



SAM WOO CONSTRUCTION GROUP LIMITED

三和建築集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(於開曼群島註冊成立的有限公司)

(Stock code 股份代號 : 3822)

ANNUAL REPORT **2020** 年報

Contents 目錄

Corporate Information	公司資料	2
Chairman's Statement	主席報告	4
Management Discussion and Analysis	管理層討論與分析	6
Environmental, Social and Governance Report	環境、社會及管治報告	16
Corporate Governance Report	企業管治報告	52
Profile of Directors and Senior Management	董事及高級管理層履歷	63
Directors' Report	董事會報告	67
Independent Auditor's Report	獨立核數師報告	79
Consolidated Statement of Comprehensive Income	綜合全面收益表	90
Consolidated Balance Sheet	綜合資產負債表	91
Consolidated Statement of Changes in Equity	綜合權益變動表	93
Consolidated Statement of Cash Flows	綜合現金流量表	94
Notes to the Consolidated Financial Statements	綜合財務報表附註	95
Five Year Financial Summary	五年財務概要	204

Corporate Information

公司資料

BOARD OF DIRECTORS

Executive Directors

Mr. Lau Chun Ming (*Chairman*)
Mr. Lau Chun Kwok (*Chief Executive Officer*)
Mr. Lau Chun Ka
Ms. Leung Lai So

Independent Non-executive Directors

Professor Wong Sue Cheun, Roderick
Mr. Chu Tak Sum
Mr. Ip Tin Chee, Arnold

AUDIT COMMITTEE

Mr. Ip Tin Chee, Arnold (*Chairman*)
Professor Wong Sue Cheun, Roderick
Mr. Chu Tak Sum

NOMINATION COMMITTEE

Professor Wong Sue Cheun, Roderick (*Chairman*)
Mr. Chu Tak Sum
Mr. Ip Tin Chee, Arnold
Mr. Lau Chun Ming

REMUNERATION COMMITTEE

Mr. Chu Tak Sum (*Chairman*)
Professor Wong Sue Cheun, Roderick
Mr. Ip Tin Chee, Arnold
Mr. Lau Chun Ming

COMPANY SECRETARY

Mr. Chan Sun Kwong

AUTHORISED REPRESENTATIVES

Mr. Lau Chun Ming
Mr. Chan Sun Kwong

REGISTERED OFFICE

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

董事會

執行董事

劉振明先生 (*主席*)
劉振國先生 (*行政總裁*)
劉振家先生
梁麗蘇女士

獨立非執行董事

王世全教授
朱德森先生
葉天賜先生

審核委員會

葉天賜先生 (*主席*)
王世全教授
朱德森先生

提名委員會

王世全教授 (*主席*)
朱德森先生
葉天賜先生
劉振明先生

薪酬委員會

朱德森先生 (*主席*)
王世全教授
葉天賜先生
劉振明先生

公司秘書

陳晨光先生

授權代表

劉振明先生
陳晨光先生

註冊辦事處

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KY1-1111, Cayman Islands

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Fax : (852) 2385-0793
Website : www.samwoo-group.com

PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

Conyers Trust Company (Cayman) Limited
Cricket Square, Hutchins Drive
P.O. Box 2681, Grand Cayman
KY1-1111, Cayman Islands

HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

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

AUDITOR

PricewaterhouseCoopers

PRINCIPAL BANKERS

The Hong Kong and Shanghai Banking
Corporation Limited
Bank of China (Hong Kong) Limited
The Bank of East Asia, Limited
DBS Bank (Hong Kong) Limited
Chong Hing Bank Limited

STOCK CODE

3822

香港總部及主要營業地點

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股份過戶登記總處

Conyers Trust Company (Cayman) Limited
Cricket Square, Hutchins Drive
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KY1-1111, Cayman Islands

香港股份過戶登記分處

卓佳證券登記有限公司
香港
皇后大道東183號
合和中心54樓

核數師

羅兵咸永道會計師事務所

主要往來銀行

香港上海滙豐銀行有限公司
中國銀行(香港)有限公司
東亞銀行有限公司
星展銀行(香港)有限公司
創興銀行有限公司

股份代號

3822

Chairman's Statement

主席報告

Dear Shareholders,

I present on behalf of the board of directors (the "Board") the annual report of Sam Woo Construction Group Limited (the "Company") together with its subsidiaries (the "Group") for the year ended 31 March 2020.

The business environment of the construction industry has been very challenging during the year. As mentioned in the past years, the construction market has been hard-hit by the prolonged debates in the Legislative Council, leading to a large logjam in funding approval for public works. Besides, investments in the private sector development have also been hampered due to the social incidents happening in Hong Kong in the last year and the outbreak of COVID-19 this year. This has resulted in a substantial drop in the number of open tenders in the market, and, in turn, intense competition and suppressed contract prices.

Amidst the challenging environment, the Group obtained a major contract for the Airport Logistic Centre during the year. This is a main contract for the foundation works and is valued at about HK\$500 million. The project has commenced in mid-2019 and is expected to be completed by mid-2020. Contributed together by a few other public works projects, the Group recorded a significant increase in contract revenue up to HK\$917 million and a net profit of HK\$73 million for the year. Throughout the year, the Group has maintained a healthy financial position and a net cash balance.

Against the current backdrop of COVID-19 which leads to economic uncertainties in the global environment and also the interruption in the operation of Legislative Council, we foresee that it will take longer before the construction market can fully recover. While we anticipate more construction works under the Airport Third Runway Program and Kai Tak Development to roll out gradually, the price competition will remain keen and we anticipate the next year to remain tough.

Provided that the government increases its efforts to stimulate economic growth, and public and private sector investments in commercial, residential and infrastructure construction projects, the Directors believe that the construction industry will regain its momentum.

各位股東：

本人謹此代表董事會（「董事會」）提呈三和建築集團有限公司（「本公司」）連同其附屬公司（「本集團」）截至2020年3月31日止年度的年報。

本年度建築業的經營環境極具挑戰。誠如過往年度所述，立法會耗用長時間進行議案辯論，以致大批公共工程撥款的審批積壓，建築市場大受影響。此外，香港去年發生的社會事件及本年度的2019冠狀病毒病疫情亦對私營界別發展項目的投資造成影響。由於在市場公開招標的合同數目大減，令競爭更趨激烈，合同價格受壓。

儘管營商環境充滿挑戰，本集團於本年度仍獲得機場物流中心此項主要合同。這是一項地基工程總承建商合約，造價約5億港元。項目已於2019年中動工，預期於2020年中之前完成。加上另外數項公共工程項目，本集團年內的合約收入顯著增加至917百萬港元，淨利潤為73百萬港元。本集團於年內一直維持穩健的財務狀況及淨現金結餘。

現時2019冠狀病毒病令全球經濟環境充滿不明朗因素，加上立法會運作不時受到的干擾，我們預計建築市場將需要更長時間才能全面復甦。雖然我們預計將有更多建築工程項目根據機場第三跑道計劃及啟德發展項目陸續推出，但價格競爭將繼續激烈，預期明年的市況將仍然艱難。

只要政府加大力度刺激經濟增長，鼓勵公私營界別對商業、住宅及基礎設施建設項目的投資，董事相信，建築業可望重拾動力。

As mentioned by the government earlier that it attaches great importance to the Hong Kong 2030+ Development Strategy. The Directors have been viewing it as a guideline for fulfilling the great demand for housing and infrastructure in the medium and long term, reinforcing the sustainable social and economic development of Hong Kong. We hope that when the current uncertainties in the economic and political arena are overcome, those development plans for projects mentioned in the Policy Address, such as the Energizing Kowloon East can ride back to a normal track.

Our establishment in Hong Kong for almost 30 years with job references both in iconic public infrastructure projects and the private development sector, as well as the commitment of our strong management team and dedicated staff to provide quality work and services to our customers, built up the Group's reputation for its excellence in expertise and experience. These have enabled us to withstand the ups and downs in the market that we experienced the past few decades. The Board remains prudently optimistic about the long term prospects of the construction market. We are confident that the Group, as one of the most dependable contractors in the foundation segment with an extensive range of specialised machinery and equipment will secure more projects and participate instrumentally in landmark projects in the future.

I would like to take this opportunity to express my respect for and appreciation to my fellow Board members, the management team, all staff members, suppliers, subcontractors and other business partners and, most importantly, our shareholders and customers for their support.

To reward and thank our shareholders for their unwavering support, the Board recommends payment of a final dividend of HK2.0 cents per share.

Mr. Lau Chun Ming
Chairman
Hong Kong

23 June 2020

誠如政府較早前提及，其非常重視《香港2030+發展策略》，而董事視此為政府對於滿足龐大的中長期房屋和基建需求，以及加強香港的可持續社會和經濟發展之方針。我們希望在目前的經濟和政治局勢不明朗因素得以克服時，施政報告中所提及的「起動九龍東」等項目之發展計劃可以重回正軌。

我們屹立香港近30載，在標誌性的公共基建項目和私營發展界別皆有彪炳業績，加上我們強大的管理團隊和敬業樂業的員工致力為客戶提供優秀的工作和服務，並且憑藉本集團卓越的專業知識和經驗建立的集團聲譽，讓我們成功跨過過去數十年的市場起伏。董事會仍對建築市場的長遠前景保持審慎樂觀。本集團作為地基行業信譽良好的承建商之一，備有全面的專業機械設備，有信心能夠於未來獲得更多具標誌性的工程。

本人謹藉此機會向董事會成員、管理團隊、員工、供應商、分包商、其他業務合作夥伴，以及最重要的股東和客戶的支持致以衷心謝意。

為回饋及感謝股東的支持，董事會建議派發末期股息每股2.0港仙。

主席
劉振明先生
香港

2020年6月23日

Management Discussion and Analysis

管理層討論與分析

The Board hereby presents the annual results of the Group for the year ended 31 March 2020 (the “Year”/“2020”), together with comparative figures from the previous year ended 31 March 2019 (the “Previous Year”/“2019”).

BUSINESS REVIEW AND OUTLOOK

Group Revenue and Gross Margin

The Group’s revenue for the Year increased by 103% to HK\$917 million (2019: HK\$452 million). The Hospital Expansion project and two new major projects commenced during the Year, i.e. Airport Logistic Centre project and Tseung Kwan O Cross Bay Link project, were the main contributors of the Group’s revenue and gross profit for the Year.

The gross profit and gross margin of the Group for the Year was HK\$127 million and 14% respectively (2019: HK\$4 million and 1% respectively). The profitability for the year improved mainly because the increase in the Group’s revenue so that the overhead costs such as equipment depreciation and labour costs could be shared among several major projects.

董事會謹此呈報本集團截至2020年3月31日止年度（「本年度」／「2020年」）的年度業績，連同截至2019年3月31日止上年度（「去年」／「2019年」）的比較數據。

業務回顧及展望

集團收入及利潤率

於本年度，本集團的收入增加103%至917,000,000港元（2019年：452,000,000港元）。醫院擴建項目以及兩個於本年度開始的主要項目（即機場物流中心及將軍澳跨灣連接路項目）是本集團的收入及本年度毛利的主要貢獻來源。

於本年度，本集團的毛利及利潤率分別為127,000,000港元及14%（2019年：分別為4,000,000港元及1%）。本年度的盈利能力改善，主要是因為本集團的收入增加，因此設備折舊及員工成本等間接成本可以被數個主要項目分擔。

Management Discussion and Analysis

管理層討論與分析

Major Projects

主要項目

	Completion status as at 31 March 2020 於2020年3月31日 完成的狀況	Expected Completion Date 預期完成日期	Estimated Remaining Contract Value 預計餘下合約金額 (HK\$) (港元)
Airport Logistic Centre 機場物流中心	93% 93%	2020 Q2 2020年第二季度	33 million 3,300萬
Hospital Expansion 醫院擴建項目	Almost complete 接近竣工	N/A 不適用	N/A 不適用
Tseung Kwan O Interchange 將軍澳交匯處	80% 80%	2020 Q3 2020年第三季度	29 million 2,900萬
Tseung Kwan O Cross Bay Link 將軍澳跨灣連接路	Completed 已竣工	N/A 不適用	N/A 不適用

Note: The above remaining contract values were determined with reference to internal estimates based on currently available information, and may be subsequently revised.

附註：以上餘下合約金額乃參照目前資訊所作出的內部估計，稍後有可能更改。

Airport Logistic Centre

The Group acts as the main contractor for the foundation works for the development of a logistics centre at Hong Kong International Airport. The contract value amounts to approximately HK\$500 million.

This project commenced in mid-2019 and contributed to about 51% of the Group's total revenue for the Year. Around 93% of the project was completed as at 31 March 2020 and all the construction works had been completed as at the date of this report.

機場物流中心

本集團擔任在香港國際機場發展一個物流中心的地基工程總承建商。本合約造價約5億港元。

此項目已於2019年中動工，佔本集團本年度總收入約51%。於2020年3月31日，約93%項目工程已完成，而於本報告日期，所有建築工程已完工。

Management Discussion and Analysis

管理層討論與分析

Hospital Expansion

In July 2015, the Group won the main contract for foundation and associated works in relation to the expansion of United Christian Hospital from the Hospital Authority. The total contract value amounts to HK\$1,780 million, including contingent and/or provisional sums.

More than half of the project value is for demolition of existing buildings, site formation and road reconstruction to prepare the site for expansion of the hospital with the remaining representing foundation piling works.

This project contributed about 30% of the Group's total revenue for the Year. The construction works of this project were almost completed as at 31 March 2020.

Tseung Kwan O Interchange

This project, commenced in mid-2018, is a subcontract for marine bored pile works for a part of the Tseung Kwan O – Lam Tin Tunnel. The contract value amounts to approximately HK\$170 million.

The project contributed about 3% of the Group's total revenue for the Year.

As at 31 March 2020, around 80% of the project was completed and the project is expected to be completed by the third quarter of 2020.

Tseung Kwan O Cross Bay Link

This project is a subcontract for bored pile works for a part of the Tseung Kwan O – Lam Tin Tunnel. This project commenced in mid-2019 and was completed by early 2020.

The contract value amounts to approximately HK\$70 million and this project contributed about 7% of the Group's total revenue for the Year.

醫院擴建項目

本集團在2015年7月獲得醫院管理局授予聯合醫院擴建的地基工程及相關服務的主合約。本合約總造價為17.8億港元，當中包括或然及／或暫定款項。

此項目按價值計有超過一半為拆卸原有建築物、進行地盤平整及道路改建作醫院擴建的地盤準備工作，而其餘為地基樁柱工程部分。

此項目佔本集團於本年度總收入約30%。此項目的建築工程於2020年3月31日已接近竣工。

將軍澳交匯處

此項目已於2018年中動工，為將軍澳－藍田隧道其中一部分的海事鑽孔樁分包工程，合約造價約1.7億港元。

此項目佔本集團於本年度總收入約3%。

於2020年3月31日，約80%項目工程已完成，預料此項目將於2020年第三季度之前完成。

將軍澳跨灣連接路

此項目為將軍澳－藍田隧道其中一部分的鑽孔樁分包工程。項目已於2019年中動工並已於2020年初之前完成。

合約造價約7,000萬港元而此項目佔本集團於本年度總收入約7%。

BUSINESS OUTLOOK

Against the current backdrop of COVID-19 which leads to economic uncertainties in the global environment and also the interruption in the operation of Legislative Council, we foresee that it will take longer before the construction market can fully recover. While we anticipate more construction works under the Airport Third Runway Program and Kai Tak Development to roll out gradually, the price competition will remain keen and we anticipate the next year to remain tough. Given the size of contracts on hand and number of tenders the Group is likely to be awarded in the near-term, the Group expects that its contract revenue in the next half year will be significantly lower than that of this year. Overhead costs which may not go down proportionately will hard-hit the Group's profitability in the short-term.

The directors of the Company nonetheless share the view that the financial position of the Group remains healthy, as highlighted by zero net gearing as at 31 March 2020. The Group will therefore be able to brace against operational pressure and be confident to recommend a final dividend of HK2.0 cents per share, representing a payout ratio of approximately 46%.

The Group will use its best endeavour to bid for new projects, but before landing major profitable projects, it expects to operate in a tough environment in the coming financial year.

Investment in a property holding company

In March 2017, the Group acquired 5% equity interest in a property holding company, Gold Champion Enterprises Limited ("Gold Champion"). The purpose is to provide a springboard for the Group to explore opportunities in property investment or property development. During the year, Gold Champion has received enquiries from parties interested in the land development or interested to acquire the land parcel. Meanwhile, in view of the economic slowdown recently, Gold Champion sees it an appropriate time to study on the feasibility of a development plan whereas a lowering of development costs is anticipated. Accordingly, Gold Champion will keep it open to any development proposal that is viable in view of the persistent demands in the property market of Hong Kong.

業務展望

現時2019冠狀病毒病令全球經濟環境充滿不明朗因素，加上立法會運作不時受到的干擾，我們預計建築市場將需要更長時間才能全面復甦。雖然我們預計將有更多有關機場第三跑道計劃和啟德發展區的建築工程陸續推出，但是價格競爭將繼續激烈，預期明年的市況將仍然艱難。基於本集團手頭合約和短期內可能中標的項目工程量，本集團預計未來半年的合同收入將顯著低於今年。由於固定成本未能按相對比例縮減，短期內本集團的盈利能力將受到嚴重影響。

然而，本公司董事認為，本集團的財務狀況維持穩健，能夠讓本集團抵抗經營壓力，於2020年3月31日的淨負債比率為零，並欣然建議派發末期股息每股2.0港仙，即派息比率約46%。

本集團將會盡全力投標新項目，但在贏得有利可圖的主要項目之前，我們預期下一個財政年度的經營狀況艱難。

投資於物業控股公司

於2017年3月，本集團收購一間物業控股公司金冠企業有限公司（「金冠」）的5%股權。本集團冀以此作為跳板，發掘物業投資或物業發展的機遇。年內，金冠收到有意進行開發土地或有意收購該地塊的人士的查詢。與此同時，近期經濟放緩之下，發展成本預期會降低，金冠認為現在是研究發展計劃可行性的適當時機。鑑於香港物業市場擁有持續的需求，因此，金冠對任何可行的發展計劃均持開放態度。

Management Discussion and Analysis

管理層討論與分析

FINANCIAL REVIEW AND ANALYSIS

The Group recorded a net profit of HK\$73 million for the Year (2019: net loss of HK\$50 million). The net profit arose mainly because (a) revenue derived from construction contracts increased more than 100% to HK\$917 million for the Year; and (b) there were no such impairment losses of approximately HK\$25 million on retention receivables as recorded in the Previous Year.

The Group's financial position remains healthy, with current ratio at 1.7 times (2019: 1.5 times) and total cash and bank balance amounted to approximately HK\$210 million (2019: HK\$200 million). Net borrowings were 0 (2019: 0), with the Group in a net cash position as at 31 March 2020.

Administrative Expenses

Administrative expenses increased by 15% from HK\$38 million in the Previous Year to HK\$43 million for the Year. The increase in administrative expenses is mainly because of (a) the reduction in exchange gains arising from outstanding Euro loans to about HK\$1 million (2019: HK\$3 million) amidst the relatively modest fluctuation of Euro dollar and the partial repayment of Euro loans during the Year; and (b) the increase in motor vehicle expenses to about HK\$3 million (2019: about HK\$2 million) for the Year due to the increase in traffic needs between several construction sites.

Finance Costs/Income

The Group recorded net finance cost of about HK\$0.1 million for the Year (2019: net finance income of HK\$1 million) mainly attributable to the net cash position of the Group.

Taxation

The effective income tax rate for the Year was 13% (2019: 12%).

財務回顧及分析

本集團於本年度錄得純利73,000,000港元(2019年:淨虧損50,000,000港元)。純利主要來自(a)本年度來自建築工程合約的收入增加超過100%至917,000,000港元;及(b)並無錄得上年度應收保留金的減值虧損約25,000,000港元。

本集團的財務狀況維持穩健,流動比率維持於1.7倍(2019年:1.5倍)的穩定水平,現金及銀行結餘總額約為210,000,000港元(2019年:200,000,000港元)。本集團於2020年3月31日錄得淨現金水平,借款淨額為0(2019年:0)。

行政開支

於本年度,行政開支由去年38,000,000港元增加15%至43,000,000港元。行政開支增加,主要由於(a)本年度歐元的匯率波動較溫和及已償還部分歐元貸款,未償還歐元貸款產生的匯兌收益因此減少至約1,000,000港元(2019年:3,000,000港元);及(b)由於數個建築地盤之間的往來交通需求增加,導致本年度的汽車開支上升至約3,000,000港元(2019年:約2,000,000港元)。

財務費用/收入

本集團於本年度錄得淨財務費用約100,000港元(2019年:淨財務收入1,000,000港元),主要由於本集團處於淨現金水平。

稅項

本年度的實際所得稅稅率為13%(2019年:12%)。

Management Discussion and Analysis

管理層討論與分析

Capital Expenditures and Capital Commitments

The Group generally finances its capital expenditures by internal resources, long-term bank loans and leases. During the Year, the Group invested approximately HK\$21 million in machinery and equipment (2019: HK\$14 million). As at 31 March 2020, the Group's capital commitments relating to purchase of machinery and equipment was nil (2019: nil). During the Year, save as disclosed herein, the Group did not make any material acquisitions or disposals of assets.

As at 31 March 2020, the Group had plant and equipment of carrying amounts over HK\$540 million in total, which consisted of an extensive range of machinery and equipment for foundation construction works. This fleet of plant and equipment enables the Group to undertake both public and private sector projects in order to generate revenue and profit for the Group. The management considers that the fair value less costs of disposal and value in use of these assets are higher than their carrying amounts and therefore no impairment provision is necessary.

Liquidity, Financial Resources and Gearing

Liquidity

The Group generally meets its working capital requirements by cash flows generated from its operations and short-term borrowings. During the Year, the Group generated a net cash inflow of approximately HK\$13 million from operating activities (2019: a net cash outflow of HK\$63 million). Together with short-term bank loans and overdraft facilities available, the Group's daily operations had been financially sound throughout the Year.

As at 31 March 2020, the Group's net current assets were approximately HK\$181 million (2019: HK\$90 million) and current ratio (current assets divided by current liabilities) was 1.7 times (2019: 1.5 times).

Cash and Bank Balances

As at 31 March 2020, the Group's total cash and bank balances amounted to approximately HK\$210 million (2019: HK\$200 million), and are mainly denominated in Hong Kong dollars.

資本開支及資本承擔

本集團一般透過內部資源、長期銀行貸款及租賃撥付其資本開支。本集團於本年度投資約21,000,000港元（2019年：14,000,000港元）購置機械及設備。於2020年3月31日，本集團有關購置機械及設備的資本承擔合共為零港元（2019年：零港元）。於本年度，除本文所披露外，本集團並無任何重大資產購置及出售。

於2020年3月31日，本集團擁有的機械及設備的合計賬面值超過540,000,000港元，其中包括一系列用於地基建工程的機械及設備。此批機械及設備讓本集團能夠承辦公營界別項目，從而為本集團帶來收入及利潤。管理層認為該等資產的公平值減出售成本及使用價值高於其賬面值，因此毋須作出減值撥備。

流動資金、財務資源及資產負債比率

流動資金

本集團一般以其經營產生的現金流及短期借貸撥付其營運資金需求。於本年度，本集團經營活動產生現金流入淨額約13,000,000港元（2019年：現金流出淨額63,000,000港元）。加上短期貸款及備用銀行透支，本集團於本年度的日常營運維持財政穩健。

於2020年3月31日，本集團的淨流動資產約為181,000,000港元（2019年：90,000,000港元），而流動比率（按流動資產除以流動負債計算）為1.7倍（2019年：1.5倍）。

現金及銀行結餘

於2020年3月31日，本集團的現金及銀行結餘總額約為210,000,000港元（2019年：200,000,000港元），主要以港元計值。

Management Discussion and Analysis

管理層討論與分析

Borrowings

As at 31 March 2020, the Group had total borrowings of approximately HK\$119 million (2019: HK\$96 million) denominated in either Hong Kong dollars or Euros. Borrowings generally include short-term and long-term bank loans, finance leases and overdrafts bearing floating interest rates. Of the total borrowings, approximately HK\$101 million (2019: HK\$80 million) was short-term bank loans and approximately HK\$8.5 million was the current portion of long-term bank loans with maturity dates within 12 months (2019: approximately HK\$13 million was the current portion of long-term bank loans and obligations under finance leases with maturity dates within 12 months).

Gearing Ratio and Total Equity

As at 31 March 2020, the Group did not have net gearing (net borrowings divided by total equity), instead, it had a net cash position (2019: same). The Group's net cash position was mainly attributable to the profits from operations accumulated during the previous years and the repayment of the majority of the borrowings financing the investment in machinery and equipment in the past years. For the purpose of calculating the Group's net gearing ratio, net borrowings refer to the total borrowings less cash and cash equivalents and restricted bank balances.

The Group's total equity as at 31 March 2020 was approximately HK\$698 million (2019: HK\$626 million).

Foreign Exchange Exposure

Operations of the Group are mainly conducted in Hong Kong dollars. The Group's revenue, expenses, cash and bank balances, borrowings, other monetary assets and liabilities are also principally denominated in Hong Kong dollars. Other than the purchases paid in Euros and Singapore dollars and such short-term Euros borrowings for settlement, the Group was not exposed to any significant foreign currency risk and had not employed any financial instrument for hedging.

借款

於2020年3月31日，本集團借款總額約119,000,000港元（2019年：96,000,000港元），以港元或歐元計值。借款一般包括短期及長期銀行貸款、融資租賃及透支，並按浮動利率計息。於借款總額中，約101,000,000港元（2019年：80,000,000港元）為短期銀行貸款，及約8,500,000港元為長期銀行貸款的即期部分，根據各自到期日於12個月內到期（2019年：約13,000,000港元為長期銀行貸款及融資租賃責任的即期部分，根據各自到期日於12個月內到期）。

資產負債比率及權益總額

於2020年3月31日，本集團並無淨負債比率（按借款淨額除以權益總額計算）而是錄得淨現金水平（2019年：相同）。本集團錄得淨現金水平主要由於過往年度累積的營運產生溢利以及償還大部份用以撥付過往年度的機械及設備投資之借貸。就計算本集團的淨資產負債比率而言，借款淨額指借款總額減去現金及現金等價物，以及受限制銀行結餘。

於2020年3月31日，本集團的權益總額約為698,000,000港元（2019年：626,000,000港元）。

外幣風險

本集團的營運主要以港元進行。本集團的收入、開支、現金及銀行結餘、借款、其他貨幣資產及負債亦主要以港元計值。除了本年度的採購以歐元及新加坡元支付以及就有關結算而動用的相關短期歐元借款外，本集團並無重大外幣風險，亦無採用任何金融工具作對沖用途。

Management Discussion and Analysis

管理層討論與分析

Contingent Liabilities

As at 31 March 2020, save for guarantees of performance bonds relating to three foundation works and ancillary services projects of the Group of approximately HK\$50 million, HK\$18 million and HK\$17 million, respectively (2019: approximately HK\$18 million and HK\$17 million, respectively), the Group did not have any material contingent liabilities. The performance bonds are expected to be released in accordance with the terms of the respective construction contracts.

Pledge of Assets

As at 31 March 2020, the net book amount of right-of-use assets (2019: plant and equipment held under finance lease) approximately HK\$16 million (2019: HK\$64 million) and plant and equipment approximately HK\$52 million (2019: HK\$76 million) was pledged for lease liabilities and long-term bank loans, respectively. None of the banking facilities of the Group were secured by the Group's bank deposits (2019: none).

RELATIONSHIPS WITH CUSTOMERS, SUPPLIERS AND EMPLOYEES

Customers

The Group emphasises its ability to deliver quality work on time to customers and within the pre-determined project budget. To execute the quality assurance policy of the Group, we have maintained a quality management system which follows the ISO 9001 standards. Quality assurance functions are performed throughout the foundation works process from the construction materials procurement stage to the completion stage to ensure that the foundation works and ancillary services meet the standards required by each customer. In addition, members of our management team communicate with our customers on a regular basis during the course of a project to better understand and respond to our customers' specific requirements. As our foundation business operates on a non-recurring and project-by-project basis, we have not entered into any long-term master contract with any of our major customers. However, through this continued relationship development, our Group aims to attract further business from these customers and referrals from these customers. Our directors consider that our Group has established good relationship with our customers by delivering constructive solutions and quality service to them.

或然負債

於2020年3月31日，除有關本集團三項地基工程及附屬服務項目的履約保函擔保分別約50,000,000港元、18,000,000港元及17,000,000港元（2019年：分別約18,000,000港元及17,000,000港元）之外，本集團並無其他任何重大或然負債。該等履約保函預計將根據各建築合約的條款解除。

資產抵押

於2020年3月31日，賬面淨值分別為約16,000,000港元（2019年：64,000,000港元）的使用權資產（2019年：根據融資租賃持有的機械及設備）及約52,000,000港元（2019年：76,000,000港元）的機械及設備已質押以作為租賃負債及長期銀行貸款之抵押。本集團沒有銀行信貸由本集團的銀行存款作抵押（2019年：無）。

與客戶、供應商及僱員的關係

客戶

本集團強調按時及在項目的預算內向客戶交付優質工程的能力。為執行本集團的質保政策，我們已採取符合ISO 9001標準的質量管理系統。質量保證職能從採購建築材料階段到完成的各個階段均貫徹採納，以確保地基工程及附屬服務可達到各客戶要求的標準。此外，於項目過程中，我們的管理團隊成員與客戶保持定期溝通，以便深入了解及回應客戶的具體要求。由於本集團的地基業務以非經常性及以項目為單位營運，我們並無與任何主要客戶訂立任何長期綜合合約。然而，透過這種持續的關係發展，本集團旨在從該等客戶招攬更多的業務及客戶的轉介。董事認為，本集團已透過向客戶提供建設性的解決方案及優質服務，與客戶建立起良好的關係。

Management Discussion and Analysis

管理層討論與分析

Suppliers

We enter into contracts with our suppliers for construction materials and subcontractors on a project-by-project basis without a long term contract. Meanwhile, we maintain a pre-approved list which admission is subject to assessment of their background (including track record, pricing, market reputation, timely delivery, financial conditions and after-sales service) and the satisfactory quality of their construction materials, and review and update the list from time to time. We also acquired machinery and equipment from Asian and European manufactures. We will check the product qualities and make payments according to the contract terms. The directors consider that we have maintained good business relationships with these suppliers, subcontractors and manufacturers. During the year, there was no material delay or dispute related to them causing disruption to our operations. Some of them also have developed good trading history of over years with our Group.

Employees

We believe that our employees are important assets to our Group. Our directors recognise the importance of attracting and retaining staff by providing a healthy and safe working environment and job security. Our staff receive training to enable them to acquire the prerequisite skills and knowledge on health and safety related procedures before they are assigned to carry out foundation works and ancillary services on sites. Our Group also performs regular maintenance checks on the machinery and equipment since our Group regards regular maintenance as an important element to ensure safety at the work sites. There was no fatal accidents happened in the Group's projects during the year and the accident rate was lower than the industry average for the construction industry.

As at 31 March 2020, the Group had approximately 331 (2019: 175) employees. The remuneration package we offer to our employees includes salary, discretionary bonuses and allowances. In general, we determine employee salaries based on the individual's qualifications, position and performance (where applicable). We have designed an appraisal system to assess the performance of our employees, which forms the basis of our decisions with respect to salary raises, bonuses and promotions. Our directors believe that the relationship and co-operation between our management team and our employees has been good.

供應商

我們按逐項基準就建築材料與供應商訂立合約並與分包商訂約，且並無訂立長期合約。同時，我們列有一份預先認可名單，獲納入該名單前，供應商必須先通過就彼等背景（包括往績記錄、價格、市場聲譽、準時交付情況、財務狀況及售後服務）及彼等建築物料質量是否令人滿意所作的評估，本集團不時檢討及更新該名單。我們亦向亞洲及歐洲製造商購置機械及設備。我們將檢查產品質量並根據合約條款付款。董事認為，我們一直與該等供應商、分包商及製造商維持良好業務關係。年內，並無有關彼等的任何重大延遲或爭議對本集團業務造成干擾。彼等當中有多個已經與本集團合作多年。

僱員

我們相信，僱員乃本集團的重要資產。本集團董事認識到透過提供一個健康及安全的工作環境及工作保障對吸引及挽留員工的重要性。我們的員工在被派往地盤開展地基工程及附屬服務前已接受培訓，以便能掌握有關健康及安全流程的必要技能及知識。本集團亦對機械及設備進行定期檢修，因為我們將定期保養和檢查視為確保工程地盤安全的要素。年內本集團的項目內並無發生致命事故，且事故率低於建築行業的行業平均水平。

於2020年3月31日，本集團有約331名（2019年：175名）僱員。我們提供予僱員的酬金組合包括薪金、酌情花紅及津貼。在通常情況下，我們根據僱員的個人資歷、職位及表現（倘適用）來釐定其薪金。我們設計了一套審核制度，以評估僱員的表現，並據此決定其加薪幅度、花紅及晉升。董事相信，我們管理團隊與僱員之間的關係與合作保持良好。

ENVIRONMENTAL POLICIES

Our Group also places an emphasis on environmental protection when undertaking our foundation works and ancillary services. Our Group's activities are performed with the utmost attention to quality, safety and with respect to the environment. It is the policy of our Group to ensure that all its activities are carried out in a manner that causes minimum adverse impact on the environment through the establishment and implementation of a management system which aims to achieve environmental targets, comply with environmental legislation and regulations, foster employees' awareness of their responsibilities for the environment; and review the Group's performance in respect of environmental matters and strive to achieve continual improvement of its performance and prevention of pollution. Trainings are provided to all staff including the sub-contractor staff on the statutory and other relevant requirements on environment and the implications of not complying therewith.

In recognition of the policies and procedures undertaken by our Group to address potential environmental issues with its foundation works and ancillary services, in particular, large diameter bored piles (with bell-out) and rock socketed steel H-piles in pre-bored holes, our Group was awarded the ISO 14001:2004 (environment management system accreditation) and renewed the certificate after passing the relevant audits conducted by external certification body. Our Group also implements an ISO 50001-based EnMS (energy management system) that helps us to ascertain our current status of energy use in order to devise corresponding measures to promote efficient energy use in machinery and facilities and to formulate a clear framework to promote continual improvement in energy management and raise staff awareness on energy efficiency and conservation. Our Group also monitors continuously on the compliance with the customer's environmental protection requirements and relevant laws and regulations. During the year, our Group had not been prosecuted by any governmental authority for any purported breach of any applicable environmental laws and regulations.

環保政策

本集團於承接地基工程及附屬服務時亦着重環境保護工作。本集團業務執行過程中尤為注重質量、安全及環保。本集團的政策為透過建立及實施管理系統，以對環境造成最小不利影響的方式進行所有其業務，該管理系統旨在達成環保目標、符合環保法律及法規、培養員工的環保責任意識，並檢討本集團有關環保事宜的表現，致力實現其業績表現的持續改善並防止污染。本集團就環保的法定及其他相關規定以及不遵守該等規定的影響向全體員工（包括分包商的員工）提供培訓。

本集團獲頒發ISO 14001 : 2004（環境管理體系認證），以認可本集團為解決地基工程及附屬服務（尤其是大口徑鑽孔擴底樁及套入岩石鋼樁）涉及的潛在環境問題而採取的政策及流程，並經通過外部審核公司進行的相關審核後，重續證書。本集團並已實施ISO 50001能源管理體系，可以協助我們了解現行能源使用狀況，以制訂機械和設備使用相應的善用能源措施和框架，促進持續改善能源管理，提高員工對能源效益和節能的意識。本集團亦就遵守客戶的環保要求及相關法律及法規進行持續監控。年內，本集團並無因任何指稱違反任何適用環境法律及法規而被任何政府機關起訴。

Environmental, Social and Governance Report

環境、社會及管治報告

Contents

目錄

1. Our Report 我們的報告
 - 1.1. Overview 概覽
 - 1.2. Scope of Reporting 報告範圍
 - 1.3. Feedback 意見反饋
 - 1.4. Reporting Principles 匯報原則
2. Engagement of Stakeholders 持份者參與
3. Care for the Environment 愛護環境
 - 3.1. Pollution Control 污染控制
 - 3.2. Use of Resources 善用資源
 - 3.3. Green Operation 綠色營運
 - 3.4. Tackling Climate Change 應對氣候變化
4. Growth and Win-Win 成長共贏
 - 4.1. Equal Employment 平等僱傭
 - 4.2. Occupational Health And Safety 職業健康與安全
 - 4.3. Talent Development 人才發展
 - 4.4. Protection of Rights and Interests 權益保障
5. Operational Commitment 營運承擔
 - 5.1. Supply Chain Management 供應鏈管理
 - 5.2. Quality Construction 優質施工
 - 5.3. Corporate Governance 企業治理
 - 5.4. Giving Back to Society 回饋社區
 - 5.5. Award and Achievement 獎項及成就

Sustainability Performance Overview 可持續數據表現概要

Hong Kong Stock Exchange Environmental, Social And Governance Reporting Guide Index 香港
聯交所環境、社會及管治報告指引索引

Environmental, Social and Governance Report

環境、社會及管治報告

1. OUR REPORT

1.1. Overview

This report provides the corporate social responsibility performance of Sam Woo Construction Group Limited (the “Group”) (HKEx Stock Code: 03822) in environmental, social and governance from 1 April 2019 to 31 March 2020. This report is in compliance with the “comply or explain” provisions of Environmental, Social and Governance Reporting Guide (ESG Reporting Guide) under Appendix 27 to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and contains all recommended disclosures therein.

1.2. Scope of Reporting

This ESG Report covers the operation of the Group’s headquarters office and the foundation works project of Tseung Kwan O and the Airport.

1.3. Feedback

Your comments and advices will help determine and reinforce the Group’s future sustainability strategy. In order to enable the Group to comprehensively understand and improve the performance related to corporate social responsibility work, we eagerly look forward to your feedback via the following contact information:

Sam Woo Construction Group Limited

三和建築集團有限公司

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Fax 傳真：(852) 2385-0793

E-mail 電子郵件：info@samwoo-group.com

1. 我們的報告

1.1. 概覽

本報告提供有關三和建築集團有限公司(下稱本集團)(港交所上市編號：03822)在2019年4月1日至2020年3月31日的環境、社會及管治的企業社會責任表現的情況。本報告已遵守《香港聯合交易所有限公司證券上市規則》附錄27《環境、社會及管治報告指引》(ESG報告指引)所載列的「不遵守就解釋」條文，並根據指引中的所有建議披露作匯報。

1.2. 報告範圍

本環境、社會及管治報告的內容涵蓋本集團的總部辦公室的營運，以及將軍澳與機場的地基工程項目。

1.3. 意見反饋

您的意見及建議均有助確定及加強本集團未來的可持續發展策略。為使本集團更全面地瞭解及改善有關企業社會責任工作的表現，我們殷切期望閣下透過以下聯繫方式給予反饋：

Environmental, Social and Governance Report

環境、社會及管治報告

1.4. Reporting Principles

We have considered the following reporting principles in preparing this report:

Materiality: We communicate regularly with stakeholders to better understand their concerns about sustainability issues that affect them. When we examine the status quo, materiality and disclosure of sustainability issues, we will regularly refer to local and regional sustainability standards and those of our peers to ensure that our sustainability priorities and strategies are aligned with those standards.

Quantitative: Our data collection and analysis for the Report were based on relevant guidelines and standards, such as ISO 14064 for our greenhouse gas emissions and the guidelines issued by the Government of HKSAR for energy and carbon audits for our buildings. Furthermore, figures may not add up to the total due to rounding.

Balance: Our goal is to maintain a balance of reporting and make fair disclosure of the progress and ongoing challenges in the key areas of the Group's performance in order to enhance transparency.

Consistency: Since 2017, we prepare this report in accordance with the Environmental, Social and Governance Reporting Guide of the Stock Exchange to allow for meaningful comparisons of our ESG performance over time.

1.4. 匯報原則

我們在制定本報告時考慮了以下的報告原則：

重要性：我們定期與持份者溝通，以便更好地了解其關注影響他們的可持續發展議題。當我們審視可持續發展的情況、重要性及披露時，我們會定期參考同行及本地和地區的可持續發展標準，確保我們在可持續發展的重點和策略上與之相應。

量化：報告內的數據是按照有關指引及標準收集和分析所得，例如參照國際標準ISO 14064匯報我們的溫室氣體排放，以及依循香港特區政府發出的有關指引為我們的辦公大樓進行能源及碳審計。另外，由於各數字以四捨五入計算，相加結果未必與總計數字相符。

平衡性：我們的目標是維持報告的平衡，並就集團表現最關鍵方面的進度及持續挑戰作出公平披露，以提高透明度。

一致性：自二零一七年起，我們乃遵循「香港聯交所環境、社會及管治報告指引」進行匯報，讓集團可就過去的表现按年比較。

2. ENGAGEMENT OF STAKEHOLDERS

We believe that sincere communication with stakeholders is the key for the Group's business development and growth and is also an indispensable part of our efforts in sustainable development. Therefore, we deeply understand the concerns of different stakeholders to meet their demands and continue to improve, and thus also enhance the Company's management capabilities of sustainable development and drive the realization of the Company's strategic objectives.

In order to better understand the stakeholders' expectations and comments on the Group's ESG issues, we continuously communicate with a wide range of stakeholders. According to the requirements of the Listing Rules, we regularly disclose the Company's operating performance and project progress on the information disclosure website designated by the Stock Exchange (HKEXnews: www.hkexnews.hk). All disclosures are prepared and published in accordance with the requirements of the Listing Rules, to ensure that they are up to date with our latest developments. In addition, the Group maintains close contact with customers and contractors through meetings, telephone conferences and e-mails. They may also have access to more information by referring to publications about the Group.

By communicating with the stakeholders, we have identified the following issues which are important to the sustainable development of the Group. Those issues are classified as the sustainable development focuses of the Group.

2. 持份者參與

我們認為與持份者坦誠溝通是集團業務發展及增長的關鍵，亦是企業可持續發展工作中不可或缺的內容。因此，我們深入瞭解不同持份者關注的事項，滿足他們的訴求並持續改進，也藉此提升公司的可持續發展管理能力，驅動公司戰略目標的實現。

為更了解持份者對本集團的ESG事宜的期望及意見，我們持續不斷與廣泛的持份者進行溝通。我們根據上市規則的要求，於聯交所指定資訊披露網站（披露易：www.hkexnews.hk）中定期披露本集團的經營情況及項目進展等，有關披露為按照上市規則的要求編制及發佈，務求令投資者能充分掌握我們的最新動態。本集團亦經常與客戶及承判商等以會議、電話會議、電郵等方式保持緊密聯繫，他們亦可通過參閱有關本集團的刊物瞭解更多的資訊。

本集團經過與持份者的溝通後，我們識別出以下的項目為對本集團可持續發展有重大影響的方面。這些方面已被列為本集團可持續發展的重點關注領域。

Environmental, Social and Governance Report

環境、社會及管治報告

Environmental Aspects

環境方面

- Pollution Control
- 污染控制
- Use of Resources
- 善用資源
- Promoting Green Operation
- 推動綠色營運

Social Aspects

社會方面

- Equal Employment
- 平等僱傭
- Occupational Health and Safety
- 職業健康與安全
- Training and Development
- 培訓發展
- Protection of Rights and Interests
- 權益保障
- Supply Chain Management
- 供應鏈管理
- Quality Products
- 優質產品
- Corporate Governance
- 企業治理
- Giving Back to Society
- 回饋社區

3. CARE FOR THE ENVIRONMENT

Management approach and policies

The Group understands that conducting construction works will cause potential impact on the environment. Therefore, the Group carefully considers its impact on the environment in the process of business development, to minimize the effect that are detrimental to our environment while making positive contribution to the environment. The Group has adopted ISO 14001 Environmental Management System and ISO50001 Energy Management System and conducts internal and external assessments regularly to evaluate the system effectiveness for continuous improvement, so as to reduce and avoid unnecessary pollution to demonstrate our commitment on environmental management.

The Group has strictly complied with all applicable environmental protection laws and regulations, and there were no cases of prosecution due to violation of the relevant environmental protection laws during the reporting period.

3.1. Pollution Control

Waste Gas Emission

The Group has been focusing on the issue of waste gas emission. Our main waste gas emission is the dust generated during construction and the emissions from the Group's vehicles. We follow the construction advice of the main contractors to adopt all appropriate mitigation measures, such as sprinkling water on dry ground to reduce blowing dust. In addition, only a small number of private cars in the Group are used for employees' short-distance transport, so there has been no significant impact on the environment.

3. 愛護環境

管理方針及政策

本集團明白進行建築工程對環境所產生的潛在影響，故此集團在發展業務的同時，無不小心考量對環境的損害，務求盡量減輕我們對環境造成的影響，並同時為環境保護作出貢獻。透過採用ISO 14001環境管理系統及ISO 50001能源管理系統，並定期就系統的有效性進行內部及外部評估，力求持續改善，以減少及避免不必要的污染，以展現對環境管理的承諾。

本集團嚴格遵守所有適用的環保法例和法規，報告期內未有因為違反與環保相關法例而被檢控的個案。

3.1. 污染控制

廢氣排放

本集團一直關注廢氣排放問題，我們的主要廢氣排放為施工時所產生的塵土及來自集團汽車的排放，而我們會按照總承建商的施工建議，採用一切合適的緩解措施，例如在乾燥的地面灑水等，減少塵土飛揚。另外，集團只有少量的私家車以為員工工作短途接送之用，故此對環並未有重大的影響。

Environmental, Social and Governance Report

環境、社會及管治報告

Solid Waste Management

The Group understands that handling and disposing of waste is an increasingly serious environmental issue, and knows that the large amount of construction waste generated on construction sites will place a heavy burden on waste disposal facilities. Therefore, we promote the waste reduction from the source, assess production procedures regularly, identify the source of waste to formulate policies to reduce the generation of hazardous waste, and facilitate recycling to treat waste in a responsible manner. In order to handle construction waste properly, the Group has formulated complete construction waste management plan, including recycling, handling, transferring and disposing of construction waste.

The hazardous waste and non-hazardous waste generated by the Group's Tseung Kwan O project is collected, handled and disposed by the main contractors. Although we do not handle hazardous waste and non-hazardous waste directly, we strictly comply with the main contractors' waste management measures. For example, we will carry out separation of hazardous wastes, and put them into designated containers and storage areas separately.

For the management of hazardous wastes that generated by the projects for the Airport, we will separately store hazardous waste in designated container with appropriate labels for identification. For the disposal of hazardous wastes, we strictly comply with relevant laws and regulations, a licenced waste collector would be appointed for disposal of the hazardous waste. During the last Reporting Period, no hazardous waste was generated from the Group.

