



Jianzhong Construction Development Limited

建中建設發展有限公司

(Incorporated in the Cayman Islands with limited liability)

(於開曼群島註冊成立的有限公司)

Stock Code 股份代號: 589

Annual Report  
2019 年報



建中  
建設

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財務概要

# CORPORATE INFORMATION

## 公司資料

### DIRECTORS

#### Executive Directors

Mr. Xun Minghong (*Chairman*)  
Mr. He Wenlin  
Ms. Zheng Ping

#### Non-executive Directors

Mr. Yang Kaifa  
Mr. Zeng Guohua  
Mr. Xun Liangbao

#### Independent Non-executive Directors

Mr. Sze Irons, B.B.S., J.P.  
Mr. Wong Kun Kau  
Mr. Zhu Diwu

### JOINT COMPANY SECRETARY

Mr. Chan Sun Kwong  
Ms. Feng Rongmei

### AUDIT COMMITTEE

Mr. Wong Kun Kau (*Chairman*)  
Mr. Sze Irons, B.B.S., J.P.  
Mr. Zhu Diwu

### REMUNERATION COMMITTEE

Mr. Zhu Diwu (*Chairman*)  
Mr. Wong Kun Kau  
Mr. Sze Irons, B.B.S., J.P.  
Mr. Xun Minghong

### NOMINATION COMMITTEE

Mr. Sze Irons, B.B.S., J.P. (*Chairman*)  
Mr. Wong Kun Kau  
Mr. Zhu Diwu  
Mr. Xun Minghong

### RISK MANAGEMENT REVIEW COMMITTEE

Mr. Xun Minghong (*Chairman*)  
Mr. Wong Kun Kau  
Mr. Xun Liangbao  
Mr. Ma Chun Kei

### REGISTERED OFFICE

Suite #4-210, Governors Square  
23 Lime Tree Bay Avenue  
PO Box 32311, Grand Cayman  
KYI-1209, Cayman Islands

### HEADQUARTERS AND PRINCIPAL PLACE OF BUSINESS IN THE PRC

2002, Jinlan Building  
No. 33 Zhaoqiang Road  
Mawei District, Fuzhou City  
Fujian Province  
China

### 董事

#### 執行董事

荀名紅先生 (*主席*)  
何文林先生  
鄭萍女士

#### 非執行董事

楊開發先生  
曾國華先生  
荀良寶先生

#### 獨立非執行董事

施榮懷先生 (銅紫荊星章, 太平紳士)  
黃灌球先生  
朱地武先生

#### 聯席公司秘書

陳晨光先生  
奉榮美女士

#### 審核委員會

黃灌球先生 (*主席*)  
施榮懷先生 (銅紫荊星章, 太平紳士)  
朱地武先生

#### 薪酬委員會

朱地武先生 (*主席*)  
黃灌球先生  
施榮懷先生 (銅紫荊星章, 太平紳士)  
荀名紅先生

#### 提名委員會

施榮懷先生 (銅紫荊星章, 太平紳士) (*主席*)  
黃灌球先生  
朱地武先生  
荀名紅先生

#### 風險管理審核委員會

荀名紅先生 (*主席*)  
黃灌球先生  
荀良寶先生  
馬濬琦先生

#### 註冊辦事處

Suite #4-210, Governors Square  
23 Lime Tree Bay Avenue  
PO Box 32311, Grand Cayman  
KYI-1209, Cayman Islands

#### 中國總部及主要營業地點

中國  
福建省  
福州市馬尾區  
兆鏘路33號  
金瀾大廈2002室

## Corporate Information

### 公司資料

#### PRINCIPAL PLACE OF BUSINESS IN HONG KONG REGISTERED UNDER PART 16 OF THE COMPANY ORDINANCE

Room No. 1818, 18/F  
Beverly Commercial Centre  
87-105 Chatham Road South  
Tsim Sha Tsui  
Kowloon  
Hong Kong

#### LEGAL ADVISER AS TO HONG KONG LAWS

Deacons

#### COMPLIANCE ADVISER

VMS Securities Limited

#### AUDITOR

KPMG

(Public Interest Entity Auditor registered in accordance with the Financial Reporting Council Ordinance)

#### PRINCIPAL BANKS

China Construction Bank (Fuzhou City North Branch)  
Xiamen International Bank (Fuzhou Branch)  
Quanzhou Bank Co., Ltd. (Fuzhou City Taijiang Branch)  
China Everbright Bank (Fuzhou City Hudong Branch)  
Industrial Bank Co., Ltd.  
(Pilot Free Pilot Zone, Fuzhou City Branch)  
Bank of China (Fuzhou City Cangshan Branch)

#### CAYMAN ISLANDS PRINCIPAL SHARE REGISTERED AND TRANSFER OFFICE

Osiris International Cayman Limited  
Suite #4-210, Governors Square  
23 Lime Tree Bay Avenue  
PO Box 32311, Grand Cayman  
KYI-1209, Cayman Islands

#### HONG KONG SHARE REGISTRAR AND TRANSFER OFFICE

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

#### STOCK CODE

589

#### WEBSITE

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

#### 根據公司條例第16部登記之 香港主要營業地點

香港  
九龍  
尖沙咀  
漆咸道南87-105號  
百利商業中心  
18樓1818室

#### 有關香港法律的法律顧問

的近律師行

#### 合規顧問

鼎珮證券有限公司

#### 核數師

畢馬威會計師事務所  
(於《財務匯報局條例》下的註冊公眾利益實體  
核數師)

#### 主要往來銀行

中國建設銀行(福州城北支行)  
廈門國際銀行(福州分行)  
泉州銀行股份有限公司(福州台江支行)  
中國光大銀行(福州湖東支行)  
興業銀行股份有限公司  
(福建自貿試驗區福州片區分行)  
中國銀行(福州倉山支行)

#### 開曼群島股份過戶登記總處

Osiris International Cayman Limited  
Suite #4-210, Governors Square  
23 Lime Tree Bay Avenue  
PO Box 32311, Grand Cayman  
KYI-1209, Cayman Islands

#### 香港股份過戶登記處

卓佳證券登記有限公司  
香港  
皇后大道東183號  
合和中心54樓

#### 股份代號

589

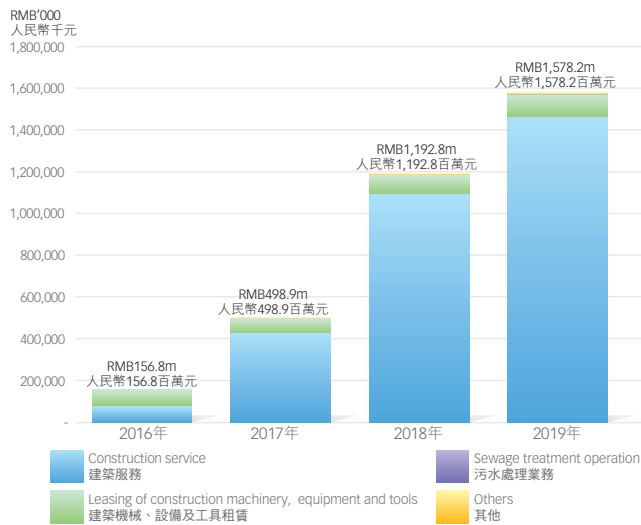
#### 網站

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

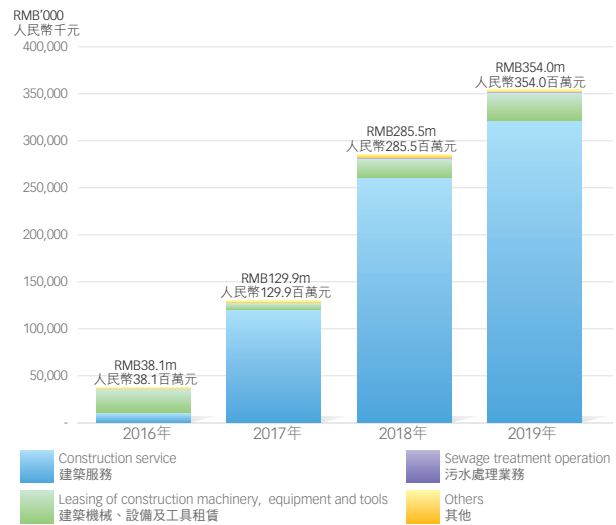
# FINANCIAL HIGHLIGHTS

## 財務摘要

### REVENUE 收益



### GROSS PROFIT 毛利



### GROSS PROFIT MARGINS 毛利率

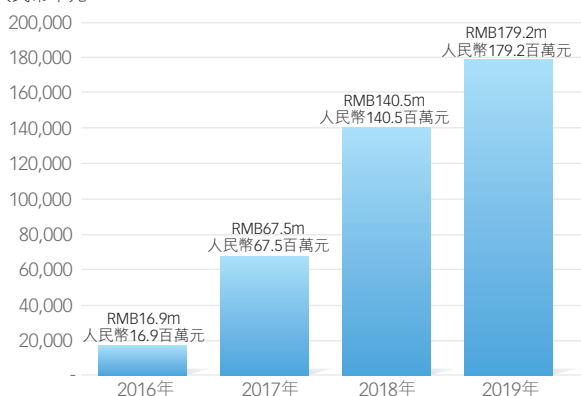
%	2016	2017	2018	2019
%	2016年	2017年	2018年	2019年
Foundation Works 地基工程	20.2	29.7	24.1	22.6
Formwork & Scaffolding Works 模板及腳手架工程	7.0	8.8	15.8	16.0
Construction of Sewage Treatment Infrastructure 污水處理基礎設施建設	—	—	22.6	18.1
Other Construction Works 其他建築工程	—	—	31.5	30.9
<b>Construction Service 建築服務</b>	14.0	25.2	23.2	21.4
<b>Leasing of construction machinery, equipment and tools 建築機械、設備及工具租賃</b>	33.9	30.9	32.4	35.8
<b>Sewage Treatment Operation 污水處理業務</b>	—	—	25.8	13.2
<b>Others 其他</b>	3.3	29.3	26.6	29.8
<b>Overall 整體</b>	24.3	26.0	23.9	22.4

# Financial Highlights

## 財務摘要

### NET PROFIT 純利

RMB'000  
人民幣千元



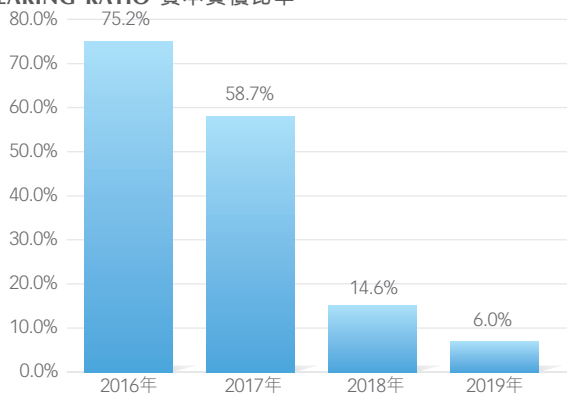
	2016年	2017年	2018年	2019年
Net Profit Margin 純利率	10.8%	13.5%	11.8%	11.4%
Adjusted Net Profit Margin 經調整純利率	10.8%	13.5%	11.8%	12.5%

\*Adjusted net profit represent net profit excluding one off listing expenses.

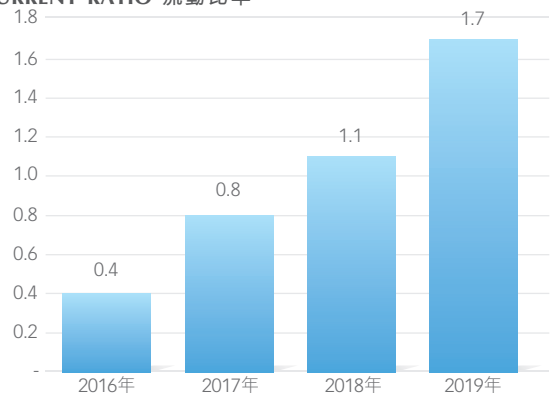
\*經調整純利指不包括一次性上市費用的純利。

### KEY FINANCIAL RATIOS 主要財務比率

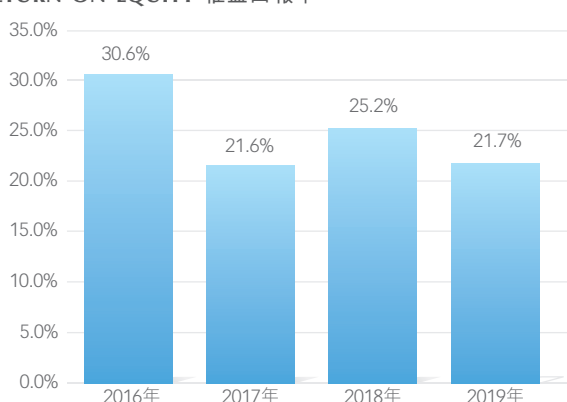
#### GEARING RATIO 資本負債比率



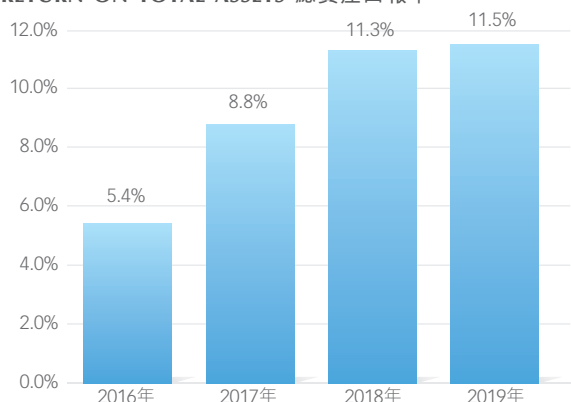
#### CURRENT RATIO 流動比率



#### RETURN ON EQUITY 權益回報率



#### RETURN ON TOTAL ASSETS 總資產回報率



Notes:

附註:

- Gearing ratio is calculated based on the net debts (including interest-bearing loans and borrowings, and payables for acquisition of equipment by instalments, less cash and cash equivalents) divided by the equity as at the end of reporting period and multiplied by 100%.  
資本負債比率乃按淨負債(包括計息貸款及借款以及以分期付款購入設備的應付款項減現金及現金等價物)除以截至報告期末的權益再乘以100%計算得出。
- Current ratio equals current assets divided by current liabilities.  
流動比率等於流動資產除以流動負債。
- Return on equity equals profit for the year divided by the closing balance of total equity and multiplied by 100%.  
權益回報率等於年內溢利除以權益總額年終結餘再乘以100%計算得出。
- Return on total assets equals profit for the year divided by the closing balance of total assets and multiplied by 100%.  
總資產回報率等於年內溢利除以資產總值年終結餘再乘以100%計算得出。

# CHAIRMAN'S STATEMENT

## 主席報告



*Chairman and Executive Director*

**Mr. Xun Minghong**

主席及執行董事

荀名紅先生

Dear Shareholders,

On behalf of the board (the “**Board**”) of directors (the “**Directors**”) of Jianzhong Construction Development 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 December 2019.

During the year ended 31 December 2019, we continued to be a leading construction services provider based in Fujian Province, the People’s Republic of China (the “**PRC**”) which specialises in offering one-stop solutions in foundation works. Our competitive advantage remains on our ability to manage and execute construction works projects on a timely and reliable manner. With an experienced management team, in-house R&D capabilities, large fleet of construction machinery and equipment, and production base, we have established ourselves as a leading operator and service provider in the foundation works market in both Fujian Province and the PRC.

各位股東：

本人謹代表建中建設發展有限公司（「**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2019年12月31日止年度的首份年度報告。

截至2019年12月31日止年度，我們繼續成為一家領先建築服務提供商，總部位於中華人民共和國（「**中國**」）福建省，專門提供地基工程的一站式解決方案。我們的競爭優勢仍然源自我們及時妥善地管理及實施建築工程項目的能力。憑藉經驗豐富的管理團隊、卓越的內部研發能力、規模龐大的建築機械設備及生產基地，我們得以在福建省及中國的地基工程市場均成為領先的運營商及服務提供商。

## Chairman's Statement

### 主席報告



Our overall revenue has increased by approximately RMB385.5 million from approximately RMB1,192.8 million for the year ended 31 December 2018 to approximately RMB1,578.2 million for the year ended 31 December 2019. Attributable to the continuous effort of the management and our staff, we recorded net profit of approximately RMB179.2 million for the year ended 31 December 2019 (2018: RMB140.5 million).

The shares of the Company were successfully listed (the “**Listing**”) on the Main Board of the Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) on 18 March 2020 (the “**Listing Date**”). The Listing on the Stock Exchange marked a significant milestone in our strategic development and was a significant recognition of the Company’s solid track record. The Listing also improved our capital structure to provide the Company with an efficient platform for capital raising. With the proceeds from the offering, the Company will be able to capture greater opportunities in its future development and bring value to the shareholders.

Looking forward, the Group will pay close attention to the changes in the market conditions, continue to act in a customer-oriented manner and to maximise shareholders’ value.

On behalf of the Board, I would like to express my gratitude to our shareholders, customers, subcontractors and suppliers for their continuous confidence and support. I would also like to take this opportunity to express my sincere thanks to our management and staff members for their hard work to the Group.

**Mr. Xun Minghong**  
*Chairman and Executive Director*

Fujian, 26 March 2020

我們的總體收益由截至2018年12月31日止年度的約人民幣1,192.8百萬元增加約人民幣385.5百萬元至截至2019年12月31日止年度的約人民幣1,578.2百萬元。由於管理層及我們的員工的持續努力，我們於截至2019年12月31日止年度錄得純利約人民幣179.2百萬元（2018年：人民幣140.5百萬元）。

本公司股份於2020年3月18日（「**上市日期**」）於香港聯合交易所有限公司（「**聯交所**」）主板成功上市（「**上市**」）。於聯交所上市標誌著我們戰略發展的重要里程碑，是對本公司輝煌往績的極大肯定。上市同時優化了我們的資本架構，為本公司提供一個高效的集資平台。憑藉全球發售所得款項，本公司將得以於日後發展中把握更多機遇，並為股東帶來價值。

展望未來，本集團將密切關注市場環境的變化，繼續以客戶需求為導向以及為股東尋求最大價值。

本人謹代表董事會感謝我們的股東、客戶、分包商及供應商對我們持續的信心及支持，亦希望藉此機會衷心感謝管理層和員工的辛勤工作。

**主席及執行董事**  
**荀名紅先生**

福建，2020年3月26日



# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論與分析

### BUSINESS REVIEW

During the year ended 31 December 2019, we continued to be a leading construction services provider based in Fujian Province, the PRC which specialises in offering one-stop solutions in foundation works. Our business mainly covers foundation works (including bored piles, H-piles, Larssen sheet piles, diaphragm walls and tunnelling works). To complement our foundation works service, we also provide a wide spectrum of other construction services including (i) formwork and scaffolding works (including formwork and falsework design, manufacturing of scaffold and erection services); (ii) construction of sewage treatment infrastructure; and (iii) other construction works (mainly E&M engineering works). We also have an extensive fleet of construction machinery and equipment, which enables us to handle complicated and/or sizable construction works, thus allowing us to capture more opportunities in the construction market and engage in construction machinery, equipment and tools leasing services. We also operate a sewage treatment plant and engage in the sales of construction materials and equipment and others. We developed as a regional foundation works service provider in Fujian Province and have further extended our footprint across a number of provinces in the PRC.

Our competitive advantage remains on our ability to manage and execute construction works projects on a timely and reliable manner. With an experienced management team, in-house R&D capabilities, large fleet of construction machinery and equipment, and production base, we have established ourselves as a leading operator and service provider in the foundation works market in both Fujian Province and the PRC.

During the year ended 31 December 2019, we have been awarded with 118 new construction projects with a total contract sum of approximately RMB1,203.4 million; and had completed 124 construction works projects with a total contract sum of approximately RMB1,138.9 million. As at 31 December 2019, we had 135 projects on hand (including projects in progress and projects which were awarded to us but have yet to commence) with an outstanding contract value to be completed of approximately RMB977.5 million.

### PROSPECTS

The shares of the Company were successfully listed on the Main Board of the Stock Exchange on 18 March 2020. The Directors believe that the Listing would enhance the Group's profile and bring a positive effect on the Group's business opportunities in the market. Moreover, the net proceeds from the Listing would provide the Group with the capital necessary for carrying out its long-term development plan and support the growth of the Group.

### 業務回顧

截至2019年12月31日止年度，我們繼續成為一家領先建築服務提供商，總部位於中國福建省，專門提供地基工程的一站式解決方案。我們的業務主要包括地基工程（包括鑽孔樁、H型樁、拉森鋼板樁、地下連續牆及頂管工程）。作為對我們地基工程服務的補充，我們亦提供範圍廣泛的其他建築服務，包括(i)模板及腳手架工程（包括模板及臨時支架設計、腳手架製造及安裝服務）；(ii)污水處理基礎設施建設；及(iii)其他建築工程（主要為機電工程）。我們亦擁有種類齊全的建築機械及設備，能夠處理複雜及／或大型建築工程，有利於我們搶佔建築市場商機及從事建築機械、設備及工具租賃服務。我們亦經營污水處理廠以及銷售建築材料及設備等。我們從一家地區性地基工程服務提供商不斷發展壯大，業務足跡從福建省擴展至中國多個省份。

我們的競爭優勢仍然源自我們及時妥善地管理及實施建築工程項目的能力。憑藉經驗豐富的管理團隊、卓越的內部研發能力、規模龐大的建築機械設備及生產基地，我們得以在福建省及中國的地基工程市場均成為領先的運營商及服務提供商。

截至2019年12月31日止年度，我們已獲授118個新建築項目，合約總金額約人民幣1,203.4百萬元；及已完成124個建築工程項目，合約總金額約人民幣1,138.9百萬元。於2019年12月31日，我們手頭擁有135個項目（包括在建項目及已獲授但尚未動工的項目），尚未結算的合約價值約人民幣977.5百萬元。

### 展望

本公司股份於2020年3月18日在聯交所主板成功上市。董事認為，上市將提升本集團形象，並為本集團的市場商機帶來正面影響。此外，上市所得款項淨額將為本集團提供所需資金，以開展長期發展計劃及支援本集團增長。

## Management Discussion and Analysis

### 管理層討論與分析

The construction industry in the PRC has been supported by various governmental policies over the years. In terms of the effect of the coronavirus outbreak, the entire economy of the PRC is expected to be adversely affected, but by experience, infrastructure and construction industries are usually affected to a lesser extent. Previously, when natural disasters or epidemics were over, the PRC government would generally make greater investments in (among other segments) infrastructure projects, with a view to encouraging economic stability and growth. If the PRC government continues to adopt such policy, it is likely for the Group to engage in a greater number of construction projects so launched by the PRC government.

Having regard to the above, the Directors remain prudently optimistic about developing new business opportunities in the PRC in the long run.

多年來，中國的建築行業一直受到多項政府政策的支持。就冠狀病毒爆發的影響而言，中國整體經濟預計會受到不利影響，但憑經驗所知，基礎設施及建築行業受到的影響通常較小。過往，當自然災害或流行病結束時，為了鼓勵經濟穩定增長，中國政府通常加大對基礎設施項目（包括其他行業）的投資力度。倘中國政府繼續採取有關政策，本集團有可能參與更多中國政府開展的建築項目。

考慮到以上因素，從長遠來看，董事對在中國拓展新商機保持審慎樂觀的態度。



## Management Discussion and Analysis

### 管理層討論與分析

#### EVENTS SUBSEQUENT TO THE END OF THE REPORTING PERIOD

- (a) The coronavirus outbreak since early 2020 has brought about additional uncertainties in the Group's operating environment and has impacted the Group's operations and financial position. The Group has been closely monitoring the impact of the developments on the Group's businesses and has put in place contingency measures. These contingency measures include: (i) negotiating with major customers, suppliers and subcontractors about the arrangements for resumption of construction works; (ii) cutting unnecessary operating expenses and capital expenditure; and (iii) deferring the expansion of the fleet of construction machinery and equipment. The Group will keep the contingency measures under review as the situation evolves. As far as the Group's businesses are concerned, there were 60 projects on hand being affected and these projects have been resumed gradually since the end of February 2020. As the progress of these construction projects was delayed by about one month, approximately RMB51.9 million of the Group's revenue which should have been recognised in February 2020 has been delayed. In addition, the Group may waive rental fees of leasing of construction machinery, equipment and tools to certain customers of approximately RMB6.3 million depending on their respective specific circumstances. These may have consequential impacts on the Group's revenue for 2020. The actual impacts may differ from these estimates as situation continues to evolve and further information may become available. No adjustments have been made to the consolidated financial statements for the year ended 31 December 2019 in this regard.
- (b) In accordance with the shareholders' resolution of the Company dated 18 February 2020, the authorised share capital of the Company has been increased from 39,000,000 shares of par value of HK\$0.01 each to 2,000,000,000 shares of par value of HK\$0.01 each and the Company allotted and issued 468,740,000 shares on 18 March 2020, credited as fully paid, at par to the shareholders whose names were on the register of member of the Company as of the close of business on 13 March 2020.
- (c) On 18 March 2020, the Company issued 156,250,000 shares with par value of HK\$0.01 each, at a price of HK\$1.65 per share by initial public offering. Gross proceeds from such issue amounted to HK\$257,812,500 before deducting underwriting fees, commissions and related expenses.

#### 報告期結束後事項

- (a) 自2020年初以來爆發的冠狀病毒為本集團的運營環境帶來了更多不確定因素，並影響了本集團的運營及財務狀況。本集團一直密切監測事態發展對本集團業務發展的影響，並已採取應急措施。該等應急措施包括：(i)與主要客戶、供應商及分包商商討恢復建築工程的安排；(ii)削減不必要的營運開支及資本開支；及(iii)延遲擴充建築機械及設備規模。本集團將根據情況的發展不斷審查應急措施。就本集團業務而言，60個手頭項目受到影響，該等項目已自2020年2月底起逐步恢復。由於該等建築項目的進度延遲一個月左右，因此本應於2020年2月確認的本集團收益約人民幣51.9百萬元已延遲確認。此外，本集團可能會視乎彼等各自的特別情況而免除向若干客戶出租建築機械、設備及工具的租金約人民幣6.3百萬元。這可能會對本集團2020年的收入造成重大影響。由於情況的不斷發展以及可能獲得進一步資料，實際影響與估計影響可能會有所不同。在這方面，於截至2019年12月31日止年度的綜合財務報表未作任何調整。
- (b) 根據本公司日期為2020年2月18日的股東決議案，本公司的法定股本已從39,000,000股每股面值0.01港元的股份增至2,000,000,000股每股面值0.01港元的股份，且本公司於2020年3月18日按面值向於2020年3月13日營業時間結束時名列本公司股東名冊的股東配發及發行468,740,000股入賬列作繳足股份。
- (c) 於2020年3月18日，本公司透過首次公開發售以每股1.65港元的價格發行156,250,000股每股面值0.01港元的股份。扣除包銷費用、佣金及相關開支前，有關發行的所得款項總額為257,812,500港元。

## Management Discussion and Analysis

### 管理層討論與分析

#### FINANCIAL REVIEW

##### Revenue

During the year ended 31 December 2019, the overall revenue of the Group has increased by approximately RMB385.5 million, or approximately 32.3% compared to the year ended 31 December 2018, from approximately RMB1,192.8 million to approximately RMB1,578.2 million. The overall increase was mainly due to an increase in revenue from provision of construction service.

Our revenue generated from construction services amounted to approximately RMB1,456.7 million for the year ended 31 December 2019 (year ended 31 December 2018: RMB1,087.9 million), representing approximately 92.3% (year ended 31 December 2018: 91.2%) of our total revenue.

Our construction service mainly cover foundation works, which accounted for approximately 58.7% (year ended 31 December 2018: 73.3%) of the total revenue. To complement our foundation works service, we also provide a wide spectrum of other construction services including formwork and scaffolding works, construction of sewage treatment infrastructure, and E&M engineering works. During the year ended 31 December 2019, the revenue from formwork and scaffolding works increased by 184.4% to approximately RMB398.1 million (year ended 31 December 2018: RMB140.0 million).

##### Cost of sales

Cost of sales mainly comprises of material cost, labour subcontracting fee, depreciation and others. The overall increase in cost of sales was in line with the increase in our turnover. During the year ended 31 December 2019, the overall cost of sales of the Group has increased by approximately RMB317.0 million, or approximately 34.9% compared to the year ended 31 December 2018, from approximately RMB907.2 million to approximately RMB1,224.2 million.

#### 財務回顧

##### 收益

本集團的總體收益由截至2018年12月31日止年度的約人民幣1,192.8百萬元增加約人民幣385.5百萬元或約32.3%至截至2019年12月31日止年度的約人民幣1,578.2百萬元。收益總體增加主要由於提供建築服務產生的收益增加所致。

截至2019年12月31日止年度，我們建築服務產生的收益約為人民幣1,456.7百萬元（截至2018年12月31日止年度：人民幣1,087.9百萬元），約佔我們總收益的92.3%（截至2018年12月31日止年度：91.2%）。

我們的建築服務主要涵蓋地基工程，其約佔總收益的58.7%（截至2018年12月31日止年度：73.3%）。作為對我們地基工程服務的補充，我們亦提供範圍廣泛的其他建築服務，包括模板及腳手架工程、污水處理基礎設施建設及機電工程。截至2019年12月31日止年度，模板及腳手架工程的收益增加184.4%至約人民幣398.1百萬元（截至2018年12月31日止年度：人民幣140.0百萬元）。

##### 銷售成本

銷售成本主要包括材料成本、勞務分包費、折舊及其他。銷售成本的整體增長與營業額增長一致。截至2019年12月31日止年度，本集團的總體銷售成本較截至2018年12月31日止年度的約人民幣907.2百萬元增加約人民幣317.0百萬元或約34.9%至約人民幣1,224.2百萬元。

## Management Discussion and Analysis

### 管理層討論與分析

#### Gross profit and gross profit margin

Set out below is the breakdown of the gross profit and gross profit margins of our Group by business segment and work type during the year under review and the corresponding period in 2018:

#### 毛利及毛利率

於回顧年度及2018年同期按業務分部及工程類型分類的本集團毛利及毛利率詳情載列如下：

#### For the year ended 31 December 截至12月31日止年度

		2019 2019年		2018 2018年	
		RMB'000 人民幣千元	GP % 毛利率%	RMB'000 人民幣千元	GP % 毛利率%
Foundation works	地基工程	209,549	22.6	210,806	24.1
Formwork and scaffolding works	模板及腳手架工程	63,629	16.0	22,112	15.8
Construction of sewage treatment infrastructure	污水處理基礎設施建設	2,257	18.1	9,540	22.6
Other constructions	其他建築工程	36,834	30.9	9,884	31.5
Construction services	建築服務	312,269	21.4	252,342	23.2
Leasing of construction machinery, equipment and tools	建築機械、設備及工具租賃	38,318	35.8	29,621	32.4
Sewage treatment operation	污水處理業務	689	13.2	612	25.8
Others	其他	2,747	29.8	2,947	26.6
		354,023	22.4	285,522	23.9

During the years ended 31 December 2018 and 2019, our Group's overall gross profit margin was fairly stable. We recorded gross profit margin of approximately 22.4% for the year ended 31 December 2019 (year ended 31 December 2018: 23.9%). We had a relatively lower gross profit margin for the year ended 31 December 2019 when comparing with that for the year ended 31 December 2018 as the formwork and scaffolding works sub-segment, which has lower gross profit margin, accounted for a relatively higher proportion of our revenue for the year.

#### Other net income

The other net income mainly represented government grants, interest income and gain/(loss) on disposal of property, plant and equipment. During the year ended 31 December 2019, the other net income has increased by approximately RMB13.8 million, or approximately 785.8% compared to the year ended 31 December 2018, from approximately RMB1.8 million to approximately RMB15.6 million. The increase in other net income mainly attributable to the increase in government grants from approximately RMB1.7 million in 2018 to RMB12.2 million in 2019. Government grants were received mainly for subsidizing the costs incurred by the Group in conducting research and development activities.

截至2018年及2019年12月31日止年度，本集團總體毛利率相當穩定。我們於截至2019年12月31日止年度錄得的毛利率約為22.4%（截至2018年12月31日止年度：23.9%）。截至2019年12月31日止年度，我們的毛利率較截至2018年12月31日止年度相對較低，原因是年內毛利率較低的模板及腳手架工程子分部佔總收益的比重相對較高。

#### 其他淨收入

其他淨收入主要指政府補助、利息收入以及處置物業、廠房及設備的收益／（虧損）。截至2019年12月31日止年度，其他淨收入較截至2018年12月31日止年度的約人民幣1.8百萬元增加約人民幣13.8百萬元或約785.8%至約人民幣15.6百萬元。其他淨收入的增加主要歸因於政府補貼由2018年的約人民幣1.7百萬元增至2019年的人民幣12.2百萬元。本集團收取政府補貼主要為用於資助開展研發活動產生的費用。

## Management Discussion and Analysis

### 管理層討論與分析

#### Administrative expenses

Our administrative expenses mainly include (i) research and development costs; (ii) salaries and other benefits; and (iii) listing expenses. The overall administrative expenses increased by approximately 47.1% from RMB80.8 million for the year ended 31 December 2018 to RMB118.9 million for the year ended 31 December 2019. The increase in administrative expenses was mainly due to the increase in listing expenses from approximately RMB0.3 million for the year ended 31 December 2018 to approximately RMB18.6 million for the year ended 31 December 2019, and also the increase in staff costs and research and development costs.

#### Finance costs

Our finance costs mainly represented (i) interests on bank loans and other borrowings; (ii) finance charges on sale and leaseback transactions; and (iii) interest on acquisition of equipment by instalments.

Our finance costs increased by RMB8.2 million from RMB9.1 million to RMB17.4 million for the year ended 31 December 2019 when comparing with that for the year ended 31 December 2018. This was mainly due to that our bank borrowings and factoring arrangements increased during the year.

#### Income tax expenses

During the year ended 31 December 2019, the income tax expenses has decreased by approximately RMB7.4 million, or approximately 20.3% compared to the year ended 31 December 2018, from approximately RMB36.5 million in 2018 to approximately RMB29.1 million in 2019.

All of our Group's subsidiaries operate in the PRC and our Group's income tax represented PRC corporate income tax provided at the statutory rate of 25%.

On 7 January 2020, Fujian Jianzhong Construction Technology Co., Ltd. ("**Jianzhong Construction Technology**") obtained the state-level approval for its application of High-tech Enterprise qualification and was granted the qualification with effect from 2 December 2019. In accordance with the PRC Corporate Income Tax Law, the High-tech Enterprise qualification will be valid for a period of three years from 2019 to 2021 and Jianzhong Construction Technology will be entitled to a reduced tax rate at 15% during this period.

As such, the effective tax rate of the Group decreased from 20.6% in 2018 to 14.0% in 2019 and this contributed mainly the decrease of income tax expenses in 2019.

#### 行政開支

我們的行政開支主要包括(i)研發費用；(ii)薪金及其他福利；及(iii)上市費用。總體行政開支由截至2018年12月31日止年度的人民幣80.8百萬元增加約47.1%至截至2019年12月31日止年度的人民幣118.9百萬元。行政開支增加主要由於上市費用由截至2018年12月31日止年度的約人民幣0.3百萬元增加至截至2019年12月31日止年度的約人民幣18.6百萬元，以及員工成本及研發費用亦增加所致。

#### 融資成本

融資成本主要指(i)銀行貸款及其他借款的利息；(ii)售後租回交易的融資費用；及(iii)以分期付款購入設備產生的利息。

我們於截至2019年12月31日止年度的融資成本較截至2018年12月31日止年度的人民幣9.1百萬元增加人民幣8.2百萬元至人民幣17.4百萬元，主要由於我們於年內的銀行借款及保理安排增加所致。

#### 所得稅開支

截至2019年12月31日止年度，所得稅開支較截至2018年12月31日止年度減少約人民幣7.4百萬元或約20.3%，由2018年的約人民幣36.5百萬元減少至2019年的約人民幣29.1百萬元。

本集團所有附屬公司均於中國經營業務，本集團的所得稅指按25%的法定稅率繳納的中國企業所得稅。

福建建中建設科技有限責任公司（「**建中建設科技**」）申請高新技術企業資格並於2020年1月7日獲得國家級批准，其獲得之資格於2019年12月2日起生效。根據中國企業所得稅法，高新技術企業資格的有效期為三年（即從2019年至2021年），建中建設科技於期內將享受減按15%的稅率。

因此，本集團的實際稅率由2018年的20.6%降至2019年的14.0%，此乃主要歸因於2019年的所得稅開支減少。

## Management Discussion and Analysis

### 管理層討論與分析

#### Net profit and adjusted net profit

As a result of the foregoing, the net profit for the year of the Group increased by approximately RMB38.7 million, or approximately 27.6%, from approximately RMB140.5 million for the year ended 31 December 2018 to approximately RMB179.2 million for the year ended 31 December 2019.

