



ABLE ENGINEERING HOLDINGS LIMITED

安 保 工 程 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 : 1627

ANNUAL REPORT 年報 2019-2020

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CORPORATE INFORMATION 公司資料

BOARD OF DIRECTORS

Executive Directors

Mr. NGAI Chun Hung (*Chairman*)
Mr. CHEUNG Ho Yuen (*appointed as the Chief Executive Officer on 20 February 2020*)
Mr. IP Yik Nam (*ceased to be the Chief Executive Officer on 20 February 2020*)
Mr. LAU Chi Fai, Daniel
Mr. YAU Kwok Fai
Mr. YAM Kui Hung (*retired on 20 February 2020*)

Independent Non-executive Directors

Dr. LI Yok Sheung
Ms. MAK Suk Hing
Ms. LEUNG Yuen Shan, Maisy

BOARD COMMITTEES

Audit Committee

Ms. LEUNG Yuen Shan, Maisy (*Chairman*)
Dr. LI Yok Sheung
Ms. MAK Suk Hing

Remuneration Committee

Dr. LI Yok Sheung (*Chairman*)
Ms. MAK Suk Hing
Ms. LEUNG Yuen Shan, Maisy
Mr. YAU Kwok Fai

Nomination Committee

Mr. NGAI Chun Hung (*Chairman*)
Dr. LI Yok Sheung
Ms. MAK Suk Hing
Ms. LEUNG Yuen Shan, Maisy

COMPANY SECRETARY

Mr. WONG Fu Cheong Desmond, CPA

INDEPENDENT AUDITOR

Ernst & Young
Certified Public Accountants

董事會

執行董事

魏振雄先生(*主席*)
張浩源先生(*自二零二零年二月二十日起獲委任行政總裁*)
葉亦楠先生(*自二零二零年二月二十日起不再擔任行政總裁*)
劉志輝先生
游國輝先生
任鉅鴻先生(*於二零二零年二月二十日退任*)

獨立非執行董事

李毓湘博士
麥淑卿女士
梁婉珊女士

董事會委員會

審核委員會

梁婉珊女士(*主席*)
李毓湘博士
麥淑卿女士

薪酬委員會

李毓湘博士(*主席*)
麥淑卿女士
梁婉珊女士
游國輝先生

提名委員會

魏振雄先生(*主席*)
李毓湘博士
麥淑卿女士
梁婉珊女士

公司秘書

黃富昌先生(*會計師*)

獨立核數師

安永會計師事務所
執業會計師

CORPORATE INFORMATION 公司資料

REGISTERED OFFICE

PO Box 1350, Clifton House
75 Fort Street
Grand Cayman KY1-1108
Cayman Islands

HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS

No. 155 Waterloo Road, Kowloon Tong
Kowloon, Hong Kong

SHARE REGISTRAR AND TRANSFER OFFICE

Principal Share Registrar and Transfer Office
in the Cayman Islands

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

Hong Kong Branch Share Registrar and Transfer Office

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

SHARE INFORMATION

Ordinary share listing

Place of listing	Main Board of The Stock Exchange of Hong Kong Limited
Stock code	01627
Board lot size	4,000 Shares

WEBSITES

<http://www.ableeng.com.hk>
http://www.gennexir.com/?page_id=191&code=01627&lang=en_US

註冊辦事處

PO Box 1350, Clifton House
75 Fort Street
Grand Cayman KY1-1108
Cayman Islands

總辦事處兼主要營業地點

香港九龍
九龍塘窩打老道155號

股份過戶登記處

開曼群島股份過戶登記總處

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

香港股份過戶登記分處

卓佳證券登記有限公司
香港
皇后大道東183號
合和中心54樓

股份資料

普通股上市

上市地點	香港聯合交易所 有限公司主板
股票代號	01627
每手買賣單位	4,000股

網址

<http://www.ableeng.com.hk>
http://www.gennexir.com/?page_id=191&code=01627&lang=zh_HK

FIVE-YEAR FINANCIAL SUMMARY

五年財務概要

RESULTS

Year ended 31 March

業績

截至三月三十一日止年度

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
REVENUE	收入	1,547,841	2,385,415	3,112,264	2,318,317	2,502,920
Contract costs	合約成本	(1,391,313)	(2,149,888)	(2,862,972)	(2,065,285)	(2,204,176)
Gross profit	毛利	156,528	235,527	249,292	253,032	298,744
Other income and gains	其他收入及收益	13,940	14,049	4,793	1,524	3,291
Administrative expenses	行政開支	(90,292)	(80,787)	(44,987)	(108,232)	(58,078)
Other expenses	其他開支	(40,588)	–	–	–	–
Finance costs	財務費用	(1,320)	(528)	(221)	(235)	(2,535)
Share of profits and losses of joint ventures	應佔合營企業損益	1,328	2,173	–	(18,333)	(102)
Income tax expense	所得稅開支	(15,621)	(29,002)	(33,906)	(26,269)	(39,430)
PROFIT FOR THE YEAR	年內溢利	23,975	141,432	174,971	101,487	201,890
Other comprehensive income/(loss) for the year	年內其他全面收入/(損失)	(1,766)	1,766	–	–	–
PROFIT AND TOTAL COMPREHENSIVE INCOME FOR THE YEAR	年內溢利及全面收入總額	22,209	143,198	174,971	101,487	201,890
Profit for the year attributable to owners of the parent	母公司持有者應佔年內溢利	23,975	141,432	174,971	101,487	201,890
Profit and total comprehensive income for the year attributable to owners of the parent	母公司持有者應佔年內溢利及全面收入總額	22,209	143,198	174,971	101,487	201,890

FIVE-YEAR FINANCIAL SUMMARY 五年財務概要

FINANCIAL POSITIONS

As at 31 March

財務狀況

於三月三十一日

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Non-current assets	非流動資產	707,850	794,862	125,801	14,248	33,872
Current assets	流動資產	1,213,315	1,250,598	1,761,665	1,560,050	1,560,779
Non-current liabilities	非流動負債	6,716	-	43	271	858
Current liabilities	流動負債	659,606	732,826	710,280	571,855	631,642
NET ASSETS	資產淨值	1,254,843	1,312,634	1,177,143	1,002,172	962,151
TOTAL EQUITY	總權益	1,254,843	1,312,634	1,177,143	1,002,172	962,151

CHAIRMAN'S STATEMENT 主席報告

FINANCIAL HIGHLIGHTS

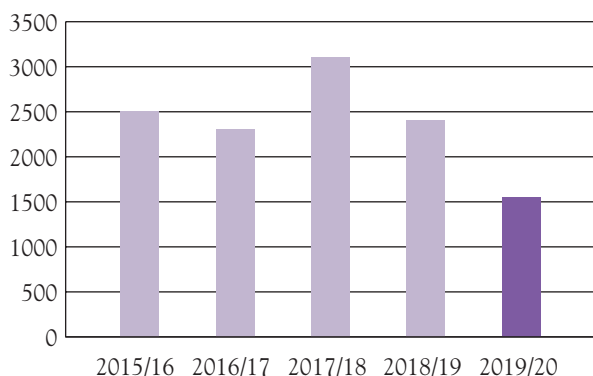
- Revenue for the year ended 31 March 2020 decreased by 35% to approximately HK\$1,548 million from approximately HK\$2,385 million for the year ended 31 March 2019.
- Net profit for the year ended 31 March 2020 amounted to approximately HK\$24 million (2019: approximately HK\$141 million).
- Basic earnings per share for the year ended 31 March 2020 amounted to HK1.20 cents (2019: HK7.07 cents).

財務摘要

- 收入由截至二零一九年三月三十一日止年度的約23.85億港元，減少35%至截至二零二零年三月三十一日止年度的約15.48億港元。
- 截至二零二零年三月三十一日止年度的溢利淨額為約0.24億港元(二零一九年：約1.41億港元)。
- 截至二零二零年三月三十一日止年度的每股基本溢利為1.20港仙(二零一九年：7.07港仙)。

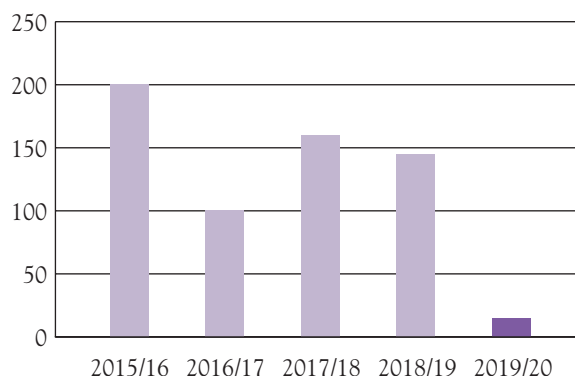
Revenue (HK\$ million):

收入(百萬港元)：



Profit for the Year (HK\$ million):

年內溢利(百萬港元)：

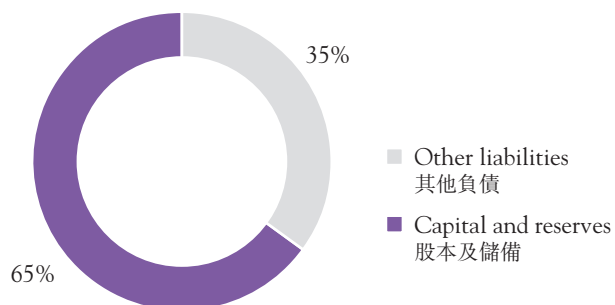


Capital and Liabilities

股本及負債

As at 31 March 2020

於二零二零年三月三十一日



CHAIRMAN'S STATEMENT 主席報告

Dear Shareholders,

On behalf of the board (the “**Board**”) of directors (the “**Director(s)**”) of Able Engineering Holdings Limited (the “**Company**”, which, together with its subsidiaries, is referred to as the “**Group**”), I report the annual results of the Group for the year ended 31 March 2020.

RESULTS

During the year under review, the Group was engaged in the contract works business, which mainly comprised building construction and repair, maintenance, alteration and addition (“**RMAA**”) works in Hong Kong.

For the year ended 31 March 2020, the Group’s consolidated revenue amounted to approximately HK\$1,548 million, representing a decrease of 35% from HK\$2,385 million for the year ended 31 March 2019. Profit attributable to owners of the parent of the Company for the year ended 31 March 2020 and 31 March 2019 amounted to approximately HK\$24 million and HK\$141 million, respectively, a decrease of 83%. The basic and diluted earnings per share for the year were HK1.20 cents (2019: HK7.07 cents).

The decline in net profit was mainly attributable to (i) the decrease in revenue as certain projects were still in the preliminary stage of development during the year ended 31 March 2020 and the suspension of certain site works in February 2020 to prevent the spread of novel coronavirus (“**COVID-19**”); and (ii) the onetime loss on derecognition (“**Loss on Derecognition**”) of the full remaining net book value of the building portion of Man Shung Industrial Building (“**Man Shung**”) of approximately HK\$41 million following the decision of the Board to demolish it for the redevelopment of the site of No.7 Lai Yip Street, Kwun Tong, Kowloon, Hong Kong (the “**Site**”) where it is located at. The profit attributable to owners of the parent of the Company for the year ended 31 March 2020 would be HK\$65 million if excluding the Loss on Derecognition, a decrease of 54% comparing with last year.

The net asset value attributable to owners of the parent as at 31 March 2020 amounted to approximately HK\$1,255 million (approximately HK\$0.63 per share), representing an decrease of 4% from approximately HK\$1,313 million (approximately HK\$0.66 per share) as at 31 March 2019.

致各位股東：

本人謹代表安保工程控股有限公司(「本公司」，連同其附屬公司，統稱「本集團」)之董事(「董事」)會(「董事會」)，宣佈本集團截至二零二零年三月三十一日止年度的全年業績。

業績

於回顧年度，本集團從事合約工程業務，主要包括於香港之樓宇建築及修復、保養、改建及加建(「RMAA」)工程。

於截至二零二零年三月三十一日止年度，本集團之綜合收入約為15.48億港元，較截至二零一九年三月三十一日止年度之約23.85億港元減少35%。截至二零二零年三月三十一日及二零一九年三月三十一日止年度，本公司母公司持有者應佔溢利分別約為0.24億港元及1.41億港元，減少83%。本年度之每股基本及攤薄盈利為1.20港仙(二零一九年：7.07港仙)。

溢利下跌主要由於(i)若干項目於二零二零年三月三十一日止年度仍處於初步發展階段及為防止新型冠狀病毒(「COVID-19」)擴散而於二零二零年二月暫停部份地盤工作，因而導致收入有所下降；及(ii)萬順工業大廈(「萬順」)因董事會決定將其拆卸以重新發展其所處的香港九龍觀塘勵業街7號地皮(「有關地皮」)，因而對其樓宇部分的全數餘下賬面淨值約0.41億港元作出一次性終止確認而產生的損失(「終止確認的損失」)。如撇除終止確認的損失，截至二零二零年三月三十一日止年度的本公司母公司持有者應佔溢利約為0.65億港元，較去年減少54%。

於二零二零年三月三十一日，母公司持有者應佔資產淨值約為12.55億港元(每股約0.63港元)，較二零一九年三月三十一日之約13.13億港元(每股約0.66港元)減少4%。

CHAIRMAN'S STATEMENT 主席報告

DIVIDEND

The Board did not recommend the payment of any final dividend for the year ended 31 March 2020 (2019: HK4 cents per ordinary share).

REDEVELOPMENT OF NO. 7 LAI YIP STREET

The whole block of Man Shung located at No. 7 Lai Yip Street, Kwun Tong, Kowloon, Hong Kong (i.e. the Site) was acquired by the Group through several acquisition transactions in the year of 2018/19. The Group received the formal written approval and permission on 7 January 2020, with conditions, given by the Town Planning Board (the "TPB") in respect of an application made by the Group to the TPB for the minor relaxation of plot ratio and building height restrictions of the Site. Considered the current conditions and facilities of Man Shung, the Board considered redevelopment of the Site into a new non-residential building would be more effective to unlock the potential value and/or gross floor area of the Site than conducting material renovation of Man Shung. The demolition work of Man Shung is in progress.

OUTLOOK

The social unrest since second half of 2019 and the COVID-19 pandemic in early 2020 affected the economy and the property market of Hong Kong. Accordingly, we foresee that there may be a contraction in the private construction sector in the next few years. Despite such uncertain social and economic environment, the community need for the housing and provision of hospital facilities in Hong Kong is still unchanged.

股息

董事會不建議就截至二零二零年三月三十一日止年度派發任何末期股息(二零一九年：每股普通股4港仙)。

重新發展勵業街7號

本集團通過於二零一八至一九年度進行的一連串收購交易購入整棟位於香港九龍觀塘勵業街7號(即有關地皮)的萬順。於二零二零年一月七日，本集團接獲城市規劃委員會(「城規會」)就本集團向城規會要求略為放寬有關地皮的地積比率和建築物高度限制的申請而發出之正式書面批准及有條件的許可。考慮到萬順的當前條件和設施，董事會認為，將有關地皮重新發展為一棟新的非住宅大廈將比為萬順進行大型翻新更有效地釋放有關地皮的潛在價值及／或建築面積。拆卸萬順之工作正在進行中。

前景

二零一九年下半年以來的社會動盪以及二零二零年初COVID-19爆發對香港經濟及物業市場產生不利影響。因此，我們預計未來數年私人建築工程項目將出現收縮。儘管社會及經濟環境不明朗，但社會對香港房屋及醫院設施的需求仍沒有改變。

CHAIRMAN'S STATEMENT 主席報告

The Government of Hong Kong Special Administrative Region (the “HKSAR”) demonstrated its dedication to increase the supply of public housing by increasing the proportion of public housing in overall housing supply to 70% as announced in 2018 Policy Address. In addition, as mentioned in 2019 Policy Address, the HKSAR Government set aside HK\$5 billion to increase the number of transitional housing projects substantially to provide a total of 10,000 units within the next three years, which was further increased to 15,000 units as announced by the HKSAR Government in January 2020. The HKSAR Government also expedited land supply planning work and resumed three types of private land wholly for public housing, Starter Homes and related infrastructure development by invoking the “Lands Resumption Ordinance” (Cap. 124 of the Law of Hong Kong) and other applicable ordinances. Further, the Land Sharing Pilot Scheme announced in 2018 Policy Address will tap market force in housing planning and construction which can release private land lots with consolidated ownership but not yet covered by government planning and study, so as to speed up short-and medium-term housing supply.

To meet the increasing demand for healthcare services arising from an ageing population, the HKSAR Government had planned ahead the necessary healthcare infrastructure and set aside HK\$300 billion as announced in the 2018-19 Budget for such purposes.

Moreover, the Group also strives for developing innovative technology aiming at enhancing safety, environmental protection, health, quality and efficiency in managing projects.

香港特別行政區(「香港特區」)政府決心增加公共房屋供應。誠如二零一八年施政報告所提及，香港特區政府目標將公共房屋在整體房屋供應中所佔的比例提高至70%。此外，於二零一九年施政報告中，香港特區政府亦提及預留50億港元以於未來三年合共提供10,000個(於二零二零年一月香港特區政府公佈進一步增加至15,000個)的過渡性房屋單位。香港特區政府亦加快土地供應規劃及運用《收回土地條例》(香港法例第124章)和其他適用條例，收回三類私人土地作百分百公營房屋及「港人首置上車盤」和相關設施發展。此外，於二零一八年施政報告公佈的「土地共享先導計劃」將善用市場的規劃和建造力量，可望盡早釋放部分政府尚未規劃和研究但已整合業權的私人土地，加快短中期房屋供應。

為應付人口老化導致的健康護理服務需求增長，香港特區政府已及早籌劃醫療硬件設施並於二零一八至一九年財政預算案宣佈已預留3,000億港元用作有關用途。

另外，本集團還致力於發展創新科技，以提升安全、環保、健康、品質及項目管理效率。

CHAIRMAN'S STATEMENT 主席報告

The Directors believe that the construction contracts from the public sector in view of the various development plans of HKSAR Government and our investment in innovation technology will support the long-term growth of the Group's construction business. Looking forward, we will keep looking for different investment opportunities to broaden our source of income and integrate with our business partners in order to reduce construction costs, enhance project efficiency and create synergy, which will create reasonable return for the Group and the shareholders of the Company (the "Shareholder(s)") in the long run.

CHANGE IN BOARD MEMBERS

On 20 February 2020, Mr. YAM Kui Hung ("Mr. YAM") retired from Executive Director after serving the Board for over 3 years. The Chairman and the Board would like to express their gratitude to Mr. YAM for his invaluable contributions during his tenure of service.

APPRECIATION

Finally, on behalf of the Board, I would like to extend our gratitude and sincere appreciation to all management and employees of the Group for their hard work and dedication, as well as to all Shareholders for their continuous support.

Sincerely,

NGAI Chun Hung
Chairman
ABLE ENGINEERING HOLDINGS LIMITED

Hong Kong, 24 June 2020

鑒於香港特區政府的各項發展計劃，董事相信來自公共部門的建築工程合約及我們於創新科技的投資足以支持本集團建築業務的長遠增長。展望未來，我們將繼續尋求不同的投資機會以擴大收入來源及與我們的商業夥伴整合以減低建築成本、提升項目效率及產生協同效應，為本集團和本公司股東（「股東」）創造長期合理的回報。

董事會之變動

於二零二零年二月二十日，於董事會服務超逾3年的任鉅鴻先生（「任先生」）退任執行董事。主席及董事會謹此衷心感謝任先生於在任期間的寶貴貢獻。

鳴謝

最後，本人謹代表董事會對本集團全體管理層及僱員之努力不懈與貢獻，以及所有股東的支持，致以衷心感謝！

此致

魏振雄
主席
安保工程控股有限公司

香港，二零二零年六月二十四日

SUMMARY OF SIGNIFICANT CONTRACTS ON HAND 重大手頭合約概要

At 31 March 2020, the management estimates the gross and outstanding values of the Group's substantial contracts on hand amounted to approximately HK\$7,584 million and HK\$6,113 million, respectively. Details of these substantial contracts on hand are set out below:

於二零二零年三月三十一日，管理層估計本集團之重大手頭合約總值及未完成合約價值分別約為75.84億港元及61.13億港元。此等重大手頭合約之詳細資料載列如下：

Projects 項目	Contract value 合約價值 HK\$'million 百萬港元
Building Construction 樓宇建築	
Extension and Conversion to St. Paul's Primary Catholic School at Wong Nai Chung Road, Happy Valley 擴建及改建跑馬地黃泥涌道聖保祿天主教小學	322
Main Contract for the Proposed Residential Development at NKIL No. 6567 Kai Tak Area 1K Site 1, Kai Tak, Kowloon 九龍啟德第1K區1號地盤的新九龍內地段第6567號之住宅發展計劃主要建築工程	1,898
Design and Construction of Redevelopment of Queen Mary Hospital, Phase 1 – Main Works at Pok Fu Lam Road 設計及建造薄扶林道瑪麗醫院重建工程第一期－主要工程	2,835 (Note) (附註)
Construction of Public Housing Development at Tuen Mun Area 54 Site 1 & 1A 屯門第54區第1及1A號公共房屋發展計劃建築工程	2,269
Repair, Maintenance, Alteration and Addition Works 維修、保養、改建及加建工程	
Hospital Authority Term Contract for Gascoigne Road Site of Minor Capital Project 15/16 醫院管理局加士居道地盤之小型工程定期合約15/16	260

Note: Project with a contract sum of HK\$9,450 million was awarded to Paul Y. - Able Joint Venture, an unincorporated body which 30% interest of this joint operation is attributable to the Group.

附註：由保華－安保合營（並非屬法團的團體）投得之項目，合約總值94.50億港元，本集團佔該共同經營之30%權益。

LICENSES

牌照

The following table summarises the details of the major qualifications and licences obtained by members of the Group as at 31 March 2020.

下表概述於二零二零年三月三十一日，本集團成員公司取得的主要資格及牌照詳情：

Government Agencies 政府機構	Category 類別	Group 組別
Able Engineering Company Limited 安保工程有限公司		
Works Branch, Development Bureau 發展局工務科	Buildings 建築	C (confirmed) 丙(確認)
	Plumbing Installation 水管裝置	II (probation) II(試用期)
	Repair and Restoration of Historic Buildings – For works related to ‘Western Style Buildings’ only 維修及修復有歷史性樓宇 – 只限與「西式樓宇」有關的工程	—
	Turn-key Interior Design and Fitting-out Works 全包室內設計及裝修工程	I
Housing Authority 房屋委員會	Building (New Works) 建築(新工程)	NW2 (confirmed) NW2(確認)
	Building (Maintenance) 建築(保養)	M2 (probation) M2(試用期)
	Decoration Contractors 裝修承辦商	—
Buildings Department 屋宇署	General Building Contractors 一般建築承建商	—
	Site Formation Works 地盤平整工程	—
	Foundation Works 地基工程	—
Housing Society 房屋協會	Building Works 屋宇建造工程	List 2 名冊二
Urban Renewal Authority 市區重建局	Repair/Maintenance Works 維修／保養工程	Upper Tier 上層
Electrical and Mechanical Services Department 機電工程署	Registered Electrical Contractors (Electricity Ordinance) 註冊電業承辦商(電力條例)	—
Able Building Construction Limited 安保營造有限公司		
Buildings Department 屋宇署	General Building Contractors 一般建築承建商	—
Able Contractors Limited 安保建築有限公司		
Housing Authority 房屋委員會	Decoration Contractors 裝修承辦商	—

MANAGEMENT DISCUSSION AND ANALYSIS 管理層討論及分析

The following discussions should be read in conjunction with the audited consolidated financial statements of the Company for the year ended 31 March 2020.

PERFORMANCE

During the year under review, the Group was mainly engaged as a main contractor in building construction and RMAA works in Hong Kong. As of 31 March 2020, the Group's substantial contracts on hand were mainly related to building construction works from the public sector.

For the year ended 31 March 2020, the Group's consolidated revenue amounted to approximately HK\$1,548 million, representing a decrease of 35% from HK\$2,385 million for the year ended 31 March 2019. Profit attributable to owners of the parent of the Company for the year ended 31 March 2020 and 31 March 2019 amounted to approximately HK\$24 million and HK\$141 million, respectively, a decrease of 83%. The basic and diluted earnings per share for the year were HK1.20 cents (2019: HK7.07 cents).

The decline in net profit was mainly attributable to (i) the decrease in revenue as certain projects were still in the preliminary stage of development during the year ended 31 March 2020 and the suspension of certain site works in February 2020 to prevent the spread of COVID-19; and (ii) the onetime Loss on Derecognition of approximately HK\$41 million, following the decision of the Board to demolish Man Shung for the redevelopment of the Site. The profit attributable to owners of the parent of the Company for the year ended 31 March 2020 would be approximately HK\$65 million if excluding the Loss on Derecognition, a decrease of 54% comparing with last year.

The net assets value attributable to owners of the parent as at 31 March 2020 amounted to approximately HK\$1,255 million (approximately HK\$0.63 per share), representing an decrease of 4% from approximately HK\$1,313 million (approximately HK\$0.66 per share) as at 31 March 2019.

以下討論應與本公司截至二零二零年三月三十一日止年度之經審核綜合財務報表一併參閱。

表現

於回顧年度內，本集團作為總承建商，主要於香港從事樓宇建築及RMAA工程。於二零二零年三月三十一日，本集團手頭上大部分合約主要為與公營機構有關的工程。

於截至二零二零年三月三十一日止年度，本集團之綜合收入約為15.48億港元，較截至二零一九年三月三十一日止年度之約23.85億港元減少35%。截至二零二零年三月三十一日及二零一九年三月三十一日止年度，本公司母公司持有者應佔溢利分別約為0.24億港元及1.41億港元，減少83%。本年度之每股基本及攤薄盈利為1.20港仙（二零一九年：7.07港仙）。

溢利下跌主要由於(i)若干項目於二零二零年三月三十一日止年度仍處於初步發展階段及為防止COVID-19擴散而於二零二零年二月暫停部份地盤工作，因而導致收入有所下降；及(ii)萬順因董事會決定將其拆卸以重新發展有關地皮，因而產生一次性的終止確認的損失約0.41億港元。如撇除終止確認的損失，截至二零二零年三月三十一日止年度的本公司母公司持有者應佔溢利約為0.65億港元，較去年減少54%。

於二零二零年三月三十一日，母公司持有者應佔資產淨值約為12.55億港元（每股約0.63港元），較二零一九年三月三十一日之約13.13億港元（每股約0.66港元）減少4%。

MANAGEMENT DISCUSSION AND ANALYSIS 管理層討論及分析

DIVIDEND

The Board did not recommend the payment of any final dividend for the year ended 31 March 2020 (2019: HK4 cents per ordinary share).

BUSINESS REVIEW

Market review

With both short-term and long-term measures in housing strategies and healthcare infrastructure implemented by the HKSAR Government, the supply of the construction contracts from public sector will be still stable in the coming years. On the other hand, during the year of 2019/20, the social unrest in second half of 2019 and the political wrangling over funding at Legislative Council of the HKSAR affected the progress of the tendering and award of projects from public sector. The workload peaks and troughs for government projects became unpredictable.

The Group's performance

For the year ended 31 March 2020, the Group's revenue amounted to approximately HK\$1,548 million (2019: approximately HK\$2,385 million), representing a decrease of 35% from that of last year. The decrease in revenue was mainly resulted from certain projects were still in the preliminary stage of development during the current year while the projects in last year were in their mature stage of development. In addition, certain site works were suspended in February 2020 to prevent the spread of COVID-19 which affected the progress of the projects and revenue certified.

The gross profit margin increased from 9.9% for the year ended 31 March 2019 to 10.1% for the year ended 31 March 2020. Under the adoption of HKFRS 15, the gross profit margins of the Group's individual contract works will not remain constant but will fluctuate over different reporting periods, depending on the actual revenue certified and costs incurred for the construction work performed.

股息

董事會不建議就截至二零二零年三月三十一日止年度派發任何末期股息(二零一九年：每股普通股4港仙)。

業務回顧

市場狀況

鑒於香港特區政府對房屋及醫療硬件設施的短期及長期措施，公營項目的建築合約供應於往後年度將仍然穩定。另一方面，於二零一九至二零年度期間，二零一九年下半年的社會動盪及政治爭執令香港特區立法會在撥款問題出現阻攔，導致公共部門的項目招標和批出工程放緩，而令政府項目的工程量難以預測。

本集團表現

截至二零二零年三月三十一日止年度，本集團的收入約為15.48億港元(二零一九年：約23.85億港元)，較上年度減少35%。收入下跌主要由於若干項目於本年度仍處於初步發展階段，而去年的項目皆為已達發展成熟階段的工程。此外，部份地盤工作為防止COVID-19擴散而於二零二零年二月暫停，因而影響工程進度而減少收入確認。

毛利率由截至二零一九年三月三十一日止年度的9.9%上升至截至二零二零年三月三十一日止年度的10.1%。在採納香港財務報告準則第15號下，本集團個別合約工程的毛利率將不會保持穩定而是視乎已進行建築工程所產生之經核定實際收益及成本而於不同報告期間有所波動。

MANAGEMENT DISCUSSION AND ANALYSIS 管理層討論及分析

Building Construction Works

During the year ended 31 March 2020, the following substantial contract was awarded to the Group with contract value of approximately HK\$2,269 million:

- Construction of Public Housing Development at Tuen Mun Area 54 Sites 1 & 1A

Subsequent to the year ended 31 March 2020 and up to the date of this annual report, the Group was also secured the following substantial contract with estimated contract value of approximately HK\$2,762 million:

- Main Works for Development of Cingleot Premium Logistics Centre at Kwo Lo Wan of Hong Kong International Airport (*Note*)

Note: Project with a contract sum of HK\$5,638 million was awarded to Build King - Able Joint Venture, an unincorporated body which 49% interest of this joint operation is attributable to the Group.

We expect the above mentioned contracts will be substantially completed in two to four years from the project commencement.

On the other hand, the Group completed the following significant contracts regarding building construction works during the year ended 31 March 2020:

- Construction of Public Rental Housing Development at Lai Chi Kok Road – Tonkin Street Phase 1 & 2;
- Construction of Subsidised Sale Flats Development at Texaco Road; and
- Construction of Subsidised Sale Flats Development at Shatin Area 16, Wo Sheung Tun Street, Fo Tan and Footbridge Improvement Works at Siu Hong Road, Tuen Mun.

樓宇建築工程

於截至二零二零年三月三十一日止年度，本集團取得以下重大合約，其合約價值約為22.69億港元：

- 屯門第54區第1及1A號公共房屋發展計劃建築工程

於截至二零二零年三月三十一日止年度後至本年度報告之日期，本集團亦取得以下重大合約，其預計合約價值約為27.62億港元：

- 香港國際機場過路灣高端物流中心發展工程－主要工程(*附註*)

附註： 由利基-安保聯合體(並非屬法團的團體)投得之項目，合約總值56.38億港元，本集團佔該共同經營之49%權益。

我們預期，上述合約將於項目開始後兩至四年內大致完成。

另一方面，本集團於截至二零二零年三月三十一日止年度完成以下重大樓宇建築工程合約：

- 荔枝角道東京街第1及2期公共租住房屋發展計劃建築工程；
- 德士古道資助出售房屋發展計劃建築工程；及
- 沙田第16區火炭禾上墩街資助出售房屋發展計劃建築工程和屯門兆康路行人天橋改善工程。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

Other Income and Gains

Other income and gains was approximately HK\$14 million for both of the year ended 31 March 2019 and 31 March 2020. For the year ended 31 March 2020, the interest income increased by HK\$5 million comparing with last year to approximately HK\$11 million as a result of the increase in fixed deposit and interest rate during the year. On the other hand, the rental income decreased by HK\$5 million comparing with last year to approximately HK\$2 million for the year ended 31 March 2020 as all the leases under Man Shung were terminated or expired during the year for the redevelopment plan of the Site.

Administrative Expenses

Administrative expenses increased from approximately HK\$81 million for the year ended 31 March 2019 to approximately HK\$90 million for the year ended 31 March 2020. The increase was mainly due to the increase in the consultancy fee incurred for the revitalisation of Man Shung in order to maximise its use.

Other Expenses

For the year ended 31 March 2020, the other expenses amounted to approximately HK\$41 million (2019: Nil), which representing the onetime loss on derecognition of the full remaining net book value of the building portion of Man Shung of approximately HK\$41 million following the decision of the Board to demolish it for the redevelopment of the Site.

Finance Costs

For the year ended 31 March 2020, the Group's finance costs amounted to approximately HK\$1.3 million (2019: approximately HK\$0.5 million). The interest for bank loans increased by HK\$0.4 million in this year due to the increase in trust receipt loans raised during the year comparing with last year. In addition, the interest on lease liabilities of approximately HK\$0.4 million (2019: Nil) was incurred during the year upon the adoption of HKFRS 16 in this year.

其他收入及收益

其他收入及收益於截至二零一九年三月三十一日及二零二零年三月三十一日止年度皆約為0.14億港元。截至二零二零年三月三十一日止年度，利息收入因定期存款和利率上升而較去年增加了0.05億港元至約0.11億港元；另一方面，因有關地皮的重新發展，有關萬順的所有租賃於年內終止或完結，導致租金收入較去年減少了0.05億港元至截至二零二零年三月三十一日止年度的約0.02億港元。

行政開支

行政開支由截至二零一九年三月三十一日止年度約0.81億港元增加至截至二零二零年三月三十一日止年度約0.90億港元。行政開支上升主要由於活化萬順以盡量提高其用途而產生的顧問費用。

其他開支

截至二零二零年三月三十一日止年度，其他開支約為0.41億港元(二零一九年：無)。董事會決定將萬順拆卸以重新發展有關地皮，其他開支乃萬順的樓宇部分的全數餘下賬面淨值約0.41億港元的一次性終止確認而產生的損失。

財務費用

截至二零二零年三月三十一日止年度，本集團的財務費用約為130萬港元(二零一九年：約50萬港元)。銀行貸款利息於本年度增加約40萬港元，原因是本年度提取的信託收據貸款較去年有所增加。此外，本年度因採納香港財務報告準則第16號而產生的租賃負債利息約為40萬港元(二零一九年：無)。

MANAGEMENT DISCUSSION AND ANALYSIS 管理層討論及分析

Share of Profits and Losses of Joint Ventures

For the year ended 31 March 2020, share of profits of joint ventures of approximately HK\$1 million (period from 1 December 2018 to 31 March 2019; profits of approximately HK\$2 million) was solely arisen from the share of net profits (including accounting adjustments in relation to acquisition) of Gold Victory Resources Inc. (“**Gold Victory**”) and its subsidiaries (collectively, the “**JV Group**”).

To expand the contract works business in the manufacturing, installation and trading of doors, door frames, furniture and other related products, Grand Superb Limited (“**Grand Superb**”, an indirect wholly-owned subsidiary of the Company) as the purchaser, acquired 50% interest in the Gold Victory from Golden Stone Asia Inc. (“**Golden Stone**”, a company controlled by Mr. WONG Kin Wah (“**Mr. WONG**”, an independent third party)) on 30 November 2018. To streamline the operation and manage the operational risk, the JV Group disposed its manufacturing arm in The People’s Republic of China (the “**PRC**”) at a gain in December 2019.

Pursuant to an equity transfer agreement (the “**Equity Transfer Agreement**”) entered into between Grand Superb, Golden Stone and Mr. WONG on 30 November 2018, Mr. WONG irrevocably warrants and guarantees to Grand Superb that the actual profits of the JV Group for the period commencing from 1 December 2018 and ending on 31 March 2022 (the “**Profit Warranty Period**”) shall not be less than the guaranteed profits (the “**Guaranteed Profits**”) of HK\$50 million (the “**Profit Warranty**”). In the event the total Guaranteed Profits are not achieved or reached for the entire Profit Warranty Period based on auditor’s certification, Golden Stone shall pay Grand Superb 50% of the shortfall between the actual profits and the Guaranteed Profits, unless the shortfall is caused by the event of force majeure as defined in the Equity Transfer Agreement. The Profit Warranty constitutes a derivative financial instrument of the Group.

應佔合營企業之損益

截至二零二零年三月三十一日止年度，應佔合營企業的溢利約0.01億港元(二零一八年十二月一日至二零一九年三月三十一日期間：溢利約0.02億港元)完全來自分佔Gold Victory Resources Inc. (「**Gold Victory**」)及其附屬公司(統稱「**合營集團**」)的淨溢利(包括收購相關的會計調整)。

為拓展合約工程業務至門、門框、傢俬及其他相關產品的生產、安裝及買賣，於二零一八年十一月三十日，Grand Superb Limited (「**Grand Superb**」，為本公司之一間間接全資附屬公司)作為買方，從Golden Stone Asia Inc. (「**Golden Stone**」，一間受控於黃建華先生(「**黃先生**」，為獨立第三方)的公司)購入Gold Victory的50%權益。於二零一九年十二月，合營集團為簡化營運和管理營運風險，將其位於中華人民共和國(「**中國**」)的生產部門出售並獲得收益。

根據Grand Superb、Golden Stone及黃先生於二零一八年十一月三十日訂立的一份股權轉讓協議(「**股權轉讓協議**」)，黃先生向Grand Superb作出不可撤銷保證及擔保，保證合營集團於二零一八年十二月一日起至二零二二年三月三十一日止期間(「**溢利保證期**」)的總實際溢利將不低於保證溢利(「**保證溢利**」)0.50億港元(「**溢利保證**」)。倘根據核數師核證，證實合營集團無法於溢利保證期取得或達到保證溢利的總額，Golden Stone須向Grand Superb支付實際溢利與保證溢利的差額之50%，除非有關差額乃由股權轉讓協議內所界定之不可抗力之事件所導致，則作別論。該溢利保證構成本集團的一項衍生金融工具。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

Due to the impacts caused by the outbreak of COVID-19, the accumulated amount of profit that the JV Group recognised during the period from the acquisition date up to 31 March 2020 was lower than that previously estimated by approximately HK\$2 million. The Group will closely monitor the financial performance of the JV Group during the remaining Profit Warranty Period to ensure the Profit Warranty are met or remedy action has been taken according to the Equity Transfer Agreement.

Income Tax Expense

Income tax expense decreased by 46% from approximately HK\$29 million for the year ended 31 March 2019 to approximately HK\$16 million for the year ended 31 March 2020. The decrease was consistent with the decrease in taxable profit for this year.

Profit Attributable to Owners of the Parent

As a result of the foregoing, profit attributable to owners of the parent decreased by 83% from approximately HK\$141 million for the year ended 31 March 2019 to approximately HK\$24 million for the year ended 31 March 2020.

FINANCIAL REVIEW

Capital Structure, Liquidity and Financial Resources

The capital of the Group only comprises ordinary shares. The total equity of the Group as at 31 March 2020 was approximately HK\$1,255 million (31 March 2019: approximately HK\$1,313 million).

The Group monitors capital structure using a net gearing ratio, which is measured as total bank borrowings less cash and cash equivalents, divided by equity attributable to owners of the parent. As at 31 March 2020, the Group's net gearing ratio was 0 (31 March 2019: 0).

Due to the combined effects of (i) net cash outflows from operating activities; (ii) increase in restricted cash; (iii) net increase in bank borrowings; and (iv) payment of 2018/19 final dividend during the year, the Group's cash and cash equivalents recorded a decrease of 31% from approximately HK\$897 million as at 31 March 2019 to approximately HK\$617 million as at 31 March 2020. Current ratio of the Group stood at 1.8 at 31 March 2020, while that as at 31 March 2019 was 1.7. Current ratio is measured as total current assets divided by total current liabilities.

受COVID-19擴散的影響，合營集團於收購日期起至二零二零年三月三十一日止期間的累計利潤金額低於先前的預期金額約0.02億港元。本集團會密切監察合營集團於餘下溢利保證期的財務表現，以確保達成溢利保證或根據股權轉讓協議採取補救方案。

所得稅開支

所得稅開支由截至二零一九年三月三十一日止年度約0.29億港元，減少46%至截至二零二零年三月三十一日止年度約0.16億港元。跌幅與本年度之應課稅溢利的減少一致。

母公司持有者應佔溢利

由於上述因素，母公司持有者應佔溢利由截至二零一九年三月三十一日止年度約1.41億港元，減少83%至截至二零二零年三月三十一日止年度約0.24億港元。

財務回顧

資本架構、流動資金及財務資源

本集團的資本僅由普通股組成。本集團於二零二零年三月三十一日的權益總額約為12.55億港元（二零一九年三月三十一日：約13.13億港元）。

本集團根據淨槓桿比率來監察資本架構。淨槓桿比率以銀行借款總額減去現金及現金等值物，除以母公司持有者應佔權益計算。於二零二零年三月三十一日，本集團的淨槓桿比率為零（二零一九年三月三十一日：零）。

由於(i)經營業務產生的淨現金流出；(ii)受限制現金增加；(iii)銀行貸款淨增加；及(iv)年內支付二零一八至一九年度的末期股息的綜合影響，本集團之現金及現金等值物由於二零一九年三月三十一日約8.97億港元減少31%至於二零二零年三月三十一日約6.17億港元。本集團於二零二零年三月三十一日的流動比率為1.8，而於二零一九年三月三十一日則為1.7。流動比率以流動資產總值除以流動負債總值計量。

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The Group's banking facilities, comprising primarily bank loans, overdrafts and performance bonds, amounted to approximately HK\$2,040 million as of 31 March 2020 (31 March 2019: approximately HK\$1,620 million), of which approximately HK\$1,717 million (31 March 2019: approximately HK\$1,341 million) was unutilised.

The Group maintains sufficient working capital resources to execute its contract works. The Group will continuously takes a prudent and cautious approach to cash application and its capital commitments.

Interest Exposure

At 31 March 2019 and 31 March 2020, the Group's bank borrowings were all denominated in Hong Kong dollars and on a floating rate basis. The Group's bank accounts were operated with principal bankers in Hong Kong. The interest rates of these bank accounts are determined by reference to the respective banks' offer rate. For the year ended 31 March 2019 and 31 March 2020, the Group did not engage in any interest rates and currency hedging or speculation activities.

Foreign Exchange Exposure

The Group's business operations are principally in Hong Kong, and certain operation of a joint venture was in the PRC during the year. Majority of the Group's business transactions are denominated in the local currencies. Hence, the Group is not exposed to significant foreign exchange risk.

Property, plant and equipment

The Group's property, plant and equipment amounted to approximately HK\$619 million as of 31 March 2020 (31 March 2019: approximately HK\$690 million). The decrease was mainly due to the derecognition of the full remaining net book value of the building portion of Man Shung of approximately HK\$41 million and the depreciation of right-of-use assets of approximately HK\$29 million provided during the year. The right-of-use assets recognised upon the adoption of HKFRS 16 were included in the "Property, plant and equipment".

本集團的銀行信貸主要包括銀行貸款、透支及履約擔保，於二零二零年三月三十一日的額度約為20.40億港元(於二零一九年三月三十一日：約16.20億港元)，其中約17.17億港元(於二零一九年三月三十一日：約13.41億港元)尚未動用。

本集團維持足夠的營運資金資源，以執行其合約工程。本集團對現金運用及資本承擔，將繼續持保守及審慎態度。

利率風險

於二零一九年三月三十一日及二零二零年三月三十一日，本集團的銀行貸款均以港元計值，並按浮動利率計算利息。本集團的銀行賬戶在香港主要銀行開設，相關銀行賬戶的利率由有關銀行拆放利率而釐定。於截至二零一九年三月三十一日及二零二零年三月三十一日止之年度內，本集團並無從事任何利率及貨幣對沖或投機活動。

外幣匯兌風險

本集團的業務經營主要位於香港，而一間合營企業的部份業務於年內則位於中國。本集團業務交易大多數以當地貨幣計值。因此，本集團並無面臨重大外幣匯兌風險。

物業、機器及設備

本集團的物業、機器及設備於二零二零年三月三十一日的金額約6.19億港元(於二零一九年三月三十一日：約6.90億港元)。減少主要由於年內終止確認萬順的樓宇部分的全數賬面淨值約0.41億港元及使用權資產的折舊約0.29億港元。因採納香港財務報告準則第16號而確認的使用權資產包括在「物業、機器及設備」內。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

Accounts Receivable

The Group's accounts receivable represented the receivables for contract works in relation to completed and on-going contract works projects. Accounts receivable represents progress billing of work performed by us and the progress payment certificates issued by and received from our customers. The level of accounts receivable is principally affected by our work progress and the amount of the progress payment certificate received from our customers up to the end of the financial period. Approximately 93% of the accounts receivable as at 31 March 2020 was subsequently settled as at 10 June 2020 (31 March 2019: approximately 93% was subsequently settled by 31 May 2019).

Contract Assets

Balance at current year end mainly represented retention receivables of approximately HK\$168 million (31 March 2019: approximately HK\$162 million) and unbilled revenue of approximately HK\$51 million (31 March 2019: approximately HK\$58 million). Retention receivables represent the retention monies required by our customers to secure our Group's due performance of the contracts.

Other Payables and Accruals

As of 31 March 2020, the current and non-current balances of other payable and accruals amounted to approximately HK\$222 million (31 March 2019: approximately HK\$386 million) and HK\$7 million (31 March 2019: Nil), respectively, which mainly represented provision for contract works, staff costs payable and the lease liabilities recognised under HKFRS 16. Decrease in total balance of approximately HK\$157 million in current year end was the combined effects of the decrease in provision for contract works of approximately HK\$175 million and the recognition of lease liabilities of approximately HK\$17 million upon the adoption of HKFRS 16. The lease liabilities were included in "Other payables and accruals" in the consolidated statement of financial position.

應收賬款

本集團的應收賬款為有關已完成及在建合約工程項目的合約工程應收款。應收賬款為進行工程的進度款項及來自客戶發出及取得的階段付款證明書。應收賬款水平主要受於報告期末前的工程進度及截至財政年度止來自客戶取得的分階段付款證明書中的金額所影響。於二零二零年三月三十一日的應收賬款中，約93%已於其後於二零二零年六月十日或以前收回（於二零一九年三月三十一日：約93%已於二零一九年五月三十一日或以前收回）。

合約資產

本年度末餘額主要為應收保證金約1.68億港元（於二零一九年三月三十一日：約1.62億港元）及未發出付款證明書的收入約0.51億港元（於二零一九年三月三十一日：約0.58億港元）。應收保證金指客戶為確保本集團按合約如期完工所需的保留金。

其他應付款及應計費用

於二零二零年三月三十一日，其他應付款及應計費用的流動及非流動部份餘額分別約2.22億港元（於二零一九年三月三十一日：約3.86億港元）及0.07億港元（於二零一九年三月三十一日：無），其主要為合約工程的撥備、應付員工費用及按香港財務報告準則第16號確認的租賃負債。本年年末的總結餘減少約1.57億港元，主要由於合約工程的撥備下跌約1.75億港元及採納香港財務報告準則第16號而確認的租賃負債約0.17億港元的綜合影響。租賃負債於綜合財務狀況表中包括在「其他應付款及應計費用」內。

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Charges on Assets

As at 31 March 2020, the accounts receivable, unbilled revenue and retention receivables related to certain contract works of HK\$130,653,000 (31 March 2019: HK\$21,963,000), HK\$43,824,000 (31 March 2019: HK\$23,255,000) and HK\$103,575,000 (31 March 2019: HK\$57,871,000), respectively were pledged in favour of certain banks to secure certain bank loans and banking facilities granted by those banks to the Group.

As at 31 March 2020, bank deposits amounting to HK\$110,000,000 (31 March 2019: Nil) were placed as guaranteed deposit for the performance bond issued by the relevant bank in relation to a construction project of the Group and the Group's bank loans with an aggregate carrying amounts of HK\$121,517,000 (31 March 2019: Nil) were secured by certain deposits accounts maintained with the relevant banks as continuing security for the obligations of the Group.

Contingent liabilities

Details of the Group's contingent liabilities are set out in note 30 to the financial statements.

Capital commitments

Details of the Group's capital commitments are set out in note 31 to the financial statements.

SIGNIFICANT INVESTMENT HELD AND FUTURE PLANS FOR MATERIAL INVESTMENTS ON CAPITAL ASSETS

The Group did not have any significant investment held as at 31 March 2020. The Group is currently investigating and evaluating different investment opportunities.

