



# 中國疏浚環保控股有限公司

China Dredging Environment Protection Holdings Limited

(Incorporated in the Cayman Islands with limited liability)

(於開曼群島註冊成立的有限公司)

Stock Code 股份代號: 871



Annual Report  
年報 2019

# Contents 目錄

- 2** Corporate Information  
公司資料
- 5** Definitions  
釋義
- 8** Financial Summary  
財務概要
- 10** Group Chart  
集團架構
- 11** Chairman's Statement  
主席報告
- 14** Management Discussion and Analysis  
管理層討論及分析
- 25** Directors' and Senior Management's Profile  
董事及高級管理層簡介
- 31** Corporate Governance Report  
企業管治報告
- 48** Environmental, Social and Governance Report  
環境、社會及管治報告
- 57** Directors' Report  
董事會報告
- 79** Independent Auditor's Report  
獨立核數師報告
- 86** Consolidated Statement of Profit or Loss and Other Comprehensive Income  
綜合損益及其他全面收益表
- 87** Consolidated Statement of Financial Position  
綜合財務狀況表
- 89** Consolidated Statement of Changes in Equity  
綜合權益變動表
- 90** Consolidated Statement of Cash Flows  
綜合現金流量表
- 92** Notes to the Consolidated Financial Statements  
綜合財務報表附註





# Corporate Information

## 公司資料

### Board of Directors

#### Executive Directors:

Mr. Liu Kaijin (*Chairman*)  
Mr. Wu Bin (*Vice Chairman*) (resigned on 31 March 2020)  
Mr. Wu Xuze (*Chief Executive Officer*)  
Ms. Zhou Shuhua

#### Non-Executive Director:

Mr. Liu Longhua (*Vice Chairman*) (resigned on 8 March 2019)

#### Independent Non-Executive Directors:

Mr. Huan Xuedong  
Mr. Chan Ming Sun Jonathan  
Mr. Liang Zequan

### Audit Committee

Mr. Chan Ming Sun Jonathan (*Chairman*)  
Mr. Huan Xuedong  
Mr. Liang Zequan

### Remuneration Committee

Mr. Liang Zequan (*Chairman*)  
Mr. Liu Longhua (resigned on 8 March 2019)  
Mr. Huan Xuedong (appointed on 8 March 2019)  
Mr. Chan Ming Sun Jonathan

### Nomination Committee

Mr. Liu Longhua (*Chairman*) (resigned on 8 March 2019)  
Mr. Liu Kaijin (*Chairman*) (appointed on 8 March 2019)  
Mr. Chan Ming Sun Jonathan  
Mr. Liang Zequan

### Authorised Representatives

Mr. Liu Kaijin  
Ms. Wong Kwan Lai

### 董事會

#### 執行董事：

劉開進先生(主席)  
伍斌先生(副主席)(於二零二零年三月三十一日辭任)  
吳旭澤先生(行政總裁)  
周淑華女士

#### 非執行董事：

劉龍華先生(副主席)(於二零一九年三月八日辭任)

#### 獨立非執行董事：

還學東先生  
陳銘樂先生  
梁澤泉先生

### 審核委員會

陳銘樂先生(主席)  
還學東先生  
梁澤泉先生

### 薪酬委員會

梁澤泉先生(主席)  
劉龍華先生(於二零一九年三月八日辭任)  
還學東先生(於二零一九年三月八日獲委任)  
陳銘樂先生

### 提名委員會

劉龍華先生(主席)(於二零一九年三月八日辭任)  
劉開進先生(主席)(於二零一九年三月八日獲委任)  
陳銘樂先生  
梁澤泉先生

### 授權代表

劉開進先生  
黃君麗女士



### Company Secretary

Ms. Wong Kwan Lai

### 公司秘書

黃君麗女士

### Legal Advisors

Chungs Lawyers (as to Hong Kong Law)  
Zhong Lun Law Firm (as to PRC law)

### 法律顧問

鍾氏律師事務所(香港法律顧問)  
中倫律師事務所(中國法律顧問)

### Auditor

Moore Stephens CPA Limited  
Certified Public Accountants  
Registered Public Interest Entity Auditors

### 核數師

大華馬施雲會計師事務所有限公司  
註冊會計師  
註冊公眾利益實體核數師

### Principal Bankers

Bank of Jiangsu Co. Ltd, Yancheng Branch  
Agricultural Bank of China Limited, Yancheng Branch  
China Construction Bank (Asia) Corporation Limited

### 主要往來銀行

江蘇銀行股份有限公司鹽城分行  
中國農業銀行股份有限公司鹽城分行  
中國建設銀行(亞洲)股份有限公司

### Registered Address

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

### 註冊地址

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

### Headquarters and Principal Place of Business

*The People's Republic of China:*  
No. 5 Baoxing Road, Baocai Industrial Zone,  
Yandu District, Yancheng City,  
Jiangsu Province, the PRC

*Hong Kong:*  
Room 1501-2, 15/F,  
Siu On Plaza,  
482 Jaffe Road,  
Causeway Bay, Hong Kong

### 總部及主要營業地點

中華人民共和國：  
中國江蘇省  
鹽城市鹽都區  
寶才工業區寶興路5號

香港：  
香港銅鑼灣  
謝斐道482號  
兆安廣場  
15樓1501-2室



## Corporate Information (Continued)

### 公司資料(續)

#### Principal Share Registrar

Conyers Trust Company (Cayman) Limited

#### 主要股份登記處

Conyers Trust Company (Cayman) Limited

#### Branch Share Registrar

Tricor Investor Services Limited

#### 股份登記分處

卓佳證券登記有限公司

#### Stock Code

871

#### 股份代號

871

#### Website

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

#### 網站

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



<b>“Articles”</b> 「細則」	the articles of association of the Company 本公司組織章程細則
<b>“Audit Committee”</b> 「審核委員會」	the audit committee of the Board 董事會審核委員會
<b>“Board”</b> 「董事會」	the board of Directors 董事會
<b>“Bonds”</b> 「債券」	the three per cent convertible bonds in the aggregate principal amounts of HK\$243 million due 2016 issued by the Company under the subscription agreement dated 28 October 2013 entered into between the Company and the Bondholder 本公司根據與債券持有人於二零一三年十月二十八日訂立的認購協議發行本金總額為243,000,000港元於二零一六年到期的三厘可換股債券
<b>“Bondholder”/“CITIC”</b> 「債券持有人」/「CITIC」	CITIC Capital China Access Fund Limited
<b>“CG Code”</b> 「企業管治守則」	the code provisions as contained in “Corporate Governance Code and Corporate Governance Report” set out in Appendix 14 to the Listing Rules (as amended from time to time), which are adopted (with modification) by the Board as its corporate governance code 上市規則附錄十四所載的「企業管治守則及企業管治報告」中所列的守則條文(經不時修訂)，董事會已附加修訂採用作為其企業管治守則
<b>“Company”/“China Dredging ENV”</b> 「本公司」/「中國疏浚環保」	China Dredging Environment Protection Holdings Limited 中國疏浚環保控股有限公司
<b>“Contractual Arrangements”</b> 「合約安排」	a series of contracts, brief details of which are set out in note 41 to the consolidated financial statements in this annual report, pursuant to which all economic benefits and risks arising from the business of Jiangsu Xingyu are transferred to Xiangyu PRC 一系列合約，簡介載於本年報綜合財務報表附註41，據此江蘇興宇的業務中產生的一切經濟利益及風險均轉撥至翔宇中國
<b>“Director(s)”</b> 「董事」	director(s) of the Company 本公司董事
<b>“Group”</b> 「集團」/「本集團」	the Company and its subsidiaries 本公司及其附屬公司
<b>“HK\$”</b> 「港元」	Hong Kong dollars, the lawful currency of Hong Kong 港元，香港法定貨幣

## Definitions (Continued)

### 釋義 (續)

**“Jiangsu Jiaolong”**

「江蘇蛟龍」

Jiangsu Jiaolong Salvage Harbour Engineering Co. Ltd.\*, a non-wholly owned subsidiary of the Company

江蘇蛟龍打撈航務工程有限公司，本公司一間非全資附屬公司

**“Jiangsu Xingyu” /  
“PRC Operational Entity”**

「江蘇興宇」／

「中國經營實體」

Jiangsu Xingyu Holdings Group Limited\* (formerly known as Jiangsu Xingyu Port Construction Company Limited\*), a wholly-owned subsidiary of the Company

江蘇興宇控股集團有限公司(前稱江蘇興宇港建有限公司)，本公司一間全資附屬公司

**“Listing Rules”**

「上市規則」

Rules Governing the Listing of Securities on the Stock Exchange (as amended from time to time)

聯交所證券上市規則(經不時修訂)

**“Model Code”**

「標準守則」

Model Code for Securities Transactions by Directors of Listed Issuers set out in Appendix 10 to the Listing Rules (as amended from time to time)

上市規則附錄十所載的上市發行人董事進行證券交易的標準守則(經不時修訂)

**“Mr. Liu”**

「劉先生」

Mr. Liu Kaijin, chairman and an executive Director (who is the spouse of Ms. Zhou)

主席兼執行董事劉開進先生(為周女士之配偶)

**“Ms. Zhou”**

「周女士」

Ms. Zhou Shuhua, an executive Director (who is the spouse of Mr. Liu)

執行董事周淑華女士(為劉先生之配偶)

**“Nomination Committee”**

「提名委員會」

the nomination committee of the Board

董事會提名委員會

**“PRC”**

「中國」

the People’s Republic of China

中華人民共和國

**“Remuneration Committee”**

「薪酬委員會」

the remuneration committee of the Board

董事會薪酬委員會

**“RMB”**

「人民幣」

Renminbi, the lawful currency of the PRC

人民幣，中國法定貨幣

**“Reporting Period”/“Review Period”**

「報告期間」／「回顧期間」

for the year ended 31 December 2019

截至二零一九年十二月三十一日止年度

**“SFO”**

「證券及期貨條例」

the Securities and Futures Ordinance (Cap 571 of the Laws of Hong Kong) (as amended from time to time)

香港法例第571章證券及期貨條例(經不時修訂)



<b>“Shareholder(s)”</b> 「股東」	shareholder(s) of the Company 本公司股東
<b>“Share(s)”</b> 「股份」	ordinary share(s) of the Company 本公司之普通股
<b>“Share Option Scheme”</b> 「購股權計劃」	the share option scheme of the Company approved by Shareholders on 24 May 2011 股東於二零一一年五月二十四日批准之本公司購股權計劃
<b>“Stock Exchange”</b> 「聯交所」	The Stock Exchange of Hong Kong Limited 香港聯合交易所有限公司
<b>“Xiangyu Environment Protection”</b> 「翔宇環保」	Jiangsu Xiangyu Environment Protection Equipment Company Limited*, a wholly-owned subsidiary of the Company 江蘇翔宇環保設備有限公司，本公司一間全資附屬公司
<b>“Xiangyu PRC”</b> 「翔宇中國」	Jiangsu Xiangyu Port Constructing Project Administration Co. Ltd. *, a wholly-owned subsidiary of the Company 江蘇翔宇港建工程管理有限公司，本公司一間全資附屬公司

\* For identification purpose only

\* 僅供識別



# Financial Summary

## 財務概要

The following is a summary of the published results and assets and liabilities of the Group for the past five financial years.

以下為本集團於過往五個財政年度的已公佈業績以及資產及負債概要。

### Results

### 業績

		Year ended 31 December 截至十二月三十一日止年度				
		2019 二零一九年 RMB'000 人民幣千元 (audited) (經審核)	2018 二零一八年 RMB'000 人民幣千元 (audited) (經審核)	2017 二零一七年 RMB'000 人民幣千元 (audited) (經審核)	2016 二零一六年 RMB'000 人民幣千元 (audited) (經審核)	2015 二零一五年 RMB'000 人民幣千元 (audited) (經審核)
Revenue	收益	<b>442,368</b>	618,833	650,924	667,154	700,996
(Loss)/profit before tax	除稅前(虧損)/ 溢利	<b>(411,355)</b>	(232,345)	111,234	122,220	(237,333)
Income tax (expense) credit	所得稅(開支)抵免	<b>(110,673)</b>	(22,150)	(39,030)	(46,970)	46,822
Net (loss)/profit	(虧損)/溢利淨額	<b>(522,028)</b>	(254,495)	72,204	75,250	(190,511)
Net (loss)/profit attributable to:	以下人士應佔(虧 損)/溢利淨額:					
Owners of the company	本公司擁有人	<b>(517,586)</b>	(258,647)	71,040	68,794	(197,864)
Non-controlling interests	非控股權益	<b>(4,442)</b>	4,152	1,164	6,456	7,353
		<b>(522,028)</b>	(254,495)	72,204	75,250	(190,511)

### Assets and Liabilities

### 資產及負債

		31 December 於十二月三十一日				
		2019 二零一九年 RMB'000 人民幣千元 (audited) (經審核)	2018 二零一八年 RMB'000 人民幣千元 (audited) (經審核)	2017 二零一七年 RMB'000 人民幣千元 (audited) (經審核)	2016 二零一六年 RMB'000 人民幣千元 (audited) (經審核)	2015 二零一五年 RMB'000 人民幣千元 (audited) (經審核)
Non-current assets	非流動資產	<b>1,970,896</b>	2,172,683	2,275,052	2,441,565	2,492,129
Current assets	流動資產	<b>876,272</b>	1,176,404	1,312,737	1,389,083	1,385,034
Current liabilities	流動負債	<b>(1,159,452)</b>	(1,145,461)	(1,134,800)	(1,445,784)	(1,601,679)
Non-current liabilities	非流動負債	<b>(124,542)</b>	(115,000)	(115,739)	(115,362)	(152,067)
Net assets	資產淨值	<b>1,563,174</b>	2,088,626	2,337,250	2,269,502	2,123,417

# Financial Summary (Continued)

## 財務概要(續)



### Statement of Financial Position of the Company

### 本公司的財務狀況表

The statement of financial position of the Company as at the end of the Reporting Period is as follows:

本公司於報告期末的財務狀況表如下：

		2019 二零一九年 RMB'000 人民幣千元	2018 二零一八年 RMB'000 人民幣千元
<b>ASSETS</b>	<b>資產</b>		
Unlisted investments in subsidiaries	於附屬公司之非上市投資	<b>259,214</b>	259,214
Amounts due from subsidiaries	應收附屬公司的款項	<b>436,964</b>	951,438
Bank balances and cash	銀行結餘及現金	<b>128</b>	127
		<b>696,306</b>	1,210,779
<b>LIABILITIES</b>	<b>負債</b>		
Other payables	其他應付款項	<b>3,709</b>	4,125
Amounts due to Directors	應付董事款項	<b>5,450</b>	14,547
Bonds payable	應付債券	<b>286,804</b>	254,916
		<b>295,963</b>	273,588
<b>TOTAL ASSETS LESS TOTAL LIABILITIES</b>	<b>總資產減總負債</b>	<b>400,343</b>	937,191
<b>CAPITAL AND RESERVES</b>	<b>資本及儲備</b>		
Share capital	股本	<b>150,365</b>	149,577
Reserves (note)	儲備(附註)	<b>249,978</b>	787,614
<b>TOTAL EQUITY</b>	<b>權益總額</b>	<b>400,343</b>	937,191

Note:

Reserves of the Company

附註：

本公司的儲備

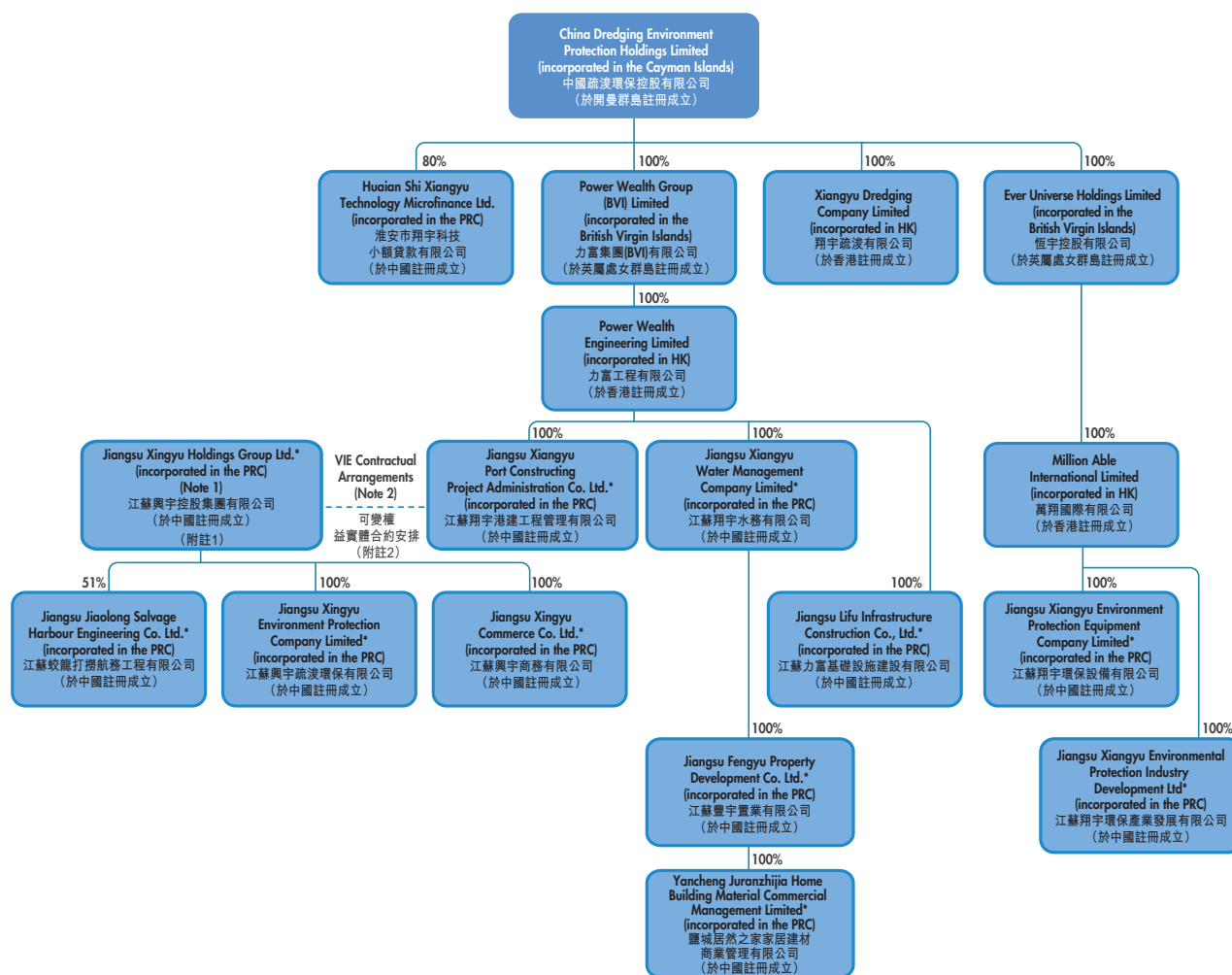
		Share premium 股份溢價 RMB'000 人民幣千元	Share option reserve 購股權儲備 RMB'000 人民幣千元	Other reserve 其他儲備 RMB'000 人民幣千元	Accumulated losses 累計虧損 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
At 1 January 2018	於二零一八年一月一日	922,980	—	165,238	(256,950)	831,268
Equity-settled share-based payments	以權益結算的股份付款	—	2,752	—	—	2,752
Loss for the year	年內虧損	—	—	—	(51,624)	(51,624)
Placing of shares	股份配售	5,218	—	—	—	5,218
At 31 December 2018	於二零一八年十二月三十一日	928,198	2,752	165,238	(308,574)	787,614
Loss for the year	年內虧損	—	—	—	(537,880)	(537,880)
Exercise of share options	行使購股權	523	(279)	—	—	244
Share option lapsed	購股權失效	—	(2,473)	—	2,473	—
At 31 December 2019	於二零一九年十二月三十一日	928,721	—	165,238	(843,981)	249,978

# Group Chart

## 集團架構

The following sets out the corporate structure of the Group as at 31 December 2019:

下圖列示本集團於二零一九年十二月三十一日的企業架構：



### Notes:

- Mr. Liu and Ms. Zhou are the registered holders of the registered capital in Jiangsu Xingyu, and Ms. Zhou holds all her equity interest in Jiangsu Xingyu as trustee for Mr. Liu.
- On 19 April 2011, Jiangsu Xingyu, Xiangyu PRC, Mr. Liu and Ms. Zhou entered into the Contractual Arrangements, pursuant to which all economic benefits and risks arising from the business of Jiangsu Xingyu are transferred to Xiangyu PRC.

\* For identification purpose only

### 附註：

- 劉先生及周女士為江蘇興宇註冊資本的登記持有人，及周女士作為劉先生的信託人持有其於江蘇興宇的所有股權。
- 於二零一一年四月十九日，江蘇興宇、翔宇中國、劉先生及周女士訂立合約安排，據此，江蘇興宇業務產生的所有經濟利益及風險均轉讓予翔宇中國。

\* 僅供識別

# Chairman's Statement

## 主席報告



## Chairman's Statement (Continued)

### 主席報告(續)

To Shareholders:

In 2019, the continuously softened economic growth in the mainland China, the weakened Renminbi and the China-US trade war increased the downside risks of the economy, which created unfavourable market environment. Furthermore, the increasingly keen competition within the dredging industry imposed immense pressure over the Group's operation.

For the financial year 2019, the Group recorded a total revenue of approximately RMB442.4 million, representing a decrease of about 28.5% as compared with the total revenue of approximately RMB618.8 million for the financial year 2018. Additionally, the recognition of the allowance for expected credit losses of RMB333.7 million by the Group led to a loss of approximately RMB522.0 million for this financial year.

Due to the impact of the changes in the macroeconomic situation, the dredging industry faced a difficult business environment in 2019. Nevertheless, we are still optimistic about the prospects as we will benefit from the support under such strategies in the mainland China as "One Belt One Road". The Group is actively expanding its business to overseas markets in Southeast Asian countries. In 2019, the Group undertook several dredging projects in Bangladesh, Cambodia and Thailand. We hope to get more overseas projects in the coming year. On the other hand, with continuous advancement of environmental protection business technology, various large environmental protection dredging projects are still being followed. As the wind power business is in full swing in China, the Group will continue to actively participate in more wind power construction projects to expand the room for the development for the other marine business, thereby laying a solid foundation for subsequent development for the Group.

The Group expects that the year 2020 will still be a challenging year. Due to the outbreak of coronavirus, it is expected that the domestic and overseas economic growths are facing enormous challenge. As a result, the commencement of certain construction projects will be delayed, or even the demand for such construction projects will be diminished. However, we will continue to implement a conservative approach to select and grasp opportunities cautiously while expanding our current businesses. Meanwhile, we will make great efforts to continue to seek feasible fundraising plans to redeem the Bonds.

致各股東：

在二零一九年，國內經濟增長繼續放緩，人民幣持續疲弱，以及中美貿易戰，增加了經濟下行風險，造成不利的市場環境，加上同業的競爭日趨激烈，為本集團的營運帶來沉重的壓力。

於二零一九年財政年度，本集團錄得總收益約人民幣442,400,000元，較二零一八年財政年度錄得約人民幣618,800,000元的總收益下降28.5%，以及確認預期信貸虧損撥備人民幣333,700,000元，令本集團本年度虧損約人民幣522,000,000元。

受宏觀經濟形勢變化的影響，二零一九年疏浚行業的經營環境困難。然而，本集團對前景仍抱樂觀態度，皆因我們受惠於國內「一帶一路」策略，正積極拓展東南亞多國海外市場，本集團於二零一九年於孟加拉、柬埔寨、泰國開展多個疏浚項目，並希望於未來一年能爭取更多海外工程項目。另一方面，隨著環保事業技術的持續進步，多個較大環保疏浚項目仍在跟進當中。近年國內海上風能發電產業快速發展，本集團將繼續積極爭取參與更多風能發電的建設工程，擴大其他海事業務的發展空間，為集團的後續發展奠定堅實的基礎。

我們預期二零二零年仍為充滿挑戰的一年，因受新型冠狀病毒爆發影響，國內外經濟增長預期將會面臨巨大的挑戰，可能引發各項工程項目被延遲展開，甚至減少對工程項目的需求。但我們會繼續貫徹謹慎行事的作風，審慎選擇和把握各種機遇，冀能繼續擴展目前的業務，同時繼續探索可行的融資方案，以贖回債券。

## Chairman's Statement (Continued)

### 主席報告(續)

As a professional dredging service provider with years of experience and as a frontrunner with a large pool of quality clients and an excellent reputation in the industry, regardless of toughness of challenges, the Group will adhere to the traditional dredging business and environmental protection dredging business, our two principal businesses, stay loyal to our clients to provide them with quality service and generate returns for our Shareholders.

**Liu Kaijin**

*Chairman and Executive Director*

29 April 2020

本集團作為一個具有多年經驗的專業疏浚服務提供者，亦作為一個擁有眾多優質客戶和極好聲譽口碑的行業排頭兵，無論挑戰如何艱巨，我們會始終堅守傳統疏浚和環保疏浚這兩大的主營業務，忠於我們的客戶和為客戶提供有質量的服務，以為股東創造回報。

主席兼執行董事

劉開進

二零二零年四月二十九日

# Management Discussion and Analysis

## 管理層討論及分析





### Overview

The Group is primarily engaged in dredging business, which can be divided into three main operating and reportable segments, namely, (i) capital and reclamation dredging business (the “CRD Business”); (ii) environmental protection dredging and water management business (the “EPD and Water Management Business”); and (iii) other works operated in marine sites such as hoisting wind power equipment, installing major parts of docks and bridges, as well as laying underwater pipelines and salvaging (the “Other Marine Business”). In addition, the Group engaged in property management business (the “Property Management Business”) in respect of managing Easyhome Yancheng Shopping Mall.

### Financial Review

#### Revenue

During the Reporting Period, the Group recorded a substantial decrease by about 28.5% in total revenue from approximately RMB618.8 million for the year ended 31 December 2018 to approximately RMB442.4 million.

As regards the CRD Business segment, revenue of approximately RMB145.0 million was recorded for the Reporting Period, which decreased by about 12.6% when compared to that for the year ended 31 December 2018. The decrease in revenue was primarily due to the Group’s proactive development of overseas market, resulting in more preparatory works including the arrangement of initial vessel dispatch and installation of pipelines, which required a longer preparatory period and made the production capacity difficult to be unleashed in short term. As a result, the revenue in that segment decreased.

Revenue of approximately RMB47.9 million was recorded for the EPD and Water Management Business segment, representing a substantial decrease of about 58.6% from its corresponding segment revenue for the year ended 31 December 2018. The decrease was caused by the undesirable works progress of certain environmental protection dredging projects as their actual progresses depended on the collaboration with the local governments.

### 概覽

本集團主要致力於疏浚業務，相關的業務可分為三個主要營運及呈報分部，即(i)基建及填海疏浚業務(「基建及填海疏浚業務」)；(ii)環保疏浚及水務管理業務(「環保疏浚及水務管理業務」)；(iii)海上操作的其他工程，如風力發電設備吊裝、碼頭和橋樑建設大件安裝、水下管線鋪設及打撈工程(「其他海事業務」)。此外，本集團就管理居然之家鹽城店而經營的物業管理業務(「物業管理業務」)。

### 財務回顧

#### 收益

於報告期間，本集團錄得之總收益大幅下跌，由截至二零一八年十二月三十一日止年度的約人民幣618,800,000元減少約28.5%至約人民幣442,400,000元。

於報告期間，基建及填海疏浚業務分部錄得收益約人民幣145,000,000元，較截至二零一八年十二月三十一日止年度的收益減少約12.6%，收益減少主要是由於本集團積極拓展海外市場，前期船舶調遣和管道架設等準備工作較多，準備週期也長，產能在短期內難以釋放，導致該業務分部營業收入下降。

環保疏浚及水務管理業務分部錄得收益約人民幣47,900,000元，較截至二零一八年十二月三十一日止年度相應分部收益大幅減少約58.6%，收益減少是由於若干環保疏浚項目推進有賴於當地政府的配合，實際推進進度未如理想所致。



# Management Discussion and Analysis (Continued)

## 管理層討論及分析(續)

### Financial Review (Continued)

#### Revenue (Continued)

Revenue for the Other Marine Business was approximately RMB241.7 million, representing a decrease of 26.2% as compared with the corresponding period of 2018. The decrease in revenue was mainly due to the keen competition within the wind power industry.

Revenue for the Property Management Business segment for the Reporting Period was approximately RMB7.7 million, which decreased by about 20.7% from RMB9.8 million for the year ended 31 December 2018.

#### Operating Cost and Gross Profit

The Group's operating cost decreased from approximately RMB497.1 million for the year ended 31 December 2018 to approximately RMB391.0 million during the Reporting Period, representing a decrease of about 21.3%. The decrease was primarily due to the drop of the business volume along with the decrease in overall revenue.

The Group recorded a gross profit of approximately RMB51.4 million during the Reporting Period, representing a decrease of about 57.8% as compared with approximately RMB121.7 million for the year ended 31 December 2018. Gross profit margin significantly dropped from 19.7% for the year ended 31 December 2018 to 11.6% for the Reporting Period. On the one hand, the keen competition of marine wind power industry caused the income from the Other Marine Business to decrease, and the adoption of a prudent operation strategy also resulted in a decrease in the income from the CRD Business and the EPD and Water Management Business. On the other hand, the operating costs increased because of the higher upfront cost of newly developed overseas reclamation dredging projects, a corresponding rise in operating cost for the newly devised wind power projects of the Other Marine Business as well as substantial fixed costs such as depreciation of assets and maintenance of equipment did not change proportionately. The drop in gross profit margin was collectively influenced by these two aspects.

### 財務回顧(續)

#### 收益(續)

其他海事業務錄得收益約人民幣241,700,000元，較二零一八年同期減少26.2%，此乃主要由於風力發電行業競爭加劇，導致營業收入減少所致。

於報告期間的物業管理業務分部收益約人民幣7,700,000元，較截至二零一八年十二月三十一日止年度的人民幣9,800,000元減少約20.7%。

#### 營運成本及毛利

本集團的營運成本由截至二零一八年十二月三十一日止年度的約人民幣497,100,000元下降約21.3%至報告期間的約人民幣391,000,000元，乃主要由於業務量減少所致。

本集團於報告期間錄得毛利約人民幣51,400,000元，較截至二零一八年十二月三十一日止年度的約人民幣121,700,000元減少約57.8%，毛利率由截至二零一八年十二月三十一日止的19.7%顯著下跌至報告期間的11.6%。一方面，由於海上風力發電行業競爭加劇導致其他海事業務營業收入減少，審慎的經營策略導致基建及填海疏浚業務和環保疏浚及水務管理業務收益減少；另一方面，填海疏浚海外新工程導致前期成本增加，新開拓的風電項目增加相應的運營成本，以及資產折舊、設備維護等大額固定成本，不作同比例變動。這兩大方面共同影響導致本集團整體毛利率下降。



### Financial Review (Continued)

#### Operating Cost and Gross Profit (Continued)

Gross profit margin for the CRD Business segment decreased from about 21.5% for the year ended 31 December 2018 to about -10.7% for the Reporting Period, which was mainly due to the comparatively larger initial investment costs and the longer preparatory period for the overseas projects while the production capacity has not yet released, resulting in the decline in the revenue and gross profit margin for this business segment.

Gross profit margin for the EPD and Water Management Business segment was about 34.0% for the Reporting Period, representing an increase of 5.1 percentage points as compared to about 28.9% for the year ended 31 December 2018.

During the Reporting Period, the gross profit margin for the Group's Other Marine Business segment has slightly increased because of the decrease in the relevant sub-contracting expenses.

#### Other Income

Other income decreased by about 75.8% to approximately RMB1.3 million during the Reporting Period as compared with the year ended 31 December 2018, primarily caused by the decreases in interest income from certain trade receivables and government financial incentive during the Reporting Period.

#### Expected Credit Loss Allowance

As a further prudent measure in managing the trade receivables and the contract assets, the Company appointed an independent external professional valuer to make an independent valuation and based on their suggestion to recognise the allowance for expected credit losses on trade receivables, prepayment and the contract assets of about RMB333.7 million in total for the Reporting Period (2018: RMB246.1 million).

### 財務回顧(續)

#### 營運成本及毛利(續)

基建及填海疏浚業務的分部毛利率由截至二零一八年十二月三十一日止年度約21.5%至報告期間的約負10.7%，主要由於海外工項的前期投入較大、準備週期長，但產能尚未釋放，導致該業務分部收入和毛利率均下降。

報告期間的環保疏浚及水務管理業務的分部毛利率約34.0%，較截至二零一八年十二月三十一日止年度約28.9%增加5.1個百分點。

於報告期間，本集團其他海事業務的分部毛利率輕微上升乃主要由於年內相關的分包費用減少所致。

#### 其他收入

其他收入較截至二零一八年十二月三十一日止年度減少約75.8%至報告期間的約人民幣1,300,000元，主要是由於報告期間若干應收款的利息收入及政府財政獎勵減少所致。

#### 預期信貸虧損撥備

作為管理應收賬款及合約資產之進一步審慎措施，本公司聘請獨立專業估值師就應收賬款及合約資產的公平值進行估值，並按其建議確認預期信貸虧損。本公司就報告期應收賬款、預付款及合約資產合共作出約人民幣333,700,000元的預期信貸虧損撥備(二零一八：246,100,000元)。

### Financial Review (Continued)

#### Marketing and Promotion Expenses

Marketing and promotion expenses for the Reporting Period was approximately RMB7.7 million, representing a decrease of about 33.3% as compared with approximately RMB11.5 million for the year ended 31 December 2018, which was mainly attributable to the saving in the relevant marketing and promotion expenses.

#### Administrative Expenses

Administrative expenses for the Reporting Period amounted to approximately RMB65.7 million, representing an increase of about 26.2% from RMB52.1 million for the year ended 31 December 2018. This was mainly due to the turning the depreciation charge of certain dredgers forming part of the operating costs for previous years to become the administrative expenses for this year resulting from no utilisation of certain dredgers in the year and the provision for the estimated loss in relation to a lawsuit about debts transfer in the mainland China.

#### Foreign Exchange Difference

Due to the fluctuation in the foreign exchange rate during the Reporting Period, part of the Group's bank borrowings and bank deposits were denominated in United States dollars and Hong Kong dollars. The foreign exchange loss of approximately RMB5.8 million was recognised in the Reporting Period (31 December 2018: approximately RMB14.7 million).

#### Finance Costs

Finance costs for the Reporting Period amounted to approximately RMB45.0 million, which decreased by about 14.2% when compared to that for the corresponding period last year.

#### Income Tax Expense

Income tax expense increased from approximately RMB22.2 million for the year ended 31 December 2018 to approximately RMB110.7 million for the Reporting Period.

### 財務回顧(續)

#### 市場推廣及宣傳開支

於報告期間的市場推廣及宣傳開支約為人民幣7,700,000元，較於截至二零一八年十二月三十一日止年度的約人民幣11,500,000元減少約33.3%，此乃主要由於市場推廣的相關費用節約所致。

#### 行政開支

於報告期間，本集團的行政開支約為人民幣65,700,000元，較截至二零一八年十二月三十一日止年度的人民幣52,100,000元增加26.2%。此乃主要由於部分船舶年內沒有施工，其折舊費由以前年度的營運成本變到今年的行政開支，以及國內一宗涉及債權轉讓訴訟預提的損失撥備所致。

#### 匯兌差額

由於報告期間匯率波動，本集團的部分銀行貸款和銀行存款以美元及港元計值，已於報告期間確認匯兌損失人民幣5,800,000元(二零一八年十二月三十一日：約人民幣14,700,000元)。

#### 融資成本

報告期間的融資成本約人民幣45,000,000元，較去年同期減少約14.2%。

#### 所得稅開支

所得稅開支由截至二零一八年十二月三十一日止年度約人民幣22,200,000元增加至報告期間的約人民幣110,700,000元。



### Financial Review (Continued)

#### Loss for the Year

Influenced by the above factors as a whole, the net loss for the Reporting Period was approximately RMB522.0 million as compared to a net loss of approximately RMB254.5 million for the year ended 31 December 2018.

#### Loss Per Share

Loss per share for the Reporting Period was RMB0.292 per share as compared to loss per share of RMB0.170 per share in the year ended 31 December 2018.

#### Financial Management Policies

The Group in its ordinary course of business is exposed to market risks such as currency risk and interest rate risk. The Group's risk management strategy aims to mitigate the adverse effects of these risks on its financial performance in full measure.

As most of the Group's trading transactions, monetary assets and liabilities are denominated mainly in Renminbi, which is the Group's functional and reporting currency, and save for the Bonds and certain bank borrowings and deposits denominated in United States dollars and Hong Kong dollars, the foreign exchange loss recognised during the Reporting Period was approximately RMB5.8 million (31 December 2018: approximately RMB14.7 million). The Group is giving full attention to respond to the related foreign exchange rate risks.

As current interest rates stay at relatively low levels, the Group has not entered into any interest rate hedging contracts or any other interest rate related derivative financial instruments. Nonetheless, the Group will continue to closely monitor its related interest rate exposure.

### 財務回顧(續)

#### 年內虧損

由於以上因素的綜合影響，報告期間錄得淨虧損約人民幣522,000,000元，而截至二零一八年十二月三十一日止年度錄得淨虧損約人民幣254,500,000元。

#### 每股虧損

報告期間每股虧損約人民幣0.292元，而截至二零一八年十二月三十一日止年度每股虧損人民幣0.170元。

#### 財務管理政策

本集團於其一般業務過程中面臨市場風險(包括貨幣風險及利率風險)。本集團的風險管理策略旨在將該等風險對其財務表現的不利影響降至最低。

由於本集團的大部分買賣交易、貨幣資產及負債主要以人民幣(本集團的功能及呈報貨幣)計值，惟債券及若干銀行貸款及結餘以美元及港元計值，於報告期間確認匯兌損失約人民幣5,800,000元(二零一八年十二月三十一日：約人民幣14,700,000元)，本集團正密切應對相關匯率風險。

由於現行利率處於相對較低水準，故本集團並無訂立任何利率對沖合約或任何其他利率相關衍生金融工具。然而，本集團將繼續密切監察其所面對的相關利率風險。

### Financial Review (Continued)

#### Financial Position

As at 31 December 2019, the total equity of the Group amounted to approximately RMB1,563.2 million (31 December 2018: approximately RMB2,088.6 million). The decrease in total equity was mainly attributable to the recognition of the expected credit loss allowance for the Reporting Period.

The Group's net current liabilities as at 31 December 2019 amounted to approximately RMB283.2 million (31 December 2018: net current assets of approximately RMB30.9 million). The current ratio, which is calculated by dividing current assets by current liabilities, was 0.76 as at 31 December 2019 (31 December 2018: 1.03).

#### Liquidity and Financial Resources

The Group adopts prudent cash and financial management policies. In order to achieve better cost control and reduce capital cost, the Group's treasury activities are centralised and cash is generally deposited with banks and denominated mostly in Renminbi and Hong Kong dollars.

Included in current assets were cash and various bank deposits which was about RMB12.6 million in total as at 31 December 2019, representing a decrease by about 74.0% as compared with that of approximately RMB48.4 million as at 31 December 2018.

The Group's trade receivables as at 31 December 2019 amounted to approximately RMB777.6 million (2018: approximately RMB1,035.7 million), representing a decrease by 24.9% for the corresponding period of the preceding year.

As at 31 December 2019, total liabilities of the Group amounted to approximately RMB1,284.0 million (31 December 2018: RMB1,260.5 million). The Group's gearing ratio (calculated by interest bearing instruments (including bank borrowings, other borrowings and bonds payable) divided by total equity) increased to 43.2% (2018: 32.0%).

### 財務回顧(續)

#### 財務狀況

於二零一九年十二月三十一日，本集團的權益總額約為人民幣1,563,200,000元(二零一八年十二月三十一日：約人民幣2,088,600,000元)。權益總額減少主要是由於報告期間確認預期信貸虧損撥備所致。

本集團於二零一九年十二月三十一日的流動負債淨值約為人民幣283,200,000元(二零一八年十二月三十一日：資產淨值約人民幣30,900,000元)。於二零一九年十二月三十一日的流動比率(按流動資產除以流動負債計算)為0.76(二零一八年十二月三十一日：1.03)。

#### 流動資金及財務資源

本集團採取審慎的現金及財務管理政策。為求能夠更好控制成本及盡量降低資金成本，本集團的財資活動均為集中管理，而現金一般會存放於銀行，大部分以人民幣及港元計值。

於二零一九年十二月三十一日，流動資產中包括現金及多項銀行存款共約人民幣12,600,000元，較於二零一八年十二月三十一日的約人民幣48,400,000元減少約74.0%。

本集團於二零一九年十二月三十一日的應收賬款約人民幣777,600,000元(二零一八年：約人民幣1,035,700,000元)，較去年同期減少約24.9%。

於二零一九年十二月三十一日，本集團的總負債約為人民幣1,284,000,000元(二零一八年十二月三十一日：人民幣1,260,500,000元)。本集團的資產負債比率(以計息工具(即包括銀行借貸、其他借貸及應付債券)除以權益總額計算)上升至43.2%(二零一八年：32.0%)。



### Financial Review (Continued)

#### Capital Structure of the Group

Capital structure of the Group consists of debts, which include amounts due to non-controlling shareholders of a subsidiary, bank borrowings, other borrowings and bonds payable and equity reserves attributable to owners of the Company, comprising issued share capital and various reserves.

The Directors review the capital structure on a semi-annual basis. As part of this review, the Directors consider the cost of capital and the risks associated with each class of capital. Based on the recommendations of the Directors, the Group will balance its overall capital structure through new share issues and share buybacks as well as the issue of new debts or the redemption of existing debts.

#### Charge over Assets of the Group

As at 31 December 2019, the Group's bank borrowings were secured by charges over certain dredgers and land owned by the Group, a property owned by a company in which Mr. Liu has beneficial interest and personal guarantees by Mr. Liu and Ms. Zhou. There were also intragroup charges between two of the Company's wholly-owned subsidiaries as a result of the contractual arrangements, pursuant to which all economic benefits and risks arising from the business of Jiangsu Xingyu have been transferred to Xiangyu PRC.

The Group pledged over a dredger, an industrial premise located in Jiangsu Province, the PRC and a residential property located in Shandong Province, the PRC in favour of the Bondholder and/or its affiliates.

#### Material Acquisitions and Disposals

The Group had no material investments in or material acquisitions or disposals of subsidiaries during the current year.

#### Capital Commitments and Contingent Liabilities

As at 31 December 2019, the Group had capital commitments of approximately RMB66.2 million (31 December 2018: approximately RMB67.2 million), which mainly included the construction cost of the hotel.

As at 31 December 2019, the Group did not have any material contingent liabilities (31 December 2018: nil).

### 財務回顧(續)

#### 本集團的資本結構

本集團的資本結構由債務(包括應付一間附屬公司非控股股東的款項、銀行借貸、其他借貸及應付債券)及本公司所有人應佔權益儲備(包括已發行股本及各種儲備)。

董事每半年檢討資本結構一次。作為檢討的一部分，董事考慮資本成本及每一類資本附帶的風險。根據董事的建議，本集團將透過發行新股及購回股份以及發行新債或贖回現行債務平衡其整體資本結構。

#### 本集團資產抵押

於二零一九年十二月三十一日，本集團的銀行借貸乃以本集團所持有的若干挖泥船及土地、劉先生擁有實益權益的一家公司所持有的一處物業以及劉先生及周女士的個人擔保作抵押。本公司兩間全資附屬公司之間因合約安排(據此由江蘇興宇的業務中產生的一切經濟利益及風險均轉撥至翔宇中國)而產生集團內抵押。

本集團向債券持有人及/或其聯屬人士抵押一艘挖泥船、位於中國江蘇省的一所工業物業及位於中國山東省的一處住宅物業作為擔保。

#### 重大收購事項及出售事項

於本年度內，本集團並無附屬公司的重大投資、重大收購或出售。

#### 資本承擔及或然負債

於二零一九年十二月三十一日，本集團的資本承擔約為人民幣66,200,000元(二零一八年十二月三十一日：約人民幣67,200,000元)，主要包括一家酒店的建設成本。

於二零一九年十二月三十一日，本集團並無任何重大或然負債(二零一八年十二月三十一日：無)。

### Business Review

The Group recorded an operating revenue of approximately RMB442.4 million and gross profit of approximately RMB51.4 million, representing a decrease of 28.5% and 57.8% respectively for the corresponding period of the preceding year. The decrease in operating revenue primarily resulted from the slowdown of the implementation of the construction projects in dredging industry in the mainland China and the drop in number of new contracted construction projects as the Group implemented a more robust and prudent policy in selecting new projects in recent years by taking into consideration the control of the operational risks and the collection of receivables on time. Despite a drop in revenue, substantial costs such as depreciation of assets and maintenance of equipment did not change proportionately, which led to a decrease in gross profit.

The CRD Business is the Group's core business. Owing to the stepping up impact of environmental protection policies in recent years, reclamation has been strictly regulated in the mainland China. Red lines are drawn for marine ecological protection together with the natural coastlines property rights and use controls in several coastal provinces, which have had a significant impact on reclamation dredging business. During the Reporting Period, the Group continuously explored overseas markets and actively undertaken several dredging projects in Bangladesh, Cambodia and Thailand. The decreased revenue generated by such business segment was attributable to the comparatively higher initial investment costs for the expansion of these overseas projects while the production capacity has not yet been unleashed, which led to the decline in revenue and gross profit margin of this business segment. Meanwhile, owing to the greater variations in the volatility of new project construction conditions and the greater uncertainty in collection of receivables in the industry, the Group adopts a robust and prudent operating strategy to ensure an effective control of various possible operational risks as well as to speed up the collection of receivables.

The Group develops and expands the EPD and Water Management Business segment proactively. The Group recorded a decrease in revenue during the Reporting Period, which was attributable to the slow progress in implementing certain environmental protection dredging projects.

Other Marine Business includes installing marine wind power equipment, hoisting major parts of docks and bridges, laying underwater pipelines and other works services. Due to the rapid development of the marine wind power constructions in the mainland China, the Group will continuously increase its investment in the related equipment for the wind power constructions in order to grasp more such business opportunities.

### 業務回顧

本集團錄得營運收益約人民幣442,400,000元，較去年同期下降28.5%，毛利為約人民幣51,400,000元，較去年同期下降57.8%。營運收益減少乃主要由於國內疏浚行業的工程項目實施節奏緩慢，以及考慮項目經營風險控制和資金回籠及時性的原因，本集團近年對新項目採用更為穩健和審慎的篩選策略導致新承接工程項目減少。毛利下降乃由於收益減少，但資產折舊、設備維護等大額成本不作同比例變動所致。

基建及填海疏浚業務為本集團的核心業務。近年受環保政策升級影響，國內嚴格管控圍填海，沿海若干省份劃定海洋生態保護紅線，以及自然岸線產權和用途管制，對吹填疏浚業務產生極大影響。於報告期間，本集團繼續拓展海外市場，積極於孟加拉國、柬埔寨、泰國開展多個疏浚項目。該業務分部所產生之收益下降，此乃因該等海外工項的前期投入較大，但產能尚未釋放，導致該業務分部收入和毛利率均下降。與此同時，因國內擬實施項目的易變性和資金回籠的不確定性較大，我們對新工程項目的承接採取比較審慎的經營策略，以確保對可能出現的各種風險進行有效控制，以及加速資金回籠。

環保疏浚及水務管理分部為本集團積極開拓發展的業務，由於若干環保疏浚項目推遲進度放緩，以致本集團於報告期間收益減少。

其他海事業務，即包括海上風電設備的安裝、港口碼頭和橋樑建設大件吊裝，水下管線鋪設及其他工程服務。由於目前國內海上風電建設發展迅速，本集團將繼續增加相關設備投入，希望在風電建設市場抓住更多商機。



### Business Review (Continued)

Easyhome Yancheng Shopping Mall, located in the administrative centre of Yandu District, Yancheng City, Jiangsu Province, the PRC and the core area of Yancheng National High-tech Industrial Development Zone with a gross floor area of 75,600 square metres, is mainly used for leasing under the Property Management Business. The shopping mall was positioned as a largescale shopping center with domestic construction materials as its theme, offering one-stop services from furniture, housewares to decoration materials to customers. As for now, there are about 100 tenants in Easyhome Yancheng Shopping Mall which include renowned houseware brands such as SteelLand, Cheers, M&Z Furniture, Landbond Minim and Telonang.

In addition to the operation and lease of shopping malls, the Group also commenced to construct a hotel located at the west of Caihong Road, Yancheng City, Jiangsu Province, with a gross floor area of 20,000 square metres. Currently, the related construction works of the hotel has not been completed because of the funding of the Group.

### Event after End of Reporting Period

On 20 January 2020, the Company granted 17,000,000 share options to an eligible participant under the Share Option Scheme. The options will entitle the eligible participant to subscribe for up to 17,000,000 new Shares in the share capital of the Company, representing approximately 0.86% of all the Shares in issue as at the date of this report.

Pursuant to a subscription agreement dated 7 April 2020 entered into between the Company and a subscriber, the Company issued and allotted 191,917,000 new Shares, representing approximately 9.72% of the issued share capital of the Company as at the date of this annual report, at a price of HK\$0.04 per Share on 24 April 2020. The gross proceeds of the subscription would be HK\$7,676,680 (equivalent to approximately RMB7,000,000). The net proceeds amounted to approximately HK\$7,626,000 (equivalent to approximately RMB6,954,000) would be used as the Group's general working capital. For details, please refer to the announcements of the Company dated 7 April 2020 and 24 April 2020.

### 業務回顧(續)

居然之家鹽城店位於中國江蘇省鹽城市鹽都區行政中心和鹽城國家高新技術產業開發區核心地段，總建築面積達7.56萬平方米，用於物業管理業務之商業租賃，主要為顧客提供傢俱、家居用品及裝潢裝飾材料等「一站式」服務的大型家居建材主題購物中心。目前，居然之家鹽城店約有100個租戶，其中包括著名家居品牌商戶詩帝羅蘭、芝華仕、掌上明珠、聯邦米尼及泰隆祥等。

除經營出租商場外，本集團亦於江蘇省鹽城市彩虹路西側區建設一家總建築面積約2萬平方米的酒店，目前，因集團資金原因相關建造仍未完成。

### 報告期末後事件

於二零二零年一月二十日，本公司根據購股權計劃向合資格參與者授出17,000,000份購股權。該等購股權將賦予合資格參與者權利認購本公司股本中最多17,000,000股新股份，相當於本報告日期所有已發行股份的約0.86%。

按本公司與認購人於二零二零年四月七日訂立之認購協議，本公司於二零二零年四月二十四日以每股0.04港元發行及配發191,917,000股新股份，佔本公司於本年報日期現有已發行股本約9.72%。認購事項的所得款項總額為7,676,680港元（相當於約人民幣7,000,000元），所得款項淨額約7,626,000港元（相當於約人民幣6,954,000元），用作本集團之一般營運資金。有關詳情，請參閱本公司日期分別為二零二零年四月七日及二零二零年四月二十四日的公告。



### Employees and Remuneration Policy

The sustained development of our business leverages on the ongoing contributions by our employees. The Board considers employees the Group's most valuable wealth and is committed to improving their growth environment, providing them competitive remuneration packages and safeguarding their health and safety. As at 31 December 2019, the Group had 519 (2018: 567) employees. The total staff cost for the Reporting Period was about RMB45.8 million (2018: RMB58.6 million). The Group's remuneration policy is basically determined by the Directors based on the performance of individual employees and market conditions. In addition to salaries and discretionary bonuses, employee benefits include pension contributions and options which may be granted under share option scheme.

### Outlook

Looking into the year of 2020, the Group will carry on with its efforts to enhance the effectiveness of its dredging business and expects to bring reasonable returns to the Group's shareholders through obtaining more works contracts within and outside the mainland China by virtue of our rich construction experience on dredging projects and good relationship with our customers.

For capital operation, based on the progress of its substantial construction projects, the Group will actively identify and materialise feasible financial plans, thus strengthening the flexibility of capital resources and enhancing the capital structure of the Group, so as to satisfy, support and meet the Group's business development. Meanwhile, the Company will continue to seek opportunities to raise additional funds to redeem the relevant Bonds. When there is any material development made, the Company will timely inform the Shareholders and potential investors.

### 僱員及薪酬政策

我們的業務能夠持續發展，有賴本集團員工的持續奉獻。董事會認為員工為本集團最重要的財富，一直致力於改善員工的成長環境、提供具有競爭力的薪酬方案及確保員工的健康和安全。於二零一九年十二月三十一日，本集團擁有519名(二零一八年：567名)員工。於報告期間之總員工成本約為人民幣45,800,000元(二零一八年：人民幣58,600,000元)。本集團之薪酬政策乃基本上由董事基於個別僱員表現及市場狀況而釐訂。除薪金及酌情花紅外，員工福利包括退休金供款及根據購股權計劃可能授出之購股權。

### 展望

展望二零二零年，本集團將繼續努力提升疏浚業務效益，希望憑著我們對疏浚工程多年積累的豐富施工經驗和客戶關係，在國內外爭取更多工程合約的同時，以便為本集團股東帶來合理回報。

在資本運營方面，本集團將按重大工程項目運營的進度，積極尋找落實可行的融資方案，進一步增強資金調度彈性，優化的資本結構，以滿足、支援、配合本集團業務發展。同時，本公司亦繼續尋找籌集額外資金之機會以贖回有關債券。當有任何進一步重大進展時，本公司將適時知會股東及潛在投資者。

# Directors' and Senior Management's Profile

## 董事及高級管理層簡介



### Board of Directors

#### Executive Directors

**Mr. Liu Kaijin**, aged 59, the founder of the Group, was appointed as a Director on 31 May 2010, was re-designed from a Director to an executive Director on 24 May 2011, was re-designed from a joint chairman to the chairman of the Board on 23 September 2016 and was appointed as the chairman of the Nomination Committee on 8 March 2019. He was the chief executive officer of the Company for the period from 24 May 2011 to 5 January 2017. Mr. Liu is the spouse of Ms. Zhou, an executive Director.

Mr. Liu completed his secondary education in 1977. In 2003, Mr. Liu obtained a certificate as a senior construction engineer from the Human Resources Bureau of Yancheng City\* (鹽城市人事局). As his experience and knowledge in the PRC dredging business grew, Mr. Liu established Jiangsu Xingyu in 2007. Mr. Liu has been working in the dredging industry of the PRC for over 20 years.

Mr. Liu was a member of the 7th session of the committee of the Chinese People's Political Consultative Conference of Yancheng City, Jiangsu Province\* (中國人民政治協商會議江蘇省鹽城市第七屆委員會委員).

Mr. Liu is the chairman of Jiangsu Xingyu and Huaian Shi Xiangyu Technology Microfinance Ltd.\* (淮安市翔宇科技小額貸款有限公司) and the chairman and general manager of Xiangyu PRC, Jiangsu Xiangyu Water Management Company Limited\* (江蘇翔宇水務有限公司), Xiangyu Environment Protection, Jiangsu Fengyu Property Development Co., Ltd.\* (江蘇豐宇置業有限公司), Jiangsu Xingyu Commerce Co. Ltd.\* (江蘇興宇商務有限公司), Jiangsu Lifu Infrastructure Construction Co., Ltd.\* (江蘇力富基礎設施建設有限公司), Jiangsu Xiangyu Environmental Protection Industry Development Ltd.\* (江蘇翔宇環保產業發展有限公司) ("Xiangyu Environmental Protection Industry") and Jiangsu Xingyu Environment Protection Company Limited\* (江蘇興宇疏浚環保有限公司); and has been responsible for overseeing their daily operations and planning their business strategies. Other than the above mentioned companies, Mr. Liu is the director of Power Wealth Group (BVI) Limited, Xiangyu Dredging Company Limited, Ever Universe Holdings Limited, Power Wealth Engineering Limited and Million Able International Limited. He is also a director of Wangji Limited, being a substantial Shareholder.

Please refer to the "Directors' Report" for details of his discloseable interests in the Company under the provisions of the SFO.

### 董事會

#### 執行董事

**劉開進先生**，59歲，本集團的創辦人，於二零一零年五月三十一日獲委任為董事，於二零一一年五月二十四日由董事調任為執行董事，於二零一六年九月二十三日由董事會聯席主席調任為主席，並於二零一九年三月八日獲委任為提名委員會主席。彼自二零一一年五月二十四日至二零一七年一月五日期間擔任本公司行政總裁。劉先生為執行董事周女士的配偶。

劉先生於一九七七年完成中學課程。於二零零三年，劉先生獲鹽城市人事局頒發高級建築工程師證書。隨著劉先生於中國疏浚業的經驗及知識日深，劉先生於二零零七年成立江蘇興宇。劉先生於中國從事疏浚業逾二十年。

劉先生曾為中國人民政治協商會議江蘇省鹽城市第七屆委員會委員。

劉先生現擔任江蘇興宇及淮安市翔宇科技小額貸款有限公司的董事長以及翔宇中國、江蘇翔宇水務有限公司、翔宇環保、江蘇豐宇置業有限公司、江蘇興宇商務有限公司、江蘇力富基礎設施建設有限公司、江蘇翔宇環保產業發展有限公司(「翔宇環保產業」)及江蘇興宇疏浚環保有限公司的董事長兼總經理，負責監督其日常營運及策劃其業務策略。除上述公司外，劉先生亦為力富集團(BVI)有限公司、翔宇疏浚有限公司、恒宇控股有限公司、力富工程有限公司及萬翔國際有限公司的董事。彼亦作為主要股東擔任旺基有限公司的董事。

彼於本公司擁有根據證券及期貨條例規定須予披露之權益，請參閱本年報「董事會報告」部份。

## Directors' and Senior Management's Profile (Continued)

### 董事及高級管理層簡介(續)

#### Board of Directors (Continued)

##### Executive Directors (Continued)

**Mr. Wu Xuze**, aged 53, has been appointed as an executive Director and the chief executive officer of the Company on 5 January 2017.

Mr. Wu graduated from the Party School of Jiangsu Committee of the Communist Party of China\* (中共江蘇省委黨校) and obtained tertiary education qualification in economic management. Mr. Wu has invested in and managed various companies in the PRC and has acted as chairman, general manager and director of those companies. He has over 10 years of experience in investment management.

Please refer to the "Directors' Report" for details of his discloseable interests in the Company under the provisions of the SFO.

**Ms. Zhou Shuhua**, aged 57, was appointed as a Director on 18 August 2010, and was re-designed as an executive Director on 24 May 2011. Ms. Zhou is mainly responsible for general administrative work of our Group. She is the spouse of Mr. Liu, the chairman of the Board and an executive Director.

Ms. Zhou graduated from The Correspondence Institute of the Party School of the Central Committee of the Communist Party of China\* (中共中央黨校函授學院), the PRC in December 1999 and obtained a graduation certificate for undergraduate courses in administrative management. She also obtained a graduation certificate for undergraduate courses in broadcasting in May 2001 from Nanjing Normal University\* (南京師範大學), the PRC.

Ms. Zhou acts as a Director for Jiangsu Xingyu, Xiangyu Environment Protection, Xiangyu Environmental Protection Industry and Jiangsu Jiaolong.

Please refer to the "Directors' Report" for details of her discloseable interests in the Company under the provisions of the SFO.

#### 董事會(續)

##### 執行董事(續)

吳旭澤先生，53歲，於二零一七年一月五日獲委任為本公司執行董事及行政總裁。

吳先生畢業於中共江蘇省委黨校，取得經濟管理專業大專學歷。吳先生投資並管理多家中國公司，並擔任該等公司董事長、總經理及董事職務，擁有逾十年的投資管理經驗。

彼於本公司擁有根據證券及期貨條例規定須予披露之權益，請參閱本年報「董事會報告」部份。

周淑華女士，57歲，於二零一零年八月十八日獲委任為董事，並於二零一一年五月二十四日調任為執行董事。周女士主要負責本集團的一般行政工作。彼為本集團董事會主席及執行董事劉先生的配偶。

周女士於一九九九年十二月畢業於中國中共中央黨校函授學院，取得行政管理本科學歷。彼亦於二零零一年五月於中國南京師範大學取得播音主持人文學本科學歷。

周女士出任江蘇興宇、翔宇環保、翔宇環保產業及江蘇蛟龍董事職務。

彼於本公司擁有根據證券及期貨條例規定須予披露之權益，請參閱本年報「董事會報告」部份。

## Directors' and Senior Management's Profile (Continued)

### 董事及高級管理層簡介(續)



#### Board of Directors (Continued)

##### Independent Non-executive Directors

**Mr. Huan Xuedong**, aged 69, was appointed as an independent non-executive Director on 25 April 2012. He is also the member of the Audit Committee and the Remuneration Committee.

Mr. Huan graduated from the Correspondence Institute of the Party School of the Central Committee of the Communist Party of China (中共中央黨校函授學院), the PRC with a graduation certificate for undergraduate courses in party administration. He also completed his postgraduate studies in Applied Sociology in Nanjing University (南京大學).

Mr. Huan has served as the Head of Bureau of Township Enterprises of Yan Cheng City\* (鹽城市鄉鎮企業局) and the Head of Bureau of Water Management of Yan Cheng City\* (鹽城市水利局). Currently, Mr. Huan is the chairman of the Agricultural and Water Enterprises Association of Yan Cheng City\* (鹽城市農水企業協會).

**Mr. Chan Ming Sun Jonathan**, aged 47, was appointed as an independent non-executive Director in 30 November 2012. He is a member of the Remuneration Committee and the Nomination Committee and the chairman of Audit committee.

Mr. Chan graduated from the University of New South Wales, Australia with a Bachelor of Commerce degree in Accounting and Computer Information Systems. Mr. Chan is both a member of the Hong Kong Institute of Certified Public Accountants and Certified Public Accountants, Australia. He has extensive working experience in accounting, investment and corporate finance. Mr. Chan worked in an international accounting firm for about five years and currently, he is an investment manager of Sprint Asset Management Limited.

#### 董事會(續)

##### 獨立非執行董事

**還學東先生**，69歲，於二零一二年四月二十五日獲委任為獨立非執行董事。彼亦為審核委員會及薪酬委員會成員。

還先生畢業於中國中共中央黨校函授學院，取得黨政本科學歷。彼亦獲得南京大學應用社會學修畢研究生。

還先生歷任鹽城市鄉鎮企業局局長及鹽城市水利局局長。還先生現任鹽城市農水企業協會會長。

**陳銘樂先生**，47歲，於二零一二年十一月三十日獲委任為獨立非執行董事。彼為薪酬委員會及提名委員會成員以及審核委員會主席。

陳先生畢業於澳洲新南威爾斯大學，持有會計及電腦資訊系統學系商學士學位。陳先生現為香港會計師公會及澳洲會計師公會之會員。彼於會計、投資及企業財務方面擁有豐富的工作經驗。陳先生曾於一間國際會計師事務所任職近五年，現時為新銳資產管理有限公司的投資經理。

## Directors' and Senior Management's Profile (Continued)

### 董事及高級管理層簡介(續)

#### Board of Directors (Continued)

##### Independent Non-executive Directors (Continued)

Mr. Chan is currently an independent non-executive director of Hao Tian Development Group Limited (stock code: 474), Shenyang Public Utility Holdings Company Limited (stock code: 747), Up Energy Development Group Limited (stock code: 307) (note), Fujian Nuoqi Co., Ltd (stock code: 1353) and Changhong Jiahua Holdings Limited (stock code: 3991) whose securities are listed on the main board of the Stock Exchange. Mr. Chan acted as an independent non-executive director of Far East Holdings International Limited (stock code: 36) from 14 November 2014 to 18 July 2017, whose securities are listed on the main board of the Stock Exchange, and of Dining Concepts Holdings Limited (currently known as Life Concepts Holdings Limited, stock code: 8056) for the period from 14 July 2016 to 12 December 2018, whose securities are listed on the GEM of the Stock Exchange.

Note: The appointment of Mr. Chan Ming Sun Jonathan as an independent non-executive director of Up Energy Development Group Limited (stock code: 307) is under dispute. For details, please refer to such company's relevant announcements.

**Mr. Liang Zequan**, aged 51, has been appointed as an independent non-executive Director, a member of the Audit Committee, the chairman of Remuneration Committee and a member of the Nomination Committee on 23 September 2016.

