



**SFK Construction Holdings Limited**  
新福港建設集團有限公司

Incorporated in Bermuda with limited liability (Stock code : 1447)  
於百慕達註冊成立的有限公司(股份代號: 1447)

二零一七年年報

ANNUAL REPORT 2017





# CONTENTS 目錄

Corporate Information 公司資料	2
Chairman's Statement 主席報告	4
Management Discussion and Analysis 管理層討論及分析	7
Environmental, Social and Governance Report 環境、社會及管治報告	34
Corporate Governance Report 企業管治報告	78
Biographical Details of Directors and Senior Management 董事及高級管理層履歷	91
Report of the Directors 董事報告	97
Independent Auditor's Report 獨立核數師報告	121
Consolidated Income Statement 綜合收益表	128
Consolidated Statement of Comprehensive Income 綜合全面收益表	129
Consolidated Statement of Financial Position 綜合財務狀況表	130
Consolidated Statement of Changes in Equity 綜合權益變動表	132
Consolidated Cash Flow Statement 綜合現金流量表	133
Notes to the Consolidated Financial Statements 綜合財務報表附註	135
Five Year Financial Summary 五年財務概要	208



# CORPORATE INFORMATION

## 公司資料

### BOARD OF DIRECTORS

#### Executive Directors

Mr. CHAN Ki Chun (*Chairman and Managing Director of the Group*)  
Mr. CHAN Chor Tung  
Mr. YUNG Kim Man  
Mr. YEUNG Cho Yin, William

#### Independent Non-Executive Directors

Mr. LAM Leung Tsun  
Mr. JIM Fun Kwong, Frederick  
Mr. CHAN Kim Hung, Simon

### AUDIT COMMITTEE

Mr. JIM Fun Kwong, Frederick (*Chairman*)  
Mr. LAM Leung Tsun  
Mr. CHAN Kim Hung, Simon

### NOMINATION COMMITTEE

Mr. CHAN Ki Chun (*Chairman*)  
Mr. LAM Leung Tsun  
Mr. CHAN Kim Hung, Simon

### REMUNERATION COMMITTEE

Mr. CHAN Kim Hung, Simon (*Chairman*)  
Mr. JIM Fun Kwong, Frederick  
Mr. YEUNG Cho Yin, William

### COMPANY SECRETARY

Ms. TANG Yuen Wah, Rity

### AUTHORISED REPRESENTATIVES

Mr. CHAN Ki Chun  
Mr. YEUNG Cho Yin, William

### REGISTERED OFFICE

Clarendon House  
2 Church Street  
Hamilton HM 11  
Bermuda

### HEADQUARTERS, HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS IN HONG KONG

Rooms 3207-10  
32/F, Great Eagle Centre  
23 Harbour Road  
Wanchai  
Hong Kong

### 董事會

#### 執行董事

陳麒淳先生 (本集團主席兼董事總經理)  
陳楚東先生  
容劍文先生  
楊楚賢先生

#### 獨立非執行董事

林良俊先生  
詹勳光先生  
陳劍雄先生

#### 審核委員會

詹勳光先生 (主席)  
林良俊先生  
陳劍雄先生

#### 提名委員會

陳麒淳先生 (主席)  
林良俊先生  
陳劍雄先生

#### 薪酬委員會

陳劍雄先生 (主席)  
詹勳光先生  
楊楚賢先生

#### 公司秘書

鄧婉華女士

#### 授權代表

陳麒淳先生  
楊楚賢先生

#### 註冊辦事處

Clarendon House  
2 Church Street  
Hamilton HM 11  
Bermuda

#### 總部、總辦事處及香港主要營業地點

香港  
灣仔  
港灣道23號  
鷹君中心32樓  
3207-10室

## HONG KONG SHARE REGISTRAR AND TRANSFER OFFICE

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

## BERMUDA RESIDENT REPRESENTATIVE AND PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

Conyers Corporate Services (Bermuda) Limited  
Clarendon House  
2 Church Street  
Hamilton HM 11  
Bermuda

## AUDITOR

KPMG, *Certified Public Accountants*

## LEGAL ADVISERS

### As to Hong Kong law:

ONC Lawyers

### As to Bermuda law:

Conyers Dill & Pearman

### As to Macau law:

Vong Hin Fai Lawyers & Private Notary

## PRINCIPAL BANKERS

The Hongkong and Shanghai Banking Corporation Limited  
Hang Seng Bank Limited  
Bank of China (Hong Kong) Limited  
BNP Paribas, Hong Kong Branch  
Chong Hing Bank Limited  
China CITIC Bank International Limited  
DBS Bank (Hong Kong) Limited  
Fubon Bank (Hong Kong) Limited  
Dah Sing Bank, Limited  
Standard Chartered Bank (Hong Kong) Limited  
Bank of China, Macau Branch

## STOCK CODE

1447

## WEBSITE

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

## 香港股份過戶登記處

卓佳證券登記有限公司  
香港  
皇后大道東 183 號  
合和中心 22 樓

## 駐百慕達代表及主要股份過戶登記處

Conyers Corporate Services (Bermuda) Limited  
Clarendon House  
2 Church Street  
Hamilton HM 11  
Bermuda

## 核數師

畢馬威會計師事務所，執業會計師

## 法律顧問

### 香港法律：

柯伍陳律師事務所

### 百慕達法律：

Conyers Dill & Pearman

### 澳門法律：

黃顯輝律師事務所暨私人公證員

## 主要往來銀行

香港上海滙豐銀行有限公司  
恒生銀行有限公司  
中國銀行(香港)有限公司  
法國巴黎銀行香港分行  
創興銀行有限公司  
中信銀行(國際)有限公司  
星展銀行(香港)有限公司  
富邦銀行(香港)有限公司  
大新銀行有限公司  
渣打銀行(香港)有限公司  
中國銀行澳門分行

## 股份代號

1447

## 網站

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

# CHAIRMAN'S STATEMENT

## 主席報告

Dear Shareholders,

To our Group, 2017 was a prosperous and delighted year. On behalf of the board (the "Board") of directors (the "Directors") of SFK Construction Holdings Limited (the "Company"), I am pleased to present the annual report of the Company and its subsidiaries (collectively "SFK" or the "Group") for the year ended 31 December 2017 (the "Year" or "2017").

We are principally engaged in construction and maintenance projects in Hong Kong and construction projects in Macau under our brand name "SFK (新福港)". We are an approved and omnicompetent contractor of public works in Hong Kong and we believe our proven track record and good reputation in the construction industry position us well to maintain a sustainable business growth. We also provide other services, such as properties management services and building information modeling ("BIM") services to real estates in Hong Kong and the People's Republic of China (the "PRC").

We achieved delighted financial results for the Year. The Group recorded a historical high turnover of approximately HK\$4,612 million (2016: HK\$3,002 million) and consolidated net profit of approximately HK\$143 million (2016: HK\$106 million). The favourable results were primarily due to the combined effect of the award of several sizable projects during the Year and increase in contributions from our ongoing projects between years in accordance with the work progress.

During the Year, the Group has been awarded 13 new contracts with total contract value of approximately HK\$4,070 million (2016: HK\$6,273 million), representing a decrease of 35% to that of 2016. The decrease in new contract value reflected our tendering strategy in year 2017 of diverting our attention to acquire more projects with higher profit margin. The outstanding value of the contracts in hand as at 31 December 2017 was approximately HK\$10,281 million and the level remains high. We expect that this high remaining value to contract-in-hand would provide the Group a steady growth in business turnover and earning for the coming years.

In the 2018 Government Policy Address, the Government will continuously propose, among many other strategies, reclamation outside the Victoria Harbour and developing rock cavern space to increase land supply. In fact, reclamation in Tung Chung, Lantau Island was inaugurated in February 2018 and would provide, inter alia, 49,500 new residential flats in which 31,000 flats will be public housing units in the forthcoming future. Rock cavern space is particularly suitable for construction of sewage/water treatment plant or service reservoir. These government policies would further increase the government expenditures on infrastructures in Hong Kong so as to fill up any lacuna leaving from completion of certain mega-infrastructures and metropolitan railways projects.

各位股東：

對本集團而言，二零一七年為豐收及喜悅的一年。本人謹代表新福港建設集團有限公司(「本公司」)董事(「董事」)會(「董事會」)欣然提呈本公司及附屬公司(統稱「新福港」或「本集團」)截至二零一七年十二月三十一日止年度(「年內」或「二零一七年」)的年報。

我們主要以我們的「SFK(新福港)」品牌名稱在香港從事建築及保養項目以及在澳門從事建築項目。我們是香港公共工程的認可及全能承建商，而我們相信，我們的可靠往績記錄及於建築業的良好聲譽令我們作好準備維持可持續業務增長。我們亦向香港及中華人民共和國(「中國」)房地產業提供物業管理服務及建築資訊模型(「BIM」)服務等其他服務。

我們在年內取得令人欣喜的財務業績。本集團錄得的營業額及綜合純利創歷史高位，分別約為4,612百萬港元(二零一六年：3,002百萬港元)及約143百萬港元(二零一六年：106百萬港元)。取得令人滿意的業績乃主要由於年內獲授多個大型項目及我們的在建項目在各年間根據工作進度獲得收入貢獻增加的綜合效應所致。

於年內，本集團已獲得總合約價值約4,070百萬港元(二零一六年：6,273百萬港元)的13份新合約，相較於二零一六年減少35%。新合約價值減少是由於我們二零一七年的投標策略重點轉向獲取更多高利潤率項目。於二零一七年十二月三十一日，手頭合約的未完成價值約為10,281百萬港元，仍維持在較高水平。我們預計，手頭合約餘下價值維持於高水平將可為未來數年本集團的業務營業額及盈利帶來穩定增長。

二零一八年政府施政報告顯示，政府會繼續推行多項其他策略，包括在維多利亞港以外填海及開發岩洞空間，以增加土地供應。事實上，大嶼山東涌填海工程已於二零一八年二月動工，未來其將可提供(其中包括)49,500個新住宅單位，其中31,000個單位將為公屋單位。岩洞空間尤為適合建設污水/水處理廠或配水庫。該等政府政策將進一步加大政府在香港基建的支出，以填補若干大型基建及城市軌道交通項目完工後遺留的缺口。



Also in the 2018 Government Policy Address, the Government recognise that the construction industry in Hong Kong has been facing the challenges of high construction costs and labour shortage in recent years. Hence, the Government will be proactively promoting innovative construction methods to improve productivity and cost-effectiveness, such as BIM technology in the design and construction of major government capital works projects scheduled in 2018. Benefitting from this policy, we expect our turnover in such BIM service which have been set up four years ago will be augmented considerably.

Despite all those challenges that we are facing, we are optimistic that the Group can maintain a steady growth in our construction business by maintaining high-quality construction work services.

In December 2017, the Group acquired the entire issued capital of an electrical and mechanical (“E&M”) engineering company which is an approved contractor on the “List of Approved Suppliers of Materials and Specialist Contractors for Public Works” of the Hong Kong Government for certain specific categories of works (subject to certain conditions), including, inter alia, “Supply and Installation of Water Treatment Plant (on probation)”. This acquisition is in line with the businesses of the Group. With the injection of the expertise, skills and solid experiences in wastewater and potable water treatment industry, the Group will be better qualified to tender public works of E&M Installation for sewage/water treatment plant and would thus enable the Group to enhance its overall competitiveness as a civil engineering main contractor in the construction industry.

Looking ahead, our construction business will continuously be operated in a stable and efficient way, which will further enhance our construction record and reputation. Meanwhile, we will keep looking for channels to diversify our resources into different businesses and geographical areas to capture new business opportunities.

Same as the year before, in order to increase any transparency and accountability to various stakeholders about our Group's Environmental, Social and Governance (“ESG”) performance, we are pleased to present our ESG 2017 Report in this annual report which summarised our effort and performance in promoting and strengthening corporate social responsibility within the Group.

I would like to take this opportunity to express my heartfelt appreciation to my fellow board members, management team, staff members, suppliers, subcontractors, other business partners and, most importantly, our shareholders (the “Shareholders”) and customers for their continuous support to the Group and contribution to its favourable results during the Year.

此外，政府在二零一八年施政報告中亦承認，近年香港建築業一直面臨建築成本高昂及勞工短缺的挑戰。因此，政府會積極推動新型建築方法，以提高生產力及成本效益，如在二零一八年計劃進行的重大政府基本工程項目的設計及施工中使用BIM技術。受惠於此政策，我們預計四年前建立的建築資訊模型服務的營業額將會大幅增加。

儘管面臨該等挑戰，但我們樂觀認為，透過保持高質量的施工服務，本集團的建築業務可維持穩定增長。

於二零一七年十二月，本集團收購一間機電工程公司之全部已發行股本，該公司為香港政府若干特定類別工程（受限於若干條件，包括但不限於「供應及裝置濾水廠設備（試用期）」之「認可公共工程物料供應商及專門承造商名冊」的認可承造商。此收購事項與本集團的業務一致。結合我們在廢水及飲用水處理行業的專業知識、技能及豐富經驗後，本集團將更具實力競投污水／水處理廠的機電安裝公共工程，從而使本集團能夠提升其作為建築業土木工程總承建商的整體競爭力。

展望未來，我們的建築業務將一如既往以穩健有效的方式經營，以進一步提升我們的建築成績及聲譽。同時，我們將繼續尋找可將資源多元化至不同業務及地域的渠道，以把握新的商機。

與前一年相同，為提高本集團在環境、社會及管治（「環境、社會及管治」）表現方面對各持份者的透明度及問責性，我們欣然於本年報中呈列二零一七年環境、社會及管治報告，當中概述我們在促進及加強本集團企業社會責任方面作出的努力及表現。

本人藉此機會衷心感謝各董事會成員、管理團隊、員工、供應商、分包商及其他業務夥伴，尤其最重要的是我們的股東（「股東」）及客戶對本集團的一貫支持及對年內利好業績的貢獻。

# CHAIRMAN'S STATEMENT

## 主席報告

To reward and thank our Shareholders for their support, the Board recommends the payment of a final dividend of HK18.5 cents per share. Together with the interim dividend for the Year of HK12.5 cents per share already paid in September 2017, total payment of dividend for the Year amounted to HK31.0 cents per share (2016: HK26.5 cents per share).

為回饋及感謝各位股東的支持，董事會建議派付末期股息每股18.5港仙。連同年內中期股息每股12.5港仙已於二零一七年九月作出派付，年內股息付款總額為每股31.0港仙(二零一六年：每股26.5港仙)。

**Chan Ki Chun**

*Chairman*

Hong Kong, 26 March 2018

主席

**陳麒淳**

香港，二零一八年三月二十六日

# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論及分析

The Group is principally engaged in construction and maintenance projects in Hong Kong and construction projects in Macau under our brand “SFK (新 福 港)”. In addition, the Group provides other services, which comprise mainly housing and property management services (such as the provision of cleaning services and security management services) and building information modeling (“BIM”) services to real estates in Hong Kong and the PRC.

### BUSINESS REVIEW

The Group achieved delighted financial results and recorded a historical high turnover for the Year. The Group’s revenue increased by 53.63% from HK\$3,002.02 million to HK\$4,611.97 million. Our profit for the year attributable to equity shareholders of the Company increased by 33.88% from HK\$105.97 million to HK\$141.87 million. The favourable results were mainly the combined effect of the award of several sizeable projects during the Year and the increase in contributions from our ongoing projects between years in accordance with the work progress.

The Group is one of the few construction companies in Hong Kong that are included in the List of Approved Contractors maintained by the Works Branch with Group C status (unlimited value) in all five works categories. The Group is also one of the approved contractors to tender for the Housing Authority’s new works contracts and maintenance contracts of unlimited value. These are the highest grades in the respective categories, which enable us to be capable and flexible in acquiring or tendering for all kinds of Government and Housing Authority’s construction and maintenance contracts for general building and civil engineering works. We are optimistic that our Group can maintain a steady growth in our construction and maintenance business.

本集團主要以我們的「SFK(新福港)」品牌在香港從事建築及保養項目以及在澳門從事建築項目。此外，本集團提供其他服務，主要包括向香港及中國的房地產提供房屋及物業管理服務(例如提供清潔服務及保安管理服務)及建築資訊模型(「BIM」)服務。

### 業務回顧

本集團於年內實現令人欣喜的財務業績並錄得營業額歷史新高。本集團的收益由3,002.02百萬港元增加53.63%至4,611.97百萬港元；本公司權益股東應佔年內溢利由105.97百萬港元增加33.88%至141.87百萬港元。取得令人滿意的業績乃主要由於年內獲授多個大型項目及我們的在建項目在各年間根據工作進度獲得收入貢獻增加的綜合效應所致。

本集團是被列入工務科存置的認可承建商名冊在所有五種工程類別中均是C組(不限價值)中的少數幾家香港建築公司之一。本集團亦是可競投房屋委員會新工程合約及保養合約(不限價值)的認可承建商之一。此乃各個類別中的最高等級，這使我們有能力並可靈活地在一般建築及土木工程方面獲得或競投所有種類的政府及房屋委員會的建築及保養合約。我們樂觀認為，本集團的建築及保養業務將維持穩定增長。



# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論及分析

### Major projects awarded and undertaken in 2017

During the Year, we were awarded 13 projects as a main contractor in Hong Kong (out of which 12 and 1 are from the public sector and private sector, respectively), with total original contract sum of approximately HK\$4,070 million. The table below sets out the summary of our construction and maintenance projects for general building and civil engineering works that were awarded during the Year:

### 二零一七年獲批及承接的主要項目

年內，我們於香港以總承建商身份獲批13個項目（來自公營部門及私營機構的項目分別為12個和1個），原訂合約總額約為4,070百萬港元。下表載列我們年內獲批的一般樓宇及土木工程建築及保養項目概要：

		<b>Number of projects</b> 項目數目	<b>Total original contract sum</b> 原訂合約總額 (approximate HK\$'million) (概約百萬港元)
Original contract sum at or above HK\$500 million	5億港元或以上的原訂合約金額	4	2,692
Original contract sum below HK\$500 million but at or above HK\$200 million	5億港元以下但2億港元或以上的原訂合約金額	3	1,027
Original contract sum below HK\$200 million but at or above HK\$50 million	2億港元以下但5,000萬港元或以上的原訂合約金額	3	344
Original contract sum less than HK\$50 million	少於5,000萬港元的原訂合約金額	3	7
		<b>13</b>	<b>4,070</b>

# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論及分析

As at 31 December 2017, we had a total of 21 projects for general building works and 10 projects for civil engineering works on hand. The total original contract sum of these projects was approximately HK\$17,647 million. The outstanding value of our ongoing projects as at 31 December 2017 was approximately HK\$10,281 million. The following table sets forth the particulars of some of the sizeable construction and maintenance projects for general building works and civil engineering works awarded and undertaken by us as a main contractor and remained ongoing as at 31 December 2017:

於二零一七年十二月三十一日，我們手頭有合共21個一般樓宇工程項目及10個土木工程項目。該等項目原訂合約總額約為17,647百萬港元。二零一七年十二月三十一日我們在建項目的未完成價值約為10,281百萬港元。下表載列我們以總承建商身份獲批及承接且於二零一七年十二月三十一日仍在進行的部分一般樓宇工程及土木工程的大型建築及保養項目詳情：

Project type	Business segment	Scope of works	Original contract completion date	Original contract sum	Revenue recognised during the financial year 2017
項目類型	業務分部	工程範疇	原訂合約完工期	原訂合約金額 (approximate HK\$ million) (概約百萬港元)	於二零一七年財政年度 確認的收益 (approximate HK\$ million) (概約百萬港元)
Management and maintenance of roads in Kowloon East for the Highways Department 為路政署管理及保養九龍東道路	Civil engineering works — maintenance projects 土木工程 — 保養項目	Management and maintenance of public roads, including associated slopes, highway structures, landscaping and minor improvement works, in Kowloon East but excluding high speed roads 管理及保養九龍東的公共道路（快速公路除外），包括相關斜坡、公路構築物、景觀美化及小型道路改善工程	March 2018 二零一八年三月	550.0	147.2
Maintenance of properties managed by the Housing Authority 為房屋委員會管理的物業提供保養	General building works — maintenance projects — 保養項目	Maintenance, improvement and vacant flat refurbishment for properties managed by the Housing Authority at Wong Tai Sin, Tsing Yi, Tsuen Wan and Islands 為房屋委員會管理位於黃大仙、青衣、荃灣及離島的物業提供保養、改善及空置單位翻新工程	March 2018 二零一八年三月	432.2	134.1
Home ownership scheme development of the Housing Authority 房屋委員會居屋發展項目	General building works 一般樓宇工程	To build 3 blocks of around 30 storeys buildings, carpark and carport, and ancillary structures 興建3幢約30層高樓宇、停車場及車庫及附屬構築物	September 2018 二零一八年九月	1,297.0	478.1
Home ownership scheme development of the Housing Authority 房屋委員會居屋發展項目	General building works 一般樓宇工程	To build 3 blocks of around 27 storeys building and ancillary structures 興建3幢27層高樓宇及附屬構築物	October 2018 二零一八年十月	1,299.0	258.8
Enhancement works at Carpark of Airport Authority Hong Kong 機場管理局停車場改善工程	Civil engineering works 土木工程	Enhancement works at Car Park 1 一號停車場改善工程	November 2018 二零一八年十一月	123.7	2.0

# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論及分析

Project type	Business segment	Scope of works	Original contract completion date	Original contract sum	Revenue recognised during the financial year 2017
項目類型	業務分部	工程範疇	原訂合約完工期	原訂合約金額 (approximate HK\$'million) (概約百萬港元)	於二零一七年 財政年度 確認的收益 (approximate HK\$'million) (概約百萬港元)
Main contract for the Park for West Kowloon Cultural District Authority 西九文化區管理局的公園主合約	General building works 一般樓宇工程	Construction of the Art Park in West Kowloon Cultural District 於西九龍文化區興建藝術公園	December 2018 二零一八年十二月	1,140.2	327.0
Proposed subsidised housing development of Hong Kong Housing Society 香港房屋協會的建議資助房屋發展項目	General building works 一般樓宇工程	To build a 31-storey residential block, a single storey commercial block, an open car park and slope improvement 興建1棟31層高住宅樓、 1棟1層高商場、露天停車場及斜坡加固	June 2019 二零一九年六月	464.0	38.5
Contract with the Hospital Authority 與醫院管理局的合約	General building works — maintenance project 一般樓宇工程 — 保養項目	To carry out minor works for New Territories East and New Territories West Clusters 為新界東及新界西醫院聯網 實施小型工程	June 2019 二零一九年六月	734.2	110.8
Kai Tak Development for Civil Engineering and Development Department 土木工程拓展署的啟德發展計劃	Civil engineering works 土木工程	Infrastructure works for developments at the southern part of the former runway 前跑道南面基礎設施發展工程	September 2019 二零一九年九月	1,947.0*	167.2**
Public rental housing development of the Housing Authority 房屋委員會公屋發展項目	General building works 一般樓宇工程	To build 5 domestic blocks with 4,846 flats and ancillary buildings 興建5座共4,846個單位的住宅大樓及配套建築物	October 2019 二零一九年十月	3,047.0	804.0
Construction of Public Rental Housing Development of the Housing Authority 房屋委員會公共租住房屋發展計劃 建築工程	General building works 一般樓宇工程	Construction of Public Rental Housing Development 公共租住房屋發展計劃建築工程	December 2019 二零一九年十二月	707.0	30.7
Construction of Subsidised Sale Flats Development of Housing Authority 房屋委員會資助出售房屋發展計劃 建築工程	General building works 一般樓宇工程	Construction of Subsidised Sale Flats Development 資助出售房屋發展計劃建築工程	February 2020 二零二零年二月	513.0	3.1
Main Contract for Global Graduate Tower of HKUST 香港科技大學研究生宿舍主合約	General building works 一般樓宇工程	Construction of Global Graduate Tower in HKUST 於香港科技大學興建香港科技大學 研究生宿舍	February 2020 二零二零年二月	316.4	—

# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論及分析

Project type	Business segment	Scope of works	Original contract completion date	Original contract sum	Revenue recognised during the financial year 2017 於二零一七年財政年度確認的收益 (approximate HK\$'million) (概約百萬港元)
項目類型	業務分部	工程範疇	原訂合約完工期	原訂合約金額 (approximate HK\$'million) (概約百萬港元)	(approximate HK\$'million) (概約百萬港元)
Works Contract for the M+ Waterfront Promenade of West Kowloon Cultural District Authority 西九文化區管理局的M+海濱長廊工程合約	General Construction works 一般建築工程	Construction of M+ Waterfront Promenade 興建M+海濱長廊項目	February 2020 二零二零年二月	69.7	-
Maintenance of hydraulic and pumping system and buildings managed by the Airport Authority 為機場管理局管理的液壓和泵送系統及樓宇提供保養	General building works — maintenance project 一般樓宇工程 — 保養項目	Maintenance, improvement and refurbishment for hydraulic and pumping system and various buildings managed by the Airport Authority 為機場管理局管理的液壓和泵送系統及多種樓宇提供保養、改善及翻新工程	March 2020 二零二零年三月	221.8	64.5
Maintenance of properties managed by the Housing Authority 為房屋委員會管理的物業提供保養	General building works — maintenance project 一般樓宇工程 — 保養項目	Maintenance, improvement and vacant flat refurbishment for properties managed by the Housing Authority in Tuen Mun and Yuen Long 為房屋委員會管理位於屯門及元朗的物業提供保養、改善及空置單位翻新工程	March 2020 二零二零年三月	246.7	56.8
Maintenance of properties managed by the Architectural Services Department 為建築署管理的物業提供保養	General building works — maintenance project 一般樓宇工程 — 保養項目	Alterations, additions, maintenance and repair of buildings and lands and properties in (i) Hong Kong Island Eastern and Outlying Islands (South); (ii) Hong Kong Island Western, Southern and Lantau Island for which Architectural Services Department (Property Services Branch) is responsible 為建築署(物業事務處)負責的 (i)港島東區及離島(南); (ii)港島西區、南區及大嶼山的樓宇、土地及物業進行改建、加建、保養及維修工程	March 2021 二零二一年三月	1,471.8	139.9
Piers maintenance for Civil Engineering and Development Department 土木工程拓展署的碼頭保養合約	Civil engineering — maintenance project 土木工程 — 保養項目	To carry out maintenance works for piers 為渡輪碼頭進行保養工程	March 2022 二零二二年三月	150.1	22.3

\* In a form of joint operation in which the Company participates in 40% of the contract.

\* 採用合營業務形式，本公司持有40%合約權益。

\*\* The revenue recognised represented our shares of the contract.

\*\* 已確認收益指我們應佔該合約的份額。

# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論及分析

### Major projects completed in 2017

Completed projects refer to projects for which we have received the completion certificates from the respective customers or terms of year of the contracts expired. Details of the major projects completed by the Group as a main contractor during the Year are as follow:

### 二零一七年完成的主要項目

完成項目指我們自相關客戶收到完工證明書或合約年期已屆滿的項目。年內，本集團以總承建商身份完成的主要項目詳情如下：

Project type	Business segment	Scope of works	Contract period	Original contract sum	Revenue recognised during the financial year 2017
項目類型	業務分部	工程範疇	合約期	原訂合約金額 (approximate HK\$'million) (概約百萬港元)	於二零一七年財政年度確認的收益 (approximate HK\$'million) (概約百萬港元)
Maintenance of properties managed by the Architectural Services Department 為建築署管理的物業提供保養	General building works – maintenance project 一般樓宇工程 – 保養項目	Alterations, additions, maintenance and repair of buildings and lands and properties in Tai Po, North District, Outlying Islands (North), Wong Tai Sin and Sha Tin for which Architectural Services Department (Property Services Branch) is responsible 為建築署(物業事務處)負責的大埔、北區、離島(北)、黃大仙及沙田的樓宇、土地及物業進行改建、加建、保養及維修工程	April 2014 to March 2017 二零一四年四月至二零一七年三月	883.6	275.6

A majority of our revenue is generated from our general building and civil engineering works. During the Year, the revenue attributable to our general building and civil engineering business amounted to HK\$3,275.66 million and HK\$1,228.05 million (2016: HK\$1,908.27 million and HK\$993.53 million), respectively, representing approximately 71.03% and 26.63% (2016: 63.57% and 33.10%), respectively, of the total revenue of the Group for the Year.

我們的大部分收益來自一般樓宇及土木工程。年內，一般樓宇及土木工程業務收益分別為3,275.66百萬港元及1,228.05百萬港元(二零一六年：1,908.27百萬港元及993.53百萬港元)，分別佔年內本集團總收益約71.03%及26.63%(二零一六年：63.57%及33.10%)。

During the Year, other than general building and civil engineering works, we also provided other services which comprised mainly housing and property management services (such as the provision of cleaning services and security management services) and BIM services to real estates in Hong Kong and the PRC. Revenue attributable to these other services amounted to approximately 2.34% of the total revenue of the Group for the Year (2016: 3.33%).

年內，除一般樓宇及土木工程外，我們亦提供其他服務，主要包括向香港及中國的房地產提供房屋及物業管理服務(如清潔服務及保安管理服務)及BIM服務。其他服務應佔收益佔年內本集團總收益約2.34%(二零一六年：3.33%)。



# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論及分析

### Award of Contracts after the Reporting Period

The Group has been awarded and undertaken by us the following contracts for construction and maintenance projects after the reporting period and the table below sets forth the particulars of these projects:

### 於報告期後獲批的合約

本集團已獲批且經我們承接於報告期後進行建築及保養項目的合約如下，下表載列該等項目的詳情：

Project type 項目類型	Business segment 業務分部	Scope of works 工程範圍	Contract period 合約期	Original contract sum 原訂合約金額 (approximate HK\$ million) (概約百萬元)
Management and maintenance of roads in Kowloon East for the Highways Department 為路政署管理及保養九龍東道路	Civil engineering works — maintenance projects 土木工程 — 保養項目	Management and maintenance of public roads, including associated slopes, highway structures, tunnels, landscaping and minor improvement works, in Kowloon East but excluding Expressways and High Speed Roads. 管理和維修九龍東的公共道路（快速公路及高速道路除外），包括進行相關的斜坡、道路構築物、隧道、園境設施和小規模道路改善工程	April 2018 to March 2024 二零一八年四月至二零二四年三月	482.6
Construction of Public Rental Housing Development and Subsidised Sale Flats Development of the Housing Authority 房屋委員會公共租住房屋發展計劃及資助出售房屋發展計劃建築工程	General building works 一般樓宇工程	Construction of Public Rental Housing Development and Subsidised Sale Flats Development 公共租住房屋發展計劃及資助出售房屋發展計劃建築工程	March 2018 to October 2022 二零一八年三月至二零二二年十月	3,740.0

# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論及分析

### Our commitment to safety, quality and environment

The Board is of the view that the continued success of our business primarily depends on our ability to meet our customers' requirements, particularly in respect of safety, quality and environmental aspects. The Group has established a set of quality assurance measures and has committed to high safety standard and environmental impact control. Through the systematic and effective control of the Group's operations and monitoring procedures and control over its subcontractors, compliance with safety, quality and environmental requirements can be further assured and in the meantime, non-conformance, environmental incidents and liability can be eliminated or reduced.

The Group has been accredited and continuously re-accredited with ISO9001, ISO14001, ISO50001 and OHSAS18001 certifications. The Board believes that these certifications will enhance our public image, credibility and customers' confidence in the Group. In recent years, more and more tenders have included the requirements of ISO9001, ISO14001 and OHSAS18001 certifications and our certified status will bring us more business opportunities and uphold our competitiveness.

For more details on our performance in safety, quality and environmental aspects, please refer to the Environmental, Social and Governance Report (the "ESG Report") on pages 34 to 77 of this annual report.

### Effective cost control and savings measures

Our management has been flexible and will continue to do so in deploying resources with reference to the stage of completion of various ongoing projects in order to capture business opportunities and to optimise the allocation of resources.

Given our wide diversity of works, we are able to implement a centralised resources sourcing and allocation system which allows us to reduce costs by making bulk purchases and maximise utilisation of resources, and a customised enterprise resources planning programme to monitor the cost in real time.

We maintain good and long standing relationships with our subcontractors. By having long-standing relationships with our subcontractors, we can make comprehensive assessment of our subcontractors over years so as to ensure the quality of works in the long run. Our relationships with these subcontractors also obviate the need for keeping a large number of workers under permanent employment of the Group, thereby giving us the feasibility to deploy our resources more cost effectively without compromising our quality.

### 安全、品質及環境承諾

董事會認為，我們業務的持續成功主要倚重我們滿足客戶要求的能力，尤其在安全、品質及環境等方面。本集團已確立一套品質保證措施並致力維持高水平安全標準及環境影響監控。通過全面高效的集團營運監控及分包商監察程序及控制，可進一步確保符合安全、質素及環境規定，亦可杜絕或減少違規、環境事故及相關責任。

本集團已取得並持續取得ISO9001、ISO14001、ISO50001及OHSAS18001認證。董事會相信該等認證將提升我們的公眾形象、信譽及客戶對本集團的信心。近年，越來越多競投要求競投者通過ISO9001、ISO14001及OHSAS18001認證，因此我們的認證地位將帶給我們更多商機並維持我們的競爭力。

有關我們於安全、品質及環境等方面表現的更多詳情，請參閱本年報第34至77頁的環境、社會及管治報告（「環境、社會及管治報告」）。

### 有效的成本控制及節約措施

我們的管理層一直並將按各個進行中項目的完成進度靈活調配資源，務求把握商機及優化資源分配。

鑑於我們的工程項目之多樣性，我們採用集中資源採購及分配系統，令我們可透過批量採購及物盡其用以降低成本，並根據量身定製的企業資源規劃方案實時監控成本。

我們與分包商維持良好的長期合作關係。經過長期業務往來，我們能夠全面評估分包商的多年表現，長遠而言利於確保工程質素。我們與分包商的關係亦使本集團毋需僱用大量全職工人，利於我們在無損質素的情況下更具成本效益地配置資源。

# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論及分析

### Recent Development

During the Year, the Group acquired the entire issued capital of an electrical and mechanical engineering company, namely, Biwater Man Lee Limited (“Biwater Man Lee”). Biwater Man Lee was incorporated in Hong Kong on 20 June 1980 and is an approved contractor on the “List of Approved Suppliers of Materials and Specialist Contractors for Public Works” of the Hong Kong Government for certain specific categories of works (subject to certain conditions), including, inter alia, “Supply and Installation of Water Treatment Plant (on probation)”.

The acquisition of Biwater Man Lee is in line with the businesses of the Group. With the injection of the expertise, skills and solid experiences in wastewater and potable water treatment industry, the Group will be better equipped to further develop its businesses in the provision of construction services. In particular, given the public’s rising awareness of environmental protection and favourable government policy in Hong Kong, the Group is optimistic on the wastewater and potable water treatment industry in Hong Kong. We expected that the acquisition of Biwater Man Lee will create synergy from combining the resources and expertise of both the Group and Biwater Man Lee in the provision of construction services, and enable the Group to enhance its overall competitiveness as a civil engineering main contractor in the construction industry.

The Group will continue to seek and consider suitable merger and acquisition opportunities to enhance its capabilities in undertaking different types of construction works and housing management works. Should suitable opportunities arise, we intend to invest in, or form joint ventures with, high-quality companies which possess the relevant licences and expertise especially in the area of specialist works such as electrical and mechanical works. In selecting and assessing potential merger and acquisition opportunities, we will consider a variety of factors relating to the target companies, such as their compatibility with our business and future development plans, track record, capability of management and technical staff, market share, goodwill and cost management.

### 最近進展

年內，本公司收購一間電力及機械工程公司，即百沃特文利工程有限公司(「百沃特文利」)的全部已發行股本。百沃特文利於一九八零年六月二十日於香港註冊成立，並屬香港政府「認可公共工程物料供應商及專門承造商名冊」項下的認可承造商，可從事若干專門工程類別(惟受若干條件規限)，其中包括「供應及裝置濾水廠設備(試用期)」。

收購百沃特文利與本集團的業務一致。透過投入廢水及飲用水處理行業的專業知識、技術及豐富經驗，本集團將具備更佳條件進一步發展其提供建築服務的業務。特別是，鑒於香港公眾不斷提升環保意識以及政府政策利好，本集團對香港污水及飲用水處理行業持樂觀態度。我們預期收購百沃特文利將透過結合本集團及百沃特文利提供建築服務的資源及專業知識而產生協同作用，本集團因而能提升其作為建造業土木工程總承建商的整體競爭力。

本集團將繼續物色及考慮合適的併購機會以提升承接不同類型建築工程及住房管理工程的能力。如有適當機會，我們會投資優質公司或與之合作成立合營企業，該等公司尤指具備機電工程等專門工程領域相關牌照及專業知識者。在甄選及評估潛在併購時，我們將考慮與目標公司有關的各類因素，例如與我們業務及未來發展規劃的配合程度、往績紀錄、管理層及技術人員實力、市場份額、商譽及成本管理。

# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論及分析

### FINANCIAL REVIEW

#### Revenue

Our revenue increased by approximately HK\$1,609.95 million, or approximately 53.63%, from HK\$3,002.02 million for 2016 to HK\$4,611.97 million for 2017. The increase in our revenue was mainly the combined effect of the increase in general building business of HK\$1,367.39 million and the increase in civil engineering business of HK\$234.52 million.

Revenue from general building business increased by approximately HK\$1,367.39 million, or approximately 71.66%, from HK\$1,908.27 million for 2016 to HK\$3,275.66 million for 2017. The increase was primarily due to inclusion of certain new general building contracts, including construction of a proposed subsidised housing development for the Hong Kong Housing Society and the construction of a public rental housing development for the Hong Kong Housing Authority. In addition, there was an increase in revenue of certain general building contracts in accordance with the work progress, including the construction of a public rental housing development and a home ownership scheme development for the Hong Kong Housing Authority and the construction of a park development in Kowloon West. This was partly offset by the decrease in revenue between years due to the completion of certain general building contracts, including a building project carried out for a theme park (to build an attraction for the theme park).

Revenue from civil engineering business increased by approximately HK\$234.52 million, or approximately 23.60%, from HK\$993.53 million 2016 to HK\$1,228.05 million for 2017. The increase was primarily due to increase in revenue of certain civil engineering contracts in accordance with the work progress, including Kai Tak Development at the southern part of the former runway, and the reconstruction and upgrading of Kai Tak nullah.

Revenue from other services (which mainly comprised housing and property management services and BIM services) for 2017 amounted to HK\$108.26 million (2016: HK\$100.22 million), representing 2.34% (2016: 3.33%) of the total revenue of the Group.

Our business remained to be primarily focusing in the Hong Kong market during the Year.

#### 財務回顧

#### 收益

我們的收益由二零一六年的3,002.02百萬港元增加約1,609.95百萬港元或約53.63%至二零一七年的4,611.97百萬港元。收益增加乃主要由於一般樓宇業務增加1,367.39百萬港元及土木工程業務增加234.52百萬港元的綜合影響所致。

一般樓宇業務的收益由二零一六年的1,908.27百萬港元增加約1,367.39百萬港元或約71.66%至二零一七年的3,275.66百萬港元。收益增加乃主要由於計入若干新一般樓宇合約(包括香港房屋協會的建議資助房屋發展項目及香港房屋委員會的公共租住房屋發展計劃建築工程)所致。此外，根據施工進度(包括為香港房屋委員會的公屋發展項目及居屋發展計劃建築工程以及興建西九龍公園發展項目)，若干一般樓宇合約的收益增加。部分被由於完成若干一般樓宇合約(包括開展的主題公園的建築項目(以建造主題公園景點))各年度收益的減少所抵銷。

土木工程業務的收益由二零一六年的993.53百萬港元增加約234.52百萬港元或約23.60%至二零一七年的1,228.05百萬港元。收益增加乃主要由於根據施工進度若干土木工程合約收益增加(包括前跑道南面的啟德機場發展項目及啟德明渠重建及改善工程)所致。

其他服務(主要包括房屋及物業管理服務及BIM服務)的收益於二零一七年為108.26百萬港元(二零一六年：100.22百萬港元)，佔本集團總收益的2.34%(二零一六年：3.33%)。

年內，我們的業務仍主要專注於香港市場。

# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論及分析

### Gross profit and gross profit margin

Our overall gross profit increased by approximately HK\$50.67 million, or approximately 25.79%, from HK\$196.49 million for 2016 to HK\$247.16 million for 2017. The increase in our gross profit was mainly due to the increase in contributions from our ongoing projects between years in accordance with the work progress.

Gross profit margin for 2017 amounted to 5.36%, which was slightly lower when compared to that of 6.55% for 2016. The profitability was partly affected by the surge in construction costs generally across the construction market.

### Other revenue

Other revenue mainly consisted of interest income and sundry income. Our other revenue for 2017 amounted to HK\$0.35 million, which was about in line compared to that of HK\$0.26 million for 2016.

### Other net gain

Our other net gain for 2017 mainly comprised gain on disposal of plant and equipment and net foreign exchange gain.

### Administrative expenses

Administrative expenses mainly consisted of staff costs and rental charges. Our administrative expenses for 2017 amounted to HK\$72.67 million, compared to that of HK\$67.00 million for 2016. The increase was mainly due to the increase in staff costs between years.

### Finance costs

Our finance costs for 2017 amounted to HK\$5.49 million, compared to that of HK\$3.01 million for 2016. The increase was primarily associated with the increase in bank interest expenses arising from the increase in average bank loan balances.

### Income tax

Our income tax for 2017 amounted to HK\$28.22 million, compared to that of HK\$21.57 million for 2016. The effective tax rate for 2017 was 16.51%, compared to that of 16.89% for the 2016.

Our effective tax rates for both years were relatively in line with the standard tax rates of the respective jurisdictions.

### Profit attributable to the equity shareholders of the Company

Based on the above factors, profit attributable to the equity shareholders of the Company increased by approximately HK\$35.90 million, or approximately 33.88%, from HK\$105.97 million for 2016 to HK\$141.87 million for 2017.

### 毛利及毛利率

我們的整體毛利由二零一六年的196.49百萬港元增加約50.67百萬港元或約25.79%至二零一七年的247.16百萬港元。我們的毛利增加乃主要由於我們的在建項目於各年度根據工作進度獲得的收入貢獻增加。

二零一七年的毛利率為5.36%，較二零一六年的6.55%略降。盈利能力部分受到建築市場的建築成本整體上揚所影響。

### 其他收益

其他收益主要包括利息收入及雜項收入。二零一七年的其他收益為0.35百萬港元，與二零一六年的其他收益0.26百萬港元大致相若。

### 其他淨收益

二零一七年的其他淨收益主要包括出售廠房及設備的收益及匯兌收益淨額。

### 行政開支

行政開支主要包括員工成本及租金支出。二零一七年的行政開支為72.67百萬港元，而二零一六年則為67.00百萬港元。是項增加乃主要由於年度之間的員工成本增加所致。

### 融資成本

二零一七年的融資成本為5.49百萬港元，而二零一六年的融資成本為3.01百萬港元。是項增加乃主要與平均銀行貸款結餘增加令銀行利息開支增加有關。

### 所得稅

二零一七年的所得稅為28.22百萬港元，而二零一六年則為21.57百萬港元。二零一七年的實際稅率為16.51%，而二零一六年的實際稅率則為16.89%。

我們於兩個年度的實際稅率與各司法權區的標準利率基本一致。

### 本公司權益股東應佔溢利

基於上述因素，本公司權益股東應佔溢利由二零一六年的105.97百萬港元增加約35.90百萬港元或約33.88%至二零一七年的141.87百萬港元。



# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論及分析

### PRINCIPAL RISKS AND UNCERTAINTIES

The following are some principal risks and uncertainties facing the Group, which may materially adversely affect its business, financial condition or results of operations:

#### Highly regulated industry

The construction industry is a highly regulated industry and our business is subject to various government regulations. In accordance with the laws of Hong Kong and Macau, the Group is required to obtain or maintain certain registrations, licences and/or certifications to operate its business. All such registrations, licences and/or certificates are granted/renewed and maintained upon the satisfactory compliance by the Group with, among others, the applicable criteria set by the relevant government departments or organisations. Such criteria may include the maintenance of certain financial criteria including the working capital level, the adequacy of our management structure and the appropriate experience and qualification of the personnel of the Group. These registrations, licences and/or certificates may only be valid for a limited period of time and may be subject to periodic reviews and renewal by government authorities and relevant organisations. In addition, the standards of compliance required in relation thereto may from time to time be subject to changes without substantial advance notice.

The loss of or failure to obtain or renew or a suspension of any or all of the Group's registrations, licences and/or certifications could materially and adversely affect the business of the Group.

#### Reliance on the contracts granted by the Hong Kong Government

The Hong Kong Government has been and is expected to continue to be the Group's largest customer. If there is any decrease or delay in the spending of the Hong Kong Government in the construction industry or any revocation or suspension of the licences, the business, results of operations and financial positions of the Group may be adversely affected.

### 主要風險及不確定因素

可能嚴重不利本集團業務、財務狀況或經營業績的若干主要風險及不確定因素如下：

#### 行業監管嚴格

建築業受嚴格監管，我們的業務須遵守多項政府法規。根據港澳兩地法例，本集團須取得或持有若干登記、牌照及／或證書方可經營業務。本集團妥善遵守（其中包括）有關政府部門或機構設定的相關標準而獲授／續期及持有所有登記、牌照及／或證書。相關標準可能包括本集團須維持若干財務標準，包括營運資金水平、適當的管理層架構及相關人員經驗及只在限期內有效資質等。該等登記、牌照及／或證書可能僅於有限時間內有效且可能須經政府部門及相關機構定期審核以續期。此外，相關合規標準或會不時變更而不會作出足夠的事先通知。

本集團失去或無法取得或續期或遭吊銷任何或全部登記、牌照及／或證書，可能嚴重不利影響本集團業務。

#### 依賴香港政府授予的合約

香港政府一直是及預計仍是本集團的最大客戶。若香港政府削減或延遲建築業支出或撤銷或吊銷本集團的牌照，可能對本集團業務、經營業績及財務狀況有不利影響。

# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論及分析

### Competitive tendering progress and the making of estimates

The business of the Group operates on a non-recurring and project-by-project basis. We have no long-term commitments with our customers, but rely on successful tenders that determine the award of construction contracts. The number of contracts awarded to the Group, therefore, may vary from time to time. Upon completion of its contracts on hand, the Group's financial performance may adversely be affected if the Group is unable to secure new tenders or obtain new contract awards with comparable contract sums or at all.

Further, in the tendering process, the Group has to estimate construction time and costs in order to determine the tender price. However the actual implementation of a project may not accord with such estimation due to cost overruns and/or other related construction risks. If our estimates of the overall risks, revenue or costs prove inaccurate, the Group will experience lower profitability or even make losses on contracts, which could materially and adversely affect its business, financial condition, results of operations and prospects.

### Uncertainty in construction progress

The Group relies on subcontractors to implement the construction contracts and there is no assurance that these subcontractors will be able to continue providing services to us at fees acceptable to us or our relationship with them could be maintained in the future. In the event that any of our principal subcontractors are unable to provide the required services to the Group or their cost for providing the required services increase substantially, the Group's business, results of operations, profitability and liquidity may be adversely affected.

Further, there may be delays or disruptions to our works due to unforeseen circumstances that are beyond our control. If the Group fails to complete works by the relevant deadlines as stipulated in the contracts, it may be required to compensate its customers and the Group's business, results of operations, profitability and liquidity may be adversely affected.

### Uncertain external factors

Most of our operations are currently located in Hong Kong. Although the construction industry in Hong Kong has been growing in view of the strong housing needs and government large infrastructure projects, the future growth and prospect will largely depend on the continued prosperity of the property market and the continued availability of major construction projects.

For more details of the above principal risks and uncertainties and other risks and uncertainties facing the Group, please refer to the section headed "Risk Factors" in the prospectus of the Company dated 30 November 2015 (the "Prospectus").

### 競爭性競投及所作估計

本集團業務的營運屬非經常性質，按逐一項目營運。我們對客戶並無長期承擔，而是通過成功中標獲授建築合約，故本集團獲授的合約數目不時變化。倘本集團手頭合約完成後無法獲得新的競標項目或合約金額相當的新合約或兩者皆不可得，可能對本集團財務表現有所不利。

此外，本集團競投時須估計建築時間及成本以釐定競投價，但項目實施情況因超支及／或其他建築相關風險而未必符合該等估計。倘我們對整體風險、收益或成本的估計失準，本集團的合約所得溢利或會減少，甚至可能虧損，會對業務、財務狀況、經營業績及前景產生嚴重不利影響。

### 建築過程的不確定因素

本集團依賴分包商執行建築合約，但無法保證分包商日後能夠持續按我們可接受的費用提供服務或與我們維持業務關係。倘任何主要分包商無法提供本集團所需服務或服務成本大幅上漲，可能對本集團的業務、經營業績、盈利能力及流動資金產生不利影響。

另外，我們的工程或會因我們無法控制的不可預見因素而延誤或中斷。倘本集團未能於合約訂明的截止時間前完工，則可能須賠償客戶，會對本集團業務、經營業績、盈利能力及流動資金產生不利影響。

### 外部不確定因素

我們大部分現有業務位於香港。雖然香港建築業因應住房需求殷切及政府實施大型基建項目而持續增長，但未來增長及前景仍主要依賴物業市場的持續繁榮及大型建築項目投建。

有關上述主要風險及不確定因素及本集團面臨的其他風險及不確定因素的更多詳情，請參閱本公司日期為二零一五年十一月三十日的招股章程（「招股章程」）「風險因素」一節。

# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論及分析

### KEY PERFORMANCE INDICATORS (“KPIs”) WITH THE STRATEGY OF THE GROUP

The Group sets a number of KPIs to support the delivery of its strategies with its performance, including the followings, and others in respect of environment, social and governance matters which are discussed in the ESG Report.

### 本集團策略的主要表現指標(「主要表現指標」)

本集團設定若干主要表現指標支持實施策略，表現包括以下及其他有關環境、社會及管治事項之更多主要表現指標於環境、社會及管治報告內討論。

Strategy 策略	KPIs 主要表現指標	Performance 表現
Maximise value for the Shareholders 為股東創造最大價值	Gross profit margin =5.36% (2016: 6.55%) 毛利率 =5.36% (二零一六年：6.55%)  Return on equity = 29.88% (2016: 23.46%) 股本回報率 =29.88% (二零一六年：23.46%)	The Group managed to maintain stable and positive operation performance during the Year by effectively controlling costs and significantly enhancing the Group's management efficiency. 本集團於年內有效控制成本並大幅提高管理效率，順利維持平穩經營利潤。
Improve the Group's liquidity 改善本集團流動資金	Net cash from operating activities = HK\$88.77 million (2016: net cash from operating activities HK\$123.77 million) 經營活動所產生的現金淨額 =88.77百萬港元 (二零一六年：經營活動所產生的現金淨額123.77百萬港元)  Cash and bank balances (excluding pledged deposits) = HK\$256.76 million (2016: HK\$215.83 million) 現金及銀行結餘(不包括已抵押存款) =256.76百萬港元 (二零一六年：215.83百萬港元)	The Group adopts a policy to regularly monitor the liquidity requirements of the Group and the Group's compliance with lending covenants so as to ensure that it maintains sufficient reserves of cash and adequate committed lines of funding from major financial institutions to meet the liquidity requirements of the Group in the short and longer term. 本集團採取定期監控集團流動資金需求及借款契諾合規情況的政策，確保維持充裕現金儲備及主要金融機構的充足承諾資金額度，以應付短期及長期流動資金需求。
Strive for the “zero harm” safety goal 致力達致「零傷害」安全目標	Accident rate = 11.58 per 1,000 workers (2016: 8.22 per 1,000 workers) 意外事故率 =每千名工人11.58 (二零一六年：每千名工人8.22)	During the Year, the Group has put adequate resources and effort to uphold and improve its safety management system in order to reduce its risks related to safety issues. Our accident rates remain low and are significantly lower than the construction industry average, of which the industry average for 2016 was 34.50 per 1,000 workers according to the Labour Department of Hong Kong. 本集團於年內投入充足資源並致力提高及改善安全管理系統，以降低相關職業安全風險。我們的意外事故率保持低下且遠低於建築行業平均水平。香港勞工處的資料顯示，二零一六年行業平均千人意外事故率為34.50。

# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論及分析

### OUR RELATIONSHIP WITH CUSTOMERS, SUPPLIERS, SUBCONTRACTORS AND EMPLOYEES

#### Customers

The customers of the Group are divided in to two categories: (a) public sector including Hong Kong Government and its related organisations and institutional bodies; and (b) the private sector. During the Year, all projects of the Group were secured by tendering. The Group maintains good relationships with its customers, and have regular contacts with customers, architects and other consultants in the construction industry to keep abreast of market development and potential business opportunities.

#### Suppliers

The major purchases required for our business are construction materials, which mainly consist of concrete and steel sourced mainly in Hong Kong. Generally, the Group selects suppliers from a pre-qualified list of suppliers based on their past performances and capacities to comply with specified project requirements. Only those suppliers on our approved list are invited to submit quotations or tenders. We have maintained good and long standing working relationship with our suppliers and some of our suppliers have been working with us for over 20 years. We do not foresee any difficulties in sourcing materials in the future.

#### Subcontractors

The Group generally acts as the main contractor and will engage or outsource to subcontractors to carry out certain part of the works. While the Group has not entered into any long-term agreement with its subcontractors, it engages them on project basis. Nevertheless, the Directors believe that the Group has maintained good relationships with its subcontractors. Some of the subcontractors have been working with the Group for over ten years and we had not experienced any significant disruption in the provision of works by our subcontractors. With the relatively large pool of approved subcontractors in the Group's pre-qualified list, we do not foresee any difficulties in finding substitute subcontractors, if necessary.

### 與客戶、供應商、分包商及僱員的關係

#### 客戶

本集團客戶分為兩類：(a) 公營部門（包括香港政府及其相關組織和公共團體）；及 (b) 私營機構。年內，本集團所有項目均以競投取得。本集團與客戶關係良好，並定期聯絡客戶、建築師及其他建築業顧問，以了解市場動態並把握潛在商機。

#### 供應商

我們業務過程中需要大量採購的建築材料主要包括大部分購自香港的混凝土及鋼材。本集團一般基於供應商過往表現及達致特定項目要求的能力從預備合資格供應商名冊挑選供應商。僅我們的認可名冊中的供應商獲邀報價或競投。我們與供應商維持良好的長期業務關係，部分供應商已與我們合作逾20年。我們預期日後採購材料並無任何困難。

#### 分包商

本集團通常擔任總承建商，委聘分包商執行若干部分工程或外判予分包商。雖然本集團並無與分包商訂立長期協議，但會按項目基準委聘分包商。而且，董事相信，本集團與分包商一直維持良好關係。若干分包商已與本集團合作10年以上，而我們在分包商提供工程建築方面未曾遭遇任何嚴重中斷。本集團的預備合資格分包商名冊載有眾多認可分包商，我們認為於需要時物色替任分包商並不困難。

# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論及分析

### Employees and remuneration policy

The Group maintains a very stable and experienced management team and an amicable long-term relationship with its employees as it is our belief that our employees are important assets to the Group. As at 31 December 2017, the Group has 1,970 employees in Hong Kong, Macau and the PRC of which 1,810 were full-time employees and 160 were part-time employees. The Group's total remuneration for 2017 was approximately HK\$596 million. The Directors recognise the importance of attracting and retaining staff. In order to promote employee loyalty and retention, the Group provides technical and operational on-job trainings to its employees covering various aspects of its operations including contract law, and workplace and occupational safety. The Directors consider that the Group has maintained good relationship with its employees. The Group has not experienced any strikes, work stoppages or labour disputes which affected its operations during the Year. The Directors also consider that the relationship and co-operation between the management team and the employees have been good during the Year.

The Group entered into separate labour contracts with its employees in accordance with the applicable labour laws of Hong Kong, Macau and the PRC. The remuneration offered to employees generally includes salaries, medical benefits and bonus. Share options may also be granted to eligible employees. In general, the Group determines salaries of its employees based on each employee's qualification, position, seniority and experience.

More information concerning our customers, suppliers, subcontractors and employees are set out in the ESG Report.

### 僱員及薪酬政策

本集團維持穩健且經驗豐富的管理團隊，視僱員為本集團寶貴資產，與之維持長期和諧的關係。截至二零一七年十二月三十一日，本集團在香港、澳門及中國有1,970名僱員，其中全職僱員1,810名，兼職僱員160名。本集團二零一七年的總薪酬約為596百萬港元。董事重視吸引及挽留員工。為提升僱員忠誠度及挽留僱員，本集團為僱員提供技術及運作方面的在職培訓，涵蓋我們各業務範疇，包括合同法、工作場所和職業安全。董事認為，本集團與僱員保持良好的工作關係。年內，本集團並無遭遇任何影響營運的罷工、停工或勞資糾紛。董事亦認為，年內管理團隊與僱員之間的關係及合作良好。

本集團根據香港、澳門及中國的相關勞工法例與僱員訂立單獨的勞工合約。提供予僱員的薪酬一般包括薪金、醫療福利及花紅。合資格僱員亦可能獲授購股權。一般而言，本集團視乎每位僱員的資格、職位、資歷及經驗釐定僱員薪金。

有關我們的客戶、供應商、分包商及僱員的更多資料載於環境、社會及管治報告。



# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論及分析

### ENVIRONMENTAL POLICIES AND PERFORMANCE

The Directors believe that it is essential for the Group to act as an environmentally responsible contractor to meet the customers' demands in environmental protection and the expectation of the community for a healthy living environment and in return it will ensure the healthy growth and development of the business. The Group is committed to sustainable construction and minimisation of any adverse impact on the environment resulting from its business activities. In the course of delivery of its services, the Group shall (i) focus on prevention of pollution, waste minimisation and resource conservation as critical considerations within our core management process; (ii) comply with applicable legal requirements and other requirements which relate to its environment aspects; and (iii) establish, implement and maintain the environmental management system and strive for continual improvement in environmental performance.

In order to comply with the applicable environmental protection legislation, we have established an environmental management system in accordance with ISO14001:2004 international standards and were awarded ISO14001 certification in 2006. The Group has assigned separate resources to implement its environment management system and maintain its ISO14001 certification with an aim to reduce its risks related to environmental issues. The Group promotes environment-friendly construction worksites, install environmental facilities and put in place environment control measures at our construction sites as appropriate. In 2015, we were awarded ISO50001 certification for the energy management systems of our head office and construction sites.

All along, the Group had a low number of environmental-related non-compliance incidents. In 2017, there was no conviction of non-compliance with environmental laws and regulations. In 2016, there was only one count of environmental-related non-compliance incident. We will continue to ensure implementation of our policy on environmental management as mentioned above to avoid violation of applicable laws or regulations in respect of environment.

Further disclosures on the environmental aspect are made in the ESG report.

### 環保政策及表現

董事相信，本集團必須成為對環境負責的承建商，達到客戶的環保要求及滿足社區對健康生活環境的期望，以確保業務穩健增長及發展。本集團致力於可持續發展的建築業務，儘量減少業務活動對環境的不利影響。本集團提供服務時應(i)將防止污染、減少廢物及保護資源作為管理流程的重點考慮事項；(ii)遵守有關法律規定及其他環境影響相關規定；及(iii)建立、執行及維持環境管理系統，致力持續改善環保表現。

為遵守有關環保法例，我們已根據ISO14001：2004國際標準建立環境管理系統，並於二零零六年獲頒發ISO14001認證資格。本集團分配獨立資源以執行環境管理系統及維持ISO14001認證資格，以降低環保風險。本集團推廣環保建築工地，安裝環保設施並適時在建築工地實行環境監控措施。於二零一五年，我們已就我們總部及建築工地的能源管理系統獲頒發ISO50001認證資格。

本集團的環境違規事件數目始終很低。二零一七年概無發生環境違規定罪。二零一六年僅發生一宗環境違規事件。我們將繼續確保執行上述環保管理政策，避免違反有關環境的適用法律或法規。

有關環境方面的進一步披露於環境、社會及管治報告作出。

# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論及分析

### COMPLIANCE WITH RELEVANT LAWS AND REGULATIONS

During the Year, the Group was fined for a total sum of HK\$30,000 in respect of 3 summonses for violation of certain regulations under the Factories and Industrial Undertaking Ordinance (Cap. 59 of the Laws of Hong Kong) (the "FIU Ordinance") related to two minor accident events. The Directors consider that these two accidents were independent and isolated incidents.

During the Year, save as disclosed above or otherwise in this annual report, the Group has complied with all applicable laws and regulations in Hong Kong and Macau in all material aspects for the business operation of the Group. During the Year, the Group has also obtained all necessary licenses, permits or certificates necessary to conduct its business operation in Hong Kong, and has made the necessary registration and obtained the necessary licenses to carry out its business in Macau.

### LIQUIDITY, FINANCIAL RESOURCES AND CAPITAL STRUCTURE

#### Capital Structure

As at 31 December 2017, the capital structure of the Group consisted of equity of HK\$474.80 million (2016: HK\$451.74 million) and bank loans and overdrafts of HK\$307.74 million as more particularly described in the paragraph headed "Borrowings" below (2016: HK\$100.73 million).

#### Cash position and fund available

During the Year, the Group maintained a healthy liquidity position, with working capital being financed by our operating cash flows and bank borrowings. As at 31 December 2017, our cash at banks and in hand were HK\$256.76 million (2016: HK\$215.83 million).

As at 31 December 2017, the current ratio of the Group was 1.29 (2016: 1.47).

Our principal uses of cash have been, and are expected to continue to be, operational costs.

### 遵守相關法律法規

年內，本集團就有關兩項輕微意外事故而涉及違反香港法例第59章工廠及工業經營條例（「工廠及工業經營條例」）的3宗控罪，被罰款合共30,000港元。董事認為，該兩起事故為獨立及互不相連的事件。

年內，除上文及本年報其他部分所披露外，本集團的業務經營已於所有重大方面遵守港澳的所有適用法律法規。年內，本集團亦已取得於香港經營業務所需的全部牌照、許可或證書及進行所需登記，並取得於澳門經營業務所需的牌照。

### 流動資金、財務資源及資本架構

#### 資本架構

於二零一七年十二月三十一日，本集團的資本架構包括股本474.80百萬港元（二零一六年：451.74百萬港元）及下文「借款」一段所詳述的銀行貸款及透支307.74百萬港元（二零一六年：100.73百萬港元）。

#### 現金狀況及可用資金

年內，本集團流動資金狀況良好，以經營現金流及銀行借款撥付營運資金。於二零一七年十二月三十一日，銀行及手頭現金為256.76百萬港元（二零一六年：215.83百萬港元）。

於二零一七年十二月三十一日，本集團的流動比率為1.29（二零一六年：1.47）。

我們的現金一直及預期主要用作營運成本。

# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論及分析

### Borrowings

As at 31 December 2017, the Group had total bank borrowings of approximately HK\$307.74 million (2016: HK\$100.73 million). Total bank borrowings comprised bank overdrafts, repayable on demand, of approximately HK\$5.98 million (2016: HK\$Nil) and bank loans, repayable within one year, of approximately HK\$301.76 million (2016: HK\$100.73 million). As at 31 December 2017, the bank loans and overdrafts bear interest ranging from 1.80% to 2.69% (2016: 1.97% to 2.67%) per annum. The increase in total bank borrowings between years was mainly used to finance the working capital of the new projects that were awarded to us, especially at the commencement stage of these contracts which generally require more capital input. The higher balance of total bank borrowings as at 31 December 2017 was also explained by a mismatch in timing of revenue receipts from customers and payments to suppliers and subcontractors at year end. The Group's net borrowings position (i.e. total borrowings minus total cash at banks and in hand) actually improved during the past six months from HK\$186 million as at 30 June 2017 to HK\$51 million as at 31 December 2017.

As at 31 December 2017, the Group had approximately HK\$1,267 million (2016: HK\$1,120 million) of unutilised banking facilities in Hong Kong and Macau (including loans, letter of credit and letter of guaranteed facilities). All of the Group's banking facilities are subject to the fulfilment of certain covenants as are commonly found in lending arrangements with financial institutions. The Group's policy is to regularly monitor its liquidity requirements and its compliance with lending covenants, to ensure that it maintains sufficient reserves of cash and adequate lines of funding from major financial institutions to meet its liquidity requirements in the short and longer term. The Group remains in compliance with its loan covenants.

### GEARING RATIO

As at 31 December 2017, the Group's gearing ratio was 64.82% (2016: 22.30%), calculated based on the interest-bearing liabilities divided by the total equity as at the respective year end.

### NET CURRENT ASSETS

As at 31 December 2017, the Group had net current assets of HK\$410.08 million (2016: HK\$424.47 million).

The Board regularly reviewed the maturity analysis of the Group's contractual liabilities and concluded that the Group had no liquidity issue that may cast significant doubt on the Group's ability to continue as a going concern.

### 借款

於二零一七年十二月三十一日，本集團的銀行借款總額約為307.74百萬港元(二零一六年：100.73百萬港元)。總銀行借款包括須於要求時償還的銀行透支約5.98百萬港元(二零一六年：零港元)及須於一年內償還的銀行貸款約301.76百萬港元(二零一六年：100.73百萬港元)。於二零一七年十二月三十一日，銀行貸款及透支按年利率介乎1.80%至2.69%(二零一六年：1.97%至2.67%)計息。有關年度之間增加的銀行借款總額乃主要用於為我們獲授的新項目的營運資金撥款，尤其是在該等合約的開始階段通常需要更多資金投入。於二零一七年十二月三十一日銀行借款總額結餘較高亦由於年末自客戶收取收益與向供應商及分包商付款之間的時間錯配所致。本集團的借款淨額(即借款總額減銀行及手頭現金總額)於過去六個月由二零一七年六月三十日的186百萬港元實際改善至二零一七年十二月三十一日的51百萬港元。

於二零一七年十二月三十一日，本集團於香港及澳門亦擁有約1,267百萬港元(二零一六年：1,120百萬港元)的未動用銀行融資(包括貸款、信用證及保函信貸)。本集團所有銀行融資均須待若干契諾達成後方可作實，該等契諾常見於與金融機構之間的借貸安排。本集團政策為定期監控流動資金需求及遵守借款契諾的情況，確保維持充裕現金儲備及獲主要金融機構授予充足的資金額度，以應付短期及長期流動資金需求。本集團依然遵守其貸款契諾。

### 資產負債比率

於二零一七年十二月三十一日，本集團的資產負債比率為64.82%(二零一六年：22.30%)，按各年末計息負債除以權益總額計算。

### 流動資產淨值

於二零一七年十二月三十一日，本集團的流動資產淨值為410.08百萬港元(二零一六年：424.47百萬港元)。

董事會定期審閱本集團合約責任的到期分析，確定本集團並無流動資金問題會令持續經營能力受到嚴重質疑。

# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論及分析

### CAPITAL EXPENDITURES

The Group's capital expenditures primarily comprise purchase of plant and equipment, such as motor vehicles and equipment, which were funded, and are expected to continue to be funded, by internal resources and cash flow generated from our operation. For the Year, the Group has incurred HK\$15.64 million (2016: HK\$10.67 million) on acquiring items of plant and equipment.

