建聯集團有限公司*

Chinney Alliance Group Limited

(Incorporated in Bermuda with limited liability)

Stock Code : 385

Annual Report 2019

* For identification purpose only

CONTENTS

CORPORATE INFORMATION

BOARD OF DIRECTORS

Executive Directors

James Sai-Wing WONG *(Chairman)*
Yuen-Keung CHAN *(Vice Chairman and Managing Director)*
James Sing-Wai WONG
Philip Bing-Lun LAM

Non-Executive Director

Wendy Kim-See GAN

Independent Non-Executive Directors

Yuen-Tin NG
Chi-Chiu WU
Ronald James BLAKE

AUDIT COMMITTEE

Yuen-Tin NG *(Chairman)*
Chi-Chiu WU
Wendy Kim-See GAN

REMUNERATION COMMITTEE

Chi-Chiu WU *(Chairman)*
Yuen-Tin NG
Wendy Kim-See GAN

COMPANY SECRETARY

Yun-Sang LO

PRINCIPAL BANKERS

The Hongkong and Shanghai Banking Corporation Limited
The Bank of East Asia, Limited
Shanghai Commercial Bank Limited
Hang Seng Bank Limited
Bank of China (Hong Kong) Limited

AUDITOR

Ernst & Young

PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

Ocorian Management (Bermuda) Limited
Victoria Place, 5th Floor
31 Victoria Street
Hamilton HM 10
Bermuda

HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

Tricor Tengis Limited
Level 54, Hopewell Centre
183 Queen's Road East
Hong Kong

REGISTERED OFFICE

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS

23rd Floor
Wing On Centre
111 Connaught Road Central
Hong Kong

STOCK CODE

SEHK 00385

BUSINESS ADDRESSES AND CONTACTS

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111 Connaught Road Central
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Tel : (852) 2877-3307
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Kin Wing Foundations Limited

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Hong Kong Spinners Industrial Building, Phase VI
481-483 Castle Peak Road
Kowloon
Hong Kong

Tel : (852) 2415-6509
Fax : (852) 2490-0173
Website : http://www.kinwing.com.hk
E-mail : kwecoltd@kinwing.com.hk

Shun Cheong Electrical Engineering Company Limited
Westco Airconditioning Limited

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Hong Kong Spinners Industrial Building, Phase VI
481-483 Castle Peak Road
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E-mail : general@scee.com.hk

Westco Chinney Limited

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Hong Kong Spinners Industrial Building, Phase VI
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Hong Kong

Tel : (852) 2362-4301
Fax : (852) 2412-1706
Website : http://www.westcochinney.com
E-mail : wcl@westcochinney.com

Chinney Construction Company, Limited

Block A&B, 9th Floor
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481-483 Castle Peak Road
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Fax : (852) 2411-1402
E-mail : chinney@chinney.com.hk

DrilTech Ground Engineering Limited
DrilTech Geotechnical Engineering Limited

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481-483 Castle Peak Road
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Tel : (852) 2371-0008
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Jacobson van den Berg (Hong Kong) Limited

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Tel : (852) 2828-9328
Fax : (852) 2828-9408
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E-mail : info@jvdb.com

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E-mail : focal@chinney-eng.com

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting ("AGM") of Chinney Alliance Group Limited (the "Company", collectively with its subsidiaries, the "Group") will be held on Tuesday, 9 June 2020 at 12:00 p.m. at Full Moon Shanghai Restaurant, Macau Jockey Club, 3/F., East Wing, Shun Tak Centre, 200 Connaught Road Central, Hong Kong for the following purposes:

1. To receive and consider the audited financial statements of the Company for the year ended 31 December 2019 together with the reports of the directors and the independent auditor thereon.

2. To declare a final dividend for the year ended 31 December 2019.

3. To re-elect directors and to authorise the board of directors to fix the directors' remuneration.

4. To re-appoint auditor and to authorise the board of directors to fix their remuneration.

5. To consider as special business and, if thought fit, pass with or without amendments the following resolution as an Ordinary Resolution:

ORDINARY RESOLUTION

"**THAT**:

(a) subject to paragraph (c) below, a general mandate be and is hereby unconditionally granted to the directors of the Company to exercise during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares in the capital of the Company and to make or grant offers, agreements and options which would or might require the exercise of such powers;

(b) the mandate in paragraph (a) above shall authorise the directors of the Company during the Relevant Period to make or grant offers, agreements and options which would or might require the exercise of such powers after the end of the Relevant Period;

(c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the directors of the Company pursuant to the mandate in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); or (ii) an issue of shares under any option scheme or similar arrangement for the time being adopted and approved by the shareholders of the Company for the grant or issue to officers and/or employees of the Company and/or any of its subsidiaries of shares or rights to acquire shares of the Company; or (iii) an issue of shares as scrip dividends or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the Bye-laws of the Company; or (iv) a specific authority granted by the shareholders of the Company in general meeting, shall not exceed twenty per cent. of the aggregate nominal amount of the issued share capital of the Company at the date of passing this Resolution, and the said mandate shall be limited accordingly; and

(d) for the purpose of this Resolution,

"Relevant Period" means the period from the passing of this Resolution until whichever is the earlier of:

(i) the conclusion of the next annual general meeting of the Company;

(ii) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-laws of the Company or any applicable laws to be held; or

(iii) the date of the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the directors of the Company by this Resolution.

"Rights Issue" means an offer of shares in the Company, or an offer of warrants, options or other securities giving rights to subscribe for shares, open for a period fixed by the directors of the Company to the holders of shares of the Company on the register of members of the Company on a fixed record date in proportion to their then holdings of such shares as at that date (subject to such exclusions or other arrangements as the directors of the Company, after making enquiry, may deem necessary or expedient in relation to fractional entitlements or having regard to any legal restrictions under the laws of the relevant place, or the requirements of the relevant regulatory body or any stock exchange in that place)."

By Order of the Board
Yun-Sang Lo
Company Secretary

Hong Kong, 28 April 2020

Notes:

(1) A shareholder entitled to attend and vote at the AGM (and at any adjournment thereof) is entitled to appoint another person as his proxy to attend and vote instead of the shareholder. The proxy need not be a shareholder of the Company.

(2) In order to be valid, a form of proxy in the prescribed form, together with the power of attorney or other authority (if any) under which it is signed or a certified copy of that power of attorney or other authority must be completed, signed and deposited with the Company's Hong Kong branch share registrar, Tricor Tengis Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, not later than 48 hours before the time appointed for holding the AGM (and at any adjournment thereof).

(3) Where there are joint registered holders of any shares, any one of such joint holders may vote at the AGM (and at any adjournment thereof), either in person or by proxy, in respect of such shares as if he were solely entitled thereto, but if more than one of such joint holders be present at the meeting, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.

Notes: (continued)

(4) Pursuant to Rule 13.39(4) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules"), any vote of shareholders at a general meeting must be taken by poll and the Company must announce the results of the poll in the manner prescribed under Rule 13.39(5) of the Listing Rules. The chairman of the meeting will therefore put each of the resolutions to be proposed at the AGM to be voted by way of a poll pursuant to the Bye-laws of the Company (the "Bye-laws"). An announcement will be made by the Company following the conclusion of the AGM to inform the results of the AGM.

(5) With regard to resolution 3 in this notice, Mr. James Sing-Wai Wong ("Mr. Wong") and Mr. Chi-Chiu Wu ("Mr. Wu") will retire by rotation at the AGM in accordance with bye-law 87 of the Bye-laws. Both Mr. Wong and Mr. Wu, being eligible, will offer themselves for re-election at the AGM.

(6) Details of the directors who stand for re-election at the AGM are set out below:-

James Sing-Wai Wong

Aged 56, was appointed as an executive director of the Company in August 2010. He graduated from the University of Washington with a Bachelor's degree with honors in Economics. He also holds a Juris Doctor degree from the University of California Hastings College of Law, and a Master degree in Systems Engineering and Information Systems from the Florida Institute of Technology. He is licensed to practice law in the United States of America and the State of California, where he also holds a Real Estate Broker's License. He has accumulated over thirty years of experience in economics, law, management, and information systems in Hong Kong, United States, Canada, the United Kingdom and the Mainland China.

Mr. Wong is the chairman and a director of Chinney Alliance Engineering Limited and a director of Chinney Alliance (China) Limited, Jacobson van den Berg (Hong Kong) Limited, Chinney Construction Company, Limited, Kin Wing Engineering Company Limited and Shun Cheong Electrical Engineering Company Limited, all being major subsidiaries of the Company.

Mr. Wong is an executive director of Chinney Investments, Limited (stock code: 216, "Chinney Investments"), a director of Chinney Holdings Limited and Lucky Year Finance Limited, all being substantial shareholders of the Company, and a director of Chinney Capital Limited which is a shareholder of the Company. He is also an executive director of Chinney Kin Wing Holdings Limited (stock code: 1556, "Chinney Kin Wing") and Hon Kwok Land Investment Company, Limited (stock code: 160, "Hon Kwok"). Chinney Investments, Hon Kwok and Chinney Kin Wing are listed on the Main Board of The Stock Exchange of Hong Kong Limited (the "Stock Exchange"). He is the son of Dr. James Sai-Wing Wong, the chairman and a substantial shareholder of the Company.

Mr. Wong does not have any interests in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of Laws of Hong Kong) (the "SFO"). Save as disclosed above, Mr. Wong does not hold any other positions in the Company or any members of the Group, and did not hold any directorships in any listed public companies in the past three years. He does not have any relationships with any directors, senior management or substantial or controlling shareholders of the Company.

There is no service contract of fixed term entered into between the Company and Mr. Wong. His directorship is subject to retirement by rotation and re-election at the Company's annual general meeting in accordance with the Bye-laws. Mr. Wong has an employment contract with the Company which is terminable by either party by serving to another party six months' advance written notice. He is entitled to an annual salary and allowances of HK$3,670,000 which has been fixed by reference to his position, his level of responsibilities and the remuneration policy of the Group. In addition, he is entitled to a discretionary bonus to be determined by the board of directors of the Company (the "Board") and other employment benefits provided by the Group to all eligible staff.

Mr. Wong was a director of Lion Mark Holdings Limited and Lion Foods Limited (collectively the "Lion Group") during the period from May 1995 to July 2007. Lion Group was incorporated in the United Kingdom and engaged in food manufacturing, processing and ingredient trading. Lion Group was put into administration proceedings on 10 October 2002. The entire business was sold by the administrators in the same year and Lion Group was subsequently dissolved in July 2007.

Save as disclosed above, there is no information to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules, nor any other matters and information need to be brought to the attention of the shareholders of the Company or required to be disclosed pursuant to any of the requirements of the Listing Rules in respect of Mr. Wong.

Notes: *(continued)*

(6) *(continued)*

Chi-Chiu Wu

Aged 56, was appointed as an independent non-executive director of the Company in March 2012. Mr. Wu was a director and the chief executive officer of, and is currently a consultant to Golden Glory Group Pte. Ltd., a company incorporated in Singapore as the holding company to develop and operate mixed-use properties in Myanmar, comprising residential, commercial, retail, hotel, and industrial township. He had been an executive director of China Motion Telecom International Limited (stock code: 989, now known as Ground International Development Limited), a company listed on the Main Board of the Stock Exchange, since 9 February 2006 and the vice chairman and the chief executive officer of that company since 6 March 2006, until he resigned on 31 March 2013. Mr. Wu holds a Bachelor of Science degree from the University of Toronto, Canada.

Mr. Wu does not have any interests in the shares of the Company within the meaning of Part XV of the SFO. Save as disclosed above, Mr. Wu does not hold any other positions in the Company or any members of the Group, and did not hold any directorships in any listed public companies in the past three years. He does not have any relationships with any directors, senior management or substantial or controlling shareholders of the Company.

There is currently no service contract between the Company and Mr. Wu and he is not appointed for a specific term but is subject to retirement by rotation and re-election at the Company's annual general meeting in accordance with the Bye-laws. Mr. Wu is entitled to a director's fee of HK$200,000 per annum which is based on the Company's remuneration policy adopted for independent non-executive directors of the Company.

Save as disclosed above, there is no information to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules, nor any other matters and information need to be brought to the attention of the shareholders of the Company or required to be disclosed pursuant to any of the requirements of the Listing Rules in respect of Mr. Wu.

(7) Taking into account of the recent development of the pandemic caused by COVID-19 coronavirus ("COVID-19"), the Company will implement the following prevention and control measures at the AGM to protect the shareholders from the risk of infection:

(i) Compulsory body temperature check will be conducted for every shareholder or proxy at the entrance of the venue. Any person with a body temperature of over 37.5 degrees Celsius will not be admitted to the venue;

(ii) Every shareholder or proxy is required to wear surgical facial mask throughout the meeting;

(iii) Hand sanitizer will be provided; and

(iv) No refreshment will be served.

Furthermore, the Company strongly encourages the shareholders, particularly those who are unwell or subject to quarantine in relation to COVID-19, to appoint the chairman of the AGM as a proxy to vote on the resolutions instead of attending the AGM in person.

(8) Due to the constantly evolving situation relating to the COVID-19 pandemic in Hong Kong, the Company may implement further precautionary measures or may be required to change the AGM arrangements at short notice. Shareholders should visit the websites of the Company at "http://chinneyalliancegroup.etnet.com.hk" and HKEXnews at "http://www.hkexnews.hk" for future announcements and updates on the AGM arrangements.

(9) At the date hereof, the Board comprises of eight directors, of which four are executive directors, namely Dr. James Sai-Wing Wong, Mr. Yuen-Keung Chan, Mr. James Sing-Wai Wong and Mr. Philip Bing-Lun Lam; and one is non-executive director, namely Ms. Wendy Kim-See Gan; and three are independent non-executive directors, namely Mr. Yuen-Tin Ng, Mr. Chi-Chiu Wu and Mr. Ronald James Blake.

CHAIRMAN'S STATEMENT

RESULTS

Chinney Alliance Group Limited (the "Company", together with its subsidiaries, the "Group") recorded a revenue of HK$5,220 million (2018: HK$6,048 million), with net profit of HK$143.8 million (2018: HK$210.4 million). The profit attributable to the owners of the Company was HK$131.0 million (2018: HK$195.9 million). The Group recorded deficit from revaluation of a property purchased during the year, which is held for own use, of HK$1.4 million. Other properties and buildings held by the Group for own use recorded a net surplus arising from revaluation of HK$1.6 million (net of deferred tax) which was credited to reserves as "other comprehensive income" (2018: HK$44.7 million).

The Group has for the first time applied HKFRS 16 *Leases* which set out revised accounting treatments for leases in the current financial year. Under this new standard, leases are generally capitalised as right-of-use assets and the corresponding discounted value of future lease payments are recorded as lease liabilities. Accordingly, lease payments amounted to HK$15.8 million during the year were no longer treated as expenses. On the other hand, depreciation of right-of-use assets of leased buildings and interest on lease liabilities of HK$14.4 million and HK$4.6 million, respectively were charged to profit or loss. More details of the effect on adoption of new and revised accounting standards are set out in note 2.2(a) to the financial statements.

PROPOSED FINAL DIVIDEND

The board of directors of the Company (the "Board") recommends the payment of a final dividend of HK4.0 cents per share for the year ended 31 December 2019 (2018: HK6.0 cents) to the shareholders of the Company whose names appear on the Company's register of members on 18 June 2020. It is expected that the final dividend cheques will be despatched to the shareholders of the Company on or before 7 July 2020.

CLOSURE OF REGISTER OF MEMBERS FOR ANNUAL GENERAL MEETING

The annual general meeting of the Company is scheduled to be held on 9 June 2020. For determining the entitlement to attend and vote at the annual general meeting, the register of members of the Company will be closed from 4 June 2020 to 9 June 2020 (both days inclusive), during which period no share transfers will be registered. In order to be eligible to attend and vote at the annual general meeting, all transfer forms accompanied by relevant share certificates must be lodged with Tricor Tengis Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong by no later than 4:30 p.m. on 3 June 2020.

CLOSURE OF REGISTER OF MEMBERS FOR DIVIDEND

The proposed final dividend for the year ended 31 December 2019 is subject to the approval by the shareholders of the Company at the annual general meeting. For determining the entitlement to the proposed final dividend, the register of members of the Company will be closed from 16 June 2020 to 18 June 2020 (both days inclusive), during which period no share transfers will be registered. The last day for dealing in the Company's share cum entitlements to the proposed final dividend will be 11 June 2020. In order to qualify for the proposed final dividend, all transfer forms accompanied by relevant share certificates must be lodged with Tricor Tengis Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong by no later than 4:30 p.m. on 15 June 2020.

BUSINESS REVIEW AND PROSPECTS

Turning to the results and prospects of our major divisions:

Trading of plastics and chemical products

Jacobson van den Berg (Hong Kong) Limited ("Jacobson HK") and its fellow subsidiaries generated revenue of HK$482 million (2018: HK$610 million) from sales to external customers and an operating loss of HK$0.5 million (2018: profit of HK$5.8 million). This is the first loss reported by this division in the last ten years. Among other things, the loss stemmed from the ongoing trade tensions between the United States of America and the People's Republic of China (the "PRC"). Major customers suffered from the effects of tariff increases and exchange rate fluctuations; which they in turn passed onto their suppliers in the form of lower purchase prices. Even increased sales volume could not compensate for the decrease in selling prices resulting in division revenue and profit margin cut. The weak Renminbi further reduced the profit during the year. Prospects for 2020 remain pessimistic. As trade tensions eased at the start of this year, China customers faced a slowdown in orders as well as factory shut downs because of the COVID-19 coronavirus ("COVID-19"). Its escalation to a global pandemic means that international trade will be curtailed at least until the third quarter. On the plus side, the health crisis has boosted sales of our "JcoNAT" brand disinfectant products. To minimise our business risk going forward, the division will continue to diversify its product mix and technologies.

Building related contracting services

Shun Cheong Investments Limited and its subsidiaries ("Shun Cheong") concentrated on its core HVAC, water, electrical, and fire safety businesses and contributed revenue of HK$2,211 million (2018: HK$2,668 million) with operating profits of HK$87.8 million (2018: HK$122.9 million). Major projects were gradually completed in the first half of the year under review and projects awarded during the year commenced at a steady pace. As works done at the early stage of projects were usually slow and less significant, the revenue and thus the profit contribution of the division were reduced in the second half of the year. Moreover, the division expanded its work force to deal with the increase in projects, which in turn increased overhead expenses. As at year end, the division had outstanding contract sums of approximately HK$4.8 billion.

Building construction

Chinney Construction Company, Limited ("CCCL") and Chinney Builders Company Limited, which operate in Hong Kong, and Chinney Timwill Construction (Macau) Company Limited earned a combined revenue of HK$1,126 million (2018: HK$1,498 million) and achieved an operating profit of HK$56.8 million (2018: HK$79.2 million). With the delay in awarding projects, the division's number of active projects reduced after substantial completion of projects, resulting in lowered revenue and profit for the year. The outstanding contract sum as at year end was approximately HK$2.0 billion.

Foundation piling and ground investigation

Chinney Kin Wing Holdings Limited ("Chinney Kin Wing", together with its subsidiary, "Chinney Kin Wing Group") contributed revenue of HK$1,304 million (2018: HK$1,243 million) and operating profits of HK$68.1 million (2018: HK$68.8 million) to the Group. The increase in revenue in the current year was attributable to the increase in revenue contribution of DrilTech, the division's drilling and site investigation arm, together with the stabilised revenue contribution from the foundation construction and ancillary services. The decrease in both gross profit and gross profit margin was due to the continuing weak and competitive foundation market which had suppressed contract price of those awarded contracts and the contract profits contributed therefrom. The increase of direct material costs and labour wages further deteriorated the gross profit and gross profit margin to some certain extent. The stabilised administrative expenses were due to the division's stringent and persistent control of the administrative overheads. The division maintained sound financial position during the year under review.

BUSINESS REVIEW AND PROSPECTS *(continued)*

Foundation piling and ground investigation *(continued)*

In early 2019, there was a slight albeit short upturn in the foundation market, with the Chinney Kin Wing Group being awarded several sizeable private foundation contracts. However, the foundation market remained competitive during most of the year and keen competition amongst the market players persisted. Bidding prices of foundation contracts, in both public and private sectors of the foundation industry, continued to be conservative. In addition, maintaining the high index of direct material costs and labour wages, together with demanding contract requirements from the employers, placed foundation contractors in a difficult position. To cope with the increasing complexities and demanding contract requirements, the foundation division will further sharpen its competitive edge by allocating resources toward recruiting competent staff at all levels and capital investment in modernising the machinery fleet. As a key market player in the foundation industry, Chinney Kin Wing Group will compete in the marketplace by continuing implementation of the "3P Enhancement Program", namely Project management system, Production efficiency and Plant modernisation, which had significant contribution in enhancing its revenue and profit over the years. The division will deploy adequate resources to DrilTech for the further development of the drilling and site investigation business. DrilTech is enlisted as tenderer of various key Hong Kong property developers and architects and the company has also applied for different categories of specialist contractor licenses from the Development Bureau of Hong Kong to further broaden its business opportunities. The management of Chinney Kin Wing expects to improve DrilTech's scope of services and in turn enhance its revenue and profit contribution in coming years.

Other businesses

Other businesses recorded a profit of HK$0.05 million (2018: HK$3.4 million), which included the operating profit contributed from Chinney Alliance Engineering Limited ("CAE", the Group's aviation business) of HK$3.6 million (2018: HK$3.7 million) and after deduction of increased depreciation charges of the properties held for the Group's own use, resulted from upward valuation at the end of 2018 and property purchased during the year. The aviation business was awarded some significant projects for the Hong Kong International Airport and the profit contribution to the Group will be crystalised in the coming years.

The Group's associate, Fineshade Investments Limited, following the disposal of investment properties in Hangzhou, the PRC in 2017, was finally dissolved in the second half of the year with remaining profit distributed and capital returned.

OUTLOOK

The advent of the COVID-19 pandemic has reversed any optimism arising from an easing of trade tensions in the Pacific and certainty bought about by Brexit in Europe. The draconian measures adopted by the Chinese Government to stop the spread of COVID-19 has drawn attention to the global supply chain's over-dependence on Chinese manufacturing, and customers around the world will likely move production away from China over the medium and longer terms. To further muddy the outlook, the significant drop in crude oil price caused by the internal OPEC+ dispute could help the hard hit transport and hospitality businesses, as well a host of other petroleum related businesses (plastics, agriculture, automobile production) in the short and medium terms. On top of these price reductions, the US Federal Reserve has dropped interest rates by 1.5% to near zero by March 15 while simultaneously reinstating quantitative easing, potentially flooding markets with liquidity. It is not clear how this liquidity will affect the already disrupted supply chain over the short term. Although the prospects of both a sharp recession in an inflationary environment cannot be ruled out.

OUTLOOK *(continued)*

As Hong Kong is an outward facing economy, the triple blows of the US-China trade tensions, the social unrest, and the pandemic unavoidably affect our businesses. The Hong Kong economy contracted by 1.2% for 2019 as a whole, the first decline since 2009. The unemployment rate increased to 3.7% in the first quarter of 2020, a record high over the past 9 years. With social unrest from the second half of 2019 to the recent travel restriction to Hong Kong due to the pandemic, the local retail market suffered by the reduction in demand and some shop closures, leading to the rise in unoccupied shops in the usual popular shopping malls. While the Hong Kong Government has announced HK$120 billion in relief measures, including HK$10,000 cash payout to Hong Kong residents aged 18 or above, to stimulate the economy from the social unrest and the pandemic, the market sentiment remains low for the time being.

The struggles of our plastic trading division are discussed above. For our construction businesses, the extended tender assessment for project awards, the delay in delivery of site materials, the delay in site progress due to health measures and prolonged examination of site works by government departments would add to the extended time for completion of site works, which in turn will increase onsite and office expenses for the Group's construction related divisions. The increased costs and overhead, coupled with lowering tender prices from intensive competition for construction projects, will erode the profit margin. Fortunately, the Group has satisfactory level of contracts on hand for the forthcoming year and the management of all divisions cautiously control the costs and efficiency to ensure delivery of works and products on time. Also, an uptick in airport related projects awarded will provide a bright spot for our business in the coming year.

On the back of your Group's sound financial position, your management will continuously monitor the market for opportunities to enhance our existing businesses and to develop new products and services to improve our long-term profitability.

APPRECIATION

I would like to thank my fellow directors for their advice and continued support, and staff of all levels for their hard working and contribution for the success during the past year.

I would also thank you for the support and loyalty of our shareholders, business partners and other stakeholders who are important to our business development and success.

James Sai-Wing Wong
Chairman

Hong Kong, 26 March 2020

EXECUTIVE DIRECTORS

James Sai-Wing Wong

Aged 81, was appointed as an executive director and the chairman of the Company in 1998. He is the chairman of Chinney Investments, Limited (stock code: 216, "Chinney Investments"), a director of Lucky Year Finance Limited, Chinney Holdings Limited, Newsworthy Resources Limited, Multi-Investment Group Limited and Enhancement Investments Limited ("EIL"), all being substantial shareholders of the Company, and a director of Chinney Capital Limited which is a shareholder of the Company. He is also the chairman of Hon Kwok Land Investment Company, Limited (stock code: 160, "Hon Kwok"). Chinney Investments and Hon Kwok are both listed on the Main Board of The Stock Exchange of Hong Kong Limited (the "Stock Exchange"). He was appointed a Justice of the Peace for Hong Kong in 1987.

Yuen-Keung Chan

Aged 65, was appointed as an executive director of the Company in 2007. He was then appointed the vice chairman of the Company in March 2011 and the managing director of the Company in March 2012. He has over thirty years of experience in the construction industry. He is a member of the Chartered Institute of Building. Mr. Chan is the vice chairman, the managing director and an executive director of Chinney Investments (stock code: 216), being substantial shareholders of the Company, and a director of Kin Wing Engineering Company Limited ("KWE"), Shun Cheong Electrical Engineering Company Limited ("SCEE") and CCCL, all being major subsidiaries of the Company. He is also the chairman and an executive director of Chinney Kin Wing (stock code: 1556) which is listed on the Main Board of the Stock Exchange.

James Sing-Wai Wong

Aged 56, was appointed as an executive director of the Company in August 2010. He graduated from the University of Washington with a Bachelor's degree with honors in Economics. He also holds a Juris Doctor degree from the University of California Hastings College of Law, and a Master degree in Systems Engineering and Information Systems from the Florida Institute of Technology. He is licensed to practice law in the United States of America and the State of California, where he also holds a Real Estate Broker's License. He has accumulated over thirty years of experience in economics, law, management, and information systems in Hong Kong, United States, Canada, the United Kingdom and the Mainland China.

Mr. Wong is the chairman and a director of CAE and a director of Chinney Alliance (China) Limited, Jacobson HK, CCCL, KWE and SCEE, all being major subsidiaries of the Company.

Mr. Wong is an executive director of Chinney Investments (stock code: 216), a director of Chinney Holdings Limited and Lucky Year Finance Limited, all being substantial shareholders of the Company, and a director of Chinney Capital Limited which is a shareholder of the Company. He is also an executive director of Chinney Kin Wing (stock code: 1556) and Hon Kwok (stock code: 160). Chinney Investments, Hon Kwok and Chinney Kin Wing are listed on the Main Board of the Stock Exchange. He is the son of Dr. James Sai-Wing Wong, the chairman and a substantial shareholder of the Company.

EXECUTIVE DIRECTORS *(continued)*

Philip Bing-Lun Lam

Aged 77, was appointed as an executive director of the Company in August 2012. He is a director of SCEE and CCCL, both being major subsidiaries of the Company. Mr. Lam began his career in 1963 with Hang Seng Bank Limited for eleven years, and then joined the University of Hong Kong ("HKU") in 1975 as an Assistant Finance Director. He then worked as the Chief Accountant and Comptroller in Overseas Bank (Canada) in Vancouver for three years from 1982 to 1985. In 1985, Mr. Lam re-joined HKU and had served as the Director of Finance from 1990 until his retirement on 30 June 2012. He was then asked by the Vice-Chancellor of HKU to be his Senior Advisor for financial, investment and fund-raising matters until June 2014, and since then, he had been the Honorary Advisor to the Chairman of The University of Hong Kong Foundation for Educational Development and Research up to end of 2019.

Mr. Lam obtained a diploma in management studies from the Hong Kong Polytechnic (now known as the Hong Kong Polytechnic University) in July 1974. He is a fellow of The Chartered Institute of Management Accountants (UK), the Hong Kong Institute of Certified Public Accountants and the Hong Kong Institute of Directors and an associate of The Certified Management Accountants (Canada), The Institute of Chartered Secretaries and Administrators (UK) and The Chartered Institute of Bankers (UK).

Mr. Lam is active in community affairs and had served as a member on the Board of Review (Inland Revenue Ordinance) Hong Kong for three years from 1995 to 1998. He had been a member of the Establishment and Finance Committee of the Prince Philip Dental Hospital from early 1990s until his retirement in June 2012. Currently he is a member of the Board of Governors of the Canadian International School of Hong Kong, and a member of the Board of Governors of the Centennial College, a subsidiary of HKU.

Mr. Lam is an executive director of Chinney Kin Wing (stock code: 1556). He was appointed an executive director of Hon Kwok (stock code: 160) in April 2019. Chinney Kin Wing and Hon Kwok are listed on the Main Board of the Stock Exchange. He is also an independent non-executive director of Oriental University City Holdings (H.K.) Limited (stock code: 8067) which is listed on the GEM of the Stock Exchange.

NON-EXECUTIVE DIRECTOR

Wendy Kim-See Gan

Aged 55, was appointed as a non-executive director of the Company in June 2015. She has extensive experience in property development and management and expertise in the sales and marketing of projects in Hong Kong and overseas. She had been the executive director and sales and marketing director of Pacific Century Premium Developments Limited (a company listed on the Main Board of the Stock Exchange (stock code: 432)) from August 2005 until her resignation with effect from 18 March 2015. She was responsible for the overall market positioning, sales, leasing and marketing of property assets in Asia-Pacific. Before joining the Pacific Century Group, she was head of sales and marketing at Swire Properties Limited, looking after that company's portfolio of residential, office and retail developments.