固體廢物處理

本集團明白處理及棄置廢物是日益嚴重的環境問題，亦知悉建築工地產生大量建築廢物會對廢棄物處理設施做成沉重的負擔。為此，我們推動源頭減廢，定期評估生產流程，找出廢棄物產生的源頭，以制定減少有害廢棄物的產生；並促進回收，以負責任的方式處理廢物。而為了妥善處理建築廢物，本集團已制訂完善的建築廢物管理計劃，當中包括回收、處理、轉移和棄置建築廢物。

由於本集團的將軍澳工程項目所產生的有害廢棄物及無害廢棄物均由總承建商收集、處理及棄置。雖然我們並未有直接處理有害廢棄物及無害廢棄物，但是我們亦會嚴格遵從有關總承建商的廢棄物管理措施，例如：我們會將有害廢棄物進行分類，並獨立儲存於指定的垃圾收集箱或地點。

而對於機場項目的有害廢棄物的管理，我們會將有害廢棄物均會獨立儲存於專用垃圾桶內，並附有適當的標籤作識別；而當需要處置有害廢棄物時，會嚴格遵從有關的法律法規安排合資格的有害固體廢物處理公司進行回收處理。而在過去報告期內，我們並未有有害廢棄物產生。

Environmental, Social and Governance Report

環境、社會及管治報告

Non-hazardous wastes generated due to foundation works for the Airport during the Reporting Period are set out below:

以下為機場地基工程項目於報告期間生產的無害廢棄物量：

Waste 廢棄物	Unit 單位	Airport 機場
Non-hazardous waste 無害廢棄物	tonnes 噸	151,836.75
Non-hazardous waste intensity (output) 無害廢棄物密度(以生產重量)	tonnes/output (tonnes) 噸/產量噸	4.96

Reduction of wastewater discharge

The Group deeply agrees that the shortage of water resources is a serious problem facing the world. The Group handles sewage discharge carefully, minimizing the impact on the surrounding environment. The construction wastewater would be treated at the sewage treatment tank first before discharging into sewage drains to ensure the compliance with the requirements of the sewage discharge license. Meanwhile, the Group has been promoting the concept of wastewater recycling to reduce wastewater discharge and conserve water.

減少廢水排放

集團深切認同水資源短缺是全球面對的嚴峻難題。本集團審慎處理污水排放事項，將周遭環境所受的影響減至最低。建築過程中所產生的污水會先經過污水處理池處理以確保符合污水排放牌照的條件，再經污水渠排放。同時，集團一直在推廣廢水循環利用的理念，務求在減少廢水排放的同時節省用水量。

3.2. Use of Resources

To make good on the Group's promise on achieving environmentally sustainable development, we have formulated the code of practice and technical guidance, which summarize our environmental protection requirements on employees, contractors and suppliers and provide more specific management suggestions and measures to the employees, to ensure all resources, including energy, water and other natural resources, are used in an efficient and conservative manner.

3.2. 善用資源

為實踐本集團對於實現環境可持續發展的承諾，我們制定實務守則及技術指引，該手則及指引概括了我們對員工、承包商和供應商的環境保護要求，並為員工提供了更具體的管理建議及措施，使其更有效及審慎地使用所有資源，包括能源、水及其他天然資源等。

Environmental, Social and Governance Report

環境、社會及管治報告

Energy conservation and consumption reduction

The Group has always been committed to promoting the environmental protection performance and reducing energy consumption. For effective energy management, we have already adopted the ISO50001 Energy Management System and have been certified for many years. With this systematic management, we expect to lower energy costs, reduce greenhouse gas emissions and achieve the Group's sustainable development goals.

Water conservation and efficiency enhancement

The Group deeply agrees that the shortage of water resources is a serious problem facing the world. To strengthen the management and protection of water resources, the Group to strictly control the emissions of waste water, adhere to the objective "save water, use water wisely". We actively promotes the concept of using recycled water on the construction sites. The construction wastewater would be reused for water spraying for dust reduction and for equipment cleaning after treated by sewage treatment tank, which helps to reduce water consumption and control pollution simultaneously. In addition, the Group is also committed to raising the employees' awareness of water conservation, we publicize water resources management measures to employees in environmental trainings; meanwhile, the Group also strengthens the maintenance, inspection and management of water-consuming equipment to avoid leakage caused by pipeline damage, thus achieving the purpose of water conservation of the Group.

節能降耗

本集團一直致力促進環保表現，減少耗能。為有效進行能源管理，我們早已採用ISO 50001能源管理系統，並持續多年獲得認證。期望藉此系統化的管理，使能源成本降低、減少溫室氣體排放，繼而達到集團的可持續發展目標。

節水增效

集團深切認同水資源短缺是全球面對的嚴峻難題。為加強管理和保護水資源，本集團囑咐各工程項目主管嚴格管控污水處理排放及加強對水資源的管理，並以「節約用水、明智用水」為目標，積極於工地推行使用循環水的理念。透過將工序中產生的污水，經過污水處理池進行處理，然後再輸送回工地內作減塵灑水及清洗裝備之用，以減少用水之餘亦有助控制污染。另外，本集團亦致力提高員工的節水意識，我們在環境培訓中向員工宣傳水資源管理措施；同時亦加強對用水設備的維護檢查管理，以避免因管線損壞而導致漏水情況，從而達至集團的節約用水的目的。

Environmental, Social and Governance Report

環境、社會及管治報告

During the reporting period, the major resources consumed by the Group during its operation and production are summarized as follows:

於報告期間，本集團在運作及生產期間所消耗的各種主要資源概列如下：

Resources 資源	Unit 單位	Total consumption 總耗量
Electricity 電力	kWh 千瓦時	673.05
Gasoline (mobile sources) 汽油(流動源)	litres 公升	26,950.89
Diesel (mobile sources) 柴油(流動源)	litres 公升	82,382.98
Diesel (stationary sources) 柴油(固定源)	litres 公升	3,888,044.00
Acetylene 乙炔	kilogram 公斤	245.52
Fresh water 食水	m ³ 立方米	80,608.00
Paper materials 紙類物料	kilogram 公斤	818.36

Environmental, Social and Governance Report

環境、社會及管治報告

3.3. Green Operation

Advocating green office

The Group proactively integrates environmental responsibility into its daily operations. In this regard, we have established the green office policy and the management measures of green operation to reduce environmental impact and the consumption of natural resources. We will continue to examine feasible strategies and measures for energy conservation and look for more opportunities for energy conservation and carbon reduction.

Measure name

措施名稱

Green office
綠色辦公室

Measure details

措施內容

- Adopting zoning control for lighting and air-conditioning systems in the office
- 辦公室的照明及空調系統採用分區控制
- Encouraging paperless office by replacing traditional paper documents with electronic documents
- 鼓勵無紙化辦公，利用電子文檔取代傳統紙質文檔
- Setting air conditioners' temperature to 25°C
- 設定空調溫度為25°C
- Arranging for the supplier to collect toner cartridges to minimize the production of hazardous waste
- 碳粉匣會安排由供應商作回收，減少危險廢棄物的產生
- Advocating utilization of recycled paper in response to the call for cherishing the earth's resources
- 提倡使用再造紙以響應珍惜地球資源

3.3. 綠色營運

倡導綠色辦公

本集團積極將環境責任融入到企業日常經營行為中，對此我們為訂立綠色辦公室政策及綠色營運的管理措施，以減低對環境及自然資源的消耗。我們會持續檢視節約能源的可行策略和措施，並尋找更多節能和減碳的機會。

Environmental, Social and Governance Report

環境、社會及管治報告

Measure name 措施名稱	Measure details 措施內容
Promoting Green Concepts in the Supply Chain 在供應鏈中宣傳環保	<ul style="list-style-type: none">• All contracts entered into with suppliers contain all requirements on environmental protection. Suppliers are required to comply with environmental protection laws and regulations and the standards of the Group• 與供應商簽訂的合同中包含環境保護的所有規定，供應商必需遵從環保法律法規及本集團的標準• The Group will also use posters and emails from time to time to encourage sub-contractors to comply with environmental protection measures• 本集團亦不時使用海報和電子郵件鼓勵分包商遵循環保措施
Providing Environmental Protection Training 提供環保培訓	<ul style="list-style-type: none">• The Group provides environmental protection training for every new employee for them to understand the requirements and standards of the industry and the Group on environmental protection• 本集團均會為新入職的員工提供環保培訓，讓他們瞭解行業及本集團對環境保護方面的要求及標準• At day-to-day meetings, we remind and educate employees and workers on our environmental protection efforts• 在日常會議中均會提醒及教育員工及工人實施環保工作

Environmental, Social and Governance Report

環境、社會及管治報告

Measure name

措施名稱

Green purchase and management

綠色採購及管理

Measure details

措施內容

- Give priority to models that are energy efficient and low in emissions to support environmental protection when they meet the Company's requirements
- 在符合公司要求情況下，優先選擇高能源效益及較少排放的型號以支持環保
- After completion of a project, tools and equipment that are in good condition would be transported back to the warehouse to be used for other projects
- 當工程項目完工後，狀態良好的工具及裝備會帶回倉庫，以備其他工程再用
- The Group would procure materials based on the actual needs of the project and would record the quantity used for monitoring to prevent wastage due to lack of management
- 按工程實際需要計劃採購的材料和物資，並記錄用量以便監察，避免因欠缺管理而導致浪費
- Regular inspections and maintenance are carried out in order to increase energy efficiency and slow down the damage and prolong the working life of the machineries
- 定期進行日常檢查和保養以提升能源效益及減慢機器損壞，延長工作壽命

Environmental, Social and Governance Report

環境、社會及管治報告

Green Construction

The major pollution source generated by the Group is from the daily operation of construction site. To effectively control and manage as well as focusing on various environmental discharges, the Group has in place a “Green Construction Program” for control and strict monitoring. It ensures that constructions are carried out in accordance with relevant environmental protection laws and regulations to minimize the environmental impacts of the project construction process on the surrounding environment.

綠色施工

地盤日常運作是集團的主要產生污染的來源之一，為有效及重點控制管理各項環境排放，集團有一套「綠色施工方案」以管制及嚴格監控，確保施工按照相關環保法律法規執行，以至將項目施工的過程對周邊的環境影響降至最低。

Site Management

工地管理

Airborne dust prevention
防揚塵

- Adopting effective dust prevention measures on site (for example, water sprinkling, hard-paving ground, fencing, netting and sealing)
- 現場採取有效防塵措施（如灑水、地面硬化、圍檔、密網覆蓋、封閉等
- Ensuring the airborne dust control meets the requirements of “Air Pollution Control Ordinance” and “Building Environmental Assessment Method Plus for New Buildings”
- 確保施工現場揚塵控制須達到《空氣管制條例》及《綠建環評－新建建築》規定

Noise suppression
降噪音

- Noise shall not exceed the requirements of the “Noise Control Ordinance” and “Building Environmental Assessment Method Plus for New Buildings”
- 噪音不得超過《噪音管制條例》及《綠建環評－新建建築》規定
- Regulating and controlling noise instantly on the construction site
- 在施工場界對噪音進行即時監測與控制

Environmental, Social and Governance Report

環境、社會及管治報告

Site Management

工地管理

Wastewater treatment 污水處理

- Applying for wastewater discharge permit according to the discharge requirements
- 按照排放要求申請污水排放許可證
- Assigning qualified units to monitor wastewater quality
- 委託合資格的單位進行廢水水質檢測
- Ensuring the wastewater discharge meets the requirements of the “Water Pollution Control Ordinance”
- 確保污水排放達到《水污染管制條例》的規定

Waste management 廢棄物管理

- Setting a temporary storage site for waste
- 設立廢棄物臨時貯存場地
- Conducting waste classification with clear categorization
- 分類擺放並有明確的標識
- Hazardous solid waste is required to be classified and placed in a confined area
- 有害固體廢棄物必須分類收集，以及封閉存放
- When certain amounts are stockpiled, local certified collector is engaged to dispose of the waste
- 積存一定數量後則須委託當地合資格的收集商統一處理
- Ensuring the requirement of the “Waste Disposal Ordinance” are met
- 確保符合《廢物處置條例》的規定

Environmental, Social and Governance Report

環境、社會及管治報告

3.4. Tackling Climate Change

Carbon Footprint

On the issue of climate change, the Group has tried its best in its own sphere. We have formulated regional procurement measures in accordance with the guidelines of “Building Environmental Assessment Method Plus for New Buildings”. In compliance with the conditions we require, we prioritize using local suppliers and regional materials to reduce energy consumption and greenhouse gas emission that arisen from additional transportation.

The Group strives to absorb new technologies and equipment which can improve production efficiency and also promote environmental performance, reduce energy consumption and carbon emissions. The Group conducts regular equipment maintenance to improve the operation efficiency and minimise the additional emissions that caused by equipment failure.

In addition, to understand and manage our business' impact on climate change, we regularly monitor and inspect the Group's greenhouse gas emission volume to determine the future response policy.

3.4. 應對氣候變化

碳足跡

在氣候變化議題上，本集團盡可能在自身的範疇上作出最大的努力，我們參照《綠建環評—新建建築》的指引，制訂了關於區域性採購的措施，在符合我們要求的條件下，優先選用本地供應商及採用地區生產的物料，以減少因額外的運輸過程而增加的能源消耗及溫室氣體的排放。

本集團致力吸納新技術及設備，除可提高生產效率外，同時亦可促進環保表現，減少耗能及碳排放。本集團會定期對設備進行維修保養，以提高設備運行效率，降低因設備失效而導致的額外排放。

此外，為了解和管理我們業務對氣候變化的影響，我們定期監察和檢視集團的溫室氣體排放量，以便確定未來的應對方針。

Direct emissions 直接排放 (tCO ₂ -e) (公噸二氧化碳當量)	Energy-related indirect emissions 能源間接排放 (tCO ₂ -e) (公噸二氧化碳當量)	Total greenhouse gas emissions 溫室氣體排放總量 (tCO ₂ -e) (公噸二氧化碳當量)
10,472.65	0.34	10,472.99

Environmental, Social and Governance Report

環境、社會及管治報告

Total consumption 總耗量			Carbon emissions 碳排放量	
Electricity 電力	673.00	kWh 千瓦時	0.337	tCO ₂ e 公噸二氧化碳當量
Gasoline (mobile sources) 汽油(流動源)	26,950.89	litres 公升	71.687	tCO ₂ e 公噸二氧化碳當量
Diesel (mobile sources) 柴油(流動源)	82,382.98	litres 公升	226.562	tCO ₂ e 公噸二氧化碳當量
Diesel (stationary sources) 柴油(固定源)	3,888,044	litres 公升	10,173.573	tCO ₂ e 公噸二氧化碳當量
Oxyacetylene 風媒	245.52	kilogram 公斤	0.830	tCO ₂ e 公噸二氧化碳當量

Extremely Bad Weather

The Group understands that the arrangement of outdoor works are subject to the weather condition. In case of bad weathers such as typhoon, heavy rains and heat wave, the management needs to re-deploy their manpower and take precautionary measures, to prevent workers from being injured. To respond to the sudden attack of bad weathers such as typhoon, heavy rains and heat wave, the Group will adopt corresponding measures according to the "Guide on Safety at Work in times of Inclement Weather" and "Code of Practice in times of Typhoons and Rainstorms" issued by the Labour Department, and the "Guidelines on Site Safety Measures for Working in Hot Weather" issued by the Construction Industry Council. For the staff works at office, we will arrange our employees in respect of reporting for duty and release from work according to the "Code of Practice in times of Typhoons and Rainstorms" released by the Hong Kong Labour Department.

極端/惡劣天氣

集團了解戶外工作的安排十分受天氣影響，萬一遇上颱風、暴雨及酷熱等惡劣天氣，管理人員更需調動人手和採取預防措施，以免工人受傷。而為應對突如其來的極端天氣如颱風、暴雨及酷熱等，集團參照由勞工處發出的《惡劣天氣下的工作安全指南》，《颱風及暴雨警告下的工作守則》，以及由建造業議會發出的《在酷熱天氣下工作的工地安全指引》，制定好相應的措施。而在辦公室的員工，我們會按照香港勞工處的《颱風及暴雨警告下工作守則》(工作守則)的建議安排僱員的上下班。

Environmental, Social and Governance Report

環境、社會及管治報告

4. GROWTH AND WIN-WIN

4. 成長共贏

4.1. Equal Employment

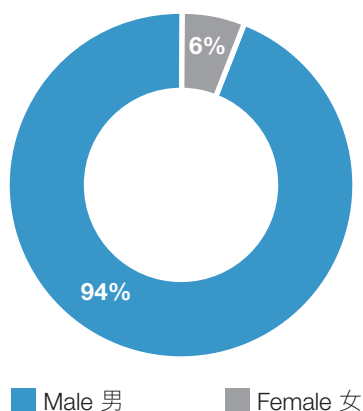
4.1. 平等僱傭

Overview of the Group's employees

本集團的僱員概覽：

Gender distribution of employees

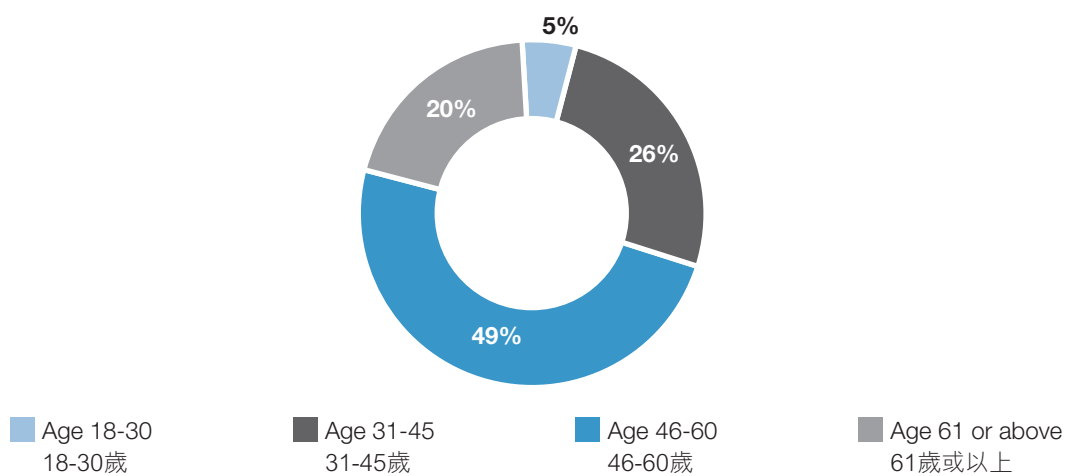
員工性別分佈



Male 男	312
Female 女	19

Age distribution of employees

員工年齡分佈



Age 18-30 18-30歲	17
Age 31-45 31-45歲	87
Age 46-60 46-60歲	161
Age 61 or above 61歲或以上	66

Environmental, Social and Governance Report

環境、社會及管治報告

Management approach and policies

To become the “best employer”, we endeavour to build a working environment that features mutual respect, harmonious coexistence and safety first; and we also provide training courses and career development opportunities to employees for improving in work. We have a dedicated human resources committee to regularly review and improve the relevant policies, so as to ensure that they are in compliance with local laws and industry guidelines. During the reporting period, the Group did not find any violations or receive complaints concerning discrimination or recruitment.

Equal opportunity and diversity

We implement a policy of diversity and non-discrimination to demonstrate our determination to create a non-discriminatory working environment for employees and job applicants. We ensure that each job applicant has corresponding right, and that employees are treated fairly and impartially in recruitment, probation period, promotion, resignation and other aspects. In considering the recruitment and promotion of an employee, we refer to his/her job performance, experience and personal ability of the employee as the promotion criteria, and will not discriminate against or disregard him/her on the grounds of sex, age, marital status, family status, pregnancy, disability, race, ethnicity or religion. Furthermore, we also prohibit various kinds of illegal harassment conducts, including sexual harassment, disability harassment and racial harassment.

管理方針及政策

我們一直以成為「最佳僱主」為目標，致力為員工打造互相尊重、和諧共融以及安全為重的工作環境；並會適時安排培訓課程和提供事業發展機會，讓員工在工作上精益求精。我們透過專責的人力資源委員會定期檢討和改善有關政策，確保它們符合本地法律的要求和行業準則。於報告期內，本集團沒有發現或收到有關於歧視或招聘的違規事件或投訴個案。

平等機會及多元化共融

我們推行多元化及非歧視性的政策，以展現我們為員工及求職者創造無歧視的工作環境的決心。我們確保每位工作應聘者都擁有相對應的權利，確保員工在招聘、試用期、晉升、離職等各方面均獲得公平公正的待遇。在考慮招聘及晉升時，會參照員工的工作表現、經驗及個人能力作為員工晉升的條件，不會因性別、年齡、婚姻狀況、家庭狀況、懷孕、殘疾、種族、族裔或宗教等各種理由而歧視及不予考慮。此外，我們也嚴禁各類違法騷擾行為，包括性騷擾、殘疾騷擾和種族騷擾。

Environmental, Social and Governance Report

環境、社會及管治報告

Employee benefits

To attract top talents, we regularly refer to the industry salary benchmark to ensure that we provide competitive remuneration package. Meanwhile, we enter into employment contracts with employees in accordance with “Hong Kong Employment Ordinance” to protect employees’ legal rights and interests and ensure they are entitled to paid leave, sick leave, work-related injury leave and maternity leave in accordance with statutory standards. Moreover, if an employee has suffered from an injury or died as the result of an accident at work, the Group would pay a reasonable compensation to the employee and their family in accordance with the labour law. The Group’s policy is strongly against overtime work for employees. Prescribed overtime pay and compensatory leave would be given for overtime work.

Meanwhile, the Group is attentive to the physical and mental health of employees. To facilitate the work-life balance and the physical and mental health of employees, our Tseung Kwan O site also hosts recreational activities from time to time to help employees relieve work pressure and to enhance employees relations, so as to strengthen contact among employees and enhance team cohesion.

Employee communication

Having a dedicated and committed team is essential to the continuous prosperity of the Group. We encourage bilateral communication between the management and employees to build mutual trust, increase productivity and boost staff morale. We use different channels to inform our employees of the latest news of the Group and collect their opinions. Our senior management will regularly review their suggestions and propose solutions to the problems.

員工福祉

為吸納頂尖人才，我們定期參考行業薪酬基準，確保提供具競爭力的薪酬福利待遇。同時，我們會按照《香港僱傭條例》與員工簽訂僱傭合約以保障員工的法定權益，並依法享有帶薪假期、病假、工傷假、產假等。此外，如員工遇到工傷事故及工業死亡意外時，本集團會按勞工法例對員工及其家屬作出合理賠償。本集團政策強調不強迫員工超時工作，而超時工作亦有預先定明的超時薪津或補假。

同時本集團十分注重員工的身心健康，為了促進員工的工作與生活平衡和身心健康，我們的將軍澳地盤亦不時舉辦文娛活動幫助員工舒緩工作壓力及增進員工關係，以加強員工之間的聯繫及提升團隊凝聚力。

員工溝通

擁有一個投入工作及對公司忠誠的團隊對本集團的持續繁榮可謂不可或缺。我們鼓勵管理層和員工之間進行雙向溝通以建立互信，提高生產力和激勵員工士氣。我們使用不同渠道，向員工通報集團的最新消息，並收集員工意見。而我們的高級管理層會定期審核他們的建議及就問題提出解決方案。

Environmental, Social and Governance Report

環境、社會及管治報告

4.2. Occupational Health and Safety

Management approach and policies

The Group attaches great importance to the safety of the construction sites and never compromises on safety. We strive to create the safest and most suitable working environment with zero accidents by implementing various management measures to prevent potential risks of occupational diseases and industrial casualties. We have established site safety management system to enhance the overall safety performance of construction sites. Meanwhile, we also conduct regular inspections and assessments of the system. During the reporting period, the Group has passed certification of OHSAS 18001 Occupational Health and Safety Management System to verify the effectiveness of the system.

During the reporting period, there was no case of violations of local occupational health and safety laws and regulations, nor any work-related fatalities in the Group. But, unfortunately, there was one site worker injured at work, as a result, 32 work days are lost. We will carry out immediate investigations after the accident, and then develop mitigation measures and strengthen its monitoring, in order to avoid any further recurrence and protect our employees.

4.2. 職業健康與安全

管理方針及政策

集團高度重視建築工地的安全，對於安全絕不妥協。我們竭力營造最安全合適的工作環境，並以零工作意外為目標，實施多方面的管理措施，以防範引致員工職業病與工業傷亡的潛在危機。我們確立了工地安全管理系統，以加強建築工地的整體安全表現，同時我們亦會為系統進行定期檢視及評估，在報告期內集團已通過 OHSAS 18001 職業健康及安全管理體系的認證，以確認系統的有效性。

於報告期間，集團沒有發現違反營運當地與職業健康及安全相關的法律法規，同時沒有發現僱員因工作關係而死亡。但是不幸地有一位地盤工友在工作時受傷，而損失的工作天數為32天；為避免事故再次發生，我們在事故發生後立即進行調查，制定緩解措施及加強監察，以保障我們的員工。

Environmental, Social and Governance Report

環境、社會及管治報告

The Group's work-related injury statistics for the last two years are as follows:

集團最近2年的工傷統計數字如下：

Health and safety 健康與安全	Year 年度	
Work-related fatalities (persons) 因工死亡(人數)	2019/20 2018/19	0 0
Number of days lost due to work-related injuries (days) 因工傷損失日數(天)	2019/20 2018/19	32 0

Evaluation of site safety risks

To identify all health and safety-related hazards and risks, we will conduct initial inspections of operations and site work to identify potential risk levels and provide risk assessments for high-risk work to develop control measures of varying degrees. For work processes involving significant risks, we will set targets to achieve more ideal management results.

工地安全風險評估

為確定所有與健康和 safety 相關的隱患及風險，我們會為運營和現場工作進行初步視察，以識別所潛在的風險級別，並對高風險的工作提供風險評估，以制定不同程度的控制措施。對涉及重大風險的環節更會通過制定目標，以達致更理想的管理效果。

Environmental, Social and Governance Report

環境、社會及管治報告

Management of site safety

The Group has also carried out a safety inspection scheme, our Occupational Safety and Health Committee will be responsible for monitoring the health and safety performance while trying to minimise the potential risks during the business operations. We hold safety meeting each month to review the performance of each subcontractor in occupational safety and health and the environmental protection, and jointly formulate effective improvement and corrective measures. We often remind employees of relevant safety matters in the pre-work briefings, for high risk jobs, the management staff would determine the appropriate personal protective equipment for the employees to ensure their safety. In addition to a series of mandatory measures, we would select and reward frontline workers who have outstanding performance in occupational safety and health and the environment every month; and thereby to encourage more workers to pay attention to affairs concerning occupational safety and health and the environment.

Safety training

Meanwhile, as a responsible employer, we provide industry-related safety trainings for the employees. All staff entering the site for work are required to take safety guidance training courses in advance. The safety supervisor will provide relevant trainings including introducing safety-related laws, safety operation guidelines, potential hazards and emergency response at the construction sites to enhance their awareness of safety operation. We have also established a training allowance scheme to subsidise staff to attend external courses which are essential to the safety of our business operations.

工地安全管理

本集團同時亦推行安全視察計劃，我們的職安健委員會負責監督健康及安全表現，同時設法減低業務營運中的潛在風險。而每月我們召開安全會議，檢討各分判商在職安健環的表現，並一同制定效的改善及糾正措施。我們時常在工作前的簡報中提醒員工相關的安全事項，而針對高風險工作，管理人員會選擇合適的個人防護裝備給員工以保障他們的安全。除了一系列的硬性措施外，我們每月均會選出及獎勵在職安健環中有出色表現的前線工人，希望此舉能鼓勵更多工人關注職安健環的事宜。

安全培訓

同時作為負責任的僱主，我們為員工舉辦了業界相關的安全培訓。所有進入工地工作的人員都需要先接受安全引導培訓課程，負責安全方面的主管會提供相關訓練包括簡介有關安全的法例、安全操作指引、工地潛在危險及緊急應變等以提高他們的安全操作意識。而我們亦建立了一個培訓津貼計劃，以津貼員工參加對我們業務營運安全至關重要的外部課程。

4.3. Talent Development

Management approach and policies

The success of the Group relies on the efforts of our employees and we also understand that continuous improvement is the key element of our business success. As such, we encourage employees to engage in life-long learning, actively provide trainings for employees, facilitate employees' individual development, and expect that they can grow with the Group together.

Training System

The Group has sponsored and provided opportunities for employees to participate in various trainings to enhance their knowledge and skill, for example providing mechanical operations training for technician trainees and sponsoring their license examinations. Furthermore, the Group would nominate a number of employees to attend operations trainings, for new machine models, provided by the manufacturers; and would also participate in the exhibitions to visits latest mechanical developments. Through such programs, employees would be able to gain more comprehensive knowledge on mechanical operations and grasp new skills faster to help driving the Company's development.

The Group has always been concerned with managing the career development of young junior employees. In daily operations, the Group will arrange team leaders to provide on-the-job training for them and arrange experienced staff to offer practical advice to them and to share valuable business and life experiences with them. In addition, managerial staff would attend seminars on construction industry management or new developments, organised by industry or professional organisations to enhance their knowledge in management and broaden their horizons. If a department deems it necessary, employees may be allocated to other positions to acquire knowledge and experience from different fields.

4.3. 人才發展

管理方針及政策

集團的成功有賴我們員工的努力，同時我們亦深明持續進修是業務成功的關鍵要素。故此，我們鼓勵員工終身學習，積極為員工提供培訓，促進員工的個人發展，期望他們與公司共同成長。

培訓制度

集團資助及提供機會給員工參加各類型提升知識技能的培訓，如提供機械操作培訓給見習技術員，並會資助負責相關作業員工考取資格證。此外，本集團會提名部分員工參加廠商的新機種操作訓練，又會安排參觀展覽會認識最新機械發展，希望透過此等計劃令員工得到更全面的機械操作知識以及更快掌握新技術從而推動公司的發展。

集團一直關注管理年青的初級員工的事業發展，並在日常工作中安排小組主管提供在職培訓，並安排有經驗的員工為他們提供實用建議，分享寶貴的業務和人生經驗。此外，管理層亦參與業界或專業團體舉辦的建築業管理知識或新發展的講座，有助提升他們的管理知識及擴闊視野。如部門有需要，員工更可調配到不同的崗位，讓員工涉獵不同領域的知識和汲取經驗。

Environmental, Social and Governance Report

環境、社會及管治報告

4.4. Protection of Rights and Interests

Management approach and policies

The Group and its subsidiaries prohibit the employment of child labour. The Company does not employ any child labour and forced labour in any form. During recruitment, we would check the applicants' identity cards and other valid certificates for age verification. During the reporting period, the Group found no cases of child labour and forced labour.

5. OPERATIONAL COMMITMENT

5.1. Supply Chain Management

Management approach and policies

As a responsible company, the Group not only commits to complying with all operation-related laws and regulations but also expects to create a better and greener future with our supply chain. In order to give them a clear understanding of the Group's commitments to social, environmental and occupational health and safety excellence, we clearly set out requirements and standards during the tendering and procurement processes, and set up effective mechanisms to ensure that both parties act in strict accordance with laws and regulations.

4.4. 權益保障

管理方針及政策

本集團及其下的附屬公司均絕對禁止任何僱用童工的行為，公司亦不存在聘用童工及以任何形式對員工實行強制勞動的情況，在招聘過程中，我們會檢查應徵者的身份證等有效證明文件以作年齡查核。報告期間，本集團沒有發現使用童工和強制勞工的情況。

5. 營運承擔

5.1. 供應鏈管理

管理方針及政策

作為一間負責任的公司，集團不但致力遵從所有與營運有關的法律和法規，同時亦期望與我們的供應鏈一同創建一個更美好、更環保的未來。為了讓他們清晰了解集團在社會、環境、職業健康及安全方面力求卓越的宗旨，而在招標及採購的過程中，我們清楚列明要求和標準，並建立有效的機制以確保雙方嚴格按照法律及法規行事。

Environmental, Social and Governance Report

環境、社會及管治報告

Supplier selection criteria

The Group has established an internal policy to regulate the tendering and quoting process, which requires that detailed assessments must be performed on suppliers and contractors to ensure that they meet the Group's internal requirements; the policy covers suppliers' and contractors' past performance, labour rights, performance in occupational safety and health and environmental protection, financial position and business ethics. Moreover, all departments within the Group maintain close communication to monitor and ensure that the tendering and procurement process meets the standards and is fair and transparent.

Stringent regulation

The Group adopts a comprehensive supply chain management mechanism, including a code of conduct and a supplier assessment system, to monitor and assess the performance of suppliers in areas ranging from product and service quality to business ethics. We will conduct regular assessments of the suppliers' social, environmental protection, occupational health and safety standards to ensure that they comply with the law. Any non-compliance may result in exclusion from the tender list and termination of the contract.

Furthermore, the project management team of the Group would continuously monitor the skill and labour safety performance of the contractors, recording the relevant inspection results for follow up work. We would also hold regular meetings with contractors to review the quality and speed of work of the contractors. The Group has implemented environmental protection and occupational, safety and health guidelines for contractors. These include construction and engineering design, material selection, pollution control and other good practices. Additionally, the Group would instruct suppliers and contractors to provide training related to the operations of the Group's environmental management system.

供應商的挑選準則

本集團訂立了一套內部守則，規範公開招標和報價程序中對供應商及承包商須作詳細評估，確保其符合本集團內部要求；覆蓋範圍包括供應商及承建商過往表現、勞工權益、職安健及環保表現、財務狀況及商業道德等範疇。同時，集團內的各個部門會保持緊密溝通，以監察及確保招標和採購過程符合標準、公正公平和清晰透明。

嚴格監管

集團採用一套全面的供應鏈管理機制，包括行為守則和供應商評估系統，以監察及評估供應商的產品和服務質素以至商業操守等範疇的表現。我們會就供應商之社會、環保、職業健康及安全的水平進行定期評估，確保他們遵守法例，如有任何違規，或會剔除於招標名單中及終止合約。

另外，本集團的項目管理團隊會持續監察承建商在技術和勞工安全方面的表現，並會記錄相關巡查結果以作跟進，我們亦會定期與承建商進行會議，檢討承建商的工程質量及進度。集團亦為承建商制定了環保及職安健指引，當中包括建築工程設計、挑選物料、污染控制等的良好作業。同時亦指示供應商及承建商提供相關於本集團環境管理體系運作的培訓。

Environmental, Social and Governance Report

環境、社會及管治報告

Sustainable development supply chain

In addition to actively consolidating its internal sustainable development management, the Group is also committed to promoting the operation model of sustainable development through the value chain, jointly contributing to sustainable development with suppliers, customers and other stakeholders. We require suppliers and contractors to comply with the Group's environmental protection and occupational health and safety policies and strict corporate governance standards. Furthermore, we also support freedom of association, firmly believe that all employees in the supply chain should be free from discrimination, and will never tolerate child labour and forced labour practices by suppliers. We regularly review the performance of suppliers and contractors to ensure that they comply with relevant regulations and continue to make improvements.

5.2. Quality Construction

Management approach and policies

The Group has always regarded the quality of products as the key to our business success. Therefore, we strive to provide customers with high-quality, healthy and safe foundation engineering service in accordance with all applicable laws and regulations. We have in place a complete safety and quality management system which enables us to prevent major accidents and provide quality products and services to meet customer requirements. The Group has continuously obtained ISO 9001 Quality Management System Certification.

During the reporting period, there was no violation of laws and regulations on the health and safety of products and services, labelling, and privacy, and did not have any cases of product recall for safety or quality reasons and received no complaints.

可持續發展供應鏈

本集團積極鞏固內部的可持續發展管理之餘，我們亦致力透過價值鏈推廣可持續發展的營運方式，與供應商、顧客及其他持份者共同為可持續發展作出貢獻。我們要求供應商及承辦商依從集團的環保和職業健康及安全政策以及嚴格的企業管治標準。此外，我們亦支持結社自由，堅信供應鏈內的所有員工都應免受歧視，而且絕不容忍供應商聘用童工及強迫勞動。我們會定期檢視供應商和承辦商的表現，確保他們遵守相關規定並持續作出改進。

5.2. 優質施工

管理方針及政策

本集團一直視產品的質量為我們的企業成功的命脈，故此我們致力遵照所有適用的法律法規，向其客戶提供優質、健康及安全的地基工程。我們擁有完善的安全及品質管理措施，能有效遏止重大事故的發生及能提供優質的產品及服務，從而滿足客的要求；而集團亦持續獲得ISO 9001的質量管理認證。

於報告期間，本集團並無任何違反產品和服務的健康與安全、廣告、標籤及私隱事宜的法律及規例，並沒有任何已因安全及質量理由而需作產品回收的個案或收到相關投訴。

Environmental, Social and Governance Report

環境、社會及管治報告

Product safety

In order to ensure all piles meet relevant safety standards, we conduct product testing with specific and effective methods to make sure that our products meet quality and technical requirements. We have developed testing and inspection plans for different stages of the construction project, and run various appropriate tests on all piles in accordance with the relevant contractual provisions upon completion of projects; of which, quality control tests cover a wide range of areas, including inspection of the angle of inclination of the bored pile, the quality of concrete and fractures, the binding force between the concrete and rocks, and a series of incoming quality control to ensure the quality and safety of the product in all aspects. The Group would also provide customers the test reports of all piles to guarantee the stability of the pile structure.

Customer service

The Group is committed to becoming a professional and reliable business partner, and firmly believes that reliability, fairness, high quality and transparency are the key to the success of long-term close cooperation. In addition to serving with care, our product services also cover quality assurance after completion of the project. We would, in accordance with the relevant contract terms, be responsible for fixing any construction defects within the warranty period. Typically, the warranty period is within one year after the completion of the project. In addition, we set up multiple channels for customers to give feedback and ensure that we can collect customers' opinions, so as to improve product and service quality.

產品安全

為確保所有樁柱達到有關的安全標準，我們會以明確的、有效的方法來進行產品的測試，保證產品符合品質及技術的要求。我們為承造項目不同階段制訂了各種檢驗及檢測計劃，並會於工程完成後按招相關合約規定對所有樁柱進行各種適用測試；當中的質量控制測試覆蓋範圍廣泛，包括檢查鑽孔樁傾角、混凝土質量和裂縫、混凝土與岩石的結合力以及一系列的來料質量檢驗，以全面確保產品的質量及安全。本集團又會為客戶提供所有樁柱的測試報告以保證樁柱的結構安全。

客戶服務

集團致力成為專業和值得信賴的業務夥伴，深信可靠、公平、高品質和透明度是長期緊密合作的成功關鍵除了服務用心外，我們提供的產品服務更覆蓋至完工後的品質保證。我們會根據相關的合同條款負責在保固期內糾正施工缺陷，保固期一般為工程完工後一年。另外，我們設有多種渠道供顧客反映意見，確保我們能收集到客戶之意見，以改善產品和服務質素。

Environmental, Social and Governance Report

環境、社會及管治報告

Protection of consumer data privacy

The Group focuses on information security and confidentiality, all employees are required to comply with the privacy policy regarding personal data and Hong Kong's privacy ordinance to protect customer data. The Group stands by the confidentiality clause in the signed contract with the customers, ensuring that the information and documents provided by the customers would be properly stored.

Advertising and Labelling

As a responsible company, the Group understands the importance of advertising and sales pitches. Accordingly, our business units strictly comply with all laws and self-discipline practices relating to the labelling and promotion of products and services. In addition, we regularly review management approach to make sure that the publicity information is timely and accurate and complies with relevant laws and regulations.

5.3. Corporate Governance

Management approach and policies

The Group firmly believes that fairness, honesty and integrity are important business assets. We will never tolerate any forms of corruption, including bribery and solicitation, fraud, and money laundering. As such, to create and maintain an ethical corporate culture, we have formulated regulations on professional ethics in economic and business activities, requiring business partners to sign a commitment letter of cooperation unit, regulating their companies and business personnel to abide by the provisions of professional ethics, and jointly maintaining a "simple, transparent, clean and fair" partnership.

消費者資料的私隱保障

集團注重資訊安全和保密，所有員工均須遵守有關個人資料私隱的政策及香港私隱條例以保障客戶資料，集團堅守與客戶簽訂的合約內的保密條款，保證客戶所提供的訊息和文件得到妥善的保管。

廣告及標籤

作為一間負責任企業，集團深明廣告及銷售描述的重要性。因此，我們的業務單位均嚴格遵守所有有關產品和服務標籤及推廣的法規及自律守則。我們亦定期檢視管理方針，以確保宣傳資訊適時和準確，並符合相關法律和條例。

5.3. 企業治理

管理方針及政策

本集團深信公平、誠實、廉潔是重要的商業資產。我們絕不容忍任何形式的貪污行為，包括賄賂及苛索、欺詐及洗錢。因此，為建立及維護合符道德的企業文化，我們制定了經濟業務活動職業操守條例，要求業務夥伴簽訂合作單位承諾書，規範其公司及業務人員共同遵守職業操守規定，共同維護「簡單、透明、乾淨、公正」的合作關係。

Environmental, Social and Governance Report

環境、社會及管治報告

Preventive regulation

In order to prevent any conflict of interests, we have established conflict of interests mechanism, and employees should first make a statement to the board of directors through reporting channels. We have also formulated fair, open and impartial procedures for product or service procurement or tendering to inhibit any potential corruption. In addition, the Group employs independent auditors to audit the Group's financial statements, to ensure that the Group's accounts are correct and to strengthen financial oversight to protect the interests of shareholders.

Whistle-blowing procedures

As a part of anti-corruption measures, we have established a reporting system, and have developed relevant policies to effectively implement internal monitoring and risk management. The policies provide reporting guidelines and channels for employees, and help increasing employees' alertness towards fraud, corruption and other misconduct.

Based on the above-mentioned monitoring and prevention measures, there were no cases of corruption involving either of the Company or individual employees during the reporting period, and no corruption was found.

防範監管

為防止有利益衝突，我們設有利益，員工應先通過匯報渠道向董事會作出聲明。我們亦制定有公平、公開及公正的產品或服務採購或招標程序，以杜絕所有潛在的貪污行為。同時，本集團聘用獨立審計師審核集團的財務賬目，確保本集團的賬目正確，並加強財務監督，從而保障股東的利益。

舉報程序

作為防止貪污措施的一部分，我們制定了《舉報政策》，並制定了相關政策以有效地實施內部監控和風險管理，政策為員工提供了舉報的指引及渠道，亦有助提高員工對欺詐、貪污等不當行為的警惕。

基於上述的監督防範措施，報告期間沒有發生對本公司或個別僱員提出有關貪污的訴訟案件，或發現任何貪污的行為。

Environmental, Social and Governance Report

環境、社會及管治報告

5.4. Giving Back to Society

With the mission of giving back to the society and the philosophy of “taking from the society and giving back to the society”, the Group fully understands that our responsibility not only lies in our direct contribution to social economy, but also includes the influence and effect of our business operation and public welfare projects on the whole society. The Group actively contacts community groups with similar corporate responsibility concepts as the Group to understand the needs of the community. In order to fulfill its duty as a corporate citizen and serve the community, the Group donated to more than 10 different charitable institutions and community organizations in the past year. In the future, we will continue to look for more non-profit organisations of different types to collaborate with, expecting to bring benefits to more people.

5.5. Award and Achievement

Award and achievement name

獎項／成就名稱

ISO 14001 Environmental Management System Certification
ISO 14001環境管理體系認證

ISO 50001 Energy Management System Certification
ISO 50001能源管理體系認證

OHSAS 18001 Occupational Health and Safety Management System Certification
OHSAS 18001職業健康及安全管理體系認證

ISO 9001 Quality Management System Certification

ISO 9001 品質管理體系認證

5.4. 回饋社區

本集團以回饋社會為使命，「取之於民、還之於民」集團深明我們的責任不僅在於對社會經濟作出直接貢獻，更包含了我們的業務營運和公益項目，對整體社會帶來的影響和效應。集團主動聯絡與集團的企業責任概念相似的社區團體，以瞭解社區的需要。為履行身為企業公民的義務及服務社區，集團在過去一年已為十多個不同的慈善機構及社區團體捐款；在未來我們會繼續物色更多不同範疇的非牟利團體合作，以期能能有更多人受惠。

5.5. 獎項及成就

Issued by

頒發機構

SGS Hong Kong Limited
香港通用檢測認證有限公司

DW Certification Limited
環信認證有限公司

SGS Hong Kong Limited
香港通用檢測認證有限公司

SGS Hong Kong Limited & DW Certification Limited
香港通用檢測認證有限公司及環信認證有限公司

Environmental, Social and Governance Report

環境、社會及管治報告

SUSTAINABILITY PERFORMANCE OVERVIEW

可持續數據表現概要

ENVIRONMENT

環境

Polluting emissions

污染排放物

Unit

單位

Solid waste

固體廢棄物

Hazardous waste ¹	kg	N/A
有害廢棄物 ¹	公斤	不適用
Hazardous waste intensity	kg/per cubic metre of concrete	N/A
有害廢棄物密度	公斤／每立方米混凝土	不適用
Non-hazardous waste ¹	tonnes	151,836.75
無害廢棄物 ¹	公噸	
Non-hazardous waste intensity	tonnes/per cubic metre of concrete	4.96
無害廢棄物密度	公噸／每立方米混凝土	

Greenhouse gas emission and intensity

溫室氣體排放量及密度

Total greenhouse gas emissions	tCO ₂ -e	10,472.99
溫室氣體排放總量	公噸二氧化碳當量	
Direct emission	tCO ₂ -e	10,472.65
直接排放	公噸二氧化碳當量	
Energy-related indirect emissions	tCO ₂ -e	0.34
能源間接排放	公噸二氧化碳當量	
Emission intensity	tCO ₂ -e/per cubic metre of concrete	342.42
排放密度	公斤二氧化碳當量／每立方米混凝土	

Environmental, Social and Governance Report

環境、社會及管治報告

ENVIRONMENT

環境

Polluting emissions

污染排放物

Unit

單位

Energy use

能源使用

Power purchased ²	kWh	673.05
購買的電力 ²	千瓦時	
Power use intensity	kWh/per cubic metre of concrete	0.02
用電密度	千瓦時／每立方米混凝土	
Gasoline (mobile sources)	litres	26,950.89
汽油(流動源)	升	
Gasoline use intensity	litres/per cubic metre of concrete	0.88
汽油使用密度	升／每立方米混凝土	
Diesel (mobile sources)	litres	82,382.98
柴油(流動源)	升	
Diesel use intensity	litres/per cubic metre of concrete	2.69
柴油使用密度	升／每立方米混凝土	
Diesel (stationary sources)	litres	3,888,044.00
柴油(固定源)	升	
Diesel use intensity	litres/per cubic metre of concrete	127.12
柴油使用密度	升／每立方米混凝土	
Acetylene	kg	245.52
乙炔	公斤	
Acetylene intensity	kg/per cubic metre of concrete	0.01
乙炔密度	公斤／每立方米混凝土	
Water ³	m ³	80,608.00
水 ³	立方米	
Water use intensity	m ³ /per cubic metre of concrete	2.64
用水密度	立方米／每立方米混凝土	

Usage volume of other materials

其他材料使用量

Papers	kg	818.36
紙張	公斤	

Environmental, Social and Governance Report

環境、社會及管治報告

Notes:

- 1: As the non-hazardous waste and hazardous waste generated by the Group's Tseung Kwan O project are collected, handled and disposed of by main contractors, no relevant data is available during the reporting period.
- 2: As power use of construction sites is provided by main contractors of the sites, only the power use of the Hong Kong office is contained, and therefore, the number of employees in the Hong Kong office is used for the calculation of intensity.

