港元的新股份由500,000,000港元增加至5,000,000,000港元。
- (b) 於2015年6月5日及2015年6月23日，本公司根據與Native Land Investment Holdings Limited及北京城建道橋建設集團有限公司於2015年5月21日訂立的兩份股份認購協議，以認購價每股1.426港元發行100,000,000股及178,000,000股新股份(經參考收市市價每股1.24港元)，有關新股發行籌集到總資本396,428,000港元(相等於人民幣313,297,000元)。該等新股份與現有股份在各方面享有同等權益。
- (c) 於2016年12月28日，本公司根據與Five Seasons XIV Limited於2016年12月12日訂立的股份認購協議，以認購價每股0.52港元，發行203,800,000股新股。新股發行籌集到總資本105,976,000港元(相等於人民幣94,944,000元)。該等新股份與現有股份在各方面享有同等權益。

董事認為於認購事項後，本集團可(i)為其籌集資金以促進其長線發展並進一步加強其財務狀況，並將資金用作一般營運資金；及(ii)引入具有雄厚財務資源及廣泛業務網絡的知名投資者(合作範疇包括但不限於物業發展及綠色建築)，從而為本集團帶來戰略價值。

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### 30. CAPITAL RISK MANAGEMENT

The Group manages its capital to ensure that the entities in the Group will be able to continue as a going concern while maximising the return to shareholders through the optimisation of the debt and equity balance. The Group's overall strategy remains unchanged from prior year.

The capital structure of the Group consists of net debts, which includes amount due to a director and short-term borrowings disclosed in notes 25 and 27, respectively, net of cash and cash equivalents and equity attributable to owners of the Company, comprising share capital, share premium, reserves and retained profits.

The director of the Company review the capital structure on a continuous basis taking into account the cost of capital and the risk associated with the capital. The Group will balance its overall capital structure through payment of dividend, new shares issue as well as the issue of new debt or repayment of existing debt.

### 30. 資本風險管理

本集團管理其資本，以確保本集團的實體將可持續經營，並透過在債務與權益間作出最佳平衡為股東帶來最大回報。本集團的整體策略自去年起維持不變。

本集團的資本結構包括淨債務，其中包括分別於附註25及27披露的應付一名董事款項及短期貸款(扣除現金及現金等價物)及本公司擁有人應佔權益(包括股本、股份溢價、儲備及保留盈利)。

本公司董事按持續基準審閱資本結構，並會考慮資本成本及與資本相關的風險。本集團將透過支付股息、發行新股及發行新債或償還現有債務平衡其整體資本結構。



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### 31. FINANCIAL INSTRUMENTS

### 31. 金融工具

(a) Categories of financial instruments

(a) 金融工具類別

		2016 2016年 RMB'000 人民幣千元	2015 2015年 RMB'000 人民幣千元
<b>Financial assets</b>	<b>金融資產</b>		
Loans and receivables (including cash and cash equivalents)	貸款及應收款項 (包括現金及 現金等價物)	<b>2,191,522</b>	1,735,617
<b>Financial liabilities</b>	<b>金融負債</b>		
Amortised cost	攤銷成本	<b>169,534</b>	164,767

(b) Financial risk management objectives and policies

(b) 財務風險管理目標及政策

The Group's major financial instruments include trade receivables, other receivables, loan receivable, bank balances and cash, trade payables, other payables, amount due to a director, short-term borrowings and financial guarantee contracts.

本集團的主要金融工具包括應收貿易款項、其他應收款項、應收貸款、銀行結餘及現金、應付貿易款項及其他應付款項以及應付一名董事款項、短期貸款及財務擔保合約。

Details of these financial instruments are disclosed in respective notes. The risks associated with these financial instruments include market risk (foreign currency risk and interest rate risk), credit risk and liquidity risk. The policies on how to mitigate these risks are set out below. Management manages and monitors these exposures to ensure appropriate measures are implemented on a timely and effective manner.

該等金融工具的詳情披露於各附註。與該等金融工具有關的風險包括市場風險(外幣風險及利率風險)、信貸風險及流動資金風險。下文載列有關如何降低該等風險的政策。管理層管理及監察該等風險，以確保及時有效地採取適當措施。

*Market risk*

市場風險

Foreign currency risk

外幣風險

Certain transactions of the Group are denominated in Hong Kong dollars ("HK\$") which is different from the functional currency of the relevant group entities i.e. RMB, which expose the Group to foreign currency risk.

本集團的若干交易乃以港元(「港元」)計值，而港元為本集團旗下各有關實體功能貨幣(即人民幣)以外的貨幣，因此本集團面臨外幣風險。



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### 31. FINANCIAL INSTRUMENTS

(Continued)

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

Market risk (Continued)

Foreign currency risk (Continued)

The carrying amounts of the Group's financial assets and (liabilities) denominated in HK\$ at the end of the reporting period are as follows:

		2016 2016年 RMB'000 人民幣千元	2015 2015年 RMB'000 人民幣千元
Bank balances	銀行結餘	44,072	540
Loan receivable	應收貸款	—	22,202
Other payables	其他應付款項	(3,191)	(1,975)
Amount due to a director	應付一名董事款項	(5,210)	—
Short-term borrowings	短期貸款	(80,631)	(75,402)

The Group currently does not use any derivative contracts to hedge against its exposure to currency risk. Management manages its foreign currency risk by monitoring the movement of the foreign currency rate and will consider hedging significant foreign currency exposure should the need arise.