NON-EXECUTIVE DIRECTOR *(continued)*

Wendy Kim-See Gan *(continued)*

Ms. Gan's marketing campaigns have repeatedly received top honours at the HKMA/TVB Marketing Excellence Award, the MAXI Award from the International Council of Shopping Centers, HK 4A's Awards and the Hong Kong Institute of Surveyors' top awards in property marketing.

Ms. Gan holds a Bachelor of Arts degree with First Class Honours from HKU. She also holds an Executive Master of Business of Administration degree jointly awarded by the Kellogg School of Management of the Northwestern University in USA and the Business School of the Hong Kong University of Science and Technology ("HKUST") and is an alumna of the Harvard Graduate School of Design. She sits on the HKUST Business School Advisory Council. Ms. Gan is a member of the Royal Institution of Chartered Surveyors, the Hong Kong Institute of Surveyors, the Real Estate Developers Association of Hong Kong and the China Institute of Real Estate Appraisers and Agents. In 2011, she received the "China's 100 Outstanding Female Entrepreneurs" award.

Ms. Gan is currently a member of the Court of HKU and an Honorary Director of HKU Foundation for Educational Development and Research. She sits on the Management Board of HKU School of Professional and Continuing Education ("HKUSPACE") and is a director of HKS Education Fund Limited. Ms. Gan was made an Honorary Fellow of HKU in 2014 and HKUSPACE in 2016.

INDEPENDENT NON-EXECUTIVE DIRECTORS

Yuen-Tin Ng

Aged 68, was appointed as an independent non-executive director of the Company in June 2011. Mr. Ng had worked with one of the leading local banks in Hong Kong (the "Bank") for more than thirty-nine years. He was responsible for corporate and institutional banking business of the Bank before his retirement from the Bank. He has wide and good experience in the business of banking and finance. He had also served The Hong Kong Institute of Bankers as a member of its executive committee. He holds the associateship of The Chartered Institute of Bankers, UK and the fellowship of The Hong Kong Institute of Bankers. Mr. Ng is an independent non-executive director of Dah Sing Banking Group Limited (stock code: 2356) which is listed on the Main Board of the Stock Exchange.

Chi-Chiu Wu

Aged 56, was appointed as an independent non-executive director of the Company in March 2012. Mr. Wu was a director and the chief executive officer of, and is currently a consultant to Golden Glory Group Pte. Ltd., a company incorporated in Singapore as the holding company to develop and operate mixed-use properties in Myanmar, comprising residential, commercial, retail, hotel, and industrial township. He had been an executive director of China Motion Telecom International Limited (stock code: 989, now known as Ground International Development Limited), a company listed on the Main Board of the Stock Exchange, since 9 February 2006 and the vice chairman and the chief executive officer of that company since 6 March 2006, until he resigned on 31 March 2013. Mr. Wu holds a Bachelor of Science degree from the University of Toronto, Canada.

INDEPENDENT NON-EXECUTIVE DIRECTORS *(continued)*

Ronald James Blake

Aged 85, was appointed as an independent non-executive director of the Company in 2013. He retired from the Chief Officer of Kowloon-Canton Railway Corporation ("KCRC") in 2012, previously Chief Executive Officer. After retirement in 2013, He was appointed a Project Reviewer to Hong Kong Government for Kai Tak Sports Park inclusive 50,000-seat retractable roof stadium and to Ocean Park Corporation for new WaterWorld project. He was a Senior Director of KCRC since 1997 responsible for KCRC's HK$70 billion expansion programme of railway and stations in tunnel, on viaduct and at grade. Before joining KCRC in 1997, he was Secretary for Works in the Hong Kong Government between 1991 and 1995, overseeing the implementation of the Airport Core Programme and the harbour wing extension of the Hong Kong Conference and Exhibition Centre. Before that, he served with Paul Y. Construction Company, Limited and was engaged in civil engineering and building contracting from 1972 onwards. Mr. Blake began his career in the United Kingdom as a civil/structural engineer with Boulton and Paul, and following service with the Corps of Royal Engineers joined Scott Wilson Kirkpatrick & Partners to return to Hong Kong in 1965.

Mr. Blake was qualified as a Chartered Engineer in 1960 and was awarded the Institution of Civil Engineers Gold Medal in 1997. He was the President of the Hong Kong Institution of Engineers between 1991 and 1992 and later became President of the Federation of Engineering Institutions of South East Asia and the Pacific (FEISEAP), having served as a member of the Executive for three years. He is a fellow member of the Hong Kong Institution of Engineers, the Institution of Civil Engineers, The Institution of Structural Engineers, The Chartered Institution of Highways and Transportation, Hong Kong Academy of Engineering Science.

He was a member of Construction Industry Council from 2001 to 2008 and also a member of the Hong Kong Special Administrative Region Election Committee (Engineer Sub-sector) from 1998 to 2011. In January 2013, he has been appointed a member to the Commission on Strategic Development of the Government of Hong Kong Special Administrative Region.

In recognition of his public services, he was awarded OBE and appointed a Justice of Peace by the Hong Kong Government in 1996. He was also awarded the Gold Bauhinia Star by the Government of Hong Kong Special Administrative Region in 2012.

SENIOR MANAGEMENT

Kwok-Ming Lam

Aged 56, is the managing director of Jacobson HK which is a major subsidiary of the Company engaged in trading of plastics and chemicals. He is a member of the Hong Kong Institute of Certified Public Accountants and a fellow of the Institute of Chartered Accountants in England and Wales. He holds a Master of Science degree in Electronic Commerce from the Hong Kong Polytechnic University.

Wing-Sang Yu

Aged 59, is an executive director and concurrently serves as the managing director of Chinney Kin Wing (stock code: 1556) which is listed on the Main Board of the Stock Exchange and a major subsidiary of the Company engaged in foundation piling and site investigation. He has over twenty years of experience in the foundation industry and is responsible for formulating corporate development and business strategies and leading and training the core management team of Chinney Kin Wing. He holds a Bachelor's degree in Engineering from HKU and a Master's degree in Arts (Christian Studies) from The Chinese University of Hong Kong. He is a corporate member of the Hong Kong Institution of Engineers.

SENIOR MANAGEMENT *(continued)*

Kwok-Leung Fung

Aged 60, is the director and general manager of Westco Chinney Limited which is a major subsidiary of the Company engaged in installation of air-conditioning systems. He has over thirty years of experience in the field of mechanical engineering. He is a member of American Society of Heating, Refrigerating and Air-conditioning Engineers and Australian Institute of Refrigeration, Air-conditioning and Heating.

Kwok-Keung Wong

Aged 61, is the managing director of CAE, a major subsidiary of the Company engaged in the distribution of aviation system and other hi-tech products. He has over thirty years of experience in marketing of communication and electronic equipment, especially aviation equipment. He holds a Higher Diploma in Marine Electronics from Hong Kong Polytechnic and a Master's degree in Business from The University of Newcastle, Australia. He is a member of The Hong Kong Management Association.

Hin-Kwong So

Aged 62, is an executive director and concurrently serves as the general manager of Chinney Kin Wing (stock code: 1556) which is listed on the Main Board of the Stock Exchange and a major subsidiary of the Company engaged in foundation piling and site investigation. Mr. So is the Head of the Executive Panel of Chinney Kin Wing and responsible for the overall management and supervision of the operations of Chinney Kin Wing. Mr. So has over thirty years of experience in site supervision, project management and tendering in various types of foundation, substructure and site formation projects. He holds a Bachelor's degree of Civil Engineering from the National Cheng Kung University.

Chi-Kin Chan

Aged 64, is a director of Shun Cheong Investments Limited and its major subsidiaries, and a director and general manager of SCEE, which are engaged in building related contracting services businesses of the Group. He has over thirty years of experience in building services industry. Mr. Chan holds a Higher Diploma in Mechanical Engineering from Hong Kong Polytechnic (now known as Hong Kong Polytechnic University). He is a council member of the Association of Registered Fire Service Installation Contractors of Hong Kong Limited and a member of the Fire Safety Standards Advisory Group of the Fire Services Department.

Yun-Sang Lo

Aged 54, is the company secretary and financial controller of the Company. He has thirty-one years of experience in the accounting field. He holds a Bachelor's degree in Business Administration from The Chinese University of Hong Kong and is a fellow member of the Association of Chartered Certified Accountants and a member of the Hong Kong Institute of Certified Public Accountants.

CORPORATE GOVERNANCE PRACTICES

The Company is committed to achieving the standards of corporate conduct and to place importance on its corporate governance systems so as to ensure greater transparency, accountability and protection of shareholders' interests.

This report describes the Company's corporate governance practices and structures that were in place during the financial year, with specific reference to the principles and guidelines of the Corporate Governance Code (the "CG Code") as set out in Appendix 14 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules"). In developing and reviewing its corporate governance policies and practices, the Company has sought to adopt a balanced approach.

Throughout the year ended 31 December 2019, in the opinion of the directors of the Company (the "Directors"), the Company has complied with the applicable code provisions of the CG Code, except A.1.1, A.4.1, A.4.2, A.5.1 to A.5.4 and A.6.7, which are explained in this report.

CORPORATE GOVERNANCE STRUCTURE

The Board believes that a well-balanced corporate governance structure will enable the Company to better manage its business risks and thereby ensure the Company is run in the best interests of its shareholders and other stakeholders. The Board is primarily responsible for setting directions, formulating strategies, monitoring performance and managing risks of the Group. At the same time, it is also charged with the duty to enhance the effectiveness of the corporate governance practices of the Group. Under the Board, there are currently two board committees, namely Audit Committee and Remuneration Committee. Both committees perform their distinct roles in accordance with their respective terms of reference and assist the Board in supervising certain functions of the senior management.

BOARD OF DIRECTORS

Members of the Board are collectively responsible for overseeing the business and affairs of the Group that aims to enhancing the Company's value for stakeholders. Roles of the Board include reviewing and guiding corporate strategies and policies; monitoring financial and operating performance; ensuring the integrity of the Group's accounting and financial reporting systems; and setting appropriate policies in managing risks of the Group while the day-to-day management is delegated to the executive directors. The biographical details of the directors are set out in the section "Biographies of Directors and Senior Management" on pages 12 to 16 of this Annual Report.

The Board currently comprises of four executive Directors, one non-executive Director and three independent non-executive Directors. The Directors during the financial year and up to the date of the report are set out on page 32 of the Annual Report and are currently as follows:

Name of Director

Executive Directors

Dr. James Sai-Wing Wong *(Chairman)*
Mr. Yuen-Keung Chan *(Vice Chairman and Managing Director)*
Mr. James Sing-Wai Wong
Mr. Philip Bing-Lun Lam

Non-Executive Director

Ms. Wendy Kim-See Gan

BOARD OF DIRECTORS *(continued)*

Name of Director *(continued)*

Independent Non-Executive Directors

Mr. Yuen-Tin Ng
Mr. Chi-Chiu Wu
Mr. Ronald James Blake

Independent non-executive Directors serve the relevant function of bringing independent judgment on the development, performance and risk management of the Group through their contributions in board meetings.

The Board considers that each independent non-executive Director is independent in character and judgment. The Company has received from each independent non-executive Director a written confirmation of his independence pursuant to Rule 3.13 of the Listing Rules.

Board meetings of the Company were held twice during the year on a regular basis, which deviated from code provision A.1.1 of the CG Code which stipulates that the Board should meet regularly and board meetings should be held at least four times a year at approximately quarterly intervals.

In view of the simplicity of the Group's businesses, regular board meetings have not been held quarterly during the year. The interim and annual results together with all corporate transactions happened during the year have been reviewed and discussed amongst the Directors at the full board meetings held in the year.

Draft minutes of board meetings are circulated to Directors for comments and the signed minutes are kept by the Company Secretary.

Code provision A.6.7 of the CG Code requires that independent non-executive Directors and other non-executive Directors shall attend general meetings and develop a balanced understanding of the views of shareholders. Mr. Chi-Chiu Wu and Mr. Ronald James Blake, being independent non-executive Directors, did not attend the annual general meeting of the Company held on 4 June 2019 due to engagement in their own business.

In order to safeguard the interest of individual Director, the Company has also arranged directors' and officers' liability insurance for the Directors.

CHAIRMAN AND CHIEF EXECUTIVE OFFICER

Dr. James Sai-Wing Wong, Chairman of the Company, is responsible for the management of the Board. Mr. Yuen-Keung Chan is the Vice Chairman and Managing Director of the Company. Each division of the Group's business namely Jacobson HK, CAE, Chinney Kin Wing Group, CCCL and Shun Cheong is managed by its divisional managing directors and/or general managers.

RE-ELECTION OF DIRECTORS

Code provision A.4.1 of the CG Code stipulates that non-executive directors should be appointed for a specific term, subject to re-election and that code provision A.4.2 of the CG Code stipulates that every director, including those appointed for a specific term, should be subject to retirement by rotation at least once every three years.

The existing non-executive Director do not have a specific term of appointment but are subject to retirement by rotation and re-election at the Company's annual general meeting under the Bye-laws of the Company (the "Bye-laws"). As such, the Board considers that sufficient measures have been taken to ensure that the Company's corporate governance practices are no less exacting than those in the CG Code.

According to the provisions of the Bye-laws, at each annual general meeting one-third of the Directors for the time being (or, if their number is not a multiple of three, the number nearest to but not greater than one-third) shall retire from office by rotation save that the Chairman and/or the Managing Director of the Company shall not be subject to retirement by rotation or be taken into account in determining the number of directors to retire in each year.

Dr. James Sai-Wing Wong, the beneficial owner of Chinney Investments, EIL and Chinney Capital Limited, which collectively holds approximately 73.68% interest in the Company, is the Chairman of the Board to safeguard their investments in the Company. In addition, the Board considers that the continuity of the office of the Chairman and Managing Director provide the Group with a strong and consistent leadership for the smooth operation of the businesses of the Group. As a result, the Board concurred that the Chairman and the Managing Director need not be subject to retirement by rotation.

INDUCTION AND CONTINUOUS PROFESSIONAL DEVELOPMENT

The Company Secretary updates Directors on the latest developments and changes to the Listing Rules and the applicable legal and regulatory requirements regarding subjects necessary in the discharge of their duties.

All Directors are encouraged to participate in continuous professional development to develop and refresh their knowledge and skills. Directors are continually updated on developments in the statutory and regulatory regime and the business environment to facilitate the discharge of their responsibilities.

INDUCTION AND CONTINUOUS PROFESSIONAL DEVELOPMENT *(continued)*

Directors are required to submit to the Company annually details of training sessions undertaken by them in each financial year for the Company to maintain a training record for its Directors. According to the training records maintained by the Company, the training received by each of the Directors during the year ended 31 December 2019 is summarised as follows:

Name of Director	Type of trainings
Executive Directors	
Dr. James Sai-Wing Wong	A, B
Mr. Yuen-Keung Chan	A, B
Mr. James Sing-Wai Wong	A, B
Mr. Philip Bing-Lun Lam	A, B
Non-Executive Director	
Ms. Wendy Kim-See Gan	A, B
Independent Non-Executive Directors	
Mr. Yuen-Tin Ng	A, B
Mr. Chi-Chiu Wu	B
Mr. Ronald James Blake	A, B

A: attending seminars/conferences/workshops/forums

B: reading newspapers, journals and updates relating to the economy, environmental protection business or director's duties and responsibilities etc.

CORPORATE GOVERNANCE FUNCTION

The Board is collectively responsible for performing the corporate governance duties including:

(a) to develop, review and update the Company's policy and practices on corporate governance;

(b) to review and monitor the training and continuous professional development of Directors and senior management;

(c) to review and monitor the Company's policies and practices on compliance with legal and regulatory requirements;

(d) to review the Company's compliance with the CG Code and disclosure in the "Corporate Governance Report"; and

(e) to perform such other corporate governance duties and functions set out in the CG Code (as amended from time to time) for which the Board is responsible.

DIRECTORS' SECURITIES TRANSACTIONS

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") as set out in Appendix 10 to the Listing Rules.

On specific enquiries made, all Directors have confirmed that they have complied with the required standard set out in the Model Code throughout the year ended 31 December 2019. Securities interests in the Company and its associated corporations held by each of the Directors are set out in the section "Report of the Directors" on pages 27 to 37 of this Annual Report.

REMUNERATION COMMITTEE

The Remuneration Committee currently comprises two independent non-executive Directors namely Mr. Chi-Chiu Wu (chairman of the Remuneration Committee) and Mr. Yuen-Tin Ng and a non-executive Director namely Ms. Wendy Kim-See Gan. The role of the Remuneration Committee is to review and recommend to the Board on the remuneration packages of all executive Directors.

The Chairman of the Board receives no salary and determines the remuneration of all other executive Directors, taking reference to market pay, individual performance and a bonus scheme, which has been in place prior to the establishment of the Remuneration Committee. Details of remuneration packages of the executive Directors during the year are set out under heading "Directors' Remuneration" on pages 96 to 98 in this Annual Report.

A Remuneration Committee meeting was held in March 2019, during which the remuneration packages of all executive Directors for the year have been reviewed individually and the proposal for year 2019 remuneration adjustment and 2018 bonus distribution were considered. Draft minutes of the Remuneration Committee meeting are circulated to members for comments and the signed minutes are kept by the Company Secretary.

AUDIT COMMITTEE

The Audit Committee currently comprises two independent non-executive Directors namely Mr. Yuen-Tin Ng (chairman of the Audit Committee) and Mr. Chi-Chiu Wu and one non-executive Director namely Ms. Wendy Kim-See Gan.

The terms of reference for the Audit Committee has been adopted in line with the CG Code. Regular meetings have been held by the Audit Committee since establishment and it meets at least twice each year to review and supervise the Group's financial reporting process and internal control. The Audit Committee has reviewed the accounting principles and policies adopted by the Company and discussed with management and the external auditor the financial reporting matters, to review the financial statements of the Group before their submission to the Board for approval and to review the effectiveness of the internal control and risk management system of the Group, both the half year results for the six months ended 30 June 2019 and the annual results for the year ended 31 December 2019.

AUDIT COMMITTEE *(continued)*

The work performed by the Audit Committee for the year ended 31 December 2019 included reviews of the following:

- the directors' report and the consolidated financial statements for the year ended 31 December 2018 of the Group, with a recommendation to the Board for approval;
- the consolidated financial statements for the six months ended 30 June 2019 of the Group, with a recommendation to the Board for approval;
- the audit fees for the year ended 31 December 2018 proposed by the external auditor, with a recommendation to the Board for approval;
- the new accounting policies and practices adopted by the Group;
- the internal control and risk management system of the Group; and
- the litigation cases of the Group.

The Audit Committee met two times during the year. Draft minutes of the Audit Committee meetings are circulated to members of Audit Committee for comments and the signed minutes are kept by the Company Secretary.

ATTENDANCE AT MEETINGS OF THE BOARD, REMUNERATION AND AUDIT COMMITTEES AND GENERAL MEETING

	Attended/Eligible to attend During the year ended 31 December 2019			
Name of Director	Board Meetings	Remuneration Committee Meeting	Audit Committee Meetings	Annual General Meeting held on 4 June 2019
Executive Directors				
Dr. James Sai-Wing Wong	2/2	N/A	N/A	1/1
Mr. Yuen-Keung Chan	2/2	N/A	N/A	1/1
Mr. James Sing-Wai Wong	2/2	N/A	N/A	1/1
Mr. Philip Bing-Lun Lam	2/2	N/A	N/A	1/1
Non-Executive Director				
Ms. Wendy Kim-See Gan	2/2	1/1	2/2	1/1
Independent Non-Executive Directors				
Mr. Yuen-Tin Ng	2/2	1/1	2/2	1/1
Mr. Chi-Chiu Wu	2/2	1/1	2/2	0/1
Mr. Ronald James Blake	2/2	N/A	N/A	0/1

NOMINATION OF DIRECTORS AND DIVERSITY OF THE BOARD

Code provisions A.5.1 to A.5.4 of the CG Code in respect of the establishment, terms of reference and resources of a nomination committee.

The Company has not established a nomination committee. The Board is responsible for considering the suitability of a candidate to act as a Director, and collectively approving and terminating the appointment of a Director as this allows a more informed and balanced decision to be made. The Chairman is mainly responsible for identifying suitable candidates for members of the Board when there is a vacancy or an additional director is considered necessary. The Chairman will propose the appointment of such candidates to the Board for consideration and the Board will determine the suitability of the relevant candidates having due regard to the Nomination Policy and the Board Diversity Policy adopted by the Company and assess the independence of the proposed independent non-executive Director(s) as appropriate.

In summary, the selection of candidates will be based on a range of diversity perspectives, including but not limited to gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service. The ultimate decision will be based on merit and contribution that the selected candidates will bring to the Board. These measurable objectives have been set to ensure that the Board has a balance of skills, experience and diversity of perspectives appropriate to the Company and will be reviewed by the Board annually to ensure the continued effectiveness of the Board.

AUDITOR'S REMUNERATION

During the year ended 31 December 2019, the Group has engaged its external auditor, Ernst & Young, to provide the following services and their respective fees charged are set out as follows:

Services rendered	**Fees paid/payable** *HK$'000*
Audit services	**3,734**
Non-audit services (review, tax compliance and other services)	**597**

INTERNAL CONTROL AND RISK MANAGEMENT

The Board has overall responsibilities for maintaining the Group's systems of internal control and reviewing their effectiveness. The internal control systems of the Group are designed to provide reasonable assurance to minimise risk of failure in operational systems, and to assist in the achievement of the Group's goals. The systems are also structured to safeguard the Group's assets, to ensure the maintenance of proper accounting records and compliance with applicable laws, rules and regulations. The systems are designed to provide reasonable, but not absolute, assurance against material misstatement or loss, and to manage rather than eliminate risks of failure in the Group's operational systems and in the achievement of the Group's business objectives. The Group has dedicated internal audit function who reviews the effectiveness of the risk management and internal control systems from time to time in order to ensure that they meet with the dynamic and ever changing business environment.

During the year, the Audit Committee has reviewed the Group's internal control system and considered the internal audit report with the executive Directors and financial controller. The review covers all material controls, including financial, operational and compliance controls and risk management of the Group and such systems have been considered reasonably effective and adequate.

The Group regularly reminds the Directors and relevant employees for the compliance of policies regarding the inside information, and provide them with update on the appropriate guidelines or policies to ensure the compliance with regulatory requirements.

DIRECTORS' RESPONSIBILITY FOR THE FINANCIAL STATEMENTS

The Directors are responsible for overseeing the preparation of financial statements for each financial period with a view to ensuring such financial statements give a true and fair view of the state of affairs of the Group and of the results and cash flows for that period. The Company's financial statements are prepared in accordance with all relevant statutory requirements and applicable accounting standards. The Directors are responsible for ensuring that appropriate accounting policies are selected and applied consistently; and that judgments and estimates made are prudent and reasonable. The statement of the independent auditor of the Company, Messrs. Ernst & Young, with regard to their reporting responsibilities on the Company's financial statements is set out in the Independent Auditor's Report on pages 38 to 44.

DIVIDEND POLICY

The Company has adopted a dividend policy (the "Dividend Policy"). Pursuant to which, in considering the declaration and payment of dividends, the Board shall maintain adequate cash reserves for meeting its working capital requirements and future business growth and take into account the following factors of the Group:

a. financial results;

b. cash flow situation;

c. business conditions and strategies;

d. future operations and earnings;

e. capital requirements and expenditure plans;

f. interests of shareholders;

g. any restrictions on payment of dividends; and

h. any other factors that the Board may consider relevant.

The Board has discretion to declare and distribute dividends to the shareholders of the Company, subject to the Bye-laws and all applicable laws and regulations. The Board will review the Dividend Policy from time to time and may exercise its sole and absolute discretion to update, amend and/or modify the Dividend Policy at any time as it deems fit and necessary. There is no assurance that dividends will be paid in any particular amount for any given period.

SHAREHOLDERS' RIGHTS

1. The way in which shareholders can convene a special general meeting

Pursuant to bye-law 58 of the Bye-laws and Section 74 of the Bermuda Companies Act 1981, shareholders holding at the date of deposit of the requisition not less than one-tenth of the paid-up capital of the Company carrying the right of voting at general meetings of the Company shall at all times have the right, by written requisition to the Board or the Company Secretary, to require a special general meeting to be called by the Board for the transaction of any business specified in such requisition.

The requisition must be signed by the requisitionists and deposited at the principal place of business of the Company at 23rd Floor, Wing On Centre, 111 Connaught Road Central, Hong Kong (the "Principal Place of Business") for the attention of the Company Secretary.

The requisition will then be verified with the Company's Branch Share Registrar and Transfer Office in Hong Kong and upon its confirmation that the requisition is proper and in order, the Company Secretary will forward the requisition to the Board and the Board shall convene and hold such general meeting within two months after the deposit of such requisition. Moreover, if within twenty-one days of such deposit, the Board fails to proceed to convene such general meeting, the requisitionists, or any of them representing more than one half of the total voting rights of all of them, may themselves convene a meeting, but any meeting so convened shall not be held after the expiration of three months from the said date.

2. Procedures for shareholders to propose a person for election as a director of the Company

Pursuant to bye-law 88 of the Bye-laws, any shareholder (other than the person to be proposed for election as a director), who wishes to propose a person other than a retiring Director for election as a director of the Company at a general meeting, should lodge a duly signed written notice given of his intention to propose such person for election and a notice signed by the person to be proposed of his willingness to be elected at the Company's Principal Place of Business or the Company's Hong Kong Branch Share Registrar and Transfer Office, Tricor Tengis Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong within the period of not less than 7 days commencing no earlier than the day after the despatch of the notice of the general meeting appointed for such election and ending no later than 7 days prior to the date of such general meeting.

SHAREHOLDERS' RIGHTS *(continued)*

3. The procedures for sending enquiries to the Board

Shareholders and other stakeholders may send their enquiries and concerns in writing to the Board by addressing them to the Company Secretary at the Principal Place of Business and the Company Secretary shall then forward the same to the appropriate executives of the Company or members in the Board for further handling.

4. The procedures for putting forward proposals at shareholders' meetings

To put forward proposals at an annual general meeting or a special general meeting, the shareholders shall submit a written notice of those proposals with the detail contact information to the Company Secretary at the Principal Place of Business. The request will be verified with the Company's Branch Share Registrar and Transfer Office in Hong Kong and upon its confirmation that the request is proper and in order, the Company Secretary will ask the Board to include the resolution in the agenda for the general meeting. Moreover, the notice period to be given to all the shareholders for consideration of the proposals submitted by the shareholders concerned varies as follows pursuant to bye-law 59(1) of the Bye-laws:

(a) for an annual general meeting and any special general meeting at which the passing of a special resolution is to be considered, it shall be called by not less than twenty-one clear days' notice (the notice period must include twenty clear business days under the Listing Rules' requirement); and

(b) for all other special general meetings, they may be called by not less than fourteen clear days' notice (the notice period must include ten clear business days under the Listing Rules' requirement).

COMMUNICATIONS WITH SHAREHOLDERS

The Board recognises the importance of good communications with all shareholders and is committed to maintaining a policy of open and timely disclosure of relevant information on its attributes to shareholders and other stakeholders through the publication of interim and annual reports, public announcements and other public circulars, all of which are available on the Company's website.

The annual general meeting provides a useful forum for shareholders to exchange views with the Board. Shareholders are encouraged to attend the annual general meeting for which at least twenty clear business days' prior notice is given. The Chairman of the Board as well as the chairman of the board committees (or in their absence, other members of the committees) together with the external auditor are available to answer shareholders' questions at the meeting. At the annual general meeting, each substantially separate issue will be considered by a separate resolution, including the election of individual director, and the poll procedures will be clearly explained.

The Directors herein present their report and the audited financial statements for the year ended 31 December 2019.

PRINCIPAL ACTIVITIES

The Company is an investment holding company. The principal activities of its subsidiaries comprise the trading of plastic and chemical products, the provision of building related contracting services for both public and private sectors, including engineering contracting services in the air-conditioning industry and provision of maintenance services, superstructure construction works and foundation piling works and sub-structure works for both public and private sectors in Hong Kong and Macau, distribution of aviation system and other hi-tech products, and property and investment holding. Details of the principal subsidiaries and their activities are set out in note 1 to the financial statements. There were no significant changes in the nature of the Group's principal activities during the year.

RESULTS AND DIVIDENDS

The Group's profit for the year ended 31 December 2019 and the Group's financial position at that date are set out in the financial statements on pages 45 to 144.

The Board recommend the payment of a final dividend of HK4.0 cents per share for the year ended 31 December 2019 (2018: HK6.0 cents) to the shareholders of the Company whose names appear on the Company's register of members on 18 June 2020. Upon the shareholders' approval at the forthcoming annual general meeting of the Company, it is expected that the final dividend cheques will be despatched to the shareholders on or before 7 July 2020.

MANAGEMENT DISCUSSION AND ANALYSIS

BUSINESS REVIEW

A business review of the Group for the year ended 31 December 2019 and outlook are set out in the Chairman's Statement on pages 8 to 11 of this Annual Report and in this section. The Group's capital and financial risk management objectives and policies are set out in note 43 to the financial statements on pages 137 to 142 of this Annual Report.

The Group is committed to build an environmental-friendly corporation with the aim to conserve natural resources. The Group has taken initiatives to reduce energy consumption and encourage recycle of office supplies and other materials. The Group will continue to review and promote its environmental policies.

During the year ended 31 December 2019, there were no breach of or non-compliance with applicable laws and regulations by the Group that have significant impact on the business and operations of the Group.

Relationship with employees, customers and suppliers

The Group's relationships with its employees are set out in the "Employees and remuneration policies" section below.

The Group recognises the importance of maintaining good relationships with business partners, customers, suppliers and sub-contractors to achieve its long-term business growth and development. Accordingly, the Group has kept good communications and shared business updates with them when appropriate.