### FOREIGN EXCHANGE EXPOSURE

The functional currency to which the Group's operations and assets and liabilities are denominated is the Hong Kong dollars. The Group has cash balances that is denominated in the United States dollars and Renminbi. Given that the Hong Kong dollars are pegged with the United States dollars, there is no currency risk exposure to the United States dollars. The Board considers that the Group was not exposed to significant foreign exchange risk, and had not employed any financial instrument for hedging. The Board will review the Group's foreign exchange risk and exposure from time to time and will apply hedging where necessary.

### MATERIAL ACQUISITIONS OR DISPOSALS OF SUBSIDIARIES, ASSOCIATES AND JOINT VENTURES, AND PLANS FOR MATERIAL INVESTMENTS OR CAPITAL ASSETS

Save as disclosed in the above section headed "Recent Development" and note 25 to the consolidated financial statement, there were no material acquisitions or disposals of subsidiaries, associates or joint ventures during the Year and no future plan for material investments or capital assets as at 31 December 2017.

### SIGNIFICANT INVESTMENTS HELD

Except for investments in the subsidiaries, joint ventures and joint operations as mentioned in notes 12 and 13 to the consolidated financial statements, the Group did not hold any significant investments during the Year.

### 資本開支

本集團的資本開支主要為購置廠房及設備(例如汽車及設備)，預期仍會以內部資源及經營所得現金流提供資金。年內，本集團在購置廠房及設備方面產生15.64百萬港元(二零一六年：10.67百萬港元)開支。

### 外匯風險

本集團功能貨幣為港元，業務以及資產及負債均以港元計值。本集團有現金結餘以美元及人民幣計值。由於港元與美元掛鈎，故並無美元相關貨幣風險。董事會認為，本集團並無重大外匯風險，亦無運用任何對沖金融工具。董事會將不時檢討本集團的外匯風險，必要時採用對沖。

### 附屬公司、聯營公司及合營公司重大收購或出售以及重大投資或股本資產計劃

除上文「最近進展」一節及綜合財務報表附註25所披露者外，年內，並無附屬公司、聯營公司或合營公司重大收購或出售，於二零一七年十二月三十一日，並無重大投資或股本資產的未來計劃。

### 所持重大投資

除綜合財務報表附註12及13所述於附屬公司、合營企業及合營業務之投資外，年內本集團並無持有任何重大投資。

# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論及分析

### USE OF NET PROCEEDS FROM LISTING

The net proceeds from the listing of the shares of the Company on the Main Board of the Stock Exchange of Hong Kong Limited on 10 December 2015 amounted to approximately HK\$102 million (the “IPO Proceeds”). As disclosed in the announcement of the Company dated 24 March 2017, the Board had resolved to change the use of the unutilised IPO proceeds. Up to the date of this annual report, the IPO Proceeds had been fully utilised.

### CONTINGENT LIABILITIES

Save as disclosed in note 22 to the consolidated financial statement, the Group had no other contingent liabilities as at 31 December 2017.

### PLEDGE OF ASSETS

At 31 December 2017, the Group had deposits, amounting to HK\$25.01 million (2016: HK\$19.94 million), and assignment of project proceeds from certain construction contracts of the Group and the Group’s joint venture, that are pledged with banks as security of banking facilities (including bank loans and performance bonds). Pledged deposits remained relatively stable between years.

### CAPITAL COMMITMENTS

As at 31 December 2017, our Group did not have any capital commitments.

### FUTURE PROSPECTS

Despite the ongoing turbulence in the global political and international trade environment, upon taking into account the Hong Kong Government’s commitment to infrastructure investment and its housing policy of increasing land supply to accommodate growing demand, the Board is confident with the Group’s future development and will continue to build on existing competitive strengths to achieve our long term business objectives. Meanwhile, the Board is now further exploring a new business of providing electrical and mechanical engineering installation service in sewage/water treatment plant to the Hong Kong Government.

### 上市所得款項淨額的用途

本公司股份於二零一五年十二月十日在香港聯合交易所有限公司主板上市所得款項淨額約為102百萬港元（「首次公開發售所得款項」）。誠如本公司日期為二零一七年三月二十四日的公告所披露，董事會已議決變更未動用首次公開發售所得款項的用途。截至本年報日期為止，首次公開發售所得款項已悉數動用。

### 或然負債

除綜合財務報表附註22所披露者外，本集團於二零一七年十二月三十一日並無其他或然負債。

### 抵押資產

於二零一七年十二月三十一日，本集團有存款25.01百萬港元（二零一六年：19.94百萬港元）及所出讓的本集團若干建築合約及合營企業的项目所得款項抵押予銀行作為銀行融資（包括銀行貸款及履約保證）的抵押。已抵押存款於有關年度之間保持相對穩定。

### 資本承擔

於二零一七年十二月三十一日，本集團並無任何資本承擔。

### 未來前景

儘管全球政治及國際貿易環境持續波動，考慮到香港政府的基建投資承諾與因應需求增長而增加土地供應的住房政策，董事會對本集團未來發展充滿信心，並將繼續發揮現有競爭優勢實現長期業務目標。同時，董事會現時正進一步開拓向香港政府提供污水／水處理廠房的電力及機械工程安裝服務的新業務。



# MANAGEMENT DISCUSSION AND ANALYSIS 管理層討論及分析

## CONSTRUCTION AND MAINTENANCE PROJECTS IN PROGRESS 正在進行的建築及維修保養項目



Construction of Home  
Ownership Scheme  
Development at Choi  
Hing Road

位於彩興路興建居屋  
發展項目



Construction of Public Rental  
Housing Development at  
Fo Tan (in Sha Tin Areas 16  
& 58D) Phase 1 & 2

位於火炭沙田區  
第16及58D區  
第1及第2期興建公屋  
發展項目



**CONSTRUCTION AND MAINTENANCE PROJECTS IN PROGRESS**  
**正在進行的建築及維修保養項目**



Construction of Home  
Ownership Scheme  
Development at Sheung  
Lok Street, Homantin

位於何文田常樂街興建  
居屋發展項目



Kai Tak Development —  
Reconstruction and  
Upgrading of Kai Tak Nullah

啟德發展計劃 —  
明渠重建及改善工程

# MANAGEMENT DISCUSSION AND ANALYSIS 管理層討論及分析

## CONSTRUCTION AND MAINTENANCE PROJECTS IN PROGRESS 正在進行的建築及維修保養項目



Main Contract for The Park  
for West Kowloon Cultural  
District Authority

西九文化區管理局的  
公園主合約



Kai Tak Development —  
Stage 2 Infrastructure Works  
for Development at the  
Southern Part of the Former  
Runway

啟德發展計劃 —  
前跑道南面發展項目  
的第2期基礎設施工程



CONSTRUCTION AND MAINTENANCE PROJECTS IN PROGRESS  
正在進行的建築及維修保養項目



Hong Kong  
International Airport —  
Enhancement Work  
at Car Park 1

香港國際機場 —  
一號停車場  
改善工程

Term Contract for the Design and Construction of Minor Works to Government and Subvented Properties for which the Architectural Services Department is responsible (Designated Contract Area: New Territories and Outlying Island (North))

為建築署負責的政府設施及資助設施的小型工程進行設計及建造工程的定期合約(合約指定區：新界及離島(北))



# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論及分析

### MAJOR PROJECTS COMPLETED IN 2017 二零一七年完成的主要項目



Term Contract for the Alterations, Additions, Maintenance and Repair of Buildings and Lands and Other Properties for which the Architectural Services Department (Property Services Branch) is responsible for HKSAR (Designated Contract Area of Wong Tai Sin and Sha Tin)

合約指定區(黃大仙及沙田)內由建築署物業事務處負責的建築物、土地及其他物業進行改建、加建、保養及維修工程的定期合約



Term Contract for the Alterations, Additions, Maintenance and Repair of Buildings and Lands and Other Properties for which the Architectural Services Department (Property Services Branch) is responsible for HKSAR (Designated Contract Area of Tai Po, North District and Outlying Island (North))

合約指定區(大埔、北區及離島(北))內由建築署物業事務處負責的建築物、土地及其他物業進行改建、加建、保養及維修工程的定期合約



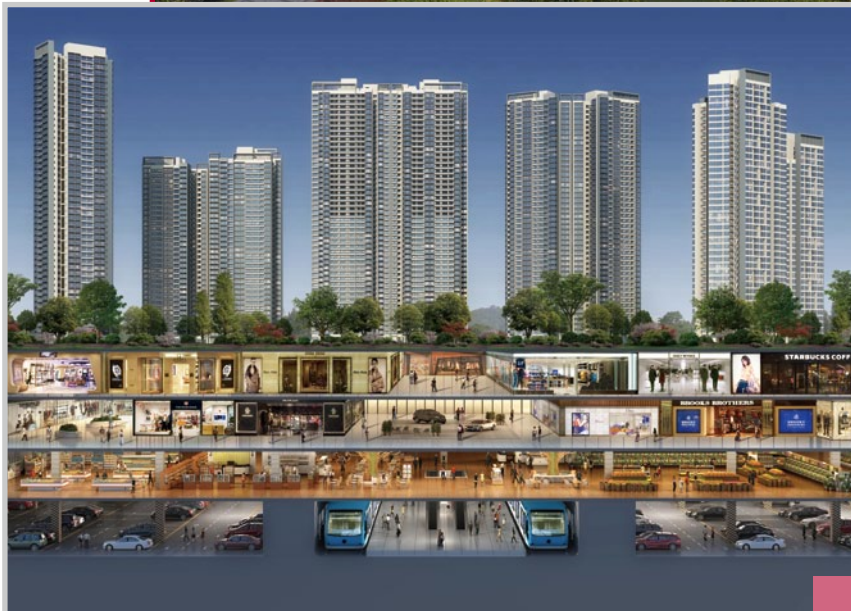


# MANAGEMENT DISCUSSION AND ANALYSIS 管理層討論及分析

## PRC PROPERTY CONSULTANCY AND MANAGEMENT PROJECTS 中國物業顧問及管理項目



Foshan Sun Fook Kong  
Guang Chang  
Development, Foshan  
佛山新福港廣場項目



# ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

## 環境、社會及管治報告

### CONTENT 目錄

Chapter 1	About This Report	第一章	關於本報告	
	1.1 Introduction		1.1 緒言	35
	1.2 Report Compilation Basis		1.2 報告編製依據	41
	1.3 Scope of Reporting		1.3 報告範疇	41
Chapter 2	Social Responsibility Management	第二章	社會責任管理	48
Chapter 3	Stakeholder Engagement and Materiality Analysis	第三章	持份者的參與及重要性分析	49
Chapter 4	Overview of ESG Performance	第四章	環境、社會及管治表現概覽	51
Chapter 5	Environment	第五章	環境	
	5.1 Emissions Control Management		5.1 排放控制管理	52
	5.2 Effective Use of Resources		5.2 善用資源	55
	5.3 Environment and Natural Resources		5.3 環境及天然資源	56
Chapter 6	People	第六章	人力	
	6.1 Employment and Respect for Labour Rights		6.1 僱傭及尊重勞動權益	57
	6.2 Safety and Health		6.2 安全與健康	59
	6.3 Education, Training and Career Development		6.3 教育、培訓及職業發展	61
Chapter 7	Operating Practices	第七章	營運慣例	
	7.1 Quality and Compliance Management		7.1 質量與合規管理	62
	7.2 Supply Chain Management		7.2 供應鏈管理	63
	7.3 Moral Integrity and Anti-corruption		7.3 道德誠信與反貪腐	64
Chapter 8	Community	第八章	社區	
	8.1 Community Participation		8.1 社區參與	65
	8.2 Focus Areas		8.2 關注範圍	65
Chapter 9	Awards and Recognition Highlights	第九章	獎項及嘉許摘要	68
Chapter 10	Looking Ahead	第十章	展望	70
Appendix 1	The Stock Exchange ESG Reporting Guide Content Index Table	附錄一	聯交所環境、社會及管治報告指引內容索引表	71







SFK staff and their family members participated in the “Hong Kong Disneyland Marvel 10K Weekend Run 2017”

新福港員工及其家屬參加「香港迪士尼樂園 Marvel 10K Weekend Run 2017」

## CHAPTER 1 ABOUT THIS REPORT

### 1.1 Introduction

Nowadays, our clients, investors and other stakeholders are not only interested in our business performance, but also our performance in legal, social and environmental aspects. SFK Construction Holdings Limited and its subsidiaries (collectively “SFK” or the “Group”) are committed to performing as a responsible corporate citizen. To sustain our business success, we are undoubtedly required to build strong relationships with our clients, business partners, employees and community.

In line with our values, we believe that it is both our responsibility and our duty to make contributions to the economic, environmental and social well-being of the community. In addition to managing and carrying out construction projects in a professional manner, we uphold business ethical practices by providing a safe working and construction environment for our employees and passers-by as well as minimising the environmental impacts generated from our project sites. To make contribution to the community, we also actively participate in public welfare activities and assist our community members in their needs.

SFK is encouraged by the progress that we have made so far with respect to our performance on environmental, social and governance (“ESG”) issues. Our continued efforts to persist in our ESG performance are recognised by different organisations and evidenced by our social responsibility awards. The commitments we made in the past year are summarised in this ESG report. We will continue to listen to the opinions of all parties to make these disclosures useful and rewardable.

## 第一章 關於本報告

### 1.1 緒言

在現今社會，我們的客戶、投資者及其他持份者不僅關注我們的業務表現，對我們在法律、社會及環境方面的表現亦會作出關注。新福港建設集團有限公司及其附屬公司（統稱「新福港」或「本集團」）致力於成為負責任的企業公民。我們重視與客戶、業務合作夥伴、僱員以及生活工作社區建立深厚的關係，以獲取持續的成功。

根據我們的價值觀，我們相信為社區的經濟、環境及社會福利作出貢獻不僅是我們的責任，同時亦是我們的職責。我們一直以專業的方式管理及執行建設項目，亦致力於以合乎道德的方式開展業務，為僱員及路人提供安全的工作及施工環境，並儘量減少地盤對環境產生的影響。我們亦積極參與公益事務，幫助社會上有需要的人士，為社區作出貢獻。

新福港對我們迄今在環境、社會及管治（「環境、社會及管治」）問題上取得的成果備受鼓舞。經過我們的不斷努力，我們的環境、社會及管治表現得到多個組織的認可，並獲頒社會責任獎，本環境、社會及管治報告是對過去一年所作努力的總結。我們將繼續聆聽各方意見，以令所披露的資料有用及完備。

# ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

## 環境、社會及管治報告

The Volunteer Team of SFK participated in the SAHK's "Paint from the Heart" painting volunteer activity

新福港義工隊參加香港耀能協會「油」心出發幼兒中心油漆翻新義工活動



The Volunteer Team of SFK participated in The Neighbourhood Advice-Action Council's Mid-Autumn Festival visiting volunteer activity

新福港義工隊參加「鄰舍輔導會－同心送暖迎中秋探訪活動」

SFK took part in World Blood Donor Day

我們的員工參加「世界捐血者日」捐血活動





# ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

## 環境、社會及管治報告



SFK held internship session for secondary school students

新福港舉辦短期商業機構體驗，讓中學生體驗實習機會



SFK fully supported "Outstanding Apprenticeship Award Scheme" of Vocational Training Council

我們全力支持職業訓練局傑出學徒獎勵計劃

# ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

## 環境、社會及管治報告



SFK won the “Hong Kong Star Brand” Award for the 6th consecutive year

新福港連續第六年榮獲「香港星級品牌」

SFK won the “The Mirror — Corporate Social Responsibility Award” for the 6th consecutive year

新福港連續第六年榮獲「鏡報企業社會責任獎」







Our athletes participate in the “Standard Chartered Hong Kong Marathon” every year

我們的運動健將每年也參加「渣打馬拉松」



Our athletes participated in the Construction Industry Council’s “Construction Industry Happy Run 2017”

我們的運動健兒參加建造業議會舉辦的「建造業 2017 開心長跑」

# ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

## 環境、社會及管治報告



SFK holds several occupational health basketball friendly matches every year

新福港每年也舉辦多場職業健康籃球友誼賽予員工

SFK holds “Basketball and Football Friendly Matches Awards Presentation Ceremony” every year in order to encourage employees to do more exercise

新福港每年也舉辦「籃球及足球友誼賽頒獎典禮」，鼓勵員工做更多運動





# ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

## 環境、社會及管治報告

### 1.2 Report Compilation Basis

This ESG report is prepared with reference to the Appendix 27 – Environmental, Social and Governance Reporting Guide (the “ESG Reporting Guide”) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited. The information disclosed in this report is derived from the result of internal statistics and analysis of the Group’s internal management systems.

### 1.3 Scope of Reporting

This ESG report discloses the related initiatives of the Group and its progress for the reporting period from 1 January 2017 to 31 December 2017.

Based on their significant contributions to the Group, the head office and the construction sites of the following entities were selected to be included in this report:

- Chit Cheung Construction Company Limited
- Sun Fook Kong (Civil) Limited
- Sun Fook Kong Construction Limited
- CEC-CCC Joint Venture

### 1.2 報告編製依據

本環境、社會及管治報告是按照香港聯合交易所有限公司證券上市規則「附錄二十七 – 環境、社會及管治報告指引」（「環境、社會及管治報告指引」）編製。本報告所披露的資料來自本集團內部管理系統所自行統計與分析的結果。

### 1.3 報告範疇

本環境、社會及管治報告披露本集團的相關舉措及其進度自二零一七年一月一日至二零一七年十二月三十一日止。

基於彼等對本集團的重大貢獻，以下實體的總辦事處及建築地盤獲選載入本報告內：

- 捷章建築有限公司
- 新福港(土木)有限公司
- 新福港營造有限公司
- 大陸工程 – 捷章建築聯營



We organised Japanese Ikebana floral arrangement workshop for our staff

我們為員工舉辦日本小原流花藝興趣班



# ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT 環境、社會及管治報告

SFK won several awards from "The Quality Public Housing Construction & Maintenance Awards 2017"

新福港榮獲「優質公共房屋建造及保養維修大獎 2017」多個類別獎項



SFK won "Civil Engineering and Development Department Construction Site Safety Bronze Award"

新福港榮獲「土木工程拓展署工地安全大獎」銅獎



SFK won "The 23rd Considerate Contractors Site Award Scheme — (Public Works — RMAA Works) — Bronze"

新福港榮獲「第 23 屆公德地盤嘉許計劃」工務工程 - 維修、保養、改建小加建工程銅獎



# ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

## 環境、社會及管治報告



We organise the “Sun Fook Kong Safety and Environmental Awards Scheme” each year to enhance safety and environmental awareness among staff and subcontractors and to promote occupational safety and health

我們每年舉辦「新福港安全及環保獎勵計劃」，旨在提高員工及分判商的安全及環保意識和對職安健的關注



Seminars were arranged for our staff from time to time

我們不時舉辦健康講座給員工



# ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

## 環境、社會及管治報告

Entities 實體	Project 項目	Client 客戶	Contract Commencement 合約開始	Original Contract Completion 原訂合約完成	Original Contract Sum 原訂合約金額 (HK\$) (港元)
Chit Cheung Construction Company Limited 捷章建築有限公司	Contract No. KL/2011/01 Kai Tak Development – Reconstruction and Upgrading of Kai Tak Nullah 合約編號：KL/2011/01 啟德發展計劃 – 啟德明渠重建 及改善工程	Civil Engineering & Development Department 土木工程拓展署	January 2013 二零一三年一月	July 2017 二零一七年七月	1,947 million 1,947百萬
Sun Fook Kong (Civil) Limited 新福港(土木)有限公司	Contract No. 08/HY/2013 Highways Department Term Contract (Management and Maintenance of Roads in Kowloon East excluding High Speed Roads 2014-2018) 合約編號：08/HY/2013 路政署定期合約(九龍東道路 (快速公路除外)之管理及 保養2014-2018)	Highways Department 路政署	April 2014 二零一四年四月	March 2018 二零一八年三月	550 million 550百萬
Sun Fook Kong Construction Limited 新福港營造有限公司	Contract No. 20149299 District Term Contract for The Maintenance, Improvement and Vacant Flat Refurbishment for Properties Managed by Property Service Administration Unit/Wong Tai Sin, Tsing Yi, Tsuen Wan and Islands (2) 2015/2018 合約編號：20149299 2015至2018年度黃大仙、青衣、 荃灣及離島(物業管理服務小組)- 保養、改善及空置單位翻新工程的 分區定期合約(二)	Hong Kong Housing Authority 香港房屋委員會	April 2015 二零一五年四月	March 2018 二零一八年三月	432.2 million 432.2百萬
Sun Fook Kong Construction Limited 新福港營造有限公司	Contract No.20150248 Construction of Home Ownership Scheme Development at Choi Hing Road 合約編號：20150248 彩興路居屋發展計劃建築工程	Hong Kong Housing Authority 香港房屋委員會	April 2016 二零一六年四月	September 2018 二零一八年九月	1,297 million 1,297百萬
Sun Fook Kong Construction Limited 新福港營造有限公司	Contract No. 20140269 Construction of Home Ownership Scheme Development at Sheung Lok Street, Homantin 合約編號：20140269 何文田常樂街居屋發展計劃 建築工程	Hong Kong Housing Authority 香港房屋委員會	February 2015 二零一五年二月	October 2018 二零一八年十月	1,299 million 1,299百萬

# ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

## 環境、社會及管治報告

Entities 實體	Project 項目	Client 客戶	Contract Commencement 合約開始	Original Contract Completion 原訂合約完成	Original Contract Sum 原訂合約金額 (HK\$) (港元)
Sun Fook Kong Construction Limited 新福港營造有限公司	Contract No. CC/2016/3B/045 Main Contract for the Park West Kowloon Cultural District Authority 合約編號：CC/2016/3B/045 西九文化區管理局的西九公園 主建築工程合約	West Kowloon Cultural District Authority 西九文化區管理局	July 2016 二零一六年七月	December 2018 二零一八年十二月	1,140 million 1,140百萬
Sun Fook Kong Construction Limited 新福港營造有限公司	Contract No. TC D973 Term Contract for the Design and Construction of Minor Works to Government and Subvented Properties for which the Architectural Services Department is responsible for the Government of the Hong Kong Special Administrative Region (Designated Contract Area of New Territories and Outlying Islands (North)) 合約編號：TC D973 為建築署向香港特別行政區政府 負責的政府設施及資助設施的小型 工程進行設計及建造的定期合約 (合約指定區：新界及離島(北))	Architectural Services Department 建築署	August 2015 二零一五年八月	February 2019 二零一九年二月	585.1 million 585.1百萬
Sun Fook Kong Construction Limited 新福港營造有限公司	Proposed Subsidised Housing Development at Junction of Shek Pai Tau Road and Ming Kum Road, Tuen Mun TMTL545, New Territories 新界屯門地段545號石排頭路與鳴琴路 交界處的建議資助房屋發展項目	Hong Kong Housing Society 香港房屋協會	June 2017 二零一七年六月	June 2019 二零一九年六月	464 million 464百萬
Sun Fook Kong Construction Limited 新福港營造有限公司	Contract No. HA-TMC-027 Hospital Authority Term Contract for Minor Works 2016 for New Territories East and New Territories West Clusters 合約編號：HA-TMC-027 醫院管理局定期合約 — 二零一六年 年度新界東西醫院聯網小型工程	Hospital Authority 醫院管理局	July 2016 二零一六年七月	June 2019 二零一九年六月	734.2 million 734.2百萬
CEC-CCC Joint Venture 大陸工程 — 捷章建築聯營	Contract No. KL/2014/01 Kai Tak Development — Stage 2 Infrastructure Works for Developments at the Southern Part of the Former Runway 合約編號：KL/2014/01 啟德發展計劃 — 前跑道南面發展 項目的第2期基礎設施工程	Civil Engineering & Development Department 土木工程拓展署	November 2015 二零一五年十一月	September 2019 二零一九年九月	1,947 million 1,947百萬

# ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

## 環境、社會及管治報告

Entities 實體	Project 項目	Client 客戶	Contract Commencement 合約開始	Original Contract Completion 原訂合約完成	Original Contract Sum 原訂合約金額 (HK\$) (港元)
Sun Fook Kong Construction Limited 新福港營造有限公司	Contract No. 20150597 Construction of Public Rental Housing Development at Fo Tan (in Sha Tin Areas 16 & 58D) Phase 1 & 2 合約編號：20150597 火炭(沙田第16及58D區)第一及 第二期公屋發展項目工程	Hong Kong Housing Authority 香港房屋委員會	August 2016 二零一六年八月	October 2019 二零一九年十月	3,047 million 3,047百萬
Sun Fook Kong Construction Limited 新福港營造有限公司	Hong Kong International Airport Term Contract M297-4 Maintenance, Improvement and Refurbishment Works for Buildings 香港國際機場定期合約M297-4樓宇 保養、改善及翻新工程	Hong Kong International Airport 香港國際機場	March 2015 二零一五年三月	March 2020 二零二零年三月	151.2 million 151.2百萬
Sun Fook Kong Construction Limited 新福港營造有限公司	Contract No. 20169107 DTC for Maintenance, Improvement and Vacant Flat Refurbishment for Properties Managed by Property Service Administration Unit/Tuen Mun and Yuen Long (1) 2017/2020 合約編號：20169107 二零一七年至二零二零年度屯門 及元朗(物業管理服務小組)-保養、 改善及空置單位翻新工程的分區 定期合約(一)	Hong Kong Housing Authority 香港房屋委員會	April 2017 二零一七年四月	March 2020 二零二零年三月	246.7 million 246.7百萬
Sun Fook Kong Construction Limited 新福港營造有限公司	Contract No. TC E912 Term Contract for the Alterations, Additions, Maintenance and Repair of Buildings and Lands and Other Properties for which the Architectural Services Department (Property Services Branch) is responsible (Designated Contract Area: Hong Kong Island Western, Southern and Lantau Island) 合約編號：TC E912 為建築署(物業事務處)負責的 建築物、土地及其他物業進行改建、 加建、保養及維修工程的定期合約 (合約指定區：港島西區、南區 及大嶼山)	Architectural Services Department 建築署	April 2017 二零一七年四月	March 2021 二零二一年三月	711.7 million 711.7百萬



# ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

## 環境、社會及管治報告

Entities 實體	Project 項目	Client 客戶	Contract Commencement 合約開始	Original Contract Completion 原訂合約完成	Original Contract Sum 原訂合約金額 (HK\$) (港元)
Sun Fook Kong Construction Limited 新福港營造有限公司	Contract No. TC E922 Term Contract for the Alterations, Additions, Maintenance and Repair of Buildings and Lands and Other Properties for which the Architectural Services Department (Property Services Branch) is responsible (Designated Contract Area: Hong Kong Island Eastern and Outlying Islands (South)) 合約編號：TC E922 為建築署(物業事務處)負責的 建築物、土地及其他物業進行改建、 加建、保養及維修工程的定期合約 (合約指定區：港島東區及離島(南))	Architectural Services Department 建築署	April 2017 二零一七年四月	March 2021 二零二一年三月	760.1 million 760.1百萬
Sun Fook Kong (Civil) Limited 新福港(土木)有限公司	Contract No. CV/2016/09 Civil Engineering and Development Department Maintenance Contract for Piers (2017-2022) 合約編號：CV/2016/09 土木工程拓展署渡輪碼頭維修合約 (二零一七年—二零二零年)	Civil Engineering & Development Department 土木工程拓展署	March 2017 二零一七年三月	March 2022 二零二二年三月	150.1 million 150.1百萬

As indicated in the table above, 16 projects are included in the ESG report 2017 representing an increase of 3 projects as compared to that of 2016. Six new projects were added while 3 previous projects were completed and thus excluded. Furthermore, the turnover in 2017 which outperforms that of 2016, has been used as the base figure to calculate the Key Performance Indicators under the ESG Reporting Guide.

Relevant guidelines or standards, including ISO 14064 are taken as reference for data collection and analysis. All figures disclosed are presented in absolute values and all financial data is reported in Hong Kong dollars unless otherwise specified. Employees of contractors and subcontractors for whom we have no direct responsibility are not included as part of our workforce.

從上表中顯示，二零一七年環境、社會及管治報告中計入16個項目，比二零一六年多3個。新增6個項目，其中3個先前的項目已完成，因此並無計入。此外，二零一七年的營業額超過二零一六年，已用作根據環境、社會及管治報告指引計算主要表現指標的基礎數據。

本報告參考ISO 14064等相關指引或標準作為數據收集及分析的參考。所有披露數值乃以絕對數值呈列，除非另有指明，所有財務數據均以港元呈列。我們對承包商及分包商的僱員沒有直接責任，且彼等並不屬於我們的員工隊伍。

# ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

## 環境、社會及管治報告

### CHAPTER 2 SOCIAL RESPONSIBILITY MANAGEMENT

As a responsible corporate citizen, we are dedicated to not only delivering our works and services in high quality, but also taking care of our environment and society. All these are crucial to the sustainable development of our business and the whole community. To integrate the corporate social responsibility into our business development, we have established a comprehensive Corporate Social Responsibility Policy to expound our commitments:

1. To consider the impacts on the stakeholders, society, economy and environment during the decision-making process;
2. To fully comply with the laws of the country/region where we operate and the contractual requirements contained in the agreements that we have signed, as well as respecting relevant international protocols;
3. To uphold the highest business operation standards with fair competition and require our staff and business partners to follow;
4. To follow internationally recognised standards and to build up a compatible environment in which human rights and labour rights are respected and maintained;
5. To take safety and health as the first priority by providing a safe and healthy environment to all staff and people affected (including the public) at all times;
6. To emphasise environmental protection by taking prevention, reduction and control of environmental pollution as the prerequisite of our daily operations;
7. To review our Corporate Social Responsibility Policy regularly and find opportunities to make continuous improvements, including those arising from changes to related ordinances and other requirements; and
8. To inform all employees (regardless of whether they are directly employed, contracted, or representing us in other forms) of our Corporate Social Responsibility Policy, and making this Policy available to the public.

### 第二章 社會責任管理

作為一個負責任的企業公民，我們不僅致力於提供優質的工作及服務，同時亦關心環境及社會，這對我們業務及整個社區的可持續發展至關重要。為了將企業社會責任融入我們的業務發展，我們已制定全面的企業社會責任政策來闡述我們的承諾：

1. 在決策過程中考慮對持份者、社會、經濟及環境的影響；
2. 全面遵守我們經營所在國家／地區的法律和我們已簽署的協議所載的合約規定及尊重相關國際協定；
3. 維持公平競爭的最高業務營運標準並要求全體員工及業務夥伴遵守；
4. 遵循國際認可的準則及建立兼容環境，尊重並維護人權與勞動權益；
5. 在任何時候將安全及健康視為首要事項，為全體員工及受影響人士（包括公眾）提供安全健康的環境；
6. 重視環保，將防止、減低及控制環境污染視為日常營運的前提；
7. 定期檢討我們的企業社會責任政策，尋找持續改善的機會，包括相關條例及其他規定的變更；及
8. 向全體僱員告知我們的企業社會責任政策，而不論彼等是否屬於直聘、合約聘用或以其他方式代表我們，並允許公眾查閱該政策。

# ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

## 環境、社會及管治報告

### CHAPTER 3 STAKEHOLDER ENGAGEMENT AND MATERIALITY ANALYSIS

SFK recognises the importance of participations from our stakeholders. We obtain and evaluate their views on the effectiveness of our business as well as any adverse impacts on the environment and society. We maintain close liaison with our management members, employees, clients, subcontractors, suppliers and service providers through various communication channels in order to understand their concerns and expectation.

ESG report is one of our main communication channels with all stakeholders for the sustainability issue. Key internal and external stakeholders were invited to participate in the stakeholder engagement survey from which we could determine the materiality of the 11 aspects (i.e A1 to A3 and B1 to B8 below) specified in the ESG Reporting Guide. Our staff and employees are regarded as key internal stakeholders; whereas clients, sub-contractors, suppliers and service providers are regarded as key external stakeholders.

### 第三章 持份者的參與及重要性分析

新福港重視持份者的參與。我們取得並評估其對我們業務成效的意見以及對環境及社會的任何不利影響。我們透過各種溝通渠道與管理人員、僱員、客戶、分包商、供應商及服務提供商保持緊密聯繫，以了解彼等的關注及期望。

環境、社會及管治報告作為我們與所有持份者可持續性問題的主要溝通渠道之一，主要內外持份者被邀請參與持份者調查，我們以此釐定環境、社會及管治報告指引所列的11個層面(即下文A1至A3及B1至B8)的重要性。我們的員工及僱員視為主要內部持份者，而客戶、分包商、供應商及服務提供商視為主要外部持份者。

### Materiality Matrix 重要性矩陣

		Internal Assessment 內部評估					
		Not Relevant 不相關 0	1	2	3	4	Crucial 關鍵 5
External Assessment 外部評估	Crucial 關鍵						
	4						
	3				B4 B5 B8	A3 B3 B6 A2	B7 B2
	2						
	1						
	Little Importance 不重要 0						

#### Aspects

A1	Emissions
A2	Use of Resources
A3	The Environment and Natural Resources
B1	Employment
B2	Health and Safety
B3	Development and Training
B4	Labour Standards
B5	Supply Chain Management
B6	Product Responsibility
B7	Anti-corruption
B8	Community Investment

#### 層面

A1	排放物
A2	資源使用
A3	環境及天然資源
B1	僱傭
B2	健康與安全
B3	發展及培訓
B4	勞工準則
B5	供應鏈管理
B6	產品責任
B7	反貪腐
B8	社區投資

# ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

## 環境、社會及管治報告

Based on the results of the stakeholder engagement survey, in terms of materiality, the Anti-corruption (B7) and the Health and Safety (B2) aspects are identified as the most significant aspects which are most concerned by both internal and external stakeholders. In both of the stakeholder engagement surveys conducted in 2016 (the “2016 Survey”) and 2017 (the “2017 Survey”), Health and Safety (B2) aspect was identified as one of the most significant aspects to which we shall pay more attention. Environment and Natural Resources (A3) and Labour Standards (B4) are identified as significant aspects in the 2017 Survey.

The results of the 2017 Survey slightly differed from that of the 2016 Survey. Most of the significant aspects identified in the 2016 Survey are related to the social (B) aspects, such as Employment (B1), Labour Standards (B4), Supply Chain Management (B5) and Anti-corruption (B7). In the 2017 Survey, Environment and Natural Resources (A3) aspect is identified as a significance aspect, showing that our stakeholders are paying more attention to our environmental performance.

We care the needs and expectations of our stakeholders. The material aspects identified above are herein reported and the management of these aspects is outlined in this report.

For more information about these material aspects, please refer to the “The Stock Exchange ESG Reporting Guide Content Index Table” in Appendix 1 of this report.

根據持份者參與調查的結果，反貪腐(B7)及健康與安全(B2)被確定為兩個最重大的重要層面，是內外部持份者最關心的層面。在二零一六年(「二零一六年調查」)及二零一七年(「二零一七年調查」)進行的持份者參與調查中，健康與安全(B2)層面均被確定為最重大的層面之一，我們應更為關注。環境及天然資源(A3)及勞工準則(B4)在二零一七年調查中被確定為重大層面。

二零一七年調查的結果與二零一六年調查的結果稍有不同。二零一六年調查中被確定為重大的層面多數關於社會(B)方面，例如僱傭(B1)、勞工準則(B4)、供應鏈管理(B5)及反貪腐(B7)。二零一七年調查中，環境及天然資源(A3)層面被確定為重大層面，顯示我們的持份者更加關注我們的環保表現。

我們關注持份者的需求及期望，本報告將呈報上述確定的重要層面，並概述該等層面的管理。

有關該等重要層面的更多資料，請參閱本報告附錄一「聯交所環境、社會及管治報告指引內容索引表」。



# ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

## 環境、社會及管治報告

### CHAPTER 4 OVERVIEW OF ESG PERFORMANCE

### 第四章 環境、社會及管治表現概覽

The following programmes are set for 2017, which are in line with the direction of social responsibility set by the Group.

下表乃制定的二零一七年計劃，與本集團設定的社會責任方針一致。

Subject Areas 所涉範疇	Aspects 層面	Policy/Legal compliance 政策／合規	Programmes highlights 計劃摘要
Environment 環境	Emissions 排放物	✓	Project Environmental Policy related to the minimisation of pollutions and waste management 項目環境政策包括盡量減少污染及廢物管理
	Use of Resources 資源使用	✓	Implementation of ISO 50001 Energy Management System 實施ISO 50001 能源管理體系
	The Environment and Natural Resources 環境及天然資源	✓	Energy and waste management plans 能源及廢物管理計劃
Social — Employment and Labour Practices 社會 — 僱傭及勞工常規	Employment 僱傭	✓	Provision of an engaging work environment 提供良好的工作環境
	Health and Safety 健康與安全	✓	Safety and Health Policy Statement with a guaranteed safety budget of not less than 0.25% of the contract sum of each project 安全與健康政策聲明，並保證安全預算不低於每個項目合約金額的0.25%
	Development and Training 發展及培訓	✓	Internal Training for Staff 內部員工培訓
	Labour Standards 勞工準則	✓	Staff tuition/examination allowance 員工學費／考試津貼 Compliance with the Employment Ordinance (Cap. 57) of Hong Kong 遵守香港僱傭條例(第57章)
Social — Operating Practices 社會 — 營運慣例	Supply Chain Management 供應鏈管理	✓	Performance and compliance assessment of suppliers/sub-contractors 供應商／分包商表現及合規評估
	Product Responsibility 產品責任	✓	Implementation of ISO 9001 Quality Management System 實施ISO 9001 質量管理體系
	Anti-corruption 反貪腐	✓	Code of Business Conduct 商業操守守則
Social — Community 社會 — 社區	Community Investment 社區投資	✓	Participation in volunteer activities and cooperation with NGOs 參加義工活動及與非政府組織合作

# ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

## 環境、社會及管治報告

### CHAPTER 5 ENVIRONMENT

#### 5.1 Emissions Control Management

We are dedicated to protecting the environment and integrating environmental considerations into our construction operation. We properly implement the following measures with respect to air pollution, greenhouse gas emission, noise, water pollution, waste, chemical waste and ecological impacts:

- to promote and implement environmental management including greenhouse gas emission to mitigate environmental impacts.
- to ensure that environmental protection is given the highest practicable priority in all aspects of the works when discharging the contractual obligations.
- to comply with the relevant environmental legislation and contractual environmental requirements.
- to obtain and renew the necessary environment-related licences, permits and registrations for our works and services.
- to provide sufficient resources for the implementation of pollution abatement, waste management and ecological mitigation.
- to prevent environmental pollution, reduce environmental nuisances and minimise waste especially construction and demolition waste.
- to educate and train all persons involved in the works to meet the legal, contractual and other environmental requirements.
- to communicate environmental policies to all levels of persons involved in the works including our employees and subcontractors.
- to review the environmental policy periodically for continuous improvement in response to changes in the management procedures, nature of the works and environmental legislations.

As at 31 December 2017, the Group was in compliance with the applicable regulations and rules governing air pollution, greenhouse gas emission, noise, discharges into water and land, and generation of hazardous and non-hazardous waste.

### 第五章 環境

#### 5.1 排放控制管理

我們致力於保護環境並將環境考慮因素納入我們的施工作業。我們已就大氣污染、溫室氣體排放、噪聲、水污染、廢物、化學廢物及生態影響妥為落實以下相關措施：

- 促進及實施環境管理(包括溫室氣體排放)以減輕對環境的影響。
- 在進行工程的所有方面及於履行合約義務時，確保優先落實環保。
- 遵守相關的環境法例及合約環境要求。
- 為我們進行的工程及提供的服務取得及續領必要的環境相關牌照、許可證及註冊。
- 為實施污染消減措施、廢物管理及生態彌償方面提供充足的資源。
- 防止環境污染、減少環境滋擾及減少廢物，特別是建築及清拆廢物。
- 教育及培訓所有工程參與人員，以符合法律、合約及其他環境要求。
- 將環境政策傳達予工程的各級參與人員，包括僱員及分包商。
- 因應管理程序、工程性質及環境立法的變化，定期檢討環境政策，以便不斷改進。

於二零一七年十二月三十一日，本集團遵守有關空氣污染、溫室氣體排放、噪音、向水及土地的排污、有害及無害廢棄物的產生等適用法律和守則。

# ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

## 環境、社會及管治報告

We strictly comply with the relevant laws and regulations to ensure the environmental impacts arising from our business are managed in a proper and responsible manner.

- Air Pollution Control Ordinance (Cap. 311)
- Noise Control Ordinance (Cap.400)
- Water Pollution Control Ordinance (Cap. 358)
- Waste Disposal Ordinance (Cap. 354)
- Dumping at Sea Ordinance (Cap. 466)
- Environmental Impact Assessment Ordinance (Cap.499)

A major concern for the construction industry is exhaust gas emissions. To minimise the relevant impacts, we are dedicated to controlling over the source of emissions. We use non-road mobile machines with an approval label, and use ultra-low-sulphur diesel for our machines and vehicles. Laboratory testing is regularly conducted to ensure that the ultra-low sulphur diesel fulfills the contractual requirements.

We cover the exposed work areas with tarpaulin sheets to minimise dust emission. In addition, we equip the water sprinkler system with time sensors on the construction site to suppress the dust emitted by moving vehicles. With the above environmental mitigation measures in place, dust is prevented from affecting the surroundings areas. Furthermore, the dust (1-hour TSP) monitoring results show no exceedance of the limit levels due to our site activities.

### Annual Emission Data from Vehicles

#### Pollutants

污染物

Nitrogen oxides (NOx)

氧化氮 (NOx)

Sulphur oxides (SOx)

氧化硫 (SOx)

Particulate matters (PM)

顆粒物 (PM)

	2016	2017	% change
	二零一六年	二零一七年	% 變動
	(g)	(g)	
	(克)	(克)	

	2,657,040	2,871,211	+8.06%
	22,910	25,230	+10.13%
	216,524	224,992	+3.91%

我們嚴格遵守相關法律法規，以確保我們業務對環境的影響得到妥善及負責任的管理。

- 空氣污染管制條例(第311章)
- 噪音管制條例(第400章)
- 水污染管制條例(第358章)
- 廢物處置條例(第354章)
- 海上傾倒物料條例(第466章)
- 環境影響評估條例(第499章)

建築行業關注的一個主要問題就是廢氣排放，為將影響降至最低，我們致力於控制排放源頭。我們使用帶有認證標籤的非道路移動機器，及我們的機器及車輛使用超低硫柴油。我們會定期進行實驗室測試以確保超低硫柴油符合合約要求。

我們用防水布覆蓋泥土裸露的工程區域，以盡量減少塵土飛揚。此外，我們在施工地盤安裝有時間控制的灑水系統，以減少移動車輛引起的塵埃。憑藉上文所實施的環境緩解措施，可防止灰塵對周圍環境的滋擾。此外，粉塵(1小時懸浮粒子總量)監測結果顯示並未因我們的地盤活動而超出限制水平。

### 車輛的每年排放數據

# ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

## 環境、社會及管治報告

### Total Greenhouse Gas Emissions

### 溫室氣體排放總量

	2016 二零一六年 (tCO <sub>2</sub> -eq) (二氧化碳當量噸)	2017 二零一七年 (tCO <sub>2</sub> -eq) (二氧化碳當量噸)	% change % 變動
Scope 1 範圍 1	3,779	5,083	+34.52%
Scope 2 範圍 2	5,825	7,715	+32.44%
Total 總計	9,604	12,798	+33.26%
Intensity (tCO <sub>2</sub> -eq per HK\$' million project turnover payment) 密度(二氧化碳當量噸/每百萬港元項目周轉金額)	6.7	3.7	-45.20%

Remarks:

備註：

tCO<sub>2</sub>-eq — Unit Tonne for comparing the radiative forcing of a Greenhouse Gas to CO<sub>2</sub>

二氧化碳當量噸 — 比較溫室氣體與二氧化碳輻射強迫力的單元噸數

Scope 1 — Direct Emissions

範圍 1 — 直接排放

Scope 2 — Energy Indirect Emissions

範圍 2 — 能源間接排放

We are also dedicated to managing waste on construction sites in accordance with the relevant legislations. Chemical waste on the sites is identified as hazardous waste and stored in the designated area. Minimisation of construction and demolition waste is emphasised in the Project Environmental Policy of SFK. We also recycle office waste and construction waste at the head office and on site, including metal scrap and waste paper. Our construction materials are also meticulously designed to reduce waste at source. For example, we adopt the reusable and modular fences that can suit different construction sites. We believe a sustainable and proper waste management can be achieved through effective reduction of waste and wise use of resources.

我們亦致力於根據相關法規管理施工地盤的廢物。地盤上被確認為有害廢物的化學廢物會存放在指定區域。新福港項目環境政策注重減少建築及清拆廢物。我們亦在總辦事處及地盤分別回收辦公室廢物及建築廢物包括廢金屬及廢紙。我們的建築材料亦經過精心設定，以減少源頭浪費。例如，我們採用可適用於不同施工地盤的可重複使用及可組裝的圍欄。我們相信，透過有效減少廢物及合理利用資源，可實現持續及合適當的廢物管理。

The total hazardous waste was reduced from 1.3 tonnes in 2016 to 0.99 tonnes in 2017 whereas the hazardous waste intensity decreased from 0.0009 tonnes per HK\$ million project turnover payment to 0.0003 tonnes per HK\$ million project turnover payment. The total non-hazardous waste increased from 270,216.5 tonnes in 2016 to 336,536.55 tonnes in 2017 as 6 new projects were awarded to SFK and commenced in 2017. However, the non-hazardous waste intensity was reduced from 188.41 tonnes per HK\$ million to 96.55 tonnes per HK\$ million.

有害廢物總量由二零一六年的1.3噸減至二零一七年的0.99噸，而有害廢物密度則由每百萬港元項目周轉金額0.0009噸減至每百萬港元項目周轉金額0.0003噸。非有害廢物總量由二零一六年的270,216.5噸增至二零一七年的336,536.55噸，原因是新福港獲授六個新工程項目，且相關工程已於二零一七年動工。然而，無害廢物的密度由每百萬港元188.41噸減至每百萬港元96.55噸。



# ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

## 環境、社會及管治報告

### Total Waste Produced

### 廢物總產生量

	2016 二零一六年 (tonnes) (噸)	2017 二零一七年 (tonnes) (噸)	% change % 變動
<b>Hazardous waste</b>			
<b>有害廢物</b>			
Total			
總計	1.3	0.99	-23.85%
Intensity (tonnes per HK\$' million project turnover payment)			
密度 (噸/每百萬港元項目周轉金額)	0.0009	0.0003	-33.33%
<b>Non-hazardous waste</b>			
<b>無害廢物</b>			
Total			
總計	270,216.5	336,536.55	+24.54%
Intensity (tonnes per HK\$' million project turnover payment)			
密度 (噸/每百萬港元項目周轉金額)	188.41	96.55	-48.76%

Remarks: The value of hazardous waste in 2016 decreased by 43.81 tonnes as compared to the 2016 ESG report and this amount was transferred to non-hazardous waste in 2016 due to the data collection error in 2016 and the corrected values were shown in the above table.

備註：二零一六年的有害廢物值與二零一六年環境、社會及管治報告相比下調43.81噸，而該數額將會撥入於二零一六年非有害廢物，這是由於二零一六年數據收集錯誤所導致，糾正後的數值列於上表。

## 5.2 Effective Use of Resources

The ISO 50001:2011 Energy Management System Accreditation and ISO 14001:2004 Environmental Management System Accreditation are implemented for the environmental management and energy management respectively. In 2017, we succeeded in reducing the intensity level of our energy and water consumption.

We encourage the adoption of energy saving practices in the head office and on project sites according to the Group's energy guidelines. Good green practices according to the recommendations from the Energy Efficiency Office of Electrical and Mechanical Services Department are provided for promoting energy conservation.

We recognise that water is a precious resource. In order to reduce the use of fresh water, we encourage reuse and recycling of water in our construction sites. Waste water generated during various construction activities would be collected and reused in sites. For example, muddy water generated during bored piling works and water used to wash the wheels of construction vehicles, where site conditions permitted, would be distilled, treated and reused. In addition, we use water-efficient sprinkler nozzle to suppress dust emission on site haul road. When carrying out plumbing works, we would recommend clients to install water efficient facilities and appliances under the Water Efficiency Labelling Scheme (WELS). This is in line with the requirements for Building Environmental Assessment Method (BEAM) Plus certification to use water effectively and efficiently in the completed buildings/works.

Project sites are encouraged to use renewable energy equipment such as solar energy panel for the water heater. Motion sensors are added to the site temporary lighting in building projects to reduce the energy use of lighting when there is no works. All electrical appliances purchased on site under our policy, should be Grade 1 energy label so as to reduce the energy use.

## 5.2 善用資源

我們對環境管理及能源管理分別實施ISO 14001:2004環境管理體系認證及ISO 50001:2011能源管理體系認證。於二零一七年，我們將能源使用密度及水使用密度降低。

根據本集團的能源指引，我們鼓勵在總辦事處及項目地盤採用節能措施，並根據機電工程署能源效益事務處的建議，提供良好的綠色措施以促進節能。

我們認識到水是寶貴的資源。為減少使用淡水，我們鼓勵在建築工地重複及循環使用水資源。不同建築活動產生的廢水將會收集並在工地重複使用。例如，鑽孔灌注樁工程產生的泥水及清洗施工車輛輪胎用水在工地條件允許的情況下會除泥、處理及再利用。此外，我們使用節水型的灑水器噴嘴抑制工地運輸路線揚塵。進行水管工程時，我們推薦客戶安裝省水標籤計劃(WELS)下的節水設施及裝置，此符合建築環境評估法(BEAM) Plus認證規定，在竣工樓宇/工程有效及高効用水。

鼓勵項目地盤使用可再生能源設備(如熱水器使用太陽能板)。將運動傳感器安裝在建築項目的地盤臨時照明，以減低無工作時使用能源照明。根據我們的政策，地盤上購買的所有電氣設備須為一級能效等級標誌以減低能源使用。

# ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

## 環境、社會及管治報告

### Total Energy Consumption

	總耗能		% change % 變動
	2016 二零一六年 (mWh) (千千瓦時)	2017 二零一七年 (mWh) (千千瓦時)	
Electricity 電力	9,246.51	14,201.87	+53.59%
Renewable energy 可再生能源	7.22	7.06	-2.27%
Total 總計	9,253.73	14,208.93	+53.55%
Intensity (mWh per HK\$' million project turnover payment) 密度(千千瓦時/每百萬港元項目周轉金額)	6.45	4.08	-36.80%

### Total Water Consumption

	總用水量		% change % 變動
	2016 二零一六年 (litre) (升)	2017 二零一七年 (litre) (升)	
Total 總計	100,888,306	228,426,265	+126.42%
Intensity (litre per HK\$' million project turnover payment) 密度(升/每百萬港元項目周轉金額)	70,346	65,534	-6.84%

### 5.3 Environment and Natural Resources

To minimise the impacts on the environment and natural resources and commit to the best practices, we have formulated various policies on energy and resources conservation according to the ISO 50001 and ISO 14001. We care and consider our impacts to the environment and strive to continually improve our performance in line with the environmental legislations in Hong Kong, including the Environmental Impact Assessment Ordinance (Cap.499).

Our environmental policies focus on pollution abatement, waste management, resources management and ecological mitigation. A waste management plan is prepared for each project to address the land pollution which is identified as a significant impact to the environment from our operation. We also implemented a green purchase policy to ensure the purchase of energy-efficient products and services proceeds in a more responsible and considerate manner.

We are also dedicated to applying different local and international standards to improve our environmental performance, including the BEAM Plus requirements on our project sites. We believe the implementation of the relevant local and international standards will help us self-evaluate and improve our performance.

### 5.3 環境及天然資源

為盡量減少對環境及自然資源的影響及履行最佳守則，我們根據ISO 50001及ISO 14001制定不同的節能及資源節約政策。我們關注我們對環境的影響，並致力於根據香港的環保法例（包括第499章環境影響評估條例）不斷改善我們的表現。

我們的環境政策側重於防污減排、廢物管理、資源管理及生態彌償。我們為每個項目制定廢物管理計劃，以解決我們所確認對環境造成重大影響的土地污染問題。我們亦已實施綠色採購政策，確保以更負責及周詳的態度採購節能產品及服務。

我們亦致力於採用不同的本地及國際標準來改善我們的環保表現，其中包括我們項目地盤採用的BEAM Plus評估要求。我們相信採用相關的本地及國際標準將有助於我們評估自我表現及再接再厲。

### CHAPTER 6 PEOPLE

#### 6.1 Employment and Respect for Labour Rights

We value our employees as they are our important assets, and have planned a holistic approach of recruitment, employment, promotion and retention of our employees.

We are dedicated to offering equal opportunities and a fair and diverse work environment in our employment practices. Recruitment and promotion of our employees are based on their qualification, work experience, suitability and talent, regardless of gender, disability, family status, race, age, sexual orientation, social class, nationality and religion.

As part of providing an engaging work environment, we are dedicated to providing fair remuneration, reasonable working hours and rest periods for our employees to maintain a balance between work and life. A range of allowances and bonuses is also offered for our employees including yearend bonus, overtime allowances or first-aider and emergency attendance.

We have also introduced family-friendly employment practices to work together with our employees in balancing their work and families, including the marriage leave, maternity leave, paternity leave and compassionate leave. Furthermore, the Breastfeeding Friendly Workplace Policy was established this year to support the breastfeeding employees and their families.

Forced labour, child labour and illegal workers are prohibited in the Group. We are dedicated to complying with the relevant regulations and laws to safeguard the rights of our employees, and will not tolerate labour exploitation.

In addition to complying with local regulations, including the Employment Ordinance (Cap. 57), the Group is committed to enhancing harmony between the employer and the employees in order to build a high quality working team. This commitment has been incorporated into our Human Resources Policy Manual, CSR Policy and Employee Handbook. Undoubtedly, our employees play a crucial role in maintaining our competitiveness and building a solid foundation for our business growth.

As at 31 December 2017, the Group was in compliance with the relevant laws and regulations that have a significant impact on the Group relating to compensation, dismissal, recruitment, promotion, working hours, rest periods, equal opportunity, diversity, anti-discrimination, and other benefits and welfare, as well as prevention of child and forced labour in all material respects.

### 第六章 人力

#### 6.1 僱傭及尊重勞動權益

我們視員工為重要資產，並已制定全面的員工招聘、僱用、晉升及留用方案。

我們致力於在招聘過程中為僱員提供平等機會及公平多樣的工作環境。員工的招聘及晉升均基於其資質、工作經驗、合適與否及才能作出，不會受性別、殘疾、家庭狀況、種族、年齡、性取向、社會階層、國籍及宗教信仰的影響。

為提供優越的工作環境，我們致力於為僱員提供公平的薪酬、合理的工作時間及休息時間，以保持工作與生活的平衡。我們亦會為員工提供一系列的津貼及獎金，包括年終獎金、加班津貼或急救、緊急出勤津貼。

我們亦已採納家庭友善僱傭措施，與員工一起協調工作及家庭，包括婚假、產假、陪產假及恩恤假。此外，今年我們已制定母乳餵養友善工作間政策，以支持以母乳餵哺的員工及其家屬。

本集團禁止強迫勞動、僱用童工及非法勞工。我們致力於遵守有關法律法規，維護員工權益，不容忍剝削勞工。

本集團亦致力於遵守本地規例（包括第57章僱傭條例），以及促進僱主與僱員之間的關係和諧，以建立一支高素質的工作團隊。此承諾已被納入我們的人力資源政策手冊、企業社會責任政策及員工手冊。毫無疑問，員工是保持本集團競爭力並為業務增長打下堅實基礎的關鍵要素之一。

於二零一七年十二月三十一日，本集團於各重要層面遵守對本集團有重大影響的有關薪酬及解僱、招聘及晉升、工作時數、假期、平等機會、多元化、反歧視以及其他待遇及福利以及防止兒童或強制勞工的相關法律法規。

# ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

## 環境、社會及管治報告

### Total Work Force (Hong Kong) as at 31 December 2017

於二零一七年十二月三十一日的僱員總數(香港)

		Construction 建築	Housing Services 屋宇服務	Total 總計
Gender	性別			
Male	男性	1,071	164	1,235
Female	女性	342	393	735
Employment type	僱傭類型			
Full-time	全職	1,384	426	1,810
Part-time	兼職	29	131	160
Age group	年齡組別			
18-30	18-30	400	2	402
31-45	31-45	517	30	547
46-60	46-60	416	270	686
≥ 61	≥ 61	80	255	335

### Employee (Hong Kong) Monthly Average Turnover Rate during 2017

二零一七年僱員月均流動率(香港)

		Construction 建築		Housing Services 屋宇服務	
		2016 二零一六年	2017 二零一七年	2016 二零一六年	2017 二零一七年
Gender	性別				
Male	男性	1.8%	2.0%	4.8%	7.1%
Female	女性	1.7%	2.1%	3.8%	5.5%
Age Group	年齡組別				
18-30	18-30	2.9%	2.3%	10.4%	15.6%
31-45	31-45	1.6%	2.1%	6.3%	13.2%
46-60	46-60	1.2%	1.7%	4.1%	6.3%
≥ 61	≥ 61	1.7%	1.8%	3.2%	4.6%



# ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

## 環境、社會及管治報告

### 6.2 Safety and Health

As a group that mainly engages in the construction business, we place occupational safety and health as a top priority of all works. Our safety and health policy requires all levels of management and supervision to actively participate in adopting all feasible ways to create a safe working environment, as well as monitoring the related implementation. In addition, all of our employees and subcontractors are required to comply with this policy. On the other hand, we are committed to maintaining a high standard of safety and health by complying with the client's requirement as well as the relevant regulations, including the Occupational Safety and Health Ordinance (Cap.509) and Factories and Industrial Undertakings Ordinance (Cap.59). Furthermore, we also established strict internal safety requirements and targets in 2017 including:

- Zero fatal occupational accidents; and
- Less than 0.25 reportable accidents per 100,000 man-hours; or
- Less than 9 reportable accidents per 1,000 employees.

As indicated in the record maintained during 2017, we successfully achieved the target of zero fatal occupational accidents. In addition, there were 0.29 reportable accident per 100,000 man-hours and 11.58 reportable accidents per 1,000 employees, whilst 3,336 man-days were lost due to injuries. Although these numbers are already lower than the accident frequency rate aimed by the Development Bureau of Hong Kong Special Administrative Region Government, we remain committed to providing a safe working environment for our employees.

#### Total Injury Statistics during 2017

		2016 二零一六年	2017 二零一七年
Work-related fatalities	因工作關係而死亡		
Number	人數	0	0
Rate (%)	比率(%)	0	0
Work injury	工傷		
Lost man-days	損失工作日數	2,145	3,336

To enhance the professionalism and safety awareness of our front-line supervisory employees, all foremen are required to hold a Construction Safety Supervisor Certificate. Regular safety meetings are held for safety officers and site supervision teams to share the latest information and good practices with respect to safety.

### 6.2 安全與健康

作為一間主要從事建築業務的集團，職業安全與健康是所有工程的重中之重。我們的安全與健康政策要求各級管理及監督部門積極參與採取一切可行的方式，創造安全的工作環境並監督執行，且所有員工及分包商均必須遵守。我們致力於透過遵守客戶要求及相關法規（包括第509章職業安全及健康條例及第59章工廠及工業經營條例），以高標準維持職業安全與健康。我們亦於二零一七年制定嚴格的內部安全規定及目標，包括：

- 零致命職業意外；及
- 每100,000工時少於0.25宗須呈報意外；或
- 每1,000名僱員發生的須呈報意外少於9起。

根據二零一七年的記錄，我們成功實現零致命職業事故的目標。此外，每100,000工時的須呈報事故為0.29宗，每1,000名僱員的須呈報事故為11.58宗，而因工傷損失的工作日數為3,336日。儘管該等數據已低於香港特別行政區政府發展局的意外頻率目標，但我們會致力於不斷為員工提供安全的工作環境。

#### 二零一七年工傷統計總數

	2016 二零一六年	2017 二零一七年
Work-related fatalities		
Number	0	0
Rate (%)	0	0
Work injury		
Lost man-days	2,145	3,336

為加強前線監管人員的專業性及安全意識，所有監督員工均須持有施工安全監督員證書。安全主任及安全督導員會定期舉行安全會議，分享最新的安全資料及良好安全守則。

# ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

## 環境、社會及管治報告

In view of the importance of promoting the occupational safety and health to all stakeholders, we establish the Safety and Environmental Committee and the Site Safety and Environmental Committee to promote safety and health awareness and encourage our subcontractors and employees to provide their comments for the top management to consider and review the policy. We also published internal safety bulletins on a quarterly basis to promote the awareness of different issues among our employees, including newspaper cuttings regarding the prevention of occupational diseases and safety and health issues, as well as updated information about organised promotional events.

We recognise safety training as one of the important elements in preventing work injuries. Therefore, we will identify the safety training needs of our workers and employees, and safety training courses will be provided by external training bodies and our internal Safety Training Center to our workers and employees. SFK has set up a Safety Training Center to deliver safety training courses. The Safety Training Centre is also one of the training bodies recognised by the Labour Department of the HKSAR as a course operator to provide “Mandatory Basic Safety Training Course (Construction Work)” for Construction Worker under the legislative requirement.

To provide a rewarding environment that encourages our employees and subcontractors to pay attention to safety issues, we also organised competitions between different construction sites and subcontractors with an aim of encouraging and sharing good safety practices. We have also launched the Sun Fook Kong Safety Awards Scheme since 2011 for enhancing the safety awareness. In 2017, 22 projects and 113 subcontractors won the Zero Accident Award Certificate. It is even more encouraging that more than 75% of the projects and 80% of the subcontractors were recorded with zero accident in both two assessment periods.

During the Year, the Group was fined for a total sum of HK\$30,000 in respect of 3 summonses related to two minor accidents in violation of certain regulations under the Factories and Industrial Undertaking Ordinance (Cap. 59 of the Laws of Hong Kong). The Directors consider that these two accidents were independent and isolated incidents. Save as disclosed above or otherwise in the annual report, the Group has in all material respects complied with all applicable laws and regulations in Hong Kong in relation to providing a safe working environment and protecting employees from occupational hazards.

由於認識到向所有持份者推廣職業安全與健康的重要性，我們已建立安全與環境委員會以及地盤安全與環境委員會，以提高安全與健康意識，並鼓勵分包商及僱員向最高管理層提供意見以審議及檢討相關政策。我們亦會於每個季度發佈一份內部安全快報，提升員工對不同議題的認識，包括預防職業病、安全與健康問題的剪報以及已組織的最新推廣活動。

我們意識到安全培訓為預防工傷的重要因素之一。在確定工人及僱員的安全培訓需求後，我們會安排外部培訓機構以及內部安全培訓中心為工人及僱員提供安全培訓課程。新福港已設立安全培訓中心開展安全培訓課程。安全培訓中心亦為經香港特別行政區勞工處認可作為根據法律規定為建築工人提供「(建築工程)強制性基本安全培訓課程」的課程營運商的培訓機構之一。

為提供一個鼓勵員工及分包商關注安全問題的有益環境，我們亦組織了不同施工地盤及分包商之間的比賽，以鼓勵及分享良好的安全守則。我們亦自二零一一年起推出新福港安全獎勵計劃，以提升安全意識。於二零一七年，總共有22個項目及113名分包商獲得零事故獎證書。更令人鼓舞的是，在該兩個評估期間，超過75%的項目及80%的分包商錄得零事故。

年內，本集團就有關兩項輕微意外事故而涉及違反香港法例第59章工廠及工業經營條例的3宗控罪，被罰款合共30,000港元。董事認為，該兩起事故為獨立及互不相連的事件。除上文或本年報其他部分所披露者外，本集團於香港在各重要層面遵守有關安全工作環境及保護僱員免受職業危害的所有適用法律法規。

# ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

## 環境、社會及管治報告

### 6.3 Education, Training and Career Development

The Group believes that developing and maintaining staff competence is the pivot for the continuous growth of our business as well as the sustainable development of our Group. We encourage our employees to upgrade their job skills, knowledge and qualifications for constant challenges and add values to their career development. We provide examination leave and arrange job-related training for our staff, including seminars, workshops and site visits.

In addition, formal training schemes as approved by professional institutions are provided for our employees. We also support continuing professional development by providing paid study leave and subsidies for tuition. In 2017, the Group provided relevant internal training for 164 employees.