Mr. Liang has been the chairman, secretary of the Communist Party's committee and the general manager of Chengnan Branch of Jiangsu Renhe Zhongheng Consulting Group\* (江蘇仁禾中衡諮詢集團). He is also an independent non-executive director of Jiangsu Gaohe Intelligent Equipment Co., Ltd. (stock code: 831787), a company listed on the Shenzhen Stock Exchange. He held various positions including the chairman, secretary of the Communist Party's general sub-division committee and general manager of Chengnan Branch of Jiangsu Renhe Zhongheng Engineering Consulting Real Estate Valuation Co., Ltd\* (江蘇仁禾中衡工程諮詢房地產估價有限公司), the chairman of Jiangsu Renhe Zhongheng CPA Limited\* (江蘇仁禾中衡會計師事務所有限公司), the chairman of Yancheng Renhe Capital Construction Investment Valuation Co., Ltd\* (鹽城仁禾基本建設投資估價事務所有限公司) and the vice chairman of Yancheng Zhengdao CPA Limited\* (鹽城正道會計師事務所有限公司). Mr. Liang graduated from Yancheng Institute of Technology and obtained the Industrial and Civil Building Engineering professional qualification. He is a PRC principal senior economist with the qualifications of PRC certified engineer, asset appraiser and real estate appraiser.

#### 董事會(續)

##### 獨立非執行董事(續)

陳先生現為昊天發展集團有限公司(股份代號: 474)、審陽公用發展股份有限公司(股份代號: 747)、優派能源發展集團有限公司(股份代號: 307)(附註)、福建諾奇股份有限公司(股份代號: 1353)及長虹佳華控股有限公司(股份代號: 3991)之獨立非執行董事,其證券於聯交所主板上市。陳先生自二零一四年十一月十四日至二零一七年七月十八日為遠東控股國際有限公司(股份代號: 36)之獨立非執行董事,其證券於聯交所主板上市,並自二零一六年七月十四日至二零一八年十二月十二日於飲食概念控股有限公司(現稱生活概念控股有限公司,股份代號: 8056)出任獨立非執行董事,其證券於聯交所GEM上市。

附註: 有關陳銘樂先生擔任優派能源發展集團有限公司(股份代號: 307)之獨立非執行董事之委任存在爭議。有關詳情請參閱該公司之相關公告。

**梁澤泉先生**, 51歲, 於二零一六年九月二十三日獲委任為獨立非執行董事、審核委員會成員、薪酬委員會主席及提名委員會成員。

梁先生現任職江蘇仁禾中衡諮詢集團董事長、黨委書記兼城南分公司總經理。彼亦為一家於深圳證券交易所上市之公司江蘇高和智能裝備股份有限公司(股份代號: 831787)之獨立非執行董事。梁先生曾擔任多個職位,包括江蘇仁禾中衡工程諮詢房地產估價有限公司董事長、黨總支書記兼城南分公司總經理,江蘇仁禾中衡會計師事務所有限公司董事長,鹽城仁禾基本建設投資估價事務所有限公司董事長,以及鹽城正道會計師事務所有限公司副所長等職位。梁先生畢業於鹽城工學院,並獲工業與民用建築專業學歷。梁先生乃中國正高級經濟師,並具有中國註冊造價工程師、資產評估師及房地產估價師資格。

## Directors' and Senior Management's Profile (Continued)

### 董事及高級管理層簡介(續)



#### Board of Directors (Continued)

##### Independent Non-executive Directors (Continued)

Mr. Liang currently serves as the vice chairman of Jiangsu Province Real Estate Appraisers and Agents Association\* (江蘇省房地產估價與經紀協會), an expert of Jiangsu Cost Advisory Expert Committee\* (江蘇省造價諮詢專家委員會), an executive director of Registered Accountants Association of Yancheng City, Jiangsu Province\* (江蘇省鹽城市註冊會計師協會), a special auditor of Audit Bureau of Yancheng City, Jiangsu Province\* (江蘇省鹽城市審計局), the vice chairman of Junior Chamber of Commerce of Tingfu District, Yancheng City, Jiangsu Province\* (江蘇省鹽城市亭湖區青年商會), a representative of the 7th Congress of the Communist Party of China of Tingfu District, Yancheng City, Jiangsu Province\* (中共江蘇省鹽城市亭湖區七屆黨代表), the vice chairman of Association of Forensic Sciences of Yancheng City, Jiangsu Province\* (江蘇省鹽城市司法鑒定協會) and the vice chairman of Federation of Industry and Commerce of Yancheng City, Jiangsu Province\* (江蘇省鹽城市工商聯副主席).

#### Senior Management

**Mr. Xu Wenyue**, aged 48, joined the Group in October 2011 and is the chief financial officer of the Company. He is the head of accounting department of the Group and is responsible for overseeing the daily accounting and financial matters of the Group, both in the PRC and Hong Kong.

Mr. Xu graduated from the profession of accounting of Nanjing Economic Institute\* (南京經濟學院) in 1999. Mr. Xu is a senior accountant in the PRC (中國高級會計師) and both a member of the Chinese Institute of Certified Public Accountants (中國註冊會計師協會) and the China Certified Tax Agents Association (中國註冊稅務師協會). Prior to joining the Group, Mr. Xu worked in a listed group in Hong Kong as a financial controller.

**Ms. Ding Jiying (丁繼穎女士)**, aged 45, joined the Group in December 2011 as the internal control officer. She is responsible for overseeing the internal control matters of the Group.

Ms. Ding passed the examinations of the PRC Accountant Examination (Intermediate level)\* (全國中級會計師考試) and Nanjing University of Finance and Economics\* (南京財經大學) in 2000 and 2007, respectively, and awarded with the Bachelor of Management. She is qualified as a PRC Certified Accountant\* (全國註冊會計師) and China Real Estate Appraisers\* (全國註冊房地產估價師).

#### 董事會(續)

##### 獨立非執行董事(續)

梁先生現擔任江蘇省房地產估價與經紀協會副會長、江蘇省造價諮詢專家委員會專家、江蘇省鹽城市註冊會計師協會常務理事、江蘇省鹽城市審計局特約審計員、江蘇省鹽城市亭湖區青年商會副會長、中共江蘇省鹽城市亭湖區七屆黨代表、江蘇省鹽城市司法鑒定協會副會長及江蘇省鹽城市工商聯副主席。

#### 高級管理層

**徐文躍先生**，48歲，於二零一一年十月加盟本集團。現為本公司財務總監。彼為本集團會計部主管並負責監督本集團於中國及香港的日常會計及財務事宜。

徐先生於一九九九年畢業於南京經濟學院會計學專業。徐先生先為中國高級會計師、中國註冊會計師協會會員及中國註冊稅務師協會會員。加盟本集團前，徐先生在香港一間上市集團擔任財務總監。

**丁繼穎女士**，45歲，於二零一一年十二月加盟本集團為內部監控專員。彼負責監督本集團的內部監控事宜。

丁女士分別於二零零零年及二零零七年通過全國中級會計師考試及南京財經大學考試，獲得管理學學士學位。彼亦擁有全國註冊會計師及全國註冊房地產估價師資格。

## Directors' and Senior Management's Profile (Continued)

### 董事及高級管理層簡介(續)

#### Senior Management (Continued)

Ms. Ding has about 16 years' experience in accounting, financial and internal control aspects. Prior to joining the Group, she has worked in certain sizeable enterprises as financial manager and also worked in the auditing and business consulting division of a PRC accounting firm, mainly responsible for internal control review engagements.

**Mr. Yang Xianbo (楊先波先生)**, aged 55, joined the Group as general manager of Jiangsu Xingyu in November 2012 and is responsible for overseeing the Group's dredging operations.

Mr. Yang has more than 20 years of experience in the dredging industry. Mr. Yang has been responsible for the development, implementation and management of a number of national key dredging projects and he is highly renowned in the dredging industry. Prior to joining Jiangsu Xingyu, Mr. Yang was appointed as the deputy director of Changjiang Wuhan Waterway Engineering Company\* (長江武漢航道工程局副局長), a sizeable state-owned dredging enterprise under the Ministry of Transport (交通運輸部). He was awarded with the Certificate of Senior Engineer in waterways engineering\* (航道工程高級工程師) by the Ministry of Communication (交通部) (now known as the Ministry of Transport (交通運輸部)) in 2006 and the Certificate of Registration of Constructor of First Class\* (一級建造師) by the Ministry of Construction (建設部) in 2008.

**Mr. Wang Julin (王菊林先生)**, aged 68, joined the Group as the chief engineer in August 2010, and is responsible for the management of the engineering department of Jiangsu Xingyu. Mr. Wang studied the profession of ports and waterways at Hohai University (河海大學) of the PRC (formerly known as East China Technical University of Water Resources (華東水利學院)) from 1974 to 1978. He was awarded the Certificate of Senior Engineer in waterways engineering by the Ministry of Communications (交通部) (now known as the Ministry of Transport (交通運輸部)) in 1998 and was awarded the Certificate of Registration of Constructor of First Class by the Ministry of Construction (建設部) in 2008.

Mr. Wang has over 30 years of experience in the implementation, management and administration of waterways engineering. Before joining the Group, he worked for the engineering department of Changjiang Wuhan Waterway Engineering Company\* (長江武漢航道工程局) for about 15 years and has held the positions of officer and project manager. He has been responsible for sizeable dredging projects in the PRC. Thereafter, Mr. Wang worked in a subsidiary under Changjiang Wuhan Waterway Engineering Company\* (長江武漢航道工程局) as a manager for about three years. In 1996, Mr. Wang rejoined Changjiang Wuhan Waterway Engineering Company for about eight years and has held the positions of deputy chief and chief of the engineering and business department and deputy chief engineer (constructor of first class). He has been responsible for the inspection, negotiation and overseeing of various projects and entering into of relevant contracts.

#### 高級管理層(續)

丁女士擁有約16年的會計、財務及內部監控經驗。加盟本集團前，丁女士在若干大型企業擔任財務經理，亦於中國一所會計師事務所的審計、企業管理諮詢部工作，主理審查內部監控的工作。

**楊先波先生**，55歲，於二零一二年十一月加盟本集團為江蘇興宇總經理，並負責監督本集團的疏浚業務。

楊先生擁有超過二十年疏浚行業的經驗。楊先生曾負責過多個國家重點疏浚項目的發展、實施及管理，並獲得疏浚業內好評。加入江蘇興宇前，楊先生獲委任為交通運輸部轄下的大型國有疏浚企業長江武漢航道工程局副局長。彼於二零零六年獲交通部(現稱交通運輸部)頒發航道工程高級工程師證書及於二零零八年獲建設部頒發一級建造師註冊證書。

**王菊林先生**，68歲，於二零一零年八月加盟本集團為首席工程師及負責管理江蘇興宇的工程部。王先生於一九七四年至一九七八年於中國河海大學(前稱華東水利學院)修讀港口及航道專業。彼於一九九八年獲交通部(現稱交通運輸部)頒授航道工程高級工程師證書，並於二零零八年獲建設部頒發一級建造師註冊證書。

王先生擁有超過30年航道工程施工、管理及行政經驗。在加盟本集團之前，彼在長江武漢航道工程局工作約15年，曾出任科員及項目經理，負責處理中國大型的疏浚項目。其後，王先生於長江武漢航道工程局的一家附屬公司擔任經理約3年。於一九九六年，王先生重返長江武漢航道工程局工作約8年，曾擔任工程、經營科副科長、科長及副總工程師(一級建造師)。彼曾負責多個項目的勘察、洽談及監察並訂立相關合約。

# Corporate Governance Report

## 企業管治報告



The Board is pleased to present the corporate governance report for the Review Period. This report describes how the Group has applied its corporate governance practices to its daily activities.

### Corporate Governance Code

The Group's corporate governance framework bases on two main beliefs:

- We are well-committed to maintaining good corporate governance practices and procedures; and
- We recognise the need to adopt practices that improve ourselves continuously for a quality management.

The Group has applied these principles and adopted all code provisions, where applicable, of the CG Code contained in Appendix 14 to the Listing Rules as our own code of corporate governance. The Directors consider that the Company has complied with all applicable code provisions under the CG Code.

### Model Code for Directors' Securities Transactions

The Company has adopted the Model Code as the Company's code of conduct for dealings in securities of the Company by the Directors. In response to specific enquiry made by the Company, each of the Directors confirmed that he/she had complied with the required standard of dealings and the code of conduct regarding securities transactions by the Directors throughout the Review Period.

### Constitutional Documents

No amendment to the memorandum and articles of association of the Company was made during the Review Period.

董事會欣然呈報回顧期間之企業管治報告。本報告描述本集團如何在日常業務中應用其企業管治常規。

### 企業管治守則

本集團的企業管治框架乃基於兩條主要信念：

- 我們致力於維持良好的企業管治常規及程序；及
- 我們認識到需要採納不斷改善我們自身發展的常規，以確保管理層具備資格。

本集團一直應用上市規則附錄十四所載的企業管治守則的有關原則，並已採納所有守則條文(倘適用)，作為我們自身的企業管治守則。董事認為，本公司已遵守企業管治守則之所有適用守則條文。

### 董事進行證券交易的標準守則

本公司已採納標準守則，作為董事進行本公司證券交易的本公司操守守則。經本公司作出特定查詢後，各董事已確認其於整個回顧期間遵守交易的規定標準及董事進行證券交易的操守準則。

### 公司組織章程文件

於回顧期間，概無對本公司的組織章程大綱及細則作出任何修訂。



### Board of Directors

#### Board Composition

As at the date of this annual report, the Board comprises three executive Directors and three independent non-executive Directors.

Composition of the Board and its changes during the Review Period and up to date of this annual report are as follows:

#### Executive Directors:

Mr. Liu Kaijin  
Mr. Wu Bin (resigned on 31 March 2020)  
Mr. Wu Xuze  
Ms. Zhou Shuhua

#### Non-executive Director:

Mr. Liu Longhua (resigned on 8 March 2019)

#### Independent non-executive Directors:

Mr. Huan Xuedong  
Mr. Chan Ming Sun Jonathan  
Mr. Liang Zequan

The biographical details of the incumbent Directors and the relationships among them are set out in the section headed "Directors' and Senior Management's Profile" of this annual report.

The Board believes that it has a balanced composition of executive Directors and non-executive Directors (including independent non-executive Directors) and there is an independent element on the Board, which can effectively exercise independent judgement. As at 31 December 2019, the Company has three independent non-executive Directors who provide the Group with adequate check and balance. Each of them is considered to be independent and has complied with the provisions set out in rule 3.13 of the Listing Rules. All of them are identified as such in all corporate communications that disclose the names of the Directors. Their functions are not only limited to a restricted scope and they have contributed to the Group with diversified industry expertise, and advised on the Group's management and proceedings.

One of the three independent non-executive Directors, namely Mr. Chan Ming Sun Jonathan, has professional qualifications in accounting or related financial management expertise.

### 董事會

#### 董事會的組成

於本年報日期，董事會由三名執行董事及三名獨立非執行董事組成。

回顧期間及直至本年報日期，董事會的組成如下：

#### 執行董事：

劉開進先生  
伍斌先生(於二零二零年三月三十一日辭任)  
吳旭澤先生  
周淑華女士

#### 非執行董事：

劉龍華先生(於二零一九年三月八日辭任)

#### 獨立非執行董事：

還學東先生  
陳銘樂先生  
梁澤泉先生

現任董事的履歷詳情及彼等之間的關係載列於本年報「董事及高級管理層簡介」一節。

董事會相信，其執行董事及非執行董事(包括獨立非執行董事)的組成比例均衡，董事會具備獨立性，能夠有效行使獨立判斷。於二零一九年十二月三十一日，本公司擁有三名獨立非執行董事，以令本集團具備適當的制衡。彼等各自均被視為具有獨立性，並一直遵守上市規則第3.13條所載條文。於所有載有董事姓名的公司通訊中，均註明彼等的身份。彼等的職能不只是局限於受限範圍內，彼等還以其多元化的行業知識為本集團作出貢獻，並為本集團的管理及議事程序提出建議。

在三名獨立非執行董事中，其中一名(即陳銘樂先生)具備會計專業資格或相關財務管理知識。



### Board of Directors (Continued)

#### Responsibilities of the Board and Delegation

The Board is responsible for the approval and monitoring of the Group's overall strategies and policies, approval of business plans, evaluation of its performance, overseeing the management and in charge of corporate governance function. It is also responsible for promoting the success of the Group and its businesses by directing and supervising the Group's affairs.

The Board delegates day-to-day operations of the Group to executive Directors and senior management while reserving certain key matters for its approval. Board committees for specific functions are also set up to ensure efficient Board operations. The respective functions and responsibilities reserved to the Board and those delegated to Board committees have been clearly set out in their respective terms of reference.

Decisions of the Board are communicated to the management through executive Directors who have attended the Board meetings.

#### Corporate Governance Functions

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

- (a) to develop and review the Company's policies and practices on corporate governance;
- (b) to review and monitor the training and continuous professional development of the Directors and senior management;
- (c) to review and monitor the Company's policies and practices in compliance with legal and regulatory requirements;
- (d) to develop, review and monitor the code of conduct and compliance manual (if any) applicable to employees and the Directors; and
- (e) to review the Company's compliance with the CG Code and disclosure in the corporate governance report.

During the Review Period, the Board developed certain new policies on corporate governance; and reviewed the compliance with the CG Code and the disclosure in this corporate governance report and the training and continuous professional development of the Directors.

### 董事會(續)

#### 董事會責任及授權

董事會負責批准及監察本集團的整體策略及政策、審批商業計劃、評核其的表現、監督管理層的工作及負責企業管治職務。此外，董事會負責指導及監督本集團的事務，以推進本集團及其業務的成功運作。

董事會將本集團的日常運作交由執行董事及高級管理層處理，但保留對若干重大事宜作出審批的權利。本公司亦設立具特定職能的董事委員會，以確保董事會的高效運作。董事會保留及授予董事委員會的各職能及職責已分別明確載列於各職權範圍內。

董事會之決定將由出席董事會會議之執行董事轉達管理層。

#### 企業管治職能

董事會負責履行本公司之企業管治職能，包括：

- (a) 制定及檢討本公司之企業管治政策及常規；
- (b) 檢討及監察董事及高級管理人員之培訓及持續專業發展；
- (c) 檢討及監察本公司在遵守法律及監管規定方面之政策及常規；
- (d) 制定、檢討及監察僱員及董事的行為守則及合規手冊(如有)；及
- (e) 檢討本公司遵守企業管治守則之情況及在企業管治報告內之披露。

於檢討期間，董事會已制定若干新企業管治政策；以及檢討企業管治守則的遵守情況、於本企業管治報告的披露及董事的培訓及持續專業發展。

### Board of Directors (Continued)

#### Chairman and Chief Executive Officer

The roles of the chairman and the chief executive officer are segregated and are held by Mr. Liu Kaijin and Mr. Wu Xuze respectively. Mr. Liu Kaijin, being the chairman, is responsible for the management of the Board and Mr. Wu Xuze, being the chief executive officer of the Company, is responsible for the day-to-day management of the Group's businesses.

#### Appointments, Re-election and Removal of Directors

Each of the executive Directors is engaged on a Director's service contract with the Company. The letters of appointment of non-executive Director and independent non-executive Directors also set out the specific terms and conditions relative to their respective appointment. All remuneration paid to executive Directors are covered by respective service contracts, and all remuneration paid to non-executive Directors (including independent non-executive Directors) are covered by respective letters of appointment. Details of the terms of appointment of the Directors are disclosed in the section "Director's Service Contracts" of the Directors' Report in this annual report.

Pursuant to the Articles, any Director appointed by the Board shall hold office until the next following general meeting of the Company and shall then be eligible for re-election. Also, pursuant to the Articles, at each annual general meeting, one-third of the Directors for the time being (or, if their number is not three or a multiple of three, then the number nearest to but not less than one-third) shall retire from office by rotation, provided that every Director (including the non-executive Director and independent non-executive Directors) shall be subject to retirement by rotation at least once every three years.

### 董事會(續)

#### 主席及行政總裁

主席及行政總裁之職務已分開，並分別由劉開進先生及吳旭澤先生擔任。主席劉開進先生負責董事會管理，而本公司行政總裁吳旭澤先生負責本集團業務日常管理。

#### 委任、重選及罷免董事

獲委聘的各執行董事與本公司訂立董事服務合約。非執行董事及獨立非執行董事的委任書亦載有與彼等的委任相關的具體條款及條件。所有向執行董事支付的酬薪均根據各自訂立的服務合約作出，以及所有向非執行董事(包括獨立非執行董事)支付的酬薪均根據各自訂立的委任書作出。委任董事條款詳情於本年報董事會報告「董事的服務合約」一節披露。

根據細則，任何獲董事會委任的董事須任職至本公司舉行下屆股東大會為止，屆時將符合資格膺選連任。此外，根據細則，在每屆股東週年大會上，當時三分之一董事(或倘人數並非三或三的倍數，則以最接近但不少於三分之一的人數為準)將輪值退任，惟每名董事(包括非執行董事及獨立非執行董事)須至少每三年輪值退任一次。



### Board of Directors (Continued)

#### Board Meetings

The Group adopted the practice of holding Board meetings for executive Directors regularly and holding Board meetings that included both executive Directors and non-executive Directors at least four times every year. The Board will also meet on other occasions when a board-level decision on a particular matter is required.

Generally, at least 14-days' notice for the Company's regular Board meeting, and reasonable time for all other meetings, would be given prior to such meetings. Agenda for a meeting are sent to all Directors prior to the meeting. The Directors will receive details of agenda items for decision at least three days before regular Board meetings.

The Directors consider and approve the Company's matters by way of written resolutions circulated to them as and when necessary. If a Director has a material interest in a matter to be considered by the Board, a physical meeting will be held to discuss the matter instead of seeking Directors' written consent by way of circulation of written resolution.

Throughout the Review Period, the Directors also participated in the consideration and approval of matters of the Company by way of written resolutions circulated to them. Supporting written materials were provided in the circulation and verbal briefings were given by company secretary of the Company when required.

In order to ensure that Board procedures, and all applicable rules and regulations are followed, all Directors are able to access the Company's company secretary for advice from time to time. Moreover, upon reasonable request, the Directors will be able to seek independent professional advice in appropriate circumstances at the Company's expense. All Directors were given an opportunity to include matters in the agenda of meetings for discussion.

### 董事會(續)

#### 董事會會議

本集團採納的常規是定期為執行董事舉行董事會會議及每年至少舉行四次有執行董事及非執行董事出席的董事會會議。董事會亦將於其他須董事會就特定事宜作出決定的情況下召開會議。

一般而言，於舉行本公司定期董事會會議前，至少須發出14日的通知，至於所有其他會議，則須於會議舉行前發出合理的時間通知。會議議程將於舉行會議前發送至全體董事。董事將於舉行定期董事會會議前至少三日收到詳細議程，以便作出決定。

各董事於必要時傳閱書面決議案，以考慮及批准本公司事宜。倘若某董事於董事會將予考慮的事項中存有重大的利益，本公司將會召開討論有關事項之會議而不會以傳閱董事決議案之方式尋求董事認可。

回顧期間內，各董事亦獲傳閱書面決議案，參與考慮及批准本公司事宜。本公司在傳閱時已提供書面資料，而在需要時則由本公司秘書作出口頭陳述。

為確保遵守董事會程序以及所有適用的規則及規例，所有董事均可不時自本公司的公司秘書獲取意見。此外，於提出合理要求後，董事將可在合適的情況下尋求獨立專業意見，費用由本公司承擔。所有董事均有機會將有關事宜納入會議議程內，以進行討論。

### Board of Directors (Continued)

#### Board Meetings (Continued)

To ensure a competent Board operation, all Directors gave sufficient time and attention to the affairs of the Group during the Review Period. During the Review Period, six Board meetings (excluding delegated committees' meetings) were held and attendance of each Director is set out as follows:

Name of Director		Number of attendance	Number of meetings held during term of office
董事姓名		出席次數	任職期內舉行的會議次數
<i>Executive Directors</i>			
Mr. Liu Kaijin	執行董事 劉開進先生	6	6
Mr. Wu Bin (resigned on 31 March 2020)	伍斌先生(於二零二零年三月三十一日辭任)	6	6
Mr. Wu Xuze	吳旭澤先生	5	6
Ms. Zhou Shuhua	周淑華女士	6	6
<i>Non-executive Director</i>			
Mr. Liu Longhua (resigned on 8 March 2019)	非執行董事 劉龍華先生 (於二零一九年三月八日辭任)	1	1
<i>Independent non-executive Directors</i>			
Mr. Huan Xuedong	獨立非執行董事 還學東先生	6	6
Mr. Chan Ming Sun Jonathan	陳銘樂先生	6	6
Mr. Liang Zequan	梁澤泉先生	5	6

Minutes of Board meetings and meetings of Board committees are kept by the company secretary or other duly authorised person. All minutes are open for inspection by any Director on reasonable notice. Such minutes are recorded in sufficient detail of the matters considered and decisions reached. Draft and final versions of minutes of Board meetings are sent to all Directors for their comments and records.

### 董事會(續)

#### 董事會會議(續)

為確保董事會的有效運作，於回顧期間，所有董事已為本集團的事宜投入充分的時間及精力。於回顧期間，已舉行六次董事會會議(不包括授權委員會會議)，各董事的出席情況載列如下：

董事會會議及董事委員會會議的會議記錄乃由公司秘書或獲正式授權的其他人士保存。所有會議記錄在合理通知下可供任何董事查閱。該等會議記錄足夠詳細地記錄已考慮的事宜及作出的決定。董事會會議記錄的初稿及最終定稿會發送至所有董事，以供彼等作出意見及保存。



### Board of Directors (Continued)

#### Directors' Training

As part of an ongoing process of directors' training, the Company updates Directors on the latest development regarding the Listing Rules and other applicable regulatory requirements from time to time, to ensure compliance and enhance their awareness of good corporate governance practices.

According to the Directors' training records provided to the Company, the training undertaken by all Directors during the Review Period is summarised as below:

### 董事會(續)

#### 董事培訓

作為董事持續培訓之一部分，本公司不時向董事提供有關上市規則及其他適用監管規定之最新發展資料，以確保董事遵守該等規則及提高其對良好企業管治常規之認知。

根據本公司獲提供之董事培訓記錄，所有董事於回顧期間接受的培訓概述如下：

**Reading materials and/or attending training courses relevant to the Company's business, to their duties and responsibilities and/or to corporate governance or regulation**

閱讀材料及／或

出席培訓課程內容有關

本公司業務、彼等的職務或

職責及／或企業管治或規定

#### Name of Director

#### 董事姓名

<i>Executive Directors:</i>	<b>執行董事：</b>	
Mr. Liu Kaijin	劉開進先生	✓
Mr. Wu Bin (resigned on 31 March 2020)	伍斌先生(於二零二零年三月三十一日辭任)	✓
Mr. Wu Xuze	吳旭澤先生	✓
Ms. Zhou Shuhua	周淑華女士	✓
<i>Non-executive Director:</i>	<b>非執行董事：</b>	
Mr. Liu Longhua (resigned on 8 March 2019)	劉龍華先生 (於二零一九年三月八日辭任)	—
<i>Independent non-executive Directors:</i>	<b>獨立非執行董事：</b>	
Mr. Huan Xuedong	還學東先生	✓
Mr. Chan Ming Sun Jonathan	陳銘樂先生	✓
Mr. Liang Zequan	梁澤泉先生	✓

Orientation is provided to newly appointed Directors (if any) upon their appointments. Each of them will receive a director's manual from the Company which contains a package of orientation materials on the operations and businesses of the Group, together with information relating to the duties and responsibilities of directors under the Listing Rules and statutory regulations.

本公司於新上任董事(如有)獲委任後立刻向其提供迎新介紹。彼等將各獲發一份本公司的董事手冊，當中載有一套有關本集團營運及業務的迎新資料，以及與上市規則及監管規定下的董事職責及責任有關的資料。

### Board Committees

#### Remuneration Committee

The Company has set up a remuneration committee with specific terms of reference with appropriate modification when necessary, which state clearly its authority and duties. To make consistency of the Remuneration Committee's terms of reference with such terms of reference of other Board committees, the Board adopted the current terms of reference of the Remuneration Committee in January 2019.

The principal responsibilities of the Remuneration Committee include making recommendations to the Board on the Group's policy and structure for all remuneration of Directors and senior management and reviewing the specific remuneration packages of all executive Directors and senior management by reference to corporate goals and objectives resolved by the Board from time to time.

During the Review Period, the Remuneration Committee conducted review of the remuneration policy and structure of the Directors and senior management which took into account the prevailing market condition and the responsibilities and performance of individual members. No change to the terms was proposed to the Board by the Remuneration Committee. Further, the Remuneration Committee made recommendations to the Board on the remuneration packages for the executive Directors and the independent non-executive Directors during the Review Period.

Pursuant to code provision B.1.5 of the CG Code, the remuneration of the members of the senior management by band for the Review Period is set out below:

#### In the band of 範圍

#### Number of individuals 僱員人數

Nil to HK\$1,000,000

零至1,000,000港元

4

### 董事委員會

#### 薪酬委員會

本公司已成立薪酬委員會，並制定特定的職權範圍（必要時作出適當修改），清楚列明其職權及職責。為使薪酬委員會的職權範圍與其他董事會委員會的職權範圍的一致性，董事會於二零一九年一月採納現時的薪酬委員會職權範圍。

薪酬委員會的主要職責包括就本集團董事及高級管理層的全體薪酬政策及架構向董事會提出建議，及因應董事會不時所訂的企業方針及目標而審核全體執行董事及高級管理層的特定薪酬待遇。

回顧期間，薪酬委員會對董事及高級管理層的薪酬政策及架構作出檢討，並計及現行市況及個別成員的職責及表現。薪酬委員會並無向董事會建議修改有關條款。此外，薪酬委員會於回顧期間就執行董事及獨立非執行董事之薪酬待遇向董事會作出推薦建議。

根據企業管治守則的守則條文B.1.5，高級管理層人員於回顧期間之薪酬範圍載列如下：



### Board Committees (Continued)

#### Remuneration Committee (Continued)

During the Review Period, two committee meetings were held and the attendance of each member as to the said meetings is set out as follows:

Name of Director		Number of attendance	Number of meetings held during term of office
董事姓名		出席次數	任職期內舉行的會議次數
<i>Non-executive Director:</i>	<i>非執行董事：</i>		
Mr. Liu Longhua (resigned on 8 March 2019)	劉龍華先生 (於二零一九年三月八日辭任)	0	0
<i>Independent Non-executive Directors:</i>	<i>獨立非執行董事：</i>		
Mr. Huan Xuedong (appointed on 8 March 2019)	還學東先生 (於二零一九年三月八日獲委任)	2	2
Mr. Chan Ming Sun Jonathan	陳銘樂先生	2	2
Mr. Liang Zequan <sup>#</sup>	梁澤泉先生 <sup>#</sup>	2	2

<sup>#</sup> Mr. Liang Zequan acted as the chairman of the Remuneration Committee.

### 董事委員會(續)

#### 薪酬委員會(續)

於回顧期間，已舉行兩次委員會會議，各成員出席上述會議的情況載列如下：

		Number of attendance	Number of meetings held during term of office
		出席次數	任職期內舉行的會議次數
<i>Non-executive Director:</i>	<i>非執行董事：</i>		
Mr. Liu Longhua (resigned on 8 March 2019)	劉龍華先生 (於二零一九年三月八日辭任)	0	0
<i>Independent Non-executive Directors:</i>	<i>獨立非執行董事：</i>		
Mr. Huan Xuedong (appointed on 8 March 2019)	還學東先生 (於二零一九年三月八日獲委任)	2	2
Mr. Chan Ming Sun Jonathan	陳銘樂先生	2	2
Mr. Liang Zequan <sup>#</sup>	梁澤泉先生 <sup>#</sup>	2	2

<sup>#</sup> 梁澤泉先生擔任薪酬委員會主席。

### Nomination Committee

The Company has set up a nomination committee with specific terms of reference with appropriate modification when necessary, which state clearly its authority and duties. To keep the Nomination Committee's terms of reference in line with the Listing Rules amendments relating to director nomination policy, the Board adopted the current terms of reference of the Nomination Committee in January 2019.

The principal duties of the Nomination Committee include reviewing the size, structure and composition of the Board, identifying individuals qualified to become Board members, making recommendations to the Board on the appointment or re-appointment and succession planning of Directors, and assessing the independence of the independent non-executive Directors.

### 提名委員會

本公司已成立提名委員會，並制定特定的職權範圍(必要時作出適當修改)，清楚列明其職權及職責。為使提名委員會的職權範圍符合上市規則有關董事提名政策之修訂，董事會已於二零一九年一月採納現時的提名委員會職權範圍。

提名委員會的主要職責包括檢討董事會的規模、架構及組成、物色合資格可擔任董事的人士、就董事的委任或重新委任及繼任計劃向董事會作出推薦建議，以及評估獨立非執行董事的獨立性。



### Board Committees (Continued)

#### Nomination Committee (Continued)

The Company recognises and embraces the benefits of diversity of the Board members. The following measurable objectives for the purpose of implementation of the board diversity policy are adopted:

- (a) at least 40% of the members of the Board shall be non-executive directors or independent non-executive directors;
- (b) at least 65% of the members of the Board shall have attained bachelor's degree or above;
- (c) at least 30% of the members of the Board shall have obtained accounting or other professional qualifications;
- (d) at least 75% of the members of the Board shall have more than seven years of experience in the industry he is specialised in; and
- (e) at least 50% of the members of the Board shall have China-related work experience.

Under the director nomination policy of the Company in force with effect from 1 January 2019, when making recommendations to the Board relating to the appointment or re-appointment of proposed Directors, the Nomination Committee shall take into the following factors:

- (a) character and integrity of the proposed Directors;
- (b) qualifications including skills, knowledge, experience, and professional expertise possessed by the proposed Directors that are relevant to the operations of the Group;
- (c) the proposed Directors' willingness to devote adequate time to discharge duties as a member of the Board and the Board committees;
- (d) diversity in all aspects, including but not limited to gender, age, cultural and educational background, professional qualification, skills, knowledge and experience;
- (e) requirements of the proposed Directors' independence set out in rule 3.13 of the Listing Rules for nominating an independent non-executive Director; and
- (f) any other relevant factors as may be determined by the Nomination Committee or the Board from time to time.

### 董事委員會(續)

#### 提名委員會(續)

本公司明白並深信董事會成員多元化裨益良多。就實施董事會多元化政策而言，乃採納以下可計量目標：

- (a) 至少40%董事會成員須為非執行董事或獨立非執行董事；
- (b) 至少65%董事會成員須獲得學士或以上學位；
- (c) 至少30%董事會成員須獲得會計或其他專業資格；
- (d) 至少75%董事會成員須於其專攻行業內擁有七年以上經驗；及
- (e) 至少50%董事會成員須擁有中國相關工作經驗。

根據本公司於二零一九年一月一日起生效的董事提名政策，提名委員會就委任或重新委任候任董事向董事會作出推薦建議時，應考慮以下因素：

- (a) 候任董事的品格與誠實；
- (b) 候任董事所擁有的資格包括與本集團業務相關的技能、知識、經驗及專業資格；
- (c) 候任董事能夠投放足夠的時間履行身為董事會及董事會委員會成員的職責；
- (d) 董事會各方面的多元化，包括但不限於性別、年齡、文化和教育背景、專業資格、技能、知識和經驗；
- (e) 被提名為獨立非執行董事的候任董事必須符合上市規則第3.13條所載的獨立性規定；及
- (f) 委員會或董事會不時決定的任何其他相關因素。



### Board Committees (Continued)

#### Nomination Committee (Continued)

The Nomination Committee has reviewed the size and composition of the Board and the independence of independent non-executive Directors and also made recommendations to the Board in relation to the re-appointment of the retiring Directors for the Review Period. The measurable objectives set out above for the purpose of implementation of the board diversity policy are achieved.

During the Review Period, two committee meetings were held and the attendance of each member as to the said meetings is set out as follows:

Name of Director		Number of attendance	Number of meetings held during term of office
董事姓名		出席次數	任職期內舉行的會議次數
<i>Executive Director:</i> Mr. Liu Kaijin <sup>#</sup> (appointed on 8 March 2019)	<i>執行董事:</i> 劉開進先生 <sup>#</sup> (於二零一九年三月八日獲委任)	2	2
<i>Non-executive Director:</i> Mr. Liu Longhua <sup>#</sup> (resigned on 8 March 2019)	<i>非執行董事:</i> 劉龍華先生 <sup>#</sup> (於二零一九年三月八日辭任)	0	0
<i>Independent Non-executive Directors:</i> Mr. Chan Ming Sun Jonathan Mr. Liang Zequan	<i>獨立非執行董事:</i> 陳銘樂先生 梁澤泉先生	2 2	2 2

<sup>#</sup> Mr. Liu Longhua acted as the chairman of the Nomination Committee until 8 March 2019. Following the resignation of Mr. Liu Longhua, Mr. Liu Kaijin was appointed as the chairman of the Nomination Committee on 8 March 2019.

#### Audit Committee

The Company has established an audit committee with specific written terms of reference that have included the duties which are set out in CG Code provision C.3.3 with appropriate modification when necessary. To keep the Audit Committee's terms of reference in line with the Listing Rules amendments, the Board adopted the current terms of reference of the Audit Committee in January 2019.

### 董事委員會(續)

#### 提名委員會(續)

回顧期間，提名委員會已檢討董事會的規模及組成以及獨立非執行董事的獨立性，並就重新委任退任董事向董事會作出推薦建議。本公司已達致為落實董事會多元化政策的上述可計量目標。

於回顧期間，已舉行兩次委員會會議，各成員出席上述會議的情況載列如下：

<sup>#</sup> 劉龍華先生擔任提名委員會主席直至二零一九年三月八日。於劉龍華先生辭任後，劉開進先生於二零一九年三月八日獲委任為提名委員會主席。

#### 審核委員會

本公司已成立審核委員會，並制定特定的書面職權範圍，當中包括企業管治守則的守則條文C.3.3所載的職責(於必要時作出適當修訂)。為使審核委員會的職權範圍符合上市規則之修訂，董事會已於二零一九年一月採納現時的審核委員會職權範圍。

### Board Committees (Continued)

#### Audit Committee (Continued)

The major role and function of the Audit Committee are to ensure the maintenance of proper relationship with the Company's auditor, the establishment of proper review and control arrangements relating to internal control and risk management systems, financial reporting and the compliance to applicable reporting requirements.

The Audit Committee reviewed the consolidated financial statements for the six months ended 30 June 2019 and consolidated financial statements for the Review Period of the Group, including the Group's adopted accounting principles and practices, the continuing connected transactions of the Company, internal control systems and financial reporting matters (in conjunction with the external auditor for the annual results). The Audit Committee also monitored the effectiveness of the external audit and oversaw the appointment, remuneration and terms of engagement of the Company's external auditor, as well as its independence. The Audit Committee endorsed the accounting treatments adopted by the Company and, to the best of its ability assured itself that the disclosures of the financial information in this annual report comply with the applicable accounting standards and Appendix 16 to the Listing Rules.

As at 31 December 2019, the Audit Committee comprised three independent non-executive Directors and regular Audit Committee meetings were held pursuant to its terms of reference. During the Review Period, two committee meetings were held in the attendance of the external auditor, and the attendance of each member as to the said meetings is set out as follows:

Name of Director		Number of meetings held during term of office	Number of attendance
董事姓名		任職期內舉行 的會議次數	出席次數
<i>Independent Non-executive Directors:</i>	<i>獨立非執行董事：</i>		
Mr. Huan Xuedong	還學東先生	2	2
Mr. Chan Ming Sun Jonathan <sup>#</sup>	陳銘燊先生 <sup>#</sup>	2	2
Mr. Liang Zequan	梁澤泉先生	2	2

<sup>#</sup> Mr. Chan Ming Sun, Jonathan acted as the chairman of the Audit Committee.

### 董事委員會(續)

#### 審核委員會(續)

審核委員會的主要職責及職務是確保與本公司核數師維持良好關係，及就內部監控及風險管理制度、財務報告及遵守適用報告規定作出適當檢討及監控安排。

審核委員會已檢討本集團截至二零一九年六月三十日止六個月的綜合財務報表及回顧期間的綜合財務報表，包括本集團採納的會計原則及慣例、本公司持續關聯交易、內部監控制度及財務報告事宜(就年度業績與外聘核數師一同檢討)。審核委員會亦監察外部審核的成效及對本公司外聘核數師的委任、薪酬、聘任條款及其獨立性進行監督。審核委員會贊同本公司採納的會計處理方法，並已盡力確保本年報披露的財務資料符合適用的會計準則及上市規則附錄十六。

於二零一九年十二月三十一日，審核委員會包括三名獨立非執行董事，並根據職權範圍定期舉行審核委員會會議。於回顧期間，已在外聘核數師出席的情況下舉行兩次委員會會議，各成員出席上述會議的情況載列如下：

<sup>#</sup> 陳銘燊先生擔任審核委員會主席。



### Directors' Interests in Competing Businesses

None of the Directors or the management of the Company or their respective close associates (as defined under the Listing Rules) had any interests in a business which competes or may compete with the business of the Group, or had any other conflict of interest with the Group during the year.

The Company has received from each of the Directors an annual confirmation of his/her undertaking as to non-competition.

### Non-Competition Undertakings

The then controlling Shareholders (namely Mr. Liu, Wangji Limited ("Wangji"), Mr. Dong Liyong ("Mr. Dong") and Shen Wang Limited ("Shen Wang"), through a deed of non-competition dated 24 May 2011 ("Principal Deed"), have given undertakings ("Undertakings") to the Company not to directly or indirectly engage in the business which competes or may compete with the Group, on terms and conditions as disclosed in the prospectus of the Company dated 8 June 2011 ("Prospectus"). For details of the Undertakings, please refer to pages 162 to 165 of the Prospectus.

On 2 April 2015, the Company, Mr. Liu, Wangji, Mr. Dong and Shen Wang entered into a supplemental deed of non-competition (which was approved by the Shareholders in the Company's annual general meeting for the year 2014) to amend certain terms contained in the principal Deed ("Supplemental Deed"). Pursuant to the Supplemental Deed, Mr. Dong and Shen Wang were no longer bound by the Principal Deed nor were they be deemed as part of the controlling Shareholders for the purpose of the Principal Deed. For details, please refer to the Company's announcement dated 2 April 2015.

The status of compliance with the Undertakings by the controlling Shareholders during the Review Period is as follows:

- (1) the Board received from each of Mr. Liu and Wangji a confirmation (i) of compliance with the Undertakings for the Review Period, and (ii) that during the Review Period, neither they nor their close associates (as defined in the Listing Rules) had any interest in any project or business opportunity (otherwise than through their interests held through the Group) which relate to the business activities by the Group;
- (2) none of the Director are aware of any circumstances which indicate that the controlling Shareholders or their close associates are in breach of the Undertakings during the Review Period; and
- (3) save for the terms as amended by the Supplemental Deed, the terms of the Undertakings have remained unchanged since the Company's listing on the Stock Exchange in June 2011.

### 董事於競爭業務的權益

年內，本公司董事或管理層或彼等各自的緊密聯繫人（定義見上市規則）概無於與本集團業務構成競爭或可能構成競爭的業務中擁有任何權益，或與本集團存在任何其他利益衝突。

本公司已收到各董事有關不競爭承諾的年度確認書。

### 不競爭承諾

當時的控股股東（即劉先生、旺基有限公司（「旺基」）、董立勇先生（「董先生」）及深旺有限公司（「深旺」）已透過日期為二零一一年五月二十四日的不競爭契據（「主體契據」）根據披露於本公司日期為二零一一年六月八日之招股章程（「招股章程」）內的相關條款及條件向本公司承諾，概不直接或間接從事對本集團構成或可能構成競爭的業務（「該等承諾」）。有關該等承諾的詳情，請參閱招股章程第162頁至165頁。

於二零一五年四月二日，本公司、劉先生、旺基、董先生及深旺訂立不競爭補充契據（於二零一四年本公司股東週年大會獲通過）以修訂主體契據所載若干條款（「補充契據」）。根據補充契據，董先生及深旺不再受主體契據約束，而彼等就主體契據而言亦不再被視作控股股東的一部分。詳情請參閱本公司於二零一五年四月二日之公告。

有關回顧期間之控股股東遵守該等承諾的情況如下：

- (1) 董事會已分別收到來自劉先生及旺基的確認函，函件確認(i)於回顧期間遵守該等承諾；及(ii)於回顧期間，彼等或彼等的緊密聯繫人（定義見上市規則）概無於任何與本集團業務活動有關的項目或商機內持有任何權益，惟透過彼等於本集團持有的權益者除外；
- (2) 概無董事知悉任何情況，顯示控股股東或彼等的緊密聯繫人於回顧期間違反該等承諾；及
- (3) 除補充契據修訂的條款外，該等承諾的條款自本公司於二零一一年六月於聯交所上市以來維持不變。

### Financial Reporting and Audit

The Directors acknowledged their responsibility for preparing the financial statements that give a true and fair view in accordance with applicable statutory requirements and accounting standards and the requirements of the Listing Rules.

The Group adopted the going concern basis in preparing its financial statements. Except from the issue discussed under note 2 to the consolidated financial statements on page 92 in relation to the failure by the Group to settle the Bonds on their maturity dates, the Directors were not aware of any other material uncertainties relating to events or conditions which may cast significant doubt upon the Group's ability to continue as a going concern.

A statement by the external auditor of the Company about its reporting responsibilities is set out in the section headed "Independent Auditor's Report" in this annual report.

During the Review Period, remuneration in respect of non-audit services, namely, the review of interim report provided by the Company's external auditor amounted to about RMB265,000. The remuneration in respect of audit service was amounted to about RMB1,852,000.

### Internal Control and Risk Management

The Board acknowledges its responsibility for overseeing the Group's risk management and internal control systems and reviewing their effectiveness at least annually. The Audit Committee assists the Board in fulfilling its oversight role in the Group's risk management and internal controls.

The risk management and internal control systems are to ensure that the Group's assets are safeguarded, relevant rules and regulations are complied with, reliable financial and accounting records are maintained in accordance with relevant accounting standards and regulatory reporting requirements, and key risks that may impact on the Group's performance are appropriately identified and managed. However, the systems are designed to manage rather than eliminate the risk of failures to achieve business objectives and can only provide reasonable and not absolute assurance against material misstatement or loss.

### 財務申報及核數

董事確認彼等按照適用法定要求及會計準則及上市規則規定編製真實與公平之財務報表之責任。

本集團已採納持續經營基準編製其財務報表。除第92頁綜合財務報表附註2所討論有關本集團未有於債券到期時結付債券的問題外，董事並不知悉任何其他事件或狀況存在重大不確定性可能對本集團的持續經營能力造成重大疑問。

本公司外聘核數師就其申報責任所作出的聲明載於本年報「獨立核數師報告」一節。

回顧期間，由本公司外聘核數師提供的非核數服務（即審閱中期報告）的酬金約為人民幣265,000元。有關核數服務之酬金約為人民幣1,852,000元。

### 內部監控及風險管理

董事會確認其責任為至少每年監管本集團的風險管理及內部控制系統及審核其有效性。審核委員會協助董事會履行其監管本集團風險管理及內部控制系統的職責。

風險管理及內部控制系統乃為確保保障本集團的資產，遵守相關規則及規範，並根據相關會計準則及規範報告規定存置可靠的財務及會計報告，以及妥為識別並管理影響本集團業績的主要風險。然而，該等系統旨在管理而非消除未能達致業務目標的風險，且僅能提供合理保證，無法完全保證不出現任何重大錯誤陳述或損失。



### Internal Control and Risk Management (Continued)

The Group has an internal audit function reporting directly to the Audit Committee. The role of internal audit is to evaluate and improve the effectiveness of internal control, risk management and business governance processes. The regular work of the internal audit covers the major activities of the Group's operations.

An information disclosure policy is in place to ensure potential inside information being captured and confidentiality of such information being maintained until consistent and timely disclosure is made.

During the Review Period, the Audit Committee not only reviewed the internal audit's report but also the certain key risk management and internal control issues identified by the external auditor. The Board has reviewed the effectiveness of the internal control and risk management systems of the Group, covering all material financial, operational and compliance controls and concluded that the key areas of the Groups' internal control and risk management systems are reasonably and adequately implemented to their satisfaction, with room of improvement.

### Company Secretary

Ms. Wong Kwan Lai has been the company secretary of the Company since 20 June 2016 and is a full-time employee of the Company. The company secretary is responsible for ensuring good information flow within the Board and that Board's policy and procedures are followed as well as for providing advice on governance matters. For the year ended 31 December 2019, Ms. Wong confirmed that she had taken no less than 15 hours of relevant professional training to update her skills and knowledge.

### Communication with Shareholders and Investors

#### General Meetings with Shareholders

The Company communicates with its Shareholders through its annual report, interim report and statutory and voluntary announcements. The Directors, company secretary or appropriate members of senior management, where appropriate, also respond to inquiries from Shareholders and investors on a timely basis.

### 內部監控及風險管理(續)

本集團的內部審核職能為直接向審核委員會報告。內部審核的作用為評估及提高內部控制、風險管理及業務管治流程的有效性。內部審核的常規工作為審核本集團主要業務活動。

資料披露政策已經實施，以確保獲得潛在內部資料及對該資料保密，直至作出一致及及時的披露。

於回顧期間，審核委員會不僅審閱內部審核報告，亦審核外部核數師發現的若干風險管理及內部控制問題。董事會已審視本集團內部控制及風險管理系統的有效性，涵蓋重大財務、營運及合規控制方面，並認為本集團內部控制及風險管理系統的主要方面已獲合理及妥善實施，令人滿意，但尚有提升空間。

### 公司秘書

黃君麗女士自二零一六年六月二十日以來擔任本公司公司秘書，為本公司全職員工。公司秘書負責確保董事會成員之間資訊交流良好，及遵循董事會政策及程序以及就管治事項提供意見。截至二零一九年十二月三十一日止年度，黃女士確認彼已參與不少於15個小時的相關專業培訓，以提升技能及知識。

### 與股東及投資者進行溝通

#### 與股東舉行股東大會

本公司通過年報、中期報告及法定及自願公告向其股東傳達訊息。董事、公司秘書或合適的高級管理層成員(倘適用)亦會及時回應股東及投資者的提問。

### Communication with Shareholders and Investors (Continued)

#### General Meetings with Shareholders (Continued)

The Company's annual general meeting provides a useful platform for direct communication between the Board and the Shareholders. Separate resolutions are proposed on each substantially separate issue at the general meetings. The annual general meeting for the year ended 31 December 2018 ("2018 AGM") was held on 29 May 2019.

Resolutions put to vote at the general meetings of the Company are taken by poll. Procedures regarding the conduct of the poll are explained to the Shareholders at the commencement of each general meeting. The poll results are posted on the websites of the Stock Exchange and the Company respectively on the same day as the poll.

Pursuant to code provision A.6.7 of the CG code, independent non-executive Directors should attend general meetings. All Directors (including independent non-executive Directors) who held office at time of the 2018 AGM attended such general meeting. Representative of the Company's external auditor also attended the 2018 AGM.

#### Shareholders' Rights to Convene Extraordinary General Meeting and Put Forward Proposals at General Meetings

In accordance with article 64 of the Articles, extraordinary general meetings shall be convened on the requisition of one or more Shareholder(s) holding, at the date of deposit of the requisition, not less than one-tenth of the paid up capital of the Company having the right of voting at general meetings. Such requisition shall be made in writing to the Directors or the Company's company secretary for the purpose of requiring an extraordinary general meeting to be called by the Directors for the transaction of any business specified in such requisition. Such meeting shall be held within two months after the deposit of such requisition. If within 21 days of such deposit the Directors fail to proceed to convene such meeting, the requisitionist(s) himself (themselves) may do so in the same manner, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Directors shall be reimbursed to the requisitionist(s) by the Company.

### 與股東及投資者進行溝通(續)

#### 與股東舉行股東大會(續)

本公司的股東週年大會為董事會直接與股東溝通提供了一個實用的平台。本公司將於股東大會上就每項實質上不同的議題提呈獨立決議案。截至二零一八年十二月三十一日止年度的股東週年大會(「二零一八年度股東週年大會」)已於二零一九年五月二十九日舉行。

在本公司股東大會上提呈表決的決議案將會按股數投票的方式進行。於每次股東大會開始時，將會向股東說明按股數投票的程序。而按股數投票方式表決的結果會於同日分別登載於聯交所及本公司的網頁。

根據企業管治守則的守則條文A.6.7，獨立非執行董事須出席股東大會。於二零一八年度股東週年大會召開日期所有在任董事(包括獨立非執行董事)均有出席該股東週年大會。本公司外聘核數師代表亦有出席二零一八年度股東週年大會。

#### 股東召開股東特別大會及向股東大會提出提案的權力

根據細則第64條，股東特別大會須於一名或多名於要求遞交當日持有不少於本公司有權於股東大會上投票之實繳股本十分之一的股東要求時召開。該項要求須以書面向董事會或本公司公司秘書提呈，以要求董事會就處理該要求下任何指定業務召開股東特別大會。該大會須於該項要求遞交後兩個月內舉行。倘董事會於遞交該項要求後21日內未能召開該大會，提出要求者本人(彼等)可以相同方式召開大會，而本公司須向提出要求人士償付所有由提出要求人士因董事會未能召開大會而產生之合理開支。



### Communication with Shareholders and Investors (Continued)

#### Shareholders' Rights to Convene Extraordinary General Meeting and Put Forward Proposals at General Meetings (Continued)

There is no provision in the Articles setting out procedures for Shareholders to put forward a resolution at general meetings. Shareholders who wish to move a resolution may request the Company to convene a general meeting following the procedures set out in the preceding paragraph.

In accordance with article 110 of the Articles, if a Shareholder intends to propose a person other than a Director for election as a Director at any general meeting, the Shareholder concerned shall lodge with Hong Kong head office or Hong Kong share registrar of the Company for the attention of the Board and the company secretary of the Company (i) a written notice of his/her intention to propose that person for election as a Director; and (ii) a written notice by that person of his/her willingness to be elected as a Director together with the necessary information within the period commencing no earlier than the day after the dispatch of the notice of the general meeting and ending no later than seven clear days prior to the date of such general meeting.

#### Investor Relations

The Company endeavours to disclose all material information about the Group to all interested parties as widely and timely as possible. It has disclosed all necessary information to the Shareholders in compliance with the Listing Rules. When announcements are made through the Stock Exchange, the same information will be made available on the Company's website. During the year ended 31 December 2019, the Company has issued announcements which can be viewed on the Company's website.

Shareholders and investors may at any time send their enquiries and concerns to the Board in writing to the company secretary at the Company's office in Hong Kong or through the e-mail address: [info@cdep.com.hk](mailto:info@cdep.com.hk). Shareholders may also raise their enquiries in general meetings.

### 與股東及投資者進行溝通(續)

#### 股東召開股東特別大會及向股東大會提出提案的權力(續)

細則並無載有就股東向股東大會提出決議案之程序規定。有意動議決議案之股東可依循上一段所載程序要求本公司召開股東大會。

根據細則第110條，如股東擬於任何股東大會提名董事以外之人士備選董事，有關股東須將以下文件呈交本公司香港總辦事處或香港股份登記處，抬頭註明由董事會及本公司公司秘書收：(i)其有意提名有關人士備選為董事的書面通知；及(ii)該名人士表明備選意願的書面通知，連同所需資料，而呈交文件限期應不早於寄發召開股東大會通告翌日開始，並不得遲於該股東大會日期前七個完整日為止。

#### 投資者關係

本公司致力以最全面及適時的方式向所有感興趣人士披露與本集團有關的所有重要資料。本公司已根據上市規則向股東披露所有必需資料。在透過聯交所作出公佈時，相同資料將於本公司網頁登載。截至二零一九年十二月三十一日止年度，本公司已刊發多份公告，可於本公司網頁查閱。

股東及投資者可隨時透過公司秘書以書面形式將向董事會提出的查詢及關注郵寄至本公司於香港辦事處或透過電郵地址：[info@cdep.com.hk](mailto:info@cdep.com.hk)寄發。股東亦可在股東大會上提問。





# Environmental, Social and Governance Report

## 環境、社會及管治報告

The Group is committed to fulfilling its corporate social responsibility through working with the key stakeholders including the employees, customers, suppliers and Shareholders.

We have given full consideration to issues that are of concern to major stakeholders and have adhered to the principles of materiality, completeness, comparability and stakeholder involvement, all of which form the contents of this report. This report spans over one financial year from 1 January 2019 to 31 December 2019 and covers information of the Group — our Hong Kong and Yancheng, PRC headquarters as well as dredging and property management businesses in the PRC.

This report highlights the Group's sustainability efforts in environmental and social aspects as stipulated in the Environmental, Social and Governance Reporting Guide under Appendix 27 to the Listing Rules. We shall explain this in terms of four areas namely, environment protection, employment and labour practices, operating practices and community investment.

For details of our corporate governance, please refer to the corporate governance report included in this annual report.

## Environmental Protection

### Emissions

The Group recognises the importance of good environmental management and is committed to protecting the environment. We factor our environmental concerns into our business processes and strive to continuing to improve our environmental performance in compliance with the applicable regulations and industry-specific guidelines.

Owing to its business nature, the Group's air emissions are mainly generated from the dredging business by the consumption of fuels. The Group's greenhouse gas ("GHG") emissions consist of the direct emissions from the consumption of fuels by our dredging fleet and vehicles, and the indirect emission from the consumption of electricity and water at Easyhome Yancheng Shopping Mall and the Group's offices and the refuse produced from the shopping mall, construction project sites and offices.

本集團致力與主要持份者(包括僱員、客戶、供應商和股東)合作，承擔企業社會責任。

我們充分考慮了主要持份者所關心的議題，同時遵循重要性、完整性、可比性以及持份者的參與等原則，確定了本報告中的內容。本報告涵蓋二零一九年一月一日至二零一九年十二月三十一日的財政年度，並覆蓋本集團有關香港及中國鹽城總部，以及於中國的疏浚業務和物業管理業務的資料。

本報告重點列出本集團於上市規則附錄二十七項下的《環境、社會及管治報告指引》所規定之環境及社會層面可持續發展的努力，並就環境保護、僱傭及勞工常規、營運慣例及社區投資四個範疇加以說明。

有關我們企業管治的詳情，請參閱本年報內的企業管治報告。

## 環境保護

### 排放物

本集團重視良好的環境管理，並致力保護環境。我們在業務過程中融入環保理念，遵守相關的法規及業界特定的指引，致力持續改善環保表現。

基於業務性質，本集團的廢氣排放主要來自疏浚業務耗用燃料。本集團的溫室氣體排放包括疏浚船隊及汽車耗用燃料直接產生的排放物，以及居然之家鹽城店及本集團各辦公室的用水用電及商場、工程項目施工場地及辦公室產生的廢物所間接產生的排放物。



### Environmental Protection (Continued)

### 環境保護(續)

#### Emissions (Continued)

#### 排放物(續)

The Group has calculated the air and GHG emissions during the Reporting Period as follows:

本集團於報告期內的廢氣排放及溫室氣體排放計算如下：

Types of emissions	排放類別	2019 二零一九年 (Kg 千克)	2018 二零一八年 (Kg 千克)
<b>Air emission</b>	<b>廢氣排放</b>		
Nitrogen Oxides (NO <sub>x</sub> )	氮氧化物	<b>5,273,706</b>	5,369,935
Sulphur Oxides (SO <sub>x</sub> )	硫氧化物	<b>26,174</b>	26,535
Particulate Matter (PM)	顆粒物	<b>66</b>	62
<b>Direct GHG emission</b>	<b>直接溫室氣體排放</b>		
Carbon Dioxide (CO <sub>2</sub> ) (scope 1)	二氧化碳(範圍1)	<b>14,885,782</b>	44,112,554
Methane (CH <sub>4</sub> )	甲烷	<b>161</b>	427
Nitrous Oxide (N <sub>2</sub> O)	氧化亞氮	<b>154</b>	282
<b>Indirect GHG emission</b>	<b>間接溫室氣體排放</b>		
Carbon Dioxide (CO <sub>2</sub> ) (scope 2)	二氧化碳(範圍2)	<b>381,406</b>	551,862

During the Reporting Period, the Group's major GHG emission was carbon dioxide and its intensity was 34,615 Kg CO<sub>2</sub>e per million of revenue.

於報告期內，本集團的主要溫室氣體排放為二氧化碳，密度為每百萬收益有34,615千克二氧化碳當量。

The Group always encourages its employees to save resources in its daily operation to reduce GHG emissions. We conduct regular maintenance and inspection of vessels and vehicles not only to maintain their performance but also to improve fuel efficiency. We remind our employees to make good use of electronic systems for message distribution and archiving and use double-sided printing and photocopying to reduce paper consumption. Further, we encourage them to reduce carbon emissions from their daily lives, such as using public transport and walking or riding a bicycle for short journeys.

本集團一向鼓勵僱員在日常業務中節約資源，以減低溫室氣體排放。我們定期保養和檢查船隊及汽車，不僅為保持性能，亦為改善燃料效益。我們提示僱員善用電子系統發佈信息及儲存檔案，並以雙面印刷和複印，減低耗紙量。另外，我們鼓勵僱員減低日常生活碳排放，例如使用公共交通，如行程較短，則步行或以自行車代步。

### Environmental Protection (Continued)

#### Emissions (Continued)

The Group strictly complies with the relevant national maritime regulations to identify and manage the released substances during dredging to ensure their safe treatment, transportation, storage, recycling and disposal. We strive for high accuracy in both positioning and excavation during the dredging process to ensure proper removal of excavated materials (including mud and solid matter) and pollutants and to minimize over-excavation and soil agitation. We also take anti-diffusion and leakage measures to ensure high concentrations of inhalation in order to avoid pollution by the contaminants in their suspended state in the surrounding water. Besides, in the dredging process the excavated materials and contaminated sediments are stored on the dredgers in accordance with the relevant national regulations. We transport them to the shore through barges or pipeline to avoid their leakage which may cause secondary pollution to water. Finally, we arrange qualified recyclers for their disposal.

In the horizons of waste management and recycling, the Group requires our employees to keep contaminated substances in separation and treat wastes in classification. Excavated materials and contaminated sediments in the dredging process are stored on the dredgers and transported to the shore according to the relevant national laws and regulations. Other wastes are stored in specialised storage areas and handled in accordance with the Standard for Pollution Control on Hazardous Waste Storage. The Group has commissioned qualified companies to recycle and declare under the registration system pursuant to the relevant laws and regulations.

During the Reporting Period, the Group recorded the following waste:

Types of wastes	廢物類別	2019 二零一九年 (ton 噸)	2018 二零一八年 (ton 噸)
General Waste	一般廢物	201	202
Diesel dregs	柴油渣	25	28

Notes:

- The general waste included kitchen waste as the Group offered free meals to crews of dredging vessels in the PRC.
- The waste produced from the Group's Hong Kong office was not counted as it was immaterial in view of the whole Group's waste production.

### 環境保護(續)

#### 排放物(續)

本集團嚴格按照國家海事法規執行識別和控制，以確保在疏浚過程中釋出的排放物質得到安全的處理、運輸、存儲、回收和處置。在疏浚挖掘過程中會採取高定位精度及高開挖精度，在徹底清除挖掘出的物料(包括泥漿和固體物)及污染物外，盡量減少超挖量及泥沙攪動，並採取防擴散和洩漏措施，保證高濃度吸入，以避免處於懸浮狀態的污染物對周圍水體造成污染。此外，各船舶在疏浚過程中挖掘的物料及污染底泥會按照國家相關法規先儲存在挖泥船上，透過駁船或管道的輸送過程中避免洩漏對水體造成二次污染，運至岸邊後安排合資格回收公司運送。

在廢物管理回收利用方面，本集團要求員工隔離放置此等污染物，並將垃圾分類處理。在疏浚工程中挖掘出的物料及污染底泥會按照國家相關法規在挖泥船安全傳輸至岸邊，而其他廢棄物會存放在專門區域，按《危險廢物貯存污染控制標準》的要求執行，本集團委託有資質單位後繼處理，按法規執行回收及申報登記制度。

於報告期內，本集團記錄了下列廢物類別：

附註：

- 一般廢物包括廚房垃圾，因本集團在中國向挖泥船船員提供免費膳食。
- 從本集團香港辦公室排放出的廢物不計在內，因以本集團整體廢物量而言並不重大。



### Environmental Protection (Continued)

#### Emissions (Continued)

In addition, due to the nature of businesses, the Group does not have physical products for sale and thus the disclosure on the use of packaging material is inapplicable to the Group.

During the Reporting Period, the Group is not aware of any non-compliance of laws and regulations that have a significant impact on the Group relating to air and GHG emissions, discharges into water and land, and generation of hazardous and non-hazardous waste.

#### Use of resources

The resources used by our Group are principally attributed to fuels consumed by dredging fleet at construction project sites, and also electricity and water consumed at its offices and the shopping mall.