FINANCIAL REVIEW

Liquidity and financial resources

Total interest-bearing debts of the Group, which included trust receipt loans, bank loans (excluding bank overdrafts of HK$7.2 million (31 December 2018: Nil)) and lease liabilities, amounted to HK$315.0 million as at 31 December 2019 (31 December 2018: HK$167.4 million). As a result of the adoption of HKFRS 16 *Leases*, the discounted value of future lease payments was recognised as lease liability. The Group's lease liabilities amounted to HK$71.1 million as at 31 December 2019 while no adjustment for restatement of the position as at 31 December 2018 was required under the transition arrangement of HKFRS 16. Should the lease liabilities be excluded, total interest-bearing debts of the Group would be HK$243.9 million as at 31 December 2019. There were HK$256.3 million or 81% (31 December 2018: HK$167.4 million or 100%) of interest-bearing debts classified as current liabilities. The current portion of interest-bearing debts included bank borrowings with repayment-on-demand conditions imposed by the lenders. If that portion of the bank borrowings repayable after one year was classified as non-current liabilities, the current portion of the total interest-bearing debts would be reduced by HK$17.8 million to HK$238.5 million, or 76% of the total interest-bearing debts. Included in the current portion of interest-bearing debts were trust receipt loans of HK$144.8 million (31 December 2018: HK$166.5 million) for financing the purchases of goods by the plastic trading division and the purchases of materials and equipment for installation in the projects of the building services division. Current ratio of the Group as at 31 December 2019, measured by total current assets over total current liabilities, was 1.7 (31 December 2018: 1.7). Total unpledged cash and bank balances as at 31 December 2019 were HK$647.8 million (31 December 2018: HK$778.9 million). The decrease in unpledged bank balances was mainly due to net cash inflow from operations of HK$21.9 million and net cash inflow from bank loans drawn less repayments of HK$98.2 million, less purchases of properties, plant and equipment of HK$91.5 million, purchase of investment property of HK$18.9 million, deposit and prepayment of the consideration for the acquisition of a subsidiary of HK$116.1 million, increase in trust receipt loans of HK$21.6 million and repayment of the principal portion of lease liabilities of HK$11.2 million.

The Group had a total of HK$1,821 million undrawn facilities extended from banks and financial institutions at year-end available for its working capital, trade finance and issue of performance/surety bonds. The gearing ratio of the Group, measured by total interest-bearing borrowings of HK$315.0 million over the equity attributable to the owners of the Company of HK$1,928.5 million, was 16.3% as at 31 December 2019 (2018: 9.1%).

FINANCIAL REVIEW *(continued)*

Funding and treasury policy

The Group maintains a prudent funding and treasury policy. Surplus funds are maintained in the form of cash deposits with leading banks. Borrowings are mainly denominated in Hong Kong dollars and bear interest at floating rates. Forward contracts of a non-speculative nature are entered to hedge the foreign currency trade purchase commitments of the Group when desirable.

Pledge of assets

As of 31 December 2019, certain properties having an aggregate book value of HK$188.2 million were pledged to banks to secure bank loans and general banking facilities extended to the Group. In addition, time deposits of HK$0.5 million were pledged to banks to secure the performance/surety bonds issued in favour of the Group's clients on contracting works.

Contingent liability

As of 31 December 2019, the Group provided corporate guarantees and indemnities to certain banks and financial institutions to secure performance/surety bonds in the aggregate amount of HK$569.2 million issued in favour of the Group's clients on contracting works. This amount included performance/surety bonds issued in favour of the clients of the Chinney Kin Wing Group of HK$200.5 million to which corporate guarantees and indemnities were provided by Chinney Kin Wing Group.

Except as disclosed above, the Group had no other material contingent liabilities as of 31 December 2019.

Employees and remuneration policies

The Group employed approximately 1,820 staff in Hong Kong and other parts of the PRC as of 31 December 2019. Remuneration packages are reviewed annually and determined by reference to market pay and individual performance. In addition to salary payments and year-end discretionary bonuses, the Group also provides other employment benefits including medical insurance cover, provident fund and educational subsidies to eligible staff.

SUMMARY OF FINANCIAL INFORMATION

A summary of the published results, assets, liabilities and non-controlling interests of the Group for the last five financial years, as extracted from the audited financial statements, is set out below.

RESULTS

	Year ended 31 December				
	2019	2018	2017	2016	2015
	HK$'000	*HK$'000*	*HK$'000*	*HK$'000*	*HK$'000*
REVENUE	**5,219,559**	6,047,951	5,595,889	4,570,724	4,551,870
PROFIT FOR THE YEAR	**143,779**	210,434	197,253	235,434	173,961
Attributable to:					
– Owners of the Company	**130,983**	195,867	176,770	209,928	169,087
– Non-controlling interests	**12,796**	14,567	20,483	25,506	4,874
	143,779	210,434	197,253	235,434	173,961

ASSETS, LIABILITIES AND NON-CONTROLLING INTERESTS

	As at 31 December				
	2019	2018	2017	2016	2015
	HK$'000	*HK$'000*	*HK$'000*	*HK$'000*	*HK$'000*
TOTAL ASSETS	**3,954,661**	3,658,368	3,581,685	3,223,885	2,939,255
TOTAL LIABILITIES	**(1,902,915)**	(1,706,990)	(1,853,434)	(1,706,458)	(1,619,897)
NON-CONTROLLING INTERESTS	**(123,259)**	(118,113)	(109,227)	(104,044)	(90,013)
	1,928,487	1,833,265	1,619,024	1,413,383	1,229,345

The information set out above does not form part of the audited financial statements.

The Group has adopted HKFRS 16 *Leases* using the modified retrospective method of adoption with the date of initial application of 1 January 2019. Under this method, the comparative information for 2018 was not restated and continues to be reported under HKAS 17 and related interpretations.

SHARE CAPITAL AND CONVERTIBLE BOND

Details of movements in the Company's share capital and convertible bond during the year are set out in notes 33 and 32 to the financial statements, respectively.

In 2018, the net proceeds from the issue of a convertible bond with a principal sum of HK$40 million by Chinney Shun Cheong Holdings Limited, a then wholly-owned subsidiary of the Company, of HK$39.7 million in April 2017 were fully utilised for capital injection to IDC Realty Holdings Limited and its wholly-owned subsidiary acquired in 2018 for the construction and purchase of equipment for the internet data centre in Longgang District, Shenzhen, the PRC.

PRE-EMPTIVE RIGHTS

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

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

Neither the Company, nor any of its subsidiaries purchased, sold or redeemed any of the Company's listed shares during the year.

PERMITTED INDEMNITY PROVISION

Pursuant to the Bye-laws, 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. The Company has arranged appropriate directors' and officers' liability insurance coverage for the directors and officers of the Group throughout the year.

DISTRIBUTABLE RESERVES

Under the laws of Bermuda, the Company's reserves available for distribution to shareholders amounted to HK$390,716,000 as at 31 December 2019, of which HK$23,796,000 has been proposed as a final dividend for the year. In addition, the Company's share premium account, in the amount of HK$60,978,000, may be distributed to shareholders of the Company in the form of fully paid bonus shares.

MAJOR CUSTOMERS AND SUPPLIERS

In the year under review, sales to the Group's five largest customers accounted for less than 30% of the total sales for the year. Purchases from the Group's five largest suppliers accounted for less than 30% of the total purchases for the year.

REPORT OF THE DIRECTORS

DIRECTORS

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

Executive Directors:

James Sai-Wing Wong *(Chairman)*
Yuen-Keung Chan *(Vice Chairman and Managing Director)*
James Sing-Wai Wong
Philip Bing-Lun Lam

Non-Executive Director:

Wendy Kim-See Gan

Independent Non-Executive Directors:

Yuen-Tin Ng
Chi-Chiu Wu
Ronald James Blake

The Company has received from each of its independent non-executive Directors an annual confirmation of independence pursuant to Rule 3.13 of the Listing Rules and still considers them as independent.

RE-ELECTION OF RETIRING DIRECTOR

In accordance with bye-law 87 of the Bye-laws, Mr. James Sing-Wai Wong ("Mr. Wong") and Mr. Chi-Chiu Wu ("Mr. Wu") will retire by rotation at the forthcoming annual general meeting. Mr. Wong and Mr. Wu, being eligible, will offer themselves for re-election.

The proposed re-election of Mr. Wu as independent non-executive Director was made in accordance with the Nomination Policy of the Company and took into account a wide range of diversity perspectives, including but not limited to gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of services, with due regard of the benefits of diversity as set out under the Board Diversity Policy of the Company.

The Board had also assessed and reviewed the written confirmation of independence of Mr. Wu based on the independence criteria as set out in Rule 3.13 of the Listing Rules and is satisfied that as at the date of this report, Mr. Wu remained independent in accordance with Rule 3.13 of the Listing Rules.

In addition, the Board had evaluated the performance of Mr. Wu and is of the view that Mr. Wu has provided valuable contributions to the Company and has demonstrated his abilities to provide independent, balanced and objective view to the Company's affairs. The Board is also of the view that Mr. Wu would bring to the Board his own perspective, skills and experience, as further described in the respective biographies as set out on page 14 of this Annual Report, and can contribute to the diversity of the Board taking into account their diversified educational background and professional experience. The Board believes that his re-election as the independent non-executive Director would be in the best interests of the Company and its shareholders as a whole.

BIOGRAPHIES OF DIRECTORS AND SENIOR MANAGEMENT

Biographical details of the Directors and the senior management of the Group are set out on pages 12 to 16 of this Annual Report.

DIRECTORS' SERVICE CONTRACTS

No Director has a service contract with any member of the Group which is not determinable within one year without payment of compensation, other than statutory compensation.

DIRECTORS' REMUNERATION

The remuneration of the executive Directors is reviewed by the Remuneration Committee having regard to the Company's operating results, individual performance of the Directors and comparable market statistics. Details of the Directors' remuneration are set out in note 8 to the financial statements.

DIRECTORS' INTERESTS IN TRANSACTIONS, ARRANGEMENTS OR CONTRACTS

Except as disclosed in note 37 to the financial statements and the section "Connected transactions" below, no Director nor a connected entity of a Director had a material interest, either directly or indirectly, in any transactions, arrangements or contracts of significance to the business of the Group to which the Company, the holding company, or any of the Company's subsidiaries or fellow subsidiaries was a party during the year.

CONNECTED TRANSACTIONS

The Company has the followings connected transactions during the year:

(a) On 20 September 2016, Gold Famous Development Limited ("Gold Famous"), an indirect wholly-owned subsidiary of Hon Kwok and an indirect non wholly-owned subsidiary of Chinney Investments, entered into a framework agreement (the "Foundation Framework Agreement") with Kin Wing Foundations Limited ("KWF"), an indirect wholly-owned subsidiary of Chinney Kin Wing and an indirect non wholly-owned subsidiary of the Company, as a contractor for the construction of piling foundation, pipe piling, bored pile wall works at K.C.T.L. 495, Kin Chuen Street, Kwai Chung, New Territories, Hong Kong (the "Land") at a contract sum of HK$210 million (the "Foundation Construction Works").

The entering into the Foundation Framework Agreement constituted a connected transaction of each of Chinney Investments, Hon Kwok, the Company and Chinney Kin Wing under the Listing Rules. On 7 November 2016, at the respective extraordinary general meetings held by each of Chinney Investments and Hon Kwok and at the respective special general meetings held by each of the Company and Chinney Kin Wing, the transaction was approved by the independent shareholders of each of Chinney Investments, Hon Kwok, the Company and Chinney Kin Wing.

Details of the transaction were set out in the joint announcement of Chinney Investments, Hon Kwok, the Company and Chinney Kin Wing dated 20 September 2016 and the Company's circular dated 21 October 2016. During the year ended 31 December 2019, revenue of HK$9,823,000 was recognised by KWF under the Foundation Construction Works.

CONNECTED TRANSACTIONS *(continued)*

(b) On 12 June 2018, Shun Cheong Data Centre Solutions Company Limited ("Shun Cheong Data Centre Solutions"), an indirect wholly-owned subsidiary of the Company, as a consultant entered into a data centre consultancy agreement with Gold Famous (as the employer) for the provision of consultancy services by Shun Cheong Data Centre Solutions to Gold Famous in relation to the construction and development of a data centre in the Land (the "Data Centre Project") for a consultancy fee of HK$16,200,000 (the "Consultancy Agreement"). The entering into the Consultancy Agreement constituted connected transaction of each of Chinney Investments, Hon Kwok and the Company under the Listing Rules. As the applicable percentage ratios for each of Chinney Investments, Hon Kwok and the Company were more than 0.1% but less than 5%, the transactions contemplated under the Consultancy Agreement were subject to the reporting and announcement requirements but exempt from the circular and the independent shareholders' approval requirements under Chapter 14A of the Listing Rules.

Details of the transaction were set out in the Company's announcement dated 12 June 2018. The revenue recognised by Shun Cheong Data Centre Solutions in respect of the transaction amounted to HK$2,430,000 in 2019.

(c) On 12 July 2018, CCCL, an indirect wholly-owned subsidiary of the Company, as the contractor and Gold Famous as the employer entered into a framework agreement for the construction works to be carried out by CCCL as the main contractor for the Data Centre Project at a total contract sum of HK$757,838,691.70 (the "Construction Framework Agreement"). The entering into the Construction Framework Agreement constituted connected transaction of each of Chinney Investments, Hon Kwok and the Company under the Listing Rules. Pursuant to Rules 14A.81 and 14A.82 of the Listing Rules, the Consultancy Agreement and the Construction Framework Agreement were aggregated as a series of transactions as they were entered into within a 12-month period and involved parties which were connected with on another among Chinney Investments, Hon Kwok and the Company. The transaction was approved by independent shareholders of Chinney Investments and Hon Kwok on their respective extraordinary general meetings and by the independent shareholders of the Company on a special general meeting held on 24 August 2018.

Details of the transaction were set out in the joint announcement of Chinney Investments, Hon Kwok and the Company dated 12 July 2018 and a circular dated 8 August 2018. The revenue recognised by CCCL in respect of the transaction amounted to HK$503,767,000 in 2019.

DIRECTORS' INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES

As at 31 December 2019, the interests and short positions of the Directors in the shares, underlying shares and debentures of the Company and its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO")), as recorded in the register required to be kept by the Company pursuant to section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code, were as follows:

Long positions in ordinary shares of the Company:

	Number of shares held, capacity and nature of interest				Percentage of the Company's issued share capital
Name of Director	Personal interests	Family interests	Corporate interests	Total	
James Sai-Wing Wong	–	–	438,334,216 *(Note)*	438,334,216	73.68%

Note: Amongst these shares, 21,996,000 shares are held by Chinney Capital Limited, 173,093,695 shares are held by Multi-Investment Group Limited, and 243,244,521 shares are held by EIL, all of which Dr. James Sai-Wing Wong is a director and a controlling shareholder and has beneficial interests.

Save as disclosed above, as at 31 December 2019, none of the Directors had registered an interest or short position in the shares, underlying shares or debentures of the Company or any of its associated corporations that was required to be recorded pursuant to Section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code.

DIRECTORS' RIGHTS TO ACQUIRE SHARES OR DEBENTURES

At no time during the year were rights to acquire benefits by means of the acquisition of shares in or debentures of the Company granted to any of the Directors or their respective spouses or minor children, or were any such rights exercised by them; or was the Company or any of its subsidiaries a party to any arrangement to enable the Directors to acquire such rights in any other body corporate.

CONTRACT OF SIGNIFICANCE

Save as disclosed, no contracts of significance in relation to the Group's business in which the Company, any of its subsidiaries or fellow subsidiaries, or its parent company was a party and in which a Director had a material interest, whether directly or indirectly, subsisted during or at the end of the year.

SUBSTANTIAL SHAREHOLDERS' AND OTHER PERSONS' INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES OF THE COMPANY

As at 31 December 2019, the interests and short positions of those persons in the shares and underlying shares of the Company as recorded in the register of interests required to be kept by the Company under Section 336 of the SFO were as follows:

Long positions in ordinary shares of the Company:

Name	*Notes*	Capacity and nature of interest	Number of ordinary shares held	Percentage of the Company's issued share capital
James Sai-Wing Wong	*1, 2, 3*	Interest through controlled corporations	438,334,216	73.68%
Lucky Year Finance Limited	*1*	Interest through a controlled corporation	173,093,695	29.10%
Chinney Holdings Limited	*1*	Interest through a controlled corporation	173,093,695	29.10%
Chinney Investments	*1*	Interest through a controlled corporation	173,093,695	29.10%
Newsworthy Resources Limited	*1*	Interest through a controlled corporation	173,093,695	29.10%
Multi-Investment Group Limited	*1*	Beneficial owner	173,093,695	29.10%
EIL	*2*	Beneficial owner	243,244,521	40.89%

SUBSTANTIAL SHAREHOLDERS' AND OTHER PERSONS' INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES OF THE COMPANY *(continued)*

Notes:

1. Dr. James Sai-Wing Wong, Lucky Year Finance Limited, Chinney Holdings Limited, Chinney Investments, Newsworthy Resources Limited and Multi-Investment Group Limited are deemed to be interested in the same parcel of the 173,093,695 shares by virtue of Section 316 of the SFO;

2. EIL is beneficially wholly-owned by Dr. James Sai-Wing Wong; and

3. 21,996,000 shares are held by Chinney Capital Limited, which is beneficially wholly-owned by Dr. James Sai-Wing Wong.

Save as disclosed above, as at 31 December 2019, no person, other than the Directors, whose interests are set out in the section "Directors' interests and short positions in shares, underlying shares and debentures" above, had registered an interest or short position in the shares or underlying shares of the Company that was required to be recorded pursuant to Section 336 of the SFO.

SUFFICIENCY OF PUBLIC FLOAT

Based on information that is publicly available to the Company and within the knowledge of the Directors, at least 25% of the Company's total number of issued shares were held by the public as at the date of this report.

EVENTS AFTER THE REPORTING PERIOD

Details of the significant event of the Group after the reporting period are set out in note 44 to the financial statements.

AUDITOR

Ernst & Young retire and a resolution for their reappointment as auditor of the Company will be proposed at the forthcoming annual general meeting.

ON BEHALF OF THE BOARD
Yuen-Keung Chan
Director

Hong Kong, 26 March 2020

INDEPENDENT AUDITOR'S REPORT

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To the shareholders of Chinney Alliance Group Limited
(Incorporated in Bermuda with limited liability)

OPINION

We have audited the consolidated financial statements of Chinney Alliance Group Limited (the "Company") and its subsidiaries (the "Group") set out on pages 45 to 144, which comprise the consolidated statement of financial position as at 31 December 2019, and the consolidated statement of profit or loss, the consolidated statement of comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at 31 December 2019, and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards ("HKFRSs") issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA") and have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

BASIS FOR OPINION

We conducted our audit in accordance with Hong Kong Standards on Auditing ("HKSAs") issued by the HKICPA. Our responsibilities under those standards are further described in the *Auditor's responsibilities for the audit of the consolidated financial statements* section of our report. We are independent of the Group in accordance with the HKICPA's *Code of Ethics for Professional Accountants* (the "Code"), and we have fulfilled our other ethical responsibilities in accordance with the Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

KEY AUDIT MATTERS

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

We have fulfilled the responsibilities described in the *Auditor's responsibilities for the audit of the consolidated financial statements* section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the consolidated financial statements. The results of our audit procedures, including the procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying consolidated financial statements.

KEY AUDIT MATTERS *(continued)*

Key audit matter	How our audit addressed the key audit matter
Revenue recognition for construction contracts	
For the year ended 31 December 2019, the Group recognised revenue from construction contracting businesses amounting to HK$4,603,303,000. The Group has recognised revenue from the provision of construction services over time, using an input method to measure progress towards complete satisfaction of the service, because the Group's performance creates or enhances an asset that the customer controls as the asset is created or enhanced. The input method recognises revenue based on the proportion of the actual costs incurred relative to the estimated total costs for satisfaction of the construction services. This involves the use of management judgements and estimation uncertainty, including estimating the progress towards completion of the services, scope of deliveries and services required, total contract costs incurred and forecasts in relation to costs to complete. Relevant disclosures are included in notes 3.2, 4 and 5 to the financial statements.	We evaluated the significant judgements made by management, through an examination of project documentation, key contracts and variation orders, and discussion of the status of projects under construction with management, finance, and technical personnel of the Group. We tested the controls of the Group over its processes to record contract revenue and contract costs. Our testing also included checking the payment certificates issued by the architects employed by contract customers, payment applications from subcontractors and invoices from suppliers and a comparison of the actual costs incurred with the estimated total costs for satisfaction of the construction services to assess the status of the projects on a sampling basis.

KEY AUDIT MATTERS *(continued)*

Key audit matter	How our audit addressed the key audit matter
Impairment assessment of trade receivables	
As at 31 December 2019, the Group recorded trade receivables of HK$730,073,000. The credit terms granted by the Group to the customers are generally ranged from cash on delivery to two months. Management performed periodic assessment on the recoverability of the trade receivables and the sufficiency of provision for impairment based on information including credit profile of different customers, ageing of the trade receivables, historical settlement records, subsequent settlement status, expected timing and amount of realisation of outstanding balances, and on-going trading relationships with the relevant customers. Management also considered forward-looking information that may impact the customers' ability to repay the outstanding balances in order to estimate the expected credit losses for the impairment assessment. Given the significant management judgement and estimation involved, impairment assessment of trade receivables is identified as a key audit matter. Relevant disclosures are included in notes 3.2 and 22 to the financial statements.	We assessed and tested the Group's processes and controls relating to the monitoring of trade receivables. We evaluated the expected credit loss provisioning methodology, key data inputs and the assumptions, including both historical and forward-looking information, used to determine the expected credit losses on a sampling basis by taking into account factors such as the payment history, ageing of the trade receivables, the subsequent settlement of the trade receivables and other relevant information.

KEY AUDIT MATTERS *(continued)*

Key audit matter	How our audit addressed the key audit matter
Recoverability of contract assets for construction services	
The Group performs construction work by transferring construction services to customers before the customers pay consideration or before payments are due, contract assets are recognised for the earned considerations that are conditional. Contract assets are stated at cost less impairment. In assessing the recoverability of the contract assets, the Group regularly reviews and, where appropriate, adjusts the financial budget of each construction work based on work progress and latest available information (including correspondence with contract customers), and estimates the amount of foreseeable losses or attributable profits of each construction contract. When it is probable that total contract costs will exceed total contract revenue which indicates an impairment, the expected loss is recognised as an expense immediately. Management also considered forward-looking information that may impact the customers' ability to repay the outstanding balances in order to estimate the expected credit losses for the impairment assessment. As at 31 December 2019, the Group recognised contract assets of HK$1,169,182,000. The recoverability assessment of these contract assets involves significant estimations and judgements made by management when management prepares financial budgets of each construction work. Relevant disclosures are included in notes 3.2 and 25 to the financial statements.	We selected material construction contracts, reviewed their financial budgets and interviewed the Group's project managers regarding the preparation and approval processes of financial budgets of construction contracts and the progress of work certification by contract customers. Our testing also included a review of correspondence between the Group and contract customers in respect of construction work performed, checking the payment certificates issued by the architects employed by contract customers, payment applications from subcontractors and invoices from suppliers and a comparison of the actual costs incurred with the estimated total costs for satisfaction of the construction services to assess the status of the projects, and evaluating the expected credit loss provisioning methodology, key data inputs and the assumptions, including both historical and forward-looking information, used to determine the expected credit losses on a sampling basis.

OTHER INFORMATION INCLUDED IN THE ANNUAL REPORT

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

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

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

RESPONSIBILITIES OF THE DIRECTORS FOR THE CONSOLIDATED FINANCIAL STATEMENTS

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

In preparing the consolidated financial statements, the directors of the Company 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 of the Company either intend to liquidate the Group or to cease operations or have no realistic alternative but to do so.

The directors of the Company are assisted by the Audit Committee in discharging their responsibilities for overseeing the Group's financial reporting process.

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

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Our report is made solely to you, as a body, in accordance with section 90 of the Bermuda Companies Act 1981, 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 HKSAs 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 HKSAs, we exercise professional judgement and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.

- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS *(continued)*

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

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

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

The engagement partner on the audit resulting in this independent auditor's report is Chan Sai Yu.

Ernst & Young
Certified Public Accountants

Hong Kong
26 March 2020

CONSOLIDATED STATEMENT OF PROFIT OR LOSS

Year ended 31 December 2019

	Notes	2019 HK$'000	2018 HK$'000
REVENUE	5	**5,219,559**	6,047,951
Cost of sales/services provided		**(4,552,999)**	(5,341,838)
Gross profit		**666,560**	706,113
Other income	5	**6,536**	9,337
Selling and distribution costs		**(12,851)**	(14,910)
Administrative expenses		**(463,015)**	(431,821)
Other operating expenses, net		**(214)**	(3,769)
Changes in fair value of investment properties, net	14	**(102)**	3,396
Deficit from revaluation of property, plant and equipment	13	**(1,359)**	–
Finance costs	6	**(11,809)**	(11,710)
Share of losses of an associate		**–**	(680)
PROFIT BEFORE TAX	7	**183,746**	255,956
Income tax expense	10	**(39,967)**	(45,522)
PROFIT FOR THE YEAR		**143,779**	210,434
Attributable to:			
Owners of the Company		**130,983**	195,867
Non-controlling interests		**12,796**	14,567
		143,779	210,434
EARNINGS PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE COMPANY	12		
Basic and diluted		**HK22.0 cents**	HK32.9 cents

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

Year ended 31 December 2019

	Notes	2019 HK$'000	2018 HK$'000
PROFIT FOR THE YEAR		**143,779**	210,434
OTHER COMPREHENSIVE INCOME/(LOSS)			
Other comprehensive income/(loss) that may be reclassified to profit or loss in subsequent periods:			
Exchange differences on translation of foreign operations and net other comprehensive loss that may be reclassified to profit or loss in subsequent periods		**(1,380)**	(1,745)
Other comprehensive income that will not be reclassified to profit or loss in subsequent periods:			
Surplus on revaluation of leasehold land and owned buildings	*13*	**3,261**	50,616
Income tax effect	*31*	**(1,624)**	(5,900)
		1,637	44,716
Change in fair value of equity investment at fair value through other comprehensive income		**(324)**	111
Net other comprehensive income that will not be reclassified to profit or loss in subsequent periods		**1,313**	44,827
OTHER COMPREHENSIVE INCOME/(LOSS) FOR THE YEAR, NET OF TAX		**(67)**	43,082
TOTAL COMPREHENSIVE INCOME FOR THE YEAR		**143,712**	253,516
Attributable to:			
Owners of the Company		**130,916**	238,949
Non-controlling interests		**12,796**	14,567
		143,712	253,516

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

31 December 2019

	Notes	2019 HK$'000	2018 HK$'000
NON-CURRENT ASSETS			
Property, plant and equipment	13	**881,258**	815,340
Investment properties	14	**39,191**	20,386
Investment in an associate	16	**–**	208
Investment in a joint venture	17	**–**	–
Equity investment at fair value through other comprehensive income	18	**2,830**	2,919
Goodwill	19	**14,369**	14,369
Financial assets at fair value through profit or loss	20	**6,053**	3,964
Prepayments, deposits and other receivables	24	**2,516**	2,618
Deferred tax assets	31	**50**	144
Total non-current assets		**946,267**	859,948
CURRENT ASSETS			
Inventories	21	**74,150**	88,370
Contract assets	25	**1,169,182**	1,139,522
Trade receivables	22	**730,073**	670,167
Amount due from a related company	23	**106,642**	22,420
Amount due from a joint venture	17	**967**	967
Prepayments, deposits and other receivables	24	**271,077**	78,760
Derivative financial instruments	29	**–**	827
Tax recoverable		**8,024**	16,349
Pledged time deposits	26	**452**	2,102
Cash and cash equivalents	26	**647,827**	778,936
Total current assets		**3,008,394**	2,798,420
CURRENT LIABILITIES			
Trade, bills and retention monies payables	27	**714,509**	707,212
Trust receipt loans	30	**144,804**	166,452
Other payables and accruals	28	**717,519**	711,444
Tax payable		**51,939**	22,283
Interest-bearing bank borrowings	30	**106,332**	947
Lease liabilities	15	**12,356**	–
Total current liabilities		**1,747,459**	1,608,338
NET CURRENT ASSETS		**1,260,935**	1,190,082
TOTAL ASSETS LESS CURRENT LIABILITIES		**2,207,202**	2,050,030

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

31 December 2019

	Notes	2019 HK$'000	2018 HK$'000
NON-CURRENT LIABILITIES			
Lease liabilities	15	58,756	–
Deferred tax liabilities	31	96,700	98,652
Total non-current liabilities		155,456	98,652
Net assets		2,051,746	1,951,378
EQUITY			
Equity attributable to owners of the Company			
Issued capital	33	59,490	59,490
Reserves	34	1,868,997	1,773,775
		1,928,487	1,833,265
Non-controlling interests		123,259	118,113
Total equity		2,051,746	1,951,378

ON BEHALF OF THE BOARD
James Sai-Wing Wong
Director

ON BEHALF OF THE BOARD
Yuen-Keung Chan
Director

	Attributable to owners of the Company											
	Issued capital	Share premium account	Contributed surplus	Asset revaluation reserve	Fair value reserve (non-recycling)	Equity component of a convertible bond	Legal reserve	Exchange fluctuation reserve	Retained profits	Total	Non-controlling interests	Total equity
	HK$'000	*HK$'000*	*HK$'000*	*HK$'000*	*HK$'000*	*HK$'000*	*HK$'000*	*HK$'000*	*HK$'000*	*HK$'000*	*HK$'000*	*HK$'000*
At 1 January 2018	59,490	60,978	120,946	280,408	–	6,499	49	719	1,066,382	1,595,471	106,201	1,701,672
Profit for the year	–	–	–	–	–	–	–	–	195,867	195,867	14,567	210,434
Other comprehensive income for the year:												
Surplus on revaluation of land and buildings, net of tax	–	–	–	44,716	–	–	–	–	–	44,716	–	44,716
Exchange differences related to foreign operations	–	–	–	–	–	–	–	(1,745)	–	(1,745)	–	(1,745)
Change in fair value of equity investment at fair value through other comprehensive income	–	–	–	–	111	–	–	–	–	111	–	111
Total comprehensive income for the year	–	–	–	44,716	111	–	–	(1,745)	195,867	238,949	14,567	253,516
Release of revaluation reserve on land and buildings to retained profits	–	–	–	(10,947)	–	–	–	–	10,947	–	–	–
Deemed disposal of partial interests in a subsidiary upon conversion of the subsidiary's convertible bond (note 32)	–	–	–	–	–	(6,499)	–	–	41,038	34,539	8,820	43,359
Transfer to legal reserve	–	–	–	–	–	–	1,456	–	(1,456)	–	–	–
Dividends paid to non-controlling shareholders	–	–	–	–	–	–	–	–	–	–	(11,475)	(11,475)
Final 2017 dividend declared	–	–	–	–	–	–	–	–	(35,694)	(35,694)	–	(35,694)
At 31 December 2018	59,490	60,978*	120,946*	314,177*	111*	–*	1,505*	(1,026)*	1,277,084*	1,833,265	118,113	1,951,378

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

Year ended 31 December 2019

	Attributable to owners of the Company											
	Issued capital	Share premium account	Contributed surplus	Asset revaluation reserve	Fair value reserve (non-recycling)	Equity component of a convertible bond	Legal reserve	Exchange fluctuation reserve	Retained profits	Total	Non-controlling interests	Total equity
	HK$'000	*HK$'000*	*HK$'000*	*HK$'000*	*HK$'000*	*HK$'000*	*HK$'000*	*HK$'000*	*HK$'000*	*HK$'000*	*HK$'000*	*HK$'000*
At 1 January 2019	59,490	60,978	120,946	314,177	111	–	1,505	(1,026)	1,277,084	1,833,265	118,113	1,951,378
Profit for the year	–	–	–	–	–	–	–	–	130,983	130,983	12,796	143,779
Other comprehensive income for the year:												
Surplus on revaluation of leasehold land and owned buildings, net of tax	–	–	–	1,637	–	–	–	–	–	1,637	–	1,637
Exchange differences related to foreign operations	–	–	–	–	–	–	–	(1,380)	–	(1,380)	–	(1,380)
Change in fair value of equity investment at fair value through other comprehensive income	–	–	–	–	(324)	–	–	–	–	(324)	–	(324)
Total comprehensive income for the year	–	–	–	1,637	(324)	–	–	(1,380)	130,983	130,916	12,796	143,712
Release of revaluation reserve on leasehold land and owned buildings to retained profits	–	–	–	(12,746)	–	–	–	–	12,746	–	–	–
Dividends paid to non-controlling shareholders	–	–	–	–	–	–	–	–	–	–	(7,650)	(7,650)
Final 2018 dividend declared (note 11)	–	–	–	–	–	–	–	–	(35,694)	(35,694)	–	(35,694)
At 31 December 2019	**59,490**	**60,978***	**120,946***	**303,068***	**(213)***	**–***	**1,505***	**(2,406)***	**1,385,119***	**1,928,487**	**123,259**	**2,051,746**

* These reserve accounts comprise the consolidated reserves of HK$1,868,997,000 (2018: HK$1,773,775,000) in the consolidated statement of financial position.

