

Sing On Holdings Limited 成安控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(於開曼群島註冊成立的有限公司)

Stock Code 股份代號 : 8352

Annual Report 年報 2016

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香港聯合交易所有限公司(「聯交所」)創業板(「創業板」)之特色

創業板的定位，乃為相比起其他在聯交所上市的公司帶有較高投資風險之公司提供一個上市之市場。有意投資的人士應了解投資於該等公司的潛在風險，並應經過審慎周詳的考慮後方作出投資決定。創業板的較高風險及其他特色表示創業板較適合專業及其他資深投資者。

由於創業板上市公司新興的性質使然，在創業板買賣之證券可能會較在聯交所主板買賣的證券承受較大的市場波動風險，同時無法保證在創業板買賣的證券會有高流通量之市場。

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本報告的資料乃遵照聯交所創業板證券上市規則(「創業板上市規則」)而刊載，旨在提供有關成安控股有限公司(「本公司」)的資料；本公司董事(「董事」)願就本報告的資料共同及個別地承擔全部責任。各董事在作出一切合理查詢後，確認就其所深知及確信，本報告所載資料在各重要方面均屬準確完備，沒有誤導或欺詐成分，且並無遺漏其他事項，足以令致本報告所載任何陳述或本報告產生誤導。

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BOARD OF DIRECTORS

Executive Directors

Mr. Cheung Shek On (*Chairman and Chief Executive Officer*)
Mr. Chan Yuk Sing

Non-Executive Director

Mr. Kuan Hong Kin Daniel

Independent Non-Executive Directors

Mr. Chan Ngai Sang Kenny
Mr. Chow Chun To
Mr. Yam Chiu Fan Joseph

AUDIT COMMITTEE

Mr. Chow Chun To (*Chairman*)
Mr. Chan Ngai Sang Kenny
Mr. Yam Chiu Fan Joseph

REMUNERATION COMMITTEE

Mr. Chan Ngai Sang Kenny (*Chairman*)
Mr. Cheung Shek On
Mr. Chow Chun To

NOMINATION COMMITTEE

Mr. Cheung Shek On (*Chairman*)
Mr. Chan Ngai Sang Kenny
Mr. Chow Chun To

AUTHORISED REPRESENTATIVES

Mr. Cheung Shek On
Mr. Chen Yeung Tak

COMPANY SECRETARY

Mr. Chen Yeung Tak

**HEADQUARTERS AND PRINCIPAL PLACE OF BUSINESS
IN HONG KONG**

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209 and 211 Wai Yip Street,
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**CAYMAN ISLANDS PRINCIPAL SHARE REGISTRAR AND
TRANSFER OFFICE**

Estera Trust (Cayman) Limited
Clifton House,
75 Fort Street,
PO Box 1350,
Grand Cayman KY1-1108,
Cayman Islands

董事會

執行董事

張錫安先生 (*主席兼行政總裁*)
陳玉成先生

非執行董事

關匡建先生

獨立非執行董事

陳毅生先生
鄒振濤先生
任超凡先生

審核委員會

鄒振濤先生 (*主席*)
陳毅生先生
任超凡先生

薪酬委員會

陳毅生先生 (*主席*)
張錫安先生
鄒振濤先生

提名委員會

張錫安先生 (*主席*)
陳毅生先生
鄒振濤先生

授權代表

張錫安先生
陳仰德先生

公司秘書

陳仰德先生

總辦事處及香港主要營業地點

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Corporate Information

公司資料

HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

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PRINCIPAL BANKERS

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1 Garden Road, Central
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AUDITORS

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STOCK CODE

8352

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主要往來銀行

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股份代號

8352

Chairman's statement

主席報告

On behalf of the board of directors (the "Board"), I am pleased to present the annual report of Sing On Holdings Limited (the "Company") and its subsidiaries (collectively, the "Group") for the year ended 31 December 2016 (the "Financial Year 2016").

On 16 December 2016, the shares of the Company were successfully listed on the Growth Enterprise Market (the "GEM") of The Stock Exchange of Hong Kong Limited (the "Stock Exchange") (the "Listing"). On behalf of the Board, I would like to thank the professional parties involved, customers, working partners, advisors and employees for their contribution to our successful listing. The listing not only raised additional capital for our future development but also further established a better reputation in the market. This is an important milestone of our history.

The Group is an established subcontractor engaged in concrete demolition works for more than 30 years. The concrete demolition industry is one of the specific areas of the construction industry which mainly concerns the removal of pieces or sections of concrete from concrete structures and the demolition of the entire concrete structures or buildings.

The Group has experienced a steady turnover growth of approximately 4.7% as compared between the turnover in the two years ended 31 December 2016 and 2015. Such increase was primarily due to the increase in the number of sizable jobs mainly in Hong Kong during the Financial Year 2016 as compared to the previous period.

Although the Group's profits attributable to owners of the Company decreased by approximately HK\$10.6 million or 74.9% from approximately HK\$14.2 million for the year ended 31 December 2015 to approximately HK\$3.6 million for the Financial Year 2016, the decrease in profits attributable to owners of the Company was mainly due to the non-recurring expenses of approximately HK\$12.2 million (2015: HK\$4.4 million) incurred by listing activities during the Financial Year 2016. Excluding the non-recurring expenses incurred by activities outside the ordinary and usual course of our business, the Group's profits attributable to owners of the Company would be approximately HK\$15.8 million for the Financial Year 2016.

I would like to take this opportunity to express my respect and appreciation to my fellow board members, management team and staff members for their continued effort to our Group's development and build value to our customers. We are optimistic about the prospects of the construction market. With our experienced management team and decades of valuable project experience, we are convinced that we can expand our operation scale and maximise returns to our shareholders.

Cheung Shek On
Chairman and Chief Executive Officer

Hong Kong, 22 March 2017

本人謹代表成安控股有限公司(「本公司」)及其附屬公司(統稱「本集團」)董事會(「董事會」)，欣然提呈本集團截至二零一六年十二月三十一日止年度(「二零一六年財政年度」)的年報。

於二零一六年十二月十六日，本公司股份於香港聯合交易所有限公司(「聯交所」)創業板(「創業板」)上市(「上市」)。本人謹代表董事會感謝相關專業人士、客戶、工作夥伴、顧問及僱員為我們成功上市做出的貢獻。上市不僅為我們的日後發展籌集了額外資本，亦使我們進一步在市場上建立了更好的聲譽。這是我們發展史中的一個重要里程碑。

本集團為從事混凝土拆卸工程的知名分包商已逾30年。混凝土拆卸工程行業是建造業特定領域之一，主要從事採用各種方法拆除混凝土結構的混凝土塊或組件及拆卸整個混凝土結構或建築物。

本集團於截至二零一六年十二月三十一日止年度的營業額較截至二零一五年十二月三十一日止年度錄得穩定增長約4.7%。此增幅主要是由於二零一六年財政年度香港的規模較大的項目數量較過往期間增加。

雖然本公司持有人應佔本集團溢利較截至二零一五年十二月三十一日止年度的約14.2百萬港元減少約10.6百萬港元或74.9%至於二零一六年財政年度的約3.6百萬港元，但本公司持有人應佔溢利減少主要是由於在二零一六年財政年度期間上市活動所產生之非經常性開支約12.2百萬港元(二零一五年：4.4百萬港元)所致。扣除我們正常及一般業務外所產生的非經常性費用，於二零一六年財政年度，本公司持有人應佔本集團溢利約為15.8百萬港元。

本人謹藉此機會對我們的董事會成員、管理團隊及員工致以敬意和感謝，感謝他們對本集團發展作出的不懈努力，並為我們的客戶創造價值。我們對建築市場的前景樂觀。憑藉我們經驗豐富的管理團隊和數十年的寶貴項目經驗，我們相信，我們可以擴大我們的運營規模，並最大限度地回報股東。

張錫安
主席兼行政總裁

香港，二零一七年三月二十二日

Management Discussion and Analysis

管理層討論及分析

BUSINESS REVIEW AND OUTLOOK

The Group's principal activity is the provision of concrete demolition service in Hong Kong and Macau mainly as a subcontractor. Our services are mainly required in the removal of pieces or sections of concrete from concrete structures and the demolition of the entire concrete structures or buildings by applying a variety of methods, such as core drilling, sawing and crushing. Our services are required in many different situations including, among others, addition and alteration works and redevelopment projects in buildings, roads, tunnels and underground facilities.

We have been operating in the concrete demolition industry in Hong Kong since 1985. We have also been providing concrete demolition services in Macau since 2006. We are a registered subcontractor for general demolition and others (concrete coring and saw cutting) works under the Subcontractor Registration Scheme of the Construction Industry Council and a Registered Minor Works Contractor at the Buildings Department. We undertook 150 jobs in Hong Kong and Macau for the Financial Year 2016 and had 15 on-going jobs (either in progress or yet to be commenced) with outstanding contract sum over HK\$60 million as at 31 December 2016.

In general, our customers are main contractors in various types of construction and civil engineering projects in Hong Kong and construction projects in Macau. We undertake jobs in both public and private sectors. Public sector jobs refer to jobs which the main contractors are employed by the Hong Kong Government, the Macau Government or their respective related organisations or corporations, while private sector jobs refer to jobs that are not public sector jobs.

Looking forward, the Directors consider that the future opportunities and challenges facing the Group will continue to be affected by the development of the policies of the Hong Kong Government as well as factors affecting the labour costs and material costs. According to the 2016-2017 Budget of the Hong Kong Government, the Hong Kong Government will invest about HK\$86.1 billion on infrastructure between 2016 and 2017. The amount was mainly derived from infrastructure investments and plans for increasing both land and housing. The Directors believe that the availability of private and public sector construction projects is expected to grow in the coming years, and with our experienced management team and reputation in the market, we can further strengthen our position as an established concrete demolition service provider by continuing to pursue the business strategies as set out in the prospectus of the Company dated 29 November 2016 (the "Prospectus").

FINANCIAL REVIEW

During the Financial Year 2016, there were 150 jobs for our Group's concrete demolition business which contributed a revenue of HK\$125.7 million, whereas a revenue of HK\$120.1 million was recognised from 232 jobs in the year ended 31 December 2015 (the "Financial Year 2015"). Although the number of jobs undertaken in the Financial Year 2016 is less than that in the Financial Year 2015, we have recorded an increase in our revenue of approximately 4.7% mainly due to the increase in sizeable jobs in the Financial Year 2016.

業務回顧及展望

本集團主要業務乃主要作為分包商於香港及澳門提供混凝土拆卸服務。我們的服務主要透過採用各種方法，例如鑽取土芯、切割及鉗碎等移除混凝土結構物的混凝土塊或組件及拆卸整個混凝土結構物或建築物。我們的服務應用於多種不同的情況，其中包括加建及改建工程，以及樓宇、道路、隧道及地下設施的重建項目。

本集團自一九八五年一直於混凝土拆卸工程行業經營。自二零零六年起，我們亦於澳門一直提供混凝土拆卸服務。本集團為於建造業議會在分包商註冊制度下從事一般拆卸及其他（鑽取混凝土芯及切割）工程的註冊分包商及為屋宇署下的註冊小型工程承建商。於二零一六年財政年度，我們在香港及澳門承接150個項目，並於截至二零一六年十二月三十一日止有15個持續進行的項目（在建或尚未動工），未結算合約金額逾60百萬港元。

一般而言，我們的客戶為香港多項建築及土木工程項目，以及澳門建築工程項目的總承建商。我們承接公營及私營界別的項目。公營界別項目指總承建商為香港政府、澳門政府及其各自的相關機構或企業的工程；私營界別項目指非公營界別項目。

展望未來，董事認為本集團未來所面臨的機遇和挑戰將繼續受香港政府之政策以及影響勞工成本及材料成本之因素所影響。根據香港政府二零一六至二零一七年政府財政預算案，香港政府於二零一六年及二零一七年將投資約861億港元於基建上。該款項主要來自基礎設施投資及增加土地及房屋的計劃。董事認為，私營及公營界別建設項目數量預計於未來數年有所增長。憑藉經驗豐富的管理團隊及我們在市場上的聲譽，透過持續奉行本公司日期為二零一六年十一月二十九日的招股章程（「招股章程」）所載的業務策略，我們可進一步加強我們作為知名混凝土拆卸服務供應商的地位。

財務回顧

於二零一六年財政年度，本集團的150個混凝土拆卸業務項目貢獻收入125.7百萬港元，而截至二零一五年十二月三十一日止年度（「二零一五年財政年度」），232個項目則確認收入120.1百萬港元。儘管二零一六年財政年度承接的項目數量少於二零一五年財政年度，但我們的收入錄得增長約4.7%，主要由於二零一六年財政年度的項目規模較大。

Management Discussion and Analysis

管理層討論及分析

Our Group's gross profit slightly increased from approximately HK\$38.1 million for the Financial Year 2015 to approximately HK\$38.3 million for the Financial Year 2016, while the gross profit margin for our Group decreased from approximately 31.7% for the Financial Year 2015 to approximately 30.5% for the Financial Year 2016. Such decrease was mainly due to the increase of the Group's cost of sales during the Financial Year 2016, such as staff costs and materials and consumables.

Administrative expenses increased by HK\$12.5 million (representing an increase of approximately 62.7%) to HK\$32.5 for the Financial Year 2016, compared with HK\$20.0 million for the Financial Year 2015, which mainly due to the listing expenses of HK\$12.2 million incurred in the Financial Year 2016 which were non-recurring expenses incurred by activities outside the ordinary and usual course of our business. Net profit decreased by HK\$10.6 million to approximately HK\$3.6 million in the Financial Year 2016 compared to HK\$14.2 million in the Financial Year 2015. By excluding the aforementioned non-recurring listing expenses, the Group's profits attributable to owners of the Company would be approximately HK\$15.8 million for the Financial Year 2016.

LIQUIDITY, FINANCIAL RESOURCES AND CAPITAL STRUCTURE

As at 31 December 2016, the Group's current ratio was approximately 3.3 compared to approximately 2.3 at 31 December 2015. The Group had total assets of approximately HK\$123.6 million, which is financed by total liabilities and shareholders' equity of approximately HK\$37.3 million and HK\$86.3 million, respectively. As at 31 December 2016, the Group had cash and bank balances of approximately HK\$60.8 million (31 December 2015: approximately HK\$20.0 million).

The gearing ratio is calculated based on the total loans and borrowings divided by total equity as at the respective reporting date. As at 31 December 2016, the Group recorded gearing ratio of approximately 4.6% (31 December 2015: approximately 9.4%), which remained low as the Group had adequate bank balances and cash after the Listing.

Capital Expenditure

During the Financial Year 2016, there was capital expenditure of approximately HK\$7.0 million which was used in the purchase of property, plant and equipment, compared to HK\$2.9 million for the Financial Year 2015.

The Group adopts a prudent approach in capital management towards its treasury policies. The Group strives to reduce exposure to credit risk by performing ongoing credit assessments and evaluations of the financial status of its customers. To manage liquidity risk, the Board closely monitors the Group's liquidity position to ensure that the liquidity structure of the Group's assets, liabilities and other commitments can meet its funding requirements from time to time.

The shares of the Company were successfully listed on the GEM of the Stock Exchange on 16 December 2016. There has been no change in the capital structure of the Group since then. The share capital of the Group only comprises of ordinary shares. As at 31 December 2016, the Company's issued share capital was HK\$6,720,000 and the number of its issued ordinary shares was 672,000,000 of HK\$0.01 each.

本集團的毛利從二零一五年財政年度的約38.1百萬港元輕微增加至二零一六年財政年度之約38.3百萬港元，而本集團的毛利率由二零一五年財政年度的約31.7%降至二零一六年財政年度的約30.5%。該減少主要是由於本集團於二零一六年財政年度員工成本及材料及消耗品等銷售成本增加。

行政費用由二零一五年財政年度的20.0百萬港元增加12.5百萬港元(即增加約62.7%)至二零一六年財政年度的32.5百萬港元，主要是由於二零一六年財政年度產生上市開支12.2百萬港元，該費用乃我們正常及一般業務外所產生的非經常性費用。純利由二零一五年財政年度的14.2百萬港元減少10.6百萬港元至二零一六年財政年度的約3.6百萬港元。通過扣除上述非經常性上市費用，於二零一六年財政年度，本公司持有人應佔本集團溢利約為15.8百萬港元。

流動資金、財務資源及資本結構

於二零一六年十二月三十一日，本集團的流動比率約為3.3，而截至二零一五年十二月三十一日的流動比率則約為2.3。本集團總資產約為123.6百萬港元，分別由總負債及股東權益約37.3百萬港元及86.3百萬港元出資。於二零一六年十二月三十一日，本集團的現金及銀行結餘約為60.8百萬港元(二零一五年十二月三十一日：約20.0百萬港元)。

負債比率是按各個報告日的總貸款及借貸除以總權益計算。於二零一六年十二月三十一日，本集團的資產負債率約為4.6%(二零一五年十二月三十一日：約9.4%)，仍處於低水平，乃由於本集團於上市後有足夠銀行結餘及現金。

資本開支

於二零一六年財政年度內，本集團的資本開支約為7.0百萬港元，用於購置物業、廠房及設備，而二零一五年財政年度的資本開支則為2.9百萬港元。

本集團已對其庫務政策採取審慎的資本管理方針。本集團致力透過進行持續的信貸評估及評估其客戶的財務狀況以降低信貸風險。為管理流動資金風險，董事會緊密監察本集團的流動資金狀況以確保本集團的資產、負債及其他承擔的流動資金結構可應付其不時的資金需求。

本公司股份於二零一六年十二月十六日成功在聯交所創業板上上市。自此，本集團的資本結構並無變動。本集團的股本僅由普通股組成。於二零一六年十二月三十一日，本公司已發行股本為6,720,000港元，已發行普通股數目為672,000,000股，每股0.01港元。

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The capital structure of the Group consisted of equity of HK\$86.3 million and debts of HK\$4.0 million as at 31 December 2016.

Foreign Exchange Exposure

Since the Group generated most of the revenue and incurred most of the costs in Hong Kong dollars for the Financial Year 2016, there was no significant exposure to foreign exchange rate fluctuations and the Group had not maintained any hedging policy against the foreign currency risk.

PRINCIPAL RISKS AND UNCERTAINTIES

Availability of construction and civil engineering projects in Hong Kong and Macau

Our results of operations are affected by the number and availability of construction and civil engineering projects from the public and private sectors in Hong Kong and construction projects from the private sector in Macau, which in turn are affected by various factors, including but not limited to the general economic conditions in Hong Kong and Macau, changes in government policies relating to the Hong Kong and Macau property markets, the general conditions of the property markets in Hong Kong and Macau, and the amount of investment in the construction of new infrastructure and improvement of existing infrastructure.

In the event that the availability of concrete demolition jobs decreases as a result of the decrease in the number of private and/or public sector projects in Hong Kong and/or Macau, our businesses and results of operations may be adversely and materially affected.

Our business is subject to the risk of cost overrun and job extension or delay

In pricing a tender or quotation, we are required to estimate the job costs based on various factors such as (i) the estimated number and types of workers required; (ii) the estimated number and types of machineries required; and (iii) the need for subcontracting and machinery leasing. Any deviation between the estimated cost by the time we submit the tenders or quotations and the actual costs to complete the jobs may adversely affect our financial performance and profitability. For instance, if the actual progress of a project was slower than we anticipated, or if there is any delay or extension in the project schedule of main contractor, we may have to engage subcontractors and/or lease the required machineries for a longer period, and hence the amounts of subcontracting fees or machinery rental cost incurred may exceed our estimation. Further, in the case of job extension or delay, we may experience decrease in revenue derived given that the progress payment to us is based on works done by us on a monthly basis. There is no assurance that we would not experience cost overrun and job extension or delay, which may in turn adversely affect our profit margin and operating results.

Issue of labour shortage

The construction industry, including the concrete demolition industry in Hong Kong and Macau has been facing the issue of labour shortage. The growing demand for construction works exacerbated the shortage issue, pushing up the daily wage of a worker in concrete demolition industry in Hong Kong from 2010 to 2015 from approximately HK\$812.2 per day per worker to approximately HK\$1,253.1 per day per worker, and the average daily wage per worker in the construction industry in Macau from approximately MOP549.8 per day per worker to approximately MOP749.0 per day per worker.

於二零一六年十二月三十一日，本集團的資本結構包括股權86.3百萬港元及債務4.0百萬港元。

外匯風險

由於本集團於二零一六年財政年度產生的大部份收益及成本以港元計算，本集團並無面臨重大外匯波動之風險，且本集團並無就外幣風險實施任何對沖政策。

主要風險及不確定性

香港及澳門的建築及土木工程項目供應

我們的經營業績受香港的公營及私營界別的建築及土木工程項目，以及澳門的私營界別的建築項目的數量和供應影響，而其數量和供應則受多項因素影響，包括但不限於香港及澳門的整體經濟狀況、與香港及澳門的物業市場有關的政府政策改變、香港及澳門物業市場的整體狀況，以及興建新基建及改善現有基建的投資額。

倘因香港及／或澳門的私營及／或公營界別項目數目下跌，令混凝土拆卸工程的數量減少，我們的業務及經營業績或會受到不利及重大影響。

我們的業務受超支及工程延期或延遲的風險所限

於為投標或報價定價時，我們須要按各種因素，例如(i)估計所需的工人數目及類型；(ii)估計所需的機器數目及類型；及(iii)分包及租賃機器的需要，以估計工程成本。我們遞交標書或報價時的估計成本與完成工程的實際成本之間的任何偏差或會對我們的財務表現及盈利能力產生不利影響。舉例來說，倘項目的實際進度比預期緩慢，或倘總承建商的項目進度出現任何延遲或延期，我們可能需要聘用分包商及／或需較長時間租賃所需機器，而因此分包費用或機器租賃成本可能會超過我們的估計。再者，在工程延期或延誤的情況下，倘進度付款按我們每月完成的工程繳付，我們的收益可能減少。概無保證我們不會出現超支及工程延期或延誤，而因此可能對我們的邊際利潤及營運業績產生不利影響。

勞工短缺問題

香港及澳門建築行業(包括混凝土拆卸行業)面臨勞工短缺問題。對建築工程需求的增長加劇了勞工短缺問題，推動香港混凝土拆卸行業工人的日薪自二零一零年至二零一五年由每名工人日薪約812.2港元增加至每名工人日薪約1,253.1港元，而澳門建造業的人均日薪由每名工人日薪約549.8澳門幣增加至每名工人日薪約749.0澳門幣。

Management Discussion and Analysis

管理層討論及分析

If our Group is unable to recruit or retain sufficient workers or fails to effectively manage our staff costs as a result of shortage of local labour supply, our business operations and financial performance may be materially and adversely affected.

RELATIONSHIPS WITH CUSTOMERS, SUPPLIERS AND SUBCONTRACTORS AND EMPLOYEES

Customers

We have established long-term relationships with a number of our top five customers who are primarily main contractors in the construction industry. The Company is of the view that a good relationship with customers, concrete demolition contracting service providers have an advantage in gaining new and repeated business. Therefore, our Directors believe that main contractors generally give priority to subcontractors with whom they are familiar and who have a proven track record in providing quality concrete demolition works in a timely manner. We are of the view that our long-term relationships with a number of our top five customers are our competitive advantages that cannot be easily replicated by other concrete demolition works subcontractors, and have enabled and will continue to enable us to differentiate ourselves in the industry in Hong Kong and Macau.

Suppliers and Subcontractors

During the Financial Year 2016, our suppliers and subcontractors mainly consisted of lessors of machinery, suppliers of consumables and machinery parts, and transportation, courier service providers and subcontractors of concrete demolition works. We have established long-term relationship with a number of our suppliers.

We believe our established relationships with these suppliers and subcontractors have been enabling us to take up jobs of various scale and service type and fulfill our customers' requirements. This could also ensure stable and timely delivery of materials or services from these suppliers, which in turn shall minimise potential disruption to our works.

Employees

Our Directors consider that we have maintained good relationship with our employees in general. We had not experienced any significant problems with our employees or any disruption to our operations due to labour disputes nor had we experienced any difficulties in the recruitment and retention of experienced staff or skilled personnel during the Financial Year 2016.

EMPLOYEES

The Group had over 100 full-time employees as at 31 December 2016 (31 December 2015: 99 full-time employees). The staff costs, including Directors' emoluments, of the Group were approximately HK\$35.7 million for the Financial Year 2016 as compared to HK\$27.5 million for the Financial Year 2015.

Employees' remuneration is commensurate with their job nature, qualifications and experience. Salaries and wage rates are usually subjected to an annual review that are based on performance appraisals and other relevant factors. The Group strongly encourages internal promotion and a variety of job opportunities is offered to the existing staff when it is best suited. Remuneration package is comprised of salary, a performance-based bonus, and other benefits including training and provident funds.

倘本集團無法招聘或挽留充足工人或因本地勞工供應短缺而未能有效管理我們的員工成本，我們的業務營運及財務表現或會受到重大不利影響。

與客戶、供應商及分包商及員工的關係

客戶

我們已經與身為香港建築行業總承建商的五大客戶建立了長期關係。本公司認為，憑着與客戶的關係，混凝土拆卸工程訂約事務對獲取新業務及維持舊業務均有優勢。因此，董事認為，若熟悉有關分包商且其擁有可及時提供優質混凝土拆卸工程的明確往績記錄，則總承建商一般給予優先考慮。我們認為，我們與五大客戶的長期關係是我們的競爭優勢，不會被其他混凝土拆卸工程分包商輕易取代，並將令我們繼續在香港及澳門業內脫穎而出。

供應商及分包商

於二零一六年財政年度，我們的供應商及分包商主要包括機器出租商、消耗品及零件供應商，以及運輸及速遞服務供應商及混凝土拆卸工程分包商。我們與多名供應商建立長期合作關係。

我們認為，我們與該等供應商及分包商的穩固關係將繼續讓我們承接不同規模及服務類型的項目以滿足客戶要求，由此亦可確保有關供應商穩定準時交付材料及服務，從而避免影響工程的施工。

員工

董事認為，我們大致上與僱員維持良好關係。於二零一六年財政年度，我們與僱員之間並無出現任何重大問題，我們的營運亦無因勞資糾紛而受到任何干擾，我們在招聘及挽留有經驗的員工或具備技術的人員方面並無遇到任何困難。

僱員

於二零一六年十二月三十一日，本集團有逾 100 名全職僱員（二零一五年十二月三十一日：99 名全職員工）。本集團於二零一六年財政年度的員工成本（包括董事薪酬）約為 35.7 百萬港元，二零一五年財政年度的員工成本則為 27.5 百萬港元。

僱員的薪酬與其工作性質、資歷及經驗相關。薪金及工資水平通常根據績效考核和其他相關因素進行年度審查而釐訂。本集團強烈鼓勵內部晉升，並於適合時機為現有員工提供各種工作機會。薪酬福利待遇包括薪金及按表現發放之花紅，以及包括培訓及公積金在內之其他福利。

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COMMITMENTS

The contractual commitments of the Group were primarily related to the leases of its office premises and the Director's quarter. The Group's operating lease commitments amounted to approximately HK\$5.2 million as at 31 December 2016 (31 December 2015: approximately HK\$3.5 million). As at 31 December 2016, capital commitment was approximately HK\$70,000, which was used in the purchase of property, plant and equipment (31 December 2015: HK\$0.7 million).

CONTINGENT LIABILITIES

As at 31 December 2016, there was no significant contingent liabilities for the Group.

CHARGE OVER OUR GROUP'S ASSETS

As at 31 December 2016, the finance lease liabilities amounted to approximately HK\$4.0 million (31 December 2015: approximately HK\$3.8 million) were secured by the Group's motor vehicles with aggregate net book value of approximately HK\$5.7 million (31 December 2015: HK\$4.0 million) and the personal guarantees given by the controlling shareholders of the Company. Such financial lease liabilities and guarantees have released subsequent to the year end date (31 December 2016).

SIGNIFICANT INVESTMENTS HELD, MATERIAL ACQUISITIONS OR DISPOSALS OF SUBSIDIARIES AND AFFILIATED COMPANIES

Save as the corporate reorganisation as disclosed in the section headed "History and Reorganisation" of the Prospectus, there was no significant investment, material acquisition and disposal of subsidiaries and associated companies by the Company during the Financial Year 2016.

FUTURE PLANS FOR MATERIAL INVESTMENTS OR CAPITAL ASSETS

Save as disclosed in the Prospectus and in this report, the Group did not have other plans for material investments or capital assets as of 31 December 2016.

USE OF PROCEEDS AND COMPARISON OF BUSINESS OBJECTIVES WITH ACTUAL BUSINESS PROGRESS

The net proceeds from the Listing on 16 December 2016 (the "Listing Date") was approximately HK\$33.1 million, after deducting listing related expenses. As the Listing Date is close to our year end date (31 December 2016), the Company is in its preliminary stage of implementing its business objectives and strategies as disclosed in the Prospectus. The Group will strive to achieve the milestone events as stated in the Prospectus.

The actual net proceeds from the Listing was different from the estimated net proceeds of approximately HK\$25.0 million as set out in the Prospectus and approximately HK\$34.1 million as set out in the announcement of the Company in relation to the allotment result dated 14 December 2016 (the "Allotment Result Announcement").

承擔

本集團之合約承擔主要與其辦公室物業及董事宿舍租賃有關。於二零一六年十二月三十一日，本集團之經營租賃承擔約為5.2百萬港元(二零一五年十二月三十一日：約3.5百萬港元)。於二零一六年十二月三十一日，本集團的資本承擔約為70,000港元，用於購置物業、廠房及設備(二零一五年十二月三十一日：0.7百萬港元)。

或然負債

於二零一六年十二月三十一日，本集團並無重大或然負債。

本集團資產抵押

於二零一六年十二月三十一日，約為4.0百萬港元的融資租賃負債(二零一五年十二月三十一日：約3.8百萬港元)由本集團的汽車賬面淨值總額約5.7百萬港元(二零一五年十二月三十一日：4.0百萬港元)及本公司控股股東作出個人擔保所擔保。該等融資租賃負債及擔保已於年結日(二零一六年十二月三十一日)後解除。

持有重大投資、重大收購或出售附屬公司及聯屬公司

除招股章程「歷史及重組」一節所披露的公司重組外，於二零一六年財政年度，本公司概無重大投資、重大收購及出售附屬公司及聯屬公司。

重大投資或資本資產的未來計劃

除招股章程及本報告所披露者外，本集團於二零一六年十二月三十一日就重大投資或資本資產而言並無其他計劃。

所得款項用途及業務目標與實際業務進展的比較

扣除上市相關開支後，二零一六年十二月十六日(「上市日期」)的上市所得款項淨額約為33.1百萬港元。由於上市日期接近我們的年結日(即二零一六年十二月三十一日)，本公司正處於實施招股章程所載的業務目標及策略的初始階段。本集團將致力實踐招股章程所述的里程碑事件。

上市實際所得款項淨額有異於招股章程所載的估計所得款項淨額約25.0百萬港元，並有異於本公司日期為二零一六年十二月十四日有關配發結果之公告(「配發結果公告」)所載的估計所得款項淨額約34.1百萬港元。

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The Group adjusted the use of proceeds in the same manner and in the same proportion as shown in the Allotment Result Announcement, which is (i) approximately 29.2% of the net proceeds, representing approximately HK\$9.7 million for further enhancing our machineries, (ii) approximately 29.7% of the net proceeds, representing approximately HK\$9.8 million for further strengthening our manpower, (iii) approximately 6.3% of the net proceeds, representing approximately HK\$2.1 million for leasing an additional warehouse, (iv) approximately 22.5% of the net proceeds, representing approximately HK\$7.4 million for reserving more capital to satisfy our potential customers' requirements for performance bond, (v) approximately 10.6% of the net proceeds, representing HK\$3.5 million for settlement of finance lease liabilities, and (vi) approximately 1.7% of the net proceeds, representing HK\$0.6 million for working capital.

PURCHASE, SALE OR REDEMPTION OF LISTED SECURITIES OF THE COMPANY

The Shares have been listed on the GEM of the Stock Exchange since 16 December 2016. Save as the Listing, neither the Company, nor any of its subsidiaries has purchased, sold or redeemed any of the Company's listed securities during the year ended 31 December 2016.

AUDIT COMMITTEE

The Company has established an audit committee with the written terms of reference in compliance with the Corporate Governance Code as set out in Appendix 15 of the GEM Listing Rules. The Group's consolidated financial statements for the Financial Year 2016 have been reviewed by the Audit Committee. The Audit Committee is of the opinion that the consolidated financial statements of the Group for the Financial Year 2016 comply with applicable accounting standards, GEM Listing Rules and that adequate disclosures have been made.

CORPORATE GOVERNANCE PRACTICE

The Company has applied the principles and code provisions in the Corporate Governance Code and Corporate Governance Report (the "Code") as set out in Appendix 15 to the GEM Listing Rules. In the opinion of the Board, the Company has complied with the Code from Listing Date up to 31 December 2016 except the following deviation:

Provision A.2.1 of the Code stipulates that the roles of chairman and chief executive should be separate and should not be performed by the same individual. Mr. Cheung is the Chairman and the chief executive officer of our Company. In view that Mr. Cheung has been operating and managing our Group since our establishment, our Board believes that it is in the best interest of our Group to have Mr. Cheung taking up both roles for effective management and business development. In addition, major decisions are made after consultation with the Board and appropriate Board committees, as well as senior management. The Board is therefore of the view that there are adequate safeguards in place to ensure the balance of power and authority within the Company.

