

# Dragon Rise Group Holdings Limited

## 龍昇集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(於開曼群島註冊成立之有限公司)

Stock code 股份代號 : 6829



2017/18  
Annual Report  
年報

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# CORPORATE INFORMATION

## 公司資料

### BOARD OF DIRECTORS

#### Executive Directors

Mr. Yip Yuk Kit (*Chairman*)  
Mr. Cheung Chun Fai

#### Non-Executive Director

Mr. Ling Zheng

#### Independent Non-Executive Directors

Mr. Lo Chi Wang  
Mr. Chan Ka Yu  
Mr. Lee Kwok Lun

### AUDIT COMMITTEE

Mr. Lee Kwok Lun (*Chairman*)  
Mr. Lo Chi Wang  
Mr. Chan Ka Yu

### REMUNERATION COMMITTEE

Mr. Chan Ka Yu (*Chairman*)  
Mr. Yip Yuk Kit  
Mr. Lo Chi Wang

### NOMINATION COMMITTEE

Mr. Yip Yuk Kit (*Chairman*)  
Mr. Lee Kwok Lun  
Mr. Chan Ka Yu

### COMPANY SECRETARY

Mr. Leung Hoi Ki

### AUTHORISED REPRESENTATIVES

Mr. Cheung Chun Fai  
Mr. Leung Hoi Ki

### REGISTERED OFFICE

P.O. Box 1350  
Clifton House  
75 Fort Street  
Grand Cayman KY1-1108  
Cayman Islands

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

Office K, 12/F  
Kings Wing Plaza 2  
No. 1 On Kwan Street  
Shatin  
Hong Kong

### 董事會

#### 執行董事

葉育杰先生(*主席*)  
張振輝先生

#### 非執行董事

凌正先生

#### 獨立非執行董事

羅智弘先生  
陳家宇先生  
李國麟先生

### 審核委員會

李國麟先生(*主席*)  
羅智弘先生  
陳家宇先生

### 薪酬委員會

陳家宇先生(*主席*)  
葉育杰先生  
羅智弘先生

### 提名委員會

葉育杰先生(*主席*)  
李國麟先生  
陳家宇先生

### 公司秘書

梁海祺先生

### 授權代表

張振輝先生  
梁海祺先生

### 註冊辦事處

P.O. Box 1350  
Clifton House  
75 Fort Street  
Grand Cayman KY1-1108  
Cayman Islands

### 總部及香港主要營業地點

香港  
沙田  
安群街1號  
京瑞廣場2期  
12樓K室

## COMPLIANCE ADVISER

Grande Capital Limited  
Room 1204B, 12/F  
Tower 2 Lippo Centre  
89 Queensway  
Admiralty  
Hong Kong

## LEGAL ADVISER As to Hong Kong Law

Benny Pang & Co  
*Solicitors, Hong Kong*  
27th Floor, 100QRC  
100 Queen's Road Central  
Central  
Hong Kong

## CAYMAN ISLANDS PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

Estera Trust (Cayman) Limited  
P.O. Box 1350  
Clifton House  
75 Fort Street  
Grand Cayman KY1-1108  
Cayman Islands

## HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

Boardroom Share Registrars (HK) Limited  
2103B, 21/F  
148 Electric Road  
North Point  
Hong Kong

## AUDITORS

Grant Thornton Hong Kong Limited  
Level 12  
28 Hennessy Road  
Wanchai  
Hong Kong

## PRINCIPAL BANK

The Hongkong and Shanghai Banking Corporation Limited  
1 Queen's Road Central  
Hong Kong

## COMPANY'S WEBSITE

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

## STOCK CODE

6829

## 合規顧問

均富融資有限公司  
香港  
金鐘  
金鐘道89號  
力寶中心2座  
12樓1204B室

## 法律顧問 有關香港法律

Benny Pang & Co  
*香港律師*  
香港  
中環  
皇后大道中100號  
100QRC 27樓

## 開曼群島股份過戶登記總處

Estera Trust (Cayman) Limited  
P.O. Box 1350  
Clifton House  
75 Fort Street  
Grand Cayman KY1-1108  
Cayman Islands

## 香港股份過戶登記分處

寶德隆證券登記有限公司  
香港  
北角  
電氣道148號  
21樓2103B室

## 核數師

致同(香港)會計師事務所有限公司  
香港  
灣仔  
軒尼詩道28號  
12樓

## 主要來往銀行

香港上海滙豐銀行有限公司  
香港  
皇后大道中1號

## 公司網站

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

## 股份代號

6829

# CHAIRMAN'S STATEMENT

## 主席報告

Dear Shareholders,

On behalf of the board (the "Board") of directors (the "Directors") of Dragon Rise Group Holdings Limited (the "Company") and its subsidiaries (collectively, the "Group"), I am pleased to present the first annual report of the Group for the year ended 31 March 2018 (the "Review Year").

The Company has been successfully listed (the "Listing") on the Main Board of The Stock Exchange of Hong Kong Limited (the "Stock Exchange") on 8 February 2018 (the "Listing Date"). The Listing marked a new milestone for the Company and its future development which involved the offering of 300 million shares of HK\$0.01 each at an offer price of HK\$0.4 per share to the public and successfully raised a total net cash proceeds of approximately HK\$91.9 million (after deduction of related expenses). We believe that the Listing has not only enhanced our corporate profile, but also reinforced our Group's image as a well-established company as well as broadening our client base and providing sufficient capital for our expansion.

During the Review Year, the Group is principally engaged in the foundation business in Hong Kong. For the Review Year, the Group's total revenue amounted to approximately HK\$805.7 million, representing an increase of approximately 35.7% as compared to that of last year. Profit attributable to owners of the Company for the Review Year before taking into account the listing expenses was approximately HK\$64.5 million. After taking into account the aforesaid listing expenses, profit attributable to owners of the Company for the Review Year was approximately HK\$51.0 million.

With the intensified competition in the foundation industry landscape in Hong Kong, as well as the labour shortage and the increasing operation costs, the Group is facing new challenges ahead. Nevertheless, we remain prudently optimistic of the foundation industry for we believe that we shall remain competitive in the market despite the industry's prospect due to (i) our established market presence in the foundation industry in Hong Kong; (ii) a wide variety of construction machinery to carry out foundation works; (iii) well-established long term relationship with customers; and (iv) our experienced and dedicated management team.

致各位股東：

本人謹代表龍昇集團控股有限公司(「本公司」)及其附屬公司(統稱「本集團」)董事(「董事」)會(「董事會」)，欣然提呈本集團截至二零一八年三月三十一日止年度(「回顧年度」)之首份年報。

於二零一八年二月八日(「上市日期」)，本公司成功於香港聯合交易所有限公司(「聯交所」)主板上市(「上市」)。本次上市涉及向公眾按發售價每股0.4港元發售300,000,000股每股面值0.01港元的股份，並已成功籌得所得現金款額淨額合共約91.9百萬港元(經扣除相關開支)。上市為本公司及其未來發展樹立了新的里程碑。我們認為上市不僅提升了我們的企業形象，增強了本集團作為知名公司的聲譽，並擴大了我們的客戶基礎以及為我們的拓展提供充分資金。

於回顧年度，本集團主要於香港從事地基業務。於回顧年度，本集團的總收益約達805.7百萬港元，較去年增加約35.7%。於回顧年度，倘不計及上市開支，本公司擁有人應佔溢利約為64.5百萬港元。倘計及上述上市開支，於回顧年度，本公司擁有人應佔溢利約為51.0百萬港元。

鑒於香港地基行業競爭加劇，加上勞動力短缺及營運成本上漲，本集團正面臨新的挑戰。儘管行業前景不佳，但由於(i)我們已在香港地基行業擁有穩固的市場地位；(ii)我們擁有各種各樣的建築機械開展地基工程；(iii)與客戶建立長期的良好關係；及(iv)我們的管理團隊經驗豐富且專注敬業，故我們認為我們在市場上仍具競爭力，並對地基行業持謹慎樂觀態度。

## CHAIRMAN'S STATEMENT 主席報告

Looking forward, the Group will be intensely focused on solidifying its top notch competitive advantage – maximizing value for our customers through reliable operational performance and outstanding project execution. It will realize other growth opportunities and continue to execute our growth strategies as set out in its listing prospectus dated 26 January 2018 (the “Prospectus”) in order to maintain our competitive edge and provide comprehensive services to our customers.

In closing, we would like to acknowledge the team. 2017 was another demanding year and we are extremely proud of the dedication and commitment they have shown in support of achieving our growth agenda.

We shall remain prudent for our future and strive for betterment of the company's business portfolio and market share. With the successful listing leading to a stronger competitive position, we will endeavor to seize other opportunities for growth in the coming year.

### **Yip Yuk Kit**

*Chairman and executive Director*

展望未來，本集團將著眼於鞏固其出眾的競爭優勢—通過穩妥的營運表現及優秀的項目執行，為客戶創造最大價值。本集團將甄別其他增長機會及繼續執行日期為二零一八年一月二十六日的上市招股章程(「招股章程」)所載的增長策略，以維持我們的競爭優勢及為客戶提供全面服務。

最後，我們謹藉此機會衷心感謝我們的團隊。二零一七年這又一勞心勞力的一年里，我們為團隊在實現增長目標過程中全心全意的投入深感自豪。

我們對未來仍持謹慎態度，並會奮力改善本公司的業務組合及提高市場份額。憑藉成功上市帶來的更為強勁的競爭優勢，我們將緊緊把握其他機遇以實現來年增長。

主席兼執行董事  
**葉育杰**

# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論及分析

### INDUSTRY OVERVIEW

The construction industry in Hong Kong recorded a stable growth in 2017. According to the 2017 Policy Address, new development areas and new town extension will be vital medium to long term large-scale projects in Hong Kong, including Kwu Tung North and Fanling North, Tung Chung, Hung Shui Kiu and Yuen Long South. These development plans would increase the demand for residential and commercial buildings in the new development areas. As a result, a sustained investment in private sector construction projects in these areas is envisaged due to the expected increase in demand for private and public residential buildings, commercial and other buildings in the new development areas. The growth of foundation industry has also been benefited from large-scale infrastructure projects, especially the Ten Major Infrastructure Projects launched in 2007. Given that many of the projects are still in the progress, including the New Development Areas Project, West Kowloon Cultural District and Kai Tak Development, MTR extension projects, etc., the future growth of foundation industry will be supported. The government of Hong Kong (the "Government") targets to provide approximately 94,500 units of public housing between 2016/17 and 2020/21, including around 71,800 public rental housing units and around 22,600 subsidised sale flats units. According to the 2017 Policy Address, the Government has adopted the public housing supply target of 280,000 units for the ten-year period from 2017/18 to 2026/27. For the private sector, the Government is expected to provide 28 residential sites to be comprised in 2017/18 Land Sales Program for the supply of private residential units. As per the 2017 Policy address, the private sector is expected to produce about 94,000 residential units by 2021. The Government's initiative to increase housing supply will therefore fuel the growth of the foundation industry in the future.

Despite the above industry drivers, the foundation industry is also facing challenges. Competition remains intense due to the growing number of market players for available foundation projects in Hong Kong. There is also shortage in supply of skilled labour due to ageing workforce and the decreasing number of youngsters joining construction and foundation industries. The foundation industry in Hong Kong has been facing the problem of increasing operating costs. Growing operating costs and its upward trend were observable in the foundation industry in Hong Kong due to the rising cost of certain raw materials and increasing wage of construction workers.

Taking the factors discussed above into consideration, the Group shall remain cautiously optimistic towards the future. In the coming year, we will continue to seize business opportunities but at the same time, remain vigilant for any possible future development within the foundation industry.

### 行業概覽

二零一七年香港建造業穩定增長。根據二零一七年施政報告，包括古洞北及粉嶺北、東涌、洪水橋及元朗南在內的新發展區及新市鎮擴展將成為香港長期大型項目的核心工程。該等開發計劃將加劇新發展區對住宅及商業樓宇的需求。因此，該等地區的私人部門建造項目預期會出現持續投資，皆因預期新發展區的私人及公共住宅樓宇、商業及其他樓宇需求增加所致。地基行業的增長一直亦受惠於大型基建項目，尤其是二零零七年啟動的十大基建項目。鑒於包括新發展區項目、西九文化區、啟德發展項目及港鐵延綫項目在內的眾多項目尚在進行當中，相關項目將會支持地基行業的未來增長。香港政府（「政府」）計劃於二零一六／一七年至二零二零／二一年期間提供約94,500個公共房屋單位，包括約71,800個公共租住房屋單位及約22,600個資助出售單位。根據二零一七年施政報告，政府已就於二零一七／一八年至二零二六／二七年的10年期間採納280,000個單位的公共房屋供應目標。就私人部門而言，政府預期於二零一七／一八年土地出售計劃當中提供28處住宅用地以供應私人住宅單位。根據二零一七年施政報告，私人部門預期於二零二一年前供應約94,000個住宅單位。因此，政府增加房屋供應的計劃將推動未來地基行業的發展。

儘管有上述行業推動力，但地基行業亦面對挑戰。由於越來越多市場參與者爭奪香港現有地基項目，因此競爭仍然激烈。此外，由於勞動力老齡化及加入建造及地基行業的青年人數不斷減少，熟練勞工供應短缺。香港地基行業一直面對經營成本增加的問題。由於若干原材料成本增加及建築工人工資上漲，香港地基行業經營成本上升及其上升趨勢顯而易見。

經考慮上述討論因素，本集團對未來依然持審慎樂觀態度。來年，我們將繼續把握商機，但同時仍會對地基行業未來的任何可能發展保持警惕。

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

### BUSINESS REVIEW AND OUTLOOK

In our operating history of over 20 years, the Group focuses primarily on providing foundation works services as a subcontractor and have developed the experience and capability to provide a comprehensive range of foundation construction and related services. We are particularly experienced in excavation and lateral support works, pile caps construction works, disposal of excavated materials from piling and ancillary services including dismantling of shoring, site formation, steel fixing and site clearance. Kit Kee Engineering Limited (“Kit Kee Engineering”), the principal operating subsidiary, is registered with the Construction Industry Council under the Subcontractor Registration Scheme under the sub-register of the structural and civil trade group.

In addition to certain challenges including keen competition in the foundation industry and the increasing operation costs may exert pressure on the business of the Group, we also noticed recent indications of possible delays in hanging over the relevant sites to the Group which could result in delays in the Group’s work. Nevertheless, we will continue to strengthen its market position and the Board remains prudent about the prospects of the Group for the future.

The shares of the Company (the “Shares”) were listed on the Main Board of the Stock Exchange on 8 February 2018. The proceeds received from the share offer have strengthened the Group’s cash flow and the Group will implement its future plans as set out in the section headed “Future Plans and Use of Proceeds” to the Prospectus.

During the Review Year and up to the date of this report, we had been awarded 31 projects with a total original contract sum of approximately HK\$998.7 million. The Group’s major contracts on hand include, inter alia, the public housing developments in Fanling and Tung Chung, private residential developments in Pak Shek Kok, Kai Tak and Fanling, and commercial developments in Kai Tak and Tai Koo.

### 業務回顧及展望

於我們20多年的經營歷史期間，本集團主要專注作為提供地基工程服務的分包商，且以累積的經驗及實力提供全面地基工程及相關服務。我們尤其厚積挖掘及側向承托工程、樁帽工程、處置打樁的挖掘物料及配套服務(包括拆除側向承托、地盤平整、紮固鋼筋及地盤清理)經驗。我們的主要營運附屬公司杰記工程有限公司(「杰記工程」)於建造業議會根據分包商註冊制度於結構及土木行業組別分冊註冊。

除地基行業面臨激烈競爭等若干挑戰，加上經營成本不斷上升可能對本集團業務產生壓力外，我們亦注意到近期有跡象顯示交付予本集團的有關地塊可能出現延遲，可能導致本集團工程延誤。然而，我們將繼續鞏固其市場地位，且董事會仍然對本集團未來前景持審慎態度。

本公司股份(「股份」)於二零一八年二月八日成功於聯交所主板上市。從股份發售獲得的所得款項已鞏固本集團的現金流量，本集團將實施招股章程「未來計劃及所得款項用途」一節所載未來計劃。

於回顧年度及截至本報告日期，我們獲授31個項目，原合約總額約為998.7百萬港元。本集團手頭主要合約其中包括粉嶺及東涌的公共房屋發展項目、白石角、啟德及粉嶺的私人住宅發展項目以及啟德及太古的商業發展項目。



## MANAGEMENT DISCUSSION AND ANALYSIS

### 管理層討論及分析

#### FINANCIAL REVIEW

##### Revenue

For the Review Year, the revenue of the Group has increased by approximately HK\$212.1 million, or approximately 35.7% compared to the corresponding year ended 31 March 2017, from approximately HK\$593.6 million to approximately HK\$805.7 million. The increase was primarily due to (i) the increased efforts in pursuing projects of relatively larger scale and higher income; and (ii) there was an increase in the number of projects with revenue contribution during the Review Year.

The Board regards the Group's business of foundation works as a single operating segment and reviews the overall results of the Group as a whole to make decision about resources allocation. Accordingly, no segment analysis information is presented. No separate analysis of segment information by geographical segment is presented as the Group's revenue and non-current assets are principally attributable to a single geographical region, which is Hong Kong.

##### Gross Profit and Gross Profit Margin

Our direct costs increased by approximately HK\$186.5 million or approximately 35.7% from approximately HK\$522.1 million for the year ended 31 March 2017 to approximately HK\$708.6 million for the Review Year. Such increase in direct costs was generally in line with the increase in the revenue.

For the Review Year, the gross profit of the Group has increased by approximately HK\$25.6 million, or approximately 35.8% compared to the corresponding year ended 31 March 2017, from approximately HK\$71.5 million to approximately HK\$97.1 million. The increase in gross profit was in line with the increase in revenue. The gross profit margin for the Review Years was approximately 12.1%, which remained stable as compared to the gross profit margin for the corresponding year ended 31 March 2017 of approximately 12.0%.

##### Other Income

Other income mainly included net gain from change in fair value on investment properties and interest income. For the Review Year, other income amounted to approximately HK\$2.1 million (FY2017: approximately HK\$1.0 million). The increase in other income during the Review Year was mainly due to (i) the increase in net gain from change in fair value on investment properties; and (ii) bank interest income of approximately HK\$1.2 million derived from the proceeds received from the share offer.

##### 財務回顧

##### 收益

於回顧年度，本集團收益由約593.6百萬港元增加約212.1百萬港元至約805.7百萬港元，較截至二零一七年三月三十一日止相應年度增加約35.7%，主要是由於(i)加大力度承接較大規模且收入較高的項目；及(ii)回顧年度內貢獻收益的項目數量有所增加。

董事會將本集團的地基工程業務視為單一經營分部，並審閱本集團整體之業績，以就資源分配作出決策。因此，並無呈報分部分析資料。由於本集團的收益及非流動資產主要來自單一地區(香港)，故並無呈報按地域分部劃分的分部資料之單獨分析。

##### 毛利及毛利率

我們的直接成本由截至二零一七年三月三十一日止年度約522.1百萬港元增加約186.5百萬港元或約35.7%至回顧年度約708.6百萬港元。直接成本增加與收益增長大體一致。

於回顧年度，本集團毛利由約71.5百萬港元增加約25.6百萬港元至約97.1百萬港元，較截至二零一七年三月三十一日止相應年度增加約35.8%，與收益增長一致。回顧年度毛利率約為12.1%，與截至二零一七年三月三十一日止相應年度約12.0%的毛利率相比維持穩定。

##### 其他收入

其他收入主要包括投資物業公平值變動所得收益淨額及利息收入。於回顧年度，其他收入約為2.1百萬港元(二零一七財年：約1.0百萬港元)。回顧年度其他收入增加主要是由於(i)投資物業公平值變動所得收益淨額增加；及(ii)從股份發售獲得的所得款項產生的銀行利息收入約1.2百萬港元。

## MANAGEMENT DISCUSSION AND ANALYSIS

### 管理層討論及分析

#### Administrative Expenses

For the Review Year, the administrative expenses have increased by approximately HK\$20.5 million or approximately 142.4% compared to the corresponding year ended 31 March 2017, from approximately HK\$14.4 million to approximately HK\$34.9 million. The increase was primarily due to the recognition of the one-off listing expenses of approximately HK\$13.5 million during the Review Year (FY2017: approximately HK\$3.5 million).

#### Finance Cost

For the Review Year, the finance costs have decreased by approximately HK\$392,000 or approximately 56.7% compared to the corresponding year ended 31 March 2017, from approximately HK\$691,000 to approximately HK\$299,000. The decrease was primarily due to the repayment of bank borrowings and obligation under finance leases during the Review Year.

#### Income Tax Expense

For the Review Year, the income tax expense has increased by approximately HK\$3.0 million or approximately 29.7% compared to the corresponding year ended 31 March 2017, from approximately HK\$10.1 million to approximately HK\$13.1 million. Such increase was due to the increase in revenue net off with the increase of non-deductible listing expenses for the Review Year.

#### Net Profit

For the Review Year, the profit and total comprehensive income has slightly increased by approximately HK\$3.7 million or approximately 7.8% compared to the corresponding year ended 31 March 2017, from approximately HK\$47.3 million to approximately HK\$51.0 million. The increase in our net profit for the Review Year was mainly due to the increase in revenue net off with the increase in administrative expenses as discussed above. Our net profit margin for the Review Year was approximately 6.3%, as compared with approximately 8.0% for the year ended 31 March 2017. The decrease in the net profit margin for the Review Year was mainly due to the increase in administrative expenses as discussed above.

#### 行政開支

於回顧年度，行政開支由約14.4百萬港元增加約20.5百萬港元至約34.9百萬港元，較截至二零一七年三月三十一日止相應年度增加約142.4%，主要是由於回顧年度確認一次性上市開支約13.5百萬港元(二零一七財年：約3.5百萬港元)所致。

#### 財務費用

於回顧年度，財務費用由約691,000港元減少約392,000港元至約299,000港元，較截至二零一七年三月三十一日止相應年度減少約56.7%，主要是由於在回顧年度償還銀行借款及融資租賃承擔。

#### 所得稅開支

於回顧年度，所得稅開支由約10.1百萬港元增加約3.0百萬港元至約13.1百萬港元，較截至二零一七年三月三十一日止相應年度增加約29.7%，是由於回顧年度扣除，增加的不可扣稅上市開支後收益增加所致。

#### 純利

於回顧年度，溢利及全面收入總額由約47.3百萬港元微增約3.7百萬港元至約51.0百萬港元，較截至二零一七年三月三十一日止相應年度微增約7.8%。我們回顧年度純利增加主要是由於扣除上文所討論增加的行政開支後收益增加所致。我們回顧年度淨利率約為6.3%，而截至二零一七年三月三十一日止年度約為8.0%。回顧年度淨利率下降主要是由於如上文所討論行政開支增加所致。

## MANAGEMENT DISCUSSION AND ANALYSIS

### 管理層討論及分析

#### Key Financial Ratio

#### 主要財務比率

			<b>As at 31 March 2018</b>	As at 31 March 2017
		Notes	於二零一八年 三月三十一日	於二零一七年 三月三十一日
		附註		
Current ratio	流動比率	(1)	<b>6.4倍</b>	3.5倍
Gearing ratio	資產負債比率	(2)	<b>1.7%</b>	10.2%
Return on total assets	總資產回報率	(3)	<b>15.5%</b>	28.3%
Return on equity	股本回報率	(4)	<b>18.3%</b>	40.0%
Net profit margin	純利率	(5)	<b>6.3%</b>	8.0%

Notes:

- Current ratio is calculated as current assets divided by current liabilities as at the respective reporting dates.
- Gearing ratio is calculated as total borrowings (including finance lease liabilities and amounts due to a director) divided by the total equity as at the respective reporting dates.
- Return on total assets is calculated as profit for the year divided by the total assets as of the respective reporting dates.
- Return on equity is calculated as profit for the year divided by the total equity as of the respective reporting dates.
- Net profit margin is calculated as profit divided by the revenue for the respective reporting years.

附註：

- 流動比率乃按各報告日期的流動資產除以流動負債計算。
- 資產負債比率乃按各報告日期的借款總額(包括融資租賃負債及應付一名董事款項)除以總權益計算。
- 總資產回報率乃按本年度溢利除以各報告日期總資產計算。
- 股本回報率乃按本年度溢利除以各報告日期權益總額計算。
- 純利率乃按各報告年度溢利除以收益計算。

#### Current Ratio

Our Group's current ratio increased from approximately 3.5 times as at 31 March 2017 to approximately 6.4 times as at 31 March 2018. The increase was due to the increase in bank balance from the net proceeds received from the Listing by the Company on the Listing Date.

#### Gearing Ratio

Our Group's gearing ratio decreased from approximately 10.2% as at 31 March 2017 to approximately 1.7% as at 31 March 2018. The decrease was primarily due to (i) the repayment of bank borrowings and obligation under finance leases; and (ii) the enlarged share capital of the Group as a result of the issuance of shares pursuant to the capitalisation issue and the share offer in relation to the Listing.

#### 流動比率

本集團的流動比率由二零一七年三月三十一日約3.5倍增加至二零一八年三月三十一日約6.4倍，主要是由於本公司於上市日期從上市獲得所得款項淨額令銀行結餘增加所致。

#### 資產負債比率

本集團的資產負債比率由二零一七年三月三十一日約10.2%降至二零一八年三月三十一日約1.7%，主要是由於(i)償還銀行借款及融資租賃承擔；及(ii)因根據資本化發行而發行股份及就上市而進行股份發售導致本集團股本擴大所致。

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

### Return on Total Assets

Our Group's return on total assets decreased from approximately 28.3% for the year ended 31 March 2017 to approximately 15.5% for the Review Year. The decrease was due to the increase in total assets, mainly bank balance from the net proceeds received from the Listing by the Company on the Listing Date.

### Return on Equity

Our Group's return on equity decreased from approximately 40.0% for the year ended 31 March 2017 to approximately 18.3% for the Review Year. The decrease was primarily due to the enlarged share capital (equity) of the Group as a result of the issuance of significant number of Shares in relation to the Listing.

### Net Profit Margin

Our Group's net profit margin decreased from approximately 8.0% for the year ended 31 March 2017 to approximately 6.3% for the Review Year. The decrease was primarily due to the one-off listing expenses of approximately HK\$13.5 million. If the one-off listing expenses are not taken into account, the Group would have an adjusted net profit margin of approximately 8.0%.

## PRINCIPAL RISKS AND UNCERTAINTIES

The Directors are aware that the Group is exposed to various risks and uncertainties. The following are the key risks and uncertainties faced by the Group:

### Industry Risks

The future development of the foundation industry and the availability of foundation projects in Hong Kong depends largely on the continued development of the property market in Hong Kong. The nature, extent and timing of available foundation projects will be determined by an interplay of a variety of factors, including the Government's policies on the property market in Hong Kong, its land supply and public housing policy, the investment of property developers and the general conditions and prospects of Hong Kong's economy. These factors may affect the availability of foundation projects in Hong Kong. If there is any slowdown (in terms of transaction volume and price) of the property market in Hong Kong, there is no assurance that the availability of foundation projects in Hong Kong would not decrease significantly and our Group's business and financial position and prospect may be adversely and materially affected.

### 總資產回報率

本集團的總資產回報率由截至二零一七年三月三十一日止年度約28.3%降至回顧年度約15.5%，是由於總資產增加所致，主要為本公司於上市日期從上市獲得所得款項淨額產生的銀行結餘。

### 股本回報率

本集團的股本回報率由截至二零一七年三月三十一日止年度約40.0%降至回顧年度約18.3%，主要是由於就上市發行大量股份導致本集團股本(股權)擴大所致。

### 純利率

本集團的純利率由截至二零一七年三月三十一日止年度約8.0%降至回顧年度約6.3%，主要是由於產生一次性上市開支約13.5百萬港元。倘不計及一次性上市開支，本集團經調整純利率約為8.0%。

## 主要風險及不確定因素

董事認為本集團面對各種風險及不確定因素，本集團面對的主要風險及不確定因素如下：

### 行業風險

地基行業的未來發展及可供發展的香港地基項目主要視乎香港物業市場是否持續發展。可供發展地基項目的性質、規模及時間，將視乎各類因素的相互作用，包括政府的香港物業市場政策、土地供應及公共房屋政策、物業發展商投資及香港經濟的普遍狀況及前景。該等因素可能影響香港可供發展的地基項目。倘香港物業市場放緩(就成交量及價格而言)，概不保證香港可供發展的地基項目不會銳減，而本集團的業務、財務狀況及前景可能遭受重大不利影響。

## MANAGEMENT DISCUSSION AND ANALYSIS

### 管理層討論及分析

#### Compliance Risks

Many aspects of our business operation are governed by various laws and regulations and Government policies. There is no assurance that the Government will not extend the scope of the existing laws and regulations or interpretation of new Government Policies. Further, we may not be able to respond to any such changes in a timely manner. Such changes may also increase our costs and burden in complying with them, which may materially and adversely affect our business, financial condition and results of operation. In particular, if there are any changes to and/or imposition of the requirements for qualification in the foundation industry in relation to environment protection and labour safety, and we fail to meet the new requirements in a timely manner or at all, our business operation will be materially and adversely affected.

Our executive Directors would hold regular meetings to ensure the Group's operations in compliance with all applicable statutory requirements.

#### Uncertainties in Construction Progress

##### ***Unexpected geological or sub-soil conditions***

Prior to commencement of the foundation works, the customers would normally provide ground investigation reports to the Group. However, information contained in these reports may not be sufficient to reveal the actual geology beneath the construction site due to limitation in the scope of the underground investigation works that can be carried out at the site and/or other technical limitations. There may be discrepancies between the actual geological conditions and the findings set out in these investigation reports, and the investigation may not be able to reveal the existence of rocks or to identify any antiquities, monuments or structures beneath the site.

#### 合規風險

我們業務營運的很多方面受到多項法律及規例以及政府政策的監管。無法保證政府不會擴大現有法律及規例或新政府政策詮釋的範圍。此外，我們或無法及時應對任何有關變動。該等變動亦可能會增加我們的合規成本及負擔，或會對我們的業務、財務狀況及經營業績產生重大不利影響。具體而言，倘地基行業有關環境保護及勞工安全的資格規定出現任何變動及／或強制規定且我們未能及時或未能遵守新規定，則我們的業務營運將受到重大不利影響。

我們的執行董事將定期舉行會議，以確保本集團營運遵守所有適用法定規定。

#### 施工進度的不確定性

##### ***不可預料的地質或底土情況***

開始地基工程之前，客戶一般會向本集團提供地面調查報告。然而，由於可於工地進行的地下調查工程的範圍限制及／或其他技術限制，該等報告所載資料未必足以揭示建築工地下的實際地質情況。實際地質狀況與該等調查報告載列的結果或會有所差異，而調查未必能夠發現工地下存在石塊或任何古董、文物或構築物。

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

All these may eventually present potential issues and uncertainties in the carrying out of our foundations works, such as the possible increase in the complexity of the project resulting from additional work procedures, workers, equipment and times required to deal with any unexpected existence of rocks, antiquities or monuments, which may also lead to additional costs to be incurred. Nevertheless, in case of any significant unexpected difficult geological or sub-soil conditions, the Group may incur additional costs in dealing with such unforeseen conditions, which may lead to cost overruns and may thus materially and adversely affect the Group's business operation and financial position.

### **Damage of various underground service utilities**

Services utilities may be laid underground or below carriageways and footways in Hong Kong. The Group may be obstructed by those service utilities when carrying out foundation works. There is no assurance that damage to those utilities will not occur during the foundation works. Accordingly, the Group may be liable to the costs for the repair of such damaged service utilities to the extent not covered by insurance.

### **Failure to Guarantee New Business**

Our revenue is typically derived from projects which are non-recurrent in nature and our customers are under no obligation to award projects to us. During the Review Year, we secured new businesses mainly through direct invitation for quotation or tender by customers. There is no assurance that (i) we would be invited to provide quotations or participate in the tendering process for new projects; and (ii) our submitted quotations and tenders would be selected by customers. There is no guarantee that the Group will be able to secure new businesses from customers. The number and scale of projects from which the Group derives revenue from may vary significantly from period to period, and it may be difficult to forecast the volume of future business. In the event that the Group fails to secure new contracts or there is a significant decrease in the number of tender invitations or contracts available for bidding in the future, the business and financial positions and prospect of the Group could be materially and adversely affected.

以上種種最終均構成進行地基工程的潛在問題及不確定性，譬如，由於需增加工序、工人、設備及時間處理任何預期外的石塊、古董或文物，最終可能加大項目難度，而有關情況亦將會產生額外成本。然而，倘出現任何預料之外的重大地質或底土難題，本集團或會因處理該等無法預料的情況而產生額外成本，導致成本超支，如此或會對本集團業務營運及財務狀況造成重大不利影響。

### **破壞各種地下公用服務設施**

香港的公用服務設施可能鋪設於地下或在行車道及行人道以下。本集團在進行地基工程時，或會受到該等公用服務設施的妨礙。無法保證在地基工程過程中不會破壞該等設施。因此，若無保險保障，本集團或須承擔維修受損的公用服務設施的成本。

### **無法保證獲得新業務**

我們的收益通常來自非經常性項目，我們的客戶並無責任向我們授出項目。於回顧年度，我們主要從客戶直接報價或招標邀請獲取新業務。概不保證(i)我們會就新項目獲邀請提供報價或參與招標程序；及(ii)我們所提呈的報價及標書將獲客戶選中。概不保證本集團能從客戶獲得新業務。本集團產生收益的項目數量及規模在不同期間內或會大相徑庭，且可能難以預測未來的業務量。倘若本集團未能獲得新合約或日後可供競標的招標邀請或合約數量銳減，則本集團的業務、財務狀況及前景可能蒙受重大不利影響。

## MANAGEMENT DISCUSSION AND ANALYSIS

### 管理層討論及分析

Nevertheless, the Group considers that a public listing status enable us to enjoy several competitive advantages, such as transparent financial disclosures, enhanced internal control and corporate governance practices. Our Directors believe the customers would give weight to these competitive edges when they select and engage subcontractors for foundation services.

### ENVIRONMENTAL POLICIES

In undertaking foundation works, our operations may result in: (i) emission of air pollutants; (ii) emission of noise from construction activities; (iii) discharge of effluent from construction activities; and (iv) disposal of construction waste. Therefore, our foundation works are subject to the requirements of the following laws and regulations in relation to the environmental protection.

The laws and regulations which have a significant impact on the Group includes, among others, Air Pollution Control Ordinance (Chapter 311 of the Laws of Hong Kong), Air Pollution Control (Non-road Mobile Machinery) (Emission) Regulation (Chapter 311Z of the Laws of Hong Kong) (the "NRMM Regulation"), Noise Control Ordinance (Chapter 400 of the Laws of Hong Kong), Water Pollution Control Ordinance (Chapter 358 of the Laws of Hong Kong), Waste Disposal Ordinance (Chapter 354 of the Laws of Hong Kong), Dumping at Sea Ordinance (Chapter 466 of the Laws of Hong Kong), Environmental Impact Assessment Ordinance (Chapter 499 of the Laws of Hong Kong) and Public Health and Municipal Services Ordinance (Chapter 132 of the Laws of Hong Kong).

儘管如此，本集團認為公開上市地位使我們能享有若干競爭優勢，例如透明的財務披露、加強內部控制及企業管治常規。董事認為，客戶於甄選及委聘分包商提供地基服務時會重視該等競爭優勢。

### 環境政策

承接地基工程時，我們的營運可能造成：(i)空氣污染物的排放；(ii)建造活動的噪音排放；(iii)建造活動的污水排放；及(iv)建築廢料的棄置。因此，我們的地基工程受下列有關環境保護的法例及規例規定所限。

對本集團有重大影響的法例及規例其中包括《空氣污染管制條例》(香港法例第311章)、《空氣污染管制(非道路移動機械)(排放)規例》(香港法例第311Z章)(「非道路移動機械規例」)、《噪音管制條例》(香港法例第400章)、《水污染管制條例》(香港法例第358章)、《廢物處置條例》(香港法例第354章)、《海上傾倒物料條例》(香港法例第466章)、《環境影響評估條例》(香港法例第499章)及《公眾衛生及市政條例》(香港法例第132章)。

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

The Group is committed to minimise the adverse impact on the environment resulting from our business activities. In order to comply with the applicable environmental protection laws, The Group has established an environmental management system in accordance with the ISO 14001:2015 international standards. Since January 2017, the environmental management system of Kit Kee Engineering has been certified to be in accordance with the requirements of the ISO 14001:2015 standards. Our environmental management system includes measures and work procedures governing environmental protection compliance that are required to be followed by our employees and our subcontractors.

As at the date of this annual report, the Group has 66 machines regulated under the NRMM Regulation and out of which 44 machines were exempted and 22 machines were approved by the Hong Kong Environmental Protection Department under the NRMM Regulation. In compliance with the NRMM Regulation on the emissions of machinery, all of the 44 exempted machines are expected to be phased out. To keep the Group abreast of the industry changes due to the implementation the NRMM Regulation, we plan to acquire new machines and equipment which are more environmental friendly and are able to obtain approval under the NRMM Regulation if applicable.

### COMPLIANCE WITH THE RELEVANT LAWS AND REGULATIONS

During the Review Year, as far as the Board and the management are aware, there was no material breach of or non-compliance with the applicable laws and regulations by the Group that has material impact on the business and operation of the Group.

本集團致力於盡量減少業務活動對環境的任何不利影響。為符合適用的環保法律，本集團已根據 ISO 14001:2015 國際標準設立環境管理體系。自二零一七年一月以來，杰記工程的環境管理體系已獲認證符合 ISO 14001:2015 標準的要求。環境管理體系包括我們的僱員及分包商均須遵守的規管環境保護合規性的措施及工作程序。

於本年報日期，本集團有 66 台受非道路移動機械規例規管的機械，其中 44 台及 22 台分別獲香港環境保護署根據非道路移動機械規例豁免及核准。為遵守有關機械排放的非道路移動機械規例，所有 44 台豁免機器預期將淘汰。為了讓本集團緊跟因實施非道路移動機械規例導致的行業變化，我們計劃購買更加環保且可獲得非道路移動機械規例項下批准(如適用)的新機器及設備。

### 遵守相關法律及法規

於回顧年度，就董事會及管理層所知，本集團概無嚴重違反或不遵守適用法律及法規的情況，以致對本集團業務及營運產生重大影響。



## MANAGEMENT DISCUSSION AND ANALYSIS

### 管理層討論及分析

#### KEY RELATIONSHIPS WITH EMPLOYEES, CUSTOMERS, SUPPLIERS AND SUB-CONTRACTORS

##### Employees

The Group considers its employees the key to sustainable business growth and also recognises its employees as its valuable assets. Further, in light of the shortage of skilled labour in the local construction industry, it is crucial to maintain a competitive remuneration package and fringe benefits for our potential and existing employees. In this regard, the Group provides comprehensive remuneration package includes salary, discretionary bonuses and other cash subsidies to attract, motivate and retain appropriate and suitable employees to serve the Group. In general, our Group determines employee salaries based on each employee's qualifications, position and seniority. Our Group has designed an annual review system to assess the performance of our employees, which forms the basis of our decisions with respect to salary raises, bonuses and promotions. The Group also provides on-the-job training and development opportunities to enhance its employees' career development and learning.

##### Customers

The Group are aware of the risk of customer concentration, and sought to reduce the reliance on major customer by undertaking more sizable projects for other customers. A summary of the customer concentration of the Group and the relationship with the Group's largest customer were set out in the section headed "Business – Customer concentration" and "Business – Our relationship with Customer Tysan" of the Prospectus, respectively.

Besides that, the Group believes a strong and good relationship with customers would increase its recognition and visibility in the foundation industry. As such, the Group values the views and opinions of all customers through various means and channels, including regular review and analysis on customer feedback.

The Group also believes that a strong and good relationship with customers can further develop new business opportunities in the foundation industry.

#### 與僱員、客戶、供應商及分包商的主要關係

##### 僱員

本集團認為僱員是達致業務可持續發展的關鍵所在，亦將僱員視為寶貴資產。此外，鑒於當地建造業的熟練工人供應短缺，維持我們潛在及現有僱員具有競爭力的薪酬待遇及附加福利尤為重要。就此而言，本集團提供包括工資、酌情花紅及其他現金補貼在內的全面薪酬待遇，以吸引、激勵及挽留適當及合適的僱員為本集團服務。一般而言，本集團根據每位僱員的資格、職位及資歷確定僱員薪資。為評估僱員績效，本集團制定一項年度審查制度，形成我們決定加薪、花紅及晉升的依據。本集團亦提供在職培訓及發展機會以加強僱員的職業發展及學習。

##### 客戶

本集團注意到客戶集中的風險，透過承接更多其他客戶的大規模項目，務求減低對主要客戶的依賴。有關本集團客戶集中及與本集團最大客戶的關係的概要分別載於招股章程「業務－客戶集中」及「業務－我們與客戶泰昇的關係」各節。

此外，本集團相信，與客戶維持深厚良好的關係將提升其在地基行業的認可度及知名度。因此，本集團通過不同方法及渠道（包括定期審閱及分析客戶反饋）了解所有客戶的觀點及意見。

本集團亦相信，與客戶建立牢固良好的關係，可進一步發展在地基行業的新業務機遇。

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

### Suppliers and Sub-Contractors

The Group has developed stable and strong working relationships with suppliers and sub-contractors to meet the Group's customers' needs in an effective and efficient manner. The Group works closely with the suppliers and sub-contractors to make sure the tendering, procurement and sub-contracting are conducted in an open, fair and just manner. The Group's requirements and standards are also well-communicated to them before the commencement of the project.