資產抵押

於二零二零年三月三十一日，若干合約工程有關的應收賬款、未發出付款證明書的收入及應收保證金分別為130,653,000港元(於二零一九年三月三十一日：21,963,000港元)、43,824,000港元(於二零一九年三月三十一日：23,255,000港元)及103,575,000港元(於二零一九年三月三十一日：57,871,000港元)已抵押予若干銀行以擔保該等銀行授予本集團的若干銀行貸款及銀行信貸。

於二零二零年三月三十一日，銀行存款總值110,000,000港元(於二零一九年三月三十一日：無)存放於相關銀行作為該銀行就本集團一項建築工程項目開出的履約保證金的保證存款及本集團的銀行貸款總值121,517,000港元(於二零一九年三月三十一日：無)以本集團於相關銀行持有的若干存款戶口作為本集團的責任的持續抵押品。

或然負債

本集團之或然負債之詳情載於財務報表附註30。

資本承諾

本集團之資本承諾之詳情載於財務報表附註31。

持有的重大投資及有關資本資產重大投資的未來計劃

本集團於二零二零年三月三十一日並無持有任何重大投資。本集團目前正研究及評估不同的投資機會。

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MATERIAL ACQUISITION AND DISPOSALS

Possible Acquisition

As disclosed in the joint announcement of the Company and Vantage International (Holdings) Limited (“Vantage”, stock code: 15, an intermediate holding company of the Company) dated 9 July 2019, Rhythm Classic Limited (the “Purchaser”, an indirect wholly-owned subsidiary of the Company) entered into a framework agreement on 9 July 2019 (the “Framework Agreement”) with an independent third party (“Vendor”) for the possible acquisition of 100% of the equity interest of a Hong Kong company (the “Target Company”) and 100% of the interest-free shareholder loan (if any) advanced by the Vendor to the Target Company at a consideration of HK\$130 million (the “Possible Acquisition”). Pursuant to the Framework Agreement, the Possible Acquisition is conditional upon, among others, the fulfilment of the conditions as stated in the Framework Agreement (the “Conditions Precedent”) within 180 days from the date of signing of the Framework Agreement, or such other period as duly agreed by both parties in writing (the “Agreement Valid Period”).

Further disclosed in the joint announcement of the Company and Vantage dated 2 January 2020, given that additional time was required for the fulfilment of the Conditions Precedent, the Purchaser and the Vendor have entered into a supplementary agreement on 2 January 2020, to extend the Agreement Valid Period to 2 July 2020 (or such other period as duly agreed by both parties in writing).

Up to the date of this annual report, the Conditions Precedent have not been fulfilled and no deposit has been paid to the Vendor. The Possible Acquisition is subject to, among others, fulfilment of the Conditions Precedent and the entering into of a formal agreement (the “Formal Agreement”). The Possible Acquisition is also subject to fulfilment of such conditions precedent as may be provided under the Formal Agreement, which terms and conditions are yet to be finalised. The Framework Agreement may or may not lead to the entering into the Formal Agreement, and thus, the Possible Acquisition may or may not proceed. If proceed, it is expected that the Possible Acquisition will constitute a discloseable transaction to the Company under Chapter 14 of the Rules (the “Listing Rules”) Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (“The Stock Exchange”). Further announcement(s) in relation to the Possible Acquisition will be made by the Company as and when appropriate in accordance with the Listing Rules.

重大收購及出售

可能收購事項

誠如本公司與盈信控股有限公司(「盈信」, 股份代號: 15, 本公司的一間中間控股公司)於日期為二零一九年七月九日的聯合公告所披露, Rhythm Classic Limited(「買方」, 本公司的一間間接全資附屬公司)與一獨立第三方(「賣方」)於二零一九年七月九日就可能收購一間香港公司(「目標公司」)的100%股本權益及賣方向該目標公司提供的100%免息股東貸款(如有)之事項訂立框架協議(「框架協議」), 代價為1.30億港元(「可能收購事項」)。根據框架協議, 可能收購事項須待(其中包括)達成框架協議所列條件(「先決條件」)後方可作實, 而達成先決條件限期為框架協議簽署日期起180天內(或雙方經書面協定之其他日期)(「協議有效期」)。

本公司與盈信於日期為二零二零年一月二日的聯合公告進一步披露, 由於需要更多時間達成先決條件, 買方與賣方於二零二零年一月二日訂立一份補充協議, 以延長協議有效期至二零二零年七月二日(或雙方經書面協定之其他日期)。

截至本年度報告之日期, 先決條件仍未獲達成及並無支付保證金予賣方。可能收購事項須待(其中包括)先決條件獲達成及訂立正式協議(「正式協議」)後方可作實。可能收購事項亦受限於正式協議中可能規定的先決條件的達成, 而有關協議之條款及條件尚未落實。框架協議可能會或可能不會導致簽訂正式協議。因此, 可能收購事項可能會或可能不會進行。如進行可能收購事項, 預期該交易將根據香港聯合交易所有限公司(「聯交所」)證券上市規則(「上市規則」)第十四章構成本公司的一項須予披露交易。本公司將適時根據上市規則就可能收購事項刊發進一步公告。

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USE OF PROCEEDS FROM THE LISTING

The shares of the Company (the “Share(s)”) were listed (the “Listing”) on the Main Board of The Stock Exchange on 20 February 2017. Net proceeds from the Listing were approximately HK\$524 million (after deducting the underwriting commission and other expenses in relation to the 500,000,000 new ordinary shares issued pursuant to the listing of Shares on The Stock Exchange. As at 31 March 2020, the unused net proceeds were approximately HK\$82 million (31 March 2019: approximately HK\$181 million). The unused proceeds were deposited in licensed banks in Hong Kong.

According to the section “Future Plans and Proposed Use of Proceeds” as set out in the prospectus of the Company dated 26 January 2017 (the “Prospectus”), the Group used the net proceeds during the year ended 31 March 2020 as follows:

上市所得款項用途

本公司股份(「股份」)於二零一七年二月二十日在聯交所主板上市(「上市」)。上市所得款項淨額約為5.24億港元(經扣除與因本公司股市於聯交所上市而發行的500,000,000股普通新股份有關的包銷佣金及其他開支)。於二零二零年三月三十一日，尚未動用之款項淨額約為0.82億港元(於二零一九年三月三十一日：約1.81億港元)。尚未動用所得款項存放於香港持牌銀行。

根據本公司日期為二零一七年一月二十六日之招股章程(「招股章程」)所載「未來計劃及建議所得款項用途」一節，本集團截至二零二零年三月三十一日止年度期間將所得款項淨額用作以下用途：

		Net proceeds from the Listing	Unused amount at 1 April 2019 於二零一九年 四月一日 尚未動用金額	Used in this year 本年動用 之金額	Unused amount at 31 March 2020 於二零二零年 三月三十一日 尚未動用金額
		HK\$ Million 百萬港元	HK\$ Million 百萬港元	HK\$ Million 百萬港元	HK\$ Million 百萬港元
Maintaining and increasing the employed capital requirement and working capital requirement for future/new projects in the public sector	維持並增加未來／新公營項目的所需資本及營運資金需求	402	179	(97)	82
Payment for the upfront costs	支付前期成本	70	-	-	-
General working capital	一般營運資金	52	2	(2)	-
Total	總額	524	181	(99)	82

Note: The unused proceeds of approximately HK\$82 million as at 31 March 2020 were consumed for the purpose of “Maintaining and increasing the employed capital requirement and working capital requirement for future/new projects in the public sector” when a new project was awarded to “Build King - ABLE Joint Venture”, a new joint operation in which the Company has 49% interest, subsequent to the year ended 31 March 2020.

附註：於二零二零年三月三十一日尚未動用之款項約0.82億港元，當「利基－安保聯合體」(本集團佔該新的共同經營49%權益)於截至二零二零年三月三十一日止年度後取得一項新項目時，已被用於「維持並增加未來／新公營項目的所需資本及營運資金需求」的用途。

MANAGEMENT DISCUSSION AND ANALYSIS 管理層討論及分析

EMPLOYEES AND REMUNERATION POLICY

As of 31 March 2020, the Group employed 336 full-time employees (31 March 2019: 360) in Hong Kong. The Group remunerates its employees based on their performance and work experience and with reference to the prevailing market conditions. On top of the regular remuneration, discretionary bonus and share options may be granted to senior management and staff members by reference to the Group's performance, specific project's performance as well as the individual employee's performance. Staff benefits include mandatory provident fund, medical insurance, incentive travel, subsidies for education and training programmes.

At the Annual General Meeting ("AGM") of the Company held on 31 August 2018, the adoption of a share option scheme (the "Option Scheme") was considered and approved. The purposes of the Option Scheme are to provide incentives for the directors and full-time employees of the members of the Group to work towards enhancing the value of the Company and its Shares for benefit of the Company and its shareholders as a whole. The Option Scheme provides the Group with a flexible means of either retaining, incentivising, rewarding, remunerating, compensating and/or providing benefits to participants of the scheme. From the date of adoption of the Option Scheme and up to 31 March 2020, the Company did not grant any share options under the Option Scheme and no equity-settled share option expense was charged to the profit or loss.

僱員及薪酬政策

於二零二零年三月三十一日，本集團於香港聘用336名(於二零一九年三月三十一日：360名)全職僱員。本集團根據僱員之表現、工作經驗及參考現行市場狀況以釐定其薪酬。除一般薪酬外，本集團因應本集團業績、個別項目之業績及僱員之個人表現，或會向高級管理層及僱員授出酌情花紅及購股權。僱員福利包括強制性公積金、醫療保險、獎勵旅遊、教育津貼及培訓計劃。

本公司於其二零一八年八月三十一日舉行之股東週年大會(「股東週年大會」)上，審議並批准採納一項購股權計劃(「購股權計劃」)。購股權計劃旨在鼓勵本集團各成員的董事及全職僱員為本公司及其股東的整體利益，努力提升本公司及其股份的價值。購股權計劃令本集團能靈活挽留、獎勵、回饋、酬報、補償及／或向計劃參與者提供利益。自採納購股權計劃之日起至二零二零年三月三十一日止，本公司並無根據購股權計劃授出購股權，亦無於損益內扣除任何金額作為權益結算的購股權開支。

BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT 董事及高級管理層履歷

EXECUTIVE DIRECTORS

Mr. NGAI Chun Hung (“Mr. NGAI”), aged 57, joined the Group in February 1996, a controlling shareholder of the Company, has been the Chairman of the Board and an Executive Director of the Company since July 2016. Mr. NGAI is also the chairman of the board of directors and executive director of Vantage.

Mr. NGAI is a director of certain subsidiaries of the Group. He is also the chairman of the Nomination Committee of the Company. Mr. NGAI has over 23 years of experience in the construction industry and over 16 years of experience in the property industry. He is primarily responsible for the management of the Board and the strategic planning of the Group.

Mr. NGAI and Mr. YAU Kwok Fai are brothers-in-law.

Mr. CHEUNG Ho Yuen (“Mr. Cheung”), aged 48, joined the Group in September 2003, has been an Executive Director of the Company since September 2016. Mr. CHEUNG was appointed as the Chief Executive Officer of the Company in February 2020. He is also a director of certain subsidiaries of the Group. Mr. CHEUNG is primarily responsible for business development, corporate governance affairs, project estimation, project sub-contracting and procurement management of the Group.

Mr. CHEUNG has over 24 years of experience in the construction industry. He obtained a bachelor degree in Quantity Surveying from University of Greenwich of the United Kingdom (“UK”) in July 1998 and a higher diploma in Building Surveying from City University of Hong Kong in November 1995.

執行董事

魏振雄先生(「魏先生」)，五十七歲，於一九九六年二月加入本集團，為本公司控股股東，彼自二零一六年七月出任本公司董事會主席及執行董事。魏先生亦為盈信之董事會主席及執行董事。

魏先生為本集團若干附屬公司之董事。彼亦為本公司提名委員會之主席。魏先生於建築業擁有逾二十三年經驗，亦於物業市場擁有逾十六年經驗。彼主要負責董事會管理及本集團之策略性規劃工作。

魏先生乃游國輝先生之大舅。

張浩源先生(「張先生」)，四十八歲，於二零零三年九月加入本集團，彼自二零一六年九月出任本公司執行董事。張先生於二零二零年二月獲委任為本公司之行政總裁。彼亦為本集團若干附屬公司之董事。張先生主要負責本集團的業務發展、企業管治事務、項目估算、項目分包及採購工作管理。

張先生於建築業擁有逾二十四年經驗。彼於一九九八年七月取得英國(「英國」)格林尼治大學工料測量學學士學位及於一九九五年十一月取得香港城市大學屋宇測量學高級文憑。

BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT 董事及高級管理層履歷

Mr. IP Yik Nam (“Mr. IP”), aged 40, joined the Group in April 2016, has been an Executive Director of the Company since September 2016. Mr. IP was also the Chief Executive Officer of the Company from September 2016 to February 2020. He is also a director of certain subsidiaries of the Group. Mr. IP is primarily responsible for business development, legal and compliance and corporate governance affairs of the Group.

Mr. IP has over 15 years of management experience through assuming various management roles in companies in the United States and Hong Kong. Mr. IP graduated from Hong Kong Baptist University with a Bachelor of Business Administration degree in Human Resources Management in December 2002. He further obtained a Master of Business Administration degree from Long Island University of the United States in May 2004 and a Bachelor of Laws degree from University of London of the UK in August 2011.

Mr. IP is the son of The Hon. IP Kwok Him, GBM, GBS, JP, one of the independent non-executive directors of Vantage.

Mr. LAU Chi Fai, Daniel (“Mr. LAU”), aged 51, joined the Group in November 2005, has been an Executive Director of the Company since September 2016. He is also a director of certain subsidiaries of the Group. Mr. LAU is primarily responsible for building project management and contract administration work of the Group.

Mr. LAU has over 27 years of experience in the construction field. He obtained a bachelor degree in Construction Management from South Bank University of the UK in July 1993 and a higher diploma in Building Technology and Management from the Hong Kong Polytechnic in November 1991. He is a member of the Hong Kong Institute of Construction Managers.

葉亦楠先生(「葉先生」)，四十歲，於二零一六年四月加入本集團，彼自二零一六年九月出任本公司執行董事。葉先生於二零一六年九月至二零二零年二月亦為本公司之行政總裁。彼亦為本集團若干附屬公司之董事。葉先生主要負責本集團的業務發展、法律及合規監察及企業管治事務。

葉先生通過於美國及香港出任多間公司的管理層職務，獲得逾十五年的管理經驗。葉先生於二零零二年十二月畢業於香港浸會大學並取得人力資源管理學工商管理學士學位。彼其後於二零零四年五月取得美國長島大學工商管理碩士學位及於二零一一年八月取得英國倫敦大學法律學士學位。

葉先生為盈信其中一位獨立非執行董事葉國謙議員(大紫荊勳賢、金紫荊星章、太平紳士)的兒子。

劉志輝先生(「劉先生」)，五十一歲，於二零零五年十一月加入本集團，彼自二零一六年九月出任本公司執行董事。彼亦為本集團若干附屬公司之董事。劉先生主要負責本集團的建築項目管理及合約行政工作。

劉先生於建築業擁有逾二十七年經驗。彼於一九九三年七月取得英國南岸大學建築管理學學士學位，並於一九九一年十一月取得香港理工學院建築工藝及管理學高級文憑。彼為香港營造師學會的會員。

BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT 董事及高級管理層履歷

Mr. YAU Kwok Fai (“Mr. YAU”), aged 54, joined the Group in February 1996, has been an Executive Director of the Company since July 2016. He is also the deputy chairman of the board of directors, the executive director and the chief executive officer of Vantage. Mr. YAU is a director of certain subsidiaries of the Group. He is also the member of the Remuneration Committee of the Company. Mr. YAU is responsible for formulating policy and overall development of the Group.

Mr. YAU has over 29 years of experience in the construction industry and 16 years of experience in the property industry. Mr. YAU obtained a Bachelor of Engineering degree in Civil Engineering (First Class Honours) from the Hong Kong Polytechnic in November 1990, a diploma from the Imperial College London of the UK in July 1991 and a Master of Science degree with distinction in Structural Steel Design from the University of London of the UK in August 1991. Mr. YAU is a Chartered Engineer and a Member of the Institution of Civil Engineers, the Institution of Structural Engineers of the UK and the Hong Kong Institution of Engineers (“HKIE”). He is also a Registered Professional Engineer (Civil & Structural) and a Registered Structural Engineer under the Buildings Ordinance.

Mr. YAU and Mr. NGAI are brothers-in-law.

游國輝先生(「游先生」)，五十四歲，於一九九六年二月加入本集團，彼自二零一六年七月起出任本公司執行董事。彼亦為盈信的董事會副主席、執行董事及行政總裁。游先生為本集團若干附屬公司之董事。彼亦為本公司薪酬委員會成員。游先生主要負責制定政策及本集團的整體發展。

游先生於建築業擁有逾二十九年經驗，亦於物業市場擁有逾十六年經驗。游先生於一九九零年十一月取得香港理工學院土木工程學工程學士學位(一級榮譽)、於一九九一年七月取得英國倫敦帝國學院的文憑，並於一九九一年八月以優異成績取得英國倫敦大學結構鋼材設計理學碩士學位。游先生為特許工程師及英國土木工程師學會、英國結構工程師學會及香港工程師學會(「香港工程師學會」)的會員。彼亦為註冊專業工程師(土木及結構)及建築物條例下的註冊結構工程師。

游先生乃魏先生的妹夫。

BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT 董事及高級管理層履歷

INDEPENDENT NON-EXECUTIVE DIRECTORS ("INEDS")

Dr. LI Yok Sheung ("Dr. LI"), aged 67, has been an INED of the Company since January 2017. He is mainly responsible for supervising and providing independent advice to our Board. He is currently the chairman of Remuneration Committee and a member of the Audit Committee and the Nomination Committee of the Company.

Dr. LI has over 31 years of experience in civil engineering and education. He graduated from the University of Hong Kong with a Bachelor of Science degree in Engineering in November 1975 and a Doctor of Philosophy degree in November 1980. Dr. LI joined the Hong Kong Polytechnic as lecturer in September 1984 and was appointed as the Chair Professor of Coastal and Environmental Engineering in January 2000. From July 2000 to July 2007, he also served as the Head of the Department of Civil and Structural Engineering (renamed as Department of Civil and Environmental Engineering in 2012) of the Hong Kong Polytechnic University. Dr. LI retired from the position of chair professor in June 2013 and was appointed as advisor to Head of Civil and Environmental Engineering from September 2013 to August 2018.

Dr. LI is a Registered Professional Engineer. He is also a fellow of the HKIE since September 1997. Dr. LI served on the publications committee of the HKIE between 2002 and 2008 and was the chairman of such committee from 2005 to 2008. He was a member of the Structural Engineers Registration Committee Panel under the Buildings Department in 2004 and 2005. He was appointed as an independent reviewer by the then Territory Development Department for the Central Reclamation Phase III Project in 2003.

獨立非執行董事(「獨立非執行董事」)

李毓湘博士(「李博士」)，六十七歲，自二零一七年一月起出任本公司獨立非執行董事。彼主要負責監督董事會及向董事會提供獨立意見。彼現為本公司薪酬委員會主席以及審核委員會及提名委員會成員。

李博士擁有逾三十一年土木工程及教育經驗。彼於一九七五年十一月於香港大學畢業並取得工程學理學士學位及於一九八零年十一月取得哲學博士學位。李博士於一九八四年九月加入香港理工學院為講師，並於二零零零年一月獲委任為海岸及環境工程學講座教授。自二零零零年七月至二零零七年七月，彼亦為香港理工大學土木及結構工程學系(於二零一二年改名為土木及環境工程學系)主任。李博士於二零一三年六月退休卸任講座教授一職，並於二零一三年九月至二零一八年八月被任命為土木及環境工程學系系主任的顧問。

李博士為註冊專業工程師。彼亦自一九九七年九月起為香港工程師學會資深會員。李博士於二零零二年至二零零八年間於香港工程師學會出版事務委員會任職及於二零零五年至二零零八年為該委員會的主席。彼於二零零四年至二零零五年為屋宇署轄下結構工程師註冊事務委員會委員團成員。彼於二零零三年獲當時的拓展署委任為獨立審批員，以跟進中區填海第三期工程。

BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT 董事及高級管理層履歷

Ms. MAK Suk Hing (“Ms. MAK”), aged 67, has been an INED of the Company since January 2017. She is mainly responsible for supervising and providing independent advice to our Board. She is currently a member of the Audit Committee, the Remuneration Committee and the Nomination Committee of the Company.

Ms. MAK has over 36 years of experience in education. She graduated from the Chinese University of Hong Kong (“CUHK”) with a Bachelor of Science degree in October 1975 and a diploma in Education in December 1980. From 1975 to 1997, Ms. MAK served as the assistant education officer, education officer and senior education officer for Education Bureau. She was the principal of Tai Po Government Secondary School from 1997 to 2000 and the principal of South Tuen Mun Government Secondary School from 2000 to 2008. She was a committee member of the School Management Committee of the Clementi Secondary School from 2011 to 2013. From November 2013 to August 2015, Ms. MAK was an independent non-executive director of Excel Development (Holdings) Limited (a company which shares are listed on the Main Board of The Stock Exchange, had its name changed to “Bisu Technology Group International Limited” since 16 January 2017; stock code: 1372). She has also been a member of New Territories East Region of the Scout Association of Hong Kong until 2017.

Ms. MAK is currently the assessor for Needs Analysis for Aspiring Principals Programme in the CUHK. She is also a member of the Executive Committee of Rural Training College Alumni Association Limited.

麥淑卿女士(「麥女士」)，六十七歲，自二零一七年一月起出任本公司獨立非執行董事。彼主要負責監督董事會及向董事會提供獨立意見。彼現為本公司審核委員會、薪酬委員會及提名委員會成員。

麥女士擁有逾三十六年教育經驗。彼於一九七五年十月於香港中文大學(「中文大學」)畢業，取得理學學士學位，並於一九八零年十二月取得教育文憑。自一九七五年至一九九七年，麥女士於教育局任職助理教育主任、教育主任及高級教育主任。彼於一九九七年至二零零零年擔任大埔官立中學校長並於二零零零年至二零零八年擔任南屯門官立中學校長。彼於二零一一年至二零一三年為金文泰中學學校管理委員會成員。於二零一三年十一月至二零一五年八月，麥女士為怡益控股有限公司(其股份於聯交所主板上市，於二零一七年一月十六日改名為「比速科技集團國際有限公司」；股份代號：1372)的獨立非執行董事。直至二零一七年，彼亦為香港童軍總會新界東地域選任委員。

麥女士現為中文大學擬任校長課程需要分析員。彼亦為鄉村師範專科學校同學會有限公司執行委員會成員。

BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT 董事及高級管理層履歷

Ms. LEUNG Yuen Shan, Maisy (“Ms. LEUNG”), aged 49, has been an INED of the Company since January 2017. She is mainly responsible for supervising and providing independent advice to our Board. She is currently the chairman of the Audit Committee and a member of the Remuneration Committee and the Nomination Committee of the Company.

Ms. LEUNG has over 19 years of experience in accounting and finance and substantial experience in managerial roles. She had worked in Deloitte Touche Tohmatsu for over 11 years with extensive experience in auditing, corporate finance, and corporate reorganisation. Ms. LEUNG was then employed by a private broadcasting company as the vice president of finance in charge of its financial activities and a multinational artist management company as the strategic development general manager responsible for its corporate strategic plans and policies from 2009 to 2012.

Ms. LEUNG obtained a Bachelor of Business Administration degree (majoring in Accounting and Finance) from Simon Fraser University, Canada in May 1995 and a Master Business Administration degree in Business Management (majoring in International Management) from University of London of the UK in November 1997.

梁婉珊女士(「梁女士」)，四十九歲，自二零一七年一月起出任本公司獨立非執行董事。彼主要負責監督董事會及向董事會提供獨立意見。彼現為本公司審核委員會主席以及薪酬委員會及提名委員會成員。

梁女士擁有逾十九年會計及金融經驗以及豐富的管理經驗。彼曾於德勤•關黃陳方會計師事務所工作逾十一年，有豐富的審計、企業融資及企業重組經驗。梁女士其後於二零零九年至二零一二年獲一間私人廣播公司聘任為財務副總裁，負責其財務活動，並獲一間跨國藝人管理公司聘任為策略發展總經理，負責其企業策略計劃。

梁女士於一九九五年五月取得加拿大西門菲莎大學工商管理學(主修會計金融學)學士學位，並於一九九七年十一月取得英國倫敦大學商業管理學(主修國際管理學)工商管理碩士學位。

BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT 董事及高級管理層履歷

SENIOR MANAGEMENT

Mr. YAM Kui Hung, aged 61, joined the Group in February 1996 as a director of a major subsidiary of the Group. Mr. YAM was also an Executive Director of the Company from September 2016 to February 2020. Mr. YAM is primarily responsible for quality assessment, project risk management and internal audit of the Group.

Mr. YAM has over 40 years of experience in the construction field. He obtained a higher certificate in Building Studies from the Hong Kong Polytechnic in November 1982 and a postgraduate diploma in Construction Management from the Construction Industry Training Authority in Hong Kong in October 1989. He is a corporate member of the HKIE.

Mr. NG Kai Chow, aged 51, joined the Group in October 2002, is currently a project manager of the Group and is responsible for provision of building project management and contract administration works of certain contract works.

Mr. NG has over 32 years of experience in the construction industry. He obtained a postgraduate diploma in Construction Law and Arbitration in October 2005 from the University of Hong Kong School of Professional and Continuing Education and a diploma in Construction from the College of Estate Management of the UK in August 2001.

Mr. CHEUNG Pak Lun, aged 41, joined the Group in September 2002, is currently a project manager of the Group and is mainly responsible for provision of building project management and contract administration works of certain contract works.

Mr. CHEUNG has over 18 years of experience in the construction industry, in particular, working experience in private and public residential and institutional developments. He obtained a bachelor degree in Building Engineering and Management from the Hong Kong Polytechnic in November 2002.

高級管理層

任鉅鴻先生，六十一歲，於一九九六年二月加入本集團為本集團一間主要附屬公司之董事。任先生於二零一六年九月至二零二零年二月亦為本公司之執行董事。任先生主要負責本集團的品質評估、項目風險管理及內部監控。

任先生於建築業擁有逾四十年經驗。彼於一九八二年十一月取得香港理工學院建築系高級文憑，並於一九八九年十月取得香港建築業訓練局建築管理深造文憑。彼為香港工程師學會的正式會員。

吳啟洲先生，五十一歲，於二零零二年十月加入本集團，現為本集團之項目經理，主要負責提供建築項目管理及若干合約工程的合約行政工作。

吳先生於建築業擁有逾三十二年經驗。彼於二零零五年十月取得香港大學專業進修學院建築法及仲裁深造文憑，並於二零零一年八月取得英國產業管理學院建築學文憑。

張柏倫先生，四十一歲，於二零零二年九月加入本集團，現為本集團之項目經理，主要負責提供建築項目管理及若干合約工程的合約行政工作。

張先生於建築業擁有逾十八年經驗，尤其私人及公共住宅及機構發展項目的工作經驗。彼於二零零二年十一月取得香港理工學院建築工程及管理學學士學位。

BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT 董事及高級管理層履歷

Mr. LAM Yim Wang, aged 44, joined the Group in May 2017, is currently a project manager of the Group and is mainly responsible for provision of building project management and contract administration works of certain contract works.

Mr. LAM has over 24 years of experience in the construction industry, in particular, working experience in public residential and institutional developments. He obtained a bachelor degree of Applied Science in Construction Management and Economics from the Curtin University of Technology of the Australia in October 2002.

Mr. WONG Fu Cheong, Desmond, aged 41, joined the Group in March 2019. He has been appointed as the company secretary (the “**Company Secretary**”) of the Company and financial controller of the Group since 12 April 2019. He is primarily responsible for overseeing the financial matters and company secretarial affairs of the Group.

Mr. WONG has over 18 years’ accounting, auditing, financing and company secretarial experience and is a member of the Hong Kong Institute of Certified Public Accountants. Mr. WONG obtained a Bachelor of Business Administration (Professional Accountancy) degree from the CUHK in May 2001. Prior to joining the Group, he had worked in an international accounting firm and was the head of finance department in a listed company in Hong Kong.

林炎宏先生，四十四歲，於二零一七年五月加入本集團，現為本集團之項目經理，主要負責提供建築項目管理及若干合約工程的合約行政工作。

林先生於建築業擁有逾二十四年經驗，尤其公共住宅及機構發展項目的工作經驗。彼於二零零二年十月取得澳洲科廷大學建築管理及經濟學學士學位。

黃富昌先生，四十一歲，於二零一九年三月加入本集團，彼自二零一九年四月十二日獲委任為本公司公司秘書(「**公司秘書**」)及本集團財務總監，主要負責監督本集團之財務事宜及公司秘書事務。

黃先生擁有逾十八年的會計、審計、財務及公司秘書經驗，並為香港會計師公會會員。黃先生於二零零一年五月取得中文大學工商管理學士(專業會計)學位。加入本集團前，黃先生曾於一間國際會計師事務所工作及曾為一間香港上市公司的財務部主管。

CORPORATE GOVERNANCE REPORT 企業管治報告

Corporate governance is the system by which the Company is directed and controlled. The Board is fully aware of its importance to the Shareholders and has developed a rigorous system of checks and balances which allows management to respond to the strategic directions approved by the Board. The Board believes that a well-balanced corporate governance system enables the Company to achieve business excellence and fulfill the Company's mission.

This report describes the Company's corporate governance practices and structures that were in place during the financial year ended 31 March 2020, with specific reference to the principles and guidelines of the "Corporate Governance Code and Corporate Governance Report" (the "CG Code") as set out in Appendix 14 to the Listing Rules. In developing and reviewing its corporate governance policies and practices, the Company has sought to adopt a balanced approach.

COMPLIANCE WITH CORPORATE GOVERNANCE CODE

In the opinion of the Directors, the Company complied with the code provisions as set out in the CG Code throughout the year ended 31 March 2020.

企業管治為本公司之指導及監控系統。董事會充分了解企業管治對股東之重要性，因此建立了一套嚴謹的監察及衡制制度，使管理層能配合董事會訂立之策略方針。董事會相信，一套平衡的企業管治系統，可以讓本公司獲得業務優勢，及實現本公司之使命。

本報告乃按上市規則附錄十四《企業管治守則及企業管治報告》(「企業管治守則」)所載之原則及指引編制，說明本公司於截至二零二零年三月三十一日止之財政年度內實行之企業管治常規及架構。在擬定及檢討企業管治政策及常規時，本公司已盡量採取平衡之方法。

遵守企業管治守則

董事認為，於截至二零二零年三月三十一日止年度，本公司已遵守企業管治守則所載的守則條文。

CORPORATE GOVERNANCE REPORT

企業管治報告

THE BOARD

The overall management of the Company's business is vested in the Board, which assumes the responsibility for leadership and control of the Company, and the Directors are collectively responsible for promoting the success of the Company by directing and supervising its affairs and overseeing the achievement of strategic plans to enhance Shareholders' value. The Board has undertaken the corporate governance function as required under the CG Code. The Board is responsible for all major aspects of the Company's affairs, which includes:

- formulating key policy matters, overall strategic plans and directions, and objectives of the Group;
- monitoring the performance of the management of the Group;
- appointing members and chairman to the Board and the Board's committees;
- implementing and monitoring an effective framework of risk management and internal controls;
- monitoring material transactions (including, in particular, those which may involve conflicts of interest);
- approving interim reports, annual reports, announcements and considering dividend policy;
- ensuring the Company has good corporate governance and review and monitor its policies and practices on compliance with all applicable legal and regulatory requirements; and
- approving and monitoring other significant financial and operational matters.

Responsibilities over day-to-day operations are delegated to the management under the leadership of the Executive Directors.

董事會

本公司業務的整體管理歸屬於董事會，它承擔領導及控制本公司的責任，董事通過指導和監督公司事務及監察戰略的實現以提升股東價值，對促進公司的成功共同負責。董事會按企業管治守則之要求負責企業管治功能。董事會負責本公司所有類型的主要決策，當中包括：

- 制定本集團的關鍵政策、策略性計劃、方向及目標；
- 監察本集團管理層的表演；
- 任命董事會和董事會委員會的成員和主席；
- 實行及監察有效的風險管理及內部監控框架；
- 監察重大交易（尤其包括可能涉及利益衝突的交易）；
- 審批中期報告、年度報告、公告及商討派息政策；
- 確保本公司有良好的企業管治，檢討及監察其就遵守所有適用法律及監管規定所制定之政策及常規；及
- 審議及監察其他重大財務及營運事宜。

在執行董事的領導下，管理層負責日常運作。

CORPORATE GOVERNANCE REPORT 企業管治報告

As at 31 March 2020, the Board is composed of eight Directors, including five Executive Directors and three INEDs.

Executive Directors

Mr. NGAI Chun Hung (*Chairman*)
Mr. CHEUNG Ho Yuen (*Chief Executive Officer*)
Mr. IP Yik Nam
Mr. LAU Chi Fai, Daniel
Mr. YAU Kwok Fai

Independent Non-executive Directors

Dr. LI Yok Sheung
Ms. MAK Suk Hing
Ms. LEUNG Yuen Shan, Maisy

Brief biographical details of the Directors are set out in the section “BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT” on pages 25 to 32 of this annual report. A list of Directors and their role and function is also available on the Company’s websites.

The Board has a balance of skills and experience appropriate for the requirements of the Group’s business. All Directors have separate and independent access to the advice and services of the senior management and the Company Secretary, with a view to ensuring that board procedures and all applicable rules and regulations are followed. When needed and upon making request to the Board, the INEDs may obtain independent professional advice at the Company’s expense in carrying out their duties.

The Company has arranged insurance cover in respect of legal action against the Directors and its officers. The insurance coverage is reviewed annually to ensure that the Directors and officers are adequately protected against potential liabilities.

於二零二零年三月三十一日，董事會由八名董事組成，包括五名執行董事以及三名獨立非執行董事。

執行董事

魏振雄先生(主席)
張浩源先生(行政總裁)
葉亦楠先生
劉志輝先生
游國輝先生

獨立非執行董事

李毓湘博士
麥淑卿女士
梁婉珊女士

各董事之簡歷已載列於本年度報告第25頁至第32頁「董事及高級管理層履歷」一節。一份董事名單與其角色和職能亦已載列於本公司網頁。

董事會具備適當之技能和經驗以處理本集團之業務需求。為確保董事會程序及所有適用規則及規例均獲得遵守，所有董事皆有各自及獨立途徑接觸高級管理層及公司秘書以獲得他們的意見和服務。在履行職責時，獨立非執行董事可按需要向董事會提出要求，以取得獨立專業意見，相關費用由本公司承擔。

本公司已就董事及高級管理層可能會面對的法律行動作出投保安排。為確保董事及高級管理層受充份保障，以防承受潛在負債，該保障範圍會按年檢討。

CORPORATE GOVERNANCE REPORT

企業管治報告

The INEDs

During the year ended 31 March 2020, the Board at all times met the requirements of the Listing Rules relating to the appointment of at least three INEDs, with at least one INED possessing appropriate professional qualifications, or accounting or related financial management expertise as required by Rules 3.10(1) and 3.10(2) of the Listing Rules. The Company has also met the requirement of at least one-third of members of the Board being INEDs as required by Rules 3.10A of the Listing Rules.

The three INEDs of the Company are persons of high caliber, with professional qualifications and experience in the fields of engineering, education and accounting and finance. With their experience gained from various sectors, they provide strong support towards the effective discharge of the duties and responsibilities of the Board.

The INEDs are appointed for a fixed specific term. Each of Dr. LI, Ms. MAK, Ms. LEUNG, all being INEDs, has made an annual confirmations of independence pursuant to Rule 3.13 of the Listing Rules. The Company has assessed the independence and considers all of the INEDs to be independent based on the independence guidelines set out in Rule 3.13 of the Listing Rules, their non-involvement in the daily operation and management of the Group and the absence of any relationships which will interfere with the exercise of their independent judgment.

The Company confirms that year of service of all INEDs is less than 9 years.

獨立非執行董事

於截至二零二零年三月三十一日止年度內，董事會於所有時間均符合上市規則之規定，委任最少三名獨立非執行董事，而其中最少一名獨立非執行董事具備上市規則第3.10(1)及3.10(2)條規定的適當專業資格，或會計或有關財務管理之專業知識。本公司亦已符合上市規則第3.10A條規定的最少三份之一的董事會成員須為獨立非執行董事之要求。

本公司的三位獨立非執行董事皆擁有卓越才幹，在工程、教育和會計及財務領域擁有學術及專業資歷。彼等來自不同界別的經驗，為有效履行董事會的職責和責任，提供了強力的支持。

獨立非執行董事均有指定任期。每位獨立非執行董事（分別為李博士、麥女士及梁女士）均已根據上市規則第3.13條，分別向本公司提交確認其符合獨立性之年度確認書。本公司已評估其獨立性，並根據上市規則第3.13條所列獨立性標準的規定、彼等並無參與本集團日常營運及管理，且並無任何關係會干擾彼等行使獨立判斷，認為所有獨立非執行董事均屬獨立人士。

本公司確認所有獨立非執行董事的服務年期均少於9年。

CORPORATE GOVERNANCE REPORT 企業管治報告

Meetings

Regular Board meetings are held at least four times a year at approximately quarterly intervals. Tentative dates of regular Board meetings for next year are scheduled approaching the end of each calendar year in order to facilitate the Directors to plan for attendance of the meetings. Meetings will also be convened, as and when required, to deal with ad hoc issues.

Any Director who is not able to present physically may participate at any Board meeting through electronic means of communication, such as conference telephone or other similar communication equipment, in accordance with the Articles of Association of the Company (the “Articles”).

Notice convening each regular Board meeting is sent at least 14 days in advance, and reasonable notice is given for other Board meetings. The Company Secretary assists the Chairman of the Board to prepare the meeting notice and agenda. Each Director may include any item in the agenda. The agenda, accompanied by meeting papers with sufficient and reliable information, are sent to each Director not less than 7 days before the date of a Board meeting to enable the Directors to make informed decisions on the matters to be discussed, except where a Board meeting is convened on a very urgent basis to consider any urgent ad hoc matter.

Minutes of Board meetings are recorded in sufficient details regarding the matters considered by the Board at the meeting and decisions reached. Draft minutes of Board meetings are circulated to the Directors for comments and the signed minutes are kept by the Company Secretary and open for inspection to any Director on request.

會議

董事會每年最少舉行四次定期會議，約每季一次。翌年董事會定期會議之日期將於每年近年底時擬定，以便董事就出席會議作出安排。董事會於有需要時會另行召開會議，以處理突發事項。

根據本公司組織章程細則(「細則」)，任何無法親身出席之董事均可透過電子通訊設備，例如會議電話或其他類似通訊設備，參與任何董事會會議。

召開每次董事會定期會議之通告會於會議舉行前最少十四天發出，而就其他董事會會議之通告則會於合理時間內發出。公司秘書協助董事會主席擬定會議通告及議程。每位董事均可於議程內加入任何議題。除非董事會會議於緊急情況下召開以考慮任何緊急突發事項，議程連同載有充足且可靠資料之會議文件將於不少於董事會會議舉行日期前七天發送給每位董事，使董事能就須討論之事項作知情決定。

董事會之會議記錄詳細記錄會議上所考慮之事項及達成之決議。董事會會議之會議記錄的初稿均會傳閱予董事評註，而已簽署之會議記錄均由公司秘書保存，並開放予任何董事查閱。

CORPORATE GOVERNANCE REPORT

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Each Director is expected to give sufficient time and attention to the affairs of the Company. The individual attendance record of each Director at the meetings of the Board and the Board's Committees (the "Board Committee(s)", comprising the Audit Committee (the "Audit Committee"), the Remuneration Committee (the "Remuneration Committee") and the Nomination Committee ("Nomination Committee"), and at the AGM during the year ended 31 March 2020 are set out below:

預期各董事將給予足夠的時間和精力處理本公司事務。每一董事於截至二零二零年三月三十一日止年度於董事會及董事會委員會(「董事會委員會」, 包括審核委員會(「審核委員會」)、薪酬委員會(「薪酬委員會」)及提名委員會(「提名委員會」))的一般會議及股東週年大會的出席情況載列如下:

Directors		Board	Audit Committee	Remuneration Committee	Nomination Committee	Chairman and INEDs	AGM
董事		董事會	審核委員會	薪酬委員會	提名委員會	主席與獨立非執行董事	股東週年大會
Executive Directors	執行董事						
Mr. NGAI	魏先生	5/5	N/A不適用	N/A不適用	5/5	1/1	1/1
Mr. CHEUNG	張先生	5/5	N/A不適用	N/A不適用	N/A不適用	N/A不適用	1/1
Mr. IP	葉先生	5/5	N/A不適用	N/A不適用	N/A不適用	N/A不適用	1/1
Mr. LAU	劉先生	5/5	N/A不適用	N/A不適用	N/A不適用	N/A不適用	1/1
Mr. YAU	游先生	5/5	N/A不適用	4/4	N/A不適用	N/A不適用	1/1
Mr. YAM*	任先生*	4/4	N/A不適用	N/A不適用	N/A不適用	N/A不適用	1/1
INEDs	獨立非執行董事						
Dr. LI	李博士	5/5	5/5	4/4	5/5	1/1	1/1
Ms. MAK	麥女士	5/5	5/5	4/4	5/5	1/1	1/1
Ms. LEUNG	梁女士	5/5	5/5	4/4	5/5	1/1	1/1

* Retired on 20 February 2020

* 於二零二零年二月二十日退任

Appointment, Re-election and Removal of Directors

The Board is responsible for reviewing the Board composition, developing and formulating the relevant procedures for nomination and appointment of Directors, monitoring the appointment and succession of Directors and assessing the independence of INEDs. The appointment of INEDs adheres to the guidelines for assessing independence as set out in Rule 3.13 of the Listing Rules. The Board, through the Nomination Committee set up in January 2017, reviews from time to time its own structure, size and composition to ensure that it has a balance of appropriate expertise, skills and experience for the needs of the businesses of the Group.

委任、重選及罷免董事

董事會負責檢討董事會之組成、發展及制定提名及委任董事的相關程序、監督董事之委任及繼任和評估獨立非執行董事的獨立性。獨立非執行董事之委任乃遵守上市規則第3.13條所列有關評估獨立性的指引。通過於二零一七年一月成立的提名委員會, 董事會將不時檢討其自身的架構、規模及組成, 以確保董事會具有適當及平衡的專業知識、技能和經驗以符合本集團業務之需求。

CORPORATE GOVERNANCE REPORT 企業管治報告

The Company recognises and embraces the benefits of having a diverse Board to enhance the quality of its performance. The Board adopted a board diversity policy (the “**Board Diversity Policy**”) in January 2017 to set out the approach to achieve diversity of Board members. In 2019, the Board also adopted a director nomination policy (the “**Director Nomination Policy**”) upon the recommendation of the Nomination Committee which set out the approach and procedures the Board adopts for the nomination and selection of Directors. A summary of each of the policies is set out in the subsection “Nomination Committee” under the section “BOARD COMMITTEES” in this report.

The term of office of each of the Directors has been fixed for a specific term for not more than three years. The Directors are subject to retirement by rotation and re-election at the AGM in accordance with the Articles.

In accordance with the Articles, at least one-third of the Directors for the time being (or, if their number is not a multiple of three, then the number nearest to but not less than one-third) shall retire from office by rotation. A retired Director shall be eligible for re-election and reappointment at each annual general meeting provided that each Director shall be subject to retirement by rotation at least once every three years. The election of each candidate is done through a separate resolution. Any new Director appointed during the year as an addition to the Board or to fill a casual vacancy on the Board shall hold office only until the next coming general meeting of the Company and shall then be subject to re-election at that meeting.

In accordance with the Article, Mr. CHEUNG, Mr. IP and Ms. LEUNG shall retire from office at the forthcoming AGM to be held on 4 September 2020 (the “2020 AGM”). All the above retiring Directors, being eligible, have offered themselves for re-election to serve for another terms at the 2020 AGM. Details with respect to the candidates standing for election as Directors are set out in the AGM circular to Shareholders.

本公司明白並深信董事會成員多元化對提升其表現素質大有裨益。董事會於二零一七年一月採納《董事會成員多元化政策》(「**董事會成員多元化政策**」)，文件載列達致董事會成員多元化而採取的方針；於二零一九年，董事會亦在提名委員會的建議下採納《董事提名政策》(「**董事提名政策**」)，文件載列董事會採納以提名及甄選董事的方法及程序。兩份政策的概要已載於本報告內「董事會委員會」一節項下「提名委員會」之分節中。

各董事之任期訂明為不多於三年。董事須根據細則於股東週年大會上輪值退任及可膺選連任。

根據細則，當時為數至少三分之一的董事(或倘董事人數並非三的倍數，則須為最接近但不少於三分之一的董事人數)須輪席退任。退任的董事有資格於各股東週年大會上重選及連任，惟各董事須最少每三年輪席退任一次。每名候選人的選舉按獨立的決議案逐一表決。於年度內為增加現有董事的名額或填補董事會內某臨時空缺而獲委任的新董事，只任職至下屆股東大會，並有資格於該大會上膺選連任。

根據細則，張先生、葉先生及梁女士將於二零二零年九月四日舉行的股東週年大會(「**二零二零年度股東週年大會**」)上退任董事。所有上述退任董事均符合資格並願意於即將舉行的二零二零年度股東週年大會上膺選連任。各候選董事的資料載於寄予股東的股東週年大會通函內。

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CHAIRMAN AND CHIEF EXECUTIVE OFFICER

During the year ended 31 March 2020, Mr. NGAI served as the Chairman of the Board and Mr. IP or Mr. CHEUNG served as the Chief Executive Officer (“CEO”) of the Company. This segregation ensures a clear division of the Chairman’s responsibilities for the management of the Board and the CEO’s responsibilities for the day-to-day management of the Company’s business.

The Chairman is responsible for providing leadership for the Board, and ensuring that all Directors are properly briefed on issues arising at Board meetings and that the Directors receive adequate, complete and reliable information in a timely manner. The Chairman has an additional or casting vote in the event of an equality of votes on any matter to be decided by the Board.

The CEO is appointed by the Board and is responsible for providing leadership for the management, implementing and reporting to the Board on the Group’s strategy, overseeing the day-to-day operations of the Group and providing all such information to the Board as is necessary to enable the Board to monitor the performance of the management.

According to the then enacted code provision A.2.7 of the CG Code, the Chairman met with the INEDs of the Company for once without the presence of the management and the other Executive Directors on 27 November 2019.

主席及行政總裁

於截至二零二零年三月三十一日止年度，魏先生擔任董事會主席而本公司行政總裁（「行政總裁」）由葉先生或張先生擔任。主席及行政總裁分開委任之安排確保主席負責管理董事會而行政總裁負責本公司業務的日常管理的清晰區分。

主席負責領導董事會，並確保董事會會議上所有董事均適當知悉當前的事項，且董事均及時收到充分、完備而可靠的資訊。由董事會決定的任何事項，如票數均等，主席有權投額外一票或決定票。

行政總裁由董事會委任，負責領導管理層、實行本集團策略及就此向董事會匯報、監督本集團的日常運作，並於有需要時向董事會提供一切有關資料，讓董事會能監督管理層的表现。

根據於其時適用的企業管治守則的守則條文第A.2.7條，在本公司的管理層及其他執行董事不在場的情況下，主席與本公司的獨立非執行董事於二零一九年十一月二十七日進行了一次會面。

CORPORATE GOVERNANCE REPORT 企業管治報告

BOARD COMMITTEES

The Board has set up three Board Committees, namely, the Audit Committee, the Remuneration Committee and the Nomination Committee, to oversee particular aspects of the Company's affairs.

Audit Committee

The Company's Audit Committee was established on 18 January 2017 with specific written terms of reference stipulating its authorities and duties, which are available on the websites of the Company and The Stock Exchange.

As at 31 March 2020, the Audit Committee comprised three INEDs, namely Dr. LI, Ms. MAK and Ms. LEUNG. Ms. LEUNG is currently the chairman of the Audit Committee. Ms. LEUNG possesses the appropriate accounting qualifications and experiences in financial matters.

