



# 瑞港建設控股有限公司

## Prosper Construction Holdings Limited

(Incorporated in the Cayman Islands with limited liability)  
Stock Code: 6816

# ANNUAL REPORT 2020



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# Corporate Information

## Executive Directors

Mr. Wang Xuejun (*Chairman*)  
 Mr. Cui Qi (*Chief Executive Officer*)  
 Mr. Ding Hongbin (*Chief Operating Officer*)  
 Mr. Yang Zhenshan  
 Mr. Jiang Shuang  
 Mr. Yang Honghai

## Independent Non-executive Directors

Mr. Cheung Chi Man Dennis  
 Mr. Wang Yaping  
 Mr. Cheng Xuezhao

## Audit Committee

Mr. Cheung Chi Man Dennis (*Chairman*)  
 Mr. Wang Yaping  
 Mr. Cheng Xuezhao

## Nomination Committee

Mr. Wang Xuejun (*Chairman*)  
 Mr. Yang Zhenshan  
 Mr. Cheung Chi Man Dennis  
 Mr. Wang Yaping  
 Mr. Cheng Xuezhao

## Remuneration Committee

Mr. Wang Yaping (*Chairman*)  
 Mr. Cheung Chi Man Dennis  
 Mr. Cheng Xuezhao

## Risk Management Committee

Mr. Cui Qi (*Chairman*)  
 Mr. Jiang Shuang  
 Mr. Cheung Chi Man Dennis  
 Mr. Wang Yaping  
 Mr. Cheng Xuezhao

## Company Secretary

Mr. Lee Baldwin

## Authorised Representatives

Mr. Cui Qi  
 Mr. Lee Baldwin

## Registered Office

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

## Head Office and Principal Place of Business in Hong Kong

Units Nos. 04–05 on the 5th Floor  
 K. Wah Centre, No. 191 Java Road  
 North Point, Hong Kong

## Hong Kong Branch Share Registrar and Transfer Office

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

## 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

## Auditor

PricewaterhouseCoopers  
*Certified Public Accountants*  
*Registered Public Interest Entity Auditor*

## Principal Bankers

The Hongkong and Shanghai Banking Corporation Limited  
 Hang Seng Bank Limited  
 Standard Chartered Bank (Hong Kong) Limited  
 Bank of Communications Co., Ltd. (Hong Kong Branch)

## Stock code

6816

## Company Website

[www.prosperch.com](http://www.prosperch.com)

# Chairman's Statement

Prosper Construction Holdings Limited (the “Company”) and its subsidiaries (collectively, the “Group”) have been actively pursuing opportunities to extend the geographic coverage of the Group’s operation into the PRC and expand from marine-based engineering services into other fields of engineering and construction services since year 2019, which led to the acquisition of (i) 80% equity interests in Qingdao Dongjie Construction Engineering Co., Ltd.\* (青島東捷建設工程有限公司) (“Dongjie Construction”), which is principally engaged in general construction contracting business, and (ii) 34% equity interest in (with control over the board of) Qingdao Honghai Curtain Wall Co., Ltd.\* (青島宏海幕牆有限公司) (“Honghai Curtain Wall”), which is principally engaged in design and implementation of construction and decoration works, design, production and installation of curtain walls, doors and windows, steel structure works, landscaping and municipal construction. Since the acquisition of Dongjie Construction, the Group is able to capture business opportunities available in PRC construction market and to synergise its long term development by leveraging on the business network of Company’s controlling shareholder Qingdao West Coast Development (Group) Limited\* (青島西海岸發展(集團)有限公司) (“Qingdao West Coast Development”, together with its subsidiaries and/or affiliated companies, the “Qingdao West Coast Group”).

For the year ended 31 December 2020, the Group’s revenue from general construction contracting services in the PRC already surpassed Group’s revenue from its marine construction works business segment. It is envisaged that the overall competitiveness of the Group will be enhanced through the acquisition of Honghai Curtain Wall, which will facilitate the Group to further develop into a comprehensive construction services provider and to capture a larger market share in the PRC. The Group’s marine-based engineering business segment secured no less than three new sizeable projects, including two contracts for the design and construction of a steel trestle bridge and platform and dredging works in relation to a cross harbour bridge project in Macao, being the one and only major cross-harbour bridge project worldwide that can be launched amidst the pandemic outbreak during year 2020.

Following a relatively slow period of development owing to pandemic control measures during the first half of year 2020, operators in both the commercial and governmental sectors have resumed and hastened the launch of their development projects since around the end of year 2020 and it is expected the pipeline of new construction projects in both sectors, would experience a major rebound in the year 2021. In particular, the Qingdao West Coast New Area is one of the state-level new areas that encompassed the most diversified set of industries for focal development and the Qingdao West Coast Group is endowed with the responsibility and opportunity to plan and develop land reserve and undertake major infrastructure projects, building constructions etc. in support of state government’s development directives in the Qingdao West Coast New Area. With its proven expertise in general construction and technical capability in marine-based engineering and steel structure and curtain wall design and production, the Group is in an advantageous position to take on forthcoming business opportunities in both public and private sectors in the PRC, particularly in the greater Qingdao area and Macao, and overseas locations.

Finally, on behalf of the Company’s board of directors (“Board”), I take this opportunity to express gratitude to Mr. Liu Luqiang, my predecessor and immediate past chairman of the Board, for his invaluable contribution to the Company during his tenure of service and appreciation to the Group’s customers, suppliers and employees for their continuous trust and support, particularly at times of turmoil and uncertainties during the past year.

**WANG Xuejun**

*Chairman and executive director*

29 March 2021

\* for information purposes only

# Management Discussion and Analysis

## Business Review

The Group has completed acquisition of 80% equity interests in Qingdao Dongjie Construction Engineering Co., Ltd.\* (青島東捷建設工程有限公司) (“Dongjie Construction”), which is principally engaged in general construction contracting business in the People’s Republic of China (the “PRC”), in January 2020 and the Group has since expanded its operations into the construction market in the PRC. A breakdown of the Group’s revenue by geographic location and major projects for the year ended 31 December 2020 (“Year 2020”) is set out in the table below.

	Revenue recognised in Year 2020 HK\$'million	Contribution to total revenue	Current status
<b>Marine construction works and auxiliary marine related services (collectively, the “Marine Business”)</b>			
<b>Macao</b>			
Two land reclamation projects	308.1	21.0%	On-going and expecting completion in Q2/2022
Engineering, procurement and construction (“EPC”) contract for electricity generation facility	123.3	8.4%	On-going and expecting completion in Q1/2023
Trestle bridge and dredging in relation to cross-harbour bridge project	26.1	1.8%	On-going and expecting completion by mid-2023
Others	12.2	0.8%	
<b>Vietnam</b>			
Auxiliary marine related services for electricity generating facility	173.4	11.8%	Substantially completed
<b>Pakistan</b>			
Auxiliary marine related services for port authority	28.3	1.9%	Substantially completed
<b>Other locations</b>			
Marine construction works	1.1	0.2%	
Auxiliary marine related services	55.7	3.8%	Various projects in Cambodia, Hong Kong and Bangladesh
<b>General construction contracting services (the “General Construction Business”)</b>			
<b>Qingdao</b>			
Landong & Lanxi re-development projects	470.2	32.1%	On-going and expecting completion in Q1/2023
Other smaller general construction projects	267.3	18.2%	
<b>Total</b>	<b>1,465.7</b>	<b>100.0%</b>	

## Management Discussion and Analysis (continued)

As noted above, revenue derived from Qingdao, PRC contributed approximately HK\$737.5 million or 50.3% of the Group's revenue for the Year 2020 since the acquisition of Dongjie Construction; in particular, the two key projects undertaken by the Group in Qingdao during the Year 2020, namely the Landong and Lanxi re-development projects, were derived from companies controlled by the Company's controlling shareholder Qingdao West Coast Development (Group) Limited\* (青島西海岸發展(集團)有限公司) ("Qingdao West Coast Development", together with its subsidiaries and/or affiliated companies, the "Qingdao West Coast Group").

The Group also achieved favourable progress in its reclamation project in Macao and has been awarded various new marine projects in Macao during the Year 2020, including two contracts for the design and construction of a steel trestle bridge and platform and dredging works in relation to a cross-harbour bridge project, a pipe-laying project and a dumping project. Meanwhile, marine construction activities in Hong Kong remained at low level and exploration and negotiation of overseas projects, such as in Pakistan, Indonesia and the Philippines, have reduced owing to the prolonged period of coronavirus disease ("COVID-19") outbreak and travel restrictions at various countries and locations.

### Outlook and prospects

The status of the Group's key projects on hand is set out below.

	Location	Estimated remaining contract sum HK\$'million	Expected time of completion
<b>Project(s) that have already commenced as at 31 December 2020</b>			
EPC contract for an electricity generation facility	Macao	392.9	First quarter of year 2023
Land reclamation projects	Macao	202.2	Second quarter of year 2022
Trestle bridge and dredging in relation to a cross-harbour bridge project	Macao	85.3	Mid-2023
The Landong and Lanxi re-development projects	Qingdao West Coast New Area	747.3	First quarter of year 2023
Film and television office building project	Qingdao West Coast New Area	184.9	Third quarter of year 2021
Residential development project	Qingdao City	220.5	End of year 2022

## Management Discussion and Analysis (continued)

	Location	Estimated remaining contract sum HK\$'million	Expected time of completion
<b>Project(s) commencing or that are newly awarded after 31 December 2020</b>			
Marine dumping project	Macao	54.5	End of year 2022
Science and technology innovation center project	Qingdao West Coast New Area	1,208.5	Third quarter of year 2023
Education facilities and neighbourhood development	Qingdao West Coast New Area	607.1	Second quarter of year 2023

With its established business track record, the Group further strengthened its business presence in Macao and the number and value of projects on hand in Macao achieved a new high during the Year 2020. Meanwhile, the Group's newly acquired general construction contracting operation in Qingdao had an encouraging start during the Year 2020 with the support from the Qingdao West Coast Group. Given that the Qingdao West Coast Group is principally engaged in infrastructure construction, land development, real estate development and other industrial investment and operations, it is anticipated that the Group's general construction contracting operation will continue to enjoy synergy and benefit from potential new development projects to be launched by the Qingdao West Coast Group. Furthermore, the Group has completed the acquisition of a 34% equity interest in an advanced curtain wall manufacturing and installation company, namely 青島宏海幕牆有限公司 (Qingdao Honghai Curtain Wall Co., Ltd.\*) ("Honghai Curtain Wall"), in Qingdao, PRC in January 2021, which enabled the Group to develop into a comprehensive construction services provider in the PRC in order to enhance the Group's competitiveness in bidding for building construction projects, including but not limited to leveraging on the Group's business network with the Qingdao West Coast Group.

Going forward, the Group's Marine Business will focus on exploring opportunities in overseas, Macao and Hong Kong while simultaneously support the development and technical diversification of its General Construction Business in the PRC; as such, it is envisaged that the General Construction Business will continue to be the key revenue driver for the Group, with a significant portion of revenue sourced through the Qingdao West Coast Group. Overall, the Group will remain dedicated to cultivate growth in both its General Construction Business and Marine Business by capturing business opportunities in both public and private sectors in the PRC, particularly in the greater Qingdao area and Macao, and overseas locations.

# Management Discussion and Analysis (continued)

## Financial Review

### Revenue

The Group recorded revenue of HK\$1,465.7 million for the Year 2020, representing an increase of approximately 184.6% from the year ended 31 December 2019 (“Year 2019” or “Previous Year”) as a combined effect of (i) an increase in revenue from marine construction works by approximately HK\$162.4 million, mainly from projects in Macao; (ii) an increase in revenue from auxiliary marine related services by approximately HK\$50.7 million, mainly from Vietnam; (iii) new source of revenue from General Construction Business generated from Qingdao amounting to approximately HK\$737.5 million for the Year 2020. A breakdown of the Group’s revenue from major projects and by geographic location is set out in the section headed “Business Review” above and in note 5 to the consolidated financial statements.

The Group’s revenue from marine construction works for the Year 2020 increased by approximately 52.7% to HK\$470.8 million from HK\$308.4 million for the Year 2019, which was mainly attributable to the revenue of approximately HK\$308.1 million derived from two new land reclamation projects and approximately HK\$123.3 million from the EPC project in Macao. Furthermore, the Group was awarded four new marine construction projects in Macao during the Year 2020, which are expected to render a steady stream of revenue for the Marine Business segment for the years 2021 and 2022.

### Cost of sales and gross profit

Cost of sales for the Year 2020 increased by 196.4% to HK\$1,379.1 million; the percentage increase in cost of sales is higher than the increase in revenue as (i) a lower proportion of revenue was derived from auxiliary marine services, which generally yields a higher profit margin as less direct costs are required as compared to marine construction works; (ii) additional costs incurred owing to delay or temporary suspension of projects and extra site management procedures as a result of the COVID-19 outbreak; and (iii) the nature of Group’s newly acquired general construction contracting business in Qingdao required a high proportion of subcontracting works and therefore yielded a relatively lower profit margin as compared to marine construction business.

As a result, while the gross profit for the Year 2020 increased by HK\$36.8 million or approximately 73.8% to HK\$86.6 million driven by the growth in revenue, the gross profit margin of the Group declined to 5.9% for the Year 2020, as compared to 9.7% for the Previous Year.

### Reversal of/(provision for) impairment losses on financial assets

The Group recorded a reversal of provision for expected credit loss amounting to HK\$3.0 million for the Year 2020 based on the management’s latest assessment of risk of default in general on the Group’s financial assets, as compared to a provision for impairment of HK\$2.0 million for the Previous Year as a result of certain aged receivables being settled during Year 2020 and an improvement in aging profile of receivable balances.



## Management Discussion and Analysis (continued)

### Other administrative expenses

Other administrative expenses for the Year 2020 increased to approximately HK\$51.7 million as compared to approximately HK\$27.4 million for the Year 2019 as a result of (i) administrative expenses in the ordinary operation of the newly acquired Dongjie Construction, which mainly comprised staff costs; and (ii) increase in legal and professional fees by HK\$3.4 million to HK\$8.6 million for Year 2020, mainly due to fees incurred for the acquisition of Dongjie Construction, Honghai Curtain Wall and handling of connected transactions entered into during the Year 2020.

### Income tax (expenses)/credit

The Group incurred income tax expenses of HK\$12.3 million for Year 2020 mainly due to the assessable profits derived from the PRC and Macao, as compared to the relative low level of income tax expenses for the Year 2019 as revenue sourced from certain overseas locations qualified for favourable tax treatment or the Group's customer had agreed to take up the tax liability and as the Group concluded a tax treatment review with the relevant tax authority and successfully recovered HK\$5.5 million of income tax during the Year 2019.

The Group's marine construction business in Macao is subject to Macao complementary income tax at a rate of 12%.

The Group's general construction contracting business in Qingdao is subject to PRC corporate income tax at a rate of 25%.

### Profit for the year

The Group's profit for the Year 2020 increased by 32.8% to HK\$16.0 million as compared to HK\$12.1 million for the Previous Year as a result of the combined effect of (i) the increase in revenue and gross profit; (ii) the change in revenue mix; (iii) reversal of impairment losses on financial assets; and (iv) the increase in income tax expenses.

### Property, plant and equipment

As at 31 December 2020, the Group owned a total of 40 units of marine vessels and 84 units of machinery and equipment and an office building in Qingdao, PRC.

The additions to plant and equipment during the Year 2020 were mainly related to improvement and repair and maintenance works on vessels.

### Trade and retention receivables

The Group's trade and retention receivables increased by approximately HK\$158.4 million to HK\$403.8 million as at 31 December 2020, of which approximately HK\$273.8 million pertained to the Marine Business segment while approximately HK\$130.0 million pertained to the General Construction Business segment. Trade and retention receivables in the Marine Business mainly comprised of receivables for works on projects already completed and pending settlement of final accounts. Trade receivables in the General Construction Business mainly comprised works performed pending certification and settlement by customers.

While there is currently no indication of possible default on any of the Group's receivable balances, the management acknowledges there is certain default risks associated with receivables balances in general and has adopted a systematic approach in assessing the overall risk of default and appropriate provision for expected credit loss has been made against the Group's receivable balances as at 31 December 2020.

## Management Discussion and Analysis (continued)

### Contract assets/liabilities

Contract assets represent amounts due from customers for contract works performed which had not been billed as at the end of the year. The balance of contract assets as at 31 December 2020 for the Marine Business and General Construction Business was approximately HK\$121.5 million and HK\$494.7 million respectively. Majority of the contract assets in the Marine Business was related to three completed projects in Hong Kong which were pending the finalisation of project account. The Group has commenced dispute resolution procedures for the aforesaid three completed projects and based on preliminary assessment by the Group's project legal consultant, the Group is expected to be able to recover not less than the carrying value of the contract assets as at 31 December 2020 for these projects.

Contract liabilities as at 31 December 2020 represent amounts due to contract customers for payment received in excess of revenue recognisable by the Group according to the progress achieved, mainly in relation to the Group's land reclamation project in Macao.

### Liquidity, Capital Structure and Gearing

The Group maintained a healthy liquidity position with net current asset balance and net debt position of approximately HK\$367.8 million (31 December 2019: HK\$301.6 million) and HK\$168.0 million (31 December 2019: net cash position of HK\$132.2 million) respectively as at 31 December 2020. The Group's gearing ratio (calculated by dividing total debts by total equity) as at 31 December 2020 was 80.4% (31 December 2019: 45.5%). The increase in gearing during the Year 2020 was due to (i) funds used in the acquisition of Dongjie Construction; (ii) funds used for the improvement and repairs and maintenance works on vessels; and (iii) drawdown of loans to finance for working capitals to support business growth. The Group did not have any unutilised banking facilities as at 31 December 2020 (31 December 2019: Nil). The maturity and interest rate profile of the Group's borrowings are set out in note 28 to the consolidated financial statements.

### Foreign Exchange

Operations of the Group was mainly conducted in Chinese Renminbi ("RMB"), Hong Kong dollars ("HK\$"), Macao Patacas ("MOP"), United States dollars ("US\$") (together, the "Major Currencies"), Malaysian Ringgit ("MYR") and Indonesian Rupiahs ("IDR"). The Group did not adopt any hedging policy and the Directors consider that the exposure to foreign exchange risks can be mitigated by using the Major Currencies (i) as principal currencies in the Group's contracts with customers; and (ii) to settle payments with its suppliers and operating expenses where possible. In the event that settlement from the Group's customer is received in MYR, IDR or a currency other than the Major Currencies, such currency will be retained for payment of operating expenditures only as required and the remaining foreign currency will be converted to HK\$ or US\$ promptly.

### Capital Expenditures and Commitments

The Group generally finances its capital expenditures by cash flows generated from its operation and long-term bank borrowings. During the Year 2020, the Group invested approximately HK\$43.5 million in acquisition of vessels and approximately HK\$9.1 million in machinery and equipment, among others.

The Group's fleet of vessels for marine construction works reduced by 2 units during the Year 2020 to a total of 40 units as at 31 December 2020, with order placed for 1 further vessel which is yet to be delivered.

The Group's committed orders for capital equipment as at 31 December 2020 amounted to approximately HK\$11.5 million and it is intended that such purchases will be financed by bank borrowings.

## Management Discussion and Analysis (continued)

### Material Acquisitions and Disposals of Subsidiaries, Associates and Joint Ventures

The Group completed the acquisition of 80% equity interest in Dongjie Construction on 17 January 2020 at a consideration of approximately RMB71.4 million (subject to adjustment), the details of which have been disclosed in the announcement dated 23 September 2019 and the circular dated 29 November 2019 published by the Company. Furthermore, the Group has entered into an agreement for the acquisition of 34% equity interest in 青島宏海幕牆有限公司 (Qingdao Honghai Curtain Wall Co., Ltd.\*) at a consideration of approximately RMB49.9 million, the details of which have been disclosed in the announcement dated 16 November 2020 and the circular dated 18 December 2020 published by the Company. The acquisition of Honghai Curtain Wall was subsequently completed on 13 January 2021.

Other than the above, The Group had no material acquisitions or disposals of subsidiaries, associates and joint ventures during the Year 2020.

### Significant Investments Held

The Group had not held any significant investments during the Year 2020.

### Charges on Assets

As at 31 December 2020, (i) plant and equipment with carrying value of approximately HK\$6.2 million (2019: HK\$6.7 million) and deposits of not less than HK\$23.7 million (2019: HK\$23.2 million) were pledged to secure for the Group's bank borrowings; and (ii) approximately HK\$44.4 million (2019: HK\$18.5 million) were pledged as security for provision of a performance bond and a prepayment surety bond for the Group's project in Macao.

### Contingent Liabilities

As at 31 December 2020, the joint operations held by the Group have given guarantees on performance bonds in respect of construction contracts in the ordinary course of business, and the amounts shared by the Group were HK\$128.8 million (2019: HK\$21.1 million). The performance bonds as at 31 December 2020 are expected to be released in accordance with the terms of the respective construction contracts. Save for the guarantee given on these performance bonds, the Group has no material contingent liabilities.

### Relationships with Employees, Customers and Suppliers

The Directors recognise that employees, customers and business partners are the keys to the sustainable development of the Group. The Group is committed to building a close and caring relationship with its employees and business partners and improving the quality of services to the customers.

## Management Discussion and Analysis (continued)

### Employees and remuneration policies

Employees are regarded as the most important and valuable assets of the Group. The Group ensures all staff is reasonably remunerated and its workers are provided with regular training courses on operation of different types of machinery, as well as work safety. The Group strives to motivate its employees with a clear career path and opportunities for advancement and improvement of their skills.

The number of staff of the Group by functions as at 31 December 2020 and 2019 are as follows:

	As at 31 December 2020	2019
Management and administration	53	16
Accounting and finance	11	3
Human resources	4	1
Project management	152	8
Project execution	78	64
	<b>298</b>	92

The total staff costs of the Group (including Directors' emoluments, salaries to staff, direct wages and other staff benefits included provident fund contributions and other staff benefits) for the Year 2020 was approximately HK\$227.2 million (2019: HK\$64.3 million). The Group determines the salary of its employees mainly based on each employee's qualifications, relevant experience, position and seniority. The Group monitors the performance of individual employee on a continuous basis and rewards outstanding performance of the employees by salary revision, bonus and promotion where suitable. The Group maintains a good relationship with its employees and has not experienced any significant problems with its employees due to labour disputes nor any difficulty in the recruitment and retention of experienced staff.

Senior management of the Group comprised of executive Directors, who take a direct and active role in the management of the Group and whose remuneration is set out in note 12 to the consolidated financial statements.

## Management Discussion and Analysis (continued)

### Customers and suppliers

The executive Directors and the Group's management team maintain frequent contact with both public and private sector participants in the construction industry in Hong Kong, Macao and overseas to keep abreast of market developments and potential business opportunities. Having been in operation in Hong Kong since 2001, and with the prior experience of the Group's senior management members in managing similar projects overseas, the Group has developed a good reputation in the construction industry. With the Group's experience in working with PRC state-owned construction enterprises and their branch offices in Hong Kong and overseas, the Group has up-to-date information regarding new business opportunities in infrastructure projects to be undertaken or tendered by such construction enterprises in Hong Kong, Macao and Southeast Asia. The Directors believe that the Group has maintained and will be able to continue to maintain good relationships with customers, potential customers, suppliers, subcontractors and other parties involved in the business. The Group also stays connected with its customers and suppliers and has ongoing communication with the customers and suppliers through various channels such as telephone, electronic mails and physical meetings to obtain their feedback and suggestions.