#### Full-time Employees Trained during 2017

		Percentage (%)	
		百分比 (%)	
		2016	2017
		二零一六年	二零一七年
Gender	性別		
Male	男性	25.0%	28.3%
Female	女性	7.1%	5.6%
Employee category	僱員類別		
Senior management	高級管理層	59.5%	53.7%
Middle management	中級管理層	37.2%	26.3%
Junior levels	初級	8.3%	12.1%

#### Average Training Hours Completed Per Full-time Employee during 2017

		Hours	
		時數	
		2016	2017
		二零一六年	二零一七年
Gender	性別		
Male	男性	3.7	3.4
Female	女性	0.8	0.8
Employee category	僱員類別		
Senior management	高級管理層	5.7	4.3
Middle management	中級管理層	4.6	4.3
Junior levels	初級	2.0	1.8

### 6.3 教育、培訓及職業發展

本集團相信維持及提升員工工作能力是我們業務持續增長及本集團可持續發展的核心。我們鼓勵員工提升工作技能、知識及資格以應對持續的挑戰，並為其職業發展增值。我們為員工提供考試假及安排與工作有關的培訓，包括研討會、興趣班及實地考察。

此外，我們為員工提供經專業機構批准的正式培訓計劃。我們亦以提供學習帶薪假期及補助學習費的形式支持持續職業發展。於二零一七年，本集團為164名員工提供相關內部培訓。

#### 二零一七年全職受訓僱員

#### 二零一七年每名全職僱員完成受訓的平均時數

# ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

## 環境、社會及管治報告

### CHAPTER 7 OPERATING PRACTICES

#### 7.1 Quality and Compliance Management

The Group has established and implemented the quality management system conforming to the ISO 9001 standard, which provides reliable assurance of the contracted services and works that we deliver to our customers, for the purposes of ensuring that:

- The services and works we deliver to our customers meet the specifications and requirements of our customers and the applicable statutory and regulatory requirements;
- The sites under our management and operation follow the policies and procedures defined in the quality management system at all stages with the relevant records produced to substantiate compliance with the requirements;
- We continually improve our products or services and the effectiveness of the quality management system to enhance customer satisfaction; and
- The quality management is given the highest practicable priority in both all aspects of the contract and discharging our contractual obligations.

To ensure the quality and compliance of all project sites, a systematic control flow is established based on the Group's Project Quality Policy, including inspection and testing of the works and services we perform and provide for, detection of non-compliance, rectification and re-inspection to meet quality specification. Furthermore, we highly value the communications between our stakeholders and us. All feedbacks or complaints from our stakeholders will be handled in accordance with our complaint handling system to ensure complaints can be resolved in a timely and effective manner.

#### Non-compliance and Complaints

### 第七章 營運慣例

#### 7.1 質量與合規管理

本集團已建立並實施符合 ISO 9001 標準的質量管理體系，以確保向客戶交付合約所定的服務及工程，以確保：

- 我們交付予客戶的服務及工程將符合客戶的規格及要求以及適用的法定及法規；
- 各階段的地盤管理及營運將遵循質量管理體系所界定的政策及程序，並保持相關記錄以證明符合要求；
- 透過持續改進產品或服務以及質量管理體系的有效性，以加強客戶滿意；及
- 於制定合約的各個方面以及履行合約責任時，均優先考慮質量管理。

為確保所有項目地盤的質量及合規性，我們根據本集團的項目質量政策建立了系統化的控制流程，包括檢查及測試我們所進行的工程及提供的服務、檢測不合規、作出糾正和重新檢查以符合質量規格。此外，我們高度重視持份者與我們之間的溝通。我們將根據投訴處理系統處理持份者的所有反饋或投訴，以確保投訴能夠及時有效地得到解決。

#### 違規事項及投訴

		Result 結果	
		2016 二零一六年	2017 二零一七年
Total completed works subject to recalls for safety and health reasons	因安全及健康理由返修的已竣工工程總數	0	0
Number of complaints received at the corporate level relating to works and services	公司接獲的工程及服務相關投訴的次數	0	0



# ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

## 環境、社會及管治報告

With respect to the protection of intellectual property rights and privacy relating to data of client, the group has formulated and implemented in-house rules. All of our installed operating systems and software are sourced from authorised suppliers or copyright holders. Information regarding our clients is also under strict protection according to our internal rules for information technology.

We are also dedicated to protecting the privacy of our employees, subcontractors and clients according to our code of practice and the relevant regulations, including the Personal Data (Privacy) Ordinance (Cap. 486).

As at 31 December 2017, the Group was in compliance with the applicable local rules and regulations governing health and safety, advertising, labelling and privacy matters relating to works and services provided and methods of redress in all material respects.

### 7.2 Supply Chain Management

As one of the most important stakeholders of our Group, suppliers and subcontractors are crucial for maintaining the effectiveness of our business as well as managing the environmental and social risks.

As suppliers and subcontractors are our important business partners, we select subcontractors according to our well-established process to assess their abilities to satisfy the requirements under the main contract with our customers, previous cooperation experience with us and our evaluation of their performance from the list of pre-qualified subcontractors maintained by us. For new subcontractors, we also carry out assessment based on various selection factors, including their financial stability, quality, past performance and capability to meet our requirements for quality, schedule, costs, and environmental and safety conditions. As a business group engaged in the construction sector for decades, we believe the long term partnership with our active subcontractors that have maintained satisfactory assessment records will assure that our works could be maintained in a high quality consistently.

We also select suppliers based on the same rigorous process. Annual evaluation procedures for all active suppliers or subcontractors are adopted by the Group to assess their performance in respect of quality, safety, environment, financial stability and resource availability. In line with our environmental and social policy, we also provide environmental and social compliance trainings to the suppliers and subcontractors to ensure that they comply with the applicable legal and regulatory requirements as well as the specific project requirements.

在保護知識產權及與客戶數據有關的私隱方面，本集團已制定並實施了內部控制守則。我們所有安裝的操作系統及軟件均採購自授權供應商或版權持有人。我們根據信息技術內部守則，嚴格保護客戶的資料。

我們亦致力於根據操守標準及有關法例(包括第486章個人資料(私隱)條例)保障僱員、分包商及客戶的私隱。

於二零一七年十二月三十一日，本集團於各重要層面遵守有關健康與安全、廣告、標籤及與提供的工作及服務相關的私隱事宜以及相關的補救方法的當地適用規則及法規。

### 7.2 供應鏈管理

作為本集團最重要的持份者之一，供應商及分包商對維持我們業務的有效性以及管理環境及社會風險至關重要。

供應商及分包商作為我們的重要業務合作夥伴，我們根據已確立的篩選流程以建立合資格分包商名冊篩選分包商，該流程包括評估分包商滿足客戶主要合約要求的能力、先前與我們的合作經驗以及評估彼等的表現。對於新的分包商而言，我們亦會根據各種篩選因素進行評估，包括其財務穩定性、質量、過往績效及滿足我們質量、進度、成本、環境及安全要求的能力。作為從事建築業數十年的集團公司，我們相信與維持良好表現記錄的活躍分包商建立的長期合作關係，將可確保我們的工程維持高質量水平。

我們亦根據同樣嚴格的流程篩選供應商。本集團採用年度評估程序評估所有活躍供應商及分包商在質量、安全、環境、財務穩定性及資源可用性方面的表現。根據我們的環境及社會政策，我們亦向供應商及分包商提供環境及社會責任合規培訓，以確保彼等符合適用的法律法規要求以及每個項目的特定要求。

# ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

## 環境、社會及管治報告

### Number of Suppliers as at 31 December 2017

於二零一七年十二月三十一日的供應商數目

Region	地區	Number 數目
Hong Kong	香港	470
Mainland China	中國大陸	1
Japan	日本	1

### Number of sub-contractors as at 31 December 2017

於二零一七年十二月三十一日的分包商數目

Region	地區	Number 數目
Hong Kong	香港	320

### 7.3 Moral Integrity and Anti-corruption

SFK is committed to maintaining a high ethical standard of business conduct. All employees must strictly comply with the Prevention of Bribery Ordinance (Cap. 201) and our internal Code of Business Conduct related to anti-bribery and unethical and illegal behaviours. To ensure all of them are familiar and comply with the relevant regulations and codes, we not only provide a copy of our internal code to all of our employees, but also invite speakers from the Hong Kong Independent Commission Against Corruption (“ICAC”) to provide anti-corruption training to our employees regularly. In addition, the ICAC anti-corruption video training is provided for all new employees.

On an annual basis, we require all our employees to declare any conflict of interest and we also issue a notice to remind our subcontractors and suppliers during the festive seasons to reiterate our policy that offering any kinds of advantages or bribes to our employees is prohibited.

We have established effective procedures and whistle-blowing channels to ensure thorough investigation of all allegations of corruption and ethical impropriety. All complaints received by the Managing Director via confidential fax or letter will be immediately handled and investigated. Any staff in violation of our company policies or applicable laws and regulations will be reported to the ICAC and wherever appropriate, shall be subject to disciplinary action.

As at 31 December 2017, the Group was in compliance with the applicable local rules and regulations relating to bribery, extortion, fraud and money laundering in all material respects.

No legal case concerned with corrupt practices was brought against SFK or any of our employees in 2017.

### 7.3 道德誠信與反貪腐

新福港致力於保持高標準的商業道德操守。所有員工均須嚴格遵守第201章防止賄賂條例及有關反賄賂、不道德及非法行為的內部商業操守守則。為確保員工均熟悉並遵守相關法規及守則，我們不僅向全體僱員提供內部守則副本，我們亦會定期邀請香港廉政公署（「廉政公署」）的嘉賓講者為我們的員工提供反貪腐培訓，並會向所有新僱員提供廉政公署反貪腐視頻培訓。

我們要求全體員工按年披露相關利益衝突，我們亦會在節日期間發出通知，向分包商及供應商重申我們的政策，禁止向僱員提供任何形式的利益或賄賂。

我們已建立有效的程序及舉報渠道，以確保徹底調查所有關於貪腐及不道德行為的指控。所有投訴會透過保密傳真或函件寄發至董事總經理，並將會獲得立即處理及調查。任何違反公司政策或適用法律法規的員工均會呈報予廉政公署，並會執行適當的紀律處分。

於二零一七年十二月三十一日，本集團於各重要層面遵守有關賄賂、勒索、欺詐及洗黑錢的當地適用規則及法規。

於二零一七年，新福港或我們的僱員均未受到涉及貪腐行為的法律指控。

# ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

## 環境、社會及管治報告

### Total Number of Corrupt Practices

貪腐行為總數

Number  
數目

Number of concluded legal cases regarding corrupt practices brought against the issuer or its employees during the reporting period

於匯報期內對發行人或其僱員提出並已審結的貪污訴訟案件的數目

0

## CHAPTER 8 COMMUNITY

## 第八章 社區

### 8.1 Community Participation

### 8.1 社區參與

Community participation is a proven approach to motivate people to work together and foster positive relationships. We have set up our volunteer team to engage our staff to participate in voluntary activities and foster partnerships with voluntary organisations. Our employees are encouraged to dedicate their time and skills to supporting local communities and continue to organise and participate in various voluntary community services and events in accordance with our community engagement policy. Undoubtedly, the contribution to the society is essential for us to achieve the objective of sustainable development, as it will not only build a bridge between the Group and the communities, but also help our employees from different departments and project sites enhance the team spirit.

社區參與是激勵人們共同合作並培養良好關係的有效方法。我們已成立義工隊以鼓勵我們的員工參與志願活動，促進與志願組織的合作。我們鼓勵僱員投入時間及精力支持本地社區，並根據我們的社區參與政策繼續組織及參與各種社區志願服務及活動。毫無疑問，為社會貢獻對我們實現可持續發展目標至關重要，且其不僅能夠在本集團與社區之間建立橋樑，亦可加強來自不同部門及項目地盤的員工之團隊合作精神。

### 8.2 Focus Areas

### 8.1 關注範圍

#### Education

#### 教育

As a key player in the construction industry, we understand the importance of promoting civic education in occupational safety and health issue. In 2017, we participated in the Safety, Health and Environment Family Fun Day of West Kowloon Culture District and the Construction Industry Safety Award Scheme 2016 of Labour Department to enhance the public awareness of safety and health issue through our game booths.

作為建築行業的主要參與者，我們明白在職業安全與健康問題上推廣公民教育的重要性。於二零一七年，我們參與了西九龍文化區的安全、健康及環境家庭同樂以及勞工處的二零一六年度建造業安全獎勵計劃，透過攤位遊戲提高公眾對安全與健康問題的意識。

We also believe our society can benefit from the provision of training to the next generation with valuable skills and knowledge. We collaborated with the Tuen Mun District Youth Programme Committee and Tuen Mun District Office in the "Strive for Success – Self-Enhancement Training Programme and Award Scheme" to hold two internship sessions for secondary school students during the summer holiday. To foster talents of the construction industry, we also participated in the VTC Apprenticeship Training Scheme to encourage and reward the outstanding apprentices. We hope those activities would help our youngsters explore their own interests and develop their talents.

我們亦相信，向下一代提供有價值的技能及知識培訓，對我們的社會有益。我們在「成功有約 – 屯門區自我挑戰及獎勵計劃」中與屯門區青年活動委員會及屯門民政事務處合作，在暑假期間舉辦兩次中學生實習課程。為培養建築行業人才，我們亦參與了職業訓練局的學徒訓練計劃，以鼓勵及獎勵傑出學徒。我們希望該等活動能夠幫助年輕人探索自身興趣及發展才能。

# ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

## 環境、社會及管治報告

### Environmental Protection

The environment is also an important element for the sustainable development. During the performance of our construction works, we delicately plan our works with the aim of reducing construction waste sent to landfills and reusing recyclable materials. We stress great importance to the environmental issues arising from our operations and daily life. With cooperation with Greeners Action, we participated in the Mooncake Box Recycling Program 2017 for recycling the packaging waste. We will continue to make contribution to various environmental friendly programmes for developing a green society.

Besides participating in environmental activities, we also organised various activities to enhance the awareness of environmental protection among our staff, including the SFK Environmental Slogan Creation Competition 2017. Four of our projects have been awarded as Good Level in “Wastewi\$e” Certificate from Hong Kong Awards for Environmental Excellence.

### Voluntary Work

Participating in voluntary activities is one of the priorities of our community participation. Our volunteer team give back to the communities through a diverse range of social initiatives. Focusing particularly on the people with disability, children and elderly, we enhance our partnerships with various social organisations, welfare organisations and charity groups to organise various activities.

We co-organised various voluntary activities in 2017. On 11 March 2017, 15 members from our volunteer team visited The Spastics Association of Hong Kong’s New Territories East Home Support Service for the “Family Day with the Disabled”. To prepare for the event, our volunteer team joined a training programme for the proper control of the wheelchairs a week in advance and finally we had a pleasant weekend with dozens of the physically challenged citizens and their families. A total of 26 SFK volunteers also enjoyed a meaningful day on 3 June 2017 for participating in the paint renovation of the exterior wall at Shek Wai Kok Pre-school Centre.

Besides disability and the children, we also care about the elderly in our communities. A visiting activity co-organised with The Neighbourhood Advice-Action Council was held on 23 September 2017. During the mid-autumn festival, 27 SFK volunteers visited the elderly living alone to share the joy of the festival and express our solicitude to them.

### 環保

環境亦是可持續發展的重要一環。在施工期間，我們會對工程進行精心策劃，以減少向堆填區運送建築廢物，及循環利用可回收材料。我們非常重視經營以及日常生活帶來的環境問題。透過與綠領行動合作，我們參與了二零一七年度月餅盒回收大行動，以回收包裝廢物。我們將繼續為各種環保計劃作出貢獻，以構建綠色社會。

除參加環保活動外，我們亦組織了各種活動以提高員工的環保意識，包括二零一七年度新福港舉辦環保標語創作比賽。此外，我們的四個項目獲得香港環保卓越計劃所頒發的「減廢」證書(良好級別)。

### 志願工作

參加志願活動是我們社區參與的優先事項之一。我們的義工隊透過各種社會活動回饋社區。我們加強與各社會組織、福利機構及慈善團體合作，組織各種活動去關懷殘疾人士、兒童及長者。

我們在二零一七年共同組織了多個志願活動。於二零一七年三月十一日，我們義工隊的15名成員到訪香港耀能協會，參加新界東家居支援服務的「春天的約會」活動。為活動做好充分的準備，我們的義工隊提前一週進行有關正確操作輪椅的培訓，並最後與數十名殘疾人士及其家人度過了一個愉快的周末。於二零一七年六月三日，共有26名新福港義工參加了石圍角幼兒中心外牆的油漆翻新工程，彼等當天過得意義非凡。

除殘疾人士及兒童外，我們亦關心社會中的長者。於二零一七年九月二十三日，我們與鄰舍輔導會聯合組織了一次探訪活動。中秋節期間，27名新福港義工探訪了獨居老人，與彼等分享節日喜悅並表達對其關懷之心。



# ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

## 環境、社會及管治報告

To further foster the culture of volunteering in SFK, we cooperated with different organisations on organising volunteer training programs. More than 30 volunteers participated in the training organised by the Agency for Volunteer Service for practical skills and knowledge in providing voluntary services to children. We believe that the voluntary work not only contributes back to the communities, but also explores and develops the potential and abilities of our employees.

### Healthy Lifestyle & Sports

Apart from providing career opportunities, SFK also shows our care for the employees' health. We are committed to encouraging our employees to build up a healthy lifestyle and further promote the message to the society.

In 2017, we participated in various events, which enabled our employees to develop their interests and maintain a balance between their work and life. We participated in different sport events, including the Standard Chartered Hong Kong Marathon 2017, Construction Industry Happy Run and Carnival 2017 and Hong Kong Disneyland Resort's Marvel 10K Weekend 2017. Internally, we also organised football and basketball matches for our employees from the head office and project sites. In total, more than 700 participants joined these events. Besides the sport activities, we also provided some static activities, such as the Japanese floral arrangement workshops for our employees to relieve their stress.

Furthermore, we also invited different social workers and paramedics to organise different talks for our employees to promote the healthy lifestyle, such as prevention of diseases and smoking cessation. Since SFK mainly engages in the construction business with a large proportion of our staff working at the construction sites, we organise site-based activities for our on-site employees to join, particularly on health issues, including prevention of heat stroke, basic physical check-up of blood pressure and the body mass index. In general, these activities are held every three months in each of our construction sites.

In response to a blood shortage at blood banks, we organised two blood donation activities on 29 March and 14 June, the annual World Blood Donor Day. Dozens of warm-hearted colleagues supported the activities and contributed to the society through their actual actions.

為進一步培養新福港的義工文化，我們與不同組織合作舉辦義工培訓項目。30多名義工參加了義務工作發展局組織的培訓，學習有關為兒童提供志願服務的實踐技能及知識。我們相信志願工作不僅是為社區作出貢獻，其亦可挖掘及發展員工的潛力及能力。

### 健康生活及運動

除提供職業規劃機會外，新福港亦關注員工的健康。我們致力於鼓勵員工建立健康的生活方式，並進一步向社會推廣。

於二零一七年，我們參加了多個活動，讓員工發展興趣及保持工作生活平衡。我們已參加多項體育賽事，包括2017渣打香港馬拉松、2017建造業開心跑暨嘉年華及香港迪士尼樂園度假村的Marvel 10K Weekend 2017。在公司內部，我們亦為總辦事處及項目地盤的員工組織足球比賽及籃球比賽，該等活動共有700多人參加。除體育活動之外，我們亦提供一些靜態的活動，例如為我們的員工安排日本花藝興趣班以緩解其壓力。

此外，我們亦邀請不同的社會工作者及護理人員為員工舉辦各種講座，以推廣健康的生活方式，如預防疾病及戒菸。由於新福港主要從事建築業務，並且大部分員工在建築工地工作，因此我們為地盤員工組織相關健康問題的現場活動，包括預防中暑、血壓及體重指數等基本身體檢查。一般而言，我們的每個建築工地每隔三個月會舉行該等活動。

為應對血庫缺血問題，我們於三月二十九日及每年的世界獻血者日六月十四日組織了兩次獻血活動。數十名熱心同事踴躍支持該等活動，以實際行動為社會做出貢獻。

# ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

## 環境、社會及管治報告

### CHAPTER 9 AWARDS AND RECOGNITION HIGHLIGHTS

### 第九章 獎項及嘉許摘要

Name of Awards or Achievement 獎項或成就名稱	Issuing Organisation 頒發機構	Award Receiving Date 獲獎日期	Award Receiving Company 獲獎機構
Joyful@Healthy Workplace Best Practices Award 好心情@健康工作間大獎	Occupational Safety and Health Council 職業安全健康局	March 2017 二零一七年三月	Sun Fook Kong Construction Limited 新福港營造有限公司
Caring Company 2016/2017 Logo 二零一六年／二零一七年商界展關懷標誌	The Hong Kong Council of Social Service 香港社會服務聯會	March 2017 二零一七年三月	Sun Fook Kong Holdings Limited 新福港控股有限公司
The 6th Outstanding CSR Enterprise Award 第六屆傑出企業社會責任獎	The Mirror (Hong Kong) 鏡報(香港)	April 2017 二零一七年四月	SFK Construction Holdings Limited 新福港建設集團有限公司
Certificate of Appreciation – for Holding Sites Safety Inspection Practical Exercise 感謝狀 – 舉辦地盤安全檢查實習	Occupational Safety and Health Council 職業安全健康局	April 2017 二零一七年四月	Sun Fook Kong Construction Limited 新福港營造有限公司
Certificate of being a Founding Member 創始成員證書	Hong Kong Small and Medium Enterprises Association 香港中小型企業聯合會	May 2017 二零一七年五月	Sun Fook Kong Construction Group 新福港建設集團
CEDD Construction Site Safety Bronze Award 土木工程拓展署工地安全大獎 – 銅獎	Civil Engineering and Development Department 土木工程拓展署	May 2017 二零一七年五月	CEC- CCC Joint Venture 大陸工程 – 捷章建築聯營
Certificate of Appreciation – In recognition of its valuable contribution to this event held on 8 May 2017 感謝狀 – 表彰其對二零一七年五月八日舉行的此次活動的寶貴貢獻	Hong Kong Housing Authority 香港房屋委員會	May 2017 二零一七年五月	Sun Fook Kong Construction Limited 新福港營造有限公司
Silver Sponsor of Building Surveyor Awards 2017 二零一七年建築測量師銀獎贊助	The Hong Kong Institute of Surveyors 香港測量師學會	June 2017 二零一七年六月	Sun Fook Kong Construction Group 新福港建設集團
Best Safety Enhancement Program for Working at Height (Awarded contract/site: 4069 – Contract No: TCD9T3; Tai Po Sports Ground) 最佳高處工作安全改善計劃 (獲授合約／地盤：4069 – 合約編號：TCD9T3；大埔運動場)	Occupational Safety & Health Council 職業安全健康局	July 2017 二零一七年七月	Sun Fook Kong Construction Limited 新福港營造有限公司

# ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

## 環境、社會及管治報告

Name of Awards or Achievement 獎項或成就名稱	Issuing Organisation 頒發機構	Award Receiving Date 獲獎日期	Award Receiving Company 獲獎機構
Best Program to Prevent Heat Stroke at Work (Awarded contract/site: 42147 – Contract No: KL/2014/01; Kai Tak Development – Stage 2 Infrastructure Works)	Occupational Safety & Health Council	July 2017	CEC- CCC Joint Venture
最佳預防工作中暑計劃(獲授合約/地盤: 42147- 合約編號: KL/2014/01; 啟德發展計劃 - 前跑道南面發展項目基礎設施工程2期)	職業安全健康局	二零一七年七月	大陸工程 - 捷章建築聯營
Appreciation for Participating in Charity Events	United Christian Hospital	July 2017	Sun Fook Kong Construction Group
感謝參加慈善活動	基督教聯合醫院	二零一七年七月	新福港建設集團
Certify that SFK Construction Holdings Limited is registered as a support organisation for Start – Plan for Youth	Hong Kong Small and Medium Enterprises Association	August 2017	Sun Fook Kong Construction Limited
核證新福港建設集團有限公司登記為青年創業計劃的支持組織	香港中小型企業聯合會	二零一七年八月	新福港營造有限公司
Certificate of Appreciation for Sponsoring Mid-autumn Festival Visit	The Neighbourhood Advice-Action Council Sham Shui Po District Elderly Community Centre	September 2017	Sun Fook Kong Construction Group
合辦「萬眾一心連中秋」感謝狀	鄰舍輔導會深水埗區老人社區中心	二零一七年九月	新福港建設集團
The 23rd Considerate Contractors Site Award Scheme – (Public Works – RMAA Works) – Bronze	Development Bureau and Construction Industry Council	September 2017	Sun Fook Kong Construction Limited
第23屆公德地盤嘉許計劃(工務工程 - 維修、保養、改建及加建工程) - 銅獎	發展局及建造業議會	二零一七年九月	新福港營造有限公司
Wastewi\$e Certificate – Good Level (Awarded contract/site: Construction of Home Ownership Scheme at Sheung Lok Street, Homantin)	Environmental Campaign Committee	September 2017	Sun Fook Kong Construction Limited
減廢證書 - 良好級別(獲授合約/地盤: 何文田常樂街居屋發展計劃建築工程)	環境保護運動委員會	二零一七年九月	新福港營造有限公司
Certificate Appreciation for joining Mooncake Box Recycling Program	Greeners Action	November 2017	Sun Fook Kong Construction Group
參加月餅盒回收大行動的感謝狀	綠領行動	二零一七年十一月	新福港建設集團
The Quality Public Housing Construction & Maintenance Awards 2017 – Outstanding Contractor for District Term Contract – Gold Award	Hong Kong Housing Authority	November 2017	Sun Fook Kong Construction Limited
優質公共房屋建造及保養維修大獎2017 保養維修及改善項目傑出承建商 (區域建築保養工程) - 金獎	香港房屋委員會	二零一七年十一月	新福港營造有限公司

# ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

## 環境、社會及管治報告

Name of Awards or Achievement 獎項或成就名稱	Issuing Organisation 頒發機構	Award Receiving Date 獲獎日期	Award Receiving Company 獲獎機構
The Quality Public Housing Construction & Maintenance Awards 2017 – Outstanding Contractor (Building) – Silver Award 優質公共房屋建造及保養維修大獎2017 新工程項目 – 傑出承建商(建築) – 銀獎	Hong Kong Housing Authority 香港房屋委員會	November 2017 二零一七年十一月	Sun Fook Kong Construction Limited 新福港營造有限公司
The Quality Public Housing Construction & Maintenance Awards 2017 – Outstanding Contractor – Innovative Use of BIM Technology (Highly Commended) 優質公共房屋建造及保養維修大獎2017 新工程項目 – 傑出承建商 – 建築信息模擬技術之使用(高度表揚)	Hong Kong Housing Authority 香港房屋委員會	November 2017 二零一七年十一月	Sun Fook Kong Construction Limited 新福港營造有限公司
Hong Kong Star Brand 2017 – Enterprise 香港星級品牌2017 – 企業獎	Hong Kong Small and Medium Enterprises Association 香港中小型企業聯合會	November 2017 二零一七年十一月	SFK Construction Holdings Limited 新福港建設集團有限公司
Corporate Partnership Scheme 2017-2018 二零一七年至二零一八年企業夥伴計劃	The Spastics Association of Hong Kong 香港耀能協會	December 2017 二零一七年十二月	Sun Fook Kong Holdings Limited 新福港控股有限公司
The 8th Hong Kong Outstanding Corporate Citizenship Logo – Enterprise Category 第八屆香港傑出企業公民嘉許標誌 – 企業組別	The Hong Kong Productivity Council 香港生產力促進局	December 2017 二零一七年十二月	Sun Fook Kong Construction Group 新福港建設集團

### CHAPTER 10 LOOKING AHEAD

As a key player in the construction industry, SFK is encouraged at the progress that we have made. However, we would also beware of the upcoming challenges and work we may face to maintain our sustainability. We are continuously committed to addressing the environmental and social impacts arising from our business and operation. At the same time, we still find many new opportunities to serve our customers and our stakeholders. We will continue to improve our environmental and social performance with our commitment, experience and capabilities. In the coming years, we will further prevent environmental pollution, reduce environmental nuisances and minimise waste on our construction sites. We look forward to having a positive impact on our business, the environment and the communities where we live and work for many years to come.

### 第十章 展望

作為建造業的主要成員之一，我們為新福港所取得的成績倍感鼓舞。然而，為了維持我們的可持續性，我們謹防未來可能面臨的挑戰及工作。我們亦繼續致力於解決業務及營運上所帶來的環境及社會影響。同時，我們發現仍有許多新機會可為客戶及持份者服務。我們將繼續憑著努力、經驗及能力，去改善環境及社會表現。於未來數年，我們會進一步在建築地盤內防止環境污染、減少環境滋擾以及減少浪費。我們期待未來可對我們的業務、環境及生活工作所在的社區產生積極影響。



# ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

## 環境、社會及管治報告

### APPENDIX 1 THE STOCK EXCHANGE ESG REPORTING GUIDE CONTENT INDEX TABLE

### 附錄一聯交所環境、社會及管治報告指引內容索引表

The Stock Exchange ESG Reporting Guide 聯交所環境、社會及管治報告指引	Description 描述	Chapter 章節
A. Environmental A. 環境		
Aspect A1. Emissions 層面A1：排放物		
General Disclosure 一般披露	General Disclosure Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to exhaust gas and greenhouse gas emissions, discharges into water and land, and generation of hazardous and non-hazardous waste.	5.1 Emissions Control Management 5.1 排放控制管理
KPI A1.1 關鍵績效指標A1.1	The types of emissions and respective emissions data. 排放物種類及相關排放數據。	5.1 Emissions Control Management 5.1 排放控制管理
KPI A1.2 關鍵績效指標A1.2	Greenhouse gas emissions in total (in tonnes) and, where appropriate, intensity (e.g. per unit of production volume, per facility). 溫室氣體總排放量(以噸計算)及(如適用)密度(如以每產量單位、每項設施計算)。	5.1 Emissions Control Management 5.1 排放控制管理
KPI A1.3 關鍵績效指標A1.3	Total hazardous waste produced (in tonnes) and, where appropriate, intensity (e.g. per unit of production volume, per facility). 所產生有害廢棄物總量(以噸計算)及(如適用)密度(如以每產量單位、每項設施計算)。	5.1 Emissions Control Management 5.1 排放控制管理
KPI A1.4 關鍵績效指標A1.4	Total non-hazardous waste produced (in tonnes) and, where appropriate, intensity (e.g. per unit of production volume, per facility). 所產生無害廢棄物總量(以噸計算)及(如適用)密度(如以每產量單位、每項設施計算)。	5.1 Emissions Control Management 5.1 排放控制管理
KPI A1.5 關鍵績效指標A1.5	Description of measures to mitigate emissions and results achieved. 描述減低排放量的措施及所得成果。	5.1 Emissions Control Management 5.1 排放控制管理

# ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

## 環境、社會及管治報告

The Stock Exchange ESG Reporting Guide 聯交所環境、社會及管治報告指引	Description 描述	Chapter 章節
KPI A1.6 關鍵績效指標 A1.6	Description of how hazardous and non-hazardous wastes are handled, reduction initiatives and results achieved. 描述處理有害及無害廢棄物的方法、減低產生量的措施及所得成果。	5.1 Emissions Control Management 5.1 排放控制管理
Aspect A2: Use of Resources 層面 A2：資源使用		
General Disclosure 一般披露	Policies on the efficient use of resources, including energy, water and other raw materials. 有效使用資源(包括能源、水及其他原材料)的政策。	5.2 Effective Use of Resources 5.2 善用資源
KPI A2.1 關鍵績效指標 A2.1	Direct and/or indirect energy consumption by type (e.g. electricity, gas or oil) in total (kWh in '000s) and intensity (e.g. per unit of production volume, per facility). 按類型劃分的直接及／或間接能源(如電、氣或油)總耗量(以千個千瓦時計算)及密度(如以每產量單位、每項設施計算)。	5.2 Effective Use of Resources 5.2 善用資源
KPI A2.2 關鍵績效指標 A2.2	Water consumption in total and intensity (e.g. per unit of production volume, per facility). 總耗水量及密度(如以每產量單位、每項設施計算)。	5.2 Effective Use of Resources 5.2 善用資源
KPI A2.3 關鍵績效指標 A2.3	Description of energy use efficiency initiatives and results achieved. 描述能源使用效益計劃及所得成果。	5.2 Effective Use of Resources 5.2 善用資源
KPI A2.4 關鍵績效指標 A2.4	Description of whether there is any issue in sourcing water that is fit for purpose, water efficiency initiatives and results achieved. 描述求取適用水源上可有任何問題，以及提升用水效益計劃及所得成果。	5.2 Effective Use of Resources 5.2 善用資源
KPI A2.5 關鍵績效指標 A2.5	Total packaging material used for finished products (in tonnes) and, if applicable, with reference to per unit produced. 製成品所用包裝材料的總量(以噸計算)及(如適用)每生產單位佔量。	Disclosure of packaging material is omitted since it is not identified as material aspect in the business of SFK. 由於包裝材料並非識別為新福港業務的主要方面，有關披露已省略。

# ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

## 環境、社會及管治報告

The Stock Exchange ESG Reporting Guide 聯交所環境、社會及管治報告指引	Description 描述	Chapter 章節
Aspect A3: The Environment and Natural Resources 層面 A3：環境及天然資源		
General Disclosure 一般披露	Policies on minimising the issuer's significant impact on the environment and natural resources. 減低發行人對環境及天然資源造成重大影響的政策。	5.3 The Environment and Natural Resources 5.3 環境及天然資源
KPI A3.1 關鍵績效指標 A3.1	Description of the significant impacts of activities on the environment and natural resources and the actions taken to manage them. 描述業務活動對環境及天然資源的重大影響及已採取管理有關影響的行動。	5.3 The Environment and Natural Resources 5.3 環境及天然資源
B. Social B. 社會		
Employment and Labour Practices 僱傭及勞工常規		
Aspect B1: Employment 層面 B1：僱傭		
General Disclosure 一般披露	Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to compensation and dismissal, recruitment and promotion, working hours, rest periods, equal opportunity, diversity, anti-discrimination and other benefits and welfare. 有關： (a) 政策；及 (b) 遵守對發行人有重大影響的有關薪酬及解僱、招聘及晉升、工作時數、假期、平等機會、多元化、反歧視以及其他待遇及福利的相關法律及規例的資料。	6.1 Employment and Respect for Labour Rights 6.1 僱傭及尊重勞動權益
KPI B1.1 關鍵績效指標 B1.1	Total workforce by gender, employment type, age group and geographical region. 按性別、僱傭類型、年齡組別及地區劃分的僱員總數。	6.1 Employment and Respect for Labour Rights 6.1 僱傭及尊重勞動權益
KPI B1.2 關鍵績效指標 B1.2	Employee turnover rate by gender, age group and geographical region. 按性別、年齡組別及地區劃分的僱員流失比率。	6.1 Employment and Respect for Labour Rights 6.1 僱傭及尊重勞動權益

# ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

## 環境、社會及管治報告

The Stock Exchange ESG Reporting Guide 聯交所環境、社會及管治報告指引	Description 描述	Chapter 章節
Aspect B2: Health and Safety 層面 B2：健康與安全		
General Disclosure 一般披露	Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to providing a safe working environment and protecting employees from occupational hazards. 有關提供安全工作環境及保障僱員避免職業性危害的： (a) 政策；及 (b) 遵守對發行人有重大影響的相關法律及規例的資料。	6.2 Safety and Health 6.2 安全與健康
KPI B2.1 關鍵績效指標 B2.1	Number and rate of work-related fatalities. 因工作關係而死亡的人數及比率。	6.2 Safety and Health 6.2 安全與健康
KPI B2.2 關鍵績效指標 B2.2	Lost days due to work injury. 因工傷損失工作日數。	6.2 Safety and Health 6.2 安全與健康
KPI B2.3 關鍵績效指標 B2.3	Description of occupational health and safety measures adopted, how they are implemented and monitored. 描述所採納的職業健康與安全措施，以及相關執行及監察方法。	6.2 Safety and Health 6.2 安全與健康
Aspect B3: Developing and Training 層面 B3：發展及培訓		
General Disclosure 一般披露	Policies on improving employees' knowledge and skills for discharging duties at work. Description of training activities. 有關提升僱員履行工作職責的知識及技能的政策。描述培訓活動。	6.3 Education, Training and Career Development 6.3 教育、培訓及職業發展
KPI B3.1 關鍵績效指標 B3.1	The percentage of employees trained by gender and employee category (e.g. senior management, middle management). 按性別及僱員類別（如高級管理層、中級管理層等）劃分的受訓僱員百分比。	6.3 Education, Training and Career Development 6.3 教育、培訓及職業發展
KPI B3.2 關鍵績效指標 B3.2	The average training hours completed per employee by gender and employee category. 按性別及僱員類別劃分，每名僱員完成受訓的平均時數。	6.3 Education, Training and Career Development 6.3 教育、培訓及職業發展



# ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

## 環境、社會及管治報告

The Stock Exchange ESG Reporting Guide 聯交所環境、社會及管治報告指引	Description 描述	Chapter 章節
Aspect B4: Labour Standards 層面 B4：勞工準則		
General Disclosure 一般披露	Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to preventing child and forced labour. 有關防止童工或強制勞工的： (a) 政策；及 (b) 遵守對發行人有重大影響的相關法律及規例的資料。	6.1 Employment and Respect for Labour Rights 6.1 僱傭及尊重勞動權益
KPI B4.1 關鍵績效指標 B4.1	Description of measures to review employment practices to avoid child and forced labour. 描述檢討招聘慣例的措施以避免童工及強制勞工。	6.1 Employment and Respect for Labour Rights 6.1 僱傭及尊重勞動權益
KPI B4.2 關鍵績效指標 B4.2	Description of steps taken to eliminate such practices when discovered. 描述在發現違規情況時消除有關情況所採取的步驟。	6.1 Employment and Respect for Labour Rights 6.1 僱傭及尊重勞動權益
Operating Practices 營運慣例		
Aspect B5: Supply Chain Management 層面 B5：供應鏈管理		
General Disclosure 一般披露	Policies on managing environmental and social risks of the supply chain. 管理供應鏈的環境及社會風險政策。	7.2 Supply Chain Management 7.2 供應鏈管理
KPI B5.1 關鍵績效指標 B5.1	Number of suppliers by geographical region. 按地區劃分的供應商數目。	7.2 Supply Chain Management 7.2 供應鏈管理
KPI B5.2 關鍵績效指標 B5.2	Description of practices relating to engaging suppliers, number of suppliers where the practices are being implemented, how they are implemented and monitored. 描述有關聘用供應商的慣例，向其執行有關慣例的供應商數目、以及有關慣例的執行及監察方法。	7.2 Supply Chain Management 7.2 供應鏈管理

# ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

## 環境、社會及管治報告

The Stock Exchange ESG Reporting Guide 聯交所環境、社會及管治報告指引	Description 描述	Chapter 章節
Aspect B6: Product Responsibility 層面 B6：產品責任		
General Disclosure 一般披露	Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to health and safety, advertising, labelling and privacy matters relating to products and services provided and methods of redress. 有關所提供產品和服務的健康與安全、廣告、標籤及私隱事宜以及補救方法的： (a) 政策；及 (b) 遵守對發行人有重大影響的相關法律及規例的資料。	7.1 Quality and Compliance Management 7.1 質量與合規管理
KPI B6.1 關鍵績效指標 B6.1	Percentage of total products sold or shipped subject to recalls for safety and health reasons. 已售或已運送產品總數中因安全與健康理由而須回收的百分比。	7.1 Quality and Compliance Management 7.1 質量與合規管理
KPI B6.2 關鍵績效指標 B6.2	Number of products and service related complaints received and how they are dealt with. 接獲關於產品及服務的投訴數目以及應對方法。	7.1 Quality and Compliance Management 7.1 質量與合規管理
KPI B6.3 關鍵績效指標 B6.3	Description of practices relating to observing and protecting intellectual property rights. 描述與維護及保障知識產權有關的慣例。	7.1 Quality and Compliance Management 7.1 質量與合規管理
KPI B6.4 關鍵績效指標 B6.4	Description of quality assurance process and recall procedures. 描述質量檢定過程及產品回收程序。	7.1 Quality and Compliance Management 7.1 質量與合規管理
KPI B6.5 關鍵績效指標 B6.5	Description of consumer data protection and privacy policies, how they are implemented and monitored. 描述消費者資料保障及私隱政策，以及相關執行及監察方法。	7.1 Quality and Compliance Management 7.1 質量與合規管理

# ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

## 環境、社會及管治報告

The Stock Exchange ESG Reporting Guide 聯交所環境、社會及管治報告指引	Description 描述	Chapter 章節
Aspect B7: Anti-corruption 層面 B7：反貪污		
General Disclosure 一般披露	Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to bribery, extortion, fraud and money laundering. 有關防止賄賂、勒索、欺詐及洗黑錢的： (a) 政策；及 (b) 遵守對發行人有重大影響的相關法律及規例的資料。	7.3 Moral Integrity and Anti-corruption 7.3 道德誠信與反貪腐
KPI B7.1 關鍵績效指標 B7.1	Number of concluded legal cases regarding corrupt practices brought against the issuer or its employees during the reporting period and the outcomes of the cases. 於匯報期內對發行人或其僱員提出並已審結的貪污訴訟案件的數目及訴訟結果。	7.3 Moral Integrity and Anti-corruption 7.3 道德誠信與反貪腐
KPI B7.2 關鍵績效指標 B7.2	Description of preventive measures and whistle-blowing procedures, how they are implemented and monitored. 描述防範措施及舉報程序，以及相關執行及監察方法。	7.3 Moral Integrity and Anti-corruption 7.3 道德誠信與反貪腐
Community 社區		
Aspect B8: Community Investment 層面 B8：社區投資		
General Disclosure 一般披露	Policies on community engagement to understand the needs of the communities where the issuer operates and to ensure its activities take into consideration the communities' interests. 有關以社區參與來了解營運所在社區需要和確保其業務活動會考慮社區利益的政策。	8 Community 8 社區
KPI B8.1 關鍵績效指標 B8.1	Focus areas of contribution (e.g. education, environmental concerns, labour needs, health, culture, and sport). 專注貢獻範疇(如教育、環境事宜、勞工需求、健康、文化、體育)。	8 Community 8 社區
KPI B8.2 關鍵績效指標 B8.2	Resources contributed (e.g. money or time) to the focus area. 在專注範疇所動用資源(如金錢或時間)。	8 Community 8 社區

# CORPORATE GOVERNANCE REPORT

## 企業管治報告

### CORPORATE GOVERNANCE PRACTICES

The Board recognises that corporate governance practices are crucial to the smooth, effective and transparent operation of a company and its ability to attract investment, protect the rights of shareholders and stakeholders, and enhance shareholder value. The Company is committed to achieving and maintaining a high standard of corporate governance and leading the Group to attain better results and improve its corporate image with effective corporate governance procedures.

The Company has adopted the code provisions set out in the Corporate Governance Code (the “CG Code”) under Appendix 14 of the Rules Governing the Listing of Securities on the Stock Exchange (the “Listing Rules”). The Board is of the opinion that the Company has complied with all the code provisions, except for the deviation from provision A.2.1 and C.2.5 of the CG Code during the Year.

According to provision A.2.1 of the CG Code, the roles of chairman and chief executive officer should be separate and should not be performed by the same individual. The Company does not have a chief executive officer and such role has been assumed by the managing director of the Company. Mr. Chan Ki Chun is the chairman and the managing director of the Company. In the view that Mr. Chan has been assuming day-to-day responsibilities in operating and managing the Group since 1999, the Board believes that it is in the best interest of the Group to have Mr. Chan taking up both roles for effective management and business development. Therefore, the Board considers that the deviation from provision A.2.1 of the CG Code is appropriate in such circumstances. Notwithstanding the above, the Board is of the view that this management structure is effective for the Group’s operations and sufficient checks and balances are in place. The Board will continue to review its corporate governance practices in order to enhance its corporate governance standard, to comply with regulatory requirements and to meet the growing expectations of the shareholders of the Company and investors.

According to code provision C.2.5 of the CG Code, the Company should have an internal audit function. The Company does not establish a standalone internal audit department, however, the Board has put in place adequate measures to perform the internal audit function in relation to different aspects of the Group. In 2017, the Company appointed an external internal control adviser to perform periodic review of our internal control system to evaluate the effectiveness and formulate plans and recommendations for improvement of our internal control measures and policies. It is intended to review the effectiveness of the Group’s material internal controls so as to provide assurance that key internal control measures are carried out appropriately and are functioning as intended.

### 企業管治常規

董事會深明公司能平穩、有效及透明地運作，招商引資，維護股東與持有人的權利並提升股東價值，企業管治常規的作用至關重要。本公司致力達成並保持高標準的企業管治，透過有效的企業管治程序引領本集團再創佳績，提高企業形象。

本公司已採納聯交所證券上市規則(「上市規則」)附錄十四的企業管治守則(「企業管治守則」)所載守則條文。董事認為，於年內，除偏離企業管治守則第A.2.1條及C.2.5條外，本公司均已遵守所有守則條文。

根據企業管治守則第A.2.1條，主席與行政總裁的角色應有區分，不應由一人同時兼任。本公司並無設有行政總裁，該角色一直由本公司董事總經理兼任。陳麒淳先生為本公司主席兼董事總經理。鑑於陳先生自一九九九年以來一直承擔本集團日常經營管理的職責，董事會相信陳先生兼任兩職可實現有效管理及業務發展，符合本集團的最佳利益。因此，董事認為在該情況下偏離企業管治守則第A.2.1條屬適當。儘管如此，董事會認為此管理架構對本集團的業務營運屬有效，並能形成充分的權力制衡。董事會會持續檢討本身的企業管治常規，以提高企業管治標準，遵守監管規定及滿足本公司股東與投資者日益提高的期望。

根據企業管治守則條文第C.2.5條，本公司應擁有內部審核職能部門。本公司並無設立獨立內部審核部門，然而，董事會已實施適當措施，履行與本集團不同層面相關的內部審核職能。於二零一七年，本集團已委任外聘內部控制顧問定期檢討內部控制系統，評估內部控制系統的成效以及制定規劃及建議，務求改善內部控制措施及政策。我們擬檢討本集團重要內部控制的成效，以保證主要內部控制措施妥善執行及發揮擬定作用。



### CORPORATE GOVERNANCE FUNCTIONS

The Board is responsible for performing the corporate governance duties as set out in the provision D.3.1 of the CG Code, which include (a) to develop and review the Company's policies and practices on corporate governance; (b) to review and monitor the training and continuous professional development of the Directors and senior management of the Group; (c) to review and monitor the Company's policies and practices on compliance with legal and regulatory requirements; (d) to develop, review and monitor the code of conduct and compliance manual (if any) applicable to the employees of the Group and the Directors; and (e) to review the Company's compliance with the CG Code and relevant disclosures in the corporate governance report as set out in the annual report of the Company.

The Board is performing the abovementioned corporate governance functions throughout the Year.

### THE BOARD

The Board is committed to providing effective and responsible leadership for the Company. The Directors, individually and collectively, must act in good faith in the best interests of the Company and the Shareholders. The Board has established three Board committees (the "Board Committees"), being the audit committee (the "Audit Committee"), the nomination committee (the "Nomination Committee") and the remuneration committee (the "Remuneration Committee"), to oversee different areas of the Company's affairs.

#### Board composition

The Board currently consists of seven directors, comprising four executive Directors, and three independent non-executive Directors (the "INED(s)"). As at the date of this report, the Board of the Company comprises the following Directors:

#### Executive Directors

Mr. CHAN Ki Chun (*Chairman and Managing Director*)  
Mr. CHAN Chor Tung  
Mr. YUNG Kim Man  
Mr. YEUNG Cho Yin, William

#### INEDs

Mr. LAM Leung Tsun  
Mr. JIM Fun Kwong, Frederick  
Mr. CHAN Kim Hung, Simon

### 企業管治職責

董事會負責履行企業管治守則第D.3.1條所載企業管治職責，包括(a)制定及檢討本公司企業管治的政策及常規；(b)檢討及監督本集團董事及高級管理人員的培訓與持續專業發展；(c)檢討及監督本公司的政策及常規是否符合法律及監管規定；(d)制定、檢討及監督適用於本集團僱員及董事的行為守則與合規指引手冊(如有)；及(e)檢討本公司有否遵守企業管治守則及於本公司年報所載企業管治報告的相關披露。

董事會於整個年內履行上述企業管治職責。

### 董事會

董事會致力有效盡責地領導本公司發展。董事須單獨並一致真誠為本公司與股東的最佳利益行事。董事會成立三個董事委員會(「董事委員會」)，由其監督本公司各方面事務，分別為審核委員會(「審核委員會」)、提名委員會(「提名委員會」)及薪酬委員會(「薪酬委員會」)。

#### 董事會組成

董事會現由七名董事組成，包括四名執行董事及三名獨立非執行董事(「獨立非執行董事」)。於本報告日期，本公司董事會由以下董事組成：

#### 執行董事

陳麒淳先生(主席兼董事總經理)  
陳楚東先生  
容劍文先生  
楊楚賢先生

#### 獨立非執行董事

林良俊先生  
詹勳光先生  
陳劍雄先生

# CORPORATE GOVERNANCE REPORT

## 企業管治報告

The composition of the Board reflects the necessary balance of skills and experience desirable for effective leadership of the Company and independence in decision making. The biographies of the Directors (and their relationships, if any) are set out in the “Biographical Details of Directors and Senior Management” section of this annual report, which demonstrates a diversity of skills, expertise, experience and qualifications. Save as disclosed therein, there are no financial, business, family or other material or relevant relationships among the members of the Board.

Each of the executive Directors has entered into a service agreement with the Company for an initial fixed term of three years with effect from 10 December 2015, unless terminated by the respective Director or the Company in accordance with the terms of the service agreement. Under the code provision A.4.1 of the CG Code, the INEDs should be appointed for a specific term. Each of the INEDs has entered into a letter of appointment with the Company which shall last for a period of three years with effect from 10 December 2015, subject to early termination in accordance with the terms of the letter of appointment.

Throughout the Year, the Board has at all times met the requirements of Rules 3.10(1) and (2) of the Listing Rules relating to the appointment of at least three INEDs with at least one INED possessing appropriate professional qualifications, or accounting or related financial management expertise.

The three INEDs represent more than one-third of the Board, the proportion of which is higher than what is required by Rule 3.10A of the Listing Rules whereby INEDs of a listed issuer must represent at least one-third of the board. The Board believes there is sufficient independence element in the Board to safeguard the interest of the Shareholders.

### Independence of the INEDs

The role of the INEDs is to provide independent and objective opinions to the Board, giving adequate control and balances for the Group to protect the overall interests of the Shareholders and the Group. They serve actively on the Board and Board Committees to provide their independent and objective views. All the INEDs are free from any business or other relationships with the Company.

The Company has received written annual confirmation of independence from each INED in accordance with Rule 3.13 of the Listing Rules. The Company has assessed their independence and concluded that all the INEDs are independent within the meaning of the Listing Rules.

董事會組成反映有效領導本公司及獨立決策需要均衡的技能及經驗。董事履歷(及彼等的關係,如有)載於本年報「董事及高級管理層履歷」一節,闡明各種技能、專長、經驗及資格。除該節所披露者外,董事會成員之間概無財務、業務、家屬或其他重大或相關關係。

各執行董事已與本公司訂立服務協議,自二零一五年十二月十日初步起固定任期三年,除非有關董事或本公司根據服務協議條款予以終止。根據企業管治守則之守則條文第A.4.1條,獨立非執行董事之委任應有具體任期。各獨立非執行董事與本公司訂立委任函,自二零一五年十二月十日起有效期三年,但可根據委任函條款提前終止。

於整個年內,董事會一直遵守上市規則第3.10(1)條及(2)條,已委任至少三名獨立非執行董事,其中至少一名獨立非執行董事擁有適當的專業資格或會計或相關財務管理專長。

三名獨立非執行董事代表超過三分之一董事會席位,比例高於上市規則第3.10A條的規定,即上市發行人的獨立非執行董事須代表至少三分之一董事會席位。董事會相信,董事會充分獨立,可保障股東利益。

### 獨立非執行董事的獨立性

獨立非執行董事的職責是向董事會提供獨立客觀的意見,適當約束及制衡本集團,保護股東及本集團的整體利益。彼等積極配合董事會及董事委員會,提供獨立客觀的意見。全體獨立非執行董事不參與任何業務或概無與本公司存在其他關係。

本公司已接獲各獨立非執行董事根據上市規則第3.13條發出的年度獨立性確認函。本公司評估彼等的獨立性後,認為全體獨立非執行董事符合上市規則規定之獨立性。

### Board Diversity Policy

Pursuant to the CG Code, the Board has adopted a board diversity policy. The Company recognises and embraces the benefits of diversity of the Board members. While all Board appointments will continue to be made on a merit basis, the Company will ensure that the Board has a balance of skills, experience and diversity of perspectives appropriate to the needs of the Company's business. Selection of candidates will be based on a range of diversity perspectives including, but not limited to, gender, age, cultural and educational background, experience (professional or otherwise), skills and knowledge.

### Functions of the Board and Management

The Board is primarily responsible for establishing the overall strategies of the Group, setting objectives and business development plans, assuming responsibility of corporate governance and monitoring the performance of senior management.

The management, under the leadership of the managing director of the Company, is responsible for implementing the strategies and plans established by the Board and reporting on the Group's operations to the Board on a regular basis to ensure effective performance of the Board's responsibilities.

All the Directors have separate and independent access to the Group's senior management to fulfill their duties. Independent professional advice can be sought to assist the relevant Directors to discharge their duties at the Group's expense upon their request. In accordance with code provision C.1.2 of the CG Code, all the Directors have been provided with monthly updates on the Group's performance and financial position to enable the Board as a whole and each Director to discharge their duties.

### Continuing Professional Development

In compliance with code provision A.6.5 of the CG Code, training, briefing and updates on the latest development of the Listing Rules in connection with the environmental, social and governance reporting, internal control and risk management and other applicable regulatory requirements have been provided to each Director during the Year to ensure compliance and enhance their awareness of good corporate governance practices. All the Directors have participated in continuous professional development to develop and refresh their knowledge and skills in these respects, and have submitted their training records to the Company. Continuing briefings and professional development for the Directors will be arranged whenever necessary.

### 董事會成員多元化政策

根據企業管治守則，董事會已採納董事會成員多元化政策。本公司認可並相信董事會成員多元化的裨益。所有董事會成員會繼續按長處委任，同時本公司確保董事會成員兼備與本公司業務所需的相關技能、經驗與多元想法。甄選候選人按多方面因素為基準，包括但不限於性別、年齡、文化及教育背景、專業或其他經驗、技能及學識。

### 董事會及管理層的職能

董事會主要負責制定本集團整體策略，釐定目標及業務發展計劃，負責企業管治及監督高級管理層表現。

在本公司董事總經理的領導下，管理層負責執行董事會制定的策略及計劃，並就本集團的經營狀況定期向董事會報告，確保董事會職責得以有效履行。

全體董事可個別及獨立地諮詢本集團的高級管理層以便其履行職責。相關董事應能經發出要求獲得獨立專業意見助其履行職責，費用由本集團承擔。根據企業管治守則之守則條文第C.1.2條，全體董事均獲提供本集團每月最新業績及財務狀況資料，以便董事會及各董事履行職責。

### 持續專業發展

我們已遵守企業管治守則之守則條文第A.6.5條，於年內就上市規則所載有關環境、社會與政府報告、內部控制與風險管理及其他相關監管規定的最新發展對每名董事進行培訓、簡報及提供最新資訊，確保彼等遵守及更加重視良好的企業管治常規。全體董事均參加持續專業發展培訓，對上述領域的知識及技能溫故知新，並已向本公司提交培訓記錄。我們會於必要時為董事安排後續簡報及專業發展培訓。

# CORPORATE GOVERNANCE REPORT

## 企業管治報告

The individual training record of each Director during the Year is summarised below:

年內，各董事接受的個人培訓記錄概述如下：

Name of Director	董事姓名	Attending training course(s)/ reading materials	參與培訓課程／閱讀資料
<b>Executive Directors</b>	<b>執行董事</b>		
Mr. CHAN Ki Chun	陳麒淳先生		√
Mr. CHAN Chor Tung	陳楚東先生		√
Mr. YUNG Kim Man	容劍文先生		√
Mr. YEUNG Cho Yin, William	楊楚賢先生		√
<b>INEDs</b>	<b>獨立非執行董事</b>		
Mr. LAM Leung Tsun	林良俊先生		√
Mr. JIM Fun Kwong, Frederick	詹勳光先生		√
Mr. CHAN Kim Hung, Simon	陳劍雄先生		√

### Board attendance

Code provision A.1.1 of the CG Code prescribes that at least 4 regular Board meetings should be held in each year at approximately quarterly intervals with active participation of majority of directors, either in person or through other electronic means of communication. Accordingly, the Board will schedule to have at least four regular meetings in a year. Other board meetings will be held if necessary.

### 董事會出席情況

企業管治守則之守則條文第A.1.1條規定，每年應大致按季度間隔至少召開四次定期董事會會議，大多數董事不論親身或透過其他電子通訊方式均應積極與會。因此，董事會將安排每年至少召開四次定期會議。如有必要，另行召開其他董事會會議。

During the Year, a total of 5 Board meetings and one annual general meeting (the “2017 AGM”) of the Company were held and the attendance records of the respective Directors at the Board meetings and the 2017 AGM are set out below:

年內，本公司總共舉行了五次董事會會議及一次股東週年大會（「二零一七年股東週年大會」），有關董事出席董事會會議及二零一七年股東週年大會的記錄載列如下：

Name of Director	董事姓名	Attendance/Number of meetings during the Year	
		Board Meetings	the 2017 AGM
		年內出席次數／召開會議次數	二零一七年 股東週年大會
<b>Executive Directors</b>	<b>執行董事</b>		
Mr. CHAN Ki Chun	陳麒淳先生	5/5	1/1
Mr. CHAN Chor Tung	陳楚東先生	4/5	1/1
Mr. YUNG Kim Man	容劍文先生	5/5	1/1
Mr. YEUNG Cho Yin, William	楊楚賢先生	5/5	1/1
<b>INEDs</b>	<b>獨立非執行董事</b>		
Mr. LAM Leung Tsun	林良俊先生	3/5	1/1
Mr. JIM Fun Kwong, Frederick	詹勳光先生	5/5	1/1
Mr. CHAN Kim Hung, Simon	陳劍雄先生	5/5	1/1

### DIRECTORS' AND OFFICERS' LIABILITIES

The Company has arranged appropriate insurance coverage on Directors' and officers' liabilities in respect of any legal actions that may be taken against the Directors and senior management arising out of corporate activities. The insurance coverage is reviewed on an annual basis by the Company.

### BOARD COMMITTEES

The Board has established three Board Committees to oversee specific aspects of the Group's affairs and assist the Board in the execution of its responsibilities. Each of these committees has specific written terms of reference which clearly outline the committee's authority and duties, and which require the committee to report back on its decisions or recommendations to the Board. All Board Committees are provided with sufficient resources to discharge their duties, including access to management or professional advice if considered necessary.

#### Audit Committee

The Company has established the Audit Committee on 19 November 2015 with written terms of reference in compliance with Rule 3.21 of the Listing Rules and code provision C.3 of the CG Code. The Audit Committee consists of three INEDs, namely Mr. Jim Fun Kwong, Frederick, Mr. Lam Leung Tsun and Mr. Chan Kim Hung, Simon. Mr. Jim Fun Kwong, Frederick has been appointed as the chairman of the Audit Committee, and is the INED with the appropriate professional qualifications.

The primary duties of the Audit Committee are, among other things, to assist the Board by providing an independent view of the effectiveness of the financial reporting process, risk management and internal control systems of the Group, to monitor relationship with external auditor of the Group, to review the Group's financial information, to oversee the audit process and to perform other duties and responsibilities as assigned by the Board.

### 董事及管理層的責任

本公司就任何因公司活動可能引致對董事及高級管理層發起的法律訴訟購買適當的董事及管理層責任保險。本公司每年檢討保險責任範圍。

### 董事委員會

董事會成立三個董事委員會監督本集團的具體事務及協助董事會履行其責任。各委員會設有各自的書面職權範圍，清楚列明委員會的權力及職責，並要求委員會向董事會匯報其決策或提議。所有董事委員會均可獲提供充足資源以便履行職責，包括於必要時諮詢管理層或獲得專業意見。

#### 審核委員會

本公司於二零一五年十一月十九日成立審核委員會，並根據上市規則第3.21條及企業管治守則之守則條文第C.3條訂立書面職權範圍。審核委員會由三名獨立非執行董事組成，分別為詹勳光先生、林良俊先生及陳劍雄先生。詹勳光先生獲委任為審核委員會主席，具有適當專業資格的獨立非執行董事。

審核委員會的主要職責為(其中包括)藉以提供有關本集團財務申報程序、風險管理及內部控制體系是否有效的獨立意見協助董事會以及監督本集團與外部核數師的關係，檢討本集團的財務資料，監察審核程序以及履行董事會指派的其他職責及責任。



# CORPORATE GOVERNANCE REPORT

## 企業管治報告

The members of the Audit Committee should meet at least twice a year. During the Year, the Audit Committee has held 3 meetings, during which the Audit Committee has, inter alia, reviewed the continuing connected transaction of the Group; the external auditor's statutory audit scope for 2017 and their independence; the consolidated financial statements of the Group for the year ended 31 December 2016 and for the 6 months ended 30 June 2017, including the accounting principles and practices adopted by the Group, as well as the risk management and internal control systems of the Group. The attendance records of the respective members of the Audit Committee at its meetings are set out below:

審核委員會成員應每年至少開會兩次。年內，審核委員會已召開三次會議，主要檢討本集團的持續關連交易；外聘核數師的二零一七年法定審核範圍以及彼等獨立性；本集團於截至二零一六年十二月三十一日止年度及截至二零一七年六月三十日止六個月的綜合財務報表，包括本集團採納的會計準則與慣例，以及本集團風險管理與內部控制體系。有關審核委員會成員出席會議的記錄載列如下：

	<b>Attendance/Number of meetings during the Year</b> 年內出席次數／召開會議次數
Mr. JIM Fun Kwong, Frederick ( <i>Chairman</i> ) 詹勳光先生(主席)	3/3
Mr. LAM Leung Tsun 林良俊先生	2/3
Mr. CHAN Kim Hung, Simon 陳劍雄先生	3/3

### Remuneration Committee

The Company has established the Remuneration Committee on 19 November 2015 with written terms of reference in compliance with Rule 3.25 of the Listing Rules and code provision B.1 of the CG Code. The Remuneration Committee comprises two INEDs, namely Mr. Chan Kim Hung, Simon and Mr. Jim Fun Kwong, Frederick and one executive director, namely Mr. Yeung Cho Yin, William. Mr. Chan Kim Hung, Simon has been appointed as the chairman of the Remuneration Committee.

### 薪酬委員會

本公司於二零一五年十一月十九日成立薪酬委員會，並根據上市規則第3.25條及企業管治守則第B.1條訂立書面職權範圍。薪酬委員會由兩名獨立非執行董事陳劍雄先生及詹勳光先生及一名執行董事楊楚賢先生組成。陳劍雄先生獲委任為薪酬委員會主席。

The primary duties of the Remuneration Committee are, among other things, to establish and review the policy and structure of the remuneration for the Directors and senior management and make recommendations on remuneration packages of Directors and senior management. Details of the remuneration paid to the Directors and the five highest paid employees are set out in notes 8 and 9, respectively, to the consolidated financial statements in this annual report.

薪酬委員會的主要職責為(其中包括)制定並檢討董事及高級管理層的薪酬政策及架構，並就董事及高級管理層的薪酬待遇提出建議。董事及五名最高薪人士的薪酬詳情分別載於本年報綜合財務報表附註8及9。

Details of the remuneration of the members of the senior management by band for the Year are set out below:

年內高級管理層成員的薪酬範圍詳情載列如下：

<b>Remuneration band (HK\$'000)</b>	<b>薪酬範圍(千港元)</b>	<b>Number of individual 人數</b>
0-1,000	0至1,000	1
1,000-2,000	1,000至2,000	8

# CORPORATE GOVERNANCE REPORT

## 企業管治報告

The members of the Remuneration Committee should meet at least once a year. During the Year, the Remuneration Committee held 1 meeting, for, inter alia, reviewing the remuneration packages for individual executive Directors and senior management and making recommendations to the Board. The attendance records of the respective members of the Remuneration Committee at its meetings are set out below:

薪酬委員會成員應每年至少開會一次。年內，薪酬委員會已召開一次會議，主要檢討個人執行董事與高級管理層的薪酬待遇，向董事會提出建議。有關成員出席薪酬委員會會議的記錄載列如下：

	<b>Attendance/Number of meetings during the Year</b>
	<b>年內出席次數／召開會議次數</b>
Mr. CHAN Kim Hung, Simon ( <i>Chairman</i> ) 陳劍雄先生(主席)	1/1
Mr. JIM Fun Kwong, Frederick 詹勳光先生	1/1
Mr. YEUNG Cho Yin, William 楊楚賢先生	1/1

### Nomination Committee

The Company has established the Nomination Committee on 19 November 2015 with written terms of reference in compliance with code provision A.5 of the CG Code. The Nomination Committee consists of one executive director, namely Mr. Chan Ki Chun and two INEDs, namely Mr. Lam Leung Tsun and Mr. Chan Kim Hung, Simon. Mr. Chan Ki Chun has been appointed as the chairman of the Nomination Committee.

### 提名委員會

本公司於二零一五年十一月十九日成立提名委員會，並根據企業管治守則第A.5條訂立書面職權範圍。提名委員會由一名執行董事陳麒淳先生及兩名獨立非執行董事林良俊先生及陳劍雄先生組成。陳麒淳先生獲委任為提名委員會主席。

The primary duties of the Nomination Committee are, among other things, to review the structure, size and composition (including the skills, knowledge, experience and diversity of perspectives) of the Board at least annually and to make recommendations to the Board on the appointment or re-appointment of the Directors and succession planning for the Directors, and to assess the independence of the INEDs.