The main responsibilities of the Audit Committee are to review the consolidated financial statements and the auditor's report, and to monitor the integrity of the consolidated financial statements. It also assists the Board to oversee risk management and internal control systems and internal and external audit functions.

董事會委員會

董事會已成立三個董事會委員會，即審核委員會、薪酬委員會及提名委員會，以監督本公司不同範疇的事務。

審核委員會

本公司之審核委員會於二零一七年一月十八日成立，有關訂明其權限及職能之明確書面職權範圍，可於本公司及聯交所網站上查閱。

於二零二零年三月三十一日，審核委員會由三名獨立非執行董事組成，即李博士、麥女士及梁女士。梁女士現為審核委員會主席。梁女士具有合適的會計資格及財務事宜經驗。

審核委員會之主要職責為審閱綜合財務報表及核數師報告、監察綜合財務報表之完整性，同時協助董事會監督風險管理及內部監控系統以及內外部審核職能。

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The Audit Committee holds regular meetings at least twice a year and they also meet with the Company's external auditor at least twice a year to discuss the audit plan and to review the Company's reports and accounts. During the year ended 31 March 2020, the Audit Committee held five meetings and the primarily works performed by the Audit Committee were, among others:

- reviewed the unaudited accounts, interim report and interim results announcement of the Company and the Group;
- reviewed the audited accounts and final results announcement of the Company and the Group;
- reviewed the accounting policies and practices adopted by the Company and the Group;
- reviewed and recommend the appointment, reappointment and removal of external auditor;
- approved the scope and plan of internal and external audit;
- reviewed the engagement, services (including non-audit services) provided and remuneration of the external auditor and its independence;
- reviewed the results and effectiveness of the internal and external audit function;
- reviewed and monitored the adequacy and effectiveness of the financial reporting function, risk management system and internal control system of the Group;
- reviewed the continuing connected transactions;
- reviewed the "Policy for Non-audit Services provided by the Group's External Auditor and its Associates" and monitored the policy's implementation; and
- reviewed the terms of reference of the Audit Committee.

It is confirmed that there is no disagreement between the Board and the Audit Committee's view on re-appointment of external auditor, and they both have agreed to recommend the re-appointment of Ernst & Young as the Company's external auditor for the ensuing year at the 2020 AGM of the Company.

審核委員會與本公司外聘核數師每年舉行最少兩次會議，以相討有關審計計劃及審閱本公司的報告及賬目。於截至二零二零年三月三十一日止年度內，審核委員會舉行了五次會議，其主要之工作概要如下：

- 審閱本公司及本集團之未經審核財務賬目、中期報告及中期業績公告；
- 審閱本公司及本集團之經審核財務賬目及全年業績公告；
- 審閱本公司及本集團應用之會計政策和慣例；
- 審閱及推薦外聘核數師的委任、重聘及罷免；
- 審批討內外部審核範圍及計劃；
- 評核外聘核數師之工作（包括非審核服務）、酬金及彼等之獨立性；
- 評核內外部審核工作的結果及成效；
- 評核本集團之財務報告系統、風險管理系統及內部監控系統是否足夠及有效；
- 評核持續關聯交易；
- 檢討《本集團外聘核數師及其聯系人提供非審核服務的政策》並監察其執行；及
- 檢討審核委員會之職權範圍。

董事會及審核委員會確認彼等就重新委任外聘核數師上並無分歧，而彼等均已同意於本公司即將舉行之二零二零年度股東週年大會上，建議重新委任安永會計師事務所為本公司來年之外聘核數師。

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Remuneration Committee

The Company's Remuneration Committee was established on 18 January 2017 with specific written terms of reference stipulating its authorities and duties, which are available on the websites of the Company and The Stock Exchange, and consists of a majority of INEDs. The purpose of the Remuneration Committee is to set policy on Executive Directors' and senior management remuneration and for fixing remuneration packages for all Directors and senior management.

As at 31 March 2020, the Remuneration Committee is made up of the three INEDs, namely Dr. LI, Ms. MAK, Ms. LEUNG, and one Executive Director, namely Mr. YAU. Dr. LI is the chairman of the Remuneration Committee.

The main responsibility of the Remuneration Committee is to make recommendations to the Board on the remuneration policy and structuring for Directors and senior management and their remuneration package with reference to the Group's corporate goals and strategies. The Remuneration Committee meets at least once a year. During the year ended 31 March 2020, the Remuneration Committee held four meetings and the major works performed by the Remuneration Committee were, among others:

- approved the contract/letter of appointments entered into between the Company and individual Director(s);
- reviewed and made recommendations to the Board on the policy and structure for remuneration of the Directors and senior management;
- reviewed and made recommendations to the Board on the remuneration package, including discretionary performance-based bonus, of individual Director and senior management; and
- reviewed the terms of reference of the Remuneration Committee.

薪酬委員會

本公司薪酬委員會於二零一七年一月十八日成立，有關訂明其權限及職能之明確書面職權範圍，可於本公司及聯交所網站上查閱，其大部份成員為獨立非執行董事。成立薪酬委員會的目的乃制定執行董事及高級管理層的薪酬政策及釐定所有董事及高級管理層的薪酬待遇。

於二零二零年三月三十一日，薪酬委員會由三位獨立非執行董事，即李博士、麥女士及梁女士，以及一位執行董事（即游先生）組成。李博士為薪酬委員會主席。

薪酬委員會之主要職責包括參照本集團的企業目標和策略，向董事會提供有關董事和高級管理層的薪酬政策和結構，個人的薪酬待遇等建議。薪酬委員會每年舉行最少一次會議。於截至二零二零年三月三十一日止年度內，薪酬委員會舉行了四次會議，其主要之工作概要如下：

- 審批本公司與每一名董事所訂立的合約／委任函；
- 審閱及就董事及高級管理層的薪酬政策及結構向董事會提供建議；
- 審閱及就個別董事及高級管理層的薪金（包括與表現相關之酌情花紅）向董事會提供建議；及
- 檢討薪酬委員會之職權範圍。

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The Executive Directors and certain senior management of the Company may entitle to discretionary performance related bonus payments which are determined by the Board with reference to the recommendation of the Remuneration Committee, after accounting for the Group's operating results and their respective individual performance. No Director was involved in the determination about his own remuneration. Particulars of the remuneration payable to each Director for the year ended 31 March 2020 are set out in note 9 to the financial statements of this annual report.

Pursuant to code provision B.1.5 of the CG Code, the remuneration of the senior management (excluding the Directors) by band for the year ended 31 March 2020 was set out below:

Within the band of	組別介乎於	Number of individuals 人數
Nil to HK\$1,500,000	零港元至1,500,000港元	2
HK\$1,500,001 to HK\$3,000,000	1,500,001港元至3,000,000港元	1
HK\$3,000,001 to HK\$4,500,000	3,000,001港元至4,500,000港元	2

Nomination Committee

The Company's Nomination Committee has been established on 18 January 2017 with specific written terms of reference stipulating its authorities and duties, which are available on the websites of the Company and The Stock Exchange, and consists of a majority of INEDs.

As at 31 March 2020, the Nomination Committee is made up of the three INEDs, namely Dr. LI, Ms. MAK, Ms. LEUNG, and one Executive Director, namely Mr. NGAI. Mr. NGAI is the chairman of the Nomination Committee.

本公司之執行董事及若干高級管理層有權享有與表現相關之酌情花紅，而花紅乃參考本集團經營業績及彼等之個別表現後釐定。概無董事就彼之酬金作出決定。有關截至二零二零年三月三十一日止年度應支付各董事之薪酬詳情，已載於本年度報告內之財務報表附註9。

根據企業管治守則的守則條文第B.1.5條，以下列出高級管理層(不包括董事)於截至二零二零年三月三十一日止年度的薪酬組別：

提名委員會

本公司提名委員會於二零一七年一月十八日成立，有關訂明其權限及職能之明確書面職權範圍，可於本公司及聯交所網站上查閱，其大部份成員為獨立非執行董事。

於二零二零年三月三十一日，提名委員會由三位獨立非執行董事，即李博士、麥女士及梁女士，以及一位執行董事(即魏先生)組成。魏先生為提名委員會主席。

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The major duties of the Nomination Committee include reviewing the structure, size and diversity of the Board at least annually and making recommendations on any proposed changes to the Board; identifying individuals suitably and qualified to become Directors; and making recommendations to the Board on the selection of individuals nominated for directorships. The Nomination Committee meets at least once a year. During the year ended 31 March 2020, the Nomination Committee held five meetings. The major works performed by the Nomination Committee were, among others:

- reviewed the structure, size and composition (including the skills, knowledge and experience) of the Board and made recommendations to the Board on the appointment or re-appointment of Directors and succession planning for Directors;
- set up written “Director Nomination Policy”;
- identifying individuals suitably qualified to become members of the Board and putting forward nominations or recommendations to the Board for proposed appointments to the Board;
- assessed the independence of INEDs;
- reviewed time commitment of Directors for performance of their responsibilities;
- reviewed and monitored the training and continuous professional development of Directors;
- reviewed the “Director Nomination Policy” and “Board Diversity Policy” and monitored the policies’ implementation; and
- reviewed the terms of reference of the Nomination Committee.

Director Nomination Policy

The “Director Nomination Policy” sets out the approach and procedures adopted for the nomination and selection of directors, including the appointment of additional Directors, replacement of Directors, and re-election of Directors to ensure that proper approach and procedures of the selection and nomination of Directors are in place. The “Director Nomination Policy” shall be reviewed by the Nomination Committee, as appropriate and at least annually, to ensure its effectiveness.

提名委員會之主要職責包括最少每年檢討董事會之架構、規模及成員多元化，並對董事會擬作出之變動，物色及挑選具備合適資格可擔任董事的人士，並向董事會提名有關人士出任董事，或就此向董事會提供意見。提名委員會每年舉行最少一次會議。於截至二零二零年三月三十一日止年度內，提名委員會舉行了五次會議，其主要之工作概要如下：

- 檢討董事會的架構、規模及組成(包括技能、知識及經驗方面)，就董事的委任、重選及董事之繼任計劃，向董事會提出建議；
- 制定書面《董事提名政策》；
- 物色具備合適資格的人士擔任董事會成員，並就此向董事會作出建議；
- 評核獨立非執行董事之獨立性；
- 評核董事對履行彼等職責所貢獻的時間；
- 評核及監察董事之培訓及持續專業發展；
- 檢討《董事提名政策》和《董事會成員多元化政策》及監察其執行；及
- 檢討提名委員會之職權範圍。

董事提名政策

《董事提名政策》載列提名及甄選董事(包括委任額外董事、替補董事及重選董事)之方法及程序以確保設有適當的董事甄選及提名程序。《董事提名政策》須由提名委員會(於適當時而最少每年)進行檢討，以確保其有效。

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Selection Criteria

When the need to select, nominate or re-elect Directors arises, the Nomination Committee shall, as it considers appropriate, consider a variety of factors in making nominations, including but not limited to the following in assessing the suitability of the proposed candidate:

- reputation for integrity;
- the skills, knowledge, experience and professional expertise which are relevant to the operations of the Group;
- commitment in respect of sufficient time, interest and attention and participate in induction on appointment, continuous professional development and other Board associated activities;
- ability to exercise sound business judgement and possess experience in senior management;
- contribute to the Board's diversity with due regard to the diversity perspectives set out in the "Board Diversity Policy" of the Company; and
- compliance with the criteria of independence as prescribed under Rule 3.13 of the Listing Rules for the consideration of appointment of an independent non-executive Director.

甄選準則

如有需要甄選、提名或重選董事，提名委員會將在其認為適當的情況下，於提名準候選人時考慮多項因素，包括但不限於下列各項：

- 誠信；
- 與本集團營運相關的技能、知識、經驗及專業知識；
- 承諾對本集團的業務投入足夠的時間、興趣和關注，並參與就任須知、持續專業發展及其他董事會相關的活動；
- 具備作出正確業務判斷的能力，並擁有擔任高級管理層的經驗；
- 對董事多元化的影響，需考慮到本公司《董事會成員多元化政策》中所訂明的多元化觀點；及
- 在考慮委任獨立非執行董事時，符合載列於上市規則第3.13條所規定的獨立性準則。

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Nomination Procedures

- For appointment of new and replacement Directors:
 - (i) if the Board or the Nomination Committee considers that an additional or replacement Director is required, the Nomination Committee will deploy multiple channels for identifying suitable candidates, including but not limited to referral from Directors, Shareholders, management, advisors of the Company and external executive search firms;
 - (ii) assess the proposed candidates based on the selection criteria and such other factors that the Nomination Committee considers appropriate; and
 - (iii) compilation shortlist of suitable candidates and make recommendation to the Board by the Nomination Committee for the Board's consideration. The Board has the authority on determining suitable director candidate for appointment.

- For re-election of Directors and nomination from Shareholders:
 - (i) where a retiring Director, being eligible, offers himself/herself for re-election, the Nomination Committee shall consider and, if consider appropriate, recommend to the Board such retiring Director to stand for re-election at a general meeting;
 - (ii) if considers appropriate, the Board shall recommend to the Shareholders such retiring Director to stand for re-election at the forthcoming general meeting. A circular containing the requisite information on such retiring Director will be sent to shareholders prior to that general meeting in accordance with the Listing Rules; and
 - (iii) any Shareholder who wishes to nominate a person to stand for election as a Director at a general meeting, should refer to the "Procedures for Shareholders to Propose a Person for Election as a Director", which is available on the Company's website, for procedures for Shareholders' nomination of any proposed candidate for election as a director of the Company.

提名程序

- 委任新任及替補董事：
 - (i) 如董事會或提名委員會認為需要委任額外或替補董事，提名委員會將循多個渠道物色適合的候選人，包括但不限於董事、股東、管理層、本公司顧問及外部獵頭公司的推薦；
 - (ii) 根據甄選準則及提名委員會認為適合的其他因素評核準候選人；及
 - (iii) 提名委員會編撰合適之候選人名單及提供建議以供董事會考慮。董事會擁有決定合適董事人選以作出委任的權力。

- 重選董事及股東提名：
 - (i) 如退任董事符合資格並願膺選連任，提名委員會應考慮並(如認為適當)建議董事會考慮該名退任董事在股東大會上重選連任；
 - (ii) 董事會應考慮並(如認為適當)向股東推薦該名退任董事在即屆股東大會上重選連任。載有該名退任董事必需資料的通函將根據上市規則於股東大會舉行前寄發予股東；及
 - (iii) 如本公司任何股東擬提名一名人士在股東大會上參選董事，應參閱登載於本公司網站的《股東提名候選人參選董事的程序》，以了解股東提名任何候選人參選為本公司董事的程序。

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- In the context of appointment of any proposed candidate to the Board, the Nomination Committee shall undertake adequate due diligence in respect of such individual and make recommendations for the Board's consideration and approval.

Board Diversity Policy

The "Board Diversity Policy" sets out the approach to achieve diversity of the Board. It is believed that a truly diverse board will include and make good use of differences in a number of factors, including but without limitation, gender, age, cultural, skills, background, experience, knowledge, expertise and other qualities of members of the Board. These differences will be taken into account in determining the optimum composition of the Board. All appointments of Directors will be based on merit and the Nomination Committee will review the Board composition by considering the benefits of all aspects of diversity. The "Board Diversity Policy" shall be reviewed by the Nomination Committee, as appropriate and at least annually, to ensure its effectiveness.

During the year ended 31 March 2020, the Nomination Committee reviewed the current Board's structure, size and diversity and composition of the members of the Board and concluded that the Board had a balance of skills, experience and diversity of perspective which appropriate to the requirements of the Group's current business.

- 就委任任何董事會候選人而言，提名委員會須就個別候選人進行充分的盡職審查並作出建議，以供董事會考慮及審批。

董事會成員多元化政策

《董事會成員多元化政策》載列實現董事會成員多元化之方式。本公司認為，一個真正成員多元化之董事會將融入及善用董事會成員之不同特質，包括但不限於性別、年齡、文化、技能、背景、經驗、知識、專長及其他質素。該等差異將在釐定董事會之最佳組合時納入考量。所有董事的任命均以用人唯才為原則，而提名委員會將透過考慮多元化之所有益處檢討董事會之組成。《董事會成員多元化政策》須由提名委員會（於適當時而最少每年）進行檢討，以確保其有效。

於截至二零二零年三月三十一日止年度，提名委員會已檢討現任董事會的結構，規模及和董事會成員的組成和多元化，並總結認為，董事會在技能、經驗、觀點多元化之間取得平衡，並適合本集團當前的業務要求。

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An analysis of the Board's current composition, as classified 董事會現時的組成(按不同類別)分析如下：
into different aspects, is set out below:

Aspects 類別	Board Composition 董事會的組成					
Gender 性別	Male 男 (6)			Female 女 (2)		
Designation 職位	Executive 執行 (5)			Independent Non-executive 獨立非執行 (3)		
Age group 年齡層	<45 (1)	45-54 (4)		55-64 (1)	65-74 (2)	
Educational background 學歷	Secondary or below 中學或以下 (1)	Undergraduate 大學本科/大專 (3)		Postgraduate 大學本科以上 (4)		
Skills/industry experience 技能/行業經驗	Construction, property & administration 建築、物業及行政 (2)	Management & administration 管理及行政 (1)	Education 教育 (1)	Engineering & education 土木工程及教育 (1)	Construction & engineering 建築及土木工程 (2)	Account & finance 會計及財務 (1)
No. of directorship with other listed companies in the past 3 years 過去三年內擔任其他上市公司 董事之公司數目	0 (8)					

() Number of respective Directors

() 相關董事數目

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DIRECTORS' CONTINUOUS PROFESSIONAL DEVELOPMENT AND INDUCTION

Every Director keeps abreast of responsibilities as a Director of the Company and of the conduct, business activities and development of the Group. The Company provides all members of the Board with monthly updates on the Group's development.

According to the code provision A.6.5 of the CG Code, all Directors should participate in continuous professional development to develop and refresh their knowledge and skills to ensure that their contribution to the Board remains informed and relevant. The Company continues its effort in providing updates on the changes in the relevant regulatory requirements applicable to the Group from time to time and recommending relevant seminars/conferences/forums to the Directors as and when appropriate.

董事持續專業發展及就任須知

每位董事均了解作為本公司董事的責任，掌握本集團的經營、業務活動及動向。本公司每月向董事會所有成員匯報本集團的最新發展。

根據企業管治守則的守則條文第A.6.5條規定，所有董事須參與持續專業發展，以拓展及更新其知識和技能，從而確保其在具備全面資訊及切合所需的情況下對董事會作出貢獻。本公司持續向董事不時提供適用於本集團的相關監管規定變更的資訊，並適時向彼等推薦相關研討會／會議／論壇。

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The Directors acknowledge the need for continuous professional development and confirmed that they had complied with the code provision A.6.5 of the CG Code during the year. All Directors are required to provide the Company with the records of the training they received annually. According to the records maintained by the Company, all Directors pursued continuous professional development during the year ended 31 March 2020 and relevant details are set out below:

董事知悉持續專業發展的需要，而彼等已確認其於年內已遵守企業管治守則的守則條文第A.6.5條。所有董事每年均須向本公司提供其培訓紀錄予本公司保存。根據本公司之紀錄，所有董事於截至二零二零年三月三十一日止年度內皆有參與持續專業發展，相關資料如下：

Directors	董事	Types of Training 培訓類別
		(Note) (附註)
Mr. NGAI Chun Hung	魏振雄先生	A & B A 與 B
Mr. CHEUNG Ho Yuen	張浩源先生	A & B A 與 B
Mr. IP Yik Nam	葉亦楠先生	A & B A 與 B
Mr. LAU Chi Fai, Daniel	劉志輝先生	A & B A 與 B
Mr. YAU Kwok Fai	游國輝先生	A & B A 與 B
Mr. YAM Kui Hung*	任鉅鴻先生*	A & B A 與 B
Dr. LI Yok Sheung	李毓湘博士	A & B A 與 B
Ms. MAK Suk Hing	麥淑卿女士	A & B A 與 B
Ms. LEUNG Yuen Shan, Maisy	梁婉珊女士	A & B A 與 B

* retired on 20 February 2020

* 於二零二零年二月二十日退任

Note:

A – Participated in seminars (included webinars)/conferences/forums
B – Read journals/updates/articles

附註：

A – 參與研討會(包括網絡研討會)/會議/論壇
B – 研讀期刊/更新/文章

All Directors had received a comprehensive, formal and tailored induction package covering, among others, the Group's business and the statutory and regulatory obligations of a director of a listed company before their appointment to ensure that they have a proper understanding of the Group's operations and business and is fully aware of their responsibilities under statute and common law, the Listing Rules, legal and other regulatory requirements and the Group's business and governance policies.

所有董事於其獲委任前均獲提供一份全面、正式且適用的就任須知，內容涵蓋(其中包括)本集團業務及上市公司董事的法定及監管責任，以確保彼等充分了解本集團的營運及業務，以及完全知悉其本身在法規及普通法、上市規則、法律及其他監管規定以及本集團的業務及管治政策下的責任。

CORPORATE GOVERNANCE REPORT 企業管治報告

DIVIDEND POLICY

To enhance transparency of the Company in the recommendation and declaration of dividend, the Board has adopted a written “Dividend Policy” which sets out the factors of determining the recommendation and declaration of dividend since 18 March 2019.

Under the “Dividend Policy”, the Board may consider declaring and paying dividends to the Shareholders out of the Company’s distributable reserves. Such declaration and payment of dividends shall remain to be determined at the sole discretion of the Board, subject to the requirements of all applicable laws and the Articles.

Pursuant to the “Dividend Policy”, the Board shall strike a balance between providing immediate return to the Shareholders through the payment of dividends whilst retaining adequate reserves as the Group’s working capital and for the Group’s future growth. In deciding whether to propose or declare a dividend and in determining the dividend amount and means of payment, the Board shall take into account, among others:

- the actual and expected financial performance of the Group;
- the Group’s liquidity position;
- the capital and debt level of the Group;
- retained earnings and distributable reserves of the Company and major subsidiaries of the Group; and
- the working capital requirements, capital expenditure requirements and future development plans of the Group.

The Board will from time to time review the Dividend Policy and may exercise at its absolute and sole discretion to update, amend and/or modify the Dividend Policy at any time as the Board deems fit and necessary.

股息政策

為提升本公司於建議及宣派股息之透明度，董事會已於二零一九年三月十八日採納一項書面《股息政策》，其載列決定建議或宣派股息的考慮因素。

根據該《股息政策》，董事會可考慮自本公司的可供分派儲備向股東宣派及派付股息。該等股息的分派及支付應由董事會全權酌情決定，惟必須遵守所有適用法規及細則。

根據《股息政策》，董事會將盡力在透過分派股息為股東提供即時回報與保留足夠儲備作為本集團的營運資金及作本集團未來增長之間取得平衡。於決定是否建議或宣派股息及釐定股息金額及分派方式時，董事會應考慮(其中包括)：

- 本集團的實際及預期財務表現；
- 本集團的流動資金狀況；
- 本集團的資本及負債水平；
- 本公司及本集團主要附屬公司的保留溢利及可供分派儲備；及
- 本集團的營運資金需求、資本開支需求及未來發展計劃。

董事會將不時檢討該股息政策，並在其認為合適及必要時可隨時全權酌情更新、修訂及／或更改該股息政策。

CORPORATE GOVERNANCE REPORT 企業管治報告

SECURITIES TRANSACTIONS OF DIRECTORS AND EMPLOYEES

The Company has adopted the “Model Code for Securities Transactions by Directors of Listed Issuers” (the “Model Code”) as set out in Appendix 10 of the Listing Rules as the code of conduct regarding the Directors’ securities transactions.

Following specific enquiry made by the Company, all Directors have confirmed that they had complied with the required standard set out in the Model Code throughout the year ended 31 March 2020. Full details of the Directors’ interests in the Shares of the Company and its associated corporation are set out in the “REPORT OF THE DIRECTORS” on pages 62 to 79 of this annual report.

The Company has also established written code on no less exacting terms than the Model Code for dealings in the securities of the Company and its associated corporations by relevant employees who are likely to be in possession of unpublished inside information in relation to the Company or any of its associated corporations.

During the year ended 31 March 2020, the Company sent notifications to the Directors and employees reminding them of the “black-out period(s)” as specified in the relevant codes and the relevant period that the Directors and relevant employees during which they are not allowed to deal in the securities of the Company and its associated corporations at the relevant times. All Directors and employees are also bound by corporate policies of the Company to refrain from dealing in the Company’s and its associated corporations’ securities if they are in possession of any inside information of the Group or any of its associated corporations.

董事及僱員進行證券交易

本公司已採納上市規則附錄十所載之《上市公司董事進行證券交易的標準守則》(「標準守則」)，作為董事進行證券交易的操守準則。

經本公司作出特定查詢後，所有董事均確認彼等於截至二零二零年三月三十一日止年度內一直遵守標準守則所載的規定。有關董事於本公司及其相聯法團之股份中權益的全部詳情載於本年度報告第62頁至第79頁之「董事會報告」內。

本公司亦已就可能擁有關於本公司或其相聯法團的未公佈之內幕消息的有關僱員在進行本公司或其任何相聯法團之證券交易事宜設立書面守則，而該守則並不比標準守則寬鬆。

於截至二零二零年三月三十一日止年度內，本公司已向董事和僱員發出通知，提醒他們有關標準守則內列明的「禁止買賣期」及董事和相關僱員於相關時期不得買賣本公司及其相聯法團的證券。所有董事及所有僱員均受本公司的公司政策約束，當彼等得悉本集團或其任何相聯法團的任何內幕消息，則不得買賣本公司及其任何相聯法團的證券。

CORPORATE GOVERNANCE REPORT 企業管治報告

AUDITOR'S REMUNERATION

Ernst & Young was re-appointed by the Shareholders of the Company at the AGM held on 28 August 2019 as the Company's external auditor until the conclusion of the forthcoming AGM.

During the year, the Company also awarded non-audit services works to Ernst & Young and its associates. Through the Audit Committee, the Board monitors the non-audit services performed by its external auditor and its associates to the Group to ensure that the independence and objectivity of the external auditor would not be impaired.

Pursuant to the "Policy for Non-audit Services provided by the Group's External Auditor and its Associates", all proposed non-audit services of the external auditor or its associates would be reviewed by the Audit Committee before the respective engagement. During the year ended 31 March 2020, the Audit Committee reviewed the nature of non-audit services proposed to be performed by Ernst & Young and/or its associates and confirmed that the non-audit services did not give rise to impairment of actual or perceived independence, or objectivity of the audit work itself. The Audit Committee recommended the Board to propose the re-appointment of Ernst & Young as the independent external auditor of the Company for Shareholders' approval at the forthcoming AGM.

核數師酬金

安永會計師事務所已在二零一九年八月二十八日舉行的股東週年大會上獲本公司之股東批准續聘為本公司之外聘核數師，任期直至即將舉行之股東週年大會結束為止。

除審計工作外，本公司亦於年內委聘安永會計師事務所及其聯繫人進行非審計服務。董事會通過審核委員會監察外聘核數師及其聯繫人為本集團進行的非審核服務，以確保外聘核數師的獨立性及客觀性不會因而受損。

根據《本集團外聘核數師及其聯繫人提供非審計服務的政策》，所有擬委聘外聘核數師或其聯繫人進行非審核服務的建議需於聘任前經審核委員會審批。於截至二零二零年三月三十一日止年度，審核委員會檢視擬委聘安永會計師事務所及／或其聯繫人進行的非審計工作的性質，確認非審計工作並沒有對審計工作的獨立性或客觀性造成任何實際或預期的負面影響。審核委員會已向董事會提議續聘安永會計師事務所為獨立核數師的建議，以供股東於即將舉行的股東週年大會批准。

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In respect of the year ended 31 March 2020, the remuneration paid and payable to the Company's external auditor, Ernst & Young, and its associates is set out below:

於截至二零二零年三月三十一日止年度，本公司已付及應付予外聘核數師安永會計師事務所及其聯繫人的酬金如下：

		HK\$'000 千港元
Audit services	審核服務	2,532
Non-audit services:	非審核服務：	
Taxation services	稅務服務	112

COMPANY SECRETARY

The Company Secretary is to support the Board by ensuring good information flow with the Board as well as the board policy and procedures being followed. The Company Secretary is also responsible for advising the Board on governance matters and facilitates induction and the professional development of Directors. Mr. WONG Fu Cheong, Desmond (“Mr. WONG”), the Company Secretary, is a full-time employee of the Group and his brief biography is set out on page 32 of this annual report.

Mr. WONG has confirmed that he has complied with all the qualifications and training requirements under the Listing Rules. Mr. WONG is also the financial controller of the Group.

公司秘書

公司秘書須協助董事會，確保與董事會有良好資訊流通及董事會政策和程序均得到遵守。公司秘書亦負責向董事會就管治事務提出建議，並推動董事之就任須知及專業發展。本公司之公司秘書黃富昌先生（「黃先生」）為本集團之全職員工，彼之履歷載於本年度報告第32頁。

黃先生已確認其符合上市規則項下公司秘書的所有資格及培訓要求。黃先生同時為本集團之財務總監。

CORPORATE GOVERNANCE REPORT 企業管治報告

RISK MANAGEMENT AND INTERNAL CONTROL

The Board recognises its overall responsibility for maintaining a sound and effective system of risk management and internal control to safeguard the Shareholders' investment and the Company's assets, ensure the maintenance of proper accounting records and the truth and fairness of the financial statements and ensure compliance with relevant legislation and regulations. The systems are designed to provide reasonable, but not absolute, assurance against material errors, losses and fraud, and manage rather than eliminate risks of failure in the Group's operational systems and in the achievement of the Group's business objectives.

The Board has entrusted the Audit Committee with the responsibility to review the risk management and internal control systems of the Group, covering all the departments and business units to monitor, assess and manage various risks in the Group's business activities.

During the year, the Group's internal auditor conducted systematic reviews of the Group's internal control system by adopting a risk-based approach and review the effectiveness of the Group's internal control system according to an internal audit plan approved by the Audit Committee. The CEO and any members of the Audit Committee may instruct the internal auditor to undertake internal audit activities of an urgent or sensitive nature. The internal auditor reports directly to the Audit Committee and has free access to review all aspects of the Group's activities and systems. Internal audit findings and control weaknesses, respective management's response and follow-up plans/actions taken have been summarised and reported to the Audit Committee at least annually. Other Directors are also informed of the findings and weakness identified.

風險管理及內部監控

董事會認同其有責任確保整體風險管理及內部監控系統穩健妥善而且有效，以保障股東的投資及本公司的資產、確保存置適當的會計記錄及財務報表的真實性和公平性、以及確保遵守相關法例和法規。系統的設計旨在可合理但非絕對確保本集團不會出現重大失誤、虧損及欺詐，並可管理但非消除本集團營運制度失誤及業務未能達標之風險。

董事會已授權審核委員會負責檢討本集團(涵蓋所有部門及業務單位)之風險管理及內部監控系統，以監察、評核及管理本集團業務活動的各種風險。

於本年度，本集團的內部審核人員根據審核委員會批准的內部審核計劃，有系統地採用以風險為基礎之審核方法檢討本集團的內部監控系統的成效。行政總裁及審核委員會的任何成員亦可指示內部審核員進行緊急或具敏感性質的內部審核活動。內部審核員直接向審核委員會報告，並可自由查閱本集團各方面活動及監控系統。內部審核之結果及發現之監控弱點、相關管理層的回應及後續計劃/已採取的行動，已總結並向審核委員會作出不少於每年一次的報告，而其他董事亦會獲知有關結果及發現之監控弱點。

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During the year ended 31 March 2020 and up to the date of this annual report, the Group adopts the following four lines of defense approach on risk management:

於截至二零二零年三月三十一日止年度及截至本
年度報告之日期止，本集團採納以下「四道防線模
式」來管理風險：

	1 st Line of Defense 第一道防線	2 nd Line of Defense 第二道防線	3 rd Line of Defense 第三道防線	4 th Line of Defense 第四道防線
Focus 焦點	Culture, Ethics and General Behaviour 文化、誠信及一般行為	Business Operations 營運業務	Oversight Functions 監督職能	Audit and Whistle-blowing 審計及舉報
Owner 主理人士	All Employees (Including Directors) 所有員工（包括董事）	Supervisors and Management 主管及管理層	Senior Management, the Board and the Audit Committee 高級管理層、董事會及審核委員會	The Board, the Audit Committee, Internal and External Auditors and External Professionals 董事會、審核委員會、內部和外部審計師及外部專業人士
Major Measures 主要措施	<ul style="list-style-type: none"> Conduct and behaviour requirements 行為和行為規範 Training and promotion 培訓和宣傳 	<ul style="list-style-type: none"> Standardise procedures and practices 規範的程序及作業 Internal control measures 內部監控措施 Management control 管理控制 Training 培訓 	<ul style="list-style-type: none"> Financial control 財政控制 Risk management 風險管理 Compliance review 合規審查 	<ul style="list-style-type: none"> Internal audit 內部審計 External audit 外部審計 Whistle-blowing mechanism 舉報機制 External enquiry/investigation 外部查詢／調查

CORPORATE GOVERNANCE REPORT

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Regarding the handling and dissemination of inside information, the Company has taken appropriate measures according to a written “Corporate Information Disclosure Policy” to identify inside information and preserve its confidentiality until proper dissemination via the electronic publication system operated by The Stock Exchange. This policy has been set out in a written “Employee Handbook”, which is made available to all employees of the Group, so that not only the senior management but all employees are aware of this disclosure policy and their responsibilities to take all reasonable measures to ensure that proper safeguards exist to prevent the leakage of inside information of the Company from time to time. Employees must also promptly bring any possible leakage or divulgence of inside information to the attention of the Chairman, the CEO and/or the Company Secretary, who will notify the Board immediately accordingly for taking the appropriate action promptly.

The Company is committed to achieving and maintaining a high standard of probity, openness, and accountability. A whistle-blowing policy is put in place for the Group’s employees and associates of the Group’s businesses to raise concerns and to report when anyone of them believes reasonably and in good faith that he/she has come across fraud, malpractices, violation of business ethics or improprieties. Further details about the policy are available on the website of the Company.

The Audit Committee, assisted by the management and the internal auditor, had reviewed and evaluated the effectiveness of the Group’s risk management system and internal control system for the year ended 31 March 2020. The Audit Committee considered the risk management and internal control systems of the Group were effective and adequate. The Board also reviewed the Group’s risk management and internal control systems through discussion with the Audit Committee on audit findings and internal control matters.

Both the Audit Committee and the Board were satisfied that the risk management and internal control systems of the Group of the reporting year were effective and adequate.

就處理及發佈內幕消息，本公司已根據書面《公司信息披露政策》採取適當措施識別內幕消息並保持其機密性，直到通過由聯交所管理的電子發佈系統妥為傳播。有關政策已載列於一份書面的《員工手冊》，該手冊提供給本集團的所有員工。故此，不僅高級管理層和所有員工皆知悉該披露政策並明白其有責任採取一切合理措施，以防洩漏本公司的內幕消息。員工亦須迅速提請主席、或行政總裁及／或公司秘書有關內幕消息的任何潛在洩漏，而其將立即通知董事會以迅速採取適當的行動。

本公司致力於實現並保持誠信、開放和問責的高標準。本集團設立一項舉報政策，供僱員及與本集團業務有往來之人士提出疑慮及在其合理及真誠相信當遇到欺詐、舞弊、違反商業道德或不當行為時作出舉報。該政策的進一步詳情可於本公司的網站查閱。

透過管理層及內部審核員的協助，審核委員會已檢討及評估本集團於截至二零二零年三月三十一日止年度之風險管理及內部監控系統之成效。審核委員會認為本集團的風險管理及內部監控系統有效及足夠。董事會亦已透過與審核委員會討論審核結論及監控事宜，從而對本集團之風險管理及內部監控系統之成效作出檢討。

審核委員會及董事會均信納本集團在回顧年度內的風險管理及內部監控系統為有效及足夠。

CORPORATE GOVERNANCE REPORT 企業管治報告

COMMUNICATIONS WITH SHAREHOLDERS AND INVESTORS

The Company is endeavouring to maintain a high level of transparency in communication with Shareholders and investors in general. The Company has adopted a “Shareholders’ Communication Policy” on 18 January 2017, which is available on the website of the Company, reflecting mostly the current practices of the Company for the communication with its Shareholders. The various channels via which the Company communicates with its Shareholders include interim and annual reports, information on The Stock Exchange’s and the Company’s websites, and general meetings.

The Company’s AGM provides an opportunity for Shareholders to communicate face to face with the Directors about the Group’s performance and operations. The Chairman, the Executive Directors of the Board, the chairman of the Board Committees and external auditor of the Company will be available to answer Shareholders’ questions. Separate resolutions will be proposed at the general meetings on each substantially separate issue, including the re-election of individual Directors.

The Company’s 2019 AGM was held on 28 August 2019, Wednesday. The notice of the 2019 AGM, the 2018/19 annual report and the circular containing relevant information of the proposed resolutions of the 2019 AGM were sent to Shareholders more than 20 clear business days before the 2019 AGM. All Directors together with majority of the senior management and the external auditor attended the 2019 AGM. The Company Secretary explained the poll voting procedures at the 2019 AGM. Separate resolutions for each substantially separate issue, including the re-election of individual Directors, were proposed at the 2019 AGM. All the resolutions at the 2019 AGM were dealt with by poll. The poll results of the 2019 AGM are available on the websites of the Company and The Stock Exchange.

與股東及投資者的溝通

在與股東及一般投資者的溝通而言，本公司盡力維持高透明度，於二零一七年一月十八日，本公司採納一項《股東溝通政策》，文件可於本公司網站上查閱，其主要反映本公司目前與其股東溝通的做法。本公司與其股東溝通的渠道包括中期及年度報告、載於聯交所及本公司網站的資料，以及股東大會。

本公司的股東週年大會為股東提供與董事面對面溝通有關本集團的表現和營運事宜的機會。董事會主席、執行董事、董事會委員會的主席及本公司的外聘核數師將在會上回答股東的提問。於股東大會上，每項實際獨立的事宜(包括重選個別董事)將會被提呈獨立決議案。

本公司二零一九年度股東週年大會於二零一九年八月二十八日(星期三)舉行。二零一九年度股東週年大會之通告、二零一八至一九年度報告、及載有二零一九年度股東週年大會擬提呈議案相關信息之通函，已於二零一九年度股東週年大會前多於二十個完整營業日向股東分發。所有董事以及大多數高級管理層和外聘核數師均有出席二零一九年度股東週年大會。公司秘書於二零一九年度股東週年大會上闡釋按股數投票方式表決之程序。個別決議案因應個別重要事項(包括重選個別董事)已於二零一九年度股東週年大會上提呈。所有於二零一九年度股東週年大會上提呈之決議案均以按股數投票表決方式處理。二零一九年度股東週年大會按股數投票表決之結果已刊載於本公司網站及聯交所網站內。

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SHAREHOLDERS' RIGHTS

Right to convene special general meeting

In accordance with the Articles, any Shareholder holding not less than one-tenth of the paid-up capital of the Company carrying the right of voting at general meetings shall have the right, by written requisition served to the Board or the Company Secretary, to require a special general meeting to be convened by the Board for transaction of any business specified in such requisition; and such meeting shall be held within two (2) months after the deposit of such requisition. If within twenty-one (21) days of such deposit the Board fails to proceed to convene such meeting, the requisitionists themselves may do so in the same manner.

Right to put enquiries to the Board

Shareholders have the right to put enquiries to the Board at general meetings or send their enquiries, concerns and notice with sufficient details to the principal place of business of the Company for the attention of the Board.

RESPONSIBILITY STATEMENT IN RESPECT OF FINANCIAL STATEMENTS

The Directors acknowledge and understand their responsibility for preparing the financial statements for the year ended 31 March 2020, which give a true and fair view of the state of affairs of the Company and the Group on a going concern basis.

To the best of the Directors' knowledge, there is no uncertainty relating to events or conditions that may cast significant doubt upon the Company and the Group's ability to continue as a going concern.

股東權利

召開股東特別大會之權利

根據細則，倘任何股東於向董事會或公司秘書遞交書面呈請當日持有可於股東大會表決權之本公司已繳足股本不少於十分之一，則有權要求董事會召開股東特別大會以處理有關呈請中所列之任何事項，而有關大會應於遞呈有關呈請後兩(2)個月內舉行。倘於有關遞呈後二十一(21)日內，董事會未有召開有關大會，則遞交呈請之人士可自行以相同方式召開有關大會。

向董事會提問之權利

股東有權於股東大會上向董事會提問，或把有關查詢、疑慮和通知的詳情寄往本公司主要營業地點，抬頭註明董事會收。

有關財務報表的責任聲明

董事知悉及明白彼等有責任以持續營運之基準編製真實且公平地反映本公司及本集團截至二零二零年三月三十一日止年度的財務狀況之財務報表。

就董事所深知，概無任何不明朗因素或情況可能會嚴重影響本公司及本集團持續營運之能力。

CORPORATE GOVERNANCE REPORT 企業管治報告

The external auditor of the Company acknowledge their reporting responsibilities in their auditor's report on the consolidated financial statements for the year ended 31 March 2020 as set out in the Independent Auditor's Report on pages 80 to 88 of this annual report.

本公司之外聘核數師在本年度報告第80頁至第88頁的獨立核數師報告中，載列其於截至二零二零年三月三十一日止年度的綜合財務報表的申報責任。

CONSTITUTIONAL DOCUMENTS

During the year ended 31 March 2020, there was no change in the Company's constitutional documents.

憲章文件

於截至二零二零年三月三十一日止年度，本公司之章程文件並無更改。

On behalf of the Board of
ABLE ENGINEERING HOLDINGS LIMITED
NGAI Chun Hung
Chairman

代表董事會
安保工程控股有限公司
主席
魏振雄

Hong Kong, 24 June 2020

香港，二零二零年六月二十四日

REPORT OF THE DIRECTORS 董事會報告

The Directors are pleased to present their report together with the audited consolidated financial statements of the Group for the year ended 31 March 2020.

PRINCIPAL ACTIVITIES

The principal activities of the Company are investment holding and the provision of corporate management services. Details of the principal activities of the Group's principal subsidiaries are set out in note 1 to the financial statements. There were no significant changes in the nature of the Group's principal activities during the year.

BUSINESS REVIEW

A review of the business of the Group during the year, an analysis of the Group's financial performance during the year using financial key performance indicators, a discussion on the Group's future business development and a description of the principal risks and uncertainties facing by the Group are provided in this report and the "MANAGEMENT DISCUSSION AND ANALYSIS" section of this annual report on pages 13 to 24. Also, the Group's financial risk management objectives and policies are set out in note 35 to the financial statements.

The Group is committed to be an environmental-responsible corporation with the aim to conserve the environment while making reasonable returns. The Group has operated an environmental management system which complies with international standards and will continuously encourage our business partners, suppliers and sub-contractors to follow the same standards. Further information of the Group's policies and performance during the year ended 31 March 2020 about the environment would be included in the "Environmental, Social and Governance Report" of the Company to be published within three months from the date of this annual report. During the year ended 31 March 2020, there was no material breach of or non-compliance with applicable laws and regulations by the Group that have significant impact on the business and operations of the Group.

All references herein to other sections or reports form part of this report of the Directors.

董事欣然提呈其報告連同截至二零二零年三月三十一日止年度之本集團經審核綜合財務報表。

主要業務

本公司之主要業務為投資控股及提供企業管理服務。本集團之主要附屬公司之主要業務詳情載於財務報表附註1。本集團之主要業務的性質在本年度並無重大變動。

業務回顧

有關本集團本年度的業務回顧、本集團年內以財務關鍵指標作出分析的財務表現、本集團未來之業務發展及有關本集團主要風險及不明朗因素的描述，已載於本報告以及本年度報告第13頁至第24頁的「管理層討論及分析」中。此外，本集團的財務風險管理目標和政策已載於財務報表附註35內。

本集團致力成為一間對環境負責的企業，以其在賺取合理回報時保護環境。本集團已採用一符合國際標準的環境管理系統，並不斷鼓勵我們的合作夥伴、供應商與分判商採用相同準則。有關本集團於截至二零二零年三月三十一日止年度之環保政策及表現的進一步資料，將載於本公司在緊接本年度報告日期三個月內刊發之《環境、社會及管治報告》內。於截至二零二零年三月三十一日止年度，本集團沒有嚴重違反或不遵守對本集團之業務及運作有顯著影響的適用法律與法規。

本節所提述的其他章節或報告均構成本董事會報告的一部份。

REPORT OF THE DIRECTORS 董事會報告

RESULTS AND DIVIDEND

The Group's profit for the year ended 31 March 2020 and the Group's financial position at that date are set out in the audited consolidated financial statements on pages 89 to 92 of this annual report.

The Board did not recommend the payment of any final dividend for the year ended 31 March 2020.

AGM AND CLOSURE OF REGISTER OF MEMBERS

The 2020 AGM of the Company will be held in Hong Kong on 4 September 2020, Friday. Notice of the AGM will be issued and disseminated to the Shareholders in due course.

To ascertain the entitlement to attend and vote at the 2020 AGM, the register of members of the Company will be closed from 1 September 2020, Tuesday to 4 September 2020, Friday (both days inclusive) during which period no transfer of Shares will be registered. In order to qualify for attending and voting at the AGM, all share transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, for registration not later than 4:30 pm on 31 August 2020, Monday.

RISK MANAGEMENT

Under the Group's internal control and risk management framework, the Board has entrusted the Audit Committee with the responsibility to review the risk management and internal control systems of the Group. Other than the significant accounting judgements and estimates and the financial risk management objectives and policies of the Group set out in note 35 to the financial statements, the Group is also exposed to other key risks factors and uncertainties, among others:

業績及股息

本集團於截至二零二零年三月三十一日止年度之溢利及本集團於當日之財務狀況載於本年度報告第89頁至第92頁之經審核綜合財務報表。

董事會不建議就截至二零二零年三月三十一日止年度派發任何末期股息。

股東週年大會及暫停辦理股份過戶登記手續

本公司二零二零年度股東週年大會將於二零二零年九月四日(星期五)在香港舉行。股東週年大會之通告將於適當時向股東寄發及發送。

為釐定出席二零二零年度股東週年大會並於會上投票之權利，本公司將由二零二零年九月一日(星期二)至二零二零年九月四日(星期五)(包括首尾兩日)止期間將暫停辦理股份過戶登記手續。為符合資格出席股東週年大會並於會上投票，所有股份過戶文件連同有關股票必須在二零二零年八月三十一日(星期一)下午四時三十分前送達至本公司之香港股份過戶登記分處，卓佳證券登記有限公司，地址為香港皇后大道東183號合和中心54樓，以辦理登記手續。

風險管理

根據本集團的內部監控和風險管理框架，董事會已委託審核委員會負責審查本集團的風險管理及內部監控制度。除載於經審核綜合財務報表附註35的本集團的主要會計判斷及估計及財務風險管理目標及政策外，本集團亦面臨其他關鍵風險因素，主要包括：

REPORT OF THE DIRECTORS 董事會報告

Business and Market Risk

Demand for services and products of the Group is cyclical in nature and directly correlates with the level of real estate development, construction activities, liquidity demands and general economic environment in Hong Kong. The Group relies heavily on public sector projects which by their nature are only awarded by a limited number of customers who are normally the HKSAR Government and/or various institutional bodies. There is no guarantee that our customers will provide the Group with new business or that we will secure new customers.

The Group's business and profitability may be materially and adversely affected by failure to tender for new contract works, any material reduction in spending by the HKSAR Government or various institutional bodies on public sector works and/or delay in awarding contracts of such works. The Group has accumulated over 40 years' experience in construction industry, we will continue to keep a close eye on project safety, project quality and project efficiency to ensure we remain competitive in tendering new projects.

Construction risk

The Group is exposed to construction risk in relation to price fluctuation, duration of works, quality of work, environmental protection and safety involved in the construction business, which may adversely affect the Group's profitability. The Group tries to manage and mitigate these risks through risk transfer, improve communication between project teams with project estimation and procurement department and implementation of management system which meets international standards.