### LIQUIDITY, FINANCIAL POSITION AND CAPITAL STRUCTURE

The Shares of the Company were successfully listed on the Main Board of the Stock Exchange on the Listing Date and there has been no change in capital structure of the Group since then.

As at 31 March 2018, the Company's issued capital was HK\$12.0 million and the number of its issued ordinary shares was 1,200,000,000 shares of HK\$0.01 each.

As at 31 March 2018, the Group had total cash and cash equivalents and pledged bank deposits of approximately HK\$147.3 million (31 March 2017: approximately HK\$36.7 million). The increase was due to the net proceeds received from the Listing.

### TREASURY POLICY

The Group has adopted a prudent financial management approach towards its treasury policy. The Board closely monitors the Group's liquidity position to ensure that the liquidity structure of the Group's assets, liabilities, and other commitments can meet its funding requirements all the time.

### Pledge of Assets

As at 31 March 2018, our plant and equipment with an aggregate net book value of approximately HK\$0.1 million (31 March 2017: approximately HK\$2.1 million) were pledged under finance lease, while the Group had pledged an investment property situated in Hong Kong of approximately HK\$4.6 million (31 March 2017: approximately HK\$4.0 million) and approximately HK\$10.2 million bank deposits (31 March 2017: nil) in order to secure bank facilities granted to Kit Kee Engineering.

### 供應商及分包商

本集團與供應商及分包商建立穩定且牢固的合作關係，以有效及高效地滿足本集團客戶的需求。本集團與供應商及分包商緊密合作，確保招標、採購及分包過程公開、公平及公正。本集團於項目動工前已向彼等清楚說明本集團的規定及標準。

### 流動資金、財務狀況及資本架構

本公司股份於上市日期成功於聯交所主板上市，此後，本集團資本架構並無變動。

於二零一八年三月三十一日，本公司已發行股本為12.0百萬港元及已發行普通股數目為每股面值0.01港元的1,200,000,000股股份。

於二零一八年三月三十一日，本集團有現金及現金等價物以及已抵押銀行存款約147.3百萬港元（二零一七年三月三十一日：約36.7百萬港元）。增加主要是由於從上市獲得所得款項淨額。

### 庫務政策

本集團已就庫務政策採取審慎的財務管理方法。董事會密切監督本集團流動資金狀況，以確保本集團資產、負債及其他承擔的流動資金架構可一直滿足其資金需求。

### 資產抵押

於二零一八年三月三十一日，我們的廠房及設備的合計賬面淨值約為0.1百萬港元（二零一七年三月三十一日：約2.1百萬港元）已按融資租賃作出抵押，同時本集團已就杰記工程有限公司獲授銀行融資而抵押位於香港的投資物業約4.6百萬港元（二零一七年三月三十一日：約4.0百萬港元）及約10.2百萬港元銀行存款（二零一七年：無）。

## MANAGEMENT DISCUSSION AND ANALYSIS

### 管理層討論及分析

#### FOREIGN EXCHANGE EXPOSURE

As the Group only operates in Hong Kong and all of the revenue and transactions arising from its operations were settled in Hong Kong dollar, the Directors are of the view that the Group's foreign exchange rate risks are insignificant. Thus, the Group has not entered into any derivative contracts to hedge against the foreign exchange rate risk for the Review Year.

#### CAPITAL COMMITMENTS AND CONTINGENT LIABILITIES

As at 31 March 2017 and 2018, the Group had no material capital commitments.

At 31 March 2017 and 2018, the Group has been involved in a number of claims, litigations and potential claims against the Group in relation to work-related injuries and non-compliances. The Directors are of the opinion that the claims, litigations and non-compliances are not expected to have a material impact on the consolidated financial statements, and the outcome for potential claims is uncertain. Accordingly, no provision has been made to the consolidated financial statements.

#### SIGNIFICANT INVESTMENT, MATERIAL ACQUISITIONS OR DISPOSALS OF SUBSIDIARIES AND ASSOCIATED COMPANIES

During the Review Year, the Group did not have any significant investment held, any material acquisitions or disposals of subsidiaries or associated companies apart from the corporate reorganisation as disclosed in the Prospectus.

#### FUTURE PLANS FOR MATERIAL INVESTMENT OR CAPITAL ASSETS

Save as disclosed under the section headed "Future Plans and Use of Proceeds" in the Prospectus, the Group did not have any other plans for material investments or capital assets during the Review Year.

#### 外匯風險

由於本集團僅於香港經營業務，經營產生的所有收益及交易均以港元結算，故董事認為本集團匯率風險不大。因此，回顧年度本集團並無訂立任何衍生工具合約以對沖匯率風險。

#### 資本承擔及或然負債

於二零一七年及二零一八年三月三十一日，本集團並無重大資本承擔。

於二零一七年及二零一八年三月三十一日，本集團涉及多項針對本集團的工傷申索、訴訟及潛在申索以及不合規事件。董事認為該等申索、訴訟及不合規事件預期不會對綜合財務報表造成重大影響，且潛在申索的結果為不確定。因此，概無於綜合財務報表作出撥備。

#### 重大投資、重大收購或出售附屬公司及聯營公司

於回顧年度，除招股章程所披露的公司重組外，本集團並無持有任何重大投資，亦無重大收購或出售附屬公司或聯營公司事項。

#### 未來重要投資或資本資產計劃

於回顧年度，除招股章程「未來計劃及所得款項用途」一節所披露者外，本集團並無任何其他重要投資或資本資產計劃。

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

### USE OF PROCEEDS

The net proceeds received by the Group, after deducting related expenses, were approximately HK\$91.9 million. These proceeds are intended to be applied in accordance with the proposed application set out in the section headed “Future Plans and Use of Proceeds” to the Prospectus. Such uses include: (i) enhancing the construction machinery fleet; (ii) strengthening the workforce and manpower; (iii) reinforcing sales and marketing efforts; and (iv) funding of general working capital. Details of the use of the proceeds are listed as below:

### 所得款項用途

扣除相關開支後，本集團收取的所得款項淨額約為91.9百萬港元。該等所得款項擬按招股章程「未來計劃及所得款項用途」一節所載建議用途動用。該等用途包括：(i)擴充建築機械隊伍；(ii)加強人手及人力；(iii)加強銷售及營銷力度；及(iv)撥付一般營運資金。所得款項用途詳情載列如下：

		Planned use of proceeds up to 31 March 2018 截至二零一八年 三月三十一日 計劃所得款項用途 HK\$'000 千港元	Actual Usage up to 31 March 2018 截至二零一八年 三月三十一日的 實際用途 HK\$'000 千港元
Enhancing the construction machinery fleet	擴充建築機械隊伍	60,311	5,430
Strengthening the workforce and manpower	加強人手及人力	19,272	–
Reinforcing sales and marketing efforts	加強銷售及營銷力度	4,761	1,311
Funding of general working capital	撥付一般營運資金	7,596	7,596
Total	總計	91,940	14,337

As at 31 March 2018 and the date of this report, the unutilised proceeds were placed in interest-bearing deposits with authorised financial institutions or licensed banks in Hong Kong. The Directors regularly evaluate the Group's business objective and may change or modify plans against the changing market condition to ascertain the business growth of the Group. During the Review Year, the Directors considered that no modification of the use of proceeds described in the Prospectus was required.

於二零一八年三月三十一日及本報告日期，未動用所得款項存於香港認可金融機構或持牌銀行作為計息存款。董事定期評估本集團業務目標，或會因應市況變動修改或修訂計劃以確保本集團業務增長。於回顧年度，董事認為無須修改招股章程所述所得款項用途。

## MANAGEMENT DISCUSSION AND ANALYSIS

### 管理層討論及分析

#### EMPLOYEES AND REMUNERATION POLICY

As at 31 March 2018, we employed a total of 249 full-time employees (including two executive Directors but excluding three independent non-executive Directors), as compared to a total of 341 full-time employees as at 31 March 2017. The remuneration packages that the Group offers to employees includes salary, discretionary bonuses and other cash subsidies. In general, the Group determines employee salaries based on each employee's qualifications, position and seniority. The Group has designed an annual review system to assess the performance of its employees, which forms the basis of its decisions with respect to salary raises, bonuses and promotions. The total staff cost incurred by the Group for the Review Year was approximately HK\$97.5 million compared to approximately HK\$96.4 million in the corresponding year ended 31 March 2017.

The remuneration of the Directors is decided by the Board upon the recommendation from the remuneration committee of the Company having regard to the Group's operating results, individual performance and comparable market statistics.

#### DIVIDENDS

The Board has resolved not to recommend the declaration of final dividend for the Review Year (FY2017: nil).

#### 僱員及薪酬政策

於二零一八年三月三十一日，我們共僱傭249名全職僱員（包括2名執行董事但不包括3名獨立非執行董事），而二零一七年三月三十一日共僱用341名全職僱員。本集團向僱員提供的薪酬待遇包括工資、酌情花紅及其他現金補貼。一般而言，本集團根據每位僱員的資格、職位及資歷確定僱員薪資。為評估僱員績效，本集團制定一項年度審核制度，形成我們釐定加薪、花紅及晉升的依據。回顧年度，本集團產生的僱員成本總額約為97.5百萬港元，而截至二零一七年三月三十一日止相應年度約為96.4百萬港元。

董事薪酬由董事會根據本公司薪酬委員會的建議並參考本集團經營業績、個人表現及同類市場統計數字而釐定。

#### 股息

董事會議決不建議宣派回顧年度的末期股息（二零一七財年：無）。

# BIOGRAPHICAL DETAILS OF THE DIRECTORS AND SENIOR MANAGEMENT

## 董事及高級管理層履歷資料

Biographical Details of the Directors and Senior Management are set out as follows:

### DIRECTORS

#### Executive Directors

**Mr. YIP Yuk Kit (葉育杰) (“Mr. Yip”)**, aged 62, is one of the controlling shareholders, the chairman of the Board, an executive Director and chief executive officer of the Group. He joined the Group in August 1993 and is one of the founders of the Group. He is also a director of each and every wholly-owned subsidiary of the Group.

Mr. Yip is responsible for the overall business development and business strategies of the Group. He has more than 40 years of experience in the foundation industry. In 1977, Mr. Yip commenced his business of earthwork and air compressor rental in Hong Kong through Kit Kee Mechanics\* (杰記機械) which was first registered as a sole proprietorship. In 1986, Mr. Yip established Kit Kee Engineering Company\*<sup>1</sup> (杰記工程公司) where he engaged in ELS and foundation works in Hong Kong. On 19 August 1993, Mr. Yip co-founded Kit Kee Engineering where Mr. Yip is responsible for overseeing the projects and business development. From August 1993 and up to the present, Mr. Yip is the managing director of Kit Kee Engineering.

Mr. Yip has entered into a service agreement with the Company for an initial term of three years commencing on 8 February 2018 and will continue thereafter until terminated in accordance with the terms of the agreement. The amount of emoluments paid for the year ended 31 March 2018 to Mr. Yip is set out in note 12 to the consolidated financial statements for the year ended 31 March 2018 of the Company's annual report. Such remuneration/emoluments will be reviewed annually by the Board and the remuneration committee and he is also entitled to a discretionary bonus with reference to his performance and the operating results of the Group.

Mr. Yip has not held any directorship in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas. As at the Latest Practicable Date, he was interested in 900,000,000 Shares held through Fame Circle (representing 75% of the aggregate number of Shares in issue). Save as disclosed above, Mr. Yip was not interested in any Shares within the meaning of Part XV of the SFO as at the Latest Practicable Date. Save as disclosed above, Mr. Yip does not have any relationship with any other Directors, senior management or substantial shareholder or controlling shareholder of the Company.

\* For identification purpose

董事及高級管理層履歷資料載列如下：

### 董事

#### 執行董事

**葉育杰先生(「葉先生」)**，62歲，為本集團控股股東之一、董事會主席、執行董事兼行政總裁。葉先生於一九九三年八月加入本集團並為本集團創始人之一。彼亦為本集團各個及每個全資附屬公司的董事。

葉先生負責本集團整體業務發展及業務策略。葉先生擁有逾40年地基行業經驗。於一九七七年，葉先生於香港透過杰記機械(當時初步註冊為獨資經營)開展其土方工程及空氣壓縮機租賃業務。於一九八六年，葉先生在香港成立杰記工程公司，從事挖掘及側向承托及地基工程。於一九九三年八月十九日，葉先生共同創立杰記工程，而葉先生負責監管項目及業務開發。葉先生自一九九三年八月至今為杰記工程的董事總經理。

葉先生已與本公司訂立服務協議，自二零一八年二月八日起計，初步為期三年，並將於此後持續有效直至根據協議之條款終止為止。截至二零一八年三月三十一日止年度已支付予葉先生之酬金數額載於本公司截至二零一八年三月三十一日止年度年報之綜合財務報表附註12。有關薪酬／酬金將由董事會及薪酬委員會每年進行檢討，及彼亦有權享有參照其表現及本集團之經營業績釐定之酌情花紅。

葉先生過去三年並無於證券在香港或海外任何證券市場上市之公眾公司擔任任何董事職務。於最後實際可行日期，彼於透過Fame Circle持有之900,000,000股股份(相當於已發行股份總數之75%)中擁有權益。除上文所披露者外，於最後實際可行日期，葉先生並無擁有任何證券及期貨條例第XV部所界定的股份權益。除上文所披露者外，葉先生與本公司任何其他董事、高級管理層或主要股東或控股股東並無任何關係。

\* 以供識別

## BIOGRAPHICAL DETAILS OF THE DIRECTORS AND SENIOR MANAGEMENT

### 董事及高級管理層履歷資料

**Mr. CHEUNG Chun Fai (張振輝) (“Mr. Cheung”)**, aged 48, is an executive Director of the Group. He joined the Group in October 1996.

Mr. Cheung is responsible for the overall management and business operations of the Group. Mr. Cheung has over 20 years of experience in the foundation industry. Mr. Cheung was a technician at Fugro-McClelland Geotechnical Services (Hong Kong) Limited from July 1990 to September 1991 and a resident technical officer (laboratory) of Maunsell Consultants Asia Limited from December 1991 to January 1993. From March 1993 to April 1995, Mr. Cheung worked in the Water Suppliers Department of the Government as a technical officer. He then worked in High-Point Rendel (HK) Limited as a technical officer from May 1995 to June 1996 and was a site engineer at Hsin Chong (Foundations) Limited from June 1996 to September 1996. Mr. Cheung joined the Group in October 1996 as a site engineer. He was subsequently promoted to the position of project manager in 2006 and was further promoted to the position of director in 2017. Mr. Cheung obtained a Higher Diploma in Building from the City University of Hong Kong in November 1995.

Mr. Cheung has entered into a service agreement with the Company for an initial term of three years commencing on 8 February 2018 and will continue thereafter until terminated in accordance with the terms of the agreement. The amount of emoluments paid for the year ended 31 March 2018 to Mr. Cheung is set out in note 12 to the consolidated financial statements for the year ended 31 March 2018 of the Company's annual report. Such remuneration/emoluments will be reviewed annually by the Board and the remuneration committee and he is also entitled to a discretionary bonus with reference to his performance and the operating results of the Group.

Mr. Cheung has not held any directorship in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas. He is not connected with any Directors, senior management, substantial or controlling shareholders of the Company, nor does he have any interests in the Shares which are required to be disclosed pursuant to Part XV of the SFO.

張振輝先生(「張先生」)，48歲，為本集團執行董事，於一九九六年十月加入本集團。

張先生負責本集團的整體管理及業務營運。張先生擁有逾20年地基行業經驗。張先生自一九九零年七月至一九九一年九月擔任Fugro-McClelland Geotechnical Services (Hong Kong) Limited的技術員；自一九九一年十二月至一九九三年一月擔任茂盛(亞洲)工程顧問有限公司常駐技術員(實驗室)。張先生自一九九三年三月至一九九五年四月任職於政府水務署，擔任技術專員。其後張先生於一九九五年五月至一九九六年六月任職於High-Point Rendel (HK) Limited，擔任技術專員，及自一九九六年六月至一九九六年九月擔任新昌(地基工程)有限公司地盤工程師。張先生於一九九六年十月加入本集團任地盤工程師，其後於二零零六年晉升為工程項目經理，於二零一七年再度晉升為董事。張先生於一九九五年十一月取得香港城市大學建築專業高級文憑。

張先生已與本公司訂立服務協議，自二零一八年二月八日起計，初步為期三年，並將於此後持續有效直至根據協議之條款終止為止。截至二零一八年三月三十一日止年度已支付予張先生之酬金數額載於本公司截至二零一八年三月三十一日止年度年報之綜合財務報表附註12。有關薪酬／酬金將由董事會及薪酬委員會每年進行檢討，及彼亦有權享有參照其表現及本集團之經營業績釐定之酌情花紅。

張先生過去三年並無於證券在香港或海外任何證券市場上市之公眾公司擔任任何董事職務。張先生與本公司任何其他董事、高級管理層、主要或控股股東並無任何關係，亦無擁有任何股份權益，須根據證券及期貨條例第XV部予以披露。

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

### Non-Executive Directors

**Mr. LING Zheng (凌正) (“Mr. Ling”)**, aged 57, was appointed as a non-executive Director on 25 May 2018. Mr. Ling entered into a service contract with the Company for a term of three years commencing from 25 May 2018 and will continue thereafter until terminated in accordance with the terms of the agreement. Mr. Ling is entitled to an annual director’s fee of HK\$180,000 and a discretionary bonus with reference to his duties, responsibilities, performance and the results of the Company and its subsidiaries.

Mr. Ling is mainly responsible for the strategic planning and development of the Group. He is the founder and chief executive officer of Dazhi Investment Group Company Limited\* (大志投資集團有限公司) (“Dazhi”), which is a comprehensive business group headquartered in the Anhui Province, the Peoples Republic of China (“Anhui”), and principally engaged in the businesses of real estate investment and provision of integrated financial services. Dazhi is the vice president unit of Anhui People’s Government Decision making Magazine Council\* (人民政府決策雜誌社理事會). Mr. Ling is the executive vice president of Hefei Investment and Financing Association\* (合肥投融資商會) and vice president of Anhui Business Global Council\* (徽商全球理事會). From 27 September 2016 to 6 March 2018, Mr. Ling served as an executive Director and the chairman of the board of directors of Teamway International Group Holdings Limited (formerly known as Jin Bao Bao Holdings Limited) (stock code: 1239), the issued shares of which are listed on the Stock Exchange.

Save as disclosed, Mr. Ling has not held any directorship in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas. He is not connected with any Directors, senior management, substantial or controlling shareholders of the Company, nor does he have any interests in the Shares which are required to be disclosed pursuant to Part XV of the SFO.

\* For identification purpose

### 非執行董事

凌正先生(「凌先生」)，57歲，於二零一八年五月二十五日獲委任為非執行董事。凌先生已與本公司訂立服務合約，自二零一八年五月二十五日起計，為期三年，將於此後持續有效直至根據協議之條款終止為止。凌先生有權享有年度董事袍金180,000港元，亦有權享有參照其職責、責任、表現及本公司及其附屬公司之業績釐定之酌情花紅。

凌先生主要負責本集團的策略規劃及發展。凌先生為大志投資集團有限公司(「大志」)的創始人兼行政總裁。大志為一家綜合型業務集團，總部設於中華人民共和國安徽省(「安徽」)，主要從事房地產投資及提供綜合金融服務業務。大志為安徽人民政府決策雜誌社理事會之副理事長單位。凌先生為合肥投融資商會常務副會長及徽商全球理事會副會長。自二零一六年九月二十七日至二零一八年三月六日，凌先生擔任Teamway International Group Holdings Limited(前稱金寶寶控股有限公司)(股份代號：1239，其已發行股份於聯交所上市)的執行董事兼董事會主席。

除上文所披露者外，凌先生過去三年並無於證券在香港或海外任何證券市場上市之公眾公司擔任任何董事職務。彼與本公司任何董事、高級管理層、主要或控股股東並無關連，亦無於股份中擁有任何根據證券及期貨條例第XV部規定須予披露之權益。

\* 以供識別



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

### Independent Non-Executive Directors

**Mr. LO Chi Wang (羅智弘) (“Mr. Lo”)**, aged 40, was appointed as an independent non-executive Director on 18 January 2018. He has entered into a letter of appointment for a fixed term of three years with effect from 8 February 2018 and will continue thereafter until terminated in accordance with the terms of the appointment. He is entitled to an annual director’s fee of HK\$180,000. Mr. Lo is mainly responsible for overseeing the management independently and providing independent judgment on the issue of strategy, performance, resources and standard of conduct of the Company. He is a member of each of the audit committee and remuneration committee. Save as disclosed above, Mr. Lo does not hold any position in the Group.

Mr. Lo has over 15 years of experience in the accounting and finance field. Mr. Lo’s experience in auditing and tax advisory services was gained from his various positions in Deloitte Touche Tohmatsu Limited from February 2002 to June 2009. Mr. Lo was the financial controller of Hanyu China Holdings Limited from June 2009 to October 2013, and also was the financial controller of Sino Grandness Food Industry Group Limited, a company listed on the Singapore Stock Exchange (stock code: T4B) from November 2013 to February 2015. Since May 2015, Mr. Lo has been working as a financial controller of Hung Fook Tong Group Holdings Limited, a company listed on the Main Board of the Stock Exchange (stock code: 1446).

Mr. Lo received a degree of Bachelor of Arts (Honour) in Accounting from Manchester Metropolitan University in Manchester, United Kingdom in June 2001. He is a fellow member of both the Association of Chartered Certified Accountants (“ACCA”) and the Hong Kong Institute of Certified Public Accountants (“HKICPA”). Mr. Lo was admitted to full membership of CPA Australia on 25 May 2017.

Save as disclosed above, Mr. Lo has not held any directorship in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas. He is not connected with any Directors, senior management, substantial or controlling shareholders of the Company, nor does he have any interests in the Shares which are required to be disclosed pursuant to Part XV of the SFO.

### 獨立非執行董事

羅智弘先生(「羅先生」)，40歲，於二零一八年一月十八日獲委任為獨立非執行董事。羅先生已訂立委任函，自二零一八年二月八日起生效，固定年期為三年，將於此後持續有效直至根據委任條款終止為止。羅先生有權享有年度董事袍金180,000港元。羅先生主要負責獨立監督管理及就本公司策略、表現、資源及行為準則事宜提供獨立判斷。彼為審核委員會及薪酬委員會成員。除上文所披露者外，羅先生並無於本集團擔任任何職務。

羅先生擁有逾15年會計及財務領域經驗。羅先生於審計及稅務諮詢服務方面的經驗來自於二零零二年二月至二零零九年六月於德勤•關黃陳方會計師行的多個職務工作。羅先生於二零零九年六月至二零一三年十月擔任漢宇中國控股有限公司的財務總監。羅先生於二零一三年十一月二零一五年二月擔任振鵬達中華食品工業集團有限公司(一間新加坡證券交易所上市的公司，股份代號：T4B)的財務總監。羅先生自二零一五年五月以來一直擔任聯交所主板上市公司鴻福堂集團控股有限公司(股份代號：1446)的財務總監。

羅先生於二零零一年六月取得英國曼徹斯特都會大學(Manchester Metropolitan University)的會計學文學士(榮譽)學位。彼為英國特許公認會計師公會(「英國特許公認會計師公會」)及香港會計師公會(「香港會計師公會」)的資深會員。羅先生於二零一七年五月二十五日獲接納為澳洲會計師公會正式會員。

除上文所披露者外，羅先生過去三年並無於證券在香港或海外任何證券市場上市之公眾公司擔任任何董事職務。彼與本公司任何董事、高級管理層、主要或控股股東並無關連，亦無於股份中擁有任何根據證券及期貨條例第XV部規定須予披露之權益。

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

**Mr. CHAN Ka Yu (陳家宇) (“Mr. Chan”)**, aged 39, was appointed as an independent non-executive Director on 18 January 2018. He has entered into a letter of appointment for a fixed term of three years with effect from 8 February 2018 and will continue thereafter until terminated in accordance with the terms of the appointment. He is entitled to an annual director’s fee of HK\$180,000. Mr. Chan is mainly responsible for overseeing the management independently and providing independent judgment on the issues of strategy, performance, resources and standard of conduct of the Company. He is the chairman of the remuneration committee, and a member of each of the audit committee and nomination committee. Save as disclosed above, Mr. Chan does not hold any position in the Group.

Mr. Chan has over 10 years of professional accounting and financial reporting experience. From July 2004 to July 2007, Mr. Chan worked as an accountant at Kam & Cheung Certified Public Accountants. From July 2007 to August 2010, he was a senior auditor at World Link CPA Limited. From September 2010 to April 2012, he worked at BDO Limited (which was formerly known as JBPB & Company), initially as a senior accountant and subsequently promoted as a senior associate. From May 2012 to April 2013, Mr. Chan was an investor relations officer at Fantasia Group (China) Company Limited, a subsidiary of Fantasia Holdings Group Co., Limited (花樣年控股集團有限公司) (stock code: 1777), the shares of which are listed on the Main Board of the Stock Exchange. Since June 2013, he has been working as the chief financial officer of CEFC Hong Kong Financial Investment Company Limited (香港華信金融投資有限公司) (formerly known as Runway Global Holdings Company Limited (時尚環球控股有限公司)) (stock code: 1520), the shares of which are listed on the Main Board of the Stock Exchange.

Mr. Chan obtained a degree of Bachelor of Commerce in Accounting from Hong Kong Shue Yan University in October 2009. He is a member of Hong Kong Institute of Certified Public Accountants since March 2009.

Save as disclosed above, Mr. Chan has not held any directorship in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas. He is not connected with any Directors, senior management, substantial or controlling shareholders of the Company, nor does he have any interests in the Shares which are required to be disclosed pursuant to Part XV of the SFO.

陳家宇先生(「陳先生」)，39歲，於二零一八年一月十八日獲委任為獨立非執行董事，陳先生已訂立委任函，自二零一八年二月八日起生效，固定年期為三年，將於此後持續有效直至根據委任條款終止為止。陳先生有權享有年度董事袍金180,000港元。陳先生主要負責獨立監督管理及就本公司策略、表現、資源及行為準則事宜提供獨立判斷。彼為薪酬委員會主席及審核委員會及提名委員會成員。除上文所披露者外，陳先生並無於本集團擔任任何職務。

陳先生擁有逾10年專業會計及財務申報經驗。自二零零四年七月至二零零七年七月，陳先生擔任張沛鴻•甘耀成會計師行會計師。自二零零七年七月至二零一零年八月，陳先生為華普天健(香港)會計師事務所有限公司高級審計師。自二零一零年九月至二零一二年四月，陳先生就職於香港立信德豪會計師事務所有限公司(前稱莊柏會計師行)，起初擔任高級會計師，其後晉升為高級審計員。自二零一二年五月至二零一三年四月，陳先生為花樣年控股集團有限公司(股份代號：1777)(其股份於聯交所主板上市)的附屬公司花樣年集團(中國)有限公司的投資者關係主任。自二零一三年六月起，陳先生擔任香港華信金融投資有限公司(前稱時尚環球控股有限公司)(股份代號：1520)(其股份於聯交所主板上市)財務總監。

陳先生於二零零九年十月取得香港樹仁大學會計學商業學士學位。彼自二零零九年三月起為香港會計師公會會員。

除上文所披露者外，陳先生過去三年並無於證券在香港或海外任何證券市場上市之公眾公司擔任任何董事職務。彼與本公司任何董事、高級管理層、主要或控股股東並無關連，亦無於股份中擁有任何根據證券及期貨條例第XV部規定須予披露之權益。

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

**Mr. LEE Kwok Lun (李國麟) (“Mr. Lee”)**, aged 34, was appointed as an independent non-executive Director on 18 January 2018. He has entered into a letter of appointment for a fixed term of three years with effect from 8 February 2018 and will continue thereafter until terminated in accordance with the terms of the appointment. He is entitled to an annual director’s fee of HK\$180,000. Mr. Lee is mainly responsible for overseeing the management independently and providing independent judgment on the issues of strategy, performance, resources and standard of conduct of the Company. He is the chairman of the audit committee and a member of the nomination committee. Save as disclosed above, Mr. Chan does not hold any position in the Group.

Mr. Lee has over 10 years of professional accounting and financial reporting experience. From September 2006 to February 2008, Mr. Lee worked as an audit clerk at Y.K. Tsang & Co. From March 2008 to August 2009, he worked as senior audit clerk at Chan and Chan Certified Public Accountants (a member of Kreston international). From August 2009 to January 2014, he worked at ShineWing (HK) CPA Limited, initially as an accountant and subsequently promoted to the position of assistant manager. From January 2014 to November 2014, he was a manager at BDO Limited. From November 2014 to April 2015, he served KPMG and his last position was manager. In December 2015, Mr. Lee co-founded Prism CPA Limited, an accounting firm registered under the Professional Accountants Ordinance with the Hong Kong Institute of Certified Public Accountants, with his current position as a director.

Mr. Lee obtained a degree of Bachelor of Arts (Hons) in Accounting from the University of Hertfordshire in September 2006. He is a member of the Association of Chartered Certified Accountants since January 2013 and a member of the Hong Kong Institute of Certified Public Accountants since September 2013. In April 2015, Mr. Lee joined Summi (Group) Holdings Limited (森美(集團)控股有限公司) (formerly known as Tianyi (Summi) Holdings Limited (天溢(森美)控股有限公司)) (stock code: 756), the shares of which are listed on the Main Board of the Stock Exchange, as financial controller and company secretary, and has been appointed to the current position in June 2017 as chief financial officer. Mr. Lee is currently an independent non-executive Director of Wing Chi Holdings Limited (Stock Code: 6080) since September 2017, the shares of which are listed on the Main Board of the Stock Exchange.

Save as disclosed above, Mr. Lee has not held any directorship in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas. He is not connected with any Directors, senior management, substantial or controlling shareholders of the Company, nor does he have any interests in the Shares which are required to be disclosed pursuant to Part XV of the SFO.

李國麟先生(「李先生」)，34歲，於二零一八年一月十八日獲委任為獨立非執行董事，李先生已訂立委任函，自二零一八年二月八日起生效，固定年期為三年，將於此後持續有效直至根據委任條款終止為止。李先生有權享有年度董事袍金180,000港元。李先生主要負責獨立監督管理及就本公司策略、表現、資源及行為準則事宜提供獨立判斷。彼為審核委員會主席及提名委員會成員。除上文所披露者外，李先生並無於本集團擔任任何職務。

李先生於專業會計及財務申報方面擁有逾10年經驗。李先生於二零零六年九月至二零零八年二月在Y.K. Tsang & Co.擔任核數文員。於二零零八年三月至二零零九年八月，李先生在陳與陳會計師事務所(Kreston International的成員)擔任高級核數文員。於二零零九年八月至二零一四年一月期間，李先生就職於信永中和(香港)會計師事務所有限公司，起初擔任會計師，其後晉升為助理經理。李先生於二零一四年一月至二零一四年十一月在香港立信德豪會計師事務所有限公司擔任經理。於二零一四年十一月至二零一五年四月，李先生任職於畢馬威會計師事務所，最後職務為經理。於二零一五年十二月，李先生共同創立栢淳會計師事務所有限公司。該公司為根據專業會計師條例與香港會計師公會登記註冊的會計師事務所。現時，彼出任董事一職。

李先生於二零零六年九月獲得赫特福德大學會計學榮譽學士學位。自二零一三年一月及二零一三年九月起，彼分別為英國特許公認會計師公會及香港會計師公會會員。於二零一五年四月，李先生加入森美(集團)控股有限公司(前稱天溢(森美)控股有限公司)(股份代號：756，其股份於聯交所主板上市)，擔任財務總監及公司秘書，且於二零一七年六月獲委任為首席財務官至今。自二零一七年九月起至今，李先生為榮智控股有限公司(股份代號：6080，其股份於聯交所主板上市)的獨立非執行董事。

除上文所披露者外，李先生過去三年並無於證券在香港或海外任何證券市場上市之公眾公司擔任任何董事職務。彼與本公司任何董事、高級管理層、主要或控股股東並無關連，亦無於股份中擁有任何根據證券及期貨條例第XV部規定須予披露之權益。

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

Saved as disclosed above, there was no change to any information required to be disclosed in relation to any Director pursuant to Rule 13.51(2)(a) to (e) and (g) of the Rules Governing the Listing of Securities on the Stock Exchange (the "Listing Rules") during the Review Year. The Board is not aware of any information that ought to be disclosed pursuant to the requirements under Rule 13.51(2)(h) to (v) of the Listing Rules, nor are there any other matters that ought to be brought to the attention of the Shareholders.

### Senior Management

**Mr. Chan Ho Shing (陳浩成) ("Mr. Chan")**, aged 49, has been the contracts manager of Kit Kee Engineering since July 2005. He is mainly responsible for overseeing tender process, contract management, administration and quality assurance matters.

Mr. Chan obtained a Certificate in Building Studies from the Morrison Hill Technical Institute (currently known as the Hong Kong Institute of Vocational Education (IVE) (Morrison Hill)) in July 1988, a Higher Certificate in Building Studies from the Hong Kong Polytechnic University (formerly known as Hong Kong Polytechnic) in November 1990.

Mr. Chan has 30 years of experience in the foundation industry. Prior to joining our Group, Mr. Chan worked for various construction companies in various capacities. He was a site foreman at Kin Ming & Co. (健明公司) from August 1987 to August 1988 and an assistant quantity surveyor at Gammon Construction Limited from October 1988 to July 1992. He was employed by Fanta (CFC) Construction Co. Limited from August 1992 and later left with his last position being commercial manager. Mr. Chan was a quantity surveyor at Yat Ming Construction Co., Limited from July 1997 to May 2005.

**Mr. Leung Hoi Ki (梁海祺) ("Mr. Leung")**, aged 29, has been the financial controller of our Group since January 2017. He is primarily responsible for the management of financial, accounting and company secretarial matters of our Group.

Mr. Leung received a degree of Bachelor of Business Administration in Accountancy from the Hong Kong Polytechnic University in October 2011. Mr. Leung was admitted as a Certified Public Accountant in March 2015. He has over six years of accounting experience. From September 2011 to May 2014, he was employed by BDO Limited, with his last position being a senior associate of the Assurance Department. From June 2014 to November 2014, Mr. Leung worked as a senior accountant at the Assurance Department of Ernst & Young. From December 2014 to January 2017, he was employed by KPMG with his last position being a manager.

除上文所披露者外，於回顧年度根據聯交所證券上市規則（「上市規則」）第13.51(2)(a)至(e)及(g)條須予披露的有關任何董事的任何資料概無變動。董事會並不知悉任何資料須根據上市規則第13.51(2)(h)至(v)條的規定予以披露，亦無任何其他事宜須提請股東垂注。

### 高級管理層

**陳浩成先生（「陳先生」）**，49歲，自二零零五年七月起為杰記工程合約經理，主要負責監管投標程序、合約管理、行政工作及品質保證事宜。

陳先生於一九八八年七月取得摩理臣山工業學院（目前稱作香港專業教育學院摩理臣山分校）建築學證書，於一九九零年十一月取得香港理工大學（前稱香港理工學院）建築學高級證書。

陳先生擁有30年地基行業經驗。於加入本集團前，陳先生曾就職於多家建築公司擔任不同職務。陳先生自一九八七年八月至一九八八年八月擔任健明公司地盤管工；自一九八八年十月至一九九二年七月擔任金門建築有限公司助理工料測量師；彼自一九九二年八月受僱於迅達（中福）建築有限公司及其後離職，最後任職商務經理。陳先生自一九九七年七月至二零零五年五月擔任一鳴建築有限公司工程測量師。

**梁海祺先生（「梁先生」）**，29歲，自二零一七年一月起擔任本集團財務總監，主要負責管理本集團財務、會計及公司秘書事宜。

梁先生於二零一一年十月取得香港理工大學會計學商業管理學士學位。梁先生於二零一五年三月獲認可為會計師。梁先生擁有逾6年會計經驗。梁先生自二零一一年九月至二零一四年五月受僱於香港立信德豪會計師事務所有限公司，最後任職審計部門高級審計員；自二零一四年六月至二零一四年十一月，梁先生擔任安永會計師事務所審計部門的高級會計師；自二零一四年十二月至二零一七年一月，彼受僱於畢馬威會計師事務所，最後任職經理。

# CORPORATE GOVERNANCE REPORT

## 企業管治報告

The Group recognise the importance of incorporating elements of good corporate governance in the management structures and internal control procedures of the Group so as to achieve effective accountability. The Group is committed to maintaining good corporate governance to safeguard the interest of shareholders and to achieve effective accountability because the Group believes that is the best way to maximise our shareholder's value.

The Company has adopted the corporate governance code (the "CG code") contained in Appendix 14 to the Listing Rules. Pursuant to code provision A.2.1 of the CG Code, the roles of the chairman of the Board ("the Chairman") and the chief executive officer of the Company (the "Chief Executive Officer") should be separate and should not be performed by the same individual. Mr. Yip was the Chairman and Chief Executive Officer during the Review Year. As Mr. Yip has been assuming day-to-day responsibilities in operating and managing Kit Kee Engineering since August 1993, the Board is of the view that it is in the best interest of the Group to have Mr. Yip taking up both roles for effective management and business development.

Save for the above deviation, the Board considers that during the period from the Listing Date to 31 March 2018, the Company has complied with all the code provisions set out in the CG Code.

### MODEL CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS OF LISTED ISSUERS

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 its own code of conduct regarding Directors' securities transactions. Having made specific enquiries of the Directors, all the Directors have confirmed that they have complied with the requirements of the Model Code during the period from the Listing Date and up to the date of this annual report.

本集團認可在本集團管理架構及內部監控程序內引入良好企業管治元素的重要性，藉以達致有效的問責制。本集團致力於維持良好的企業管治，以保障股東利益及達致有效的問責制，乃由於本集團認為此乃實現股東價值最大化的最佳方式。

本公司已採納上市規則附錄十四所載企業管治守則（「企業管治守則」）。根據企業管治守則的守則條文第A.2.1條，本公司董事會主席（「主席」）與本公司行政總裁（「行政總裁」）之角色應分開而不應由同一人擔任。於回顧年度，葉先生兼任主席與行政總裁。鑒於葉先生自一九九三年八月以來一直承擔杰記工程的日常經營管理職責，董事會認為由葉先生兼任兩職有助有效管理及業務發展，符合本集團最佳利益。

除上述偏離外，董事會認為上市日期至二零一八年三月三十一日期間，本公司已遵守企業管治守則所載所有守則條文。

### 上市發行人董事進行證券交易的標準守則

本公司已採納上市規則附錄十上市發行人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行為守則。經向董事作出特定詢問，全體董事確認彼等於自上市日期起至本年報日期止期間已遵守標準守則的規定。

## THE BOARD Composition

The Company is committed to holding the view that the Board should include a balanced composition of executive Directors and non-executive Directors (including independent non-executive Directors) so that there is a strong independent element on the Board, which can effectively exercise independent judgment. As at the date of this report, the Board is chaired by Mr. Yip and comprised of five members including one executive Director, one non-executive Director and three independent non-executive Directors.

Biographical details of the Directors are set out in the section headed "Biographical Details of the Directors and Senior Management" in this report.

### **Executive Directors**

Mr. Yip Yuk Kit (*Chairman*)  
Mr. Cheung Chun Fai

### **Non-executive Director**

Mr. Ling Zheng

### **Independent non-executive Directors**

Mr. Lo Chi Wang  
Mr. Chan Ka Yu  
Mr. Lee Kwok Lun

## 董事會 組成

本公司堅持認為董事會中執行董事及非執行董事（包括獨立非執行董事）之構成應當平衡，從而使董事會中擁有可有效行使獨立判斷的強大獨立元素。於本報告日期，董事會由葉先生擔任主席，包括五名成員，其中包括一名執行董事、一名非執行董事及三名獨立非執行董事。

董事履歷資料載於本報告「董事及高級管理層履歷資料」一節。

### **執行董事**

葉育杰先生(*主席*)  
張振輝先生

### **非執行董事**

凌正先生

### **獨立非執行董事**

羅智弘先生  
陳家宇先生  
李國麟先生

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### Board Diversity Policy

The Board has adopted a board diversity policy (the “Board Diversity Policy”) since the Listing Date. The summary of the Board Diversity Policy is disclosed as below:

- the Company recognises the benefits of having a diverse Board to enhance the quality and effectiveness of the Board;
- in designing the Board’s composition, Board diversity has been considered from a number of aspects, including but not limited to gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service;
- all Board appointments will be based on meritocracy, and candidates will be considered against objective criteria, having due regard for the benefits of diversity on the Board;
- the selection of candidates will be based on a range of diversity perspectives, including but not limited to gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service. The ultimate decision will be based on merit and contribution that the selected candidates will bring to the Board; and
- the nomination committee of the Board will report on the Board’s composition under diversified perspectives, monitor the implementation of the Board Diversity Policy, review the Board Diversity Policy to ensure effectiveness and recommend for any revisions to the Board for consideration and approval.