The following table details the Group's sensitivity to a 5% increase and decrease in RMB against HK\$. A 5% sensitivity rate represents management's assessment of the reasonably possible change in foreign exchange rate. The sensitivity analysis includes only outstanding foreign currency denominated monetary items and adjusts their translation at the end of the reporting period for a 5% change in foreign currency rate. A positive number below indicates an increase in profit where RMB strengthen 5% against HK\$. For a 5% weakening of RMB against HK\$, there would be an equal and opposite impact on the profit for the year.

### 31. 金融工具(續)

#### (b) 財務風險管理目標及政策(續)

市場風險(續)

外幣風險(續)

於報告期末以港元計值的本集團金融資產及(負債)的賬面值如下:

本集團目前並無使用任何衍生工具合同對沖其所面臨的貨幣風險。管理層透過監察外匯匯率的變動管理其外匯風險，並將於有需要時考慮對沖重大外匯風險。

下表詳述本集團對人民幣兌港元升值及貶值5%的敏感度。敏感度比率5%乃管理層就外幣匯率的合理可能變動作出的評估。敏感度分析僅包括以外幣計值的未結算貨幣項目，並於報告期末按5%外幣匯率變動調整換算。下表正數顯示倘若人民幣兌港元升值5%，則盈利增加。倘人民幣兌港元貶值5%，對年內盈利將有相反的等值影響。



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### 31. FINANCIAL INSTRUMENTS

(Continued)

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

Market risk (Continued)

Foreign currency risk (Continued)

### 31. 金融工具 (續)

#### (b) 財務風險管理目標及政策 (續)

市場風險 (續)

外幣風險 (續)

		2016 2016年 RMB'000 人民幣千元	2015 2015年 RMB'000 人民幣千元
Profit for the year	年內盈利	<b>2,248</b>	2,732

In management's opinion, the sensitivity analysis is unrepresentative of the foreign currency risk inherent as the year end exposure does not reflect the exposure during the relevant year.

#### Interest rate risk

The Group is exposed to cash flow interest rate risk in relation to variable-rate bank balances (see note 22 for details). The Group does not have an interest rate hedging policy. However, management monitors interest rate exposure and will consider hedging significant interest rate exposure should the need arise.

The Group's exposures to interest rates on bank balances is detailed in the liquidity risk management section of this note. The Group's cash flow interest rate risk is mainly concentrated on the fluctuation of the interest rates quoted by the People's Bank of China arising from the Group's bank balances.

The sensitivity analysis below has been determined based on the exposure to interest rates for variable-rate bank balances at the end of each reporting period.

由於年末的風險並不反映有關年度的風險，故管理層認為敏感度分析在固有外匯風險方面並不具代表性。

#### 利率風險

本集團面臨有關浮息銀行結餘的現金流量利率風險(有關詳情，請參見附註22)。本集團並無利率對沖政策。然而，管理層會監察利率風險並於需要時考慮對沖重大利率風險。

本集團的銀行結餘面臨的利率風險詳情載於本附註流動資金風險管理一節。本集團的現金流量利率風險主要集中於因本集團銀行結餘產生的中國人民銀行所報利率波動。

以下敏感度分析乃按本集團浮息銀行結餘於各報告期末所面臨的利率風險釐定。

For the year ended 31 December 2016 截至2016年12月31日止年度

### 31. FINANCIAL INSTRUMENTS

(Continued)

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

Market risk (Continued)

Interest rate risk (Continued)

The analysis is prepared assuming the variable-rate bank balances outstanding at the end of the reporting period were outstanding for the whole year. A 25 basis point (2015: 25 basic points) increase or decrease for bank balances is used represent management's assessment of the reasonably possible change in interest rates.

If interest rates on bank balances had been 25 basis points (2015: 25 basic points) higher and all other variables were held constant, a positive number below indicates an increase in profit for the year.

### 31. 金融工具(續)

#### (b) 財務風險管理目標及政策(續)

市場風險(續)

利率風險(續)

分析乃假設於各報告期末結欠的浮息銀行結餘於整個年度均未償還。就銀行結餘而言增加或減少25個基點(2015年：25個基點)為管理層對利率合理可能變動的評估。

倘銀行結餘利率上升25個基點(2015年：25個基點)，而所有其他變量維持不變，則下表正數顯示年內盈利增加。

	2016 2016年 RMB'000 人民幣千元	2015 2015年 RMB'000 人民幣千元
Increase in profit for the year 年內盈利增加	<b>1,470</b>	1,653

In management's opinion, the sensitivity analysis is unrepresentative of the interest rate risk as the year end exposure does not reflect the exposure during the year.

The Group also exposes to fair value interest rate risk, which primarily relates to the Group's fixed rate loan receivable and short-term borrowings. After reviewing the Group's exposure for the time being, the Group did not enter into any arrangements to minimise this interest rate risk. Management monitors interest rate exposure and will consider entering into appropriate hedging transactions should the need arise.

由於年末的風險並不反映年內的風險，故管理層認為敏感度分析在利率風險方面並不具代表性。

本集團亦面臨主要與本集團固定利率、應收貸款及短期貸款有關的公平值利率風險。在本集團檢討當時所面臨的風險後，本集團並無制定任何安排以降低利率風險。管理層負責監管利率風險，並在有需要時考慮制定適當的對沖交易。



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## 31. FINANCIAL INSTRUMENTS

(Continued)

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

#### Credit risk

As at 31 December 2016, the Group's maximum exposure to credit risk which will cause a financial loss to the Group arising from the carrying amount of the respect recognised financial assets as stated in the consolidated statement of financial position due to failure to discharge an obligation by the counterparties.