### Dividend

The board of Directors do not recommended the payment of a dividend for the Year 2020.

### Environmental Policies

The Group is committed to environment conservation when undertaking its operation and has implemented various systems and measures to minimise the possibility of pollution and to preserve the marine ecological environment, which include but are not limited to the following:

- (i) identifying environmental protection requirements in project tender documents and assessing whether the Group has the capability to meet such requirements;
- (ii) taking into consideration the environmental impacts in project planning and the design of work method statements;
- (iii) equipping all of the Group's vessels with fuel leakage defence equipment for suppressing the spread of floating fuel spills in case of leakage;
- (iv) installing facilities as required to prevent contamination, such as silt curtains to prevent sediment pollution when carrying out land reclamation works and underwater bubble curtains to act as a noise barriers to reduce noise level from marine piling works; and
- (v) sorting excavated materials from dredging and excavation works for recycling use or disposal, and in case of contaminated sediment, disposing of the excavated materials at designated dumping area according to the relevant regulations.

The Group is accredited with ISO14001 and follows the procedures and requirements of the environmental management system in its operation. There had been no sanctions or penalties imposed on the Group for violation of any environmental laws or regulations during the Year 2020.

## Management Discussion and Analysis (continued)

### Principal Risk and Uncertainty

The Group's operation is subject to general economic and market risks which may affect the competition and profitability of marine construction projects. Furthermore, the Group's ability to successfully bid for or execute projects is dependent on its ability to devise effective and efficient work methods and the availability of vessels and equipment. The Group's operation at overseas locations is susceptible to potential political unrests, changes in business, foreign investment, taxation and currency control regulations at such jurisdictions.

### Significant Events After the Financial Year

The Group has on 16 November 2020 entered into an agreement for the acquisition of 34% equity interest in Honghai Curtain Wall at a consideration of approximately RMB49.9 million, the details of which have been disclosed in the announcement dated 16 November 2020 and circular dated 18 December 2020 published by the Company. The acquisition of Honghai Curtain Wall was subsequently completed on 13 January 2021, upon which the Group gained control over the board of directors of Honghai Curtain Wall and it had become a subsidiary of the Company.

Other than the above, no significant event has occurred after 31 December 2020 and up to the date of this report which would have a material effect on the Group.

# Corporate Governance Report

## Corporate Governance Report

### Corporate Governance Practices

The Company is committed to maintain a high standard of corporate governance and considers that conducting business in an ethical and responsible manner will generate the highest level of benefits to its shareholders and the Group in the long term. The Board will continuously review and improve the Group's corporate governance practices in order to uphold a transparent and effective corporate governance function for the Group.

The Company has adopted the code provisions of the Corporate Governance Code ("CG Code") as set out in Appendix 14 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited ("Stock Exchange") ("Listing Rules") and has complied with the code provisions throughout the Year 2020.

### Directors' Securities Transactions

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers set out in Appendix 10 of the Listing Rules (the "Model Code") and all the Directors confirmed, upon specific enquiry made, that they complied with the Model Code throughout the Year 2020.

The Company has also established guidelines no less exacting than the Model Code for securities transactions by employees who are likely to be in possession of inside information of the Company and there is no incident of non-compliance with such guidelines by the relevant employees throughout the Year 2020.

### Board of Directors

The Board is responsible for leading and directing the Group's business through formulation of overall strategies and policies, evaluation of performance and overseeing the management function. In discharging its duties, the Board acts in good faith with due diligence and care, and makes decisions objectively in the best interests of the Company and its shareholders. The execution of strategies and implementation of policies in the Group's daily operations are delegated to the management team.

## Corporate Governance Report (continued)

The composition of the Board during the Year 2020 and the attendance record of each Director at board meetings and general meetings held during the Year 2020 are set out below.

		Attendance/ Board meetings held	Attendance/ General meetings held
<b>Executive Directors</b>			
Mr. Liu Luqiang	<i>(Resigned on 29 December 2020)</i>	0/5	0/3
Mr. Wang Xuejun <i>(Chairman)</i>	<i>(Appointed as chairman of the Board on 29 December 2020)</i>	3/5	0/3
Mr. Cui Qi <i>(Chief Executive Officer)</i>		5/5	3/3
Mr. Ding Hongbin <i>(Chief Operating Officer)</i>		5/5	3/3
Mr. Yang Zhenshan		5/5	0/3
Mr. Jiang Shuang		5/5	2/3
Mr. Yang Honghai	<i>(Appointed on 29 December 2020)</i>	0/0	0/0
<b>Independent Non-executive Directors</b>			
Mr. Cheung Chi Man Dennis		5/5	3/3
Mr. Wang Yaping		5/5	2/3
Mr. Cheng Xuezhao		5/5	3/3

Biographic details of and the relationship amongst the Directors are presented in the “Directors and Senior Management” section of this annual report. Each of the executive Directors has entered into a service contract with the Company for an initial term of three years, while each of the independent non-executive Directors has been appointed for an initial term of one year except Mr. Cheung Chi Man Dennis, who has been appointed for an initial term of two years. Notwithstanding the specific term of appointment, provisions of the Company’s articles of associations require that every Director is subject to retirement by rotation at least once every three years and any new Director appointed by the Board to fill a casual vacancy or as an addition to the Board shall hold office only until the next following general meeting of the Company.

Each of the Directors has participated in continuous professional development seminar organised by the Company or studied the seminar materials to develop their knowledge and skills during the Year 2020.

The Company has received from each of the independent non-executive Directors an annual confirmation of independence and considers that each of them to be independent by reference to the Rule 3.13 of the Listing Rules.

The composition of the Board provides sufficient balance of skills, experience and diversity of perspectives in leading the Company to achieve its goal and the independent non-executive Directors provide independent judgment in the Board’s overall decision making process.



## Corporate Governance Report (continued)

### Board Committee

As an integral part of good corporate governance, the Board has established four committees for overseeing the performance of specific functions which are set out in written terms of reference for each committee. The summary of their work during the Year 2020 is as follows:

- developed and reviewed the Company's policies and practices on corporate governance and make recommendations;
- reviewed and monitored the training and continuous professional development of Directors and senior management of the Group;
- reviewed and monitored the Company's policies and practices on compliance with legal and regulatory requirements;
- developed, reviewed and monitored the code of conduct and compliance manual applicable to employees of the Group and the Directors; and
- reviewed the Company's compliance with CG Code and disclosure in the corporate governance report.

The composition of each committee and attendance of members at committee meeting held during the Year 2020 are as follow.

Composition of Board committees	Audit Committee	Nomination Committee	Remuneration Committee	Risk Management Committee
Attendance/Number of meetings held (C=Chairman ; M=Member of the committee)				
<b>Independent Non-executive Directors</b>				
Mr. Cheung Chi Man Dennis	2/2 (C)	2/2 (M)	1/1 (M)	1/1 (M)
Mr. Wang Yaping	2/2 (M)	2/2 (M)	1/1 (C)	1/1 (M)
Mr. Cheng Xuezhao	2/2 (M)	2/2 (M)	1/1 (M)	1/1 (M)
<b>Executive Directors</b>				
Mr. Liu Luqiang <i>(resigned on 29 December 2020)</i>	N/A	0/2 (C)	N/A	N/A
Mr. Wang Xuejun <i>(appointed to the committee on 29 December 2020)</i>	N/A	0/0 (C)	N/A	N/A
Mr. Cui Qi	N/A	N/A	N/A	1/1 (C)
Mr. Yang Zhenshan	N/A	2/2 (M)	N/A	N/A
Mr. Jiang Shuang	N/A	N/A	N/A	1/1 (M)

## Corporate Governance Report (continued)

### Audit committee

The audit committee is primarily responsible for the engagement of the auditor, review of financial information, overseeing the financial reporting system, risk management and internal control systems. Members of the audit committee also acted as members of an independent board committee and provided their advice to the Company's independent shareholders on how to vote on connected transaction and continuing connected transactions entered into during the Year 2020. The audit committee has met with the Company's management to review its interim and final consolidated financial statements for the Year 2020 and met the Company's auditor to discuss auditor's independence, audit approach, key audit matters, results of audit and review on continuing connected transactions for the Year 2020. The audit committee has met with the chairman of the Board and the auditor, separately and without the presence of management, for discussion of matters which may be of sensitive nature. The audit committee has also met with and reviewed the report of the Company's internal control adviser for their review on selected areas of the Group's internal control system for the Year 2020. Further information on the Group's risk management and internal control is set out in the section headed "Risk Management and Internal Control" of this report.

### Nomination committee

The nomination committee is responsible for reviewing the structure, size and composition of the Board, identifying suitably qualified individuals to become Board members, assessing the independence of independent non-executive Directors, making recommendations to the board on the appointment or reappointment of Directors and assessing the diversity of Directors. The Company has a policy on diversity of Directors to ensure that the Board has the appropriate mix of expertise and experience, and collectively possesses the necessary core competence for informed decision-making and effective functioning. In determining the Board's composition and selection of candidates to the Board, the nomination committee will consider factors including but not limited to gender, age, cultural and education background, or professional experience. It will also ensure that the Board shall comprise members with the following attributes in order to achieve a sufficient balance of knowledge and perspectives in discharging the Board's duties:

- management skills and experience;
- industry specific knowledge and experience relevant to the Group;
- financial management skills and experience; and
- legal and compliance expertise.

The Company does not discriminate on the basis of gender, age and other personal backgrounds in assessing the suitability of candidates for appointment to the Board. Nonetheless, the Board acknowledges stakeholders' expectation and international best practices calling for gender and ethnicity parity, etc. The nomination committee shall take the opportunity to enhance gender balance of the Board over time in the selection of candidates amongst those who are equally competent and possess the desired attributes.

The procedures to nominate candidates for election as Directors are set out in the section headed "Shareholders' Rights and Investor Relations" below.

The nomination committee has reviewed the independence of independent non-executive Directors, considered the retirement and proposal for appointment of Directors at the Company's annual general meeting and considered the appointment of new executive Director Mr. Yang Honghai during the Year 2020. The nomination committee is of the view that the Board comprises members with suitable qualifications and diversity for leading and governing the Group.

## Corporate Governance Report (continued)

### Remuneration committee

The responsibilities of the remuneration committee are to make recommendations to the Board on policy and structure for Directors' and senior management's remuneration, to make recommendations to the Board on the remuneration of executive and non-executive Directors, and to ensure that no Director is involved in deciding his own remuneration. During the Year 2020, the remuneration committee has assessed the performance of the Directors, reviewed the remuneration of the Directors, considered the remuneration of the newly appointed Director, revision of remuneration of two executive Directors, and revision of remuneration of deputy general manager and made recommendations to the Board thereon.

### Risk management committee

The primary duties of the risk management committee are to oversee the Group's risk management and internal control systems, to review risk reports and any material breaches of risk limits, and to review the effectiveness of the Group's risk management system. Further information on the Group's risk management and internal control is set out in the section headed "Risk Management and Internal Control" of this report.

## Risk Management and Internal Control

The Board is responsible for evaluating and determining the nature and extent of the risks to take in achieving the Company's strategic objectives.

The risk management committee supports the Board in ensuring the effectiveness of the risk management and internal control of the Group and reports to the Board on any material issues identified. The risk management committee has conducted an update risk assessment during the Year according to the Group's latest operation; key risks identified are recorded in a risk register and assigned to a risk owner who shall ensure such risks are continuously monitored and properly controlled according to the prescribed procedures.

The Group adopted a manual of policies and procedures to provide guidance on compliance with internal control and risk management in various operational and management functions, including but not limited to project tendering, procurement, financial reporting, treasury and risk management etc.

The Company has not established a separate internal audit department; however, procedures are in place to provide adequate resources and qualified personnel to carry out the duties of the internal audit function, including annual review of the effectiveness of risk management and internal control. The Company has engaged an external independent consultant to conduct a review on the internal control system of the Group during the Year 2020 and to report their findings to the risk management committee and the Board. The review scope for the Year 2020 covered the management and financial information function, financial reporting function, procurement and expenditure cycle, and risk assessment and control function.

Based on the review conducted, the Board considers that the Group's risk management and internal control systems are effective and adequate. However, the risk management and internal control systems of the Group are designed to manage rather than to eliminate the risk of failure to achieve business objectives, and can only provide reasonable but not absolute assurance against material misstatement or loss.

## Corporate Governance Report (continued)

### Auditor's Remuneration

The remuneration paid to the Company's auditor for the Year 2020 is set out below.

	HK\$'000
Audit services provided to the Group	2,330
Non-audit services (Note)	2,054
	4,384

Note: Non-audit services mainly represented services related to the major transaction of the Company.

### Directors' and Auditor's Responsibilities for the Consolidated Financial Statements

The Directors acknowledge their responsibility for the preparation of consolidated financial statements which give a true and fair view of the financial position of the Group. The responsibilities of the Company's auditor on the consolidated financial statements of the Group are set out in the independent auditor's report on pages 38 to 46 of this annual report. The Directors are not aware of any material uncertainties relating to events or conditions that may cast significant doubt upon the Group's ability to continue as a going concern.

### Company Secretary

The Company's company secretary is Mr. Lee Baldwin, who is an external service provider. Mr. Jiang Shuang, executive Director, is the Company's primary contact person with Mr. Lee.

The company secretary is responsible for coordinating the supply of information about the Group to the Directors. All Directors have access to the company secretary to ensure that Board procedures, and all applicable law, rules and regulations, are followed.

### Shareholders' Rights and Investor Relations

One or more shareholders holding not less than 10% of the paid up capital of the Company may convene an extraordinary general meeting by making a requisition in writing, specifying any business for transaction at such meeting, to the Directors or the company secretary.

To propose a candidate for election as a Director at a general meeting, a shareholder should deposit a written proposal, together with a written notice by the candidate indicating his willingness to be elected, to the Company either at its principal place of business in Hong Kong (at Units 504-5, 5/F, K. Wah Centre, 191 Java Road, North Point, Hong Kong) or its branch share registrar and transfer office in Hong Kong (Tricor Investor Services Limited, Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong) at least seven clear days before the date of the general meeting.

## Corporate Governance Report (continued)

The Company believes that effective communication with its shareholders is essential for enhancing investors' understanding of the Group's business and performance. The Company maintains a corporate website at [www.prosperch.com](http://www.prosperch.com) to disseminate latest information about the Group. The Company's constitution document and terms of reference of board committees are also available for download at Company's website. There has been no change to the Company's constitution document during the Year. The chairman of the Board will attend, and endeavour to ensure the chairmen of various board committees to attend, general meetings to answer questions from shareholders.

Shareholders may send their enquiries and concerns in writing to the Board by addressing them to the Company at our principal place of business in Hong Kong at Units 504-5, 5th Floor, K. Wah Centre, 191 Java Road, North Point, Hong Kong.

# Directors' Report

The Directors submit their report together with the audited consolidated financial statements of the Group for the year ended 31 December 2020.

## Principal Activities

The principal activity of the Company is investment holdings. The principal activities of the Group are the provision of marine construction services, auxiliary marine related services and general construction contracting services. The principal activities of the subsidiaries of the Company are set out in note 13 to the consolidated financial statements. The segment information of the operations of the Group for the year ended 31 December 2020 is set out in note 5 to the consolidated financial statements.

## Business Review

A review on the Group's business for the year ended 31 December 2020 is set out under the section headed "Management Discussion and Analysis" of this annual report.

## Results

The Group's results for the year ended 31 December 2020 are set out in the consolidated statement of profit or loss and the consolidated statement of comprehensive income on page 47 and 48 of this annual report, respectively.

## Dividend Policy and Dividends

The Directors acknowledge the importance of stakeholders' engagement and would contemplate at least two times a year (prior to the announcement of annual and interim results) on the distribution of a dividend. While the Directors endeavour to share the Group's results with shareholders by way of a dividend, the portion and actual amount of distribution out of profits will be determined by the Directors having regard to a variety of factors, including but not limited to the Group's actual and expected operating results and conditions, gearing level, general financial condition, availability of cash, future plans and funding needs for expansion.

The Directors do not recommended the payment of a dividend for the year ended 31 December 2020.

As at the date of this annual report, the Board was not aware of any shareholders who had waived or agreed to waive any dividends.

## Directors' Report (continued)

### Closure of Register of Members

The register of members of the Company will be closed from Thursday, 24 June 2021 to Tuesday, 29 June 2021 (both days inclusive), during which period no transfer of shares will be registered, for purpose of determining the right to attend and vote at the AGM. All transfer of the Company's shares together with the relevant share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong no later than 4:30 p.m. on Wednesday, 23 June 2021 in order for the holders of the shares to qualify to attend and vote at the AGM or any adjournment thereof.

### Summary Financial Information

A summary of the results and of the assets and liabilities of the Group for the last five years is set out on page 128 of this annual report. Such summary does not form part of the audited consolidated financial statements.

### Share Capital

Details of movement in the Company's share capital during the year ended 31 December 2020 are set out in note 25(a) to the consolidated financial statements.

### Reserves

Details of movement in the Group's and the Company's reserves during the year ended 31 December 2020 are set out in note 25(b) and note 37(b) to the consolidated financial statements, respectively.

The Company's distributable reserves amounted to approximately HK\$201.9 million as at 31 December 2020.

### Share Option Scheme

The Company adopted a share option scheme (the "Share Option Scheme") on 22 June 2016 and no options have been granted, exercised or cancelled since then and up to the date of this annual report.

The purpose of the Share Option Scheme is to enable the Company to grant options to selected participants as incentives or rewards for their contribution to the Group. It is expected that grantees of an option will make an effort to contribute to the Group's development so as to bring about an increased market price of the Company's shares in order to capitalise on the benefits of the options granted. The Board may, at its absolute discretion, grant options pursuant to the Share Option Scheme to any directors or employees of the Company or its subsidiaries and any other persons (including customer, supplier, adviser or consultant of the Group) on the basis of the Board's opinion as to the grantee's contribution to the development and growth of the Group.

## Directors' Report (continued)

The total number of shares which may be allotted and issued upon exercise of all options (excluding, for this purpose, options which have lapsed in accordance with the terms of the Share Option Scheme and any other share option scheme of the Group) to be granted under the Share Option Scheme and any other share option scheme of the Group must not in aggregate exceed 80,000,000 shares (being 10% of the shares in issue on 20 July 2016 when the shares of the Company first commenced dealing on the Stock Exchange) (the "General Scheme Limit"). The Company may seek approval of the shareholders in a general meeting to refresh the General Scheme Limit provided that the total number of shares which may be allotted and issued upon exercise of all options to be granted under the Share Option Scheme and any other share options scheme of the Group must not exceed 10% of the shares in issue as at the date of approval of the refreshed limit.

The maximum number of shares which may be allotted and issued upon the exercise of all outstanding options granted and yet to be exercised under the Share Option Scheme and any other share option scheme adopted by the Group must not in aggregate exceed 30% of the issued share capital of the Company from time to time.

The total number of shares issued and which may fall to be issued upon exercise of the options granted under the Share Option Scheme and any other share option scheme of the Group (including both exercised or outstanding options) to each participant in any 12-month period shall not exceed 1% of the issued share capital of the Company for the time being.

An option may be accepted by a participant within 21 days from the date of the offer of grant of the option and may be exercised at any time during a period to be determined and notified by the Directors to each grantee, but such period shall end in any event not later than 10 years from the date of grant of the option. A nominal consideration of HK\$1 is payable on acceptance of the grant of an option.

The subscription price for shares under the Share Option Scheme will be a price determined by the Board, but shall not be less than the higher of (i) the closing price of the shares as stated in the Stock Exchange's daily quotations sheet on the date of the offer of grant, which must be a business day; (ii) the average closing price of the shares as stated in the Stock Exchange's daily quotation sheets for the five trading days immediately preceding the date of the offer of grant; and (iii) the nominal value of the shares.

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

### Pre-emptive Rights

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

### Tax Relief and Exemption

The Company is not aware any holder of securities of the Company is entitled to any tax relief or exemption by reason of their holdings of such securities.

### 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 December 2020.



## Directors' Report (continued)

### Directors

The Directors of the Company during the year ended 31 December 2020 and up to the date of this report are as follows:

#### Executive Directors

Mr. Liu Luqiang ( <i>Chairman</i> )	<i>(Resigned on 29 December 2020)</i>
Mr. Wang Xuejun ( <i>Chairman</i> )	<i>(Re-designated as chairman of the Board on 29 December 2020 and re-designated as an executive Director on 1 March 2021)</i>
Mr. Cui Qi ( <i>Chief Executive Officer</i> )	
Mr. Ding Hongbin ( <i>Chief Operating Officer</i> )	
Mr. Yang Zhenshan	
Mr. Jiang Shuang	
Mr. Yang Honghai	<i>(Appointed on 29 December 2020)</i>

#### Independent Non-executive Directors

Mr. Cheung Chi Man Dennis  
Mr. Wang Yaping  
Mr. Cheng Xuezhao

In accordance with the provisions of the Company's articles of association, Mr. Yang Honghai, Mr. Wang Xuejun, Mr. Cheung Chi Man Dennis and Mr. Cheng Xuezhao will retire and, being eligible, will offer themselves for re-election at the Company's forthcoming annual general meeting.

Mr. Liu Luqiang resigned on 29 December 2020 as director of the Company. Mr. Liu Luqiang has confirmed that he has no disagreement with the Board and there is no other matter in relation to his resignation that needs to be brought to the attention of the shareholders of the Company.

### Directors' Service Contracts

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

### 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 ended 31 December 2020.

### Directors Interests in Transactions, Arrangements or Contracts

Except as disclosed elsewhere in this annual report, no other contracts of significance to which the Company or any of its subsidiaries 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, nor had there been any contracts or arrangements in which any of the Directors was materially interested and which was significant in relation to the Group's business as a whole.

## Directors' Report (continued)

### Disclosure of Interests

As at 31 December 2020, the interests and short positions of Directors in the shares, underlying shares and debentures of the Company or any of its associated corporation (within the meaning of Part XV of the Securities and Futures Ordinance (the "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 (the "Model Code") as set out in Appendix 10 of the Listing Rules, are as follows:

#### Directors' interests in the Company

Director	Number of shares/ Position	Percentage of shareholding	Capacity
Mr. Cui Qi	102,000,000 Long position	12.75%	Interest of a controlled corporation <sup>(Note)</sup>

#### Directors' interests in associated corporations of the Company

Director	Associated corporations	Percentage of shareholding/ Position	Capacity
Mr. Cui Qi	Sold Jewel Investments Limited ("Solid Jewel")	60.00% Long position	Beneficial owner
Mr. Cui Qi	Sky Hero Global Limited ("Sky Hero")	100.00% Long position	Interest of a controlled corporation (Note)

Note: These Shares were held by Sky Hero, which was wholly owned by Solid Jewel, which was in turn owned as to 60% by Mr. Cui Qi.