備註：

- 1: 由於本集團的將軍澳工程項目產生的無害廢棄物及有害廢棄物均由總承建商收集、處理及棄置，故本報告期內並沒有相關數據。
- 2: 由於工地的電力由地盤總承建商提供，故此只包含香港辦公室的用電量，故此使用香港辦公室員工總人數作為密度計算。

Reference guide on each of carbon emission factors

各碳排系數參考指引

Stationary combustion (Hong Kong) 固定源（香港）：	Guidelines to Account for and Report on Greenhouse Gas Emissions and Removals for Buildings (Commercial, Residential or Institutional Purposes) in Hong Kong 香港建築物（商業、住宅或公共用途）溫室氣體排放及減除的審計和報告指引
Mobile combustion (Hong Kong) 流動源（香港）：	Guidelines to Account for and Report on Greenhouse Gas Emissions and Removals for Buildings (Commercial, Residential or Institutional Purposes) in Hong Kong 香港建築物（商業、住宅或公共用途）溫室氣體排放及減除的審計和報告指引

Environmental, Social and Governance Report

環境、社會及管治報告

Employees 僱員	Social 社會	Unit 單位	
Total number of employees 員工總人數		persons 人數	331
Age distribution 年齡分佈			
18-30 years old 18-30歲		persons 人數	17
31-45 years old 31-45歲		persons 人數	87
46-60 years old 46-60歲		persons 人數	161
Age 61 or above 61歲或以上		persons 人數	66
Gender distribution 性別分佈			
Male 男		persons 人數	312
Female 女		persons 人數	19
Health and safety 健康與安全			
Work-related fatalities 因工作關係死亡人數		persons 人數	0
Number of work days lost due to work-related injuries 因工傷損失工作天數		days 日	32
Anti-corruption 反腐敗			
Number of concluded corruption cases brought against the issuer or its employees during the reporting period 於匯報期內對發行人或其僱員提出並已審結的貪污訴訟案件的數目		cases 次數	0

Environmental, Social and Governance Report

環境、社會及管治報告

HONG KONG STOCK EXCHANGE ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORTING GUIDE INDEX

香港聯交所環境、社會及管治報告指引 索引

ESG Reporting Guide Subject Areas/Aspects/“Comply or Explain” Provisions

ESG Reporting Chapter

ESG報告指引主要範疇／層面／不遵守就解釋條文

ESG 報告章節

A. ENVIRONMENT

A. 環境

Aspect A1 : Emissions

層面A1：排放物

Aspect A2 : Use of Resources

層面A2：資源使用

Aspect A3 : The Environment and Natural Resources

層面A3：環境及天然資源

3.1 Pollution Control and 3.4 Tackling
Climate Change

3.1 污染控制及3.4 應對氣候變化

3.2 Use of Resources

3.2 善用資源

3.3 Green Operation

3.3 綠色營運

B. Society

B. 社會

Employment and Labour Practices

僱傭及勞工常規

Aspect B1 : Employment

層面B1：僱傭

Aspect B2 : Health and Safety

層面B2：健康與安全

Aspect B3 : Development and Training

層面B3：發展及培訓

Aspect B4 : Labour Standards

層面B4：勞工準則

Operating Practices

營運慣例

Aspect B5 : Supply Chain Management

層面B5：供應鏈管理

Aspect B6 : Product Responsibility

層面B6：產品責任

Aspect B7 : Anti-Corruption

層面B7：反貪污

Community

社區

Aspect B8 : Community Investment

層面B8：社區投資

4.1 Equal Employment

4.1 平等僱傭

4.2 Occupational Health and Safety

4.2 職業健康與安全

4.3 Talent Development

4.3 人材發展

4.4 Protection of Rights and Interests

4.4 權益保障

5.1 Supply Chain Management

5.1 供應鏈管理

5.2 Quality Construction

5.2 優質施工

5.3 Corporate Governance

5.3 企業治理

5.4 Giving Back to Society

5.4 回饋社區

Corporate Governance Report

企業管治報告

CORPORATE GOVERNANCE PRACTICES

The Board is committed to maintaining a high standard of corporate governance, and strives to maintain transparent and responsible management practices that will create long term value for the interests of shareholders. The Board will continuously review and improve the Group's corporate governance practices, and maintaining a high standard of business ethics across the organisation.

The Company had complied with all the code provisions set out in the Corporate Governance Code ("CG Code") under Appendix 14 of the Rules Governing the Listing of Securities (the "Listing Rules") on The Stock Exchange of Hong Kong Limited (the "Stock Exchange") throughout the year ended 31 March 2020.

DIRECTORS' SECURITIES TRANSACTIONS

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") set out in Appendix 10 to the Listing Rules. Having made specific enquiry with all directors, the directors confirmed that they had complied with the required standard set out in the Model Code during the year ended 31 March 2020.

As required under the CG Code, the Board has established guidelines no less exacting than the Model Code for relevant employees in respect of their dealings in the securities of the Company.

企業管治常規

董事會致力維持高水平的企業管治，並努力保持透明及負責任的管理常規，從而為股東利益創造長期價值。董事會將不斷檢討及改善本集團的企業管治常規，並在整個組織內維持高水平的商業道德。

本公司於截至2020年3月31日止年度一直遵守香港聯合交易所有限公司（「聯交所」）證券上市規則（「上市規則」）附錄14所載的企業管治守則（「企業管治守則」）的所有守則條文。

董事進行的證券交易

本公司已採納上市規則附錄10所載《上市發行人董事進行證券交易的標準守則》（「標準守則」）。經向全體董事作出具體查詢，董事確認彼等於截至2020年3月31日止年度一直遵守標準守則所載的規定準則。

根據企業管治守則規定，董事會須就有關僱員買賣本公司證券事宜制定指引，指引內容應該不比標準守則寬鬆。

THE BOARD

The primary role of the Board is to protect and enhance long term shareholders' value. The Board oversees the management, business, strategies and financial performance of the Group. It also ensures that good corporate governance policies and practices are implemented within the Group. In the course of discharging its duties, the Board acts in good faith, with due diligence and care, and in the best interests of the Company and its shareholders. The management is responsible for execution of the strategies in the Group's daily operations and implementation of the risk management and internal control systems.

The Board currently comprises 7 members whose biographies and family relations are set out in the "Profile of Directors and Senior Management" section on pages 63 to 66 in this annual report. The posts of Chairman and Chief Executive Officer of the Company are separately held by Mr. Lau Chun Ming and Mr. Lau Chun Kwok, respectively, to maintain an segregation of duties between the Chairman's responsibility to manage the Board and the Chief Executive Officer's responsibility to manage the Group's business and oversee the management. The directors bring a good balance of skills and experience to the Company. The independent non-executive directors serve the relevant function of bringing independent judgment on the development, performance and risk management of the Group. The directors have been made fully aware of their collective and individual responsibilities to shareholders.

The executive directors have entered into service contracts with the Company and each of the independent non-executive directors has been appointed on specific term of three years. Notwithstanding the specific term of appointments, the articles of association of the Company provides that every director shall be subject to retirement at an annual general meeting at least once every three years. At each annual general meeting, one-third of the directors for the time will retire from office by rotation and being eligible for re-election by the shareholders.

董事會

董事會的主要職責為保護及提升股東長期價值。董事會負責監督本集團的管理、業務、策略及財務表現。董事會亦確保良好的企業管治政策及常規得以於本集團內實施。在履行職責的過程中，董事真誠、盡職及謹慎，及以本公司及其股東的最佳利益行事。管理層負責於本集團的日常營運中執行策略及實施風險管理及內部監控系統。

董事會現時包括七名成員，其履歷及家族關係載於本年報第63至第66頁「董事及高級管理層履歷」一節。本公司主席及行政總裁職位分別由劉振明先生及劉振國先生擔任，主席負責管理董事會而行政總裁負責管理本集團業務及監督管理層，以維持職責之間的分工。董事為本公司帶來均衡的技能及經驗。獨立非執行董事負責就本集團的發展、表現及風險管理作出獨立判斷等相關職能。董事已充分認識到彼等共同及個人對股東的責任。

執行董事已與本公司訂立服務合約，而各獨立非執行董事已獲委任三年指定任期。儘管委任以指定任期，惟本公司組織章程細則規定，每名董事須至少每三年一次於股東週年大會上退任。於每屆股東週年大會上，三分之一的時任董事將輪值退任並合資格接受股東重選連任。

Corporate Governance Report

企業管治報告

Board meetings

The Board held four meetings during the year ended 31 March 2020, at approximately quarterly intervals. All directors attended these meetings, at which business development, investment strategies, financial performance and potential risks relating to the daily operations of the Group, were discussed.

Directors' induction and development

In the year ended 31 March 2020, all directors complied with the provision of the CG Code in relation to continuous professional development and submitted their training records to the Company. In doing so, the directors have undertaken various forms of activities that have included attending a presentations given by external professional advisors, and reading materials relevant to the Company's business, directors' duties and responsibilities.

BOARD COMMITTEES

The Board has established certain Board committees to oversee specific aspects of the Company's affairs and help it in the execution of its responsibilities. These committees each have specific written terms of reference which clearly outline the committees' authority and duties, and which require the committees to report back on their decisions or recommendations to the Board.

董事會會議

截至2020年3月31日止年度，董事會曾舉行四次會議，約每季舉行一次。全體董事均有出席會議，並在會上討論業務發展、投資策略、財務表現及有關本集團日常營運的潛在風險。

董事就任及發展

截至2020年3月31日止年度，全體董事均遵守有關持續專業發展的企業管治守則條文，並向本公司提交培訓記錄。為此，董事已參與各項活動，包括出席外部專業顧問發表的簡報會以及閱覽與本公司業務、董事職務及職責有關的資料。

董事委員會

董事會已成立若干董事委員會，監察本公司事務特定範疇，並協助其履行職責。該等委員會各自訂有特定的書面職權範圍，當中清晰界定委員會權力及職務，並規定委員會向董事會匯報其決策或建議。

Audit Committee

The audit committee is responsible for the engagement of external auditor, review of the Group's financial information and oversight of the Group's financial reporting system, internal control procedures and risk management system. It is made up of three independent non-executive directors including Mr. Ip Tin Chee, Arnold (chairman), Professor Wong Sue Cheun, Roderick and Mr. Chu Tak Sum.

The audit committee held two meetings during the year ended 31 March 2020, which was attended by all of its members, to review, among other matters, the consolidated financial statements, internal control review report and continuing connected transactions of the Group for the year ended 31 March 2019, and have a private meeting with external auditor without the presence of the management; and the unaudited interim financial statements of the Group for the six months ended 30 September 2019.

Nomination Committee

The nomination committee held one meeting during the year which was attended by all of its members. It is responsible for annually reviewing the structure, size and composition of the Board (including its mix of skills, knowledge and experience), making recommendations on proposed changes to the Board to complement the Company's corporate strategy, making recommendations to the Board on the appointment or re-appointment of directors, and assessing the independence of independent non-executive directors. It also oversees the implementation of the Company's policy on diversity of directors. It is made up of four members including Professor Wong Sue Cheun, Roderick (chairman), Mr. Chu Tak Sum, Mr. Ip Tin Chee, Arnold, being independent non-executive directors, and Mr. Lau Chun Ming, an executive director.

審核委員會

審核委員會負責聘用外聘核數師、審閱本集團財務資料、監督本集團財務報告系統、內部監控程序及風險管理系統。其由三名獨立非執行董事組成，包括葉天賜先生(主席)、王世全教授及朱德森先生。

審核委員會於截至2020年3月31日止年度舉行了兩次會議，全體成員均出席，以審閱(其中包括)本集團截至2019年3月31日止年度的綜合財務報表及內部監控審閱報告以及持續關連交易，並在無管理層出席的情況下與外聘核數師舉行了一次閉門會議；及審閱本集團截至2019年9月30止六個月的未經審核中期財務報表。

提名委員會

提名委員會於年內舉行了一次會議，全體成員均有出席。其負責檢討董事會的架構、規模及組成(包括技能、知識及經驗的組合)；就建議變動向董事會提出建議，與本公司企業策略相輔相成；就委任或重新委任董事向董事會提出建議；及評估獨立非執行董事的獨立性。提名委員會亦負責監察本公司書面政策的實施情況，確保董事人選具備多元性。提名委員會由四名成員組成，包括獨立非執行董事王世全教授(主席)、朱德森先生及葉天賜先生以及執行董事劉振明先生。

Corporate Governance Report

企業管治報告

The Company recognises and embraces the benefits of having a diverse Board to enhance the quality of its performance. The Company has a diversity policy of Board members. Under this policy, the diversity of the Board is considered in terms of factors such as gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service. All Board appointments are based on merit, and candidates are considered against various objective criteria, with due regard for the benefits of diversity on the Board. Selection of candidates will be based on a range of diversity perspectives appropriate to the requirements of the Company's business operations and environment as well as the industry in which the Company operates. The nomination committee will continuously monitor and review the implementation of this policy and the progress towards achieving the measurable objectives.

The Board currently comprises 6 male and 1 female directors with different age, educational background, skills and experience. The nomination committee considers that our directors have extensive experience in different fields and professions that are relevant to the Company's business, which enable them to provide valuable and relevant insights to the Board.

The nomination committee is responsible for the development and implementation of the nomination policy which aims at setting out the criteria and process in the nomination and appointment of directors of the Company; ensuring that the Board has a balance of skills, experience and diversity of perspectives appropriate to the Company; and ensuring the Board continuity and appropriate leadership at Board level.

In evaluating and selecting any candidate for directorship, the following criteria should be considered: character and integrity; qualifications; measurable objectives in achieving Board diversity; independence guidelines set out in the Listing Rules; potential contributions the candidate can bring to the Board; time commitment; and such other perspectives that are appropriate to the Company's business and succession plan.

本公司明白並深信董事會成員多元化對提升其表現素質有利。本公司設有有關董事會成員多元化的政策。在該政策下，董事會成員多元化考慮到性別、年齡、文化與教育背景、種族、專業經驗、技能、知識及服務年資等因素。董事會所有委任均以用人唯才為原則，並在考慮人選時以多方面的客觀條件充分顧及董事會成員多元化的裨益。候選人的選擇將基於一系列適合公司業務營運和環境要求以及本公司經營所在行業的多元化角度。提名委員會將繼續監察和審視本政策的實施以及實現可衡量目標的進展。

董事會目前由6名男性和1名女性董事組成，彼等之年齡、教育背景、技能和經驗各異。提名委員會認為董事在與本公司業務相關的不同領域和專業方面擁有豐富經驗，讓彼等能夠為董事會提供寶貴而相關的洞見。

提名委員會負責制定及實施提名政策，該政策列明本公司董事提名及委任的準則及程序；確保董事會具備適合本公司的技能、經驗和多樣化觀點方面的均衡搭配；並確保董事會的連續性以及在董事會層面的適當領導力。

在評估和挑選任何董事候選人時，應考慮以下準則：品格和誠信；資格；實現董事會成員多元化的可衡量目標；上市規則所載的獨立指引；候選人可為董事會帶來的潛在貢獻；承諾投入的時間；以及適合本公司業務和繼任計劃的其他觀點。

The nomination committee will conduct regular review on the structure, size and composition of the Board and the policy and where appropriate, make recommendations on changes to the Board to complement the Company's corporate strategy and business needs. Upon receipt of the proposal of appointment of new director and the biographical information of the candidate, the nomination committee should evaluate such candidate based on the objective criteria it has set forth to determine whether such candidate is qualified for directorship. For directors standing for re-election, the nomination committee will review the contribution of the retiring director and the level of participation and performance on the Board.

Remuneration Committee

The remuneration committee held one meeting during the year which was attended by all of its members. It is responsible for making recommendations to the Board on the Company's policy and structure for the remuneration of all the directors and senior management of the Group and on the establishment of a formal and transparent procedure for developing remuneration policy for approval by the Board. It is made up of four members including Mr. Chu Tak Sum (chairman), Professor Wong Sue Cheun, Roderick, Mr. Ip Tin Chee, Arnold, being independent non-executive directors, and Mr. Lau Chun Ming, an executive director.

In determining the remuneration of the Directors and the senior management, the Remuneration Committee would consider factors such as salaries paid by comparable companies, time commitment and responsibilities of the Directors and the senior management, performance and contributions of the Directors and the senior management and the change in market conditions. Details of the remuneration paid to the directors and the other five highest paid employees are set out in notes 30(a) and 7(c), respectively, to the consolidated financial statements.

提名委員會將定期檢討董事會的架構、規模及組成以及政策，並在適當情況就董事會變動提出建議，以配合本公司的企業策略及業務需要。在收到新董事的委任建議及候選人的履歷資料後，提名委員會應根據其已訂明的客觀準則評估該候選人，以確定該候選人是否合資格擔任董事。對於膺選連任的董事，提名委員會將審視退任董事的貢獻以及彼在董事會的參與和表現水平。

薪酬委員會

薪酬委員會於年內舉行了一次會議，全體成員均有出席。其負責就本集團全體董事及高級管理層的薪酬政策及結構，以及為薪酬政策的發展制訂正式及透明的程序，向董事會提供推薦建議以供其批准。薪酬委員會由四名成員組成，包括獨立非執行董事朱德森先生（主席）、王世全教授及葉天賜先生以及執行董事劉振明先生。

於釐定董事及高級管理層的薪酬時，薪酬委員會將考慮多項因素，如可資比較公司支付的薪金、董事及高級管理層付出的時間及職責、董事及高級管理層的表現及貢獻以及市況變動等。有關支付予董事及其他五名最高薪僱員的薪酬的詳情分別載於綜合財務報表附註30(a)及7(c)。

Corporate Governance Report

企業管治報告

RISK MANAGEMENT AND INTERNAL CONTROLS

The Board is responsible for maintaining an adequate risk management and internal control systems to safeguard shareholders' investments and the Group's assets, and reviewing their effectiveness of annually through the audit committee. The audit committee reports to the Board on any material issues and makes recommendations to the Board.

The Group has maintained an operation manual, which provides a comprehensive internal control guidance and procedures on the Group's operational cycles relating to revenue, purchase and expenditure, inventory and human resources etc., to ensure proper accounting records are kept so that reliable financial reporting can be provided, effectiveness and efficiency of operation can be achieved, compliance with applicable laws and regulations and safeguarding of assets can be maintained. These procedures, together with the Company's compliance manual, have also shaped the control environment at which and how the Group operates in, including the budgeting controls, investment decision making, risk assessment and practices of corporate governance. These systems are designed to provide reasonable, but not absolute, assurance and protection against errors, losses and fraud.

The Company does not establish a standalone internal audit department, however, the Board has put in place adequate measures to perform the internal audit function at different aspects of the Group which are discussed below.

The Company has appointed an internal control adviser to conduct annual review on the risk management and internal control system of the Group for the year and reported their findings and recommendations to the audit committee and the Board. It is designed to review the effectiveness of the Group's material internal controls so as to provide assurance that key internal control measures are carried out appropriately and are functioning as intended. During the year, risk assessment and management, overall management controls, financial budget and forecast cycle, management accounting information system, financial statement reporting process and general ledger cycle were reviewed and found that adequate controls are in place.

風險管理及內部監控

董事會負責維持充分的風險管理及內部監控制度以保障股東投資及本集團資產，並透過審核委員會每年檢討其成效。審核委員會會向董事會匯報任何重大事宜及提出建議。

本公司維持一份營運手冊，訂明與收入、採購及開支、存貨及人力資源等有關方面之營運週期之全面內部監控指引及程序，確保存置適當會計記錄，以致能夠提供可靠財務報告，達致營運效率與效益以及能夠維持遵守適用法律及法例，並保護資產。該等程序加上本公司之合規手冊，亦塑造了本集團在預算控制、投資決策、風險評估及企業管治常規等方面的控制環境，供本集團操作及依循。該等體系指在提供防止錯誤、遺失及欺詐的合理（但並非絕對）保證及保障。

本公司並無設立獨立內部審核部門，然而，董事會經已實施充足的措施，從本集團不同方面履行內部審核職能，有關情況討論如下。

本公司已委任一名內部監控顧問對本集團於本年度之風險管理及內部監控系統進行年度審閱，並向審核委員會報告彼等之調查發現及推薦意見。有關審計的目的是檢討本集團重大內部監控之效率，從而保證主要內部監控措施適當進行及發揮擬定作用。於本年度內，風險評估和管理、總體管理控制、財務預算和預測週期、管理會計信息系統、財務報表報告程序和總帳週期均已獲審查，並發現所有控制均已充份到位。

For the foundation works business, the Group has to comply respective requirements and pass the regular reviews in order to retain its listing in the Development Bureau Specialist List (Group II) in large diameter bored pile (with bell-out), the Housing Authority List of Piling Contractors (large diameter bored piling category) Probation and the Buildings Department Registered Specialist Contractor – Foundation Category. The Group has also implemented a management system in accordance with the requirements under ISO 9001, ISO 14001, ISO 50001 and OHSAS 18001 to ensure that the Group's services meet the requisite health and safety, quality and environmental requirements. During the year, the Group passed the audits conducted by external consultants and renewed these certificates. Upon completion of pile construction, the Group is required to engage external professionals to conduct various applicable tests on all piles based on the relevant contractual requirements and ensure full compliance with customer requirements. Subject to these piling records available to the customers for their testing and inspection, the authorised persons employed by the customers certify the value of the works completed in the payment certificates issued to the Group. Therefore, stringent on-going controls and monitoring systems have already been embedded in the daily operations of the foundation works business.

The executive directors held monthly meetings with senior management to review and monitor the business and financial performance against the targets, the progress of certification and contract receipts from the customers, the efficiency in the use of the Group's resources in comparison to the budgets, and the operational matters to ensure the Group has complied with the regulations that have material impact to the Group's business. The aim is to enhance the communication and accountability of the directors and management so that significant strategic, financial, operational and compliance risks or potential deviations are timely identified and dealt with in a proper manner, while significant issues are reported back to the Board for their attention. The Company also compiles monthly reports to the Board (including independent non-executive directors) to update the latest financial performance, position and prospects of the Group.

至於地基工程業務，本集團須遵守相關規定及通過定期檢討以維持名列於發展局大直徑鑽孔擴底樁專門承建商名冊（第II組）、房屋委員會打樁承建商名冊（大口徑鑽孔樁工程類）—試用以及屋宇署註冊專門承建商—地基類別。本集團亦根據ISO 9001、ISO 14001、ISO 50001及OHSAS 18001的要求執行管理系統，以確保本集團服務符合必要的衛生及安全、質量及環境規定。於本年度內，本集團通過外部顧問進行之審核，並重續該等證書。完成樁柱建造工程後，本集團須委託外部專家根據相關合約的規定對所有樁柱進行各種適用測試，並確保全面符合客戶要求。該等打樁記錄須供客戶測試及檢驗，而由客戶聘用的獲授權人士會在發給本集團的付款證書中確認已完成工程的價值。因此，嚴格的持續控制及監察系統經已植入地基工程業務的日常運作當中。

執行董事每月均會與高級管理層舉行會議，以審閱及監察業務及財務表現對比預期目標的進度、自客戶獲取證書及合約的進度、本集團資源的運用的效率與預算對比，以及營運方面的事務，以確保遵守對本集團業務有重大影響的監管規定。此舉旨在增強董事與管理層的溝通與問責，從而令重大策略、財政、營運及合規風險或潛在偏離狀況得以及時辨識，並以適當方式處理，而重大事項則向董事會匯報。本公司亦為董事會（包括獨立非執行董事）編撰每月報告，以更新本集團最新財務表現、狀況及前景。

Corporate Governance Report

企業管治報告

The Company also has a policy for disclosure of inside information. While any potential inside information will be escalated to the executive meetings or the Board via the established reporting channels, the directors will assess and determine if inside information of the Company exists where timely disclosure is required to be made by an announcement published on the Stock Exchange website. On the other hand, in order to enhance the communication with the market, the Company will publish voluntary announcements to update the public on the latest development of the Group's business to enhance the transparency of the Company, whenever practicable.

The Board reviewed the effectiveness of the Group's risk management and internal control system at its Board meeting on 23 June 2020, including its financial, operational and compliance controls, and its risk management functions. The Board's review included a consideration of the internal control evaluations conducted by the executive management, the findings of the external auditors during the annual audit and the internal control review reported by an internal control adviser engaged by the Company. There was no material fraud or errors came to the attention of the Board from all these sources. Therefore, the Board was satisfied that the risk management and internal control systems were in place and implemented effectively during the year without significant weakness identified.

AUDITOR'S REMUNERATION

Total auditors' remuneration for year ended 31 March 2020 in relation to statutory audit work of the Group amounted to HK\$1.7 million (2019: HK\$1.5 million), of which a sum of HK\$1.4 million (2019: HK\$1.2 million) is paid or payable to PricewaterhouseCoopers, independent auditor of the Company, in respect of the audit services related to the audit for the year ended 31 March 2020.

本公司亦制定披露內幕消息的政策。任何潛在內幕消息將會透過既定的申報渠道傳遞到執行會議或董事會，董事將評估及釐定本公司是否存在內幕消息，並按規定須於聯交所網站上發表公告作及時披露。另一方面，為增強市場資訊溝通，本公司將會自願刊發公佈，向公眾人士更新本集團業務的最新發展，在可行情況下增加透明度。

董事會曾於2020年6月23日舉行之董事會會議上檢討本集團風險管理及內部監控（包括財務、營運及合規控制以及風險管理職能）系統的效率。董事會的檢討包括考慮由執行管理人員進行的內部監控評估、外部核數師在年度審核中的發現以及本公司委託內部監控顧問編製的內部監控檢討報告。董事會從所有該等資料中未有發現重大欺詐或錯誤。因此，董事會信納風險管理及內部監控系統在本年度內均已準備就緒及獲有效推行，而並無辨識重大弱點。

核數師酬金

於截至2020年3月31日止年度，就有關本集團法定審核工作之核數師酬金合共為1,700,000港元（2019年：1,500,000港元），其中1,400,000港元（2019年：1,200,000港元）乃就截至2020年3月31日止年度審核服務而已付或應付予本公司獨立核數師羅兵咸永道會計師事務所。

DIRECTORS' AND AUDITOR'S RESPONSIBILITIES FOR THE FINANCIAL STATEMENTS

The directors acknowledge their responsibility for the preparation of financial statements which give a true and fair view of the state of affairs of the Group. In preparing the financial statements which give a true and fair view, it is fundamental that appropriate accounting policies are selected and applied consistently. The reporting responsibilities of the Company's external auditor on the consolidated financial statements of the Group are set out in the independent auditor's report on pages 79 to 89 of this annual report. The directors were not aware of any material uncertainties relating to events or conditions which may cast significant doubt upon the Group's ability to continue as a going concern.

COMPANY SECRETARY

The Company's company secretary Mr. Chan Sun Kwong coordinates the supply of information to the directors and is the primary contact person within the Company for all matters relating to the duties and responsibilities of the company secretary. All directors have access to the company secretary to ensure that board procedures and all applicable laws, rules and regulations are followed. During the year, he had taken no less than 15 hours relevant professional training as required under Rule 3.29 of the Listing Rules. Please refer to his biographical details which are set out on page 66 of this annual report.

SHAREHOLDERS' RIGHTS

We endeavour to ensure that shareholders are treated fairly and are able to exercise their shareholders' rights effectively. Shareholders are entitled by the articles of association of the Company and are also encouraged to participate in the Company's general meetings or appoint proxies to attend and vote. Shareholder(s) holding not less than 10% of the Company's paid-up capital may request the Board to convene an extraordinary general meeting and put forward proposals. Such requisition shall be made in writing to the Board or the company secretary for the such purpose and specify the transaction of any business to propose in such meeting.

董事及核數師編製財務報表之責任

董事知悉彼等就編製真實與公平反映本集團狀況之財務報表須承擔責任。在編製該等真實與公平之財務報表時，必須選取及貫徹採用合適的會計政策。本公司外聘核數師對本集團綜合財務報表之呈報責任載於本年報第79至89頁之獨立核數師報告。董事所知，並無有關任何事件或情況的重大不明朗因素可能對本集團持續經營的能力產生重大疑問。

公司秘書

本公司之公司秘書陳晨光先生負責協調向董事提供資料，並為就涉及公司秘書職務及職責的一切事宜擔任本公司主要聯絡人。所有董事均可獲公司秘書提供意見及服務，確保能夠遵守董事會程序及所有適用法律、規則及規例。年內，公司秘書按上市規則第3.29條規定參加不少於15個小時的相關專業培訓。有關公司秘書的履歷請參閱本年報第66頁。

股東權利

我們致力確保股東獲公平對待，且彼等可有效行使其股東權利。組織章程細則賦予股東權利且鼓勵股東親身或委派代表出席股東大會並於會上投票。持有不少於本公司10%已繳足股本的股東可要求董事會召開股東特別大會並提呈動議。有關請求必須以書面向董事會或公司秘書作出，並註明將於該大會上提呈之任何事務。

Corporate Governance Report

企業管治報告

If a shareholder wishes to nominate a person for election as director in a general meeting, the particulars of the candidate must be stated in a nomination notice signed and deposited together with a notice of willingness signed by the candidate to the company secretary at the Company's headquarters or at the Registration Office (Tricor Investor Services Ltd., Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong) of the Company. The notice should be given at least seven days prior to the date of such general meeting.

There was no amendment made to the constitutional documents of the Company during the year ended 31 March 2020.

INVESTOR RELATIONS

We are committed to maintaining effective and timely dissemination of the Group's information to its shareholders and the market. We have established a shareholders' communication policy which emphasises the importance of regular communication to the shareholders and the market to ensure they have the available information reasonably required to make informed assessments of the Group's strategy, operations and financial performance. The annual shareholders' meetings and other shareholders' meetings of the Company are the primary forum for communication by the Company with its shareholders and for shareholder participation. In addition, the Company's website (www.samwoo-group.com) contains extensive company information which is easily accessible.

DIVIDEND POLICY

The Company does not have any pre-determined dividend payout ratio. The Board considers a number of factors in declaration and payment of dividends, including the financial condition, results of operation and level of cash; statutory and regulatory restrictions; future prospects and any other factors that the Board may consider relevant. The Board has the discretion to declare and distribute dividends to the shareholders of the Company to the extent that the Company shall maintain adequate cash reserve for meeting its working capital requirements and future growth.

股東如欲於股東大會上提名任何人士出選董事，則須將載有候選人詳細資料的經簽署提名通知書連同經候選人簽署的候選同意書，交予本公司總部送呈公司秘書或送交本公司登記處卓佳證券登記有限公司，地址為香港皇后大道東183號合和中心54樓。通知書須於有關股東大會日期前最少七天發出。

本公司憲制文件於截至2020年3月31日止年度並無任何修訂。

投資者關係

本公司致力於保持向其股東及市場有效及時地傳達本公司資料。我們設立了股東溝通政策，強調與股東及市場定期溝通的重要性，以確保他們取得合理所需資料以達致對本集團政策、營運及財務表現的知情評估。本公司之股東週年大會及其他股東大會乃本公司與股東間溝通之主要平台，亦供股東參與。此外，本公司網站 (www.samwoo-group.com) 載有豐富的公司資料，方便瀏覽。

股息政策

本公司並無任何預先釐定的派息比率。董事會於宣派及派付股息時考慮多項因素，包括財務狀況、經營業績和現金水平；法定和監管限制；未來前景以及董事會可能認為相關的任何其他因素。董事會可酌情決定向本公司股東宣派及派發股息，前提為本公司須維持足夠現金儲備以滿足其營運資金需要及未來增長。

Profile of Directors and Senior Management

董事及高級管理層履歷

EXECUTIVE DIRECTORS

Mr. Lau Chun Ming, aged 77, is an executive director, the Chairman and founder of the Group. He is also a director of various subsidiaries within the Group. Mr. Lau is responsible for the overall strategic planning and business development of the Group, overseeing the tendering and quotation process, research and development and formulation of overall corporate policies of the Group. Mr. Lau has been involved in the foundation works business since 1990. He is a brother of Mr. Lau Chun Kwok and Mr. Lau Chun Ka, the spouse of Ms. Leung Lai So and the father of Ms. Lau Pui Shan.

Mr. Lau Chun Kwok, aged 68, is the chief executive officer and an executive director. He is also a director of various subsidiaries within the Group. He joined the Group in the 1970s. He is responsible for the overall management of foundation works and ancillary services projects of the Group. He has been involved in the foundation works business since 1990. He is the brother of Mr. Lau Chun Ming and Mr. Lau Chun Ka, brother-in-law of Ms. Leung Lai So and uncle of Ms. Lau Pui Shan.

Mr. Lau Chun Ka, aged 66, is an executive director. He is also a director of various subsidiaries within the Group. He joined the Group in the 1970s. He is responsible for the overall management of maintenance and repair of machinery and equipment of the Group. He has been involved in the foundation works business since 1990. He is the brother of Mr. Lau Chun Ming and Mr. Lau Chun Kwok, brother-in-law of Ms. Leung Lai So and uncle of Ms. Lau Pui Shan.

Ms. Leung Lai So, aged 73, is an executive director. She is also a director of various subsidiaries within the Group. She joined the Group in the 1970s. She is responsible for the administrative and human resources management of the Group. She obtained a diploma in smaller company management from the Chinese University of Hong Kong in July 1997. She is the spouse of Mr. Lau Chun Ming, mother of Ms. Lau Pui Shan and sister-in-law of Mr. Lau Chun Kwok and Mr. Lau Chun Ka.

執行董事

劉振明先生，77歲，本集團執行董事、主席兼創辦人。彼亦為本集團多間附屬公司的董事。劉先生負責本集團整體策略規劃及業務發展、監督投標及報價過程、研發及制訂整體公司政策。劉先生自1990年起參與地基工程業務。彼為劉振國先生及劉振家先生的胞兄、梁麗蘇女士的配偶以及劉沛珊女士的父親。

劉振國先生，68歲，本集團行政總裁兼執行董事。彼亦為本集團多間附屬公司的董事。彼於七十年代加盟本集團。彼負責本集團地基工程及附屬服務項目的整體管理。彼自1990年起參與地基工程業務。彼為劉振明先生及劉振家先生的兄弟、梁麗蘇女士的小叔及劉沛珊女士的叔叔。

劉振家先生，66歲，執行董事。彼亦為本集團多間附屬公司的董事。彼於七十年代加盟本集團，負責本集團機械及設備保養維修的整體管理。彼自1990年起參與地基工程業務。彼為劉振明先生及劉振國先生的胞弟、梁麗蘇女士的小叔及劉沛珊女士的叔叔。

梁麗蘇女士，73歲，執行董事。彼亦為本集團多間附屬公司的董事。彼於七十年代加盟本集團。彼負責本集團的行政管理及人力資源管理。彼於1997年7月取得香港中文大學小型公司管理學文憑。彼為劉振明先生的配偶、劉沛珊女士的母親及劉振國先生及劉振家先生的嫂嫂。

Profile of Directors and Senior Management

董事及高級管理層履歷

INDEPENDENT NON-EXECUTIVE DIRECTORS

Professor Wong Sue Cheun, Roderick, aged 75, was appointed as an independent non-executive director of the Company in September 2014. Professor Wong holds a bachelor's degree of arts from San Diego State College in the United States of America, and a doctoral's degree in mathematics from the University of Alberta in Canada. He is a Fellow of the Royal Society of Canada, and Chevalier dans l'Ordre National de la Légion d'Honneur of France, and elected as a member of the European Academy of Sciences. Professor Wong is currently an independent non-executive director of BExcellent Group Holdings Limited (stock code: 1775) and G&M Holdings Limited (stock code: 6038), which shares are listed on the Stock Exchange.

Mr. Chu Tak Sum, aged 72, was appointed as an independent non-executive director of the Company in September 2014. Mr. Chu is a registered architect in Hong Kong under the provisions of the Architects Registration Ordinance (Cap. 408 of the Laws of Hong Kong) and has been engaged as an architect for about 44 years. Mr. Chu obtained a bachelor's degree of arts in architecture studies from The University of Hong Kong in 1971. He is also a fellow member of the Hong Kong Institute of Architects and holds Class 1 Registered Architect qualification of the PRC. Mr. Chu is currently the managing director of T.S. Chu Architects Limited. He had been an independent non-executive director of Henry Group Holdings Limited (stock code: 859) until February 2018.

Mr. Ip Tin Chee, Arnold, aged 57, was appointed as an independent non-executive director of the Company in September 2014. Mr. Ip obtained a Master of Arts degree from Trinity College, Cambridge University. Mr. Ip is chairman of Altus Holdings Limited (stock code: 8149), which group companies focus on providing corporate finance services to listed and unlisted companies in Hong Kong, as well as property investments.

獨立非執行董事

王世全教授，75歲，於2014年9月獲委任為本公司獨立非執行董事。王教授持有美國聖地牙哥州立大學的文學學士學位及加拿大阿爾伯塔大學的數學博士學位。彼為加拿大皇家學院院士，以及獲法國政府頒授法國國家榮譽軍團勳章，並獲選為歐洲科學院院士。王教授現任聯交所上市公司精英匯集團控股有限公司（股份代號：1775）和信越控股有限公司（股份代號：6038）的獨立非執行董事。

朱德森先生，72歲，於2014年9月獲委任為本公司獨立非執行董事。朱先生為香港法例第408章《建築師註冊條例》所指的香港註冊建築師，並擔任建築師約44年。朱先生於1971年取得香港大學建築學文學士學位。彼亦為香港建築師學會會員及持有中國一級註冊建築師資格。朱先生現為朱德森建築師事務所的常務董事，並曾任鎮科集團控股有限公司（股份代號：859）的獨立非執行董事至2018年2月。

葉天賜先生，57歲，於2014年9月獲委任為本公司獨立非執行董事。葉先生在劍橋大學三一學院取得文學士碩士學位。葉先生為浩德控股有限公司（股份代號：8149）主席，其集團公司專注向香港上市及非上市公司提供企業融資服務以及物業投資業務。

Profile of Directors and Senior Management

董事及高級管理層履歷

Mr. Ip is an independent non-executive director of Pioneer Global Group Limited (stock code: 224), Pak Fah Yeow International Limited (stock code: 239), and Icicle Group Holdings Limited (stock code: 8429), each of which is a company listed on the Stock Exchange. Mr. Ip worked for Standard Chartered Asia Limited and was a director of Yuanta Securities (Hong Kong) Limited thereafter until January 2001, specializing in a range of corporate finance and advisory activities for companies based in Hong Kong and China. From 1984 to 1988, he worked at Arthur Andersen & Co in London specializing in taxation and qualified as a Chartered Accountant in 1988.

葉先生為聯交所上市公司建生國際集團有限公司(股份代號：224)、白花油國際有限公司(股份代號：239)及冰雪集團控股有限公司(股份代號：8429)的獨立非執行董事。葉先生曾於渣打(亞洲)有限公司任職，及後直至2001年1月為元大證券(香港)有限公司之董事，專注於中港兩地多間公司各類企業財務及顧問業務。由1984年至1988年，葉先生於倫敦之安達信公司任職，專門從事稅務工作，並於1988年獲得特許會計師資格。

SENIOR MANAGEMENT

Mr. Wu Kwai Keung, Peter, aged 65, is the Deputy General Manager of the foundation division. He is responsible for the business development, tendering and overall management of the foundation works and ancillary services projects of the Group. He obtained a master degree in arbitration & dispute resolution from City University of Hong Kong in 2003. He has more than 35 years of experience in the construction industry both locally and abroad. He is a member of the Institution of Civil Engineers and Hong Kong Institution of Engineers.

高級管理層

胡季強先生，65歲，為地基部的副總經理。彼負責本集團地基工程及附屬服務項目的業務發展、投標及整體管理工作。於2003年，彼獲得香港城市大學仲裁及爭議解決學碩士學位。彼於建造行業擁有超過35年本地及海外經驗。彼為英國土木工程師學會及香港工程師學會會員。

Mr. Ho Ting Leung, Robin, aged 64, is the Deputy General Manager of the foundation division. He is responsible for the managing, supervising and actuating the current projects of the Group. He has over 35 years of experience, working in the construction industry, since graduated in 1981 from Civil Engineering Department of Hong Kong Polytechnic.

何定樑先生，64歲，為地基部的副總經理。彼負責本集團營運中的工程項目的管理、督導和推動工作。自1981年畢業於香港理工學院土木工程系後，彼於建造行業擁有逾35年之經驗。

Profile of Directors and Senior Management

董事及高級管理層履歷

Mr. Kwok Kan Kuen, Lawrence, aged 56, is a project manager of the foundation division. He is responsible for the supervision of the related foundation projects of the Group. Prior to joining the Group in July 2012, he has over 20 years of experience in the engineering field. He obtained a bachelor's degree in civil engineering from the Chu Hai College in 1987 and a master's degree of science in international construction management and engineering from the University of Leeds in the United Kingdom in 1994. He is currently a registered professional engineer under the Engineer Registration Ordinance (Cap. 409 of the Laws of Hong Kong) and a member of each of the Institution of Civil Engineers of the United Kingdom and the Hong Kong Institution of Engineers, respectively.

Ms. Lau Pui Shan, aged 46, is the chief financial officer of the Group and a director of certain subsidiaries within the Group. She joined the Group in September 1999. She is responsible for financial accounting, treasury and banking matters, investors relation and information technology system of the Group. She obtained a bachelor's degree of commerce in accounting and finance and a master's degree of commerce in international business from the University of New South Wales in Australia. She is a fellow certified practicing accountant of CPA Australia and a fellow member of the Hong Kong Institute of Certified Public Accountants. She is the daughter of Mr. Lau Chun Ming and Ms. Leung Lai So.

COMPANY SECRETARY

Mr. Chan Sun Kwong, aged 53, is the company secretary of the Company. He obtained a diploma of business administration from the Hong Kong Shue Yan College (now known as Hong Kong Shue Yan University) in 1990. He is a fellow member of the Hong Kong Institute of Chartered Secretaries, the Chartered Governance Institute in the United Kingdom, the Institute of Chartered Accountants in England and Wales, the Association of Chartered Certified Accountants in the United Kingdom and the Hong Kong Institute of Certified Public Accountants. He is an accredited mediator of The Hong Kong Mediation Centre. He has over 25 years company secretarial experience.

郭根權先生，56歲，地基部的項目經理，負責監督本集團的相關地基項目。彼於2012年7月加盟本集團之前，已於工程領域累積逾20年的經驗。郭先生於1987年取得珠海學院土木工程學士學位及於1994年取得英國利茲大學的國際建築管理與工程學碩士學位。郭先生現時為香港法例第409章《工程師註冊條例》所指的註冊專業工程師，並為英國土木工程師學會會員及香港工程師學會會員。

劉沛珊女士，46歲，為本集團財務總裁及本集團若干附屬公司的董事。彼於1999年9月加盟本集團。彼負責本集團財務、會計、司庫及銀行事務、投資者關係及資訊科技系統。彼持有澳洲新南威爾士大學的會計及金融商學士學位及國際商務碩士學位。彼為澳洲會計師公會的澳洲資深註冊會計師及香港會計師公會的資深會員。彼為劉振明先生及梁麗蘇女士的女兒。

公司秘書

陳晨光先生，53歲，為本公司的公司秘書。彼於1990年獲得香港樹仁學院（現稱香港樹仁大學）工商管理文憑。彼為香港特許秘書公會、英國特許公司治理公會、英格蘭及威爾士特許會計師協會、英國特許公認會計師公會及香港會計師公會資深會員。彼為香港和解中心認可調解員。彼擁有逾25年的公司秘書經驗。

The directors of the Company submit their report together with the audited financial statements of the Group for the year ended 31 March 2020.

PRINCIPAL ACTIVITIES

The principal activity of the Company is investment holding. The Group is principally engaged in the provision of foundation works and ancillary services. The principal activities of the subsidiaries of the Company are set out in note 12 to the consolidated financial statements. The segment information of the operations of the Group for the year ended 31 March 2020 is set out in note 5 to the consolidated financial statements.

BUSINESS REVIEW

The business review and principal risks of the Group for the year are included in the Chairman's Statement and Management Discussion and Analysis in this annual report.

The environmental policies and relationships with key stakeholders are included in the Management Discussion and Analysis in this annual report. Further details of the above are included in the Corporate Social Responsibility Report in this annual report.

RESULTS AND DIVIDENDS

The results of the Group for the year ended 31 March 2020 are set out in the consolidated statement of comprehensive income on page 90 of this annual report.

The Board recommended the payment of a final dividend of HK2.0 cents per share, amounting to HK\$33.6 million, representing approximately 46% dividend ratio on an annual basis. Such payment of dividends will be subject to the approval of shareholders at the forthcoming annual general meeting of the Company to be held on 7 September 2020 and are payable to shareholders whose names appear on the register of members of the Company at the close of business on 14 September 2020. It is expected that the proposed final dividend will be paid on or about 29 September 2020.

FIVE YEAR FINANCIAL SUMMARY

A summary of the published results and of the assets and liabilities of the Group for the last five years is set out on page 204 of this annual report.

本公司董事提呈其截至2020年3月31日止年度的報告連同本集團的經審核財務報表。

主要業務

本公司的主要業務為投資控股。本集團主要從事提供地基工程及附屬服務業務。本公司附屬公司的主要業務載於綜合財務報表附註12。本集團截至2020年3月31日止年度的業務分部資料載於綜合財務報表附註5。

業務回顧

本集團於本年度的業務回顧及主要風險已載於本年報的主席報告及管理層討論與分析內。

環境政策及與主要持份者的關係載於本年報的管理層討論與分析內。有關上述詳情載於本年報的企業社會責任報告內。

業績及股息

本集團於截至2020年3月31日止年度的業績載於第90頁的綜合全面收益表內。

董事會建議派發末期股息每股2.0港仙，合共約為33.6百萬港元，相當於按年度基準計算的股息比率約46%。該股息派發將待股東於2020年9月7日舉行的本公司應屆股東週年大會上批准後，方告作實，並將派發予於2020年9月14日營業時間結束時名列本公司股東名冊的股東。預期建議末期股息將於2020年9月29日或前後派發。

五年財務概要

本集團過去五個年度的已刊發業績及資產負債概要載於本年報第204頁。

Directors' Report

董事會報告

DONATIONS

Charitable and other donations made by the Group during the year amounted to about HK\$10,000.