Setting aside the listing expenses amounted to approximately RMB18.6 million and approximately RMB0.3 million for the years ended 31 December 2019 and 2018, respectively, the Group's adjusted net profit for the year ended 31 December 2019 was approximately RMB197.8 million as compared to approximately RMB140.8 million for the year ended 31 December 2018. The adjusted net profit margin (excluding the listing expenses) for the years ended 31 December 2018 and 2019 were approximately 11.8% and 12.5%, respectively, representing a slightly increase of approximately 0.7%.

The above financial data were chosen to be presented in this annual report as they represent a material financial impact on the financial statements of the Group for the year ended 31 December 2018 and/or the year ended 31 December 2019. It is believed by presenting the changes of these financial data can effectively explain the financial performance of the Group for the year ended 31 December 2019.

#### LIQUIDITY AND FINANCIAL RESOURCES AND CAPITAL STRUCTURE

The shares of the Company were listed on the Stock Exchange on 18 March 2020.

The Group maintained a sound financial position during the year ended 31 December 2019. As at 31 December 2019, the Group had cash and cash equivalent of approximately RMB103.0 million (31 December 2018: approximately RMB93.8 million) in which approximately RMB79,000 (31 December 2018: RMB Nil) equivalent cash were denominated in Hong Kong dollar. As at 31 December 2019, the Group had net current asset of approximately RMB452.2 million, representing an increase of approximately RMB361.1 million as compared to that of approximately RMB91.1 million as at 31 December 2018.

As at 31 December 2019, the gearing ratio of the Group, calculated based on the net debts (including interest-bearing loans and borrowings, and payables for acquisition of equipment by instalments, less cash and cash equivalents) divided by the equity as at the end of reporting period and multiplied by 100%, was approximately 6.0% (31 December 2018: approximately 14.6%).

Particulars of loans and borrowings of the Group are set out in note 21 to the consolidated financial statements.

#### 純利及經調整純利

由於上文所述原因，本集團年內純利由截至2018年12月31日止年度的約人民幣140.5百萬元增加約人民幣38.7百萬元或約27.6%至截至2019年12月31日止年度的約人民幣179.2百萬元。

撇除截至2019年及2018年12月31日止年度分別約人民幣18.6百萬元及約人民幣0.3百萬元的上市費用後，本集團截至2019年12月31日止年度的經調整純利約為人民幣197.8百萬元，而截至2018年12月31日止年度的經調整純利約為人民幣140.8百萬元。截至2018年及2019年12月31日止年度，經調整純利率（不包括上市費用）分別約為11.8%及12.5%，略微增加約0.7%。

由於上述財務數據對本集團截至2018年12月31日止年度及／或截至2019年12月31日止年度的財務報表有重大財務影響，故已獲選擇呈列於本年度報告內。透過呈列該等財務數據變動，相信可有效解釋本集團於截至2019年12月31日止年度的財務表現。

#### 流動資金、財務資源及資本架構

本公司股份已於2020年3月18日在聯交所上市。

本集團於截至2019年12月31日止年度維持穩健的財務狀況。於2019年12月31日，本集團的現金及現金等價物約為人民幣103.0百萬元（2018年12月31日：約人民幣93.8百萬元），其中約人民幣79,000元（2018年12月31日：人民幣零元）等額現金以港元計值。於2019年12月31日，本集團的流動資產淨值約為人民幣452.2百萬元，較2018年12月31日的約人民幣91.1百萬元增加約人民幣361.1百萬元。

於2019年12月31日，本集團資本負債比率約為6.0%（2018年12月31日：約14.6%），乃按淨負債（包括計息貸款及借款以及以分期付款購入設備的應付款項減現金及現金等價物）除以截至報告期末的權益再乘以100%計算得出。

本集團貸款及借款的詳情載於綜合財務報表附註21。

## Management Discussion and Analysis

### 管理層討論與分析

#### CAPITAL COMMITMENTS

As at 31 December 2019, the Group had capital commitments in respect of purchase of property, plant and equipment, which had been contracted but not provided for in the financial statements, in the total amount of approximately RMB8.1 million (31 December 2018: approximately RMB5.1 million).

#### CONTINGENT LIABILITIES

The Group did not have any material contingent liabilities as at 31 December 2019 (31 December 2018: Nil).

#### EMPLOYEES AND REMUNERATION POLICIES

As at 31 December 2019, the Group has a total of 473 full-time employees (31 December 2018: 364). The Group has developed its human resources policies and procedures to determine the individual remuneration with reference to factors such as performance, qualification, responsibilities of each individual, market conditions, etc. Remuneration packages are normally reviewed on a regular basis. Apart from salary payments, other staff benefits including provident fund contributions, medical insurance coverage, annual leave and options which may be granted under the share option scheme were adopted by the Company on 18 February 2020. The total staff costs (excluding Directors' remuneration) incurred by the Group during the year ended 31 December 2019 was approximately RMB51.9 million (year ended 31 December 2018: approximately RMB36.7 million).

#### FOREIGN EXCHANGE EXPOSURE

During the years ended 31 December 2019 and 2018, the Group had a minimal exposure to foreign currency risk as most of its business transactions were conducted in the PRC in RMB. Moreover, the Group's assets and liabilities are principally denominated in RMB. As such, the Directors believe that the Group's risk in foreign exchange is insignificant.

#### PLEDGE OF ASSETS

As at 31 December 2019, the carrying amounts of the machinery and equipment pledged for the sale and leaseback transactions as disclosed on note 10(iii) of the consolidated financial statements were RMB14,789,000 (31 December 2018: RMB16,346,000); bank deposits of RMB2,727,000 (31 December 2018: RMB2,235,000) were pledged to banks as security for bills payable.

As at 31 December 2018, bank loans of RMB58,434,000 were secured by the pledge of trade receivables of RMB58,434,000.

#### 資本承擔

於2019年12月31日，本集團就購買物業、廠房及設備作出資本承擔，並已訂約但尚未於財務報表作出撥備，總金額約人民幣8.1百萬元（2018年12月31日：約人民幣5.1百萬元）。

#### 或然負債

本集團於2019年12月31日概無任何重大或然負債（2018年12月31日：無）。

#### 僱員及薪酬政策

於2019年12月31日，本集團共有473名全職僱員（2018年12月31日：364名）。本集團已制定人力資源政策及程序，以參考個人的表現、資質、責任、市況等因素釐定個人薪酬。薪酬待遇通常會定期檢討。除薪金外，其他員工福利包括公積金供款、醫療保險、年假及本公司於2020年2月18日採納的購股權計劃可能授出的購股權。截至2019年12月31日止年度，本集團產生的總員工成本（不包括董事酬金）約為人民幣51.9百萬元（截至2018年12月31日止年度：約人民幣36.7百萬元）。

#### 外匯風險

截至2019年及2018年12月31日止年度，由於其大部分業務交易在中國進行並以人民幣計值，故本集團面對的外匯風險極低。此外，本集團的資產及負債主要以人民幣計值。因此，董事認為本集團的外匯風險微不足道。

#### 資產抵押

於2019年12月31日，如綜合財務報表的附註10(iii)所披露的售後租回交易抵押的機械及設備的賬面值為人民幣14,789,000元（2018年12月31日：人民幣16,346,000元）；人民幣2,727,000元（2018年12月31日：人民幣2,235,000元）的銀行存款已抵押予銀行作為應付票據的擔保。

於2018年12月31日，人民幣58,434,000元的貿易應收款項已為人民幣58,434,000元的銀行貸款作為抵押擔保。



## Management Discussion and Analysis

### 管理層討論與分析

#### SIGNIFICANT INVESTMENTS, MATERIAL ACQUISITIONS AND DISPOSAL OF SUBSIDIARIES, ASSOCIATES AND JOINT VENTURES

The Company was incorporated in the Cayman Islands on 5 February 2019 as an exempted company with limited liability under the Companies Law of the Cayman Islands. The Group completed the group reorganisation (the “**Reorganisation**”) in preparation for the Listing on the Stock Exchange pursuant to which the Company became the holding company of the Group. For further information in relation to the Reorganisation, please refer to the section headed “History, Reorganisation and Corporate Structure” in the prospectus of the Company dated 29 February 2020 (the “**Prospectus**”). Apart from the Reorganisation, there were no significant investments held, material acquisitions or disposals of subsidiaries, associates and joint ventures during the year ended 31 December 2019.

#### DIVIDEND

The Board does not recommend any payment of dividend for the year ended 31 December 2019.

#### PROCEEDS FROM THE LISTING

The shares of the Company were listed on the Main Board of the Stock Exchange on 18 March 2020 with an issue of 156,250,000 new shares. The net proceeds will be applied in the manner consistent with that disclosed in the announcement of the Company dated 17 March 2020.

#### 重大投資、重大收購及出售附屬公司、聯營公司及合營企業

本公司於2019年2月5日根據開曼群島公司法於開曼群島註冊成立為獲豁免有限公司。為籌備於聯交所上市，本集團完成集團重組（「**重組**」），據此本公司成為本集團的控股公司。有關重組的進一步資料，請參閱本公司日期為2020年2月29日的招股章程（「**招股章程**」）「歷史、重組及公司架構」一節。除重組外，截至2019年12月31日止年度並無持有重大投資、重大收購或出售附屬公司、聯營公司及合營企業。

#### 股息

截至2019年12月31日止年度，董事會並不建議派付任何股息。

#### 上市所得款項

本公司股份以發行156,250,000股新股於2020年3月18日在聯交所主板上市。所得款項淨額將以本公司日期為2020年3月17日之公告所披露的一致方式應用。

# PROFILE OF DIRECTORS AND SENIOR MANAGEMENT

## 董事及高級管理人員履歷

### EXECUTIVE DIRECTORS

**Mr. Xun Minghong (“Mr. Xun MH”)**, aged 50, was appointed as a Director of our Company on 5 February 2019 and was redesignated as the Chairman, Chief Executive Officer and an Executive Director on 23 August 2019. Mr. Xun MH is primarily responsible for supervising our overall management and planning our business strategies.

Mr. Xun MH has over 26 years of experience in the PRC construction industry. He accrued years of industry experience during his employment at Anhui Conch Cement Company Limited (安徽海螺水泥股份有限公司), a company whose shares are listed on the Main Board of the Stock Exchange (stock code: 914) and is a prominent cement producer and supplier in the PRC. Mr. Xun MH had held various positions at Anhui Conch Cement Company Limited during his tenure of employment from July 1993 to December 2002 and his duties covered sales, marketing and management in different working locations including Fujian Province.

Subsequently, Mr. Xun MH co-established and operated certain construction-related businesses in the PRC. By virtue of his diversified knowledge and experience in the construction industry, Mr. Xun MH also accumulated a variety of business connection with a network of reputable construction enterprises and contractors in Fujian. Equipped with such industry knowledge, experience and strong business networks, Mr. Xun MH founded Jianzhong Construction Technology on 5 December 2012 and engaged in the leasing of construction machinery, equipment and tools in Fujian. Jianzhong Construction Technology had since then diversified its business to include the provision of a wide spectrum of construction works as its core business.

Mr. Xun MH obtained the graduation certificate of specialised studies in law (法律專業) from Anhui Province Higher Education Self-study Examination Committee (安徽省高等教育自學考試委員會) and Anhui University (安徽大學) in the PRC in June 1993.

Mr. Xun MH obtained the Qualification Certificate of Specialty and Technology (專業技術資格證書) from the Ministry of Personnel of the PRC (中華人民共和國人事部) in April 1994, specialising in the area of logistics economics (運輸經濟專業).

### 執行董事

荀名紅先生(「荀名紅先生」)，50歲，於2019年2月5日獲委任為本公司董事並於2019年8月23日調任為董事長、行政總裁及執行董事。荀名紅先生主要負責監督整體管理及制定業務戰略。

荀名紅先生於中國建築行業擁有逾26年經驗。彼於其受僱於中國著名水泥生產商及供應商安徽海螺水泥股份有限公司(一間股份於聯交所主板上市的公司(股份代號：914))期間積累了多年行業經驗。荀名紅先生於其獲委任期間(1993年7月至2002年12月)在安徽海螺水泥股份有限公司擔任多項職務且其職責包括各工作地點(包括福建省)的銷售、營銷及管理。

隨後，荀名紅先生於中國聯合建立及運營若干建築相關業務公司。憑藉其於建築行業的多元化知識及經驗，荀名紅先生亦於福建省知名建築企業及承包商關係網中積累了大量業務聯繫。憑藉相關行業知識、經驗和強大的商業網絡，荀名紅先生於2012年12月5日成立了建中建設科技，於福建從事建築機械、設備及工具租賃業務。建中建設科技從成立起就發展多元化業務，其核心業務為提供各種建築工程服務。

荀名紅先生於1993年6月取得安徽省高等教育自學考試委員會頒發的中國安徽大學法律專業畢業證書。

荀名紅先生於1994年4月取得由中華人民共和國人事部頒發的專業技術資格證書，專攻運輸經濟專業。

## Profile of Directors and Senior Management

### 董事及高級管理人員履歷

**Mr. He Wenlin**, aged 50, has been the general manager and a director of Jianzhong Construction Technology since November 2014 and since June 2016, respectively. He was appointed as a Director of our Company upon its incorporation on 5 February 2019 and was redesignated as an Executive Director on 23 August 2019. Mr. He is primarily responsible for overseeing our overall operation and business and technical development. Mr. He also leads our R&D Team.

Mr. He has over 25 years of experience in the construction industry. Mr. He had held various positions at CSCEC Strait Construction and Development Co. Ltd. (中建海峽建設發展有限公司) (previously known as China Construction Seventh Engineering Division Third Construction Co., Ltd (中建七局第三建築有限公司)), with his last position as a department manager.

Mr. He graduated from Shenyang Institute of Construction and Engineering (瀋陽建築工程學院) (currently known as Shenyang Jianzhu University (瀋陽建築大學)), in the PRC in July 1994 and specialised his studies in mechanical design and production (機械設計與製造專業).

Mr. He obtained a qualification certificate as senior engineer (高級工程師資格證書) from China Construction Seventh Engineering Department (中國建築第七工程局) in December 2005.

**Ms. Zheng Ping**, aged 56, was a director of Jianzhong Construction Technology from December 2012 to October 2015 and subsequently served as the deputy general manager and director of Jianzhong Construction Technology since November 2015 and since June 2016, respectively. She was appointed as a Director of our Company upon its incorporation on 5 February 2019 and was redesignated as an Executive Director on 23 August 2019. Ms. Zheng is primarily responsible for overseeing our overall operation and fixed asset and material management.

Ms. Zheng has over 26 years of experience in the construction industry. From February 1993 to March 2008, Ms. Zheng worked as an assistant general manager of Fujian Province Jianfu Bulk Cement Co., Ltd. (福建省建福散裝水泥有限公司), a then subsidiary of Fujian Cement Inc. (福建水泥股份有限公司), a company whose shares are listed on the Shanghai Stock Exchange (SSE Stock Code: 600802). From April 2008 to November 2012, Ms. Zheng worked as a deputy general manager of Ming Xin Construction Material Trading Company Limited, a company principally engaged in the trading of cement.

何文林先生，50歲，自2014年11月及2016年6月起，分別擔任建中建設科技總經理及董事。彼於2019年2月5日本公司註冊成立後獲委任為本公司董事，並於2019年8月23日調任為執行董事。彼主要負責監督我們的整體營運及業務及技術發展且亦領導我們的研發團隊。

何先生在建築行業擁有逾25年經驗。何先生曾於著名建築公司中建海峽建設發展有限公司(前稱中建七局第三建築有限公司)擔任多項職務，最後擔任的職務為部門經理。

何先生於1994年7月畢業於中國瀋陽建築工程學院(現稱瀋陽建築大學)機械設計與製造專業。

何先生於2005年12月取得由中國建築第七工程局頒發的高級工程師資格證書。

**鄭萍女士**，56歲，於2012年12月至2015年10月擔任建中建設科技董事，其後自2015年11月及2016年6月起分別擔任建中建設科技副總經理及董事。彼於2019年2月5日本公司註冊成立後獲委任為本公司董事，並於2019年8月23日調任為執行董事。鄭女士主要負責監督我們的整體營運及固定資產和物料管理。

鄭女士在建築行業累積逾26年經驗。1993年2月至2008年3月，鄭女士擔任福建省建福散裝水泥有限公司(福建水泥股份有限公司，一家股份於上海證券交易所上市的公司(上交所證券代碼：600802)，當時的附屬公司)副總經理。2008年4月至2012年11月，鄭女士擔任福州開發區名信建材貿易有限公司(一家主要從事水泥貿易的公司)副總經理。

## Profile of Directors and Senior Management

### 董事及高級管理人員履歷

Ms. Zheng obtained the graduation certificate of specialised studies in computer application (計算機及應用專業) from Fujian Province Higher and Secondary Professional Education Self-study Examination Steering Committee (福建省高等與中等專業教育自學考試指導委員會), Xiamen University (廈門大學) and Fuzhou University (福州大學) in the PRC in December 1993.

Ms. Zheng obtained the Qualification Certificate of Specialty and Technology (專業技術資格證書) from the Ministry of Personnel of the PRC (中華人民共和國人事部) in December 1996, specialising in materials economics (物資經濟). She also obtained a qualification certificate as an assistant engineer (助理工程師) specialising in industrial and electrical automation (工業電氣自動化) from Fuzhou City Personnel Bureau (福州市人事局) in May 1989.

### NON-EXECUTIVE DIRECTORS

**Mr. Yang Kaifa**, aged 46, was appointed as a Non-executive Director of our Company on 23 August 2019. Mr. Yang has extensive experience in securities management and the PRC capital markets. From July 1996 to July 2017, Mr. Yang worked in Anhui Conch Cement Company Limited (安徽海螺水泥股份有限公司), a company whose shares are listed on the Main Board of the Stock Exchange (stock code: 914) where he served, among others, as assistant to the officer-in-charge (主任助理), deputy officer-in-charge (副主任) and officer-in-charge (主任) of the secretariat to the board of directors (董事會秘書室), secretary to the board of directors (董事會秘書), as well as deputy officer-in-charge of the regional management committee in Jiangxi Region (江西區域管理委員會副主任). Mr. Yang's major duties in Anhui Conch Cement Company Limited covered areas over company secretarial, securities affairs and general management functions. Since July 2017 and July 2019, Mr. Yang has served as a deputy general manager (副總經理) and general manager (總經理) of Anhui Conch Venture Investment Co. Ltd. ("**Anhui Conch Venture Investment**"), being one of the Pre-IPO Investors.

Mr. Yang obtained a bachelor degree of arts (文學學士) studies specialised in foreign linguistics in English (外語系英語) from Anhui University (安徽大學) in the PRC in July 1996.

Mr. Yang obtained the Qualification Certificate of Specialty and Technology (專業技術資格證書) as a senior economist (高級經濟師) from Anhui Province Human Resources Bureau (安徽省人事廳) in May 2009.

鄭女士於1993年12月取得福建省高等與中等專業教育自學考試指導委員會頒發的中國廈門大學和福州大學計算機及應用專業畢業證書。

鄭女士於1996年12月取得由中華人民共和國人事部頒發的專業技術資格證書，專攻物資經濟。彼亦於1989年5月取得由福州市人事局頒發的工業電氣自動化助理工程師資格證書。

### 非執行董事

**楊開發先生**，46歲，於2019年8月23日獲委任為本公司非執行董事。楊先生具有豐富的證券管理及中國資本市場經驗。於1996年7月至2017年7月，楊先生任職於安徽海螺水泥股份有限公司（一家股份於聯交所主板上市的公司（股份代號：914）），曾擔任（其中包括）董事會秘書室主任助理、副主任及主任；董事會秘書；及江西區域管理委員會副主任等職務。楊先生於安徽海螺水泥股份有限公司的主要職責包括公司秘書、證券事務及一般管理職能。自2017年7月及2019年7月起，楊先生擔任安徽海螺創業投資有限公司（「**安徽海螺創業投資**」）（一名首次公開發售前投資者）副總經理及總經理。

楊先生於1996年7月畢業於中國安徽大學外語系英語專業，獲得文學學士學位。

楊先生於2009年5月獲安徽省人事廳頒發高級經濟師專業技術資格證書。

## Profile of Directors and Senior Management

### 董事及高級管理人員履歷

**Mr. Zeng Guohua**, aged 52, was appointed as a Non-executive Director of our Company on 23 August 2019. Mr. Zeng has over 24 years of experience in the PRC construction industry. Mr. Zeng joined Anhui Conch Cement Company Limited (安徽海螺水泥股份有限公司), a company which shares are listed on the Main Board of the Stock Exchange (stock code: 914) in May 1995 and held several positions such as (i) head of the cement works technical department; (ii) head of engineering technical department; and (iii) committee member of the Indonesia regional management committee (印尼區域管理委員會委員). Since June 2019, Mr. Zeng has been the assistant in the office of general manager (總經理助理) of Anhui Conch Venture Investment, being one of the Pre-IPO Investors.

Mr. Zeng completed his studies specialised in port and channel engineering (港口及航道工程) from Changsha Communications College (長沙交通學院) (currently known as Changsha University of Science and Technology (長沙理工大學)), in the PRC in July 1991.

Mr. Zeng obtained a qualification certificate as an engineer (工程師) specialising in industrial and civil engineering (工民建) from Anhui Professional Titles Reform Work Leading Group (安徽省職稱改革領導小組) in March 1999.

**Mr. Xun Liangbao (“Mr. Xun LB”)**, aged 48, was appointed as a Non-executive Director of our Company on 23 August 2019. Mr. Xun LB completed his studies specialised in public management (公共管理) from the Party School of Anhui Provincial Committee of the Communist Party of China (中共安徽省委黨校) in December 2007. He served as a deputy officer-in-charge (副主任) and officer-in-charge (主任) of the service center at the Anhui Bengbu Municipal People’s Government Office (安徽蚌埠市人民政府辦公室) from March 1993 to March 2018. He was employed as a vice general manager of the Bengbu Branch of Jiangsu Wan Rong Construction Technology Co., Ltd. (江蘇萬融工程科技有限公司蚌埠分公司) from March 2018 to December 2018. He has since then been a director of Jianzhong Construction Technology from December 2018 onwards.

He obtained the Certificate of Registered Constructor in Construction Works (建築工程註冊建造師證書) from the Anhui Provincial Department of Housing and Urban-Rural Development (安徽省住房和城鄉建設廳) in May 2010.

曾國華先生，52歲，於2019年8月23日獲委任為本公司非執行董事。曾先生於中國建築行業擁有逾24年經驗。曾先生於1995年5月進入安徽海螺水泥股份有限公司（一家股份於聯交所主板上市的公司（股份代號：914）），擔任(i)水泥工程技術部主管；(ii)工程技術部部長；及(iii)印尼區域管理委員會委員等若干職務。自2019年6月起，曾先生一直擔任安徽海螺創業投資（一名首次公開發售前投資者）總經理助理。

曾先生於1991年7月於中國長沙交通學院（現稱為長沙理工大學）完成港口及航道工程專業進修。

曾先生於1999年3月取得由安徽省職稱改革領導小組頒發的工民建工程師資格證書。

荀良寶先生（「荀良寶先生」），48歲，於2019年8月23日獲委任為本公司非執行董事。荀良寶先生於2007年12月畢業於中共安徽省委黨校公共管理專業。於1993年3月至2018年3月先後任安徽蚌埠市人民政府辦公室服務中心副主任及主任。於2018年3月至2018年12月任江蘇萬融工程科技有限公司蚌埠分公司副總經理。2018年12月至今任建中建設科技董事。

彼於2010年5月取得由安徽省住房和城鄉建設廳頒發的建築工程註冊建造師證書。

## Profile of Directors and Senior Management

### 董事及高級管理人員履歷

#### INDEPENDENT NON-EXECUTIVE DIRECTORS

**Mr. Sze Irons**, B.B.S., J.P., aged 58, was appointed to our Board on 18 February 2020 and does not hold any position with other members of our Group. Mr. Sze was appointed the Justice of the Peace in 2011 and was awarded the Bronze Bauhinia Star by the Hong Kong Government in 2015. He is currently the vice supervisor of the Committee of Human Resources and Environment of the National Committee of the Chinese People's Political Consultative Conference (中國人民政治協商會議全國委員會人口資源環境委員會副主任), an executive member of the Beijing Municipal Committee of the Chinese People's Political Consultative Conference (中國人民政治協商會議北京市委員會常務委員), as well as the Permanent Honorary President of the Chinese Manufacturers' Association of Hong Kong.

Mr. Sze has been a member of the HKSAR Election Committee since 2006; and is currently a member of the HKSAR Labour Advisory Board for 2019–2020.

Mr. Sze has been a director of Hang Tung Resources Holding Limited, a private company in Hong Kong, since March 1984. The company is principally engaged in property investment, import and export trading, provision of management services and shares investment. He is principally responsible for the day-to-day management of its business operations, as well as the overall strategic planning of the company.

Mr. Sze is currently an independent non-executive director of a number of listed companies on the Stock Exchange, including, (i) Best Mart 360 Holdings Limited (stock code: 2360), a company principally engaged in the operation of a leisure food retailer chain, from December 2018; (ii) ST International Holdings Company Limited (stock code: 8521), a provider of functional knitted fabrics, from April 2018; (iii) Chevalier International Holdings Limited (stock code: 25), a company principally engaged in the construction and property-related businesses, from November 2016; and (iv) Continental Holdings Limited (stock code: 513), a company principally engaged in the jewellery industry, from October 2008.

Mr. Sze was appointed as a non-executive director of two companies listed on the Stock Exchange, including, (i) China Weaving Materials Holdings Limited (stock code: 3778), a company principally engaged in the manufacturing of yarn products, from May 2011 to June 2019; and (ii) Bel Global Resources Holdings Limited (stock code: 761) since February 2017. The trading in the shares of Bel Global Resources Holdings Limited had been suspended since 4 July 2011 and the listing of the shares was cancelled by the Stock Exchange with effect from 24 August 2018.

Mr. Sze received his degree of bachelor of science from the University of Wisconsin — La Crosse in the USA in May 1985.

#### 獨立非執行董事

**施榮懷先生** (銅紫荊星章·太平紳士)，58歲，於2020年2月18日獲委任為董事會成員且於本集團其他成員公司並無擔任任何職位。施先生於2011年獲委任為太平紳士，並於2015年獲香港政府頒授銅紫荊星章。彼現為中國人民政治協商會議全國委員會人口資源環境委員會副主任、中國人民政治協商會議北京市委員會常務委員及香港中華廠商聯合會永遠名譽會長。

施先生自2006年起擔任香港特別行政區選舉委員會委員，現時亦是香港特別行政區勞工顧問委員會(2019年至2020年)委員。

施先生自1984年3月起一直擔任香港一間私人公司恒通資源集團有限公司的董事。該公司主要從事物業投資、進出口貿易、提供管理服務及股份投資。施先生主要負責該公司業務營運的日常管理及整體戰略規劃。

施先生現為多間聯交所上市公司的獨立非執行董事，包括(i)自2018年12月起於優品360控股有限公司(股份代號：2360)，一間主要從事休閒食品零售連鎖運營的公司；(ii)自2018年4月起於智紡國際控股有限公司(股份代號：8521)，一間功能性針織面料供應商；(iii)自2016年11月起於其士國際集團有限公司(股份代號：25)，一間主要從事建築及物業相關業務的公司；及(iv)自2008年10月起於恒和珠寶集團有限公司(股份代號：513)，一間主要從事珠寶行業的公司。

施先生獲委任為兩間聯交所上市公司的非執行董事，包括(i)於2011年5月至2019年6月擔任中國織材控股有限公司(股份代號：3778)非執行董事，該公司主要從事製造紗線產品；及(ii)自2017年2月起，擔任百營環球資源控股有限公司(股份代號：761)非執行董事。百營環球資源控股有限公司股份自2011年7月4日起暫停買賣且聯交所註銷其股份上市，自2018年8月24日起生效。

施先生於1985年5月獲美國威斯康辛大學拉克羅斯分校理學學士學位。

## Profile of Directors and Senior Management

### 董事及高級管理人員履歷

**Mr. Wong Kun Kau**, aged 59, was appointed to our Board on 18 February 2020 and does not hold any position with other members of our Group. He has over 27 years of experience in investment banking and corporate finance, and is the founder and has been the chief executive officer of Bull Capital Partners Limited, a fund management company specialising in direct investments in the greater China region, since May 2008. Mr. Wong also held several senior management positions with reputable financial institutions including BNP Paribas Capital (Asia Pacific) Limited from August 1992 to November 2007, where he left as the head of investment banking-Asia. He has been an independent non-executive director of REF Holdings Limited (stock code: 1631), a company principally engaged in financial printing services, since August 2015.

Within the three years prior to the date of this annual report, Mr. Wong was an independent non-executive director of a number of listed companies on the Stock Exchange, including (i) West China Cement Limited (stock code: 2233), a company principally engaged in the manufacturing and sales of cement and cement products, from July 2010 to May 2019; (ii) Sansheng Holdings (Group) Company Limited (stock code: 2183), a company principally engaged in property development and property investment, from August 2013 to May 2017; and (iii) China Shengmu Organic Milk Limited (stock code: 1432), a company principally engaged in dairy farming business and liquid milk business from June 2014 to June 2017. Mr. Wong had also been an independent non-executive director since May 2012, and the chairman of the audit committee of Anhui Conch Cement Company Limited (stock code: 914) since May 2013, until his retirement as an independent non-executive director in June 2016.

Mr. Wong received his bachelor's degree in social science from the University of Hong Kong in November 1982.

**Mr. Zhu Diwu**, aged 45, was appointed to our Board on 18 February 2020 and does not hold any position with other members of our Group. Since May 2017, he has been the co-founder, chairman and chief executive officer of Shanghai Aihui Health Technology Co., Ltd. (上海愛匯健康科技有限公司), a company principally engaged in the provision of information technology services to hospitals in the PRC since May 2017. He has also been a director of Inventio Capital Management (HK) Limited, a company principally engaged in asset management. Mr. Zhu has been mainly responsible for supervisory the overall management in the above two companies.

Mr. Zhu was employed at Deutsche Bank Group from July 2005 to November 2010, where he last served as a director, equities research analyst in the global markets division of the company. Subsequently, Mr. Zhu was employed by Beijing Gao Hua Securities Company Limited from November 2010 to May 2017 and served as a managing director in the global investment research division of the company.

**黃灌球先生**，59歲，於2020年2月18日獲委任為董事會成員且於本集團其他成員公司並無擔任任何職位。彼於投資銀行及企業融資方面擁有逾27年經驗，為雄牛資本有限公司（一間專門於大中華地區進行直接投資的基金管理公司）的創辦人及自2008年5月起擔任行政總裁。黃先生亦於多家知名金融機構擔任多個高級管理職位，包括於1992年8月至2007年11月任職於法國巴黎資本（亞太）有限公司，離職時擔任亞洲投資銀行主管。自2015年8月起，彼一直為REF Holdings Limited（股份代號：1631，一間主要從事金融印刷服務的公司）的獨立非執行董事。

於本年報日期前三年內，黃先生擔任聯交所多家上市公司獨立非執行董事，包括(i)於2010年7月至2019年5月於中國西部水泥有限公司（股份代號：2233），一間主要從事水泥及水泥產品的製造及銷售的公司；(ii)於2013年8月至2017年5月於三盛控股（集團）有限公司（股份代號：2183），一間主要從事房地產開發及投資的公司；及(iii)於2014年6月至2017年6月於中國聖牧有機奶業有限公司（股份代號：1432），一間主要從事奶牛養殖業務及液態奶業務的公司。黃先生自2012年5月起一直擔任安徽海螺水泥股份有限公司（股份代號：914）獨立非執行董事，並自2013年5月起擔任該公司審核委員會主席，直至彼於2016年6月退任獨立非執行董事。

黃先生於1982年11月獲香港大學社會科學學士學位。

**朱地武先生**，45歲，於2020年2月18日獲委任為董事會成員且於本集團其他成員公司並無擔任任何職位。自2017年5月起，彼為上海愛匯健康科技有限公司（一間自2017年5月起主要向中國醫院提供信息技術服務的公司）聯合創始人、董事長及行政總裁。彼亦擔任思博資產管理（香港）有限公司（一間主要從事資產管理的公司）董事。朱先生於上述兩間公司主要負責監督整體管理。

朱先生於2005年7月至2010年11月於德意志銀行集團任職，在該公司擔任的最後一個職務是全球市場部總監、股票研究分析師。之後，朱先生受僱於北京高華證券有限責任公司，在2010年11月至2017年5月擔任該公司全球投資研究部董事總經理。

## Profile of Directors and Senior Management

### 董事及高級管理人員履歷

Mr. Zhu completed the study and passed the examinations of the international MBA program co-developed by Fudan University and Massachusetts Institute of Technology in June 2003.

### SENIOR MANAGEMENT

**Mr. Ni Xingshou**, aged 52, is our assistant general manager. Since July 2015, he has been an assistant general manager of Jianzhong Construction Technology. He is primarily responsible for the co-management of our business operation.

Mr. Ni has over 30 years of experience in the PRC construction industry. He participated in the construction works and served as a quality control officer at Fujian Yongtai No. 3 Construction Engineering Company Limited (福建省永泰第三建築工程公司) from July 1986 to December 1995. He was then employed as a project production manager at Fujian Yongtai Construction Engineering Company Limited (福建省永泰建築工程公司) from January 1996 to December 2006. From January 2007 to June 2015, he was the production manager of the production department of Fujian Jianzhong Labour Engineering Co., Ltd.

Mr. Ni completed an online learning course of Wuhan Polytechnic University (武漢理工大學), the PRC in June 2006 and specialised his studies in civil engineering (土木工程專業).

Mr. Ni obtained qualification certificates as an engineer (工程師) specialising in industrial and civil engineering (工民建) from Fujian Province Human Resources Bureau (福建省人事廳) in June 2001 and as a Construction Engineering Works Grade II Constructor (建築工程二級建造師) from the Fujian Provincial Department of Housing and Urban-Rural Development (福建省住房和建設廳) in May 2013. He has also obtained the Certificate of Work Safety for Project In-charge Officer in Construction Enterprises (建築施工企業項目負責人安全生產考核合格證書) from Fuzhou Urban-Rural Construction Committee (福州市城鄉建設委員會) since March 2019.

**Mr. Shao Yonghui**, aged 53, is our chief engineer of our quality and safety department. He has been the chief engineer and general manager of the quality and safety department (質量安全部) of Jianzhong Construction Technology since October 2017. He is primarily responsible for the (i) liaison with governmental administrative units and departments in relation to construction works; and (ii) the quality and safety management of our Group.