With the aim to better manage the use of resources, the Group performs assessment annually. The Group has adopted green office practices to reduce natural resource and energy consumption, e.g., installing LED lamp to save energy, and employees are encouraged to develop the habit of energy conservation, e.g., switching off lights, computers and other electronic appliances before leaving the offices. The Group strives to utilise telephone conferences to minimise face-to-face meetings in order to reduce petrol consumption in travelling and avoid unnecessary business trips. During the Reporting Period, the Group had an electricity consumption of approximately 483,500 kilowatt-hours (2018: 697,000 kilowatt-hours).

From the perspective of water management, the Group has provided signs to remind its staff to reduce water consumption. We also regularly check meter readings and conduct the detection of hidden leaks in water pipes. If hidden water leakage or tap dripping is found, we will arrange for repair promptly to avoid wasting water resources. During the Reporting Period, the Group's water consumption was about 1,700 tons, representing a decrease of 67.2% as compared with that of last year. The water consumption for the Reporting Period decreased as the Easyhome Shopping Mall conducted fewer fire prevention tests than the previous years when it was newly opened.

### Environment and Natural Resources

Dredging construction projects affect the environment and natural resources. The Group is committed to managing the impact of its operations related to the environment and natural resources and preventing significant adverse impacts on the environment.

### 環境保護(續)

#### 排放物(續)

此外，基於業務性質關係，本集團並無實體產品供銷售，故此有關使用包裝材料的披露並不適用於本集團。

於報告期間，本集團並不知悉有任何因不遵守有關氣體及溫室氣體排放、排放至水源及土地，以及產生有毒及無毒廢料之法例及規例而令其受到重大影響之情況。

#### 資源使用

本集團利用的資源主要為疏浚船隊於施工項目場所消耗的能源，以及於其辦公室及商場消耗的水電。

為更好管理資源利用，本集團進行年度評估。本集團已採納綠色辦公室慣例(例如安裝LED燈以節約能源)以減少天然資源及能源消耗，亦鼓勵僱員培養節能習慣(例如於離開辦公室前關燈、電腦及其他電子用品)。本集團致力運用電話會議以減少面對面會議，從而降低往返交通的汽油消耗並避免不必要的出差。於報告期間，本集團用電量約483,500千瓦時(二零一八年：697,000千瓦時)。

至於水資源管理方面，本集團透過張貼標識以提醒員工節約用水。我們亦定期檢查水錶讀數及檢測水管的任何滲漏水情況。倘有滲漏水情況或水龍頭有滴水情況，我們會安排從速維修以免浪費水資源。於報告期間，本集團用水量約1,700噸，較去年同期減少67.2%。報告期內耗用量較去年減少，原因是居然之家的使用水做消防測試的數目較前幾年初開業時減少。

### 環境及天然資源

疏浚工程項目對環境及天然資源有一定影響。本集團承諾負責任地管理業務對環境和天然資源的影響，防止對環境造成損害。

## Environmental Protection (Continued)

### Environment and Natural Resources (Continued)

We care the natural environment. Thus, the Group deploys measures to protect the environment in its dredging business, by which we hope to contribute to the protection of the environment. Our environmental protection dredging technology outperforms the traditional technology as it does not cause secondary pollution and conforms with the keynote of China's environmental protection policies. Our sludge dewatering equipment is capable of continuous operation and meeting the requirements and standards of dewatering volume without adding solidification materials such as lime or concrete during operation. It does not change the acidity and alkaline property of the mud plate after dewatering and can be used in sludge soil resource recovery and reuse or otherwise can be turned into harmless environmental protection bury. The remaining water after processing is clear and up to the standard, which can be directly re-discharged into the lake.

Environmental impact is also fully taken into consideration when the Group makes investment decisions.

## Employment and Labour Practices

### Employment

The policy of maintaining a good working condition is a people-oriented principle. In relation to personnel management affairs on staff hiring, promotion, performance evaluation and compensation, the Group establishes an employer-employee relationship based on legitimacy and equality, which enables us to avoid any discrimination resulting from different genders, ages, languages, nationalities and religions of employees.

The Group recruits employees via various recruitment channels. The recruitment of our employees embodies the principles of social responsibilities such as the equality of employment, the respect for human rights, the diversity of employees, the prohibition of use of child labour and the prohibition of forced labour. The Group provides its new employees with clear codes of practice, rules and regulations, as well as information relating to salary and welfare system.

## 環境保護(續)

### 環境及天然資源(續)

我們關顧自然環境，因此本集團的疏浚業務設有環保措施，我們希望藉此為環保出一分力。我們的環保疏浚技術的環保效能較傳統環保疏浚技術為高，沒有二次污染問題，且符合國家環保政策主調。脫水設備可連續式作業，在過程不添加石灰或水泥等固化材料下，已可達到脫水量要求標準。同時，不會改變脫水後泥餅的酸鹼性質，可作污泥土壤資源回收及再利用，或成無害化環保掩埋，處理後的餘水清澈達標，可以直接回排入湖。

在投資決策時，本集團亦充分考慮項目對環境的影響。

## 僱傭及勞工常規

### 僱傭

本集團的工作環境政策是以人為本。藉此在員工聘用、晉升、績效評估、薪酬之人員管理事務上發展人力資源合法平等的政策，不因員工性別、年齡、語言、國籍和宗教信仰等之不同而有任何歧視行為。

本集團通過不同渠道招募甄選人才，著重就業平等、尊重人權和員工多樣性。同時，禁止使用童工及禁止強迫勞工等社會責任理念融入到招募工作中。本集團均向新員工提供清晰的職工守則、規章制度、薪資及福利制度的資料。



### Employment and Labour Practices (Continued)

#### Employment (Continued)

As of 31 December 2019, the Group had a total of 519 employees, of which over 90% were employed for our operations in the PRC.

Because of the industry nature of the Group's dredging businesses, most of the employees are male. In respect of the age, we have an even age distribution among our staff. The staff composition as of 31 December 2019 is as shown below:

By Gender 按性別		By Position 職位		By Age 按年齡		
Female 女性	Male 男性	Managerial and technical staff 管理技術人員	General staff 基層員工	30 or below 30歲或以下	31 to 50 31至50歲	Over 50 50歲以上
4.0%	96.0%	25.2%	74.8%	18.9%	55.7%	25.4%

In respect of salaries and benefits, the Group provides a comprehensive remuneration package of compensation and benefits for its employees. The remuneration package is mainly determined according to the individual employee's development and performance as well as the Group's performance. The Group provides work lunch to those staff in the PRC and also sets aside reserved funds for activities, which help our employees to relieve stress and serve to exemplify the Group's corporate culture of the spirit of solidarity and cohesion among its employees. In accordance with the applicable Chinese labour laws, the Group contributes to various national social security insurances and one housing fund for our mainland employees.

Recognising the importance of communication with its employees, the Group encourages its employees to share their ideas with the Group and raise questions or make suggestions to the Group. With the availability of a wide array of communication channels, the Group offers its employees access to the latest information of the Group through the Group's website. Employees can also maintain timely and smooth communication with the management of the companies within the Group through the representatives of the employees.

### 僱傭及勞工常規(續)

#### 僱傭(續)

截至二零一九年十二月三十一日，本集團僱員總數為519人，其中超過90%員工任職於中國業務。

由於本集團從事疏浚行業，故絕大部份員工為男性。至於年齡方面，員工在各年齡分佈則平均。截至二零一九年十二月三十一日的員工構成如下所示：

薪酬福利方面，本集團為員工提供完善的薪酬福利，薪酬主要與員工發展、個人績效、集團表現密切相關。本集團於國內員工提供工作午餐，亦有預留經費以支持各項團體活動，為員工舒緩工作壓力之餘，亦充分體現了本集團的團結精神的企業文化及員工凝聚力。本集團根據中國勞動法的相關規定為國內員工繳納各項社會保險及住房公積金。

本集團重視與員工的溝通，鼓勵他們分享自己的想法，向本集團提出問題或建議。本集團亦為員工創立多樣的溝通管道，員工可以通過本集團網站得到最新資訊，員工亦能透過員工代表與本集團各公司管理層保持及時和順暢的溝通。

### Employment and Labour Practices (Continued)

#### Health and safety

The Group trains its employees to prevent occupational hazards from time to time and distributes labour protection supplies and first aid supplies to employees as needed. We also post up hazard warning signs and labour protection supplies reminders in the relevant work places. We provide to the relevant staff annual occupational health examinations. Meanwhile, we also implement the labor protection supplies regulatory mechanism. With regular inspections by dedicated persons, we remind and request employees to wear labour protection supplies to maintain their health and safety.

At the production safety level, each of the dredgers and the key safety equipment must carry a valid ship inspection certificate issued by the ship inspection agency. All the ships and offices are also equipped with first aid and medicine boxes, and we also arrange staff representatives to participate in first aid training. At the individual's level, the Group provides targeted safety trainings to newly recruited employees and then strengthens their safety awareness through the implementation of the mentoring system in daily work. The Group has reinforced on-the-job safety trainings by requiring all department heads responsible for work injury to carry out safety trainings for their department staff and through a series of measures to enhance the safety awareness of employees in order to avoid the recurrence of similar incidents.

Moreover, the Group has assigned dedicated people to conduct regular inspections of the fire equipment on the ships and in offices. We perform full fire drills twice per year to increase their awareness of fire safety and fire prevention for all employees. As a result, no work accident was recorded by the Group in the Reporting Period.

#### Development and training

The Group highly emphasizes on the internal and external learning and training to enhance the educational standards and working abilities of employees.

New employees are provided with on-board training to help them familiarise themselves with the culture, business and operation of the Group. In addition, employees are also entitled to various subsidies and sponsorships for job-related training courses to encourage lifelong learning.

### 僱傭及勞工常規(續)

#### 健康與安全

本集團會不定期培訓員工預防職業病危害的知識，按需要向員工免費發放勞保用品及急救箱用品等。我們亦會在相關崗位張貼危害警示牌、勞保用品防護提醒等標示，給相關崗位員工每年進行相關職業病體檢，同時執行勞動防護用品佩戴監管機制，定期派專人巡查，提醒並要求員工按照要求佩戴防護用品，維護員工身體健康。

在生產安全方面，所有的船舶和船上有關航行安全的重要設備必須具有船舶檢驗機構簽發的有效船舶檢驗證書，所有的船舶及辦公場所亦設立了急救醫藥箱，同時安排各員工代表參加公司內部的急救知識培訓。在個人層面，本集團會為新入職員工提供針對性的個人安全教育培訓，再通過實行師徒制度在日常工作上加強新入職員工的安全意識。為加強在職安全培訓，集團要求所有發生工傷的部門負責人對本部門員工進行了安全培訓，通過一系列措施再增強員工的安全意識，以避免以後同類事故的再次發生。

另外，本集團安排專人定期對船舶上及辦公室內的消防器材進行狀態檢查；每年進行兩次消防演習，增加所有員工安全防火意識。因此，於報告期間，本集團沒有發生任何工傷意外。

#### 發展與培訓

本集團高度重視內部和外部的學習和培訓，以提升員工的教育水準和工作能力。

本集團為所有新員工安排入職培訓，以幫助他們熟悉本集團的文化、業務和營運情況。此外，員工亦享有各種與其工作相關的培訓課程之補貼和贊助，以鼓勵終身學習。



## Employment and Labour Practices (Continued)

### Labour standards

All work should be voluntarily performed and shall not involve forced labour, debt repayment or contractually bonded labour. The Group prohibits child labour in any workplace. The Group also prohibits discrimination based on race, colour, age, gender, sexual orientation, ethnicity, disability, pregnancy, religion, political affiliation, union membership or marital status in recruitment, treatment, promotion, etc.

The Group also strictly complies with the relevant PRC labour regulations relating to working hours, rest and holidays to ensure the physical and mental of all employees. Employees are not to be forced to work beyond working hours and are entitled to overtime pay in accordance with the local regulations. All employees perform works voluntarily and are not subject to discrimination.

## Operating Practices

### Supply chain management

Our suppliers are our business partners and we aim to maintain a long-term partnership with them to continuously improve the quality of our products and services.

Based on supply chain social and environmental responsibilities management, the principal raw material currently required by the Group's operation is diesel, and other resources involve owned and leased dredgers, crews and subcontractors' participation. There are over hundred of dredger leasing companies, subcontractors and fuel suppliers on our list.

In addition to factors such as pricing, quality, facilities and experience, and past performance evaluation, the Group also takes into account the suppliers' performance in fulfilling their social responsibilities and commitment to environmental protection in our selection of suppliers. We require our suppliers to comply with the laws and regulations in countries and regions where their operations are located and to operate in good faith by adhering to their business ethics. The Group prohibits discrimination arising from regional, racial, cultural and political factors in the course of its supplier evaluation.

## 僱傭及勞工常規(續)

### 勞工準則

所有工作應當是自願而不是使用強迫、抵債或用契約束縛的勞工。本集團不容許有童工在任何工作場所工作。本集團亦禁止因種族、膚色、年齡、性別、性傾向、種族、殘疾、懷孕、信仰、政治派別、工會成員或婚姻狀況而影響其錄用、待遇、晉升等。

本集團還嚴格遵守與工作時間、休息與假期相關的中國勞動法規，以保證所有員工的身心健康。員工不會被強迫加班，並有權按當地法規獲得加班費。所有員工在沒有強迫下工作和非法歧視。

## 營運慣例

### 供應鏈管理

供應商是集團的業務夥伴，且我們計劃與彼等保持長期合作，以提高產品及服務質量。

基於供應鏈的社會與環境責任管理，本集團目前主要的營運原材料為柴油，而所需投入的資源包括自有及包租挖泥船、船員及分包商參與等。集團有逾百間國內的出租挖泥船供應商、分包商及燃料供應商。

在選擇此等供應商時，除供應商價格、品質、設備和經驗、以往表現評估等因素外，本集團亦會考慮各供應商於履行社會責任及環境保護的投入、要求供應商遵守國家和地區的法律法規，嚴守商業道德準則，誠信經營。本集團在供應商評估過程中禁止區域、種族、文化和政治等因素的歧視行為。



### Operating Practices (Continued)

#### Product responsibility

The Group attaches great importance to the quality of dredging projects and establishes comprehensive quality control procedures. The project management team is responsible for testing the quality of the dredging projects. The project manager conducts daily on-site inspections and supervise works to ensure that the quality standards and regulations of the dredging and related projects are carried out in accordance with the customers' requirements. After the completion of the works but before handing over of the projects, customers will check whether the quality of the projects meets their requirements.

During the Reporting Period, the Group did not have to rework for completed project due to the project quality issue.

#### Anti-corruption

The Group is committed to maintaining high ethical standards in all of our operations and business activities. With this in mind, the Group is dedicated to a zero-tolerance policy with regard to any involvement in corruption or bribery activities of any type.

We include anti-corruption code in our internal operational manual to ensure that employees understand the Group's expectations. The code sets out the legal responsibilities and ethical standards for the expected behaviour of all employees. It explicitly prohibits employees from soliciting, accepting, or offering bribes or any other form of advantage. The code also provides guidance for daily interactions with customers, suppliers, government officials and other business partners and outlines the Group's expectations on employees with regard to conflicts of interests and encourages employees to report any malpractice and misconduct. The Group has set up hotline and email to receive reports from all employees.

#### Community Investment

The Group emphasises the support of the community and actively participates in charitable activities for the relief of poverty in the communities in which we operate our businesses. We encourage our employees to participate in volunteering activities organised by local charities.

### 營運慣例(續)

#### 產品責任

本集團高度重視疏浚工程的品質，並制定了一套完善的品質控制程序。項目管理團隊負責檢測疏浚工程的品質，項目經理會每日實地檢測及監督工程，以確保嚴格按照客戶要求執行疏浚及相關工程項目的品質標準及規定。於項目完工後及交收項目前，客戶會檢測工程品質是否到位。

於報告期間，本集團未發生已竣工項目因工程品質問題被要求修補的現象。

#### 反貪污

本集團致力在營運及業務活動中恪守高道德標準，因此，集團對參與任何類型的貪污或賄賂活動的行為奉行零容忍政策。

我們在《內部管理制度》內加入反貪污守則有助於確保僱員理解本公司的期望。該守則闡述所有僱員預期行為的法律責任及道德基準，明確禁止僱員索取、收受或提供賄賂或任何其他形式的利益，同時為客戶、供應商、政府官員及其他業務夥伴的日常交往提供指引，概述本集團對僱員在處理利益衝突方面的期望，以及鼓勵僱員舉報任何違規和不當行為。本集團設立舉報熱線及電子郵箱，接收所有僱員就相關的提出舉報。

#### 社區投資

本集團重視回饋社區的支持，一向積極參與業務所在地的城市社區扶貧慈善活動。我們鼓勵僱員參與由本地慈善團體舉辦的慈善活動。



The Directors are pleased to present their report and the audited financial statements of the Company and of the Group for the year ended 31 December 2019.

## Principal Activities

The principal activity of the Company is investment holding. Details of the principal activities of its principal subsidiaries are set out in note 41 to the consolidated financial statements. There were no significant changes in the nature of the Group's principal activities during the year.

## Business Review

A fair review of the business of the Group during the year and particulars of important events affecting the Group that have occurred since the end of the financial year 2019, as well as a discussion on the Group's future business development are set out in the sections headed "Chairman's Statement" and "Management Discussion and Analysis" of this annual report. In addition, details of the Group's relationship with its employees, customers and suppliers are disclosed in the section headed "Environmental, Social and Governance Report" of this annual report. The above discussions form part of this directors' report.

Discussions on the compliance with applicable laws and regulations which have a significant impact on the Group, the Group's major risks and risk management and the Group's environmental policies and performance can be found in the paragraphs below.

## Compliance with the Applicable Laws and Regulations which have a Significant Impact on the Group

The Group and its activities are subject to requirements under an array of laws, including the Tendering and Bidding Law of the People's Republic of China, the Implementation Rules of Tendering and Bidding Law of the People's Republic of China, the Contract Law of the People's Republic of China and the Production Safety Law of the People's Republic of China, as well as other applicable regulations, guidelines, policies and terms issued or promulgated pursuant to or in respect of these formal laws. In addition, the Listing Rules are also applicable to the Group. The Group is committed to ensuring compliance with such requirements by taking various measures using specific resources at all levels, including internal monitoring and approval procedures, training and supervision over different segments. The Group always attaches paramount importance to compliance with the requirements under applicable laws and regulations, despite the fact that such measures involve a lot of internal resources and incur additional operating costs.

董事會欣然提呈彼等的報告及本公司及本集團截至二零一九年十二月三十一日止年度的經審核財務報表。

## 主要業務

本公司的主要業務為投資控股。主要附屬公司的主要業務詳情載於綜合財務報表附註41。年內，本集團主要業務的性質並無重大變動。

## 業務回顧

年內對本集團業務的中肯審視及自二零一九年財政年度結束後發生的而對本集團有影響的重大事件的詳情以及對本集團未來業務發展的討論，分別載於本年報「主席報告書」及「管理層討論及分析」章節。此外，有關本集團與僱員、客戶及供應商的關係於本年報「環境、社會及管治報告」一節中披露。上述討論構成董事會報告一部分。

就遵守對本集團有重大影響的適用法律及法規、本集團的主要風險及風險管理及本集團的環境政策及表現之討論載於以下段落。

## 遵守對本集團有重大影響的適用法律及法規

本集團及其活動須遵守多項法律規定，包括《中華人民共和國招標投標法》、《中華人民共和國招標投標法實施細則》、《中華人民共和國合同法》、《中華人民共和國安全生產法》以及根據或有關這些成文法所發出或頒佈的其他適用法規、指引、政策及條款。此外，上市規則亦適用於本集團。本集團致力於各個層面的特定資源透過內部監控及審批程序、培訓及監督不同分部等多項措施，確保遵守該等規定。儘管這些措施需動用大量內部資源，產生額外營運成本，但本集團非常重視要確保符合適用法律及法規要求。

## Directors' Report (Continued)

### 董事會報告(續)

#### Business Review (Continued)

#### Compliance with the Applicable Laws and Regulations which have a Significant Impact on the Group (Continued)

##### Tendering and Bidding Law of the People's Republic of China

According to the Tendering and Bidding Law of the People's Republic of China and the Implementation Rules of Tendering and Bidding Law of the People's Republic of China, when bidding for a new project, the Group must, in accordance with the laws and regulations, have the capacity, qualifications and conditions to undertake the project and respond in details to substantive requirements and conditions under the bidding document, and must not, among others, collude with others to make a tender offer, undermine fair competition by squeezing out other bidders, bribe tenderer or any member of the bid evaluation committee, make a bid at a price lower than costs, and participate in the bidding in the event that the tenderer is interested in the Group and thus may compromise bidding fairness. In the case of any violation of relevant regulations by the Group as a bidder, its bid shall be invalid and it may be punished by the tenderer or relevant authorities.

##### Contract Law of the People's Republic of China

The Contract Law of the People's Republic of China ("Contract Law") clearly stipulates, among others, qualifications of the contract parties, contract forms, principal terms, cancellation conditions, contract validity, constituent elements of invalid and cancelable contracts, fulfillment of obligations, conditions for contract alteration and transfer, termination of rights and obligations under a contract and liability for breach of contract.

For construction contracts, the Contract Law sets out specific requirements, including: contracts for major national construction projects shall be entered into in accordance with state-stipulated procedures and state-approved documents such as investment plans and feasibility study reports; with the consent of the contractee, the contractor can sublet part of its contracted works to a third party, provided that construction of the main structure of the construction project must be completed by the contractor who is forbidden to sublet its works to an unqualified entity. After the completion of the construction project, the contractee shall timely conduct acceptance inspection of the project pursuant to construction acceptance rules and quality inspection standards issued by the state. If the project passes the acceptance inspection, the contractee shall accept

#### 業務回顧(續)

#### 遵守對本集團有重大影響的適用法律及法規(續)

##### 《中華人民共和國招標投標法》

根據《中華人民共和國招標投標法》和《中華人民共和國招標投標法實施細則》，本集團參加新工程投標，必須按照法律法規實施，包括應當具備承擔招標項目的能力、資格、條件，對招標文件提出的實質性要求和條件作出具體響應，其中包括，不得與他人串通投標報價，不得排擠其他投標人的公平競爭，不得向招標人或者評標委員會成員行賄，不得以低於成本的報價競標，招標人存在利害關係可能影響招標公正性時不得參加投標等等。如果本集團作為投標人違反相關規定，其投標無效，並可被招標人或相關部門處罰。

##### 《中華人民共和國合同法》

《中華人民共和國合同法》(《合同法》)(其中包括)對合同訂立的主體資格、訂立形式、主要條款、撤銷條件、合同效力、無效合同 and 可撤銷合同的構成要件、履行責任、合同的變更和轉讓條件、合同的權利義務終止、違約責任等均有明確規定。

對於施工合同，《合同法》列示具體要求，包括：國家重大建設工程合同，應當按照國家規定的程序和國家批准的投資計劃、可行性研究報告等文件訂立；經發包人同意，承包人可以將自己承包的部分工作交由第三方完成，但建設工程主體結構的施工必須由承包人自行完成，禁止承包人將工程分包給不具備相應資質條件的單位；建設工程竣工後，發包人應當根據國家頒發的施工驗收規範和質量檢驗標準及時進行驗收，驗收合格的，發包人應當按照約定支付價款，並接收該建設工程。本集團作為履約人及(或)施工人，如果不能履行合同義務(包括不履行合同義務或者履行合同義務不符合約定)，必須承擔違約責任，包括應當



### Business Review (Continued)

#### Compliance with the Applicable Laws and Regulations which have a Significant Impact on the Group (Continued)

##### Contract Law of the People's Republic of China (Continued)

it and make the agreed payment. In the case of the Group's failure to fulfill its contractual obligations (either non-fulfillment or non-agreed fulfillment) as the performing party and/or constructor, it must assume the liability for breach of contract, including continuing to fulfill the contract, taking remedial measures or compensating for any resulting losses. In the case of the construction project quality falling below the agreed level due to the constructor's fault, the contractee has the right to require the constructor to repair, revamp or rebuild it within a reasonable period, without any extra charge, and to bear the liability for breach of contract for the resulting delayed delivery (if any).

##### Production Safety Law of the People's Republic of China

According to the Production Safety Law of the People's Republic of China, for the production and operating unit held responsible, a major accident may incur a fine of up to RMB20 million in addition to typical liabilities including the required legal compensation. To ensure compliance with the Production Safety Law of the People's Republic of China, the Group avoids production safety incidents by providing training courses from time to time on production safety and emergency rescue drills to staff engaged in project design, construction, equipment repair and maintenance, safety supervision, etc. to ensure production safety.

##### Compliance with Laws and Regulations

During the year ended 31 December 2019 and up to the date of this report, the Group has complied with relevant laws and regulations that have a significant impact on the Group.

### 業務回顧(續)

#### 遵守對本集團有重大影響的適用法律及法規(續)

##### 《中華人民共和國合同法》(續)

承擔繼續履行、採取補救措施或者賠償損失等違約責任；因施工人的原因致使建設工程質量不符合約定的，發包人有權要求施工人在合理期限內無償修理或者返工、改建，經過修理或者返工、改建後，造成逾期交付的，施工人應當承擔違約責任(如有)。

##### 《中華人民共和國安全生產法》

根據《中華人民共和國安全生產法》，發生生產安全事故，對負有責任的生產經營單位除要求其依法承擔相應的賠償等責任外，最高可被安全生產監督管理部門處以人民幣二千萬元的罰款。為遵守《中華人民共和國安全生產法》，避免生產安全事故，本集團為從事工程設計、施工、設備檢修和維護、安全督查等業務的員工不時提供安全生產課程培訓和應急救援預案演練，以保障生產安全。

##### 遵守法律及法規

於截至二零一九年十二月三十一日止年度及直至本報告日期，本集團已遵守對本集團有重大影響的相關法律及法規。

# Directors' Report (Continued)

## 董事會報告(續)

### Business Review (Continued)

#### Major Risks and Risk Management

The Board is well aware of its responsibility to maintain the effectiveness of the Group's internal control and risk management systems. Such systems are designed to manage risks of failed business objectives and provide reasonable guarantee against material misrepresentation or losses.

#### Business Risks

The Group's business risk factors include changes in the overall market conditions, downward pressure on China's economy and the number and progress of domestic projects in the entire industry, which may affect the construction environment, settlement prices and capital turnover rates of its construction projects. The Board is responsible for overall business management and review of major business decisions involving disclosure of significant risks from time to time.

#### Financial Risks

The Group has adopted a series of financial risk management policies to manage its liquidity risk, credit term allocation risk, financing structure risk, interest rate risk and exchange rate risk. The Board also periodically reviews the Group's management accounts, capital structure and key operational data.

#### Compliance Risks

The Board takes effective measures to ensure compliance of the Company with the laws, regulations and rules. The Company has engaged professional consultants and advisors to keep the Company updated on the latest changes in the regulatory environment, including legal, financial, environmental and operational development. The Company also imposes strict policies to prohibit any unauthorised use or publication of confidential information or insider information.

#### Operational Risks

The Company has adopted effective measures to manage its operational risks such as low equipment utilisation efficiency, high consumption of consumables and frequent production failures.

The Board has reviewed the effectiveness of the Group's internal control and risk management systems covering its business, financial, operational and compliance risks, and is of the view that such systems are effective.

### 業務回顧(續)

#### 主要風險及風險管理

董事會知悉其維持本集團內部控制及風險管理系統有效性的責任。該等系統旨在管理未能達成業務目標的風險及就重大失實陳述或損失提供合理的保證。

#### 業務風險

本集團的業務風險包括整體市場狀況的變化、中國整體經濟的衰退壓力，以及國內整個行業開工數量和推進進度，進而影響工程項目的施工環境、結算價格和資金回籠速度。董事會負責業務的整體管理及檢討涉及不時的重大風險披露的重大業務決策。

#### 財務風險

本集團採納財務風險管理政策管理其流動性風險、信貸期限配置風險、融資結構風險、利率風險、匯率風險。董事會亦定期檢討本集團的管理賬目、資本構架及主要營運數據。

#### 合規風險

董事會採取程序確保本公司遵守法律、規則及法規。本公司委聘專業諮詢人及顧問以讓本公司緊跟監管環境的最新變化，包括法律、財務、環境及營運發展。本公司亦採取嚴格政策，禁止任何未經授權使用或發布機密資料或內幕消息。

#### 營運風險

本公司採取程序管理其營運風險，如設備使用效率不足、易損件耗用過高及生產故障過頻等。

董事會已就本集團內部控制及風險管理系統的有效性進行檢討，涵蓋本集團的業務、財務、合規及營運風險，且認為該等系統屬有效。



## Business Review (Continued)

### Environmental Policies and Performance

We commit ourselves to environmental protection in all aspects of operations. Over the years, the Group has been doing its utmost to protect the environment. The management of the Group has implemented various measures and regulations to make sure that we honor our responsibilities for the environment. We regularly hold special internal meetings with professional teams to review environmental issues at the construction sites and office areas and exchange ideas on environmental improvement. The management of the Group will continue its efforts in securing ongoing high environmental standards in major areas and key links.

### Results and Dividends

The Group's loss for the year ended 31 December 2019 and the financial position of the Company and of the Group at that date are set out in the accompanying financial statements.

The Directors do not recommend the payment of a final dividend for the year ended 31 December 2019.

### Dividend Policy

The Company's dividend policy in force with effect from 1 January 2019 sets out the guidelines for the Board to determine whether dividends are to be declared and paid and the level of dividends to be paid to the Shareholders. The Board has the discretion to declare and distribute dividends to the Shareholders, subject to the Articles and all applicable laws and regulations and having regard to the following factors:

- (a) the actual and expected financial performance of the Group;
- (b) retained earnings and distributable reserves of the Group;
- (c) the current and future operations, liquidity position and capital requirements of the Group;
- (d) any restrictions on payment of dividends that may be imposed by the financiers and other third parties of the Group;

## 業務回顧(續)

### 環保政策及表現

我們致力在營運的各個環節保護環境。多年來，本集團竭盡所能保護環境。本集團管理層已實施多項措施及管制，以確保我們能履行對環境的責任。我們定期舉行內部專門會議，與專業人士組成的團隊檢討施工場所及辦公區域的環保事宜，交流有助改進環境的意見。本集團管理層將繼續努力，確保在重點領域和關鍵環節上均能持續符合環保的高標準。

### 業績及股息

本集團截至二零一九年十二月三十一日止年度的虧損及本公司及本集團於該日的財務狀況載於隨附的財務報表。

董事並無建議就截至二零一九年十二月三十一日止年度派付末期股息。

### 股息政策

本公司於二零一九年一月一日起生效的股息政策，為董事會就決定是否宣派及派發股息以及就派發給股東之股息幅度提供指引。董事會有權宣派及派發股息予股東，惟須遵守細則、所有適用法例及法規以及考慮下列因素：

- (a) 本集團實際和預期的財務表現；
- (b) 本集團的保留盈利及可供分派儲備；
- (c) 本集團的目前和未來業務，流動資金狀況和資本要求；
- (d) 本集團的融資方或其他第三方可能施加之任何派息限制；

## Directors' Report (Continued)

### 董事會報告(續)

#### Dividend Policy (Continued)

- (e) economic condition and other internal or external factors that may have an impact on the business or financial performance and position of the Group; and
- (f) any other factors that the Board deems appropriate.

The Board will review this policy as appropriate from time to time.

#### Property, Plant and Equipment

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

#### Share Capital

Details of movements in the Company's share capital during the year are set out in note 32 to the consolidated financial statements.

#### Pre-Emptive Rights

There are no provisions for pre-emptive rights under the Articles or the laws of the Cayman Islands, being the jurisdiction in which the Company was incorporated, which would oblige the Company to offer new Shares on a pro rata basis to existing Shareholders.

#### Equity-Linked Agreements

Other than the Share Option Scheme, no equity-linked agreements were entered into by the Company during the year or subsisting at the end of the year ended 31 December 2019.

As for the Share Option Scheme, please refer to the section headed "Share Option Scheme".

#### 股息政策(續)

- (e) 影響本集團業務或財務表現及財務狀況之經濟狀況及其他內在或外在因素；及
- (f) 董事會認為適當的任何其他因素。

董事會將在有需要時檢討該政策。

#### 物業、廠房及設備

年內，本集團的物業、廠房及設備的變動詳情載於綜合財務報表附註17。

#### 股本

年內，本公司股本的變動詳情載於綜合財務報表附註32。

#### 優先購買權

細則或開曼群島(即本公司註冊成立所在的司法權區)法律概無規定本公司須按比例向現有股東發售新股份的優先購買權的條文。

#### 股票掛鈎協議

除購股權計劃外，本公司並無於年內訂立或於截至二零一九年十二月三十一日止年度年底存續的股票掛鈎協議。

有關購股權計劃，請參閱「購股權計劃」一節。



### Permitted Indemnity Provision

The Company has taken out and maintained directors' and officers' liability insurance throughout the year, which provides appropriate cover for the Directors and officers of Group.

### Tax Relief

For the year ended 31 December 2019, Shareholders were not entitled to any tax relief by virtue of their holding of the Shares.

### Purchase, Redemption or Sale of Listed Securities of the Company

For the year ended 31 December 2019, neither the Company nor any of its subsidiaries purchased, redeemed or sold any listed securities of the Company.

### Reserves

Details of movements in the reserves of the Company and of the Group during the year are set out in the statement of financial position of the Company on page 9 of this annual report and in the consolidated statement of changes in equity, respectively.

### Distributable Reserves

As at 31 December 2019, the Company has no reserve available for distribution as calculated in accordance with the Companies Law (2018 Revision) of the Cayman Islands. Under the laws of the Cayman Islands, the share premium account is distributable to the Shareholders provided that immediately following the date on which the dividend is proposed to be distributed, the Company will be in a position to pay off its debts as and when they fall due in the ordinary course of business. The share premium account may also be distributed in the form of fully paid bonus shares.

### 獲准許的彌補條文

本公司於年內已購買及維持董事及行政人員責任保險，為本集團董事及行政人員提供適當的保障。

### 稅務減免

截至二零一九年十二月三十一日止年度，股東無權就其持有股份而享有任何稅務減免。

### 購買、贖回或出售本公司上市證券

於截至二零一九年十二月三十一日止年度，本公司或其任何附屬公司概無購買、贖回或出售本公司任何上市證券。

### 儲備

年內，本公司及本集團的儲備變動詳情分別載於本年報第9頁本公司的財務狀況表及綜合權益變動表。

### 可供分派儲備

於二零一九年十二月三十一日，本公司根據開曼群島公司法(二零一八年修訂版)計算概無可供分派的儲備。根據開曼群島法，股份溢價賬可派發予股東，惟緊隨建議分派股息日期後，本公司可在日常業務過程中，在債務到期之時予以清償。股份溢價賬亦可以繳足紅股的方式分派。



#### Major Customers and Suppliers

In the year under review, revenue to the Group's five largest customers accounted for about 37.1% (2018: 38.0%) of the Group's total revenue for the year and the revenue from the largest customer included therein accounted for about 15.7% (2018: 10.7%) of the Group's total revenue.

The Group's five largest customers comprise PRC state-owned companies and private enterprises and overseas enterprises which have business relationships with the Group for a period ranging from two to nine years. Services provided to them by the Group include CRD Business, and EPD and Water Management Business. Their contracts with the Group were project-based, which provided for either monthly progress payments with reference to the value of work completed each month or annual payments with a fixed percentage for each year throughout the contract period. Such credit terms were in line with those granted to other customers of the Group. No long-term agreements had been entered into between the Group's five largest customers and the Group.

During the year ended 31 December 2019, the Board resolved to make a expected credit loss allowance of RMB308.2 million for certain receivables (2018: RMB243.2 million). The allowance for expected credit loss was based on the assessment in recoverability and the judgement by the management after considering the estimated future cash flows discounted at the present value of the original effective interest rate. For details please refer to note 11 to the financial statement in this annual report.

Since the Group's major customers accounted for a significant portion of the Group's total revenue for the year, if in the future the Group loses one of its major customers or if any of the Group's major customers significantly reduces its volume of business with the Group while the Group is unable to get new projects from other existing and/or potential customers, revenues and profitability of the Group would be heavily reduced. Nonetheless, the Group believes that it has developed close relationships with its major customers that they cannot easily replace the Group with other suppliers. The Group has also entered into contracts with and will continue to seek business from other customers.

#### 主要客戶及供應商

於回顧年內，來自本集團五大客戶的收益佔本集團年內總收益約37.1% (二零一八年：38.0%)，而來自其中最大客戶的收益則佔本集團總收益約15.7% (二零一八年：10.7%)。

本集團五大客戶包括中國國有企業及私有企業以及中國境外的企業，該等企業已與本集團維持介乎二至九年的業務關係。本集團向該等企業提供的服務包括基建及填海疏浚業務以及環保疏浚及水務管理業務。彼等以工程項目為基礎與本集團簽訂合同，合同訂明根據每個月完工工程的價值按月支付工程進度款項，或者在合同期內每年按固定比例支付年度款項。上述信用期與授予本集團其他客戶者一致。本集團五大客戶與本集團並無簽訂任何長期協議。

截至二零一九年十二月三十一日止年度，董事會議決就若干應收款項作出預期信貸虧損撥備人民幣308,200,000元 (二零一八年：人民幣243,200,000元)。預期信貸虧損撥備乃根據應收款項可收回情況的評估及管理層經參考原實際利率貼現現值的估計未來現金流量後所作判斷而作出。有關詳情請參閱本年報財務報表附註11。

由於本集團的主要客戶佔本集團年內總收益的很大一部分，倘本集團日後失去其任何一個主要客戶，或本集團任何主要客戶大幅減少與本集團的業務量，而本集團無法從其他現有及/或潛在客戶獲得新項目，則本集團的收益及盈利將會大幅下降。然而，本集團認為，本集團與其主要客戶已建立緊密的合作關係，彼等不會輕易以其他供應商取代本集團。本集團已與其他客戶簽訂合同，並且將繼續向其他客戶尋求業務。



### Major Customers and Suppliers (Continued)

In the year under review, supplies from the Group's five largest suppliers accounted for about 34.4% (2018: 30.6%) of the Group's total operating cost for the year and supplies from the largest supplier included therein accounted for about 23.0% (2018: 13.4%) of the Group's total operating cost.

None of the Directors or any of their close associates or any Shareholders (which, to the best knowledge of the Directors, own more than 5% of the Company's issued share capital) had any beneficial interest in the Group's five largest customers and/or five largest suppliers for the year ended 31 December 2019.

### Directors' Rights to Acquire Shares or Debentures

Save for those disclosed in the paragraphs headed "Share Option Scheme" and "Directors' and Chief Executive's Interests and Short Positions in Shares and Underlying Shares" in this Directors' report in this annual report, 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.

### Directors

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

#### Executive Directors:

Mr. Liu Kaijin  
Mr. Wu Bin (resigned on 31 March 2020)  
Mr. Wu Xuze  
Ms. Zhou Shuhua

#### Non-executive Director:

Mr. Liu Longhua (resigned on 8 March 2019)

### 主要客戶及供應商(續)

於回顧年內，向本集團五大供應商購買供應品佔年內本集團總營運成本約34.4%(二零一八年：30.6%)，而向其中最大供應商購買供應品則佔本集團總營運成本約23.0%(二零一八年：13.4%)。

截至二零一九年十二月三十一日止年度，概無董事或彼等的緊密聯繫人或任何股東(就董事所深知，該等人士擁有本公司已發行股本的逾5%)於本集團五大客戶及/或五大供應商中擁有任何實益權益。

### 董事購入股份或債券的權利

除於本年報中本董事會報告「購股權計劃」及「董事及主要行政人員於股份及相關股份的權益及淡倉」各段所披露者外，年內任何時候概無授予任何董事或彼等各自的配偶或未成年子女以購入本公司股份或債券的方式而獲益的權利；或由彼等行使任何該等權利；或由本公司或其任何附屬公司為任何安排訂約方致令董事可於任何其他法人團體獲得該等權利。

### 董事

年內及直至本報告日期在任的董事如下：

#### 執行董事：

劉開進先生  
伍斌先生(於二零二零年三月三十一日辭任)  
吳旭澤先生  
周淑華女士

#### 非執行董事：

劉龍華先生(於二零一九年三月八日辭任)



## Directors' Report (Continued)

### 董事會報告(續)

#### Independent Non-executive Directors:

Mr. Huan Xuedong  
Mr. Chan Ming Sun Jonathan  
Mr. Liang Zequan

In accordance with article 105(A) of the Articles, Mr. Wu Xuze and Mr. Huan Xuedong will retire by rotation and, being eligible, will offer themselves for re-election at the forthcoming annual general meeting.

#### Independence Confirmations from Independent Non-Executive Directors

The Company has received, from each of the independent non-executive Directors a confirmation of his independence pursuant to rule 3.13 of the Listing Rules. The Company considers all of its independent non-executive Directors to be independent.

#### Directors' Service Contracts

Each of the executive Directors has entered into a Director's service contract and each of the non-executive Directors signed a letter of appointment with the Company commencing from their respective date of appointment. All of them are subject to retirement by rotation and re-election in accordance with the Articles.

Mr. Liu Kaijin and Ms. Zhou Shuhua, both being executive Directors, have entered into service contracts with the Company for a term of three years commencing from 1 June 2017. They have also entered into new service contracts with the Company for a term of three years with immediate effect after the expiry of the term of their current service contracts.

Mr. Wu Xuze, being executive Director, has entered into a service contract with the Company for a term of one year commencing from 5 January 2020.

#### 獨立非執行董事：

還學東先生  
陳銘樂先生  
梁澤泉先生

根據細則第105(A)條，吳旭澤先生及還學東先生將輪值退任，並合資格於應屆股東週年大會上膺選連任。

#### 獨立非執行董事的獨立身份確認書

本公司已接獲各獨立非執行董事根據上市規則第3.13條發出的獨立身份確認書。本公司認為，所有獨立非執行董事均屬獨立人士。

#### 董事的服務合約

各執行董事已與本公司訂立董事服務合約，以及各非執行董事已與本公司簽訂委任書，自彼等各自委任日期起計。根據細則，所有該等人士須輪值退任，並膺選連任。

執行董事劉開進先生及周淑華女士已與本公司簽訂服務合約，自二零一七年六月一日起計為期三年。彼等亦已與本公司訂立新服務合約，任期為三年，於現有服務合約屆滿後即時生效。

執行董事吳旭澤先生已與本公司簽訂服務合約，自二零二零年一月五日起計為期一年。



### Directors' Service Contracts (Continued)

Each of Mr. Huan Xuedong, Mr. Chan Ming Sun Jonathan and Mr. Liang Zequan, being independent non-executive Directors, has entered into an appointment letter with the Company for a term of one year commencing from 25 April 2020, 30 November 2019 and 23 September 2019 respectively.

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

### Directors' Remuneration

The Directors' fees are subject to Shareholders' approval at general meetings. Other emoluments are determined by the Board with reference to Directors' duties, responsibilities and performance and the results of the Group.

### Directors' Interests in Contracts

During the year ended 31 December 2019, save for those disclosed in the financial statements, no Director or any entity connected with the Directors had a material interest, either directly or indirectly, in any transaction, arrangement or contract of significance to the business of the Group to which the Company or any of its subsidiaries was a party during the year.

### Management Contracts

Save for the Contractual Arrangements between subsidiaries of the Group, no contracts concerning the management and administration of the whole or any substantial part of the business of the Group were entered into or existed during the year.

### 董事的服務合約(續)

獨立非執行董事還學東先生、陳銘樂先生及梁澤泉先生各與本公司簽訂委任書，分別自二零二零年四月二十五日、二零一九年十一月三十日及二零一九年九月二十三日起計為期一年。

概無建議於應屆股東週年大會上膺選連任的董事與本公司訂立不可於一年內毋須作出賠償(法定賠償除外)而由本公司終止的服務合約。

### 董事的薪酬

董事袍金須由股東在股東大會上批准。其他酬金則由董事會經參考董事職責、責任及表現以及本集團業績而釐定。

### 董事於合約的權益

於截至二零一九年十二月三十一日止年度，除財務報表所披露者外，董事或與董事相關的任何實體於年內概無於對本集團的業務有重大影響的任何交易、安排或合約(而本公司或其任何附屬公司為該合約的訂約方)中直接或間接擁有重大實益權益。

### 管理合約

除本集團附屬公司之間的合約安排外，年內概無訂立或存在任何有關本集團全部或任何主要部分業務的管理及行政合約。

#### Continuing Connected Transactions

According to relevant PRC laws, foreign investors are prohibited from owning more than a 50% equity interest in any enterprise which owns vessels for conducting dredging business. Otherwise the Maritime Safety Administration of the PRC will not register the ownership of a vessel to an enterprise. Our Group has decided that Xiangyu PRC owns 50% of interest in the relevant vessels, being the maximum percentage that a foreign investor may own under PRC laws to register the ownership of the relevant vessels for certain commercial reasons. In addition, our Group intends to participate in some dredging projects which forbid any involvement of foreign-invested companies under PRC laws. Even in certain dredging projects which foreign-invested companies are technically allowed to engage under PRC laws, the foreign-invested companies find it difficult, in common practice, to secure dredging business opportunities. Based on the above reasons, the PRC Operational Entity has not become equity-owned by our Company, but will be controlled by our Company through the Contractual Arrangements.

The Group carried out the following continuing connected transactions (other than continuing connected transactions that are exempted under rule 14A of the Listing Rules) during the year ended 31 December 2019:

On 19 April 2011, the following entities entered into the Contractual Arrangements pursuant to which all economic benefits and risks arising from the business of Jiangsu Xingyu are transferred to Xiangyu PRC:

- (i) Xiangyu PRC, a wholly foreign-owned enterprise and a wholly-owned subsidiary of the Company,
- (ii) Jiangsu Xingyu, a limited liability company established in the PRC and deemed to be a wholly-owned subsidiary of the Company under the Contractual Arrangements, and mainly engages in the capital and reclamation dredging and the environmental protection dredging segments and is the largest subsidiary of the Group in terms of operating assets owned and construction scale, and
- (iii) equity interests holders of Jiangsu Xingyu, namely Mr. Liu and Ms. Zhou (both of them are executive Directors and controlling shareholders of the Company).

#### 持續關連交易

根據中國有關法律，海外投資者不得於擁有船舶以進行疏浚業務的任何企業中擁有超過50%的股本權益，否則中國海事局將不會登記其船舶的擁有權。本集團已決定讓翔宇中國擁有有關船舶的50%權益(即外國投資者根據中國法律可擁有的最高百分比)，以就若干商業原因登記有關船舶的擁有權。此外，本集團擬參與中國法律禁止或限制外國投資公司參與的若干疏浚項目。儘管中國法律在技術上而言乃允許外國投資公司參與若干疏浚項目，但在一般慣例下，外國投資公司仍難以把握該等疏浚商機。基於上述原因，中國經營實體的股權並非由本公司擁有，而將由本公司透過合約安排控制。

於截至二零一九年十二月三十一日止年度，本集團進行以下持續關連交易(根據上市規則第14A條獲豁免的持續關連交易除外)：

於二零一一年四月十九日，以下實體訂立合約安排，據此，江蘇興宇業務產生的一切經濟利益及風險均轉撥至翔宇中國：

- (i) 翔宇中國，一間外商全資企業及本公司的全資附屬公司，
- (ii) 江蘇興宇，一間於中國成立的有限責任公司及根據合約安排被視為本公司一間全資附屬公司，主要從事基建及填海疏浚業務以及環保疏浚業務，為本集團擁有經營資產最多、施工規模最大的附屬公司，及
- (iii) 江蘇興宇的股權持有人劉先生及周女士(彼等均為本公司的執行董事及控股股東)。



## Continuing Connected Transactions (Continued)

Jiangsu Jiaolong, a limited liability company established in the PRC, mainly engages in the provision of marine hoisting, installation and other engineering services. It is the provider of the Group's other marine business. Jiangsu Xingyu owns a 51% equity interest in it and is its controlling shareholder.

Further details of the Contractual Arrangements are described in note 41 to the financial statements of this annual report.

The Stock Exchange has granted a waiver pursuant to rule 14A.105 of the Listing Rules to the Company for all transactions under the Contractual Arrangements from strict compliance with the applicable announcement and independent Shareholders' approval requirements under Chapter 14A of the Listing Rules.

The amount of revenue and assets subject to the Contractual Arrangements accounted for 98.0% and 63.2% of the Group's total revenue and assets respectively for the year ended 31 December 2019 (2018: 97.0% and 67.3%).

The followings are the major risks relating to the Contractual Arrangements:

- The Group conducts its business operation in the PRC through the PRC Operational Entity by way of the Contractual Arrangements, but certain of the terms of the Contractual Arrangements may not be enforceable under PRC laws. Therefore, in the event of breach of any agreements constituting the Contractual Arrangements by Mr. Liu, Ms. Zhou and/or the PRC Operational Entity, and if the Group is unable to enforce the Contractual Arrangements, the Group may not be able to exert effective control over the PRC Operational Entity, and the Group's ability to conduct its business may be negatively affected.
- If the PRC government finds that the Contractual Arrangements or the ownership structures or business operations of the Company or the PRC Operational Entity do not comply with any of the PRC laws and regulations, the Group's business, financial condition or results of operations could be materially and adversely affected, as revenue in relation to the Contractual Arrangements accounted for 98.0% of the Group's total revenue for the year ended 31 December 2019.

## 持續關連交易(續)

江蘇蛟龍，一間於中國成立的有限責任公司，主要從事海上吊裝、安裝、打撈、船舶包租等工程服務，本集團的其他海事業務均由其提供。江蘇興宇擁有其51%股權，為其控股股東。

有關合約安排的進一步詳情載於本年報財務報表附註41。

聯交所已根據上市規則第14A.105條向本公司授出豁免，令合約安排項下的所有交易豁免嚴格遵守上市規則第14A章項下的適用公告及獨立股東批准規定。

合約安排的收益及資產分別佔本集團截至二零一九年十二月三十一日止年度總收益及資產的98.0%及63.2%(二零一八年：97.0%及67.3%)。

下列為有關合約安排的主要風險：

- 本集團以合約安排方式透過中國經營實體於中國經營其業務，但根據中國法律，合約安排中的若干條款或未能強制執行。因此，倘劉先生、周女士及／或中國經營實體違反構成合約安排的任何協議及倘本集團無法強制執行合約安排，本集團可能無法對中國經營實體行使控制權，且本集團開展其業務的能力可能會受到負面影響。
- 由於有關合約安排的收益佔本集團截至二零一九年十二月三十一日止年度總收益的98.0%，如中國政府認為合約安排或本公司或中國經營實體的擁有權架構或業務營運不符合中國任何法例及規例，本集團的業務、財務狀況或經營業績可能會受到重大不利影響。

## Directors' Report (Continued)

### 董事會報告(續)

#### Continuing Connected Transactions (Continued)

- The Contractual Arrangements related to critical aspects of the Group's operations with the PRC Operational Entity and its shareholders which may not be as effective as direct ownership in providing operational control. In the event that the Group is unable to enforce these Contractual Arrangements, the Group may be unable to exert effective control over the PRC Operational Entity, and the Group's ability to conduct its business may be materially and adversely affected.
- Shareholders of the PRC Operational Entity, Mr. Liu and Ms. Zhou, may potentially have a conflict of interest with the Group, and they may breach their contracts with the Group. Such disputes and proceedings may significantly disrupt the Group's business operations, adversely affect its ability to control the PRC Operational Entity and/or otherwise result in negative publicity.

The Group has adopted the following measures to ensure the sound and effective operation of the Group following the implementation of the Contractual Arrangements:

- as part of the internal control measures, major issues arising from implementation of the Contractual Arrangements had been and will be reviewed by the Board on a regular basis;
- matters relating to compliance and regulatory enquiries from governmental authorities had been and will be discussed at such regular meetings or extraordinary meetings of the Board;
- the relevant business units and operation divisions of the Group reported regularly to the senior management of the Company on the compliance and performance conditions under the Contractual Arrangements and other related matters;
- legal advisors and/or other professionals had been and will continue to be retained to assist the Group to deal with specific issues arising from the Contractual Arrangements; and
- the independent non-executive Directors had and will continue to conduct annual reviews on the Contractual Arrangements to ensure that it is fair and reasonable and in the best interests of the Group and its Shareholders as a whole.

The Directors confirm that during the Review Period, the Company has complied with the disclosure requirements in accordance with Chapter 14A of the Listing Rules (save for the exemptions granted under the above-mentioned waiver).

#### 持續關連交易(續)

- 有關本集團與中國經營實體及其股東的經營的重要範疇的合約安排於經營監控上或不及直接擁有有效。如本集團未能執行合約安排，本集團可能無法有效控制中國經營實體，而本集團進行其業務的能力亦可能受到重大不利影響。
- 中國經營實體股東劉先生及周女士或與本集團有潛在利益衝突，及彼等或違反與本集團訂立的合約。有關糾紛及訴訟可能會嚴重中斷本集團的業務營運、對其控制中國經營實體的能力造成不利影響及/或以其他方式使公眾形象受損。

本集團已採取以下措施，以確保本集團在實施合約安排後穩健有效地營運：

- 作為內部監控措施的一部分，實施合約安排所產生的主要問題已經及將由董事會定期進行審議；
- 有關遵守規定及來自政府機構的監管查詢的事宜，已經及將於該等例會或董事會特別會議上討論；
- 本集團的相關業務單位及營運部門已定期向本公司高級管理層匯報有關遵守及履行合約安排的條件及其他有關事宜；
- 已經及將持續委聘法律顧問及/或其他專業人士以協助本集團處理合約安排所產生的特定問題；及
- 獨立非執行董事已經及將會繼續就合約安排進行年度審閱，確保其公平合理，並符合本集團及其股東的整體最佳利益。

董事確認於回顧期間本公司一直遵守上市規則第14A章項下的披露規定(根據上述豁免授予的豁免除外)。



### Continuing Connected Transactions (Continued)

The independent non-executive Directors have confirmed that the above-mentioned continuing connected transactions were entered into:

- (i) in the ordinary and usual course of the Group's business;
- (ii) in accordance with the terms of the respective agreements governing such transactions on terms that were fair and reasonable and in the interests of the Shareholders of the Company as a whole; and
- (iii) either on normal commercial terms or on terms no less favorable to the Group than those available to or from independent third parties.

Besides, the independent non-executive Directors have conducted an annual review on the Contractual Arrangements and have confirmed that:

- (i) the transactions carried out during the year ended 31 December 2019 have been entered into in accordance with the relevant provisions of the Contractual Arrangements and have been operated so that all revenue generated by Jiangsu Xingyu has been retained by Xiangyu PRC;
- (ii) no dividends or other distributions have been made by Jiangsu Xingyu to its equity interest holders; and
- (iii) any new contracts or renewed contracts have been entered into on the same terms as the existing Contractual Arrangements and are fair and reasonable so far as the Group is concerned and in the interests of the Shareholders as a whole.

In accordance with rule 14A.56 of the Listing Rules, the Board engaged the auditor of the Company to perform procedures on the above continuing connected transactions in accordance with Hong Kong Standard on Assurance Engagements 3000 (Revised) "Assurance Engagements Other Than Audits or Reviews of Historical Financial Information" and with reference to Practice Note 740 "Auditor's Letter on Continuing Connected Transactions under the Hong Kong Listing Rules" issued by the Hong Kong Institute of Certified Public Accountants.

### 持續關連交易(續)

獨立非執行董事確認上述持續關連交易乃於下列情況下訂立：

- (i) 在本集團的日常及一般業務過程中；
- (ii) 根據規管該等交易的相關協議條款，而有關條款乃屬公平合理並符合本公司股東的整體利益；及
- (iii) 按照正常商業條款或就本集團而言，該等條款不遜於獨立第三方可取得或提供的條款。

此外，獨立非執行董事已對合約安排進行年度檢討，並確認：

- (i) 截至二零一九年十二月三十一日止年度進行的該等交易乃根據合約安排的有關條文而訂立，並一直在進行中，以便江蘇興宇產生的所有收益歸翔宇中國所有；
- (ii) 江蘇興宇概無向其股權持有人作出股息或其他分派；及
- (iii) 任何新合約或續期合約已根據與現有合約安排相同的條款而訂立，且就本集團而言，該等合約屬公平合理，並符合股東的整體利益。

根據上市規則第14A.56條，董事會已根據香港審核保證委聘準則第3000號(經修訂)「審核或審閱過去財務資料以外的核證委聘」及參照香港會計師公會發出的實務說明第740號「關於香港上市規則所述持續關連交易的核數師函件」委聘本公司核數師，對上述持續關連交易進行審核程序。



## Directors' Report (Continued)

### 董事會報告(續)

#### Continuing Connected Transactions (Continued)

The auditor of the Company has confirmed that nothing has come to the auditor's attention that causes them to believe that :

- the disclosed continuing connected transactions have not been approved by the Board;
- the said transactions were not entered into in accordance with the relevant agreements governing such transactions; and
- dividends or other distributions have been made by Jiangsu Xingyu to the holders of its equity interests.

#### Related Party Transactions

Details of the related party transactions are set out in note 37 to the consolidated financial statements. None of these related party transactions constitutes a discloseable connected transaction as defined under the Listing Rules, except for those described in the paragraph headed "Continuing Connected Transactions" above, in respect of which the disclosure requirements in accordance with Chapter 14A of the Listing Rules have been complied with.

#### Share Option Scheme

The Company has adopted the Share Option Scheme for the purpose of providing incentives and rewards to eligible participants who contribute to the success of the Group's operations. Under the Share Option Scheme, the Directors may at their discretion grant options to (i) any Director and employees of the Company, any of its subsidiaries or any entity in which the Group holds an equity interest; or (ii) any suppliers, customers, consultants who provided services to the Group, shareholders of the subsidiaries of the Group and joint venture partners to subscribe for the Shares.

#### 持續關連交易(續)

本公司核數師已確認，概無發現任何事項致使核數師相信：

- 已披露的持續關連交易並無獲得董事會的批准；
- 上述交易並未根據規管該等交易的有關協議而訂立；及
- 江蘇興宇已向其股權持有人作出股息或其他分派。

#### 關連方交易

關連方交易詳情載於綜合財務報表附註37。除上文「持續關連交易」(已遵守上市規則第14A章項下的披露規定)一段所述者外，概無該等關連方交易構成上市規則所界定的須予披露關連交易。

#### 購股權計劃

本公司已採納購股權計劃，以嘉許及獎勵為本集團成功營運作出貢獻的合資格參與者。根據購股權計劃，董事可酌情向(i)本公司、其任何附屬公司或本集團持有股本權益的任何實體的任何董事及僱員；或(ii)任何供應商、客戶、為本集團提供服務的顧問、本集團附屬公司股東及合營公司合夥人授出購股權以認購股份。



### Share Option Scheme (Continued)

The maximum number of shares in respect of which options may be granted under the Share Option Scheme shall not exceed 30% of the issued share capital of the Company at any point in time. The total number of shares in respect of which options may be granted under the Share Option Scheme must not in aggregate exceed 10% of the shares in issue at the time dealings in the shares first commence on the Stock Exchange. This limit was last refreshed by the Shareholders in the annual general meeting of the Company held on 29 May 2019 so that the maximum number of Shares which may be issued upon the exercise of all options to be granted under the Share Option Scheme shall not exceed 177,366,400 Shares, being 10% of the Shares in issue as at the date of passing the relevant resolution on 29 May 2019.

The maximum number of shares in respect of which options may be granted to any individual in any 12-month period shall not exceed 1% of the shares in issue on the last date of such 12-month period unless approval of the shareholders of the Company has been obtained in accordance with the Listing Rules.

Options may be exercised during such period (including the minimum period, if any, for which an option must be held before it can be exercised) as may be determined by the Directors and commences after a certain vesting period and ends in any event not later than 10 years from the date of grant of the relevant share options, subject to the provisions for early termination thereof. The offer of a grant of options must be taken up within 21 days of the date of offer, upon payment of HK\$1 as consideration by the grantee. The exercise price is equal to the highest of (i) the closing price of the shares as stated in the daily quotations sheet issued by the Stock Exchange on the date of the offer of grant; (ii) the average closing price of the shares as stated in the daily quotations sheets issued by the Stock Exchange for the five business days immediately preceding the date of the offer of grant; and (iii) nominal value of the shares. The Directors consider the Share Option Scheme, with its broadened basis of participation, will enable the Group to reward the employees, the Directors and other selected participants for their contributions to the Group. The Share Option Scheme will remain in force for a period of 10 years from the date of adoption and will expire on 23 May 2021.

### 購股權計劃(續)

根據購股權計劃可授出的購股權所涉及的股份數目，在任何時候最高不得超過本公司已發行股本的30%。根據購股權計劃可授出的購股權所涉及的股份總數，合共不得超過股份首次開始於聯交所交易時已發行股份的10%。本公司股東最近於二零一九年五月二十九日舉行之本公司股東週年大會上更新該上限，以使根據購股權計劃將授出之全部購股權獲行使後可發行之最高股份數目不超過177,366,400股股份，即於二零一九年五月二十九日通過相關決議案當日已發行股份的10%。

除非根據上市規則獲得本公司股東批准，否則於任何十二個月期間授予任何個別人士的購股權涉及的最高股份數目，不得超過於該十二個月期間的最後一日已發行股份的1%。

承授人可於董事可能決定的期間(包括購股權行使前必須持有的最短期限(「如有」)行使購股權，並於若干歸屬期後開始且無論如何須於有關購股權授出日期起計不得超逾十年屆滿，惟受有關提早終止之條文規限。授出購股權要約必須於要約日期起計21天內獲承授人接納，並支付1港元作為代價。行使價相等於下列價格的最高者：(i)股份於要約授出日期在聯交所每日報價表所報的收市價；(ii)股份在緊接要約授出日期前五個營業日在聯交所每日報價表所報的平均收市價；及(iii)股份面值。董事認為，購股權計劃(參與基準有所放寬)使得本集團能夠就僱員、董事及其他選定參與者為本集團所作貢獻對彼等作出獎勵。購股權計劃將自採納日期起計十年內有效，並將於二零二一年五月二十三日屆滿。

## Directors' Report (Continued)

### 董事會報告(續)

#### Share Option Scheme (Continued)

The movements of the share options granted under the Share Option Scheme during the year ended 31 December 2019 are as follows:

#### 購股權計劃(續)

於截至二零一九年十二月三十一日止年度內，根據購股權計劃授出之購股權變動如下：

Name or category of participant 參與者姓名或類別	Number of share options 購股權數目				Outstanding as at 31 December 2019 於二零一九年十二月三十一日尚未行使	Date of grant <sup>(1)</sup> 購股權授出日期 <sup>(1)</sup>	Exercise price <sup>(2)</sup> (HK\$ per Share) (每股港元)	Closing price immediately before the date of the grant 緊接授出日期前的收市價 (HK\$ per Share) (每股港元)	Exercise period <sup>(3)</sup> 行使期 <sup>(3)</sup>
	Outstanding at 1 January 2019 於二零一九年一月一日尚未行使	Granted during the year 於年內授出	Exercised during the year 於年內行使	Lapsed/cancelled during the year 於年內度失效/註銷					
<b>Directors</b> 董事									
Mr. Wu Bin 伍斌先生	14,780,000	—	—	14,780,000	—	11/10/2018	0.131	0.119	11/10/2018– 10/10/2019
Mr. Wu Xuze 吳旭澤先生	14,780,000	—	—	14,780,000	—	11/10/2018	0.131	0.119	11/10/2018– 10/10/2019
<b>Employees in aggregate</b> 僱員合計	14,780,000	—	—	14,780,000	—	11/10/2018	0.131	0.119	11/10/2018– 10/10/2019
<b>Others in aggregate</b> 其他合計	41,220,000	—	8,702,000	32,518,000	—	11/10/2018	0.131	0.119	11/10/2018– 10/10/2019
<b>Total</b> 總計	<b>85,560,000</b>	<b>—</b>	<b>8,702,000</b>	<b>76,858,000</b>	<b>—</b>				

Notes:

- (1) Each of the option is granted for consideration of HK\$1.
- (2) The exercise price of the share options is subject to adjustment in case of rights or bonus issues, or other similar changes in the Company's share capital.
- (3) Immediately vested.
- (4) Mr. Wu Bin has resigned as vice chairman and executive Director on 31 March 2020.

附註：

- (1) 每份購股權授出代價為1港元。
- (2) 倘進行供股或紅利發行或本公司股本有其他類似變動，則購股權之行使價可予以調整。
- (3) 即時歸屬。
- (4) 伍斌先生已於二零二零年三月三十一日辭去副主席及執行董事職務。

The Company had 17,000,000 outstanding share options as at the date of this annual report as it had granted such options on 20 January 2020. The total number of Shares in respect of which share options available for grant under the Share Option Scheme was 160,366,400, representing approximately 8.1% of the issued Shares as at the date of this annual report.