DISTRIBUTABLE RESERVES

Distributable reserves of the Company at 31 March 2020, calculated under the Companies Law, Cap 22 (Law 3 of 1961, as consolidated and revised), of the Cayman Islands, amounted to HK\$201 million (2019: HK\$201 million).

SHARES ISSUED IN THE YEAR

No shares were issued in the years ended 31 March 2020 and 2019. Details of share capital are set out in note 19 to the consolidated financial statements.

PRE-EMPTIVE RIGHTS

There is no provision for pre-emptive rights under the Company's articles of association and there was no restriction against such rights under the laws of the Cayman Islands, which would oblige the Company to offer new shares on a pro rata basis to existing shareholders.

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

Neither the Company nor any of its subsidiaries had purchased, sold or redeemed any of the Company's listed securities during the year ended 31 March 2020.

SHARE OPTION SCHEME

A share option scheme (the "Scheme") was adopted pursuant to a shareholders' written resolution of the Company passed on 15 September 2014. No options have been granted, exercised or cancelled under the Scheme since its adoption up to the date of this annual report.

捐款

本集團於年內作出慈善及其他捐款合共10,000港元。

可供分派儲備

於2020年3月31日，本公司根據開曼群島法例第22章《公司法》(1961年法例三，經綜合及修訂本)計算的可供分派儲備為201,000,000港元(2019年：201,000,000港元)。

年內已發行股份

於截至2020年及2019年3月31日止年度並無發行股份。股本詳情載於綜合財務報表附註19。

優先購買權

本公司的組織章程細則並無有關優先購買權的條文，而開曼群島法例並無對該等權利施加限制，規定本公司須按比例向現有股東提呈新股份。

購買、出售或贖回本公司上市證券

本公司或其任何附屬公司於截至2020年3月31日止年度概無購買、出售或贖回本公司任何上市證券。

購股權

本公司根據於2014年9月15日通過的股東書面決議案，採納一項購股權計劃(「該計劃」)。自採納該計劃起至本年報日期為止，並無根據該計劃授出、行使或註銷任何購股權。

The purpose of the Scheme is to attract and retain personnels to remain with the Group and to motivate them to optimise their performance and efficiency for the benefit of the Group by providing them with the opportunity to acquire equity interests in the Company. The Board may, at its discretion, grant options pursuant to the Scheme to the directors (including executive directors, non-executive directors and independent non-executive directors), the directors of the Company's subsidiaries and employees of the Group and any other persons (including consultants or advisers) whom the Board considers, in its absolute discretion, have contributed or will contribute to the Group.

Total number of shares in respect of which options may be granted to the Scheme and any other share options schemes of the Company shall not exceed 10% of the shares in issue on the Company's listing date, i.e. 16 October 2014, being 40,000,000 shares of HK\$0.01 each on the listing date (or equivalent to 160,000,000 shares of HK\$0.0025 each subsequent to share subdivision effective on 23 December 2015) (the "Scheme Mandate Limit"). The Company may renew the Scheme Mandate Limit with shareholders' approval provided that each such renewal must not exceed 10% of the shares in the Company in issue as at the date of the shareholders' approval.

The maximum number of shares underlying all outstanding options which have been granted and have yet to be exercised pursuant to the Scheme and any other share option schemes of the Company must not, in aggregate, exceed 30% of the shares in issue from time to time.

Unless approved by shareholders of the Company in the manner as set out in the Scheme, the maximum number of shares underlying the options granted to each eligible participant (including both exercised, cancelled and outstanding options) in any 12-month period shall not exceed 1.0% of the shares in issue for the time being.

The period during which an option may be exercised by a grantee (the "Option Period") shall be the period to be determined and notified by the Board to the grantee at the time of making an offer, which shall not expire later than 10 years from the offer date.

該計劃的目的是藉著向各員工提供購買本公司股權的機會，吸引及挽留彼等留任本集團，並鼓勵彼等提升表現及效率，為本集團獲利而努力。董事會可根據該計劃酌情向董事（包括執行董事、非執行董事及獨立非執行董事）、本公司附屬公司的董事及本集團的僱員授出購股權，亦可向董事會全權認為曾對或將會對本集團作出貢獻的任何其他人士（包括諮詢人或顧問）授出購股權。

根據該計劃及本公司任何其他購股權計劃可予授出的購股權所涉及的股份總數，不得超過本公司於上市日期（2014年10月16日）已發行股份的10%（即40,000,000股於上市日期每股面值0.01港元的股份（或相當於2015年12月23日生效的股份拆細後的160,000,000股每股面值0.0025港元的股份））（「計劃授權上限」）。本公司可經股東批准下重訂計劃授權上限，惟每次進行的有關重訂均不得超過本公司於股東批准當日已發行股份的10%。

根據該計劃及本公司任何其他購股權計劃已授出但尚未行使的所有購股權所涉及股份最高數目，合共不得超過不時已發行股份的30%。

除非按該計劃所載方式獲本公司股東批准，每名合資格參與者在任何十二個月期間內獲授的購股權（包括已行使、已註銷及尚未行使的購股權）所涉及股份最高數目，不得超過當時已發行股份的1.0%。

承授人可行使購股權的期間（「購股權期間」）將由董事會於提呈要約時釐定及向承授人知會，有關期間不得於要約日期起計十年後屆滿。

Directors' Report

董事會報告

Subject to any restrictions applicable under the Listing Rules, an option may be exercised in whole or in part by the grantee at any time during the Option Period in accordance with the terms of the Scheme and the terms on which the option was granted.

The grantee shall pay HK\$1.00 upon acceptance of an offer of an option.

The exercise price shall be determined by the Board but in any event shall not be less than the highest of: (a) the closing price of the shares as stated in the daily quotations sheets issued by the Stock Exchange on the offer date, which must be a trading day; (b) the average closing price of the shares as stated in the daily quotation sheets issued by the Stock Exchange for the five trading days immediately preceding the offer date; or (c) the nominal value of the shares on the offer date of the relevant option.

The Scheme will remain in force for a period of 10 years after the date of adoption.

DIRECTORS

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

Executive directors

Mr. Lau Chun Ming (*Chairman*)
Mr. Lau Chun Kwok (*Chief Executive Officer*)
Mr. Lau Chun Ka
Ms. Leung Lai So

Independent non-executive directors

Professor Wong Sue Cheun, Roderick
Mr. Chu Tak Sum
Mr. Ip Tin Chee, Arnold

In accordance with article 84 of the Company's articles of association, Mr. Lau Chun Ming, Mr. Lau Chun Ka and Mr. Chu Tak Sum will retire and, being eligible, will offer themselves for re-election at the forthcoming annual general meeting.

在上市規則項下任何適用限制的規限下，承授人可根據該計劃的條款及授出購股權的條款於購股權期間隨時行使全部或部分購股權。

承授人接納購股權要約時須繳付1.00港元。

行使價由董事會釐定，惟於任何情況下不得低於以下最高者：(a)聯交所於相關購股權要約日期(須為交易日)發出的每日報價表所報股份的收市價；(b)聯交所於緊接相關購股權要約日期前五個交易日發出的每日報價表所報股份的平均收市價；及(c)股份於相關購股權要約日期的面值。

該計劃將於採納日期後十年期間生效。

董事

於本年度內至本報告日期止的本公司董事如下：

執行董事

劉振明先生(*主席*)
劉振國先生(*行政總裁*)
劉振家先生
梁麗蘇女士

獨立非執行董事

王世全教授
朱德森先生
葉天賜先生

根據本公司組織章程細則第84條，劉振明先生、劉振家先生及朱德森先生將於應屆股東週年大會上告退，並符合資格膺選連任。

The Company has received, from each of the independent non-executive directors, an annual confirmation of his independence pursuant to rule 3.13 of the Listing Rules. The Company considered all of the independent non-executive directors to be independent.

DIRECTORS' SERVICE CONTRACTS

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

DIRECTORS'/CONTROLLING SHAREHOLDERS' MATERIAL INTERESTS IN TRANSACTIONS, ARRANGEMENTS AND CONTRACTS THAT ARE SIGNIFICANT IN RELATION TO THE GROUP'S BUSINESS

Save for disclosed elsewhere in this annual report, no transactions, arrangements and contracts of significance in relation to the Group's business to which the Company's subsidiaries, fellow subsidiaries or its parent companies was a party and in which a director or controlling shareholders of the Company and the directors' connected party had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year.

BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT

Brief biographical details of directors and senior management are set out on pages 63 to 66.

本公司已接獲每位獨立非執行董事根據上市規則第3.13條就其獨立性作出的年度確認書。本公司認為所有獨立非執行董事均符合有關獨立性的要求。

董事的服務合約

概無擬於應屆股東週年大會上膺選連任的董事與本集團任何成員公司訂有不可由本集團於一年內終止而毋須支付補償款項（法定補償除外）的服務合約。

董事／控股股東於對本集團業務而言屬重大的交易、安排及合約中擁有的重大權益

除於本年報其他部分所披露者外，本公司的附屬公司、同系附屬公司或母公司於年末或年內任何時間，並無訂有任何對本集團業務而言屬重大且本公司董事或控股股東及董事的關連人士於當中擁有重大權益（不論直接或間接）的交易、安排及合約。

董事及高級管理層履歷

董事及高級管理層履歷載於第63至第66頁。

Directors' Report

董事會報告

DISCLOSURE OF INTERESTS

As at 31 March 2020, the interests and short positions of directors in the shares, underlying shares and debentures of the Company and its associated corporation (within the meaning of Part XV of the Securities and Futures Ordinance ("SFO")) as recorded in the register required to be kept under section 352 of the SFO, or as notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers as set out in Appendix 10 of the Listing Rules, are as follows:

(a) Directors' interest in the Company:

Name of director 董事姓名	Number of ordinary shares of HK\$0.0025 each held (long position) 所持每股面值0.0025港元的普通股數目(好倉)	Percentage of shareholding 持股比例	Capacity 身份
Mr. Lau Chun Ming 劉振明先生	1,200,000,000	71.43%	Founder of a discretionary trust 全權信託的創辦人
Ms. Leung Lai So 梁麗蘇女士	1,200,000,000	71.43%	Beneficiary of a discretionary trust 全權信託的受益人

(b) Directors' interest in associated corporations of the Company:

Name of director 董事姓名	Name of associated corporation 相聯法團名稱	Number of shares 股份數目	Percentage of shareholding 持股比例	Capacity 身份
Mr. Lau Chun Ming 劉振明先生	Actiease Assets Limited	61 shares 61股	100%	Founder of a discretionary trust 全權信託的創辦人
Mr. Lau Chun Ming 劉振明先生	Silver Bright Holdings Limited	10,000 shares 10,000股	100%	Founder of a discretionary trust 全權信託的創辦人
Ms. Leung Lai So 梁麗蘇女士	Actiease Assets Limited	61 shares 61股	100%	Beneficiary of a discretionary trust 全權信託的受益人
Ms. Leung Lai So 梁麗蘇女士	Silver Bright Holdings Limited	10,000 shares 10,000股	100%	Beneficiary of a discretionary trust 全權信託的受益人

權益披露

於2020年3月31日，董事於本公司及其相聯法團(定義見證券及期貨條例(「證券及期貨條例」)第XV部)的股份、相關股份及債券中擁有根據證券及期貨條例第352條須予存置的登記冊所記錄的權益及淡倉，或根據上市規則附錄10所載的上市發行人董事進行證券交易的標準守則須知會本公司及聯交所的權益及淡倉如下：

(a) 董事於本公司的權益：

(b) 董事於本公司相聯法團的權益：

So far as the directors are aware, as at 31 March 2020 the interest and short positions of the persons, other than a director or chief executive of the Company, in the shares and underlying shares of the Company as recorded in the register required to be kept under section 336 of the SFO are as follows:

就董事所知，於2020年3月31日，以下人士（不包括本公司董事或主要行政人員）於本公司股份及相關股份中擁有根據證券及期貨條例第336條須予存置的登記冊所記錄的權益及淡倉：

(c) Substantial shareholders' interests and short positions in the Company:

(c) 主要股東於本公司的權益及淡倉：

Name of shareholder 董事名稱	Number of ordinary shares of HK\$0.0025 each held 所持每股面值0.0025港元的普通股數目	Percentage of shareholding 持股百分比	Capacity 身份
Actiease Assets Limited	Long position 1,200,000,000 好倉1,200,000,000股	71.43%	Beneficial owner 實益擁有人
Silver Bright Holdings Limited	Long position 1,200,000,000 好倉1,200,000,000股	71.43%	Interest of a controlled corporation 受控制法團的權益
Managecorp Limited as trustee of a unit trust (作為單位信託的受託人)	Long position 1,200,000,000 好倉1,200,000,000股	71.43%	Trustee 受託人
IQ EQ (NTC) Trustees Asia (Jersey) Limited (formerly known as First Names (NTC) Trustees Asia Limited) (前稱First Names (NTC) Trustees Asia Limited)	Long position 1,200,000,000 好倉1,200,000,000股	71.43%	Trustee 受託人

Notes:

- 1,200,000,000 shares were held by Actiease Assets Limited, a company wholly owned by Silver Bright Holdings Limited which is indirectly owned by a discretionary trust of which Ms. Leung Lai So is the beneficiary.
- Silver Bright Holdings Limited is 100% held by Managecorp Limited as trustee of a unit trust, of which issued units are 100% held by IQ EQ (NTC) Trustees Asia (Jersey) Limited (formerly known as First Names (NTC) Trustees Asia Limited) as trustee of a discretionary trust set up by Mr. Lau Chun Ming.

附註：

- 1,200,000,000股股份由Silver Bright Holdings Limited全資擁有的公司Actiease Assets Limited所持有，而Silver Bright Holdings Limited由其受益人為梁麗蘇女士的全權信託間接擁有。
- Silver Bright Holdings Limited由單位信託的受託人Managecorp Limited 100%持有，而Managecorp Limited的已發行單位則由IQ EQ (NTC) Trustees Asia (Jersey) Limited (前稱First Names (NTC) Trustees Asia Limited) 作為劉振明先生設立的全權信託的受託人100%持有。

Directors' Report

董事會報告

MANAGEMENT CONTRACTS

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

DEED OF NON-COMPETITION

The controlling shareholders have confirmed to the Company of their compliance with the non-competition undertakings provided to the Company under a deed of non-competition dated 15 September 2014.

In addition, the Company requested and obtained the information of the companies owned by the controlling shareholders of the Company. The independent non-executive directors, based on their review of the confirmation, noted that no engagement in competing business had been reported by the controlling shareholder of the Company during the year ended 31 March 2020; and there was no particular situation rendering the full compliance of the undertakings being questionable.

MAJOR CUSTOMERS AND SUPPLIERS

During the year, the Group's five largest customers in aggregate accounted for approximately 98% (2019: 100%) of the Group's total turnover. The largest customer accounted for approximately 51% (2019: 72%) of the Group's total turnover.

During the year, the Group's five largest suppliers in aggregate accounted for approximately 52% (2019: 95%) of the Group's total purchases. The largest supplier accounted for approximately 44% (2019: 86%) of the Group's total purchases.

To the best of the knowledge of the directors, none of the directors, their associates or any shareholder (which to the knowledge of the directors owns more than 5% of the Company's share capital) had an interest in these major suppliers or customers.

管理合約

於年內概無訂立或存有關於本公司全部或任何重大部分業務的管理及行政方面的合約。

不競爭契據

控股股東已向本公司確認，其已遵守根據日期為2014年9月15日的不競爭契據向本公司作出的不競爭承諾。

此外，本公司已索取並獲取本公司控股股東所擁有公司的資料。獨立非執行董事根據其對確認書的審閱注意到本公司控股股東於截至2020年3月31日止年度概無匯報曾參與競爭業務，亦不存在關於完全遵守承諾有爭議之特殊情況。

主要客戶及供應商

於年內，本集團五大客戶合共佔本集團總營業額約98%（2019年：100%）。最大客戶佔本集團總營業額約51%（2019年：72%）。

於年內，本集團五大供應商合共佔本集團總採購額約52%（2019年：95%）。最大供應商佔本集團總採購額約44%（2019年：86%）。

就董事所知，概無董事、彼等的聯繫人士或任何股東（就董事所知擁有本公司股本5%以上的人士）於上述主要供應商或客戶中擁有權益。

RELATED PARTY TRANSACTIONS

The significant related party transactions entered into by the Group during the year set out in note 27 to the financial statements included transactions that constitute connected/continuing connected transactions for which the disclosure requirements under the Listing Rules have been complied with.

CONTINUING CONNECTED TRANSACTIONS

During the year ended 31 March 2020, the Group had the following continuing connected transactions:

Tenancy Agreements

Name of landlords 業主名稱	Term of lease agreements 租賃協議年期	Monthly rent 每月租金 (HK\$) (港元)	Annual rent 每年租金 (HK\$) (港元)
Leasing of storage property for use as open storage and service depot for the Group 租賃存倉物業以用作本集團的露天存倉及維修場			
Cheer Crown Limited 嘉勳有限公司	1/8/2017 ~ 31/7/2020	180,000	2,160,000
Leasing of residential properties and car parking spaces for use as quarter for the directors 租賃住宅物業及停車位以用作董事的居所			
Cheer Wealth International Development Limited 富怡國際發展有限公司	1/8/2017 ~ 31/7/2020	73,000	876,000
East Ascent Enterprises Limited 東升企業有限公司	1/8/2017 ~ 31/7/2020	3,800	45,600
Cheer Profit International Enterprise Limited 置利國際企業有限公司	1/8/2017 ~ 31/7/2020	3,800	45,600
Long Ascent Development Limited 長升發展有限公司	1/8/2017 ~ 31/7/2020	50,000	600,000
Healthy World Investment Limited 健匯投資有限公司	1/8/2017 ~ 31/7/2020	50,000	600,000
Total transaction amounts for the year ended 31 March 2020 截至2020年3月31日止年度的交易總額			4,327,200
Annual cap For the year ended 31 March 2020	年度上限 截至2020年3月31日止年度		4,327,200

關聯人士交易

本集團於本年度訂立的重重大關聯交易載於財務報表附註27，包括構成關連／持續關連交易的交易，而本集團已就該等交易遵守上市規則的披露規定。

持續關連交易

於截至2020年3月31日止年度，本集團的持續關連交易如下：

租賃協議

Directors' Report

董事會報告

The rents paid by the Group to the above landlords were determined on an arm's length basis and reflected the prevailing market rents at the time. The relevant tenancy agreements were also entered into by the parties on normal commercial terms.

Relationships with Connected Persons

As Mr. Lau Chun Ming, Mr. Lau Chun Kwok, Mr. Lau Chun Ka and Ms. Leung Lai So, each a director, and Ms. Lau Pui Shan, a daughter of Mr. Lau Chun Ming and Ms. Leung Lai So, owned the beneficial interests in the above landlords, each of the landlords above was therefore considered as a connected person of the Company and hence the transactions referred above constituted continuing connected transactions under Chapter 14A of the Listing Rules.

Review of Continuing Connected Transactions

The continuing connected transactions mentioned above have been reviewed by the independent non-executive directors of the Company who have confirmed that the transactions have been entered into (a) in the ordinary and usual course of business of the Company; (b) on normal commercial terms or better; and (c) according to the relevant agreements governing them on terms that are fair and reasonable and in the interests of the Company's shareholders as a whole.

The Company's auditor was engaged to report on the Group's continuing connected transactions in accordance with Hong Kong Standard on Assurance Engagements 3000 "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 Listing Rules" issued by the Hong Kong Institute of Certified Public Accountants. The auditor has issued an unqualified letter containing their findings and conclusions in respect of the continuing connected transactions disclosed by the Group on pages 69 to 70 in this annual report in accordance with rule 14A.56 of the Listing Rules. A copy of the auditor's letter has been provided by the Company to the Stock Exchange.

本集團向上述業主支付的租金乃按公平原則釐定，並已反映當時的現行市場租金。同樣，相關租賃協議由訂約各方按正常商業條款訂立。

與關連人士的關係

由於劉振明先生、劉振國先生、劉振家先生及梁麗蘇女士（彼等各自為董事）及劉沛珊女士（劉振明先生及梁麗蘇女士的女兒）於以上業主中擁有實益權益，因此以上業主均被視為本公司的關連人士，上述所指的交易亦因而構成上市規則第14A章項下的持續關連交易。

審閱持續關連交易

本公司的獨立非執行董事已審閱上述持續關連交易，並確認交易乃(a)於本公司日常一般業務過程中；(b)按一般商業條款或更佳條款；及(c)根據規管該等交易的相關協議，屬公平合理，且符合本公司股東整體利益而訂立。

本公司核數師獲委聘，遵照香港會計師公會頒發的香港鑒證業務準則第3000號「歷史財務資料審核或審閱以外的鑒證工作」並參考實務說明第740號「上市規則規定的持續關連交易的核數師函件」，就本集團的持續關連交易作出報告。根據上市規則第14A.56條，核數師已就本集團於本年報第69至第70頁披露的持續關連交易，發出載有彼等的審核結果及結論的無保留意見函件。本公司已向聯交所呈交核數師函件的副本。

Save as disclosed above, a summary of significant related party transactions that did not constitute connected transactions made during the year is disclosed in note 27 to the financial statements.

MARKET CAPITALISATION

As at 31 March 2020, the market capitalisation of the listed securities of the Company was approximately HK\$168 million based on the total number of 1,680,000,000 issued shares of the Company and the closing price of HK\$0.10 per share.

SUFFICIENCY OF PUBLIC FLOAT

Based on information that is publicly available to the Company and within the knowledge of the directors, the Company has maintained the prescribed public float under the Listing Rules during the year ended 31 March 2020 and as at the date of this report.

COMPLIANCE WITH LAWS AND REGULATIONS

During the year and up to the date of this report, the Group had complied with all the relevant laws and regulations in the places where we operate in all material respects.

PERMITTED INDEMNITY PROVISION

The Company's Articles provides that every director is entitled to be indemnified out of the assets of the Company against all losses or liabilities which he/she may sustain or incur in or about the execution of duties of his/her office or otherwise in relation thereto provided that such indemnity shall not extend to any matter in respect of fraud or dishonesty which may attach to the director.

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

除上文披露者外，於年內作出的並不構成關連交易的重大關聯人士交易概要於財務報表附註27披露。

市值

於2020年3月31日，按本公司已發行股份總數1,680,000,000股以及每股收市價0.10港元計算，本公司上市證券的市值約為168,000,000港元。

充足的公眾持股量

根據本公司獲得的公開資料及就董事所知，於截至2020年3月31日止年度及於本年報日期，本公司一直維持上市規則指定的公眾持股量。

遵守法律及規例

於年內及直至本報告日期，本集團已在各重要方面遵守旗下營運所在地的全部相關法律及規例。

獲准許彌償條文

本公司組織章程細則規定，就其任期內或因執行其職務而可能遭致或發生與此相關之所有損失或責任，每位董事有權從本公司資產中獲得賠償，惟與董事本身之欺詐或不誠實事宜有關者除外。

本公司於年內已購買及維持全年的董事責任保險，為董事提供適當的保障。

Directors' Report

董事會報告

EVENTS OCCURRING AFTER THE REPORTING DATE

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 Hong Kong.

The Group has paid close attention to the development of COVID-19 outbreak and kept evaluating the impact on the financial position, cash flows and operating results of the Group to prevent the outbreak from having material adverse effects on the businesses. However, if the COVID-19 outbreak continues for a longer period of time, the financial performance of the Group for the year ending 31 March 2021 might be affected but the financial impact cannot be reasonably estimated at this stage.

AUDITOR

The consolidated financial statements for the year ended 31 March 2020 have been audited by PricewaterhouseCoopers, who will retire and, being eligible, offer themselves for re-appointment at the forthcoming annual general meeting of the Company.

On behalf of the Board

Mr. Lau Chun Ming

Chairman

Hong Kong, 23 June 2020

報告日期後事項

於2020年初爆發2019年新型冠狀病毒疫情（「2019冠狀病毒病疫情」）後，香港已採取一系列預防及控制措施，並將會繼續採納該等措施。

本集團一直密切關注2019冠狀病毒病疫情的發展並繼續評估對本集團財務狀況、現金流和經營業績的影響，以防疫情對業務造成重大不影響。然而，倘若2019冠狀病毒病疫情持續發展一段長時間，本集團於2021年3月31日止年度的財務表現或會受影響，但實質的財務影響在這個階段尚未能合理地估算。

核數師

截至2020年3月31日止年度的綜合財務報表已獲羅兵咸永道會計師事務所審核，其將於本公司應屆股東週年大會上任滿告退並願意接受續聘。

代表董事會

劉振明先生

主席

香港，2020年6月23日

Independent Auditor's Report

獨立核數師報告



羅兵咸永道

TO THE SHAREHOLDERS OF SAM WOO CONSTRUCTION GROUP LIMITED

(incorporated in the Cayman Islands with limited liability)

致三和建築集團有限公司股東

(於開曼群島註冊成立的有限公司)

OPINION

意見

What we have audited

我們已審計的內容

The consolidated financial statements of Sam Woo Construction Group Limited (the “Company”) and its subsidiaries (the “Group”) set out on pages 90 to 203, which comprise:

三和建築集團有限公司(以下簡稱「貴公司」)及其附屬公司(以下統稱「貴集團」)列載於第90至203頁的綜合財務報表，包括：

- the consolidated balance sheet as at 31 March 2020;
- the consolidated statement of comprehensive income for the year then ended;
- the consolidated statement of changes in equity for the year then ended;
- the consolidated statement of cash flows for the year then ended; and
- the notes to the consolidated financial statements, which include a summary of significant accounting policies.

- 於2020年3月31日的綜合資產負債表；
- 截至該日止年度的綜合全面收益表；
- 截至該日止年度的綜合權益變動表；
- 截至該日止年度的綜合現金流量表；及
- 綜合財務報表附註，包括重要會計政策摘要。

Our opinion

我們的意見

In our opinion, the consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at 31 March 2020, and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards (“HKFRSs”) issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”) and have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

我們認為，該等綜合財務報表已根據香港會計師公會頒佈的《香港財務報告準則》真實而中肯地反映了貴集團於2020年3月31日的綜合財務狀況及其截至該日止年度的綜合財務表現及綜合現金流量，並已遵照香港《公司條例》的披露規定妥為擬備。

Independent Auditor's Report

獨立核數師報告

BASIS FOR OPINION

We conducted our audit in accordance with Hong Kong Standards on Auditing (“HKSAs”) issued by the HKICPA. Our responsibilities under those standards are further described in the Auditor’s Responsibilities for the Audit of the Consolidated Financial Statements section of our report.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Independence

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.

KEY AUDIT MATTERS

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

意見的基礎

我們已根據香港會計師公會頒佈的《香港審計準則》進行審計。我們在該等準則下承擔的責任已在本報告「核數師就審計綜合財務報表承擔的責任」部分中作進一步闡述。

我們相信，我們所獲得的審計憑證能充足及適當地為我們的審計意見提供基礎。

獨立性

根據香港會計師公會頒佈的《專業會計師道德守則》(以下簡稱「守則」)，我們獨立於貴集團，並已履行守則中的其他專業道德責任。

關鍵審計事項

關鍵審計事項是根據我們的專業判斷，認為對本期綜合財務報表的審計最為重要的事項。這些事項是在我們審計整體綜合財務報表及出具意見時進行處理的。我們不會對這些事項提供單獨的意見。

KEY AUDIT MATTERS (Continued)

Key audit matters identified in our audit are summarised as follows:

- Accounting for construction contracts
- Estimated useful lives and residual values of plant and equipment

Key Audit Matter

關鍵審計事項

Accounting for construction contracts

Refer to note 2.18 in the summary of significant accounting policies, note 4(a) in the critical accounting estimates and judgements and note 5 to the consolidated financial statements.

請參閱重大會計政策概要附註2.18、綜合財務報表附註4(a)重要會計估計及判斷以及附註5。

For the year ended 31 March 2020, the Group recognised revenue amounted to HK\$916,831,000 from construction works, with the related construction contracts costs amounted to HK\$756,249,000.

截至2020年3月31日止年度，貴集團確認916,831,000港元的收入乃來自建築工程，與相關建築合約成本為756,249,000港元。

Revenue on construction contracts is recognised over the period of individual contract by measuring the progress towards complete satisfaction of individual performance obligation. The Group recognises revenue using either input method or output method, with the selection of method dependent upon which method best depicts the way the Group satisfies its performance obligation over time. The decision as to which method to use is made for each contract, after considering the nature of the goods or services that the Group promised to transfer to the customer.

建築合約的收入通過計量達致完全履行個別履約義務的進度在個別合約期內予以確認。貴集團採用投入法或輸出法確認收入，方法的選擇取決於哪種方法能最佳地描述貴集團隨時間履行履約義務的方式。對各合約下採用何種方法是經考慮貴集團承諾轉讓給客戶的貨品或服務的性質後決定。

關鍵審計事項(續)

我們在審計中識別的關鍵審計事項概述如下：

- 建築合約的會計處理
- 機械及設備的估計可使用年期及剩餘價值

How our audit addressed the Key Audit Matter

我們的審計如何處理關鍵審計事項

建築合約的會計處理

Our procedures in relation to management's accounting for measuring the progress towards satisfaction of the performance obligation, revenue, cost and profit recognition of construction contracts included:

就管理層對計量履行履約義務的進度、建築合約的收入、成本及溢利確認的會計處理，我們已採取的程序包括：

- We assessed and tested the key controls over the project costs budgetary process.
- 我們已評估及測試項目成本預算過程中的主要監控。
- We selected, on a sample basis, contracts to examine management's budget of the cost component, such as costs of materials, subcontracting fees and labour costs, etc. We compared the budgeted cost components to supporting documents including but not limited to price quotation and rate of labour costs.
- 我們抽樣選出合約以審視管理層對材料成本、分包費用及勞務成本等成本組成部分的預算。我們將預算成本的組成部分與佐證文件互相比對，當中包括但不限於報價單及勞務成本價格。
- We inspected material construction contracts of the Group and agreed contract sum and variations, if any, to management's records.
- 我們已檢視貴集團的重大建築合約並按管理層記錄協定合約金額及變更(如有)。

Independent Auditor's Report

獨立核數師報告

KEY AUDIT MATTERS (Continued)

關鍵審計事項(續)

Key Audit Matter

關鍵審計事項

Under input method, revenue on construction contracts is recognised with reference to actual costs incurred by the Group up to the end of the reporting period as a percentage of total estimated costs for each contract. Under output method, revenue recognition is based on the stage of completion of contract activity by reference to work performed at balance sheet date as a percentage of the total contract value.

根據投入法，建築合約的收入是參考直至報告期末貴集團實際產生的成本佔各合約估計成本總額的百分比而確認。根據輸出法，收入確認是基於經參考結算日所進行工程佔總合約價值百分比根據合約活動的完工階段。

Recognition of revenue, cost and profit on contracts require significant judgement and estimates in (a) measuring the progress towards complete satisfaction of the performance obligation; (b) estimating total budgeted costs and profit margin for each projects; and (c) estimating the expected recovery of costs arising from variation of work scope during the contracts periods. We focused on this area as a key audit matter due to the significance of the revenue and the related costs to the Group's consolidated financial statements and the significance of the judgement and estimates involved.

合約的收入、成本及溢利確認需要對(a)計量達致完全履行履約義務的進度；(b)估計各合約的預算成本總額及利潤率；及(c)估計合約期間因工作範疇變更而產生的成本能否回收。由於收入及相關成本對貴集團綜合財務報表的重要性以及當中涉及的判斷及估計的重要性，我們視此為關鍵審計事項而專注於此範疇。

How our audit addressed the Key Audit Matter

我們的審計如何處理關鍵審計事項

- We tested, on sample basis, actual costs incurred to supporting documents including, but no limited to, suppliers' invoices and labour cost allocation schedules.
- 我們已根據佐證文件(包括但不限於供應商的發票和勞工成本分配表)對已錄得的實際成本進行抽樣測試。
- We assessed the competence and independence of external quantity surveyors involve in selected contracts.
- 我們評審參與所選出之合約的外聘工料測量師之能力及獨立性。

For projects where revenue was recognised using input method:

對於以投入法確認收入的項目而言：

- We compared the actual costs incurred against the budgeted costs to understand the status of the project completion, identified whether there are any cost overruns or variation of work scope. Where applicable, we checked these changes from the original work scope to supporting documents.
- 我們將已錄得的實際成本與預算成本進行比較，以了解項目完工狀況，確定是否存在任何成本超支或工作範疇的變更。在適用的情況，我們會檢視對原始工作範疇之變更的佐證文件。
- We compared the project's stage of completion under input method with quantity surveyors' certificates at period end, where available. We inquired management in respect of significant differences noted and checked such differences to supporting documents.
- 如項目有期末的工料測量師證明書，我們將與項目在投入法下的完工階段進行比較。我們已就所發現的重大差異向管理層提出查詢，並根據佐證文件檢查有關差異。

Independent Auditor's Report

獨立核數師報告

KEY AUDIT MATTERS (Continued)

關鍵審計事項 (續)

Key Audit Matter

關鍵審計事項

How our audit addressed the Key Audit Matter

我們的審計如何處理關鍵審計事項

Furthermore, for projects where revenue was recognised using output method:

此外，對於以輸出法確認收入的項目而言：

- We checked the completion status specified in quantity surveyors' certificates and compared the status/amount with revenue recognised.
- 我們已檢查工料測量師證明書中訂明的完工狀況並將有關狀況／金額與已確認收入作比較。
- We discussed with the project managers about the status of the projects, to identify any variations of contracts and claims, and to obtain explanations from management for fluctuations in margins and changes in budget as well as the expected recovery of variations.
- 我們已與項目經理討論項目狀況，以識別有否合約變更及申索，並就利潤率波動、預算變動及預期能否收回合約變更取得管理層的說明。
- We inspected the correspondence with customers and sub-contractors, on a sample basis, for corroboration of management explanations.
- 我們已抽樣檢視與客戶及分包商之間的通訊，以佐證管理層的說明。

We found the judgement and estimates adopted by management in determining the revenue, cost and profit recognition of construction contracts are supported by available evidence.

我們認為管理層在釐定建築合約的收入、成本及溢利確認時所應用的判斷及所採納的估計方面已獲現有證據支持。

Independent Auditor's Report

獨立核數師報告

KEY AUDIT MATTERS (Continued)

關鍵審計事項(續)

Key Audit Matter

關鍵審計事項

Estimated useful lives and residual values of plant and equipment

Refer to note 2.6 in the summary of significant accounting policies, note 4(b) in the critical accounting estimates and judgements and note 14 to the consolidated financial statements.

請參閱重大會計政策概要附註2.6、綜合財務報表附註4(b)重要會計估計及判斷以及附註14。

As at 31 March 2020, the carrying value of plant and equipment amounted to HK\$543,671,000, with depreciation charge for the year ended 31 March 2020 amounted to HK\$23,896,000.

於2020年3月31日，機械及設備之賬面值為543,671,000港元而截至2020年3月31日止年度之折舊支出為23,896,000港元。

How our audit addressed the Key Audit Matter

我們的審計如何處理關鍵審計事項

機械及設備的估計可使用年期及剩餘價值

Our procedures in relation to management's estimated useful lives and residual values of plant and equipment included:

就管理層對機械及設備的估計可使用年期及剩餘價值，我們已採取的程序包括：

- We discussed with the management on trends of prevailing market values for equivalent aged assets for each category of plant and equipment and the value of scrap metal at year end. We performed independent research to corroborate with the management's assessment.
- 我們已與管理層討論各類機械及設備的同等賬齡資產的現行市值走勢及廢鐵於年末的價值。我們已進行獨立研究以證實管理層的評估。
- We sample checked market quotations or recent scrap metal price to assess whether the residual value of each type of plant and equipment is within reasonable range.
- 我們已抽樣核對市場報價或廢鐵的近期價格以評估各類機械及設備的剩餘價值屬合理範圍。
- We reviewed the sensitivity analysis performed by management on financial impact of fluctuation on residual values to depreciation.
- 我們已審閱管理層對剩餘價值波動與折舊的財務影響進行的敏感性分析。

KEY AUDIT MATTERS (Continued)

關鍵審計事項 (續)

Key Audit Matter

關鍵審計事項

Management estimates useful lives of the plant and equipment by reference to the industry practice, expected usage of the assets, expected repair and maintenance, and if there is any technical or commercial obsolescence arising from changes or improvements in the market. Residual values of the plant and equipment are determined based on prevailing market values for equivalent aged assets taking into account the condition of the relevant assets or the value of scrap metal. Depreciation expense would be significantly affected by the useful lives and residual values of the plant and equipment as estimated by management.

管理層乃參考行業慣例、資產預期用途、預期維修及保養、以及是否有任何因市場變化或改善導致的技術或商業方面過時，估計機械及設備的可使用年期。機械及設備的剩餘價值乃根據具同等賬齡資產的現行市值釐定，並計及有關資產的狀況或廢鐵的價值。管理層所估計機械及設備的可使用年期及剩餘價值將對折舊費用有重大影響。

We focused on this area as a key audit matter due to the fact that the carrying value of plant and equipment represented 93% of non-current assets and 52% of total assets of the Group, and significant judgement is involved in determining the useful lives and residual values of plant and equipment.

由於機械及設備的賬面值佔貴集團非流動資產的93%及總資產的52%，以及在釐定機械及設備的可使用年期及剩餘價值時涉及重要判斷，我們視此為關鍵審計事項而專注於此範疇。

How our audit addressed the Key Audit Matter

我們的審計如何處理關鍵審計事項

- We assessed useful lives by benchmarking to other industry players and performing research to consider whether there are changes or improvements in the market which could potentially result in technical or commercial obsolescence. Furthermore, we tested, on a sample basis, usage of the assets among different construction projects and expenditure of repair and maintenance.
- 我們以其他業界的基準評估可使用年期及進行研究以考慮是否有市場變化或改善而可能導致技術或商業方面過時。另外，我們已抽樣測試不同建築項目的資產用途以及維修及保養的開支。
- We tested, on a sample basis, whether additions to plant and equipment have been recorded in proper categories with relevant useful lives and residual values, for the calculation of depreciation.
- 就計提折舊，我們已抽樣測試機械及設備的添置是否記錄於合適的相關可使用年期及剩餘價值類別。

We found the judgement and estimates in determining the useful lives and residual values of plant and equipment are supported by available evidence.

我們認為，於釐定機械及設備的可使用年期及剩餘價值時運用的判斷及估計是有足夠證據支持的。

Independent Auditor's Report

獨立核數師報告

OTHER INFORMATION

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

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

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

RESPONSIBILITIES OF DIRECTORS AND THE AUDIT COMMITTEE FOR THE CONSOLIDATED FINANCIAL STATEMENTS

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

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

其他信息

貴公司董事須對其他信息負責。其他信息包括年報內的所有信息，但不包括綜合財務報表及我們的核數師報告。

我們對綜合財務報表的意見並不涵蓋其他信息，我們亦不對該等其他信息發表任何形式的鑒證結論。

結合我們對綜合財務報表的審計，我們的責任是閱讀其他信息，在此過程中，考慮其他信息是否與綜合財務報表或我們在審計過程中所了解的情況存在重大抵觸或者似乎存在重大錯誤陳述的情況。

基於我們已執行的工作，如果我們認為其他信息存在重大錯誤陳述，我們需要報告該事實。在這方面，我們沒有任何報告。

董事及審核委員會就綜合財務報表須承擔的責任

貴公司董事須負責根據香港會計師公會頒佈的《香港財務報告準則》及香港《公司條例》的披露規定擬備真實而中肯的綜合財務報表，並對其認為為使綜合財務報表的擬備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。

在擬備綜合財務報表時，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。

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

核數師就審計綜合財務報表承擔的責任

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

我們的目標，是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，並出具包括我們意見的核數師報告。我們僅向閣下（作為整體）報告我們的意見，除此之外本報告別無其他目的。我們不會就本報告的內容向任何其他人士負上或承擔任何責任。合理保證是高水平的保證，但不能保證按照《香港審計準則》進行的審計，在某一重大錯誤陳述存在時總能發現。錯誤陳述可以由欺詐或錯誤引起，如果合理預期它們單獨或滙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。

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

在根據《香港審計準則》進行審計的過程中，我們運用了專業判斷，保持了專業懷疑態度。我們亦：

- 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.
- 識別和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這些風險，以及獲取充足和適當的審計憑證，作為我們意見的基礎。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的重大錯誤陳述的風險高於未能發現因錯誤而導致的重大錯誤陳述的風險。
- 了解與審計相關的內部控制，以設計適當的審計程序，但目的並非對貴集團內部控制的有效性發表意見。

Independent Auditor's Report

獨立核數師報告

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

(Continued)

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.
 - Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
 - Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
 - Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.
- 核數師就審計綜合財務報表承擔的責任 (續)
 - 評價董事所採用會計政策的恰當性及作出會計估計和相關披露的合理性。
 - 對董事採用持續經營會計基礎的恰當性作出結論。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。如果我們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，則我們應當發表非無保留意見。我們的結論是基於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。
 - 評價綜合財務報表的整體列報方式、結構和內容，包括披露，以及綜合財務報表是否中肯反映交易和事項。
 - 就 貴集團內實體或業務活動的財務信息獲取充足、適當的審計憑證，以便對綜合財務報表發表意見。我們負責 貴集團審計的方向、監督和執行。我們為審計意見承擔全部責任。

Independent Auditor's Report

獨立核數師報告

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

(Continued)

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

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

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

The engagement partner on the audit resulting in this independent auditor's report is Chan Hin Gay Gabriel.

PricewaterhouseCoopers
Certified Public Accountants

Hong Kong, 23 June 2020

核數師就審計綜合財務報表承擔的責任 (續)

除其他事項外，我們與審核委員會溝通了計劃的審計範圍、時間安排、重大審計發現等，包括我們在審計中識別出內部控制的任何重大缺陷。

我們還向審核委員會提交聲明，說明我們已符合有關獨立性的相關專業道德要求，並與他們溝通有可能合理地被認為會影響我們獨立性的所有關係和其他事項，以及在適用的情況下，相關的防範措施。

從與審核委員會溝通的事項中，我們確定哪些事項對本期綜合財務報表的審計最為重要，因而構成關鍵審計事項。我們在核數師報告中描述這些事項，除非法律法規不允許公開披露這些事項，或在極端罕見的情況下，如果合理預期在我們報告中溝通某事項造成的負面後果超過產生的公眾利益，我們決定不應在報告中溝通該事項。

出具本獨立核數師報告的審計項目合夥人是陳顯基。

羅兵咸永道會計師事務所
執業會計師

香港，2020年6月23日

Consolidated Statement of Comprehensive Income

綜合全面收益表

For the year ended 31 March 2020 截至2020年3月31日止年度

		Note 附註	2020 HK\$'000 千港元	2019 HK\$'000 千港元
Revenue from contracts with customers	客戶合約收入	5	916,831	452,268
Cost of sales	銷售成本	7	(790,165)	(447,886)
Gross profit	毛利		126,666	4,382
Other loss, net	其他虧損－淨額	6	(535)	(1,000)
Other income	其他收入	6	832	484
Administrative expenses	行政開支	7	(43,147)	(37,503)
Impairment losses on retention receivables	應收保留金之減值虧損		-	(25,009)
Operating profit/(loss)	經營溢利／(虧損)		83,816	(58,646)
Finance income	財務收入	8	2,287	3,481
Finance costs	財務費用	8	(2,424)	(2,332)
Finance (costs)/income, net	財務(費用)／收入－淨額	8	(137)	1,149
Profit/(loss) before income tax	除所得稅前溢利／(虧損)		83,679	(57,497)
Income tax (expense)/credit	所得稅(開支)／抵免	9	(10,661)	7,127
Profit/(loss) for the year	年度溢利／(虧損)		73,018	(50,370)
Profit/(loss) attributable to equity holders of the Company	本公司權益持有人應佔溢利／(虧損)		73,018	(50,370)
Profit/(loss) for the year	年度溢利／(虧損)		73,018	(50,370)
Other comprehensive (loss)/income <i>Items that may be subsequently reclassified to profit or loss</i>	其他全面(虧損)／收入 <i>可能於其後重新分類至損益之項目</i>			
Fair value (losses)/gains on financial assets at fair value through other comprehensive income	按公平值計入其他全面收入之金融資產之公平值(虧損)／收益		(800)	400
Total comprehensive income/(loss) for the year	年度全面收入／(虧損)總額		72,218	(49,970)
Total comprehensive income/(loss) attributable to equity holders of the Company	本公司權益持有人應佔全面收入／(虧損)總額		72,218	(49,970)
			2020 HK cents 港仙	2019 HK cents 港仙
Basic and diluted earnings/(loss) per share	每股基本及攤薄盈利／(虧損)	11	4.35	(3.00)

The notes on pages 95 to 203 are an integral part of these consolidated financial statements.

第95至203頁之附註為此等綜合財務報表之組成部分。

Consolidated Balance Sheet

綜合資產負債表

As at 31 March 2020 於2020年3月31日

		Note	2020 HK\$'000 千港元	2019 HK\$'000 千港元
		附註		
Assets	資產			
Non-current assets	非流動資產			
Right-of-use assets	使用權資產	13	19,284	–
Plant and equipment	機械及設備	14	543,671	563,615
Deferred income tax assets	遞延所得稅資產	20	2,877	8,547
Financial assets at fair value through other comprehensive income	按公平值計入其他全面收入之金融資產	15	20,120	20,920
Deposits and prepayments	按金及預付款項	16	836	2,098
			586,788	595,180
Current assets	流動資產			
Trade and retention receivables	應收貿易款項及保留金	16	236,663	45,858
Deposits, prepayments and other receivables	按金、預付款項及其他應收款項	16	6,984	5,852
Contract assets	合約資產	17	379	8,616
Income tax recoverable	可收回所得稅		2,090	2,389
Restricted bank balances	受限制銀行結餘	18	3,145	3,075
Cash and cash equivalents	現金及現金等價物	18	207,321	196,964
			456,582	262,754
Total assets	資產總值		1,043,370	857,934
Equity	權益			
Share capital	股本	19(a)	4,200	4,200
Reserves	儲備	19(b)	693,727	621,716
Total equity	權益總額		697,927	625,916

Consolidated Balance Sheet

綜合資產負債表

As at 31 March 2020 於2020年3月31日

	Note 附註	2020 HK\$'000 千港元	2019 HK\$'000 千港元
Liabilities			
Non-current liabilities			
Borrowings – non-current portion	23	10,045	3,400
Deferred income tax liabilities	20	56,423	53,062
Amount due to a director	22, 27(d)	3,145	3,075
		69,613	59,537
Current liabilities			
Trade and retention payables	21	124,299	34,833
Accruals and other payables			
	21	24,655	9,921
Contract liabilities	17	11,366	34,311
Borrowings – current portion	23	109,437	92,498
Lease liabilities	13	4,364	–
Income tax payable		1,709	918
		275,830	172,481
Total liabilities		345,443	232,018
Total equity and liabilities		1,043,370	857,934

The consolidated financial statements on pages 90 to 203 were approved by the Board of Directors on 23 June 2020 and were signed on its behalf.