朱先生於2003年6月完成學業並通過復旦大學與麻省理工學院聯合制定的國際工商管理碩士課程考試。

### 高級管理人員

**倪行壽先生**，52歲，為本公司副總經理。自2015年7月起，彼為建中建設科技副總經理。彼主要負責我們業務運營的聯合管理。

倪先生於中國建築行業擁有逾30年經驗。於1986年7月至1995年12月，彼從事建築工程及擔任福建省永泰第三建築工程公司質量控制專員。其後於1996年1月至2006年12月，彼擔任福建省永泰建築工程公司項目生產經理。於2007年1月至2015年6月，彼為福建建中勞務工程有限公司生產部經理。

倪先生於2006年6月完成中國武漢理工大學網絡學習課程，主修土木工程專業。

倪先生於2001年6月獲福建省人事廳頒發工民建工程師資質證書及於2013年5月獲福建省住房和建設廳頒發建築工程二級建造師資質證書。彼亦於2019年3月獲福州市城鄉建設委員會頒發建築施工企業項目負責人安全生產考核合格證書。

**邵永輝先生**，53歲，為本公司質量安全部的總工程師。彼自2017年10月起擔任建中建設科技質量安全部總工程師兼總經理。彼主要負責本集團(i)就建築工程與政府管理單位及部門聯絡；及(ii)質量及安全管理。



## Profile of Directors and Senior Management

### 董事及高級管理人員履歷

Mr. Shao has over 29 years of experience within the PRC construction industry, specializing in areas such as construction works technology, quality and safety management and construction project management. He was employed at the Fujian Economic and Technological Development Zone Construction Engineering Quality Supervision Branch (福州經濟技術開發區建設工程質量監督站) from September 1989 to October 2012, and was designated as (i) a civil engineering and municipal works supervisor (土建市政監督員); (ii) technical officer-in-charge (技術負責人); and (iii) head of branch during his period of employment. He was then employed as an engineering officer-in-charge at Lanzhou High-Tech Development Company Limited (蘭州高新開發建設有限公司) from November 2012 to June 2017.

Mr. Shao completed his studies specialised in industrial and civil construction (工業民用建築) at Open University of Fujian (福建廣播電視大學), the PRC in July 1989. He also completed an online learning course of Sichuan University (四川大學), the PRC in June 2005, specialising his study in civil engineering management (土木工程(管理)).

Mr. Shao obtained a qualification certificate as a senior engineer for construction technology and management (施工技術與管理高級工程師證書) from Fujian Province Human Resources and Social Security Bureau (福建省人力資源社會保障廳) in May 2007.

**Ms. Feng Rongmei**, aged 31, is our company secretary. She is primarily responsible for the administrative matters of the Board and financial management of our Group. Since August 2017, she was a secretary to the board of Jianzhong Construction Technology.

Ms. Feng has over 7 years of experience in finance and accounting. From July 2012 to July 2015, she was an audit staff in BDO China Shu Lun Pan Certified Public Accountants LLP Shenzhen Branch (立信會計師事務所(特殊普通合夥)深圳分所). From September 2015 to June 2017, she was a senior manager of Southwest Securities Company Limited (西南證券股份有限公司), a company which is listed in Shanghai Stock Exchange (SSE Stock code: 600369).

Ms. Feng obtained a bachelor degree in management from Guangxi University of Finance and Economics (廣西財經學院), the PRC in July 2012 and majoring her studies in accountancy (會計學專業), minoring in law (法學專業).

Ms. Feng has been registered as a non-practising member of the Shenzhen Association of Registered Accountants (深圳市註冊會計師協會) since August 2015.

邵先生於中國建築行業擁有逾29年經驗，專業從事建築工程技術、質量安全管理及建築工程管理。於1989年9月至2012年10月，彼任職於福州經濟技術開發區建設工程質量監督站，其後於任職期間調任為(i)土建市政監督員；(ii)技術負責人；及(iii)站長。其後於2012年11月至2017年6月，彼於蘭州高新開發建設有限公司擔任工程負責人。

邵先生於1989年7月於中國福建廣播電視大學完成工業民用建築專業學習。彼亦於2005年6月於中國四川大學完成土木工程(管理)專業網絡學習課程。

邵先生於2007年5月取得福建省人力資源社會保障廳頒發的施工技術與管理高級工程師證書。

**奉榮美女士**，31歲，為本公司公司秘書。彼主要負責董事會行政事宜及本集團財務管理。自2017年8月以來，彼為建中建設科技董事會秘書。

奉女士在財務及會計方面擁有逾7年經驗。自2012年7月至2015年7月，彼為立信會計師事務所(特殊普通合夥)深圳分所的審計員。自2015年9月至2017年6月，彼為西南證券股份有限公司(於上海證券交易所上市(上交所證券代碼：600369))的高級經理。

奉女士於2012年7月取得中國廣西財經學院管理學士學位，主修會計學專業，輔修法學專業。

奉女士自2015年8月起成為深圳市註冊會計師協會非執業會員。

## Profile of Directors and Senior Management

### 董事及高級管理人員履歷

**Mr. Ma Chun Kei**, aged 41, is our chief financial officer. He is primarily responsible for the financial management of our Group. Since August 2019, he was a chief financial officer of Jianzhong Construction Technology.

Mr. Ma has over 15 years of experience in accounting. From August 2002 to December 2003, he joined KLL Associates CPA Limited as audit junior and subsequently promoted to audit assistant. Thereafter, he joined KPMG in December 2003. During his time at KPMG, he held various positions and last held the position of a senior manager in the audit department until his departure in August 2015. From September 2015 to September 2017, he was a chief financial officer and company secretary of CT Environmental Group Limited (中滔環保集團有限公司), a company which is listed on the Stock Exchange (stock code: 1363).

Mr. Ma is a member of the Committee of Chinese People's Political Consultative Conference (Zengcheng District of Guangzhou, the PRC) (中國人民政治協商會廣州市增城區委員會).

Mr. Ma obtained a degree of bachelor of arts in accountancy from The Hong Kong Polytechnic University in November 2002. Mr. Ma completed the examinations of Association of Chartered Certified Accountants and became an affiliate member in August 2003. He was admitted as a member of the Association of Chartered Certified Accountants on 28 February 2007; and has been registered as a certified public accountant by the Hong Kong Institute of Certified Public Accountants since January 2008.

**Mr. Chan Sun Kwong**, aged 53, joined the Company as company secretary on 23 August 2019. He assists Ms. Feng Rongmei and is responsible for corporate secretarial matters of our Group.

Mr. Chan obtained a diploma of business administration from the Hong Kong Shue Yan College (now known as Hong Kong Shue Yan University) in July 1990. He has been registered as a fellow member of the Hong Kong Institute of Chartered Secretaries since February 2008, the Institute of Chartered Secretaries and Administrators in the United Kingdom since February 2008, the Institute of Chartered Accountants in England and Wales since July 2017, the Association of Chartered Certified Accountants in the United Kingdom since October 1996 and the Hong Kong Institute of Certified Public Accountants since March 2000. Mr. Chan has also been a mediator of The Hong Kong Mediation Centre since November 2010.

**馬濬琦先生**，41歲，為本公司財務總監。彼主要負責本集團的財務管理。自2019年8月起，彼擔任建中建設科技財務總監。

馬先生有逾15年的會計經驗。自2002年8月至2003年12月，彼加入KLL Associates CPA Limited時擔任初級審計師一職，之後晉升為審計助理。之後，彼於2003年12月加入畢馬威會計師事務所。在畢馬威會計師事務所任職期間，彼曾出任多個職位，最後擔任審計部高級經理一職，直至2015年8月離職。自2015年9月至2017年9月，彼任中滔環保集團有限公司（一間在聯交所上市的公司，股份代號：1363）財務總監兼公司秘書。

馬先生為中國人民政治協商會廣州市增城區委員會委員。

馬先生於2002年11月取得香港理工大學會計學文學學士學位。馬先生於2003年8月通過英國特許公認會計師公會考試並成為公會之附屬會員。彼於2007年2月28日獲認可為特許公認會計師公會會員；及自2008年1月起註冊為香港會計師公會執業會計師。

**陳晨光先生**，53歲，於2019年8月23日加入本公司，擔任公司秘書。陳先生須協助奉榮美女士工作並負責本集團與公司秘書相關的事務。

陳先生於1990年7月取得香港樹仁學院（現稱為香港樹仁大學）工商管理學文憑。彼自2008年2月起註冊為香港特許秘書公會、自2008年2月起為英國特許秘書及行政人員公會、自2017年7月起為英格蘭及威爾斯特許會計師公會、自1996年10月起為英國特許公認會計師公會資深會員及自2000年3月起為香港會計師公會資深會員。陳先生自2010年11月起亦為香港和解中心和解員。

## Profile of Directors and Senior Management

### 董事及高級管理人員履歷

Mr. Chan has over 25 years of experience in accounting, auditing, banking and company secretarial fields. For the period from January 1992 to March 1998, Mr. Chan had served in UDL Management Limited and his last position was a financial controller. He had also served as company secretary of UDL Holdings Limited (now known as DTXS Silk Road Investment Holdings Company Limited) (stock code: 620) from January 1992 to September 1997 and as company secretary of KEL Holdings Limited (now known as Chinese People Holdings Company Limited) (stock code: 681) from March 1997 to September 1997. He has been the sole proprietor of Ken Chan & Co. Certified Public Accountants, since July 1998. He had also served as company secretary of Ming Hing Holdings Limited (now known as Peace Map Holding Limited) (stock code: 402) from November 2005 to October 2006 and company secretary of Powerwell Pacific Holdings Limited (now known as China Trustful Group Limited) (stock code: 8265) from December 2010 to September 2014. He had been the company secretary and an executive director of Sam Woo Holdings Limited (now known as Hong Kong Chaoshang Group Limited) (stock code: 2322) from March 2003 to June 2011. Mr. Chan had served as an independent non-executive director of Pak Tak International Limited (stock code: 2668) from December 2014 to August 2016.

Mr. Chan currently holds the following positions in other companies listed on the Stock Exchange as follows:

陳先生於會計、審計、銀行及公司秘書領域擁有逾25年經驗。1992年1月至1998年3月，陳先生於太元管理有限公司任職，於離職前擔任財務總監。1992年1月至1997年9月，彼亦擔任太元集團有限公司（現稱為大唐西市絲路投資控股有限公司，股份代號：620）公司秘書，及於1997年3月至1997年9月，彼擔任基電控股有限公司（現稱為中民控股有限公司，股份代號：681）公司秘書。彼於1998年7月成為陳晨光會計師事務所之獨資經營者。2005年11月至2006年10月，彼亦為明興控股有限公司（現稱為天下圖控股有限公司，股份代號：402）公司秘書。2010年12月至2014年9月，彼為宏峰太平洋集團有限公司（現稱為中國之信集團有限公司，股份代號：8265）公司秘書。2003年3月至2011年6月，彼為三和集團有限公司（現稱為香港潮商集團有限公司，股份代號：2322）公司秘書及執行董事。2014年12月至2016年8月，彼擔任百德國際有限公司（股份代號：2668）獨立非執行董事。

陳先生現時於聯交所上市之其他公司擔任下列職務：

Name of Company 公司名稱	Stock Code 股份代號	Position Currently Held by Mr. Chan 陳先生現時擔任之職務	Period of Services 任職期限
Altus Holdings Limited 浩德控股有限公司	8149	Independent non-executive director 獨立非執行董事	From September 2016 till present 2016年9月至今
Sam Woo Construction Group Limited 三和建築集團有限公司	3822	Company secretary 公司秘書	From January 2013 till present 2013年1月至今
KPa-BM Holdings Limited 應力控股有限公司	2663	Company secretary 公司秘書	From June 2015 till Present 2015年6月至今
M&L Holdings Group Limited 明樑控股集團有限公司	8152	Joint Company Secretary 聯席公司秘書	From June 2017 till Present 2017年6月至今
Universe Printshop Holdings Limited 環球印館控股有限公司	8448	Company Secretary 公司秘書	From June 2017 till Present 2017年6月至今

# CORPORATE GOVERNANCE REPORT

## 企業管治報告

The Board hereby presents to the shareholders the corporate governance report of the Group for the year ended 31 December 2019.

### CORPORATE GOVERNANCE PRACTICES

As the Company was not yet listed on the Main Board of the Stock Exchange until the Listing Date, the Corporate Governance Code (the “**Corporate Governance Code**”) contained in Appendix 14 to the Rules (the “**Listing Rules**”) Governing the Listing of Securities on the Stock Exchange was not applicable to the Company during the year ended 31 December 2019. The Board has reviewed the Company’s corporate governance practices and is satisfied that the Company has complied with the code provisions set out in the Corporate Governance Code throughout the period from the Listing Date to the date of this annual report, except for the deviation as mention below.

### CHAIRMAN AND CHIEF EXECUTIVE OFFICER

Code Provision A.2.1 of the Corporate Governance Code stipulates that the roles of chairman and chief executive officer should be separate and should not be performed by the same individual. Mr. Xun MH currently holds both positions. Mr. Xun MH is the founder of the Group. He has diversified knowledge and experience in the construction industry as well as a variety of business connection with a network of reputable construction enterprises and contractors in Fujian. The Board believes that vesting the roles of both Chairman of the Board and chief executive officer in the same person will provide strong and consistent leadership to the Company and allow the Company to be more effective and efficient in developing long term business strategies and execution of business plans that are in the best interests of the Company.

In addition, as all major decisions are made in consultation with members of the Board and relevant Board committees, and there are three independent non-executive Directors offering independent perspectives, the Board is of the view that there are adequate safeguards in place to ensure sufficient balance of powers within the Board.

The Board will continue to regularly review and monitor its corporate governance practices to ensure compliance with the Corporate Governance Code, and maintain a high standard of corporate governance practices of the Company.

董事會謹此向股東提呈本集團截至2019年12月31日止年度的企業管治報告。

### 企業管治常規

由於本公司直至上市日期方於聯交所主板上市，故於截至2019年12月31日止年度的聯交所證券上市規則（「**上市規則**」）附錄十四所載之企業管治守則（「**企業管治守則**」）並不適用於本公司。董事會已審閱本公司之企業管治常規，並且信納本公司於上市日期至本年報日期期間一直遵守企業管治守則之守則條文，惟下文所述偏離者除外。

### 主席及行政總裁

企業管治守則之守則條文第A.2.1條規定主席與行政總裁的角色應有區分，並不應由一人同時兼任。荀名紅先生目前兼任該兩個職位。荀名紅先生為本集團的創始人。彼在建築行業擁有多元化知識及經驗，並於福建省知名建築企業及承包商關係網中擁有大量業務聯繫。董事會相信，由一人兼任董事會主席與行政總裁角色將為本公司提供強大一致的領導，並可讓本公司更有效及高效地制定長遠業務策略以及執行業務計劃，符合本公司之最佳利益。

此外，鑒於所有主要決定均與董事會及相關董事委員會成員磋商後作出，且三名獨立非執行董事可提供獨立意見，董事會認為已作出充分保障確保董事會的權力足夠平衡。

董事會將繼續定期審閱及監管企業管治常規，確保本公司遵守企業管治守則及維持本公司的高標準企業管治常規。

#### MODEL CODE FOR SECURITIES TRANSACTION BY DIRECTORS

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers set out in Appendix 10 to the Listing Rules (the “**Model Code**”) as its own code of conduct governing securities transactions by the Directors. Upon enquiry by the Company, all Directors have confirmed that they have complied with the required dealing standards set out in the Model Code throughout the period from the Listing Date to the date of this annual report.

#### BOARD OF DIRECTORS

The key responsibilities of the Board include formulation of the Group’s overall strategies, the setting of management targets and supervision of management performance. Some functions including the monitoring and approval of material transactions, matters involving a conflict of interest for a substantial shareholder or Director of the Company, the approval of interim and annual results, declaration of interim dividends and proposal of final dividends and other disclosures to the public or regulators are reserved by the Board for consideration and approval. Matters not specifically reserved to the Board and necessary for the daily management and operation of the Company are delegated to the executive Directors and the management of the Company.

#### Composition

The Board of Directors consists of three Executive Directors, three Non-executive Directors and three Independent Non-executive Directors. A list of Directors and their respective biographies are set out in the section “Profile of Directors and Senior Management” in this annual report.

In compliance with the requirements set out in Rule 3.10(2) of the Listing Rules, the Board consists of three Independent Non-executive Directors, one of them, namely Mr. Wong Kun Kau, possesses of appropriate professional qualifications or accounting or related financial management expertise. After the Listing and up to the date of this report, the number of Independent Non-executive Directors represents at least one-third of the Board which is in compliance with Rule 3.10A. As such, the Company believes that there is a sufficient independence element in the Board to safeguard the interests of the shareholders of the Company.

#### 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所載上市發行人董事進行證券交易的標準守則(「標準守則」)，作為其自身規管董事進行證券交易的行為守則。經本公司查詢後，全體董事均確認彼等已於上市日期至本年報日期期間遵守標準守則所載的交易必守標準。

#### 董事會

董事會的主要職責包括制訂本集團的整體策略、訂立管理目標，以及監察管理層的表現。若干職能留待董事會審議及批准，包括監察及批准重大交易、涉及本公司主要股東或董事的利益衝突事項、批准中期及全年業績、宣派中期股息及建議派發末期股息、以及向公眾或監管機關作其他披露。並非指定由董事會決定且屬本公司日常管理及營運所須進行的事宜，則授權執行董事及本公司管理層處理。

#### 組成

董事會包括三名執行董事、三名非執行董事，及三名獨立非執行董事。董事名單及彼等各自的履歷載於本年報「董事及高級管理人員履歷」一節。

為符合上市規則第3.10(2)條之規定，董事會包括三名獨立非執行董事，彼等其中一人(即黃灌球先生)具備適當之專業資格，或會計或財務管理相關的專長。於上市後及直至本報告日期，獨立非執行董事人數至少佔董事會成員人數的三分之一，符合第3.10A條的規定。因此，本公司相信董事會具備足夠獨立性以保障本公司股東的利益。

## Corporate Governance Report

### 企業管治報告

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

### Non-executive Directors

The Company has signed a letter of appointment with each of the Independent Non-executive Directors. The commencement date of each of the service agreement is 18 February 2020, for an initial term of three years. Each of the Independent Non-executive Directors has made an annual confirmation of independence pursuant to Rule 3.13 of the Listing Rules. The Company is of the view that all Independent Non-executive Directors meet the independence guidelines set out in Rule 3.13 of the Listing Rules and are independent in accordance with the terms of the guidelines. The Company has also signed a service agreement with each of the Non-executive Directors on 23 August 2019, for an initial term of three years.

### Meetings and Attendance

The individual attendance records of each Director at the Board and Committees' meetings held up to the date of this annual report are set out in the table below:

		Board Meeting 董事會會議	Audit Committee Meeting 審核委員會會議	Nomination Committee Meeting 提名委員會會議	Remuneration Committee Meeting 薪酬委員會會議	Annual General Meeting 股東週年大會	Extraordinary General Meeting 股東特別大會
<b>Executive Directors</b>	<b>執行董事</b>						
Mr. Xun Minghong <sup>(1)</sup>	荀名紅先生 <sup>(1)</sup>	1/1	N/A 不適用	1/1	N/A <sup>(5)</sup> 不適用 <sup>(5)</sup>	N/A <sup>(5)</sup> 不適用 <sup>(5)</sup>	N/A <sup>(5)</sup> 不適用 <sup>(5)</sup>
Mr. He Wenlin	何文林先生	1/1	N/A 不適用	N/A 不適用	N/A <sup>(5)</sup> 不適用 <sup>(5)</sup>	N/A <sup>(5)</sup> 不適用 <sup>(5)</sup>	N/A <sup>(5)</sup> 不適用 <sup>(5)</sup>
Ms. Zheng Ping	鄭萍女士	1/1	N/A 不適用	N/A 不適用	N/A <sup>(5)</sup> 不適用 <sup>(5)</sup>	N/A <sup>(5)</sup> 不適用 <sup>(5)</sup>	N/A <sup>(5)</sup> 不適用 <sup>(5)</sup>
<b>Non-executive Directors</b>	<b>非執行董事</b>						
Mr. Yang Kaifa	楊開發先生	1/1	N/A 不適用	N/A 不適用	N/A <sup>(5)</sup> 不適用 <sup>(5)</sup>	N/A <sup>(5)</sup> 不適用 <sup>(5)</sup>	N/A <sup>(5)</sup> 不適用 <sup>(5)</sup>
Mr. Zeng Guohua	曾國華先生	1/1	N/A 不適用	N/A 不適用	N/A <sup>(5)</sup> 不適用 <sup>(5)</sup>	N/A <sup>(5)</sup> 不適用 <sup>(5)</sup>	N/A <sup>(5)</sup> 不適用 <sup>(5)</sup>
Mr. Xun Liangbao	荀良寶先生	1/1	N/A 不適用	N/A 不適用	N/A <sup>(5)</sup> 不適用 <sup>(5)</sup>	N/A <sup>(5)</sup> 不適用 <sup>(5)</sup>	N/A <sup>(5)</sup> 不適用 <sup>(5)</sup>
<b>Independent Non-executive Directors</b>	<b>獨立非執行董事</b>						
Mr. Sze Irons <sup>(3)</sup>	施榮懷先生 <sup>(3)</sup>	1/1	1/1	1/1	N/A <sup>(5)</sup> 不適用 <sup>(5)</sup>	N/A <sup>(5)</sup> 不適用 <sup>(5)</sup>	N/A <sup>(5)</sup> 不適用 <sup>(5)</sup>
Mr. Wong Kun Kau <sup>(2)</sup>	黃灌球先生 <sup>(2)</sup>	1/1	1/1	1/1	N/A <sup>(5)</sup> 不適用 <sup>(5)</sup>	N/A <sup>(5)</sup> 不適用 <sup>(5)</sup>	N/A <sup>(5)</sup> 不適用 <sup>(5)</sup>
Mr. Zhu Diwu <sup>(4)</sup>	朱地武先生 <sup>(4)</sup>	1/1	1/1	1/1	N/A <sup>(5)</sup> 不適用 <sup>(5)</sup>	N/A <sup>(5)</sup> 不適用 <sup>(5)</sup>	N/A <sup>(5)</sup> 不適用 <sup>(5)</sup>

- Chairman of the Board
- Chairman of the Audit Committee
- Chairman of the Nomination Committee
- Chairman of the Remuneration Committee
- Due to the fact that the Shares were listed on 18 March 2020, no Remuneration Committee meeting, annual general meeting or extraordinary general meeting had been held. These meetings will be held in 2020 accordingly.

根據本公司組織章程細則(「細則」)第108(a)條，三分之一董事須於每次股東週年大會上輪值退任，而每名董事須至少每3年輪值退任一次。退任董事有資格膺選連任。

### 非執行董事

本公司已與各獨立非執行董事簽訂委任函。每份服務協議的生效日期為2020年2月18日，初步為期三年。各獨立非執行董事根據上市規則第3.13條每年確認獨立性。本公司認為，所有獨立非執行董事均符合上市規則第3.13條所載的獨立指引，並且根據指引的條款各為獨立。本公司亦與各非執行董事於2019年8月23日簽訂初步為期三年的服務協議。

### 會議及出席情況

各董事於截至本年報日期舉行的董事會及委員會會議的個人出席記錄載於下表：

- 董事會主席
- 審核委員會主席
- 提名委員會主席
- 薪酬委員會主席
- 由於股份於2020年3月18日才上市，故尚未舉行薪酬委員會會議、股東週年大會或股東特別大會。該等會議將於2020年相應舉行。

## Corporate Governance Report

### 企業管治報告

In respect of code provision A.2.7 of the Corporate Governance Code, the Chairman of the Board should at least annually hold meetings with the non-executive Directors (including Independent Non-executive Directors) without the presence of the Executive Directors.

As the Company had not been listed on the Stock Exchange during the year ended 31 December 2019, no such separate meeting between the Chairman of the Board and the non-executive Directors (including Independent Non-executive Directors) was held in 2019. Such separate meeting will be arranged during the period from the Listing Date to the year end of 31 December 2020.

### Directors' Training and Professional Development

In compliance with the code provision A.6.5 of the Corporate Governance Code, all Directors shall participate in continuous professional development to develop and refresh their knowledge and skill to ensure that they obtain the updated and relevant information regarding to the Listing Rules and other applicable regulatory requirements. Prior to the Listing, each of the Directors have attended the training courses conducted by the legal adviser of the Company. The content of such training related to the duties of directors and on-going obligations of listed companies.

### Board Diversity Policy

The Company has adopted the board diversity policy which sets out the approach to achieve diversity on the Board in order to enhance the quality of its performance. The board diversity policy provides that the Company should endeavour to ensure that our Board members have the appropriate balance of skills, experience and diversity of perspectives that are required to support the execution of its business strategy.

Pursuant to the board diversity policy, we seek to achieve Board diversity through the consideration of a number of factors, including but not limited to professional experience, skills, knowledge, gender, age, cultural and education background, ethnicity and length of service. The existing members of the Board were appointed after taking into account the aforesaid factors.

The effective implementation of the board diversity policy requires that our Shareholders are able to judge for themselves whether the Board as constituted is a reflection of diversity, or a gradual move to increased diversity, on a scale and at a speed which they support. To this end, our Shareholders will be provided with detailed information of each candidate for appointment or re-election to the Board through announcements and circulars published prior to general meetings of the Company.

The Nomination Committee will review the board diversity policy from time to time to ensure its continued effectiveness.

根據企業管治守則的守則條文第A.2.7條，董事會主席應至少每年與非執行董事（包括獨立非執行董事）舉行一次執行董事不在場之會議。

由於本公司於截至2019年12月31日止年度尚未在聯交所上市，董事會主席與非執行董事（包括獨立非執行董事）於2019年並未舉行有關單獨會議。有關單獨會議將於上市日期至2020年12月31日年末期間安排舉行。

### 董事的培訓及專業發展

根據企業管治守則的守則條文第A.6.5條，全體董事須參與持續專業發展，發展及更新知識及技能，以確保彼等獲得有關上市規則及其他適用監管規定的最新及相關資料。本公司上市前，各董事均已參加本公司法律顧問所開展的培訓課程，該培訓的內容涉及董事職責及上市公司的持續義務。

### 董事會多元化政策

為提高董事會表現質素，本公司已採納董事會多元化政策，當中載有實現董事會多元化的方針。董事會多元化政策規定，本公司應致力確保董事會成員在支持其業務策略執行所需的技能、經驗及多元化視角方面達到適當平衡。

根據董事會多元化政策，我們旨在透過考慮多個因素（包括但不限於專業經驗、技能、知識、性別、年齡、文化及教育背景、種族及服務年限）實現董事會多元化。董事會現有成員乃經考慮上述因素後獲委任。

董事會多元化政策的有效實施要求股東能自行判斷董事會的人員構成是否反映多元性，或已按彼等所認同的規模及速度，逐漸趨於多元化。為達致此目的，本公司將於股東大會前刊發公告及通函向股東提供有關獲委任或膺選連任董事候選人的詳細資料。

提名委員會將不時審閱董事會多元化政策以確保其持續有效。

## Corporate Governance Report

### 企業管治報告

#### BOARD COMMITTEES

##### Audit Committee

The Company has established an Audit Committee on 18 February 2020 with written terms of reference in compliance with the Corporate Governance Code as set out in Appendix 14 to the Listing Rules. The primary duties of the Audit Committee include, but are not limited to, (i) assisting our Board by providing an independent view of the effectiveness of the financial reporting process, internal control and risk management systems of our Group; (ii) overseeing the audit process and performing other duties and responsibilities as assigned by our Board; (iii) developing and reviewing our policies and practices on corporate governance; (iv) making recommendations to our Board; and (v) ensuring that good corporate governance practices and procedures are established. The Audit Committee consists of three members, Mr. Wong Kun Kau, Mr. Zhu Diwu and Mr. Sze Irons B.B.S., JP. Mr. Wong Kun Kau is the chairman of the Audit Committee.

The Audit Committee held one committee meeting between the Listing Date and the date of this annual report with external auditor without the presence of the executive Directors to discuss the results and findings in connection to the audit of the Company's consolidated financial statements for the year ended 31 December 2019.

##### Remuneration Committee

The Company has established a Remuneration Committee on 18 February 2020 with written terms of reference in compliance with the Corporate Governance Code as set out in Appendix 14 to the Listing Rules. The primary duties of the Remuneration Committee are to make recommendations to our Board on the overall remuneration policy and structure relating to all Directors and senior management of our Group, review performance based remuneration and ensure none of our Directors determine their own remuneration. The Remuneration Committee consists of four members, namely Mr. Zhu Diwu, Mr. Wong Kun Kau, Mr. Sze Irons B.B.S., JP and Mr. Xun MH. Mr. Zhu Diwu is the chairman of the Remuneration Committee.

##### 董事委員會 審核委員會

本公司已根據上市規則附錄十四所載的企業管治守則於2020年2月18日成立審核委員會，並以書面方式界定其職權範圍。審核委員會的主要職責包括但不限於(i)協助董事會就本集團的財務申報流程、內部控制及風險管理體系的有效性提供獨立意見；(ii)監察審核流程及履行董事會指派的其他職責職務；(iii)制訂及審閱企業管治相關政策及常規；(iv)向董事會提供推薦意見；及(v)確保建立良好的企業管治常規及流程。審核委員會由三位成員組成，包括黃灌球先生、朱地武先生及施榮懷先生（銅紫荊星章，太平紳士）。黃灌球先生為審核委員會主席。

審核委員會於上市日期至本年報日期期間與外部核數師舉行了一次委員會會議，在執行董事不在場時討論本公司截至2019年12月31日止年度的綜合財務報表的審核結果及發現。

##### 薪酬委員會

本公司已根據上市規則附錄十四所載的企業管治守則於2020年2月18日成立薪酬委員會，並以書面方式界定其職權範圍。薪酬委員會的主要職責為就本集團所有董事及高級管理人員的整體薪酬政策及架構向董事會提供建議，檢討按表現釐定的薪酬，以及確保董事並無釐定本身的薪酬。薪酬委員會由四名成員組成，即朱地武先生、黃灌球先生、施榮懷先生（銅紫荊星章，太平紳士）及荀名紅先生。朱地武先生為薪酬委員會主席。



## Corporate Governance Report

### 企業管治報告

#### Nomination Committee

The Company has established a Nomination Committee on 18 February 2020 with written terms of reference in compliance with the Corporate Governance Code as set out in Appendix 14 to the Listing Rules. The primary duties of the Nomination Committee are to make recommendations to our Board on the appointment of Directors and the management of our Board succession, by considering the factors below, among others:

- a) mix of Board members that promotes diversity of background and experience on the Board, taking into account the business model of the Company and any specific needs;
- b) educational background and competency;
- c) age of potential/existing Director;
- d) independence of potential/existing Board members;
- e) business, technical, or specialised skills and experience of potential/existing Board members;
- f) ability, time, commitment and willingness of a new member to serve and an existing member to continue service; and
- g) specific value a potential/existing Board member can add to the Board.

The Nomination Committee consists of four members, namely Mr. Sze Irons B.B.S., JP, Mr. Wong Kun Kau, Mr. Zhu Diwu and Mr. Xun MH. Mr. Sze Irons B.B.S., JP is the chairman of the Nomination Committee. The Nomination Committee shall report back to the Board and keep the Board fully informed of its decisions and recommendations, unless prohibited by applicable laws and regulations.

The Nomination Committee held one committee meeting between the Listing Date and the date of this annual report to propose re-election of retiring Directors in the forthcoming annual general meeting.

#### 提名委員會

本公司已根據上市規則附錄十四所載的企業管治守則於2020年2月18日成立提名委員會，並以書面方式界定其職權範圍。提名委員會主要職責為通過考慮以下因素(其中包括)就委任董事及管理董事會的繼任事宜向董事會提供建議：

- a) 考慮本公司的業務模式及任何具體需要，委任不同背景與經驗的人士出任董事會成員，使董事會成員的組成更趨多元化；
- b) 教育背景及能力；
- c) 擬任／現任董事的年齡；
- d) 擬任／現任董事會成員的獨立性；
- e) 擬任／現任董事會成員的業務、技術或專業技能和經驗；
- f) 新任及現任成員的工作能力、付出的時間、承諾和其是否願意繼任的意願；及
- g) 個別擬任／現任董事會成員能如何為董事會增值。

提名委員會由四名成員組成，即施榮懷先生(銅紫荊星章，太平紳士)、黃灌球先生、朱地武先生及苟名紅先生。施榮懷先生(銅紫荊星章，太平紳士)為提名委員會主席。提名委員會須向董事會匯報，並使董事會完全知悉其決策及建議，惟適用法律及法規禁止則除外。

提名委員會於上市日期至本年報日期期間舉行了一次委員會會議，以建議於應屆股東週年大會中重選退任董事。

## Corporate Governance Report

### 企業管治報告

#### Risk Management Review Committee

The Company has established a risk management review committee in August 2019 with written terms of reference. The members of the risk management review committee are Mr. Xun MH., Mr. Wong Kun Kau, Mr. Xun LB and Mr. Ma Chun Kei. Mr. Xun MH is the chairman of the risk management review committee.

Its major functions include, (a) ensuring our Group's internal control function in respect of budgeting to be adequately resourced; (b) reviewing and monitoring the cash budget prepared by our Group's management; (c) ensuring the client acceptance procedures are appropriately adopted to reduce potential credit risk; (d) reviewing the ageing analysis of trade and bills receivables, and ensuring appropriate procedures are adopted to collect the overdue receivables; (e) ensuring we have adequate financial resources to fulfill the capital requirement of any tender with acceptable profit margin to us; and (f) monitoring the related party transactions to ensure these transactions to be conducted on normal commercial terms.

To carry out these functions, the risk management review committee is responsible for conducting monthly review and quarterly meeting, and discussing with the Executive Directors for any significant issues identified.

#### 風險管理審核委員會

本公司已於2019年8月成立風險管理審核委員會，並以書面方式界定其職權範圍。風險管理審核委員會成員為苟名紅先生、黃灌球先生、苟良寶先生及馬濬琦先生。苟名紅先生為風險管理審核委員會主席。

其主要職能包括：(a)確保本集團就預算資源充足的內部控制職能；(b)審閱及監督本集團管理層編製的現金預算；(c)確保合理採納客戶接納程序以降低潛在信貸風險；(d)審閱貿易應收款項及應收票據的賬齡分析及確保採納適當的程序以收回逾期應收款項；(e)確保有充足的財務資源以滿足對我們而言利率可接受的任何招標的資本要求；及(f)監管關聯方交易以確保該等交易均按正常商業條款進行。

為執行該等職能，風險管理評審委員會負責進行月度審閱及舉行季度會議並就識別的任何重大問題與執行董事進行討論。

## Corporate Governance Report

### 企業管治報告

#### INDEPENDENT AUDITOR'S REMUNERATION

The remuneration for the audit and non-audit services provided by the auditors to the Group during the year ended 31 December 2019 was approximately as follows:

Type of services 服務類型		RMB'000 人民幣千元
Annual audit services for the year ended 31 December 2019	截至2019年12月31日止 年度的年度審計服務	1,330
Reporting accountants services for the Listing	上市申報會計師服務	4,185
Internal control review for the Listing	上市內部監控審閱	610
		6,125

#### DIVIDEND POLICY

The Company may declare dividends in the future after taking into account the results of operations, earnings, capital requirements, general financial condition, and other factors as our Directors may deem relevant at such time. The declaration of dividends is subject to the discretion of our Directors and the approval of our Shareholders (except for interim dividends) as may be necessary. Any declaration and payment as well as the amount of dividends will be subject to the applicable requirements of the Articles and the Companies Law of the Cayman Islands.

#### DIRECTORS' RESPONSIBILITY IN RESPECT OF THE FINANCIAL STATEMENT

The Directors acknowledge their responsibility for preparing the financial statements of the Company for the year ended 31 December 2019, and are not aware of any material uncertainties relating to events or conditions that may cast significant doubt upon the Company's ability to continue as a going concern.

The statement of the Independent Auditor about their reporting responsibilities on the financial statements is set out in the section headed "Independent Auditor's Report".

#### COMPANY SECRETARY

The joint company secretary of the Company, Ms. Feng Rongmei and Mr. Chan Sun Kwong, undertook no less than 15 hours of relevant professional training as required under Rule 3.29 of the Listing Rules. Their biographies are set out in the section "Profile of Directors and Senior Management" of this annual report.