## Directors' Report (continued)

So far as the Directors are aware, as at 31 December 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:

### Substantial shareholders' interests in the Company

Shareholder	Number of shares/ Position	Percentage of shareholding	Capacity
Qingdao West Coast Holdings (Internation) Limited <sup>(Note 4)</sup>	600,000,000 Long position	75.00%	Beneficial owner
West Coast Investment (Hong Kong) Limited <sup>(Note 1)</sup>	600,000,000 Long position	75.00%	Interest of a controlled corporation
West Coast Holdings (Hong Kong) Limited <sup>(Note 1)</sup>	600,000,000 Long position	75.00%	Interest of a controlled corporation
Qingdao West Coast Holding Development Limited* 青島西海岸控股發展有限公司 <sup>(Note 1)</sup>	600,000,000 Long position	75.00%	Interest of a controlled corporation
Qingdao West Coast Development (Group) Limited* 青島西海岸發展(集團)有限公司 <sup>(Note 1)</sup>	600,000,000 Long position	75.00%	Interest of a controlled corporation
Qingdao State-owned Assets Supervision and Administration Commission of the State Council	600,000,000 Long position	75.00%	Interest of a controlled corporation
Sky Hero	102,000,000 Long position	12.75%	Beneficial owner
Solid Jewel <sup>(Note 2)</sup>	102,000,000 Long position	12.75%	Interest of a controlled corporation
Ms. Mu Zhen <sup>(Note 3)</sup>	102,000,000 Long position	12.75%	Interest of spouse

Notes:

- Each of these entities was wholly owned and controlled by the Qingdao State-owned Assets Supervision and Administration Commission of the State Council and was deemed under the SFO to be interested in all the Share which are directly and beneficially owned by Qingdao West Coast Holdings (Internation) Limited.
- Solid Jewel is deemed or taken to be interested in all the Shares which are beneficially owned by Sky Hero under the SFO. Sky Hero is wholly-owned by Solid Jewel
- Ms. Mu Zhen is the spouse of Mr. Cui Qi and she is deemed or taken to be interested in all the Shares which are beneficially owned by Mr. Cui Qi under the SFO.
- The interest in Shares held by Qingdao West Coast Holdings (Internation) Limited included the 102,000,000 Shares held by Sky Hero which were charged in favour of Qingdao West Coast Holdings (Internation) Limited.

\* For identification purpose only

## Directors' Report (continued)

### Major Customers and Suppliers

During the year ended 31 December 2020, the Group's five largest customers in aggregate and the single largest customer accounted for approximately 70.1% (2019: 87.3%) and 21.0% (2019: 43.9%) of the Group's total turnover, respectively.

During the year ended 31 December 2020, the Group's five largest suppliers in aggregate and the single largest supplier accounted for approximately 28.2% (2019: 32.5%) and 9.9% (2019: 12.5%) of the Group's total cost of sales, respectively.

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

### Related Party Transactions

Related party transactions entered into by the Group during the year ended 31 December 2020 are disclosed in note 34 to the consolidated financial statements, which included certain transactions in the section headed "Continuing Connected Transactions" below that constituted continuing connected transactions for which the disclosure requirements under Chapter 14A of the Listing Rules have been complied with.

### Continuing Connected Transactions

During the year ended 31 December 2020, the Group had carried out the following non-exempt continuing connected transactions.

#### Vessel chartering framework agreements

The Group entered into a vessel chartering framework agreement ("2020 Vessel Chartering Framework Agreement") with Shenzhen Changsheng Marine Engineering Limited\* (深圳長盛海事工程有限公司) ("Shenzhen Changsheng"), a connected party, on 18 February 2020 for chartering of vessels. Particulars of the 2020 Vessel Chartering Framework Agreement are set out below.

**Date:**

18 February 2020

**Term:**

From 1 January 2020 to 31 December 2022 (both dates inclusive)

**Parties:**

- (i) Prosper Construction Group Limited ("Prosper BVI") (as charterer for and on behalf of the Group)
- (ii) Shenzhen Changsheng (as owner)

## Directors' Report (continued)

**Connected relationship:**

Prosper BVI is a wholly owned subsidiary of the Company.

Shenzhen Changsheng is controlled by executive Director Mr. Cui Qi.

**Transaction:**

The Group will charter vessels from Shenzhen Changsheng during the term of the 2020 Vessel Chartering Framework Agreement. Prosper BVI has an option to renew the framework agreement for a further period of three years, and for each exercise of a renewal option by Prosper BVI, Shenzhen Changsheng will be deemed to have granted a new option to Prosper BVI for a further extension of three years on terms to be negotiated between the parties on a fair and reasonable basis and subject to the requirements under the Listing Rules.

During the term of the 2020 Vessel Chartering Framework Agreement, members of the Group may enter into individual agreements with Shenzhen Changsheng in respect of the chartering of vessels subject to terms and conditions in compliance with the 2020 Vessel Chartering Framework Agreement.

**Reasons for the transaction:**

The number of vessels then owned by the Group that were available for imminent deployment outside of Hong Kong is inadequate to support the Group's demand for vessels under its on-going and upcoming projects, the 2020 Vessel Chartering Framework Agreement allows the Group to deploy vessels to its marine construction projects in an efficient and cost-effective manner, without needing to resort to chartering vessels from other third party owners.

The Group has maintained a stable and amicable business relationship with Shenzhen Changsheng since March 2015, the Directors consider that to continue the chartering of vessels from Shenzhen Changsheng by entering into the 2020 Vessel Chartering Framework Agreement is beneficial to the Group's development and allow the Group to undertake an increasing number of marine construction projects in the future.

**Annual cap:**

Year ending 31 December 2020: HK\$26,000,000

Year ending 31 December 2021: HK\$27,000,000

Year ending 31 December 2022: HK\$27,000,000

**Actual transaction amount:**

Year ended 31 December 2020: HK\$6,753,000

## Directors' Report (continued)

### Construction services framework agreements

The Group entered into a construction services framework agreement (“Construction Services Framework Agreement”) with Qingdao West Coast Development (Group) Limited\* (青島西海岸發展(集團)有限公司) (“Qingdao West Coast Development”, together with its subsidiaries and/or affiliated companies, the “Qingdao West Coast Group”) on 28 April 2020 for the provision of construction services by the Group to the Qingdao West Coast Group. Particulars of the Construction Services Framework Agreement are set out below.

**Date:**

28 April 2020

**Term:**

From 29 June 2020 (the date on which approval of the Construction Services Framework Agreement by independent shareholders of the Company was obtained) to 31 December 2022 (both dates inclusive)

**Parties:**

- (i) West Coast Development (Hong Kong) Limited (“West Coast Development HK”) (for and on behalf of the Group)
- (ii) Qingdao West Coast Development (as owner)

**Connected relationship:**

West Coast Development HK is a wholly owned subsidiary of the Company.

Qingdao West Coast Development is a controlling shareholder and the ultimate holding company of the Company holding 62.25% of the Company's issued shares.

**Transaction:**

The Group has agreed to provide construction services to the Qingdao West Coast Group and may therefore participate in tenders for construction projects of the Qingdao West Coast Group in the PRC from time to time.

If any tenders submitted by the Group have been awarded in accordance with the tendering procedures of the Qingdao West Coast Group, the Group shall enter into individual construction contracts (the “Individual Contracts”) with the Qingdao West Coast Group for the provision of construction services by the Group as the contractor subject to terms and conditions of the Construction Services Framework Agreement at fair and reasonable market prices and subject to the requirements under the Listing Rules. The contract sum payable under each of the Individual Contracts will be determined through an open tender process to ensure that the price and terms of the tender submitted by the Group are on normal commercial terms and no less favourable to the Group than those submitted to independent third parties, or the market prices or benchmarks for transactions of similar nature.

**Reasons for the transaction:**

The Group has expanded its operation into the construction industry in the PRC with the acquisition of Dongjie Construction, which possesses the necessary qualifications and/or licenses to engage in construction projects in the PRC, as part of its strategy to diversify its business. The Qingdao West Coast Group is principally engaged in infrastructure construction, land development, real estate development and other industrial investment and operations (including cultural, tourism and financial services). Aside from the Landong project and Lanxi project, for which the Group was engaged by the Qingdao West Coast Group in February 2020 as the main contractor for the provision of construction services, it was expected that the pipeline of new construction projects of the Qingdao West Coast Group would increase towards the latter part of year 2020 and the number and total contract sum of construction projects which the Qingdao West Coast Group may invite the Group to submit tender would also increase.

## Directors' Report (continued)

The entering into of the Construction Services Framework Agreement and the engagement of the Group as contractor upon successful tenders shall allow the Group to strengthen and further develop its construction business in the PRC, widen its business portfolio and enhance its competitiveness in the market.

### Annual cap:

Year ending 31 December 2020: HK\$900,000,000

Year ending 31 December 2021: HK\$1,350,000,000

Year ending 31 December 2022: HK\$1,850,000,000

### Actual transaction amount:

Year ended 31 December 2020: HK\$633,725,000

## Contractual arrangements (“Contractual Arrangements”)

**Background and reasons for the Contractual Arrangements:** Pursuant to Indonesia law, the maximum foreign ownership in a company engaging in the construction of harbour/port is limited to 67%. The Group has 67% shareholding interest in a subsidiary in Indonesia, namely PT. Indonesia Engineering (“PTIR”). The remaining 33% of the shareholding interest in PTIR is held by Johannes Wargo, who is an Indonesian citizen and independent third party of the Group except for his involvement in the Contractual Arrangements.

To consolidate control over and derive the economic benefits from the remaining 33% of the shareholding interest in PTIR, the Group has, through its subsidiary Hong Kong River Engineering Company Limited (“HKR”), entered into the Contractual Arrangements with Johannes Wargo.

**Risks associated with the Contractual Arrangements:** In the event of change in relevant laws and regulations in Indonesia in the future, there is no assurance that the Contractual Arrangements will be considered to be in compliance with the then prevailing laws and regulations; in which case, the Contractual Arrangements may become unenforceable and the Group may be subject to potential losses.

To mitigate such risks, Johannes Wargo has irrevocably appointed HKR to act as his attorney to exercise his rights in connection with the matters concerning his rights as a shareholder of PTIR, including the rights to vote in a shareholders' meeting, sign minutes and to sell his shares. The Group also closely monitors the amount of assets being retained in Indonesia to limit the exposure to potential losses. The amount of revenue derived by the Group through the Contractual Arrangements for the year ended 31 December 2020 amounted to approximately HK\$52,000.

## Directors' Report (continued)

The Contractual Arrangements comprised the following documents.

### 1. PTIR Loan Agreements

HKR, as lender, and Johannes Wargo, as borrower, entered into a loan agreement on 5 October 2015 and an amendment and restatement of loan agreement on 5 May 2016 (collectively, the "PTIR Loan Agreements"), pursuant to which HKR agreed to provide a loan ("PTIR Loan") in the sum of IDR1,211,496,000 to Johannes Wargo to acquire 1,320 shares in PTIR ("Johannes Shares"). The PTIR Loan was secured by the Johannes Shares pursuant to the PTIR Pledge of Shares Agreements (as defined below). The PTIR Loan has a term of 10 years and will be automatically renewed upon expiration and shall be due and payable only on demand made at any time by HKR at its sole discretion. No prepayment of the PTIR Loan in whole or in part is permitted at any time during the term of the PTIR Loan Agreements.

### 2. PTIR Pledge of Shares Agreements

HKR, as pledgee, and Johannes Wargo, as pledgor, entered into a pledge of shares agreement on 5 October 2015 and an amendment and restatement of pledge of shares agreement on 5 May 2016 (collectively, the "PTIR Pledge of Shares Agreements"), pursuant to which Johannes Wargo pledged the Johannes Shares in favour of HKR in order to secure the due and proper repayment of the PTIR Loan and the full performance by Johannes Wargo. Johannes Wargo also undertook not to do any act or sign any documents which may limit the rights of HKR under the PTIR Pledge of Shares Agreements or diminish the value of the Johannes Shares.

### 3. PTIR Power of Attorney ("PoA") for Selling Shares

Johannes Wargo appointed HKR as his attorney on 5 October 2015 to (i) sell, assign, transfer or otherwise deal with the Johannes Shares; (ii) receive the proceeds of the sale of Johannes Shares; and (iii) represent Johannes Wargo in all matters pertaining to the sale or transfer of the Johannes Shares.

### 4. PTIR PoA to Vote

Johannes Wargo appointed HKR as his attorney on 5 May 2016 to (i) attend all general meetings of PTIR; (ii) exercise all voting rights with respect to the Johannes Shares; (iii) sign any shareholders resolutions; and (iv) generally exercise all rights and privileges and perform all duties which may be necessary in relation to the Johannes Shares.

### 5. PTIR Assignment of Dividends Agreements

Johannes Wargo, as assignor, and HKR, as assignee, entered into an assignment of rights to dividends agreement on 5 October 2015 and an amendment and restatement of assignment of rights to dividends agreement on 5 May 2016 (collectively, the "PTIR Assignment of Dividends Agreements"), pursuant to which Johannes Wargo assigned and transferred all his rights and interests in all dividends or other income paid or payable by PTIR with respect to the Johannes Shares to HKR during the term of the PTIR Loan.

During the year ended 31 December 2020, no new contract had been entered into, renewed or reproduced in relation to the Contractual Arrangements under cloned arrangement as set out in the Company's prospectus ("Prospectus") dated 30 June 2016.

The Contractual Arrangements in relation to PTIR have remained unchanged and consistent with the disclosure as set out in the Prospectus.



## Directors' Report (continued)

### Review of Continuing Connected Transactions

The independent non-executive Directors have reviewed the continuing connected transactions disclosed above and confirmed that the transactions have been entered into (a) in the ordinary and usual course of business of the Group; (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.

Furthermore, in relation to the Contractual Arrangements, the independent non-executive Directors have reviewed and confirmed that:

- (i) the transactions have been entered into in accordance with the relevant terms and conditions of the Contractual Arrangements;
- (ii) no dividends or other distributions have been made by PTIR to the holders of its remaining shareholding which are not otherwise subsequently assigned or transferred to the Group; and
- (iii) no new contracts were entered into, renewed or reproduced under any cloned arrangement as defined in the Prospectus during the year ended 31 December 2020.

The Company has engaged its auditor to report on the continuing connected transactions in accordance with Practice Note 740 "Auditor's Letter on Continuing Connected Transactions under the Hong Kong Listing Rules" issued by the Hong Kong Institute of Certified Public Accountants. The auditor has provided an unqualified letter to the Board containing their conclusion in relation to the continuing connected transactions for the year ended 31 December 2020 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.

### Permitted Indemnity Provision

Pursuant to the articles of association of the Company, the Directors are indemnified and secured harmless out of the assets of the Company against all losses and liabilities which may incur or sustain in execution of their duty, except such which they shall incur or sustain through their own fraud or dishonesty.

The Company has taken out directors' liability insurance throughout the year ended 31 December 2020 that provides appropriate insurance cover for the Directors.

### Compliance with Laws and Regulations

The operations of the Group are primarily carried out by the Company's subsidiaries in the PRC, Hong Kong, Macao, Indonesia and Malaysia. The Group's establishment and operations shall comply with relevant laws and regulations in each of the above jurisdictions. During the year ended 31 December 2020 and up to the date of this report, the Group's operations have complied with all the relevant laws and regulations in each of the above jurisdictions in all material respects.

## Directors' Report (continued)

### 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 minimum public float required under the Listing Rules throughout the year ended 31 December 2020 and up to the date of this report.

### Auditor

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

By order of the Board of  
**Prosper Construction Holdings Limited**

**WANG Xuejun**  
*Chairman and Executive Director*

Hong Kong, 29 March 2021

# Directors and Senior Management

## Executive Directors

**Mr. Wang Xuejun** (“Mr. Wang XJ”), aged 58, joined the Group in October 2018 as a non-executive Director and was re-designated as executive Director in March 2021. Mr. Wang XJ was appointed as chairman of the Board in December 2020. Mr. Wang XJ has more than 20 years of experience in government administration, transportation supervision, and enterprise management and holds a bachelor degree in Chinese from Shandong College of Education\* 山東省教育學院. He has been serving as the deputy general manager of Qingdao West Coast Development (Group) Limited\* 青島西海岸發展(集團)有限公司 (the ultimate controlling shareholder of the Company) since September 2012.

Mr. Wang XJ is also a director of two of the Group’s subsidiaries and the chairman of the nomination committee of the Board since December 2020. As chairman of the Board, Mr. Wang XJ leads and coordinates the operation of the Board in formulating Company’s goals and governance practices.

**Mr. Cui Qi**, aged 58, is an executive Director and chief executive officer of the Group. Mr. Cui together with Mr. Yu Ming acquired Hong Kong River Engineering Company Limited and founded the Group in March 2001. He has over 30 years of experience in the marine construction industry. Mr. Cui holds a bachelor’s degree in naval port engineering from Hohai University and a master’s degree in construction economics and management from Tongji University and is a member of both the Hong Kong Institute of Construction Managers and The Chartered Institute of Building and a fellow member of both the Chartered Institute of Civil Engineering Surveyors and the Institute of Civil Engineers.

Mr. Cui is also a director of all key operating subsidiaries of the Group in Hong Kong and Macao, the commissioner of PT. Indonesia River Engineering and the chairman of the risk management committee of the Board. He is primarily responsible for the business strategies and operation of the Group in Hong Kong, Macao and overseas locations. Mr. Cui is interested in 60% of Solid Jewel Investments Limited (“Solid Jewel”) which wholly owned Sky Hero Global Limited (“Sky Hero”), which was beneficially interested in 102,000,000 Shares, representing 12.75% of the Company’s issued shares, and is a director of both Solid Jewel and Sky Hero.

**Mr. Ding Hongbin**, aged 54, joined the Group in July 2019 and is an executive Director and chief operating officer of the Group. He is mainly responsible for formulating the Group’s corporate strategy and leading its business development and operation in the PRC. Mr. Ding holds a doctoral degree in Management Theory and Industrial Engineering from Tongji University (同濟大學), and a master degree in Business Administration from Beijing Institute of Technology (北京理工大學) and is qualified as a senior engineer in the People’s Republic of China. He is also the honorary chairman of Shandong Branch of Masters of Business Administration of Beijing Institute of Technology. Mr. Ding had served Qingjian Group Co., Ltd.\* (青建集團股份公司) for more than 20 years up until year 2018, during which period he took up various positions including but not limited to the assistant to the general manager, deputy general manager, executive deputy general manager and president with his last position being chairman of the board of Qingjian Group Co., Ltd. In addition, during the period from April 2014 to December 2016, he was a non-executive director of CNQC International Holdings Limited (stock code: 1240), a company listed on the main board of The Stock Exchange of Hong Kong Limited.

## Directors and Senior Management (continued)

**Mr. Yang Zhenshan**, aged 44, joined the Group in May 2019 and is an executive Director. Mr. Yang holds a bachelor degree in architectural engineering management from Qingdao University of Technology. He has approximately 20 years of experience in construction and engineering management. Mr. Yang has served various positions in the Qingdao West Coast Group since 2012 and is currently the executive deputy general manager of Qingdao West Coast Construction & Development (Group) Co., Ltd.\* (青島西發建設開發(集團)有限公司) since July 2018. He has approximately 20 years of experience in construction and engineering management. He was appointed as the general manager of Qingdao West Coast Construction & Development Co., Ltd.\* (青島西海岸新區開發建設有限公司) since December 2015.

Mr. Yang is also a director of all key operating subsidiaries of the Group in Hong Kong and Macao and is a member of the nomination committee of the Board. He is primarily responsible for the management of the construction business of the Group in Hong Kong, Macao and overseas locations.

**Mr. Jiang Shuang**, aged 39, joined the Group in May 2019 and is an executive Director. Mr. Jiang holds a master's degree in Accounting from Chinese Academy of Fiscal Sciences and is an accredited senior accountant. He has over 10 years of experience in accounting and financial management. Mr. Jiang has served various positions in the Qingdao West Coast Group since 2016 and is currently the legal representative of Qingdao Rongfuhuijin Asset Management Co., Ltd.\* (青島融富匯金資產管理有限公司), authorised risk control officer of Qingdao Jufuhuiyin Asset Management Co., Ltd.\* (青島聚富匯銀資產管理有限公司) and a director of Qingdao West Coast Property Development Co., Ltd.\* (青島西發物業發展有限公司).

Mr. Jiang is also a director of all key operating subsidiaries of the Group in Hong Kong and Macao and is a member of the risk management committee of the Board. He is primarily responsible for the overall financial management and overseeing the compliance and internal control function of the Group.

**Mr. Yang Honghai** (“Mr. Yang HH”), aged 45, is an executive Director and joined the Group in December 2020. Mr. Yang HH holds a bachelor's degree in mechanical and electronic engineering from Tianjin University (天津大學) in the People's Republic of China (the “PRC”) and a master of business administration degree (part-time) from the Guanghua School of Management of Peking University (北京大學光華管理學院) in the PRC and is qualified to act as a board secretary under the Shenzhen Stock Exchange in the PRC. Mr. Yang HH has over 22 years of experience in strategy development, shareholdings investment and capital operations. Mr. Yang HH is currently the officer-in-charge of the strategy development centre of 青島西海岸發展(集團)有限公司 Qingdao West Coast Development (Group) Limited\* (the ultimate controlling shareholder of the Company), the chief supervisor of 青島西海岸控股發展有限公司 Qingdao West Coast Holding Development Limited\* (an intermediate controlling shareholder of the Company), and also a director or supervisor of more than ten subsidiaries of Qingdao West Coast Development (Group) Limited, including 青島西發建設開發(集團)有限公司 Qingdao Xifa Construction Development (Group) Limited\*, 青島西發旅遊投資(集團)有限公司 Qingdao Xifa Tourism Investment (Group) Limited\* and 青島西海岸金融發展有限公司 Qingdao West Coast Finance Development Co. Ltd.\*, etc.

## Directors and Senior Management (continued)

### Independent Non-executive Director

**Mr. Cheung Chi Man Dennis**, aged 53, is an independent non-executive Director and joined the Group in August 2017.

Mr. Cheung holds a master's degree in commerce from the University of New South Wales, Australia and a bachelor's degree in mechanical engineering from Imperial College, London, United Kingdom. He is a fellow member of the Hong Kong Institute of Certified Public Accountants and a certified tax adviser of The Taxation Institute of Hong Kong. Mr. Cheung has over 20 years experience in financial management, treasury and company secretarial matters and is an independent non-executive director of Sanbase Corporation Limited, which shares are listed on GEM of the Stock Exchange, since January 2020. In the past three years, Mr. Cheung was formerly an independent non-executive director of Lamtex Holdings Limited (Stock code: 1041) from August 2020 to October 2020 and New Western Group Limited (formerly known as Megalogic Technology Holding Limited) (Stock code: 8242) from April 2015 to June 2020.

Mr. Cheung is the chairman of the audit committee and a member of the remuneration committee, nomination committee and risk management committee of the Board.

**Mr. Wang Yaping** ("Mr. Wang YP"), aged 57, is an independent non-executive Director and joined the Group in October 2018. Mr. Wang YP has over 30 years of experience in law and graduated from East China College of Political Science and Law\* 華東政法學院 (now known as East China University of Political Science and Law\* 華東政法大學) with a bachelor's degree in law. He was admitted as a PRC lawyer in February 1989 and was accredited as a second-grade lawyer by the Department of Justice of Shandong Province\* 山東省司法廳 in June 1998. Mr. Wang YP currently serves as an executive director and a senior partner of Shandong Qingdao Law Office\* 山東琴島律師事務所, a vice president of Shandong Lawyers Association, the chief supervisor of Qingdao Lawyers Association\* 青島市律師協會, a supervisor of Qingdao Port International Co., Ltd.\* 青島港國際股份有限公司 (a company listed on The Stock Exchange of Hong Kong Limited ("Stock Exchange") and the Shanghai Stock Exchange with stock code 6198 and 601298 respectively), a supervisor of Tsingtao Brewery Company Limited 青島啤酒股份有限公司 (a company listed on the Stock Exchange and the Shanghai Stock Exchange, with stock code 00168 and 600600 respectively), and an independent director of Qingdao Tianneng Heavy Industries Co., Ltd.\* 青島天能重工股份有限公司 (a company listed on the Shenzhen Stock Exchange, with stock code 300569), an independent director of Qingdao Conson Financial Holdings Co., Ltd.\* 青島國信金融控股有限公司, and an independent director of Qingdao BAHEAL Pharmaceutical Co., Ltd\* 青島百洋醫藥股份有限公司.