### Independent Non-Executive Directors

The independent non-executive Directors have been appointed by the Company for a fixed term of three years commencing from 8 February 2018. Such appointment may be terminated in accordance with the terms of the letters of appointment, including by either party giving to the other party not less than three months’ advance written notice of termination.

The independent non-executive Directors have brought in a wide range of business and financial expertise, experience and independent judgement to the Board. Through active participation in the Board meetings and serving on various Board committees, all independent non-executive Directors will continue to make various contributions to the Company.

### 董事會成員多元化政策

自上市日期起，董事會已採納董事會成員多元化政策（「董事會成員多元化政策」）。董事會成員多元化政策之概要披露如下：

- 本公司認可設置多元化董事會對提升董事會質素及效能裨益良多；
- 本公司在設計董事會成員組成時，會從多個方面考慮董事會成員多元化，包括但不限於性別、年齡、文化及教育背景、種族、專業經驗、技能、知識及服務任期；
- 董事會所有委任均以用人唯才為原則，並在考慮人選時憑客觀條件充分顧及董事會成員多元化的裨益；
- 甄選人選將按一系列多元化範疇為基準，包括但不限於性別、年齡、文化及教育背景、種族、專業經驗、技能、知識及服務任期。最終將按人選的長處及可為董事會提供的貢獻作決定；及
- 董事會提名委員會將從多元化角度就董事會組成作報告、監督董事會成員多元化政策實施、檢討董事會成員多元化政策以確保行之有效，及向董事會提出修訂建議，供其考慮及審批。

### 獨立非執行董事

獨立非執行董事已獲本公司委任，自二零一八年二月八日起固定年期為三年。相關委任可根據委任函的條款予以終止，包括由任何一方向另一方發出不少於三個月的事先書面終止通知。

獨立非執行董事為董事會提供了多個領域的業務及財務專業知識、經驗及獨立判斷。透過積極參與董事會會議及任職於不同的董事委員會，全體獨立非執行董事將繼續為本公司作出多重貢獻。

Throughout the Review Year, the Company had three independent non-executive Directors, meeting the requirements of the Listing Rules that the number of independent non-executive Directors must represent at least one-third of the Board members, and that at least one of the independent non-executive Directors has appropriate professional qualifications or accounting or related financial management expertise.

Each of the independent non-executive Directors has given an annual confirmation of independence to the Company pursuant to Rule 3.13 of the Listing Rules. As at the date of this annual report, the Company is of the view that all independent non-executive Directors are independent in accordance with the relevant requirements under the Listing Rules.

### Appointment, Re-Election and Removal of Directors

Each of the Directors has entered into a service agreement or a letter of appointment with the Company for a specific term and is subject to termination provisions therein and provisions on retirement by rotation of Directors as set out in the amended and restated memorandum and articles of association (the "Restated Articles").

In accordance with article 108 of the Restated Articles, at each annual general meeting, one third of the Directors for the time being will retire from office by rotation. However, if the number of Directors is not a multiple of three, then the number nearest to but not less than one third shall be the number of retiring Directors. The Directors who shall retire in each year will be those who have been longest in the office since their last re-election or appointment but as between persons who become or were last re-elected Directors on the same day those to retire will (unless they otherwise agree among themselves) be determined by lot.

In accordance with article 112 of the Restated Articles, any Director appointed by the Board as an addition to the existing Board shall hold office only until the next following AGM of the Company and shall then be eligible for re-election.

In accordance with article 108 of the Restated Articles, Mr. Yip Kuk Kit, Mr. Cheung Chun Fai, Mr. Lo Chi Wang, Mr. Chan Ka Yu and Mr. Lee Kwok Lun will retire as Directors by rotation and, being eligible, offer themselves for re-election at the forthcoming annual general meeting of the Company.

In accordance with article 112 of the Restated Articles, Mr. Ling hold his office only until the AGM, being eligible, and offer himself for re-election at the forthcoming annual general meeting of the Company.

在整個回顧年度，本公司委任三名獨立非執行董事，符合上市規則要求獨立非執行董事人數須至少佔董事會成員三分之一，至少有一名獨立非執行董事具備合宜的專業資質或會計或相關財務管理經驗的規定。

各獨立非執行董事已根據上市規則第3.13條向本公司發出年度獨立性確認書。於本年報日期，本公司根據上市規則的相關規定，認為全體獨立非執行董事乃屬獨立。

### 委任、重選及罷免董事

各董事已與本公司訂立具特定年期的服務協議或委任函，服務協議或委任函可根據當中所列終止條文以及經修訂及重列組織章程大綱及細則（「經重列細則」）所載董事輪值退任條文予以終止。

根據經重列細則第108條，於每屆股東週年大會上，當時三分之一的董事應輪值告退。然而，倘董事人數並非三的倍數，則退任董事人數以最接近但不少於三分之一的人數為準。每年須退任的董事為自上次獲重選連任或委任以來任期最長的董事，惟倘多名董事均於同一日任職或獲重選連任，則以抽籤決定須告退的董事名單（彼等之間另有協定則除外）。

根據經重列細則第112條，獲董事會委任以增加現有董事會成員名額的董事的任期僅至本公司下屆股東週年大會為止，並可於該大會上膺選連任。

根據經重列細則第108條，葉育杰先生、張振輝先生、羅智弘先生、陳家宇先生及李國麟先生將作為輪值退任董事，並符合資格及願意於本公司應屆股東週年大會上膺選連任。

根據經重列細則第112條，凌先生的任期僅至股東週年大會日期為止，符合資格及願意於本公司應屆股東週年大會上膺選連任。



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### Role and Responsibilities

The Board is responsible for the overall management of the Group and all day-to-day operations and management of the Company's business has been delegated to management under the leadership of the chief executive officer of the Company.

The principal roles of the Board are:

- set long term objectives and strategies;
- approve major policies and guidelines;
- prepare and approve financial statements, annual report and interim report;
- approve major capital expenditures, acquisition and disposals;
- approve connected transactions;
- approve material borrowings and expenditures;
- review and monitor of internal control and risk management; and
- declare and recommend the payments of dividends.

No corporate governance committee has been established and the Board is responsible for the corporate governance functions of the Company, which includes:

- develop and review the Company's policies and practices on corporate governance;
- review and monitor the training and continuous professional development of directors and senior management;
- review and monitor the Company's policies and practices on compliance with legal and regulatory requirements;
- develop, review and monitor the code of conduct and compliance manual applicable to employees and directors; and
- review the Company's compliance with the CG Code and disclosure in the corporate governance report.

The Directors will review the Group's corporate governance policies and compliance with the CG code each financial year and comply with the "comply or explain" principle in the corporate governance report.

### 角色及職責

董事會負責本集團的整體管理，而本公司所有業務的日常經營管理已授權予管理層在本公司行政總裁的領導下開展。

董事會的主要角色為：

- 制定長期目標及策略；
- 批准重要政策及指引；
- 編製及批准財務報表、年度報告及中期報告；
- 批准重大資本開支、收購及出售事項；
- 批准關連交易；
- 批准重大借貸及開支；
- 檢討及監督內部監控及風險管理；及
- 宣派及建議派付股息。

並未成立企業管治委員會，而董事會承擔本公司企業管治職能，其中包括：

- 制定及檢討本公司企業管治政策及常規；
- 檢討及監督董事及高級管理層的培訓及持續專業發展；
- 檢討及監督本公司為遵守法例法規規定採取的政策及常規；
- 制定、審閱及監督適用於僱員及董事的行為準則及合規手冊；及
- 檢討本公司遵守企業管治守則的情況及在企業管治報告中作出披露。

董事將審閱本集團的企業管治政策，並於各財政年度遵守企業管治守則，採用企業管治報告中的「遵守或解釋」原則。

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### Directors' Insurance

The Company has arranged appropriate insurance coverage for all directors in relation to the discharge of their responsibilities.

### 董事保險

本公司已就全體董事履行彼等責任為彼等安排合宜的保險。

### Directors' Training and Professional Development

The Company, from time to time, provides in-house trainings for the Directors in the form of seminars, workshops and/or reading relevant material on the latest development of applicable laws, rules and regulations, management, financial and business issues to develop and refresh their knowledge and skills. The above training costs are borne by the Company.

### 董事培訓及專業發展

本公司不時向董事提供內部培訓，形式包括內容關乎適用法例、規則及法規最新發展、管理、財務及業務事項的研討會、研習會及／或組織閱讀相關資料，以發展及更新彼等的認知及技能。上述培訓的成本由本公司承擔。

The Directors are required to provide the Company with details of the training's records. Based on those training's record, the Directors received the following training during the Review Year:

董事須向本公司提供培訓記錄的詳細資料。根據該等培訓記錄，董事已於回顧年度接受以下培訓：

		Type of trainings 培訓類型
Mr. Yip Yuk Kit	葉育杰先生	A and B A及B
Mr. Cheung Chun Fai	張振輝先生	A and B A及B
Mr. Ling Zheng	凌正先生	A and B A及B
Mr. Lo Chi Wang	羅智弘先生	A and B A及B
Mr. Chan Ka Yu	陳家宇先生	A and B A及B
Mr. Lee Kwok Lun	李國麟先生	A and B A及B

A: attending seminars/conferences/forums

A: 出席研討會／會議／論壇

B: reading newspapers, journals and updates relating to the economy, general business, corporate governance and directors' duties and responsibilities

B: 閱覽報紙、刊物及關乎經濟、整體業務、企業管治及董事職責及責任的最新資料

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### Board Meetings

From 1 April 2018 onwards, the Board is scheduled to meet four times a year at approximately quarterly intervals with notice given to the Directors at least 14 days in advance. For all other Board meetings, notice will be given in a reasonable time in advance. The Directors are allowed to include any matter in the agenda that is required for discussion and resolution at the meeting. To enable the Directors to be properly briefed on issues arising at each of the Board meetings and to make informed decisions, an agenda and the accompanying Board papers will be sent to all Directors at least three days before the intended date of the Board meeting, or such other period as agreed.

Minutes of the Board and committee meetings are prepared and kept by the company secretary of the Company, and are open for inspection by Directors upon request. All Directors have access to the advice and services of the company secretary, and are allowed to seek external professional advice if needed.

During the Review Year, the Board held one meeting and the attendance record of each member of the Board is set out below:

### 董事會會議

自二零一八年四月一日以來，董事會按計劃每年舉行四次會議，大約每季舉行一次，並於召開前向董事發出不少於14日之通知。就所有其他董事會會議而言，將會提前於合理時間發出通知。董事獲准將任何事宜納入須於會上討論及決議的會議議程。為使董事妥為知悉各董事會會議將予提呈之事宜及作出知情決定，會議議程連同董事會文件將於董事會會議擬定舉行日期前至少3日（或協定的有關其他日期）送交全體董事。

董事會及董事委員會會議的會議記錄由本公司公司秘書編製及保管，且於董事要求時可供其查閱。全體董事可向公司秘書尋求建議及服務，並獲准於需要時尋求外部專業建議。

於回顧年度，董事會舉行一次會議，而各董事會成員出席記錄載列如下：

		Meetings attended/ Meeting convened 出席會議次數/ 舉行會議次數
Mr. Yip Yuk Kit	葉育杰先生	1/1
Mr. Cheung Chun Fai	張振輝先生	1/1
Mr. Lo Chi Wang	羅智弘先生	1/1
Mr. Chan Ka Yu	陳家宇先生	1/1
Mr. Lee Kwok Lun	李國麟先生	1/1

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Subsequent to the Review Year and up to the date of this report, the Board held two meetings and the attendance record of each member of the Board is set out below:

於回顧年度後及直至本報告日期，董事會舉行兩次會議，而各董事會成員出席記錄載列如下：

		Meetings attended/ Meeting convened 出席會議次數/ 舉行會議次數
Mr. Yip Yuk Kit	葉育杰先生	2/2
Mr. Cheung Chun Fai	張振輝先生	2/2
Mr. Ling Zheng <sup>(Note)</sup>	凌正先生 <sup>(附註)</sup>	1/2
Mr. Lo Chi Wang	羅智弘先生	2/2
Mr. Chan Ka Yu	陳家宇先生	2/2
Mr. Lee Kwok Lun	李國麟先生	2/2

Note: Mr. Ling was appointed as non-executive Director of the Company, with effect from 25 May 2018.

附註：凌先生獲委任為本公司非執行董事，自二零一八年五月二十五日起生效。

### BOARD COMMITTEES

To facilitate the work of the Board, the Board has established three board committees to oversee specific aspects of the Company's affairs, namely audit committee (the "Audit Committee"), remuneration committee (the "Remuneration Committee") and nomination committee (the "Nomination Committee"). Each board of committee has its own terms of reference relating to its authority and duties, which have been approved by the Board and are reviewed periodically. The terms of reference of each committee are available on the websites of the Company and the Stock Exchange.

Each board of committee has been provided with sufficient resources to discharge its duties and, upon reasonable request, is able to seek independent professional advice in appropriate circumstances, at the Company's expense.

### 董事委員會

為便於董事會工作，董事會已成立三個董事委員會監督本公司事務的特定範疇，即審核委員會（「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」）。每個董事委員會就其權限及職責制定各自的職權範圍，並已由董事會批准及定期檢討。於本公司及聯交所網站可查閱每個委員會的職權範圍。

每個董事委員會均已獲提供充足資源履行其職責，及於合理要求時可在適當情況下尋求獨立專業意見，費用由本公司承擔。

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### Audit Committee

The Company established an Audit Committee on 18 January 2018 with written terms of reference in compliance with the CG code. The primary roles of the Audit Committee include, but are not limited to, (a) making recommendations to our Board on the appointment, reappointment and removal of the external auditor, and approving the remuneration and terms of engagement of the external auditor, and any questions of its resignation or dismissal; (b) monitoring the integrity of our financial statements and annual reports and accounts, half-yearly reports and, if prepared for publication, quarterly reports, and reviewing significant financial reporting judgments contained in them; and (c) reviewing our financial controls, internal control and risk management systems.

The Audit Committee consists of three members who are all independent non-executive Directors, namely, Mr. Lo Chi Wang, Mr. Chan Ka Yu and Mr. Lee Kwok Lun. Mr. Lee Kwok Lun is the Chairman of the Audit Committee.

As the Company was listed on the Listing Date, no meeting of the Audit Committee took place during the period from the Listing Date to 31 March 2018.

### 審核委員會

本公司於二零一八年一月十八日成立審核委員會並採納符合企業管治守則的書面職權範圍。審核委員會的主要職責包括但不限於(a)就委任、重新委任及罷免外聘核數師向董事會提供建議，批准外聘核數師薪酬及其委聘條款以及其離職或免職的任何問題；(b)監督財務報表及年度報告及賬目、半年度報告及(倘為刊發而編製)季度報告的完整性，審閱當中載列的重大財務申報判斷；及(c)檢討我們的財務控制、內部監控及風險管理體系。

審核委員會包括三名成員，由全體獨立非執行董事組成，即羅智弘先生、陳家宇先生及李國麟先生。李國麟先生為審核委員會主席。

由於本公司於上市日期上市，故於上市日期至二零一八年三月三十一日期間並無舉行審核委員會會議。

## CORPORATE GOVERNANCE REPORT 企業管治報告

Subsequent to the Review Year and up to the date of this report, the Audit Committee held two meetings, and the following is a summary of the work performed by the Audit Committee since the Listing Date and up to the date of this report:

- reviewed the annual results of the Group for the year ended 31 March 2018;
- reviewed the Group's financial information, financial report system, risk management and internal control procedures;
- reviewed the Company's Auditors' independence and objective;
- made recommendations to the Board on the re-appointment of the Company's external auditors;
- reviewed the Company's external auditors' management letter, significant findings and recommendations;
- reviewed the adequacy of resources, staff qualifications and experience, training programmes and budget of the Company's accounting and financial reporting function;
- reviewed and discussed the reports from the Company's external consultant with the management; and
- met with the Company's external auditors, in the absence of the management.

There had been no disagreement between the Board and the Audit Committee from the Listing Date and up to this date of this report.

於回顧年度後及直至本報告日期，審核委員會舉行兩次會議，審核委員會自上市日期至本報告日期所進行的工作概述如下：

- 審閱本集團截至二零一八年三月三十一日止年度的年度業績；
- 審閱本集團財務資料、財務報告體系、風險管理及內部監控程序；
- 檢討本公司核數師的獨立性及客觀性；
- 就重新委任本公司外聘核數師向董事會提供建議；
- 審閱本公司外聘核數師管理函、重大發現及建議；
- 檢討資源充足與否、員工資質及經驗、培訓計劃及本公司會計及財務申報職能預算；
- 審閱及與管理層討論本公司外聘顧問發出的報告；及
- 在管理層不在場的情況下，與本公司外聘核數師會面。

自上市日期及直至本報告日期，董事會與審核委員會之間並無任何分歧。

## CORPORATE GOVERNANCE REPORT 企業管治報告

### Remuneration Committee

The Company established a Remuneration Committee on 18 January 2018 with written terms of reference in compliance with the CG code. The primary roles of the Remuneration Committee include, but are not limited to, (a) making recommendations to our Board on our policy and structure for the remuneration of all of our Directors and senior management personnel and on the establishment of a formal and transparent procedure for developing remuneration policy; (b) reviewing and approving our management's remuneration proposals with reference to our Board's corporate goals and objectives; and (c) making recommendations to our Board on the remuneration of non-executive Directors.

The Remuneration Committee consists of an executive Director, namely Mr. Yip Yuk Kit and two independent non-executive Directors, namely Mr. Chan Ka Yu and Mr. Lo Chi Wang. Mr. Chan Ka Yu is the Chairman of the Remuneration Committee.

The remuneration of the Directors and senior management is determined with reference to the responsibilities, workload, the time devoted and the performance of the Group. The Remuneration Committee also ensures that no individual will be involved in determining his own remuneration.

During the Review Year, the remuneration of senior management is listed as below by band:

Band of remuneration (HK\$)	薪酬範圍(港元)	No. of person 人數
HK\$nil–HK\$1,000,000	0至1,000,000港元	3
HK\$1,000,001–HK\$2,000,000	1,000,001港元至2,000,000港元	1

Further details of the Directors' and chief executives' emoluments and the five highest paid individuals is set out in note 12 to the consolidated financial statements.

### 薪酬委員會

本公司於二零一八年一月十八日成立薪酬委員會並採納符合企業管治守則的書面職權範圍。薪酬委員會的主要職責包括但不限於(a)就我們全體董事及高級管理人員的薪酬政策及結構以及就設立正式透明的薪酬政策制定程序向董事會提供建議；(b)參照董事會的企業目標及宗旨審閱及批准管理層的薪酬方案；及(c)就非執行董事的薪酬向董事會提供建議。

薪酬委員會由一名執行董事(即葉育杰先生)及兩名獨立非執行董事(即陳家宇先生及羅智弘先生)組成。陳家宇先生為薪酬委員會主席。

董事及高級管理層的薪酬乃參照彼等的職責、工作量、服務本集團年限及本集團的表現釐定。薪酬委員會亦確保概無人士將參與釐定自身薪酬。

於回顧年度，高級管理層的薪酬範圍列示如下：

有關董事及最高行政人員以及五大高薪人士的薪酬詳情載於綜合財務報表附註12。

## CORPORATE GOVERNANCE REPORT 企業管治報告

During the period from the Listing Date to 31 March 2018, the Remuneration Committee held one meeting and the attendance record of each member of the Remuneration Committee is set out below:

於上市日期起至二零一八年三月三十一日止期間，薪酬委員會舉行一次會議，而各薪酬委員會成員出席記錄載列如下：

		<b>Meetings attended/ Meeting convened</b>
		<b>出席會議次數/ 舉行會議次數</b>
Mr. Chan Ka Yu ( <i>Chairman</i> )	陳家宇先生(主席)	1/1
Mr. Yip Yuk Kit	葉育杰先生	1/1
Mr. Lo Chi Wang	羅智弘先生	1/1

Subsequent to the Review Year and up to the date of this report, the Remuneration Committee held two meetings, and the following is a summary of the work performed by the Remuneration Committee since the Listing Date and up to the date of this report:

於回顧年度後及直至本報告日期，薪酬委員會舉行兩次會議，薪酬委員會自上市日期至本報告日期所進行的工作概述如下：

- considered the remuneration paid to directors and senior management with reference to their responsibilities, workload, the time devoted and the performance of the Group, as well as remuneration paid by other comparable listed companies;
  - reviewed and made recommendations on the management remuneration proposals with reference to the corporate goals and objectives of the Board; and
  - made recommendations to the Board on the remuneration of independent non-executive Directors.
- 參照董事及高級管理層的職責、工作量、服務本集團年限及本集團的表現，以及其他可資比較上市公司支付者，考慮董事及高級管理層薪酬；
  - 參照董事會的企業目標及宗旨審閱及就管理層的薪酬方案提供建議；及
  - 就獨立非執行董事之薪酬向董事會提供建議。



## CORPORATE GOVERNANCE REPORT 企業管治報告

### Nomination Committee

The Company established a Nomination Committee on 18 January 2018 with written terms of reference in compliance with the CG code. The primary roles of the Nomination Committee include, but are not limited to, (a) reviewing the structure, size and composition (including the skills, knowledge and experience) of our Board at least annually and making recommendations on any proposed changes to our Board to complement our corporate strategy; (b) identifying individuals suitably qualified to become our Board members and selecting or making recommendations to our Board on the selection of individuals nominated for directorships; and (c) assessing the independence of our independent non-executive Directors.

The Nomination Committee consists of an executive Director, namely Mr. Yip Yuk Kit and two independent non-executive Directors, namely Mr. Chan Ka Yu and Mr. Lee Kwok Lun. Mr. Yip Yuk Kit is the Chairman of the Nomination Committee.

As the Company listed on the Listing Date, no meeting of the Nomination Committee took place during the period from the Listing Date to 31 March 2018.

Subsequent to the Review Year and up to the date of this report, the Nomination Committee held two meetings. The Nomination Committee had nominated Mr. Ling Zheng as our non-executive Director to the Board and had reviewed the Board Diversity Policy and reported on the Board's composition under diversified perspectives, and had monitored the implementation of the Board Diversity Policy. The Nomination Committee had also recommended to re-elect Mr. Yip Yuk Kit, Mr. Cheung Chun Fai, Mr. Ling Zheng, Mr. Lo Chi Wang, Mr. Chan Ka Yu and Mr. Lee Kwok Lun at the forthcoming AGM.

### 提名委員會

本公司於二零一八年一月十八日成立提名委員會並採納符合企業管治守則的書面職權範圍。提名委員會的主要職責包括但不限於(a)至少每年檢討一次董事會的架構、規模及組成(包括技能、知識及經驗)並就董事會的任何建議變更提供建議以與我們的企業策略互補；(b)物色具備合適資格可擔任董事會成員的人士，並挑選提名有關人士出任董事或就此向董事會提供意見；及(c)評估獨立非執行董事的獨立性。

提名委員會由一名執行董事(即葉育杰先生)及兩名獨立非執行董事(即陳家宇先生及李國麟先生)組成。葉育杰先生為提名委員會主席。

由於本公司於上市日期上市，故於上市日期至二零一八年三月三十一日期間並無舉行提名委員會會議。

回顧年度後及直至本報告日期，提名委員會舉行兩次會議，提名委員會已提名凌正先生擔任董事會非執行董事，並檢討董事會成員多元化政策，及從多元化角度就董事會組成作出報告，並監督董事會成員多元化政策的實施。提名委員會亦已建議於應屆股東週年大會上重選葉育杰先生、張振輝先生、凌正先生、羅智弘先生、陳家宇先生及李國麟先生。

## DIRECTORS' AND AUDITORS' RESPONSIBILITY FOR THE FINANCIAL STATEMENTS

The Directors acknowledge their responsibility for preparing the financial statements of the Group. The Directors also acknowledge their responsibility to ensure the financial statements are published in a timely manner. The Directors are not aware of any material uncertainty that may cast significant doubt upon the Group's ability to continue as a going concern.

The Auditors' reporting responsibilities are set out in the section headed "Independent Auditors' Report" in this report.

## AUDITORS' REMUNERATION

For the Review Year, the fee paid/payable to Grant Thornton Hong Kong Limited by the Group, is set out as follows:

		HK\$ 港元
Audit services	審核服務	700,000
Non-audit services	非審核服務	2,600,000

The amount of fee incurred for the non-audit services represented HK\$2,600,000 of the service fee paid to Grant Thornton Hong Kong Limited as the reporting accountant of the Company in relation to the Listing. The Audit Committee was satisfied that non-audit services for the Review Year did not affect the independence of the auditors.

## RISK MANAGEMENT AND INTERNAL CONTROL

The Board acknowledges its responsibility for the Company's risk management and internal control systems, and for reviewing its effectiveness.

In meeting its responsibility, the departmental heads of the Group have to complete a risk management and internal control self-assessment questionnaires, identify and evaluate those significant risks and confirm to the management that appropriate internal control policies and procedures have been established and properly complied with. The management then reviewed the findings and summarised all material issues to the Board and Audit Committee annually.

## 董事及核數師就財務報表的責任

董事知悉彼等編製本集團財務報表之責任。董事亦知悉彼等確保財務報表適時刊發的責任。董事並不知悉可能導致對本集團持續經營能力產生重大懷疑的任何重大不確定性因素。

核數師的申報責任載於本報告「獨立核數師報告」一節。

## 核數師酬金

就回顧年度，本集團已付／應付致同(香港)會計師事務所有限公司的費用載列如下：

	HK\$ 港元
Audit services	700,000
Non-audit services	2,600,000

就非審核服務產生的費用指就上市支付予本公司申報會計師致同(香港)會計師事務所有限公司的服務費用2,600,000港元。審核委員會信納回顧年度的非審核服務並不影響核數師的獨立性。

## 風險管理及內部監控

董事會確認負責本公司的風險管理及內部監控系統及檢討其成效。

在履行彼等責任時，本集團各部門領導須完成風險管理及內部監控自我評估問卷、識別及評估該等重大風險及向管理層確認已制定及妥為遵守適當的內部監控政策及程序。管理層其後會審核結果並每年將所有重大問題匯總提交董事會及審核委員會。

## CORPORATE GOVERNANCE REPORT 企業管治報告

The Group has established guidelines and procedures for the approval and control of expenditures, to ensure the reliability of the financial reporting, effectiveness and efficiency of operation and the compliance with applicable laws and regulations. Whilst these guidelines and procedures are designed to identify, monitor, report and follow up on risks that could adversely impact the achievement of the Group's business objectives, they do not provide absolute assurance against material mis-statement, errors, losses, fraud or non-compliance.

Although the Company does not have internal audit function, the Board has put in place adequate measures to perform the internal audit function at different aspects of the Group. In preparation for the Listing, the Company had engaged CT Partners Consultants Limited ("CT Partners") to perform a review of the procedure, system and control (including accounting and management systems) of the Group. Based on its internal control review, CT Partners recommended certain internal control improvement measures to the Group and the Group has adopted them. Subsequent to the Review Year, the Group have continued to engage CT Partners to review the effectiveness and efficiency of the Group's risk management and internal control systems in relation to the financial, operational and compliance controls, and the results were summarised and discussed with the Audit Committee and the Board. The Audit Committee and the Board are satisfied with the effectiveness and adequacy of the risk management and internal control systems of the Group.

### INSIDE INFORMATION POLICY

The Company has established policy for ensuring that inside information is disseminated to the public in an equal and timely manner in accordance with applicable laws and regulations. Procedures such as limit access to inside information to those who need to know and requiring external parties to execute confidentiality agreement have been implemented by the Company to guard against mishandling of inside information. The Company also reminds those relevant personnel and other professional parties to preserve confidentiality of the inside information until it is publicly disclosed.

### COMPANY SECRETARY

The Company has appointed Mr. Leung Hoi Ki, who is responsible for facilitating the Board process, as well as communications among the Directors, with shareholders and management. Mr. Leung has confirmed that for the Review Year, he has taken no less than 15 hours of professional training to upgrade his skills and knowledge. The biography of Mr. Leung is set out in the section headed "Biographical Details of the Directors and Senior Management" in this report.

本集團已制定批准及控制開支的指引及程序，以確保財務報告的可靠性、營運的效益及效率以及遵守適用法律法規。儘管該等指引及程序旨在識別、監察、報告及跟進可能對本集團實現業務目標有不利影響的風險，但無法絕對保證避免重大失實陳述、錯誤、損失、詐騙或不合規。

儘管本公司並未設置內部審核職能，但董事會已採取充分措施以對本集團不同範疇履行內部審核職能。為籌備上市，本公司委聘CT Partners Consultants Limited（「CT Partners」）檢討本集團的程序、體系及控制制度（包括會計及管理體系）。基於其內部監控檢討，CT Partners向本集團提出若干內部控制改進措施的建議，而本集團已經採納有關建議。回顧年度後，本集團繼續委聘CT Partners檢討本集團財務、經營及合規控制相關風險管理及內部監控體系的效能及效益，檢討結果會與審核委員會及董事會總結及討論。審核委員會及董事會信納本集團的風險管理及內部監控體系乃屬有效及充分。

### 內幕消息政策

本公司已制定政策，以確保內幕消息根據適用法例及法規公平及適時地向公眾發佈。本公司執行多項程序，例如限制接觸內幕消息的人士及要求外界人士簽署保密協議，以避免不當處理內幕消息。本公司亦提醒相關人員及其他專業人士將內幕消息保密，直至公開披露為止。

### 公司秘書

本公司已委任梁海祺先生負責推動董事會進程，以及促進董事之間及董事與股東及管理層之間的溝通。梁先生確認於回顧年度，彼已接受不少於15小時之專業培訓以提高其技能及豐富其知識。梁先生的履歷載於本報告「董事及高級管理層履歷資料」一節。

## SHAREHOLDERS' RIGHTS

### Procedures for Convening General Meetings by Shareholders

Pursuant to Article 64 of the Restated Articles, the Board may, whenever it thinks fit, convene an extraordinary general meeting.

Extraordinary general meetings shall also be convened on the requisition of one or more shareholder holding, at the date of deposit of requisition, not less than one-tenth of the paid up capital of the Company having the right of voting at general meetings.

Such requisition shall be made in writing to the Board or the Company Secretary by mail at Office K, 12/F, Kings Wing Plaza 2, No. 1 On Kwan Street, Shatin, New Territories, Hong Kong for the purpose of requiring an extraordinary general meeting to be called by the Board for the transaction of any business specified in such requisition. Such meeting shall be held within two months after the deposit of such requisition. If within 21 days of such deposit, the Board fails to proceed to convene such meeting, the requisition(s) himself (themselves) may do so in the same manner, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Board shall be reimbursed to the requisitionist(s) by the Company.

### Procedures for Putting Forward Proposals at Shareholders' Meeting

Shareholders are requested to follow Article 64 of the Restated Articles for including a resolution at an extraordinary general meeting. The requirements and procedures are set out above in the paragraph headed "Procedures for Convening General Meetings by Shareholders".

Pursuant to Article 113 of the Restated Articles, no person, other than a retiring Director, shall, unless recommended by the Board for election, be eligible for election to the office of Director at any general meeting, unless notice in writing of the intention to propose that person for election as a Director and notice in writing by that person of his willingness to be elected shall have been lodged at the head office or at the registration office. The period for lodgment of the notices required will commence no earlier than the day after the dispatch of the notice of the general meeting appointed for such election and end no later than seven days prior to the date of such general meeting and the minimum length of the period during which such notices to the Company may be given will be at least seven days.

## 股東權利

### 股東召開股東大會之程序

根據經重列細則第64條，董事會可於其認為合適的時間召開股東特別大會。

股東特別大會亦可應一名或多名股東要求召開，惟該等股東於提出要求當日須持有不少於十分之一之附帶權利於股東大會上投票之本公司繳足股本。

有關請求須以書面形式向董事會或公司秘書提出（郵寄至香港新界沙田安群街1號京瑞廣場2期12樓K室），藉以要求董事會就處理有關要求所指明之任何事務而召開股東特別大會。有關會議須於提出要求後兩個月內召開。如董事會在提出要求日起計21日內未能安排召開有關會議，則請求人（或多名請求人）可按相同方式自行召開會議，而該（等）請求人因董事會未能妥為召開會議而招致之所有合理費用概由本公司賠償。

### 於股東大會上提呈議案之程序

股東須根據經重列細則第64條在股東特別大會上提呈決議案。相關規定及程序載於上文「股東召開股東大會之程序」一段。

根據經重列細則第113條，除非一項有意推舉該名人士擔任董事的書面通知及一項該被推舉人士簽發表明其願意選舉之書面通知已呈交至總部或註冊辦事處，否則任何人士（退任董事除外）無權在任何股東大會上應選出任董事（除非由董事會推選）。遞交所須通知的期間應不早於指定為進行選舉而召開的股東大會通告寄發之翌日，且不遲於該股東大會召開日期前七日，而向本公司發出該等通知之最短期間須為至少七日。

## CORPORATE GOVERNANCE REPORT 企業管治報告

### Procedures by which Enquiries may be Put to the Board

The Group values feedback from shareholders on its efforts to promote transparency and foster investor relationship. Shareholders are welcomed to send their enquiries to the Board by post to the principal place of business set out in the section headed "Corporation Information" in this report or by email at [info@dragonrise-group.com](mailto:info@dragonrise-group.com).

### INVESTOR RELATIONS

The Board strives to maintain on-going dialogue with shareholders and the investment community, the Company has established a shareholders' communication policy to set out the Company's procedures in providing the shareholders and investment community with ready, equal and timely access to balanced and understandable information about the Company.

Latest information on the Group including, but not limited to annual and interim reports, circulars, announcements and notices of annual general meetings are updated on the website of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and on the website of the Company ([www.kitkee.com.hk](http://www.kitkee.com.hk)).

In addition, the Company regards the annual general meeting as the primary forum for communication by the Company with its shareholders and for shareholder participation. Shareholders are encouraged to attend the annual general meeting, where all Board members and external auditors are available to answer questions on the Group's business.

The first annual general meeting will be held on Friday, 7 September 2018, the notice of which shall be sent to the shareholders of the Company at least 20 clear business days prior to the meeting.

### SIGNIFICANT CHANGES IN CONSTITUTIONAL DOCUMENTS

Save for the adoption of the Restated Articles for the purpose of the Listing, during the Review Year, there had been no significant changes in the constitutional documents of the Company.

### 向董事會作出查詢之程序

本集團十分重視股東的回應，藉以提高透明度及促進投資者關係。歡迎股東將有關查詢寄送至本報告「公司資料」一節所載的主要營業地點或發送郵件至[info@dragonrise-group.com](mailto:info@dragonrise-group.com)，向董事會作出查詢。

### 投資者關係

董事會致力於與股東及投資人士保持持續對話，且本公司已制定股東通訊政策，載列本公司以完備、公平與適時方式向股東及投資人士提供關乎本公司的均衡及易於理解的資料的程序。

有關本集團的最新資料包括但不限於在聯交所網站([www.hkexnews.hk](http://www.hkexnews.hk))及本公司網站([www.kitkee.com.hk](http://www.kitkee.com.hk))更新的年度及中期報告、通函、公告及股東週年大會通告。

此外，本公司將股東週年大會視為實現本公司與股東溝通及實現股東參與的重要會議。本公司謹此建議全體股東出席股東週年大會，會上全體董事會成員及外聘核數師將就本集團之業務作答。

首屆股東週年大會將於二零一八年九月七日(星期五)召開，本公司將於會議召開日期前至少20個完整營業日向本公司股東寄發會議通告。

### 章程文件之重要變動

除就上市採納經重列細則外，於回顧年度，本公司之章程文件並無重大變動。

# ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

## 環境、社會及管治報告

### INTRODUCTION

Dragon Rise Group Holdings Limited is a long-established subcontractor of foundation works services in Hong Kong. Our services are mainly required in the construction of commercial and residential buildings. We principally provide excavation and lateral support works, pile cap construction works, and the disposal of excavated materials from piling and ancillary services, including dismantling of shoring, site formation, steel fixing and site clearance, in Hong Kong.

The Group is committed to pursue excellence in architectural designs with the goal of improving urban spaces and enhancing quality of life of the public. While developing the Group's goals, we firmly adhered to principles of good corporate governance and had carefully considered our activities' influences on the environment and the Hong Kong society. Corporate social responsibilities were also integrated into the Group's business strategy and management approach.

The Group is delighted to present the Environmental, Social, and Governance ("ESG") Report for the Review Year in the following to illustrate and highlight our efforts and performance in achieving sustainable development in both the environment and social aspects.

### 緒言

龍昇集團控股有限公司為一間成立已久的香港地基工程服務分包商。我們服務需求主要源自商業及住宅樓宇的建設。我們主要在香港提供挖掘及側向承托與樁帽工程、處置打樁的挖掘物料及配套服務(包括拆除側向承托、地盤平整、紮固鋼筋及地盤清理)。

本集團致力追求卓越的建築設計，目標是改善城市空間及提高公眾的生活質量。於制定本集團目標時，我們堅定地奉行良好企業管治的原則，並已審慎考慮我們的活動對環境及香港社會的影響。本集團亦將企業社會責任納入其業務策略及管理方針。

本集團欣然於下文呈列回顧年度的環境、社會及管治(「環境、社會及管治」)報告，以闡述及強調我們為實現可持續發展而在環境及社會方面作出的努力及表現。

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

### ABOUT THIS REPORT

This ESG Report has been prepared in accordance with the Environmental, Social and Governance Reporting Guide as set out in Appendix 27 of the Listing Rules (“ESG Reporting Guide”), with the aim to inform relevant parties and stakeholders of our policies, measures and performance regarding environmental, social and governance issues. To ensure a comprehensive ESG reporting, we would continuously take note of different ESG issues and assess their relevance to our ESG reporting.

We have adopted both quality and environmental management systems to enhance our services. The systems have been assessed and certified as meeting the standards of the International Organisation for Standardisation (“ISO”) 9001:2015 and ISO 14001:2015. To safeguard our employees and other stakeholders against health and safety risks associated with our operations, we are also certified as meeting the Occupational Health and Safety Assessment Specification (“OHSAS”) 18001:2007.

We pay due regards to compliance with laws and regulations that is relevant to our Group. At the same time, to uphold our corporate social responsibilities, we care for our community members by actively participate in public welfare or charity events.

### 關於本報告

本環境、社會及管治報告乃根據上市規則附錄二十七所載的《環境、社會及管治報告指引》(「環境、社會及管治報告指引」)而編製，旨在讓有關人士及持份者瞭解我們有關環境、社會及管治事宜的政策、措施及表現。為確保全面的環境、社會及管治報告，我們會持續關注不同的環境、社會及管治事宜，並評估其與我們環境、社會及管治報告的相關性。

為改善我們的服務，我們已採用質量及環境管理體系。該等體系已經過評估及認證，符合國際化標準組織(「ISO」)9001:2015及ISO 14001:2015的標準。為保障我們的僱員及其他持份者免受與我們營運相關的健康與安全風險，我們亦經過認證，符合職業健康與安全評估規範(「OHSAS」)18001:2007。

我們十分重視遵守與本集團相關的法律法規。同時，為維護我們的企業社會責任，我們通過積極參與公益或慈善活動關心社區成員。

# ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

## 環境、社會及管治報告

### I. ENVIRONMENTAL

#### I.1 Environmental Policies

The Group complies with its industry relevant environmental laws, regulations, codes of practice, and other requirements. The Group implements different measures to avoid, reduce or control pollutions where technically and economically feasible in order to reduce greenhouse gas emissions and air emissions to safeguard the health of both our workers and our stakeholders.

- **Air pollution control:** ensure strict compliance with the Air Pollution Control Ordinance in areas including "construction dust" and "open burning".

Procedures are set up to mitigate and control dust or air pollutants emission. The procedures cover areas relevant to storing, handling and transporting construction materials, using tools and vehicles, and using eco-friendly fuel.

- **Waste control:** ensure strict compliance with the Waste Disposal (Chemical Waste) (General) in the handling of "general waste", "construction waste" and "chemical waste".

Procedures are set up to handling and disposing wastes, setting up and maintaining waste storage conditions, and regulating protective gear for personnel handling different types of wastes.

- **Noise pollution control:** ensure strict compliance with the Noise Control Ordinance in terms of "construction time regulation" and "construction noise mitigation and control".

Procedures are set up to regulate the allowable time and the specific types of equipment for conducting percussive piling works. Measures to mitigate the impact of noise pollution such as choosing tools that would emit less noise, scheduling noisy works to be further away from residential areas, schools and hospitals, and installing noise shield around equipment that is expected to emit a lot of noise.