第90至203頁之綜合財務報表已於2020年6月23日獲董事會批准，並由下列人士代表簽署。

Lau Chun Ming

劉振明

Director

董事

Leung Lai So

梁麗蘇

Director

董事

The notes on pages 95 to 203 are an integral part of these consolidated financial statements.

第95至203頁之附註為此等綜合財務報表之組成部分。

Consolidated Statement of Changes In Equity

綜合權益變動表

For the year ended 31 March 2020 截至2020年3月31日止年度

		Share capital	Share premium	Available-for-sale financial assets reserve	Financial assets at fair value through other comprehensive income fair value reserve	Other reserves	Retained earnings	Total
		股本 HK\$'000 千港元	股份溢價 HK\$'000 千港元	可供出售 金融資產儲備 HK\$'000 千港元	按公平值計入其他 全面收入金融資產 之公平值儲備 HK\$'000 千港元	其他儲備 HK\$'000 千港元	保留盈利 HK\$'000 千港元	總計 HK\$'000 千港元
Balance at 31 March 2018 as originally stated	於2018年3月31日之結餘 (如原先呈列)	4,200	194,087	770	-	10,500	476,163	685,720
Changes in accounting policies (note 2.2)	會計政策變動(附註2.2)	-	-	(770)	770	-	(9,834)	(9,834)
Balance at 1 April 2018 as restated	於2018年4月1日之結餘 (經重列)	4,200	194,087	-	770	10,500	466,329	675,886
Comprehensive income	全面收入							
Loss for the year	年度虧損	-	-	-	-	-	(50,370)	(50,370)
Fair value gains on financial assets at fair value through other comprehensive income	按公平值計入其他全面收入 之金融資產之公平值 收益	-	-	-	400	-	-	400
Total comprehensive loss for the year	年度全面虧損總額	-	-	-	400	-	(50,370)	(49,970)
Balance at 31 March 2019	於2019年3月31日之結餘	4,200	194,087	-	1,170	10,500	415,959	625,916
Balance at 31 March 2019 as originally stated	於2019年3月31日之結餘 (如原先呈列)	4,200	194,087	-	1,170	10,500	415,959	625,916
Changes in accounting policies (note 2.2)	會計政策變動(附註2.2)	-	-	-	-	-	(207)	(207)
Balance at 1 April 2019 as restated	於2019年4月1日之結餘 (經重列)	4,200	194,087	-	1,170	10,500	415,752	625,709
Comprehensive income	全面收入							
Profit for the year	年度溢利	-	-	-	-	-	73,018	73,018
Fair value losses on financial assets at fair value through other comprehensive income	按公平值計入其他全面收入 之金融資產之公平值虧損	-	-	-	(800)	-	-	(800)
Total comprehensive Profit for the year	年度全面收入總額	-	-	-	(800)	-	73,018	72,218
Balance at 31 March 2020	於2020年3月31日之結餘	4,200	194,087	-	370	10,500	488,770	697,927

The notes on pages 95 to 203 are an integral part of these consolidated financial statements.

第95至203頁之附註為此等綜合財務報表之組成部分。

Consolidated Statement of Cash Flows

綜合現金流量表

For the year ended 31 March 2020 截至2020年3月31日止年度

	Note 附註	2020 HK\$'000 千港元	2019 HK\$'000 千港元
Cash flows from operating activities 來自經營活動的現金流量			
Net cash generated from/(used in) operations 經營活動所得/(所用)現金淨額	26(a)	13,426	(62,552)
Interest paid 已付利息		(1,847)	(1,486)
Interest received 已收利息		2,287	3,481
Interest elements of lease payments 租賃付款的利息部分		(507)	–
Interest elements of finance lease payments 融資租賃付款的利息部分	8	–	(791)
Restricted bank balances 受限制銀行結餘	18	(70)	(55)
Hong Kong profits tax paid 已付香港利得稅		(540)	(1,789)
Net cash generated from/(used in) operating activities 經營活動所得/(所用)現金淨額		12,749	(63,192)
Cash flows from investing activities 來自投資活動的現金流量			
Purchase of plant and equipment 購買機械及設備		(21,225)	(13,562)
Proceeds from sales of plant and equipment 出售機械及設備的所得款項	26(b)	68	–
Net cash used in investing activities 投資活動所用現金淨額		(21,157)	(13,562)
Cash flows from financing activities 來自融資活動的現金流量			
Capital elements of finance lease payments 融資租賃付款的資本部分		–	(17,125)
Drawdown of long-term bank loans 提取長期銀行貸款		19,961	–
Repayment of long-term bank loans 償還長期銀行貸款		(8,219)	(18,932)
Drawdown of short-term bank loans 提取短期銀行貸款		290,144	193,624
Repayment of short-term bank loans 償還短期銀行貸款		(268,506)	(140,250)
Principal elements of lease payments 租賃付款之本金部份		(14,615)	–
Net cash generated from financing activities 融資活動所得現金淨額		18,765	17,317
Net increase/(decrease) in cash and cash equivalents 現金及現金等價物增加/(減少)淨額		10,357	(59,437)
Cash and cash equivalents at beginning of the year 於年初的現金及現金等價物		196,964	256,401
Cash and cash equivalents at end of the year 於年終的現金及現金等價物	18	207,321	196,964

The notes on pages 95 to 203 are an integral part of these consolidated financial statements.

第95至203頁之附註為此等綜合財務報表之組成部分。

Notes to the Consolidated Financial Statements

綜合財務報表附註

1 GENERAL INFORMATION

Sam Woo Construction Group Limited (the “Company”) was incorporated in the Cayman Islands as an exempted company with limited liability under the Companies Law, Cap 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands. The address of the Company’s registered office is Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman, KY1-1111, the Cayman Islands.

The Company is an investment holding company and its subsidiaries (together the “Group”) are principally engaged in foundation works and ancillary services in Hong Kong and Macau.

The shares of the Company are listed on the Main Board of The Stock Exchange of Hong Kong Limited.

The consolidated financial statements are presented in Hong Kong dollars (“HK\$”) unless otherwise stated.

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The principal accounting policies applied in the preparation of these consolidated financial statements are set out below. These policies have been consistently applied to all the years presented, unless otherwise stated.

2.1 Basis of preparation

The consolidated financial statements of the Group have been prepared in accordance with all applicable Hong Kong Financial Reporting Standards (“HKFRSs”) issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”) and requirements of Hong Kong Companies Ordinance Cap.622. The consolidated financial statements of the Group have been prepared under the historical cost convention except for the financial assets at fair value through other comprehensive income (note 15) which are stated at fair value.

1 一般資料

三和建築集團有限公司(「本公司」)根據開曼群島法例第22章《公司法》(1961年法例3, 經綜合及修訂本)在開曼群島註冊成立為獲豁免有限公司。本公司的註冊辦事處地址位於Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman, KY1-1111, Cayman Islands。

本公司為投資控股公司, 而其附屬公司(統稱「本集團」)主要於香港及澳門從事地基工程及附屬服務。

本公司之股份於香港聯合交易所有限公司主板上市。

除另有所指外, 綜合財務報表以港元(「港元」)呈列。

2 重大會計政策概要

編製此等綜合財務報表所採用的主要會計政策載於下文。除另有指明者外, 該等政策於所有呈列年度一直貫徹應用。

2.1 編製基準

本集團之綜合財務報表乃根據香港會計師公會(「香港會計師公會」)所頒佈之所有適用香港財務報告準則(「香港財務報告準則」)及香港法例第622章香港公司條例之規定編製。本集團之綜合財務報表以歷史成本法編製, 惟按公平值計入其他全面收入之金融資產(附註15)根據公平值列賬除外。

Notes to the Consolidated Financial Statements

綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.1 Basis of preparation (Continued)

The preparation of the consolidated financial statements in conformity with HKFRSs requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the Group's accounting policies. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the consolidated financial statements, are disclosed in note 4.

(a) *New and amended standards and interpretation adopted by the Group*

The Group has adopted the following new and amended standards and interpretation for the first time for their financial reporting period commencing 1 April 2019:

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

2 重大會計政策概要 (續)

2.1 編製基準 (續)

根據香港財務報告準則編製綜合財務報表須運用若干關鍵會計估計。管理層於應用本集團會計政策時亦須作出判斷。涉及較多判斷或較複雜，或有關假設及估計對綜合財務報表有重大影響的範疇於附註4披露。

(a) *本集團已採納的新訂及經修訂準則及詮釋*

本集團已就2019年4月1日開始的財務報告期間首次採納以下新訂及經修訂準則及詮釋：

香港財務報告準則之修訂	2015年至2017年週期香港財務報告準則的年度改進
香港會計準則第19號之修訂	計劃修訂、縮減或結清
香港會計準則第28號之修訂	於聯營公司及合營企業之長期權益
香港財務報告準則第9號之修訂	具有負值補償之預付款項特點
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	所得稅處理之不確定性

Notes to the Consolidated Financial Statements

綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.1 Basis of preparation (Continued)

(a) *New and amended standards and interpretation adopted by the Group (Continued)*

The Group had to change its accounting policies as a result of adopting HKFRS 16. The Group elected to adopt the new rules retrospectively but recognised the cumulative effect of initially applying the new standard on 1 April 2019. This is disclosed in Note 2.2.

The adoption of the other amended standards, amendments and interpretation did not have a significant effect on the financial statements or result in any significant changes in the Group's significant accounting policies, except for certain changes in presentation and disclosures.

2 重大會計政策概要(續)

2.1 編製基準(續)

(a) 本集團已採納的新訂及經修訂準則及詮釋(續)

本集團因採納了香港財務報告準則第16號而需要改變其會計政策。本集團選擇追溯採納該等新規則，惟確認於2019年4月1日初始採納新準則的累計影響。有關影響披露於附註2.2。

採納其他經修訂準則、修訂及詮釋並無對本集團財務報表造成重大影響，或對重大會計政策產生任何重大影響，惟呈列及披露的若干變動除外。

Notes to the Consolidated Financial Statements

綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.1 Basis of preparation (Continued)

(b) *New and amended standards, amendment and revised conceptual framework not yet adopted by the Group*

The following new and amended standards, amendments and interpretation have been issued but are not effective for the financial year beginning on or after 1 April 2019 and have not been early adopted:

Amendments to HKAS 1	Classification of Liabilities as Current or Non-current ⁽³⁾
Amendments to HKAS 1 and HKAS 8	Definition of Material ⁽¹⁾
Amendments to HKFRS 3	Definition of Business ⁽¹⁾
Amendments to HKAS 39, HKFRS7 and HKFRS 9	Interest Rate Benchmark Reform ⁽¹⁾
Conceptual Framework for Financial Reporting 2018	Revised Conceptual Framework for Financial Reporting ⁽¹⁾
Amendments to HKFRS 10 and HKAS 28	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture ⁽⁴⁾
HKFRS 17	Insurance Contracts ⁽²⁾
Amendments to HKFRS 16	Covid-19 Related Rent Concessions ⁽⁵⁾

2 重大會計政策概要(續)

2.1 編製基準(續)

(b) *本集團尚未採納的新訂及經修訂準則、修訂及經修訂概念框架*

以下新訂及經修訂準則、修訂及經修訂概念框架已頒佈，但於2019年4月1日或之後開始的財政年度尚未生效，以及並未提早應用：

香港會計準則第1號之修訂	將負債分類為流動或非流動 ⁽³⁾
香港會計準則第1號及香港會計準則第8號之修訂	重大的定義 ⁽¹⁾
香港財務報告準則第3號之修訂	業務的定義 ⁽¹⁾
香港會計準則第39號、香港財務報告準則第7號及香港財務報告準則第9號之修訂	利率基準改革 ⁽¹⁾
2018年財務報告概念框架	經修訂財務報告概念框架 ⁽¹⁾
香港財務報告準則第10號及香港會計準則第28號之修訂	投資者與其聯營公司或合營企業的資產出售或注資 ⁽⁴⁾
香港財務報告準則第17號	保險合約 ⁽²⁾
香港財務報告準則第16號之修訂	有關新型冠狀病毒的租金寬減 ⁽⁵⁾

Notes to the Consolidated Financial Statements

綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.1 Basis of preparation (Continued)

(b) *New and amended standards, amendment and revised conceptual framework not yet adopted by the Group (Continued)*

(1) Effective for the Group for annual period beginning on or after 1 January 2020.

(2) Effective for the Group for annual period beginning on or after 1 January 2021.

(3) Effective for the Group for annual period beginning on or after 1 January 2022.

(4) Effective date to be determined.

(5) Effective for the Group for annual period beginning on or after 1 June 2020.

None of these HKFRSs is expected to have a significant effect on the consolidated financial statements of the Group.

2.2 Changes in accounting policies

This note explains the impact of the adoption of HKFRS 16 “Leases” on the Group’s financial statements.

Nature of change

As indicated in Note 2.1 above, the Group has adopted HKFRS 16 “Leases” retrospectively from 1 April 2019, but has not restated comparatives for the 2019 reporting period, as permitted under the specific transition provisions in the standard. The reclassifications and the adjustments arising from the new leasing rules are therefore recognised in the opening balance sheet on 1 April 2019. The new accounting policies are disclosed in Note 2.22.

2 重大會計政策概要(續)

2.1 編製基準(續)

(b) 本集團尚未採納的新訂及經修訂準則、修訂及經修訂概念框架(續)

(1) 於2020年1月1日或之後開始的年度期間對本集團有效。

(2) 於2021年1月1日或之後開始的年度期間對本集團有效。

(3) 於2022年1月1日或之後開始的年度期間對本集團有效。

(4) 生效日期有待釐定。

(5) 於2020年6月1日或之後開始的年度期間對本集團有效。

此等香港財務報告準則預期不會對本集團的綜合財務報表造成重大影響。

2.2 會計政策變動

本附註說明採納香港財務報告準則第16號「租賃」對本集團財務報表之影響。

變動性質

誠如上文附註2.1所述，本集團自2019年4月1日已追溯採納香港財務報告準則第16號「租賃」，惟並無根據準則特定過渡條文所允許，重列2019年報告期的比較數字。因此，新租賃規則所產生的重新分類及調整確認於2019年4月1日的期初結算表。新會計政策披露於附註2.22。

Notes to the Consolidated Financial Statements

綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.2 Changes in accounting policies (Continued)

Impact

On adoption of HKFRS 16, the Group recognised lease liabilities in relation to leases which had previously been classified as 'operating leases' under the principles of HKAS 17 Leases. These liabilities were measured at the present value of the remaining lease payments, discounted using the lessee's incremental borrowing rate as of 1 April 2019. The weighted average lessee's incremental borrowing rate applied to the lease liabilities on 1 April 2019 was 4%.

For leases previously classified as finance leases the entity recognised the carrying amount of the lease asset and lease liability immediately before transition as the carrying amount of the right-of-use asset and the lease liability at the date of initial application. The measurement principles of HKFRS 16 are only applied after that date. No remeasurement to the lease liabilities was recognised as adjustments to the related right-of-use assets immediately after the date of initial application.

2 重大會計政策概要 (續)

2.2 會計政策變動 (續)

影響

於採納香港財務報告準則第16號時，本集團就先前根據香港會計準則第17號「租賃」之原則分類為「經營租賃」的租賃確認租賃負債。該等負債按餘下租賃付款之現值計量，並使用承租人截至2019年4月1日之增量借款利率貼現。應用於2019年4月1日之租賃負債的承租人加權平均增量借款利率為4%。

就此前分類為融資租賃的租賃而言，本集團將租賃資產及租賃負債緊接過渡前的賬面值確認為初始應用日期使用權資產及租賃負債的賬面值。香港財務報告準則第16號的計量原則僅適用於該日期之後。並無租賃負債的重新計量確認為對緊隨初始應用日期後之相關使用權資產的調整。

Notes to the Consolidated Financial Statements

綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.2 Changes in accounting policies (Continued)

Impact (Continued)

(i) Practical expedients applied

In applying HKFRS 16 for the first time, the Group has used the following practical expedients permitted by the standard:

- Applying single discount rate to a portfolio of leases with reasonably similar characteristic.
- Relying on previous assessment on whether leases are onerous.
- Accounting for operating lease with a remaining lease term of less than 12 months as at 1 April 2019 as short term leases.
- Excluding the initial direct costs from the measurement of the right-of-use assets.

The Group has also elected not to reassess whether a contract is, or contains a lease at the date of initial application. Instead, for contracts entered into before the transition date the Group relied on its assessment made applying HKAS 17 and HK(IFRIC)-Int 4 Determining whether an Arrangement contains a Lease.

2 重大會計政策概要(續)

2.2 會計政策變動(續)

影響(續)

(i) 採用的實際可行權宜方法

於首次應用香港財務報告準則第16號時，本集團已採用以下該準則允許的實際可行權宜方法：

- 對特徵合理地相似之租賃組合使用單一貼現率。
- 在釐定租賃是否出現減值時依賴過往所作評估。
- 將自2019年4月1日起計餘下租期少於12個月的經營租賃入賬列作短期租賃。
- 計量使用權資產時撇除初始直接成本。

本集團亦已選擇不重新評估合約在首次應用日期是否屬於租賃或包含租賃。相反，對於在過渡日期之前訂立的合約，本集團依據其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)一詮釋第4號「釐定安排是否包括租賃」作出的評估。

Notes to the Consolidated Financial Statements

綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.2 Changes in accounting policies (Continued)

Impact (Continued)

(i) Practical expedients applied (Continued)

Upon the adoption of HKFRS 16, the Group reclassified the assets under finance leases amounted HK\$64,386,000 (mainly machinery and equipment and motor vehicles) from plant and equipment to right-of-use assets, and the liabilities under obligations under finance leases amounted HK\$9,151,000 from borrowings to lease liabilities for presentation purpose.

(ii) Measurement of lease liabilities

Operating lease commitment disclosed as at 31 March 2019

Discounted using the lessee's incremental borrowing rate of at the date of initial application

Add: finance lease liabilities recognised as at 31 March 2019

Less: short-term leases not recognised as a liability

Less: low-value leases not recognised as a liability

Lease liability recognised as at 1 April 2019

Of which are:

Current lease liabilities

Non-current lease liabilities

2 重大會計政策概要(續)

2.2 會計政策變動(續)

影響(續)

(i) 採用的實際可行權宜方法(續)

於採納香港財務報告準則第16號後，本集團已就呈列而將融資租賃項下資產64,386,000港元(主要是機械及設備以及汽車)由機械及設備重新分類為使用權資產並將融資租賃責任項下負債9,151,000港元由借款重新分類為租賃負債。

(ii) 計量租賃負債

於2019年3月31日披露的經營租賃承擔

按承租人於首次應用日期的增量借款利率貼現

加：於2019年3月31日確認的融資租賃負債

減：未確認為負債的短期租賃

減：未確認為負債的低價值租賃

於2019年4月1日確認的租賃負債

當中：

流動租賃負債

非流動租賃負債

HK\$'000
千港元

12,468

11,687

9,151

(1,853)

(6)

18,979

14,280

4,699

18,979

Notes to the Consolidated Financial Statements

綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.2 Changes in accounting policies (Continued)

Impact (Continued)

(iii) Measurement of right-of-use assets

The associated right-of-use assets for property leases were measured on a retrospective basis as if the new rules had always been applied, adjusted by the amount of any prepaid or accrued lease payments relating to that lease recognised in the statement of financial position as at 31 March 2019.

The recognised right-of-use assets relate to the following types of assets:

Machinery and equipment
Motor vehicles
Properties

Total right-of-use assets

2 重大會計政策概要(續)

2.2 會計政策變動(續)

影響(續)

(iii) 計量使用權資產

物業租賃的相關使用權資產按追溯基準計量，猶如新規則已一直應用，透過任何與於2019年3月31日財務狀況表確認的租賃有關的預付或應計租賃付款作出調整。

已確認使用權資產關於以下類別之資產：

	1 April 2019 2019年 4月1日 HK\$'000 千港元
機械及設備	64,256
汽車	130
物業	9,961
	<hr/>
使用權資產總值	74,347

Notes to the Consolidated Financial Statements

綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.2 Changes in accounting policies (Continued)

Impact (Continued)

(iv) The table below summarises the impact on the adoption of HKFRS 16:

Consolidated balance sheet (extract)	綜合資產負債表 (摘要)	At 31 March 2019 as originally presented 於2019年3月31日 (如原先呈列) HK\$'000 千港元	Effects of the adoption of HKFRS 16 採納香港財務報告準則第16號之影響 HK\$'000 千港元	At 1 April 2019 Restated 於2019年4月1日 (經重列) HK\$'000 千港元
Non-current assets	非流動資產			
Plant and equipment	機械及設備	563,615	(64,386)	499,229
Right-of-use assets	使用權資產	–	74,347	74,347
Current assets	流動資產			
Deposits, prepayment and other receivables	按金、預付款項及其他應收款項	5,852	(340)	5,512
Equity	權益			
Reserves	儲備	621,716	(207)	621,509
Non-current liabilities	非流動負債			
Borrowings – non-current portion	借款 – 非流動部份	3,400	(1,431)	1,969
Lease liabilities – non-current portion	租賃負債 – 非流動部份	–	4,699	4,699
Current liabilities	流動負債			
Borrowings – current portion	借款 – 流動部份	92,498	(7,720)	84,778
Lease liabilities – current portion	租賃負債 – 流動部份	–	14,280	14,280

(v) Lessor accounting

The Group did not need to make any adjustments to the accounting for assets held as lessor under operating leases as a result of the adoption of HKFRS 16.

2 重大會計政策概要 (續)

2.2 會計政策變動 (續)

影響 (續)

(iv) 下表概述採納香港財務報告準則第16號之影響：

Consolidated balance sheet (extract)	綜合資產負債表 (摘要)	At 31 March 2019 as originally presented 於2019年3月31日 (如原先呈列) HK\$'000 千港元	Effects of the adoption of HKFRS 16 採納香港財務報告準則第16號之影響 HK\$'000 千港元	At 1 April 2019 Restated 於2019年4月1日 (經重列) HK\$'000 千港元
Non-current assets	非流動資產			
Plant and equipment	機械及設備	563,615	(64,386)	499,229
Right-of-use assets	使用權資產	–	74,347	74,347
Current assets	流動資產			
Deposits, prepayment and other receivables	按金、預付款項及其他應收款項	5,852	(340)	5,512
Equity	權益			
Reserves	儲備	621,716	(207)	621,509
Non-current liabilities	非流動負債			
Borrowings – non-current portion	借款 – 非流動部份	3,400	(1,431)	1,969
Lease liabilities – non-current portion	租賃負債 – 非流動部份	–	4,699	4,699
Current liabilities	流動負債			
Borrowings – current portion	借款 – 流動部份	92,498	(7,720)	84,778
Lease liabilities – current portion	租賃負債 – 流動部份	–	14,280	14,280

(v) 出租人會計處理方法

本集團毋須因採納香港財務報告準則第16號而對經營租賃項下作為出租人持有的資產的會計處理作出任何調整。

Notes to the Consolidated Financial Statements

綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.2 Changes in accounting policies (Continued)

Changes in accounting policies on 1 April 2018

This note explains the impact of the adoption of HKFRS 9 Financial Instruments and HKFRS 15 Revenue from Contracts with Customers on the Group's consolidated financial statements on 1 April 2018.

HKFRS 9 Financial Instruments

HKFRS 9 replaces the provisions of HKAS 39 that relates to the recognition, classification and measurement of financial assets and financial liabilities, derecognition of financial instruments, impairment of financial assets and hedge accounting.

The adoption of HKFRS 9 Financial Instruments from 1 April 2018 resulted in changes in accounting policies and adjustments to the amounts recognised in the consolidated financial statements. The accounting policies are set out in Note 2.8 below.

HKFRS 15 Revenue from Contracts with Customers

The Group has adopted HKFRS 15 Revenue from Contracts with Customers from 1 April 2018 which resulted in changes in accounting policies and adjustments to the amounts recognised in the consolidated financial statements. The accounting policies are set out in note 2.18.

2 重大會計政策概要(續)

2.2 會計政策變動(續)

於2018年4月1日的會計政策變動

本附註說明於2018年4月1日採納香港財務報告準則第9號金融工具及香港財務報告準則第15號客戶合約收益對本集團綜合財務報表的影響。

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號取代香港會計準則第39號有關金融資產及金融負債的確認、分類及計量、金融工具終止確認、金融資產減值及對沖會計的條文。

自2018年4月1日起採納香港財務報告準則第9號金融工具，導致會計政策變動及調整於綜合財務報表確認的金額。有關會計政策載於下文附註2.8。

香港財務報告準則第15號客戶合約收益

本集團自2018年4月1日起採納香港財務準則第15號客戶合約收益，導致會計政策發生變化，並對綜合財務報表中確認的金額進行調整。該等會計政策載於附註2.18。

Notes to the Consolidated Financial Statements

綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.2 Changes in accounting policies (Continued)

Changes in accounting policies on 1 April 2018 (Continued)

HKFRS 15 Revenue from Contracts with Customers (Continued)

Under HKFRS 15, a receivable is recognised only if the Group has an unconditional right to consideration. If the Group recognises the related revenue before being unconditionally entitled to the consideration for the promised goods and services in the contract, then the entitlement to consideration is classified as a contract asset. Similarly, a contract liability, rather than a payable, is recognised when a customer pays consideration, or is contractually required to pay consideration and the amount is already due, before the Group recognises the related revenue.

The following tables show the adjustments recognised for each individual line item. Line items that were not affected by the changes have not been included. As a result, the sub-totals and totals disclosed cannot be recalculated from the numbers provided.

2 重大會計政策概要(續)

2.2 會計政策變動(續)

於2018年4月1日的會計政策變動(續)

香港財務報告準則第15號客戶合約收益(續)

根據香港財務報告準則第15號，應收款項僅會於本集團擁有對代價之無條件權利時確認。倘本集團於擁有對合約所承諾之貨品或服務的代價之無條件權利之前確認相關收益，該代價權利將分類為合約資產。同樣，合約負債（而非應付款項）乃於本集團確認相關收益之前，當客戶支付代價，或按合約規定須支付代價且有關款項已經逾期時確認。

下表載列每個單獨細列項目確認的調整，未受變更影響之細列項目不包括於下表。因此，披露的分計和總計無法從提供的數字中重新計算。

Notes to the Consolidated Financial Statements

綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.2 Changes in accounting policies (Continued)

Changes in accounting policies on 1 April 2018
(Continued)

2 重大會計政策概要 (續)

2.2 會計政策變動 (續)

於2018年4月1日的會計政策變動 (續)

Consolidated balance sheet (extract)	綜合資產負債表 (摘要)	31 March 2018			1 April 2018	
		As originally presented 於2018年 3月31日 (如原先呈列) HK\$'000 千港元	HKFRS 9 香港財務 報告準則 第9號 HK\$'000 千港元	HKFRS 15 香港財務 報告準則 第15號 HK\$'000 千港元	Restated 於2018年 4月1日 (經重列) HK\$'000 千港元	
Non-current assets	非流動資產					
Available-for-sale financial assets	可供出售金融資產	20,520	(20,520)	-	-	
Financial assets at fair value through other comprehensive income	按公平值計入其他全 面收入之金融資產	-	20,520	-	20,520	
Deferred income tax assets	遞延所得稅資產	9,208	-	2,462	11,670	
Current assets	流動資產					
Contract assets	合約資產	-	-	231	231	
Amounts due from customers for contract works	應收客戶合約 工程金額	231	-	(231)	-	
Equity	權益					
Retained earnings	保留盈利	476,163	-	(9,834)	466,329	
Available-for-sale financial assets reserve	可供出售金融資產 儲備	770	(770)	-	-	
Financial assets at fair value through other comprehensive income reserve	按公平值計入其他 全面收入之金融資 產儲備	-	770	-	770	
Current liabilities	流動負債					
Income tax payable	應付所得稅	4,354	-	519	4,873	
Contract liabilities	合約負債	-	-	109,643	109,643	
Amounts due to customers for contract works	應付客戶合約工程 金額	97,866	-	(97,866)	-	

Notes to the Consolidated Financial Statements

綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.3 Principles of consolidation

2.3.1 Subsidiaries

Subsidiaries are all entities (including structured entities) over which the Group has control. The Group controls an entity when the Group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power to direct the activities of the entity. Subsidiaries are fully consolidated from the date on which control is transferred to the Group. They are deconsolidated from the date that control ceases.

The acquisition method of accounting is used to account for business combinations by the Group (note 2.3.2).

Intercompany transactions, balances and unrealised gains on transactions between group companies are eliminated. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the transferred asset. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the Group.

2 重大會計政策概要(續)

2.3 綜合入賬之原則

2.3.1 附屬公司

附屬公司為本集團控制的所有實體(包括結構實體)。倘本集團須承擔或享有參與實體活動可變回報的風險及權利，且有能力透過其指示對實體活動之權力影響該等回報時，則本集團對該實體擁有控制權。附屬公司自控制權轉入本集團之日起全面綜合入賬，自停止控制之日起取消綜合入賬。

本集團應用會計收購法將業務綜合入賬(附註2.3.2)。

公司間交易、結餘和集團公司之間交易的未變現收益予以抵銷。未實現的虧損亦予抵銷，除非交易提供所轉移資產減值的憑證。附屬公司的會計政策乃於必要時更改，以確保與本集團採納的政策保持一致。

Notes to the Consolidated Financial Statements

綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.3 Principles of consolidation (Continued)

2.3.2 Business combinations

The acquisition method of accounting is used to account for all business combinations, regardless of whether equity instruments or other assets are acquired. The consideration transferred for the acquisition of a subsidiary comprises the fair values of the assets transferred, the liabilities incurred to the former owners of the acquired business, the equity interests issued by the Group, the fair value of any asset or liability resulting from a contingent consideration arrangement, and the fair value of any pre-existing equity interest in the subsidiary.

Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are, with limited exceptions, measured initially at their fair values at the acquisition date. The Group recognises any non-controlling interest in the acquired entity on an acquisition-by-acquisition basis either at fair value or at the non-controlling interest's proportionate share of the acquired entity's net identifiable assets.

Acquisition-related costs are expensed as incurred.

2 重大會計政策概要(續)

2.3 綜合入賬之原則(續)

2.3.2 業務合併

無論所收購的是權益工具或其他資產，所有業務合併均按會計收購法入賬。就收購附屬公司轉讓的代價包括所轉讓資產、所收購業務的前擁有人所錄得的負債、本集團發行的股權之公平值、或然代價安排產生的任何資產或負債的公平值，以及於該附屬公司的任何既有股權的公平值。

除有限的例外情況，業務合併過程中所收購的可識別資產以及承擔的負債及或然負債最初按收購日期的公平值計量。本集團以每宗收購為基準而按公平值或非控股權益按比例應佔所收購實體可識別資產淨值而確認於所收購實體的任何非控股權益。

與收購有關的費用於產生時支銷。

Notes to the Consolidated Financial Statements

綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.3 Principles of consolidation (Continued)

2.3.2 Business combinations (Continued)

The excess of the consideration transferred, amount of any non-controlling interest in the acquired entity, and acquisition-date fair value of any previous equity interest in the acquired entity over the fair value of the net identifiable assets acquired is recorded as goodwill. If those amounts are less than the fair value of the net identifiable assets of the business acquired, the difference is recognised directly in profit or loss as a bargain purchase.

2.3.3 Separate financial statements

Investments in subsidiaries are accounted for at cost less impairment. Cost includes direct attributable costs of investment. The results of subsidiaries are accounted for by the Company on the basis of dividend received and receivable.

Impairment testing of the investments in subsidiaries is required upon receiving a dividend from these investments if the dividend exceeds the total comprehensive income of the subsidiary in the period the dividend is declared or if the carrying amount of the investment in the separate financial statements exceeds the carrying amount in the consolidated financial statements of the investee's net assets including goodwill.

2 重大會計政策概要(續)

2.3 綜合入賬之原則(續)

2.3.2 業務合併(續)

所轉讓代價、所收購實體的任何非控股權益金額、以及所收購實體之前任何權益在收購日期的公平值超出所收購可識別資產淨值公平值的差額記錄為商譽。倘該等金額低於所收購業務的可識別資產淨值的公平值，則差額直接於損益中確認為廉價購買。

2.3.3 獨立財務報表

於附屬公司之投資乃按成本減減值入賬。成本包括投資直接應佔成本。附屬公司之業績乃由本公司按已收及應收股息基準入賬。

倘股息超過附屬公司於宣派股息期間之全面收入總額或倘於獨立財務報表內投資之賬面值超過被投資方之資產淨值(包括商譽)於綜合財務報表內之賬面值，則於自該等投資收取股息時，須對於附屬公司之投資進行減值測試。

Notes to the Consolidated Financial Statements

綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.4 Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision-maker. The chief operating decision-maker, who is responsible for allocating resources and assessing performance of the operating segments, has been identified as the executive directors that makes strategic decisions.

2.5 Foreign currency translation

(a) Functional and presentation currency

Items included in the financial statements of each of the Group's entities are measured using the currency of the primary economic environment in which the entity operates (the "functional currency"). The consolidated financial statements are presented in HK\$, which is the Company's functional and the Group's presentation currency.

(b) Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at year-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in the profit or loss.

Foreign exchange gains and losses that relate to borrowings are presented in the consolidated statement of comprehensive income, within finance costs. All other foreign exchange gains and losses are presented in the consolidated statement of comprehensive income on a net basis within other gains/(losses).

2 重大會計政策概要(續)

2.4 分部報告

經營分部的呈報方式與向主要經營決策者提供內部報告的方式一致。作出策略性決定的執行董事為主要經營決策者，負責分配資源及評估經營分部表現。

2.5 外幣匯兌

(a) 功能及呈列貨幣

本集團各實體財務報表內所包含項目，均以該實體經營所在主要經濟環境的貨幣（「功能貨幣」）計量。綜合財務報表以港元呈列，港元為本公司的功能貨幣及本集團的呈列貨幣。

(b) 交易及結餘

外幣交易均按交易當日適用的匯率換算為功能貨幣。上述交易結算以及以外幣計值的貨幣資產及負債按年末匯率換算產生的外匯損益均於損益內確認。

與借貸有關的外匯收益及虧損在綜合全面收益表的財務費用內列報。所有其他外匯收益及虧損在綜合全面收益表的其他收益／（虧損）內按淨額列報。

Notes to the Consolidated Financial Statements

綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.5 Foreign currency translation (Continued)

(c) Group companies

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

- assets and liabilities for each balance sheet presented are translated at the closing exchange rate at the date of that balance sheet;
- income and expenses for each statement of comprehensive income are translated at average exchange rates (unless this average is not a reasonable approximation of cumulative effect of the rates prevailing on the transaction dates, in which case income and expenses are translated at the rate on the dates of the transactions); and
- all resulting exchange differences are recognised as in other comprehensive income.

On consolidation, exchange differences arising from the translation of any net investment in foreign entities, and of borrowings and other financial instruments designated as hedges of such investments, are recognised in other comprehensive income. When a foreign operation is sold or any borrowings forming part of the net investment are repaid, the associated exchange differences are reclassified to profit or loss, as part of the gain or loss on sale.

2 重大會計政策概要(續)

2.5 外幣匯兌(續)

(c) 集團公司

本集團旗下功能貨幣與呈列貨幣不同的所有實體(有關實體並無具有惡性通貨膨脹經濟的貨幣)的業績及財務狀況,均按以下方法換算為呈列貨幣:

- 每份呈列的資產負債表的資產及負債均以資產負債表結算日的收市匯率換算;
- 每份全面收益表的收入及開支均按平均匯率換算(除非此平均數並非合理接近交易日適用匯率之累積影響,於此情況下,收入及開支按交易日期之匯率換算);及
- 所有因此而產生的匯兌差額於其他全面收入內確認。

於綜合賬目時,換算於海外實體的任何淨投資及指定為對沖該等投資的借貸及其他金融工具所產生的匯兌差額,均於其他全面收入中確認。當出售海外業務或償還構成投資淨額一部分的任何借貸時,相關匯兌差額重新分類至損益,作為出售收益或虧損的一部分。

Notes to the Consolidated Financial Statements

綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.6 Plant and equipment

Plant and equipment are stated at historical cost less accumulated depreciation and accumulated impairment. Historical cost includes expenditure that is directly attributable to the acquisition of the assets.

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

Depreciation of both owned and leased plant and equipment is calculated using the straight-line method to allocate their costs to their residual values over the estimated useful lives, as follows:

Machinery and equipment	10-15 years
Furniture and fixtures	5 years
Motor vehicles	5 years

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

An asset's carrying amount is written down immediately to its recoverable amount of the asset's carrying amount is greater than its estimated recoverable amount (note 2.7).

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

2 重大會計政策概要(續)

2.6 機械及設備

機械及設備按歷史成本減累計折舊與累計減值列賬。歷史成本包括收購資產直接應佔的開支。

當與資產有關之未來經濟利益可能流入本集團，以及資產成本能可靠計量時，其後成本方會計入資產的賬面值或確認為獨立資產(如適用)。重置部分的賬面值同時取消確認。所有其他維修及保養費於產生當期在損益支銷。

自置及租賃機械及設備以直線法按其估計可使用年期將其成本值分配至其剩餘價值計算折舊。估計可使用年期如下：

機械及設備	10至15年
傢具及裝置	5年
汽車	5年

資產的剩餘價值及可使用年期於各報告期末檢討及調整(如適宜)。

倘資產之賬面值超過其估計可收回金額，則該資產之賬面值即時撇減至其可收回金額(附註2.7)。

出售所產生利得或虧損通過所得款項與賬面值的比較釐定，並於綜合全面收益表內確認。

Notes to the Consolidated Financial Statements

綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.7 Impairment of non-financial assets

Assets that are subject to amortisation are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs of disposal and value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash flows (cash-generating units). Non-financial assets other than goodwill that suffered an impairment are reviewed for possible reversal of the impairment at each reporting date.

2.8 Investments and other financial assets

(a) Classification

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

- those to be measured subsequently at fair value through other comprehensive income ("FVOCI"); and
- those to be measured at amortised cost.

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

2 重大會計政策概要(續)

2.7 非金融資產的減值

當有事件出現或情況改變顯示賬面值可能無法收回時，需攤薄之資產會就減值進行檢討。減值虧損按資產之賬面值超出其可收回金額的差額確認。可收回金額為資產的公平值減銷售成本或使用價值兩者中的較高者。於評估減值時，資產按可單獨分辨的最小現金流量產生單位（現金產生單位）予以分類。倘商譽以外之非金融資產出現減值，則於各報告日期檢討是否有減值可予撥回。

2.8 投資及其他金融資產

(a) 分類

本集團將其金融資產分類為以下計量類別：

- 其後以按公平值計入其他全面收入（「按公平值計入其他全面收入」）之方式計量；及
- 按攤銷成本計量。

分類視乎實體用以管理金融資產的業務模式及現金流量的合約條款而定。

Notes to the Consolidated Financial Statements

綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.8 Investments and other financial assets (Continued)

(a) Classification (Continued)

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

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

(b) Recognition and derecognition

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

2 重大會計政策概要(續)

2.8 投資及其他金融資產(續)

(a) 分類(續)

按公平值計量的資產而言，利潤及虧損將計入損益或其他全面收入（「其他全面收入」）。而對非持作買賣的股本工具的投資而言，則視乎本集團在初次確認時是否已作出不可撤回之選擇，而將該股本投資按公平值計入其他全面收入列賬。

本集團只會在改變其用以管理該等資產的業務模式時才會將債務投資重新分類。

(b) 確認及計量

常規買入及出售的金融資產於本集團承諾買入或出售資產的交易日確認。當收取來自金融資產之現金流量的權利到期或經已轉讓，而本集團已將所有權的所有風險和回報實際轉移時，金融資產即終止確認。

Notes to the Consolidated Financial Statements

綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.8 Investments and other financial assets (Continued)

(c) Measurement

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

Debt instruments

Subsequent measurement of debt instruments depends on the Group's business model for managing the asset and the cash flow characteristics of the asset.

(1) Amortised cost

Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortised cost. Interest income from these financial assets is included in finance income using the effective interest rate method. Any gain or loss arising on derecognition is recognised directly in the consolidated income statement. Impairment losses are charged within operating profit in the consolidated statement of comprehensive income.

2 重大會計政策概要 (續)

2.8 投資及其他金融資產 (續)

(c) 計量

在首次確認時，本集團以公平值加上（若金融資產並非按公平值計入損益（按公平值計入損益）收購金融資產直接應佔之交易成本計量。按公平值計入損益之金融資產之交易成本於損益支銷。

債務工具

債務工具之後續計量取決於本集團管理資產之業務模式及該資產之現金流量特徵。

(1) 攤銷成本

為收取合約現金流量而持有，且現金流量僅為支付本金及利息之資產按攤銷成本計量。該等金融資產之利息收入按實際利率法計入財務收入。終止確認產生的任何收益或虧損直接於綜合收益表確認。減值虧損於綜合全面收益表中的經營溢利內扣除。

Notes to the Consolidated Financial Statements

綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.8 Investments and other financial assets (Continued)

(c) Measurement (Continued)

Debt instruments (Continued)

- (2) Fair value through other comprehensive income

Assets that are held for collection of contractual cash flows and for selling the financial assets, where the assets' cash flows represent solely payments of principal and interest, are measured at FVOCI. Movements in the carrying amount are taken through other comprehensive income, except for the recognition of impairment gains or losses, interest income and foreign exchange gains and losses which are recognised in the consolidated income statement. When the financial asset is derecognised, the cumulative gain or loss previously recognised in other comprehensive income is reclassified from equity to profit or loss. Interest income from these financial assets is included in finance income using the effective interest rate method.

Foreign exchange gains and losses are presented in other gains/(losses) and impairment expenses are presented as separate line item in the consolidated statement of comprehensive income.

2 重大會計政策概要(續)

2.8 投資及其他金融資產(續)

(c) 計量(續)

債務工具(續)

- (2) 按公平值計入其他全面收入

持作收回合約現金流量及出售金融資產之資產，倘該等資產現金流量僅指支付本金及利息，則按公平值計入其他全面收入計量。賬面值變動計入其他全面收入，惟於綜合收益表中確認之減值收益或虧損、利息收入及外匯收益及虧損之確認除外。金融資產終止確認時，先前於其他全面收入確認之累計收益或虧損由權益重新分類至損益。該等金融資產之利息收入按實際利率法計入財務收入。

匯兌收益及虧損於其他收益／(虧損)中呈列，而減值開支則於綜合全面收益表中作獨立項目呈列。

Notes to the Consolidated Financial Statements

綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.8 Investments and other financial assets (Continued)

(c) Measurement (Continued)

Equity instruments

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

Impairment losses (and reversal of impairment losses) on equity investments measured at FVOCI are not reported separately from other changes in fair value.

(d) Impairment

The Group's financial assets measured at amortised cost are subject to HKFRS 9's new expected credit loss model. The Group assesses on a forward looking basis where the expected credit losses associated with its assets carried at amortised cost. The impairment methodology applied depends on whether there has been a significant increase in credit risk. Note 3.1(c) set out the details on how the Group determines whether there has been a significant increase in credit risk.

2 重大會計政策概要 (續)

2.8 投資及其他金融資產 (續)

(c) 計量 (續)

股本投資

本集團後續按公平值計量所有股本投資。倘本集團管理層選擇於其他全面收入呈列股本投資公平值收益及虧損，終止確認投資後不會再將公平值收益及虧損重新分類至損益。當本集團確立收取股息款項的權利時，該等投資的股息繼續於損益確認為其他收益。

按公平值計入其他全面收入的股本投資減值虧損（及減值虧損撥回）不會自公平值其他變動獨立呈報。

(d) 減值

本集團按攤銷成本計量的金融資產須遵守香港財務報告準則第9號的新預期信貸虧損模式。本集團按前瞻性基準予以評估，與其資產相關的預期信貸虧損按攤銷成本列賬。所採用的減值方法取決於信貸風險是否顯著增加。附註3.1(c)載列有關本集團如何確定信貸風險是否顯著增加的詳情。

Notes to the Consolidated Financial Statements

綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.8 Investments and other financial assets (Continued)

(d) Impairment (Continued)

For trade and retention receivables, other receivables and contract assets, the Group applies the simplified approach permitted by HKFRS 9, which requires expected lifetime losses to be recognised from initial recognition of the receivables. The provision matrix is determined based on historical observed default rates over the expected life of the contract assets and trade receivables with similar credit risk characteristics and is adjusted for forward looking estimates. At every reporting date, the historical observed default rates are updated and changes in the forward-looking estimates are analysed.

Impairment on other receivables is assessed on a 12-month expected credit losses. If a significant increase in credit risk of a receivables has occurred since initial recognition, then the impairment is measured as lifetime expected credit losses.

2 重大會計政策概要(續)

2.8 投資及其他金融資產(續)

(d) 減值(續)

就應收貿易款項及保留金、其他應收款項以及合約資產而言，本集團採用香港財務報告準則第9號允許的簡化方法，其中要求整個存續期的預期虧損須自初始確認應收款項時確認。撥備矩陣根據具有類似信貸風險特點之合約資產及應收貿易款項於預期年內觀察所得的歷史違約率確定，並就前瞻性估計進行調整。觀察所得的歷史違約率於每個報告日期進行更新，並對前瞻性估算的變動進行分析。

其他應收款項的減值按12個月預期信貸虧損予以評估。倘應收款項自初始確認起的信貸風險明顯增加，有關減值則計量為整個存續期的預期信貸虧損。

Notes to the Consolidated Financial Statements

綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.9 Offsetting financial instruments

Financial assets and liabilities are offset and the net amount reported in the balance sheet where the Group currently has a legally enforceable right to offset the recognised amounts, and there is an intention to settle on a net basis or realise the asset and settle the liability simultaneously. The Group has also entered into arrangements that do not meet the criteria for offsetting but still allow for the related amounts to be set off in certain circumstances, such as bankruptcy or the termination of a contract.