CONSOLIDATED STATEMENT OF CASH FLOWS

Year ended 31 December 2019

	Notes	2019 HK$'000	2018 HK$'000
CASH FLOWS FROM OPERATING ACTIVITIES			
Profit before tax		**183,746**	255,956
Adjustments for:			
Finance costs	6	**11,809**	11,710
Share of losses of an associate		**–**	680
Loss on dissolution of an associate	7	**22**	–
Fair value loss/(gain) on derivative financial instruments	7	**12**	(827)
Fair value changes in financial assets at fair value through profit or loss	7	**(725)**	–
Changes in fair value of investment properties, net	14	**102**	(3,396)
Deficit arising from revaluation of property, plant and equipment		**1,359**	–
Depreciation of property, plant and equipment (excluding right-of-use assets)	7	**74,323**	85,122
Depreciation of right-of-use assets	7	**30,508**	–
Impairment of goodwill	7	**–**	398
Provision/(write-back of provision) for inventories included in cost of inventories sold	7	**1,520**	(304)
Transfer of property, plant and equipment to contract cost		**3,197**	10,048
Loss on disposal of items of property, plant, and equipment, net	7	**459**	1,000
Interest income	5	**(3,587)**	(4,601)
		302,745	355,786
Decrease in inventories		**12,700**	12,343
Increase in contract assets		**(29,660)**	(221,893)
Increase in trade receivables		**(59,906)**	(22,830)
Decrease/(increase) in an amount due from a related company		**(84,222)**	14,862
Decrease/(increase) in prepayments, deposits and other receivables		**(76,107)**	5,896
Increase/(decrease) in trade, bills and retention monies payables		**7,297**	(919)
Increase/(decrease) in other payables and accruals		**6,075**	(207,817)
Cash generated from/(used in) operations		**78,922**	(64,572)
Interest received		**3,587**	4,601
Interest paid		**(11,809)**	(5,641)
Dividends paid		**(35,694)**	(35,694)
Dividends paid to non-controlling shareholders		**(7,650)**	(11,475)
Hong Kong profits tax refund/(paid), net		**511**	(45,440)
Overseas taxes paid		**(5,979)**	(9,056)
Net cash flows from/(used in) operating activities		**21,888**	(167,277)

CONSOLIDATED STATEMENT OF CASH FLOWS

Year ended 31 December 2019

	Notes	2019 HK$'000	2018 HK$'000
CASH FLOWS FROM INVESTING ACTIVITIES			
Purchases of items of property, plant and equipment		**(91,459)**	(63,746)
Proceeds from disposal of items of property, plant and equipment		**163**	297
Purchases of an investment property		**(18,907)**	–
Acquisition of subsidiaries	36	**–**	(3,327)
Dividend from an associate		**168**	3,572
Proceeds from return on capital of an associate		**18**	2,801
Proceeds received upon maturity of derivative financial instruments		**815**	–
Purchase of an equity investment at fair value through other comprehensive income		**(235)**	(1,521)
Purchase of financial assets at fair value through profit or loss		**(1,364)**	–
Increase in deposits for acquisition of a subsidiary		**(116,108)**	–
Net cash flows used in investing activities		**(226,909)**	(61,924)
CASH FLOWS FROM FINANCING ACTIVITIES			
Increase/(decrease) in trust receipt loans		**(21,648)**	59,518
New bank loans		**159,192**	–
Repayment of bank loans		**(61,033)**	(917)
Decrease in pledged time deposits		**1,650**	9,162
Principal portion of lease payments	39(b)	**(11,208)**	–
Net cash flows from financing activities		**66,953**	67,763
NET DECREASE IN CASH AND CASH EQUIVALENTS		**(138,068)**	(161,438)
Cash and cash equivalents at beginning of year		**778,936**	942,074
Effect of foreign exchange rate changes, net		**(267)**	(1,700)
CASH AND CASH EQUIVALENTS AT END OF YEAR		**640,601**	778,936
ANALYSIS OF BALANCES OF CASH AND CASH EQUIVALENTS			
Cash and bank balances	26	**524,714**	555,299
Non-pledged time deposits with original maturity of less than three months when acquired	26	**123,113**	223,637
Cash and cash equivalents as stated in the consolidated statement of financial position		**647,827**	778,936
Bank overdrafts	30	**(7,226)**	–
Cash and cash equivalents as stated in the consolidated statement of cash flows		**640,601**	778,936

1. CORPORATE AND GROUP INFORMATION

Chinney Alliance Group Limited (the "Company") is a limited liability company incorporated in Bermuda with its shares listed on The Stock Exchange of Hong Kong Limited (the "Stock Exchange"). The registered office of the Company is located at Clarendon House, 2 Church Street, Hamilton HM 11, Bermuda, and the Company's head office and principal place of business is located at 23rd Floor, Wing On Centre, 111 Connaught Road Central, Hong Kong.

During the year, the Group was engaged in the following principal activities:

- trading of plastic and chemical products
- provision of building related contracting services for both public and private sectors, including engineering contracting services in the air-conditioning industry and provision of maintenance services
- superstructure construction works for both public and private sectors in Hong Kong and Macau
- foundation piling, and drilling and site investigation for both public and private sectors in Hong Kong and Macau
- distribution of aviation system and other hi-tech products
- property and investment holding

Information about subsidiaries

Particulars of the Company's principal subsidiaries are as follows:

Name	Place of incorporation/ registration and business	Issued ordinary share/ registered share capital	Percentage of equity interest attributable to the Company		Principal activities
			Direct	Indirect	
Apex Curtain Wall and Windows Company Limited	Hong Kong	HK$10,000	–	100%	Contracting of building aluminium works
Apex Aluminium Fabricator Company Limited	Hong Kong	HK$9,452,000	–	100%	Contracting of building aluminium works
Best Treasure Limited*	British Virgin Islands	US$1	–	100%	Investment holding
Chinney Alliance Corporate Treasury Limited	Hong Kong	HK$2	–	100%	Treasury function

1. CORPORATE AND GROUP INFORMATION *(continued)*

Information about subsidiaries *(continued)*

Name	Place of incorporation/ registration and business	Issued ordinary share/ registered share capital	Percentage of equity interest attributable to the Company Direct	Percentage of equity interest attributable to the Company Indirect	Principal activities
Chinney Alliance Engineering Limited	Hong Kong	HK$10,000	–	100%	Distribution and installation of aviation system, mechanical, electrical and building supplies, and other hi-tech products
Chinney Alliance Trading (BVI) Limited*	British Virgin Islands	HK$360,001	100%	–	Investment holding
Chinney Builders Company Limited	Hong Kong	HK$2	–	100%	Building construction
Chinney Construction (BVI) Limited	British Virgin Islands	US$10,000	–	100%	Investment holding
Chinney Construction Company, Limited	Hong Kong	HK$20,000,000	–	100%	Building construction
Chinney Construction Group Limited	British Virgin Islands	US$1	–	100%	Investment holding
Chinney Electrical Supplies Limited	Hong Kong	HK$100,000	–	100%	Trading of electrical, air-conditioning and other building supplies products
Chinney Kin Wing Holdings Limited ("Chinney Kin Wing")#	Bermuda	HK$150,000,000	74.5%	–	Investment holding
Chinney Shun Cheong Building Services Engineering Limited	Hong Kong	HK$100	–	100%	Maintenance of air-conditioning, electrical generators, water pumps and fire prevention and fighting systems
Chinney Shun Cheong E&M (Shenzhen) Company Limited*	People's Republic of China	RMB15,000,000	–	100%	Trading of building decoration materials and electrical and mechanical equipment

1. CORPORATE AND GROUP INFORMATION *(continued)*

Information about subsidiaries *(continued)*

Name	Place of incorporation/ registration and business	Issued ordinary share/ registered share capital	Percentage of equity interest attributable to the Company		Principal activities
			Direct	Indirect	
Chinney Shun Cheong Holdings Limited ("Chinney Shun Cheong")*	Bermuda	HK$14,999	75%	–	Investment holding
Chinney Shun Cheong Investment Co. Ltd.	Macau	MOP100,000	–	100%	Trading of generators, electrical and mechanical engineering materials and equipment
Chinney Timfai Construction (Macau) Company Limited*	Macau	MOP1,500,000	–	100%	Property holding
Chinney Timwill Construction (Macau) Company Limited*	Macau	MOP1,500,000	–	100%	Building construction and foundation piling
DMT-Jacobson Holdings Limited	British Virgin Islands	US$2,000,000	–	100%	Investment holding
DrilTech Geotechnical Engineering Limited	Hong Kong	HK$10,000	–	74.5%	Drilling, site investigation and related ground engineering construction
DrilTech Ground Engineering Limited	Hong Kong	HK$20,000,000	–	74.5%	Drilling, site investigation and related ground engineering construction
DrilTech Ground Engineering (Macau) Limited	Macau	MOP1,000,000	–	74.5%	Drilling, site investigation and related ground engineering construction
DrilTech Ground Engineering (Singapore) Pte. Ltd.*	Singapore	S$25,000	–	74.5%	Drilling, site investigation and related ground engineering construction
Everest Engineering Company Limited	Hong Kong	HK$10,000	–	74.5%	Basement construction work
Gina Enterprises Limited	Hong Kong	HK$2	–	100%	Property holding

1. CORPORATE AND GROUP INFORMATION *(continued)*

Information about subsidiaries *(continued)*

Name	Place of incorporation/ registration and business	Issued ordinary share/ registered share capital	Percentage of equity interest attributable to the Company		Principal activities
			Direct	Indirect	
Jackson Mercantile Trading Company Limited	Hong Kong	Ordinary HK$2,000; Non-voting deferred HK$5,000,000	–	100%	Property holding
Jacobson van den Berg (China) Limited	Hong Kong	HK$1,000,000	–	100%	Trading of electrical and mechanical and other products
Jacobson van den Berg (Hong Kong) Limited	Hong Kong	Ordinary HK$1,000; Non-voting deferred HK$35,486,600	–	100%	Investment holding and agency trading of industrial products
Kin Wing Chinney (BVI) Limited	British Virgin Islands	US$208	–	74.5%	Investment holding
Kin Wing Engineering Company Limited	Hong Kong	HK$20,000,000	–	74.5%	Foundation piling
Kin Wing Foundations Limited	Hong Kong	HK$10,000	–	74.5%	Foundation piling
Kin Wing Machinery & Transportation Limited	Hong Kong	HK$100	–	74.5%	Equipment and machinery leasing
Kinwing Engineering (Macau) Company Limited	Macau	MOP1,000,000	–	74.5%	Foundation piling
LabTech Testing Limited	Hong Kong	HK$10,000	–	74.5%	Construction material testing
Lei Kee Development Company Limited	Hong Kong	HK$2	–	100%	Property holding
Right Able Limited	Hong Kong	HK$1	–	100%	Property holding

1. CORPORATE AND GROUP INFORMATION *(continued)*

Information about subsidiaries *(continued)*

Name	Place of incorporation/ registration and business	Issued ordinary share/ registered share capital	Percentage of equity interest attributable to the Company Direct	Indirect	Principal activities
Shun Cheong Building Services (Macau) Limited	Macau	MOP100,000	–	100%	Installation and maintenance of electrical, mechanical, heat ventilation and air-conditioning systems
Shun Cheong Electrical Engineering Company Limited	Hong Kong	"A" ordinary HK$6,000,000; Non-voting deferred HK$4,000,000	–	100%	Design, installation, repair and maintenance of electrical and mechanical systems
Shun Cheong Electrical Products Factory Limited	Hong Kong	HK$1,000,000	–	100%	Trading of electrical installation products
Shun Cheong Investments Limited	British Virgin Islands	US$100	–	100%	Investment holding
Shun Cheong Management Limited	Hong Kong	HK$2	–	100%	Provision of management services
Shun Cheong Real Estates Limited	Hong Kong	HK$10,000	–	100%	Property holding
Shun Cheong Trade and Development Company Limited	Hong Kong	HK$663,000	–	100%	Trading of electrical generators
Tegan Holdings Limited	Hong Kong	HK$2	–	100%	Property holding
Westco Airconditioning Limited	Hong Kong	HK$10,000,000	–	100%	Design, installation and maintenance of heating, ventilation and air-conditioning systems
Westco Chinney Limited	Hong Kong	HK$3,000,000	–	100%	Sale and installation of air-conditioning systems

* Not audited by Ernst & Young, Hong Kong or another member firm of the Ernst & Young global network

\# A company listed on the Main Board of the Stock Exchange

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

2.1 BASIS OF PREPARATION

These financial statements have been prepared in accordance with Hong Kong Financial Reporting Standards ("HKFRSs") (which include all Hong Kong Financial Reporting Standards, Hong Kong Accounting Standards ("HKASs") and Interpretations) issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA"), accounting principles generally accepted in Hong Kong and the disclosure requirements of the Hong Kong Companies Ordinance. They have been prepared under the historical cost convention, except for leasehold land and owned buildings included in property, plant and equipment, investment properties, equity investment at fair value through other comprehensive income and financial assets at fair value through profit or loss which have been measured at fair value. These financial statements are presented in Hong Kong dollars and all values are rounded to the nearest thousand except when otherwise indicated.

Basis of consolidation

The consolidated financial statements include the financial statements of the Company and its subsidiaries (collectively referred to as the "Group") for the year ended 31 December 2019. A subsidiary is an entity (including a structured entity), directly or indirectly, controlled by the Company. Control is achieved when the Group is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee (i.e., existing rights that give the Group the current ability to direct the relevant activities of the investee).

When the Company has, directly or indirectly, less than a majority of the voting or similar rights of an investee, the Group considers all relevant facts and circumstances in assessing whether it has power over an investee, including:

(a) the contractual arrangement with the other vote holders of the investee;

(b) rights arising from other contractual arrangements; and

(c) the Group's voting rights and potential voting rights.

The financial statements of the subsidiaries are prepared for the same reporting period as the Company, using consistent accounting policies. The results of subsidiaries are consolidated from the date on which the Group obtains control, and continue to be consolidated until the date that such control ceases.

Profit or loss and each component of other comprehensive income are attributed to the owners of the Company and to the non-controlling interests, even if this results in the non-controlling interests having a deficit balance. All intra-group assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

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 described above. A change in the ownership interest of a subsidiary, without a loss of control, is accounted for as an equity transaction.

If the Group loses control over a subsidiary, it derecognises (i) the assets (including goodwill) and liabilities of the subsidiary, (ii) the carrying amount of any non-controlling interest and (iii) the cumulative translation differences recorded in equity; and recognises (i) the fair value of the consideration received, (ii) the fair value of any investment retained and (iii) any resulting surplus or deficit in profit or loss. The Group's share of components previously recognised in other comprehensive income is reclassified to profit or loss or retained profits, as appropriate, on the same basis as would be required if the Group had directly disposed of the related assets or liabilities.

2.2 CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES

The Group has adopted the following new and revised HKFRSs for the first time for the current year's financial statements.

Amendments to HKFRS 9	*Prepayment Features with Negative Compensation*
HKFRS 16	*Leases*
Amendments to HKAS 19	*Plan Amendment, Curtailment or Settlement*
Amendments to HKAS 28	*Long-term Interests in Associates and Joint Ventures*
HK(IFRIC)-Int 23	*Uncertainty over Income Tax Treatments*
Annual Improvements to HKFRSs 2015-2017 Cycle	Amendments to HKFRS 3, HKFRS 11, HKAS 12 and HKAS 23

Except for the amendments to HKFRS 9, HKAS 19 and HKAS 28, and *Annual Improvements to HKFRSs 2015-2017 Cycle*, which are not relevant to the preparation of the Group's financial statements, the nature and the impact of the new and revised HKFRSs are described below:

(a) HKFRS 16 replaces HKAS 17 *Leases*, HK(IFRIC)-Int 4 *Determining whether an Arrangement contains a Lease*, HK(SIC)-Int 15 *Operating Leases – Incentives* and HK(SIC)-Int 27 *Evaluating the Substance of Transactions Involving the Legal Form of a Lease*. The standard sets out the principles for the recognition, measurement, presentation and disclosure of leases and requires lessees to account for all leases under a single on-balance sheet model to recognise and measure right-of-use assets and lease liabilities, except for certain recognition exemptions. Lessor accounting under HKFRS 16 is substantially unchanged from HKAS 17. Lessors continue to classify leases as either operating or finance leases using similar principles as in HKAS 17.

The Group adopted HKFRS 16 using the modified retrospective method of adoption with the date of initial application of 1 January 2019. Under this method, the comparative information for 2018 was not restated and continues to be reported under HKAS 17 and related interpretations.

2.2 CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES *(continued)*

(a) *(continued)*

New definition of a lease

Under HKFRS 16, a contract is, or contains, a lease if the contract conveys a right to control the use of an identified asset for a period of time in exchange for consideration. Control is conveyed where the customer has both the right to obtain substantially all of the economic benefits from use of the identified asset and the right to direct the use of the identified asset. The Group elected to use the transition practical expedient allowing the standard to be applied only to contracts that were previously identified as leases applying HKAS 17 and HK(IFRIC)-Int 4 at the date of initial application. Contracts that were not identified as leases under HKAS 17 and HK(IFRIC)-Int 4 were not reassessed. Therefore, the definition of a lease under HKFRS 16 has been applied only to contracts entered into or changed on or after 1 January 2019.

As a lessee – Leases previously classified as operating leases

Nature of the effect of adoption of HKFRS 16

The Group has lease contracts for various items of property. As a lessee, the Group previously classified leases as either finance leases or operating leases based on the assessment of whether the lease transferred substantially all the rewards and risks of ownership of assets to the Group. Under HKFRS 16, the Group applies a single approach to recognise and measure right-of-use assets and lease liabilities for all leases, except for two elective exemptions for leases of low-value assets (elected on a lease-by-lease basis) and leases with a lease term of 12 months or less ("short-term leases") (elected by class of underlying asset). Instead of recognising rental expenses under operating leases on a straight-line basis over the lease term commencing from 1 January 2019, the Group recognises depreciation of the right-of-use assets and interest accrued on the outstanding lease liabilities (as finance cost).

Impact on transition

Lease liabilities at 1 January 2019 were recognised based on the present value of the remaining lease payments, discounted using the incremental borrowing rate at 1 January 2019 and included in lease liabilities. The right-of-use assets were measured at the amount of the lease liability, adjusted by the amount of any prepaid or accrued lease payments relating to the lease recognised in the statement of financial position immediately before 1 January 2019.

All these assets were assessed for any impairment based on HKAS 36 on that date.

The Group has used the following elective practical expedients when applying HKFRS 16 at 1 January 2019:

- Applying the short-term lease exemptions to leases with a lease term that ends within 12 months from the date of initial application
- Using hindsight in determining the lease term where the contract contains options to extend/terminate the lease

2.2 CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES *(continued)*

(a) *(continued)*

As a lessee – Leases previously classified as operating leases (continued)

Financial impact at 1 January 2019

The impact arising from the adoption of HKFRS 16 at 1 January 2019 was as follows:

	HK$'000
Assets	
Increase in property, plant and equipment (including right-of-use assets) and total assets	80,328
Liabilities	
Increase in lease liabilities and total liabilities	80,328

The lease liabilities as at 1 January 2019 reconciled to the operating lease commitments as at 31 December 2018 are as follows:

	HK$'000
Operating lease commitments as at 31 December 2018	143,137
Add: Payments for optional extension periods not recognised as at 31 December 2018	4,391
Less: Recognition exemption to short-term leases	(15,193)
	132,335
Effect of discounting at incremental borrowing rates	(52,007)
Lease liabilities as at 1 January 2019	80,328
Weighted average incremental borrowing rate as at 1 January 2019	5.89%

(b) HK(IFRIC)-Int 23 addresses the accounting for income taxes (current and deferred) when tax treatments involve uncertainty that affects the application of HKAS 12 (often referred to as "uncertain tax positions"). The interpretation does not apply to taxes or levies outside the scope of HKAS 12, nor does it specifically include requirements relating to interest and penalties associated with uncertain tax treatments. The interpretation specifically addresses (i) whether an entity considers uncertain tax treatments separately; (ii) the assumptions an entity makes about the examination of tax treatments by taxation authorities; (iii) how an entity determines taxable profits or tax losses, tax bases, unused tax losses, unused tax credits and tax rates; and (iv) how an entity considers changes in facts and circumstances. Upon adoption of the interpretation, the Group considered that the interpretation did not have any impact on the financial position or performance of the Group.

2.3 ISSUED BUT NOT YET EFFECTIVE HONG KONG FINANCIAL REPORTING STANDARDS

The Group has not applied the following new and revised HKFRSs, that have been issued but are not yet effective, in these financial statements.

Amendments to HKFRS 3	*Definition of a Business*[1]
Amendments to HKFRS 9, HKAS 39 and HKFRS 7	*Interest Rate Benchmark Reform*[1]
Amendments to HKFRS 10 and HKAS 28 (2011)	*Sale or Contribution of Assets between an Investor and its Associate or Joint Venture*[3]
HKFRS 17	*Insurance Contracts*[2]
Amendments to HKAS 1 and HKAS 8	*Definition of Material*[1]

1 *Effective for annual periods beginning on or after 1 January 2020*
2 *Effective for annual periods beginning on or after 1 January 2021*
3 *No mandatory effective date yet determined but available for adoption*

Further information about those HKFRSs that are expected to be applicable to the Group is described below.

Amendments to HKFRS 3 clarify and provide additional guidance on the definition of a business. The amendments clarify that for an integrated set of activities and assets to be considered a business, it must include, at a minimum, an input and a substantive process that together significantly contribute to the ability to create output. A business can exist without including all of the inputs and processes needed to create outputs. The amendments remove the assessment of whether market participants are capable of acquiring the business and continue to produce outputs. Instead, the focus is on whether acquired inputs and acquired substantive processes together significantly contribute to the ability to create outputs. The amendments have also narrowed the definition of outputs to focus on goods or services provided to customers, investment income or other income from ordinary activities. Furthermore, the amendments provide guidance to assess whether an acquired process is substantive and introduce an optional fair value concentration test to permit a simplified assessment of whether an acquired set of activities and assets is not a business. The Group expects to adopt the amendments prospectively from 1 January 2020. Since the amendments apply prospectively to transactions or other events that occur on or after the date of first application, the Group will not be affected by these amendments on the date of transition.

Amendments to HKFRS 9, HKAS 39 and HKFRS 7 address the effects of interbank offered rate reform on financial reporting. The amendments provide temporary reliefs which enable hedge accounting to continue during the period of uncertainty before the replacement of an existing interest rate benchmark. In addition, the amendments require companies to provide additional information to investors about their hedging relationships which are directly affected by these uncertainties. The amendments are effective for annual periods beginning on or after 1 January 2020. Early application is permitted. The amendments are not expected to have any significant impact on the Group's financial statements.

2.3 ISSUED BUT NOT YET EFFECTIVE HONG KONG FINANCIAL REPORTING STANDARDS *(continued)*

Amendments to HKFRS 10 and HKAS 28 (2011) address an inconsistency between the requirements in HKFRS 10 and in HKAS 28 (2011) in dealing with the sale or contribution of assets between an investor and its associate or joint venture. The amendments require a full recognition of a gain or loss when the sale or contribution of assets between an investor and its associate or joint venture constitutes a business. For a transaction involving assets that do not constitute a business, a gain or loss resulting from the transaction is recognised in the investor's profit or loss only to the extent of the unrelated investor's interest in that associate or joint venture. The amendments are to be applied prospectively. The previous mandatory effective date of amendments to HKFRS 10 and HKAS 28 (2011) was removed by the HKICPA in January 2016 and a new mandatory effective date will be determined after the completion of a broader review of accounting for associates and joint ventures. However, the amendments are available for adoption now. The amendments are not expected to have any significant impact on the Group's financial statements.

Amendments to HKAS 1 and HKAS 8 provide a new definition of material. The new definition states that information is material if omitting, misstating or obscuring it could reasonably be expected to influence decisions that the primary users of general purpose financial statements make on the basis of those financial statements. The amendments clarify that materiality will depend on the nature or magnitude of information. A misstatement of information is material if it could reasonably be expected to influence decisions made by the primary users. The Group expects to adopt the amendments prospectively from 1 January 2020. The amendments are not expected to have any significant impact on the Group's financial statements.

3.1 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Investments in associate and joint venture

An associate is an entity in which the Group has a long term interest of generally not less than 20% of the equity voting rights and over which it is in a position to exercise significant influence. Significant influence is the power to participate in the financial and operating policy decisions of the investee, but is not control or joint control over those policies.

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

The Group's investments in an associate and a joint venture are stated in the consolidated statement of financial position at the Group's share of net assets under the equity method of accounting, less any impairment losses.

Adjustments are made to bring into line any dissimilar accounting policies that may exist.

3.1 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(continued)*

Investments in associate and joint venture *(continued)*

The Group's share of the post-acquisition results and other comprehensive income of an associate and a joint venture is included in the consolidated statement of profit or loss and consolidated other comprehensive income, respectively. In addition, when there has been a change recognised directly in the equity of the associate or joint venture, the Group recognises its share of any changes, when applicable, in the consolidated statement of changes in equity. Unrealised gains and losses resulting from transactions between the Group and its associate or joint venture are eliminated to the extent of the Group's investments in the associate or joint venture, except where unrealised losses provide evidence of an impairment of the assets transferred. Goodwill arising from the acquisition of an associate or a joint venture is included as part of the Group's investments in an associate or a joint venture.

If an investment in an associate becomes an investment in a joint venture or vice versa, the retained interest is not remeasured. Instead, the investment continues to be accounted for under the equity method. In all other cases, upon loss of significant influence over the associate or joint control over the joint venture, the Group measures and recognises any retained investment at its fair value. Any difference between the carrying amount of the associate or joint venture upon loss of significant influence or joint control and the fair value of the retained investment and proceeds from disposal is recognised in profit or loss.

Business combinations and goodwill

Business combinations are accounted for using the acquisition method. The consideration transferred is measured at the acquisition date fair value which is the sum of the acquisition date fair values of assets transferred by the Group, liabilities assumed 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. For each business combination, the Group elects whether to measure the non-controlling interests in the acquiree that are present ownership interests and entitle their holders to a proportionate share of net assets in the event of liquidation either at fair value or at the proportionate share of the acquiree's identifiable net assets. All other components of non-controlling interests are measured at fair value. Acquisition-related costs are expensed as incurred.

When the Group acquires a business, it assesses the financial assets and liabilities assumed for appropriate classification and designation in accordance with the contractual terms, economic circumstances and pertinent conditions as at the acquisition date. This includes the separation of embedded derivatives in host contracts of the acquiree.

If the business combination is achieved in stages, the previously held equity interest is remeasured at its acquisition date fair value and any resulting gain or loss is recognised in profit or loss.

Any contingent consideration to be transferred by the acquirer is recognised at fair value at the acquisition date. Contingent consideration classified as an asset or liability is measured at fair value with changes in fair value recognised in profit or loss. Contingent consideration that is classified as equity is not remeasured and subsequent settlement is accounted for within equity.

Goodwill is initially measured at cost, being the excess of the aggregate of the consideration transferred, the amount recognised for non-controlling interests and any fair value of the Group's previously held equity interests in the acquiree over the identifiable net assets acquired and liabilities assumed. If the sum of this consideration and other items is lower than the fair value of the net assets acquired, the difference is, after reassessment, recognised in profit or loss as a gain on bargain purchase.