本集團已按配發結果公告所述方式及比例調整所得款項用途，其中 (i) 約 29.2% 的所得款項淨額，即約為 9.7 百萬港元用作進一步改良機器，(ii) 約 29.7% 的所得款項淨額，即約為 9.8 百萬港元用作進一步加強人力資源，(iii) 約 6.3% 的所得款項淨額，即約為 2.1 百萬港元用作租賃額外的倉庫，(iv) 約 22.5% 的所得款項淨額，即約為 7.4 百萬港元用作儲備更多資金以滿足潛在客戶對履約保證金之要求，(v) 約 10.6% 的所得款項淨額，即約為 3.5 百萬港元用作結算融資租賃負債及 (vi) 約 1.7% 的所得款項淨額，即約為 0.6 百萬港元用作營運資金。

購買、出售及贖回本公司上市證券

股份自二零一六年十二月十六日起在聯交所創業板上市。截至二零一六年十二月三十一日止年度，除上市外，本公司或其任何附屬公司概無購買、出售或贖回任何本公司上市證券。

審核委員會

本公司已成立審核委員會，並參考創業板上市規則附錄十五所載企業管治守則訂明書面職權範圍。本集團於二零一六年財政年度的綜合財務報表已由審核委員會審閱。審核委員會認為，本集團截至二零一六年財政年度的綜合財務報表符合適用會計準則、創業板上市規則，並且已作出充足的披露。

企業管治常規

本公司已應用創業板上市規則附錄十五所載的企業管治守則及企業管治報告（「守則」）的原則及守則條文。董事會認為，本公司於上市日期直至二零一六年十二月三十一日止一直遵守守則，惟下述偏離者除外：

守則條文第 A.2.1 條規定，主席及行政總裁的職責應予區分，且不應由同一人士擔任。張先生為本公司主席兼行政總裁。鑒於張先生自本集團成立起一直經營及管理本集團，董事會相信張先生擔任該兩個職位可以實現有效管理及業務發展，符合本集團的最佳利益。另外，重要決策須向董事會及適當的董事會委員會以及高級管理層進行諮詢後方可落實，因此董事會認為已存在充足的預防措施，以確保本公司的權力與權限之平衡。

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管理層討論及分析

COMPETING INTERESTS

The Directors are not aware of any business or interest of the Directors nor the controlling shareholder of the Company nor any of their respective associates (as defined in the GEM Listing Rules) that compete or may compete with the business of the Group and any other conflicts of interest which any such person has or may have with the Group since the Listing Date and up to 31 December 2016.

NON-COMPETITION UNDERTAKING

In relation to the deed of non-competition dated 22 November 2016 (the "Deed of Non-Competition") given by Sino Continent Holdings Limited, Supreme Voyage Limited, Mr. Cheung and Mr. Chan (each the "Covenantor") in favour of the Company and its subsidiaries as set out in the Prospectus, each of the Covenantor has made an annual declaration to the Company that since the Listing Date and up to 31 December 2016, the Covenantor has complied with the terms of the Deed of Non-Competition given in favour of the Company including but not limited to:

- (i) as long as the Deed of Non-Competition remains effective, he/it shall not, and shall procure that his/its close associates (other than any member of the Group), among other things, not to carry on or be engaged, concerned with or interested in or otherwise be involved in directly or indirectly, in any business in competition with or likely to be in competition with the then existing business activity of any member of the Group within Hong Kong, Macau and such other parts of the world where any member of the Group may operate from time to time, save for the holding of not more than 5% shareholding interests (individually or with his/its close associates) in any company listed on a recognised stock exchange and at any time the relevant listed company shall have at least one shareholder (individually or with his/its close associates, if applicable) whose shareholding interests in the relevant listed company is higher than that of the relevant Covenantor (individually or with his/its close associates); and
- (ii) he/it shall provide all information necessary for the annual review as is reasonably required by the Group, as a basis to decide whether to exercise the right of first refusal by the Company from time to time.

The independent non-executive Directors ("INEDs") have also reviewed the status of compliance by each of the Controlling Shareholders with the undertakings stipulated in the Non-Competition Undertakings and have confirmed that, as far as the INEDs can ascertain, there is no breach of any of such undertakings.

CODE OF CONDUCT REGARDING SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted the required standard set out in Rules 5.48 to 5.67 of the GEM Listing Rules as the code of conduct regarding securities transactions by the Directors in respect of the shares of the Company (the "Code of Conduct"). The Company has made specific enquiry to all Directors, and all Directors have confirmed that they have fully complied with the required standard of dealings set out in the Code of Conduct since the Listing Date and up to 31 December 2016.

競爭利益

自上市日期至二零一六年十二月三十一日，董事概不知悉董事或本公司控股股東或彼等各自的任何聯繫人(定義見創業板上市規則)擁有與本集團業務構成或可能構成競爭的任何業務或權益，或任何該等人士與本集團存在或可能存在任何其他利益衝突。

不競爭承諾

就招股章程所載Sino Continent Holdings Limited、Supreme Voyage Limited、張先生及陳先生(各自為「契諾人」)作出日期為二零一六年十一月二十二日，以本公司及其附屬公司為受益人的不競爭契據而言，自上市日期起及直至二零一六年十二月三十一日，各契諾人已向本公司作出年度聲明，契諾人已遵守以本公司為受益人的不競爭契據條款，包括但不限於：

- (i) 於不競爭契據生效時，其將不會並將促使其緊密聯繫人(本集團任何成員公司除外)(其中包括)不會於香港、澳門及本集團任何成員公司可能不時經營的世界各地其他有關地區直接或間接進行、從事、涉及或有意參與或以其他方式參與與本集團任何成員公司現有業務活動構成競爭或可能構成競爭的任何業務，惟於認可證券交易所上市的任何公司持有不超過5%的股權(個別或連同其緊密聯繫人)，而相關上市公司須於任何時間擁有至少一位股東(個別或在適用情況下連同其緊密聯繫人)，且該股東於相關上市公司所持股權須高於相關契諾人所持有者(個別或連同其緊密聯繫人)除外；及
- (ii) 其將就年度審查提供本集團合理要求的一切所需資料，作為本集團不時決定是否行使優先承購權的基準。

獨立非執行董事(「獨立非執行董事」)亦已審閱各控股股東遵守不競爭承諾訂明的承諾之情況，且就獨立非執行董事所確認，並無任何違反任何承諾之情況。

董事進行證券交易的操守守則

本公司已採納創業板上市規則第5.48至5.67條所載的規定準則作為董事就本公司股份進行證券交易的操守守則(「操守守則」)。本公司已向所有董事作出特定查詢，且全體董事已確認，彼等自上市日期直至二零一六年十二月三十一日一直全面遵守操守守則所載的規定買賣準則。

Management Discussion and Analysis

管理層討論及分析

SHARE OPTION SCHEME

The Company has adopted a share option scheme on 22 November 2016 (the "Share Option Scheme"). The principal terms of the Share Option Scheme is summarised in Appendix IV to the Prospectus and are in accordance with the provisions of Chapter 23 of the GEM Listing Rules. The main purpose of the Share Option Scheme is to attract and retain the best available personnel, to provide incentive to employees (full-time and part-time), directors, consultants, advisers, distributors, contractors, suppliers, agents, customers, business partners or service providers of the Group and to promote the success of the business of the Group.

No share option has been granted, exercised, cancelled or lapsed under the Share Option Scheme since the adoption of the Share Option Scheme and there was no share option outstanding as at 31 December 2016.

FINAL DIVIDENDS

The Board did not recommend payment of final dividend to shareholders of the Company for the Financial Year 2016.

購股權計劃

本公司於二零一六年十一月二十二日採納一項購股權計劃(「購股權計劃」)。該計劃的主要條款概述於招股章程附錄四，並根據創業板上市規則第23章的條文制訂。購股權計劃旨在吸引及挽留最優秀的人員、向本集團僱員(全職及兼職)、董事、諮詢人、顧問、分銷商、承包商、供應商、代理、客戶、商業夥伴及服務供應商提供額外獎勵以及推動本集團業務創出佳績。

自採納購股權計劃以來概無授出、行使、註銷或終止任何購股權，而於二零一六年十二月三十一日亦無任何購股權尚未行使。

末期股息

董事會不建議就二零一六年財政年度向本公司股東派付末期股息。

Biographical Details of Directors and Senior Management

董事及高級管理層之履歷詳情

Executive Directors

Mr. CHEUNG Shek On (張錫安), aged 55, is one of our controlling shareholders, an executive Director and the chief executive officer of our Group. He joined our Group since its establishment in 1985, and has been a director of Kingland Concrete Drilling Company Limited since 16 July 1985 (except for the periods from 16 August 1989 to 30 November 1989 and from 31 March 2005 to 30 June 2005). Mr. Cheung is responsible for the overall management and administration of our business operations. He is also a director of Platinum Faith Limited, Alpha Eastern Holdings Limited and Kingland (Sino) Company Limited. Mr. Cheung has more than 30 years of experience in the concrete demolition industry.

Mr. CHAN Yuk Sing (陳玉成), aged 58, is one of our controlling shareholders, a co-founder of our Group and an executive Director. He is responsible for the overall business development and financial and strategic planning of our Group. He is also a director of Kingland (Sino) Company Limited.

Mr. Chan has more than 30 years of experience in the concrete demolition industry. He co-founded our Group in 1985, and has been a director of Kingland Concrete Drilling Company Limited since 16 July 1985.

Non-Executive Director

Mr. KUAN Hong Kin Daniel (關匡建), aged 26, has joined our Group as a non-executive Director since August 2016. Mr. Kuan is responsible for providing legal advice on our Group's legal compliance matters.

Mr. Kuan was admitted as a barrister in Hong Kong in March 2014. He obtained from The Chinese University of Hong Kong a bachelor's degree in law in November 2012 and the Postgraduate Certificate in Laws in July 2013.

Independent Non-Executive Directors

Mr. CHAN Ngai Sang Kenny (陳毅生), aged 52, has joined our Group as an independent non-executive Director since November 2016. He is responsible for providing independent judgment on our strategy, performance, resources and standard of conduct.

Mr. Chan has more than 25 years of experience in accounting, taxation, auditing and corporate finance. He is a partner and founder of Kenny Chan & Co., a Certified Public Accountant firm.

Mr. Chan obtained a bachelor's degree of commerce from The University of New South Wales in Australia. He has been a member of the Hong Kong Institute of Certified Public Accountants since February 1992.

Mr. Chan is currently an independent non-executive director of TSC Group Holdings Limited (stock code: 206), Convoy Financial Holdings Limited (stock code: 1019), AMCO United Holding Limited (stock code: 630), Combest Holdings Limited (stock code: 8190) and WLS Holdings Limited (stock code: 8021) and Minsheng Education Group Company Limited (Stock Code: 1569), all of which are listed on the Stock Exchange.

執行董事

張錫安先生，55歲，為我們的控股股東、本集團執行董事兼行政總裁。彼自本集團於一九八五年成立起加入，並於一九八五年七月十六日起於景聯混凝土鑽鑿有限公司擔任董事（除一九八九年八月十六日至一九八九年十一月三十日，以及二零零五年三月三十一日至二零零五年六月三十日外）。張先生負責業務營運的整體行政管理。彼亦為鉞輝有限公司、卓東控股有限公司及景聯（大中華）有限公司的董事。張先生於混凝土拆卸行業積逾30年經驗。

陳玉成先生，58歲，乃本集團的其中一名控股股東、聯合創辦人兼執行董事。彼負責本集團整體業務發展以及財務及策略規劃。彼亦為景聯（大中華）有限公司的董事。

陳先生於混凝土拆卸行業積逾30年經驗。彼於一九八五年聯合創辦本集團，自一九八五年七月十六日起，一直擔任景聯混凝土鑽鑿有限公司的董事。

非執行董事

關匡建先生，26歲，自二零一六年八月加入本集團擔任非執行董事。關先生負責就本集團的法律合規事宜提供法律意見。

關先生於二零一四年三月起成為香港大律師。彼於二零一二年十一月獲香港中文大學的法律學士學位及於二零一三年七月獲授法學專業證書。

獨立非執行董事

陳毅生先生，52歲，自二零一六年十一月加入本集團擔任獨立非執行董事。彼負責就我們的策略、表現、資源及行為準則提供獨立判斷。

陳先生於會計、稅項、審計及企業財務行業擁有逾25年經驗。彼為陳毅生會計師事務所的合夥人兼創辦人。

陳先生在澳洲新南威爾士大學取得商業學士學位。彼自一九九二年二月起為香港會計師公會的會員。

陳先生現時為TSC集團控股有限公司（股份代號：206）、康宏金融控股有限公司（股份代號：1019）、雋泰控股有限公司（股份代號：630）、康佰控股有限公司（股份代號：8190）、匯隆控股有限公司（股份代號：8021）及民生教育集團有限公司（股份代號：1569）的獨立非執行董事，以上公司在聯交所上市。

Biographical Details of Directors and Senior Management

董事及高級管理層之履歷詳情

Mr. CHOW Chun To (鄒振濤), aged 33, has joined our Group as an independent non-executive Director since November 2016. He is responsible for providing independent judgment on our strategy, performance, resources and standard of conduct.

Mr. Chow has more than 10 years of experience in accounting and auditing. He worked at PCP CPA Limited as an accountant III from June 2006 to June 2007. He then joined HLB Hodgson Impey Cheng (currently known as HLB Hodgson Impey Cheng Limited) as an accountant I in June 2007 until December 2007. In February 2008, Mr. Chow joined Deloitte Touche Tohmatsu as an associate and was promoted to a senior in October 2008 until he left the company in April 2011. Mr. Chow worked as a financial manager at Chiho-Tiande (HK) Limited, a wholly-owned subsidiary of Chiho-Tiande Group Limited (stock code: 976), the issued shares of which are listed on the Stock Exchange, between May 2011 and May 2013. He then worked as a financial controller at JC Group Holdings Limited (stock code: 8326), the issued shares of which are listed on the Stock Exchange, from May 2013 to September 2014. After that, he worked as a financial controller and company secretary of In Construction Holdings Limited (stock code: 1500), the issued shares of which are listed on the Stock Exchange, from October 2014 to February 2017.

Mr. Chow obtained a bachelor of arts degree in accountancy from The Hong Kong Polytechnic University in December 2006 and has been a member of the Hong Kong Institute of Certified Public Accountants since July 2013.

Mr. YAM Chiu Fan Joseph (任超凡), aged 62, has joined our Group as an independent non-executive Director since November 2016. He is responsible for providing independent judgment on our strategy, performance, resources and standard of conduct.

Mr. Yam has served the Hong Kong Police Force for over 32 years. He joined the Royal Hong Kong Police (currently known as the Hong Kong Police Force) as a probationary inspector in 1977. He was promoted to a senior inspector and a chief inspector in 1987 and November 1990, respectively. He was further promoted to a superintendent in June 2004. Mr. Yam has retired from the Hong Kong Police Force in December 2009 and subsequently joined Hong Yip Service Co. Ltd. as the head of security in June 2010. Mr. Yam also joined Prime Intelligence Solutions Group Limited as a director in November 2015. Prime Intelligence Solutions Group Limited is a solution provider of biometrics identification systems in Hong Kong, Macau and the PRC.

鄒振濤先生，33歲，自二零一六年十一月加入本集團擔任獨立非執行董事。彼負責就我們的策略、表現、資源及行為準則提供獨立判斷。

鄒先生於會計及審計行業擁有逾10年經驗。彼自二零零六年六月至二零零七年六月於華德匡成會計師事務所有限公司擔任會計師III；其後於二零零七年六月至二零零七年十二月於國衛會計師事務所有限公司擔任會計師I。於二零零八年二月，鄒先生加入德勤•關黃陳方會計師行，於二零零八年十月獲晉升直至二零一一年四月離職。鄒先生於二零一一年五月至二零一三年五月在齊合天地集團有限公司(股份代號：976)(其已發行股份在聯交所上市)之全資附屬公司齊合天地(香港)有限公司擔任財務經理。彼其後於二零一三年五月至二零一四年九月在JC Group Holdings Limited(股份代號：8326)(其已發行股份在聯交所上市)擔任財務總監。其後，彼於二零一四年十月至二零一七年二月在現恆建築有限公司(股份代號：1500)(其已發行股份在聯交所上市)擔任財務總監及公司秘書。

鄒先生於二零零六年十二月在香港理工大學取得會計文學學士學位，及自二零一三年七月為香港會計師公會的會員。

任超凡先生，62歲，自二零一六年十一月加入本集團擔任獨立非執行董事。彼負責就我們的策略、表現、資源及行為準則提供獨立判斷。

任先生曾在香港警務處服務逾32年。彼於一九七七年以見習督察加入皇家香港警察(現稱為香港警務處)。彼分別於一九八七年及一九九零年十一月晉升為高級督察及總督察。彼於二零零四年六月更進一步獲升至警司。任先生於二零零九年十二月退休並其後於二零一零年六月加入康業服務有限公司擔任保安部主管。任先生於二零一五年十一月加入Prime Intelligence Solutions Group Limited為董事。Prime Intelligence Solutions Group Limited為一家於香港、澳門及中國提供生物識別系統的解決方案供應商。

Biographical Details of Directors and Senior Management

董事及高級管理層之履歷詳情

SENIOR MANAGEMENT

Mr. MAK Banna (麥賓雅), aged 53, is the chief technical officer of our Group principally responsible for the overall operation of our concrete demolition business including tendering and work processing, quality control and work safety supervision. Mr. Mak first joined our Group in July 1996 as a project manager and was subsequently promoted to the current position in December 2012. Mr. Mak is also a director of Kingland (Sino) Company Limited and Kingland Concrete Drilling Company Limited.

Mr. Mak has over 30 years of experience in the construction industry. Prior to joining our Group, he was employed, among others, by (i) Hsin Chong Construction Co., Ltd. from July 1985 to May 1988 with his last position as a contract coordinator; and (ii) Sun Fook Kong Construction Limited after he resigned from Hsin Chong Construction Co., Ltd. and up to February 1995 with his last position as a senior project manager.

Mr. Mak obtained a diploma in Building Studies from the Technical Education and Industrial Training Department Hong Kong in July 1982. He received a higher diploma in Building Technology and Management and an associateship in Building Technology and Management from the Hong Kong Polytechnic (currently known as The Hong Kong Polytechnic University) in November 1984 and November 1985 respectively. He completed a course on Construction Safety conducted by the Industrial Safety Training Centre of the Labour Department, Hong Kong in November 1985. He also obtained a diploma in Construction Management from the Construction Industry Training Authority in October 1991. He completed the Lead Assessor Examination organised by BSI Quality Assurance in October 1992 and a master degree in Construction Management from the City University of Hong Kong in November 2001. He was awarded the certificate of Metal Scaffold Erecting and Dismantling Supervision Training Course from the Construction Industry Training Authority (currently known as the Construction Industry Training Board) in May 2004, and the certificate of an Introductory Course on Conservation of Built Heritage from the Construction Industry Council Training Academy in June 2008.

Mr. Mak has been a member of the Chartered Institute of Building since May 1995 and a member of the Hong Kong Institution of Engineers since June 1995. He was registered as a Registered Professional Engineer in September 1998.

Mr. CHEN Yeung Tak (陳仰德), aged 32, has joined our Group as a financial controller and company secretary since March 2015. He is mainly responsible for our financial reporting, financial planning, treasury, financial control and company secretarial matters.

Mr. Chen has over ten years of experience in auditing, accounting and financial management in both international accounting firms and listed companies. He is a member of the Hong Kong Institute of Certified Public Accountants and is a holder of Bachelor's degree in accountancy.

高級管理層

麥賓雅先生，53歲，為本集團首席技術總監，主要負責混凝土拆卸業務的整體營運，包括投標及工程施工、質量控制及工程安全監督。麥先生於一九九六年七月首次加入本集團出任項目經理，其後於二零一二年十二月晉升至目前職位。麥先生亦為景聯(大中華)有限公司及景聯混凝土鑽鑿有限公司的董事。

麥先生於建造業積逾30年經驗。於加入本集團之前，彼曾(其中包括)(i)自一九八五年七月至一九八八年五月於新昌營造廠有限公司任職，最後職位為合約統籌；(ii)辭任新昌營造廠有限公司的職務後，彼於新福港營造有限公司任職至一九九五年二月，其最後職位為高級項目總理。

麥先生於一九八二年七月取得香港工業教育及訓練署的建造專業文憑。彼分別於一九八四年十一月及一九八五年十一月取得香港理工學院(現稱為香港理工大學)建造技術與管理高級文憑及建造技術與管理院士。彼於一九八五年十一月完成勞工處工業安全培訓中心開設的建造安全課程。彼亦於一九九一年十月取得建造業訓練局的建造管理文憑。彼於一九九二年十月完成英國標準協會品質保證組織的Lead Assessor Examination，並於二零零一年十一月取得香港城市大學建造管理碩士學位。彼分別於二零零四年五月及二零零八年六月獲建造業訓練局(現為建造業訓練委員會)頒授的金屬棚架安裝及拆卸督導訓練課程證書及文物建築保養及維修入門課程證書。

麥先生自一九九五年五月起為英國皇家特許建造學會會員及自一九九五年六月起為香港工程師學會會員。彼亦自一九九八年九月註冊為註冊專業工程師。

陳仰德先生，32歲，自二零一五年三月起為本公司財務總監兼公司秘書。彼主要負責監督財務申報、財務規劃、庫務、財務控制及公司秘書事宜。

陳先生於國際會計師事務所及上市公司的核數、會計及財務管理方面擁有逾十年經驗。彼為香港會計師公會會員，並持有會計學學士學位。

Biographical Details of Directors and Senior Management

董事及高級管理層之履歷詳情

Mr. YIP Wai Man (葉偉文), aged 47, has joined our Group as a sales manager since January 1995. Mr. Yip is principally responsible for the overall operation of our marketing and customer relationship activities, and procurement of plant and machinery.

Mr. Yip has over 25 years of experience in the construction industry. Prior to joining our Group, he was employed, among others, by (i) Chen Hsong Foundry Co., Ltd from August 1990 to September 1990 as a summer engineer trainee; (ii) Coleman Engineering Co (Hong Kong) Ltd from October 1991 to July 1993 as a sales engineer; and (iii) Mason S. & E. Co. Ltd. from October 1994 to December 1995 as a sales executive.

Mr. Yip obtained a higher diploma in Mechanical Engineering from the Hong Kong Polytechnic (now known as The Hong Kong Polytechnic University) in November 1991. He was awarded the certificate of completion of Metal Scaffold Erecting and Dismantling Supervision Training Course by the Construction Industry Training Authority in May 2004. He has also obtained the Construction Industry Safety Training Certificate from the Construction Industry Council in May 2013 and the Certificate of Certified Worker from the Hong Kong Human Resources Ltd. in January 2014.

Ms. TSU Fung Ling (徐鳳玲), aged 50, first joined our Group as an administrative manager in April 1994 and left in January 2005. She has rejoined our Group as consultant from September 2014 to November 2014 and became the administrative manager of our Group since December 2014. Ms. Tsu is principally responsible for the overall administration of our business operations.

Prior to joining us, Ms. Tsu was employed, among others, by (i) Argos Engineering & Heavy Industries Co., Ltd. from April 1988 to March 1993 as a senior accounts clerk; and (ii) the Dynasty Club Limited from April 1993 to April 1994 as a supervisor.

Ms. Tsu obtained the certificates of Higher Accounting and Third Level Cost Accounting from the London Chamber of Commerce and Industry Examinations Board in 1986 and 1990 respectively.

Mr. TAI Cheuk Fung (戴卓峯), aged 34, joined our Group as a foreman since February 2012. He is mainly responsible for overall site operation.

Prior to joining our Group, Mr. Tai was employed, among others, by Chong Shing Construction & Engineering Co., Ltd. as site foreman from August 2008 to February 2012. Mr. Tai obtained a diploma in Civil Engineering and a higher diploma in Civil Engineering from the Vocational Training Council in July 2003 and July 2010 respectively. He also completed a Construction Safety Supervisor Course held by the Construction Industry Training Authority (currently known as the Construction Industry Training Board) in July 2006.

葉偉文先生，47歲，自一九九五年一月起加入本集團為銷售經理，主要負責宣傳及客戶關係活動的整體運營以及採購設備及機器。

葉先生於建造業積逾25年經驗。於加入本集團之前，彼曾於(其中包括)以下公司任職(i)由一九九零年八月至一九九零年九月於震雄鑄造有限公司出任暑期見習工程師；(ii)由一九九一年十月至一九九三年七月於Coleman Engineering Company (Hong Kong) Limited出任銷售工程師；及(iii)由一九九四年十月至一九九五年十二月於美迅洋行有限公司出任銷售主任。

葉先生一九九一年十一月取得香港理工學院(現稱為香港理工大學)機械工程高級文憑。彼於二零零四年五月獲建造業訓練局頒授完成金屬棚架安裝及拆卸督導訓練課程的證書。彼亦於二零一三年五月取得建造業議會的建造業安全訓練證書，並於二零一四年一月取得香港人力資源有限公司頒發的合格工人證書。

徐鳳玲女士，50歲，一九九四年四月首次加入本集團擔任行政經理，並於二零零五年一月離開。於二零一四年九月至二零一四年十一月，彼再加入本集團擔任顧問，並自二零一四年十二月起擔任本集團之行政經理。徐女士主要負責業務營運的整體行政工作。

於加入本集團之前，徐女士曾於(其中包括)以下公司任職(i)由一九八八年四月至一九九三年三月於中華重工業有限公司出任高級會計文員；及(ii)由一九九三年四月至一九九四年四月於皇朝會所有限公司出任主管。

徐女士分別於一九八六年及一九九零年於倫敦工商會考試局(London Chamber of Commerce and Industry Examination Board)取得高級會計及三級成本會計證書。

戴卓峯先生，34歲，自二零一二年二月起加入本集團擔任管工。彼主要負責整體現場施工。

於加入本集團之前，戴先生曾於(其中包括)二零零八年八月至二零一二年二月於Chong Shing Construction & Engineering Co., Ltd.出任地盤管工。戴先生分別於二零零三年七月及二零一零年七月取得職業訓練局的土木工程文憑及土木工程高級文憑。彼亦於二零零六年七月完成建造業訓練局(現為建造業訓練委員會)舉辦的建造業安全督導員課程。

Corporate Governance Report

企業管治報告

Pursuant to Rule 18.44(2) of the GEM Listing Rules, the Board is pleased to present hereby the corporate governance report of the Company for the period from the Listing Date to 31 December 2016 (the "Reporting Period").

The Directors and the management of the Group recognise the importance of sound corporate governance to the long term and continuing success of the Group. Therefore, the Board is committed to upholding good corporate standards and procedures for the best interest of the Company's shareholders.

COMPLIANCE WITH THE CORPORATE GOVERNANCE CODE

The Corporate Governance Code (the "Code") in Appendix 15 to the GEM Listing Rules sets out the principles of good corporate governance, code provisions and recommended best practices. Issuers are expected to comply with the code provisions or devise their own code on corporate governance on the terms they consider appropriate provided that considered reasons are given. Throughout the Reporting Period, the Company had complied with the applicable code provisions of the Code with the exception of the deviation from code provision A.2.1 as explained below:

Code provision A.2.1 of the Code requires that the roles of chairman and chief executive officer should be separate and not performed by the same individual. In view that Mr. Cheung has been operating and managing our Group since our establishment in 1985, our Board believes that it is in the best interest of our Group to have Mr. Cheung taking up both roles for effective management and business development. Accordingly, our Company has not segregated the roles of its chairman and chief executive officer as required by code provision A.2.1 of the Code. Except for code provision A.2.1 of the Code, our Company's corporate governance practices have complied with the Code as set out in Appendix 15 to the GEM Listing Rules during the Reporting Period.

BOARD OF DIRECTORS

The key responsibilities of the Board include formulation of the Group's overall strategies, the setting of management targets and supervision of management performance. The management is delegated with the authority and responsibility by the Board for the management and administration of the Group. In addition, the Board has also delegated various responsibilities to the board committees of the Company (the "Board Committees"). Further details of the Board Committees are set out in this report.

根據創業板上市規則第18.44(2)條規定，董事會欣然呈報本公司於上市日期至二零一六年十二月三十一日期間（「報告期」）的企業管治報告。

董事及本集團管理層深明良好的企業管治對本集團長遠持續成功的重要性。因此，董事會致力於維持健全的企業標準及程序，以符合本公司股東的最大權益。

符合企業管治守則

創業板上市規則附錄十五內的企業管治守則（「守則」）載列良好企業管治的原則、守則條文及建議最佳常規。發行人須遵守守則條文或在企業管治上按彼等認為合適的條款設立其自身的守則，惟須作出合理解析。於報告期內，本公司一直遵守守則的適用守則條文，惟不包括下文所述偏離守則條文第A.2.1條：

守則條文第A.2.1條規定，主席及行政總裁的職責應予區分，且不應由同一人士擔任。張先生自本集團於一九八五年成立起一直經營及管理本集團，董事會相信張先生擔任該兩個職位可以實現有效管理及業務發展，符合本集團的最佳利益。因此，本公司並無按照守則的守則條文第A.2.1條將主席及行政總裁角色區分。於報告期內，除守則的守則條文第A.2.1條外，本公司的企業管治常規已符合創業板上市規則附錄十五所載的守則。

董事會

董事會的主要職責包括制訂本集團的整體策略、訂立管理目標，以及監察管理層的表現。管理層獲董事會轉授有關本集團管理及行政的授權及責任。此外，董事會亦已將各職責轉授予本公司董事委員會（「董事委員會」）。有關董事委員會的進一步詳情載於本報告。

Corporate Governance Report

企業管治報告

Composition of the Board

Up to the date of this report, the Board comprises six Directors, including two executive Directors, one non-executive Director and three INEDs. In particular, the composition of the Board is set out as follows:

Executive Directors

Mr. Cheung Shek On (*Chief Executive Officer, Chairman of the Board and Compliance Officer*)
Mr. Chan Yuk Sing

Non-Executive Director

Mr. Kuan Hong Kin Daniel

Independent Non-Executive Directors

Mr. Chan Ngai Sang Kenny
Mr. Chow Chun To
Mr. Yam Chiu Fan Joseph

INDEPENDENT NON-EXECUTIVE DIRECTORS

In compliance with rules 5.05(1), 5.05(2) and 5.05A of the GEM Listing Rules, the Board consisted of three INEDs during the Reporting Period, with at least one INED possessing appropriate professional qualifications or accounting or related financial management expertise. During the Reporting Period and as of the date of this report, the number of INEDs represents more than one-third of the Board as required under the GEM Listing Rules. As such, there is a strong independent element in the Board to provide independent judgement.

FUNCTIONS OF THE BOARD AND MANAGEMENT

The Board supervises the management of the business and affairs of the Company and ensures that it is managed in the best interests of the shareholders as a whole while taking into account the interest of other stakeholders. The Board is primarily responsible for formulating the business strategy, reviewing and monitoring the business performance of the Group, approving the financial statements and annual budgets as well as directing and supervising the management of the Company. Execution of operational matters and the powers thereof are delegated to the management by the Board with clear directions. The Board is regularly provided with management update report to give a balanced and understandable assessment of the performance, position, recent development and prospect of the Group in sufficient details.

The Board has reviewed and discussed the corporate governance policy of the Group and is satisfied with the effectiveness of the corporate governance policy.

With the various experience of both the executive Directors and the INEDs and in view of the nature of the Group's business, the Board considered that the Directors have a balance of skills and experience for the business of the Group.

董事會組成

截至本報告日期，董事會包括六名董事，包括兩名執行董事，一名非執行董事及三名獨立非執行董事。董事會的組成詳情載列如下：

執行董事

張錫安先生 (*行政總裁、董事會主席及監察主任*)
陳玉成先生

非執行董事

關匡建先生

獨立非執行董事

陳毅生先生
鄒振濤先生
任超凡先生

獨立非執行董事

按照創業板上市規則第5.05(1)、5.02(2)及5.05A條，於報告期內，董事會包括三名獨立非執行董事，至少一名獨立非執行董事擁有適當專業資格或會計或相關財務管理專業知識。如創業板上市規則所規定，於報告期內及於本報告日期，獨立非執行董事人數佔董事會人數三分之一以上。因此，董事會具備強大的獨立元素，可提供獨立的判斷。

董事會及管理層職能

董事會監督本公司業務及事務之管理，並確保其以符合股東整體最佳利益，並顧及其他權益持有人利益之方式管理。董事會主要負責制定業務策略、檢討及監察本集團之業務表現、批准財務報表及年度預算，以及指導和監督本公司之管理。董事會向管理層授權，並設有清晰指引，以執行營運事宜及相關權力。董事會定期提供管理更新報告，以對本集團之表現、狀況、近期發展及前景作出公平及易於理解之充分評估。

董事會已審閱本集團的企業管治政策以及就此進行討論，彼等對企業管治政策的有效性感到滿意。

憑藉執行董事及獨立非執行董事涉獵甚廣之經驗且鑒於本集團之業務性質，董事會認為，董事具備平衡之技術與經驗，有助本集團業務發展。

Corporate Governance Report

企業管治報告

TERMS OF APPOINTMENT AND RE-ELECTION OF DIRECTORS

The non-executive Director, namely Mr. Kuan Hong Kin Daniel, has entered into letter of appointment with the Company for a term of three years commencing from 30 August 2016, which may be terminated earlier by no less than one month written notice served by either party on the other.

The Company has signed a letter of appointment with each of the INEDs. The commencement date of each of the letter of appointment is 22 November 2016 (the date of Listing) for a term of three years, which may be terminated earlier by no less than one month written notice served by either party on the other.

Pursuant to article 108(a) of the articles of association of the Company (the "Articles"), one-third of the Directors shall retire from office by rotation at each annual general meeting and every Director shall be subject to retirement by rotation at least once every 3 years. However, a retiring Director shall be eligible for re-election.

Specific enquiry has been made by the Company to each of the INEDs to confirm their independence pursuant to rule 5.09 of the GEM Listing Rules. The Company has received positive confirmations from all three INEDs. Based on the confirmations received, the Company considers all the INEDs to be independent under the GEM Listing Rules.

RELATIONSHIPS BETWEEN THE BOARD

Mr. Cheung Shek On and Mr. Chan Yuk Sing are the executive Directors and the controlling shareholders with the meaning ascribed thereto under the GEM Listing Rules. The biographical details of each of the Directors are set out in the section headed "Biographical Details of Directors and Senior Management" of this report.

BOARD AND GENERAL MEETINGS

Since the Listing Date and up to 31 December 2016, no board meeting nor general meeting was held.