Ms. Feng Rongmei is an employee of the Group while Mr. Chan Sun Kwong is an external service provider. The primary contacts of Mr. Chan Sun Kwong with the Company are Ms. Feng Rongmei and Mr. Ma Chun Kei.

#### 獨立核數師薪酬

於截至2019年12月31日止年度，核數師向本集團提供的審核及非審核服務之薪酬概約如下：

#### 股息政策

本公司日後可能在考慮經營業績、盈利、資本需求、整體財務狀況及董事認為於有關時間可能相關的其他因素後宣派股息。股息的宣派有待董事酌情考慮及股東批准(倘需要)(中期股息除外)。股息的宣派、支付及金額須遵守細則適用規定及開曼群島公司法的規定。

#### 董事對財務報表的責任

董事確認彼等對編製本公司截至2019年12月31日止年度的財務報表負責，並不知悉現時有任何事項或情況存在重大不明朗因素，可能導致嚴重質疑本公司持續經營的能力。

獨立核數師有關其對財務報表申報責任的聲明載於「獨立核數師報告」一節。

#### 公司秘書

本公司之聯席公司秘書奉榮美女士及陳晨光先生已遵守上市規則第3.29條項下至少15個小時的相關專業培訓規定。彼等之履歷詳情載於本年報「董事及高級管理人員履歷」一節。

奉榮美女士為本集團之僱員，而陳晨光先生為外部服務提供商。陳晨光先生與本公司的主要聯絡人為奉榮美女士及馬濬琦先生。

## COMMUNICATION WITH SHAREHOLDERS AND SHAREHOLDERS' RIGHTS

The Company aims to, via its corporate governance structure, provide all its shareholders an equal opportunity to exercise their rights in an informed manner and allow all shareholders to engage actively with the Company. Under the Articles, the shareholder communication policy and other relevant internal procedures of the Company, the shareholders of the Company enjoy, among others, the following rights:

### (i) Participation at general meetings

The general meetings of the Company provide an opportunity for direct communication between the Board and the shareholders. The Company encourages the participation of the shareholders through annual general meetings and other general meetings where the shareholders meet and exchange views with the Board, and to exercise their right to vote at meetings. The Company shall arrange notices of meetings and circulars containing details on proposed resolutions to be sent to the shareholders no less than 21 days before the meeting. At general meetings, separate resolutions are proposed on each substantial issue, including the election of individual Directors.

### (ii) Enquiries and proposals to the Board

The Company encourages shareholders to attend shareholders' meetings and make proposals by either directly raising questions on both operational and governance matters to the Board and committees members at the general meetings or providing written notice of such proposals for the attention of the Company Secretary at the registered office of the Company in Hong Kong, currently situated at Room No. 1818, 18/F, Beverley Commercial Centre, 87-105 Chatham Road South, Tsim Sha Tsui, Kowloon, Hong Kong or via email to [jianzhong\\_cons@fjjzkj.com](mailto:jianzhong_cons@fjjzkj.com).

## 與股東溝通及股東權利

本公司旨在透過其企業管治架構，為全體股東提供平等機會在知情情況下行使其權利，並讓全體股東積極參與本公司事務。根據細則、股東溝通政策及本公司其他相關內部程序，本公司股東可享受（其中包括）以下權利：

### (i) 參加股東大會

本公司的股東大會提供機會讓董事會與股東直接溝通。本公司鼓勵股東透過出席股東週年大會及其他股東大會參與本公司事務，會上股東可與董事會會面及交流意見，及行使其投票權利。本公司將安排於舉行大會前不少於21日向股東發出大會通告及載有提呈決議案詳情的通函。於股東大會上，將就各重大事項（包括選舉個別董事）提呈獨立決議案。

### (ii) 向董事會查詢及提出建議

本公司鼓勵股東出席股東大會，並透過以下方式作出建議：於股東大會向董事會及委員會成員就有關營運及管治事宜直接提問，或將有關建議以書面通知形式送交本公司的香港註冊辦事處，現時地址為香港九龍尖沙咀漆咸道南87-105號百利商業中心18樓1818室，或電郵至 [jianzhong\\_cons@fjjzkj.com](mailto:jianzhong_cons@fjjzkj.com) 以呈交公司秘書。

#### (iii) Convening extraordinary general meetings

The Directors may, whenever they think fit, convene an extraordinary general meeting. Extraordinary general meetings may also be convened on the requisition of one or more shareholders holding, at the date of deposit of the requisition, not less than one tenth of the paid-up capital of the Company having the right of voting at general meetings. Such requisition shall be made in writing to the Directors or the Company Secretary and deposited at the registered office of the Company in Hong Kong, currently situated at Room No. 1818, 18/F, Beverley Commercial Centre, 87–105 Chatham Road South, Tsim Sha Tsui, Kowloon, Hong Kong for the purpose of requiring an extraordinary general meeting to be called by the Directors 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 twenty-one (21) days of such deposit the Directors fail to proceed to convene such meeting, the requisitionist(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 Directors shall be reimbursed to the requisitionist(s) by the Company.

#### (iv) Procedures for proposing a person for election as a Director

Pursuant to the Article 113 of the Articles, no person other than a Director retiring at the meeting shall, unless recommended by the Directors for election, be eligible for election as a Director at any general meeting unless a 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 Company's headquarters and principal place of business at 2002, Jinlan Building, No. 33 Zhaoqiang Road, Mawei District, Fuzhou City, Fujian Province, China or at its Hong Kong share registrar and transfer office at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong. The period for lodgment of the notices required under Article 113 will commence no earlier than the day after the despatch 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.

## INVESTOR RELATIONS

The Company establishes different communication channels with investors to update them with the latest business development and financial performance including the publication of interim and annual reports, the publish and posting of notices, announcements and circulars on the website of the Stock Exchange and the Company's website in order to maintain a high level of transparency.

#### (iii) 召開股東特別大會

董事可酌情隨時召開股東特別大會。於提呈有關要求當日擁有權利於股東大會投票的本公司繳足股本不少於十分之一的一名或多名股東亦可要求召開股東特別大會。有關要求應以書面方式向董事或公司秘書提出，並送交本公司的香港註冊辦事處，現時地址為香港九龍尖沙咀漆咸道南87–105號百利商業中心18樓1818室，以要求董事就處理有關要求所指任何事務召開股東特別大會。有關大會須於提出有關要求後兩個月內舉行。倘於提出有關要求後二十一(21)日內董事仍未著手召開有關大會，則提出要求的人士自身可以相同形式召開大會，而提出要求人士因董事未有因應要求召開大會而產生的一切合理開支將由本公司向提出要求的人士償付。

#### (iv) 提名人士參選董事的程序

根據細則第113條，除非獲董事推薦膺選外，否則除會上退任董事外，概無任何人士合資格於任何股東大會上膺選董事，惟已發出書面通知表明建議提名相關人士膺選董事，亦附上獲提名人士簽署的書面通知表明願意膺選，交予本公司總部及主要營業地點(地址為中國福建省福州市馬尾區兆鏘路33號金瀾大廈2002室)或其香港股份過戶登記處(地址為香港皇后大道東183號合和中心54樓)除外。提交細則第113條所規定通知的限期，將自不早於寄發有關推選董事之股東大會通告翌日起至不遲於該股東大會舉行日期前七日，惟可向本公司發出通知的最短期限不得少於七日。

## 投資者關係

本公司與投資者建立不同的通訊途徑，以使彼等知悉最新業務發展及財務表現，包括於聯交所網站及本公司網站刊發中期及年度報告、刊發及寄發通告、公告及通函，以維持高度透明。

## Corporate Governance Report

### 企業管治報告

#### CONSTITUTIONAL DOCUMENTS

Save for the adoption of the amended and restated Memorandum and Articles of Association for the purpose of and upon the Listing, there was no changes in the Company's memorandum of association and the Articles.

#### INTERNAL CONTROL AND RISK MANAGEMENT

The Board reviews the internal control and risk management systems of the Group for each financial year annually to ensure their effectiveness and efficiency and is responsible for maintaining effective internal control and risk management systems of the Group. The Directors believe that effectiveness of the internal control and risk management systems can avoid or reduce risks which can cause loss or reputational damage to the Group. Such systems are designed to manage rather than eliminate the risk of failure to achieve business objectives, and can only provide reasonable and not absolute assurance against material misstatement or loss.

An internal audit function is set up to identify, monitor and manage the key risks area associated with the business activities in relation to the financial and operational matters/practices of the Group and to provide its findings and any recommendations for improvement to the Audit Committee. The internal control and risk management systems include a defined management structure with segregation of duties and a cash management system such as monthly reconciliation of bank accounts. During the year 2019, we engaged an independent internal control consultant ("**Internal Control Consultant**") to evaluate our internal control and risk management systems. Based on the suggestions made by our Internal Control Consultant, we take remedial measures to the deficiencies and shortcomings of our internal control and risk management systems. After such review, the Board considered that the Company's enhanced internal control and risk management systems was adequate and effective.

With respect to internal controls for the handling and dissemination of insider information, the Group has a strict prohibition on the unauthorised use of confidential or inside information in the staff handbook.

Prior to the Listing, the Company arranged a training session provided by our Hong Kong legal adviser to all Directors as continuing professional trainings. Such training covered the topic of the disclosure of inside information.

#### 組織章程文件

除就上市並於上市後採納的經修訂及重列組織章程大綱及細則外，本公司的組織章程大綱及細則並無變動。

#### 內部控制及風險管理

董事會於每年各財政年度檢討本集團之內部控制及風險管理系統，以確保其有效性及效率，並負責維持本集團的有效內部控制及風險管理系統。董事相信，內部控制及風險管理系統之有效性可避免或減低可能對本集團造成損失或聲譽受損的風險。該系統旨在管理而非消除未能達成業務目標的風險，並只能對不會有重大的失實陳述或損失作出合理而非絕對的保證。

內部審核職能之成立旨在識別、監察及管理與本集團財務及營運事宜／常規有關之業務活動主要風險範疇，並向審核委員會提供其結果及任何改善建議。內部控制及風險管理系統包括明確的管理架構劃分職責，以及銀行賬戶每月對賬等現金管理系統。於2019年，我們聘請獨立內部控制顧問（「**內部控制顧問**」）對我們的內部控制及風險管理系統進行評估。我們根據內部控制顧問的建議對我們內部控制及風險管理系統的缺陷與不足採取補正措施。經有關審查後，董事會認為本公司改良後的內部控制及風險管理系統充分有效。

就處理及散播內幕消息的內部監控方面而言，本集團於員工手冊內已載有嚴格禁止未經授權使用機密或內幕消息之條款。

於上市前，本公司安排由香港法律顧問向全體董事提供之培訓課程作為持續專業培訓。該等培訓涵蓋內幕消息披露之主題。

# REPORT OF THE DIRECTORS

## 董事會報告

The Directors are pleased to present the annual report together with the audited consolidated financial statements of the Group for the year ended 31 December 2019.

### PRINCIPAL ACTIVITIES

The principal activity of the Company is investment holding. The principal activities of the Group are the provision of construction service, leasing of construction machinery, equipment and tools, and provision of sewage treatment service in mainland China. Details of the principal activities of its subsidiaries are set out in note 13 to the consolidated financial statements.

### BUSINESS REVIEW

A fair review of the business of the Group as required pursuant to Schedule 5 to the Companies Ordinance (Cap. 622 of the Laws of Hong Kong) is set out in the section of "Management Discussion and Analysis" of this annual report.

### PRINCIPAL RISKS AND UNCERTAINTIES

A number of factors may affect the results and business operations of the Group, major risks are summarized below:

#### i) Non-recurrent nature of the projects

The Group is principally engaged in the provision of construction works service. The construction services are offered on a project-by-project basis with no long-term commitment with any of the customers in this segment. Upon the completion of the ongoing construction works projects, the Group may not be engaged by the customer in subsequent construction works projects. As such, the revenue attributable to the construction works service is not recurring in nature.

In the event that the Group are unable to attract new customers or secure new construction works projects from existing customers, the Group's revenue or profit may decrease significantly and this would adversely affecting the business, financial condition or results of operations of the Group.

#### ii) Fluctuation in cost of materials

Since the contract value of each of the construction projects are generally pre-determined when a project is awarded, any substantial increase in the material cost between the time of submission of a tender or quotation and the time when the relevant materials are purchased will substantially increase the material cost and may materially and adversely affect the profitability, results of operations and financial condition of the Group.

董事欣然提呈本集團截至2019年12月31日止年度的年報，連同經審核綜合財務報表。

### 主要業務

本公司的主要業務為投資控股。本集團之主營業務是在中國內地提供建築服務、建築機械、設備及工具租賃以及污水處理服務。其附屬公司的主要業務詳情載於綜合財務報表附註13。

### 業務回顧

根據香港法例第622章公司條例附表5規定對本集團業務進行的公平審閱載於本年報「管理層討論與分析」章節。

### 主要風險及不確定性因素

若干因素或會影響本集團的業績及業務經營，主要風險概述如下：

#### i) 項目的非經常性質

本集團主要提供建築工程服務。建築服務乃按逐個項目基準提供，並與該分部任何客戶之間並無任何長期承諾。於該等在建築工程項目完工後，客戶可能不會委聘本集團實施後續建築工程項目。因此，建築工程服務應佔收益不屬於經常性性質。

倘本集團無法吸引新客戶或自現有客戶取得新建築工程項目，本集團的收益或利潤可能大幅降低，且此將對本集團的業務、財務狀況或經營業績產生不利影響。

#### ii) 材料成本波動

由於各個建築項目的合約價值通常在我們獲授項目時預先釐定，因此我們投標或報價時及於採購相關材料時的材料成本的任何大幅增加將令我們的材料成本大幅增加並可能對本集團的盈利能力、經營業績及財務狀況造成重大不利影響。

## Report of the Directors

### 董事會報告

#### iii) Availability and performance of labour subcontractors

The Group has to engage a number of labour subcontractors to provide the Group with a large number of construction workers with different expertise and skill sets to carrying out the construction works. In the event that the labour market conditions result in shortage of labour or material increase in labour costs, the Group may need to offer more competitive labour subcontracting fees so as to attract and maintain a reliable supply of construction workers. Such events could impact the profitability and financial performance of the Group.

#### iv) Delays and/or defaults of progress payments by the customers

The Group generally receive payment from customers in stages based on the terms of the construction contracts. Significant portions of the operating costs, setting-up expenses associated with a project, including labour and material costs, at the initial stage of a project are incurred before any progress payment made by the customers. As a result, there may be periods during which the Group may experience net cash outflows for a particular project as well as on an overall basis. Therefore, the Group are constantly subject to credit and liquidity risks, which may materially and adversely affect the profitability, result of operations and financial position of the Group.

#### v) Macroeconomics in the PRC

Any adverse change in the economic condition in the PRC may directly or indirectly affect the demand for the services provided by the Group, and the business operations and financial condition may also be materially and adversely affected as a result.

Should there be an economic downturn or credit crisis in the PRC for any reason, the Group may not be able to borrow new funds, which in turn could materially and adversely affect the results of operations and financial condition of the Group. Moreover, apart from the access to funds, an economic downturn or credit crisis will also affect the liquidity of the customers. As a result, the recoverability of the Group's account receivables may be adversely affected. The details of the financial risk management of the Group are disclosed in note 26 to the consolidated financial statements.

#### iii) 勞務分包商的可得性及表現

本集團必須委聘若干勞務分包商以為本集團提供大量具備不同專長及技能組合的建築工人以實施建築工程。倘勞工市場的狀況導致勞工短缺或勞工成本大幅上漲，本集團或需提供更具競爭力的勞務分包費，以招攬及維持穩定的建築工人供應。該等事項可能影響本集團的盈利能力及財務表現。

#### iv) 客戶延期支付及／或拖欠工程進度款

本集團一般根據建築合約條款按階段向客戶收款，在項目最初階段及客戶作出任何進度付款前，與項目相關的大幅經營成本、啟動開支（包括勞務及材料成本）可能產生。因此，在某段時期，本集團可能會遭遇個別項目以及所有項目現金淨流出。因此，本集團經常性面臨信貸及流動資金風險，從而可能對本集團的盈利能力、經營業績及財務狀況造成重大不利影響。

#### v) 中國宏觀經濟

中國經濟狀況的任何不利變化都可能直接或間接地影響對本集團所提供的服務的需求，而業務運營及財務狀況也可能因此而受到重大不利影響。

倘中國因任何原因出現經濟衰退或信貸危機，本集團可能無法借得新資金，進而可能對本集團的經營業績及財務狀況造成重大不利影響。此外，除了影響我們的融資以外，經濟衰退或信貸危機亦會影響客戶的流動資金。因此，本集團應收賬款的可回收性可能受到不利影響。本集團財務風險管理之詳情於綜合財務報表附註26披露。



## Report of the Directors

### 董事會報告

#### GROUP REORGANISATION

The Company was incorporated in the Cayman Islands on 5 February 2019 as an exempted company with limited liability under the Companies Law of the Cayman Islands. The Group completed the Reorganisation on 21 May 2019 in preparation of the Listing on the Stock Exchange pursuant in which the Company became the holding company of the Group. For details of the Reorganisation, please refer to the section headed "History, Reorganisation and Corporate Structure" in the listing documents of the Company dated 29 February 2020 (the "Prospectus").

The Company's shares have been listed on the Stock Exchange since 18 March 2020.

#### COMPLIANCE WITH THE LAWS AND REGULATIONS

The Group's operations are mainly carried out by the Company's subsidiaries in mainland China while the Company itself is listed on the Stock Exchange. Our establishment and operations accordingly shall comply with relevant laws and regulations in mainland PRC and Hong Kong. During the year ended 31 December 2019 and up to the date of this annual report, save for those non-compliance incidents disclosed in the Prospectus, the Group in all material aspects has complied with the relevant laws and regulations that have a significant impact on the business and operation of the Group. There was no material breach or non-compliance with the applicable laws and regulations by the Group during the period from the Listing Date to the date of this annual report.

#### 集團重組

本公司於2019年2月5日根據開曼群島公司法於開曼群島註冊成立為獲豁免有限公司。本集團於2019年5月21日完成重組，以籌備於聯交所上市，據此本公司成為本集團的控股公司。有關重組的詳情，請參閱本公司日期為2020年2月29日之上市文件（「招股章程」）中「歷史、重組及公司架構」一節。

本公司股份已於2020年3月18日於聯交所上市。

#### 遵守法律及法規

本集團的運營主要由本公司附屬公司在中國內地開展，而本公司本身在聯交所上市。因此，我們的成立及運營須遵守中國內地及香港的相關法律法規。截至2019年12月31日止年度及直至本年報日期，除招股章程所披露的該等不合規事件外，本集團已在所有重大方面遵守對本集團業務及營運具有重大影響的相關法律及法規。自上市日期起至本年報日期，本集團並無嚴重違反或不遵守適用法律及法規。

## Report of the Directors

### 董事會報告

#### MAJOR CUSTOMERS, SUBCONTRACTORS AND SUPPLIERS

For the year ended 31 December 2019, the Group's five largest customers in aggregate accounted for approximately 89.6% (2018: approximately 85.9%) of the total revenue of the Group and the largest customer of the Group accounted for approximately 68.9% (2018: approximately 55.2%) of the total revenue.

For the year ended 31 December 2019, the Group's five largest subcontractors in aggregate accounted for approximately 90.2% (2018: approximately 97.4%) of the total subcontracting cost of the Group and the largest subcontractor of the Group accounted for approximately 49.5% (2018: approximately 67.2%) of the total subcontracting cost.

For the year ended 31 December 2019, the Group's five largest suppliers in aggregate accounted for approximately 30.5% (2018: approximately 35.7%) of the total purchases of construction materials of the Group and the largest supplier of the Group accounted for approximately 12.4% (2018: approximately 12.1%) of the total purchases of construction materials.

None of the Directors, or any of their close associates (as defined under the Listing Rules) or any shareholders (which, to the best knowledge of the Directors, own more than 5% of the Company's issued share capital) has any beneficial interest in the Group's five largest customers or suppliers or subcontractors.

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

##### Customers

The Group aims to maintain stable relationship with our customers to explore potential business opportunities and is highly committed to delivering quality services to our customers on time.

##### Subcontractors and Suppliers

The Group maintains a list of approved subcontractors (based on their previous experience, skills, present work load, price quotations and historical work quality) and suppliers (based on their prices, quality, past performance and capacity).

##### Employees

The Group recognised employees as valuable assets of the Group. The Group intends to adopt the competitive remuneration, good welfare benefits and continuous professional training to attract and retain appropriate and suitable personnel to serve the Group.

During the year ended 31 December 2019, there was no material dispute or argument between the Group and its customers, subcontractors, suppliers and employees.

#### 主要客戶、分包商及供應商

截至2019年12月31日止年度，本集團的五大客戶合共佔本集團總收益約89.6%（2018年：約85.9%），而本集團的最大客戶則佔總收益約68.9%（2018年：約55.2%）。

截至2019年12月31日止年度，本集團的五大分包商合共佔本集團總分包成本約90.2%（2018年：約97.4%），而本集團的最大分包商則佔總分包成本約49.5%（2018年：約67.2%）。

截至2019年12月31日止年度，本集團五大供應商合共佔本集團建築材料總採購額約30.5%（2018年：約35.7%），而本集團最大供應商佔建築材料總採購額約12.4%（2018年：約12.1%）。

概無董事或任何彼等之緊密聯繫人士（定義見上市規則）或就董事所深知擁有本公司已發行股本5%以上權益之任何股東於本集團五大客戶或供應商或分包商中擁有任何實益權益。

#### 與客戶、供應商、分包商及僱員的關係

本集團旨在與客戶維持穩定關係，以探索潛在業務機遇，並高度致力於準時交付高質量服務予客戶。

##### 分包商及供應商

本集團保留一份分包商（基於彼等過往經驗、技能、目前工作量、報價及過往工作質量）及供應商（基於其價格、質量、過去表現及能力）的認可名單。

##### 僱員

本集團視僱員為本集團的寶貴財產。本集團擬採用具競爭力的薪酬、良好的福利待遇及持續專業培訓，以吸引並挽留恰當及合適的人員為本集團提供服務。

截至2019年12月31日止年度，本集團與其客戶、分包商、供應商及僱員之間並無重大糾紛或爭議。

## Report of the Directors

### 董事會報告

#### RESULTS AND DIVIDENDS

The Group's profit for the year ended 31 December 2019 and the Group's financial position as at that date are set out in the consolidated financial statements on pages 63 to 66 of this annual report.

The Directors does not recommend any declaration and payment of final dividend.

#### FINANCIAL SUMMARY

A summary of the published results and assets and liabilities of the Group for the last four financial years is set out on page 152 of this annual report. This summary does not form part of the audited consolidated financial statements of the Group.

#### ANNUAL GENERAL MEETING

The annual general meeting (the "AGM") of the Company for the year ended 31 December 2019 is scheduled to be held on Monday, 22 June 2020. A notice convening the AGM will be issued and despatched to the shareholders according to the applicable law, the Articles and the Listing Rules.

#### CLOSURE OF REGISTER OF MEMBERS

For determining the entitlement to attend and vote at the AGM to be held on Monday, 22 June 2020, the register of members of the Company will be closed from Wednesday, 17 June 2020 to Monday, 22 June 2020, both days inclusive, during which no transfer of Shares will be effected. In order to be eligible to attend and vote at the AGM, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's Hong Kong share registrar, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:30 p.m. on Tuesday, 16 June 2020.

#### CHARITABLE CONTRIBUTIONS

Charitable contributions made by the Group during the year ended 31 December 2019 amounted to approximately RMB208,000 (2018: Nil).

#### PROPERTY, PLANT AND EQUIPMENT

Details of movements of the property, plant and equipment of the Group during the year are set out in note 10 to the consolidated financial statements.

#### SHARE CAPITAL

Details of movements in the authorised share capital and issued share capital during the year ended 31 December 2019 are set out in note 25(c) to the consolidated financial statements.

#### 業績及股息

本集團截至2019年12月31日止年度溢利及本集團於該日期的財務狀況載於本年報第63至66頁的綜合財務報表內。

董事並不建議任何末期股息的宣派及派付。

#### 財務概要

本集團過去四個財政年度之已公佈業績以及資產及負債概要載於本年報第152頁。此概要並不構成本集團經審核綜合財務報表的一部分。

#### 股東週年大會

本公司截至2019年12月31日止年度之股東週年大會(「股東週年大會」)計劃將於2020年6月22日(星期一)舉行。召開股東週年大會之通告將根據適用法律、細則及上市規則刊發及寄發予股東。

#### 暫停辦理股份過戶登記手續

為確定出席將於2020年6月22日(星期一)舉行的股東週年大會並於會上投票的權利,本公司將於2020年6月17日(星期三)至2020年6月22日(星期一)(包括首尾兩日)暫停股份過戶登記,於有關期間內將不會辦理任何股份過戶登記。為合資格出席股東週年大會並於會上投票,所有股份過戶文件連同相關股票必須在不遲於2020年6月16日(星期二)下午四時三十分送達本公司的香港股份過戶登記處卓佳證券登記有限公司,地址為香港皇后大道東183號合和中心54樓,以進行登記。

#### 慈善捐款

截至2019年12月31日止年度,本集團慈善捐款約為人民幣208,000元(2018年:無)。

#### 物業、廠房及設備

本集團於年內的物業、廠房及設備變動詳情載於綜合財務報表附註10。

#### 股本

截至2019年12月31日止年度,法定股本及已發行股本的變動詳情載於綜合財務報表附註25(c)。

## Report of the Directors

### 董事會報告

#### Share Option Scheme

The Company adopted the share option scheme on 18 February 2020 (the “Share Option Scheme”) for the purpose of rewarding certain eligible persons for their past contributions and attracting and retaining, or otherwise maintaining on-going relationships with, such eligible persons who are significant to and/or whose contributions are or will be beneficial to the performance, growth or success of the Group. Subject to the earlier termination of the Share Option Scheme in accordance with the rules thereof, the Share Option Scheme shall remain in force for a period of ten years commencing on 18 March 2020.

Eligible participants of the Share Option Scheme include any proposed, full-time or part-time employees, executives or officers of the Company or any of its subsidiaries; any Directors or proposed Director (including non-executive Director and independent non-executive Directors) of the Company or any of its subsidiaries; any direct or indirect shareholder of the Company or any of its subsidiaries; and any consultants, business or joint venture partner, franchisee, contractor, agent or representative of any member of our Group, a person or entity that provides research, development or other technological support or any advisory, consultancy, professional or other services to any member of our Group, or a close associate of any of the foregoing persons. The maximum number of shares which may be issued upon exercise of all options to be granted under the Share Option Scheme and any other schemes of the Group shall not in aggregate exceed 10% of the shares in issue as at the Listing Date, i.e. 62,500,000 shares.

No option may be granted to any participant of the Share Option Scheme such that the total number of Shares issued and to be issued upon exercise of the options granted and to be granted to that person in any 12-month period up to the date of the latest grant exceeds 1% of the Company’s issued share capital from time to time.

An offer of the grant of an option shall be deemed to have been accepted when the duplicate letter comprising acceptance of the option duly signed by the grantee together with a remittance in favour of our Company of HK\$1.00 by way of consideration for the grant thereof is received by our Company within the period specified in the letter containing the offer of the grant of the option. Once such acceptance is made, the option shall be deemed to have been granted and to have taken effect from the offer date.

#### 購股權計劃

本公司於2020年2月18日採納購股權計劃（購股權計劃），旨在獎勵若干合資格人士過往的貢獻，吸引及留聘對本集團的表現、增長或成功屬重要及／或其之貢獻現時或將會對本集團的表現、增長或成功有利的合資格人士或以其他方式維持與彼等的持續關係。購股權計劃自2020年3月18日起計十年期間內維持有效，惟購股權計劃可根據本身的規則提前終止。

購股權計劃的合資格參與者包括本公司或其任何附屬公司的任何建議、全職或兼職僱員、行政人員或高級職員；本公司或其任何附屬公司的任何董事或建議董事（包括非執行董事及獨立非執行董事）；本公司或其任何附屬公司的任何直接或間接股東；及本集團任何成員公司的任何顧問、業務或合營公司夥伴、特許經營商、承包商、代理或代表、向本集團任何成員公司提供研究、開發或其他技術支持或任何諮詢、顧問、專業或其他服務的個人或實體，或上述任何人士的緊密聯繫人。因行使根據購股權計劃及本集團任何其他計劃將予授出的所有購股權而可能獲發行的最高股份數目，合共不得超過於上市日期已發行股份的10%（即62,500,000股股份）。

倘因任何購股權計劃參與者行使在截至最近授出日期起計任何12個月期間內已向該名人士授出及將向其授出的購股權獲行使而已發行及將予發行的股份總數超過本公司不時已發行股本的1%，則不得向該名人士授出任何購股權。

當本公司於載有授出購股權要約的函件所列明的期限內收到經承授人妥為簽署有關接納購股權的函件複本，連同以本公司為收款人作出的1.00港元（作為獲授購股權的代價）匯款，則授出購股權要約將被視為已獲接納。一旦作出有關接納，購股權將被視為已授出，並於要約日期起生效。

## Report of the Directors

### 董事會報告

The exercise price of the options is determined by the Board in its absolute discretion and shall not be less than whichever is the highest of:

- (a) the nominal value of a share;
- (b) the closing price of a share as stated in the Stock Exchange's daily quotations sheets on the offer date; and
- (c) the average closing price of a share as stated in the Hong Kong Stock Exchange's daily quotation sheets for the five Business Days (as defined in the Listing Rules) immediately preceding the offer date.

As at the date of this annual report, no option was granted under the Share Option Scheme.

### PRE-EMPTIVE RIGHTS

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

### RESERVES

Details of movements in the reserves of the Company and the Group during the year ended 31 December 2019 are set out in note 25(a) to the consolidated financial statements and in the consolidated statement of changes in equity, respectively.

### PURCHASE, SALE OR REDEMPTION OF LISTED SECURITIES

Throughout the period from the Listing Date to the date of this annual report, neither the Company nor any of its subsidiaries redeemed, purchased or sold any of the listed securities of the Company.

購股權行使價乃由董事會全權酌情釐定，惟不得低於下列最高者：

- (a) 股份面值；
- (b) 於要約日期聯交所每日報價表所列股份收市價；及
- (c) 緊接要約日期前五個營業日（定義見上市規則）香港聯交所每日報價表所列股份平均收市價。

於本年報日期，購股權計劃項下並無授出購股權。

### 優先認股權

細則或開曼群島法律並無規定優先認股權的條文，致使本公司須按比例向現有股東發售新股份。

### 儲備

本公司及本集團截至2019年12月31日止年度的儲備變動詳情分別載於綜合財務報表附註25(a)及綜合權益變動表。

### 購買、出售或贖回上市證券

自上市日期起至本年報日期整個期間，本公司或其任何附屬公司概無贖回、購買或出售本公司任何上市證券。

## Report of the Directors

### 董事會報告

## DISCLOSURE OF INTERESTS

### Directors' Interest in the Company and Associated Corporation

As the Company was not listed on the Stock Exchange as at 31 December 2019, Divisions 7 and 8 of Part XV of the Securities and Futures Ordinance (“SFO”) and section 352 of the SFO were not applicable to the Directors or the chief executive of the Company as at 31 December 2019.

As at the Listing Date, interests or short positions the Directors and chief executive of the Company in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance) which were required (i) pursuant to section 352 of the SFO, to be recorded in the register referred to therein, or (ii) pursuant to Model Code contained in Appendix 10 to the Listing Rules, to be notified to the Company and the Stock Exchange, were as follows:

#### Long position in ordinary shares of the Company

Name of Director	Capacity/Nature of Interest	Number of ordinary shares held/interested	Percentage of shareholding*
董事姓名	身份／權益性質	所持／擁有權益的普通股數目	持股百分比*
Mr. Xun MH 荀名紅先生	Interest in a controlled corporation <sup>(1)</sup> 於受控制法團的權益 <sup>(1)</sup>	318,984,375	51.04%
Mr. Xun LB 荀良寶先生	Interest in a controlled corporation <sup>(2)</sup> 於受控制法團的權益 <sup>(2)</sup>	46,828,125	7.49%

Notes:

1. The Company is directly held as to 299,156,250 shares and 19,828,125 shares by MHX Investment Limited (“**MHX Investment BVI**”) and JingH Investment Limited (“**JingH Investment BVI**”), respectively. MHX Investment BVI is wholly-owned by Mr. Xun MH. JingH Investment BVI is owned as to 36.99% by Mr. Xun MH. Mr. Xun MH is deemed to be interested in the aggregate number of shares that are held by MHX Investment BVI and JingH Investment BVI under the SFO.

2. The Company is directly held as to 46,828,125 shares by Furi Investment Limited (“**Furi Investment BVI**”). Furi Investment BVI is owned as to 42.01% by Mr. Xun LB. Mr. Xun LB is deemed to be interested in the number of Shares that are held by Furi Investment BVI under the SFO.

\* The percentage represents the number of shares of the Company interested divided by the number of the Company's issued shares as at the Listing Date.

## 權益披露

### 董事於本公司及相聯法團的權益

由於本公司於2019年12月31日並未於聯交所上市，故於2019年12月31日，證券及期貨條例（「證券及期貨條例」）第XV部的第7及8分部以及證券及期貨條例第352條並不適用於本公司董事或主要行政人員。

於上市日期，本公司董事及主要行政人員於本公司或其任何相聯法團（定義見證券及期貨條例第XV部）之股份、相關股份及債券證中擁有(i)根據證券及期貨條例第352條須登記於該條所述之登記冊內之權益或淡倉，或(ii)根據上市規則附錄十所載標準守則之規定而須知會本公司及聯交所之權益或淡倉如下：

#### 於本公司普通股的好倉

Number of ordinary shares held/interested	Percentage of shareholding*
所持／擁有權益的普通股數目	持股百分比*

附註：

1. 本公司分別由MHX Investment Limited（「**MHX Investment BVI**」）及JingH Investment Limited（「**晶海投資BVI**」）直接持有299,156,250股股份及19,828,125股股份。MHX Investment BVI由荀名紅先生全資擁有。晶海投資BVI由荀名紅先生擁有36.99%。根據證券及期貨條例，荀名紅先生被視為於MHX Investment BVI及晶海投資BVI所持的股份總數中擁有權益。

2. 本公司由Furi Investment Limited（「**福瑞投資BVI**」）直接持有46,828,125股股份。福瑞投資BVI由荀良寶先生擁有42.01%。根據證券及期貨條例，荀良寶先生被視為於福瑞投資BVI所持的股份數目中擁有權益。

\* 該百分比指本公司擁有權益之股份數目除以本公司於上市日期之已發行股份數目。

## Report of the Directors

### 董事會報告

Save as disclosed above, as at the Listing Date, none of the Directors or chief executive of the Company had any interests or short positions in the shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO), as recorded in the register of the Company required to be kept under Section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code.