於本年報日期，本公司還有17,000,000份於二零二零年一月二十日授出仍尚未行使的購股權。按購股權計劃可予授出的購股權所涉及的股份總數為160,366,400股，佔於本年報日期已發行股份約8.1%。



### Directors' and Chief Executive's Interests and Short Positions in Shares and Underlying Shares

As at 31 December 2019, the Directors and the Company's chief executive, and their respective associates had the following interests in the shares in the Company and its associated corporations (within the meaning of Part XV of the SFO) which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they are taken or deemed to have been taken under such provisions of the SFO) or pursuant to the Model Code, or were required to be entered in the register kept by the Company pursuant to section 352 of the SFO:

#### Interests in the Shares

### 董事及主要行政人員於股份及相關股份的權益及淡倉

於二零一九年十二月三十一日，董事及本公司主要行政人員及彼等各自的聯繫人於本公司及其相聯法團（定義見證券及期貨條例第XV部）的股份中，擁有根據證券及期貨條例第XV部第7及8分部（包括彼等根據證券及期貨條例的該等條文被當作或視為擁有的權益及淡倉）或根據標準守則須知會本公司及聯交所，或根據證券及期貨條例第352條須記錄於本公司所存置的登記冊的權益如下：

#### 於股份的權益

Name of Director	Capacity	Notes	Long position	
			Number of Shares	Approximate percentage of shareholding
董事姓名	身份	附註	股份數目	佔股權的概約百分比
Mr. Liu Kaijin 劉開進先生	Interest in controlled corporation	1	351,600,000	19.73%
	Beneficial owner		35,559,000	2.00%
Ms. Zhou Shuhua 周淑華女士	Interest in spouse	2	387,159,000	21.72%

\* These percentages are computed based on the total number of Shares in issue (i.e. 1,782,366,000 Shares) as at 31 December 2019.

\* 該等百分比乃根據本公司於二零一九年十二月三十一日已發行股份總數（即1,782,366,000股股份）計算。

## Directors' Report (Continued)

### 董事會報告(續)

#### Directors' and Chief Executive's Interests and Short Positions in Shares and Underlying Shares (Continued)

Notes:

- Mr. Liu is the sole beneficial owner of Wangji Limited ("Wangji"), a company incorporated in the British Virgin Islands with limited liability, which is the direct owner of 351,600,000 Shares. Further, Mr. Liu is the beneficial owner of 35,559,000 Shares.
- Ms. Zhou is the spouse of Mr. Liu who is also a Director. By virtue of the SFO, Ms. Zhou is deemed to be interested in all interests of Mr. Liu in the Company including long position and short position.

#### Interests in associated corporations

Name of Director 董事姓名	Name of associated corporation 相聯法團名稱	Capacity 身份	Notes 附註	Long position 好倉	
				Share capital 股本	Approximate percentage of total number of shareholding 佔股權總數的概約百分比
Mr. Liu Kaijin 劉開進先生	Wangji 旺基	Beneficial owner 實益擁有人	1	200 ordinary shares 200股普通股	100%
	Jiangsu Xingyu 江蘇興宇	Beneficial owner 實益擁有人	1	Register capital of RMB39,315,800 註冊資本人民幣39,315,800元	100%
Ms. Zhou Shuhua 周淑華女士	Wangji 旺基	Interest in spouse 配偶權益	2	200 ordinary shares 200股普通股	100%
	Jiangsu Xingyu 江蘇興宇	Interest in spouse 配偶權益	2	Register capital of RMB39,315,800 註冊資本人民幣39,315,800元	100%

Notes:

- Mr. Liu is the sole beneficial owner of the entire registered capital of Jiangsu Xingyu. Mr. Liu and Ms. Zhou are registered holders of 98.47% and 1.53% in the registered capital in Jiangsu Xingyu respectively. The 1.53% interest in the registered capital of Jiangsu Xingyu were held on trust by Ms. Zhou for Mr. Liu pursuant to a shareholding confirmation dated 12 July 2010.
- Ms. Zhou is the spouse of Mr. Liu who is also a Director. By virtue of the SFO, Ms. Zhou is deemed to be interested in all interests of Mr. Liu in the associated corporations including long positions and short position.

#### 董事及主要行政人員於股份及相關股份的權益及淡倉(續)

附註:

- 劉先生為旺基有限公司(「旺基」,一間於英屬處女群島註冊成立的有限公司)的唯一實益擁有人,而旺基為351,600,000股股份的直接擁有人。此外,劉先生為35,559,000股股份的實益擁有人。
- 周女士為劉先生的配偶,彼亦為一名董事。根據證券及期貨條例,周女士被視為於劉先生持有的所有本公司權益(包括好倉及淡倉)中擁有權益。

#### 於相聯法團的權益

附註:

- 劉先生亦為江蘇興宇的全部註冊資本的唯一實益擁有人。劉先生及周女士分別為江蘇興宇98.47%及1.53%註冊資本的登記持有人。根據二零一零年七月十二日訂立的一項股權確認,周女士以信託方式代劉先生持有江蘇興宇註冊資本的1.53%權益。
- 周女士為劉先生的配偶,彼亦為一名董事。根據證券及期貨條例,周女士被視為於劉先生持有的所有相聯法團權益(包括好倉及淡倉)中擁有權益。



### Directors' and Chief Executive's Interests and Short Positions in Shares and Underlying Shares (Continued)

Saved as disclosed above, none of the Directors and chief executive of the Company or any of their associates had any interests or short positions in the Shares, underlying shares or debentures of the Company or any associated corporation as at 31 December 2019 (within the meaning of Part XV of the SFO), which had been notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which the Directors or chief executive of the Company were deemed or taken to have under such provisions of the SFO) or as recorded in the register required to be kept by the Company under section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code.

### Substantial Shareholders' Interests and Short Positions in Shares and Underlying Shares of the Company

As at 31 December 2019, to the best of the knowledge and belief of the Directors, other than those set out in the section headed "Directors' and Chief Executive's Interests and Short Positions in Shares and Underlying Shares" in this annual report, persons had interests or short positions in the Shares or underlying shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO as recorded in the register required to be kept under section 336 of the SFO were as follows:

#### Long positions in Shares

Name of Shareholder	Capacity	Note	Number of Shares	Approximate percentage of shareholding
股東名稱	身份	附註	股份數目	佔股權的概約百分比
Wangji 旺基	Beneficial owner 實益擁有人		351,600,000	19.73%
Zhu Baolong 朱寶龍	Beneficial Owner 實益擁有人		295,600,000	16.58%
Jiangsu Baisite Environment Engineering Co., Ltd 江蘇百斯特環境工程有限公司	Beneficial Owner 實益擁有人	1	148,180,000	8.31%

\* These percentages are computed based on the total number of Shares in issue (i.e. 1,782,366,000 Shares) as at 31 December 2019.

Note:

1. Luck Morgan Investment Limited acts as nominee for Jiangsu Baisite Environment Engineering Co., Ltd\* to hold 148,180,000 Shares.

### 董事及主要行政人員於股份及相關股份的權益及淡倉(續)

除上文所披露者外，於二零一九年十二月三十一日，本公司董事及主要行政人員或彼等的任何聯繫人概無於本公司或任何相聯法團(定義見證券及期貨條例第XV部)的股份、相關股份或債券中，擁有根據證券及期貨條例第XV部第7及8分部須知會本公司及聯交所的任何權益或淡倉(包括本公司董事或主要行政人員根據證券及期貨條例的該等條文被當作或視為擁有的權益及淡倉)或根據證券及期貨條例第352條須記錄於本公司所存置的登記冊的任何權益或淡倉，或根據標準守則須知會本公司及聯交所的任何權益或淡倉。

### 主要股東於本公司股份及相關股份中的權益及淡倉

於二零一九年十二月三十一日，就董事深知及確信，除本年報「董事及主要行政人員於股份及相關股份的權益及淡倉」一節所述者外，根據證券及期貨條例第336條須存置的登記冊中所記錄的於本公司股份或相關股份中擁有根據證券及期貨條例第XV部第2及3分部須向本公司披露的權益或淡倉之人士如下：

#### 股份好倉

\* 該等百分比乃根據本公司於二零一九年十二月三十一日已發行股份總數(即1,782,366,000股股份)計算。

附註：

1. Luck Morgan Investment Limited以江蘇百斯特環境工程有限公司的提名人身份持有148,180,000股股份。

## Directors' Report (Continued)

### 董事會報告(續)

#### Audit Committee, Remuneration Committee and Nomination Committee

Details of the Audit Committee, Remuneration Committee and Nomination Committee are set out in section headed "Corporate Governance Report" of this annual report.

#### Sufficiency of Public Float

As at the date of this annual report, the Company has maintained the prescribed public float under the Listing Rules based on the information that is publicly available to the Company and within the knowledge of the Directors of the Company.

#### Event after end of Reporting Period

For details, please refer to the section headed "Management Discussion and Analysis" in this annual report.

#### Auditor

Moore Stephens CPA Limited was appointed as auditor of the Company with effect from 31 October 2018.

Moore Stephens CPA Limited will retire and a resolution for their re-appointment as auditor of the Company will be submitted at the forthcoming annual general meeting.

On behalf of the Board

**Liu Kaijin**  
Chairman

Hong Kong, 29 April 2020

#### 審核委員會、薪酬委員會及提名委員會

審核委員會、薪酬委員會及提名委員會的詳情載於本年報「企業管治報告」一節。

#### 足夠公眾持股量

根據本公司所得公開資料及就本公司董事所知，於本年報日期，本公司已根據上市規則的規定維持指定的公眾持股量。

#### 報告期後事項

有關詳情請參閱本年報「管理層討論及分析」一節。

#### 核數師

大華馬施雲會計師事務所有限公司獲委任為本公司核數師，自二零一八年十月三十一日起生效。

大華馬施雲會計師事務所有限公司將於應屆股東週年大會上退任本公司核數師，而該大會將提呈重新聘任彼為本公司核數師之決議案。

代表董事會

主席  
劉開進

香港，二零二零年四月二十九日

# Independent Auditor's Report

## 獨立核數師報告

### MOORE STEPHENS

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大華馬施雲  
會計師事務所有限公司

#### To the Shareholders of China Dredging Environment Protection Holdings Limited

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

致中國疏浚環保控股有限公司股東

*(於開曼群島註冊成立的有限公司)*

### Opinion

We have audited the consolidated financial statements of China Dredging Environment Protection Holdings Limited (the "Company") and its subsidiaries (collectively referred to as the "Group") set out on pages 86 to 212, which comprise the consolidated statement of financial position as at 31 December 2019, and the consolidated statement of profit or loss and other comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at 31 December 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 Hong Kong Companies Ordinance.

### 意見

本行已審核載列於第86至212頁中國疏浚環保控股有限公司(「貴公司」)及其附屬公司(統稱「貴集團」)的綜合財務報表，其包括於二零一九年十二月三十一日的綜合財務狀況表與截至該日止年度的綜合損益及其他全面收益表、綜合權益變動表及綜合現金流量表，以及綜合財務報表附註(包括重大會計政策概要)。

本行認為，該等綜合財務報表已根據香港會計師公會(「香港會計師公會」)發佈的香港財務報告準則(「香港財務報告準則」)真實而公平地反映貴集團於二零一九年十二月三十一日的綜合財務狀況以及其截至該日止年度的綜合財務表現及綜合現金流量，並已按照香港公司條例的披露規定妥為編製。



# Independent Auditor's Report (Continued)

## 獨立核數師報告(續)

### Basis for Opinion

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

### Material Uncertainty Related to Going Concern

We draw attention to Note 2 to the consolidated financial statements, which highlight that the Group had net current liabilities of approximately RMB283 million. In addition, as at 31 December 2019, the bonds payable and accrued interest amounting to an aggregate amount of approximately RMB286.8 million have been past due and due for immediate payment, the circumstances surrounding the failure by the Group to settle the bonds when the bonds fell due for repayment on their maturity date is set out in Note 2.

These conditions, along with other matters as set forth in Note 2 to the consolidated financial statements, indicate the existence of material uncertainties which may cast significant doubt over the Group's ability to continue as a going concern. Our opinion is not modified in respect of these matters.

### Key Audit Matter

Key audit matter is the matter that, in our professional judgment, was of most significance in our audit of the consolidated financial statements of the current period. This matter was 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 this matter. In addition to the matter described in the Material Uncertainty Related to Going Concern section, we have determined the matter described below to be the key audit matter to be communicated in our report.

### 意見基準

本行已根據香港會計師公會頒佈的香港審計準則(「香港審計準則」)進行審計。本行在該等準則下的責任已於本報告「核數師就審計綜合財務報表須承擔的責任」一節中作進一步闡述。根據香港會計師公會頒佈的專業會計師道德守則(「守則」)，本行獨立於貴集團，並已履行守則中的其他道德責任。本行相信，本行所獲得的審計憑證能充足及適當地為本行的審計意見提供基礎。

### 與持續經營相關的重大不確定性

本行提呈閣下垂注綜合財務報表附註2，尤其是貴集團擁有流動負債淨值約人民幣283,000,000元。此外，於二零一九年十二月三十一日，債券應付款及應計利息共計約為人民幣286,800,000元已逾期及須即時支付，貴集團未能於債券到期日結清到期應償還債券的情況載於附註2。

該等狀況，連同綜合財務報表附註2所載其他事項，顯示存在重大不確定性或會對貴集團的持續經營能力造成重大疑問。本行的意見並無就該事項作出修訂

### 關鍵審計事項

關鍵審計事項為根據本行的專業判斷，認為對本期間綜合財務報表的審計最為重要的事項。該等事項於本行審計整體綜合財務報表及出具意見時處理，而本行不會對該等事項提供獨立的意見。除與持續經營相關的重大不確定性一節所述事宜外，本行已釐定下文所述事宜為本行報告將予討論的關鍵審核事宜。

## Independent Auditor's Report (Continued)

### 獨立核數師報告(續)

#### Key audit matter

##### 關鍵審計事項

#### How our audit addressed the key audit matter

##### 本行審計如何處理關鍵審計事項

#### **Assessment of loss allowance for expected credit losses ("ECL") on trade receivables and contract assets**

##### 應收賬款及合約資產預期信貸虧損(「預期信貸虧損」)的虧損撥備評估

We identified the assessment of loss allowance for expected credit losses on trade receivables and contract assets as a key audit matter. The Group's trade receivables and contract assets mainly arise from dredging, water management and marine related businesses. The estimation of expected credit losses of these trade receivables and contract assets involved exercise of significant judgement by management and high degree of estimation uncertainty.

本行將應收賬款及合約資產預期信貸虧損的虧損撥備評估視為關鍵審計事項。貴集團的應收賬款及合約資產主要源自疏浚、水務管理及相關海事業務。該等應收賬款及合約資產預期信貸虧損估計涉及管理層行使重大判斷以及深層次的估計不確定性。

As at 31 December 2019, the Group had trade receivables and contract assets, net of allowance for credit losses of RMB777,559,000 and RMB11,613,000 as disclosed in Notes 22 and 23 respectively, and provision of expected credit losses of RMB308,194,000 and reversal of expected credit losses of RMB2,695,000 were recognised for trade receivables and contract assets respectively during the year.

於二零一九年十二月三十一日，貴集團擁有應收賬款及合約資產(扣除信貸虧損撥備)人民幣777,559,000元及人民幣11,613,000元(分別披露於附註22及23)。年內亦分別就應收賬款及合約資產確認預期信貸虧損撥備人民幣308,194,000元及預期信貸虧損撥回人民幣2,695,000元。

Our procedures in relation to the evaluation of the assessment of loss allowance for expected credit losses on trade receivables and contract assets included:

本行有關應收賬款及合約資產預期信貸虧損的虧損撥備評估的估計程序包括：

- We obtained an understanding of the management's process for credit risk assessment and impairment assessment of allowance for expected credit losses on trade receivables and contract assets.
- 本行取得對管理層有關應收賬款及合約資產預期信貸虧損撥備進行信貸風險評估及減值評估流程的了解。
- We tested, on a sample basis, the accuracy of aging of trade receivables balances based on invoice date and due date as at the end of the reporting period to the underlying invoices.
- 本行基於報告期末相關發票發票日期及到期日抽樣測試應收賬款結餘賬齡準確性。
- For the collectively assessed ECL, we assessed the reasonableness of the Group's ECL models, including the model inputs, model design, model performance for significant portfolios.
- 就統一評估預期信貸虧損，本行評估貴集團預期信貸虧損模式的合理性，包括重要投資組合的模式輸入、模式設計、模式表現。

# Independent Auditor's Report (Continued)

## 獨立核數師報告(續)

### Key audit matter

關鍵審計事項

### How our audit addressed the key audit matter

本行審計如何處理關鍵審計事項

#### **Assessment of loss allowance for expected credit losses ("ECL") on trade receivables and contract assets**

應收賬款及合約資產預期信貸虧損(「預期信貸虧損」)的虧損撥備評估

The Group has applied a lifetime expected credit loss model in determining the expected credit losses to be recognised in respect of the trade receivables and contract assets during and as at the end of the year. When determining the amount of expected credit losses to be recognised as at the end of the reporting period, the management considered the risk of a default occurring on the trade receivables and contract assets as at the reporting date, taking into account both quantitative and qualitative information that is reasonable and supportable, including historical experience (including credit history and current credit worthiness of the customers) and forward-looking information (including current market conditions) that is available without undue cost or effort.

貴集團已應用全期預期信貸虧損模式，釐定年度期間及年末就應收賬款及合約資產確認的預期信貸虧損。釐定報告期末預期信貸虧損金額時，管理層考慮到報告日期應收賬款及合約資產發生違約的風險，並慮及合理、佐證性定量及定性資料，包括無需過度成本或精力即可獲得之歷史性經驗(包括客戶信貸記錄及即期信貸可靠性)及展望資料(包括當前市場狀況)。

### Other Information

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

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

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

We challenged whether historical experience is representative of current circumstances and of the recent losses incurred in the portfolios and assessed the reasonableness of forward-looking adjustments, including the economic variables and assumptions used in each of the economic scenarios and their probability weightings. Where changes had been made in model parameters and assumptions, we evaluated the reasonableness of such changes.

• 本行質疑歷史性經驗是否代表目前具體情況及投資組合近期虧損，並評估展望調整的合理性，包括各經濟情形所用經濟變量及假設及其可能性權重。若模式參數及假設變更，本行則評估有關變更的合理性。

• We also assessed the disclosures to the financial statement relating to the Group's exposure to credit risks.

• 本行亦評估與 貴集團面臨信貸風險相關的財務報表披露。

### 其他資料

貴公司董事須對其他資料負責。其他資料包括年報內所載的資料，但不包括綜合財務報表及本行載於其中的核數師報告。

本行對綜合財務報表的意見並不涵蓋其他資料，本行亦不對該等其他資料發表任何形式的保證結論。

就本行對綜合財務報表的審計，本行的責任乃細閱其他資料，在此過程中，考慮其他資料與綜合財務報表或本行在審計過程中所知悉的情況是否存在重大抵觸或看似存在重大錯誤陳述。基於本行已執行的工作，倘本行認為其他資料存在重大錯誤陳述，本行需要報告該事實。本行就此並無任何事項須報告。

#### Responsibilities of Directors and Those Charged with Governance for the Consolidated Financial Statements

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

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

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

#### Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

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

#### 董事及管理層就綜合財務報表須承擔的責任

貴公司董事負責根據香港財務報告準則及香港公司條例的披露規定編製真實而公平的綜合財務報表，並對董事認為為使綜合財務報表的編製不存在由於欺詐或錯誤而導致的重大錯誤陳述所需的內部控制負責。

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

管理層須負責監督 貴集團的財務報告過程。

#### 核數師就審計綜合財務報表須承擔的責任

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

## Independent Auditor's Report (Continued)

### 獨立核數師報告(續)

As part of an audit in accordance with HKSA's, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
  - Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
  - Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.
  - Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to 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.
- 作為根據香港審計準則進行審計其中一環，本行運用專業判斷，保持專業懷疑態度。本行亦：
- 識別及評估由於欺詐或錯誤而導致綜合財務報表存在重大錯誤陳述的風險，設計及執行審計程序以應對該等風險，以及獲取充足及適當的審計憑證，作為本行意見的基礎。由於欺詐可能涉及串謀、偽造、蓄意遺漏、虛假陳述，或凌駕於內部控制之上，因此未能發現因欺詐而導致出現重大錯誤陳述的風險高於未能發現因錯誤而導致出現重大錯誤陳述的風險。
  - 瞭解與審計相關的內部控制，以設計在有關情況下屬適當的審計程序，但目的並非對 貴集團內部控制的有效性發表意見。
  - 評估董事所採用會計政策的適當性以及作出會計估計及相關披露的合理性。
  - 對董事採用持續經營會計基礎的適當性作出結論，並根據所獲取的審計憑證，確定是否存在與事項或情況有關的重大不確定性，從而可能導致對 貴集團的持續經營能力產生重大疑慮。倘本行認為存在重大不確定性，則有必要在核數師報告中提請使用者注意綜合財務報表中的相關披露。假若有關的披露不足，則修訂本行的意見。本行的結論乃基於直至核數師報告日止所取得的審計憑證。然而，未來事項或情況可能導致 貴集團不能持續經營業務。
  - 評估綜合財務報表的整體列報方式、結構及內容(包括披露)事項以及綜合財務報表是否公平反映相關交易及事項。

## Independent Auditor's Report (Continued)

### 獨立核數師報告(續)

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

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

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

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

#### **Moore Stephens CPA Limited**

*Certified Public Accountants*

#### **Chan King Keung**

Practising Certificate Number: P06057

Hong Kong  
29 April 2020

- 就 貴集團內實體或業務活動的財務資料獲取充足適當的審計憑證，以便對綜合財務報表發表意見。本行負責 貴集團審計的方向、監督及執行。本行為審計意見承擔全部責任。

本行與管理層溝通審計的計劃範圍及時間以及重大審計發現等，其中包括本行在審計中識別出內部控制的任何重大不足之處。

本行亦向管理層提交聲明，表明本行已符合有關獨立性的相關專業道德要求，並與彼等溝通可能合理被認為會影響本行獨立性的所有關係及其他事項以及在適用的情況下相關的防範措施。

從與管理層溝通的事項中，本行確定該等對本期綜合財務報表的審計最為重要的事項，因而構成關鍵審計事項。本行在核數師報告中闡釋該等事項，除非法律或規例不允許公開披露該等事項，或在極端罕見的情況下，合理預期倘於本行的報告中註明某事項造成的負面後果超過產生的公眾利益，則本行決定不應在報告中註明該事項。

#### **大華馬施雲會計師事務所有限公司**

*註冊會計師*

#### **陳敬強**

執業證書編號：P06057

香港  
二零二零年四月二十九日

# Consolidated Statement of Profit or Loss and Other Comprehensive Income

## 綜合損益及其他全面收益表

For the year ended 31 December 2019 截至二零一九年十二月三十一日止年度

		Notes 附註	2019 二零一九年 RMB'000 人民幣千元	2018 二零一八年 RMB'000 人民幣千元
Revenue	收益	6	<b>442,368</b>	618,833
Operating cost	營運成本		<b>(391,004)</b>	(497,112)
Gross profit	毛利		<b>51,364</b>	121,721
Other income	其他收入	8	<b>1,295</b>	5,348
Allowance for expected credit losses, net of reversal	預期信貸虧損撥備撥回淨額	11	<b>(333,685)</b>	(246,055)
Other gains and losses, net	其他收益及虧損淨額	9	<b>(5,590)</b>	(14,701)
Marketing and promotion expenses	市場推廣及宣傳開支		<b>(7,681)</b>	(11,513)
Administrative expenses	行政開支		<b>(65,722)</b>	(52,063)
Changes in fair value of investment properties	投資物業公平值變動	20	<b>(6,286)</b>	17,400
Finance costs	融資成本	10	<b>(45,050)</b>	(52,482)
Loss before tax	除稅前虧損		<b>(411,355)</b>	(232,345)
Income tax expense	所得稅開支	12	<b>(110,673)</b>	(22,150)
<b>Loss for the year</b>	<b>年內虧損</b>	13	<b>(522,028)</b>	(254,495)
<b>Other comprehensive expense</b>	<b>其他全面開支</b>			
<i>Item that will not be reclassified to profit or loss</i>	<i>將不會重新分類至損益之項目</i>			
— Revaluation of properties	— 物業重估		—	(22,400)
Total comprehensive expense for the year	年內全面開支總額		<b>(522,028)</b>	(276,895)
Loss for the year attributable to:	下列人士應佔年內虧損：			
Owners of the Company	本公司擁有人		<b>(517,586)</b>	(258,647)
Non-controlling interests	非控股權益		<b>(4,442)</b>	4,152
			<b>(522,028)</b>	(254,495)
Total comprehensive expense attributable to:	下列人士應佔全面開支總額：			
Owners of the Company	本公司擁有人		<b>(517,586)</b>	(281,047)
Non-controlling interests	非控股權益		<b>(4,442)</b>	4,152
			<b>(522,028)</b>	(276,895)
Loss per share	每股虧損	15		
— basic and diluted (RMB cents)	— 基本及攤薄(人民幣分)		<b>(29.15)</b>	(16.99)

# Consolidated Statement of Financial Position

## 綜合財務狀況表

At 31 December 2019 於二零一九年十二月三十一日

		Notes 附註	2019 二零一九年 RMB'000 人民幣千元	2018 二零一八年 RMB'000 人民幣千元
<b>Non-current assets</b>	<b>非流動資產</b>			
Property, plant and equipment	物業、廠房及設備	17	<b>1,385,482</b>	1,457,160
Right-of-use assets	使用權資產	18	<b>94,591</b>	—
Prepaid land lease payments	預付土地租約款	19	<b>—</b>	92,398
Investment properties	投資物業	20	<b>464,500</b>	470,786
Goodwill	商譽		<b>201</b>	201
Deposit paid for acquisition of property, plant and equipment	已付收購物業、廠房及 設備的按金		<b>8,421</b>	13,153
Deferred tax assets	遞延稅項資產	21	<b>—</b>	98,332
Other intangible assets	其他無形資產		<b>3,750</b>	4,083
Trade and other receivables due after one year	一年後到期的應收賬款及其他應收款	22	<b>2,338</b>	1,908
Contract assets	合約資產	23	<b>11,613</b>	34,662
			<b>1,970,896</b>	2,172,683
<b>Current assets</b>	<b>流動資產</b>			
Prepaid land lease payments	預付土地租約款	19	<b>—</b>	2,908
Trade and other receivables and prepayments	應收賬款及其他應收款以及預付款	22	<b>863,660</b>	1,125,061
Bank balances and cash	銀行結餘及現金	24	<b>12,612</b>	48,435
			<b>876,272</b>	1,176,404
<b>Current liabilities</b>	<b>流動負債</b>			
Trade and other payables	應付賬款及其他應付款	25	<b>377,939</b>	378,433
Amounts due to directors of the Company	應付本公司董事款項	26	<b>11,334</b>	6,933
Amounts due to non-controlling shareholders of a subsidiary	應付一間附屬公司非控股 股東款項	27	<b>3,060</b>	1,764
Tax payable	應付稅項		<b>105,952</b>	102,083
Bank borrowings	銀行借貸	28	<b>297,000</b>	324,670
Other borrowings	其他借貸	29	<b>54,090</b>	54,526
Bonds payable	應付債券	30	<b>286,804</b>	254,916
Contract liabilities	合約負債	23	<b>22,010</b>	22,136
Lease liabilities	租賃負債	31	<b>1,263</b>	—
			<b>1,159,452</b>	1,145,461
<b>Net current (liabilities)/assets</b>	<b>流動(負債)/資產淨值</b>		<b>(283,180)</b>	30,943



## Consolidated Statement of Financial Position (Continued)

### 綜合財務狀況表(續)

At 31 December 2019 於二零一九年十二月三十一日

		Notes 附註	2019 二零一九年 RMB'000 人民幣千元	2018 二零一八年 RMB'000 人民幣千元
<b>Total assets less current liabilities</b>	<b>總資產減流動負債</b>		<b>1,687,716</b>	2,203,626
<b>Capital and reserves</b>	<b>資本及儲備</b>			
Share capital	股本	32	<b>150,365</b>	149,577
Reserves	儲備		<b>1,266,504</b>	1,783,846
Equity attributable to owners of the Company	本公司擁有人應佔權益		<b>1,416,869</b>	1,933,423
Non-controlling interests	非控股權益		<b>146,305</b>	155,203
<b>Total equity</b>	<b>權益總額</b>		<b>1,563,174</b>	2,088,626
<b>Non-current liabilities</b>	<b>非流動負債</b>			
Amounts due to non-controlling shareholders of a subsidiary	應付一間附屬公司非控股股東款項	27	<b>68,502</b>	69,711
Deferred tax liabilities	遞延稅項負債	21	<b>17,256</b>	11,034
Other borrowings	其他借貸	29	<b>37,915</b>	34,255
Lease liabilities	租賃負債	31	<b>869</b>	—
			<b>124,542</b>	115,000
			<b>1,687,716</b>	2,203,626

The consolidated financial statements on pages 86 to 212 were approved and authorised for issue by the board of directors on 29 April 2020 and are signed on its behalf by:

載於第86至212頁的綜合財務報表已於二零二零年四月二十九日獲董事會批准及授權刊發，並由下列人士代表簽署：

**Liu Kaijin**

劉開進

Director

董事

**Zhou Shuhua**

周淑華

Director

董事

# Consolidated Statement of Changes in Equity

## 綜合權益變動表

For the year ended 31 December 2019 截至二零一九年十二月三十一日止年度

		Attributable to owners of the Company 本公司擁有人應佔						Non-controlling interests		Total
		Share capital	Share premium	PRC statutory reserve	Other reserve	Share options reserve	Retained profits	Total		Total
		股本	股份溢價	中國法定儲備	其他儲備	購股權儲備	留存溢利	總計	非控股權益	總計
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
				(notes i) (附註 i)	(notes ii) (附註 ii)					
At 1 January 2018	於二零一八年一月一日	123,483	922,980	19,658	204,554	—	909,731	2,180,406	156,844	2,337,250
(Loss)/profit for the year	年內(虧損)/溢利	—	—	—	—	—	(258,647)	(258,647)	4,152	(254,495)
Deficit on revaluation of properties under construction to investment properties	分類至投資物業之在建物業之重估虧蝕	—	—	—	—	—	(22,400)	(22,400)	—	(22,400)
Total comprehensive income for the year	年內全面收益總額	123,483	922,980	19,658	204,554	—	628,684	1,899,359	160,996	2,060,355
Dividend paid to non-controlling interests	支付予非控股權益的股息	—	—	—	—	—	—	—	(5,793)	(5,793)
Equity-settled share-based payments (Note 43)	以權益結算的股份支付(附註43)	—	—	—	—	2,752	—	2,752	—	2,752
Placement of new shares (Note 32)	新股份配售(附註32)	26,094	5,218	—	—	—	—	31,312	—	31,312
At 31 December 2018 and 1 January 2019	於二零一八年十二月三十一日及二零一九年一月一日	149,577	928,198	19,658	204,554	2,752	628,684	1,933,423	155,203	2,088,626
Loss for the year	年內虧損	—	—	—	—	—	(517,586)	(517,586)	(4,442)	(522,028)
Total comprehensive income for the year	年內全面收益總額	149,577	928,198	19,658	204,554	2,752	111,098	1,415,837	150,761	1,566,598
Dividend paid to non-controlling interests	支付予非控股權益的股息	—	—	—	—	—	—	—	(4,456)	(4,456)
Issue of shares upon exercise of share options (Note 32)	行使購股權後發行股份(附註32)	788	523	—	—	(279)	—	1,032	—	1,032
Share option lapsed	已失效的購股權	—	—	—	—	(2,473)	2,473	—	—	—
At 31 December 2019	於二零一九年十二月三十一日	150,365	928,721	19,658	204,554	—	113,571	1,416,869	146,305	1,563,174

Notes:

- (i) According to the Articles of Association of subsidiaries established in the People's Republic of China ("PRC"), a portion of the profit after taxation of the Company's PRC subsidiaries is required to be transferred to a PRC statutory reserve before distribution of a dividend to their equity owners. The transfer can cease when the balance of the reserve reaches 50% of the registered capital of the respective subsidiaries. The statutory reserve can be applied either to set off accumulated losses or to increase capital of the respective subsidiaries.
- (ii) The other reserve of the Group represents the difference between the nominal amount of the share capital issued by the Company in exchange for the nominal amount of the share capital and share premium of its subsidiaries and the paid-in capital of RMB39,316,000 of the PRC Operational Entity (as defined in Note 41) pursuant to the group reorganisation in 2011.

附註:

- (i) 根據中華人民共和國(「中國」)成立的附屬公司的組織章程細則，本公司的中國附屬公司須將部分除稅後溢利在向權益擁有人分派股息之前轉撥至中國法定儲備。當儲備結餘達至相關附屬公司註冊資本的50%時可終止轉撥。該法定儲備可用於抵銷累計虧損或相關附屬公司增加資本。
- (ii) 本集團的其他儲備指本公司用作交換股本面值而發行的股本面值與因二零一一年集團重組而產生的其附屬公司股份溢價(包括中國經營實體(定義見附註41)的實繳資本人民幣39,316,000元)兩者的差額。

# Consolidated Statement of Cash Flows

## 綜合現金流量表

For the year ended 31 December 2019 截至二零一九年十二月三十一日止年度

		Notes 附註	2019 二零一九年 RMB'000 人民幣千元	2018 二零一八年 RMB'000 人民幣千元
<b>Operating activities</b>	<b>經營活動</b>			
Loss before tax	除稅前虧損		<b>(411,355)</b>	(232,345)
Adjustments for:	經下列各項調整：			
Depreciation of property, plant and equipment	物業、廠房及設備折舊		<b>105,974</b>	104,949
Allowance for expected credit losses, net of reversal	預期信貸虧損撥備撥回淨額	11	<b>333,685</b>	246,055
Amortisation of intangible assets	無形資產攤銷		<b>333</b>	334
Amortisation of prepaid land lease payments	預付土地租約款攤銷		<b>—</b>	2,792
Depreciation of right-of-use assets	使用權資產攤銷		<b>4,024</b>	—
Gain on disposal of property, plant and equipment, net	出售物業、廠房及設備 收益淨額		<b>(177)</b>	—
Changes in fair value of investment properties	投資物業公平值變動	20	<b>6,286</b>	(17,400)
Finance costs	融資成本	10	<b>45,050</b>	52,482
Interest income	利息收入		<b>(133)</b>	(1,840)
Unrealised exchange loss	未變現匯兌虧損		<b>5,767</b>	14,701
Equity-settled share-based payments	以權益結算的股份支付	43	<b>—</b>	2,752
Operating cash flows before movements in working capital	營運資金變動前營運現金流量		<b>89,454</b>	172,480
Increase in trade and other receivables	應收賬款及其他應收款增加		<b>(73,317)</b>	(60,058)
Decrease/(increase) in contract assets	合約資產減少/(增加)		<b>23,049</b>	(37,536)
(Decrease)/increase in trade and other payables	應付賬款及其他應付款 (減少)/增加		<b>(494)</b>	10,499
(Decrease)/increase in contract liabilities	合約負債(減少)/增加		<b>(126)</b>	22,136
Cash generated from operations	營運所得的現金		<b>38,566</b>	107,521
PRC income tax paid	已付中國所得稅		<b>(2,250)</b>	(5,173)
<b>Net cash from operating activities</b>	<b>經營活動所得現金淨額</b>		<b>36,316</b>	102,348
<b>Investing activities</b>	<b>投資活動</b>			
Purchase of property, plant and equipment	購買物業、廠房及設備		<b>(14,941)</b>	(48,935)
Deposit refunded (paid) for acquisition of property, plant and equipment	就收購物業、廠房及設備退回 (支付)的按金		<b>786</b>	(787)
Proceeds from disposals of property, plant and equipment	出售物業、廠房及設備所得款項		<b>269</b>	—
Interest received	已收利息		<b>133</b>	168

# Consolidated Statement of Cash Flows (Continued)

## 綜合現金流量表(續)

For the year ended 31 December 2019 截至二零一九年十二月三十一日止年度

		Notes 附註	2019 二零一九年 RMB'000 人民幣千元	2018 二零一八年 RMB'000 人民幣千元
<b>Net cash used in investing activities</b>	<b>投資活動所用現金淨額</b>		<b>(13,753)</b>	(49,554)
<b>Financing activities</b>	<b>融資活動</b>			
New bank borrowings raised	新增銀行借貸		<b>418,000</b>	364,670
Advance from a director of the company	來自本公司一名董事的 墊支款項		<b>85,438</b>	79,704
New other borrowings raised	新增其他借貸		<b>350,368</b>	25,680
Advance from non-controlling shareholders of a subsidiary	來自一間附屬公司的非控股 股東墊支款項		<b>5,000</b>	5,650
Proceeds received from share placements	股份配售所得款項	32	—	31,312
Proceeds from issue of shares upon exercise of share options	行使購股權後發行股份 所得款項	32	<b>1,032</b>	—
Repayment of lease liabilities	償還租賃負債	18	<b>(1,330)</b>	—
Repayment of bank borrowings	償還銀行借貸		<b>(445,670)</b>	(411,192)
Repayment to a director of the company	償還本公司董事款項		<b>(81,037)</b>	(82,373)
Interest paid	已付利息		<b>(26,348)</b>	(18,565)
Repayment of bonds	償還債券	30	<b>(6,030)</b>	(19,207)
Repayment of other borrowings	償還其他借貸		<b>(347,144)</b>	(36,262)
Repayment to non-controlling shareholders of a subsidiary	向一間附屬公司的非控股 股東償還款項		<b>(6,209)</b>	(7,488)
Dividend payment to non-controlling shareholders of a subsidiary	向一間附屬公司的非控股 股東支付股息		<b>(4,456)</b>	(5,793)
<b>Net cash used in financing activities</b>	<b>融資活動所用現金淨值</b>		<b>(58,386)</b>	(73,864)
<b>Net decrease in cash and cash equivalents</b>	<b>現金及現金等值物減少淨值</b>		<b>(35,823)</b>	(21,070)
<b>Cash and cash equivalents at beginning of the year</b>	<b>年初的現金及現金等值物</b>		<b>48,435</b>	69,505
<b>Cash and cash equivalents at end of the year, represented by bank balances and cash</b>	<b>年末的現金及現金等值物， 即銀行結餘及現金</b>		<b>12,612</b>	48,435

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2019 截至二零一九年十二月三十一日止年度

### 1. General

The Company was incorporated as an exempted company with limited liability in the Cayman Islands and its shares are listed on the Main Board of The Stock Exchange of Hong Kong Limited (the "Stock Exchange"). The Company's immediate and ultimate holding company is Wangji Limited, a limited company incorporated in the British Virgin Islands, which is ultimately and wholly owned by Mr. Liu Kaijin ("Mr. Liu"), who is the Executive Director and chairman of the board of directors of the Company (the "Board"). The Company's registered office is located at Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman, KY1-1111, Cayman Islands and its principal place of business in Hong Kong is located at Rooms 1501-2, 15/F., Siu On Plaza, 482 Jaffe Road, Causeway Bay, Hong Kong.

The Company acts as an investment holding company and the particulars of its subsidiaries are set out in Note 41 to the consolidated financial statements.

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

### 2. Basis of Preparation of Consolidated Financial Statements

During the year ended 31 December 2019, the Company had not settled the Bonds as defined in Note 30 when they became due in accordance with the sixth amendment agreement (the "Sixth Amendment Agreement") signed between the Company and CITIC Capital China Access Fund Limited (the "Bondholder" or "CITIC") on 15 March 2019.

Under the Sixth Amendment Agreement, the Company needs to repay the principal amount of the Bonds of approximately HK\$319,483,000 (equivalent to approximately RMB285,890,000) together with the accrued interest on 20 December 2019 (the "Maturity Date"). As at 31 December 2019, the total amount remained unsettled, including the accrued interest, amounting to approximately HK\$320,503,000 (equivalent to approximately RMB286,804,000).

Up to the date when the consolidated financial statements are authorised for issue, the Company had not settled the Bonds when the Bonds and accrued interest fell due for repayment on the Maturity Date and remained overdue for repayment.

### 1. 一般資料

本公司根據開曼群島公司法註冊成立為獲豁免有限公司，其股份於香港聯合交易所有限公司（「聯交所」）主板上市。本公司的直接及最終控股公司為旺基有限公司，一間於英屬處女群島註冊成立的有限公司，其由本公司執行董事兼董事會（「董事會」）主席劉開進先生（「劉先生」）最終及全資擁有。本公司的註冊辦事處位於 Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman, KY1-1111, Cayman Islands，及其香港主要營業地點位於香港銅鑼灣謝斐道482號兆安廣場15樓1501-2室。

本公司為一間投資控股公司，其附屬公司的詳情載於綜合財務報表附註41。

綜合財務報表以人民幣（「人民幣」）（亦為本公司的功能貨幣）呈列。

### 2. 綜合財務報表的編製基準

於截至二零一九年十二月三十一日止年度，根據本公司與CITIC Capital China Access Fund Limited（「債券持有人」或「CITIC」）於二零一九年三月十五日訂立之第六份修訂協議（「第六份修訂協議」），本公司尚未結算到期債券（定義見附註30）。

根據第六份修訂協議，本公司須於二零一九年十二月二十日（「到期日」）償付債券本金額約319,483,000港元（相當於約人民幣285,890,000元）連同應計利息。於二零一九年十二月三十一日，未償付總金額（包括應計利息）約320,503,000港元（相當於約人民幣286,804,000元）。

截止綜合財務報表獲授權刊發日期，當債券及應計利息於到期日到期須償還及仍逾期未還時，本公司並未結算債券。

## Notes to the Consolidated Financial Statements (Continued)

### 綜合財務報表附註(續)

For the year ended 31 December 2019 截至二零一九年十二月三十一日止年度

## 2. Basis of Preparation of Consolidated Financial Statements (Continued)

Up to the date when the consolidated financial statements are authorised for issue, the Group is taking steps to discuss with the Bondholder about the redemption arrangement.

The Group had net current liabilities of approximately RMB283,180,000 at 31 December 2019 and incurred a loss of approximately RMB522,028,000 for the year then ended. In preparing the consolidated financial statements, the Directors have given careful consideration to the future liquidity of the Group.

The conditions described above indicate the existence of a material uncertainty which may cast significant doubt on the Group's ability to continue as a going concern and hence, its ability to realise its assets and discharge its liabilities in the normal course of business. Nevertheless, the consolidated financial statements were prepared based on the assumption that the Group can be operated as a going concern as the directors of the Company (the "Directors") are of the view that the Group will have sufficient working capital to finance its operations in the next twelve months from 31 December 2019, after taking into consideration of the following:

- (1) The Group continues to generate cash inflows from its operating activities by implementing measures to tighten cost controls over various operating expenses in order to improve its cash flows position and to generate greater positive cash inflows from its operations in the future;
- (2) Since most of the bank borrowings as at 31 December 2019 of RMB297,000,000 were secured by the Group's assets, the Directors believe that it is highly probable that they can be renewed in the next twelve months;
- (3) As at 31 December 2019, the Group has unutilised banking facilities of RMB18,000,000 which will be available for use by the Group in the next twelve months; and
- (4) The Company will exercise its endeavour to reach an acceptable redemption arrangement with the Bondholder. Up to the date when the consolidated financial statements are authorised for issue, the Bondholder has not taken any action against the Group to request immediate repayment and the Company has continued discussions with the Bondholder in relation to settlement or any another arrangement concerning the Bonds.

## 2. 綜合財務報表的編製基準(續)

截止綜合財務報表獲授權刊發日期，本集團正採取措施，與債券持有人商討贖回的安排。

本集團於二零一九年十二月三十一日擁有流動負債淨值約人民幣283,180,000元及截至當日止年度的應計虧損約人民幣522,028,000元。在編製綜合財務報表時，董事審慎考慮本集團的未來流動資金。

上文所述狀況顯示存在重大不明朗因素，可能對本集團繼續按持續經營基準的能力及其後對其於一般業務過程中變現其資產及償還負債的能力產生重大疑問。然而，於考慮下列各項後，綜合財務報表乃按本集團可以持續經營的假設而編製，因本公司董事（「董事」）認為本集團有足夠營運資金應付自二零一九年十二月三十一日起計未來十二個月的經營所需：

- (1) 本集團繼續通過實施收緊對各項經營開支的成本控制措施，產生來自其經營業務的現金流量，從而改善其日後現金流量狀況及產生更大的經營現金流入；
- (2) 由於於二零一九年十二月三十一日的人民幣297,000,000元銀行借貸大部分為由本集團資產作抵押，董事相信，未來十二個月被續貸的可能性較大；
- (3) 本集團於二零一九年十二月三十一日的尚未動用銀行融資額度為人民幣18,000,000元（於未來十二個月將可供本集團使用）；及
- (4) 本公司將竭力與債券持有人達成可行的贖回安排。截止綜合財務報表獲授權刊發日期，債券持有人並無向本集團採取任何行動要求即時償還，而本公司已繼續就有關債券的償付或任何其他安排與債券持有人進行磋商。

# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註(續)

For the year ended 31 December 2019 截至二零一九年十二月三十一日止年度

### 2. Basis of Preparation of Consolidated Financial Statements (Continued)

In addition, on 7 April 2020, the Company entered into a share subscription agreement with an independent third party, in relation to the subscription for 191,917,000 new shares of the Company at HK\$0.04 per share. The proceeds from the share subscription are HK\$7,677,000 and the proceeds are intended to be applied as general working capital of the Group. The subscription agreement has been completed on 24 April 2020.

On the basis of the above considerations, the Directors believe that the Group can satisfy its financial obligations in the foreseeable future and accordingly, the consolidated financial statements have been prepared on a going concern basis.

### 3. Application of New and Amendments to Hong Kong Financial Reporting Standards ("HKFRSs")

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

The Group has applied the following new and amendments to HKFRSs issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA") for the first time in the current year:

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

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

### 2. 綜合財務報表的編製基準(續)

此外，於二零二零年四月七日，本公司與一名獨立第三方訂立股份認購協議，內容有關按每股0.04港元認購本公司191,917,000股新股份。股份認購所得款項為7,677,000港元及所得款項擬用作本集團的一般營運資金。認購協議已於二零二零年四月二十四日完成。

根據上述因素，董事相信本集團於可預見未來可應付其財務責任，因此綜合財務報表乃以持續經營基準編製。

### 3. 應用新訂及經修訂的香港財務報告準則(「香港財務報告準則」)

#### 已於本年度強制生效的新訂及經修訂的香港財務報告準則

本集團於本年度首次採用下列由香港會計師公會(「香港會計師公會」)頒佈的新訂及經修訂香港財務報告準則：

香港財務報告準則第16號	租賃
香港(國際財務報告詮釋委員會)－詮釋第23號	所得稅處理的不確定性
香港財務報告準則第9號(修訂本)	帶有負補償的預付款功能
香港會計準則第19號(修訂本)	計劃修訂、削減或結算
香港會計準則第28號(修訂本)	於聯營公司及合營企業的長期權益
香港財務報告準則(修訂本)	香港財務報告準則二零一五年至二零一七年期度的年度改進

除下文所述外，於本年度應用該等新訂及經修訂香港財務報告準則對本集團本年度及過往年度的財務表現及狀況及/或此等綜合財務報表所載的披露並無任何重大影響。

## Notes to the Consolidated Financial Statements (Continued)

### 綜合財務報表附註(續)

For the year ended 31 December 2019 截至二零一九年十二月三十一日止年度

### 3. Application of New and Amendments to Hong Kong Financial Reporting Standards ("HKFRSs") (Continued)

#### New and amendments to HKFRSs that are mandatorily effective for the current year (Continued)

##### Impacts and changes in accounting policies on application of HKFRS 16 Leases

The Group has applied HKFRS 16 for the first time in the current year. HKFRS 16 superseded HKAS 17 Leases ("HKAS 17"), and the related interpretations.

##### Definition of a lease

The Group has elected the practical expedient to apply HKFRS 16 to contracts that were previously identified as leases applying HKAS 17 and HK(IFRIC)-Int 4 Determining whether an Arrangement contains a Lease and not apply this standard to contracts that were not previously identified as containing a lease. Therefore, the Group has not reassessed contracts which already existed prior to the date of initial application.

For contracts entered into or modified on or after 1 January 2019, the Group applies the definition of a lease in accordance with the requirements set out in HKFRS 16 in assessing whether a contract contains a lease.

##### As a lessee

The Group has applied HKFRS 16 retrospectively with the cumulative effect recognised at the date of initial application, 1 January 2019.

As at 1 January 2019, the Group recognised additional lease liabilities and right-of-use assets at amounts equal to the related lease liabilities adjusted by any prepaid land lease payments by applying HKFRS 16.C8(b)(ii) transition. Any difference at the date of initial application is recognised in the opening retained profits and comparative information has not been restated.

### 3. 應用新訂及經修訂的香港財務報告準則(「香港財務報告準則」)(續)

#### 已於本年度強制生效的新訂及經修訂的香港財務報告準則(續)

##### 應用香港財務報告準則第16號租賃的會計政策的影響及變動

於本年度期間，本集團已首次應用香港財務報告準則第16號。香港財務報告準則第16號已取代香港會計準則第17號租賃(「香港會計準則第17號」)及相關詮釋。

##### 租賃的定義

本集團已選擇可行權宜方法，就先前應用香港會計準則第17號及香港(國際財務報告詮釋委員會)－詮釋第4號釐定安排是否包括租賃識別為租賃的合約應用香港財務報告準則第16號，而並無對先前並未識別為包括租賃的合約應用該準則。因此，本集團並無重新評估於初始應用日期前已存在的合約。

就二零一九年一月一日或之後訂立或修訂的合約而言，本集團於評估合約是否包括租賃時，根據香港財務報告準則第16號所載的規定應用租賃的定義。

##### 作為承租人

本集團已追溯應用香港財務報告準則第16號，其累積影響已於二零一九年一月一日初始應用日期確認。

於二零一九年一月一日，本集團採用香港財務報告準則第16.C8(b)(ii)條過渡確認額外的租賃負債及使用權資產，金額相當於於經任何預付土地租約款調整後的相關租賃負債。於初始應用日期的所有差額已於期初留存溢利確認，而並無重列比較資料。



## Notes to the Consolidated Financial Statements (Continued)

### 綜合財務報表附註(續)

For the year ended 31 December 2019 截至二零一九年十二月三十一日止年度

### 3. Application of New and Amendments to Hong Kong Financial Reporting Standards ("HKFRSs") (Continued)

#### New and amendments to HKFRSs that are mandatorily effective for the current year (Continued)

#### Impacts and changes in accounting policies on application of HKFRS 16 Leases (Continued)

##### As a lessee (Continued)

When applying the modified retrospective approach under HKFRS 16 at transition, the Group applied the following practical expedients to leases previously classified as operating leases under HKAS 17, on lease-by-lease basis, to the extent relevant to the respective lease contracts:

- elected not to recognise right-of-use assets and lease liabilities for leases with lease term ends within 12 months of the date of initial application; and
- excluding initial direct costs from measuring the right-of-use assets at the date of initial application.

When recognising the lease liabilities for leases previously classified as operating leases, the Group has applied incremental borrowing rates of the relevant group entities at the date of initial application. The weighted average incremental borrowing rate applied is 5.56%.

### 3. 應用新訂及經修訂的香港財務報告準則(「香港財務報告準則」)(續)

#### 已於本年度強制生效的新訂及經修訂的香港財務報告準則(續)

#### 應用香港財務報告準則第16號租賃的會計政策的影響及變動(續)

##### 作為承租人(續)

當於過渡時應用香港財務報告準則第16號項下的經修訂追溯法時，在與各租賃合約相關之情況下，本集團已按逐項租賃基準對根據香港會計準則第17號先前分類為經營租賃的租賃應用下列可行權宜方法：

- 選擇不對租賃期於初始應用日期十二個月內結束的租賃確認使用權資產及租賃負債；及
- 於初始應用日期的使用權資產計量撇除初步直接成本。

於確認先前分類為經營租賃的租賃所產生的租賃負債時，本集團已應用相關集團實體於初始應用日期的增額借款利率。所應用的加權平均增額借款利率為5.56%。

**At 1 January  
2019**

於二零一九年  
一月一日  
RMB'000  
人民幣千元

Operating lease commitments disclosed as at 31 December 2018	於二零一八年十二月三十一日 所披露的經營租賃承擔	3,871
Lease liabilities discounted at relevant incremental borrowing rates Less: Recognition exemption — short-term leases	以相關增量借款利率貼現的租賃負債 減：確認豁免 — 短期租賃	3,597 (382)
Lease liabilities relating to operating leases recognised upon application of HKFRS 16	應用香港財務報告準則第16號後 確認與經營租賃有關的租賃負債	3,215
Analysed as	分析為	
Current	流動	1,150
Non-current	非流動	2,065
		3,215

## Notes to the Consolidated Financial Statements (Continued)

### 綜合財務報表附註(續)

For the year ended 31 December 2019 截至二零一九年十二月三十一日止年度

### 3. Application of New and Amendments to Hong Kong Financial Reporting Standards ("HKFRSs") (Continued)

#### New and amendments to HKFRSs that are mandatorily effective for the current year (Continued)

#### Impacts and changes in accounting policies on application of HKFRS 16 Leases (Continued)

##### As a lessee (Continued)

The carrying amount of right-of-use assets for own use and those under subleases (classified as investment properties) as at 1 January 2019 comprises the following:

### 3. 應用新訂及經修訂的香港財務報告準則(「香港財務報告準則」)(續)

#### 已於本年度強制生效的新訂及經修訂的香港財務報告準則(續)

#### 應用香港財務報告準則第16號租賃的會計政策的影響及變動(續)

##### 作為承租人(續)

於二零一九年一月一日，自用及轉租(分類為投資物業)的使用權資產賬面值包括以下各項：

		<b>Right-of-use assets</b>
		使用權資產
		RMB'000
		人民幣千元
Right-of-use assets relating to operating leases recognised upon application of HKFRS 16	應用香港財務報告準則第16號後 確認與經營租賃有關的使用權資產	3,215
Reclassified from prepaid land lease payments	自預付土地租約款重新分類	95,306
		<i>Note 附註</i>
		98,521

Note: Upfront payments for leasehold lands in the PRC for own used properties were classified as prepaid land lease payments as at 31 December 2018. Upon application of HKFRS 16, the current and non-current portion of prepaid lease payments amounting to RMB2,908,000 and RMB92,398,000 respectively were reclassified to right-of-use assets.

附註：於中國租賃土地作自用物業的預付款項於二零一八年十二月三十一日分類為預付土地租約款。應用香港財務報告準則第16號後，預付租賃款的流動及非流動部分分別為人民幣2,908,000元及人民幣92,398,000元，已重新分類至使用權資產。

## Notes to the Consolidated Financial Statements (Continued)

### 綜合財務報表附註(續)

For the year ended 31 December 2019 截至二零一九年十二月三十一日止年度

### 3. Application of New and Amendments to Hong Kong Financial Reporting Standards ("HKFRSs") (Continued)

#### New and amendments to HKFRSs that are mandatorily effective for the current year (Continued)

#### Impacts and changes in accounting policies on application of HKFRS 16 Leases (Continued)

The following adjustments were made to the amounts recognised in the consolidated statement of financial position at 1 January 2019. Line items that were not affected by the changes have not been included.

### 3. 應用新訂及經修訂的香港財務報告準則(「香港財務報告準則」)(續)

#### 已於本年度強制生效的新訂及經修訂的香港財務報告準則(續)

#### 應用香港財務報告準則第16號租賃的會計政策的影響及變動(續)

以下為對於二零一九年一月一日的綜合財務狀況表中確認之金額作出的調整。不受有關變動影響的項目未包括在內。

		Carrying amounts previously reported at 31 December 2018	Adjustments	Carrying amounts under HKFRS 16 at 1 January 2019
		先已呈報 於二零一八年 十二月三十一日 的賬面值 RMB'000 人民幣千元	調整 RMB'000 人民幣千元	根據香港財務報告準則 第16號於二零一九年 一月一日 的賬面值 RMB'000 人民幣千元
<b>Non-current assets</b>	<b>非流動資產</b>			
Prepaid land lease payments	預付土地租約款	92,398	(92,398)	—
Right-of-use assets	使用權資產	—	98,521	98,521
<b>Current asset</b>	<b>流動資產</b>			
Prepaid land lease payments	預付土地租約款	2,908	(2,908)	—
<b>Current liability</b>	<b>流動負債</b>			
Lease liabilities	租賃負債	—	(1,150)	(1,150)
<b>Non-current liability</b>	<b>非流動負債</b>			
Lease liabilities	租賃負債	—	(2,065)	(2,065)

The reporting of cash flow from operating activities under indirect method for the year ended 31 December 2019, have been computed based on restated opening consolidated statement of financial position as at 1 January 2019 as disclosed above.

根據間接法呈報之截至二零一九年十二月三十一日止年度之經營活動現金流量已根據上文披露之於二零一九年一月一日之經重列年初綜合財務狀況表估算。

## Notes to the Consolidated Financial Statements (Continued)

### 綜合財務報表附註(續)

For the year ended 31 December 2019 截至二零一九年十二月三十一日止年度

### 3. Application of New and Amendments to Hong Kong Financial Reporting Standards ("HKFRSs") (Continued)

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

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

HKFRS 17 Amendments to HKFRS 3	Insurance Contracts <sup>1</sup> Definition of a Business <sup>2</sup>
Amendments to HKFRS 10 and HKAS 28	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture <sup>3</sup>
Amendments to HKAS 1 and HKAS 8	Amendments to Definition of Material <sup>4</sup>
Amendments to HKFRS 9, HKAS 39 and HKFRS 7	Interest Rate Benchmark Reform <sup>4</sup>

<sup>1</sup> Effective for annual periods beginning on or after 1 January 2021.

<sup>2</sup> Effective for business combinations and asset acquisitions for which the acquisition date is on or after the beginning of the first annual period beginning on or after 1 January 2020.

<sup>3</sup> Effective for annual periods beginning on or after a date to be determined.

<sup>4</sup> Effective for annual periods beginning on or after 1 January 2020.

In addition to the above new and amendments to HKFRSs, a revised Conceptual Framework for Financial Reporting was issued in 2018. Its consequential amendments, the Amendments to References to the Conceptual Framework in HKFRS Standards, will be effective for annual periods beginning on or after 1 January 2020.

Except for the new and amendments to HKFRSs mentioned below, the Directors of the Company anticipate that the application of all other new and amendments to HKFRSs will have no material impact on the consolidated financial statements in the foreseeable future.

### 3. 應用新訂及經修訂的香港財務報告準則(「香港財務報告準則」)(續)

#### 已頒佈但尚未生效的新訂及經修訂香港財務報告準則

本集團並無提早應用以下已頒佈但尚未生效的新訂及經修訂香港財務報告準則：

香港財務報告準則第17號 保險合約 <sup>1</sup>
香港財務報告準則第3號 企業定義 <sup>2</sup> (修訂本)
香港財務報告準則第10號 投資者與其聯營公司 及香港會計準則第28號 或合營企業之間的 (修訂本) 資產出售或注資 <sup>3</sup>
香港會計準則第1號及香港重大性定義之修訂 <sup>4</sup> 會計準則第8號(修訂本)
香港財務報告準則第9號、利率基準改革 <sup>4</sup> 香港會計準則第39號及 香港財務報告準則第7號 (修訂本)

<sup>1</sup> 於二零二一年一月一日或之後開始的年度期間生效。

<sup>2</sup> 針對收購日期為二零二零年一月一日或之後開始的第一個年度期間開始之日或之後的業務合併及資產收購生效。

<sup>3</sup> 於待確定日期或之後開始的年度期間生效。

<sup>4</sup> 於二零二零年一月一日或之後開始的年度期間生效。

除上述新訂及經修訂香港財務報告準則外，於二零一八年發佈了經修訂的財務報告概念框架。其相應修訂，即對香港財務報告準則標準中對概念框架的引用的修訂，自二零二零年一月一日或之後開始的年度期間生效。

除下文所述新訂及經修訂香港財務報告準則外，本公司董事預計應用所有其他新訂及經修訂香港財務報告準則於可見未來對綜合財務報表將無重大影響。

## Notes to the Consolidated Financial Statements (Continued)

### 綜合財務報表附註(續)

For the year ended 31 December 2019 截至二零一九年十二月三十一日止年度

### 3. Application of New and Amendments to Hong Kong Financial Reporting Standards (“HKFRSs”) (Continued)

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

#### Conceptual Framework for Financial Reporting 2018 (the “New Framework”) and the Amendments to References to the Conceptual Framework in HKFRS Standards

The New Framework:

- reintroduces the terms stewardship and prudence;
- introduces a new asset definition that focuses on rights and a new liability definition that is likely to be broader than the definition it replaces, but does not change the distinction between a liability and an equity instrument;
- discusses historical cost and current value measures, and provides additional guidance on how to select a measurement basis for a particular asset or liability;
- states that the primary measure of financial performance is profit or loss, and that only in exceptional circumstances other comprehensive income will be used and only for income or expenses that arise from a change in the current value of an asset or liability; and
- discusses uncertainty, derecognition, unit of account, the reporting entity and combined financial statements.

Consequential amendments have been made so that references in certain HKFRSs have been updated to the New Framework, whilst some HKFRSs are still referred to the previous versions of the framework. These amendments are effective for annual periods beginning on or after 1 January 2020, with earlier application permitted. Other than specific standards which still refer to the previous versions of the framework, the Group will rely on the New Framework on its effective date in determining the accounting policies especially for transactions, events or conditions that are not otherwise dealt with under the accounting standards.

### 3. 應用新訂及經修訂的香港財務報告準則(「香港財務報告準則」)(續)

#### 已頒佈但尚未生效的新訂及經修訂香港財務報告準則(續)

二零一八年財務報告概念框架(「新框架」)及對香港財務報告準則標準中對概念框架的引用的修訂

新框架：

- 重新引入管理及審慎條款；
- 引入了針對權利的新資產界定及可能比其所取代的界定更廣泛的新負債界定，惟未就負債與權益工具之間的區別加以變動；
- 討論歷史成本及現值計量，並提供有關如何為特定資產或負債選擇計量基準的其他指導；
- 陳述財務績效的主要計量是損益，並且僅在特殊情況下才會使用其他全面收益，並且將僅用於資產或負債的現值變動產生的收入或支出；及
- 討論不確定性、終止確認、會計單位、報告實體及合併財務報表。

作出相應修訂，以令若干香港財務報告準則中的引用已更新至新框架，惟該等香港財務報告準則仍引用該框架的先前版本。該等修訂於二零二零年一月一日或之後開始的年度期間生效，允許提早應用。除仍參照該框架先前版本的特定準則外，本集團將在其生效日期依據新框架來確定會計政策，尤其是針對該等未按照會計準則處理的交易、事件或條件的會計政策。

# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註(續)

For the year ended 31 December 2019 截至二零一九年十二月三十一日止年度

### 4. Significant Accounting Policies

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

The consolidated financial statements have been prepared on the historical cost basis except for investment properties that are measured at fair values at the end of each reporting period, as explained in the accounting policies set out below.

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

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Group takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date. Fair value for measurement and/or disclosure purposes in these consolidated financial statements is determined on such a basis, except for share-based payment transactions that are within the scope of HKFRS 2 *Share-based Payment*, leasing transactions that are accounted for in accordance with HKFRS 16 (since 1 January 2019) or HKAS 17 (before application of HKFRS 16), and measurements that have some similarities to fair value but are not fair value, such as net realisable value in HKAS 2 *Inventories* or value in use in HKAS 36 *Impairment of Assets*.

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.