2 重大會計政策概要(續)

2.9 抵銷金融工具

若本集團現時擁有具法律約束力之行使權可抵銷已確認之金額及有意作淨額結算或同時變現資產及負債，則抵銷金融資產及負債，並於資產負債表內報告淨額。本集團亦已訂立不符合對銷準則但仍允許有關金額於若干情況(例如破產或終止合約)對銷的安排。

Notes to the Consolidated Financial Statements

綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.10 Trade and retention receivables, and deposits and other receivables

Trade receivables are amounts due from customers for goods sold or services performed in the ordinary course of business. They are generally due for settlement within 90 days and therefore are all classified as current. If not, they are presented as non-current assets.

Trade and retention receivables, and deposits and other receivables are recognised initially at the amount of the consideration that is unconditional unless they contain significant financing components, when they are recognised at fair value. The Group holds the trade receivables with the objective to collect the contractual cash flows and therefore measures them subsequently at amortised cost using the effective interest method.

See Note 16 for further information about the Group's accounting for trade and retention receivables and deposits and other receivables, and Note 2.8(d) for a description of the Group's impairment policies.

2 重大會計政策概要(續)

2.10 應收貿易款項及保留金，以及按金及其他應收款項

應收貿易款項為在日常經營活動中就銷售貨品或提供服務而應收客戶的款項。有關款項一般於90日內結清及因此全部分類為流動。否則呈列為非流動資產。

應收貿易款項及保留金，以及按金及其他應收款項初步按無條件代價之金額確認，惟倘當中包含顯著之融資成份，則按公平值確認。本集團持有應收貿易款項之目標為收取合約現金流，因此其後以實際利率法按攤銷成本計量。

本集團有關應收貿易款項及保留金以及按金及其他應收款項之會計政策之其他資料載於附註16，而本集團有關減值政策之描述載於附註2.8(d)。

Notes to the Consolidated Financial Statements

綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.11 Cash and cash equivalents

In the consolidated statement of cash flows, cash and cash equivalents include cash on hand and deposits held at call with banks, other short-term highly liquid investments with original maturity of three months or less.

2.12 Share capital

Ordinary shares are classified as equity.

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

2.13 Trade and retention payables, and other payables

Trade and retention payables are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers. Trade payables are classified as current liabilities if payment is due within one year or less (or in the normal operating cycle of the business if longer). If not, they are presented as non-current liabilities.

Trade and retention payables, and other payables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method.

2 重大會計政策概要(續)

2.11 現金及現金等價物

於綜合現金流量表內，現金及現金等價物包括手頭現金及銀行通知存款、原到期日不超過三個月其他短期高度流通投資。

2.12 股本

普通股被分類為權益。

直接歸屬於發行新股的新增成本在權益中列為所得款項的減少(扣除稅項)。

2.13 應付貿易款項及保留金，以及其他應付款項

應付貿易款項及保留金乃就日常業務過程中從供應商購買的貨品或服務付款的責任。如應付貿易款項的支付日期在一年或以內(如若長於一年，但於正常業務經營週期內)，則被分類為流動負債。否則，在非流動負債中呈列。

應付貿易款項及保留金，以及其他應付款項初步按公平值確認，隨後用實際利率法按攤銷成本計量。

Notes to the Consolidated Financial Statements

綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.14 Borrowings

Borrowings are recognised initially at fair value, net of transaction costs incurred. Borrowings are subsequently stated at amortised cost; any difference between the proceeds (net of transaction costs) and the redemption value is recognised in the profit or loss over the period of the borrowings using the effective interest method.

Fees paid on the establishment of loan facilities are recognised as transaction costs of the loan to the extent that it is probable that some or all of the facility will be drawn down. In this case, the fee is deferred until the draw-down occurs. To the extent there is no evidence that it is probable that some or all of the facility will be drawn down, the fee is capitalised as a pre-payment for liquidity services and amortised over the period of the facility to which it relates.

Borrowings are removed from the consolidated balance sheet when the obligation specified in the contract is discharged, cancelled or expired.

Borrowings are classified as current liabilities unless the Group has an unconditional right to defer settlement of the liability for at least twelve months after the balance sheet date.

2 重大會計政策概要(續)

2.14 借款

借款初步按公平值扣除已產生的交易成本確認。借款其後按攤銷成本列賬，所得款項（扣除交易成本）與贖回價值的任何差額於借款期內使用實際利率法於損益內確認。

在貸款將很有可能部分或全部提取的情況下，就設立貸款融資時支付的費用確認為貸款的交易成本。在此情況下，該費用將遞延至提取貸款為止。在並無跡象顯示該貸款將很有可能部分或全部提取的情況下，該費用會資本化作為流動資金服務的預付款項，並於有關融資期間內予以攤銷。

若合約所指定的責任被解除、取消或終止時，借款會從綜合資產負債表被取消。

除非本集團有權無條件將債務結算遞延至結算日後至少十二個月，否則借款將被分類為流動負債。

Notes to the Consolidated Financial Statements

綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.15 Borrowing costs

Borrowing costs are charged to the profit or loss in the period in which they are incurred.

2.16 Provisions

Provisions are recognised when the Group has a present legal or constructive obligation as a result of past events; it is probable that an outflow of resources will be required to settle the obligation; and the amount can be reliably estimated. Provisions are not recognised for future operating losses.

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

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

2 重大會計政策概要(續)

2.15 借款成本

借款成本於其產生期間在損益中支銷。

2.16 撥備

當本集團須就已發生的事件承擔現有的法定或推定責任，而履行該責任很可能會導致資源流出，而資源流出金額能可靠估計，則確認撥備。不會就未來經營虧損確認撥備。

倘出現多項類似責任，則履行該責任是否會導致資源流出須對責任類別作整體考慮後釐定。即使同類別責任中的任何一項導致資源流出的可能性很低，仍須確認撥備。

撥備採用稅前比率(可反映現時市場對貨幣時間價值及該責任的特定風險的評估)，按預期履行責任所需開支的現值計量。因時間過去而增加的撥備確認為利息開支。

Notes to the Consolidated Financial Statements

綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.17 Current and deferred income tax

The income tax expense or credit for the year is the tax payable on the current year's taxable income based on the applicable income tax rate for each jurisdiction adjusted by changes in deferred tax assets and liabilities attributable to temporary differences and to unused tax losses.

(a) Current income tax

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

(b) Deferred income tax

Deferred income tax is provided in full, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the consolidated financial statements. However, deferred tax liabilities are not recognised if they arise from the initial recognition of goodwill. Deferred income tax is also not accounted for if it arises from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting nor taxable profit or loss. Deferred income tax is determined using tax rates (and laws) that have been enacted or substantially enacted by the end of the reporting period and are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled.

2 重大會計政策概要(續)

2.17 即期及遞延所得稅

本年度所得稅開支或抵免額為根據各司法管轄權區的適用稅率按本年度應課稅收入計算的應繳稅項，並且就歸屬於暫時差異的遞延稅項資產及負債的變動以及未使用的稅項虧損作出調整。

(a) 即期所得稅

即期所得稅支出乃根據本集團營運所在及產生應課稅收入的國家於結算日已頒佈或實質頒佈的稅務法例計算。管理層就適用稅務法例詮釋所規限的情況定期評估報稅表的狀況。其在適用情況下根據預期須向稅務機關支付的稅款設定撥備。

(b) 遞延所得稅

遞延所得稅採用負債法就資產及負債的稅基與其於綜合財務報表的賬面值之間的暫時性差額悉數撥備。然而，倘遞延稅項負債自初步確認商譽產生則不會予以確認。倘遞延所得稅乃產生自交易（業務合併除外）中初步確認的資產或負債，且對交易當時的會計或應課稅溢利或虧損並無影響，亦不會入賬。遞延所得稅乃根據報告期末已頒佈或實際頒佈，並預期於有關遞延所得稅資產變現或遞延所得稅負債清償時適用的稅率（及法例）釐定。

Notes to the Consolidated Financial Statements

綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.17 Current and deferred income tax (Continued)

(b) Deferred income tax (Continued)

Deferred tax assets are recognised only if it is probable that future taxable amounts will be available to utilise those temporary differences and losses.

Deferred tax liabilities and assets are not recognised for temporary differences between the carrying amount and tax bases of investments in foreign operations where the company is able to control the timing of the reversal of the temporary differences and it is probable that the differences will not reverse in the foreseeable future.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority. Current tax assets and tax liabilities are offset where the entity has a legally enforceable right to offset and intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

Current and deferred tax is recognised in profit or loss, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case, the tax is also recognised in other comprehensive income or directly in equity, respectively.

2 重大會計政策概要 (續)

2.17 即期及遞延所得稅 (續)

(b) 遞延所得稅 (續)

遞延稅項資產僅在未來將有應課稅金額以利用有關暫時差異和虧損時才予以確認。

若有關公司能夠控制暫時差異撥回的時間，且該等差異可能不會於可預見將來撥回，則並無就賬面值與外國業務投資之稅項基準之間的暫時差額而確認遞延稅項負債及資產。

遞延稅項資產及負債在有合法可執行權利抵銷即期稅項資產及負債以及遞延稅項結餘與同一稅務機關有關時予以抵銷。當實體擁有合法可執行權利以抵銷並擬以淨額基準結算或變現資產並同時結清負債時，即期稅項資產及稅項負債予以抵銷。

即期及遞延稅項於損益內確認，惟與於其他全面收入或直接於權益確認的項目有關者除外。其時，稅項亦分別在其他全面收入或直接於權益中確認。

Notes to the Consolidated Financial Statements

綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.18 Revenue recognition

Revenue is measured at the fair value of the consideration received or receivable, and represents amounts receivable for goods supplied, stated net of discounts, returns and value added taxes. Revenue is recognised when goods are transferred or services are rendered to the customer.

Depending on the terms of the contract and the laws that apply to the contract, service may provide over time or at a point in time. Service is provided over time if the Group's performance:

- provides all of the benefits received and consumed simultaneously by the customer; or
- creates and enhances an asset that the customer controls as the Group performs; or
- 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.

If service transfers over time, revenue is recognised over the period of the contract by reference to the progress towards complete satisfaction of that performance obligation. Otherwise, revenue is recognised at a point in time when the customer obtains control of the asset.

2 重大會計政策概要(續)

2.18 收入確認

收入按銷售貨品所收或應收代價的公平值計量，在扣除折扣、退貨及增值稅後列示。收入在貨品轉移或提供服務予客戶時確認。

根據合約條款及適用於合約的法律，服務可能會在一段時間內或於某一時間點提供。

- 客戶同時收取且耗用由本集團履約所帶來的所有利益；或
- 創建及提升於本集團履約時由客戶控制的資產；或
- 並無製造出對本集團而言有其他用途的資產，且本集團就迄今為止已完成的履約擁有可強制執行收款的權利。

如果服務在一段時間內轉移，收入會於整個合約期間按完成履行履約責任的進度予以確認。否則，收入會在客戶獲得服務之時予以確認。

Notes to the Consolidated Financial Statements

綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.18 Revenue recognition (Continued)

If the Group expects the reference to progress certificates issued by the customers, with additional adjustments where necessary, depicts the Group's performance in transferring control of goods or services promised to customers for individual projects, the Group satisfies the performance obligation over time and therefore, recognises revenue over time in accordance with the output method for measuring progress. Under output method, revenue recognition is based on the stage of completion of the contracts, provided that the stage of contract completion and the gross billing value of contracting work can be measured reliably. The stage of completion of a contract is established by reference to the construction works certified by independent surveyors.

If construction projects have no alternative use to the Group contractually and the Group has an enforceable right to payment from the customers for performance completed to date, the Group satisfies the performance obligation over time and therefore, recognises revenue over time in accordance with the input method for measuring progress. Under input method, revenue on construction contracts is recognised based on the Group's efforts or inputs to the satisfaction of the performance obligation, by reference to the contract costs incurred up to the end of reporting period as a percentage of total estimated costs for each contract.

When the outcome of a contract cannot be estimated reliably, foundation work and ancillary service is recognised only to the extent of contract costs incurred that are likely to be recoverable.

2 重大會計政策概要(續)

2.18 收入確認(續)

倘若本集團預期參考客戶所發出的進度證明(並作出必要的額外調整)說明本集團就個別項目向客戶轉讓已承諾貨物或服務控制權的情況,本集團隨著時間履行履約責任,因此根據計量進度的輸出法隨著時間確認收入。根據輸出法,收入按合約完成階段確認,前提是合約完成階段和合約工作的總計費值可以可靠地計量。合約完成階段是參考獨立測量師認證的建築工程而確立。

倘建築項目依合約對本集團無替代用途且本集團有強制執行權利就至今已完成的履約部分向客戶收取款項,本集團隨著時間履行履約責任,因此根據計量進度的投入法隨著時間確認收入。根據投入法,建築合約的收入乃根據本集團為履行履約義務所作的努力或輸入而確認,當中參考截至報告期末所產生的合約成本佔每份合約估計總成本的百分比。

倘合約結果不能可靠估計,則只有在產生的合約成本可能收回情況才能確認地基工程及附屬服務。

Notes to the Consolidated Financial Statements

綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.18 Revenue recognition (Continued)

Variations in contract work, claims and incentive payments are included in supply and foundation work and ancillary service to the extent of contract costs incurred that are likely to be recoverable.

A contract asset is the Group's right to consideration in exchange for the services that the Group has transferred to a customer. In addition, incremental costs incurred to obtain a new contract, if recoverable, are capitalised as contract assets and subsequently amortised when the related revenue is recognised.

Contract assets are assessed for impairment under the same approach adopted for impairment assessment of financial assets carried at amortised cost.

A contract liability is the Group's obligation to render the services to a customer for which the Group has received consideration from the customer. A contract liability is recognised by the Group when the customer pays consideration in advance before the Group renders the service to the customer. Contract liabilities mainly included the advance payments received from provision of foundation work and ancillary services.

On the consolidated balance sheet, the Group reports the net contract position for each contract as either an asset or a liability. A contract asset represents an asset where costs incurred plus recognised profits (less recognised losses) exceed progress billings; a contract liability represents a liability where the opposite is the case.

2 重大會計政策概要(續)

2.18 收入確認(續)

合約工程的變動、申索及獎金在產生的合約成本相當可能收回的情況計入地基工程及附屬服務。

合約資產即本集團就本集團已轉移予客戶的服務收取相應代價的權利。此外，獲得新合約而產生的增支成本(如可收回)將撥充合約資產，其後於確認相關收入時攤銷。

合約資產按與按攤銷成本列賬的金融資產減值評估所採用的相同方法進行減值評估。

合約負債為本集團向本集團已收到客戶代價的客戶交付服務的責任。當客戶在本集團向客戶提供服務之前預先支付代價時，本集團確認合約負債。合約負債主要包括從提供地基工程及附屬服務收到的預付款項。

於綜合資產負債表內，本集團將各合約之合約狀況淨額呈報為資產或負債。合約資產為產生之成本加確認溢利(減確認虧損)超過進度款之資產；合約負債則為相反情況之負債。

Notes to the Consolidated Financial Statements

綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.19 Interest income

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

2.20 Employee benefits

(a) Employee leave entitlements

Employee entitlements to annual leave are recognised when they accrue to employees. A provision is made for the estimated liability for annual leave as a result of services rendered by employees up to the balance sheet date.

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

(b) Pension obligations

The Group participates in a Mandatory Provident Fund scheme (the "MPF Scheme") in accordance with the Mandatory Provident Fund Scheme Ordinance of Hong Kong. Under the rules of the MPF Scheme, the employer and its employees in Hong Kong are each required to contribute 5% of the employees' gross earnings with a ceiling of HK\$1,500 per month to the MPF Scheme.

The Group also participates in an employee social security plan (the "Social Security Plan") and contributes a fixed amount for each employee as required by the regulations in Macau.

2 重大會計政策概要 (續)

2.19 利息收入

利息收入按實際利率乘以金融資產賬面總額計算，惟其後發生信用減值的金融資產除外。發生信用減值的金融資產的利息收入按實際利率乘以金融資產賬面淨值（已扣減損失撥備）計算。

2.20 僱員福利

(a) 僱員應享假期

僱員享有年假的權利在僱員應享有時確認。本公司就截至結算日止僱員已提供的服務所產生的年假的估計負債作出撥備。

僱員可享有的病假及產假或陪妻分娩假於休假時方予確認。

(b) 退休金責任

本集團根據香港《強制性公積金計劃條例》參與於強制性公積金計劃（「強積金計劃」）。根據強積金計劃的規則，香港僱主及其僱員須各自按僱員總收入的5%向強積金計劃作出供款，每月上限為1,500港元。

本集團亦按澳門法規規定為每名僱員參與僱員社會保障計劃（「社會保障計劃」），並作出固定金額供款。

Notes to the Consolidated Financial Statements

綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.20 Employee benefits (Continued)

(b) Pension obligations (Continued)

The only obligation of the Group with respect to the MPF Scheme and the Social Security Plan is to make the required contributions under the scheme.

(c) Retirement benefits

The Group operates defined contribution plans and pays contributions to publicly or privately administered pension insurance plans on a mandatory, contractual or voluntary basis. The Group has no further payment obligations once the contributions have been paid. The contributions are recognised as employee benefit expenses when they are due. Prepaid contributions are recognised as an asset to the extent that a cash refund or a reduction in the future payments is available.

(d) Termination benefits

Termination benefits are payable when employment is terminated by the Group before the normal retirement date, or whenever an employee accepts voluntary redundancy in exchange for these benefits. The Group recognises termination benefits when it is demonstrably committed to a termination when the entity has a detailed formal plan to terminate the employment of current employees without possibility of withdrawal. In the case of an offer made to encourage voluntary redundancy the termination benefits are measured based on the number of employees expected to accept the offer. Benefits falling due more than twelve months after balance sheet date are discounted to present value.

2 重大會計政策概要(續)

2.20 僱員福利(續)

(b) 退休金責任(續)

本集團就強積金計劃及社會保障計劃的唯一責任是根據有關計劃作出規定的供款。

(c) 退休福利

本集團設有定額供款計劃，並按強制規定、合約或自願基準向由公營或私營機構管理的退休金保險計劃作出供款。本集團於支付有關供款後再無其他付款責任。有關供款於到期時確認為僱員福利開支。預付供款於可能有現金退款或可用作扣減日後供款時確認為資產。

(d) 離職福利

離職福利於僱員在正常退休日期前被本集團終止僱用，或僱員自願接受遣散以換取該等福利時支付。本集團於其明確承諾根據具體正式計劃終止現職僱員的僱用且不可能撤回承諾時確認離職福利。在提出鼓勵自願接受遣散要求的情況下，離職福利會根據預期接受要約的僱員人數計量。於結算日後十二個月以上到期的福利將折算為現值。

Notes to the Consolidated Financial Statements

綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.21 Earnings per share

(i) Basic earnings per share

Basic earnings per share is calculated by dividing:

- the profit attributable to owners of the company, excluding any costs of servicing equity other than ordinary shares
- by the weighted average number of ordinary shares outstanding during the financial year, adjusted for bonus elements in ordinary shares issued during the year and excluding treasury shares.

(ii) Diluted earnings per share

Diluted earnings per share adjusts the figures used in the determination of basic earnings per share to take into account:

- the after-income tax effect of interest and other financing costs associated with dilutive potential ordinary shares, and
- the weighted average number of additional ordinary shares that would have been outstanding assuming the conversion of all dilutive potential ordinary shares.

2 重大會計政策概要(續)

2.21 每股盈利

(i) 每股基本盈利

每股基本盈利的計算為：

- 將公司擁有人應佔溢利(不包括普通股以外的任何償還權益成本)，除以
- 以財政年度內已發行普通股加權平均數，並就年內已發行普通股中的紅利元素(不包括庫存股份)調整。

(ii) 每股攤薄盈利

每股攤薄盈利調整用於釐定每股基本盈利的數字，以計及以下各項：

- 與潛在攤薄普通股相關的利息及其他融資成本的所得稅後影響，及
- 假設所有潛在攤薄普通股已換股時的已發行額外普通股加權平均數。

Notes to the Consolidated Financial Statements

綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.22 Leases

As explained in Note 2.2 above, the Group has changed its accounting policy for leases where the Group is the lessee. The new policy is described below and the impact of the change in Note 2.2.

Until 31 March 2019, leases of property, plant and equipment where the Group, as lessee, had substantially all the risks and rewards of ownership were classified as finance leases (note 13). Finance leases were capitalised at the lease's inception at the fair value of the leased property or, if lower, the present value of the minimum lease payments. The corresponding rental obligations, net of finance charges, were included in other short-term and long-term payables. Each lease payment was allocated between the liability and finance cost. The finance cost was charged to profit or loss over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period. The property, plant and equipment acquired under finance leases was depreciated over the asset's useful life or over the shorter of the asset's useful life and the lease term if there is no reasonable certainty that the Group will obtain ownership at the end of the lease term.

2 重大會計政策概要(續)

2.22 租賃

誠如上文附註2.2所述，本集團更改了其作為承租人的租賃的會計政策。新政策闡述如下，有關變動影響載於附註2.2。

直至2019年3月31日，如本集團(作為承租人)持有租賃物業、機械及設備擁有權的絕大部份風險及回報，則分類為融資租賃(附註13)。融資租賃在租賃開始時按租賃不動產之公允價值或(倘若較低)最低租賃付款之現值入賬。相應租賃責任在扣除財務費用後計入其他短期或長期應付款項。每筆租賃付款會分配至負債及財務費用。財務費用於租期內自損益扣除，以計算出各期間負債餘額之固定週期利率。倘無法合理確定本集團將於租期結束後獲得擁有權，則根據融資租賃而收購之物業、機械及設備，乃按資產之可使用年期及租期(以較短者為準)計提折舊。

Notes to the Consolidated Financial Statements

綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.22 Leases (Continued)

Leases in which a significant portion of the risks and rewards of ownership are retained by the lessors are classified as operating leases. Payments made under operating leases (net of any incentives received from the lessors) are charged to the profit or loss on a straight-line basis over the period of the lease.

Income from lease of machinery is recognised on a straight-line basis over the terms of the relevant leases.

From 1 April 2019, leases are recognised as a right-of-use asset and a corresponding liability at the date at which the leased asset is available for use by the Group.

Contracts may contain both lease and non-lease components. The Group allocates the consideration in the contract to the lease and non-lease components based on their relative stand-alone prices. The Group has elected not to separate lease and non-lease components and instead accounts for these as a single lease component.

Assets and liabilities arising from a lease are initially measured on a present value basis. Lease liabilities include the net present value of the following lease payments:

- fixed payments (including in-substance fixed payments), less any lease incentives receivable;

2 重大會計政策概要 (續)

2.22 租賃 (續)

所有權的大部分風險及回報由出租人保留的租賃均分類為經營租賃。根據經營租賃支付的款項(經扣除自出租人收取的任何獎勵後)於租賃年內以直線法於損益支銷。

租賃機械收入於相關租賃期內按直線法確認。

自2019年4月1日起，租賃確認為使用權資產，並於租賃資產可供本集團使用日期確認為相應負債。

合約可包含租賃及非租賃部分。本集團相對獨立價格將合約中的代價分配至租賃及非租賃部分。本集團選擇不劃分租賃及非租賃部分，並改為將租賃及非租賃部分入賬列作單一租賃部分。

租賃產生的資產及負債初步按現值計量。租賃負債包括以下租賃付款之淨現值：

- 固定付款(包括實質固定付款)，扣除任何應收租賃優惠；

Notes to the Consolidated Financial Statements

綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.22 Leases (Continued)

- variable lease payments that are based 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 that option; and
- payments of penalties for terminating the lease, if the lease term reflects the Group exercising that option.

Lease payments to be made under reasonably certain extension options are also included in the measurement of the liability, if any.

The lease payments are discounted using the interest rate implicit in the lease. If that rate cannot be readily determined, which is generally the case for leases in the Group, the lessee's incremental borrowing rate is used, being the rate that the individual lessee would have to pay to borrow the funds necessary to obtain an asset of similar value to the right-of-use asset in a similar economic environment with similar terms, security and conditions.

2 重大會計政策概要(續)

2.22 租賃(續)

- 根據一項指數或利率計算之可變租賃付款，初步以開始日期之指數或利率計量；
- 預期將由本集團根據剩餘價值保證支付之金額；
- 購買選擇權之行使價(倘可合理地確定本集團會行使該選擇權)；及
- 終止租賃之罰款(倘租賃條款反映本集團的有關選擇權)。

根據合理確定擴大選擇權作出的租賃付款亦計入負債的計量(如有)。

租賃付款採用租賃隱含之利率貼現。倘無法即時釐定該利率(此一般為本集團內租賃之情況)，則使用承租人的增量借款利率(即個別承租人在類似經濟環境中按類似條款、抵押及條件借入獲得使用權資產之類似價值資產所需資金所須支付之利率)。

Notes to the Consolidated Financial Statements

綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.22 Leases (Continued)

To determine the incremental borrowing rate, the Group uses recent third-party financing received by the individual lessee as a starting point, adjusted to reflect changes in financing conditions since third party financing was received, and makes adjustments specific to the lease.

Lease payments are allocated between principal and finance costs. The finance costs are charged to profit or loss over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period.

Right-of-use assets are measured at cost comprising the following:

- the amount of the initial measurement of lease liability;
- any lease payments made at or before the commencement date less any lease incentives received;
- any initial direct costs; and
- restoration costs.

2 重大會計政策概要 (續)

2.22 租賃 (續)

為釐定增量借款利率，本集團使用個別承租人最近獲得的第三方融資為出發點作出調整以反映自獲得第三方融資以來融資條件的變動，並進行特定於租約的調整。

租賃付款於本金及財務成本之間作出分配。財務成本在租賃期間於損益扣除，藉以令各期間的負債餘額的期間利率一致。

使用權資產按成本計量，包括以下各項：

- 租賃負債之初步計量金額；
- 於開始日期或之前所作之任何租賃付款，減去所得的任何租賃優惠；
- 任何初始直接成本；及
- 修復成本。

Notes to the Consolidated Financial Statements

綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.22 Leases (Continued)

Right-of-use assets are generally depreciated over the shorter of the asset's useful life and the lease term on a straight-line basis. If the Group is reasonably certain to exercise a purchase option, the right-of-use asset is depreciated over the underlying asset's useful life.

Payments associated with short-term leases and all leases of low-value assets are recognised on a straight-line basis as an expense in the consolidated statement of comprehensive income. Short-term leases are leases with a lease term of 12 months or less. Low-value assets comprise small items of office equipment.

Lease income from operating leases where the Group is a lessor is recognised in consolidated statement of comprehensive income on a straight-line basis over the lease term. Initial direct costs incurred in obtaining an operating lease are added to the carrying amount of the underlying asset and recognised as expense over the lease term on the same basis as lease income. The respective leased assets are included in the consolidated statement of financial position based on their nature. The Group did not need to make any adjustments to the accounting for assets held as lessor as a result of adopting the new leasing standard.

2.23 Dividend distribution

Dividend distribution to the Company's shareholders is recognised as a liability in the Group's consolidated financial statements and Company's financial statements in the period in which the dividends are approved by the Company's shareholders or directors, where appropriate.

2 重大會計政策概要(續)

2.22 租賃(續)

使用權資產一般於資產的可使用年期及租賃期(以較短者為準)內按直線法予以折舊。倘本集團合理確定行使購買選擇權，則使用權資產於相關資產的可使用年期內予以折舊。

與短期設備及車輛租賃以及所有低價值資產租賃相關的付款按直線法於綜合全面收益表確認為費用。短期租賃指租賃期為12個月或以下的租賃。低價值資產主要包括小型辦公設備。

本集團作為出租人的經營租賃的租賃收入於租期內按直線法於綜合全面收益表內確認。獲得一項經營租賃的初步直接成本加至相關資產的賬面值且在租賃期間內按與租賃收入相同的基準確認為費用。各租賃資產按其性質計入綜合財務狀況表。本集團毋須因採用新租賃準則而對作為出租人持有的資產的會計處理作出任何調整。

2.23 股息分派

向本公司股東分派的股息在本公司股東或董事(如適合)批准派息的期間於本集團的綜合財務報表及本公司的財務報表內列為負債。

Notes to the Consolidated Financial Statements

綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.24 Government grants

Grants from the government are recognised at their fair value where there is a reasonable assurance that the grant will be received and the Group will comply with all attached conditions.

Government grants relating to costs are deferred and recognised in the profit or loss over the period necessary to match them with the costs that they are intended to compensate.

Government grants relating to the purchase of property, plant and equipment are included in non-current liabilities as deferred income and are credited to profit or loss on a straight-line basis over the expected lives of the related assets.

2.25 Contingent liabilities

A contingent liability is a possible obligation that arises from past events and whose existence will only be confirmed by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Group. It can also be a present obligation arising from past events that is not recognised because it is not probable that outflow of economic resources will be required or the amount of obligation cannot be measured reliably.

A contingent liability is not recognised but is disclosed in the notes to the consolidated financial statements. When a change in the probability of an outflow occurs so that outflow is probable, they will then be recognised as a provision.

2 重大會計政策概要(續)

2.24 政府補助

當能夠合理地保證政府補助將可收取，而本集團將會符合所有附帶條件時，該補助按其公平值確認。

有關成本之政府補助遞延入賬，並配合按擬補償之成本所需期間於損益確認。

有關購置物業、機械及設備之政府補助計入非流動負債，列為遞延收入，並以直線法按相關資產的預期年期計入損益。

2.25 或然負債

或然負債指因已發生的事件而可能引起的責任，而須視乎日後會否出現一宗或多宗本集團無法完全控制的不確定事件方可確實。或然負債亦可能是已發生的事件引致的現有責任，但由於未必需要流出經濟資源或負債數額無法可靠估計而未有確認。

或然負債不予確認，但於綜合財務報表的附註內披露。倘經濟資源流出的可能性改變而很可能流出經濟資源，則此等負債將確認為撥備。

3 FINANCIAL RISK MANAGEMENT

3.1 Financial risk factors

The Group's activities expose it to a variety of financial risk: market risk (including foreign exchange risk and interest rate risk), credit risk and liquidity risk. The Group's overall risk management programme focuses on the unpredictability of the financial markets and seeks to minimise potential adverse effects on the Group's financial performance.

Risk management is carried out under policies approved by the directors of the Company. The Directors provide principles for an overall risk management, as well as policies covering specific areas.

(a) Foreign exchange risk

Foreign exchange risk arises from future commercial transactions and recognised assets and liabilities which are denominated in a currency that is not the Company's functional currency.

The Group's transactions are mainly denominated in HK\$ and Macao Patacas ("MOP"). The majority of assets and liabilities are denominated in HK\$, MOP and Euro ("EUR"), and there are no significant assets and liabilities denominated in other currencies. Management considered that the foreign exchange risk for MOP is minimal since exchange rate fluctuation was minimal.

As at 31 March 2020, if HK\$ had strengthened/weakened by 5% (2019: 5%) against EUR with all other variables held constant, the Group's net assets at the year end and profits for the year would have been HK\$433,000 (2019: HK\$1,327,000) higher/lower, respectively, mainly as a result of foreign currency gains/losses on translation of the bank borrowings dominated in EUR.

3 財務風險管理

3.1 財務風險因素

本集團的業務活動面對各種財務風險：市場風險（包括外匯風險及利率風險）、信貸風險及流動資金風險。本集團的整體風險管理計劃著眼於金融市場的不可預測性，並盡量將其對本集團財務表現的潛在不利影響降至最低。

風險管理按照本公司董事批准的方針實施。董事就整體風險管理制訂原則，以及就特定範疇制訂政策。

(a) 外匯風險

外匯風險來自以並非為本公司功能貨幣的貨幣計值的未來商業交易及已確認資產及負債。

本集團的交易主要以港元及澳門幣（「澳門幣」）結算。資產及負債大部分以港元、澳門幣及歐元（「歐元」）結算，且並無任何重大資產及負債以其他貨幣折算。管理層認為澳門幣的外匯風險極低，因為澳門幣的匯率波幅極微。

於2020年3月31日，倘港元兌歐元匯價上升／下降5%（2019年：5%）而所有其他變數維持不變，則本集團於年結之資產淨值及年度溢利將分別上升／下降433,000港元（2019年：1,327,000港元），主要由於換算以歐元計值的銀行借貸產生的外幣收益／虧損。

Notes to the Consolidated Financial Statements

綜合財務報表附註

3 FINANCIAL RISK MANAGEMENT (Continued)

3.1 Financial risk factors (Continued)

(b) Interest rate risk

The Group's interest rate risk is mainly attributable to its cash and bank balances and borrowings. Except for borrowings with variable interest, the Group has no other significant interest-bearing liabilities. Borrowings at variable interest rates expose the Group to cash flow interest rate risk. Cash and bank balances at fixed rates expose the Group to fair value interest rate risk. The Group has not used any interest rate swaps to hedge its exposure to interest rate risk.

As at 31 March 2020, if the interest rates on borrowings had been 100 basis-points higher/lower with all other variables held constant, post-tax profit for the year would be HK\$1,024,000 (2019: HK\$826,000) lower/higher mainly as a result of higher/lower interest expense on floating rate borrowings.

(c) Credit risk

The credit risk of the Group mainly arises from trade and retention receivables, deposits and other receivables, contract assets, cash in bank and restricted bank balances.

To manage the risk arising from cash in bank and restricted bank balances, the Group only transacts with reputable banks which are all high-credit-quality financial institutions. There has no recent history of default in relation to these financial institutions. The expected credit loss is close to zero.

3 財務風險管理(續)

3.1 財務風險因素(續)

(b) 利率風險

本集團的利率風險主要源自其現金及銀行結餘以及借款。除了浮息借款外，本集團並無其他重要計息負債。浮息借款令本集團面對現金流量利率風險。按固定利率計息的現金及銀行結餘令本集團面對公平值利率風險。本集團並無使用利率掉期對沖其利率風險。

於2020年3月31日，倘借款的利率上調／下調100個基點而所有其他變數維持不變，則年內除稅後溢利將分別減少／增加1,024,000港元（2019年：826,000港元），主要由於浮息借款的利息開支增加／減少所致。

(c) 信貸風險

本集團的信貸風險主要來自應收貿易款項及保留金、按金及其他應收款項、合約資產、銀行現金及受限制銀行結餘。

為管理銀行現金及受限制銀行結餘產生的風險，本集團僅與有信譽的銀行交易，該等銀行均為高信用等級的金融機構。並無近期違約記錄與該等金融機構有關。預期信貸虧損乃近乎零。

Notes to the Consolidated Financial Statements

綜合財務報表附註

3 FINANCIAL RISK MANAGEMENT (Continued)

3.1 Financial risk factors (Continued)

(c) Credit risk (Continued)

For deposits and other receivables, management makes periodic collective assessments as well as individual assessment on the recoverability of deposits and other receivables based on historical settlement records and past experience. The management believes that the expected credit loss is close to zero.

The Group trades only with recognised and creditworthy third parties. It is the Group's policy that all customers who wish to trade on credit terms are subject to credit verification procedures. In addition, all trade and retention receivables and contract assets are monitored on an ongoing basis.

The Group applies the simplified approach to measure expected credit losses prescribed by HKFRS 9, which permits the use of a lifetime expected loss allowance for all trade and retention receivables and contract assets.

To measure the expected credit losses, trade and retention receivables and contract assets have been grouped based on shared credit risk characteristics and the days past due. The contract assets related to unbilled work in progress and have substantially the same risk characteristics as the trade and retention receivables for the same types of contracts. The Group has therefore concluded that the expected loss rates for trade receivables are a reasonable approximation of the loss rates for the contract assets and retention receivables.

3 財務風險管理 (續)

3.1 財務風險因素 (續)

(c) 信貸風險 (續)

就按金及其他應收款項而言，管理層根據過往結算記錄及過往經驗對按金及其他應收款項的收回可能性定期作出整體評估以及個別評估。管理層相信預期信貸虧損乃近乎零。

本集團僅與認可及信譽卓著的第三方交易。本集團政策要求所有有意按信貸條款進行買賣的客戶接受信用核實。此外，本集團會持續監控所有應收貿易款項及保留金以及合約資產。

本集團採用根據香港財務報告準則第9號規定的簡化法計量預期信貸虧損，其允許就所有應收貿易款項及保留金以及合約資產使用整個存續期預期虧損撥備。

為計量預期信貸虧損，應收貿易款項及保留金以及合約資產已基於分估信貸風險特徵及逾期日數分組。合約資產與在建未開單工程有關，並且與同類合約的應收貿易款項及保留金的風險特徵基本相同。因此，本集團認為應收貿易款項的預期虧損率與合約資產及應收保留金的虧損率合理相若。

Notes to the Consolidated Financial Statements

綜合財務報表附註

3 FINANCIAL RISK MANAGEMENT (Continued)

3.1 Financial risk factors (Continued)

(c) Credit risk (Continued)

The expected loss rates are based on the payment profiles of trade and retention receivables and contract assets over the period before the consolidated balance sheet date and the corresponding historical credit losses experienced within this period. The historical loss rates are adjusted to reflect current and forward-looking information on macroeconomic factors affecting the customers to settle the receivables. The Group has identified the Gross Domestic Product (GDP) of the cities in which it operates to be the most relevant factor, and accordingly adjusts the historical loss rates based on expected changes in these factors.

The Group overall considers the shared credit risk characteristic and the days past due of the trade and retention receivables as the measurement for the expected credit loss. During the year, excluding the impact of certain retention receivables assessed to be impaired, expected loss rate of trade and retention receivables are assessed to be less than 0.1%. The loss allowance provision for these balances was not material during the years ended 31 March 2020.

The Group categorises trade or other receivables for write off when a debtor fails to make contractual payments. Where trade or other receivables have been written off, the Group continues to engage in enforcement activity to attempt to recover the receivable due. Where recoveries are made, these are recognised in consolidated statement of comprehensive income.

3 財務風險管理 (續)

3.1 財務風險因素 (續)

(c) 信貸風險 (續)

預期虧損率乃基於綜合資產負債表日期前期間的應收貿易款項及保留金以及合約資產付款情況及本期間內所經歷的相應過往信貸虧損。過往虧損率乃經調整以反映影響客戶結清應收款項的宏觀經濟因素之現時及前瞻性資料。本集團已確定其經營所在城市的國內生產總值 (GDP) 為最相關因素，並據此基於該等因素的預期變動而調整過往虧損率。

本集團整體認為應收貿易款項及保留金分估信貸風險特徵及逾期日數乃作為計量預期信貸虧損。於本年度，如撇除經評定為減值之若干應收保留金之影響，應收貿易款項及保留金的預期信貸虧損被評為少於0.1%。該等結餘的虧損撥備於截至2020年3月31日止年度並不重大。

倘債務人未能履行合約付款，本集團會將應收貿易款項或其他應收款項分類作撇銷。倘應收貿易款項或其他應收款項已撇銷，本集團會繼續進行強制行動以嘗試收回到期應收款項。倘得以收回款項，則於綜合全面收益表中確認。

Notes to the Consolidated Financial Statements

綜合財務報表附註

3 FINANCIAL RISK MANAGEMENT (Continued)

3.1 Financial risk factors (Continued)

(d) Liquidity risk

Liquidity risk refers to the risk that an entity will encounter difficulty in meeting obligations associated with financial liabilities that are settled by delivering cash or another financial assets.

The Group maintains liquidity by a number of sources including orderly realisation of short-term financial assets, receivables and certain assets that the Group considers appropriate and long term financing including long-term borrowings are also considered by the Group in its capital structuring. The Group aims to maintain flexibility in funding by keeping sufficient bank balances and interest bearing borrowings which enable the Group to continue its business for the foreseeable future.

The table below analyses the Group's financial liabilities into relevant maturity groupings based on the remaining period at the balance sheet date to the contractual maturity date. The amounts disclosed in the table are the contractual undiscounted cash flows (including interests payments computed using contractual rates, or if floating, based on the current rates at the year end date). Where the loan agreement contains a repayable on demand clause which gives the lender the unconditional right to call the loan at any time, the amounts repayable are classified in the earliest time bracket in which the lender could demand repayment. The maturity analysis for other borrowings is prepared based on the scheduled repayment dates. Balances due within 12 months equal their carrying balances, as the impact of discounting is not significant.

3 財務風險管理 (續)

3.1 財務風險因素 (續)

(d) 流動資金風險

流動資金風險指實體難以履行以交付現金或另一金融資產以清償金融負債的相關責任的風險。

本集團透過多種方式(包括於本集團認為適當的情況下有序變現短期金融資產、應收款項及若干資產)維持流動資金,本集團亦同時考慮將長期融資(包括長期借款)納入其資本結構內。本集團旨在透過保持充足銀行結餘及計息借款,從而維持資金的靈活彈性,讓本集團於可見將來繼續經營其業務。

下表呈列根據於結算日至合約到期日的餘下期間按有關到期情況劃分的本集團金融負債分析。該表所披露的金額為合約未折現現金流量(包括根據合約利率計算的利息付款,或如按浮動利率計息,則為根據年結日的當前利率計算的利息付款)。如貸款協議內載有讓貸款人可隨時無條件要求償還之條款,此等貸款則歸類於貸款人最早可要求償還之時期。其他借款的到期日分析乃根據協定還款日期編製。由於折現的影響不大,於12個月內到期的結餘與其賬面值相等。

Notes to the Consolidated Financial Statements

綜合財務報表附註

3 FINANCIAL RISK MANAGEMENT (Continued)

3.1 Financial risk factors (Continued)

(d) Liquidity risk (Continued)

3 財務風險管理(續)

3.1 財務風險因素(續)

(d) 流動資金風險(續)

As at 31 March 2020

Trade and retention payables

Other payables

Amount due to a director

Long-term bank loans

Short-term bank loans

Lease liabilities

於2020年3月31日

應付貿易款項
及保留金

其他應付款項

應付一名董事款項

長期銀行貸款

短期銀行貸款

租賃負債

On demand and less than 1 year	Between 1 and 2 years	Between 2 and 5 years	Total	Carrying amount
按要求及少於一年	一至兩年	二至五年	總計	賬面金額
HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
千港元	千港元	千港元	千港元	千港元
124,299	-	-	124,299	124,299
5,814	-	-	5,814	5,814
-	3,254	-	3,254	3,145
9,165	7,893	2,491	19,549	18,579
101,391	-	-	101,391	100,903
4,422	-	-	4,422	4,364
245,091	11,147	2,491	258,729	257,104

Notes to the Consolidated Financial Statements

綜合財務報表附註

3 FINANCIAL RISK MANAGEMENT (Continued)

3.1 Financial risk factors (Continued)

(d) Liquidity risk (Continued)

		On demand	Between 1 and 2 years	Between 2 and 5 years	Total	Carrying amount
		and less than 1 year	Between 1 and 2 years	Between 2 and 5 years	Total	Carrying amount
		按要求及少於一年	一至兩年	二至五年	總計	賬面金額
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元
As at 31 March 2019	於2019年 3月31日					
Trade and retention payables	應付貿易款項 及保留金	34,833	-	-	34,833	34,833
Other payables	其他應付款項	1,839	-	-	1,839	1,839
Amount due to a director	應付一名 董事款項	-	-	3,186	3,186	3,075
Long-term bank loans	長期銀行貸款	5,065	1,642	384	7,091	6,837
Short-term bank loans	短期銀行貸款	80,018	-	-	80,018	79,910
Obligations under finance leases	融資租賃責任	7,897	1,449	-	9,346	9,151
		129,652	3,091	3,570	136,313	135,645

3 財務風險管理 (續)

3.1 財務風險因素 (續)

(d) 流動資金風險 (續)

Notes to the Consolidated Financial Statements

綜合財務報表附註

3 FINANCIAL RISK MANAGEMENT (Continued)

3.2 Capital risk management

The Group's objectives when managing capital are to safeguard the Group's ability to continue as a going concern in order to provide returns for shareholders and benefits for other stakeholders and to maintain an optimal capital structure to reduce the cost of capital.

The capital structure of the Group consists of equity and borrowings. In order to maintain or adjust the capital structure, the Group may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares or sell assets to reduce borrowings. The Group monitors capital on the basis of gearing ratio. The gearing ratio is calculated as net debt divided by total equity. Net debt is calculated as total borrowings less cash and cash equivalents. The gearing ratios were as follows:

Borrowings (including obligations under finance leases) (note 23)	借款(包括融資租賃責任) (附註23)
Less: cash and cash equivalents (note 18)	減: 現金及現金等價物 (附註18)
Net cash	現金淨額
Total equity	權益總額
Gearing ratio	資產負債比率

As at 31 March 2020, the Group was in net cash position, taking into accounts its borrowings and cash and cash equivalents.

3 財務風險管理(續)

3.2 資本風險管理

本集團管理資本的目標是保障本集團有持續經營的能力，從而為股東帶來回報及為其他權益持有人提供利益，同時保持最佳的資本結構以降低資本成本。

本集團的資本結構包括權益及借款。為維持或調整資本架構，本集團或會調整支付予股東的股息金額、向股東發還資金、發行新股或出售資產以減少借款。本集團以資產負債比率監察資本。資產負債比率以負債淨額除以總權益計算。負債淨額以總借款減現金及現金等價物。資產負債比率如下：

2020 HK\$'000 千港元	2019 HK\$'000 千港元
119,482	95,898
(207,321)	(196,964)
(87,839)	(101,066)
697,927	625,916
N/A不適用	N/A不適用

於2020年3月31日，經考慮其借款以及現金及現金等價物，本集團處於淨現金狀況。

Notes to the Consolidated Financial Statements

綜合財務報表附註

3 FINANCIAL RISK MANAGEMENT (Continued)

3.3 Fair value estimation

The carrying amounts of the Group's financial assets (other than financial assets at fair value through other comprehensive income) and financial liabilities, including cash and cash equivalents, restricted bank balances, trade and retention receivables, deposits and other receivables, trade and retention payables, other payables and borrowings approximate their fair values, which either due to their short-term maturities, or that they are subject to floating rates.

The carrying amount of amount due to a director was a reasonable approximation of its fair value.