### Substantial Shareholders' Interests in Shares in the Company other than Director

As at the Listing Date, so far as our Directors or chief executive of our Company are aware, the following persons (other than a Director or chief executive of the Company) had interests or a short positions in shares or underlying shares of the Company, as recorded in the register of the Company required to be kept under Section 336 of the SFO:

除上文所披露者外，於上市日期，概無本公司董事或主要行政人員於本公司或其任何相聯法團（定義見證券及期貨條例第XV部）的股份、相關股份或債權證中擁有根據證券及期貨條例第352條須記錄於由本公司所存置登記冊的任何權益或淡倉，或根據標準守則須另行知會本公司及聯交所的任何權益或淡倉。

### 除董事以外主要股東於本公司股份的權益

於上市日期，據本公司董事或主要行政人員所知，以下人士（本公司董事或主要行政人員除外）於本公司的股份或相關股份中擁有根據證券及期貨條例第336條須記錄於由本公司所存置登記冊的權益或淡倉：

Name of Shareholder	Capacity/Nature of Interest	Number of ordinary shares held/interested 所持／擁有權益的普通股數目	Percentage of shareholding* 持股百分比*
股東名稱／姓名	身份／權益性質		
MHX Investment BVI	Beneficial owner <sup>(1)</sup> 實益擁有人 <sup>(1)</sup>	299,156,250	47.87%
Ms. Song Dongling 宋冬玲女士	Interest of spouse <sup>(1)</sup> 配偶權益 <sup>(1)</sup>	318,984,375	51.04%
CV Construction Capital Limited 海創建設資本有限公司	Beneficial owner <sup>(2)</sup> 實益擁有人 <sup>(2)</sup>	102,937,500	16.47%
Conch Venture Development Limited 海螺創業發展有限公司	Interest in a controlled corporation <sup>(2)</sup> 於受控制法團的權益 <sup>(2)</sup>	102,937,500	16.47%
Yijiang International Limited 弋江國際有限公司	Interest in a controlled corporation <sup>(2)</sup> 於受控制法團的權益 <sup>(2)</sup>	102,937,500	16.47%
Shanghai Yijiang Investment Limited 上海弋江投資有限公司	Interest in a controlled corporation <sup>(2)</sup> 於受控制法團的權益 <sup>(2)</sup>	102,937,500	16.47%
Anhui Conch Venture Investment 安徽海螺創業投資	Interest in a controlled corporation <sup>(2)</sup> 於受控制法團的權益 <sup>(2)</sup>	102,937,500	16.47%
Furi Investment BVI 福瑞投資BVI	Beneficial owner <sup>(3)</sup> 實益擁有人 <sup>(3)</sup>	46,828,125	7.49%
Ms. Leng Yan 冷艷女士	Interest of spouse <sup>(3)</sup> 配偶權益 <sup>(3)</sup>	46,828,125	7.49%

## Report of the Directors

### 董事會報告

#### Notes:

1. The Company is directly held as to 299,156,250 shares and 19,828,125 shares by MHX Investment BVI and JingH Investment BVI, respectively. MHX Investment BVI is wholly-owned by Mr. Xun MH. JingH Investment BVI is owned as to 36.99% by Mr. Xun MH. Mr. Xun MH is deemed to be interested in the same number of shares that are held by MHX Investment BVI and JingH Investment BVI under the SFO. Ms. Song Dongling is the spouse of Mr. Xun MH and is therefore deemed to be interested in the same number of shares in which Mr. Xun MH is interested under the SFO.
  2. The Company is directly held as to 102,937,500 shares by CV Construction Capital Limited (“**CV Construction BVI**”). CV Construction BVI is wholly-owned by Conch Venture Development Limited (“**Conch Venture Development**”). Conch Venture Development is wholly-owned by Yijiang International Limited. Yijiang International Limited is wholly-owned by Shanghai Yijiang Investment Limited, which in turn is wholly-owned by Anhui Conch Venture Investment. Accordingly, each of Conch Venture Development, Yijiang International Limited, Shanghai Yijiang Investment Limited and Anhui Conch Venture Investment is deemed to be interested in the same number of shares that are held by CV Construction BVI under the SFO.
  3. The Company is directly held as to 46,828,125 shares by Furi Investment BVI. Furi Investment BVI is owned as to 42.01% by Mr. Xun LB. Mr. Xun LB is deemed to be interested in the number of shares that are held by Furi Investment BVI under the SFO. Ms. Leng Yan is the spouse of Mr. Xun LB and is therefore deemed to be interested in the same number of shares in which Mr. Xun LB is interested under the SFO.
- \* The percentage represents the number of shares of the Company interested divided by the number of the Company’s issued shares as at the Listing Date.

Save as disclosed above, as at Listing Date, no person, other than the Directors, whose interests are set out in the section headed “Directors’ Interest in the Company and Associated Corporation” above, had registered an interest or short position in the shares or underlying shares of the Company that was required to be recorded pursuant to section 336 of the SFO.

#### 附註：

1. 本公司分別由MHX Investment BVI及晶海投資BVI直接持有299,156,250股股份及19,828,125股股份。MHX Investment BVI由荀名紅先生全資擁有。晶海投資BVI由荀名紅先生擁有36.99%。根據證券及期貨條例，荀名紅先生被視為於MHX Investment BVI及晶海投資BVI所持的相同數目的股份中擁有權益。宋冬玲女士為荀名紅先生的配偶，因此，根據證券及期貨條例，其被視為於荀名紅先生擁有權益的相同數目的股份中擁有權益。
  2. 本公司由海創建設資本有限公司（「**海創建設BVI**」）直接持有102,937,500股股份。海創建設BVI由海螺創業發展有限公司（「**海螺創業發展**」）全資擁有。海螺創業發展由弋江國際有限公司全資擁有，弋江國際有限公司由上海弋江投資有限公司全資擁有，而上海弋江投資有限公司由安徽海螺創業投資全資擁有。因此，根據證券及期貨條例，海螺創業發展、弋江國際有限公司、上海弋江投資有限公司及安徽海螺創業投資各自被視為於海創建設BVI持有的相同數目的股份中擁有權益。
  3. 本公司由福瑞投資BVI直接持有46,828,125股股份。福瑞投資BVI由荀良寶先生擁有42.01%。根據證券及期貨條例，荀良寶先生被視為於福瑞投資BVI所持的股份數目中擁有權益。冷艷女士為荀良寶先生的配偶，因此，根據證券及期貨條例，其被視為於荀良寶先生擁有權益的相同數目的股份中擁有權益。
- \* 該百分比指本公司擁有權益之股份數目除以本公司於上市日期之已發行股份數目。

除上文所披露外，於上市日期，除於上文「董事於本公司及相聯法團的權益」一節所載之董事的權益外，概無人士於本公司股份或相關股份中擁有根據證券及期貨條例第336條須予登記之權益或淡倉。



## Report of the Directors

### 董事會報告

#### ARRANGEMENTS TO PURCHASE SHARES OR DEBENTURES

At no time during the year under review was the Company or any of its holding companies or subsidiary, a party to any arrangements 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 other body corporate.

#### DISTRIBUTABLE RESERVES

As at 31 December 2019 and 2018, no reserve of the Company was available for distribution to shareholders under the Companies Law of the Cayman Islands.

#### COMPETING INTERESTS

The Directors confirm that none of the controlling shareholders of the Company (as defined in the Listing Rules) or the Directors and their respective close associates (as defined in the Listing Rules) is interested in any business apart from the business operated by the Group which competes or is likely to compete, directly or indirectly, with the Group's business at any time during the year ended 31 December 2019.

#### SUBSIDIARIES

Particulars of the Company's principal subsidiaries as at 31 December 2019 are set out in note 13 to the consolidated financial statements.

#### 購買股份或債權證之安排

本公司或其任何控股公司或附屬公司於回顧年度內並無參與任何安排，使本公司董事取得本公司或任何其他法人團體之股份或債券證而獲取利益。

#### 可供分派儲備

於2019年及2018年12月31日，根據開曼群島公司法，本公司沒有可供分派予股東之儲備。

#### 競爭權益

董事確認，於截至2019年12月31日止年度的任何時候，概無本公司控股股東（定義見上市規則）或董事及其各自的緊密聯繫人（定義見上市規則）於任何直接或間接與本集團業務構成競爭或可能構成競爭的任何業務（本集團所經營業務除外）中擁有權益。

#### 附屬公司

本公司主要附屬公司於2019年12月31日的資料載於綜合財務報表附註13。

## Report of the Directors

### 董事會報告

#### DIRECTORS

The directors of the Company during the year ended 31 December 2019 and up to the date of this annual report were:

##### Executive Directors

Mr. Xun Minghong (*Chairman*)  
(appointed on 5 February 2019)  
Mr. He Wenlin  
(appointed on 5 February 2019)  
Ms. Zheng Ping  
(appointed on 5 February 2019)

##### Non-executive Directors

Mr. Yang Kaifa  
(appointed on 23 August 2019)  
Mr. Zeng Guohua  
(appointed on 23 August 2019)  
Mr. Xun Liangbao  
(appointed on 23 August 2019)

##### Independent Non-executive Directors

Mr. Sze Irons, B.B.S., J.P.  
(appointed on 18 February 2020)  
Mr. Wong Kun Kau  
(appointed on 18 February 2020)  
Mr. Zhu Diwu  
(appointed on 18 February 2020)

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

The Company has received, from each of the Independent Non-executive Directors, an annual confirmation of his independence pursuant to Rule 3.13 of the Listing Rules. The Company considered all of its Independent Non-executive Directors to be independent in accordance with the guidelines as set out under the Listing Rules.

#### 董事

截至2019年12月31日止年度及直至本年報日期，本公司董事為：

##### 執行董事

荀名紅先生(主席)  
(於2019年2月5日獲委任)  
何文林先生  
(於2019年2月5日獲委任)  
鄭萍女士  
(於2019年2月5日獲委任)

##### 非執行董事

楊開發先生  
(於2019年8月23日獲委任)  
曾國華先生  
(於2019年8月23日獲委任)  
荀良寶先生  
(於2019年8月23日獲委任)

##### 獨立非執行董事

施榮懷先生(銅紫荊星章，太平紳士)  
(於2020年2月18日獲委任)  
黃灌球先生  
(於2020年2月18日獲委任)  
朱地武先生  
(於2020年2月18日獲委任)

根據細則第108(a)條，三分之一董事須於每次股東週年大會上輪值退任，而每名董事須至少每3年輪值退任一次。退任董事有資格膺選連任。

本公司已接獲各獨立非執行董事根據上市規則第3.13條就其獨立性作出之年度確認。本公司已根據上市規則所載指引，考慮其所有獨立非執行董事的獨立性。

## Report of the Directors

### 董事會報告

#### DIRECTORS' INTERESTS IN CONTRACTS OF SIGNIFICANCE

Save as disclosed in the paragraph headed "Connected Transactions and Related Party Transactions" in this annual report, there was no transactions, arrangements or contracts of significance in relation to the business of the Group to which the Company, its holding Company, or any of its subsidiaries was a party and in which a Director of the Company or his connected entities had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year ended 31 December 2019.

#### DIRECTORS' SERVICE CONTRACTS

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

#### REMUNERATION OF DIRECTORS AND FIVE HIGHEST PAID INDIVIDUALS

Details of the remuneration of the Directors and the five highest paid individuals of the Group for the year ended 31 December 2019 are set out in notes 7 and 8 to the consolidated financial statements.

#### BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT

Brief biographical details of Directors and senior management of the Company are set out in the section of "Profile of Directors and Senior Management" of this annual report.

#### RETIREMENT SCHEMES

The Group participates in defined contribution retirement benefit schemes organised by the PRC municipal and provincial government authorities for the Group's eligible employees in the PRC, and operates a Mandatory Provident Fund scheme for the employees in Hong Kong.

Particulars of these retirement plans are set out in note 22 to the consolidated financial statements.

#### EMOLUMENTS POLICIES

Details of the Group's emolument policies are set out in the paragraph headed "Employees and remuneration policies" in the section of "Management Discussion and Analysis".

The Directors' fees and other emoluments are determined by the Board with reference to the Directors' duties, responsibilities and performance and the results of the Company as well as the prevailing market conditions.

#### 董事於重大合約之權益

除本年報「關連交易及關聯方交易」段落所披露者外，於截至2019年12月31日止年度末或年內任何時間並無存續有關本集團業務的重大交易、安排或合約，而該交易、安排或合約由本公司、其控股公司、或其任何附屬公司訂立且本公司董事或其關連實體於其中直接或間接擁有重大權益。

#### 董事服務合約

於應屆股東週年大會上獲提名膺選連任的董事，概無與本公司訂立服務合約，致使本公司不可於一年內無償（法定賠償除外）終止合約。

#### 董事及五名最高薪酬人士的薪酬

截至2019年12月31日止年度，董事及本集團五名最高薪酬人士的薪酬詳情載於綜合財務報表附註7及8。

#### 董事及高級管理人員的履歷詳情

本公司董事及高級管理人員的簡要履歷詳情載於本年報「董事及高級管理人員履歷」一節。

#### 退休計劃

本集團就本集團合資格的中國僱員參與由中國省及市政府機關組織的界定供款退休福利計劃，並為香港僱員安排參與強制性公積金計劃。

該等退休計劃的詳情載於綜合財務報表附註22。

#### 薪酬政策

本集團的薪酬政策詳情載於「管理層討論與分析」一節中「僱員及薪酬政策」一段。

董事袍金及其他酬金由董事會參照董事職務、責任及表現及本公司業績以及當前市況釐定。

## Report of the Directors

### 董事會報告

#### MANAGEMENT CONTRACTS

No contracts concerning the management and administration of the whole or any substantial part of the business of the Company, which were not a contract of service with any Director or any person engaged in the full-time employment of the Company were entered into or existed during the year.

#### CONNECTED TRANSACTIONS AND RELATED PARTY TRANSACTIONS

Details of the material related party transactions undertaken by the Group in its normal course of business are set out in note 28 to the consolidated financial statements. Those related party transactions which constituted connected transactions/continuing connected transactions under the Listing Rules, and have complied all applicable requirements with Chapter 14A of the Listing Rules are set out below:

- 1) **Provision of construction service to Xiapu Jinghai Property Co., Ltd. (“Xiapu Property”).** Xiapu Property is wholly owned by Fujian Runjiang Industrial Group Limited (“Fujian Runjiang”), a company owned as to 95.0% by Mr. Xun MH. Mr. Xun MH is one of our Executive Directors and controlling shareholders and hence a connected person of our Company. As Mr. Xun MH holds more than 30.0% equity interests in Fujian Runjiang, each of Fujian Runjiang and Xiapu Property (being a subsidiary of Fujian Runjiang) is considered an associate of Mr. Xun MH and a connected person of our Company under Chapter 14A of the Listing Rules.

On 1 November 2018, Jianzhong Construction Technology entered into a construction contract for construction works projects with Xiapu Property, pursuant to which, Xiapu Property engaged our Group to provide foundation works service for a building construction works project, with an aggregate site area of approximately 37,000 sq.m. The project was completed as at the date of this annual report with RMB2,363,000 being recognised as revenue during the year ended 31 December 2019 (For the year ended 31 December 2018: RMB10,092,000).

On the basis that the project-based foundation works service mentioned above is regarded as a one-off connected transaction entered into by Jianzhong Construction Technology prior to the Listing, rather than a continuing connected transaction, the reporting, announcement, annual review and independent shareholders’ approval requirements in Chapter 14A of the Listing Rules will not be applicable.

#### 管理合約

年內，概無訂立或存在有關本公司全部或任何重要部分業務的管理及行政合約，而有關合約並非與任何董事或本公司任何全職僱員訂立的服務合約。

#### 關連交易及關聯方交易

本集團於日常業務過程中進行的重大關聯方交易的詳情載於綜合財務報表附註28內。根據上市規則構成關連交易／持續關連交易並已遵守上市規則第14A章的所有適用規定的該等關聯方交易載於下文：

- 1) **向震浦晶海置業有限公司（「震浦置業」）提供施工服務。**震浦置業由福建省潤江實業集團有限公司（「福建潤江」，一間由荀名紅先生擁有95.0%股權的公司）全資擁有。荀名紅先生為我們的執行董事及控股股東之一，因此屬本公司的關連人士。由於荀名紅先生持有福建潤江超過30.0%的股權，根據上市規則第14A章，福建潤江及震浦置業（為福建潤江的附屬公司）各自均被視為荀名紅先生的聯繫人及本公司的關連人士。

於2018年11月1日，建中建設科技與震浦置業訂立建築工程項目建造合同，據此，震浦置業委聘本集團為一個總地盤面積約37,000平方米的建築施工工程項目提供地基工程服務。截至本年報日期，該項目已竣工，人民幣2,363,000元於截至2019年12月31日止年度確認為收益（截至2018年12月31日止年度：人民幣10,092,000元）。

由於上述項目地基工程服務被視為建中建設科技於上市前訂立的一次性關連交易，而非持續關連交易，故不適用於上市規則第14A章項下有關申報、公告、年度審核及獨立股東批准的規定。

## Report of the Directors

### 董事會報告

- 2) **Tenancy agreement with Conch Venture Henghai Investment (Zhuhai) Co., Ltd. (“Conch Venture Henghai”).** Conch Venture Henghai is wholly owned by Anhui Conch Venture Investment, our substantial shareholder. Conch Venture Henghai is considered an associate of Anhui Conch Venture Investment and a connected person of our Company under Chapter 14A of the Listing Rules. Mr. Yang Kaifa is a director of both Conch Venture Henghai and our Company as at the date of this annual report. Ms. Zhang Mingjin, who is a director of Conch Venture Henghai as at the date of this report, was a director of Jianzhong Construction Technology during the period from 13 December 2018 to 16 June 2019.

The Group entered into lease agreements with Conch Venture Henghai to lease certain premises at Zhuhai City, Guangdong Province, from Conch Venture Henghai for a term of one year commencing from 1 April 2019 to 30 March 2020 with monthly rental of RMB299,000. Rental paid and payable by the Group under the lease agreements amounted to RMB2,471,000 during the year ended 31 December 2019 (For the year ended 31 December 2018: Nil).

On the basis that the tenancy agreement mentioned above is regarded as a one-off connected transaction entered into by our Group prior to the Listing, rather than a continuing connected transaction, the reporting, announcement, annual review and independent shareholders’ approval requirements in Chapter 14A of the Listing Rules will not be applicable.

### CORPORATE GOVERNANCE

Details of the corporate governance practices adopted by the Company are set out in the section headed “Corporate Governance Report” of this annual report.

### PUBLIC FLOAT

As at the date of this annual report, based on the information that is publicly available to the Company and within the knowledge of the Directors, the Company has maintained the prescribed public float under the Listing Rules.

- 2) **與海創橫海投資(珠海)有限公司(「海創橫海」)訂立租賃協議。**海創橫海由我們的主要股東安徽海螺創業投資全資擁有。根據上市規則第14A章，海創橫海被視為安徽海螺創業投資的聯繫人及本公司的關連人士。於本年報日期，楊開發先生為海創橫海及本公司董事。於本報告日期，海創橫海董事章明靜女士自2018年12月13日起至2019年6月16日止期間擔任建中建設科技的董事。

本集團與海創橫海訂立租賃協議，以向海創橫海租賃位於廣東省珠海市之若干物業，租期由2019年4月1日起至2020年3月30日止為期一年，月租為人民幣299,000元。本集團於截至2019年12月31日止年度根據租賃協議已付及應付之租金為人民幣2,471,000元(截至2018年12月31日止年度：無)。

由於上述租賃協議被視為本集團在上市前訂立的一次性關連交易，而非持續關連交易，故不適用於上市規則第14A章項下有關申報、公告、年度審核及獨立股東批准的規定。

### 企業管治

本公司採納的企業管治常規的詳情載於本年報「企業管治報告」一節。

### 公眾持股量

於本年報日期，根據本公司所得公開資料及據董事所知，本公司已維持上市規則項下規定的公眾持股量。

## Report of the Directors

### 董事會報告

#### PERMITTED INDEMNITY

Pursuant to the Articles, applicable laws and regulations, every Director shall be indemnified and secured harmless out of the assets and profits of the Company against all actions, costs, charges, losses, damages and expenses which they or any of them may incur or sustain in the execution of their duties in their offices. Such permitted indemnity provision has been in force throughout the year under review. The Company has arranged appropriate Directors' and officers' liability insurance coverage for the Directors and officers of the Group.

#### ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

The Group is committed to support environmental protection to ensure business development and sustainability. The Group implements green office practices to reduce the consumption of energy and natural resources. These practices include the use of energy-saving lightings and recycled papers, reduce energy consumption by switching off idle lightings, computers and electrical appliances and the use of environmentally friendly products whenever possible.

A separate environmental, social and governance report is expected to be published on the Stock Exchange's website and the Company's website no later than three months after the publication of this annual report in accordance with the requirement under the Listing Rules.

#### EVENTS AFTER THE REPORTING PERIOD

Particulars of events after the reporting period are set out in note 31 to the consolidated financial statements.

#### AUDITOR

The consolidated financial statements for the year ended 31 December 2019 have been audited by KPMG, who shall retire and, being eligible, offer themselves for re-appointment. A resolution for the re-appointment of KPMG as auditor of the Company is to be proposed at the forthcoming annual general meeting.

By order of the Board

**Xun Minghong**  
Chairman

Fujian, 26 March 2020

#### 獲准許彌償

根據細則、適用法律及法規，各董事就彼等或彼等任何一人基於其職位履行其職務而產生或蒙受的所有訴訟、費用、收費、損失、損害及開支，均可自本公司的資產及溢利獲得彌償，確保避免就此受損。該等獲准許彌償條文已於整個回顧年度內生效。本公司已就本集團董事及高級職員安排合適的董事及高級職員的責任保險。

#### 環境、社會及管治報告

本集團致力於支持環保，以確保業務發展及可持續發展。本集團實行綠色辦公常規，以減少能源及天然資源的消耗。該等常規包括使用節能照明及循環再造紙張，並通過關閉閒置電燈、電腦及電器，以減少能源消耗及盡可能使用環保產品。

根據上市規則之規定，預期將於本年報刊發後三個月內於聯交所網站及本公司網站刊發一份獨立之環境、社會及管治報告。

#### 報告期後事件

報告期後事件的詳情載於綜合財務報表附註 31。

#### 核數師

截至2019年12月31日止年度的綜合財務報表已獲畢馬威會計師事務所審核，其將退任並符合資格及願意接受續聘。本公司將於應屆股東週年大會提呈決議案，以續聘畢馬威會計師事務所為本公司核數師。

承董事會命

主席  
荀名紅

福建，2020年3月26日

# INDEPENDENT AUDITOR'S REPORT

## 獨立核數師報告



**Independent auditor's report to the shareholders of  
Jianzhong Construction Development Limited**  
(Incorporated in the Cayman Islands with limited liability)

### OPINION

We have audited the consolidated financial statements of Jianzhong Construction Development Limited ("the Company") and its subsidiaries ("the Group") set out on pages 63 to 151, which comprise the consolidated statement of financial position as at 31 December 2019, the consolidated statement of profit or loss, the consolidated statement of profit or loss and other comprehensive income, the consolidated statement of changes in equity and the consolidated cash flow statement for the year then ended and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at 31 December 2019 and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards ("HKFRSs") issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA") and have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

### BASIS FOR OPINION

We conducted our audit in accordance with Hong Kong Standards on Auditing ("HKSAs") issued by the HKICPA. Our responsibilities under those standards are further described in the *Auditor's responsibilities for the audit of the consolidated financial statements* section of our report. We are independent of the Group in accordance with the HKICPA's *Code of Ethics for Professional Accountants* ("the Code") together with any ethical requirements that are relevant to our audit of the consolidated financial statements in the Cayman Islands, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

**獨立核數師報告**  
**致建中建設發展有限公司股東**  
(於開曼群島註冊成立的有限公司)

### 意見

本核數師(以下簡稱「我們」)已審計列載於第63至151頁的建中建設發展有限公司(以下簡稱「貴公司」)及其附屬公司(以下統稱「貴集團」)的綜合財務報表。此財務報表包括於2019年12月31日的綜合財務狀況表與截至該日止年度的綜合損益表、綜合損益及其他全面收益表、綜合權益變動表和綜合現金流量表，以及綜合財務報表附註，包括主要會計政策概要。

我們認為，該等綜合財務報表已根據香港會計師公會(「香港會計師公會」)頒佈的香港財務報告準則(「香港財務報告準則」)真實而中肯地反映了貴集團於2019年12月31日的綜合財務狀況及截至該日止年度的綜合財務表現及綜合現金流量，並已遵照香港公司條例的披露要求妥為擬備。

### 意見的基礎

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

## Independent Auditor's Report

### 獨立核數師報告

#### KEY AUDIT MATTERS

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

#### Revenue recognition for construction contracts

Refer to notes 3(a) and 15 to the consolidated financial statements and the accounting policies in notes 1(j) and 1(r)(i).

#### The Key Audit Matter

##### 關鍵審計事項

The Group recorded revenue from the provision of construction service, including foundation works, formwork and scaffolding works, construction of sewage treatment infrastructure and other construction works, in mainland China totalling RMB1,456.7 million for the year ended 31 December 2019.

截至2019年12月31日止年度，貴集團自於中國大陸提供建築服務，包括地基工程、模板及腳手架工程、污水處理基礎設施建設及其他建築工程，錄得收益合共人民幣1,456.7百萬元。

Contract revenue is recognised progressively over time using the output method, based on direct measurements of the value of contract work performed, which is mainly reflected by the progress certificates issued by customers. The customer will provide final account when the whole project is completed and may have adjustments on the amount recognised to date according to the actual surveys of work performed at completion.

合約收益按所執行合約工程的直接價值計量，利用輸出法隨時間累進確認，該價值主要反映在客戶簽發的進度證明上。整個項目完成後，客戶將提供最終賬目，且可能根據完成時對已完成合約工程的實際測量對截至目前所確認的金額作出調整。

#### 關鍵審計事項

關鍵審計事項是根據我們的專業判斷，認為對本期綜合財務報表的審計最為重要的事項。這些事項是在我們審計整體綜合財務報表及出具意見時進行處理的。我們不會對這些事項提供單獨的意見。

#### 建築合約收益確認

參閱綜合財務報表附註3(a)及附註15及附註1(j)及附註1(r)(i)中的會計政策。

#### How the matter was addressed in our audit

##### 我們的審計如何處理該事項

Our audit procedures to assess revenue recognition for construction contracts included the following:

我們就評估建築合約收益確認所進行的審計程序包括以下各項：

- assessing the design, implementation and operating effectiveness of key internal controls over the contract revenue recognition processes;
- 評估合約收益確認程序所涉主要內部監控的設計、執行及運作成效；
- inspecting a sample of contracts with customers, to identify key terms and conditions, and to assess the Group's revenue recognition criteria with reference to the requirements of the prevailing accounting standards;
- 抽樣檢查與客戶訂立的合約，以識別主要條款及條件，並參考現行會計準則的規定評估貴集團之收益確認標準；
- comparing the contract revenue recognised for construction projects during the year, on a sample basis, with progress certificates issued by customers;
- 按樣本基準將年內就建築項目確認的合約收益與客戶簽發的進度證明進行對比；



## Independent Auditor's Report

### 獨立核數師報告

#### Revenue recognition for construction contracts

Refer to notes 3(a) and 15 to the consolidated financial statements and the accounting policies in notes 1(j) and 1(r)(i).

#### The Key Audit Matter

##### 關鍵審計事項

We identified revenue recognition as a key audit matter because revenue is one of the key performance indicators of the Group and therefore there is an inherent risk of manipulation of the timing of recognition of revenue by management to meet specific targets or expectations.

我們把收益確認識別為關鍵審計事項，原因為收益是貴集團的關鍵績效指標之一，而當中涉及管理層為達到特定目標或預期而操控收益確認時間之固有風險。

#### 建築合約收益確認

參閱綜合財務報表附註3(a)及附註15及附註1(j)及附註1(r)(i)中的會計政策。

#### How the matter was addressed in our audit

##### 我們的審計如何處理該事項

- conducting site visits, on a sample basis, to observe the progress of individual projects and discussing with project managers or site personnel about the physical status of the respective project with reference to the agreed timetable and the Group's accounting records;
- 按樣本基準進行實地視察，以觀察個別項目的進度，並參照協定時間表及貴集團的會計記錄與項目經理或地盤人員討論相關項目的實地情況；
- comparing the certified amounts in the final accounts, for contracts completed during the year, with the contract revenue recognised to date, to assess whether adjustments in the final accounts, if any, have been reflected in the Group's accounting records; and
- 就年內已完成合約，將最終賬目中的認證金額與截至目前所確認的合約收益進行比對，以評估最終賬目中的調整(如有)是否反映在貴集團的會計記錄中；及
- obtaining confirmations, on a sample basis, from major customers of the Group to confirm amounts certified for selected construction projects during the year and, for unreturned confirmations, performing alternative procedures by comparing details with contracts, and other underlying project related documentation.
- 按樣本基準向貴集團主要客戶獲取確認書，以確認年內選定建築項目的認證金額，並對未予確認者執行其他程序，包括對比收益詳情與合約及其他相關的項目相關文件。

## Independent Auditor's Report

### 獨立核數師報告

#### Loss allowance for trade receivables, bills receivable and contract assets

Refer to notes 16 and 26(a) to the consolidated financial statements and the accounting policies in note 1(h)(i).

#### The Key Audit Matter

##### 關鍵審計事項

As at 31 December 2019, the Group's gross trade receivables, bills receivable and contract assets amounted to RMB967.1 million, against which a loss allowance of RMB49.0 million was recorded. The Group's trade receivables, bills receivable and contract assets mainly arose from provision of construction service.

於2019年12月31日，貴集團貿易應收款項總額、應收票據及合約資產為人民幣967.1百萬元，已計提的損失準備金額為人民幣49.0百萬元。貴集團之貿易應收款項、應收票據及合約資產主要來自提供建築服務。

The Group measures the loss allowance at an amount equal to lifetime expected credit loss based on estimated loss rates for each category of receivables. The estimated loss rates take into account the ageing of trade receivable balances, the repayment history of the Group's customers of different risk characteristics, current market conditions, customer-specific conditions, and forward-looking information. Such assessment involves significant management judgement and estimation.

貴集團基於每類應收款項的預期損失率，按照相當於整個存續期內預期信貸損失的金額計量損失準備。預期損失率考慮貿易應收款項結餘賬齡、貴集團不同信用風險特徵客戶的回收歷史、當前市場情況、客戶特定情況和前瞻性資料。該評估涉及重大的管理層判斷和估計。

#### 貿易應收款項、應收票據及合約資產之損失準備

參閱綜合財務報表附註16及附註26(a)及附註1(h)(i)中的會計政策。

#### How the matter was addressed in our audit

##### 我們的審計如何處理該事項

Our audit procedures to assess the loss allowance for trade receivables, bills receivable and contract assets included the following:

我們評估貿易應收款項、應收票據及合約資產之損失準備的審計程序包括以下各項：

- obtaining an understanding of and assessing the design, implementation and operating effectiveness of key internal controls relating to credit control, debt collection and credit loss allowance calculation;
- 了解與信用風險控制、款項回收及信貸損失準備計算相關的關鍵內部控制，並評價其設計、執行和運行有效性；
- evaluating the Group's policy for estimating the credit loss allowance with reference to the requirements of the prevailing accounting standards;
- 參照現行會計準則的要求，評價貴集團估計信貸損失準備的會計政策；
- assessing whether items were correctly categorised in the trade receivables ageing report by comparing individual items therein with relevant underlying documentation, on a sample basis;
- 從貿易應收款項賬齡分析報告中選取測試項目，核對至相關的支持性文件，以評價賬齡分析報告中的賬齡區間劃分的準確性；

## Independent Auditor's Report

### 獨立核數師報告

#### Loss allowance for trade receivables, bills receivable and contract assets

Refer to notes 16 and 26(a) to the consolidated financial statements and the accounting policies in note 1(h)(i).

#### The Key Audit Matter

##### 關鍵審計事項

We identified the loss allowance for trade receivables, bills receivable and contract assets as a key audit matter because determining the level of the loss allowance requires the exercise of significant management judgement which is inherently subjective.

由於損失準備的確定涉及重大的管理層判斷，且其存在固有不確定性，我們將貿易應收款項、應收票據及合約資產之損失準備識別為關鍵審計事項。

#### 貿易應收款項、應收票據及合約資產之損失準備

參閱綜合財務報表附註16及附註26(a)及附註1(h)(i)中的會計政策。

#### How the matter was addressed in our audit

##### 我們的審計如何處理該事項

- obtaining an understanding of the key parameters and assumptions of the expected credit loss model adopted by the management, including the basis of segmentation of the trade receivables, bills receivable and contract assets based on credit risk characteristics of customers and the historical default data in management's estimated loss rates;
- 了解管理層預期信貸損失模型中所運用的關鍵參數及假設，包括管理層基於客戶信用風險特徵對貿易應收款項、應收票據及合約資產進行分組的基礎、以及管理層預期損失率中包含的歷史違約資料；
- assessing the reasonableness of management's loss allowance estimates by examining the information used by management to form such judgements, including testing the accuracy of the historical default data and evaluating whether the historical loss rates are appropriately adjusted based on current economic conditions and forward-looking information;
- 通過檢查管理層用於做出判斷的資料，包括測試歷史違約資料的準確性，評估歷史損失率是否適當根據當前經濟狀況及前瞻性資料進行調整，評價管理層對於損失準備估計的合理性；
- re-performing the calculation of the loss allowance as at 31 December 2019 based on the Group's credit loss allowance policy; and
- 基於 貴集團信貸損失準備計提的會計政策重新計算於2019年12月31日的損失準備；及
- inspecting, on a sample basis, cash receipts from debtors subsequent to the reporting date relating to trade receivable balances and contract assets as at 31 December 2019.
- 選取樣本，檢查於2019年12月31日貿易應收款項結餘及合約資產的期後回款。

## Independent Auditor's Report

### 獨立核數師報告

#### INFORMATION OTHER THAN THE CONSOLIDATED FINANCIAL STATEMENTS AND AUDITOR'S REPORT THEREON

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

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

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

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

#### RESPONSIBILITIES OF THE DIRECTORS FOR THE CONSOLIDATED FINANCIAL STATEMENTS

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

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

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

#### 綜合財務報表及其核數師報告以外的信息

董事需對其他信息負責。其他信息包括刊載於年報內的全部信息，但不包括綜合財務報表及我們的核數師報告。

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

結合我們對綜合財務報表的審計，我們的責任是閱讀其他信息，在此過程中，考慮其他信息是否與綜合財務報表或我們在審計過程中所了解的情況存在重大抵觸或者似乎存在重大錯誤陳述的情況。

基於我們已執行的工作，如果我們認為其他信息存在重大錯誤陳述，我們需要報告該事實。在這方面，我們沒有任何報告。

#### 董事就綜合財務報表須承擔的責任

董事須負責根據香港會計師公會頒佈的香港財務報告準則及香港公司條例的披露要求擬備真實而中肯的綜合財務報表，並對其認為為使綜合財務報表的擬備不存在由於欺詐或錯誤而導致的重大錯誤陳述所需的內部控制負責。

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

審計委員會協助董事履行監督貴集團的財務報告過程的責任。

## Independent Auditor's 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. This report is made solely to you, as a body, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

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

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

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

#### 核數師就審計綜合財務報表承擔的責任

我們的目標，是對綜合財務報表整體是否不存在由於欺詐或錯誤而導致的重大錯誤陳述取得合理保證，並出具包括我們意見的核數師報告。我們是僅向整體股東報告。除此以外，我們的報告不可用作其他用途。我們概不就本報告的內容，對任何其他人士負責或承擔法律責任。

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

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

- 識別和評估由於欺詐或錯誤而導致綜合財務報表存在重大錯誤陳述的風險，設計及執行審計程序以應對這些風險，以及獲取充足和適當的審計憑證，作為我們意見的基礎。由於欺詐可能涉及串謀、偽造、蓄意遺漏、虛假陳述，或凌駕於內部控制之上，因此未能發現因欺詐而導致的重大錯誤陳述的風險高於未能發現因錯誤而導致的重大錯誤陳述的風險。
- 了解與審計相關的內部控制，以設計適當的審計程序，但目的並非對貴集團內部控制的有效性發表意見。

## Independent Auditor's Report

### 獨立核數師報告

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.
- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.
- 評價董事所採用會計政策的恰當性及作出會計估計和相關披露的合理性。
- 對董事採用持續經營會計基礎的恰當性作出結論。根據所獲取的審計憑證，確定是否存在與事項或情況有關的重大不確定性，從而可能導致對貴集團的持續經營能力產生重大疑慮。如果我們認為存在重大不確定性，則有必要在核數師報告中提請使用者注意綜合財務報中的相關披露。假若有關的披露不足，則我們應當發表非無保留意見。我們的結論是基於核數師報告日止所取得的審計憑證。然而，未來事項或情況可能導致貴集團不能持續經營。
- 評價綜合財務報表的整體列報方式、架構和內容，包括披露，以及綜合財務報表是否中肯反映相關交易和事項。
- 就貴集團內實體或業務活動的財務信息獲取充足、適當的審計憑證，以便對綜合財務報表發表意見。我們負責貴集團審計的方向、監督和執行。我們為審計意見承擔全部責任。

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

除其他事項外，我們與審計委員會溝通了計劃的審計範圍、時間安排、重大審計發現等，包括我們在審計中識別出內部控制的任何重大缺陷。

## Independent Auditor's Report

### 獨立核數師報告

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

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

The engagement partner on the audit resulting in this independent auditor's report is Liu Hin Pan.