Mr. Wang YP is the chairman of the remuneration committee and a member of the audit committee, nomination committee and risk management committee of the Board.

**Mr. Cheng Xuezhao**, aged 52, is an independent non-executive Director and joined the Group in December 2018. Mr. Cheng has accumulated over 20 years of experience in financial and business management. Mr. Cheng holds a diploma majoring in English language and literature from Shandong Normal University (山東師範大學) in Jinan, a master's degree in English language and literature from Shandong University (山東大學) in Jinan and a master's degree in business administration from Wright State University in Dayton, Ohio, U.S. Mr. Cheng is currently an independent non-executive director of Qilu Expressway Company Limited, a company listed on the Stock Exchange (stock code: 1576) and he also serves as an assistant general manager of Hualu Holdings Co., Ltd. (華魯控股集團有限公司) and vice chairman of the board of directors and general manager of China Shandong Group Limited (華魯集團有限公司), a director of Hualu International Financial Leasing Co., Ltd. (華魯國際融資租賃有限公司) and a director of Hualu Investment Development Co., Ltd. (華魯投資發展有限公司). During the past three years, Mr. Cheng also served as a director of Shandong Hualu-Hensheng Chemical Co., Ltd. (listed on the Shanghai Stock Exchange, stock code: 600426) from March 2015 to April 2018. Mr. Cheng is a member of each of the audit committee, remuneration committee, nomination committee and risk management committee of the Board.

## Directors and Senior Management (continued)

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

### Senior Management

Senior management of the Group comprised the executive Directors, who take a direct and active role in the management of the Group's affairs.

Save as disclosed above, each of the senior management (i) did not hold other positions in the Company or other members of the Group; and (ii) had no other relationship with any Directors, senior management members or substantial or controlling shareholders.

# Independent Auditor's Report



羅兵咸永道

TO THE SHAREHOLDERS OF PROSPER CONSTRUCTION HOLDINGS LIMITED  
*(incorporated in Cayman Islands with limited liability)*

## Opinion

### What we have audited

The consolidated financial statements of Prosper Construction Holdings Limited (the “Company”) and its subsidiaries (the “Group”) set out on pages 47 to 127), which comprise:

- the consolidated balance sheet as at 31 December 2020;
- the consolidated statement of profit or loss for the year then ended;
- 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.

### Our opinion

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

### 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.

# Independent Auditor's Report (continued)

## Key Audit Matters

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

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

- Accounting for construction contracts — estimated costs and profit recognition
- Impairment assessment of trade and retention receivables and contract assets
- Purchase price allocation for the acquisition of 80% equity interests in Qingdao Dongjie Construction Engineering Co., Ltd (“Qingdao Dongjie”)

### Key Audit Matters

### How our audit addressed the Key Audit Matters

#### Accounting for construction contracts — estimated costs and profit recognition

Refer to note 2.24 in the summary of significant accounting policies, note 4(a), note 5 and note 22 to the consolidated financial statements.

For the year ended 31 December 2020, segment results from marine construction works and general construction contracting services amounted to HK\$23,111,000 and HK\$20,781,000 respectively.

The Group applied the input method in recognising the revenue from construction contracts over time by reference to the Group's efforts or inputs to the satisfaction on a performance obligation relative to the total expected inputs to the satisfaction of the performance obligation.

Recognition of profit on construction contracts is based on the recognised revenue and estimates of budgeted gross profit as well as the expected recovery of costs arising from additional work performed throughout the contracts, for which significant management judgement and estimates are involved.

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

- Understood and evaluated the design and operating effectiveness of the internal control and assessment process of the estimation of contract costs and budgeted gross profit and assessed the inherent risk of material misstatement by considering the degree of estimation uncertainty and level of other inherent risk factors such as complexity, subjectivity, changes in circumstances and susceptibility to management bias or fraud;
- Evaluated the outcome of prior period assessment of the estimation of contract costs and budgeted gross profit to assess the effectiveness of management's estimation process by comparing the historical actual gross profit margin to those budgeted to assess the quality of management budgetary process;
- Inspected material marine construction contracts of the Group for agreed contract amount and variations, if any;



## Independent Auditor's Report (continued)

### Key Audit Matters

Profit and cost recognition from construction contracts, as stated above, requires significant time and resources to audit due to the magnitude as well as the significant judgement and estimates involved.

### How our audit addressed the Key Audit Matters

- Checked the Group's efforts to the satisfaction on the Group's performance obligation by reference to the proportion of contract costs incurred for work performed to date to the estimated total construction costs of the selected contracts. We tested, on a sample basis, the revenue recognition based on the Group's efforts and the calculations of gross profits;
- Selected, on a sample basis, contracts to examine management's budget of the cost components, such as costs of materials, subcontracting fees and labour costs. We compared the budgeted component cost to supporting documents including but not limited to invoices, price quotation and rate of labour costs. For each selected contract, we also compared cost component of the actual cost incurred up to year end to the budgeted cost and obtained explanation from management for any material variation;
- Questioned the status of projects with the Group's quantity surveyors and project managers, to identify any variations of contracts and claims, and to obtain explanations for fluctuations in margins and changes in budget as well as the expected recovery of variations. Where necessary, we obtained written opinion from the Group's external legal adviser and discussed with the adviser the basis in concluding the minimum amount which would be recovered from the project. We checked relevant evidence including agreements, correspondence with customers, for corroboration of their explanations; and
- Assessed the adequacy of the disclosures related to revenue recognition in the context of the applicable financial reporting framework.

Based on the above audit procedures performed, we found that the judgement and estimates adopted by management in determining the estimated contract costs and profit recognition of construction contracts were supported by the evidence we obtained.

# Independent Auditor's Report (continued)

## Key Audit Matters

## How our audit addressed the Key Audit Matters

### Impairment assessment of trade and retention receivables and contract assets

Refer to note 2.12 in the summary of significant accounting policies, note 4(b), note 21 and note 22 to the consolidated financial statements.

As at 31 December 2020, the Group had gross trade and retention receivables and contract assets approximately HK\$411,699,000 and HK\$624,079,000 respectively and provision for impairment of approximately HK\$7,935,000 and HK\$7,873,000 respectively.

Management performed periodic assessment on the recoverability of the trade and retention receivables and contract assets and the sufficiency of provision for impairment based on information including credit profile of customers, ageing of the trade and retention receivables and contract assets, historical settlement records, subsequent settlement status, expected timing and amount of realisation of outstanding balances, and on-going business relationships with the relevant customers.

Our audit procedures in relation to management's impairment assessment of the trade and retention receivables and contract assets as at 31 December 2020 included:

- Understood and evaluated the design and operating effectiveness of the credit control and impairment assessment process and assessed the inherent risk of material misstatement by considering the degree of estimation uncertainty and level of other inherent risk factors;
- Evaluated the outcome of prior period assessment of impairment to assess the effectiveness of management's estimation process by comparing the actual loss incurred with the impairment provision made by management, if any;
- Tested, on a sample basis, the accuracy of ageing profile on trade and retention receivables by checking to the underlying invoices;
- Challenged management for the status of each of the material trade and retention receivables past due as at year end and corroborated explanations from management with supporting evidence, such as performing public searches of credit profile of selected customers, understanding on-going business relationship with the customers based on trade records, checking historical and subsequent settlement records and other correspondence with the customers;

## Independent Auditor's Report (continued)

### Key Audit Matters

Expected credit losses are also estimated by grouping the trade and retention receivables and contract assets based on shared credit risk characteristics and collectively assessed for likelihood of recovery, taking into account the nature of the customer, its geographic location and ageing category, and applying expected credit loss rates to the respective gross carrying amounts of the receivables.

Management also considered forward-looking information that may impact the customers' ability to repay the outstanding balances in order to estimate the expected credit losses for the impairment assessment.

We focused on this area due to the fact that the impairment assessment of trade and retention receivables and contract assets under the expected credit losses model involved the use of significant management judgement and estimates.

### How our audit addressed the Key Audit Matters

- Assessed the appropriateness of the expected credit loss provision methodology, examined the key inputs on a sample basis to assess their accuracy and completeness, and challenged the assumptions, including both historical and forward-looking information, used to determine the expected credit losses with the involvement of internal valuation expert;
- For projects with potential dispute with customers, we discussed with the Group's external legal adviser. We enquired their work performed and discussed with them the basis in concluding the minimum amount the Group is able to realise from the projects. We tested and checked relevant evidence including agreements and correspondence with customers; and
- Assessed the adequacy of the disclosures related to the impairment in the context of the applicable financial reporting framework.

Based on the above audit procedures performed, we found that the management judgement and estimates used to assess the recoverability of the trade and retention receivables and contract assets and determine the impairment provision were supported by the evidence we obtained.

## Independent Auditor's Report (continued)

### Key Audit Matters

### How our audit addressed the Key Audit Matters

#### Purchase price allocation for the acquisition of 80% equity interests in Qingdao Dongjie

Refer to note 2.3, note 4(c) and note 29 to the consolidated financial statements.

The Group completed the acquisition of 80% equity interests in Qingdao Dongjie at a consideration of RMB71,352,000 (equivalent to approximately HK\$78,240,000 on 17 January 2020, date of acquisition ("date of acquisition").

The Group is required to determine the fair values of identified assets acquired and liabilities assumed of Qingdao Dongjie as at the date of acquisition. Management engaged an independent external valuer to assist them to perform the fair valuation using appropriate valuation methodologies. The purchase price was allocated to the identified assets and liabilities assumed and the Group recognised identifiable net assets of RMB71,934,000 (equivalent to approximately HK\$78,879,000) and goodwill of RMB13,804,000 (equivalent to approximately HK\$15,137,000) at date of acquisition.

The key assumptions included discounted cash flow forecast of Qingdao Dongjie, royalty rate used to determine fair value of the license and the market rental yield rate and adjusted land unit rate used to determine the fair value of property, plant and equipment.

We focused on this area due to the significant judgements involved in determining the valuation methodologies and assumptions used in the valuation of purchase price allocation.

Our procedures in relation to management's judgements used to estimate the fair values of identifiable assets and liabilities assumed at the acquisition date included:

- Evaluated the independent external valuer's objectivity, capability and competency to perform the valuation;
- Obtained the valuation report and discussed with the external valuer on the methodologies and key assumptions used;
- Assessed the appropriateness of valuation methodologies and challenged the reasonableness of key assumptions adopted by independent external valuer by comparing these assumptions against industry information and relevant market data, with the involvement of our internal valuation expert mainly in relation to:
  - i. the budgeted sales, revenue growth rate and gross margin used in cash flow forecast, by comparing them with historical financial data and industry forecasts;
  - ii. the royalty rate, market rental yield rate and discount rate, by comparing them with relevant market information of comparable companies; and
- Assessed the adequacy of the disclosures related to purchase price allocation in the context of the applicable financial reporting framework.

Based on the above audit procedures performed, we found that the judgements involved in the valuation methodologies and assumptions used in the valuation of the purchase price allocation were supported by evidence we obtained.

## Independent Auditor's Report (continued)

### 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 Those Charged with Governance for the Consolidated Financial Statements

The directors of the Company are responsible for the preparation of the consolidated financial statements that give a true and fair view in accordance with HKFRSs 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.

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

## Independent Auditor's Report (continued)

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

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. 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 HKSAAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with HKSAAs, we exercise professional judgement and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.
- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

## Independent Auditor's Report (continued)

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

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

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

The engagement partner on the audit resulting in this independent auditor's report is Ng Hiu Tung.

**PricewaterhouseCoopers**

*Certified Public Accountants*

Hong Kong, 29 March 2021

# Consolidated Statement of Profit or Loss

For the year ended 31 December 2020

	Note	2020 HK\$'000	2019 HK\$'000
Revenue	5	<b>1,465,696</b>	515,077
Cost of sales	7	<b>(1,379,071)</b>	(465,231)
Gross profit		<b>86,625</b>	49,846
Other gains/(losses), net	6	<b>262</b>	(5,131)
Reversal of/(provision for) impairment losses on financial assets	21, 22	<b>2,970</b>	(2,043)
Other administrative expenses	7	<b>(51,713)</b>	(27,441)
Operating profit		<b>38,144</b>	15,231
Finance income	8	<b>2,177</b>	418
Finance costs	8	<b>(11,942)</b>	(6,781)
Finance costs, net	8	<b>(9,765)</b>	(6,363)
Profit before income tax		<b>28,379</b>	8,868
Income tax (expenses)/credit	9	<b>(12,332)</b>	3,220
Profit for the year		<b>16,047</b>	12,088
Profit attributable to:			
Equity holders of the Company		<b>13,591</b>	12,088
Non-controlling interests		<b>2,456</b>	—
		<b>16,047</b>	12,088
Earnings per share for profit attributable to the owners:			
Basic and diluted earnings per share (HK cents)	11	<b>1.70</b>	1.51

The notes on pages 53 to 127 are an integral part of these consolidated financial statements.



# Consolidated Statement of Comprehensive Income

For the year ended 31 December 2020

	Note	2020 HK\$'000	2019 HK\$'000
Profit for the year		16,047	12,088
Other comprehensive income			
<i>Item that may be subsequently reclassified to profit or loss</i>			
Currency translation differences		6,047	5,234
Total comprehensive income for the year		22,094	17,322
Total comprehensive income attributable to:			
Equity holders of the Company		18,190	17,322
Non-controlling interests		3,904	—
		22,094	17,322

The notes on pages 53 to 127 are an integral part of these consolidated financial statements.

# Consolidated Balance Sheet

As at 31 December 2020

	Note	2020 HK\$'000	2019 HK\$'000
<b>ASSETS</b>			
<b>Non-current assets</b>			
Property, plant and equipment	14	240,568	204,657
Investment properties	15	9,707	—
Investment in an associate	16	—	—
Right-of-use assets	17	39,049	4,113
Goodwill	18	16,395	—
Intangible assets	19	9,138	—
Deposits and prepayments	21	23,414	15,953
		<b>338,271</b>	224,723
<b>Current assets</b>			
Inventory	20	2,574	—
Trade and retention receivables	21	403,764	245,365
Amounts due from fellow subsidiaries	34(d)	50,305	—
Deposits, prepayments and other receivables	21	64,829	15,708
Contract assets	22	616,206	71,106
Income tax recoverable		—	3,810
Time deposits with maturity over 3 months	24	23,847	8,351
Pledged bank deposits	24	23,700	23,200
Restricted cash	24	1,513	—
Cash and cash equivalents	24	228,821	336,164
		<b>1,415,559</b>	703,704
<b>Total assets</b>		<b>1,753,830</b>	928,427
<b>EQUITY</b>			
<b>Capital and reserves</b>			
Share capital	25(a)	8,000	8,000
Reserves	25(b)	527,192	509,002
		<b>535,192</b>	517,002
<b>Non-controlling interests</b>	25(b)	<b>19,680</b>	—
<b>Total equity</b>		<b>554,872</b>	517,002

# Consolidated Balance Sheet (continued)

As at 31 December 2020

	Note	2020 HK\$'000	2019 HK\$'000
<b>LIABILITIES</b>			
<b>Non-current liabilities</b>			
Borrowings	28	34,147	—
Loan from an intermediate holding company	34(d)	100,000	—
Lease liabilities	17	918	147
Deferred income tax liabilities	26	16,118	9,156
		<b>151,183</b>	9,303
<b>Current liabilities</b>			
Trade and retention payables	27	652,222	53,982
Accruals and other payables	27	60,493	7,551
Contract liabilities	22	9,209	91,387
Loan from an intermediate holding company	34(d)	—	100,000
Amount due to a related company	34(d)	98	4,882
Amount due to non-controlling interests		1,043	—
Borrowings	28	311,699	135,483
Lease liabilities	17	1,130	3,006
Income tax payable		11,881	5,831
		<b>1,047,775</b>	402,122
<b>Total liabilities</b>		<b>1,198,958</b>	411,425
<b>Total equity and liabilities</b>		<b>1,753,830</b>	928,427

The consolidated financial statements on pages 47 to 127 were approved by the Board of Directors on 29 March 2021 and were signed on its behalf.

**Mr. Cui Qi**  
Director

**Mr. Jiang Shuang**  
Director

The notes on pages 53 to 127 are an integral part of these consolidated financial statements.

# Consolidated Statement of Changes in Equity

As at 31 December 2020

	Share capital HK\$'000 (note 25(a))	Share premium HK\$'000 (note 25(b))	Other reserves HK\$'000 (note 25(b))	Exchange reserves HK\$'000	Statutory reserve HK\$'000	Retained earnings HK\$'000	Non-controlling interest HK\$'000	Total HK\$'000
At 1 January 2019	8,000	214,840	23,104	(9,035)	—	262,771	—	499,680
<b>Comprehensive income</b>								
Profit for the year	—	—	—	—	—	12,088	—	12,088
Exchange differences	—	—	—	5,234	—	—	—	5,234
At 31 December 2019	8,000	214,840	23,104	(3,801)	—	274,859	—	517,002
At 1 January 2020	<b>8,000</b>	<b>214,840</b>	<b>23,104</b>	<b>(3,801)</b>	<b>—</b>	<b>274,859</b>	<b>—</b>	<b>517,002</b>
<b>Comprehensive income</b>								
Profit for the year	—	—	—	—	—	13,591	2,456	16,047
Exchange differences	—	—	—	4,599	—	—	1,448	6,047
<b>Transaction with owners</b>								
Acquisition of a subsidiary (note 29)	—	—	—	—	—	—	15,776	15,776
Appropriation to statutory reserves	—	—	—	—	1,309	(1,309)	—	—
At 31 December 2020	<b>8,000</b>	<b>214,840</b>	<b>23,104</b>	<b>798</b>	<b>1,309</b>	<b>287,141</b>	<b>19,680</b>	<b>554,872</b>

The notes on pages 53 to 127 are an integral part of these consolidated financial statements.

# Consolidated Statement of Cash Flows

For the year ended 31 December 2020

	Note	2020 HK\$'000	2019 HK\$'000
<b>Cash flows from operating activities</b>			
Net cash (used in)/generated from operations	32(a)	(150,610)	146,606
Interest received		2,177	418
Interest paid		(11,942)	(6,781)
Income tax (paid)/refund		(4,703)	5,123
<b>Net cash (used in)/generated from operating activities</b>		<b>(165,078)</b>	145,366
<b>Cash flows from investing activities</b>			
Payments of plant and equipment		(55,739)	(10,505)
Payments for acquisition of a subsidiary, net of cash acquired	29(b)	(59,196)	—
Payments of intangible assets		(471)	—
Increase in deposits for purchase of plant and equipment		(7,461)	(7,674)
Proceeds from disposal of plant and equipment	32(b)	14,709	10,860
(Increase)/decrease in time deposits with maturity over 3 months		(15,496)	8,002
Increase in pledged bank deposits		(500)	(10,000)
<b>Net cash used in investing activities</b>		<b>(124,154)</b>	(9,317)
<b>Cash flows from financing activities</b>			
Proceeds from borrowings		300,846	50,000
Repayments of borrowings		(122,236)	(54,263)
Advance from an intermediate holding company		—	100,000
Principal elements of lease payments		(4,002)	(3,628)
<b>Net cash generated from financing activities</b>		<b>174,608</b>	92,109
<b>Net (decrease)/increase in cash and cash equivalents</b>			
Cash and cash equivalents at beginning of the year		336,164	106,657
Effect of foreign exchange rate changes		7,281	1,349
<b>Cash and cash equivalents at end of the year</b>	24	<b>228,821</b>	336,164

The notes on pages 53 to 127 are an integral part of these consolidated financial statements.

# Notes to the Consolidated Financial Statements

## 1 General information

The Company was incorporated in the Cayman Islands on 6 October 2015 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, Cayman Islands.

The Company is an investment holding company and its subsidiaries provide marine construction services, auxiliary marine related services and general construction contracting services. The Company's shares are listed on the Main Board of the Stock Exchange of Hong Kong Limited (the "Stock Exchange").

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 have been prepared in accordance with all applicable Hong Kong Financial Reporting Standards ("HKFRS") and requirements of the Hong Kong Companies Ordinance (Cap. 622). The consolidated financial statements have been prepared under the historical cost convention.

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

#### (a) Adoption of new standards, interpretation and amendments to standards

The Group has adopted the following new standard, improvements, interpretation and amendments to standards which are relevant to the Group's operations and are mandatory for the financial year beginning on 1 January 2020:

Conceptual Framework for Financial Reporting 2018	Revised Conceptual Framework for Financial Reporting
HKAS 1 and HKAS 8 (Amendments)	Definition of Material
HKAS 39, HKFRS 7 and HKFRS 9 (Amendments)	Hedge Accounting
HKFRS 3 (Amendments)	Definition of a Business
HKFRS 16 (Amendments)	Covid-19 Related Rent Concession

The adoption of the amendments listed above did not have any impact on the amounts recognised in prior periods and are not expected to significantly affect the current or future periods.

# Notes to the Consolidated Financial Statements (continued)

## 2 Summary of significant accounting policies (Continued)

### 2.1 Basis of preparation (Continued)

- (b) New standard, revised framework and amendments to standards which are not yet effective  
The following are new standard, revised framework and amendments to standards that have been published and are mandatory for the Group's accounting periods beginning on or after 1 January 2021 or later periods, but have not been early adopted by the Group:

HKAS 39, HKFRS 4, HKFRS 7, HKFRS 9 and HKFRS 16 (Amendments) Accounting Guideline 5 (Revised)	Interest Rate Benchmark Reform – Phase 2 <sup>(1)</sup>  Revised Accounting Guideline 5 Merger Accounting for Common Control Combinations <sup>(2)</sup>
Annual Improvements Project (Amendments) HKAS 16 (Amendments)	Annual Improvements to HKFRSs 2018-2020 <sup>(2)</sup> Property, Plant and Equipment – Proceeds before Intended Use <sup>(2)</sup>
HKAS 37 (Amendments) HKFRS 3 (Amendments) HKAS 1 (Amendments) Hong Kong Interpretation 5 (2020)	Onerous contracts – Costs of Fulfilling a Contract <sup>(2)</sup> Reference to the Conceptual Framework <sup>(2)</sup> Classification of Liabilities as Current or Non-current <sup>(3)</sup> Hong Kong Interpretation 5 (2020) Presentation of Financial Statements – Classification by the Borrower of a Term Loan that Contains a Repayment on Demand Clause (HK Int 5 (2020)) <sup>(3)</sup>
HKFRS 17 HKFRS 10 and HKAS 28 (Amendments)	Insurance Contracts <sup>(3)</sup> Sale or Contribution of Assets between an Investor and its Associate or Joint Venture <sup>(4)</sup>

<sup>(1)</sup> Effective for the accounting period beginning on 1 January 2021

<sup>(2)</sup> Effective for the accounting period beginning on 1 January 2022

<sup>(3)</sup> Effective for the accounting period beginning on 1 January 2023

<sup>(4)</sup> Effective date to be determined

The Group will apply the above new standard, revised framework and amendments to standards when they become effective. No new standard, revised framework and amendments to standards is expected to have a significant effect on the consolidated financial statements of the Group.