業務和市場風險

本集團的服務和產品需求屬週期性質，並與香港的房地產開發、建設活動、資金流動性需求和總體經濟環境水平直接相關。本集團主要倚賴公營項目，其特性為只透過數目有限並一般為香港特區政府及／或各機構組織的客戶取得項目。本集團無法保證客戶將給予我們新的業務，或我們將取得新客戶。

如未能成功投標取得新合約工程、香港特區政府或其他機構組織大幅削減公營工程開支及／或延遲批出工程合約，均可能對本集團的業務及盈利能力造成重大不利影響。本集團在建築業積累超過40多年的經驗，我們將繼續密切留意項目安全，項目質量和項目效率，以確保我們在投標新項目方面保持競爭力。

施工風險

本集團面臨有關價格波動、工程時間、施工質量、環保及安全等與建築業務相關的施工風險，或會對本集團的盈利能力造成不利影響。本集團通過風險轉移、加強施工隊伍與項目評估及採購部門之間的溝通，以及實施符合國際標準的管理系統等措施來管理及減輕這些風險。

REPORT OF THE DIRECTORS 董事會報告

Compliance Risk

The Group is exposed to compliance risk in relation to various rules and regulations, including but not limited to rules and regulations in relation to construction labour, occupational health and safety, environmental protection, contractor registration and listing in Hong Kong. Non-compliance may cause serious legal sanctions, material financial loss, or loss to reputation and loss of business to the Group. The Group paid high attention to the enactment and amendment of laws and regulations which may cause legal or business risks to the Group's business and will arrange appropriate training and experience sharing activities for relevant employees. The Group also launched a safety promotion campaign "Safety • My Habit" since 2017 to promote safety awareness and continuously invest in the provision of appropriate self-owned safety tools to sub-contractors or suppliers in high risk operation.

Risk on Reliance of Key Management Personnel

The Group's success and growth depends on our ability to identify, hire, train and retain suitable, skilled and qualified employees, including management personnel with the requisite industry expertise. The Directors and members of senior management, in particular, the Executive Directors, are important to the Group. If any of the Executive Directors cease to be involved in the management of the Group and the Group is unable to find suitable replacements in a timely manner, there could be an adverse impact on our business, results of operation and profitability of the Group.

Business Partners Risk

The Group relies on third-party sub-contractors and service providers in certain parts of its business. The management realises that such operational dependency may pose a threat of vulnerability to unexpected poor or lapses in service including reputation damage, business disruption and monetary losses. In addition, some of the Group's businesses are conducted through joint ventures/joint operations in which the Group shares control and risks with other business partners. The relevant risks include that these business partners may not continue their relationships with the Group, do not work for the Group's interest, take actions against the Group's interest, undergo a change of control or not fulfil their obligations under the joint ventures/joint operations. To address such uncertainties, the Group only engages/cooperates with reputable and experienced business partners and closely monitors their performance.

合規風險

本集團面臨各種法例與法規的合規風險：包括但不限於有關建築、勞工、職業健康與安全、環境保護、承建商註冊及香港上市的法例與法規。不合規的行為可能引致法律制裁、重大財務損失及有關本集團之聲譽及／或損失業務等結果。本集團非常關注可能為本集團帶來法律風險及業務風險的法律與法規的制定和修改，並會為有需要之僱員安排合適的培訓及經驗分享。本集團亦自二零一七年起推出安全推廣活動「安全•我的習慣」，以提升安全意識，並繼續投放資源為分判商或供應商的高風險作業提供適當自置安全用具。

依賴主要管理人員的風險

本集團的成功與發展取決於我們物色、聘用、培訓及挽留適當、熟練及合資格僱員的能力，包括具備所需行業專業知識的管理人員。董事及高級管理層成員（尤其是執行董事）對我們非常重要。若任何該等執行董事日後不再參與管理本集團，而本集團未能及時覓得適當替代人選，則可能對本集團的業務、經營業績及盈利能力造成不利影響。

業務夥伴風險

本集團依賴第三方分判商及服務供應商提供若幹部分的業務。管理層清楚該等營運依賴性或會令本集團在服務突然轉差或出現真空期時，容易受到不利影響，包括聲譽受損、業務中斷及金錢損失。此外，本集團部分業務以合營企業／共同經營進行，與其他業務夥伴分擔控制和風險。相關風險包括：該等業務夥伴或未能與本集團維持其合作關係、不以本集團利益而行事、向本集團採取不利行動、控制權變更或未能履行其於合營企業／共同經營安排的責任等。針對有關不明朗因素，本集團僅會聘請或與信譽良好及富經驗之業務夥伴合作，並會密切監察其表現。

REPORT OF THE DIRECTORS 董事會報告

Cyber and Information Security Risk

Frequency of cyber-attacks like sophisticated phishing campaigns and ransomware continued increased in recent years. The potential threat of a cyber-attack is increasing. Cyber-attacks may lead to loss of information, leakage of confidential information, unavailability of systems and disruption of operation that significant costs may be incurred for data recovery and system restoration, and/or possible claims. The Group manages this risk by implement security measures such as firewall, anti-spam and anti-virus protection, and increase internal communication of cyber and information security threats to raise staff awareness.

SUMMARY FINANCIAL INFORMATION

A summary of the published results and the statements of financial position of the Group for the last five financial years, as extracted from the audited consolidated financial statements and the Prospectus of the Company dated 26 January 2017, is set out on pages 4 to 5 of this annual report. This summary does not form part of the audited consolidated financial statements.

PROPERTY, PLANT AND EQUIPMENT

Details of movements in the Group's property, plant and equipment during the year are set out in note 14 to the financial statements.

BANK BORROWINGS

Particulars of bank borrowings of the Group as at 31 March 2020 are set out in note 24 to the financial statements.

SHARE CAPITAL

There was no movement in the Company's authorised share capital during this year. Details of movements in the Company's issued share capital are set out in note 26 to the financial statements.

PRE-EMPTIVE RIGHTS

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

網絡及信息安全風險

近年來，網絡釣魚及勒索軟件等複雜的網絡攻擊個案有上升趨勢，而網絡攻擊的潛在風險亦與日俱增。網絡攻擊或會引致信息丟失、洩漏機密資料、系統失靈及業務中斷。數據復原及系統復原成本不菲，亦／或可能引致索賠。本集團通過實施防火牆、反垃圾郵件和防病毒保護等安全措施來管理這一項風險，並增強內部有關網絡及信息安全威脅的溝通以提高員工意識。

財務資料概要

本集團於過往五個財政年度之已刊發業績以及財務狀況表之概要(摘錄自經審核綜合財務報表及日期為二零一七年一月二十六日之招股章程)載於本年度報告第4頁至第5頁。此概要並不構成經審核綜合財務報表之一部份。

物業、機器及設備

本集團之物業、機器及設備於本年度之變動詳情載於財務報表附註14。

銀行貸款

本集團於二零二零年三月三十一日之銀行貸款之詳情載於財務報表附註24。

股本

於本年度內，本公司之法定股本無任何變動。本公司已發行股本的變動詳情載於財務報表附註26。

優先購買權

本公司細則或開曼群島法例並無優先購買權之規定，故此本公司無須按比例向現有股東發售新股。

REPORT OF THE DIRECTORS 董事會報告

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

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

RESERVES

Details of movements in the reserves of the Company and the Group during the year are set out in note 36 to the financial statements and in the consolidated statement of changes in equity, respectively.

DISTRIBUTABLE RESERVES

At 31 March 2020, the Company's reserves available for distribution, calculated in accordance with the Companies Law of the Cayman Islands, amounted to approximately HK\$595,356,000.

DONATIONS

During the year, the Group made donations for charitable and other purposes of approximately HK\$8,201,000 (2019: approximately HK\$213,000).

MAJOR CUSTOMERS AND SUPPLIERS

The Group recognises the importance of maintaining good relationships with customers, suppliers and sub-contractors to achieve its long-term business growth and development. Accordingly, the Group has kept good communications and shared business updates with business partners when appropriate.

For the year ended 31 March 2020, revenue earned from the Group's five largest customers for approximately 98% (2019: 99%) of the total revenue for the year and revenue earned from the largest customer included therein accounted for approximately 38% (2019: 80%). Three (2019: Three) out of the five largest customers are from the public sector. The Group has not entered into any long-term framework agreements with any of these major customers.

購買、出售或贖回本公司上市證券

本公司或其任何附屬公司概無於截至二零二零年三月三十一日止年度內購買、出售或贖回本公司任何上市證券。

儲備

於本年度內，本公司及本集團之儲備變動詳情分別載於財務報表附註36，以及綜合權益變動表。

可供分派儲備

於二零二零年三月三十一日，本公司根據開曼群島公司法計算的可供分派儲備約為595,356,000港元。

捐款

於本年度內，本集團作出之慈善及其他捐款約8,201,000港元(二零一九年：約213,000港元)。

主要客戶及供應商

本集團認同保持與客戶、供應商和分判商的良好關係，對實現長遠業務增長和發展的重要性。因此，本集團一直與業務夥伴保持良好的溝通，並適當時與他們分享最新業務資訊。

於截至二零二零年三月三十一日止年度，本集團自其五大客戶所賺取之合約工程收入佔本年度合約工程收入總額約98%(二零一九年：99%)，其中來自最大客戶之合約工程收入約佔38%(二零一九年：80%)。五大客戶中的三名(二零一九年：三名)為公營機構。本集團並無與任何主要客戶訂立任何長期框架協議。

REPORT OF THE DIRECTORS

董事會報告

Subcontracting charges paid to the Group's five largest suppliers accounted for approximately 25% (2019: 16%) of the total subcontracting charges and material costs incurred for the year. Subcontracting charges paid to the largest supplier included therein accounted for approximately 11% (2019: 6%).

None of the Directors, any of their close associates, or any Shareholder (which to the knowledge of the Directors own more than 5% of the Company's issued share capital) has any interest in the Group's five largest customers and suppliers.

DIRECTORS

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

Executive Directors:

Mr. NGAI Chun Hung (*Chairman*)
 Mr. CHEUNG Ho Yuen (*appointed as the Chief Executive Officer on 20 February 2020*)
 Mr. IP Yik Nam (*ceased to be the Chief Executive Officer on 20 February 2020*)
 Mr. LAU Chi Fai, Daniel
 Mr. YAU Kwok Fai
 Mr. YAM Kui Hung (*retired on 20 February 2020*)

Independent Non-executive Directors:

Dr. LI Yok Sheung
 Ms. MAK Suk Hing
 Ms. LEUNG Yuen Shan, Maisy

At the 2020 AGM to be held on 4 September 2020, Mr. CHEUNG, Mr. IP and Ms. LEUNG shall retire from office in accordance with article 108 of the Articles. All the retiring Directors, being eligible, will offer themselves for re-election to serve for another term at the 2020 AGM.

本集團向五大供應商／分判商之分判支出佔本年度產生之分判支出及材料成本總額約25% (二零一九年：16%)。其中支付最大供應商／分判商之分判支出約佔11% (二零一九年：6%)。

概無董事、其緊密聯繫人或任何股東(據董事所知擁有超過5%本公司已發行股本)於本集團五大客戶及供應商中擁有任何權益。

董事

於本年度及直至審批此報告之日之期間內，本公司之董事如下：

執行董事：

魏振雄先生(主席)
 張浩源先生(自二零二零年二月二十日起
 獲委任行政總裁)
 葉亦楠先生(自二零二零年二月二十日起
 不再擔任行政總裁)
 劉志輝先生
 游國輝先生
 任鉅鴻先生(於二零二零年二月二十日退任)

獨立非執行董事：

李毓湘博士
 麥淑卿女士
 梁婉珊女士

於即將於二零二零年九月四日舉行之二零二零年度股東週年大會上，張先生、葉先生及梁女士將根據細則第108條退任董事。所有以上退任董事均符合資格並願意於二零二零年度股東週年大會上膺選連任。

REPORT OF THE DIRECTORS 董事會報告

CONFIRMATION OF INDEPENDENCE OF INEDS

The Company has received from each of Dr. LI, Ms. MAK and Ms. LEUNG the annual confirmation of his/her independence pursuant to Rule 3.13 of the Listing Rules, and the Company considers all of the INEDs are independent.

NON-COMPETITION UNDERTAKINGS

Each of the Covenantors (as defined in the Prospectus) has confirmed to the Company of his/its compliance with the non-competition undertakings provided to the Company under the Deed of Non-Competition (as defined in the Prospectus). The INEDs have reviewed the status of compliance and confirmed that all the undertakings under the Deed of Non-Competition have been complied with by the controlling shareholders during the year ended 31 March 2020.

DIRECTORS' AND SENIOR MANAGEMENT'S BIOGRAPHIES

Brief biographical details of the Directors and the senior management of the Group are set out on pages 25 to 32 of this annual report.

DIRECTORS' SERVICE CONTRACTS

All Executive Directors, except Mr. YAM, have renewed their service contracts with the Company on 27 November 2019 for a fixed term commencing from 20 February 2020 to 31 March 2022, which may be terminated by either party by giving a six-month written notice.

None of the Directors has a service contract with the Company or any of its subsidiaries which is of a duration exceeding three years or which is not determinable by the Group within one year without payment of compensation (other than statutory compensation).

DIRECTORS' REMUNERATION

Particulars of the Directors' remuneration are set out in note 9 to the financial statements.

獨立非執行董事之獨立確認書

根據上市規則第3.13條，本公司已接獲李博士、麥女士及梁女士各自之年度獨立性確認書，並認為彼等均屬獨立人士。

不競爭承諾

各契諾人(定義見招股章程)向本公司確認，其已遵守根據不競爭契據(定義見招股章程)向本公司提供的不競爭承諾。獨立非執行董事已審閱合規情況，並確認截至二零二零年三月三十一日止年度內控股股東已根據不競爭契據遵守所有承諾。

董事及高級管理人員之履歷

董事及本集團高級管理層之簡歷載於本年度報告第25頁至第32頁。

董事之服務合約

於二零一九年十一月二十七日，各執行董事(除任先生外)均與本公司更新了彼等之服務合約。合約期為二零二零年二月二十日至二零二二年三月三十一日，或由其中一方給予六個月書面通知予以終止為止。

各董事並無與本公司或其任何附屬公司訂立任何年期超逾三年或規定本集團不可在一年內在不予賠償之情況下(除作出法定賠償外)終止其服務的服務合約。

董事酬金

董事酬金的詳情載於財務報表附註9。

REPORT OF THE DIRECTORS 董事會報告

DIRECTORS' INTERESTS IN TRANSACTIONS, ARRANGEMENTS OR CONTRACTS

Other than the contracts as further detailed in section headed "CONNECTED TRANSACTIONS" below, no Director nor a connected entity of a Director had a material interest, either directly or indirectly, in any transactions, arrangements or contracts of significance to the Group's business to which the holding company of the Company, or any of the Company's subsidiaries or fellow subsidiaries was a party, at any time during the year.

MANAGEMENT CONTRACTS

Save for contract of service with the Directors, no contract by which a person undertakes the management and administration of the whole or any substantial part of the Company's business was entered into or subsisted during the year.

PERMITTED INDEMNITY PROVISION

Pursuant to the Articles, every Director and officer shall be indemnified and secured harmless out of the assets and profits of the Company from and against all actions, costs, charges, losses, damages and expenses which he/she may incur in or sustain by the execution of his/her duty or otherwise in relation thereto. The Company has maintained appropriate insurance cover for the Directors and officers in connection with the discharge of their responsibilities throughout the year.

董事之交易、安排或合約權益

除於下文「關連方交易」一段所披露之合約外，董事及其聯繫人士並無於本年度之任何時候在本公司之控股公司或本公司之任何附屬公司或同系附屬公司作為一方之交易、安排及及合約中擁有直接或間接之重大權益。

管理合約

除與董事簽定之服務合約外，於本年度內並無簽定亦不存在由一人承辦本公司業務的全部或任何重大部分的管理及行政合約。

允許賠償條款

根據細則，每名董事及高級管理人員就履行彼等之職務或與此有關之情況而招致或蒙受的所有行動、費用、收費、損失、損害及開支，均可從本公司的資產及利潤獲得彌償及可獲確保免就此受到任何損害。本公司於年內一直持有適當的保險保障範圍，以保障董事及高級管理人員在履行其職責時之責任。

REPORT OF THE DIRECTORS 董事會報告

DIRECTORS' INTERESTS IN COMPETING BUSINESS

At 31 March 2020, Mr. NGAI's son, Mr. NGAI Wing Yin, aged over 18, is a director of Lanon Development Limited (“**Lanon Development**”), Lanon Construction Limited (“**Lanon Construction**”), Lanon Building Limited (“**Lanon Building**”) and Lanon Engineering Limited (“**Lanon Engineering**”), all incorporated in Hong Kong and engaging in construction, maintenance and engineering contract works.

Meanwhile, Ms. WONG Chui Yee, Mr. NGAI Wing Yin's wife and Mr. NGAI's daughter-in-law, aged over 18, is also a director of Lanon Development. As at 31 March 2020, Mr. NGAI Wing Yin holds 100% beneficial interest in Lanon Development, Lanon Construction, Lanon Building and Lanon Engineering.

The power to make material business decisions for the Group is vested in the Board. Whenever the Board considers that there may be a conflict of interest between the Group and any Director (including Mr. NGAI who is an Executive Director, Chairman of the Board and a controlling shareholder of the Company), such Director will be required to abstain from discussion and voting. Therefore, the Board is capable of carrying on the Group's business independent of, and at arm's length, from the business of Mr. NGAI.

Save as disclosed above, as at 31 March 2020, none of the Directors or their respective close associates is interested in any business which competes or was likely to compete, either directly or indirectly, with the business of the Group.

董事於競爭性業務中之權益

於二零二零年三月三十一日，魏先生之兒子魏穎然先生(已超過十八歲)為亮雅發展有限公司(「亮雅發展」)、亮雅建築有限公司(「亮雅建築」)、亮雅建設有限公司(「亮雅建設」)及亮雅工程有限公司(「亮雅工程」)之董事，該等公司為於香港註冊成立之有限公司，主要從事建築、維修及土木工程之合約工作。

同時，黃翠怡小姐(為魏穎然先生之太太及魏先生之媳婦，已超過十八歲)亦為亮雅發展之董事。於二零二零年三月三十一日，魏穎然先生持有亮雅發展、亮雅建築、亮雅建設及亮雅工程之100%實益權益。

本集團作出重大業務決策的權力歸於董事會。每當董事會認為本集團與任何董事之間可能有利益衝突時，有關董事(包括作為本公司執行董事、董事會主席兼控股股東之魏先生)須放棄討論及表決。因此，董事會在經營本集團之業務時，能與魏先生的業務保持獨立性和正常業務距離。

除上文所披露者外，於二零二零年三月三十一日，董事及彼等各自之緊密聯繫人士並無於直接或間接與本集團業務構成競爭或可能構成競爭的業務中擁有任何權益。

REPORT OF THE DIRECTORS 董事會報告

DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS IN SECURITIES

As at 31 March 2020, details of the interests and short positions of each of the Director and chief executive 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 the Securities and Futures Ordinance (the "SFO")) as required to be notified to the Company and The Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they were taken or deemed to have taken under provisions of the SFO); or required to be recorded in the register kept by the Company under section 352 of the SFO; or otherwise required to be notified to the Company and The Stock Exchange pursuant to the Model Code as set out in Appendix 10 of the Listing Rules were as follows:

Long Position in the Ordinary Shares of the Company (the "Shares"):

Director	Capacity and nature of interests	Number of ordinary shares interested	% of issued share capital of the Company
董事	身份及權益性質	擁有權益之普通股數目	佔本公司已發行股本百分比
Mr. NGAI (Note) 魏先生(附註)	Interest in a controlled corporation 透過一受控制法團持有	1,500,000,000	75.00
Mr. LAU 劉先生	Personal 個人	300,000	0.02
Mr. CHEUNG 張先生	Personal 個人	66,857	0.00

Note: Mr. NGAI is deemed to be interested in 1,080,011,200 shares of Vantage ("Vantage Shares") (representing approximately 64.17% of the entire issued share capital of Vantage), which comprise (i) 6,250,800 Vantage Shares held by himself; (ii) 838,760,400 Vantage Shares held by Winhale Ltd. ("Winhale") by virtue of him being the settlor of The Xyston Trust; and (iii) 235,000,000 Vantage Shares held by Fame Yield International Limited ("Fame Yield") by virtue of his beneficial interest in the entire issued share capital of Fame Yield. Accordingly, Mr. NGAI is deemed to be interested in 1,500,000,000 shares of the Company held by Profit Chain Investments Limited ("Profit Chain"), an immediate holding company of the Company, under the SFO by virtue of his deemed interest in approximately 64.17% of the entire issued share capital of Vantage.

董事及最高行政人員之證券權益

於二零二零年三月三十一日，本公司各董事及最高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、相關股份及債券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任何權益及淡倉(包括根據證券及期貨條例有關條文被當作或被視為擁有之權益及淡倉);或根據證券及期貨條例第352條規定須記錄於本公司須予存置之登記冊內之任何權益及淡倉;或根據上市規則附錄十所載之標準守則而須知會本公司及聯交所之任何權益及淡倉如下:

於本公司普通股(「股份」)中之好倉:

Director	Capacity and nature of interests	Number of ordinary shares interested	% of issued share capital of the Company
董事	身份及權益性質	擁有權益之普通股數目	佔本公司已發行股本百分比
Mr. NGAI (Note) 魏先生(附註)	Interest in a controlled corporation 透過一受控制法團持有	1,500,000,000	75.00
Mr. LAU 劉先生	Personal 個人	300,000	0.02
Mr. CHEUNG 張先生	Personal 個人	66,857	0.00

附註: 魏先生被視為於1,080,011,200股盈信股份(「盈信股份」)中擁有權益(佔盈信全部已發行股本約64.17%)，其中包括(i)其本身持有的6,250,800股盈信股份；(ii)因其為The Xyston Trust的授予人而由Winhale Ltd.(「Winhale」)持有的838,760,400股盈信股份；及(iii)因其於名成國際有限公司(「名成」)全部已發行股本的實益權益而由名成所持有的235,000,000股盈信股份。因此，根據證券及期貨條例，基於其被視作於盈信全部已發行股本約64.17%股本中擁有權益，魏先生被視作於Profit Chain Investments Limited(「Profit Chain」)持有的1,500,000,000股本公司股份中擁有權益。

REPORT OF THE DIRECTORS 董事會報告

Long Position in the Ordinary Shares of an Associated Corporation – Vantage 於相聯法團普通股中之好倉 – 盈信：

Director	Notes	Capacity and nature of interests	Number of ordinary shares interested	% of issued share capital of Vantage
董事	附註	身份及權益性質	擁有權益之普通股數目	佔盈信已發行股本百分比
Mr. NGAI 魏先生	(i)	As founder of a trust 作為一信託成立人	838,760,400	49.84
	(ii)	Interest in a controlled corporation 透過一受控制法團之權益	235,000,000	13.96
		Personal 個人	6,250,800	0.37
			1,080,011,200	64.17
Mr. YAU 游先生	(iii)	Interest in a controlled corporation 透過一受控制法團之權益	30,888,000	1.84
		Personal 個人	8,448,000	0.50
Mr. LAU 劉先生		Personal 個人	300,000	0.02
Mr. CHEUNG 張先生		Personal 個人	240,000	0.01

Notes:

- (i) These shares are legally and beneficially owned by Winhale, which is ultimately beneficially wholly-owned by The Xyston Trust. The Xyston Trust is a discretionary trust founded by Mr. NGAI for the benefits of his family members.
- (ii) These shares are legally and beneficially owned by Fame Yield, the entire issued share capital of which is legally and beneficially owned by Mr. NGAI.
- (iii) These shares are legally and beneficially owned by Business Success Limited, the entire issued share capital of which is legally and beneficially owned by Mr. YAU.

附註：

- (i) 此等股份由Winhale法定及實益擁有，該公司由The Xyston Trust最終實益全資擁有。The Xyston Trust為一個由魏先生為其家庭成員創立的全權信託基金。
- (ii) 此等股份由名成法定及實益擁有，該公司之全部已發行股本乃由魏先生法定及實益擁有。
- (iii) 此等股份由Business Success Limited法定及實益擁有，該公司之全部已發行股本乃由游先生法定及實益擁有。

REPORT OF THE DIRECTORS 董事會報告

Long Position in the Underlying Shares of an Associated Corporation – Vantage 於相聯法團相關股份中之好倉 – 盈信：

Directors	Number of share options 購股權數目				At 31 March 2020 於 二零二零年 三月 三十一日 '000 千股	Date of grant of share options 購股權 之授予日	Exercise period of share options 購股權 之行使期	Exercise price of share options 購股權 之行使價 HK\$ per share 每股港元 (Note) (附註)
	At 1 April 2019 於 二零一九年 四月一日 '000 千股	Grant during the year 於 本年度 內授出 '000 千股	Exercise during the year 於 本年度 內行使 '000 千股	At 31 March 2020 於 二零二零年 三月 三十一日 '000 千股				
Mr. NGAI 魏先生	4,500	-	-	4,500	10/9/2015 二零一五年 九月十日	10/03/2016 to 09/09/2020 二零一六年 三月十日 至 二零二零年 九月九日	0.526	
Mr. YAU 游先生	4,500	-	-	4,500	10/9/2015 二零一五年 九月十日	10/03/2016 to 09/09/2020 二零一六年 三月十日 至 二零二零年 九月九日	0.526	

Note: The exercise price of the share options is subject to adjustment in the cases of rights or bonus issues, or other similar changes in the Vantage's share capital.

附註：如果有供股或紅股發行，或者盈信股本發生其他類似變動，購股權的行使價格需要進行調整。

Save as disclosed above, as at 31 March 2020, the Company and its associated corporations had no outstanding share options granted to the Directors to subscribe for the securities of the Company and its associated corporations

除上文所述者外，於二零二零年三月三十一日，本公司及其相聯法團並無任何已授予董事，而據此可認購本公司及其相聯法團之證券之尚未行使的購股權。

REPORT OF THE DIRECTORS 董事會報告

Save as disclosed above, as at 31 March 2020, none of the Directors or chief executive of the Company had any interests or short positions in the Shares, underlying Shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which was required to be notified to the Company and The Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they were taken or deemed to have taken under provisions of the SFO), or as recorded in the register kept by the Company under section 352 of the SFO, or otherwise to be notified to the Company and The Stock Exchange pursuant to the Model Code.

DIRECTORS' RIGHT TO ACQUIRE SECURITIES OR DEBENTURES

Save as disclosed under the heading "DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS IN SECURITIES" above, at no time during the year ended 31 March 2020 was the Company, its holding company or any of its subsidiaries a party to any arrangement to enable the Directors, their respective spouse, or children to acquire benefits by means of acquisition of shares in or debentures of the Company or any other body corporate.

SHARE OPTION SCHEME

Particulars of the share option scheme adopted by the Company (the "Option Scheme") are set out in note 27 to the financial statements.

From the date of the adoption of the Option Scheme up to the date of this annual report, the Company did not grant any share options under the Option Scheme.

Save as the Option Scheme, no equity-linked agreements were entered into by the Group during this year or subsisted at the end of this year.

除上文所述者外，於二零二零年三月三十一日，本公司董事及最高行政人員概無於本公司或其任何相關法團（定義見證券及期貨條例第XV部）之股份、相關股份或債券中擁有根據證券及期貨條例第XV部第7及第8分部須知會本公司及聯交所之任何權益或淡倉（包括根據證券及期貨條例有關條文被當作或被視為擁有之權益及淡倉）；或根據證券及期貨條例第352條規定須記錄於本公司須予存置之登記冊內之任何權益或淡倉；或根據標準守則須知會本公司及聯交所之任何權益或淡倉。

董事購入證券或債券之權益

除上文「董事及最高行政人員之證券權益」一節所披露者外，本公司、其控股公司或其任何附屬公司在截至二零二零年三月三十一日止年度內，概無作出任何安排致使董事、彼等各自之配偶或子女，可藉著購入本公司或任何其他法人團體之股份或債務證券而獲取利益。

購股權計劃

本公司已採納的購股權計劃（「購股權計劃」）的詳情載於財務報表附註27。

自該購股權計劃採納日期起至此年度報告之日期，本公司並無根據購股權計劃授出任何購股權。

除上述之購股權計劃外，本集團概無於本年度內訂立股票掛鈎協議，亦概無股票掛鈎協議於本年末存續。

REPORT OF THE DIRECTORS 董事會報告

SUBSTANTIAL SHAREHOLDERS' INTERESTS IN SECURITIES

As at 31 March 2020, according to the register kept by the Company pursuant to Section 336 of the SFO, the following persons and companies (other than the Directors or chief executive of the Company) had an interest or short position in the Shares and the underlying Shares of the Company which fell to be disclosed to the Company under the provisions of the Divisions 2 and 3 of Part XV of the SFO:

Long Positions in the Shares of the Company:

Name of shareholders	Notes	Capacity and nature of interests	Number of Shares held	% of issued share capital of the Company
股東姓名／名稱	附註	身份及權益性質	所持有普通股份數目	佔本公司已發行股本百分比
Profit Chain Profit Chain	(i)	Beneficially owned 實益擁有人	1,500,000,000	75
Vantage 盈信	(i)	Interested in a controlled Corporation 受控制法團權益	1,500,000,000	75
Winhale Winhale	(ii)	Interested in a controlled Corporation 受控制法團權益	1,500,000,000	75
Braveway Limited Braveway Limited	(iii)	Interested in a controlled Corporation 受控制法團權益	1,500,000,000	75
HSBC International Trustee Limited 滙豐國際信託有限公司	(iii)	Interested in a controlled corporation 受控制法團權益	1,500,000,000	75
Ms. Cheng Wai Chun 鄭惠珍女士	(iv)	Interest in a controlled corporation and interest of spouse 受控制法團權益及配偶權益	1,500,000,000	75

主要股東之證券權益

於二零二零年三月三十一日，根據按證券及期貨條例第336條規定記錄於本公司須予存置之登記冊，以下人士及公司(本公司董事或最高行政人員除外)於本公司股份及相關股份中擁有根據證券及期貨條例第XV部第2及第3分部之條文須向本公司披露之權益或淡倉：

於本公司股份之好倉：

REPORT OF THE DIRECTORS 董事會報告

Notes:

- (i) Profit Chain is wholly-owned by Vantage. As such, Vantage is deemed to be interested in the 1,500,000,000 shares of the Company owned by Profit Chain under the SFO.
- (ii) Winhale is deemed to be interested in 1,500,000,000 shares of the Company held by Profit Chain under the SFO by virtue of its deemed interest in approximately 49.84% of the entire issued share capital of Vantage.
- (iii) Braveway Limited and HSBC International Trustee Limited are deemed to be interested in the Vantage Shares held by Winhale by virtue of the fact that Winhale is wholly-owned by the trusts of which Braveway Limited and HSBC International Trustee Limited are the trustees.
- (iv) Ms. Cheng Wai Chun is the sole shareholder of Braveway Limited and the spouse of Mr. NGAI. Ms. Cheng Wai Chun is deemed to be interested in 1,500,000,000 shares of the Company held by Profit Chain under the SFO.

Save as disclosed above, as at 31 March 2020, no other person (other than the Directors and chief executive of the Company) had an interest or short position in the Shares and the underlying Shares which fell to be disclosed to the Company under the provisions of the Divisions 2 and 3 of Part XV of the SFO, or who, as at 31 March 2020, was directly or indirectly, interested in 10% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of any other member of the Group.

CONNECTED TRANSACTIONS

During the year, the Group entered into two transactions with the subsidiaries of Vantage (excluding the Group). These mainly relate to contracts entered into by the Group in the ordinary course of business, which contracts were negotiated on normal commercial terms and on an arm's length basis. Further details are set out in note 32 to the financial statements. These transactions also constitute de minimis continuing connected transactions of the Company as defined in Chapter 14A of the Listing Rules.

附註：

- (i) Profit Chain由盈信全資擁有。因此，根據證券及期貨條例，盈信被視為於Profit Chain擁有的本公司1,500,000,000股股份中擁有權益。
- (ii) 根據證券及期貨條例，基於Winhale被當作擁有盈信全部已發行股本約49.84%權益，因此其被視為於Profit Chain所持有的本公司1,500,000,000股股份中擁有權益。
- (iii) Braveway Limited及滙豐國際信託有限公司被視為於Winhale持有之盈信股份中擁有權益。Winhale乃由Braveway Limited及滙豐國際信託有限公司作為信託人之信託全資擁有。
- (iv) 鄭惠珍女士為Braveway Limited的唯一股東並為魏先生的配偶。根據證券及期貨條例，鄭惠珍女士被視為於Profit Chain所持有的本公司1,500,000,000股股份中擁有權益。

除上文所述者外，於二零二零年三月三十一日，概無其他人士（本公司董事及最高行政人員除外）於本公司股份及相關股份中擁有根據證券及期貨條例第XV部第2及第3分部之條文須向本公司披露之權益或淡倉，亦無任何人士於二零二零年三月三十一日直接或間接擁有在任何情況下可於本集團屬下任何其他成員公司的股東大會上投票的任何類別股本面值10%或以上的權益。

關連方交易

年內，本集團與盈信的附屬公司（不包括本集團）進行了兩項交易。此等交易主要涉及本集團於日常業務過程中按一般商業條款經公平原則磋商而訂立的合約。交易的進一步詳情載於財務報表附註32，此等交易亦構成上市規則第14A章所界定的符合最低豁免水平的持續關連交易。

REPORT OF THE DIRECTORS 董事會報告

RETIREMENT BENEFIT SCHEME

The Group has joined mandatory provident fund schemes (“MPF Schemes”), which have been registered with the Mandatory Provident Fund Schemes Authority under the Mandatory Provident Fund Schemes Ordinance for its employees (including the Executive Directors). Assets of the MPF Schemes are held separately from those of the Group in funds under the control of an independent trustee. Pursuant to the rules of the MPF Schemes, the employer and its employees are each required to make contributions at rates specified in the schemes. The only obligation to the Group with respect to the MPF Schemes is to make the required contributions under these schemes.

SUFFICIENCY OF PUBLIC FLOAT

Based on information that is publicly available to the Company and within the knowledge of the Directors, at least 25% of the Company’s total number of issued shares was held by the public as at the date of this report.

DISCLOSURE PURSUANT TO RULE 13.21 OF THE LISTING RULES

During the year ended 31 March 2020, the Company had no disclosure obligation pursuant to Rules 13.21 of the Listing Rules.

FUTURE DEVELOPMENT OF THE GROUP’S BUSINESS

Please refer to the section headed “OUTLOOK” under the section “CHAIRMAN’S STATEMENT” of this annual report for an indication of the likely future development in the Group’s business.

退休金計劃

本集團已為其僱員(包括執行董事)按《強制性公積金計劃條例》參加了已向強制性公積金計劃管理局登記的強制性公積金計劃(「該等強積金計劃」)。該等強積金計劃的資產與本集團的資產分開及受獨立信託人管理。按該等強積金計劃之條款，僱主及僱員均須各自按計劃作相應比率之供款。本集團對該等強積金計劃的唯一責任是作出所需之供款。

足夠的公眾持股量

根據本公司可得的公眾資訊，並在董事所知範圍內，於本報告之日，本公司已發行總股數最少有25%由公眾人士持有。

根據上市規則第13.21條而作出之披露

於截至二零二零年三月三十一日止年度內，本公司概無須根據上市規則第13.21條而作出披露之責任。

本集團業務的未來發展

有關本集團業務未來發展之展望，請參閱本年度報告中「主席報告」一節項下「前景」之分節。

REPORT OF THE DIRECTORS 董事會報告

CORPORATE GOVERNANCE

The Company is committed to maintaining a high standard of corporate governance through its continuous effort in improving its corporate governance practices. Information on the corporate governance practices adopted by the Company is set out in the section “CORPORATE GOVERNANCE REPORT” contained in this annual report.

REVIEW OF FINANCIAL STATEMENTS

The Audit Committee has reviewed the Group’s consolidated financial statements for the year ended 31 March 2020, including the accounting principles and practices adopted by the Group and recommended to the Board for approval.

AUDITOR

The consolidated financial statements have been audited by Ernst & Young, Certified Public Accountants, who retire and, being eligible, offer themselves for reappointment at the forthcoming AGM. A resolution for the re-appointment of Ernst & Young as external auditor of the Company will be proposed at the forthcoming AGM.

企業管治

本公司致力於通過不斷努力改進其公司管治實務，以保持高標準的公司管治。有關本公司之企業管治常規之詳情已載於本年度報告「企業管治報告」一節。

財務報表之審閱

審核委員會已審閱本集團截至二零二零年三月三十一日止年度的綜合財務報表(包括本集團採用之會計原則及慣例)並建議董事會批准。

核數師

綜合財務報表已經由安永會計師事務所(執業會計師)審核，其任滿退任及符合資格，並願意在應屆股東週年大會上獲續聘。在即將舉行之股東週年大會上將提呈決議案，議決重聘安永會計師事務所為本公司之外聘核數師。

On behalf of the Board of
ABLE ENGINEERING HOLDINGS LIMITED
NGAI Chun Hung
Chairman

Hong Kong, 24 June 2020

代表董事會
安保工程控股有限公司
主席
魏振雄

香港，二零二零年六月二十四日

INDEPENDENT AUDITOR'S REPORT 獨立核數師報告



To the shareholders of Able Engineering Holdings Limited
(Incorporated in the Cayman Islands with limited liability)

OPINION

We have audited the consolidated financial statements of Able Engineering Holdings Limited (the “Company”) and its subsidiaries (the “Group”) set out on pages 89 to 192, which comprise the consolidated statement of financial position as at 31 March 2020, and the consolidated statement of profit or loss and other comprehensive income, the consolidated statement of changes in equity and the 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 March 2020, and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards (“HKFRSs”) issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”) and have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

致安保工程控股有限公司股東
(於開曼群島註冊成立之有限公司)

意見

我們已審計列載於第89頁至第192頁的安保工程控股有限公司(以下簡稱「貴公司」)及其附屬公司(以下統稱「貴集團」)的綜合財務報表，此綜合財務報表包括於二零二零年三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入表、綜合權益變動表和綜合現金流量表，以及綜合財務報表附註，包括主要會計政策概要。

我們認為，該等綜合財務報表已根據香港會計師公會(以下簡稱「香港會計師公會」)頒佈的香港財務報告準則(以下簡稱「香港財務報告準則」)真實而公允地反映了貴集團於二零二零年三月三十一日的綜合財務狀況及截至該日止年度的綜合財務表現及綜合現金流量，並已遵照香港公司條例的披露規定妥為擬備。

INDEPENDENT AUDITOR'S REPORT 獨立核數師報告

BASIS FOR OPINION

We conducted our audit in accordance with Hong Kong Standards on Auditing (“HKSAAs”) issued by the HKICPA. Our responsibilities under those standards are further described in the Auditor’s responsibilities for the audit of the consolidated financial statements section of our report. We are independent of the Group in accordance with the HKICPA’s Code of Ethics for Professional Accountants (the “Code”), 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 judgement, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. For each matter below, our description of how our audit addressed the matter is provided in that context.

We have fulfilled the responsibilities described in the Auditor’s responsibilities for the audit of the consolidated financial statements section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the consolidated financial statements. The results of our audit procedures, including the procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying consolidated financial statements.

意見的基礎

我們已根據香港會計師公會頒佈的香港審計準則（以下簡稱「香港審計準則」）進行審計。我們在該等準則下承擔的責任已在本報告核數師就審計綜合財務報表承擔的責任部分中作進一步闡述。根據香港會計師公會頒佈的專業會計師道德守則（以下簡稱「守則」），我們獨立於貴集團，並已履行守則中的其他專業道德責任。我們相信，我們所獲得的審計憑證能充足及適當地為我們的審計意見提供基礎。

關鍵審計事項

關鍵審計事項是根據我們的專業判斷，認為對本期綜合財務報表的審計最為重要的事項。這些事項是在對綜合財務報表整體進行審計並形成意見的背景下進行處理的，我們不對這些事項提供單獨的意見。我們對下述每一事項在審計中是如何應對的描述也以此為背景。

我們已經履行了本報告核數師就審計綜合財務報表承擔的責任部分闡述的責任，包括與這些關鍵審計事項相關的責任。相應地，我們的審計工作包括執行為應對評估的綜合財務報表重大錯報風險而設計的審計程序。我們執行審計程序的結果，包括應對下述關鍵審計事項所執行的程序，為隨附的綜合財務報表發表審計意見提供了基礎。

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告

KEY AUDIT MATTERS (continued)

關鍵審計事項(續)

Key audit matter 關鍵審計事項	How our audit addressed the key audit matter 我們進行審計時如何處理關鍵審計事項
<p><i>Accounting for construction contracts</i> 建築合約的會計處理</p> <p>For the year ended 31 March 2020, the Group's revenue and costs recognised for contract works amounted to approximately HK\$1,548 million and HK\$1,391 million, respectively. 截至二零二零年三月三十一日止年度，貴集團就合約工程確認的收入及成本分別約15.48億港元及13.91億港元。</p> <p>The Group's revenue from construction contracts is recognised over time using the output method, based on direct measurements of the values transferred by the Group to the customers with reference to the certified values of works performed up to the end of the reporting period. The contract costs are recognised when work is performed, together with any provision for expected future losses. 貴集團來自建築合約的收入根據直接計量貴集團向客戶轉移的價值，經參考直至報告期末已施工之經核定價值，使用產出法在一段時間內確認。合約成本於工程施工時連同任何預期未來虧損撥備確認。</p> <p>The Group's revenue and costs for contract works were significant to the Group's consolidated financial statements and the recognition of profit on construction contracts required significant management judgement and estimate, particularly in forecasting the costs to complete a contract, in valuing contract variations, claims and potential liquidated damages and in estimating the amount of expected future losses. 貴集團的合約工程收入及成本對貴集團綜合財務報表屬重大，而確認建築合約溢利需要重大管理判斷及估計，尤其是預測完成合約的成本、就合約變化、申索及潛在違約賠償進行估值，以及估計預期未來虧損金額。</p>	<p>We performed the following procedures in relation to the recognition of revenue and costs for construction contracts: 我們已就確認建築合約收入及成本執行以下程序：</p> <ul style="list-style-type: none"> • understanding and evaluating the Group's process and control over contract revenue and contract costs recognition and budget estimation; • 了解及評估貴集團確認合約收入及合約成本以及估計預算的流程及控制； • testing the calculation of the revenue and profit recognised from construction contracts; • 測試建築合約確認的收入及利潤的計算； • agreeing the progress towards complete satisfaction of the performance obligation to the employers' latest architect certificates; • 同意完全履行僱主最近的建築師證書之履約責任的進度； • discussing with management and the respective project teams about the progress of major projects and the estimates and assumptions adopted in the forecast of contract costs, including estimated costs to completion and assessment of potential liquidated damages for major contracts; • 與管理層及相關項目團隊討論主要項目進度以及預測合約成本所採納的估計及假設，包括估計竣工成本及主要合約的潛在違約賠償之評估；

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告

KEY AUDIT MATTERS (continued)

關鍵審計事項(續)

Key audit matter 關鍵審計事項	How our audit addressed the key audit matter 我們進行審計時如何處理關鍵審計事項
<p><i>Accounting for construction contracts (continue)</i> 建築合約的會計處理(續)</p> <p>The accounting policies and disclosures for the revenue and costs of construction contracts are included in notes 3, 4, 6 and 7 to the consolidated financial statements. 有關建築合約收入及成本的會計政策及披露，載於綜合財務報表附註3、4、6及7內。</p>	<ul style="list-style-type: none"> • testing the supporting documents of the budgets on a sampling basis, which include sub-contracting contracts, material purchase contracts/invoices and price quotations, etc.; and • 抽樣測試預算證明文件，包括分判合約、購料合約／發票及報價等；及 • comparing last year's budget against the current year's budget or actual costs incurred for major contracts on a sampling basis. • 抽樣比較去年預算與本年度預算或就主要合約而引致的實際成本。

INDEPENDENT AUDITOR'S REPORT 獨立核數師報告

OTHER INFORMATION INCLUDED IN THE ANNUAL REPORT

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

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

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

RESPONSIBILITIES OF THE DIRECTORS 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.

刊載於年度報告內其他信息

貴公司董事需對其他信息負責。其他信息包括刊載於年度報告內的信息，但不包括綜合財務報表及我們的核數師報告。

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

結合我們對綜合財務報表的審計，我們的責任是閱讀其他信息，在此過程中，考慮其他信息是否與綜合財務報表或我們在審計過程中所瞭解的情況存在重大抵觸或者似乎存在重大錯報的情況。基於我們已執行的工作，如果我們認為其他信息存在重大錯報，我們需要報告該事實。在這方面，我們沒有任何報告。

董事就綜合財務報表須承擔的責任

董事須負責根據香港會計師公會頒佈的香港財務報告準則及香港公司條例的披露規定擬備真實而公允的綜合財務報表，並對其認為為使綜合財務報表的擬備不存在由於欺詐或錯誤而導致的重大錯報所需的內部監控負責。

INDEPENDENT AUDITOR'S REPORT 獨立核數師報告

RESPONSIBILITIES OF THE DIRECTORS FOR THE CONSOLIDATED FINANCIAL STATEMENTS (continued)

In preparing the consolidated financial statements, the directors of the Company 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 of the Company either intend to liquidate the Group or to cease operations or have no realistic alternative but to do so.

The directors of the Company are assisted by the Audit Committee in discharging their responsibilities for overseeing the Group's financial reporting process.

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

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Our report is made solely to you, as a body, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with HKSA's will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

董事就綜合財務報表須承擔的責任(續)

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

審核委員會協助貴公司的董事履行職責監督貴集團的財務報告過程。

核數師就審計綜合財務報表承擔的責任

我們的目標是對綜合財務報表整體是否不存在由於欺詐或錯誤而導致的重大錯報取得合理保證，並出具包括我們意見的核數師報告。我們僅對全體股東作出報告，除此以外，本報告並無其他用途。我們不會就核數師報告的內容向任何其他人士負責或承擔任何責任。

合理保證是高水平的保證，但不能保證按照香港審計準則進行的審計，在某一重大錯報存在時總能發現。錯報可以由欺詐或錯誤引起，如果合理預期它們單獨或滙總起來可能影響綜合財務報表使用者依賴綜合財務報表所作出的經濟決定，則有關的錯報可被視作重大。

INDEPENDENT AUDITOR'S REPORT 獨立核數師報告

AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS (continued)

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

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

核數師就審計綜合財務報表承擔的責任 (續)

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

- 識別和評估由於欺詐或錯誤而導致綜合財務報表存在重大錯報的風險，設計及執行審計程序以應對這些風險，以及獲取充足和適當的審計憑證，作為我們意見的基礎。由於欺詐可能涉及串謀、偽造、蓄意遺漏、虛假陳述，或凌駕於內部監控之上，因此未能發現因欺詐而導致的重大錯報的風險高於未能發現因錯誤而導致的重大錯報的風險。
- 瞭解與審計相關的內部監控，以設計適當的審計程序，但目的並非對 貴集團內部監控的有效性發表意見。
- 評價董事所採用會計政策的恰當性及作出會計估計和相關披露的合理性。
- 對董事採用持續經營會計基礎的恰當性作出結論。根據所獲取的審計憑證，確定是否存在與事項或情況有關的重大不確定性，從而可能導致對 貴集團的持續經營能力產生重大疑慮。如果我們認為存在重大不確定性，則有必要在核數師報告中提請使用者注意綜合財務報表中的相關披露。假若有關的披露不足，則我們應當修訂意見。我們的結論是基於核數師報告日止所取得的審計憑證。然而，未來事項或情況可能導致 貴集團不能持續經營。

INDEPENDENT AUDITOR'S REPORT 獨立核數師報告

AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS (continued)

核數師就審計綜合財務報表承擔的責任 (續)

- 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.
- 評價綜合財務報表的整體列報方式、結構和內容，包括披露，以及綜合財務報表是否公允反映相關交易和事項。
- 就 貴集團內實體或業務活動的財務信息獲取充足、適當的審計憑證，以便對綜合財務報表發表意見。我們負責 貴集團審計的方向、監督和執行。我們為審計意見承擔全部責任。

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.

除其他事項外，我們與審核委員會溝通了審計的計劃範圍、時間安排、重大審計發現等，包括我們在審計中識別出內部監控的任何重大缺陷。

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.