### I. 環境

#### I.1 環境政策

本集團遵守其行業相關環境法律、法規、行為準則及其他規定。在技術及經濟上可行的情況下，本集團實施不同措施避免、減少或控制污染，以減少溫室氣體排放及廢氣排放，保障我們的工人及持份者的健康。

- **空氣污染管制：**確保在「建造工程塵埃」及「露天焚燒」等方面嚴格遵守《空氣污染管制條例》。

本集團制定程序減輕及控制塵埃或空氣污染物的排放。有關程序涵蓋與儲存、處理及運輸建築材料、使用工具與車輛及使用環保燃料有關的方面。

- **廢物管制：**確保在處理「一般廢物」、「建築廢物」及「化學廢物」時嚴格遵守《廢物處置(化學廢物)(一般)規例》。

本集團制定程序處理及處置廢物、確立及維持廢物儲存條件並為處理不同類型廢物的人員調配防護裝備。

- **噪音污染管制：**確保在「建築時間規定」及「建築噪音緩解及控制」方面嚴格遵守《噪音管制條例》。

本集團制定程序規管進行撞擊式打樁工程的許可時間及特定設備類型。本集團採取措施減輕噪音污染的影響，如選擇噪音較小的工具、將嘈雜的工程安排在遠離住宅區、學校及醫院的地方以及在預期會產生大量噪音的設備周圍安裝隔音屏障。



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

- **Water pollution control:** ensure strict compliance with the Water Pollution Control Ordinance concerning sewage that would result from concrete works, vehicle cleaning, other construction procedures, and site canteen and toilet facilities.

Procedures are set up to regulate the discharge of waste water into designated waste water discharge point. Measures to prevent leakage of waste water into non-designated discharge point are instructed to foremen to control the impact of waste water to the neighbouring communities.

We ensure the executions of all construction works to comply with the following laws and regulations, namely, the Air Pollution Control Ordinance (Chapter. 311), the Noise Control Ordinance (Chapter 400), the Water Pollution Control Ordinance (Chapter 358) and the Waste Disposal Ordinance (Chapter 354).

During the Review Year, the Group was not aware of any material non-compliance with laws and regulations related to greenhouse gas emissions and air emissions and generation of hazardous and non-hazardous waste that would have a significant impact on the Group.

### 1.2 Emissions

Plants, machineries and vehicles consuming fossil fuels is the major source of greenhouse gas emissions from our operations. During the Review Year, the Group consumed a total of 433.20 kilogram of nitrogen oxides and 39.70 kilogram of particulate matters. To manage the exhausts from our machineries and to comply with the Air Pollution Control (Non-road Mobile Machinery) (Emission) Regulation, all our machineries to be used at construction sites comply with the prescribed emission standards. Further, all our plants, machineries and motor vehicles use diesels with sulphur content not exceeding 0.005%.

- **水污染管制：**確保就因混凝土工程、車輛清潔、其他建築程序以及工地食堂及衛生間設施產生的污水嚴格遵守《水污染管制條例》。

本集團制定程序規定將廢水排放至指定的廢水排放點。管工根據指示採取措施防止廢水滲漏至非指定排放點，以控制廢水對鄰近社區的影響。

我們確保所有建築工程的執行均遵守以下法律法規，即《空氣污染管制條例》(第311章)、《噪音管制條例》(第400章)、《水污染管制條例》(第358章)及《廢物處置條例》(第354章)。

於回顧年度，本集團概不知悉任何重大違反有關溫室氣體排放及廢氣排放以及產生有害與無害廢物的法律法規而對本集團產生重大影響的情況。

### 1.2 排放物

消耗礦物燃料的廠房、機器及車輛是我們營運中溫室氣體排放的主要來源。於回顧年度，本集團共消耗433.20公斤氮氧化物及39.70公斤顆粒物。為管理機器所排放的廢氣及遵守《空氣污染管制(非道路移動機械)(排放)規例》，我們在建築工地使用的所有機器均符合規定的排放標準。此外，我們的所有廠房、機器及汽車均使用含硫量不超過0.005%的柴油。

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

### I.3 Use of Resources

The Group is committed to minimize impact of its business activities to the environment by following the below principles:

- comply with all the legal requirements and contractual obligations relevant to the environmental aspects in the construction contracts the Group engaged.
- reduce and avoid creating wastes.
- obtain and renew the mandatory environmental licenses, registrations and permits.
- turning off the air-conditioning system at night or when leaving office.
- keeping the office temperature at 25°C in summer.
- using LED lights or energy-saving lighting at our office.

### I.4 Waste Management

Due to the nature of our construction works, our major non-hazardous waste is construction disposal composed principally of soil. During the Review Year, total construction disposal amounted to approximately 1,071,164.60 tonnes for 16 construction projects. This means on average each project had produced 66,947.79 tonnes of construction disposal.

### I.3 資源使用

本集團致力通過遵循以下原則盡量減少其業務活動對環境的影響：

- 遵守本集團所訂立建築合約內與環境方面有關的所有法律規定及合約責任。
- 減少及避免造成浪費。
- 取得強制性環境牌照、註冊及許可證並續期。
- 在夜間或離開辦公室時關閉空調系統。
- 夏季將辦公室溫度保持在25°C。
- 在辦公室使用LED燈或節能照明設備。

### I.4 廢物管理

由於我們建築工程的性質，我們的主要無害廢物為主要由土壤組成的建築處置物。於回顧年度，16個建築項目的建築處置物總量達約1,071,164.60噸。這意味著每個項目平均產生66,947.79噸建築處置物。

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

### II. SOCIAL

#### II.1 Employment and Labour Practices

Employees are our invaluable assets. It is our priority to ensure the occupational health and safety of all employees, subcontractor workers and the surrounding communities to our construction sites. Our comprehensive Safety Management System provides a framework for monitoring and evaluating the implementation of our safety policies and measures.

It is also our aim to enhance the well-being and development of our employees. As an equal opportunity employer, the Group treats all employees on an equal footing in matters related to recruitment, promotion, appraisals, discipline, remuneration and benefits. An employee's age, gender, family status, sexual orientation, physical disability, ethnicity and religion would not affect his career with us. During the Review Year, we received no complaints regarding discrimination issues from any of our stakeholders. Needless to say, we ensured there were no child nor forced labour employed by the Group.

Apart from providing competitive remuneration and benefits, we continue to support and nurture our employees through staff development and training programmes.

The Group has devised a staff handbook for its employees to understand important information related to the Group's human resources policies, rules, and work ethics surrounding employment. It is an essential tool in helping to define the expectations of both the management and the employees, and also to protect them from unfair and/or inconsistent treatment and discrimination.

During the Review Year, there was no incidence of labour dispute or litigation regarding compliance to the Employment Ordinance (Chapter 57).

### II. 社會

#### II.1 僱傭及勞工常規

僱員是我們寶貴的資產。我們的首要任務是確保全體僱員、分包商工人及我們建築工地周邊社區的健康與安全。我們全面的安全管理體系為監督及評估安全政策及措施的落實提供了框架。

我們亦力求提高僱員的福祉及促進其發展。作為提供平等機會的僱主，本集團於招聘、晉升、評估、紀律、薪酬及福利相關事宜方面平等對待所有僱員。僱員的年齡、性別、家庭狀況、性取向、身體殘疾、種族及宗教不會影響其於本集團的職業。於回顧年度期間，我們並無收到任何持份者對於歧視問題的投訴。毋庸置疑，我們已確保本集團並無僱用童工，亦無強迫勞動。

除提供具競爭力的薪酬及福利外，我們亦通過員工發展及培訓計劃不斷支持及培養僱員。

本集團已為其僱員制定員工手冊，以瞭解有關本集團人力資源政策、規則及就業相關職業道德的重要資料。員工手冊在幫助確立管理層及僱員的預期以及在保障彼等免受不公正及/或不一致的待遇及歧視方面發揮重要作用。

於回顧年度，並無發生有關《僱傭條例》(第57章)合規方面的勞資糾紛或訴訟。

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

### II.2 Health and Safety

The management of the Group is responsible for the overall health and safety of employees. The Group has been accredited with OHSAS 18001:2007 for our occupational health and safety management system.

We place emphasis on occupational health and work safety and provide safety training to our staff covering topics such as our safety measures and procedures for reporting accidents. Due to the nature of works in construction sites, risks of accidents or injuries to workers are inherent. As such, we devised a safety management system to govern our site workers and subcontractors.

Work injuries will be reported according to our internal guidelines which was set up with reference to the work injury reporting requirement by the Labour Department. Based on our safety management system, we ensured safety and health of our employees in connection with the use, handling, storage and transport of articles and substances; providing all necessary information, instructions, training and supervision for ensuring safety and health; providing and maintaining safe access to and egress from the workplaces; and providing and maintaining a safe and healthy working environment.

During the Review Year, 14 incidents of work injuries occurred, which led to 294 lost labour days. The Group is pleased that no fatality cases occurred during the Review Year.

Our safety officer and board of directors are responsible for overseeing our Group's health and safety management system to ensure our compliance with the relevant statutory requirements. Safety committee meeting is held on a monthly basis with our foremen for reviewing the health and safety issues related to our operations. Under the direction of our safety officer, our foremen are responsible for monitoring on-site implementation of our safety management system.

### II.2 健康與安全

本集團管理層負責僱員的整體健康與安全。本集團的職業健康與安全管理體系已通過OHSAS 18001:2007認證。

我們重視職業健康及工作安全，並向員工提供安全培訓，內容涵蓋我們的安全措施及事故報告程序等主題。鑒於建築工地的工作性質，意外事故或工傷為固有風險。因此，我們已制定安全管理體系，以管理我們的工地工人及分包商。

工傷將根據我們的內部指引予以報告，有關指引乃參考勞工處的工傷報告要求制定。根據我們的安全管理體系，我們確保僱員在使用、處理、儲存及運輸物品及物質方面的安全及健康；提供所有必要的資料、指引、培訓及監督，以確保安全及健康；提供及維持進出工作場所的安全途徑；提供及維持安全與健康的工作環境。

於回顧年度，已發生14宗工傷事故，造成損失294個工作日。於回顧年度並無發生任何死亡事故，本集團對此感到欣慰。

我們的安全主任及董事會負責監督本集團的健康與安全管理體系，以確保我們遵守相關法定要求。每月與管工舉行安全委員會會議，以檢討與我們的營運有關的健康與安全問題。根據安全主任的指示，我們的管工負責監察安全管理體系的現場實施情況。

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

### II.3 Training and Development

The knowledge and skill levels of our employees are vital to the Group's success, and hence we provide sufficient training and development programmes to allow them to excel at their work.

Our training programmes range from professional and technical training to personal development skills and our employees are required to attend an induction training to ensure they thoroughly understood the Group's safety and health policies. In addition, the Group provides adequate job and safety training to employees to equip them with the required safety knowledge and work skills to tackle situations and challenges to be encountered at diverse work sites. During the Review Year, the average training hours of each employee were approximately 11.72 hours.

### II.3 培訓及發展

僱員的知識及技能水平對本集團的成功至關重要，因此我們提供充足的培訓及發展計劃，使其能夠勝任工作。

我們的培訓計劃涵蓋專業及技術培訓以至個人發展技能，且僱員須參加入職培訓，以確保彼等徹底瞭解本集團的安全及健康政策。此外，本集團為僱員提供充分的工作及安全培訓，以使彼等具備所需的安全知識及工作技能，可應對在不同工作場所遇到的情況及挑戰。於回顧年度，每名僱員的平均培訓時間約為11.72小時。

## III. OPERATING PRACTICES

### III.1 Supply Chain Management

As mentioned, our quality management system which governs our daily operation for quality control and improvement meets the requirements of ISO 9001:2015. Our procurement process is governed by the standard. We maintain an approved suppliers list set up by the board of directors. Only suppliers meeting our quality standard can be added to the list for our purchases.

During the Review Year, the Group has engaged a total of 88 suppliers, and all of them were from Hong Kong.

Our Purchase Department would only purchase from these suppliers to ensure quality of our purchases. Further, with reference to the quality requirement of our construction projects, our project staff or the directors would also pay visits to suppliers to communicate our requirements, while at the same time inspect the suppliers' warehouse to sample check on goods' quality. At reception of goods at project sites, the foremen are responsible to inspect the delivered goods to ensure they can meet our quality requirement before settling payment.

## III. 營運慣例

### III.1 供應鏈管理

如上文所述，用於監管我們日常營運的質量控制及改進的質量管理體系符合ISO 9001：2015的要求。我們的採購流程乃按該標準監管。我們設有由董事會制定的認可供應商名單。只有符合我們質量標準的供應商方能加入採購名單。

於回顧年度，本集團共委聘88名供應商，彼等全部來自香港。

我們的採購部僅會向該等供應商採購，以確保採購質量。此外，參考我們建築項目的質量要求，我們的項目人員或董事亦會拜訪供應商，以傳達我們的要求，同時視察供應商的倉庫，對貨物質量進行抽樣檢查。於項目工地接收貨物時，管工負責檢查已交付的貨物，確保在結算付款前該等貨物能夠符合我們的質量要求。

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

For subcontractors' quality management, similar to purchasing, we maintain a list of approved subcontractors. Regular inspection on the quality and progress delivered by our subcontractors would be performed by our project managers. We made it clear to our subcontractors that it is a must to comply with the labour laws and regulations when handling safety and employment matters at construction sites.

During the Review Year, the Group has not identified any material non-compliances in relation to safety and labour laws and regulations.

### III.2 Anti-Corruption

Over the years, we witnessed nil suspected or actual bribery, extortion, fraud and money laundering activities occurring within the Group. We stand firmly by our anti-corruption policies and procurement practices as stated in our internal manuals. Acceptance of kickbacks, commissions or any forms of benefits are strictly prohibited during any procurement, contract negotiations or other business dealings.

The manuals also outline guidance over conflicts of interest, intellectual property rights, privacy and information confidentiality, bribery and corruption, and equal opportunities.

Gift policy in our internal manuals clearly states the required process and procedure for handling and accepting gifts and advantages.

During the Review Year, we noted no fraud or corruptions occurred within the Group and had fully complied with laws and regulations related to anti-bribery and corruption.

對於分包商的質量管理，與採購類似，我們設有一份認可分包商名單。我們的項目經理定期檢查分包商交付的項目質量及進展。我們向分包商明確說明，在處理建築工地的安全及僱傭事項時必須遵守勞動法律法規。

於回顧年度，本集團並未發現任何與安全及勞動法律法規有關的重大不合規情況。

### III.2 反貪污

過去數年，本集團內並無發生任何涉嫌賄賂或實際賄賂、勒索、欺詐或洗錢活動。我們堅決支持內部手冊中所述的反貪污政策及採購慣例。於任何採購、合約洽談或其他業務交往過程中，嚴禁收受回扣、佣金或任何形式的福利。

該等手冊亦載列有關利益衝突、知識產權、私隱及資料保密、賄賂及貪污以及平等機會的指引。

內部手冊中的餽贈政策列明處理及收受禮物及利益的規定程序及手續。

於回顧年度，本集團內並無發生任何欺詐或貪污行為，且我們已全面遵守有關反賄賂及貪污的法律法規。

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

### III.3 Community Investment

The Group always actively seek opportunities to contribute to charity services.

On 15 Jan 2018, the Group supported The Community Chest of Hong Kong with one million Hong Kong dollars donation in support of their community services in areas, including but not limited to, education and medical services.

We extended our care to disabled persons in the society by donating to the Association for Engineering and Medical Volunteer Services in March 2018 in support of their services to disabled persons on enhancing their ability to live independently.

Further, we donated to the Association of Elderly Ltd in March 2018 to care about senior citizens in our society. The association is a voluntary organisation assisting elderlies in the application of welfare benefits provided by the government. Its representatives regularly visit and follow up with the needs of elderlies to provide them with appropriate assistance and care.

## IV. FUTURE APPROACH TO SUSTAINABLE DEVELOPMENT

In the future, we will:

- raise staff's and subcontractors' awareness over environmental protection;
- maintain the highest standard of occupational health and safety to protect our staff members and the communities located in the vicinity of our operations; and
- further extend our care to the community by participating in more charity services.

### III.3 社區投資

本集團一直積極尋求機會為慈善服務作出貢獻。

於二零一八年一月十五日，本集團向香港公益金捐贈1百萬港元，用於支持其在(包括但不限於)教育及醫療服務領域的社區服務。

我們於二零一八年三月向工程及醫療義務工作協會捐款，以支持該協會在增強殘疾人士獨立生活能力方面的服務，藉此對社會殘疾人士給予我們的關懷。

此外，我們於二零一八年三月向銀髮社捐款，以關心社會長者。該協會是一個自願組織，協助長者申請政府提供的福利。其代表會定期探訪長者及跟進其需要，為彼等提供合適的援助及關懷。

## IV. 未來可持續發展的方式

我們將於未來：

- 提高僱員及分包商的環保意識；
- 維持職業健康與安全的最高標準，以保護我們的員工及位於我們業務營運範圍附近的社區人員；及
- 通過參與更多慈善服務，進一步展現我們對社區的關懷。

# DIRECTORS' REPORT

## 董事會報告

The Board is pleased to submit this annual report together with the audited financial statements of the Group for the Review Year.

### PRINCIPAL ACTIVITIES

The Company is an investment holding company, the principal activities of its principal subsidiaries are set out in note 15 to the consolidated financial statements.

### REORGANISATION AND SHARE OFFER

The Company was incorporated in the Cayman Islands on 22 February 2017 as an exempted company with limited liability. The Shares were listed on the Main Board of the Stock Exchange on 8 February 2018.

Pursuant to the Reorganisation, the Company became the holding company of the Group on 21 August 2017.

### RESULTS/BUSINESS REVIEW

The results of the Group for the Review Year are set out in the section headed "Consolidated Statement of Profit or Loss and Other Comprehensive Income" on page 71 in this report. The business review of the Group for the Review Year is set out in the section headed "Management Discussion and Analysis" on pages 6 to 20.

### SHARE CAPITAL

Details of movement in the share capital of the Company during the Review Year are set out in note 25 to the consolidated financial statements.

### RESERVES

Details of movements in the reserves of the Group during the Review Year are set out in the section headed "Consolidated Statement of Changes in Equity" on page 74.

### DISTRIBUTABLE RESERVES

Distributable reserves of the Company at 31 March 2018, calculated under the Companies Law of Cayman Islands amounted to approximately HK\$83.4 million.

### FINAL DIVIDEND

The Board has resolved not to recommend the declaration of a final dividend for the Review Year.

董事會欣然呈列本年報以及本集團回顧年度經審核財務報表。

### 主要活動

本公司為一家投資控股公司，其主要附屬公司的主要活動載於綜合財務報表附註15。

### 重組及股份發售

本公司於二零一七年二月二十二日在開曼群島註冊成立為獲豁免有限公司。本公司股份於二零一八年二月八日在聯交所主板上市。

重組後，本公司於二零一七年八月二十一日成為本集團控股公司。

### 業績／業務回顧

本集團於回顧年度的業績載於本報告第71頁「綜合損益及其他全面收益表」一節。本集團於回顧年度的業務回顧載於第6至20頁「管理層討論及分析」一節。

### 股本

本公司於回顧年度的股本變動詳情載於綜合財務報表附註25。

### 儲備

本集團於回顧年度的儲備變動詳情載於第74頁「綜合權益變動表」一節。

### 可分配儲備

本公司可分配儲備乃根據開曼群島公司法計算，於二零一八年三月三十一日約為83.4百萬港元。

### 末期股息

董事會已議決不建議就回顧年度宣派末期股息。



## DIRECTORS' REPORT 董事會報告

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

The Shares of the Company were listed on the Listing Date. Since the Listing Date and up to 31 March 2018, neither the Company nor any of its subsidiaries had purchased, sold or redeemed any of the Company's securities.

### PROPERTY, PLANT AND EQUIPMENT

Details of movement in property, plant and equipment of the Group during the Review Year are set out in note 13 to the consolidated financial statements.

### PRE-EMPTIVE RIGHTS

There is no provision for pre-emptive rights under the Restated Articles or the Laws of the Cayman Islands, which would oblige the Company to offer new shares on a pro-rata basis to existing shareholders.

### CORPORATE GOVERNANCE

Information on the corporate governance practices adopted by the Company are set out in the section headed "Corporate Governance Report" on pages 28 to 44 in this report.

### ANNUAL GENERAL MEETING ("AGM")

The 2018 AGM will be held on 7 September 2018. The notice of the AGM will be published and dispatched to shareholders of the Company in the manner as required by the Listing Rules in due course.

### CLOSURE OF REGISTER OF MEMBERS

The Hong Kong branch register of members of the Company will be closed from 4 September 2018 to 7 September 2018 (both dates inclusive) for the purpose of ascertaining shareholders' entitlement to attend and vote at the forthcoming AGM. No transfer of shares may be registered on those dates. In order to qualify for the shareholders' entitlement to attend and vote at the AGM, all transfer forms accompanied by the relevant share certificates should be lodged with the Company's Branch Registrar in Hong Kong, Boardroom Share Registrars (HK) Limited, 2103B, 21/F, 148 Electric Road, North Point Hong Kong not later than 4:30 p.m. on 3 September 2018.

### 購買、出售或贖回本公司證券

本公司股份於上市日期上市。自上市日期起直至二零一八年三月三十一日止，本公司及其任何附屬公司概無購買、出售或贖回本公司任何證券。

### 物業、廠房及設備

本集團於回顧年度的物業、廠房及設備變動詳情載於綜合財務報表附註13。

### 優先購買權

經重列細則或開曼群島法例概無條文訂明優先購買權，致使本公司須按比例向現有股東發售新股份。

### 企業管治

本公司採納企業管治常規之資料載於本報告第28至44頁「企業管治報告」一節。

### 股東週年大會(「股東週年大會」)

二零一八年股東週年大會將於二零一八年九月七日舉行。股東週年大會通告將按上市規則規定方式適時公佈及寄發予本公司股東。

### 暫停辦理過戶登記

本公司香港股份過戶登記分處將於二零一八年九月四日至二零一八年九月七日(包括首尾兩日)暫停辦理股份過戶登記，以確定股東合資格出席應屆股東週年大會並於會上投票。於該等日期將暫停辦理股份過戶登記手續。為確保股東符合資格出席股東週年大會並於會上投票，所有過戶文件連同有關股票須於二零一八年九月三日下午四時三十分前，送達本公司香港股份過戶登記分處寶德隆證券登記有限公司(地址為香港北角電氣道148號21樓2103B室)。

## DIRECTORS

The Directors of the Company during the Review Year and up to the date of this report are:

### Executive Directors:

Mr. Yip Yuk Kit (*Chairman*)  
Mr. Cheung Chun Fai

### Non-Executive Director:

Mr. Ling Zheng

### Independent Non-Executive Directors:

Mr. Lo Chi Wang  
Mr. Chan Ka Yu  
Mr. Lee Kwok Lun

In accordance with article 108 of the Restated Articles, at each annual general meeting, one third of the Directors for the time being will retire from office by rotation. However, if the number of Directors is not a multiple of three, then the number nearest to but not less than one third shall be the number of retiring Directors. The Directors who shall retire in each year will be those who have been longest in the office since their last re-election or appointment but as between persons who become or were last re-elected Directors on the same day those to retire will (unless they otherwise agree among themselves) be determined by lot.

In accordance with article 112 of the Restated Articles, any Director appointed by the Board as an addition to the existing Board shall hold office only until the next following AGM of the Company and shall then be eligible for re-election.

In accordance with article 108 of the Restated Articles, Mr. Yip Kuk Kit, Mr. Cheung Chun Fai, Mr. Lo Chi Wang, Mr. Chan Ka Yu and Mr. Lee Kwok Lun will retire as Directors by rotation and, being eligible, offer themselves for re-election at the forthcoming annual general meeting of the Company.

In accordance with article 112 of the Restated Articles, Mr. Ling hold his office only until the AGM, being eligible, and offer himself for re-election at the forthcoming annual general meeting of the Company.

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

## 董事

本公司於回顧年度及截至本報告日期的董事如下：

### 執行董事：

葉育杰先生(主席)  
張振輝先生

### 非執行董事：

凌正先生

### 獨立非執行董事：

羅智弘先生  
陳家宇先生  
李國麟先生

根據經重列細則第108條，於每屆股東週年大會上，當時三分之一的董事應輪值告退。然而，倘董事人數並非三的倍數，則退任董事人數以最接近但不少於三分之一的人數為準。每年須退任的董事為自上次獲重選連任或委任以來任期最長的董事，惟倘多名董事均於同一日任職或獲重選連任，則以抽籤決定須告退的董事名單(彼等之間另有協定則除外)。

根據經重列細則第112條，獲董事會委任以增加現有董事會成員名額的董事的任期僅至本公司下屆股東週年大會為止，並可於該大會上膺選連任。

根據經重列細則第108條，葉育杰先生、張振輝先生、羅智弘先生、陳家宇先生及李國麟先生將作為輪值退任董事，並符合資格及願意於本公司應屆股東週年大會上膺選連任。

根據經重列細則第112條，凌先生的任期僅至股東週年大會日期為止，符合資格及願意於本公司應屆股東週年大會上膺選連任。

本公司已接獲各獨立非執行董事根據上市規則第3.13條寄發的年度獨立性確認書。本公司認為全體獨立非執行董事乃屬獨立。

## DIRECTORS' REPORT

### 董事會報告

#### DIRECTORS' SERVICE CONTRACTS

Details of Director's service contracts are set out in the section headed "Biographical Details of the Directors and Senior Management" on page 21 to 27.

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

#### COMPETING INTERESTS

The Directors confirm that neither the controlling shareholders of the Company nor their respective close associates is interested in a business apart from the Group's business which competes or is likely to compete, directly or indirectly, with the Group's business during the Review Year, and is required to be disclosed pursuant to Rule 8.10 of the Listing Rules.

#### COMPLIANCE ADVISER'S INTERESTS

As notified by the Company's compliance adviser, Grande Capital Limited (the "Compliance Adviser"), as at 31 March 2018, except for the compliance adviser agreement entered into between the Company and the Compliance Adviser dated 27 February 2018, the Compliance Adviser nor its directors, employees or close associates had any interests in relation to the Company, which is required to be notified to the Company pursuant to the Listing Rules.

#### SUMMARY OF FINANCIAL INFORMATION

A summary of the results and assets and liabilities of the Group for the last four financial years, as extracted from the audited consolidated financial statements in this report and the Prospectus, is set out on page 140.

#### PERMITTED INDEMNITY PROVISION

The Company has arranged for appropriate insurance coverage for Directors' and officers' liabilities in respect of legal actions against its Directors and senior management arising from corporate activities.

#### 董事服務合約

董事服務合約的詳情載於第21至27頁「董事及高級管理層履歷資料」一節。

概無擬於應屆股東週年大會上膺選連任之董事與本集團任何成員公司訂有服務合約(可由本集團於一年內終止而毋須支付賠償(法定賠償除外))。

#### 競爭權益

董事確認，於回顧年度，本公司控股股東及彼等各自緊密聯繫人概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(本集團業務除外)中擁有任何權益，且須根據上市規則第8.10條予以披露。

#### 合規顧問權益

經本公司合規顧問均富融資有限公司(「合規顧問」)告知，於二零一八年三月三十一日，除本公司與合規顧問訂立的日期為二零一八年二月二十七日的合規顧問協議外，合規顧問及其董事、僱員或緊密聯繫人概無擁有與本公司有關且須根據上市規則知會本公司的任何權益。

#### 財務資料概要

本集團最近四個財政年度的業績以及資產及負債的概要，乃摘錄自本報告經審核綜合財務報表及招股章程，載於第140頁。

#### 獲准許彌償條文

針對董事及高級管理層可能面對因企業活動產生的法律訴訟，本公司已為董事及職員安排適當的責任保險。

## DIRECTORS' INTERESTS IN TRANSACTION, ARRANGEMENT OR CONTRACTS OF SIGNIFICANCE

No Director had a material interest, either directly or indirectly, in any transaction, arrangement or contract of significance to the business of the Group to which the Company or any of its subsidiaries was a party since the Listing Date and up to 31 March 2018.

## CONTROLLING SHAREHOLDERS' INTERESTS IN CONTRACTS OF SIGNIFICANCE

Save as otherwise disclosed, no contract of significance to which the Company, its holding companies, or any of its subsidiaries was a party, and in which the controlling shareholders' of the Company had a material interest, either directly or indirectly, subsisted or at any time during the Review Year.

## MANAGEMENT CONTRACTS

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

## BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT

The biographical details of Directors and senior management of the Group are set out in the section headed "Biographical Details of the Directors and Senior Management" on pages 21 to 27.

## EMOLUMENT POLICY FOR DIRECTORS

A remuneration committee is set up for reviewing the Group's emolument policy and structure for all remuneration of the Directors and senior management of the Group. The Remuneration Committee recommends Directors' remuneration to the Board by reference to the benchmarking of the market. The Company also looks into individual Director's competence, duties, responsibilities, performance and the results of the Group in determining the exact level of remuneration for each Director.

## DIRECTORS' AND CHIEF EXECUTIVES' EMOLUMENTS AND THE FIVE HIGHEST PAID INDIVIDUALS

Details of the Directors' and chief executives' emoluments and the five highest paid individuals are set in note 12 to the consolidated financial statements.

## 董事於重大交易、安排或合約中的權益

自上市日期起至二零一八年三月三十一日，概無董事於本公司或其任何附屬公司為訂約方之一且對本集團業務而言屬重大的任何交易、安排或合約中擁有直接或間接權益。

## 控股股東於重大合約的權益

除另有披露者外，於回顧年度內任何時間概無存有本公司、其控股公司或任何其附屬公司為訂約方而本公司控股股東直接或間接擁有重大權益的重大合約。

## 管理合約

於回顧年度，概無訂立或存在有關管理及施行本公司全部或任何重大部分業務的合約。

## 董事及高級管理層履歷資料

本集團董事及高級管理層履歷資料載於第21至27頁「董事及高級管理層履歷資料」一節。

## 董事薪酬政策

已設立的薪酬委員會旨在檢討本集團薪酬政策及本集團所有董事及高級管理層薪酬架構。薪酬委員會通過參考市場基準向董事會建議董事薪酬。本公司在釐定各董事的實際薪酬水平時亦調查個別董事的工作能力、職務、責任、表現及本集團業績。

## 董事及最高行政人員以及五大高薪人士薪酬

董事及最高行政人員以及五大高薪人士薪酬詳情載於綜合財務報表附註12。

## DIRECTORS' REPORT 董事會報告

### INTERESTS OF DIRECTORS AND CHIEF EXECUTIVE IN SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY AND THE ASSOCIATED CORPORATIONS

As at 31 March 2018, the interests and short positions of the Directors or chief executive of the Company in the Shares, underlying Shares and debentures of the Company or any of the associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO") which have been notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including any interests or short positions which they are taken or deemed to have under such provisions of the SFO) or which, pursuant to section 352 of the SFO, have been entered in the register referred to therein, or have been, pursuant to the Model Code for Securities Transactions by Directors of Listed Companies (the "Model Code") in the Listing Rules, notified to the Company and the Stock Exchange, were as follows:

#### Long Position in Our Shares

Name of Directors	Capacity/Nature	Number of Shares held/interested 持有／擁有權益 股份數目	Percentage of shareholding 股權百分比
董事姓名	身份／性質		
Mr. Yip Yuk Kit 葉育杰先生	Interest in a controlled corporation (Note) 受控法團的權益(附註)	900,000,000 900,000,000	75% 75%

Note: The Company will be owned as to 75% by Fame Circle Limited immediately after the Listing. Fame Circle Limited is legally and beneficially owned as to 100% by Mr. Yip. Under the SFO, Mr. Yip is deemed to be interested in the same number of Shares held by Fame Circle Limited.

### 董事及最高行政人員於本公司及其相聯法團股份、相關股份及債權證中的權益

於二零一八年三月三十一日，本公司董事或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)的股份、相關股份及債權證中擁有根據證券及期貨條例第XV部第7及8分部規定須知會本公司及聯交所的權益或淡倉(包括根據證券及期貨條例有關條文被當作或被視作擁有的權益或淡倉)，或根據證券及期貨條例第352條，須記錄於該條所指登記冊的權益或淡倉，或根據上市規則上市公司董事進行證券交易的標準守則(「標準守則」)須知會本公司及聯交所的權益及淡倉如下：

#### 於股份的好倉

附註：緊隨上市後，本公司將由Fame Circle Limited擁有75%。Fame Circle Limited由葉先生合法及實益擁有全部權益。根據證券及期貨條例，葉先生被視為於Fame Circle Limited所持相同數目股份中擁有權益。

### Long Position in the Shares of Associated Corporation

#### 於相聯法團股份中的好倉

Name of Directors	Name of associated corporation	Capacity/Nature	Number of shares held/interested in 持有／擁有權益 股份數目	Percentage of interest 權益百分比
董事姓名	相聯法團名稱	身份／性質		
Mr. Yip Yuk Kit 葉育杰先生	Fame Circle Limited Fame Circle Limited	Beneficial interest 實益權益	50,000 50,000	100% 100%

## DIRECTORS' REPORT 董事會報告

Save as disclosed above, as at 31 March 2018, none of the Directors 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) as recorded in the register required to be kept under Section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange under the Model Code.

### INTERESTS OF SUBSTANTIAL AND OTHER SHAREHOLDERS IN THE SHARES AND UNDERLYING SHARES

As at 31 March 2018, so far as is known to the Directors, the following persons (not being a Director or chief executive of the Company) had interests or short positions in Shares or underlying Shares which would fall to be disclosed to the Company and the Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO or, who are, 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 the Company or any other member of the Group:

除上文所披露者外，於二零一八年三月三十一日，概無董事於本公司或其任何相聯法團(定義見證券及期貨條例第XV部)的股份、相關股份或債權證中擁有任何權益或淡倉，須根據證券及期貨條例第352條記錄於登記冊，或根據標準守則知會本公司及聯交所。

### 主要股東及其他股東於股份及相關股份的權益

就董事所知，於二零一八年三月三十一日，下列人士(並非本公司董事或最高行政人員)於股份或相關股份擁有根據證券及期貨條例第XV部第2及3分部規定須知會本公司及聯交所的權益或淡倉，或直接或間接擁有附帶權利可在任何情況下於本公司或本集團任何其他成員公司股東大會上投票的任何類別股本的面值10%或以上權益：

Name	Capacity/Nature	Number of Shares held/ interested in 持有/擁有權益 股份數目	Percentage of interest 權益百分比
名稱/姓名	地位/性質		
Fame Circle Limited	Beneficial interest (Note 1)	900,000,000	75%
Fame Circle Limited	實益權益(附註1)	900,000,000	75%
Ms. Yip Lai Ping	Interest of spouse (Note 2)	900,000,000	75%
葉麗萍女士	配偶權益(附註2)	900,000,000	75%

Notes:

- Fame Circle is owned as to 100% by Mr. Yip. Mr. Yip is the sole director of Fame Circle. Under the SFO, Mr. Yip is deemed to be interested in the same number of Shares held by Fame Circle.
- Mrs. Yip is the spouse of Mr. Yip. Under the SFO, Mrs. Yip is deemed to be interested in the same number of Shares in which Mr. Yip is interested.

附註：

- Fame Circle由葉先生全資擁有。葉先生為Fame Circle的唯一董事。根據證券及期貨條例，葉先生被視為於Fame Circle所持的相同數目股份中擁有權益。
- 葉女士為葉先生的配偶。根據證券及期貨條例，葉女士被視為於葉先生擁有權益的相同數目股份中擁有權益。

## DIRECTORS' REPORT 董事會報告

### SHARE OPTION SCHEME

The Company has adopted a share option scheme (the "Share Option Scheme") on 18 January 2018. The principal terms of the Share Option Scheme are summarised in Appendix V to the Prospectus. The purpose of the Share Option Scheme is to attract and retain the best available personnel of the Group, to provide additional incentive to employees (full-time and part-time), directors, consultants, advisors, distributors, contractors, suppliers, agents, customers, business partners or service providers of the Group and to promote the success of the business of the Group. No share option has been granted, exercised, cancelled or lapsed under the Share Option Scheme since its adoption on 18 January 2018, and there is no outstanding share option as at 31 March 2018.

### ARRANGEMENT TO ACQUIRE SHARES OR DEBENTURES

At no time during the Review Year and up to the date of this report was the Company or any of its subsidiaries or a party to any arrangement to enable the Directors of the Company to acquire benefits by means of the acquisition of shares in or debentures of the Company or any body corporate.

### MAJOR SUPPLIERS AND CUSTOMERS

The percentage of sales and purchases for the Review Year attributable to the Group's major customers and suppliers are as follows:

#### Sales

- the largest customer 71.7% (For the year ended 31 March 2017: 80.0%)
- five largest customers 97.6% (For the year ended 31 March 2017: 99.6%)

#### Purchases

- the largest supplier 44.3% (For the year ended 31 March 2017: 36.3%)
- five largest suppliers 68.6% (For the year ended 31 March 2017: 72.9%)

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

### 購股權計劃

本公司已於二零一八年一月十八日採納購股權計劃(「購股權計劃」)。購股權計劃的主要條款概述於招股章程附錄五。購股權計劃旨在吸引及挽留本集團的最傑出人才，向本集團的僱員(全職及兼職)、董事、諮詢顧問、顧問、分銷商、承建商、供應商、代理、客戶、業務夥伴或服務供應商提供額外獎勵，促成本集團的業務成功。自二零一八年一月十八日採納之日起，概無購股權根據購股權計劃授出、行使、註銷或失效，於二零一八年三月三十一日，概無未行使購股權。

### 收購股份或債權證安排

於整個回顧年度及直至本報告日期，本公司或其任何附屬公司或任何一方概無訂立任何安排，致使本公司董事可透過收購本公司或任何法人團體的股份或債權證而取得利益。

### 主要供應商及客戶

於回顧年度，本集團主要客戶及供應商應佔的銷售及採購百分比載列如下：

#### 銷售

- 最大客戶 71.7% (截至二零一七年三月三十一日止年度：80.0%)
- 五大客戶 97.6% (截至二零一七年三月三十一日止年度：99.6%)

#### 採購

- 最大供應商 44.3% (截至二零一七年三月三十一日止年度：36.3%)
- 五大供應商 68.6% (截至二零一七年三月三十一日止年度：72.9%)

概無董事、彼等緊密聯繫人或任何股東(據董事所悉，擁有本公司股本5%以上)於上述主要客戶或供應商中擁有權益。

## RELATED PARTIES TRANSACTIONS

Details of the significant related party transactions undertaken in the normal course of business are set out in the note 29 to the consolidated financial statements, and none of which constitutes a discloseable connected transaction as defined under the Listing Rules.

## SUBSIDIARIES

Details of the subsidiaries of the Company are set out in note 15 to the consolidated financial statements.

## USE OF PROCEEDS

The details of the use of proceeds for the Review Year is set out in the section headed "Management Discussion and Analysis" on pages 6 to 20 in this report.

## SUFFICIENCY OF PUBLIC FLOAT

Based on the information that is publicly available to the Company and within the knowledge of the Directors, the Directors confirmed that the Company has maintained a sufficient amount of public float for its Shares as required under the Listing Rules since the Listing Date and up to the date of this report.

## RETIREMENT SCHEME

The Group participates in the mandatory provident fund prescribed by the Mandatory Provident Fund Schemes Ordinance (Chapter 485 of the Laws of Hong Kong). Save as the aforesaid, the Group did not participate in any other pension schemes during the Review Year.

## AUDITORS

The consolidated financial statement for the Review Year have been audited by Grant Thornton Hong Kong Limited, who will retire and, being eligible, offer itself for re-appointment at the forthcoming annual general meeting of the Company.

## EVENTS AFTER THE REVIEW YEAR

There have been no other material events occurring after 31 March 2018 and up to the date of this report.

By Order of the Board  
**Dragon Rise Group Holdings Limited**  
**Yip Yuk Kit**  
*Chairman and executive Director*

Hong Kong, 25 June 2018

## 關聯方交易

在日常業務過程中進行的重大關聯方交易詳情載於綜合財務報表附註29，而當中並無任何交易構成上市規則界定的須予披露關連交易。

## 附屬公司

本公司附屬公司詳情載於綜合財務報表附註15。

## 所得款項用途

所得款項於回顧年度的使用詳情載於本報告第6至20頁「管理層討論及分析」一節。

## 充足公眾持股量

根據本公司公開可得之資料及據董事所悉，董事確認自上市日期起及直至本報告日期，本公司就其股份一直維持上市規則規定的充足公眾持股量。

## 退休計劃

本集團參與香港法例第485章《強制性公積金計劃條例》規定的強制性公積金。除前文所述者外，本集團於回顧年度並無參與任何其他退休金計劃。

## 核數師

回顧年度之綜合財務報表已由致同(香港)會計師事務所有限公司審核，而該公司將退任及合資格並願意於本公司應屆股東週年大會上接受續聘。

## 回顧年度後事項

二零一八年三月三十一日後及至本報告日期，並無發生任何其他重大事項。

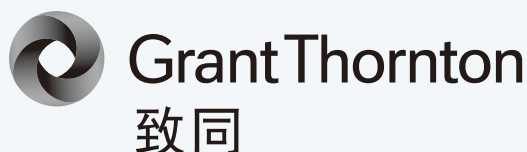
承董事會命  
**龍昇集團控股有限公司**  
*主席兼執行董事*  
**葉育杰**

香港，二零一八年六月二十五日



# INDEPENDENT AUDITORS' REPORT

## 獨立核數師報告



To the members of Dragon Rise Group Holdings Limited  
(incorporated in the Cayman Islands with limited liability)

### OPINION

We have audited the consolidated financial statements of Dragon Rise Group Holdings Limited (the "Company") and its subsidiaries (together, the "Group") set out on pages 71 to 139, which comprise the consolidated statement of financial position as at 31 March 2018, 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 2018, and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards ("HKFRSs") issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA") and have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

### BASIS FOR OPINION

We conducted our audit in accordance with Hong Kong Standards on Auditing ("HKSA") issued by the HKICPA. Our responsibilities under those standards are further described in the 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 judgment, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

致龍昇集團控股有限公司股東  
(於開曼群島註冊成立之有限公司)

### 意見

吾等已審核第71至139頁所載龍昇集團控股有限公司(「貴公司」)及其附屬公司(統稱「貴集團」)的綜合財務報表，綜合財務報表包括於二零一八年三月三十一日的綜合財務狀況表及截至該日止年度的綜合損益及其他全面收益表、綜合權益變動表及綜合現金流量表，以及綜合財務報表附註，包括主要會計政策概要。

吾等認為，綜合財務報表已按照香港會計師公會(「香港會計師公會」)頒佈之香港財務報告準則(「香港財務報告準則」)真實而公平地反映 貴集團於二零一八年三月三十一日的綜合財務狀況及其截至該日止年度之綜合財務表現及綜合現金流量，並已按香港公司條例之披露規定妥為編製。

### 意見基礎

吾等已根據香港會計師公會頒佈的香港審計準則(「香港審計準則」)進行審核。吾等於該等準則項下的責任在本報告「核數師對審核綜合財務報表之責任」一節中詳述。根據香港會計師公會之職業會計師道德守則(「守則」)，吾等獨立於 貴集團且已遵守守則履行其他道德責任。吾等相信，吾等所獲得的審核憑證可充足及適當地為吾等的審核意見提供基礎。

### 關鍵審核事項

根據吾等的專業判斷，關鍵審核事項為吾等審核本期間綜合財務報表的最重要事項。吾等在整體審核綜合財務報表及就此形成意見時處理此等事項，而不會就此等事項單獨發表意見。

KEY AUDIT MATTERS (continued)

關鍵審核事項(續)

Key Audit Matter

Accounting for construction contracts

How our audit addressed the Key Audit Matter

Refer to the summary of significant accounting policies in notes 2.7 and 2.13(i), note 4(a) and note 5 to the consolidated financial statements.