### 2.2 Principles of consolidation and equity accounting

#### (a) Subsidiaries

Subsidiaries are all 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).

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.

# Notes to the Consolidated Financial Statements (continued)

## 2 Summary of significant accounting policies (Continued)

### 2.2 Principles of consolidation and equity accounting (Continued)

(a) Subsidiaries (Continued)

Non-controlling interests in the results and equity of subsidiaries are shown separately in the consolidated statement of comprehensive income, consolidated statement of changes in equity and consolidated balance sheet respectively.

(b) Joint arrangement

Under HKFRS 11 Joint Arrangements investments in joint arrangements are classified as either joint operations or joint ventures. The classification depends on the contractual rights and obligations of each investor, rather than the legal structure of the joint arrangement. The Group has both joint operations and joint ventures.

**Joint operations**

The Group recognises its direct right to the assets, liabilities, revenues and expenses of joint operations and its share of any jointly held or incurred assets, liabilities, revenues and expenses. These have been incorporated in the financial statements under the appropriate headings. Details of the joint operation are set out in note 23.

**Joint ventures**

Interests in joint ventures are accounted for using the equity method (see (c) below), after initially being recognised at cost in the consolidated balance sheet.

(c) Equity accounting

Under the equity method of accounting, the investments are initially recognised at cost and adjusted thereafter to recognise the Group's share of the post-acquisition profits or losses of the investee in the consolidated statement of profit or loss, and the Group's share of movements in other comprehensive income of the investee in the other comprehensive income. Dividend received or receivable from associated companies are recognised as a reduction in the carrying amount of the investment.

When the Group's share of losses in an equity-accounted investment equals or exceeds its interest in the entity, including any other unsecured long-term receivables, the Group does not recognise further losses, unless it has incurred obligations or made payments on behalf of the other entity.

Unrealised gains on transactions between the Group and its associated companies are eliminated to the extent of the Group's interest in these entities. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred. Accounting policies of equity accounted investees have been changed where necessary to ensure consistency with the policies adopted by the Group.

The carrying amount of equity-accounted investments is tested for impairment in accordance with the policy described in note 2.10.



# Notes to the Consolidated Financial Statements (continued)

## 2 Summary of significant accounting policies (Continued)

### 2.2 Principles of consolidation and equity accounting (Continued)

(d) Change in ownership interests

The Group treats transactions with non-controlling interests that do not result in a loss of control as transactions with equity owners of the Group. A change in ownership interest results in an adjustment between the carrying amounts of the controlling and non-controlling interests to reflect their relative interests in the subsidiary. Any difference between the amount of the adjustment to non-controlling interests and any consideration paid or received is recognised in a separate reserve within equity attributable to owners of the Company.

When the Group ceases to consolidate or equity account for an investment because of a loss of control or significant influence, any retained interest in the entity is remeasured to its fair value with the change in carrying amount recognised in the consolidated statement of comprehensive income. This fair value becomes the initial carrying amount for the purposes of subsequently accounting for the retained interest as an associated company, joint venture or financial asset. In addition, any amounts previously recognised in other comprehensive income in respect of that entity are accounted for as if the Group had directly disposed of the related assets or liabilities. This may mean that amounts previously recognised in other comprehensive income are reclassified to the consolidated statement of profit or loss or transferred to another category of equity as specified/permitted by applicable HKFRSs.

If the ownership interest in an associated company is reduced but significant influence is retained, only a proportionate share of the amounts previously recognised in other comprehensive income are reclassified to the consolidated statement of profit or loss where appropriate.

### 2.3 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
- liabilities incurred to the former owners of the acquired business
- equity interests issued by the Group
- fair value of any asset or liability resulting from a contingent consideration arrangement, and
- 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.

# Notes to the Consolidated Financial Statements (continued)

## 2 Summary of significant accounting policies (Continued)

### 2.3 Business combinations (Continued)

Acquisition-related costs are expensed as incurred.

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 the consolidated statement of profit or loss as a bargain purchase.

Contingent consideration payable is classified either as equity or a financial liability. Amounts classified as a financial liability are subsequently remeasured to fair value with changes in fair value recognised in the consolidated statement of profit or loss.

If the business combination is achieved in stages, the acquisition date carrying value of the acquirer's previously held equity interest in the acquiree is remeasured to fair value at the acquisition date. Any gains or losses arising from such remeasurement are recognised in the consolidated statement of profit or loss.

### 2.4 Separate financial statements

Investments in subsidiaries are accounted for at cost less impairment. Cost includes direct attributable costs of investments. 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.

### 2.5 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 make strategic decisions.

# Notes to the Consolidated Financial Statements (continued)

## 2 Summary of significant accounting policies (Continued)

### 2.6 Foreign currency translation

(a) Functional and presentation currency

Items included in the consolidated 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 or valuation where items are re-measured. 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 consolidated statement of profit or loss.

All foreign exchange gains and losses are presented in the consolidated statement of profit or loss within 'other gains/(losses), net'.

(c) Group companies

The results and financial position of all the Group entities (none of which has the currency of a 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 the 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.

Goodwill and fair value adjustments arising on the acquisition of a foreign entity are treated as assets and liabilities of the foreign entity and translated at the closing rate.

# Notes to the Consolidated Financial Statements (continued)

## 2 Summary of significant accounting policies (Continued)

### 2.7 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 items.

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 item will flow to the Group and the cost of the item can be measured reliably. The carrying amount of the replaced part is derecognised. All other repairs and maintenance are charged in the consolidated statement of 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:

Buildings	35 years
Vessels	20 years
Machinery and equipment	3–10 years
Furniture and fixtures	5 years
Motor vehicles	5–10 years
Office equipment	3–10 years

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

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

### 2.8 Investment properties

Investment property is an interest in land and buildings held to earn rental income and/or for capital appreciation, rather than for use in the production or supply of goods or services or for administrative purposes; or for sale in the ordinary course of business. The Group has adopted the cost model under HKAS 40 to account for its investment property and such property is stated at cost less depreciation and any impairment losses.

Depreciation is calculated on the straight-line basis to write off the cost of the investment property to its residual value over its estimated useful life. Depreciation of investment properties is calculated using the straight-line method to allocate their costs to their residual values over the estimated useful lives of 35 years.

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

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

## Notes to the Consolidated Financial Statements (continued)

### 2 Summary of significant accounting policies (Continued)

#### 2.9 Intangible assets

##### (a) Goodwill

Goodwill arises from the acquisition of subsidiaries and represents the excess of the consideration transferred, the amount of any non-controlling interest in the acquiree and the acquisition-date fair value of any previous equity interest in the acquiree over the fair value of the identifiable net assets acquired.

For the purpose of impairment testing, goodwill acquired in a business combination is allocated to each of the cash generating units ("CGUs"), or groups of CGUs, that is expected to benefit from the synergies of the combination. Each CGU or group of CGUs to which the goodwill is allocated represents the lowest level within the entity at which the goodwill is monitored for internal management purposes. Goodwill is monitored at the operating segment level.

Goodwill impairment reviews are undertaken at least annually or if events or changes in circumstances indicate a potential impairment. The carrying value of the CGU containing the goodwill is compared to the recoverable amount, which is the higher of value in use and the fair value less costs of disposal. Any impairment is recognised immediately as an expense and cannot be subsequently reversed.

##### (b) Other intangible assets

Intangible assets other than goodwill are measured initially at cost or, if acquired in a business combination, fair value at the acquisition date. An intangible asset with a finite useful life is amortised on a straight-line basis over its useful life and carried at cost less accumulated amortisation and accumulated impairment losses.

Amortisation is calculated using the straight-line method to allocate their costs to their residual values over the estimated useful lives, as follows:

Licenses	10 years
Software	2–4 years

#### 2.10 Impairment of non-financial assets

Goodwill that has an indefinite useful life is not subject to amortisation and is tested annually for impairment, or more frequently if events or changes in circumstances indicate that it might be impaired. Other assets are tested 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 inflows which are largely independent of the cash inflows from other assets or group of assets (cash-generating units). Non-financial assets other than goodwill that suffered an impairment are reviewed for possible reversal of the impairment at each reporting period.

# Notes to the Consolidated Financial Statements (continued)

## 2 Summary of significant accounting policies (Continued)

### 2.11 Inventories

Inventories comprise building materials and are stated at the lower of cost and net realisable value.

Cost is determined using the first-in, first-out (“FIFO”) basis, comprises all costs of purchase, costs of conversion and other costs incurred in bringing the inventories to their present location and condition. Net realisable value is the estimated selling price in the ordinary course of business, less estimated costs necessary to make the sale.

### 2.12 Investments and other financial assets

#### (i) Classification

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

- those to be measured subsequently at fair value (either through OCI or through profit or loss), 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.

For assets measured at fair value, gains and losses will either be recorded in profit or loss or 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 fair value through other comprehensive income (FVOCI).

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

#### (ii) Recognition and derecognition

Regular way 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.

#### (iii) 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 costs of financial assets carried at FVPL are expensed in profit or loss.

Financial assets with embedded derivatives are considered in their entirety when determining whether their cash flows are solely payment of principal and interest.

# Notes to the Consolidated Financial Statements (continued)

## 2 Summary of significant accounting policies (Continued)

### 2.12 Investments and other financial assets (Continued)

#### (iii) Measurement (Continued)

##### **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. The Group classifies its debt instruments into the following category:

**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 profit or loss and presented in "other gains/(losses), net" together with foreign exchange gains and losses. Impairment losses are presented as separate line item in the consolidated statement of profit or loss.

#### (iv) Impairment

The Group assesses on a forward-looking basis the expected credit losses associated with its debt instruments carried at amortised. The impairment methodology applied depends on whether there has been a significant increase in credit risk.

For trade and retention 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, see notes 21 and 22 for further details.

### 2.13 Offsetting financial instruments

Financial assets and liabilities are offset and the net amount reported in the balance sheet when there is 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 legally enforceable right must not be contingent on future events and must be enforceable in the normal course of business and in the event of default, insolvency or bankruptcy of the Company or the counterparty.

### 2.14 Trade and other receivables

Trade receivables are amounts due from customers in the ordinary course of business. If collection of trade and other receivable is expected in one year or less (or in the normal operating cycle of the business if longer), they are classified as current assets. If not, they are presented as non-current assets.

Trade receivables are recognised initially at the amount of 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 of collecting the contractual cash flows and therefore measures them subsequently at amortised cost using the effective interest method less provision for impairment.

When a trade receivable is uncollectible, it is written off against the allowance account for trade receivables. Subsequent recoveries of amounts previously written off are credited against "administrative expenses" in the consolidated statement of profit or loss.

# Notes to the Consolidated Financial Statements (continued)

## 2 Summary of significant accounting policies (Continued)

### 2.15 Cash and cash equivalents

In the consolidated statement of cash flows, cash and cash equivalents include cash at bank and deposits held at call with banks with original maturity of three months or less.

### 2.16 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.

### 2.17 Trade and other payables

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

### 2.18 Borrowings

Borrowings are initially recognised at fair value, net of transaction costs incurred. Borrowings are subsequently carried at amortised cost; any difference between the proceeds (net of transaction costs) and the redemption value is recognised in the consolidated statement of 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 prepayment for liquidity services and amortised over the period of the facility to which it relates.

Borrowings are removed from the balance sheet when the obligation specified in the contract is discharged, cancelled or expired. The difference between the carrying amount of a financial liability that has been extinguished or transferred to another party and the consideration paid, including any non-cash assets transferred or liabilities assumed, is recognised in profit or loss as finance costs.

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 end of reporting period.



# Notes to the Consolidated Financial Statements (continued)

## 2 Summary of significant accounting policies (Continued)

### 2.19 Borrowing costs

General and specific borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets, until such time as the assets are substantially ready for their intended use or sale.

All other borrowing costs are recognised in the consolidated statement of profit or loss in the period in which they are incurred.

### 2.20 Current and deferred income tax

The income tax expense or credit for the period is the tax payable on the current period'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 end of the reporting period in the places where the Company's subsidiaries operate and generate 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, 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 substantively 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.

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 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 consolidated statement of 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.

# Notes to the Consolidated Financial Statements (continued)

## 2 Summary of significant accounting policies (Continued)

### 2.21 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) 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.

(c) 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 at the earlier of the following dates: (a) when the group can no longer withdraw the offer of those benefits; and (b) when the entity recognises costs for a restructuring that is within the scope of HKAS 37 and involves the payment of termination benefits. 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.

### 2.22 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.

# Notes to the Consolidated Financial Statements (continued)

## 2 Summary of significant accounting policies (Continued)

### 2.23 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.

### 2.24 Revenue recognition

(a) Provision of marine construction services and general construction services

Revenue from the marine construction services and general construction services is recognised over time as the Group's performance creates or enhances an asset or work in progress that the customer controls as the asset is created or enhanced. The Group has applied the input method in recognising the revenue from construction contracts over time by reference to the Group's efforts or inputs to the satisfaction on a performance obligation relative to the total expected inputs to the satisfaction of the performance obligation. The Group considers the input method better depicts the Group's performance in transferring control of goods or services to their customers.

For contracts that contain variable consideration (variation order of construction work), the Group estimates the amount of consideration to which it will be entitled using the most likely amount.

The estimated amount of variable consideration is included in the transaction price only to the extent that is highly probable that such an inclusion will not result in a significant revenue reversal in the future when the uncertainty associated with the variable consideration is subsequently resolved.

When there is change in circumstances, the Group updates the estimated transaction price (including updating its assessment of whether an estimate of variable consideration is constrained) to better predict the circumstances present at the end of the reporting period and the changes in circumstances during the year.

# Notes to the Consolidated Financial Statements (continued)

## 2 Summary of significant accounting policies (Continued)

### 2.24 Revenue recognition (Continued)

(b) Provision of auxiliary marine related services

The Group provides auxiliary marine related services. Revenue is recognised over time when the relevant services are rendered and the Group's performance provide all of the benefits received and consumed simultaneously by the customers.

(c) Contract assets and contract liabilities

Upon entering into a contract with a customer, the Group obtains rights to receive consideration from the customer and assume performance obligations to transfer goods or services to the customer. The combination of those rights and performance obligations give rise to a net asset or net liability depending on the relationship between the remaining rights and the performance obligations. The contract is an asset and recognised as contract assets if the measure of the remaining conditional rights to consideration exceeds the satisfied performance obligations. Conversely, the contract is a liability and recognised as contract liabilities if consideration received (or an amount of consideration is due) from the customer exceed the measure of the remaining unsatisfied performance obligations. In the consolidated balance sheet, the contract assets mainly consist of unbilled revenue arising from the construction contracts. Contract liabilities mainly consist of the Group's obligations to transfer the control of performance obligation to the customers for which the Group has received consideration from the customers.

### 2.25 Interest income

Interest income is recognised using the effective interest method. When a loan and receivable is impaired, the Group reduces the carrying amount to its recoverable amount, being the estimated future cash flow discounted at the original effective interest rate of the instrument, and continues unwinding the discount as interest income. Interest income on impaired loans and receivables is recognised using the original effective interest rate.

### 2.26 Earnings per share

(a) 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; and
- 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.

# Notes to the Consolidated Financial Statements (continued)

## 2 Summary of significant accounting policies (Continued)

### 2.26 Earnings per share (Continued)

(b) 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.

### 2.27 Leases

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. However, for leases of real estate for which the group is a lessee, it 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;
- variable lease payment 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.

# Notes to the Consolidated Financial Statements (continued)

## 2 Summary of significant accounting policies (Continued)

### 2.27 Leases (Continued)

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

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.

To determine the incremental borrowing rate, the Group:

- where possible, 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
- uses a build-up approach that starts with a risk-free interest rate adjusted for credit risk for leases held by the Group, which does not have recent third party financing, and
- makes adjustments specific to the lease, e.g. term, country, currency and security.

The Group is exposed to potential future increases in variable lease payments based on an index or rate, which are not included in the lease liability until they take effect. When adjustments to lease payments based on an index or rate take effect, the lease liability is reassessed and adjusted against the right-of-use asset.

Lease payments are allocated between principal and finance cost. The finance cost is 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.

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 of equipment and vehicles and all leases of low-value assets are recognised on a straight-line basis as an expense in profit or loss. Short-term leases are leases with a lease term of 12 months or less.

# Notes to the Consolidated Financial Statements (continued)

## 2 Summary of significant accounting policies (Continued)

### 2.27 Leases (Continued)

Lease income from operating leases where the Group is a lessor is recognised in 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 balance sheet 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.

### 2.28 Dividend distribution

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

### 2.29 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.

## 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 cash flow 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) Market risk

(i) **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.

## Notes to the Consolidated Financial Statements (continued)

### 3 Financial risk management (Continued)

#### 3.1 Financial risk factors (Continued)

##### (a) Market risk (Continued)

##### (i) Foreign exchange risk (Continued)

The Group's transactions are mainly denominated in HK\$, United States dollars ("US\$"), Indonesia Rupiah ("IDR"), Renminbi ("RMB"), Vietnamese Dongs ("VND") and Macao Patacas ("MOP"). The majority of assets and liabilities are denominated in HK\$, US\$, IDR, RMB and MOP, and there are no significant assets and liabilities denominated in other currencies. The Group is subject to foreign exchange rate risk arising from future commercial transactions and recognised assets and liabilities which are denominated in a currency other than HK\$, US\$, IDR, RMB or MOP, which are the functional currencies of the major operating companies within the Group. The Group currently does not hedge its foreign currency exposure.

As HK\$ is pegged to US\$ and transactions in US\$ are mainly from certain group companies which functional currency are in HK\$, management believes that the exchange rate risk for translations between HK\$ and US\$ do not have material impact to the Group. Management considered that the foreign exchange risk for MOP is minimal since exchange rate fluctuation was minimal.

At 31 December 2020, if RMB had weakened/strengthened by 5% against the HK\$ with all other variables held constant, post-tax profit for the year would have been approximately HK\$1,073,000 (2019: HK\$2,821,000) higher/lower, mainly as a result of the foreign exchange difference on translation of RMB denominated cash and cash equivalents, trade and retention receivables and trade and retention payables.

At 31 December 2020, if IDR had weakened/strengthened by 5% against the HK\$ with all other variables held constant, post-tax profit for the year would have been approximately HK\$1,520,000 (2019: HK\$3,834,000) lower/higher, mainly as a result of the foreign exchange difference on translation of IDR denominated cash and cash equivalents, trade and retention receivables and trade and retention payables.

At 31 December 2020, if VND had weakened/strengthened by 5% against the HK\$ with all other variables held constant, post-tax profit for the year would have been approximately HK\$148,000 (2019: nil) lower/higher, mainly as a result of the foreign exchange difference on translation of VND denominated cash and cash equivalents, trade and retention receivables and trade and retention payables.

##### (ii) Cash flow interest rate risk

The Group is exposed to interest rate risk as borrowings are carried at variable rates. It is the Group's policy to maintain its borrowings subject to floating rates, and accordingly, the Group has not used any interest rate swaps to hedge its exposure to interest rate risk.

As at 31 December 2020, if the interest rates on borrowings had been 100 basis-points higher/lower with all other variables held constant, pre-tax profit for the year would be HK\$3,458,000 (2019: HK\$1,347,000) lower/higher, mainly as a result of higher/lower interest expense on floating rate borrowings.

##### (b) Credit risk

The Group is exposed to credit risk in relation to its cash and cash equivalents, restricted cash, amounts due from fellow subsidiaries, trade and retention receivables, deposits and other receivables. The Group's maximum exposure to credit risk is the carrying amounts of these financial assets.



## Notes to the Consolidated Financial Statements (continued)

### 3 Financial risk management (Continued)

#### 3.1 Financial risk factors (Continued)

(b) Credit risk (Continued)

(i) **Risk management**

For the year ended 31 December 2020, 70.1% (2019: 87.3%) of the Group's revenue was derived from its top five customers. As at 31 December 2019, the Group had concentration of credit risk as 86.2% (2019: 87.0%) of the total trade receivables were due from the Group's five (2019: five) customers.

Top five customers mainly include subsidiaries of state-owned enterprises, government authority and other construction companies. To manage this risk, management has monitoring procedures to ensure that follow-up action is taken to recover overdue debts. In addition, management reviews regularly the recoverable amount of each individual trade and retention receivable to ensure that adequate impairment provision is made for the irrecoverable amounts.

The credit risk on deposits with bank is limited because deposits are in banks with sound credit ratings and good payment history.

For other receivables, the Group assessed the credit quality of the counter parties by taking into account their financial position, credit history and other factors. Management also regularly reviews the recoverability of these receivables and follow up the disputes or amounts overdue, if any. The directors are of the opinion that the risk of default by counter parties is low.

The Group considers the probability of default upon initial recognition of asset and whether there has been a significant increase in credit risk on an ongoing basis throughout each reporting period. To assess whether there is a significant increase in credit risk the Group compares the risk of a default occurring on the asset as at the reporting date with the risk of default as at the date of initial recognition. It considers available reasonable and supportive forward-looking information. Especially the following indicators are incorporated:

- internal credit rating
- external credit rating
- actual or expected significant adverse changes in business, financial or economic conditions that are expected to cause a significant change to the counterparty's ability to meet its obligations
- significant changes in actual or expected performance and behaviour of the customer, including changes in the payment status of customer in the Group and changes in the operating results of the customer.

# Notes to the Consolidated Financial Statements (continued)

## 3 Financial risk management (Continued)

### 3.1 Financial risk factors (Continued)

#### (b) Credit risk (Continued)

##### (i) Risk management (Continued)

The Group uses four categories for those receivables which reflect their credit risk and how the loss provision is determined for each of those categories. These internal credit risk ratings are aligned to external credit ratings.

The Group's internal credit risk grading assessment comprises the following categories:

Category	Description	Basis for recognition of expected credit loss
Performing	The counterparty has a low risk of default and does not have any past-due amounts	12 month expected losses. Where the expected lifetime of an asset is less than 12 months, expected losses are measured at its expected lifetime
Underperforming	Debtor frequently repays after due dates but usually settle after due date	Lifetime expected losses
Non-performing	There has been a significant increase in credit risk since initial recognition through information developed internally or external resources	Lifetime expected losses
Write-off	There is evidence indicating that the debtor is in severe financial difficulty and the Group has no realistic prospect of recovery	Asset is written off

##### (ii) Impairment of financial assets

###### Trade and retention receivables, contract assets and amounts due from fellow subsidiaries

The Group applies the HKFRS 9 simplified approach to measuring expected credit losses which uses a lifetime loss allowance for all trade and retention receivables, contract assets and amounts due from fellow subsidiaries.

To measure the expected credit losses, trade and retention receivables, contract assets and amounts due from fellow subsidiaries have been grouped based on shared credit risk characteristics by different sectors of the customers. The expected loss rates are based on the historical credit loss rate of relevant market players within the year. The historical loss rates are adjusted to reflect current and forward-looking information on macroeconomic factors affecting the ability of the customers to settle the receivables.

## Notes to the Consolidated Financial Statements (continued)

### 3 Financial risk management (Continued)

#### 3.1 Financial risk factors (Continued)

(b) Credit risk (Continued)

(ii) *Impairment of financial assets (Continued)*

**Trade and retention receivables, contract assets and amounts due from fellow subsidiaries (Continued)**

As at 31 December 2020, the expected credit losses of these collectively assessed trade and retention receivables, contract assets and amounts due from fellow subsidiaries were HK\$7,935,000, HK\$7,873,000 and HK\$508,000 respectively based on expected loss rates ranging from 0.77%–1.76% applied on different customer sectors.