### 4. 主要會計政策

綜合財務報表乃根據香港會計師公會頒佈的香港財務報告準則編製。此外，綜合財務報表包括香港聯合交易所有限公司證券上市規則(「上市規則」)及香港公司條例規定的適用披露。

綜合財務報表乃按歷史成本基準編製，惟投資物業乃按各報告期末的公平值計量(如下述會計政策所闡述)。

歷史成本一般根據交換貨品及服務時所付出代價的公平值計算。

公平值是於計量日期市場參與者於有秩序交易中出售資產所收取或轉讓負債須支付的價格，而不論該價格是否直接可觀察或可使用其他估值技術估計。若市場參與者於計量日期對資產或負債定價時會考慮資產或負債的特點，則本集團於估計資產或負債的公平值時會考慮該等特點。此等綜合財務報表中作計量及/或披露用途的公平值乃按此基準釐定，惟屬於香港財務報告準則第2號股份支付範圍內的股份支付交易、根據香港財務報告準則第16號(自二零一九年一月一日開始)或香港會計準則第17號(於應用香港財務報告準則第16號之前)入賬的租賃交易，以及與公平值存在若干類似特點但並非公平值的計量(如香港會計準則第2號存貨中的可變現淨值或香港會計準則第36號資產減值中使用的數值)除外。

非金融資產公平值計量考慮市場參與者最大限度使用資產，或將其出售予另一名將最大限度使用資產的市場參與者，從而產生經濟效益的能力。

# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註(續)

For the year ended 31 December 2019 截至二零一九年十二月三十一日止年度

### 4. Significant Accounting Policies (Continued)

For investment properties which are transacted at fair value and a valuation technique that unobservable inputs is to be used to measure fair value in subsequent periods, the valuation technique is calibrated so that at initial recognition the results of the valuation technique equals the transaction price.

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

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

The principal accounting policies are set out below.

#### Basis of consolidation

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

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

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

### 4. 主要會計政策(續)

就按公平值交易的投資物業及使用不可觀察輸入數據計量隨後期間公平值的估值技術，估值技術將進行調校，以使初始確認時估值技術結果等於交易價。

此外，就財務報告而言，公平值計量根據公平值計量的輸入數據可觀察程度及公平值計量的輸入數據對其整體的重要性分類為第一級、第二級或第三級，詳情如下：

- 第一級輸入數據是實體於計量日期可以取得的相同資產或負債於活躍市場的報價(未經調整)；
- 第二級輸入數據是就資產或負債直接或間接地可觀察的輸入數據(第一級內包括的報價除外)；及
- 第三級輸入數據是資產或負債的不可觀察輸入數據。

主要會計政策於下文載列。

#### 綜合基準

綜合財務報表包括本公司及本公司及其附屬公司控制的實體(包括結構性實體)的財務報表。當本公司符合以下要素時，則本公司取得控制權：

- 對被投資方擁有權力；
- 因其參與被投資方業務而獲得或有權獲得可變回報；及
- 有能力以其權力影響其回報。

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

# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註(續)

For the year ended 31 December 2019 截至二零一九年十二月三十一日止年度

### 4. Significant Accounting Policies (Continued)

#### Basis of consolidation (Continued)

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

Profit or loss and each item of other comprehensive income are attributed to the owners of the Company and to the non-controlling interests. Total comprehensive income of subsidiaries is attributed to the owners of the Company and to the non-controlling interests even if this results in the non-controlling interests having a deficit balance.

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

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

Non-controlling interests in subsidiaries are presented separately from the Group's equity therein, which represent present ownership interests entitling their holders to a proportionate share of net assets of the relevant subsidiaries upon liquidation.

#### Goodwill

Goodwill arising on an acquisition of a business is carried at cost as established at the date of acquisition of the business less any accumulated impairment losses, if any.

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

### 4. 主要會計政策(續)

#### 綜合基準(續)

附屬公司的綜合入賬於本集團取得有關附屬公司的控制權起開始。具體而言，年內所收購或出售附屬公司的收入及開支乃自本集團取得控制權的日期起計入綜合損益及其他全面收益表，直至本集團不再控制有關附屬公司的日期為止。

損益及其他全面收益的每個項目乃歸屬於本公司所有人及非控股權益。附屬公司的全面收益總額歸屬於本公司擁有人及非控股權益，即使此舉會導致非控股權益產生虧絀結餘。

於必要時，將對附屬公司的財務報表作出調整，以令彼等的會計政策與本集團的會計政策一致。

有關本集團成員之間交易的所有集團內公司間的資產及負債、權益、收入、支出及現金流量於綜合時悉數對銷。

於附屬公司的非控股權益獨立於本集團於附屬公司股權呈列，意味著呈列所有權權益，賦予持有人於清盤後享有相關附屬公司淨資產比例份額的權利。

#### 商譽

收購業務產生的商譽按收購業務日期產生的成本減任何累計減值虧損(如有)列賬。

就減值測試而言，商譽會分配至預期可從合併的協同效益中獲益的本集團各現金產生單位，這是商譽內部管理目的的最低水平而不大於經營分部。



# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註(續)

For the year ended 31 December 2019 截至二零一九年十二月三十一日止年度

### 4. Significant Accounting Policies (Continued)

#### Goodwill (Continued)

A cash-generating unit to which goodwill has been allocated is tested for impairment annually or more frequently when there is indication that the unit may be impaired. If the recoverable amount of the cash-generating unit is less than its carrying amount, the impairment loss is allocated first to reduce the carrying amount of any goodwill allocated to the unit and then to the other assets of the unit on a pro rata basis based on the carrying amount of each asset in the unit. Any impairment loss for goodwill is recognised directly in profit or loss. An impairment loss recognised for goodwill is not reversed in subsequent periods.

On disposal of the relevant cash-generating unit or any of the cash-generating unit within the group of cash-generating units, the attributable amount of goodwill is included in the determination of the amount of profit or loss on disposal. When the Group disposes of an operation within the cash-generating unit, the amount of goodwill disposed of is measured on the basis of the relative values of the operation (or the cash-generating unit) disposed of and the portion of the cash-generating unit retained.

#### Government grants

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

Government grants are recognised in profit or loss on a systematic basis over the periods in which the Group recognises as expenses the related costs for which the grants are intended to compensate.

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

### 4. 主要會計政策(續)

#### 商譽(續)

獲分配商譽的現金產生單位會每年進行減值測試，或於有跡象顯示該單位可能出現減值時經常進行減值測試。倘現金產生單位的可回收金額少於其賬面值，則減值虧損會先用作減低任何分配至該單位的商譽的賬面值，其後則按該單位內各項資產賬面值的比例分配至該單位的其他資產。任何商譽減值虧損直接於損益中確認。就商譽確認的減值虧損不會於其後期間撥回。

於出售相關現金產生單位或現金產生單位組別中任何現金產生單位時，應估商譽金額納入出售損益金額釐定。當本集團出售現金產生單位中的業務，出售商譽金額基於出售業務(或現金產生單位)及留存現金產生單位部分的相對價值計量。

#### 政府補助

當可合理保證本集團將會符合政府補助的附帶條件且會收到補助時，方確認政府補助。

政府補助乃於本集團將擬用作補償的補助相關成本確認為開支的期間按系統化基準於損益中確認。

倘應收政府補助乃用作補償已發生的支出或虧損或為本集團提供即時財務支援，且無未來相關成本，則在應收期間於損益中確認。

# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註(續)

For the year ended 31 December 2019 截至二零一九年十二月三十一日止年度

### 4. Significant Accounting Policies (Continued)

#### Revenue from contracts with customers

The Group recognises revenue when (or as) a performance obligation is satisfied, i.e. when "control" of the goods or services underlying the particular performance obligation is transferred to the customer.

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

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

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

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

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

### 4. 主要會計政策(續)

#### 與客戶的合約產生的收益

本集團當(或於)完成履約責任時確認收益,即於特定履約責任相關的商品或服務的「控制權」轉讓予客戶時。

履約責任指明確商品及服務(或一組商品或服務)或一系列實質上相同的明確商品或服務。

倘符合下列其中一項標準,控制權在一段時間內轉移,而收益確認會按一段時間內完全滿足相關履約責任的進度進行:

- 客戶同時收取及耗用由本集團履約所帶來的利益;
- 本集團履約導致產生及提升於本集團履約時由客戶控制的資產;或
- 本集團履約並無產生對本集團有替代用途的資產,且本集團可享有強制執行權,以收回迄今已履約部分的款項。

否則,收益於客戶獲得明確商品或服務的控制權時確認。

合約資產指本集團就向客戶換取本集團已轉讓的貨品或服務收取代價的權利(尚未成為無條件)。其根據香港財務報告準則第9號評估減值。相反,應收款項指本集團收取代價的無條件權利,即代價付款到期前僅需時間推移。

# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註(續)

For the year ended 31 December 2019 截至二零一九年十二月三十一日止年度

### 4. Significant Accounting Policies (Continued)

#### Revenue from contracts with customers (Continued)

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

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

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

##### Output method

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

#### Variable consideration

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

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

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

### 4. 主要會計政策(續)

#### 與客戶的合約產生的收益(續)

合約負債指本集團向已支付代價(或到期代價金額)的客戶轉讓商品或服務的責任。

合約相關的合約資產及合約負債均按淨額基準列賬及呈列。

#### 隨時間確認收益：計量完全覆行履約責任的進度

##### 輸出法

若收益隨時間確認，完全覆行履約責任的進度乃根據輸出法計量，即以直接計量迄今已轉讓予客戶的商品或服務相對合約項下承諾的剩餘商品或服務的價值為基礎確認收益，此舉最能反映本集團轉讓商品或服務控制權的履約情況。

#### 可變代價

就包含可變代價的合約而言，本集團使用(a)預期價值法或(b)最可能金額(視乎何種方法可令本集團更好預測其有權獲得的代價金額而定)估計其有權獲得的代價金額。

估計可變代價金額僅在可變代價相關不明朗因素其後得以解決時，有關計入幾乎不會導致日後出現重大收益撥回的情況下計入交易價格。

本集團於各報告期末更新估計交易價格(包括更新其對可變代價估計是否受限的評估)，以忠實呈列本報告期間末存在的情況以及於本報告期間的情況變化。

# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註(續)

For the year ended 31 December 2019 截至二零一九年十二月三十一日止年度

### 4. Significant Accounting Policies (Continued)

#### Property, plant and equipment

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

Properties in the course of construction for production, supply or administrative purposes are carried at cost, less any recognised impairment loss. Costs include any cost directly attributable to bringing the asset to location and condition necessary for it to be capable of operating in the manner intended by management and, for qualifying assets, borrowing costs capitalised in accordance with the Group's accounting policy. Such properties are classified to the appropriate categories of property, plant and equipment when completed and ready for intended use. Depreciation of these assets, on the same basis as other property assets, commences when the assets are ready for their intended use.

If an item of property, plant and equipment becomes an investment property because its use has changed as evidenced by end of owner-occupation, any difference between the carrying amount and the fair value of that item (including the relevant prepaid lease payments) at the date of transfer is recognised in other comprehensive income and accumulated in property revaluation reserve. On the subsequent sale or retirement of the asset, the relevant revaluation reserve will be transferred directly to retained profits.

Depreciation is recognised so as to write off the cost of assets (other than properties under construction) less their residual values over their useful lives, using the straight-line method. The estimated useful lives, residual values and depreciation method are reviewed at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis.

### 4. 主要會計政策(續)

#### 物業、廠房及設備

物業、廠房及設備(包括作生產、供應服務或行政用途的樓宇及租賃土地(分類為融資租賃)(下文所述的在建工程除外))按成本減其後累計折舊及其後累計減值虧損(如有)於綜合財務狀況表中列賬。

為生產、供應或行政用途而仍在建設中的物業按成本減任何已確認的減值虧損列賬。成本包括使資產達致按管理層擬定方式運作所需的地點及狀況直接應佔的任何成本及(就合資格資產而言)根據本集團的會計政策資本化的借貸成本。該等物業在完工及準備作擬定用途時分類至物業、廠房及設備的適當類別。該等資產在其準備作擬定用途時按與其他物業資產相同的基準開始折舊。

若一個物業、廠房及設備項目因所有人佔用結束證實用途變更而成為投資資產，該項目於轉讓日賬面值與公平值之間的任何差額(包括相關預付租賃款)確認於其他綜合收益及於物業重新估值儲備累計。資產後續出售或退役時，相關重新估值儲備將直接轉至留存溢利。

資產(在建物業除外)的折舊乃按其可使用年期以直線法撇銷成本減剩餘價值確認。於各報告期末檢討估計可使用年期、剩餘價值及折舊方法，而任何估計變動的影響按預期基準入賬。

# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註(續)

For the year ended 31 December 2019 截至二零一九年十二月三十一日止年度

### 4. Significant Accounting Policies (Continued)

#### Property, plant and equipment (Continued)

Assets held under finance leases are depreciated over their expected useful lives on the same basis as owned assets.

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

#### Investment properties

Investment properties are properties or right-of-use assets by the lessee held to earn rentals and/or for capital appreciation (including properties under construction for such purposes).

Investment properties are measured using their fair value model. Gains or losses arising from changes in the fair value of investment properties are included in profit or loss for the period in which they arise.

An investment property is derecognised upon disposal or when the investment property is permanently withdrawn from use and no future economic benefits are expected from its disposals. Any gain or loss arising on derecognition of the property (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the profit or loss in the period in which the property is derecognised.

### 4. 主要會計政策(續)

#### 物業、廠房及設備(續)

根據融資租賃持有的資產乃按自置資產的相同基準於其估計可使用年內折舊。

物業、廠房及設備項目於出售時或當繼續使用該資產預期不會產生任何日後經濟利益時取消確認。出售或停止使用物業、廠房及設備項目所產生的任何收益或虧損釐定為出售所得款項與資產賬面金額間的差額，並於損益確認。

#### 投資物業

投資物業乃指承租人持有作為賺取租金及/或作資本增值的物業或使用權資產(包括作為該用途的在建物業)。

投資物業乃利用公平值模型予以計量。因投資物業公平值變動產生的收益或虧損於其產生期間內計入損益。

投資物業被處置後終止確認或永久退回使用，並且未來預計經濟利益不予處置。任何物業終止確認產生的收益或虧損(按淨資產處置收益與資產的賬面值計算)計入當期損益。

# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註(續)

For the year ended 31 December 2019 截至二零一九年十二月三十一日止年度

### 4. Significant Accounting Policies (Continued)

#### Impairment losses on property, plant and equipment and right-of-use assets

At the end of each reporting period, the Group reviews the carrying amounts of its property, plant and equipment and right-of-use assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the relevant asset is estimated in order to determine the extent of the impairment loss, if any.

The recoverable amount of property, plant and equipment and right-of-use assets are estimated individually, when it is not possible to estimate the recoverable amount of an asset individually, the Group estimates the recoverable amount of the cash-generating unit to which the asset belongs. When a reasonable and consistent basis of allocation can be identified, corporate assets are also allocated to individual cash-generating units, or otherwise they are allocated to the smallest group of cash-generating units for which a reasonable and consistent allocation basis can be identified.

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

If the recoverable amount of an asset is estimated to be less than its carrying amount, the carrying amount of the asset (or a cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognised as an expense immediately in profit or loss.

### 4. 主要會計政策(續)

#### 物業、廠房及設備以及使用權資產減值虧損

於各報告期末，本集團會審閱其物業、廠房及設備以及使用權資產的賬面值，以判斷是否有任何跡象顯示該等資產已出現減值虧損。倘存在任何該等跡象，會對有關資產的可回收金額進行估計，以釐定減值虧損(如有)的程度。

物業、廠房及設備以及使用權資產可收回金額獨立估算，倘未能估算個別資產的可收回金額，本集團將估算資產所屬現金產生單位的可收回金額。倘合理及一貫分配基準可獲識別，企業資產亦會被分配到個別的現金產生單位，否則或會被分配到可識別合理及一貫分配基準的最小現金產生單位組別。

物業、廠房及設備以及使用權資產可收回金額為公平值減銷售成本與使用價值兩者中的較高值。於評估使用價值時，乃以反映目前市場對金錢時間價值及資產作為現金產生單位於估計未來現金流量調整前的獨有風險的稅前貼現率折算估計未來現金流量至其現值。

倘估計資產的可收回金額低於其賬面值，該項資產(或現金產生單位)的賬面值則會調減至其可收回金額。減值虧損將立即於損益賬確認為開支。

# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註(續)

For the year ended 31 December 2019 截至二零一九年十二月三十一日止年度

### 4. Significant Accounting Policies (Continued)

#### Impairment losses on property, plant and equipment and right-of-use assets (Continued)

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

#### Leases

##### Definition of a lease (upon application of HKFRS 16 in accordance with transitions in note 3)

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.

For contracts entered into or modified or arising from business combinations on or after the date of initial application, the Group assesses whether a contract is or contains a lease based on the definition under HKFRS 16 at inception, modification date or acquisition date, as appropriate. Such contract will not be reassessed unless the terms and conditions of the contract are subsequently changed.

##### The Group as lessee (upon application of HKFRS 16 in accordance with transitions in note 3)

###### Allocation of consideration to components of a contract

For a contract that contains a lease component and one or more additional lease or non-lease components, the Group allocates the consideration in the contract to each lease component on the basis of the relative stand-alone price of the lease component and the aggregate stand-alone price of the non-lease components.

Non-lease components are separated from lease component on the basis of their relative stand-alone prices.

### 4. 主要會計政策(續)

#### 物業、廠房及設備以及使用權資產減值虧損(續)

倘減值虧損隨後被撥回，則該資產(或現金產生單位)的賬面值會增加至其重新估計的可收回金額，但增加後的賬面值不得超過該資產(或現金產生單位)於以往年度未確認減值虧損時釐定的賬面值。減值虧損的撥回立即確認為收入。

#### 租賃

##### 租賃的定義(依據附註3過渡應用香港財務報告準則第16號之後)

倘合約為換取代價而給予在一段時間內控制可識別資產使用的權利，則該合約為租賃或包含租賃。

就於初始應用日期或之後訂立或修訂或自業務合併產生的合約而言，本集團於開始或修訂日期或收購日期(如適用)根據香港財務報告準則第16號之定義評估合約是否為租賃或包含租賃。除非合約的條款及條件其後變動，否則有關合約將不會重新評估。

##### 本集團作為承租人(依據附註3過渡應用香港財務報告準則第16號之後)

###### 分配代價至合約組成部分

對於包含一項租賃組成部分及一項或多項額外的租賃或非租賃組成部分的合約，本集團根據租賃組成部分的相對單獨價格及非租賃組成部分的單獨價格總額將合約代價分配至各個租賃組成部分。

非租賃組成部分根據其相對單獨價格與租賃組成部分分開。

# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註(續)

For the year ended 31 December 2019 截至二零一九年十二月三十一日止年度

### 4. Significant Accounting Policies (Continued)

#### Leases (Continued)

#### The Group as lessee (upon application of HKFRS 16 in accordance with transitions in note 3)

(Continued)

#### Short-term leases and leases of low-value assets

The Group applies the short-term lease recognition exemption to leases of property, plant and equipment that have a lease term of 12 months or less from the commencement date and do not contain a purchase option. It also applies the recognition exemption for lease of low-value assets. Lease payments on short-term leases and leases of low-value assets are recognised as expense on a straight-line basis or another systematic basis over the lease term.

#### Right-of-use assets

The cost of right-of-use asset includes:

- the amount of the initial measurement of the lease liability;
- any lease payments made at or before the commencement date, less any lease incentives received;
- any initial direct costs incurred by the Group; and
- an estimate of costs to be incurred by the Group in dismantling and removing the underlying assets, restoring the site on which it is located or restoring the underlying asset to the condition required by the terms and conditions of the lease.

Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities.

Right-of-use assets in which the Group is reasonably certain to obtain ownership of the underlying leased assets at the end of the lease term are depreciated from commencement date to the end of the useful life. Otherwise, right-of-use assets are depreciated on a straight-line basis over the shorter of its estimated useful life and the lease term.

The Group presents right-of-use assets as a separate line item on the consolidated statement of financial position.

### 4. 主要會計政策(續)

#### 租賃(續)

本集團作為承租人(依據附註3過渡應用香港財務報告準則第16號之後)(續)

#### 短期租賃及低價值資產租賃

本集團對租賃期為開始日期起計十二個月或以下且不包括購買選擇權的物業、廠房及設備租賃應用短期租賃確認豁免。其亦對低價值資產租賃應用確認豁免。短期租賃及低價值資產租賃的租賃付款在租賃期內按直線法或另一系統性基準確認為開支。

#### 使用權資產

使用權資產成本包括：

- 租賃負債的初步計量金額；
- 於開始日期或之前作出的任何租賃付款，減任何已收租賃優惠；
- 本集團產生的任何初步直接成本；及
- 本集團拆除及移除相關資產、恢復相關資產所在場地或將相關資產恢復至租賃條款及條件所規定狀態產生的估計成本。

使用權資產按成本減任何累計折舊及減值虧損計量，並就任何重新計量租賃負債作出調整。

本集團合理確定於租賃期結束時取得相關租賃資產擁有權的使用權資產由開始日期至可使用年期結束折舊。否則，使用權資產於其估計可使用年期及租賃期的較短者按直線法折舊。

本集團於綜合財務狀況表將使用權資產呈列為獨立項目。



# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註(續)

For the year ended 31 December 2019 截至二零一九年十二月三十一日止年度

### 4. Significant Accounting Policies (Continued)

#### Leases (Continued)

#### The Group as lessee (upon application of HKFRS 16 in accordance with transitions in note 3)

##### (Continued)

#### Refundable rental deposits

Refundable rental deposits paid are accounted under HKFRS 9 Financial Instruments ("HKFRS 9") and initially measured at fair value. Adjustments to fair value at initial recognition are considered as additional lease payments and included in the cost of right-of-use assets.

#### Lease liabilities

At the commencement date of a lease, the Group recognises and measures the lease liability at the present value of lease payments that are unpaid at that date. In calculating the present value of lease payments, the Group uses the incremental borrowing rate at the lease commencement date if the interest rate implicit in the lease is not readily determinable.

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, initially measured using the index or rate as at the commencement date;
- amounts expected to be payable by the Group under residual value guarantees;
- the exercise price of a purchase option if the Group is reasonably certain to exercise the option; and
- payments of penalties for terminating a lease, if the lease term reflects the Group exercising an option to terminate the lease.

After the commencement date, lease liabilities are adjusted by interest accretion and lease payments.

The Group presents lease liabilities as a separate line item on the consolidated statement of financial position.

### 4. 主要會計政策(續)

#### 租賃(續)

本集團作為承租人(依據附註3過渡應用香港財務報告準則第16號之後)

#### 可退還租賃按金

已付可退還租賃按金根據香港財務報告準則第9號金融工具(「香港財務報告準則第9號」)入賬，並初步按公平值計量。於初始確認時對公平值的調整被視為額外租賃付款，並計入使用權資產成本。

#### 租賃負債

於租賃開始日期，本集團按於該日未支付之租賃付款現值確認及計量租賃負債。於計算租賃付款現值時，倘租賃利率影響並不易於釐定，則本集團使用於租賃開始日期的增量借款利率。

租賃付款包括：

- 固定付款(包括實質固定付款)減任何應收租賃優惠；
- 可變租賃付款，其取決於一項指數或費率，使用開始日期的指數或費率進行初始計量；
- 根據剩餘價值擔保預期本集團將予支付的金額；
- 合理確定將由本集團行使的購買選擇權的行使價；及
- 倘租賃條款反映本集團行使終止選擇權，則包括終止租賃的罰款付款。

於開始日期後，租賃負債按利息增加及租賃付款而調整。

本集團於綜合財務狀況表將租賃負債呈列為獨立項目。

# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註(續)

For the year ended 31 December 2019 截至二零一九年十二月三十一日止年度

### 4. Significant Accounting Policies (Continued)

#### Leases (Continued)

##### The Group as lessee (prior to 1 January 2019)

Operating lease payments are recognised as an expense on a straight-line basis over the lease term, except where another systematic basis is more representative of the time pattern in which economic benefits from the leased asset are consumed.

##### The Group as lessor

Rental income from operating leases is recognised on a straight-line basis over the term of the relevant lease. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset, and such costs are recognised as an expense on a straight-line basis over the lease term except for investment properties measured under fair value model.

#### Foreign currencies

In preparing the financial statements of each individual group entity, transactions in currencies other than the entity's functional currency (foreign currencies) are recognised at the rates of exchange prevailing at the dates of the transactions. At the end of the reporting period, monetary items denominated in foreign currencies are retranslated at the rates prevailing at that date. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

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

### 4. 主要會計政策(續)

#### 租賃(續)

##### 本集團作為承租人(二零一九年一月一日前)

經營租賃付款按直線法於租期內確認為一項開支，惟如另有系統性基準較時間性模式更具代表性，租賃資產的經濟效益據此被消耗除外。

##### 本集團作為出租人

經營租賃租金收入按直線法於相關租期內確認。磋商及安排一項經營租賃產生之初始直接成本計入所租賃資產之賬面值，有關成本按直線法於租期內確認為一項開支，惟計量於公平值模式下之投資物業除外。

#### 外幣

於編製各個別集團實體的財務報表時，以該實體功能貨幣以外的貨幣(外幣)進行的交易按交易當日適用的匯率確認。於報告期末，以外幣列值的貨幣項目按該日適用的匯率重新換算。以外幣列值並按歷史成本計量的非貨幣項目則不會重新換算。

結算貨幣項目及重新換算貨幣項目時產生的匯兌差額會於產生期間在損益賬確認。

# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註(續)

For the year ended 31 December 2019 截至二零一九年十二月三十一日止年度

### 4. Significant Accounting Policies (Continued)

#### Borrowing costs

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

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

#### Retirement benefit costs

Payments to defined contribution schemes are recognised as an expense when employees have rendered service entitling them to the contributions. For forfeited contributions that are not vest fully, if any, may be used to reduce the existing level of contributions.

Payments made to state-managed retirement benefit schemes are dealt with as payments to defined contribution plans where the Group's obligations under the schemes are equivalent to those arising in a defined contribution retirement benefit plan.

#### Short-term and other long-term employee benefits

Short-term employee benefits are recognised at the undiscounted amount of the benefits expected to be paid as and when employees rendered the services. All short-term employee benefits are recognised as an expense unless another HKFRS requires or permits the inclusion of the benefit in the cost of an asset.

A liability is recognised for benefits accruing to employees (such as wages and salaries, annual leave and sick leave) after deducting any amount already paid.

Liabilities recognised in respect of other long-term employee benefits are measured at the present value of the estimated future cash outflows expected to be made by the Group in respect of services provided by employees up to the reporting date. Any changes in the liabilities' carrying amounts resulting from service cost, interest and remeasurements are recognised in profit or loss except to the extent that another HKFRS requires or permits their inclusion in the cost of an asset.

### 4. 主要會計政策(續)

#### 借貸成本

購置、建築或生產合資格資產(即須長時間準備方可用作其擬定用途或可供出售的資產)直接產生的借貸成本乃計入該等資產的成本中,直至有關資產實質可用作擬定用途或可供出售為止。

所有其他借貸成本於產生期間在損益確認。

#### 退休福利成本

定額供款計劃的供款,乃於僱員提供服務後而享有供款時確認為開支。並未悉數歸屬的被沒收供款(如有),或會用於扣減當期供款水平。

國家退休福利計劃所付款項,乃作為定額供款計劃的供款處理,而本集團根據該計劃承擔的義務與定額供款退休福利計劃產生的義務相等。

#### 短期與其他長期員工福利

短期僱員福利按僱員提供服務時預計將予支付的未貼現福利金額予以確認。所有短期僱員福利將確認為開支,惟其他香港財務報告準則另有規定或允許將福利計入資產成本則除外。

負債乃按應給予僱員的福利(如工資及薪金、年假及病假)扣除任何已支付的金額後進行確認。

就其他長期僱員福利所確認的負債按本集團所預測的僱員截至報告日期所提供服務相關的估計未來現金流出的現值計量。因服務成本、利息及重新計量而產生的負債賬面值的任何變化均在損益中確認,惟其他香港財務報告準則另有規定或允許將其計入資產成本則除外。

# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註(續)

For the year ended 31 December 2019 截至二零一九年十二月三十一日止年度

### 4. Significant Accounting Policies (Continued)

#### Taxation

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

#### Current Tax

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

#### Deferred Tax

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

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

### 4. 主要會計政策(續)

#### 稅項

所得稅開支指現時應付稅項及遞延稅項的總額。

#### 即期稅項

現時應付稅項乃按年內應課稅溢利計算。應課稅溢利與綜合損益及其他全面收益表中所呈報的「除稅前(虧損)溢利」不同，乃由於在其他年度應課稅或可扣稅收入或開支項目及不能課稅及扣稅的項目所致。本集團的即期稅項負債乃按各報告期末已實行或實際上已實行的稅率計算。

#### 遞延稅項

遞延稅項乃就綜合財務報表中資產及負債賬面金額與計算應課稅溢利所用相應稅基間的臨時差額而確認。遞延稅項負債通常會就所有應課稅臨時差額確認。遞延稅項資產通常就所有可扣稅臨時差額於可能出現應課稅溢利以抵銷該等可扣稅的臨時差額時確認。若於一項交易中，因於初步確認(非業務合併)資產與負債而引致的臨時差額既不影響應課稅溢利亦不影響會計溢利，則不會確認該等遞延稅項資產與負債。此外，倘初步確認商譽而引致臨時差額，則不會確認遞延稅項負債。

與附屬公司的投資有關的應課稅臨時差額會確認遞延稅項負債，惟倘本集團可控制臨時差額撥回及臨時差額可能不會於可見將來撥回則除外。與該等投資相關的可扣減臨時差額產生的遞延稅項資產僅於可能將有足夠應課稅溢利以應用臨時差額的利益且預期將於可見將來撥回時確認。

# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註(續)

For the year ended 31 December 2019 截至二零一九年十二月三十一日止年度

### 4. Significant Accounting Policies (Continued)

#### Taxation (Continued)

##### Deferred Tax (Continued)

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 profits will be available to allow all or part of the asset to be recovered.

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

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

For the purposes of measuring deferred tax for investment properties that are measured using the fair value model, the carrying amounts of such properties are presumed to be recovered entirely through sale, unless the presumption is rebutted. The presumption is rebutted when the investment property is depreciable and is held within a business model whose objective is to consume substantially of the economic benefits embodied in the investment property over time, rather than through sale.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority.

##### Current and deferred tax for the year

Current and deferred tax are recognised in profit or loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case the current and deferred tax are also recognised in other comprehensive income or directly in equity respectively. Where current tax or deferred tax arises from the initial accounting for a business combination, the tax effect is included in the accounting for the business combination.

### 4. 主要會計政策(續)

#### 稅項(續)

##### 遞延稅項(續)

遞延稅項資產的賬面金額於各報告期末予以檢討，並於不再可能有足夠應課稅溢利讓全部或部分資產得以收回時作出調減。

遞延稅項資產及負債按預期清付負債或變現資產期間適用的稅率，根據於報告期末已實施或實際上實施的稅率(及税法)計量。

遞延稅項負債及資產的計量反映因於報告期末本集團預計收回或清付其資產及負債賬面金額所使用的方式而引致的稅務後果。

就計量使用公平值模式計量的投資物業的遞延稅項，該等物業賬面值假設將透過出售全部收回，除非假設不成立。當投資物業貶值，及於以逐漸消耗投資物業中經濟效益而非銷售為目標的業務模式中持有，則假設不成立。

倘享有合法可行使權力以即期稅項資產沖銷即期稅項負債，及倘稅項資產及負債涉及由同一稅務機構徵收的所得稅，則遞延稅項資產及負債抵銷。

##### 年內的即期及遞延稅項

即期及遞延稅項於損益賬確認，惟倘其與於其他全面收益或直接於權益確認的項目相關，則即期及遞延稅項亦會分別於其他全面收益或直接於權益確認。倘因業務合併的初步會計方法而產生即期稅項或遞延稅項，有關稅務影響會計入業務合併的會計方法內。

# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註(續)

For the year ended 31 December 2019 截至二零一九年十二月三十一日止年度

### 4. Significant Accounting Policies (Continued)

#### Share-based payments

##### Equity-settled share-based payment transactions

##### Share options granted to employees

Equity-settled share-based payments to employees and others providing similar services are measured at the fair value of the equity instruments at the grant date.

The fair value of the equity-settled share-based payments determined at the grant date without taking into consideration all non-market vesting conditions is expensed on a straight-line basis over the vesting period, based on the Group's estimate of equity instruments that will eventually vest, with a corresponding increase in equity (share options reserve). At the end of each reporting period, the Group revises its estimate of the number of equity instruments expected to vest based on assessment of all relevant non-market vesting conditions. The impact of the revision of the original estimates, if any, is recognised in profit or loss such that the cumulative expense reflects the revised estimate, with a corresponding adjustment to the share options reserve.

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

#### Provisions

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

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

### 4. 主要會計政策(續)

#### 股份支付

##### 以權益結算股份支付交易

##### 授予員工的購股權

向員工及提供類似服務的其他人士作出的以權益結算的股份支付，按授予日權益工具公平值計量。

以權益結算的股份支付的公平值於授予日釐定，未考慮所有非市場歸屬條件，按直線法基於本集團對最終歸屬的權益工具的估計計入歸屬期開支，股本(購股權儲備)則相應增加。於各報告期末，本集團會基於所有相關非市場歸屬條件評估，更改預期歸屬的權益工具數目估計。初步估計更改的影響(如有)確認於損益，以使累積開支反映修改估計，並相應調整購股權儲備。

於行使購股權時，先前於購股權儲備中確認的金額將轉撥至股本及股份溢價。當購股權在歸屬日後沒收或在到期日仍未獲行使時，先前於購股權儲備中確認的金額將轉撥至留存溢利。

#### 撥備

當本集團因過往事件而導致本集團承擔現時義務(法律或推定)，本集團將很可能需清償該義務並可以對該義務的金額進行可靠估計時，則確認撥備。

計及該義務的風險及不確定性，確認為撥備的金額為於報告期末清償現時義務所需對價的最佳估計。當利用估計現金流量來清償現時債務來計量撥備金時，其賬面值為該等現金流量的現值(惟貨幣時間價值影響重大)。

## Notes to the Consolidated Financial Statements (Continued)

### 綜合財務報表附註(續)

For the year ended 31 December 2019 截至二零一九年十二月三十一日止年度

#### 4. Significant Accounting Policies (Continued)

##### Financial instruments

Financial assets and financial liabilities are recognised when a group entity becomes a party to the contractual provisions of the instrument. All regular way purchases or sales of financial assets are recognised and derecognised on a trade date basis. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the market place.

Financial assets and financial liabilities are initially measured at fair value except for trade receivables arising from contracts with customers which are initially measured in accordance with HKFRS 15. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets or financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in profit or loss.

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

Interest income which are derived from the Group's ordinary course of business are presented as revenue.

#### 4. 主要會計政策(續)

##### 金融工具

金融資產及金融負債在集團實體成為契據合約條文的訂約方時確認。所有金融資產常規購買或出售方式於交易日確認及終止確認。購買或出售金融資產的常規購買或出售方式要求於市場法規或約定規定的時間範圍內交付資產。

金融資產及金融負債初步按公平值計量，按香港財務報告準則第15號初步計量的客戶合約應收賬款除外。收購或發行金融資產及金融負債直接產生的交易成本於初步確認時計入金融資產或金融負債(於損益賬按公平值列賬的金融資產或金融負債除外)的公平值或自公平值扣除(如適用)。因收購於損益賬按公平值列賬的金融資產或金融負債直接產生的交易成本即時於損益賬確認。

實際利息法乃計算有關期間金融資產或金融負債攤銷成本及分配利息收入及利息開支的方法。實際利率乃於初步確認時按金融資產或金融負債的預計年期或(如適用)較短期間將估計未來現金收支(包括構成實際利率不可或缺部分而支付或收取的所有手續費及貼息、交易成本及其他溢價或折讓)準確貼現至賬面淨額的利率。

本集團一般業務過程中產生的利息收入呈列為收益。

# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註(續)

For the year ended 31 December 2019 截至二零一九年十二月三十一日止年度

### 4. Significant Accounting Policies (Continued)

#### Financial instruments (Continued)

##### Financial assets

Classification and subsequent measurement of financial assets

Financial assets that meet the following conditions are subsequently measured at amortised cost:

- the financial asset is held within a business model whose objective is to collect contractual cash flows; and
- the contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Financial assets that meet the following conditions are subsequently measured at fair value through other comprehensive income ("FVTOCI"):

- the financial asset is held within a business model whose objective is achieved by both selling and collecting contractual cash flows; and
- the contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

All other financial assets are subsequently measured at fair value through profit or loss ("FVTPL"), except that at the date of initial application of HKFRS 9/initial recognition of a financial asset the Group may irrevocably elect to present subsequent changes in fair value of an equity investment in OCI if that equity investment is neither held for trading nor contingent consideration recognised by an acquirer in a business combination to which HKFRS 3 Business Combinations applies.

### 4. 主要會計政策(續)

#### 金融工具(續)

##### 金融資產

金融資產分類及其後計量

符合以下條件的金融資產隨後按攤銷成本計量：

- 金融資產於以收取合約現金流為目標的業務模式中持有；及
- 合約於指定日期招致現金流，全部為未償還本金款項本金及利息付款。

符合下列條件的金融資產其後均按公平值計入其他全面收益(「按公平值計入其他全面收益」)計量：

- 金融資產由以出售及收取合約現金流量金融資產達致目標的業務模式持有；及
- 金融資產的合約性條款於指定日期產生僅為支付本金及未償還本金的利息的現金流量。

所有其他金融資產其後均按公平值計入損益(「按公平值計入損益」)計量，惟於初始應用香港財務報告準則第9號／初始確認金融資產當日除外。倘股權投資並非持作買賣或收購方並未於香港財務報告準則第3號業務合併適用的業務合併中確認為或然代價，本集團可不可撤回地選擇於其他全面收益中呈列股權投資公平值的其後變動。



# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註(續)

For the year ended 31 December 2019 截至二零一九年十二月三十一日止年度

### 4. Significant Accounting Policies (Continued)

#### Financial instruments (Continued)

##### Financial assets (Continued)

Classification and subsequent measurement of financial assets (Continued)

A financial asset is held for trading if:

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

In addition, the Group may irrevocably designate a financial asset that are required to be measured at the amortised cost or FVTOCI as measured at FVTPL if doing so eliminates or significantly reduces an accounting mismatch.

(i) Amortised cost and interest income

Interest income is recognised using the effective interest method for financial assets measured subsequently at amortised cost and debt instruments/receivables subsequently measured at FVTOCI. For financial instruments other than purchased or originated credit-impaired financial assets, interest income is calculated by applying the effective interest rate to the gross carrying amount of a financial asset, except for financial assets that have subsequently become credit-impaired. For financial assets that have subsequently become credit-impaired, interest income is recognised by applying the effective interest rate to the amortised cost of the financial asset from the next reporting period. If the credit risk on the credit impaired financial instrument improves so that the financial asset is no longer credit-impaired, interest income is recognised by applying the effective interest rate to the gross carrying amount of the financial asset from the beginning of the reporting period following the determination that the asset is no longer credit impaired.

### 4. 主要會計政策(續)

#### 金融工具(續)

##### 金融資產(續)

金融資產分類及其後計量(續)

滿足以下條件的金融資產為持做買賣：

- 主要為於近期出售之目的收購；或
- 於初始確認時，屬於由本集團一併管理及近期實際採用短期盈利模式確定金融工具投資組合的一部分；或
- 屬未指定及成為對沖工具的衍生工具。

此外，倘可消除或大幅減少會計錯配，本集團可不可撤回地指定符合攤銷成本或按公平值計入其他全面收益標準的金融資產按公平值計入損益計量。

(i) 攤銷成本及利息收入

就之後按攤銷成本計量的金融資產及之後以按公平值計入其他全面收益計量的債務工具/應收款項，以實際利息法確認利息收入。除購買或產生的信貸減值金融資產外，金融工具的利息收入透過將實際利率應用於金融資產總賬面值計算，之後發生信貸減值的金融資產除外。就隨後發生信貸減值的金融資產，利息收入透過將實際利率應用於下一報告期金融資產攤銷成本確認。若信貸減值金融工具的信貸風險緩解，而金融資產不再發生信貸減值，則透過將實際利率應用於確定資產不再發生信貸減值下一報告期初的金融資產總賬面值確認利息收入。

# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註(續)

For the year ended 31 December 2019 截至二零一九年十二月三十一日止年度

### 4. Significant Accounting Policies (Continued)

#### Financial instruments (Continued)

##### Financial assets (Continued)

##### Impairment of financial assets

The Group performs impairment assessment under expected credit loss ("ECL") model on financial assets (including trade and other receivables and bank balances), and other items (including contract assets) which are subject to impairment under HKFRS 9 (including trade receivables and contract assets). The amount of ECL is updated at each reporting date to reflect changes in credit risk since initial recognition.

Lifetime ECL represents the ECL that will result from all possible default events over the expected life of the relevant instrument. In contrast, 12-month ECL ("12m ECL") represents the portion of lifetime ECL that is expected to result from default events that are possible within 12 months after the reporting date. Assessment are done based on the Group's historical credit loss experience, adjusted for factors that are specific to the debtors, general economic conditions and an assessment of both the current conditions at the reporting date as well as the forecast of future conditions.

The Group always recognises lifetime ECL for trade receivables and contract assets without significant financing component. The ECL on these assets are assessed individually for debtors with significant balances and/or collectively using a provision matrix with appropriate groupings.

For all other instruments, the Group measures the loss allowance equal to 12m ECL, unless when there has been a significant increase in credit risk since initial recognition, the Group recognises lifetime ECL. The assessment of whether lifetime ECL should be recognised is based on significant increases in the likelihood or risk of a default occurring since initial recognition.

### 4. 主要會計政策(續)

#### 金融工具(續)

##### 金融資產(續)

##### 金融資產減值

本集團根據金融資產(包括應收賬款及其他應收款以及銀行結餘)及根據香港財務報告準則第9號減值(包括應收賬款及合約資產)的其他項目(包括合約資產),按照預期信貸虧損(「預期信貸虧損」)模型進行減值評估。預期信貸虧損的金額會於各報告日期予以更新以反映自初始確認起的信貸風險變動。

全期預期信貸虧損指於有關工具預期年期內所有可能的違約事件將產生的預期信貸虧損。相反,十二個月預期信貸虧損(「十二個月預期信貸虧損」)指於報告日期後十二個月內可能發生的違約事件預期產生的該部分全期預期信貸虧損。本集團已根據其歷史信貸虧損經驗完成評估,並就債務人特定因素、整體經濟環境以及於報告日期當前狀況及日後狀況預測的評估作出調整。

本集團一直就無重大融資成分的應收款項及合約資產確認全期預期信貸虧損。該等資產的預期信貸虧損乃就具重大結餘的債務人進行個別評估及/或採用具合適組別的撥備矩陣進行整體評估。

就所有其他工具而言,本集團計量虧損撥備等於十二個月預期信貸虧損,除非當信貸風險自初始確認以來顯著上升,則本集團確認全期預期信貸虧損。是否應確認全期預期信貸虧損乃根據自初始確認以來出現違約的可能性或風險顯著上升而評估。

# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註(續)

For the year ended 31 December 2019 截至二零一九年十二月三十一日止年度

### 4. Significant Accounting Policies (Continued)

#### Financial instruments (Continued)

##### Financial assets (Continued)

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

(i) Significant increase in credit risk

In assessing whether the credit risk has increased significantly since initial recognition, 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. In making this assessment, the Group considers both quantitative and qualitative information that is reasonable and supportable, including historical experience and forward-looking information that is available without undue cost or effort.

In particular, the following information is taken into account when assessing whether credit risk has increased significantly:

- an actual or expected significant deterioration in the financial instrument's external (if available) or internal credit rating;
- significant deterioration in external market indicators of credit risk, e.g. a significant increase in the credit spread, the credit default swap prices for the debtor;
- existing or forecast adverse changes in business, financial or economic conditions that are expected to cause a significant decrease in the debtor's ability to meet its debt obligations;
- an actual or expected significant deterioration in the operating results of the debtor;
- an actual or expected significant adverse change in the regulatory, economic, or technological environment of the debtor that results in a significant decrease in the debtor's ability to meet its debt obligations.

### 4. 主要會計政策(續)

#### 金融工具(續)

##### 金融資產(續)

##### 金融資產減值(續)

(i) 信貸風險顯著上升

評估信貸風險自初始確認以來是否顯著上升時，本集團會比較金融工具於報告日期發生違約的風險與金融工具於初始確認日期發生違約的風險。作出本評估時，本集團會考慮合理及具支持性的定量及定性資料，包括過往經驗及可以合理成本及精力獲取的前瞻性資料。

具體而言，評估信貸風險是否顯著上升時會考慮以下資料：

- 金融工具外部(如有)或內部信用評級的實際或預期顯著惡化；
- 信貸風險的外部市場指標顯著惡化，例如債務人的信貸息差、信用違約掉期價格顯著上升；
- 商業、金融或經濟情況目前或預期有不利變動，預計將導致債務人償還債項的能力顯著下降；
- 債務人經營業績實際或預期顯著惡化；
- 債務人的監管、經濟或技術環境有實際或預期的重大不利變動，導致債務人償還債項的能力顯著下降。

# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註(續)

For the year ended 31 December 2019 截至二零一九年十二月三十一日止年度

### 4. Significant Accounting Policies (Continued)

#### Financial instruments (Continued)

##### Financial assets (Continued)

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

(i) Significant increase in credit risk (Continued)

Irrespective of the outcome of the above assessment, the Group presumes that the credit risk has increased significantly since initial recognition when contractual payments are more than 30 days past due, unless the Group has reasonable and supportable information that demonstrates otherwise.

Despite the foregoing, the Group assumes that the credit risk on a debt instrument has not increased significantly since initial recognition if the debt instrument is determined to have low credit risk at the reporting date. A debt instrument is determined to have low credit risk if (i) it has a low risk of default, (ii) the borrower has a strong capacity to meet its contractual cash flow obligations in the near term and (iii) adverse changes in economic and business conditions in the longer term may, but will not necessarily, reduce the ability of the borrower to fulfil its contractual cash flow obligations. The Group considers a debt instrument to have low credit risk when it has an internal or external credit rating of 'investment grade' as per globally understood definitions.

The Group regularly monitors the effectiveness of the criteria used to identify whether there has been a significant increase in credit risk and revises them as appropriate to ensure that the criteria are capable of identifying significant increase in credit risk before the amount becomes past due.

### 4. 主要會計政策(續)

#### 金融工具(續)

##### 金融資產(續)

##### 金融資產減值(續)

(i) 信貸風險顯著上升(續)

不論上述評估結果如何，本集團均假設合約付款逾期超過30日的信貸風險自初始確認以來顯著上升，除非本集團有合理及具支持性的資料證明存在其他情況。

儘管有上述情況，本集團認為，若報告日確定債務工具信貸風險較低，則債務工具的信貸風險並未因初始確認顯著上升。倘債務工具(i)違約風險較低，(ii)借款人於近期履行合約現金流義務的能力較強及(iii)經濟及業務狀況中的不利變更於較長期限內可能但不一定會減損借款人履行其合約現金流義務的能力，則確定債務工具信貸風險較低。當債務工具獲得全球公認的內部或外部「投資等級」信貸評級，則本集團認為債務工具信貸風險較低。

本集團定期監控確定信貸風險是否顯著上升的標準有效性，並在適當時作出修改，以確保標準能在款項逾期前確定信貸風險是否顯著上升。

# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註(續)

For the year ended 31 December 2019 截至二零一九年十二月三十一日止年度

### 4. Significant Accounting Policies (Continued)

#### Financial instruments (Continued)

##### Financial assets (Continued)

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

(ii) Definition of default

For internal credit risk management, the Group considers an event of default occurs when information developed internally or obtained from external sources indicates that the debtor is unlikely to pay its creditors, including the Group, in full (without taking into account any collaterals held by the Group).

Irrespective of the above, the Group considers that default has occurred when a financial asset is more than 90 days past due unless the Group has reasonable and supportable information to demonstrate that a more lagging default criterion is more appropriate. For contracts with large state-owned enterprise or local government, the Group would assess the exposure individually taking into consideration specific facts and circumstances in considering when an event of default has occurred.

(iii) Credit-impaired financial assets

A financial asset is credit-impaired when one or more events of default that have a detrimental impact on the estimated future cash flows of that financial asset have occurred. Evidence that a financial asset is credit impaired includes observable data about the following events:

- (a) significant financial difficulty of the issuer or the borrower;
- (b) a breach of contract, such as a default or past due event;
- (c) the lender(s) of the borrower, for economic or contractual reasons relating to the borrower's financial difficulty, having granted to the borrower a concession(s) that the lender(s) would not otherwise consider;
- (d) it is becoming probable that the borrower will enter bankruptcy or other financial reorganisation; or
- (e) the disappearance of an active market for that financial asset because of financial difficulties.

### 4. 主要會計政策(續)

#### 金融工具(續)

##### 金融資產(續)

##### 金融資產減值(續)

(ii) 違約定義

就內部信貸風險管理而言，當內部編製或從外部來源獲取的資料顯示債務人無法向其債權人(包括本集團)清償債務(不考慮本集團持有的任何抵押品)，則本集團認為發生違約事件。

不論是否發生上述情況，本集團認為，倘金融資產逾期超過90天時則發生違約，除非本集團有合理及具支持性的資料顯示較長的違約期限更為適用。就與大型國有企業或地方政府訂立的合約，本集團將於考量何時發生違約時考慮具體事實及情況，以單獨評估風險敞口。

(iii) 信貸減值金融資產

當一起或多起違約事件對金融資產估計未來現金流產生不利影響，則金融資產發生信貸減值。證明金融資產發生信貸減值的證據包括有關以下時間的可觀察資料：

- (a) 發行人或借款人出現嚴重財務困難；
- (b) 違反合約，例如違約或逾期事件；
- (c) 借款人的貸款人因借款人財務困難有關的經濟或合約原因，向借款人授予貸款人在其他情況下不予考慮的讓步；
- (d) 借款人可能進入破產或其他財務重組；或
- (e) 該金融資產活躍市場因財務困難消失。

# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註(續)

For the year ended 31 December 2019 截至二零一九年十二月三十一日止年度

### 4. Significant Accounting Policies (Continued)

#### Financial instruments (Continued)

##### Financial assets (Continued)

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

(iv) Write-off policy

The Group writes off a financial asset when there is information indicating that the counterparty is in severe financial difficulty and there is no realistic prospect of recovery, for example, when the counterparty has been placed under liquidation or has entered into bankruptcy proceedings, or in the case of trade receivables, when the amounts are over three years past due, whichever occurs sooner. Financial assets written off may still be subject to enforcement activities under the Group's recovery procedures. A write-off constitutes a derecognition event. Any subsequent recoveries are recognised in profit or loss.

(v) Measurement and recognition of ECL

The measurement of ECL is a function of the probability of default, loss given default (i.e. the magnitude of the loss if there is a default) and the exposure at default. The assessment of the probability of default and loss given default is based on historical data adjusted by forward-looking information. Estimation of ECL reflects an unbiased and probability-weighted amount that is determined with the respective risks of default occurring as the weights.

Generally, the ECL is the difference between all contractual cash flows that are due to the Group in accordance with the contract and the cash flows that the Group expects to receive, discounted at the effective interest rate determined at initial recognition.

### 4. 主要會計政策(續)

#### 金融工具(續)

##### 金融資產(續)

##### 金融資產減值(續)

(iv) 撇銷政策

當有資料顯示對手方陷入嚴重財務困難並且無現實恢復可能性，例如當對手方進入清盤或破產程序，或就應收賬款而言，款項逾期超過三年(以較早出現為準)，則本集團將撇銷金融資產。遭撇銷的金融資產可能仍須按本集團收回程序進行強制執行活動。撇銷構成終止確認事件。任何隨後收回款項將於損益確認。

(v) 預期信貸虧損的計量及確認

預期信貸虧損的計量為違約概率、違約損失率(即違約時的損失程度)及違約風險暴露的函數。評估違約概率及違約損失率的依據是經前瞻性資料調整的過往數據。預期信貸虧損估計反映各項加權違約風險釐定的無偏差及概率加權金額。

預期信貸虧損通常根據合約應付本集團的所有合約現金流量與本集團預計收取的所有現金流量(按初始確認時釐定的實際利率折現)之間的差額估算。

# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註(續)

For the year ended 31 December 2019 截至二零一九年十二月三十一日止年度

### 4. Significant Accounting Policies (Continued)

#### Financial instruments (Continued)

##### Financial assets (Continued)

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

(v) Measurement and recognition of ECL (Continued)

Where ECL is measured on a collective basis or cater for cases where evidence at the individual instrument level may not yet be available, the financial instruments are grouped on the customer basis:

- Nature of financial instruments (i.e. the Group's trade and other receivables, finance lease receivables and amounts due from customers are each assessed as a separate group. Loans to related parties are assessed for expected credit losses on an individual basis);
- Past-due status;
- Nature, size and industry of debtors; and
- External credit ratings where available.

The grouping is regularly reviewed by management to ensure the constituents of each group continue to share similar credit risk characteristics.

Interest income is calculated based on the gross carrying amount of the financial asset unless the financial asset is credit impaired, in which case interest income is calculated based on amortised cost of the financial asset.

The Group recognises an impairment gain or loss in profit or loss for all financial instruments by adjusting their carrying amount, with the exception of trade receivables and contract assets where the corresponding adjustment is recognised through a loss allowance account.

### 4. 主要會計政策(續)

#### 金融工具(續)

##### 金融資產(續)

##### 金融資產減值(續)

(v) 預期信貸虧損的計量及確認(續)

倘預期信貸虧損按集體基準計量或於未必能獲得個別工具的證據的情況下，金融工具按以下客戶基準歸類：

- 金融工具性質(即本集團應收賬款及其他應收款、融資租賃應收款項及應收客戶款項各自評為獨立組別。提供予相關人士的貸款按獨立基準評估預期信貸虧損)；
- 逾期狀況；
- 債務人的性質、規模及行業；及
- 外部信貸評級(如有)。

歸類工作經管理層定期檢討，以確保各組別成份繼續分擔類似信貸風險特性。

利息收入乃根據金融資產的總賬面值計算，除非金融資產發生信貸減值，在此情況下，利息收入根據金融資產的攤銷成本計算。

本集團透過調整金融工具的賬面值於損益中確認所有金融工具的減值收益或虧損，惟應收賬款及合約資產則除外，其相應調整於虧損撥備賬中確認。

# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註(續)

For the year ended 31 December 2019 截至二零一九年十二月三十一日止年度

### 4. Significant Accounting Policies (Continued)

#### Financial instruments (Continued)

##### Financial assets (Continued)

##### 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 Company's statement of financial position) when:

- the rights to receive cash flows from the asset have expired; or
- the Company 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 Company has transferred substantially all the risks and rewards of the asset, or (b) the Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the Company 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 Company continues to recognise the transferred asset to the extent of the Company's continuing involvement. In that case, the Company 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 Company has retained.

### 4. 主要會計政策(續)

#### 金融工具(續)

##### 金融資產(續)

##### 金融資產終止確認

在以下情況下，金融資產(或(如果適用)，金融資產的一部分或一組類似金融資產的一部分)主要終止確認(從公司的財務狀況表中刪除)：

- 自資產收取現金流量的權利屆滿；或
- 本公司已將其從資產中收取現金流量的權利轉讓或已承擔根據「直通」安排將所收取的現金流量全額支付予第三方而沒有重大延遲的責任；及(a)本公司已轉移資產的絕大部分風險及回報，或者(b)本公司既未轉移亦未保留資產的絕大部分風險及回報，但已轉移對資產的控制權。

當本公司轉移其從資產中收取現金流量的權利或已達成直通安排時，將評估是否保留資產所有權的風險及回報，以及在何種程度上保留資產所有權的風險及回報。當既未轉移亦未保留資產的絕大部分風險及回報，亦未轉移對資產的控制權時，本公司會在本公司持續參與的範圍內繼續確認轉移的資產。在此種情況下，本公司亦確認相關負債。所轉移的資產及相關負債按應反映本公司保留的權利及義務基準計量。



# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註(續)

For the year ended 31 December 2019 截至二零一九年十二月三十一日止年度

### 4. Significant Accounting Policies (Continued)

#### Financial instruments (Continued)

##### Financial liabilities and equity instruments

###### Classification as debt or equity

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

###### Equity instrument

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

###### Effective interest method

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

###### Financial liabilities at amortised cost

Other financial liabilities (including trade and other payables, amounts due to directors of the Company, amounts due to non-controlling shareholders of a subsidiary, bank borrowings, other borrowings and bonds payable) are subsequently measured at amortised cost, using the effective interest method.

### 4. 主要會計政策(續)

#### 金融工具(續)

##### 金融負債及權益工具

###### 分類為債務或股本

集團實體發行的債務及權益工具乃根據所簽訂合約安排的內容及金融負債與權益工具的定義分類為金融負債或股本。

###### 權益工具

權益工具為可證明於本集團資產經扣除其所有負債後的剩餘權益的任何合約。本集團所發行的權益工具確認為所收取的所得款項(扣除直接發行成本)。

###### 實際利息法

實際利息法乃計算有關期間金融負債攤銷成本及分配利息開支的方法。實際利率乃於初步確認時按金融負債的預計年期或(如適用)較短期間將估計未來現金支付(包括構成實際利率不可或缺部分而支付或收取的所有手續費及貼息、交易成本及其他溢價或折讓)準確貼現至賬面淨額的利率。利息開支按實際利率基準確認。

###### 以攤銷成本計量的金融負債

其他金融負債(包括應付賬款及其他應付款、應付本公司董事款項、應付一間附屬公司非控股股東款項、銀行借貸及其他借貸及應付債券)隨後攤銷成本採用實際利率法計量。

# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註(續)

For the year ended 31 December 2019 截至二零一九年十二月三十一日止年度

### 4. Significant Accounting Policies (Continued)

#### Financial instruments (Continued)

##### Derecognition

##### Derecognition/non-substantial modification of financial liabilities

The Group derecognises financial liabilities when, and only when, the Group's obligations are discharged, cancelled or have expired. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable is recognised in profit or loss.

The Group accounts for an exchange with a lender of a financial liability with substantially different terms as an extinguishment of the original financial liability and the recognition of a new financial liability. A substantial modification of the terms of an existing financial liability or a part of it (whether or not attributable to the financial difficulty of the Group) is accounted for as an extinguishment of the original financial liability and the recognition of a new financial liability.

The Group considers that the terms are substantially different if the discounted present value of the cash flows under the new terms, including any fees paid net of any fees received and discounted using the original effective interest rate, is at least 10 per cent different from the discounted present value of the remaining cash flows of the original financial liability. Accordingly, such exchange of debt instruments or modification of terms is accounted for as an extinguishment, any costs or fees incurred are recognised as part of the gain or loss on the extinguishment. The exchange or modification is considered as non-substantial modification when such difference is less than 10 per cent.

##### Non-substantial modifications of financial liabilities

For non-substantial modifications of financial liabilities that do not result in derecognition, the carrying amount of the relevant financial liabilities will be calculated at the present value of the modified contractual cash flows discounted at the financial liabilities' original effective interest rate. Any adjustment to the carrying amount of the financial liability is recognised in profit or loss at the date of modification. Transaction costs or fees incurred are adjusted to the carrying amount of the modified financial liabilities and are amortised over the remaining term.

### 4. 主要會計政策(續)

#### 金融工具(續)

##### 終止確認

##### 金融負債終止確認/非重大改動

當且僅當本集團的責任獲解除、取消或屆滿時，本集團方會終止確認金融負債。已終止確認的金融負債賬面值與已付及應付代價之間的差額會於損益中確認。

本集團將與金融負債貸方的交換(其條款絕大部分跟原有的條款不同)當作抵銷原有金融負債及確認新金融負債。若現有金融負債或其部分的條款作出重大修訂(無論是否由於本集團出現財務困難)，亦應當作抵銷原有金融負債及確認新金融負債。

倘若按新條款以原有實際利率按現金流(包括扣除任何已收取費用的任何已付費用)貼現的現值與原有金融負債的剩餘現金流的貼現現值最少有10%的差額，則本集團認為條款有重大差異。因此，債務工具的交換或條款的修訂按抵銷方式處理，任何已產生的成本或費用將確認為抵銷的部分收益或虧損。倘有關差額少於10%，則有關交換或修訂視作非重大改動。

##### 金融負債的非重大改動

有關不造成終止確認的金融負債的非重大改動，相關金融負債的賬面金額將以經修訂合約現金流量的現值計算，按該金融負債的原始實際利率貼現。金融負債賬面金額的任何調整於改動日期於損益中確認。產生的交易成本或費用按經改動金融負債的賬面金額調整並於餘下期間攤銷。

## Notes to the Consolidated Financial Statements (Continued)

### 綜合財務報表附註(續)

For the year ended 31 December 2019 截至二零一九年十二月三十一日止年度

#### 5. Critical Accounting Judgements and Key Sources of Estimation Uncertainty

In the application of the Group's accounting policies, which are described in Note 4 to the consolidated financial statements, the Directors are required to make judgements, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

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

#### Critical judgements in applying accounting policies

The following are the critical judgements, apart from those involving estimations (see below), that the Directors have made in the process of applying the Group's accounting policies and that have the most significant effect on the amounts recognised in the consolidated financial statements and the results, assets and liabilities of the PRC Operational Entity and its subsidiaries are consolidated with other group entities.

#### Consolidation of a structured entity

PRC laws and regulations prohibit or restrict foreign investors from owning more than 50% equity interest in any enterprise which owns vessels for conducting dredging business in the PRC.

On 19 April 2011, Xiangyu PRC (as defined in Note 41), the PRC Operational Entity (as defined in Note 41) and its respective equity participants, being Mr. Liu and Ms. Zhou Shuhua ("Ms. Zhou"), the spouse of Mr. Liu, entered into the Contractual Arrangements (as defined in Note 41). The PRC Operational Entity and its subsidiaries are engaged in the provision of dredging services of the Group. Details of the Contractual Arrangements are set out in Note 41.

#### 5. 關鍵會計判斷及估計不明朗因素的主要來源

於應用本集團的會計政策(載述於綜合財務報表附註4)時,董事須作出有關未能從其他來源直接獲得的資產及負債賬面金額的判斷、估計及假設。估計及相關假設乃基於過往經驗及被認為有關的其他因素作出。實際結果可能有別於該等估計。

估計及相關假設乃按持續經營基準予以檢討。倘會計估計的修訂僅影響估計獲修訂的期間,則會計估計的修訂於該期間予以確認,倘若修訂影響現時及未來期間,則會計估計的修訂於修訂及未來期間內予以確認。

#### 應用會計政策時的關鍵判斷

除涉及估計(見下文)的判斷外,以下為董事在採用本集團會計政策過程中所作出、對在綜合財務報表中確認的金額具最重大影響的關鍵判斷,及中國經營實體及其附屬公司的業績、資產及負債與其他集團實體合併入賬。

#### 結構性實體合併

中國法律及規定禁止或限制外國投資者於任何擁有可進行疏浚業務的船舶的中國企業中持有超過50%的股權。

於二零一一年四月十九日,翔宇中國(定義見附註41)、中國經營實體(定義見附註41)及其各參股方(即劉先生及劉先生配偶周淑華女士(「周女士」))訂立合約安排(定義見附註41)。中國經營實體及其附屬公司從事提供本集團的疏浚業務。有關合約安排的詳情載於附註41。

## Notes to the Consolidated Financial Statements (Continued)

### 綜合財務報表附註(續)

For the year ended 31 December 2019 截至二零一九年十二月三十一日止年度

#### 5. Critical Accounting Judgements and Key Sources of Estimation Uncertainty (Continued)

##### Critical judgements in applying accounting policies (Continued)

###### Consolidation of a structured entity (Continued)

The Directors, after consulting legal opinion, are of the view that the terms of the Contractual Arrangements have in substance enabled Xiangyu PRC to have the ability and right to direct the relevant activities to obtain variable returns from its involvement with the PRC Operational Entity and its subsidiaries, and to have free ability to use its power to affect its returns, despite the absence of formal legal equity interest held by the Group therein. Accordingly, the PRC Operational Entity is treated as a subsidiary of the Company, and the results, assets and liabilities of the PRC Operational Entity and its subsidiaries are consolidated together with other group entities as if they were wholly owned by the Company.

In the opinion of the Directors, with reference to legal opinion, the Contractual Arrangements are in compliance with the existing PRC laws and regulations are valid, binding and legally enforceable, and do not result in any violation of PRC laws or regulations currently in effect in all material respects. However, uncertainties in the PRC legal system could cause the Group's current Contractual Arrangements Structure to be found in violation of any existing and/or future PRC laws or regulations and could limit the Company's ability, through Xiangyu PRC, to enforce its rights and power over the PRC Operational Entity under the Contractual Arrangements.