3.1 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(continued)*

Business combinations and goodwill *(continued)*

After initial recognition, goodwill is measured at cost less any accumulated impairment losses. Goodwill is tested for impairment annually or more frequently if events or changes in circumstances indicate that the carrying value may be impaired. The Group performs its annual impairment test of goodwill as at 31 December. For the purpose of impairment testing, goodwill acquired in a business combination is, from the acquisition date, allocated to each of the Group's cash-generating units, or groups of cash-generating units, that are expected to benefit from the synergies of the combination, irrespective of whether other assets or liabilities of the Group are assigned to those units or groups of units.

Impairment is determined by assessing the recoverable amount of the cash-generating unit (group of cash-generating units) to which the goodwill relates. Where the recoverable amount of the cash-generating unit (group of cash-generating units) is less than the carrying amount, an impairment loss is recognised. An impairment loss recognised for goodwill is not reversed in a subsequent period.

Where goodwill has been allocated to a cash-generating unit (or group of cash-generating units) and part of the operation within that unit is disposed of, the goodwill associated with the operation disposed of is included in the carrying amount of the operation when determining the gain or loss on the disposal. Goodwill disposed of in these circumstances is measured based on the relative value of the operation disposed of and the portion of the cash-generating unit retained.

Fair value measurement

The Group measures its leasehold land and owned buildings classified as property, plant and equipment, investment properties at fair value, an equity investment at fair value through other comprehensive income and financial assets at fair value through profit or loss at the end of each reporting period. 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. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either in the principal market for the asset or liability, or in the absence of a principal market, in the most advantageous market for the asset or liability. The principal or the most advantageous market must be accessible by the Group. The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Group uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

3.1 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(continued)*

Fair value measurement *(continued)*

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

Level 1 – based on quoted prices (unadjusted) in active markets for identical assets or liabilities

Level 2 – based on valuation techniques for which the lowest level input that is significant to the fair value measurement is observable, either directly or indirectly

Level 3 – based on valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

For assets and liabilities that are recognised in the financial statements on a recurring basis, the Group determines whether transfers have occurred between levels in the hierarchy by reassessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

Impairment of non-financial assets

Where an indication of impairment exists, or when annual impairment testing for an asset is required (other than inventories, contract assets, deferred tax assets, goodwill and investment properties), the asset's recoverable amount is estimated. An asset's recoverable amount is the higher of the asset's or cash-generating unit's value in use and its fair value less costs of disposal, and is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets, in which case the recoverable amount is determined for the cash-generating unit to which the asset belongs.

An impairment loss is recognised only if the carrying amount of an asset exceeds its recoverable amount. 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. An impairment loss is charged to the statement of profit or loss in the period in which it arises, unless the asset is carried at a revalued amount, in which case the impairment loss is accounted for in accordance with the relevant accounting policy for that revalued asset.

An assessment is made at the end of each reporting period as to whether there is an indication that previously recognised impairment losses may no longer exist or may have decreased. If such an indication exists, the recoverable amount is estimated. A previously recognised impairment loss of an asset other than goodwill is reversed only if there has been a change in the estimates used to determine the recoverable amount of that asset, but not to an amount higher than the carrying amount that would have been determined (net of any depreciation/amortisation) had no impairment loss been recognised for the asset in prior years. A reversal of such an impairment loss is credited to the statement of profit or loss in the period in which it arises, unless the asset is carried at a revalued amount, in which case the reversal of the impairment loss is accounted for in accordance with the relevant accounting policy for that revalued asset.

3.1 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(continued)*

Related parties

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

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

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

or

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

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

Property, plant and equipment and depreciation

Property, plant and equipment are stated at cost or valuation less accumulated depreciation and any impairment losses. The cost of an item of property, plant and equipment comprises its purchase price and any directly attributable costs of bringing the asset to its working condition and location for its intended use.

3.1 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(continued)*

Property, plant and equipment and depreciation *(continued)*

Expenditure incurred after items of property, plant and equipment have been put into operation, such as repairs and maintenance, is normally charged to the statement of profit or loss in the period in which it is incurred. In situations where the recognition criteria are satisfied, the expenditure for a major inspection is capitalised in the carrying amount of the asset as a replacement. Where significant parts of property, plant and equipment are required to be replaced at intervals, the Group recognises such parts as individual assets with specific useful lives and depreciates them accordingly.

Valuations are performed frequently enough to ensure that the fair value of a revalued asset does not differ materially from its carrying amount. Changes in the values of property, plant and equipment are dealt with as movements in the asset revaluation reserve. If the total of this reserve is insufficient to cover a deficit, on an individual asset basis, the excess of the deficit is charged to the statement of profit or loss. Any subsequent revaluation surplus is credited to the statement of profit or loss to the extent of the deficit previously charged. An annual transfer from the asset revaluation reserve to retained profits is made for the difference between the depreciation based on the revalued carrying amount of an asset and the depreciation based on the asset's original cost. On disposal of a revalued asset, the relevant portion of the asset revaluation reserve realised in respect of previous valuations is transferred to retained profits as a movement in reserves.

Depreciation is calculated on the straight-line basis to write off the cost or valuation of each item of property, plant and equipment to its residual value over its estimated useful life. The principal annual rates used for this purpose are as follows:

Buildings	2% – 3%
Leasehold improvements	Over the lease terms or 10% – $33^1/_3$%
Plant and machinery	6% – 25%
Furniture, fixtures and equipment	10% – $33^1/_3$%
Yacht	10%
Motor vehicles	15% – 25%

Where parts of an item of property, plant and equipment have different useful lives, the cost or valuation of that item is allocated on a reasonable basis among the parts and each part is depreciated separately. Residual values, useful lives and the depreciation method are reviewed, and adjusted if appropriate, at least at each financial year end.

An item of property, plant and equipment including any significant part initially recognised is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss on disposal or retirement recognised in the statement of profit or loss in the year the asset is derecognised is the difference between the net sales proceeds and the carrying amount of the relevant asset.

3.1 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(continued)*

Investment properties

Investment properties are interests in land and buildings (including the leasehold property held as a right-of-use asset (2018: leasehold property under an operating lease) which would otherwise meet the definition of an investment property) held to earn rental income and/or for capital appreciation, rather than for use in the production or supply of goods or services or for administrative purposes; or for sale in the ordinary course of business. Such properties are measured initially at cost, including transaction costs. Subsequent to initial recognition, investment properties are stated at fair value, which reflects market conditions at the end of the reporting period.

Gains or losses arising from changes in the fair values of investment properties are included in the statement of profit or loss in the year in which they arise.

Any gains or losses on the retirement or disposal of an investment property are recognised in the statement of profit or loss in the year of the retirement or disposal.

For a transfer from investment properties to owner-occupied properties, the deemed cost of a property for subsequent accounting is its fair value at the date of change in use. If a property occupied by the Group as an owner-occupied property becomes an investment property, the Group accounts for such property in accordance with the policy stated under "Property, plant and equipment and depreciation" for owned property and/or accounts for such property in accordance with the policy stated under "Right-of-use assets" for property held as a right-of-use asset up to the date of change in use, and any difference at that date between the carrying amount and the fair value of the property is accounted for as a revaluation in accordance with the policy stated under "Property, plant and equipment and depreciation" above.

Leases (applicable from 1 January 2019)

The Group assesses at contract inception whether a contract is, or contains, a lease. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

Group as a lessee

The Group applies a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets. The Group recognises lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets.

3.1 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(continued)*

Leases (applicable from 1 January 2019) *(continued)*

Group as a lessee (continued)

(a) Right-of-use assets

Right-of-use assets are recognised at the commencement date of the lease (that is the date the underlying asset is available for use). Right-of-use assets are measured at cost or valuation, less any accumulated depreciation and any impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognised, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received. Right-of-use assets are depreciated on a straight-line basis over the shorter of the lease terms and the estimated useful lives of the assets as follows:

Leased buildings	2 to 20 years
Leasehold land	50 years

If ownership of the leased asset transfers to the Group by the end of the lease term or the cost reflects the exercise of a purchase option, depreciation is calculated using the estimated useful life of the asset.

Valuations are performed frequently enough to ensure that the fair value of a revalued asset does not differ materially from its carrying amount. Changes in the values of leasehold land including in right-of-use assets are dealt with as movements in the asset revaluation reserve. If the total of this reserve is insufficient to cover a deficit, on an individual asset basis, the excess of the deficit is charged to the statement of profit or loss. Any subsequent revaluation surplus is credited to the statement of profit or loss to the extent of the deficit previously charged. An annual transfer from the asset revaluation reserve to retained profits is made for the difference between the depreciation based on the revalued carrying amount of an asset and the depreciation based on the asset's original cost. On disposal of a revalued asset, the relevant portion of the asset revaluation reserve realised in respect of previous valuations is transferred to retained profits as a movement in reserves.

(b) Lease liabilities

Lease liabilities are recognised at the commencement date of the lease at the present value of lease payments to be made over the lease term. The lease payments include fixed payments (including in-substance fixed payments) less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guarantees. The lease payments also include the exercise price of a purchase option reasonably certain to be exercised by the Group and payments of penalties for termination of a lease, if the lease term reflects the Group exercising the option to terminate. The variable lease payments that do not depend on an index or a rate are recognised as an expense in the period in which the event or condition that triggers the payment occurs.

In calculating the present value of lease payments, the Group uses its incremental borrowing rate at the lease commencement date because the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in lease payments (e.g., a change to future lease payments resulting from a change in an index or rate) or a change in assessment of an option to purchase the underlying asset.

The Group's lease liabilities are separately presented in the consolidated statement of financial position.

3.1 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(continued)*

Leases (applicable from 1 January 2019) *(continued)*

Group as a lessee (continued)

(c) Short-term leases and leases of low-value assets

The Group applies the short-term lease recognition exemption to its short-term leases of machinery and equipment (that is those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). Lease payments on short-term leases are recognised as an expense on a straight-line basis over the lease term.

Group as a lessor

When the Group acts as a lessor, it classifies at lease inception (or when there is a lease modification) each of its leases as either an operating lease or a finance lease.

Leases in which the Group does not transfer substantially all the risks and rewards incidental to ownership of an asset are classified as operating leases. When a contract contains lease and non-lease components, the Group allocates the consideration in the contract to each component on a relative stand-alone selling price basis. Rental income is accounted for on a straight-line basis over the lease terms and is included in revenue in the statement of profit or loss due to its operating nature. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised over the lease term on the same basis as rental income. Contingent rents are recognised as revenue in the period in which they are earned.

Leases (applicable before 1 January 2019)

Leases that transfer substantially all the rewards and risks of ownership of assets to the Group, other than legal title, are accounted for as finance leases. At the inception of a finance lease, the cost of the leased asset is capitalised at the present value of the minimum lease payments and recorded together with the obligation, excluding the interest element, to reflect the purchase and financing. Assets held under capitalised finance leases, including prepaid land lease payments under finance leases, are included in property, plant and equipment, and depreciated over the shorter of the lease terms and the estimated useful lives of the assets. The finance costs of such leases are charged to the statement of profit or loss so as to provide a constant periodic rate of charge over the lease terms.

Assets acquired through hire purchase contracts of a financing nature are accounted for as finance leases, but are depreciated over their estimated useful lives.

Leases where substantially all the rewards and risks of ownership of assets remain with the lessor are accounted for as operating leases. Where the Group is the lessor, assets leased by the Group under operating leases are included in non-current assets, and rentals receivable under the operating leases are credited to the statement of profit or loss on the straight-line basis over the lease terms. Where the Group is the lessee, rentals payable under operating leases net of any incentives received from the lessor are charged to the statement of profit or loss on the straight-line basis over the lease terms.

Prepaid land lease payments under operating leases are initially stated at cost and subsequently recognised on the straight-line basis over the lease terms. When the lease payments cannot be allocated reliably between the land and buildings elements, the entire lease payments are included in the cost of the land and buildings as a finance lease in property, plant and equipment.

3.1 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(continued)*

Investments and other financial assets

Initial recognition and measurement

Financial assets are classified, at initial recognition, as subsequently measured at amortised cost, fair value through other comprehensive income, and fair value through profit or loss.

The classification of financial assets at initial recognition depends on the financial asset's contractual cash flow characteristics and the Group's business model for managing them. With the exception of trade receivables that do not contain a significant financing component or for which the Group has applied the practical expedient of not adjusting the effect of a significant financing component, the Group initially measures a financial asset at its fair value, plus in the case of a financial asset not at fair value through profit or loss, transaction costs. Trade receivables that do not contain a significant financing component or for which the Group has applied the practical expedient are measured at the transaction price determined under HKFRS 15 in accordance with the policies set out for "Revenue recognition (applicable from 1 January 2018)" below.

In order for a financial asset to be classified and measured at amortised cost or fair value through other comprehensive income, it needs to give rise to cash flows that are solely payments of principal and interest ("SPPI") on the principal amount outstanding. Financial assets with cash flows that are not SPPI are classified and measured at fair value through profit or loss, irrespective of the business model.

The Group's business model for managing financial assets refers to how it manages its financial assets in order to generate cash flows. The business model determines whether cash flows will result from collecting contractual cash flows, selling the financial assets, or both. Financial assets classified and measured at amortised cost are held within a business model with the objective to hold financial assets in order to collect contractual cash flows, while financial assets classified and measured at fair value through other comprehensive income are held within a business model with the objective of both holding to collect contractual cash flows and selling. Financial assets which are not held within the aforementioned business models are classified and measured at fair value through profit or loss.

All regular way purchases and sales of financial assets are recognised on the trade date, that is, the date that the Group commits to purchase or sell the asset. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the period generally established by regulation or convention in the marketplace.

Subsequent measurement

The subsequent measurement of financial assets depends on their classification as follows:

Financial assets at amortised cost (debt instruments)

Financial assets at amortised cost are subsequently measured using the effective interest method and are subject to impairment. Gains and losses are recognised in the statement of profit or loss when the asset is derecognised, modified or impaired.

3.1 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(continued)*

Investments and other financial assets *(continued)*

Financial assets at fair value through other comprehensive income (equity investments)

Upon initial recognition, the Group can elect to classify irrevocably its equity investments as equity investment at fair value through other comprehensive income when they meet the definition of equity under HKAS 32 *Financial Instruments: Presentation* and are not held for trading. The classification is determined on an instrument-by-instrument basis.

Gains and losses on these financial assets are never recycled to the statement of profit or loss. Dividends are recognised as other income in the statement of profit or loss when the right of payment has been established, it is probable that the economic benefits associated with the dividend will flow to the Group and the amount of the dividend can be measured reliably, except when the Group benefits from such proceeds as a recovery of part of the cost of the financial asset, in which case, such gains are recorded in other comprehensive income. Equity investment at fair value through other comprehensive income are not subject to impairment assessment.

Financial assets at fair value through profit or loss

Financial assets at fair value through profit or loss are carried in the statement of financial position at fair value with net changes in fair value recognised in the statement of profit or loss.

This category includes derivative instruments and equity investments which the Group had not irrevocably elected to classify at fair value through other comprehensive income and unlisted club debentures that are not solely payments of principal and interest.

Derecognition of financial assets

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognised (i.e., removed from the Group's consolidated statement of financial position) when:

- the rights to receive cash flows from the asset have expired; or
- the Group has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a "pass-through" arrangement; and either (a) the Group has transferred substantially all the risks and rewards of the asset, or (b) the Group has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

3.1 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(continued)*

Derecognition of financial assets *(continued)*

When the Group has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if, and to what extent, it has retained the risk and rewards of ownership of the asset. When it has neither transferred nor retained substantially all the risks and rewards of the asset nor transferred control of the asset, the Group continues to recognise the transferred asset to the extent of the Group's continuing involvement. In that case, the Group also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Group has retained.

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Group could be required to repay.

Impairment of financial assets

The Group recognises an allowance for expected credit losses ("ECLs") for all debt instruments not held at fair value through profit or loss. ECLs are based on the difference between the contractual cash flows due in accordance with the contract and all the cash flows that the Group expects to receive, discounted at an approximation of the original effective interest rate. The expected cash flows will include cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms.

General approach

ECLs are recognised in two stages. For credit exposures for which there has not been a significant increase in credit risk since initial recognition, ECLs are provided for credit losses that result from default events that are possible within the next 12 months (a 12-month ECL). For those credit exposures for which there has been a significant increase in credit risk since initial recognition, a loss allowance is required for credit losses expected over the remaining life of the exposure, irrespective of the timing of the default (a lifetime ECL).

At each reporting date, the Group assesses whether the credit risk on a financial instrument has increased significantly since initial recognition. When making the assessment, the Group compares the risk of a default occurring on the financial instrument as at the reporting date with the risk of a default occurring on the financial instrument as at the date of initial recognition and considers reasonable and supportable information that is available without undue cost or effort, including historical and forward-looking information.

The Group considers a financial asset in default when contractual payments are 90 days past due. However, in certain cases, the Group may also consider a financial asset to be in default when internal or external information indicates that the Group is unlikely to receive the outstanding contractual amounts in full before taking into account any credit enhancements held by the Group. A financial asset is written off when there is no reasonable expectation of recovering the contractual cash flows.

3.1 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(continued)*

Impairment of financial assets *(continued)*

General approach (continued)

Financial assets at amortised cost are subject to impairment under the general approach and they are classified within the following stages for measurement of ECLs except for trade receivables which apply the simplified approach as detailed below.

Stage 1 – Financial instruments for which credit risk has not increased significantly since initial recognition and for which the loss allowance is measured at an amount equal to 12-month ECLs

Stage 2 – Financial instruments for which credit risk has increased significantly since initial recognition but that are not credit-impaired financial assets and for which the loss allowance is measured at an amount equal to lifetime ECLs

Stage 3 – Financial assets that are credit-impaired at the reporting date (but that are not purchased or originated credit-impaired) and for which the loss allowance is measured at an amount equal to lifetime ECLs

Simplified approach

For trade receivables and contract assets that do not contain a significant financing component or when the Group applies the practical expedient of not adjusting the effect of a significant financing component, the Group applies the simplified approach in calculating ECLs. Under the simplified approach, the Group does not track changes in credit risk, but instead recognises a loss allowance based on lifetime ECLs at each reporting date. The Group has established a provision matrix that is based on its historical credit loss experience, adjusted for forward-looking factors specific to the debtors and the economic environment.

Financial liabilities

Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings, payables, or as derivatives designated as hedging instruments in an effective hedge, as appropriate.

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

The Group's financial liabilities include trade and bills payables, trust receipt loans, retention monies payable, financial liabilities included in other payables and accruals, lease liabilities and interest-bearing bank borrowings.

3.1 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(continued)*

Financial liabilities *(continued)*

Subsequent measurement

The subsequent measurement of financial liabilities depends on their classification as follows:

Financial liabilities at amortised cost (loans and borrowings)

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost, using the effective interest rate method unless the effect of discounting would be immaterial, in which case they are stated at cost. Gains and losses are recognised in the statement of profit or loss when the liabilities are derecognised as well as through the effective interest rate amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the effective interest rate. The effective interest rate amortisation is included in finance costs in the statement of profit or loss.

Convertible bond

The component of a convertible bond that exhibits characteristics of a liability is recognised as a liability in the statement of financial position, net of transaction costs. On issuance of a convertible bond, the fair value of the liability component is determined using a market rate for an equivalent non-convertible bond; and this amount is carried as a liability on the amortised cost basis until extinguished on conversion or redemption. The remainder of the proceeds is allocated to the conversion option that is recognised and included in shareholders' equity, net of transaction costs. The carrying amount of the conversion option is not remeasured in subsequent years. Transaction costs are apportioned between the liability and equity components of the convertible bond based on the allocation of proceeds to the liability and equity components when the instruments are first recognised.

Derecognition of financial liabilities

A financial liability is derecognised when the obligation under the liability is discharged or cancelled, or expires.

When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as a derecognition of the original liability and a recognition of a new liability, and the difference between the respective carrying amounts is recognised in the statement of profit or loss.

Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the statement of financial position if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, or to realise the assets and settle the liabilities simultaneously.

Inventories

Inventories are stated at the lower of cost and net realisable value. Cost is determined on the first-in, first-out or the weighted average basis and, in the case of work in progress and finished goods, comprises direct materials, direct labour and an appropriate proportion of overheads. Net realisable value is based on estimated selling prices less any estimated costs to be incurred to completion and disposal.

3.1 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(continued)*

Cash and cash equivalents

For the purpose of the consolidated statement of cash flows, cash and cash equivalents comprise cash on hand and demand deposits, and short-term highly liquid investments that are readily convertible into known amounts of cash, are subject to an insignificant risk of changes in value, and have a short maturity of generally within three months when acquired, less bank overdrafts which are repayable on demand and form an integral part of the Group's cash management.

For the purpose of the consolidated statement of financial position, cash and cash equivalents comprise cash on hand and at banks, including term deposits, and assets similar in nature to cash, which are not restricted as to use.

Provisions

A provision is recognised when a present obligation (legal or constructive) has arisen as a result of a past event and it is probable that a future outflow of resources will be required to settle the obligation, provided that a reliable estimate can be made of the amount of the obligation.

When the effect of discounting is material, the amount recognised for a provision is the present value at the end of the reporting period of the future expenditures expected to be required to settle the obligation. The increase in the discounted present value amount arising from the passage of time is included in finance costs in the statement of profit or loss.

The Group provides for warranties in relation to the provision of construction services for general repairs of defects occurring during the warranty period. Provisions for these assurance-type warranties granted by the Group are recognised based on past experience of the level of repairs, discounted to their present values as appropriate.

Income tax

Income tax comprises current and deferred tax. Income tax relating to items recognised outside profit or loss is recognised outside profit or loss, either in other comprehensive income or directly in equity.

Current tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period, taking into consideration interpretations and practices prevailing in the jurisdictions in which the Group operates.

Deferred tax is provided, using the liability method, on all temporary differences at the end of the reporting period between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes.

3.1 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(continued)*

Income tax *(continued)*

Deferred tax liabilities are recognised for all taxable temporary differences, except:

- when the deferred tax liability arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; and

- in respect of taxable temporary differences associated with investments in subsidiaries, an associate and a joint venture, when the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

Deferred tax assets are recognised for all deductible temporary differences, and the carryforward of unused tax credits and any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carryforward of unused tax credits and unused tax losses can be utilised, except:

- when the deferred tax asset relating to the deductible temporary differences arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; and

- in respect of deductible temporary differences associated with investments in subsidiaries, an associate and a joint venture, deferred tax assets are only recognised to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilised.

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

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

Deferred tax assets and deferred tax liabilities are offset if and only if the Group has a legally enforceable right to set off current tax assets and current tax liabilities and the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same taxation authority on either the same taxable entity or different taxable entities which intend either to settle current tax liabilities and assets on a net basis, or to realise the assets and settle the liabilities simultaneously, in each future period in which significant amounts of deferred tax liabilities or assets are expected to be settled or recovered.

3.1 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(continued)*

Revenue recognition

Revenue from contracts with customers

Revenue from contracts with customers is recognised when control of goods or services is transferred to the customers at an amount that reflects the consideration to which the Group expects to be entitled in exchange for those goods or services.

When the consideration in a contract includes a variable amount, the amount of consideration is estimated to which the Group will be entitled in exchange for transferring the goods or services to the customer. The variable consideration is estimated at contract inception and constrained until it is highly probable that a significant revenue reversal in the amount of cumulative revenue recognised will not occur when the associated uncertainty with the variable consideration is subsequently resolved.

When the contract contains a financing component which provides the customer with a significant benefit of financing the transfer of goods or services to the customer for more than one year, revenue is measured at the present value of the amount receivable, discounted using the discount rate that would be reflected in a separate financing transaction between the Group and the customer at contract inception. When the contract contains a financing component which provides the Group a significant financial benefit for more than one year, revenue recognised under the contract includes the interest expense accreted on the contract liability under the effective interest method. For a contract where the period between the payment by the customer and the transfer of the promised goods or services is one year or less, the transaction price is not adjusted for the effects of a significant financing component, using the practical expedient in HKFRS 15.

(a) Sale of products

Revenue from the sale of products is recognised at the point in time when control of the asset is transferred to the customer, generally on delivery of the consumer products.

(b) Construction services

Revenue from the provision of construction services is recognised over time, using an input method to measure progress towards complete satisfaction of the service, because the Group's performance creates or enhances an asset that the customer controls as the asset is created or enhanced. The input method recognises revenue based on the proportion of the actual costs incurred relative to the estimated total costs for satisfaction of the construction services.

Claims to customers are amounts that the Group seeks to collect from the customers as reimbursement of costs and margins for scope of works not included in the original construction contract. Claims are accounted for as variable consideration and constrained until it is highly probable that a significant revenue reversal in the amount of cumulative revenue recognised will not occur when the associated uncertainty with the variable consideration is subsequently resolved. The Group uses the expected value method to estimate the amounts of claims because this method best predicts the amount of variable consideration to which the Group will be entitled.

Revenue from other sources

Rental income is recognised on a time proportion basis over the lease terms. Variable lease payments that do not depend on an index or a rate are recognised as income in the accounting period in which they are incurred.

3.1 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(continued)*

Revenue recognition *(continued)*

Other income

Interest income is recognised on an accrual basis using the effective interest method by applying the rate that exactly discounts the estimated future cash receipts over the expected life of the financial instrument or a shorter period, when appropriate, to the net carrying amount of the financial asset.

Dividend income is recognised when the shareholders' right to receive payment has been established, it is probable that the economic benefits associated with the dividend will flow to the Group and the amount of the dividend can be measured reliably.

Contract assets

A contract asset is the right to consideration in exchange for goods or services transferred to the customer. If the Group performs by transferring goods or services to a customer before the customer pays consideration or before payment is due, a contract asset is recognised for the earned consideration that is conditional. Contract assets are subject to impairment assessment, details of which are included in the accounting policies for impairment of financial assets.

Contract liabilities

A contract liability is recognised when a payment is received or a payment is due (whichever is earlier) from a customer before the Group transfers the related goods or services. Contract liabilities are recognised as revenue when the Group performs under the contract (i.e., transfers control of the related goods or services to the customer).

Contract costs

Other than the costs which are capitalised as inventories, property, plant and equipment and intangible assets, costs incurred to fulfil a contract with a customer are capitalised as an asset if all of the following criteria are met:

(a) The costs relate directly to a contract or to an anticipated contract that the entity can specifically identify.

(b) The costs generate or enhance resources of the entity that will be used in satisfying (or in continuing to satisfy) performance obligations in the future.

(c) The costs are expected to be recovered.

The capitalised contract costs are amortised and charged to the statement of profit or loss on a systematic basis that is consistent with the pattern of the revenue to which the asset related is recognised. Other contract costs are expensed as incurred.

3.1 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(continued)*

Employee benefits

Pension schemes

The Group operates two types of defined contribution retirement benefit schemes, including a Mandatory Provident Fund retirement benefit scheme (the "MPF Scheme") under the Mandatory Provident Fund Schemes Ordinance and an Occupational Retirement Schemes Ordinance retirement benefit scheme (the "ORSO Scheme"), for all of its employees who are eligible to participate in the MPF Scheme or ORSO Scheme.

Under the MPF Scheme, contributions are made based on a percentage of the employees' basic salaries and are charged to the statement of profit or loss as they become payable in accordance with the rules of the MPF Scheme. The Group's employer contributions vest fully with the employees when contributed into the MPF Scheme, except for the Group's employer voluntary contributions, which are refunded to the Group when the employee leaves employment prior to the contributions vesting fully, in accordance with the rules of the MPF Scheme.

The ORSO Scheme is managed by an independent trustee. The Group makes monthly contributions to the scheme at 5% to 15% of the employees' basic salaries while the employees are not required to make any contributions. The employees are entitled to receive 100% of the contributions made by the Group together with the accrued earnings thereon upon retirement or leaving the Group after completing 10 years of service or at a reduced scale of 30% to 90% after completing three to nine years of service. Forfeited contributions and related earnings are used to reduce the contributions payable by the Group.

Prior to the MPF Scheme becoming effective, certain member companies of the Group operated defined contribution provident fund schemes (the "Provident Funds") under the Occupational Retirement Schemes Ordinance for those employees who were eligible to participate. The Provident Funds operated in a similar way to the MPF Scheme, except that when an employee left the Provident Funds prior to his/her interest in the Group's employer contributions vesting fully, the ongoing contributions payable by the Group were reduced by the relevant amount of forfeited contributions. Upon implementation of the MPF Scheme, the Provident Funds have been frozen and no further contributions have been made by the Group or the eligible employees after that date. The eligible employees are entitled to receive their funds in accordance with the rules of the Provident Funds when they leave the Group.

The assets of both types of scheme are held separately from those of the Group in independently administered funds.

The employees of the Group's subsidiaries which operate in Mainland China are required to participate in a central pension scheme operated by the local municipal government. These subsidiaries are required to contribute 5% of their payroll costs to the central pension scheme. The contributions are charged to the statement of profit or loss as they become payable in accordance with the rules of the central pension scheme.

Termination benefits

Termination benefits are recognised at the earlier of when the Group can no longer withdraw the offer of those benefits and when the Group recognises restructuring costs involving the payment of termination benefits.

3.1 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(continued)*

Dividends

Final dividends are recognised as a liability when they are approved by the shareholders in a general meeting. Proposed final dividends are disclosed in the notes to the financial statements.

Foreign currencies

These financial statements are presented in Hong Kong dollars, which is the Company's functional and presentation currency. Each entity in the Group determines its own functional currency and items included in the financial statements of each entity are measured using that functional currency. Foreign currency transactions recorded by the entities in the Group are initially recorded using their respective functional currency rates prevailing at the dates of the transactions. Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency rates of exchange ruling at the end of the reporting period. Differences arising on settlement or translation of monetary items are recognised in the statement of profit or loss.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was measured. The gain or loss arising on translation of a non-monetary item measured at fair value is treated in line with the recognition of the gain or loss on change in fair value of the item (i.e., translation difference on the item whose fair value gain or loss is recognised in other comprehensive income or profit or loss is also recognised in other comprehensive income or profit or loss, respectively).