The closing loss allowance for trade and retention receivables, contract assets and amounts due from fellow subsidiaries as at 31 December 2020 reconcile to the opening loss allowance as follows:

	Trade and retention receivables HK\$'000	Contract assets HK\$'000	Amounts due from fellow subsidiaries HK\$'000
<b>At 1 January 2019</b>	7,802	3,280	—
Increase in loss allowance recognised in profit or loss during the year	1,073	970	—
<b>At 31 December 2019 and 1 January 2020</b>	<b>8,875</b>	<b>4,250</b>	<b>—</b>
Acquisition of a subsidiary (note 29)	<b>2,311</b>	<b>4,237</b>	<b>—</b>
(Decrease)/increase in loss allowance recognised in profit or loss during the year	<b>(3,429)</b>	<b>(1,024)</b>	<b>481</b>
Exchange difference	<b>178</b>	<b>410</b>	<b>27</b>
<b>At 31 December 2020</b>	<b>7,935</b>	<b>7,873</b>	<b>508</b>

Trade and retention receivables and contract assets and amounts due from fellow subsidiaries are written off when there is no reasonable expectation of recovery. Indicators that there is no reasonable expectation of recovery include the failure of a debtor to engage in a repayment plan with the Group.

Impairment losses on trade and retention receivables and contract assets are presented as net impairment losses within operating profit. Subsequent recoveries of amounts previously written off are credited against the same line item.

## Notes to the Consolidated Financial Statements (continued)

### 3 Financial risk management (Continued)

#### 3.1 Financial risk factors (Continued)

(b) Credit risk (Continued)

(ii) *Impairment of financial assets (Continued)*

**Other financial assets at amortised cost**

For other financial assets at amortised cost, including deposits and other receivables, the expected credit loss is based on 12 months expected loss. It is the portion of lifetime expected credit loss that results from default events on a financial instrument that are possible within 12 months after the reporting date. However, when there has been a significant increase in credit risk since origination, the allowance will be based on the lifetime expected credit loss. As at 31 December 2020, the expected credit losses of these collectively assessed deposits and other receivables were HK\$1,028,000 based on expected loss rates approximately to 1.76% applied on counterparties' sectors.

There is no loss allowance for cash and cash equivalents, restricted cash, pledged deposits and short-term bank deposits as at 31 December 2020.

The closing loss allowance for other financial assets at amortised cost as at 31 December 2020 reconcile to the opening loss allowance as follows:

	2020 HK\$'000	2019 HK\$'000
<b>At 1 January</b>	—	—
Increase in loss allowance recognised in profit or loss during the year	1,002	—
Exchange difference	26	—
<b>At 31 December</b>	1,028	—

(c) 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.

Prudent liquidity risk management implies maintaining sufficient cash and bank balances. The Group's liquidity risk is further mitigated through the availability of financing through its own cash resources and the availability of banking facilities to meet its financial commitments. In the opinion of the directors, the Group does not have any significant liquidity risk.

## Notes to the Consolidated Financial Statements (continued)

### 3 Financial risk management (Continued)

#### 3.1 Financial risk factors (Continued)

##### (c) Liquidity risk (Continued)

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 dates during the year). 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.

	On demand and less than 1 year HK\$'000	Between 1 and 2 years HK\$'000	Between 2 and 5 years HK\$'000	Total HK\$'000
<b>As at 31 December 2020</b>				
Trade and retention payables	505,604	141,857	4,761	652,222
Accruals and other payables	45,273	—	—	45,273
Lease liabilities	1,182	689	342	2,213
Bank loans and interest payments	315,571	12,397	22,789	350,757
Loan from an intermediate holding company	3,940	103,940	—	107,880
Amount due to a related company	98	—	—	98
Amount due to non-controlling interests	1,043	—	—	1,043
	On demand and less than 1 year HK\$'000	Between 1 and 2 years HK\$'000	Between 2 and 5 years HK\$'000	Total HK\$'000
<b>As at 31 December 2019</b>				
Trade and retention payables	28,531	2,034	23,417	53,982
Accruals and other payables	2,970	—	—	2,970
Lease liabilities	3,221	148	—	3,369
Long-term bank loans and interest payments	107,008	—	—	107,008
Short-term bank loans and interest payments	30,369	—	—	30,369
Loan from an intermediate holding company	103,575	—	—	103,575
Amount due to a related company	4,882	—	—	4,882

## Notes to the Consolidated Financial Statements (continued)

### 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 debt to equity ratio. The debt to equity ratio is calculated as net debt divided by total equity. Net debt is calculated as borrowings and loan from an intermediate holding company less cash and cash equivalents, time deposits, restricted cash and pledged bank deposits. The debt to equity ratios as at 31 December 2020 and 2019 are as follows:

	2020 HK\$'000	2019 HK\$'000
Borrowings (note 28)	345,846	135,483
Loan from an intermediate holding company (note 34(c))	100,000	100,000
Less: cash and cash equivalents, time deposits with maturity over 3 months, restricted cash and pledged bank deposits (note 24)	(277,881)	(367,715)
Net debt/(assets)	167,965	(132,232)
Total equity	554,872	517,002
Debt to equity ratio	30.3%	N/A

#### 3.3 Fair value estimation

The carrying amount of the Group's financial assets and liabilities, including cash and cash equivalents, time deposits, restricted cash, pledged bank deposits, trade and retention receivables, deposits and other receivables, amounts due from fellow subsidiaries and trade and retention payables, other payables, amount due to a related company, loan from an intermediate holding company and borrowings approximate their fair values, which either due to their short-term maturities, or that they are subject to floating rates.

## Notes to the Consolidated Financial Statements (continued)

**3 Financial risk management (Continued)****3.4 Financial instruments by category**

	2020 HK\$'000	2019 HK\$'000
<b>Financial assets at amortised cost</b>		
Trade and retention receivables, deposits and other receivables	467,837	255,709
Amounts due from fellow subsidiaries	50,305	—
Time deposits with maturity over 3 months	23,847	8,351
Pledged bank deposits	23,700	23,200
Restricted cash	1,513	—
Cash and cash equivalents	228,821	336,164
Total	796,023	623,424
<b>Financial liabilities at amortised cost</b>		
Trade and retention payables, accruals and other payables	697,495	56,992
Loan from an intermediate holding company	100,000	100,000
Amount due to a related company	98	4,882
Amount due to non-controlling interest	1,043	—
Lease liabilities	2,048	3,153
Borrowings	345,846	135,483
Total	1,146,530	300,510

# Notes to the Consolidated Financial Statements (continued)

## 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.

### (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 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.

In addition, significant judgement is required to assess the recoverability of contract costs incurred as a result of difference between the amount applied to and the amount certified by the main contractor.

The progress towards complete satisfaction of the performance obligation is measured by reference to the proportion of contract cost incurred for work performed to date bear to the estimated total construction costs. 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 period. 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 progresses. Management regularly reviews the progress of the contracts and the corresponding costs of the contract.



## Notes to the Consolidated Financial Statements (continued)

### 4 Critical accounting estimates and judgements (Continued)

#### (b) Impairment of trade and retention receivables and contract assets

The loss allowances for trade and retention receivables and contract assets are based on assumptions about risk of default and expected loss rates. The Group uses judgement in making these assumptions and selecting the inputs to the impairment calculation, based on the customers' past default history, existing market conditions as well as forward-looking estimates at the end of each reporting period. Details of the key assumptions and inputs used are disclosed in note 3.1(b).

#### (c) Valuation of net identifiable assets arising from the business combination

The Group completed the acquisition of Qingdao Dongjie Construction Engineering Co., Ltd. on 17 January 2020. Management of the Group has engaged an independent valuer to assist in performing the purchase price allocation assessment on the fair values of assets acquired and liabilities assumed as at the acquisition date.

Significant management judgements were involved in the valuation methodology and underlying assumptions of the valuation of purchase price allocation, including sales volume, sales growth rate, royalty rate and discount rate used to determine the fair values of the licenses.

Had the Group used different inputs or assumptions, other identifiable assets acquired and liabilities assumed and the goodwill recognised would be different and thus cause impact to the consolidated balance sheet. Details of the business combination are disclosed in note 29.

#### (d) Impairment test of goodwill

The Group tests whether goodwill has suffered any impairment on an annual basis. For the 2020 reporting period, the recoverable amount of cash-generating unit ("CGU") was determined based on value-in-use calculations which require the use of assumptions. The calculations use cash flow projections based on financial budgets approved by management covering a five-year period.

Cash flows beyond the five-year period are extrapolated using the estimated growth rates stated in note 18. These growth rates are consistent with forecasts included in industry reports specific to the industry in which each CGU operates.

Details of impairment charge, key assumptions and impact of possible changes in key assumptions are disclosed in note 18.

## Notes to the Consolidated Financial Statements (continued)

### 5 Revenue and segment information

#### (a) Revenue

	2020 HK\$'000	2019 HK\$'000
Rendering of services, recognised over time		
— Marine construction works	470,773	308,368
— Provision of auxiliary marine related services	257,402	206,709
— Provision of general construction contracting services	737,521	—
	<b>1,465,696</b>	515,077

#### (b) Segment information

The chief operating decision-maker has been identified as the executive directors of the Company. The executive directors regard the Group's business as comprising three operating segments, marine construction works, auxiliary marine related services and general construction contracting services. They review financial information accordingly.

Segment revenue is measured in a manner consistent with that in the consolidated statement of profit or loss.

Segment assets mainly consist of current assets and non-current assets as disclosed in the consolidated balance sheet except for cash and bank balances, income tax recoverable and other corporate assets.

Segment liabilities mainly consist of current liabilities and non-current liabilities as disclosed in the consolidated balance sheet except for income tax payable, deferred tax liabilities, borrowings, amounts due to related parties and certain corporate liabilities.

## Notes to the Consolidated Financial Statements (continued)

## 5 Revenue and segment information (Continued)

## (b) Segment information (Continued)

Profit or loss

	Marine construction works HK\$'000	Provision of auxiliary marine related services HK\$'000	Provision of general construction contracting services HK\$'000	Total HK\$'000
<b>For the year ended 31 December 2020</b>				
Segment revenue from external customers	470,773	257,402	737,521	1,465,696
Segment results	23,111	10,151	20,781	54,043
Unallocated expenses				(12,186)
Reversal of impairment losses on financial assets				2,970
Depreciation of investment properties				(271)
Depreciation of property, plant and equipment				(482)
Depreciation of right-of-use assets				(4,886)
Amortisation of intangible assets				(1,044)
Finance costs, net				(9,765)
Profit before income tax				28,379
Income tax expenses				(12,332)
Profit for the year				16,047
Included in segment results are:				
Depreciation of plant and equipment	(10,210)	(7,723)	(404)	(18,337)

## Notes to the Consolidated Financial Statements (continued)

## 5 Revenue and segment information (Continued)

## (b) Segment information (Continued)

Profit or loss (Continued)

	Marine construction works HK\$'000	Provision of auxiliary marine related services HK\$'000	Provision of general construction contracting services HK\$'000	Total HK\$'000
<b>For the year ended 31 December 2019</b>				
Segment revenue from external customers	308,368	206,709	N/A	515,077
Segment results	43,237	2,739	N/A	45,976
Unallocated expenses				(23,747)
Impairment losses on financial assets				(2,043)
Depreciation of plant and equipment				(1,262)
Depreciation of right-of-use assets				(3,693)
Finance costs, net				(6,363)
Profit before income tax				8,868
Income tax credit				3,220
Profit for the year				12,088
Included in segment results are:				
Depreciation	(10,010)	(6,555)	N/A	(16,565)

## Notes to the Consolidated Financial Statements (continued)

## 5 Revenue and segment information (Continued)

## (b) Segment information (Continued)

## Assets

	Marine construction works HK\$'000	Provision of auxiliary marine related services HK\$'000	Provision of general construction contracting services HK\$'000	Total HK\$'000
<b>At 31 December 2020</b>				
Segment assets	295,208	192,857	959,782	1,447,847
Unallocated assets				305,983
Total assets				1,753,830
Additions to non-current assets	52,566	—	3,173	55,739
	Marine construction works HK\$'000	Auxiliary marine related services HK\$'000	General construction contracting services HK\$'000	Total HK\$'000
<b>At 31 December 2019</b>				
Segment assets	297,619	223,509	N/A	521,128
Unallocated assets				407,299
Total assets				928,427
Additions to non-current assets	10,384	—	N/A	10,384

The information provided to chief operating decision maker with respect to total assets are measured in a manner consistent with that of the consolidated financial statements. These assets are allocated based on the operations of the segment.

## Notes to the Consolidated Financial Statements (continued)

## 5 Revenue and segment information (Continued)

## (b) Segment information (Continued)

Liabilities

	Marine construction works HK\$'000	Provision of auxiliary marine related services HK\$'000	Provision of general construction contracting services HK\$'000	Total HK\$'000
<b>At 31 December 2020</b>				
Segment liabilities	43,510	448	668,277	712,235
Borrowings				345,846
Loan from an intermediate holding company				100,000
Income tax payable				11,881
Deferred tax liabilities				16,118
Unallocated liabilities				12,878
Total liabilities				1,198,958
<b>At 31 December 2019</b>				
Segment liabilities	144,511	858	N/A	145,369
Borrowings				135,483
Loan from an intermediate holding company				100,000
Income tax payable				5,831
Deferred tax liabilities				9,156
Unallocated liabilities				15,586
Total liabilities				411,425

## Notes to the Consolidated Financial Statements (continued)

### 5 Revenue and segment information (Continued)

#### (b) Segment information (Continued)

The Group's revenue from external customers attributable to the countries from which the Group derives revenue based on marine construction works, provision of general construction contracting services and auxiliary marine related services.

Revenue from external customers

	Year ended 31 December	
	2020 HK\$'000	2019 HK\$'000
Cambodia	12,481	—
Hong Kong	1,013	45,560
Indonesia	159	479
Macao	471,343	286,034
Mainland China	737,521	—
Pakistan	117,021	83,622
Philippines	—	4,783
Vietnam	126,158	94,599
	<b>1,465,696</b>	515,077

The Group's information about its non-current assets including property, plant and equipment and investment properties located in the country of domicile are detailed below:

Non-current assets

(i) Based on countries of domicile of companies holding the assets:

	As at 31 December	
	2020 HK\$'000	2019 HK\$'000
Hong Kong	206,235	190,812
Indonesia	9,971	10,718
Macao	10,146	3,117
Mainland China	23,917	—
Malaysia	6	10
	<b>250,275</b>	204,657

# Notes to the Consolidated Financial Statements (continued)

## 5 Revenue and segment information (Continued)

### (b) Segment information (Continued)

Non-current assets (Continued)

(ii) Based on physical location of the assets:

	As at 31 December	
	2020 HK\$'000	2019 HK\$'000
Hong Kong	104,158	121,927
Indonesia	9,971	10,718
Macao	78,763	9,128
Mainland China	30,323	13,653
Malaysia	6	10
Pakistan	24,904	27,802
Philippines	2,150	14,877
Vietnam	—	6,542
	<b>250,275</b>	204,657

### (c) Information about major customers

Revenue from customers contributing over 10% of the total revenue of the Group is as follows:

	2020 HK\$'000	2019 HK\$'000
Customer A	308,139	225,974
Customer B	270,098	N/A <sup>(a)</sup>
Customer C	200,294	N/A <sup>(a)</sup>
Customer D	N/A <sup>(a)</sup>	94,599
Customer E	N/A <sup>(a)</sup>	60,060

(a) The corresponding customers did not contribute over 10% of the total revenue of the Group for the specific year.



## Notes to the Consolidated Financial Statements (continued)

**6 Other gains/(losses), net**

	2020 HK\$'000	2019 HK\$'000
Gains on disposal of plant and equipment	2,143	1,827
Government grant (note)	3,425	—
Foreign exchange losses, net	(7,127)	(7,480)
Rental income from investment properties (note 15)	248	—
Rental concession	36	—
Gain on disposal of a right-of-use asset	16	—
Gain from sale of scrap materials	1,521	522
	<b>262</b>	<b>(5,131)</b>

Note: Government grants mainly related to wage support from the government in Hong Kong in respect of the COVID-19 pandemic. There were no unfulfilled condition and other contingencies attached to the receipts of those subsidies.

## Notes to the Consolidated Financial Statements (continued)

### 7 Expenses by nature

	2020 HK\$'000	2019 HK\$'000
Cost of providing services		
Consultancy and design fee	3,336	12,971
Depreciation of property, plant and equipment (note 14)	18,418	17,582
Insurance	6,032	7,011
Materials	469,996	173,465
Subcontracting charges	455,752	76,214
Staff costs (note (a))	204,546	54,577
Lease expenses relating to short-term lease of machineries and equipment (note 17)	112,412	49,582
Repair and maintenances	19,475	15,296
Transportation	12,022	19,210
Site expenses	21,589	5,094
Customs duties	14,133	7,769
Others	41,360	26,460
	<b>1,379,071</b>	465,231
Other administrative expenses		
Staff costs, including directors' emoluments (note (a))	22,615	9,733
Auditors' remuneration		
— Audit services	2,330	1,680
— Non-audit services	2,054	1,606
Depreciation of property, plant and equipment (note 14)	401	245
Depreciation of right-of-use assets (note 17)	4,886	3,693
Depreciation of investment properties (note 15)	271	—
Amortisation of intangible assets (note 19)	1,044	—
Leases expenses relating to short-term leases and leases of low-value assets (note 17)	1,046	183
Professional fee — others	8,595	5,164
Entertainment fee	1,179	700
Travelling expense	1,389	1,066
Bank charges	1,425	227
Others	4,478	3,144
	<b>51,713</b>	27,441
Total cost of sales and administrative expenses	<b>1,430,784</b>	492,672

## Notes to the Consolidated Financial Statements (continued)

## 7 Expenses by nature (Continued)

Note (a):

	2020 HK\$'000	2019 HK\$'000
Wages and salaries	221,553	61,923
Pension costs — defined contribution plans (note (i))	4,197	2,300
Other employment benefits	1,411	87
	<b>227,161</b>	64,310
Less: amounts charged to cost of sales	<b>(204,546)</b>	(54,577)
Less: amounts charged to administrative expenses	<b>(22,615)</b>	(9,733)

- (i) 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.

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 Macao.

The Group participates in an employee social security programme (the "Social Security Programme") in Indonesia, providing compensation in the event of working accidents, death, old age, and in case of sickness and hospitalisation. Under the Social Security Programme, the employer is required to contribute a fixed percentage of the employee's salaries every month.

The Group's Subsidiaries in the People's Republic of China (the "PRC") participate in defined contribution retirement benefit plans organised by relevant government authorities for its employees in the PRC and contribute to these plans based on certain percentage of the salaries of the employees on a monthly basis, up to a maximum fixed monetary amount, as stipulated by the relevant government authorities. The government authorities undertake to assume the retirement benefit obligations payable to all existing and future retired employees under these plans. Contributions to these retirement benefits schemes are charged to the consolidated statement of profit or loss as incurred.

The only obligation of the Group with respect to the MPF Scheme, the Social Security Plan and the Social Security Programme is to make the required contributions under the scheme. No forfeited contribution is available to reduce the contribution payable in future year.

## 8 Finance costs, net

	2020 HK\$'000	2019 HK\$'000
Finance income		
— Interest income on bank balances	2,177	418
Finance costs		
— Interest expenses on loan from an intermediate holding company	(3,940)	—
— Interest expenses on bank loans	(7,855)	(6,565)
— Interest expenses on lease liabilities	(147)	(216)
Finance costs, net	<b>(9,765)</b>	(6,363)

## Notes to the Consolidated Financial Statements (continued)

### 9 Income tax expenses/(credit)

The amount of income tax charged/(credited) to the consolidated statement of profit or loss represents:

	2020 HK\$'000	2019 HK\$'000
Hong Kong profits tax		
Under/(Over) provision in prior year	2,616	(5,502)
Deferred income tax (note 26)	(1,335)	(2,499)
People's Republic of China ("PRC") corporate income tax		
Current income tax	4,544	—
Deferred income tax (note 26)	(679)	—
Indonesia income tax		
Withholding income tax	32	15
Macao complementary income tax		
Current income tax	7,314	4,402
Deferred income tax (note 26)	(160)	—
Malaysia corporate income tax		
Under-provision in prior year	—	364
<b>Income tax expenses/(credit)</b>	<b>12,332</b>	<b>(3,220)</b>

- (a) Hong Kong profits tax has been provided at the rate of 16.5% (2019: 16.5%) on the estimated assessable profit for the year.
- (b) Subsidiaries in the PRC are subject to corporate income tax ("CIT") in accordance with the PRC CIT Law. According to the PRC CIT Law and the relevant regulations, the CIT tax rate applicable is 25% unless preferential rates are applicable in the cities where the subsidiaries are located.
- (c) Indonesia income tax is charged through a system of withholding taxes. Companies are required to withhold final income tax for income of construction works performed and interest income from bank deposits. For the year ended 31 December 2020, income tax has been provided at the rate of 20% (2019: 20%) of the interest income from bank deposits.

## Notes to the Consolidated Financial Statements (continued)

### 9 Income tax expenses/(credit) (Continued)

- (d) In performing the works of a certain project in Indonesia, Hong Kong River Engineering Company Limited (“HKR”), a wholly owned subsidiary of the Company, was exposed to branch profits tax (“BPT”) in Indonesia on the basis that HKR was a non-resident carrying out business through a permanent establishment in Indonesia. According to Article 5 of the double taxation agreement between Indonesia and Hong Kong (“DTA”), HKR was regarded as having a permanent establishment in Indonesia since the project involved provision of construction services in Indonesia by HKR exceeding 183 days. During the course of that project between 2011 and 2015, HKR failed to pay branch profit tax in accordance with the Income Tax Law in Indonesia and the DTA, and the aggregate amount of branch profits tax was approximately HK\$1,200,000.

The directors has sought legal advice and the Indonesia legal advisor of the Group was of the opinion that the Indonesia regulation does not provide for and HKR is not in a position to rectify the violation to the Construction Licences Requirement by applying for the required registration retrospectively. Consequently, in the absence of business registration, a non-resident in Indonesia cannot proceed with the application of tax registration and will not have a tax identity to perform tax reporting. As such, HKR has not performed BPT reporting and is not in a position to perform BPT reporting retrospectively.

Notwithstanding that HKR cannot voluntarily perform business registration and tax registration retrospectively, the Directorate General of Taxes of Indonesia (“DGT”) can send HK River an official assessment if the DGT has sufficient information to determine that the Indonesia BPT liability exists. The statutory time bar for DGT to issue a tax assessment is five years from the last date of the relevant tax year and the maximum tax penalties on late reporting is 48%. The maximum amount of the Indonesia BPT including penalty payable by HK River is approximately HK\$118,000 as at 31 December 2019.

No provision has been made in the consolidated financial statements. The directors are of the view that the risk that the DGT has sufficient information to issue an official assessment notice and levy maximum penalty thereon is minimal.

- (e) Macao complementary income tax has been provided at the rate of 12% (2019: 12%) on the estimated assessable profit for the year.