In order to minimise the credit risk, 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 actions are taken to recover overdue debts. In addition, management reviews the recoverable amount of each individual trade receivable at the end of the reporting period to ensure that adequate impairment losses are made for irrecoverable amounts. In this regard, the directors of the Company consider that the credit risk of the Group is significantly reduced.

The credit risk of the Group is concentrated on trade receivables from the Group's five largest customers at 31 December 2016 amounting to RMB633,167,000 (2015: RMB279,276,000) and accounted for 45% (2015: 34%) of the Group's total trade receivables before allowance for doubtful debts. These five largest customers include state-owned enterprises and private limited companies registered and operated in the PRC. They are mainly the main contractors of construction projects. In order to minimise the credit risk, management continuously monitors the level of exposure by frequent review of the credit evaluation of the financial condition and credit quality of its customers to ensure that prompt actions will be taken to lower exposure.

Management of the Group considers that the credit risk on liquid funds is limited because the counterparties are banks with good reputation.

## 31. 金融工具(續)

### (b) 財務風險管理目標及政策(續)

#### 信貸風險

於2016年12月31日，因對手方未能履行責任而使本集團面臨的最高信貸風險將令本集團蒙受財務損失。該最高信貸風險源自於綜合財務狀況表中列賬的有關已確認金融資產的賬面值。

為將信貸風險減至最低，本集團管理層已委派一支團隊，負責釐定信貸限額、信貸審批及其他監察程序，確保採取後續行動收回逾期債項。此外，管理層會於各報告期末檢討各個別應收貿易款項的可收回金額，確保就不可收回金額作出足夠的減值虧損撥備。就此而言，本公司董事認為本集團的信貸風險已大幅降低。

本集團的信貸風險集中於來自本集團五大客戶的應收貿易款項。於2016年12月31日，來自五大客戶的應收貿易款項達人民幣633,167,000元(2015年：人民幣279,276,000元)，佔本集團於扣除呆賬撥備前的應收貿易款項總額的45%(2015年：34%)。該五大客戶包括在中國註冊及經營的國有企業及私人有限公司。彼等主要為建築項目的主要承包商。為將信貸風險減至最低，管理層透過頻密檢討其客戶的財務狀況及信貸質素的信貸評估來持續監察所面臨風險的水平，確保即時採取行動，減低所面臨的風險。

本集團管理層認為流動資金的信貸風險有限，因為對手方為信譽良好的銀行。



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For the year ended 31 December 2016 截至2016年12月31日止年度

### 31. FINANCIAL INSTRUMENTS

(Continued)

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

##### Liquidity risk

In the management of the liquidity risk, the Group monitors and maintains a level of cash and cash equivalents deemed adequate by the management to finance the Group's operations and mitigate the effects of fluctuations in cash flows.

The following table details the Group's remaining contractual maturity for its non-derivative financial liabilities. The table has 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.

### 31. 金融工具(續)

#### (b) 財務風險管理目標及政策(續)

##### 流動資金風險

管理流動資金風險方面，本集團監察及維持現金及現金等價物處於管理層視為充足的水平，以提供本集團經營所需資金，並減少現金流量波動的影響。

下表詳列本集團非衍生金融負債的剩餘合同期。下表乃根據金融負債的未折現現金流量編製，該等金融負債乃根據本集團可能須付款的最早日期分類。

		Weighted average effective interest rate	On demand or less than 3 months	3-6 months	6 months- 1 year	1-5 years	Total undiscounted cash flows	Carrying amount
		加權平均實 際利率	按要求或 三個月內	三至六個月	六個月 至一年	一至五年	未折現現金 流量總額	賬面值
		%	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		%	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
<b>As at 31 December 2016</b>	<b>於2016年12月31日</b>							
Trade payables	應付貿易款項	—	68,850	3,180	1,122	—	73,152	73,152
Other payables	其他應付款項	—	4,341	—	—	—	4,341	4,341
Short-term borrowings	短期貸款	9.97	57,646	19,598	8,959	—	86,203	80,631
Amount due to a director	應付一名董事款項	—	5,210	—	—	—	5,210	5,210
Financial guarantee contracts	財務擔保合約	—	—	—	3,200	3,000	6,200	6,200
			<b>136,047</b>	<b>22,778</b>	<b>13,281</b>	<b>3,000</b>	<b>175,106</b>	<b>169,534</b>
<b>As at 31 December 2015</b>	<b>於2015年12月31日</b>							
Trade payables	應付貿易款項	—	58,231	5,074	10,366	1,323	74,994	74,994
Other payables	其他應付款項	—	2,175	—	—	—	2,175	2,175
Short-term borrowings	短期貸款	8	3,016	1,340	75,402	—	79,758	75,402
Financial guarantee contracts	財務擔保合約	—	7,029	3,000	2,167	—	12,196	12,196
			<b>70,451</b>	<b>9,414</b>	<b>87,935</b>	<b>1,323</b>	<b>169,123</b>	<b>164,767</b>



For the year ended 31 December 2016 截至2016年12月31日止年度

## 31. FINANCIAL INSTRUMENTS

(Continued)

### (c) Fair value measurement of financial instruments

The fair value of financial assets and financial liabilities are determined in accordance with generally accepted pricing models based on discounted cash flow analysis.