In determining the exchange rate on initial recognition of the related asset, expense or income on the derecognition of a non-monetary asset or non-monetary liability relating to an advance consideration, the date of initial transaction is the date on which the Group initially recognises the non-monetary asset or non-monetary liability arising from the advance consideration. If there are multiple payments or receipts in advance, the Group determines the transaction date for each payment or receipt of the advance consideration.

The functional currencies of certain overseas subsidiaries, an associate and a joint venture are currencies other than the Hong Kong dollar. As at the end of the reporting period, the assets and liabilities of these entities are translated into Hong Kong dollars at the exchange rates prevailing at the end of the reporting period and their statements of profit or loss are translated into Hong Kong dollars at the weighted average exchange rates for the year.

The resulting exchange differences are recognised in other comprehensive income and accumulated in the exchange fluctuation reserve. On disposal of a foreign operation, the component of other comprehensive income relating to that particular foreign operation is recognised in the statement of profit or loss.

For the purpose of the consolidated statement of cash flows, the cash flows of overseas subsidiaries are translated into Hong Kong dollars at the exchange rates ruling at the dates of the cash flows. Frequently recurring cash flows of overseas subsidiaries which arise throughout the year are translated into Hong Kong dollars at the weighted average exchange rates for the year.

3.2 SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES

The preparation of the Group's financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and their accompanying disclosures, and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that could require a material adjustment to the carrying amounts of the assets or liabilities affected in the future.

Judgements

In the process of applying the Group's accounting policies, management has made the following judgements, apart from those involving estimations, which have the most significant effect on the amounts recognised in the financial statements:

Revenue recognition for construction services

For the year ended 31 December 2019, the Group recognised revenue from construction contracting businesses amounting to HK$4,603,303,000. The Group has recognised revenue from the provision of construction services over time, using an input method to measure progress towards complete satisfaction of the service, because the Group's performance creates or enhances an asset that the customer controls as the asset is created or enhanced. The input method recognises revenue based on the proportion of the actual costs incurred relative to the estimated total costs for satisfaction of the construction services. This involves the use of management judgements and estimation uncertainty, including estimating the progress towards completion of the services, scope of deliveries and services required, total contract costs incurred and forecasts in relation to costs to complete.

Significant judgement in determining the lease term of contracts with renewal options

The Group has several lease contracts that include extension and termination options. The Group applies judgement in evaluating whether or not to exercise the option to renew or terminate the lease. That is, it considers all relevant factors that create an economic incentive for it to exercise either the renewal or termination. After the commencement date, the Group reassesses the lease term if there is a significant event or change in circumstances that is within its control and affects its ability to exercise or not to exercise the option to renew or to terminate (e.g., construction of significant leasehold improvements or significant customisation to the leased asset).

3.2 SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES *(continued)*

Estimation uncertainty

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, are described below.

Impairment of goodwill

The Group determines whether goodwill is impaired at least on an annual basis. This requires an estimation of the value in use of the cash-generating units to which the goodwill is allocated. Estimating the value in use requires the Group to make an estimate of the expected future cash flows from the cash-generating units and also to choose a suitable discount rate in order to calculate the present value of those cash flows. The carrying amount of goodwill at 31 December 2019 was HK$14,369,000 (2018: HK$14,369,000). Further details are given in note 19.

Estimation of fair value of investment properties and revaluation of leasehold land and owned buildings

In the absence of current prices in an active market for similar properties, the Group considers information from a variety of sources, including:

(a) current prices in an active market for properties of a different nature, condition or location, adjusted to reflect those differences;

(b) recent prices of similar properties on less active markets, with adjustments to reflect any changes in economic conditions since the date of the transactions that occurred at those prices; and

(c) the income capitalisation method based on the capitalisation of existing rental income and reversionary market rental income, supported by the market rentals expected by investors for similar properties in the neighbourhood and by the market yield derived from analysing the sales transactions of similar properties.

The principal assumptions for the Group's estimation of the fair value include those related to current market rents for similar properties in the same location and condition and appropriate capitalisation rates. The carrying amounts of investment properties, leasehold land and owned buildings at 31 December 2019 were HK$39,191,000 (2018: HK$20,386,000), HK$450,623,000 (2018: HK$447,977,000) and HK$37,201,000 (2018: HK$37,115,000), respectively.

3.2 SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES *(continued)*

Estimation uncertainty *(continued)*

Provision for expected credit losses on trade receivables and contract assets

The Group uses a provision matrix to calculate ECLs for trade receivables and contract assets. The provision rates are based on days past due for groupings of various customer segments that have similar loss patterns.

The provision matrix is initially based on the Group's historical observed default rates. The Group will calibrate the matrix to adjust the historical credit loss experience with forward-looking information. For instance, if forecast economic conditions (i.e., gross domestic products) are expected to deteriorate over the next year which can lead to an increased number of defaults, the historical default rates are adjusted. At each reporting date, the historical observed default rates are updated and changes in the forward-looking estimates are analysed.

The assessment of the correlation among historical observed default rates, forecast economic conditions and ECLs is a significant estimate. The amount of ECLs is sensitive to changes in circumstances and forecast economic conditions. The Group's historical credit loss experience and forecast of economic conditions may also not be representative of a customer's actual default in the future. The information about the ECLs on the Group's trade receivables and contract assets is disclosed in note 22 and note 25 to the financial statements, respectively.

Impairment of non-financial assets (other than goodwill)

The Group assesses whether there are any indicators of impairment for all non-financial assets (including the right-of-use assets) at the end of each reporting period. Indefinite life intangible assets are tested for impairment annually and at other times when such an indicator exists. Other non-financial assets are tested for impairment when there are indicators that the carrying amounts may not be recoverable. An impairment exists when the carrying value of an asset or a cash-generating unit exceeds its recoverable amount, which is the higher of its fair value less costs of disposal and its value in use. The calculation of the fair value less costs of disposal is based on available data from binding sales transactions in an arm's length transaction of similar assets or observable market prices less incremental costs for disposing of the asset. When value in use calculations are undertaken, management must estimate the expected future cash flows from the asset or cash-generating unit and choose a suitable discount rate in order to calculate the present value of those cash flows.

4. OPERATING SEGMENT INFORMATION

For management purposes, the Group is organised into business units based on their products and services and has five reportable operating segments as follows:

- the plastic and chemical products segment consists of importing, marketing and distributing plastic and chemical products;
- the building related contracting services segment consists of the provision of contracting services for both public and private sectors, including engineering contracting services in the air-conditioning industry and the provision of maintenance services;
- the foundation piling and ground investigation segment consists of the foundation piling and sub-structure construction works for both public and private sectors;
- the building construction segment consists of superstructure construction works for both public and private sectors; and
- the "others" segment consists of the distribution of aviation system and other hi-tech products, and property and investment holding.

Management monitors the results of the Group's operating segments separately for the purpose of making decisions about resource allocation and performance assessment. Segment performance is evaluated based on reportable segment profit, which is a measure of adjusted profit before tax. The adjusted profit before tax is measured consistently with the Group's profit before tax except that interest income, changes in fair value of investment properties, deficit from revaluation of property, plant and equipment, share of losses of an associate as well as unallocated corporate gains and expenses are excluded from this measurement.

Segment assets exclude deferred tax assets, tax recoverable, an equity investment at fair value through other comprehensive income, certain financial assets at fair value through profit or loss and other unallocated head office and corporate assets as these assets are managed on a group basis.

Segment liabilities exclude tax payable, deferred tax liabilities and other unallocated head office and corporate liabilities as these liabilities are managed on a group basis.

Intersegment sales and transfers are transacted with reference to the selling prices used for sales made to third parties at the then prevailing market prices.

4. OPERATING SEGMENT INFORMATION *(continued)*

Year ended 31 December 2019

	Plastic and chemical products HK$'000	Building related contracting services HK$'000	Building construction HK$'000	Foundation piling and ground investigation HK$'000	Others HK$'000	Total HK$'000
Segment revenue (note 5):						
Sales to external customers	481,780	2,210,597	1,126,365	1,303,643	97,174	5,219,559
Intersegment sales	229	121,900	–	–	–	122,129
Other revenue	927	454	349	2,479	3	4,212
	482,936	2,332,951	1,126,714	1,306,122	97,177	5,345,900
Reconciliation:						
Elimination of intersegment sales						(122,129)
Revenue						5,223,771
Segment results	(465)	87,799	56,764	68,054	47	212,199
Reconciliation:						
Interest income and unallocated gains						2,324
Unallocated expenses						(29,316)
Changes in fair value of investment properties						(102)
Deficit from revaluation of property, plant and equipment						(1,359)
Profit before tax						183,746
Segment assets	361,494	1,518,685	734,277	892,941	268,509	3,775,906
Reconciliation:						
Elimination of intersegment receivables						(59,695)
Equity investment at fair value through other comprehensive income						2,830
Financial assets at fair value through profit or loss						1,647
Corporate and other unallocated assets						233,973
Total assets						3,954,661
Segment liabilities	95,449	961,412	246,117	387,919	99,063	1,789,960
Reconciliation:						
Elimination of intersegment payables						(59,695)
Corporate and other unallocated liabilities						172,650
Total liabilities						1,902,915
Other segment information:						
Provision for inventories included in cost of inventories sold	1,511	9	–	–	–	1,520
Depreciation	6,946	9,797	7,381	62,594	8,547	95,265
Capital expenditure*	3,002	21,151	21,175	44,881	20,157	110,366

* Capital expenditure represents additions to property, plant and equipment and investment properties, excluding right-of-use assets arising from leased buildings.

4. OPERATING SEGMENT INFORMATION *(continued)*

Year ended 31 December 2018

	Plastic and chemical products HK$'000	Building related contracting services HK$'000	Building construction HK$'000	Foundation piling and ground investigation HK$'000	Others HK$'000	Total HK$'000
Segment revenue (note 5):						
Sales to external customers	610,115	2,668,403	1,497,507	1,242,956	28,970	6,047,951
Intersegment sales	152	30,706	–	–	–	30,858
Other revenue	1,700	73	461	1,741	1	3,976
	611,967	2,699,182	1,497,968	1,244,697	28,971	6,082,785
Reconciliation:						
Elimination of intersegment sales						(30,858)
Revenue						6,051,927
Segment results	5,844	122,940	79,213	68,754	3,364	280,115
Reconciliation:						
Interest income and unallocated gains						5,361
Unallocated expenses						(32,236)
Changes in fair value of investment properties						3,396
Share of losses of an associate						(680)
Profit before tax						255,956
Segment assets	388,451	1,227,491	654,133	934,708	198,531	3,403,314
Reconciliation:						
Elimination of intersegment receivables						(13,107)
Investment in an associate						208
Equity investment at fair value through other comprehensive income						2,919
Financial assets at fair value through profit or loss						283
Corporate and other unallocated assets						264,751
Total assets						3,658,368
Segment liabilities	125,828	771,712	212,800	467,209	14,274	1,591,823
Reconciliation:						
Elimination of intersegment payables						(13,107)
Corporate and other unallocated liabilities						128,274
Total liabilities						1,706,990
Other segment information:						
Provision/(write-back of provision) for inventories included in cost of inventories sold	(303)	3	–	–	(4)	(304)
Depreciation	4,753	3,273	6,411	55,385	6,711	76,533
Impairment of goodwill	–	–	–	398	–	398
Capital expenditure*	307	31,012	1,324	30,626	477	63,746

* Capital expenditure represents additions to property, plant and equipment.

4. OPERATING SEGMENT INFORMATION *(continued)*

Geographical information

(a) *Revenue from external customers*

	2019 HK$'000	2018 HK$'000
Hong Kong	4,590,247	5,404,584
Mainland China, Macau and Singapore	629,312	643,367
	5,219,559	6,047,951

The revenue information above is based on the locations of the customers.

(b) *Non-current assets*

	2019 HK$'000	2018 HK$'000
Hong Kong	737,148	734,347
Mainland China and Macau	183,301	101,379
	920,449	835,726

The non-current asset information above is based on the locations of the assets and excludes an investment in an associate, an investment in a joint venture, an equity investment at fair value through other comprehensive income, goodwill, deferred tax assets, financial assets at fair value through profit or loss and non-current portion of prepayments, deposits and other receivables.

Information about major customers

During the years ended 31 December 2019 and 31 December 2018, none of the Group's revenue derived from transactions with a single external customer amounted to 10 percent or more of the Group's revenue.

5. REVENUE AND OTHER INCOME

An analysis of revenue and other income is as follows:

	2019 HK$'000	2018 HK$'000
Revenue from contracts with customers		
Sale of goods	616,256	726,131
Construction services	4,603,303	5,321,820
	5,219,559	6,047,951

Revenue from contracts with customers

(i) Disaggregated revenue information

For the year ended 31 December 2019

Segments	Plastic and chemical products HK$'000	Building related contracting services HK$'000	Building construction HK$'000	Foundation piling and ground investigation HK$'000	Others HK$'000	Total HK$'000
Type of goods or services						
Sales of goods	481,780	134,476	–	–	–	616,256
Construction services	–	2,076,121	1,126,365	1,303,643	97,174	4,603,303
Total revenue from contracts with customers	481,780	2,210,597	1,126,365	1,303,643	97,174	5,219,559
Geographical markets						
Hong Kong	317,446	2,025,978	860,702	1,300,349	85,772	4,590,247
Mainland China, Macau and Singapore	164,334	184,619	265,663	3,294	11,402	629,312
Total revenue from contracts with customers	481,780	2,210,597	1,126,365	1,303,643	97,174	5,219,559
Timing of revenue recognition						
Goods transferred at a point in time	481,780	134,476	–	–	–	616,256
Services transferred over time	–	2,076,121	1,126,365	1,303,643	97,174	4,603,303
Total revenue from contracts with customers	481,780	2,210,597	1,126,365	1,303,643	97,174	5,219,559

5. REVENUE AND OTHER INCOME *(continued)*

Revenue from contracts with customers *(continued)*

(i) Disaggregated revenue information (continued)

For the year ended 31 December 2018

Segments	Plastic and chemical products HK$'000	Building related contracting services HK$'000	Building construction HK$'000	Foundation piling and ground investigation HK$'000	Others HK$'000	Total HK$'000
Type of goods or services						
Sales of goods	610,115	116,016	–	–	–	726,131
Construction services	–	2,552,387	1,497,507	1,242,956	28,970	5,321,820
Total revenue from contracts with customers	610,115	2,668,403	1,497,507	1,242,956	28,970	6,047,951
Geographical markets						
Hong Kong	429,071	2,362,516	1,354,848	1,233,472	24,677	5,404,584
Mainland China, Macau and Singapore	181,044	305,887	142,659	9,484	4,293	643,367
Total revenue from contracts with customers	610,115	2,668,403	1,497,507	1,242,956	28,970	6,047,951
Timing of revenue recognition						
Goods transferred at a point in time	610,115	116,016	–	–	–	726,131
Services transferred over time	–	2,552,387	1,497,507	1,242,956	28,970	5,321,820
Total revenue from contracts with customers	610,115	2,668,403	1,497,507	1,242,956	28,970	6,047,951

5. REVENUE AND OTHER INCOME *(continued)*

Revenue from contracts with customers *(continued)*

(i) Disaggregated revenue information (continued)

Set out below is the reconciliation of the revenue from contracts with customers with the amounts disclosed in the segment information:

For the year ended 31 December 2019

Segments	Plastic and chemical products HK$'000	Building related contracting services HK$'000	Building construction HK$'000	Foundation piling and ground investigation HK$'000	Others HK$'000	Total HK$'000
Revenue from contracts with customers						
Sales to external customers	481,780	2,210,597	1,126,365	1,303,643	97,174	5,219,559
Intersegment sales	229	121,900	–	–	–	122,129
	482,009	2,332,497	1,126,365	1,303,643	97,174	5,341,688
Intersegment adjustments and eliminations	(229)	(121,900)	–	–	–	(122,129)
	481,780	2,210,597	1,126,365	1,303,643	97,174	5,219,559

For the year ended 31 December 2018

Segments	Plastic and chemical products HK$'000	Building related contracting services HK$'000	Building construction HK$'000	Foundation piling and ground investigation HK$'000	Others HK$'000	Total HK$'000
Revenue from contracts with customers						
Sales to external customers	610,115	2,668,403	1,497,507	1,242,956	28,970	6,047,951
Intersegment sales	152	30,706	–	–	–	30,858
	610,267	2,699,109	1,497,507	1,242,956	28,970	6,078,809
Intersegment adjustments and eliminations	(152)	(30,706)	–	–	–	(30,858)
	610,115	2,668,403	1,497,507	1,242,956	28,970	6,047,951

5. REVENUE AND OTHER INCOME *(continued)*

Revenue from contracts with customers *(continued)*

(i) Disaggregated revenue information (continued)

The following table shows the amounts of revenue recognised in the current reporting period that were included in the contract liabilities at the beginning of the reporting:

	2019 *HK$'000*	2018 *HK$'000*
Revenue recognised that was included in contract liabilities at the beginning of the reporting period:		
Construction services	230,602	351,296

	2019 *HK$'000*	2018 *HK$'000*
Revenue recognised from performance obligations satisfied in previous periods:		
Construction services not previously recognised due to constraints on variable consideration	34,692	71,156

(ii) Performance obligations

Information about the Group's performance obligations is summarised below:

Sale of products
The performance obligation is satisfied upon delivery of the products and payment is generally due within 60 days from delivery, except for new customers, where payment in advance is normally required.

Construction services
The performance obligation is satisfied over time as services are rendered and payment is generally due within 30 to 60 days from the date of billing. A certain percentage of payment is retained by customers until the end of the retention period as the Group's entitlement to the final payment is conditional on the satisfaction of the service quality by the customers over a certain period as stipulated in the contracts.

5. REVENUE AND OTHER INCOME *(continued)*

Revenue from contracts with customers *(continued)*

(ii) Performance obligations (continued)

The amounts of transaction prices allocated to the remaining performance obligations (unsatisfied or partially unsatisfied) as at 31 December are as follows:

	2019 HK$'000	2018 HK$'000
Amounts expected to be recognised as revenue:		
Within one year	5,315,623	3,856,695
After one year	3,134,125	2,384,209
	8,449,748	6,240,904

The amounts of transaction prices allocated to the remaining performance obligations which are expected to be recognised as revenue after one year relate to construction services, of which the performance obligations are to be satisfied within five years. All the other amounts of transaction prices allocated to the remaining performance obligations are expected to be recognised as revenue within one year. The amounts disclosed above do not include variable consideration which is constrained.

	2019 HK$'000	2018 HK$'000
Other income		
Interest income	3,587	4,601
Commission income	180	280
Gross rental income from an investment property and plant and machinery operating leases:		
Other lease payments, including fixed payments	2,165	–
Others	604	4,456
	6,536	9,337

6. FINANCE COSTS

An analysis of finance costs is as follows:

	2019 HK$'000	2018 HK$'000
Interest on bank loans and overdrafts	7,203	5,641
Interest on a convertible bond	–	6,069
Interest on lease liabilities (note 15)	4,606	–
	11,809	11,710

7. PROFIT BEFORE TAX

The Group's profit before tax is arrived at after charging/(crediting):

	Notes	2019 HK$'000	2018 HK$'000
Cost of inventories sold		584,575	652,914
Cost of services provided		3,968,424	4,688,924
Depreciation of property, plant and equipment (excluding right-of-use assets)	13	74,323	85,122
Less: Amount included in cost of services provided		(9,566)	(8,589)
		64,757	76,533
Depreciation of right-of-use assets	13	30,508	–
Minimum lease payments under operating leases in respect of land and buildings		–	19,528
Lease payments not included in the measurement of lease liabilities	15	7,829	–
Auditor's remuneration:			
Charge for the year		3,932	4,287
Under/(over) provision in prior years		(75)	52
		3,857	4,339
Employee benefit expense (including directors' remuneration (note 8)):			
Wages and salaries		761,574	729,339
Pension scheme contributions*		29,311	29,040
		790,885	758,379
Less: Amount included in cost of services provided		(537,336)	(518,522)
		253,549	239,857
Direct operating expenses (including repairs and maintenance) arising on rental-earning investment properties		234	404
Provision/(write-back of provision) for inventories included in cost of inventories sold		1,520	(304)
Impairment of goodwill#		–	398
Loss on disposal of items of property, plant and equipment, net#		459	1,000
Loss on dissolution of an associate#		22	–
Fair value changes in financial assets at fair value through profit of loss#		(725)	–
Fair value loss/(gain) on derivative financial instruments – transaction not qualifying as hedges#		12	(827)
Foreign exchange differences, net#		446	3,198

7. PROFIT BEFORE TAX *(continued)*

* As at 31 December 2019, the Group did not have significant forfeited contributions available to reduce its contributions to the pension schemes in future years (2018: Nil).

\# These expense/(income) items are included in "Other operating expenses, net" in the consolidated statement of profit or loss.

8. DIRECTORS' REMUNERATION

Directors' remuneration for the year, disclosed pursuant to the Listing Rules, section 383(1)(a), (b), (c) and (f) of the Hong Kong Companies Ordinance and Part 2 of the Companies (Disclosure of Information about Benefits of Directors) Regulation, is as follows:

	2019 HK$'000	2018 HK$'000
Fees	1,125	888
Other emoluments:		
Salaries, allowances and benefits in kind	5,626	5,844
Performance-related bonuses*	9,800	6,000
Pension scheme contributions	265	240
	15,691	12,084
	16,816	12,972

* Certain executive directors of the Company are entitled to bonus payments which are determined with reference to profit for the year of the Group.

(a) *Independent non-executive directors*

The fees paid to independent non-executive directors during the year were as follows:

	2019 HK$'000	2018 HK$'000
Yuen-Tin Ng	150	100
Chi-Chiu Wu	150	100
Ronald James Blake	150	100
	450	300

There were no other emoluments payable to the independent non-executive directors during the year (2018: Nil).

8. DIRECTORS' REMUNERATION *(continued)*

(b) Executive directors and non-executive directors

	Notes	Fees HK$'000	Salaries, allowances and benefits in kind HK$'000	Performance-related bonuses HK$'000	Pension scheme contributions HK$'000	Total remuneration HK$'000
2019						
Executive directors:						
James Sai-Wing Wong		–	–	–	–	–
Yuen-Keung Chan	*(i)*	175	480	5,700	10	6,365
James Sing-Wai Wong	*(ii)*	175	3,190	1,800	255	5,420
Philip Bing-Lun Lam	*(iii)*	175	1,956	2,300	–	4,431
		525	5,626	9,800	265	16,216
Non-executive director:						
Wendy Kim-See Gan		150	–	–	–	150
		675	5,626	9,800	265	16,366

	Notes	Fees HK$'000	Salaries, allowances and benefits in kind HK$'000	Performance-related bonuses HK$'000	Pension scheme contributions HK$'000	Total remuneration HK$'000
2018						
Executive directors:						
James Sai-Wing Wong		–	–	–	–	–
Yuen-Keung Chan	*(i)*	150	400	2,700	16	3,266
James Sing-Wai Wong	*(ii)*	150	3,016	1,200	224	4,590
Philip Bing-Lun Lam	*(iii)*	150	2,428	1,700	–	4,278
		450	5,844	5,600	240	12,134
Non-executive directors:						
Herman Man-Hei Fung (retired on 1 April 2018)	*(iv)*	38	–	400	–	438
Wendy Kim-See Gan		100	–	–	–	100
		588	5,844	6,000	240	12,672

8. DIRECTORS' REMUNERATION *(continued)*

(b) *Executive directors and non-executive directors (continued)*

There was no arrangement under which a director waived or agreed to waive any remuneration during the year.

Notes:

(i) Included director fees of HK$175,000 (2018: HK$150,000) and performance-related bonuses of HK$2,900,000 (2018: HK$1,900,000) as an executive director of Chinney Kin Wing.

(ii) Included director fees of HK$175,000 (2018: HK$150,000), salaries, allowances and benefits in kind of HK$447,000 (2018: Nil) and performance-related bonuses of HK$600,000 (2018: HK$400,000) as an executive director of Chinney Kin Wing.

(iii) Included director fees of HK$175,000 (2018: HK$150,000), salaries, allowances and benefits in kind of HK$381,000 (2018: Nil) and performance-related bonuses of HK$767,000 (2018: HK$400,000) as an executive director of Chinney Kin Wing.

(iv) In 2018, included director fees of HK$38,000 and performance-related bonuses of HK$400,000 as an executive director of Chinney Kin Wing.

9. FIVE HIGHEST PAID EMPLOYEES

The five highest paid employees of the Group included three (2018: two) directors of the Company, details of whose remuneration are set out in note 8 above. Details of the remuneration for the year of the remaining two (2018: three) non-director highest paid employees for the year are as follows:

	2019 HK$'000	2018 HK$'000
Basic salaries and other benefits in kind	6,133	7,742
Bonuses paid and payable	7,530	7,422
Pension scheme contributions	497	539
	14,160	15,703

The number of non-director highest paid employees whose remuneration fell within the following bands is as follows:

	Number of employees	
	2019	2018
HK$3,500,001 to HK$4,000,000	–	2
HK$4,500,001 to HK$5,000,000	1	–
HK$8,500,000 to HK$9,000,000	–	1
HK$9,000,001 to HK$9,500,000	1	–
	2	3

10. INCOME TAX

Hong Kong profits tax has been provided at the rate of 16.5% (2018: 16.5%) on the estimated assessable profits arising in Hong Kong during the year. Taxes on profits assessable elsewhere have been calculated at the rates of tax prevailing in the jurisdictions in which the Group operates.

	2019	2018
	HK$'000	*HK$'000*
Current – Hong Kong		
Charge for the year	**40,370**	42,834
Overprovision in prior years	**(49)**	(642)
Current – Elsewhere		
Charge for the year	**3,700**	6,999
Overprovision in prior years	**(572)**	–
Deferred (note 31)	**(3,482)**	(3,669)
Total tax charge for the year	**39,967**	45,522

A reconciliation of the tax expense applicable to profit before tax at the statutory rates to the tax charge for the year at the effective rate is as follows:

	2019	2018
	HK$'000	*HK$'000*
Profit before tax	**183,746**	255,956
Tax at the applicable statutory tax rates	**28,680**	38,706
Overprovision in prior years	**(621)**	(642)
Income not subject to tax	**(1,121)**	(1,468)
Expenses not deductible for tax	**2,788**	3,036
Losses attributable to an associate	**–**	112
Tax losses utilised from previous periods	**(2,216)**	(1,338)
Tax losses not recognised	**10,798**	6,514
Others	**1,659**	602
Tax charge for the year at the effective rate of 21.8% (2018: 17.8%)	**39,967**	45,522

11. DIVIDEND

	2019 HK$'000	2018 HK$'000
Proposed final – HK4.0 cents (2018: HK6.0 cents) per ordinary share	23,796	35,694

The proposed final dividend for the year is subject to the approval of the Company's shareholders at the forthcoming annual general meeting.

12. EARNINGS PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE COMPANY

The calculation of the basic earnings per share amount is based on the profit for the year attributable to ordinary equity holders of the Company, and the number of ordinary shares in issue during the year.

The calculation of the diluted earnings per share amount is based on the profit for the year attributable to ordinary equity holders of the Company, adjusted to reflect the interest on the convertible bond of a subsidiary and the dilution effect on earnings assuming there is a full conversion of the convertible bond of a subsidiary, where applicable. The number of ordinary shares used in the calculation is the number of ordinary shares in issue during the year as used in the basic earnings per share calculation.

The calculations of basic and diluted earnings per share are based on:

	2019 HK$'000	2018 HK$'000
Basic		
Profit attributable to ordinary equity holders of the Company	130,983	195,867
Diluted		
Profit attributable to ordinary equity holders of the Company, used in the basic earnings per share calculation	130,983	195,867
Interest on a convertible bond of a subsidiary, net of tax	–	6,069
Dilution of earnings arising from the full conversion of the convertible bond of a subsidiary	–	1,099
	130,983	203,035*

	Number of shares 2019	2018
Shares		
Number of ordinary shares in issue during the year	594,899,245	594,899,245

* No adjustment has been made to the basic earnings per share amounts presented for the years ended 31 December 2019 and 2018 in respect of a dilution as the impact of the convertible bond of a subsidiary outstanding has an anti-dilutive effect on the basic earnings per share amounts presented.