#### KPMG

*Certified Public Accountants*  
8th Floor, Prince's Building  
10 Chater Road  
Central, Hong Kong

26 March 2020

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

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

出具本獨立核數師報告的審計項目合夥人是廖顯斌。

#### 畢馬威會計師事務所

執業會計師  
香港中環  
遮打道10號  
太子大廈8樓

2020年3月26日

# CONSOLIDATED STATEMENT OF PROFIT OR LOSS

## 綜合損益表

For the year ended 31 December 2019 截至2019年12月31日止年度

		Note 附註	2019 2019年 RMB'000 人民幣千元	2018 2018年 RMB'000 人民幣千元
<b>Revenue</b>	<b>收益</b>	3	<b>1,578,218</b>	1,192,750
Cost of sales	銷售成本		<b>(1,224,195)</b>	(907,228)
<b>Gross profit</b>	<b>毛利</b>		<b>354,023</b>	285,522
Other net income	其他淨收入	4	<b>15,608</b>	1,762
Administrative expenses	行政開支		<b>(118,908)</b>	(80,820)
Other operating expenses	其他經營開支		<b>(25,038)</b>	(20,362)
<b>Profit from operations</b>	<b>經營利潤</b>		<b>225,685</b>	186,102
Finance costs	融資成本	5(a)	<b>(17,363)</b>	(9,121)
<b>Profit before taxation</b>	<b>稅前利潤</b>	5	<b>208,322</b>	176,981
Income tax	所得稅	6(a)	<b>(29,082)</b>	(36,487)
<b>Profit for the year</b>	<b>年內利潤</b>		<b>179,240</b>	140,494
<b>Earnings per share</b>	<b>每股收益</b>	9	<b>0.38</b>	0.30
Basic and diluted (RMB)	基本及攤薄(人民幣)			

The notes on pages 69 to 151 form part of these financial statements.

第69至151頁的附註構成該等財務報表的一部分。



# 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 December 2019 截至2019年12月31日止年度

		2019 2019年 RMB'000 人民幣千元	2018 2018年 RMB'000 人民幣千元
<b>Profit for the year</b>	年內利潤	<b>179,240</b>	140,494
<b>Other comprehensive income for the year</b>	年內其他全面收益		
<i>Items that may be reclassified subsequently to profit or loss:</i>	<i>其後可能重新分類至損益的項目：</i>		
Exchange differences on translation of financial statements of operations outside mainland China	換算中國內地以外業務財務報表的匯兌差額	4	—
<b>Other comprehensive income for the year</b>	年內其他全面收益	<b>4</b>	—
<b>Total comprehensive income for the year</b>	年內全面收益總額	<b>179,244</b>	140,494

The notes on pages 69 to 151 form part of these financial statements.

第69至151頁的附註構成該等財務報表的一部分。

# CONSOLIDATED STATEMENT OF FINANCIAL POSITION

## 綜合財務狀況表

At 31 December 2019 於2019年12月31日

		Note 附註	2019 2019年 RMB'000 人民幣千元	2018 2018年 RMB'000 人民幣千元
<b>Non-current assets</b>	<b>非流動資產</b>			
Property, plant and equipment	物業、廠房及設備	10	397,232	423,285
Intangible assets	無形資產	11	702	793
Receivables under service concession arrangement	服務特許權安排項下的應收款項	17	32,909	36,753
Deferred tax assets	遞延稅項資產	23(b)	4,031	1,632
Other non-current assets	其他非流動資產		10,724	14,548
			<b>445,598</b>	477,011
<b>Current assets</b>	<b>流動資產</b>			
Inventories	存貨	14	26,561	42,579
Contract assets	合約資產	15	490,201	254,842
Trade and other receivables	貿易及其他應收款項	16	476,509	365,290
Receivables under service concession arrangement	服務特許權安排項下的應收款項	17	17,436	9,249
Restricted bank balances	受限制銀行結餘	18	2,727	2,235
Cash and cash equivalents	現金及現金等價物	19	102,968	93,772
			<b>1,116,402</b>	767,967
<b>Current liabilities</b>	<b>流動負債</b>			
Trade and other payables	貿易及其他應付款項	20	581,359	498,601
Contract liabilities	合約負債	15	13,322	5,123
Loans and borrowings	貸款及借款	21	57,256	134,778
Current taxation	即期稅項	23(a)	12,238	38,401
			<b>664,175</b>	676,903
<b>Net current assets</b>	<b>流動資產淨額</b>		<b>452,227</b>	91,064

## Consolidated Statement of Financial Position 綜合財務狀況表

At 31 December 2019 於2019年12月31日

		Note 附註	2019 2019年 RMB'000 人民幣千元	2018 2018年 RMB'000 人民幣千元
<b>Total assets less current liabilities</b>	<b>總資產減流動負債</b>		<b>897,825</b>	568,075
<b>Non-current liabilities</b>	<b>非流動負債</b>			
Loans and borrowings	貸款及借款	21	64,492	5,627
Other non-current liabilities	其他非流動負債	24	9,201	5,460
			<b>73,693</b>	11,087
<b>NET ASSETS</b>	<b>資產淨值</b>		<b>824,132</b>	556,988
<b>CAPITAL AND RESERVES</b>	<b>資本及儲備</b>			
Share capital	股本	25(c)	—*	148,000
Reserves	儲備		824,132	408,988
<b>TOTAL EQUITY</b>	<b>權益總額</b>		<b>824,132</b>	556,988

\* The balance represents an amount less than RMB1,000.

\* 該結餘金額不足人民幣1,000元。

Approved and authorised for issue by the board of directors on 26 March 2020.

於2020年3月26日獲董事會批准並獲授權發行。

**Xun Minghong**

荀名紅

Director

董事

**He Wenlin**

何文林

Director

董事

The notes on pages 69 to 151 form part of these financial statements.

第69至151頁的附註構成該等財務報表的一部分。

# CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

## 綜合權益變動表

For the year ended 31 December 2019 截至2019年12月31日止年度

	Note	Share capital	Capital reserve	Statutory reserve	Special reserve	Exchange reserve	Other reserve	Retained profits	Total
	附註	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
<b>Balance at 1 January 2018</b>	於2018年1月1日的結餘	111,000	118,225	9,552	1,299	—	—	72,818	312,894
<b>Changes in equity for 2018:</b>	於2018年的權益變動：								
Profit and total comprehensive income for the year	年內利潤及全面收入總額	—	—	—	—	—	—	140,494	140,494
Appropriation to statutory reserve	劃撥至法定儲備	25(d)(ii)	—	14,216	—	—	—	(14,216)	—
Transfer to special reserve	轉撥至專項儲備	25(d)(iii)	—	—	5,604	—	—	(5,604)	—
Capital injection from equity shareholders	權益股東注資	25(d)(i)	37,000	—	—	—	—	—	103,600
<b>Balance at 31 December 2018 and 1 January 2019</b>	於2018年12月31日及2019年1月1日的結餘	<b>148,000</b>	<b>184,825</b>	<b>23,768</b>	<b>6,903</b>	<b>—</b>	<b>—</b>	<b>193,492</b>	<b>556,988</b>
<b>Changes in equity for 2019:</b>	2019年權益變動：								
Profit for the year	年內利潤	—	—	—	—	—	—	179,240	179,240
Other comprehensive income	其他全面收益	25(d)(iv)	—	—	—	4	—	—	4
Total comprehensive income	全面收益總額	—	—	—	—	4	—	179,240	179,244
Appropriation to statutory reserve	劃撥至法定儲備	25(d)(ii)	—	21,296	—	—	—	(21,296)	—
Transfer to special reserve	轉撥至專項儲備	25(d)(iii)	—	—	4,833	—	—	(4,833)	—
Capital injection from equity shareholders	權益股東注資	25(d)(i)	20,450	71,575	—	—	—	—	92,025
Issuance of new shares	發行新股	25(d)(i)	—*	—	—	—	—	—	—*
Elimination of capital upon Reorganisation	重組後股本對銷	25(d)(v)	(168,450)	—	—	—	164,325	—	(4,125)
<b>Balance at 31 December 2019</b>	於2019年12月31日的結餘	<b>—*</b>	<b>256,400</b>	<b>45,064</b>	<b>11,736</b>	<b>4</b>	<b>164,325</b>	<b>346,603</b>	<b>824,132</b>

\* The balances represent amounts less than RMB1,000.

\* 該等結餘金額不足人民幣1,000元。

The notes on pages 69 to 151 form part of these financial statements.

第69至151頁的附註構成該等財務報表的一部分。

# CONSOLIDATED CASH FLOW STATEMENT

## 綜合現金流量表

For the year ended 31 December 2019 截至2019年12月31日止年度

		Note 附註	2019 2019年 RMB'000 人民幣千元	2018 2018年 RMB'000 人民幣千元
<b>Operating activities</b>	<b>經營活動</b>			
Cash generated from operations	經營產生的現金	19(b)	138,080	86,317
Income tax paid	已付所得稅		(57,644)	(18,479)
<b>Net cash generated from operating activities</b>	<b>經營活動產生的現金淨額</b>		<b>80,436</b>	67,838
<b>Investing activities</b>	<b>投資活動</b>			
Payment for the purchase of property, plant and equipment	購買物業、廠房及設備付款		(83,818)	(90,666)
Proceeds from disposal of property, plant and equipment	出售物業、廠房及設備所得款項		5,735	800
Payment for purchase of intangible assets	購買無形資產付款		—	(240)
Net cash used in investing activities	投資活動所用現金淨額		(78,083)	(90,106)
<b>Financing activities</b>	<b>融資活動</b>			
Proceeds from new bank loans	新借銀行貸款所得款項	19(c)	153,210	220,834
Repayment of bank loans	償還銀行貸款	19(c)	(160,751)	(207,270)
Interests paid on bank loans and other borrowings	已付銀行貸款及其他借款利息	19(c)	(13,525)	(4,366)
Payments of lease liabilities	租賃負債付款	19(c)	(1,691)	(715)
Interest element of lease liabilities	租賃負債利息部分	19(c)	(180)	(149)
Payment for acquisition of equipment by instalments	購買設備分期付款	19(c)	(28,779)	(18,843)
Interests paid on acquisition of equipment by instalments	購買設備分期付款已付利息	19(c)	(2,413)	(2,669)
Payments for capital element of obligations arising from sale and leaseback transactions	售後租回交易產生承擔的資本部分付款	19(c)	(9,425)	(9,285)
Interest element of obligations arising from sale and leaseback transactions	售後租回交易產生承擔的利息部分	19(c)	(933)	(1,900)
Capital injections from equity shareholders	權益股東注資		92,025	103,600
Payment of listing expenses	上市費用付款		(4,415)	(113)
Transactions with shareholders during the reorganisation	重組期間與股東的交易	19(c)	(4,125)	—
Advances from related parties	關聯方墊款	19(c)	25,972	261,664
Repayments to related parties	向關聯方還款	19(c)	(38,127)	(220,257)
Repayments of other borrowings	其他借款還款	19(c)	—	(6,500)
<b>Net cash generated from financing activities</b>	<b>融資活動產生的現金淨額</b>		<b>6,843</b>	114,031
<b>Net increase in cash and cash equivalents</b>	<b>現金及現金等價物增加淨額</b>		<b>9,196</b>	91,763
<b>Cash and cash equivalents at 1 January</b>	<b>於1月1日的現金及現金等價物</b>	19(a)	<b>93,772</b>	2,009
<b>Cash and cash equivalents at 31 December</b>	<b>於12月31日的現金及現金等價物</b>	19(a)	<b>102,968</b>	93,772

The notes on pages 69 to 151 form part of these financial statements.

第69至151頁的附註構成該等財務報表的一部分。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

### 1 SIGNIFICANT ACCOUNTING POLICIES

#### (a) Statement of compliance

These financial statements have been prepared in accordance with all applicable Hong Kong Financial Reporting Standards (“HKFRSs”), which collective term includes all applicable individual Hong Kong Financial Reporting Standards, Hong Kong Accounting Standards (“HKASs”) and Interpretations issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”), accounting principles generally accepted in Hong Kong and the disclosure requirements of the Hong Kong Companies Ordinance. These financial statements also comply with the applicable disclosure provisions of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited. Significant accounting policies adopted by the Group are disclosed below.

The HKICPA has issued certain new and revised HKFRSs that are first effective or available for early adoption for the current accounting period of the Group. The Company has consistently applied all applicable new and revised HKFRSs, which are effective for the accounting period beginning on 1 January 2019, including HKFRS 16 “Leases”, throughout all the periods presented in the Group’s financial statements.

The Group has not applied any new standard or interpretation that is not yet effective for the current accounting period.

### 1 重大會計政策

#### (a) 合規聲明

本財務報表乃根據全部適用之香港財務報告準則（「香港財務報告準則」）（此統稱包括香港會計師公會（「香港會計師公會」）頒佈之所有適用之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以及香港公司條例之披露規定而編製。本財務報表亦符合香港聯合交易所證券上市規則的適用披露條文。本集團採納的重大會計政策披露如下。

香港會計師公會已頒佈若干新訂及經修訂香港財務報告準則，該等香港財務報告準則於本集團之現行會計期間首次生效或可供提早採納。本公司於本集團財務報表呈列的所有期間一直應用自2019年1月1日開始的會計期間生效的所有適用新訂及經修訂香港財務報告準則，包括香港財務報告準則第16號「租賃」。

本集團概無應用在現行會計期間尚未生效的任何新訂準則或詮釋。

## Notes to the Consolidated Financial Statements

### 綜合財務報表附註

#### 1 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

##### (b) Basis of preparation of the financial statements

The consolidated financial statements for the year ended 31 December 2019 comprise the Company and its subsidiaries.

The Company was incorporated in the Cayman Islands on 5 February 2019 as an exempted company with limited liability under the Cayman Islands Companies Law CAP. 22. The Company is an investment holding company and has not carried on any business since the date of its incorporation save for the group reorganisation (“Reorganisation”) mentioned below. The Company’s shares were listed on the Main Board on the Stock Exchange of Hong Kong Limited (the “Stock Exchange”) on 18 March 2020. The Group is principally engaged in the provision of construction service, leasing of construction machinery, equipment and tools, and provision of sewage treatment service in mainland China.

Prior to the incorporation of the Company, the above mentioned principal activities were carried out by Fujian Jianzhong Construction Technology Co., Ltd. (“Jianzhong Construction Technology”) and its subsidiaries. To rationalise the corporate structure in preparation of the listing of the Company’s shares on The Stock Exchange, the Group underwent the Reorganisation, as detailed in the section headed “History, Reorganisation and Corporate Structure” in the listing documents of the Company dated 29 February 2020. Upon completion of the Reorganisation on 21 May 2019, the Company became the holding company of the subsidiaries now comprising the Group.

As Jianzhong Construction Technology was controlled by Mr. Xun Minghong (the “Controlling Shareholder”) before and after the Reorganisation and therefore there were no changes in the economic substance of the ownership and the business of the Group. The Reorganisation only involved inserting companies with no substantive operations as the holding companies of Jianzhong Construction Technology. The consolidated financial statements have been prepared and presented as a continuation of the consolidated financial statements of Jianzhong Construction Technology with the assets and liabilities of Jianzhong Construction Technology recognised and measured at their historical carrying amounts prior to the Reorganisation. Intra-group balances, transactions and unrealised gains/losses on intra-group transactions are eliminated in full in preparing the consolidated financial statements.

#### 1 重大會計政策(續)

##### (b) 財務報表編製基準

截至2019年12月31日止年度的綜合財務報表包括本公司及其附屬公司。

2019年2月5日，本公司根據開曼群島公司法第二十二章於開曼群島註冊成立為一間獲豁免有限公司。本公司為一間投資控股公司，自註冊成立之日起，除下文所述的集團重組（「重組」）外，並無開展任何業務。本公司股份於2020年3月18日在香港聯合交易所有限公司（「聯交所」）主板上市。本集團主要於中國內地提供建築服務、建築機械、設備及工具租賃，以及污水處理服務。

本公司註冊成立前，上述主要活動由福建省建中建設科技有限公司（「建中建設科技」）及其附屬公司開展。為優化公司架構以籌備本公司股份於聯交所上市，本集團進行重組，詳情載於本公司日期為2020年2月29日的上市文件「歷史、重組及公司架構」一節。重組於2019年5月21日完成後，本公司已成為本集團現時旗下附屬公司的控股公司。

由於建中建設科技於重組前後均由荀名紅先生（「控股股東」）控制，故本集團所有權及業務的經濟實質並無變動。重組僅將無實質業務的公司變成建中建設科技的控股公司。綜合財務報表已按延續建中建設科技綜合財務報表的方式編製及呈列，建中建設科技的資產及負債乃按其重組前的歷史賬面值確認及計量。集團內公司間結餘、交易及集團內公司間交易產生的未變現收益／損失於編製綜合財務報表時予以全數對銷。

## Notes to the Consolidated Financial Statements

### 綜合財務報表附註

#### 1 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

##### (b) Basis of preparation of the financial statements (Continued)

The consolidated financial statements are presented in Renminbi ("RMB"), rounded to the nearest thousand. RMB is the functional currency and the reporting currency for the Company's subsidiaries established in the PRC. The functional currency of the Company is Hong Kong Dollars. The measurement basis used in the preparation of the financial statements is the historical cost basis.

The preparation of financial statements in conformity with HKFRSs requires management to make judgements, estimates and assumptions that affect the application of policies and reported amounts of assets, liabilities, income and expenses. The estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances, the results of which form the basis of making the judgements about carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

Judgements made by management in the application of HKFRSs that have significant effect on the financial statements and major sources of estimation uncertainty are discussed in Note 2.

#### 1 重大會計政策(續)

##### (b) 財務報表編製基準(續)

本綜合財務報表乃以人民幣(「人民幣」)列值，並四捨五入至最接近的千位。人民幣為本公司中國附屬公司的功能貨幣及報告貨幣。本公司的功能貨幣為港幣。編製財務報表所使用的計量基準為歷史成本基準。

根據香港財務報告準則編製財務報表要求管理層須作出判斷、估計及假設，而該等判斷、估計及假設會影響會計政策的應用以及資產、負債、收益及開支的呈報金額。該等估計及相關假設乃基於過往經驗及在有關情況下視為合理的各項其他因素作出，其結果構成對未能透過其他來源確定的資產及負債的賬面值作出判斷的基礎。實際結果或有別於該等估計。

該等估計及相關假設會持續予以審閱。倘會計估計的修訂僅對作出修訂的期間產生影響，則有關修訂於該期間內確認；倘會計估計的修訂對現時及未來期間均產生影響，則會或於作出該修訂期間及未來期間內確認。

管理層於應用香港財務報告準則時所作出對財務報表有重大影響的判斷以及估計不確定性因素的主要來源載於附註2。



## Notes to the Consolidated Financial Statements

### 綜合財務報表附註

#### 1 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

##### (c) Subsidiaries

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

An investment in a subsidiary is consolidated into the consolidated financial statements from the date that control commences until the date that control ceases. Intra-group balances, transactions and cash flows and any unrealised profits arising from intra-group transactions are eliminated in full in preparing the consolidated financial statements. Unrealised losses resulting from intra-group transactions are eliminated in the same way as unrealised gains but only to the extent that there is no evidence of impairment.

Non-controlling interests represent the equity in a subsidiary not attributable directly or indirectly to the Company, and in respect of which the Group has not agreed any additional terms with the holders of those interests which would result in the Group as a whole having a contractual obligation in respect of those interests that meets the definition of a financial liability.

Non-controlling interests are presented in the consolidated statement of financial position within equity, separately from equity attributable to the equity shareholders of the Company. Non-controlling interests in the results of the Group are presented on the face of the consolidated statement of profit or loss and the consolidated statement of profit or loss and other comprehensive income as an allocation of the total profit or loss and total comprehensive income for the year between non-controlling interests and the equity shareholders of the Company.

When the Group loses control of a subsidiary, it is accounted for as a disposal of the entire interest in that subsidiary, with a resulting gain or loss being recognised in profit or loss.

In the Company's statement of financial position, an investment in a subsidiary is stated at cost less impairment losses (see Note 1(h)(ii)).

#### 1 重大會計政策(續)

##### (c) 附屬公司

附屬公司是指本集團控制的實體。倘本集團可以或有權從參與實體的業務分享非固定回報，且有能力行使其對實體的權力而影響該等回報時，本集團即被視為對該實體擁有控制權。評估本集團是否擁有權力時，僅考慮(本集團及其他方持有的)實質權利。

於附屬公司的投資，自控制權開始當日綜合計入綜合財務報表，直至控制權終止當日為止。集團內公司間結餘、交易及現金流量以及集團內公司間交易產生的任何未變現利潤於編製綜合財務報表時全數對銷。僅當並無出現減值跡象時，集團內公司間交易產生的未變現虧損方可按照未變現收益的相同方式抵銷。

非控股權益指並非由本公司直接或間接擁有的附屬公司權益，而本集團未有就此與該等權益持有人達成任何附加條款，致令本集團整體上對該等權益產生符合金融負債定義的合約責任。

非控股權益於綜合財務狀況表之權益項中，與本公司權益股東應佔權益分開呈報。本集團業績中的非控股權益乃於綜合損益及其他全面收益表中，呈列為本公司非控股權益與本公司權益股東之間的年內損益總額及全面收益總額的分配。

本集團出售於附屬公司的所有權益時，即被視為失去對該附屬公司的控制權，由此產生的收益或虧損於損益確認。

於本公司的財務狀況表內，於附屬公司的投資乃按成本減減值虧損列賬(見附註1(h)(ii))。

## Notes to the Consolidated Financial Statements

### 綜合財務報表附註

#### 1 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

##### (d) Property, plant and equipment

Property, plant and equipment are stated at cost less accumulated depreciation and impairment losses (see Note 1(h)(ii)):

Gains or losses arising from the retirement or disposal of an item of property, plant and equipment are determined as the difference between the net disposal proceeds and the carrying amount of the item and are recognised in profit or loss on the date of retirement or disposal.

Depreciation is calculated to write off the cost of items of property, plant and equipment, less their estimated residual value, if any, using the straight-line method over their estimated useful lives as follows:

• Machinery and equipment	3–10 years
• Motor vehicles	3–10 years
• Tools	3–10 years
• Electronic equipment	3–5 years
• Right-of-use assets (Note 1(g)(i))	1–5 years
• Leasehold improvements	3 years

Both the useful life of an asset and its residual value, if any, are reviewed annually.

##### (e) Intangible assets

Intangible assets that are acquired by the Group are stated at cost less accumulated amortisation and any accumulated impairment losses (see Note 1(h)(ii)).

Amortisation of intangible assets with finite useful lives is charged to profit or loss on a straight-line basis over the assets' estimated useful lives. The following intangible assets with finite useful lives are amortised from the date they are available for use and their estimated useful lives are as follows:

• Software	10 years
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Both the period and method of amortisation are reviewed annually.

#### 1 重大會計政策(續)

##### (d) 物業、廠房及設備

物業、廠房及設備按成本減累計折舊及減值虧損列賬(見附註1(h)(ii)):

物業、廠房及設備項目報廢或出售所產生的收益或虧損以出售所得款項淨額與該項目賬面值之間的差額釐定,並於報廢或出售之日於損益中確認。

物業、廠房及設備項目之折舊按下列估計可使用年期,在扣除其估計剩餘價值(如有)後,以直線法撇銷其成本計算:

• 機械設備	3至10年
• 汽車	3至10年
• 工具	3至10年
• 電子設備	3至5年
• 使用權資產 (附註1(g)(i))	1至5年
• 租賃物業裝修	3年

資產的可使用年期及剩餘價值(如有)會每年進行審閱。

##### (e) 無形資產

本集團購買的無形資產按成本減累計攤銷及累計減值虧損列賬(見附註1(h)(ii))。

可使用年期有限的無形資產的攤銷按資產的估計可使用年期以直線法計入損益。以下可使用年期有限的無形資產自可供使用之日起攤銷,其估計可使用年期如下:

• 軟件	10年
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攤銷期限及方法會每年進行審閱。

## 1 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

### (f) Service concession arrangement

The Group has entered into a service concession arrangement, which is a Build-Operate-Transfer (“the BOT”) arrangement. Under the BOT arrangement, the Group carries out construction work of upgrading the facilities of the sewage treatment and receives in return a right to operate the infrastructure for a specified period of time (the “Service Concession Period”) in accordance with the pre-established conditions set by certain government authority (“the Grantor”). The infrastructure should be transferred to the Grantor with nil consideration at the end of the Service Concession Period.

#### (i) Consideration given by the Grantor

A financial asset (receivable under a service concession arrangement) is recognised to the extent that the Group has an unconditional right to receive cash or another financial asset from the Grantor for the construction service rendered and/or the consideration paid and payable by the Group for the right to charge users of the public service. The Group has unconditional right to receive cash if the Grantor contractually guarantees to pay the Group specified or determinable amounts or the shortfall, if any, between amounts received from the users of the public service and specified or determinable amounts. The financial assets (receivables under service concession arrangement) are accounted for in accordance with the policy set out in Note 1(k).

Revenue relating to operating services are accounted for in accordance with Note 1(r)(ii) below. Costs for operating services are expensed in the period in which they are incurred.

## 1 重大會計政策(續)

### (f) 服務特許權安排

本集團與某一政府機構(「授予人」)訂立一項服務特許權安排。服務特許權安排即建設—運營—移交(「BOT」)安排。根據BOT安排，本集團開展升級污水處理設施的建築工程，並根據授予人預先設定的條件獲得於指定期間(「服務特許經營期間」)經營該基礎設施的權利作為回報，且其應於服務特許經營期間末無償轉讓予授予人。

#### (i) 授予人支付的代價

倘本集團擁有無條件權利就該等所提供之建築服務自授予人收取現金或其他金融資產及/或本集團就向公共服務用戶收取費用之權利而支付及應支付的代價，則會確認金融資產(服務特許權安排項下應收款項)。倘授予人訂立合約保證向本集團支付指定或可釐定金額或收取公共服務用戶的金額與指定或可釐定金額之間的差額(如有)，即表示本集團擁有無條件權利收取現金。金融資產(服務特許權安排項下應收款項)乃根據附註1(k)所載政策入賬。

有關經營服務的收益乃根據下文附註1(r)(ii)入賬。經營服務的成本乃於成本產生期間入賬。

1 SIGNIFICANT ACCOUNTING POLICIES  
(CONTINUED)

(f) Service concession arrangement (Continued)

(ii) Construction and upgrade services

The fair value of the construction and upgrade service under the service concession arrangement is calculated as the estimated total construction costs plus a profit margin. The profit margin is valued by an independent qualified valuer, based on prevailing market rate applicable to similar construction service rendered in similar location at the date of agreement.

Revenue relating to construction or upgrade services is accounted for in accordance with Note 1(r)(i).

(iii) Contractual obligations to restore the infrastructure to a specified level of serviceability

The Group has contractual obligations which it must fulfil as a condition of its licences, that is, (i) to maintain the facilities of sewage treatment it operates to a specified level of serviceability and/or (ii) to restore the plants to a specified condition before they are handed over to the Grantor at the end of the Service Concession Period. These contractual obligations to maintain or restore the sewage and reclaimed water treatment and water distribution plants, except for upgrade element, are recognised and measured in accordance with the policy set out in Note 1(q).

1 重大會計政策(續)

(f) 服務特許權安排(續)

(ii) 建築及升級服務

服務特許經營安排項下建築及升級服務的公平值按估計總建築成本加利潤率計算。利潤率由獨立合資格估值師根據適用於協議日期在類似地點提供的類似建築服務的現行市場比率計算。

有關建築或升級服務的收益乃根據附註1(r)(i)入賬。

(iii) 恢復基建符合特定服務能力水平的合約責任

作為獲得許可的條件，本集團須履行合約責任，即(i)維持其所運作的污水處理設施的服務能力符合特定水平及／或(ii)服務特許經營期間末，於將該等工廠移交予授予人之前恢復其至特定條件。維持或恢復污水及再生水處理及供水廠的合約責任(升級除外)根據附註1(q)所載政策確認及計量。

## 1 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

### (g) Leased assets

At inception of a contract, the Group assesses whether the contract is, or contains, a lease. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. Control is conveyed where the customer has both the right to direct the use of the identified asset and to obtain substantially all of the economic benefits from that use.

#### (i) As a lessee

Where the contract contains a lease component and one or more additional lease or non-lease components, a lessee shall allocate the consideration in the contract to each lease component on the basis of the relative stand-alone price of the lease component and the aggregate stand-alone price of the non-lease components.

At the lease commencement date, the Group recognises a right-of-use asset and a lease liability, except for short-term leases that have a lease term of 12 months or less and leases of low-value assets which, for the Group are primarily steel pipes. When the Group enters into a lease in respect of a low-value asset, the Group decides whether to capitalise the lease on a lease-by-lease basis. The lease payments associated with those leases which are not capitalised are recognised as an expense on a systematic basis over the lease term.

Where the lease is capitalised, the lease liability is initially recognised at the present value of the lease payments payable over the lease term, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, using a relevant incremental borrowing rate. After initial recognition, the lease liability is measured at amortised cost and interest expense is calculated using the effective interest method. Variable lease payments that do not depend on an index or rate are not included in the measurement of the lease liability and hence are charged to profit or loss in the accounting period in which they are incurred.

## 1 重大會計政策(續)

### (g) 租賃資產

本集團於合約初始評估有關合約是否屬租賃或包含租賃。倘合約為換取代價而在一段時間內有權控制已識別資產，則該合約屬租賃或包含租賃。倘客戶有權指示使用已識別資產及獲得該使用產生的絕大部分經濟利益，則控制權已轉移。

#### (i) 作為承租人

倘合約中包含一項租賃成份及一項或多項額外租賃或非租賃成份，承租人應根據租賃成份之相對單獨價格及非租賃成份之單獨價格總和將合約中的代價分配予各個租賃成份。

本集團於租賃開始日期確認使用權資產及租賃負債，惟租賃期為12個月或少於12個月的短期租賃及低價值資產（就本集團而言，主要為鋼管）租賃除外。本集團就低價值資產訂立租賃時按個別租賃基準決定是否將相關租賃資本化。與未資本化租賃相關之租賃付款於租賃期內按系統基準確認為一項開支。

於資本化租賃時，租賃負債初始於租賃期內按應支付之租賃付款現值確認，使用租賃內含利率貼現或，倘該利率無法較容易地釐定，則使用相關增量借款利率貼現。於初始確認後，租賃負債按攤銷成本計量及利息開支採用實際利率法計算。非取決於某一指數或利率的可變租賃付款不計入租賃負債計量，因此，可變租賃付款於其產生之會計期間於損益中扣除。

## Notes to the Consolidated Financial Statements

### 綜合財務報表附註

#### 1 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

##### (g) Leased assets (Continued)

###### (i) As a lessee (Continued)

The right-of-use asset recognised when a lease is capitalised is initially measured at cost, which comprises the initial amount of the lease liability plus any lease payments made at or before the commencement date, and any initial direct costs incurred. Where applicable, the cost of the right-of-use assets also includes an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located, discounted to their present value, less any lease incentives received. The right-of-use asset is subsequently stated at cost less accumulated depreciation and impairment losses (see Notes 1(d) and 1(h)(ii)).

The lease liability is remeasured when there is a change in future lease payments arising from a change in an index or rate, or there is a change in the Group's estimate of the amount expected to be payable under a residual value guarantee, or there is a change arising from the reassessment of whether the Group will be reasonably certain to exercise a purchase, extension or termination option. When the lease liability is remeasured in this way, a corresponding adjustment is made to the carrying amount of the right-of-use asset, or is recorded in profit or loss if the carrying amount of the right-of-use asset has been reduced to zero.

The Group presents right-of-use assets in "property, plant and equipment" and presents lease liabilities in "loans and borrowings" separately in the consolidated statements of financial position.

For sale and leaseback transactions, the Group considers whether the initial transfer of the underlying asset to the buyer-lessor is a sale. The Group applies HKFRS 15 to determine whether a sale has taken place.

#### 1 重大會計政策(續)

##### (g) 租賃資產(續)

###### (i) 作為承租人(續)

於資本化租賃時，已確認使用權資產初始按成本計量，包括租賃負債的初始金額加任何於開始日期或之前所作出的租賃付款，及任何初始直接成本。在合適的情況下，使用權資產成本亦包括拆除及移除相關資產或恢復相關資產或其所在地的預計成本，貼現至其現值，減任何已收租賃獎勵。使用權資產其後按成本減累計折舊及減值虧損列賬（參見附註1(d)及1(h)(ii)。

租賃負債於指標或利率變動使得未來租賃付款產生變動，或本集團預計剩餘價值保證項下預計應付的款項預計變動，或因重新評估本集團是否將合理肯定行使購買、延期或終止選擇權而出現變動時重新評估。倘租賃負債以此方式重新計量，則對使用權資產的賬面值進行相應調整或倘使用權資產的賬面值減至零，則於計入損益。

本集團將使用權資產及租賃負債分別於綜合財務狀況表內「物業、廠房及設備」及「貸款及借款」呈列。

就售後租回交易，本集團考慮向買方出租人初始轉讓相關資產是否為出售。本集團應用香港財務報告準則第15號釐定出售是否已落實。

## 1 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

### (g) Leased assets (Continued)

#### (i) As a lessee (Continued)

When the transfer to buyer-lessor is a sale, the Group derecognises the underlying asset and applies the lessee accounting model to the leaseback — the Group measures the right-of-use asset at the retained portion of the previous carrying amount (i.e. at cost), and recognises only the amount of any gain or loss related to the rights transferred to the lessor.

When the transfer to buyer-lessor is not a sale, the Group continues to recognise the underlying asset, and recognises a financial liability for any amount received from the buyer-lessor.

#### (ii) As a lessor

When the Group acts as a lessor, it determines at lease inception whether each lease is a finance lease or an operating lease. A lease is classified as a finance lease if it transfers substantially all the risks and rewards incidental to the ownership of an underlying assets to the lessee. If this is not the case, the lease is classified as an operating lease.

When a contract contains lease and non-lease components, the Group allocates the consideration in the contract to each component on a relative stand-alone selling price basis. The rental income from operating leases is recognised in accordance with Note 1(r)(iv).

When the Group is an intermediate lessor, the sub-leases are classified as a finance lease or as an operating lease with reference to the right-of-use asset arising from the head lease. If the head lease is a short-term lease to which the Group applies the exemption described in Note 1(g)(i), then the Group classifies the sub-lease as an operating lease.

All the leases are operating leases from the Group's perspective. The Group recognises lease payments received under operating leases as income on a straight-line basis over the lease term as part of "Revenue".

## 1 重大會計政策(續)

### (g) 租賃資產(續)

#### (i) 作為承租人(續)

如向買方 — 出租人的轉讓屬出售，本集團終止確認相關資產並於租回應用承租人會計模式 — 本集團按原賬面值的保留部分(即按成本)計量使用權資產並僅確認與向出租人轉讓的權利有關的任何損益金額。

如向買方 — 出租人轉讓並非屬出售，本集團繼續確認相關資產並就自買方 — 出租人收取的任何款項確認金融負債。

#### (ii) 作為出租人

倘本集團作為出租人，其於租賃開始時釐定各租賃是否為融資租賃或經營租賃。倘將相關資產所有權附帶的絕大部分風險及回報轉移至承租人，租賃分類為融資租賃。倘不屬該情況，則租賃分類為經營租賃。

倘合約包含租賃及非租賃成份，則本集團按相對單獨價格將合約中的代價分配予各個租賃成份。經營租賃產生的租金收入根據附註1(r)(iv)確認。

倘本集團為中間出租人，經參考主租賃產生的使用權資產，轉租分類為融資租賃或經營租賃。倘主租賃為本集團應用附註1(g)(i)免除的短期租賃，則本集團將分租賃分類為經營租賃。

以本集團的觀點，所有租賃均為經營租賃。本集團於租賃期間按直線基準將經營租賃項下收取的租賃付款確認為「收益」的一部分。

## Notes to the Consolidated Financial Statements

### 綜合財務報表附註

#### 1 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

##### (h) Credit losses and impairment of assets

###### (i) Credit losses from financial instruments and contract assets

The Group recognises a loss allowance for expected credit losses (“ECLs”) on the following items:

- financial assets measured at amortised cost (including cash and cash equivalents, trade receivables and other receivables and receivables under service concession arrangement); and
- contract assets as defined in HKFRS 15 (see note 1(j)).