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

INDEPENDENT AUDITOR'S REPORT 獨立核數師報告

AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS (continued)

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

The engagement partner on the audit resulting in this independent auditor's report is Mr. WONG Cheuk Keung.

Ernst & Young
Certified Public Accountants
22/F, CITIC Tower
1 Tim Mei Avenue
Central, Hong Kong

24 June 2020

核數師就審計綜合財務報表承擔的責任 (續)

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

出具本獨立核數師報告的審計項目合夥人是黃卓強先生。

安永會計師事務所
執業會計師
香港中環
添美道1號
中信大廈22樓

二零二零年六月二十四日

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME 綜合損益及其他全面收入表

Year ended 31 March 2020 截至二零二零年三月三十一日止年度

		Notes 附註	2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
REVENUE	收入	6	1,547,841	2,385,415
Contract costs	合約成本		(1,391,313)	(2,149,888)
Gross profit	毛利		156,528	235,527
Other income and gains	其他收入及收益	6	13,940	14,049
Administrative expenses	行政開支		(90,292)	(80,787)
Other expenses	其他開支		(40,588)	-
Finance costs	財務費用	8	(1,320)	(528)
Share of profits and losses of joint ventures	應佔合營企業損益		1,328	2,173
PROFIT BEFORE TAX	除稅前溢利	7	39,596	170,434
Income tax expense	所得稅開支	11	(15,621)	(29,002)
PROFIT FOR THE YEAR	年內溢利		23,975	141,432
OTHER COMPREHENSIVE INCOME/(LOSS)	其他全面收入/(損失)			
Other comprehensive income/(loss) that may be reclassified to profit or loss in subsequent periods:	於其後期間可能重新分類到損益的其他全面收入/(損失):			
Share of other comprehensive income/(loss) of joint ventures	應佔合營企業其他全面收入/(損失)		(1,766)	1,766
OTHER COMPREHENSIVE INCOME/(LOSS) FOR THE YEAR	年內其他全面收入/(損失)		(1,766)	1,766
PROFIT AND TOTAL COMPREHENSIVE INCOME FOR THE YEAR	年內溢利及全面收入總額		22,209	143,198

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME 綜合損益及其他全面收入表

Year ended 31 March 2020 截至二零二零年三月三十一日止年度

		Note 附註	2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Profit for the year attributable to owners of the parent	母公司持有者應佔 年內溢利		23,975	141,432
Profit and total comprehensive income for the year attributable to owners of the parent	母公司持有者應佔年內溢利及 全面收入總額		22,209	143,198
EARNINGS PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE PARENT	母公司普通權益持有者應佔 每股盈利			
Basic and diluted (HK cents)	基本及攤薄 (港仙)	13	1.20	7.07

CONSOLIDATED STATEMENT OF FINANCIAL POSITION 綜合財務狀況表

31 March 2020 二零二零年三月三十一日

		Notes 附註	2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
NON-CURRENT ASSETS	非流動資產			
Property, plant and equipment	物業、機器及設備	14	618,512	690,085
Investments in joint ventures	於合營企業的投资	16	89,121	104,559
Deferred tax assets	遞延稅項資產	25	217	218
Total non-current assets	非流動資產總值		707,850	794,862
CURRENT ASSETS	流動資產			
Accounts receivable	應收賬款	18	201,272	110,026
Contract assets	合約資產	19	218,845	220,160
Prepayments, other receivables and other assets	預付款項、其他應收款及其他資產	20	58,388	23,399
Tax recoverable	可收回稅項		8,165	176
Restricted cash	受限制現金	21	110,000	-
Cash and cash equivalents	現金及現金等值物	21	616,645	896,837
Total current assets	流動資產總值		1,213,315	1,250,598
CURRENT LIABILITIES	流動負債			
Accounts payable	應付賬款	22	314,936	332,931
Tax payable	應付稅項		919	13,434
Other payables and accruals	其他應付款及應計費用	23	222,234	386,084
Interest-bearing bank loans	計息銀行貸款	24	121,517	377
Total current liabilities	流動負債總值		659,606	732,826
NET CURRENT ASSETS	流動資產淨值		553,709	517,772
TOTAL ASSETS LESS CURRENT LIABILITIES	資產總值減流動負債		1,261,559	1,312,634

CONSOLIDATED STATEMENT OF FINANCIAL POSITION 綜合財務狀況表

31 March 2020 二零二零年三月三十一日

		Notes 附註	2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
TOTAL ASSETS LESS CURRENT LIABILITIES	資產總值減流動負債		1,261,559	1,312,634
NON-CURRENT LIABILITIES	非流動負債			
Other payables	其他應付款	23	6,716	–
Total non-current liabilities	非流動負債總值		6,716	–
Net assets	資產淨值		1,254,843	1,312,634
EQUITY	權益			
Equity attributable to owners of the parent	母公司持有者應佔權益			
Issued capital	已發行股本	26	20,000	20,000
Reserves	儲備	28	1,234,843	1,292,634
Total equity	總權益		1,254,843	1,312,634

NGAI Chun Hung
魏振雄
Director
董事

CHEUNG Ho Yuen
張浩源
Director
董事

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY 綜合權益變動表

Year ended 31 March 2020 截至二零二零年三月三十一日止年度

		Attributable to owners of the parent 母公司持有者應佔					
		Issued capital 已發行股本 HK\$'000 千港元	Share premium 股份溢價 HK\$'000 千港元	Capital reserve 資本儲備 HK\$'000 千港元 (note 28(b)) (附註28(b))	Other reserve 其他儲備 HK\$'000 千港元 (note 28(c)) (附註28(c))	Retained profits 保留溢利 HK\$'000 千港元	Total equity 總權益 HK\$'000 千港元
At 1 April 2018	於二零一八年四月一日	20,000	574,485	(36,742)	-	711,693	1,269,436
Profit for the year	年內溢利	-	-	-	-	141,432	141,432
Other comprehensive income for the year:	年內其他全面收入：						
Share of other comprehensive income of joint ventures	應佔合營企業其他 全面收入	-	-	-	1,766	-	1,766
Total comprehensive income for the year	年內全面收入總額	-	-	-	1,766	141,432	143,198
2017/18 final dividends	二零一七年／一八年 末期股息	-	-	-	-	(100,000)	(100,000)
At 31 March 2019 and 1 April 2019	於二零一九年 三月三十一日及 二零一九年四月一日	20,000	574,485*	(36,742)*	1,766*	753,125*	1,312,634
Profit for the year	年內溢利	-	-	-	-	23,975	23,975
Other comprehensive loss for the year:	年內其他全面損失：						
Share of other comprehensive loss of joint ventures	應佔合營企業其他 全面損失	-	-	-	(1,766)	-	(1,766)
Total comprehensive income/(loss) for the year	年內全面收入／(損失) 總額	-	-	-	(1,766)	23,975	22,209
2018/19 final dividends	二零一八年／一九年 末期股息	-	-	-	-	(80,000)	(80,000)
At 31 March 2020	於二零二零年 三月三十一日	20,000	574,485*	(36,742)*	-	697,100*	1,254,843

* These reserve accounts comprise the consolidated reserves of HK\$1,234,843,000 (2019: HK\$1,292,634,000) in the consolidated statement of financial position.

* 該等儲備金額組成綜合財務狀況表內的綜合儲備 1,234,843,000 港元 (二零一九年：1,292,634,000 港元)。

CONSOLIDATED STATEMENT OF CASH FLOWS

綜合現金流量表

Year ended 31 March 2020 截至二零二零年三月三十一日止年度

	Notes 附註	2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
CASH FLOWS FROM OPERATING ACTIVITIES	經營業務之現金流量		
Profit before tax	除稅前溢利	39,596	170,434
Adjustments for:	就下列各項目作出調整：		
Finance costs	財務費用	8	528
Share of profits and losses of joint ventures	應佔合營企業損益	(1,328)	(2,173)
Interest income	利息收入	6	(5,885)
Depreciation of owned assets	自置資產的折舊	7	26,982
Depreciation of right-of-use assets	使用權資產的折舊	7	-
Loss on derecognition of a building held for redevelopment	終止確認持有作重新發展的一棟樓宇的損失	7	-
Gain on disposal of items of property, plant and equipment	出售物業、機器及設備項目之收益	6	(162)
Fair value loss on a derivative financial instrument	衍生金融工具的公平值損失	7	186
		100,494	189,910
Decrease in accounts receivable	應收賬款減少	9,631	260,244
Increase in contract assets	合約資產增加	(99,562)	(59,948)
Decrease/(increase) in prepayments, other receivables and other assets	預付款項、其他應收款及其他資產減少/(增加)	(11,149)	2,341
Decrease in accounts payable	應付賬款減少	(17,995)	(105,240)
Increase/(decrease) in other payables and accruals	其他應付款及應計費用增加/(減少)	(173,748)	265,696
Cash generated from/(used in) operations	營運所得/(所用)之現金	(192,329)	553,003
Interest received	已收利息	13,776	987
Interest paid	已付利息	(1,320)	(528)
Hong Kong profits tax paid	已付香港利得稅	(36,124)	(41,964)
Net cash flows from/(used in) operating activities	經營業務所得/(所用)之現金流量淨額	(215,997)	511,498

CONSOLIDATED STATEMENT OF CASH FLOWS

綜合現金流量表

Year ended 31 March 2020 截至二零二零年三月三十一日止年度

	Notes 附註	2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Net cash flows from/(used in) operating activities	經營業務所得/(所用)之現金流量淨額	(215,997)	511,498
CASH FLOWS FROM INVESTING ACTIVITIES	投資業務之現金流量		
Additions of items of property, plant and equipment	增加物業、機器及設備項目	14 (3,226)	(599,701)
Acquisition of a joint venture	收購一間合營企業	-	(60,000)
Investment in a joint venture	於一間合營企業的投資	-	(41,000)
Return of investment from a joint venture	一間合營企業的投資的歸還	15,000	-
Proceeds from disposal of items of property, plant and equipment	出售物業、機器及設備項目所得款項	70	162
Increase in restricted cash	受限制現金增加	21 (110,000)	-
Net cash flows used in investing activities	投資業務所用之現金流量淨額	(98,156)	(700,539)
CASH FLOWS FROM FINANCING ACTIVITIES	融資業務之現金流量		
New bank loans	新增銀行貸款	419,692	336,291
Repayment of bank loans	償還銀行貸款	(298,552)	(335,914)
Dividends paid	已付股息	(80,000)	(100,000)
Principal portion of lease payments	租賃付款之本金部分	29(b) (7,179)	-
Net cash flows from/(used in) financing activities	融資業務所得/(所用)之現金流量淨額	33,961	(99,623)
NET DECREASE IN CASH AND CASH EQUIVALENTS	現金及現金等值物減少淨額	(280,192)	(288,664)
Cash and cash equivalents at beginning of year	年初之現金及現金等值物	896,837	1,185,501
CASH AND CASH EQUIVALENTS AT END OF YEAR	年末之現金及現金等值物	616,645	896,837
ANALYSIS OF BALANCES OF CASH AND CASH EQUIVALENTS	現金及現金等值物結餘之分析		
Cash and bank balances	現金及銀行結餘	21 276,645	526,837
Non-pledged time deposits	非抵押定期存款	340,000	370,000
Cash and cash equivalents as stated in the statement of cash flows	現金流量表列報之現金及現金等值物	616,645	896,837

NOTES TO FINANCIAL STATEMENTS

財務報表附註

31 March 2020 二零二零年三月三十一日

1. CORPORATE AND GROUP INFORMATION

Able Engineering Holdings Limited (the “**Company**”) is a limited liability company incorporated in the Cayman Islands and its shares are publicly traded on the Main Board of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”). The registered office of the Company is located at PO Box 1350, Clifton House, 75 Fort Street, Grand Cayman, KY1-1108, Cayman Islands. The principal place of business of the Company is located at No. 155 Waterloo Road, Kowloon Tong, Kowloon, Hong Kong.

During the year, the Company and its subsidiaries (collectively referred to as the “**Group**”) were principally engaged in building construction and repair, maintenance, alteration and addition (“**RMAA**”) works.

In the opinion of the directors of the Company (the “**Directors**”), Profit Chain Investments Limited (“**Profit Chain**”), a company incorporated in the British Virgin Islands (“**BVI**”), is the immediate holding company of the Company; Vantage International (Holdings) Limited (“**Vantage**”), a company incorporated in Bermuda and listed on the Main Board of the Stock Exchange, is the intermediate holding company of the Company; and the ultimate holding company of the Company is Winhale Ltd., a company incorporated in the BVI.

For the purposes of these financial statements, the Company and its subsidiaries are hereinafter collectively referred to as the “**Group**”; whereas Vantage and its subsidiaries, but excluding the Group, are collectively referred to as the “**Remaining Vantage Group**”.

1. 公司及集團資料

安保工程控股有限公司(「**本公司**」)為一家於開曼群島註冊成立之有限公司，其股份於香港聯合交易所有限公司(「**聯交所**」)主板公開買賣。本公司之註冊辦事處位於PO Box 1350, Clifton House, 75 Fort Street, Grand Cayman, KY1-1108, Cayman Islands。本公司之主要營業地點位於香港九龍九龍塘窩打老道155號。

於本年度內，本公司及其附屬公司(統稱為「**本集團**」)主要從事樓宇建築及維修、保養、改建及加建(「**RMAA**」)工程。

本公司董事(「**董事**」)認為，Profit Chain Investments Limited(「**Profit Chain**」，一間於英屬維爾京群島(「**英屬維爾京群島**」)註冊成立的公司)為本公司的直接控股公司；盈信控股有限公司(「**盈信**」，一間於百慕達註冊成立的公司，並於聯交所主板上市)為本公司的中間控股公司；而本公司的最終控股公司為Winhale Ltd.(一間於英屬維爾京群島註冊成立的公司)。

就該等財務報表而言，本公司及其附屬公司統稱為「**本集團**」；而盈信及其附屬公司(除本集團外)則以下統稱為「**餘下盈信集團**」。

NOTES TO FINANCIAL STATEMENTS 財務報表附註

31 March 2020 二零二零年三月三十一日

1. CORPORATE AND GROUP INFORMATION 1. 公司及集團資料(續) (continued)

Information about subsidiaries

Particulars of the Company's principal subsidiaries are as follows:

有關附屬公司之資料

本公司主要附屬公司詳情如下：

Company name 公司名稱	Place of incorporation/ registration and business 註冊成立／登記 及業務地點	Issued share capital 已發行股本	Percentage of equity attributable to the Company 本公司應佔權益百分比		Principal activities 主要業務
			Direct 直接	Indirect 間接	
Able Engineering Company Limited	Hong Kong	HK\$8,400,000 Ordinary HK\$11,600,000 Non-voting deferred (Note)	–	100	Building construction and maintenance
安保工程有限公司	香港	普通股8,400,000港元 無投票權遞延股份 11,600,000港元 (附註)	–	100	樓宇建築 及保養
Able Contractors Limited	Hong Kong	HK\$10,000 Ordinary	–	100	Building construction
安保建築有限公司	香港	普通股10,000港元	–	100	樓宇建築
Able Contracting Limited	Hong Kong	HK\$1 Ordinary	–	100	Building maintenance
安保建業有限公司	香港	普通股1港元	–	100	樓宇保養
Able Maintenance Company Limited	Hong Kong	HK\$10,000 Ordinary	–	100	Building construction and maintenance
安保維修有限公司	香港	普通股10,000港元	–	100	樓宇建築 及保養

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1. CORPORATE AND GROUP INFORMATION (continued)

Information about subsidiaries (continued)

Particulars of the Company's principal subsidiaries are as follows: (continued)

Company name 公司名稱	Place of incorporation/ registration and business 註冊成立/登記 及業務地點	Issued share capital 已發行股本	Percentage of equity attributable to the Company 本公司應佔權益百分比		Principal activities 主要業務
			Direct 直接	Indirect 間接	
Able Building Construction Limited	Hong Kong	HK\$1 Ordinary	–	100	Building construction and maintenance
安保營造有限公司	香港	普通股1港元	–	100	樓宇建築及保養
Bright Wind Limited 晴風有限公司	Hong Kong 香港	HK\$1 Ordinary 普通股1港元	–	100	Property holding 物業持有
Grand Superb Limited	BVI	US\$1 Ordinary	–	100	Investment holding
Grand Superb Limited	英屬維爾京群島	普通股1美元	–	100	投資控股

Note: The non-voting deferred shares carry no rights to dividends or to receive notice of or to attend or vote at any general meeting of the company or to participate in any distribution on winding-up.

The above table lists the subsidiaries of the Company which, in the opinion of the Directors, principally affected the results for the year or formed a substantial portion of the net assets of the Group. To give details of other subsidiaries would, in the opinion of the Directors, result in particulars of excessive length.

1. 公司及集團資料(續)

有關附屬公司之資料(續)

本公司主要附屬公司詳情如下:(續)

附註：無投票權遞延股份概無附帶股息權或接獲公司股東大會通知或出席任何公司股東大會或於會上投票的權利，或參與任何清盤分派的權利。

董事會認為上表所載之本公司附屬公司對本集團本年度業績有重大影響或佔本集團資產淨值之重大部份。董事會認為倘列出其他附屬公司詳情，將使篇幅過於冗長。

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2.1 BASIS OF PREPARATION

These financial statements have been prepared in accordance with Hong Kong Financial Reporting Standards (“HKFRSs”) (which include all Hong Kong Financial Reporting Standards, Hong Kong Accounting Standards (“HKASs”) and Interpretations) issued by the Hong Kong Institute of Certified Public Accountants (the “HKICPA”), accounting principles generally accepted in Hong Kong and the disclosure requirements of the Hong Kong Companies Ordinance.

These financial statements have been prepared under the historical cost convention, except for a derivative financial instrument which has been measured at fair value, and are presented in Hong Kong dollars (“HK\$”) and all values are rounded to the nearest thousand (“HK\$’000”) except when otherwise indicated.

Basis of consolidation

The consolidated financial statements include the financial statements of the Company and its subsidiaries for the year ended 31 March 2020. A subsidiary is an entity (including a structured entity), directly or indirectly, controlled by the Company. Control is achieved when the Group is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee (i.e., existing rights that give the Group the current ability to direct the relevant activities of the investee).

2.1 編製基準

該等財務報表乃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」)(包括所有香港財務報告準則、香港會計準則(「香港會計準則」)及詮釋)、香港公認會計原則及香港公司條例的披露規定編製。

該等財務報表乃根據歷史成本法編製(一項已按公平值計量的衍生金融工具除外)。財務報表以港元(「港元」)呈列,而除另有指明外,所有數值已約整至最接近的千位數(「千港元」)。

綜合基準

綜合財務報表包括本公司及其附屬公司截至二零二零年三月三十一日止年度的財務報表。附屬公司指受本公司直接或間接控制的實體(包括結構性實體)。倘本集團透過參與被投資方業務而享有或有權取得被投資方的可變回報,且有能力行使在被投資方的權力影響有關回報,則本集團擁有該實體的控制權(即現時賦予本集團指導被投資方相關活動的能力)。

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財務報表附註

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2.1 BASIS OF PREPARATION (continued)

Basis of consolidation (continued)

When the Company has, directly or indirectly, less than a majority of the voting or similar rights of an investee, the Group considers all relevant facts and circumstances in assessing whether it has power over an investee, including:

- (a) the contractual arrangement with the other vote holders of the investee;
- (b) rights arising from other contractual arrangements; and
- (c) the Group's voting rights and potential voting rights.

The financial statements of the subsidiaries are prepared for the same reporting period as the Company, using consistent accounting policies. The results of subsidiaries are consolidated from the date on which the Group obtains control, and continue to be consolidated until the date that such control ceases.

Profit or loss and each component of other comprehensive income are attributed to the owners of the parent of the Group and to the non-controlling interests, even if this results in the non-controlling interests having a deficit balance. All intra-group assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

The Group reassesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control described above. A change in the ownership interest of a subsidiary, without a loss of control, is accounted for as an equity transaction.

2.1 編製基準(續)

綜合基準(續)

倘本公司直接或間接擁有的被投資方投票權或類似權利不及大半，則評估本公司對被投資方是否擁有權力時，本集團會考慮所有相關事實及情況，包括：

- (a) 與該被投資方其他投票權持有者的合約安排；
- (b) 根據其他合約安排所享有的權利；及
- (c) 本集團的投票權及潛在投票權。

附屬公司與本公司的財務報表報告期相同，並採用一致會計政策編製。附屬公司的業績由本集團取得控制權之日起綜合計算，並繼續綜合入賬至該等控制權終止之時為止。

損益及其他全面收入的各組成部分乃歸屬於本集團母公司持有者及非控股權益，即使此舉引致非控股權益結餘為負數。所有集團內公司間的資產及負債、權益、收入、開支及本集團成員公司間交易相關的現金流均於綜合賬目時全數抵銷。

倘事實或情況顯示上述三項控制要素中的一項或多項出現變動，則本集團會重新評估其是否對被投資方擁有控制權。一間附屬公司的擁有權權益發生變動(並無失去控制權)則按權益交易列賬。

NOTES TO FINANCIAL STATEMENTS 財務報表附註

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2.1 BASIS OF PREPARATION (continued)

Basis of consolidation (continued)

If the Group loses control over a subsidiary, it derecognises (i) the assets (including goodwill) and liabilities of the subsidiary, (ii) the carrying amount of any non-controlling interest and (iii) the cumulative translation differences recorded in equity; and recognises (i) the fair value of the consideration received, (ii) the fair value of any investment retained and (iii) any resulting surplus or deficit in profit or loss. The Group's share of components previously recognised in other comprehensive income is reclassified to profit or loss or retained profits, as appropriate, on the same basis as would be required if the Group had directly disposed of the related assets or liabilities.

2.2 CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES

The Group has adopted the following new and revised HKFRSs for the first time for the current year's financial statements.

Amendments to HKFRS 9	<i>Prepayment Features with Negative Compensation</i>
HKFRS 16	<i>Leases</i>
Amendments to HKAS 19	<i>Plan Amendment, Curtailment or Settlement</i>
Amendments to HKAS 28	<i>Long-term Interests in Associates and Joint Ventures</i>
HK(IFRIC)-Int 23	<i>Uncertainty over Income Tax Treatments</i>
<i>Annual Improvements to HKFRSs 2015-2017 Cycle</i>	Amendments to HKFRS 3, HKFRS 11, HKAS 12 and HKAS 23

Except for the amendments to HKFRS 9, HKAS 19 and HKAS 28, and *Annual Improvements to HKFRSs 2015-2017 Cycle* which are not relevant to the preparation of the Group's financial statements, the nature and impact of the new HKFRSs are described below:

2.1 編製基準(續)

綜合基準(續)

倘本集團失去對一間附屬公司的控制權，則其撤銷確認(i)該附屬公司的資產(包括商譽)及負債；(ii)任何非控股權益的賬面值及(iii)於權益內記錄的累計折算差額；及確認(i)所收代價的公平值；(ii)所保留任何投資的公平值及(iii)任何因此產生的盈餘或虧損至損益。其先前於其他全面收入表內確認的本集團應佔部分按假設本集團已直接出售有關資產或負債所須採用的相同基準，重新分類至損益表或保留溢利(倘適用)。

2.2 會計政策及披露的變動

本集團已就編製本年度之財務報表首次採納以下新訂及經修訂的香港財務報告準則。

香港財務報告準則第9號 (修訂本)	具補償的提前償付特征
香港財務報告準則第16號	租賃
香港會計準則第19號 (修訂本)	計劃修改、削減或結算
香港會計準則第28號 (修訂本)	於聯營公司及合營企業中的 長期權益
香港(國際財務報告詮釋 委員會)-詮釋第23號	所得稅處理的不確定性
二零一五年至二零一七年 香港財務報告準則之年度 改進	香港財務報告準則第3號、香港 財務報告準則第11號、香港 會計準則第12號及香港會計 準則第23號(修訂本)

除香港財務報告準則第9號、香港會計準則第19號及香港會計準則第28號(修訂本)及二零一五年至二零一七年週期香港財務報告準則之年度改進(與編製本集團財務報表無關)外，新訂香港財務報告準則之性質及影響說明如下：

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2.2 CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES (continued)

HKFRS 16 Leases

HKFRS 16 replaces HKAS 17 *Leases*, HK(IFRIC)-Int 4 *Determining whether an Arrangement contains a Lease*, HK(SIC)-Int 15 *Operating Leases – Incentives* and HK(SIC)-Int 27 *Evaluating the Substance of Transactions Involving the Legal Form of a Lease*. The standard sets out the principles for the recognition, measurement, presentation and disclosure of leases and requires lessees to account for all leases under a single on-balance sheet model to recognise and measure right-of-use assets and lease liabilities, except for certain recognition exemptions. Lessor accounting under HKFRS 16 is substantially unchanged from HKAS 17. Lessors continue to classify leases as either operating or finance leases using similar principles as in HKAS 17. Accordingly, HKFRS 16 did not have any significant impact on leases where the Group is the lessor.

The Group has adopted HKFRS 16 using the modified retrospective method with the date of initial application of 1 April 2019. Under this method, the standard has been applied retrospectively with no impact to the opening balance of retained profits at 1 April 2019, and the comparative information for 2019 was not restated and continued to be reported under HKAS 17 and related interpretations.

New definition of a lease

Under HKFRS 16, a contract is, or contains, a lease if the contract conveys a right to control the use of an identified asset for a period of time in exchange for consideration. Control is conveyed where the customer has both the right to obtain substantially all of the economic benefits from use of the identified asset and the right to direct the use of the identified asset. The Group elected to use the transition practical expedient allowing the standard to be applied only to contracts that were previously identified as leases applying HKAS 17 and HK(IFRIC)-Int 4 at the date of initial application. Contracts that were not identified as leases under HKAS 17 and HK(IFRIC)-Int 4 were not reassessed. Therefore, the definition of a lease under HKFRS 16 has been applied only to contracts entered into or changed on or after 1 April 2019.

2.2 會計政策及披露的變動(續)

香港財務報告準則第16號租賃

香港財務報告準則第16號取代香港會計準則第17號租賃、香港(國際財務報告詮釋委員會) – 詮釋第4號釐定安排是否包括租賃、香港(準則詮釋委員會) – 詮釋第15號經營租賃 – 優惠及香港(準則詮釋委員會) – 詮釋第27號評估涉及租賃法律形式交易的內容。該準則載列了與租賃有關的確認、計量、呈列及披露的原則，並要求承租人按單一資產負債表模型將所有租賃入賬，以確認及計量使用權資產及租賃負債，惟若干確認豁免除外。香港財務報告準則第16號大致沿用香港會計準則第17號內出租人的會計處理方式。出租人將繼續使用與香港會計準則第17號類似的原則將租賃分類為經營租賃或融資租賃。因此，香港財務報告準則第16號對本集團為出租人的租賃並無重大影響。

本集團於二零一九年四月一日按修正追溯調整法首次採用香港財務報告準則第16號，根據此方法，本集團已追溯應用該準則，並不影響於二零一九年四月一日之留存收益期初餘額，且概不會重列二零一九年的比較資料，而是繼續根據香港會計準則第17號及有關詮釋作出報告。

租賃的新定義

根據香港財務報告準則第16號，倘合約給予在一段時間內控制可識別資產使用的權利以換取代價，則該合約屬於租賃或包含租賃。當客戶有權從使用可識別資產獲得絕大部分經濟利益以及擁有指示使用可識別資產的權利時，即有控制權。本集團選擇運用過渡期的實務變通以允許該準則僅應用於先前於首次應用日期已根據香港會計準則第17號及香港(國際財務報告詮釋委員會) – 詮釋第4號識別為租賃之合約。根據香港會計準則第17號及香港(國際財務報告詮釋委員會) – 詮釋第4號未識別為租賃的合約不會重新評估。因此，香港財務報告準則第16號項下的租賃定義僅應用於二零一九年四月一日或之後訂立或變更的合約。

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2.2 CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES (continued)

HKFRS 16 Leases (continued)

As a lessee – Leases previously classified as operating leases

Nature of the effect of adoption of HKFRS 16

The Group has lease contracts for leasehold land, office properties and machinery. As a lessee, the Group previously classified leases as either finance leases or operating leases based on the assessment of whether the lease transferred substantially all the rewards and risks of ownership of assets to the Group. Under HKFRS 16, the Group applies a single approach to recognise and measure right-of-use assets and lease liabilities for all leases, except for an elective exemptions for leases of low value assets (elected on a lease by lease basis) and leases with a lease term of 12 months or less (“short-term leases”) (elected by class of underlying asset). Instead of recognising rental expenses under operating leases on a straight-line basis over the lease term commencing from 1 April 2019, the Group recognises depreciation (and impairment, if any) of the right-of-use assets and interest accrued on the outstanding lease liabilities (as finance costs).

Impact on transition

Lease liabilities at 1 April 2019 were recognised based on the present value of the remaining lease payments, discounted using the incremental borrowing rate at 1 April 2019 and included in other payables and accruals. The right-of-use assets were measured at the amount of the lease liability, adjusted by the amount of any prepaid or accrued lease payments relating to the lease recognised in the statement of financial position immediately before 1 April 2019.

All these assets were assessed for any impairment based on HKAS 36 on that date and the Group elected to present right-of-use assets as part of the elements of property, plant and equipment in the statement of financial position.

The right-of use assets also include the leasehold land recognised previously under finance leases of HK\$644,909,000 that was reclassified from land and buildings at 1 April 2019.

The Group has applied the short-term lease exemption to leases with a lease term that ends within 12 months from the date of initial application when applying HKFRS 16 at 1 April 2019.

2.2 會計政策及披露的變動(續)

香港財務報告準則第16號租賃(續)

作為承租人 – 先前分類為經營租賃的租賃

採用香港財務報告準則第16號的影響的性質

本集團擁有租賃土地、辦公室物業及機械等的租賃合約。本集團作為承租人根據租賃是否將資產擁有權相關的幾乎所有回報與風險轉移給本集團，將租賃分類為融資租賃或經營租賃。根據香港財務報告準則第16號，本集團採用單一方法確認及計量所有租賃的使用權資產及租賃負債，惟低價值資產租賃(按逐項租賃基準選擇)及租期為或少於12個月的租賃(「短期租賃」)(按相關資產類別選擇)的一項選擇性豁免除外。自二零一九年四月一日開始的租期內，本集團並無按直線法確認經營租賃項的租金開支，而確認了使用權資產的折舊(及減值，如有)以及未償還租賃負債的應計利息(作為財務費用)。

過渡影響

於二零一九年四月一日之租賃負債按剩餘租賃款項的現值確認，折現率採用二零一九年四月一日的增量借貸利率，計入其他應付款及應計費用。使用權資產根據租賃負債金額計量，並根據二零一九年四月一日前的財務狀況表所確認租賃相關的任何預付或累計租賃款項金額作出調整。

所有該等資產於該日均根據香港會計準則第36號進行減值測試。本集團選擇於財務狀況表中將使用權資產作為物業、機器及設備之一部分呈列。

使用權資產亦包括過往確認為融資租賃並於二零一九年四月一日由土地及樓宇重新分類的租賃土地644,909,000港元。

本集團於二零一九年四月一日應用香港財務報告準則第16號時，將短期租賃豁免應用於租期自首次應用日期起十二個月內終止的租賃。

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2.2 CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES (continued)

2.2 會計政策及披露的變動(續)

HKFRS 16 Leases (continued)

The lease liabilities as at 1 April 2019 reconciled to the operating lease commitments as at 31 March 2019 are as follows:

		HK\$'000 千港元
Operating lease commitments as at 31 March 2019	於二零一九年三月三十一日的經營租賃承擔	814
Less: Commitments relating to short-term leases and those leases with a remaining lease term ended on or before 31 March 2020	減：短期租賃或餘下租期於二零二零年三月三十一日或之前結束的租賃承擔	(814)
Lease liabilities as at 1 April 2019	於二零一九年四月一日的租賃負債	-

HK(IFRIC)-Int 23 Uncertainty over Income Tax Treatments

HK(IFRIC)-Int 23 addresses the accounting for income taxes (current and deferred) when tax treatments involve uncertainty that affects the application of HKAS 12 (often referred to as “**uncertain tax positions**”). The interpretation does not apply to taxes or levies outside the scope of HKAS 12, nor does it specifically include requirements relating to interest and penalties associated with uncertain tax treatments. The interpretation specifically addresses (i) whether an entity considers uncertain tax treatments separately; (ii) the assumptions an entity makes about the examination of tax treatments by taxation authorities; (iii) how an entity determines taxable profits or tax losses, tax bases, unused tax losses, unused tax credits and tax rates; and (iv) how an entity considers changes in facts and circumstances. Upon adoption of the interpretation, the Group considered whether it has any uncertain tax positions arising from the transfer pricing on its intergroup transactions. Based on the Group’s tax compliance and transfer pricing study, the Group determined that it is probable that its transfer pricing policy will be accepted by the tax authority. Accordingly, the interpretation did not have any impact on the financial position or performance of the Group.

香港(國際財務報告詮釋委員會)－詮釋第23號所得稅處理的不確定性

香港(國際財務報告詮釋委員會)－詮釋第23號規定在稅項處理涉及影響應用香港會計準則第12號的不確定性因素(一般指「**不確定稅項狀況**」)時的所得稅(即期及遞延)會計處理。該詮釋不適用於香港會計準則第12號範圍外的稅項或徵稅,亦不具體包括與有關不確定稅項處理的權益及處罰相關的規定。該詮釋具體處理(i)實體是否單獨考慮不確定稅項處理;(ii)實體對稅務機關的稅項處理檢查所作的假設;(iii)實體如何釐定應課稅溢利或稅項虧損、稅基、未用稅項虧損、未用稅收抵免及稅率;及(iv)實體如何考慮事實及情況變動。於採用該詮釋時,本集團考慮於其集團內交易的轉移定價是否會產生任何不確定稅項狀況。根據本集團的稅務合規及轉移定價研究,本集團認為稅務機關將很可能接受其轉移定價政策。因此,該詮釋並無對本集團的財務狀況或表現產生任何影響。

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2.3 ISSUED BUT NOT YET EFFECTIVE HONG KONG FINANCIAL REPORTING STANDARDS

The Group has not applied the following new and revised HKFRSs, that have been issued but are not yet effective, in these financial statements.

Amendments to HKFRS 3	<i>Definition of a Business</i> ¹
Amendments to HKFRS 9, HKAS 39 and HKFRS 7	<i>Interest Rate Benchmark Reform</i> ¹
Amendments to HKFRS 10 and HKAS 28 (2011)	<i>Sale or Contribution of Assets between an Investor and its Associate or Joint Venture</i> ⁴
HKFRS 17	<i>Insurance Contracts</i> ²
Amendments to HKAS 1 and HKAS 8	<i>Definition of Material</i> ¹
Amendment to HKFRS 16	<i>Covid-19 – Related Rent Concessions</i> ³

¹ Effective for annual periods beginning on or after 1 January 2020

² Effective for annual periods beginning on or after 1 January 2021

³ Effective for annual periods beginning on or after 1 June 2020

⁴ No mandatory effective date yet determined but available for adoption

2.3 已頒佈但尚未生效的香港財務報告準則

本集團並無於該等財務報表應用以下已頒佈但尚未生效的新訂及經修訂香港財務報告準則。

香港財務報告準則第3號 (修訂本)	<i>業務的定義</i> ¹
香港財務報告準則第9號、 香港會計準則第39號及 香港財務報告準則 第7號(修訂本)	<i>利率指標改革</i> ¹
香港財務報告準則第10號 及香港會計準則第28號 (二零一一年)(修訂本)	<i>投資方與其聯營或 合營企業之間的 資產出售或注資</i> ⁴
香港財務報告準則第17號	<i>保險合約</i> ²
香港會計準則第1號及 香港會計準則第8號 (修訂本)	<i>重大的定義</i> ¹
香港財務報告準則第16號 (修訂本)	<i>Covid-19 – 相關的租金寬減</i> ³

¹ 於二零二零年一月一日或之後開始的年度期間生效

² 於二零二一年一月一日或之後開始的年度期間生效

³ 於二零二零年六月一日或之後開始的年度期間生效

⁴ 可供採納但尚未釐定強制生效日期

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2.3 ISSUED BUT NOT YET EFFECTIVE HONG KONG FINANCIAL REPORTING STANDARDS (continued)

Further information about those HKFRSs that are expected to be applicable to the Group is described below:

Amendments to HKFRS 3 clarify and provide additional guidance on the definition of a business. The amendments clarify that for an integrated set of activities and assets to be considered a business, it must include, at a minimum, an input and a substantive process that together significantly contribute to the ability to create output. A business can exist without including all of the inputs and processes needed to create outputs. The amendments remove the assessment of whether market participants are capable of acquiring the business and continue to produce outputs. Instead, the focus is on whether acquired inputs and acquired substantive processes together significantly contribute to the ability to create outputs. The amendments have also narrowed the definition of outputs to focus on goods or services provided to customers, investment income or other income from ordinary activities. Furthermore, the amendments provide guidance to assess whether an acquired process is substantive and introduce an optional fair value concentration test to permit a simplified assessment of whether an acquired set of activities and assets is not a business. The Group expects to adopt the amendments prospectively from 1 April 2020. Since the amendments apply prospectively to transactions or other events that occur on or after the date of first application, the Group will not be affected by these amendments on the date of transition.

2.3 已頒佈但尚未生效的香港財務報告 準則(續)

有關預期將適用於本集團的該等香港財務報告準則的進一步資料載於下文：

香港財務報告準則第3號(修訂本)澄清業務的定義，並提供額外指引。該修訂澄清，可視為業務的一組整合活動及資產，必須至少包括一項投入及一項重要過程，而兩者必須對形成產出的能力有重大貢獻。業務毋須包括形成產出所需的所有投入及過程。該修訂取消評估市場參與者是否有能力收購業務並能持續產出的規定，轉為專注於所取得的投入和重要過程有否共同對形成產出的能力作出重大貢獻。該修訂亦已收窄產出的定義範圍，專注於為客戶提供的商品或服務、投資收入或日常活動產生的其他收入。此外，修訂提供有關評估所取得的過程是否重大的指引，並新增公平值集中度測試選項，允許對所取得的一組活動及資產是否不屬於業務進行簡化評估。本集團預期自二零二零年四月一日起按不予追溯基準採納該等修訂。由於該等修訂預期適用於首次應用日期或之後發生之交易或其他事件，故本集團於交易日期將不受該等修訂影響。

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2.3 ISSUED BUT NOT YET EFFECTIVE HONG KONG FINANCIAL REPORTING STANDARDS (continued)

Amendments to HKFRS 10 and HKAS 28 (2011) address an inconsistency between the requirements in HKFRS 10 and in HKAS 28 (2011) in dealing with the sale or contribution of assets between an investor and its associate or joint venture. The amendments require a full recognition of a gain or loss when the sale or contribution of assets between an investor and its associate or joint venture constitutes a business. For a transaction involving assets that do not constitute a business, a gain or loss resulting from the transaction is recognised in the investor's profit or loss only to the extent of the unrelated investor's interest in that associate or joint venture. The amendments are to be applied prospectively. The previous mandatory effective date of amendments to HKFRS 10 and HKAS 28 (2011) was removed by the HKICPA in January 2016 and a new mandatory effective date will be determined after the completion of a broader review of accounting for associates and joint ventures. However, the amendments are available for adoption now.

Amendments to HKAS 1 and HKAS 8 provide a new definition of material. The new definition states that information is material if omitting, misstating or obscuring it could reasonably be expected to influence decisions that the primary users of general purpose financial statements make on the basis of those financial statements. The amendments clarify that materiality will depend on the nature or magnitude of information. A misstatement of information is material if it could reasonably be expected to influence decisions made by the primary users. The Group expects to adopt the amendments prospectively from 1 April 2020. The amendments are not expected to have any significant impact on the Group's financial statements.

2.3 已頒佈但尚未生效的香港財務報告準則(續)

香港財務報告準則第10號及香港會計準則第28號(二零一一年)(修訂本)針對香港財務報告準則第10號及香港會計準則第28號(二零一一年)之間有關投資者與其聯營或合營企業之間的資產出售或注資兩者規定之不一致情況。該等修訂本規定，當投資者與其聯營或合營企業之間的資產出售或注資構成一項業務時，須確認全數收益或虧損。當交易涉及不構成一項業務之資產時，由該交易產生之收益或虧損於該投資者之損益內確認，惟僅以不相關投資者於該聯營或合營企業之權益為限。該等修訂本按不予追溯基準應用。香港會計師公會已於二零一六年一月剔除香港財務報告準則第10號及香港會計準則第28號(二零一一年)(修訂本)之以往強制生效日期，而新的強制生效日期將於完成對聯營及合營企業之會計處理作更廣泛審查後釐定。然而，該等修訂本可於現時應用。

香港會計準則第1號及香港會計準則第8號(修訂本)提供重大的新定義。新定義列明，倘資料遭忽略、錯誤陳述或隱瞞時可合理預期會影響一般用途財務報表主要使用者根據該等財務報表作出的決定，則資料屬重大。該等修訂澄清重大與否視乎資料的性質或幅度。倘可合理預期會影響主要使用者的決定，則資料錯誤陳述屬重大。本集團預期於二零二零年四月一日起按不予追溯基準採納該等修訂。該等修訂預期不會對本集團的財務報表造成任何重大影響。

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3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES 3. 主要會計政策概要

Investments in joint ventures

A joint venture is a type of joint arrangement whereby the parties that have joint control of the arrangement have rights to the net assets of the joint venture. Joint control is the contractually agreed sharing of control of an arrangement, which exists only when decisions about the relevant activities require the unanimous consent of the parties sharing control.

The Group's investments in joint ventures are stated in the consolidated statement of financial position at the Group's share of net assets under the equity method of accounting, less any impairment losses. Adjustments are made to bring into line any dissimilar accounting policies that may exist. The Group's share of the post-acquisition results and other comprehensive income of joint ventures are included in the consolidated statement of profit or loss and other comprehensive income. In addition, when there has been a change recognised directly in the equity of the joint venture, the Group recognises its share of any changes, when applicable, in the consolidated statement of changes in equity. Unrealised gains and losses resulting from transactions between the Group and its joint ventures are eliminated to the extent of the Group's investments in the joint venture, except where unrealised losses provide evidence of an impairment of the assets transferred. Goodwill arising from the acquisition of joint ventures is included as part of the Group's investments in joint ventures.

If an investment in a joint venture becomes an investment in an associate, the retained interest is not remeasured. Instead, the investment continues to be accounted for under the equity method. In all other cases, upon loss of the joint control over the joint venture, the Group measures and recognises any retained investment at its fair value. Any difference between the carrying amount of the joint venture upon loss of joint control and the fair value of the retained investment and proceeds from disposal is recognised in profit or loss.

於合營企業的投資

合營企業是一種共同安排，共同控制安排的各方有權分享合營企業的資產淨值。共同控制指按照合約協定對某項安排所共有的控制，僅在相關活動要求共同享有控制權的各方作出一致同意的決定時存在。

本集團於合營企業的投資採用權益會計法按本集團應佔資產淨值減任何減值虧損於綜合財務狀況表中列賬。任何可能存在的不同會計政策已作出調整以使其一致。本集團應佔合營企業收購後業績及其他全面收入於綜合損益及其他全面收入表中列賬。此外，倘存在直接於合營企業權益確認的變動，則本集團於綜合權益變動表確認其所佔任何變動（倘適用）。本集團及其合營企業之間的交易所導致的未變現收益及虧損，均按本集團所佔合營企業的投資比例撇銷，惟有證明顯示未變現虧損是由於所轉撥資產出現減值則除外。收購合營企業產生的商譽計入作為本集團於合營企業投資的一部分。

倘於一間合營企業的投資成為於一間聯營企業的投資，則保留權益不會重新計量。反之，該投資繼續按權益會計法列賬。於所有其他情況下，於失去合營企業的共同控制權時，本集團會按其公平值計量及確認任何保留投資。於失去共同控制權時，合營企業的賬面值與保留投資公平值及出售所得款項的任何差異均於損益中確認。

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3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Interests in joint operations

A joint operation is a joint arrangement whereby the parties that have joint control of the arrangement have rights to the assets, and obligations for the liabilities, relating to the arrangement.

The Group recognises in relation to its interest in a joint operation:

- its assets, including its share of any assets held jointly;
- its liabilities, including its share of any liabilities incurred jointly;
- its revenue from the sale of its share of the output arising from the joint operation;
- its share of the revenue from the sale of the output by the joint operation; and
- its expenses, including its share of any expenses incurred jointly.

The assets, liabilities, revenues and expenses relating to the Group's interest in a joint operation are accounted for in accordance with the HKFRSs applicable to the particular assets, liabilities, revenues and expenses.

3. 主要會計政策概要(續)

於合營業務的權益

合營業務是一種共同安排，共同控制安排的各方可享有有關安排的資產及須承擔負債責任。

本集團就其於合營業務的權益確認：

- 其資產，包括應佔任何共同持有的資產；
- 其負債，包括應佔任何共同產生的負債；
- 其銷售其應佔合營業務的產出的收入；
- 其應佔合營業務產出的銷售收入；及
- 其開支，包括應佔任何共同產生的開支。

與本集團於合營業務的權益有關的資產、負債、收入及開支乃根據適用於特定資產、負債、收入及開支的香港財務報告準則入賬。

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3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Business combinations and goodwill

Business combinations are accounted for using the acquisition method. The consideration transferred is measured at the acquisition date fair value which is the sum of the acquisition date fair values of assets transferred by the Group, liabilities assumed by the Group to the former owners of the acquiree and the equity interests issued by the Group in exchange for control of the acquiree. For each business combination, the Group elects whether to measure the non-controlling interests in the acquiree that are present ownership interests and entitle their holders to a proportionate share of net assets in the event of liquidation either at fair value or at the proportionate share of the acquiree's identifiable net assets. All other components of non-controlling interests are measured at fair value. Acquisition-related costs are expensed as incurred.

When the Group acquires a business, it assesses the financial assets and liabilities assumed for appropriate classification and designation in accordance with the contractual terms, economic circumstances and pertinent conditions as at the acquisition date. This includes the separation of embedded derivatives in host contracts of the acquiree.

If the business combination is achieved in stages, the previously held equity interest is remeasured at its acquisition date fair value and any resulting gain or loss is recognised in profit or loss.

Any contingent consideration to be transferred by the acquirer is recognised at fair value at the acquisition date. Contingent consideration classified as an asset or liability is measured at fair value with changes in fair value recognised in profit or loss. Contingent consideration that is classified as equity is not remeasured and subsequent settlement is accounted for within equity.

3. 主要會計政策概要(續)

業務合併及商譽

業務合併乃以購買法入賬。轉讓的代價乃以收購日期之公平值計算，該公平值為本集團轉讓的資產於收購日期之公平值、本集團承擔來自被收購方的前擁有人負債及本集團發行以換取被收購方控制權的股本權益之總和。於各業務合併中，本集團選擇是否按公平值或被收購方可識別資產淨值的應佔比例計量於被收購方的非控制權益，即賦予持有人在清盤時按比例分佔資產淨值的現有所有權權益。所有其他非控制權益之成份均按公平值計量。收購相關成本於產生時支銷。

當本集團收購一項業務時，會根據合約條款、於收購日期的經濟環境及相關情況，評估將承接之金融資產及負債，以作出合適分類及標示，包括分離被收購方主合約中的嵌入式衍生工具。

倘業務合併分階段進行，先前持有之股權按收購日期之公平值重新計量，且任何得出之收益或損失於損益確認。

由收購方將予轉讓之任何或然代價將按收購日期之公平值確認。分類為資產或負債的或然代價按公平值計量，公平值變動則於損益確認。分類為權益的或然代價並無重新計量，而其後結算於權益中入賬。

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3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Business combinations and goodwill (continued)

Goodwill is initially measured at cost, being the excess of the aggregate of the consideration transferred, the amount recognised for non-controlling interests and any fair value of the Group's previously held equity interests in the acquiree over the identifiable net assets acquired and liabilities assumed. If the sum of this consideration and other items is lower than the fair value of the net assets acquired, the difference is, after reassessment, recognised in profit or loss as a gain on bargain purchase.