The Group recognised revenue and costs from construction contracts amounted to approximately HK\$805,716,000 and HK\$708,568,000 respectively for the year ended 31 March 2018.

The Group's revenue and costs of construction contracts are recognised by reference to the stage of completion of the construction contracts during the year with reference to the progress certificates issued by the customers or their agents. The stage of completion requires the management's estimation of the final outcome of the construction contracts. In addition, significant judgement is required in estimating the contract revenue, the contract costs and variation works which may have an impact on percentage of completion of the construction contracts and the corresponding profit margin.

Our audit procedures in relation to the construction contracts included the following:

- Understood the basis of estimation of the budgets through discussion with the management who is responsible for the budgeting of the construction contracts, and evaluated the reasonableness of the estimated profit margins by taking into account of the profit margins of historical similar projects;
- Inspected the terms and conditions of construction contracts such as contract sum, construction period, performance obligations, payment schedule, retention and warranty clauses, etc.;
- Assessed and checked, on a sample basis, the accuracy of the budgeted construction revenue by agreeing to contract sum or variation orders as set out in the construction contracts or the agreements entered with customers;
- Selected, on a sample basis, the construction contracts to examine project manager's budget of the cost components, such as cost of materials, subcontracting charges and labour costs, etc. We compared the budgeted construction costs to supporting documents including but not limited to invoices, quotations and rate of labour costs, etc.;
- Checked, on a sample basis, the progress certificates issued by the customers and the actual costs incurred on construction works to supporting documents during the reporting period; and
- Evaluated the management's assessment on the stage of completion of the construction contracts, on a sample basis, based on the latest progress certificates issued by the customers or their agents, including the certified contract work and variation orders, if any, and discussed with management and the respective project managers about the progress of the projects.

# INDEPENDENT AUDITORS' REPORT

## 獨立核數師報告

### KEY AUDIT MATTERS (continued)

### 關鍵審核事項(續)

#### 關鍵審核事項 建築合約的會計處理

#### 吾等的審核如何處理關鍵審核事項

請參閱綜合財務報表附註2.7及2.13(i)、附註4(a)及附註5所述主要會計政策概要。

截至二零一八年三月三十一日止年度，貴集團分別確認建築合約收益及成本約805,716,000港元及708,568,000港元。

貴集團建築合約收益及成本參考年內建築合約完成階段確認，而合約完成階段參考客戶或其代理出具的進度證明釐定。完成階段的釐定需要管理層估計建築合約的最終結果。此外，合約收益、合約成本及對建築合約的完工比例可能有影響的變更工程及相關利潤率的估計需要作出重大判斷。

吾等就建築合約進行之審核程序包括以下各項：

- 透過與負責進行建築合約預算的管理人員討論了解預算的估計基準，及計及過往類似項目的利潤率，評估估計利潤率的合理性；
- 檢查建築合約的條款及條件，如合約金額、建設期間、履約責任、付款時間表、保留金及保證條款等；
- 通過同意建築合約或與客戶訂立的協議中所載的合約金額或變更單，抽樣評估及檢查預算合約收益的準確性；
- 抽樣選擇建築合約以檢查項目經理對成本組成部分的預算，如材料成本、分包費及勞工成本等。吾等會對比預算建築成本與證明文件，包括但不限於發票、報價及勞務成本價格等；
- 抽樣檢查報告期內，客戶出具的進度證明及證明文件所示建築工程產生的實際成本；及
- 根據客戶或其代理出具的最新進度證明，包括核實的合約工程及變更單(如有)，抽樣評估管理層對建築合約完成階段的估計及與管理層及各項目經理討論項目進度。

## OTHER INFORMATION

The directors are responsible for the other information. The other information comprises all the information in the 2018 annual report of the Company, but does not include the consolidated financial statements and our auditor's report thereon.

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

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

## RESPONSIBILITIES OF DIRECTORS FOR THE CONSOLIDATED FINANCIAL STATEMENTS

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

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

The directors assisted by the Audit Committee are responsible for overseeing the Group's financial reporting process.

## 其他資料

董事須對其他資料負責。其他資料包括 貴公司二零一八年年報內所有資料，惟不包括綜合財務報表及相關核數師報告。

吾等對綜合財務報表的意見並不涵蓋其他資料，吾等亦不對其他資料發表任何形式的鑒證結論。

審核綜合財務報表時，吾等的責任為閱讀其他資料，於此過程中，考慮其他資料是否與綜合財務報表或吾等於審核過程中所了解的情況有重大抵觸，或者似有重大失實陳述。基於吾等已完成的工作，倘吾等認為其他資料有重大失實陳述，吾等須報告該事實。於此方面，吾等並無任何報告。

## 董事對綜合財務報表之責任

董事負責按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編製真實而公平地綜合財務報表，以及進行董事認為必要之內部控制，確保綜合財務報表之編製不存在由於欺詐或錯誤而導致的重大失實陳述。

在編製綜合財務報表時，董事負責評估 貴集團持續經營的能力，並在適當情況下披露與持續經營相關的事項，以及使用持續經營為會計基礎，除非董事有意將 貴集團清盤或停止經營，或別無其他實際的替代方案。

審核委員會協助董事監督 貴集團的財務報告流程。

## INDEPENDENT AUDITORS' REPORT 獨立核數師報告

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

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. We report our opinion solely to you, as a body, in accordance with our agreed terms of engagement 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.

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

- identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
- evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.

### 核數師對審核綜合財務報表之責任

吾等的目標為對綜合財務報表整體是否不存在由於欺詐或錯誤而導致重大失實陳述取得合理保證，並出具載有吾等意見的核數師報告。吾等按協定的委聘條款，僅向閣下(作為一個整體)報告，不得作其他用途。吾等並不就本報告內容對其他人士負責或承擔責任。

合理保證為高水平的保證，惟不能保證根據香港審計準則進行的審核總能識別存在的重大失實陳述。失實陳述可由欺詐或錯誤引致，倘合理預期其單獨或匯總後，可能影響綜合財務報表使用者依賴該等綜合財務報表所作出的經濟決定，則被視為屬重大失實陳述。

根據香港審計準則進行審核時，吾等運用專業判斷，於整個審核過程中保持專業懷疑態度，吾等亦：

- 識別及評估由於欺詐或錯誤而導致綜合財務報表存在重大失實陳述的風險，因應該等風險設計及執行審核程序，以及獲取充足及適當的審核憑證，作為吾等提供意見的基礎。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出現重大失實陳述的風險高於未能發現因錯誤而導致出現重大失實陳述的風險。
- 了解與審核相關的內部監控，以設計在有關情況下屬適當的審核程序，但目的並非對貴集團內部監控的有效性發表意見。
- 評估董事所採用會計政策的適當性以及作出會計估計及相關披露的合理性。

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

- conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

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

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

**核數師對審核綜合財務報表之責任**  
(續)

- 總結董事採用持續經營會計基礎的適當性，並根據所獲取的審核憑證，確定是否存在與事項或情況有關的重大不確定性因素，從而可能導致對貴集團的持續經營能力產生重大懷疑。倘吾等認為存在重大不確定性因素，則有必要在核數師報告中提請注意綜合財務報表中的相關披露。假若有關的披露不足，則修訂吾等的意見。吾等的結論乃基於截至核數師報告日止所取得的審核憑證。然而，未來事項或情況可能導致貴集團不能持續經營業務。
- 評估綜合財務報表的整體列報方式、結構及內容(包括披露)以及綜合財務報表是否公平反映相關交易及事項。
- 就貴集團內實體或業務活動的財務資料獲取充足適當的審核憑證，以便對綜合財務報表發表意見。吾等負責貴集團審核的指導、監督及執行。吾等對審核意見承擔全部責任。

吾等與審核委員會溝通(其中包括)審核的計劃範圍及時間以及重大審核發現，包括吾等於審核時識別的內部監控的任何重大不足。

吾等亦向審核委員會提交聲明，表明吾等已遵守有關獨立性的相關道德要求，並就所有可能合理認為會影響吾等獨立性的關係及其他事項以及相關的防範措施(如適用)與審核委員會溝通。

## INDEPENDENT AUDITORS' 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.

#### **Grant Thornton Hong Kong Limited**

*Certified Public Accountants*

Level 12  
28 Hennessy Road  
Wanchai  
Hong Kong

25 June 2018

#### **Chan Tze Kit**

Practising Certificate No.: P05707

### 核數師對審核綜合財務報表之責任 (續)

從與審核委員會進行溝通的事項中，吾等決定該等對本期間綜合財務報表審核最為重要的事項，即構成關鍵審核事項。吾等在核數師報告中闡釋該等事項，除非法律或規例不允許公開披露該等事項，或在極端罕見的情況下，若合理預期於吾等報告中註明該事項造成的負面後果將超過其產生的公眾利益，則吾等決定不在報告中註明該事項。

#### **致同(香港)會計師事務所有限公司**

*執業會計師*

香港  
灣仔  
軒尼詩道28號  
12樓

二零一八年六月二十五日

#### **陳子傑**

執業證書編號：P05707

# CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

## 綜合損益及其他全面收益表

For the year ended 31 March 2018 截至二零一八年三月三十一日止年度

		Notes 附註	2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
<b>Revenue</b>	<b>收益</b>	5	<b>805,716</b>	593,572
Direct costs	直接成本		<b>(708,568)</b>	(522,078)
<b>Gross profit</b>	<b>毛利</b>		<b>97,148</b>	71,494
Other income, net	其他收入，淨額	6	<b>2,110</b>	952
Administrative expenses	行政開支		<b>(34,861)</b>	(14,355)
Finance costs	財務費用	7	<b>(299)</b>	(691)
<b>Profit before income tax</b>	<b>除所得稅前溢利</b>	8	<b>64,098</b>	57,400
Income tax expense	所得稅開支	9	<b>(13,070)</b>	(10,063)
<b>Profit and total comprehensive income for the year attributable to equity holders of the Company</b>	<b>本公司權益持有人應佔年內溢利及全面收入總額</b>		<b>51,028</b>	47,337
			<b>HK cents</b>	HK cents
			<b>港仙</b>	港仙
<b>Earnings per share for profit attributable to equity holders of the Company</b>	<b>本公司權益持有人應佔每股盈利</b>			
Basic and diluted	基本及攤薄	11	<b>5.41</b>	5.26

The notes on pages 77 to 139 are an integral part of these consolidated financial statements.

第77至139頁之附註構成該等綜合財務報表之不可分割部分。



# CONSOLIDATED STATEMENT OF FINANCIAL POSITION

## 綜合財務狀況表

As at 31 March 2018 於二零一八年三月三十一日

			2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
		Notes 附註		
<b>Non-current assets</b>	<b>非流動資產</b>			
Property, plant and equipment	物業、機械及設備	13	<b>22,701</b>	13,524
Investment properties	投資物業	14	<b>4,550</b>	4,020
			<b>27,251</b>	17,544
<b>Current assets</b>	<b>流動資產</b>			
Trade and other receivables	貿易及其他應收款項	16	<b>61,552</b>	79,345
Amounts due from customers on construction contracts	應收客戶建築合約款項	18	<b>94,137</b>	31,107
Financial assets at fair value through profit or loss	按公平值計入損益之金融資產	19	–	2,589
Cash, bank balances and pledged deposits	現金、銀行結餘及已抵押存款	20	<b>147,267</b>	36,675
			<b>302,956</b>	149,716
<b>Current liabilities</b>	<b>流動負債</b>			
Trade and other payables	貿易及其他應付款項	21	<b>(42,399)</b>	(33,568)
Borrowings, secured	有抵押借款	22	–	(895)
Obligation under finance leases	融資租賃承擔	23	<b>(2,404)</b>	(2,285)
Amounts due to customers on construction contracts	應付客戶建築合約款項	18	<b>(1,185)</b>	(1,093)
Amount due to a director	應付一名董事款項	17	–	(4,227)
Tax payable	應付稅項		<b>(1,537)</b>	(1,023)
			<b>(47,525)</b>	(43,091)
<b>Net current assets</b>	<b>流動資產淨值</b>		<b>255,431</b>	106,625
<b>Total assets less current liabilities</b>	<b>總資產減流動負債</b>		<b>282,682</b>	124,169
<b>Non-current liabilities</b>	<b>非流動負債</b>			
Obligation under finance leases	融資租賃承擔	23	<b>(2,307)</b>	(4,711)
Deferred tax liabilities	遞延稅項負債	24	<b>(2,073)</b>	(1,078)
			<b>(4,380)</b>	(5,789)
<b>Net assets</b>	<b>淨資產</b>		<b>278,302</b>	118,380

**CONSOLIDATED STATEMENT OF FINANCIAL POSITION**  
**綜合財務狀況表**

As at 31 March 2018 於二零一八年三月三十一日

		Notes 附註	2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
<b>Capital and reserves</b>	<b>資本及儲備</b>			
Share capital	股本	25	<b>12,000</b>	690
Reserves	儲備	26	<b>266,302</b>	117,690
<b>Equity attributable to equity holders of the Company</b>	<b>本公司權益持有人應佔權益</b>		<b>278,302</b>	118,380

**Mr. Yip Yuk Kit**  
葉育杰先生  
Director  
董事

**Mr. Cheung Chun Fai**  
張振輝先生  
Director  
董事

The notes on pages 77 to 139 are an integral part of these consolidated financial statements.

第77至139頁之附註構成該等綜合財務報表之不可分割部分。

# CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

## 綜合權益變動表

For the year ended 31 March 2018 截至二零一八年三月三十一日止年度

		Share capital 股本 HK\$'000 千港元	Share premium 股份溢價 HK\$'000 千港元	Other reserve 其他儲備 HK\$'000 千港元	Retained earnings 保留盈利 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Balance at 1 April 2016	於二零一六年四月一日結餘	300	–	–	117,078	117,378
Profit and total comprehensive income for the year	年內溢利及全面收入總額	–	–	–	47,337	47,337
Interim dividend (Note 10)	中期股息(附註10)	–	–	–	(46,725)	(46,725)
Issue of shares	發行股份	390	–	–	–	390
Transactions with owners	與擁有人進行的交易	390	–	–	(46,725)	(46,335)
Balance at 31 March 2017 and 1 April 2017	於二零一七年三月三十一日及二零一七年四月一日結餘	690	–	–	117,690	118,380
Profit and total comprehensive income for the year	年內溢利及全面收入總額	–	–	–	51,028	51,028
Reorganisation and issue of shares (note 25)	重組及發行股份(附註25)	(686)	–	686	–	–
Issue of shares pursuant to the capitalisation issue (note 25)	根據資本化發行發行股份(附註25)	8,996	(8,996)	–	–	–
Issue of shares pursuant to the share offer (note 25)	根據股份發售發行股份(附註25)	3,000	105,894	–	–	108,894
Transactions with owners	與擁有人進行的交易	11,310	96,898	686	–	108,894
<b>Balance at 31 March 2018</b>	<b>於二零一八年三月三十一日結餘</b>	<b>12,000</b>	<b>96,898</b>	<b>686</b>	<b>168,718</b>	<b>278,302</b>

The notes on pages 77 to 139 are an integral part of these consolidated financial statements.

第77至139頁之附註構成該等綜合財務報表之不可分割部分。

# CONSOLIDATED STATEMENT OF CASH FLOWS

## 綜合現金流量表

For the year ended 31 March 2018 截至二零一八年三月三十一日止年度

		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
<b>Cash flows from operating activities</b>	<b>經營活動所得現金流量</b>		
Profit before tax	除稅前溢利	<b>64,098</b>	57,400
Adjustments for:	就以下各項作出調整：		
Depreciation	折舊	<b>10,952</b>	10,949
Loss on disposal of property, plant and equipment	出售物業、機械及設備的虧損	–	294
Net (gain)/loss on disposal of financial assets at fair value through profit or loss	出售按公平值計入損益之金融資產的(收益)/虧損淨額	<b>(217)</b>	18
Change in fair value on financial assets at fair value through profit or loss	按公平值計入損益之金融資產的公平值變動	–	(337)
Change in fair value of investment properties	投資物業公平值變動	<b>(530)</b>	(420)
Dividend income	股息收入	<b>(13)</b>	(375)
Interest income	利息收入	<b>(1,199)</b>	–
Finance costs	財務費用	<b>299</b>	691
Operating profit before working capital changes	營運資金變動前經營溢利	<b>73,390</b>	68,220
Decrease/(increase) in trade and other receivables	貿易及其他應收款項減少/(增加)	<b>17,793</b>	(30,173)
(Increase)/decrease in amounts due from customers on construction contracts	應收客戶建築合約款項(增加)/減少	<b>(63,030)</b>	27,568
Increase/(decrease) in trade and other payables	貿易及其他應付款項增加/(減少)	<b>8,831</b>	(4,600)
Increase in amounts due to customers on construction contracts	應付客戶建築合約款項增加	<b>92</b>	83
(Decrease)/increase in balance with a director	與一名董事之結餘(減少)/增加	<b>(1,227)</b>	37,855
Cash generated from operations	經營所得現金	<b>35,849</b>	98,953
Income tax paid	已付所得稅	<b>(11,561)</b>	(17,818)
<i>Net cash generated from operating activities</i>	<i>經營活動所得現金淨額</i>	<b>24,288</b>	81,135

## CONSOLIDATED STATEMENT OF CASH FLOWS 綜合現金流量表

For the year ended 31 March 2018 截至二零一八年三月三十一日止年度

		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
<b>Cash flows from investing activities</b>	<b>投資活動所得現金流量</b>		
Purchase of property, plant and equipment	購買物業、機械及設備	(20,129)	(7,471)
Proceeds from disposal of property, plant and equipment	出售物業、機械及設備的所得款項	–	390
Purchases of financial assets at fair value through profit or loss	購買按公平值計入損益之金融資產	–	(14,178)
Proceeds from disposal of financial assets at fair value through profit or loss	出售按公平值計入損益之金融資產的所得款項	2,806	21,596
Dividend received	已收股息	13	375
Interest received	已收利息	1,199	–
Increase in pledged bank deposits	已抵押銀行存款增加	(10,200)	–
<i>Net cash (used in)/generated from investing activities</i>	<i>投資活動(所用)/所得現金淨額</i>	<b>(26,311)</b>	712
<b>Cash flows from financing activities</b>	<b>融資活動所得現金流量</b>		
Proceeds from issue of new shares	發行新股份所得款項	120,000	–
Share issue expenses	股份發行開支	(11,106)	–
Dividends paid	已付股息	–	(46,725)
Addition of borrowings	借款增加	–	2,300
Repayment of borrowings	償還借款	(895)	(3,536)
Repayment of finance lease liabilities	償還融資租賃負債	(2,285)	(4,002)
Repayment of balance with a director	償還與一名董事之結餘	(3,000)	–
Interest paid	已付利息	(299)	(691)
<i>Net cash generated from/(used in) financing activities</i>	<i>融資活動所得/(所用)現金淨額</i>	<b>102,415</b>	(52,654)
<b>Net increase in cash and cash equivalents</b>	<b>現金及現金等價物增加淨額</b>	<b>100,392</b>	29,193
Cash and cash equivalents at the beginning of year	於年初的現金及現金等價物	36,675	7,482
<b>Cash and cash equivalents at end of year (Note 20)</b>	<b>於年末的現金及現金等價物(附註20)</b>	<b>137,067</b>	36,675

The notes on pages 77 to 139 are an integral part of these consolidated financial statements.

第77至139頁之附註構成該等綜合財務報表之不可分割部分。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 March 2018 截至二零一八年三月三十一日止年度

### 1. GENERAL INFORMATION AND BASIS OF PRESENTATION

#### 1.1 General information

Dragon Rise Group Holdings Limited (the “Company”) was incorporated as an exempted company with limited liability in the Cayman Islands under the Companies Law (as revised) of the Cayman Islands on 22 February 2017. The address of the Company’s registered office is P.O. Box 1350, Clifton House, 75 Fort Street, Grand Cayman KYI-1108, Cayman Islands and principal place of business is Office K, 12/F, Kings Wing Plaza 2, No. 1 On Kwan Street, Shatin, Hong Kong.

The Company is an investment holding company, and its subsidiaries (collectively referred to as the “Group”) is principally engaged in undertaking foundation works in Hong Kong as a subcontractor.

The Company’s immediate and ultimate holding company is Fame Circle Limited, a company incorporated in the British Virgin Islands (the “BVI”) and wholly owned by Mr. Yip Yuk Kit (“Mr. Yip” or “Controlling Shareholder”).

The Company’s shares are listed on the Main Board of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) on 8 February 2018.

These consolidated financial statements for the year ended 31 March 2018 were approved for issue by the board of directors on 25 June 2018.

### 1. 一般資料及呈列基準

#### 1.1 一般資料

龍昇集團控股有限公司(「本公司」)於二零一七年二月二十二日在開曼群島按照開曼群島公司法(經修訂)註冊成立為獲豁免有限公司。本公司註冊辦事處地址為P.O. Box 1350, Clifton House, 75 Fort Street, Grand Cayman KYI-1108, Cayman Islands，主要營業地點為香港沙田安群街1號京瑞廣場2期12樓K室。

本公司為投資控股公司，其附屬公司(統稱「本集團」)主要業務為於香港作為分包商承接地基工程。

本公司直接及最終控股公司為Fame Circle Limited，一家於英屬處女群島(「英屬處女群島」)註冊成立的公司，由葉育杰先生(「葉先生」或「控股股東」)全資擁有。

本公司股份於二零一八年二月八日於香港聯合交易所有限公司(「聯交所」)主板上市。

截至二零一八年三月三十一日止年度的該等綜合財務報表於二零一八年六月二十五日獲董事會批准刊發。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 March 2018 截至二零一八年三月三十一日止年度

### 1. GENERAL INFORMATION AND BASIS OF PRESENTATION (continued)

#### 1.2 Reorganisation

Pursuant to a group reorganisation (the “Reorganisation”) of the Company in connection with the listing of its shares on the Stock Exchange, the Company became the holding company of the companies now comprising the Group on 21 August 2017. Details of the Reorganisation are set out in the paragraph headed “Reorganisation” in the section headed “History and Development” in the Company’s prospectus dated 26 January 2018. The Group is under the common control of the Controlling Shareholders prior to and after the Reorganisation. The Group comprising the Company and its subsidiaries resulting from the Reorganisation is regarded as a continuing entity.

The consolidated statements of profit or loss and other comprehensive income, the consolidated statements of changes in equity and the consolidated statements of cash flows for the years ended 31 March 2018 and 2017, which include the results, changes in equity and cash flows of the companies now comprising the Group have been prepared using the principles of merger accounting under Hong Kong Accounting Guideline 5 “Merger Accounting for Common Control Combinations” issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”) as if the Company had always been the holding company of the Group and the current group structure had been in existence throughout the years ended 31 March 2018 and 2017, or since their respective dates of incorporation, where it is a shorter period.

The consolidated statements of financial position as at 31 March 2018 and 2017 have been prepared to present the assets and liabilities of the companies now comprising the Group as if the current group structure had been in existence as at those respective dates.

### 1. 一般資料及呈列基準(續)

#### 1.2 重組

根據本公司就股份於聯交所上市進行的集團重組(「重組」)，本公司於二零一七年八月二十一日成為本集團現時旗下各公司的控股公司。重組詳情載於本公司日期為二零一八年一月二十六日的招股章程「歷史及發展」一節「重組」一段。本集團於重組前後均受控股股東共同控制。重組產生的本集團(包括本公司及其附屬公司)視為持續經營實體。

截至二零一八年及二零一七年三月三十一日止年度的綜合損益及其他全面收益表、綜合權益變動表及綜合現金流量表(包括本集團現時旗下各公司的業績、權益變動及現金流量)乃根據香港會計師公會(「香港會計師公會」)頒佈的香港會計指引第5號「共同控制下合併的合併會計處理」下的合併會計原則編製，猶如本公司一直為本集團的控股公司及現時的集團架構於截至二零一八年及二零一七年三月三十一日止年度或自各公司各自註冊成立日期以來(以較短期間為準)一直存在。

於二零一八年及二零一七年三月三十一日的綜合財務狀況表乃編製以呈列本集團現時旗下各公司的資產及負債，猶如現時的集團架構於該等日期一直存在。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 綜合財務報表附註

For the year ended 31 March 2018 截至二零一八年三月三十一日止年度

## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

### 2.1 Basis of preparation

These consolidated financial statements has been prepared in accordance with Hong Kong Financial Reporting Standards (“HKFRSs”), which collective term includes all applicable individual Hong Kong Financial Reporting Standards, Hong Kong Accounting Standards (“HKASs”) and Interpretations issued by the HKICPA and the accounting principles generally accepted in Hong Kong.

The consolidated financial statements also comply with the applicable disclosure requirements of the Hong Kong Companies Ordinance and include the applicable disclosure requirements of the Rules Governing the Listing of Securities on the Stock Exchange (“Listing Rules”).

The significant accounting policies that have been used in the preparation of these consolidated financial statements are summarised below. These policies have been consistently applied to all the years presented in the consolidated financial statements. The adoption of new or amended HKFRSs and the impacts on the Group’s consolidated financial statements, if any, are disclosed in note 3.

The consolidated financial statements have been prepared on the historical cost basis except for investment properties and financial assets at fair value through profit or loss, which are stated at fair values. The consolidated financial statements are presented in Hong Kong dollars (“HK\$”), which is the functional currency of the Company and its subsidiaries, and all values are rounded to the nearest thousands (“HK\$’000”), except when otherwise indicated.

It should be noted that accounting estimates and assumptions are used in preparation of the consolidated financial statements. Although these estimates are based on management’s best knowledge and judgment of current events and actions, actual results may ultimately differ from those estimates. The areas involving a higher degree of judgment or complexity, or areas where assumptions and estimates are significant to the consolidated financial statements are disclosed in note 4.

## 2. 重大會計政策概要

### 2.1 編製基準

該等綜合財務報表乃按香港財務報告準則(「香港財務報告準則」, 該統稱包括由香港會計師公會頒佈的所有適用個別香港財務報告準則、香港會計準則(「香港會計準則」)及詮釋)及香港公認會計原則編製。

綜合財務報表亦符合香港公司條例的適用披露規定及聯交所證券上市規則(「上市規則」)的適用披露規定。

編製該等綜合財務報表採用的主要會計政策概述於下文。該等政策於綜合財務報表呈列的所有年度貫徹應用。採納新訂或經修訂香港財務報告準則及對本集團綜合財務報表的影響(如有)於附註3披露。

綜合財務報表已根據歷史成本法編製, 惟投資物業及按公平值計入損益之金融資產乃按公平值列賬。綜合財務報表以港元(「港元」)列示, 港元亦為本公司及其附屬公司功能貨幣。除另有指示外, 所有價值均約整至最接近千元(「千港元」)。

謹請留意, 編製綜合財務報表時採用會計估計及假設。雖然該等估計乃基於管理層對當前事件及行動的最佳認知及判斷, 但實際結果可能最終有別於該等估計。涉及較高度判斷或複雜性之範疇或對綜合財務報表屬重大之假設及估計之範疇, 於附註4披露。



## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

For the year ended 31 March 2018 截至二零一八年三月三十一日止年度

### 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

#### 2.2 Basis of consolidation

The consolidated financial statements incorporate the financial statements of the Group. The financial statements of the subsidiaries are prepared for the same reporting period as the Company, using consistent accounting policies.

Subsidiaries are entities controlled by the Group. The Group controls an entity when the Group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. When assessing whether the Group has power over the entity, only substantive rights relating to the entity (held by the Group and others) are considered.

The Group includes the income and expenses of a subsidiary in the consolidated financial statements from the date it gains control until the date when the Group ceases to control the subsidiary.

Intra-group transactions, balances and unrealised gains and losses on transactions between group companies are eliminated in preparing the consolidated financial statements. Amounts reported in the financial statements of subsidiaries have been adjusted where necessary to ensure consistency with the accounting policies adopted by the Group.

In the Company's statement of financial position, subsidiaries are carried at cost less any impairment loss unless the subsidiary is held for sale or included in a disposal group. Cost is adjusted to reflect changes in consideration arising from contingent consideration amendments. Cost also includes directly attributable costs of investment.

The results of subsidiaries are accounted for by the Company on the basis of dividends received and receivable at the reporting date. All dividends whether received out of the investee's pre or post-acquisition profits are recognised in the Company's profit or loss.

### 2. 重大會計政策概要(續)

#### 2.2 綜合基準

綜合財務報表包括本集團的財務報表。附屬公司的財務報表按與本公司相同的報告期間採用一致會計政策編製。

附屬公司為本集團控制的實體。當本集團因參與該實體而承擔可變回報的風險或享有可變回報的權益，並有能力透過其對該實體的權力影響此等回報時，本集團即控制該實體。評估本集團是否擁有對該實體的權力時，僅考慮本集團及其他方所持有關該實體的實質權利。

本集團自取得附屬公司控制權之日起將附屬公司的收入及開支列入綜合財務報表，直至本集團不再擁有附屬公司控制權之日為止。

於編製綜合財務報表時，集團內公司間交易、結餘及集團公司之間交易的未變現收益及虧損會對銷。附屬公司的財務報表中呈報的金額已作出必要調整，以確保與本集團採納的會計政策一致。

於本公司財務狀況表中，除非附屬公司乃持作銷售或納入出售組別，否則附屬公司按成本減任何減值虧損列賬。成本經調整以反映因或然代價修訂而引起的代價變動。成本亦包括直接應佔投資成本。

附屬公司業績由本公司於報告日期按已收及應收股息基準入賬。所有股息不論以被投資方的收購前或收購後溢利撥付均於本公司損益中確認。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 綜合財務報表附註

For the year ended 31 March 2018 截至二零一八年三月三十一日止年度

## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

### 2.3 Property, plant and equipment

Property, plant and equipment are stated at cost less accumulated depreciation and impairment losses. Cost includes expenditure that is directly attributable to the acquisition of the asset. Depreciation commences when the assets are ready for their intended use.

Depreciation is provided to write off the cost less their residual values over their estimated useful lives, using the straight-line method, at the following rates per annum:

Plant and machinery	30%
Motor vehicles	30%
Furniture, fixtures and equipment	20%

Assets held under finance leases are depreciated over their expected useful lives on the same basis as owned assets or, where shorter, the term of the relevant lease.

The assets' residual values, depreciation methods and useful lives are reviewed, and adjusted if appropriate, at each reporting date.

The gain or loss arising on retirement or disposal is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in profit or loss.

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

## 2. 重大會計政策概要(續)

### 2.3 物業、機械及設備

物業、機械及設備乃按成本減累計折舊及減值虧損入賬。成本包括購買資產的直接應佔開支。當資產可用於擬定用途時，即開始產生折舊。

折舊按估計可使用年期以直線法撇銷成本減其剩餘價值計提，所採年年率如下：

廠房及機械	30%
汽車	30%
傢俬、固定裝置及設備	20%

融資租賃項下持有的資產乃按自有資產相同的預期使用年期或(倘更短)有關租約年期折舊。

資產的剩餘價值、折舊方法及可使用年期於各報告日期檢討及調整(如適用)。

廢棄或出售時產生的收益或虧損按銷售所得款項與資產賬面值間的差額釐定，並於損益確認。

其後成本僅在項目相關的未來經濟利益將會流入本集團及能夠可靠計量項目成本時，方會在適當情況下計入資產賬面值或確認為獨立資產。更換部分的賬面值終止確認。維修及保養等所有其他成本，均於產生的財務期間自損益扣除。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 綜合財務報表附註

For the year ended 31 March 2018 截至二零一八年三月三十一日止年度

## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

### 2.4 Investment properties

Investment properties are land and buildings which are owned or held under a leasehold interest to earn rental income and for capital appreciation.

When the Group holds a property interest to earn rental income under an operating lease and for capital appreciation, the interest is classified and accounted for as an investment property on a property-by-property basis. Any such property interest which has been classified as an investment property is accounted for as if it were held under a finance lease.

On initial recognition, investment property is measured at cost and subsequently at fair value, unless its fair value cannot be reliably determined at that time.

Cost includes expenditure that is directly attributable to the acquisition of the investment property.

Fair value is determined by external professional valuers, with sufficient experience with respect to both the location and the nature of the investment property. The carrying amounts recognised at the reporting date reflect the prevailing market conditions at the reporting date.

Gains or losses arising from either changes in the fair value or the sale of an investment property are included in profit or loss in the period in which they arise.

## 2. 重大會計政策概要(續)

### 2.4 投資物業

投資物業是指為賺取租金收入及為資本增值而以租賃權益擁有或持有的土地及建築物。

當本集團以經營租賃持有物業權益以賺取租金收入及為資本增值，則權益會按每項物業的基準劃歸為投資物業進行會計處理。劃歸為投資物業的任何物業權益按猶如以融資租賃持有的方式入賬。

初步確認時，投資物業按成本計量，除非在當時其公平值不能可靠釐定，則之後再按公平值計量。

成本包括因收購投資物業直接產生的開支。

公平值由在投資物業所在位置及性質方面經驗豐富的外界專業估值師釐定。於報告日期確認的賬面值反映報告日期的現行市況。

投資物業的公平值變動或出售所產生的收益或虧損計入產生期間的損益。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 March 2018 截至二零一八年三月三十一日止年度

## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

### 2.5 Financial assets

The Group's accounting policies for financial assets are set out below.

Financial assets are classified into financial assets at fair value through profit or loss and loans and receivables. Management determines the classification of its financial assets at initial recognition depending on the purpose for which the financial assets were acquired and where allowed and appropriate, re-evaluates this designation at every reporting date.

All financial assets are recognised when, and only when, the Group becomes a party to the contractual provisions of the instrument. Regular way purchases of financial assets are recognised on trade date. When financial assets are recognised initially, they are measured at fair value, plus directly attributable transaction costs.

Derecognition of financial assets occurs when the rights to receive cash flows from the investments expire or are transferred and substantially all of the risks and rewards of ownership have been transferred.

At each reporting date, financial assets are reviewed to assess whether there is objective evidence of impairment. If any such evidence exists, impairment loss is determined and recognised based on the classification of the financial asset.

#### **Financial assets at fair value through profit or loss**

Financial assets at fair value through profit or loss are financial assets held for trading.

Financial assets are classified as held for trading if they are acquired for the purpose of selling in the near term, or it is part of a portfolio of identified financial instruments that are managed together and for which there is evidence of a recent pattern of short-term profit-taking.

Subsequent to initial recognition, the financial assets included in this category are measured at fair value with changes in fair value recognised in profit or loss. Fair value is determined by reference to active market transactions or using valuation technique where no active market exists. Fair value gain or loss does not include any dividend or interest earned on these financial assets. Dividend and interest income are recognised in accordance with the Group's policies in note 2.13 to these consolidated financial statements.

## 2. 重大會計政策概要(續)

### 2.5 金融資產

本集團有關金融資產的會計政策載於下文。

金融資產分類為按公平值計入損益之金融資產及貸款及應收款項。管理層視乎購入金融資產的目的於初步確認時釐定其金融資產分類，並在允許及適當情況下，於各報告日期重新評估此劃分。

所有金融資產只會在本集團成為有關工具合約條文的訂約方時確認。以常規方式購買的金融資產於交易日期確認。金融資產於初步確認時按公平值加直接應佔交易成本計量。

當從投資收取現金流量的權利屆滿或被轉讓且擁有權的絕大部分風險與回報已轉讓時，取消確認金融資產。

於各報告日期會對金融資產進行檢討，以評估是否有客觀減值憑證。如有任何上述憑證，則根據金融資產分類釐定及確認減值虧損。

#### **按公平值計入損益之金融資產**

按公平值計入損益之金融資產指持作交易的金融資產。

為於近期出售而收購或作為已識別金融工具組合的一部分共同管理且有證據顯示近期有短期出售以賺取溢利模式的金融資產分類為持作交易。

初步確認後，列入該類別的金融資產按公平值計量，公平值變動於損益確認。公平值乃參考活躍市場交易或倘無活躍市場存在，則採用估值方法釐定。公平值收益或虧損並不包括就該等金融資產賺取的任何股息及利息。股息及利息收入按照該等綜合財務報表附註2.13所載本集團政策確認。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

For the year ended 31 March 2018 截至二零一八年三月三十一日止年度

### 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

#### 2.5 Financial assets (continued)

##### **Loans and receivables**

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. Loans and receivables are subsequently measured at amortised cost using the effective interest method, less any impairment losses. Amortised cost is calculated taking into account any discount or premium on acquisition and includes fees that are an integral part of the effective interest rate and transaction cost.

##### **Impairment of financial assets**

At each reporting date, financial assets other than at fair value through profit or loss are reviewed to determine whether there is any objective evidence of impairment.

Objective evidence of impairment of individual financial assets includes observable data that comes to the attention of the Group about one or more of the following loss events:

- significant financial difficulty of the debtor;
- a breach of contract, such as a default or delinquency in interest or principal payments;
- it becoming probable that the debtor will enter bankruptcy or other financial reorganisation;
- significant changes in the technological, market, economic or legal environment that have an adverse effect on the debtor; and
- the disappearance of an active market for that financial asset because of financial difficulties.

Loss events in respect of a group of financial assets include observable data indicating that there is a measurable decrease in the estimated future cash flows from the group of financial assets. Such observable data includes but not limited to adverse changes in the payment status of debtors in the group and, national or local economic conditions that correlate with defaults on the assets in the group.

### 2. 重大會計政策概要(續)

#### 2.5 金融資產(續)

##### **貸款及應收款項**

貸款及應收款項為附帶固定或可釐定付款且並無在活躍市場報價的非衍生金融資產。貸款及應收款項其後採用實際利率法按攤銷成本減任何減值虧損列賬。攤銷成本經計及任何收購折讓或溢價後計算，並包括屬於實際利率及交易成本組成部分的各項費用。

##### **金融資產減值**

於各報告日期，金融資產(按公平值計入損益之金融資產除外)會予以檢討，以釐定有否出現減值的客觀憑證。

個別金融資產減值的客觀憑證包括本集團注意到以下一項或多項虧損事項的可觀察數據：

- 債務人出現重大財政困難；
- 違反合約，如不支付或拖欠利息或本金；
- 債務人可能破產或進行其他財務重組；
- 科技、市場、經濟或法律環境有重大改變而對債務人有不利影響；及
- 因出現財政困難導致該金融資產失去活躍市場。

有關某一組金融資產的虧損事項包括顯示該組金融資產的估計未來現金流量出現可計量跌幅的可觀察數據。該等可觀察數據包括但不限於組別內債務人的付款狀況以及與組別內資產拖欠情況有關的國家或當地經濟狀況出現逆轉。

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For the year ended 31 March 2018 截至二零一八年三月三十一日止年度

### 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

#### 2.5 Financial assets (continued)

##### **Impairment of financial assets (continued)**

If any such evidence exists, the impairment loss is measured and recognised as follows:

##### *Financial assets carried at amortised cost*

If there is objective evidence that an impairment loss on loans and receivables carried at amortised cost has been incurred, the amount of the loss is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows (excluding future credit losses that have not been incurred) discounted at the financial asset's original effective interest rate (i.e., the effective interest rate computed at initial recognition). The amount of the loss is recognised in profit or loss of the period in which the impairment occurs.

If, in subsequent period, the amount of the impairment loss decreases and the decrease can be related objectively to an event occurring after the impairment was recognised, the previously recognised impairment loss is reversed to the extent that it does not result in a carrying amount of the financial asset exceeding what the amortised cost would have been had the impairment not been recognised at the date the impairment is reversed. The amount of the reversal is recognised in profit or loss of the period in which the reversal occurs.