CODE OF CONDUCT FOR SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted the required standard of dealings set out in Rules 5.48 to 5.67 of the GEM Listing Rules as the code of conduct regarding securities transactions by Directors in respect of the shares of the Company (the "Code of Conduct"). After specific enquiries by the Company, all Directors have confirmed that they have fully complied with the required standard of dealings set out in the Code of Conduct during the period from 16 December 2016 (the date of Listing) to 31 December 2016.

董事的委任年期及重選

非執行董事關匡建先生已與本公司訂立一份自二零一六年八月三十日起為期三年的委任函，並可由任何一方向另一方發出不少於一個月的書面通知後終止。

本公司已與各獨立非執行董事訂立委任函。各份委任函自二零一六年十一月二十二日(上市日期)起為期三年，並可由任何一方向另一方發出不少於一個月的書面通知後終止。

根據本公司組織章程細則(「章程細則」)第108(a)條，三分之一董事將於本公司每屆股東週年大會上輪席退任，及每位董事須最少每3年輪席退任一次。惟退任董事將合資格膺選連任。

根據創業板上市規則第5.09條，本公司已向各獨立非執行董事作出具體查詢，以確認彼等的獨立性。本公司已接獲全部三名獨立非執行董事的正面確認。根據所獲確認，本公司認為，根據創業板上市規則，全體獨立非執行董事均屬獨立人士。

董事會成員之間的關係

張錫安先生及陳玉成先生為執行董事及控股股東(具有創業板上市規則所賦予之涵義)。各董事之履歷詳情載於本報告「董事及高級管理層之履歷詳情」一節。

董事會及股東大會

自上市日期起至二零一六年十二月三十一日，概無舉行董事會會議或股東大會。

董事進行證券交易的操守守則

本公司已採納創業板上市規則第5.48至5.67條所載的買賣準則作為董事就本公司股份進行證券交易的操守守則(「操守守則」)。經本公司作出特定查詢，全體董事已確認，彼等於二零一六年十二月十六日(上市日期)至二零一六年十二月三十一日期間一直全面遵守操守守則所載的規定買賣準則。

DIRECTORS' CONTINUING PROFESSIONAL DEVELOPMENT PROGRAMME

The Group acknowledges the importance of adequate and ample continuing professional development for the Directors for a sound and effective internal control system and corporate governance. In this regard, the Group has always encouraged our Directors to attend relevant training courses to receive the latest news and knowledge regarding corporate governance.

During the Financial Year 2016, the Company has provided and all Directors have attended at least one training course on the director's responsibilities and duty under the GEM Listing Rules. All Directors have also provided the Company a record of the training they received. The Company will, if necessary, provide timely and regular trainings to the Directors to ensure that they keep abreast with the current requirements under the GEM Listing Rules.

BOARD COMMITTEES

The Board has established a number of functional committees in compliance with the relevant GEM Listing Rules and to assist the Board to discharge its duties. Currently, three committees have been established, i.e. the Audit Committee, the Nomination Committee and the Remuneration Committee. The functions and responsibilities of these committees have been set out in the relevant terms of reference which are of no less stringent than that stated in the Code. The relevant terms of reference of each of the three committees can be found on the Company's websites (www.singon.com.hk). All committees have been provided with sufficient resources and support from the Group to discharge their duties.

Audit Committee

We have established an audit committee pursuant to a resolution of our Directors passed on 22 November 2016 in compliance with Rule 5.28 of the GEM Listing Rules and with the written terms of reference in compliance with the Code. The primary duties of our audit committee are, among other things, (i) to make recommendations to our Board on the appointment and removal of external auditors; (ii) to review the financial statements and material advice in respect of financial reporting process of our Group; (iii) to oversee the internal control systems of our Group; and (iv) to oversee the corporate governance procedures and practices. Our audit committee currently consists of all three INEDs, namely Mr. Chow Chun To, Mr. Chan Ngai Sang Kenny and Mr. Yam Chiu Fan Joseph. Mr. Chow Chun To who has the appropriate accounting and financial related management expertise, is the chairman of the audit committee.

The Group's consolidated financial statements for the year ended 31 December 2016 have been reviewed by the audit committee. The audit committee is of the opinion that the consolidated financial statements of the Group for the year ended 31 December 2016 comply with applicable accounting standards, GEM Listing Rules and that adequate disclosures have been made.

No audit committee meeting has yet held during the Reporting Period.

董事的持續專業發展計劃

本集團肯定董事獲得足夠及充份持續專業發展對健全而行之有效的內部監控系統及企業管治的重要性。為此，本集團一直鼓勵董事出席有關培訓課程，以獲取有關企業管治的最新消息及知識。

於二零一六年財政年度，本公司已提供，而全體董事亦已出席最少一次有關創業板上市規則項下董事職責的培訓課程。全體董事亦向本公司提交有關出席課堂的記錄。本公司將按需要為董事提供適時及正規培訓，以確保彼等緊跟創業板上市規則的現行規定。

董事委員會

董事會已根據相關創業板上市規則設立若干職能委員會，以協助董事會履行職責。目前，已設立三個委員會。如審核委員會、提名委員會及薪酬委員會。該等委員會的職能及職責載於相關職權範圍內，其嚴格程度不遜於守則所列者。三個委員會各自的相關職權範圍可於本公司網站www.singon.com.hk查閱。本集團已向所有委員會提供充足資源及支援，以履行委員會職責。

審核委員會

我們已遵照創業板上市規則第5.28條根據於二零一六年十一月二十二日通過的董事決議案成立審核委員會，並參考守則訂明書面職權範圍。審核委員會的主要職責為(其中包括)(i)就外部核數師的任命及罷免向董事會提供推薦意見；(ii)審閱本集團財務報表及有關財務申報流程的重要意見；(iii)監督本集團的內部監控系統；及(iv)監督企業管治措施及實踐。我們的審核委員會現包括全部三名獨立非執行董事，即鄒振濤先生、陳毅生先生及任超凡先生。鄒振濤先生為審核委員會主席，彼擁有適當的會計與財務相關管理專業知識。

本集團截至二零一六年十二月三十一日止年度的綜合財務報表已由審核委員會審閱。審核委員會認為，本集團截至二零一六年十二月三十一日止年度的綜合財務報表符合適用會計準則、創業板上市規則，並且已作出充足的披露。

報告期內，尚未召開審核委員會會議。

Corporate Governance Report

企業管治報告

Remuneration Committee

We have established a remuneration committee pursuant to a resolution of our Directors passed on 22 November 2016 in compliance with Rule 5.34 of the GEM Listing Rules and with the written terms of reference in compliance with the Code. The primary duties of our remuneration committee are, among other things, (i) to review and make recommendations to our Board on the overall remuneration policy and structure relating to all Directors and senior management of our Group; (ii) to review and approve other remuneration-related matters, including benefits-in-kind and other compensation payable to our Directors and senior management; and (iii) to review and approve performance-based remuneration and to establish a formal and transparent procedure for developing policy in relation to remuneration. Our remuneration committee currently consists of an executive Director, namely Mr. Cheung Shek On, and two INEDs, namely Mr. Chan Ngai Sang Kenny and Mr. Chow Chun To. Mr. Chan Ngai Sang Kenny is the chairman of our remuneration committee. The remuneration committee has reviewed the remuneration packages and emoluments of Directors and senior management and considered that they are fair and reasonable during the year ended 31 December 2016.

No remuneration committee meeting has yet held during the Reporting Period.

Remuneration of directors and senior management

Our Directors and senior management receive compensation in the form of salaries, allowances, bonuses and other benefits-in-kind, including our contribution to the pension scheme. Our remuneration committee determines the salaries of our Directors based on each Director's qualification, position and seniority.

Nomination Committee

We have established a nomination committee pursuant to a resolution of our Directors passed on 22 November 2016 with written terms of reference in compliance with the Code. The primary duties of our nomination committee are, among other things, (i) to review the structure, size and composition of our Board on a regular basis; (ii) to identify individuals suitably qualified to become Board members and to select or make recommendations to our Board on the selection of individuals for nomination of directorships of the Company; (iii) to assess the independence of independent non-executive Directors; and (iv) to make recommendations to our Board on relevant matters relating to the appointment or re-appointment of Directors. Our nomination committee currently consists of one executive Director, namely Mr. Cheung Shek On, and two INEDs, namely Mr. Chan Ngai Sang Kenny and Mr. Chow Chun To. Mr. Cheung Shek On is the chairman of the nomination committee.

No nomination committee meeting has yet held during the Reporting Period.

薪酬委員會

我們已遵照創業板上市規則第5.34條根據於二零一六年十一月二十二日通過的董事決議案成立薪酬委員會，並參考守則訂明書面職權範圍。薪酬委員會的主要職責為(其中包括)(i)審閱與本集團全體董事及高級管理層有關的整體薪酬政策及架構，並就此向董事會提供推薦意見；(ii)審閱並批准其他薪酬相關事宜，包括應付我們董事及高級管理層的實物福利及其他薪酬；及(iii)審閱並批准績效薪酬並就制定薪酬相關政策擬定正式透明的流程。我們的薪酬委員會現由一名執行董事(即張錫安先生及兩名獨立非執行董事(即陳毅生先生及鄧振濤先生)。陳毅生先生為薪酬委員會主席。截至二零一六年十二月三十一日止年度，薪酬委員會已審閱董事及高級管理層的薪酬待遇及酬金，並認為該等薪酬待遇及酬金屬公平合理。

報告期內，尚未召開薪酬委員會會議。

董事及高級管理層酬金

董事及高級管理層以薪金、津貼、花紅及其他實物利益(包括我們向退休金計劃作出的供款)形式收取酬金。我們的薪酬委員會根據各董事的資歷、職位及年資釐定彼等的薪金。

提名委員會

我們根據於二零一六年十一月二十二日通過的董事決議案成立提名委員會，並參考守則訂明書面職權範圍。提名委員會的主要職責為(其中包括)(i)定期檢討董事會的架構、人數及組成；(ii)物色合資格成為董事會成員之人士，並挑選或推薦獲提名候任董事之人士加入本公司董事會；(iii)評估獨立非執行董事之獨立性；及(iv)就有關委任或重新委任董事之相關事宜向董事會提供建議。提名委員會目前由一名執行董事(即張錫安先生)及兩名獨立非執行董事(即陳毅生先生及鄧振濤先生)組成。張錫安先生為提名委員會主席。

報告期內，尚未召開提名委員會會議。

BOARD DIVERSITY POLICY

The Board has adopted a board diversity policy which sets out the approach to achieve a sustainable and balanced development of the Company and also to enhance the quality of performance of the Company. In designing the Board's composition, Board diversity has been considered from a number of perspectives, including but not limited to gender, age, cultural and educational background, industry experience, technical and professional skills and/or qualifications, knowledge, length of services and time to be devoted as a director. The Company will also take into account factors relating to its own business model and specific needs from time to time. The ultimate decision is based on merit and contribution that the selected candidates will bring to the Board.

DIRECTORS' AND AUDITOR'S RESPONSIBILITIES FOR THE CONSOLIDATED FINANCIAL STATEMENTS

All Directors acknowledge their responsibility to prepare the Group's consolidated financial statements for the year ended 31 December 2016 to give a true and fair view of the state of affairs of the Group and of the results and cash flows for that year. The Directors continue to adopt the going concern approach in preparing the consolidated financial statements and are not aware of any material uncertainties relating to events or conditions that may cast significant doubt upon the Company's ability to continue as a going concern. The responsibilities of the external auditors about their financial reporting are set out in the independent auditor's report attached to the Company's financial statements for the year ended 31 December 2016 set out in this report.

AUDITORS' REMUNERATION

Apart from provision of annual audit services for the year ended 31 December 2016, HLB Hodgson Impey Cheng Limited, the Company's auditor, was also the reporting accountant of the Company in relation to the listing of the Company.

For the year ended 31 December 2016, the remuneration paid or payable to HLB Hodgson Impey Cheng Limited and its affiliate companies in respect of audit and non-audit services provided is set out below:

Services rendered 已提供服務		Remuneration paid/payable 已付/應付薪酬 (HK\$'000) (千港元)
Statutory audit services	法定審計服務	600
Non-statutory audit services – as reporting accountant for listing of the shares of the Company on the GEM of the Stock Exchange	非法定審計服務 – 作為本公司股份在聯交所創業板 上市的申報會計師	2,875
		<u>3,475</u>

董事會多元化政策

董事會已採納董事會多元化的政策，其中載列實現本公司可持續平衡發展及加強本公司表現質量的方法、對董事會成員的甄選一直從多個方面考慮董事會的多樣性，包括但不限於性別、年齡、文化和教育背景、行業經驗、技術及專業技能及/或資格、知識及可服務於董事一職的年限。本公司亦將考慮有關自身商業模式及不時的特殊需求等因素。最終決定乃基於候選人將帶給董事會的裨益及貢獻。

董事及核數師就綜合財務報表須負的責任

全體董事確認其編製本集團於截至二零一六年十二月三十一日止年度之綜合財務報表的責任，以真實及公平反映該年度內本集團的事務狀況以及業績及現金流量。董事採納持續經營方式編製綜合財務報表，且並不知悉與可能對本公司是否有能力持續經營具有重大疑問的事件或條件有關的任何重大不確定因素外聘核數師有關財務申報的責任載於本報告內本公司截至二零一六年十二月三十一日止年度的財務報表所附帶獨立核數師報告。

核數師薪酬

除於截至二零一六年十二月三十一日止年度提供年度審計服務外，本公司核數師國衛會計師事務所有限公司亦為本公司有關本公司上市的申報會計師。

截至二零一六年十二月三十一日止年度，就已提供審計及非審計服務已付或應付國衛會計師事務所有限公司及其聯屬公司的薪酬載列如下：

Corporate Governance Report

企業管治報告

RISK MANAGEMENT AND INTERNAL CONTROL

The Board is responsible for the establishment, maintenance and review of the Group's risk management and internal control systems. The Board must ensure that the Company establishes and maintains effective risk management and internal control systems to meet the objectives and safeguard the interests of the Shareholders and the assets of the Company.

The Board oversees the Group's overall risk management and internal control systems on an ongoing basis. At the same time, the Group endeavors to identify risks, control impact of the identified risks and facilitate implementation of coordinated mitigating measures. The risk management and internal control systems which are compatible with the Committee of Sponsoring Organizations of the Treadway Commission (COSO) – Integrated Framework 2013 principles. They are designed to manage rather than eliminate the risk of failures in order to achieve business objectives, and can only provide reasonable but not absolute assurance against material misstatement or loss.

The Group has established a risk management policy which sets out the process of identification, evaluation and management of the principal risks affecting the business.

1. Each division is responsible for identifying and assessing principal risks within its divisions on a quarterly basis and establishing mitigation plans to manage the risks identified.
2. The management is responsible for overseeing the Group's risk management and internal control activities, attending quarterly meetings with each division to ensure principal risks are properly managed, and new or changing risks are identified and documented.
3. The Board is responsible for reviewing and approving the effectiveness and adequacy of the Group's risk management and internal control systems.

The risk management framework, coupled with our internal controls, ensures the risk associated with our different business units are effectively controlled in line with the Group's risk appetite.

The Group does not have an internal audit department. The Group, yet it has conducted an annual review on whether there is a need for an internal audit such department is required. Given the Group's relatively simple corporate and operation structure, as opposed to diverting resources to establish a separate internal audit department, the Board, as supported by the Audit Committee, is directly responsible for risk management and internal control systems of the Group and for reviewing its effectiveness.

The Group engaged an external consultant, CT Partners Consultants Limited, for internal control to conduct review on the internal control system of the Group during the year. The review covers certain procedures on the provision of concrete demolition services in Hong Kong and Macau, and makes recommendations for improving and strengthening the internal control system. No significant area of concern that may affect the financial, operational, compliance, control and risk management of the Group has been identified.

風險管理及內部監控

董事會負責建立、維護及審查本集團的風險管理及內部監控制度。董事會須確保本公司建立及維持有效風險管理及內部監控制度，以達致目標並保障股東利益及本公司資產。

董事會持續監察本集團的整體風險管理及內部監控系統。同時，本集團致力識別風險、控制所別識風險之影響及促進實施協調的紓緩措施。風險管理及內部監控系統符合 Committee of Sponsoring Organizations of the Treadway Commission (COSO) – Integrated Framework (2013)(《綜合框架(2013年)》)原則。有關原則有助管理(而非消除)未能達到業務目標的風險，為不會有重大的失實陳述或損失作出合理(而非絕對)的保證。

本集團已制訂風險管理政策，當中載有對影響業務的主要風險之識別、評估及管理過程。

1. 各部門負責於每個季度識別及評估其部門的主要風險，並設定紓緩方案以管理所識別之風險。
2. 管理層負責監察本集團的風險管理及內部監控措施、與各部門召開季度會議以確保適當管理主要風險並識別及記錄全新或變化風險。
3. 董事會負責審閱及認證本集團風險管理及內部監控系統的有效性及其合適性。

風險管理框架連同內部監控確保不同業務附帶之風險根據本集團之風險承受能力得以有效控制。

本集團並無內部審計部門。本集團已就其是否需要內部審計部門進行年度審閱。鑑於本集的公司及營運架構相對簡單，並反對轉移資源設立個別的內部審計部門，董事會由在審核委員會的協助下直接負責本集團的風險管理及內部監控系統，並審閱其有效性。

本集團外聘顧問 CT Partners Consultants Limited 以就本集團年內的內部監控系統進行內部審閱。有關審閱覆蓋有香港及澳門提供混凝土拆卸服務的若干程序，亦就改善及加強內部監控系統作出建議。概無識別任何對本集團財務、營運、合規性、內部及風險管理造成影響之重大問題。

Corporate Governance Report

企業管治報告

The Group's risk management and internal control systems are designed to manage rather than eliminate the risk of failure to achieve business objectives, and can only provide reasonable but not absolute assurance against material misstatement or loss. The Board has the overall responsibility to maintain the adequacies of resources, staff qualifications and experience training programs and budget of accounting and financial reporting function and the Board concluded that the Group's risk management and internal control systems were in place and effective.

With respect to the monitoring and disclosure of inside information, the Group has adopted a policy on disclosure of inside information with the aim to ensure the insiders are abiding by the confidentiality requirement and are fulfilling the disclosure obligation of the inside information.

EXTERNAL LEGAL ADVISERS

Before the Listing, the Company has engaged David Fong & Co. as its Hong Kong external legal adviser and Mr. Chio Tak Wo, Advogado as its Macau external legal adviser, pursuant to the scopes as set out in the Prospectus, to conduct legal due diligence review (the "Review") on the Group's operations in Hong Kong and Macau, respectively.

Based on the results of the Review in respect of the period from the Listing Date to 31 December 2016, the Company is not aware of any adverse findings which required disclosure in this report.

COMPANY SECRETARY

Mr. Chen Yeung Tak ("Mr. Chen") was appointed by the Board as the company secretary of the Company ("Company Secretary") since November 2016. The biographical details of Mr. Chen are set out under the section headed "Biographical Details of Directors and Senior Management". The primary duties of the Company Secretary include, but are not limited to, the following: (i) to ensure the Board procedures are followed and that the activities of the Board are carried out efficiently and effectively; (ii) to assist the chairman to prepare agendas and Board papers for meetings and disseminate such documents to the Directors and Board committees in a timely manner; (iii) to timely disseminate announcements and information relating to the Group; and (iv) to maintain formal minutes of the Board meetings and other Board Committees meetings. During the period from the Listing Date to the date of this report, the Company Secretary had confirmed that he had taken no less than 15 hours of relevant professional training in accordance with Rule 5.15 of the GEM Listing Rules.

SHAREHOLDERS' RIGHTS

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 and at the place as may be determined by the Board. Each general meeting, other than an annual general meeting, shall be called an extraordinary general meeting ("EGM").

本集團的風險管理及內部監控系統用作管理(而非消除)未能達到業務目標的風險,為不會有重大的失實陳述或損失作出合理(而非絕對)的保證。董事會全面負責對維持資源、員工資格及經驗訓練課程以及會計及財務報告預算的充足性,董事會認為本集團的風險管理及內部監控系統到位有效。

有關監察及披露內幕消息方面,本集團已採納披露內幕消息政策,以確保內部人員遵守保密規定,履行內幕消息的披露義務。

外部法律顧問

上市前,本公司聘請方良佳律師事務所為香港外部法律顧問,並聘請趙德和先生為澳門外部法律顧問,以根據招股章程所載的範疇分別就本集團於香港及澳門的營運進行法定盡職審查(「審查」)。

根據審查的結果,於上市日期至二零一六年十二月三十一日期間,本公司並無注意到有任何不利發現須於本報告中披露。

公司秘書

陳仰德先生(「陳先生」)於二零一六年十一月起獲董事會委任為本公司之公司秘書(「公司秘書」)。陳先生之履歷詳情載於「董事及高級管理層履歷」一節。公司秘書的主要職責包括(但不限於)以下各項:(i)確保遵守董事會程序以及高效及有效地開展董事會的活動;(ii)協助主席編製議程及董事會會議文件並及時向董事及董事委員會派發有關文件;(iii)及時發佈公佈及有關本集團的資料;及(iv)保存董事會會議及其他董事委員會會議的正式紀要。於上市日期至本報告日期期間,本公司秘書確認,彼已遵照創業板上市規則第5.15條接受不少於15小時的相關專業培訓。

股東權利

本公司股東大會為股東與董事會提供交流機會。本公司每年於董事會可能釐定之地點舉行股東週年大會。除股東週年大會外,各股東大會均稱為股東特別大會(「股東特別大會」)。

Corporate Governance Report

企業管治報告

Procedures and right for shareholders to convene EGM

The following procedures for shareholders to convene an extraordinary general meeting are subject to the Articles (as amended from time to time), and the applicable legislation and regulation, in particular the GEM Listing Rules (as amended from time to time):

- (a) Pursuant to article 64 of the Articles, any one or more shareholders holding at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company (the "Eligible Shareholder(s)") carrying the right of voting at general meetings of the Company shall at all times have the right, by written requisition to the Board or the Company Secretary, to require an EGM to be called by the Board for the transaction of any business specified in such requisition; and such meeting shall be held within two months after the deposit of such requisition;
- (b) The written requisition must state the purposes of the meeting, signed by the Eligible Shareholder(s) and deposit it to the Board or the Company Secretary at the Company's principal place of business at Flat B, G/F, Fu Hop Factory Building, 209 and 211 Wai Yip Street, Kwun Tong, Kowloon, Hong Kong, and such may consist of several documents in like form, each signed by one or more requisitionists;
- (c) The requisition must state clearly the name of the Eligible Shareholder(s) concerned, his/her/their shareholding, the reason(s) to convene an EGM and the details of the business(es) proposed to be transacted in the EGM, and must be signed by the Eligible Shareholder(s) concerned together with a deposit of a sum of money reasonable sufficient to meet the Company's expenses in serving the notice of the resolution and circulating the statement submitted by the shareholders concerned in accordance with the statutory requirements to all the registered shareholders;
- (d) The requisition will be verified with Hong Kong branch share registrar and transfer office of the Company and upon their confirmation that the requisition is proper and in order, the Board will convene an EGM by serving sufficient notice in accordance with the requirements under the Articles to all the registered shareholders. On the contrary, if the requisition has been verified as not in order or the shareholders concerned have failed to deposit sufficient money to meet the Company's expenses for the said purposes, the Eligible Shareholder(s) concerned will be advised of this outcome and accordingly, the Board will not call for an EGM; and
- (e) If within 21 days of such deposit the Board fails to proceed to convene such meeting the Eligible Shareholder(s) himself/herself/themselves may do so in the same manner, and all reasonable expenses incurred by the Eligible Shareholder(s) as a result of the failure of the Board shall be reimbursed to the Eligible Shareholder(s) by the Company.

股東召開股東特別大會之程序及權利

下列供股東召開股東特別大會的程序須受限於細則(經不時修訂)以及適用法律及規例(特別是創業板上市規則(經不時修訂)):

- (a) 根據細則第64條,任何一名或多名於遞呈要求之日期持有不少於附帶於本公司股東大會表決權之本公司繳足股本十分之一之股東(「合資格股東」),於任何時候均有權透過向董事會或本公司秘書發出書面要求,要求董事會召開股東特別大會,以處理有關要求中指明之任何事項;且該大會應於遞呈該要求後兩個月內舉行;
- (b) 該書面要求必須列明會議目的,由合資格股東簽署後遞交至本公司主要營業地點(地址為香港九龍觀塘偉業街209-211號富合工廠大廈地下B室),註明收件人為董事會或本公司秘書。該書面要求可包括多份形式相類的文件,每份須由一名或多名要求人簽署;
- (c) 要求須清楚列明有關合資格股東姓名/名稱、彼/彼等的股權、召開股東特別大會的理由及建議於股東特別大會處理的事務詳情,且必須由有關合資格股東簽署並寄存合理足夠金額供本公司根據法定規定向全體登記股東發出決議案通告並傳閱有關股東提交的陳述之開支;
- (d) 要求將由本公司的香港股份過戶及登記分處核實。彼等確認要求屬恰當及符合程序後,董事會將根據細則規定向全體登記股東發出充分通知。反之,倘要求經核實後屬不符合程序或有關股東未能寄存足夠金錢供本公司作上述用途,有關合資格股東將獲通知該結果,而董事會將不會據此召開股東特別大會;及
- (e) 倘於自該提交起計21日內,董事會未有安排召開有關會議,則合資格股東可以相同形式自行召開大會,而有關合資格股東因董事會未能召開大會而產生的所有合理開支將由本公司還付合資格股東。

Right to put enquiries to the Board

For putting forward any enquiries to the Board, shareholders may send written enquiries to the Company. Shareholders may send their enquiries or requests in respect of their rights to the Company's principal place of business in Hong Kong at Flat B, G/F, Fu Hop Factory Building, 209 and 211 Wai Yip Street, Kwun Tong, Kowloon, Hong Kong.

Procedures for shareholders to put forward proposals at shareholders' meetings

There are no provisions allowing shareholders to move new resolutions at the general meetings under the Companies Law (Revised) of Cayman Islands. However, pursuant to the Articles, shareholders who wish to move a resolution may by means of requisition convene an EGM following the procedures set out above.

COMMUNICATION WITH SHAREHOLDERS AND INVESTOR RELATIONS

The Company has established a range of communication channels between itself and its shareholders, investors and other stakeholders. These include the annual general meeting, the annual report, interim report and quarterly reports, notices, announcements and circulars that are available on Company's website at www.singon.com.hk.

From the Listing Date to 31 December 2016, there had been no significant change in the Company's constitutional documents.

向董事會作出查詢的權利

股東可將彼等向董事會提出的任何查詢以書面形式郵寄至本公司。股東可將有關其權利的查詢或要求郵寄至本公司於香港的主要營業地點，地址為觀塘偉業街209-211號富合工廠大廈地下B室。

股東於股東大會上提呈建議的程序

開曼群島公司法(經修訂)項下並無讓股東於股東大會提出新決議案的條文。然而，根據細則，有意提出決議案的股東可遵循上文所載程序透過要求召開股東特別大會方式提出。

與股東的溝通及投資者關係

本公司已在其與股東、投資者及其他利益相關者之間設立多個溝通渠道，當中包括股東週年大會、年度報告、中期報告及季度報告、通告、公佈及通函，上述文件可於本公司網站www.singon.com.hk查閱。

自上市日期起至二零一六年十二月三十一日，本公司的組織章程文件並無重大改變。

Environmental, Social and Governance Report

環境、社會及治理報告

INTRODUCTION

The Group is one of the comprehensive construction and engineering services providers in Hong Kong and Macau. Our predominant service is concrete demolition in Hong Kong and Macau as subcontractor. The concrete demolition service is mainly involved with the disassemble pieces or sections of concrete from building structures through applying various of methods, such as drilling, sawing, coring and crushing. Our management system of the demolition service has been assessed and certified as meeting the requirement of International Organisation for Standardisation (ISO) 9001:2008 and Occupational Health Safety Assessment Series (OHSAS) 18001:2007. The demolition service is widely used in most of our construction projects, whether is alteration work and redevelopment for buildings, roads, tunnels and underground facilities. Our corporate objective is to pursuit of excellence in its services, accompanied with the goal of improving environmental and social aspects of public life.

This is the first year for the Group to prepare an Environmental, Social and Governance (the “ESG”) report to highlight its ESG performance. This ESG report has satisfied the Listing Rules of the Stock Exchange for the performance reporting on ESG issues.

Sustainability is one of the key factors to the Group’s development, as well as for the viability of its business and the welfare of the community. We are fully committed to offer premium products and services to obtain all round customer satisfaction. In the recent year, we have been looking for ways to minimise the adverse impact of our businesses on the environmental (i.e. air and noise pollution) by improving operational efficiencies and implementing eco-friendly measures.

During the year under review, the Group is trying to improve its standard of corporate social responsibility and strictly complied with relevant laws and regulations reporting. The two main subject areas for reporting are: (I) Environmental and (II) Social, from 1 January to 31 December 2016.

I. ENVIRONMENTAL

I.1 Emissions

There are multiple sources of emissions generated from our business operations. One of our major source is the carbon emission from the consumption of energy. Hence, we have implemented various energy-saving measures and opted for more energy efficient fuel – Shell Fuelsave Diesel, for most of our vehicles and machineries (i.e. generator). Based on the Shell Hong Kong Ltd.’s report, this type of diesel is helping to lower fuel consumption and prevent increased emissions and smoke over the lifetime of the vehicle, as it is designed to maintain the engine in peak condition. Shell’s internal tests in heavy-duty engines used in road transport vehicles have demonstrated that this fuel can help save up to 3% fuel as compared to regular non-economy formula diesel.

Under the amendment of the Air Pollution Control Ordinance in 2008 by the Environmental Protection Department, we have placed more efforts in reducing our emission levels when we are operating in any construction sites. For instance, we ensure all machineries used MFSD with Sulphur content no exceed 0.005% during industrial processes.

緒言

本集團乃香港及澳門的全面建築及工程服務供應商之一。我們的主要服務是作為分包商於香港及澳門拆卸混凝土。拆卸混凝土服務主要涉及通過應用各種方法(如包括鑽孔、切割、爆裂及壓碎)等拆卸混凝土建築結構物的混凝土塊或組件。我們的拆卸混凝土服務的管理系統已接受評估並經認可。符合國際標準化組織 9001:2008 及職業健康安全系統 18001:2007 的要求。拆卸服務於我們大多數建設項目中廣泛使用，不僅僅是樓宇、道路、隧道及地下設施的改動工程或重建項目。我們的企業宗旨是追求卓越的服務，並改善公眾環境及社會生活環境。

此乃本集團首年編撰環境、社會及治理(「環境、社會及治理」)報告以強調其環境、社會及治理職能。本環境、社會及治理報告符合聯交所就環境、社會及治理事宜的表現申報要求。

可持續發展是本集團發展以及其業務可行性及社會利益的關鍵因素之一。我們致力提供優質產品及服務以取得客戶的全面滿意。最近一年，我們一直在尋找辦法通過提高運營效率及實施環保措施將我們業務對環境的不利影響(即空氣和噪聲污染)最小化。

於本回顧年度，本集團致力實踐高水平企業社會責任，並嚴格遵守相關法律及法規報告。二零一六年一月一日至十二月三十一日所報告的兩項主要範圍為：(I) 環境及(II) 社會。

I. 環境

I.1 排放

我們的業務運營產生的排放源有多種。其中主要一項源自能源消耗的碳排放。因此，我們已實施各種節能措施，為我們的大多數車輛及機器(即發動機)選擇更節能的燃料—殼牌燃料柴油。據殼牌香港有限公司報告，該類型柴油乃設計成在峰值條件下保護發動機，從而有助於降低燃料消耗及防止車輛在使用期限內增加煙霧排放。殼牌有關道路運輸車輛中使用的重型發動機之內部測試證明該燃料與常規非經濟型配方柴油相比，可幫助節省高達3%的燃料。

根據環境保護署二零零八年的空氣污染管制條例修訂本，我們已更加努力在任何施工現場作業時降低排放水平。例如，我們確保使用 MFSD 的所有機器在工業過程中硫含量不超過 0.005%。

Environmental, Social and Governance Report

環境、社會及治理報告

I. ENVIRONMENTAL (CONTINUED)

I.2 Use of Resources

We have introduced a series of green policy to enhance the awareness of environmental protection among staff with the objective of lower energy consumption, fully utilizing resources and recycling wastes in daily office operations. We have adapted measures such as reducing paper usage by recycling used papers and encouraging usage of digital devices for all internal office communications; and setting the air-conditioning temperatures of our offices and other indoor areas at an environmentally friendly level during the summer months – keep within 23 to 25 degree Celsius under the Hong Kong government recommendation.

I.3 The Environmental and Natural Resources

Although the environmental damages arise from our operational construction segment is hard to control, we are still trying our best effort in strictly complying with the environmental regulations, to name a few, included control over noise, waste water discharge, dust control, controlled chemical waste disposal and prevention of chemical leakage etc.

We recognise that waste disposal is one of the major environmental concerns in Hong Kong, therefore we have put our focus on our waste disposal management. Under the enactment of the Construction Waste Disposal Charging Scheme in January 2005, we have opened billing accounts with the Environmental Protection Department for repaying the service charges when using any legitimate waste disposal facilities for construction waste. We have zero toleration to any activities involved illegal dumping of construction waste, like fly tipping. Also, we have been taking notes from the environmental department waste management guidelines and planning to adopt them into our project sites. Currently, we are trying to develop some sort of arrangements for a reuse and recycling scheme that could allow us to divert construction waste from waste stream back to the construction cycle. In the foreseeable future, we hope to fully introduce an on-site sorting system for all our project sites. This way could facilitate us to our reallocation of waste, which directly reduces our operational costs in the current competitive market, by the following:

- to lower the risk of getting fine for handling and disposing the hazardous waste inappropriately;
- to reuse items like hoardings, formworks and scaffolding in new or current construction sites; and
- recycling materials like concrete, metal and asphalt into useable building materials.