After initial recognition, goodwill is measured at cost less any accumulated impairment losses. Goodwill is tested for impairment annually or more frequently if events or changes in circumstances indicate that the carrying value may be impaired. The Group performs its annual impairment test of goodwill as at 31 March. For the purpose of impairment testing, goodwill acquired in a business combination is, from the acquisition date, allocated to each of the Group's cash-generating units, or groups of cash-generating units, that are expected to benefit from the synergies of the combination, irrespective of whether other assets or liabilities of the Group are assigned to those units or groups of units.

Impairment is determined by assessing the recoverable amount of the cash-generating unit (group of cash-generating units) to which the goodwill relates. Where the recoverable amount of the cash-generating unit (group of cash-generating units) is less than the carrying amount, an impairment loss is recognised. An impairment loss recognised for goodwill is not reversed in a subsequent period.

3. 主要會計政策概要(續)

業務合併及商譽(續)

商譽初步按成本計量，即已轉讓代價、已確認非控股權益及本集團先前持有的被收購方股權之任何公平值的總額，超出所收購可識別資產淨值及所承擔負債的差額。倘該代價及其他項目的總和低於所收購資產淨值的公平值，於重新評估後其差額將於損益確認為議價收購收益。

於初始確認後，商譽按成本減任何累計減值虧損計量。商譽每年進行一次減值測試，或倘發生任何事件或情況變動顯示賬面值可能減值時，進行減值測試的次數將更為頻密。本集團於每年三月三十一日進行商譽減值測試。就減值測試而言，自收購日期開始在業務合併所取得之商譽會分配至預期將可受惠於合併之協同效益的本集團現金產生單位或各組現金產生單位（不論本集團其他資產或負債是否分配至該等單位或該等組別）。

減值乃評估與商譽相關之現金產生單位（現金產生單位組別）可收回數額予以釐定。凡現金產生單位（現金產生單位組別）可收回數額低於其賬面值，則須確認減值虧損。就商譽所確認之減值虧損不會於其後期間撥回。

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3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Business combinations and goodwill (continued)

Where goodwill has been allocated to a cash-generating unit (or group of cash-generating units) and part of the operation within that unit is disposed of, the goodwill associated with the operation disposed of is included in the carrying amount of the operation when determining the gain or loss on the disposal. Goodwill disposed of in these circumstances is measured based on the relative value of the operation disposed of and the portion of the cash-generating unit retained.

Fair value measurement

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either in the principal market for the asset or liability, or in the absence of a principal market, in the most advantageous market for the asset or liability. The principal or the most advantageous market must be accessible by the Group. The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Group uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

3. 主要會計政策概要(續)

業務合併及商譽(續)

凡商譽已被分配至現金產生單位(或現金產生單位組別)而該單位內之部分業務被出售,與出售業務相關之商譽在釐定出售損益時計入業務之賬面值內。在此情況下出售之商譽乃根據出售業務之相關價值及所保留現金產生單位部分計量。

公平值計量

公平值為市場參與者於計量日期於有序交易中出售資產時收取或轉讓負債時支付的價格。公平值計量乃基于假設出售資產或轉讓負債的交易於資產或負債的主要市場中進行,或倘並無主要市場,則於資產或負債的最有利市場進行。主要或最有利市場必須為本集團可進入的市場。資產或負債的公平值乃採用對資產或負債定價時市場參與者將採用的假設計量,並假設市場參與者以其最佳經濟利益行事。

非金融資產的公平值計量計及市場參與者對使用資產的最高或最佳使用價值,或將其出售予另一名將使用資產的最高或最佳使用價值的市場參與者而產生經濟利益的能力。

本集團採用當時情況下屬適當且有足夠數據可用的估值技術計量公平值,盡量使用有關可觀察輸入數據並盡量避免使用不可觀察輸入數據。

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3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Fair value measurement (continued)

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- Level 1 – based on quoted prices (unadjusted) in active markets for identical assets or liabilities
- Level 2 – based on valuation techniques for which the lowest level input that is significant to the fair value measurement is observable, either directly or indirectly
- Level 3 – based on valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

For assets and liabilities that are recognised in the financial statements on a recurring basis, the Group determines whether transfers have occurred between levels in the hierarchy by reassessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

3. 主要會計政策概要(續)

公平值計量(續)

於財務報表計量或披露公平值的所有資產及負債在公平值層級(如下文所述)中，根據對整體公平值計量而言屬重大的最低層輸入數據進行分類：

- 第一級 – 根據相同資產或負債於活躍市場所報的價格(未經調整)
- 第二級 – 根據對公平值計量而言重大的最低層級輸入數據乃可觀察(不論直接或間接)的估值技術
- 第三級 – 根據對公平值計量而言重大的最低層級輸入數據乃不可觀察的估值技術

就按經常基準於財務報表中確認的資產及負債而言，本集團於各報告期末會重新評估分類方法(根據對整體公平值計量而言屬重大的最低層級輸入數據)，以釐定轉撥是否已於各層級之間發生。

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3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Impairment of non-financial assets

Where an indication of impairment exists, or when annual impairment testing for an asset is required (other than deferred tax assets, contract assets and financial assets), the asset's recoverable amount is estimated. An asset's recoverable amount is the higher of the asset's or cash-generating unit's value in use and its fair value less costs of disposal, and is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets, in which case the recoverable amount is determined for the cash-generating unit to which the asset belongs.

An impairment loss is recognised only if the carrying amount of an asset exceeds its recoverable amount. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. An impairment loss is charged to profit or loss in the period in which it arises in those expense categories consistent with the function of the impaired asset.

An assessment is made at the end of each reporting period as to whether there is an indication that previously recognised impairment losses may no longer exist or may have decreased. If such an indication exists, the recoverable amount is estimated. A previously recognised impairment loss of an asset other than goodwill is reversed only if there has been a change in the estimates used to determine the recoverable amount of that asset, but not to an amount higher than the carrying amount that would have been determined (net of any depreciation/amortisation) had no impairment loss been recognised for the asset in prior years. A reversal of such an impairment loss is credited to profit or loss in the period in which it arises.

3. 主要會計政策概要(續)

非金融資產減值

倘資產(不包括遞延稅項資產、合約資產及金融資產)出現減值跡象,或須對資產進行年度減值測試時,則須估計資產的可收回金額。資產的可收回金額按資產或現金產生單位的使用價值與其公平值減出售成本兩者的較高者計算,並以個別資產釐定,除非有關資產並不產生很大程度上獨立於其他資產或資產組合的現金流入,在此情況下須就有關資產所屬的現金產生單位釐定可收回金額。

只有當資產的賬面值超過其可收回金額時,方會確認減值損失。在評估使用價值時,使用稅前折現率將估計日後現金流量折現至其現值,而該折現率反映市場當時所評估的貨幣時間價值及該資產的特有風險。減值損失在其產生期間根據與減值資產功能一致的開支類別自損益扣除。

於各報告期末均會評估是否有任何跡象顯示過往確認的減值損失可能不復存在或有所減少。如有任何該等跡象,則估計可收回金額。先前就資產(不包括商譽)確認的減值損失,僅於用以釐定該資產可收回金額的估計有變時予以撥回,但撥回金額不得高於假設過往年度並無就該資產確認減值損失而應有的賬面值(扣除任何折舊/攤銷)。減值損失的撥回計入產生期間的損益。

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3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

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 over 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

- (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;

關連方

在下列情況下，一方被認為與本集團有關聯：

- (a) 該方為某人士或其關係密切的家庭成員，且該人士
- (i) 控制或共同控制本集團；
- (ii) 對本集團具有重大影響力；或
- (iii) 為本集團或本集團母公司的主要管理人員；

或

- (b) 該方為符合下列任何條件的實體：
- (i) 該實體與本集團屬同一集團的成員公司；
- (ii) 一個實體為另一實體（或該另一實體的母公司、附屬公司或同系附屬公司）的聯營或合營企業；
- (iii) 該實體與本集團為同一第三方的合營企業；
- (iv) 一個實體為第三方實體的合營企業，而另一實體為該第三方的聯營企業；
- (v) 該實體乃本集團或與本集團有關聯的實體的僱員為受益人的離職後福利計劃；

NOTES TO FINANCIAL STATEMENTS 財務報表附註

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3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Related parties (continued)

(b) the party is an entity where any of the following conditions applies: (continued)

- (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 the 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.

Property, plant and equipment and depreciation

Property, plant and equipment, other than construction in progress, are stated at cost less accumulated depreciation and any impairment losses. The cost of an item of property, plant and equipment comprises its purchase price and any directly attributable costs of bringing the asset to its working condition and location for its intended use.

Expenditure incurred after items of property, plant and equipment have been put into operation, such as repairs and maintenance, is normally charged to profit or loss in the period in which it is incurred. In situations where the recognition criteria are satisfied, the expenditure for a major inspection is capitalised in the carrying amount of the asset as a replacement. Where significant parts of property, plant and equipment are required to be replaced at intervals, the Group recognises such parts as individual assets with specific useful lives and depreciates them accordingly.

3. 主要會計政策概要 (續)

關連方(續)

(b) 該方為符合下列任何條件的實體：(續)

- (vi) 該實體受(a)所識別人士控制或共同控制；
- (vii) (a)(i)所識別人士對該實體有重大影響，或該人士為該實體(或該實體的母公司)的主要管理人員；及
- (viii) 該實體或其所屬集團內任何成員公司為本集團或其母公司提供主要管理人員服務。

物業、機器及設備及折舊

物業、機器及設備(在建工程除外)乃按成本減累計折舊及任何減值虧損列賬。物業、機器及設備項目的成本包括購買價及使資產達到擬定用途運作狀態及地點的任何直接應計成本。

物業、機器及設備項目投入運作後產生的維修及保養等開支，通常於產生期間自損益扣除。於符合確認標準的情況下，大型檢測開支計入資產的賬面值，作為重置成本。倘物業、機器及設備的主要部分須分段重置，則本集團將該等部分確認為獨立資產，並設定特定的可使用年期及相應計提折舊。

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3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Property, plant and equipment and depreciation (continued)

Depreciation is calculated on the straight-line basis to write off the cost of each item of property, plant and equipment to its residual value over its estimated useful life. The principal annual rates used for this purpose are as follows:

Owned assets/Assets held under finance leases

Land and buildings/ Buildings	Over the shorter of the remaining term of the land lease and 40 years
Leasehold improvements	Over the shorter of the lease term and 20%
Furniture, fixtures and office equipment	20% to 33%
Motor vehicles	24% to 30%
Computer equipment	20% to 24%

Right-of-use assets

Leasehold land	Over the remaining terms of the leases
Office properties	2 years to 3 years
Machinery	2 years to 3 years

Where parts of an item of property, plant and equipment have different useful lives, the cost of that item is allocated on a reasonable basis among the parts and each part is depreciated separately. Residual values, useful lives and the depreciation method are reviewed, and adjusted if appropriate, at least at each financial year end.

3. 主要會計政策概要(續)

物業、機器及設備及折舊(續)

折舊乃按直線基準將各項物業、機器及設備的成本於其估計可使用年內撇銷至其剩餘價值而計算。就此使用的主要年率如下：

自置資產／根據融資租約持有的資產

土地及樓宇/ 樓宇	按剩餘土地租賃期及40年 (以較低者為準)
租賃物業裝修	按租賃期及20% (以較低者為準)
傢俬、固定裝置 及辦公室設備	20%至33%
車輛	24%至30%
電腦設備	20%至24%

使用權資產

租賃土地	按剩餘租賃期
辦公室物業	二年至三年
機械	二年至三年

倘物業、機器及設備項目各部分的可使用年期有所不同，則此項目各部分成本將按合理基準分配，而每部分將作個別折舊。對剩餘價值、可使用年期及折舊方法至少於各財政年度末作出檢討並作出調整(倘適用)。

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3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Property, plant and equipment and depreciation (continued)

Right-of-use assets (continued)

An item of property, plant and equipment including significant part initially recognised is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss on disposal or retirement recognised in profit or loss in the year the asset is derecognised is the difference between the net sales proceeds and the carrying amount of the relevant asset.

Construction in progress represents a building under construction, which is stated at cost less any impairment losses, and is not depreciated. Cost comprises the direct costs of construction and capitalised borrowing costs on related borrowed funds during the period of construction. Construction in progress is reclassified to the appropriate category of property, plant and equipment when completed and ready for use.

Leases (applicable from 1 April 2019)

The Group assesses at contract inception whether a contract is, or contains, a lease. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

3. 主要會計政策概要(續)

物業、機器及設備及折舊(續)

使用權資產(續)

初始確認的物業、機器及設備項目(包括任何重大部分)於出售後或預期使用或出售該等物業、機器及設備項目不會產生未來經濟利益時終止確認。於資產終止確認年度在損益中確認的任何出售或報廢盈虧，乃為有關資產的出售所得款項淨額與賬面值的差額。

在建工程指建造中的一棟樓宇，按成本扣除任何減值損失列賬，而不計提折舊。成本包括建造的直接成本及建造期間有關借貸資金的資本化借貸成本。在建工程於竣工及可作使用時重新分類為適當類別的物業、機器及設備。

租賃(自二零一九年四月一日起適用)

本集團於合約開始時評估合約是否屬於或包含租賃。倘合約為換取代價而轉讓在一段期間內使用已識別資產之控制權，則該合約屬於租賃或包含租賃。

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3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Leases (applicable from 1 April 2019) (continued)

Group as a lessee

The Group applies a single recognition and measurement approach for all leases, except for short-term leases and any leases of low-value assets. The Group recognises lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets.

(a) Right-of-use assets

Right-of-use assets are recognised at the commencement date of the lease (that is the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and any impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognised, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received. Right-of-use assets are depreciated on a straight-line basis over the shorter of the lease terms and the estimated useful lives of the assets as detailed in the policy under “Property, plant and equipment and depreciation” above.

If ownership of the leased asset transfers to the Group by the end of the lease term or the cost reflects the exercise of a purchase option, depreciation is calculated using the estimated useful life of the asset.

3. 主要會計政策概要(續)

租賃(自二零一九年四月一日起適用)(續)

本集團作為承租人

本集團就所有租賃應用單一確認及計量方法，惟短期租賃及任何低價值資產的租賃除外。本集團確認作出租賃付款的租賃負債及使用權資產(即使用相關資產的權利)。

(a) 使用權資產

使用權資產於租賃開始日期(即相關資產可供使用的日期)確認。使用權資產按成本減任何累計折舊及任何減值虧損計量，並就任何租賃負債的重新計量作出調整。使用權資產的成本包括已確認的租賃負債金額、已產生的初始直接成本及於開始日期或之前作出之租賃付款減任何已收取之租賃優惠。使用權資產於其租賃期及該等資產估計可使用年期(以較短者為準)(詳情載於上文「物業、機器及設備及折舊」項下的政策)內按直線法計算折舊。

倘租賃資產之擁有權於租賃期結束前獲轉讓予本集團或該成本反映行使購買選擇權，折舊則使用該資產的估計可使用年期計算。

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3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Leases (applicable from 1 April 2019) (continued)

Group as a lessee (continued)

(b) Lease liabilities

Lease liabilities are recognised at the commencement date of the lease at the present value of lease payments to be made over the lease term. The lease payments include fixed payments (including in-substance fixed payments) less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guarantees. The lease payments also include the exercise price of a purchase option reasonably certain to be exercised by the Group and payments of penalties for termination of a lease, if the lease term reflects the Group exercising the option to terminate. The variable lease payments that do not depend on an index or a rate are recognised as an expense in the period in which the event or condition that triggers the payment occurs.

In calculating the present value of lease payments, the Group uses its incremental borrowing rate at the lease commencement date because the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in lease payments (e.g., a change to future lease payments resulting from a change in an index or rate) or a change in assessment of an option to purchase the underlying asset.

The Group's lease liabilities are included in other payables and accruals.

3. 主要會計政策概要(續)

租賃(自二零一九年四月一日起適用)(續)

本集團作為承租人(續)

(b) 租賃負債

本集團於租賃開始日期確認按租賃期內租賃付款的現值計量的租賃負債。租賃付款包括固定付款(包括實物固定付款)減去任何應收租賃優惠, 跟隨指數或利率而定的可變租賃付款, 以及預期在剩餘價值擔保下支付的金額。租賃付款亦包括本團合理確定行使的購買選擇權的行使價及倘租賃期反映本團行使終止選擇權, 則包括終止租賃而需支付的罰款。不依賴於指數或利率的可變租賃付款在觸發付款的事件或條件發生的期間內確認為開支。

於計算租賃付款之現值時, 本集團使用於租賃開始日期的增量借貸利率, 原因為租賃中隱含的利率不易釐定。於開始日期後, 租賃負債的金額予以增加以反映利息之累增, 並就已作出之租賃付款予以減少。此外, 如有修改、租賃期變動, 租賃付款變動(如因指數或利率變動產生的未來租賃付款出現變動)或選擇購買相關資產之評估出現變動, 則租賃負債之賬面值將重新計量。

本集團的租賃負債計入其他應付款及應計費用。

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3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Leases (applicable from 1 April 2019) (continued)

Group as a lessee (continued)

(c) Short-term leases

The Group applies the short-term lease recognition exemption to its short-term leases of certain office properties and machinery (that is those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option).

Lease payments on short-term leases are recognised as an expense on a straight-line basis over the lease term.

Group as a lessor

When the Group acts as a lessor, it classifies at lease inception (or when there is a lease modification) each of its leases as either an operating lease or a finance lease.

Leases in which the Group does not transfer substantially all the risks and rewards incidental to ownership of an asset are classified as operating leases. When a contract contains lease and non-lease components, the Group allocates the consideration in the contract to each component on a relative stand-alone selling price basis. Rental income is accounted for on a straight-line basis over the lease terms and is included in other income and gains in profit or loss operating nature. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised over the lease term on the same basis as rental income.

3. 主要會計政策概要 (續)

租賃(自二零一九年四月一日起適用)(續)

本集團作為承租人(續)

(c) 短期租賃

本團應用短期租賃確認豁免於若干辦公室物業及機械的短期租賃(即自開始日期起該等租賃期為12個月或以內且並無包含購買選擇權的租賃)。

短期租賃的租金付款於租賃期按直線法確認為開支。

本集團作為出租人

當本集團作為出租人時，在租賃開始時(或發生租賃變更時)將其各租賃分類為經營租賃或融資租賃。

所有本集團並未轉讓資產擁有權所附帶的絕大部分風險及回報的租賃分類為經營租賃。當合約包含租賃及非租賃組成部分時，本集團以相對獨立的銷售價格為基礎將合約中的代價分配予各組成部分。租金收入於租期內按直線法列賬並因其經營性質計入損益內的其他收入及收益。於磋商及安排經營租賃時產生的初始直接成本乃計入租賃資產的賬面值，並於租期內按相同基準確認為租金收入。

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3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Leases (applicable before 1 April 2019)

Leases where substantially all the rewards and risks of ownership of assets remain with the lessor are accounted for as operating leases. Where the Group is the lessor, assets leased by the Group under operating leases are included in non-current assets, and rentals receivable under the operating leases are credited to profit or loss on the straight-line basis over the lease terms. Where the Group is the lessee, rentals payable under operating leases net of any incentives received from the lessor are charged to profit or loss on the straight-line basis over the lease terms.

Investments and other financial assets

Initial recognition and measurement

Financial assets are classified, at initial recognition, as subsequently measured at amortised cost and fair value through profit or loss.

The classification of financial assets at initial recognition depends on the financial asset's contractual cash flow characteristics and the Group's business model for managing them. With the exception of accounts receivable that do not contain a significant financing component or for which the Group has applied the practical expedient of not adjusting the effect of a significant financing component, the Group initially measures a financial asset at its fair value, plus in the case of a financial asset not at fair value through profit or loss, transaction costs. Accounts receivable that do not contain a significant financing component or for which the Group has applied the practical expedient are measured at the transaction price determined under HKFRS 15 in accordance with the policies set out for "Revenue recognition" below.

3. 主要會計政策概要(續)

租賃(於二零一九年四月一日前適用)

凡資產擁有權之絕大部分回報及風險仍屬於出租人之租約，均視為經營租約。倘本集團為出租人，本集團根據經營租約所租賃之資產乃計入非流動資產，經營租約之應收租金乃在租約期內以直線法計入損益。倘本集團為承租人，根據經營租約應付之租金(扣除從出租人收取之任何優惠)於租約期內以直線法自損益中扣除。

投資及其他金融資產

初始確認及計量

金融資產於初始確認時獲分類為其後按攤銷成本及按公平值計入損益計量。

於初始確認時，金融資產的分類取決於金融資產的合約現金流量特點及本集團管理該等金融資產的業務模式。除並無重大融資成分或本集團已應用不調整重大融資成分的影響之可行權宜方法的應收賬款外，本集團初始按公平值加(倘金融資產並非按公平值計入損益)交易成本計量金融資產。並無重大融資成分或本集團已應用可行權宜方法的應收賬款根據下文「收益確認」所載政策按香港財務報告準則第15號釐定的交易價格計量。

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3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Investments and other financial assets (continued)

Initial recognition and measurement (continued)

In order for a financial asset to be classified and measured at amortised cost, it needs to give rise to cash flows that are solely payments of principal and interest (“SPPI”) on the principal amount outstanding. Financial assets with cash flows that are not SPPI are classified and measured at fair value through profit or loss, irrespective of the business model.

The Group’s business model for managing financial assets refers to how it manages its financial assets in order to generate cash flows. The business model determines whether cash flows will result from collecting contractual cash flows, selling the financial assets, or both. Financial assets classified and measured at amortised cost are held within a business model with the objective to hold financial assets in order to collect contractual cash flows, while financial assets classified and measured at fair value through other comprehensive income are held within a business model with the objective of both holding to collect contractual cash flows and selling. Financial assets which are not held within the aforementioned business models are classified and measured at fair value through profit or loss.

All regular way purchases and sales of financial assets are recognised on the trade date, that is, the date that the Group commits to purchase or sell the asset. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the period generally established by regulation or convention in the marketplace.

3. 主要會計政策概要(續)

投資及其他金融資產(續)

初始確認及計量(續)

為使金融資產按攤銷成本進行分類及計量，其需產生純粹支付未償還本金額的本金及利息(「純粹支付本金及利息」)的現金流量。不論其業務模式，擁有並非純粹支付本金及利息的現金流量的金融資產按公平值計入損益進行分類及計量。

本集團管理金融資產的業務模式指其管理金融資產以產生現金流量的方式。業務模式確定現金流量是否來自收集合約現金流量、出售金融資產，或兩者兼有。按攤銷成本分類及計量的金融資產乃以收取合約現金流量為目標而持有金融資產的業務模式下持有，而按公平值計入其他全面收入分類及計量的金融資產乃以同時持有收取合約現金流量及出售為目標而持有的業務模式下持有。並非於上述業務模式下持有的金融資產乃按公平值計入損益分類及計量。

所有常規方式買賣的金融資產概於交易日(即本集團承諾購買或出售該資產之日)確認。常規方式買賣乃指遵循一般法規或市場慣例在約定時間內交付資產的金融資產買賣。

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3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Investments and other financial assets (continued)

Subsequent measurement

The subsequent measurement of financial assets depends on their classification as follows:

Financial assets at amortised cost (debt instruments)

Financial assets at amortised cost are subsequently measured using the effective interest method and are subject to impairment. Gains and losses are recognised in profit or loss when the asset is derecognised, modified or impaired.

Financial assets at fair value through profit or loss

Financial assets at fair value through profit or loss are carried in the statement of financial position at fair value with net changes in fair value recognised in profit or loss.

This category includes derivative instruments which the Group had not irrevocably elected to classify at fair value through other comprehensive income.

A derivative embedded in a hybrid contract, with a financial liability or non-financial host, is separated from the host and accounted for as a separate derivative if the economic characteristics and risks are not closely related to the host; a separate instrument with the same terms as the embedded derivative would meet the definition of a derivative; and the hybrid contract is not measured at fair value through profit or loss. Embedded derivatives are measured at fair value with changes in fair value recognised in profit or loss. Reassessment only occurs if there is either a change in the terms of the contract that significantly modifies the cash flows that would otherwise be required or a reclassification of a financial asset out of the fair value through profit or loss category.

A derivative embedded within a hybrid contract containing a financial asset host is not accounted for separately. The financial asset host together with the embedded derivative is required to be classified in its entirety as a financial asset at fair value through profit or loss.

3. 主要會計政策概要(續)

投資及其他金融資產(續)

後續計量

金融資產的後續計量視乎其分類如下：

按攤銷成本計量的金融資產(債務工具)

按攤銷成本計量的金融資產其後使用實際利率法計量，並可能須進行減值。當資產終止確認、修訂或減值時，收益及損失於損益中確認。

按公平值計入損益的金融資產

按公平值計入損益的金融資產於財務狀況表按公平值列賬，公平值的淨變動則於損益確認。

此分類包括本集團並無已不可撤回地選擇分類為按公平值計入其他全面收入的衍生工具。

倘嵌入到混合合約(擁有金融負債或非金融主合約)中的衍生工具與主合約在經濟特徵及風險方面不存在緊密關係；與嵌入衍生工具條件相同，單獨存在的工具符合衍生工具定義；及混合合約並非按公平值計入損益，則嵌入衍生工具從主合約分拆並以單獨衍生工具入賬。嵌入衍生工具按公平值計量，公平值變動則於損益確認。重新評估僅於合約條款出現變動導致原本所需的現金流量大幅變動或重新分類金融資產至不屬於按公平值計入損益類別時發生。

於混合合約中擁有金融資產主合約的衍生工具不會個別入賬。金融資產主合約及嵌入衍生工具須完整分類為按公平值計入損益的金融資產。

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3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Derecognition of financial assets

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognised (i.e., removed from the Group's consolidated statement of financial position) when:

- the rights to receive cash flows from the asset have expired; or
- the Group has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a "pass-through" arrangement; and either (a) the Group has transferred substantially all the risks and rewards of the asset, or (b) the Group has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the Group has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if, and to what extent, it has retained the risk and rewards of ownership of the asset. When it has neither transferred nor retained substantially all the risks and rewards of the asset nor transferred control of the asset, the Group continues to recognise the transferred asset to the extent of the Group's continuing involvement. In that case, the Group also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Group has retained.

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Group could be required to repay.

3. 主要會計政策概要(續)

終止確認金融資產

金融資產(或如適用,金融資產的其中部分或一組類似金融資產的其中部分)主要在下列情況下終止確認(即從本集團綜合財務狀況表中刪除):

- 自資產收取現金流量的權利已屆滿;或
- 本集團已轉讓其自資產收取現金流量的權利,或已根據「轉遞」安排承擔在無重大延誤的情況下將全數所得現金流量支付予第三方的責任;及(a)本集團已轉讓資產的絕大部分風險及回報,或(b)本集團並無轉讓或保留資產的絕大部分風險及回報,惟已轉讓資產的控制權。

倘本集團已轉讓其自資產收取現金流量的權利,或已訂立轉遞安排,其將評估其是否保留該項資產的擁有權風險及回報以及保留的程度。倘本集團並無轉讓或保留資產的絕大部分風險及回報,亦無轉讓資產的控制權,則本集團在繼續參與的情況下確認獲轉讓資產。在該情況下,本集團亦確認相關負債。已轉讓資產及相關負債乃按反映本集團已保留權利及義務的基準計量。

以擔保形式對已轉撥資產之持續參與,按資產原賬面值與本集團可能須償還最高代價兩者之較低者計量。

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3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Impairment of financial assets

The Group recognises an allowance for expected credit losses (“ECLs”) for all debt instruments not held at fair value through profit or loss. ECLs are based on the difference between the contractual cash flows due in accordance with the contract and all the cash flows that the Group expects to receive, discounted at an approximation of the original effective interest rate. The expected cash flows will include cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms.

General approach

ECLs are recognised in two stages. For credit exposures for which there has not been a significant increase in credit risk since initial recognition, ECLs are provided for credit losses that result from default events that are possible within the next 12 months (a 12-month ECL). For those credit exposures for which there has been a significant increase in credit risk since initial recognition, a loss allowance is required for credit losses expected over the remaining life of the exposure, irrespective of the timing of the default (a lifetime ECL).

At each reporting date, the Group assesses whether the credit risk on a financial instrument has increased significantly since initial recognition. When making the assessment, the Group compares the risk of a default occurring on the financial instrument as at the reporting date with the risk of a default occurring on the financial instrument as at the date of initial recognition and considers reasonable and supportable information that is available without undue cost or effort, including historical and forward-looking information.

The Group considers a financial asset is in default when its contractual payments are 90 days past due. However, in certain cases, the Group may also consider a financial asset to be in default when internal or external information indicates that the Group is unlikely to receive the outstanding contractual amounts in full before taking into account any credit enhancements held by the Group. A financial asset is written off when there is no reasonable expectation of recovering the contractual cash flows.

3. 主要會計政策概要(續)

金融資產減值

本集團確認對並非按公平值計入損益的所有債務工具預期信貸損失(「預期信貸損失」)之撥備。預期信貸損失乃基於根據合約到期的合約現金流量與本集團預期收取的所有現金流量之間的差額而釐定，並以原實際利率的近似值貼現。預期現金流量將包括出售所持抵押的現金流量或組成合約條款的其他信貸提升措施。

一般方法

預期信貸損失分兩階段確認。就自初始確認以來信貸風險並無大幅增加的信貸風險而言，本集團會就未來12個月可能發生違約事件而出現的信貸損失計提預期信貸損失撥備(12個月預期信貸損失)。就自初始確認以來信貸風險大幅增加的信貸風險而言，不論違約時間，須就風險餘下年期的預期信貸損失作出信貸損失撥備(全期預期信貸損失)。

於各報告日期，本集團評估金融工具的信貸風險自初始確認以來有否大幅增加。於進行評估時，本集團比較金融工具於報告日期的違約風險與金融工具於初始確認日期的違約風險，並考慮毋需過多成本或努力可得的合理支持資料，包括歷史及前瞻性資料。

倘合約付款逾期90日，本集團視金融資產違約。然而，於若干情況下，倘於考慮本集團持有的任何信貸加強措施前內部或外部資料顯示本集團不大可能悉數收取未償還的合約金額，則本集團亦會視金融資產違約。倘並無合理預期收回合約現金流量，金融資產會予以撇銷。

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3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Impairment of financial assets (continued)

General approach (continued)

Financial assets at amortised cost are subject to impairment under the general approach and they are classified within the following stages for measurement of ECLs except for accounts receivable and contract assets which apply the simplified approach as detailed below.

- Stage 1 – Financial instruments for which credit risk has not increased significantly since initial recognition and for which the loss allowance is measured at an amount equal to 12-month ECLs
- Stage 2 – Financial instruments for which credit risk has increased significantly since initial recognition but that are not credit-impaired financial assets and for which the loss allowance is measured at an amount equal to lifetime ECLs
- Stage 3 – Financial assets that are credit-impaired at the reporting date (but that are not purchased or originated credit-impaired) and for which the loss allowance is measured at an amount equal to lifetime ECLs

Simplified approach

For accounts receivable and contract assets that do not contain a significant financing component or when the Group applies the practical expedient of not adjusting the effect of a significant financing component, the Group applies the simplified approach in calculating ECLs. Under the simplified approach, the Group does not track changes in credit risk, but instead recognises a loss allowance based on lifetime ECLs at each reporting date. The Group has established a provision matrix that is based on its historical credit loss experience, adjusted for forward-looking factors specific to the debtors and the economic environment.

3. 主要會計政策概要 (續)

金融資產減值(續)

一般方法(續)

按攤銷成本計量的金融資產根據一般方法須面臨減值，且彼等會按以下階段進行分類以計量預期信貸損失，惟應用下文詳述之簡化方式的應收賬款及合約資產除外。

- 第一階段 – 自初始確認以來信貸風險並未大幅增加的金融工具，其損失撥備金額按相等於12個月預期信貸損失的金額計量
- 第二階段 – 自初始確認以來信貸風險大幅增加的金融工具（惟並非信貸減值的金融資產），其損失撥備金額按相等於全期預期信貸損失的金額計量
- 第三階段 – 於報告日期已信貸減值的金融資產（惟並非購入或源生信貸減值），其損失撥備金額按相等於全期預期信貸損失的金額計量

簡化方式

就並無重大融資成分或倘本集團應用不調整重大融資成分的影響之可行權宜方法的應收賬款及合約資產，本集團應用簡化方式計算預期信貸損失。根據簡化方式，本集團不會蹤信貸風險的變動，反之會根據各報告日期的全期預期信貸損失確認損失撥備。本集團已根據過往信貸損失經驗建立撥備矩陣，並對債務人及經濟環境特定的前瞻性因素作出調整。

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3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Impairment of financial assets (continued)

Simplified approach (continued)

For accounts receivable and contract assets that contain a significant financing component and lease receivables, the Group chooses as its accounting policy to adopt the simplified approach in calculating ECLs with policies as described above.

Financial liabilities

Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as loans and borrowings, or as payables, as appropriate.

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

The Group's financial liabilities include accounts and other payables, an amount due to a joint venture and interest-bearing bank loans.

Subsequent measurement

The subsequent measurement of financial liabilities depends on their classification as follows:

Financial liabilities at amortised cost (loans and borrowings)

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost, using the effective interest rate method unless the effect of discounting would be immaterial, in which case they are stated at cost. Gains and losses are recognised in profit or loss when the liabilities are derecognised as well as through the effective interest rate amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the effective interest rate. The effective interest rate amortisation is included in finance costs in profit or loss.

3. 主要會計政策概要(續)

金融資產減值(續)

簡化方式(續)

就具備重大融資成分的應收賬款及合約資產以及應收租金，本集團選擇採納簡化方式為其會計政策，按如上文所述政策計算預期信貸損失。

金融負債

初始確認及計量

於初始確認時，金融負債分類為貸款及借款，或應付款(倘適用)。

所有金融負債初始按公平值確認，如屬貸款及借款以及應付款則按公平值扣除直接應佔交易成本確認。

本集團的金融負債包括應付賬款及其他應付款、應付一間合營企業款項及計息銀行貸款。

後續計量

金融負債的後續計量視乎其分類如下：

按攤銷成本計量的金融負債(貸款及借款)

於初始確認後，計息貸款及借款其後採用實際利率法按攤銷成本計量，倘折現的影響不重大，則按成本列賬。收益及損失在負債終止確認時透過實際利率法攤銷程序於損益中確認。

計算攤銷成本時亦會計及收購所產生的任何折讓或溢價，以及作為實際利率一部分的費用或成本。實際利率攤銷計入損益的財務費用。

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3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Financial liabilities (continued)

Financial guarantee contracts

Financial guarantee contracts issued by the Group are those contracts that require a payment to be made to reimburse the holder for a loss it incurs because the specified debtor fails to make a payment when due in accordance with the terms of a debt instrument. A financial guarantee contract is recognised initially as a liability at its fair value, adjusted for transaction costs that are directly attributable to the issuance of the guarantee. Subsequent to initial recognition, the Group measures the financial guarantee contracts at the higher of: (i) the ECL allowance determined in accordance with the policy as set out in “Impairment of financial assets”; and (ii) the amount initially recognised less, when appropriate, the cumulative amount of income recognised.

Derecognition of financial liabilities

A financial liability is derecognised when the obligation under the liability is discharged or cancelled, or expires.

When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as a derecognition of the original liability and a recognition of a new liability, and the difference between the respective carrying amounts is recognised in profit or loss.

Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the statement of financial position if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, or to realise the assets and settle the liabilities simultaneously.

3. 主要會計政策概要 (續)

金融負債 (續)

財務擔保合約

本集團發出的財務擔保合約指要求支付指定金額，以償付持有人因指定債務人未能根據債務工具條款依期還款而招致損失的合約。財務擔保合約初始按其公平值確認為負債(就發出該擔保直接應佔交易成本予以調整)。於初步確認後，本集團按以下兩者中較高者計量財務擔保合約：(i)根據「金融資產減值」所載政策釐定的預期信貸損失撥備；及(ii)初步確認的金額減(倘適用)累計已確認收入。

終止確認金融負債

金融負債於負債的責任已解除或註銷或屆滿時終止確認。

當現有金融負債為同一出借人以重大不同的條款的一項負債取代時，或現有負債的條款出現重大修改時，有關交換或修改被視為解除確認原有負債及確認一項新負債，而各賬面值的差額於損益內確認。

抵銷金融工具

倘現時存在可強制執行合法權利抵銷已確認金額，且有意以淨額結算，或同時變現資產及清償負債，則金融資產及金融負債將予抵銷，且以淨金額於財務狀況表呈報。

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財務報表附註

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3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Cash and cash equivalents

For the purpose of the consolidated statement of cash flows, cash and cash equivalents comprise cash on hand and demand deposits, and short term highly liquid investments that are readily convertible into known amounts of cash, are subject to an insignificant risk of changes in value, and have a short maturity of generally within three months when acquired, less bank overdrafts which are repayable on demand and form an integral part of the Group's cash management.

For the purpose of the consolidated statement of financial position, cash and cash equivalents comprise cash on hand and at banks, including term deposits, and assets similar in nature to cash, which are not restricted as to use.

Provisions

A provision is recognised when a present obligation (legal or constructive) has arisen as a result of a past event and it is probable that a future outflow of resources will be required to settle the obligation, provided that a reliable estimate can be made of the amount of the obligation.

The Group recognises provision for onerous contracts when the unavoidable costs of meeting the performance obligations under the construction contracts exceed the economic benefits expected to be received under them. The amount of provision for onerous contracts is estimated based on contract costs to completion and contract claims. The estimation basis is reviewed on an ongoing basis and revised where appropriate.

When the effect of discounting is material, the amount recognised for a provision is the present value at the end of the reporting period of the future expenditures expected to be required to settle the obligation. The increase in the discounted present value amount arising from the passage of time is included in finance costs in the profit or loss.

3. 主要會計政策概要(續)

現金及現金等值物

就綜合現金流量表而言，現金及現金等值物包括所持現金及活期存款，以及可隨時兌換為已知金額現金及所涉價值變動風險不高，且一般自取得起計三個月內到期的短期高流動性投資，減須按要求償還且構成本集團現金管理的組成部分的銀行透支。

就綜合財務狀況表而言，現金及現金等值物包括用途不受限制的手頭及銀行現金(包括定期存款)以及性質與現金相似的資產。

撥備

當過去事項導致目前須負之責任(法律或推定)，且日後有可能需要撥付資源償付有關責任所涉及之款項，則會確認撥備，惟該項責任之數額須能夠可靠地予以估計。

倘根據建築合約履行履約責任的不能避免成本超出預期自該合約取得的經濟利益，則本集團確認虧損性合約撥備。虧損性合約撥備金額按竣工的合約成本及合約申索估計。本集團會持續審閱估計基準並在適當時予以修訂。

當折現之影響屬於重大，撥備確認之數額為預期日後償付有關責任所需支出於報告期末之現值。已折現現值隨時間而有所增加，有關增幅會計入損益之財務費用。

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3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Income tax

Income tax comprises current and deferred taxes. Income tax relating to items recognised outside profit or loss is recognised outside profit or loss, either in other comprehensive income or directly in equity.

Current tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period, taking into consideration interpretations and practices prevailing in the countries in which the Group operates.

Deferred tax is provided, using the liability method, on all temporary differences at the end of the reporting period between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes.

Deferred tax liabilities are recognised for all taxable temporary differences, except:

- when the deferred tax liability arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; and
- in respect of taxable temporary differences associated with investments in subsidiaries and joint ventures, when the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

3. 主要會計政策概要(續)

所得稅

所得稅包括即期及遞延稅項。與於損益外確認的項目有關的所得稅於損益外確認，即於其他全面收入或直接於權益中確認。

即期稅項資產及負債按預期可自稅務當局收回或向其支付的數額計算，採用的稅率(及稅法)為報告期末已頒佈或已實際執行的稅率(及稅法)，並已計及本集團經營所在國家的現行詮釋及慣例。

遞延稅項乃使用負債法就報告期末的資產及負債的計稅基礎與其作財務匯報用途的賬面值之間的所有暫時差額計提撥備。

除下列情況外，對所有應課稅暫時差額確認遞延所得稅負債：

- 遞延稅項負債源於首次確認商譽或一項並非業務合併的交易中的資產或負債，且於該項交易進行時不影響會計利潤及應課稅損益；及
- 就與於附屬公司及合營企業的投資有關的應課稅暫時差額而言，暫時差額的撥回時間可予控制而該暫時差額於可見未來可能不會撥回。

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3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Income tax (continued)

Deferred tax assets are recognised for all deductible temporary differences, and the carryforward of unused tax credits and any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carryforward of unused tax credits and unused tax losses can be utilised, except:

- when the deferred tax asset relating to the deductible temporary differences arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; and
- in respect of deductible temporary differences associated with investments in subsidiaries and joint ventures, deferred tax assets are only recognised to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilised.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are reassessed at the end of each reporting period and are recognised to the extent that it has become probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be recovered.

3. 主要會計政策概要(續)

所得稅(續)

遞延稅項資產乃就所有可扣減暫時差額、結轉未動用稅項抵免及未動用稅項損失予以確認。遞延稅項資產在有可能出現應課稅利潤，用作抵銷該等扣減暫時差額、結轉未動用稅項抵免及未動用稅項損失的情況下，方予以確認，惟下列情況除外：

- 有關可扣減暫時差額的遞延稅項資產源於初次確認一項並非業務合併的交易中的資產或負債，且於該項交易進行時不影響會計利潤及應課稅損益；及
- 就與於附屬公司及合營企業的投資有關的可扣減暫時差額而言，遞延稅項資產僅會於暫時差額有可能將會於可預見未來撥回及存在應課稅利潤可用作抵銷該暫時差額的情況下，方予以確認。

遞延稅項資產的賬面值於各報告期末審閱，並撤減至不再可能擁有足夠的應課稅利潤以動用全部或部分遞延稅項資產為限。未確認遞延稅項資產於各報告期末重新評估，並於有可能有足夠應課稅利潤可容許收回全部或部分遞延稅項資產時予以確認。

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3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Income tax (continued)

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply to the period when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

Deferred tax assets and deferred tax liabilities are offset if and only if the Group has a legally enforceable right to set off current tax assets and current tax liabilities and the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same taxation authority on either the same taxable entity or different taxable entities which intend either to settle current tax liabilities and assets on a net basis, or to realise the assets and settle the liabilities simultaneously, in each future period in which significant amounts of deferred tax liabilities or assets are expected to be settled or recovered.

Government grants

Government grants are recognised at their fair value where there is reasonable assurance that the grant will be received and all attaching conditions will be complied with. When the grant relates to an expense item, it is recognised as income on a systematic basis over the periods that the costs, which it is intended to compensate, are expensed.

3. 主要會計政策概要(續)

所得稅(續)

遞延稅項資產及負債按預期適用於資產變現或負債清償期間的稅率計算，並以各報告期末已制定或大致上已制定的稅率(及稅法)為基準。

倘及僅倘本集團存在法律上可予強制執行的權利將即期稅項資產及即期稅項負債抵銷，而遞延稅項資產及遞延稅項負債與同一應課稅機關及同一應課稅實體，或有意按淨基礎償還即期稅項負債及資產或同時變現及償付於遞延稅項負債或資產預期被償付或收回的各未來期間的資產及負債的不同應課稅實體所徵收的所得稅有關，則遞延稅項資產與遞延稅項負債互相抵銷。

政府補助

如能合理確保將收到政府補助及將符合所有附帶條件，則按其公平值確認政府補助。如補貼與開支項目相關，則於擬用作補貼的成本產生期間系統地確認為收入。

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3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Revenue recognition

Revenue from contracts with customers

Revenue from contracts with customers is recognised when control of goods or services is transferred to the customers at an amount that reflects the consideration to which the Group expects to be entitled in exchange for those goods or services.

When the consideration in a contract includes a variable amount, the amount of consideration is estimated to which the Group will be entitled in exchange for transferring the goods or services to the customer. The variable consideration is estimated at contract inception and constrained until it is highly probable that a significant revenue reversal in the amount of cumulative revenue recognised will not occur when the associated uncertainty with the variable consideration is subsequently resolved.

When the contract contains a financing component which provides the customer with a significant benefit of financing the transfer of goods or services to the customer for more than one year, revenue is measured at the present value of the amount receivable, discounted using the discount rate that would be reflected in a separate financing transaction between the Group and the customer at contract inception. When the contract contains a financing component which provides the Group with a significant financial benefit for more than one year, revenue recognised under the contract includes the interest expense accreted on the contract liability under the effective interest method. For a contract where the period between the payment by the customer and the transfer of the promised goods or services is one year or less, the transaction price is not adjusted for the effects of a significant financing component, using the practical expedient in HKFRS 15.

3. 主要會計政策概要(續)

收入確認

來自客戶合約之收入

本公司按能反映本集團預期將就向客戶轉讓貨品或服務而有權換取的代價金額於貨品或服務的控制權轉移至客戶時確認來自客戶合約之收入。

倘合約代價包括可變金額，代價金額則按本集團向客戶轉讓貨品或服務而將有權換取的金額作估計。可變代價於訂立合約時作估計及受限，直至可變代價的相關不確定因素其後獲解決，且已確認的累計收入金額很大機會不會出現重大收入撥回。

倘合約包括就向客戶轉讓貨品或服務撥資向客戶提供重大利益逾一年之融資成份，收入乃按應收款的現值計量，並以訂立合約時本集團與客戶的個別融資交易中反映的折現率折現。倘合約包括向本集團提供重大財務利益逾一年之融資成份，根據合約確認的收入包括合約負債按實際利息法計算的利息開支。就客戶付款與轉移承諾貨品或服務的期間為一年或以下的合約，交易價格將使用香港財務報告準則第15號的可行權宜方式，不會就重大融資成份的影響作出調整。

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3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Revenue recognition (continued)

Revenue from contracts with customers (continued)

Construction services

Revenue from the provision of construction services is recognised over time, using an output method to measure progress towards complete satisfaction of the service, because the Group's performance creates or enhances an asset that the customer controls overtime as the asset is created or enhanced. The output method recognises revenue in accordance with the direct measurements of the value of the services transferred by the Group to the customer with reference to the certified value of work performed to date.

Other income

Rental income is recognised on a time proportion basis over the lease terms.

Interest income is recognised on an accrual basis using the effective interest method by applying the rate that exactly discounts the estimated future cash receipts over the expected life of the financial instrument or a shorter period, when appropriate, to the net carrying amount of the financial asset.

Contract assets

A contract asset is the right to consideration in exchange for goods or services transferred to the customer. If the Group performs by transferring goods or services to a customer before the customer pays consideration or before payment is due, a contract asset is recognised for the earned consideration that is conditional. Contract assets are subject to impairment assessment, details of which are included in the accounting policies for impairment of financial assets.

3. 主要會計政策概要(續)

收入確認(續)

來自客戶合約之收入(續)

建築服務

來自提供建築服務的收入隨時間確認，並使用產出法計量完全履行服務的進度，因本集團的履約創建或增強資產，而該資產創建或增強時由客戶控制。產出法根據經參考迄今已施工工程的經核定價值直接計量本集團向客戶轉移之服務的價值確認收入。

其他收入

租金收入按時間比例於租期內確認。

利息收入按預提基準利用實際利息法確認，而實際利息法指透過預期金融工具年期或較短年期(如適用)內收取之估計未來現金收益精確地折現至金融資產賬面淨值之利率。

合約資產

合約資產乃向客戶轉移貨品或服務以換取代價之權利。倘本集團通過於客戶支付代價前或於付款到期前將貨品或服務轉移至客戶來履約，則會就所賺取之有條件代價確認合約資產。合約資產須接受減值評估，其詳情載於有關金融資產減值的會計政策。

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財務報表附註

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3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Contract liabilities

A contract liability is recognised when a payment is received or a payment is due (whichever is earlier) from a customer before the Group transfers the related goods or services. Contract liabilities are recognised as revenue when the Group performs under the contract (i.e., transfers control of the related goods and services to the customer).

Contract costs

Other than the costs which are capitalised as inventories, property, plant and equipment and intangible assets, costs incurred to fulfil a contract with a customer are capitalised as an asset if all of the following criteria are met:

- (a) The costs relate directly to a contract or to an anticipated contract that the entity can specifically identify.
- (b) The costs generate or enhance resources of the entity that will be used in satisfying (or in continuing to satisfy) performance obligations in the future.
- (c) The costs are expected to be recovered.