The directors of the Company consider that the carrying amounts of financial assets and financial liabilities recorded at amortised costs in the consolidated financial statements approximate their corresponding fair values.

## 32. SHARE OPTION SCHEME

On 11 October 2013, the Company conditionally adopted a share option scheme (the "Scheme") pursuant to a resolution passed by its then shareholders on 11 October 2013 for the primary purpose of providing incentives or rewards to eligible employees, non-executive directors of the Company and other selected participants. The adoption of the Scheme became unconditional upon the listing of the Company on 1 November 2013.

The maximum number of shares which may be allotted and issued upon the exercise of all outstanding options granted and yet to be exercised under the Scheme and any other share option scheme of the Group must not exceed 30% of the issued share capital of the Company from time to time. An ordinary resolution has been passed that the total number of shares which may be allotted and issued upon exercise of all options to be granted under the Scheme and any other share option scheme of the Group must not in aggregate exceed 10% of the issued shares of the Company as of the date of the annual general meeting on 20 May 2016 with approval from the Company's shareholders. The total number of shares issued and which may fall to be issued upon exercise of the options granted under the Scheme and any other share option scheme of the Group to each participant in any 12-month period shall not exceed 1% of the issued share capital of the Company for the time being, without prior approval from the Company's shareholders. Options granted to substantial shareholders or independent non-executive directors in excess of 0.1% of the Company's share capital or with a value in excess of HK\$5 million must be approved in advance by the Company's shareholders.

## 31. 金融工具(續)

### (c) 金融工具的公平值計量

金融資產及金融負債的公平值乃基於折現現金流量分析根據公認定價模式釐定。

本公司董事認為，按攤銷成本計入綜合財務報表的金融資產及金融負債的賬面值與其各自公平值相若。

## 32. 購股權計劃

於2013年10月11日，本公司根據本公司當時股東於2013年10月11日通過的一項決議案有條件採納購股權計劃(「計劃」)，主要旨在向本公司合資格僱員、非執行董事及其他經篩選參與者提供激勵及獎勵。在本公司於2013年11月1日上市時，計劃之採納即為無條件。

於行使所有根據計劃及本集團任何其他購股權計劃已授出但尚未行使之未獲行使購股權時可配發及發行股份之最高數目，須不超過本公司不時已發行股本之30%。一項普通決議案已獲批准，內容有關經本公司股東批准之情況下，計劃及本集團任何其他購股權計劃項下擬將授予所有購股權獲行使時可予配發及發行的股份總數目不得合共超過本公司於股東週年大會日期(即2016年5月20日)之已發行股份數目的10%。於任何12個月期間行使根據計劃及本集團任何其他購股權計劃已授出之購股權時已發行及可能將發行予各參與者之股份總數，未經本公司股東事先批准，應不超過本公司當時已發行股本之1%。已授予主要股東或獨立非執行董事之購股權超過本公司股本之0.1%或其價值超過5,000,000港元者，須經本公司股東事先批准。

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## 32. SHARE OPTION SCHEME

(Continued)

Options granted must be taken up within 21 days of the date of the offer grant. A nominal consideration of HK\$1.00 is payable on acceptance of the grant of an option.

Options may be exercised at any time from the date of acceptance of the share option to such date as determined by the directors of the Company but in any event not exceeding 10 years. The exercise price is determined by the directors of the Company, but shall not be less than the highest of (i) the closing price of the shares as stated in the Stock Exchange's daily quotation sheets on the date of the offer of grant, which must be a business day; (ii) the average closing price of the shares as stated in the Stock Exchange's daily quotation sheets for the five trading days immediately preceding the date of the offer of grant; and (iii) the nominal value of a share.

The table below discloses movement of the Company's share options held by the Company's employees:

## 32. 購股權計劃(續)

購股權須於要約授出日期起21日內獲接納，接納授出購股權時應付1.00港元之名義代價。

購股權可於購股權接納日期起至本公司董事釐定的有關日期(惟無論如何不超過10年)內隨時行使。行使價由本公司董事釐定，惟不得低於(i)股份於授出要約日期(須為營業日)在聯交所每日報價板所報的收市價；(ii)股份於緊接授出要約日期前五個交易日在聯交所每日報價板所報的平均收市價；及(iii)股份面值的最高者。

下表披露本公司僱員持有的本公司購股權之變動：

		<b>Number of share options 購股權數目</b>
		'000 千份
Outstanding as at 1 January 2015	於2015年1月1日未獲行使	—
Granted during the year	年內授出	160,000
Exercised during the year	年內行使	(160,000)
Outstanding as at 31 December 2015 and 31 December 2016	於2015年12月31日及2016年12月31日 未獲行使	<u>—</u>



For the year ended 31 December 2016 截至2016年12月31日止年度

## 32. SHARE OPTION SCHEME

(Continued)

There was no cancellation or lapse of options during both years.

The closing price of the Company's shares immediately before 30 March 2015, the date of grant, was HK\$0.66.

The weighted average closing price of the Company's shares before the dates on which the options were exercised was HK\$0.82.

In the year ended 31 December 2015, 160,000,000 share options were granted. The fair value of the options determined at the date of grant using the Binomial Tree model was RMB12,565,000 and was recognised as staff costs. In the current year, no share options were granted.