Impairment losses on financial assets other than financial assets at fair value through profit or loss and trade and retention receivables that are stated at amortised cost, are written off against the corresponding assets directly. Where the recovery of trade and retention receivables is considered doubtful but not remote, the impairment losses for doubtful receivables are recorded using an allowance account. When the Group is satisfied that recovery of trade and retention receivables is remote, the amount considered irrecoverable is written off against trade and retention receivables directly and any amounts held in the allowance account in respect of that receivable are reversed. Subsequent recoveries of amounts previously charged to the allowance account are reversed against the allowance account. Other changes in the allowance account and subsequent recoveries of amounts previously written off directly are recognised in profit or loss.

### 2. 重大會計政策概要(續)

#### 2.5 金融資產(續)

##### **金融資產減值(續)**

若任何該等證據存在，將根據以下方式計量及確認減值虧損：

##### *按攤銷成本列賬的金融資產*

倘有客觀證據顯示按攤銷成本列賬的貸款及應收款項出現減值虧損，則虧損金額按該金融資產賬面值與以其原實際利率(即首次確認時計算的實際利率)折算的估計未來現金流量(不包括尚未產生的未來信貸虧損)現值的差額計量。虧損金額於減值期間在損益確認。

倘若其後減值虧損金額減少，而有關減幅可客觀地與確認減值後發生的事件聯繫，則需撥回過往確認的減值虧損，惟於撥回減值當日，不得導致金融資產賬面值超過未被確認減值的原本應計的攤銷成本。撥回金額於撥回發生期間在損益確認。

按攤銷成本列賬的金融資產(按公平值計入損益之金融資產除外)以及貿易應收款項及應收保留金的減值虧損直接與相應資產撇銷。倘貿易應收款項及應收保留金的可收回性被認為存疑但並非微乎其微，則屬應收款項呆賬的減值虧損使用撥備賬入賬。倘本集團相信貿易應收款項及應收保留金的可收回性極低，則視為不可收回的款項乃直接自貿易應收款項及應收保留金撇銷，並撥回就該應收款項記入撥備賬的任何金額。先前計入撥備賬的金額如在其後收回，則從撥備賬撥回。撥備賬的其他變動及其後收回先前直接撇銷的金額，均在損益確認。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

For the year ended 31 March 2018 截至二零一八年三月三十一日止年度

### 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

#### 2.6 Impairment of non-financial assets

Property, plant and equipment are subject to impairment testing. They are tested for impairment whenever there are indications that the asset's carrying amount may not be recoverable.

An impairment loss is recognised as an expense immediately for the amount by which the asset's carrying amount exceeds its recoverable amount. Recoverable amount is the higher of fair value, reflecting market conditions less costs of disposal, and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessment of time value of money and the risk specific to the asset.

For the purposes of assessing impairment, where an asset does not generate cash inflows largely independent from those from other assets, the recoverable amount is determined for the smallest group of assets that generate cash inflows independently (i.e., a cash-generating unit). As a result, some assets are tested individually for impairment and some are tested at cash-generating unit level.

An impairment loss is reversed if there has been a favorable change in the estimates used to determine the asset's recoverable amount and only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss had been recognised.

### 2. 重大會計政策概要(續)

#### 2.6 非金融資產減值

物業、機械及設備須接受減值測試。當有跡象表明資產賬面值可能無法收回，則會進行減值測試。

減值虧損按資產賬面值超出其可收回金額的差額，即時確認為開支。可收回金額為反映市況的公平值減出售成本與使用價值兩者的較高者。評估使用價值時，估計未來現金流量採用稅前折現率折現至其現值，以反映現時市場對金錢時間值及有關資產特有風險的評估。

為評估減值，倘資產並無產生大致上獨立於其他資產的現金流入，可收回金額則按可獨立產生現金流入的最小資產組別(即現金產生單位)釐定。因此，部分資產個別進行減值測試，另有部分按現金產生單位測試。

倘用於釐定資產可收回金額的估計出現有利變動，則撥回減值虧損，惟以資產賬面值不得高於並無確認減值虧損時原應釐定的賬面值(扣除折舊或攤銷)為限。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 March 2018 截至二零一八年三月三十一日止年度

## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

### 2.7 Construction contracts

Construction contracts are contracts specifically negotiated for the construction of an asset or a combination of assets where the customer is able to specify the major structural elements of the design. The accounting policy for contract revenue is set out in note 2.13.

When the outcome of a construction contract can be estimated reliably, contract costs are recognised as an expense by reference to the stage of completion of the contract at the reporting date. When it is probable that total contract costs will exceed total contract revenue, the expected loss is recognised as an expense immediately. When the outcome of a construction contract cannot be estimated reliably, contract costs are recognised as an expense in the period in which they are incurred.

Construction contracts in progress at the reporting date are recorded in the consolidated statement of financial position at the net amount of costs incurred plus recognised profit less recognised losses and progress billings, and are presented as “Amounts due from customers on construction contracts” (an asset) or “Amounts due to customers on construction contracts” (a liability). Progress billings not yet paid by customers are included in the consolidated statement of financial position under “Trade and other receivables”. Amounts received before the related work is performed are recorded under “Trade and other payables”.

### 2.8 Cash and cash equivalents

Cash and cash equivalents include cash at bank and in hand, demand deposits with banks and short term highly liquid investments with original maturities of three months or less that are readily convertible into known amounts of cash and which are subject to an insignificant risk of changes in value. For the purpose of the consolidated statement of cash flows presentation, cash and cash equivalents include bank overdrafts which are repayable on demand and form an integral part of the Group’s cash management.

## 2. 重大會計政策概要(續)

### 2.7 建築合約

建築合約指特別就建築一項資產或一組資產而磋商的合約，其中客戶可指定設計的主要結構元素。合約收益的會計政策載於附註2.13。

如果能夠可靠地估計建築合約的結果，合約成本將參考合約於報告日期的完工程度確認為開支。倘總合約成本可能超過總合約收益，預計的虧損便即時確認為開支。如果不能可靠地估計建築合約的結果，合約成本將於產生期間確認為開支。

於報告日期在建建築合約按已產生成本淨額加上已確認溢利，再減去已確認虧損及按進度開列的賬單數額計入綜合財務狀況表，並被列作「應收客戶建築合約款項」(資產)或「應付客戶建築合約款項」(負債)。客戶尚未支付的按進度開列的賬單數額計入綜合財務狀況表的「貿易及其他應收款項」內。履行相關工程前收取的款項列入「貿易及其他應付款項」內。

### 2.8 現金及現金等價物

現金及現金等價物包括銀行及手頭現金、銀行活期存款及原訂期限為三個月或以下、可隨時轉換為已知金額現金且價值變動風險小的短期高流動性投資。就綜合現金流量表呈列而言，現金及現金等價物包括須按要求償還且構成本集團現金管理組成部分的銀行透支。



## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

For the year ended 31 March 2018 截至二零一八年三月三十一日止年度

### 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

#### 2.9 Financial liabilities

The Group's financial liabilities include obligation under finance leases, borrowings, amount due to a director and trade and other payables.

Financial liabilities are recognised when the Group becomes a party to the contractual provisions of the instrument. All interest related charges are recognised in accordance with the Group's accounting policy for borrowing costs (see note 2.15).

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires.

Where 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 the recognition of a new liability, and the difference in the respective carrying amount is recognised in profit or loss.

#### **Finance lease liabilities**

Finance lease liabilities are measured at initial value less the capital element of lease repayments (see note 2.10).

#### **Borrowings**

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

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

#### **Trade and other payables and amount due to a director**

Trade and other payables and amount due to a director are recognised initially at their fair value and subsequently measured at amortised cost, using the effective interest method.

### 2. 重大會計政策概要(續)

#### 2.9 金融負債

本集團的金融負債包括融資租賃承擔、借貸、應付一名董事款項以及貿易及其他應付款項。

金融負債於本集團成為工具合約條款訂約方時確認。所有利息相關費用根據本集團的借貸成本會計政策確認(請參閱附註2.15)。

當負債下的責任獲免除或取消或到期時，金融負債將取消確認。

當現有金融負債以同一貸款人按極為不同的條款提供的另一項金融負債所取代，或對現有負債的條款作出重大修訂，此類交換或修訂被視為取消確認原有負債及確認新負債，有關賬面值的差額於損益中確認。

#### **融資租賃負債**

融資租賃負債按初始價值減租賃還款的資本組成計量(請參閱附註2.10)。

#### **借貸**

借貸最初以公平值扣除已產生的交易成本確認。借貸隨後以攤銷成本呈列；所得款項(扣除交易成本)與贖回價值之間的任何差額於借貸期間使用實際利率法於損益中確認。

除非本集團擁有無條件權利可將負債遞延至報告日期後至少十二個月清償，否則借貸將分類為流動負債。

#### **貿易及其他應付款項及應付一名董事款項**

貿易及其他應付款項及應付一名董事款項最初以其公平值確認，隨後使用實際利率法按攤銷成本計量。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 March 2018 截至二零一八年三月三十一日止年度

## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

### 2.10 Leases

An arrangement, comprising a transaction or a series of transactions, is or contains a lease if the Group determines that the arrangement conveys a right to use a specific asset or assets for an agreed period of time in return for a payment or a series of payments. Such a determination is made based on an evaluation of the substance of the arrangement and is regardless of whether the arrangement takes the legal form of a lease.

#### **Classification of assets leased to the Group**

Assets that are held by the Group under leases which transfer to the Group substantially all the risks and rewards of ownership are classified as being held under finance leases. Leases which do not transfer substantially all the risks and rewards of ownership to the Group are classified as operating leases.

#### **Assets acquired under finance leases**

Where the Group acquires the use of assets under finance leases, the amounts representing the fair value of the leased asset, or, if lower, the present value of the minimum lease payments of such assets, are included in property, plant and equipment and the corresponding liabilities, net of finance charges, are recorded as obligation under finance leases.

Subsequent accounting for assets held under finance lease agreements corresponds to those applied to comparable acquired assets. The corresponding finance lease liability is reduced by lease payments less finance charges.

Finance charges implicit in the lease payments are charged to profit or loss over the period of the leases so as to produce an approximately constant periodic rate of charge on the remaining balance of the obligations for each accounting period.

## 2. 重大會計政策概要(續)

### 2.10 租賃

倘本集團釐定一項安排(不論由一宗交易或一系列交易組成)附有權利可於協定期間內使用一項特定資產或多項資產以換取一項或多項付款,則該安排屬於或包含一項租賃。該釐定乃基於對該安排實質內容的評估而作出,不論該安排是否採用租賃的法定形式。

#### **租予本集團的資產的分類**

本集團根據將所有權的絕大部分風險及回報轉移至本集團的租賃持有的資產均分類為根據融資租賃持有的資產。並無將所有權的絕大部分風險及回報轉移至本集團的租賃分類為經營租賃。

#### **融資租賃項下收購的資產**

倘本集團收購融資租賃項下資產的使用權,金額指已租賃資產的公平值,或倘更低,則為該等資產最低租賃付款的現值列入物業、機械及設備,及相應負債(扣除財務費用)列為融資租賃承擔。

就融資租賃協議項下持有的資產的其後入賬與可資比較收購資產應用的方法對應。相應融資租賃負債扣除租賃付款減財務費用。

財務費用包含於租賃付款,按租賃期間於損益扣除,以就各會計期間剩餘負債結餘產生近似持續的定期收費率。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

For the year ended 31 March 2018 截至二零一八年三月三十一日止年度

### 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

#### 2.10 Leases (continued)

##### **Operating lease charges as the lessee**

Where the Group has the right to use of assets held under operating leases, payments made under the leases are charged to the consolidated statement of profit or loss and other comprehensive income on a straight line basis over the lease terms except where an alternative basis is more representative of the time pattern of benefits to be derived from the leased assets. Lease incentives received are recognised in profit or loss as an integral part of the aggregate net lease payments made. Contingent rental are charged to profit or loss in the accounting period in which they are incurred.

##### **Assets leased out under operating leases as the lessor**

Assets leased out under operating leases are measured and presented according to the nature of the assets. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised as an expense over the lease term on the same basis as the rental income.

Rental income receivable from operating leases is recognised in profit or loss on a straight-line basis over the periods covered by the lease term, except where an alternative basis is more representative of the time pattern of benefits to be derived from the use of the leased asset. Lease incentives granted are recognised in profit or loss as an integral part of the aggregate net lease payments receivable. Contingent rentals are recognised as income in the accounting period in which they are earned.

### 2. 重大會計政策概要(續)

#### 2.10 租賃(續)

##### **作為承租人的經營租賃費用**

倘本集團有權使用根據經營租賃持有的資產，則根據租賃作出的付款於租賃期內按直線法自綜合損益及其他全面收益表扣除，惟倘有另一種基準可更能表示自租賃資產獲得的收益的時間模式則除外。收取的租賃獎勵於損益確認為所作總租賃付款淨額的組成部分。或然租金於產生的會計期間自損益扣除。

##### **作為出租人根據經營租賃出租的資產**

根據經營租賃出租的資產按資產的性質計量及呈列。於磋商及安排經營租賃時產生的初期直接成本計入所出租資產的賬面值，並於租期內按與租金收入相同的基準確認為開支。

來自經營租賃的應收租金收入於租期所涵蓋期間按直線法於損益確認，惟倘有另一種基準可更妥當地展示使用租賃資產獲得收益的時間模式則除外。授出的租賃獎勵於損益確認，作為合共應收租賃付款淨額的組成部分。或然租金於產生的會計期間確認為收入。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 March 2018 截至二零一八年三月三十一日止年度

## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

### 2.11 Provisions, contingent liabilities and contingent assets

Provisions are recognised when the Group has a present obligation (legal or constructive) as a result of a past event, and it is probable that an outflow of economic benefits will be required to settle the obligation and a reliable estimate of the amount of the obligation can be made. Where the time value of money is material, provisions are stated at the present value of the expenditure expected to settle the obligation.

All provisions are reviewed at each reporting date and adjusted to reflect the current best estimate.

Where it is not probable that an outflow of economic benefits will be required, or the amount cannot be estimated reliably, the obligation is disclosed as a contingent liability, unless the probability of outflow of economic benefits is remote. Possible obligations, whose existence will only be confirmed by the occurrence or non-occurrence of one or more future uncertain events not wholly within the control of the Group, are also disclosed as contingent liabilities unless the probability of outflow of economic benefits is remote.

Probable inflows of economic benefits to the Group that do not yet meet the recognition criteria of an asset are considered contingent assets.

### 2.12 Share capital

Ordinary shares are classified as equity. Share capital is determined using the nominal value of shares that have been issued. Any transaction costs associated with the issuing of shares (net of any related income tax benefit) are deducted from share premium to the extent they are incremental costs directly attributable to the equity transaction.

## 2. 重大會計政策概要(續)

### 2.11 撥備、或然負債及或然資產

當本集團因過往事件而須承擔現有法定或推定責任，且可能須有經濟利益流出以結清責任及能夠可靠地估計有關責任金額時，則會確認撥備。倘貨幣的時間價值屬重大，則撥備按預計結清責任所需開支的現值列賬。

所有撥備均於各報告日期作出檢討並作出調整以反映現時的最佳估計。

倘經濟利益流出的可能性不大，或無法可靠估計金額時，該責任會披露為或然負債，除非經濟利益流出的可能性極低，則作別論。可能的責任(其存在僅可通過日後是否發生本集團無法完全控制的一宗或多宗未確定事件而確定)亦披露為或然負債，除非經濟利益流出的可能性極低，則作別論。

尚未達到資產確認標準的本集團的可能經濟利益流入被視為或然資產。

### 2.12 股本

普通股分類為權益。股本按已發行股份的面值釐定。發行股份有關的任何交易成本(扣除任何相關所得稅利益)自股份溢價扣減，惟以權益交易直接應佔的增加成本為限。

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For the year ended 31 March 2018 截至二零一八年三月三十一日止年度

### 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

#### 2.13 Revenue recognition

Revenue comprises the fair value of the consideration received or receivables for the sale of services in the ordinary course of the Group's activities. Provided it is probable that the economic benefits will flow to the Group and the revenue and costs, if applicable, can be measured reliably, revenue is recognised as follows:

##### (i) Contract revenue

When the outcome of a construction contract can be estimated reliably revenue from construction contract is recognised based on the stage of completion of the contracts, provided that the stage of contract completion and the gross billing value of contracting work can be measured reliably. The stage of completion of a contract is generally established according to the progress certificate (by reference to the construction works certified by the customers or their agents) issued by the customer or its agent.

In practice, the Group makes application to the customer for progress payment normally on a monthly basis or upon the completion of the project. After examination by the customer or its agent, a payment certificate will be issued to the Group certifying the portion of works completed during the period for which progress payment is applied, which normally takes around one to three weeks from the date of application, and therefore the stage of completion for the period is established by reference to the payment certificate issued to the Group.

However, progress certifications might not necessarily take place as at the reporting date. In case where progress certifications do not take place as at the reporting date or where the last progress certificate for a works contract during the period does not cover a period up to the reporting date, the revenue for the period from the last progress certification up to the reporting date is estimated based on the estimated stage of completion with reference to the actual amounts of works performed during such period as indicated by the relevant site records as well as the rates for the relevant works items as agreed between the customer and the Group.

### 2. 重大會計政策概要(續)

#### 2.13 收益確認

收益包括本集團日常業務過程中銷售服務已收或應收代價的公平值。倘經濟利益有可能流入本集團，且能可靠地計量收益及成本(如適用)時，收益按以下基準確認：

##### (i) 合約收益

當建築合約的結果能可靠估算，建築合約的收益按合約竣工階段確認，惟有關合約竣工階段及合約工程的發票總價值須能可靠計量。合約竣工階段乃通常按客戶或其代理出具的進度證明(參照由客戶或其代理認可的建築工作)釐定。

實際上，本集團一般按月或於項目完成時向客戶作出進度付款申請。經客戶或其代理審核後，將向本集團出具付款證明，證明作出進度付款申請期間的已完工工程部份(自申請之日起計一般需約一至三週時間)，因此，該期間的完工階段乃參考向本集團出具的付款證明確立。

然而，進度證明未必於報告日期進行。倘進度證明並無於報告日期進行或期間的工程合約最後進度證明並無涵蓋直至報告日期的期間，自最後進度證明起至報告日期止期間的收入乃根據經參考相關地盤記錄所示有關期間進行的實際工作量以及客戶與本集團協定的相關工程項目比率後估計的竣工階段進行估計。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 March 2018 截至二零一八年三月三十一日止年度

## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

### 2.13 Revenue recognition (continued)

#### (i) Contract revenue (continued)

Variations in contract work, claims and incentive payments are included in contract revenue to the extent that they have been agreed with the customer or the outcome of which can be estimated reliably by management and are capable of being reliably measured.

When the outcome of a construction contract cannot be estimated reliably, contract revenue is recognised only to the extent of contract costs incurred that are likely to be recoverable.

#### (ii) Interest income

Interest income is recognised on an accrual basis using the effective interest method.

#### (iii) Dividend income

Dividend is recognised when the right to receive payment is established.

### 2.14 Employee benefits

#### Retirement benefits

Retirement benefits to employees are provided through defined contribution plans.

The Group operates a defined contribution retirement benefit plan under the Mandatory Provident Fund Schemes Ordinance, for all of its employees who are eligible to participate in the MPF Scheme. Contributions are made based on a percentage of the employees' basic salaries.

Contributions are recognised as an expense in profit or loss as employees render services during the year. The Group's obligations under these plans are limited to the fixed percentage contributions payable.

## 2. 重大會計政策概要(續)

### 2.13 收益確認(續)

#### (i) 合約收益(續)

合約工程變更、申索及獎勵款項計入合約收益內，惟以與客戶協定或其結果能由管理層可靠估計且能夠可靠計量者為限。

倘建築合約的結果無法可靠估計，合約收益只按有可能收回的已產生合約成本確認。

#### (ii) 利息收入

利息收入按應計基準採用實際利率法確認。

#### (iii) 股息收入

股息於可收取付款的權利確立時確認。

### 2.14 僱員福利

#### 退休福利

退休福利乃通過界定供款計劃向僱員提供。

本集團根據《強制性公積金計劃條例》為其所有合資格參與強積金計劃的僱員參加界定供款退休福利計劃。供款按僱員基本薪金的某個百分比作出。

供款於年內隨僱員提供服務於損益確認為開支。本集團根據該等計劃的責任僅限於應付固定百分比供款。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

For the year ended 31 March 2018 截至二零一八年三月三十一日止年度

### 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

#### 2.14 Employee benefits (continued)

##### **Short-term employee benefits**

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

Non-accumulating compensated absences such as sick leave and maternity leave are not recognised until the time of leave.

#### 2.15 Borrowing costs

Borrowing costs incurred, net of any investment income earned on the temporary investment of the specific borrowings, for the acquisition, construction or production of any qualifying asset are capitalised during the period of time that is required to complete and prepare the asset for its intended use. A qualifying asset is an asset which necessarily takes a substantial period of time to get ready for its intended use or sale. Other borrowing costs are expensed when incurred.

Borrowing costs are capitalised as part of the cost of a qualifying asset when expenditure for the asset is being incurred, borrowing costs are being incurred and activities that are necessary to prepare the asset for its intended use or sale are being undertaken. Capitalisation of borrowing costs ceases when substantially all the activities necessary to prepare the qualifying asset for its intended use or sale are complete.

### 2. 重大會計政策概要(續)

#### 2.14 僱員福利(續)

##### **短期僱員福利**

僱員應得的年假於其可享有時確認。截至報告日期，僱員因提供服務而可享有年假的估計負債已作撥備。

病假及產假等非累積補假於休假時方予確認。

#### 2.15 借款成本

收購、建設或製造任何合資格資產所產生的借款成本(扣除於特定借款暫時投資所得的任何投資收入)，於完成建設及將資產達致擬定用途所需時間限內資本化。合資格資產為需要長時間達到擬定用途或銷售狀況的資產。其他借款成本於產生時列作開支。

借款成本作為合資格資產成本的一部分，於資產產生開支、產生借款成本及使資產投入擬定用途或銷售所需的準備工作進行期間資本化。在使合資格資產投入擬定用途或銷售所需的絕大部分準備工作完成後，不再將借款成本資本化。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 March 2018 截至二零一八年三月三十一日止年度

## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

### 2.16 Accounting for income taxes

Income tax comprises current tax and deferred tax.

Current income tax assets and/or liabilities comprise those obligations to, or claims from, fiscal authorities relating to the current or prior reporting period, that are unpaid at the reporting date. They are calculated according to the tax rates and tax laws applicable to the fiscal periods to which they relate, based on the taxable profit for the year. All changes to current tax assets or liabilities are recognised as a component of tax expense in profit or loss.

Deferred tax is calculated using the liability method on temporary differences at the reporting date between the carrying amounts of assets and liabilities in the consolidated financial statements and their respective tax bases. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are recognised for all deductible temporary differences, tax losses available to be carried forward as well as other unused tax credits, to the extent that it is probable that taxable profit, including existing taxable temporary differences, will be available against which the deductible temporary differences, unused tax losses and unused tax credits can be utilised.

Deferred tax liabilities are recognised for taxable temporary differences arising on investments in subsidiaries, except where the Group is able to control the reversal of the temporary differences and it is probable that the temporary differences will not reverse in the foreseeable future.

For investment property measured using the fair value model in accordance with the accounting policy above, the measurement of the related deferred tax liability or asset reflects the tax consequences of recovering the carrying amount of the investment property entirely through sale, unless the investment property is depreciable and is held within a business model whose objective is to consume substantially all of the economic benefits embodied in the investment property over time, rather than through sale.

## 2. 重大會計政策概要(續)

### 2.16 所得稅的會計處理

所得稅包括即期稅項及遞延稅項。

即期所得稅資產及／或負債包括本報告期間或過往報告期間(且於報告日期尚未支付)向財政當局繳納稅款的責任或來自有關財政當局催繳稅款的索償。所得稅以年內應課稅溢利按有關財政期間適用的稅率及稅法計算。即期稅項資產或負債的所有變動於損益中確認為稅項開支的一部分。

遞延稅項乃按於報告日期綜合財務報表內資產與負債賬面值與其相應稅基的暫時差額使用負債法計算。遞延稅項負債一般會就所有應課稅暫時差額確認。遞延稅項資產乃就所有可扣稅暫時差額、可結轉稅項虧損以及其他未運用稅務抵免確認，惟以可能有應課稅溢利(包括現有應課稅暫時差額)可抵銷可扣稅暫時差額、未運用稅項虧損及未運用稅務抵免的情況為限。

於附屬公司的投資產生的應課稅暫時差額確認為遞延稅項負債，除非本集團可控制暫時差額的撥回，及暫時差額於可見將來不會撥回。

就根據上述會計政策按公平值模式計量的投資物業而言，相關遞延稅項負債或資產的計量反映完全透過出售收回投資物業賬面值的稅務結果，除非投資物業可予折舊，及按業務目標為隨時間而非透過出售消耗該投資物業所包含之絕大部分經濟利益之商業模式持有則作別論。



## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

For the year ended 31 March 2018 截至二零一八年三月三十一日止年度

### 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

#### 2.16 Accounting for income taxes (continued)

Deferred tax is calculated, without discounting, at tax rates that are expected to apply in the period the liability is settled or the asset realised, provided they are enacted or substantively enacted at the reporting date.

Changes in deferred tax assets or liabilities are recognised in profit or loss, or in other comprehensive income or directly in equity if they relate to items that are charged or credited to other comprehensive income or directly in equity.

Current tax assets and current tax liabilities are presented in net if, and only if:

- (a) the Group has the legally enforceable right to set off the recognised amounts; and
- (b) intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

The Group presents deferred tax assets and deferred tax liabilities in net if, and only if:

- (a) the entity has a legally enforceable right to set off current tax assets against current tax liabilities; and
- (b) the deferred tax assets and the deferred tax liabilities relate to income taxes levied by the same taxation authority on either:
  - (i) the same taxable entity; or
  - (ii) 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.

### 2. 重大會計政策概要(續)

#### 2.16 所得稅的會計處理(續)

遞延稅項乃按預期於清償負債或變現資產期間適用的稅率計算(不作折現)，惟有關稅率於報告日期須為已頒佈或實際上頒佈的稅率。

遞延稅項資產或負債變動於損益中確認，或倘與其他全面收益或直接於權益扣除或計入的項目有關，則於其他全面收益或直接於權益中確認。

即期稅項資產與即期稅項負債於及僅於以下情況以淨額呈列：

- (a) 本集團依法有強制執行權可以將已確認金額對銷；及
- (b) 計劃以淨額基準結算或同時變現資產及清償負債。

本集團會於且僅會於以下情況以淨額呈列遞延稅項資產與遞延稅項負債：

- (a) 該實體依法有強制執行權可以將即期稅項資產與即期稅項負債對銷；及
- (b) 遞延稅項資產與遞延稅項負債是關於同一稅務機關就以下任何一項所徵收的所得稅：
  - (i) 同一應課稅實體；或
  - (ii) 計劃於各未來期間(而預期在有關期間內將結清或收回大額的遞延稅項負債或資產)以淨額基準結算即期稅項負債與資產或同時變現資產及清償負債的不同應課稅實體。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 綜合財務報表附註

For the year ended 31 March 2018 截至二零一八年三月三十一日止年度

## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

### 2.17 Segment reporting

The Group identifies operating segments and prepares segment information based on the regular internal financial information reported to the chief operating decision maker for their decisions about resources allocation to the Group's business components and for their review of the performance of those components.

### 2.18 Related parties

For the purposes of the consolidated financial statements, 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 if that person:
  - (i) has control or joint control over of the Group;
  - (ii) has significant influence over the Group; or
  - (iii) is a member of the key management personnel of the Group or of a parent of the Group.
- (b) the party is an entity and if 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 an associate or joint venture of a member of a group of which the other entity is a member);
  - (iii) the entity and the Group are joint ventures of the same third party;

## 2. 重大會計政策概要(續)

### 2.17 分部報告

本集團根據定期向主要經營決策者呈報以便彼等就本集團業務組成部分的資源分配作出決定及檢討該等組成部分的表現的內部財務資料確定經營分部及編製分部資料。

### 2.18 關聯方

就綜合財務報表而言，符合以下條件的人士被視為與本集團有關聯：

- (a) 該人士為符合以下條件的人士或其緊密家族成員：
  - (i) 對本集團有控制權或共同控制權；
  - (ii) 對本集團有重大影響；或
  - (iii) 為本集團或本集團母公司的主要管理層成員。
- (b) 該人士為實體且符合以下任何條件：
  - (i) 該實體及本集團為同一集團的成員公司；
  - (ii) 該實體為其他實體（或為該實體所屬集團成員公司的聯營公司或合營企業）的聯營公司或合營企業；
  - (iii) 該實體及本集團為同一第三方的合營企業；

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

For the year ended 31 March 2018 截至二零一八年三月三十一日止年度

### 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

#### 2.18 Related parties (continued)

- (b) the party is an entity and if any of the following conditions applies: (continued)
  - (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 (if the Group is itself such a plan) and the sponsoring employers are also related to the Group;
  - (vi) the entity is controlled or jointly controlled by a person identified in (a);
  - (vii) a person identified in (a)(i) has significant influence over the entity or is a member of 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 party, provides key management personnel services to the Group or to the parent of the Group.

Close family members of an individual are those family members who may be expected to influence, or be influenced by, that individual in their dealings with the entity.

### 2. 重大會計政策概要(續)

#### 2.18 關聯方(續)

- (b) 該人士為實體且符合以下任何條件：(續)
  - (iv) 一個實體為某第三方實體的合營企業，而另一實體為該第三方實體的聯營公司；
  - (v) 該實體屬本集團或與本集團有關聯的實體（倘本集團本身為此類計劃）為僱員利益設立的離職後福利計劃且贊助僱主亦與本集團有關聯；
  - (vi) 該實體由一名於(a)指明的人士控制或共同控制；
  - (vii) 於(a)(i)指明的對該實體有重大影響或為該實體（或該實體的母公司）的主要管理層成員的人士；及
  - (viii) 實體或其所屬集團的任何成員公司向本集團或本集團的母公司提供關鍵管理人員服務。

個別人士的緊密家族成員指與該實體交易時預期可影響該個別人士或受該個別人士影響的家族成員。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

For the year ended 31 March 2018 截至二零一八年三月三十一日止年度

### 3. ADOPTION OF NEW AND AMENDED HKFRSs

The Group has consistently applied all the HKFRSs issued by the HKICPA that are effective for the Group's financial year beginning 1 April 2017 for both current and prior years.

#### Issued but not yet effective HKFRSs

At the date of authorisation of these consolidated financial statements, certain new and amended HKFRSs have been published but are not yet effective, and have not been adopted early by the Group.

HKFRS 9	Financial Instruments <sup>1</sup>
HKFRS 15	Revenue from Contracts with Customers and the related Amendments <sup>1</sup>
HKFRS 16	Leases <sup>3</sup>
HKFRS 17	Insurance Contracts <sup>4</sup>
Amendments to HKFRS 2	Classification and Measurement of Share-based Payment Transactions <sup>1</sup>
Amendments to HKFRS 4	Applying HKFRS 9 Financial Instruments with HKFRS 4 Insurance Contracts <sup>1</sup>
Amendments to HKFRS 9	Repayment Features with Negative Compensation <sup>3</sup>
Amendments to HKFRS 10 and HKAS 28	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture <sup>2</sup>
Amendments to HKAS 19	Plan Amendment, Curtailment or settlements <sup>3</sup>
Amendments to HKAS 28	Long-term Interests in Associates and Joint Ventures <sup>3</sup>
Amendments to HKAS 40	Transfers of Investment Property <sup>1</sup>
Amendments to HKFRSs	Annual Improvements to HKFRSs 2014–2016 Cycle <sup>1</sup>
Amendments to HKFRSs	Annual Improvements to HKFRSs 2015–2017 Cycle <sup>3</sup>
HK(IFRIC) – Int 22	Foreign Currency Transactions and Advance Consideration <sup>1</sup>
HK(IFRIC) – Int 23	Uncertainty over Income Tax Treatments <sup>3</sup>

### 3. 採納新訂及經修訂香港財務報告準則

本集團於當前及過往年度已貫徹應用香港會計師公會所頒佈於二零一七年四月一日開始的本集團財政年度生效的所有香港財務報告準則。

#### 已頒佈但尚未生效的香港財務報告準則

於該等綜合財務報表授權刊發日期，本集團並無提早採納若干已刊發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9號	金融工具 <sup>1</sup>
香港財務報告準則第15號	來自客戶合約之收益及相關修訂 <sup>1</sup>
香港財務報告準則第16號	租賃 <sup>3</sup>
香港財務報告準則第17號	保險合約 <sup>4</sup>
香港財務報告準則第2號修訂本	以股份付款交易之分類及計量 <sup>1</sup>
香港財務報告準則第4號修訂本	應用香港財務報告準則第9號金融工具與香港財務報告準則第4號保險合約 <sup>1</sup>
香港財務報告準則第9號	提早還款特性及負補償 <sup>3</sup>
香港財務報告準則第10號及香港會計準則第28號修訂本	投資者與其聯營或合營公司之間資產出售或注資 <sup>2</sup>
香港會計準則第19號修訂本	計劃修改、縮減或結算 <sup>3</sup>
香港會計準則第28號修訂本	於聯營及合營公司之長期權益 <sup>3</sup>
香港會計準則第40號修訂本	投資物業轉讓 <sup>1</sup>
香港財務報告準則修訂本	香港財務報告準則二零一四年至二零一六年週期年度改進 <sup>1</sup>
香港財務報告準則修訂本	香港財務報告準則二零一五年至二零一七年週期年度改進 <sup>3</sup>
香港(國際財務報告詮釋委員會) – 詮釋第22號	外匯交易及預付代價 <sup>1</sup>
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 <sup>3</sup>

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

For the year ended 31 March 2018 截至二零一八年三月三十一日止年度

### 3. ADOPTION OF NEW AND AMENDED HKFRSs (continued)

#### Issued but not yet effective HKFRSs (continued)

- <sup>1</sup> Effective for annual periods beginning on or after 1 January 2018.
- <sup>2</sup> Effective date not yet determined.
- <sup>3</sup> Effective for annual periods beginning on or after 1 January 2019.
- <sup>4</sup> Effective for annual periods beginning on or after 1 January 2021.

The directors anticipate that all of the pronouncements will be adopted in the Group's accounting policy for the first period beginning after the effective date of the pronouncement. Information on new and amended HKFRSs that are expected to have impact on the Group's accounting policies is provided below. Other new and amended HKFRSs are not expected to have a material impact on the Group's consolidated financial statements.

#### **HKFRS 15 Revenue from contracts with customers**

HKFRS 15 presents new requirements for the recognition of revenue, replacing HKAS 18 "Revenue", HKAS 11 "Construction Contracts", and several revenue-related Interpretations. HKFRS 15 contains a single model that applies to contracts with customers and two approaches to recognising revenue; at a point in time or overtime. The model features a contract-based five step analysis of transactions to determine whether, how much and when revenue is recognised. The five steps are as follows:

Step 1: Identify the contract(s) with a customer

Step 2: Identify the performance obligations in the contract

Step 3: Determine the transaction price

Step 4: Allocate the transaction price to the performance obligations in the contract

Step 5: Recognise revenue when (or as) the entity satisfies a performance obligation

### 3. 採納新訂及經修訂香港財務報告準則(續)

#### 已頒佈但尚未生效的香港財務報告準則(續)

- <sup>1</sup> 自二零一八年一月一日或之後開始的年度期間生效。
- <sup>2</sup> 生效日期尚未釐定。
- <sup>3</sup> 自二零一九年一月一日或之後開始的年度期間生效。
- <sup>4</sup> 自二零二一年一月一日或之後開始的年度期間生效。

董事預計，所有公佈的準則將於公佈生效日期後的首個期間在本集團會計政策內採用。預期將對本集團的會計政策產生影響的新訂及經修訂香港財務報告準則的資料載於下文。預期其他新訂及經修訂香港財務報告準則不會對本集團的綜合財務報表產生重大影響。

#### **香港財務報告準則第15號來自客戶合約之收益**

香港財務報告準則第15號呈列確認收益的新規定，取代香港會計準則第18號「收益」、香港會計準則第11號「建築合約」及若干收益相關詮釋。香港財務報告準則第15號載有適用於客戶合約的單一模式及確認收益的兩種方法(於某個時間點或某一段時間)。該模式包含以合約為基準的五步交易分析，以釐定是否確認收益、確認收益的金額及何時確認收益。五個步驟如下：

第1步：識別與客戶的合約

第2步：識別合約中的履約責任

第3步：釐定交易價

第4步：將交易價分配至合約中之履約責任

第5步：於(或隨著)實體完成履約責任時確認收益

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 March 2018 截至二零一八年三月三十一日止年度

### 3. ADOPTION OF NEW AND AMENDED HKFRSs (continued)

#### Issued but not yet effective HKFRSs (continued)

##### **HKFRS 15 Revenue from contracts with customers (continued)**

Under HKFRS 15, an entity recognises revenue when (or as) a performance obligation is satisfied, i.e. when “control” of the goods or services underlying the particular performance obligation is transferred to the customer. For more prescriptive guidance has been added in HKFRS 15 to deal with specific scenarios. Furthermore, extensive disclosures are required by HKFRS 15.

In 2016, the HKICPA issued Clarifications to HKFRS 15 in relation to the identification of performance obligations, principal versus agent considerations, as well as licensing application guidance.

HKFRS 15 is effective for annual periods beginning on or after 1 January 2018. The Group has started to assess the impact of HKFRS 15 and expects to apply HKFRS 15, in accordance with modified retrospective approach under which the cumulative effect of initially applying this standard recognised at the date of initial application (i.e. 1 April 2018). When applying HKFRS 15, the director considers that an output method will be used in measuring the work progress and the director does not anticipate that the application of HKFRS 15 will have a material impact on the Group’s consolidated financial statements but will result in more disclosures to be made in the consolidated financial statements.

##### **HKFRS 9 Financial instruments**

HKFRS 9 is effective for annual periods beginning on or after 1 January 2018 and will replace HKAS 39 in its entirety. The new standard introduces changes to HKAS 39’s guidance on the classification and measurement of financial assets. Under HKFRS 9, each financial asset is classified into one of three main classification categories: amortised cost, fair value through other comprehensive income or fair value through profit or loss. The classification of financial assets is driven by cash flow characteristics and the business model in which an asset is held. An entity may make an irrevocable election at initial recognition to present in other comprehensive income for the subsequent changes in the fair value of an investment in an equity instrument that is not held for trading.

### 3. 採納新訂及經修訂香港財務報告準則(續)

#### 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15號來自客戶合約之收益(續)**

根據香港財務報告準則第15號，當(或隨著)實體完成履約責任，即與特定履約責任相關貨品或服務的「控制權」轉移至客戶時確認收益。香港財務報告準則第15號已加入更多特定指引以處理特別情況。此外，香港財務報告準則第15號規定要求作出更詳盡的披露。

於二零一六年，香港會計師公會頒佈有關識別履約責任、主體代理安排及許可應用指引之香港財務報告準則第15號之澄清。

香港財務報告準則第15號於二零一八年一月一日或之後開始的年度期間生效。本集團已開始評估香港財務報告準則第15號的影響，並預期根據經修訂可追溯的方法應用香港財務報告準則第15號，而根據該方法，初步應用該準則的累積效應於初步應用時(即二零一八年四月一日)確認。在應用香港財務報告準則第15號時，董事認為將在計量工程進度時使用產量法，且董事預計應用香港財務報告準則第15號將不會對本集團的綜合財務報表產生重大影響，但將導致於綜合財務報表中作出更多披露。

##### **香港財務報告準則第9號金融工具**

香港財務報告準則第9號於二零一八年一月一日或之後開始的年度期間生效，並將完全取代香港會計準則第39號。新訂準則引入香港會計準則第39號金融資產分類及計量指引之變動。根據香港財務報告準則第9號，各項金融資產歸入三大類別之一：按攤銷成本計量之金融資產、按公平值計入其他全面收益之金融資產或按公平值計入損益之金融資產。金融資產按所持有資產的現金流特徵及業務模式歸類。實體可於初步確認時作出不可撤回選擇，以於其他全面收益中呈列於並非持作買賣之權益工具之投資之公平值之其後變動。

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### 綜合財務報表附註

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### 3. ADOPTION OF NEW AND AMENDED HKFRSs (continued)

#### Issued but not yet effective HKFRSs (continued)

##### **HKFRS 9 Financial instruments (continued)**

Most of the HKAS 39's requirements for financial liabilities were carried forward unchanged to HKFRS 9. The requirements related to the fair value option for financial liabilities have however been changed to address own credit risk. Where an entity chooses to measure its own debt at fair value, HKFRS 9 requires the amount of the change in fair value due to changes in the entity's own credit risk to be presented in other comprehensive income, unless effect of changes in the liability's credit risk would create or enlarge an accounting mismatch in profit or loss, in which case, all gains or losses on that liability are to be presented in profit or loss.

HKFRS 9 introduces a new expected-loss impairment model that will require more timely recognition of expected credit losses. Specifically, entities are required to account for expected credit losses when financial instruments are first recognised and to recognise full lifetime expected losses on a more timely basis.