The capitalised contract costs are amortised and charged to the profit or loss on a systematic basis that is consistent with the pattern of the revenue to which the asset related is recognised. Other contract costs are expensed as incurred.

3. 主要會計政策概要(續)

合約負債

當本集團轉移相關貨品或服務前，收到客戶的款項或應付款(以較早者為準)時，確認合約負債。當本集團根據合約履約(即將相關商品及服務的控制權轉移至客戶)時，合約負債確認為收益。

合約成本

除已資本化為存貨、物業、機器及設備及無形資產的成本外，倘符合以下所有準則，為履行與客戶的合約而產生的成本會資本化為資產：

- (a) 與合約或實體能具體辨識之預期合約直接相關的成本。
- (b) 產生或加強實體資源的成本，將於未來用於履行(或繼續履行)履約責任。
- (c) 預期收回的成本。

已資本化的合約成本會有系統地按與資產相關的收入的確認模式一致的方式攤銷及自損益扣除。其他合約成本於產生時支銷。

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3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Share-based payments

The Company operates share option schemes for the purpose of providing incentives and rewards to eligible participants who contribute to the success of the Group's operations. Employees (including directors) of the Group may receive remuneration in the form of share-based payments, whereby employees render services as consideration for equity instruments ("equity-settled transactions").

The cost of equity-settled transactions with employees is measured by reference to the fair value at the date at which they are granted.

The cost of equity-settled transactions is recognised in employee benefit expense, together with a corresponding increase in equity, over the period in which the performance and/or service conditions are fulfilled. The cumulative expense recognised for equity-settled transactions at the end of each reporting period until the vesting date reflects the extent to which the vesting period has expired and the Group's best estimate of the number of equity instruments that will ultimately vest. The charge or credit to profit or loss for a period represents the movement in the cumulative expense recognised as at the beginning and end of that period.

Service and non-market performance conditions are not taken into account when determining the grant date fair value of awards, but the likelihood of the conditions being met is assessed as part of the Group's best estimate of the number of equity instruments that will ultimately vest. Market performance conditions are reflected within the grant date fair value. Any other conditions attached to an award, but without an associated service requirement, are considered to be non-vesting conditions. Non-vesting conditions are reflected in the fair value of an award and lead to an immediate expensing of an award unless there are also service and/or performance conditions.

3. 主要會計政策概要(續)

以股份為基礎的付款

本公司設有購股權計劃，以獎勵及回報對本集團業務成就作出貢獻之合資格參與者。本集團僱員(包括董事)可能以股份為基礎的支付方式收取報酬，僱員提供服務作為收取股本工具之代價(「以股權支付之交易」)。

對於與僱員進行以股權支付之交易之成本，乃參照交易授出日期之公平值而計量。

以股權支付之交易之成本，連同權益相應增加部分，在績效及／或服務條件獲履行期間於僱員福利開支內確認。在歸屬日期前，每個報告期末確認之以股權支付之交易之累計開支，反映歸屬期已到期部分及本集團對最終將會歸屬之股本工具數目之最佳估計。在某一期間內在損益賬內扣除或進賬，乃反映累計開支在期初與期末確認時之變動。

釐定購股權的授出日期公平值時並不考慮服務及非市場表現條件，惟能達成條件的可能性則被評定為本集團對最終歸屬為股本工具數目的最佳估計之一部分。市場表現條件反映於授出日期的公平值。附帶於購股權中但並無相關聯服務要求的任何其他條件均被視為非歸屬條件。非歸屬條件反映於購股權的公平值，除非同時具服務及／或績效條件，否則購股權即時支銷。

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3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Share-based payments (continued)

For awards that do not ultimately vest because non-market performance and/or service conditions have not been met, no expense is recognised. Where awards include a market or non-vesting condition, the transactions are treated as vesting irrespective of whether the market or non-vesting condition is satisfied, provided that all other performance and/or service conditions are satisfied.

Where the terms of an equity-settled award are modified, as a minimum an expense is recognised as if the terms had not been modified, if the original terms of the award are met. In addition, an expense is recognised for any modification that increases the total fair value of the share-based payments, or is otherwise beneficial to the employee as measured at the date of modification.

Where an equity-settled award is cancelled, it is treated as if it had vested on the date of cancellation, and any expense not yet recognised for the award is recognised immediately. This includes any award where non-vesting conditions within the control of either the Group or the employee are not met. However, if a new award is substituted for the cancelled award, and is designated as a replacement award on the date that it is granted, the cancelled and new awards are treated as if they were a modification of the original award, as described in the previous paragraph.

The dilutive effect of outstanding options is reflected as additional share dilution in the computation of earnings per share.

3. 主要會計政策概要(續)

以股份為基礎的付款(續)

因非市場績效及／或服務條件未能達成而最終並未歸屬的獎勵不會確認為開支。凡獎勵包含市場或非歸屬條件，無論市場條件或非歸屬條件獲履行與否，倘所有其他績效及／或服務條件均獲履行，則交易被視為一項歸屬。

倘若以股權支付之購股權條款有所變更，且已符合購股權之原定條款，所確認開支最少須達到猶如條款並無任何變更之水平。此外，倘若按變更日期計量，任何變更導致以股份為基礎的支付之總公平值有所增加，或對僱員帶來其他利益，則應就該等變更確認開支。

如以股權支付之購股權被註銷，則被視為在註銷當日已歸屬，而尚未就該購股權確認之任何費用須即時予以確認。此包括本集團或僱員控制範圍內非歸屬條件未獲達成之任何購股權。然而，倘有一項新授出購股權取代已註銷之購股權，及於授出當日被指定為該已授出購股權之替代品，則該已註銷購股權及新授出購股權均被視為原購股權之改動(見前一段所述)。

計算每股盈利時，未行使購股權之攤薄效應反映為額外股份攤薄。

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3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Other employee benefits

Paid leave carried forward

The Group provides paid annual leave to its employees under their employment contracts on a calendar year basis. Under certain circumstances, such leave which remains untaken as at the end of the reporting period is permitted to be carried forward and utilised by the respective employees in the following year. An accrual is made at the end of the reporting period for the expected future cost of such paid leave earned during the year by the employees and carried forward.

Pension schemes

The Group operates a defined contribution Mandatory Provident Fund retirement benefit scheme (the “MPF Scheme”) under the Mandatory Provident Fund Schemes Ordinance for those employees who are eligible to participate in the MPF Scheme. Contributions are made based on a percentage of the employees’ basic salaries and are charged to profit or loss as they become payable in accordance with the rules of the MPF Scheme. The assets of the MPF Scheme are held separately from those of the Group in an independently administered fund. The Group’s employer contributions vest fully with the employees when contributed into the MPF Scheme.

The Group also operates a Mandatory Provident Fund Exempted Occupational Retirement Schemes Ordinance (“ORSO”) retirement benefit scheme for those employees who are eligible to participate in the ORSO scheme. This scheme operates in a way similar to the MPF Scheme, except that when an employee leaves the scheme prior to his/her interest in the Group’s employee contributions vesting fully, the ongoing contributions payable by the Group are reduced by the relevant amount of forfeited employer’s contributions.

3. 主要會計政策概要(續)

其他僱員福利

結轉有薪假期

本集團根據聘用合約按公曆年的基準向其僱員提供有薪年假。在若干情況下，於報告期末，該等尚未使用的假期可結轉，而有關僱員可在下一年度使用。於報告期末，本集團就該等在年度內產生及結轉的有薪假期涉及的預期未來費用撥作預提費用。

退休福利計劃

本集團已按照強制性公積金計劃條例為所有合資格參與強積金計劃之僱員設有定額供款強制性公積金退休福利計劃(「強積金計劃」)。供款乃按照僱員底薪百分比計算，當需要按照強積金計劃條款規定供款時，即在損益中扣除有關供款。強積金計劃資產乃由獨立管理基金持有並與本集團資產分開管理。當向強積金計劃供款時，本集團之僱主強制供款將全數歸於僱員所得。

本集團亦為合資格參與強制性公積金豁免職業退休計劃條例(「職業退休計劃條例」)計劃之僱員設有職業退休計劃條例計劃。該計劃以類似強積金計劃之方式經營，惟當僱員於符合資格全數享有本集團僱員供款前離職，則本集團須持續支付之供款可扣除被沒收僱主供款之有關款額。

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3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, i.e., assets that necessarily take a substantial period of time to get ready for their intended use or sale, are capitalised as part of the cost of those assets. The capitalisation of such borrowing costs ceases when 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 capitalised. All other borrowing costs are expensed in the period in which they are incurred. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds.

Dividends

Final dividends are recognised as a liability when they are approved by the shareholders in a general meeting.

Interim dividends can be simultaneously proposed and declared, because the Company's articles of association grant the directors the authority to declare interim dividends. Consequently, interim dividends are recognised immediately as a liability when they are proposed and declared.

Proposed final dividends are disclosed in the notes to the financial statements.

3. 主要會計政策概要(續)

借貸成本

直接與收購、建築或製造合資格資產(即資產必須經過一段相當時間以準備作擬定用途或銷售)有關的借貸成本,將資本化為該等資產成本的一部份。倘資產已大致可作擬定用途或銷售,則停止資本化該借貸成本。待用於合資格資產的借貸於暫時性投資時所產生之投資收入,則於已資本化的借貸成本中扣除。所有其他借貸成本在發生當期支銷。借貸成本包括實體就借用資金而產生的利息及其他成本。

股息

末期股息在股東大會上被股東批准後,確認為負債。

因為本公司的組織章程細則賦予董事宣告發放中期股息的權力,故可以同時建議並宣告發放中期股息。因此,中期股息在建議和宣告發放後會即時確認為負債。

擬派末期股息於財務報表附註披露。

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3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Foreign currencies

These financial statements are presented in Hong Kong dollars, which is the Company's functional currency. Each entity in the Group determines its own functional currency and items included in the financial statements of each entity are measured using that functional currency. Foreign currency transactions recorded by the entities in the Group are initially recorded using their respective functional currency rates prevailing at the dates of the transactions. Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency rates of exchange ruling at the end of the reporting period. Differences arising on settlement or translation of monetary items are recognised in profit or loss.

Differences arising on settlement or translation of monetary items are recognised in profit or loss with the exception of monetary items that are designated as part of the hedge of the Group's net investment of a foreign operation. These are recognised in other comprehensive income until the net investment is disposed of, at which time the cumulative amount is reclassified to profit or loss. Tax charges and credits attributable to exchange differences on those monetary items are also recorded in other comprehensive income.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was measured. The gain or loss arising on translation of a non-monetary item measured at fair value is treated in line with the recognition of the gain or loss on change in fair value of the item (i.e., translation difference on the item whose fair value gain or loss is recognised in other comprehensive income or profit or loss is also recognised in other comprehensive income or profit or loss, respectively).

3. 主要會計政策概要(續)

外幣

該等財務報表乃以本公司的功能貨幣港元呈列。本集團內各實體釐定本身的功能貨幣，而計入各實體財務報表的項目乃以該功能貨幣計量。本集團實體錄得的外幣交易初步以交易日期的相關功能貨幣匯率記錄。以外幣計值的貨幣資產及負債，按報告期末的匯率換算為功能貨幣。結算或兌換貨幣項目產生的差額於損益確認。

結算或兌換貨幣項目產生的差額於損益確認，惟指定為本集團海外業務淨投資之對沖一部分的貨幣項目除外。該等貨幣項目乃於其他全面收入確認，直至出售淨投資，屆時累計金額會重新分類至損益。該等貨幣項目的匯兌差額應佔稅項支出及抵免亦計入其他全面收入。

以外幣按歷史成本計量的非貨幣項目，乃採用初步交易日期之匯率換算。以外幣按公平值計量的非貨幣項目，則採用計量公平值當日之匯率換算。兌換按公平值計量的非貨幣項目產生的盈虧的處理方法，與確認該項目的公平值變動產生的盈虧(即某項目的公平值盈虧於其他全面收入或損益確認，匯兌差額亦分別於其他全面收入或損益確認)一致。

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3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Foreign currencies (continued)

In determining the exchange rate on initial recognition of the related asset, expense or income on the derecognition of a non-monetary asset or non-monetary liability relating to an advance consideration, the date of initial transaction is the date on which the Group initially recognises the non-monetary asset or non-monetary liability arising from the advance consideration. If there are multiple payments or receipts in advance, the Group determines the transaction date for each payment or receipt of the advance consideration.

The functional currencies of certain overseas joint ventures are currencies other than the Hong Kong dollar. As at the end of the reporting period, the assets and liabilities of these entities are translated into Hong Kong dollars at the exchange rates prevailing at the end of the reporting period and their statements of profit or loss are translated into Hong Kong dollars at the weighted average exchange rates for the year.

The resulting exchange differences are recognised in other comprehensive income and accumulated in other reserve. On disposal of a foreign operation, the component of other comprehensive income relating to that particular foreign operation is recognised in profit or loss.

Any goodwill arising on the acquisition of a foreign operation and any fair value adjustments to the carrying amounts of assets and liabilities arising on acquisition are treated as assets and liabilities of the foreign operation and translated at the closing rate.

3. 主要會計政策概要(續)

外幣(續)

於釐定初始確認相關資產、終止確認非貨幣資產或與預付代價有關的非貨幣負債的開支或收入的匯率，初步交易日期乃本集團初步確認非貨幣資產或自預付代價產生的非貨幣負債之日。倘有多次付款或預先收款，本集團就預付代價的各次付款或收款釐定交易日期。

若干海外合營企業之功能貨幣為港元以外貨幣。於報告期末，該等實體的資產及負債按報告期末之匯率換算為港元，而其損益表乃按年內加權平均匯率換算為港元。

所得出匯兌差額於其他全面收入確認，並累計於其他儲備。出售海外業務時，有關該特定海外業務之其他全面收入組成部分在損益中確認。

任何因收購海外業務產生的商譽及任何因收購產生的資產及負債賬面值之公平值調整被視為海外業務的資產及負債，並按報告期末的匯率換算。

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4. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES 4. 主要會計判斷及估計

The preparation of the Group's financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and their accompanying disclosures, and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that could require a material adjustment to the carrying amounts of the assets or liabilities affected in the future.

Judgements

In the process of applying the Group's accounting policies, management has made the following judgements, apart from those involving estimations, which have the most significant effect on the amounts recognised in the financial statements:

Classification between investment properties and owner-occupied properties

The Group determines whether a property qualifies as an investment property, and has developed criteria in making that judgement. Investment property is a property held to earn rentals or for capital appreciation or both. Therefore, the Group considers whether a property generates cash flows largely independently of the other assets held by the Group. Some properties comprise a portion that is held to earn rentals or for capital appreciation and another portion that is held for use in the production or supply of goods or services or for administrative purposes. If these portions could be sold separately or leased out separately under a finance lease, the Group accounts for these portions separately. If the portions could not be sold separately, the property is an investment property only if an insignificant portion is held for use in the production or supply of goods or services or for administrative purposes. Judgement is made on an individual property basis to determine whether ancillary services are so significant that a property does not qualify as an investment property.

編製本集團的財務報表要求管理層作出會影響收入、開支、資產和負債的報告金額及其隨附披露以及對或然負債之披露的判斷、估計和假設。有關該等假設和估計的不確定性可能導致可能須於未來對受影響資產或負債的賬面值作出重大調整的結果。

判斷

於應用本集團會計政策之過程中，管理層已作出下列對財務報表所確認金額有最重大影響之判斷(涉及估計的判斷除外)：

投資物業及自用物業的分類

本集團確定一幢物業是否可列作投資物業，並已制定判斷之準則。投資物業乃持作賺取租金或資金增值或持作兩者之物業。因此，本集團考慮一幢物業在產生現金流量時，是否大都獨立於本集團所持有之其他資產。若干物業包括乃持作賺取租金或資本增值的部分，及持作生產或供貨或提供服務或作行政管理用途的部分。如該等部分能獨立出售或以融資租賃方式獨立出租，本集團將該等部分單獨入賬。如該等部分不能獨立出售，該物業僅在持作生產或供貨或提供服務或作行政管理用途佔極少部分時列作投資物業。本集團對各項物業作出判斷，以確定配套服務是否重要致使物業不符合投資物業的資格。

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4. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES (continued)

Estimation uncertainty

The key assumptions concerning the future and other key sources of estimation uncertainty at the end of the reporting period, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below.

Accounting for contract works

The Group's revenue from contract works is recognised over time using the output method and is measured in accordance with the progress towards complete satisfaction of the performance obligations. Budgeted contract costs are prepared by management on the basis of contract concluded with and/or quotations provided by major sub-contractors, suppliers or vendors involved from time to time, the experience of management and current market condition. The estimation of profitability of each project is dependent on the estimation of the total outcome of the contract, as well as the work done to date. The Group reviews and revises the estimates of contract costs to completion, variation orders and contract claims prepared for each contract as the contract progresses. Significant judgement is required in estimating contract costs to completion, variation works and contract claims which may have an impact to the total outcome of the contract and recognition of profit. Actual outcomes of total contract costs and total revenue may be higher or lower than that estimated at the end of the reporting period, which would affect the profit recognised in future years as an adjustment to the amounts recorded to date.

4. 主要會計判斷及估計(續)

估計的不確定性

下文描述可能引致資產負債之賬面值於下個財政年度須予以重大調整的重大風險的有關未來的主要假設，以及於報告期末存在之估計不確定性的其他主要來源。

合約工程的會計處理

本集團的合約工程收入隨時間使用產出法確認並根據完全履行履約責任之進度計量。預算合約成本由管理層以所訂立之合約為基準及／或主要分判商、供應商或不時參與的賣方提供的報價、管理層經驗及目前市況為基準編製。估算每個項目的盈利能力視乎所估計的合約總成果以及迄今已進行的工程。本集團在合約期間就各合約工程審查及修訂完工合約成本、工程變更訂單及合約索償之估計。於評估完工合約成本、變更工程及合約索償時，須作出重大判斷，從而可能對合約總成果及溢利確認造成影響。於報告期末之實際合約總成本及收入總額可能高於或低於估計，從而可能對於來年確認之溢利造成影響，作為迄今錄得金額之調整。

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4. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES (continued)

Estimation uncertainty (continued)

Recoverability of accounts receivable and contract assets

The policy for impairment of trade receivables and contract assets of the Group is based on the evaluation of collectability and ageing analysis of trade receivables and contract assets as well as other quantitative and qualitative information and on management's judgement and assessment of the forward-looking information. Significant judgement and estimates are required in assessing the ultimate realisation of these assets, based on the current creditworthiness, the past collection history and subsequent settlements of each customer. If the financial conditions of customers of the Group were to deteriorate, resulting in an impairment of their ability to make payments, additional provisions may be required. Further details are disclosed in notes 18, 19 and 35 to the financial statements.

5. OPERATING SEGMENT INFORMATION

For management purposes, the Group has only one reportable operating segment which is the contract works segment. The contract works segment engages in contract works, acting as a main contractor or sub-contractor, primarily in respect of building construction and RMAA works. Accordingly, no segment information is presented. Further details of the Group's revenue from building construction and RMAA works are set out in note 6 to the financial statements.

The Group's revenue from external customers was derived solely from its operations in Hong Kong and the non-current assets of the Group were all located in Hong Kong.

4. 主要會計判斷及估計(續)

估計的不確定性(續)

應收賬款及合約資產的可收回性

本集團應收賬款及合約資產的減值政策基於可收回性的評估及應收賬款及合約資產的賬齡分析以及其他定量及定性資料及管理層對前瞻性資料的判斷及評估。於評估此等資產的最終變現情況時，須基於每名客戶的現時信譽、過往追收歷史及其後還款情況作出重大判斷及估計。倘本集團客戶的財務狀況轉壞而導致其還款能力受損，則可能須作出額外撥備。進一步詳情於財務報表附註18、19及35中披露。

5. 經營分部資料

就管理而言，本集團僅有一個可匯報經營分部，即合約工程分部。合約工程分部從事合約工程，以總承建商或分判商的身份，主要涉及樓宇建築及RMAA工程。因此，概無呈列分部資料。有關本集團來自樓宇建築及RMAA工程的收入的進一步資料載於財務報表附註6。

本集團從外部客戶收入所得僅源自其於香港的業務，而本集團的非流動資產均位於香港。

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5. OPERATING SEGMENT INFORMATION (continued)

Information about major customers

Revenue from customers which accounted for 10% or more of the Group's revenue for the year, is set out below:

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Customer A	客戶甲	591,506	1,919,974
Customer B	客戶乙	414,551	N/A*
Customer C	客戶丙	340,045	327,339

* Less than 10% of the Group's revenue in the respective year.

Except for the aforesaid, no revenue from other single external customers accounted for 10% or more of the Group's revenue.

6. REVENUE, OTHER INCOME AND GAINS

All of the Group's revenue from construction services is recognised over time and an analysis of the Group's revenue is as follows:

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Revenue from contracts with customers	來自客戶合約之收入		
Contract works for building construction	樓宇建築合約工程	1,478,874	2,283,372
Contract works for RMAA works	RMAA工程合約工程	68,967	102,043
		1,547,841	2,385,415

主要客戶資料

估本集團年度收入10%或以上的客戶收入載列如下：

* 少於本集團相關年度收入的10%。

除上文所述者外，概無從其他單一外部客戶所產生的收入佔本集團收入10%或以上。

6. 收入、其他收入及收益

本集團所有來自建築服務之收入乃隨時間確認及本集團收入之分析如下：

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6. REVENUE, OTHER INCOME AND GAINS (continued)

Revenue from contracts with customers

Performance obligation

The performance obligation is satisfied over time as construction services are rendered and payment is generally due within 60 days from the date of issuance of payment certificate. A certain percentage of payment is retained by customers until the end of the retention period as the Group's entitlement to the final payment is conditional on the satisfaction of the service quality by the customers over a certain period as stipulated in the contracts.

Unsatisfied performance obligation related to construction contracts as at 31 March:

來自客戶合約之收入

履約責任

履約責任隨著提供建築服務而達成，付款通常於發出付款證明書日期起60日內到期。由於本集團獲取最終付款的權利取決於客戶在合約所指定時間內對服務質量的滿意度而定，故客戶會保留一定比例的付款直至保留期結束為止。

於三月三十一日與建築合約相關的未履行的履約責任：

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Amounts expected to be recognised as revenue:	預期於以下時間確認為收入的金額：		
Within one year	於一年內	2,108,248	1,504,331
After one year	於一年後	3,888,410	3,977,785
		5,996,658	5,482,116

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6. REVENUE, OTHER INCOME AND GAINS (continued)

Revenue from contracts with customers (continued)

Performance obligation (continued)

The amount of contract sum allocated to the remaining performance obligations which are expected to be recognised as revenue after one year relates to contract works, of which the performance obligations are to be satisfied within two to four years. All the other amounts of contract sum allocated to the remaining performance obligations are expected to be recognised as revenue within one year. The amounts disclosed above do not include variable consideration which is constrained.

An analysis of the Group's other income and gains is as follows:

6. 收入、其他收入及收益(續)

來自客戶合約之收入(續)

履約責任(續)

分配至預計將於一年後確認為收入的剩餘履約責任的合約總額與於兩至四年內完成履約責任的合約工程有關。所有其他分配至剩餘履約責任的合約總額預計於一年內確認為收入。上述披露的金額不包括受到限制的可變代價。

本集團的其他收入及收益的分析如下：

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Interest income	利息收入	10,658	5,885
Gain on disposal of items of property, plant and equipment	出售物業、機器及設備項目之收益	70	162
Gross rental income with fixed lease payments	有固定租賃付款的租金收入總額	2,314	7,357
Sundry income	雜項收入	898	645
		13,940	14,049

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7. PROFIT BEFORE TAX

The Group's profit before tax is arrived at after charging/
(crediting):

7. 除稅前溢利

本集團之除稅前溢利已扣除／(計入)下列各項：

		Notes 附註	2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Contract costs	合約成本		1,391,313	2,149,888
Provision for contract works, net*:	合約工程撥備淨額*：			
Additional provision	額外的撥備		10,577	320,444
Utilisation/reversal	使用／回撥		(185,119)	(54,389)
			(174,542)	266,055
Depreciation of owned assets*	自置資產的折舊*	14	1,823	26,982
Depreciation of right-of-use assets*	使用權資產的折舊*	14, 15(a)	29,202	-
Auditor's remuneration	核數師酬金		2,532	2,997
Employee benefit expense (excluding Directors' remuneration (note 9))*:	僱員福利開支(不包括 董事酬金(附註9))*：			
Wages and salaries	工資及薪金		186,730	193,910
Pension scheme contributions (defined contribution schemes)	退休金計劃供款 (界定供款計劃)		5,400	5,696
			192,130	199,606
Loss on derecognition of a building held for redevelopment**	終止確認持有作重新發展的一棟樓宇的損失**	14	40,588	-
Fair value loss on a derivative financial instrument	衍生金融工具的 公平值損失		21	186
Minimum lease payments under operating leases	支付最低的經營租賃租金		-	22,856
Lease payments not included in the measurement of lease liabilities*	不包括於租賃負債計量的 租賃付款*	15(c)	11,868	-
Government subsidies***	政府補助***		(753)	(544)

NOTES TO FINANCIAL STATEMENTS

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7. PROFIT BEFORE TAX (continued)

The Group's profit before tax is arrived at after charging/(crediting): (continued)

- * For the year ended 31 March 2020, depreciation of owned assets, depreciation of right-of-use assets, employee benefit expense, utilisation/reversal of provision for contract works and lease payments not included in the measurement of lease liabilities of nil (2019: HK\$1,181,000), HK\$4,338,000 (2019: Nil), HK\$185,288,000 (2019: HK\$196,195,000), HK\$174,542,000 (2019: provision of HK\$266,055,000) and HK\$11,428,000 (2019: Nil), respectively, are included in contract costs disclosed above.
- ** This item is included in the "Other expenses" on the face of the consolidated statement of profit or loss and other comprehensive income.
- *** Subsidies have been received from the Hong Kong Vocational Training Council and the Construction Industry Council, institutions established by the Government of the Hong Kong Special Administrative Region, for providing on-the-job training for graduate engineers and trainees, respectively. There were no unfulfilled conditions or contingencies relating to these subsidies.

8. FINANCE COSTS

An analysis of finance costs is as follows:

Interest on bank loans	銀行貸款的利息
Interest on lease liabilities	租賃負債的利息

7. 除稅前溢利(續)

本集團之除稅前溢利已扣除/(計入)下列各項:(續)

- * 截至二零二零年三月三十一日止年度,自置資產的折舊、使用權資產的折舊、僱員福利開支、使用/回撥合約工程撥備及不包括於租賃負債計量的租賃付款分別為無(二零一九年:1,181,000港元)、4,338,000港元(二零一九年:無)、185,288,000港元(二零一九年:196,195,000港元)、174,542,000港元(二零一九年:計提266,055,000港元)及11,428,000港元(二零一九年:無)已計入上文披露的合約成本。
- ** 此項目包括在綜合損益及其他全面收入表項下的「其他開支」內。
- *** 補助來自香港職業訓練局及建造業議會(香港特別行政區政府成立的機構,分別為已畢業的工程師及學徒提供在職培訓)。該等補助並無任何未達成條件或或然事項。

8. 財務費用

財務費用分析如下:

	2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Interest on bank loans	904	528
Interest on lease liabilities	416	-
	1,320	528

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9. DIRECTORS' REMUNERATION

Directors' remuneration for the year, disclosed pursuant to the Rules Governing the Listing of Securities on the Stock Exchange (the "Listing Rules"), section 383(1)(a), (b), (c) and (f) of the Hong Kong Companies Ordinance and Part 2 of the Companies (Disclosure of Information about Benefits of Directors) Regulation, is as follows:

9. 董事酬金

根據聯交所證券上市規則(「上市規則」、香港《公司條例》第383(1)(a)、(b)、(c)及(f)條以及公司(披露董事利益資料)規例第2部披露的本年度董事薪酬如下：

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Fees	袍金	432	432
Other emoluments:	其他薪酬：		
Salaries, allowances and benefits in kind	薪金、津貼及實物利益	12,238	11,961
Discretionary performance-related bonuses	酌情表現花紅	21,100	25,850
Pension scheme contributions (defined contribution schemes)	退休金計劃供款 (界定供款計劃)	106	108
		33,444	37,919
		33,876	38,351

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9. DIRECTORS' REMUNERATION (continued)

(a) Independent non-executive directors

The fees paid to independent non-executive directors during the year were as follows:

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Dr. Li Yok Sheung	李毓湘博士	144	144
Ms. Mak Suk Hing	麥淑卿女士	144	144
Ms. Leung Yuen Shan, Maisy	梁婉珊女士	144	144
		432	432

There were no other emoluments payable to the independent non-executive directors during the year (2019: Nil).

9. 董事酬金(續)

(a) 獨立非執行董事

於年度內支付予獨立非執行董事的袍金如下：

於本年度內，並無應付獨立非執行董事之其他酬金(二零一九年：無)。

(b) Executive directors

Year ended 31 March 2020	截至二零二零年 三月三十一日止年度	Salaries, Discretionary allowances and benefits performance-related bonuses Pension scheme				Total
		Fees in kind	in kind	bonuses	contributions	
		袍金	薪金、津貼及實物利益	酌情表現花紅	退休金計劃供款	合計
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
Mr. Ngai Chun Hung	魏振雄先生	-	3,772	12,500	18	16,290
Mr. Yau Kwok Fai	游國輝先生	-	1,132	2,400	18	3,550
Mr. Ip Yik Nam	葉亦楠先生	-	2,256	2,000	18	4,274
Mr. Yam Kui Hung*	任鉅鴻先生*	-	1,347	200	16	1,563
Mr. Lau Chi Fai, Daniel	劉志輝先生	-	2,050	2,000	18	4,068
Mr. Cheung Ho Yuen	張浩源先生	-	1,681	2,000	18	3,699
		-	12,238	21,100*	106	33,444

(b) 執行董事

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9. DIRECTORS' REMUNERATION (continued) (b) Executive directors (continued)

9. 董事酬金(續) (b) 執行董事(續)

Year ended 31 March 2019	截至二零一九年 三月三十一日止年度	Fees	Salaries, allowances and benefits in kind	Discretionary performance- related bonuses	Pension scheme contributions	Total
		袍金	薪金、津貼 及實物利益	酌情 表現花紅	退休金 計劃供款	合計
		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
Mr. Ngai Chun Hung	魏振雄先生	-	3,542	17,000	18	20,560
Mr. Yau Kwok Fai	游國輝先生	-	1,088	2,400	18	3,506
Mr. Ip Yik Nam	葉亦楠先生	-	2,242	2,650	18	4,910
Mr. Yam Kui Hung	任鉅鴻先生	-	1,473	200	18	1,691
Mr. Lau Chi Fai, Daniel	劉志輝先生	-	2,033	2,000	18	4,051
Mr. Cheung Ho Yuen	張浩源先生	-	1,583	1,600	18	3,201
		-	11,961	25,850*	108	37,919

* The discretionary performance-related bonuses paid to the executive directors of the Company during the year were determined based on the Group's operating performance for the preceding financial year.

* Mr. Yam Kui Hung has retired as an executive director of the Company with effect from 20 February 2020.

There was no arrangement under which a director waived or agreed to waive any remuneration during the year (2019: Nil).

* 於年內向本公司執行董事支付的酌情表現花紅乃基於本集團於上一財政年度的營運表現釐定。

* 任鉅鴻先生自二零二零年二月二十日起退任本公司執行董事。

年內概無董事放棄或同意放棄任何酬金的安排(二零一九年：無)。

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10. FIVE HIGHEST PAID EMPLOYEES

The five highest paid employees during the year included four (2019: four) directors, details of whose remuneration are set out in note 9 above. Details of the remuneration of the remaining one (2019: one) non-director, highest paid employee during the year are as follows:

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Salaries, allowances and benefits in kind	薪金、津貼及實物利益	1,750	1,679
Discretionary performance-related bonuses	酌情表現花紅	2,379	1,680
Pension scheme contributions	退休金計劃供款	18	18
		4,147	3,377

The number of non-director, highest paid employees whose remuneration fell within the following bands is as follows:

		Number of employees 僱員人數	
		2020 二零二零年	2019 二零一九年
HK\$3,000,001 to HK\$3,500,000	3,000,001港元至3,500,000港元	–	1
HK\$4,000,001 to HK\$4,500,000	4,000,001港元至4,500,000港元	1	–
		1	1

10. 五名最高薪酬僱員

於本年度內五名最高薪酬僱員包括四名(二零一九年：四名)董事，彼等之酬金詳情已載列於上文附註9。年內其餘一名(二零一九年：一名)非董事最高薪酬僱員之酬金詳情如下：

	2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Salaries, allowances and benefits in kind	1,750	1,679
Discretionary performance-related bonuses	2,379	1,680
Pension scheme contributions	18	18
	4,147	3,377

酬金屬下列等級的非董事最高薪酬僱員的人數如下：

		Number of employees 僱員人數	
		2020 二零二零年	2019 二零一九年
HK\$3,000,001 to HK\$3,500,000	3,000,001港元至3,500,000港元	–	1
HK\$4,000,001 to HK\$4,500,000	4,000,001港元至4,500,000港元	1	–
		1	1

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11. INCOME TAX

Pursuant to the rules and regulations of the Cayman Islands and the BVI, the Group is not subject to any income tax in the Cayman Islands and the BVI. Hong Kong profits tax has been provided at the rate of 16.5% (2019: 16.5%) on the estimated assessable profits arising in Hong Kong during the year.

11. 所得稅

根據開曼群島及英屬維爾京群島的規則及規例，本集團於開曼群島及英屬維爾京群島毋須繳納任何所得稅。香港利得稅乃根據本年度內在香​​港產生之估計應課稅溢利按稅率16.5% (二零一九年：16.5%) 作出撥備。

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Current – Hong Kong	當期 – 香港		
Charge for the year	本年度費用	16,254	29,222
Overprovision in prior years	過往年度超額撥備	(634)	–
Deferred (note 25)	遞延(附註25)	1	(220)
Total tax charge for the year	年度稅項開支總額	15,621	29,002

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11. INCOME TAX (continued)

A reconciliation of the tax expense applicable to profit before tax at the statutory rate for the jurisdiction in which the Company and the majority of its subsidiaries are domiciled to the tax expense at the effective tax rate is as follows:

11. 所得稅(續)

適用於利用本公司及其大部份附屬公司所在司法權區的法定稅率計算除稅前溢利之稅項開支與利用實際稅率計算稅項開支的對賬如下：

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Profit before tax	除稅前溢利	39,596	170,434
Tax at the Hong Kong tax rate of 16.5%	按香港稅率16.5%計算之稅項	6,533	28,122
Temporary difference not recognised	未確認之暫時差額	(4,089)	(624)
Profits and losses attributable to a joint venture	歸屬於合營企業的溢利及虧損	(219)	(359)
Income not subject to tax	毋須課稅收入	(1,371)	(971)
Expenses not deductible for tax	不可扣稅之開支	10,415	5,622
Tax losses not recognised	未確認之稅務虧損	5,037	749
Tax losses utilised from previous periods	動用過往期間的稅項虧損	(2)	(3,505)
Adjustments in respect of current tax of previous period	就過往期間即期稅項作出的調整	(634)	-
Others	其他	(49)	(32)
Tax charge at the Group's effective tax rate	本集團按實際稅率計算之稅項開支	15,621	29,002

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12. DIVIDENDS

12. 股息

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Proposed final – Nil (2019: HK4 cents per ordinary share)	建議宣派末期股息 – 無 (二零一九年：每股普通股4港仙)	–	80,000

The board did not recommend the payment of any final dividend for the year ended 31 March 2020.

董事會並不建議就截至二零二零年三月三十一日止年度派發任何末期股息。

13. EARNINGS PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE PARENT

The calculation of basic earnings per share is based on the profit for the year attributable to ordinary equity holders of the parent and the weighted average number of ordinary shares of 2,000,000,000 (2019: 2,000,000,000) in issue during the year.

The Group had no potentially dilutive ordinary shares in issue during the years ended 31 March 2020 and 2019.

13. 母公司普通權益持有者應佔每股盈利

每股基本盈利乃根據本年度母公司普通權益持有者應佔溢利及年度內已發行2,000,000,000股(二零一九年：2,000,000,000股)普通股之加權平均數計算。

於截至二零二零年及二零一九年三月三十一日止年度，本集團並無已發行具潛在攤薄影響的普通股。

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財務報表附註

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14. PROPERTY, PLANT AND EQUIPMENT

14. 物業、機器及設備

		Right-of-use assets 使用權資產				Owned assets/Assets held under finance leases 自置資產/根據融資租賃所持的資產						Total 合計
		Leasehold land	Office properties	Machinery	Total	Land and buildings/ Buildings	Leasehold improvements	Furniture, fixtures and office equipment	Motor vehicles	Computer equipment	Construction in progress	
		租賃土地 HK\$'000 千港元	辦公室 物業 HK\$'000 千港元	機器 HK\$'000 千港元	合計 HK\$'000 千港元	土地及 樓宇/ 樓宇 HK\$'000 千港元	租賃物業 裝修 HK\$'000 千港元	傢俬、 固定裝置及 辦公室設備 HK\$'000 千港元	車輛 HK\$'000 千港元	電腦設備 HK\$'000 千港元	在建工程 HK\$'000 千港元	合計 HK\$'000 千港元
31 March 2020	二零二零年三月三十一日											
At 31 March 2019:	於二零一九年 三月三十一日:											
Cost	成本	-	-	-	-	712,240	4,385	11,923	13,202	4,131	-	745,881
Accumulated depreciation	累計折舊	-	-	-	-	(23,887)	(4,051)	(11,300)	(12,634)	(3,924)	-	(55,796)
Net carrying amount	賬面淨值	-	-	-	-	688,353	334	623	568	207	-	690,085
Effect of adoption of HKFRS 16	採納香港財務報告準則 第16號之影響	644,909	-	-	644,909	(644,909)	-	-	-	-	-	-
At 1 April 2019 (restated)	於二零一九年 四月一日(經重列)	644,909	-	-	644,909	43,444	334	623	568	207	-	690,085
At 1 April 2019 (restated):	於二零一九年四月一日 (經重列):											
Cost	成本	644,909	-	-	644,909	44,952	4,385	11,923	13,202	4,131	-	78,593
Accumulated depreciation	累計折舊	-	-	-	-	(1,508)	(4,051)	(11,300)	(12,634)	(3,924)	-	(33,417)
Net carrying amount	賬面淨值	644,909	-	-	644,909	43,444	334	623	568	207	-	690,085
At 1 April 2019, net of accumulated depreciation (restated)	於二零一九年四月一日， 扣除累計折舊(經重列)	644,909	-	-	644,909	43,444	334	623	568	207	-	690,085
Additions	添置	-	4,984	18,809	23,793	-	-	-	-	-	3,226	27,019
Disposal	出售	-	-	-	-	-	-	-	-	-	-	-
Depreciation provided during the year (note 7)	年內折舊(附註7)	(22,599)	(2,265)	(4,338)	(29,202)	(1,153)	(122)	(289)	(179)	(80)	-	(31,025)
Stamp duty refund recoverable (note 29(a))	可收回印花稅退款 (附註29(a))	(25,276)	-	-	(25,276)	(1,703)	-	-	-	-	-	(26,979)
Loss on derecognition of a building held for redevelopment (note 7)	終止確認持有作重新發展的一棟樓宇的損失 (附註7)	-	-	-	-	(40,588)	-	-	-	-	-	(40,588)
At 31 March 2020, net of accumulated depreciation	於二零二零年 三月三十一日， 扣除累計折舊	597,034	2,719	14,471	614,224	-	212	334	389	127	3,226	618,512
At 31 March 2020:	於二零二零年 三月三十一日:											
Cost	成本	619,633	4,984	18,809	643,426	-	4,385	11,923	13,202	4,131	3,226	680,293
Accumulated depreciation	累計折舊	(22,599)	(2,265)	(4,338)	(29,202)	-	(4,173)	(11,589)	(12,813)	(4,004)	-	(61,781)
Net carrying amount	賬面淨值	597,034	2,719	14,471	614,224	-	212	334	389	127	3,226	618,512

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14. PROPERTY, PLANT AND EQUIPMENT 14. 物業、機器及設備 (續) (continued)

		Land and buildings	Leasehold improvements	Furniture, fixtures and office equipment	Motor vehicles	Computer equipment	Total
		土地及 樓宇	租賃物業 裝修	傢俬、 固定裝置及 辦公室設備	車輛	電腦設備	合計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元
31 March 2019	二零一九年三月三十一日						
At 1 April 2018:	於二零一八年四月一日：						
Cost	成本	-	4,385	11,507	13,590	4,044	33,526
Accumulated depreciation	累計折舊	-	(3,930)	(10,949)	(11,066)	(3,856)	(29,801)
Net carrying amount	賬面淨值	-	455	558	2,524	188	3,725
At 1 April 2018, net of accumulated depreciation	於二零一八年四月一日， 扣除累計折舊	-	455	558	2,524	188	3,725
Additions	添置	712,240	-	416	599	87	713,342
Depreciation provided during the year (note 7)	年內折舊(附註7)	(23,887)	(121)	(351)	(2,555)	(68)	(26,982)
At 31 March 2019, net of accumulated depreciation	於二零一九年三月三十一日， 扣除累計折舊	688,353	334	623	568	207	690,085
At 31 March 2019:	於二零一九年三月三十一日：						
Cost	成本	712,240	4,385	11,923	13,202	4,131	745,881
Accumulated depreciation	累計折舊	(23,887)	(4,051)	(11,300)	(12,634)	(3,924)	(55,796)
Net carrying amount	賬面淨值	688,353	334	623	568	207	690,085

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15. LEASES

The Group as a lessee

The Group has lease contracts for various items of leasehold land, office properties and machinery used in its operations. Lump sum payment was made upfront to acquire the leasehold land with a lease period of 50 years, and no ongoing payments will be made under the terms of this land lease. Leases of office properties generally have lease terms between 2 and 3 years, while leases of machinery generally have lease terms between 2 and 3 years. There are several lease contracts that include termination options which are further disclosed below.

(a) Right-of-use assets

The carrying amounts of the Group's right-of-use assets (included under property, plant and equipment) and the movements during the year are as follows:

15. 租賃

本集團作為承租人

本集團擁有經營中所用的租賃土地、辦公室物業及機器等多個項目的租賃合約。於收購租期為五十年的租賃土地時已提前作出一次性付款，而根據該等土地租賃的條款，將不會繼續支付任何款項。辦公室物業的租期通常介乎二至三年，機器的租期通常介乎二至三年。包括終止選擇權的多項租賃合約進一步披露如下：

(a) 使用權資產

本集團使用權資產(包括於物業、機器及設備項下)的賬面值及其年內變動如下：

		Leasehold land 租賃土地	Office properties 辦公室物業	Machinery 機器	Total 合計
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
As at 1 April 2019	於二零一九年 四月一日	644,909	-	-	644,909
Additions	添置	-	4,984	18,809	23,793
Stamp duty refund recoverable	可收回印花稅退款	(25,276)	-	-	(25,276)
Depreciation provided during the year	年內折舊	(22,599)	(2,265)	(4,338)	(29,202)
As at 31 March 2020	於二零二零年 三月三十一日	597,034	2,719	14,471	614,224

NOTES TO FINANCIAL STATEMENTS 財務報表附註

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15. LEASES (continued)

The Group as a lessee (continued)

(b) Lease liabilities

The carrying amount of lease liabilities (included under other payables and accruals) and the movements during the year are as follows:

		Lease liabilities 租賃負債 HK\$'000 千港元
Carrying amount at 1 April 2019	於二零一九年四月一日的賬面值	–
New leases	新租賃	23,793
Accretion of interest recognised during the year	年內已確認利息增幅	416
Payments	付款	(7,595)
<hr/>		
Carrying amount at 31 March 2020	於二零二零年三月三十一日的賬面值	16,614
<hr/>		
Analysed into:	分析為：	
Current portion	流動部分	9,898
Non-current portion	非流動部分	6,716
<hr/>		

The maturity analysis of lease liabilities is disclosed in note 35 to the financial statements.

租賃負債的到期日分析在財務報表附註35中披露。

(c) The amounts recognised in profit or loss in relation to leases are as follows:

(c) 於損益中確認的租賃相關金額如下：

		2020 二零二零年 HK\$'000 千港元
Interest on lease liabilities	租賃負債的利息	416
Depreciation charge of right-of-use assets	使用權資產的折舊開支	29,202
Expenses relating to short-term leases and other leases with remaining lease terms ended on or before 31 March 2020	短期租賃及餘下租期於二零二零年三月三十一日或之前完結的其他租賃相關的支出	11,868
<hr/>		
Total amount recognised in profit or loss	於損益中確認的總金額	41,486

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15. LEASES (continued)

The Group as a lessee (continued)

(d) The total cash outflow for leases are disclosed in note 29(c) to the financial statements.

(e) Termination options

The Group has several lease contracts that include termination options. These options are negotiated by management to provide flexibility in managing the leased-asset portfolio and they are aligned with the Group's business needs. Set out below are the undiscounted potential future rental payments relating to periods following the exercise date of termination options that are not included in the lease terms:

15. 租賃(續)

本集團作為承租人(續)

(d) 租賃的現金流出總額在財務報表附註 29(c)中披露。

(e) 終止選擇權

本集團數項租賃合約包括終止選擇權。管理層已就該等選擇權進行協商，以靈活管理租賃資產組合，並使其與本集團的業務需求一致。不包括於租期內與終止選擇權行使日期後的期間相關的未貼現潛在未來租金載列如下：

Termination options expected to be exercised

預計將行使的終止選擇權

2020
二零二零年
Payable within
five years
五年內
應付款項
HK\$'000
千港元

126

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15. LEASES (continued)

The Group as a lessor

The Group leases certain of its property, plant and equipment (note 14) under an operating lease arrangement, with a lease negotiated for terms ranging from one to three years. The terms of the lease require the tenant to pay security deposits and provide for periodic rent adjustments according to the then prevailing market conditions. Rental income recognised by the Group during the year was HK\$2,314,000 (2019: HK\$7,357,000), details of which are included in note 6 to financial statements.

At 31 March 2019, the undiscounted lease payments receivable by the Group in future periods under the non-cancellable operating lease with its tenant are as follows:

	2019 二零一九年 HK\$'000 千港元
Within one year	757

16. INVESTMENTS IN JOINT VENTURES

Share of net assets	應估資產淨值
Goodwill on acquisition	收購商譽

	2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
	44,106	59,544
	45,015	45,015
	89,121	104,559

The amount due to a joint venture included in the Group's current liabilities is unsecured, interest-free and is repayable on demand.

15. 租賃(續)

本集團作為出租人

本集團根據一項經營租賃安排出租若干物業、機器及設備(附註14)。經協商後，租期介乎一至三年。租賃條款要求租戶支付保證金，並訂明根據當前的市場狀況作出定期租金調整。本集團於年內確認的租金收入為2,314,000港元(二零一九年：7,357,000港元)，詳情載於財務報表附註6。

於二零一九年三月三十一日，本集團根據與其租戶訂立不可撤銷的經營租賃於未來期間應收的未貼現租賃付款如下：

16. 於合營企業的投資

計入本集團流動負債的應付一間合營企業款項乃無抵押、免息及按要求償還。

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31 March 2020 二零二零年三月三十一日

16. INVESTMENTS IN JOINT VENTURES 16. 於合營企業的投资(續)

(continued)

Particulars of the Group's material joint venture are as follows:

本集團主要合營企業的詳情如下：

Name	Particulars of issued shares held	Place of registration and business	Percentage of			Principal activities
			Ownership interest	Voting power	Profit sharing	
名稱	所持有的已發行股份詳情	註冊及業務地點	所有權	投票權	應佔溢利	主要業務
Gold Victory Resources Inc. (“Gold Victory”) (Note)	Registered capital of US\$2	BVI/Hong Kong	50	50	50	Investment holding
Gold Victory Resources Inc. (「Gold Victory」) (附註)	註冊資本 2美元	英屬維爾京群島／ 香港	50	50	50	投資控股

Note: As at 31 March 2020, Gold Victory and its subsidiaries (collectively, the “GV Group”) are principally engaged in the installation and trading of doors and furniture.