I. 環境 (續)

I.2 資源使用

我們推出一系列綠色政策加強員工環保意識，以降低能源消耗，充分利用資源和循環利用日常辦公中的廢料。我們已採取措施，如通過紙張循環再利用減少紙張使用並鼓勵所有內部辦公室使用數字設備通訊；及將我們辦公室和其他室內區域的空調溫度設成夏季的環保水平 – 即香港政府建議的維持於攝氏23至25度。

I.3 環境及自然資源

雖然我們的營運建設分部產生的環境損害難以控制，我們仍在盡最大努力嚴格遵守環保法規，例如包括噪聲控制、廢水排放、灰塵控制、受控化學品廢物處理和化學品洩漏防範等。

我們認識到廢物處理是香港主要的環保問題之一，因此，我們將重點放在廢物處理管理上。根據二零零五年一月頒佈的建築垃圾處理收費計劃，我們於環境保護署開立賬戶以支付使用合法廢物處理設施處理建築廢物的服務費。我們決不能容忍非法丟棄建築垃圾的任何行為，如違章傾倒廢物。此外，我們一直在學習環保部門廢物管理指導方針並計劃在我們的項目現場採納。目前，我們正在嘗試開發一些再利用安排和回收計劃，從而可將建築廢物從廢物流轉回到施工週期。在可預見的將來，我們希望能夠為我們所有的項目現場全面引入現場分揀系統。該方法可幫助我們通過以下方式重新分配廢物，直接降低目前競爭市場的運營成本：

- 降低不當處理和處置危險廢物被罰的風險；
- 在新或當前工地重新使用廣告牌、模架和腳手架；及
- 將混凝土、金屬和瀝青等回收材料用作建築材料。

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環境、社會及治理報告

I. ENVIRONMENTAL (CONTINUED)

I.3 The Environmental and Natural Resources (Continued)

For our concrete demolition services, we could take a similar approach mentioned above along with a selective demolition method, that could allow us to maximise recovery of reusable and recyclable materials. For instance, hand demolition and dismantling reusable building materials prior to the demolition using point breaker, bulldozer, crane ball and chain etc.

II. SOCIAL

II.1 Employment and Labour Practices

Employment and Labour Standards

Employees' remuneration is commensurate with their job nature, qualifications and experience. Salaries and wage rates are usually subject to an annual review that are based on performance appraisals and other relevant factors. We strongly encourage internal promotion and a variety of job opportunities is offered to the existing staff when it is best suited.

We advocate a community spirit that thrives on mutual respect and equal opportunities. We firmly comply to equal opportunities legislation, such as the Sex Discrimination Ordinance, Race Discrimination Ordinance, Disability Discrimination Ordinance, and Family Status Discrimination Ordinance. To ensure diversity and equality, our selection process is non-discriminatory and is solely based on the employees' performance, experience and skills. Employees are also encouraged to discuss their targets in job advancement and career development with their senior management. Additionally, we are fully committed to comply with any law and regulation that is relevant to the Ordinances mentioned above and does not engage in any forced or child labour.

To attract, retain and motivate employees, we are committed to offering professional development opportunities and a healthy work environment for all employees and on-site staff. One of our main task is to ensure the wage rates of our employees are reasonable and competitive among our peers in the market. As well as, the employees' total rewards including basic salary and bonus system are unbiased and correlated with their individual performance.

We maintain high standards of business ethics and sustains good personal conduct of our employee. Our Staff Handbook and Internal Control Manual are readily accessible to all employees.

I. 環境 (續)

I.3 環境及自然資源 (續)

對於我們的拆卸混凝土服務，我們可以採取上述類似方法及可替代拆卸方法，使我們可最大限度地收回可重複使用和可回收利用的材料。例如，在使用斷路器、推土機、起重機及鏈條拆除前先手工拆卸和拆除可重複使用的建築材料。

II. 社會

II.1 僱傭及勞工常規

僱傭及勞工準則

僱員的薪酬與其工作性質、資歷及經驗相關。薪金及工資水平通常根據績效考核和其他相關因素進行年度審查而釐訂。我們強烈鼓勵內部晉升，並於適合時機為現有員工提供各種工作機會。

我們致力提倡互相尊重及平等機會的群體精神。我們堅定遵守平等機會法例，例如「性別歧視條例」、「種族歧視條例」、「殘疾歧視條例」及「家屬崗位歧視條例」。為確保多元性和平等，我們的甄選過程並無歧視，完全基於員工的表現、經驗及技能。我們亦鼓勵員工與高級管理層討論彼等在工作提升及職業發展方面的目標。此外，我們全力遵守上述條例相關的任何法律法規且並無涉及任何強迫勞動或童工問題。

為吸引、挽留及激勵僱員，我們致力於為所有僱員及現場工作人員提供專業發展機會和健康的工作環境。我們主要任務之一是確保僱員的工資水平在市場上同行之間屬合理及具競爭。另外，僱員的總報酬(包括基本工資及獎金制度)不偏倚，且與個人表現相關。

我們保持高標準的商業道德，及要求我們的僱員保持良好的個人操守。所有僱員均可輕易獲取我們的員工手冊和內部控制手冊。

Environmental, Social and Governance Report

環境、社會及治理報告

II. SOCIAL (CONTINUED)

II.1 Employment and Labour Practices (Continued)

Employee Health and Safety

We have recognised the importance of maintaining a safe, effective and congenial working environment and policies to provide sufficient protection to our staff. Hence, we have put various occupational health and safety measures in place and regularly perform check on the working environment and staff facilities. Not only that, we have obtained OHSAS 18001 as a recognition of our compliance with occupational health and safety requirements.

Furthermore, we have set up a health and safety management group and composed a safety manual, which allow us to provide the highest standard of protection and prevention for all our staff against the unnecessary exposure to occupational hazards. The main function of the group is to oversee whether all the safety precautions are in place and followed through among our staff. The safety manual has stated that it is mandatory for all staff who is working on the construction sites, to equip special safety equipment, like safety helmets, ear plugs, dust masks, goggles and safety shoes etc. Our site safety officers would carry out site inspection on a regular basis and rectified any breaches and unsafe conditions if found. Also, the manual listed the safety requirements of different constructive situation in detail, for example:

- Workers must equip with safety belt as well as a safety net is in place for any work site which is 2 metres above ground or higher;
- Safety gears (i.e. helmet, safety goggles, earplugs etc.) must be worn at all time when using any machinery; and
- All machineries are installed with an emergency off switch.

Training and Development

We understand human capital played a large part of our businesses. We have devised a series of training programs to ensure all the employees have received a subsistence level of training. For example, all newly-hired employees have to attend Employee Orientation to understand our working environment, emergency handling procedures, worksite health and safety training, and basic training for using machineries. In addition, we are continuously reviewing and refining our health and safety training programmes to ensure we comply to any new regulation/ policy. For our office staff, we encourage and incentivise them to further develop their skill through going to management and business-related workshop. During the year, our staff in accounts department have attended an accounting software training course.

II. 社會(續)

II.1 僱傭及勞工常規(續)

僱員健康及安全

為向我們的員工提供足夠保護，我們認識到維持安全、有效及團結的工作環境及政策之重要性。因此我們將多項職業健康及安全措施落實到位，定期對工作環境及員工設施進行檢查。除此之外，我們已獲得 OHSAS 18001 資格以確保我們遵守職業健康及安全規定。

此外，我們亦已成立健康及安全管理小組並編製安全手冊，使我們能夠為所有員工提供最高標準的保護及預防，以避免受到不必要的職業損害。該小組的主要職能是監督所有安全預防措施是否落實到位及我們的員工是否遵從。安全手冊中指出，所有在施工現場作業的工作人員必須佩戴特殊安全設備，如安全帽、耳塞、防塵面具、護目鏡及安全鞋。我們的現場安全人員定期進行現場檢查，整改任何違規和不安全條件(如有發現)。另外，手冊詳細列明不同建築條件的安全要求，如：

- 工人必須佩戴安全帶，及任何一個離地面 2 米或以上的工地必須安裝安全網；
- 使用任何機械時必須始終佩戴安全齒輪(即頭盔、全護目鏡及耳塞等)；及
- 所有機器都必須裝有緊急關閉開關。

培訓及發展

本集團明白人力資源在我們業務中發揮非常重要的作用。本集團已建立一系列培訓計劃，確保所有僱員均接受一定程度的培訓。例如，所有新入職僱員均參加新人入職簡介會以了解本集團之工作環境、緊急情況處理程序、工地健康和安全教育，以及使用機械的基本培訓。此外，我們不斷審查和完善我們的健康及安全培訓計劃以確保我們符合任何新的法規/政策。我們鼓勵和激勵辦公人員通過參加管理及業務相關的工作坊。年內，會計部門員工參與會計軟件培訓課程。

Environmental, Social and Governance Report

環境、社會及治理報告

II. SOCIAL (CONTINUED)

II.2 Operating Practices

Supply Chain Management

To comply with the laws and regulations of our operating countries intensity, we have established stringent internal controls to procuring goods and services through fair and unbiased tender process. The selection of manufacturers and suppliers will be based on competitive pricing, meeting specifications and standards, product and service quality as well as service support. Furthermore, we remind the managers to regularly review existing contractors' terms and take necessary precaution measures whenever applicable.

Product Responsibility

We recognise that good customer and after-sales services are the key influential factors to our success and sustainability. Therefore, we have set up a customer communication channel dedicated to handle customers' queries and feedbacks efficiently. Similarly, customer complaints are thoroughly investigated and root causes are identified and acted upon accordingly.

Protecting and safe-guarding our customers' privacy have been one of our top agenda. Review and revision of the financial data and privacy policy are carried out regularly to ensure its effectiveness and compliance with relevant laws. Moreover, we acquired an ISO9001 as an identification of our success in meeting customer expectations and delivering customer satisfaction.

Anti-Corruption

We abide by the stringent anti-corruption policies and procurement practices as stated in our Staff Handbook and Internal Control Manual that outlines conflicts of interest, intellectual property rights, privacy and confidentiality of information, bribery and corruption and equal opportunities. We have established our gift policy in our Internal Control Manual and clearly depicted the required process and procedure for handling and accepting gifts and advantages. No cases of corruption were reported within the Group during the year under review.

II.3 Community Involvement

We are making our best effort in contributing to the community. We actively seek opportunities to repay society and in hope of creating a better living environment for local community by participating in community services and charitable sponsorships.

II. 社會(續)

II.2 營運慣例

供應鏈管理

為緊遵營運國家的法律及法規，我們已設立嚴格的內部控制，透過公平公正的招標程序採購產品及服務。生產商及供應商遴選將以價格是否具有競爭力、是否符合規格及標準、產品及服務質素以及服務支援為基準。此外，我們提醒管理人員定期檢查現有承包商的條款並於適當時採取必要預防措施。

產品責任

我們認同到良好的客戶及售後服務乃我們取得成功及實現可持續發展的主要影響因素。因此，我們設立客戶溝通渠道，致力於高效處理客戶的查詢和反饋。同樣，我們徹底調查客戶投訴及確定根本原因並採取相應行動。

保護及維護我們客戶的隱私是我們的首要任務之一。財務資料及私隱政策會定期進行檢討並作出修訂以確保其有效且遵守有關法例。此外，我們獲得ISO9001認證，作為我們成功滿足客戶期望並獲得客戶滿意度的認可。

反貪污

我們堅守我們員工手冊和內部控制手冊內所載嚴格的反貪污政策及採購方法。手冊內載有有關利益衝突、知識產權、私隱及資料保密、賄賂及貪污以及平等機會的條文。本集團在內部控制手冊的禮物政策已明確載列有關處理及接受禮物及好處的規定程序。於本回顧年度，本集團概無任何貪污案例的報告。

II.3 社區參與

我們正在竭盡全力為社區做出貢獻。我們積極尋求機會回報社會，並希望通過參與社區服務和慈善贊助為當地社區創造更美好的生活環境。

Environmental, Social and Governance Report

環境、社會及治理報告

FUTURE APPROACH TOWARDS SUSTAINABLE DEVELOPMENT

In the future, we will:

- Search for energy-saving and environmentally-friendly equipment and materials for our construction projects;
- Formulate policy to promote awareness and practices on resource usage reduction, waste reduction and energy conservation; and
- Be more active in involving various community programs and contributing to society.

未來可持續發展的方法

展望未來，我們將：

- 尋求於我們的建設項目中使用節約能源及對環境無害之設備及物料；
- 制定方針，以推廣對減低資源使用、減少廢物及節約能源之意識及實踐；及
- 更積極參與不同社區計劃及貢獻社會。

Report of Directors

董事報告

The Directors hereby present their report and the audited consolidated financial statements for the year ended 31 December 2016.

CORPORATE REORGANISATION

The Company was incorporated with limited liability in the Cayman Islands on 5 January 2015.

In preparing for the Listing, the Group underwent the Reorganisation (as defined under note 1 to the consolidated financial statements) and the Company became the holding company of the companies comprising the Group upon the completion of the Reorganisation on 22 November 2016.

Details of the Reorganisation are set out in note 1 to the consolidated financial statements. The shares of the Company were listed on GEM of the Stock Exchange with effect from 16 December 2016.

PRINCIPAL ACTIVITIES AND BUSINESS REVIEW

The Group's principal activity is the provision of concrete demolition service in Hong Kong and Macau as a subcontractor. The principal activity of the Company is investment holding of its subsidiaries. The names and principal activities of its subsidiaries are set out in note 12 to the consolidated financial statements. There were no significant changes in the nature of the Group's principal activities during the year ended 31 December 2016.

Further discussion and analysis of these activities as required by Schedule 5 to the Hong Kong Companies Ordinance, including a review of the Group's business, a description of the principal risks and uncertainties facing the Group, environmental policies of the Group, compliance with laws and regulations by the Group, and indication of likely future development in the Group's business, can be found in the Management Discussion and Analysis set out on pages 6 to 13 of this report. This discussion forms part of this directors' report.

FINANCIAL SUMMARY

A summary of the published results and assets and liabilities of the Group, as extracted from the Prospectus and the consolidated financial statements of the Company for the year ended 31 December 2014, 2015 and 2016 is set out on page 96 of this report. This summary does not form part of the audited financial statements.

RESULTS AND DIVIDEND

The Group's results for the year ended 31 December 2016 and the state of affairs of the Company and the Group at that date are set out in the consolidated financial statements on pages 47 to 48.

An interim dividend amounted to HK\$8.9 million declared by the Company to its shareholders before the Listing during the year. The Directors do not recommend the payment of final dividend in respect of the year end 31 December 2016.

董事會謹此提呈截至二零一六年十二月三十一日止年度的報告及經審核綜合財務報表。

企業重組

本公司於二零一五年一月五日於開曼群島註冊成立為獲豁免有限公司。

為籌備上市，本公司進行重組（定義見綜合財務報表附註1），且本公司於二零一六年一月二十二日完成重組後成為本集團旗下多間公司的控股公司。

重組詳情載於綜合財務報表附註1。本公司股份自二零一六年十二月十六日起於聯交所創業板上市。

主要業務及業務回顧

本集團主要業務乃作為分包商於香港及澳門提供混凝土拆卸工程。本公司的主要業務為其附屬公司之投資控股。本其附屬公司的名稱及主要業務載於綜合財務報表附註12。本集團的主要業務性質於截至二零一六年十二月三十一日止年度內並無重大變動。

按照香港公司條例附表5規定對該等業務的進一步討論及分析，包括本集團面臨的主要風險及不確定性描述、本集團的環保政策、本集團有關法律及法規的合規情況及本集團業務未來的可能發展方向，可於本年報第6頁至13頁所載的管理層討論及分析中查閱。該討論為本董事會報告的一部份。

財務概要

摘錄自招股章程及本公司截至二零一四年、二零一五年及二零一六年十二月三十一日止年度的綜合財務報表之本集團的業績、資產及負債概要載於本報告第96頁。本概要不構成經審核財務報表的一部份。

業績及股息

本集團截至二零一六年十二月三十一日止年度之業績，以及本公司及本集團於該日的事務狀況，載於第47至48頁之綜合財務報表內。

本公司於年內上市前向其股東宣派8.9百萬港元的中期股息。董事不建議就截至二零一六年十二月三十一日止年度派付末期股息。

DONATIONS

No charitable and other donations were made by the Group during the year ended 31 December 2016.

PROPERTY, PLANT AND EQUIPMENT

Details of the movements during the year ended 31 December 2016 in the property, plant and equipment of the Group are set out in note 14 to the consolidated financial statements of this report.

SHARE CAPITAL

As at 31 December 2016, the Company's issued share capital was HK\$6,720,000 and the number of its issued ordinary shares was 672,000,000 of HK\$0.01 each.

Details of movements in the share capital during the year are set out in note 22 to the consolidated financial statements.

RESERVES

Details of the movements in reserves of the Group and the Company during the year are set out in the consolidated statement of changes in equity on page 49 of this annual report and note 32 to the consolidated financial statements respectively.

DISTRIBUTABLE RESERVES

As at 31 December 2016, the Company had no distributable reserves available for distribution to its shareholder.

SHARE OPTION SCHEME

The Company has adopted a share option scheme on 22 November 2016 (the "Scheme"). The terms of the Scheme are in accordance with the provisions of Chapter 23 of the GEM Listing Rules.

Particulars of the Scheme are set out in note 23 to the consolidated financial statements of this annual report.

No share option has been granted, exercised, cancelled or lapsed under the Scheme since the adoption of the Scheme and there was no share option outstanding as at 31 December 2016.

EQUITY-LINKED AGREEMENTS

Other than the Scheme of the Company as disclosed above, no equity-linked agreements that will or may result in the Company issuing shares or that require the Company to enter into any agreements that will or may result in the Company issuing shares were entered into by the Company during the year or subsisted at the end of the year.

PRE-EMPTIVE RIGHTS

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

慈善捐款

本集團於截至二零一六年十二月三十一日止年度並無作出慈善及其他捐款。

物業、廠房及設備

本集團物業、廠房及設備於截至二零一六年十二月三十一日止年度的變動詳情載於本報告綜合財務報表附註14。

股本

於二零一六年十二月三十一日，本公司已發行股本為6,720,000港元，其已發行普通股數目為672,000,000股，每股面值0.01港元。

年內之股本變動詳情載於綜合財務報表附註22。

儲備

有關本集團及本公司於年內的儲備變動詳情分別載於本年報第49頁的綜合權益變動表及綜合財務報表附註32。

可分派儲備

於二零一六年十二月三十一日，本公司並無可分派予其股權持有人的可分派儲備。

購股權計劃

本公司於二零一六年十一月二十二日已採納一項購股權計劃（「該計劃」）。該計劃的條款乃根據創業板上市規則第23章的條文制訂。

該計劃的詳情載於本年報綜合財務報表附註23。

自採納該計劃以來概無根據該計劃授出、行使、註銷或終止任何購股權，而於二零一六年十二月三十一日亦無任何購股權尚未行使。

股票掛鈎協議

除上文所披露的本公司該計劃外，本公司於本年度內並無訂立且本年度末並無存續任何將會或可能導致本公司發行股份或規定本公司訂立任何將會或可能導致本公司發行股份的協議的股票掛鈎協議。

優先購買權

本公司組織章程細則或開曼群島法例並無有關優先購買權之條文而導致本公司須按比例向現有股東提呈發售新股份。

Report of Directors

董事報告

PURCHASE, SALE OR REDEMPTION OF LISTED SECURITIES OF THE COMPANY

The shares have been listed on the GEM of the Stock Exchange since 16 December 2016. Save as the Listing, neither the Company, nor any of its subsidiaries purchased, sold or redeemed any of the Company's listed securities during the year ended 31 December 2016.

DIRECTORS

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

Executive Directors

Mr. Cheung Shek On (Chairman) (appointed on 5 January 2015)
Mr. Chan Yuk Sing (appointed on 5 January 2015)

Non-executive Director

Mr. Kuan Hong Kin Daniel (appointed on 30 August 2016)

Independent non-executive Directors

Mr. Chan Ngai Sang Kenny (appointed on 22 November 2016)
Mr. Chow Chun To (appointed on 22 November 2016)
Mr. Yam Chiu Fan Joseph (appointed on 22 November 2016)

Brief biographical details of Directors and senior management are set out on pages 14 to 17 of the annual report.

DIRECTORS' INTERESTS IN TRANSACTION, ARRANGEMENT AND CONTRACTS

No transaction, arrangement or contract that is significant in relation to the Group's business, to which the Company, its holding company or subsidiaries was a party and in which a director of the Company had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year.

CONTROLLING SHAREHOLDERS' INTERESTS

No contract of significance, to which the Company, its holding company or subsidiaries was a party and in which a controlling shareholder of the Company or any of its subsidiary had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year.

DIRECTORS' SERVICE CONTRACTS

Each of the executive Directors has entered into a service agreement with the Company for an initial term of three years commencing from the date on which the shares of the Company are listed on the GEM (i.e. 16 December 2016) and will continue thereafter until terminated in accordance with the terms of the agreement. Non-executive Director and independent non-executive Directors are appointed for a term until 31 December 2017 initially and can be renewed in accordance with our articles of association and the applicable GEM Listing Rules.

No Directors proposed for re-election at the forthcoming AGM has entered into any service contracts with the Company or any of its subsidiaries which is not determinable by the Group within one year without payment compensation other than the statutory compensation.

購買、出售或贖回本公司上市證券

股份自二零一六年十二月十六日起在聯交所創業板上市。截至二零一六年十二月三十一日止年度，除上市外，本公司或其任何附屬公司概無購買、出售或贖回任何本公司上市證券。

董事

本公司於年內及直至本報告日期的董事如下：

執行董事

張錫安先生(主席)(於二零一五年一月五日獲委任)
陳玉成先生(於二零一五年一月五日獲委任)

非執行董事

關匡建先生(於二零一六年八月三十日獲委任)

獨立非執行董事

陳毅生先生(於二零一六年十一月二十二日獲委任)
鄒振濤先生(於二零一六年十一月二十二日獲委任)
任超凡先生(於二零一六年十一月二十二日獲委任)

董事及高級管理層的履歷詳情載於本年報第 14 至 17 頁。

董事於交易、安排及合約之權益

於年末或年內任何時間，本公司、其控股公司或附屬公司概無訂立本公司董事於其中直接或間接擁有重大權益之有關本集團業務之重大交易、安排及合約。

控股股東權益

於年末或年內任何時間，本公司、其控股公司或任何附屬公司概無訂立本公司董事於其中直接或間接擁有重大權益之重大合約。

董事服務合約

各執行董事已與本公司訂立服務協議，自本公司股份於創業板上市日期(即二零一六年十二月十六日)起初步為期三年，其後將繼續直至根據協議條款予以終止為止。非執行董事及獨立非執行董事的任期初步截至二零一七年十二月三十一日，其後可根據組織章程細則及適用創業板上市規則予以續期。

除上文所披露者外，概無於應屆股東週年大會獲建議重選之本公司董事與本公司或其任何附屬公司訂立任何本集團不可於一年內終止而毋須給予賠償(法定賠償除外)之服務合約。

INDEPENDENCE OF INDEPENDENT NON-EXECUTIVE DIRECTORS

The Company has received written annual confirmation from each of its independent non-executive Director in respect of their independence in accordance with the requirements of Rule 5.09 of the GEM Listing Rules and all independent non-executive Directors are considered to be independent.

DIRECTORS' RETIREMENT AND RE-ELECTION

Pursuant to article 108(a) of the Articles, one-third of the Directors for the time being (or, if their number is 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.

Pursuant to article 111 of the Articles, any Director appointed by the Board to fill a casual vacancy shall hold office until the first general meeting of members of the Company after his appointment and be subject to re-election at such meeting and any Director appointed by the Board as an addition to the existing Board shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election.

In accordance with articles 108(a) and 111 of the Articles, Mr. Cheung Shek On, Mr. Chan Yuk Sing and Mr. Kuan Hong Kin Daniel will retire at the forthcoming AGM and, being eligible, offer themselves for re-election at the forthcoming AGM.

DIRECTORS AND OFFICERS LIABILITY INSURANCE

The Company has taken out directors and officers liability insurance to cover liabilities arising from legal action against the Directors up to the date of this report.

COMPETING INTERESTS

The Directors are not aware of any business or interest of the Directors nor the controlling shareholder of the Company nor any of their respective associates (as defined in the GEM Listing Rules) that compete or may compete with the business of the Group and any other conflicts of interest which any such person has or may have with the Group since the Listing and up to 31 December 2016.

EMOLUMENTS OF THE DIRECTORS AND THE FIVE HIGHEST PAID INDIVIDUALS

Details of the emoluments of the Directors and the five highest paid individuals of the Group are set out in note 8 to the consolidated financial statements in this report.

獨立非執行董事之獨立性

本公司已收到各獨立非執行董事根據創業板上市規則第5.09條之規定發出有關其獨立性之書面年度確認，本公司認為所有獨立非執行董事均為獨立人士。

董事退任及膺選連任

根據細則第108(a)條，在本公司每屆股東週年大會上，當時三分之一的董事（或倘董事人數並非三或三的倍數，則為最接近但不低於三分之一的人數）應輪席告退，惟每名董事均須至少每三年輪席告退一次。退任董事合資格膺選連任，並於其退任的大會舉行期間繼續擔任董事。在確定輪值告退董事數目方面，每年輪值告退的董事包括任何自願退任且不再參選連任的董事，其他退任董事乃須輪值告退且自上次連任或委任起計任期最長者，而倘有數位董事於同日獲選或連任，則退任的董事須抽籤決定（除非彼等另有協議）。

根據細則第111條，獲董事會委任以填補臨時空缺的任何董事，其任期直至其委任後本公司首屆股東大會止，並可於有關大會上膺選連任。而獲董事會委任以出任現任董事會新增成員的任何董事僅任職至本公司下屆股東週年大會舉行為止，惟可膺選連任。

根據細則第108(a)條及第111條，張錫安先生、陳玉成先生及關匡建先生將於應屆股東週年大會上退任，並合資格且願意於應屆股東週年大會上膺選連任。

董事及高級人員責任保險

直至本報告日期，本公司已投購董事及高級職員責任保險，以保障針對董事提出的法律行動所產生的責任。

競爭利益

自上市起至二零一六年十二月三十一日，董事概不知悉董事或本公司控股股東或彼等各自的任何聯繫人（定義見創業板上市規則）擁有與本集團業務構成或可能構成競爭的任何業務或權益，或任何該等人士與本集團存在或可能存在任何其他利益衝突。

董事及五名最高薪人士的薪酬

本集團董事及五名最高薪人士的薪酬詳情載於本報告內綜合財務報表附註8。

Report of Directors

董事報告

EMOLUMENT POLICY

The remuneration committee will review and determine the remuneration and compensation packages of the Directors with reference to their responsibilities, workload, time devoted to the Group and the performance of the Group. The Directors and other employees who have made valuable contribution to the Group may also receive options to be granted under the Scheme.

DIRECTORS' AND CHIEF EXECUTIVES' INTEREST AND SHORT POSITION IN SHARES, UNDERLYING SHARES AND DEBENTURES

As at 31 December 2016, the interests and short positions of the Directors and chief executives of the Company in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of Securities and Futures Ordinance ("SFO")) which were 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 which were recorded in the register required to be kept by the Company pursuant to Section 352 of the SFO, or which were required, pursuant to Rules 5.46 to 5.68 of the GEM Listing Rules, to be notified to the Company and the Stock Exchange, were as follows:

(i) Long positions in ordinary shares of the Company

Name of director 董事姓名	Nature of interest 權益性質
Mr. Cheung Shek On 張錫安先生	Interest in a controlled corporation (Note 1) 於受控法團的權益(附註1)
Mr. Chan Yuk Sing 陳玉成先生	Interest in a controlled corporation (Note 2) 於受控法團的權益(附註2)

Notes:

1. Mr. Cheung Shek On ("Mr. Cheung") beneficially owns 100% of the issued share capital of Sino Continent Holdings Limited ("Sino Continent") which in turn owns 189,000,000 ordinary shares of the Company. By virtue of the SFO, Mr. Cheung is deemed to be interested in the same number of the Shares held by Sino Continent.
2. Mr. Chan Yuk Sing ("Mr. Chan") beneficially owns 100% of the issued share capital of Supreme Voyage Limited ("Supreme Voyage") which in turn owns 189,000,000 ordinary shares of the Company. By virtue of the SFO, Mr. Chan is deemed to be interested in the same number of the Shares held by Supreme Voyage.

薪酬政策

薪酬委員會將參考董事的職責、工作量及貢獻予本集團的時間以及本集團表現，檢討及釐定董事的薪酬及報酬組合。已對本集團作出重大貢獻的董事及其他僱員亦或會獲得根據該計劃將予授出之購股權。

董事及主要行政人員於股份、相關股份及債權證之權益及淡倉

於二零一六年十二月三十一日，本公司董事及主要行政人員於本公司或其任何相聯法團(定義見證券及期貨條例(「證券及期貨條例」)第XV部)之股份、相關股份及債權證中擁有根據證券及期貨條例第XV部第7及第8分部須知會本公司及聯交所之權益及淡倉(包括根據證券及期貨條例有關條文彼等被當作或視為擁有之權益或淡倉)，或記錄於本公司根據證券及期貨條例第352條須存置之登記冊之權益及淡倉，或根據創業板上市規則第5.46至第5.68條須知會本公司及聯交所之權益及淡倉如下：

(i) 於本公司普通股股之好倉

Number of shares held/ interested in 持有/擁有權益的股份數目	Percentage of shareholding 持股百分比
189,000,000	28.125%
189,000,000	28.125%

附註：

1. 張錫安先生(「張先生」)實益擁有Sino Continent Holdings Limited(「Sino Continent」)全部已發行股本，而Sino Continent則擁有189,000,000股本公司普通股。根據證券及期貨條例，張先生被視為於Sino Continent持有的相同數目股份中擁有權益。
2. 陳玉成先生(「陳先生」)實益擁有Supreme Voyage Limited(「Supreme Voyage」)全部已發行股本，而Supreme Voyage則擁有189,000,000股本公司普通股。根據證券及期貨條例，陳先生被視為於Supreme Voyage持有的相同數目股份中擁有權益。

Short positions in ordinary shares of the Company

As at 31 December 2016, there is no interests or short positions of the Directors and chief executives of the Company in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of SFO).

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

So far as the Directors are aware, as at 31 December 2016, other than the director and chief executive of the Company, the following persons/entities have an interest or a short position in the shares or the underlying shares of the Company as recorded in the register of the Company required to be kept under section 336 of the SFO:

Long positions in ordinary shares of the Company:

Name of shareholder	Nature of interest	Number of shares held/interested in	Long/short position	Percentage of total issued share capital of the Company 佔本公司已發行股本總額的百分比
股東名稱	權益性質	持有／擁有權益的股份數目	好倉／淡倉	
Sino Continent	Beneficial owner	189,000,000	Long	28.125%
Sino Continent	實益擁有人		好倉	
Supreme Voyage	Beneficial owner	189,000,000	Long	28.125%
Supreme Voyage	實益擁有人		好倉	
Applewood Developments Limited	Beneficial owner	126,000,000	Long	18.75%
Applewood Developments Limited	實益擁有人		好倉	
Ms. Luk Pui Kei Peggy (Note 1)	Interest of spouse	189,000,000	Long	28.125%
陸佩淇女士(附註1)	配偶權益		好倉	
Ms. Cho Bik Nung (Note 2)	Interest of spouse	189,000,000	Long	28.125%
曹碧濃女士(附註2)	配偶權益		好倉	
Mr. Kwok Shun Tim	Interest in a controlled corporation (Note 3)	126,000,000	Long	18.75%
郭純恬先生	於受控法團的權益(附註3)		好倉	
Ms. Yip Nga Wan (Note 4)	Interest of spouse	126,000,000	Long	18.75%
葉雅雲女士(附註4)	配偶權益		好倉	

Notes:

- Ms. Luk Pui Kei Peggy, the spouse of Mr. Cheung, is deemed under the SFO to be interested in all the Shares in which Mr. Cheung is deemed to be interested.
- Ms. Cho Bik Nung, the spouse of Mr. Chan, is deemed under the SFO to be interested in all the Shares in which Mr. Chan is deemed to be interested.
- Mr. Kwok beneficially owns 100% of the issued share capital of Applewood Developments Limited ("Applewood Developments"). By virtue of the SFO, Mr. Kwok is deemed to be interested in the same number of the Shares held by Applewood Developments.
- Ms. Yip Nga Wan, the spouse of Mr. Kwok, is deemed under the SFO to be interested in all the Shares in which Mr. Kwok is deemed to be interested.

Short positions in shares of the Company:

Save as disclosed above, as at 31 December 2016, the Directors are not aware of any other persons/entities who had, or were deemed or taken to have any interests or short position in any shares or underlying shares of the Company as recorded in the register required to be kept under section 336 of the SFO.

於本公司普通股之淡倉

於二零一六年十二月三十一日，概無董事及本公司主要行政人員於本公司或其任何相聯法團(定義見證券及期貨條例第XV部)之股份、相關股份及債權證中擁有權益或淡倉。

主要股東於本公司股份及相關股份的權益及淡倉

就董事所知悉，於二零一六年十二月三十一日，除本公司董事及主要行政人員外，下列人士／實體於已記入根據證券及期貨條例第336條須存置之本公司登記冊內的本公司股份或相關股份中擁有權益或淡倉：

於本公司普通股之好倉：

附註：

- 根據證券及期貨條例，張先生之配偶陸佩淇女士被視為於張先生被視為持有權益之全部股份中擁有權益。
- 根據證券及期貨條例，陳先生之配偶曹碧濃女士被視為於陳先生被視為持有權益之全部股份中擁有權益。
- 郭先生實益擁有Applewood Developments Limited(「Applewood Developments」)全部已發行股本。根據證券及期貨條例，郭先生被視為於Applewood Developments持有的相同數目股份中擁有權益。
- 根據證券及期貨條例，郭先生之配偶葉雅雲女士被視為於郭先生被視為持有權益之全部股份中擁有權益。

於本公司股份之淡倉：

除上述所披露者外，於二零一六年十二月三十一日，董事並不知悉任何其他人士／實體於本公司股份及相關股份中擁有或被視作或被當作擁有記錄於根據證券及期貨條例第336條須存置之登記冊之權益或淡倉。

Report of Directors

董事報告

MAJOR CUSTOMERS AND SUPPLIERS OR SUBCONTRACTORS

For the year ended 31 December 2016, the percentage of revenue attributable to the Group's major customers is set out below:

		Percentage of revenue 佔收入百分比
The largest customer	最大客戶	22.49%
The total of the five largest customers	五大客戶合計	66.98%

For the year ended 31 December 2016, the percentage of cost of services attributable to the Group's major suppliers and subcontractors is set out below:

		Cost of services percentage of total cost 服務成本佔總成本百分比
The largest supplier or subcontractor	最大供應商或分包商	9.51%
The total of the five largest suppliers or subcontractors	五大供應商或分包商合計	35.24%

None of the Directors, their close associates or any shareholder (which to the knowledge of the Directors owns more than 5% of the Company's share capital) had an interest in the major customers, major suppliers and major subcontractors noted above.