提名委員會的主要職責為(其中包括)至少每年檢討董事會的架構、規模與組成(包括技能、知識、經驗及多元化方面)及就委任或重新委任董事及董事繼任計劃向董事會提出建議，及評估獨立非執行董事的獨立性。

The members of the Nomination Committee can call for a meeting anytime when it is necessary. During the Year, the Nomination Committee held 1 meeting and has, inter alia, reviewed the structure, size and composition of the Board and assessed the independence of the INEDs. The attendance records of the respective members of the Nomination Committee at its meetings are set out below:

提名委員會成員可於必要時隨時召開會議。年內，提名委員會已召開一次會議，主要檢討董事會的架構、規模與組成及評估獨立非執行董事的獨立性。有關成員出席提名委員會會議的記錄載列如下：

	<b>Attendance/Number of meetings during the Year</b>
	<b>年內出席次數／召開會議次數</b>
Mr. CHAN Ki Chun ( <i>Chairman</i> ) 陳麒淳先生(主席)	1/1
Mr. LAM Leung Tsun 林良俊先生	1/1
Mr. CHAN Kim Hung, Simon 陳劍雄先生	1/1

# CORPORATE GOVERNANCE REPORT

## 企業管治報告

### MODEL CODE FOR SECURITIES TRANSACTIONS

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (the “Model Code”) set out in Appendix 10 of the Listing Rules. Having made specific enquiries of all the Directors, each of the Directors confirmed that he has complied with the required standards set out in the Model Code during the Year.

Pursuant to Rule B.13 of the Model Code, the Directors have also requested any employee of the Company or director or employee of a subsidiary of the Company who, because of his office or employment in the Company or a subsidiary, is likely to possess inside information in relation to the securities of the Company, not to deal in securities of the Company when he would be prohibited from dealing by the Model Code as if he were a Director.

### COMPANY SECRETARY

Ms. Tang Yuen Wah, Rity is the company secretary of the Company. Please refer to the section “Biographical details of Directors and Senior Management” of this annual report for her biographical information. All Directors have access to the company secretary to ensure that the Board procedures and all applicable laws, rules and regulations are followed.

During the Year, Ms. Tang has completed not less than 15 hours of relevant professional training as required under Rule 3.29 of the Listing Rules by attending the continuing professional development programmes as well as seminars covering regulatory updates and professional knowledge about company secretary duties organised by professional bodies.

### FINANCIAL REPORTING

The Board acknowledges its responsibility to prepare the Group’s consolidated financial statements for each financial year which give a true and fair view of the Group’s state of affairs, results and cash flows and in accordance with the relevant accounting standards and principles and the disclosure requirements under applicable laws and regulations in Hong Kong. In preparing the consolidated financial statements of the Group for the Year, the Company has selected appropriate accounting policies and has applied them consistently based on prudent and reasonable judgements and estimates. The Board considers that the Group has adequate resources to continue in business for the foreseeable future and is not aware of any material uncertainties relating to any events or conditions which may affect the business of the Group or cast doubts over the Group’s ability to continue as a going concern. Accordingly, the Board has continued to adopt the ongoing concern basis in preparing the consolidated financial statements for the Year.

The responsibilities of KPMG, the external auditor of the Company, with respect to financial reporting are set out in the section headed “Independent Auditor’s Report” in this annual report.

### 證券交易標準守則

本公司已採納上市規則附錄十所載上市發行人董事進行證券交易的標準守則(「標準守則」)。向全體董事作出詳細查詢後，各董事確認彼等於年內已遵守標準守則所載標準規定。

根據標準守則第B.13條，董事亦要求因任職或受聘於本公司或附屬公司而可能知悉本公司證券內幕消息的任何本公司僱員或本公司附屬公司董事或僱員不可在標準守則禁止的情況下買賣本公司證券(猶如其為董事)。

### 公司秘書

鄧婉華女士為本公司公司秘書。有關其履歷資料，請參閱本年報「董事及高級管理層履歷」一節。全體董事均可諮詢公司秘書，確保董事會程序及所有相關法律、規例及法規得以遵守。

年內，鄧女士參加持續專業發展項目及由專業機構組織的有關公司秘書職責的最新管理規定與專業知識的研討會，現已完成上市規則第3.29條規定之不少於十五小時的相關專業培訓。

### 財務申報

董事會負責編製本集團各財政年度的綜合財務報表，根據相關會計準則及原則及相關香港法律法規項下之披露規定真實公平地反映本集團的事務狀況、業績及現金流量。為編製本集團年內的綜合財務報表，本公司選取並基於審慎合理判斷與估計貫徹應用適當的會計政策。董事會認為本集團擁有充足資源能於可見未來繼續營業，且據董事會所知，並無有關任何事件或情況之任何重大不確定因素可能影響本集團業務或對本集團持續經營的能力產生疑問。因此，董事會按持續經營基準編製年內的綜合財務報表。

有關本公司外部核數師畢馬威會計師事務所之財務申報責任載於本年報「獨立核數師報告」一節。

### EXTERNAL AUDITOR AND AUDITOR'S REMUNERATION

KPMG, certified public accountants (the "Auditor") has been appointed as the external auditor of the Company. During the Year, the fees paid/payable to the Auditor in respect of its services provided to the Group is set out as follows:

### 外部核數師及核數師薪酬

執業會計師畢馬威會計師事務所(「核數師」)獲委任為本公司外部核數師。年內，就核數師為本集團提供的服務向其已付／應付費用載列如下：

		<b>Fees paid/payable during the Year</b>
		年內已付／應付費用
		(approximate HK\$'000)
		(概約千港元)
Audit of annual financial statements	審計年度財務報表	3,273
Review of continuing connected transactions	審閱持續關連交易	72
		<b>3,345</b>

The amount of fees charged by the Auditor generally depends on the scope and volume of the Auditor's work.

核數師所收費用一般按核數師的工作範圍及工作量計算。

There was no disagreement between the Board and the Audit Committee on the selection and appointment of the external Auditor during the Year.

年內，董事會與審核委員會就甄選及委任外部核數師並無異議。

### INTERNAL CONTROL AND RISK MANAGEMENT

The Board has overall responsibility for the Group's risk management and internal control systems and oversee management in the design, implementation and monitoring of the risk management and internal control systems.

### 內部控制及風險管理

董事會整體負責本集團的風險管理及內部控制體系並監督管理層對風險管理及內部控制體系的設計、執行及監察。

The Board is responsible for evaluating and determining the nature and extent of the risks it is willing to take in achieving the Group's strategic objectives, and ensuring that the Group establishes and maintains appropriate and effective risk management and internal control systems. The Board is also responsible for reviewing from time to time the effectiveness of the Group's risk management and internal control system, including the adequacy of resources, staff qualifications and experience, training programmes and budget of the Group's accounting, internal audit and financial reporting functions.

董事會負責評估及釐定本集團達成策略目標所願意接納的風險性質及程度，並確保本集團設立及維持合適有效的風險管理及內部控制體系。董事會亦負責不時檢討本集團風險管理及內部控制體系的效用，包括資源充足性、員工資歷及經驗、培訓項目及本集團的會計預算、內部審核及財務匯報職能。

Clear roles and responsibilities are assigned to different level of management within the Group. Management of the Group is responsible for designing, implementing and monitoring risk management and internal control systems, and is responsible for identifying, analysing and prioritising risk for further consideration by the Board, and ensuring that the risk monitoring and control system are working effectively and risk mitigation actions are implemented within business units.

本集團各級管理層權責分明。本集團管理層負責設計、執行及監察風險管理及內部控制體系，並負責識別、分析風險並對風險的優先順序排序，以供董事會進一步考慮，並確保業務單元內的風險監察及控制體系有效運作及執行風險舒緩行動。

# CORPORATE GOVERNANCE REPORT

## 企業管治報告

The Board has reviewed the effectiveness of the internal control and risk management systems of the Group, covering all material controls, including financial, operational and compliance controls and risk management functions on an ongoing basis. Based on the result of the review in respect of the Year, the Directors considered that the internal control and risk management systems of the Group are effective and adequate.

The Group has established a set of risk management and internal control policies and measures covering various aspects of its operations including, but not limited to: (a) revenue and receipts; (b) capital expenditure management; (c) purchases, expenses and payments; (d) human resources and payroll; (e) treasury management; and (f) financial reporting. These policies and measures are to ensure that proper accounting records are kept so that reliable financial reporting can be provided, effectiveness and efficiency of operation can be achieved, compliance with applicable laws and regulations and safeguarding of assets can be maintained.

The Board is also of the view that safety, as part of loss control management, is a vital part of the construction business worldwide, and if not managed properly, it can be extremely costly not only in human terms, but also in monetary terms. Therefore, safety is treated as the highest priority during the delivery of our services with emphasis on hazard management and risk assessment.

The Group has established safety manuals and project safety plans to ensure that all workers at our construction sites are well aware of all our stipulated safety requirements. In addition, qualified safety officers and safety supervisors, all of them registered under Factories and Industrial Undertakings (safety officers and safety supervisors) Regulations and approved by the Labour Department in Hong Kong, are deployed to monitor and implement our safety system in each construction project. The Company has been accredited and continuously re-accredited with ISO 14001 and OHSAS 18001 qualifications in respect of our environmental management system and occupational safety and health management system. As a result, the Board is satisfied that these measures are adequate and effective to promote a safer and healthier environment for the workers at our construction sites.

For the handling and dissemination of inside information, an inside information handling policy is in place to enable the Group to handle inside information and, where required, communicate with the Group's stakeholders in a timely manner.

董事會持續檢討本集團內部控制及風險管理體系(涵蓋財務、營運及合規控制和風險管理職能等所有重大管控方面)是否有效。根據年內的檢討結果，董事認為本集團內部控制及風險管理體系有效且適當。

本集團已設定一套風險管理及內部控制政策及措施，涵蓋營運的方方面面，包括但不限於：(a) 收益及收款；(b) 資本開支管理；(c) 採購、開支及付款；(d) 人力資源及發薪；(e) 庫務管理；及(f) 財務報告。該等政策及措施旨在確保妥善保存會計賬目，以便能提供可靠財務報告，實時高效經營業務，遵守相關法律法規及保障資產。

董事會亦認為安全作為損失控制管理工作的一部分乃全球建築業務的重要一環，若管理不當，可能會導致代價高昂，不單是人力方面，經濟方面亦然。因此，我們在提供服務時以安全至上，著重危機管理及風險評估。

本集團已制定安全手冊及項目安全計劃，確保我們建築地盤的所有工人知悉全部安全規定。此外，我們會派出合資格的安全主任及安全督導員，全部根據《工廠及工業經營(安全主任及安全督導員)規例》註冊並獲香港勞工處批准，以監察及實施我們於各建築項目的安全系統。本公司的環境管理系統以及職業安全健康管理系統已獲得並持續獲得ISO 14001及OHSAS 18001認證。因此，董事會相信該等措施能充分有效地促進我們建築地盤的工人擁有更加安全健康的工作環境。

有關處理及發佈內幕消息，本集團已制定內幕消息處理守則，使本集團能適時處理內幕消息及如有需要與本集團持份者溝通。



### SHAREHOLDERS' RIGHTS AND COMMUNICATION WITH SHAREHOLDERS

The Company aims to, via its corporate governance structure, enable all the Shareholders an equal opportunity to exercise their rights in an informed manner and allow all the Shareholders to engage actively with the Company. Under the bye-laws of the Company (the "Bye-Laws"), the shareholder communication policy and other relevant internal procedures of the Company, the Shareholders enjoy, among others, the following rights:

#### Participation at general meetings

The general meetings of the Company provide an opportunity for communication between the Shareholders and the Board. An annual general meeting of the Company shall be held in each year at the place as may be determined by the Board. Each general meeting, other than an annual general meeting, shall be called a special general meeting (the "SGM").

#### Convening of SGM and Putting Forward Proposals at General Meetings

Pursuant to bye-law no. 58 of the Bye-Laws, the Board may, whenever it thinks fit, call SGMs. Any one or more of the Shareholders holding at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company carrying the right of voting at general meetings of the Company shall at all times have the right, by written requisition to the Board or the secretary of the Company, to require a SGM to be called by the Board for the transaction of any business specified in such requisition; and such meeting shall be held within 2 months after the deposit of such requisition.

If within 21 days of such deposit the Board fails to proceed to convene such meeting, the requisitionists themselves may convene a meeting in accordance with the Bye-Laws.

#### Right to Put Enquiries to the Board

Shareholders have the right to put enquiries to the Board. All such enquiries shall be in writing and sent by post to the principal place of business of the Company in Hong Kong for the attention of the company secretary of the Company.

Shareholders may also make enquiries with the Board at the general meetings of the Company.

### 股東權利及與股東的通訊

本公司旨在透過企業管治架構讓全體股東有平等機會以知情方式行使彼等的權利，並讓全體股東積極參與本公司活動。根據本公司的細則（「細則」）、股東通訊政策及本公司其他相關內部程序，股東享有（其中包括）以下權利：

#### 參與股東大會

本公司股東大會是股東與董事會溝通的平台。本公司股東週年大會應於每年召開並席設董事會釐定之地點。每次股東大會（股東週年大會除外）應被稱為股東特別大會（「股東特別大會」）。

#### 召開股東特別大會及於股東大會提呈議案

根據細則第58條，董事會可於其認為合適之際召開股東特別大會。於提交申請當日持有附帶於本公司股東大會表決權的本公司實繳股本不少於十分之一的任何一名或多名股東有權以書面向董事會或公司秘書提出申請，由董事會召開股東特別大會，處理該申請所註明的任何事務；而該大會須於提交申請後兩個月內舉行。

倘提出申請21天內，董事會尚未安排召開有關大會，則根據細則，申請人可自行召開大會。

#### 詢問董事會的權利

股東有權向董事會提出詢問。所有有關詢問應以書面發出，並郵寄至本公司於香港的主要營業地點，由本公司公司秘書接收。

股東亦可於本公司股東大會向董事會提出詢問。

# CORPORATE GOVERNANCE REPORT

## 企業管治報告

### Procedures for Nomination of Director

Any Shareholder who wishes to nominate a person to stand for election as a director at general meeting of the Company, the following documents must be validly served on the company secretary at the Company's principal office in Hong Kong (Rooms 3207-10, 32/F, Great Eagle Centre, 23 Harbour Road, Wanchai, Hong Kong) or to the branch share registrar of the Company (Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong), provided that the minimum length of the period, during which such documents are given, shall be at least seven days and that (if such documents are submitted after the despatch of the notice of the general meeting appointed for such election) the period for lodgement of such documents shall commence on the day after the despatch of the notice of the general meeting appointed for election of director and end no later than seven days prior to the date of such general meeting:

- (i) notice in writing signed by the Shareholder of his/her intention to propose such person for election (the "Nominated Candidate");
- (ii) letter of consent signed by the Nominated Candidate of his/her willingness to be elected; and
- (iii) the biographical details of the Nominated Candidate as required under Rule 13.51(2) of the Listing Rules for publication by the Company.

### CONSTITUTIONAL DOCUMENTS

There has been no change in the Company's constitutional documents during the Year. The Memorandum of Association of the Company and the Bye-Laws are available on the websites of the Stock Exchange and the Company.

### 提名董事的程序

任何股東如欲於本公司股東大會上提名任何人士出選董事，則以下文件須妥善交至在本公司香港主要營業地點（香港灣仔港灣道23號鷹君中心32樓3207-10室）的公司秘書，或本公司股份過戶登記分處（香港皇后大道東183號合和中心22樓），惟有關文件至少須在七天內送交，倘有關文件於有關選舉之股東大會通知派發後提交，則有關文件須自有關選舉董事之股東大會通知派發翌日起至股東大會舉行日期前七天內送交：

- (i) 股東簽署的有意提議有關人士（「提名候選人」）出選之書面通知；
- (ii) 提名候選人簽署的有關其願意參選的同意函；及
- (iii) 上市規則第13.51(2)條要求之提名候選人的履歷詳情，由本公司用以公示。

### 組織章程文件

本公司的組織章程文件於年內概無變動。本公司組織章程大綱及細則可於聯交所及本公司網站查閱。

# BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT

## 董事及高級管理層履歷

### BOARD OF DIRECTORS

#### Executive Directors

**Mr. Chan Ki Chun**, aged 61, was appointed as a director of the Company and chairman of the Board on 24 October 2007 and has been an executive director since then. Mr. Chan is also the managing director of the Group and a director of various of our subsidiaries. He is primarily responsible for overseeing and planning the business strategies and the overall management of the Group. Mr. Chan has over 38 years of experience in the construction industry and has participated in various foundation, substructures, building works, drainage and bridge works. Mr. Chan joined the Group in March 1989 and was appointed as a director of Sun Fook Kong (Civil) Limited (an indirect wholly-owned subsidiary of the Company) in January 1993 and Sun Fook Kong Construction Limited (an indirect wholly-owned subsidiary of the Company) in January 1995. He has participated in various significant projects of the Group including the Central Reclamation Phase II, the West Kowloon Corridor and the Hong Kong Disneyland Resort project. Prior to joining the Group, Mr. Chan joined OVE ARUP & Partners Hong Kong Limited, a company which provides consulting services in building design, civil engineering and industrial construction where he was primarily responsible for civil engineering related works, from June 1979 to February 1989.

Mr. Chan is also a director and (in the case of PRC-established companies) the legal representative of most of the subsidiaries of Sun Fook Kong Group Limited, a controlling shareholder of the Company.

Mr. Chan is a registered professional engineer in civil and geotechnical engineering by Hong Kong Engineers Registration Board and a member of the Institution of Civil Engineers in the United Kingdom and the Hong Kong Institution of Engineers. Mr. Chan holds a bachelor's degree in civil engineering from the University of Alberta in Canada.

**Mr. Chan Chor Tung**, aged 61, was appointed as a director of the Company on 1 July 2014 and has been an executive director since then. He is an executive director of our construction and civil division since January 2017 and is primarily responsible for overseeing, planning, estimating, tendering and subcontracting of our projects. He is also a director of several of our subsidiaries and joint ventures. Mr. Chan has over 27 years of experience in the building and construction industry. Mr. Chan joined the Group in April 1990. Prior to joining the Group, Mr. Chan served as a civil engineering estimator of Shui On Civil Contractors Limited, a building contractor company, and was primarily responsible for negotiation, planning and programming for tendering from 1989 to 1990. Mr. Chan is a member of the Chartered Institution of Civil Engineering Surveyors in the United Kingdom, a member of the Royal Institution of Chartered Surveyors in the United Kingdom and a member of the Hong Kong Institute of Surveyors. Mr. Chan holds a bachelor's degree in civil engineering from the National Cheng Kung University in Taiwan.

### 董事會

#### 執行董事

**陳麒淳先生**，61歲，於二零零七年十月二十四日獲委任為本公司董事兼董事會主席，至今一直擔任執行董事。陳先生亦為本集團董事總經理及我們多間附屬公司的董事。彼主要負責監督及規劃本集團業務策略及整體管理。陳先生擁有逾38年建築行業經驗，曾參與多個地基、底部構造、樓宇工程、渠務及橋樑工程。陳先生於一九八九年三月加入本集團，分別於一九九三年一月及一九九五年一月獲委任為本公司間接全資附屬公司新福港(土木)有限公司及新福港營造有限公司的董事。彼曾參與本集團多個重要項目，包括中環填海工程第二期、西九龍走廊及香港迪士尼樂園項目。加入本集團前，陳先生自一九七九年六月至一九八九年二月於奧雅納工程顧問任職，主要負責土木工程相關工作，而該公司則提供樓宇設計、土木工程及工業建築方面的顧問服務。

陳先生亦為本公司控股股東新福港集團有限公司的大部分附屬公司的董事及(倘屬在中國成立的公司)法人代表。

陳先生是香港工程師註冊管理局認可的土木及岩土工程註冊專業工程師，亦為英國土木工程師學會及香港工程師學會會員，持有加拿大阿爾伯塔大學土木工程學士學位。

**陳楚東先生**，61歲，於二零一四年七月一日獲委任為本公司董事，至今一直擔任執行董事。彼自二零一七年一月起為我們建設及土木部的執行董事，主要負責項目監督、策劃、評估、招標及分包。彼亦為我們多間附屬公司及合營企業的董事。陳先生擁有逾27年樓宇及建築行業經驗。陳先生於一九九零年四月加入本集團。加入本集團前，陳先生自一九八九年至一九九零年擔任瑞安土木工程有限公司(一間樓宇承建商公司)土木工程估價員，主要負責競投事宜的洽談、計劃及規劃。陳先生為英國特許土木工程測量師學會、英國皇家特許測量師學會及香港測量師學會會員，持有台灣國立成功大學土木工程學士學位。

## BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT

### 董事及高級管理層履歷

**Mr. Yung Kim Man**, aged 56, was appointed as a director of the Company on 1 July 2014 and has been an executive director since then. He is an executive director of our construction and civil division since January 2017 where he is primarily responsible for the overall monitoring and management of projects in the construction and civil division of the Group and safety and environmental issues. He is also a managing director of Chit Cheung Construction Company Limited (an indirect wholly-owned subsidiary of the Company) since 1 June 2011 where he is responsible for its overall management and a director of various of our subsidiaries. Mr. Yung has over 33 years of experience in the construction management and civil engineering industry. Mr. Yung joined the Group in October 1990. Prior to joining the Group, Mr. Yung worked with Cheng Kwan Construction Co., Ltd from June 1984 to October 1990, where his last position was a site agent and he was primarily responsible for tendering, budgeting, subletting, subcontractors liaison, cost control and claim submissions.

Mr. Yung is a member of the American Society of Civil Engineers and the Hong Kong Institution of Engineers. Mr. Yung holds a diploma in civil engineering from the Hong Kong Baptist College (now known as the Hong Kong Baptist University), a bachelor's degree in building engineering (construction engineering and management) from the City University of Hong Kong and a master's degree of science in construction project management from the City University of Hong Kong.

**Mr. Yeung Cho Yin, William**, aged 56, was appointed as a director of the Company on 1 January 2015 and has been an executive director since then. He is the chief financial officer of the Group since June 2007. He is also a director of SFK Housing Services (China) Limited (an indirect wholly-owned subsidiary of the Company), High Horse Holdings Limited (an indirect wholly-owned subsidiary of the Company) and Consent Consultants Limited (an indirect wholly-owned subsidiary of the Company). He joined us in November 1993 and since then he is primarily responsible for our overall financial and accounting management of the Group. Prior to joining the Group, Mr. Yeung served as an accountant of Kwan, Wong, Tan and Fong BDO (now known as Deloitte Touche Tohmatsu), Certified Public Accountants, from July 1987 to November 1993 where he specialised in their audit practice. Mr. Yeung holds a professional diploma in accountancy from The Hong Kong Polytechnic (now known as the Hong Kong Polytechnic University).

容劍文先生，56歲，於二零一四年七月一日獲委任為本公司董事，至今一直擔任執行董事。彼自二零一七年一月起為我們建設及土木部的執行董事，主要負責本集團建設及土木部項目的整體監督與管理以及安全與環保事宜。彼亦自二零一一年六月一日起為本公司間接全資附屬公司捷章建築有限公司的董事總經理，負責整體管理，亦擔任我們多間附屬公司的董事。容先生擁有逾33年建造管理及土木工程行業經驗。容先生於一九九零年十月加入本集團。加入本集團前，容先生自一九八四年六月至一九九零年十月在振坤建築有限公司任職，最後任職地盤總管，主要負責競投、預算、分包、分包商聯絡、成本控制及索賠申訴。

容先生為美國土木工程師學會及香港工程師學會會員，持有香港浸會學院（現為香港浸會大學）的土木工程文憑、香港城市大學的建築工程（建造工程及管理）學士學位及香港城市大學的建造項目管理理學碩士學位。

楊楚賢先生，56歲，於二零一五年一月一日獲委任為本公司董事，至今一直擔任執行董事。彼自二零零七年六月起為本集團財務總監，亦擔任本公司間接全資附屬公司新福港屋宇服務（中國）有限公司、本公司間接全資附屬公司駿高控股有限公司及本公司間接全資附屬公司康信顧問有限公司董事。彼於一九九三年十一月加入我們，自此主要負責本集團的整體財務及會計管理。加入本集團前，楊先生自一九八七年七月至一九九三年十一月在註冊會計師關黃陳方會計師行（現稱德勤•關黃陳方會計師行）擔任會計員，專門從事審核實務。楊先生持有香港理工學院（現稱香港理工大學）的會計專業文憑。

# BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT

## 董事及高級管理層履歷

### Independent Non-Executive Directors

**Mr. Lam Leung Tsun**, aged 61, was appointed as an independent non-executive director of the Company on 19 November 2015. Mr. Lam was previously appointed as our independent non-executive director in January 2008 in anticipation of the proposed listing of the Company and he subsequently resigned in July 2008 as the proposed listing did not proceed due to the volatile market conditions at that time. Mr. Lam has over 31 years of management experience. He is presently the sales director of Niche-Tech (Hong Kong) Limited, an advanced materials supplier for the semiconductor and microelectronics industries. Previously, Mr. Lam worked as the general manager of Atmel Asia Limited, a subsidiary of Atmel Corporation (Nasdaq: ATML), a company listed on the NASDAQ Stock Exchange, which is principally engaged in the design and manufacture of Semiconductor solutions, where he was responsible for overseeing the operations of the company.

Mr. Lam received a higher diploma in production and industrial engineering from the Hong Kong Polytechnic in Hong Kong (now known as Hong Kong Polytechnic University) in November 1978.

**Mr. Jim Fun Kwong, Frederick**, aged 70, was appointed as an independent non-executive director of the Company on 19 November 2015. Mr. Jim is an experienced agent of a local securities company since May 2007. As a licensed representative of type 1 (dealing in securities) and type 2 (dealing in futures contracts) of the regulated activities as defined under the Securities and Futures Ordinance (cap.571 of the Laws of Hong Kong), he joined such company in September 1996 and he is primarily responsible for dealing in securities and future contracts. Mr. Jim has over 40 years of experience in the financial services industry. Prior to joining such company, he served as an investment consultant in Sun Hung Kai Securities Limited, a stock brokerage company from August 1977 to September 1996, where he was primarily responsible for retail sales of securities and related products in the marketing department. He served as a staff accountant of Arthur Andersen & Co., an international audit firm where he was primarily responsible for providing services in auditing from November 1973 to April 1975.

Mr. Jim is a fellow member of the Hong Kong Institute of Certified Public Accountants. He holds a higher diploma in accountancy from the Hong Kong Technical College (subsequently known as The Hong Kong Polytechnic, now known as the Hong Kong Polytechnic University).

**Mr. Chan Kim Hung, Simon**, aged 61, was appointed as an independent non-executive director of the Company on 19 November 2015. Mr. Chan has retired since April 2006. Mr. Chan has over 25 years of experience in treasury and capital markets and had served various trading and managerial roles in Hong Kong and Singapore. He joined the Royal Bank of Scotland plc., (“RBS”) Hong Kong branch as a dealer in

### 獨立非執行董事

**林良俊先生**，61歲，於二零一五年十一月十九日獲委任為本公司獨立非執行董事。林先生此前於二零零八年一月本公司預期進行建議上市時獲委任為獨立非執行董事，其後於二零零八年七月辭任，原因是當時的市況波動，使建議上市並未進行。林先生擁有逾31年的管理經驗。彼現時為駿碼科技(香港)有限公司的銷售總監。該公司為半導體及微電子行業的先進材料供應商。林先生曾於在納斯達克證券交易所上市公司Atmel Corporation(納斯達克交易代碼：ATML)附屬公司Atmel Asia Limited擔任總經理。該公司主要從事設計及製造半導體解決方案，於其任期內，彼負責監管公司營運。

林先生於一九七八年十一月在香港取得香港理工學院(現稱香港理工大學)的生產及工業工程高級文憑。

**詹勳光先生**，70歲，於二零一五年十一月十九日獲委任為本公司獨立非執行董事。詹先生自二零零七年五月起為一間本地證券公司的資深代理。詹先生作為證券及期貨條例(香港法例第571章)所界定的第1類(證券交易)及第2類(期貨合約交易)受規管活動持牌代表，於一九九六年九月加入該公司，主要負責買賣證券及期貨合約。詹先生擁有逾40年金融服務行業經驗。加入該公司前，自一九七七年八月至一九九六年九月，彼於新鴻基證券有限公司(證券經紀公司)擔任投資顧問，主要負責市場部的證券及相關產品的零售工作。彼自一九七三年十一月至一九七五年四月在安達信會計師事務所(國際核數公司)擔任會計人員，主要負責提供審核服務。

詹先生為香港會計師公會之資深會員，持有香港工業專門學院(其後稱為香港理工學院，現稱香港理工大學)會計學高級文憑。

**陳劍雄先生**，61歲，於二零一五年十一月十九日獲委任為本公司獨立非執行董事。陳先生自二零零六年四月起退休。陳先生擁有逾25年財資市場領域經驗，曾在香港及新加坡擔任多個交易及管理職務。陳先生於一九八一年六月加入蘇格蘭皇家銀行有限公司(「蘇格蘭皇家銀行」)香港分行任職交易員，自此



# BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT

## 董事及高級管理層履歷

June 1981, and since then he began his 25 years of progressive career advancement within RBS's treasury and capital markets/financial markets business in both Hong Kong branch and Singapore branch. Mr. Chan last held the position of Head of Treasury and Capital Markets, Hong Kong, prior to the relocation to the Singapore branch in October 1998. Subsequent to transferring to the Singapore branch, Mr. Chan was the treasurer of Treasury and Capital Markets, Singapore in 1999, assuming full responsibility for the Singapore branch's treasury and capital market operations. Mr. Chan last held the position of the Head of Front Office Infrastructure prior to his retirement from RBS and returning to Hong Kong in May 2006.

Mr. Chan holds a master's degree in business administration majored in investment and finance offered in Singapore and validated by the University of Hull in the United Kingdom.

### SENIOR MANAGEMENT

**Mr. Lee Wai Shing**, aged 63, is a managing director of our construction and civil division and is primarily responsible for overseeing the building, civil and maintenance operations of the Group in Hong Kong and Macau. He is also a director of several of our subsidiaries and joint ventures. Mr. Lee has over 35 years of experience in the building and construction industry and his areas of expertise include site formation, bridges, roads, drainage works and buildings. Mr. Lee joined the Group in November 1989.

**Mr. Fung Kit Man**, aged 60, is a director of our construction division and is primarily responsible for the overall management of projects in our construction division. He is also a director of Sun Fook Kong Construction Limited, Sun Fook Kong (Civil) Limited and Consent Consultants Limited (all being indirect wholly-owned subsidiaries of the Company). Mr. Fung has over 24 years of experience in the construction industry. Mr. Fung joined the Group in June 2001.

Mr. Fung is a member of the Institution of Structural Engineers in the United Kingdom and the Hong Kong Institution of Engineers and a fellow member of the Chartered Institute of Building in United Kingdom. Mr. Fung holds a master's degree in civil and structural engineering from the University of Sheffield in the United Kingdom and a master's degree in construction management from the City University of Hong Kong.

**Mr. Lam Wai Ki, Davie**, aged 57, is a director of our quantity surveying division and is primarily responsible for the overall monitoring and management of quantity surveying, contractual disputes and litigation matters in our construction division. He is also a director of Linktech Engineering & Landscape Consultants Limited (an indirect wholly-owned subsidiary of the Company). Mr. Lam has over 38 years of experience in the building and construction industry. Mr. Lam joined the Group in January 1988.

開始其於蘇格蘭皇家銀行香港分行及新加坡分行財資市場／金融市場業務領域長達25年不斷晉升的職業生涯。於一九九八年十月調任至新加坡分行前，陳先生擔任香港分行財資市場主管。調派至新加坡分行後，陳先生於一九九九年出任新加坡分行財資市場司庫，全面負責新加坡分行的財資市場營運。陳先生於二零零六年五月從蘇格蘭皇家銀行退休返港前最後出任前台辦公基礎建設主管。

陳先生持有英國赫爾大學於新加坡頒授及驗證的工商管理碩士學位，主修投資及財務。

### 高級管理層

**李偉誠先生**，63歲，我們建設及土木部的董事總經理，主要負責監督本集團於香港及澳門的樓宇、土木及保養營運。彼亦為我們多間附屬公司及合營企業的董事。李先生擁有逾35年樓宇及建築行業經驗，專業領域包括地盤平整、橋樑、道路、渠務工程及樓宇。李先生於一九八九年十一月加入本集團。

**馮傑民先生**，60歲，我們建設部的董事，主要負責建設部項目的整體管理，亦為新福港營造有限公司、新福港(土木)有限公司及康信顧問有限公司(均為本公司之間接全資附屬公司)的董事。馮先生擁有逾24年建造業經驗，於二零零一年六月加入本集團。

馮先生為英國結構工程師學會及香港工程師學會會員，亦為英國皇家特許建造學會資深會員，持有英國謝菲爾德大學土木及結構工程碩士學位及香港城市大學建造管理碩士學位。

**林偉麟先生**，57歲，我們工料測量部的董事，主要負責整體監控及管理建設部的工料測量、合約糾紛及訴訟事宜。彼亦為本公司間接全資附屬公司德滙工程及園林顧問有限公司董事。林先生擁有逾38年樓宇及建築行業經驗，於一九八八年一月加入本集團。

## BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT

### 董事及高級管理層履歷

Mr. Lam is a member of the Hong Kong Institute of Surveyors and the Royal Institution of Chartered Surveyors in the United Kingdom. Mr. Lam holds a bachelor's degree in quantity surveying from the University of Reading in the United Kingdom, which was taught in conjunction with the College of Estate Management in the United Kingdom.

**Mr. Szeto Chi Wing**, aged 51, is a director of our quantity surveying division and is primarily responsible for the overall monitoring and management of quantity surveying, contractual disputes and litigation matters in our civil division. He is also a director of Biwater Man Lee Limited, Chit Cheung Construction Company Limited and Linktech Engineering & Landscape Consultants Limited (all being indirect wholly-owned subsidiaries of the Company). Mr. Szeto has over 33 years of experience in the civil engineering industry and he joined the Group in July 1989.

Mr. Szeto is a member of the Chartered Institute of Arbitrators (East Asia Branch) and a professional member of the Royal Institution of Chartered Surveyors in the United Kingdom. Mr. Szeto holds a bachelor's degree in quantity surveying from Edinburgh Napier University in the United Kingdom and a master's degree in arbitration and dispute resolution from the City University of Hong Kong.

**Mr. Tsoi Chiu Yin**, aged 51, is a director of our estimating and contracting division and is primarily responsible for the overall management of our estimating and contracting division. He is also a director of Grand Win Design Consultants Limited (an indirect wholly-owned subsidiary of the Company) and Build.it Limited (an indirect subsidiary of the Company). Mr. Tsoi has over 25 years of experience in the civil engineering and building construction industry. Mr. Tsoi joined the Group in October 1992.

Mr. Tsoi is a member of Australian Institute of Project Management, a fellow member of Hong Kong Institute of Project Management, a member of Chartered Institution of Civil Engineering Surveyors in the United Kingdom and a member of Hong Kong Institute of Surveyors. Mr. Tsoi holds a master's degree in project management from the University of South Australia in Australia.

**Mr. Au Man Kiu, Derek**, aged 58, is a director of our civil division and is primarily responsible for the overall management of projects in our civil division. He is also a director of Biwater Man Lee Limited and Chit Cheung Construction Company Limited (both being indirect wholly-owned subsidiary of the Company). Mr. Au has over 34 years of experience in the civil engineering industry and he joined the Group in May 1990. Mr. Au is an associate member of The Hong Kong Institution of Engineers.

林先生為香港測量師學會及英國皇家特許測量師學會會員，並獲得英國雷丁大學的工料測量學士學位（與英國房地產管理學院合作講授）。

司徒志榮先生，51歲，我們工料測量部的董事，主要負責整體監控及管理土木部的工料測量、合約糾紛及訴訟事宜。彼亦為百沃特文利工程有限公司、捷章建築有限公司及德滙工程及園林顧問有限公司（該等公司均為本公司的間接全資附屬公司）的董事。司徒先生擁有逾33年土木工程行業經驗，於一九八九年七月加入本集團。

司徒先生為英國特許仲裁員協會（東亞分會）會員及英國皇家特許測量師學會專業會員，持有英國愛丁堡龍比亞大學的工料測量學士學位及香港城市大學的仲裁及爭議解決碩士學位。

蔡超然先生，51歲，我們估價及合約部的董事，主要負責估價及合約部的整體管理。彼亦為本公司間接全資附屬公司創意設計顧問有限公司及本公司間接附屬公司建築資訊顧問有限公司的董事。蔡先生擁有逾25年土木工程及樓宇建造行業經驗，於一九九二年十月加入本集團。

蔡先生為澳洲項目管理學會會員及香港項目管理學會資深會員，亦為英國特許土木工程測量師學會及香港測量師學會會員，持有澳洲南澳大學的項目管理碩士學位。

區敏翹先生，58歲，土木工程部董事，主要負責土木工程部項目的整體管理。彼亦為百沃特文利工程有限公司及捷章建築有限公司（兩間公司均為本公司的間接全資附屬公司）董事。區先生擁有逾34年土木工程行業經驗，於一九九零年五月加入本集團。區先生為香港工程師學會副會員。

# BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT

## 董事及高級管理層履歷

**Mr. Kwok Chi Wah, Andrew**, aged 49, is a director of our housing services/maintenance division and is primarily responsible for the overall monitoring and management of projects in our building maintenance, housing services and property management. He is also a director of various of our subsidiaries. Mr. Kwok has over 27 years of experience in the building maintenance and properties management industry. Mr. Kwok joined the Group in December 1990.

Mr. Kwok is a member of the Royal Institution of Chartered Surveyors in the United Kingdom and a fellow of the Hong Kong Institute of Certified Property Managers and a member of the Hong Kong Institute of Utility Specialists. Mr. Kwok received a master's degree in construction project management from the University of Greenwich in the United Kingdom.

**Ms. Lee Yeuk Lui, Rosa**, aged 45, is the senior financial manager of the Group and is primarily responsible for the financial management and accounting of the Group. Ms. Lee has over 23 years of experience in accounting. Ms. Lee joined the Group in August 2007.

Ms. Lee is a fellow of the Association of Chartered Certified Accountants in the United Kingdom, a fellow of the Hong Kong Institute of Certified Public Accountants and a fellow of the Institute of Chartered Accountants in England and Wales. She is also a certified internal auditor by the Institute of Internal Auditors. Ms. Lee holds a bachelor's degree in business administration (honours) from the Chinese University of Hong Kong.

**Ms. Tang Yuen Wah, Rity**, aged 59, is the senior administration manager and company secretary of the Group and is primarily responsible for the personnel, office administration, company secretarial and insurance matters of the Group. Ms. Tang has over 21 years of experience in business administration, human resources and company secretarial matters and she joined the Group in January 1995.

Ms. Tang is an associate member of The Institute of Chartered Secretaries and Administrators in the United Kingdom and an associate member of The Hong Kong Institute of Chartered Secretaries. Ms. Tang holds a bachelor's degree in business administration from the Royal Melbourne Institute of Technology University in Australia and a master's degree in professional accounting and information systems from the City University of Hong Kong.

### COMPANY SECRETARY

**Ms. Tang Yuen Wah, Rity** is our company secretary for the purposes of Rule 8.17 of the Rules Governing the Listing of Securities on the Stock Exchange. For details of her background, please refer to the paragraph headed "Senior Management" under the section headed "Biographical details of Directors and Senior Management" in this annual report.

**郭志華先生**，49歲，屋宇服務及保養部董事，主要負責樓宇維修、屋宇服務及物業管理項目的整體監控及管理。彼亦為我們多間附屬公司的董事。郭先生擁有逾27年樓宇保養及物業管理行業經驗，於一九九零年十二月加入本集團。

郭先生為英國皇家特許測量師學會會員，亦為香港物業管理師學會資深會員及香港管綫專業學會會員。郭先生獲得英國格林威治大學的建築項目管理碩士學位。

**李若蕾女士**，45歲，本集團高級財務經理，主要負責本集團的財務管理及會計。李女士擁有逾23年的會計經驗，於二零零七年八月加入本集團。

李女士為英國特許公認會計師公會、香港會計師公會以及英格蘭及威爾斯特許會計師公會資深會員，亦獲國際內部審計師協會接納為國際內部審計師，持有香港中文大學工商管理榮譽學士學位。

**鄧婉華女士**，59歲，本集團高級行政經理兼公司秘書，主要負責本集團的人事、辦公室行政、公司秘書及保險事宜。鄧女士擁有逾21年工商管理、人力資源及處理公司秘書事宜相關經驗，於一九九五年一月加入本集團。

鄧女士為英國特許秘書及行政人員公會會員、香港特許秘書公會會員，持有澳洲皇家墨爾本理工大學工商管理學士學位及香港城市大學專業會計及資訊系統碩士學位。

### 公司秘書

**鄧婉華女士**為聯交所證券上市規則第8.17條所指我們的公司秘書。相關背景資料請參閱本年報「董事及高級管理層履歷」一節「高級管理層」一段。

The Directors are pleased to present this annual report together with the audited consolidated financial statements of the Group for the Year.

### PRINCIPAL ACTIVITIES

The principal activity of the Company is investment holding. The principal activities of the Group are general building, civil engineering and the provision of other services, which comprise mainly housing and property management services (such as the provision of cleaning services and security management services) and BIM services to real estates in Hong Kong and the PRC. The principal activities and other particulars of the subsidiaries of the Company are set out in note 12 to the consolidated financial statements.

### PRINCIPAL PLACE OF BUSINESS

The Company is a limited liability company incorporated in Bermuda and its principal place of business in Hong Kong is situated at Rooms 3207–10, 32/F, Great Eagle Centre, 23 Harbour Road, Wanchai, Hong Kong.

### SEGMENT INFORMATION

An analysis of the Group's performance for the Year by operating segment is set out in note 3 to the consolidated financial statements.

### RESULTS AND DIVIDENDS

The results of the Group for the Year are set out in the consolidated statement of comprehensive income on page 129 of this annual report.

The directors recommended the payment of a final dividend of HK18.5 cents per Share for the Year (2016: HK17.5 cents per Share), amounting to approximately HK\$74 million (2016: HK\$70 million). Such payment of dividends will be subject to the approval of the Shareholders at the forthcoming annual general meeting to be held on Wednesday, 23 May 2018 (the "2018 AGM") and if approved, will be payable to the Shareholders whose names appear on the register of members of the Company at the close of business on Tuesday, 29 May 2018. It is expected that the proposed final dividend will be paid on or about Tuesday, 12 June 2018.

There is no arrangement under which a Shareholder has waived or agreed to waive any dividends.

董事欣然提呈本年報連同本集團年內經審核綜合財務報表。

### 主要業務

本公司主要業務為投資控股。本集團的主要業務為一般樓宇、土木工程及提供其他服務，主要包括為香港的公共及私營部門客戶提供房屋及物業管理服務（例如提供清潔服務及保安管理服務）以及為香港及中國的房地產提供BIM服務。本公司附屬公司主要業務及其他詳情載於綜合財務報表附註12。

### 主要營業地點

本公司為於百慕達註冊成立的有限公司，香港主要營業地點設於香港灣仔港灣道23號鷹君中心32樓3207–10室。

### 分部資料

本集團年內按營運分部劃分之表現分析載於綜合財務報表附註3。

### 業績及股息

本集團年內業績載於本年報第129頁綜合全面收益表。

董事建議派付年內末期股息每股18.5港仙（二零一六年：每股17.5港仙），約74百萬港元（二零一六年：70百萬港元）。股息派付須經股東於二零一八年五月二十三日（星期三）召開的應屆股東週年大會（「二零一八年股東週年大會」）批准，獲批後應付予二零一八年五月二十九日（星期二）營業時間結束時名列本公司股東名冊的股東。預期於二零一八年六月十二日（星期二）前後派付建議末期股息。

並無訂立安排使股東放棄或同意放棄任何股息。

# REPORT OF THE DIRECTORS

## 董事報告

### CLOSURE OF REGISTER OF MEMBERS

In order to establish entitlements to attend and vote at the 2018 AGM, the register of members of the Company will be closed from Thursday, 17 May 2018 to Wednesday, 23 May 2018, during which period no transfer of the Shares will be registered. Shareholders of the Company are reminded to ensure that all completed share transfer forms accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:30 p.m. on Wednesday, 16 May 2018.

In order to establish entitlements to the proposed final dividend, the register of members of the Company will be closed on Tuesday, 29 May 2018, during which no transfer of the Shares of the Company will be registered. Shareholders of the Company are reminded to ensure that all completed share transfer forms accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:30 p.m. on Monday, 28 May 2018.

### FIVE-YEAR FINANCIAL SUMMARY

A summary of the published results and of the assets and liabilities of the Group for the latest five years is set out on page 208 of this annual report. This summary does not form part of the audited consolidated financial statement.

### CHARITABLE DONATIONS

Charitable and other donations made by the Group during the Year amounted to HK\$85,000 (2016: HK\$470,000).

### PROPERTY, PLANT AND EQUIPMENT

Details of the movements during the Year in the property, plant and equipment of the Group are set out in note 11 to the consolidated financial statements.

### RESERVES AND DISTRIBUTABLE RESERVES

Details of the movements in reserves of the Group during the Year are set out in the consolidated statement of changes in equity on page 132 of this annual report and the details of reserves attributable to equity shareholders of the Company are set out in note 19 to the consolidated financial statements.

### SHARE CAPITAL

Details of share capital of the Company during the Year are set out in note 19 to the consolidated financial statements. There were no movements during the Year.

### 暫停辦理股份過戶登記

為釐定有權出席二零一八年股東週年大會並於會上投票的股東，本公司將於二零一八年五月十七日(星期四)至二零一八年五月二十三日(星期三)暫停辦理股份過戶登記，期間不會辦理股份過戶登記。本公司股東應確保於二零一八年五月十六日(星期三)下午四時三十分前將所有填妥股份過戶表格連同相關股票遞交本公司香港股份過戶登記分處卓佳證券登記有限公司，地址為香港皇后大道東183號合和中心22樓。

為釐定有權享有建議末期股息的股東，本公司將於二零一八年五月二十九日(星期二)暫停辦理股份過戶登記，當日不會辦理本公司股份過戶登記。本公司股東應確保於二零一八年五月二十八日(星期一)下午四時三十分前將所有填妥股份過戶表格連同相關股票遞交本公司香港股份過戶登記分處卓佳證券登記有限公司，地址為香港皇后大道東183號合和中心22樓。

### 五年財務概要

本集團過往五年已公佈業績及資產與負債概要載於本年報第208頁。該概要不屬經審核綜合財務報表的一部分。

### 慈善捐贈

年內本集團作出慈善及其他捐贈85,000港元(二零一六年：470,000港元)。

### 物業、廠房及設備

本集團年內的物業、廠房及設備變動詳情載於綜合財務報表附註11。

### 儲備及可供分派儲備

本集團年內儲備變動詳情載於本年報第132頁綜合權益變動表，本公司股東應佔儲備詳情載於綜合財務報表附註19。

### 股本

本公司年內股本詳情載於綜合財務報表附註19。年內概無變動。



### SUFFICIENCY OF PUBLIC FLOAT

Based on information that is publicly available to the Company and within the knowledge of the Directors, the Company has maintained the prescribed minimum public float under the Listing Rules during the Year and at any time up to the date of this annual report.

### PRE-EMPTIVE RIGHTS

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

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

Neither the Company nor any of its subsidiaries has purchased, sold or redeemed any of the Company's listed securities during the Year.

### SHARE OPTION SCHEME

A share option scheme (the "Scheme") was conditionally adopted by the written resolutions of the Company's then sole shareholder passed on 19 November 2015. As of the date of this report, no option has been granted, agreed to be granted, exercised, cancelled or lapsed under the Scheme.

#### Purpose of the Scheme

The purpose of the Scheme is to motivate the participants to optimise their performance efficiency for the benefit of the Group and to attract and retain or otherwise maintain an on-going business relationship with the eligible participants whose contributions are or will be beneficial to the long-term growth of the Group.

#### Participants of the Scheme

The Board may, at its discretion, offer to grant an option to the following persons:

- (i) any full-time or part-time employees, executives or officers of the Company or any of its subsidiaries;
- (ii) any directors (including the INEDs) of the Company or any of its subsidiaries and joint operations; and
- (iii) any advisers, consultants, agents, suppliers, customers, distributors and such other persons who in the sole opinion of the Board will contribute or have contributed to the Company or any of its subsidiaries and joint operations.

### 充足公眾持股量

根據可供本公司查閱之資料及就董事所知，本公司於年內及本年報日期前任何時間已維持上市規則規定的最低公眾持股量。

### 優先購買權

細則及百慕達法例並無任何優先購買權條文，規定本公司按比例向現有股東發售新股。

### 購買、出售或贖回本公司上市證券

於本年度，本公司或其任何附屬公司概無購買、出售或贖回本公司任何上市證券。

### 購股權計劃

根據本公司當時唯一股東於二零一五年十一月十九日通過的書面決議案，有條件採納購股權計劃（「計劃」）。截至本報告日期，概無購股權根據計劃授出、同意授出、行使、註銷或失效。

#### 計劃目的

計劃旨在激勵參與者為本集團的利益而盡量提升其表現效率和吸引及挽留對或將對本集團的長遠發展有利的合資格參與者或與該等參與者保持持續的業務關係。

#### 計劃參與者

董事會可酌情決定向下列人士授出購股權：

- (i) 本公司或其任何附屬公司的任何全職或兼職僱員、行政人員或高級職員；
- (ii) 本公司或其任何附屬公司及合營業務的任何董事（包括獨立非執行董事）；及
- (iii) 本公司或其任何附屬公司及合營業務的任何顧問、諮詢人員、代理、供應商、客戶、分銷商及董事會全權認為會或曾對本公司或其任何附屬公司及合營業務作出貢獻的其他人士。

# REPORT OF THE DIRECTORS

## 董事報告

### Shares available for issuance

The maximum number of the Shares in respect of which options may be granted under the Scheme and under any other share option schemes of the Company (excluding, for this purpose, shares which would have been issuable pursuant to options which have lapsed in accordance with the terms of the Scheme or any other share option scheme of the Company) must not in aggregate exceed 10% of the total number of Shares in issue as at Listing Date, being 40,000,000 Shares, excluding for this purpose Shares which would have been issuable pursuant to options which have lapsed in accordance the terms of the Scheme (or any other share option schemes of the Company). The Company may, subject to the issue of a circular, the shareholders' approval in general meeting and/or such other requirements prescribed under the Listing Rules, refresh this limit at any time to 10% of the Shares in issue as at the date of the Shareholders' approval and/or grant options beyond the 10% limit to eligible participants specifically identified by the Board. The above is subject to the condition that the maximum number of the Shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under the Scheme and any other share option schemes of the Company at any time shall not exceed 30% of the Shares in issue from time to time. No options shall be granted under any schemes of the Company (including the Scheme) if this will result in the 30% limit being exceeded.

As at the date of this report, the outstanding number of share options available for grant under the Scheme is 40,000,000 share options to subscribe for the Shares, representing approximately 10% of the issued share capital of the Company.

### Maximum entitlement of each eligible participant

The total number of Shares issued and which may fall to be issued upon exercise of the options granted under the Scheme and any other share option schemes of the Company (including both exercised and outstanding options) to each eligible participant in any 12-month period up to the date of grant shall not exceed 1% of the Shares in issue as at the date of grant. Any further grant of options in excess of this 1% limit shall be subject to the issue of a circular, the approval of the Shareholders in general meeting and/or other requirements prescribed under the Listing Rules.

### 可供發行的股份數目上限

根據計劃及本公司任何其他購股權計劃可能授出的購股權所涉及的股份數目上限(就此而言不包括根據計劃或本公司任何其他購股權計劃條款已失效的購股權可發行的股份)合共不得超過上市日期已發行股份總數的10%，即40,000,000股股份，就此而言不包括根據計劃(或本公司任何其他購股權計劃)條款已失效的購股權可發行的股份。倘本公司已刊發通函並經股東在股東大會上批准及/或遵守上市規則規定的其他要求，則可隨時重新釐定該上限至股東在股東大會批准當日已發行股份的10%及/或向董事會特別選定的合資格參與者授出超過10%上限的購股權，惟條件是根據計劃及本公司任何其他購股權計劃授出及有待行使的所有尚未行使購股權獲行使時可予發行的股份數目上限，於任何時間均不得超過不時已發行股份的30%。倘根據本公司任何計劃(包括計劃)授出的購股權導致超出30%的上限，則不得授出購股權。

截至本報告日期，根據計劃可授出的未行使購股權數目為40,000,000份可認購股份的購股權，相當於本公司已發行股本約10%。

### 向各合資格參與者授出購股權的數目上限

在直至授出日期的任何十二個月期間已發行和根據計劃及本公司任何其他購股權計劃向每名合資格參與者授出的購股權(包括已行使及尚未行使的購股權)行使時可能發行的股份總數不得超過授出日期已發行股份的1%。倘進一步授出購股權的數目超過上述1%限額，則本公司須發出通函，經股東在股東大會上批准及/或符合上市規則的其他規定。

### Time for exercising option and duration of the Scheme

An option may be exercised in accordance with the terms of the Scheme at any time after the date upon which the option is deemed to be granted and accepted and prior to the expiry of 10 years from that date. The period during which an option may be exercised will be determined by the Board in its absolute discretion, save that no option may be exercised more than 10 years after it has been granted. No option may be granted more than 10 years after the date of approval of the Scheme. Subject to earlier termination by the Company in general meeting or by the Board, the Scheme shall be valid and effective for a period of 10 years from the date of its adoption.

### Payment on acceptance of the option

An option shall be deemed to have been granted and accepted by the grantee and to have taken effect when the duplicate offer document constituting acceptances of the options duly signed by the grantee, together with a remittance or payment in favour of the Company of HK\$1.00 by way of consideration for the grant thereof, is received by the Company on or before the relevant acceptance date.

To the extent that the offer to grant an option is not accepted by any prescribed acceptance date, it shall be deemed to have been irrevocably declined.

### Basis of determining exercise price of the option

The subscription price of a Share in respect of any particular option granted under the Scheme shall be such price as the Board in its absolute discretion shall determine, save that such price must be at least the higher of:

- (i) the official closing price of the shares as stated in the Stock Exchange's daily quotation sheets on the date of grant, which must be a day on which the Stock Exchange is open for the business of dealing in securities;
- (ii) the average of the official closing prices of the shares as stated in the Stock Exchange's daily quotation sheets for the five business days immediately preceding the date of grant; and
- (iii) the nominal value of a share.

### RETIREMENT SCHEMES

Details of the retirement schemes of the Group are set out in note 24 to the consolidated financial statements.

### 行使購股權的期限及計劃期限

購股權可根據計劃條款於購股權視為已授出並獲接納之日後及自該日起十年屆滿前期間隨時行使。購股權行使期將由董事會全權酌情釐定，惟不得超過購股權授出後十年。於批准計劃之日起十年後不得授出購股權。除非本公司經由股東大會或經由董事會提前終止，否則計劃自採納日期起十年內有效。

### 接納購股權要約的付款

當本公司於相關接納日期或之前收到由承授人正式簽署構成接納購股權的一式兩份要約文件連同匯付或支付予本公司的1.00港元款項作為授出購股權的代價後，購股權即被視作已授出及已獲承授人接納。

倘授出購股權的要約未於規定的接納日期獲接納，則視為已不可撤銷地拒絕。

### 釐定購股權行使價的基準

根據計劃授出任何特定購股權所涉及股份的認購價須由董事會全權酌情決定，惟該價格須不低於下列各項的最高者：

- (i) 股份於購股權授出日期(須為聯交所可進行證券交易業務的日子)載於聯交所每日報價表的正式收市價；
- (ii) 緊接購股權授出日期前五個營業日股份於聯交所每日報價表所載正式收市價的平均值；及
- (iii) 股份面值。

### 退休計劃

本集團退休計劃的詳情載於綜合財務報表附註24。

# REPORT OF THE DIRECTORS

## 董事報告

### DIRECTORS

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

#### Executive Directors

Mr. CHAN Ki Chun  
(Chairman and Managing Director)  
Mr. CHAN Chor Tung  
Mr. YUNG Kim Man  
Mr. YEUNG Cho Yin, William

#### Independent Non-executive Directors

Mr. LAM Leung Tsun  
Mr. JIM Fun Kwong, Frederick  
Mr. CHAN Kim Hung, Simon

### BIOGRAPHIES OF DIRECTORS AND SENIOR MANAGEMENT

Biographical details of the Directors and senior management of the Company are set out on pages 91 to 96 of this annual report.

### DIRECTORS' RETIREMENT AND RE-ELECTION

In accordance with bye-law no. 84 of the Bye-Laws, one-third of the Directors for the time being (or, if their number is not a multiple of three, the number nearest to but not less than one-third) shall retire from office by rotation at each annual general meeting of the Company, provided that every Director shall be subject to retirement by rotation at least once every three years. A retiring Director shall be eligible for re-election and shall continue to act as a Director throughout the meeting at which he retires. The Directors to retire by rotation every year shall include (so far as necessary to ascertain the number of Directors to retire by rotation) any Director who wishes to retire and not to offer himself for re-election. Any further Directors so to retire shall be those of the other Directors subject to retirement by rotation who have been longest in office since their last re-election or appointment and so that as between persons who became or were last re-elected Directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.

Mr. Chan Chor Tung, Mr. Yung Kim Man and Mr. Chan Kim Hung, Simon will retire by rotation and, being eligible, offer themselves for re-election at the 2018 AGM pursuant to bye-law no. 84 of the Bye-Laws.

### INDEPENDENCE OF INEDs

The Company has received annual confirmation of independence from each of the INEDs pursuant to Rule 3.13 of the Listing Rules. As at the date of this report, the Board considered them independent.

### 董事

年內及直至本報告日期的董事如下：

#### 執行董事

陳麒淳先生  
(主席兼董事總經理)  
陳楚東先生  
容劍文先生  
楊楚賢先生

#### 獨立非執行董事

林良俊先生  
詹勳光先生  
陳劍雄先生

### 董事及高級管理層履歷

本公司董事及高級管理層的履歷詳情載於本年報第91至96頁。

### 董事退任及重選

根據細則第84條，在本公司每屆股東週年大會上，當時的三分之一董事(若人數並非三的倍數，則以最接近但不少於三分之一的人數為準)將輪流退任，惟每位董事均須至少每三年輪流退任。退任董事符合資格膺選連任，並於其退任之整個大會舉行期間仍以董事身份行事。釐定輪席告退董事人數時，每年輪流退任的董事須包括任何擬退任但不願膺選連任之董事。其他退任董事為自上次獲選連任或委任後任期最長的須輪席告退的董事，但若多位董事於同一日成為董事或獲選連任，則抽籤決定須預告退的董事名單(除非彼等之間另有協定)。

根據細則第84條，陳楚東先生、容劍文先生及陳劍雄先生將於二零一八年股東週年大會上輪席告退並合資格膺選連任。

### 獨立非執行董事的獨立性

根據上市規則第3.13條，每名獨立非執行董事均已就彼等的獨立性向本公司發出年度確認。於本報告日期，董事會認為所有獨立非執行董事均為獨立。

### DIRECTORS' SERVICE CONTRACTS

Each of the executive Director has entered into a service agreement with the Company which shall be for an initial fixed term of three years, unless terminated by either the Company or the respective Director in accordance with the terms of the service agreement.

Each of the INED has entered into a letter of appointment with the Company which shall last for a period of three years, subject to early termination in accordance with the terms of the letter of appointment.

Save as disclosed above, none of the Directors proposed for re-election at the 2018 AGM has or is proposed to have a service contract with any member of the Group which is not determinable by the Group within one year without payment of compensation, other than statutory compensation.

### EMOLUMENT POLICY

In order to attract and retain high quality staff and to enable smooth operation within the Group, the Group offered competitive remuneration packages (with reference to market conditions and individual qualification, position, seniority and experience) and various in-house training courses. Share options may also be granted to eligible employees. The remuneration packages are subject to review on a regular basis.

The Remuneration Committee is responsible for making recommendations to the Board on the Company's policy and structure for all Directors and senior management remuneration, having regard to market competitiveness, individual performance and achievement. The Company has adopted the Scheme as an incentive to Directors and the relevant eligible participants.

### REMUNERATION OF DIRECTORS AND FIVE HIGHEST PAID INDIVIDUALS

Details of the Directors' remuneration and the five highest paid individuals are set out in notes 8 and 9 to the consolidated financial statements respectively. No Director has waived or has agreed to waive any emolument during the Year.

### DIRECTORS' MATERIAL INTERESTS IN CONTRACTS

Save as disclosed in this annual report, no transactions, arrangements and contracts of significance in relation to the Group's business to which the Company or any of its subsidiaries was a party and in which the Director or an entity connected the Director had a material interest, whether directly or indirectly, subsisted at any time during the Year.

### 董事服務合約

各執行董事已與本公司訂立服務協議，初步固定為期三年，除非本公司或有關董事根據服務協議條款予以終止。

各獨立非執行董事已與本公司訂立委任函，為期三年，可根據委任函條款提前終止。

除上文所披露者外，提議於二零一八年股東週年大會重選的董事概無與本集團任何成員公司訂立或擬訂立任何本集團於一年內不付賠償(法定賠償除外)而不可終止的服務合約。

### 薪酬政策

為吸引及挽留優質員工，確保本集團內部正常經營，本集團提供具競爭力的薪酬待遇(經參考市況和個人資歷、職位、職級及經驗而定)和多項內部培訓課程。合資格僱員亦可能獲授購股權。薪酬待遇會定期檢討。

薪酬委員會負責就本公司的政策、全體董事架構及高級管理層薪酬(參考市場競爭、個人表現及成就)向董事會提供建議。本公司已採納計劃作為對董事及相關合資格參與者的獎勵。

### 董事薪酬及五名最高薪人士

詳情載於綜合財務報表附註8及9。年內並無董事放棄或同意放棄任何薪酬。

### 董事於合約的重大權益

除本年報所披露者外，年內任何時間，概無任何有關本集團業務，本公司或其任何附屬公司為訂約方而董事或與董事關連的實體直接或間接擁有重大權益且仍然有效的重大交易、安排及合約。



# REPORT OF THE DIRECTORS

## 董事報告

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

#### Interests in the Company

As at 31 December 2017, none of the Directors or chief executive of the Company has any interest or short positions in the shares, underlying shares or debentures of the Company which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong) (the "SFO") (including interests or short positions which they were taken or deemed to have under such provisions of the SFO) or which were required, pursuant to section 352 of the SFO, to be entered in the register referred to therein, or which were required, pursuant to the Model Code to be notified to the Company and the Stock Exchange.

#### Interests in associated corporations of the Company

As at 31 December 2017, the interests or short positions of the Directors or chief executive of the Company in the shares, underlying shares or debentures of the Company's associated corporations (within the meaning of Part XV of the SFO (i) which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they were taken or deemed to have under such provisions of the SFO); or (ii) which were required, pursuant to Section 352 of the SFO, to be entered in the register referred to therein; or (iii) which were required to be notified to the Company and the Stock Exchange pursuant to the Model Code, were as follows:

Name of Director	Name of associated corporation	Capacity	Number of Shares (long position) 股份數目 (好倉)	Approximate percentage of shareholding 概約持股百分比
Mr. Chan Ki Chun 陳麒淳先生	Sun Fook Kong Group Limited (the "SFK Group") 新福港集團有限公司 (「新福港集團」)	Interest in controlled corporation (Note 1) 受控法團權益(附註1)	97,599	3.54%

Note 1: Mr. Chan Ki Chun beneficially owns the entire issued share capital of Growth Asset Holdings Limited, a company incorporated in the British Virgin Islands with limited liability ("Growth Asset"). By virtue of the SFO, Mr. Chan Ki Chun is deemed to be interested in the 97,599 shares of SFK Group held by Growth Asset.

### 董事及最高行政人員於股份、相關股份及債權證的權益及淡倉

#### 於本公司的權益

截至二零一七年十二月三十一日，本公司董事或最高行政人員概無於本公司股份、相關股份或債權證中擁有根據香港法例第571章證券及期貨條例(「證券及期貨條例」)第XV部第7及8分部須知會本公司及聯交所的權益或淡倉(包括根據證券及期貨條例的有關條文被當作或視為擁有的權益或淡倉)，或擁有根據證券及期貨條例第352條須登記於該條所述登記冊的權益或淡倉，或擁有根據標準守則須知會本公司及聯交所的權益或淡倉。

#### 於本公司相聯法團的權益

截至二零一七年十二月三十一日，本公司董事或最高行政人員於本公司相聯法團(定義見證券及期貨條例第XV部)的股份、相關股份及債權證中(i)擁有根據證券及期貨條例第XV部第7及8分部須知會本公司及聯交所的權益或淡倉(包括根據證券及期貨條例的有關條文被當作或視為擁有的權益或淡倉)，或(ii)擁有根據證券及期貨條例第352條須登記於該條所述登記冊的權益或淡倉，或(iii)擁有根據標準守則須知會本公司及聯交所的權益或淡倉如下：

附註1：陳麒淳先生實益擁有 Growth Asset Holdings Limited (「Growth Asset」，在英屬處女群島註冊成立的有限公司)全部已發行股本。根據證券及期貨條例，陳麒淳先生被視為於 Growth Asset 所持新福港集團的 97,599 股股份中擁有權益。

Save as disclosed above, as at 31 December 2017, none of the Directors nor chief executive of the Company has registered any interests or short positions in the shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) (i) which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which were taken or deemed to have under such provisions of the SFO); or (ii) which were required, pursuant to Section 352 of the SFO, to be entered in the register referred to therein; or (iii) which were required to be notified to the Company and the Stock Exchange pursuant to the Model Code.