The Group's financial instruments are measured in the consolidated balance sheet at fair value by level of the inputs to valuation techniques used to measure fair value. Such inputs are categorised into three levels within a fair value hierarchy as follows:

3 財務風險管理 (續)

3.3 公平值估計

本集團的金融資產(按公平值計入其他全面收入之金融資產除外)及金融負債(包括現金及現金等價物、受限制銀行結餘、應收貿易款項及保留金、按金及其他應收款項, 應付貿易款項及保留金、其他應付款項及借款)因到期日較短或按浮動利率計息, 該等資產及負債的賬面值與彼等的公平值相若。

應付一名董事款項的賬面值為其公平值的合理約數。

本集團之金融工具按用以計算公平值之估值技術輸入值層級於綜合資產負債表按公平值入賬。該等輸入值按照公平值層級歸類為如下三層:

		Level 1	Level 2	Level 3
		第一層	第二層	第三層
		HK\$	HK\$	HK\$
		千港元	千港元	千港元
2020				
Financial assets at fair value through other comprehensive income (note 15)	按公平值計入其他全面收入之金融資產(附註15)	-	-	20,120
2019				
Financial assets at fair value through other comprehensive income (note 15)	按公平值計入其他全面收入之金融資產(附註15)	-	-	20,920

Notes to the Consolidated Financial Statements

綜合財務報表附註

3 FINANCIAL RISK MANAGEMENT (Continued)

3.3 Fair value estimation (Continued)

For the year ended 31 March 2020, there were no transfers of financial assets of the Group between different levels of the fair value hierarchy.

For the year ended 31 March 2020, there were no significant changes in the business or economic circumstances that affect the fair value of the Group's financial assets.

4 CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS

Estimates and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

The Group makes estimates and assumptions concerning the future. The resulting accounting estimates will, by definition, seldom equal the related actual results. The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are addressed below.

3 財務風險管理(續)

3.3 公平值估計(續)

截至2020年3月31日止年度，並無本集團金融資產在公平值層級內之不同層級之間的轉撥。

截至2020年3月31日止年度，影響本集團金融資產公平值的業務或經濟環境並無重大變動。

4 重要會計估計及判斷

估計及判斷乃依據過去經驗及其他因素(包括在個別情況下對未來事件作出被認為合理的預期)作持續評估。

本集團對未來作出估計及假設。就會計估計的結果而言，顧名思義，絕少會與有關實際結果相同。有極高風險導致下個財政年度的資產及負債的賬面值作出重大調整的估計及假設討論如下。

Notes to the Consolidated Financial Statements

綜合財務報表附註

4 CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS (Continued)

(a) Construction contracts

The Group reviews and revises the estimates of contract revenue, contract costs, variation orders and contract claims prepared for each construction contract as the contract progresses. Budgeted construction costs are prepared by the management on the basis of quotations prepared by the management on the basis of quotations from time to time provided by the major contractors, suppliers or vendors involved and the experience of the management. In order to keep the budget accurate and up-to-date, management conducts periodic reviews of the budgets of contracts by comparing the budgeted amounts to the actual amounts incurred. Such significant estimate may have impact on the profit recognised in each period.

The Group recognises its contract revenue based on the satisfaction of the performance obligation either input method or output method, by reference to the contract costs incurred up to the end of reporting period as a percentage of total estimated costs for each contract or according to the percentage of work performed to date of individual contract of construction works as a percentage of total contract value. Because of the nature of the activity undertaken in construction contracts, the date at which the contract activity is entered into and the date when the activity is completed usually fall into different accounting periods. The Group reviews and revised the estimates of contract revenue, contract costs, variation orders and contract claims prepared for each construction contract as the contract progress. Management regularly reviews the progress of the contracts and the corresponding costs of the contract revenue.

4 重要會計估計及判斷(續)

(a) 建築合約

本集團於合約進行時檢討及修訂為各建築合約編製的合約收入、合約成本、變更項目及合約索償估計。管理層根據管理層編製的報價(乃根據參與項目的主要承建商、供應商或服務供應商不時提供的報價而編製)及管理層的經驗編製建築成本預算。為維持準確及最新的預算，管理層通過比較預算金額及實際產生金額而定期對合約預算進行審閱。該項重大估計可能影響於各期間確認的溢利。

本集團根據對履約責任的履行以輸入法或輸出法確認其合約收入，當中參考直至報告期末產生的合約成本佔各合約總估計成本的百分比或各獨立建築工程合約至今已進行的工程佔總合約價值之百分比。由於根據建造合約進行活動的性質，合約活動的訂立日期與活動的完成日期通常屬於不同的會計期間。本集團會於合約進行時檢討及修訂為各建築合約編製的合約收入、合約成本、變更項目及合約索償估計。管理層定期檢討合約進度及合約收入的相應成本。

Notes to the Consolidated Financial Statements

綜合財務報表附註

4 CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS (Continued)

- (b) Estimated useful lives and residual values of plant and equipment

Management estimates useful lives of the plant and equipment by reference to the Group's business model, its assets management policy, the industry practice, expected usage of the assets, expected repair and maintenance, the technical or commercial obsolescence arising from changes or improvements in the market. Residual values of the machinery and equipment are determined based on prevailing market values for equivalent aged assets taking into account the condition of the relevant assets or the value of scrap metal and other economic considerations. Depreciation expense would be significantly affected by the useful lives and residual values of the plant and equipment as estimated by management.

If the residual values of plant and equipment had further decreased by 10%, the depreciation expenses would increase by HK\$6,351,000 for the year ended 31 March 2020 (2019: HK\$5,344,000).

4 重要會計估計及判斷(續)

- (b) 機械及設備的估計可使用年期及剩餘價值

管理層乃參考本集團的業務模式、其資產管理政策、行業慣例、資產預期用途、預期維修及保養、因市場變化或改善導致的技術或商業方面過時，估計機械及設備的可使用年期。機械及設備的剩餘價值乃根據具同等賬齡資產的現行市值釐定，並計及有關資產的狀況或廢鐵的價值及其他經濟考慮因素。管理層所估計機械及設備的可使用年期及剩餘價值將對折舊費用有重大影響。

若機械及設備的剩餘價值進一步減少10%，則於截至2020年3月31日止年度的折舊費用將增加6,351,000港元（2019年：5,344,000港元）。

4 CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS (Continued)

(c) Estimated impairment of plant and equipment

The Group assesses whether there are any indicators of impairment for plant and equipment at the end of each reporting period. Plant and equipment are tested for impairment when there are impairment indicators that the carrying amounts may not be recoverable. An impairment exists when the carrying value of an asset or a cash-generating unit exceeds its recoverable amount, which is the higher of its fair value less costs of disposal and its value in use. The calculation of the fair value less costs of disposal is based on available data from market quotations of similar assets or observable market prices less incremental costs for disposing of the asset. Management determines the market values of plant and equipment by using valuation report from independent qualified professional valuer.

Such valuations with reference to comparable market transactions are made based on certain assumptions, which are subject to uncertainties and might differ from the actual result. In making the judgement, reasonable consideration has been given to the underlying assumptions by adjusting the differences to reflect current prices in active market for plant and machinery of different model, condition and age. These estimates are regularly compared to actual market data and sales transactions in the market.

4 重要會計估計及判斷(續)

(c) 機械及設備的估計減值

本集團於各報告期末評估機械及設備是否存在任何減值跡象。當有減值跡象顯示賬面值可能無法收回時，會對機械及設備進行減值測試。當資產或現金產生單位之賬面值超過其可收回金額(即其公平值減出售成本與其使用價值之較高者)時，即存在減值。公平值減去出售成本是根據類似資產的市場報價或可觀察的市場價格的現有數據減去出售資產的增量成本計算。管理層利用獨立合資格專業估值師的估值報告釐定機械及設備的市值。

參照可比較市場交易之該等估值乃基於若干假設而作出，而該等假設具有不確定性，並可能與實際結果不同。在作出判斷時，已合理考慮相關假設，方式為調整差異以反映機械及機器依不同型號、狀況及投入使用年期在活躍市場的現行價格。該等估計會定期與實際市場數據及市場銷售交易作比較。

Notes to the Consolidated Financial Statements

綜合財務報表附註

4 CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS (Continued)

(d) Impairment of financial assets

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

(e) Income taxes

The Group is subject to income taxes in Hong Kong and Macau. Significant judgement is required in determining the provision for income taxes. There are many transactions and calculations for which the ultimate tax determination is uncertain. The Group recognises liabilities for anticipated tax audit issues based on estimates of whether additional taxes will be due. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such differences will impact the current and deferred income tax assets and liabilities in the period in which such determination is made.

4 重要會計估計及判斷(續)

(d) 金融資產減值

金融資產虧損撥備乃基於有關違約風險及預期虧損率之假設作出。於各報告期末，本集團根據本集團過往歷史、現時市況及前瞻性估計，通過判斷作出該等假設及選擇減值計算之輸入數據。

(e) 所得稅

本集團須繳納香港及澳門所得稅。在決定所得稅撥備時，須作出重大判斷。有多項交易及計算難以釐定其最終稅務結果。本集團根據額外稅項會否到期的估算，確認預計稅項審計事宜的債項。若該等事宜的最終稅項結果與初步入賬的金額不同，則該等差異將對作出有關釐定的期間的即期及遞延所得稅資產及負債造成影響。

Notes to the Consolidated Financial Statements

綜合財務報表附註

5 REVENUE FROM CONTRACT WITH CUSTOMERS AND SEGMENT INFORMATION

Revenue from contract with customers, which is also the Group's turnover, represents gross contract receipts on foundation works and ancillary services in the ordinary course of business. Revenue recognised is as follows:

Foundation works and ancillary services	地基工程及附屬服務
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The chief operating decision-maker has been identified as the executive directors of the Company. The executive directors regard the Group's business as one single operating segment and reviews financial information accordingly.

Revenue from foundation works and ancillary services are recognised over time during the year 31 March 2020 (2019: same).

(a) Segment information

The Group's revenue is mainly derived from customers in Hong Kong. The principal assets of the Group were also located in Hong Kong as at 31 March 2020. Accordingly, no analysis by geographical segment is provided.

5 客戶合約收入及分部資料

客戶合約收入指在日常業務過程中地基工程及附屬服務的總合約收款，亦為本集團的營業額。確認的收入如下：

2020 HK\$'000 千港元	2019 HK\$'000 千港元
916,831	452,268

本公司的執行董事被確定為其主要營運決策人。執行董事將本集團的業務劃分為一個單一經營分部，並相應審閱財務資料。

於截至2020年3月31日止年度，地基工程及附屬服務的收入乃隨時間確認（2019年：相同）。

(a) 分部資料

本集團的收入主要來自香港客戶。截至2020年3月31日，本集團的主要資產亦位於香港。因此，並無提供按地區分部進行的分析。

Notes to the Consolidated Financial Statements

綜合財務報表附註

5 REVENUE FROM CONTRACT WITH CUSTOMERS AND SEGMENT INFORMATION

(Continued)

(b) Revenue derived from major customers

External customers which individually contributed over 10% of the total revenue of the Group for any of the years ended 31 March 2020 and 2019 are as below:

Customer A	客戶甲
Customer B	客戶乙
Customer C (note)	客戶丙(附註)

Note: The corresponding revenue did not contribute over 10% of total revenue of the Group for the respective year.

5 客戶合約收入及分部資料(續)

(b) 來自主要客戶的收入

於截至2020年及2019年3月31日止任何一個年度單獨地為本集團於有關年度的總收入貢獻超過10%之外界客戶如下：

2020	2019
HK\$'000	HK\$'000
千港元	千港元
467,528	—
274,498	326,384
N/A不適用	90,753

附註：有關收入對本集團於相關年度之總收入的貢獻並不超過10%。

Notes to the Consolidated Financial Statements

綜合財務報表附註

6 OTHER LOSS, NET, AND OTHER INCOME

6 其他虧損－淨額以及其他收入

		2020 HK\$'000 千港元	2019 HK\$'000 千港元
Other loss, net	其他虧損－淨額		
Gain on disposal of plant and equipment	出售機械及設備的收益	5	-
Write-off of plant and equipment	撇銷機械及設備	(540)	(1,000)
		(535)	(1,000)
		2020 HK\$'000 千港元	2019 HK\$'000 千港元
Other income	其他收入		
Leasing of machinery	租賃機械	531	484
Government grants	政府補助	301	-
		832	484

Notes to the Consolidated Financial Statements

綜合財務報表附註

7 EXPENSES BY NATURE

7 按性質劃分的開支

		2020 HK\$'000 千港元	2019 HK\$'000 千港元
Cost of sales	銷售成本		
Construction contracts costs (note (a))	建築合約成本(附註(a))	756,249	420,092
Depreciation	折舊		
– owned plant and equipment	– 自置機械及設備	23,326	22,966
– leased plant and equipment	– 租賃機械及設備	–	1,215
– right-of-use assets	– 使用權資產	454	–
Repair and maintenance	維修及保養	1,172	251
Others	其他	8,964	3,362
		790,165	447,886
Administrative expenses	行政開支		
Staff costs, including directors' emoluments (note (b))	員工成本(包括董事酬金)(附註(b))	14,965	13,925
Auditors' remuneration	核數師酬金	1,682	1,557
Depreciation	折舊		
– owned plant and equipment	– 自置機械及設備	570	518
– right-of-use assets	– 使用權資產	6,893	–
Operating lease rental in respect of	以下各項的經營租賃租金		
– office and storage premises	– 辦公室及倉庫物業	4,227	9,803
– directors' quarters (note 30(a))	– 董事宿舍(附註30(a))	2,168	2,168
Professional fees	專業費用	4,596	4,155
Motor vehicle expenses	汽車開支	2,896	1,905
Bank charges	銀行開支	472	502
Exchange gains	匯兌收益	(632)	(2,517)
Others	其他	5,310	5,487
		43,147	37,503
Total cost of sales and administrative expenses	銷售成本及行政開支總額	833,312	485,389

Notes to the Consolidated Financial Statements

綜合財務報表附註

7 EXPENSES BY NATURE (Continued)

Notes:

(a) Construction contract costs included but are not limited to costs of construction materials, staff costs (refer to note (b) below), consultancy fee, parts and consumables, subcontracting charges and transportation.

(b)

Wages and salaries	工資及薪金
Pension costs – defined contribution plans (note)	退休金成本一定額 供款計劃(附註)
Employment benefits	僱員福利

Less: amount included in cost of sales 減：計入銷售成本之金額

7 按性質劃分的開支(續)

附註：

(a) 建築合約成本包括但不限於建築材料成本、員工成本(參見下文附註(b))、顧問費用、零件及消耗品、分包費用及運輸費用。

(b)

2020	2019
HK\$'000	HK\$'000
千港元	千港元
142,046	84,917
4,266	2,750
3,707	938
150,019	88,605
(135,054)	(74,680)
14,965	13,925

Notes to the Consolidated Financial Statements

綜合財務報表附註

7 EXPENSES BY NATURE (Continued)

Notes: (Continued)

(c) Five highest paid individuals

For the year ended 31 March 2020, the five individuals whose emoluments were the highest in the Group include three directors (2019: three) whose emoluments were reflected in the analysis presented in note 30(a). The emoluments paid to the remaining two individuals (2019: two) are as follows:

Salaries, other allowances and benefits in kind	薪金、其他津貼及實物福利
Bonus	花紅
Pension costs	退休金成本
– defined contribution plans	一定額供款計劃

The emoluments of these individuals fell within the following bands:

HK\$1,500,001 - HK\$2,000,000	1,500,001港元至2,000,000港元
-------------------------------	-------------------------

No emolument was paid by the Group to any of the directors or the five highest paid individuals as an inducement to join or upon joining the Group or as compensation for the loss of office.

7 按性質劃分的開支(續)

附註：(續)

(c) 五名最高薪人士

截至2020年3月31日止年度，本集團五名最高薪人士分別包括三名(2019年：三名)董事，彼等的酬金於附註30(a)的分析中呈列。向其餘兩名(2019年：兩名)人士支付的酬金如下：

2020 HK\$'000 千港元	2019 HK\$'000 千港元
2,940	2,920
245	245
33	36
3,218	3,201

該等人士的酬金介乎以下範圍：

Number of individuals

人數

2020 HK\$'000 千港元	2019 HK\$'000 千港元
2	2

本集團概無向任何董事或五名最高薪人士支付任何酬金作為加入本集團或加入本集團時的獎勵或離職補償。

Notes to the Consolidated Financial Statements

綜合財務報表附註

8 FINANCE (COSTS)/INCOME, NET

8 財務(費用)／收入－淨額

		2020 HK\$'000 千港元	2019 HK\$'000 千港元
Finance income	財務收入		
– Interest income on bank deposits	– 銀行存款的利息收入	2,287	3,481
Finance costs	財務費用		
– Interest expense on bank loans	– 銀行貸款的利息開支	(1,827)	(1,440)
– Interest expense on bank overdrafts	– 銀行透支的利息開支	(20)	(46)
– Interest expense on obligations under finance leases	– 融資租賃責任的利息開支	–	(791)
– Interest expense on lease liabilities	– 租賃負債的利息開支	(507)	–
– Interest expense on amount due to a director (note 27(b))	– 應付一名董事款項的利息開支 (附註27(b))	(70)	(55)
		(2,424)	(2,332)
Finance (costs)/income, net	財務(費用)／收入－淨額	(137)	1,149

Notes to the Consolidated Financial Statements

綜合財務報表附註

9 INCOME TAX EXPENSE/(CREDIT)

The amount of income tax charged/(credited) to the consolidated statement of comprehensive income represents:

Hong Kong profits tax	香港利得稅
Current income tax	即期所得稅
Deferred income tax (note 20)	遞延所得稅(附註20)
Macau complementary tax	澳門所得補充稅
Current income tax	即期所得稅
Over-provision of current income tax in prior year	去年即期所得稅的超額撥備

Hong Kong profits tax is calculated at 16.5% (2019: 16.5%) on the estimated assessable profit for the year.

Macau taxation is calculated at tax rates applicable to jurisdiction in Macau at 12% (2019: 12%).

9 所得稅開支／(抵免)

於綜合全面收益表支銷／(計入)的所得稅金額指：

2020 HK\$'000 千港元	2019 HK\$'000 千港元
1,706	(518)
9,031	(3,172)
-	(3,001)
(76)	(436)
10,661	(7,127)

香港利得稅按年內估計應課稅溢利的16.5%(2019年：16.5%)計算。

澳門稅項按澳門司法管轄區適用的稅率12%(2019年：12%)計算。

Notes to the Consolidated Financial Statements

綜合財務報表附註

9 INCOME TAX EXPENSE/(CREDIT) (Continued)

The tax on the Group's profit/(loss) before income tax differs from the theoretical amount that would arise using the tax rate of Hong Kong as follows:

		2020 HK\$'000 千港元	2019 HK\$'000 千港元
Profit/(loss) before income tax	除所得稅前溢利／(虧損)	83,679	(57,497)
Calculated at tax rate of 16.5%	按16.5%的稅率計算的稅項	13,807	(9,487)
Tax effects of:	以下各項的稅務影響：		
Tax rates of overseas operation	海外業務的稅率	35	1,163
Income not subject to tax	毋須課稅收入	(488)	(842)
Expenses not deductible for tax purposes	不可扣稅開支	20	38
Recognition of tax losses previously not recognised	確認以往並無確認之稅項虧損	(2,334)	-
Tax losses for which no deferred income tax asset was recognised	並無確認遞延所得稅資產的稅項虧損	171	2,441
Utilisation of previously unrecognised tax losses	動用以往並無確認之稅項虧損	(252)	(4)
Over-provision of income tax in prior year	去年所得稅的超額撥備	(76)	(436)
Others	其他	(222)	-
Income tax expense/(credit)	所得稅開支／(抵免)	10,661	(7,127)

9 所得稅開支／(抵免)(續)

本集團除所得稅前溢利／(虧損)的稅額與採用香港稅率計算的理論稅額的差異如下：

10 DIVIDEND

On 23 June 2020, the Board of Directors proposed a final dividend of in respect of the year ended 31 March 2020 of approximately HK\$33,600,000 (2019: Nil), representing HK\$0.02 per ordinary share (2019: Nil). Such dividend is to be approved by the shareholders at the Annual General Meeting of the Company. This proposed final dividend is not reflected as a dividend payable as of 31 March 2020, but will be recorded as a distribution of reserves for the year ending 31 March 2021.

10 股息

於2020年6月23日，董事會建議就截至2020年3月31日止年度派付末期利息每股普通股0.02港元(2019：無)，合共約33,600,000港元。有關股息有待股東於本年度股東週年大會上批准。建議股息不能反映為於2020年3月31日的應付利息，但將記錄為截至2021年3月31日止年度之儲備分派。

Notes to the Consolidated Financial Statements

綜合財務報表附註

11 EARNINGS/(LOSS) PER SHARE

(a) Basic

Basic earnings/(loss) per share is calculated by dividing the profit/(loss) attributable to equity holders of the Company by the weighted average number of ordinary shares in issue during the respective years.

Profit/(loss) attributable to equity holders of the Company (HK\$'000)	本公司權益持有人應佔溢利／(虧損) (千港元)
Weighted average number of ordinary shares for the purpose of calculating basic earnings per share (thousands)	計算每股基本盈利的普通股加權平均數 (千股)
Basic earnings/(loss) per share (HK cents)	每股基本盈利／(虧損) (港仙)

(b) Diluted

Diluted earnings/(loss) per share is of the same amount as the basic earnings/(loss) per share as there were no potential dilutive ordinary shares outstanding for the year ended 31 March 2020 and 2019.

11 每股盈利／(虧損)

(a) 基本

每股基本盈利／(虧損)乃根據本公司權益持有人應佔溢利／(虧損)除以相關年度已發行普通股加權平均數計算。

2020	2019
73,018	(50,370)
1,680,000	1,680,000
4.35	(3.00)

(b) 攤薄

每股攤薄盈利／(虧損)與每股基本盈利／(虧損)相同，此乃由於在截至2020年及2019年3月31日止年度並無未行使的潛在攤薄普通股。

Notes to the Consolidated Financial Statements

綜合財務報表附註

12 SUBSIDIARIES

12 附屬公司

Name	Place of incorporation and kind of legal entity	Particulars of issued share capital	Effective interest held as at	Principal activities and place of operation	
名稱	註冊成立地點及法定實體種類	已發行股本詳情	所持實際權益	主營業務及營運地點	
			2020	2019	
Directly held by the Company:					
由本公司直接持有：					
Sam Woo Group Limited ("SW (BVI)") (「三和(BVI)」)	British Virgin Islands, limited liability company 英屬處女群島，有限公司	10,000 ordinary shares of US\$1 each 10,000股每股面值1美元的普通股	100%	100%	Investment holding 投資控股
Capital Plus Group Limited	British Virgin Islands, limited liability company 英屬處女群島，有限公司	2 ordinary shares of US\$1 each 2股每股面值1美元的普通股	100%	100%	Investment holding 投資控股
Indirectly held by the Company:					
由本公司間接持有：					
Sam Woo Bore Pile Foundation Limited ("SWBP") 三和地基有限公司(「三和地基」)	Hong Kong, limited liability company 香港，有限公司	10,000,000 ordinary shares of HK\$1 each 10,000,000股每股面值1港元的普通股	100%	100%	Foundation works and ancillary services in Hong Kong 於香港進行地基工程及提供附屬服務
Sam Woo Construction & Engineering Limited 三和建設機械有限公司	Hong Kong, limited liability company 香港，有限公司	100,000 ordinary shares of HK\$1 each 100,000股每股面值1港元的普通股	100%	100%	Trading of and leasing of machinery and equipment in Hong Kong 於香港買賣及租賃機械及設備
Sam Woo Engineering Equipment Limited ("SWEE") 三和機械有限公司(「三和機械」)	Hong Kong, limited liability company 香港，有限公司	500,000 ordinary shares of HK\$1 each 500,000股每股面值1港元的普通股	100%	100%	Leasing of machinery and equipment in Hong Kong 於香港租賃機械及設備

Notes to the Consolidated Financial Statements

綜合財務報表附註

12 SUBSIDIARIES (Continued)

12 附屬公司 (續)

Name	Place of incorporation and kind of legal entity 註冊成立地點及法定實體種類	Particulars of issued share capital 已發行股本詳情	Effective interest held as at	Principal activities and place of operation
名稱			所持實際權益	主營業務及營運地點
			2020	2019
Indirectly held by the Company				
(Continued):				
由本公司間接持有：(續)				
Sam Woo Foundation Limited	Macau, limited liability company	2 ordinary shares of MOP\$15,000 each	100%	100%
Sam Woo地基有限公司	澳門·有限公司	2股每股面值15,000澳門幣的普通股		Foundation works and ancillary services in Macau 於澳門進行地基工程及提供附屬服務
AA Foundation Limited (formerly known as Sam Woo Construction Limited)	Hong Kong, limited liability company	40,000,000 ordinary shares of HK\$1 each	100%	100%
亞洲地基有限公司 (前稱三和營造有限公司)	香港·有限公司	40,000,000股每股面值1港元的普通股		Foundation works and ancillary services in Hong Kong 於香港進行地基工程及提供附屬服務
Sam Woo Civil Contractors Limited	Hong Kong, limited liability company	10,000 ordinary shares of HK\$1 each	100%	100%
三和土木工程有限公司	香港·有限公司	10,000股每股面值1港元的普通股		Foundation works and ancillary services in Hong Kong 於香港進行地基工程及提供附屬服務
Sam Woo Civil Works Limited	Hong Kong, limited liability company	2 ordinary shares of HK\$1 each	100%	100%
三和土木有限公司	香港·有限公司	2股每股面值1港元的普通股		Inactive 暫無營業
Sam Woo Foundation Limited	Hong Kong, limited liability company	2 ordinary shares of HK\$1 each	100%	100%
三和地基工程有限公司	香港·有限公司	2股每股面值1港元的普通股		Foundation works and ancillary services in Hong Kong 於香港進行地基工程及提供附屬服務

Notes to the Consolidated Financial Statements

綜合財務報表附註

12 SUBSIDIARIES (Continued)

12 附屬公司(續)

Name	Place of incorporation and kind of legal entity	Particulars of issued share capital	Effective interest held as at	Principal activities and place of operation
名稱	註冊成立地點及法定實體種類	已發行股本詳情	所持實際權益	主營業務及營運地點
			2020	2019
Indirectly held by the Company (Continued):				
由本公司間接持有：(續)				
Sam Woo Finance Limited 三和財務有限公司	Hong Kong, limited liability company 香港·有限公司	2 ordinary shares of HK\$1 each 2股每股面值1港元的普通股	100%	100% Inactive 暫無業務
Sam Woo Offshore Engineering Limited 三和海洋工程有限公司	Hong Kong, limited liability company 香港·有限公司	1 ordinary share of HK\$1 each 1股每股面值1港元的普通股	100%	100% Inactive 暫無業務
Sam Woo Asia Development Group Limited 三和亞洲發展集團有限公司	Hong Kong, limited liability company 香港·有限公司	1 ordinary share of HK\$1 each 1股每股面值1港元的普通股	100%	100% Inactive 暫無業務
Sam Woo Foundation Group Limited 三和地基集團有限公司	Hong Kong, limited liability company 香港·有限公司	1 ordinary share of HK\$1 each 1股每股面值1港元的普通股	100%	100% Inactive 暫無業務
Redland Contractors Limited 中威營造有限公司	Hong Kong, limited liability company 香港·有限公司	2 ordinary shares of HK\$1 each 2股每股面值1港元的普通股	100%	100% Foundation works and ancillary services in Hong Kong 於香港進行地基工程及提供附屬服務

Notes to the Consolidated Financial Statements

綜合財務報表附註

13 LEASES

This note provides information for leases where the Group is a lessee.

(a) Right-of-use assets

Of which are:

Properties
Machinery and equipment (note)
Motor vehicle

當中：

物業
機械及設備(附註)
汽車

As at 31 March 2020, the net book value of right-of-use assets amounted HK\$16,151,000 have been pledged to secure lease liabilities of the Group.

Lease liabilities

Of which are:

Current lease liabilities
Non-current lease liabilities

當中：

流動租賃負債
非流動租賃負債

Note:

In the previous year, the Group only recognised lease assets and lease liabilities in relation to leases that were classified as “finance leases” under HKAS 17 Leases. The assets were presented in property, plant and equipment and the liabilities as part of the Group’s borrowings. For adjustments recognised on adoption of HKFRS 16 on 1 April 2019, please refer to note 2.2.

No additions to the right-of-use assets during the year ended 31 March 2020.

13 租賃

本附註提供有關本集團作為承租人的租賃的資料。

(a) 使用權資產

31 March 2020 2020年 3月31日 HK\$'000 千港元	1 April 2019 2019年 4月1日 HK\$'000 千港元
3,133	9,961
16,086	64,256
65	130
19,284	74,347

於2020年3月31日，賬面淨值為16,151,000港元之使用權資產已經質押，以作為本集團租賃負債之抵押。

租賃負債

31 March 2020 2020年 3月31日 HK\$'000 千港元	1 April 2019 2019年 4月1日 HK\$'000 千港元
4,364	14,280
-	4,699
4,364	18,979

附註：

在上年度，本集團僅會確認根據香港會計準則第17號租賃分類為「融資租賃」的租賃的租賃資產及租賃負債。有關資產於物業、機械及設備呈列，而負債呈列為本集團借款之一部分。有關於2019年4月1日採納香港財務報告準則第16號時確認的調整，請參閱附註2.2。

截至2020年3月31日止年度並無使用權資產添置。

Notes to the Consolidated Financial Statements

綜合財務報表附註

13 LEASES (Continued)

(b) Amounts recognised in the statement of profit or loss

Depreciation of right-of-use assets of HK\$454,000 have been included in cost of sales and HK\$6,893,000 have been charged in administrative expenses for the year ended 31 March 2020.

Expenses relating to short-term lease for office and storage premises of HK\$4,227,000 and directors' quarters of HK\$2,168,000 have been included in administrative expenses.

The total cash outflow for leases for the year ended 31 March 2020 was HK\$21,517,000.

(c) The Group's leasing activities and how these are accounted for

The Group leases offices, warehouses and staff quarters. Rental contracts are typically made for fixed periods of 1 year to 3 years with no extension options.

Lease terms are negotiated on an individual basis and contain a wide range of different terms and conditions including lease payments and lease terms.

As at 31 March 2020 and 2019, no lease is committed but not yet commenced.

(d) Termination options

Termination options are included in a number of warehouses and staff quarters leases across the Group. These are used to maximise operational flexibility in terms of managing the assets used in the Group's operations. The majority of termination options held are exercisable only by the Group and not by the respective lessor.

13 租賃(續)

(b) 於損益表確認的金額

就截至2020年3月31日止年度而言，454,000港元的使用權資產折舊已計入「銷售成本」而6,893,000港元已在行政開支扣除。

有關辦公室及倉儲物業之短期租賃的開支4,227,000港元及員工宿舍的2,168,000港元已計入行政開支。

截至2020年3月31日止年度，租賃的現金流出總額為21,517,000港元。

(c) 本集團的租賃活動及其入賬方式

本集團租賃辦公室、倉庫及員工宿舍。租賃合約通常按1至3年的固定期限訂立，並無續租權。

租賃條款按個別基準商議，並包含各種不同的條款及條件，包括租賃付款及租賃期限。

於2020年及2019年3月31日，並無已承諾但尚未開始的租賃。

(d) 終止選擇權

本集團若干倉庫及員工宿舍之租賃中已包括終止選擇權。該等選擇權乃用於盡量提高管理本集團營運所用資產的營運靈活性。所持有的大部分終止選擇權僅可由本集團而非相關出租人行使。

Notes to the Consolidated Financial Statements

綜合財務報表附註

14 PLANT AND EQUIPMENT

14 機械及設備

		Machinery and equipment 機械及設備 HK\$'000 千港元	Furniture and fixtures 傢俬及裝置 HK\$'000 千港元	Motor vehicles 汽車 HK\$'000 千港元	Total 總計 HK\$'000 千港元
At 31 March 2018	於2018年3月31日				
Cost	成本	804,783	1,287	9,380	815,450
Accumulated depreciation	累計折舊	(231,729)	(977)	(6,992)	(239,698)
Net book amount	賬面淨值	573,054	310	2,388	575,752
Year ended 31 March 2019	截至2019年3月31日 止年度				
Opening net book amount	年初賬面淨值	573,054	310	2,388	575,752
Additions	添置	13,492	34	36	13,562
Written-off	撇銷	(1,000)	-	-	(1,000)
Depreciation	折舊	(23,592)	(127)	(980)	(24,699)
Closing net book amount	年終賬面淨值	561,954	217	1,444	563,615
At 31 March 2019	於2019年3月31日				
Cost	成本	816,884	1,299	9,415	827,598
Accumulated depreciation	累計折舊	(254,930)	(1,082)	(7,971)	(263,983)
Net book amount	賬面淨值	561,954	217	1,444	563,615
Year ended 31 March 2020	截至2020年3月31日 止年度				
Opening net book amount	年初賬面淨值	561,954	217	1,444	563,615
Reclassified as right-of-use assets at the initial application of HKFRS 16	於首次應用香港財務 報告準則第16號時 重新分類為使用權 資產	(64,256)	-	(130)	(64,386)
Transfer from right-of-use assets	轉撥自使用權資產	47,716	-	-	47,716
Additions	添置	19,621	168	1,436	21,225
Write-off	撇銷	(535)	-	(5)	(540)
Disposals	出售	-	-	(63)	(63)
Depreciation	折舊	(23,054)	(115)	(727)	(23,896)
Closing net book amount	年終賬面淨值	541,446	270	1,955	543,671
At 31 March 2020	於2020年3月31日				
Cost	成本	818,118	1,467	8,997	828,582
Accumulated depreciation	累計折舊	(276,672)	(1,197)	(7,042)	(284,911)
Net book amount	賬面淨值	541,446	270	1,955	543,671

Notes to the Consolidated Financial Statements

綜合財務報表附註

14 PLANT AND EQUIPMENT (Continued)

- (a) The net book amount of plant and equipment held under finance lease obligations as at 31 March 2019 comprises (note 23(e)):

		HK\$'000 千港元
Cost - Capitalised finance leases	成本－已撥充資本的 融資租賃	68,432
Accumulated depreciation	累計折舊	(4,046)
Net book amount	賬面淨值	<u>64,386</u>

- (b) As at 31 March 2020, plant and equipment amounting to HK\$52,333,000 (2019: HK\$76,372,000) were secured for the Group's bank loans (note 23(f)(ii)).

- (c) During the year ended 31 March 2020, the Group has exercised the purchase option to purchase the leased assets related to machinery and equipment amounted to HK\$47,716,000 when the lease period is over.

14 機械及設備 (續)

- (a) 於2019年3月31日，根據融資租賃責任持有的機械及設備的賬面淨值包括(附註23(e))：

		HK\$'000 千港元
Cost - Capitalised finance leases	成本－已撥充資本的 融資租賃	68,432
Accumulated depreciation	累計折舊	(4,046)
Net book amount	賬面淨值	<u>64,386</u>

- (b) 於2020年3月31日，金額為52,333,000港元(2019年：76,372,000港元)的機械及設備用作本集團銀行貸款的抵押(附註23(f)(ii))。

- (c) 於截至2020年3月31日止年度，本集團於租期結束時行使購買權以購入為數47,716,000港元有關機械及設備之租賃設備。

15 FINANCIAL ASSETS AT FAIR VALUE THROUGH OTHER COMPREHENSIVE INCOME

Equity investments at fair value through other comprehensive income

Opening amount	年初金額	20,920	20,520
Fair value (loss)/gain	公平值(虧損)/收益	(800)	400
Closing amount	年末金額	20,120	20,920

15 按公平值計入其他全面收入之金融資產

按公平值計入其他全面收入之股本投資

2020 HK\$'000 千港元	2019 HK\$'000 千港元
20,920	20,520
(800)	400
20,120	20,920

Notes to the Consolidated Financial Statements

綜合財務報表附註

15 FINANCIAL ASSETS AT FAIR VALUE THROUGH OTHER COMPREHENSIVE INCOME (Continued)

Equity investments at fair value through other comprehensive income (Continued)

Financial assets at fair value through other comprehensive income is unlisted equity securities in Hong Kong.

As at 31 March 2020, the Group holds 5% of issued capital of Gold Champion Enterprises Limited which is an unlisted entity principally engaged in investment properties holding (2019: same).

None of the financial assets is impaired.

Management considered the fair value of the unlisted securities mainly represented the fair values of the investee's investment properties, net of its net current liabilities. These investment properties which are situated in Hong Kong are valued by an independent valuer, RHL Appraisal Limited, with reference to prices realised on actual sales and/or asking prices of comparable properties of similar size, development scale, nature, character and locations. The valuations have been made on the assumption that the owner sells the investment properties on the market in their existing state without the benefit of a cash rebate, deferred terms contract, leaseback, joint venture, management agreement or any other similar arrangement which could serve to increase the value of the properties. Management considered that the net current liabilities approximated their fair values due to their short-term maturities.

The fair values of financial assets through other comprehensive income is within level 3 of the fair value hierarchy (see note 3.3).

15 按公平值計入其他全面收入之金融資產(續)

按公平值計入其他全面收入之股本投資(續)

按公平值計入其他全面收入之金融資產為於香港之非上市股本證券。

於2020年3月31日，本集團持有金冠企業有限公司(「金冠」)已發行股本5%。金冠為主要從事投資物業控股之非上市實體(2019年：相同)。

概無金融資產出現減值。

管理層認為，非上市證券之公平值主要指被投資方投資物業之公平值(扣除其流動負債淨額)。該等投資物業位於香港，乃經考慮類似大小、發展規模、性質、特徵和位置的可比較物業的實際銷售中實現的價格及/或要價後由獨立估值師永利行評值顧問有限公司進行估值。估值乃假設擁有人以物業現況在市場上出售投資物業而無現金回贈、遞延條款合約、售後回租、合營企業、管理協議或任何其他可提升物業價值之類似安排的好處。管理層認為流動負債淨額因短期到期而接近其公平值。

按公平值計入其他全面收入之金融資產之公平值屬於公平值層級之第三級(見附註3.3)。

Notes to the Consolidated Financial Statements

綜合財務報表附註

16 TRADE AND RETENTION RECEIVABLES, AND DEPOSITS, PREPAYMENTS AND OTHER RECEIVABLES

16 應收貿易款項及保留金，以及按金、預付款項及其他應收款項

		2020 HK\$'000 千港元	2019 HK\$'000 千港元
Trade receivables	應收貿易款項	172,269	14,780
Retention receivables	應收保留金	89,403	56,087
Trade and retention receivables	應收貿易款項及保留金	261,672	70,867
Less: loss allowance (note (b) and (c))	減：虧損撥備(附註(b)及(c))	(25,009)	(25,009)
		236,663	45,858
Deposits, prepayments and other receivables (note (a))	按金、預付款項及其他應收款項(附註(a))	7,820	7,950
Less: non-current portion	減：非即期部分	(836)	(2,098)
Current portion	即期部分	6,984	5,852

Note (a): The balance mainly represents rental deposit, prepayment for sub-contractor fee, prepayment for plant and equipment and other miscellaneous prepayments.

附註(a)：該結餘主要為租金按金、分包費預付款項、機械及設備的預付款項以及其他雜項預付款項。

The credit period granted to trade customers other than for retention receivables was generally ranged from 45 to 90 days. The terms and conditions in relation to the release of retention vary from contract to contract, which may be subject to practical completion, the expiry of the defect liability period or a pre-agreed time period. The Group does not hold any collateral as security.

除應收保留金外，貿易客戶一般獲授45至90日的信貸期。退回保留金的條款及條件因應各合約而有所不同，可能須待實際竣工、缺陷責任期或預先約定的期間屆滿後方會解除。本集團並無持有任何抵押品作為抵押。

Notes to the Consolidated Financial Statements

綜合財務報表附註

16 TRADE AND RETENTION RECEIVABLES, AND DEPOSITS, PREPAYMENTS AND OTHER RECEIVABLES (Continued)

The aging analysis of the trade receivables based on invoice date was as follows:

1 to 30 days	1至30日
31 to 60 days	31至60日
Total	總計

Retention receivables are settled in accordance with the terms of the respective contracts. In the consolidated balance sheet, retention receivables were classified as current assets based on the operating cycle. The aging of the retention receivables based on invoice date was as follows:

Within 1 year	一年內
Between 1 and 5 years	一至五年
More than 5 years	超過五年

16 應收貿易款項及保留金，以及按金、預付款項及其他應收款項 (續)

應收貿易款項根據發票日期的賬齡分析如下：

2020 HK\$'000 千港元	2019 HK\$'000 千港元
122,195	14,780
50,074	–
172,269	14,780

應收保留金已按照各自的合約條款結清。於綜合資產負債表內，應收保留金分類為流動資產。基於營運周期應收保留金根據發票日期的賬齡如下：

2020 HK\$'000 千港元	2019 HK\$'000 千港元
36,683	6,766
42,586	48,799
10,134	522
89,403	56,087

Notes to the Consolidated Financial Statements

綜合財務報表附註

16 TRADE AND RETENTION RECEIVABLES, AND DEPOSITS, PREPAYMENTS AND OTHER RECEIVABLES (Continued)

Movements in the provision for impairment of trade and retention receivables that are assessed for impairment are as follows:

Opening amount	年初金額
Increase in loss allowance recognised in profit and loss during the year (note (b) and (c))	年內於損益確認之虧損撥備增加 (附註(b)及(c))
Closing amount	年末金額

Note (b) In February 2017, a subsidiary of the Company has filed a civil procedure in Macau court against a customer to recover certain retention receivables amounted to HK\$10,134,000. In June 2018, the Macau First Instance Court delivered a judgement against the claims, resulting in a full provision recorded by the Group against the outstanding retention receivables during the year ended 31 March 2019.

In January 2019, the subsidiary of the Company has submitted an appeal of the judgement to the Macau Second Instance Court. The Macau Second Instance Court has delivered a judgment in favour of the subsidiary of the Company, thereby requiring the case to be reconsidered in the Macau First Instance Court in October 2019. In December 2019, the customer further submitted another appeal to the Court of Final Appeal against the decision of the Macau Instance Second Court.

In early June 2020, the Court of Final Appeal has decided the customer's appeal to be unsuccessful. Therefore, the case will be put forward to the Macau First Instance Court again.

16 應收貿易款項及保留金，以及按金、預付款項及其他應收款項 (續)

評估減值的應收貿易款項及保留金減值撥備變動如下：

2020 HK\$'000 千港元	2019 HK\$'000 千港元
25,009	-
-	25,009
25,009	25,009

附註(b) 於2017年2月，本公司附屬公司針對此客戶向澳門法院提出民事法律程序以收回10,134,000港元之若干應收保留金。於2018年6月，澳門初級法院作出駁回有關申索之判決，本集團因此於截至2019年3月31日止年度對未償還應收保留金作出全額撥備。

於2019年1月，本公司附屬公司向澳門中級法院提出對判決之上訴。澳門中級法院判本公司附屬公司勝訴，於2019年10月將案件發還澳門初級法院重審。2019年12月，客戶再向澳門終審法院提出對澳門中級法院之決定的上訴。

於2020年6月初，澳門終審法院駁回客戶的上訴。因此，該案將再次提交澳門初級法院審理。

Notes to the Consolidated Financial Statements

綜合財務報表附註

16 TRADE AND RETENTION RECEIVABLES, AND DEPOSITS, PREPAYMENTS AND OTHER RECEIVABLES (Continued)

Note (b) (Continued)

Taking into consideration the uncertainty surrounding the outcome of the case, management has decided not to reverse the provision on the retention receivables and the appeal is still on progress as at 31 March 2020.

Note (c) As at 31 March 2020 and 2019, a subsidiary of the Company had an amount of HK\$14,875,000 retention receivables outstanding from another customer. During the year ended 31 March 2019, the employer of the customer lost its land use right in the relevant construction site to Macau Court of Final Appeal. Management is in the process of seeking to negotiate with the customer for the recovery of the retention receivables. However, in view of the uncertainty in the current situation, the management made a full provision on this retention receivables during the year ended 31 March 2019.

The carrying amounts of trade and retention receivables approximated their fair values and were denominated in HK\$.

Impairment and risk exposure

The Group applies the HKFRS 9 simplified approach to measuring expected credit losses which uses a lifetime expected loss allowance for all trade and retention receivables and contract assets.

Information about the impairment of trade receivables and the Group's exposure to credit risk, foreign currency risk and interest risk can be found in note 3.1.

16 應收貿易款項及保留金，以及按金、預付款項及其他應收款項 (續)

附註(b) (續)

考慮到圍繞該案結果之不明朗因素，管理層決定不撥回應收保留金之撥備，而上訴於2020年3月31日仍在進行。

附註(c) 於2020年及2019年3月31日本公司附屬公司有應收另一名客戶之14,875,000港元應收保留金。於截至2019年3月31日止年度，澳門終審法院判該客戶之僱主失去其於相關建築工地的土地使用權。管理層正尋求與該客戶進行磋商以收回應收保留金。然而，鑑於目前情況之不確定因素，管理層已於截至2019年3月31日止年度對此項應收保留金計提全數撥備。

應收貿易款項及保留金的賬面值與其公平值相若，並以港元計值。

減值及風險

本集團採用香港財務報告準則第9號簡化法計量預期信貸虧損，就所有應收貿易款項及保留金以及合約資產使用整個存續期預期虧損撥備。

有關應收貿易款項減值及本集團信貸風險、外匯風險及利率風險的資料載於附註3.1。

Notes to the Consolidated Financial Statements

綜合財務報表附註

17 CONTRACT ASSETS AND CONTRACT LIABILITIES

17 合約資產及合約負債

		2020 HK\$'000 千港元	2019 HK\$'000 千港元
Included in current assets/(liabilities) are the following:	計入流動資產／(負債)的金額如下：		
Contract assets (note i)	合約資產(附註i)	379	8,616
Contract liabilities (note ii)	合約負債(附註ii)	(11,366)	(34,311)
		(10,987)	(25,695)

(i) Contract assets related to construction services consist of unbilled amount resulting from construction when the cost-to-cost method of revenues recognised exceeds the amount billed the customer. The contract assets are transferred to trade receivables when the rights become unconditional.

(ii) The contract liabilities primarily relate to the advanced consideration received from customers.

(i) 與建築服務有關之合約資產包括因建築服務產生的已確認成本比例法收入超過已向客戶開立賬單的金額時的未開立賬單金額。合約資產已於權利轉為無條件時轉撥至應收貿易款項。

(ii) 合約負債主要與自客戶收到的墊付代價有關。

Notes to the Consolidated Financial Statements

綜合財務報表附註

18 CASH AND CASH EQUIVALENTS AND RESTRICTED BANK BALANCES

18 現金及現金等價物以及受限制銀行結餘

		2020	2019
		HK\$'000	HK\$'000
		千港元	千港元
Cash at bank	銀行現金	207,226	196,919
Cash on hand	手頭現金	95	45
Cash and cash equivalents	現金及現金等價物	207,321	196,964
Restricted bank balances	受限制銀行結餘	3,145	3,075
Cash and cash equivalents and restricted bank balances	現金及現金等價物以及受限制銀行結餘	210,466	200,039
Maximum exposure to credit risk	所承擔的最高信貸風險	210,371	199,994

Note: As at 31 March 2020, the restricted bank balance represents a deposit of HK\$3,145,000 (2019: HK\$3,075,000) placed by a director (note 22).