CONNECTED TRANSACTION AND CONTINUING CONNECTED TRANSACTION

During the year ended 31 December 2016, the Group had not entered into any connected transactions or continuing connected transactions that are not exempted under Rule 20.71 of the GEM Listing Rules.

SUFFICIENCY OF PUBLIC FLOAT

Based on information that is publicly available to the Company and to the best knowledge of the Directors, the Directors confirm that the Company maintained the public float as required under the GEM Listing Rules throughout the period from the Listing Date to 31 December 2016 and has continued to maintain such float as at the date of this report.

INTERESTS OF THE COMPLIANCE ADVISER

As at 31 December 2016, as notified by the compliance adviser of the Company, Ample Capital Limited ("Ample"), save as the compliance agreement dated 23 November 2016 entered between the Company and Ample, neither Ample, its directors, employees, and associates had any interest in relation to the Group which is required to be notified to the Company pursuant to Rule 6A.32 of the GEM Listing Rules.

CORPORATE GOVERNANCE

Details of the corporate governance of the Company are set out in the section headed "Corporate Governance Report" in this report on pages 18 to 27.

主要客戶及供應商或分包商

截至二零一六年十二月三十一日止年度，本集團主要客戶應佔的收入百分比載列如下：

截至二零一六年十二月三十一日止年度，本集團主要供應商及分包商應佔的服務成本百分比載列如下：

概無董事、彼等的緊密聯繫人或任何股東（就董事所知擁有本公司股本超過5%）於上述的主要客戶、主要供應商及主要分包商中擁有權益。

關連交易及持續關連交易

截至二零一六年十二月三十一日止年度，本集團並無訂立根據創業板上市規則第20.71條不可獲豁免的任何關連交易或持續關連交易。

充足公眾持股量

根據本公司可獲得之公開資料以及就董事所知，董事確認本公司於上市日期至二零一六年十二月三十一日期間保持創業板上市規則所規定之公眾持股量，並於本報告日期仍然維持該持股量。

合規顧問的權益

誠如本公司合規顧問豐盛融資有限公司（「豐盛」）所告知，於二零一六年十二月三十一日，除本公司與豐盛於二零一六年十一月二十三日訂立之合規顧問協議外，豐盛、其董事、僱員及聯繫人概無擁有根據創業板上市規則第6A.32條須知會本公司有關本集團的任何權益。

企業管治

本公司企業管治的詳情載於本年報第18頁至27頁「企業管治報告」一節。

ENVIRONMENTAL POLICIES

The Group and its activities are subject to requirements under various laws. The laws and regulations which have a significant impact on the Group include, among others, Air Pollution Control Ordinance (Chapter 311 of the Laws of Hong Kong), Air Pollution Control (Non-road Mobile Machinery) (Emission) Regulation (Chapter 311Z of the Laws of Hong Kong), Noise Control Ordinance (Chapter 400 of the Laws of Hong Kong), Water Pollution Control Ordinance (Chapter 358 of the Laws of Hong Kong), Waste Disposal Ordinance (Chapter 354 of the Laws of Hong Kong) and Public Health and Municipal Services Ordinance (Chapter 132 of the Laws of Hong Kong). The Group recognises the importance of environmental protection and has implemented various environmental protection measures in order to minimise the operation impact on the environment and natural resources.

COMPLIANCE WITH RELEVANT LAWS AND REGULATION

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, the Group has complied in material respects with the relevant laws and regulations that have a significant impact on the business and operation of the Company and its subsidiaries during the Financial Year 2016.

PERMITTED INDEMNITY PROVISIONS

Pursuant to the memorandum and article of association of the Company, the Directors and other officers, for the time being acting in relation to the affairs of the Company, shall be indemnified out of the assets the Company against all losses or liabilities incurred or sustained by his/her as a director, or other officer of the Company in defending any proceedings, whether civil or criminal in which judgement is given in his favour, or in which he is acquitted. Such permitted indemnity provision is currently in force and was in force throughout the financial year.

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 ended 31 December 2016.

AUDITOR

HLB Hodgson Impey Cheng Limited ("HLB") was appointed by the Directors as the auditor of the Company. HLB will retire, and being eligible, offer themselves for re-appointment at the forthcoming annual general meeting. A resolution for their re-appointment as auditor of the Company will be proposed at the forthcoming annual general meeting. The consolidated financial statements for the year ended 31 December 2016 have been audited by HLB.

EVENTS AFTER THE REPORTING PERIOD

There is no significant event after the reporting period of the Group.

By Order of the Board
Cheung Shek On
Chairman

Hong Kong, 22 March 2017

環保政策

本集團及其業務須遵守不同法律之規定，當中包括對本集團有重大影響的法律及法規（其中包括）：《空氣污染管制條例》（香港法例第311章）、《空氣污染管制（非道路移動機械）（排放）規例》（香港法例第311Z章）、《噪音管制條例》（香港法例第400章）、《水污染管制條例》（香港法例第358章）、《廢物處置條例》（香港法例第354章）及《公眾衛生及市政條例》（香港法例第132章）。本集團明瞭環境保護的重要性，並已推行多項環保措施，以減少營運對環保及天然資源造成的影響。

遵守相關法律及規例

就董事經作出一切合理查詢後所知、所悉及所信，本集團於二零一六年財政年度在各重大方面已遵守對本集團及其附屬公司業務及營運有重大影響的相關法律及規例。

獲准許彌償條文

根據本公司的組織章程大綱及細則，在本公司董事及其他高級職員就本公司事務行事而涉及但獲判勝訴或獲判無罪的民事或刑事法律程序中，均可自本公司資產中就彼作為董事或本公司其他高級職員因抗辯任何法律程序而產生或存在的所有損失或負債撥付彌償。有關獲准許彌償條文現時已生效及於整個財政年度有效。

管理合約

截至二零一六年十二月三十一日止年度，概無訂立或存在任何與本集團業務中全部或任何重大部分有關之管理及行政合約。

核數師

國衛會計師事務所有限公司（「國衛會計師事務所」）已獲董事委任為本公司核數師。國衛會計師事務所將於應屆股東週年大會上退任，惟合資格並願意重選連任。本公司將於應屆股東週年大會上提呈續聘國衛會計師事務所為本公司核數師之決議案。截至二零一六年十二月三十一日止年度之合併財務報表已由國衛會計師事務所審核。

報告期後事項

本集團於報告期後並無發生重大事項。

承董事會命
張錫安
主席

香港，二零一七年三月二十二日

Independent Auditors' Report

獨立核數師報告

TO THE SHAREHOLDERS OF SING ON HOLDINGS LIMITED
(Incorporated in the Cayman Islands with limited liability)

OPINION

We have audited the consolidated financial statements of Sing On Holdings Limited (the "Company") and its subsidiaries (collectively referred to as the "Group") set out on pages 47 to 95, which comprise the consolidated statement of financial position as at 31 December 2016, and the consolidated statement of profit or loss and other comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at 31 December 2016, and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards ("HKFRSs") issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA") and have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

BASIS FOR OPINION

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

KEY AUDIT MATTERS

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

致成安控股有限公司列位股東
(於開曼群島註冊成立的有限公司)

意見

吾等已審核載列於第 47 至 95 頁成安控股有限公司(「貴公司」)及其附屬公司(統稱「貴集團」)的綜合財務報表，該等綜合財務報表包括於二零一六年十二月三十一日的綜合財務狀況表與截至該日止年度的綜合損益及其他全面收益表、綜合權益變動表及綜合現金流量表，以及綜合財務報表的附註，包括主要會計政策概要。

吾等認為，綜合財務報表已根據香港會計師公會(「香港會計師公會」)頒佈的香港財務報告準則(「香港財務報告準則」)真實而公平地反映 貴集團於二零一六年十二月三十一日的綜合財務狀況以及其截至該日止年度的綜合財務表現及綜合現金流量，並已遵照香港公司條例的披露要求妥為編製。

意見的基礎

吾等根據香港會計師公會頒佈的香港審計準則(「香港審計準則」)進行審核。在該等準則下，吾等的責任在吾等的報告內核數師就審核綜合財務報表須承擔的責任一節進一步闡述。根據香港會計師公會的「專業會計師道德守則」(「守則」)，吾等獨立於 貴集團，並已遵循守則履行其他道德責任。吾等相信，吾等所獲得的審核憑證能充足及適當地為吾等的審核意見提供基礎。

關鍵審核事項

根據吾等的專業判斷，關鍵審核事項為吾等審核於本期間的綜合財務報表中最重要的事項。吾等在審核綜合財務報表及就此達致意見時處理此等事項，而不會就此等事項單獨發表意見。

Independent Auditors' Report

獨立核數師報告

Key audit matter	How our audit addressed the key audit matter	關鍵審核事項	吾等如何處理關鍵審核事項
<p>Accounting for construction contract revenue, gross profit and related receivables and liabilities</p> <p>We identified the revenue and profit recognition of contracting service and amounts due from customers for contract work as a key audit matter due to significant management judgements and estimation are required in the determination of the total outcome of the contracting service contracts as well as the percentage of completion of contracting service.</p>	<ul style="list-style-type: none"> • Reviewing the contract sum and budgeted costs to respective signed contracts and budgets prepared by management. • Understanding from management about how the budgets were prepared and the respective stage of completion were determined. • Reviewing the reasonableness of key judgements inherent in the budgets. • Obtaining the certificates issued by customers to evaluate the reasonableness of percentage of completion as at year end. • Assessing the reliability of the budgets by comparing the actual outcome against management's estimation of completed contracts on a sample basis. • Checking the amounts due from customers for contract work by agreeing the amount of progress billings, on a sample basis, to billings issued to customers. 	<p>建築合約收入、毛利及相關應收款項及負債的審核</p> <p>由於管理層須在釐定承包服務合約總結果及承包服務之完工百分比時作出重大判斷及估計，因此我們將確認承包服務之收入及利潤以及應收客戶之合約工程款項識別為關鍵審核事項。</p>	<ul style="list-style-type: none"> • 審閱合約總額和估計合約總成本至已簽訂合約及管理層已批准預算。 • 了解管理層如何籌備預算及釐定各個完成階段。 • 審閱預算內關鍵判斷的合理性。 • 獲取客戶出具的證書以評估截至年底的完工百分比的合理性。 • 對已完成的合約透過抽樣，比較實際結果與管理層的預計，以評估預算的可靠性。 • 透過抽樣，通過核對按進度應開給客戶的進度款和實際進度付款，以核查應收客戶之合約工程款項。

OTHER INFORMATION

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

其他資料

董事須對其他資料承擔責任。其他資料包括載於年報的所有資料，惟不包括綜合財務報表及吾等就此發出的核數師報告。

Independent Auditors' Report

獨立核數師報告

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

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

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

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

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

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

The Audit Committee is responsible for overseeing the Group's financial reporting process.

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

吾等對綜合財務報表作出的意見並無涵蓋其他資料，而吾等不會對其他資料發表任何形式的核證結論。

就吾等審核綜合財務報表而言，吾等的責任為閱讀其他資料，從而考慮其他資料是否與綜合財務報表或吾等在審核過程中獲悉的資料存在重大不符，或似乎存在重大錯誤陳述。

倘若吾等基於本核數師報告日期前所取得的其他資料進行的工作認為其他資料出現重大錯誤陳述，吾等須報告有關事實。就此，吾等毋須作出報告。

董事及審核委員會就綜合財務報表須承擔的責任

貴公司董事須負責根據香港會計師公會頒佈的香港財務報告準則及香港公司條例的披露要求，編製真實而公平地反映情況的綜合財務報表，及董事釐定對編製綜合財務報表屬必要的有關內部監控，以使該等綜合財務報表不會存在由於欺詐或錯誤而導致的重大錯誤陳述。

在編製綜合財務報表時，董事須負責評估 貴集團持續經營的能力，並披露與持續經營有關的事項（如適用）。除非董事擬將 貴集團清盤或停止營運，或除此之外並無其他實際可行的辦法，否則須採用以持續經營為基礎的會計法。

審核委員會負責監督 貴集團的財務報告流程。

核數師就審核綜合財務報表須承擔的責任

吾等的目標為合理確定此等綜合財務報表整體而言不會存在由於欺詐或錯誤而導致的重大錯誤陳述，並發出載有吾等意見的核數師報告。吾等僅向全體股東報告吾等之意見，不作其他用途。吾等概不就本報告的內容對任何其他人士負責或承擔任何責任。合理確定屬高層次的核證，惟根據香港審計準則進行的審核工作不能保證總能察覺所存在的重大錯誤陳述。錯誤陳述可因欺詐或錯誤產生，倘個別或整體在合理預期情況下可影響使用者根據綜合財務報表作出的經濟決定時，則被視為重大錯誤陳述。

Independent Auditors' Report

獨立核數師報告

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

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.
- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' 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 auditors' 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.

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.

在根據香港審計準則進行審計的過程中，吾等運用專業判斷，保持專業懷疑態度。吾等亦：

- 識別及評估由於欺詐或錯誤而導致綜合財務報表存在重大錯誤陳述的風險、設計及執行審計程序以應對該等風險，以及獲取充足和適當的審計憑證，作為吾等意見的基礎。由於欺詐可能涉及串謀、偽造、蓄意遺漏、虛假陳述或凌駕內部監控的情況，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監控，以設計適當的審計程序，惟並非旨在對 貴集團內部監控的有效性發表意見。
- 評估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，並根據所獲取的審計憑證，確定是否存在與事項或情況有關的重大不確定性，從而可能導致對 貴集團的持續經營能力產生重大疑慮。倘吾等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。倘有關披露不足，則修訂吾等意見。吾等結論乃基於截至核數師報告日期止所取得的審計憑證。然而，未來事項或情況可能導致 貴集團無法持續經營。
- 評估綜合財務報表的整體呈報方式、結構及內容，包括披露資料，以及綜合財務報表是否中肯反映相關交易和事項。
- 就 貴集團內實體或業務活動的財務資料獲取充足及適當的審計憑證，以便對綜合財務報表發表意見。吾等負責集團審計的方向、監督和執行。吾等為審核意見承擔全部責任。

吾等與審核委員會就(其中包括)審計的計劃範圍、時間安排及重大審計發現溝通，該等發現包括吾等在審計過程中識別的內部監控的任何重大缺失。

Independent Auditors' Report

獨立核數師報告

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

From the matters communicated with the Audit Committee, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditors' 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 director on the audit resulting in this independent auditors' report is Kwok Kin Leung.

HLB Hodgson Impey Cheng Limited

Certified Public Accountants

Kwok Kin Leung

Practising Certificate Number: P05769

Hong Kong, 22 March 2017

吾等亦向審核委員會作出聲明，指出吾等已符合有關獨立性的相關道德要求，並與彼等溝通可能被合理認為會影響吾等獨立性的所有關係及其他事宜，以及相關防範措施(如適用)。

從與審核委員會溝通的事項中，吾等釐定對本期綜合財務報表的審計至關重要的事項，因而構成關鍵審核事項。吾等在核數師報告中描述該等事項，除非法律或法規不允許公開披露該等事項，或在極端罕見的情況下，倘合理預期在吾等報告中溝通某事項造成的負面後果超出產生的公眾利益，則吾等決定不應在報告中傳達該事項。

出具本獨立核數師報告的審計項目董事為郭健樑。

國衛會計師事務所有限公司

執業會計師

郭健樑

執業證書編號：P05769

香港，二零一七年三月二十二日

Consolidated Statement of Profit or Loss and Other Comprehensive Income

綜合損益及其他全面收入表

For the year ended 31 December 2016 截至二零一六年十二月三十一日止年度

		Note	2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Revenue	收益	5	125,671	120,072
Cost of sales	銷售成本	6	(87,357)	(82,006)
Gross profit	毛利		38,314	38,066
Other income and net gains	其他收入及收益淨額	5	982	87
Administrative and other operating expenses	行政及其他經營開支	6	(32,543)	(19,999)
Operating profit	經營溢利		6,753	18,154
Finance costs	融資成本	9	(264)	(479)
Profit before income tax	除所得稅前溢利		6,489	17,675
Income tax expense	所得稅開支	10	(2,929)	(3,478)
Profit and total comprehensive income for the year attributable to owners of the Company	本公司持有人應佔年內溢利及全面收入總額		3,560	14,197
			HK cents	HK cents
			港仙	港仙
Basic and diluted earnings per share	每股基本及攤薄盈利	11	0.70	2.82

Details of dividends are disclosed in Note 13 to the consolidated financial statements.

股息詳情於綜合財務資料附註13披露。

The accompanying notes form an integral part of these consolidated financial statements.

隨附附註構成該等綜合財務報表的組成部分。

Consolidated Statement of Financial Position

綜合財務狀況表

As at 31 December 2016 於二零一六年十二月三十一日

	Note	2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
ASSETS			
Non-current assets			
Property, plant and equipment	14	10,597	7,188
Current assets			
Amounts due from customers for contract work	16	9,965	3,568
Trade and other receivables	17	42,215	32,708
Amount due from a director	18	-	6,568
Amount due from a related company	20	-	1,637
Cash and cash equivalents	21	60,828	19,985
		113,008	64,466
Total assets		123,605	71,654
EQUITY			
Equity attributable to owners of the Company			
Capital and reserves			
Share capital	22	6,720	1,348
Reserves		79,538	38,905
Total equity		86,258	40,253
LIABILITIES			
Non-current liabilities			
Borrowings	24	1,726	2,101
Provision for long service payments	25	768	858
Deferred taxation	26	816	589
		3,310	3,548
Current liabilities			
Amounts due to customers for contract work	16	212	174
Trade and other payables	27	26,368	18,433
Amounts due to directors	19	22	3,363
Borrowings	24	2,284	1,669
Tax payable		5,151	4,214
		34,037	27,853
Total liabilities		37,347	31,401
Total equity and liabilities		123,605	71,654
Net current assets		78,971	36,613
Total assets less current liabilities		89,568	43,801

The consolidated financial statements were approved and authorised for issue by the Board of Directors on 22 March 2017 and signed on its behalf by:

Cheung Shek On
張錫安
Director
董事

Chan Yuk Sing
陳玉成
Director
董事

綜合財務報表於二零一七年三月二十二日獲董事會批准及授權刊發，並由下列董事代表簽署：

The accompanying notes form an integral part of these consolidated financial statements.

隨附附註構成該等綜合財務報表的組成部分。

Consolidated Statement of Changes in Equity

綜合權益變動表

For the year ended 31 December 2016 截至二零一六年十二月三十一日止年度

		Attributable to owners of the Company				Total equity
		本公司持有人應佔				
		Share capital	Share premium	Merger reserve	Retained earnings	
		股本	股份溢價	合併儲備	保留盈利	總權益
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元
		(Note 22)				
		(附註22)				
Balance at 1 January 2015	於二零一五年一月一日的結餘	1,225	-	-	12,625	13,850
Profit and total comprehensive income for the year	年內溢利及全面收入總額	-	-	-	14,197	14,197
Interim dividend declared	宣派中期股息	-	-	-	(2,800)	(2,800)
Transfer to share capital upon the Transfer of Business	於業務轉讓時轉至股本	115	-	-	(115)	-
Shares issued	已發行股份	8	14,998	-	-	15,006
Balance at 31 December 2015	於二零一五年十二月三十一日的結餘	1,348	14,998	-	23,907	40,253
Balance at 1 January 2016	於二零一六年一月一日的結餘	1,348	14,998	-	23,907	40,253
Profit and total comprehensive income for the year	年內溢利及全面收入總額	-	-	-	3,560	3,560
Interim dividend declared	已宣派中期股息	-	-	-	(8,900)	(8,900)
Reorganisation	重組	(1,348)	(14,998)	16,313	-	(33)
Shares issued pursuant to the capitalisation issue	根據資本發行所發行的股份	5,040	(5,040)	-	-	-
Shares issued pursuant to the placing	根據配售所發行的股份	1,680	58,800	-	-	60,480
Shares issuance costs	股份發行成本	-	(9,102)	-	-	(9,102)
Balance at 31 December 2016	於二零一六年十二月三十一日的結餘	6,720	44,658	16,313	18,567	86,258

The accompanying notes form an integral part of these consolidated financial statements.

隨附附註構成該等綜合財務報表的組成部分。

Consolidated Statement of Cash Flows

綜合現金流量表

For the year ended 31 December 2016 截至二零一六年十二月三十一日止年度

		Note	2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Cash flows from operating activities	經營活動所得現金流量			
Net cash generated from operations	經營產生的現金淨額	28	1,590	8,989
Income tax paid	已付稅項		(1,765)	(1,653)
Net cash (used in)/generated from operating activities	經營活動(所用)/產生的現金淨額		(175)	7,336
Cash flows from investing activities	投資活動所得之現金流量			
Decrease/(Increase) in amount due from a related company	應收一間相關公司的款項減少/(增加)		1,637	(50)
Increase in amount due from a director	應收一名董事的金額增加		(949)	(2,331)
Purchases of property, plant and equipment	購買物業、廠房及設備		(3,729)	(2,872)
Net cash used in investing activities	投資活動所用現金淨額		(3,041)	(5,253)
Cash flows from financing activities	融資活動所得現金流量			
Proceeds from issue of shares	發行股份所得款項		–	15,006
Proceeds from share placing	股份配售所得款項		51,378	–
Dividends paid	已付股息		(1,400)	–
(Decrease)/Increase in amount due to a director	應付一名董事的金額(減少)/增加		(3,357)	996
Repayment of finance leases	償還融資租賃		(2,298)	(2,370)
Interest paid on finance leases	融資租賃的已付利息		(264)	(479)
Net cash generated from financing activities	融資活動所得現金淨額		44,059	13,153
Net increase in cash and cash equivalents	現金及現金等價物增加淨額		40,843	15,236
Cash and cash equivalents at beginning of year	年初現金及現金等價物		19,985	4,749
Cash and cash equivalents at end of year	年末現金及現金等價物		60,828	19,985
Analysis of cash and cash equivalents	現金及現金等價物分析			
Cash and cash equivalents	現金及現金等價物	21	60,828	19,985

The accompanying notes form an integral part of these consolidated financial statements.

隨附附註構成該等綜合財務報表的組成部分。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2016 截至二零一六年十二月三十一日止年度

1 GENERAL INFORMATION AND BASIS OF PRESENTATION

The Company was incorporated in the Cayman Islands on 5 January 2015 as an exempted company with limited liability under the Companies Law of the Cayman Islands and its shares have been listed on the Growth Enterprise Market (“GEM”) of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) with effect from 16 December 2016.

The address of the Company’s registered office is Clifton House, 75 Fort Street, PO Box 1350, Grand Cayman, KY1-1108, Cayman Islands and the Company’s principal place of business is Flat B, G/F, Fu Hop Factory Building, 209 and 211 Wai Yip Street Kwun Tong, Kowloon, Hong Kong. The Company is an investment holding company. The Group is principally engaged in the provision of concrete demolition services in Hong Kong and Macau mainly as a subcontractor.

Prior to the corporate reorganisation undertaken in preparation for the listing of the Company’s shares on the GEM of the Stock Exchange (the “Reorganisation”), the group entities were under the control of Mr. Cheung Shek On (“Mr. Cheung”) and Mr. Chan Yuk Sing (“Mr. Chan”). Through the Reorganisation, the Company became the ultimate holding company of the companies now comprising the Group on 22 November 2016. Accordingly, for the purpose of the preparation of the consolidated financial statements of the Group, the Company has been considered as the ultimate holding company of the companies now comprising the Group throughout the years presented. The Group comprising the Company and its subsidiaries resulting from the Reorganisation is regarded as a continuing entity. The Group was under the control of Mr. Cheung and Mr. Chan prior to and after the Reorganisation.

The consolidated financial statements have been prepared as if the Company had been the ultimate holding company of the Group throughout the years presented in accordance with Accounting Guideline 5 “Merger Accounting for Common Control Combinations” issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”). The consolidated statement of profit or loss and other comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows for the years presented, which include the results, changes in equity and cash flows of the companies now comprising the Group, have been prepared as if the current group structure had been in existence throughout the years presented, or since their respective dates of incorporation where this is a shorter period. The consolidated statement of financial position as at the 31 December 2015 has been prepared to present the assets and liabilities of the companies now comprising the Group as if the current group structure had been in existence at that dates taking into account the respective date of incorporation, where applicable.

1 一般資料及呈列基準

本公司於二零一五年一月五日根據開曼群島公司法在開曼群島註冊成立為獲豁免有限公司及其股份自二零一六年十二月十六日起在香港聯合交易所有限公司(「聯交所」)創業板(「創業板」)上市。

本公司註冊辦事處的地址為Clifton House, 75 Fort Street, P.O. Box 1350, Grand Cayman KY1-1108, Cayman Islands及本公司的總辦事處及主要營業地點的地址則為香港九龍觀塘偉業街209號及211號富合工廠大廈地下B室。本公司為一間投資控股公司。本集團主要以分包商身份在香港及澳門從事提供混凝土拆卸服務。

於本公司為籌備本公司股份於聯交所創業板上市進行重組(「重組」)前，本集團受張錫安先生(「張先生」)及陳玉成先生(「陳先生」)控制。透過重組，本公司於二零一六年十一月二十二日成為本集團現時旗下公司的最終控股公司。因此，就編製本集團的綜合財務資料而言，本公司於呈報年度被視為本集團現時旗下公司的最終控股公司。重組所產生由本公司及其附屬公司組成的本集團被視為一個持續經營實體。重組前後，本集團均受張先生及陳先生控制。

綜合財務資料乃假設本公司於呈報年度一直為本集團的最終控股公司，並根據香港會計師公會(「香港會計師公會」)頒佈的會計指引第5號「共同控制合併的合併會計法」予以編製。呈報年度的綜合損益及其他全面收入表、綜合權益變動表及綜合現金流量表(包括本集團現時旗下公司業務的業績、權益變動及現金流量)已予編製，猶如業務一直由本集團營運及現時的集團架構於呈報年度或自其各自註冊成立日期起(以較短期間者為準)已存在。於二零一五年十二月三十一日的綜合財務狀況表已予編製，以呈列本集團現時旗下公司的資產及負債，猶如現時的集團架構於該等日期(計及各自註冊成立日期(倘適用))已存在。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2016 截至二零一六年十二月三十一日止年度

1 GENERAL INFORMATION AND BASIS OF PRESENTATION (CONTINUED)

The consolidated financial statements are presented in Hong Kong dollars (“HK\$”), unless otherwise stated. These consolidated financial statements have been approved for issue by the Board of Directors on 22 March 2017.

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

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

2.1 Basis of presentation

The consolidated financial statements of the Company have been prepared in accordance with all applicable Hong Kong Financial Reporting Standards (“HKFRSs”) issued by the HKICPA. In addition, the consolidated financial statements include applicable disclosures required by the Rules Governing the Listing of Securities on the GEM of the Stock Exchange and by the Hong Kong Companies Ordinance. The consolidated financial statements have been prepared under the historical cost convention, except as otherwise stated in the accounting policies below.

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

1 一般資料及呈列基準 (續)

除非另有訂明，綜合財務資料以港元(「港元」)呈列。與本公司的功能貨幣相同。該等綜合財務報表於二零一七年三月二十二日獲董事會批准刊發。

2 主要會計政策概要

編製該等綜合財務資料所採納之主要會計政策載列如下。除非另有訂明，該等政策已貫徹應用於所有呈報年度。

2.1 呈列基準

本公司綜合財務資料乃按照香港會計師公會頒佈的所有適用香港財務報告準則(「香港財務報告準則」)編製。此外，綜合財務報表亦已包括聯交所創業板證券上市規則及香港公司條例之適用披露規定。除下文所載的會計政策另有所指外，綜合財務資料乃按歷史成本慣例編製。

根據香港財務報告準則編製財務資料須運用若干重要會計估計，亦要求管理層於應用本集團會計政策的過程中行使判斷。涉及高度判斷或高度複雜性的範疇，或對該綜合財務資料有重大影響的假設及估計的範疇於下文附註4中披露。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2016 截至二零一六年十二月三十一日止年度

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.1 Basis of presentation (continued)

2.1.1 Changes in accounting policy and disclosures

(a) New and amended standards adopted by the Group

HKFRSs (Amendments)	Annual Improvements 2012-2014 Cycle
Amendments to HKAS 1	Disclosure Initiative
Amendments to HKAS 16 and HKAS 38	Clarification of Acceptable Methods of Depreciation and Amortisation
Amendments to HKAS 16 and HKAS 41	Agriculture: Bearer Plants
Amendments to HKAS 27	Equity Method in Separate Financial Statements
Amendments to HKFRS 10, HKFRS 12 and HKAS 28	Investment Entities: Applying the Consolidation Exception
Amendments to HKFRS 11	Accounting for Acquisitions of Interests in Joint Operations
HKFRS 14	Regulatory Deferral Accounts

The adoption of these amendments and improvements to standards did not have significant impact on the results and financial position for the current and prior years.

(b) New and amended standards not yet adopted

The following new standards and amendments to standards relevant to the Group's operations have been issued and are effective for the financial year beginning 1 January 2017 or after and have not been early adopted.

HKFRS 9	Financial Instruments ²
HKFRS 15	Revenue from Contracts with Customers ³
HKFRS 16	Leases ³
Amendments to HKAS 7	Disclosure Initiative ¹
Amendments to HKAS 12	Recognition of Deferred Tax Assets for Unrecognised Losses ¹
Amendments to HKFRS 2	Classification and Measurement of Share-Based Payment Transactions ²
Amendments to HKFRS 4	Insurance Contracts ²
Amendments to HKFRS 10 and HKAS 28	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture ⁴
Amendments to HKFRS 15	Revenue from Contracts with Customers (Clarification of HKFRS 15) ³

2 主要會計政策概要(續)

2.1 呈列基準(續)

2.1.1 會計政策變動及披露

(a) 本集團採納的新訂及經修訂香港財務報告準則

香港財務報告準則(修訂本)	二零一二年至二零一四年週期之年度改進
香港會計準則第1號(修訂本)	披露措施
香港會計準則第16號及香港會計準則第38號(修訂本)	釐清折舊及攤銷之可接受方法
香港會計準則第16號及香港會計準則第41號(修訂本)	農業：生產性植物
香港會計準則第27號(修訂本)	獨立財務報表之權益法
香港財務報告準則第10號、香港財務報告準則第12號及香港會計準則第28號(修訂本)	投資實體：應用綜合賬目之例外情況
香港財務報告準則第11號(修訂本)	收購共同經營業務權益之會計法
香港財務報告準則第14號	監管遞延賬目

採納此等準則之修訂及改進並無對本年度與過往年度之業績及財務狀況構成重大影響。

(b) 並未採納的新訂及經修訂準則

本集團並未提早採納以下已於二零一七年一月一日起或其後的財政年度頒佈及生效並與本集團業務有關的新訂準則及準則修訂。

香港財務報告準則第9號	金融工具 ²
香港財務報告準則第15號	來自與客戶合約之收入 ²
香港財務報告準則第16號	租賃 ³
香港會計準則第7號(修訂本)	披露措施 ¹
香港會計準則第12號(修訂本)	就未變現虧損確認遞延稅項資產 ¹
香港財務報告準則第2號(修訂本)	分類及計量以股份為基礎的付款交易 ²
香港財務報告準則第4號(修訂本)	保險合約 ²
香港財務報告準則第10號及香港會計準則第28號(修訂本)	投資者與其聯營或合營企業之間的資產出售或出資 ⁴
香港財務報告準則第15號(修訂本)	來自與客戶合約之收入(香港財務報告準則第15號之澄清) ²

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2016 截至二零一六年十二月三十一日止年度

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.1 Basis of presentation (continued)

2.1.1 Changes in accounting policy and disclosures (continued)

(b) New and amended standards not yet adopted (continued)

- ¹ Effective for annual periods beginning on or after 1 January 2017, with earlier application permitted.
- ² Effective for annual periods beginning on or after 1 January 2018, with earlier application permitted.
- ³ Effective for annual periods beginning on or after 1 January 2019, with earlier application permitted.
- ⁴ Effective for annual periods beginning on or after a date to be determined.

HKFRS 15 Revenue from contracts with customers

HKFRS 15 deals with revenue recognition and establishes principles for reporting useful information to users of financial statements about the nature, amount, timing and uncertainty of revenue and cash flows arising from an entity's contracts with customers. Revenue is recognised when a customer obtains control of a good or service and thus has the ability to direct the use and obtain the benefits from the good or service. The standard replaces HKAS 18 Revenue and HKAS 11 Construction Contracts and related interpretations. The Group is assessing the impact of HKFRS 15; however, it is not practicable to provide a reasonable estimate of the effect until the Group performs a detailed review.

HKFRS 16 Leases

HKFRS 16 introduces a comprehensive model for the identification of lease arrangements and accounting treatments for both lessors and lessees. It distinguishes leases and service contracts on the basis of whether an identified asset is controlled by a customer. Subject to limited exceptions for short-term leases and low value assets, distinctions of operating and finance leases are removed for lessee accounting, and is replaced by a model where a right-of-use asset and a corresponding liability have to be recognised for all leases by lessees. However, the standard does not significantly change the accounting of lessors.