### SUBSTANTIAL SHAREHOLDERS' INTERESTS AND SHORT POSITIONS IN THE SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY

So far as the Directors are aware, as at 31 December 2017, the following persons (other than the Directors and chief executive of the Company) had or deemed or taken to have an interest and/or short position in the Shares, the underlying Shares or the debentures of the Company which would fall to be disclosed under the provisions of Divisions 2 and 3 of Part XV of the SFO, or which were required to be recorded in the register of interests required to be kept by the Company under section 336 of the SFO:

除上文所披露者外，截至二零一七年十二月三十一日，董事及本公司最高行政人員概無於本公司或其相聯法團（定義見證券及期貨條例第XV部）股份、相關股份或債權證中登記(i)根據證券及期貨條例第XV部第7及8分部條文須知會本公司及聯交所的任何權益或淡倉（包括根據證券及期貨條例的有關條文被當作或視為擁有的權益或淡倉），或(ii)擁有根據證券及期貨條例第352條須登記於該條所述登記冊的任何權益或淡倉，或(iii)擁有根據標準守則須知會本公司及聯交所的任何權益或淡倉。

### 主要股東於本公司股份、相關股份及債權證的權益及淡倉

據董事所知，截至二零一七年十二月三十一日，以下人士（董事及本公司最高行政人員除外）於本公司股份、相關股份或債權證中擁有或視為或當作擁有根據證券及期貨條例第XV部第2及3分部條文須予披露的權益及／或淡倉，或須記錄於本公司根據證券及期貨條例第336條須置存之權益登記冊的權益及／或淡倉：

Name of shareholder	Nature of interest	Number of Shares (long position) 股份數目 (好倉)	Approximate percentage of shareholding 概約持股 百分比
股東姓名／名稱	權益性質		
SFK Group 新福港集團	Beneficial owner (Note 1) 實益擁有人(附註1)	300,000,000	75%
Good Target Limited ("Good Target")	Interest of controlled corporations (Notes 1 and 2) 受控法團權益(附註1及2)	300,000,000	75%
Ocean Asset Holdings Limited ("Ocean Asset")	Interest of controlled corporation (Notes 1 and 2) 受控法團權益(附註1及2)	300,000,000	75%
Mr. Lo Kai Shui ("Mr. Lo") 羅啟瑞先生(「羅先生」)	Interest of controlled corporations (Note 2) 受控法團權益(附註2)	300,000,000	75%
Mr. Hu Liang Ming Raymond 胡亮明先生	Beneficial owner 實益擁有人	11,940,000	2.98%
Mr. Hu Liang Ming Raymond 胡亮明先生	Beneficiary of a trust 信託受益人	10,000,000	2.5%

# REPORT OF THE DIRECTORS

## 董事報告

Note 1: SFK Group, a company incorporated in the British Virgin Islands with limited liability, is owned as to approximately 71.39% by Good Target, 18.94% by Ocean Asset, 3.54% by Growth Asset, 1.94% by Chief Champion Limited, 1.46% by Jemrick Holdings Limited, 1.06% by KSL Management Limited, 0.83% by LHS Management Limited, 0.46% by Worldrich Enterprises Limited, 0.22% by Easespeed Limited and 0.16% by Global Trinity Limited.

Note 2: Good Target, a company incorporated in the British Virgin Islands with limited liability, is beneficially and wholly owned by Mr. Lo. Ocean Asset, a company incorporated in the British Virgin Islands with limited liability is beneficially and wholly owned by Mr. Lo. By virtue of the SFO, Mr. Lo is deemed to be interested in the Shares held by SFK Group.

Save as disclosed above, as at 31 December 2017, the Directors were not aware of any other persons who had or deemed or taken to have any interests or short positions in the Shares, underlying Shares or debentures of the Company which would fall to be disclosed under the provisions of Divisions 2 and 3 of Part XV of the SFO or which were required to be recorded in the register of interests required to be kept by the Company under Section 336 of the SFO.

### CONTROLLING SHAREHOLDERS' INTEREST

Save as disclosed herein, apart from transactions carried out in the normal course of business, there were no contracts of significance between the Company or any of its subsidiaries and a controlling shareholder or any of its subsidiaries or any contracts of any significance for the provision of services to the Company or any of its subsidiaries by a controlling shareholder or any of its subsidiaries.

### DEED OF NON-COMPETITION

The deed of non-competition dated 19 November 2015 has been entered into by SFK Group, Good Target and Mr. Lo, the controlling shareholders of the Company within the meaning of the Listing Rules (collectively the "Controlling Shareholders") in favour of the Company regarding certain non-competition undertakings given by the Controlling Shareholders in favour of the Company. The details of the deed of non-competition have been disclosed in the section headed "Relationship with our Controlling Shareholders" in the Prospectus.

Each of the Controlling Shareholders has given an annual declaration to the Company confirming that he/it has complied with the non-compete undertakings provided to the Company under the said deed of non-competition. The INEDs have reviewed the status of compliance and enforcement of the non-compete undertaking and confirmed that all the undertakings thereunder have been complied for the Year.

附註1：新福港集團為在英屬處女群島註冊成立的有限公司，由 Good Target、Ocean Asset、Growth Asset、Chief Champion Limited、Jemrick Holdings Limited、KSL Management Limited、LHS Management Limited、Worldrich Enterprises Limited、捷安有限公司及 Global Trinity Limited 分別擁有約 71.39%、18.94%、3.54%、1.94%、1.46%、1.06%、0.83%、0.46%、0.22% 及 0.16%。

附註2：Good Target 為在英屬處女群島註冊成立的有限公司，由羅先生實益全資擁有。Ocean Asset 為在英屬處女群島註冊成立的有限公司，由羅先生實益全資擁有。根據證券及期貨條例，羅先生視為於新福港集團持有的股份中擁有權益。

除上文所披露者外，截至二零一七年十二月三十一日，就董事所知並無任何其他人士於本公司股份、相關股份或債權證中擁有或視為或當作擁有根據證券及期貨條例第 XV 部第 2 及 3 分部條文須予披露的權益或淡倉，或須記錄於本公司根據證券及期貨條例第 336 條須置存之權益登記冊的權益或淡倉。

### 控股股東權益

除本節所披露者外，除在一般業務過程中進行的交易外，本公司或其任何附屬公司概無與控股股東或其任何附屬公司訂立重要合約，亦無訂立內容有關控股股東或其任何附屬公司向本公司或其任何附屬公司提供服務的重要合約。

### 不競爭契約

新福港集團、Good Target 及羅先生（本公司控股股東（統稱「控股股東」），定義見上市規則）以本公司為受益人就控股股東向本公司作出若干不競爭承諾於二零一五年十一月十九日訂立不競爭契約，不競爭契約詳情披露於招股章程「與控股股東的關係」一節。

各控股股東向本公司作出年度聲明，確認其已遵守根據上述不競爭契約向本公司作出的不競爭承諾。獨立非執行董事已審閱不競爭承諾的合規及履行情況，確認年內所有承諾已得到遵守。

### MAJOR CUSTOMERS AND SUPPLIERS

During the Year, the Group's top five customers (where various departments of the Hong Kong Government were considered individually), all of which are based in Hong Kong, collectively accounted for approximately 82.1% (2016: 71.2%) of the Group's total revenue for the Year. The largest customer accounted for approximately 38.6% of the Group's total revenue for the Year (2016: 19.9%).

During the Year, purchases from the Group's top five suppliers, all of which are based in Hong Kong and are independent third parties, collectively accounted for approximately 17.8% (2016: 18.3%) of the Group's total purchase costs for the Year. The largest supplier accounted for approximately 4.0% of the Group's total purchase costs for the Year (2016: 4.6%).

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

### MANAGEMENT CONTRACTS

No contracts concerning the management and administration of the whole or any substantial part of the business of the Group were entered into or in existence during the Year.

### MATERIAL RELATED PARTY TRANSACTIONS

Part of the material related party transactions entered into by the Group during the Year as set out in:

- (a) note 23(b)(ii) to the consolidated financial statements in relation to rental expenses, license fees, air-conditioning and service charges (the amount of which being HK\$9.0 million as disclosed in note 23(c) to the consolidated financial statements); and
- (b) note 23(b)(vi) to the consolidated financial statements in relation to property management services and property consultancy services income (the amount of which being HK\$5.3 million as disclosed in note 23(c) to the consolidated financial statements)

are non-exempt continuing connected transactions which are subject to the reporting, annual review and announcement requirements but exempt from the independent shareholders' approval requirements pursuant to the Listing Rules. Further details of these continuing connected transactions are set out in the section below headed "Continuing Connected Transactions" under paragraphs 1 and 3, respectively.

### 主要客戶及供應商

年內，本集團五大客戶(均位於香港，香港政府不同部門單獨分析)共同佔本集團年內總收益約82.1%(二零一六年：71.2%)。最大客戶佔本集團年內總收益約38.6%(二零一六年：19.9%)。

年內，自本集團五大供應商的採購(均位於香港並均為獨立第三方)共同佔本集團年內總採購成本約17.8%(二零一六年：18.3%)。最大供應商佔本集團年內總採購成本約4.0%(二零一六年：4.6%)。

就董事所知，董事、彼等各自緊密聯繫人或本公司任何股東(就董事所知擁有本公司5%以上已發行股本)概無於本集團五大客戶或供應商擁有任何權益。

### 管理合約

年內並無訂立或存續任何涉及本集團全部或任何重大部分業務管理的合約。

### 重大關聯方交易

本集團年內所訂立的部分重大關聯方交易載列如下：

- (a) 綜合財務報表附註23(b)(ii)所載有關租金開支、許可費、冷氣及服務費(綜合財務報表附註23(c)所披露金額為9.0百萬港元);及
- (b) 綜合財務報表附註23(b)(vi)所載有關物業管理服務及物業顧問服務收入(綜合財務報表附註23(c)所披露金額為5.3百萬港元)

均為非豁免持續關連交易，須遵守上市規則的申報、年度審閱及公告規定，惟豁免遵守獨立股東批准規定。該等持續關連交易進一步詳情分別載於「持續關連交易」一節第1及3段。

# REPORT OF THE DIRECTORS

## 董事報告

Part of the material related party transactions entered into by the Group during the Year as set out in note 23(b)(i) to the consolidated financial statements in relation to housing management and related service income (the amount of which being HK\$13.1 million as disclosed in note 23(c) to the consolidated financial statements) are non-exempt continuing connected transactions which are subject to the reporting, annual review and announcement requirements and independent shareholders' approval requirements pursuant to the Listing Rules. Further details of these continuing connected transactions are set out in the section below headed "Continuing Connected Transactions" under paragraph 2.

The Group has applied to the Stock Exchange for, and the Stock Exchange has granted it, a waiver (the "Waiver") from strict compliance with the announcement and (where applicable) independent shareholders' approval requirements of the Listing Rules in respect of some of the above-mentioned continuing connected transactions. Further details are set out in the section below headed "The Waiver".

Part of the material related party transactions entered into by the Group during the Year as set out in note 23(b)(i) to the consolidated financial statements in relation to housing management and related service income (the amount of which being HK\$0.6 million as disclosed in note 23(c) to the consolidated financial statements) constitute connected transactions which fall below the de minimis threshold and hence exempt from reporting, announcement and independent shareholders' approval requirements pursuant to the Listing Rules.

Part of the material related party transactions entered into by the Group during the Year as set out in note 23(b)(vi) to the consolidated financial statements in relation to property management services and property consultancy services income (the amount of which being HK\$0.1 million as disclosed in note 23(c) to the consolidated financial statements) constitute connected transactions which fall below the de minimis threshold and hence exempt from reporting, announcement and independent shareholders' approval requirements pursuant to the Listing Rules.

Part of the material related party transactions set out in note 23(a) to the consolidated financial statements in respect of the remuneration of the Directors constitute connected transactions exempt from reporting, announcement and independent shareholders' approval requirements pursuant to the Listing Rules.

Save as disclosed above, the Directors consider that those material related party transactions disclosed in note 23 to the consolidated financial statements did not fall under the definition of "connected transactions" or "continuing connected transactions" (as the case may be) in Chapter 14A of the Listing Rules which are required to comply with any of the reporting, announcement or independent shareholders' approval requirements under the Listing Rules. The Company has complied with the disclosure requirements in accordance with Chapter 14A of the Listing Rules.

綜合財務報表附註23(b)(i)所載本集團年內所訂有關房屋管理及相關服務收入(綜合財務報表附註23(c)所披露金額為13.1百萬港元)的部分重大關聯方交易為非豁免持續關連交易，須遵守上市規則的申報、年度審閱及公告規定與獨立股東批准規定。該等持續關連交易詳情載於下文「持續關連交易」一節第2段。

本集團已向聯交所申請，且聯交所已豁免就若干上述持續關連交易嚴格遵守上市規則公告及(如適用)獨立股東批准的規定(「豁免」)，詳情載於下文「豁免」一節。

綜合財務報表附註23(b)(i)所載本集團年內所訂有關房屋管理及相關服務收入(綜合財務報表附註23(c)所披露金額為0.6百萬港元)的部分重大關聯方交易構成低於最低豁免水平的關連交易，故獲豁免遵守上市規則申報、公告與獨立股東批准規定。

綜合財務報表附註23(b)(vi)所載本集團年內所訂有關物業管理服務及物業顧問服務收入(綜合財務報表附註23(c)所披露金額為0.1百萬港元)的部分重大關聯方交易構成低於最低豁免水平的關連交易，故獲豁免遵守上市規則申報、公告與獨立股東批准規定。

綜合財務報表附註23(a)所載有關董事薪酬的部分重大關聯方交易屬獲豁免遵守上市規則申報、公告及獨立股東批准規定的關連交易。

除上文所披露者外，董事認為綜合財務報表附註23所披露其餘重大關聯方交易不屬上市規則第14A章所定義須遵守上市規則申報、公告或獨立股東批准規定的「關連交易」或「持續關連交易」(視情況而定)。本公司已遵守上市規則第14A章的披露規定。



## CONTINUING CONNECTED TRANSACTIONS

During the Year, the Group had the following continuing connected transactions:

### (1) Moon Yik Agreements

On 20 December 2012, Sun Fook Kong Construction Management Limited (“SFK Management”), an indirect wholly-owned subsidiary of the Company, entered into a tenancy agreement (the “Tenancy Agreement”) with Moon Yik Company, Limited (“Moon Yik”) as landlord, pursuant to which Moon Yik agreed to lease to SFK Management properties situated at Suites 3201–2, 3206–10, 32nd Floor, Great Eagle Centre, 23 Harbour Road, Wanchai, Hong Kong (the “Office Premises”) as the head office of the Group. The Tenancy Agreement expired on 31 March 2016.

On 21 May 2015, SFK Management as licensee entered into a master license agreement (the “Master License Agreement”) with Moon Yik as licensor, to govern the use of five car parking spaces (numbers B2-03, B2-06, B2-11, B2-32 and B2-38) (the “Car Parking Spaces”) within the car park situated in Basement 2 of Great Eagle Centre, together with the right to use the entrance and drive-ways in Great Eagle Centre so far as the same are necessary to the enjoyment of the Car Parking Spaces. The Master License Agreement expired on 31 March 2016.

On 21 September 2015, SFK Management and Moon Yik entered into a renewed tenancy agreement (the “Renewed Tenancy Agreement”) to renew the Tenancy Agreement and the Master License Agreement, pursuant to which:

- (i) the lease of the Office Premises to SFK Management was renewed for a term of three years commencing from 1 April 2016 and ending on 31 March 2019 at a monthly rental (exclusive of government rates, air-conditioning charge and service charge in relation to the management of the Office Premises) of HK\$596,731.20, a monthly air-conditioning charge of HK\$34,923.20 (subject to adjustment) and a monthly service charge of HK\$53,713.40 (subject to adjustment); and
- (ii) the grant to SFK Management of a license to use the Car Parking Spaces was renewed for the term of the Renewed Tenancy Agreement at the prevailing monthly license fee (subject to adjustment as Moon Yik or the carpark manager of the Car Parking Spaces may prescribe from time to time).

## 持續關連交易

年內，本集團訂立以下持續關連交易：

### (1) 滿億協議

於二零一二年十二月二十日，本公司間接全資附屬公司新福港工程策劃管理有限公司（「新福港管理」）與滿億有限公司（「滿億」）（作為業主）訂立租賃協議（「租賃協議」），據此，滿億同意向新福港管理出租位於香港灣仔港灣道23號鷹君中心32樓3201–2室、3206–10室的物業（「辦公室物業」），作為本集團的總辦事處。租賃協議已於二零一六年三月三十一日到期。

於二零一五年五月二十一日，新福港管理（作為獲許可方）與滿億（作為許可方）訂立總許可協議（「總許可協議」），以規管位於鷹君中心地庫2層五個停車位（編號B2-03、B2-06、B2-11、B2-32及B2-38）（「停車位」）的使用及使用鷹君中心入口及行車道的權利，惟限於在該項權利對使用停車位有必要時。總許可協議已於二零一六年三月三十一日到期。

於二零一五年九月二十一日，新福港管理與滿億訂立經續新租賃協議（「經續新租賃協議」）以續期租賃協議及總許可協議，據此：

- (i) 向新福港管理出租辦公室物業之租賃續期三年，自二零一六年四月一日起至二零一九年三月三十一日止，月租（不包括與管理辦公室物業有關的政府差餉、空調費及服務費）為596,731.20港元，每月空調費為34,923.20港元（可予調整）及每月服務費為53,713.40港元（可予調整）；及
- (ii) 向新福港管理所授出使用停車位的許可，按現時每月許可費（可由滿億或停車位之停車場管理人不時調整）續期經續新租賃協議的年期。

# REPORT OF THE DIRECTORS

## 董事報告

As disclosed in annual report of last year, the Board estimated that the annual caps under the Renewed Tenancy Agreement would be HK\$9.70 million, HK\$9.99 million and HK\$2.516 million for each of the three years ending 31 December, 2019 respectively. Such estimate is based on (a) the rental of the Office Premises, the license fees of the Car Parking Spaces, the air-conditioning charge and the service charge under the Renewed Tenancy Agreement; (b) possible adjustment in the license fees of the Car Parking Spaces, the air-conditioning charge (due to increase in the operating cost of air cooling services of the Building) and the service charge (due to increase in the management fee of the Building); and (c) and other outgoings related to the services or facilities provided to SFK Management in relation to the Office Premises. The said annual cap for the year ending 31 December 2019 was determined based on the fees payable for the period from 1 January 2019 to 31 March 2019, since the term of the Renewed Tenancy Agreement will expire on 31 March 2019.

During the Year, the expenses for the lease of Office Premises and the use of the Car Parking Spaces paid under the Renewed Tenancy Agreement amounted to approximately HK\$8.83 million (2016: HK\$6.57 million), which were within the annual caps for the Year.

Moon Yik is an indirect wholly-owned subsidiary of Great Eagle Holdings Limited ("Great Eagle") and Mr. Lo, a Controlling Shareholder, was the then deputy managing director and executive director at the time of entering into the continuing connected transaction and is a controlling shareholder of Great Eagle. As such, Moon Yik is a connected person of the Company for the purpose of the Listing Rules. Accordingly, the transactions contemplated under the Renewed Tenancy Agreement constitute continuing connected transactions of the Company under Chapter 14A of the Listing Rules.

Since the applicable percentage ratios (other than the profits ratio) for the Renewed Tenancy Agreement on a standalone basis is expected to be more than 0.1% but less than 5% on an annual basis, the transactions contemplated under the Renewed Tenancy Agreement on a standalone basis constitute non-exempt continuing connected transactions under the Listing Rules and are subject to the reporting, annual review and announcement requirements but exempt from the independent shareholders' approval requirement under Rule 14A.76(2) of the Listing Rules, subject however to the Waiver.

按上年年報所披露，董事會估計截至二零一九年十二月三十一日止三個年度各年，經續新租賃協議的年度上限將分別為9.70百萬港元、9.99百萬港元及2.516百萬港元。該估計乃基於(a)根據經續新租賃協議項下的辦公室物業租金、停車位的許可費、空調費及服務費；(b)對停車位許可費、對空調費(因該大廈的冷氣服務的營運成本上升)及服務費(因該大廈的管理費增加)的可能調整；及(c)就辦公室物業向新福港管理提供服務或設施有關的其他開支。由於經續新租賃協議年期將於二零一九年三月三十一日屆滿，上述截至二零一九年十二月三十一日止年度的年度上限基於二零一九年一月一日至二零一九年三月三十一日止期間的應付費用釐定。

年內，根據經續新租賃協議支付的辦公室物業租賃費及停車位使用費約為8.83百萬港元(二零一六年：6.57百萬港元)，未超過年內的年度上限。

滿億為鷹君集團有限公司(「鷹君」)的間接全資附屬公司，而控股股東羅先生於訂立持續關連交易時為鷹君的當時的副董事總經理及執行董事而仍是控股股東。故此，就上市規則而言，滿億為本公司的關連人士。因此根據上市規則第14A章，經續新租賃協議擬進行的交易屬本公司持續關連交易。

由於經續新租賃協議(按獨立基準)的各適用百分比率(盈利比率除外)按年度基準預期將超過0.1%但低於5%，根據上市規則，經續新租賃協議(按獨立基準)擬進行的交易屬非豁免持續關連交易，須遵守上市規則第14A.76(2)條有關申報、年度審核及公告的規定，但獲豁免遵守獨立股東批准的規定，以下文豁免為準。

**(2) Cleaning Services Contracts with GEPM and Longworth**

On 17 April 2015, Sun Fook Kong Housing Services Limited (“SFK Housing”), an indirect wholly-owned subsidiary of the Company, entered into the following cleaning services contracts (the “Cleaning Services Contracts”) with Great Eagle Properties Management Company, Limited (“GEPM”) and Longworth Management Limited (“Longworth”):

**(2) 與鷹君物管及祥裕訂立的清潔服務合約**

二零一五年四月十七日，本公司間接全資附屬公司新福港屋宇服務有限公司（「新福港屋宇」）與鷹君物業管理有限公司（「鷹君物管」）及祥裕管理有限公司（「祥裕」）訂立以下清潔服務合約（「清潔服務合約」）：

Date of contract	Parties	Scope of services	Term	Fees	As disclosed in the Prospectus 按招股章程所披露 Annual cap for the year ended 31 December 2017 <sup>(1)</sup> 截至二零一七年十二月三十一日止年度的年度上限 <sup>(1)</sup> (approximate HK\$'000) (概約千港元)
合約日期	訂約方	服務範疇	年期	費用	
17 April 2015 二零一五年 四月十七日	<ul style="list-style-type: none"> <li>– GEPM (for and on behalf of the owners of Great Eagle Centre at 23 Harbour Road, Wanchai, Hong Kong (“Great Eagle Centre”)) 鷹君物管(代表位於香港灣仔港灣道23號的鷹君中心(「鷹君中心」)擁有人)</li> <li>– SFK Housing 新福港屋宇</li> </ul>	Provision of cleaning and pest control services by SFK Housing in relation to Great Eagle Centre of which Great Eagle and its subsidiaries (“Great Eagle Group”) is the majority owner 新福港屋宇就鷹君中心(鷹君及其附屬公司(「鷹君集團」)為其多數份數擁有人)提供清潔及滅蟲服務	1 May 2015 to 30 April 2017 二零一五年五月一日至二零一七年四月三十日	Basic fees of HK\$321,837 per month (subject to any additional service fee for other related services provided by SFK Housing) 基本費用每月321,837港元(新福港屋宇提供的其他相關服務須另收服務費)	1,480
17 April 2015 二零一五年 四月十七日	<ul style="list-style-type: none"> <li>– GEPM (for and on behalf of the owners of Great Eagle Centre and Harbour Centre at 25 Harbour Road, Wanchai, Hong Kong (“Harbour Centre”)) 鷹君物管(代表鷹君中心及位於香港灣仔港灣道25號的海港中心(「海港中心」)擁有人)</li> <li>– SFK Housing 新福港屋宇</li> </ul>	Provision of cleaning and pest control services by SFK Housing in relation to the development common areas within Great Eagle Centre and Harbour Centre 新福港屋宇就鷹君中心與海港中心內的發展項目公用地方提供清潔及滅蟲服務	1 May 2015 to 30 April 2017 二零一五年五月一日至二零一七年四月三十日	Basic fees of HK\$93,254 per month (subject to any additional service fee for other related services provided by SFK Housing) 基本費用每月93,254港元(新福港屋宇提供的其他相關服務須另收服務費)	430
17 April 2015 二零一五年 四月十七日	<ul style="list-style-type: none"> <li>– GEPM (for and on behalf of the owners of the public car parks at 4/F-7/F within Great Eagle Centre and Harbour Centre (“Eagle Harbour Public Car Parks”)) 鷹君物管(代表位於鷹君中心及海港中心內4至7樓的公共停車場(「鷹港公共停車場」)擁有人)</li> <li>– SFK Housing 新福港屋宇</li> </ul>	Provision of cleaning and pest control services by SFK Housing in relation to Eagle Harbour Public Car Parks 新福港屋宇就鷹港公共停車場提供清潔及滅蟲服務	1 May 2015 to 30 April 2017 二零一五年五月一日至二零一七年四月三十日	Basic fees of HK\$17,909 per month (subject to any additional services fee for other related services provided by SFK Housing) 基本費用每月17,909港元(新福港屋宇提供的其他相關服務須另收服務費)	90

# REPORT OF THE DIRECTORS

## 董事報告

Date of contract	Parties	Scope of services	Term	Fees	As disclosed in the Prospectus 按招股章程所披露 Annual cap for the year ended 31 December 2017 <sup>(1)</sup> 截至二零一七年十二月三十一日止年度的年度上限 <sup>(1)</sup> (approximate HK\$'000) (概約千港元)
合約日期	訂約方	服務範疇	年期	費用	
17 April 2015 二零一五年 四月十七日	<ul style="list-style-type: none"> <li>- Longworth (for and on behalf of the owners of the high block of Langham Place at 555 Shanghai Street, Mongkok, Kowloon, Hong Kong (the "High Block of Langham Place")) 祥裕(代表位於香港九龍旺角上海街555號的朗豪坊高座(「朗豪坊高座」)擁有人)</li> <li>- SFK Housing 新福港屋宇</li> </ul>	Provision of cleaning works and periodical deep cleaning services by SFK Housing in relation to the High Block of Langham Place of which Champion Real Estate Investment Trust ("Champion REIT") is the majority owner 新福港屋宇就朗豪坊高座(冠君產業信託(「冠君產業信託」)為其多數份數擁有人)提供清潔工程及定期深層清潔服務	1 May 2015 to 30 April 2017 二零一五年五月一日至二零一七年四月三十日	Basic fees of HK\$761,264 per month (subject to any additional service fee for other related services provided by SFK Housing) 基本費用每月761,264港元(新福港屋宇提供的其他相關服務須另收服務費)	3,500
17 April 2015 二零一五年 四月十七日	<ul style="list-style-type: none"> <li>- GEPM (for and on behalf of the owners of the Langham Place Retail Tower, Carpark and Other Portions) 鷹君物管(代表朗豪坊零售大樓、停車場及其他部分擁有人)</li> <li>- SFK Housing 新福港屋宇</li> </ul>	Provision of cleaning works and periodical deep cleaning services by SFK Housing in relation to (a) the Langham Place Retail Tower, Carpark and Other Portions that are wholly owned by Champion REIT; and (b) other portions of which mainly consist of the footbridges, tunnel, development common areas and common areas serving the Langham Place Retail Tower and High Block of Langham Place 新福港屋宇就(a)朗豪坊零售大樓及停車場(由冠君產業信託全資擁有);及(b)其他部分(主要包括行人天橋、隧道、發展項目公共地方及供朗豪坊零售大樓及朗豪坊高座使用的公共地方)提供清潔工程及定期深層清潔服務	1 May 2015 to 30 April 2017 二零一五年五月一日至二零一七年四月三十日	Basic fees of HK\$1,824,978 per month (subject to any additional services fee for other related services provided by SFK Housing) 基本費用每月1,824,978港元(新福港屋宇提供的其他相關服務須另收服務費)	8,760

Note (1): Given that the Cleaning Services Contracts commenced on 1 May 2015 and expired on 30 April 2017, the annual caps for the year ended 31 December 2017 were determined based on the fees receivable for the period from 1 January 2017 to 30 April 2017.

附註(1): 鑑於清潔服務合約於二零一五年五月一日生效並於二零一七年四月三十日屆滿, 截至二零一七年十二月三十一日止年度的年度上限基於二零一七年一月一日至二零一七年四月三十日止期間的應收費用釐定。

As disclosed in the Prospectus and set out above, the Board estimated that the annual cap under the Cleaning Services Contracts would be HK\$14.260 million (this annual cap was determined based on the fees receivable for the period from 1 January 2017 to 30 April 2017 since the term of the Cleaning Services Contracts would expire on 30 April 2017) for the year ended 31 December 2017.

按招股章程所披露及上文所載, 董事會估計截至二零一七年十二月三十一日止年度清潔服務合約的年度上限將為14.260百萬港元(由於清潔服務合約於二零一七年四月三十日屆滿, 故該年度上限基於二零一七年一月一日至二零一七年四月三十日期間應收的費用釐定)。

GPEM and Longworth are indirect wholly-owned subsidiaries of Great Eagle and Mr. Lo, a Controlling Shareholder, was the then deputy managing director and executive director at the time of entering into the continuing connected transaction and is a controlling shareholder of Great Eagle. As such, GPEM and Longworth are connected persons of the Company for the purpose of the Listing Rules. Accordingly, the transactions contemplated under the Cleaning Services Contracts constitute continuing connected transactions of the Company under Chapter 14A of the Listing Rules.

Since one of the applicable percentage ratios (other than the profits ratio) for the Cleaning Services Contracts is expected to be more than 5% on an annual basis, the transactions contemplated under the Cleaning Services Contracts constitute non-exempt continuing connected transactions under the Listing Rules and are subject to the reporting, annual review and announcement and independent shareholders' approval requirements under Rule 14A of the Listing Rules, subject however to the Waiver.

During the Year, the service fees received by the Group under the Cleaning Services Contracts amounted to HK\$13.1 million, which was within the annual cap for the Year (2016: HK\$39.97 million).

### (3) Foshan Baode Agreements

佛山寶得物業管理有限公司 (Foshan Baode Building Management Limited\*) ("Foshan Baode"), an indirect wholly-owned subsidiary of the Company, has through its head and branch offices entered into a number of service or rental agreements (the "Previous Service and Rental Agreements") with various subsidiaries of SFK Group prior to the completion of the acquisition of the entire equity interest of Foshan Baode from 新福港投資控股(深圳)有限公司 (Sun Fook Kong Investment Holdings (Shenzhen) Limited\*), a wholly-owned subsidiary of SFK Group. All the Previous Service and Rental Agreements expired on 31 December 2016.

鷹君物管及祥裕均為鷹君的間接全資附屬公司，而控股股東羅先生於訂立持續關連交易時為鷹君的當時的副董事總經理及執行董事而仍是控股股東。故此，就上市規則而言，鷹君物管及祥裕均為本公司的關連人士。因此，根據上市規則第14A章清潔服務合約擬進行的交易構成本公司持續關連交易。

由於清潔服務合約的一項適用百分比率(盈利比率除外)按年度基準預計均預期高於5%，根據上市規則，清潔服務合約擬進行的交易屬非豁免持續關連交易，須遵守上市規則第14A章有關申報、年度審閱、公告及獨立股東批准的規定，但以豁免為準。

年內，本集團根據清潔服務合約所收服務費為13.1百萬港元(二零一六年：39.97百萬港元)，未超過年度上限。

### (3) 佛山寶得協議

本公司的間接全資附屬公司佛山寶得物業管理有限公司，已於向新福港集團全資附屬公司新福港投資控股(深圳)有限公司收購佛山寶得全部股權完成前，透過其總部及分支機構與新福港集團的各附屬公司訂立若干服務或租賃協議(「舊服務及租賃協議」)。所有舊服務及租賃協議已於二零一六年十二月三十一日到期。



# REPORT OF THE DIRECTORS

## 董事報告

On 11 January 2017, Foshan Baode, through its head and branch offices, entered into renewed service and rental agreements to renew some of the Previous Service and Rental Agreements (each the “Renewed Agreement” and collectively the “Renewed Agreements”) and also three new services agreements (each the “New Agreement” and collectively the “New Agreements”) with various subsidiaries of the SFK Group as follows:

於二零一七年一月十一日，佛山寶得透過其總部及分支機構訂立經續新服務及租賃協議，以重續若干舊服務及租賃協議（各為「經續新協議」及統稱為「該等經續新協議」），同時亦與新福港集團的若干附屬公司訂立三份新服務協議（各為「新協議」及統稱為「該等新協議」）如下：

Date of New Agreement/ Renewed Agreement	Parties	Scope of services	Term/ Renewed Term	Fees	Annual Cap for the year ended 31 December 2017 截至二零一七年 十二月三十一日 止年度的年度 上限 (approximate RMB'000) (概約 人民幣千元)
新協議／經續 新協議日期	訂約方	服務範圍	年期／續新年期	費用	
11 January 2017 二零一七年 一月十一日	<ul style="list-style-type: none"> <li>— 佛山市新運泰房地產開發有限公司 (Foshan Xin Yun Tai Real Estate Development Company Limited*)</li> <li>— Foshan Baode (through its Foshan head office)</li> <li>— 佛山市新運泰房地產開發有限公司</li> <li>— 佛山寶得 (透過其佛山總辦事處)</li> </ul>	Provision of property consultancy services in respect of 佛山新福港廣場項目 (Foshan Sun Fook Kong Guang Chang Development*) and property services as requested 就佛山新福港廣場項目提供物業顧問服務及所要求的物業服務	1 January 2017 to 31 December 2017 二零一七年一月一日 至二零一七年 十二月三十一日	Basic fee of RMB200,000 per month 基本費用每月人民幣200,000元  Additional service fees for the property services, if any 物業服務的額外服務費 (如有)	2,880

# REPORT OF THE DIRECTORS

## 董事報告

Date of New Agreement/ Renewed Agreement	Parties	Scope of services	Term/ Renewed Term	Fees	Annual Cap for the year ended 31 December 2017 截至二零一七年 十二月三十一日 止年度的年度 上限 (approximate RMB'000) (概約 人民幣千元)
新協議/經續 新協議日期	訂約方	服務範圍	年期/續新年期	費用	
11 January 2017 二零一七年 一月十一日	<ul style="list-style-type: none"> <li>— 都江堰根園房地產開發有限公司 (Dujianyan Gen Yuan Real Estate Development Limited<sup>4</sup>)</li> <li>— Foshan Baode (through its Foshan head office)</li> <li>— 都江堰根園房地產開發有限公司</li> <li>— 佛山寶得(透過其佛山總辦事處)</li> </ul>	Provision of property consultancy services in respect of 成都青城·根園項目 (Chengdu Qing Cheng, Gen Yuan Development <sup>4</sup> ) and property services as requested 就成都青城·根園項目提供物業顧問服務及所要求的物業服務	1 January 2017 to 31 December 2017 二零一七年一月一日至二零一七年十二月三十一日	Basic fee of RMB50,000 per month 基本費用每月人民幣50,000元  Additional service fees for the property services, if any 物業服務的額外服務費(如有)	720
11 January 2017 二零一七年 一月十一日	<ul style="list-style-type: none"> <li>— 廣州市宏康福港房地產開發有限公司 (Guangzhou Hong Kang Fook Kong Real Estate Development Company Limited) ("Guangzhou Hong Kang Fook Kong")</li> <li>— Foshan Baode (through its Guangzhou branch office)</li> <li>— 廣州市宏康福港房地產開發有限公司(「廣州宏康福港」)</li> <li>— 佛山寶得(透過其廣州分支辦事處)</li> </ul>	Provision of property consultancy services in respect of 廣州福港鼎峰花園項目 (Guangzhou Fook Kong The Paramount Development <sup>4</sup> ) ("The Paramount") and property services as requested 就廣州福港鼎峰花園項目(「鼎峰項目」)提供物業顧問服務及所要求的物業服務	1 January 2017 to 31 December 2017 二零一七年一月一日至二零一七年十二月三十一日	Basic fee of RMB22,000 per month 基本費用每月人民幣22,000元  Additional service fees for the property services, if any 物業服務的額外服務費(如有)	317
11 January 2017 二零一七年 一月十一日	<ul style="list-style-type: none"> <li>— 江門市華盈投資有限公司 (Jiangmen Hua Ying Investment Limited<sup>4</sup>) ("Jiangmen Hua Ying")</li> <li>— Foshan Baode (through its Jiangmen branch)</li> <li>— 江門市華盈投資有限公司(「江門華盈」)</li> <li>— 佛山寶得(透過其江門分支辦事處)</li> </ul>	Provision of services in respect of La Baie Palais Phase 1 Development <sup>4</sup> : <ul style="list-style-type: none"> <li>— property management services</li> <li>— property consultancy services</li> </ul> 就峻廷灣商住小區一期發展提供服務: <ul style="list-style-type: none"> <li>— 物業管理服務</li> <li>— 物業顧問服務</li> </ul>	1 January 2017 to 31 December 2017 二零一七年一月一日至二零一七年十二月三十一日	<ul style="list-style-type: none"> <li>— Service fees for the property management services are calculated on commission basis and charged at the rate of 10% out of the monthly management fees payable by the unit owners</li> <li>— Property consultancy services will be charged separately in accordance with the agreement</li> <li>— 物業管理服務的服務費乃按「酬金制」計算，並由單位業主應付每月管理費中收取10%</li> <li>— 物業顧問服務根據協議另行收取</li> </ul>	324

# REPORT OF THE DIRECTORS

## 董事報告

Date of New Agreement/ Renewed Agreement	Parties	Scope of services	Term/ Renewed Term	Fees	Annual Cap for the year ended 31 December 2017 截至二零一七年十二月三十一日止年度的年度上限 (approximate RMB'000) (概約人民幣千元)
新協議/經續新協議日期	訂約方	服務範圍	年期/續新年期	費用	
11 January 2017 二零一七年一月十一日	<ul style="list-style-type: none"> <li>– Guangzhou Hong Kong Fook Kong</li> <li>– Foshan Baode (through its Guangzhou branch office)</li> <li>– 廣州宏康福港</li> <li>– 佛山寶得(透過其廣州分支辦事處)</li> </ul>	<p>Leasing of the property situated at 廣州高新技術產業開發區科學城香雪大道西283號A15, 福港鼎峰花園商業綜合樓 (A15, No. 283, Xiangxue Road West, Guangzhou Science City, Gaoxin Jishu Chanye Development Zone, Fook Kong Paramount Commercial Complex<sup>#</sup>)</p> <p>租賃位於廣州高新技術產業開發區科學城香雪大道西283號A15, 福港鼎峰花園商業綜合樓的物業</p>	1 January 2017 to 31 December 2017 二零一七年一月一日至二零一七年十二月三十一日	Monthly rental of RMB8,960.40 月租人民幣8,960.40元	108
11 January 2017 二零一七年一月十一日	<ul style="list-style-type: none"> <li>– Jiangmen Hua Ying</li> <li>– Foshan Baode (through its Jiangmen branch office)</li> <li>– 江門華盈</li> <li>– 佛山寶得(透過其江門分支辦事處)</li> </ul>	<p>Leasing of the property property situated at 鶴山峻廷灣御湖60號商業綜合樓 (Commercial Complex, No. 60, Yuhu, Heshan La Baie Palais<sup>#</sup>)</p> <p>租賃位於鶴山峻廷灣御湖60號商業綜合樓的物業</p>	1 January 2017 to 31 December 2017 二零一七年一月一日至二零一七年十二月三十一日	Monthly rental of RMB10,595.76 月租人民幣10,595.76元	128
11 January 2017 二零一七年一月十一日	<ul style="list-style-type: none"> <li>– Guangzhou Hong Kong Fook Kong</li> <li>– Foshan Baode (through its Foshan head office)</li> <li>– 廣州宏康福港</li> <li>– 佛山寶得(透過其佛山總辦事處)</li> </ul>	<p>Provision of property consultancy services in respect of The Paramount and property services as requested</p> <p>就鼎峰項目提供物業顧問服務及所要求的物業服務</p>	1 January 2017 to 31 December 2017 二零一七年一月一日至二零一七年十二月三十一日	Basic fee of RMB50,000 per month 基本費用每月人民幣50,000元 Additional service fees for the property services, if any 物業服務的額外服務費(如有)	720
11 January 2017 二零一七年一月十一日	<ul style="list-style-type: none"> <li>– Jiangmen Hua Ying</li> <li>– Foshan Baode (through its Jiangmen branch)</li> <li>– 江門華盈</li> <li>– 佛山寶得(透過其江門分支辦事處)</li> </ul>	<p>Provision of property consultancy services in respect of 鶴山峻廷灣項目 (Heshan La Baie Palais Development<sup>#</sup>), and property services as requested</p> <p>就鶴山峻廷灣項目(「峻廷灣」)提供物業顧問服務及所要求的物業服務</p>	1 January 2017 to 31 December 2017 二零一七年一月一日至二零一七年十二月三十一日	Basic fee of RMB28,000 per month 基本費用每月人民幣28,000元	403

Date of New Agreement/ Renewed Agreement	Parties	Scope of services	Term/ Renewed Term	Fees	Annual Cap for the year ended 31 December 2017 截至二零一七年十二月三十一日止年度的年度上限 (approximate RMB'000) (概約人民幣千元)
新協議/經續新協議日期	訂約方	服務範圍	年期/續新年期	費用	
11 January 2017 二零一七年一月十一日	<ul style="list-style-type: none"> <li>- Jiangmen Hua Ying</li> <li>- Foshan Baode (through its Jiangmen branch)</li> <li>- 江門華盈</li> <li>- 佛山寶得(透過其江門分支辦事處)</li> </ul>	Provision of services in respect of La Baie Palais Phase 2 Development* <ul style="list-style-type: none"> <li>- property consultancy services</li> <li>- property management services</li> </ul> 就峻廷灣2期發展提供服務： <ul style="list-style-type: none"> <li>- 物業顧問服務</li> <li>- 物業管理服務</li> </ul>	1 January 2017 to 31 December 2017 二零一七年一月一日至二零一七年十二月三十一日	<ul style="list-style-type: none"> <li>- Service fees for the property management services are calculated on commission basis and charged at the rate of 10% out of the monthly management fees payable by the unit owners</li> <li>- Property consultancy services will be charged separately in accordance with the agreement</li> <li>- 物業管理服務的服務費乃按「酬金制」計算，並由單位業主應付每月管理費中收取10%</li> <li>- 物業顧問服務將根據協議另行收取</li> </ul>	238

The Board's estimated annual caps under the Renewed Agreements and the New Agreements, as disclosed in the announcement of the Company dated 11 January 2017, are set out above. For more details of the Renewed Agreements and the New Agreements and the basis of determination of these annual caps, please refer to such announcement.

During the Year, the total service fees received and rental paid under the Renewed Agreements and the New Agreements amounted to RMB4,599,000 (equivalent to approximately HK\$5,502,000), which was within the annual caps for the Year.

SFK Group is a controlling shareholder of the Company. Thus, SFK Group and its subsidiaries are connected persons of the Company for the purpose of the Listing Rules. Accordingly, the transactions contemplated under the Renewed Agreements and the New Agreements constituted continuing connected transactions of the Company under Chapter 14 A of the Listing Rules.

董事會估計的該等經續新協議及該等新協議項下的年度上限(誠如本公司日期為二零一七年一月十一日的公告所披露)載於上文。有關該等經續新協議及該等新協議及該等年度上限的釐定基準的更多詳情，請參閱有關公告。

年內，根據該等經續新協議及該等新協議收取的服務費用及支付的租金總額為人民幣4,599,000元(相當於約5,502,000港元)，未超過年內的年度上限。

新福港集團為本公司的控股股東。因此，就上市規則而言，新福港集團及其附屬公司為本公司關連人士。因此，根據上市規則第14A章，該等經續新協議及該等新協議項下擬進行的交易構成本公司的持續關連交易。

# REPORT OF THE DIRECTORS

## 董事報告

Since the estimated annual cap for the Year for the transactions under the Renewed Agreements and the New Agreements, as one or more of the applicable percentage ratios calculated in accordance with the Listing Rules are expected to be more than 0.1% but less than 5%, such transactions are continuing connected transactions subject to the reporting, announcement and annual review requirements, but are exempt from the circular and shareholders' approval requirements under Chapter 14A of the Listing Rules.

All the Renewed Agreements and the New Agreements have expired on 31 December 2017. On 22 January 2018, Foshan Baode has renewed some of them while for the others, new agreements have been entered into by Foshan Baode in replacement. For more details of these further renewed agreements and new agreements, the proposed annual caps and basis of determination, please refer to the announcement of the Company dated 22 January 2018.

### THE WAIVER

The Group has applied to the Stock Exchange for, and the Stock Exchange has granted it, a waiver from strict compliance with the announcement and (where applicable) independent shareholders' approval requirements of the Listing Rules in respect of the non-exempt continuing connected transactions as disclosed above in paragraphs 1 (for the Tenancy Agreement and the Master License Agreement on an aggregated basis and for the Renewed Tenancy Agreement on a standalone basis) to 2 under the above section headed "Continuing Connected Transactions" subject to (a) these non-exempt continuing connected transactions will be carried out in compliance with the requirements of the Listing Rules and the Company shall comply with the relevant requirements for continuing connected transactions in accordance with Chapter 14A of the Listing Rules; and (b) the aggregate value of each of these non-exempt continuing connected transactions for each of the financial years ended 31 December 2019 will not exceed the relevant annual caps.

由於該等經續新協議及該等新協議項下之交易之年度估計年度上限，根據上市規則計算的一項或多項適用百分比率預期超過0.1%但低於5%，故有關交易屬持續關連交易，須遵守申報、公告及年度審閱規定，惟豁免遵守上市規則第14A章項下之通函及股東批准之規定。

所有該等經續新協議及該等新協議已於二零一七年十二月三十一日屆滿。於二零一八年一月二十二日，佛山寶得已續新部分服務協議，而就其他服務協議而言，佛山寶得已訂立新的替代協議。有關該等進一步續新協議及新協議、建議年度上限及釐定基準的更多詳情，請參閱本公司日期為二零一八年一月二十二日的公告。

### 豁免

本集團已就上述「持續關連交易」一節第1段（租賃協議及總許可協議（按綜合基準）及經續新租賃協議（按獨立基準））至第2段所披露非豁免持續關連交易向聯交所申請，且聯交所已就此予以批准，豁免我們嚴格遵守上市規則有關公告及（如適用）獨立股東批准的規定，惟(a)該等非豁免持續關連交易將根據上市規則規定進行，及本公司須根據上市規則第14A章遵守有關持續關連交易的規定；及(b)各項非豁免持續關連交易於截至二零一九年十二月三十一日止財政年度各年的總價值不會超過相關年度上限。



## ANNUAL REVIEW OF CONTINUING CONNECTED TRANSACTIONS

Pursuant to Rule 14A.55 of the Listing Rules, the above non-exempt continuing connected transactions have been reviewed by the INEDs who have 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 agreements governing them on terms that are fair and reasonable and in the interests of the Shareholders as a whole.

The Company's auditor has been engaged by the Company to report on the above non-exempt continuing connected transactions. The auditor has issued a letter to the Board containing their findings and conclusions in respect of the above non-exempt continuing connected transactions in accordance with Rule 14A.56 of the Listing Rules. The auditor has confirmed that nothing has come to their attention that causes them to believe that the above non-exempt continuing connected transactions:

- (a) have not been approved by the Board;
- (b) were not, in all material respects, in accordance with the pricing policies of the Group for transactions involving the provision of goods or services by the Group;
- (c) were not entered into, in all material respects, in accordance with the relevant agreement governing the transactions; and
- (d) have exceeded the annual cap as set by the Company.

A copy of the auditor's letter has been provided to the Stock Exchange in accordance with Rule 14A.57 of the Listing Rules.

## PERMITTED INDEMNITY PROVISIONS

At no times during the Year was there any permitted indemnity provisions (whether made by the Company or otherwise) being in force for the benefit of any Directors of the Company, or of its associated Company.

## 持續關連交易的年度審閱

根據上市規則第14A.55條，上述非豁免持續關連交易已由獨立非執行董事審閱，確認各交易(a)於本集團日常一般業務過程中；(b)按正常或更佳商業條款；及(c)根據有關協議訂立，而協議條款公平合理且符合股東整體利益。

本公司核數師受聘對上述非豁免持續關連交易作出報告。根據上市規則第14A.56條，核數師已就上述非豁免持續關連交易向董事會發出意見函，載有其審閱結果和結論。核數師確認，彼等概無獲悉任何事項致使彼等認為上述非豁免持續關連交易：

- (a) 未經董事會批准；
- (b) 在各重大方面未遵守本集團有關提供產品或服務之交易的定價政策；
- (c) 在各重大方面未遵守規管該等交易之相關協議進行；及
- (d) 超出本公司設定之年度上限。

本公司已根據上市規則第14A.57條向聯交所提供核數師函件副本。

## 獲准彌償條文

本年度概無以本公司或其聯營公司的任何董事為受益人的任何獲准彌償條文(不論是否由本公司或其他人士作出)。

# REPORT OF THE DIRECTORS

## 董事報告

### RELIEF OF TAXATION

The Company is not aware of any relief from taxation available to the Shareholders by reason of their holding of the Shares.

### BUSINESS REVIEW

The business review of the Group for the Year is included in the “Management Discussion and Analysis” in this annual report on pages 7 to 33. Such business review forms part of this Report of the Directors.

### SIGNIFICANT LEGAL PROCEEDINGS

The Group was not engaged in any litigation or arbitration of material importance and so far as the Directors are aware, no litigation or claim of material importance is pending or threatened by or against the Group.

### EVENTS AFTER THE REPORTING PERIOD

Save for the continuing connected transactions as disclosed in the announcement dated 22 January 2018, the Board is not aware of any significant event requiring disclosure that has taken place subsequent to 31 December 2017 and up to the date of this annual report.

### CORPORATE GOVERNANCE

Details of the corporate governance of the Company are set out in the section headed “Corporate Governance Report” in this annual report on pages 78 to 90.

### AUDITOR

The consolidated financial statements for the Year have been audited by KPMG, who will retire and, being eligible, offer themselves for reappointment at the 2018 AGM. A resolution for their re-appointment as the auditor of the Company will be proposed at the 2018 AGM.

On behalf of the Board

**Chan Ki Chun**

*Chairman*

Hong Kong, 26 March 2018

# The English names are translations from their Chinese names. If there is any inconsistency, the Chinese names shall prevail.

### 稅務寬免

就本公司所知，股東並無因持有股份而獲得任何稅務寬免。

### 業務回顧

本集團年內業務回顧載於本年報第7至33頁的「管理層討論及分析」。該業務回顧屬於本董事報告的一部分。

### 重大法律訴訟

本集團概無涉及任何重大訴訟或仲裁，而就董事所知，本集團亦無任何尚未了結或似將發生的重大訴訟或索償要求。

### 報告期後事項

除日期為二零一八年一月二十二日的公告所披露的持續關連交易以外，就董事會所知，二零一七年十二月三十一日至本年報日期並無任何須予披露的重大事項。

### 企業管治

本公司企業管治詳情載於本年報第78至90頁的「企業管治報告」。

### 核數師

畢馬威會計師事務所已審核年內綜合財務報表，其將於二零一八年股東週年大會退任並合資格膺選連任。有關續聘其為本公司核數師的決議案將於二零一八年股東週年大會提呈。

代表董事會

主席

**陳麒淳**

香港，二零一八年三月二十六日



**Independent auditor's report to the shareholders of  
SFK Construction Holdings Limited**  
(Incorporated in Bermuda with limited liability)

**OPINION**

We have audited the consolidated financial statements of SFK Construction Holdings Limited ("the Company") and its subsidiaries ("the Group") set out on pages 128 to 207, which comprise the consolidated statement of financial position as at 31 December 2017, the consolidated income statement, the consolidated statement of comprehensive income, the consolidated statement of changes in equity and the consolidated cash flow statement for the year then ended and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at 31 December 2017 and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards ("HKFRS") 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 ("HKSAAs") issued by the HKICPA. Our responsibilities under those standards are further described in the *Auditor's responsibilities for the audit of the consolidated financial statements* section of our report. We are independent of the Group in accordance with the HKICPA's *Code of Ethics for Professional Accountants* ("the Code") together with any ethical requirements that are relevant to our audit of the consolidated financial statements in Bermuda, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

**KEY AUDIT MATTERS**

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

**獨立核數師報告**  
致新福港建設集團有限公司股東  
(於百慕達註冊成立的有限公司)

**意見**

本核數師(以下簡稱「我們」)已審計列載於第128至207頁的新福港建設集團有限公司(以下簡稱「貴公司」)及其附屬公司(以下統稱「貴集團」)的綜合財務報表。此綜合財務報表包括於二零一七年十二月三十一日的綜合財務狀況表與截至該日止年度的綜合收益表、綜合全面收益表、綜合權益變動表和綜合現金流量表,以及綜合財務報表附註,包括主要會計政策概要。

我們認為,該等綜合財務報表已根據香港會計師公會頒布的《香港財務報告準則》真實而中肯地反映了貴集團於二零一七年十二月三十一日的綜合財務狀況及截至該日止年度的綜合財務表現及綜合現金流量,並已遵照香港《公司條例》的披露要求妥為擬備。

**意見的基礎**

我們已根據香港會計師公會頒布的《香港審計準則》進行審計。我們在該等準則下承擔的責任已在本報告「核數師就審計綜合財務報表承擔的責任」部分中作進一步闡述。根據香港會計師公會頒布的《專業會計師道德守則》(以下簡稱「守則」)以及與我們對百慕達綜合財務報表的審計相關的道德要求,我們獨立於貴集團,並已履行這些道德要求以及守則中的其他專業道德責任。我們相信,我們所獲得的審計憑證能充足及適當地為我們的審計意見提供基礎。

**關鍵審計事項**

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

# INDEPENDENT AUDITOR'S REPORT

## 獨立核數師報告

### KEY AUDIT MATTERS (Continued)

### 關鍵審計事項(續)

#### Contract accounting estimates

#### 合約會計估計

Refer to note 3 to the consolidated financial statements and the accounting policies in notes 1(k) and 1(s)(i) to the consolidated financial statements

請參閱綜合財務報表附註3及綜合財務報表附註1(k)及1(s)(i)中的會計政策。

#### The Key Audit Matter

#### 關鍵審核事項

The Group recorded revenue from the provision of general building and civil engineering totalling HK\$4,504 million for the year ended 31 December 2017.

截至二零一七年十二月三十一日止年度，貴集團錄得提供一般建築及土木工程產生的收入總計為4,504百萬港元。

Contract revenue and profit are recognised using the percentage of completion method, measured by reference to the percentage of the estimated total revenue for the contracts entered into by the Group that have been performed to date. The recognition of revenue and profit therefore relies on management's estimate of the final outcome of each contract, which involves the exercise of significant management judgement, particularly in forecasting the costs to complete a contract, in valuing contract variations, claims and liquidated damages and in assessing the ability of the Group to deliver services according to the agreed timetable.

合約收入及溢利乃按完工百分比法予以確認，參照迄今為止進行的工作的工程完成度佔貴集團簽訂的合約的估計總收入的百分比進行估量。因此，收入及溢利的確認倚賴於管理層對各項合約的最終結果的估計，當中涉及行使重大管理層判斷，尤其是在預測完成合約的成本、評估合約變量、申索及違約賠償金以及評估貴集團根據協定的時間表提供服務的能力方面。

#### How the matter was addressed in our audit

#### 我們的審計如何處理該事項

Our audit procedures to assess contract accounting estimates included the following:

我們評估合約會計估計的審核程序包括以下各項：

- assessing the design, implementation and operating effectiveness of key internal controls over the contract revenue and profit recognition processes;
- 評估對合約收入及溢利確認流程的關鍵內部控制的設計、實施及經營效力；
- discussing with the Group management and project directors the performance of the major contracts in progress during the year and challenging the key estimates and assumptions adopted in the forecast of contract revenue and contract costs, including estimated costs to completion, the recognition of variation orders, the adequacy of contingency provisions and their assessment of potential liquidated damages for contracts which are behind schedule, by obtaining and assessing information in connection the assumptions adopted, including contract agreements and sub-contracts, confirmations from and correspondence with customers regarding contract variations and claims and by considering historical outcomes for similar contracts;
- 透過獲取及評估與所採納的假設有關於資料(包括合約協議及分包合約、客戶對合約變動及申索的確認及與客戶的通信)以及透過考慮類似合約的歷史結果，與貴集團管理層及項目總監討論年內正在進行的合約的績效並對在預測合約收益及合約成本時所採納的關鍵估計及假設提出質疑，包括估計的完成成本、合約變量的確認、應計經費的充足性及其對落後於預定計劃的潛在違約賠償金的評估；

KEY AUDIT MATTERS (Continued)

關鍵審計事項(續)

Contract accounting estimates

合約會計估計

Refer to note 3 to the consolidated financial statements and the accounting policies in notes 1(k) and 1(s)(i) to the consolidated financial statements

請參閱綜合財務報表附註3及綜合財務報表附註1(k)及1(s)(i)中的會計政策。

The Key Audit Matter

關鍵審核事項

We identified contract accounting estimates as a key audit matter because the estimation of the total revenue and total costs to complete contracts is inherently subjective and requires significant management judgement and estimation and because errors in the forecast of contract revenue and contract costs could result in a material variance in the amount of profit or loss recognised from contracts to date and, therefore, in the current period.

我們將合約會計估計確定為關鍵審核事項，因為總收入及完成合約的總成本估計原本具有主觀性且需要重大的管理層判斷及估計及由於合約收入及合約成本預測的錯誤可能會導致迄今為止（及因此於當前期間內）透過合約確認的損益金額出現重大差異。

How the matter was addressed in our audit

我們的審計如何處理該事項

- obtaining a detailed breakdown of the total estimated costs to completion for major contracts in progress during the year and comparing, on a sample basis, actual costs incurred to-date and cost estimates to agreements, certifications or correspondence with subcontractors and suppliers and other documentation referred to by management in its assessment of the estimated costs to completion;
- 取得年內正在進行的主要合約的完成估計總成本的詳盡明細，並以抽樣方式比較至今產生的實際成本和估計費用，與分包商及供應商間的協議、認證或通訊以及管理層在評估完成估計成本時提述的其他文件；
- comparing the percentage of contact revenue recognised for the major contracts in progress during the year with certifications from the professionals appointed by the customers;
- 將就年內正在進行的重大合約確認的合約收入的百分比與來自客戶委聘的專業人士的認證進行對比；
- conducting site visits, on a sample basis, to observe the progress of individual contracts and discussing with site personnel the status of each project and evaluating whether the project progress was consistent with the agreed timetable and the Group's financial accounting records;
- 按抽樣基準進行實地視察以觀察個別合約的進度，並與現場人員討論各個項目的狀態及評估項目進度與協定的時間表及貴集團的財務會計記錄是否一致；



# INDEPENDENT AUDITOR'S REPORT

## 獨立核數師報告

### KEY AUDIT MATTERS (Continued)

### 關鍵審計事項(續)

#### Contract accounting estimates

#### 合約會計估計

Refer to note 3 to the consolidated financial statements and the accounting policies in notes 1(k) and 1(s)(i) to the consolidated financial statements

請參閱綜合財務報表附註3及綜合財務報表附註1(k)及1(s)(i)中的會計政策。

#### The Key Audit Matter

#### 關鍵審核事項

#### How the matter was addressed in our audit

#### 我們的審計如何處理該事項

- performing a retrospective review for contracts completed during the current year by comparing the final outcome of the contracts to previous estimates made for those contracts to assess the reliability of the management's forecasting process; and
- 通過將合約的最終結果與之前對該等合約作出的估計進行對比，對本年度完成的合約進行回顧性審核，以評估管理層預測流程的可靠性；及
- inspecting a sample of contract agreements with customers and subcontractors to identify key terms and conditions, including contracting parties, contract period, contract sum, scope of work, liquidated damages and evaluating whether these key terms and conditions had been appropriately reflected in the total estimated revenue and costs to complete under the forecasts of contract.
- 抽樣檢查與客戶及分包商的合約協議以確定關鍵條款及條件(包括訂約方、合約期、合約金額、工作範圍、違約賠償金)並評估該等關鍵條款及條件是否根據合約預測於估計收入總額及完成成本中得到恰當的反映。

### INFORMATION OTHER THAN THE CONSOLIDATED FINANCIAL STATEMENTS AND AUDITOR'S REPORT THEREON

The directors are responsible for the other information. The other information comprises all 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.

### 綜合財務報表及其核數師報告以外的信息

董事需對其他信息負責。其他信息包括刊載於年報內的全部信息，但不包括綜合財務報表及我們的核數師報告。

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

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

# INDEPENDENT AUDITOR'S REPORT

## 獨立核數師報告

### INFORMATION OTHER THAN THE CONSOLIDATED FINANCIAL STATEMENTS AND AUDITOR'S REPORT THEREON *(Continued)*

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

### RESPONSIBILITIES OF THE DIRECTORS FOR THE CONSOLIDATED FINANCIAL STATEMENTS

The directors 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.

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

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

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. This report is made solely to you, as a body, in accordance with Section 90 of the Bermuda Companies Act 1981, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with HKSAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

### 綜合財務報表及其核數師報告以外的信息 (續)

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

### 董事就綜合財務報表須承擔的責任

董事須負責根據香港會計師公會頒布的《香港財務報告準則》及香港《公司條例》的披露要求擬備真實而中肯的綜合財務報表，並對其認為為使綜合財務報表的擬備不存在由於欺詐或錯誤而導致的重大錯誤陳述所需的內部控制負責。

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

審核委員會協助董事履行監督貴集團的財務報告過程的責任。

### 核數師就審計綜合財務報表承擔的責任

我們的目標，是對綜合財務報表整體是否不存在由於欺詐或錯誤而導致的重大錯誤陳述取得合理保證，並出具包括我們意見的核數師報告。我們是按照百慕達1981年《公司法案》第90條的規定，僅向整體股東報告。除此以外，我們的報告不可用作其他用途。我們概不就本報告的內容，對任何其他人士負責或承擔法律責任。

合理保證是高水平的保證，但不能保證按照《香港審計準則》進行的審計，在某一重大錯誤陳述存在時總能發現。錯誤陳述可以由欺詐或錯誤引起，如果合理預期它們單獨或滙總起來可能影響綜合財務報表使用者依賴財務報表所作出的經濟決定，則有關的錯誤陳述可被視作重大。

# INDEPENDENT AUDITOR'S REPORT

## 獨立核數師報告

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

(Continued)

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.

### 核數師就審計綜合財務報表承擔的責任(續)

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

- 識別和評估由於欺詐或錯誤而導致綜合財務報表存在重大錯誤陳述的風險，設計及執行審計程序以應對這些風險，以及獲取充足和適當的審計憑證，作為我們意見的基礎。由於欺詐可能涉及串謀、偽造、蓄意遺漏、虛假陳述，或凌駕於內部控制之上，因此未能發現因欺詐而導致的重大錯誤陳述的風險高於未能發現因錯誤而導致的重大錯誤陳述的風險。
- 了解與審計相關的內部控制，以設計適當的審計程序，但目的並非對 貴集團內部控制的有效性發表意見。
- 評價董事所採用會計政策的恰當性及作出會計估計和相關披露的合理性。
- 對董事採用持續經營會計基礎的恰當性作出結論。根據所獲取的審計憑證，確定是否存在與事項或情況有關的重大不確定性，從而可能導致對 貴集團的持續經營能力產生重大疑慮。如果我們認為存在重大不確定性，則有必要在核數師報告中提請使用者注意綜合財務報表中的相關披露。假若有關的披露不足，則我們應當發表非無保留意見。我們的結論是基於核數師報告日止所取得的審計憑證。然而，未來事項或情況可能導致 貴集團不能持續經營。
- 評價綜合財務報表的整體列報方式、結構和內容，包括披露，以及綜合財務報表是否中肯反映交易和事項。
- 就 貴集團內實體或業務活動的財務信息獲取充足、適當的審計憑證，以便對綜合財務報表發表意見。我們負責 貴集團審計的方向、監督和執行。我們為審計意見承擔全部責任。

# INDEPENDENT AUDITOR'S REPORT

## 獨立核數師報告

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

(Continued)

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

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

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

The engagement partner on the audit resulting in this independent auditor's report is Yeung Yuk Fan.

#### KPMG

*Certified Public Accountants*

8th Floor, Prince's Building  
10 Chater Road  
Central, Hong Kong

26 March 2018

### 核數師就審計綜合財務報表承擔的責任(續)

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

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

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

出具本獨立核數師報告的審計項目合夥人是楊玉芬。

#### 畢馬威會計師事務所

執業會計師

香港中環  
遮打道十號  
太子大廈八樓

二零一八年三月二十六日

# CONSOLIDATED INCOME STATEMENT

## 綜合收益表

For the year ended 31 December 2017 截至二零一七年十二月三十一日止年度  
(Expressed in Hong Kong dollars) (以港元呈列)

		Note 附註	2017 二零一七年 \$'000 千元	2016 二零一六年 \$'000 千元
<b>Revenue</b>	<b>收益</b>	3	<b>4,611,972</b>	3,002,023
Direct costs	直接成本		<b>(4,364,813)</b>	(2,805,536)
<b>Gross profit</b>	<b>毛利</b>		<b>247,159</b>	196,487
Other revenue	其他收益	4	<b>351</b>	258
Other net gain	其他淨收益	5	<b>528</b>	–
Administrative expenses	行政開支		<b>(72,668)</b>	(67,001)
<b>Profit from operations</b>	<b>經營溢利</b>		<b>175,370</b>	129,744
Finance costs	融資成本	6(a)	<b>(5,486)</b>	(3,007)
Share of profit less loss of joint ventures	分佔合營企業溢利減虧損		<b>1,022</b>	945
<b>Profit before taxation</b>	<b>除稅前溢利</b>	6	<b>170,906</b>	127,682
Income tax	所得稅	7(a)	<b>(28,215)</b>	(21,571)
<b>Profit for the year</b>	<b>年度溢利</b>		<b>142,691</b>	106,111
<b>Attributable to:</b>	<b>應佔：</b>			
Equity shareholders of the Company	本公司權益股東		<b>141,874</b>	105,967
Non-controlling interests	非控股權益		<b>817</b>	144
<b>Profit for the year</b>	<b>年度溢利</b>		<b>142,691</b>	106,111
<b>Earnings per share – Basic/Diluted</b>	<b>每股盈利 – 基本／攤薄</b>	10	<b>35.5 cents 港仙</b>	26.5 cents 港仙

The notes on pages 135 to 207 form part of these consolidated financial statements. Details of dividends payable to equity shareholders of the Company attributable to the profit for the year are set out in note 19(b).