###### *Measurement of ECLs*

ECLs are a probability-weighted estimate of credit losses. Credit losses are measured as the present value of all expected cash shortfalls (i.e. the difference between the cash flows due to the Group in accordance with the contract and the cash flows that the Group expects to receive).

The expected cash shortfalls are discounted using the following discount rates where the effect of discounting is material:

- fixed-rate financial assets, trade and other receivables and contract assets: effective interest rate determined at initial recognition or an approximation thereof; and
- variable-rate financial assets: current effective interest rate.

The maximum period considered when estimating ECLs is the maximum contractual period over which the Group is exposed to credit risk.

#### 1 重大會計政策(續)

##### (h) 信貸損失及資產減值

###### (i) 金融工具及合約資產產生的信貸損失

本集團確認下列項目的預期信貸損失(「預期信貸損失」)的損失準備:

- 按已攤銷成本計量的金融資產(包括現金及現金等價物、貿易應收款項及其他應收款項以及服務特許權安排項下的應收款項); 及
- 按香港財務報告準則第15號界定的合約資產(見附註1(j))。

###### *計量預期信貸損失*

預期信貸損失是信貸損失的概率加權估計。信貸損失以所有預期現金所缺金額的現值(即根據合約應歸還予本集團的現金流量與本集團預計收到的現金流量之間的差額)計量。

預期現金所缺金額在貼現影響屬重大的情況下採用下列貼現率予以貼現:

- 定息金融資產、貿易及其他應收款項及合約資產: 於首次確認釐定的實際利率或其近似值; 及
- 變息金融資產: 現行實際利率。

在估計預期信貸損失時所考慮的最長期間為本集團面臨信貸風險的最長合約期。



## 1 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

### (h) Credit losses and impairment of assets (Continued)

#### (i) Credit losses from financial instruments and contract assets (Continued)

##### *Measurement of ECLs (Continued)*

In measuring ECLs, the Group takes into account reasonable and supportable information that is available without undue cost or effort. This includes information about past events, current conditions and forecasts of future economic conditions.

Loss allowances for trade receivables, bills receivable, contract assets and receivables under service concession arrangement are always measured at an amount equal to lifetime ECLs. ECLs on these financial assets are estimated using a provision matrix based on the Group's historical credit loss experience, adjusted for factors that are specific to the debtors and an assessment of both the current and forecast general economic conditions at the reporting date.

##### *Significant increases in credit risk*

In assessing whether the credit risk of a financial instrument has increased significantly since initial recognition, the Group compares the risk of default occurring on the financial instrument assessed at the reporting date with that assessed at the date of initial recognition. In making this reassessment, the Group considers that a default event occurs when (i) the borrower is unlikely to pay its credit obligations to the Group in full, without recourse by the Group to actions such as realising security (if any is held); or (ii) the financial asset is 90 days past due. The Group considers both quantitative and qualitative information that is reasonable and supportable, including historical experience and forward-looking information that is available without undue cost or effort.

## 1 重大會計政策(續)

### (h) 信貸損失及資產減值(續)

#### (i) 金融工具及合約資產產生的信貸損失(續)

##### *計量預期信貸損失(續)*

在計量預期信貸損失時，本集團考慮到無須付出過多成本及努力後即可獲得的合理及可靠資料。包括有關過往事件的資料、現行狀況及關於未來經濟狀況的預測。

貿易應收款項、應收票據、合約資產及服務特許權安排項下的應收款項的損失準備始終按相等於全期預期信貸損失的金額計量。該等金融資產的預期信貸損失根據本集團的過往信貸損失經驗採用準備矩陣進行估計，並就對債務人而言屬特定的因素及於報告日期對當前與預測一般經濟狀況的估計作出調整。

##### *信貸風險顯著增加*

在評估財務工具的信貸風險自初始確認後是否顯著增加時，本集團將於報告日期評估金融工具的違約風險與初始確認時評估的違約風險作比較。在進行這項重新評估時，倘(i)若本集團不採取行動追索(倘變現抵押品(倘持有))，借款人向本集團全面履行其信貸責任的可能性不大；或(ii)金融資產已逾期90日，本集團即認為已發生違約事件。本集團會考慮合理及有理據的定量和定性資料，包括無需付出不必要的成本或資源獲得的過往經驗及前瞻性資料。

## 1 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

### (h) Credit losses and impairment of assets (Continued)

#### (i) Credit losses from financial instruments and contract assets (Continued)

##### *Significant increases in credit risk (Continued)*

In particular, the following information is taken into account when assessing whether credit risk has increased significantly since initial recognition:

- failure to make payments of principal or interest on their contractually due dates;
- an actual or expected significant deterioration in a financial instrument's external or internal credit rating (if available);
- an actual or expected significant deterioration in the operating results of the debtor; and
- existing or forecast changes in the technological, market, economic or legal environment that have a significant adverse effect on the debtor's ability to meet its obligation to the Group.

Depending on the nature of the financial instruments, the assessment of a significant increase in credit risk is performed on either an individual basis or a collective basis. When the assessment is performed on a collective basis, the financial instruments are grouped based on shared credit risk characteristics, such as past due status and credit risk ratings.

ECLs are remeasured at each reporting date to reflect changes in the financial instrument's credit risk since initial recognition. Any change in the ECL amount is recognised as an impairment gain or loss in profit or loss. The Group recognises an impairment gain or loss for all financial instruments with a corresponding adjustment to their carrying amount through a loss allowance account.

## 1 重大會計政策(續)

### (h) 信貸損失及資產減值(續)

#### (i) 金融工具及合約資產產生的 信貸損失(續)

##### *信貸風險顯著增加(續)*

尤其在評估自初始確認後信貸風險是否顯著增加時，會考慮以下資料：

- 未能在合約到期日支付本金或利息；
- 金融工具外部或內部的信貸評級(如有)實際或預期顯著惡化；
- 債務人經營業績實際或預期顯著惡化；及
- 環境(包括技術、市場、經濟或法律)的現有或預測改變對債務人履行其對本集團責任的能力構成重大不利影響。

根據金融工具的性質，信貸風險顯著增加的評估按個別項目或集體基準進行。當評估以集體基準進行時，會按照財務工具的共同信貸風險特徵(例如過期狀態及信貸風險評級)歸類。

預期信貸損失在每個報告日期重新計量，以反映自初始確認後財務工具信貸風險的變化。預期信貸損失金額的任何變化均在損益中確認為減值收益或虧損。本集團確認財務工具的減值收益或虧損時，會透過損失準備賬對其賬面價值進行相應調整。

## 1 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

### (h) Credit losses and impairment of assets (Continued)

#### (i) Credit losses from financial instruments and contract assets (Continued)

##### *Basis of calculation of interest income*

Interest income recognised in accordance with note 1(r)(v) is calculated based on the gross carrying amount of the financial asset unless the financial asset is credit-impaired, in which case interest income is calculated based on the amortised cost (i.e. the gross carrying amount less loss allowance) of the financial asset.

At each reporting date, the Group assesses whether a financial asset is credit-impaired. A financial asset is credit-impaired when one or more events that have a detrimental impact on the estimated future cash flows of the financial asset have occurred.

Evidence that a financial asset is credit-impaired includes the following observable events:

- significant financial difficulties of the debtor;
- a breach of contract, such as a default or past due event;
- it becoming probable that the borrower will enter into bankruptcy or other financial reorganisation;
- significant changes in the technological, market, economic or legal environment that have an adverse effect on the debtor; or
- the disappearance of an active market for a security because of financial difficulties of the issuer.

## 1 重大會計政策(續)

### (h) 信貸損失及資產減值(續)

#### (i) 金融工具及合約資產產生的信貸損失(續)

##### *利息收入計算基礎*

根據附註1(r)(v)確認的利息收入按金融資產的賬面總值計算，除非金融資產出現信貸減值，在這種情況下，利息收入按金融資產的攤銷成本(即賬面總值減損失準備)計算。

於各報告日期，本集團評估金融資產是否出現信貸減值。當一項或多項對金融資產未來現金流的估計有負面影響的事件發生時，金融資產會被視為出現信貸減值。

金融資產出現信貸減值的證據包括以下可觀察事件：

- 債務人面對重大財務困難；
- 違反合約，如拖欠或逾期事件；
- 債務人有可能申請破產或需要進行其他財務重組安排；
- 環境的重大變動(包括技術、市場、經濟或法律)對債務人構成不利影響；或
- 因發行人的財務困難交投暢旺的證券市場不復存在。

## 1 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

### (h) Credit losses and impairment of assets (Continued)

#### (i) Credit losses from financial instruments and contract assets (Continued)

##### *Write-off policy*

The gross carrying amount of a financial asset, lease receivable or contract asset is written off (either partially or in full) to the extent that there is no realistic prospect of recovery. This is generally the case when the Group determines that the debtor does not have assets or sources of income that could generate sufficient cash flows to repay the amounts subject to the write-off.

Subsequent recoveries of an asset that was previously written off are recognised as a reversal of impairment in profit or loss in the period in which the recovery occurs.

#### (ii) Impairment of other non-current assets

Internal and external sources of information are reviewed at the end of each reporting period to identify indications that the following assets may be impaired, an impairment loss previously recognised no longer exists or may have decreased:

- property, plant and equipment, including right-of-use assets (other than property carried at revalued amounts);
- intangible assets; and
- investments in subsidiaries in the Company's statement of financial position.

If any such indication exists, the asset's recoverable amount is estimated.

## 1 重大會計政策(續)

### (h) 信貸損失及資產減值(續)

#### (i) 金融工具及合約資產產生的 信貸損失(續)

##### *撇銷政策*

如果沒有實際可回收的前景，金融資產、租賃應收款項或合約資產的賬面總額(部分或全部)會被撇銷。一般情況下，撇銷金額是本集團認為債務人沒有資產或收入來源可產生足夠的現金流以償還該款項。

以往撇銷的資產的後續回收在回收期間被確認為減值撥回計入損益。

#### (ii) 其他非流動資產減值

於各報告期末檢討內部及外部資料來源，以識別以下資產是否已出現減值或之前已確認的減值虧損是否已不存在或減少：

- 物業、廠房及設備，包括使用權資產(按重估金額記賬的物業除外)；
- 無形資產；及
- 本公司財務狀況表中於附屬公司的投資。

倘存在任何有關跡象，則會估計資產的可收回金額。

## 1 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

### (h) Credit losses and impairment of assets (Continued)

#### (ii) Impairment of other non-current assets (Continued)

##### — Calculation of recoverable amount

The recoverable amount of an asset is the greater of its fair value less costs of disposal and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. Where an asset does not generate cash inflows largely independent of those from other assets, the recoverable amount is determined for the smallest group of assets that generates cash inflows independently (i.e. a cash-generating unit).

##### — Recognition of impairment losses

An impairment loss is recognised in profit or loss if the carrying amount of an asset, or the cash-generating unit to which it belongs, exceeds its recoverable amount. Impairment losses recognised in respect of cash-generating units are allocated to reduce the carrying amount of the other assets in the unit (or group of units) on a pro rata basis, except that the carrying value of an asset will not be reduced below its individual fair value less costs of disposal (if measurable) or value in use (if determinable).

## 1 重大會計政策(續)

### (h) 信貸損失及資產減值(續)

#### (ii) 其他非流動資產減值(續)

##### — 計算可收回金額

資產的可收回金額為其公平值減出售成本及使用價值兩者中的較高者。於評估使用價值時，會使用除稅前貼現率將估計的未來現金流量貼現至現值。該貼現率應是反映市場當時所評估的貨幣時間價值和該資產的獨有風險。倘資產並未能在很大程度上獨立於其他資產下賺取現金流量，則就獨立賺取現金流量的最小組別資產(即現金產生單位)來釐定可收回金額。

##### — 確認減值虧損

每當資產或其所屬的現金產生單位的賬面值超過其可收回金額，即會在損益中確認減值虧損。就現金產生單位確認的減值虧損，會以減少單位(或該組單位)其他資產的賬面值按比例分配，惟資產賬面值不會減少至低於其本身的公平值減出售成本(倘能計量)或使用價值(倘能釐定)。

## 1 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

### (h) Credit losses and impairment of assets (Continued)

#### (ii) Impairment of other non-current assets (Continued)

##### — Reversals of impairment losses

An impairment loss is reversed if there has been a favourable change in the estimates used to determine the recoverable amount.

A reversal of an impairment loss is limited to the asset's carrying amount that would have been determined had no impairment loss been recognised in prior years. Reversals of impairment losses are credited to profit or loss in the year in which the reversals are recognised.

#### (i) Inventories

Inventories are assets which are held for sale in the ordinary course of business, in the process of production for such sale or in the form of materials or supplies to be consumed in the production process or in the rendering of services.

Inventories are carried at the lower of cost and net realisable value.

Costs of inventories are determined on a weighted average basis. Net realisable value is the estimated selling price in the ordinary course of business less the estimated costs of completion and the estimated costs necessary to make the sale.

When inventories are sold/utilised, the carrying amount of those inventories is recognised as an expense in the period in which the related revenue is recognised. The amount of any write-down of inventories to net realisable value and all losses of inventories are recognised as an expense in the period the write-down or loss occurs. The amount of any reversal of any write-down of inventories is recognised as a reduction in the amount of inventories recognised as an expense in the period in which the reversal occurs.

## 1 重大會計政策(續)

### (h) 信貸損失及資產減值(續)

#### (ii) 其他非流動資產減值(續)

##### — 撥回減值虧損

倘用以釐定可收回金額的估計出現好轉，則撥回減值虧損。

撥回的減值虧損僅限於倘過往年度並未確認減值虧損而釐定的資產的賬面值。撥回的減值虧損乃於確認撥回的年度計入損益中。

#### (i) 存貨

存貨是指日常業務過程中持有以作銷售、處在為該等銷售的生產過程中，或在生產過程或提供服務中耗用的材料或物料形式持有的資產。

存貨以成本值及可變現淨值兩者中的較低者入賬。

存貨成本值以加權平均成本法計算。可變現淨值乃日常業務過程中的估計售價減去估計完成生產及銷售所需的成本。

存貨出售／動用時，該等存貨的賬面值於確認有關收益的期間確認為開支。存貨撇減至可變現淨值的減幅及所有存貨虧損一概在撇減或虧損產生期間確認為開支。任何存貨撇減撥回金額，在作出撥回期間確認為減少已確認為開支的存貨金額。

#### 1 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

##### (j) Contract assets and contract liabilities

A contract asset is recognised when the Group recognises revenue (see note 1(r)) before being unconditionally entitled to the consideration under the payment terms set out in the contract. Contract assets are assessed for expected credit losses (ECL) in accordance with the policy set out in note 1(h)(i) and are reclassified to receivables when the right to the consideration has become unconditional (see note 1(k)).

A contract liability is recognised when the customer pays consideration before the Group recognises the related revenue (see note 1(r)). A contract liability would also be recognised if the Group has an unconditional right to receive consideration before the Group recognises the related revenue. In such cases, a corresponding receivable would also be recognised (see note 1(k)).

For a single contract with the customer, either a net contract asset or a net contract liability is presented. For multiple contracts, contract assets and contract liabilities of unrelated contracts are not presented on a net basis.

##### (k) Receivables under service concession arrangement and trade and other receivables

A receivable is recognised when the Group has an unconditional right to receive consideration. A right to receive consideration is unconditional if only the passage of time is required before payment of that consideration is due. If revenue has been recognised before the Group has an unconditional right to receive consideration, the amount is presented as a contract asset (see note 1(j)).

Receivables are stated at amortised cost using the effective interest method less allowance for credit losses (see note 1(h)(i)).

##### (l) Cash and cash equivalents

Cash and cash equivalents comprise cash at bank and on hand, demand deposits with banks and other financial institutions, and short-term, highly liquid investments that are readily convertible into known amounts of cash and which are subject to an insignificant risk of changes in value, having been within three months of maturity at acquisition. Cash and cash equivalents are assessed for expected credit losses (ECL) in accordance with the policy set out in note 1(h)(i).

#### 1 重大會計政策(續)

##### (j) 合約資產及合約負債

倘本集團於根據合約所載支付條款無條件符合資格收取代價之前確認收益(見附註1(r))，即確認合約資產。合約資產根據附註1(h)(i)所載政策就預期信貸損失進行評估，並於收取代價的權利成為無條件時重新分類為應收款項(見附註1(k))。

倘客戶於本集團確認相關收益之前支付代價，即確認合約負債(見附註1(r))。倘本集團擁有無條件權利可於本集團確認相關收益之前收取代價，亦將確認合約負債。在此情況下，亦將確認相應的應收款項(見附註1(k))。

就與客戶訂立的單一合約而言，會列報合約資產淨值或合約負債淨額。就多重合約而言，不會按淨額基準列報不相關合約的合約資產及合約負債。

##### (k) 服務特許權安排項下的應收款項及貿易及其他應收款項

應收款項於本集團擁有無條件權利可收取代價時予以確認。倘代價僅隨時間推移即會成為到期應付，則收取代價的權利為無條件。倘於本集團擁有無條件權利可收取代價之前已確認收益，該等金額作為合約資產列報(見附註1(j))。

應收款項採用實際利息法按已攤銷成本減信貸損失準備列賬(見附註1(h)(i))。

##### (l) 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、存於銀行及其他金融機構的活期存款以及可隨時兌換為已知數額現金且所面臨的價值變動風險並不重大的短期高流動性投資(於購入時到期日不超過三個月)。根據附註1(h)(i)所載政策，就預期信貸損失對現金及現金等價物進行評估。

## Notes to the Consolidated Financial Statements

### 綜合財務報表附註

#### 1 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

##### (m) Trade and other payables

Trade and other payables are initially recognised at fair value and are subsequently stated at amortised cost unless the effect of discounting would be immaterial, in which case they are stated at cost.

##### (n) Loans and borrowings

Loans and borrowings are measured initially at fair value less transaction costs. Subsequent to initial recognition, loans and borrowings are stated at amortised cost using the effective interest method. Interest expense is recognised in accordance with the Group's accounting policy for borrowing costs (see Note 1(t)).

##### (o) Employee benefits

Short-term employee benefits and contributions to defined contribution retirement plans.

Salaries, annual bonuses, paid annual leave, contributions to defined contribution retirement plans and the cost of non-monetary benefits are accrued in the year in which the associated services are rendered by employees. Where payment or settlement is deferred and the effect would be material, these amounts are stated at their present values.

Contributions to appropriate local defined contribution retirement schemes pursuant to the relevant labour rules and regulations in the PRC are recognised as an expense in profit or loss as incurred.

##### (p) Income tax

Income tax for the year comprises current tax and movements in deferred tax assets and liabilities. Current tax and movements in deferred tax assets and liabilities are recognised in profit or loss except to the extent that they relate to items recognised in other comprehensive income or directly in equity, in which case the relevant amounts of tax are recognised in other comprehensive income or directly in equity, respectively.

Current tax is the expected tax payable on the taxable income for the year, using tax rates enacted or substantively enacted at the end of the reporting period, and any adjustment to tax payable in respect of previous years.

#### 1 重大會計政策(續)

##### (m) 貿易及其他應付款項

貿易及其他應付款項最初按公平值確認，隨後按已攤銷成本列賬，惟貼現影響並不重大時則除外，在此情況下按成本列賬。

##### (n) 貸款及借款

貸款及借款最初按公平值減交易成本計量。於初始確認後，貸款及借款採用實際利率法按攤銷成本列值。借款成本的利息開支根據本集團的會計政策確認(見附註1(t))。

##### (o) 僱員福利

短期僱員福利及定額供款退休計劃的供款。

薪金、年終花紅、有薪年假、定額供款退休計劃的供款及非常值福利成本均於本集團僱員提供有關服務的年度累計。凡有關的付款或結算被延遲及其具重大影響，則以現值列出該等數額。

根據中國相關勞動規則及規例向當地適當的定額供款退休計劃作出的供款，於供款時在損益中確認為開支。

##### (p) 所得稅

年內所得稅包括即期稅項及遞延稅項資產及負債的變動。即期稅項及遞延稅項資產及負債的變動均在損益中確認，惟若涉及於其他全面收益或直接於權益中確認的項目，則相關稅項金額分別在其他全面收益或直接於權益確認。

即期稅項乃根據年內應課稅收入，採用於報告期末所訂定或實質性訂定的稅率計算的預期應付稅項，並就過往年度的應付稅項作出任何調整。



#### 1 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

##### (p) Income tax (Continued)

Deferred tax assets and liabilities arise from deductible and taxable temporary differences respectively, being the differences between the carrying amounts of assets and liabilities for financial reporting purposes and their tax bases. Deferred tax assets also arise from unused tax losses and unused tax credits.

Apart from certain limited exceptions, all deferred tax liabilities, and all deferred tax assets to the extent that it is probable that future taxable profits will be available against which the asset can be utilised, are recognised. Future taxable profits that may support the recognition of deferred tax assets arising from deductible temporary differences include those that will arise from the reversal of existing taxable temporary differences, provided those differences relate to the same taxation authority and the same taxable entity, and are expected to reverse either in the same period as the expected reversal of the deductible temporary difference or in periods into which a tax loss arising from the deferred tax asset can be carried back or forward. The same criteria are adopted when determining whether existing taxable temporary differences support the recognition of deferred tax assets arising from unused tax losses and credits, that is, those differences are taken into account if they relate to the same taxation authority and the same taxable entity, and are expected to reverse in a period, or periods, in which the tax loss or credit can be utilised.

The limited exceptions to recognition of deferred tax assets and liabilities are those temporary differences arising from the initial recognition of assets or liabilities that affect neither accounting nor taxable profit (provided they are not part of a business combination), and temporary differences relating to investments in subsidiaries to the extent that, in the case of taxable differences, the Group controls the timing of the reversal and it is probable that the differences will not reverse in the foreseeable future, or in the case of deductible differences, unless it is probable that they will reverse in the future.

The carrying amount of a deferred tax asset is reviewed at the end of each reporting period and is reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow the related tax benefit to be utilised. Any such reduction is reversed to the extent that it becomes probable that sufficient taxable profits will be available.

#### 1 重大會計政策(續)

##### (p) 所得稅(續)

遞延稅項資產及負債乃分別來自資產及負債項目於財務報告內之賬面值與其稅基所產生的可扣減或應課稅的暫時差額。遞延稅項資產亦由尚未動用的稅務虧損及尚未動用的稅收抵免所產生。

除若干有限的例外情況，所有遞延稅項負債及遞延稅項資產(以資產有可能用於抵銷未來應課稅溢利者為限)均會予以確認。可支持確認由自扣稅暫時差額產生的遞延稅項資產的未來應課稅溢利，包括因撥回現有應課稅暫時差額而產生的可扣稅暫時差額，惟該等差額須與同一稅務機關及相同應課稅實體有關，並預期於計期撥回可扣稅暫時差額，或可轉回或結轉遞延稅項資產所產生的稅項虧損之同一期間內撥回。於釐定現時應課稅暫時差額可否支持確認未動用稅項虧損及抵免所產生的遞延稅項資產時亦採用相同準則，即該等差額與同一稅務機關及相同應課稅實體有關，並預期可於動用稅項虧損或抵免的某段期間(一段或多段)內撥回則予以計算。

確認遞延稅項資產及負債的少數例外情況，為初始時已確認不影響會計及應課稅溢利的資產或負債(惟並非業務合併的一部分)產生的暫時性差額，及有關投資附屬公司的暫時性差額，惟就應課稅差額而言，僅以本集團可控制轉回時間且不大可能在可見未來轉回的差額為限，或就可扣稅差額而言，則以可能在未來轉回的差額為限。

遞延稅項資產的賬面值乃於各報告期末進行審閱，而倘若不再可能有足夠的應課稅溢利以供動用相關稅項利益，則遞延稅項資產會予以減少。該削減金額可在有足夠應課稅溢利有可能出現時撥回。

## Notes to the Consolidated Financial Statements

### 綜合財務報表附註

#### 1 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

##### (p) Income tax (Continued)

Current tax balances and deferred tax balances, and movements therein, are presented separately from each other and are not offset. Current tax assets are offset against current tax liabilities, and deferred tax assets against deferred tax liabilities, if the Company or the Group has the legally enforceable right to set off current tax assets against current tax liabilities and the following additional conditions are met:

- in the case of current tax assets and liabilities, the Company or the Group intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously; or
- in the case of deferred tax assets and liabilities, if they relate to income taxes levied by the same taxation authority on either:
  - the same taxable entity; or
  - different taxable entities, which, in each future period in which significant amounts of deferred tax liabilities or assets are expected to be settled or recovered, intend to realise the current tax assets and settle the current tax liabilities on a net basis or realise and settle simultaneously.

#### 1 重大會計政策(續)

##### (p) 所得稅(續)

即期稅項結餘及遞延稅項結餘以及其變動各自分開呈列而不予對銷。倘本公司或本集團有依法強制執行權利以即期稅項資產抵銷即期稅項負債，且符合下列附帶條件，則即期稅項資產及遞延稅項資產可分別抵銷即期稅項負債及遞延稅項負債：

- 即期稅項資產及負債：本公司或本集團擬按淨額基準結算，或同時變現該資產和結算該負債；或
- 遞延稅項資產及負債：這些資產和負債須與同一稅務機關就以下其中一項徵收的所得稅項有關：
  - 同一應課稅實體；或
  - 不同的應課稅實體。這些實體計劃在預期有大額遞延稅項負債或資產需要清償或遞延稅項負債或資產可以收回的各未來期間，按淨額基準變現即期稅項資產和清償即期稅項負債，或同時變現該資產和清償該負債。

## 1 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

### (q) Provisions and contingent liabilities

Provisions are recognised when the Group has a legal or constructive obligation arising as a result of a past event, it is probable that an outflow of economic benefits will be required to settle the obligation and a reliable estimate can be made. Where the time value of money is material, provisions are stated at the present value of the expenditure expected to settle the obligation.

Where it is not probable that an outflow of economic benefits will be required, or the amount cannot be estimated reliably, the obligation is disclosed as a contingent liability, unless the probability of outflow of economic benefits is remote. Possible obligations, whose existence will only be confirmed by the occurrence or non-occurrence of one or more future events are also disclosed as contingent liabilities unless the probability of outflow of economic benefits is remote.

### (r) Revenue and other income

Income is classified by the Group as revenue when it arises from the sale of goods, the provision of services or the use by others of the Group's assets under leases in the ordinary course of the Group's business.

Revenue is recognised when control over a product or service is transferred to the customer, or the lessee has the right to use the asset, at the amount of promised consideration to which the Group is expected to be entitled, excluding those amounts collected on behalf of third parties. Revenue excludes value added tax and is after deduction of any trade discounts.

Further details of the Group's revenue and other income recognition policies are as follows:

#### (i) Construction contracts

A contract with a customer is classified by the Group as a construction contract when the contract relates to work on assets under the control of the customer and therefore the Group's construction activities create or enhance an asset under the customer's control.

When the outcome of a construction contract can be reasonably measured, revenue from the contract is recognised progressively over time using output method based on direct measurements of the value of contract work performed.

## 1 重大會計政策(續)

### (q) 撥備及或然負債

如果本集團須就已發生的事件承擔法律或推定義務，而履行該義務預期會導致經濟利益外流，及可以作出可靠的估計，便會確認撥備。如果貨幣時間值屬重大，則撥備按預期清算該義務所用開支的現值入賬。

倘經濟利益流出的可能性較低，或是無法對有關數額作出可靠的估計，便會將該責任披露為或然負債，惟經濟利益流出的可能性極低則除外。倘本集團的責任須視乎某宗或多宗未來事件是否發生才能確定是否存在，亦會披露為或然負債，除非經濟利益流出的可能性極低則除外。

### (r) 收益及其他收入

當於本集團業務的一般過程中銷售貨物，提供服務或其他人士根據租約使用本集團的資產產生收益時，本集團將收入分類為收益。

當產品或服務的控制權轉移至客戶或承租人有權使用資產時，按本集團將有權授權的承諾代價金額確認收益，不包括代表第三方收取的款項。收益不包括增值稅，且已扣除任何貿易折扣。

有關本集團收益及其他收入確認政策的進一步詳情如下：

#### (i) 建築合約

當與客戶的合約與受客戶控制的資產的工程有關，則本集團將該合約分類為建築合約，因而本集團創立或提升資產的建築活動受客戶控制。

當建築合約的結果能夠可靠計量時，來自合約的收益採用輸出法於一段時間內積極確認(即根據直接計算已完成的合約工程的價值而確認)。

## Notes to the Consolidated Financial Statements

### 綜合財務報表附註

#### 1 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

##### (r) Revenue and other income (Continued)

###### (i) Construction contracts (Continued)

The likelihood of the Group earning contractual bonuses for early completion or suffering contractual penalties for late completion are taken into account in making these estimates, such that revenue is only recognised to the extent that it is highly probable that a significant reversal in the amount of cumulative revenue recognised will not occur.

When the outcome of the contract cannot be reasonably measured, revenue is recognised only to the extent of contract costs incurred that are expected to be recovered.

###### (ii) Revenue from sewage treatment

Revenue from sewage treatment is recognised when the relevant service is rendered.

###### (iii) Sales of construction materials and equipment

Revenue is recognised when the customers take possession of and accepts the construction materials and equipment.

###### (iv) Rental income from operating leases

Rental income receivable under operating leases is recognised in profit or loss in equal instalments over the periods covered by the lease term, except where an alternative basis is more representative of the 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.

###### (v) Interest income

Interest income is recognised on an accrual basis using the effective interest method by applying the rate that discounts the estimated future cash receipts over the expected life of the financial instrument to the net carrying amount of the financial asset. For credit-impaired financial assets, the effective interest rate is applied to the amortised cost (i.e. gross carrying amount net of loss allowance) of the asset (see Note 1(h)(i)).

#### 1 重大會計政策(續)

##### (r) 收益及其他收入(續)

###### (i) 建築合約(續)

本集團就提早完成而賺取的合約獎勵或因延遲完工而遭受合約罰款的可能性於作出該等估計時考慮，因此，僅在已確認累計收益金額大幅撥回很可能不會發生時方會確認收益。

當合約的結果不能可靠計量時，僅在所產生的合約成本預期將會收回時方會確認收益。

###### (ii) 來自污水處理的收入

來自污水處理的收入於提供相關服務時確認。

###### (iii) 建築材料及設備銷售

收益於客戶取得並接受建築材料及設備時確認。

###### (iv) 經營租賃的租金收入

經營租賃的應收租金收入乃於租賃期涵蓋的期間內以等額分期方式於損益確認，惟倘有其他基準更能代表使用租賃資產所得利益之模式則除外。授出的租賃優惠於損益確認為應收淨租賃付款總額的組成部分。

###### (v) 利息收入

利息收入採用實際利率法按累計基準確認，並採用將金融工具於其預計年期估計未來現金收入準確貼現至金融資產賬面淨值的利率。就存在信貸減值的金融資產而言，資產的經攤銷成本(即賬面總值扣除損失準備)採用實際利率(見附註1(h)(i))。

## Notes to the Consolidated Financial Statements

### 綜合財務報表附註

#### 1 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

##### (r) Revenue and other income (Continued)

###### (vi) Government grants

Government grants are recognised in the consolidated statements of financial position initially when there is reasonable assurance that they will be received and that the Group will comply with the conditions attaching to them. Grants that compensate the Group for expenses incurred are recognised as income in profit or loss on a systematic basis in the same periods in which the expenses are incurred.

##### (s) Translation of foreign currencies

Foreign currency transactions during the year are translated at the foreign exchange rates ruling at the transaction dates. Monetary assets and liabilities denominated in foreign currencies are translated at the foreign exchange rates ruling at the end of the reporting period. Exchange gains and losses are recognised in profit or loss.

Non-monetary assets and liabilities that are measured in terms of historical cost in a foreign currency are translated using the foreign exchange rates ruling at the transaction dates. The transaction date is the date on which the Company initially recognises such non-monetary assets or liabilities.

The results of foreign operations are translated into Renminbi at the exchange rates approximating the foreign exchange rates ruling at the dates of the transactions. Statement of financial position items are translated into Renminbi at the closing foreign exchange rates at the end of the reporting period. The resulting exchange differences are recognised in other comprehensive income and accumulated separately in equity in the exchange reserve.

##### (t) Borrowing costs

Borrowing costs that are directly attributable to the acquisition, construction or production of an asset which necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of that asset. Other borrowing costs are expensed in the period in which they are incurred.

#### 1 重大會計政策(續)

##### (r) 收益及其他收入(續)

###### (vi) 政府補助金

倘可合理確定能夠收取政府補助金，而本集團將符合政府補助金所附帶的條件，則政府補助金將在綜合財務狀況表中初始確認。補償本集團所產生開支的補助金於產生開支的同一期間有系統地於損益中確認為收入。

##### (s) 外幣換算

年內發生的外幣交易按交易日期的現行匯率換算。以外幣計值的貨幣資產及負債按報告期末的現行匯率換算。匯兌收益及虧損於損益確認。

按歷史成本以外幣計量的非貨幣資產及負債採用交易日的現行匯率換算。交易日為本公司初始確認該非貨幣資產或負債的日期。

海外經營業績按與交易日的現行匯率相近的匯率換算為人民幣。財務狀況表項目於報告期末按收市匯率換算為人民幣。匯兌差額於其他綜合收益確認並單獨於匯兌儲備內於股權單獨累計。

##### (t) 借款成本

因收購、建造或生產資產(即須耗用一段頗長時間方可作擬定用途或銷售的資產)而直接應佔之借款成本均撥作該等資產的部分成本。其他借款成本均在彼等產生期間列作開支。

## Notes to the Consolidated Financial Statements

### 綜合財務報表附註

#### 1 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

##### (u) Related parties

- (a) A person, or a close member of that person's family, is related to the Group if that person:
- (i) has control or joint control over the Group;
  - (ii) has significant influence over the Group; or
  - (iii) is a member of the key management personnel of the Group or the Group's parent.
- (b) An entity is related to the Group if any of the following conditions applies:
- (i) The entity and the Group are members of the same group (which means that each parent, subsidiary and fellow subsidiary is related to the others).
  - (ii) One entity is an associate or joint venture of the other entity (or an associate or joint venture of a member of a group of which the other entity is a member).
  - (iii) Both entities are joint ventures of the same third party.
  - (iv) One entity is a joint venture of a third entity and the other entity is an associate of the third entity.
  - (v) The entity is a post-employment benefit plan for the benefit of employees of either the Group or an entity related to the Group.
  - (vi) The entity is controlled or jointly controlled by a person identified in (a).

#### 1 重大會計政策(續)

##### (u) 關聯方

- (a) 倘屬以下人士，則該人士或該人士的近親與本集團有關連：
- (i) 控制或共同控制本集團；
  - (ii) 對本集團有重大影響力；或
  - (iii) 為本集團或本集團母公司主要管理層成員。
- (b) 倘符合下列任何條件，則該實體與本集團有關連：
- (i) 該實體和本集團為同一集團的成員公司(即各母公司、附屬公司及同系附屬公司彼此間有關連)。
  - (ii) 一間實體為另一實體的聯營公司或合營企業(或另一實體為集團旗下成員公司的聯營公司或合營企業的成員公司)。
  - (iii) 兩間實體均為同一第三方的合營企業。
  - (iv) 一間實體是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) 實體為本集團或與本集團有關連的實體就僱員利益設立的離職福利計劃。
  - (vi) 實體受上文(a)所識別人士控制或共同控制。

## Notes to the Consolidated Financial Statements

### 綜合財務報表附註

#### 1 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

##### (u) Related parties (Continued)

(b) An entity is related to the Group if any of the following conditions applies: (Continued)

(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).