2 主要會計政策概要(續)

2.1 呈列基準(續)

2.1.1 會計政策變動及披露(續)

(b) 並未採納的新訂及經修訂準則(續)

- 1 於二零一七年一月一日或以後開始的年度期間生效，可提早應用。
- 2 於二零一八年一月一日或以後開始的年度期間生效，可提早應用。
- 3 於二零一九年一月一日或以後開始的年度期間生效，可提早應用。
- 4 於待定日期或以後開始的年度期間生效。

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號處理收益確認及確立向財務報表使用者報告有用資訊之原則，內容關於一個實體之客戶合約產生之收益及現金流之性質、金額、時間及不確定性。倘一名客戶取得貨品或服務之控制權及因而有能力指引貨品或服務之用途及由此取得利益，則確認收益。該準則取代香港會計準則第18號收益及香港會計準則第11號建築合約及與收益確認相關之詮釋。本集團正評估香港財務報告準則第15號之影響；然而，在本集團完成詳細檢閱前，對相關影響作出合理估計並不可行。

香港財務報告準則第16號租賃

香港財務報告準則第16號引進全面模式，以就出租人及承租人識別租賃安排及會計處理方法，當中按照所識別資產是否由客戶控制之基準，分辨租賃與服務合約。在短期租賃及低價值資產的有限例外情況規限下，已就租賃會計處理剔除經營與金融租賃之分辨，並以一項模式取代，該模式規定須就承租人的所有租賃確認資產使用權及相應責任。然而，該準則並無對出租人的會計處理作出重大改變。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2016 截至二零一六年十二月三十一日止年度

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.1 Basis of presentation (continued)

2.1.1 Changes in accounting policy and disclosures (continued)

(b) *New and amended standards not yet adopted (continued)*

Application of HKFRS 16 will result in the Group's recognition of right-of-use assets and corresponding liabilities in respect of many of the Group's lease arrangements. These assets and liabilities are currently not required to be recognised but certain relevant information is disclosed as commitments to these consolidated financial statements. The directors of the Company anticipate that the application of HKFRS 16 in the future will have an impact on the Group's financial statements; however, it is not practicable to provide a reasonable estimate of the effect until the Group performs a detailed review.

The directors of the Company anticipate that the application of the other new standards and amendments will have no material impact on the consolidated financial statements of the Group.

2.2 Subsidiaries

2.2.1 Consolidation

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

2 主要會計政策概要(續)

2.1 呈列基準(續)

2.1.1 會計政策變動及披露(續)

(b) *並未採納的新訂及經修訂準則(續)*

應用香港財務報告準則第16號將導致本集團須就本集團眾多租賃安排確認資產使用權及相應責任。此等資產及負債現時毋須確認，惟須披露若干相關資料，作為此等財務資料之承擔。本公司董事預期，日後應用香港財務報告準則第16號會對本集團之財務報表產生影響；然而，在本集團完成詳細檢閱前，對相關影響作出合理估計並不可行。

本公司董事預期應用其他等新訂準則及修訂將不會對本集團財務資料造成重大影響。

2.2 附屬公司

2.2.1 綜合

附屬公司為本集團對其擁有控制權之所有實體(包括結構實體)。當本集團可對實體行使權力；通過參與實體之業務而承擔或有權享有可變回報；及有能力通過對實體運用權力而影響該等回報，本集團即可控制實體。附屬公司自控制權轉移至本集團當日全面綜合入賬，並自終止控制當日不再綜合入賬。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2016 截至二零一六年十二月三十一日止年度

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.2 Subsidiaries (continued)

2.2.1 Consolidation (continued)

(a) Business combinations

Except for the Reorganisation, the Group uses the acquisition method of accounting to account for business combinations. The consideration transferred for the acquisition of a subsidiary is the fair values of the assets transferred, the liabilities incurred to the former owners of the acquiree and the equity interests issued by the Group. The consideration transferred includes the fair value of any asset or liability resulting from a contingent consideration arrangement. Acquisition-related costs are expensed as incurred. Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are measured initially at their fair values at the acquisition date.

The Group recognises any non-controlling interest in the acquiree on an acquisition-by-acquisition basis either at fair value or at the non-controlling interest's proportionate share of the recognised amount of the acquiree's identifiable net assets.

The excess of the consideration transferred, the amount of any non-controlling interest in the acquiree and the acquisition-date fair value of any previous equity interest in the acquiree over the fair value of the identifiable net assets acquired is recorded as goodwill. If the total of consideration transferred, non-controlling interest recognised and previously held interest measured is less than the fair value of the net assets of the subsidiary acquired in the case of a bargain purchase, the difference is recognised directly in the profit or loss.

Inter-company transactions, balances and unrealised gains on transactions between group companies are eliminated. Unrealised losses are also eliminated. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the Group.

2 主要會計政策概要(續)

2.2 附屬公司(續)

2.2.1 綜合(續)

(a) 業務合併

除重組外，本集團以會計收購法將業務合併入賬。就收購附屬公司所轉讓代價乃本集團轉讓資產、對前擁有人產生之負債及發行股本權益之公平值。所轉讓之代價包括或然代價安排產生之任何資產或負債之公平值。有關收購的費用於產生時支銷。業務合併時收購的可識別資產以及承擔的負債及或然負債最初按收購日期的公平值計量。

根據逐項收購基準，本集團按公平值或非控股權益應佔所收購公司資產淨值的比例確認任何於所收購公司之非控股權益。

所轉讓代價、所收購公司之任何非控股權益金額，以及過往於所收購公司的任何權益在收購日期之公平值超出所收購可識別資產淨值之公平值之差額記錄為商譽。在議價購買之情況下，倘所轉讓代價、已確認之非控股權益金額以及過往持有的任何權益總額低於所收購附屬公司資產淨值之公平值，則該差額直接於損益賬內確認。

本集團內公司間交易、交易結餘及未變現收益予以對銷。未變現虧損亦予以對銷。附屬公司的會計政策已按需要作出改變，以確保與本集團採納的政策保持一致。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2016 截至二零一六年十二月三十一日止年度

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.2 Subsidiaries (continued)

2.2.1 Consolidation (continued)

(b) Transaction with non-controlling interests

The Group treats transactions with non-controlling interests as transactions with equity owners of the Group. For purchases from non-controlling interests, the difference between any consideration paid and the relevant share acquired of the carrying value of net assets of the subsidiary is recorded in equity. Gains or losses on disposals to non-controlling interests are also recorded in equity.

When the Group ceases to have control or significant influence, any retained interest in the entity is remeasured to its fair value, with the change in carrying amount recognised in profit or loss. The fair value is the initial carrying amount for the purposes of subsequently accounting for the retained interest as an associate, joint venture or financial asset. In addition, any amounts previously recognised in other comprehensive income in respect of that entity are accounted for as if the Group had directly disposed of the related assets or liabilities. This may mean that amounts previously recognised in other comprehensive income are reclassified to profit or loss.

2.2.2 Separate financial statements

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

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

2 主要會計政策概要(續)

2.2 附屬公司(續)

2.2.1 綜合(續)

(b) 非控股權益之交易

本集團將與非控股權益的交易視為與集團權益持有人的交易。如向非控股權益購買，任何已付代價與相關應佔附屬公司資產淨值的賬面值之間的差異於權益列賬。出售予非控股權益之收益或虧損亦於權益列賬。

當本集團對不再擁有實體控制權或重大影響力，則於實體的任何保留權益按公平值計量，賬面值的改變於損益賬確認。公平值是初始賬面值，使保留權益隨後作為一家聯營公司、合營企業或金融資產入賬。此外，任何有關該實體之前在其他全面收益確認的金額，猶如本集團直接出售相關的資產或負債入賬。這意味着之前在其他全面收益確認的金額可能重新歸類至損益賬。

2.2.2 獨立財務報表

於附屬公司之投資乃按成本扣除減值入賬。成本包括投資的直接應佔成本。本公司按已收股息及應收款項的基準將附屬公司的業績入賬。

倘股息超過附屬公司在宣派股息期間的全面收益總額，或獨立財務報表中的投資賬面值超過被投資公司淨資產(包括商譽)的合併財務報表賬面值，則於收到於附屬公司之投資的股息時，須就該等投資進行減值測試。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2016 截至二零一六年十二月三十一日止年度

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.3 Merger accounting for common control combinations

The consolidated financial statements incorporate the financial statements items of the combining entities or businesses in which the common control combination occurs as if they had been combined from the date when the combining entities or businesses first came under the control of the controlling party.

The net assets of the combining entities or businesses are consolidated using the existing book values from the controlling party's perspective. No amount is recognised in respect of goodwill or excess of acquirer's interest in the net fair value of acquiree's identifiable assets, liabilities and contingent liabilities over cost at the time of common control combination, to the extent of the continuation of the controlling party's interest.

The combined statement of profit or loss and other comprehensive income includes the results of each of the combining entities or businesses from the earliest date presented or since the date when the combining entities or businesses first came under the common control, where this is a shorter period, regardless of the date of the common control combination.

The comparative amounts in the consolidated financial statements are presented as if the entities or businesses had been combined at the end of the previous reporting period or when they first came under common control, whichever is shorter.

2.4 Segment reporting

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

2 主要會計政策概要(續)

2.3 共同控制合併之合併會計法

當共同控制合併發生時，綜合財務報表包括合併實體或業務的財務報表，就如同合併實體或業務在首次處於控制方的控制下就已經合併。

從控制方的角度，合併實體或業務的淨資產以現有賬面值合併。在控制方之權益持續之情況下，在共同控制合併中產生的商譽或收購方應佔被收購方可識別資產、負債及或然負債的公平值超過於共同控制合併時之收購成本的金額不予確認。

合併損益及其他全面收入表包括合併實體或業務各自所呈列的最早日期或自合併實體或業務開始受到共同控制的日期以來(以比較短期間為準，無須考慮共同控制合併的日期)的業績。

綜合財務資料中的比較金額，乃猶如該等實體或業務於上一報告期末或業務首次受共同控制(以較短者為準)已進行合併而呈列。

2.4 分部報告

營運分部的呈報方式與向主要經營決策者提供的內部報告一致。制定策略性決定的指導委員會為主要經營決策者，負責分配資源及評估營運分部表現。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2016 截至二零一六年十二月三十一日止年度

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.5 Foreign currency translation

(a) Functional and presentation currency

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

(b) Transactions and balances

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

Foreign exchange gains and losses are presented in the consolidated statement of profit or loss and other comprehensive income within "Other income and net gains".

(c) Group companies

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

- (i) assets and liabilities for each statement of financial position presented are translated at the closing rate at the end of that reporting period;

2 主要會計政策概要(續)

2.5 匯兌換算

(a) 功能及呈列貨幣

本集團各實體財務報表內所包括項目，均利用該實體經營的主要經濟環境的貨幣（「功能貨幣」）計量。綜合財務資料以港元呈列，港元為本公司之功能貨幣以及呈列貨幣。

(b) 交易及結餘

外幣交易均按交易日期或重新計量項目的估值日期通行的匯率換算為功能貨幣。因有關交易結算及以外幣計值的貨幣資產及負債按年末匯率換算而產生的外匯損益均於損益及其他全面收入表確認。

匯兌盈利及虧損呈列於綜合損益及其他全面收入表「其他收入及收益淨額」內。

(c) 集團公司

功能貨幣與呈列貨幣不同的所有集團實體（有關貨幣的經濟概無出現惡性通脹）的業績及財務狀況，均按以下方法換算為呈列貨幣：

- (i) 呈列於每份財務狀況表的資產及負債，均以報告期末的收市匯率換算；

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2016 截至二零一六年十二月三十一日止年度

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.5 Foreign currency translation (continued)

(c) Group companies (continued)

- (ii) income and expenses for each statement of profit or loss and other comprehensive income are translated at average exchange rates (unless this average is not a reasonable approximation of the cumulative effect of the rates prevailing on the transaction dates, in which case income and expenses are translated at the rate on the dates of the transactions); and
- (iii) all resulting currency translation differences are recognised in other comprehensive income.

Goodwill and fair value adjustments arising on the acquisition of a foreign entity are treated as assets and liabilities of the foreign entity and translated at the closing rate. Currency translation differences arising are recognised in other comprehensive income.

2.6 Property, plant and equipment

The property, plant and equipment are stated at historical cost less accumulated depreciation and accumulated impairment losses, if any. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

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

Depreciation on property, plant and equipment is calculated using the straight-line method to allocate their cost to their residual values over their estimated useful lives or lease term, where applicable, as follows:

– Plant and machinery	25%
– Furniture and fixtures	20%
– Office equipment	20%
– Motor vehicles	20%

2 主要會計政策概要(續)

2.5 匯兌換算(續)

(c) 集團公司(續)

- (ii) 每份損益及其他全面收益表的收入及支出，均按平均匯率換算(惟該平均值並非有關交易日通行匯率累積影響的合理近似值則作別論，在此情況收入及支出均按交易日匯率換算)；及
- (iii) 所有最終匯兌差額於其他全面收益內確認。

因收購海外實體而產生之商譽及公平值調整，均作為有關海外實體之資產與負債，並按收市匯率折算。外幣折算差額於其他全面收入內確認。

2.6 物業、廠房及設備

物業、廠房及設備乃按歷史成本減累計折舊及累計減值虧損(如有)後列賬。歷史成本包括收購該等項目直接產生的開支。

僅當與項目相關的未來經濟利益將會流入本集團，且項目的成本能夠可靠計量時，其後成本方會計入資產賬面值或確認為一項獨立資產(倘適用)。重置部分的賬面值不予以確認。所有其他維修及保養成本於其產生的財政期間計入損益。

物業、廠房及設備的折舊乃按其估計可使用年期或租賃期(倘適用)以直線法分配其成本至其剩餘價值，計算如下：

廠房及機器	25%
傢俱及裝置	20%
辦公室設備	20%
汽車	20%

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For the year ended 31 December 2016 截至二零一六年十二月三十一日止年度

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.6 Property, plant and equipment (continued)

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

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount.

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

2.7 Impairment of non-financial assets

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

2.8 Leases

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

The Group leases certain property, plant and equipment. Leases of property, plant and equipment where the Group has substantially all the risks and rewards of ownership are classified as finance leases. Finance leases are capitalised at the lease's commencement at the lower of the fair value of the leased property, plant and equipment and the present value of the minimum lease payments.

2 主要會計政策概要(續)

2.6 物業、廠房及設備(續)

資產的剩餘價值及可使用年期在各報告期末進行檢討，並在適當時予以調整。

倘資產的賬面值高於其估計可收回金額，其賬面值即時撇減至其可收回金額。

出售時的盈虧通過比較所得款項與賬面值而釐定，並在綜合損益及其他全面收入表中確認。

2.7 非金融資產的減值

擁有無限可使用年期的無形資產毋須攤銷，惟須於每年進行減值測試。對進行攤銷或折舊的無形資產，當任何事件發生或環境變化預示其賬面值無法收回時，會對該等資產進行減值測試。若某項資產的賬面值超過其可收回金額，則會就其差額確認減值虧損。資產的可收回金額為公平值減出售成本與其可使用價值中較高者。評估減值時，資產按可單獨分辨的最小現金流量產生單位予以分類。出現減值的非金融資產(商譽除外)於各報告日期審閱是否能撥回減值。

2.8 租賃

倘租賃擁有權的重大部分風險和回報由出租人保留，分類為經營租賃。根據經營租賃支付的款項(扣除自出租人收取的任何獎勵措施後)於租賃期內以直線法在綜合損益及其他全面收入表支銷。

本集團租賃若干物業、廠房及設備。倘本集團大致上承受擁有權的所有風險及回報，則物業、廠房及設備的租賃歸類為融資租賃。融資租賃在租賃開始時，按租賃物業、廠房及設備的公平值或最低租賃付款現值兩者之中較低者資本化。

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2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.8 Leases (continued)

Each lease payment is allocated between the liability and finance charges. The corresponding rental obligations, net of finance charges, are included in other short-term and other long-term payables. The interest element of the finance cost is charged to the consolidated statement of profit or loss and other comprehensive income over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period. The property, plant and equipment acquired under finance lease is depreciated over the shorter of the useful life of the asset and the lease term.

2.9 Construction contracts in progress

Construction work-in-progress is valued at cost incurred plus an appropriate proportion of profits after deducting progress payments and allowances for foreseeable losses. Cost comprises construction material costs, labour and overheads expenses incurred in bringing the work-in-progress to its present condition.

The Group presents as an asset the amount due from customers for contract work for all contracts in progress for which costs incurred plus recognised profits (less recognised losses) exceed progress billings. Progress billings not yet paid by customers and retention are included within trade and retention receivables. The Group presents as a liability the amount due to customers for contract work for all contracts in progress for which progress billings exceed costs incurred plus recognised profits (less recognised losses).

2.10 Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. They are included in current assets, except for maturities greater than 12 months after the end of the reporting period. These are classified as non-current assets. The Group's loans and receivables comprise "trade and other receivables", "amount due from a director", "amount due from a related company" and "cash and cash equivalents" in the consolidated statement of financial position.

2 主要會計政策概要(續)

2.8 租賃(續)

各項租金均分攤為負債及財務支出。相應租賃責任在扣除財務支出後計入其他短期及其他長期應付款項。財務成本的利息部分於租賃期內在合併損益及其他全面收入表中支銷，以計算出各期間剩餘負債的固定周期利率。根據融資租賃而獲得的物業、廠房及設備按資產的使用年期或租賃期兩者之中較短者進行折舊。

2.9 未完成工程合約

在建工程按已產生成本加適當比例的利潤(經扣除進度款及可預見虧損撥備)列值。成本包括令在建工程達至現況產生的建築材料成本、勞工及日常管理開支。

就所有未完成合約而言，倘其已產生的成本加已確認的溢利(減已確認虧損)超過工程進度收款，則本集團將應收客戶合約工程款項呈列為資產。客戶未支付的工程進度收款及保固金計入應收款項及應收保固金。就所有未完成合約而言，倘其工程進度收款超過已產生的成本加已確認的溢利(減已確認虧損)，則本集團將應付客戶合約工程款項呈列為負債。

2.10 貸款及應收款項

貸款及應收款項為於活躍市場並無報價的固定或可予釐定付款的非衍生金融資產。該等款項計入流動資產，惟報告期結束後超過12個月償付或預期將予償付之款項除外。此等貸款及應收款項被列為非流動資產。本集團的貸款及應收款項包括綜合財務狀況表內的「貿易及其他應收款項」、「應收一名董事款項」、「應收一間關連公司款項」及「現金及現金等價物」。

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2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.11 Impairment of financial assets

The Group assesses at the end of each reporting period whether there is objective evidence that a financial asset or group of financial assets is impaired. A financial asset or a group of financial assets is impaired and impairment losses are incurred only if there is objective evidence of impairment as a result of one or more events that occurred after the initial recognition of the asset (a "loss event") and that loss event (or events) has an impact on the estimated future cash flows of the financial asset or group of financial assets that can be reliably estimated.

Evidence of impairment may include indications that the debtors or a group of debtors is experiencing significant financial difficulty, default or delinquency in interest or principal payments, the probability that they will enter bankruptcy or other financial reorganisation, and where observable data indicate that there is a measurable decrease in the estimated future cash flows, such as changes in arrears or economic conditions that correlate with defaults.

For loans and receivables category, the amount of the loss is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows (excluding future credit losses that have not been incurred) discounted at the financial asset's original effective interest rate. The carrying amount of the asset is reduced and the amount of the loss is recognised in profit or loss.

If, in a subsequent period, the amount of the impairment loss decreases and the decrease can be related objectively to an event occurring after the impairment was recognised (such as an improvement in the debtor's credit rating), the reversal of the previously recognised impairment loss is recognised in profit or loss.

2.12 Trade and other receivables

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

Trade and other receivables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method, less provision for impairment.

2 主要會計政策概要(續)

2.11 金融資產的減值

本集團於各報告期末評估有否客觀證據證明一項金融資產或一組金融資產已減值。當有客觀證據顯示於初步確認資產後曾發生一宗或多宗導致減值的事件(「虧損事件」)，而該宗或該等虧損事件對該項金融資產或該組金融資產的估計未來現金流量造成影響且能夠可靠估計，則該項金融資產或該組金融資產已減值及產生減值虧損。

資產減值的證據可能包括債務人或一群債務人正在經歷重大財務困難、拖欠或逾期未支付利息或本金、其有可能陷入破產或進行其他財務重組，以及可觀察數據顯示，估計未來現金流量出現可計量的減少，如與違約有關的欠款或經濟狀況的變化等。

就貸款及應收款項類別而言，虧損金額乃根據資產賬面值與按金融資產原實際利率折現而估計未來現金流量(不包括尚未產生的未來信貸虧損)的現值兩者的差額計量。資產賬面值將予削減，而虧損金額則在損益確認。

倘減值虧損數額於往後期間減少，而此項減少可客觀地與確認減值後發生的事件(例如債務人的信用評級有所改善)有關連，則先前已確認的減值虧損可在損益撥回。

2.12 貿易及其他應收款項

應收款項為就於日常業務過程中提供服務而應收客戶的款項。倘預期貿易及其他應收款項可於一年或以內(或倘時間較長，則於正常營運週期內)收回，則分類為流動資產，否則呈列為非流動資產。

貿易及其他應收款項初步按公平值確認，而其後則採用實際利率法按攤銷成本減減值撥備計量。

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2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.13 Cash and cash equivalents

In the consolidated statement of cash flows, cash and cash equivalents includes cash on hand, deposits held at call with banks, other short-term highly liquid investments with original maturities of three months or less, and bank overdrafts (if any).

2.14 Share capital

Ordinary shares are classified as equity.

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

2.15 Trade and other payables

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

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

2.16 Borrowings

Borrowings are classified as current liabilities unless the Group has an unconditional right to defer settlement of the liability for at least 12 months after the end of the reporting period.

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

2.17 Borrowing costs

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

Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation.

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

2 主要會計政策概要(續)

2.13 現金及現金等價物

在綜合現金流量表內，現金及現金等價物包括手頭現金、可隨時提取的銀行存款、原到期日不超過三個月或其他高流動性短期投資及銀行透支(倘有)。

2.14 股本

普通股被分類為權益。

直接歸屬於發行新股或期權的新增成本在權益中列為所得款的減少(扣除稅項)。

2.15 貿易及其他應付款項

貿易應付款項為在日常經營活動中向供應商購買商品或服務而應支付的債務。倘貿易及其他應付款項的支付日期在一年或以內(如仍在正常經營周期中，則可較長時間)，其將會分類為流動負債；否則，分類為非流動負債。

貿易及其他應付款項初始按公平值確認，其後利用實際利率法按攤銷成本計量。

2.16 借貸

除非本集團可無條件將負債的結算遞延至報告期末後最少12個月，否則借貸分類為流動負債。

借貸初始按公平值並扣除所產生的交易費用後確認。借貸其後以攤銷成本列賬。所得款(扣除交易成本)與贖回值之任何差額利用實際利率法於借貸期內在損益確認。

2.17 借貸成本

直接歸屬於收購、興建或生產合資格資產(指必須經一段長時間處理以作其預定用途或銷售的資產)的一般及特定借貸成本，加入該等資產的成本內，直至資產大致上備妥供其預定用途或銷售為止。

特定借貸於撥作符合條件資產的支出前用作短暫投資所賺取的投資收入，會自撥作資本的借貸成本中扣除。

所有其他借貸成本於其產生期間於損益確認。

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2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.18 Current and deferred income tax

The tax expense for the period comprises current and deferred tax. Tax is recognised in the profit or loss, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case, the tax is also recognised in other comprehensive income or directly in equity, respectively.

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

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

Deferred income tax assets are recognised only to the extent that it is probable that future taxable profit will be available against which the temporary differences can be utilised.

Deferred income tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets against current tax liabilities and when the deferred income taxes assets and liabilities relate to income taxes levied by the same taxation authority on either the taxable entity or different taxable entities where there is an intention to settle the balances on a net basis.

2 主要會計政策概要(續)

2.18 即期及遞延所得稅

本期間稅項開支包括即期及遞延稅項。稅項於損益中確認，但與其他全面收益中或直接在權益中確認的項目有關者除外。在該情況下，稅項亦分別於其他全面收益或直接在權益中確認。

即期所得稅開支按本集團營運及產生應課稅收入的國家於各報告期末在該等國家已頒佈或實質上已頒佈的稅務法例計算。管理層就適用稅務法例詮釋所規限的情況定期評估報稅表的狀況，並在適用情況下根據預期須向稅務機關支付的稅款設定撥備。

遞延所得稅利用負債法確認資產和負債的稅基與資產和負債在綜合財務資料的賬面值的差額而產生的暫時性差異。然而，倘遞延稅項負債來自在交易(不包括業務合併)中對資產或負債的初始確認，而在交易時不影響會計損益或應課稅溢利或虧損，則不作記賬。遞延所得稅採用在各報告期末已頒佈或實質上已頒佈且在有關的遞延所得稅資產變現或遞延稅項負債結算時預期將適用的稅率(及法例)釐定。

遞延所得稅資產僅就很可能有未來應課稅溢利而就此可使用的暫時性差異確認。

當有法定可執行權力將當期稅項資產與當期稅務負債抵銷，且遞延所得稅資產和負債涉及由同一稅務機關對應課稅主體或不同應課稅主體但有意向以淨額基準結算所得稅結餘時，則可將遞延所得稅資產與負債互相抵銷。

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2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.19 Employee benefits

(i) Employee leave entitlements

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

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

(ii) Retirement benefits

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

(iii) Termination benefits

Termination benefits are payable when employment is terminated by the Group before the normal retirement date, or whenever an employee accepts voluntary redundancy in exchange for these benefits. The Group recognises termination benefits when it is demonstrably committed to a termination when the entity has a detailed formal plan to terminate the employment of current employees without possibility of withdrawal. In the case of an offer made to encourage voluntary redundancy, the termination benefits are measured based on the number of employees expected to accept the offer. Benefits falling due more than 12 months after the end of each reporting period are discounted to present value.

(iv) Bonus plans

The Group recognises a liability and an expense for bonuses when the Group has a present legal or constructive obligation as a result of services rendered by employees and a reliable estimate of such obligation can be made.

2 主要會計政策概要(續)

2.19 僱員福利

(i) 僱員應享假期

僱員應享的年假會於僱員放假時予以確認。本公司會就因直至各報告期僱員提供服務而估計應享的年假作出撥備。

僱員應享的病假及分娩假期於放假時予以確認。

(ii) 退休福利

本集團營辦一項定額供款計劃，並以強制性、合約性或自願性方式向私人管理的退休金保險計劃支付供款。本集團作出供款後，即無進一步付款責任。供款在到期時確認為僱員福利開支。預付供款在有現金退款或未來付款減少的情況下確認為資產。

(iii) 離職福利

離職福利於僱員在正常退休日前被本集團終止聘用或僱員接受自願離職以換取此等福利時支付。本集團於能證明實體有一項詳細而正式的計劃終止僱用現有僱員而並無撤回可能的承諾時，確認離職福利。在提出要約以鼓勵自願離職的情況下，離職福利乃根據預期接受要約的僱員人數計量。在各報告期末後超過 12 個月到期支付的福利會貼現為現值。

(iv) 花紅計劃

本集團因僱員提供服務而負上現有法定或推定責任以及相關責任能可靠地估計時就花紅確認負債及開支。

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2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.20 Provisions

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

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

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

2.21 Contingent liabilities and contingent assets

A contingent liability is a possible obligation that arises from past events and whose existence will only be confirmed by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Group. It can also be a present obligation arising from past events that is not recognised because it is not probable that outflow of economic resource will be required or the amount of obligation cannot be measured reliably.

A contingent liability is not recognised but is disclosed in the notes to the consolidated financial statements. When a change in the probability of an outflow occurs so that outflow is probable, it will then be recognised as a provision.

A contingent asset is a possible asset that arises from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain events not wholly within the control of the Group.

Contingent assets are not recognised but are disclosed in the notes to the consolidated financial statements when an inflow of economic benefits is probable. When inflow is virtually certain, an asset is recognised.

2 主要會計政策概要(續)

2.20 撥備

倘本集團因過往事件須即時負上法定或推定責任；資源或須流出以履行有關責任；以及相關金額能可靠估計時，則會確認撥備。至於未來的營運虧損則不會確認撥備。

倘出現多項類似責任，經由考慮整體責任類別釐定清償責任會否導致資源流出。即使同類責任內，任何一個項目導致資源流出的可能性不大，仍會確認撥備。

撥備以稅前利率按照預期需清償有關責任的開支的現值計量，該利率反映當前市場對金錢時間值及有關責任特定風險的評估。隨著時間過去而增加的撥備確認為利息開支。

2.21 或然負債及或然資產

或然負債指由於過往事件而可能產生的責任，此等責任最終會否形成乃取決於一宗或多宗日後或會(或不)發生且並非本集團可完全控制的不確定事件，方能確定。或然負債亦可能是因為已發生的事件而引致的現有責任，但由於可能不需要流出經濟資源，或責任金額未能可靠地衡量而未有確認。

或然負債並不確認，惟在綜合財務資料附註中披露。倘流出資源的可能性有變而導致可能出現資源流出時，此等負債將確認為撥備。

或然資產乃指因過往事件而可能擁有之資產，及其存在性只可於本集團不能完全控制的一件或多件不能確定的未來事件出現或不出現時確定。

或然資產未予確認，惟於經濟利益流入的可能性存在時披露於綜合財務資料附註內。當經濟利益流入可實質確定，資產將予確認。

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2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.22 Revenue recognition

Revenue comprises the fair value of the consideration received or receivables for the sale of services in the ordinary course of the Group's activities. Revenue is shown after eliminating sales within the Group.

(a) Provision of concrete demolition service

Revenue from provision of concrete demolition services is recognised based on the stage of completion of the jobs, provided that the stage of jobs completion and the gross billing value of the jobs can be measured reliably. Progress billing is made according to the stage of job completion by reference to the work done as reviewed and approved by the customers.

Variations in contract work, claims and incentive payments are included in contract revenue to the extent that they have been agreed with the customer and are capable of being reliably measured.

(b) Interest income

Interest income is recognised on a time proportion basis using the effective interest method.

2.23 Related parties

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

- (a) the party is a person or a close member of that person's family and that person:
 - (i) has control or joint control of the Group;
 - (ii) has significant influence over the Group; or
 - (iii) is a member of the key management personnel of the Group or of a parent of the Group.

Or;

2 主要會計政策概要(續)

2.22 收益確認

收益包括本集團日常業務過程中銷售服務已收或應收代價的公平值。收益於與本集團內部銷售抵銷後入賬。

(a) 提供混凝土拆卸服務

提供混凝土拆卸服務的收益乃根據工程完成的程度確認入賬，惟工程的完成程度及工程的總賬單值必須能可靠計量。進度收費乃參照客戶審批的已完成工程，根據完工階段釐定。

合約工程修改、申索及獎勵金計入合約收益，以已與客戶協定且能可靠計量者為限。

(b) 利息收入

利息收入採用實際利息法按時間比例基準確認入賬。

2.23 關連方

有關人士在下列情況下被視為與本集團有關連：

- (a) 該方為該名人士家族的人士或直系親屬，而該名人士：
 - (i) 對本集團擁有控制權或共同控制權；
 - (ii) 對本集團擁有重大影響力；或
 - (iii) 為本集團或本集團母公司的主要管理層成員。

或；

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2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.23 Related parties (continued)

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

2.24 Dividend distribution

Dividend distribution to the Company's shareholders is recognised as a liability in the Group's and the Company's consolidated financial statements in the period in which the dividends are declared by the directors in case of interim dividends or approved by the Company's shareholders in case of final dividends.

2 主要會計政策概要(續)

2.23 關連方(續)

- (b) 倘任何以下條件適用，則某該方為一實體：

- (i) 該實體及本集團為同一集團的成員公司；
- (ii) 一實體為另一實體的聯營公司或合營企業(或另一實體的母公司、附屬公司或同係附屬公司)；
- (iii) 該實體及本集團均為同一第三方的合營企業；
- (iv) 一實體為一第三間實體的合營企業，而另一實體為該第三間實體的聯營公司；
- (v) 該實體為本集團或與本集團有關連的實體的僱員利益而設的離職後福利計劃；
- (vi) 該實體受(a)所識別人士控制或共同控制；
- (vii) (a)(i)所識別的人士對該實體行使重大影響力，或為該實體(或該實體的母公司)的主要管理人員；及
- (viii) 該實體或其任何集團成員公司提供主要管理人員服務予本集團或本集團之母公司。

2.24 股息分派

向本公司股東所派發的股息在股息獲董事宣派(就中期股息而言)或獲本公司股東批准(就末期股息而言)期間，在本集團及本公司的綜合財務資料確認為負債。

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綜合財務報表附註

For the year ended 31 December 2016 截至二零一六年十二月三十一日止年度

3 FINANCIAL RISK MANAGEMENT

3.1 Financial risk factors

The Group's activities exposed it to a variety of financial risks: interest rate risk, foreign currency risk, credit risk and liquidity risk.

The Group's overall risk management programme focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the Group's financial performance.

(i) Interest rate risk

Other than bank balances with variable interest rate, the Group has no other significant interest-bearing assets. Management does not anticipate significant impact to interest-bearing assets resulted from the changes in interest rates, because the interest rates of bank balances are not expected to change significantly.

The Group does not expose to cash flow interest rate risk arising from its borrowings as the Group's finance lease liabilities are at fixed interest rates. The Group currently does not hedge its exposure to the interest rate risk as the management of the Group consider that the risk is insignificant.

(ii) Foreign currency risk

The Group has transactional currency exposures. Such exposures mainly arise from purchases by operating units in currencies other than the units' functional currencies. Some of our purchases, such as those of certain consumables and machinery parts that are imported from places outside Hong Kong, are denominated in currencies other than Hong Kong dollars, such as US\$, MOP and RMB. For of the years ended 31 December 2016, our purchases denominated in currencies other than Hong Kong dollars amounted to approximately HK\$4.5 million (2015: HK\$4.0 million), representing approximately 13.9% (2015: 12.0%) of our total purchases of the year. As the management of the Group consider that the foreign currency risk is insignificant, they do not engage in any hedging activity.