HKFRS 9 also provides new guidance on the application of hedge accounting. The new hedge accounting models retain the three types of hedge accounting and the requirements of formal designation and documentation of hedge accounting relationships. The new hedge accounting requirements look to align hedge accounting more closely with entities' risk management activities by increasing the eligibility of both hedged items and hedging instruments and introducing a more principles-based approach to assess hedge effectiveness.

### 3. 採納新訂及經修訂香港財務報告準則(續)

#### 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9號金融工具(續)**

香港會計準則第39號對金融負債的大部分規定在不變的情況下轉至香港財務報告準則第9號。然而，有關金融負債之公平值選擇之規定已更改為針對自身信貸風險。倘實體選擇按公平值計量其自身債務，香港財務報告準則第9號規定，實體自身信貸風險變動產生的公平值變動金額須於其他全面收益內呈列，除非負債的信貸風險之變動影響將引致或擴大損益之會計錯配。在此情況下，有關該項負債之所有收益或虧損於損益內呈列。

香港財務報告準則第9號引入新的預期虧損減值模式，該模式要求實體更為及時地確認預期信貸虧損。具體地，實體須在金融工具首次確認時入賬預期信貸虧損以及更為及時地確認整段年期的預期虧損。

香港財務報告準則第9號亦規定採用對沖會計的新指引。新對沖會計模式保留三種對沖會計類型以及對沖會計關係正式指派及存案的規定。新對沖會計規定透過提高對沖項目及對沖工具的資格標準及引入更具原則基準的方法評估對沖有效性，使對沖會計與實體的風險管理活動更緊密一致。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

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### 3. ADOPTION OF NEW AND AMENDED HKFRSs (continued)

#### Issued but not yet effective HKFRSs (continued)

##### **HKFRS 9 Financial instruments (continued)**

Expected impacts of the new requirements on the Group's consolidated financial statements are as follows:

- (a) Classification and measurement – HKFRS 9 contains three principal classification categories for financial assets: measured at (1) amortised cost, (2) fair value through profit or loss (“FVTPL”) and (3) fair value through other comprehensive income (“FVTOCI”). The classification and measurement requirements for financial liabilities under HKFRS 9 are largely unchanged from HKAS 39, except that HKFRS 9 requires the fair value change of a financial liability designated at FVTPL that is attributable to changes of that financial liability's credit risk to be recognised in other comprehensive income (without reclassification to profit or loss). The Group currently does not have any financial liabilities designated at FVTPL and therefore this new requirement will not have any impact on the Group on adoption of HKFRS 9.
- (b) Impairment – The new impairment model in HKFRS 9 replaces the “incurred loss” model in HKAS 39 with an “expected credit loss” model. Under the expected credit loss model, it will no longer be necessary for a loss event to occur before an impairment loss is recognised. Instead, an entity is required to recognise and measure either a 12-month expected credit loss or a lifetime expected credit loss, depending on the asset and the facts and circumstances. The Group expects that the application of the expected credit loss model may result in earlier recognition of credit losses. For trade and other receivables, the Group applies a simplified model of recognising lifetime expected credit losses as these items do not have a significant financing components. Based on a preliminary assessment, the directors of the Group anticipate that the adoption of HKFRS 9 would not have material impact on the results and financial position of the Group.

### 3. 採納新訂及經修訂香港財務報告準則(續)

#### 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9號金融工具(續)**

新規定對本集團綜合財務報表的預期影響如下：

- (a) 分類及計量－香港財務報告準則第9號載有三個主要金融資產分類類別：(1)以攤銷成本計量；(2)按公平值計入損益(「按公平值計入損益」)及(3)按公平值計入其他全面收益(「按公平值計入其他全面收益」)。香港財務報告準則第9號項下金融負債的分類及計量規定與香港會計準則第39號無重大變化，惟香港財務報告準則第9號規定指定為按公平值計入損益的金融負債的公平值變動倘因金融負債本身的信貸風險變動所引致，則須於其他全面收益確認，而不得重新分類至損益。本集團目前並無任何指定為按公平值計入損益的金融負債，故於採納香港財務報告準則第9號時，此項新規定不會對本集團產生任何影響。
- (b) 減值－香港財務報告準則第9號的新減值模式以「預期信貸虧損」模式取代香港會計準則第39號的「已產生虧損」模式。根據預期信貸虧損模式，其將不再需要在確認減值虧損前發生虧損事件。相反，一間實體須確認並計量十二個月的預期信貸虧損或可使用年期預期信貸虧損，惟視乎資產、事實及情況而定。本集團預期，應用預期信貸虧損模式可能導致提早確認信貸虧損。對於貿易及其他應收款項，本集團採用簡化模式確認可使用年期預期信貸虧損，原因是該等項目並無重大融資成分。基於初步評估，本集團董事預計採用香港財務報告準則第9號不會對本集團業績及財務狀況產生重大影響。



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### 3. ADOPTION OF NEW AND AMENDED HKFRSs (continued)

#### Issued but not yet effective HKFRSs (continued)

##### HKFRS 16 Leases

HKFRS 16 "Leases" will replace HKAS 17 and three related Interpretations. Leases will be recorded on the consolidated statement of financial position in the form of a right-of-use asset and a lease liability. HKFRS 16 is effective from periods beginning on or after 1 January 2019. The director is yet to fully assess the impact of HKFRS 16 and therefore is unable to provide quantified information. However, in order to determine the impact the Group are in the process of:

- performing a full review of all agreements to assess whether any additional contracts will now become a lease under HKFRS 16's new definition
- deciding which transitional provision to adopt; either full retrospective application or partial retrospective application (which means comparatives do not need to be restated). The partial application method also provides optional relief from reassessing whether contracts in place are, or contain, a lease, as well as other reliefs. Deciding which of these practical expedients to adopt is important as they are one-off choices.
- assessing their current disclosures for finance leases (note 23) and operating leases (note 28) as these are likely to form the basis of the amounts to be capitalised and become right-of-use assets determining which optional accounting simplifications apply to their lease portfolio and if they are going to use these exemptions assessing the additional disclosures that will be required.

The management of the Group confirms the adoption of HKFRS 16 would not result in a significant impact on the Group's financial position and performance. As at 31 March 2018, the operating lease commitments amounted to HK\$510,000 and which will be required to be recognised in the consolidated financial statements as right-of-use assets and lease liabilities if HKFRS 16 would have been applied.

### 3. 採納新訂及經修訂香港財務報告準則(續)

#### 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16號租賃

香港財務報告準則第16號「租賃」將取代香港會計準則第17號及三項相關詮釋。租賃將以使用權資產及租賃負債的形式記錄於綜合財務狀況表內。香港財務報告準則第16號於二零一九年一月一日或之後開始的期間生效。董事尚未全面評估香港財務報告準則第16號的影響，因此無法提供量化資料。然而，為釐定影響，本集團現正：

- 對所有協議進行詳盡審閱，以評估根據香港財務報告準則第16號的新釋義現時是否將有任何額外合約成為一項租賃。
- 決定採用何種過渡條文；全面追溯應用或部分追溯應用(此法意味著可資比較資料毋須重列)。部分應用法亦提供選擇，可毋須重新評估已訂立合約是否屬於或包含一項租賃以及其他解除。決定採納何種實際操作的權宜辦法至關重要，乃因為其為一次性選擇。
- 評估其現時對融資租賃(附註23)及經營租賃(附註28)的披露，因為其很可能構成將資本化的款項的基礎及成為使用權資產，釐定何種可選擇會計簡化處理適用於其租賃組合及是否將使用該等例外情況，評估將須作出的額外披露。

本集團管理層確認，採納香港財務報告準則第16號不會對本集團的財務狀況及表現產生重大影響。於二零一八年三月三十一日，如已應用香港財務報告準則第16號，經營租賃承擔510,000港元將須於綜合財務報表內確認為使用權資產及租賃負債。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

For the year ended 31 March 2018 截至二零一八年三月三十一日止年度

### 4. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS

The Group makes estimates and assumptions concerning the future. The resulting accounting estimates will, by definition, seldom equal the related actual results. The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are discussed below:

#### (a) Construction contracts

As explained in notes 2.7 and 2.13, revenue recognition on a project is dependent on management's estimation of the total outcome of the construction contracts, with reference to the progress certificates issued by the customers and their agents. The Group reviews and revises the estimates of contract revenue, contract costs and variation orders, prepared for each construction contract as the contract progresses. Budgeted construction costs are prepared by management on the basis of quotations from time to time provided by the major contractors, suppliers or vendors involved and the experience of management. In order to keep the budget accurate and up-to-date, management conducts periodic reviews of the budgeted construction costs by comparing the budgeted amounts to the actual costs incurred.

Significant judgement is required in estimating the contract revenue, contract costs and variation work which may have an impact on percentage of completion of the construction contracts and the corresponding profit taken.

Management exercised their judgements and estimated based on contract costs and revenues with reference to the latest available information, which includes detailed contract sum and works performed. In many cases the results reflect the expected outcome of long-term contractual obligations which span more than one reporting period. Contract costs and revenues are affected by a variety of uncertainties that depend on the outcome of future events and often need to be revised as events unfold and uncertainties are resolved. The estimates of contract costs and revenues are updated regularly and significant changes are highlighted through established internal review procedures. In particular, the internal reviews focus on the timing and recognition of payments and the age and recoverability of any unagreed income from variations to the contract scope or claims. The impact of the changes in accounting estimates is then reflected in the ongoing results.

### 4. 主要會計估計及判斷

本集團對未來作出估計及假設。所有的會計估計正如其定義很少會與相關實際結果相符。於下個財政年度有重大風險會導致資產及負債賬面值須作重大調整的估計及假設討論如下：

#### (a) 建築合約

如附註2.7及2.13所述，項目收益確認取決於管理層參考客戶及其代理發出的工程進度證而對建築合約總結果作出的估計。隨著合約不斷進行，本集團審查及修訂每份建築合約的合約收益、合約成本及變更訂單的估計。預算建築成本由管理層根據主要承建商、供應商或所涉及的賣方不時提供的報價單及管理層的經驗而釐定。為確保預算準確及更新，管理層透過比較預計金額與所產生實際成本的差別對預算建築成本進行定期審查。

估計合約收益、合約成本及變更工程需運用重大判斷，這可能會影響建築合約的完成比例及相應所獲溢利。

管理層根據最新可得資料，其中包括詳細的合約金額及所執行工作，對合約成本及收益作出判斷及估計。在多數情況下，結果反映跨越超過一個報告期間的長期合約責任之預期成果。合約成本及收益受到多種取決於未來事件結果的不確定因素影響，並經常須隨著事態發展及不確定因素得以解決進行修訂。合約成本及收益的估計定期更新，重大變動透過完善的內部檢討程序凸顯出來。具體而言，內部檢討著重於付款的時間及確認，以及合約範圍或索償變化產生的任何未經同意的收入之賬齡及可收回性。會計估計變動的影響其後反映於持續業績。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

For the year ended 31 March 2018 截至二零一八年三月三十一日止年度

### 4. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS (continued)

#### (a) Construction contracts (continued)

Details of the revenue and amounts due from/(to) customers on construction contracts are disclosed in note 5 and note 18 respectively.

#### (b) Provision for impairment of trade receivables

The Group determines the provision for impairment of trade receivables. This estimate is based on the credit history of the customers and the current market condition. Management reassesses the adequacy of provision on a regular basis by reviewing the individual account based on past credit history and any prior knowledge of debtor insolvency or other credit risk which might not be easily accessible public information and market volatility might bear a significant impact which might not be easily ascertained.

As at 31 March 2018, no provision for impairment of trade receivables has been made. Details of the trade receivables are disclosed in note 16.

### 5. REVENUE

The Group's principal activities are engaged in undertaking foundation works in Hong Kong as a subcontractor.

	2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Contracting revenue 合約收益	<b>805,716</b>	593,572

The chief operating decision maker has been identified as the executive directors of the Company. The directors regards the Group's business of foundation works as a single operating segment and reviews the overall results of the Group as a whole to make decision about resources allocation. Accordingly, no segment analysis information is presented.

No separate analysis of segment information by geographical segment is presented as the Group's revenue and non-current assets are principally attributable to a single geographical region, which is Hong Kong.

### 4. 主要會計估計及判斷(續)

#### (a) 建築合約(續)

收益及應收/(應付)客戶建築合約款項詳情分別於附註5及附註18披露。

#### (b) 貿易應收款項的減值撥備

本集團釐定貿易應收款項的減值撥備。是項估計以客戶的信貸記錄及現行市況為依據。管理層根據過往信貸記錄及先前對債務人無力償債或其他信貸風險的了解(可能並非可輕易獲取的公開資料)以及市場波動性(可能具有無法輕易確定的重大影響),通過定期審查個人賬戶重估撥備的充足性。

於二零一八年三月三十一日,並無作出貿易應收款項的減值撥備。貿易應收款項詳情於附註16披露。

### 5. 收益

本集團主要業務為於香港作為分包商承接地基工程。

主要經營決策者被認定為本公司執行董事。董事將本集團的地基工程業務視為單一經營分部,並審閱本集團整體之業績,以就資源分配作出決策。因此,並無呈報分部分析資料。

由於本集團的收益及非流動資產主要來自單一地區(香港),故並無呈報按地域分部劃分的分部資料之單獨分析。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 綜合財務報表附註

For the year ended 31 March 2018 截至二零一八年三月三十一日止年度

#### 5. REVENUE (continued)

Revenue from customers which individually contributed over 10% of the Group's revenue is as follows:

		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Customer A	客戶A	<b>577,803</b>	474,783
Customer B	客戶B	<b>89,731</b>	N/A 不適用*

\* The corresponding revenue did not individually contribute over 10% of the Group's revenue during the year.

#### 5. 收益(續)

個別佔本集團收益超過10%的客戶收益如下：

\* 年內相關收益並非個別佔本集團收益超過10%。

#### 6. OTHER INCOME, NET

		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Dividend income	股息收入	<b>13</b>	375
Loss on disposal of property, plant and equipment	出售物業、機械及設備的虧損	-	(294)
Net gain from change in fair value on investment properties (note 14)	投資物業公平值變動收益淨額(附註14)	<b>530</b>	420
Net gain from change in fair value of financial assets at fair value through profit or loss	按公平值計入損益之金融資產公平值變動收益淨額	-	337
Net gain/(loss) on disposal of financial assets at fair value through profit or loss	出售按公平值計入損益之金融資產的收益/(虧損)淨額	<b>217</b>	(18)
Rental income	租金收入	<b>140</b>	132
Interest income	利息收入	<b>1,199</b>	-
Others	其他	<b>11</b>	-
		<b>2,110</b>	952

#### 6. 其他收入，淨額

#### 7. FINANCE COSTS

		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Bank loans interest	銀行貸款利息	<b>7</b>	98
Finance charge on obligations under finance leases	融資租賃承擔的財務費用	<b>292</b>	593
		<b>299</b>	691

#### 7. 財務費用

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### 綜合財務報表附註

For the year ended 31 March 2018 截至二零一八年三月三十一日止年度

#### 8. PROFIT BEFORE INCOME TAX

#### 8. 除所得稅前溢利

		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Profit before tax is stated after charging:			
除稅前溢利已扣除以下各項：			
(a) Staff costs (including directors' remuneration (Note 12(a)))	(a) 員工成本(包括董事薪酬)(附註12(a))		
– Salaries, wages, bonus and other benefits	– 薪金、工資、花紅及其他福利	<b>93,839</b>	92,788
– Contributions to defined contribution retirement plans	– 向界定供款退休計劃供款	<b>3,648</b>	3,660
Staff costs (including directors' remuneration) (Note)	員工成本(包括董事薪酬)(附註)	<b>97,487</b>	96,448
(b) Other items	(b) 其他項目		
Depreciation, included in:	以下各項折舊：		
Direct cost	直接成本		
– Owned assets	– 自有資產	<b>8,873</b>	7,804
– Leased assets	– 租賃資產	<b>1,961</b>	3,081
Administrative expenses	行政開支		
– Owned assets	– 自有資產	<b>118</b>	64
		<b>10,952</b>	10,949
Subcontracting charges (included in direct costs)	分包開支(計入直接成本)	<b>202,243</b>	87,993
Operating lease charges	經營租賃費用		
– Premises	– 物業	<b>742</b>	246
– Machinery	– 機械	<b>16,366</b>	12,715
Listing expenses	上市開支	<b>13,480</b>	3,474
Auditors' remuneration	核數師薪酬	<b>850</b>	150

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**綜合財務報表附註**

For the year ended 31 March 2018 截至二零一八年三月三十一日止年度

**8. PROFIT BEFORE INCOME TAX (continued)**

Note:

Staff costs (including directors' remuneration)

**8. 除所得稅前溢利(續)**

附註：

員工成本(包括董事薪酬)

		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Direct costs	直接成本	<b>85,215</b>	91,154
Administrative expenses	行政開支	<b>12,272</b>	5,294
		<b>97,487</b>	96,448

**9. INCOME TAX EXPENSE**

Hong Kong Profits Tax has been provided at the rate of 16.5% on the estimated assessable profit for the year ended 31 March 2018 (2017: 16.5%).

**9. 所得稅開支**

香港利得稅按截至二零一八年三月三十一日止年度估計應課稅溢利16.5%(二零一七年：16.5%)的稅率撥備。

		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Provision for Hong Kong Profits Tax	香港利得稅撥備		
– Current tax	– 即期稅項	<b>12,034</b>	10,470
– Under provision in respect of prior years	– 過往年度撥備不足	<b>41</b>	–
		<b>12,075</b>	10,470
– Deferred tax (Note 24)	– 遞延稅項(附註24)	<b>995</b>	(407)
		<b>13,070</b>	10,063

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### 綜合財務報表附註

For the year ended 31 March 2018 截至二零一八年三月三十一日止年度

#### 9. INCOME TAX EXPENSE (continued)

The taxation for the year can be reconciled to the profit before income tax per consolidated statement of profit or loss and other comprehensive income as follows:

		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Profit before income tax	除所得稅前溢利	<b>64,098</b>	57,400
Tax at Hong Kong profits tax rates of 16.5% (2017: 16.5%)	按香港利得稅稅率16.5% (二零一七年: 16.5%) 計算的稅項	<b>10,576</b>	9,471
Tax effect of non-deductible expenses	不可扣除開支的稅務影響	<b>2,720</b>	754
Tax effect of non-taxable income	毋須課稅收入的稅務影響	<b>(289)</b>	(144)
Under provision in respect of prior years	過往年度撥備不足	<b>41</b>	–
Others	其他	<b>22</b>	(18)
Income tax expense for the year	年內所得稅開支	<b>13,070</b>	10,063

#### 10. DIVIDENDS

		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Interim dividends	中期股息	–	46,725

No dividend has been paid or declared by the Company since its date of incorporation. Prior to the Reorganisation, Kit Kee Engineering Limited, a subsidiary of the Company, had declared and appropriated dividends to its then equity owner of HK\$46,725,000 for the year ended 31 March 2017.

The rates for dividends and the number of shares ranking for dividend for the year ended 31 March 2017 are not presented as such information is not meaningful having regard to the purpose of this report.

No final dividend proposed after the reporting date.

#### 9. 所得稅開支(續)

根據綜合損益及其他全面收益表，年內稅項與除所得稅前溢利對賬如下：

#### 10. 股息

本公司自註冊成立日期以來並無支付或宣派股息。重組前，本公司附屬公司杰記工程有限公司已向其當時股權擁有人宣派及撥付截至二零一七年三月三十一日止年度的股息46,725,000港元。

並無呈列截至二零一七年三月三十一日止年度的股息率及股息所涉股份數目，乃因該等資料對本報告而言並無意義。

於報告日期後，並無建議派付末期股息。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 綜合財務報表附註

For the year ended 31 March 2018 截至二零一八年三月三十一日止年度

#### 11. EARNINGS PER SHARE

The calculation of basic earnings per share attributable to equity holders of the Company is based on the following:

#### 11. 每股盈利

本公司權益持有人應佔每股基本盈利按以下基準計算：

		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
<b>Earnings</b>	<b>盈利</b>		
Profit for the year attributable to equity holders of the Company	本公司權益持有人應佔年度溢利	<b>51,028</b>	47,337
		<b>'000</b> 千股	'000 千股
<b>Number of shares</b>	<b>股份數目</b>		
Weighted average number of ordinary shares	普通股加權平均數	<b>942,740</b>	900,000
		<b>HK cents</b> 港仙	HK cents 港仙
Basic and diluted earnings per shares	每股基本及攤薄盈利	<b>5.41</b>	5.26

The weighted average number of ordinary shares used to calculate the basic earnings per share for the year ended 31 March 2018 includes (i) 1 and 349,999 ordinary shares in issue at beginning of the year and during the year; (ii) 899,650,000 new ordinary shares issued pursuant to the capitalisation issue (note 25(iii)), as if all these shares had been in issue throughout the year ended 31 March 2018, and (iii) 42,740,000 shares, representing the weighted average of 300,000,000 new ordinary shares issued pursuant to the share offer (note 25(iv)).

The weighted average number of ordinary shares used to calculate the basic earnings per share for the year ended 31 March 2017 representing the number of ordinary shares of the company immediately after the capitalisation issue (note 25(iii)), as if all these shares had been in issue throughout the year ended 31 March 2017.

There were no dilutive potential ordinary shares during the years ended 31 March 2018 and 2017 and therefore, diluted earnings per share equals to basic earnings per share.

用於計算截至二零一八年三月三十一日止年度每股基本盈利的普通股加權平均數包括(i)年初及年內已發行1股及349,999股普通股；(ii)根據資本化發行發行的899,650,000股新普通股(附註25(iii))，猶如所有該等股份於截至二零一八年三月三十一日止年度已發行；及(iii)42,740,000股股份，相當於根據股份發售發行的300,000,000股新普通股加權平均數(附註25(iv))。

用於計算截至二零一七年三月三十一日止年度每股基本盈利的普通股加權平均數指緊隨資本化發行後本公司普通股數目(附註25(iii))，猶如所有該等股份於截至二零一七年三月三十一日止年度已發行。

截至二零一八年及二零一七年三月三十一日止年度並無潛在攤薄普通股，因此每股攤薄盈利等於每股基本盈利。



## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 綜合財務報表附註

For the year ended 31 March 2018 截至二零一八年三月三十一日止年度

#### 12. DIRECTORS' AND CHIEF EXECUTIVES' EMOLUMENTS AND FIVE HIGHEST PAID INDIVIDUALS

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

Emoluments of the directors and chief executive disclosed pursuant to the Listing Rules, section 383(1) of the Hong Kong Companies Ordinance and Part 2 of the Companies (Disclosure of Information about Benefits of Directors) Regulation, is as follows:

		Salaries, allowances, and benefits in kind		Discretionary bonuses	Retirement scheme contribution	Total
		Fees				
		袍金	薪金、津貼及實物利益	酌情花紅	退休計劃供款	總計
		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
<b>Year ended 31 March 2018</b>	<b>截至二零一八年三月三十一日止年度</b>					
Executive directors:	執行董事：					
Mr. Yip (note (i))	葉先生(附註(i))	-	500	-	18	518
Mr. Cheung Chun Fai (Note (ii))	張振輝先生(附註(ii))	-	342	600	16	958
Independent non-executive directors:	獨立非執行董事：					
Mr. Lo Chi Wang (Note (iii))	羅智弘先生(附註(iii))	-	30	-	-	30
Mr. Chan Ka Yu (Note (iii))	陳家宇先生(附註(iii))	-	30	-	-	30
Mr. Lee Kwok Lun (Note (iii))	李國麟先生(附註(iii))	-	30	-	-	30
		-	932	600	34	1,566
<b>Year ended 31 March 2017</b>	<b>截至二零一七年三月三十一日止年度</b>					
Mr. Yip	葉先生	-	360	360	14	734

#### 12. 董事及最高行政人員薪酬及五名最高薪酬人士

##### (a) 董事及最高行政人員薪酬

根據上市規則、香港公司條例第383(1)條及公司(披露董事利益資料)規則第2部披露的董事及最高行政人員的薪酬如下：

- (i) Appointed on 13 March 2017 and also the chairman of the board of directors and chief executive officer of the Company.
- (ii) Appointed on 13 March 2017. During the year ended 31 March 2017, Mr. Cheung Chun Fai did not receive any director remuneration.
- (iii) Appointed on 18 January 2018.

- (i) 於二零一七年三月十三日獲委任，亦兼任本公司董事會主席及行政總裁。
- (ii) 於二零一七年三月十三日獲委任。截至二零一七年三月三十一日止年度，張振輝先生並無收取任何董事酬金。
- (iii) 於二零一八年一月十八日獲委任。

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For the year ended 31 March 2018 截至二零一八年三月三十一日止年度

**12. DIRECTORS' AND CHIEF EXECUTIVES' EMOLUMENTS AND FIVE HIGHEST PAID INDIVIDUALS (continued)**

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

For the year ended 31 March 2018, no emoluments were paid by the Group to the above directors as an inducement to join or upon joining the Group (2017: nil).

There were no arrangements under which a director waived or agreed or waive any remuneration during the year (2017: nil).

**(b) Five highest paid individual**

The five highest paid individuals of the Group include one director for the year ended 31 March 2018 (2017: one), whose emoluments are disclosed in note 12(a). The aggregate of the emoluments in respect of the remaining four (2017: four) individuals are as follows:

		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Salaries, fee and allowances	薪金、袍金及津貼	<b>1,684</b>	2,508
Discretionary bonuses	酌情花紅	<b>2,400</b>	56
Retirement scheme contributions	退休計劃供款	<b>68</b>	66
		<b>4,152</b>	2,630

The emoluments fell within the following bands:

薪酬範圍如下：

		Number of individuals 人數	
		2018 二零一八年	2017 二零一七年
Emolument bands:	薪酬範圍：		
HK\$nil–HK\$1,000,000	零至1,000,000港元	<b>3</b>	4
HK\$1,000,001–HK\$2,000,000	1,000,001港元至2,000,000港元	<b>1</b>	–

For the year ended 31 March 2018, no emoluments were paid by the Group to the above highest paid individuals as an inducement to join or upon joining the Group or as compensation for loss of office as a director or management of any members of the Group (2017: nil).

截至二零一八年三月三十一日止年度，本集團並無向上述最高薪酬人士支付任何酬金，作為加盟本集團或於加盟本集團時的獎勵或作為離任本集團任何成員公司董事或管理層的補償(二零一七年：無)。

**12. 董事及最高行政人員薪酬及五名最高薪酬人士(續)**

**(a) 董事及最高行政人員薪酬(續)**

截至二零一八年三月三十一日止年度，本集團並無向上述董事支付任何酬金，作為加盟本集團或於加盟本集團時的獎勵(二零一七年：無)。

年內並無董事放棄或同意放棄任何薪酬的安排(二零一七年：無)。

**(b) 五名最高薪酬人士**

截至二零一八年三月三十一日止年度，本集團五名最高薪酬人士包括一名董事(二零一七年：一名)，其薪酬披露於附註12(a)。其餘四名(二零一七年：四名)人士的薪酬總額如下：

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### 綜合財務報表附註

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#### 13. PROPERTY, PLANT AND EQUIPMENT

#### 13. 物業、機械及設備

		Furniture, fixtures and equipment 傢俬、固定裝置 及設備 HK\$'000 千港元	Plant and machinery 廠房及機械 HK\$'000 千港元	Motor Vehicles 汽車 HK\$'000 千港元	Total 總計 HK\$'000 千港元
<b>Cost</b>	<b>成本</b>				
At 1 April 2016	於二零一六年四月一日	706	51,907	6,055	58,668
Additions	添置	455	7,016	-	7,471
Disposals	出售	-	(4,691)	-	(4,691)
At 31 March 2017	於二零一七年三月三十一日	1,161	54,232	6,055	61,448
At 1 April 2017	於二零一七年四月一日	1,161	54,232	6,055	61,448
Additions	添置	-	18,690	1,439	20,129
<b>At 31 March 2018</b>	<b>於二零一八年三月三十一日</b>	<b>1,161</b>	<b>72,922</b>	<b>7,494</b>	<b>81,577</b>
<b>Accumulated depreciation</b>	<b>累計折舊</b>				
At 1 April 2016	於二零一六年四月一日	(626)	(36,917)	(3,439)	(40,982)
Charge for the year	年內支出	(64)	(9,705)	(1,180)	(10,949)
Depreciation written off	折舊撇銷	-	4,007	-	4,007
At 31 March 2017	於二零一七年三月三十一日	(690)	(42,615)	(4,619)	(47,924)
At 1 April 2017	於二零一七年四月一日	(690)	(42,615)	(4,619)	(47,924)
Charge for the year	年內支出	(118)	(9,702)	(1,132)	(10,952)
<b>At 31 March 2018</b>	<b>於二零一八年三月三十一日</b>	<b>(808)</b>	<b>(52,317)</b>	<b>(5,751)</b>	<b>(58,876)</b>
<b>Net book value</b>	<b>賬面淨值</b>				
<b>At 31 March 2018</b>	<b>於二零一八年三月三十一日</b>	<b>353</b>	<b>20,605</b>	<b>1,743</b>	<b>22,701</b>
At 31 March 2017	於二零一七年三月三十一日	471	11,617	1,436	13,524

As at 31 March 2018, the Group's plant and machinery and motor vehicles of net book value of HK\$150,000 (2017: HK\$2,110,000), respectively, are held under finance lease (note 23).

於二零一八年三月三十一日，本集團廠房、機械及汽車的賬面淨值分別為150,000港元(二零一七年：2,110,000港元)，乃根據融資租賃持有(附註23)。

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### 綜合財務報表附註

For the year ended 31 March 2018 截至二零一八年三月三十一日止年度

#### 14. INVESTMENT PROPERTIES

Changes to the carrying amounts presented in the consolidated statement of financial position can be summarised as follows:

		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Carrying amount at beginning of the year	年初的賬面值	4,020	3,600
Changes in fair value of investment properties recognised in profit or loss	於損益確認的投資物業公平值變動	530	420
Carrying amount at end of the year	年末的賬面值	4,550	4,020

#### Fair value measurement of investment property

The following table shows the Group's investment property measured at fair value in the consolidated statement of financial position on a recurring basis, categorised into three levels of a fair value hierarchy. The levels are based on the observability of significant inputs to the measurements, as follows:

Level 1:	quoted prices (unadjusted) in active markets for identical assets and liabilities.
Level 2:	inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly.
Level 3:	unobservable inputs for the asset or liability.

#### 14. 投資物業

綜合財務狀況表所呈列賬面值之變動可概述如下：

#### 投資物業的公平值計量

下表列示綜合財務狀況表內本集團的投資物業按經常性基準以公平值計量，分為三層公平值等級。有關等級基於計量的重大輸入數據之可觀察性，詳情如下：

第一層：	相同資產及負債於活躍市場的報價(未經調整)。
第二層：	資產或負債於第一層所包括的報價以外直接或間接可觀察的輸入數據。
第三層：	資產或負債的不可觀察輸入數據。

		2018 二零一八年 Level 3 第三層 HK\$'000 千港元	2017 二零一七年 Level 3 第三層 HK\$'000 千港元
<b>Recurring fair value measurement</b>	<b>經常性公平值計量</b>		
Investment property:	投資物業：		
Residential property in Hong Kong	香港的住宅物業	4,550	4,020

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

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### 14. INVESTMENT PROPERTIES (continued)

#### Fair value measurement of investment property (continued)

There were no transfers between Level 1, Level 2 and Level 3 during the year ended 31 March 2018 (2017: nil).

The investment property was revalued at 31 March 2018 by independent qualified valuer, Greater China Appraisal Limited, who have the recent experience in the location and category of property being valued. The Group's management performs valuations of the investment properties for financial reporting purposes in consultation with valuers for complex valuation. Valuation techniques are selected based on the characteristics of the property, with the overall objective of maximising the use of market-based information.

Set out below are information about the fair values of investment property categorised under Level 3 fair value hierarchy:

	Valuation technique	Unobservable input	Range of unobservable input 不可觀察輸入數據的範圍	
			31 March 2018 二零一八年三月三十一日	31 March 2017 二零一七年三月三十一日
<b>Investment property:</b> 投資物業：				
- Residential property	Income capitalisation approach	Rent	<b>HK\$380 per square meter per month</b>	HK\$348 per square meter per month
- 住宅物業	收入資本化方法	租金	<b>每月380港元／平方米</b>	每月348港元／平方米
		Capitalisation rates 資本化率	<b>2.2% to 2.7%</b> <b>2.2%至2.7%</b>	2.4% to 2.9% 2.4%至2.9%

The fair values of the residential investment property in Hong Kong are determined using income capitalisation approach by capitalisation of future rental, which largely use unobservable inputs (e.g. market rent, yield, etc.) and taking into account the significant adjustment on term yield to account for the risk upon reversionary and the estimation in vacancy rate after expiry of current lease. In the valuation, the capitalisation rate adopted is by reference to the yield rates observed by the valuer for similar properties in the locality and adjusted for the valuer's knowledge of factors specific to the respective properties. The fair value measurement is positively correlated to the future rental and negatively correlated to the capitalisation rate.

### 14. 投資物業(續)

#### 投資物業的公平值計量(續)

截至二零一八年三月三十一日止年度，第一層、第二層與第三層之間並無任何轉移(二零一七年：無)。

於二零一八年三月三十一日，投資物業經獨立合資格估值師漢華評值有限公司(對所估物業的地段及類別具有近期經驗)重估。本集團的管理層就財務報告對投資物業執行估值工作，並就複雜多樣的估值與估值師磋商。估值方法根據物業的特征選定，整體旨在最大程度利用市場資料。

以下載列有關根據第三層公平值等級分類的投資物業公平值的資料：

香港住宅投資物業的公平值採用收入資本化方法透過將未來租金資本化而釐定，主要使用不可觀察輸入數據(如市值、收益率等)，並考慮到對期限收益率的重大調整(以承擔復歸後的風險)及現行租期屆滿後對空置率的估計。在估值時，所採用的資本化率乃參考估值師就當地類似物業所觀察到的收益率，並根據估值師對各自物業特定因素的了解進行調整。公平值計量與日後租金呈正相關，與資本化率呈負相關。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

For the year ended 31 March 2018 截至二零一八年三月三十一日止年度

### 14. INVESTMENT PROPERTIES (continued)

#### Fair value measurement of investment property (continued)

Fair value adjustment in investment property is included in 'Other income' in the consolidated statement of profit or loss and other comprehensive income.

The Group's borrowings are secured by investment properties with carrying values at 31 March 2018 of HK\$4,550,000 (2017: HK\$4,020,000) (note 22).

### 14. 投資物業(續)

#### 投資物業的公平值計量(續)

投資物業公平值調整計入綜合損益及其他全面收益表「其他收入」。

本集團的借款乃以投資物業作抵押，相關投資物業於二零一八年三月三十一日的賬面值為4,550,000港元(二零一七年：4,020,000港元)(附註22)。

### 15. INTERESTS IN SUBSIDIARIES

Particulars of the principal subsidiaries at 31 March 2018 and 2017 are as follows.

### 15. 於附屬公司的權益

於二零一八年及二零一七年三月三十一日，主要附屬公司詳情如下。

Company name 公司名稱	Place of incorporation/ establishment 註冊成立/ 成立地點	Type of legal entity 法人實體類型	Issued and paid up capital/ Registered capital 已發行及繳足股本/ 註冊資本	Equity interest attributable to the Group		Principal activities 主要業務
				2018 二零一八年	2017 二零一七年	

#### Directly held 直接持有

Richer Ventures Limited	The BVI	Limited liability company	350,000 ordinary shares of US\$1	100%	100%	Investment holding
Richer Ventures Limited	英屬處女群島	有限公司	350,000股每股面值1美元的普通股	100%	100%	投資控股

#### Indirectly held 間接持有

Kit Kee Engineering Limited	Hong Kong	Limited liability company	300,000 ordinary shares	100%	100%	Undertaking foundation works in Hong Kong
杰記工程有限公司	香港	有限公司	300,000股普通股	100%	100%	在香港承接地基工程

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

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### 16. TRADE AND OTHER RECEIVABLES

### 16. 貿易及其他應收款項

		Notes 附註	2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
<b>Trade receivables</b>	<b>貿易應收款項</b>			
– from third parties	– 來自第三方	(a)	<b>28,074</b>	37,366
<b>Deposit, prepayment and other receivables</b>	<b>按金、預付款項及其他應收款項</b>			
Retention receivables	應收保留金	(b)	<b>32,092</b>	38,230
Other receivables and prepayment	其他應收款項及預付款項		<b>1,236</b>	3,209
Utility and other deposits	公用事業費及其他按金		<b>150</b>	150
			<b>33,478</b>	41,589
Amount due from the ultimate holding company	應收最終控股公司款項	(c)	–	390
			<b>33,478</b>	41,979
			<b>61,552</b>	79,345

The directors of the Group consider that the fair values of trade and other receivables are not materially different from their carrying amounts, because their balances have short maturity periods on their inception.

本集團董事認為，貿易及其他應收款項的公平值與其賬面值並無重大差異，因為該等結餘自開始起計的到期日較短。

#### (a) Trade receivables

The Group usually provides customers with a credit term of 28 to 60 days (2017: 28 to 45 days). For the settlement of trade receivables from provision of construction services, the Group usually reaches an agreement on the term of each payment with the customer by taking into account of factors such as, among other things, the credit history of the customer, its liquidity position and the Group's working capital needs, which varies on a case-by-case basis that requires the judgment and experience of the management.

#### (a) 貿易應收款項

本集團通常向客戶提供28至60天(二零一七年：28至45天)信貸期。就結算提供建築服務的貿易應收款項而言，本集團通常就每筆付款的年期與客戶達成協議，計及(其中包括)客戶的信貸歷史、流動資金狀況及本集團營運資金需求等因素，其按個別情況而有所不同，並須依靠管理層的判斷及經驗。

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For the year ended 31 March 2018 截至二零一八年三月三十一日止年度

### 16. TRADE AND OTHER RECEIVABLES (continued)

#### (a) Trade receivables (continued)

Based on the invoice dates (or date of revenue recognition, if earlier), the ageing analysis of the trade receivables, net of provision for impairment, was as follows:

		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
0-30 days	0至30天	<b>22,156</b>	37,366
31-60 days	31至60天	<b>872</b>	-
61-90 days	61至90天	<b>5,046</b>	-
		<b>28,074</b>	37,366

At each reporting date, the Group reviewed trade receivables for evidence of impairment on both an individual and collective basis. Based on this assessment, no provision for impairment has been recognised at 31 March 2018 (2017: nil).

Ageing of trade receivables which are past due but not impaired were as follows:

		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Neither past due nor impaired	既未逾期亦未減值	<b>22,156</b>	37,366
Less than 30 days past due	逾期少於30天	<b>2,671</b>	-
31-60 days past due	逾期31至60天	<b>3,247</b>	-
		<b>28,074</b>	37,366

Trade receivables which were past due but not impaired related to independent customers that have a good track record with the Group. Based on past experience, management believes that no impairment allowance is necessary in respect of these balances as there has not been significant change in credit quality and the balances are still considered fully recoverable. The Group does not hold any collateral over these balances.

### 16. 貿易及其他應收款項(續)

#### (a) 貿易應收款項(續)

根據發票日期(或收益確認日期,以較早者為準),貿易應收款項(扣除減值撥備)的賬齡分析如下:

於各報告日期,本集團會對貿易應收款項作個別及整體檢討,以確定有否減值跡象。根據此項評估,於二零一八年三月三十一日概無確認減值撥備(二零一七年:無)。

已逾期但未減值的貿易應收款項賬齡如下:

已逾期但未減值之貿易應收款項與本集團擁有良好往績記錄之獨立客戶有關。根據過往經驗,管理層相信毋須就該等結餘作出減值撥備,因為有關客戶之信貸質素並無重大改變,且該等結餘仍被視為可悉數收回。本集團並無就該等結餘持有任何抵押品。



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### 16. TRADE AND OTHER RECEIVABLES (continued)

#### (b) Retention receivables

Retention receivables represent certified contract payments in respect of works performed, for which payments are withheld by customers for retention purposes, and the amount retained is withheld on each payment up to a maximum amount calculated on a prescribed percentage of the contract sum.

Based on the invoice dates, the ageing analysis of the retention receivables, net of provision for impairment, was as follows:

		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Due within one year	於一年內到期	14,919	30,581
Due after one year	於一年後到期	17,173	7,649
		<b>32,092</b>	<b>38,230</b>

Retention receivables are interest-free and repayable approximately one year after the expiry of the maintenance period of construction projects.

No amounts in relation to other receivables were past due at 31 March 2018 (2017: nil).

#### (c) Amount due from the ultimate holding company

The amount due from the ultimate holding company is unsecured, interest-free and repayable on demand.

### 17. AMOUNT DUE TO A DIRECTOR

Particulars of amount due to a director as follows:

		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Mr. Yip	葉先生	-	4,227

### 16. 貿易及其他應收款項(續)

#### (b) 應收保留金

應收保留金指客戶就履約工程證實的合約付款預扣作保留之款項。客戶於每次付款時預扣此保留款項，最高金額根據合約金額的指定百分比計算。

應收保留金(扣除減值撥備)根據發票日期的賬齡分析如下：

應收保留金為免息及應於建築項目維修期到期後約一年償還。

並無有關其他應收款項的金額於二零一八年三月三十一日逾期(二零一七年：無)。

#### (c) 應收最終控股公司款項

應收最終控股公司款項為無抵押、免息及應要求償還。

### 17. 應付一名董事款項

應付一名董事款項詳情如下：

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

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### 17. AMOUNT DUE TO A DIRECTOR (continued)

The amount due to a director is non-trade in nature. The amounts due is unsecured, non-interest bearing and repayable on demand.