#### 5. 關鍵會計判斷及估計不明朗因素的主要來源(續)

##### 應用會計政策時的關鍵判斷(續)

###### 結構性實體合併(續)

董事經徵詢法律意見後認為，儘管本集團於合約安排中並無持有正式的法定股權，惟合約安排的條款已實質上賦予翔宇中國具有能力及權利指導相關活動及改變來自其參與中國經營實體及其附屬公司的回報，有權利用其權利影響回報。因此，中國經營實體作為本公司的附屬公司，因此，中國經營實體及其附屬公司的業績、資產及負債與其他集團實體合併入賬，猶如彼等由本公司全資擁有。

董事認為，經考慮法律意見，合約安排已遵守現有中國法律及規定，為有效、具約束力及法律依從性，並將於各重大方面不會導致違反中國現行法律及規定。然而，中國法律體系存有不確定性，可能會引致本集團現時的合約安排架構違反任何現有及/或未來中國法律或規定，並會限制本公司透過翔宇中國強制行使其對合約安排項下中國經營實體的權利及權力的能力。

# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註(續)

For the year ended 31 December 2019 截至二零一九年十二月三十一日止年度

### 5. Critical Accounting Judgements and Key Sources of Estimation Uncertainty (Continued)

#### Critical judgements in applying accounting policies (Continued)

##### Consolidation of a structured entity (Continued)

The operation of the Group was substantially derived from the PRC Operational Entity and its subsidiaries. If the current structure or any of the Contractual Arrangements were found to be in violation of PRC Laws and regulations, the Group may be subject to penalties, which in the future may include but not be limited to, the cancellation or revocation of the Group's business and operating licenses, being required to restructure the Group's operations or discontinue the Group's operating activities. The imposition of any of these or other penalties may result in a material and adverse effect on the Group's ability to conduct its operations. In such case, the Group may not be able to operate or control the PRC Operational Entity and its subsidiaries, which may result in deconsolidation of it.

##### Deferred taxation on investment properties

For the purposes of measuring deferred taxation arising from investment properties that are measured using the fair value model, the Directors of the Company have reviewed the Group's investment property and concluded that the Group's investment properties are held under a business model whose objective is to consume substantially all of the economic benefits embodied in the investment properties over time, rather than through sale. Therefore, in measuring the Group's deferred taxation on investment properties, the Directors have determined that the presumption that the carrying amounts of investment properties measured using the fair value model are recovered entirely through sale is rebutted. Accordingly, deferred taxation in relation to the Group's investment properties has been measured based on the tax consequences of recovering the carrying amounts entirely through use.

### 5. 關鍵會計判斷及估計不明朗因素的主要來源(續)

#### 應用會計政策時的關鍵判斷(續)

##### 結構性實體合併(續)

本集團的業務主要來自中國經營實體及其附屬公司。倘現有架構或任何合約安排違反任何中國法律法規，本集團可能會受到處罰(日後可能包括但不限於取消或撤銷本集團的業務及營業執照)，需要重組本集團的業務或終止本集團的經營活動。判以任何該等或其他處罰可能會對本集團經營其業務的能力造成重大不利影響。在此情況下，本集團或許無法營運或控制中國經營實體及其附屬公司，或會導致其取消綜合入賬。

##### 投資物業遞延稅項

為了衡量使用公平值模型計量投資物業產生的遞延稅項，本公司董事對本集團的投資物業進行了審查，並得出結論認為本集團的投資物業按照目前消費標準的經營模式進行，基本上所有的經濟利益都體現在投資物業中而不是出售。因此，在計量本集團投資物業的遞延稅項時，董事已確定推定使用公平值模型計量的投資物業的賬面值是通過出售完全收回的。因此，本集團投資物業的遞延稅項是根據完全通過使用追回賬面值的稅後影響進行衡量的。

## Notes to the Consolidated Financial Statements (Continued)

### 綜合財務報表附註(續)

For the year ended 31 December 2019 截至二零一九年十二月三十一日止年度

#### 5. Critical Accounting Judgements and Key Sources of Estimation Uncertainty (Continued)

##### Key sources of estimation uncertainty

The key sources of estimation uncertainty at the end of the reporting period that may have a significant risk of causing a material adjustment to the carrying amounts of assets within the next financial year are disclosed below.

##### Estimates of fair values of investment properties

As described in Note 20, investment properties are measured at fair value at the end of reporting period using income capitalised approach by independent professional valuers. Such valuations are based on certain assumptions, which are subject to uncertainty and might materially differ from the actual results. In relying on the valuation report, the directors of the Company have exercised their judgment and are satisfied that the assumptions used in the valuation reflect market condition. Where there are any changes in the assumptions due to the market conditions in the PRC, the estimate of fair value of investment properties may be significantly affected. As at 31 December 2019, investment properties of approximately RMB464,500,000 (2018: RMB470,786,000) are measured using income capitalised approach.

##### ECL allowances for trade receivable and contract assets

Management regularly assesses the loss allowances for expected credit losses on trade receivables and contract assets and recognises lifetime ECL for trade receivables and contract assets. Allowances for these receivables and contract assets are made based on evaluation of ECL for trade receivables and contract assets and involve exercise of management's judgments, which are made by reference to the estimation of the future cash flows discounted at the original effective interest rate to calculate the present value. A considerable amount of judgment is required in assessing the ultimate realisation of these debtors, including their current creditworthiness and the risk of default occurring on debtors with significant balances and/or collectively using a provision matrix with appropriate groupings. The assessment on the probability of default and loss given default is based on historical data adjusted by forward-looking information. As at 31 December 2019, the carrying amount of trade receivables and contract assets are approximately RMB777,559,000 and RMB11,613,000 respectively, and provision of expected credit losses and reversal of expected credit losses of RMB308,194,000 and RMB2,695,000 respectively.

#### 5. 關鍵會計判斷及估計不明朗因素的主要來源(續)

##### 估計不明朗因素的主要來源

於報告期末，有重大風險或會導致下個財政年度資產的賬面金額出現重大調整的估計不明朗因素的主要來源的披露如下。

##### 投資物業的公平值估計

如附註20所述，投資物業於報告期末乃由獨立專業估值師採用收益資本化法按公平值計量。該等估值乃基於若干假設，或會受不確定性因素影響且可能與實際結果有重大出入。在依賴估值報告時，本公司董事已行使判斷且信納估值中所用假設反映了市場狀況。倘因中國市況導致假設出現任何變動時，投資物業的公平值估計或會受到重大影響。於二零一九年十二月三十一日，約人民幣464,500,000元(二零一八年：人民幣470,786,000元)的投資物業乃使用收益資本化法計量。

##### 應收賬款及合約資產預期信貸虧損撥備

管理層定期評估應收賬款及合約資產預期信貸虧損的虧損撥備，及確認應收賬款及合約資產全期預期信貸虧損。應收賬款及合約資產撥備基於應收賬款及合約資產預期信貸虧損評估作出，由管理層參考按計算當前價值的初始實際利率貼現的未來現金流估計作出判斷。大量判斷需要評估該等債務人最終變現，包括其目前信譽及約較高值債務人的違約風險及/或對適當組別統一運用撥備模型。違約可能性及違約虧損評估基於經前瞻性資料調整的歷史資料作出。於二零一九年十二月三十一日，應收賬款及合約資產賬面值分別約為人民幣777,559,000元及人民幣11,613,000元，預期信貸虧損撥備及預期信貸虧損撥回分別為人民幣308,194,000元及人民幣2,695,000元。

## Notes to the Consolidated Financial Statements (Continued)

### 綜合財務報表附註(續)

For the year ended 31 December 2019 截至二零一九年十二月三十一日止年度

#### 5. Critical Accounting Judgements and Key Sources of Estimation Uncertainty (Continued)

##### Key sources of estimation uncertainty (Continued)

##### Estimated useful life and residual values of property, plant and equipment

Dredgers and plant and machinery included in property, plant and equipment are depreciated over their useful lives. The assessment of estimated useful lives and residual values are matters of judgement based on the experience of the Group, taking into account factors such as technological progress, conditions of the dredgers and plant and machinery and changes in market demand. Useful lives and residual values are periodically reviewed for continued appropriateness. Due to the long useful lives of the dredgers and plant and machinery, changes to the estimates used can affect the amount of depreciation to be charged to profit or loss in each reporting period and consequently affect their carrying value at the end of the reporting period. There was no change in the estimated useful lives or residual values of property, plant and equipment for both years.

##### Impairment of property, plant and equipment and right-of-use assets

In considering the impairment losses that may be required for the Group's property, plant and equipment and right-of-use assets, the recoverable amount of the asset needs to be determined. The recoverable amount is the greater of fair value less cost of disposal and the value in use. It is difficult to precisely estimate fair value less cost of disposal because quoted market prices for these assets may not be readily available. In determining the value in use, expected cash flows generated by the asset are discounted to their present values, which require significant judgement relating to items such as the discount rates, growth rates and the projected sales volume, selling price, direct costs, gross margin and other related expenses. Where the actual future cash flows are less than expected, or change in facts and circumstances which results in downward revision of future cash, a material impairment loss or a further impairment loss may arise. During the year ended 31 December 2019, no impairment loss has been recognised in respect of those property, plant and equipment and right-of-use assets.

#### 5. 關鍵會計判斷及估計不明朗因素的主要來源(續)

##### 估計不明朗因素的主要來源(續)

##### 物業、廠房及設備的估計可使用年期及剩餘價值

物業、廠房及設備所包括的挖泥船、廠房及機器於其可使用年內折舊。評估估計可使用年期及剩餘價值乃根據本集團的經驗作出判斷，並考慮如技術進步、挖泥船、廠房及機器狀況以及市場需求變動等因素。本集團會定期檢討可使用年期及剩餘價值的持續適用性。由於挖泥船、廠房及機器使用年期較長，估計變動會影響於各報告期間在損益賬予以扣除的折舊金額，從而影響報告期末的賬面值。於兩個年度，物業、廠房及設備的估計可使用年期或剩餘價值並無變動。

##### 物業、廠房及設備以及使用權資產減值

在考慮本集團的物業、廠房及設備以及使用權資產可能須減值虧損時，需要確定資產的可收回金額。可收回金額為公平值減去出售成本及使用價值兩者中較高者。很難準確估計公平值減去出售成本，因為該等資產的市場報價可能不容易獲得。在確定使用價值時，資產產生的預期現金流量會折現為現值，是項需要對折現率、增長率及預計的銷售量、售價、直接成本、毛利率及其他相關費用等有關項目進行重大判斷。倘實際未來現金流量低於預期，或者因事實及情況變動導致未來現金的下調，則可能產生重大減值虧損或進一步的減值虧損。截至二零一九年十二月三十一日止年度，概無就該等物業、廠房及設備以及使用權資產確認減值虧損。

## Notes to the Consolidated Financial Statements (Continued)

### 綜合財務報表附註(續)

For the year ended 31 December 2019 截至二零一九年十二月三十一日止年度

#### 5. Critical Accounting Judgements and Key Sources of Estimation Uncertainty (Continued)

##### Key sources of estimation uncertainty (Continued)

###### Deferred tax asset

No deferred tax asset has been recognised in relation to the unused tax losses of RMB108,554,000 (2018: RMB88,035,000) in the consolidated statement of financial position due to unpredictability of future profit streams (see Note 21). The realisability of the deferred tax asset mainly depends on whether sufficient future profits or taxable temporary differences will be available in the future. In cases where the actual future taxable profits generated are less or more than expected, or change in facts and circumstances which result in revision of future taxable profits estimation, a material reversal or further recognition of deferred tax asset may arise, which would be recognised in profit or loss for the period in which such a reversal or further recognition takes place.

During the year, the Group had reversed deferred tax assets of RMB98,332,000 in respect of other deductible temporary differences of RMB393,329,000 recognised in previous years, which in the opinion of the Directors, are not probable to be utilised in the foreseeable future taking into account the fact that no sufficient taxable profits will be available (see Note 21).

#### 5. 關鍵會計判斷及估計不明朗因素的主要來源(續)

##### 估計不明朗因素的主要來源(續)

###### 遞延稅項資產

由於無法預測未來溢利來源(見附註21)，故並無於綜合財務狀況表內就未動用稅項虧損人民幣108,554,000元(二零一八年：人民幣88,035,000元)確認遞延稅項資產。遞延稅項資產能否變現主要取決於日後是否有足夠應課稅溢利或應課稅臨時差額可供動用。倘日後實際產生之應課稅溢利少於或多於預期或事實及情況發生變動導致對未來應課稅利益估計作出修訂，則或會重大撥回或於日後確認遞延稅項資產，所撥回或於日後確認的遞延稅項資產將於撥回或日後確認發生期間於損益確認。

年內，本集團就以往年度確認的其他可扣稅臨時差額人民幣393,329,000元撥回遞延稅項資產人民幣98,332,000元，考慮到並無足夠應課稅溢利，董事認為於可見將來不大可能被動用(見附註21)。



## Notes to the Consolidated Financial Statements (Continued)

### 綜合財務報表附註(續)

For the year ended 31 December 2019 截至二零一九年十二月三十一日止年度

#### 6. Revenue

Disaggregation of revenue from contracts with customers

#### 6. 收益

來自客戶合約的收益細分

		2019 二零一九年 RMB'000 人民幣千元	2018 二零一八年 RMB'000 人民幣千元
<b>Segments</b>	<b>分部</b>		
Capital and Reclamation Dredging Business	基建及填海疏浚業務	<b>145,031</b>	165,960
Environment Protection Dredging and Water Management Business	環保疏浚及水務管理業務	<b>47,910</b>	115,646
Other Marine Business	其他海事業務	<b>241,678</b>	327,451
Property Management Business	物業管理業務	<b>7,749</b>	9,776
		<b>442,368</b>	618,833
Timing of revenue recognition	收益確認的時間		
At point in time	於某一時間點	—	—
Over time	隨時間	<b>442,368</b>	618,833
Total	總計	<b>442,368</b>	618,833

The Group has a right to consideration from its customers in an amount that corresponds directly with the value to the customers of the Group's performance completed to date. As the Group bills its customers a fixed amount based on each portion of dredging works provided, the Group recognises revenue based on the amount it has a right to invoice.

The Group recognises revenue on the basis of the volume of dredging works performed and delivered to customers. The measurements of value of the dredging works transferred to customers are directly invoiced based on a quantitative measure of dredging, that is, a unit price for the material dredged per cubic meter is set forth in the contracts with customers and therefore the revenue is recognised based on the amount invoiced. As the Group's performance creates an asset that customer simultaneously receives and consumes, this method provides a faithful depiction of the transfer of an asset to the customer.

本集團有權自客戶收取金額直接與本集團迄今已完成履約的應付客戶價值對應的代價。由於本集團基於所提供疏浚工程的各個部分為客戶開具固定數額票據，故本集團基於其有權取得的發票金額確認收益。

本集團根據已進行及交付予客戶的疏浚工程量確認收益。計量轉讓予客戶的疏浚工程價值直接根據疏浚的定量測算(即客戶合約中所載每立方米疏浚材料的單價)出具的發票計算，因此，收益按發票金額確認。由於本集團的履約產生客戶同時取得及耗用的資產，故此方法為轉讓予客戶的資產提供最真實的描述。

## Notes to the Consolidated Financial Statements (Continued)

### 綜合財務報表附註(續)

For the year ended 31 December 2019 截至二零一九年十二月三十一日止年度

#### 6. Revenue (Continued)

The transaction price of the Group is determined upon establishment of the contract that contains the unit price for the quantity dredged for dredging projects.

Contract modifications are changes in the scope or price (or both) of a contract that are approved by the parties to the contract. The Group recognises a contract modification when the parties to a contract approve a modification that either creates new, or changes existing, enforceable rights and obligations of the parties to the contract. Contract modifications are included in the transaction price only if it is probable that the modification estimate will not result in a significant reversal of revenue. The nature of the Group's contracts seldom give rise to contract modifications based on historical information and thus contract modifications are not routine in the performance of the Company's contracts.

The majority of the Company's contracts have an original duration of less than one year, the practical expedient for contracts with durations of one year or less is applied and therefore does not consider the effects of the time value of money.

An analysis of revenue from customers contributing over 10% of the Group's total revenue for the year is as follows:

		2019 二零一九年 RMB'000 人民幣千元	2018 二零一八年 RMB'000 人民幣千元
Customer A	客戶A		
— Environmental Protection Dredging and Water Management Business	— 環保疏浚及水務管理業務	N/A 不適用	66,499
Customer B	客戶B		
— Capital and Reclamation Dredging Business	— 基建及填海疏浚業務	69,371	N/A 不適用

Note: Customer A did not contribute over 10% of the Group's total revenue for the year ended 31 December 2019. Other than customer B, no other customers contributed over 10% of the Group's total revenue for the year ended 31 December 2019.

#### 6. 收益(續)

本集團的交易價於訂立包含疏浚項目疏浚量的單價的合約後釐定。

合約修訂是經合約訂約方批准的合約範圍或價格(或兩者)的變更。本集團於合約訂約方批准新設或變更合約訂約方的現有可執行權利與義務等修訂時確認合約修訂。僅在修訂估計不可能導致收益重大逆轉的情況下，合約修訂方可計入交易價內。根據過往資料，本集團的合約性質極少發生合約修訂的情況，因此，合約修訂並非本公司履行合約的慣例。

本公司大部分合約的原期限為一年以內，並對期限為一年或以下的合約採用可行權宜方法，因此不考慮貨幣時間價值的影響。

來自貢獻超過本集團年內總收益10%的客戶的收益分析如下：

附註：客戶A貢獻並無超過本集團於截至二零一九年十二月三十一日止年度總收益10%。除客戶B外，並無其他客戶貢獻超過本集團於截至二零一九年十二月三十一日止年度總收益10%。

## Notes to the Consolidated Financial Statements (Continued)

### 綜合財務報表附註(續)

For the year ended 31 December 2019 截至二零一九年十二月三十一日止年度

#### 7. Operating Segments

The Group determines its operating segments based on the reports reviewed by the Executive Directors of the Company who are also the chief operating decision makers ("CODM"), that are used to make strategic decisions. Information reported to the CODM is based on the different nature of projects carried out by the Group.

Details of the Group's four reportable and operating segments are as follows:

- (i) Capital and Reclamation Dredging Business refers to the capital and reclamation dredging services and related consultation services provided by the Group;
- (ii) Environmental Protection Dredging and Water Management Business refers to dredging or water management services or constructions for promoting environmental interests and water quality mainly for inland rivers provided by the Group;
- (iii) Other Marine Business mainly comprises marine hoisting, installation, salvaging, vessel chartering and other engineering services provided by the Group; and
- (iv) Property Management Business refers to the management and leasing of a shopping mall and the construction of a hotel by the Group.

#### 7. 營運分部

本集團基於本公司執行董事(亦為制定戰略決定的主要運營決策者(「主要運營決策者」))審閱的報告釐定其營運分部。向主要運營決策者呈報的資料乃基於本集團運營項目的不同性質而編製。

本集團四個可呈報及營運分部的詳情載列如下：

- (i) 基建及填海疏浚業務指本集團提供的基建及填海疏浚服務及相關顧問服務；
- (ii) 環保疏浚及水務管理業務指本集團主要就提升內河的環保效益及水質而提供的疏浚或水務管理服務或工程；
- (iii) 其他海事業務主要包括本集團提供的海上吊裝、安裝、打撈、船舶包租及其他工程服務；及
- (iv) 物業管理業務指本集團商場的租賃管理及酒店建設。

# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註(續)

For the year ended 31 December 2019 截至二零一九年十二月三十一日止年度

### 7. Operating Segments (Continued)

#### Segment results

An analysis of the Group's reportable segment revenue and segment results is as below.

### 7. 營運分部(續)

#### 分部業績

本集團之可呈報分部收益及分部業績分析如下。

		Capital and Reclamation Dredging Business 基建及填海 疏浚業務 RMB'000 人民幣千元	Environmental Protection Dredging and Water Management Business 環保疏浚及 水務管理業務 RMB'000 人民幣千元	Other Marine Business 其他海事 業務 RMB'000 人民幣千元	Property Management Business 物業管理業務 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
<b>For the year ended 31 December 2019</b>	<b>截至二零一九年 十二月三十一日 止年度</b>					
Segment revenue	分部收益	<b>145,031</b>	<b>47,910</b>	<b>241,678</b>	<b>7,749</b>	<b>442,368</b>
Segment results	分部業績	<b>(219,513)</b>	<b>(72,630)</b>	<b>2,270</b>	<b>1,931</b>	<b>(287,942)</b>
Changes in fair value of investment properties	投資物業公平值變動					<b>(6,286)</b>
Allowance for expected credit losses	預期信貸虧損撥備					<b>(28,186)</b>
Other gains and losses, net	其他收益及虧損淨額					<b>(5,767)</b>
Unallocated other income	未分配其他收入					<b>77</b>
Unallocated corporate expenses	未分配企業開支					<b>(48,197)</b>
Unallocated finance costs	未分配融資成本					<b>(35,054)</b>
Loss before tax	除稅前虧損					<b>(411,355)</b>

## Notes to the Consolidated Financial Statements (Continued)

### 綜合財務報表附註(續)

For the year ended 31 December 2019 截至二零一九年十二月三十一日止年度

#### 7. Operating Segments (Continued)

##### Segment results (Continued)

#### 7. 營運分部(續)

##### 分部業績(續)

		Capital and Reclamation Dredging Business 基建及填海 疏浚業務 RMB'000 人民幣千元	Environmental Protection Dredging and Water Management Business 環保疏浚及 水務管理業務 RMB'000 人民幣千元	Other Marine Business 其他海事 業務 RMB'000 人民幣千元	Property Management Business 物業管理業務 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
<b>For the year ended 31 December 2018</b>	<b>截至二零一八年 十二月三十一日 止年度</b>					
Segment revenue	分部收益	165,960	115,646	327,451	9,776	618,833
Segment results	分部業績	(83,019)	(92,431)	14,582	2,093	(158,775)
Increase in fair value of investment properties	投資物業公平值增加					17,400
Other gains and losses, net	其他收益及虧損淨額					(14,701)
Unallocated other income	未分配其他收入					3,230
Unallocated corporate expenses	未分配企業開支					(34,911)
Unallocated finance costs	未分配融資成本					(44,588)
Loss before tax	除稅前虧損					(232,345)

## Notes to the Consolidated Financial Statements (Continued)

### 綜合財務報表附註(續)

For the year ended 31 December 2019 截至二零一九年十二月三十一日止年度

#### 7. Operating Segments (Continued)

#### 7. 營運分部(續)

##### Segment assets

##### 分部資產

		Capital and Reclamation Dredging Business 基建及填海疏浚業務 RMB'000 人民幣千元	Environmental Protection Dredging and Water Management Business 環保疏浚及水務管理業務 RMB'000 人民幣千元	Other Marine Business 其他海事業務 RMB'000 人民幣千元	Property Management Business 物業管理業務 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
<b>At 31 December 2019</b>	於二零一九年十二月三十一日					
Segment assets	分部資產	<b>1,247,701</b>	<b>403,635</b>	<b>520,469</b>	<b>632,844</b>	<b>2,804,649</b>
Unallocated assets:	未分配資產：					
Right-of-use assets	使用權資產					<b>14,230</b>
Bank balances and cash	銀行結餘及現金					<b>12,612</b>
Others	其他					<b>15,677</b>
Consolidated assets	綜合資產					<b>2,847,168</b>
		Capital and Reclamation Dredging Business 基建及填海疏浚業務 RMB'000 人民幣千元	Environmental Protection Dredging and Water Management Business 環保疏浚及水務管理業務 RMB'000 人民幣千元	Other Marine Business 其他海事業務 RMB'000 人民幣千元	Property Management Business 物業管理業務 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
<b>At 31 December 2018</b>	於二零一八年十二月三十一日					
Segment assets	分部資產	1,642,495	388,354	527,533	682,914	3,241,296
Unallocated assets:	未分配資產：					
Prepaid land lease payments	預付土地租約款					14,548
Bank balances and cash	銀行結餘及現金					48,435
Others	其他					44,808
Consolidated assets	綜合資產					3,349,087

For the purposes of monitoring segment performances and allocating resources between segments, assets are allocated to reportable and operating segments other than the unallocated items listed above.

為監控分部表現及於各分部間分配資源，資產均分配至各呈報及營運分部，惟上文所列的未分配項目除外。

## Notes to the Consolidated Financial Statements (Continued)

### 綜合財務報表附註(續)

For the year ended 31 December 2019 截至二零一九年十二月三十一日止年度

#### 7. Operating Segments (Continued)

##### Segment liabilities

As the liabilities are regularly reviewed by the CODM in total for the Group as a whole, the measure of total liabilities by reportable segments is therefore not presented.

##### Other segment information

#### 7. 營運分部(續)

##### 分部負債

由於主要運營決策者定期為本集團對負債進行整體審閱，因此並無呈列可呈報分部的總負債計量。

##### 其他分部資料

		Capital and Reclamation Dredging Business 基建及填海疏浚業務 RMB'000 人民幣千元	Environmental Protection and Water Management Business 環保疏浚及水務管理業務 RMB'000 人民幣千元	Other Marine Business 其他海事業務 RMB'000 人民幣千元	Property Management Business 物業管理業務 RMB'000 人民幣千元	Segment total 分部總計 RMB'000 人民幣千元	Unallocated 未分配 RMB'000 人民幣千元	Consolidated 綜合 RMB'000 人民幣千元
<b>For the year ended 31 December 2019</b>	<b>截至二零一九年十二月三十一日止年度</b>							
<i>Amounts included in the measure of segment profit or loss or segment assets</i>	<i>計入分部損益或分部資產計量的金額</i>							
Additions to non-current assets	添置非流動資產	109	10,146	11,933	12,200	34,388	—	34,388
Depreciation of property, plant and equipment	物業、廠房及設備折舊	66,375	9,514	25,639	65	101,593	4,381	105,974
Depreciation of right-of-use assets	使用權資產的折舊	1,205	—	27	2,792	4,024	—	4,024
Amortisation of other intangible assets	其他無形資產攤銷	—	—	—	333	333	—	333
Expected credit losses allowance	預期信貸虧損撥備	203,982	88,906	12,357	254	305,499	28,186	333,685

# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註(續)

For the year ended 31 December 2019 截至二零一九年十二月三十一日止年度

### 7. Operating Segments (Continued)

### 7. 營運分部(續)

#### Other segment information (Continued)

#### 其他分部資料(續)

	Capital and Reclamation Dredging Business 基建及填海疏浚業務 RMB'000 人民幣千元	Environmental Protection Dredging and Water Management Business 環保疏浚及水務管理業務 RMB'000 人民幣千元	Other Marine Business 其他海事業務 RMB'000 人民幣千元	Property Management Business 物業管理業務 RMB'000 人民幣千元	Segment total 分部總計 RMB'000 人民幣千元	Unallocated 未分配 RMB'000 人民幣千元	Consolidated 綜合 RMB'000 人民幣千元
<b>For the year ended 31 December 2018</b>	<b>截至二零一八年十二月三十一日止年度</b>						
<i>Amounts included in the measure of segment profit or loss or segment assets</i>	<i>計入分部損益或分部資產計量的金額</i>						
Additions to non-current assets	903	62,592	16,129	25,024	104,648	6,879	111,527
Depreciation of property, plant and equipment	72,554	1,620	24,476	23	98,673	6,276	104,949
Amortisation of prepaid land lease payment	—	—	—	2,474	2,474	—	2,474
Amortisation of other intangible assets	—	—	—	334	334	—	334
Expected credit losses allowance	118,743	125,812	1,425	75	246,055	—	246,055

The accounting policies of the reportable segments are the same as the Group's accounting policies described in Note 4 to the consolidated financial statements.

可呈報分部的會計政策與綜合財務報表附註4所載本集團的會計政策相同。

Segment results represent profit earned or loss incurred by each segment, without allocation of central administrative expenses, other gains and losses, certain other income and certain finance costs. This is the measure reported to the CODM for the purposes of resource allocation and performance assessment.

分部業績為各分部所賺取的溢利或發生的虧損(未分配中央行政開支、其他收益及虧損、若干其他收入及若干融資成本)。此乃向主要運營決策者報告資源分配及業績評估的工具。

#### Geographical information

As all the Group's revenue is derived from its operations in the PRC and substantially all its non-current assets (excluding the other financial assets) are located in the PRC, no geographical information is presented.

#### 地區資料

由於本集團的所有收益均來自其於中國的營運且其絕大部分非流動資產(不包括其他金融資產)位於中國,故並無呈列地區資料。



## Notes to the Consolidated Financial Statements (Continued)

### 綜合財務報表附註(續)

For the year ended 31 December 2019 截至二零一九年十二月三十一日止年度

#### 8. Other Income

#### 8. 其他收入

		2019 二零一九年 RMB'000 人民幣千元	2018 二零一八年 RMB'000 人民幣千元
Government financial incentive (note)	政府財政獎勵(附註)	—	2,954
Bank interest income	銀行利息收入	133	168
Interest income in respect of trade receivable	應收賬款的利息收入	—	1,672
Sundry income	雜項收入	1,162	554
		<b>1,295</b>	5,348

Note: Pursuant to a document issued by a PRC local government authority, one of the Company's PRC subsidiaries was granted financial incentive for a period of three years from 2016 to 2018 for its contribution to the economic development of the locality, provided it is duly registered in the locality and pays taxes according to tax laws. No other conditions are attached to the financial incentive.

附註：根據中國地方政府機關發佈的文件，本公司的其中一間中國附屬公司已獲授一項於二零一六年至二零一八年為期三年的財政獎勵，以嘉許其為地方經濟發展作出的貢獻，條件為其須於當地正式註冊並根據稅法繳稅。除此之外，財政獎勵並無任何其他附帶條件。

#### 9. Other Gains and Losses, Net

#### 9. 其他收益及虧損淨額

		2019 二零一九年 RMB'000 人民幣千元	2018 二零一八年 RMB'000 人民幣千元
Gain on disposal of property, plant and equipment, net	出售物業、廠房及設備收益淨額	177	—
Exchange loss, net	匯兌虧損淨額	(5,767)	(14,701)
		<b>(5,590)</b>	(14,701)

## Notes to the Consolidated Financial Statements (Continued)

### 綜合財務報表附註(續)

For the year ended 31 December 2019 截至二零一九年十二月三十一日止年度

#### 10. Finance Costs

#### 10. 融資成本

	Note 附註	2019 二零一九年 RMB'000 人民幣千元	2018 二零一八年 RMB'000 人民幣千元
Interest expenses on:			
Bank borrowings wholly repayable within five years		18,986	21,426
Discounted bills receivable		40	—
Other borrowings		4,794	4,018
The Bonds	30	32,714	30,694
Amounts due to non-controlling shareholders of a subsidiary		3,864	3,223
Lease liabilities		153	—
Total borrowing costs		60,551	59,361
Less: amounts capitalised in the cost of qualifying assets		(15,501)	(6,879)
		45,050	52,482

Borrowing cost capitalised during the year ended 31 December 2019 of approximately RMB15,501,000 (2018: RMB6,879,000) arose on the general borrowing pool calculated by applying a weighted average capitalisation rate of 8.99% (2018: 7.68%) per annum. During the year ended 31 December 2019, borrowing cost was capitalised as part of the construction in progress in respect of the hotel under construction included in property, plant and equipment.

截至二零一九年十二月三十一日止年度，資本化的借貸成本約人民幣15,501,000元(二零一八年：人民幣6,879,000元)乃由一般借貸組合按加權平均資本化比率每年8.99%(二零一八年：7.68%)產生。截至二零一九年十二月三十一日止年度，借貸成本資本化為物業、廠房及設備所包含的有關在建酒店的在建工程的一部分。

## Notes to the Consolidated Financial Statements (Continued)

### 綜合財務報表附註(續)

For the year ended 31 December 2019 截至二零一九年十二月三十一日止年度

#### 11. Allowance for Expected Credit Losses, Net of Reversal

#### 11. 預期信貸虧損撥備撥回淨額

		2019 二零一九年 RMB'000 人民幣千元	2018 二零一八年 RMB'000 人民幣千元
Expected credit losses recognised/(reversed) on:	以下項目確認/(撥回)的預期 信貸虧損:		
— Trade receivables	— 應收賬款	308,194	243,182
— Contract assets	— 合約資產	(2,695)	2,873
— Other receivables and prepayments	— 其他應收款及預付款	28,186	—
		<b>333,685</b>	246,055

Details of impairment assessment for the year ended 31 December 2019 are set out in Note 39(b).

截至二零一九年十二月三十一日止年度減值評估詳情列載於附註39(b)。

#### 12. Income Tax Expense

#### 12. 所得稅開支

		2019 二零一九年 RMB'000 人民幣千元	2018 二零一八年 RMB'000 人民幣千元
The charge comprises:	支出包括:		
Current tax	即期稅項		
PRC Enterprise Income Tax ("EIT")	中國企業所得稅(「企業所得稅」)	6,119	18,776
Deferred taxation (Note 21)	遞延稅項(附註21)	104,554	3,374
		<b>110,673</b>	22,150

## Notes to the Consolidated Financial Statements (Continued)

### 綜合財務報表附註(續)

For the year ended 31 December 2019 截至二零一九年十二月三十一日止年度

#### 12. Income Tax Expense (Continued)

The tax charge for the year can be reconciled to the loss before tax as follows:

#### 12. 所得稅開支(續)

年內稅務支出與除稅前虧損對賬如下：

		<b>2019</b> 二零一九年 <b>RMB'000</b> 人民幣千元	2018 二零一八年 RMB'000 人民幣千元
Loss before tax	除稅前虧損	<b>(411,355)</b>	(232,345)
Tax at the PRC EIT rate of 25% (2018: 25%)	按中國企業所得稅稅率25%計算的稅項(二零一八年: 25%)	<b>(102,839)</b>	(58,086)
Tax effect of expenses not deductible for tax purpose	不可扣稅開支的稅務影響	<b>91,441</b>	79,714
Tax effect of deductible temporary differences not recognised	未確認的可扣稅臨時差額的稅務影響	<b>4,598</b>	—
Land appreciation tax ("LAT")	土地增值稅(「土地增值稅」)	<b>6,648</b>	—
Tax effect of LAT	土地增值稅的稅務影響	<b>(1,833)</b>	—
Tax effect of tax losses not recognised	未確認稅項虧損的稅務影響	<b>14,326</b>	522
Tax effect of reversal of temporary differences previously recognised	先前確認的臨時差額撥回的稅務影響	<b>98,332</b>	—
Tax charge for the year	年內稅務開支	<b>110,673</b>	22,150

##### (i) PRC EIT

PRC EIT is calculated at 25% of the assessable profits for both years.

##### (ii) Hong Kong Profits Tax

Hong Kong Profits Tax is calculated at 16.5% of the estimated assessable profits for both years, if any.

No provision for Hong Kong Profits Tax has been made in the consolidated financial statements as the Company and its subsidiaries had no assessable profits arising in or derived from Hong Kong for both years.

##### (i) 中國企業所得稅

於兩個年度，中國企業所得稅乃按應課稅溢利以稅率25%計算。

##### (ii) 香港利得稅

於兩個年度，香港利得稅乃按估計應課稅溢利(如有)以稅率16.5%計算。

由於本公司及其附屬公司於兩個年度內並無於香港產生或源自香港的應課稅溢利，故綜合財務報表內並無就香港利得稅作出撥備。

## Notes to the Consolidated Financial Statements (Continued)

### 綜合財務報表附註(續)

For the year ended 31 December 2019 截至二零一九年十二月三十一日止年度

### 13. Loss for the Year

### 13. 年內虧損

		2019 二零一九年 RMB'000 人民幣千元	2018 二零一八年 RMB'000 人民幣千元
Loss for the year has been arrived at after charging (crediting):	年內虧損已經扣除(計入)下列各項:		
Auditor's remuneration	核數師薪酬	1,852	1,800
Amortisation of other intangible assets	其他無形資產攤銷	333	334
Amortisation of prepaid land lease payments	預付土地租約款攤銷	—	2,792
Depreciation of property, plant and equipment	物業、廠房及設備折舊	105,974	104,949
Depreciation of right-of-use assets	使用權資產攤銷	4,024	—
Directors' emoluments (Note 14)	董事酬金(附註14)	1,900	2,925
Other staff costs	其他員工成本	37,919	49,058
Retirement benefit scheme contributions, excluding those of Directors	退休福利計劃供款, 不包括董事部分	5,939	6,646
Total staff costs (including equity-settled share-based payment)	員工成本總額 (包括權益結算股份支付)	45,758	58,629
Gain on disposal of property, plant and equipment, net	出售物業、廠房及設備收益淨額	(177)	—
Sub-contracting charges included in operating cost	計入運營成本的分包費用	192,894	271,150
Gross rental income from investment properties	投資物業租金收入總額	(7,749)	(9,775)
Less: direct operating expenses incurred for investment properties that generated rental income during the year	減: 年內投資物業錄得租金收入產生的直接營運開支	488	1,087
direct operating expenses incurred for investment properties that did not generate rental income during the year	年內投資物業未錄得租金收入產生的直接營運開支	155	276
		<b>(7,106)</b>	<b>(8,412)</b>

## Notes to the Consolidated Financial Statements (Continued)

### 綜合財務報表附註(續)

For the year ended 31 December 2019 截至二零一九年十二月三十一日止年度

#### 14. Directors', Chief Executive Officer's and Employees' Emoluments

##### Directors and Chief Executive Officer

Details of the emoluments paid or payable to the Directors and the Chief Executive Officer during the year are as follows:

**For the year ended 31 December 2019**

#### 14. 董事、主要行政人員及僱員酬金

##### 董事及主要行政人員

年內，已付或應付董事及主要行政人員的酬金詳情如下：

截至二零一九年十二月三十一日止年度

		Fees	Salaries and other allowances	Retirement benefit scheme contribution	Sub-total	Share-based payment	Total
		袍金	薪金及其他津貼	退休福利計劃供款	小計	股份支付	總計
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
Executive Directors:	執行董事：						
Mr. Liu	劉先生	—	1,200	—	1,200	—	1,200
Mr. Wu Bin	伍斌先生	—	—	—	—	—	—
Mr. Wu Xuze	吳旭澤先生	—	—	—	—	—	—
Ms. Zhou	周女士	—	600	—	600	—	600
		—	1,800	—	1,800	—	1,800
Non-Executive Directors:	非執行董事：						
Mr. Liu Longhua (note (i))	劉龍華先生 (附註(i))	—	—	—	—	—	—
Independent Non-Executive Directors:	獨立非執行董事：						
Mr. Chan Ming Sun Jonathan	陳銘樂先生	100	—	—	100	—	100
Mr. Huan Xuedong	還學東先生	—	—	—	—	—	—
Mr. Liang Zequen	梁澤泉先生	—	—	—	—	—	—
		100	—	—	100	—	100
		100	1,800	—	1,900	—	1,900

## Notes to the Consolidated Financial Statements (Continued)

### 綜合財務報表附註(續)

For the year ended 31 December 2019 截至二零一九年十二月三十一日止年度

#### 14. Directors', Chief Executive Officer's and Employees' Emoluments (Continued)

##### Directors and Chief Executive Officer (Continued)

For the year ended 31 December 2018

	Fees	Salaries and other allowances	Retirement benefit scheme contribution	Sub-total	Share-based payment	Total
	袍金	薪金及其他津貼	退休福利計劃供款	小計	股份支付	總計
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
Executive Directors:	執行董事：					
Mr. Liu	—	1,200	—	1,200	—	1,200
Mr. Wu Bin	—	—	—	—	479	479
Mr. Wu Xuze	—	—	—	—	479	479
Ms. Zhou	—	600	—	600	—	600
	—	1,800	—	1,800	958	2,758
Non-Executive Directors:	非執行董事：					
Mr. Liu Longhua (note (i))	—	—	—	—	—	—
Independent Non- Executive Directors:	獨立非執行董事：					
Mr. Chan Ming Sun Jonathan	119	—	—	119	—	119
Mr. Huan Xuedong	48	—	—	48	—	48
Mr. Liang Zequen	—	—	—	—	—	—
	167	—	—	167	—	167
	167	1,800	—	1,967	958	2,925

Note:

(i) Mr. Liu Longhua has resigned as a Non-Executive Director on 8 March 2019.

During the year, there was no arrangement under which a Director waived or agreed to waive any remuneration.

Salaries and other allowance paid to or for the Executive Directors are generally emoluments paid in respect of those persons' other services in connection with the management of the affairs of the Company and its subsidiaries.

#### 14. 董事、主要行政人員及僱員酬金(續)

##### 董事及主要行政人員(續)

截至二零一八年十二月三十一日止年度

	Fees	Salaries and other allowances	Retirement benefit scheme contribution	Sub-total	Share-based payment	Total
	袍金	薪金及其他津貼	退休福利計劃供款	小計	股份支付	總計
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
Executive Directors:	執行董事：					
Mr. Liu	—	1,200	—	1,200	—	1,200
Mr. Wu Bin	—	—	—	—	479	479
Mr. Wu Xuze	—	—	—	—	479	479
Ms. Zhou	—	600	—	600	—	600
	—	1,800	—	1,800	958	2,758
Non-Executive Directors:	非執行董事：					
Mr. Liu Longhua (note (i))	—	—	—	—	—	—
Independent Non- Executive Directors:	獨立非執行董事：					
Mr. Chan Ming Sun Jonathan	119	—	—	119	—	119
Mr. Huan Xuedong	48	—	—	48	—	48
Mr. Liang Zequen	—	—	—	—	—	—
	167	—	—	167	—	167
	167	1,800	—	1,967	958	2,925

附註：

(i) 劉龍華先生已於二零一九年三月八日辭去非執行董事職務。

年內，並無董事藉以豁免或同意豁免任何酬金的安排。

支付予執行董事的薪金及其他津貼屬就該等人士為管理本公司及其附屬公司的事務提供的其他服務而支付的一般薪酬。

## Notes to the Consolidated Financial Statements (Continued)

### 綜合財務報表附註(續)

For the year ended 31 December 2019 截至二零一九年十二月三十一日止年度

#### 14. Directors', Chief Executive Officer's and Employees' Emoluments (Continued)

##### Employees

Of the Group's five highest paid individuals during the year, two (2018: two) of them were Directors whose emoluments are presented above. The emoluments of the remaining three (2018: three) highest paid individuals, were as follows:

		2019 二零一九年 RMB'000 人民幣千元	2018 二零一八年 RMB'000 人民幣千元
Salaries and other allowances	薪金及其他津貼	1,255	1,040
Retirement benefit scheme contributions	退休福利計劃供款	22	25
		<b>1,277</b>	1,065

Their emoluments were within the following bands:

		2019 二零一九年 No. of employees 僱員人數	2018 二零一八年 No. of employees 僱員人數
Nil to HK\$1,000,000	零至1,000,000港元	3	3

During both years, no emoluments were paid by the Group to any of the Directors, Chief Executive Officer or the five highest paid individuals (including Directors, Chief Executive Officer and employees) as an inducement to join or upon joining the Group or as compensation for loss of office.

#### 14. 董事、主要行政人員及僱員酬金(續)

##### 僱員

年內本集團五名最高薪酬僱員中，其中兩名(二零一八年：兩名)為董事，其酬金已於上文呈列。餘下三名(二零一八年：三名)最高薪酬個人的酬金如下：

其酬金在下列組別人數如下：

於兩個年度內，本集團並無向任何董事、主要行政人員或五名最高薪酬個人(包括董事、主要行政人員及僱員)支付任何酬金，以作為其加入或於加入本集團後的獎勵或離職補償。



## Notes to the Consolidated Financial Statements (Continued)

### 綜合財務報表附註(續)

For the year ended 31 December 2019 截至二零一九年十二月三十一日止年度

#### 15. Loss Per Share

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

		<b>2019</b> 二零一九年 <b>RMB'000</b> 人民幣千元	2018 二零一八年 RMB'000 人民幣千元
Loss for the year attributable to owners of the Company for the purposes of basic and diluted loss per share	就計算每股基本及攤薄虧損而言的本公司擁有人應佔年內虧損	<b>(517,586)</b>	(258,647)
<b>Number of shares</b>	<b>股份數目</b>		
Weighted average number of ordinary shares for the purposes of basic and diluted earnings per share	就計算每股基本及攤薄盈利而言的普通股加權平均數	<b>1,775,476,000</b>	1,522,606,000

The weighted average number of shares for the purposes of basic earnings per share for both years were calculated based on the weighted average number of shares in issue during both years.

The computation of diluted loss per share for the year ended 31 December 2019 does not assume the exercise of the Company's share options because the exercise price of those share options was higher than the average market price for shares for the period from 1 January 2019 to 10 October 2019. As at 31 December 2019, the Group did not have any potential ordinary shares. The computation of diluted loss per share for the year ended 31 December 2018 does not assume the exercise of share options since the assumed exercise would result in a decrease in loss per share.

#### 16. Dividends

No dividend was paid or proposed during the year ended 31 December 2019 and 31 December 2018, nor has any dividend been proposed since the end of the reporting period.

#### 15. 每股虧損

本公司擁有人應佔每股基本及攤薄虧損乃按下列數據計算：

		<b>2019</b> 二零一九年 <b>RMB'000</b> 人民幣千元	2018 二零一八年 RMB'000 人民幣千元
Loss for the year attributable to owners of the Company for the purposes of basic and diluted loss per share	就計算每股基本及攤薄虧損而言的本公司擁有人應佔年內虧損	<b>(517,586)</b>	(258,647)
<b>Number of shares</b>	<b>股份數目</b>		
Weighted average number of ordinary shares for the purposes of basic and diluted earnings per share	就計算每股基本及攤薄盈利而言的普通股加權平均數	<b>1,775,476,000</b>	1,522,606,000

用作計算兩個年度的每股基本盈利的股份加權平均數乃根據兩個財政年度的已發行股份加權平均數計算得出。

計算截至二零一九年十二月三十一日止年度每股攤薄虧損時假設本公司購股權未獲行使，原因是購股權行使價高於二零一九年一月一日至二零一九年十月十日期間的股份平均市價。於二零一九年十二月三十一日，本集團並無任何潛在普通股。計算截至二零一八年十二月三十一日止年度每股攤薄虧損時假設購股權未獲行使，原因是該假設行使將引致每股虧損減少。

#### 16. 股息

於截至二零一九年十二月三十一日及二零一八年十二月三十一日止年度概無派付或建議股息，而自報告期末起亦無建議任何股息。

# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註(續)

For the year ended 31 December 2019 截至二零一九年十二月三十一日止年度

### 17. Property, Plant and Equipment

### 17. 物業、廠房及設備

		Building	Leasehold improvements	Dredgers and vessels	Plant and machinery	Furniture, fittings and office equipment	Motor vehicles	Construction in progress	Total
		樓宇	租賃裝修	挖泥船及船舶	廠房及機器	傢俬、裝置及辦公設備	汽車	在建工程	總計
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
<b>Cost</b>	<b>成本</b>								
At 1 January 2018	於二零一八年一月一日	54,401	244	1,751,913	110,504	1,988	16,882	210,610	2,146,542
Additions	添置	—	—	12,854	3,550	37	590	31,904	48,935
Transfer upon completion	完成後轉讓	—	—	—	21,607	—	—	(21,607)	—
Transfer to investment properties	轉至投資物業	—	—	—	—	—	—	(62,592)	(62,592)
At 31 December 2018	於二零一八年十二月三十一日	54,401	244	1,764,767	135,661	2,025	17,472	158,315	2,132,885
Additions	添置	—	—	11,545	1,058	49	296	21,440	34,388
Disposals	出售	—	—	(1,401)	—	—	(352)	—	(1,753)
At 31 December 2019	於二零一九年十二月三十一日	54,401	244	1,774,911	136,719	2,074	17,416	179,755	2,165,520
<b>Accumulated depreciation</b>	<b>累計折舊</b>								
At 1 January 2018	於二零一八年一月一日	8,485	244	504,586	46,062	1,681	9,718	—	570,776
Provided for the year	年內撥備	2,599	—	86,287	13,892	71	2,100	—	104,949
At 31 December 2018	於二零一八年十二月三十一日	11,084	244	590,873	59,954	1,752	11,818	—	675,725
Provided for the year	年內撥備	2,599	—	87,196	14,017	41	2,121	—	105,974
Eliminated on disposals	出售時對銷	—	—	(1,332)	—	—	(329)	—	(1,661)
At 31 December 2019	於二零一九年十二月三十一日	13,683	244	676,737	73,971	1,793	13,610	—	780,038
<b>Carrying value</b>	<b>賬面值</b>								
At 31 December 2019	於二零一九年十二月三十一日	40,718	—	1,098,174	62,748	281	3,806	179,755	1,385,482
At 31 December 2018	於二零一八年十二月三十一日	43,317	—	1,173,894	75,707	273	5,654	158,315	1,457,160

The Group's buildings are located in the PRC.

本集團的樓宇均位於中國。

## Notes to the Consolidated Financial Statements (Continued)

### 綜合財務報表附註(續)

For the year ended 31 December 2019 截至二零一九年十二月三十一日止年度

#### 17. Property, Plant and Equipment (Continued)

Depreciation is charged so as to write off the cost of assets (other than construction in progress), over their estimated useful lives and after taking into account their estimated residual values, using the straightline method, on the following bases:

Building	2-4% or over the term of the lease, whichever is shorter
Leasehold improvements	20% or over the term of the lease, whichever is shorter
Dredgers and vessels	5%-6.7%
Plant and machinery	5%-20%
Furniture, fittings and office equipment	10%-33.3%
Motor vehicles	16.7%-20%

Details of property, plant and equipment that are pledged as collateral are set out in Note 35.

During the year, the management performed an impairment assessment on certain property, plant and equipment engaged in capital and reclamation dredging business and environmental protection dredging and water management business with carrying amount of RMB939,835,000 in accordance with HKAS 36. The management estimated the recoverable amount of these property, plant and equipment based on fair value less costs of disposal. The recoverable amount is higher than the carrying amount of these property, plant and equipment and accordingly, no impairment loss has been recognised

#### 17. 物業、廠房及設備(續)

計提折舊以便撇銷按估計可使用年期及經計及按如下基準用直線法估計其剩餘價值後資產(在建工程除外)的成本:

樓宇	2-4%或租賃年期 (以較短者為準)
租賃裝修	20%或租賃年期 (以較短者為準)
挖泥船及船舶	5%-6.7%
廠房及機器	5%-20%
傢俬、裝置及辦公設備	10%-33.3%
汽車	16.7%-20%

抵押為擔保物品的物業、廠房及設備詳情載於附註35。

年內，管理層根據香港會計準則第36號對用作基建及填海疏浚業務、環保疏浚及水務管理業務的賬面值為人民幣939,835,000元的若干物業、廠房及設備進行減值評估。管理層基於公平值減出售成本估計該等物業、廠房及設備的可收回金額。可收回金額高於該等物業、廠房及設備的賬面值，故並無確認減值虧損。

## Notes to the Consolidated Financial Statements (Continued)

### 綜合財務報表附註(續)

For the year ended 31 December 2019 截至二零一九年十二月三十一日止年度

#### 18. Right-of-Use Assets

#### 18. 使用權資產

		<b>Leasehold lands</b>	<b>Dredger</b>	<b>Leased property</b>	<b>Total</b>
		租賃土地	挖泥船	已租賃物業	總計
		RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元
As at 1 January 2019 (upon the application of HKFRS 16)	於二零一九年一月一日(應用香港財務報告準則第16號後)				
Carrying amount	賬面值	95,306	3,215	—	98,521
As at 31 December 2019	於二零一九年十二月三十一日				
Carrying amount	賬面值	92,514	2,010	67	94,591
For the year ended 31 December 2019	截至二零一九年十二月三十一日止年度				
Depreciation charge	折舊費	2,792	1,205	27	4,024

		<b>2019</b>
		<b>二零一九年</b>
		<b>RMB'000</b>
		<b>人民幣千元</b>
Total cash outflow for leases	租賃現金流出總額	<b>1,330</b>
Additions to right-of-use assets	添置使用權資產	<b>94</b>

For both years, the Group leases dredger and property for its operations. Lease contracts are entered into for fixed terms of 2 to 3 years. Lease terms are negotiated on an individual basis and contained a wide range of different terms and conditions. In determining the lease terms and assessing the length of the non-cancellable period, the Group applies the definition of a contract and determines the period for which the contract is enforceable.

The Group entered into short-term leases for office premises and transportation vessels. As at 31 December 2019, the portfolio of short-term leases is similar to the portfolio of short-term leases to which the short-term lease expense disclosed in Note 33.

The leasehold lands are located in Yancheng Jiangsu, PRC, and the land use rights are held for a term expiring on 2052 and 2064.

兩個年度內，本集團租賃挖泥船及物業進行其營運。簽訂租賃合約的固定期限為2至3年。租賃條款乃根據個別情況協商確定，其中包含各種不同的條款和條件。本集團在確定租賃條款及評估不可撤銷期限時，採用合約的定義並確定合約可強制執行的期限。

本集團就辦公室物業及運輸船舶訂立短期租賃。於二零一九年十二月三十一日，短期租賃組合類似於在附註33中披露的短期租賃費用的短期租賃組合。

租賃土地位於中國江蘇鹽城，土地使用權的持有期限於二零五二年及二零六四年屆滿。

## Notes to the Consolidated Financial Statements (Continued)

### 綜合財務報表附註(續)

For the year ended 31 December 2019 截至二零一九年十二月三十一日止年度

## 19. Prepaid Land Lease Payments

## 19. 預付土地租約款

2018  
二零一八年  
RMB'000  
人民幣千元

Analysed for reporting purposes as:	為報告目的所作的分析：	
Current assets	流動資產	2,908
Non-current assets	非流動資產	92,398
		95,306

Details of prepaid lease payments that are pledged as collateral are set out in Note 35.

抵押為擔保物品的預付租賃款詳情載於附註35。

As at 1 January 2019, upon the application of HKFRS 16, the prepaid land lease payments has been reclassified to right-of-use assets as per Note 18.

於二零一九年一月一日，根據應用香港財務報告準則第16號後，預付土地租約款已根據附註18重新分類為使用權資產。

## 20. Investment Properties

## 20. 投資物業

RMB'000  
人民幣千元

At 1 January 2018, at fair value	於二零一八年一月一日，按公平值	413,194
Additions	添置	—
Transfer from construction in progress in property, plant and equipment	轉自在建物業、廠房及設備	40,192
Changes in fair value recognised in the consolidated statement of profit and loss	於綜合損益表內確認的公平值變動	17,400
At 31 December 2018 and 1 January 2019, at fair value	於二零一八年十二月三十一日及二零一九年一月一日，按公平值	470,786
Changes in fair value recognised in the consolidated statement of profit and loss	於綜合損益表內確認的公平值變動	(6,286)
At 31 December 2019, at fair value	於二零一九年十二月三十一日，按公平值	464,500

## Notes to the Consolidated Financial Statements (Continued)

### 綜合財務報表附註(續)

For the year ended 31 December 2019 截至二零一九年十二月三十一日止年度

#### 20. Investment Properties (Continued)

The Group's property interests, including its interests in the land held under operating lease, held to earn rentals or for capital appreciation purposes are measured using the fair value model and are classified and accounted for as investment properties.

During the year ended 31 December 2018, the Group transferred certain portion of factories to investment properties, the transfer is supported by evidence of change in use as the factories are leased out to third parties to earn rental income. The difference between the carrying amount and the fair value of the factories at the date of transfer amounted to RMB22,400,000 is recognised in other comprehensive income in 2018.

The fair value of the Group's investment properties as at 31 December 2019 has been arrived at on the basis of a valuation carried out on the respective dates by GCA Professional Services Group (31 December 2018: GCA Professional Services Group), an independent qualified professional valuer not connected to the Group.

In determining the fair value of the relevant properties, the Chief Financial Officer of the Company is responsible to determine the appropriateness of valuation techniques and inputs for fair value measurements.

The Group engages a third party qualified valuer to perform the valuation. The valuation committee works closely with the qualified external valuer to establish the appropriate valuation techniques and inputs to the model. The Chief Financial Officer reports the valuation committee's findings to the directors of the Company to explain the cause of fluctuations in the fair value of the assets.

#### 20. 投資物業(續)

本集團的物業權益，包括其於經營租賃下持有以賺取租金或出於資本升值目的的物業的權益，乃使用公平值模型計量，並分類及入賬列作投資物業。

於截至二零一八年十二月三十一日止年度，本集團將若干工廠轉為投資物業，轉移因該等工廠出租予第三方以取得租金收入而使用用途變動為支持性證據。於轉移之日工廠賬面值及公平值之間差額人民幣22,400,000元於2018年其他綜合收益確認。

於二零一九年十二月三十一日，本集團投資物業的公平值乃基於GCA Professional Services Group(於二零一八年十二月三十一日：GCA Professional Services Group)(一間與本集團並無關連的獨立合資格專業估值公司)在有關日期進行的估值而達致。

於釐定相關物業的公平值時，本公司財務總監負責就公平值計量釐定適合的估值技術及輸入數據。

本集團已委聘第三方合資格估值師進行估值。估值委員會與合資格外部估值師緊密共事，以就模型設立適合的估值技術及輸入數據。財務總監向本公司董事匯報估值委員會的調查結果，以解釋資產公平值波動的原因。

## Notes to the Consolidated Financial Statements (Continued)

### 綜合財務報表附註(續)

For the year ended 31 December 2019 截至二零一九年十二月三十一日止年度

#### 20. Investment Properties (Continued)

The fair value of the Group's investment properties is categorised as level 3 of the fair value hierarchy. There were no transfer into or out of level 3 during the year. In estimating the fair value of the properties, the highest and best use of the properties is the current use.

#### 20. 投資物業(續)

本集團的投資物業公平值分類為公平值層級的第三層。年內第三層間並無轉入或轉出。在估計物業的公平值時，物業的最高及最佳用途為其當前用途。

	Valuation technique(s) 估值技術	Significant unobservable input(s) 重大不可觀察輸入數據	Relationship of unobservable inputs to fair value 不可觀察數據與公平值的關係
Shopping mall located in Yancheng the PRC	Income capitalised approach  The key inputs are (i) Estimated unit price  (ii) Capitalisation rate	Price per square meter, using market direct comparable and taking into account of location and other individual factors, which is RMB7,000 (2018: RMB7,100) per square meter.  Capitalisation rate, taking into account of rate generated by market, of 5.0% (2018: 5.0%)	The higher the unit price, the higher the market value  The lower the capitalisation rate, the higher the market value
位於中國鹽城市的商場	收益資本化法  主要輸入數據為 (i) 估計單位價格  (ii) 資本化率	每平方米價格，採用市場直接比較並計及位置及其他個別因素，為每平方米人民幣7,000元（二零一八年：人民幣7,100元）。  資本化率，經計及市場產生的比率，為5.0%（二零一八年：5.0%）	單位價格越高，市場價值越高  資本化率越低，市場價值越高
Factories located in Yancheng, the PRC	Income capitalised approach  The key inputs are (i) Estimated unit rental  (ii) Capitalisation rate	Rental per square meter per month, using market direct comparable and taking into account of location and other individual factors, which is RMB10.5 (2018: RMB10.5) per square meter per month  Capitalisation rate, taking into account of rate generate by market, of 5.5% (2018: 5.5%)	The higher the unit rental, the higher the market value  The lower the capitalisation rate, the higher the market value
位於中國鹽城市的工廠	收益資本化法  主要輸入數據為 (i) 估計單位租金  (ii) 資本化率	每月每平方米租金，採用市場直接比較並計及位置及其他個別因素，為每月每平方米人民幣10.5元（二零一八年：人民幣10.5元）  資本化率，經計及市場產生的比率，為5.5%（二零一八年：5.5%）	單位租金越高，市場價值越高  資本化率越低，市場價值越高

## Notes to the Consolidated Financial Statements (Continued)

### 綜合財務報表附註(續)

For the year ended 31 December 2019 截至二零一九年十二月三十一日止年度

#### 21. Deferred Tax Assets/Deferred Tax Liabilities

The following are the major deferred tax assets and (deferred tax liabilities) recognised and movements thereon during the current and prior year:

#### 21. 遞延稅項資產／遞延稅項負債

以下為本年度及過往年度的主要已確認遞延稅項資產及(遞延稅項負債)，以及其變動：

		Allowance for doubtful debts/ECL provisions	Fair value adjustment of property, plant and equipment of subsidiaries	Fair value adjustment of investment properties	Tax losses	Others	Total
		呆賬撥備／ 預期信貸 虧損準備	收購附屬公司時 物業、廠房及 設備公平值調整	投資物業 公平值調整	稅項虧損	其他	總計
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
At 1 January 2018	於二零一八年一月一日	103,323	(12,651)	—	6,018	(6,018)	90,672
(Credited) charged to profit or loss (Note 12)	(計入)扣除 自損益(附註12)	(4,991)	1,617	—	(6,018)	6,018	(3,374)
At 31 December 2018	於二零一八年十二月三十一日	98,332	(11,034)	—	—	—	87,298
(Credited) charged to profit or loss (Note 12)	(計入)扣除 自損益(附註12)	(98,332)	1,620	(7,842)	—	—	(104,554)
At 31 December 2019	於二零一九年十二月三十一日	—	(9,414)	(7,842)	—	—	(17,256)

At the end of the reporting period, the aggregate amount of temporary differences associated with undistributed earnings of subsidiaries for which deferred tax liabilities have not been recognised was RMB311,655,000 (2018: RMB321,522,000). No liability has been recognised in respect of these differences because the Group is in a position to control the timing of the reversal of the temporary differences and it is probable that such differences will not be reversed in the foreseeable future.

At the end of the reporting period, the Group has unused tax loss of RMB108,554,000 (2018: RMB88,035,000), no deferred tax asset has been recognised for the unused tax loss due to unpredictability of future profit streams for both years.

於報告期末，與該等並無確認遞延稅項負債的附屬公司的未分配盈利有關的臨時差額總額為人民幣311,655,000元(二零一八年：人民幣321,522,000元)。由於本集團可控制臨時差額的撥回時間，而該等差額預期於可見將來不會撥回，因此並無就該等差額確認負債。

於報告期末，本集團的未動用稅項虧損為人民幣108,554,000元(二零一八年：人民幣88,035,000元)，由於無法預測兩個年度的未來溢利來源，故並無就未動用稅項虧損確認遞延稅項資產。



## Notes to the Consolidated Financial Statements (Continued)

### 綜合財務報表附註(續)

For the year ended 31 December 2019 截至二零一九年十二月三十一日止年度

#### 21. Deferred Tax Assets/Deferred Tax Liabilities (Continued)

At the end of the reporting period, the Group has deductible temporary differences of RMB416,721,000 (2018: RMB398,329,000). As at 31 December 2018, a deferred tax asset has been recognised in respect of RMB393,329,000 of such deductible temporary differences. During the year, the Group had reversed deferred tax assets of RMB98,332,000 in respect of other deductible temporary differences of RMB393,329,000 recognised in previous years, which in the opinion of the Directors, are not probable to be utilised in the foreseeable future taking into account the fact that no sufficient taxable profits will be available. Accordingly, no deferred tax asset has been recognised in relation to such deductible temporary difference as at 31 December 2019.

An analysis of the expiry dates of the unused tax losses is as follows:

#### 21. 遞延稅項資產／遞延稅項負債 (續)

於報告期末，本集團的可扣稅臨時差額為人民幣416,721,000元(二零一八年：人民幣398,329,000元)。於二零一八年十二月三十一日，已就人民幣393,329,000元的可扣稅臨時差額確認遞延稅項資產。年內，本集團就以往年度確認的其他可扣稅臨時差額人民幣393,329,000元撥回遞延稅項資產人民幣98,332,000元，考慮到並無足夠應課稅溢利，董事認為於可見將來不大可能被動用。因此，於二零一九年十二月三十一日，並無就有關可扣稅臨時差額確認遞延稅項資產。

未使用稅項虧損到期日分析如下：

		2019 二零一九年 RMB'000 人民幣千元	2018 二零一八年 RMB'000 人民幣千元
Within 1 to 4 years	一至四年內	51,253	83,585
Within the 5th year	五年內	57,301	4,450
		<b>108,554</b>	88,035

## Notes to the Consolidated Financial Statements (Continued)

### 綜合財務報表附註(續)

For the year ended 31 December 2019 截至二零一九年十二月三十一日止年度

## 22. Trade and Other Receivables and Prepayments

## 22. 應收賬款及其他應收款以及預付款

		2019 二零一九年 RMB'000 人民幣千元	2018 二零一八年 RMB'000 人民幣千元
Non-current:	非即期：		
Value-added tax recoverable (notes (iii))	可收回增值稅(附註(iii))	<b>2,338</b>	1,908
Current:	即期：		
Trade receivables	應收賬款	<b>1,766,712</b>	1,716,650
Less: Allowance for credit losses	減：預期信貸虧損撥備	<b>(989,153)</b>	(680,959)
Trade receivable, net of expected credit losses (notes (i))	應收賬款，扣除預期信貸虧損(附註(i))	<b>777,559</b>	1,035,691
Bills receivable (notes (iii))	應收票據(附註(iii))	<b>7,472</b>	3,468
Government financial incentive receivables, net (notes 8) (notes (iv))	應收政府財政獎勵淨額(附註8)(附註(iv))	<b>14,636</b>	14,842
Prepayments, net (notes (iv))	預付款項淨額(附註(iv))	<b>42,156</b>	50,280
Deposits, net (notes (iv))	按金淨額(附註(iv))	<b>13,187</b>	13,195
Others, net (notes (iv))	其他淨額(附註(iv))	<b>8,650</b>	7,585
		<b>863,660</b>	1,125,061
		<b>865,998</b>	1,126,969

Notes:

- (i) Before accepting any new customer, the Group assesses the potential customer's credit quality and defines its credit limits based on reputation of the customers within the industry.