附註：於2020年3月31日，受限制銀行結餘代表3,145,000港元（2019年：3,075,000港元）由一名董事存入的按金（附註22）。

Notes to the Consolidated Financial Statements

綜合財務報表附註

18 CASH AND CASH EQUIVALENTS AND RESTRICTED BANK BALANCES (Continued)

The carrying amounts of cash and cash equivalents and restricted bank balances were denominated in the following currencies:

HK\$	港元
MOP	澳門幣
Others	其他

18 現金及現金等價物以及受限制銀行結餘(續)

現金及現金等價物以及受限制銀行結餘的賬面值以下列貨幣計值：

2020 HK\$'000 千港元	2019 HK\$'000 千港元
210,235	199,801
109	98
122	140
210,466	200,039

19 SHARE CAPITAL, SHARE PREMIUM AND RESERVES

(a) Share capital

Ordinary shares, authorised:

At 31 March 2019 and
31 March 2020

普通股(法定)：

於2019年3月31日及
2020年3月31日

4,000,000,000	10,000,000
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Ordinary shares, issued and fully paid:

At 31 March 2019 and
31 March 2020

普通股(已發行及繳足)：

於2019年3月31日及
2020年3月31日

1,680,000,000	4,200,000
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19 股本、股份溢價及儲備

(a) 股本

Number of shares 股份數目	HK\$ 港元
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Notes to the Consolidated Financial Statements

綜合財務報表附註

19 SHARE CAPITAL, SHARE PREMIUM AND RESERVES (Continued)

(b) Share premium and reserves

	Share premium	Available-for-sale financial assets reserve	Financial assets at fair value through other comprehensive income fair value reserve	Other reserves	Retained earnings	Total
	股份溢價	可供出售金融資產儲備	按公平值計入其他全面收入之金融資產之公平值儲備	其他儲備	保留盈利	總計
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
	千港元	千港元	千港元	千港元	千港元	千港元

At 31 March 2018 於2018年3月31日
Changes in accounting policies 會計政策變動

At 1 April 2018 (restated) 於2018年4月1日(經重列)
Loss for the year 年度虧損
Fair value gains on financial assets at FVOCI 按公平值計入其他全面收入之金融資產之公平值收益

At 31 March 2019 於2019年3月31日
Changes in accounting policies 會計政策變動

At 1 April 2019 (restated) 於2019年4月1日(經重列)
Profit for the year 年度溢利
Fair value losses on financial assets at FVOCI 按公平值計入其他全面收入之金融資產之公平值虧損

At 31 March 2020 於2020年3月31日

19 股本、股份溢價及儲備(續)

(b) 股份溢價及儲備

	Share premium	Available-for-sale financial assets reserve	Financial assets at fair value through other comprehensive income fair value reserve	Other reserves	Retained earnings	Total
	股份溢價	可供出售金融資產儲備	按公平值計入其他全面收入之金融資產之公平值儲備	其他儲備	保留盈利	總計
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
	千港元	千港元	千港元	千港元	千港元	千港元
At 31 March 2018 於2018年3月31日	194,087	770	-	10,500	476,163	681,520
Changes in accounting policies 會計政策變動	-	(770)	770	-	(9,834)	(9,834)
At 1 April 2018 (restated) 於2018年4月1日(經重列)	194,087	-	770	10,500	466,329	671,686
Loss for the year 年度虧損	-	-	-	-	(50,370)	(50,370)
Fair value gains on financial assets at FVOCI 按公平值計入其他全面收入之金融資產之公平值收益	-	-	400	-	-	400
At 31 March 2019 於2019年3月31日	194,087	-	1,170	10,500	415,959	621,716
Changes in accounting policies 會計政策變動	-	-	-	-	(207)	(207)
At 1 April 2019 (restated) 於2019年4月1日(經重列)	194,087	-	1,170	10,500	415,752	621,509
Profit for the year 年度溢利	-	-	-	-	73,018	73,018
Fair value losses on financial assets at FVOCI 按公平值計入其他全面收入之金融資產之公平值虧損	-	-	(800)	-	-	(800)
At 31 March 2020 於2020年3月31日	194,087	-	370	10,500	488,770	693,727

Notes to the Consolidated Financial Statements

綜合財務報表附註

19 SHARE CAPITAL, SHARE PREMIUM AND RESERVES (Continued)

(b) Share premium and reserves (Continued)

Note:

Other reserves of the Group represented the difference between the share capital of the subsidiaries acquired pursuant to the reorganisation over the nominal value of the share capital of the Company issued in exchange thereof and the difference between the aggregation of the nominal value of the share capital of SWBP and SWEE acquired over the nominal value of the share capital of SW (BVI) issued in exchange thereof pursuant to the reorganisation completed in 2003.

19 股本、股份溢價及儲備(續)

(b) 股份溢價及儲備(續)

附註：

本集團的其他儲備指根據重組所收購的附屬公司的股本高於為換取有關股本所發行本公司股本面值的差額及根據於2003年完成的重組所收購的三和地基與三和機械的股本面值總和，高於為換取有關股本而發行的三和(BVI)股本面值的差額。

20 DEFERRED INCOME TAX

The analysis of deferred tax assets and deferred tax liabilities were as follows:

20 遞延所得稅

遞延稅項資產及遞延稅項負債分析如下：

		2020 HK\$'000 千港元	2019 HK\$'000 千港元
Deferred income tax assets:	遞延所得稅資產：		
Recoverable after more than 12 months	於12個月後收回	2,877	8,547
Deferred income tax liabilities:	遞延所得稅負債：		
Payable or to be settled more than 12 months	於12個月後應付或結清	(52,872)	(49,556)
Payable or to be settled within 12 months	於12個月內應付或結清	(3,551)	(3,506)
Deferred income tax liabilities, net	遞延所得稅負債－淨額	(53,546)	(44,515)

Notes to the Consolidated Financial Statements

綜合財務報表附註

20 DEFERRED INCOME TAX (Continued)

Deferred income tax and liabilities are offset when there is a legally enforceable right to offset current tax assets against current tax liabilities and when the deferred income taxes relate to the same fiscal authority.

The movement on the deferred income tax account was as follows:

Balance at 1 April, as originally presented	於4月1日之結餘 (如原先呈列)
Changes in accounting policies (note 2.2)	會計政策變動(附註2.2)
Balance at 1 April, as restated	於4月1日之結餘(經重列)
Recognised in the consolidated statement of comprehensive income (note 9)	於綜合全面收益表內 確認(附註9)
Balance at 31 March	於3月31日之結餘

The movements in deferred tax assets and liabilities without taking into consideration the offsetting of balances within the same tax jurisdiction, were as follows:

20 遞延所得稅(續)

遞延所得稅資產及負債於有可依法強制執行權利將即期稅項資產與即期稅項負債對銷，且遞延所得稅與同一財政機關相關時予以抵銷。

遞延所得稅賬目變動如下：

2020 HK\$'000 千港元	2019 HK\$'000 千港元
(44,515)	(50,149)
-	2,462
(44,515)	(47,687)
(9,031)	3,172
(53,546)	(44,515)

遞延稅項負債和資產的變動(並不考慮相同稅務司法管轄權區內之結餘對銷)如下：

Notes to the Consolidated Financial Statements

綜合財務報表附註

20 DEFERRED INCOME TAX (Continued)

20 遞延所得稅 (續)

Deferred income tax liabilities

遞延所得稅負債

		Accelerated tax depreciation 加速稅項折舊 HK\$'000 千港元
Balance at 1 April 2018	於2018年4月1日之結餘	91,382
Recognised in the consolidated statement of comprehensive income	於綜合全面收益表內確認	147
Balance at 31 March 2019 and 1 April 2019	於2019年3月31日及 2019年4月1日之結餘	91,529
Recognised in the consolidated statement of comprehensive income	於綜合全面收益表內確認	(3,265)
Balance at 31 March 2020	於2020年3月31日之結餘	88,264

Deferred income tax assets

遞延所得稅資產

		Unrealised profit 未實現溢利 HK\$'000 千港元	Tax losses 稅項虧損 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Balance at 1 April 2018, as restated	於2018年4月1日之結餘 (經重列)	11,670	32,025	43,695
Recognised in the consolidated statement of comprehensive income	於綜合全面收益表內確認	(3,123)	6,442	3,319
Balance at 31 March 2019 and 1 April 2019	於2019年3月31日及 2019年4月1日之結餘	8,547	38,467	47,014
Recognised in the consolidated statement of comprehensive income	於綜合全面收益表內確認	(7,040)	(5,256)	(12,296)
Balance at 31 March 2020	於2020年3月31日之結餘	1,507	33,211	34,718

Notes to the Consolidated Financial Statements

綜合財務報表附註

20 DEFERRED INCOME TAX (Continued)

Deferred income tax assets (Continued)

Deferred income tax assets and liabilities are offset when there is a legally enforceable right to set off current income tax assets against current income tax liabilities and when the deferred income taxes relate to the same tax jurisdiction. The following amounts, determined after appropriate offsetting, are shown in the consolidated balance sheet.

Deferred income tax liabilities	遞延所得稅負債
Deferred income tax assets	遞延所得稅資產

Deferred income tax assets are recognised for tax losses carried forward to the extent that realisation of the related tax benefit through future taxable profits is probable. As at 31 March 2020, the Group had unrecognised tax losses of approximately HK\$3,897,000 (2019: HK\$19,595,000) that can be carried forward to offset against future taxable income, of which an amount of HK\$844,000 and HK\$752,000 will expire in 2021 and 2022 respectively (2019: HK\$844,000 will expire in 2020 and 2021) and an amount of HK\$2,301,000 (2019: HK\$17,487,000) has no expiry date.

20 遞延所得稅(續)

遞延所得稅資產(續)

遞延所得稅資產及負債於有可依法強制執行權利將即期所得稅資產與即期所得稅負債對銷，且遞延所得稅與同一稅務司法權區相關時予以抵銷。於綜合資產負債表中載列的金額(於作出適當對銷後釐定)如下：

2020 HK\$'000 千港元	2019 HK\$'000 千港元
(56,423)	(53,062)
2,877	8,547
(53,546)	(44,515)

倘有相關稅務利益可透過未來應課稅溢利變現，則可就所結轉的稅項虧損確認遞延所得稅資產。於2020年3月31日，本集團的未獲確認稅項虧損約3,897,000港元(2019年：19,595,000港元)，該等金額可結轉用作抵銷未來應課稅收入，當中844,000港元及752,000港元將分別於2021年及2022年到期(2019年：844,000港元將於2020年及2021年到期)而2,301,000港元(2019年：17,487,000港元)並無到期日。

Notes to the Consolidated Financial Statements

綜合財務報表附註

21 TRADE AND RETENTION PAYABLES, ACCRUALS AND OTHER PAYABLES

Trade payables	應付貿易款項
Retention payables	應付保留金
Total trade and retention payables	應付貿易款項及保留金總額
Accruals and other payables (note)	應計款項及其他應付款項 (附註)

Note: The amounts mainly represent accruals wages and other payables for constructing work-in-progress, legal and professional fees and transportation costs.

The aging analysis of the trade payables based on invoice date was as follows:

0 to 30 days	0至30日
31 to 60 days	31至60日
61 to 90 days	61至90日
181 to 365 days	181至365日
More than 365 days	超過365日

21 應付貿易款項及保留金、應計款項及其他應付款項

2020 HK\$'000 千港元	2019 HK\$'000 千港元
102,976	19,550
21,323	15,283
124,299	34,833
24,655	9,921
148,954	44,754

附註：該等款項主要為就建造在建工程、法律及專業費用與運輸成本的應計款項及其他應付款項。

應付貿易款項根據發票日期的賬齡分析如下：

2020 HK\$'000 千港元	2019 HK\$'000 千港元
93,074	14,651
8,962	3,292
–	705
16	72
924	830
102,976	19,550

Notes to the Consolidated Financial Statements

綜合財務報表附註

21 TRADE AND RETENTION PAYABLES, ACCRUALS AND OTHER PAYABLES (Continued)

In the consolidated balance sheet, retention payables were classified as current liabilities. The aging of the retention payables was as follows:

Within 1 year	一年內
Between 1 and 5 years	一至五年
Over 5 years	五年以上

The carrying amounts of trade and retention payables approximated their fair value and were denominated in the following currencies:

HK\$	港元
MOP	澳門幣
Others	其他

22 AMOUNT DUE TO A DIRECTOR

Pursuant to the Deed of Indemnity, Mr. Lau Chun Ming, a director of the Company, irrevocably undertakes to deposit a sum of HK\$20,000,000 into a bank account under the name of the Group for the purpose of indemnifying the Group against any claims, challenges and rejections from the Hong Kong tax authority and/or Macau tax authority and costs incurred in relation to the Group's tax liabilities arising up to October 2014.

21 應付貿易款項及保留金、應計款項及其他應付款項(續)

於綜合資產負債表內，應付保留金分類為流動負債。應付保留金的賬齡如下：

2020 HK\$'000 千港元	2019 HK\$'000 千港元
7,516	2,872
13,613	12,405
194	6
21,323	15,283

應付貿易款項及保留金的賬面值與彼等的公平值相若，並以下列貨幣計值：

2020 HK\$'000 千港元	2019 HK\$'000 千港元
120,144	30,206
3,601	4,431
554	196
124,299	34,833

22 應付一名董事款項

根據彌償契據，本公司董事劉振明先生不可撤回承諾，就彌償本集團被香港稅務部門及／或澳門稅務部門提出的任何申索、質詢及駁回，以及本集團截至2014年10月產生的稅務負債相關的成本，向本集團名下銀行賬戶存入存款20,000,000港元。

Notes to the Consolidated Financial Statements

綜合財務報表附註

22 AMOUNT DUE TO A DIRECTOR (Continued)

In the event that no claim in relation to taxation is instituted by both Macau tax authority and Hong Kong taxation authority against the Group within seven years after the date on which dealings in the shares on the Main Board first commenced, i.e. 16 October 2014 ("the Listing Date"), the balance shall be released and returned to Mr. Lau Chun Ming on the seventh anniversary of the Listing Date.

In June 2017, the final and conclusive tax assessment and final tax demand note for the years 2013 and 2014 were issued by the tax authority in Macau. The Group has no outstanding amount on the required tax for the years of assessment of 2013 and 2014 in Macau; the Macau tax assessment for the years 2013 and 2014 have been concluded, final and settled. There is no tax liability so far demanded by Hong Kong tax authority in respect of the transactions and income contemplated under the Machinery Lease Agreement and the Machinery Agency Agreement.

In June 2017, the directors (including all of the independent non-executive directors) of the Company resolved to partially return HK\$17,000,000 out of the deposit of HK\$20,000,000 pursuant of Deed of Indemnity together with all the bank interests earned up to 12 July 2017 amounting to HK\$1,006,000 in view of the updated tax positions mentioned above and the estimate on maximum exposure made by the tax advisers of the Company. The remaining HK\$3,000,000 represented the estimated remaining tax exposure of the Group. The payment of HK\$18,006,000 was made to Mr. Lau Chun Ming in July 2017.

The balance of amount due to a director is secured by restricted bank balances of HK\$3,145,000 (2019: HK\$3,075,000) and interest bearing at effective interest rate of 2.24% (2019: 1.80%).

22 應付一名董事款項(續)

倘於股份首次開始於主板買賣之日(即2014年10月16日(「上市日期」))後七年內,澳門稅務部門及香港稅務部門概無對本集團提出有關稅項的申索,則餘額將於上市日期第七週年當日發放及退還予劉振明先生。

於2017年6月,澳門稅務部門已發出2013年及2014年最終及決定性評稅及最終評稅通知書,本集團並無未償還的澳門2013年及2014年評稅年度所需的稅項;而澳門2013年及2014年評稅已完結、最終及獲繳付。香港稅局至今並無就機器租賃協議及機器代理協議項下交易及收入要求徵收任何稅項。

鑒於上述最近的稅務狀況及本公司稅務顧問作出的上限風險估計,於2017年6月,本公司董事(包括所有獨立非執行董事)議決歸還彌償契據項下20,000,000港元存款中的部分17,000,000港元連同該筆存款截至2017年7月12日所賺取的一切銀行存款利息1,006,000港元。餘下3,000,000港元指本集團的估計餘下稅務風險。於2017年7月已向劉振明先生支付18,006,000港元。

應付一名董事款項之結餘由受限制銀行結餘3,145,000港元(2019年:3,075,000港元)抵押,並按實際利率2.24%(2019年:1.80%)計息。

Notes to the Consolidated Financial Statements

綜合財務報表附註

23 BORROWINGS

23 借款

		2020	2019
		HK\$'000	HK\$'000
		千港元	千港元
Non-current	非流動		
Obligations under finance leases	融資租賃責任	-	1,431
Long-term bank loans	長期銀行貸款	10,045	1,969
		10,045	3,400
Current	流動		
Short-term bank loans	短期銀行貸款	100,903	79,910
Current portion of long-term bank loans due for repayment within one year	於一年內到期償還的長期銀行貸款的即期部分	8,534	4,868
Obligations under finance leases due for repayment within one year	於一年內到期償還的融資租賃責任	-	7,720
		109,437	92,498
Total borrowings	借款總額	119,482	95,898

Notes to the Consolidated Financial Statements

綜合財務報表附註

23 BORROWINGS (Continued)

(a) The maturity of borrowings was as follows:

(i) *Bank loans*

The maturity of bank loans are as follows:

Within 1 year	一年內
Between 1 and 2 years	一至兩年
Between 2 and 5 years	二至五年

(ii) *Obligations under finance leases*

The maturity of obligations under finance leases would be as follows:

Within 1 year	一年內
Between 1 and 2 years	一至兩年

23 借款(續)

(a) 借款的到期情況如下：

(i) 銀行貸款

銀行貸款的到期情況如下：

	2020 HK\$'000 千港元	2019 HK\$'000 千港元
Within 1 year	109,437	84,778
Between 1 and 2 years	7,596	1,588
Between 2 and 5 years	2,449	381
	119,482	86,747

(ii) 融資租賃責任

融資租賃責任的到期情況如下：

	2019 HK\$'000 千港元
Within 1 year	7,720
Between 1 and 2 years	1,431
	9,151

Notes to the Consolidated Financial Statements

綜合財務報表附註

23 BORROWINGS (Continued)

(a) The maturity of borrowings was as follows:
(Continued)

(iii) The obligations under finance leases are as follows:

		2019 HK\$'000 千港元
Gross finance leases	融資租賃總額	
– minimum lease payments	– 最低租賃付款	
Within 1 year	一年內	7,897
Between 1 and 2 years	一至兩年	1,449
		<hr/> 9,346
Future finance charges on finance lease	未來的融資租賃財務開支	(195)
		<hr/>
Present value of obligations under finance leases	融資租賃責任的現值	<hr/> 9,151

(b) The weighted average interest rates were as follows:

Short-term bank loans	短期銀行貸款
Long-term bank loans	長期銀行貸款
Obligations under finance leases	融資租賃責任

23 借款(續)

(a) 借款的到期情況如下：(續)

(iii) 融資租賃責任載列如下：

(b) 加權平均利率如下：

2020 HK\$'000 千港元	2019 HK\$'000 千港元
3.6%	3.2%
4.3%	4.6%
N/A 不適用	4.0%

Notes to the Consolidated Financial Statements

綜合財務報表附註

23 BORROWINGS (Continued)

- (c) The carrying amounts of the Group's borrowings were denominated in the following currencies:

HK\$	港元
EUR	歐元

- (d) The carrying amounts of the Group's borrowings approximated their fair value as the impact of discounting is not significant. The fair values are within level 2 of the fair value hierarchy.

- (e) As at 31 March 2019, the finance leases are secured by certain plant and equipment with carrying amounts of HK\$64,386,000 of certain subsidiaries and guarantees provided by the Company.

- (f) The Group's banking facilities and obligations under finance leases are subject to annual review and the utilised facilities are secured or guaranteed by:

Secured	有抵押
Unsecured	無抵押

23 借款(續)

- (c) 本集團及借款的賬面值以下列貨幣計值：

2020 HK\$'000 千港元	2019 HK\$'000 千港元
110,830	69,363
8,652	26,535
119,482	95,898

- (d) 由於折現影響極微，本集團的借款賬面值與其公平值相若。公平值屬於公平值層級的第二級。

- (e) 於2019年3月31日，融資租賃以若干附屬公司賬面值為64,386,000港元的若干機械及設備作抵押及由本公司提供擔保。

- (f) 本集團的銀行信貸及融資租賃承擔每年均被進行審閱，且已動用信貸由以下各項作抵押或擔保：

2020 HK\$'000 千港元	2019 HK\$'000 千港元
18,579	15,988
100,903	79,910
119,482	95,898

Notes to the Consolidated Financial Statements

綜合財務報表附註

23 BORROWINGS (Continued)

- (f) The Group's banking facilities and obligations under finance leases are subject to annual review and the utilised facilities are secured or guaranteed by: (Continued)
- (i) an unlimited guarantee given by certain subsidiaries as at 31 March 2020 (2019: same); and
- (ii) certain plant and equipment of the Group as detailed in notes 14(a) and (b).

The Group did not breach any financial bank covenant during the year ended 31 March 2020 (2019: none).

24 COMMITMENTS

- (a) Capital commitments

As at 31 March 2020, the Group did not have any capital commitment (2019: Nil).

23 借款(續)

- (f) 本集團的銀行信貸及融資租賃承擔每年均被進行審閱，且已動用信貸由以下各項作抵押或擔保：(續)
- (i) 於2020年3月31日，由若干附屬公司提供的無限額擔保(2019年：相同)；及
- (ii) 本集團之若干機械及設備(詳見附註14(a)及(b))。

截至2020年3月31日止年度，本集團並無違反任何金融銀行契諾(2019年：無)。

24 承擔

- (a) 資本承擔

於2020年3月31日，本集團並無任何資本承擔(2019年：無)。

Notes to the Consolidated Financial Statements

綜合財務報表附註

24 COMMITMENTS (Continued)

(b) Operating lease commitments - as lessee

The future aggregate minimum lease rental expenses in respect of hiring equipment, office and storage premises, and quarters for workers and directors under non-cancellable operating leases are as follows:

		2019 HK\$'000 千港元
No later than 1 year	不遲於一年	9,040
Later than 1 year and no later than 5 years	遲於一年但不遲於五年	3,428
		<hr/> 12,468 <hr/>

(c) Operating lease commitments - as lessor

As at 31 March 2020, the Group did not have any operating lease commitments as a lessor (2019: Nil).

25 CONTINGENT LIABILITIES

As at 31 March 2020, the Group has given guarantees on performance bonds of HK\$17,751,000, HK\$16,500,000, and HK\$49,930,000 respectively, in respect of three construction contracts of the Group in its ordinary course of business (2019: two). The performance bonds are expected to be released in accordance with the terms of the respective construction contracts.

24 承擔(續)

(b) 經營租賃承擔－作為承租人

根據不可撤銷經營租賃就租用設備、寫字樓及倉庫物業以及員工及董事宿舍的未來最低租金開支總額須於以下期間內支付：

	2019 HK\$'000 千港元
不遲於一年	9,040
遲於一年但不遲於五年	3,428
	<hr/> 12,468 <hr/>

(c) 經營租賃承擔－作為出租人

於2020年3月31日，本集團並無以出租人身份訂有任何經營租賃承擔(2019年：無)。

25 或然負債

於2020年3月31日，本集團就有關本集團日常業務範圍內的三項建築合約的履約保函作出擔保分別為17,751,000港元、16,500,000港元及49,930,000港元(2019年：兩項)。該等履約保函預計將根據各建築合約的條款解除。

Notes to the Consolidated Financial Statements

綜合財務報表附註

26 NOTES TO THE CONSOLIDATED STATEMENT OF CASH FLOWS

26 綜合現金流量表附註

(a) Reconciliation of profit/(loss) before income tax to net cash generated from/(used in) operations:

(a) 除所得稅前溢利／(虧損)與經營業務所得／(所用)現金淨額的對賬：

		2020 HK\$'000 千港元	2019 HK\$'000 千港元
Profit/(loss) before income tax	除所得稅前溢利／ (虧損)	83,679	(57,497)
Depreciation of plant and equipment (note 14)	機械及設備折舊 (附註14)	23,896	24,699
Depreciation of right-of-use assets (note 13)	使用權資產折舊(附註13)	7,347	-
Gain on disposal of plant and equipment	出售機械及設備的收益	(5)	-
Write-off of plant and equipment (note 14)	撇銷機械及設備 (附註14)	540	1,000
Finance income (note 8)	財務收入(附註8)	(2,287)	(3,481)
Finance costs (note 8)	財務費用(附註8)	2,424	2,332
Net exchange differences	淨滙兌差異	(645)	(2,530)
		114,949	(35,477)
Changes in working capital:	營運資金變動：		
- Trade and retention receivables	- 應收貿易款項及保留金	(190,805)	75,403
- Deposits, prepayments and other receivables	- 按金、預付款項及其他 應收款項	(210)	(1,140)
- Contract assets	- 合約資產	8,237	(8,385)
- Trade and retention payables	- 應付貿易款項及保留金	89,466	(18,599)
- Accruals and other payables	- 應計款項及其他應付 款項增加	14,734	978
- Contract liabilities	- 合約負債	(22,945)	(75,332)
Net cash generated from/(used in) operations	經營活動所得／(所用) 現金淨額	13,426	(62,552)

Notes to the Consolidated Financial Statements

綜合財務報表附註

26 NOTES TO THE CONSOLIDATED STATEMENT OF CASH FLOWS (Continued)

26 綜合現金流量表附註(續)

(b) In the consolidated statement of cash flows, proceeds from disposal of plant and equipment comprise:

(b) 於綜合現金流量表中，出售機械及設備的所得款項包括：

		2020	2019
		HK\$'000	HK\$'000
		千港元	千港元
Net book amount (note 14)	賬面淨值(附註14)	63	-
Gain on disposal of plant and equipment (note 6)	出售機械及設備的收益(附註6)	5	-
Cash proceeds from sales of plant and equipment	出售機械及設備的現金所得款項	68	-

Notes to the Consolidated Financial Statements

綜合財務報表附註

26 NOTES TO THE CONSOLIDATED STATEMENT OF CASH FLOWS (Continued)

26 綜合現金流量表附註(續)

(c) Net debt reconciliation

This section sets out the reconciliation of liability from financing activity for each of the years presented.

(c) 淨債務對賬

本節載列呈列之各年度的融資活動產生之負債的對賬。

		Liabilities from financing activities 融資活動產生之負債					
		Cash and cash equivalents 現金及現金等價物 HK\$'000 千港元	Lease liabilities 租賃負債 HK\$'000 千港元	Obligations under finance leases 融資租賃責任 HK\$'000 千港元	Short-term bank loans 短期銀行貸款 HK\$'000 千港元	Long-term bank loans 長期銀行貸款 HK\$'000 千港元	Total 總計 HK\$'000 千港元
As at 1 April 2018	於2018年4月1日	256,401	-	(26,276)	(29,066)	(25,769)	175,290
Capital elements of finance lease payments	融資租賃付款的資本部分	-	-	17,125	-	-	17,125
Drawdown of bank loans	提取銀行貸款	-	-	-	(193,624)	-	(193,624)
Repayment of bank loans	償還銀行貸款	-	-	-	140,250	18,932	159,182
Foreign exchange adjustments	外匯調整	-	-	-	2,530	-	2,530
Decrease in cash and cash equivalents	現金及現金等價物減少	(59,437)	-	-	-	-	(59,437)
As at 31 March 2019	於2019年3月31日	196,964	-	(9,151)	(79,910)	(6,837)	101,066
As at 1 April 2019	於2019年4月1日	196,964	-	(9,151)	(79,910)	(6,837)	101,066
Changes in accounting policies	會計政策變動	-	(18,979)	9,151	-	-	(9,828)
Principal elements of lease payments	租賃付款本金部份	-	14,615	-	-	-	14,615
Drawdown of bank loans	提取銀行貸款	-	-	-	(290,144)	(19,961)	(310,105)
Repayment of bank loans	償還銀行貸款	-	-	-	268,506	8,219	276,725
Foreign exchange adjustments	外匯調整	-	-	-	645	-	645
Increase in cash and cash equivalents	現金及現金等價物增加	10,357	-	-	-	-	10,357
As at 31 March 2020	於2020年3月31日	207,321	(4,364)	-	(100,903)	(18,579)	83,475

Notes to the Consolidated Financial Statements

綜合財務報表附註

27 RELATED PARTY TRANSACTIONS

Related parties are those parties that have the ability to control, jointly control or exert significant influence over the other party in holding power over the investee; exposure, or rights, to variable returns from its involvement with the investee; and the ability to use its power over the investee to affect the amount of the investor's returns. Parties are also considered to be related if they are subject to common control or joint control. Related parties may be individuals or other entities.

- (a) The directors of the Company are of the view that the following companies were related parties that had transactions or balances with the Group:

Name of the related party
關聯人士名稱

Relationship with the Group
與本集團的關係

Mr. Lau Chun Ming
劉振明先生
Cheer Crown Limited
嘉勳有限公司
Cheer Profit International
Enterprise Limited
置利國際企業有限公司
Cheer Wealth International
Development Limited
富怡國際發展有限公司
East Ascent Enterprise Limited
東升企業有限公司
Healthy World Investment Limited
健匯投資有限公司
Long Ascent Development Limited
長升發展有限公司
Sky Ease Holdings Limited

Director of the Company
本公司董事
A related company beneficially wholly owned by Mr. Lau Chun Ming
由劉振明先生全資實益擁有的關聯公司
A related company wholly owned by certain directors of the Group and their family member
由本集團若干董事及其家族成員全資擁有的關聯公司
A related company wholly owned by certain directors of the Group and their family member
由本集團若干董事及其家族成員全資擁有的關聯公司
A related company wholly owned by certain directors of the Group and their family member
由本集團若干董事及其家族成員全資擁有的關聯公司
A related company wholly owned by certain directors of the Group
由本集團若干董事全資擁有的關聯公司
A related company wholly owned by certain directors of the Group
由本集團若干董事全資擁有的關聯公司
A related company wholly owned by Mr. Lau Chun Ming
由劉振明先生全資擁有的關聯公司

27 關聯人士交易

關聯人士指有能力控制、共同控制被投資方或可對其他可對被投資方行使權力的人士行使重大影響力的人士；須承擔或享有自其參與被投資方的可變回報的風險或權利的人士；可利用其對被投資方的權力影響投資者回報金額的人士。受共同控制或聯合控制的人士亦被視為關聯人士。關聯人士可為個人或其他實體。

- (a) 本公司董事認為，下列公司為曾與本集團進行交易或彼此間有結餘的關聯人士：

Notes to the Consolidated Financial Statements

綜合財務報表附註

27 RELATED PARTY TRANSACTIONS (Continued)

27 關聯人士交易 (續)

(b) Transactions

(b) 交易

In addition to those disclosed elsewhere in the consolidated financial statements, the following transactions were carried out with related parties at terms mutually agreed by both parties:

除於綜合財務報表其他部分所披露者外，本集團與關聯人士按雙方協定的條款進行以下交易：

		2020 HK\$'000 千港元	2019 HK\$'000 千港元
Paid to related parties:	已付關聯人士款項：		
Rental expenses to Cheer Crown Limited (note i and iv)	支付予嘉勳有限公司的租金開支 (附註i及iv)	2,160	2,160
Rental expenses to East Ascent Enterprise Limited (note ii and iv)	支付予東升企業有限公司的租金開支 (附註ii及iv)	46	46
Rental expenses to Cheer Profit International Enterprise Limited (note ii and iv)	支付予置利國際企業有限公司的租金開支 (附註ii及iv)	46	46
Rental expenses to Long Ascent Development Limited (note ii and iv)	支付予長升發展有限公司的租金開支 (附註ii及iv)	600	600
Rental expenses to Cheer Wealth International Development Limited (note ii and iv)	支付予富怡國際發展有限公司的租金開支 (附註ii及iv)	876	876
Rental expenses to Healthy World Investment Limited (note ii and iv)	支付予健匯投資有限公司的租金開支 (附註ii及iv)	600	600
Expense payable to a related party:	應付關聯人士開支：		
Interest expense payable to a director (note iii and v)	應付董事利息開支 (附註iii及v)	70	55

Notes to the Consolidated Financial Statements

綜合財務報表附註

27 RELATED PARTY TRANSACTIONS (Continued)

(b) Transactions (Continued)

Note i: Rental expenses for storage of machinery and equipment are based on terms pursuant to the tenancy agreements as mutually agreed by the relevant parties.

Note ii: Rental expenses for directors' quarters are based on terms pursuant to the tenancy agreements as mutually agreed by the relevant parties.

Note iii: Interest expense was payable to a director, Mr. Lau Chun Ming, in respect of the amount due to a director (note 27(d)).

Note iv: These related party transactions also constitute continuing connected transactions as defined in Chapter 14A of the Listing Rules.

Note v: This relating party transaction also constitutes continuing connected transaction as defined in Chapter 14A of the Listing Rules, but its size is such that the transaction was exempt from the disclosure and shareholders' approval requirements for continuing connected transaction.

(c) Key management compensation

Key management includes directors (executive and non-executive) of the Group. The compensation paid or payable to key management for employee services is disclosed in note 30(a).

(d) Balance - non-trade

Payable to a director:
Mr. Lau Chun Ming (note 22)

應付一名董事款項：
劉振明先生(附註22)

27 關聯人士交易(續)

(b) 交易(續)

附註i: 用作存放機械及設備的租金開支乃基於有關各方共同協定的租約的條款。

附註ii: 用作董事宿舍的租金開支乃基於有關各方共同協定的租約的條款。

附註iii: 利息開支乃就應付一名董事款項而應付董事劉振明先生(附註27(d))。

附註iv: 該等關聯人士交易也構成上市規則第14A章內定義之持續關連交易。

附註v: 該項關聯人士交易也構成上市規則第14A章內定義之持續關連交易，但該項交易因其規模，屬於豁免於披露和股東批准規定的持續關連交易。

(c) 主要管理人員報酬

主要管理人員包括本集團董事(執行及非執行)。就僱員服務已付或應付予主要管理人員的報酬於附註30(a)披露。

(d) 結餘—非貿易

2020 HK\$'000 千港元	2019 HK\$'000 千港元
3,145	3,075

28 ULTIMATE HOLDING COMPANY

Management consider that Silver Bright Holdings Limited, a company incorporated in the British Virgin Islands, is the ultimate holding company of the Group, which is a company indirectly owned by a discretionary trust, the beneficiary of which is Ms. Leung Lai So.

28 最終控股公司

管理層認為Silver Bright Holdings Limited(一間於英屬處女群島註冊成立的公司)為本集團的最終控股公司，該公司由以梁麗蘇女士為受益人的全權信託間接擁有。

Notes to the Consolidated Financial Statements

綜合財務報表附註

29 BALANCE SHEET AND RESERVE MOVEMENT OF THE COMPANY

29 本公司的資產負債表及儲備變動

		Note 附註	2020 HK\$'000 千港元	2019 HK\$'000 千港元
Assets	資產			
Non-current assets	非流動資產			
Investments in subsidiaries	於附屬公司的投資		5,927	5,927
Current assets	流動資產			
Prepayments	預付款項		28	73
Amount due from a subsidiary	應收一間附屬公司款項		199,175	177,817
Restricted bank balances	受限制銀行結餘		3,145	3,075
Cash and cash equivalents	現金及現金等價物		482	21,326
			202,830	202,291
Total assets	資產總值		208,757	208,218
Equity	權益			
Capital and reserves	資本及儲備			
Share capital	股本		4,200	4,200
Reserves	儲備	(a)	201,318	200,859
Total equity	權益總額		205,518	205,059
Liabilities	負債			
Current liabilities	流動負債			
Amount due to a director	應付一名董事款項		3,145	3,075
Accruals and other payables	應計款項及其他應付款項		94	84
Total liabilities	負債總額		3,239	3,159
Total equity and liabilities	權益及負債總額		208,757	208,218

The balance sheet of the Company was approved by the Board of Directors on 23 June 2020 and were signed on its behalf.

本公司的資產負債表已於2020年6月23日獲董事會批准，並由下列人士代表簽署。

Lau Chun Ming

劉振明

Director

董事

Leung Lai So

梁麗蘇

Director

董事

Notes to the Consolidated Financial Statements

綜合財務報表附註

29 BALANCE SHEET AND RESERVE MOVEMENT OF THE COMPANY (Continued)

note (a):

Reserve movement of the Company

		Share premium 股份溢價 HK\$'000 千港元	Other reserve 其他儲備 HK\$'000 千港元	Retained earnings 保留盈利 HK\$'000 千港元	Total 總計 HK\$'000 千港元
At 31 March 2018	於2018年3月31日	194,087	5,927	51	200,065
Profit for the year	年度溢利	-	-	794	794
At 31 March 2019	於2019年3月31日	194,087	5,927	845	200,859
At 31 March 2019	於2019年3月31日	194,087	5,927	845	200,859
Profit for the year	年度溢利	-	-	459	459
At 31 March 2020	於2020年3月31日	194,087	5,927	1,304	201,318

Other reserve of the Company represents the difference between the net asset value of SW (BVI) acquired over the nominal value of the share capital of the Company issued in exchange thereof.

29 本公司的資產負債表及儲備變動(續)

附註(a):

本公司的儲備變動

本公司的其他儲備指所收購三和(BVI)的資產淨值超過本公司為換取有關資產所發行股本面值的差額。

Notes to the Consolidated Financial Statements

綜合財務報表附註

30 BENEFITS AND INTERESTS OF DIRECTORS

(a) Directors' emoluments

The remuneration of each director of the Company which were included in the staff costs as disclosed in note 7 is set out below:

Executive directors	執行董事
Mr. Lau Chun Ming*	劉振明先生*
Mr. Lau Chun Kwok*	劉振國先生*
Mr. Lau Chun Ka	劉振家先生
Ms. Leung Lai So	梁麗蘇女士
Independent non-executive directors	獨立非執行董事
Professor Wong Sue Cheun, Roderick	王世全教授
Mr. Chu Tak Sum	朱德森先生
Mr. Ip Tin Chee, Arnold	葉天賜先生

30 董事福利及權益

(a) 董事酬金

附註7所披露已計入員工成本的本公司各董事的酬金載列如下：

For the year ended 31 March 2020					
截至2020年3月31日止年度					
Fees	Salaries	Discretionary bonus	Directors' quarters	Employer's contribution to pension scheme	Total
袍金	薪金	酌情花紅	董事宿舍	僱主向退休金計劃作出的供款	總計
HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
千港元	千港元	千港元	千港元	千港元	千港元
-	797	66	643	-	1,506
-	840	70	600	-	1,510
-	840	70	600	-	1,510
-	456	38	325	-	819
240	-	-	-	-	240
240	-	-	-	-	240
240	-	-	-	-	240
720	2,933	244	2,168	-	6,065

Notes to the Consolidated Financial Statements

綜合財務報表附註

30 BENEFITS AND INTERESTS OF DIRECTORS (Continued)

30 董事福利及權益 (續)

(a) Directors' emoluments (Continued)

(a) 董事酬金 (續)

For the year ended 31 March 2019

截至2019年3月31日止年度

	Fees	Salaries	Discretionary bonus	Directors' quarters	Employer's contribution to pension scheme	Total	
	袍金	薪金	酌情花紅	董事宿舍	僱主向退休金計劃作出的供款	總計	
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	
	千港元	千港元	千港元	千港元	千港元	千港元	
Executive directors							
執行董事							
Mr. Lau Chun Ming [#]	劉振明先生 [#]	-	797	66	643	-	1,506
Mr. Lau Chun Kwok [*]	劉振國先生 [*]	-	840	70	600	-	1,510
Mr. Lau Chun Ka	劉振家先生	-	840	70	600	11	1,521
Ms. Leung Lai So	梁麗蘇女士	-	456	38	325	-	819
Independent non-executive directors							
獨立非執行董事							
Professor Wong Sue Cheun, Roderick	王世全教授	240	-	-	-	-	240
Mr. Chu Tak Sum	朱德森先生	240	-	-	-	-	240
Mr. Ip Tin Chee, Arnold	葉天賜先生	240	-	-	-	-	240
		720	2,933	244	2,168	11	6,076

[#] Chairman

^{*} Chief Executive Officer

[#] 主席

^{*} 行政總裁

Notes to the Consolidated Financial Statements

綜合財務報表附註

30 BENEFITS AND INTERESTS OF DIRECTORS

(Continued)

(a) Directors' emoluments (Continued)

The remuneration shown above represents remuneration received from the Group by these directors in their capacity as employees to the Group and/or in their capacity as directors of the companies now comprising the Group.

During the year ended 31 March 2020, none of the directors of the Company (i) received or paid any remuneration in respect of accepting office; (ii) received or paid emoluments in respect of services in connection with the management of the affairs of the Company or its subsidiaries undertaking; or (iii) waived or has agreed to waive any emolument (2019: same).

(b) Directors' retirement benefits

None of the directors received or will receive any retirement benefits during the year ended 31 March 2020 (2019: same).

(c) Directors' termination benefits

None of the directors received or will receive any termination benefits during the year ended 31 March 2020 (2019: same).

(d) Consideration provided to third parties for making available directors' services

During the year ended 31 March 2020, no consideration was paid by the Company to third parties for making available directors' services (2019: same).

30 董事福利及權益 (續)

(a) 董事酬金 (續)

上述酬金指該等董事作為本集團僱員及／或現時本集團旗下各公司的董事向本集團收取的酬金。

於截至2020年3月31日止年度內，概無本公司董事(i)就接受職位收取或支付任何酬金；(ii)就有關管理本公司或其附屬公司所承擔事務的服務收取或支付任何酬金；或(iii)放棄或同意放棄任何酬金(2019年：相同)。

(b) 董事之退休福利

截至2020年3月31日止年度概無董事已收取或將收取任何退休福利(2019年：相同)。

(c) 董事之離職福利

截至2020年3月31日止年度概無董事已收取或將收取任何離職福利(2019年：相同)。

(d) 就獲取董事服務而向第三方支付之代價

截至2020年3月31日止年度，本公司並無就獲取董事服務而向任何第三方支付代價(2019年：相同)。

Notes to the Consolidated Financial Statements

綜合財務報表附註

30 BENEFITS AND INTERESTS OF DIRECTORS

(Continued)

- (e) Information about loans, quasi-loans and other dealings in favour of directors, controlled bodies corporate by and controlled entities with such directors

During the year ended 31 March 2020, there were no loans, quasi-loans and other dealing arrangements in favour of directors, controlled bodies corporate by and controlled entities with such directors (2019: same).

- (f) Directors' material interests in transactions, arrangements or contracts

Other than those disclosed in note 27 to the consolidated financial statements, no significant transactions, arrangements and contracts in relation to the Group's business to which the Company was a party and in which a director of the Company had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year (2019: same).

31 EVENT OCCURRING AFTER THE REPORTING DATE

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 Hong Kong.

The Group has paid close attention to the development of COVID-19 outbreak and kept evaluating the impact on the financial position, cash flows and operating results of the Group to prevent the outbreak from having material adverse effects on the businesses. However, if the COVID-19 outbreak continues for a longer period of time, the financial performance of the Group for the year ending 31 March 2021 might be affected but the financial impact cannot be reasonably estimated at this stage.

30 董事福利及權益(續)

- (e) 關於向董事、受控制的法人團體及有關連實體作出的貸款及類似貸款，以及惠及該等人士的其他交易的資料

截至2020年3月31日止年度，並無向董事、受控制的法人團體及有關連實體作出的貸款及類似貸款，以及惠及該等人士的其他交易(2019年：相同)。

- (f) 董事於交易、安排或合約的重大權益

除綜合財務報表附註27所披露者外，於年末或年內任何時間，概無本公司作為一方訂立且本公司董事直接或間接擁有重大權益且與本公司業務有關的重大交易、安排及合約存續(2019年：相同)。

31 報告日以後發生事項

於2020年初爆發2019年新型冠狀病毒疫情(「2019冠狀病毒病疫情」)後，香港已採取一系列預防及控制措施，並將會繼續採納該等措施。

本集團一直密切關注2019冠狀病毒病疫情的發展並繼續評估對本集團財務狀況、現金流和經營業績的影響，以防疫情對業務造成重大不影響。然而，倘若2019冠狀病毒病疫情持續發展一段長時間，本集團於2021年3月31日止年度的財務表現或會受影響，但實質的財務影響在這個階段尚未能合理地估算。

Five Year Financial Summary

五年財務概要

A summary of the published results and of the assets, liabilities and equity of the Group for the last five financial years is as follows.

本集團於最近五個財政年度的已刊發業績及資產、負債以及權益概述如下。

		Year ended 31 March 截至3月31日止年度				
		2020 HK\$'000 千港元	2019 HK\$'000 千港元	2018 HK\$'000 千港元	2017 HK\$'000 千港元	2016 HK\$'000 千港元
Results	業績					
Revenue	收入	916,831	452,268	518,479	817,682	1,061,482
Gross Profit	毛利	126,666	4,382	44,045	145,225	210,012
Profit/(loss) before income tax	除所得稅前溢利／(虧損)	83,679	(57,497)	5,625	91,215	165,509
Income tax (expense)/ credit	所得稅(開支)／抵免	(10,661)	7,127	(106)	(12,235)	(12,632)
Profit/(loss) for the year	年度溢利／(虧損)	73,018	(50,370)	5,519	78,980	152,877
		As at 31 March 於3月31日				
		2020 HK\$'000 千港元	2019 HK\$'000 千港元	2018 HK\$'000 千港元	2017 HK\$'000 千港元	2016 HK\$'000 千港元
Assets	資產					
Non-current assets	非流動資產	586,788	595,180	608,385	654,959	608,314
Current assets	流動資產	456,582	262,754	385,418	551,115	546,640
Total assets	資產總值	1,043,370	857,934	993,803	1,206,074	1,154,954
Liabilities	負債					
Non-current liabilities	非流動負債	69,613	59,537	78,281	127,437	185,214
Current liabilities	流動負債	275,830	172,481	229,802	382,406	314,689
Total liabilities	負債總額	345,443	232,018	308,083	509,843	499,903
Total equity	權益總額	697,927	625,916	685,720	696,231	655,051

Note:

The summary above does not form part of the audited financial statements.

附註：

上述概要並不構成經審核財務報表的一部分。