## Notes to the Consolidated Financial Statements (continued)

### 9 Income tax expenses/(credit) (Continued)

The tax on the Group's profit before income tax differs from the theoretical amount that would arise using the tax rate of Hong Kong as follows:

	2020 HK\$'000	2019 HK\$'000
Profit before income tax	28,379	8,868
Calculated at tax rate of 16.5% (2019: 16.5%)	4,682	1,463
Tax effects of:		
Withholding tax	32	15
Effect of different tax rates in other countries	(1,648)	(1,698)
Income not subject to tax*	(5,716)	(5,220)
Expenses not deductible for tax purposes	11,872	7,358
Tax losses for which no deferred income tax asset was recognised	494	—
Under/(over) provision in prior year (note)	2,616	(5,138)
Income tax expenses/(credit)	12,332	(3,220)

\* Include income subject to withholding tax calculated based on revenue from projects instead of assessable profits.

Note: The Group received a tax refund amounting to HK\$5,502,000 during the year ended 31 December 2019 which represents the successful claim of tax credits in relation to prior years.

### 10 Dividends

There is no final dividend proposed to shareholders of the Company for the year ended 31 December 2020 (2019: Nil).

## Notes to the Consolidated Financial Statements (continued)

### 11 Earnings per share

#### (a) Basic

Basic earnings per share is calculated by dividing the profit attributable to equity holders of the Company by the weighted average number of ordinary shares in issue during the respective years.

	2020	2019
Profit attributable to equity holders of the Company (HK\$'000)	13,591	12,088
Weighted average number of ordinary shares for the purpose of calculating basic earnings per share (thousands)	800,000	800,000
Basic earnings per share (HK cents)	1.70	1.51

#### (b) Diluted

Diluted earnings per share is the same as the basic earnings per share as there were no potential dilutive ordinary shares during the year (2019: same).

## Notes to the Consolidated Financial Statements (continued)

## 12 Emoluments for directors and five highest paid individuals

## (a) Directors' emoluments

The emoluments of individual directors of the Company during the year which were included in the staff costs as disclosed in note 7 are set out below:

For the year ended 31 December 2020

	Salaries HK\$'000	Employer's contribution to pension scheme HK\$'000	Fees HK\$'000
<b>Executive directors</b>			
Mr. Cui Qi	1,422	18	1,440
Mr. Ding Hongbin (note i)	1,180	18	1,198
Mr. Jiang Shuang (note ii)	446	9	455
Mr. Yang Zhenshan (note ii)	481	9	490
Mr. Liu Luqiang (note iii)	—	—	—
Mr. Yang Honghai (note v)	—	—	—
	<b>3,529</b>	<b>54</b>	<b>3,583</b>
<b>Non-executive director</b>			
Mr. Wang Xuejun	—	—	—
<b>Independent non-executive directors</b>			
Mr. Cheng Xue Zhan	216	—	216
Mr. Cheung Chi Man Dennis	216	—	216
Ms. Wang Yaping	216	—	216
	<b>648</b>	<b>—</b>	<b>648</b>



## Notes to the Consolidated Financial Statements (continued)

## 12 Emoluments for directors and five highest paid individuals (Continued)

## (a) Directors' emoluments (Continued)

For the year ended 31 December 2019

	Salaries HK\$'000	Employer's contribution to pension scheme HK\$'000	Fees HK\$'000
<b>Executive directors</b>			
Mr. Cui Qi	1,422	18	1,440
Mr. Ding Hongbin (note i)	516	—	516
Mr. Jiang Shuang (note ii)	—	—	—
Mr. Liu Luqiang (note iii)	—	—	—
Mr. Xue Qingfu (note iv)	—	—	—
Mr. Yang Zhenshan (note ii)	—	—	—
Mr. Zhu Jiangfeng (note iv)	—	—	—
	1,938	18	1,956
<b>Non-executive director</b>			
Mr. Wang Xuejun	—	—	—
<b>Independent non-executive directors</b>			
Mr. Cheng Xue Zhan	216	—	216
Mr. Cheung Chi Man Dennis	216	—	216
Ms. Wang Yaping	216	—	216
	648	—	648

Notes:

- (i) Mr. Ding Hongbin was appointed as the Company's director on 11 July 2019.
- (ii) Mr. Yang Zhenshan and Mr. Jiang Shuang were appointed as the Company's director on 7 May 2019.
- (iii) Mr. Liu Luqiang resigned as the Company's director on 29 December 2020.
- (iv) Mr. Xue Qingfu and Mr. Zhu Jiangfeng resigned as the Company's directors on 7 May 2019.
- (v) Mr. Yang Honghai was appointed as the Company's director on 29 December 2020.

## Notes to the Consolidated Financial Statements (continued)

### 12 Emoluments for directors and five highest paid individuals (Continued)

#### (a) Directors' emoluments (Continued)

During the year ended 31 December 2020, none of the directors of the Company (i) received or were paid any remuneration in respect of accepting office; and (ii) waived or has agreed to waive any emolument (2019: nil).

During the year ended 31 December 2020, no retirement benefits, payments or benefits in respect of termination of directors' services were paid or made, directly or indirectly, to the directors; nor are any payable. No consideration was provided to or receivable by third parties for making available directors' services (2019: nil).

During the year ended 31 December 2020, 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, other than those disclosed in note 34 of the consolidated financial statements.

#### (b) Five highest paid individuals

For the year ended 31 December 2020, the five individuals whose emoluments were the highest in the Group include 2 (2019: 1) directors, whose emoluments were reflected in the analysis presented above. The emoluments paid to the remaining 3 (2019: 4) individuals are as follows:

	2020 HK\$'000	2019 HK\$'000
Salaries and other allowances	1,996	3,207
Pension costs — defined contribution plans	108	144
Bonus	—	—
	<b>2,104</b>	3,351

The emoluments of the remaining individuals fell within the following band:

	2020	2019
Nil — HK\$1,000,000	3	3
HK\$1,000,001 — HK\$1,500,000	—	1

During the year ended 31 December 2020, 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 (2019: nil).

## Notes to the Consolidated Financial Statements (continued)

### 13 Subsidiaries

The following is a list of principal subsidiaries at 31 December 2019:

Name	Place of incorporation and type of legal entity	Principal activities and place of operation	Issued share and fully paid share capital	Effective interest held as at	
				2020	2019
<b>Directly held by the Company:</b>					
Prosper Construction Group Ltd.	British Virgin Islands, limited liability company	Investment holding company	HK\$2	100%	100%
West Coast Development (International) Limited	British Virgin Islands, limited liability company	Investment holding company	US\$1,000,000	100%	100%
<b>Indirectly held by the Company:</b>					
Hong Kong River Engineering Company Limited	Hong Kong, limited liability company	Provision of engineering and construction works in Hong Kong	HK60,000,000	100%	100%
Creator Pacific Limited	Hong Kong, limited liability company	Letting of vessels for rental income, trading of vessels and provision of repairing services to the vessels	HK\$38,000,000	100%	100%
PT. Indonesia River Engineering	Indonesia, limited liability company	Provision of engineering and construction works in Indonesia	US\$400,000	100%	100%
Hong Kong River (Macao) Engineering Company Limited (香港瑞沃(澳門)工程有限公司)	Macao, limited liability company	Provision of engineering and construction works in Macao	MOP100,000	100%	100%
Creator Pacific (M) SDN. BHD	Malaysia, limited liability company	Provision of engineering and construction works in Malaysia	RM1	100%	100%
West Coast Development (Hong Kong) Limited (note a)	Hong Kong, limited liability company	Investment holding company	US\$1,000,000	100%	100%
Qingdao Xifa Ruihai Industrial Development Limited (note b)	Mainland China, limited liability company	Investment holding	US\$1,000,000	100%	100%
Qingdao Dongjie Construction Engineering Co. Ltd. (note c)	Mainland China, limited liability company	Provision of general construction contracting services in the PRC	RMB50,000,000	80%	N/A

## Notes to the Consolidated Financial Statements (continued)

### 13 Subsidiaries (Continued)

Notes:

- (a) The company is incorporated on 2 January 2019.
- (b) The company is incorporated on 26 February 2019.
- (c) The company was acquired by a wholly-owned subsidiary on 17 January 2020 (note 29).

### 14 Property, plant and equipment

	Buildings HK\$'000	Furniture and fixtures HK\$'000	Office equipment HK\$'000	Machinery and equipment HK\$'000	Vessels HK\$'000	Motor vehicles HK\$'000	Total HK\$'000
Year ended 31 December 2019							
Opening net book amount	—	60	106	45,010	172,018	426	217,620
Additions	—	6	115	816	9,568	—	10,505
Disposal	—	—	—	—	(6,017)	(9)	(6,026)
Depreciation	—	(14)	(83)	(6,555)	(10,845)	(330)	(17,827)
Exchange difference	—	—	—	5	379	1	385
Closing net book amount	—	52	138	39,276	165,103	88	204,657
At 31 December 2019							
Cost	—	228	483	65,392	231,645	2,092	299,840
Accumulated depreciation	—	(176)	(345)	(26,116)	(66,542)	(2,004)	(95,183)
Net book amount	—	52	138	39,276	165,103	88	204,657

## Notes to the Consolidated Financial Statements (continued)

## 14 Property, plant and equipment (Continued)

	Buildings HK\$'000	Furniture and fixtures HK\$'000	Office equipment HK\$'000	Machinery and equipment HK\$'000	Vessels HK\$'000	Motor vehicles HK\$'000	Total HK\$'000
Year ended 31 December 2020							
Opening net book amount	—	52	138	39,276	165,103	88	204,657
Additions	—	—	2,831	9,131	43,460	317	55,739
Acquisition of a subsidiary (note 29)	10,695	—	66	56	—	—	10,817
Disposal	—	—	(27)	—	(12,534)	(5)	(12,566)
Depreciation	(306)	(14)	(341)	(6,878)	(11,161)	(119)	(18,819)
Exchange difference	873	—	(9)	—	(124)	(119)	740
Closing net book amount	11,262	38	2,658	41,585	184,744	281	240,568
At 31 December 2019							
Cost	11,584	228	3,359	74,573	258,279	1,952	349,975
Accumulated depreciation	(322)	(190)	(701)	(32,988)	(73,535)	(1,671)	(109,407)
Net book amount	11,262	38	2,658	41,585	184,744	281	240,568

- (a) As at 31 December 2020, vessels and machinery and equipment with carrying amounts of HK\$6,226,000 (2019: HK\$6,652,000) were pledged for the Group's bank borrowings (note 28(f)(iii)).
- (b) As at 31 December 2020, vessels with a carrying amount of HK\$44,402,000 (2019: HK\$18,456,000) were pledged for a performance bond in relation to a construction contract.

## Notes to the Consolidated Financial Statements (continued)

### 15 Investment properties

The investment properties are measured at cost less accumulated depreciation and provision for any impairment in value. Set out below is the movement of the investment properties for the year ended 31 December 2020:

	2020 HK\$'000	2019 HK\$'000
<b>At 1 January</b>		
Opening net book value	—	—
Acquisition of a subsidiary (note 29)	9,226	—
Depreciation	(271)	—
Exchange difference	752	—
Carrying amount	9,707	—
<b>Year ended 31 December</b>		
Cost	9,992	—
Accumulated depreciation	(285)	—
Carrying amount	9,707	—

#### (a) Amounts recognised in consolidated statement of profit or loss for investment properties

	2020 HK\$'000	2019 HK\$'000
Rental income from operating leases (note 6)	248	—
Direct operating expenses from properties that did not generate rental income	29	—

#### (b) Leasing arrangement

The investment properties were leased to tenants under operating leases with rentals prepaid 1 year in advance.

## Notes to the Consolidated Financial Statements (continued)

### 15 Investment properties (Continued)

#### (c) Fair value of investment properties

The fair value of the investment properties of the Group as at 31 December 2020 was HK\$9,992,000 representing the valuation carried out by an independent professionally qualified valuer.

The fair value is estimated using a direct comparison approach. Under the direct comparison approach, fair value is estimated by using the direct comparison method on the assumption of the sale of the property interest with the benefit of vacant possession and by making reference to comparable sales transactions as available in the market.

The valuation takes into account the characteristics of the investment property, which include the location, size, shape, view, year of completion and other factors collectively, to arrive at the unit market price. The fair value measurement is based on the above property's highest and best use, which does not differ from the actual use.

The key input is the unit price. A significant increase/decrease in the market price will result in a significant increase/decrease in the fair value of the investment properties.

### 16 Investment in an associate

Set out below is an investment in an associate acquired by a subsidiary of the Company during the year ended 31 December 2020. It principally engaged in provision of construction services. The entity listed below has share capital consisting solely of ordinary shares, which is held directly by a subsidiary of the Company. The country of incorporation or registration is also its principal place of business, and the effective equity interest held by the Group is 24%. The shares were issued but not yet paid by the subsidiary. As at 31 December 2020, there were no net assets in the associate.

Name of entity	Place of business/ country of incorporation	% of ownership interest		Nature of relationship	Measurement method	Carrying amount	
		2020 %	2019 %			2020 HK\$'000	2019 HK\$'000
Qingdao Aokeranma Intl. Human Resource Science Park Limited (青島澳柯瑪藍光國際 人力科技園有限公司)	PRC	24%	N/A	Associate	Equity method	—	N/A

## Notes to the Consolidated Financial Statements (continued)

### 17 Right-of-use assets and lease liabilities

#### (i) Amounts recognised in the consolidated balance sheet

The consolidated balance sheet shows the following amounts relating to the leases in respect of office premises and staff quarters:

	At 31 December 2020 HK\$'000	At 31 December 2019 HK\$'000
<b>Right-of-use assets</b>		
Non-current	39,049	4,113
<b>Lease liabilities</b>		
Non-current	918	147
Current	1,130	3,006
	<b>2,048</b>	3,153

Additions to the right-of-use assets during the year ended 31 December 2020 is HK\$39,443,000 (2019: HK\$1,467,000).

#### (ii) Amounts recognised in the consolidated statement of profit or loss

The consolidated statement of profit or loss shows the following amounts relating to the leases in respect of office premises and staff quarters:

	For the year ended 31 December 2020 HK\$'000	For the year ended 31 December 2019 HK\$'000
Depreciation charge of right-of-use assets (Note 7)	4,886	3,693
Interest expenses on lease liabilities (Note 8)	147	216
Leases expenses relating to short-term leases of machineries and equipment (Note 7)	112,412	49,582
Leases expenses relating to short-term leases and leases of low-value assets (Note 7)	1,046	183

The total cash outflow for leases during the year ended 31 December 2020 was HK\$4,149,000 (2019: HK\$3,844,000) excluding short-term leases and leases of low-value assets.



## Notes to the Consolidated Financial Statements (continued)

## 18 Goodwill

	2020 HK\$'000	2019 HK\$'000
<b>At 1 January</b>		
Opening net book value	—	—
Acquisition of a subsidiary (note 29)	15,137	—
Exchange difference	1,258	—
Carrying amount	16,395	—
<b>Year ended 31 December</b>		
Cost	16,395	—
Accumulated impairment	—	—
Carrying amount	16,395	—

Goodwill is attributed to the Group's general construction contracting services business.

The following table sets out the key assumptions for the cash generating unit.

The recoverable amount of the cash generating unit is determined based on value-in-use calculations. These calculations use cash flow projections based on financial budgets approved by management covering a five-year period. Cash flows beyond the five-year period are extrapolated using the estimated growth rates stated.

Key assumptions used for value-in-use calculations

	2020
Sales growth rate	5%
Discount rate	12.9%
Terminal growth rate	2.6%

The sales growth rate used is consistent with the forecasts to reflect the latest development of the CGU. The discount rate used is internal rate of return for financial model calculations. The growth rates do not exceed the long-term average growth rate for business which the Group operates. Management has reasonably considered and assessed possible changes for other key assumptions and has not identified any instances that could cause the carrying amount of the CGU exceed its recoverable amount.

## Notes to the Consolidated Financial Statements (continued)

## 19 Intangible assets

	Licenses HK\$'000	Software HK\$'000	Total HK\$'000
<b>At 1 January 2019</b>			
Opening net book value	—	—	—
Addition	—	—	—
Amortisation charge	—	—	—
Exchange differences	—	—	—
Net book amount	—	—	—
<b>Year ended 31 December 2019</b>			
Cost	—	—	—
Accumulated amortisation and impairment	—	—	—
Net book amount	—	—	—
<b>At 1 January 2020</b>			
Opening net book value	—	—	—
Addition	—	471	471
Acquisition of a subsidiary (note 29)	8,995	—	8,995
Amortisation charge	(923)	(121)	(1,044)
Exchange differences	696	20	716
Net book amount	8,768	370	9,138
<b>Year ended 31 December 2020</b>			
Cost	9,742	498	10,240
Accumulated amortisation and impairment	(974)	(128)	(1,102)
Net book amount	8,768	370	9,138

## 20 Inventories

	2020 HK\$'000	2019 HK\$'000
Raw materials	2,574	—

## Notes to the Consolidated Financial Statements (continued)

**21 Trade and retention receivables, and deposits, prepayments and other receivables**

	2020 HK\$'000	2019 HK\$'000
Trade receivables	294,877	192,540
Less: Loss allowance	(5,688)	(5,581)
Trade receivables — net	289,189	186,959
Retention receivables	116,822	61,700
Less: Loss allowance	(2,247)	(3,294)
Retention receivables — net	114,575	58,406
Trade and retention receivables, net	403,764	245,365
Deposits, prepayments and other receivables (note)	89,271	31,661
Less: Loss allowance	(1,028)	—
	88,243	31,661
Less: current	(64,829)	(15,708)
Non-current	23,414	15,953

Note: The balance mainly represents deposits for plant and equipment, tendering and other miscellaneous receivables.

The ageing analysis of the trade receivables based on invoice date was as follows:

	2020 HK\$'000	2019 HK\$'000
Within 1 year	158,616	100,670
1 to 2 years	105,530	3,518
Over 2 years	25,043	82,771
	289,189	186,959

## Notes to the Consolidated Financial Statements (continued)

### 21 Trade and retention receivables, and deposits, prepayments and other receivables (Continued)

In the consolidated balance sheet, retention receivables were classified as current assets. The ageing of the retention receivables based on invoice date was as follows:

	2020 HK\$'000	2019 HK\$'000
Within 1 year	24,302	331
Between 1 and 5 years	61,979	35,305
Over 5 years	28,294	22,770
	<b>114,575</b>	58,406

#### (a) Impairment and risk exposure

Trade receivables and retention receivables

The Group applies the HKFRS 9 simplified approach to measuring expected credit losses which uses a lifetime expected loss allowance for all trade receivables and retention receivables.

The loss allowance decreased by HK\$914,000 to HK\$7,935,000 for trade and retention receivables during the current reporting period.

Information about the impairment of trade and retention receivables and the Group's exposure to credit risk and foreign currency risk can be found in note 3.1.

The credit period granted to trade customers other than for retention receivables was within 30 days 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.

The carrying amounts of trade and retention receivables approximated their fair values and were denominated in the following currencies:

	2020 HK\$'000	2019 HK\$'000
HK\$	98,179	54,013
RMB	162,579	37,274
US\$	82,772	91,679
MOP	40,981	26,061
IDR	19,242	36,327
MYR	11	11
	<b>403,764</b>	245,365

## Notes to the Consolidated Financial Statements (continued)

### 22 Contract assets and contract liabilities

The Group has recognised the following assets and liabilities related to contracts with customers:

	2020 HK\$'000	2019 HK\$'000
<b>Contract assets</b>		
Provision of construction services	624,079	75,356
Less: Loss allowance	(7,873)	(4,250)
	<b>616,206</b>	71,106
<b>Contract liabilities</b>		
Provision of construction and auxiliary marine related services	(9,209)	(91,387)

#### (a) Significant changes in contract assets and liabilities

Contract assets represents the amount by which the Group construction services performed by the Group is ahead of the right to payment upon receiving certification from quantity surveyors for fixed-price contracts. The Group also applied the simplified approach to provide for expected credit losses prescribed by HKFRS 9, which permits the use of the lifetime expected loss provision for contract assets. Details of the impairment assessment of contract assets are set out in note 3.1(b) to the consolidated financial statements.

#### (b) Revenue recognised in relation to contract liabilities

The following table shows how much of the revenue recognised during the year ended 31 December 2020 relates to carried-forward contract liabilities.

	2020 HK\$'000	2019 HK\$'000
Revenue recognised that was included in the contract liability balance at the beginning of the period	91,387	60,060

## Notes to the Consolidated Financial Statements (continued)

### 22 Contract assets and contract liabilities (Continued)

#### (c) Unsatisfied performance obligations

The following table shows unsatisfied performance obligations resulting from fixed-price long-term construction and auxiliary marine related services contracts.

	2020 HK\$'000	2019 HK\$'000
Aggregate amount of the transaction price of long-term construction contracts that are partially or fully unsatisfied as at 31 December	1,871,330	1,201,654

Management expects that the transaction prices regarding the unsatisfied contracts as of 31 December 2020 will be recognised as revenue by referencing to the progress towards completion of the contract activity.

### 23 Joint arrangement

#### Joint operations

The following sets out the joint operations indirectly undertaken by the Company as at 31 December 2020 and 2019:

Name	Place of establishment/ Incorporation and kind of legal entity	Principal activities	Percentage of ownership interest	
			2020	2019
Concentric-Hong Kong River Joint Venture ("CHKRJV")	Hong Kong, unincorporated joint venture	Provision of construction services	51%	49%
中國土木工程(澳門)有限公司-香港瑞沃工程有限公司合作經營 ("MCRJV")	Macao, unincorporated joint venture	Provision of construction services	30%	30%
香港瑞沃(澳門)工程有限公司 – 中基基礎工程有限公司合作經營 ("MCJO")	Macao, unincorporated joint venture	Provision of construction services	95%	95%

## Notes to the Consolidated Financial Statements (continued)

## 24 Cash and cash equivalents

	2020 HK\$'000	2019 HK\$'000
Cash at bank	277,881	367,715
Less: Restricted cash	(1,513)	—
Less: Pledged bank deposits	(23,700)	(23,200)
Less: Time deposits with maturity over 3 months	(23,847)	(8,351)
Cash and cash equivalents	228,821	336,164
Maximum exposure to credit risk	277,881	367,715

As at 31 December 2020, the Group's bank deposits of HK\$23,700,000 (2019: HK\$23,200,000) were pledged to secure bank borrowings of the Group (note 28(f)(iv)).

The carrying amounts of cash and cash equivalents, time deposits and pledged bank deposits were denominated in the following currencies:

	2020 HK\$'000	2019 HK\$'000
HK\$	65,083	71,509
RMB	127,947	148,723
US\$	60,073	68,340
MOP	14,907	32,497
IDR	7,956	38,828
PKR	1,798	7,807
MYR	117	11
	277,881	367,715

## Notes to the Consolidated Financial Statements (continued)

### 25 Share capital, share premium and reserves

#### (a) Share capital

	Number of shares	Share capital HK\$'000
<b>Ordinary shares, authorised:</b>		
At 31 December 2018, 2019 and 2020	4,000,000,000	40,000
<b>Ordinary shares, issued and fully paid:</b>		
At 31 December 2018, 2019 and 2020	800,000,000	8,000

#### (b) Share premium and reserves

	Share premium HK\$'000	Other reserves HK\$'000 (note)	Exchange reserve HK\$'000	Statutory reserve HK\$'000	Retained earnings HK\$'000	Total HK\$'000
At 1 January 2019	214,840	23,104	(9,035)	–	262,771	491,680
<b>Comprehensive income</b>						
Profit for the year	–	–	–	–	12,088	12,088
Exchange differences	–	–	5,234	–	–	5,234
At 31 December 2019	214,840	23,104	(3,801)	–	274,859	509,002
At 1 January 2020	<b>214,840</b>	<b>23,104</b>	<b>(3,801)</b>	<b>–</b>	<b>274,859</b>	<b>509,002</b>
<b>Comprehensive income</b>						
Profit for the year	–	–	–	–	<b>13,591</b>	<b>13,591</b>
Exchange differences	–	–	<b>4,599</b>	–	–	<b>4,599</b>
<b>Transaction with owners</b>						
Appropriation to statutory reserves	–	–	–	<b>1,309</b>	<b>(1,309)</b>	–
At 31 December 2020	<b>214,840</b>	<b>23,104</b>	<b>2,792</b>	<b>1,309</b>	<b>287,141</b>	<b>527,192</b>

Note:

(a) 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.