3 財務風險管理

3.1 財務風險因素

本集團的業務面臨多種財務風險：利率風險、外匯風險、信貸風險及流動資金風險。

本集團的整體風險管理計劃著重於金融市場的變數及致力於減低本集團財務表現的潛在不利影響。

(i) 利率風險

除不同利率的銀行結餘外，本集團並無其他重大計息資產。管理層並不預期利率變動會對計息資產帶來重大影響，原因為並不預期銀行結餘的利率會出現重大變動。

由於本集團的融資租賃負債為固定利率，故本集團並無因借貸而產生的現金流量利率風險。本集團現時沒有對沖利率風險，由於本集團管理層認為該風險並不重要。

(ii) 外匯風險

本集團要面對交易貨幣風險。該等風險乃因為經營單位以單位之功能貨幣以外之貨幣進行買賣而產生。若干消耗品及零件從香港以外的地方進口，這類買賣以非港元的貨幣標價，比如美元、澳門幣及人民幣。截至二零一六年十二月三十一日止年度，本集團以非港元貨幣交易的金額為約4.5百萬港元（二零一五年：4.0百萬港元），佔年度購買總金額約13.9%（二零一五年：12.0%）。由於本集團的管理層認為外匯風險並不重大，因此無須有任何對沖行為。

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3 FINANCIAL RISK MANAGEMENT (CONTINUED)

3.1 Financial risk factors (continued)

(ii) Foreign currency risk (continued)

As at 31 December 2016 and 2015, if HK\$ had weakened/strengthened by 5% against the MOP with all other variables held constant, the Group's profit after income tax for the year would have been increased/decreased by approximately HK\$8,000 and HK\$4,000 respectively, mainly as a result of forward exchange gains/losses on translation of MOP denominated trade payables and forward exchange losses/gains on translation of MOP denominated cash at banks.

(iii) Credit risk

Credit risk arises mainly from trade and other receivables, amount due from a director, amount due from a related company and cash and cash equivalents. The Group's maximum exposure to credit risk in the event of the counterparties' failure to perform their obligations as at the reporting dates in relation to each class of recognised financial assets is the carrying amount of those assets as stated in the consolidated statement of financial position.

The credit risk of bank balances is limited because the counterparties are banks with sound credit ratings assigned by international credit-rating agencies.

In respect of trade and other receivables, individual credit evaluations are performed on all customers and counterparties. These evaluations focus on the counterparty's financial position, past history of making payments and take into account information specific to the counterparty as well as pertaining to the economic environment in which the counterparty operates. Monitoring procedures have been implemented to ensure that follow-up action is taken to recover overdue debts. In addition, the Group reviews the recoverable amount of each individual trade and other receivable balance at the end of each reporting period to ensure adequate impairment losses are made for irrecoverable amounts.

As at 31 December 2016, there were three (2015: four) customers which individually contributed over 10% of the Group's trade and other receivables. The aggregate amounts of trade and other receivables from these customers amounted to 53% (2015: 55%) of the Group's total trade and other receivables as at 31 December 2016.

3 財務風險管理(續)

3.1 財務風險因素(續)

(ii) 外匯風險(續)

於二零一六年及二零一五年十二月三十一日，倘港元兌澳門幣貶值/升值5%，而所有其他變數維持不變，年內本集團的溢利則應增加/減少分別約8,000港元及4,000港元，主要由於兌換以澳門幣計值的貿易應付款項的遠期匯兌收益/虧損及兌換以澳門幣計值銀行現金的遠期匯兌虧損/收益。

(iii) 信貸風險

信貸風險主要來自貿易及其他應收款項、應收一名董事款項、應收關連公司款項以及現金及現金等價物。倘對手方未能在報告日期就各類已確認金融資產履行其責任，本集團所面對的最高信貸風險為該等資產於綜合財務狀況表呈列的賬面值。

銀行結餘的信貸風險非常有限，原因是對手方均為由國際信貸評級機構授予優良信貸評級的銀行。

關於貿易及其他應收款項，需要對所有客戶及對手方進行個別信貸評估。該等評估專注於對手方的財務狀況、過往付款記錄，並考慮對手方的特定資料以及與對手方經營相關的經濟環境。已實施監控程序以確保採取跟進行動收回逾期債務。此外，本集團於各報告期末審閱各個別貿易及其他應收款項結餘的可收回金額，以確保對不可收回金額計提充分減值虧損撥備。

於二零一六年十二月三十一日，三名(二零一五年：四名)客戶對本集團的貿易及其他應收款項貢獻超過10%。於二零一六年十二月三十一日，本集團來自該等客戶的總貿易及其他應收款項總額佔本集團貿易及其他應收款項總額為53%(二零一五年：55%)。

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3 FINANCIAL RISK MANAGEMENT (CONTINUED)

3.1 Financial risk factors (continued)

(iv) Liquidity risk

The Group's policy is to regularly monitor current and expected liquidity requirements to ensure that it maintains sufficient reserves of cash to meet their liquidity requirements in the short and long term. Management believes there is no significant liquidity risk as the Group has sufficient cash and cash equivalents to fund their operations.

The following table details the remaining contractual maturities at the end of each reporting period of the Group's financial liabilities, which are based on contractual undiscounted cash flows (including interest payments computed using contractual rates or, if floating, based on rates current rates at the end of each reporting period) and the earliest date the Group may be required to pay:

At 31 December 2016	二零一六年十二月三十一日
Trade and other payables	貿易及其他應付款項
Amounts due to directors	應付董事款項
Borrowings	借貸

At 31 December 2015	二零一五年十二月三十一日
Trade and other payables	貿易及其他應付款項
Amounts due to directors	應付董事款項
Borrowings	借貸

3 財務風險管理(續)

3.1 財務風險因素(續)

(iv) 流動資金風險

本集團的政策為定期監督現時及預期的流動資金需求，並確保本集團維持足夠的現金儲備，以應付其短期及長期流動資金需求。管理層相信，由於本集團有充足的現金及現金等價物為其營運，故概無重大流動資金風險。

下表詳述本集團的金融負債於各報告期末的餘下訂約到期情況，乃按訂約未折現現金流量(包括使用訂約利率或(若為浮息)各報告期末的即期利率計算的利息支出)及本集團須支付的最早還款日計算：

On demand or within one year 按要求或一年內 HK\$'000 千港元	Between one and two years 一年至兩年 HK\$'000 千港元	Between two and five years 兩年至五年 HK\$'000 千港元	Total 總計 HK\$'000 千港元
26,368	-	-	26,368
22	-	-	22
2,429	1,033	763	4,225
28,819	1,033	763	30,615
On demand or within one year 按要求或一年內 HK\$'000 千港元	Between one and two years 一年至兩年 HK\$'000 千港元	Between two and five years 兩年至五年 HK\$'000 千港元	Total 總計 HK\$'000 千港元
18,433	-	-	18,433
3,363	-	-	3,363
1,867	1,867	321	4,055
23,663	1,867	321	25,851

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For the year ended 31 December 2016 截至二零一六年十二月三十一日止年度

3 FINANCIAL RISK MANAGEMENT (CONTINUED)

3.2 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, to support the Group's stability and growth; to earn a margin commensurate with the level of business and market risks in the Group's operations and to maintain an optimal capital structure to reduce the cost of capital.

In order to maintain or adjust the capital structure, the Group may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares, obtain new borrowings or sell assets to reduce debt.

The Group monitors capital on the basis of the gearing ratio. This ratio is calculated as the total interest-bearing liabilities as at each year end divided by the total equity as at each year end.

The gearing ratios of the Group are as follows:

Total borrowings (Note 24)	總借貸(附註24)
Total equity	權益總額
Gearing ratio	負債比率

4 CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS

Estimates and judgements used in preparing the consolidated financial statements are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. The resulting accounting estimates will, by definition, seldom equal the related actual results. The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are addressed below.

(a) Useful lives and impairment of property, plant and equipment

The Group has significant investments in property, plant and equipment. The Group is required to estimate the useful lives of property, plant and equipment in order to ascertain the amount of depreciation charges for each reporting period.

3 財務風險管理(續)

3.2 資本管理

本集團的資本管理主要目標是保障本集團能繼續營運，以持續為股東提供回報並支持本集團的穩定及增長；賺取與本集團運營的業務水平及市場風險相當的邊際利潤，並維持最佳的資本結構以減低資金成本。

為維持或調整資本結構，本集團可能調整派付股東的股息金額、向股東發還資金、發行新股、取得新借貸或出售資產以減低債務。

本集團以負債比率監察其資本。此比率按照於各年度末的計息負債總額除以於各年度末的權益總額計算。

本集團的負債比率如下：

2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
4,010	3,770
86,258	40,253
5%	9%

4 重大會計估計及判斷

編製綜合財務資料所用的估計及判斷會被持續評估，並根據過往經驗及其他因素進行評估，包括在該等情況相信為合理的對未來事件的預測。按定義，相應會計估計將甚少與相關實際結果相同。對下個財政年度內的資產及負債賬面值構成重大調整的重大風險的估計及假設討論如下。

(a) 物業、廠房及設備的可使用年期和減值

本集團於物業、廠房及設備擁有重大投資。本集團須估計物業、廠房及設備的可使用年期，以確定各呈報期間的折舊金額費用。

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For the year ended 31 December 2016 截至二零一六年十二月三十一日止年度

4 CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS (CONTINUED)

(a) Useful lives and impairment of property, plant and equipment (continued)

Useful lives are estimated at the time of purchase of these assets after considering future technology changes, business developments and the Group's strategies. The Group performs annual reviews to assess the appropriateness of the estimated useful lives. Such review takes into account any unexpected adverse changes in circumstances or events, including decline in projected operating results, negative industry or economic trends and rapid advancement in technology. The Group extends or shortens the useful lives and/or makes impairment provisions according to the results of the review.

Impairment of property, plant and equipment is reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. Management judgement is required in the area of asset impairment particularly in assessing; (i) whether an event has occurred that may indicate that the related asset value may not be recoverable; (ii) whether the carrying value of an asset can be supported by the recoverable amount, being the higher of fair value less costs of disposal or net present value of future cash flows which are estimated based upon the continued use of the asset in the business; and (iii) the appropriate key assumptions to be applied in preparing cash flow projections including whether these cash flow projections are discounted using an appropriate rate. Changing the assumptions selected by management in assessing impairment, including the discount rates or the growth rate assumptions in the cash flow projections, could affect the net present value used in the impairment test and as a result affect the Group's financial position and results of the operations.

(b) Impairment of receivables

Management determines the provision for impairment of trade and other receivables. This estimate is based on the credit history of its customers and the current market condition. Management reassesses the provision at the end of each financial period.

Significant judgement is exercised on the assessment of the collectability of receivables from each customer. In making the judgement, management considers a wide range of factors such as results of follow-up procedures, customer payment trends including subsequent payments and customers' financial positions. If the financial conditions of the customers of the Group were to deteriorate, resulting in an impairment of their ability to make payments, additional allowances may be required.

4 重大會計估計及判斷(續)

(a) 物業、廠房及設備的可使用年期和減值(續)

該等資產的可使用年期乃於購入時經考慮未來技術變更、業務發展及本集團策略後作出估計。本集團會每年進行檢討以評估有關估計可使用年期是否適當。有關檢討應考慮在有關情況下或事件中的任何不可預見逆轉，包括預測經營業績下降、行業或經濟趨勢逆轉及技術發展迅速。本集團根據檢討結果延長或縮短可使用年期及/或計提減值撥備。

倘出現任何事件或環境轉變顯示物業、廠房及設備的賬面值可能無法收回，則須進行減值檢討。於釐定資產減值時，尤其於評估：(i) 是否已出現任何事件顯示有關資產值可能無法收回；(ii) 可收回金額(即公平值減出售成本或估計繼續在業務中使用資產所帶來的未來現金流量現值淨額二者中的較高者)是否足以支持資產賬面值；及(iii) 編製現金流量預測所用主要假設是否恰當，包括該等現金流量預測是否以適當利率折現時，管理層須作出判斷。管理層所選擇用作評估減值的假設(包括折現率或現金流量預測所用的增長率假設)若有所變化，或會對減值測試所使用的現值淨額帶來影響，從而影響本集團財務狀況及經營業績。

(b) 應收款項減值

管理層釐定貿易及其他應收款項減值撥備，並根據客戶信貸記錄及現時市況作出估計。管理層會於各財務期末重新評估撥備。

在評估每位客戶的應收款項可收回性時，會作出重大判斷。在進行判斷時，管理層會考慮一系列因素，如跟進的效果、客戶的付款趨勢包括期後還款，及客戶的財務狀況。倘本集團客戶的財務狀況轉壞，導致彼等還款能力減值，則可能需要新增撥備。

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4 CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS (CONTINUED)

(c) Percentage of completion of construction works

The Group recognises its contract revenue according to the percentage of work performed to date of the individual contract of construction works as a percentage of total contract value. Because of the nature of the activity undertaken in construction contracts, the date at which the contract activity is entered into and the date when the activity is completed usually fall into different accounting period. The Group reviews and revises the estimates of contract revenue, contract costs and variation orders prepared for each construction contract as the contract progresses. Management regularly reviews the progress of the contracts and the corresponding costs of the contract revenue.

5 REVENUE AND SEGMENT INFORMATION

Revenue and other income and net gains recognised during the year are as follows:

Revenue	收益
Provision of concrete demolition services	提供混凝土拆卸服務
Other income and net gains	其他收入及收益淨額
Sundry income	雜項收入
Gain on disposal of property, plant and equipment	出售物業、廠房及設備收益

The chief operating decision-maker has been identified as the board of the Company. The board of directors regards the Group's business as a single operating segment and reviews the consolidated financial statements accordingly.

Geographical information

The Group primarily operates in Hong Kong and Macau, and its revenue is derived from the following regions:

Revenue (by location of customers)	收益 (按客戶所在地區)
- Hong Kong	- 香港
- Macau	- 澳門

All of the Group's non-current assets are located in Hong Kong for both years.

4 重大會計估計及判斷 (續)

(c) 建造工程完成百分比

本集團根據建造工程個別合約截至該日已進行工程的百分比(作為該合約價值的百分比)確認其合約收入。基於建造合約所進行工程的性質，合約工程訂立的日期與工程完成日期一般處於不同會計期間。本集團於合約進行中檢討及修訂各建造合約的合約收入、合約成本及變更項目估計。管理層定期檢討合約進度以及合約收益的相應成本。

5 收益及分類資料

各年度的收益及其他收入以及收益淨額確認如下：

	2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Revenue	125,671	120,072
Other income and net gains	89	87
	893	-
	982	87

主要營運決策者已識別為本公司之董事會。董事會視本集團之業務為單一經營分部，並相應審閱綜合財務報表。

地區資料

本集團主要於香港及澳門營運，而其收益來自以下地區：

	2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Revenue (by location of customers)	120,965	108,432
- Hong Kong	4,706	11,640
- Macau		
	125,671	120,072

本集團全部非流動資產兩個年度均位於香港。

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5 REVENUE AND SEGMENT INFORMATION (CONTINUED)

Information about major customers

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

Customer A	客戶 A
Customer B	客戶 B
Customer C	客戶 C
Customer D	客戶 D
Customer E	客戶 E

1 The corresponding revenue did not contribute over 10% of the total revenue of the Group.

5 收益及分類資料(續)

主要客戶資料

佔本集團總收益超過10%的客戶收益呈列如下：

	2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
	28,261	N/A ¹
	20,541	N/A ¹
	18,738	N/A ¹
	N/A¹	24,672
	N/A¹	16,932

1 於相關期間，相關收益並非佔本集團總收益10%以上。

6 EXPENSES BY NATURE

Cost of sales	銷售成本
Depreciation of owned assets (Note 14)	自有資產折舊(附註14)
Fuel and oil	燃油及機油
Machine rental cost	機器租賃成本
Motor vehicles expense	汽車開支
Repair and maintenance	維修及保養
Materials and consumables	材料及消耗品
Staff costs (Note 7)	員工成本(附註7)
Subcontracting charges	分包支出
Transportation	運輸
Other expenses	其他開支

Administrative and other operating expenses	行政及其他營運開支
Auditors' remuneration	核數師酬金
Building management fee	樓宇管理費
Depreciation of owned assets (Note 14)	自有資產折舊(附註14)
Depreciation of assets under finance lease (Note 14)	融資租賃項下之資產折舊(附註14)
Entertainment	交際費用
Insurance	保險
Legal and professional fees	法律及專業費用
Listing expenses	上市開支
Operating lease rental on premises	物業經營租賃租金
Staff costs, including directors' emoluments (Note 7)	員工成本，包括董事酬金(附註7)
Travelling	差旅
Other expenses	其他開支

6 按性質劃分的支出

	2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
	1,243	881
	924	491
	6,994	8,126
	689	682
	404	329
	16,142	14,581
	26,499	20,150
	27,284	27,576
	6,402	8,362
	776	828
	87,357	82,006
	706	50
	131	102
	384	295
	1,855	1,564
	2,488	1,348
	1,017	940
	56	160
	12,174	4,412
	2,192	2,085
	9,217	7,375
	80	110
	2,243	1,558
	32,543	19,999

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For the year ended 31 December 2016 截至二零一六年十二月三十一日止年度

7 EMPLOYEE BENEFIT EXPENSES, INCLUDING DIRECTORS' EMOLUMENTS

Salaries and allowances	薪金及津貼
Retirement scheme contributions – defined contribution plan	退休計劃供款 – 定額供款計劃

2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
34,541	26,577
1,175	948
35,716	27,525

The Group operates a defined contribution scheme in Hong Kong which complies with the requirements under the Mandatory Provident Fund ("MPF") Schemes Ordinance. All assets under the scheme are held separately from the Group under independently administered funds. Contributions to the MPF scheme follow the MPF Schemes Ordinance.

本集團根據強制性公積金(「強積金」)計劃條例的規定，在香港設有定額供款計劃。該計劃項下的所有資產由獨立基金管理及與本集團的資產分開持有。強積金計劃供款根據強積金計劃條例執行。

8 BENEFITS AND INTERESTS OF DIRECTORS

(a) Directors' and chief executive's emoluments

The remuneration of each director and the chief executive for the year ended 31 December 2016 is set out below:

8 董事福利及權益

(a) 董事及主要行政人員酬金

各董事及主要行政人員於截至二零一六年十二月三十一日止年度的酬金載列如下：

	Year ended 31 December 2016 二零一六年十二月三十一日止年度	Year ended 31 December 2015 二零一五年十二月三十一日止年度
	Executive directors 執行董事	Executive directors 執行董事
	Non-executive director 非執行董事	Non-executive director 非執行董事
	Independent non-executive directors 獨立非執行董事	Independent non-executive directors 獨立非執行董事
	Mr. Cheung (Chief Executive Officer) (Note (i)) 張先生(行政總裁)(附註(i))	Mr. Cheung 張先生
	Mr. Chan (Note (i)) 陳先生(附註(i))	Mr. Chan 陳先生
	Mr. Kuan Hong Kin Daniel (Note (ii)) 關匡建先生(附註(ii))	Mr. Kuan Hong Kin Daniel (Note (ii)) 關匡建先生(附註(ii))
	Mr. Chan Ngai Sang Kenny (Note (iii)) 陳毅生先生(附註(iii))	Mr. Chan Ngai Sang Kenny (Note (iii)) 陳毅生先生(附註(iii))
	Mr. Chow Chun To (Note (iii)) 鄧振濤先生(附註(iii))	Mr. Chow Chun To (Note (iii)) 鄧振濤先生(附註(iii))
	Mr. Yam Chiu Fan Joseph (Note (iii)) 任超凡先生(附註(iii))	Mr. Yam Chiu Fan Joseph (Note (iii)) 任超凡先生(附註(iii))
Fee 袍金 HK\$'000 千港元		
Salaries, allowances and benefits in kind 薪金、津貼及實物福利 HK\$'000 千港元		
Discretionary bonuses 酌情花紅 HK\$'000 千港元		
Employer's contribution to a retirement scheme 僱員退休計劃供款 HK\$'000 千港元		
Total 總計 HK\$'000 千港元		
	129	129
	2,025	1,075
	-	100
	36	18
	2,190	1,193
	-	600
	-	100
	-	18
	-	718
	-	1,675
	-	200
	-	36
	-	1,911

During the year ended 31 December 2016, no emoluments were paid by the Group to the directors as an inducement to join or upon joining the Group or as compensation for loss of office (2015: Nil). Neither the chief executive nor any of the directors has waived or agreed to waive any emoluments during the year ended 31 December 2016 (2015: Nil).

截至二零一六年十二月三十一日止年度，本集團並無向董事支付任何酬金，作為加入本集團或於加盟時的獎金或作為離職補償(二零一五年：無)。截至二零一六年十二月三十一日止年度，概無董事或主要行政人員放棄或同意放棄收取任何酬金(二零一五年：無)。

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For the year ended 31 December 2016 截至二零一六年十二月三十一日止年度

8 BENEFITS AND INTERESTS OF DIRECTORS (CONTINUED)

(a) Directors' and chief executive's emoluments (continued)

Notes:

- (i) Mr. Chan and Mr. Cheung were appointed as executive directors of the Company on 5 January 2015. They were also directors of certain subsidiaries of the Company and/or employees of the Group during the years ended 31 December 2016 and 2015 and the Group paid emoluments to them in their capacity as the directors of these subsidiaries and/or employees of the Group before their appointment as executive directors of the Company.
- (ii) Mr. Kuan Hong Kin Daniel was appointed as non-executive director of the Company on 30 August 2016. During the year ended 31 December 2015, the non-executive director has not yet been appointed and received nil director's remuneration in the capacity of director.
- (iii) Mr. Chan Ngai Sang Kenny, Mr. Chow Chun To and Mr. Yam Chiu Fan Joseph were appointed as independent non-executive directors of the Company on 22 November 2016. During the year ended 31 December 2015, the independent non-executive directors have not yet been appointed and received nil directors' remuneration in the capacity of directors.

(b) Five highest paid individuals

Of the five individuals with the highest emoluments, two (2015: two) of them are directors for the year ended 31 December 2016 whose emoluments are disclosed above. The emoluments in respect of the remaining three (2015: three) individuals for the year ended 31 December 2016 are as follows:

Salaries and allowances	薪金及津貼
Discretionary bonuses	酌情花紅
Retirement scheme contributions	退休計劃供款

The emoluments fell within the following band:

Emolument band (in HK\$)	薪酬範圍(港元)
Nil-HK\$1,000,000	零至1,000,000港元
HK\$1,000,001 - HK\$1,500,000	1,000,001港元至1,500,000港元

During the year ended 31 December 2016, no emoluments were paid by the Group to the above highest paid individuals as (i) an inducement to join or upon joining the Group or (ii) as compensation for loss of office as a director or management of any members of the Group (2015: Nil).

8 董事福利及權益(續)

(a) 董事及主要行政人員酬金(續)

附註：

- (i) 陳先生及張先生於二零一五年一月五日獲委任為本公司的執行董事。於截至二零一六年及二零一五年十二月三十一日止年度，彼等亦為本公司若干附屬公司的董事及／或本集團的僱員，且本集團於彼等獲委任為本公司執行董事前按彼等作為該等附屬公司的董事及／或本集團的僱員之職位支付薪酬。
- (ii) 關匡建先生於二零一六年八月三十日獲委任為本公司的非執行董事，於截至二零一五年十二月三十一日止年度，非執行董事並未獲委任且並無就董事職位收取董事酬金。
- (iii) 陳毅生先生、鄧振濤先生及任超凡先生於二零一六年十一月二十二日獲委任為本公司獨立非執行董事，於截至二零一五年十二月三十一日止年度，獨立非執行董事並未獲委任且並無就董事職位收取董事酬金。

(b) 五名最高薪酬人士

截至二零一六年十二月三十一日止年度，五名最高薪酬人士中兩名為董事(二零一五年：兩名)，其薪酬披露於上文。截至二零一六年十二月三十一日止年度，餘下三名(二零一五年：三名)最高薪酬人士的薪酬如下：

2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
2,190	2,505
291	300
54	54
2,535	2,859

薪酬介乎以下範圍：

Number of individuals 人數	
2016 二零一六年	2015 二零一五年
2	2
1	1

於截至二零一六年十二月三十一日止年度，本集團概無向以上最高薪酬人士支付酬金作為(i)加入本集團或加入本集團後的獎勵或(ii)作為本集團任何成員公司的董事或管理層的離職補償(二零一五年：無)。

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9 FINANCE COSTS

Interest on finance leases 融資租賃利息

9 融資成本

2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
264	479

10 INCOME TAX EXPENSE

For the years ended 31 December 2016 and 2015, Hong Kong profits tax has been provided at the rate of 16.5% and Macau profits tax has been provided at the rate of 12% on the estimated assessable profit arising in or derived from the jurisdictions in which the entities operate for the year.

10 所得稅開支

截至二零一五年及二零一六年十二月三十一日止年度，本集團已就年內於企業運營地區產生或源自企業運營地區的估計應課稅溢利按稅率16.5%計提香港利得稅撥備及按稅率12%計提澳門利得稅撥備。

Current tax

Hong Kong
– Current year
– Under provision in prior year

即期稅項

香港
– 本年度
– 過往年度撥備不足

2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
2,702	2,801
–	13
2,702	2,814
–	571
227	93
2,929	3,478

Macau
– Current year

澳門
– 本年度

Deferred tax (Note 26)

遞延所得稅 (附註26)

Income tax expense

所得稅開支

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10 INCOME TAX EXPENSE (CONTINUED)

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

Profit before income tax	除所得稅前溢利
Calculated at a tax rate of 16.5%	按稅率 16.5% 計算
Expenses not deductible for tax purposes	不可用作扣稅之開支
Tax losses not recognised	未確認稅項虧損
Temporary differences previously not recognised	過往未確認暫時性差額
Tax concession	稅項優惠
Effect of different tax rate of group entity operating in jurisdiction other than Hong Kong	於香港以外司法權區經營的集團實體不同稅率的影響
Adjustment in respect of prior year	過往年度調整所得稅開支
Income tax expense	所得稅開支

11 EARNINGS PER SHARE

The calculation of the basic earnings per share of the year ended 31 December 2016 is based on the profit for the year of approximately HK\$3,560,000 (2015: approximately HK\$14,197,000) and the weighted average number of ordinary shares in issue during the year ended 31 December 2016 of approximately 511,803,000 (2015: 504,000,000) on the assumption that the Reorganisation and the Capitalisation Issue as defined in notes 1 and 22 respectively, had been completed on 1 January 2015. No diluted earnings per share is presented for both years as there was no potential ordinary share outstanding.

10 所得稅開支(續)

本集團除所得稅前溢利的稅項與使用香港利得稅稅率所產生的理論金額之間的差額如下：

	2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
	6,489	17,675
	1,071	2,916
	2,061	896
	18	-
	(189)	(44)
	(29)	(76)
	(3)	(227)
	-	13
	2,929	3,478

11 每股盈利

截至二零一六年十二月三十一日止年度的每股基本盈利乃根據年內溢利約3,560,000港元(二零一五年：約14,197,000港元)及截至二零一六年十二月三十一日止年度內已發行普通股加權平均股數約511,803,000股(二零一五年：504,000,000股)，並假設分別載於附註1及22的重組及資本化發行已於二零一五年一月一日完成而計算。由於並無潛在未行使普通股，故兩個年度並無呈報每股攤薄盈利。

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12 SUBSIDIARIES

The following is a list of the subsidiaries at 31 December 2016:

Name 名稱	Place of incorporation and kind of legal entity 註冊成立地點及法定地位	Principal activities and place of operation 主要業務及經營地點	Particulars of issued share capital 已放行股本詳情	Percentage of interest held 所持權益比例
Platinum Faith Limited ("Platinum Faith")	Limited liability company incorporated on 16 October 2014, the British Virgin Islands (the "BVI")	Investment holding	Ordinary share US\$1,000	100% (direct)
鉑輝有限公司(「鉑輝」)	於二零一四年十月十六日在英屬處女群島(「英屬處女群島」)註冊成立的有限公司	投資控股	普通股 1,000 美元	100% (直接)
Alpha Eastern Holdings Limited ("Alpha Eastern Holdings") 卓東控股有限公司 (「卓東控股」)	Limited liability company incorporated on 22 January 2016, the BVI 於二零一六年一月二十二日在英屬處女群島註冊成立的有限公司	Investment holding 投資控股	Ordinary share US\$1 普通股 1 美元	100% (direct) 100% (直接)
景聯混凝土鑽鑿有限公司 (translated as Kingland Concrete Drilling Company Limited) ("Kingland Macau") 景聯混凝土鑽鑿有限公司 (「景聯澳門」)	Limited liability company incorporated on 1 March 2006, Macau 於二零零六年三月一日在澳門註冊成立的有限公司	Provision of concrete demolition services in Macau 於澳門提供混凝土拆卸服務	Ordinary share MOP\$25,000 普通股 25,000 澳門幣	100% (indirect) 100% (間接)
Kingland (Sino) Company Limited ("Kingland (Sino)") 景聯(大中華)有限公司 (「景聯(大中華)」)	Limited liability company incorporated on 16 January 2015, Hong Kong 於二零一五年一月十六日在香港註冊成立的有限公司	Provision of concrete demolition services in Hong Kong 於香港提供混凝土拆卸服務	Ordinary share HK\$3 普通股 3 港元	100% (indirect) 100% (間接)

13 DIVIDENDS

Interim dividend

中期股息

During the year ended 31 December 2016, the Company declared interim dividends of HK\$8,900,000 to the then shareholders of the Company. Interim dividends of approximately HK\$1,400,000 was settled by cash and the remaining balance of approximately HK\$7,500,000 was settled by offset against the amounts due from directors.

During the year ended 31 December 2015, dividends of HK\$2,800,000 were paid by Kingland Concrete to their then equity holders prior to the Reorganisation. Such interim dividend has been settled by current accounts with the directors.

No final dividend was proposed by the Board for the year ended 31 December 2016 (2015: Nil).

12 附屬公司

下表為於二零一六年十二月三十一日的附屬公司名單：

13 股息

2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
8,900	2,800

截至二零一六年十二月三十一日止年度，本公司向本公司當時的股東劃撥 8,900,000 港元中期股息。中期股息約 1,400,000 港元以現金結算及餘款約 7,500,000 港元通過抵銷應收董事款項結算。

截至二零一五年十二月三十一日止年度，景聯混凝土於重組前向其當時股權持有人派付股息 2,800,000 港元。中期股息由董事的往來賬戶作結算。

截至二零一六年十二月三十一日止年度，董事會並無計劃派發末期股息(二零一五年：無)。

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14 PROPERTY, PLANT AND EQUIPMENT

14 物業、廠房及設備

		Plant and machinery 廠房及機器 HK\$'000 千港元 (Note a) (附註a)	Furniture and fixtures 傢俬及裝置 HK\$'000 千港元	Office equipment 辦公室設備 HK\$'000 千港元	Motor vehicles 汽車 HK\$'000 千港元 (Note b) (附註b)	Total 總計 HK\$'000 千港元
Cost	成本					
At 1 January 2015	於二零一五年一月一日	11,226	810	201	9,845	22,082
Additions	添置	2,728	107	37	-	2,872
Disposals	出售	-	(810)	(201)	-	(1,011)
At 31 December 2015	於二零一五年十二月三十一日	13,954	107	37	9,845	23,943
Accumulated depreciation	累計折舊					
At 1 January 2015	於二零一五年一月一日	10,197	810	201	3,818	15,026
Charge for the year (Note 6)	年內支出(附註6)	881	4	1	1,854	2,740
Disposals	出售	-	(810)	(201)	-	(1,011)
At 31 December 2015	於二零一五年十二月三十一日	11,078	4	1	5,672	16,755
Net book value	賬面淨值					
At 31 December 2015	於二零一五年十二月三十一日	2,876	103	36	4,173	7,188
Cost	成本					
At 1 January 2016	於二零一六年一月一日	13,954	107	37	9,845	23,943
Additions	添置	2,525	-	101	4,402	7,028
Disposals	出售	-	-	-	(2,741)	(2,741)
At 31 December 2016	於二零一六年十二月三十一日	16,479	107	138	11,506	28,230
Accumulated depreciation	累計折舊					
At 1 January 2016	於二零一六年一月一日	11,078	4	1	5,672	16,755
Charge for the year (Note 6)	年內支出(附註6)	1,243	21	15	2,203	3,482
Disposals	出售	-	-	-	(2,604)	(2,604)
At 31 December 2016	於二零一六年十二月三十一日	12,321	25	16	5,271	17,633
Net book value	賬面淨值					
At 31 December 2016	於二零一六年十二月三十一日	4,158	82	122	6,235	10,597

Notes:

(a) Motor vehicles include the following amounts where the Group is a lessee under finance leases:

附註：

(a) 汽車包括以下金額，其中本集團為融資租賃項下的承租人：

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Cost – capitalised finance leases	成本 – 資本化融資租賃	10,351	7,818
Accumulated depreciation	累計折舊	(4,649)	(3,788)
Net book value	賬面淨值	5,702	4,030

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15 FINANCIAL INSTRUMENTS BY CATEGORY

15 按類別劃分之金融工具

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Financial assets	金融資產		
<i>Loans and receivables</i>	<i>貸款及應收款項</i>		
Trade and other receivables excluding prepayments	貿易及其他應收款項，不包括預付款項	41,083	30,363
Amount due from a director	應收一名董事款項	-	6,568
Amount due from a related company	應收一間關連公司款項	-	1,637
Cash and cash equivalents	現金及現金等價物	60,828	19,985
Total	總計	101,911	58,553
Financial liabilities	金融負債		
<i>Financial liabilities at amortised cost</i>	<i>按攤銷成本計值的金融負債</i>		
Trade and other payables	貿易及其他應付款項	26,368	18,433
Amounts due to directors	應付董事款項	22	3,363
Finance lease liabilities	融資租賃負債	4,010	3,770
Total	總計	30,400	25,566

16 AMOUNTS DUE FROM/TO CUSTOMERS FOR CONTRACT WORK

16 應收／應付客戶合約工程款項

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Amounts due from customers for contract work	應收客戶合約工程款項		
Contract costs incurred plus recognised profits less recognised losses	已產生合約成本加經確認溢利並減經確認虧損	96,798	95,341
Less: Progress billings received and receivables	減：已收及應收工程進度款項	(86,833)	(91,773)
		9,965	3,568
Amounts due to customers for contract work	應付客戶合約工程款項		
Progress billings received and receivables	已收及應收工程進度款項	3,940	4,636
Less: Contract costs incurred plus recognised profits less recognised losses	減：已產生合約成本加經確認溢利並減經確認虧損	(3,728)	(4,462)
		212	174

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17 TRADE AND OTHER RECEIVABLES

17 貿易及其他應收款項

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Contract receivables	應收合約款項	22,779	19,240
Retention receivables	應收保固金	15,792	9,971
Total trade receivables	應收貿易款項總額	38,571	29,211
Other receivables, deposits and prepayments	其他應收款項、按金及預付款項	3,644	3,497
		42,215	32,708

Notes:

附註：

- (a) Trade receivables are past due when a counterparty has failed to make a payment when contractually due. The credit period granted to customers is ranged from 14 to 60 days. Trade receivables are mainly usual denominated in HK\$.
- (b) The ageing analysis of the contract receivables based on invoice date is as follows:

- (a) 當對手方不能於合約到期時支付款項，應收款項被視為逾期。授予客戶的信貸期介乎 14 至 60 日。應收款項主要以港元計值。

- (b) 根據發票日期確認的應收合約款項的賬齡分析如下：

0 – 30 days	0 至 30 日
31 – 60 days	31 至 60 日
61 – 90 days	61 至 90 日
91 – 365 days	91 至 365 日
Over 365 days	365 日以上

	2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
	13,515	4,202
	6,400	4,852
	720	2,460
	1,757	7,350
	387	376
	22,779	19,240

Contract receivables of approximately HK\$9,594,000 (2015: HK\$15,013,000) as at 31 December 2016 were past due but not impaired. These relate to trade receivables from a number of independent customers of whom there is no recent history of default and no provision has therefore been made.