As at 31 March 2017, the amount due to a director comprises a subordinated loan from Mr. Yip with a carrying amount of HK\$3,000,000, which are unsecured, non-interest bearing and repayable on demand.

The directors of the Group consider that the fair value of amount due to a director is not materially different from their carrying amounts, because their balances have short maturity periods on their inception.

### 17. 應付一名董事款項(續)

應付一名董事款項為非貿易性質。應付款項為無抵押、免息及應要求償還。

於二零一七年三月三十一日，應付一名董事的款項包括賬面值為3,000,000港元來自葉先生的後償貸款，該款項為無抵押、免息及應要求償還。

本集團董事認為，應付一名董事款項的公平值與其賬面值並無重大差異，因為該等結餘自開始起計的到期日較短。

### 18. AMOUNTS DUE FROM/(TO) CUSTOMERS ON CONSTRUCTION CONTRACTS

### 18. 應收／(應付)客戶建築合約款項

		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Contract costs incurred plus recognised profits less recognised losses	所產生的合約成本加已確認溢利減已確認虧損	<b>1,093,087</b>	390,032
Less: progress billings	減：進度票據	<b>(1,000,135)</b>	(360,018)
Contract work-in-progress	在建合約工程	<b>92,952</b>	30,014
Analysed for reporting purposes as:	就報告目的分析：		
Amounts due from customers on construction contracts	應收客戶建築合約款項	<b>94,137</b>	31,107
Amounts due to customers on construction contracts	應付客戶建築合約款項	<b>(1,185)</b>	(1,093)
		<b>92,952</b>	30,014

The gross amounts due from/(to) customers on construction contracts are expected to be recovered/settled within one year.

應收／(應付)客戶建築合約款項總額預期於一年內收回／結清。

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### 綜合財務報表附註

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#### 19. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS 19. 按公平值計入損益之金融資產

		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
<b>Financial assets held for trading</b>	<b>持作買賣的金融資產</b>		
Unlisted securities – Unit Trust Fund	非上市證券 – 單位信託基金	–	2,589

The fair value of the Group's financial assets at fair value through profit or loss had been measured as described in note 32.5.

本集團按公平值計入損益之金融資產公平值已按附註32.5所述方式計量。

#### 20. CASH, BANK BALANCES AND PLEDGED DEPOSITS 20. 現金、銀行結餘及已抵押存款

		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Cash, bank balances and pledged deposits	現金、銀行結餘及已抵押存款	<b>147,267</b>	36,675
Less: short-term time deposits, pledged	減：短期定期已抵押存款	<b>(10,200)</b>	–
Cash and cash equivalents per the consolidated statement of cash flows	綜合現金流量表的現金及現金等價物	<b>137,067</b>	36,675

Cash at banks earns interest at floating rates based on daily bank deposit rates.

銀行現金基於每日銀行存款利率按浮動利率賺取利息。

Short-term time deposits earn 0.01% interest per annum (2017: nil) and have a maturity of 1 month. They have been pledged to secure bank facilities (note 22).

短期定期存款每年賺取0.01%的利息(二零一七年：無)，期限為一個月。短期定期存款已質押以擔保銀行融資(附註22)。

The directors consider that the fair values of cash at bank are not materially different from their carrying amounts, because their balances have short maturity periods on their inception.

董事認為，銀行現金的公平值與其賬面值並無重大差異，因為該等結餘自開始起計的到期日較短。

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### 綜合財務報表附註

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### 21. TRADE AND OTHER PAYABLES

### 21. 貿易及其他應付款項

		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
		Note 附註	
Trade payables	貿易應付款項	(a)	31,535
Accruals and other payables	應計費用及其他應付款項		2,033
			<b>42,399</b>
			33,568

#### (a) Trade payables

Payment terms granted by suppliers are 0 to 30 days (2017: 0 to 30 days) from the invoice date of the relevant purchases.

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

#### (a) 貿易應付款項

供應商授予的付款期限為自有關採購發票日期起計0至30天(二零一七年：0至30天)。

貿易應付款項按發票日期的賬齡分析如下：

		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
0-30 days	0至30天	39,682	31,535
31-60 days	31至60天	180	-
		<b>39,862</b>	31,535

(b) All trade and other payables are denominated in HK\$.

(c) All amounts are short-term and hence, the carrying values of the Group's trade payables and accruals and other payables are considered to be a reasonable approximation of fair value.

(b) 所有貿易及其他應付款項均以港元計值。

(c) 所有款項均為短期，因此，本集團的貿易應付款項以及應計費用及其他應付款項的賬面值被視為與公平值合理相若。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

For the year ended 31 March 2018 截至二零一八年三月三十一日止年度

### 22. BORROWINGS, SECURED

At 31 March 2018, the secured bank loans were repayable as follows:

		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Bank loans shown under current liabilities (Note (a) and (b))	流動負債項下列示的銀行貸款 (附註(a)及(b))	-	895
Carrying amount based on scheduled repayment date repayable:	基於預定還款日期可償還款項的賬面值：		
Within one year or on demand	於一年內或按要求	-	895

### 22. 有抵押借款

於二零一八年三月三十一日，須償還的有抵押銀行貸款如下：

- |   |   |
|---|---|
| <p>(a) At 31 March 2017, the bank loans are interest-bearing at 3.92% per annum.</p> <p>(b) At 31 March 2017, the banking facilities of the Group were secured by:</p> <p>(1) Charge on the properties owned by the Group (note 14) and Mr. Yip's spouse;</p> <p>(2) Unlimited guarantee given by Mr. Yip;</p> <p>(3) Assignment of keyman life insurance policies covering Mr. Yip with aggregate insured sum of approximately HK\$10,000,000; and</p> <p>(4) Guarantee of HK\$9,600,000, given by the Hong Kong Mortgage Corporation Limited under the SME Financing Guarantee Scheme.</p> <p>(c) At 31 March 2018, the Group has unused banking facilities of approximately HK\$4,500,000 were secured by:</p> <p>(1) Charge on the investment properties owned by the Group (note 14);</p> <p>(2) Bank deposits made by the Group (note 20); and</p> <p>(3) Corporate guarantee given by the Company.</p> | <p>(a) 於二零一七年三月三十一日，銀行貸款按年利率3.92%計息。</p> <p>(b) 於二零一七年三月三十一日，本集團的銀行融資透過以下方式擔保：</p> <p>(1) 本集團及葉先生的配偶所擁有物業(附註14)之押記；</p> <p>(2) 葉先生提供的無限責任擔保；</p> <p>(3) 轉讓涵蓋葉先生保險總金額約為10,000,000港元的要員人壽保單；及</p> <p>(4) 香港按揭證券有限公司根據中小企業融資擔保計劃授予9,600,000港元擔保。</p> <p>(c) 於二零一八年三月三十一日，本集團未動用的銀行融資約為4,500,000港元，透過以下方式擔保：</p> <p>(1) 本集團所擁有的投資物業(附註14)之押記；</p> <p>(2) 本集團的銀行存款(附註20)；及</p> <p>(3) 本公司所提供的公司擔保。</p> |
|---|---|

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 綜合財務報表附註

For the year ended 31 March 2018 截至二零一八年三月三十一日止年度

### 23. OBLIGATION UNDER FINANCE LEASES

The analysis of the Group's obligations under finance leases is as follows:

### 23. 融資租賃承擔

本集團融資租賃承擔分析如下：

		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Total minimum lease payments:	最低租賃付款總額：		
Within one year	一年內	<b>2,577</b>	2,577
After one year but within two years	一年後，但於兩年內	<b>2,362</b>	2,577
After two years but within five years	兩年後，但於五年內	-	2,362
		<b>4,939</b>	7,516
Future finance charges	未來財務費用	<b>(228)</b>	(520)
Present value of lease obligation	租賃負債現值	<b>4,711</b>	6,996

		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Present value of minimum lease payment:	最低租賃付款現值：		
Within one year	一年內	<b>2,404</b>	2,285
After one year but within two years	一年後，但於兩年內	<b>2,307</b>	2,404
After two years but within five years	兩年後，但於五年內	-	2,307
		<b>4,711</b>	6,996
Less: Portion due within one year Included under current liabilities	減：一年內到期的部分 計入流動負債	<b>(2,404)</b>	(2,285)
Portion due after one year included under non-current liabilities	計入非流動負債一年後到期的部分	<b>2,307</b>	4,711

The Group has entered into finance leases for plant and machinery and motor vehicles. These lease periods are for 5 years (2017: 4 to 5 years). At the end of the lease term, the Group has the option to purchase the leased assets at a price that is expected to be sufficiently lower than the fair value of the leased asset at the end of the lease. None of the leases includes contingent rentals. As at 31 March 2018, the effective interest rate on these finance leases was 5.01% (2017: 5.01% to 5.21%) per annum.

本集團已訂立廠房、機械及汽車的融資租賃。該等租賃為期5年(二零一七年：4至5年)。於租期末，本集團有權按租賃結束時預計遠低於租賃資產公平值的價格購買租賃資產。概無租賃包括或然租金。於二零一八年三月三十一日，該等融資租賃的實際年利率為5.01%(二零一七年：5.01%至5.21%)。

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### 綜合財務報表附註

For the year ended 31 March 2018 截至二零一八年三月三十一日止年度

#### 23. OBLIGATION UNDER FINANCE LEASES (continued)

Obligation under finance leases are effectively secured by the underlying assets at the rights to the leased assets would be converted to the lessor in the event of default by repayment by the Group.

#### 24. DEFERRED TAXATION

Deferred taxation is calculated in full on temporary differences under the liability method using taxation rate of 16.5% (2017: 16.5%) in Hong Kong.

The movement in deferred tax liabilities and recognised in the consolidated statements of the financial position during the year was as follows:

		Accelerated tax depreciation 加速稅項折舊 HK\$'000 千港元
As at 1 April 2016	於二零一六年四月一日	1,485
Recognised in profit or loss (Note 9)	於損益確認(附註9)	(407)
As at 31 March 2017 and 1 April 2017	於二零一七年三月三十一日及 二零一七年四月一日	1,078
Recognised in profit or loss (Note 9)	於損益確認(附註9)	995
<b>As at 31 March 2018</b>	<b>於二零一八年三月三十一日</b>	<b>2,073</b>

As at 31 March 2018 and 2017, the Group did not have any material unrecognised deferred tax assets/liabilities.

#### 23. 融資租賃承擔(續)

融資租賃承擔以相關資產有效擔保，倘本集團拖欠還款則租賃資產權利轉換予出租人。

#### 24. 遞延稅項

香港遞延稅項採用負債法使用稅率16.5% (二零一七年：16.5%)就暫時差額全額計算。

於綜合財務狀況表內確認年內的遞延稅項負債變動如下：

於二零一八年及二零一七年三月三十一日，本集團並無任何重大未確認遞延稅項資產／負債。

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### 綜合財務報表附註

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## 25. SHARE CAPITAL

The share capital balance in the consolidated statement of financial position as at 31 March 2017 represented the aggregate of the paid up share capital of the subsidiaries comprising the Group prior to the Reorganisation.

Movements of the authorised and issued share capital of the Company for the period from 22 February 2017 (date of incorporation of the Company) to 31 March 2018 are as follows:

## 25. 股本

二零一七年三月三十一日綜合財務狀況表的股本結餘指重組前本集團旗下附屬公司的繳足股本總額。

二零一七年二月二十二日(本公司註冊成立日期)至二零一八年三月三十一日止期間，本公司法定及已發行股本變動如下：

		Number of shares 股份數目	HK\$'000 千港元
<b>Authorised:</b>	<b>法定：</b>		
<i>Ordinary shares of HK\$0.01 each</i>	<i>每股面值0.01港元的普通股</i>		
Upon incorporation (Note (i)) and as at 31 March 2017 and 1 April 2017	於註冊成立時(附註(i))以及 於二零一七年三月三十一日及 二零一七年四月一日	38,000,000	380
Increase during the year (Note (ii))	年內增加(附註(ii))	9,962,000,000	99,620
<b>As at 31 March 2018</b>	<b>於二零一八年三月三十一日</b>	<b>10,000,000,000</b>	<b>100,000</b>
<b>Issued and fully paid:</b>	<b>已發行及繳足：</b>		
<i>Ordinary share of HK\$0.01 each</i>	<i>每股面值0.01港元的普通股</i>		
Upon incorporation (Note (i)) and as at 31 March 2017 and 1 April 2017	於註冊成立時(附註(i))以及 於二零一七年三月三十一日及 二零一七年四月一日	1	—*
Issue of shares (Note (i))	發行股份(附註(i))	349,999	4
Issue of shares pursuant to the capitalisation issue (Note (iii))	根據資本化發行發行股份(附註(iii))	899,650,000	8,996
Issue of shares pursuant to the share offer (Note (iv))	根據股份發售發行股份(附註(iv))	300,000,000	3,000
<b>As at 31 March 2018</b>	<b>於二零一八年三月三十一日</b>	<b>1,200,000,000</b>	<b>12,000</b>

\* The balance represents an amount less than HK\$1,000.

\* 結餘指不足1,000港元的金額。



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For the year ended 31 March 2018 截至二零一八年三月三十一日止年度

### 25. SHARE CAPITAL (continued)

Notes:

- (i) The Company was incorporated as an exempted company with limited liability in the Cayman Islands under the Companies Law (as revised) of the Cayman Islands on 22 February 2017 with an initial authorised share capital of HK\$380,000 divided into 38,000,000 ordinary shares of HK\$0.01 each. On 22 February 2017 and 26 May 2017, 1 share and 349,999 shares of HK\$0.01 each are allotted and issued respectively.
- (ii) Pursuant to the written resolution of the shareholder passed on 18 January 2018, the authorised share capital of the Company was increased from HK\$380,000 to HK\$100,000,000 divided into 10,000,000,000 shares of HK\$0.01 each.
- (iii) Pursuant to the written resolutions of the shareholder passed on 18 January 2018, 899,650,000 ordinary shares of HK\$0.01 each were allotted and issued at par by way of capitalisation of the sum of HK\$8,996,500 from the share premium account of the Company (the "Capitalisation Issue").
- (iv) On 8 February 2018, upon listing on the Stock Exchange, 300,000,000 new shares with par value of HK\$0.01 each of the Company were allotted and issued at a price of HK\$0.40 per share by way of share offer. The proceeds of HK\$3,000,000 representing the par value of these ordinary shares were credited to the Company's share capital. The shares capital of the Company was then increased to HK\$12,000,000 divided into 1,200,000,000 shares of HK\$0.01 each. The remaining proceeds, less the listing costs directly attributable to the issue of shares amounted to HK\$105,894,000, were credited to the Company's share premium account.

### 25. 股本(續)

附註：

- (i) 本公司於二零一七年二月二十二日根據開曼群島公司法(經修訂)於開曼群島註冊成立為獲豁免有限公司，初步法定股本380,000港元分為38,000,000股每股面值0.01港元的普通股。於二零一七年二月二十二日及二零一七年五月二十六日，分別配發及發行1股及349,999股每股面值0.01港元的股份。
- (ii) 根據股東於二零一八年一月十八日通過的書面決議案，本公司法定股本由380,000港元增至100,000,000港元，分為10,000,000,000股每股面值0.01港元的股份。
- (iii) 根據股東於二零一八年一月十八日通過的書面決議案，透過將本公司股份溢價賬的金額8,996,500港元撥作資本的方式按面值配發及發行899,650,000股每股面值0.01港元的普通股(「資本化發行」)。
- (iv) 於二零一八年二月八日於聯交所上市後，本公司以股份發售的方式按每股0.40港元的價格配發及發行本公司每股面值0.01港元的300,000,000股新股。所得款項3,000,000港元(相當於該等普通股面值)計入本公司股本。之後，本公司股本增至12,000,000港元，分為1,200,000,000股每股面值0.01港元的股份。其餘所得款項扣除發行股份直接應佔的上市費用105,894,000港元後計入本公司股份溢價賬。

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#### 26. RESERVES

The reserves of HK\$266,302,000 (2017: HK\$117,690,000) as at 31 March 2018 in the consolidated statement of financial position comprise of the Group's share premium, other reserve and retained earnings. The amounts of the Group's reserves and the movements therein for the years ended 31 March 2018 and 2017 are presented in the consolidated statement of changes in equity of the consolidated financial statements.

##### Share premium

The share premium represents the difference between the par value of the shares of the Company and net proceeds received from the issuance of the shares of the Company.

Under the Companies Law of the Cayman Islands, the share premium account of the Company may be applied for payment of distributions or dividends to the shareholders provided that immediately following the date on which the distribution or dividend is proposed to be paid, the Company is able to pay its debts as they fall due in the ordinary course of business.

##### Other reserve

Other reserve of the Group represents the difference between the nominal values of the share capital of subsidiaries acquired by the Group and the nominal value of the Company's share issued under the Reorganisation.

#### 26. 儲備

綜合財務狀況表中於二零一八年三月三十一日的儲備266,302,000港元(二零一七年：117,690,000港元)包括本集團股份溢價、其他儲備及保留盈利。本集團儲備額及其於截至二零一八年及二零一七年三月三十一日止年度之變動於綜合財務報表之綜合權益變動表內呈列。

##### 股份溢價

股份溢價指本公司股份面值與發行本公司股份所得款項淨額之間的差額。

根據開曼群島公司法，本公司股份溢價賬可用於支付向股東所作的分派或股息，惟在緊隨建議支付分派或股息的日期後本公司有能力償還日常業務過程中到期的債項。

##### 其他儲備

本集團其他儲備指本集團所收購附屬公司的股本面值與根據重組發行的本公司股份面值之間的差額。

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### 27. STATEMENT OF FINANCIAL POSITION OF THE COMPANY 27. 本公司財務狀況表

			2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
		Notes 附註		
<b>Assets and liabilities</b>	<b>資產及負債</b>			
<b>Non-current asset</b>	<b>非流動資產</b>			
Investment in a subsidiary	於一間附屬公司的投資	15	<b>143,375</b>	—
<b>Current assets</b>	<b>流動資產</b>			
Other receivables	其他應收款項		<b>335</b>	—
Amount due from a subsidiary	應收一間附屬公司款項		<b>12,423</b>	—
Amount due from the ultimate holding company	應收最終控股公司款項		—	—*
Cash and cash equivalents	現金及現金等價物		<b>83,519</b>	—
			<b>96,277</b>	—*
<b>Current liability</b>	<b>流動負債</b>			
Other payables	其他應付款項		<b>(926)</b>	—
<b>Net current assets</b>	<b>流動資產淨值</b>		<b>95,351</b>	—*
<b>Net assets</b>	<b>資產淨值</b>		<b>238,726</b>	—*
<b>Capital and reserves</b>	<b>資本及儲備</b>			
Share capital	股本	25	<b>12,000</b>	—*
Reserve	儲備		<b>226,726</b>	—
<b>Total equity</b>	<b>總權益</b>		<b>238,726</b>	—*

\* The balance represents an amount less than HK\$1,000.

\* 結餘指不足1,000港元的金額。

**Mr. Yip Yuk Kit**  
葉育杰先生  
Director  
董事

**Mr. Cheung Chun Fai**  
張振輝先生  
Director  
董事

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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## 27. STATEMENT OF FINANCIAL POSITION OF THE COMPANY (continued) 27. 本公司財務狀況表(續)

The movement of the Company's reserves are as follows:

本公司儲備的變動如下：

	Share premium 股份溢價 HK\$'000 千港元	Other reserve 其他儲備 HK\$'000 千港元	Accumulated loss 累計虧損 HK\$'000 千港元	Total 總計 HK\$'000 千港元
On date of incorporation and as at 31 March 2017	-	-	-	-
Effect of reorganisation (Note)	-	143,371	-	143,371
Issue of shares pursuant to the capitalisation issue (Note 25(iii))	(8,996)	-	-	(8,996)
Issue of shares pursuant to the share offer (Note 25(iv))	105,894	-	-	105,894
Loss and total comprehensive loss for the year	-	-	(13,543)	(13,543)
<b>Balance as at 31 March 2018</b>	<b>96,898</b>	<b>143,371</b>	<b>(13,543)</b>	<b>226,726</b>

Note: Other reserve of the Company represents the difference between the aggregate net assets values of subsidiaries acquired by the Company and the nominal value of the Company's share issued under the Reorganisation.

附註：本公司其他儲備指本公司所收購附屬公司的資產淨值總額與根據重組發行的本公司股份面值之間的差額。

## 28. OPERATING LEASE COMMITMENTS

### As lessee

At the reporting date, the total future minimum lease payments payable by the Group under non-cancellable operating leases are as follows:

	2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Within one year	510	510

The Group is the lessee in respect of premises under operating leases. The leases typically run for an initial period of one year. The leases do not include contingent rentals.

## 28. 經營租賃承擔

### 作為承租人

於報告日期，本集團根據不可撤銷經營租賃而應付之未來最低租賃應付款總額如下：

本集團為經營租賃項下物業的承租人。租賃的初步期限一般為一年。租賃並不包括或然租金。

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#### 28. OPERATING LEASE COMMITMENTS (continued)

##### As lessor

At the end of each of the Track Record Period, the total future minimum lease receipts receivable by the Group under non-cancellable operating leases are as follows:

		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Within one year	一年內	144	36
In the second to fifth years	第二年至第五年	39	–
		<b>183</b>	<b>36</b>

The Group leases its investment properties (note 14) under operating lease arrangements which run for a lease term of one to two years, with an option to renew the lease terms at the expiry date or at dates as mutually agreed between the Group and the respective tenant.

#### 29. RELATED PARTY TRANSACTIONS

In addition to the balances and transactions detailed elsewhere in this report, the Group had the following transactions with its related parties during the year.

##### Key management personnel remuneration

The emoluments of the directors and senior management of the Company, who represent the key management personnel during the years ended 31 March 2018 and 2017 are as follows:

		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Salaries, fee and allowances	薪金、袍金及津貼	1,842	1,118
Discretionary bonuses	酌情花紅	1,800	360
Retirement benefit scheme contributions	退休福利計劃供款	67	48
		<b>3,709</b>	<b>1,526</b>

#### 28. 經營租賃承擔(續)

##### 作為出租人

於各往績記錄期末，本集團根據不可撤銷經營租賃而應收之未來最低租賃應收款總額如下：

本集團根據經營租賃安排租賃其投資物業(附註14)，租期為一至兩年，可選擇在屆滿日期或本集團與相關租客共同協定的日期續訂租期。

#### 29. 關聯方交易

除本報告其他地方所詳述結餘及交易之外，本集團於年內與其關聯方進行以下交易。

##### 主要管理人員薪酬

截至二零一八年及二零一七年三月三十一日止年度，本公司董事及高級管理層(為主要管理人員)薪酬如下：

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### 30. CONTINGENT LIABILITIES

At 31 March 2018 and 2017, the Group has been involved in a number of claims, litigations and potential claims against the Group in relation to work-related injuries and non-compliances. The director is of the opinion that the claims, litigations and non-compliances are not expected to have a material impact on the consolidated financial statements, and the outcome for potential claims is uncertain. Accordingly, no provision has been made to the consolidated financial statements.

### 31. RECONCILIATION OF LIABILITIES ARISING FROM FINANCING ACTIVITIES

The changes in the Group's liabilities arising from financing activities can be classified as follows:

		Bank loans 銀行貸款 HK\$'000 千港元	Finance lease liabilities 融資租賃負債 HK\$'000 千港元	Total 總計 HK\$'000 千港元
At 1 April 2017	於二零一七年四月一日	895	6,996	7,891
<b>Cash-flows:</b>	<b>現金流：</b>			
Repayment	償還	(895)	(2,285)	(3,180)
<b>At 31 March 2018</b>	<b>於二零一八年三月三十一日</b>	<b>-</b>	<b>4,711</b>	<b>4,711</b>

### 32. FINANCIAL RISK MANAGEMENT AND FAIR VALUE MEASUREMENT

The Group is exposed to financial risks through its use of financial instruments in its ordinary course of operations. The financial risks include interest rate risk, credit risk and liquidity risk. The Group's overall risk management strategy seeks to minimise potential adverse effects on the Group's financial performance. Risk management is carried out by the senior management of the Group and approved by the board of directors.

There has been no change to the types of the Group's exposure in respect of financial instruments or the manner in which it manages and measures the risks.

The Group's exposure to these risks and the financial risk management policies and practices used by the Group to manage these risks are described below.

### 30. 或然負債

於二零一八年及二零一七年三月三十一日，本集團涉及多項針對本集團的工傷申索、訴訟及潛在申索以及不合規事件。董事認為該等申索、訴訟及不合規事件預期不會對綜合財務報表造成重大影響，且潛在申索的結果為不確定。因此，概無於綜合財務報表作出撥備。

### 31. 融資活動產生的負債之對賬

本集團融資活動所產生負債之變動可分類如下：

### 32. 財務風險管理及公平值計量

本集團於日常業務過程中使用金融工具而承擔財務風險。財務風險包括利率風險、信貸風險及流動資金風險。本集團的整體風險管理策略旨在將對本集團財務業績的潛在不利影響降至最低。風險管理乃由本集團高級管理層執行並經董事會批准。

本集團就金融工具承擔的風險類別或其管理及計量風險的方法並無變動。

本集團對該等風險的承擔及本集團管理該等風險所用的財務風險管理政策及慣例載於下文。

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## 32. FINANCIAL RISK MANAGEMENT AND FAIR VALUE MEASUREMENT (continued)

### 32.1 Categories of financial assets and liabilities

The carrying amounts presented in the consolidated statements of financial position relate to the following categories of financial assets and liabilities:

		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
<b>Financial assets</b>	<b>金融資產</b>		
Loans and receivables:	貸款及應收款項：		
– Trade and other receivables	– 貿易及其他應收款項	<b>60,316</b>	75,746
– Cash, bank balances and pledged deposits	– 現金、銀行結餘及已抵押存款	<b>147,267</b>	36,675
		<b>207,583</b>	112,421
Financial assets at fair value through profit or loss	按公平值計入損益之金融資產	–	2,589
		<b>207,583</b>	115,010
<b>Financial liabilities</b>	<b>金融負債</b>		
At amortised costs:	按攤銷成本計量：		
– Trade and other payables	– 貿易及其他應付款項	<b>(42,399)</b>	(33,568)
– Obligation under finance leases	– 融資租賃承擔	<b>(4,711)</b>	(6,996)
– Borrowings, secured	– 有抵押借款	–	(895)
– Amount due to a director	– 應付一名董事款項	–	(4,227)
		<b>(47,110)</b>	(45,686)

### 32.2 Interest rate risk

Interest rate risk relates to the risk that the fair value or cash flows of a financial instrument will fluctuate because of changes in market interest rates. Borrowings and obligation under finance leases bearing variables rates and fixed rates expose the Group to cash flow interest rate risk and fair value interest rate risk respectively and the exposure to the Group is considered immaterial.

The exposure to interest rate risk for the Group bank balances is considered immaterial.

## 32. 財務風險管理及公平值計量(續)

### 32.1 金融資產及負債分類

綜合財務狀況表所列賬面值與下列金融資產與負債分類有關：

### 32.2 利率風險

利率風險與金融工具的公平值或現金流量將會因市場利率的變動而波動的風險有關。按浮動利率及固定利率計息的融資租賃借款及責任使本集團分別面對現金流利率風險及公平值利率風險及本集團所面對的風險被視為並不重大。

本集團銀行結餘的利率風險承擔被視為並不重大。

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### 32. FINANCIAL RISK MANAGEMENT AND FAIR VALUE MEASUREMENT (continued)

#### 32.3 Credit risk

Credit risk refers to the risk that the counterparty to a financial instrument would fail to discharge its obligation under the terms of the financial instrument and cause a financial loss to the Group. The Group's exposure to credit risk mainly arises from granting credit to customers in the ordinary course of its operations. The Group's maximum exposure to credit risk on recognised financial assets is limited to the carrying amount at 31 March 2018 and 2017 as summarised in note 32.1.

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

At 31 March 2018, the Group has concentration of credit risk as 52% and 95% (2017: 82% and 97%) of the total trade and retention receivables were due from the Group's largest customer and five largest customers respectively. The aggregate amounts of trade and retention receivables from these customers amounted to HK\$31,156,000 and HK\$57,150,000 (2017: HK\$61,973,000 and HK\$73,453,000) of the Group's total trade and retention receivables at 31 March 2018 respectively.

### 32. 財務風險管理及公平值計量(續)

#### 32.3 信貸風險

信貸風險指金融工具的對手方未能根據金融工具的條款履行其責任及對本集團造成財務虧損的風險。本集團所面對的信貸風險主要來自於其日常業務過程中向客戶授出信貸。本集團就已確認金融資產而面臨之最大信貸風險限於附註32.1所概述於二零一八年及二零一七年三月三十一日之賬面值。

關於貿易及其他應收款項，需要對所有客戶及對手方進行個別信貸評估。該等評估專注於對手方之財務狀況、過往付款記錄，並考慮對手方之特定資料以及與對手方經營相關的經濟環境。本集團已實施監控程序來確保採取進一步行動收回逾期債務。此外，本集團還於各報告期末審閱各個別貿易及其他應收款項之可收回金額，以確保對不可收回金額計提充足減值虧損。

於二零一八年三月三十一日，由於貿易應收款項及應收保留金總額的52%及95%（二零一七年：82%及97%）分別為應收本集團最大客戶及五大客戶的款項，故本集團信貸風險集中。於二零一八年三月三十一日，本集團貿易應收款項及應收保留金總額中應收該等客戶的貿易應收款項及應收保留金總額分別為31,156,000港元及57,150,000港元（二零一七年：61,973,000港元及73,453,000港元）。



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### 32. FINANCIAL RISK MANAGEMENT AND FAIR VALUE MEASUREMENT (continued)

#### 32.4 Liquidity risk

Liquidity risk relates to the risk that the Group will not be able to meet its obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Group is exposed to liquidity risk in respect of settlement of trade payables and its financing obligations, and also in respect of its cash flow management. The Group's objective is to maintain an appropriate level of liquid assets and committed lines of funding to meet its liquidity requirements in the short and longer term.

Management monitors the cash flow forecasts of the Group in meeting its liabilities.

Analysed below is the Group's remaining contractual maturities for its non-derivative financial liabilities at 31 March 2018 and 2017. When the creditor has a choice of when the liability is settled, the liability is included on the basis of the earliest date on when the Group can be required to pay. Where the settlement of the liability is in instalments, each instalment is allocated to the earliest period in which the Group is committed to pay.

The contractual maturity analysis below is based on the undiscounted cash flows of the financial liabilities.

### 32. 財務風險管理及公平值計量(續)

#### 32.4 流動資金風險

流動資金風險乃與本集團未能履行其與以交付現金或另一金融資產清償的金融負債相關責任的風險有關。本集團於清償貿易應付款項及履行其融資責任方面以及現金流量管理方面承受流動資金風險。本集團的目標為維持適當水平的流動資產及取得足夠已承諾信貸，以配合短期及長期流動資金需要。

管理層於履行其責任時監控本集團的現金流量預測。

下文顯示本集團於二零一八年及二零一七年三月三十一日有關其非衍生金融負債的餘下合約年期分析。倘債權人有權選擇償還負債的時間，此等負債將於本集團獲要求償還的最早日期入賬。倘此等負債須分期償還，每筆還款將於本集團承諾償還的最早期間入賬。

下文合約到期分析乃基於金融負債的未貼現現金流量作出。

		On demand or within one year 按要求或 於一年內 HK\$'000 千港元	Over 1 year but within 5 years 一年後但 於五年內 HK\$'000 千港元	Total undiscounted cash flow 未貼現現金 流量總額 HK\$'000 千港元	Carrying amount 賬面值 HK\$'000 千港元
<b>At 31 March 2018</b>	<b>於二零一八年三月三十一日</b>				
Trade and other payables	貿易及其他應付款項	(42,399)	-	(42,399)	(42,399)
Obligations under finance leases	融資租賃承擔	(2,577)	(2,362)	(4,939)	(4,711)
		<b>(44,976)</b>	<b>(2,362)</b>	<b>(47,338)</b>	<b>(47,110)</b>
<b>At 31 March 2017</b>	<b>於二零一七年三月三十一日</b>				
Trade and other payables	貿易及其他應付款項	(33,568)	-	(33,568)	(33,568)
Obligations under finance leases	融資租賃承擔	(2,577)	(4,939)	(7,516)	(6,996)
Borrowings, secured	有抵押借款	(895)	-	(895)	(895)
Amount due to a director	應付一名董事款項	(4,227)	-	(4,227)	(4,227)
		<b>(41,267)</b>	<b>(4,939)</b>	<b>(46,206)</b>	<b>(45,686)</b>

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## 32. FINANCIAL RISK MANAGEMENT AND FAIR VALUE MEASUREMENT (continued)

### 32.4 Liquidity risk (continued)

The Group considers expected cash flows from financial assets in assessing and managing liquidity risk, in particular, its cash resources and other liquid assets that readily generate cash. The Group's existing cash resources and other liquid assets significantly exceed the cash outflow requirements.

### 32.5 Fair value measurement of financial instruments

#### (a) Financial assets measured at fair value

Financial assets and liabilities measured at fair value in the consolidated statement of financial position are grouped into three levels of a fair value hierarchy. The three levels are defined based on the observability of significant inputs to the measurements, as follows:

Level 1:	quoted prices (unadjusted) in active markets for identical assets and liabilities.
Level 2:	inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly.
Level 3:	unobservable inputs for the asset or liability.

The level in the fair value hierarchy within which the financial asset or liability is categorised in its entirety is based on the lowest level of input that is significant to the fair value measurement.

## 32. 財務風險管理及公平值計量(續)

### 32.4 流動資金風險(續)

本集團於評估及管理流動資金風險時會考慮金融資產的預期現金流量，尤其是其現金資源及易產生現金的其他流動資產。本集團現有現金資源及其他流動資產明顯超過現金流出需求。

### 32.5 金融工具之公平值計量

#### (a) 按公平值計量之金融資產

於綜合財務狀況表內按公平值計量之金融資產及負債分為三層公平值等級。該三層等級乃根據計量的重要輸入數據之可觀察性界定，詳情如下：

第一層：	相同資產及負債於活躍市場的報價(未經調整)。
第二層：	資產或負債於第一層所包括的報價以外直接或間接可觀察的輸入數據。
第三層：	資產或負債的不可觀察輸入數據。

一項金融資產或負債整體所應歸入的公平值等級乃基於對公平值計量具有重大意義的最低級輸入資料釐定。

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### 32. FINANCIAL RISK MANAGEMENT AND FAIR VALUE MEASUREMENT (continued)

#### 32.5 Fair value measurement of financial instruments (continued)

##### (a) Financial assets measured at fair value (continued)

		Fair value at 31 March 於三月三十一日之公平值 HK\$'000 千港元	Fair value measurement using Level 2 第二層所用的公平值計量 HK\$'000 千港元
<b>31 March 2018</b>	於二零一八年三月三十一日		
Recurring fair value measurement	經常性公平值計量		
Financial assets at fair value through profit or loss:	按公平值計入損益之金融資產：		
Unlisted unit trust funds	非上市單位信託基金	-	-
<b>31 March 2017</b>	於二零一七年三月三十一日		
Recurring fair value measurement	經常性公平值計量		
Financial assets at fair value through profit or loss:	按公平值計入損益之金融資產：		
Unlisted unit trust funds	非上市單位信託基金	2,589	2,589

There were no transfers between level 1, level 2 and level 3 during the year ended 31 March 2018 (2017: nil).

The methods and valuation techniques used for the purpose of measuring fair values categorised in Level 2 are unchanged compared to the previous reporting periods and are described below: The unlisted unit trust funds' fair values have been determined by reference to their quoted prices as stated in the bank statements at each of the reporting date. The effects of non-observable inputs are not significant for the unlisted unit trust funds.

##### (b) Fair value of financial assets and liabilities carried at other than fair value

The carry amounts of the Group's financial assets and liabilities are not materially different from their fair values at 31 March 2018 and 2017 due to their short maturities.

### 32. 財務風險管理及公平值計量(續)

#### 32.5 金融工具之公平值計量(續)

##### (a) 按公平值計量之金融資產(續)

截至二零一八年三月三十一日止年度，第一層、第二層與第三層之間並無任何轉移(二零一七年：無)。

用於計量第二層公平值的方法及估值技術與先前報告期間相比並無改變，詳情載於下文。非上市單位信託基金之公平值乃參考各報告日期銀行結單所列報價釐定。不可觀察輸入數據對非上市單位信託基金並無重大影響。

##### (b) 並非按公平值入賬的金融資產及負債之公平值

由於年期較短，本集團金融資產及負債之賬面值與其於二零一八年及二零一七年三月三十一日之公平值並無重大差異。

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### 33. CAPITAL MANAGEMENT

The Group's capital management objectives are to ensure the Group's ability to continue as a going concern and to provide an adequate return to shareholders by pricing goods and services commensurately with the level of risk.

The Group actively and regularly reviews its capital structure and makes adjustments in light of changes in economic conditions. The Group monitors its capital structure on the basis of the gearing ratio. For this purpose gearing ratio is calculated based on total borrowings divided by the total equity as at the end of each reporting period and multiplied by 100%. Total borrowings include bank borrowings, amount due to a director and obligation under finance leases. The management reviews the capital structure by considering the cost of capital and the risks associated with each class of capital. In view of this, the Group may adjust the amount of dividends paid to shareholders, issue new shares, return capital to shareholders, raise new debt financing or sell assets to reduce debt.

The gearing ratio at the end of each reporting date was:

### 33. 資本管理

本集團資本管理旨在確保本集團能繼續持續經營並透過配合風險水平的商品及服務定價，為股東提供足夠回報。

本集團積極定期檢討其資本架構並就經濟狀況變動而作出調整。本集團基於資產負債比率監察其資本架構。就此而言，資產負債比率按各報告期末的借款總額除以權益總額再乘以100%計算。借款總額包括銀行借款、應付一名董事款項及融資租賃承擔。管理層透過審議資金成本及各類資本有關的風險審閱資本架構。有鑒於此，本集團可能調整支付予股東的股息金額、發行新股份、向股東退回資本、籌集新債務融資或出售資產以減低債務。

於各報告日期末的資產負債比率為：

		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Total borrowings	借款總額		
Borrowings	借款	–	895
Amount due to a director	應付一名董事款項	–	4,227
Obligation under finance leases	經營租賃承擔	4,711	6,996
		<b>4,711</b>	12,118
Total equity	權益總額	<b>278,302</b>	118,380
<b>Gearing ratio</b>	<b>資產負債比率</b>	<b>1.7%</b>	10.2%

# SUMMARY OF FINANCIAL INFORMATION

## 財務資料概要

The financial summary of the Group for the last four years is set as follows: 本集團過往四年的財務概要載列如下：

		For the year ended 31 March 截至三月三十一日			
		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	2015 二零一五年 HK\$'000 千港元
Revenue	收益	<b>805,716</b>	593,572	617,846	467,302
Direct costs	直接成本	<b>(708,568)</b>	(522,078)	(553,899)	(443,069)
Gross profit	毛利	<b>97,148</b>	71,494	63,947	24,233
Other income/(loss), net	其他收入/(虧損), 淨額	<b>2,110</b>	952	(1,217)	1,144
Administrative expenses	行政開支	<b>(34,861)</b>	(14,355)	(9,069)	(8,182)
Finance costs	財務成本	<b>(299)</b>	(691)	(795)	(574)
Profit before income tax	除所得稅前溢利	<b>64,098</b>	57,400	52,866	16,621
Income tax expense	所得稅開支	<b>(13,070)</b>	(10,063)	(8,847)	(2,844)
Profit and total comprehensive income for the year attributable to equity holders of the Company	本公司股權持有人應佔年度溢利及全面收入總額	<b>51,028</b>	47,337	44,019	13,777
Earnings per share for profit attributable to equity holders of the Company: Basic and diluted	本公司股權持有人應佔溢利之每股盈利： 基本及攤薄	<b>5.41 cents 仙</b>	5.26 cents 仙	4.89 cents 仙	1.53 cents 仙

		As at 31 March 於三月三十一日			
		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	2015 二零一五年 HK\$'000 千港元
Assets and Liabilities	資產及負債				
Non-current assets	非流動資產	<b>27,251</b>	17,544	21,286	27,302
Current assets	流動資產	<b>302,956</b>	149,716	161,255	142,054
Non-current liabilities	非流動負債	<b>4,380</b>	5,789	9,674	12,550
Current liabilities	流動負債	<b>47,525</b>	43,091	55,489	83,447
Total equity	總權益	<b>278,302</b>	118,380	117,378	73,359

Note: No financial statements of the Group for the year end 31 March 2014 have been published. The summary above does not form part of the audited financial statements.

附註：本集團並無刊發截至二零一四年三月三十一日止年度的財務報表。上述概要並不組成經審核財務報表的一部分。

**Dragon Rise Group Holdings Limited**  
**龍昇集團控股有限公司**