The following assumptions were used to calculate the fair value of share options:

	30 March 2015
Grant date share price	HK\$0.66
Exercise price	HK\$0.67
Expected life	1 year
Expected volatility	43.46%
Dividend yield	3.70%
Risk-free interest rate	0.43%

The Binomial Tree model has been used to estimate the fair value of the options. The variables and assumptions used in computing the fair value of the share options are based on the director's best estimate.

## 32. 購股權計劃(續)

兩個年度內，並無購股權註銷或失效。

緊接2015年3月30日(授出日期)前，本公司股份的收市價為0.66港元。

在行使購股權的日期前，本公司股份的加權平均收市價為0.82港元。

於截至2015年12月31日止年度，授出160,000,000份購股權。購股權公平值於授出日期按二叉樹法模型釐定為人民幣12,565,000元，並確認為員工成本。本年度內，概無授出購股權。

計算購股權公平值時運用的假設如下：

	2015年3月30日
於授出日期的股價	0.66港元
行使價	0.67港元
預期年期	1年
預期波幅	43.46%
股息收益	3.70%
無風險利率	0.43%

二叉樹法模型用於估計購股權的公平值。估算購股權公平值時所用的變量及假設乃基於董事的最佳估計。



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### 32. SHARE OPTION SCHEME

*(Continued)*

No consideration is payable on the grant date of the option. There is no vesting period. Options may be exercised at any time from the date of grant of the share option to the second anniversary of the date of grant.

### 33. RETIREMENT BENEFIT SCHEMES

The employees of the Company's subsidiaries established in the PRC are members of state-managed retirement benefit schemes operated by the PRC government. The subsidiaries are required to contribute a specific percentage of the total monthly basic salaries to the retirement benefit schemes. The only obligation of the Group with respect to the retirement benefits schemes is to make the required contributions under the schemes.

The Group also operates a Mandatory Provident Fund Scheme for all qualifying employees in Hong Kong. The assets of the scheme are held separately from those of the Group, in funds under the control of trustee. The Group contributes 5% of relevant payroll costs (capped at HK\$1,500 per month with effect from 1 June 2014) of each individual employee to the scheme, which contribution is matched by employees.

The retirement benefit contributions of the directors of the Company and staffs for the year end are stated in notes 9 and 12 respectively.

### 32. 購股權計劃(續)

於購股權授出日期毋須支付代價。購股權並無歸屬期。購股權可於授出日期起直至授出年滿兩年的期間內隨時行使。

### 33. 退休福利計劃

本公司於中國成立的附屬公司的僱員為中國政府運作的國家管理退休福利計劃的成員。附屬公司須按每月基本薪金總額的指定百分比向退休福利計劃供款。本集團於退休福利計劃內的唯一責任為根據該計劃作出規定的供款。

本集團亦為全體合資格香港僱員執行一項強制性公積金計劃。計劃之資產與本集團資產分開管理，並由信托人控制之基金持有。本集團會將各個別僱員相關工資成本的5% (每月供款上限為1,500港元，自2014年6月1日生效) 作為計劃供款，而僱員亦須按計劃繳納相等供款。

本公司董事及員工於年底的退休福利供款分別載於附註9及12。



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### 34. OPERATING LEASE COMMITMENTS

#### The Group as lessee

At 31 December 2016, the Group had commitment for future minimum lease payment under non-cancellable operating leases in respect of rented premises and plant and machinery which fall due as follows:

		2016 2016年 RMB'000 人民幣千元	2015 2015年 RMB'000 人民幣千元
<b>Premises</b>	<b>物業</b>		
Within one year	一年內	5,064	4,962
In the second to third year inclusive	第二至第三年 (包括首尾兩年)	864	5,826
		<b>5,928</b>	<b>10,788</b>

The leases of the Group are negotiated for terms ranging from one to three years at fixed rental.

### 34. 經營租賃承擔

#### 本集團作為承租人

於2016年12月31日，本集團根據於下列期限到期的有關租賃物業、廠房及機器的不可撤銷經營租賃擁有的未來最低租賃款項承擔如下：

本集團租賃按固定租金議定，租期介乎一至三年。

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### 34. OPERATING LEASE COMMITMENTS (Continued)

#### The Group as lessor

Machinery rental income earned during the year was approximately RMB2,144,000 (2015: nil) The machinery held have committed tenants for the next one year.

At the end of the reporting period, the Group has contracted with a tenant for the following future minimum lease payments:

### 34. 經營租賃承擔(續)

#### 本集團作為出租人

年內所賺取機器租金收入約為人民幣2,144,000元(2015年：無)。所持有之機器於未來一年已獲租戶承租。

於報告期末，本集團已與租戶就下列未來最低租賃款項訂約：

		2016 2016年 RMB'000 人民幣千元	2015 2015年 RMB'000 人民幣千元
Machinery	機器		
Within one year	一年內	<b>1,890</b>	—

### 35. CAPITAL COMMITMENTS

### 35. 資本承擔

		2016 2016年 RMB'000 人民幣千元	2015 2015年 RMB'000 人民幣千元
Capital expenditure authorised but contracted in respect of	已授權但未訂約的資本開支		
— Capital injection to an investee	— 向被投資方注資	—	226,000
— Acquisition of available-for-sale financial asset	— 收購可供出售金融資產	<b>6,271</b>	—



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### 36. ACQUISITION OF A SUBSIDIARY

#### Acquisition of assets and liabilities through acquisition of a subsidiary

During the year ended 31 December 2015, the Group acquired the entire equity interest of Jiangsu Qifeng New Building Materials Company Limited (“Jiangsu Qifeng”) at a cash consideration of RMB110,000,000. The principle activity of Jiangsu Qifeng is holding a piece of land with certain property, plant and equipment. This acquisition is determined by the directors of the Company to be acquisition of assets and liabilities through acquisition of subsidiary rather than as business combination because the assets acquired and liabilities assumed did not constitute a business as defined under HKFRS 3 (revised) “Business Combination”.