13. PROPERTY, PLANT AND EQUIPMENT

	Right-of-use assets			Owned assets								
	Leasehold land HK$'000	Leased buildings HK$'000	Total HK$'000	Buildings HK$'000	Construction in progress HK$'000	Leasehold improvements HK$'000	Plant and machinery HK$'000	Furniture, fixtures and equipment HK$'000	Yacht HK$'000	Motor vehicles HK$'000	Total HK$'000	Total HK$'000
31 December 2019												
At 1 January 2019 (restated):												
Cost or valuation	447,977	80,328	528,305	37,115	24,491	23,252	600,109	23,541	9,893	12,556	730,957	1,259,262
Accumulated depreciation	–	–	–	–	–	(15,555)	(318,394)	(17,941)	(2,975)	(8,729)	(363,594)	(363,594)
Net carrying amount	447,977	80,328	528,305	37,115	24,491	7,697	281,715	5,600	6,918	3,827	367,363	895,668
At 31 December 2018, net of accumulated depreciation	–	–	–	485,092	24,491	7,697	281,715	5,600	6,918	3,827	815,340	815,340
Effect of adoption of HKFRS 16 (notes (a) and (b))	447,977	80,328	528,305	(447,977)	–	–	–	–	–	–	(447,977)	80,328
At 1 January 2019 (restated)	447,977	80,328	528,305	37,115	24,491	7,697	281,715	5,600	6,918	3,827	367,363	895,668
Additions	17,175	4,082	21,257	1,122	12,484	11,572	39,427	7,526	600	1,553	74,284	95,541
Disposals	–	–	–	–	–	(258)	(360)	(4)	–	–	(622)	(622)
Transfer to costs of construction contracts	–	–	–	–	–	–	(3,197)	–	–	–	(3,197)	(3,197)
Reclassification	–	–	–	–	(36,478)	9,832	–	26,646	–	–	–	–
Surplus on revaluation credited to other comprehensive income	2,862	–	2,862	399	–	–	–	–	–	–	399	3,261
Deficit on revaluation charged to profit or loss	(1,276)	–	(1,276)	(83)	–	–	–	–	–	–	(83)	(1,359)
Depreciation provided during the year	(16,115)	(14,393)	(30,508)	(1,352)	–	(3,970)	(62,071)	(4,245)	(1,038)	(1,647)	(74,323)	(104,831)
Exchange realignment	–	(2,043)	(2,043)	–	(497)	(168)	(36)	(473)	–	14	(1,160)	(3,203)
At 31 December 2019, net of accumulated depreciation	450,623	67,974	518,597	37,201	–	24,705	255,478	35,050	6,480	3,747	362,661	881,258
At 31 December 2019:												
Cost or valuation	450,623	82,367	532,990	37,201	–	43,461	633,248	57,146	10,493	13,201	794,750	1,327,740
Accumulated depreciation	–	(14,393)	(14,393)	–	–	(18,756)	(377,770)	(22,096)	(4,013)	(9,454)	(432,089)	(446,482)
Net carrying amount	450,623	67,974	518,597	37,201	–	24,705	255,478	35,050	6,480	3,747	362,661	881,258

13. PROPERTY, PLANT AND EQUIPMENT *(continued)*

	Land and buildings HK$'000	Construction in progress HK$'000	Leasehold improvements HK$'000	Plant and machinery HK$'000	Furniture, fixtures and equipment HK$'000	Yacht HK$'000	Motor vehicles HK$'000	Total HK$'000
31 December 2018								
At 1 January 2018:								
Cost or valuation	449,605	–	21,023	582,769	21,830	9,893	10,898	1,096,018
Accumulated depreciation	–	–	(13,449)	(259,700)	(16,158)	(1,982)	(7,179)	(298,468)
Net carrying amount	449,605	–	7,574	323,069	5,672	7,911	3,719	797,550
At 1 January 2018, net of accumulated depreciation	449,605	–	7,574	323,069	5,672	7,911	3,719	797,550
Additions	–	24,491	2,260	32,474	2,252	–	2,269	63,746
Disposals	–	–	–	(1,139)	–	–	(158)	(1,297)
Transfer to costs of construction contracts	–	–	–	(10,048)	–	–	–	(10,048)
Surplus on revaluation credited to other comprehensive income	50,616	–	–	–	–	–	–	50,616
Depreciation provided during the year	(15,129)	–	(2,136)	(62,561)	(2,302)	(993)	(2,001)	(85,122)
Exchange realignment	–	–	(1)	(80)	(22)	–	(2)	(105)
At 31 December 2018, net of accumulated depreciation	485,092	24,491	7,697	281,715	5,600	6,918	3,827	815,340
At 31 December 2018:								
Cost or valuation	485,092	24,491	23,252	600,109	23,541	9,893	12,556	1,178,934
Accumulated depreciation	–	–	(15,555)	(318,394)	(17,941)	(2,975)	(8,729)	(363,594)
Net carrying amount	485,092	24,491	7,697	281,715	5,600	6,918	3,827	815,340

Notes:

(a) The Company's right-of-use of leasehold land, together with the owned buildings, is held for own use. The leasehold land is held on a medium-term lease expiring on 30 June 2047.

(b) The Group has lease contracts for buildings used in its operations. Leases of buildings generally have lease terms between two and twenty years.

13. PROPERTY, PLANT AND EQUIPMENT *(continued)*

The Group's leasehold land and owned buildings were revalued individually on 31 December 2019 by Savills Valuation and Professional Services Limited, independent professionally qualified valuers, at an aggregate open market value of HK$487,824,000 based on their existing uses. A revaluation surplus of HK$3,261,000 and revaluation deficits aggregating HK$1,359,000, resulting from the above valuations, have been credited to other comprehensive income and charged to the statement of profit or loss, respectively.

At 31 December 2019, certain of the Group's leasehold land and owned buildings with a net carrying amount of approximately HK$170,170,000 (2018: HK$172,800,000) were pledged to secure banking facilities granted to the Group.

Fair value hierarchy

The following table illustrates the fair value measurement hierarchy of the Group's properties held for own use:

	Fair value measurement as at 31 December 2019 using			
	Quoted prices in active markets (Level 1)	**Significant observable inputs (Level 2)**	**Significant unobservable inputs (Level 3)**	**Total**
	HK$'000	***HK$'000***	***HK$'000***	***HK$'000***
Recurring fair value measurement for:				
Properties held for own use	**–**	**–**	**487,824**	**487,824**

	Fair value measurement as at 31 December 2018 using			
	Quoted prices in active markets (Level 1)	Significant observable inputs (Level 2)	Significant unobservable inputs (Level 3)	Total
	HK$'000	*HK$'000*	*HK$'000*	*HK$'000*
Recurring fair value measurement for:				
Properties held for own use	–	–	485,092	485,092

During the year, there were no transfers of fair value measurements between Level 1 and Level 2 and no transfers into or out of Level 3 (2018: Nil).

13. PROPERTY, PLANT AND EQUIPMENT *(continued)*

Fair value hierarchy *(continued)*

Reconciliation of fair value measurements categorised within Level 3 of the fair value hierarchy:

	Leasehold land HK$'000	Owned buildings HK$'000	Total HK$'000
For the year ended 31 December 2018			
Carrying amount at 1 January 2018	–	449,605	449,605
Depreciation	–	(15,129)	(15,129)
Surplus on revaluation recognised in other comprehensive income	–	50,616	50,616
Carrying amount at 31 December 2018	–	485,092	485,092
For the year ended 31 December 2019			
Carrying amount at 31 December 2018	–	485,092	485,092
Effect of adoption of HKFRS 16	447,977	(447,977)	–
Carrying amount at 1 January 2019 (as restated)	447,977	37,115	485,092
Addition	17,175	1,122	18,297
Depreciation	(16,115)	(1,352)	(17,467)
Surplus on revaluation recognised in other comprehensive income	2,862	399	3,261
Deficit on revaluation recognised in the statement profit or loss	(1,276)	(83)	(1,359)
Carrying amount at 31 December 2019	**450,623**	**37,201**	**487,824**

Below is a summary of the valuation technique used and the key input to the valuation of the Group's properties held for own use:

	Valuation technique	Significant unobservable input	Range 2019	2018
Leasehold land and owned buildings held for own use	Direct comparison approach	Prevailing market price (per sq. ft.)	**HK$2,379 to HK$13,361**	HK$2,261 to HK$12,607
Carpark held for own use	Direct comparison approach	Prevailing market price (per carpark)	**HK$1,200,000 to HK$2,300,000**	HK$1,450,000 to HK$2,592,000

13. PROPERTY, PLANT AND EQUIPMENT *(continued)*

Fair value hierarchy *(continued)*

The fair value of properties held for own use is determined using the direct comparison approach for valuing these properties in their respective existing condition and use on the market basis assuming sale with immediate vacant possession and by making reference to comparable sales evidence. The valuations take into account the characteristics of the properties which include the location, size, view, floor level, year of completion and other factors collectively. Higher premium for properties with positive characteristics will result in a higher fair value measurement.

14. INVESTMENT PROPERTIES

	2019 HK$'000	2018 HK$'000
Carrying amount at 1 January	20,386	16,990
Addition	18,907	–
Net (loss)/gain from a fair value adjustment	(102)	3,396
Carrying amount at 31 December	39,191	20,386

The Group's investment properties were revalued on 31 December 2019 based on valuations performed by Savills Valuation and Professional Services Limited, independent professionally qualified valuers, at HK$39,191,000.

At 31 December 2019, one of the Group's investment properties with a carrying amount of HK$18,000,000 (2018: Nil) was pledged to a bank to secure banking facility granted to the Group (note 30).

Fair value hierarchy

The following table illustrates the fair value measurement hierarchy of the Group's investment properties:

	Fair value measurement as at 31 December 2019 using			
	Quoted prices in active markets (Level 1) HK$'000	Significant observable inputs (Level 2) HK$'000	Significant unobservable inputs (Level 3) HK$'000	Total HK$'000
Recurring fair value measurement for:				
Commercial properties	–	–	39,191	39,191

14. INVESTMENT PROPERTIES *(continued)*

	Fair value measurement as at 31 December 2018 using			
	Quoted prices in active markets (Level 1)	Significant observable inputs (Level 2)	Significant unobservable inputs (Level 3)	Total
	HK$'000	*HK$'000*	*HK$'000*	*HK$'000*
Recurring fair value measurement for:				
Commercial properties	–	–	20,386	20,386

During the year, there were no transfers of fair value measurements between Level 1 and Level 2 and no transfers into or out of Level 3 (2018: Nil).

Reconciliation of fair value measurements categorised within Level 3 of the fair value hierarchy:

	Commercial properties
	HK$'000
Carrying amount at 1 January 2018	16,990
Net gain from a fair value adjustment recognised in profit or loss	3,396
Carrying amount at 31 December 2018 and 1 January 2019	20,386
Addition	18,907
Net loss from a fair value adjustment recognised in profit or loss	(102)
Carrying amount at 31 December 2019	**39,191**

14. INVESTMENT PROPERTIES *(continued)*

Below is a summary of the valuation techniques used and the key inputs to the valuation of investment properties:

	Valuation techniques	Significant unobservable inputs	Range 2019	Range 2018
Commercial properties	Direct comparison approach	Prevailing market price (per sq.m.)	HK$33,886 to HK$135,818	HK$30,786 to HK$34,754

Direct comparison approach

The fair value of investment properties is determined using the direct comparison approach for valuing these properties in their respective existing condition and use on the market basis assuming sale with immediate vacant possession and by making reference to comparable sales evidence. The valuations take into account the characteristics of the properties which include the location, size, view, floor level, year of completion and other factors collectively. Higher prevailing market price for properties with positive characteristics will result in a higher fair value measurement.

15. LEASES

The Group as a lessee

The Group has lease contracts for land and buildings used in its operations. Leases of land and buildings generally have lease terms between one and twenty years. Generally, the Group is restricted from assigning and subleasing the leased assets outside the Group. There are several lease contracts that include extension and termination options, which are further discussed below.

(a) Lease liabilities

The carrying amount of lease liabilities and the movements during the year are as follows:

	2019 Lease liabilities HK$'000
Carrying amount at 1 January	80,328
New leases	4,082
Accretion of interest recognised during the year	4,606
Payments	(15,814)
Exchange realignment	(2,090)
Carrying amount at 31 December	71,112
Analysed into:	
Current portion	12,356
Non-current portion	58,756

The maturity analysis of lease liabilities is disclosed in note 43 to the financial statements.

(b) The amounts recognised in profit or loss in relation to leases are as follows:

	2019 HK$'000
Interest on lease liabilities	4,606
Depreciation charge of right-of-use assets	14,393
Expense relating to short-term leases and other leases with remaining lease terms ended on or before 31 December 2019 (included in administrative expenses)	7,829
Total amount recognised in profit or loss	26,828

(c) The total cash outflow for leases is disclosed in note 39(c) to the financial statements.

15. LEASES *(continued)*

The Group as a lessor

The Group leases its investment property (note 14) which is a commercial property in Macau and machinery in Hong Kong under operating lease arrangement. The terms of the lease of the investment property require the tenant to pay security deposits. Rental income recognised by the Group during the year was HK$2,165,000 (2018: HK$600,000, included in others in other income), details of which are included in note 5 to the financial statements.

At 31 December 2019, the undiscounted lease payment receivable by the Group in future periods under non-cancellable operating lease with its tenant is as follows:

	2019 ***HK$'000***	2018 *HK$'000*
Within one year	**258**	–

16. INVESTMENT IN AN ASSOCIATE

	2019 ***HK$'000***	2018 *HK$'000*
Share of net assets	**–**	208

Particulars of the associate as at 31 December 2018 are as follows:

Name	**Place of incorporation/ registration and business**	**Particulars of registered/ issued capital held**	**Percentage of ownership interest attributable to the Group** 2018	**Principal activity**
Fineshade Investments Limited*	British Virgin Islands/ Mainland China	US$2,150	21.5%	Inactive

* Not audited by Ernst & Young, Hong Kong or another member firm of the Ernst & Young global network

The above investment was indirectly held by the Company. On 27 November 2019, the associate was dissolved.

17. INVESTMENT IN A JOINT VENTURE

	2019 HK$'000	2018 HK$'000
Share of net assets	–	–

The balance with a joint venture is unsecured, interest-free and repayable on demand.

Particulars of the Group's joint venture are as follows:

		Percentage of			
Name	Place of registration and business	Ownership interest	Voting power	Profit sharing	Principal activity
Chinney P & H Studio Co., Ltd. ("Chinney P & H")*	Macau	50	50	50	Provision of fitting out works

* Not audited by Ernst & Young, Hong Kong or another member firm of the Ernst & Young global network

The above investment in a joint venture is indirectly held by the Company.

The following table illustrates the summarised financial information of Chinney P & H adjusted for any differences in accounting policies and reconciled to the carrying amount in the financial statements:

	2019 HK$'000	2018 HK$'000
Share of the joint venture's assets and liabilities:		
Current assets	186	186
Current liabilities	(484)	(484)
Net liabilities	(298)	(298)
Share of the joint venture's results:		
Total revenue	–	–
Total expenses	–	–
Loss after tax	–	–

The Group has discontinued the recognition of its share of losses of the joint venture because they exceeded the Group's investment in the joint venture. In the opinion of the directors of the Company, the Group will not continue to provide further financial support or capital injection to the joint venture. The Group does not have any unrecognised share of losses of the joint venture for the current year (2018: Nil). At 31 December 2019, the aggregate unrecognised share of losses of the joint venture amounted to HK$298,000 (2018: HK$298,000).

18. EQUITY INVESTMENT AT FAIR VALUE THROUGH OTHER COMPREHENSIVE INCOME

	2019 HK$'000	2018 HK$'000
Equity investment at fair value through other comprehensive income		
Unlisted equity investment, at fair value	**2,830**	2,919

The above equity investment was irrevocably measured at fair value as the Group considers this investment to be strategic in nature.

19. GOODWILL

	HK$'000
Cost and carrying amount at 1 January 2018	12,528
Acquisition of subsidiaries (note 36)	2,239
Impairment during the year	(398)
Cost and net carrying amount at 31 December 2018, 1 January 2019 and 31 December 2019	14,369
At 31 December 2019:	
Cost	**14,767**
Accumulated impairment	**(398)**
Net carrying amount	**14,369**

Impairment testing of goodwill

For impairment testing, goodwill acquired through business combination has been allocated to three cash-generating units which are involved in building related contracting services, trading of electrical installation products and data centre solution.

Building related contracting services

The recoverable amount of the building related contracting services cash-generating unit has been determined based on a value in use calculation using cash flow projections based on financial budgets approved by senior management. The discount rate applied to the cash flow projections is 10% (2018: 10%).

Trading of electrical installation products

The recoverable amount of the trading of electrical installation products cash-generating unit has been determined based on a value in use calculation using cash flow projections based on financial budgets approved by senior management. The discount rate applied to the cash flow projections is 15% (2018: 15%).

19. GOODWILL *(continued)*

Impairment testing of goodwill *(continued)*

Data centre solution

The recoverable amount of the data centre solution cash-generating unit has been determined based on a value in use calculation using cash flow projections based on financial budgets approved by senior management. The discount rate applied to the cash flow projections is 15% (2018: 15%).

Assumptions used in the value in use calculation for 31 December 2019 and 2018 are as follows:

Budgeted gross margins: The basis used to determine the value assigned to the budgeted gross margins is the estimated gross margins related to signed but uncompleted construction contracts on hand and estimated product sales of confirmed orders.

Discount rates: The discount rates used are before tax and reflect specific risks relating to the relevant units.

The values assigned to the key assumptions on market development of building related contracting services industries, budgeted gross margins and discount rates are consistent with external information sources.

20. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS

	2019 *HK$'000*	2018 *HK$'000*
Financial assets at fair value through profit or loss		
Club debentures, at fair value	4,689	3,964
Unlisted other investment, at fair value	1,364	–
	6,053	3,964

The above unlisted investments at 31 December 2019 were mandatorily classified as financial assets at fair value through profit or loss as their contractual cash flows are not solely payments of principal and interest.

21. INVENTORIES

	2019 *HK$'000*	2018 *HK$'000*
Raw materials	55,683	63,423
Finished goods	18,467	24,947
	74,150	88,370

22. TRADE RECEIVABLES

	2019 HK$'000	2018 HK$'000
Trade receivables	**731,124**	671,218
Impairment	**(1,051)**	(1,051)
	730,073	670,167

The Group's trading terms with its customers are mainly on credit. The credit periods range from cash on delivery to 60 days. A longer credit period may be allowed for customers with good business relationships with the Group. Each customer has a maximum credit limit. The Group seeks to maintain strict control over its outstanding receivables. Overdue balances are reviewed regularly by senior management. In view of the aforementioned and the fact that the Group's trade receivables relate to a large number of diversified customers, there is no significant concentration of credit risk. The Group does not hold any collateral or other credit enhancements over its trade receivable balances. Trade receivables are non-interest-bearing.

An ageing analysis of the trade receivables as at the end of the reporting period, based on the invoice date and net of loss allowance, is as follows:

	2019 HK$'000	2018 HK$'000
Current to 30 days	**400,129**	415,306
31 to 60 days	**183,634**	163,937
61 to 90 days	**66,267**	33,605
Over 90 days	**80,043**	57,319
	730,073	670,167

The movement in the loss allowance for impairment of trade receivables is as follows:

	2019 HK$'000	2018 HK$'000
At 1 January and 31 December	**1,051**	1,051

An impairment analysis is performed at each reporting date using a provision matrix to measure expected credit losses. The provision rates are based on days past due for groupings of various customer segments with similar loss patterns. The calculation reflects the probability-weighted outcome, the time value of money and reasonable and supportable information that is available at the reporting date about past events, current conditions and forecasts of future economic conditions.

22. TRADE RECEIVABLES *(continued)*

Set out below is the information about the credit risk exposure on the Group's trade receivables using a provision matrix:

As at 31 December 2019

			Past due		
	Current	Less than 1 month	1 to 3 months	Over 3 months	Total
Expected credit loss rate	**–**	**–**	**–**	**1.44%**	**0.14%**
Gross carrying amount (HK$'000)	**388,978**	**179,213**	**89,840**	**73,093**	**731,124**
Expected credit losses (HK$'000)	**–**	**–**	**–**	**1,051**	**1,051**

As at 31 December 2018

			Past due		
	Current	Less than 1 month	1 to 3 months	Over 3 months	Total
Expected credit loss rate	–	–	–	2.46%	0.16%
Gross carrying amount (HK$'000)	528,655	82,393	17,458	42,712	671,218
Expected credit losses (HK$'000)	–	–	–	1,051	1,051

23. AMOUNT DUE FROM A RELATED COMPANY

The amount due from a related company represented construction contracting income certified from Gold Famous Development Limited ("Gold Famous"). Gold Famous is an indirect wholly-owned subsidiary of Hon Kwok Land Investment Company, Limited ("Hon Kwok") of which Dr. James Sai-Wing Wong, a director and a controlling shareholder of the Company, is also a director of and has a beneficial interest in. Mr. James Sing-Wai Wong is a common director of the Company and Hon Kwok. Mr. Philip Bing-Lun Lam, a director of the Company, was appointed as a director of Hon Kwok on 29 April 2019. Mr. Yuen-Keung Chan, a director of the Company, was also a director of Hon Kwok until his resignation on 13 July 2018. Mr. Herman Man-Hei Fung, who retired as a director of the Company on 1 April 2018, was also a director of Hon Kwok until his retirement on 1 April 2018.

The amount due from a related company was unsecured, interest-free and repayable within 30 days.

24. PREPAYMENTS, DEPOSITS AND OTHER RECEIVABLES

	2019 HK$'000	2018 HK$'000
Prepayments	6,167	7,279
Deposits and other receivables	267,426	74,099
	273,593	81,378
Portion classified as non-current:		
Prepayments	1,097	615
Deposits and other receivables	1,419	2,003
Current portion:	271,077	78,760

The financial assets included in the above balances relate to receivables for which there was no recent history of default and past due amounts. As at 31 December 2019 and 2018, the loss allowance was assessed to be minimal.

25. CONTRACT ASSETS

	Notes	31 December 2019 HK$'000	31 December 2018 HK$'000	1 January 2018 HK$'000
Unbilled revenue	(a)	663,105	591,599	440,410
Retention monies receivable	(b)	506,077	547,923	476,014
		1,169,182	1,139,522	916,424

Notes:

(a) Unbilled revenue is initially recognised for revenue earned from the provision of construction services as the receipt of consideration is conditional on successful completion of construction. Upon completion of construction and acceptance by the customer, the amounts recognised as unbilled revenue are reclassified to trade receivables.

(b) Retention monies receivable are part of the consideration that the customers retain which is payable on successful completion of the contracts in order to provide the customers with assurance that the Group will complete its obligation satisfactorily under the contracts, rather than to provide financing to the customers.

The increase in contract assets in 2019 and 2018 was the result of the increase in the provision of construction services at the end of each of the years.

25. CONTRACT ASSETS *(continued)*

The expected timing of recovery or settlement for contract assets as at 31 December is as follows:

	2019 HK$'000	2018 HK$'000
Within one year	1,025,560	591,599
After one year	143,622	547,923
Total contract assets	1,169,182	1,139,522

The Group's trading terms and credit policy with customers are disclosed in note 22 to the financial statements.

An impairment analysis is performed at each reporting date using a provision matrix to measure expected credit losses. The provision rates for the measurement of the expected credit losses of the contract assets are based on those of the trade receivables as the contract assets and the trade receivables are from the same customer bases. The provision rates of contract assets are based on days past due of trade receivables for groupings of various customer segments with similar loss patterns. The calculation reflects the probability-weighted outcome, the time value of money and reasonable and supportable information that is available at the reporting date about past events, current conditions and forecasts of future economic conditions.

At 31 December 2019 and 2018, the loss allowance for contract assets was assessed to be minimal.

26. CASH AND CASH EQUIVALENTS AND PLEDGED TIME DEPOSITS

	2019 HK$'000	2018 HK$'000
Cash and bank balances	524,714	555,299
Time deposits	123,113	223,637
Pledged time deposits	452	2,102
	648,279	781,038
Less: Pledged time deposits:		
Pledged for letters of guarantee and performance bonds	(452)	(2,102)
Cash and cash equivalents	647,827	778,936

At the end of the reporting period, the cash and bank balances of the Group denominated in Renminbi ("RMB") amounted to HK$11,108,000 (2018: HK$21,912,000). The RMB is not freely convertible into other currencies, however, under Mainland China's Foreign Exchange Control Regulations and Administration of Settlement, Sale and Payment of Foreign Exchange Regulations, the Group is permitted to exchange RMB for other currencies through banks authorised to conduct foreign exchange business.

Certain of the Group's cash at banks earns interest at floating rates based on daily bank deposit rates. Short-term time deposits are made for varying periods of between one day and three months depending on the immediate cash requirements of the Group, and earn interest at the respective short-term time deposit rates. The bank balances and pledged deposits are deposited with creditworthy banks with no recent history of default.

27. TRADE, BILLS AND RETENTION MONIES PAYABLES

	2019 HK$'000	2018 HK$'000
Trade payables	**416,371**	414,504
Bills payable	**15,432**	25,727
Retention monies payable#	**282,706**	266,981
	714,509	707,212

Retention monies payable had repayment terms ranging from one to two years.

An ageing analysis of the trade payables as at the end of the reporting period, based on the invoice date, is as follows:

	2019 HK$'000	2018 HK$'000
Current to 30 days	**328,461**	315,929
31 to 60 days	**56,234**	61,247
61 to 90 days	**22,465**	27,019
Over 90 days	**9,211**	10,309
	416,371	414,504

The trade payables are non-interest-bearing and are normally settled within terms of 60 to 120 days.

28. OTHER PAYABLES AND ACCRUALS

	Notes	2019 HK$'000	2018 HK$'000
Contract liabilities	(a)	**507,740**	273,707
Other payables	(b)	**9,762**	10,559
Accruals		**200,017**	422,437
Due to a major shareholder	37(c)	**–**	4,741
		717,519	711,444

Notes:

(a) Details of contract liabilities are as follows:

	31 December 2019 HK$'000	31 December 2018 HK$'000	1 January 2018 HK$'000
Short-term advances received from customers			
Construction services	**507,740**	273,707	351,296

Contract liabilities include short-term advances received to deliver construction services. The increase in contract liabilities in 2019 was mainly due to the increase in short-term advances received from customers in relation to the provision of construction services at the end of the year, while the decrease in contract liabilities in 2018 was mainly due to the decrease in short-term advances received from customers in relation to the provision of construction services at the end of the year.

(b) Other payables are non-interest-bearing and have an average term of three months.

29. DERIVATIVE FINANCIAL INSTRUMENTS

	Assets 2018 HK$'000
Forward currency contracts	827

As at 31 December 2018, the Group entered into foreign currency forward contracts with a bank to manage its exchange rate exposures which do not meet the criteria for hedge accounting. Change in fair value of non-hedging currency derivatives amounting to HK$827,000 was credited to consolidated statement of profit or loss last year.

30. INTEREST-BEARING BANK BORROWINGS

	2019 Effective interest rate%	2019 Maturity	2019 HK$'000	2018 Effective interest rate%	2018 Maturity	2018 HK$'000
Current						
Trust receipt loans	3.25-4.60	on demand	144,804	2.09-4.55	on demand	166,452
Bank overdrafts	5.00	on demand	7,226			–
Bank loans (note (c))	4.01-6.65	2020–2029 or on demand	99,106	3.23	2019	947
			106,332			947
Total			251,136			167,399

Notes:

(a) The Group's bank borrowings were secured by corporate guarantees given by the Company and/or certain subsidiaries. Trust receipt loans were repayable within six months from the date of advance, and bore interest at floating interest rates.

(b) Bank borrowings of HK$244,444,000 and HK$6,692,000 as set out above are denominated in Hong Kong dollars and Renminbi, respectively, and bear interest at floating interest rates.

(c) As at 31 December 2019, the bank loan of HK$12,414,000 was secured by pledge on an investment property with a carrying value of HK$18,000,000 (note 14). As at 31 December 2018, the bank loan of HK$947,000 was secured by pledge on certain leasehold land and owned properties with an aggregate carrying value of HK$46,300,000 (note 13).

The maturity of the above bank borrowings is as follows:

	2019 HK$'000	2018 HK$'000
Analysed into:		
Bank loan and trust receipt loans repayable:		
Within one year or on demand	251,136	167,399

As at 31 December 2019, ignoring the effect of any repayment on demand clause and based on the maturity terms of the bank loans and trust receipt loans, the amount repayable in respect of the Group's interest-bearing bank borrowings were: within one year of HK$233,381,000 (2018: HK$167,399,000); in the second year of HK$1,785,000 (2018: Nil); in the third to fifth years, inclusive of HK$9,326,000 (2018: Nil); and over five years of HK$6,644,000 (2018: Nil).

31. DEFERRED TAX

The movements in deferred tax liabilities and assets during the year are as follows:

Deferred tax liabilities

	2019		
	Depreciation allowance in excess of related depreciation *HK$'000*	**Revaluation of properties** *HK$'000*	**Total** *HK$'000*
At 1 January	**45,702**	**52,950**	**98,652**
Deferred tax credited to the statement of profit or loss during the year (note 10)	**(3,410)**	**(166)**	**(3,576)**
Deferred tax charged to other comprehensive income	**–**	**1,624**	**1,624**
Gross deferred tax liabilities at 31 December	**42,292**	**54,408**	**96,700**

	2018		
	Depreciation allowance in excess of related depreciation *HK$'000*	Revaluation of properties *HK$'000*	Total *HK$'000*
At 1 January	49,239	47,248	96,487
Deferred tax credited to the statement of profit or loss during the year (note 10)	(3,537)	(198)	(3,735)
Deferred tax charged to other comprehensive income	–	5,900	5,900
Gross deferred tax liabilities at 31 December	45,702	52,950	98,652

31. DEFERRED TAX *(continued)*

Deferred tax assets

	Right-of-use assets	2019 Related depreciation over depreciation allowance	Total
	HK$'000	*HK$'000*	*HK$'000*
At 1 January	–	144	144
Deferred tax charged to the statement of profit or loss during the year (note 10)	1	(95)	(94)
Gross deferred tax assets at 31 December	1	49	50

	2018 Related depreciation over depreciation allowance
	HK$'000
At 1 January	210
Deferred tax charged to the statement of profit or loss during the year (note 10)	(66)
Gross deferred tax assets at 31 December	144

The Group has estimated tax losses arising in Hong Kong of approximately HK$255,125,000 (2018: HK$213,585,000) that are available indefinitely for offsetting against future taxable profits of the companies in which the losses arose. The Group also has tax losses arising in Mainland China of HK$11,987,000 (2018: HK$6,913,000) that will expire in five years for offsetting against future taxable profits. Deferred tax assets have not been recognised in respect of these losses as they have arisen in subsidiaries that have been loss-making for some time and, in the opinion of the directors of the Company, it is not considered probable that taxable profits will be available against which the tax losses can be utilised.

There are no income tax consequences attaching to the payment of dividends by the Company to its shareholders.

32. CONVERTIBLE BOND

On 27 April 2017, Chinney Shun Cheong, a subsidiary of the Company, issued a 5% convertible bond with a nominal value of HK$40,000,000 and with a maturity date on 31 December 2018 (the "Convertible Bond"). Unless previously redeemed or converted in whole, Chinney Shun Cheong shall redeem the Convertible Bond then outstanding in full plus interest on the maturity date. Chinney Shun Cheong has the right, without necessity of obtaining the consent of the bondholder, to redeem the outstanding principal amount of the Convertible Bond in full at any time before the maturity date when it considers, at its sole discretion, that it is not feasible or practicable to continue or proceed with the proposed spin-off of the ordinary shares of Chinney Shun Cheong in The Stock Exchange (the "Spin-off"). The Convertible Bond may be converted into 50,000 new ordinary shares of HK$0.1 each in the share capital of Chinney Shun Cheong (the "Conversion Shares") based on the initial conversion price of HK$800 per Conversion Share (subject to adjustment), representing approximately 25% of the issued share capital of Chinney Shun Cheong as enlarged by the Conversion Shares (assuming there is no other change in the issued share capital of Chinney Shun Cheong from the date of issuance of the Convertible Bond and up to the date of conversion) on a fully diluted basis. The Convertible Bond is convertible to the Conversion Shares at:

(a) mandatorily and automatically on the date when and upon the Spin-off becoming unconditional; or

(b) upon the exercise of the conversion rights at the option of the bondholder and on the date on which Chinney Shun Cheong receives a conversion notice from the bondholder falling between 1 October 2018 and the maturity date of 31 December 2018 (both dates inclusive), whichever is earlier.