The Group prepares an aged analysis for its trade receivable based on the dates when the Group and the customers agreed on the quantum of the services rendered, as evidenced by progress certificates. Periodic statements are issued and agreed by the customers for the services rendered for the customers. Most of the contracts require the customers to make monthly progress payments with reference to the quantum of the services completed (typically 95% of the quantum of the services completed in the previous month) within 30 days to 90 days after the issuance of the progress certificate. According to these contracts, the remaining balance (typically 5% of the quantum of the services completed) is kept as retention money and is to be paid by the customers within thirty to sixty days after (i) the project is completed and (ii) accepted by the customers.

附註：

- (i) 於接納任何新客戶前，本集團基於客戶於行業內的聲譽評估該潛在客戶的信貸質素及設定其信貸限額。

本集團基於本集團與客戶協定就所提供服務量的日期(由進度證書證明)編製其應收賬款的賬齡分析。期間報表經客戶同意就向客戶提供的服務而由客戶發出。大部分合同需客戶於發出進度證書後三十日至九十日內參考完成服務量(通常為上月完成服務量的95%)支付月度進度付款。根據該等合同，餘額(通常為完成服務量的5%)作為留存款項保留，由客戶於(i)項目完成及(ii)客戶接納後三十至六十日內支付。

## Notes to the Consolidated Financial Statements (Continued)

### 綜合財務報表附註(續)

For the year ended 31 December 2019 截至二零一九年十二月三十一日止年度

## 22. Trade and Other Receivables and Prepayments (Continued)

Notes: (Continued)

(i) (Continued)

A contract asset, is recognised over the period in which the construction services are performed representing the Group's right to consideration for the services performed because the rights are conditioned on (i), (ii) and expiration of defect liability period. The contract assets are transferred to trade receivables when the rights become unconditional.

Retention receivables, prior to expiration of defect liability period, are classified as contract assets, which range from 30 to 365 days after (i) and (ii) are fulfilled. The relevant amount of contract asset is reclassified to trade receivables when the defect liability period expires. The defect liability period serves as an assurance that the construction services performed comply with agreed-upon specifications and such assurance cannot be purchased separately. The timing of payment patterns give rise to retention receivables which are subject to performance risks but not only the passage of time before the retention receivables are due. The Group's right on the retention receivables is conditional and thus the retention receivables are classified as contract assets, details of contract assets are stated in Note 23.

The aged analysis of the Group's trade receivable, prepared based on the dates of certification of work done, which approximate the respective revenue recognition dates (net of credit losses for trade receivable), at the end of each reporting period is as follows:

Aged analysis of the Group's trade receivable, net of ECL

		<b>2019</b> 二零一九年 <b>RMB'000</b> 人民幣千元	2018 二零一八年 RMB'000 人民幣千元
0-30 days	0至30天	<b>62,555</b>	74,841
31-60 days	31至60天	<b>45,113</b>	27,916
61-90 days	61至90天	<b>4,110</b>	24,419
91-180 days	91至180天	<b>23,492</b>	77,703
181-365 days	181至365天	<b>123,490</b>	154,249
1 year-2 years	1年至2年	<b>224,859</b>	249,592
Over 2 years	超過2年	<b>293,940</b>	426,971
		<b>777,559</b>	1,035,691

## 22. 應收賬款及其他應收款以及預付款(續)

附註:(續)

(i) (續)

合約資產於履行本集團收取服務代價的建築服務期間確認，因為權利以(i)、(ii)及缺陷責任期滿為前提條件。合約資產於無條件享有權利時轉為應收賬款。

應收保固金於缺陷責任期屆滿前分類為合約資產，自(i)及(ii)獲滿足日期起介乎30至365日。當缺陷責任期屆滿時，合約資產的有關金額重新分類為應收賬款。缺陷責任期用於保證所執行的施工服務符合協定的規格，且該保險不能單獨購買。付款時間安排方式可能產生應收保固金，而可能存在行使風險，但不僅限於應收保固金到期前的過期風險。本集團獲得應收保固金的權利設有前提條件，因此應收保固金分類為合約資產，合約資產詳情載於附註23。

於各報告期末，根據工程完成後通過核證的日期(接近於相關收益的確認日期)而編製的本集團應收賬款(扣除應收賬款信貸虧損)的賬齡分析如下：

本集團應收賬款賬齡分析(扣除預期信貸虧損)

## Notes to the Consolidated Financial Statements (Continued)

### 綜合財務報表附註(續)

For the year ended 31 December 2019 截至二零一九年十二月三十一日止年度

## 22. Trade and Other Receivables and Prepayments (Continued)

Notes: (Continued)

(i) (Continued)

Up to the date of approval of the consolidated financial statements, there were subsequent settlement of account receivables amounting to RMB120,522,000 (2018: RMB121,801,000) being received by the Group.

The estimated loss rates for ECL calculations are estimated based on historical observed default rates over the expected life of the debtors and are adjusted for forward-looking information that is available without undue cost or effort. The grouping is regularly reviewed by the management to ensure relevant information about specific debtors is updated.

Included in trade receivables as at 31 December 2019 was a gross carrying amount of approximately RMB48,803,000 (31 December 2018: RMB48,803,000) due from a customer of which the related dredging project has been suspended since January 2014 due to change in use of relevant reclaimed areas by the Government. The customer has signed an agreement with the Group to repay RMB40,000,000 before 31 December 2016 but failed to fulfil the payment. During the year ended 31 December 2019, an amount of nil (2018: RMB10,000,000) was received. Accordingly, allowance of credit losses of RMB48,803,000 (2018: RMB48,803,000) was recognised as at end of reporting period. No reversal of expected credit loss is recognised for the year ended 31 December 2019.

Included in trade receivables as at 31 December 2019 was a gross carrying amount of approximately RMB23,087,000 (31 December 2018: RMB24,134,000) due from a customer which the dredging project was started since 2016 and is still in progress as at 31 December 2019 while the repayment of progress billings fell behind schedule. During the year ended 31 December 2019, an amount of RMB1,048,000 (2018: RMB2,000,000) was received. Considering the payment pattern, the progress of the project and the creditability of the customer, allowance of credit losses of RMB17,092,000 (2018: RMB13,188,000) was recognised at end of reporting period representing an addition of RMB3,904,000 being recognised for the year ended 31 December 2019.

## 22. 應收賬款及其他應收款以及預付款(續)

附註：(續)

(i) (續)

截至綜合財務報表獲批准日期止，本集團已收取結算日後結付的應收賬款為人民幣120,522,000元(二零一八年：人民幣121,801,000元)。

預期信貸虧損計算估計虧損率乃基於債務人於預期年期的過往觀察所得違約率估計，並按毋需不必要成本或努力可取得的前瞻性資料作調整。分組由管理層定期審核，以確保特定債務人相關資料已更新。

於二零一九年十二月三十一日的應收賬款包括應收一名客戶(其相關疏浚項目自二零一四年一月起因政府更改相關填海區的用途而暫停)的款項總賬面值約人民幣48,803,000元(二零一八年十二月三十一日：人民幣48,803,000元)。該客戶與本集團已簽訂協議，以於二零一六年十二月三十一日前償還人民幣40,000,000元，但並未實現付款。於截至二零一九年十二月三十一日止年度，已收取人民幣零元(二零一八年：人民幣10,000,000元)的款項。因此，信貸虧損撥備人民幣48,803,000元(二零一八年：人民幣48,803,000元)已於報告期末確認。截至二零一九年十二月三十一日止年度並無確認任何預期信貸虧損撥回。

於二零一九年十二月三十一日的應收賬款包括應收一名客戶(其疏浚項目於二零一六年開始及於二零一九年十二月三十一日仍在進行，而進度款償還落後於進度)的款項總賬面值約人民幣23,087,000元(二零一八年十二月三十一日：人民幣24,134,000元)。於截至二零一九年十二月三十一日止年度，已收取人民幣1,048,000元(二零一八年：人民幣2,000,000元)的款項。考慮到付款模式、項目進度及有關客戶的可信度，於報告期末已確認信貸虧損撥備人民幣17,092,000元(二零一八年：人民幣13,188,000元)，相當於截至二零一九年十二月三十一日止年度確認新增人民幣3,904,000元。

# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註(續)

For the year ended 31 December 2019 截至二零一九年十二月三十一日止年度

### 22. Trade and Other Receivables and Prepayments (Continued)

Notes: (Continued)

(i) (Continued)

Included in trade receivables as at 31 December 2019 was a gross carrying amount of approximately RMB338,992,000 (31 December 2018: RMB337,952,000) due from customers who are large state-owned enterprise or local governments which the respective projects were already completed for more than one year. During the year ended 31 December 2019, an amount RMB18,227,000 (2018: RMB43,741,000) was received. Considering the repayment pattern and the credibility of respective customers, allowance of credit losses of RMB242,574,000 (2018: RMB178,394,000) was recognised at end of reporting period, representing an addition of RMB64,180,000 being recognised for the year ended 31 December 2019.

(ii) The aged analysis of the Group's bills receivable, presented based on the relevant dates of certification of work done, is as follows:

#### Aged analysis of the Group's bills receivable

		2019 二零一九年 RMB'000 人民幣千元	2018 二零一八年 RMB'000 人民幣千元
0-30 days	0至30天	590	200
31-60 days	31至60天	2,150	132
61-90 days	61至90天	—	900
91-180 days	91至180天	4,030	2,236
Over 180 days	超過180天	702	—
		<b>7,472</b>	3,468

(iii) VAT paid of approximately RMB2,338,000 (2018: RMB1,908,000) by the Group in connection with its construction-in-progress could be set-off against future value added tax payable generated from the Group. The amount is not expected to be recovered within one year from the end of reporting, and is accordingly classified as non-current.

(iv) The aggregate carrying amount of government financial incentive receivable, prepayment, deposits and other receivables were RMB78,629,000 (2018: RMB85,902,000). During the year ended 31 December 2019, an allowance of expected credit loss of RMB28,186,000 (2018: nil) is recognised.

Details of impairment assessment of other receivables and prepayments for the year ended 31 December 2019 are set out in Note 39.

### 22. 應收賬款及其他應收款以及預付款(續)

附註:(續)

(i) (續)

於二零一九年十二月三十一日的應收賬款包括應收客戶(為大型國有企業或地方政府,於一年以上其各自的項目已完工)的賬面金額總值約人民幣338,992,000元(二零一八年十二月三十一日:人民幣337,952,000元)。於截至二零一九年十二月三十一日止年度,已收取人民幣18,227,000元(二零一八年:人民幣43,741,000元)的款項。考慮到有關客戶的付款模式及信譽,於報告期末已確認信貸虧損撥備人民幣242,574,000元(二零一八年:人民幣178,394,000元),相當於截至二零一九年十二月三十一日止年度確認新增人民幣64,180,000元。

(ii) 基於竣工證書之相關日期所呈列之本集團應收票據的賬齡分析如下:

#### 本集團應收票據賬齡分析

		2019 二零一九年 RMB'000 人民幣千元	2018 二零一八年 RMB'000 人民幣千元
0-30 days	0至30天	590	200
31-60 days	31至60天	2,150	132
61-90 days	61至90天	—	900
91-180 days	91至180天	4,030	2,236
Over 180 days	超過180天	702	—
		<b>7,472</b>	3,468

(iii) 本集團就其在建工程所支付的增值稅約人民幣2,338,000元(二零一八年:人民幣1,908,000元)可用於抵銷本集團將來產生的應付增值稅。由於預期該筆款項不可於報告期末起計一年內收回,故分類為非流動。

(iv) 應收政府財政獎勵、預付款項、按金及其他應收款項總賬面值為人民幣78,629,000元(二零一八年:人民幣85,902,000元)。截至二零一九年十二月三十一日止年度,確認預期信貸虧損撥備人民幣28,186,000元(二零一八年:零)。

有關截至二零一九年十二月三十一日止年度的其他應收款及預付款項的減值評估詳情載於附註39。

## Notes to the Consolidated Financial Statements (Continued)

### 綜合財務報表附註(續)

For the year ended 31 December 2019 截至二零一九年十二月三十一日止年度

#### 23. Contract Assets/Contract Liabilities

The Group's dredging contracts usually include a retention period ranging from 30 days to 365 days for 5% of the contract value. This amount is included in contract assets until the end of the retention period as the Group's entitlement to this final payment is conditional on the satisfaction of the service quality by the customers over the retention period as stipulated in the contracts. The contract assets are transferred to the trade receivables when the rights become unconditional, which is typically at the expiry date of the period for the provision of assurance by the Group on the service quality of the construction work performed by the Group.

Retention receivables included in contract assets amounting to RMB11,613,000 (2018: RMB34,662,000) as at 31 December 2019 are resulted from current projects which are expected to be realised more than 12 months.

During the year ended 31 December 2019, there is an addition of RMB9,743,000 (2018: RMB16,641,000) and a transfer of RMB32,614,000 (2018: RMB41,077,000) from contract assets to trade receivables. The Group's rights to considerations on these contracts assets have become unconditional i.e. only the passage of the time is required before payment of that consideration is due.

As part of the internal credit risk management, the Group applies internal credit rating for its customers in relation to contract assets.

Details of impairment assessment of contract assets for the year ended 31 December 2019 are set out in Note 39.

Contract liabilities represent service income received in advance of RMB22,010,000 (2018: RMB22,136,000) as at 31 December 2019 and recognised as revenue when the services are rendered.

During the year ended 31 December 2019, there is an addition of RMB5,604,000 (2018: RMB17,093,000) and a transfer of RMB5,730,000 (2018: RMB13,011,000) from contract liabilities to revenue.

#### 23. 合約資產／合約負債

本集團的疏浚合約通常均存在30天至365天的保固期，且保固金額為合約價值的5%。這一金額列入合約資產，直至保固期結束，因為本集團只有於合約規定的保固期後在客戶對服務質量表示滿意的條件下方有權獲得此筆最終付款。當相關權利不受條件限制(通常在保固期屆滿當日本集團就其所完成建築工程服務質量提供保證)時，合約資產會轉移至應收賬款。

於二零一九年十二月三十一日，計入合約資產並預期將於十二月以後變現的應收保固金人民幣11,613,000元(二零一八年：人民幣34,662,000元)來自當前項目。

截至二零一九年十二月三十一日止年度，新增人民幣9,743,000元(二零一八年：人民幣16,641,000元)以及人民幣32,614,000元(二零一八年：人民幣41,077,000元)自合約資產轉移至應收賬款中。本集團就此等合約資產代價的權利已成為無條件，即僅於該代價到期前任何時間支付。

作為內部信貸風險管理的一部分，本集團對與合約資產相關的客戶進行內部信貸評級。

於截至二零一九年十二月三十一日止年度合約資產減值評估詳情列載於附註39。

合約負債指於二零一九年十二月三十一日預先獲得的服務收入，金額為人民幣22,010,000元(二零一八年：人民幣22,136,000元)，當服務提供時確認為收入。

於截至二零一九年十二月三十一日止年度，新增人民幣5,604,000元(二零一八年：人民幣17,093,000元)及人民幣5,730,000元(二零一八年：人民幣13,011,000元)由合約負債轉撥至收益。

## Notes to the Consolidated Financial Statements (Continued)

### 綜合財務報表附註(續)

For the year ended 31 December 2019 截至二零一九年十二月三十一日止年度

#### 24. Bank Balances and Cash

Bank balances that are denominated in a currency other than the functional currency of the relevant group companies are set out below:

		2019 二零一九年 RMB'000 人民幣千元	2018 二零一八年 RMB'000 人民幣千元
United States Dollar ("US\$")	美元(「美元」)	15	13
Hong Kong Dollar ("HK\$")	港元(「港元」)	383	598

#### 24. 銀行結餘及現金

以有關集團公司的功能貨幣以外的貨幣計值的銀行結餘載列如下：

#### 25. Trade and Other Payables

		2019 二零一九年 RMB'000 人民幣千元	2018 二零一八年 RMB'000 人民幣千元
Trade payables	應付賬款		
Sub-contracting charge	分包費用	124,581	142,054
Fuel cost	燃料成本	2,757	10,002
Repair and maintenance	維修及保養	16,869	17,914
Others	其他	7,933	5,695
		<b>152,140</b>	175,665
Other payables	其他應付款		
Payable for construction cost of investment properties (note)	投資物業建設成本應付款項 (附註)	82,640	82,715
Accrual for other taxes	應計其他稅項	60,339	61,442
Accrual for staff salaries and welfare	應計員工薪金及福利	40,807	33,150
Others	其他	42,013	25,461
		<b>225,799</b>	202,768
		<b>377,939</b>	378,433

#### 25. 應付賬款及其他應付款

## Notes to the Consolidated Financial Statements (Continued)

### 綜合財務報表附註(續)

For the year ended 31 December 2019 截至二零一九年十二月三十一日止年度

#### 25. Trade and Other Payables (Continued)

The aged analysis of the Group's trade payables presented based on the invoice date, except for sub-contracting charge which is presented based on dates of the progress certificates, as at the end of each reporting period is as follows:

		<b>2019</b> 二零一九年 <b>RMB'000</b> 人民幣千元	2018 二零一八年 RMB'000 人民幣千元
0-30 days	0至30天	<b>6,100</b>	24,214
31-60 days	31至60天	<b>4,528</b>	1,077
61-90 days	61至90天	<b>586</b>	16,330
91-180 days	91至180天	<b>8,993</b>	43,106
Over 180 days	超過180天	<b>131,933</b>	90,938
		<b>152,140</b>	175,665

Note: As at 31 December 2019, based on invoice date, RMB81,867,000 of the other payables for construction cost for investment properties has been due for over 1 year.

附註：於二零一九年十二月三十一日，根據發票日期，投資物業建設成本其他應付款人民幣81,867,000元已逾期超過1年。

#### 26. Amounts Due to Directors of the Company

As at 31 December 2019, the balance represented advance from and emolument payable to certain Directors of approximately RMB3,900,000 (2018: RMB3,130,000) and an amount due to Mr. Liu of approximately RMB7,434,000 (2018: RMB3,803,000). All amounts are unsecured, interest-free, repayable on demand and non-trade in nature.

#### 26. 應付本公司董事款項

於二零一九年十二月三十一日，結餘指來自及應付若干董事的墊款及酬金約人民幣3,900,000元(二零一八年：人民幣3,130,000元)及應付劉先生的款項約人民幣7,434,000元(二零一八年：人民幣3,803,000元)。所有該等款項均為無抵押、免息、須應要求償還及非貿易性質。



## Notes to the Consolidated Financial Statements (Continued)

### 綜合財務報表附註(續)

For the year ended 31 December 2019 截至二零一九年十二月三十一日止年度

#### 27. Amounts Due to Non-Controlling Shareholders of a Subsidiary

All balances are non-interest bearing except for an amount of approximately RMB26,474,000 as at 31 December 2019 (2018: RMB27,684,000) which is interest bearing at 12% (2018: 12%) per annum ("p.a."). On 31 December 2019, the non-controlling shareholders agreed not to demand repayment of RMB68,502,000 of the amounts due to them before January 2021 (2018: RMB69,711,000 of the amounts due to them before January 2020). All amounts are unsecured and non-trade in nature.

#### 27. 應付一間附屬公司非控股股東款項

所有結餘為不計息款項，除截至二零一九年十二月三十一日的款項約人民幣26,474,000元(二零一八年：人民幣27,684,000元)按每年(「每年」)12%(二零一八年：12%)計息以外。於二零一九年十二月三十一日，非控股股東同意於二零二一年一月之前不會要求償還應付彼等款項人民幣68,502,000元(二零一八年：於二零二零年一月之前應付彼等款項人民幣69,711,000元)。所有該等款項均為無抵押及非貿易性質。

#### 28. Bank Borrowings

#### 28. 銀行借貸

		2019 二零一九年 RMB'000 人民幣千元	2018 二零一八年 RMB'000 人民幣千元
Secured bank borrowings	有擔保銀行借貸		
Payment schedule according to contractual repayment terms (note)	按合約還款期之付款時間表 (附註)		
Amount due for settlement within one year	一年內到期結清的款項	<b>297,000</b>	324,670

Note:

The effective interest rates of the secured bank borrowings are set out in the following table:

附註：

下表載列有擔保銀行借貸的實際利率：

		2019 二零一九年 RMB'000 人民幣千元	2018 二零一八年 RMB'000 人民幣千元
Fixed interest at 4.57% p.a. to 7.61% p.a. (2018: 4.57% p.a. to 9.98% p.a.)	每年4.57%至7.61%固定利息 (二零一八年：每年4.57%至9.98%)	<b>288,000</b>	241,670
Floating interest at Loan Prime Rate of China ("LPR") plus 0.92% p.a. to 1.36% p.a. (2018: LPR plus 0.92% p.a. to 1.34% p.a.)	浮息(按中國最優惠貸款利率 (「最優惠貸款利率」)加每年0.92%至 1.36%)(二零一八年：最優惠 貸款利率加每年0.92%至1.34%)	<b>9,000</b>	83,000
		<b>297,000</b>	324,670

## Notes to the Consolidated Financial Statements (Continued)

### 綜合財務報表附註(續)

For the year ended 31 December 2019 截至二零一九年十二月三十一日止年度

#### 28. Bank Borrowings (Continued)

As at 31 December 2019 and 2018, the Group's bank borrowings were supported by the corporate guarantees given by Xiangyu PRC (defined in Note 41) and the Company. The Group's bank borrowings to the extent of RMB195,000,000 (2018: RMB294,670,000) were secured by certain assets of the Group (see Note 35), a property owned by a company in which Mr. Liu has beneficial interest and personal guarantees provided by Mr. Liu and Ms. Zhou respectively (see Note 37(iii)).

#### 28. 銀行借貸(續)

於二零一九年及二零一八年十二月三十一日，本集團銀行借貸以翔宇中國(定義見附註41)及本公司作出的公司擔保作支持。本集團銀行借貸人民幣195,000,000元(二零一八年：人民幣294,670,000元)以本集團若干資產(見附註35)及由劉先生於當中擁有實益權益的一間公司所擁有的一項物業以及由劉先生及周女士分別提供的個人擔保(見附註37(iii))作抵押。

#### 29. Other Borrowings

#### 29. 其他借貸

		2019 二零一九年 RMB'000 人民幣千元	2018 二零一八年 RMB'000 人民幣千元
Unsecured other borrowings	無擔保其他借貸		
Without fixed repayment term and classified as current liabilities	無固定償還期限及分類為流動負債	54,090	54,526
Classified as non-current liabilities	分類為非流動負債	37,915	34,255
		<b>92,005</b>	88,781

Included in the Group's other borrowings, approximately RMB35,380,000 (2018: RMB31,720,000) carried fixed interest rates ranged from 11% to 12% per annum (2018: 10% to 12%) and the effective interest rate was 11.58%. Other than that, the remaining other borrowings of the Group are interest-free. All of the Group's other borrowings are unsecured, without fixed repayment term and were borrowed from independent third parties. On 31 December 2019, certain counterparties agreed not to demand repayment before January 2021 (2018: January 2020) and accordingly, RMB37,915,000 (2018: RMB34,255,000) due to these parties are classified as non-current.

計入本集團其他借貸約人民幣35,380,000元(二零一八年：人民幣31,720,000元)按固定年利率11%至12%(二零一八年：10%至12%)計息，實際利率為11.58%。除此之外，本集團剩餘的其他借貸不計利息。所有本集團其他借貸均為無抵押，並無固定還款期及自獨立第三方借取。於二零一九年十二月三十一日，若干對手方同意不會於二零二一年一月(二零一八年：二零二零年一月)之前要求償還借貸，因此，應付該等訂約方的人民幣37,915,000元(二零一八年：人民幣34,255,000元)被歸類為非流動借貸。

## Notes to the Consolidated Financial Statements (Continued)

### 綜合財務報表附註(續)

For the year ended 31 December 2019 截至二零一九年十二月三十一日止年度

### 30. Bonds Payable

The Company issued unsecured convertible bonds (the "Bonds") to CITIC at a total nominal value of HK\$243,000,000 (equivalent to RMB191,970,000) on 8 November 2013, carrying an interest rate of 3% per annum with the maturity date of 7 November 2016 (the "Original Maturity Date"). The Bondholder, being CITIC, had an option to either convert the Bonds into the Company's ordinary shares at a conversion price of HK\$2.7 per share, subject to anti-dilutive adjustments, at any time after six months from the date of issue and up to the Original Maturity Date, or to require the Company to redeem them at 133.792% of the nominal value of the Bonds, which amounted to approximately HK\$325,115,000 (equivalent to approximately RMB290,818,000 based on spot exchange rate on 7 November 2016) (the "Original Redemption Amount"), upon maturity. The Company had no right to early redeem the Bonds.

At the time when the Bonds were issued, the Bonds were analysed by the management of the Group to contain two components, the host debt component and the conversion option. The Bonds are denominated in HK\$, which is a currency other than the Company's functional currency. Therefore, the conversion option in the Bonds does not result in an exchange of a fixed number of the Company's own equity instruments for a fixed amount of cash, denominated in HK\$. Accordingly, the conversion option was accounted for separately as a derivative liability, which was not closely related to the host debt component. The fair values of the debt component and the derivative component were determined at the date of issue. Subsequent to initial recognition, the debt component was carried at amortised cost while the derivative component was measured at fair value, with changes in fair value recognised in profit or loss. The effective interest rate of the debt component was 16.9%.

### 30. 應付債券

本公司於二零一三年十一月八日向CITIC發行總面值243,000,000港元(等於人民幣191,970,000元)的無抵押可換股債券(「債券」)，利息為每年3%，於二零一六年十一月七日(「原到期日」)到期。債券持有人(即CITIC)可於發行日期後六個月至原到期日的任何時間選擇以兌換價每股2.7港元(可就反攤薄事件作出調整)將債券兌換成本公司的普通股，或於到期後要求本公司按債券的面值的133.792%贖回，約等於325,115,000港元(根據二零一六年十一月七日的即期匯率相當於約人民幣290,818,000元)(「原贖金」)。本公司無權提早贖回該等債券。

在發行債券時，本集團管理層分析債券以包含兩個部分，即主債務部分及換股權。債券乃以港元計值，而港元為本公司功能貨幣以外的貨幣。因此，債券的換股權不能導致以固定數量的本公司自身權益工具交換固定金額現金(以港元計值)。因此，換股權分開入賬列為衍生負債，這與主債務部分並非密切相關。債務部分及衍生工具部分的公平值於發行日期釐定。初步確認後，債務部分按攤薄成本計算，衍生工具部分則按公平值計算，公平值的變動於損益內確認。債務部分的實際利率為16.9%。

## Notes to the Consolidated Financial Statements (Continued)

### 綜合財務報表附註(續)

For the year ended 31 December 2019 截至二零一九年十二月三十一日止年度

### 30. Bonds Payable (Continued)

The Group had not paid the Original Redemption Amount and the last interest payment on the Original Maturity Date to CITIC. During the year ended 31 December 2016, the Group and CITIC entered into a framework agreement on 14 November 2016 (as amended by supplemental framework agreements, collectively the "Framework Agreement") and a standstill and amended agreement and supplemental deed to the original deed poll regarding the Bonds (the "Amendment Agreement") on 15 December 2016, pursuant to which CITIC agreed to a) extend the maturity from the Original Maturity Date to 14 March 2017 and b) reduce the principal amount of Original Redemption Amount to approximately HK\$275,415,000 (equivalent to approximately RMB246,381,000) based on spot exchange rate on 31 December 2016, subject to certain conditions as stated in the Amendment Agreement.

Furthermore, the conversion option under the Bonds was removed under the Amendment Agreement. Accordingly, no embedded derivative was recognised at 31 December 2016 and at the end of subsequent accounting periods.

On 21 March 2017, 5 June 2017, 21 September 2017, 23 January 2018 and 15 March 2019, the Company and CITIC had entered into the second amendment agreement, the third amendment agreement, the fourth amendment agreement, the fifth amendment agreement and the Sixth Amendment Agreement. On 15 March 2019, the Company and CITIC entered into the Sixth Amendment Agreement to amend the original maturity date to 20 December 2019. During the year ended 31 December 2019, the Group has settled approximately HK\$6,838,000, (equivalent to RMB6,030,000) (2018: HK\$23,023,000 (equivalent to RMB19,402,000)) to CITIC.

### 30. 應付債券(續)

於原到期日，本集團尚未向CITIC支付原贖金及最後一筆利息。截至二零一六年十二月三十一日止年度，本集團於二零一六年十一月十四日與CITIC訂立框架協議(經補充框架協議修訂，統稱「框架協議」)，並於二零一六年十二月十五日與CITIC訂立有關債券的暫緩還款及修訂協議，以及平邊契據補充契據(「修訂協議」)。據此，CITIC同意a)將屆滿時間自原到期日延長至二零一七年三月十四日；及b)減少原贖金本金額至約275,415,000港元(根據二零一六年十二月三十一日的即期匯率相當於約人民幣246,381,000元)，惟受限於修訂協議所述若干條件。

此外，債券的轉換權根據修訂協議移除。因此，於二零一六年十二月三十一日及隨後的會計期間末，並無嵌入式衍生工具獲確認。

於二零一七年三月二十一日、二零一七年六月五日、二零一七年九月二十一日、二零一八年一月二十三日及二零一九年三月十五日，本公司與CITIC訂立第二份修訂協議、第三份修訂協議、第四份修訂協議、第五份修訂協議及第六份修訂協議。於二零一九年三月十五日，本公司與CITIC訂立第六份修訂協議，將原到期日改為二零一九年十二月二十日。於截至二零一九年十二月三十一日止年度，本集團已向CITIC償還約6,838,000港元(相當於人民幣6,030,000元)(二零一八年：23,023,000港元(相當於人民幣19,402,000元))。

## Notes to the Consolidated Financial Statements (Continued)

### 綜合財務報表附註(續)

For the year ended 31 December 2019 截至二零一九年十二月三十一日止年度

#### 30. Bonds Payable (Continued)

During 2019, the Sixth Amendment Agreement was in effective pursuant to which the maturity date of the Bonds was extended such that based on the latest amendment agreement in effect, the Company needed to repay the Bonds of approximately HK\$319,483,000 (equivalent to approximately RMB285,890,000) together with the interest due by 20 December 2019 with interest rate at an amended rate of 13% per annum.

The Company had not repaid the abovementioned amounts in full on 20 December 2019, at which date the total amount outstanding, including the accrued interest amounted to approximately HK\$319,483,000 (equivalent to approximately RMB285,890,000). As at 31 December 2019, the total amount outstanding, including the accrued interest rate at 13% per annum amounted to approximately HK\$320,503,000 (equivalent to approximately RMB286,804,000).

During the year ended 31 December 2019 and up to the date when the consolidated financial statements are authorised for issue, the Company had not settled the Bonds when the Bonds fell due for repayment on the Maturity Date and remained overdue for repayment.

Up to the date when the consolidated financial statements are authorised for issue, the Bondholder has not taken any action against the Group to request immediate repayment and the Company has continued discussions with the Bondholder in relation to settlement or any another arrangement concerning the Bonds. All operations of the Group remain normal.

Details of each of the agreements are set out in the announcements of the Company dated 7 November 2016, 15 November 2016, 16 November 2016, 16 December 2016, 22 March 2017, 5 June 2017, 22 September 2017, 1 December 2017, 23 January 2018 and 15 March 2019.

#### 30. 應付債券(續)

於二零一九年，第六份修訂協議已生效，據此，債券之到期日期已延長，故根據生效的最新修訂協議，本公司最遲須於二零一九年十二月二十日償付債券約319,483,000港元(相當於約人民幣285,890,000元)連同到期的利息，利率按經修訂年利率13%計。

本公司未能於二零一九年十二月二十日悉數償還上述金額，於該日尚未償還的總金額(包括應計利息)約為319,483,000港元(相當於約人民幣285,890,000元)。於二零一九年十二月三十一日，未償還總金額(包括應計年利率13%)約為320,503,000港元(相當於約人民幣286,804,000元)。

於截至二零一九年十二月三十一日止年度及截止綜合財務報表獲授權刊發日期，當債券於到期日到期須償還及仍逾期未還時，本公司並未結算債券。

截止綜合財務報表獲授權刊發日期，債券持有人並無向本集團採取任何行動要求即時償還，而本公司已繼續就有關債券的償付或任何其他安排與債券持有人進行討論。本集團一切業務營運維持正常。

各項協議的詳情載於本公司日期為二零一六年十一月七日、二零一六年十一月十五日、二零一六年十一月十六日、二零一六年十二月十六日、二零一七年三月二十二日、二零一七年六月五日、二零一七年九月二十二日、二零一七年十二月一日、二零一八年一月二十三日及二零一九年三月十五日之公告。

## Notes to the Consolidated Financial Statements (Continued)

### 綜合財務報表附註(續)

For the year ended 31 December 2019 截至二零一九年十二月三十一日止年度

### 30. Bonds Payable (Continued)

Based on the revised agreements, interest rate are as follows:

### 30. 應付債券(續)

根據經修訂的各份協議，利率如下：

Period	期間	Interest rate per annum 年利率
From 15 November 2016 and up to 14 December 2016	二零一六年十一月十五日至二零一六年十二月十四日	13%
From 15 December 2016 and up to 14 March 2017	二零一六年十二月十五日至二零一七年三月十四日	15%
From 15 March 2017 and up to 4 June 2017	二零一七年三月十五日至二零一七年六月四日	18%
From 5 June 2017 and up to 21 June 2017	二零一七年六月五日至二零一七年六月二十一日	13%
From 22 June 2017 and up to 21 September 2017	二零一七年六月二十二日至二零一七年九月二十一日	18%
From 22 September 2017 and up to 15 November 2017	二零一七年九月二十二日至二零一七年十一月十五日	13%
From 15 November 2017 and up to 22 January 2018	二零一七年十一月十五日至二零一八年一月二十二日	13%
From 23 January 2018 and up to 21 June 2018	二零一八年一月二十三日至二零一八年六月二十一日	13%
From 22 June 2018 and up to 20 December 2019	二零一八年六月二十二日至二零一九年十二月二十日	13%

Note: The above interest shall accrue on a day to day basis and be calculated on the basis of a 365-day calendar year on the Reduced Redemption Amount/revised principal amount and compounded on a monthly basis.

附註：上述減少贖金/修訂本金額的利息將按每曆年365日為基準每日累計且按月計算複利。

Under the abovementioned agreements entered into by the Company and CITIC, the Bonds are personally guaranteed by Mr. Liu and his spouse Ms. Zhou who are also the Directors of the Company, and equity interests in certain subsidiaries of the Company are pledged in favour of CITIC, a dredger and an industrial premise and a residential property owned by the Group included in property, plant and equipment and investment properties with carrying value of RMB245,157,000 as at 31 December 2019 (2018: RMB260,378,000).

根據上述本公司與CITIC訂立之協議，該債券由劉先生及其配偶周女士(彼等亦為本公司董事)個人擔保，及本公司若干附屬公司股權以CITIC為受益人，抵押由本集團擁有之一艘挖泥船，及一處工業樓宇及一處住宅物業，並以於二零一九年十二月三十一日之賬面值人民幣245,157,000元(二零一八年：人民幣260,378,000元)列入物業、廠房及設備以及投資物業。

## Notes to the Consolidated Financial Statements (Continued)

### 綜合財務報表附註(續)

For the year ended 31 December 2019 截至二零一九年十二月三十一日止年度

### 30. Bonds Payable (Continued)

The Bonds recognised in the consolidated statement of financial position are calculated as follows:

### 30. 應付債券(續)

於綜合財務狀況表確認之債券計算如下：

		<b>Bonds payable</b>
		應付債券
		RMB'000
		人民幣千元
At 1 January 2018	於二零一八年一月一日	231,227
Interest	利息	30,694
Settlement	償付	(19,207)
Exchange realignment	匯兌調整	12,202
At 31 December 2018	於二零一八年十二月三十一日	254,916
Interest	利息	32,714
Settlement	償付	(6,030)
Exchange realignment	匯兌調整	5,204
At 31 December 2019	於二零一九年十二月三十一日	286,804

The bonds as the end of the reporting periods are represented by:

於報告期間末債券呈列如下：

		<b>At 31 December 2019</b>	At 31 December 2018
		於二零一九年 十二月三十一日	於二零一八年 十二月三十一日
		<b>RMB'000</b>	RMB'000
		人民幣千元	人民幣千元
Bonds payable on demand	按要求應付債券	<b>286,804</b>	254,916

## Notes to the Consolidated Financial Statements (Continued)

### 綜合財務報表附註(續)

For the year ended 31 December 2019 截至二零一九年十二月三十一日止年度

### 31. Lease Liabilities

### 31. 租賃負債

		At 31 December 2019 於二零一九年 十二月三十一日 RMB'000 人民幣千元
Lease liabilities payable:	應付租賃負債：	
Within one year	一年內	<b>1,263</b>
Within a period of more than one year but not more than two years	一年以上但不超過兩年的期間內	<b>869</b>
		<b>2,132</b>
Less: Amount due for settlement with 12 months shown under current liabilities	減：流動負債項下顯示於12個月內應付款項	<b>(1,263)</b>
Amount due for settlement after 12 months shown under non-current liabilities	非流動負債項下顯示12個月後應付款項	<b>869</b>



## Notes to the Consolidated Financial Statements (Continued)

### 綜合財務報表附註(續)

For the year ended 31 December 2019 截至二零一九年十二月三十一日止年度

## 32. Share Capital

## 32. 股本

		Number of shares	Amount	RMB equivalent amount
		股份數目	金額	人民幣 等同金額
		'000	HK\$'000	RMB'000
		千股	千港元	人民幣千元
Ordinary Shares of HK\$0.10 each	每股面值0.10港元的普通股			
<b>Authorised</b>	<b>法定</b>			
Balance at 1 January 2018,	於二零一八年一月一日、二零一八年及			
31 December 2018 and 2019	二零一九年十二月三十一日的結餘	10,000,000	1,000,000	N/A 不適用
<b>Issued and fully paid</b>	<b>已發行及繳足</b>			
Balance at 1 January 2018	於二零一八年一月一日的結餘	1,478,064	147,806	123,483
Placing of shares (notes (i))	配售股份(附註(i))	295,600	29,560	26,094
Balance at 31 December 2018 and 1 January 2019	於二零一八年十二月三十一日及 二零一九年一月一日的結餘	1,773,664	177,366	149,577
Exercise of share options (notes (iii))	行使購股權(附註(iii))	8,702	870	788
Balance at 31 December 2019	於二零一九年十二月三十一日的結餘	1,782,366	178,236	150,365

Notes:

- (i) On 6 November 2018, the share placings of 295,600,000 shares of the Company at a placing price of HK\$0.12 were completed. The net proceeds from the placing was approximately HK\$35.5 million (equivalent to approximately RMB31.3 million), part of which was used to repay the Bonds as set out in Note 30. These new shares rank pari passu in all respect with the existing shares.
- (ii) On 10 October 2019, the subscription rights attaching to 8,702,000 share options were exercised at the subscription price of HK\$0.131 per share (Note 43), resulting in the issue of 8,702,000 shares for a total cash consideration, before expenses, of approximately HK\$1,140,000 (equivalent to approximately RMB1,032,000).

附註:

- (i) 於二零一八年十一月六日，本公司完成按配售價每股股份0.12港元配售295,600,000股股份。配售的所得款項淨額約為35,500,000港元(相當於約人民幣31,300,000元)，其中部分用於償還附註30中所列債券。此等新股在各方面與現有股份享有同等權益。
- (ii) 於二零一九年十月十日，附帶8,702,000份購股權的認購權按每股0.131港元的認購價行使(附註43)，導致發行8,702,000股股份，現金對價(扣除開支前)總額約為1,140,000港元(相當於約人民幣1,032,000元)。

## Notes to the Consolidated Financial Statements (Continued)

### 綜合財務報表附註(續)

For the year ended 31 December 2019 截至二零一九年十二月三十一日止年度

### 33. Operating Leases

#### The Group as lessee

#### (i) Minimum lease payments paid

		2019 二零一九年 RMB'000 人民幣千元	2018 二零一八年 RMB'000 人民幣千元
Minimum lease payments paid under operating leases during the year:	年內根據經營租賃支付的最低租賃款項：		
Office premises	辦公室物業	40	797
Transportation vessels	運輸船舶	271	589
		<b>311</b>	1,386

The minimum lease payments represented short-term leases entered into by the Group.

最低租賃款項指本集團訂立的短期租賃。

#### (ii) Minimum lease payment commitments

At the end of the reporting period, the Group was committed to make the following future minimum lease payments under non-cancellable operating leases for office premises which fall due as follows:

#### (ii) 最低租賃款項承擔

於各報告期末，本集團承諾就到期的有關辦公室物業的不可註銷經營租賃作出下列未來最低租賃付款：

		2018 二零一八年 RMB'000 人民幣千元 (Restated) (經重列)
Within one year	一年內	1,704
In the second to fifth years, inclusive	第二至第五年(包括首尾兩年)	2,167
		3,871

## Notes to the Consolidated Financial Statements (Continued)

### 綜合財務報表附註(續)

For the year ended 31 December 2019 截至二零一九年十二月三十一日止年度

### 33. Operating Leases (Continued)

#### The Group as lessor

Rental income from chartered vessels, shopping mall and factories earned during the year were nil, RMB3,097,000 and RMB4,652,000 respectively (2018: RMB2,547,000, RMB7,782,000 and RMB1,994,000). The chartered vessels have committed tenants for the next one to two years.

### 33. 經營租賃(續)

#### 本集團作為出租人

年內自所包租船舶、商場及工廠賺取的租金收入分別為人民幣零元、人民幣3,097,000元及人民幣4,652,000元(二零一八年: 人民幣2,547,000元、人民幣7,782,000元及人民幣1,994,000元)。所包租船舶具有承租往後一至二年的租戶。

### 34. Capital Commitments

### 34. 資本承擔

		2019 二零一九年 RMB'000 人民幣千元	2018 二零一八年 RMB'000 人民幣千元
Capital commitments contracted but not provided for relating to the following:	已訂約但並未就有關以下各項計提撥備的資本承擔:		
Acquisition of property, plant and equipment (note (ii))	收購物業、廠房及設備(附註(ii))	59,122	60,122
Investment in conducting capital financing business (note (i))	投資進行資本金融業務(附註(i))	7,122	7,122

Notes:

- (i) Pursuant to the investment agreement to set up a subsidiary which principally conducts capital finance business, the proposed registered capital of US\$20 million will be contributed in proportion to the respective equity holdings of the Company and two other investors of US\$16 million, US\$2 million and US\$2 million respectively. As at 31 December 2019 and 2018, capital of US\$14.9 million was injected by the Group whilst the other two investors are still in progress in obtaining approval from regulators for capital injection.
- (ii) The capital commitments represented the construction of a hotel in Yancheng, the PRC.

附註:

- (i) 根據設立主要進行資本金融業務附屬公司的投資協議,建議註冊資本20,000,000美元將由本公司及另外兩名投資者按各自的股權分別出資16,000,000美元、2,000,000美元及2,000,000美元。於二零一九年及二零一八年十二月三十一日,本公司已注入14,900,000美元,而另外兩名投資者仍在就注資取得監管部門的批准。
- (ii) 資本承擔指在中國鹽城興建一家酒店。

## Notes to the Consolidated Financial Statements (Continued)

### 綜合財務報表附註(續)

For the year ended 31 December 2019 截至二零一九年十二月三十一日止年度

### 35. Pledge of Assets

At the end of the reporting period, the following assets of the Group were pledged to secure bank borrowings, bonds payable and credit facilities granted to the Group during the year:

### 35. 資產抵押

於報告期末，本集團已將以下資產作為年內授予本集團的銀行借貸、應付債券及信貸額的抵押：

		<b>2019</b> 二零一九年 <b>RMB'000</b> 人民幣千元	2018 二零一八年 RMB'000 人民幣千元
Dredgers included in property, plant and equipment	挖泥船(列入物業、廠房及設備)	<b>613,390</b>	602,418
Properties included in property, plant and equipment	物業(列入物業、廠房及設備)	<b>34,513</b>	36,719
Prepaid land lease payments	預付土地租約款	<b>—</b>	89,679
Investment properties	投資物業	<b>16,573</b>	26,463
		<b>664,476</b>	755,279

### 36. Retirement Benefit Plans

The employees of the Group's subsidiaries in the PRC are members of a state-managed retirement benefit scheme operated by the local government in the PRC. The Group is required to contribute a specified percentage of payroll cost to the retirement benefit scheme to fund the benefits. The only obligation of the Group with respect to the scheme is to make the specified contributions according to the state rules.

The Group operates a Mandatory Provident Fund Scheme (the "MPF Scheme") under the Mandatory Provident Fund Schemes Ordinance (Chapter 485 of the Laws of Hong Kong) for employees employed under the jurisdiction of the Hong Kong Employment Ordinance. The MPF Scheme is a defined contribution retirement scheme administered by independent trustees. Under the MPF Scheme, the employer and its employees are each required to make contributions to the scheme at 5% of the employees' relevant income, subject to a cap of monthly relevant income of HK\$30,000 (2018: HK\$30,000). Contributions to the scheme vest immediately.

### 36. 退休福利計劃

本集團中國附屬公司的僱員，是由中國地方政府經營的國家管理退休福利計劃的成員。本集團須按薪金開支的特定比例向退休福利計劃供款，為福利提供資金。本集團對該計劃的唯一責任是根據國家法規作出有關特定供款。

根據強制性公積金計劃條例(香港法例第485章)，本集團為香港僱傭條例轄下的僱員營運強制性公積金計劃(「強積金計劃」)。強積金計劃為一項由獨立信託人管理的界定供款退休計劃。根據強積金計劃，僱主及其僱員須各自按僱員相關收入的5%向強積金計劃供款，惟每月的相關收入上限為30,000港元(二零一八年：30,000港元)。計劃供款為即時歸屬。

# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註(續)

For the year ended 31 December 2019 截至二零一九年十二月三十一日止年度

### 37. Related Party Disclosures

#### (i) Related party transactions

During the year, the Group paid rentals of RMB40,000 (2018: RMB40,000) to certain companies controlled by Mr. Liu in respect of office premises.

In addition, the Group received other advances from, and made repayments to, Mr. Liu during the year ended 31 December 2019 and 2018. As at 31 December 2019, the amount due to Mr. Liu was RMB7,434,000 (2018: RMB3,803,000).

#### (ii) Pledge of assets and guarantees in support of the Group's borrowings

As at 31 December 2019 and 2018, other than pledge of assets of the Group, the Group's bank borrowings and bonds payable were also supported by:

- (a) corporate guarantee given by Xiangyu PRC;
- (b) personal guarantees provided by Mr. Liu and Ms. Zhou; and
- (c) two properties owned by certain non-controlling shareholders of the Company's subsidiary.

Bank borrowing of the Group of RMB82 million (2018: RMB85 million) was supported by a property owned by a company in which Mr. Liu has beneficial interest.

#### (iii) Related party balances

Details of the balances due to Directors are set out in Note 26 to the consolidated financial statements.

#### (iv) Compensation of key management personnel

The emoluments of Directors who are also identified as members of key management of the Group during the reporting period are set out in Note 14 to the consolidated financial statements.

### 37. 關連方披露

#### (i) 關連方交易

年內，本集團就辦公室物業向由劉先生控制之若干公司支付租金人民幣40,000元(二零一八年：人民幣40,000元)。

此外，截至二零一九年及二零一八年十二月三十一日止年度，本集團接獲來自劉先生之其他墊款且已向劉先生作出償還。於二零一九年十二月三十一日，應付劉先生款項為人民幣7,434,000元(二零一八年：人民幣3,803,000元)。

#### (ii) 為支持本集團借貸作出的資產抵押及擔保

於二零一九年及二零一八年十二月三十一日，除本集團已抵押資產以外，本集團銀行借貸及應付債券亦由下列各項支持：

- (a) 翔宇中國作出的公司擔保；
- (b) 劉先生及周女士提供的個人擔保；及
- (c) 本公司附屬公司若干非控股股東擁有的兩項物業。

本集團人民幣82,000,000元的銀行借貸(二零一八年：人民幣85,000,000元)由劉先生擁有實質權益的公司所擁有的物業支持。

#### (iii) 關連方結餘

應付董事結餘詳情載於綜合財務報表附註26。

#### (iv) 主要管理層成員薪酬

於報告期間，同時身為本集團主要管理層成員的董事酬金載於綜合財務報表附註14。

## Notes to the Consolidated Financial Statements (Continued)

### 綜合財務報表附註(續)

For the year ended 31 December 2019 截至二零一九年十二月三十一日止年度

### 38. Capital Risk Management

The Group manages its capital to ensure that the group companies will be able to continue as a going concern while maximising the return to shareholders through the optimisation of the debt and equity balances. Having considered the factors and circumstance set out in Note 2 to the consolidated financial statements, the Directors are satisfied that the Group will have sufficient liquidity to meet its cash flows requirements for next twelve months from the end of reporting period.

The capital structure of the Group consists of amounts due to directors of the Company, amounts due to non-controlling shareholders of a subsidiary, bank borrowings, other borrowings and bonds payable as disclosed in Notes 26, 27, 28, 29 and 30 to the consolidated financial statements respectively and equity attributable to shareholders of the Company, comprising paid up capital/share capital and reserves.

The Directors review the capital structure regularly. As part of this review, the Directors consider the cost and the risks associated with each class of the capital. Based on the recommendations of the Directors, the Group will balance its overall capital structure through the payment of dividends, new share issues as well as the issue of new debt or the redemption of existing debt.

### 38. 資本風險管理

本集團管理其資本使集團下的公司得以持續經營，同時通過優化債務與股本平衡為股東帶來最大回報。經考慮載列於綜合財務報表附註2的因素及情況，董事信納本集團將擁有充足的流動資金以應付其自報告期末起計未來十二個月的現金流量需要。

本集團的資本結構包括分別於綜合財務報表附註26、27、28、29及30披露的應付本公司董事款項、應付一間附屬公司非控股股東款項、銀行借貸、其他借貸及應付債券，以及本公司股東應佔權益，包括實繳資本/股本及儲備。

董事定期檢討資本結構。作為檢討的一部分，董事考慮資本的成本及每一類資本附帶的風險。根據董事的建議，本集團將透過支付股息、發行新股及發行新債或贖回現行債務平衡本集團的整體資本結構。

### 39. Financial Instruments

#### (a) Categories of financial instruments

		2019 二零一九年 RMB'000 人民幣千元	2018 二零一八年 RMB'000 人民幣千元
<b>Financial assets</b>	<b>金融資產</b>		
Financial assets at amortised cost	按攤銷成本計量的金融資產	<b>845,804</b>	1,158,621
<b>Financial liabilities</b>	<b>金融負債</b>		
Amortised cost	攤銷成本	<b>1,076,305</b>	1,063,766
Lease liabilities	租賃負債	<b>2,132</b>	—

### 39. 金融工具

#### (a) 金融工具類別

## Notes to the Consolidated Financial Statements (Continued)

### 綜合財務報表附註(續)

For the year ended 31 December 2019 截至二零一九年十二月三十一日止年度

#### 39. Financial Instruments (Continued)

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

The Group's major financial instruments include trade and other receivables, contract assets, bank balances and cash, trade and other payables, amounts due to directors of the Company, amounts due to non-controlling shareholders of a subsidiary, bank borrowings, other borrowings, bonds payable and lease liabilities. Details of these financial instruments are disclosed in the respective notes. The risks associated with these financial instruments include market, credit and liquidity risks. The policy on how to mitigate these risks is set out below. The management manages and monitors these exposures to ensure appropriate measures are implemented on a timely and effective manner.

##### Market risk

###### (i) Currency risk

The Group has foreign currency transactions, which expose the Group to foreign currency risk. The Company will consider the use of foreign currency forward contracts to mitigate the risk when the need arise.

At the end of the reporting period, the carrying amounts of foreign currency denominated monetary assets and liabilities that are considered significant by the management are as follows:

#### 39. 金融工具(續)

##### (b) 財務風險管理目標及政策

本集團的主要金融工具包括應收賬款及其他應收款、合約資產、銀行結餘及現金、應付賬款及其他應付款、應付本公司董事款項、應付一間附屬公司非控股股東款項、銀行借貸、其他借貸、應付債券及租賃負債。該等金融工具的詳情於各項相關附註中披露。與該等金融工具相關的風險包括市場、信貸及流動資金風險。有關如何減低該等風險的政策載於下文。管理層管理及監察該等風險，以確保及時及有效地採取適當措施。

##### 市場風險

###### (i) 貨幣風險

本集團存在外幣交易，導致本集團須承受外幣風險。本公司將於有需要時考慮動用外幣遠期合約來降低風險。

於報告期末，管理層認為屬重大的以外幣計值的貨幣資產及負債賬面金額如下：

		Assets 資產		Liabilities 負債	
		2019 二零一九年 RMB'000 人民幣千元	2018 二零一八年 RMB'000 人民幣千元	2019 二零一九年 RMB'000 人民幣千元	2018 二零一八年 RMB'000 人民幣千元
US\$	美元	15	13	—	—
HK\$	港元	579	790	293,581	260,942

# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註(續)

For the year ended 31 December 2019 截至二零一九年十二月三十一日止年度

### 39. Financial Instruments (Continued)

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

##### Market risk (Continued)

##### (i) Currency risk (Continued)

The following table details the Group's sensitivity to a 5% (2018: 5%) increase and decrease in the functional currency of the relevant group entities against the relevant foreign currencies and all other variable were held constant 5% (2018: 5%) represents management's assessment of the reasonably possible change in foreign exchange rates. The sensitivity analysis includes only outstanding foreign currency denominated monetary items and adjusts their translation at the end of the year for a 5% change in foreign currency rates. On this basis, there will be a decrease in post-tax loss or an increase in post-tax profit where the functional currency of the relevant group entities weaken against US\$ by 5% or strengthen against HK\$ by 5%, and vice versa.

		Decrease in post-tax profit 稅後溢利減少	
		2019 二零一九年 RMB'000 人民幣千元	2018 二零一八年 RMB'000 人民幣千元
US\$	美元	—	—
HK\$	港元	(14,650)	(13,008)

In the opinion of the Directors, the sensitivity analysis above is unrepresentative of the inherent currency risk as the year end exposure does not reflect the exposure during the year.

### 39. 金融工具(續)

#### (b) 財務風險管理目標及政策(續)

##### 市場風險(續)

##### (i) 貨幣風險(續)

下表詳述所有其他可變數據維持不變的情況下，本集團對有關集團實體的功能貨幣兌相關外幣上升及下降5%(二零一八年:5%)的敏感度。5%(二零一八年:5%)為管理層就外幣匯率的合理可能變動作出的評估。敏感度分析只包括以外幣計值的未償付貨幣項目，並於年末就外幣匯率變動5%調整其換算。在上述基準下，當有關集團實體的功能貨幣兌美元貶值5%或兌港元上升5%，稅後虧損將減少或稅後溢利將增加，反之亦然。

董事認為上述敏感度分析並不能代表固有貨幣風險，原因是年末風險並不能反映全年風險。



# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註(續)

For the year ended 31 December 2019 截至二零一九年十二月三十一日止年度

### 39. Financial Instruments (Continued)

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

##### Market risk (Continued)

##### (ii) Interest rate risk

The Group is mainly exposed to cash flow interest rate risk in relation to variable-rate bank balances for the year ended 31 December 2018 and 2017 and a variable-rate bank borrowing carrying prevailing interest rates at LPR (see Note 28) for the year ended 31 December 2019 and 2018. In addition, the Group was also exposed to fair value interest rate risk in relation to fixed-rate bank borrowings, other borrowings, bonds payable, lease liabilities, amounts due to non-controlling shareholders of a subsidiary, certain trade receivables and pledged bank deposits as at 31 December 2019 and 2018.

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

In the opinion of the Directors, the reasonably possible change in interest rates for bank balances and the variable-rate bank borrowing is insignificant. No sensitivity analysis is presented.

### 39. 金融工具(續)

#### (b) 財務風險管理目標及政策(續)

##### 市場風險(續)

##### (ii) 利率風險

截至二零一八年及二零一七年十二月三十一日止年度，本集團主要承受有關浮動利率銀行結餘的現金流量利率風險及截至二零一九年及二零一八年十二月三十一日止年度附帶現行最優惠貸款利率的浮動利率銀行借貸(見附註28)。此外，於二零一九年及二零一八年十二月三十一日，本集團亦承受有關固定利率銀行借貸、其他借貸、應付債券、租賃負債、應付一間附屬公司非控股股東款項、若干應收賬款及已抵押銀行存款的公平值利率風險。

本集團現時並無利率對沖政策。然而，管理層監察利率風險，並將於需要時考慮對沖重大利率風險。

董事認為，銀行結餘及浮動利率銀行借貸利率可能出現的合理變動不大。並無編製敏感度分析。

# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註(續)

For the year ended 31 December 2019 截至二零一九年十二月三十一日止年度

### 39. Financial Instruments (Continued)

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

##### Credit risk and impairment assessment

Credit risk refers to the risk that the Group's counterparties default on their contractual obligations resulting in financial losses to the Group. The Group's credit risk is primarily attributable to trade receivables and contract assets. Management has a credit policy in place and the exposure to credit risk is monitored on an ongoing basis. Credit evaluations are performed on all customers requiring credit over a certain amount. In view of the history of business dealings with the customers and the collection history of the receivables due from them, management believes that there is no material credit risk inherent in the Group's outstanding receivable balance due from these customers. Management makes periodic assessment on the recoverability of the trade receivables and contract assets based on historical payment records, the length of the overdue period, the financial strength of the debtors and whether there is any dispute with the debtors. In addition, the Group performs impairment assessment under ECL model upon application of IFRS 9 (2018: incurred loss model) on trade receivables and contract assets individually or based on provision matrix. In this regard, the management considers that the Group's credit risk is significantly reduced.

The Group's concentration of credit risk by geographical locations is mainly in PRC, which accounted for 100% (31 December 2018: 100%) of the total trade receivables and contract assets as at 31 December 2019.

The Group has concentration of credit risk as 11% (31 December 2018: 15%) and 37% (31 December 2018: 48%) of the total trade receivables was due from the Group's largest customer and the five largest customers respectively.

The largest customer is categorised as a credit-impaired customer, and the remaining four customers of the five largest customers are categorised as doubtful customers.