附註：於二零二零年三月三十一日，Gold Victory及其附屬公司(統稱「GV集團」)主要從事門及傢俬安裝及買賣。

The above investment is held indirectly by a subsidiary of the Company.

以上投資由本公司的一間附屬公司間接持有。

NOTES TO FINANCIAL STATEMENTS 財務報表附註

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16. INVESTMENTS IN JOINT VENTURES (continued) 16. 於合營企業的投資(續)

The following table illustrates the summarised financial information in respect of the GV Group, adjusted for any differences in accounting policies and reconciled to the carrying amount in the financial statements:

下表闡述GV集團的財務資料摘要，已就會計政策的任何差異予以調整，以及對賬至財務報表的賬面值：

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Cash and cash equivalents	現金及現金等值物	12,706	19,351
Other current assets	其他流動資產	74,981	95,335
Current assets	流動資產	87,687	114,686
Non-current assets	非流動資產	11,555	26,415
Current liabilities	流動負債	(10,028)	(19,476)
Non-current liabilities	非流動負債	(1,002)	(2,537)
Net assets	資產淨值	88,212	119,088
		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Reconciliation to the Group's interest in the GV Group:	與本集團於GV集團的權益的對賬：		
Proportion of the Group's ownership	本集團擁有權比例	50%	50%
Group's share of net assets	本集團應佔資產淨值	44,106	59,544
Goodwill on acquisition	收購商譽	45,015	45,015
Carrying amount of the investment	投資的賬面值	89,121	104,559

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16. INVESTMENTS IN JOINT VENTURES 16. 於合營企業的投資(續) (continued)

		Year ended 31 March 2020 截至 二零二零年 三月三十一日 止年度 HK\$'000 千港元	Period from 1 December 2018 to 31 March 2019 二零一八年 十二月一日至 二零一九年三月 三十一日期間 HK\$'000 千港元
Revenue	收入	120,099	58,924
Depreciation and amortisation	折舊及攤銷	(10,591)	(6,335)
Tax credit/(expense)	稅務抵免/(開支)	329	(971)
Profit and total comprehensive income/(loss) for the year/period	年/期內溢利及全面收入/ (損失)總額	(876)	7,879
Other comprehensive income/(loss)	其他全面收入/(損失)	(3,532)	3,532

17. JOINT OPERATION

Particulars of the Group's material joint operation are as follows:

17. 合營業務

本集團重大合營業務的詳情如下：

Name 名稱	Form of business structure 業務結構形式	Place of registration and business 註冊及業務地點	Percentage of attributable interest of the Group 本集團權益應佔百分比		Principal activities 主要業務
			2020 二零二零年 %	2019 二零一九年 %	
Paul Y. – Able Joint Venture	Body unincorporate	Hong Kong	30	30	Provision of construction services
保華－安保聯營	非法人團體	香港	30	30	提供建築服務

Note: The Group's attributable interest is less than 50% in this body unincorporate. However, under the joint venture agreement, the joint operators have contractually agreed the sharing of control over the relevant activities of this body unincorporate, hence this body unincorporate is jointly controlled by the Group and the other joint operator. Furthermore, the relevant joint venture agreement specifies that the Group and the other party to the joint arrangement have rights to the assets and obligations to the liabilities relating to the joint arrangement, therefore this body unincorporate is classified as a joint operation.

附註：本集團於該非法人團體應佔權益少於50%。然而，根據合營協議，合營方已以合約方式協定分佔此非法人團體相關活動的控制權，故此非法人團體由本集團及其他合營方共同控制。此外，相關合營協議訂明本集團及合營安排的其他各方對合營安排所涉及資產及負債享有權利及負有義務，故此非法人團體分類為合營業務。

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18. ACCOUNTS RECEIVABLE

Accounts receivable represented receivables for contract works. The payment terms of contract works receivables are stipulated in the relevant contracts and the payments are normally due within 60 days from the date of issuance of the payment certificate.

The Group assigned its financial benefits under certain contract works to secure certain general banking facilities granted to the Group, and as at 31 March 2020, the aggregate amount of accounts receivable related to such contract works pledged to secure the relevant banking facilities was HK\$130,653,000 (2019: HK\$21,963,000).

An ageing analysis of accounts receivable as at the end of the reporting period, based on the payment certificate date, is as follows:

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Current to three months	即期至三個月	192,395	101,754
Four to six months	四至六個月	-	65
Over six months	超過六個月	8,877	8,207
		201,272	110,026

Details of ECLs are disclosed in note 35 to the financial statements.

18. 應收賬款

應收賬款指合約工程應收款項。合約工程應收款項的支付條款於有關合約訂明，而付款通常於發出付款證明書日期起60日內到期。

本集團出讓其於若干合約工程的財務利益，以擔保授予本集團的若干一般銀行融資。於二零二零年三月三十一日，與相關合約工程有關而予以質押作為有關銀行融資擔保的應收賬款總值130,653,000港元(二零一九年：21,963,000港元)。

於報告期末，應收賬款按付款證明書日期的賬齡分析如下：

預期信貸損失之詳情在財務報表附註35中披露。

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財務報表附註

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19. CONTRACT ASSETS

19. 合約資產

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Contract assets arising from construction contracts:	建築合約產生的合約資產：		
Unbilled revenue	未開發票收入	50,538	57,742
Retention receivables	應收保證金	168,307	162,418
		218,845	220,160

The movements of contract assets are as follows:

合約資產的變動如下：

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
At beginning of the year	於年初	220,160	244,348
Addition in contract assets	合約資產增加	99,562	59,948
Transfers to accounts receivable	轉移至應收賬款	(100,877)	(84,136)
		218,845	220,160

Unbilled revenue included in contract assets represents the Group's right to receive consideration for the work completed and not yet certified by customers because the rights are conditional upon the quality and quantity check by the customers on the construction work completed by the Group and the work is pending for the certification by the customers. Contract assets regarding unbilled revenue are transferred to accounts receivable when the rights become unconditional, which is typically at the time the Group obtains the certification of the completed construction work from the customers.

計入合約資產的未開發票收入指本集團就已竣工但未經客戶核定的工程收取代價的權利，因有關權利視乎客戶就本集團完成的建築工程所進行的質量及數量檢查，且工程正待客戶核定。當有關權利成為無條件（一般為本集團自客戶取得已竣工建築工程的證明的時候），與未開發票收入相關的合約資產會轉移至應收賬款。

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19. CONTRACT ASSETS (continued)

Retention receivables included in contract assets represents the Group's right to consideration for the work performed but not yet collectible because the rights are conditional on the satisfaction of the service quality by the customers over a certain period as stipulated in the contracts. Contract assets regarding retention receivables are transferred to the accounts receivable when the rights become unconditional, which is typically at the expiry date of the period for the provision of assurance by the Group on the service quality of the construction work performed by the Group.

The decrease in contract assets as at 31 March 2020 was mainly due to the transfer of contract assets to accounts receivable during the year.

Among the above contract assets, HK\$87,688,000 as at 31 March 2020 (2019: HK\$88,702,000) are expected to be recovered after twelve months from the end of the reporting period.

Details of ECLs are disclosed in note 35 to the financial statements.

The Group assigned its financial benefits under certain contract works to secure certain general banking facilities granted to the Group, and as at 31 March 2020, the aggregate amount of unbilled revenue and retention receivables related to such contract works pledged to secure the relevant banking facilities were HK\$43,824,000 (2019: HK\$23,255,000) and HK\$103,575,000 (2019: HK\$57,871,000), respectively.

19. 合約資產(續)

計入合約資產的應收保證金指本集團就已施工但未收取的代價的權利，因有關權利視乎客戶於合約訂明的若干期間內符合的服務質量。當有關權利成為無條件（一般為本集團就已施工的建築工程的服務質量提供保證期間的屆滿日），與應收保證金相關的合約資產會轉移至應收賬款。

合約資產於二零二零年三月三十一日減少，主要由於年內轉移合約資產至應收賬款。

於二零二零年三月三十一日，於上述合約資產中的87,688,000港元（二零一九年：88,702,000港元）預期自報告期末起12個月後收回。

預期信貸損失的詳情於財務報表附註35披露。

本集團出讓其於若干合約工程的財務利益，以擔保授予本集團的若干一般銀行融資。於二零二零年三月三十一日，與相關合約工程有關而予以質押作為有關銀行融資擔保的未開發票收入及應收保證金分別總值43,824,000港元（二零一九年：23,255,000港元）及103,575,000港元（二零一九年：57,871,000港元）。

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20. PREPAYMENTS, OTHER RECEIVABLES AND OTHER ASSETS 20. 預付款項、其他應收款及其他資產

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Prepayments	預付款項	26,389	14,903
Deposits and other receivables	按金及其他應收款	31,999	8,496
		58,388	23,399

None of the above assets is either past due or impaired. The financial assets included in the above balances relate to receivables for which there was no recent history of default.

Details of ECLs are disclosed in note 35 to the financial statements.

上述資產均概無逾期或減值。計入上述結餘的金融資產與無近期違約紀錄的應收款相關。

預期信貸損失的詳情於財務報表附註35披露。

21. CASH AND CASH EQUIVALENTS AND RESTRICTED CASH 21. 現金及現金等值物以及受限制現金

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Cash and bank balances	現金及銀行結餘	276,645	526,837
Time deposits	定期存款	450,000	370,000
		726,645	896,837
Less: Restricted cash (note)	減：受限制現金(附註)	(110,000)	-
Cash and cash equivalents	現金及現金等值物	616,645	896,837

Note: As at 31 March 2020, bank deposits amounting to HK\$110,000,000 were placed as guaranteed deposit for the performance bond issued by the relevant bank in relation to a construction project of the Group and such deposits will be released upon the completion of the relevant project.

附註：於二零二零年三月三十一日，110,000,000港元的銀行存款存放於相關銀行作為該銀行就本集團一項建築項目開出的履約保證金的保證存款，有關存款將於相關項目完成後解除。

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21. CASH AND CASH EQUIVALENTS AND RESTRICTED CASH (continued)

Cash at banks earns interest at floating rates based on daily bank deposit rates. Short term time deposits are made for varying periods of between one day and twelve months depending on the immediate cash requirements of the Group, and earn interest at the respective short term time deposit rates. The bank balances and time deposits are deposited with banks with high credit ratings and no recent history of default.

22. ACCOUNTS PAYABLE

An ageing analysis of the accounts payable as at the end of the reporting period, based on the invoice date or the payment certificate date, is as follows:

Current to three months	即期至三個月
Four to six months	四至六個月
Over six months	超過六個月

At 31 March 2020, retention payables included in accounts payable amounted to HK\$144,927,000 (2019: HK\$172,663,000), which are non-interest-bearing and normally settled within terms ranging from one to four years.

Other than retention payables, accounts payable are non-interest-bearing and are normally settled within 60 days from the date of invoice or payment certificate date.

21. 現金及現金等值物以及受限制現金 (續)

銀行現金按根據每日銀行存款利率釐定的浮動利率賺取利息。短期定期存款的期間不定，由一天至十二個月不等，視乎本集團的即時現金需要，並按各短期定期存款利率賺取利息。銀行結餘及定期存款乃存放在高信用評級且並無近期違約記錄的銀行。

22. 應付賬款

於報告期末按發票日期或付款證明書日期的應付賬款賬齡分析如下：

	2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Current to three months	131,069	124,092
Four to six months	34,940	6,385
Over six months	148,927	202,454
	314,936	332,931

於二零二零年三月三十一日，應付賬款包含應付保證金144,927,000港元(二零一九年：172,663,000港元)，其為不計息及一般結算期介乎一至四年。

除應付保證金外，應付賬款並不計息及一般自發票日期或付款證明書日期起60天內清償。

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23. OTHER PAYABLES AND ACCRUALS

23. 其他應付款及應計費用

		Notes 附註	2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Provision for contract works	合約工程撥備		188,037	362,579
Other payables	其他應付款	(a)	22,830	21,900
Accruals	應計費用		1,469	1,605
Lease liabilities	租賃負債	15(b)	16,614	–
			228,950	386,084
Non-current portion	非流動部分	15(b)	(6,716)	–
Current portion	流動部分		222,234	386,084

Note:

(a) Other payables are non-interest-bearing and are expected to be settled within one year.

附註：

(a) 其他應付款為免息，並預期在一年內清償。

24. INTEREST-BEARING BANK LOANS

Interest-bearing bank loans of the Group are all repayable on demand and within one year and are analysed as follows:

24. 計息銀行貸款

本集團須於要求時及一年內償還的計息銀行貸款分析如下：

			2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Bank loans – secured and at floating rates	銀行貸款－有抵押及 按浮動利率計算利息		121,517	377

The interest rates of the Group's bank loans are primarily repriced every month based on HIBOR changes.

本集團銀行貸款的利率主要根據香港銀行同業拆息變動而每個月重新定價。

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24. INTEREST-BEARING BANK LOANS (continued)

As at 31 March 2020, the Group's secured bank loans and banking facilities are secured by the assignment of the Group's financial benefits under certain contract work, which include accounts receivable, unbilled revenue and retention receivables of HK\$130,653,000 (2019: HK\$21,963,000), HK\$43,824,000 (2019: HK\$23,255,000) and HK\$103,575,000 (2019: HK\$57,871,000), respectively.

In addition, as at 31 March 2020, the Group's bank loans with an aggregate carrying amounts of HK\$121,517,000 (2019: Nil) were secured by certain deposits accounts maintained with the relevant banks as continuing security for the obligations of the Group.

The Group's bank loans are all denominated in Hong Kong dollars.

25. DEFERRED TAX

The movements in deferred tax liabilities and assets during the year are as follows:

Deferred tax liabilities

		Depreciation allowance in excess of related depreciation 超過相關折舊的折舊免稅額 HK\$'000 千港元
At 1 April 2018	於二零一八年四月一日	43
Deferred tax credited to profit or loss during the year (note 11)	年內計入損益的遞延稅項(附註11)	(43)
At 31 March 2019, 1 April 2019 and 31 March 2020	於二零一九年三月三十一日、二零一九年四月一日及二零二零年三月三十一日	-

24. 計息銀行貸款(續)

於二零二零年三月三十一日，本集團的有抵押銀行貸款及銀行融資以轉讓本集團若干合約工程的財務利益(當中包括應收賬款、未開發票收入及應收保證金分別為130,653,000港元(二零一九年：21,963,000港元)、43,824,000港元(二零一九年：23,255,000港元)及103,575,000港元(二零一九年：57,871,000港元))作抵押。

此外，於二零二零年三月三十一日，本集團的銀行貸款賬面總值121,517,000港元(二零一九年：無)以本集團於相關銀行持有的若干存款賬戶作為本集團對該等責任的持續抵押品。

本集團的銀行貸款均以港元計值。

25. 遞延稅項

年內遞延稅項負債及資產的變動如下：

遞延稅項負債

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25. DEFERRED TAX (continued)

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

Deferred tax assets

		Depreciation in excess of related depreciation allowance 超過相關折舊 撥備的折舊 HK\$'000 千港元
At 1 April 2018	於二零一八年四月一日	41
Deferred tax credited to profit or loss during the year (note 11)	年內計入損益的遞延稅項(附註11)	177
At 31 March 2019 and 1 April 2019	於二零一九年三月三十一日及 二零一九年四月一日	218
Deferred tax charged to profit or loss during the year (note 11)	年內自損益扣除的遞延稅項(附註11)	(1)
At 31 March 2020	於二零二零年三月三十一日	217

The Group has tax losses arising in Hong Kong of HK\$36,403,000 (2019: HK\$5,890,000). Subject to the final assessment of the Hong Kong Inland Revenue Department, these tax losses are available indefinitely for offsetting against future taxable profits of the companies in which the losses arose. Deferred tax assets have not been recognised in respect of these losses, as it is not considered probable that the relevant subsidiaries would have sufficient future taxable profits to utilise such amount.

At 31 March 2020 and 2019, there was no significant unrecognised deferred tax liability for taxes that would be payable on the unremitted earnings of certain of the Group's subsidiaries or joint ventures as the Group has no liability to additional tax should such amounts be remitted.

There are no income tax consequences attaching to the payment of dividends by the Company to its shareholders.

25. 遞延稅項(續)

年內遞延稅項負債及資產的變動如下：(續)

遞延稅項資產

Depreciation in
excess of related
depreciation
allowance
超過相關折舊
撥備的折舊
HK\$'000
千港元

於二零一八年四月一日 41

年內計入損益的遞延稅項(附註11) 177

於二零一九年三月三十一日及
二零一九年四月一日 218

年內自損益扣除的遞延稅項(附註11) (1)

於二零二零年三月三十一日 217

本集團於香港產生的稅項虧損為36,403,000港元(二零一九年：5,890,000港元)。待香港稅務局最後評稅後，此等稅項虧損可供無限期抵銷產生虧損的公司的未來應課稅溢利。由於不認為相關附屬公司可能於未來有足夠應課稅溢利抵銷該金額，故並無就該等虧損確認遞延稅項資產。

於二零二零年及二零一九年三月三十一日，本集團若干附屬公司或合營企業的未匯出盈利的應付稅項並無重大未確認遞延稅項負債，原因為匯出該等款項不會致使本集團產生額外的稅項負債。

本公司向其股東支付股息不會產生所得稅影響。

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26. SHARE CAPITAL

26. 股本

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Authorised: 10,000,000,000 ordinary shares of HK\$0.01 each	法定： 10,000,000,000股 每股面值0.01港元之普通股	100,000	100,000
Issued and fully paid: 2,000,000,000 ordinary shares of HK\$0.01 each	已發行及繳足： 2,000,000,000股 每股面值0.01港元之普通股	20,000	20,000

There was no movement in the Company's share capital during the year.

年內本公司股本概無變動。

27. SHARE OPTION SCHEME

Pursuant to a resolution of the Company passed on 31 August 2018, the Company has adopted a share option scheme (the "Scheme") for the purpose of providing incentives and rewards to eligible participants who contribute to the success of the Group's operations. Eligible participants of the Scheme include any directors (including executive directors, non-executive directors and independent non-executive directors) and full-time employees of any member of the Group and the Remaining Vantage Group. The Scheme became effective on 31 August 2018 and, unless otherwise cancelled or amended, will remain in force for 10 years from that date. Pursuant to the Scheme and subject to shareholders' approval, the maximum number of shares in respect of which options may be granted under the Scheme is such a number of shares representing 10% of the issued share capital of the Company at the date of the shareholders' approval (excluding for this purpose any share options which have been previously granted (including those outstanding, cancelled, lapsed or exercised) pursuant to the Scheme and any other scheme).

27. 購股權計劃

根據本公司於二零一八年八月三十一日通過的決議案，本公司已採納購股權計劃（「該計劃」），以提供獎勵及獎賞予對本集團成功經營作出貢獻的合資格參與人士。該計劃的合資格參與人士包括任何董事（包括執行董事、非執行董事及獨立非執行董事）及本集團及餘下盈信集團任何成員公司的全職僱員。該計劃已於二零一八年八月三十一日生效，除另有註銷或修訂者外，將於該日期起計十年內持續生效。根據該計劃並視乎股東批准而定，就根據該計劃可能授出購股權的股份數目上限為佔本公司於股東批准當日的已發行股本10%的該等股份數目（就此目的不包括根據該計劃及任何其他計劃於先前已授出的任何購股權（包括尚未行使、已註銷、已失效或已行使的購股權））。

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27. SHARE OPTION SCHEME (continued)

The maximum number of unexercised share options currently permitted to be granted under the Scheme is an amount equivalent, upon their exercise, to 10% of the total number of shares of the Company in issue as at the date when the Scheme was approved by the shareholders of the Company in a general meeting. The maximum number of shares issuable under share options to each eligible participant in the Scheme within any 12-month period is limited to 1% of the shares of the Company in issue at any time. Any further grant of share options in excess of this limit is subject to shareholders' approval in a general meeting.

Share options granted to directors, officers or substantial shareholders of the Company, or to any of their associates, are subject to approval in advance by the independent non-executive directors. In addition, any share options granted to a substantial shareholder or an independent non-executive Director of the Company, or to any of their associates, in excess of 0.1% of the shares of the Company in issue at any time and with an aggregate value (based on the price of the Company's shares at the date of grant) in excess of HK\$5 million, within any 12-month period, are subject to shareholders' approval in advance in a general meeting.

The offer of a grant of share options may be accepted within 14 days from the date of offer, upon payment of a nominal consideration of HK\$1 in total by the grantee. The exercise period of the share options granted is determinable by the directors and ends on a date which is not later than 10 years from the date of offer of the share options.

27. 購股權計劃(續)

現時獲准根據該計劃予以授出且並未獲行使購股權的數目上限相等於(於行使後)本公司於該計劃由本公司股東於股東大會上批准當日已發行股份總數的10%。於任何12個月期間，根據授予該計劃每名合資格參與人士的購股權可發行股份數目上限乃限於本公司於任何時間已發行股份的1%。任何進一步授出超過此限額的購股權須獲股東於股東大會上批准。

授予本公司董事、高級職員或主要股東(或任何彼等的聯繫人)的購股權須事先獲獨立非執行董事批准。此外，於任何12個月期間內，任何授予本公司主要股東或獨立非執行董事(或任何彼等的聯繫人)的任何購股權超過本公司於任何時間已發行股份的0.1%及總值(以本公司股份於授出日期的價格為準)超過5百萬港元，須事先獲股東於股東大會上批准。

承授人支付合共1港元的名義代價後，授出購股權之要約可於要約日期起14天內獲接納。授出購股權的行使期可由董事釐定，並不遲於購股權要約日期起計十年內之日期結束。

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27. SHARE OPTION SCHEME (continued)

The exercise price of the share options is determinable by the directors, but should not be less than the highest of (i) the closing price of the shares of the Company as stated in the Stock Exchange daily quotation sheets on the date of grant of the share options; (ii) the average closing price of the shares of the Company as stated in the Stock Exchange for the five trading days immediately preceding the date of the offer; and (iii) the nominal value of the shares of the Company.

Share options do not confer rights on the holders to dividends or to vote at shareholders' meetings.

No option was granted from the date of adoption of the Scheme up to the date of approval of these consolidated financial statements.

28. RESERVES

(a) Group

The amounts of the Group's reserves and the movements therein for the current and prior years are presented in the consolidated statement of changes in equity.

(b) Capital reserve

The Group's capital reserve represents the difference between the nominal value of the shares and the share premium account of the subsidiaries acquired pursuant to the Group reorganisation prior to the listing of the Company's shares and the consideration in exchange therefor.

(c) Other reserve

Other reserve represents the Group's share of exchange fluctuation reserve of its joint ventures.

27. 購股權計劃(續)

購股權的行使價可由董事釐定，惟不得少於以下最高者(i)本公司股份於購股權授出日期於聯交所日報表所報收市價；(ii)本公司股份於緊接要約日期前五個交易日於聯交所所報平均收市價；及(iii)本公司股份面值。

購股權並無賦予持有人收取股息或於股東大會上投票之權利。

自該計劃採納日期起至批准該等綜合財務報表之日期，概無授出任何購股權。

28. 儲備

(a) 本集團

本集團於本年度及過往年度的儲備及其變動金額於綜合權益變動表中呈列。

(b) 資本儲備

本集團的資本儲備指本集團附屬公司於本公司股份上市前根據本集團重組而獲得的股份面值及股份溢價賬與本集團就上市而付出的代價之差額。

(c) 其他儲備

其他儲備指本集團應佔合營企業的匯兌波動儲備。

NOTES TO FINANCIAL STATEMENTS 財務報表附註

31 March 2020 二零二零年三月三十一日

29. NOTES TO THE CONSOLIDATED STATEMENT OF CASH FLOWS

(a) Major non-cash transactions

- (i) During the year, the Group had non-cash additions to right-of-use assets and lease liabilities of HK\$23,793,000 and HK\$23,793,000, respectively, in respect of lease arrangements for office properties and machinery included in property, plant and equipment.
- (ii) During the year, the Group was entitled to a stamp duty refund with an aggregate amount of HK\$26,979,000 which is recoverable from the Hong Kong Inland Revenue Department upon the approval for the demolition of the relevant building and such amount was reclassified from property, plant and equipment to other receivables.

(b) Changes in liabilities arising from financing activities 2020

(a) 主要的非現金交易

- (i) 於年內，本集團就計入物業、機器及設備的辦公室物業及機器的租賃安排分別有非現金添置使用權資產23,793,000港元及租賃負債23,793,000港元。
- (ii) 於年內，本集團有權於相關樓宇的拆卸工程獲得批准後自香港稅務局收回印花稅退款，總金額為26,979,000港元。有關金額自物業、機器及設備重新分類至其他應收款。

(b) 融資活動所產生的負債變動

二零二零年

		Lease liabilities 租賃負債 HK\$'000 千港元	Interest-bearing bank loans 計息銀行貸款 HK\$'000 千港元
At 1 April 2019	於二零一九年四月一日	-	377
Changes from financing cash flows	融資現金流量變動	(7,179)	121,140
New leases	新租賃	23,793	-
Interest expenses	利息開支	416	-
Interest paid classified as operating cash flows	分類為經營現金流量的已付利息	(416)	-
At 31 March 2020	於二零二零年三月三十一日	16,614	121,517

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31 March 2020 二零二零年三月三十一日

29. NOTES TO THE CONSOLIDATED STATEMENT OF CASH FLOWS (continued)

(b) Changes in liabilities arising from financing activities (continued)
2019

29. 綜合現金流量表附註(續)

(b) 融資活動所產生的負債變動(續)
二零一九年

		Interest-bearing bank loans 計息銀行貸款 HK\$'000 千港元
At 1 April 2018	於二零一八年四月一日	-
Changes from financing cash flows	融資現金流量變動	377
At 31 March 2019	於二零一九年三月三十一日	377

(c) Total cash outflow for leases

The total cash outflow for leases included in the consolidated statement of cash flows is as follows:

(c) 租賃的總現金流出

計入綜合現金流量表租賃的總現金流出如下：

		2020 二零二零年 HK\$'000 千港元
Within operating activities	經營活動內	12,284
Within financing activities	融資活動內	7,179
		19,463

NOTES TO FINANCIAL STATEMENTS 財務報表附註

31 March 2020 二零二零年三月三十一日

30. CONTINGENT LIABILITIES

(a) As at 31 March 2020, the guarantees given by the Group to certain banks in respect of performance bonds in favour of certain customers of contract works amounted to HK\$201,348,000 (2019: HK\$278,485,000).

(b) Claims

(i) *Personal injuries*

In the ordinary course of the Group's construction business, the Group has been subject to a number of claims due to personal injuries suffered by employees of the Group or the Group's sub-contractors in accidents arising out of and in the course of their employment. The Directors are of the opinion that such claims are well covered by insurance and would not result in any material adverse impact on the financial position or results and operations of the Group.

(ii) *Sub-contractors' claims*

In the ordinary course of the Group's construction business, the Group has been subject to various claims from sub-contractors from time to time. Provision would be made for claims when management assessed and can reasonably estimate the probable outcome of the claims. No provision would be made for claims when the claims cannot be reasonably estimated or management believes that the probability of loss is remote.

30. 或然負債

(a) 於二零二零年三月三十一日，本集團就給予合約工程的若干客戶履約保證金而給予若干銀行的擔保為201,348,000港元（二零一九年：278,485,000港元）。

(b) 索償

(i) *人身意外*

在本集團之日常建造業務過程中，本集團或本集團之分判商之僱員因受僱期間遭遇意外以致受傷而向本集團索償。董事認為有關索償屬於保險之受保範圍，故有關索償不會對本集團之財務狀況或業績及經營構成任何重大負面影響。

(ii) *分判商索償*

在本集團之日常建造業務過程中，分判商不時向本集團提出各種索償。當管理層作出評估並能合理估計索償的可能結果時，將預提索償金額。如果無法合理估算索償金額或管理層相信損失的可能性很小，則不會預提索償金額。

NOTES TO FINANCIAL STATEMENTS 財務報表附註

31 March 2020 二零二零年三月三十一日

31. COMMITMENTS

- (a) The Group had the following capital commitments at the end of the reporting period:

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Contracted, but not provided for:	已訂約但未撥備：		
Buildings	樓宇	1,904	-

31. 承擔

- (a) 本集團於報告期末的資本承擔如下：

(b) Operating lease commitments as at 31 March 2019

The Group leased certain of its office properties under operating lease arrangements. Leases for properties were negotiated for terms ranging from one to three years.

At 31 March 2019, the Group had total future minimum lease payments under non-cancellable operating leases falling due as follows:

Within one year

(b) 於二零一九年三月三十一日之經營租賃承擔

本集團根據經營租賃安排租賃若干辦公室物業。經協商後，物業租賃的租期介乎一至三年。

於二零一九年三月三十一日，本集團根據不可撤銷經營租賃的未來最低租賃應付款項總額如下：

一年內

2019
二零一九年
HK\$'000
千港元

814

NOTES TO FINANCIAL STATEMENTS

財務報表附註

31 March 2020 二零二零年三月三十一日

32. RELATED PARTY TRANSACTIONS

- (a) In addition to the transactions and balances detailed elsewhere in the financial statements, the Group had the following transactions with a related party during the year:

		Note	2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Rental payment to the Remaining Vantage Group	向餘下盈信集團支付的租金	(i)	2,780	2,640
Contract revenue from the Remaining Vantage Group	自餘下盈信集團所得的合約收入	(i)	1,958	—

Note:

- (i) These transactions were conducted on terms and conditions mutually agreed between the relevant parties.

The Directors are of the opinion that those related party transactions were conducted in the ordinary course of business of the Group.

- (b) Compensation of key management personnel of the Group

			2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Short term employee benefits	短期僱員福利		11,496	10,432
Post-employment benefits	離職後福利		74	90
Total compensation paid to key management personnel	支付予主要管理人員的總補償		11,570	10,522

Further details of directors' emoluments are included in note 9 to the financial statements.

32. 關連方交易

- (a) 除財務報表其他地方所詳述之交易及結餘外，本集團於本年度曾與關連方進行下列交易：

	Note	2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Rental payment to the Remaining Vantage Group	(i)	2,780	2,640
Contract revenue from the Remaining Vantage Group	(i)	1,958	—

附註：

- (i) 該等交易乃按相關訂約方互相協定的條款及條件進行。

董事認為，該等關連方交易乃於本集團日常業務過程中進行。

- (b) 本集團主要管理人員的補償

			2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Short term employee benefits	短期僱員福利		11,496	10,432
Post-employment benefits	離職後福利		74	90
Total compensation paid to key management personnel	支付予主要管理人員的總補償		11,570	10,522

有關董事薪酬的進一步詳情載於財務報表附註9。

NOTES TO FINANCIAL STATEMENTS 財務報表附註

31 March 2020 二零二零年三月三十一日

33. FINANCIAL INSTRUMENTS BY CATEGORY

Except for a derivative financial instrument included in prepayments, other receivables and other assets which is classified as a financial asset at fair value through profit or loss and measured at fair value, the financial assets and liabilities of the Group as at 31 March 2020 and 2019 were financial assets stated at amortised cost and financial liabilities stated at amortised cost, respectively.

34. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS

Management has assessed that the fair values of cash and cash equivalents, accounts receivable, contract assets, financial assets included in prepayments, other receivables and other assets, accounts payable, financial liabilities included in other payables and accruals, an amount due to a joint venture and interest-bearing bank loans approximate to their carrying amounts largely due to the short term maturities of these instruments.

The fair values of the financial assets and liabilities are included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale.

35. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The Group's principal financial instruments include interest-bearing bank loans, deposits, accounts and other receivables, contract assets, accounts and other payables and cash and bank balances. Details of these financial instruments are disclosed in the respective notes to the financial statements.

The main risks arising from the Group's financial instruments are credit risk and liquidity risk. The board of directors reviews and agrees policies for managing each of these risks and they are summarised below.

33. 按類別劃分的金融工具

除一項計入預付款項、其他應收款及其他資產的衍生金融工具(分類為按公平值計入損益的金融資產及按公平值計量)外,於二零二零年及二零一九年三月三十一日,本集團的金融資產及負債分別為按攤銷成本呈列的金融資產及按攤銷成本呈列的金融負債。

34. 金融工具之公平值及公平值等級制度

管理層已評估現金及現金等值物、應收賬款、合約資產、計入預付款項、其他應收款及其他資產的金融資產、應付賬款、計入其他應付款及應計費用的金融負債、應付一間合營企業款項及計息銀行貸款的公平值與其賬面值相若,主要由於該等工具於短期內到期。

金融資產及負債的公平值以自願交易方(強迫或清盤出售者除外)當前交易中該工具的可交易金額入賬。

35. 財務風險管理目標及政策

本集團的主要金融工具包括計息銀行貸款、按金、應收賬款及其他應收款、合約資產、應付賬款及其他應付款,以及現金及銀行結餘。此等金融工具的詳情於財務報表相關附註披露。

本集團金融工具產生的主要風險為信貸風險及流動資金風險。董事會審核並同意管理各項該等風險的政策。該等政策概要如下。

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31 March 2020 二零二零年三月三十一日

35. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

Credit risk

The Group's credit risk is primarily attributable to contract assets, accounts receivable, financial assets included in prepayments, other receivables and other assets and cash and bank balances. The Group's maximum credit risk exposure at the end of each reporting period in the event of other parties failing to perform their obligations is represented by the carrying amounts of financial assets as stated in the consolidated statement of financial position.

Management monitors the creditworthiness and payment patterns of each debtor closely and on an ongoing basis. The Group's accounts receivable and contract assets from contract works represent interim payments or retentions certified by the customers under terms as stipulated in the contracts and the Group does not hold any collateral over these accounts receivable and contract assets. As the Group's customers in respect of contract works primarily consist of government departments and developers or owners with strong financial backgrounds, management considers that the risk of irrecoverable receivables from contract works is not significant.

At 31 March 2020, the Group had certain concentrations of credit risk as 42% (2019: 66%) and 97% (2019: 91%) of the total accounts receivable and contract assets were due from the Group's largest external customer and the Group's five largest external customers, respectively, within the contract works segment.

35. 財務風險管理目標及政策(續)

信貸風險

本集團信貸風險主要來自合約資產、應收賬款、計入預付款項、其他應收款及其他資產的金融資產，以及現金及銀行結餘。倘其他各方未能履行其義務，本集團於各報告期末面臨的最高信貸風險相當於金融資產於綜合財務狀況表中列示的賬面值。

管理層會持續密切監察各債務人的信譽及還款模式。本集團的合約工程應收賬款及合約資產指根據合約內訂明條款支付的中期付款或經客戶核實的保留款項，且本集團並未就該等應收賬款及合約資產持有任何抵押品。由於本集團的合約工程客戶主要包括政府部門以及財力雄厚的發展商或業主，故管理層認為不能收回合約工程應收款項的風險不大。

於二零二零年三月三十一日，由於在合約工程分部中，總應收賬款及合約資產中的42% (二零一九年：66%) 及97% (二零一九年：91%) 分別來自本集團的最大外來客戶及本集團的五大外來客戶，因此本集團面臨若干信貸集中風險。

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31 March 2020 二零二零年三月三十一日

35. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

Credit risk (continued)

The Group has applied the simplified approach to provide for impairment for ECLs prescribed by HKFRS 9, which permits the use of the lifetime expected loss provision for impairment of all accounts receivable and contract assets. To measure the ECLs, accounts receivable and contract assets have been grouped based on shared credit risk characteristics and the days past due. With the incorporation of forward-looking information in the ECLs, management considered that the ECL rate for the Group's accounts receivable and contract assets is minimal and therefore no provision for impairment of accounts receivable and contract assets was necessary as at 31 March 2020 and 2019.

An impairment analysis is performed at each reporting date using a provision matrix to measure expected credit losses. The provision rates are based on days past due for groupings of various customer segments with similar loss patterns. The calculation reflects the probability-weighted outcome, the time value of money and reasonable and supportable information that is available at the reporting date about past events, current conditions and forecasts of future economic conditions.

35. 財務風險管理目標及政策(續)

信貸風險(續)

本集團已應用簡化方式按香港財務報告準則第9號就預期信貸損失計提減值撥備，香港財務報告準則第9號允許就所有應收賬款及合約資產減值使用全期預期損失撥備。為計量預期信貸損失，應收賬款及合約資產已按共同信貸風險特徵及逾期日數分組。於預期信貸損失加入前瞻性資料後，管理層認為，本集團應收賬款及合約資產的預期信貸損失率極低，故毋須於二零二零年及二零一九年三月三十一日就應收賬款及合約資產計提減值撥備。

於各報告日期，本集團使用撥備矩陣計量預期信貸損失，進行減值分析。撥備率乃基於將具相似虧損模式之各個客戶分部組別之逾期天數計算。該計算反映概率加權結果、金錢之時間價值以及於報告日期就過去事件、當前狀況及對未來經濟狀況預測可獲得的合理及支持性資料。

NOTES TO FINANCIAL STATEMENTS 財務報表附註

31 March 2020 二零二零年三月三十一日

35. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

Credit risk (continued)

For financial assets included in prepayments, other receivables and other assets (“Other Financial Assets”), the Group applied the general approach to provide for impairment for ECLs prescribed by HKFRS 9. None of Other Financial Assets as at 31 March 2020 and 2019 were overdue, and all balances were categorised within Stage 1 for the measurement of ECLs. An impairment analysis is performed throughout the reporting period, which is estimated by applying the probability of default approach with reference to the risks of default of the debtors or comparable companies. Management considered that the ECL rate for the Group’s Other Financial Assets is minimal and therefore no provision for impairment of Other Financial Assets was made as at 31 March 2020 and 2019.

Maximum exposure and year-end staging

The tables below show the credit quality and maximum exposure to credit risk based on the Group’s credit policy, which is mainly based on past due information unless other information is available without undue cost or effort, and year-end staging classification as at 31 March.

The amounts presented are gross carrying amounts for financial assets.

35. 財務風險管理目標及政策(續)

信貸風險(續)

就計入預付款項、其他應收款及其他資產的金融資產(「其他金融資產」)，本集團採用一般方法按香港財務報告準則第9號就預期信貸損失計提減值撥備。於二零二零年及二零一九年三月三十一日，概無逾期的其他金融資產，且所有結餘獲分類為計量預期信貸損失的第一階段。報告期內已進行減值分析，經參考債務人或可比較公司的違約風險後應用違約或然率方式估計。管理層認為，本集團其他金融資產的預期信貸損失率極低，故並無於二零二零年及二零一九年三月三十一日就其他金融資產計提減值撥備。

最高風險及年末階段

下表顯示根據本集團信貸政策(主要基於逾期資料，除非能以合理成本或精力獲得其他資料)於三月三十一日信貸風險的信貸質素、最高風險以及年末階段分類。

呈列金額乃金融資產的賬面總值。

NOTES TO FINANCIAL STATEMENTS

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31 March 2020 二零二零年三月三十一日

35. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

Credit risk (continued)

Maximum exposure and year-end staging (continued)

As at 31 March 2020

信貸風險(續)

最高風險及年末階段(續)

於二零二零年三月三十一日

		12-month ECLs 12個月 預期信貸損失	Lifetime ECLs			
		Stage 1 第一階段 HK\$'000 千港元	Stage 2 第二階段 HK\$'000 千港元	Stage 3 第三階段 HK\$'000 千港元	Simplified approach 簡化方式 HK\$'000 千港元	Total 合計 HK\$'000 千港元
Accounts receivable	應收賬款	-	-	-	201,272	201,272
Contract assets	合約資產	-	-	-	218,845	218,845
Financial assets included in prepayments, other receivables and other assets – Normal ¹	計入預付款項、其他應收款及其他資產的金融資產 – 正常 ¹	31,826	-	-	-	31,826
Restricted cash – Not yet past due	受限制現金 – 尚未逾期	110,000	-	-	-	110,000
Cash and cash equivalents – Not yet past due	現金及現金等值物 – 尚未逾期	616,645	-	-	-	616,645
		758,471	-	-	420,117	1,178,588

NOTES TO FINANCIAL STATEMENTS 財務報表附註

31 March 2020 二零二零年三月三十一日

35. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

Credit risk (continued)

Maximum exposure and year-end staging (continued)

As at 31 March 2019

信貸風險(續)

最高風險及年末階段(續)

於二零一九年三月三十一日

		12-month ECLs 12個月 預期信貸損失	Lifetime ECLs			Total
		Stage 1 第一階段 HK\$'000 千港元	Stage 2 第二階段 HK\$'000 千港元	Stage 3 第三階段 HK\$'000 千港元	Simplified approach 簡化方式 HK\$'000 千港元	合計 HK\$'000 千港元
Accounts receivable	應收賬款	-	-	-	110,026	110,026
Contract assets	合約資產	-	-	-	220,160	220,160
Financial assets included in prepayments, other receivables and other assets – Normal*	計入預付款項、其他應收款及 其他資產的金融資產 – 正常*	8,302	-	-	-	8,302
Cash and cash equivalents – Not yet past due	現金及現金等值物 – 尚未逾期	896,837	-	-	-	896,837
		905,139	-	-	330,186	1,235,325

* The credit quality of the financial assets included in prepayments, other receivables and other assets is considered to be “normal” when they are not past due and there is no information indicating that the financial assets had a significant increase in credit risk since initial recognition. Otherwise, the credit quality of the financial assets is considered to be “doubtful”.

* 倘計入預付款項、其他應收款及其他資產的金融資產並無逾期且概無資料顯示該等金融資產的信貸風險自初始確認以來大幅增加，則該等金融資產的信貸質素被視為「正常」。否則，該等金融資產的信貸質素被視為「可疑」。

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31 March 2020 二零二零年三月三十一日

35. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued) 35. 財務風險管理目標及政策(續)

Liquidity risk

The Group's policy is to monitor regularly the current and expected liquidity requirements to ensure that it maintains sufficient reserves of cash and adequate committed lines of funding from major financial institutions to meet its liquidity requirements in the short and long term. In addition, banking facilities have been put in place for contingency purposes.

The following table details the remaining contractual maturities at the end of the 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 at the end of the reporting period) and the earliest date that the Group could be required to repay:

流動資金風險

本集團的政策為定期監察現時及預期流動資金需要，以確保維持足夠現金儲備及來自主要金融機構並已承諾的足夠融資額度，從而滿足短期及長期的流動資金需要。此外，本集團已安排銀行信貸，以備不時之需。

下表詳列本集團金融負債於報告期末的剩餘合約期，乃根據合約未折現現金流量(包括按合約利率或如屬浮動利率，根據於報告期末的通行利率計算的利息付款)及本集團可能須償還的最早日期呈列：

		Within one year or on demand 一年內或 按要求償還 HK\$'000 千港元	In the second year 於第二年 HK\$'000 千港元	In the third to fifth years 於第三年 至第五年 HK\$'000 千港元	Total 合計 HK\$'000 千港元
As at 31 March 2020	於二零二零年 三月三十一日				
Accounts payable (note 22)	應付賬款(附註22)	227,759	55,186	31,991	314,936
Other payables (note 23)	其他應付款(附註23)	22,830	-	-	22,830
Lease liabilities	租賃負債	10,315	5,881	954	17,150
Interest-bearing bank loans	計息銀行貸款	121,683	-	-	121,683
		382,587	61,067	32,945	476,599
As at 31 March 2019	於二零一九年 三月三十一日				
Accounts payable (note 22)	應付賬款(附註22)	209,463	56,046	67,422	332,931
Other payables (note 23)	其他應付款(附註23)	21,900	-	-	21,900
Interest-bearing bank loans	計息銀行貸款	377	-	-	377
		231,740	56,046	67,422	355,208

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35. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

Capital management

The primary objective of the Group's capital management policy is to ensure that the Group will be able to continue as a going concern while maximising the return to stakeholders through the optimisation of the debt and equity balance.

The directors of the Company review the capital structure on a periodical basis. As part of this review, the directors of the Company consider the cost of capital and the risks associated with each class of capital and will balance the Group's overall capital structure through issuing new shares as well as raising new debts or repayment of existing debts.

The Group monitors capital using a net gearing ratio, which is net debt divided by the equity attributable to owners of the parent. Net debt includes total interest-bearing bank loans less cash and bank balances shown in the consolidated statement of financial position. The following table is an analysis of the Group's capital structure as at 31 March:

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Interest-bearing bank loans (note 24)	計息銀行貸款(附註24)	121,517	377
Less: Cash and cash equivalents and restricted cash (note 21)	減：現金及現金等值物及受限制現金(附註21)	(726,645)	(896,837)
Net cash and bank balances	現金及銀行結餘淨額	(605,128)	(896,460)
Equity attributable to owners of the parent	母公司持有者應佔權益	1,254,843	1,312,634
Net gearing ratio	淨資本負債比率	N/A 不適用	N/A 不適用

35. 財務風險管理目標及政策(續)

資本管理

本集團資金管理政策的主要目標為透過在債項與股本權益中作出最佳平衡，確保本集團能持續經營，同時盡量增加股東的回報。

本公司董事定期檢討資本架構。作為檢討工作的一部分，本公司董事考慮資金成本及與各類資金相關的風險，並將透過發行新股份及籌集新債項或償還現有債項，以平衡本集團整體資本架構。

本集團透過使用淨資本負債比率(以淨債務除以母公司持有者應佔權益)監察資本。淨債務包括於綜合財務狀況表顯示之計息銀行貸款總額減現金及銀行結餘。下表分析本集團於三月三十一日之資本架構：

NOTES TO FINANCIAL STATEMENTS 財務報表附註

31 March 2020 二零二零年三月三十一日

36. STATEMENT OF FINANCIAL POSITION OF THE COMPANY 36. 本公司的財務狀況表

Information about the statement of financial position of the Company at the end of the reporting period is as follows:

有關本公司於報告期末的財務狀況表的資料如下：

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
NON-CURRENT ASSETS	非流動資產		
Investments in subsidiaries	於附屬公司的投資	55,951	55,951
CURRENT ASSETS	流動資產		
Prepayment, deposits and other assets	預付款項、按金及其他資產	962	5,106
Due from subsidiaries	應收附屬公司款項	293,097	236,644
Cash and cash equivalents	現金及現金等值物	265,862	391,687
Total current assets	流動資產總值	559,921	633,437
CURRENT LIABILITIES	流動負債		
Other payables and accruals	其他應付款及應計費用	516	690
NET CURRENT ASSETS	流動資產淨值	559,405	632,747
Net assets	資產淨值	615,356	688,698
EQUITY	權益		
Share capital	股本	20,000	20,000
Reserves (note)	儲備(附註)	595,356	668,698
Total equity	總權益	615,356	688,698

NGAI Chun Hung

魏振雄

Director

董事

CHEUNG Ho Yuen

張浩源

Director

董事

NOTES TO FINANCIAL STATEMENTS

財務報表附註

31 March 2020 二零二零年三月三十一日

36. STATEMENT OF FINANCIAL POSITION OF THE COMPANY (continued)

Note:

A summary of the Company's reserves is as follows:

		Share premium 股份溢價 HK\$'000 千港元	Retained profits/ (accumulated losses) 保留溢利/ (累計損失) HK\$'000 千港元	Total 合計 HK\$'000 千港元
At 1 April 2018	於二零一八年四月一日	574,485	(11,752)	562,733
Profit and total comprehensive income for the year	年內溢利及全面收入總額	–	205,965	205,965
2017/18 final dividends	二零一七年／一八年末期股息	–	(100,000)	(100,000)
At 31 March 2019 and 1 April 2019	於二零一九年三月三十一日 及二零一九年四月一日	574,485	94,213	668,698
Profit and total comprehensive income for the year	年內溢利及全面收入總額	–	6,658	6,658
2018/19 final dividends	二零一八年／一九年末期股息	–	(80,000)	(80,000)
At 31 March 2020	於二零二零年三月三十一日	574,485	20,871	595,356

附註：

本公司儲備概要如下：

37. COMPARATIVE AMOUNTS

Certain comparative amounts have been re-presented to conform with the current year's presentation.

38. APPROVAL OF THE FINANCIAL STATEMENTS

The financial statements were approved and authorised for issue by the board of directors on 24 June 2020.

37. 比較金額

若干比較金額已被重列以符合本年度的呈列。

38. 財務報表之批准

本財務報表已於二零二零年六月二十四日經由董事會批准並授權發佈。



ABLE ENGINEERING HOLDINGS LIMITED
安 保 工 程 控 股 有 限 公 司