(b) **Statutory reserve**

In accordance with the relevant PRC regulations applicable to wholly foreign owned enterprises, the PRC subsidiary is required to appropriate to reserve fund an amount of not less than 10% of the profit after income tax, calculated based on the PRC accounting standards. Should the accumulated total of this reserve fund reach 50% of the registered capital of the PRC subsidiary, the subsidiary will not be required to make any further appropriation. The reserve fund can only be used, upon approval by the shareholders' meeting or similar authorities, to offset accumulated losses or increase capital.



## Notes to the Consolidated Financial Statements (continued)

**26 Deferred income tax**

Deferred tax liabilities are expected to be payable in the following periods:

	2020 HK\$'000	2019 HK\$'000
Deferred income tax liabilities: Payable or to be settled in more than 12 months	16,118	9,156

The movements in deferred income tax liabilities/(assets) during the year are as follows:

	<b>Accelerated tax depreciation</b> HK\$'000	<b>Tax losses</b> HK\$'000	<b>Provision</b> HK\$'000	<b>Total</b> HK\$'000
As at 1 January 2019	25,306	(14,163)	512	11,655
Recognised in the consolidated statement of profit or loss (note 9)	(1,209)	302	(1,592)	(2,499)
As at 31 December 2019	24,097	(13,861)	(1,080)	9,156
Acquisition of a subsidiary (note 29)	10,107	—	(1,637)	8,470
Recognised in the consolidated statement of profit or loss (note 9)	1,176	(2,934)	(416)	(2,174)
Exchange difference	826	—	(160)	666
As at 31 December 2020	36,206	(16,795)	(3,293)	16,118

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 December 2020, as estimated by the management on information available at the end of the period, the Group had unrecognised tax losses of approximately HK\$590,000 (2019: HK\$590,000) that can be carried forward to offset against future taxable income. These tax losses have no expiry date.

## Notes to the Consolidated Financial Statements (continued)

**27 Trade and retention payables, accruals and other payables**

	2020 HK\$'000	2019 HK\$'000
Trade payables	648,002	50,893
Retention payables	4,220	3,089
Accruals and other payables	60,493	7,551
	<b>712,715</b>	61,533

The credit period granted for trade payables and other payables was within 30 to 90 days.

The ageing analysis of the trade payables based on invoice date was as follows:

	2020 HK\$'000	2019 HK\$'000
Current	165,054	2,429
1 to 30 days	1,524	20,139
31 to 60 days	101,891	—
61 to 90 days	62,782	—
91 to 180 days	79,514	—
181 to 365 days	90,731	5,385
More than 365 days	146,506	22,940
	<b>648,002</b>	50,893

In the consolidated balance sheet, retention payables were classified as current liabilities. The ageing of the retention payables based on invoice date was as follows:

	2020 HK\$'000	2019 HK\$'000
Within 1 year	4,108	578
Between 1 year and 2 years	—	1,947
Between 2 years and 5 years	112	564
	<b>4,220</b>	3,089

## Notes to the Consolidated Financial Statements (continued)

**27 Trade and retention payables, accruals and other payables (Continued)**

The carrying amounts of trade and retention payables approximated their fair value and were denominated in the following currencies:

	2020 HK\$'000	2019 HK\$'000
HK\$	1,765	1,220
US\$	7,017	9,669
RMB	621,561	33,437
MOP	18,301	8,858
MYR	88	87
VND	3,490	—
IDR	—	711
	<b>652,222</b>	53,982

**28 Borrowings**

	2020 HK\$'000	2019 HK\$'000
Non-current:		
Long-term bank loans	34,147	—
Current:		
Long-term bank loans due for repayment within one year	11,877	788
Long-term bank loans due for repayment within one year which contain a repayment on demand clause	177,136	51,170
Long-term bank loans due for repayment after one year which contain a repayment on demand clause	—	3,525
Short-term bank borrowings	122,686	80,000
	<b>311,699</b>	135,483
Total borrowings	<b>345,846</b>	135,483

## Notes to the Consolidated Financial Statements (continued)

### 28 Borrowings (Continued)

- (a) Borrowings due for repayment after one year which contain repayment on demand clause were classified as current liabilities.

Based on the scheduled repayment terms set out in the loan agreements and ignoring the effect of any repayment on demand clause, the maturity of borrowings would be as follows:

	2020 HK\$'000	2019 HK\$'000
Within 1 year	311,699	131,958
Between 1 and 2 years	11,877	3,525
Between 2 and 5 years	22,270	—
	<b>345,846</b>	135,483

- (b) The weighted average interest rate during the year were as follows:

	2020	2019
Short-term bank loans	3.7%	3.2%
Long-term bank loans	5.0%	4.8%

- (c) The carrying amounts of the Group's borrowings were denominated in following currencies:

	2020 HK\$'000	2019 HK\$'000
HK\$	136,845	135,483
MOP	67,961	—
RMB	141,040	—
	<b>345,846</b>	135,483

- (d) The carrying amounts of the Group's borrowings approximated their fair value as the impact of discounting is not significant.
- (e) The Group has fully utilised the borrowing facility as at 31 December 2020 (2019: same).

## Notes to the Consolidated Financial Statements (continued)

### 28 Borrowings (Continued)

- (f) The Group's loan facilities are subject to annual review and secured or guaranteed by:
  - (i) unlimited guarantees provided by the Company as at 31 December 2020 and 2019;
  - (ii) unlimited guarantees provided by the ultimate holding company as at 31 December 2020 (2019: nil);
  - (iii) vessels and machinery and equipment with carrying amounts of HK\$6,226,000 (2019: HK\$6,652,000) as at 31 December 2020;
  - (iv) deposits of not less than HK\$23,700,000 (2019: HK\$23,200,000) as at 31 December 2020; and
  - (v) guarantees of HK\$133,495,000 (2019: HK\$133,495,000) from a subsidiary for a bank facility which covers a loan of HK\$67,961,000 (2019: HK\$24,272,000) and performance bond facility of HK\$218,447,000 (2019: HK\$97,087,000) as at 31 December 2020.

## Notes to the Consolidated Financial Statements (continued)

### 29 Business combination

#### (a) Summary of acquisition

The Group completed the acquisition of 80% equity interests in Qingdao Dongjie Construction Engineering Co., Ltd. (青島東捷建設工程有限公司) (“Qingdao Dongjie”) on 17 January 2020, upon which Qingdao Dongjie has become an indirect non-wholly owned subsidiary of the Company. Details of the purchase consideration, the net assets acquired and goodwill are as follows:

	HK\$'000
Consideration	78,240
Fair value of non-controlling interests	15,776
	94,016
Recognised amounts of identifiable assets acquired and liabilities assumed:	
– Property, plant and equipment	10,817
– Right-of-use assets	35,079
– Investment properties	9,226
– Intangible assets	8,995
– Trade and retention receivables	260,149
– Contract assets	108,009
– Deposits, prepayments and other receivables	39,622
– Restricted cash	11,440
– Cash and cash equivalents	15,424
– Short-term borrowings	(25,001)
– Trade and retention payables	(334,145)
– Accruals and other payables	(52,266)
– Deferred tax liabilities	(8,470)
	78,879
	15,137
Goodwill	15,137

Note: Goodwill is attributable to the workforce and the synergy expected to be created by the acquired business. It will not be deductible for tax purposes.

#### (i) Accounting policy choice for non-controlling interests

The Group recognises non-controlling interests in an acquired entity either at fair value or at the non-controlling interest's proportionate share of the entity's net identifiable assets. This decision is made on an acquisition-by-acquisition basis. For the non-controlling interests in Qingdao, the Group elected to recognise the non-controlling interests at its proportionate share of the acquired net identifiable assets. See note 2.3 for the Group's accounting policies for business combinations.

## Notes to the Consolidated Financial Statements (continued)

### 29 Business combination (Continued)

#### (b) Purchase consideration – cash outflow

	HK\$'000
<b>Outflow of cash to acquire subsidiary, net of cash acquired:</b>	
Cash consideration	78,240
Cash and cash equivalent acquired	(15,424)
Cash consideration payable	(3,620)
<hr/>	
Net outflow of cash and cash equivalents included in cash flows from investing activities	59,196

For the acquired businesses, management engaged an independent valuer in assisting the valuation of the identifiable assets and liabilities as at the acquisition date.

The acquired businesses contributed revenue of HK\$737,521,000 and net profit of HK\$12,279,000 recognised in the consolidated statement of profit or loss for the period from 17 January 2020 to 31 December 2020. There would be no significant differences to the consolidated statement of profit or loss for the year ended 31 December 2020 had Qingdao Dongjie been consolidated from 1 January 2020.

### 30 Commitments

#### (a) Capital commitment

Significant capital expenditure contracted for at the end of the reporting period but not recognised as liabilities as follows:

	2020 HK\$'000	2019 HK\$'000
Property, plant and equipment	11,457	10,720

#### (b) Operating lease rental receivable

The future aggregate minimum lease rental income under operating leases in respect of land and buildings is receivable in the following year:

	2020 HK\$'000	2019 HK\$'000
Within one year	196	—

### 31 Contingent liabilities

As at 31 December 2020, the joint operations held by the Group have given guarantees on performance bonds in respect of construction contracts in the ordinary course of business, and the amounts shared by the Group totaled HK\$128,818,000 (2019: HK\$21,126,000). The performance bonds as at 31 December 2020 are expected to be released in accordance with the terms of the respective construction contracts.

## Notes to the Consolidated Financial Statements (continued)

### 32 Notes to the consolidated statement of cash flows

(a) Reconciliations of profit before income tax to net cash used in operations:

	2020 HK\$'000	2019 HK\$'000
Profit before income tax	28,379	8,868
(Reversal of)/provision for impairment losses on financial assets	(2,970)	2,043
Depreciation of plant and equipment	18,819	17,827
Depreciation of right-of-use assets	4,886	3,693
Depreciation of investment properties	271	—
Amortisation of intangible assets	1,044	—
Gain on disposal of a right-of-use asset	(16)	—
Gains on disposal of plant and equipment	(2,143)	(1,827)
Finance income	(2,177)	(418)
Finance costs	11,942	6,781
Operating profit before working capital change	58,035	36,967
Changes in working capital:		
Increase in inventory	(2,574)	—
Decrease in trade and retention receivables	105,228	106,803
(Increase)/decrease in deposits, prepayments and other receivables	(8,475)	6,533
Decrease in restricted cash	9,927	—
(Increase)/decrease in contract assets	(437,090)	6,469
Changes in balance with a related company	(4,784)	(1,625)
Changes in balances with fellow subsidiaries	(50,813)	—
Increase in trade and retention payables	264,094	10,897
Decrease in accruals and other payables	(1,980)	(10,054)
Decrease in contract liabilities	(82,178)	(9,513)
Increase in amounts due to the other partners of joint operations	—	129
Net cash (used in)/generated from operations	(150,610)	146,606

(b) In the consolidated statement of cash flows, proceeds from disposal of property, plant and equipment comprise:

	2020 HK\$'000	2019 HK\$'000
Net book amount	12,566	6,026
Gain on disposal of plant and equipment (note 6)	2,143	1,827
Proceeds from disposal of plant and equipment	14,709	7,853



## Notes to the Consolidated Financial Statements (continued)

**32 Notes to the consolidated statement of cash flows (Continued)****(c) Reconciliation of liabilities arising from financing activities**

This section sets out an analysis of liabilities arising from financing activities and the movements in liabilities arising from financing activities for the year.

	<b>Loan from an intermediate holding company</b> HK\$'000	<b>Lease liabilities</b> HK\$'000	<b>Borrowings</b> HK\$'000	<b>Total</b> HK\$'000
At 1 January 2019	—	5,405	139,746	145,151
Addition — leases	—	1,376	—	1,376
Cash inflows	100,000	—	50,000	150,000
Cash outflows	—	(3,628)	(54,263)	(57,891)
At 31 December 2019	100,000	3,153	135,483	238,636
At 1 January 2020	<b>100,000</b>	<b>3,153</b>	<b>135,483</b>	<b>238,636</b>
Addition — leases	—	<b>4,364</b>	—	<b>4,364</b>
Acquisition of a subsidiary (note 29)	—	—	<b>25,001</b>	<b>25,001</b>
Disposal — leases	—	<b>(1,509)</b>	—	<b>(1,509)</b>
Cash inflows	—	—	<b>300,846</b>	<b>300,846</b>
Cash outflows	—	<b>(4,002)</b>	<b>(122,236)</b>	<b>(126,238)</b>
Exchange difference	—	<b>42</b>	<b>6,752</b>	<b>6,794</b>
At 31 December 2020	<b>100,000</b>	<b>2,048</b>	<b>345,846</b>	<b>447,894</b>

## Notes to the Consolidated Financial Statements (continued)

### 33 Non-controlling interests

Set out below is summarised financial information for Qingdao Dongjie that has non-controlling interests that are material to the group. The amounts disclosed for Qingdao Dongjie before inter-company eliminations.

	2020 HK\$'000
<b>Summarised balance sheet</b>	
Current assets	834,724
Current liabilities	(776,314)
Current net assets	58,410
Non-current assets	83,045
Non-current liabilities	(43,055)
Non-current net assets	39,990
Net assets	98,400
Accumulated NCI	19,680
<b>Summarised statement of comprehensive income</b>	
Revenue	737,521
Profit for the period	12,279
Other comprehensive income	7,241
	19,520
Comprehensive income attributable to NCI	3,904
<b>Summarised statement of cash flows</b>	
Cash flows from operating activities	(22,414)
Cash flows from investing activities	(1,244)
Cash flows from financing activities	115,621
Net increase in cash and cash equivalents	91,963

### 34 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.

## Notes to the Consolidated Financial Statements (continued)

### 34 Related party transactions (Continued)

- (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 during the years ended 31 December 2020 and 2019:

Name of the related party	Relationship with the Group
Star Harvest Enterprise Limited	A related company wholly owned by Mr. Cui Qi
CHKRJV	A joint operation
MCRJV	A joint operation
MCJO	A joint operation
Shenzhen Changsheng Marine Engineering Limited ("Shenzhen Changsheng")	A related company controlled by Mr. Cui Qi
West Coast Investment (Hong Kong) Limited	An intermediate holding company of the Company
Qingdao Rongchuang Xifa Cultural Development Limited (青島融創西發文化發展有限公司) ("Rongchuang Xifa")	A fellow subsidiary
Qingdao Xifa Cangmashan Infrastructure Investment Limited (青島西發藏馬山基礎設施建設投資有限公司) ("Xifa Cangmashan Infrastructure")	A fellow subsidiary
Qingdao Xifa Cangmashan Construction Limited (青島西發藏馬山建設開發集團有限公司) ("Xifa Cangmashan Construction")	A fellow subsidiary
Qingdao Xifa Properties Limited (青島西發置業有限公司) ("Xifa Properties")	A fellow subsidiary
Qingdao West Coast New Village Development Limited (青島西海岸新農村社區建設有限公司) ("West Coast New Village District")	A fellow subsidiary
Qingdao West Coast New District Development Limited (青島西海岸新區開發建設有限公司) ("West Coast New District")	A fellow subsidiary
Qingdao West Coast Sky Construction Development Limited (青島西海岸天業建設發展有限公司) ("West Coast Sky")	A fellow subsidiary

## Notes to the Consolidated Financial Statements (continued)

### 34 Related party transactions (Continued)

#### (b) Transactions

Save as disclosed elsewhere in the consolidated financial statements, the following transaction was carried out with related parties at terms mutually agreed by both parties:

	2020 HK\$'000	2019 HK\$'000
<i>Continuing transaction</i>		
Rental expenses to Shenzhen Changsheng	(6,753)	(12,938)
Construction project income earned from:		
Rongchuang Xifa	54,782	—
Xifa Cangmashan Infrastructure	15,746	—
Xifa Cangmashan Construction	8,311	—
Xifa Properties	35,852	—
West Coast Sky	21,713	—
West Coast New District	497,321	—
	633,725	—
<i>Related party transaction</i>		
Interest expenses to West Coast Investment (Hong Kong) Limited	(3,940)	—

All of the transactions are charged at terms pursuant to the agreement as entered into between the Group and the respective related party.

## Notes to the Consolidated Financial Statements (continued)

## 34 Related party transactions (Continued)

## (c) Balances

	2020 HK\$'000	2019 HK\$'000	Nature
Amounts due from fellow subsidiaries (note i)			
– Rongchuang Xifa	6,708	—	Trade
– West Coast New District	2,359	—	Trade
– Xifa Cangmashan Infrastructure	3,971	—	Trade
– Xifa Cangmashan Construction	1,277	—	Trade
– Xifa Properties	16,262	—	Trade
– West Coast Sky	14,080	—	Trade
– West Coast New Village District	6,156	—	Trade
	<b>50,813</b>	—	
Less: Loss allowance	(508)	—	
Carrying amounts	<b>50,305</b>	—	
Amount due to a related party			
– Shenzhen Changsheng (note ii)	(98)	(4,882)	Trade
Loan from an intermediate holding company			
– West Coast Investment (Hong Kong) Limited (note iii)	(100,000)	(100,000)	Non-trade

Notes:

- (i) The amounts due from fellow subsidiaries were unsecured, interest free and repayable with credit terms within 30 to 90 days. The ageing of amounts due from fellow subsidiaries was within one year. The carrying amounts of amounts due from fellow subsidiaries approximated their fair values and were denominated in RMB.
- (ii) The amount due to a related party was unsecured, interest free and repayable on demand.
- (iii) The loan from an intermediate holding company to one of the subsidiaries of the Company was guaranteed by the Company with a fixed interest at 4.1% (2019: 3.9%) per annum and repayable after one year from the balance sheet date.

## (d) Transactions with key management personnel

Key management includes directors (executive and non-executive). The compensation paid or payable to key management for employee services is shown below:

	2020 HK\$'000	2019 HK\$'000
Salaries, bonus, other allowances and benefits in kind	4,177	2,586
Pension costs — defined contribution plans	54	18
	<b>4,231</b>	2,604

## Notes to the Consolidated Financial Statements (continued)

### 35 Ultimate holding company

Management consider that Qingdao West Coast Development (Group) Limited as the ultimate holding company of the Group, which is a company incorporated in the PRC and controlled by the State-owned Asset Supervision and Administration Commission of Qingdao.

### 36 Events after the reporting period

On 13 January 2021, Qingdao Dongjie acquired 34% of equity interests in Qingdao Honghai Curtain Wall Co., Ltd. ("Honghai Curtain Wall"), a company engaged in design, production and installation of curtain walls, doors and windows and steel structure work in the PRC, at a consideration of RMB49,898,000 (approximately HK\$59,261,000).

The acquisition is expected to create synergy from combining the capabilities of both the Group and Honghai Curtain Wall in providing construction services in the PRC.

The financial effects of this transaction have not been recognised at 31 December 2020. The Group is entitled to appoint a majority number of directors of Honghai Curtain Wall and will be able to control the management and operation of Honghai Curtain Wall. Accordingly, Honghai Curtain Wall will become an indirect non-wholly owned subsidiary of the Company and the operating results and assets and liabilities of Honghai Curtain Wall will be consolidated from 13 January 2021.

## Notes to the Consolidated Financial Statements (continued)

## 37 Balance sheet and reserve movement of the Company

## (a) Balance sheet of the Company

	Note	2020 HK\$'000	2019 HK\$'000
<b>ASSETS</b>			
<b>Non-current asset</b>			
Investments in subsidiaries	13	105,800	105,800
<b>Current assets</b>			
Prepayments		70	64
Amounts due from subsidiaries		113,748	124,538
Cash and cash equivalents		400	1,306
		<b>114,218</b>	125,908
<b>Total assets</b>		<b>220,018</b>	231,708
<b>EQUITY</b>			
<b>Capital and reserves</b>			
Share capital		8,000	8,000
Reserves	37(b)	201,852	214,224
<b>Total equity</b>		<b>209,852</b>	222,224
<b>LIABILITY</b>			
<b>Current liability</b>			
Accruals and other payables		2,366	1,684
Amounts due to subsidiaries		7,800	7,800
		<b>10,166</b>	9,484
<b>Total equity and liabilities</b>		<b>220,018</b>	231,708

The balance sheet of the Company was approved by the Board of Directors on 29 March 2021 and was signed on its behalf.

Mr. CUI Qi  
Director

Mr. JIANG Shuang  
Director

## Notes to the Consolidated Financial Statements (continued)

**37 Balance sheet and reserve movement of the Company (Continued)****(b) Reserve movement of the Company**

	Share premium HK\$'000	Other reserve HK\$'000	Retained earnings/ (accumulated losses) HK\$'000	Total HK\$'000
At 1 January 2019	214,840	20,000	(11,483)	223,357
Loss for the year	—	—	(9,133)	(9,133)
At 31 December 2019	214,840	20,000	(20,616)	214,224
At 1 January 2020	<b>214,840</b>	<b>20,000</b>	<b>(20,616)</b>	<b>214,224</b>
Loss for the year	—	—	<b>(12,372)</b>	<b>(12,372)</b>
At 31 December 2020	<b>214,840</b>	<b>20,000</b>	<b>(32,988)</b>	<b>201,852</b>

Other reserve of the Company represented the difference between the net asset value of Prosper Construction Group Ltd. acquired over the nominal value of the share capital of the Company issued in exchange thereof.



# Five Year Financial Summary

A summary of the published results and of the assets, liabilities and equity of the Group for the last five financial years, as extracted from the Company's annual reports, is set out below.

	Year ended 31 December				
	2020 HK\$'000	2019 HK\$'000	2018 HK\$'000	2017 HK\$'000	2016 HK\$'000
<b>Revenue</b>	<b>1,465,696</b>	515,077	384,576	633,347	658,860
Gross profit	<b>86,625</b>	49,846	71,300	94,307	124,626
Profit before income tax	<b>28,379</b>	8,868	33,409	67,177	82,085
Income tax (expense)/credit	<b>(12,332)</b>	3,220	(2,994)	(2,707)	(12,636)
<b>Profit for the year</b>	<b>16,047</b>	12,088	30,415	64,470	69,449
	As at 31 December				
	2020 HK\$'000	2019 HK\$'000	2018 HK\$'000	2017 HK\$'000	2016 HK\$'000
Non-current assets	<b>338,271</b>	224,723	225,899	238,572	174,497
Current assets	<b>1,415,559</b>	703,704	593,454	627,297	524,454
<b>Total assets</b>	<b>1,753,830</b>	928,427	819,353	865,869	698,951
Non-current liabilities	<b>151,183</b>	9,303	12,443	20,973	26,354
Current liabilities	<b>1,047,775</b>	402,122	307,230	340,480	208,474
<b>Total liabilities</b>	<b>1,198,958</b>	411,425	319,673	361,453	234,828
<b>Total equity</b>	<b>554,872</b>	517,002	499,680	504,416	464,123