### 39. 金融工具(續)

#### (b) 財務風險管理目標及政策(續)

##### 信貸風險及減值評估

信用風險指本集團的對手方違約其合約責任而導致本集團面臨財務虧損的風險。本集團的信貸風險主要來自應收賬款及合約資產。管理層訂有信貸政策，并持續監控信貸風險。所有申請信貸的金額超出特定額度的客戶均須接受信貸評估。鑒於過往與該等客戶的業務往來及應收該等客戶款項的收款記錄，管理層認為本集團尚未收回的應收該等客戶款項結餘本質上並無重大信貸風險。管理層根據債務人的過往付款記錄、逾期時長、財務實力及是否與債務人存有任何糾紛，定期評估應收賬款及合約資產的可收回性。此外，本集團在採用國際財務報告準則第9號後根據預期信貸虧損模型(二零一八年：已發生虧損模型)，按個別基準或基於撥備矩陣對應收賬款及合約資產執行減值評估。就此而言，管理層認為本集團的信貸風險已大幅降低。

於二零一九年十二月三十一日，本集團按地區劃分的信貸風險主要集中於中國，佔應收賬款及合約資產總額的100%(二零一八年十二月三十一日：100%)。

由於應收賬款總額的11%(二零一八年十二月三十一日：15%)及37%(二零一八年十二月三十一日：48%)分別為來自本集團最大的客戶及五大客戶，故本集團面對集中信貸風險。

最大客戶可歸類為信貸減值客戶，而五大客戶中其餘四個客戶則可歸類為可疑客戶。

## Notes to the Consolidated Financial Statements (Continued)

### 綜合財務報表附註(續)

For the year ended 31 December 2019 截至二零一九年十二月三十一日止年度

#### 39. Financial Instruments (Continued)

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

###### Credit risk and impairment assessment (Continued)

The Group's internal credit risk grading assessment comprises the following categories:

Internal credit rating 內部信貸評級	Description 說明	Trade receivables/ contract assets 應收賬款/合約資產
Low risk 低風險	The counterparty has a low risk of default and does not have any past-due amounts 對手方違約的風險較低，且並無任何逾期款項	Lifetime ECL — not credit-impaired 全期預期信貸虧損 — 未發生信貸減值
Watch list 關注	Debtor frequently repays after due dates but usually settle after due date 債務人頻繁在到期日後還款，但通常會在到期日後還款	Lifetime ECL — not credit-impaired 全期預期信貸虧損 — 未發生信貸減值
Doubtful 可疑	There have been significant increases in credit risk since initial recognition through information developed internally or external resources 根據內部資料或外部資源認定信貸風險自初始確認以來大幅增加	Lifetime ECL — not credit-impaired 全期預期信貸虧損 — 未發生信貸減值
Loss 虧損	There is evidence indicating the asset is credit-impaired 有證據顯示資產已發生信貸減值	Lifetime ECL — credit-impaired 全期預期信貸虧損 — 發生信貸減值
Write-off 撇銷	There is evidence indicating that the debtor is in severe financial difficulty and the Group has no realistic prospect of recovery 有證據顯示債務人出現重大財務困難，且本集團切實認為無法收回款項	Amount is written off 撇銷款項

#### 39. 金融工具(續)

##### (b) 財務風險管理目標及政策(續)

###### 信貸風險及減值評估(續)

本集團的內部信貸風險評級包括以下類別：

# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註(續)

For the year ended 31 December 2019 截至二零一九年十二月三十一日止年度

### 39. Financial Instruments (Continued)

### 39. 金融工具(續)

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

#### (b) 財務風險管理目標及政策(續)

##### Credit risk and impairment assessment (Continued)

##### 信貸風險及減值評估(續)

The following table provides information about the Group's exposure to credit risk and ECLs for trade receivables:

下表載列本集團面臨應收賬款信貸風險及預期信貸虧損的相關資料：

		Expected loss rate 預期虧損率 %	Gross carrying amount 賬面金額總值 RMB'000 人民幣千元	Loss allowance 虧損撥備 RMB'000 人民幣千元	Net carrying amount 賬面金額淨值 RMB'000 人民幣千元
<b>2019</b>	二零一九年	%			
<b>Types of customers</b>	<b>客戶類型</b>				
<b>Credit impaired customers</b>	<b>信貸減值客戶</b>				
Past due for more than 180 days but less than 365 days	逾期超過180天 但不到365天	<b>15.20%</b>	<b>18,679</b>	<b>2,838</b>	<b>15,841</b>
Past due for more than 1 year	逾期超過1年	<b>54.27%</b>	<b>93,187</b>	<b>50,576</b>	<b>42,611</b>
Past due for more than 2 years	逾期超過2年	<b>59.56%</b>	<b>99,918</b>	<b>59,515</b>	<b>40,403</b>
Past due for more than 3 years	逾期超過3年	<b>69.12%- 100%</b>	<b>676,241</b>	<b>547,874</b>	<b>128,367</b>
			<b>888,025</b>	<b>660,803</b>	<b>227,222</b>
<b>Low risk customers</b>	<b>低風險客戶</b>				
Neither past due nor impaired	既未逾期亦未減值	<b>0.5%-1%</b>	<b>41,070</b>	<b>42</b>	<b>41,028</b>
Past due for less than 30 days	逾期不到30天	<b>0.5%-1%</b>	<b>46,078</b>	<b>58</b>	<b>46,020</b>
Past due for more than 30 days but less than 90 days	逾期超過30天 但不到90天	<b>0.5%-1%</b>	<b>11,040</b>	<b>30</b>	<b>11,010</b>
Past due for more than 90 days but less than 180 days	逾期超過90天 但不到180天	<b>0.5%-1%</b>	<b>8,295</b>	<b>71</b>	<b>8,224</b>
Past due for more than 180 days but less than 365 days	逾期超過180天 但不到365天	<b>0.5%-1%</b>	<b>84,716</b>	<b>445</b>	<b>84,271</b>
Past due for more than 1 year	逾期超過1年	<b>23.18%</b>	<b>57,619</b>	<b>13,340</b>	<b>44,279</b>
			<b>248,818</b>	<b>13,986</b>	<b>234,832</b>

## Notes to the Consolidated Financial Statements (Continued)

### 綜合財務報表附註(續)

For the year ended 31 December 2019 截至二零一九年十二月三十一日止年度

#### 39. Financial Instruments (Continued)

#### 39. 金融工具(續)

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

##### (b) 財務風險管理目標及政策(續)

##### Credit risk and impairment assessment (Continued)

##### 信貸風險及減值評估(續)

		Expected loss rate 預期虧損率 %	Gross carrying amount 賬面金額總值 RMB'000 人民幣千元	Loss allowance 虧損撥備 RMB'000 人民幣千元	Net carrying amount 賬面金額淨值 RMB'000 人民幣千元
<b>2019</b>	<b>二零一九年</b>				
<b>Doubtful customers</b>	<b>可疑客戶</b>				
Neither past due nor impaired	既未逾期亦未減值	<b>1.73%</b>	<b>19,888</b>	<b>343</b>	<b>19,545</b>
Past due for less than 30 days	逾期不到30天	<b>2.49%</b>	<b>4,778</b>	<b>119</b>	<b>4,659</b>
Past due for more than 30 days but less than 90 days	逾期超過30天但不到90天	<b>4.94%</b>	<b>5,225</b>	<b>258</b>	<b>4,967</b>
Past due for more than 90 days but less than 180 days	逾期超過90天但不到180天	<b>6.20%</b>	<b>33,430</b>	<b>2,075</b>	<b>31,355</b>
Past due for more than 180 days but less than 365 days	逾期超過180天但不到365天	<b>9.30%</b>	<b>29,700</b>	<b>2,761</b>	<b>26,939</b>
Past due for more than 1 year	逾期超過1年	<b>11.66%</b>	<b>145,152</b>	<b>16,927</b>	<b>128,225</b>
Past due for more than 2 years	逾期超過2年	<b>42.54%</b>	<b>55,728</b>	<b>23,704</b>	<b>32,024</b>
Past due for more than 3 years	逾期超過3年	<b>79.82%</b>	<b>335,968</b>	<b>268,177</b>	<b>67,791</b>
			<b>629,869</b>	<b>314,364</b>	<b>315,505</b>

The following table provides information about the Group's exposure to credit risk and ECLs for contract assets as at 31 December 2019:

下表載列於二零一九年十二月三十一日本集團面臨合約資產信貸風險及預期信貸虧損的相關資料：

		Expected loss rate 預期虧損率 %	Gross carrying amount 賬面金額總值 RMB'000 人民幣千元	Loss allowance 虧損撥備 RMB'000 人民幣千元	Net carrying amount 賬面金額淨值 RMB'000 人民幣千元
<b>2019</b>	<b>二零一九年</b>				
<b>Watch list customers</b>	<b>關注客戶</b>				
Neither past due nor impaired	既未逾期亦未減值	<b>1.51%</b>	<b>11,791</b>	<b>178</b>	<b>11,613</b>

# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註(續)

For the year ended 31 December 2019 截至二零一九年十二月三十一日止年度

### 39. Financial Instruments (Continued)

### 39. 金融工具(續)

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

#### (b) 財務風險管理目標及政策(續)

#### Credit risk and impairment assessment (Continued)

#### 信貸風險及減值評估(續)

		Expected loss rate 預期虧損率 %	Gross carrying amount 賬面金額總值 RMB'000 人民幣千元	Loss allowance 虧損撥備 RMB'000 人民幣千元	Net carrying amount 賬面金額淨值 RMB'000 人民幣千元
<b>2018</b>	<b>二零一八年</b>	%	人民幣千元	人民幣千元	人民幣千元
<b>Types of customers</b>	<b>客戶類型</b>				
<b>Credit impaired customers</b>	<b>信貸減值客戶</b>				
Past due for more than 365 days but less than 2 years	逾期超過365天 但不到2年	28%	73,050	20,100	52,950
Past due for more than 2 years	逾期超過2年	40%	210,494	83,430	127,064
Past due for more than 3 years	逾期超過3年	100%	245,820	245,820	—
			529,364	349,350	180,014
<b>Low risk customers</b>	<b>低風險客戶</b>				
Neither past due nor impaired	既未逾期亦未減值	0.5%-1%	63,315	397	62,918
Past due for less than 30 days	逾期不到30天	0.5%-1%	19,543	122	19,421
Past due for more than 30 days but less than 90 days	逾期超過30天 但不到90天	0.5%-1%	48,019	301	47,718
Past due for more than 90 days but less than 180 days	逾期超過90天 但不到180天	0.5%-1%	44,152	277	43,875
Past due for more than 180 days but less than 365 days	逾期超過180天 但不到365天	0.5%-1%	63,689	399	63,290
Past due for more than 1 year	逾期超過1年	0.5%-1%	634	4	630
			239,352	1,500	237,852

## Notes to the Consolidated Financial Statements (Continued)

### 綜合財務報表附註(續)

For the year ended 31 December 2019 截至二零一九年十二月三十一日止年度

#### 39. Financial Instruments (Continued)

#### 39. 金融工具(續)

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

##### (b) 財務風險管理目標及政策(續)

##### Credit risk and impairment assessment (Continued)

##### 信貸風險及減值評估(續)

		Expected loss rate	Gross carrying amount	Loss allowance	Net carrying amount
		預期虧損率	賬面金額總值	虧損撥備	賬面金額淨值
		%	RMB'000	RMB'000	RMB'000
		%	人民幣千元	人民幣千元	人民幣千元
<b>2018</b>	<b>二零一八年</b>				
<b>Doubtful customers</b>	<b>可疑客戶</b>				
Neither past due nor impaired	既未逾期亦未減值	5.2%	12,024	621	11,403
Past due for less than 30 days	逾期不到30天	5.4%	8,981	486	8,495
Past due for more than 30 days but less than 90 days	逾期超過30天 但不到90天	14.0%	63,241	8,837	54,404
Past due for more than 90 days but less than 180 days	逾期超過90天 但不到180天	20.5%	133,580	27,406	106,174
Past due for more than 180 days but less than 365 days	逾期超過180天 但不到365天	21.6%	98,341	21,198	77,143
Past due for more than 1 year	逾期超過1年	26.2%	68,946	18,073	50,873
Past due for more than 2 years	逾期超過2年	39.0%	127,672	49,741	77,931
Past due for more than 3 years	逾期超過3年	49.2%	455,113	223,711	231,402
			967,898	350,073	617,825

The following table provides information about the Group's exposure to credit risk and ECLs for contract assets as at 31 December 2018:

下表載列於二零一八年十二月三十一日本集團面臨合約資產信貸風險及預期信貸虧損的相關資料：

		Expected loss rate	Gross carrying amount	Loss allowance	Net carrying amount
		預期虧損率	賬面金額總值	虧損撥備	賬面金額淨值
		%	RMB'000	RMB'000	RMB'000
		%	人民幣千元	人民幣千元	人民幣千元
<b>2018</b>	<b>二零一八年</b>				
<b>Watch list customers</b>	<b>關注客戶</b>				
Neither past due nor impaired	既未逾期亦未減值	7.6%	37,535	2,873	34,662

# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註(續)

For the year ended 31 December 2019 截至二零一九年十二月三十一日止年度

### 39. Financial Instruments (Continued)

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

##### Credit risk and impairment assessment (Continued)

For trade receivables and contract assets, the Group has applied the simplified approach in HKFRS 9 to measure the loss allowance at lifetime ECL. Except for debtors with significant outstanding balances or credit-impaired, the Group determines the expected credit losses on these items by using a provision matrix.

In making the assessment on expected loss rates, the Group considers both quantitative and qualitative information that is reasonable and supportable, including historical experience and forward-looking information that is available without undue cost or effort. Forward-looking information considered includes the future prospects of the industries in which the Group's debtors operate, obtained from economic expert reports, financial analysts, governmental bodies, relevant think-tanks and other similar organisations, as well as consideration of various external sources of actual and forecast economic information that relate to the Group's core operations. The grouping is regularly reviewed by management to ensure relevant information about specific debtors is updated.

##### Other receivable and prepayment

The Group measures the loss allowance equal to 12m ECL for other receivables. For those balances expected to have significant increase in credit risk since initial recognition, the Group apply lifetime ECL based on aging for classes with difference credit risk characteristics and exposures. As at 31 December 2019, included in other receivables and prepayment included counter parties who were in financial difficulties and the management of the Group considers the probability of default is significant for those balances. For the remaining non trade nature balances, management of the Group considers the probability of default by assessing the counterparties' financial background and creditability and accordingly a total of RMB28,186,000 (2018: nil) impairment was provided as at 31 December 2019.

### 39. 金融工具(續)

#### (b) 財務風險管理目標及政策(續)

##### 信貸風險及減值評估(續)

針對應收賬款及合約資產，本集團已應用香港財務報告準則第9號內的簡化方法以全期預期信貸虧損計量虧損撥備。除未償還結餘較大或已發生信貸減值的債務人外，本集團會使用撥備矩陣釐定該等項目的預期信貸虧損。

在進行預期虧損率評估時，本集團會考慮合理且可支持的定量及定性資料，包括無需付出不必要的成本或努力而可得的歷史經驗及前瞻性資料。所慮及的前瞻性資料包括從經濟專家報告、財務分析師、政府機構、相關智囊團及其他類似組織處獲知的本集團債務人所經營行業的未來前景，以及與本集團核心業務相關的實際或預測經濟資料的各種外部來源。歸類工作經管理層定期檢討，以確保指定債務人相關資料乃屬最新資料。

##### 其他應收款項及預付款

本集團計量虧損撥備等於其他應收款十二個月預期信貸虧損。自初始確認以來預計信用風險將顯著上升的該等餘額，本集團根據賬齡對具有不同信用風險特徵及敞口的類別應用全期預期信貸虧損。於二零一九年十二月三十一日，其他應收款及預付款中包括存在財務困難的交易對手，本集團管理層認為該等餘額的違約概率重大。就餘下非貿易性質餘額而言，本集團管理層透過評估交易對手的財務背景及信譽來考慮違約的可能性，因此於二零一九年十二月三十一日作出撥備減值總額人民幣28,186,000元(二零一八年：零)。



# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註(續)

For the year ended 31 December 2019 截至二零一九年十二月三十一日止年度

### 39. Financial Instruments (Continued)

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

##### Credit risk and impairment assessment (Continued)

##### Bank balances and cash

Credit risk on bank balances is limited because the counterparties are reputable banks with high credit ratings assigned by international credit agencies. The Group has no other significant concentration of credit risk.

##### Summary

Movement in the loss allowance account in respect of trade receivables, contract assets and other receivables in lifetime ECL during the year is as follows:

### 39. 金融工具(續)

#### (b) 財務風險管理目標及政策(續)

##### 信貸風險及減值評估(續)

##### 銀行結餘及現金

由於對手方為獲國際信貸評級機構高信貸評級的銀行，故銀行結餘的信貸風險有限。本集團並未面對其他重大集中信貸風險。

##### 概況

本年度，發生全期預期信貸虧損的應收賬款、合約資產及其他應收款的虧損撥備賬的變動如下：

		2019 二零一九年 RMB'000 人民幣千元	2018 二零一八年 RMB'000 人民幣千元
Balance at 1 January	於一月一日結餘	<b>683,832</b>	437,777
Impairment loss recognised during the year	年內確認的減值虧損		—
— Trade receivables	— 應收賬款	<b>308,306</b>	263,146
— Contract assets	— 合約資產	<b>178</b>	2,873
— Other receivables and prepayments	— 其他應收款及預付款	<b>28,186</b>	—
Reversal of provision during the year	年內準備撥回		
— Trade receivables	— 應收賬款	<b>(112)</b>	(19,964)
— Contract assets	— 合約資產	<b>(2,873)</b>	—
Balance at 31 December	於十二月三十一日的結餘	<b>1,017,517</b>	683,832

##### Liquidity risk

The Group's policy is to regularly monitor current and expected liquidity requirements to ensure that it maintains sufficient cash reserves to meet its liquidity requirements in the short and longer term. Having considered the factors and circumstances set out in Note 2 to the consolidated financial statements, the Directors are satisfied that the Group will have sufficient liquidity to meet its cash flows requirements for the next twelve months from the end of the reporting period.

##### 流動資金風險

本集團的政策為定期監察目前及預期的流動資金需求，確保本集團維持足夠現金儲備以應付其短期及較長的流動資金需求。經考慮綜合財務報表附註2所載因素及情況後，董事信納本集團將擁有足夠流動資金以滿足自報告期末起計未來十二個月的現金流量需求。

# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註(續)

For the year ended 31 December 2019 截至二零一九年十二月三十一日止年度

### 39. Financial Instruments (Continued)

### 39. 金融工具(續)

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

#### (b) 財務風險管理目標及政策(續)

##### Liquidity risk (Continued)

The following tables detail the Group's contractual maturity for its financial liabilities. The tables have been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest dates on which the Group can be required to pay.

##### 流動資金風險(續)

下表詳列本集團金融負債的合約到期日。該表乃根據本集團須付款的最早日期按照金融負債的未貼現現金流量編製。

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

該表包括利息及本金現金流量。在利息流量為浮動利率的前提下，未貼現數額乃由報告期末的現行利率得出。

##### Liquidity and interest risk tables

##### 流動資金及利率風險表

		Weighted average effective interest rate 加權平均 實際利率 %	On demand/ less than 3 months 按要求/ 少於三個月 RMB'000 人民幣千元	3 months to 1 year 三個月 至一年 RMB'000 人民幣千元	1 year to 2 years 一年 至兩年 RMB'000 人民幣千元	Total undiscounted cash flows 未貼現現金 流量總額 RMB'000 人民幣千元	Carrying amount 賬面金額 RMB'000 人民幣千元
<b>At 31 December 2019</b>	<b>於二零一九年 十二月三十一日</b>						
<i>Non-derivative financial liabilities</i>	<i>非衍生金融負債</i>						
Trade payables	應付賬款	—	152,140	—	—	152,140	152,140
Other payables	其他應付款	—	165,460	—	—	165,460	165,460
Amounts due to directors	應付董事款項	—	11,334	—	—	11,334	11,334
Amounts due to non-controlling interests of a subsidiary	應付一間附屬公司 非控股權益款項						
— non-interest bearing	— 不計息	—	3,060	—	42,028	45,088	45,088
— interest bearing at fixed rates	— 按固定利率計息	12	—	—	29,652	29,652	26,474
Bank borrowings	銀行借貸						
— interests bearing at fixed rates	— 按固定利率計息	6.03	88,917	205,653	—	294,570	288,000
— interests bearing at floating rate	— 按浮動利率計息	7.14	—	—	9,465	9,465	9,000
Other borrowings	其他借貸						
— non-interest bearing	— 不計息	—	54,090	—	2,535	56,625	56,625
— interest bearing at fixed rates	— 按固定利率計息	11.58	—	—	39,626	39,626	35,380
Bonds payable (Note 30)	應付債券(附註30)	12.30	286,804	—	—	286,804	286,804
Lease liabilities	租賃負債	5.56	338	1,014	887	2,239	2,132
			762,143	206,667	124,193	1,093,003	1,078,437

# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註(續)

For the year ended 31 December 2019 截至二零一九年十二月三十一日止年度

### 39. Financial Instruments (Continued)

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

##### Liquidity risk (Continued)

Liquidity and interest risk tables (Continued)

	Weighted average effective interest rate 加權平均 實際利率 %	On demand/ less than 3 months 按要求/ 少於三個月 RMB'000 人民幣千元	3 months to 1 year 三個月 至一年 RMB'000 人民幣千元	1 year to 2 years 一年 至兩年 RMB'000 人民幣千元	Total undiscounted cash flows 未貼現現金 流量總額 RMB'000 人民幣千元	Carrying amount 賬面金額 RMB'000 人民幣千元
<b>At 31 December 2018</b>						
		於二零一八年 十二月三十一日				
<i>Non-derivative financial liabilities</i>		<i>非衍生金融負債</i>				
Trade payables	—	應付賬款	—	—	175,665	175,665
Other payables	—	其他應付款	—	—	141,326	141,326
Amounts due to directors	—	應付董事款項	—	—	6,933	6,933
Amounts due to non-controlling interests of a subsidiary		應付一間附屬公司 非控股權益款項				
— non-interest bearing	—	— 不計息	—	42,027	43,791	43,791
— interest bearing at fixed rates	12	— 按固定利率計息	—	31,007	31,007	27,684
Bank borrowings		銀行借貸				
— interests bearing at fixed rates	5.54	— 按固定利率計息	13,169	234,477	247,646	241,670
— interests bearing at floating rate	5.60	— 按浮動利率計息	10,025	74,196	84,221	83,000
Other borrowings		其他借貸				
— non-interest bearing	—	— 不計息	—	2,535	57,061	57,061
— interest bearing at fixed rates	12	— 按固定利率計息	—	35,526	35,526	31,720
Bonds payable (Note 30)	12.85	應付債券(附註30)	286,508	—	286,508	254,916
			403,408	595,181	1,109,684	1,063,766

#### (c) Fair value

The fair values of financial assets and financial liabilities are determined in accordance with generally accepted pricing models based on discounted cash flow analysis using prices or rates from observable current market transactions as input.

The Directors consider that the carrying amounts of financial assets and financial liabilities measured at amortised costs in the consolidated financial statements approximate their fair values.

### 39. 金融工具(續)

#### (b) 財務風險管理目標及政策(續)

##### 流動資金風險(續)

流動資金及利率風險表(續)

#### (c) 公平值

金融資產及金融負債的公平值乃根據公認定價模式按照已貼現現金流量分析，使用現時可觀察市場交易價格或利率作為輸入數據而釐定。

董事認為按攤銷成本計量於綜合財務報表計量的金融資產及金融負債的賬面金額與其公平值相若。

## Notes to the Consolidated Financial Statements (Continued)

### 綜合財務報表附註(續)

For the year ended 31 December 2019 截至二零一九年十二月三十一日止年度

#### 40. Reconciliation of Liabilities Arising from Financing Activities

The table below details changes in the Group's liabilities arising from financing activities, including both cash and non-cash changes. Liabilities arising from financing activities are those for which cash flows were, or future cash flows will be, classified in the Group's consolidated statement of cash flows as cash flows from financing activities.

#### 40. 因融資活動而產生負債的對賬

下表詳列本集團因融資活動而產生的負債變動，包括現金及非現金變動。因融資活動所產生負債為現金流量曾(或日後現金流量將)於本集團綜合現金流量表分類為融資活動所得現金流量的該等負債。

		Bank borrowings	Other borrowings	Bonds payable	Lease liabilities	Amounts due to directors	Amounts due to non-controlling interest of a subsidiary	Non-controlling interest	Total
		銀行借貸	其他借貸	應付債券	租賃負債	董事款項	應付一間附屬公司非控股權益款項	非控股權益	總計
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
At 1 January 2018	於二零一八年一月一日	371,192	99,363	231,227	—	9,602	70,090	156,844	938,318
Financing cash flows	融資現金流量	(46,522)	(10,582)	(19,207)	—	(2,669)	(1,838)	(5,793)	(86,611)
Interest paid	已付利息	(14,547)	(4,018)	—	—	—	—	—	(18,565)
Interest expenses	利息開支	14,547	4,018	30,694	—	—	3,223	—	52,482
Results shared by non-controlling interests	非控股權益應佔業績	—	—	—	—	—	—	4,152	4,152
Foreign exchange translation	匯兌換算	—	—	12,202	—	—	—	—	12,202
At 31 December 2018	於二零一八年十二月三十一日	324,670	88,781	254,916	—	6,933	71,475	155,203	901,978
Adjustment upon application of HKFRS 18	應用香港財務報告準則第18號後調整	—	—	—	3,215	—	—	—	3,215
As at 1 January 2019 (restated)	於二零一九年一月一日(經重列)	324,670	88,781	254,916	3,215	6,933	71,475	155,203	905,193
Financing cash flows	融資現金流量	(27,670)	3,224	(6,030)	(1,330)	4,401	(1,209)	(4,456)	(33,070)
Interest paid	已付利息	(18,986)	(4,794)	—	—	—	(2,568)	—	(26,348)
Interest expenses	利息開支	18,986	4,794	32,714	153	—	3,864	—	60,511
Results shared by non-controlling interests	非控股權益應佔業績	—	—	—	—	—	—	(4,442)	(4,442)
New Lease entered (non-cash)	已訂立新租賃(非現金)	—	—	—	94	—	—	—	94
Foreign exchange translation	匯兌換算	—	—	5,204	—	—	—	—	5,204
At 31 December 2019	於二零一九年十二月三十一日	297,000	92,005	286,804	2,132	11,334	71,562	146,305	907,142

# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註(續)

For the year ended 31 December 2019 截至二零一九年十二月三十一日止年度

### 41. Particulars of Principal Subsidiaries

### 41. 主要附屬公司詳情

Particulars of the Company's principal subsidiaries at the end of the reporting period are as follows:

本公司於報告期末的主要附屬公司詳情如下：

Name of subsidiary 附屬公司名稱	Country of operation and date of incorporation/ establishment 營運國家及註冊 成立/成立的日期	Issued and fully paid ordinary share capital/ registered capital 已發行及繳足普通股 股本/註冊資本	Attributable equity interest indirectly held by the Company 本公司間接 持有的應佔股權		Principal activities 主要業務	Form of company 公司形式
			2019 二零一九年	2018 二零一八年		
Jiangsu Jiaolong Salvage Harbour Engineering Company Limited* ("Jiangsu Jiaolong")	PRC 22 July 1977	RMB72,754,776	51%	51%	Provision of marine hoisting, installation and other engineering services	Limited liability
江蘇蛟龍打撈航務工程 有限公司(「江蘇蛟龍」)	中國 一九七七年七月二十二日	人民幣72,754,776元			提供海上吊裝、安裝及 其他工程服務	有限責任
Jiangsu Xingyu Environment Protection Company Limited*	PRC 20 March 2016	RMB10,000,000	100%	100%	Provision of dredging services	Limited liability
江蘇興宇疏浚環保有限公司	中國 二零一六年三月二十日	人民幣10,000,000元			提供疏浚服務	有限責任
Jiangsu Xiangyu Environment Protection Equipment Company Limited*	PRC 18 August 2013	US\$75,000,000	100%	100%	Manufacturing of dredging machines	Wholly-owned Foreign enterprise
江蘇翔宇環保設備有限公司	中國 二零一三年八月十八日	75,000,000美元			製造挖泥機	外商獨資企業
Jiangsu Xingyu Holdings Group Limited* ("PRC Operational Entity") (notes ii)	PRC 13 July 2007	RMB39,315,800	notes ii	notes ii	Provision of dredging services	Limited liability
江蘇興宇控股集團有限公司 (「中國經營實體」)(附註ii)	中國 二零零七年七月十三日	人民幣39,315,800元	附註ii	附註ii	提供疏浚服務	有限責任
Jiangsu Xiangyu Port Constructing Project Administration Company Limited* ("Xiangyu PRC")	PRC 11 June 2010	US\$80,000,000	100%	100%	Provision of management services	Wholly-owned foreign enterprise
江蘇翔宇港建工程管理 有限公司(「翔宇中國」)	中國 二零一零年六月十一日	80,000,000美元			提供管理服務	外商獨資企業

# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註(續)

For the year ended 31 December 2019 截至二零一九年十二月三十一日止年度

### 41. Particulars of Principal Subsidiaries (Continued)

### 41. 主要附屬公司詳情(續)

Name of subsidiary 附屬公司名稱	Country of operation and date of incorporation/ establishment 營運國家及註冊 成立/成立的日期	Issued and fully paid ordinary share capital/ registered capital 已發行及繳足普通股 股本/註冊資本	Attributable equity interest indirectly held by the Company 本公司間接 持有的應佔股權		Principal activities 主要業務	Form of company 公司形式
			2019 二零一九年	2018 二零一八年		
Jiangsu Xiangyu Water Management Company Limited*	PRC 3 August 2011	US\$73,000,000	100%	100%	Provision of dredging and water management services	Wholly-owned foreign enterprise
江蘇翔宇水務有限公司	中國 二零一一年八月三日	73,000,000美元			提供疏浚及水務管理 服務	外商獨資企業
Power Wealth Engineering Limited	Hong Kong 3 July 2002	HK\$100,000	100%	100%	Investment holding and provision of dredging consultation services	Limited liability
力富工程有限公司	香港 二零零二年七月三日	100,000港元			投資控股及提供疏浚 諮詢服務	有限責任
Jiangsu Fengyu Property Development Company Limited*	PRC 4 December 2013	RMB66,000,000	100%	100%	Property development and investment	Limited liability
江蘇豐宇置業有限公司	中國 二零一三年十二月四日	人民幣66,000,000元			物業發展及投資	有限責任
Yancheng Juranzhijia Home Building Material Commercial Management Limited*	PRC 15 June 2016	RMB1,000,000	100%	100%	Property management	Limited liability
鹽城居然之家家居建材商業 管理有限公司	中國 二零一六年六月十五日	人民幣1,000,000元			物業管理	有限責任
Jiangsu Xingyu Commerce Company Limited*	PRC 16 April 2015	RMB10,000,000	100%	100%	Inactive	Limited liability
江蘇興宇商務有限公司	中國 二零一五年四月十六日	人民幣10,000,000元			不活躍	有限責任
Huaian Shi Xiangyu Technology Microfinance Limited*	PRC 11 September 2016	US\$20,000,000	80%	80%	Lending and venture capital financing business in the technology sector	Limited liability
淮安市翔宇科技小額貸款 有限公司	中國 二零一六年九月十一日	20,000,000美元			科技行業借貸及風險 資本融資業務	有限責任

# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註(續)

For the year ended 31 December 2019 截至二零一九年十二月三十一日止年度

### 41. Particulars of Principal Subsidiaries (Continued)

### 41. 主要附屬公司詳情(續)

Name of subsidiary 附屬公司名稱	Country of operation and date of incorporation/ establishment 營運國家及註冊 成立/成立的日期	Issued and fully paid ordinary share capital/ registered capital 已發行及繳足普通股 股本/註冊資本	Attributable equity interest indirectly held by the Company 本公司間接 持有的應佔股權		Principal activities 主要業務	Form of company 公司形式
			2019 二零一九年	2018 二零一八年		
Jiangsu Xiangyu Environmental Protection Industry Development Limited*	PRC 27 August 2016	US\$50,000,000	100%	100%	Inactive	Limited liability
江蘇翔宇環保產業發展有限公司	中國 二零一六年八月二十七日	50,000,000美元			不活躍	有限責任
Jiangsu Lifu Infrastructure Construction Company Limited*	PRC 25 June 2012	US\$49,980,000	100%	100%	Inactive	Limited liability
江蘇力富基礎設施建設有限公司	中國 二零一二年六月二十五日	49,980,000美元			不活躍	有限責任

The above table lists the subsidiaries of the Group which, in the opinion of the Directors, principally affected the results or assets of the Group. To give details of other subsidiaries would, in the opinion of the Directors, result in particulars of excessive length.

\* for identification only

Notes:

(i) None of the subsidiaries had any debt securities outstanding at the end of the reporting period, or at any time during the year.

(ii) **Consolidated structured entity**

PRC laws and regulations prohibit or restrict foreign investors from owning more than 50% equity interest in any enterprise which owns vessels for conducting dredging business.

On 19 April 2011, Xiangyu PRC, the PRC Operational Entity and its respective equity participants, being Mr. Liu and Ms. Zhou entered into a series of agreements (the "Contractual Arrangements"). The PRC Operational Entity is engaged in the provision of dredging services of the Group.

上表載列董事認為對本集團業績或資產有重要影響的本集團附屬公司。董事認為，如載列其他附屬公司的詳情將令篇幅過於冗長。

\* 僅供識別

附註：

(i) 於報告期末，或於年內任何時間，概無附屬公司有任何發行在外的債務證券。

(ii) **合併結構性實體**

中國法律及規定禁止或限制外國投資者於任何擁有可進行疏浚業務的船舶的企業中持有超過50%的股權。

於二零一一年四月十九日，翔宇中國、中國經營實體及其各參股方(即劉先生及周女士)訂立一系列協議(「合約安排」)。中國經營實體從事提供本集團的疏浚業務。

# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註(續)

For the year ended 31 December 2019 截至二零一九年十二月三十一日止年度

### 41. Particulars of Principal Subsidiaries (Continued)

Notes: (Continued)

#### (ii) Consolidated structured entity (Continued)

Key provisions of the Contractual Arrangements are as follows:

##### Option Agreement

Xiangyu PRC, PRC Operational Entity, Mr. Liu and Ms. Zhou entered into an exclusive option agreement ("Option Agreement") whereby Mr. Liu and Ms. Zhou have irrevocably granted Xiangyu PRC an option to acquire, directly or through one or more nominees, the entire equity interest held by Mr. Liu and Ms. Zhou in PRC Operational Entity at a price ("Acquisition Cost") equivalent to the fair market value of such equity interest or, where applicable, the amount as permitted by the applicable PRC laws. The Acquisition Cost, when received, will be contributed by Mr. Liu and Ms. Zhou to Xiangyu PRC as capital surplus. Subject to the compliance with the PRC laws, Xiangyu PRC may exercise the option at any time, in respect of all or part of the equity interest of PRC Operational Entity and in any manner at its sole discretion.

Pursuant to the Option Agreement, each of PRC Operational Entity, Mr. Liu and/or Ms. Zhou has given undertakings that it shall perform certain acts, or refrain from performing certain other acts unless with the prior written consent of Xiangyu PRC, including but not limited to the below matters:

- (a) that PRC Operational Entity shall not alter its constitutional documents or its registered capital;
- (b) that any of PRC Operational Entity, Mr. Liu and/or Ms. Zhou shall not incur any indebtedness or guarantee (other than those incurred in the ordinary course of business and disclosed to and approved by Xiangyu PRC in advance);
- (c) that PRC Operational Entity shall not provide any loan or guarantee to any third parties;
- (d) that PRC Operational Entity shall not dispose of or create encumbrances over any part of its assets, business or revenue and that Mr. Liu and Ms. Zhou shall not dispose of or create encumbrances over the equity interest held by them in PRC Operational Entity, except the security created under the Equity Pledge Agreement (as defined in (ii) below);

### 41. 主要附屬公司詳情(續)

附註：(續)

#### (ii) 合併結構性實體(續)

該等合約安排的主要條款如下：

##### 購股權協議

翔宇中國、中國經營實體、劉先生及周女士訂立一項獨家購股權協議(「購股權協議」)，據此劉先生及周女士不可撤回地向翔宇中國授予一項購股權以直接或透過一名或多名提名人按相等於該股權的公平市值或適用中國法律批准的數額(如適用)的價格(「收購成本」)收購劉先生及周女士於中國經營實體持有的全部股權。收購成本於收到時將由劉先生及周女士向翔宇中國支付作為資本盈餘。翔宇中國可全權酌情於任何時間就中國經營實體的全部或部分股權以任何方式行使購股權，惟須遵守中國法律的規定。

根據購股權協議，中國經營實體、劉先生及/或周女士已各自承諾，除非獲得翔宇中國的事先書面同意，其將進行若干行為或放棄進行若干其他行為，包括但不限於下列事項：

- (a) 中國經營實體將不會改變其章程文件或其註冊資本；
- (b) 中國經營實體、劉先生及/或周女士任何一方將不會產生任何債務或擔保(於一般業務過程中產生及已提前向翔宇中國披露且經其批准者除外)；
- (c) 中國經營實體將不會向任何第三方提供任何貸款或擔保；
- (d) 中國經營實體將不會處置其資產、業務或收益的任何部分或就此建立產權負擔，且劉先生及周女士不會處置彼等於中國經營實體持有的股權或就此建立產權負擔，惟根據權益抵押協議(定義見下文(ii))設置的抵押除外；



# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註(續)

For the year ended 31 December 2019 截至二零一九年十二月三十一日止年度

### 41. Particulars of Principal Subsidiaries (Continued)

Notes: (Continued)

#### (ii) Consolidated structured entity (Continued)

##### Option Agreement (Continued)

- (e) that PRC Operational Entity shall not enter into any material contracts over certain amount other than those in its ordinary course of business and disclosed to and approved by Xiangyu PRC in advance;
- (f) that PRC Operational Entity shall not distribute any dividend (including any undistributed attributable profit payable to the entity's shareholders prior to the Option Agreement becoming effective) to its shareholders and that Mr. Liu and Ms. Zhou undertake that such undistributed profit shall be retained in PRC Operational Entity as its capital and/or reserved fund and shall give up and assign or transfer to Xiangyu PRC any dividend declared and distributed thereafter and payable to them by virtue of their holding of the equity interest in PRC Operational Entity;
- (g) that PRC Operational Entity shall not make investment or engage in any merger or acquisition transactions; and
- (h) that at the request of Xiangyu PRC, Mr. Liu and Ms. Zhou shall appoint such persons nominated by Xiangyu PRC to act as the Directors, supervisors and senior management members of PRC Operational Entity.

The Option Agreement became effective on 19 April 2011 and will expire on the date on which all the equity interests held by Mr. Liu and Ms. Zhou in PRC Operational Entity are transferred to Xiangyu PRC and/or its nominee(s).

##### Proxy Agreement

Xiangyu PRC, PRC Operational Entity, Mr. Liu and Ms. Zhou entered into a proxy agreement ("Proxy Agreement") pursuant to which Mr. Liu and Ms. Zhou have unconditionally and irrevocably undertaken to authorise such person(s) as designated by Xiangyu PRC (being PRC citizens) to exercise the shareholders' rights in relation to appointment of proxy and exercise of voting rights in PRC Operational Entity under the articles of association of PRC Operational Entity and the applicable PRC laws. Such shareholders' rights include but not limited to (i) calling and attending the shareholders' meetings of PRC Operational Entity; (ii) exercising the voting rights on all matters requiring the consideration and approval of shareholders and those pursuant to articles of association of PRC Operational Entity.

### 41. 主要附屬公司詳情(續)

附註：(續)

#### (ii) 合併結構性實體(續)

##### 購股權協議(續)

- (e) 中國經營實體將不會訂立超過若干金額的任何重大合約，但於其日常業務過程中訂立及提前向翔宇中國披露並獲批准的合約除外；
- (f) 中國經營實體將不會向其股東分派任何股息(包括於購股權協議生效前任何未分派的應付權益股東應佔溢利)，及劉先生及周女士承諾該等未分派溢利將由中國經營實體保留作其資本及/或儲備基金，及將放棄並向翔宇中國分派或轉讓任何其後宣派及分派的、按照其於中國經營實體持有的股權而應付彼等的股息；
- (g) 中國經營實體不應作出投資或進行任何合併或收購交易；及
- (h) 應翔宇中國的要求，劉先生及周女士將委任翔宇中國提名的該等人士作為中國經營實體的董事、監事及高級管理層成員。

購股權協議於二零一一年四月十九日開始生效，並將在劉先生及周女士於中國經營實體持有的所有股權轉讓至翔宇中國及/或其提名人當日屆滿。

##### 代表委任協議

翔宇中國、中國經營實體、劉先生及周女士訂立一項代表委任協議(「代表委任協議」)，據此劉先生及周女士已無條件並不可撤回地承諾授權翔宇中國指定的該等人士(為中國居民)根據中國經營實體組織章程細則及適用中國法律下，於中國經營實體行使有關委派委任代表及投票權的股東權利。該等股東權利包括但不限於(i)召開及參加中國經營實體的股東大會；(ii)就所有須股東考慮及批准的事項及中國經營實體組織章程細則所規定的事項行使投票權。

# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註(續)

For the year ended 31 December 2019 截至二零一九年十二月三十一日止年度

### 41. Particulars of Principal Subsidiaries (Continued)

Notes: (Continued)

#### (ii) Consolidated structured entity (Continued)

##### Proxy Agreement (Continued)

Before Xiangyu PRC acquires the entire equity interests in PRC Operational Entity contemplated under the Option Agreement, Xiangyu PRC can exercise the voting rights of shareholders of PRC Operational Entity.

The term of the Proxy Agreement commenced on 19 April 2011 and will expire on 18 April 2026, and will be renewable at the election of Xiangyu PRC for successive terms of 10 years each until termination by Xiangyu PRC with a 30-day prior notice to PRC Operational Entity.

##### Composite Services Agreement

Xiangyu PRC and PRC Operational Entity entered into an exclusive composite services agreement ("Composite Services Agreement") pursuant to which PRC Operational Entity will exclusively engage Xiangyu PRC to provide consultation and other ancillary services in enterprise management and consultancy services, dredging project management and consultancy services.

In consideration of the provision of the aforementioned services by Xiangyu PRC, PRC Operational Entity agrees to pay to Xiangyu PRC fees on an annual basis in arrears. Fees payable to Xiangyu PRC by PRC Operational Entity will be equivalent to the total audited revenue less all the related costs, expenses, taxes and statutory reserve of PRC Operational Entity. Xiangyu PRC reserves the right to identify the items of expenses to be included as related expenses when calculating the fees payable by PRC Operational Entity and is entitled to adjust the fee payable by PRC Operational Entity anytime based on the volume of service provided.

### 41. 主要附屬公司詳情(續)

附註：(續)

#### (ii) 合併結構性實體(續)

##### 代表委任協議(續)

在翔宇中國根據購股權協議擬定的收購於中國經營實體的全部股權之前，翔宇中國可行使中國經營實體的股東投票權。

代表委任協議的年期由二零一一年四月十九日開始，及將於二零二六年四月十八日屆滿，並可應翔宇中國的要求，每次續展十年，直至翔宇中國向中國經營實體發出三十天的事先通知終止為止。

##### 綜合服務協議

翔宇中國及中國經營實體訂立一份獨家綜合服務協議（「綜合服務協議」），據此中國經營實體將獨家委任翔宇中國於企業管理及諮詢服務、疏浚項目管理及諮詢服務提供諮詢及其他配套服務。

考慮到翔宇中國提供的上述服務，中國經營實體同意每年向翔宇中國支付到期的費用。中國經營實體應付翔宇中國的費用將等於經審核收益總額減所有中國經營實體有關成本、開支、稅項及法定儲備。當計算中國經營實體應付的費用時，翔宇中國保留權利確認將列作有關開支的開支項目，並有權根據所提供的服務量隨時調整中國經營實體應付的費用。

# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註(續)

For the year ended 31 December 2019 截至二零一九年十二月三十一日止年度

### 41. Particulars of Principal Subsidiaries (Continued)

Notes: (Continued)

#### (ii) Consolidated structured entity (Continued)

##### Composite Services Agreement (Continued)

Pursuant to the Composite Services Agreement, PRC Operational Entity shall not without the prior written consent of Xiangyu PRC to dispose of or pledge its material assets, operation rights and/or business; alter its registered capital; alter its scope of business; declare dividends; and/or remove any of its Directors and senior management members. Pursuant to the Composite Services Agreement, Xiangyu PRC is required to pay to PRC Operational Entity a surety amount of not less than HK\$22,276,000 for the performance of its services provided to PRC Operational Entity under the Composite Services Agreement. As a security for the due payment of the consultation service fees and repayment of the surety money by PRC Operational Entity to Xiangyu PRC under the Composite Services Agreement, PRC Operational Entity has agreed to pledge its interest in the three vessels owned or (as the case may be) jointly-owned by it to Xiangyu PRC.

The term of the Composite Services Agreement commenced from 19 April 2011, and will expire on 18 April 2026, which will be renewable at the request of Xiangyu PRC for successive terms of 10 years each until termination by Xiangyu PRC with a 30-day prior written notice to PRC Operational Entity.

##### Equity Pledge Agreement

Xiangyu PRC, PRC Operational Entity, Mr. Liu and Ms. Zhou entered into an equity pledge agreement ("Equity Pledge Agreement"), pursuant to which Mr. Liu and Ms. Zhou granted a continuing first priority security interests over their respective equity interests in PRC Operational Entity to Xiangyu PRC for guaranteeing the performance of the Composite Services Agreement, the Option Agreement and the Proxy Agreement. Mr. Liu and Ms. Zhou are responsible to record the pledge of equity into the shareholders' register on the effective date of the Equity Pledge Agreement. PRC Operational Entity, Mr. Liu and Ms. Zhou are also responsible to register the pledge of equity in the State Administration for Industry and Commerce 10 days after the effective date of the Equity Pledge Agreement.

### 41. 主要附屬公司詳情(續)

附註：(續)

#### (ii) 合併結構性實體(續)

##### 綜合服務協議(續)

根據綜合服務協議，中國經營實體不可於未取得翔宇中國事先的書面同意前，出售或抵押其重大的資產、經營權及/或業務；更改其註冊資本；更改其業務範圍；宣派股息；及/或罷免其任何董事及高級管理層成員。根據綜合服務協議，翔宇中國須向中國經營實體支付不低於22,276,000港元作為其根據綜合服務協議向中國經營實體履行服務的保證金。作為中國經營實體根據綜合服務協議準時向翔宇中國支付諮詢服務費用及償還保證金的抵押，中國經營實體已同意向翔宇中國抵押其所擁有或(視情況而定)共同擁有的三艘船舶中的權益。

綜合服務協議的年期由二零一一年四月十九日開始，並將於二零二六年四月十八日屆滿，並可應翔宇中國的要求，每次續展十年，直至翔宇中國向中國經營實體發出三十天的事先書面通知終止為止。

##### 權益抵押協議

翔宇中國、中國經營實體、劉先生及周女士訂立一項權益抵押協議(「權益抵押協議」)，據此劉先生及周女士向翔宇中國授予各自所持中國經營實體股權的持續優先抵押權益，以擔保履行綜合服務協議、購股權協議及代表委任協議。劉先生與周女士負責於權益抵押協議生效日將抵押權益在股東登記冊登記。中國經營實體、劉先生及周女士亦負責於權益抵押協議生效日期後十天將抵押權益在國家工商行政管理總局登記。

# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註(續)

For the year ended 31 December 2019 截至二零一九年十二月三十一日止年度

### 41. Particulars of Principal Subsidiaries (Continued)

Notes: (Continued)

#### (ii) Consolidated structured entity (Continued)

##### Equity Pledge Agreement (Continued)

Pursuant to the Equity Pledge Agreement, without the prior written consent of Xiangyu PRC, PRC Operational Entity shall not alter its current shareholding structure and/or its nature or scope of business, Mr. Liu and Ms. Zhou shall not allow PRC Operational Entity to transfer or dispose of its assets or pledge or transfer their respective equity interests in PRC Operational Entity in favor of or to other third parties. Xiangyu PRC is entitled to receive all dividends derived from the pledged equity interests. Xiangyu PRC is entitled to demand repayment of the secured indebtedness and/or to exercise its rights to sell the pledged equity interests on occurrence of certain events of default including but not limited to non-performance or breach of any of the Composite Services Agreement, the Option Agreement and the Proxy Agreement; or failure to repay other debts when due by PRC Operational Entity, Mr. Liu or Ms. Zhou (as the case may be).

The Equity Pledge Agreement became effective from the date of its execution and shall terminate upon performance of all obligations under the Composite Services Agreement, the Option Agreement and the Proxy Agreement in full.

##### Vessel Pledge Agreements

PRC Operational Entity and Xiangyu PRC have entered into three vessel pledge agreements ("Vessel Pledge Agreements") dated 19 April 2011, pursuant to which PRC Operational Entity has pledged in favor of Xiangyu PRC (i) its entire interest in the dredger "Zhuayang No. 101"; (ii) its 50% interest in the dredger "Kaijin No. 1" and (iii) its 50% interest in the dredger "Kaijin No. 3" to Xiangyu PRC, as security for the due payment of the consultation service fees and repayment of the surety money (as well as related interest and expenses, etc.) then owing by PRC Operational Entity to Xiangyu PRC under the Composite Services Agreement.

Pursuant to the Vessel Pledge Agreements, without the prior written consent of Xiangyu PRC, PRC Operational Entity shall not pledge or dispose of its interests in the pledged vessels or any part thereof. Xiangyu PRC is entitled to exercise its rights to sell the pledged vessels on occurrence of certain events of default, including but not limited to the non-payment of the secured indebtedness or non-performance of the Composite Services Agreement.

### 41. 主要附屬公司詳情(續)

附註：(續)

#### (ii) 合併結構性實體(續)

##### 權益抵押協議(續)

根據權益抵押協議，在未取得翔宇中國事先書面同意的情况下，中國經營實體不得更改其現時持股架構及／或其業務性質或範圍，而劉先生及周女士不得容許中國經營實體轉讓或出售其資產，或以其他第三方為受益人或向其抵押或轉讓彼等各自於中國經營實體的股權。翔宇中國有權收取來自已抵押股權的所有股息。翔宇中國有權於發生下列若干違約事件時要求償還有關擔保債務及／或行使其權利以出售已抵押股權，包括但不限於未有履行或違反綜合服務協議、購股權協議及代表委任協議任一項；或中國經營實體、劉先生或周女士(視情況而定)未能償還其他到期債項。

權益抵押協議自其簽訂日期起生效及於全面履行綜合服務協議、購股權協議及代表委任協議項下的所有責任時終止。

##### 船舶抵押協議

中國經營實體及翔宇中國於二零一一年四月十九日訂立三份船舶抵押協議(「船舶抵押協議」)，據此中國經營實體以翔宇中國為受益人，向翔宇中國抵押(i)其於「抓揚101號」挖泥船的全部權益；(ii)其於「開進1號」挖泥船的50%權益及(iii)其於「開進3號」挖泥船的50%權益，以作為中國經營實體準時支付根據綜合服務協議當時結欠翔宇中國的到期諮詢服務費用及保證金(以及相關利息及開支等)的抵押。

根據船舶抵押協議，在未取得翔宇中國事先書面同意的情况下，中國經營實體不得抵押或出售其於已抵押船舶或其中任何部分的權益。翔宇中國有權在發生若干違約事件的情况下行使其出售已抵押船舶的權利，包括但不限於不支付有關擔保債務或不履行綜合服務協議。

# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註(續)

For the year ended 31 December 2019 截至二零一九年十二月三十一日止年度

### 41. Particulars of Principal Subsidiaries (Continued)

Notes: (Continued)

#### (ii) Consolidated structured entity (Continued)

##### Vessel Pledge Agreements (Continued)

The Vessel Pledge Agreements became effective from the date of its execution and shall terminate upon payment or repayment of the consultation service fees, surety money and all other related expenses under the Composite Services Agreement.

The Group has a contractual commitment to provide financial assistance to the PRC Operational Entity. However, due to the strategic importance of it to the Group, the Directors intended to provide financing to the PRC Operational Entity to support the working capital requirements. As at 31 December 2019, the bank borrowings of the PRC Operational Entity of RMB195,000,000 (2018: RMB294,670,000) are secured by pledge of assets jointly owned by the PRC Operational Entity and the Group, corporate guarantee by the Company and personal guarantees provided by Mr. Liu and Ms. Zhou, the Directors of the Company. Unutilised secured bank facilities amounted to approximately RMB18,000,000 (2018: RMB430,330,000).

For the year ended 31 December 2019, the amount of revenue and assets subject to the Contractual Arrangements accounted for 98% (2018: 97%) and 63.2% (2018: 67.3%) of the Group's total revenue and assets respectively.

The Directors, are of the view that the terms of the Contractual Arrangements have in substance enabled Xiangyu PRC to have power over the PRC Operational Entity, rights to variable returns from its involvement with the PRC Operational Entity, and has the ability to use its power to affect its returns, despite the absence of formal legal equity interest held by the Group therein. Accordingly, PRC Operational Entity is accounted for as a consolidated structured entity as a subsidiary of the Company.

### 41. 主要附屬公司詳情(續)

附註：(續)

#### (ii) 合併結構性實體(續)

##### 船舶抵押協議(續)

船舶抵押協議自其簽訂日期起生效，並將於支付或償還綜合服務協議項下的諮詢服務費用、保證金及所有其他有關開支後終止。

本集團擁有向中國經營實體提供財務資助的合約承擔。然而，由於其對本集團而言具有戰略重要性，故此董事計劃向中國經營實體提供融資以支持彼等的營運資金要求。於二零一九年十二月三十一日，中國經營實體的銀行借貸為人民幣195,000,000元(二零一八年：人民幣294,670,000元)，由中國經營實體與本集團共同擁有的資產、本公司提供的公司擔保以及本公司董事劉先生及周女士提供的個人擔保作抵押。未動用有擔保銀行融資額度約為人民幣18,000,000元(二零一八年：人民幣430,330,000元)。

截至二零一九年十二月三十一日止年度，受合約安排規限的收入及資產金額分別佔本集團總收益及資產的98%(二零一八年：97%)及63.2%(二零一八年：67.3%)。

董事認為，儘管本集團於合約安排中並無持有正式的法定股權，惟合約安排的條款已實質上賦予翔宇中國控制中國經營實體的權利，享有來自中國經營實體的可變回報的權利及行使其權力影響其回報的能力。因此，中國經營實體作為本集團的合併結構性實體入賬。

## Notes to the Consolidated Financial Statements (Continued)

### 綜合財務報表附註(續)

For the year ended 31 December 2019 截至二零一九年十二月三十一日止年度

#### 41. Particulars of Principal Subsidiaries (Continued)

The following summarised financial information in respect of PRC Operational Entity represents amounts before intragroup eliminations. PRC Operational Entity has a material subsidiary – Jiangsu Jiaolong and the summarised financial information of Jiangsu Jiaolong is set out in Note 42 and is not included in the financial information below.

#### 41. 主要附屬公司詳情(續)

下文概述的中國經營實體財務資料為集團內部抵銷前數額。中國經營實體擁有一間重要附屬公司 – 江蘇蛟龍，而概述的江蘇蛟龍財務資料載列於附註42中，且並未納入至下列財務資料中。

		2019 二零一九年 RMB'000 人民幣千元	2018 二零一八年 RMB'000 人民幣千元
Current assets	流動資產	<b>30,879</b>	172,829
Non-current assets	非流動資產	<b>1,447,727</b>	1,582,093
Current liabilities	流動負債	<b>(565,340)</b>	(573,997)
Equity attributable to owners of the Company	本公司擁有人應佔權益	<b>913,266</b>	1,180,925
Revenue	收益	<b>195,157</b>	285,930
Expense	開支	<b>(462,817)</b>	(323,083)
Loss for the year and total expense for the year	年內虧損及年內開支總額	<b>(267,660)</b>	(37,153)

## Notes to the Consolidated Financial Statements (Continued)

### 綜合財務報表附註(續)

For the year ended 31 December 2019 截至二零一九年十二月三十一日止年度

#### 42. Subsidiary with Material Non-Controlling Interests

The Group held 51% equity interest in Jiangsu Jiaolong at 31 December 2019 and 2018.

#### 42. 擁有重大非控股權益的附屬公司

本集團於二零一九年及二零一八年十二月三十一日持有江蘇蛟龍51%的股權。

Name of subsidiary 附屬公司名稱	Place of establishment and principal place of business 註冊成立地點及 主要營業地點	Proportion of ownership interests and voting rights held by non-controlling interest 非控股權益持有的擁有權權益 及投票權比例		(Loss)/profit allocated to non-controlling interest 分配至非控股權益的 (虧損)/溢利		Accumulated non-controlling interest 累計非控股權益	
		31.12.2019 二零一九年 十二月三十一日	31.12.2018 二零一八年 十二月三十一日	31.12.2019 二零一九年 十二月三十一日	31.12.2018 二零一八年 十二月三十一日	31.12.2019 二零一九年 十二月三十一日	31.12.2018 二零一八年 十二月三十一日
Jiangsu Jiaolong 江蘇蛟龍	PRC 中國	49%	49%	(4,442)	4,152	146,305	155,203

Summarised financial information in respect of Jiangsu Jiaolong which has material non-controlling interest is set out below. The summarised financial information below represents amounts before intragroup eliminations:

擁有重大非控股權益的江蘇蛟龍的財務資料概述如下。下文概述的財務資料為集團內部抵銷前數額：

		2019 二零一九年 RMB'000 人民幣千元	2018 二零一八年 RMB'000 人民幣千元
Current assets	流動資產	297,784	312,923
Non-current assets	非流動資產	274,621	286,461
Current liabilities	流動負債	(149,124)	(158,794)
Non-current liabilities	非流動負債	(115,852)	(115,001)
Equity attributable to owners of the Company	本公司擁有人應佔權益	161,124	170,386

## Notes to the Consolidated Financial Statements (Continued)

### 綜合財務報表附註(續)

For the year ended 31 December 2019 截至二零一九年十二月三十一日止年度

#### 42. Subsidiary with Material Non-Controlling Interests (Continued)

#### 42. 擁有重大非控股權益的附屬公司(續)

		2019 二零一九年 RMB'000 人民幣千元	2018 二零一八年 RMB'000 人民幣千元
Non-controlling interests	非控股權益	<b>146,305</b>	155,203
Revenue	收益	<b>296,848</b>	374,129
Expense	開支	<b>(315,008)</b>	(377,477)
Loss for the year and total comprehensive expense for the year	年內虧損及年內全面開支總額	<b>(18,160)</b>	(3,348)
Loss and total comprehensive expense attributable to the owners of the Company	本公司擁有人應佔虧損及全面開支總額	<b>(9,262)</b>	(1,707)
Loss and total comprehensive expense attributable to the non-controlling interests	非控股權益應佔虧損及全面開支總額	<b>(8,898)</b>	(1,641)
Loss and total comprehensive expense for the year	年內虧損及全面開支總額	<b>(18,160)</b>	(3,348)
Dividend paid to non-controlling interests	支付予非控股權益的股息	<b>(4,456)</b>	(5,793)
Net cash inflow from operating activities	經營活動產生的現金流入淨額	<b>1,717</b>	55,711
Net cash outflow from investing activities	投資活動產生的現金流出淨額	<b>(18,367)</b>	(10,422)
Net cash outflow from financing activities	融資活動產生的現金流出淨額	<b>(10,056)</b>	(3,597)
Net cash (outflow) inflow	現金(流出)流入淨額	<b>(31,162)</b>	35,899



## Notes to the Consolidated Financial Statements (Continued)

### 綜合財務報表附註(續)

For the year ended 31 December 2019 截至二零一九年十二月三十一日止年度

#### 43. Share-Based Payment Transaction

Pursuant to the written resolution of the shareholders of the Company dated 24 May 2011, the share option scheme (the "Scheme") was approved and adopted. The Scheme was established for the purpose of providing incentives or rewards for the contribution of Directors and eligible persons. The Scheme will remain in force for a period of ten years from adoption of the Scheme. The Scheme will expire on 23 May 2021.

During the year ended 31 December 2019, nil share options (2018: 85,560,000) were granted to directors and employees of the Group. The Binominal model has been used to estimate the fair value of the options.

Movements of share options outstanding and their weighted average exercise prices are as follows:

		2019 二零一九年		2018 二零一八年	
		Weighted average exercise price per share 每股加權 平均行使價 HK\$ 港元	Number of share options 購股權數目	Weighted average exercise price per share 每股加權 平均行使價 HK\$ 港元	Number of share options 購股權數目
Exercisable at beginning of the year	年初可行使	0.131	85,560,000	N/A 不適用	—
Granted	已授出	N/A 不適用	—	0.131	85,560,000
Exercised	已行使	0.131	(8,702,000)	—	—
Lapsed	已失效	0.131	(76,858,000)	N/A 不適用	—
		N/A 不適用	—	0.131	85,560,000

During the year ended 31 December 2019, share options were exercised to subscribe for 8,702,000 (2018: nil) shares at an option price of HK\$0.131. Net proceeds of HK\$1,140,000 (equivalent to RMB1,032,000) were received.

The Group has no legal or constructive obligation to repurchase or settle the options in cash.

#### 43. 股份支付交易

根據日期為二零一一年五月二十四日的本公司股東書面決議案，購股權計劃（「計劃」）獲批准及採納。設立計劃旨在就董事及合資格人士的貢獻給予鼓勵或獎勵。計劃自其獲採納起計十年內持續有效。計劃將於二零二一年五月二十三日屆滿。

截至二零一九年十二月三十一日止年度，本集團董事及員工獲授予零份（二零一八年：85,560,000份）購股權。購股權公平值採用二項式模式估計。

未行使的購股權及其加權平均行使價的變動如下：

截至二零一九年十二月三十一日止年度，行使購股權以每股0.131港元的認購價認購8,702,000股（二零一八年：零）股份。已收所得款項淨額1,140,000港元（相當於人民幣1,032,000元）。

本集團並無法律或推定責任以現金購回或結算購股權。

## Notes to the Consolidated Financial Statements (Continued)

### 綜合財務報表附註(續)

For the year ended 31 December 2019 截至二零一九年十二月三十一日止年度

#### 43. Share-Based Payment Transaction (Continued)

#### 43. 股份支付交易(續)

The fair values of options granted determined were as follow:

按有關方式計算的已授出購股權的公平值如下：

11 October 2018

二零一八年十月十一日

Option value (at grant date)	購股權價值(於授出日期)	HK\$3,080,160 3,080,160港元
Fair value per option (at grant date)	每份購股權公平值(於授出日期)	HK\$0.036 0.036港元
Significant inputs into the valuation model:	估值模式的主要輸入項目：	
Exercise price at grant date	授出日期的行使價	HK\$0.131 0.131港元
Share price at grant date	授出日期的股價	HK\$0.1160 0.1160港元
Expected volatility (note)	預期波幅(附註)	81.3960%
Risk-free interest rate	無風險利率	1.8396%
Life of options	購股權年期	1 year 1年
Expected dividend yield	預期股息率	0%
Valuation model applied	所用估值模式	Binomial 二項式

Note: The expected volatility is measured at the standard deviation of the expected share price return and is based on statistical analysis of daily share prices over 2 years before the respective dates of grant.

附註：預期波幅乃按預期股價回報的標準差計算，並按各個授出日期前兩年的每日股價的統計分析計算。

Options may be exercised at any time from 11 October 2018 to 10 October 2019, all share options have been lapsed on 11 October 2019.

購股權可於二零一八年十月十一日至二零一九年十月十日期間隨時行使，所有購股權已於二零一九年十月十一日失效。

The Group recognised a total expense of nil for the year ended 31 December 2019 (2018: HK\$3,080,160) in relation to share options granted by the Company.

本集團確認，截至二零一九年十二月三十一日止年度，與本公司授出購股權相關的總開支為零(二零一八年：3,080,160港元)。

## Notes to the Consolidated Financial Statements (Continued)

### 綜合財務報表附註(續)

For the year ended 31 December 2019 截至二零一九年十二月三十一日止年度

#### 44. Statement of Financial Position and Reserves of the Company

#### 44. 本公司的財務狀況表及儲備

		2019 二零一九年 RMB'000 人民幣千元	2018 二零一八年 RMB'000 人民幣千元
<b>Non-Current Asset</b>	<b>非流動資產</b>		
Investments in subsidiaries	於附屬公司的投資	<b>259,214</b>	259,214
<b>Current Assets</b>	<b>流動資產</b>		
Amounts due from subsidiaries	應收附屬公司款項	<b>436,964</b>	951,438
Bank balances and cash	銀行結餘及現金	<b>128</b>	127
		<b>437,092</b>	951,565
<b>Current Liabilities</b>	<b>流動負債</b>		
Other payables	其他應付款	<b>3,709</b>	4,125
Amounts due to directors	應付董事款項	<b>5,450</b>	14,547
Bonds payable	應付債券	<b>286,804</b>	254,916
		<b>295,963</b>	273,588
<b>Net Current Assets</b>	<b>流動資產淨值</b>	<b>141,129</b>	677,977
<b>Total Assets Less Current Liabilities</b>	<b>總資產減流動負債</b>	<b>400,343</b>	937,191
<b>Capital And Reserves</b>	<b>資本及儲備</b>		
Share capital	股本	<b>150,365</b>	149,577
Reserves	儲備	<b>249,978</b>	787,614
<b>Total Equity</b>	<b>權益總額</b>	<b>400,343</b>	937,191

The Company's statement of financial position was approved and authorised for issue by the board of directors on 29 April 2020 and are signed on its behalf by:

本公司的財務狀況表已於二零二零年四月二十九日獲董事會批准及授權刊發，並由以下人士代表簽署：

**Liu Kaijin**

劉開進

Director

董事

**Zhou Shuhua**

周淑華

Director

董事

## Notes to the Consolidated Financial Statements (Continued)

### 綜合財務報表附註(續)

For the year ended 31 December 2019 截至二零一九年十二月三十一日止年度

#### 44. Statement of Financial Position and Reserves of the Company (Continued)

#### 44. 本公司的財務狀況表及儲備(續)

Movement in the Company's reserves:

公司儲備的變動：

		<b>Share premium</b>	<b>Share options reserve</b>	<b>Other reserves</b>	<b>Accumulated losses</b>	<b>Total</b>
		股份溢價	購股權儲備	其他儲備	累計虧損	總計
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
At 1 January 2018	於二零一八年一月一日	922,980	—	165,238	(256,950)	831,268
Loss for the year	年內虧損	—	—	—	(51,624)	(51,624)
Equity-settled share-based payments	以權益結算的股份支付	—	2,752	—	—	2,752
Total comprehensive expense for the year	年內全面開支總額	—	2,752	—	(51,624)	(48,872)
Placing of shares (Note 32)	股份配售(附註32)	5,218	—	—	—	5,218
At 31 December 2018 and 1 January 2019	於二零一八年十二月三十一日及二零一九年一月一日	928,198	2,752	165,238	(308,574)	787,614
Loss for the year	年內虧損	—	—	—	(537,880)	(537,880)
Issue of shares upon exercise of share options	行使購股權後發行股份	523	(279)	—	—	244
Share option lapsed	已失效購股權	—	(2,473)	—	2,473	—
At 31 December 2019	於二零一九年十二月三十一日	928,721	—	165,238	(843,981)	249,978

# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註(續)

For the year ended 31 December 2019 截至二零一九年十二月三十一日止年度

### 45. Event After the Reporting Period

#### Grant of share options

On 20 January 2020, the Company granted a total of 17,000,000 share options carrying the rights to subscribe for 17,000,000 ordinary shares of the Company to an employee pursuant to the Company's share option scheme adopted on 24 May 2011. The share options can be exercised from 20 January 2020 to 19 January 2021, both days inclusive, at an exercise price of HK\$0.072 per share. The closing price of the Company's shares immediately before the grant date was HK\$0.072 per share.

#### Subscription of new shares

On 7 April 2020, the Company entered into a subscription agreement (the "Subscription Agreement") with a subscriber to issue 191,917,000 new shares to the Subscriber at HK\$0.04 per subscription share (the "Subscription"). On 24 April 2020, all conditions precedent set out in the Subscription Agreement have been fulfilled and the Subscription has been completed.

#### Outbreak of Coronavirus Disease 2019

After the outbreak of Coronavirus Disease 2019 ("COVID-19 outbreak") in early 2020, a series of precautionary and control measures have been and continued to be implemented across China. The Group will pay close attention to the development of the COVID-19 outbreak and evaluate its impact on the financial position and operating results of the Group. Up to the date when the consolidated financial statements are authorised for issue, the Group was not aware of any material adverse effects on the financial statements as a result of the COVID-19 outbreak. However, the actual impacts may differ from these estimates as the situation continues to evolve and further information become available.

### 45. 報告期後事項

#### 授出購股權

於二零二零年一月二十日，本公司根據其於二零一一年五月二十四日採納的購股權計劃向僱員授出附帶權利可認購本公司17,000,000股普通股的合共17,000,000份購股權。購股權可於二零二零年一月二十日至二零二一年一月十九日(包括首尾兩日)以每股股份行使價0.072港元行使。緊接授出日期前本公司股份的收市價為每股股份0.072港元。

#### 認購新股份

於二零二零年四月七日，本公司與一名認購人訂立認購協議(「認購協議」)，以按每股認購股份0.04港元向認購人發行191,917,000股新股份(「認購事項」)。於二零二零年四月二十四日，認購協議所載的所有先決條件已獲達成，認購事項已告完成。

#### 二零一九年冠狀病毒疾病爆發

於二零二零年初爆發二零一九年冠狀病毒疾病(「COVID-19爆發」)後，中國採取並持續執行一系列防控措施。本集團將密切關注COVID-19爆發的發展狀況，並評估對本集團財務狀況及經營業績的影響。截止綜合財務報表獲授權刊發日期，本集團並未發現COVID-19爆發對財務報表有任何嚴重不利影響。然而，由於疫情仍在演變發展及隨著對有關資料的深入了解，實際影響可能有別於該等估計。



# 中國疏浚環保控股有限公司

## China Dredging Environment Protection Holdings Limited

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

Stock Code 股份代號: 871



Design And Produced By: EDICO Financial Press Services Limited  
設計及製作：鉅京財經印刷服務有限公司



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