Details of the net acquired in respect of the above transaction are summarised below:

### 36. 收購附屬公司

#### 通過收購附屬公司收購資產及負債

於截至2015年12月31日止年度，本集團以現金代價人民幣110,000,000元收購江蘇旗峰新型建材有限公司（「江蘇旗峰」）的全部股權。江蘇旗峰的主要業務活動為持有一幅連若干物業、廠房及設備的土地。該收購由本公司董事決定屬通過收購附屬公司以收購資產及負債，而非業務合併，原因為所收購的資產及所承擔的負債並不構成香港財務報告準則第3號（經修訂）「業務合併」所定義的業務。

就上述交易所收購的資產淨值詳情概述如下：

		RMB'000 人民幣千元
<b>Net assets acquired</b>	<b>所收購的資產淨值</b>	
Property, plant and equipment	物業、廠房及設備	86,595
Prepaid lease payments	預付租賃付款	26,537
Trade receivables	應收貿易款項	884
Other receivables, deposits and prepayments	其他應收款項、按金及預付款項	398
Bank balances and cash	銀行結餘及現金	1,007
Trade payables	應付貿易款項	(4,772)
Other payables and accruals	其他應付款項及應計費用	(649)
		<u>110,000</u>
<b>Total consideration satisfied by:</b>	<b>以下列方式清付總代價：</b>	
Deposit paid in prior year	於上年度已付按金	<u>110,000</u>
<b>Cash inflow arising on acquisition</b>	<b>收購產生的現金流入</b>	
Bank balances and cash acquired	所獲的銀行結餘及現金	<u>1,007</u>



## Notes to the Consolidated Financial Statements 綜合財務報表附註

For the year ended 31 December 2016 截至2016年12月31日止年度

### 37. PLEDGE OF ASSETS

As at 31 December 2016, certain machineries of Saite Steel (Jiangsu) with a carrying amount of RMB10,252,000 (2015: nil) are pledged against a banking facility of RMB18,630,000 granted to 江蘇歐諾環保設備有限公司("Ounuo"), an independent third party. As at 31 December 2016, such facility is utilised by Ounuo at the amount of RMB3,500,000 (2015: nil).

### 38. RELATED PARTY TRANSACTIONS

#### Compensation of key management personnel

The remuneration of executive directors and other members of key management for both years were as follows:

### 37. 資產抵押

於2016年12月31日，賽特鋼結構(江蘇)若干賬面值為人民幣10,252,000元(2015年：無)之機械已作為授予獨立第三方江蘇歐諾環保設備有限公司(「歐諾」)之人民幣18,630,000元之銀行融資之抵押。於2016年12月31日，該融資被歐諾動用人民幣3,500,000元(2015年：無)。

### 38. 關連人士交易

#### 主要管理人員的薪酬

於該兩個年度，執行董事及主要管理人員其他成員的薪酬如下：

		2016 2016年 RMB'000 人民幣千元	2015 2015年 RMB'000 人民幣千元
Short-term benefit	短期福利	3,804	7,765
Contributions to retirement benefit scheme	退休福利計劃供款	59	72
		<b>3,863</b>	<b>7,837</b>



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### 39. STATEMENT OF FINANCIAL POSITION AND RESERVES OF THE COMPANY

### 39. 本公司財務狀況及儲備表

(a) Financial information of the financial position of the Company

(a) 本公司財務狀況的財務資料

		2016 2016年 RMB'000 人民幣千元	2015 2015年 RMB'000 人民幣千元
<b>Non-current asset</b>	<b>非流動資產</b>		
Investments in subsidiaries	於附屬公司的投資	730,004	730,004
<b>Current assets</b>	<b>流動資產</b>		
Other receivables and prepayments	其他應收款項及預付款項	—	4,057
Amounts due from subsidiaries	應收附屬公司款項	380,612	369,438
Bank balances	銀行結餘	41,196	371
		<b>421,808</b>	<b>373,866</b>
<b>Current liabilities</b>	<b>流動負債</b>		
Other payables and accruals	其他應付款項及應計費用	8,098	4,732
Short-term borrowings	短期貸款	80,631	75,402
		<b>88,729</b>	<b>80,134</b>
<b>Net current assets</b>	<b>流動資產淨值</b>	<b>333,079</b>	<b>293,732</b>
<b>Total assets less current liabilities</b>	<b>總資產減流動負債</b>	<b>1,063,083</b>	<b>1,023,736</b>
<b>Capital and reserves</b>	<b>資本及儲備</b>		
Share capital (see note 29)	股本(見附註29)	179,527	161,268
Share premium and reserves	股份溢價及儲備	883,556	862,468
<b>Total equity</b>	<b>權益總額</b>	<b>1,063,083</b>	<b>1,023,736</b>