第135至207頁附註構成該等綜合財務報表一部份。有關年度溢利之應付本公司權益股東之股息詳情載於附註19(b)。



# CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

## 綜合全面收益表

For the year ended 31 December 2017 截至二零一七年十二月三十一日止年度  
(Expressed in Hong Kong dollars) (以港元呈列)

		2017 二零一七年 \$'000 千元	2016 二零一六年 \$'000 千元
<b>Profit for the year</b>	年度溢利	<b>142,691</b>	106,111
<b>Other comprehensive income for the year (after tax)</b>	年度其他全面收益(除稅後)		
<i>Item that may be reclassified subsequently to profit or loss:</i>	<i>其後可重新分類至損益的項目：</i>		
Exchange differences on translation of financial statements of overseas subsidiaries	換算海外附屬公司財務報表的匯兌差額	<b>368</b>	(166)
<b>Total comprehensive income for the year</b>	年度全面收益總額	<b>143,059</b>	105,945
<b>Attributable to:</b>	應佔：		
Equity shareholders of the Company	本公司權益股東	<b>142,242</b>	105,801
Non-controlling interests	非控股權益	<b>817</b>	144
<b>Total comprehensive income for the year</b>	年度全面收益總額	<b>143,059</b>	105,945

The notes on pages 135 to 207 form part of these consolidated financial statements. 第135至207頁附註構成該等綜合財務報表一部份。

# CONSOLIDATED STATEMENT OF FINANCIAL POSITION

## 綜合財務狀況表

at 31 December 2017 於二零一七年十二月三十一日  
(Expressed in Hong Kong dollars) (以港元呈列)

		Note	2017 二零一七年 \$'000 千元	2016 二零一六年 \$'000 千元
		附註		
<b>Non-current assets</b>	<b>非流動資產</b>			
Plant and equipment	廠房及設備	11	<b>30,314</b>	27,149
Goodwill	商譽		<b>1,209</b>	–
Interest in a joint venture	於合營企業的權益	13(a)	<b>3,089</b>	2,067
Deferred tax assets	遞延稅項資產	7(c)(ii)	<b>33,557</b>	1,217
			<b>68,169</b>	30,433
<b>Current assets</b>	<b>流動資產</b>			
Gross amount due from customers for contract work	應收合約工程客戶總額	14	<b>689,399</b>	570,330
Trade and other receivables	應收貿易賬款及其他應收款項	15	<b>871,904</b>	524,689
Current tax recoverable	可收回即期稅項	7(c)(i)	<b>2,482</b>	2,742
Pledged deposits	抵押存款		<b>25,006</b>	19,941
Cash at banks and in hand	銀行及手頭現金	16(a)	<b>256,759</b>	215,828
			<b>1,845,550</b>	1,333,530
<b>Current liabilities</b>	<b>流動負債</b>			
Gross amount due to customers for contract work	應付合約工程客戶總額	14	<b>186,396</b>	124,458
Trade and other payables	應付貿易賬款及其他應付款項	17	<b>931,071</b>	674,780
Amount due to a joint venture	應付合營企業款項	13(a)	<b>1,904</b>	1,032
Bank loans and overdrafts	銀行貸款及透支	18	<b>307,742</b>	100,732
Current tax payable	應付即期稅項	7(c)(i)	<b>8,360</b>	8,060
			<b>1,435,473</b>	909,062
<b>Net current assets</b>	<b>流動資產淨值</b>		<b>410,077</b>	424,468
<b>Total assets less current liabilities</b>	<b>總資產減流動負債</b>		<b>478,246</b>	454,901
<b>Non-current liabilities</b>	<b>非流動負債</b>			
Deferred tax liabilities	遞延稅項負債	7(c)(ii)	<b>3,451</b>	3,165
<b>NET ASSETS</b>	<b>資產淨值</b>		<b>474,795</b>	451,736

# CONSOLIDATED STATEMENT OF FINANCIAL POSITION

## 綜合財務狀況表

at 31 December 2017 於二零一七年十二月三十一日  
(Expressed in Hong Kong dollars) (以港元呈列)

		Note	2017 二零一七年 \$'000 千元	2016 二零一六年 \$'000 千元
		附註		
<b>CAPITAL AND RESERVES</b>	<b>資本及儲備</b>			
Share capital	股本	19(c)	40,000	40,000
Reserves	儲備		433,991	411,749
<b>Total equity attributable to equity shareholders of the Company</b>	<b>本公司權益股東應佔權益總額</b>		<b>473,991</b>	451,749
<b>Non-controlling interests</b>	<b>非控股權益</b>		<b>804</b>	(13)
<b>TOTAL EQUITY</b>	<b>權益總額</b>		<b>474,795</b>	451,736

Approved and authorised for issue by the board of directors on 26 March 2018.

經董事會於二零一八年三月二十六日批准及授權發行。

**Chan Ki Chun**

陳麒淳

Directors

董事

**Yeung Cho Yin, William**

楊楚賢

Directors

董事

The notes on pages 135 to 207 form part of these consolidated financial statements.

第135至207頁附註構成該等綜合財務報表一部份。

# CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

## 綜合權益變動表

For the year ended 31 December 2017 截至二零一七年十二月三十一日止年度  
(Expressed in Hong Kong dollars) (以港元呈列)

		Attributable to equity shareholders of the Company 本公司權益股東應佔					Non-controlling interests		Total equity
Note		Share capital	Share premium	Capital reserve	Exchange reserve	Retained profits	Total	Non-controlling interests	Total equity
附註		股本	股份溢價	資本儲備	匯兌儲備	保留溢利	總計	非控股權益	權益總額
		\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000
		千元	千元	千元	千元	千元	千元	千元	千元
<b>At 1 January 2016</b>	於二零一六年一月一日	40,000	82,867	81	-	359,000	481,948	(157)	481,791
<b>Changes in equity for 2016:</b>	<b>二零一六年權益變動：</b>								
Profit for the year	年度溢利	-	-	-	-	105,967	105,967	144	106,111
Other comprehensive income	其他全面收益	-	-	-	(166)	-	(166)	-	(166)
<b>Total comprehensive income</b>	<b>全面收益總額</b>	-	-	-	(166)	105,967	105,801	144	105,945
Dividends approved in respect of the previous year	就前一年度批准的股息	19(b)(ii)	-	-	-	(100,000)	(100,000)	-	(100,000)
Dividends declared in respect of the current year	就本年度宣派的股息	19(b)(i)	-	-	-	(36,000)	(36,000)	-	(36,000)
<b>At 31 December 2016</b>	<b>於二零一六年十二月三十一日</b>	<b>40,000</b>	<b>82,867</b>	<b>81</b>	<b>(166)</b>	<b>328,967</b>	<b>451,749</b>	<b>(13)</b>	<b>451,736</b>

		Attributable to equity shareholders of the Company 本公司權益股東應佔					Non-controlling interests		Total equity
Note		Share capital	Share premium	Capital reserve	Exchange reserve	Retained profits	Total	Non-controlling interests	Total equity
附註		股本	股份溢價	資本儲備	匯兌儲備	保留溢利	總計	非控股權益	權益總額
		\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000
		千元	千元	千元	千元	千元	千元	千元	千元
<b>At 1 January 2017</b>	於二零一七年一月一日	40,000	82,867	81	(166)	328,967	451,749	(13)	451,736
<b>Changes in equity for 2017:</b>	<b>二零一七年權益變動：</b>								
Profit for the year	年度溢利	-	-	-	-	141,874	141,874	817	142,691
Other comprehensive income	其他全面收益	-	-	-	368	-	368	-	368
<b>Total comprehensive income</b>	<b>全面收益總額</b>	-	-	-	368	141,874	142,242	817	143,059
Dividends approved in respect of the previous year	就前一年度批准的股息	19(b)(ii)	-	-	-	(70,000)	(70,000)	-	(70,000)
Dividends declared in respect of the current year	就本年度宣派的股息	19(b)(i)	-	-	-	(50,000)	(50,000)	-	(50,000)
<b>At 31 December 2017</b>	<b>於二零一七年十二月三十一日</b>	<b>40,000</b>	<b>82,867</b>	<b>81</b>	<b>202</b>	<b>350,841</b>	<b>473,991</b>	<b>804</b>	<b>474,795</b>

The notes on pages 135 to 207 form part of these consolidated financial statements.

第 135 至 207 頁附註構成該等綜合財務報表一部份。

# CONSOLIDATED CASH FLOW STATEMENT

## 綜合現金流量表

For the year ended 31 December 2017 截至二零一七年十二月三十一日止年度  
(Expressed in Hong Kong dollars) (以港元呈列)

			2017 二零一七年 \$'000 千元	2016 二零一六年 \$'000 千元
<b>Operating activities</b>	<b>經營活動</b>			
Profit before taxation	除稅前溢利		<b>170,906</b>	127,682
Adjustments for:	就下列各項作出調整：			
— Interest income	— 利息收入	4	<b>(133)</b>	(221)
— Finance costs	— 融資成本	6(a)	<b>5,486</b>	3,007
— Depreciation	— 折舊	6(c)	<b>1,696</b>	1,852
— Net gain on disposal of plant and equipment	— 出售廠房及設備的 收益淨額	5	<b>(505)</b>	(311)
— Loss on disposal of a joint venture	— 出售合營企業的虧損	5	—	75
— Share of profit less loss of joint ventures	— 分佔合營企業溢利減虧損		<b>(1,022)</b>	(945)
— Net foreign exchange (gain)/loss	— 外匯(收益)/虧損淨額		<b>(38)</b>	232
Changes in working capital:	營運資金變動：			
— (Increase)/decrease in gross amount due from customers for contract work	— 應收合約工程客戶總額 (增加)/減少		<b>(106,149)</b>	92,780
— Increase in trade and other receivables	— 應收貿易賬款及其他 應收款項增加	16(b)	<b>(295,478)</b>	(8,002)
— Increase in pledged deposits	— 抵押存款增加		<b>(65)</b>	(79)
— Increase/(decrease) in gross amount due to customers for contract work	— 應付合約工程客戶總額 增加/(減少)		<b>59,891</b>	(37,247)
— Increase/(decrease) in trade and other payables	— 應付貿易賬款及其他 應付款項增加/(減少)	16(b)	<b>281,264</b>	(38,934)
<b>Cash generated from operations</b>	<b>經營所得現金</b>		<b>115,853</b>	139,889
Hong Kong Profits Tax paid, net	已付香港利得稅，淨額		<b>(27,081)</b>	(16,120)
<b>Net cash generated from operating activities</b>	<b>經營活動所得現金淨額</b>		<b>88,772</b>	123,769



# CONSOLIDATED CASH FLOW STATEMENT

## 綜合現金流量表

For the year ended 31 December 2017 截至二零一七年十二月三十一日止年度  
(Expressed in Hong Kong dollars) (以港元呈列)

	Note	2017 二零一七年 \$'000 千元	2016 二零一六年 \$'000 千元
<b>Investing activities</b>			
Payment for the purchase of plant and equipment		(15,637)	(10,667)
Proceeds from disposal of plant and equipment		976	483
Repayment from a joint venture		8,508	6,631
Advances to joint ventures		(7,636)	(7,023)
Payment for acquisition of subsidiaries net of cash acquired	25	(3,219)	(382)
Interest received		166	153
<b>Net cash used in investing activities</b>		<b>(16,842)</b>	<b>(10,805)</b>
<b>Financing activities</b>			
Proceeds from bank loans	16(b) & 16(c)	710,000	170,000
Repayment of bank loans	16(c)	(621,628)	(225,000)
Interest paid	16(c)	(5,486)	(3,007)
Dividends paid to equity shareholders of the Company	19(b)	(120,000)	(136,000)
<b>Net cash used in financing activities</b>		<b>(37,114)</b>	<b>(194,007)</b>
<b>Net increase/(decrease) in cash and cash equivalents</b>		<b>34,816</b>	<b>(81,043)</b>
<b>Cash and cash equivalents at the beginning of the year</b>		<b>215,828</b>	<b>297,269</b>
<b>Effect of foreign exchange rate changes</b>		<b>131</b>	<b>(398)</b>
<b>Cash and cash equivalents at the end of the year</b>	16(a)	<b>250,775</b>	<b>215,828</b>

The notes on pages 135 to 207 form part of these consolidated financial statements.

第 135 至 207 頁附註構成該等綜合財務報表一部份。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有指明外，以港元呈列)

### 1 SIGNIFICANT ACCOUNTING POLICIES

#### (a) General information

SFK Construction Holdings Limited (the “Company”) and its subsidiaries (together referred to as the “Group”) are principally engaged in construction and maintenance projects in Hong Kong, construction projects in Macau and housing management services in Hong Kong and the People’s Republic of China (the “PRC”). The Company was incorporated in Bermuda on 17 October 2007 as an exempted company with limited liability under the Companies Act 1981 of Bermuda (as amended). The Company’s shares were listed on The Main Board of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) on 10 December 2015.

#### (b) Statement of compliance

These financial statements have been prepared in accordance with all applicable Hong Kong Financial Reporting Standards (“HKFRSs”), which collective term includes all applicable individual Hong Kong Financial Reporting Standards, Hong Kong Accounting Standards (“HKASs”) and Interpretations issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”), accounting principles generally accepted in Hong Kong and the disclosure requirements of the Hong Kong Companies Ordinance. These financial statements also comply with the applicable disclosure provisions of the Rules Governing the Listing of Securities on the Stock Exchange (the “Listing Rules”). Significant accounting policies adopted by the Group are disclosed below.

The HKICPA has issued certain new and revised HKFRSs that are first effective or available for early adoption for the current accounting period of the Group. Note 1(d) provides information on any changes in accounting policies resulting from initial application of these developments to the extent that they are relevant to the Group for the current and prior accounting periods reflected in these financial statements.

### 1 主要會計政策

#### (a) 一般資料

新福港建設集團有限公司(「本公司」)及其附屬公司(統稱「本集團」)主要在香港從事建築及保養項目、在澳門從事建築項目以及在香港及中華人民共和國(「中國」)從事房屋管理服務。本公司於二零零七年十月十七日根據百慕達一九八一年公司法(經修訂)於百慕達註冊成立為獲豁免有限公司。本公司股份於二零一五年十二月十日於香港聯合交易所有限公司(「聯交所」)主板上市。

#### (b) 合規聲明

該等財務報表乃按照所有適用香港財務報告準則(「香港財務報告準則」)(此統稱包括香港會計師公會(「香港會計師公會」)頒佈的所有適用香港財務報告準則、香港會計準則(「香港會計準則」)及詮釋)、香港公認會計準則及香港《公司條例》之披露規定而編製。該等財務報表亦符合聯交所證券上市規則(「上市規則」)的適用披露條文。本集團所採用的主要會計政策披露於下文。

香港會計師公會已頒佈若干首次生效或本集團可於當前會計期間提早採納之新訂及經修訂香港財務報告準則。附註1(d)提供與初步應用該等發展產生的會計政策的任何變動有關的資料，惟限於該等財務報表中反映的當前及之前會計期間內有關資料與本集團相關。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有指明外，以港元呈列)

### 1 SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (c) Basis of preparation of the financial statements

The consolidated financial statements for the year ended 31 December 2017 comprise the Company and its subsidiaries and the Group's interest in a joint venture.

The measurement basis used in the preparation of these financial statements is the historical cost basis.

The preparation of financial statements in conformity with HKFRSs requires management to make judgements, estimates and assumptions that affect the application of policies and reported amounts of assets, liabilities, income and expenses. The estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances, the results of which form the basis of making the judgements about carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

Judgements made by management in the application of HKFRSs that have significant effect on these financial statements and major sources of estimation uncertainty are discussed in note 2.

#### (d) Changes in accounting policies

The HKICPA has issued several amendments to HKFRSs that are first effective for the current accounting period of the Group. None of these impact on the accounting policies of the Group. However, additional disclosure has been included in note 16(c) to satisfy the new disclosure requirements introduced by the amendments to HKAS 7, *Statement of cash flows: Disclosure initiative*, which require entities to provide disclosures that enable users of financial statements to evaluate changes in liabilities arising from financing activities, including both changes arising from cash flows and non-cash changes.

The Group has not applied any new standard or interpretation that is not yet effective for the current accounting period.

### 1 主要會計政策(續)

#### (c) 財務報表呈列基準

截至二零一七年十二月三十一日止年度的綜合財務報表包括本公司及其附屬公司以及本集團於合營企業的權益。

編製該等財務報表時所用計量基準為歷史成本基準。

根據香港財務報告準則編製財務報表時，管理層須作出影響政策運用和資產、負債、收入及開支所呈報金額的判斷、估計及假設。估計及相關假設乃基於過往經驗及在有關情況下認為屬合理的多項其他因素，其結果成為對在其他來源並非明顯可見的資產與負債賬面值作出判斷的基礎。實際結果或有別於該等估計。

估計及相關假設按持續基準審閱。倘若會計估計的修訂只影響修訂期間，則有關修訂於該期間確認，倘若修訂影響現時及未來期間，則於作出有關修訂的期間及未來期間確認。

管理層於應用香港財務報告準則時作出對該等財務報表及估計不確定因素之主要來源有重大影響之判斷，於附註2論述。

#### (d) 會計政策變動

香港會計師公會已頒佈多項香港財務報告準則修訂，其於本集團的本會計期間首次生效。此等修訂對本集團會計政策概無影響。然而，附註16(c)已包括額外披露以滿足香港會計準則第7號之修訂，*現金流量表：披露計劃*的新披露要求，該修訂要求實體提供披露事項，使財務報表使用者可評估因融資活動而產生之負債變動，包括現金流量產生之變動及非現金變動。

本集團並無應用於當前會計期間尚未生效的任何新訂準則或詮釋。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有指明外，以港元呈列)

### 1 SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (e) Subsidiaries and non-controlling interests

Subsidiaries are entities controlled by the Group. The Group controls an entity when it is exposed, or has rights, to variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. When assessing whether the Group has power, only substantive rights (held by the Group and other parties) are considered.

An investment in a subsidiary is consolidated into the consolidated financial statements from the date that control commences until the date that control ceases. Intra-group balances, transactions and cash flows and any unrealised profits arising from intra-group transactions are eliminated in full in preparing the consolidated financial statements. Unrealised losses resulting from intra-group transactions are eliminated in the same way as unrealised gains but only to the extent that there is no evidence of impairment.

Non-controlling interests represent the equity in a subsidiary not attributable directly or indirectly to the Company, and in respect of which the Group has not agreed any additional terms with the holders of those interests which would result in the Group as a whole having a contractual obligation in respect of those interests that meets the definition of a financial liability. For each business combination, the Group can elect to measure any non-controlling interests either at fair value or at the non-controlling interests' proportionate share of the subsidiary's net identifiable assets.

Non-controlling interests are presented in the consolidated statement of financial position within equity, separately from equity attributable to the equity shareholders of the Company. Non controlling interests in the results of the Group are presented on the face of the consolidated income statement and the consolidated statement of comprehensive income as an allocation of the total profit or loss and total comprehensive income for the year between non-controlling interests and the equity shareholders of the Company.

Changes in the Group's interests in a subsidiary that do not result in a loss of control are accounted for as equity transactions, whereby adjustments are made to the amounts of controlling and non-controlling interests within consolidated equity to reflect the change in relative interests, but no adjustments are made to goodwill and no gain or loss is recognised.

### 1 主要會計政策(續)

#### (e) 附屬公司及非控股權益

附屬公司乃本集團所控制的公司。當本集團從參與實體獲得或有權獲得可變回報，及有能力對實體行使其權力而影響該等回報時，則本集團控制該實體。於評估本集團是否有權力時，僅會考慮實質權利(由本集團及其他人士持有)。

從控制權開始之日至控制權結束之日，於附屬公司投資綜合計入綜合財務報表。集團內公司間的結餘、交易及現金流量以及集團內公司間交易所產生的任何未變現溢利，在編製綜合財務報表時均全數抵銷。集團內公司間交易所產生的未變現虧損則僅在並無出現減值跡象的情況下以與抵銷未變現收益相同的方法予以抵銷。

非控股權益為並非由本公司直接或間接應佔附屬公司的權益，就此而言，本集團並未與該等權益持有人協定任何額外條款，以致本集團整體須就該等權益承擔金融負債所界定的合約責任。就每項業務合併而言，本集團可選擇以公平值或非控股權益按比例應佔附屬公司可予識別資產淨值的份額計量任何非控股權益。

非控股權益列入綜合財務狀況表的權益賬內，與本公司權益股東應佔權益分開列賬。至於非控股權益應佔本集團業績的權益，則於綜合收益表及綜合全面收益表內列報，並作為非控股權益與本公司權益股東應佔年內總溢利或虧損及全面收益總額的一個分配項目。

本集團於附屬公司的權益變更，如不構成失去控制權，這些變更會被視為權益交易，於綜合權益的控股權益及非控股權益數額將會被調整，以反映相關權益的轉變，但不會調整商譽及確認收益或虧損。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有指明外，以港元呈列)

### 1 SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (e) Subsidiaries and non-controlling interests (Continued)

When the Group loses control of a subsidiary, it is accounted for as a disposal of the entire interest in that subsidiary, with a resulting gain or loss being recognised in profit or loss. Any interest retained in that former subsidiary at the date when control is lost is recognised at fair value and this amount is regarded as the fair value on initial recognition of a financial asset or, when appropriate, the cost on initial recognition of an investment in a joint venture (see note 1(f)(i)) or an associate.

In the Company's statement of financial position, an investment in a subsidiary is stated at cost less impairment losses (see note 1(j)).

#### (f) Joint arrangements

##### (i) Joint venture

A joint venture is an arrangement whereby the Group and other parties contractually agree to share control of the arrangement, and have rights to the net assets of the arrangement.

An investment in a joint venture is accounted for in the consolidated financial statements under the equity method. Under the equity method, the investment is initially recorded at cost, adjusted for any excess of the Group's share of the acquisition-date fair values of the investee's identifiable net assets over the cost of the investment (if any). Thereafter, the investment is adjusted for the post acquisition change in the Group's share of the investee's net assets and any impairment loss relating to the investment (see note 1(j)). Any acquisition-date excess over cost, the Group's share of the post-acquisition, post-tax results of the investees and any impairment losses for the year are recognised in the consolidated income statement, whereas the Group's share of the post-acquisition post-tax items of the investees' other comprehensive income is recognised in the consolidated statement of comprehensive income.

### 1 主要會計政策(續)

#### (e) 附屬公司及非控股權益(續)

如本集團失去附屬公司控制權，將會被視為出售該附屬公司的全部權益，所得收益或虧損將會計入損益賬。於失去附屬公司控制權當日，在該前附屬公司仍然保留的任何權益將會以公平值確認，而該金額將被視為金融資產初始確認的公平值，或(如適用)初始確認合營企業(見附註1(f)(i))或聯營公司投資的成本。

於本公司的財務狀況表內，於附屬公司投資按成本減值虧損列賬(見附註1(j))。

#### (f) 合營安排

##### (i) 合營企業

合營企業為一項安排，據此本集團及其他訂約方同意共同控制該安排，及對該安排的資產淨值享有權利。

於合營企業的投資使用權益法於綜合財務報表入賬。根據權益法，該項投資初步按成本入賬，其後就本集團所佔被投資公司可予識別資產淨值於收購日期的公平值超過投資成本的金額(如有)作出調整。其後，該項投資就本集團應佔被投資公司資產淨值及與該項投資有關的任何減值虧損於收購後的變動作出調整(見附註1(j))。收購日期公平值超過成本的任何金額、本集團所佔被投資公司於收購後的除稅後業績及任何年內減值虧損於綜合收益表內確認，而本集團所佔被投資公司於收購後的其他全面除稅後收益項目則於綜合全面收益表內確認。



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有指明外，以港元呈列)

### 1 SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (f) Joint arrangements (Continued)

##### (i) Joint venture (Continued)

When the Group's share of losses exceeds its interest in the joint venture, the Group's interest is reduced to nil and recognition of further losses is discontinued except to the extent that the Group has incurred legal or constructive obligations or made payments on behalf of the investee. For this purpose, the Group's interest is the carrying amount of the investment under the equity method together with the Group's long-term interests that in substance form part of the Group's net investment in the joint venture.

Unrealised profits and losses resulting from transactions between the Group and its joint venture are eliminated to the extent of the Group's interest in the investee, except where unrealised losses provide evidence of an impairment of the asset transferred, in which case they are recognised immediately in profit or loss.

If an investment in a joint venture becomes an investment in an associate, retained interest is not remeasured. Instead, the investment continues to be accounted for under the equity method.

In all other cases, when the Group ceases to have joint control over a joint venture, it is accounted for as a disposal of the entire interest in that investee, with a resulting gain or loss being recognised in profit or loss. Any interest retained in that former investee at the date when joint control is lost is recognised at fair value and this amount is regarded as the fair value on initial recognition of a financial asset.

##### (ii) Joint operations

A joint operation is a joint arrangement whereby the parties that have joint control of the arrangement have rights to the assets, and obligations for the liabilities, relating to the joint arrangement. Joint control is the contractually agreed sharing of control of an arrangement, which exists only when decisions about the relevant activities require unanimous consent of the parties sharing control.

### 1 主要會計政策(續)

#### (f) 合營安排(續)

##### (i) 合營企業(續)

倘本集團應佔虧損超出其於合營企業的權益，則本集團的權益將減計至零，並且不再確認進一步虧損，惟本集團有法律或推定義務或已被投資公司支付款項則例外。就此而言，本集團的權益乃以權益法計算的投資賬面值，連同本集團的長期權益乃實質上構成本集團於合營企業淨投資的一部分。

本集團及其合營企業間的交易所產生的未變現溢利及虧損均在本集團的被投資公司權益中沖銷；惟倘未變現虧損提供已轉讓資產減值的證據，則須即時於損益賬確認。

倘於合營企業的投資轉為於聯營公司的投資，則保留權益不會重新計量，而該投資繼續按權益法列賬。

在所有其他情況下，倘本集團對合營企業不再具有共同控制權，將會被視為出售有關被投資公司的全部權益，所得收益或虧損將會計入損益賬。於不再具有共同控制權當日，在該前被投資公司仍然保留的任何權益將會以公平值確認，而該金額將被視為金融資產初始確認的公平值。

##### (ii) 合營業務

合營業務為合營安排，據此，對安排擁有共同控制權的各方有權分佔有關合營安排的資產及承擔負債責任。共同控制為分佔一項安排控制權的合約協議，僅於要求分佔控制權各方一致同意相關活動時存在。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有指明外，以港元呈列)

### 1 SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (f) Joint arrangements (Continued)

##### (ii) Joint operations (Continued)

When a group entity undertakes its activities under joint operations, the Group as a joint operator recognises in relation to its interest in a joint operation:

- its assets, including its share of any assets held jointly;
- its liabilities, including its share of any liabilities incurred jointly;
- its revenues from the sale of its share of the output arising from the joint operation;
- its share of the revenue from the sale of the output by the joint operation; and
- its expenses, including its share of any expenses incurred jointly.

The Group accounts for the assets, liabilities, revenues and expenses relating to its interest in a joint operation in accordance with the HKFRSs applicable to the particular assets, liabilities, revenues and expenses.

When a group entity sells or contributes assets to a joint operation in which a group entity is a joint operator, the Group is considered to be selling or contributing assets to the other parties to the joint operation, and gains and losses resulting from the sale or contribution are recognised in the consolidated financial statements only to the extent of other parties' interests in the joint operation.

When a group entity purchases assets from a joint operation in which a group entity is a joint operator, the Group does not recognise its share of the gains and losses until it resells those assets to a third party.

### 1 主要會計政策(續)

#### (f) 合營安排(續)

##### (ii) 合營業務(續)

當集團實體承辦合營業務下的業務時，本集團作為合營營運者就其於合營業務中的權益確認：

- 其資產，包括其分佔共同持有的任何資產；
- 其負債，包括其分佔共同產生的任何負債；
- 其因合營業務而分佔出產銷售的收益；
- 其分佔來自合營業務出產銷售的收益；及
- 其開支，包括其分佔任何共同產生的開支。

本集團根據適用於特定資產、負債、收益及開支的香港財務報告準則就其有關合營業務權益的資產、負債、收益及開支入賬。

當集團實體向該集團實體於其中身為合營營運者的合營業務出售或注入資產時，本集團被視作向合營業務其他方出售或注入資產，而出售或注入所產生的收益及虧損於綜合財務報表確認，惟限於其他方於合營業務的權益。

當集團實體自該集團實體於其中身為合營營運者的合營業務購買資產時，本集團直至該等資產重新出售予第三方後方確認其應佔收益及虧損。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有指明外，以港元呈列)

### 1 SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (g) Goodwill

Goodwill represents the excess of:

- (i) the aggregate of the fair value of the consideration transferred, the amount of any non-controlling interest in the acquiree and the fair value of the Group's previously held equity interest in the acquiree; over
- (ii) the net fair value of the acquiree's identifiable assets and liabilities measured as at the acquisition date.

When (ii) is greater than (i), then this excess is recognised immediately in profit or loss as a gain on a bargain purchase.

Goodwill is stated at cost less accumulated impairment losses. Goodwill arising on a business combination is allocated to each cash-generating unit, or groups of cash generating units, that is expected to benefit from the synergies of the combination and is tested annually for impairment (see note 1(j)).

#### (h) Plant and equipment

Plant and equipment is stated at cost less accumulated depreciation and impairment losses (see note 1(j)).

Gains or losses arising from the retirement or disposal of an item of plant and equipment are determined as the difference between the net disposal proceeds and the carrying amount of the item and are recognised in profit or loss on the date of retirement or disposal.

Depreciation is calculated to write off the cost of items of plant and equipment, less their estimated residual value, if any, using the straight line method over their estimated useful lives as follows:

— Machinery and equipment	5 years
— Motor vehicles	5 years
— Furniture and fixtures	5 years

Where parts of an item of plant and equipment have different useful lives, the cost of the item is allocated on a reasonable basis between the parts and each part is depreciated separately. Both the useful life of an asset and its residual value, if any, are reviewed annually.

### 1 主要會計政策(續)

#### (g) 商譽

商譽指以下兩者之差額：

- (i) 所轉讓代價之公平值、於被收購方之任何非控股權益金額及本集團過往於被收購方所持有股權之公平值之總額；減
- (ii) 被收購方可識別資產及負債於收購日計量之公平淨值。

當(ii)高於(i)時，則其差額即時於損益中確認為議價購買之收益。

商譽按成本減累計減值虧損列賬。企業合併產生的商譽會分配至預期可透過合併的協同效益獲利的每個現金產生單位或一組現金產生單位，並且每年接受減值測試(見附註1(j))。

#### (h) 廠房及設備

廠房及設備按成本減去累計折舊及減值虧損列賬(見附註1(j))。

報廢或出售廠房及設備項目產生的任何收益或虧損，以該項目的出售所得款項淨額與其賬面值的差額釐定，並於報廢或出售當日在損益賬中確認。

折舊乃採用直線法在估計可使用年期撇銷廠房及設備項目的成本並扣除其估計剩餘價值(如有)計算，估計可使用年期如下：

— 機器及設備	五年
— 汽車	五年
— 傢俬及裝置	五年

倘廠房及設備項目各部分的可使用年期不同，該項目的成本按合理基準於各部分之間分配，每部分個別折舊。資產的可使用年期及其剩餘價值(如有)每年審閱。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有指明外，以港元呈列)

### 1 SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (i) Operating lease charges

An arrangement, comprising a transaction or a series of transactions, is or contains a lease if the Group determines that the arrangement conveys a right to use a specific asset or assets for an agreed period of time in return for a payment or a series of payments. Such a determination is made based on an evaluation of the substance of the arrangement and is regardless of whether the arrangement takes the legal form of a lease.

Leases which do not transfer substantially all the risks and rewards of ownership to the Group are classified as operating leases.

Where the Group has the use of assets held under operating leases, payments made under the leases are charged to profit or loss in equal instalments over the accounting periods covered by the lease term, except where an alternative basis is more representative of the pattern of benefits to be derived from the leased asset. Lease incentives received are recognised in profit or loss as an integral part of the aggregate net lease payments made. Contingent rentals are charged to profit or loss in the accounting period in which they are incurred.

#### (j) Impairment of assets

##### (i) Impairment of investments in equity securities and other receivables

Investments in equity securities and other current and non-current receivables that are stated at cost or amortised cost are reviewed at the end of each reporting period to determine whether there is objective evidence of impairment. Objective evidence of impairment includes observable data that comes to the attention of the Group about one or more of the following loss events:

- significant financial difficulty of the debtor;
- a breach of contract, such as a default or delinquency in interest or principal payments;
- it becoming probable that the debtor will enter bankruptcy or other financial reorganisation; and
- significant changes in the technological, market, economic or legal environment that have an adverse effect on the debtor.

### 1 主要會計政策(續)

#### (i) 經營租賃費用

倘本集團釐定根據某一項安排可有權於協定時間內使用某一特定資產或多項資產以換取付款或一系列付款，則該項安排(包括一項交易或一系列交易)屬於租賃或包含租賃。此乃基於對有關安排的實質之評估結果作出釐定，而無論有關安排是否以法定租賃形式展開。

凡不會將擁有權的絕大部分風險及回報轉移至本集團的租賃，均分類為經營租賃。

如本集團擁有根據經營租賃持有資產的使用權，根據租賃而支付的款項會於租賃期所涵蓋的會計期間內以等額計入損益賬，惟其他基準能更清楚地反映租賃資產所產生的收益模式時則除外。獲取的租賃優惠於損益賬內確認為租賃淨付款總額的組成部分。或然租金在其產生的會計期間內自損益賬扣除。

#### (j) 資產減值

##### (i) 於股本證券投資及其他應收款項減值

本集團於各報告期末檢討以成本或經攤銷成本列賬的於股本證券投資及其他流動及非流動應收款項，以確定是否存在減值的客觀證據。減值的客觀證據包括本集團注意到的以下一項或多項虧損事項的可觀察數據：

- 債務人有重大財務困難；
- 違反合約，如拖欠償還利息或本金；
- 債務人可能破產或進行其他財務重組；及
- 科技、市場、經濟或法律環境有重大改變而對債務人有不利影響。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有指明外，以港元呈列)

### 1 SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (j) Impairment of assets (Continued)

##### (i) Impairment of investments in equity securities and other receivables (Continued)

If any such evidence exists, any impairment loss is determined and recognised as follows:

- For investment in a joint venture accounted for under the equity method in the consolidated financial statements (see note 1(f)(i)), the impairment loss is measured by comparing the recoverable amount of the investment with its carrying amount in accordance with note 1(j)(ii). The impairment loss is reversed if there has been a favourable change in the estimates used to determine the recoverable amount in accordance with note 1(j)(ii).
- For trade and other current receivables and other financial assets carried at amortised cost, the impairment loss is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows, discounted at the financial asset's original effective interest rate (i.e. the effective interest rate computed at initial recognition of these assets), where the effect of discounting is material. This assessment is made collectively where these financial assets share similar risk characteristics, such as similar past due status, and have not been individually assessed as impaired. Future cash flows for financial assets which are assessed for impairment collectively are based on historical loss experience for assets with credit risk characteristics similar to the collective group.

If in a subsequent period the amount of an impairment loss decreases and the decrease can be linked objectively to an event occurring after the impairment loss was recognised, the impairment loss is reversed through profit or loss. A reversal of an impairment loss shall not result in the asset's carrying amount exceeding that which would have been determined had no impairment loss been recognised in prior years.

### 1 主要會計政策(續)

#### (j) 資產減值(續)

##### (i) 於股本證券投資及其他應收款項減值(續)

倘有任何該等憑證存在，則減值虧損會被釐定及確認如下：

- 就以權益法在綜合財務報表入賬的於合營企業投資(見附註1(f)(i))而言，減值虧損根據附註1(j)(ii)通過比較投資可收回金額與其賬面值計量。根據附註1(j)(ii)，倘用作釐定可收回金額的估計出現正面的變化，則會撥回減值虧損。
- 就按經攤銷成本入賬的應收貿易賬款及其他流動應收款項以及其他金融資產而言，減值虧損按資產賬面值與估計未來現金流量的現值之間的差額計算。倘貼現的影響重大，則以金融資產的原有實際利率(即於初步確認該等資產時計算的實際利率)貼現。如該等金融資產具備類似的風險特徵，例如類似的逾期情況及並未單獨被評估為減值，則有關的評估會同時進行。共同評估減值的金融資產的未來現金流量會根據與該組被評估資產具有類似信貸風險特徵資產的過往虧損情況計算。

倘減值虧損金額其後減少，且該等減少可客觀地與減值虧損確認後發生的事件聯繫，則減值虧損將在損益賬撥回。減值虧損的撥回額不得導致資產的賬面值超過假設該資產於以往年度從來未確認減值虧損情況下確認的賬面值。



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有指明外，以港元呈列)

### 1 SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (j) Impairment of assets (Continued)

##### (i) Impairment of investments in equity securities and other receivables (Continued)

Impairment losses are written off against the corresponding assets directly, except for impairment losses recognised in respect of trade debtors included within trade and other receivables, whose recovery is considered doubtful but not remote. In this case, the impairment losses for doubtful debts are recorded using an allowance account. When the Group is satisfied that recovery is remote, the amount considered irrecoverable is written off against trade debtors directly and any amounts held in the allowance account relating to that debt are reversed. Subsequent recoveries of amounts previously charged to the allowance account are reversed against the allowance account. Other changes in the allowance account and subsequent recoveries of amounts previously written off directly are recognised in profit or loss.

##### (ii) Impairment of other assets

Internal and external sources of information are reviewed at the end of each reporting period to identify indications that the following assets may be impaired or, except in the case of goodwill, an impairment loss previously recognised no longer exists or may have decreased:

- plant and equipment;
- goodwill; and
- investment in a subsidiary in the Company's statement of financial position.

If any such indication exists, the asset's recoverable amount is estimated. In addition, for goodwill, the recoverable amount is estimated annually whether or not there is any indication of impairment.

### 1 主要會計政策(續)

#### (j) 資產減值(續)

##### (i) 於股本證券投資及其他應收款項減值(續)

減值虧損從相應的資產中直接撇銷，惟就計入應收貿易賬款及其他應收款項內的應收貿易款項(其可收回性難以預料但並非微乎其微)確認的減值虧損除外。在此情況下，呆賬的減值虧損以撥備賬記錄。倘本集團確認能收回應收賬款的機會微乎其微，則視為不可收回金額會直接從應收貿易賬款中撇銷，而在撥備賬中就該債務保留的任何金額會被撥回。倘之前計入撥備賬的款項在其後收回，則有關款項於撥備賬撥回。撥備賬的其他變動及其後收回先前直接撇銷的款項均於損益賬確認。

##### (ii) 其他資產減值

本集團於各報告期末審閱內部及外部資料來源，以確定以下資產是否存在減值跡象(商譽除外)，或先前確認的減值虧損是否不再存在或可能已經減少：

- 廠房及設備；
- 商譽；及
- 本公司財務狀況表內於附屬公司投資。

倘存在任何上述跡象，則資產的可收回金額將予估計。此外，就商譽而言，可收回金額乃按年估計，而不論是否有任何減值跡象。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有指明外，以港元呈列)

### 1 SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (j) Impairment of assets (Continued)

##### (ii) Impairment of other assets (Continued)

###### — Calculation of recoverable amount

The recoverable amount of an asset is the greater of its fair value less costs of disposal and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. Where an asset does not generate cash inflows largely independent of those from other assets, the recoverable amount is determined for the smallest group of assets that generates cash inflows independently (i.e. a cash-generating unit).

###### — Recognition of impairment losses

An impairment loss is recognised in profit or loss if the carrying amount of an asset, or the cash-generating unit to which it belongs, exceeds its recoverable amount. Impairment losses recognised in respect of cash-generating units are allocated first to reduce the carrying amount of any goodwill allocated to the cash-generating unit (or group of units) and then, to reduce the carrying amount of the other assets in the unit (or group of units) on a pro rata basis, except that the carrying value of an asset will not be reduced below its individual fair value less costs of disposal (if measurable) or value in use (if determinable).

###### — Reversals of impairment losses

In respect of assets other than goodwill, an impairment loss is reversed if there has been a favourable change in the estimates used to determine the recoverable amount. An impairment loss in respect of goodwill is not reversed.

A reversal of an impairment loss is limited to the asset's carrying amount that would have been determined had no impairment loss been recognised in prior years. Reversals of impairment losses are credited to profit or loss in the year in which the reversals are recognised.

### 1 主要會計政策(續)

#### (j) 資產減值(續)

##### (ii) 其他資產減值(續)

###### — 計算可收回金額

資產的可收回金額為其公平價值減出售成本和使用價值兩者之間的較高者。在評估使用價值時，會按反映當時市場對貨幣時間價值及資產特定風險評估的稅前貼現率，將估計未來現金流量貼現至其現值。倘資產並無產生基本上獨立於其他資產所產生的現金流入，則以能獨立產生現金流入的最小資產組別(即現金產生單位)來釐定可收回金額。

###### — 確認減值虧損

倘資產或其所屬現金產生單位的賬面值超過其可收回金額時，則於損益賬中確認減值虧損。就現金產生單位確認的減值虧損會首先分配至減少該現金產生單位(或該組單位)所獲分配之商譽的賬面值，其後按比例減少該單位(或該組單位)內其他資產的賬面值，惟某資產的賬面值不會減至低於其個別公平價值減去出售成本(如可計量)或使用價值(如能釐定)。

###### — 撥回減值虧損

就商譽以外的資產而言，倘用作釐定可收回金額的估計出現正面的變化，則會撥回減值虧損。有關商譽之減值虧損並未撥回。

所撥回的減值虧損僅限於在過往年度並未確認減值虧損時原應釐定的資產賬面值。所撥回的減值虧損在確認撥回的年內計入損益賬。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有指明外，以港元呈列)

### 1 SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (j) Impairment of assets (Continued)

##### (iii) Interim financial reporting and impairment

Under the Listing Rules, the Group is required to prepare an interim financial report in compliance with HKAS 34, *Interim financial reporting*, in respect of the first six months of the financial year. At the end of the interim period, the Group applies the same impairment testing, recognition, and reversal criteria as it would at the end of the financial year (see notes 1(j)(i) and (ii)).

Impairment losses recognised in an interim period in respect of goodwill and unquoted equity securities carried at cost are not reversed in a subsequent period. This is the case even if no loss, or a smaller loss, would have been recognised had the impairment been assessed only at the end of the financial year to which the interim period relates.

#### (k) Construction contracts

Construction contracts are contracts specifically negotiated with a customer for the construction of an asset or a group of assets, where the customer is able to specify the major structural elements of the design. The accounting policy for contract revenue is set out in note 1(s)(i). When the outcome of a construction contract can be estimated reliably, contract costs are recognised as an expense by reference to the stage of completion of the contract at the end of the reporting period. When it is probable that total contract costs will exceed total contract revenue, the expected loss is recognised as an expense immediately. When the outcome of a construction contract cannot be estimated reliably, contract costs are recognised as an expense in the period in which they are incurred.

Construction contracts in progress at the end of the reporting period are recorded at the net amount of costs incurred plus recognised profit less recognised losses and progress billings, and are presented in the statement of financial position as the “Gross amount due from customers for contract work” (as an asset) or the “Gross amount due to customers for contract work” (as a liability), as applicable. Progress billings not yet paid by the customer are included under “Trade and other receivables”. Amounts received before the related work is performed are included under “Trade and other payables”.

### 1 主要會計政策(續)

#### (j) 資產減值(續)

##### (iii) 中期財務報告及減值

根據上市規則，本集團須遵照香港會計準則第34號中期財務報告就財年的前六個月編製中期財務報告。於中期結束時，本集團應用財年結束時可能應用的相同減值測試、確認及撥回準則(請參閱附註1(j)(i)及(ii))。

於中期內就商譽及按成本列賬的無報價權益證券確認的減值虧損並無於隨後期間內撥回。倘於中期有關的財年結束時僅對減值進行評估，即使並無確認虧損或較小的虧損亦屬該情況。

#### (k) 建築合約

建築合約指為建造一項或一組資產而與客戶特定洽商達成的合約，客戶可以指定設計的主要結構要素。合約收入的會計政策載於附註1(s)(i)。倘能夠可靠地估計建築合約的結果，合約成本會參照報告期末的合約完成程度確認為支出。倘若合約總成本有可能超過合約總收益，便會即時將預期虧損確認為支出。倘不能可靠地估計工程合約的結果，則合約成本於產生的期間確認為支出。

於報告期末正在進行的建築合約所產生的成本加上已確認溢利減去已確認虧損及按進度賬單的淨額計入財務狀況表的「應收合約工程客戶總額」(作為資產)或「應付合約工程客戶總額」(作為負債)(如適用)。客戶尚未償付的進度賬單數額則計入「應收貿易賬款及其他應收款項」。進行相關工程前收取的款項，則計入「應付貿易賬款及其他應付款項」。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有指明外，以港元呈列)

### 1 SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (l) Trade and other receivables

Trade and other receivables are initially recognised at fair value and thereafter stated at amortised cost using the effective interest method, less allowance for impairment of doubtful debts (see note 1(j)), except where the receivables are interest-free loans made to related parties without any fixed repayment terms or the effect of discounting would be immaterial. In such cases, the receivables are stated at cost less allowance for impairment of doubtful debts.

#### (m) Interest-bearing borrowings

Interest-bearing borrowings are recognised initially at fair value less attributable transaction costs. Subsequent to initial recognition, interest-bearing borrowings are stated at amortised cost with any difference between the amount initially recognised and redemption value being recognised in profit or loss over the period of the borrowings, together with any interest and fees payable, using the effective interest method.

#### (n) Trade and other payables

Trade and other payables are initially recognised at fair value. Except for financial guarantee liabilities measured in accordance with note 1(r)(i), trade and other payables are subsequently stated at amortised cost unless the effect of discounting would be immaterial, in which case they are stated at cost.

#### (o) Cash and cash equivalents

Cash and cash equivalents comprise cash at banks and in hand, demand deposits with banks and other financial institutions, and short-term, highly liquid investments that are readily convertible into known amounts of cash and which are subject to an insignificant risk of changes in value, having been within three months of maturity at acquisition. Bank overdrafts that are repayable on demand and form an integral part of the Group's cash management are also included as a component of cash and cash equivalents for the purpose of the consolidated cash flow statement.

### 1 主要會計政策(續)

#### (l) 應收貿易賬款及其他應收款項

應收貿易賬款及其他應收款項初步按公平值確認，其後採用實際利率法按經攤銷成本扣除呆賬減值撥備列賬（見附註1(j)），惟倘若應收款項為給予關聯方的無固定還款期的免息貸款，或其貼現影響並不重大者則除外。在該等情況下，應收款項乃按成本減呆賬減值撥備入賬。

#### (m) 計息借款

計息借款初步按公平值減應佔交易成本確認。於初步確認後，計息借款按經攤銷成本列賬，初步確認金額與贖回價值的任何差額（連同任何應付利息及費用）會在借貸期間內以實際利率法於損益賬內確認。

#### (n) 應付貿易賬款及其他應付款項

應付貿易賬款及其他應付款項初步按公平值確認。除按附註1(r)(i)所述方法計量的財務擔保負債外，應付貿易賬款及其他應付款項其後按攤銷成本入賬，惟倘若貼現影響並不重大，則按成本入賬。

#### (o) 現金及現金等價物

現金及現金等價物包括銀行存款及手頭現金、存放於銀行和其他金融機構的活期存款，以及可以隨時兌換為已知現金額且價值變動風險不大，並在購入後三個月內到期的短期和高流動性投資。就綜合現金流量表而言，須按要求償還及構成本集團現金管理一部分之銀行透支亦納入現金及現金等價物。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有指明外，以港元呈列)

### 1 SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (p) Employee benefits

##### (i) Short-term employee benefits and contributions to defined contribution retirement plans

Salaries, annual bonuses, paid annual leave, contributions to defined contribution retirement plans and the cost of non-monetary benefits are accrued in the year in which the associated services are rendered by employees. Where payment or settlement is deferred and the effect would be material, these amounts are stated at their present values.

##### (ii) Termination benefits

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

#### (q) Income tax

Income tax for the year comprises current tax and movements in deferred tax assets and liabilities. Current tax and movements in deferred tax assets and liabilities are recognised in profit or loss except to the extent that they relate to items recognised in other comprehensive income or directly in equity, in which case the relevant amounts of tax are recognised in other comprehensive income or directly in equity, respectively.

Current tax is the expected tax payable on the taxable income for the year, using tax rates enacted or substantively enacted at the end of the reporting period, and any adjustment to tax payable in respect of previous years.

Deferred tax assets and liabilities arise from deductible and taxable temporary differences respectively, being the differences between the carrying amounts of assets and liabilities for financial reporting purposes and their tax bases. Deferred tax assets also arise from unused tax losses and unused tax credits.

### 1 主要會計政策 (續)

#### (p) 僱員福利

##### (i) 短期僱員福利及向界定供款退休計劃作出的供款

薪金、年終花紅、有薪年假、向界定供款退休計劃作出的供款及非現金福利的成本，均在僱員提供相關服務的年內計提。若有關的付款延遲及其影響重大，則該數額以現值列賬。

##### (ii) 解僱福利

解僱福利於本集團再無能力撤回福利時或本集團確認重組成本(涉及支付解僱福利)時(以較早者為準)確認。

#### (q) 所得稅

年內所得稅包括即期稅項和遞延稅項資產與負債的變動。即期稅項和遞延稅項資產與負債的變動均在損益賬內確認，但於其他全面收益確認或直接在權益中確認的相關項目，則有關稅項金額分別於其他全面收益確認或直接確認為權益。

即期稅項是按年內應課稅收入根據在報告期末已生效或實質上已生效的稅率計算的預期應付稅項，以及對過往年度應付稅項的任何調整。

遞延稅項資產與負債分別由可扣稅和應課稅暫時差額產生。暫時差異是指資產與負債於財務申報時的賬面值與該等資產與負債的計稅基礎的差額。遞延稅項資產亦可由未動用稅項虧損和未動用稅項抵免產生。



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有指明外，以港元呈列)

### 1 SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (q) Income tax (Continued)

Apart from certain limited exceptions, all deferred tax liabilities, and all deferred tax assets to the extent that it is probable that future taxable profits will be available against which the asset can be utilised, are recognised. Future taxable profits that may support the recognition of deferred tax assets arising from deductible temporary differences include those that will arise from the reversal of existing taxable temporary differences, provided those differences relate to the same taxation authority and the same taxable entity, and are expected to reverse either in the same period as the expected reversal of the deductible temporary difference or in periods into which a tax loss arising from the deferred tax asset can be carried back or forward. The same criteria are adopted when determining whether existing taxable temporary differences support the recognition of deferred tax assets arising from unused tax losses and credits, that is, those differences are taken into account if they relate to the same taxation authority and the same taxable entity, and are expected to reverse in a period, or periods, in which the tax loss or credit can be utilised.

The limited exceptions to recognition of deferred tax assets and liabilities are those temporary differences arising from goodwill not deductible for tax purpose, the initial recognition of assets or liabilities that affect neither accounting nor taxable profit (provided they are not part of a business combination), and temporary differences relating to investments in subsidiaries to the extent that, in the case of taxable differences, the Group controls the timing of the reversal and it is probable that the differences will not reverse in the foreseeable future, or in the case of deductible differences, unless it is probable that they will reverse in the future.

The amount of deferred tax recognised is measured based on the expected manner of realisation or settlement of the carrying amount of the assets and liabilities, using tax rates enacted or substantively enacted at the end of the reporting period. Deferred tax assets and liabilities are not discounted.

The carrying amount of a deferred tax asset is reviewed at the end of each reporting period and is reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow the related tax benefit to be utilised. Any such reduction is reversed to the extent that it becomes probable that sufficient taxable profits will be available.

### 1 主要會計政策(續)

#### (q) 所得稅(續)

除若干有限的特殊情況外，所有遞延稅項負債及所有遞延稅項資產只在有可能產生未來應課稅溢利用於資產抵扣時予以確認。支持確認由可抵扣暫時差額所產生遞延稅項資產的未來應課稅溢利，包括因轉回現有應課稅暫時差額而產生的金額，惟差額須與相同稅務機關及相同應課稅實體有關，並預期在預計撥回可抵扣暫時差額的同一期間撥回，或在遞延稅項資產所產生的稅項虧損可承前或結轉的期間內撥回。在判斷現有應課稅暫時差額是否足以支持確認因未動用稅項虧損及抵免所產生的遞延稅項資產時，亦會採用相同準則，即如差額與相同稅務機關及相同應課稅實體有關，並預期在稅項虧損或抵免可被動用的同一期間內撥回情況下始會計及有關差額。

確認遞延稅項資產和負債的有限例外情況包括商譽產生的不可扣稅暫時性差額、不影響會計或應課稅溢利(如屬業務合併的一部分則除外)的資產或負債的初次確認、以及有關附屬公司投資的暫時性差額，就應課稅差異而言，只限於本集團可以控制撥回的時間，而且在可預見的將來不大可能撥回的差額，而就可扣稅的差額而言，則只限於可在將來撥回的差異。

所確認的遞延稅項金額按照資產及負債賬面值的預期變現或償還方式並根據在報告期末已生效或實質上已生效的稅率計算。遞延稅項資產及負債均不予貼現。

遞延稅項資產的賬面值會於各報告期末予以檢討。倘不再可能獲得足夠的應課稅溢利以動用相關稅務利益，則遞延稅項資產的賬面值會相應地被減少。如可能有足夠應課稅溢利，該減少金額將被撥回。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有指明外，以港元呈列)

### 1 SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (g) Income tax (Continued)

Additional income taxes that arises from the distribution of dividends are recognised when the liability to pay the related dividends is recognised.

Current tax balances and deferred tax balances, and movements therein, are presented separately from each other and are not offset. Current tax assets are offset against current tax liabilities, and deferred tax assets against deferred tax liabilities, if the Company or the Group has the legally enforceable right to set off current tax assets against current tax liabilities and the following additional conditions are met:

- in the case of current tax assets and liabilities, the Company or the Group intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously; or
- in the case of deferred tax assets and liabilities, if they relate to income taxes levied by the same taxation authority on either:
  - the same taxable entity; or
  - different taxable entities, which, in each future period in which significant amounts of deferred tax liabilities or assets are expected to be settled or recovered, intend to realise the current tax assets and settle the current tax liabilities on a net basis or realise and settle simultaneously.

### 1 主要會計政策(續)

#### (g) 所得稅(續)

分派股息所產生的額外所得稅於支付相關股息之責任確認時確認。

即期稅項結餘及遞延稅項結餘以及有關變動均獨立呈列及不予抵銷。倘本公司或本集團具備合法可強制執行權力將即期稅項資產與即期稅項負債抵銷，且符合以下額外條件，則即期稅項資產與即期稅項負債可以相抵，且遞延稅項資產則與遞延稅項負債可以相抵：

- 就即期稅項資產及負債而言，本公司或本集團擬按淨值基準結算或同時變現資產及清償負債；或
- 就遞延稅項資產及負債而言，倘此等資產及負債與相同稅務機構就以下其中一項徵收的所得稅有關：
  - 相同應課稅實體；或
  - 如屬不同應課稅實體，此等實體計劃在清償或收回遞延稅項負債或資產大額的各未來期間以淨值基準變現即期稅項資產和清償即期稅項負債或同時變現資產及清償負債。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有指明外，以港元呈列)

### 1 SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (r) Financial guarantees issued, provisions and contingent liabilities

##### (i) Financial guarantees issued

Financial guarantees are contracts that require the issuer (i.e. the guarantor) to make specified payments to reimburse the beneficiary of the guarantee (the “holder”) for a loss the holder incurs because a specified debtor fails to make payment when due in accordance with the terms of a debt instrument.

Where the Group issues a financial guarantee, the fair value of the guarantee is initially recognised as deferred income within trade and other payables. The fair value of financial guarantees issued at the time of issuance is determined by reference to fees charged in an arm’s length transaction for similar services, when such information is obtainable, or is otherwise estimated by reference to interest rate differentials, by comparing the actual rates charged by lenders when the guarantee is made available with the estimated rates that lenders would have charged, had the guarantees not been available, where reliable estimates of such information can be made. Where consideration is received or receivable for the issuance of the guarantee, the consideration is recognised in accordance with the Group’s policies applicable to that category of asset. Where no such consideration is received or receivable, an immediate expense is recognised in profit or loss on initial recognition of any deferred income.

The amount of the guarantee initially recognised as deferred income is amortised in profit or loss over the term of the guarantee as income from financial guarantees issued. In addition, provisions are recognised in accordance with note 1(r)(ii) if and when (i) it becomes probable that the holder of the guarantee will call upon the Group under the guarantee, and (ii) the amount of that claim on the Group is expected to exceed the amount currently carried in trade and other payables in respect of that guarantee i.e. the amount initially recognised, less accumulated amortisation.

### 1 主要會計政策(續)

#### (r) 已發出財務擔保、撥備及或然負債

##### (i) 已發出財務擔保

財務擔保乃要求發行人(即擔保人)就擔保受益人(「持有人」)因特定債務人未能根據債項工具的條款於到期時付款而蒙受的損失，而向持有人支付特定款項的合約。

倘本集團發出財務擔保，該擔保的公平值最初確認為應付賬款及其他應付款項內的遞延收入。已發出財務擔保於發出時的公平值乃參照就類似服務的公平交易中所收取的費用(如可獲取有關資料)釐定，或參照於提供擔保時貸款人實際收取的費用與貸款人在未有提供擔保時估計可收取的費用(如可就有關資料作出可靠估計)之間的利率差異作出估計。倘在發行該擔保時已收取或應收取代價，該代價則根據本集團適用於該類資產的政策而予以確認。倘有關代價不會收取或不應收取，則於最初確認任何遞延收入時，即時於損益賬內確認為開支。

最初確認為遞延收入的擔保款額按擔保年期於損益賬內攤銷為已發出財務擔保收入。此外，倘(i)擔保持有人有可能根據擔保要求本集團還款；及(ii)向本集團索償的金額預期超過現時於有關擔保的應付貿易賬款及其他應付款項金額(即最初確認的金額)減累計攤銷，則撥備根據附註1(r)(ii)確認。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有指明外，以港元呈列)

### 1 SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (r) Financial guarantees issued, provisions and contingent liabilities (Continued)

##### (ii) Other provisions and contingent liabilities

Provisions are recognised for other liabilities of uncertain timing or amount when the Group or the Company has a legal or constructive obligation arising as a result of a past event, it is probable that an outflow of economic benefits will be required to settle the obligation and a reliable estimate can be made. Where the time value of money is material, provisions are stated at the present value of the expenditure expected to settle the obligation.

Where it is not probable that an outflow of economic benefits will be required, or the amount cannot be estimated reliably, the obligation is disclosed as a contingent liability, unless the probability of outflow of economic benefits is remote. Possible obligations, whose existence will only be confirmed by the occurrence or non-occurrence of one or more future events are also disclosed as contingent liabilities unless the probability of outflow of economic benefits is remote.

#### (s) Revenue recognition

Revenue is measured at the fair value of the consideration received or receivable. Provided it is probable that the economic benefits will flow to the Group and the revenue and costs, if applicable, can be measured reliably, revenue is recognised in profit or loss as follows:

##### (i) Contract revenue

When the outcome of a construction contract can be estimated reliably, revenue from a fixed price contract is recognised using the percentage of completion method, measured by reference to the percentage of the estimated total revenue for the contracts entered into by the Group that have been performed to date.

When the outcome of a construction contract cannot be estimated reliably, revenue is recognised only to the extent of contract costs incurred that it is probable will be recoverable.

### 1 主要會計政策(續)

#### (r) 已發出財務擔保、撥備及或然負債(續)

##### (ii) 其他撥備及或然負債

當本集團或本公司因過往事件而須負上法律或推定責任，且可能須就履行該等責任而導致經濟利益流出，並能夠就此作出可靠估計，則會為未能確定何時發生或其金額的其他負債確認撥備。當涉及重大的貨幣時間價值時，則按預期用以履行責任的開支的現值呈列撥備。

倘不一定需要流出經濟利益或未能可靠估計款額，則該等責任將披露作或然負債，除非出現經濟利益流出的可能性極微。可能出現的責任（僅於一項或多項未來事件發生或不發生的情況下確定）亦披露為或然負債，除非出現經濟利益流出的可能性極微。

#### (s) 收益確認

收益按已收取或可收取代價的公平值計量。在經濟利益預期會流入本集團並且收益及成本（如適用）能可靠計量的情況下，以下各項收益方會於損益中確認：

##### (i) 合約收益

當能可靠地估計建築合約的成果，來自固定價格合約的收益按完工百分比法確認，完工百分比參照迄今為止進行的工作的工程完成度佔本集團簽訂的合約的估計總收益的百分比計算。

當不能可靠地估計建築合約及顧問服務合約的成果，則僅在所產生合約成本有可能收回時確認收益。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有指明外，以港元呈列)

### 1 SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (s) Revenue recognition (Continued)

##### (i) Contract revenue (Continued)

Variations in contract work, claims and incentive payments are included to the extent that the amount can be measured reliably and its receipt is considered probable.

##### (ii) Provision of services

Revenue arising from the provision of services is recognised when the services are rendered.

##### (iii) Interest income

Interest income is recognised as it accrues using the effective interest method.

#### (t) Translation of foreign currencies

Foreign currency transactions during the year are translated at the foreign exchange rates ruling at the transaction dates. Monetary assets and liabilities denominated in foreign currencies are translated at the foreign exchange rates ruling at the end of the reporting period. Exchange gains and losses are recognised in profit or loss.

Non-monetary assets and liabilities that are measured in terms of historical cost in a foreign currency are translated using the foreign exchange rates ruling at the transaction dates.

The results of foreign operations are translated into Hong Kong dollars at the exchange rates approximating the foreign exchange rates ruling at the dates of the transactions. Statement of financial position items are translated into Hong Kong dollars at the closing foreign exchange rates at the end of the reporting period. The resulting exchange differences are recognised in other comprehensive income and accumulated separately in equity in the exchange reserve.

On disposal of a foreign operation, the cumulative amount of the exchange differences relating to that foreign operation is reclassified from equity to profit or loss when the profit or loss on disposal is recognised.

### 1 主要會計政策 (續)

#### (s) 收益確認 (續)

##### (i) 合約收益 (續)

合約工程更改、申索及獎勵款項計入金額以能可靠計量且認為可收取的金額為限。

##### (ii) 提供服務

來自提供服務的收益於提供服務時確認。

##### (iii) 利息收入

利息收入於產生時按實際利息法確認。

#### (t) 外幣換算

年內的外幣交易以交易日的匯率換算。以外幣計值的貨幣資產及負債均以報告期末的匯率換算。匯兌盈虧於損益賬內確認。

按歷史成本以外幣計值的非貨幣資產及負債，按交易日的匯率換算。

海外業務的業績按與交易日的匯率相若的匯率換算為港元。財務狀況表項目則按報告期末的收市匯率換算為港元。所產生的匯兌差額於其他全面收益確認並於匯兌儲備內的權益分開累計。

出售海外業務時，與該海外業務有關的匯兌差額累計金額於確認出售的損益時自權益重新分類至損益。



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有指明外，以港元呈列)

### 1 SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (u) Borrowing costs

Borrowing costs that are directly attributable to the acquisition, construction or production of an asset which necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of that asset. Other borrowing costs are expensed in the period in which they are incurred.

The capitalisation of borrowing costs as part of the cost of a qualifying asset commences when expenditure for the asset is being incurred, borrowing costs are being incurred and activities that are necessary to prepare the asset for its intended use or sale are in progress. Capitalisation of borrowing costs is suspended or ceases when substantially all the activities necessary to prepare the qualifying asset for its intended use or sale are interrupted or complete.

#### (v) Related parties

- (1) A person, or a close member of that person's family, is related to the Group if that person:
  - (i) has control or joint control over the Group;
  - (ii) has significant influence over the Group; or
  - (iii) is a member of the key management personnel of the Group or the Group's parent.
- (2) An entity is related to the Group if any of the following conditions applies:
  - (i) The entity and the Group are members of the same group (which means that each parent, subsidiary and fellow subsidiary is related to the others).
  - (ii) One entity is an associate or joint venture of the other entity (or an associate or joint venture of a member of a group of which the other entity is a member).
  - (iii) Both entities are joint ventures of the same third party.
  - (iv) One entity is a joint venture of a third entity and the other entity is an associate of the third entity.

### 1 主要會計政策(續)

#### (u) 借貸成本

收購、建設或生產需要長時間才可以投入擬定用途或銷售的資產直接應佔的借貸成本資本化為該資產成本的一部分。其他借貸成本於產生期間支銷。

屬於合資格資產成本一部分的借貸成本在用於資產的開支產生、借貸成本產生及使資產投入擬定用途或銷售所必須的準備工作進行期間開始資本化。當合資格資產投入擬定用途或銷售所必須的絕大部分準備工作中止或完成時，借貸成本便會暫停或停止資本化。

#### (v) 關聯方

- (1) 倘屬以下人士，則該人士或該人士的近親與本集團有關連：
  - (i) 擁有本集團的控制權或共同控制權；
  - (ii) 對本集團有重大影響；或
  - (iii) 為本集團或本集團母公司的主要管理人員。
- (2) 倘符合下列任何條件，則一間實體與本集團有關聯：
  - (i) 該實體與本集團屬同一集團的成員公司(即各母公司、附屬公司及同系附屬公司彼此間有關連)。
  - (ii) 一間實體為另一實體的聯營公司或合營企業(或一間實體為集團旗下成員公司的聯營公司或合營企業而另一實體為集團成員公司)。
  - (iii) 兩間實體均為同一第三方的合營企業。
  - (iv) 一間實體為第三方實體的合營企業，而另一實體為該第三方實體的聯營公司。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有指明外，以港元呈列)

### 1 SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (v) Related parties (Continued)

- (2) An entity is related to the Group if any of the following conditions applies: (Continued)
- (v) The entity is a post-employment benefit plan for the benefit of employees of either the Group or an entity related to the Group.
  - (vi) The entity is controlled or jointly controlled by a person identified in (1).
  - (vii) A person identified in (1)(i) has significant influence over the entity or is a member of the key management personnel of the entity (or of a parent of the entity).
  - (viii) The entity, or any member of a group of which it is a part, provides key management personnel services to the Group or to the Group's parent.