於二零一六年十二月三十一日，應收合約款項約 9,594,000 港元（二零一五年：15,013,000 港元）已逾期但未減值。此等款項與多名並無近期拖欠記錄的獨立客戶的應收款項有關，因此並無作出撥備。

0 – 30 days	0 至 30 日
31 – 60 days	31 至 60 日
61 – 90 days	61 至 90 日
91 – 365 days	91 至 365 日
Over 365 days	365 日以上

	2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
	6,570	3,585
	681	3,471
	370	4,789
	1,580	2,806
	393	362
	9,594	15,013

Retention receivables were not yet past due as at 31 December 2016, and were settled in accordance with the terms of respective contract.

應收保固金於二零一六年十二月三十一日尚未逾期，且根據各合約條款結算。

- (c) The other classes within trade and other receivables do not contain impaired assets. The Group does not hold any collateral as security.

- (c) 貿易及其他應收款項內其他類別並不包含已減值資產。本集團並無持有任何抵押品作為擔保。

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18 AMOUNT DUE FROM A DIRECTOR

Particulars of amount due from a director are as follows:

Name 姓名	Maximum balance outstanding during the year 年內最高未償還餘額 HK\$'000 千港元	2016	2015
		二零一六年 HK\$'000 千港元	二零一五年 HK\$'000 千港元
Mr. Chan 陳先生	7,651	-	6,568

The balance is denominated in HK\$. The amount due from a director was unsecured, non-interest bearing and had no fixed terms of repayment.

18 應收一名董事款項

應收一名董事款項詳情如下：

Maximum balance outstanding during the year 年內最高未償還餘額 HK\$'000 千港元	2016	2015
	二零一六年 HK\$'000 千港元	二零一五年 HK\$'000 千港元
7,651	-	6,568

結餘以港元計值。應收一名董事款項為無抵押、不計息，及無固定償還條款。

19 AMOUNTS DUE TO DIRECTORS

Particulars of amounts due to directors are as follows:

Name 姓名	2016 二零一六年 HK\$'000 千港元	2015
		二零一五年 HK\$'000 千港元
Mr. Cheung 張先生	13	3,363
Mr. Chan 陳先生	9	-
	22	3,363

The balances are denominated in HK\$. The amounts due to directors were unsecured, non-interest bearing and had no fixed terms of repayment.

19 應付董事款項

應付董事款項詳情如下：

2016 二零一六年 HK\$'000 千港元	2015
	二零一五年 HK\$'000 千港元
13	3,363
9	-
22	3,363

結餘以港元計值。應付董事款項為無抵押、不計息，及無固定償還條款。

20 AMOUNT DUE FROM A RELATED COMPANY

Particulars of amount due to a related company are as follows:

Name of company 公司名稱	Interested directors 持有權益的董事	Maximum balance outstanding during the year 年內最高未償還餘額 HK\$'000 千港元	2016	2015
			二零一六年 HK\$'000 千港元	二零一五年 HK\$'000 千港元
Yuet Tung Trading Co Yuet Tung Trading Co	Mr. Chan and Mr. Cheung 陳先生及張先生	1,681	-	1,637

The balance is denominated in HK\$. The amount due to a related company was unsecured, non-interest bearing and had no fixed terms of repayment.

20 應收一間關連公司款項

應收一間關連公司款項詳情如下：

Maximum balance outstanding during the year 年內最高未償還餘額 HK\$'000 千港元	2016	2015
	二零一六年 HK\$'000 千港元	二零一五年 HK\$'000 千港元
1,681	-	1,637

結餘以港元計值。應收一間關連公司款項為無抵押、不計息，及無固定償還條款。

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21 CASH AND CASH EQUIVALENTS

Cash at banks	銀行結餘
Cash and cash equivalents	現金及現金等價物

Notes:

(a) The carrying amounts of the cash and cash equivalents were denominated in the following currencies:

HK\$	港元
MOP	澳門幣

(b) Cash at banks earns interest at floating rates based on daily bank deposit rates.

21 現金及現金等價物

2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
60,828	19,985
60,828	19,985

附註：

(a) 所有現金及現金等價物的賬面值以以下貨幣計值：

2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
60,481	19,969
347	16
60,828	19,985

(b) 銀行現金根據每日銀行存款利率浮動利率賺取利息。

22 SHARE CAPITAL

Ordinary shares of HK\$0.01 each	每股面值0.01港元的普通股		
Authorised:	法定：		
On 5 January 2015 (date of incorporation)	二零一五年一月五日(註冊成立日期)	b	38,000,000
Increase in authorised share capital	法定股本增加	c	962,000,000
As at 31 December 2016	於二零一六年十二月三十一日		1,000,000,000
Issued and fully paid:	已發行及繳足：		
On 5 January 2015 (date of incorporation)	於二零一五年一月五日(註冊成立日期)	b	2
Shares issued upon Reorganisation	根據重組發行股份	d	998
Shares issued pursuant to the capitalisation issue	資本化發行時發行股份	e	503,999,000
Shares issued pursuant to the placing	根據配售發行股份	f	168,000,000
At 31 December 2016	於二零一六年十二月三十一日		672,000,000

Notes:

(a) The balance of share capital at 31 December 2015 represents the aggregate of the paid up share capital of the subsidiaries comprising the Group prior to the Reorganisation.

(b) Upon incorporation, the authorised share capital of the Company was HK\$380,000 divided into 38,000,000 ordinary shares of HK\$0.01 each. One share was allotted and issued nil-paid to the subscriber on 5 January 2015, which was then transferred to Sino Continent on the same date. On the same day, one nil-paid share was also allotted and issued to Supreme Voyage.

22 股本

Note 附註	Number of shares 股份數目	Share capital 股本 HK\$'000 千港元
	38,000,000	380
	962,000,000	9,620
	1,000,000,000	10,000
	2	-
	998	-
	503,999,000	5,040
	168,000,000	1,680
	672,000,000	6,720

附註：

(a) 於二零一五年十二月三十一日的股本結餘即於重組前本集團旗下公司的實繳股本總和。

(b) 於註冊成立後，本公司的發行股本為380,000港元，分為38,000,000股每股面值0.01港元的普通股。一股未繳股款股份已於二零一五年一月五日配發及發行予認購人，隨後於同日轉讓予Sino Continent。同日，一股未繳股款股份亦已配發及發行予Supreme Voyage。

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22 SHARE CAPITAL (CONTINUED)

Notes (continued)

- (c) On 22 November 2016, the then shareholders resolved to increase the authorised share capital of the Company from HK\$380,000 to HK\$10,000,000 by the creation of an additional 962,000,000 shares, each ranking *pari passu* with the shares then in issue in all respects.
- (d) Pursuant to the Reorganisation and as consideration for the acquisition by the Company of the entire issued share capital of Platinum Faith from Mr. Cheung, Mr Chan and Applewood Developments, respectively, on 22 November 2016, (i) the one nil-paid share held by each of Sino Continent and Supreme Voyage was credited as fully paid; and (ii) 374, 374 and 250 new shares were issued and allotted to Sino Continent, Supreme Voyage and Applewood Developments, all credited as fully paid, respectively.
- (e) Pursuant to the written resolutions of the shareholders of the Company passed on 22 November 2016, the Company issued and allotted a total of 503,999,000 ordinary shares of the Company credited as fully paid to the then shareholders of the Company's shares on the register of members at the close of business on 22 November 2016 by way of capitalisation ("Capitalisation Issue") of the sum of HK\$5,039,990 standing to the credit of the share premium account of the Company.
- (f) On 15 December 2016, 168,000,000 ordinary shares of HK\$0.01 each were issued to the public at a price of HK\$0.36 per share for cash totalling HK\$60,480,000 by way of placing. The excess of issue price over the par value of the shares, net of issuance costs of approximately HK\$9,102,000, were credited to the share premium account of the Company.

23 SHARE OPTION SCHEME

The Company's share option scheme (the "Scheme") was adopted pursuant to a resolution passed on 22 November 2016 as to attract and retain the best available personnel and to provide additional incentive to the eligible participants under the Scheme.

Under the Scheme, the directors of the Company may at their absolute discretion and subject to the terms of the Scheme, grant options to any employees (full-time or part-time), directors, consultants or advisors, distributors, contractors, suppliers, agents, customers, business partners or service providers of the Group, to subscribe for shares of the Company. The eligibility of any participants to the grant of any options shall be determined by the directors from time to time on the basis of the directors' opinion as to their contribution to the development and growth of the Group.

22 股本(續)

附註：(續)

- (c) 於二零一六年十一月二十二日，當時股東議決藉額外增設 962,000,000 股在各方面均與當時已發行的股份享有同等地位的股份，將本公司的法定股本由 380,000 港元增至 10,000,000 港元。
- (d) 根據重組及作為本公司分別向張先生、陳先生及 Applewood Developments 收購鉞輝全部已發行股本的代價，於二零一六年十一月二十二日，(i) 由 Sino Continent 及 Supreme Voyage 分別持有的 1 股未繳股款股份入賬列為繳足股份；及 (ii) 374 股、374 股及 250 股新股份已分別獲發行及配發予 Sino Continent、Supreme Voyage 及 Applewood Developments，統被列賬為繳足股份。
- (e) 根據本公司股東於二零一六年十一月二十二日通過的書面決議案，本公司透過資本化（「資本化發行」）其股份溢價賬之進賬額 5,039,990 港元之方式已向於二零一六年十一月二十二日營業時間結束時名列股東名冊之本公司股份之當時股東發行及配發合共 503,999,900 股普通股。
- (f) 於二零一六年十二月十五日，168,000,000 股每股面值 0.01 港元的普通股已透過配售的方式按每股 0.36 港元的價格向公眾發行，以換取現金共計 60,480,000 港元。發行價超出股份面值的部分扣除發行成本約 9,102,000 港元已計入本公司的股份溢價賬。

23 購股權計劃

本公司根據於二零一六年十一月二十二日通過之決議案採納購股權計劃（「該計劃」），旨在吸納及挽留最稱職人員及向該計劃之合資格參與者提供額外獎勵。

根據該計劃，本公司董事可全權酌情按該計劃之條款，向本集團任何僱員（全職或兼職）、董事、諮詢人或顧問、任何分銷商、承包商、供應商、代理、客戶、商業夥伴或服務供應商授出認購本公司股份之購股權。董事可不時據其認為參與者對本集團發展及成長之貢獻而釐定彼等獲授購股權之資格。

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23 SHARE OPTION SCHEME (CONTINUED)

The aggregate number of the Company's shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under the Scheme and any other share options schemes of the Company must not exceed 30% of the Company's shares in issue from time to time. No options may be granted under the Scheme or any other share options schemes of the Company if this will result in the limit being exceeded. The maximum number of shares issuable upon exercise of all options to be granted under the Scheme and any other share option schemes of the Company as from the adoption date must not in aggregate exceed 10% of all the shares in issue upon the date on which the shares are listed and permitted to be dealt in the Stock Exchange. The 10% limit may be refreshed at any time by approval of the Company's shareholders in general meeting provided that the total number of the Company's shares which may be issued upon exercise of all options to be granted under the Scheme and any other share options schemes of the Company must not exceed 10% of the Company's shares in issue as at the date of approval of the refreshed limit.

The total number of shares issued and to be issued upon exercise of the options granted to each participant (including both exercised and outstanding options) under the Scheme or any other share option schemes of the Company in any 12-month period up to date of grant shall not exceed 1% of the shares of the Company in issue. Where any further grant of options to a participant under the Scheme would result in the shares issued and to be issued upon exercise of all options granted and to be granted to such participant (including exercised, cancelled and outstanding options) in the 12-month period up to and including the date of such further grant representing in aggregate over 1% of the shares in issue, such further grant must be separately approved by shareholders of the Company in general meeting with such participant and his/her close associates abstaining from voting.

Share options granted to a director, chief executive or substantial shareholder of the Company, or any of their respective associates must be approved by the independent non-executive directors of the Company (excluding any independent non-executive director who is the grantee). Where any share options granted to a substantial shareholder or an independent non-executive director of the Company, or any of their respective close associates would result in the total number of shares issued and to be issued upon exercise of all options already granted and to be granted (including options exercised, cancelled and outstanding) under the Scheme and any other share option schemes of the Company to such person in any 12-month period up to and including the date of such grant representing in aggregate over 0.1% of the shares of the Company in issue and having an aggregate value in excess of HK\$5 million must be approved by the Company's shareholders at the general meeting of the Company, with voting to be taken by way of poll.

23 購股權計劃(續)

因根據該計劃及本公司任何其他購股權計劃已授出但尚未行使之所有發行在外購股權獲行使而可予發行之本公司股份總數，不得超出本公司不時已發行股份之30%。倘根據該計劃或本公司任何其他購股權計劃授出購股權會導致超出該上限，則不得授出購股權。自採納日期因根據該計劃及本公司任何其他購股權計劃授出之所有購股權獲行使而可予發行之股份數目上限，合共不得超出股份於聯交所上市及獲准買賣日期全部已發行股份之10%。該10%上限可隨時於股東大會獲本公司股東批准後予以更新，惟因根據該計劃及本公司任何其他購股權計劃授出之所有購股權獲行使而可予發行之本公司股份總數，不得超出批准經更新上限當日本公司已發行股份之10%。

截至授出日期止任何12個月期間內，因根據該計劃及本公司任何其他購股權計劃授予各名參與者之購股權(包括已行使及尚未行使購股權)獲行使而發行及將予發行之股份總數，不得超出本公司已發行股份之1%。根據該計劃倘向參與者進一步授出購股權會導致截至該進一步授出日期(包括該日)止12個月期間內因已授予及將授予該名參與者之所有購股權(包括已行使、已註銷及尚未行使購股權)獲行使而發行及將予發行之股份，合共相當於已發行股份1%以上，則有關進一步授出必須經本公司股東於股東大會上另行批准，而該名參與者及其緊密聯繫人必須放棄投票。

向本公司董事、主要行政人員或主要股東或彼等各自之任何聯繫人授出任何購股權，均須經本公司獨立非執行董事(不包括身為承授人之任何獨立非執行董事)批准。倘向本公司主要股東或獨立非執行董事或彼等各自之任何緊密聯繫人授出任何購股權，導致在截至授出日期(包括該日)止任何12個月期間內因根據該計劃及本公司任何其他購股權計劃已向上述人士授出及將予授出之購股權(包括已行使、已註銷及尚未行使購股權)獲行使而發行及將予發行之股份總數合共超出本公司已發行股份之0.1%以上，且總值超過5百萬港元，則須事先於本公司股東大會上獲本公司股東以投票表決方式批准。

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23 SHARE OPTION SCHEME (CONTINUED)

The offer of a grant of share options might be accepted in writing within 7 days from the date of the offer. An option may be exercised in accordance with the terms of the Scheme at any time during a period as the directors may determine which shall not exceed ten years from the date of grant subject to the provisions of early termination thereof. A nominal consideration of HK\$1 is payable on acceptance of the grant of an option with a remittance in favour of the Company within such time as may be specified in the offer (which shall not be later than 7 days from the date of the offer).

The subscription price shall be a price solely determined by the board of directors of the Company and notified to a participant and shall be at least the highest of: (i) the closing price of the Company's shares as stated in the Stock Exchange's daily quotations sheet on the offer date; (ii) the average closing prices of the Company's shares as stated in the Stock Exchange's daily quotations sheets for the 5 business days immediately preceding the date; and (iii) the nominal value of the Company's share on the offer date.

The Scheme shall be valid and effective for a period of ten years commencing on 22 November 2016, subject to early termination provisions contained in the Scheme.

No share options were granted since the adoption of the Scheme and there were no share option outstanding as at 31 December 2015 and 2016.

24 BORROWINGS

Non-current	非流動
Finance lease liabilities (Note a)	融資租賃負債(附註a)
Current	流動
Finance lease liabilities (Note a)	融資租賃負債(附註a)
Total borrowings	借貸總額

23 購股權計劃(續)

授出購股權之要約須於由要約日期起計七日內以書面接納。承授人可於董事可能釐定之期間，隨時根據該計劃之條款行使購股權，惟不得超過由授出日期起計10年，並受有關提前終止條文所規限。接納獲授之購股權時，承授人須於要約可能列明之時間內(不得遲於由要約日期起計七日)向本公司支付1港元名義代價。

認購價由本公司董事全權釐定並通知參與者，且至少為下列各項中之最高者：(i)聯交所每日報價表所報本公司股份於要約日期之收市價；(ii)聯交所每日報價表所報本公司股份於緊接該日期前五個營業日之平均收市價；及(iii)要約日期之本公司股份面值。

該計劃由二零一六年十一月二十二日起計十年期間內有效及生效，並受該計劃所載之提前終止條文所規限。

自採納該計劃以來概無授出任何購股權，而於二零一五年及二零一六年十二月三十一日概無尚未行使購股權。

24 借貸

	2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
	1,726	2,101
	2,284	1,669
	4,010	3,770

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24 BORROWINGS (CONTINUED)

Notes:

(a) Finance lease liabilities

Lease liabilities are secured as the rights to the leased assets revert to the lessors in the event of default.

Gross finance lease liabilities – minimum lease payments	融資租賃負債總額 – 最低租賃付款額
Within 1 year	一年內
Later than 1 year and no later than 2 years	一至二年
Later than 2 years and no later than 5 years	二至五年
Future finance charges on finance leases	融資租賃的未來財務費用
Present value of finance lease liabilities	融資租賃負債現值

The present value of finance lease liabilities is as follows:

Within 1 year	一年內
Later than 1 year and no later than 2 years	一至二年
Later than 2 years and no later than 5 years	二至五年

The Group's motor vehicles with aggregate net book value of approximately HK\$5,702,000 (2015: HK\$4,030,000) as at 31 December 2016 (Note 14) are secured as the rights to the leased assets revert to the lessors in the event of default.

The carrying amounts of all finance lease liabilities are denominated mainly in HK\$.

(b) As at 31 December 2016, the Group had committed finance lease facilities of approximately HK\$4,010,000 (2015: HK\$3,770,000) which bore interest at 2.0% to 3.5% (2015: 3.5%) per annum.

25 PROVISION FOR LONG SERVICE PAYMENTS

Under the Hong Kong Employment Ordinance, the Group is obligated to make lump sum payments on cessation of employment in certain circumstances to certain employees who have completed at least five years of service with the Group. The amount payable is dependent on the employees' final salary and years of service, and is reduced by entitlements accrued under the Group's retirement plan that are attributable to contributions made by the Group. The Group does not set aside any assets to fund any remaining obligations. The long service payments are paid out from the Group's cash at banks when such payments are required. The provision is based on the best estimate of the probable future payments which have been earned by the employees from their services to the Group at the end of each of the reporting period.

24 借貸 (續)

附註：

(a) 融資租賃負債

租賃負債為有擔保，在違約情況下租賃資產的權利恢復至出租人。

2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
2,429	1,867
1,033	1,867
763	321
4,225 (215)	4,055 (285)
4,010	3,770

融資租賃負債現值如下：

2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
2,284	1,669
987	1,782
739	319
4,010	3,770

本集團汽車於二零一六年十二月三十一日的賬面淨值總和約5,702,000港元(二零一五年：4,030,000港元)(附註14)作為抵押，於違約時租賃資產權益歸於出租人。

所有融資租賃負債的賬面值主要以港元計值。

(b) 於二零一六年十二月三十一日，本集團的已承擔租賃融資約4,010,000港元(二零一五年：3,770,000港元)，年息為2.0%至3.5%(二零一五年：3.5%)。

25 長期服務金撥備

根據香港僱傭條例，本集團須於若干情況下在本集團服務最少達五年之若干僱員離職時向彼等支付一筆款項。應付金額視乎該等僱員之最後薪金與年資而定，並會減去根據本集團對退休計劃作出供款所累算之權益。本集團並無預留任何資產作為任何餘下承擔之資金。長期服務金於需要支付時以本集團之銀行現金支付。撥備乃以各申報期末對僱員向本集團提供服務賺取之有可能未來付款之最佳估計為依據計算。

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25 PROVISION FOR LONG SERVICE PAYMENTS (CONTINUED)

25 長期服務金撥備(續)

		HK\$'000 千港元
At 1 January 2015	於二零一五年一月一日	813
Charged to profit or loss	計入損益	45
At 31 December 2015	於二零一五年十二月三十一日	858
Credited to profit or loss	於損益表中列支	(90)
At 31 December 2016	於二零一六年十二月三十一日	768

26 DEFERRED TAXATION

26 遞延稅

The movements in deferred tax liabilities during the years are as follows:

年內遞延稅項負債變動如下：

		Accelerated tax depreciation 加速稅項折舊 HK\$'000 千港元
At 1 January 2015	於二零一五年一月一日	496
Charged to profit or loss (Note 10)	計入損益(附註10)	93
At 31 December 2015	於二零一五年十二月三十一日	589
Charged to profit or loss (Note 10)	計入損益(附註10)	227
At 31 December 2016	於二零一六年十二月三十一日	816

27 TRADE AND OTHER PAYABLES

27 貿易及其他應付款項

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Trade payables	貿易應付款項	15,617	10,006
Accruals and other payables	應計及其他應付款項	10,751	8,427
		26,368	18,433

Notes:

(a) Payment terms granted by suppliers/subcontractors are ranged from 15 to 90 days from the invoice date of the relevant purchases. However, the majority of credit terms granted are 30 days.

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

0 – 30 days	0至30日
31 – 60 days	31至60日
61 – 90 days	61至90日
Over 90 days	90日以上

(b) All trade and other payables are denominated in HK\$.

附註：

(a) 供應商/分銷商授予的付款限期乃由相關購買的發票日期起計15至90日內。然而，大部份的信貸限期為30日。

根據發票日期的貿易應付款項賬齡分析如下：

	2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
	4,546	3,461
	4,436	2,192
	2,981	1,944
	3,654	2,409
	15,617	10,006

(b) 所有貿易及其他應付款項均以港元計值。

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28. NOTES TO CONSOLIDATED STATEMENTS OF CASH FLOWS

(a) Reconciliation of profit before income tax to net cash generated from operations

Profit before income tax	除所得稅前溢利	6,489	17,675
Adjustments for:	按下列各項調整：		
Depreciation	折舊	3,482	2,740
Gain on disposal of property, plant and equipment	出售物業、廠房及設備收益	(893)	-
Provision for long service payments	長期服務金撥備	(90)	45
Interest expense	利息開支	264	479
Operating profit before working capital changes	營運資金變動前經營溢利	9,252	20,939
Increase in amounts due from customers for contract work	應收客戶合約工程款項增加	(6,397)	(2,815)
Increase in trade and other receivables	貿易及其他應付款項增加	(9,167)	(13,015)
Increase/(decrease) in amounts due to customers for contract work	應付客戶合約工程款項增加/(減少)	38	(838)
Increase in trade and other payables	貿易及其他應收款項增加	7,864	4,718
Net cash generated from operations	經營產生的現金淨額	1,590	8,989

(b) Non-cash transactions

During the year ended 31 December 2016, additions to property, plant and equipment of approximately HK\$2,538,000 (2015: HK\$Nil) were financed by finance lease arrangements.

For the year ended 31 December 2016, the Company declared interim dividend of HK\$8,900,000 to then shareholders of the Company. Interim dividend of approximately HK\$1,400,000 was settled by cash and the remaining balance of approximately HK\$7,500,000 was settled by offset against the amounts due from directors.

For the year ended 31 December 2015, Kingland Concrete declared interim dividend of HK\$2,800,000 to its then equity holders. Such interim dividend has been settled by current accounts with the directors.

28 綜合現金流量報表附註

(a) 除所得稅前溢利與經營產生之現金淨額的對賬

	2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Profit before income tax	6,489	17,675
Adjustments for:		
Depreciation	3,482	2,740
Gain on disposal of property, plant and equipment	(893)	-
Provision for long service payments	(90)	45
Interest expense	264	479
Operating profit before working capital changes	9,252	20,939
Increase in amounts due from customers for contract work	(6,397)	(2,815)
Increase in trade and other receivables	(9,167)	(13,015)
Increase/(decrease) in amounts due to customers for contract work	38	(838)
Increase in trade and other payables	7,864	4,718
Net cash generated from operations	1,590	8,989

(b) 非現金交易

截至二零一六年十二月三十一日止年度，物業、廠房及設備添置約2,538,000港元(二零一五年：零港元)由融資租賃安排出資。

截至二零一六年十二月三十一日止年度，本公司宣佈向本公司當時股東派發中期股息8,900,000港元。約1,400,000港元的中期股息以現金結算，餘下結餘約7,500,000港元由應收董事款項抵銷。

截至二零一五年十二月三十一日止年度，景聯混凝土向其當時股權持有人宣派2,800,000港元中期股息。董事以經常賬戶結算中期股息。

29. COMMITMENTS

(a) Capital commitments – Group as lessee

Capital commitments outstanding at each statement of financial position date not provided for in the consolidated financial statements were as follows:

Contracted but not provided for property, plant and equipment	已訂約但尚未撥備： 物業、廠房及設備	70	655
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29 承擔

(a) 資本承擔 – 本集團作為承租人

於各財務狀況表日期尚未於綜合財務資料撥備的未償還資本承擔如下：

	2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Contracted but not provided for property, plant and equipment	70	655

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2016 截至二零一六年十二月三十一日止年度

29. COMMITMENTS (CONTINUED)

(b) Operating lease commitments – Group as lessee

At the end of the reporting period, the total future minimum lease payments under non-cancellable operating leases were payable as follows:

Not later than 1 year	少於一年
Later than 1 year and no later than 5 years	一年內至五年

Personal guarantee by Mr. Cheung and/or Mr. Chan were provided.

The Group is the lessee in respect of properties under operating leases. The leases typically run for an initial period of 3 years, with an option to renew the leases when all terms are renegotiated. The leases do not include contingent rentals.

30 RELATED PARTY TRANSACTIONS

Related parties are those parties that have the ability to control, jointly control or exert significant influence over the other party in making financial or operational decisions. Parties are also considered to be related if they are subject to common control or joint control. Related parties may be individuals or other entities.

- (a) Save as disclosed in Notes 18, 19, 20 and 29 to the consolidated financial statements, the Group did not have any significant related party transaction with related parties during the year.
- (b) The emoluments of the directors and senior executives (representing the key management personnel) during the year are disclosed in Note 8.
- (c) Guarantee from related parties

At 31 December 2016, finance lease liabilities of approximately HK\$260,000 (2015: HK\$467,000) were guaranteed by Mr. Chan.

At 31 December 2016, finance lease liabilities of approximately HK\$3,750,000 (2015: HK\$ 3,303,000) were guaranteed by Mr. Cheung.

29 承擔(續)

(b) 經營租賃承擔 – 本集團作為承租人

於報告期末，根據不可撤銷經營租賃未來應付的最低租賃付款總額如下：

2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
2,773	1,928
2,396	1,563
5,169	3,491

張先生及／或陳先生提供個人擔保。

本集團為經營租賃下物業的承租人。該等租賃通常初步租期為三年，可選擇續簽租約，屆時將重新磋商所有條款。該等租賃並不包括或然租金。

30 關連方交易

關連方為該等有能力控制、聯合控制或在作出財務或經營決策時能對其他方行使重大影響力的人士。倘受限於共同控制或聯合控制，亦被視為關連方。關連方可為個人或其他實體。

- (a) 除於綜合財務資料附註 18、19、20 及 29 所披露外，本集團於年內並無任何與關連方的重大關連方交易。
- (b) 董事及高級管理人員（指主要管理人員）於年內的薪酬披露於附註 8。
- (c) 關連方擔保

於二零一六年十二月三十一日，陳先生擔保約 260,000 港元（二零一五年：467,000 港元）的融資租賃負債。

於二零一六年十二月三十一日，張先生擔保約 3,750,000 港元（二零一五年：3,303,000 港元）的融資租賃負債。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2016 截至二零一六年十二月三十一日止年度

31 CONTINGENT LIABILITIES

The Group, in the ordinary course of its business, is involved in various claims, suits, investigations, and legal proceedings that arise from time to time. Although the Group does not expect that the outcome in any of these legal proceedings, individually or collectively, will have a material adverse effect on its financial position or results of operations, litigation is inherently unpredictable. Therefore, the Group could incur judgements or enter into settlements of claims that could adversely affect its operating results or cash flows in a particular period.

The Group had no significant contingent liabilities at the end of the year.

31 或然負債

本集團於日常業務過程中涉及不時產生的各項索償、訴訟、調查及法律程序。儘管本集團並不預期任何該等法律訴訟的結果(無論個別或共同)會對其財務狀況或經營業績構成任何重大不利影響,惟訴訟本身難以預測。因此,本集團或會招致某些判決或訂立索償和解,而可能對其某一期間的經營業績或現金流量構成不利影響。

本集團於年末並無重大或然負債。

32 STATEMENT OF FINANCIAL POSITION AND RESERVE MOVEMENT OF THE COMPANY

(a) Statement of financial position

ASSETS

Non-current assets

Investments in subsidiaries

Current assets

Amount due from a director

Amounts due from subsidiaries

Cash and cash equivalents

Total assets

EQUITY

Capital and reserves

Share capital

Reserves

Total equity

LIABILITIES

Current liabilities

Other payables

Amounts due to subsidiaries

Total liabilities

Total equity and liabilities

Net current assets

Total assets less current liabilities

資產

非流動資產

於附屬公司之投資

流動資產

應收一名董事款項

應收附屬公司款項

現金及現金等價物

資產總值

權益

資本及儲備

股本

儲備

權益總額

負債

流動負債

其他應付款項

應付附屬公司款項

負債總額

權益及負債總額

流動資產淨值

資產總值減流動負債

32 本公司財務狀況表及儲備變動

(a) 財務狀況表

2016
二零一六年
HK\$'000
千港元

8
3
10,863
55,553
66,419
66,427
6,720
44,314
51,034
405
14,988
15,393
66,427
51,026
51,034

The financial statements were approved and authorised for issue by the Board of Directors on 22 March 2017 and signed on its behalf by:

本公司之財務狀況表已於二零一七年三月二十二日獲董事會批准及授權刊發,並由下列董事代表簽署:

Cheung Shek On
張錫安
Director
董事

Chan Yuk Sing
陳玉成
Director
董事

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2016 截至二零一六年十二月三十一日止年度

32 STATEMENT OF FINANCIAL POSITION AND RESERVE MOVEMENT OF THE COMPANY (CONTINUED)

(b) Reserve movement

On 5 January 2015 (date of incorporation)	於二零一五年一月五日 (註冊成立日期)
Profit and total comprehensive income for the period	期內溢利及全面收入 總額
Interim dividend declared	已宣派中期股息
Shares issued pursuant to the capitalisation issue	根據資本化發行發行股份
Shares issued pursuant to the placing	根據配售發行股份
Shares issuance costs	股份發行成本
Balance at 31 December 2016	於二零一六年 十二月三十一日的結餘

32 本公司財務狀況表及儲備變動(續)

(b) 儲備變動

Share premium 股份溢價 HK\$'000 千港元	Accumulated loss 累計虧損 HK\$'000 千港元	Total 總計 HK\$'000 千港元
-	-	-
-	8,556	8,556
-	(8,900)	(8,900)
(5,040)	-	(5,040)
58,800	-	58,800
(9,102)	-	(9,102)
44,658	(344)	44,314

Financial Summary

財務概要

RESULTS

A summary of the results and assets and liabilities of the Group for the last three financial years, as extracted from the audited consolidated financial statements and the Prospectus is set out below.

業績


摘錄自經審核綜合財務報表及招股章程之本集團於過去三個財政年度的業績以及資產及負債概要載列如下。

		For the year ended 31 December 截至十二月三十一日止年度		
		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元	2014 二零一四年 HK\$'000 千港元
Revenue	收入	125,671	120,072	117,129
Profit attributable to owners of the Company	本公司持有人應佔溢利	3,560	14,197	9,129

ASSETS AND LIABILITIES

資產及負債

		At 31 December 於十二月三十一日		
		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元	2014 二零一四年 HK\$'000 千港元
Total assets	資產總值	123,605	71,654	39,475
Total liabilities	負債總值	(37,347)	(31,401)	(25,625)
Total equity	權益總額	86,258	40,253	13,850



Sing On Holdings Limited
成安控股有限公司