In the prior year, the fair value of the liability component was estimated by computing the present value of all future cash flows discounted by the prevailing market rate of interest for similar instruments. The default risk of the Convertible Bond is factored into the calculation of discount rate by adding a credit spread to the Hong Kong risk-free rate. The residual amount was assigned as the equity component and is included in shareholders' equity.

The Convertible Bond issued in 2017 had been split into the liability and equity components as follows:

	2018 *HK$'000*
Nominal value of the Convertible Bond issued	40,000
Equity component	(6,499)
Liability component at the issuance date	33,501
Interest expense	9,858
Conversion of the Convertible Bond	(43,359)
Liability component at the end of the reporting period	–

32. CONVERTIBLE BOND *(continued)*

On 28 December 2018, Chinney Shun Cheong received a conversion notice from the bondholder for the conversion of the Convertible Bond for the entire principal amount of HK$40,000,000. Upon the conversion of the Convertible Bond on 30 December 2018, a total number of 50,000 conversion shares, representing approximately 25% of the then enlarged issued capital of Chinney Shun Cheong, were issued to the bondholder. As the percentage of ownership in Chinney Shun Cheong attributable to the Group was diluted from 100% to 75%, Chinney Shun Cheong became a 75%-owned subsidiary of the Group after the conversion.

33. SHARE CAPITAL

Shares

	2019	2018
	HK$'000	*HK$'000*
Authorised:		
2,500,000,000 (2018: 2,500,000,000) ordinary shares of HK$0.10 (2018: HK$0.10) each	**250,000**	250,000
Issued and fully paid:		
594,899,245 (2018: 594,899,245) ordinary shares of HK$0.10 (2018: HK$0.10) each	**59,490**	59,490

There was no movement in the share capital of the Company during the year (2018: Nil).

34. RESERVES

The amounts of the Group's reserves and the movements therein for the current and prior years are presented in the consolidated statement of changes in equity on pages 49 and 50 of the financial statements.

35. PARTLY-OWNED SUBSIDIARY WITH MATERIAL NON-CONTROLLING INTERESTS

Details of the Group's subsidiary that has material non-controlling interests are set out below:

	2019	2018
Percentage of equity interest held by non-controlling interests:		
Chinney Kin Wing	**25.5%**	25.5%

35. PARTLY-OWNED SUBSIDIARY WITH MATERIAL NON-CONTROLLING INTERESTS *(continued)*

Details of the Group's subsidiary that has material non-controlling interests are set out below: (continued)

	2019 HK$'000	2018 HK$'000
Profit for the year allocated to non-controlling interests:		
Chinney Kin Wing	14,634	14,567
Accumulated balances of non-controlling interests at the reporting dates:		
Chinney Kin Wing	116,277	109,293

The following tables illustrate the summarised financial information of Chinney Kin Wing. The amounts disclosed are before any inter-company eliminations:

	2019 HK$'000	2018 HK$'000
Revenue	1,303,643	1,242,956
Other income	2,831	2,565
Total expenses	(1,248,901)	(1,187,885)
Profit for the year	57,573	57,636
Total comprehensive income for the year	57,573	57,636
Current assets	631,360	664,622
Non-current assets	265,754	277,290
Current liabilities	(401,819)	(471,682)
Non-current liabilities	(42,632)	(45,140)
Net cash flows used in operating activities	(55,316)	(26,739)
Net cash flows used in investing activities	(44,472)	(26,276)
Net cash flows used in financing activities	(39,266)	(45,000)
Net decrease in cash and cash equivalents	(139,054)	(98,015)

36. BUSINESS COMBINATIONS

(a) On 12 January 2018, the Group acquired the entire issued capital of IDC Realty Holdings Limited ("IDC Realty") and its wholly-owned subsidiary ("IDC Group") from a third party. The IDC Group is engaged in the development and technical services of internet information technology, consultancy of network and data centre infrastructure construction, integrated wiring for intelligent building, leasing of network facilities and properties, etc. The acquisition was made to develop internet data centre construction, operating and management businesses. The total consideration for the acquisition consisted of a cash consideration of HK$1,162,000 which was paid in January 2018 and the repayment of a loan to the subsidiary of IDC Realty by the vendor of RMB1,675,100 (equivalent to HK$2,011,000) which was settled in February 2018. Details of the acquisition were set out in an announcement of the Company dated 12 January 2018.

The fair values of the identifiable assets and liabilities of the IDC Group as at the date of acquisition were as follows:

	Fair value recognised on acquisition *HK$'000*
Deposits	1,006
Prepayments, deposits and other receivables	468
Cash and cash equivalents	235
Other payables and accruals	(377)
Total identifiable net assets at fair value	1,332
Goodwill on acquisition	1,841
	3,173
Satisfied by:	
Cash	3,173

An analysis of the cash flows in respect of the acquisition of the IDC Group was as follows:

	HK$'000
Cash consideration	(3,173)
Cash and cash equivalents acquired	235
Net outflow of cash and cash equivalents included in cash flows from investing activities	(2,938)

None of the goodwill recognised was expected to be deductible for income tax purposes.

Since the acquisition, the IDC Group did not contribute any revenue and incurred a loss of HK$4,094,000 to the Group's consolidated profit for the year ended 31 December 2018. Had the combination taken place at the beginning of the year ended 31 December 2018, the revenue and profit of the Group would not have change during the year.

36. BUSINESS COMBINATIONS *(continued)*

(b) On 5 January 2018, the Group acquired the entire issued capital in Everest Engineering Company Limited ("Everest") from a third party. Everest is engaged in basement construction works. The acquisition was made to expand the foundation services of the Group. The purchase consideration for the acquisition was in the form of cash, with HK$400,000 paid at the acquisition date.

The fair values of the identifiable assets and liabilities of Everest as at the date of acquisition were as follows:

	Fair value recognised on acquisition *HK$'000*
Cash and cash equivalents	11
Other payables	(9)
Total identifiable net assets at fair value	2
Goodwill on acquisition	398
	400
Satisfied by:	
Cash	400

An analysis of the cash flows in respect of the acquisition of Everest was as follows:

	HK$'000
Cash consideration	(400)
Cash and cash equivalents acquired	11
Net outflow of cash and cash equivalents included in cash flows from investing activities	(389)

The goodwill was impaired in the reporting period and the impairment of goodwill was not deductible for income tax purposes.

Since the acquisition, Everest did not contribute any revenue and had incurred a loss of HK$404,000 to the Group's consolidated profit for the year ended 31 December 2018. Had the combination taken place at the beginning of the year ended 31 December 2018, the revenue and profit of the Group would not have change during the year ended 31 December 2018.

37. RELATED PARTY TRANSACTIONS

(a) In addition to the transactions detailed elsewhere in these financial statements, the Group had the following material transactions with related parties during the year:

	Notes	2019 HK$'000	2018 HK$'000
Management fee to a major shareholder	(i)	**5,475**	4,741
Share of rental and office expenses with a related company	(ii)	**1,867**	2,518
Rent paid to a related company	(ii)	**192**	–
Construction contracting income on foundation piling and construction works from a related company	(iii)	**(513,590)**	(105,907)
Consultancy income from a related company	(iv)	**(2,430)**	(9,720)
Income on maintenance works from related companies	(v)	**(2,910)**	–

Notes:

(i) The management fee was charged by Chinney Investments based on the time involvement of the personnel providing services. Dr. James Sai-Wing Wong, a director and a controlling shareholder of the Company, is also a director of and has beneficial interests in Chinney Investments. Mr. James Sing-Wai Wong and Mr. Yuen-Keung Chan are common directors of the Company and Chinney Investments. Mr. Herman Man-Hei Fung, who retired as a director of the Company on 1 April 2018, was also a director of Chinney Investments until his retirement on 1 April 2018.

(ii) The rental and office expenses were charged by Hon Kwok and its subsidiary, a subsidiary of Chinney Investments, on an actual basis. Dr. James Sai-Wing Wong is a director of and has a beneficial interest in Hon Kwok. Mr. James Sing-Wai Wong is a common director of the Company and Hon Kwok. Mr. Philip Bing-Lun Lam, a director of the Company, was appointed as a director of Hon Kwok on 29 April 2019. Mr. Yuen-Keung Chan, a director of the Company, was also a director of Hon Kwok until his resignation on 13 July 2018. Mr. Herman Man-Hei Fung, who retired as a director of the Company on 1 April 2018, was also a director of Hon Kwok until his retirement on 1 April 2018.

(iii) The construction contracting income on foundation piling and construction works received from a related company was negotiated between the concerned parties by reference to prevailing market rates. The transactions constitute a connected transaction of the Group and was approved by the independent shareholders of the Company at the special general meetings held on 7 November 2016 and 24 August 2018, respectively.

(iv) The consultancy income received from a related company was negotiated between the concerned parties by reference to prevailing market rates. The transaction constitutes connected transaction of the Company but exempted from circular and independent shareholders' approval requirements of the Listing Rules.

(v) The income on maintenance works received from Hon Kwok and its subsidiaries was negotiated between the concerned parties by reference to prevailing market rates.

37. RELATED PARTY TRANSACTIONS *(continued)*

(b) Compensation of key management personnel of the Group:

	2019 HK$'000	2018 HK$'000
Short term employee benefits	**88,235**	76,171
Post-employment benefits	**3,037**	2,519
Total compensation paid to key management personnel	**91,272**	78,690

(c) Outstanding balances with related parties:

(i) As at 31 December 2018, the Group had an outstanding balance due to a major shareholder, Chinney Investments, of HK$4,741,000 as at the end of the reporting period. This balance was unsecured, interest-free and had no fixed terms of repayment.

(ii) Details of the Group's balance with a related company as at the end of the reporting period are included in note 23 to the financial statements.

38. COMMITMENTS

(a) The Group had the following capital commitments at the end of the reporting period:

	2019 HK$'000	2018 HK$'000
Contracted, but not provided for:		
Renovation work	**–**	1,435
Capital contribution to financial assets at fair value	**3,393**	4,992
	3,393	6,427

38. COMMITMENTS *(continued)*

(b) Operating lease commitments as at 31 December 2018

The Group leases certain of its office properties under operating lease arrangements. Leases for properties are negotiated for terms ranging from one to twenty years.

At 31 December 2018, the Group had total future minimum lease payments under non-cancellable operating leases falling due as follows:

	2018 *HK$'000*
Within one year	23,214
In the second to fifth years, inclusive	37,410
Over five years	82,513
	143,137

39. NOTES TO THE CONSOLIDATED STATEMENT OF CASH FLOWS

(a) Major non-cash transactions

(i) During the year ended 31 December 2018, the Group had non-cash interest expense on the Convertible Bond amounting to HK$6,069,000 and the Convertible Bond amounting to HK$43,359,000 was converted by a bondholder into shares of a subsidiary of the Company (note 32).

(ii) During the year ended 31 December 2018, proceeds from return on capital of an associate were netted off with an amount due to an associate of HK$6,708,000.

39. NOTES TO THE CONSOLIDATED STATEMENT OF CASH FLOWS *(continued)*

(b) Changes in liabilities arising from financing activities

2019

	Trust receipt loans HK$'000	Lease liabilities HK$'000	Bank loans HK$'000
As 31 December 2018	166,452	–	947
Effect of adoption of HKFRS 16	–	80,328	–
At 1 January 2019 (restated)	166,452	80,328	947
Changes from financing cash flows	(21,648)	(11,208)	98,159
Non-cash flow:			
New leases	–	4,082	–
Foreign exchange movement	–	(2,090)	–
Interest expense	–	4,606	–
Interest paid classified as operating cash flows	–	(4,606)	–
At 31 December 2019	144,804	71,112	99,106

2018

	Trust receipt loans HK$'000	Bank loans HK$'000	Convertible bond HK$'000
At 1 January 2018	106,934	1,864	37,290
Changes from financing cash flows	59,518	(917)	–
Non-cash flow:			
Conversion of the Convertible Bond	–	–	(43,359)
Interest expense	–	–	6,069
At 31 December 2018	166,452	947	–

39. NOTES TO THE CONSOLIDATED STATEMENT OF CASH FLOWS *(continued)*

(c) Total cash outflow for leases

The total cash outflow for leases included in the statement of cash flows is as follows:

	2019
	HK$'000
Within operating activities	12,435
Within financing activities	11,208
	23,643

40. CONTINGENT LIABILITIES

The Group provided corporate guarantees and indemnities to certain banks and insurance institutions for an aggregate amount of HK$569,172,000 (2018: HK$620,700,000) for the issue of performance bonds in its ordinary course of business. Certain of these performance bonds were also secured by time deposits amounting to HK$452,000 (2018: HK$2,102,000).

41. FINANCIAL INSTRUMENTS BY CATEGORY

The carrying amounts of each of the categories of financial instruments as at the end of the reporting period are as follows:

2019

Financial assets

	Financial assets at fair value through profit or loss Mandatorily designated as such HK$'000	Financial assets at fair value through other comprehensive income Equity investment HK$'000	Financial assets at amortised cost HK$'000	Total HK$'000
Equity investment at fair value through other comprehensive income	–	2,830	–	2,830
Trade receivables	–	–	730,073	730,073
Amount due from a related company	–	–	106,642	106,642
Amount due from a joint venture	–	–	967	967
Financial assets at fair value through profit or loss	6,053	–	–	6,053
Financial assets included in prepayments, deposits and other receivables	–	–	267,425	267,425
Pledged time deposits	–	–	452	452
Cash and cash equivalents	–	–	647,827	647,827
	6,053	2,830	1,753,386	1,762,269

Financial liabilities

	Financial liabilities at amortised cost HK$'000
Trade, bills and retention monies payables	714,509
Trust receipt loans	144,804
Financial liabilities included in other payables and accruals	127,188
Lease liabilities	71,112
Interest-bearing bank borrowings	106,332
	1,163,945

41. FINANCIAL INSTRUMENTS BY CATEGORY *(continued)*

2018

Financial assets

	Financial assets at fair value through profit or loss Mandatorily designated as such	Financial assets at fair value through other comprehensive income Equity investment	Financial assets at amortised cost	Total
	HK$'000	*HK$'000*	*HK$'000*	*HK$'000*
Equity investment at fair value through other comprehensive income	–	2,919	–	2,919
Trade receivables	–	–	670,167	670,167
Amount due from a related company	–	–	22,420	22,420
Amount due from a joint venture	–	–	967	967
Financial assets at fair value through profit or loss	3,964	–	–	3,964
Financial assets included in prepayments, deposits and other receivables	–	–	74,099	74,099
Derivative financial instruments	827	–	–	827
Pledged time deposits	–	–	2,102	2,102
Cash and cash equivalents	–	–	778,936	778,936
	4,791	2,919	1,548,691	1,556,401

Financial liabilities

	Financial liabilities at amortised cost
	HK$'000
Trade, bills and retention monies payables	707,212
Trust receipt loans	166,452
Financial liabilities included in other payables and accruals	386,466
Interest-bearing bank borrowings	947
	1,261,077

42. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS

The carrying amounts and fair values of the Group's financial instruments, other than those with carrying amounts that reasonably approximate to fair values, are as follows:

	Carrying amounts		Fair values	
	2019	2018	**2019**	2018
	HK$'000	*HK$'000*	***HK$'000***	*HK$'000*
Financial assets				
Equity investment at fair value through other comprehensive income	**2,830**	2,919	**2,830**	2,919
Financial assets at fair value through profit or loss (note 20)	**6,053**	3,964	**6,053**	3,964
Derivative financial instruments	**–**	827	**–**	827
	8,883	7,710	**8,883**	7,710

Management has assessed that the fair values of cash and cash equivalents, pledged time deposits, trade receivables, trade, bills and retention monies payables, trust receipt loans, financial assets included in prepayments, deposits and other receivables, financial liabilities included in other payables and accruals, lease liabilities, interest-bearing bank borrowings and an amount due from a related company and an amount due from a joint venture approximate to their carrying amounts largely due to the short-term maturities of these instruments.

The fair values of the financial assets and liabilities are included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale. The following methods and assumptions were used to estimate the fair values:

The fair values of the non-current portion of financial assets included in prepayments, deposits and other receivables and the non-current portion of lease liabilities have been calculated by discounting the expected future cash flows using rates currently available for instruments with similar terms, credit risk and remaining maturities.

42. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS *(continued)*

The fair value of financial assets at fair value through profit or loss was based on market observable transactions. The fair value of the unlisted equity investment at fair value through other comprehensive income was derived from the latest transaction price.

Fair value hierarchy

Assets measured at fair value:

As at 31 December 2019

	Fair value measurement using			
	Quoted prices in active markets (Level 1) HK$'000	Significant observable inputs (Level 2) HK$'000	Significant unobservable inputs (Level 3) HK$'000	Total HK$'000
Equity investment at fair value through other comprehensive income	–	–	2,830	2,830
Financial assets at fair value through profit or loss	–	4,689	1,364	6,053
	–	4,689	4,194	8,883

As at 31 December 2018

	Fair value measurement using			
	Quoted prices in active markets (Level 1) HK$'000	Significant observable inputs (Level 2) HK$'000	Significant unobservable inputs (Level 3) HK$'000	Total HK$'000
Equity investment at fair value through other comprehensive income	–	–	2,919	2,919
Financial assets at fair value through profit or loss	–	3,964	–	3,964
Derivative financial instruments	–	827	–	827
	–	4,791	2,919	7,710

The Group did not have any financial liabilities measured at fair value as at 31 December 2019 (2018: Nil).

During the year, there were no transfers of fair value measurements between Level 1 and Level 2 and no transfers into or out of Level 3 for both financial assets and financial liabilities (2018: Nil).

43. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The Group's principal financial instruments comprise interest-bearing bank borrowings, cash and bank balances, and short-term deposits. The main purpose of these financial instruments is to raise finance for the Group's operations. The Group has various other financial assets and liabilities such as trade receivables, deposits and other receivables, balances with a joint venture, trade, bills and retention monies payables, other payables, and trust receipt loans, which arise directly from the Group's operations.

The main risks arising from the Group's financial instruments are interest rate risk, foreign currency risk, credit risk and liquidity risk. The directors meet periodically to analyse and formulate measures to manage each of these risks and they are summarised below.

Interest rate risk

The Group's exposure to the risk of changes in market interest rates relates primarily to the Group's debt obligations with a floating interest rate.

The interest rates and terms of repayment of interest-bearing bank borrowings are disclosed in note 30 to the financial statements. Other financial assets and liabilities of the Group do not have material interest rate risk. Interest-bearing bank borrowings, cash and bank balances, and short-term deposits are stated at cost and are not revalued on a periodic basis. Floating-rate interest income and expenses are credited or charged to the statement of profit or loss as incurred.

The nominal interest rates of the financial instruments approximate to their respective effective interest rates.

The following table demonstrates the sensitivity to a reasonably possible change in interest rate, with all other variables held constant, of the Group's profit before tax (through the impact on floating rate borrowings) and the Group's equity.

	Increase/ (decrease) in basis points	Increase/ (decrease) in profit before tax *HK$'000*	Increase/ (decrease) in equity* *HK$'000*
2019			
Hong Kong dollar	**50**	**(976)**	**–**
Hong Kong dollar	**(50)**	**976**	**–**
2018			
Hong Kong dollar	50	(839)	–
Hong Kong dollar	(50)	839	–

* Excluding retained profits

43. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES *(continued)*

Foreign currency risk

The Group has transactional currency exposures. These exposures arise from sales or purchases by operating units in currencies other than the units' functional currencies. The Group requires one of its operating units to use foreign currency forward contracts to eliminate the foreign currency exposures on any individual transactions.

The following table demonstrates the sensitivity at the end of the reporting period to a reasonably possible change in the United States dollar and Renminbi ("RMB") exchange rates, with all other variables held constant, of the Group's profit before tax (due to changes in the fair value of monetary assets and liabilities) and the Group's equity.

	Increase/ (decrease) in exchange rate %	Increase/ (decrease) in profit before tax *HK$'000*	Increase/ (decrease) in equity* *HK$'000*
2019			
If Hong Kong dollar weakens against United States dollar	**1**	**306**	**–**
If Hong Kong dollar strengthens against United States dollar	**(1)**	**(306)**	**–**
If Hong Kong dollar weakens against RMB	**5**	**1,595**	**–**
If Hong Kong dollar strengthens against RMB	**(5)**	**(1,595)**	**–**
2018			
If Hong Kong dollar weakens against United States dollar	1	112	–
If Hong Kong dollar strengthens against United States dollar	(1)	(112)	–
If Hong Kong dollar weakens against RMB	5	2,345	–
If Hong Kong dollar strengthens against RMB	(5)	(2,345)	–

* Excluding retained profits

43. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES *(continued)*

Credit risk

The Group trades only with recognised and creditworthy third parties. It is the Group's policy that all customers who wish to trade on credit terms are subject to credit verification procedures. In addition, receivable balances are closely monitored on an ongoing basis to minimise the Group's exposure to bad debts.

Maximum exposure and year-end staging

The tables below shows the credit quality and the maximum exposure to credit risk based on the Group's credit policy, which is mainly based on past due information unless other information is available without undue cost or effort, and year-end staging classification as at 31 December. The amounts presented are gross carrying amounts for financial assets.

As at 31 December 2019

	12-month ECLs	Lifetime ECLs			
	Stage 1	Stage 2	Stage 3	Simplified approach	Total
	HK$'000	*HK$'000*	*HK$'000*	*HK$'000*	*HK$'000*
Contract assets*	–	–	–	1,169,182	1,169,182
Trade receivables*	–	–	–	731,124	731,124
Amount due from a related company					
– Normal**	106,642	–	–	–	106,642
Amount due from a joint venture					
– Normal**	967	–	–	–	967
Financial assets included in prepayments, deposits and other receivables					
– Normal**	267,425	–	–	–	267,425
Pledged time deposits					
– Not yet past due	452	–	–	–	452
Cash and cash equivalents					
– Not yet past due	647,827	–	–	–	647,827
	1,023,313	–	–	1,900,306	2,923,619

43. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES *(continued)*

Credit risk *(continued)*

Maximum exposure and year-end staging (continued)

As at 31 December 2018

	12-month ECLs	Lifetime ECLs			
	Stage 1	Stage 2	Stage 3	Simplified approach	Total
	HK$'000	*HK$'000*	*HK$'000*	*HK$'000*	*HK$'000*
Contract assets*	–	–	–	1,139,522	1,139,522
Trade receivables*	–	–	–	671,218	671,218
Amount due from a related company					
– Normal**	22,420	–	–	–	22,420
Amount due from a joint venture					
– Normal**	967	–	–	–	967
Financial assets included in prepayments, deposits and other receivables					
– Normal**	74,099	–	–	–	74,099
Pledged time deposits					
– Not yet past due	2,102	–	–	–	2,102
Cash and cash equivalents					
– Not yet past due	778,936	–	–	–	778,936
	878,524	–	–	1,810,740	2,689,264

* For trade receivables and contract assets to which the Group applies the simplified approach for impairment, information based on the provision matrix is disclosed in note 22 to the financial statements.

** The credit quality of the financial assets included in prepayments, deposits and other receivables and amounts due from a related company and a joint venture are considered to be "normal" when they are not past due and there is no information indicating that the financial assets had a significant increase in credit risk since initial recognition. Otherwise, the credit quality of the financial assets is considered to be "doubtful".

43. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES *(continued)*

Liquidity risk

The Group monitors its risk to a shortage of funds using a recurring liquidity planning tool. This tool considers the maturity of both its financial instruments and financial assets (e.g., trade receivables) and projected cash flows from operations.

The Group's objective is to maintain a balance between continuity of funding and flexibility through the use of bank loans and trust receipt loans. The Group's policy is to maintain the Group at a net current asset position.

The maturity profile of the Group's financial liabilities as at the end of the reporting period, based on the contractual undiscounted payments, is as follows:

2019

	On demand and/or less than 12 months HK$'000	More than 1 year but less than 2 years HK$'000	More than 2 years but less than 5 years HK$'000	More than 5 years HK$'000	Total HK$'000
Trade, bills and retention monies payables	714,509	–	–	–	714,509
Lease liabilities	16,387	7,355	17,358	72,627	113,727
Trust receipt loans	144,804	–	–	–	144,804
Financial liabilities included in other payables and accruals	127,188	–	–	–	127,188
Interest-bearing bank borrowings	106,332	–	–	–	106,332
	1,109,220	7,355	17,358	72,627	1,206,560

2018

	On demand and/or less than 12 months HK$'000	More than 1 year but less than 2 years HK$'000	More than 2 years but less than 5 years HK$'000	More than 5 years HK$'000	Total HK$'000
Trade, bills and retention monies payables	707,212	–	–	–	707,212
Trust receipt loans	166,452	–	–	–	166,452
Financial liabilities included in other payables and accruals	386,466	–	–	–	386,466
Interest-bearing bank borrowings	947	–	–	–	947
	1,261,077	–	–	–	1,261,077

43. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES *(continued)*

Capital management

The primary objectives of the Group's capital management are to safeguard the Group's ability to continue as a going concern and to maintain healthy capital ratios in order to support its business and maximise shareholders' value.

The Group manages its capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. To maintain or adjust the capital structure, the Group may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. No changes were made in the objectives, policies or processes for managing capital during the years ended 31 December 2019 and 31 December 2018.

The Group monitors capital using a gearing ratio, which is total interest-bearing borrowings divided by the total capital. Total interest-bearing borrowings include trust receipt loans, interest-bearing bank borrowings (excluding bank overdrafts) and lease liabilities. Capital includes equity attributable to owners of the Company. The gearing ratios as at the end of the reporting periods were as follows:

	2019 ***HK$'000***	2018 *HK$'000*
Trust receipt loans	**144,804**	166,452
Interest-bearing bank borrowings (excluding bank overdrafts) (note 30)	**99,106**	947
Lease liabilities	**71,112**	–
Total interest-bearing borrowings	**315,022**	167,399
Equity attributable to owners of the Company	**1,928,487**	1,833,265
Gearing ratio	**16.3%**	9.1%

44. EVENTS AFTER THE REPORTING PERIOD

(a) On 26 November 2019, the Group entered into an acquisition agreement with an independent third party to acquire the entire equity interest in a wholly foreign owned enterprise established in the People's Republic of China for a cash consideration of RMB104,000,000. The transaction was completed on 20 January 2020. This acquisition was considered by the management as an acquisition of assets and liabilities through the acquisition of a subsidiary. Further details of the acquisition was set out in the Company's announcement dated 26 November 2019.

(b) The recent escalation of COVID-19 coronavirus to a global pandemic has an adverse impact on market sentiments and posed challenge to the whole world. The Group will continue to closely monitor the development of the pandemic and take all possible and reasonable measures to mitigate the effect on the Group's operations.

45. STATEMENT OF FINANCIAL POSITION OF THE COMPANY

Information about the statement of financial position of the Company at the end of the reporting period is as follows:

	2019 HK$'000	2018 HK$'000
NON-CURRENT ASSETS		
Property, plant and equipment	529	773
Interests in subsidiaries	181,843	158,461
Financial assets at fair value through profit or loss	282	282
Total non-current assets	182,654	159,516
CURRENT ASSETS		
Amounts due from subsidiaries	144,296	123,630
Prepayments, deposits and other receivables	297	263
Cash and cash equivalents	194,901	240,431
Total current assets	339,494	364,324
CURRENT LIABILITIES		
Other payables and accruals	1,471	6,987
Amounts due to subsidiaries	9,493	–
Total current liabilities	10,964	6,987
NET CURRENT ASSETS	328,530	357,337
Net assets	511,184	516,853
EQUITY		
Issued capital	59,490	59,490
Reserves (note)	451,694	457,363
Total equity	511,184	516,853

45. STATEMENT OF FINANCIAL POSITION OF THE COMPANY *(continued)*

Note:

A summary of the Company's reserves is as follows:

	Share premium account HK$'000	Contributed surplus* HK$'000	Retained profits HK$'000	Total HK$'000
At 1 January 2018	60,978	120,946	277,944	459,868
Final 2017 dividend declared	–	–	(35,694)	(35,694)
Total comprehensive income for the year	–	–	33,189	33,189
At 31 December 2018 and at 1 January 2019	60,978	120,946	275,439	457,363
Final 2018 dividend declared	–	–	(35,694)	(35,694)
Total comprehensive income for the year	–	–	30,025	30,025
At 31 December 2019	**60,978**	**120,946**	**269,770**	**451,694**

* The Company's contributed surplus arose from the capital reorganisation which involved the consolidation of the capital reserve and share premium account in a prior year and the capital reduction involving the cancellation of a portion of the paid-up capital during that year.

There is no specific provision in the Bermuda Companies Act which regulates the use of contributed surplus save that the Company cannot make a distribution out of the contributed surplus to the shareholders if there are reasonable grounds for believing that the Company (i) is, or would after the payment be, unable to pay its liabilities as they become due; or (ii) the realisable value of the Company's assets would thereby be less than the aggregate of its liabilities and its issued share capital and share premium.

46. COMPARATIVE AMOUNTS

As further explained in note 2.2 to the financial statements, the Group adopted HKFRS 16 on 1 January 2019 using the modified retrospective approach. Under this approach, the comparative amounts in the financial statements were not restated and continued to be reported under the requirements of the previous standard, HKAS 17, and related interpretations.

47. APPROVAL OF THE FINANCIAL STATEMENTS

The financial statements were approved and authorised for issue by the board of directors on 26 March 2020.