Close members of the family of a person are those family members who may be expected to influence, or be influenced by, that person in their dealings with the entity.

#### (w) Segment reporting

Operating segments, and the amounts of each segment item reported in these financial statements, are identified from the financial statements provided regularly to the Group's most senior executive management for the purposes of allocating resources to, and assessing the performance of, the Group's various lines of business.

Individually material operating segments are not aggregated for financial reporting purposes unless the segments have similar economic characteristics and are similar in respect of the nature of products and services, the nature of production processes, the type or class of customers, the methods used to distribute the products or provide the services, and the nature of the regulatory environment. Operating segments which are not individually material may be aggregated if they share a majority of these criteria.

### 1 主要會計政策(續)

#### (v) 關聯方(續)

- (2) 倘符合下列任何條件，則一間實體與本集團有關聯：(續)
- (v) 該實體是為本集團或為與本集團有關聯的實體的僱員而設的退休福利計劃。
  - (vi) 實體受(1)所識別人士控制或受共同控制。
  - (vii) 於(1)(i)所識別人士對實體有重大影響力或屬該實體(或該實體的母公司)主要管理人員。
  - (viii) 實體或其所屬集團之任何成員公司為本集團或本集團母公司提供主要管理人員服務。

一名人士的近親是指在與實體往來過程中，預期可影響該人士或受其影響的家庭成員。

#### (w) 分部報告

營運分部及該等財務報表內各分部項目的金額，均見於定期向本集團最高行政管理人員匯報的財務報表，以對本集團不同業務作出資源分配及評估其表現。

個別重大的營運分部不會合計以供財務匯報之用，惟此等分部有類似的經濟特徵、產品與服務性質、生產工序性質、客戶類別或階層、分銷產品或提供服務的方法，以及監管環境性質。若個別並不重大的營運分部符合上述大部分條件，或會合計處理。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有指明外，以港元呈列)

### 2 ACCOUNTING JUDGEMENTS AND ESTIMATES

In the process of applying the Group's accounting policies, management has made the following accounting judgements:

#### (a) Construction contracts

As explained in policy notes 1(k) and 1(s)(i), revenue and profit recognition on an uncompleted project is dependent on estimating the total outcome of the construction contract, as well as the work done to date. Based on the Group's recent experience and the nature of the construction activities undertaken by the Group, the Group makes estimates of the point at which it considers the work is sufficiently advanced such that the costs to complete and revenue can be reliably estimated. As a result, until this point is reached the amounts due from/to customers for contract work as disclosed in note 14 will not include profit which the Group may eventually realise from the work done to date. In addition, the recognition of revenue and profit relies on management's estimate of the final outcome of each contract, which involves the exercise of significant management judgement, particularly in forecasting the costs to complete a contract, in valuing contract variations, claims and liquidated damages and in assessing the ability of the Group to deliver services according to the agreed timetable. Actual outcomes in terms of total costs or revenue may be higher or lower than estimated at the end of the reporting periods, which would affect the revenue and profit recognised in future years as an adjustment to the amounts recorded to date.

#### (b) Depreciation

Plant and equipment is depreciated on a straight-line basis over their estimated useful lives. The Group reviews annually the estimated useful lives of the plant and equipment in order to determine the amount of depreciation expense to be recorded during any reporting period. The useful lives are based on the Group's historical experience with similar assets taking into account anticipated technological changes. The depreciation expense for future periods is adjusted if there are significant changes from previous estimates.

#### (c) Impairment of trade receivables

The Group evaluates whether there is any objective evidence that trade receivables are impaired, and estimates allowances for doubtful debts as a result of the inability of the debtors to make required payments. The Group bases the estimates on the ageing of the trade receivables balance, credit-worthiness of the customer and historical write-off experience. If the financial condition of the debtors were to deteriorate, actual write-offs would be higher than estimated.

### 2 會計判斷及估計

於應用本集團的會計政策的過程中，管理層已作出以下會計判斷：

#### (a) 建築合約

誠如政策附註1(k)及1(s)(i)所述，對未完成項目的收益及溢利確認取決於對建築合約總結果的估計及迄今已進行的工程。根據本集團的近期經驗及本集團進行的建築業務的性質，本集團估計其認為工程已充分完工及能可靠地估計完成成本及收益的時間點。因此，在達到該時間點前，應收／付客戶合約工程款項(如附註14所披露)將不會包括本集團最終可自迄今已進行的工程變現的溢利。此外，收益及溢利確認取決於管理層對各合約最終結果的估計，當中涉及行使重大管理層判斷，尤其是在預測完成合約的成本、評估合約變量、申索及違約賠償金以及評估本集團根據協定的時間表提供服務的能力方面。有關總成本或收益的實際結果可能高於或低於報告期末的估計，將會影響於未來年度作為迄今所入賬金額的調整而確認的收益及溢利。

#### (b) 折舊

廠房及設備按直線法於資產估計可使用年期內計算折舊。本集團每年檢討廠房及設備的估計可使用年期，以釐定任何報告期間內計入的折舊開支金額。可使用年期乃根據本集團類似資產的過往經驗計算，並考慮預期技術轉變。倘與過往估計比較有重大變動，則會對未來期間的折舊開支予以調整。

#### (c) 應收貿易賬款減值

本集團評估是否有任何客觀證據證明應收貿易賬款減值，且估計因債務人不能作出規定付款而產生的呆賬撥備。本集團根據應收貿易賬款結餘的賬齡分析、客戶的信用及過往撇銷經驗作出估計。倘債務人的財政狀況惡化，實際的撇銷將高於估計。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有指明外，以港元呈列)

### 2 ACCOUNTING JUDGEMENTS AND ESTIMATES

(Continued)

#### (d) Deferred tax assets

Management considers the key source of estimation uncertainty lies in the recognition of deferred tax assets from unused tax losses. As explained in note 1(q), all deferred tax assets to the extent that it is probable that future taxable profits will be available against which they can be utilised, are recognised. It is possible that adverse changes to the operating environment or the Group's organisation structure could cause a future write-down of the deferred tax assets recognised.

### 3 REVENUE AND SEGMENT REPORTING

#### (a) Revenue

The principal activities of the Group are general building, civil engineering and the provision of other services.

The amount of each significant category of revenue is as follows:

		2017 二零一七年 \$'000 千元	2016 二零一六年 \$'000 千元
General building	一般樓宇	3,275,662	1,908,269
Civil engineering	土木工程	1,228,047	993,529
Housing management services	房屋管理服務	79,745	90,230
Consultancy services	顧問服務	20,136	9,919
Others	其他	8,382	76
		<b>4,611,972</b>	<b>3,002,023</b>

Further details regarding the Group's principal activities are disclosed below.

#### (b) Segment reporting

The Group manages its businesses by segments, which are organised by business lines. In a manner consistent with the way in which information is reported internally to the Group's most senior executive management for the purposes of resource allocation and performance assessment, the Group has presented the following three reportable segments.

### 2 會計判斷及估計(續)

#### (d) 遞延稅項資產

管理層認為於估計不確定之關鍵來源在於確認因尚未使用的稅務虧損而引致的遞延稅項資產。如附註1(q)所說明，所有預計可得足夠應課稅盈利以作扣減之遞延稅項資產，均予以確認。經營環境或本集團組織架構之不利轉變可能導致已確認遞延稅項資產的日後撇減。

### 3 收益及分部報告

#### (a) 收益

本集團的主要業務為一般樓宇、土木工程及提供其他服務。

各重大類別收益的金額如下：

		2017 二零一七年 \$'000 千元	2016 二零一六年 \$'000 千元
General building	一般樓宇	3,275,662	1,908,269
Civil engineering	土木工程	1,228,047	993,529
Housing management services	房屋管理服務	79,745	90,230
Consultancy services	顧問服務	20,136	9,919
Others	其他	8,382	76
		<b>4,611,972</b>	<b>3,002,023</b>

有關本集團主要業務的進一步詳情披露於下文。

#### (b) 分部報告

本集團按以業務線劃分的分部管理其業務。本集團按與就資源分配及表現評估向本集團最高行政管理層內部呈報資料方式一致的方法，呈列以下三個可報告分部。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有指明外，以港元呈列)

### 3 REVENUE AND SEGMENT REPORTING (Continued)

#### (b) Segment reporting (Continued)

- General building : this segment provides engineering services of substructure or superstructure of building structures and maintenance, repairs, alterations services and additions to building structures
- Civil engineering : this segment provides engineering services of infrastructure facilities and maintenance, repairs, alterations services to infrastructure facilities
- Others : this segment mainly provides housing management services and consultancy services

#### (i) Segment results, assets and liabilities

For the purposes of assessing segment performance and allocating resources between segments, the Group's most senior executive management monitors the results, assets and liabilities attributable to each reportable segment on the following bases:

Segment assets include all tangible assets and current assets with the exception of deferred tax assets, current tax recoverable and other corporate assets. Segment liabilities include trade creditors, accruals and other current and non-current liabilities attributable to the business activities of the individual segments.

Segment result includes revenue and expenses that are allocated to the reportable segments with reference to sales generated by those segments and the expenses incurred by those segments or which otherwise arise from the depreciation of assets attributable to those segments.

In addition, management is provided with segment information concerning revenue, share of profit less loss of joint ventures, depreciation, additions to non-current segment assets used by the segments in their operations and share of net assets in a joint venture. Inter-segment sales are priced with reference to prices charged to external price for similar orders.

Information regarding the Group's reportable segments as provided to the Group's most senior executive management for the purposes of resource allocation and assessment of segment performance for each of the year ended 31 December 2017 and 2016 is set out below.

### 3 收益及分部報告(續)

#### (b) 分部報告(續)

- 一般樓宇 : 該分部提供樓宇結構的底層結構或上蓋工程的工程服務及樓宇結構的保養、維修、改建服務及加建
- 土木工程 : 該分部提供基建設施的工程服務及基建設施的保養、維修、改建服務
- 其他 : 該分部主要提供房屋管理服務及顧問服務

#### (i) 分部業績、資產及負債

為評估分部表現及在分部間分配資源，本集團的最高行政管理層按如下基準監察各可報告分部應佔的業績、資產及負債：

分部資產包括所有有形資產及流動資產，惟於遞延稅項資產、可收回即期稅項及其他公司資產的投資除外。分部負債包括個別分部的業務活動應佔貿易應付款項、應計費用及其他流動及非流動負債。

分部業績包括參照該等分部所產生銷售額及該等分部所產生或該等分部應佔資產的折舊產生的開支分配至可報告分部的收益及開支。

此外，管理層獲提供有關收益、分佔合營企業溢利減虧損、折舊、分部於其經營中所用的非流動分部資產添置及分佔於合營企業的資產淨值的分部資料。分部間銷售參考就類似訂單所收取外部價格定價。

截至二零一七年及二零一六年十二月三十一日止年度各年，向本集團最高行政管理層提供用於分配資源及評定分部表現的本集團可報告分部的資料載列如下。



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有指明外，以港元呈列)

### 3 REVENUE AND SEGMENT REPORTING (Continued)

### 3 收益及分部報告(續)

#### (b) Segment reporting (Continued)

#### (b) 分部報告(續)

##### (i) Segment results, assets and liabilities (Continued)

##### (i) 分部業績、資產及負債(續)

For the year ended 31 December 2017

截至二零一七年十二月三十一日止  
年度

		General building 一般樓宇 \$'000 千元	Civil engineering 土木工程 \$'000 千元	Others 其他 \$'000 千元	Total 總計 \$'000 千元
Reportable segment revenue	可報告分部收益	3,275,662	1,228,047	108,263	4,611,972
Reportable segment profit	可報告分部溢利	183,648	49,350	15,166	248,164
Other revenue and other net gain	其他收益及其他淨收益				362
Depreciation	折舊				(1,129)
Finance costs	融資成本				(5,486)
Unallocated head office and corporate expenses	未分配總部及公司開支				(71,005)
Consolidated profit before taxation	除稅前綜合溢利				170,906
Share of profit of a joint venture	分佔合營企業溢利	1,022	-	-	1,022
Depreciation for the year	年內折舊	7,518	3,026	362	10,906
Reportable segment assets (including interest in a joint venture)	可報告分部資產 (包括於合營企業的權益)	1,039,701	455,809	90,756	1,586,266
Deferred tax assets	遞延稅項資產				33,557
Current tax recoverable	可收回即期稅項				2,482
Unallocated head office and corporate assets	未分配總部及公司資產				291,414
Consolidated total assets	綜合資產總值				1,913,719
Additions to non-current segment assets during the year	年內添置非流動分部資產	10,807	4,087	378	15,272
Share of net assets in a joint venture	應佔合營企業資產淨值	3,089	-	-	3,089
Reportable segment liabilities	可報告分部負債	790,819	240,923	15,936	1,047,678
Current tax payable	應付即期稅項				8,360
Deferred tax liabilities	遞延稅項負債				3,451
Unallocated head office and corporate liabilities	未分配總部及公司負債				379,435
Consolidated total liabilities	綜合負債總額				1,438,924

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有指明外，以港元呈列)

### 3 REVENUE AND SEGMENT REPORTING (Continued)

#### (b) Segment reporting (Continued)

##### (i) Segment results, assets and liabilities (Continued)

For the year ended 31 December 2016

		General building 一般樓宇 \$'000 千元	Civil engineering 土木工程 \$'000 千元	Others 其他 \$'000 千元	Total 總計 \$'000 千元
Reportable segment revenue	可報告分部收益	1,908,269	993,529	100,225	3,002,023
Reportable segment profit	可報告分部溢利	144,549	49,318	3,138	197,005
Other revenue and other net loss	其他收益及其他淨虧損				156
Depreciation	折舊				(1,298)
Finance costs	融資成本				(3,007)
Unallocated head office and corporate expenses	未分配總部及公司開支				(65,174)
Consolidated profit before taxation	除稅前綜合溢利				127,682
Share of profit less loss of joint ventures	分佔合營企業溢利(扣除虧損)	945	-	-	945
Depreciation for the year	年內折舊	5,452	3,046	633	9,131
Reportable segment assets (including interest in a joint venture)	可報告分部資產 (包括於合營企業的權益)	675,756	358,908	81,207	1,115,871
Deferred tax assets	遞延稅項資產				1,217
Current tax recoverable	可收回即期稅項				2,742
Unallocated head office and corporate assets	未分配總部及公司資產				244,133
Consolidated total assets	綜合資產總值				1,363,963
Additions to non-current segment assets during the year	年內添置非流動分部資產	6,450	3,358	339	10,147
Share of net assets in a joint venture	應佔合營企業資產淨值	2,067	-	-	2,067
Reportable segment liabilities	可報告分部負債	483,634	244,658	19,150	747,442
Current tax payable	應付即期稅項				8,060
Deferred tax liabilities	遞延稅項負債				3,165
Unallocated head office and corporate liabilities	未分配總部及公司負債				153,560
Consolidated total liabilities	綜合負債總額				912,227

##### (ii) Geographic information

No geographic information has been presented as most of the Group's operating activities are carried out in Hong Kong.

### 3 收益及分部報告 (續)

#### (b) 分部報告 (續)

##### (i) 分部業績、資產及負債 (續)

截至二零一六年十二月三十一日止年度

		General building 一般樓宇 \$'000 千元	Civil engineering 土木工程 \$'000 千元	Others 其他 \$'000 千元	Total 總計 \$'000 千元
Reportable segment revenue	可報告分部收益	1,908,269	993,529	100,225	3,002,023
Reportable segment profit	可報告分部溢利	144,549	49,318	3,138	197,005
Other revenue and other net loss	其他收益及其他淨虧損				156
Depreciation	折舊				(1,298)
Finance costs	融資成本				(3,007)
Unallocated head office and corporate expenses	未分配總部及公司開支				(65,174)
Consolidated profit before taxation	除稅前綜合溢利				127,682
Share of profit less loss of joint ventures	分佔合營企業溢利(扣除虧損)	945	-	-	945
Depreciation for the year	年內折舊	5,452	3,046	633	9,131
Reportable segment assets (including interest in a joint venture)	可報告分部資產 (包括於合營企業的權益)	675,756	358,908	81,207	1,115,871
Deferred tax assets	遞延稅項資產				1,217
Current tax recoverable	可收回即期稅項				2,742
Unallocated head office and corporate assets	未分配總部及公司資產				244,133
Consolidated total assets	綜合資產總值				1,363,963
Additions to non-current segment assets during the year	年內添置非流動分部資產	6,450	3,358	339	10,147
Share of net assets in a joint venture	應佔合營企業資產淨值	2,067	-	-	2,067
Reportable segment liabilities	可報告分部負債	483,634	244,658	19,150	747,442
Current tax payable	應付即期稅項				8,060
Deferred tax liabilities	遞延稅項負債				3,165
Unallocated head office and corporate liabilities	未分配總部及公司負債				153,560
Consolidated total liabilities	綜合負債總額				912,227

##### (ii) 地區資料

由於本集團大部分經營活動在香港開展，故並未呈列地區資料。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有指明外，以港元呈列)

### 3 REVENUE AND SEGMENT REPORTING (Continued)

#### (b) Segment reporting (Continued)

##### (iii) Information about major customers

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

		2017 二零一七年 \$'000 千元	2016 二零一六年 \$'000 千元
Customer A	客戶 A	1,780,925	596,284
Customer B	客戶 B	773,839	508,054
Customer C	客戶 C	621,096	338,042
Customer D	客戶 D	N/A 不適用	433,509

Notes:

- (1) Revenue from customer A is generated from provision of general building, housing management services and consultancy services.
- (2) Revenue from customer B is generated from provision of civil engineering.
- (3) Revenue from customers C and D is generated from provision of general building.
- (4) Revenue from customer D for the year ended 2017 did not contribute over 10% of the total revenue of the Group.

### 3 收益及分部報告(續)

#### (b) 分部報告(續)

##### (iii) 有關主要客戶的資料

為本集團貢獻逾10%總收益的客戶的收益如下：

		2017 二零一七年 \$'000 千元	2016 二零一六年 \$'000 千元
Customer A	客戶 A	1,780,925	596,284
Customer B	客戶 B	773,839	508,054
Customer C	客戶 C	621,096	338,042
Customer D	客戶 D	N/A 不適用	433,509

附註：

- (1) 來自客戶A的收益由提供一般樓宇服務、房屋管理服務及顧問服務產生。
- (2) 來自客戶B的收益由提供土木工程服務產生。
- (3) 來自客戶C及D的收益由提供一般樓宇服務產生。
- (4) 於二零一七年，來自客戶D的收益貢獻並未超過本集團總收益的10%。

### 4 OTHER REVENUE

		2017 二零一七年 \$'000 千元	2016 二零一六年 \$'000 千元
Bank interest income	銀行利息收入	133	221
Others	其他	218	37
		<b>351</b>	<b>258</b>

### 4 其他收益

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有指明外，以港元呈列)

### 5 OTHER NET GAIN

### 5 其他淨收益

		2017 二零一七年 \$'000 千元	2016 二零一六年 \$'000 千元
Net foreign exchange gain/(loss)	匯兌收益／(虧損)淨額	23	(236)
Net gain on disposal of plant and equipment	出售廠房及設備的收益淨額	505	311
Loss on disposal of a joint venture	出售合營企業的虧損	-	(75)
		<b>528</b>	-

### 6 PROFIT BEFORE TAXATION

### 6 除稅前溢利

Profit before taxation is arrived at after charging/(crediting):

除稅前溢利乃扣除／(計入)以下各項後達致：

		2017 二零一七年 \$'000 千元	2016 二零一六年 \$'000 千元
<b>(a) Finance costs</b>	<b>(a) 融資成本</b>		
Interest on bank advances (note 16(c))	銀行墊款的利息(附註16(c))	5,486	3,007
<b>(b) Staff costs</b>	<b>(b) 員工成本</b>		
Salaries, wages and other benefits	薪金、工資及其他福利	574,698	436,082
Contributions to defined contribution retirement plans	界定供款退休計劃供款	21,178	16,509
Less: Amount capitalised in respect of construction contracts and consultancy contracts in progress	減：計入正在進行的建築合約及顧問合約資本的金額	(556,497)	(417,588)
		<b>39,379</b>	35,003
<b>(c) Other items</b>	<b>(c) 其他項目</b>		
Depreciation (note 11)	折舊(附註11)	12,035	10,429
Less: Amount capitalised in respect of construction contracts in progress	減：計入正在進行的建築合約資本的金額	(10,339)	(8,577)
		<b>1,696</b>	1,852
Operating lease charges: minimum lease payments	經營租賃開支：最低租賃付款	27,601	20,572
Less: Amount capitalised in respect of construction contracts in progress	減：計入正在進行的建築合約資本的金額	(17,936)	(11,274)
		<b>9,665</b>	9,298
Auditors' remuneration	核數師酬金	3,345	2,959

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有指明外，以港元呈列)

### 7 INCOME TAX

### 7 所得稅

(a) Taxation in the consolidated income statement represents:

(a) 綜合收益表內的稅項指：

		2017 二零一七年 \$'000 千元	2016 二零一六年 \$'000 千元
<b>Current tax — Hong Kong Profits Tax</b>	<b>即期稅項 — 香港利得稅</b>		
Provision for the year	年內撥備	<b>27,767</b>	21,865
(Over)/under-provision in respect of prior years	過往年度(超額撥備)/撥備不足	<b>(126)</b>	70
		<b>27,641</b>	21,935
<b>Deferred tax</b>	<b>遞延稅項</b>		
Origination and reversal of temporary differences	暫時差額的產生及撥回	<b>574</b>	(364)
		<b>28,215</b>	21,571

The provision for Hong Kong Profits Tax for 2017 is calculated at 16.5% (2016: 16.5%) of the estimated assessable profits for the year.

二零一七年香港利得稅撥備按年內估計應課稅溢利的16.5%(二零一六年: 16.5%)計算。

(b) Reconciliation between tax expense and accounting profit at applicable tax rates:

(b) 按適用稅率計算的稅項開支與會計溢利的對賬如下：

		2017 二零一七年 \$'000 千元	2016 二零一六年 \$'000 千元
Profit before taxation	除稅前溢利	<b>170,906</b>	127,682
Notional tax on profit before taxation, calculated at the rates applicable to profits in the jurisdictions concerned	除稅前溢利的名義稅項(按相關司法權區適用於溢利的稅率計算)	<b>28,342</b>	21,059
Tax effect of non-taxable income	毋須納稅收入的稅務影響	<b>(644)</b>	(193)
Tax effect of non-deductible expenses	不可扣減開支的稅務影響	<b>617</b>	575
Tax effect of current year's tax losses not recognised	未確認的本年度稅項虧損的稅務影響	<b>7</b>	8
(Over)/under-provision in respect of prior years	過往年度(超額撥備)/撥備不足	<b>(126)</b>	70
Others	其他	<b>19</b>	52
Tax expense	稅項開支	<b>28,215</b>	21,571



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有指明外，以港元呈列)

### 7 INCOME TAX (Continued)

(c) Income tax in the consolidated statement of financial position:

(i) Current taxation in the consolidated statement of financial position represents:

		2017 二零一七年 \$'000 千元	2016 二零一六年 \$'000 千元
Provision for Hong Kong Profits Tax for the year	年內香港利得稅撥備	27,767	21,865
Provisional Profits Tax paid	已付暫繳利得稅	(22,376)	(17,104)
		5,391	4,761
Balance of Profits Tax payable relating to prior year	有關過往年度應付利得稅結餘	487	557
		5,878	5,318
<b>Representing:</b>	<b>指：</b>		
Current tax recoverable	可收回即期稅項	(2,482)	(2,742)
Current tax payable	應付即期稅項	8,360	8,060
		5,878	5,318

(ii) Deferred tax assets and liabilities:

The components of deferred tax (assets)/liabilities recognised in the consolidated statement of financial position and the movements during the year are as follows:

(ii) 遞延稅項資產及負債：

已於綜合財務狀況表內確認的遞延稅項(資產)/負債的組成部分及於年內的變動如下：

Deferred tax arising from:		Depreciation allowances in excess of the related depreciation	Tax losses	Others	Total
來自以下各項的遞延稅項：		超出相關折舊的折舊撥備	稅項虧損	其他	總計
		\$'000 千元	\$'000 千元	\$'000 千元	\$'000 千元
At 1 January 2016	於二零一六年一月一日	3,146	(932)	98	2,312
Credited to profit or loss	計入損益	(79)	(285)	-	(364)
At 31 December 2016 and 1 January 2017	於二零一六年十二月三十一日及二零一七年一月一日	3,067	(1,217)	98	1,948
Acquisition of a subsidiary (note 25)	收購附屬公司(附註25)	-	(32,628)	-	(32,628)
Charged to profit or loss	於損益內扣除	286	288	-	574
At 31 December 2017	於二零一七年十二月三十一日	3,353	(33,557)	98	(30,106)

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有指明外，以港元呈列)

### 7 INCOME TAX (Continued)

(c) Income tax in the consolidated statement of financial position: (Continued)

(ii) Deferred tax assets and liabilities: (Continued)

		2017 二零一七年 \$'000 千元	2016 二零一六年 \$'000 千元
Net deferred tax assets recognised in the consolidated statement of financial position	於綜合財務狀況表內確認的遞延稅項資產淨值	<b>(33,557)</b>	(1,217)
Net deferred tax liabilities recognised in the consolidated statement of financial position	於綜合財務狀況表內確認的遞延稅項負債淨額	<b>3,451</b>	3,165
		<b>(30,106)</b>	1,948

(d) In accordance with the accounting policy set out in note 1(q), the Group has not recognised deferred tax assets in respect of cumulative tax losses of \$2,565,000 (2016: \$2,522,000) as it is not probable that future taxable profits against which the losses can be utilised will be available in the relevant tax jurisdiction and entity. The tax losses arising from Hong Kong operations do not expire under current tax legislation.

### 7 所得稅 (續)

(c) 綜合財務狀況表內的所得稅：(續)

(ii) 遞延稅項資產及負債：(續)

(d) 根據於附註1(q)所載的會計政策，由於在有關稅務司法權區及就有關實體而言，不大可能有未來應課稅溢利以抵銷可供動用的稅項虧損，故本集團並無就累計稅項虧損2,565,000港元(二零一六年：2,522,000港元)確認遞延稅項資產。根據現行稅務規例，香港業務所產生的稅項虧損並無屆滿。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有指明外，以港元呈列)

### 8 DIRECTORS' EMOLUMENTS

Directors' emoluments disclosed pursuant to section 383(1) of the Hong Kong Companies Ordinance and Part 2 of the Companies (Disclosure of Information about Benefits of Directors) Regulation are as follows:

### 8 董事薪酬

根據香港《公司條例》第383(1)條及公司(披露董事利益資料)規例第2部規定所披露之董事薪酬如下：

		Year ended 31 December 2017 截至二零一七年十二月三十一日止年度				
	Directors' fees	Basic salaries, allowances and benefits in kind	Discretionary bonuses	Retirement scheme contributions	Total	
	董事袍金	基本薪金、津貼及實物利益	酌情花紅	退休計劃供款	總計	
	\$'000	\$'000	\$'000	\$'000	\$'000	
	千元	千元	千元	千元	千元	
<b>Executive directors</b>	<b>執行董事</b>					
Mr. Chan Ki Chun	陳麒淳先生	-	1,585	-	73	1,658
Mr. Chan Chor Tung	陳楚東先生	-	1,465	260	68	1,793
Mr. Yeung Cho Yin, William	楊楚賢先生	-	1,153	60	54	1,267
Mr. Yung Kim Man	容劍文先生	-	1,392	260	63	1,715
<b>Independent non-executive directors</b>	<b>獨立非執行董事</b>					
Mr. Chan Kim Hung, Simon	陳劍雄先生	120	-	-	-	120
Mr. Jim Fun Kwong, Frederick	詹勳光先生	120	-	-	-	120
Mr. Lam Leung Tsun	林良俊先生	120	-	-	-	120
Total	總計	360	5,595	580	258	6,793

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有指明外，以港元呈列)

### 8 DIRECTORS' EMOLUMENTS (Continued)

### 8 董事薪酬 (續)

		Year ended 31 December 2016 截至二零一六年十二月三十一日止年度				
Directors' fees	Basic salaries, allowances and benefits in kind	Discretionary bonuses	Retirement scheme contributions	Total		
董事袍金	基本薪金、津貼及實物利益	酌情花紅	退休計劃供款	總計		
\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	
千元	千元	千元	千元	千元	千元	
<b>Executive directors</b>		<b>執行董事</b>				
Mr. Chan Ki Chun	陳麒淳先生	-	1,585	-	73	1,658
Mr. Chan Chor Tung	陳楚東先生	-	1,410	227	65	1,702
Mr. Yeung Cho Yin, William	楊楚賢先生	-	1,104	102	51	1,257
Mr. Yung Kim Man	容劍文先生	-	1,327	146	60	1,533
<b>Independent non-executive directors</b>		<b>獨立非執行董事</b>				
Mr. Chan Kim Hung, Simon	陳劍雄先生	120	-	-	-	120
Mr. Jim Fun Kwong, Frederick	詹勳光先生	120	-	-	-	120
Mr. Lam Leung Tsun	林良俊先生	120	-	-	-	120
<b>Total</b>	<b>總計</b>	<b>360</b>	<b>5,426</b>	<b>475</b>	<b>249</b>	<b>6,510</b>

Notes:

- (i) No director received any emoluments from the Group as an inducement to join or upon joining the Group or as compensation for loss of office during the year (2016: \$Nil). No director waived or agreed to waive any emoluments during the year (2016: \$Nil).
- (ii) The Company did not grant any share options for the purchase of ordinary shares in the Company during the year (2016: \$Nil).

附註：

- (i) 年內，概無董事自本集團收取任何酬金作為吸引加入本集團或加入本集團時的獎勵或作為離職補償(二零一六年：無)。年內，概無董事放棄或同意放棄任何酬金(二零一六年：無)。
- (ii) 年內，本公司並無授出任何有關購買本公司普通股的購股權(二零一六年：無)。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有指明外，以港元呈列)

### 9 INDIVIDUALS WITH HIGHEST EMOLUMENTS

Of the five individuals with highest emoluments, three directors (2016: three) whose emoluments are disclosed in note 8. The aggregate of the emoluments in respect of the other two (2016: two) individuals are as follows:

	2017 二零一七年 \$'000 千元	2016 二零一六年 \$'000 千元
Basic salaries, allowances and benefits in kind 基本薪金、津貼及實物利益	2,880	2,770
Discretionary bonuses 酌情花紅	590	234
Retirement scheme contributions 退休計劃供款	86	84
	<b>3,556</b>	<b>3,088</b>

The emoluments of the two (2016: two) individuals with the highest emoluments are within the following bands:

	2017 二零一七年 Number of Individuals 人數	2016 二零一六年 Number of individuals 人數
Nil to \$1,000,000 零至 1,000,000 港元	-	-
\$1,000,001 to \$1,500,000 1,000,001 港元至 1,500,000 港元	-	1
\$1,500,001 to \$2,000,000 1,500,001 港元至 2,000,000 港元	1	1
\$2,000,001 to \$2,500,000 2,000,001 港元至 2,500,000 港元	1	-

Note:

No individual received any emoluments from the Group as an inducement to join or upon joining the Group or as compensation for loss of office during the year (2016: \$Nil).

### 10 EARNINGS PER SHARE

#### (a) Basic earnings per share

The calculation of basic earnings per share is based on the profit attributable to ordinary equity shareholders of the Company of \$141,874,000 (2016: \$105,967,000) and 400,000,000 shares (2016: 400,000,000 shares) in issue during the year.

#### (b) Diluted earnings per share

There were no dilutive potential shares in existence during the years ended 31 December 2017 and 2016.

### 9 最高薪人士

五名最高薪人士中，有三名為董事(二零一六年：三名)，彼等的薪酬已於附註8中披露。另外兩名(二零一六年：兩名)人士的薪酬總額如下：

	2017 二零一七年 \$'000 千元	2016 二零一六年 \$'000 千元
Basic salaries, allowances and benefits in kind 基本薪金、津貼及實物利益	2,880	2,770
Discretionary bonuses 酌情花紅	590	234
Retirement scheme contributions 退休計劃供款	86	84
	<b>3,556</b>	<b>3,088</b>

另外兩名(二零一六年：兩名)最高薪人士的薪酬在以下範圍內：

	2017 二零一七年 Number of Individuals 人數	2016 二零一六年 Number of individuals 人數
Nil to \$1,000,000 零至 1,000,000 港元	-	-
\$1,000,001 to \$1,500,000 1,000,001 港元至 1,500,000 港元	-	1
\$1,500,001 to \$2,000,000 1,500,001 港元至 2,000,000 港元	1	1
\$2,000,001 to \$2,500,000 2,000,001 港元至 2,500,000 港元	1	-

附註：

年內，概無任何個別人士收取本集團任何報酬，作為加入或加入本集團時的獎勵或作為離職補償(二零一六年：零元)。

### 10 每股盈利

#### (a) 每股基本盈利

每股基本盈利乃根據本公司普通權益股東應佔溢利141,874,000港元(二零一六年：105,967,000港元)以及年內已發行股份400,000,000股(二零一六年：400,000,000股)計算。

#### (b) 每股攤薄盈利

於截至二零一七年及二零一六年十二月三十一日止年度，並無潛在攤薄股份。



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有指明外，以港元呈列)

### 11 PLANT AND EQUIPMENT

### 11 廠房及設備

		Note 附註	Machinery and equipment 機器及設備 \$'000 千元	Motor vehicles 汽車 \$'000 千元	Furniture and fixtures 傢俬及裝置 \$'000 千元	Total 總計 \$'000 千元
<b>Cost:</b>	<b>成本：</b>					
At 1 January 2017	於二零一七年一月一日		29,016	65,447	4,639	99,102
Additions	添置		2,903	12,734	-	15,637
Acquisition of a subsidiary	收購一間附屬公司	25	-	1,442	583	2,025
Disposals	出售		(2,350)	(3,618)	-	(5,968)
At 31 December 2017	於二零一七年十二月三十一日		29,569	76,005	5,222	110,796
<b>Accumulated depreciation:</b>	<b>累計折舊：</b>					
At 1 January 2017	於二零一七年一月一日		25,108	43,127	3,718	71,953
Charge for the year	年內折舊		1,929	9,772	334	12,035
Acquisition of a subsidiary	收購一間附屬公司	25	-	1,442	549	1,991
Written back on disposals	出售時撥回		(2,350)	(3,147)	-	(5,497)
At 31 December 2017	於二零一七年十二月三十一日		24,687	51,194	4,601	80,482
<b>Net book value:</b>	<b>賬面淨值：</b>					
At 31 December 2017	於二零一七年十二月三十一日		4,882	24,811	621	30,314
<b>Cost:</b>	<b>成本：</b>					
At 1 January 2016	於二零一六年一月一日		28,171	58,851	4,538	91,560
Additions	添置		1,149	9,374	144	10,667
Disposals	出售		(304)	(2,778)	(43)	(3,125)
At 31 December 2016	於二零一六年十二月三十一日		29,016	65,447	4,639	99,102
<b>Accumulated depreciation:</b>	<b>累計折舊：</b>					
At 1 January 2016	於二零一六年一月一日		23,729	37,343	3,405	64,477
Charge for the year	年內折舊		1,683	8,429	317	10,429
Written back on disposals	出售時撥回		(304)	(2,645)	(4)	(2,953)
At 31 December 2016	於二零一六年十二月三十一日		25,108	43,127	3,718	71,953
<b>Net book value:</b>	<b>賬面淨值：</b>					
At 31 December 2016	於二零一六年十二月三十一日		3,908	22,320	921	27,149

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有指明外，以港元呈列)

### 12 INVESTMENTS IN SUBSIDIARIES

The following list contains the particulars of subsidiaries as at 31 December 2017, all of which are private companies and the class of shares held is ordinary unless otherwise stated.

### 12 於附屬公司的投資

下表載列於二零一七年十二月三十一日附屬公司之詳情，除另有指明外，下列所有附屬公司均為私營公司且所持股份類別為普通股。

Name of company 公司名稱	Place of incorporation/ establishment and business 註冊成立/ 成立及營業地點	Particulars of issued and paid-up capital/ registered capital 已發行及繳足股本/ 註冊資本詳情	Percentage of ownership interest 所有權權益百分比			Principal activities 主要業務
			Group's effective interest 本集團 實際權益	Held by the Company 本公司 持有	Held by a subsidiary 附屬公司 持有	
Biwater Man Lee Limited 百沃特文利工程有限公司	Hong Kong 香港	118,578,047 shares 118,578,047 股	100% 100%	– –	100% 100%	Civil engineering 土木工程
Build.it Limited 建築資訊顧問有限公司	Hong Kong 香港	100 shares 100 股	80% 80%	– –	80% 80%	Consultancy services 諮詢服務
Chit Cheung Construction Company Limited 捷章建築有限公司	Hong Kong 香港	1,450,000 shares 1,450,000 股	100% 100%	– –	100% 100%	Construction and civil engineering 建築及土木工程
Consent Consultants Limited 康信顧問有限公司	Hong Kong 香港	1 share 1 股	100% 100%	– –	100% 100%	Project consultancy services 項目顧問服務
Everfirst Profits Limited Everfirst Profits Limited	British Virgin Islands 英屬處女群島	1 share of US\$1 1 股面值 1 美元的股份	100% 100%	– –	100% 100%	Investment holding 投資控股
Fujitac Construction & Engineering Consultants Limited 富士達建築及工程顧問有限公司	Hong Kong 香港	1 share 1 股	100% 100%	– –	100% 100%	Construction-related consultancy services 建築相關的顧問服務
Grand Win Design Consultants Limited 創意設計顧問有限公司	Hong Kong 香港	1 share 1 股	100% 100%	– –	100% 100%	Construction design and consultancy services 建築設計及顧問服務
High Horse Holdings Limited 駿高控股有限公司	British Virgin Islands 英屬處女群島	10,000 shares of US\$1 10,000 股 面值 1 美元的股份	100% 100%	– –	100% 100%	Investment holding 投資控股
High Regard Holdings Limited 尊崇控股有限公司	British Virgin Islands 英屬處女群島	1 share of US\$1 1 股面值 1 美元的股份	100% 100%	– –	100% 100%	Investment holding 投資控股
Intercede International Limited Intercede International Limited	British Virgin Islands 英屬處女群島	1 share of US\$1 1 股面值 1 美元的股份	100% 100%	– –	100% 100%	Investment holding 投資控股
Linktech Engineering & Landscape Consultants Limited 德滙工程及園林顧問有限公司	Hong Kong 香港	1 share 1 股	100% 100%	– –	100% 100%	Consultancy services 顧問服務

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有指明外，以港元呈列)

### 12 INVESTMENTS IN SUBSIDIARIES (Continued)

### 12 於附屬公司的投資(續)

Name of company 公司名稱	Place of incorporation/ establishment and business 註冊成立/ 成立及營業地點	Particulars of issued and paid-up capital/ registered capital 已發行及繳足股本/ 註冊資本詳情	Percentage of ownership interest 所有權權益百分比			Principal activities 主要業務
			Group's effective interest 本集團 實際權益	Held by the Company 本公司 持有	Held by a subsidiary 附屬公司 持有	
Sun Fook Kong – Biwater Joint Venture <sup>®#</sup>	Hong Kong	N/A	100%	–	100%	Civil engineering
Sun Fook Kong – Biwater Joint Venture <sup>®#</sup>	香港	不適用	100%	–	100%	土木工程
Sun Fook Kong – Chit Cheung Joint Venture <sup>®</sup>	Hong Kong	N/A	100%	–	100%	Construction and civil engineering
Sun Fook Kong – Chit Cheung Joint Venture <sup>®</sup>	香港	不適用	100%	–	100%	建築及土木工程
Sun Fook Kong (Civil) Limited	Hong Kong	7,000,000 shares	100%	–	100%	Civil engineering and maintenance
新福港(土木)有限公司	香港	7,000,000股	100%	–	100%	土木工程及保養
Sun Fook Kong Construction Limited	Hong Kong	4,440,000 shares	100%	–	100%	Building construction and maintenance
新福港營造有限公司	香港	4,440,000股	100%	–	100%	樓宇建築及保養
Sun Fook Kong Construction Management Limited	Hong Kong	10,000 shares	100%	–	100%	Project management services
新福港工程策劃管理有限公司	香港	10,000股	100%	–	100%	項目管理服務
Sun Fook Kong E & M Management Limited	Hong Kong	4,700,000 shares	100%	–	100%	Hiring out of plant and machinery and undertaking electrical installation work
新福港機電工程有限公司	香港	4,700,000股	100%	–	100%	從事廠房及機器出租及 承接電氣安裝工程
Sun Fook Kong Engineering Limited	Hong Kong	2,000,000 shares	100%	–	100%	Civil engineering
新福港工程有限公司	香港	2,000,000股	100%	–	100%	土木工程
Sun Fook Kong Holdings Limited	British Virgin Islands	10,400 shares of US\$1 each	100%	100%	–	Investment holding and building construction
新福港控股有限公司	英屬處女群島	10,400股每股面值 1美元的股份	100%	100%	–	投資控股及樓宇建築
Sun Fook Kong Housing Services Limited	Hong Kong	12,100,000 shares	100%	–	100%	Housing management services
新福港屋宇服務有限公司	香港	12,100,000股	100%	–	100%	房屋管理服務
SFK Housing Services (China) Limited	Hong Kong	10,000 shares	100%	–	100%	Investment holding
新福港屋宇服務(中國)有限公司	香港	10,000股	100%	–	100%	投資控股

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有指明外，以港元呈列)

### 12 INVESTMENTS IN SUBSIDIARIES (Continued)

### 12 於附屬公司的投資(續)

Name of company 公司名稱	Place of incorporation/ establishment and business 註冊成立/ 成立及營業地點	Particulars of issued and paid-up capital/ registered capital 已發行及繳足股本/ 註冊資本詳情	Percentage of ownership interest 所有權權益百分比			Principal activities 主要業務
			Group's effective interest 本集團 實際權益	Held by the Company 本公司 持有	Held by a subsidiary 附屬公司 持有	
Sun Fook Kong Joint Venture#	Hong Kong	N/A	100%	-	100%	Construction and civil engineering
新福港聯營公司#	香港	不適用	100%	-	100%	建築及土木工程
Sun Fook Kong Themeworks (Hong Kong) Limited	Hong Kong	100 shares	100%	-	100%	Investment holding
新福港奇幻制作(香港)有限公司	香港	100股	100%	-	100%	投資控股
Sun Fook Kong Themeworks Production (Macao) Limited^	Macau	2 shares of MOP12,500 each	75%	-	75%	Construction and civil engineering
新福港奇幻制作(澳門)有限公司^	澳門	2股每股面值12,500澳門幣的股份	75%	-	75%	建築及土木工程
佛山新福港物業管理有限公司 (前名佛山寶得物業管理有限公司)^*	The PRC	US\$800,000	100%	-	100%	Building management, property consultancy and consultancy services
佛山新福港物業管理有限公司 (前名佛山寶得物業管理有限公司)^*	中國	800,000美元	100%	-	100%	建築管理、物業顧問及顧問服務
廣州標迪建築模型設計有限公司**	The PRC	Renminbi ("RMB") 300,000	80%	-	80%	Consultancy services
廣州標迪建築模型設計有限公司**	中國	人民幣300,000元	80%	-	80%	諮詢服務
廣州新福港物業管理有限公司**	The PRC	RMB1,000,000	100%	-	100%	Building management, property consultancy and consultancy services
廣州新福港物業管理有限公司**	中國	人民幣1,000,000元	100%	-	100%	建築管理、物業顧問及顧問服務

\* This entity was a joint operation of the Group in 2016.

# These entities are unincorporated bodies.

\* These entities are wholly foreign-owned enterprises.

^ These entities are not audited by KPMG.

The financial statements of the subsidiaries not audited by KPMG reflect total net assets and total revenue constituting approximately 1.6% and 0.2% respectively of the related consolidated totals.

\* 該實體為本集團於二零一六年的合營業務。

# 該等實體乃無法人地位的機構。

\* 該等實體為外商獨資企業。

^ 該等實體未經畢馬威會計師事務所審核。

該等未經畢馬威會計師事務所審核之附屬公司財務實表反映其資產淨值總額與總收益分別佔有關之綜合總額約1.6%及0.2%。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有指明外，以港元呈列)

### 13 INTEREST IN JOINT ARRANGEMENTS AND AMOUNT DUE TO A JOINT VENTURE

#### (a) Interest in a joint venture and amount due to a joint venture

		2017 二零一七年 \$'000 千元	2016 二零一六年 \$'000 千元
Share of net assets	分佔淨資產	3,089	2,067
Amount due to a joint venture (note)	應付合營企業款項(附註)	(1,904)	(1,032)

Note: The amount due to a joint venture is interest-free, unsecured and repayable on demand.

附註：應付合營企業款項不計息，無抵押，須按  
要求償還。

(i) Details of the Group's interest in the joint venture, which is accounted for using the equity method in the consolidated financial statements, are as follows:

(i) 本集團於合營企業的權益採用權益  
法在綜合財務報表列賬，詳情如  
下：

Name of joint venture	Form of business structure	Place of incorporation and business	Percentage of ownership interest			Principal activities
			Group's effective interest	Held by the Company	Held by a subsidiary	
合營企業名稱	業務架構形式	註冊成立及營業地點	本集團實際權益	本公司持有	附屬公司持有	主要業務
Sun Fook Kong – Kun Fai Engineering and Construction Co., Ltd. ("Sun Fook Fong – Kun Fai")	Incorporated	Macau	50%	–	50%	Building construction and public works
新福港 – 權暉建築工程有限公司(「新福港 – 權暉」)	註冊成立	澳門	50%	–	50%	樓宇建築及公共工程

Sun Fook Fong – Kun Fai, the only joint venture in which the Group participates, is unlisted corporate entity whose quoted market price is not available.

本集團參與的唯一合營企業新福港 – 權暉為並無市場報價的非上市企業實體。



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有指明外，以港元呈列)

### 13 INTEREST IN JOINT ARRANGEMENTS AND AMOUNT DUE TO A JOINT VENTURE (Continued)

#### (b) Interest in joint operations

In addition to the joint venture as listed in note 13(a), the Group has also established joint arrangements with outside contractors to undertake general building and civil engineering in the form of joint operations. In accordance with the agreement, the decisions about relevant activities in these entities require unanimous consent of the parties sharing control and, therefore management has accounted for the investments as joint operations.

Details of the Group's interest in the material joint operations, all of which are accounted for using the line-by-line basis to the extent of the Group's interest in the joint operations, are as follows:

### 13 於合營安排的權益及應付合營企業款項(續)

#### (b) 於合營業務的權益

除附註13(a)所列合營企業外，本集團亦已與外界承包商組成共同安排，以共同經營的方式承接一般樓宇及土木工程。根據協議，與該等實體相關活動有關的決策須經享有控制權的各方一致同意後方可作實，因而管理層將有關投資按合營業務入賬。

本集團於重大合營業務均按逐項基準將本集團於合營業務的權益列賬，重大合營業務的權益詳情如下：

Name of joint operation	Form of business structure	Place of incorporation and business 註冊成立及營業地點	Percentage of ownership interest 所有權權益百分比			Principal activities 主要業務
			Group's effective interest 本集團實際權益	Held by the Company 本公司持有	Held by a subsidiary 附屬公司持有	
CEC – CCC Joint Venture 大陸工程 – 捷章建築聯營	Unincorporated 無法人地位	Hong Kong 香港	40%	–	40%	Civil engineering 土木工程
Fujita – Sun Fook Kong Joint Venture Fujita – Sun Fook Kong Joint Venture	Unincorporated 無法人地位	Hong Kong 香港	50%	–	50%	Civil engineering 土木工程

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有指明外，以港元呈列)

### 14 GROSS AMOUNT DUE FROM/TO CUSTOMERS FOR CONTRACT WORK

### 14 應收／付合約工程客戶總額

		2017 二零一七年 \$'000 千元	2016 二零一六年 \$'000 千元
Contract costs incurred plus recognised profits less recognised losses	已產生合約成本加已確認溢利減已確認虧損	9,453,857	8,165,081
Less: progress billings received and receivable	減：已收及應收進度賬款	(8,950,854)	(7,719,209)
		<b>503,003</b>	445,872
<b>Representing:</b>	<b>指：</b>		
Gross amount due from customers for contract work	應收合約工程客戶總額	689,399	570,330
Gross amount due to customers for contract work	應付合約工程客戶總額	(186,396)	(124,458)
		<b>503,003</b>	445,872

All gross amount due from/to customers for contract work are expected to be recovered/settled within one year.

預期所有應收／付合約工程客戶總額將於一年內收回／償還。

### 15 TRADE AND OTHER RECEIVABLES

### 15 應收貿易賬款及其他應收款項

		2017 二零一七年 \$'000 千元	2016 二零一六年 \$'000 千元
Trade debtors	應收貿易賬款	570,525	314,282
Deposits, prepayments and other receivables	按金、預付款項及其他應收款項	43,246	39,502
Amounts due from related companies (note (i))	應收關聯公司款項(附註(i))	1,815	10,285
Amounts due from a joint operation partner (note (ii))	應收合營業務夥伴款項(附註(ii))	36,810	27,789
Retentions receivable	應收保證金	219,508	132,831
		<b>871,904</b>	524,689

Notes:

- (i) The amounts represent trade balances due from subsidiaries of Great Eagle Holdings Limited and Sun Fook Kong Group Limited for the provision of housing management services and consultancy services. The balances carry similar trade terms to those with other customers.
- (ii) The amounts due from joint operation partners are interest-free, unsecured and repayable on demand.
- (iii) Except for the amounts of \$174,022,000 (2016: \$74,028,000) which are expected to be recovered after one year, all of the remaining balances of trade and other receivables are expected to be recovered within one year.

附註：

- (i) 該款項指就提供房屋管理服務及諮詢服務應收鷹君集團有限公司及新福港集團有限公司之附屬公司的貿易結餘。該等結餘的貿易條款與向其他客戶提供者相若。
- (ii) 應收合營業務夥伴款項不計息、無抵押及須按要求償還。
- (iii) 除174,022,000港元(二零一六年：74,028,000港元)的款項預期將於一年後收回外，應收貿易賬款及其他應收款項所有餘下結餘預期將於一年內收回。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有指明外，以港元呈列)

### 15 TRADE AND OTHER RECEIVABLES (Continued)

#### (a) Ageing analysis

As at the end of the reporting period, the ageing analysis of trade debtors and trade balances due from related companies (which are included in trade and other receivables), based on the invoice date (or date of revenue recognition, if earlier) is as follows:

		2017 二零一七年 \$'000 千元	2016 二零一六年 \$'000 千元
Within 1 month	1 個月內	532,377	263,006
Over 1 to 2 months	1 至 2 個月	24,502	55,345
Over 2 to 3 months	2 至 3 個月	7,941	4,377
Over 3 months	超過 3 個月	7,520	1,839
		<b>572,340</b>	<b>324,567</b>

Trade debtors are due within 14–30 days from the date of billing. Further details on the Group's credit policy are set out in note 20(a).

#### (b) Impairment of trade debtors

Impairment losses in respect of trade debtors and trade balances due from related companies are recorded using an allowance account unless the Group is satisfied that recovery of the amount is remote, in which case the impairment loss is written off against trade debtors directly (see note 1(j)(i)).

At 31 December 2017 and 2016, none of the trade debtors are considered to be impaired.

### 15 應收貿易賬款及其他應收款項(續)

#### (a) 賬齡分析

於報告期末，基於發票日期或收益確認日期(以較早者為準)的應收貿易賬款以及應收關聯公司的貿易結餘(計入應收貿易賬款及其他應收款項)的賬齡分析如下：

	2017 二零一七年 \$'000 千元	2016 二零一六年 \$'000 千元
Within 1 month	532,377	263,006
Over 1 to 2 months	24,502	55,345
Over 2 to 3 months	7,941	4,377
Over 3 months	7,520	1,839
	<b>572,340</b>	<b>324,567</b>

應收貿易賬款自發票日期起 14 至 30 日內到期。有關本集團信貸政策的其他詳情載於附註 20(a)。

#### (b) 應收貿易賬款減值

應收貿易賬款以及應收關聯公司貿易結餘的減值虧損採用撥備賬列賬，惟倘本集團相信收回該等款項的可能性極低，則減值虧損直接從應收貿易賬款撇銷(見附註 1(j)(i))。

於二零一七年及二零一六年十二月三十一日，概無本集團的應收貿易賬款被視為減值。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有指明外，以港元呈列)

### 15 TRADE AND OTHER RECEIVABLES (Continued)

#### (c) Trade debtors that are not impaired

The ageing analysis of trade debtors and trade balances due from related companies that are neither individually nor collectively considered to be impaired are as follows:

		2017 二零一七年 \$'000 千元	2016 二零一六年 \$'000 千元
Neither past due nor impaired	既無逾期亦無減值	543,815	310,910
Within 1 month past due	逾期不足1個月	19,319	8,318
Over 1 to 2 months past due	逾期1至2個月	1,609	3,495
Over 2 to 3 months past due	逾期2至3個月	1,108	48
Over 3 months past due	逾期超過3個月	6,489	1,796
		<b>28,525</b>	13,657
		<b>572,340</b>	324,567

Receivables that were neither past due nor impaired relate to a wide range of customers for whom there was no recent history of default.

Receivables that were past due but not impaired relate to a number of independent customers that have a good track record with the Group. Based on past experience, management believes that no impairment allowance is necessary in respect of these balances as there has not been a significant change in credit quality and the balances are still considered fully recoverable.

### 15 應收貿易賬款及其他應收款項(續)

#### (c) 並無減值的應收貿易賬款

並無個別或共同被視為減值的應收貿易賬款以及應收關聯公司貿易結餘的賬齡分析如下：

		2017 二零一七年 \$'000 千元	2016 二零一六年 \$'000 千元
Neither past due nor impaired	既無逾期亦無減值	543,815	310,910
Within 1 month past due	逾期不足1個月	19,319	8,318
Over 1 to 2 months past due	逾期1至2個月	1,609	3,495
Over 2 to 3 months past due	逾期2至3個月	1,108	48
Over 3 months past due	逾期超過3個月	6,489	1,796
		<b>28,525</b>	13,657
		<b>572,340</b>	324,567

既無逾期亦無減值的應收款項涉及大量並無近期違約記錄的客戶。

逾期但並無減值的應收款項涉及許多與本集團之間存在良好往績記錄的獨立客戶。根據過往經驗，管理層認為毋須就該等結餘作出減值撥備，原因是信貸質素並無重大變化且結餘仍被視為可全數收回。

### 16 CASH AND CASH EQUIVALENTS AND OTHER CASH FLOW INFORMATION

#### (a) Cash and cash equivalents comprise:

		2017 二零一七年 \$'000 千港元	2016 二零一六年 \$'000 千港元
Cash at banks and in hand in the consolidated statement of financial position	綜合財務狀況表內的銀行及手頭現金	256,759	215,828
Bank overdrafts (note 18)	銀行透支(附註18)	(5,984)	-
Cash and cash equivalents in the consolidated cash flow statement	綜合現金流量表內的現金及現金等價物	<b>250,775</b>	215,828

### 16 現金及現金等價物及其他現金流量資料

#### (a) 現金及現金等價物包括：

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有指明外，以港元呈列)

### 16 CASH AND CASH EQUIVALENTS AND OTHER CASH FLOW INFORMATION (Continued)

#### (b) Major non-cash transactions

During the year ended 31 December 2017, there were proceeds from bank loans of \$81,775,000 (2016: \$732,000) directly transferred to trade creditors to settle the trade balances. These proceeds from bank loans had no cash flow impact to the Group.

During the year ended 31 December 2017, there were proceeds from bank loans of \$30,879,000 (2016: HK\$Nil) directly transferred to a joint operation partner to settle the trade balances of the joint operation. These proceeds from bank loans had no cash flow impact to the Group.

#### (c) Reconciliation of liabilities arising from financing activities

The table below details changes in the Group's liabilities from financing activities, including both cash and non-cash changes. Liabilities arising from financing activities are liabilities for which cash flows were, or future cash flows will be, classified in the Group's consolidated cash flow statement as cash flows from financing activities.

### 16 現金及現金等價物及其他現金流量資料(續)

#### (b) 主要非現金交易

截至二零一七年十二月三十一日止年度，直接轉撥銀行貸款所得款項81,775,000港元(二零一六年：732,000港元)至應付貿易賬款，以結算貿易結餘。該等銀行貸款所得款項對本集團並無現金流量影響。

截至二零一七年十二月三十一日止年度，直接轉撥銀行貸款所得款項30,879,000港元(二零一六年：零港元)至一間合營業務夥伴，以結算合營業務的貿易結餘。該等銀行貸款所得款項對本集團並無現金流量影響。

#### (c) 融資活動所產生負債的對賬

下表載列融資活動所產生本集團負債的變動(包括現金及非現金變動)詳情。融資活動所產生負債為其現金流量已經或未來現金流量將於本集團的綜合現金流量表內分類作融資活動所產生現金流量的負債。

		Note 附註	Bank loans 銀行貸款 \$'000 千元
<b>At 1 January 2017</b>	於二零一七年一月一日	18	100,732
<b>Changes from financing cash flows:</b>	<b>融資現金流量的變動</b>		
Proceeds from bank loans	銀行貸款所得款項		710,000
Repayment of bank loans	償還銀行貸款		(621,628)
Interest paid	已付利息		(5,486)
<b>Total changes from financing cash flows</b>	<b>融資現金流量的變動總額</b>		<b>82,886</b>
<b>Other changes</b>	<b>其他變動</b>		
Bank loans directly transferred to trade creditors	直接轉撥至應付貿易賬款的 銀行貸款	16(b)	81,775
Bank loans directly transferred to a joint operation partner	直接轉撥至合營業務夥伴的 銀行貸款	16(b)	30,879
Finance costs	融資成本	6(a)	5,486
<b>Total other changes</b>	<b>其他變動總額</b>		<b>118,140</b>
<b>At 31 December 2017</b>	於二零一七年十二月三十一日	18	<b>301,758</b>



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有指明外，以港元呈列)

### 17 TRADE AND OTHER PAYABLES

### 17 應付貿易賬款及其他應付款項

		2017 二零一七年 \$'000 千元	2016 二零一六年 \$'000 千元
Trade creditors	應付貿易賬款	450,070	315,188
Accruals and other payables	應計費用及其他應付款項	250,640	175,427
Amounts due to joint operation partners (note (i))	應付合營業務夥伴的款項 (附註(i))	6,562	7,480
Retentions payable	應付保證金	223,799	176,685
		<b>931,071</b>	<b>674,780</b>

Notes:

- (i) The amounts due to joint operation partners are interest-free, unsecured and repayable on demand.
- (ii) Except for the amounts of \$140,475,000 (2016: \$85,356,000), all of the remaining balances of trade and other payables are expected to be settled within one year.

附註：

- (i) 應付合營業務夥伴的款項不計息、無抵押及須按要求償還。
- (ii) 除140,475,000港元(二零一六年：85,356,000港元)的款項外，應付貿易賬款及其他應付款項所有餘下結餘預期將於一年內償還。

#### Ageing analysis

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

#### 賬齡分析

於報告期末，基於發票日期的應付貿易賬款的賬齡分析如下：

		2017 二零一七年 \$'000 千元	2016 二零一六年 \$'000 千元
Within 1 month	1個月內	352,289	256,496
Over 1 to 2 months	1至2個月	70,655	50,602
Over 2 to 3 months	2至3個月	10,319	3,001
Over 3 months	超過3個月	16,807	5,089
		<b>450,070</b>	<b>315,188</b>

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有指明外，以港元呈列)

### 18 BANK LOANS AND OVERDRAFTS

### 18 銀行貸款及透支

		2017 二零一七年 \$'000 千元	2016 二零一六年 \$'000 千元
Bank overdrafts, repayable on demand (note 16)	銀行透支，須按要求償還(附註16)		
— Secured	— 有抵押	4,858	-
— Unsecured	— 無抵押	1,126	-
		<b>5,984</b>	-
Bank loans, repayable within 1 year	銀行貸款，一年內償還		
— Secured	— 有抵押	60,000	45,000
— Unsecured	— 無抵押	241,758	55,732
		<b>301,758</b>	100,732
		<b>307,742</b>	100,732

(a) As at 31 December 2017, the bank loans and overdrafts bear interest ranging from 1.80% to 2.69% (2016: 1.97% to 2.67%) per annum.

(a) 於二零一七年十二月三十一日，銀行貸款及透支按年利率1.80%至2.69%（二零一六年：1.97%至2.67%）計息。

(b) As at 31 December 2017 and 2016, the banking facilities (including bank loans, overdrafts and performance bonds) granted to the Group, the Group's joint operations and the Group's joint venture jointly were secured by:

(b) 於二零一七年及二零一六年十二月三十一日，授予本集團、本集團合營業務及本集團合營企業的銀行融資（包括銀行貸款、透支及履約保證）一同以下列各項作抵押：

(i) Assignment of project proceeds from certain construction contracts of the Group, the Group's joint operations and the Group's joint venture;

(i) 轉讓本集團若干建築合約、本集團合營業務及本集團合營企業的项目所得款項；

(ii) Pledged deposits of the Group of \$25,006,000 (2016: \$19,941,000);

(ii) 本集團已抵押存款25,006,000港元（二零一六年：19,941,000港元）；

(iii) Corporate guarantees provided by a subsidiary and the joint venture partner, personal properties and pledged deposits owned by the joint venture partner; and

(iii) 一家附屬公司及合營企業夥伴提供的企業擔保、合營企業夥伴所擁有的私人財產及已抵押存款；及

(iv) Corporate guarantees provided by the Company and cross corporate guarantees provided by the Company and certain subsidiaries.

(iv) 本公司提供的企業擔保以及本公司及若干附屬公司提供的交叉企業擔保。

(c) All of the Group's banking facilities are subject to the fulfilment of certain covenants as are commonly found in lending arrangements with financial institutions. If the Group were to breach the covenants the drawn down facilities would become payable on demand. The Group regularly monitors its compliance with these covenants. Further details of the Group's management of liquidity risk are set out in note 20(b). During the year ended 31 December 2017, none of the covenants relating to the drawn down facilities had been breached (2016: \$Nil).

(c) 本集團所有銀行融資均須待若干契諾達成後方可作實，此契諾通常見於與金融機構達成的借貸安排。倘本集團違反契諾，所提取的融資將按要求償還。本集團定期監察其有否遵守該等契諾。有關本集團管理流動資金風險的進一步詳情載於附註20(b)。截至二零一七年十二月三十一日止年度，本集團概無違反與已提取的融資有關的契諾（二零一六年：無）。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有指明外，以港元呈列)

### 19 CAPITAL, RESERVES AND DIVIDENDS

#### (a) Movement in components of equity

The reconciliation between the opening and closing balances of each component of the Group's consolidated equity is set out in the consolidated statement of changes in equity.

Details of the changes in the Company's individual components of equity between the beginning and the end of the year are set out below:

#### The Company

	Note	Share capital	Share premium	Capital reserve	Retained profits	Total
	附註	股本	股份溢價	股本儲備	保留溢利	總計
		\$'000	\$'000	\$'000	\$'000	\$'000
		千元	千元	千元	千元	千元
At 1 January 2016	於二零一六年一月一日	40,000	82,867	81	104,666	227,614
Profit and total comprehensive income for the year	於二零一六年一月一日 年內溢利及 全面收益總額	-	-	-	106,374	106,374
Dividends approved in respect of the previous year	上一年度批准的股息	-	-	-	(100,000)	(100,000)
Dividends declared in respect of the current year	本年度已宣派股息	-	-	-	(36,000)	(36,000)
At 31 December 2016	於二零一六年十二月三十一日	40,000	82,867	81	75,040	197,988
At 1 January 2017	於二零一七年一月一日	<b>40,000</b>	<b>82,867</b>	<b>81</b>	<b>75,040</b>	<b>197,988</b>
Profit and total comprehensive income for the year	於二零一七年一月一日 年內溢利及 全面收益總額	-	-	-	<b>159,369</b>	<b>159,369</b>
Dividends approved in respect of the previous year	上一年度批准的股息	-	-	-	<b>(70,000)</b>	<b>(70,000)</b>
Dividends declared in respect of the current year	本年度已宣派股息	-	-	-	<b>(50,000)</b>	<b>(50,000)</b>
At 31 December 2017	於二零一七年十二月三十一日	<b>40,000</b>	<b>82,867</b>	<b>81</b>	<b>114,409</b>	<b>237,357</b>

### 19 資本、儲備及股息

#### (a) 權益部分變動

本集團綜合權益各部分的期初及期末結餘的對賬載於綜合權益變動表。

本公司權益個別組成部分的年初及年末變動詳情載列如下：

#### 本公司

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有指明外，以港元呈列)

### 19 CAPITAL, RESERVES AND DIVIDENDS (Continued)

### 19 資本、儲備及股息(續)

#### (b) Dividends

#### (b) 股息

##### (i) Dividends payable to equity shareholders of the Company attributable to the year:

##### (i) 年內應付本公司權益股東之股息：

	2017 二零一七年 \$'000 千元	2016 二零一六年 \$'000 千元
Interim dividend declared and paid of 12.5 cents (2016: 9 cents) per ordinary share	50,000	36,000
Final dividend proposed after the end of the reporting period of 18.5 cents (2016: 17.5 cents) per ordinary share	74,000	70,000
	<b>124,000</b>	<b>106,000</b>

The final dividend proposed after the end of the reporting period has not been recognised as a liability at the end of the reporting period.