Notes to the Consolidated Financial Statements  
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For the year ended 31 December 2016 截至2016年12月31日止年度

39. STATEMENT OF FINANCIAL POSITION AND RESERVES OF THE COMPANY (Continued)

39. 本公司財務狀況及儲備表(續)

(b) Movement of capital and reserves of the Company

(b) 本公司資本及儲備變動

		Share capital	Share premium	Capital reserve	Share option reserve	Accumulated losses	Total
		股本	股份溢價	資本儲備	購股權儲備	累計虧損	合計
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
At 1 January 2015	於2015年1月1日	126,653	87,569	464,556	—	(17,937)	660,841
Loss and total comprehensive expense for the year	年內虧損及全面開支總額	—	—	—	—	(13,748)	(13,748)
Final dividend paid for the year ended 31 December 2014 (note 13)	已支付截至2014年12月31日止年度之末期股息(附註13)	—	(33,939)	—	—	—	(33,939)
Recognition of equity-settled share-based payment (note 32)	確認以股權結算以股份為基礎的支付(附註32)	—	—	—	12,565	—	12,565
Issued of new shares (note 29)	發行新股(附註29)	21,970	291,327	—	—	—	313,297
Exercise of share options (note 32)	行使購股權(附註32)	12,645	84,640	—	(12,565)	—	84,720
At 31 December 2015	於2015年12月31日	161,268	429,597	464,556	—	(31,685)	1,023,736
Loss and total comprehensive expense for the year	年內虧損及全面開支總額	—	—	—	—	(22,989)	(22,989)
Final dividend paid for the year ended 31 December 2015 (note 13)	已支付截至2015年12月31日止年度之末期股息(附註13)	—	(32,608)	—	—	—	(32,608)
Issued of new shares (note 29)	發行新股(附註29)	18,259	76,685	—	—	—	94,944
At 31 December 2016	於2016年12月31日	<b>179,527</b>	<b>473,674</b>	<b>464,556</b>	<b>—</b>	<b>(54,674)</b>	<b>1,063,083</b>

Under the Companies Law, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands (the "Companies Law"), dividends may be paid only out of profits. In addition, the Companies Law permits, subject to a solvency test and the provisions, if any, of the Company's memorandum and articles of association, the payment of dividends and distributions out of share premium account. The Company's reserves available for distribution as at 31 December 2016 consisted of share premium and capital reserve of RMB938,230,000 in aggregate (2015: RMB894,153,000).

根據開曼群島法例第22章公司法(1961年第3號法例，經綜合及修訂)(「公司法」)，股息僅可自盈利派付。此外，公司法允許倘符合償債能力測試及本公司的組織章程大綱及細則的條文(如有)，可自股份溢價賬派付股息及作出分派。本公司於2016年12月31日的可供分派儲備包括股份溢價及資本儲備合共人民幣938,230,000元(2015年：人民幣894,153,000元)。



Notes to the Consolidated Financial Statements  
綜合財務報表附註

For the year ended 31 December 2016 截至2016年12月31日止年度

40. PARTICULARS OF PRINCIPAL  
SUBSIDIARIES OF THE  
COMPANY

40. 本公司附屬公司的詳情

Name of subsidiary 附屬公司名稱	Place of incorporation/ establishment 註冊成立／成立地點 及日期	Equity interest attributable to the Company 本公司應佔 股本股益		Issued and fully paid share capital/ registered capital 已發行及繳足股本／ 註冊資本	Principal activity 主要業務
		2016 2016年	2015 2015年		
Modern Day Holdings Limited	Hong Kong	100%	100%	Ordinary shares HK\$1,000,000	Investment holding
全傑控股有限公司	香港	100%	100%	普通股1,000,000港元	投資控股
China Saite (Overseas) Company Limited	British Virgin Islands	100%	100%	Ordinary share US\$1	Investment holding
中國賽特(海外)有限公司	英屬處女群島	100%	100%	普通股1美元	投資控股
China Saite (H.K.) Company Limited	Hong Kong	100%	100%	Ordinary share HK\$1	Investment holding
中國賽特(香港)有限公司	香港	100%	100%	普通股1港元	投資控股
Yixing City Zhicheng Consultation Company Limited (note a)	the PRC	100%	100%	Registered capital RMB16,667,000 Paid-up capital RMB16,667,000	Investment holding
宜興市至誠諮詢有限公司(附註a)	中國	100%	100%	註冊資本人民幣 16,667,000元 實繳資本人民幣 16,667,000元	投資控股
Jiangsu Saite Steel Structure Co., Ltd. (note b)	the PRC	100%	100%	Registered capital RMB399,600,000 Paid-up capital RMB341,367,000	Construction of steel structure and prefabricated construction projects
江蘇賽特鋼結構有限公司(附註b)	中國	100%	100%	註冊資本人民幣 399,600,000元 實繳資本人民幣 341,367,000元	鋼結構及預製構件建築 項目的建築施工
Jiangsu Qifeng New Building Materials Company Limited (note c)	the PRC	100%	100%	Registered capital RMB197,000,000 Paid-up capital RMB137,000,000	Prefabricated construction projects
江蘇旗峰新型建材有限公司(附註c)	中國	100%	100%	註冊資本人民幣 197,000,000元 實繳資本人民幣 137,000,000元	預製構件建築項目



For the year ended 31 December 2016 截至2016年12月31日止年度

#### 40. PARTICULARS OF PRINCIPAL SUBSIDIARIES OF THE COMPANY (Continued)

Notes:

- (a) The entity is a wholly foreign-owned enterprise established in the PRC. The English name is for translation purpose.
- (b) The entity is a sino-foreign equity joint venture established in the PRC. The English name is for translation purpose.
- (c) The entity is a wholly sino-owned enterprise established in the PRC. The English name is for translation purpose.