於報告期末後擬派付之末期股息並未於報告期末確認為負債。

##### (ii) Dividends payable to equity shareholders of the Company attributable to the previous financial year, approved and paid during the year

##### (ii) 年內批准及派付之前一財年應佔之應向本公司權益股東派付之股息

	2017 二零一七年 \$'000 千元	2016 二零一六年 \$'000 千元
Final dividend in respect of the previous financial year, approved and paid during the year, of 17.5 cents (2016: 25 cents) per share	70,000	100,000

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有指明外，以港元呈列)

### 19 CAPITAL, RESERVES AND DIVIDENDS (Continued)

### 19 資本、儲備及股息 (續)

#### (c) Share capital

#### (c) 股本

		2017 二零一七年		2016 二零一六年	
		No. of shares 股份數目	Amount \$ 金額港元	No. of shares 股份數目	Amount \$ 金額港元
<b>Authorised:</b>	法定股本：				
At 1 January and 31 December	於一月一日及 十二月三十一日	10,000,000,000	1,000,000,000	10,000,000,000	1,000,000,000
<b>Ordinary shares, issued and fully paid:</b>	已發行繳足普通股：				
At 1 January and 31 December	於一月一日及 十二月三十一日	400,000,000	40,000,000	400,000,000	40,000,000

The holders of ordinary shares are entitled to receive dividends as declared from time to time and are entitled to one vote per share at meetings of the Company. All ordinary shares rank equally with regard to the Company's residual assets.

普通股持有人有權收取不時宣派的股息，並有權於本公司會議上就每股股份投一票。所有普通股就本公司剩餘資產享有同等權利。

#### (d) Nature and purpose of reserves

#### (d) 儲備的性質及目的

##### (i) Share premium

The application of the share premium account is governed by section 40 of the Bermuda Companies Act 1981.

##### (i) 股份溢價

股份溢價賬之應用受百慕達一九八一年公司法第40條規管。

##### (ii) Capital reserve

The capital reserve of the Company arose from the Group's reorganisation completed in January 2008.

##### (ii) 資本儲備

本公司的資本儲備於二零零八年一月完成集團重組後產生。

##### (iii) Exchange reserve

The exchange reserve comprises all foreign exchange differences arising from the translation of financial statements of foreign operations.

##### (iii) 匯兌儲備

匯兌儲備包括換算境外業務財務報表產生的所有外匯差額。

The reserve is dealt with in accordance with the accounting policies set out in note 1(t).

儲備根據附註1(t)所載會計政策處理。



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有指明外，以港元呈列)

### 19 CAPITAL, RESERVES AND DIVIDENDS (Continued)

#### (e) Capital management

The Group's primary objectives when managing capital are to safeguard the Group's ability to continue as a going concern, so that it can continue to provide returns for shareholders and benefits for other stakeholders, by pricing services commensurately with the level of risk and by securing access to finance at a reasonable cost.

The Group actively and regularly reviews and manages its capital structure to maintain a balance between the higher shareholder returns that might be possible with higher levels of borrowings and the advantages and security afforded by a sound capital position, and makes adjustments to the capital structure in light of changes in economic conditions.

The Group monitors its capital structure on the basis of an adjusted net debt-to-capital ratio. For this purpose, adjusted net debt is defined as total debt (which includes interest-bearing loans and borrowings) less cash and cash equivalents. Total capital comprises all components of equity attributable to equity shareholders of the Company.

During 2017, the Group's strategy, which was unchanged from 2016, was to maintain the adjusted net debt-to-capital ratio at the lower end of the range 25% to 40%. In order to maintain or adjust the ratio, the Group may adjust the amount of dividends paid to shareholders, issue new shares, return capital to shareholders, raise new debt financing or sell assets to reduce debt.

### 19 資本、儲備及股息(續)

#### (e) 資本管理

本集團管理資本的首要目標乃保障本集團能夠持續經營的能力，透過與風險水平相對應的定價服務及以合理成本獲得融資，從而繼續為股東帶來回報及為其他利益相關者帶來利益。

本集團積極及定期對資本架構進行檢查及管理，以在提升股東回報(可能伴隨有借貸水平上升)與良好的資本狀況帶來的好處及保障之間取得平衡，並因應經濟環境的變化對資本架構作出調整。

本集團按照經調整淨債務對資本比率的基準監察資本架構。就此而言，經調整淨債務被界定為總債務(包括計息貸款及借款)減現金及現金等價物。總資本由本公司權益股東應佔的所有權益部分組成。

二零一七年，本集團延續二零一六年的策略，將經調整淨債務對資本比率維持在25%至40%範圍的下限。為維持或調整該比率，本集團或會對派付予股東的股息金額作出調整、發行新股、返還資本予股東、籌措新的債務融資或出售資產以減債。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有指明外，以港元呈列)

### 19 CAPITAL, RESERVES AND DIVIDENDS (Continued)

#### (e) Capital management (Continued)

The Group's adjusted net debt-to-capital ratio at 31 December 2017 and 2016 was as follows:

		Note	2017 二零一七年 \$'000 千元	2016 二零一六年 \$'000 千元
Cash at banks and in hand	銀行及手頭現金	16(a)	256,759	215,828
Less: Bank loans and overdrafts	減：銀行貸款及透支	18	(307,742)	(100,732)
<b>Net (debt)/cash</b>	<b>(負債)／現金淨額</b>		<b>(50,983)</b>	115,096
<b>Total equity attributable to equity shareholders of the Company</b>	<b>本公司權益股東應佔總權益</b>		<b>473,991</b>	451,749
<b>Net debt-to-capital ratio</b>	<b>淨債務對資本比率</b>		<b>10.8%</b>	N/A 不適用

Neither the Company nor any of its subsidiaries are subject to any externally imposed capital requirements.

### 19 資本、儲備及股息(續)

#### (e) 資本管理(續)

本集團於二零一七年及二零一六年十二月三十一日的經調整淨債務對資本比率如下：

本公司及其任何附屬公司均不受任何外部施加的資本規定所限。

### 20 FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS

Exposure to credit, liquidity, interest rate and currency risks arises in the normal course of the Group's business. The Group's exposure to these risks and the financial risk management policies and practices used by the Group to manage these risks are described below.

#### (a) Credit risk

The Group's credit risk is primarily attributable to bank deposits, gross amount due from customers for contract work and trade and other receivables. Management has a credit policy in place and the exposures to these credit risks are monitored on an ongoing basis.

Cash is deposited with financial institutions with sound credit ratings and the Group has exposure limit to any single financial institution. Given their high credit ratings, management does not expect any of these financial institutions will fail to meet their obligations.

### 20 財務風險管理及金融工具公平值

本集團所面臨的信貸、流動資金、利率及貨幣風險乃在本集團正常業務過程中產生。本集團所面臨的該等風險以及本集團為管理該等風險所採納的財務風險管理政策及措施如下。

#### (a) 信貸風險

本集團的信貸風險主要來自銀行存款、應收客戶合約工程款項總額以及應收貿易賬款及其他應收款項。管理層訂有信貸政策，而該等信貸風險會受到持續監察。

現金存放於信貸評級穩健的金融機構，而本集團對任何個別金融機構均設有風險限制措施。鑒於彼等具有高信貸評級，管理層預期該等金融機構不會違約。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有指明外，以港元呈列)

### 20 FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS (Continued)

#### (a) Credit risk (Continued)

In respect of gross amount due from customers for contract work and trade and other receivables, before entering into construction contracts, assessment of the potential customers is carried out as part of the acceptance procedures for the new contracts. These assessments focus on the customer's past history of making payments when due and current ability to pay, and take into account information specific to the customer as well as pertaining to the economic environment in which the customer operates.

Regular review and follow-up actions are carried out on overdue amounts of trade receivables from customers which enable management to assess their recoverability and to minimise the exposure to credit risk. Trade receivables are due within 14 to 30 days from the date of billing. Normally, the Group does not obtain collateral from customers.

The Group's exposure to credit risk is influenced mainly by the individual characteristics of each customer rather than the industry or country in which the customers operate and therefore significant concentrations of credit risk primarily arise when the Group has significant exposure to individual customers. At the end of the reporting period, 46% and 84% (2016: 36% and 78%) of the total trade receivables was due from the Group's largest customer and the five largest customers respectively.

Except for the financial guarantees given by the Group as set out in note 22, the Group does not provide any other guarantees which would expose the Group to credit risk. The maximum exposure to credit risk in respect of these financial guarantees at the end of the reporting period is disclosed in note 22.

Further quantitative disclosures in respect of the Group's exposure to credit risk arising from trade and other receivables are set out in note 15.

### 20 財務風險管理及金融工具公平值(續)

#### (a) 信貸風險(續)

就應收客戶合約工程款項總額以及貿易賬款及其他應收款項而言，訂立建築合約前會對潛在客戶進行評估，此乃接納新合約程序的一部分。該等評估集中於客戶過往於到期時的支付紀錄及現時的支付能力，並考慮客戶的特定資料以及與客戶經營所在經濟環境有關的資料。

本集團對客戶的應收貿易賬款逾期金額進行定期檢討及採取跟進措施，使管理層得以評估其可收回性，將信貸風險降至最低水平。應收貿易賬款自發票日期起14至30日內到期。一般而言，本集團不會要求客戶提供抵押品。

本集團面臨的信貸風險主要受各客戶的個別特性而非客戶經營所在的行業或國家所影響，因此信貸風險高度集中的情況主要於本集團對個別客戶承擔重大風險時產生。於本報告期末，應收貿易賬款總額中分別有46%及84%（二零一六年：36%及78%）為應收本集團最大客戶及五大客戶款項。

除附註22所載本集團作出的財務擔保外，本集團並無提供會使本集團承受信貸風險的任何其他擔保。於報告期末，就該等財務擔保而承受的最大信貸風險於附註22披露。

有關本集團因應收貿易賬款及其他應收款項所面臨信貸風險的進一步量化披露載於附註15。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有指明外，以港元呈列)

### 20 FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS (Continued)

#### (b) Liquidity risk

Individual operating entities within the Group are responsible for their own cash management, including the short-term investment of cash surplus and the raising of loans to cover the expected cash demands, subject to approval by the Company's board of directors when the borrowing exceed certain predetermined levels of authority. The Group's policy is to regularly monitor its liquidity requirements and its compliance with lending covenants, to ensure that it maintains sufficient reserves of cash and adequate committed lines of funding from major financial institutions to meet its liquidity requirements in the short and longer term.

The following tables show the remaining contractual maturities at the end of the reporting periods of the Group's non-derivative financial liabilities, which are based on contractual undiscounted cash flows (including interest payments computed using contractual rates or, if floating, based on rates current at the end of the reporting period) and the earliest date the Group can be required to pay:

At 31 December 2017

### 20 財務風險管理及金融工具公平值(續)

#### (b) 流動資金風險

本集團旗下的個別營運實體負責自身現金管理，包括進行短期現金盈餘投資及籌措貸款以應付預期現金需求，惟倘借款超過預定的若干授權水平時，須取得本公司董事會的批准。本集團的政策是定期監控流動資金需求及借款契諾遵守情況，確保有充裕的現金儲備及獲主要金融機構授予充足的已承諾資金額度，以應付短期及長期流動資金需求。

下表列示於報告期末本集團非衍生金融負債的餘下合約到期情況，乃基於合約未貼現現金流量(包括按合約利率(如屬浮息，則按報告期末當時的利率)計算的利息付款)及本集團可被要求付款的最早日期分析：

於二零一七年十二月三十一日

		Contractual undiscounted cash outflow				Carrying amount
		合約未貼現現金流出				
		Within 1 year or 1 year or less than 2 years	More than 1 year but less than 2 years	More than 2 years but less than 5 years	Total	
		1年內或於要求時	1年以上但2年內	2年以上但5年內	總計	賬面值
		\$'000	\$'000	\$'000	\$'000	\$'000
		千元	千元	千元	千元	千元
Trade and other payables	應付貿易賬款及其他應付款項	707,272	-	-	707,272	707,272
Retentions payable	應付保證金	83,324	75,831	64,644	223,799	223,799
Amount due to a joint venture	應付合營企業款項	1,904	-	-	1,904	1,904
Bank loans and overdrafts	銀行貸款及透支	308,373	-	-	308,373	307,742
		1,100,873	75,831	64,644	1,241,348	1,240,717
<b>Financial guarantees issued:</b>	已發出財務擔保：					
Maximum amount guaranteed (note 22)	最高擔保金額(附註22)	87,088	-	-	87,088	-

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有指明外，以港元呈列)

### 20 FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS (Continued)

### 20 財務風險管理及金融工具公平值(續)

#### (b) Liquidity risk (Continued)

#### (b) 流動資金風險(續)

At 31 December 2016

於二零一六年十二月三十一日

		Contractual undiscounted cash outflow 合約未貼現現金流出				Carrying amount 賬面值
		Within 1 year or 1年內或 於要求時 \$'000 千元	More than 1 year but less than 2 years 1年以上 但2年內 \$'000 千元	More than 2 years but less than 5 years 2年以上 但5年內 \$'000 千元	Total 總計 \$'000 千元	
Trade and other payables	應付貿易賬款及 其他應付款項	498,095	–	–	498,095	498,095
Retentions payable	應付保證金	91,329	45,106	40,250	176,685	176,685
Amount due to a joint venture	應付合營企業款項	1,032	–	–	1,032	1,032
Bank loans	銀行貸款	100,928	–	–	100,928	100,732
		691,384	45,106	40,250	776,740	776,544
<b>Financial guarantees issued:</b>	<b>已發出 財務擔保：</b>					
Maximum amount guaranteed (note 22)	最高擔保金額 (附註22)	228,181	–	–	228,181	–

The Group is exposed to liquidity risk that arises from guarantees in respect of banking facilities of joint venture and joint operations. The guarantees are callable if the respective joint venture and joint operations are unable to meet their obligations.

本集團面臨向合營企業及合營業務的銀行融資提供擔保所產生的流動資金風險。倘有關合營企業、合營業務未能償還債務，本集團可被要求代為償還。



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有指明外，以港元呈列)

### 20 FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS (Continued)

#### (c) Interest rate risk

The Group is exposed to cash flow interest rate risk in relation to variable-rate bank borrowings, pledged deposits and cash at banks. Interest rate risk on bank deposits is considered immaterial and therefore have been excluded from the sensitivity analysis below. The Group has not used financial derivatives to hedge against the interest rate risk. However, from time to time, if interest rate fluctuates significantly, appropriate measures would be taken to manage interest risk exposure.

The Group's cash flow interest rate risk is mainly concentrated on the fluctuation of Hong Kong Interbank Offered Rate arising from its variable-rate bank borrowings. The interest rates and terms of repayment of interest-bearing bank borrowings of the Group are disclosed in note 18 to the financial statements.

#### (i) Interest rate profile

The following table details the interest rate profile of the Group's interest-bearing bank borrowings.

### 20 財務風險管理及金融工具公平值(續)

#### (c) 利率風險

本集團在浮動利率銀行借款、已抵押存款及銀行現金方面面臨現金流量利率風險。我們認為銀行存款的利率風險並不重大，因此並無將其納入以下敏感度分析。本集團並無動用金融衍生工具對沖利率風險。然而，倘利率大幅波動，我們將不時採取適當措施管理利率風險。

本集團的現金流量利率風險主要集中於浮動利率銀行借款所產生的香港銀行同業拆息波動。本集團計息銀行借款的利率及償還條款於財務報表附註18披露。

#### (i) 利率情況

下表詳載本集團計息銀行借款的利率情況。

		2017 二零一七年		2016 二零一六年	
		Effective interest rate	Amount	Effective interest rate	Amount
		實際利率 %	金額 \$'000 千元	實際利率 %	金額 \$'000 千元
<b>Variable rate borrowings:</b>	可變利率借款：				
Bank loans and overdrafts	銀行貸款及透支	2.49	307,742	2.23	100,732

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有指明外，以港元呈列)

### 20 FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS (Continued)

#### (c) Interest rate risk (Continued)

##### (ii) Sensitivity analysis

At 31 December 2017, it is estimated that a general increase/decrease of 100 basis points in interest rates, with all other variables held constant, would have decreased/increased the Group's profit after taxation and retained profits by approximately \$2,570,000 (2016: \$841,000) in response to the general increase/decrease in interest rates.

The sensitivity analysis above indicates the exposure to cash flow interest rate risk arising from variable-rate bank borrowings held by the Group at the end of the reporting period, the impact on the Group's profit after taxation and retained profits is estimated as an annualised impact on interest expense of such a change in interest rates. The analysis is performed on the same basis as 2016.

#### (d) Currency risk

The Group is exposed to currency risk primarily from cash balances that are denominated in a foreign currency, i.e. a currency other than the functional currency of the operations to which the transactions relate. The currencies giving rise to this risk is primarily Renminbi and United States dollars.

In respect of cash balances denominated in foreign currencies, the Group ensures that the net exposure is kept to an acceptable level, by buying or selling foreign currencies at spot rates where necessary.

### 20 財務風險管理及金融工具公平值(續)

#### (c) 利率風險(續)

##### (ii) 敏感度分析

於二零一七年十二月三十一日，在所有其他變量保持不變的情況下，估計利率整體上調／下調100個基點，本集團除稅後溢利及保留溢利將隨利率的整體上調／下調分別減少／增加約2,570,000港元(二零一六年：841,000港元)。

上述敏感度分析顯示本集團於報告期末持有的浮動利率銀行借款所產生的現金流量利率風險。對本集團除稅後溢利及保留溢利的影響，按利率的上述變動對利息開支的年化影響作出估計。該等分析按與二零一六年相同的基準進行。

#### (d) 貨幣風險

本集團面臨的貨幣風險主要來自以外幣(即除與交易相關的營運功能性貨幣以外的貨幣)計值的現金結餘。產生此風險的貨幣主要為人民幣及美元。

對於以外幣計值的現金結餘，本集團在必要時按即期匯率買賣外匯以確保風險淨額處於可接受水平。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有指明外，以港元呈列)

### 20 FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS (Continued)

#### (d) Currency risk (Continued)

##### (i) Exposure to currency risk

The following table details the Group's exposure at the end of the reporting period to currency risk arising from recognised assets or liabilities denominated in a currency other than the functional currency of the entity to which they relate. For presentation purposes, the amounts of the exposure are shown in Hong Kong dollars, translated using the spot rate at the year end date.

### 20 財務風險管理及金融工具公平值(續)

#### (d) 貨幣風險(續)

##### (i) 貨幣風險

下表詳列本集團於報告期末所面臨以相關實體功能貨幣以外貨幣計值的已確認資產或負債所產生的貨幣風險。呈報時，所面臨風險的金額以按年結日即期匯率換算的港元列示。

		Exposure to foreign currencies (expressed in Hong Kong dollars) 外幣風險(以港元列示)			
		2017 二零一七年		2016 二零一六年	
		United States dollars	Renminbi	United States dollars	Renminbi
		美元	人民幣	美元	人民幣
		\$'000	\$'000	\$'000	\$'000
		千元	千元	千元	千元
Trade and other receivables	應收貿易賬款及其他應收款項	-	5,285	-	-
Trade and other payables	應付貿易賬款及其他應付款項	(3,557)	(2,402)	-	-
Cash at banks and in hand	銀行及手頭現金	1,018	841	940	590
Gross exposure arising from recognised assets and liabilities	確認資產及負債產生之風險總額	(2,539)	3,724	940	590

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有指明外，以港元呈列)

### 20 FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS (Continued)

#### (d) Currency risk (Continued)

##### (ii) Sensitivity analysis

The following table indicates the instantaneous change in the Group's profit after tax (and retained profits) and other components of consolidated equity that would arise if foreign exchange rates to which the Group has significant exposure at the end of the reporting period had changed at that dates, assuming all other risk variables remained constant. In this respect, it is assumed that the pegged rate between the Hong Kong dollars and the United States dollars would be materially unaffected by any changes in movement in value of United States dollars against other currencies. That is, for entities with Hong Kong dollars as their functional currencies, United States dollars denominated cash at banks and in hand is assumed to have no currency risk exposure.

		2017 二零一七年		2016 二零一六年	
		Increase/ (decrease) in foreign exchange rates 匯率上升/ (下降) %	Effect on profit after tax and retained profits 對除稅後 溢利及保留 溢利的影響 \$'000 千元	Increase/ (decrease) in foreign exchange rates 匯率上升/ (下降) %	Effect on profit after tax and retained profits 對除稅後 溢利及保留 溢利的影響 \$'000 千元
Renminbi	人民幣	3%	97	3%	18
		3%	(97)	(3%)	(18)

Results of the analysis as presented in the above table represent an aggregation of the instantaneous effects on each of the Group entities' profit after tax and equity measured in the respective functional currency, translated to Hong Kong dollars at the exchange rate ruling at the end of the reporting period for presentation purposes.

### 20 財務風險管理及金融工具公平值(續)

#### (d) 貨幣風險(續)

##### (ii) 敏感度分析

下表顯示倘本集團於報告期末假設所有其他風險變數維持不變，而面臨重大風險的匯率於該日出現變動時，本集團除稅後溢利(及保留溢利)及綜合權益其他部份的即時變動。就此而言，已假設美元價值相對其他貨幣的任何變動不會對港元與美元的聯繫匯率產生重大影響。意即，對於以港元作為功能貨幣的實體，以美元計值的銀行及手頭現金假定並不面臨貨幣風險。

上表呈列的分析結果乃本集團各實體的除稅後溢利及權益(按各自的功能貨幣計量)所受即時影響的合計，並按報告期末當時匯率換算為港元，以供呈列之用。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有指明外，以港元呈列)

### 20 FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS (Continued)

#### (d) Currency risk (Continued)

##### (ii) Sensitivity analysis (Continued)

The sensitivity analysis assumes that the change in foreign exchange rates had been applied to re-measure those financial instruments held by the Group which expose the Group to foreign currency risk at the end of the reporting period, including inter-company payables and receivables within the Group which are denominated in a currency other than the functional currency of the lender or the borrower. The analysis excludes differences that would result from the translation of the financial statements of foreign operations into the Group's presentation currency. The analysis is performed on the same basis as 2016.

#### (e) Fair values

##### (i) Financial instruments carried at other than fair value

The carrying amounts of the Group's financial instruments carried at cost or amortised cost were not materially different from their fair values as at 31 December 2017 and 2016, except for the amounts due from/to joint operation partners and the amount due to a joint venture that are interest-free and have no fixed terms of repayment. In view of these balance, it is not practicable to estimate their fair value.

### 21 COMMITMENTS

At 31 December 2017, the total future minimum lease payments under non cancellable operating leases are payable as follows:

		2017 二零一七年 \$'000 千元	2016 二零一六年 \$'000 千元
Within 1 year	一年內	15,339	13,162
After 1 year but within 5 years	一年後但五年內	6,196	11,545
		<b>21,535</b>	24,707

The Group is the lessee in respect of a number of properties under operating leases. The leases typically run for an initial period of one year to three years, with an option to renew the lease when all terms are renegotiated. None of the leases include contingent rentals.

### 20 財務風險管理及金融工具公平值 (續)

#### (d) 貨幣風險 (續)

##### (ii) 敏感度分析

敏感度分析乃假設匯率的變動已用於重新計量本集團於報告期末所持有使本集團面臨外匯風險的該等金融工具，包括本集團內公司間以貸款人或借款人的功能貨幣以外的貨幣計值的應付款項及應收款項。此分析不包括將海外業務的財務報表換算成本集團的呈列貨幣所產生的差額。該等分析按與二零一六年相同的基準進行。

#### (e) 公平值

##### (i) 按公平值以外的價值列賬的金融工具

於二零一七年及二零一六年十二月三十一日，本集團按成本或攤銷成本列賬的金融工具的賬面值與其公平值並無重大差異，惟應收／應付合營業務夥伴款項及應付合營企業款項（免息且無固定還款期）除外。鑑於該等結餘，估計其公平值並不實際。

### 21 承擔

於二零一七年十二月三十一日，根據不可撤銷經營租約應付的未來最低租賃款項總額如下：

本集團為經營租約項下多項物業的承租人。該等租約一般初步為期一年至三年，可於重新協商所有條款時選擇續新租約。租約並不包括或然租金。



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有指明外，以港元呈列)

### 22 CONTINGENT LIABILITIES

- (a) As at 31 December 2017, approximately \$345,803,000 (2016: \$371,652,000) of performance bonds were given by banks to the Group in favour of the Group's customers as security for the due performance and observance of the Group's obligation under the contracts entered into between the Group and their customers. The Group has provided guarantees of the above performance bonds. If the Group fails to provide satisfactory performance to their customers to whom performance bonds have been given, such customers may demand the banks to pay to them the sum or sums stipulated in such demand. The Group will then become liable to compensate such banks accordingly. The performance bonds will be released upon completion of the contract work. The performance bonds were granted under the banking facilities with details as set out in note 18(b).

At the end of the reporting period, the directors of the Company do not consider it probable that a claim will be made against the Group.

- (b) As at 31 December 2017, the Group has provided guarantees of \$258,493,000 (2016: \$236,728,000) representing a 50% proportionate guarantee in respect of certain banking facilities of \$516,986,000 (2016: \$473,455,000) granted to its joint venture in Macau. The 50% proportionate facilities were utilised to the extent of \$87,088,000 (2016: \$137,722,000), of which amounts of \$75,740,000 (2016: \$117,118,000) represent performance bonds given by banks to the customers of the joint ventures.
- (c) As at 31 December 2017, the Group has also given guarantees in respect of certain banking facilities of the Group's joint operations which amounted to \$Nil (2016: \$97,618,000). The banking facilities were utilised to the extent of \$Nil (2016: \$90,459,000), of which the amounts of \$Nil (2016: \$87,618,000) represent performance bonds given by the bank to the customer of the Group's joint operation.
- (d) The Group has not recognised any deferred income in respect of these guarantees as their fair values cannot be reliably measured using observable market data and no transaction price was incurred.
- (e) The subsidiaries of the Group are defendants in a number of claims, lawsuits and potential claims relating to employee's compensation cases and personal injuries claims. The directors of the Company considered that the possibility of any outflow in settling the legal claims is remote as these claims are all well covered by insurance. Accordingly, no provision for the contingent liabilities in respect of these litigations is necessary, after due consideration of each case.

### 22 或然負債

- (a) 於二零一七年十二月三十一日，銀行以本集團客戶為受益人授出約345,803,000港元(二零一六年：371,652,000港元)的履約保證，以作為本集團妥善履行及遵守本集團與客戶所訂立合約項下責任的擔保。本集團已為以上履約保證提供擔保。倘本集團未能向獲授履約保證的客戶妥善履行責任，則有關客戶可要求銀行向其支付有關要求訂明的款額。然後本集團須相應向有關銀行進行償付。履約保證將於合約工程完工後解除。履約保證根據銀行融資獲授出，詳情見附註18(b)。

於報告期末，本公司董事認為不大可能有針對本集團提起的申索。

- (b) 於二零一七年十二月三十一日，本集團提供258,493,000港元(二零一六年：236,728,000港元)的擔保，相當於授予澳門合營企業之若干銀行融資516,986,000港元(二零一六年：473,455,000港元)銀行融資的50%比例擔保。50%比例融資已動用87,088,000港元(二零一六年：137,722,000港元)，其中75,740,000港元(二零一六年：117,118,000港元)指由銀行授予合營企業客戶的履約保證。
- (c) 於二零一七年十二月三十一日，本集團亦已為本集團合營業務零港元(二零一六年：97,618,000港元)的若干銀行融資提供擔保，銀行融資已動用零港元(二零一六年：90,459,000港元)，其中零港元(二零一六年：87,618,000港元)指由銀行授予本集團合營業務客戶的履約保證。
- (d) 本集團並無就該等擔保確認任何遞延收入，原因是其公平值無法利用可觀察市場數據可靠計量且並無產生交易價格。
- (e) 本集團附屬公司為有關僱員補償案例及人身傷害索償的多項索償、訴訟及潛在索償的被告。本公司董事認為，索償由保險妥為保障，解決該等法律索償產生現金流出的可能微乎其微，經審慎考慮各項案例後認為，毋須就該等訴訟相關的或然負債作出撥備。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有指明外，以港元呈列)

### 23 MATERIAL RELATED PARTY TRANSACTIONS

#### (a) Key management personnel remuneration

- (i) Remuneration of key management personnel of the Group, including amounts paid to the directors as disclosed in note 8 and certain of the highest paid employees and senior management as disclosed in note 9.

		2017 二零一七年 \$'000 千元	2016 二零一六年 \$'000 千元
Short-term employee benefits	短期僱員福利	19,730	18,555
Post-employment benefits	解僱福利	695	672
		<b>20,425</b>	19,227

Total remuneration is included in "staff costs" (see note 6(b)).

#### (b) Transactions with related parties

In addition to the transactions and balances disclosed elsewhere in these financial statements, the Group had the following transactions with the related parties during the year which the directors consider to be material:

		2017 二零一七年 \$'000 千元	2016 二零一六年 \$'000 千元
Housing management and related service income	房屋管理及相關服務收入	13,669	41,233
Rental expenses, license fees, air-conditioning and service charges	租金開支、許可費、冷氣及服務費	9,043	8,698
Consultancy service fee	顧問服務費	-	6,504
Revenue from civil engineering constructions	土木工程建造所得收益	-	742
Revenue from general building constructions	一般樓宇建造所得收益	-	295
Property management services and property consultancy services income	物業管理服務及物業顧問服務收入	5,434	741
Acquisition costs of subsidiaries	收購附屬公司代價	-	13,380

The ultimate controlling party of the Group is a substantial shareholder of Great Eagle Holdings Limited.

### 23 重大關聯方交易

#### (a) 主要管理人員的薪酬

- (i) 本集團主要管理人員的薪酬(包括已付予董事的款項)於附註8披露，而若干最高薪酬僱員及高級管理層於附註9披露。

		2017 二零一七年 \$'000 千元	2016 二零一六年 \$'000 千元
Short-term employee benefits	短期僱員福利	19,730	18,555
Post-employment benefits	解僱福利	695	672
		<b>20,425</b>	19,227

薪酬總額計入「員工成本」(請參閱附註6(b))。

#### (b) 與關聯方的交易

除該等財務報表其他內容所披露的交易及結餘外，年內本集團與關聯方進行了董事認為屬重大的下列交易：

		2017 二零一七年 \$'000 千元	2016 二零一六年 \$'000 千元
Housing management and related service income	房屋管理及相關服務收入	13,669	41,233
Rental expenses, license fees, air-conditioning and service charges	租金開支、許可費、冷氣及服務費	9,043	8,698
Consultancy service fee	顧問服務費	-	6,504
Revenue from civil engineering constructions	土木工程建造所得收益	-	742
Revenue from general building constructions	一般樓宇建造所得收益	-	295
Property management services and property consultancy services income	物業管理服務及物業顧問服務收入	5,434	741
Acquisition costs of subsidiaries	收購附屬公司代價	-	13,380

本集團的最終控制方為鷹君集團有限公司的主要股東。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有指明外，以港元呈列)

### 23 MATERIAL RELATED PARTY TRANSACTIONS

(Continued)

#### (b) Transactions with related parties (Continued)

Notes:

- (i) During the years ended 31 December 2017 and 2016, the Group earned housing management service income from and engaged in trading of cleaning materials with subsidiaries of Great Eagle Holdings Limited.
- (ii) During the years ended 31 December 2017 and 2016, the Group paid rental expenses to a subsidiary of Great Eagle Holdings Limited and subsidiaries of Sun Fook Kong Group Limited.
- (iii) During the year ended 31 December 2016, the Group paid consultancy service fee to a subsidiary of Sun Fook Kong Group Limited and Fujitac Construction & Engineering Consultants Limited ("Fujitac"). The Group acquired Fujitac from an indirect wholly-owned subsidiary of Sun Fook Kong Group Limited with a cash consideration of approximately \$7,672,000, which was completed on 15 July 2016. Following the completion of the acquisition, the transaction did not constitute related party transaction of the Group.
- (iv) During the year ended 31 December 2016, the Group provided civil engineering constructions to a subsidiary of Great Eagle Holdings Limited.
- (v) During the year ended 31 December 2016, the Group provided general building constructions to a subsidiary of Great Eagle Holdings Limited.
- (vi) During the years ended 31 December 2017 and 2016, the Group provided property management services and property consultancy services to subsidiaries of Sun Fook Kong Group Limited by 佛山新福港物業管理有限公司, which was acquired from a wholly-owned subsidiary of Sun Fook Kong Group Limited with a cash consideration of approximately RMB4,878,000 (equivalent to approximately \$5,708,000) which was completed on 20 October 2016. Following the completion of the acquisition, the transaction constituted related party transaction of the Group.

### 23 重大關聯方交易(續)

#### (b) 與關聯方的交易(續)

附註：

- (i) 於截至二零一七年及二零一六年十二月三十一日止年度，本集團從與鷹君集團有限公司的附屬公司賺取房屋管理服務收入並進行清潔材料買賣。
- (ii) 於截至二零一七年及二零一六年十二月三十一日止年度，本集團向鷹君集團有限公司的一間附屬公司及新福港集團有限公司的附屬公司支付租金開支。
- (iii) 於截至二零一六年十二月三十一日止年度，本集團向新福港集團有限公司的一間附屬公司及富士達建築及工程顧問有限公司(「富士達」)支付顧問服務費。本集團自新福港集團有限公司之間接全資附屬公司收購富士達，代價約為7,672,000港元，該收購事項已於二零一六年七月十五日完成。於收購事項完成後，交易並不構成本集團的關聯方交易。
- (iv) 於截至二零一六年十二月三十一日止年度，本集團向鷹君集團有限公司的一間附屬公司提供土木工程建造服務。
- (v) 於截至二零一六年十二月三十一日止年度，本集團向鷹君集團有限公司的一間附屬公司提供一般樓宇建造服務。
- (vi) 於截至二零一七年及二零一六年十二月三十一日止年度，本集團向新福港集團有限公司之附屬公司提供物業管理服務及物業顧問服務。本集團向新福港集團有限公司之全資附屬公司收購佛山新福港物業管理有限公司，現金代價約為人民幣4,878,000元(相當於約5,708,000港元)，已於二零一六年十月二十日完成。於收購完成後，交易構成本集團的關聯方交易。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有指明外，以港元呈列)

### 23 MATERIAL RELATED PARTY TRANSACTIONS

(Continued)

#### (c) Applicability of the Listing Rules relating to connected transactions

Except for the related party transactions in respect of notes 23(b)(i), (ii), (vi) as disclosed below, all other related party transactions do not fall under the definition of connected transaction or continuing connected transaction as defined in Chapter 14A of the Listing Rules. The amount of each category of related party transactions in respect of note 23(b)(i), (ii), (vi) for the year ended 31 December 2017 is as follows:

		<b>Rental expenses, license fees, air-conditioning and service charges</b>	<b>Property management services and property consultancy services income</b>
	<b>Housing management and related service income</b>		
	房屋管理及相關服務收入 (note 23(b)(i)) (附註 23(b)(i))	租金開支、許可費、冷氣及服務費 (note 23(b)(ii)) (附註 23(b)(ii))	物業管理服務及物業顧問服務收入 (note 23(b)(vi)) (附註 23(b)(vi))
	\$'000 千元	\$'000 千元	\$'000 千元
Constitute connected transactions or continuing connected transactions as defined in Chapter 14A of the Listing Rules	屬上市規則第 14A 章所定義的關連交易或持續關連交易	13,102	9,043
Exempt as below the de minimis threshold under Listing Rule 14A.76(1)	因低於上市規則第 14A.76(1) 條的最低豁免限度而獲豁免	567	-
		13,669	9,043
		5,290	144
		5,434	

The disclosures required by Chapter 14A of the Listing Rules are set out in "Continuing Connected Transactions" of the report of the directors on pages 109 to 118.

上市規則第 14A 章所規定之披露載於第 109 至 118 頁董事報告「持續關連交易」。

### 23 重大關聯方交易(續)

#### (c) 與關連交易相關之上市規則的適用性

除下文附註 23(b)(i)、(ii) 及 (vi) 所披露之關聯方交易外，所有其他關聯方交易並非上市規則第 14A 章所定義的關連交易或持續關連交易。截至二零一七年十二月三十一日止年度，附註 23(b)(i)、(ii) 及 (vi) 所述之各類關聯方交易金額如下：

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有指明外，以港元呈列)

### 24 EMPLOYEE RETIREMENT BENEFITS

The Group contributes to an Occupational Retirements Scheme (the "ORSO Scheme"), a defined contribution retirement scheme, which is available to some of its employees in Hong Kong. Under the ORSO Scheme, the employees are required to contribute 5% of their monthly salaries, while the Group's contributions are calculated at 5% of the monthly salaries of the employees as well. The employees are entitled to 100% of the employer's contributions after 10 years of completed service, or at a reduced scale after completion of 3 to 9 years' service. Contributions to the ORSO Scheme are reduced by contributions forfeited by those employees who leave the ORSO Scheme prior to vesting fully in the Group's contributions.

A mandatory provident fund scheme (the "MPF Scheme") has been established under the Hong Kong Mandatory Provident Fund Scheme Ordinance in December 2000. The then existing employees of the Group in Hong Kong could elect to join the MPF Scheme, while all new employees joining the Group in Hong Kong from then onwards are required to join the MPF Scheme. Both the Group and the employees are required to contribute 5% of each individual's relevant income with a maximum amount of \$1,500 per month as a mandatory contribution. Employer's mandatory contributions are 100% vested in the employees as soon as they are paid to the MPF Scheme. Senior employees may also elect to join Mutual Voluntary Plan in which both the Group and the employees, on top of the MPF Scheme mandatory contributions, make a voluntary contribution to the extent of contributions that would have been made under the ORSO Scheme.

Employees engaged by the Group outside Hong Kong are covered by the appropriate local defined contribution retirement schemes pursuant to the local labour rules and regulations.

### 25 ACQUISITION OF SUBSIDIARIES

On 1 December 2017, the Group acquired from a third party its entire issued capital of Biwater Man Lee Limited for a cash consideration of \$1. The acquisition was made as a part of the Group's strategy to expand its civil engineering market share in wastewater and potable water treatment sector.

### 24 僱員退休福利

本集團為其部分香港僱員設立的界定供款退休計劃，即職業退休計劃（「職業退休計劃」）供款。根據職業退休計劃，僱員須按月薪5%供款，本集團的供款額亦按僱員月薪5%計算。僱員服務年資滿10年即可享有僱主100%供款，而服務年資達3至9年則可享有相應遞減比例的僱主供款。於本集團的供款全數歸屬前退出職業退休計劃的該等僱員的沒收供款，可用作扣減於職業退休計劃的供款。

強制性公積金計劃（「強積金計劃」）已於二零零零年十二月根據香港強制性公積金計劃條例成立。本集團當時在香港的僱員可選擇加入強積金計劃，而本集團其後在香港新聘任的所有僱員均須加入強積金計劃。本集團及僱員均須按個人相關收入5%作出強制性供款，惟每月最高供款額為1,500港元，作為強制性供款。在向強積金計劃付款後，僱主強制性供款全數歸僱員所有。高級僱員亦可選擇參與自願供款計劃，除根據強積金計劃強制性規定作出供款外，本集團與僱員均可按原應向職業退休計劃作出的供款作出自願供款。

本集團於香港境外聘請的僱員根據地方勞動法法律法規受適當地方界定供款退休計劃保障。

### 25 收購附屬公司

於二零一七年十二月一日，本集團以1元現金代價自一名第三方收購其於百沃特文利工程有限公司的全部已發行股本。該項收購的作出符合本集團擴大其於廢水及飲用水處理行業的土木工程市場份額的策略。



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有指明外，以港元呈列)

### 25 ACQUISITION OF SUBSIDIARIES (Continued)

The fair values of the identifiable assets and liabilities acquired and the goodwill as at the date of acquisition were set out as follows:

### 25 收購附屬公司(續)

於收購日期，所收購可識別資產及負債與商譽之公平值載列如下：

		Note 附註	Fair value at date of acquisition 於收購日期的 公平值 \$'000 千元
Plant and equipment	機器及設備	11	34
Deferred tax assets	遞延稅項資產	7(c)(ii)	32,628
Gross amount due from customers for contract work	應收合約工程客戶總額		4,782
Trade and other receivables	應收貿易賬款及其他應收款項		20,253
Pledged deposits	抵押存款		5,000
Cash at banks and in hand	銀行及手頭現金		995
Gross amount due to customers for contract work	應付合約工程客戶總額		(4,248)
Trade and other payables	應付貿易賬款及其他應付款項		(56,439)
Bank overdrafts	銀行透支		(4,214)
<b>Total identifiable net liabilities at fair value</b>	<b>按公平值列賬之可識別淨負債總額</b>		<b>(1,209)</b>
Goodwill	商譽		1,209
			-

Analysis of net cash outflow of cash and cash equivalents in respect of the acquisition:

有關收購事項的現金及現金等價物現金流出淨額分析：

		\$'000 千元
Cash consideration	現金代價	-
Cash at banks and in hand acquired	所收購銀行及手頭現金	995
Bank overdrafts acquired	所收購銀行透支	(4,214)
		(3,219)

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有指明外，以港元呈列)

### 26 COMPANY-LEVEL STATEMENT OF FINANCIAL POSITION

### 26 公司層面財務狀況表

		Note 附註	2017 二零一七年 \$'000 千元	2016 二零一六年 \$'000 千元
<b>Non-current assets</b>	<b>非流動資產</b>			
Interest in subsidiaries	於附屬公司的權益		<b>20,081</b>	20,081
<b>Current assets</b>	<b>流動資產</b>			
Other receivables	其他應收款項		<b>216,837</b>	177,279
Cash and cash equivalents	現金及現金等價物		<b>603</b>	641
			<b>217,440</b>	177,920
<b>Current liabilities</b>	<b>流動負債</b>			
Other payables	其他應付款項		<b>164</b>	13
<b>Net current assets</b>	<b>流動資產淨值</b>		<b>217,276</b>	177,907
<b>NET ASSETS</b>	<b>資產淨值</b>		<b>237,357</b>	197,988
<b>CAPITAL AND RESERVES</b>	<b>資本及儲備</b>	19		
Share capital	股本	19(c)	<b>40,000</b>	40,000
Reserves	儲備		<b>197,357</b>	157,988
<b>TOTAL EQUITY</b>	<b>權益總額</b>		<b>237,357</b>	197,988

### 27 NON-ADJUSTING EVENTS AFTER THE REPORTING PERIOD

After the end of the reporting period, the directors proposed a final dividend. Further details are disclosed in note 19(b)(i).

### 27 報告期後非調整事項

於報告期末後，董事建議宣派末期股息。詳細資料載於附註19(b)(i)。

### 28 IMMEDIATE AND ULTIMATE CONTROLLING PARTY

At 31 December 2017, the directors consider the immediate parent and ultimate controlling party of the Group to be Sun Fook Kong Group Limited, which is incorporated in British Virgin Islands, and Mr. Lo Kai Shui respectively. They do not provide financial statements available for public use.

### 28 直接及最終控制方

於二零一七年十二月三十一日，董事認為，本集團的直接母公司及最終控制方分別為於英屬處女群島註冊成立的新福港集團有限公司及羅啟瑞先生。兩者並未提供可供公眾人士查閱的財務報表。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有指明外，以港元呈列)

### 29 POSSIBLE IMPACT OF AMENDMENTS, NEW STANDARDS AND INTERPRETATIONS ISSUED BUT NOT YET EFFECTIVE FOR THE YEAR ENDED 31 DECEMBER 2017

Up to the date of issue of these financial statements, the HKICPA has issued a number of amendments, new standards and interpretations which are not yet effective for the year ended 31 December 2017 and which have not been adopted in these financial statements. These include the following which may be relevant to the Group.

### 29 已頒佈但尚未於截至二零一七年十二月三十一日止年度生效的修訂、新準則及詮釋可能構成的影響

截至該等財務報表刊發之日，香港會計師公會已頒佈數項於截至二零一七年十二月三十一日止年度尚未生效的修訂、新準則及詮釋，而該等財務報表並無採納該等修訂、新準則及詮釋。該等修訂及新準則包括與本集團可能有關的下列各項。

		<b>Effective for accounting periods beginning on or after 於下列日期或以後開始的 會計期間生效</b>
HKFRS 9, <i>Financial instruments</i>	香港財務報告準則第9號， <i>金融工具</i>	1 January 2018 二零一八年一月一日
HKFRS 15, <i>Revenue from contracts with customers</i>	香港財務報告準則第15號， <i>客戶合約收益</i>	1 January 2018 二零一八年一月一日
HKFRS 16, <i>Leases</i>	香港財務報告準則第16號， <i>租賃</i>	1 January 2019 二零一九年一月一日
HK(IFRIC) 23, <i>Uncertainty over income tax treatments</i>	香港(國際財務報告詮釋委員會) 詮釋第23號， <i>所得稅處理之不確定性</i>	1 January 2019 二零一九年一月一日

The Group is in the process of making an assessment of what the impact of these amendments, new standards and interpretations is expected to be in the period of initial application. So far the Group has identified some aspects of the new standards which may have a significant impact on the consolidated financial statements. Further details of the expected impacts are discussed below.

While the assessment has been substantially completed for HKFRS 9 and HKFRS 15, the actual impacts upon the initial adoption of the standards may differ as the assessment completed to date is based on the information currently available to the Group, and further impacts may be identified before the standards are initially applied in the Group's interim financial report for the six months ending 30 June 2018. The Group may also change its accounting policy elections, including the transition options, until the standards are initially applied in that financial report.

本集團現正評估預期該等修訂、新準則及詮釋於首次應用期間的影響。迄今為止，本集團已發現可能對綜合財務報表造成重大影響的新準則的若干方面。預期影響的進一步詳情論述於下文。

儘管香港財務報告準則第9號及香港財務報告準則第15號的評估已大致完成，但首次採納準則的實際影響可能有所不同，原因乃至今完成的評估基於本集團現時可獲得的資料作出，進一步影響可能於本集團截至二零一八年六月三十日止六個月的中期財務報告首次採納該等準則之前識別。於上述財務報告首次應用該等準則前，本集團亦可能變更其會計政策選擇(包括過渡性條文選擇)。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有指明外，以港元呈列)

### 29 POSSIBLE IMPACT OF AMENDMENTS, NEW STANDARDS AND INTERPRETATIONS ISSUED BUT NOT YET EFFECTIVE FOR THE YEAR ENDED 31 DECEMBER 2017 (Continued)

#### HKFRS 9, *Financial instruments*

HKFRS 9 will replace the current standard on accounting for financial instruments, HKAS 39, *Financial instruments: Recognition and measurement*. HKFRS 9 introduces new requirements for classification and measurement of financial assets, including the measurement of impairment for financial assets. On the other hand, HKFRS 9 incorporates without substantive changes the requirements of HKAS 39 for recognition and derecognition of financial instruments and the classification and measurement of financial liabilities.

HKFRS 9 is effective for annual periods beginning on or after 1 January 2018 on a retrospective basis. The Group plans to use the exemption from restating comparative information and will recognise any transition adjustments against the opening balance of equity at 1 January 2018.

Expected impacts of the new requirements on the Group's financial statements are as follows:

#### (a) Classification and measurement

The Group has assessed that its financial assets currently measured at amortised cost will continue with their respective classification and measurements upon the adoption of HKFRS 9.

The classification and measurement requirements for financial liabilities under HKFRS 9 are largely unchanged from HKAS 39, except that HKFRS 9 requires the fair value change of a financial liability designated at fair value through profit or loss ("FVTPL") that is attributable to changes of that financial liability's credit risk to be recognised in other comprehensive income (without reclassification to profit or loss). The Group currently does not have any financial liabilities designated at FVTPL and therefore this new requirement will not have any impact on the Group on adoption of HKFRS 9.

### 29 已頒佈但尚未於截至二零一七年十二月三十一日止年度生效的修訂、新準則及詮釋可能構成的影響(續)

#### 香港財務報告準則第9號，金融工具

香港財務報告準則第9號將取代有關金融工具會計處理的現有準則香港會計準則第39號，金融工具：確認及計量。香港財務報告準則第9號引入分類及計量金融資產，包括計量金融資產減值的新規定。另一方面，香港財務報告準則第9號納入且無大幅改動香港會計準則第39號有關確認及終止確認金融工具及金融負債分類及計量的規定。

香港財務報告準則第9號按追溯基準於二零一八年一月一日或之後開始之年度期間生效。本集團計劃採用豁免重列比較資料，並將就二零一八年一月一日之權益期初結餘確認任何過渡調整。

新規定對本集團財務報表的預期影響如下：

#### (a) 分類及計量

本集團已評估，於採納香港財務報告準則第9號後，其目前按攤銷成本計量之金融資產將會繼續沿用彼等各自之分類及計量。

香港財務報告準則第9號項下金融負債的分類及計量規定與香港會計準則第39號無重大變化，惟香港財務報告準則第9號規定指定為按公平值計入損益的金融負債的公平值變動倘因金融負債的信貸風險變動所引致，則須於其他全面收益確認，而不得重新分類至損益。本集團目前並無任何指定為按公平值計入損益的金融負債，故於採納香港財務報告準則第9號時，此項新規定可能不會對本集團產生任何影響。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有指明外，以港元呈列)

### 29 POSSIBLE IMPACT OF AMENDMENTS, NEW STANDARDS AND INTERPRETATIONS ISSUED BUT NOT YET EFFECTIVE FOR THE YEAR ENDED 31 DECEMBER 2017 (Continued)

#### HKFRS 9, *Financial instruments* (Continued)

##### (b) Impairment

The new impairment model in HKFRS 9 replaces the “incurred loss” model in HKAS 39 with an “expected credit loss” model. Under the expected credit loss model, it will no longer be necessary for a loss event to occur before an impairment loss is recognised. Instead, an entity is required to recognise and measure either a 12-month expected credit loss or a lifetime expected credit loss, depending on the asset and the facts and circumstances. The Group expects that the application of the expected credit loss model will result in earlier recognition of credit losses. Based on a preliminary assessment, if the Group were to adopt the new impairment requirements at 31 December 2017, accumulated impairment loss at that date would not significantly increase as compared with that recognised under HKAS 39.

#### HKFRS 15, *Revenue from contracts with customers*

HKFRS 15 establishes a comprehensive framework for recognising revenue from contracts with customers. HKFRS 15 will replace the existing revenue standards, HKAS 18, *Revenue*, which covers revenue arising from sale of goods and rendering of services, and HKAS 11, *Construction contracts*, which specifies the accounting for revenue from construction contracts.

The core principle of HKFRS 15 is that an entity should recognise revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. Specifically, the standard introduces a 5 step approach to revenue recognition:

- Step 1: Identify the contract(s) with customer.
- Step 2: Identify the performance obligations in the contract.
- Step 3: Determine the transaction price.
- Step 4: Allocate the transaction price to the performance obligations in the contract.
- Step 5: Recognise revenue when (or as) the entity satisfies a performance obligation.

### 29 已頒佈但尚未於截至二零一七年十二月三十一日止年度生效的修訂、新準則及詮釋可能構成的影響(續)

#### 香港財務報告準則第9號，*金融工具*(續)

##### (b) 減值

香港財務報告準則第9號的新減值模式以「預期信貸虧損」模式取代香港會計準則第39號的「已產生虧損」模式。根據預期信貸虧損模式，其將不再需要在確認減值虧損前發生虧損事件。相反，一間實體須確認並計量十二個月的預期信貸虧損或可使用年期內的預期信貸虧損，惟視乎資產、事實及情況而定。本集團預期，應用預期信貸虧損模式將會導致提早確認信貸虧損。基於初步評估，倘本集團於二零一七年十二月三十一日採納新減值規定，相比根據香港會計準則第39號所確認的數額，於該日的累計減值虧損不會大幅增加。

#### 香港財務報告準則第15號，*來自客戶合約收益*

香港財務報告準則第15號建立了確認來自客戶合約收益的全面框架。香港財務報告準則第15號將取代現有收益準則，即香港會計準則第18號，*收益*(包括銷售貨物及提供服務所產生的收益)及香港會計準則第11號，*建造合約*(訂明建造合約收益的會計處理方法)。

香港財務報告準則第15號之核心原則為實體應確認收益以說明向顧客轉讓承諾貨品或服務，而該金額能反映該實體預期就交換該等貨品或服務有權獲得之代價。具體而言，該準則引入確認收益之五個步驟：

- 第一步：識別與顧客訂立之合約。
- 第二步：識別合約中之履約責任。
- 第三步：釐定交易價。
- 第四步：將交易價分配至合約中之履約責任。
- 第五步：於(或隨著)實體完成履約責任時確認收益。



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有指明外，以港元呈列)

### 29 POSSIBLE IMPACT OF AMENDMENTS, NEW STANDARDS AND INTERPRETATIONS ISSUED BUT NOT YET EFFECTIVE FOR THE YEAR ENDED 31 DECEMBER 2017 (Continued)

#### HKFRS 15, Revenue from contracts with customers (Continued)

The principles in HKFRS 15 provide a more structured approach for measuring and recognising revenue. The standard also introduces extensive qualitative and quantitative disclosure requirements, including disaggregation of total revenue, information about performance obligations, changes in contract asset and liability account balances between periods and key judgements and estimates.

Based on the assessment completed to date, the Group has identified the following areas which are expected to be affected:

#### (a) Timing of revenue recognition

The Group's revenue recognition policies are disclosed in note 1(s). Currently, revenue arising from construction contracts and the provision of services is recognised over time.

Under HKFRS 15, revenue is recognised when the customer obtains control of the promised good or service in the contract. HKFRS 15 identifies three situations in which control of the promised good or service is regarded as being transferred over time:

- (i) When the customer simultaneously receives and consumes the benefits provided by the entity's performance as the entity performs;
- (ii) When the entity's performance creates or enhances an asset (for example work in progress) that the customer controls as the asset is created or enhanced;
- (iii) When the entity's performance does not create an asset with an alternative use to the entity and the entity has an enforceable right to payment for performance completed to date.

### 29 已頒佈但尚未於截至二零一七年十二月三十一日止年度生效的修訂、新準則及詮釋可能構成的影響(續)

#### 香港財務報告準則第15號，來自客戶合約收益(續)

香港財務報告準則第15號的原則為計量及確認收益提供更加結構化的方法。該準則亦引入廣泛的定性及定量披露規定，包括分拆收益總額，關於履約責任、不同期間之合約資產及負債賬目結餘的變動以及主要判斷及估計的資料。

根據至今完成之評估，本集團已識別下列預期將受影響之方面：

#### (a) 收入確認之時間

本集團的收入確認政策披露於附註1(s)。目前，建築合約產生的收益及提供服務所得收益隨著時間而確認。

根據香港財務報告準則第15號，收入乃於客戶獲得合約中承諾貨物或服務的控制權時確認。香港財務報告準則第15號確定了以下對承諾貨物或服務之控制權被視為隨著時間轉移之三種情況：

- (i) 當客戶於實體履約時同時接受及使用實體履約所提供之利益時；
- (ii) 當實體履約創造或增強一項於資產被創造或增強時由客戶控制之資產(如在建工程)時；
- (iii) 當實體之履約並無創造對實體而言具替代用途之資產，且該實體對迄今完成之履約付款具有可執行權利時。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有指明外，以港元呈列)

### 29 POSSIBLE IMPACT OF AMENDMENTS, NEW STANDARDS AND INTERPRETATIONS ISSUED BUT NOT YET EFFECTIVE FOR THE YEAR ENDED 31 DECEMBER 2017 (Continued)

#### HKFRS 15, Revenue from contracts with customers (Continued)

##### (a) Timing of revenue recognition (Continued)

If the contract terms and the entity's activities do not fall into any of these three situations, then under HKFRS 15 the entity recognises revenue for the service at a single point in time, being when control has passed. Transfer of risks and rewards of ownership is only one of the indicators that will be considered in determining when the transfer of control occurs.

The Group has assessed that the new revenue standard is not likely to have significant impact on how it recognises revenue from provision of services. For the revenue from construction contracts, the Group has assessed that its contracts with customers fulfil the criteria for recognising revenue over time under HKFRS 15. Methods that can be used under HKFRS 15 to measure the Group's progress towards complete satisfaction of a performance obligation satisfied over time include (i) output method (i.e. recognise revenue on the basis of direct measurement of the value to the customer of the entity's performance to date) and; (ii) input method (i.e. recognise revenue on the basis of the entity's efforts or inputs to the satisfaction of a performance obligation). In measuring the work progress under the new revenue standard, the Group expects to apply an output method with reference to progress certificates issued by the customers with additional adjustments where necessary to depict the Group's performance in transferring control of goods or services promised to customers for individual projects. So far as the measurement of progress of the Group's typical contracts is concerned, the Group expects that there would not be any significant impact on the revenue recognition profile.

### 29 已頒佈但尚未於截至二零一七年十二月三十一日止年度生效的修訂、新準則及詮釋可能構成的影響(續)

#### 香港財務報告準則第15號，來自客戶合約收益(續)

##### (a) 收入確認之時間(續)

倘合約條款及實體活動並不屬於任何該等三種情況，則根據香港財務報告準則第15號，實體於某一指定時間點(即控制權轉移時)就服務確認收益。所有權風險及回報之轉移僅為釐定控制權轉移發生時將考慮的其中一項指標。

本集團已評估新收入標準不大可能對其對提供服務所得收入的確認方式產生重大影響。就建築合約的收入而言，本集團已評估其與客戶的合約符合香港財務報告準則第15號項下與時確認收益的標準。根據香港財務報告準則第15號，可用於計量本集團隨時間完全履行履約責任之進度之方法包括(i)產出法(即根據直接計量該實體迄今的客戶表現的價值確認收益);及(ii)投入法(即根據實體的努力或投入履行履約責任確認收益)。在計量新收益標準下的工程進度時，本集團預期參考客戶發出的進度證明應用產出法，並在必要時作額外調整，以描述本集團就各項目向客戶承諾轉移貨品或服務的控制權的履行情況。就本集團一般合約進度的計量而言，本集團預期不會對收入確認情況有任何重大影響。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有指明外，以港元呈列)

### 29 POSSIBLE IMPACT OF AMENDMENTS, NEW STANDARDS AND INTERPRETATIONS ISSUED BUT NOT YET EFFECTIVE FOR THE YEAR ENDED 31 DECEMBER 2017 (Continued)

#### HKFRS 15, Revenue from contracts with customers (Continued)

##### (b) Timing of recognition of contract costs

Under HKFRS 15, if the costs incurred in fulfilling a contract with a customer are not within the scope of another standard, assets shall only be recognised if the costs incurred (i) relate directly to a contract or an anticipated contract that can be specifically identified; (ii) generate or enhance resources of the entity that will be used in satisfying performance obligations in the future; and (iii) are expected to be recovered. Costs that relate to satisfied performance obligations (or partially satisfied performance obligations) in the contracts and costs for which an entity cannot distinguish whether the costs relate to unsatisfied performance obligations or to satisfied performance obligations shall be expensed as incurred under HKFRS 15.

Currently, contract costs of the Group are recognised by reference to the stage of completion of the contract, which is measured by reference to the percentage of the estimated total revenue for the contracts entered into by the Group that have been performed to date. Under HKFRS 15, contract costs that related to satisfy performance obligations are expensed as incurred. The Group expects that there would not be any significant impact on the timing of recognition of contract costs.

The Group expects that the adoption of HKFRS 15 will result in additional disclosures in the Group's consolidated financial statements.

The Group plans to elect to use the cumulative effect transition method for the adoption of HKFRS 15 and will recognise the cumulative effect of initial application as an adjustment to the opening balance of equity at 1 January 2018. As allowed by HKFRS 15, the Group plans to apply the new requirements only to contracts that are not completed before 1 January 2018.

### 29 已頒佈但尚未於截至二零一七年十二月三十一日止年度生效的修訂、新準則及詮釋可能構成的影響(續)

#### 香港財務報告準則第15號，來自客戶合約收益(續)

##### (b) 合約成本的確認時間

根據香港財務報告準則第15號，倘在履行與客戶的合約中產生的成本不在另外標準範圍內，則資產僅在成本於下列者發生時確認(i)與可特定識別的合約或預期合約直接相關；(ii)產生或提高於未來履行履約責任中所用的實體資源；及(iii)預期可收回。與履行合約中的履約責任(或部分履行履約責任)的成本及實體無法區分該等成本是否與無法履行的履約責任或履行的履約責任相關的成本將根據香港財務報告準則第15號列作為開支。

目前，本集團合約成本經參考合約完成的階段而予以確認，該階段經參考迄今為止進行的工作的工程完成度佔本集團簽訂的合約的估計總收益的百分比計量。根據香港財務報告準則第15號，與應付履約責任有關的合約成本於產生時支銷。本集團預期將不會對合約成本的確認時間產生任何重大影響。

本集團預期採納香港財務報告準則第15號將導致本集團綜合財務報表額外披露。

本集團計劃選擇採用累積影響過渡法採納香港財務報告準則第15號，並將於二零一八年一月一日按對期初權益結餘的調整確認首次應用的累計影響。根據香港財務報告準則第15號的規定，本集團計劃僅將新規定應用於二零一八年一月一日之前尚未完成的合同。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有指明外，以港元呈列)

### 29 POSSIBLE IMPACT OF AMENDMENTS, NEW STANDARDS AND INTERPRETATIONS ISSUED BUT NOT YET EFFECTIVE FOR THE YEAR ENDED 31 DECEMBER 2017 (Continued)

#### HKFRS 16, Leases

As disclosed in note 1(i), currently the Group classifies all the leases it entered as lessee into operating leases.

HKFRS 16 specifies that lessees should account for all leases in a similar way to the current finance lease accounting. The adoption of HKFRS 16 will primarily affect the Group's accounting as a lessee of the leases for certain properties which are currently classified as operating leases. The application of the new accounting model is expected to lead to an increase in both assets and liabilities and to impact on the timing of the expense recognition in the consolidated income statement over the period of the lease. As disclosed in note 21, at 31 December 2017 the Group's future minimum lease payments under non-cancellable operating leases amounted to \$21,535,000. It is expected that a majority of the future minimum lease payments will need to be recognised as lease liabilities, with corresponding right-of-use assets, once HKFRS 16 is adopted. The Group will need to perform a more detailed analysis to determine the amounts of the new assets and liabilities arising from operating lease commitments on adoption of HKFRS 16.

### 29 已頒佈但尚未於截至二零一七年十二月三十一日止年度生效的修訂、新準則及詮釋可能構成的影響(續)

#### 香港財務報告準則第16號，租賃

誠如附註1(i)所披露，本集團現時將所有租賃分類為經營租賃。

香港財務報告準則第16號訂明，承租人應按照與當前融資租賃會計處理相似的方式將所有租賃入賬。採納香港財務報告準則第16號將主要影響本集團作為租約承租人就若干物業(現時分類為經營租賃)的會計處理方法。預期應用新會計模式將導致資產及負債均有所增加，及影響租約期間於綜合收益表確認開支的時間。誠如附註21所披露，於二零一七年十二月三十一日，本集團於不可撤銷經營租賃項下就日後最低租賃付款達21,535,000港元。一旦採納香港財務報告準則第16號，預計大部分日後最低租賃付款將須確認為租賃負債，並附帶相應使用權資產。本集團將須進行更為詳細的分析以釐定於採納香港財務報告準則第16號時經營租賃承擔所產生的新資產及負債的金額。

# FIVE YEAR FINANCIAL SUMMARY

## 五年財務概要

The summary of the consolidated results of and assets and liabilities the Group for the last five financial years as extracted from the audited financial statements is set out below:

摘錄自經審核財務報表的本集團最近五個財政年度的綜合業績以及資產及負債的概要載列如下：

### CONSOLIDATED RESULTS

### 綜合業績

		2013 二零一三年 HK\$'000 千港元	2014 二零一四年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Revenue	收益	2,839,206	2,752,162	2,733,571	3,002,023	<b>4,611,972</b>
Gross profit	毛利	138,711	171,645	167,301	196,487	<b>247,159</b>
Profit for the year	年度溢利	119,449	72,106	72,356	106,111	<b>142,691</b>
Attributable to:	應佔：					
Shareholders of the Company	本公司股東	119,632	72,480	71,962	105,967	<b>141,874</b>
Non-controlling interests	非控股權益	(183)	(374)	394	144	<b>817</b>

### CONSOLIDATED ASSETS, LIABILITIES AND EQUITY

### 綜合資產、負債及權益

		2013 二零一三年 HK\$'000 千港元	2014 二零一四年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
<b>ASSETS</b>	<b>資產</b>					
Non-current assets	非流動資產	37,273	35,480	28,379	30,433	<b>68,169</b>
Current assets	流動資產	1,365,453	1,323,951	1,490,946	1,333,530	<b>1,845,550</b>
Total assets	資產總額	1,402,726	1,359,431	1,519,325	1,363,963	<b>1,913,719</b>
<b>LIABILITIES</b>	<b>負債</b>					
Current liabilities	流動負債	1,186,031	1,070,113	1,034,290	909,062	<b>1,435,473</b>
Non-current liabilities	非流動負債	1,837	2,338	3,244	3,165	<b>3,451</b>
Total liabilities	負債總額	1,187,868	1,072,451	1,037,534	912,227	<b>1,438,924</b>
<b>EQUITY</b>	<b>權益</b>					
Total equity attributable to shareholders of the company	本公司股東應佔權益總額	215,035	287,531	481,948	451,749	<b>473,991</b>
Non-controlling interests	非控股權益	(177)	(551)	(157)	(13)	<b>804</b>
Total equity	權益總額	214,858	286,980	481,791	451,736	<b>474,795</b>

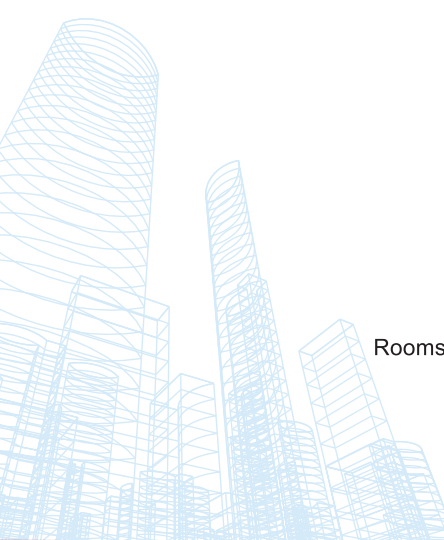


A N N U A L R E P O R T 2 0 1 7

二零一七年年報



**SFK Construction Holdings Limited**  
新福港建設集團有限公司



Rooms 3207-10, 32/F, Great Eagle Centre, 23 Harbour Road, Wanchai, Hong Kong  
香港灣仔港灣道23號鷹君中心32樓3207-10室

Tel 電話 : (852) 2828 1688 Fax 傳真 : (852) 2827 6275

Website 網址 : [www.sfkchl.com.hk](http://www.sfkchl.com.hk)