#### 41. EVENT AFTER THE REPORTING PERIOD

On 16 December 2016, China Saite Capital Limited, a wholly owned subsidiary of the Company, entered into a share purchase agreement with Mr. He Zibin, an independent third party to the Group, to purchase 11.17% equity interest in Fire Scorpion Limited, a corporation incorporated in Hong Kong. On 20 January 2017, the Company completed the share purchase at a total consideration of HK\$56,544,000, which was satisfied by the Group by (i) allotment and issuance of a total of 88,947,935 shares of the Company to the seller based on the issue share price of HK\$0.557 (with reference to the closing market price of HK\$0.57 per share of the Company), and (ii) HK\$7,000,000 settled by cash. The investment will be recognised as an available-for-sale financial asset.

#### 40. 本公司附屬公司的詳情(續)

附註：

- (a) 該實體為於中國成立的外商獨資企業。英文名稱僅作翻譯用途。
- (b) 該實體為於中國成立的中外合資合營企業。英文名稱僅作翻譯用途。
- (c) 該實體為於中國成立的中國獨資企業。英文名稱僅作翻譯用途。

#### 41. 報告期後事件

於2016年12月16日，本公司全資附屬公司中國賽特資本有限公司與何子斌先生(本集團獨立第三方)訂立購股協議，以購買火蠍有限公司(於香港註冊成立的公司)11.17%的股權。於2017年1月20日，本公司以56,544,000港元之總代價完成股份購買，此乃由本集團(i)透過向賣方配發及發行合共88,947,935股本公司股份(基於每股本公司股份0.557港元(經參考收市市價每股0.57港元)的發行價)，及(ii)以現金7,000,000港元支付。該投資將被確認為可供出售金融資產。



# Five-Year Financial Summary

## 五年財務概要

### SUMMARY FINANCIAL INFORMATION

A summary of the published results and of the assets and liabilities of the Group for the last five financial years prepared on the basis set out in the note below is as follows:

#### Results

### 財務資料概要

本集團按以下附註所載基準編製於最近五個財政年度之已公佈業績與資產及負債概要如下：

#### 業績

		Year Ended 31 December 截至12月31日止年度				
		2016	2015	2014	2013	2012
		2016年	2015年	2014年	2013年	2012年
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
Revenue	收益	<b>1,650,760</b>	1,834,664	1,660,285	1,427,185	1,048,078
Cost of sales	銷售成本	<b>(1,222,468)</b>	(1,321,827)	(1,165,394)	(946,025)	(711,877)
Gross profit	毛利	<b>428,292</b>	512,837	494,891	481,160	336,201
Other income	其他收入	<b>9,737</b>	6,373	8,306	5,934	7,993
Selling and distribution expense	銷售及營銷開支	<b>(2,107)</b>	(9,585)	(3,979)	(2,246)	(1,106)
Administrative expense	行政開支	<b>(38,193)</b>	(59,918)	(40,582)	(21,085)	(15,271)
Other expense	其他開支	<b>—</b>	—	—	(20,255)	(11,078)
Finance costs	財務成本	<b>(6,554)</b>	(1,343)	—	—	(8,506)
Share of profit a joint venture	分佔聯營公司盈利	<b>502</b>	—	—	—	—
Profit before tax	除稅前盈利	<b>391,677</b>	448,364	458,636	443,508	308,233
Income tax expense	所得稅開支	<b>(103,408)</b>	(122,461)	(148,938)	(149,486)	(104,406)
Total comprehensive income for the year	年內全面收入總額	<b>288,269</b>	325,903	309,698	294,022	203,827
Earnings per share	每股盈利					
Basic (RMB cents)	基本(人民幣分)	<b>14.13</b>	17.53	19.36	23.21	16.99
Diluted (RMB cents)	攤銷(人民幣分)	<b>N/A不適用</b>	17.51	N/A不適用	N/A不適用	N/A不適用

## Five-Year Financial Summary 五年財務概要

### Assets and Liabilities

### 資產及負債

		Year Ended 31 December 截至12月31日止年度				
		2016	2015	2014	2013	2012
		2016年	2015年	2014年	2013年	2012年
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
Non-current assets	非流動資產	<b>378,447</b>	395,817	232,527	79,140	80,772
Current assets	流動資產	<b>2,313,889</b>	1,928,454	1,428,050	1,189,600	564,978
Current liabilities	流動負債	<b>(264,571)</b>	(247,111)	(285,963)	(142,782)	(138,441)
Non-current liabilities	非流動負債	<b>(92,116)</b>	(92,116)	(92,116)	(64,408)	(42,673)
Total Equity	權益總額	<b>2,335,649</b>	1,985,044	1,282,498	1,061,550	464,636

For the purpose of this report, “\*” denotes an official English translation.

就本報告而言，「\*」表示官方英文譯名。



**CHINA SAITE GROUP COMPANY LIMITED**  
**中國賽特集團有限公司**