(viii) The entity, or any member of a group of which it is a part, provides key management personnel services to the Group or to the Group's parent.

Close members of the family of a person are those family members who may be expected to influence, or be influenced by, that person in their dealings with the entity.

##### (v) Segment reporting

Operating segments, and the amounts of each segment item reported in the financial statements, are identified from the financial information provided regularly to the Group's most senior executive management for the purposes of allocating resources to, and assessing the performance of, the Group's various lines of business and geographical locations.

Individually material operating segments are not aggregated for financial reporting purposes unless the segments have similar economic characteristics and are similar in respect of the nature of products and services, the nature of production processes, the type or class of customers, the methods used to distribute the products or provide the services, and the nature of the regulatory environment. Operating segments which are not individually material may be aggregated if they share a majority of these criteria.

Estimates and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

#### 1 重大會計政策(續)

##### (u) 關聯方(續)

(b) 倘符合下列任何條件，則該實體與本集團有關連：(續)

(vii) 上文(a)(i)所識別人士對該實體有重大影響力或為該實體(或該實體母公司)主要管理層成員。

(viii) 向本集團或本集團母公司提供主要管理人員服務的實體或其所屬集團的任何成員公司。

一名人士的近親是指與有關實體交易並可能影響該人士或受該人士影響的家庭成員。

##### (v) 分部報告

經營分部及於財務報表內呈報的各分部項目金額自定期提供予本集團最高行政管理層就資源分配及評估本集團的各項業務及地理位置的表現的財務資料中識別出來。

就財務呈報而言，除非分部具備相似的經濟特徵及在產品及服務性質、生產工序性質、客戶類型或類別、用作分配產品或提供服務的方法及監管環境的性質方面相似，否則各個別重大經營分部不會匯集計算。個別非重大的經營分部，倘符合上述大部分標準，則可匯集計算。

本集團會對估計及判斷進行持續評估，並根據過往經驗及其他因素作出估計，包括在有關情況下對未來事件的合理預期。

## 2 ACCOUNTING JUDGEMENT AND ESTIMATES

The selection of critical accounting policies, the judgements and other uncertainties affecting application of those policies and the sensitivity of reported results to changes in condition and assumptions are factors to be considered when reviewing the consolidated financial statements. The significant accounting policies are set forth in Note 1. The Group believes the following critical accounting policies involve the most significant judgements and estimates used in the preparation of the consolidated financial statements.

### (a) Revenue recognition of construction contracts

As explained in policy Note 1(r)(i), revenue from construction contracts are recognised over time. Revenue on uncompleted projects is dependent on estimating the outcome of the contract. The Group recognises revenue based on direct measurements of the value of contract work performed, which is mainly reflected by the progress certificates issued by customers. The customers will provide final account when the whole project is completed and may have adjustments on the amount recognised to date according to the actual surveys of work performed at completion. Subject to the adjustments in final accounts, actual outcomes in terms of total revenue may be higher or lower at the end of the reporting period, which would affect the revenue in future periods as an adjustment to the amounts recorded to date.

### (b) Impairment of property, plant and equipment

The management determines the impairment loss if circumstances indicate that the carrying value of an item of property, plant and equipment may not be recoverable. The carrying amounts of these assets are reviewed periodically in order to assess whether the recoverable amounts have declined below the carrying amounts. These assets are tested for impairment when events or changes in circumstances indicate that their recorded carrying amounts may not be recoverable. When such a decline has occurred, the carrying amount is reduced to the recoverable amount.

## 2 會計判斷及估計

重大會計政策的挑選、影響該等政策的應用的判斷及其他不明朗因素以及所報告業績對條件及假設的變動的敏感度，均為在審閱綜合財務報表時應考慮的因素。重大會計政策載於附註1。本集團認為，以下重大會計政策涉及編製綜合財務報表所使用的最為重大的判斷及估計。

### (a) 建造合約收益確認

誠如政策附註1(r)(i)所述，建築合約收益隨時間的推移而確認。未完成項目的收益取決於對合約結果的估計。本集團乃根據直接計量得出的已完成合約工程價值確認收益，其主要由客戶發出的進度證明反映。整個項目完成後，客戶將提供最終賬目，且可能根據完成時對已完成工程的實際測量對截至目前所確認的金額作出調整。根據最終賬目的調整，於報告期末，總收益的實際結果可能較高或較低，這將影響作為對截至目前入賬金額作出調整的未來期間的收益。

### (b) 物業、廠房及設備減值

當情況表明一項物業、廠房及設備項目的賬面值可能無法收回，管理層會釐定減值虧損。本集團會定期檢討該等資產的賬面值，以評估可收回金額是否已跌至低於賬面值。當發生事項或情況變化顯示已入賬的賬面值可能無法收回時，本集團會對該等資產進行減值測試。倘若出現此種減值情況，賬面值便會調低至可收回金額。



## 2 ACCOUNTING JUDGEMENT AND ESTIMATES (CONTINUED)

### (b) Impairment of property, plant and equipment (Continued)

The recoverable amount is the greater of the fair value less costs of disposal and the value in use. In determining the value in use, expected cash flows generated by the asset are discounted to their present value, which requires significant judgement relating to level of estimated revenue and operating costs. The Group uses all readily available information in determining an amount that is a reasonable approximation of recoverable amount, including estimates based on reasonable and supportable assumptions and projections of revenue and costs.

### (c) Impairment of trade receivables, bills receivable, contract assets and receivables under service concession arrangement

The impairment assessment of trade receivables, bills receivable, contract assets and receivables under service concession arrangement of the Group is based on the evaluation of collectability and ageing analysis of these assets as well as other quantitative and qualitative information and calculated the lifetime ECLs based on credit loss experience, and on management's judgement and assessment of the forward-looking information. Significant judgement and estimates is required in assessing the ultimate realisation of these assets, based on the current creditworthiness, the past collection history and subsequent settlements of each customer. If the financial conditions of customers of the Group deteriorate, resulting in an impairment of their ability to make payments, additional impairment may be required.

## 2 會計判斷及估計 (續)

### (b) 物業、廠房及設備減值 (續)

可收回金額為公平值減出售成本與使用價值兩者中的較高者。在釐定使用價值時，資產所產生的預期現金流量會折現至其現值，因而須對估計收益水平及經營成本作出重大判斷。本集團使用一切可得資料釐定可收回金額的合理近似值，包括根據對收益及成本的合理可靠假設及預測進行估計。

### (c) 貿易應收款項、應收票據、合約資產及服務特許權安排項下的應收款項減值

貿易應收款項、應收票據、合約資產及服務特許權安排項下的應收款項的減值評估乃根據對該等資產可收回性的評估及賬齡分析以及其他定量及定性資料進行，並根據信貸虧損經驗及管理層對前瞻性資料的判斷及評估計算全期預期信貸損失。管理層須基於每名客戶現時的信譽、過往的收款歷史及其後結算，就評估該等資產的最終變現情況作出重大判斷和估計。如果本集團客戶因財務狀況惡化而降低償債能力，本集團可能須作出額外減值。

## Notes to the Consolidated Financial Statements

### 綜合財務報表附註

### 3 REVENUE AND SEGMENT REPORTING

#### (a) Revenue

The principal activities of the Group are the provision of construction service, leasing of construction machinery, equipment and tools, and provision of sewage treatment service in mainland China.

#### (i) Disaggregation of revenue

		2019 2019年 RMB'000 人民幣千元	2018 2018年 RMB'000 人民幣千元
<b>Revenue from contracts with customers within the scope of HKFRS 15</b>	香港財務報告準則第15號範圍內來自客戶合約的收益		
Disaggregated by major products or service lines	按主要產品或服務線劃分		
— Revenue from construction service	— 建築服務收益	1,456,680	1,087,896
— Revenue from sewage treatment service	— 污水處理服務收益	5,213	2,373
— Others*	— 其他*	9,206	11,067
		<b>1,471,099</b>	1,101,336
<b>Revenue from other sources</b>	其他來源的收益		
— Revenue from leasing of construction machinery, equipment and tools	— 建築機械、設備及工具租賃收益	107,119	91,414
		<b>1,578,218</b>	1,192,750

\* Others mainly represents sales of construction materials and equipment and provision of certain logistic services.

\* 其他主要指建築材料及設備銷售收益及提供物流服務收益。

		2019 2019年 RMB'000 人民幣千元	2018 2018年 RMB'000 人民幣千元
Disaggregated by timing of revenue recognition	按收益確認時間劃分		
— Over time	— 隨時間	1,569,012	1,181,683
— Point in time	— 於某一指定時間點	9,206	11,067
<b>Total</b>	<b>總計</b>	<b>1,578,218</b>	1,192,750

### 3 收益及分部報告

#### (a) 收益

本集團的主營業務是在中國內地提供建築服務、建築機械、設備及工具租賃以及污水處理服務。

#### (i) 收益劃分

		2019 2019年 RMB'000 人民幣千元	2018 2018年 RMB'000 人民幣千元
<b>Revenue from contracts with customers within the scope of HKFRS 15</b>	香港財務報告準則第15號範圍內來自客戶合約的收益		
Disaggregated by major products or service lines	按主要產品或服務線劃分		
— Revenue from construction service	— 建築服務收益	1,456,680	1,087,896
— Revenue from sewage treatment service	— 污水處理服務收益	5,213	2,373
— Others*	— 其他*	9,206	11,067
		<b>1,471,099</b>	1,101,336
<b>Revenue from other sources</b>	其他來源的收益		
— Revenue from leasing of construction machinery, equipment and tools	— 建築機械、設備及工具租賃收益	107,119	91,414
		<b>1,578,218</b>	1,192,750

\* Others mainly represents sales of construction materials and equipment and provision of certain logistic services.

\* 其他主要指建築材料及設備銷售收益及提供物流服務收益。

		2019 2019年 RMB'000 人民幣千元	2018 2018年 RMB'000 人民幣千元
Disaggregated by timing of revenue recognition	按收益確認時間劃分		
— Over time	— 隨時間	1,569,012	1,181,683
— Point in time	— 於某一指定時間點	9,206	11,067
<b>Total</b>	<b>總計</b>	<b>1,578,218</b>	1,192,750

## Notes to the Consolidated Financial Statements

### 綜合財務報表附註

### 3 REVENUE AND SEGMENT REPORTING (CONTINUED)

#### (a) Revenue (Continued)

##### (i) Disaggregation of revenue (Continued)

Revenue from major customers which accounts for 10% or more of the Group's revenue are set out below:

		2019 2019年 RMB'000 人民幣千元	2018 2018年 RMB'000 人民幣千元
Customer A	客戶A	1,086,884	658,686
Customer B	客戶B	N/A* 不適用*	121,450
Customer C	客戶C	N/A* 不適用*	127,442

\* Less than 10% of the Group's revenue for the year ended 31 December 2019

Details of concentrations of credit risk arising from these customers are set out in Note 26(a).

##### (ii) Revenue expected to be recognised in the future arising from contracts with customers in existence at the reporting date

As at 31 December 2019, the aggregated amount of the transaction price allocated to the remaining performance obligations under the Group's existing contracts is RMB977,534,000 (2018: RMB530,560,000). The Group will recognise the expected revenue in future when or as the work is completed, which is expected to occur over the next 36 months (2018: next 36 months).

The above amount also does not include any amounts of completion bonuses that the Group may earn in the future by meeting the conditions set out in the Group's construction contracts with customers, unless at the reporting date it is highly probable that the Group will satisfy the conditions for earning those bonuses.

### 3 收益及分部報告(續)

#### (a) 收益(續)

##### (i) 收益劃分(續)

收益佔本集團收益10%或以上的主要客戶載列如下：

		2019 2019年 RMB'000 人民幣千元	2018 2018年 RMB'000 人民幣千元
Customer A	客戶A	1,086,884	658,686
Customer B	客戶B	N/A* 不適用*	121,450
Customer C	客戶C	N/A* 不適用*	127,442

\* 低於本集團於截至2019年12月31日止年度收益的10%

來自該等客戶的信貸風險集中詳情載於附註26(a)。

##### (ii) 預期於日後確認的產生自與於報告日期現存客戶所訂合約的收益

截至2019年12月31日，分配至本集團現有合約項下餘下履約責任的交易價格總金額為人民幣977,534,000元(2018年：人民幣530,560,000元)。本集團將於工程完成時(預計將於未來36個月完成(2018年：未來36個月))確認未來預期收益。

上述金額亦不包括本集團於未來可能通過達成本集團與客戶訂立的建築合約中所載條件而賺取的任何完工獎勵，除非於報告日期，本集團極有可能達成賺取該等獎勵的條件。

## Notes to the Consolidated Financial Statements

### 綜合財務報表附註

### 3 REVENUE AND SEGMENT REPORTING (CONTINUED)

#### (a) Revenue (Continued)

##### (iii) Total future minimum lease payments receivable by the Group

As at 31 December 2019, total future minimum lease payments under non-cancellable operating leases in place will be receivable by the Group were RMB4,504,000 (2018: RMB8,359,000). All these lease payments were receivable within one year.

#### (b) Segment reporting

The Group manages its businesses by service lines. In a manner consistent with the way in which information is reported internally to the Group's most senior executive management for the purposes of resource allocation and performance assessment. No geographical segment analysis is presented as substantially all assets, liabilities, revenue and gross profit of the Group are attributable to the operations in the PRC.

The Group has four separate segments as follows:

- Provision of construction service ("Construction service");
- Provision of leasing services of construction machinery, equipment and tools ("Leasing of construction machinery, equipment and tools");
- Provision of sewage treatment service ("Sewage treatment operation"); and
- Sales of construction materials and equipment and others ("Others").

For the purposes of assessing segment performance and allocating resources between segments, the Group's senior executive management monitors the results based on the revenue and gross profits of Construction service, Leasing of construction machinery, equipment and tools, Sewage treatment operation and others.

### 3 收益及分部報告(續)

#### (a) 收益(續)

##### (iii) 本集團應收的未來最低租賃付款總額

截至2019年12月31日，本集團根據不可撤銷經營租賃應收未來最低租賃付款總額為人民幣4,504,000元(2018年：人民幣8,359,000元)。所有該等租賃付款應於一年內結清。

#### (b) 分部報告

本集團按服務線管理其業務。按與向本集團最高行政管理層內部呈報以分配資源及評估表現的資料一致的方式。由於本集團絕大部分資產、負債、收益及毛利源於中國的業務，故此並無呈列地域分部分析。

本集團有下列四個獨立的分部：

- 提供建築服務(「建築服務」)；
- 提供建築機械、設備及工具租賃服務(「建築機械、設備及工具租賃」)；
- 提供污水處理服務(「污水處理業務」)；及
- 建築材料及設備銷售以及其他(「其他」)。

就評估分部表現及分配分部間資源而言，本集團的高級行政管理層根據建築服務、建築機械、設備及工具租賃、污水處理業務及其他的收益及毛利監察業績。

## Notes to the Consolidated Financial Statements

綜合財務報表附註

### 3 REVENUE AND SEGMENT REPORTING (CONTINUED)

#### (b) Segment reporting (Continued)

### 3 收益及分部報告(續)

#### (b) 分部報告(續)

		Construction service	Leasing of construction machinery, equipment and tools	Sewage treatment operation	Others	Total
		建築服務	建築機械、設備及工具租賃	污水處理業務	其他	總計
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
<b>Year ended</b>	<b>截至2019年</b>					
<b>31 December 2019</b>	<b>12月31日止年度</b>					
Revenue	收益	1,456,680	107,119	5,213	9,206	1,578,218
Cost of sales	銷售成本	(1,144,411)	(68,801)	(4,524)	(6,459)	(1,224,195)
Reportable segment gross profits	報告分部毛利	312,269	38,318	689	2,747	354,023
<b>Year ended</b>	<b>截至2018年</b>					
<b>31 December 2018</b>	<b>12月31日止年度</b>					
Revenue	收益	1,087,896	91,414	2,373	11,067	1,192,750
Cost of sales	銷售成本	(835,554)	(61,793)	(1,761)	(8,120)	(907,228)
Reportable segment gross profits	報告分部毛利	252,342	29,621	612	2,947	285,522

Notes to the Consolidated Financial Statements  
綜合財務報表附註

3 REVENUE AND SEGMENT REPORTING  
(CONTINUED)

(b) Segment reporting (Continued)

The Group's Construction service segment consists of below categories:

3 收益及分部報告(續)

(b) 分部報告(續)

本集團建築服務分部包含以下種類：

		Foundation works 地基工程 RMB'000 人民幣千元	Formwork and scaffolding works 模板及腳手架工程 RMB'000 人民幣千元	Construction of sewage treatment infrastructure 污水處理基礎設施建造 RMB'000 人民幣千元	Other construction works 其他建築工程 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
<b>Year ended 31 December 2019</b>	<b>截至2019年12月31日止年度</b>					
Revenue	收益	926,867	398,071	12,445	119,297	1,456,680
Cost of sales	銷售成本	(717,318)	(334,442)	(10,188)	(82,463)	(1,144,411)
Gross profits	毛利	209,549	63,629	2,257	36,834	312,269
<b>Year ended 31 December 2018</b>	<b>截至2018年12月31日止年度</b>					
Revenue	收益	874,308	139,990	42,254	31,344	1,087,896
Cost of sales	銷售成本	(663,502)	(117,878)	(32,714)	(21,460)	(835,554)
Gross profits	毛利	210,806	22,112	9,540	9,884	252,342

All of the Group's revenue were arising from mainland China. The Group does not allocate any specific assets or expenditure for property, plant and equipment to the operating segments as the Group's senior executive management does not use the information to measure the performance of the reportable segments.

本集團所有收益均源自中國內地。由於本集團高級行政管理層並無使用有關資料衡量報告分部的表現，本集團並無就物業、廠房及設備分配任何特別資產或開支至經營分部。

## Notes to the Consolidated Financial Statements

### 綜合財務報表附註

#### 4 OTHER NET INCOME

		2019 2019年 RMB'000 人民幣千元	2018 2018年 RMB'000 人民幣千元
Interest income	利息收入	1,878	959
Government grants*	政府補貼*	12,196	1,692
Gain/(loss) on disposal of property, plant and equipment	出售物業、廠房及設備 收益/(虧損)	1,509	(907)
Others	其他	25	18
		<b>15,608</b>	1,762

\* Government grants were received mainly for subsidizing the costs incurred by the Group in conducting research and development activities. There were no unfulfilled conditions relating to the grants.

#### 5 PROFIT BEFORE TAXATION

Profit before taxation is arrived at after charging:

#### 4 其他淨收入

		2019 2019年 RMB'000 人民幣千元	2018 2018年 RMB'000 人民幣千元
Interest income	利息收入	1,878	959
Government grants*	政府補貼*	12,196	1,692
Gain/(loss) on disposal of property, plant and equipment	出售物業、廠房及設備 收益/(虧損)	1,509	(907)
Others	其他	25	18
		<b>15,608</b>	1,762

\* 政府補貼主要為資助本集團已產生之研發費用，該等補貼並沒有未達成之條件。

#### 5 稅前利潤

稅前利潤已扣除：

		2019 2019年 RMB'000 人民幣千元	2018 2018年 RMB'000 人民幣千元
<b>(a) Finance costs</b>	<b>(a) 融資成本</b>		
Interest on bank loans and other borrowings	銀行貸款及其他借款的利息	12,825	4,385
Interest on lease liabilities	租賃負債的利息	180	167
Finance charges on sale and leaseback transactions	售後租回交易的財務費用	933	1,900
Interest on acquisition of equipment by instalments	以分期付款購入設備產生的利息	2,413	2,669
Other borrowing costs	其他借貸成本	1,012	—
		<b>17,363</b>	9,121

## Notes to the Consolidated Financial Statements

### 綜合財務報表附註

#### 5 PROFIT BEFORE TAXATION (CONTINUED)

#### 5 稅前利潤(續)

		2019 2019年 RMB'000 人民幣千元	2018 2018年 RMB'000 人民幣千元
<b>(b) Staff costs (including directors' emoluments)</b>	<b>(b) 員工成本(包括董事酬金)</b>		
Salaries, wages and other benefits	薪金、工資及其他福利	50,431	36,397
Contributions to defined contribution retirement benefit schemes (Note 22)	界定供款退休福利計劃供款(附註22)	3,071	1,325
		<b>53,502</b>	37,722
		2019 2019年 RMB'000 人民幣千元	2018 2018年 RMB'000 人民幣千元
<b>(c) Other items</b>	<b>(c) 其他項目</b>		
Depreciation	折舊		
— property plant and equipment owned (Note 10(i))	— 自有物業、廠房及設備(附註10(i))	100,601	93,357
— right-of-use assets (Note 10(ii))	— 使用權資產(附註10(ii))	2,298	1,039
		<b>102,899</b>	94,396
Amortisation of intangible assets (Note 11)	無形資產攤銷(附註11)	91	78
Impairment losses on trade and other receivables and contract assets	貿易及其他應收款項及合約資產的減值虧損	20,808	15,496
Loss on property, plant and equipment written off	撇銷物業、廠房及設備的虧損	—	4,115
Expenses relating to short-term leases	與短期租賃有關的費用	57,664	51,066
Auditors' remuneration	核數師酬金	1,330	472
Research and development costs	研發費用	55,415	46,579
Labour subcontracting fee	勞務分包費	465,856	172,767
Listing expenses	上市費用	18,605	338



## Notes to the Consolidated Financial Statements

### 綜合財務報表附註

#### 6 INCOME TAX IN THE CONSOLIDATED STATEMENT OF PROFIT OR LOSS

(a) Taxation in the consolidated statement of profit or loss represents:

		2019 2019年 RMB'000 人民幣千元	2018 2018年 RMB'000 人民幣千元
<b>Current tax — PRC Corporate Income Tax</b>	<b>即期稅項 — 中國企業所得稅</b>		
Provision for the year	年內撥備	31,481	29,384
<b>Deferred tax — PRC Corporate Income Tax</b>	<b>遞延稅項 — 中國企業所得稅</b>		
Origination and reversal of temporary differences	產生及撥回暫時性差異	(2,399)	7,103
		<b>29,082</b>	<b>36,487</b>

(b) Reconciliation between tax expense and accounting profit at applicable tax rates:

		2019 2019年 RMB'000 人民幣千元	2018 2018年 RMB'000 人民幣千元
Profit before taxation	稅前利潤	208,322	176,981
Notional tax on profit before taxation, calculated at the rates applicable to profits in the countries concerned	按有關國家適用利得稅稅率計算之稅前利潤名義稅款	52,322	44,245
Tax effect of non-deductible expenses	不可扣稅開支的稅務影響	1,257	903
Tax effect of super deduction for qualified research and development costs	研發費加計扣除的稅務影響	(5,384)	(8,742)
Tax effect of unused tax losses not recognised	未確認未動用稅項虧損的稅務影響	594	81
Effect on deferred tax balances at 1 January resulting from a change in tax rate	因稅率變動導致於1月1日遞延稅項結餘的影響	716	—
Statutory tax concession	法定稅務優惠	(20,423)	—
Actual tax expense	實際稅項開支	<b>29,082</b>	<b>36,487</b>

#### 6 綜合損益表中的所得稅

(a) 綜合損益表中的稅項為：

(b) 按適用稅率計算的稅項開支與會計利潤之間的對賬：

## Notes to the Consolidated Financial Statements

### 綜合財務報表附註

#### 6 INCOME TAX IN THE CONSOLIDATED STATEMENT OF PROFIT OR LOSS (CONTINUED)

##### (b) Reconciliation between tax expense and accounting profit at applicable tax rates: (Continued)

Notes:

- (i) Pursuant to the rules and regulations of the Cayman Islands and the BVI, the Group is not subject to any income tax in the Cayman Islands and the BVI.
- (ii) No provision was made for Hong Kong Profits Tax as the Group did not earn any assessable profit that was subject to Hong Kong Profits Tax for the year ended 31 December 2019.
- (iii) The Group's subsidiaries in mainland China is subject to PRC corporate income tax at the statutory rate of 25%.

On 7 January 2020, Jianzhong Construction Technology obtained the state-level approval for its application of High-tech Enterprise qualification and was granted the qualification with effect from 2 December 2019. In accordance with the PRC Corporate Income Tax Law ("CIT Law"), the High-tech Enterprise qualification will be valid for a period of three years from 2019 to 2021 and entitles Jianzhong Construction Technology to a reduced tax rate at 15% during this period.

#### 6 綜合損益表中的所得稅(續)

##### (b) 按適用稅率計算的稅項開支與會計利潤之間的對賬：(續)

附註：

- (i) 根據開曼群島及英屬處女群島的規則及法規，本集團毋須繳納開曼群島及英屬處女群島的任何所得稅。
- (ii) 由於本集團於截至2019年12月31日止年度並無賺取任何須繳納香港利得稅的應課稅溢利，因此並無就香港利得稅作出撥備。
- (iii) 本集團於中國內地的附屬公司須按25%的法定稅率繳納中國企業所得稅。

建中建設科技申請高新技術企業資格並於2020年1月7日獲得國家級批准，其獲得之資格於2019年12月2日起生效。根據《中華人民共和國企業所得稅法》(「企業所得稅法」)，高新技術企業資格的有效期限為三年(即從2019年至2021年)，建中建設科技於期內享受減按15%的稅率。

## Notes to the Consolidated Financial Statements

### 綜合財務報表附註

#### 7 DIRECTORS' EMOLUMENTS

Directors' emoluments disclosed pursuant to section 383(1) of the Hong Kong Companies Ordinance and Part 2 of the Companies (Disclosure of Information about Benefits of Directors) Regulation are as follows:

#### 7 董事酬金

根據香港公司條例第383(1)條及公司(披露董事利益資料)規例第2部所披露的董事酬金如下：

		Directors' fees	Salaries, allowances and benefits in kind	Discretionary bonuses	Retirement scheme contributions	2019 Total
		董事袍金	薪金、津貼及實物福利	酌情花紅	退休計劃供款	2019年總計
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
<b>Executive directors</b>	<b>執行董事</b>					
Mr. Xun Minghong	荀名紅先生	—	180	270	4	454
Mr. He Wenlin	何文林先生	—	180	220	4	404
Ms. Zheng Ping	鄭萍女士	—	144	206	—	350
<b>Non-executive directors</b>	<b>非執行董事</b>					
Mr. Yang Kaifa	楊開發先生	—	—	—	—	—
Mr. Zeng Guohua	曾國華先生	—	—	—	—	—
Mr. Xun Liangbao	荀良寶先生	—	135	213	3	351
		—	639	909	11	1,559

		Directors' fees	Salaries, allowances and benefits in kind	Discretionary bonuses	Retirement scheme contributions	2018 Total
		董事袍金	薪金、津貼及實物福利	酌情花紅	退休計劃供款	2018年總計
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
<b>Executive directors</b>	<b>執行董事</b>					
Mr. Xun Minghong	荀名紅先生	—	180	220	4	404
Mr. He Wenlin	何文林先生	—	180	170	4	354
Ms. Zheng Ping	鄭萍女士	—	144	156	—	300
		—	504	546	8	1,058

## Notes to the Consolidated Financial Statements

### 綜合財務報表附註

#### 7 DIRECTORS' EMOLUMENTS (CONTINUED)

Notes:

- (a) Mr. Xun Minghong, Mr. He Wenlin and Ms. Zheng Ping were appointed as executive directors of the Company on 5 February 2019.

Mr. Xun Minghong, Mr. He Wenlin and Ms. Zheng Ping were also directors of the Group's subsidiary, Jianzhong Construction Technology and/or employees of the Group for the years ended 31 December 2019 and 2018 and the Group paid emoluments to them in their capacity as the directors of Jianzhong Construction Technology and/or employees of the Group before their appointment as executive directors of the Company.

- (b) Mr. Xun Liangbao joined the Group in December 2018. Mr. Yang Kaifa, Mr. Zeng Guohua and Mr. Xun Liangbao were appointed as non-executive directors of the Company on 23 August 2019.

- (c) Mr. Sze Irons, Mr. Wong Kun Kau and Mr. Zhu Diwu were appointed as independent non-executive directors of the Company on 18 February 2020.

- (d) For the years ended 31 December 2019 and 2018, there were no amounts paid or payable by the Group to the directors or any of the highest paid individuals set out in Note 8 below as an inducement to join or upon joining the Group or as a compensation for loss of office. There was no arrangement under which a director waived or agreed to waive any remuneration for the years ended 31 December 2019 and 2018.

#### 8 INDIVIDUALS WITH HIGHEST EMOLUMENTS

Of the five individuals with the highest emoluments, 2 (2018: 2) are directors whose emoluments are disclosed in Note 7. The aggregate of the emoluments in respect of the other 3 (2018: 3) individuals are as follows:

		2019 2019年 RMB'000 人民幣千元	2018 2018年 RMB'000 人民幣千元
Salaries and other emoluments	薪金及其他酬金	926	450
Discretionary bonuses	酌情花紅	394	450
Retirement scheme contributions	退休計劃供款	13	12
		<b>1,333</b>	912

#### 7 董事酬金 (續)

附註：

- (a) 荀名紅先生、何文林先生及鄭萍女士於2019年2月5日獲委任為本公司的執行董事。

於截至2019年及2018年12月31日止年度，荀名紅先生、何文林先生及鄭萍女士亦出任本集團附屬公司建中建設科技的董事及／或本集團僱員，而於彼等獲委任為本公司執行董事之前，本集團以彼等於建中建設科技的董事及／或本集團的僱員身份向彼等支付酬金。

- (b) 荀良寶先生於2018年12月加入本集團。楊開發先生、曾國華先生及荀良寶先生於2019年8月23日獲委任為本公司的非執行董事。

- (c) 施榮懷先生、黃灌球先生及朱地武先生於2020年2月18日獲委任為本公司的獨立非執行董事。

- (d) 於截至2019年及2018年12月31日止年度，本集團並無支付或應付金額予董事或下文附註8載列的任何最高薪酬人士，作為吸引彼等加入本集團或於加入本集團時的獎勵或作為離職的補償。於截至2019年及2018年12月31日止年度，概無董事放棄或同意放棄任何薪酬的安排。

#### 8 最高薪酬人士

五名最高薪酬人士中，2名(2018年：2名)為董事，其薪酬於附註7披露。其他3名(2018年：3名)人士之薪酬總額載列如下：

## Notes to the Consolidated Financial Statements

### 綜合財務報表附註

#### 8 INDIVIDUALS WITH HIGHEST EMOLUMENTS (CONTINUED)

The emoluments of the 3 (2018: 3) individuals with the highest emoluments are within the following band:

		2019 2019年 Number of individuals 人數	2018 2018年 Number of individuals 人數
Nil-HK\$1,000,000	零至1,000,000港元	3	3

#### 9 EARNINGS PER SHARE

The calculation of basic earnings per share is based on the profit for the year of the Company of RMB179,240,000 (2018: RMB140,494,000) and 468,750,000 shares (2018: 468,750,000) in issue as if the Reorganisation and capitalisation issue had been effective throughout the periods presented.

Diluted earnings per share is equal to basic earnings per share as there were no dilutive potential shares outstanding for the years ended 31 December 2019 and 2018.

#### 10 PROPERTY, PLANT AND EQUIPMENT

#### 8 最高薪酬人士(續)

最高薪酬人士中，3名(2018年：3名)人士之薪酬分別在下列範圍內：

#### 9 每股盈利

每股基本盈利乃根據本公司年內利潤人民幣179,240,000元(2018年：人民幣140,494,000元)及468,750,000股已發行股份(2018年：468,750,000股)計算，猶如重組及資本化發行已於各呈報期內生效。

由於截至2019年及2018年12月31日止年度並無具攤薄潛力的發行在外股份，因此每股攤薄盈利等於每股基本盈利。

#### 10 物業、廠房及設備

		Note 附註	2019 2019年 RMB'000 人民幣千元	2018 2018年 RMB'000 人民幣千元
Property, plant and equipment owned	自有物業、廠房及設備	(i)	396,222	419,977
Right-of-use assets	使用權資產	(ii)	1,010	3,308
			<b>397,232</b>	423,285

Notes to the Consolidated Financial Statements  
綜合財務報表附註

10 PROPERTY, PLANT AND EQUIPMENT  
(CONTINUED)

(i) Property, plant and equipment owned

10 物業、廠房及設備(續)

(i) 自有物業、廠房及設備

		Machinery and equipment 機械及設備 RMB'000 人民幣千元	Motor vehicles 汽車 RMB'000 人民幣千元	Tools 工具 RMB'000 人民幣千元	Electronic equipment 電子設備 RMB'000 人民幣千元	Leasehold improvements 租賃物業裝修 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
<b>Cost:</b>	<b>成本:</b>						
At 1 January 2018	於2018年1月1日	296,453	27,183	202,537	1,086	—	527,259
Additions	添置	58,549	6,434	48,501	72	1,139	114,695
Disposals	處置	(1,527)	(3,326)	(1,257)	—	—	(6,110)
Written off	核銷	—	—	(6,580)	—	—	(6,580)
Transferred to receivables under service concession arrangement	轉撥至服務特許權安排項下的應收款項	—	(426)	—	—	—	(426)
At 31 December 2018	於2018年12月31日	353,475	29,865	243,201	1,158	1,139	628,838
Additions	添置	52,017	324	30,309	439	556	83,645
Disposals	處置	(11,180)	(1,985)	(4,121)	—	—	(17,286)
<b>At 31 December 2019</b>	<b>於2019年12月31日</b>	<b>394,312</b>	<b>28,204</b>	<b>269,389</b>	<b>1,597</b>	<b>1,695</b>	<b>695,197</b>
<b>Accumulated depreciation:</b>	<b>累計折舊:</b>						
At 1 January 2018	於2018年1月1日	58,032	12,309	49,797	205	—	120,343
Charged for the year	年內計提	40,599	5,025	47,410	323	—	93,357
Written back on disposals	於出售時撥回	(249)	(971)	(946)	—	—	(2,166)
Written off	核銷	—	—	(2,465)	—	—	(2,465)
Written back on transfer to receivables under service concession arrangement	於轉撥至服務特許權安排項下的應收款項時撥回	—	(208)	—	—	—	(208)
At 31 December 2018	於2018年12月31日	98,382	16,155	93,796	528	—	208,861
Charge for the year	年內計提	45,388	4,997	49,638	350	228	100,601
Written back on disposals	於出售時撥回	(6,048)	(1,885)	(2,554)	—	—	(10,487)
<b>At 31 December 2019</b>	<b>於2019年12月31日</b>	<b>137,722</b>	<b>19,267</b>	<b>140,880</b>	<b>878</b>	<b>228</b>	<b>298,975</b>
<b>Net book value:</b>	<b>賬面淨值:</b>						
At 31 December 2019	於2019年12月31日	256,590	8,937	128,509	719	1,467	396,222
At 31 December 2018	於2018年12月31日	255,093	13,710	149,405	630	1,139	419,977

All property, plant and equipment owned by the Group are located in the PRC.

本集團所有自有物業、廠房及設備均位於中國。

## Notes to the Consolidated Financial Statements

### 綜合財務報表附註

#### 10 PROPERTY, PLANT AND EQUIPMENT (CONTINUED)

##### (ii) Right-of-use assets

The Group has obtained the right to use certain office/factory buildings through tenancy agreements. The leases typically run for an initial period of 1 to 5 years. Some leases include an option to renew the lease when all terms are renegotiated. None of the leases includes variable lease payments. The analysis of the net book value of right-of-use assets by class of underlying asset is as follows:

		Office/ factory buildings 辦公室／廠房 RMB'000 人民幣千元
Balance as at 1 January 2018	於2018年1月1日的餘額	1,885
Additions	添置	2,462
Depreciation charge for the year	年內折舊計提	(1,039)
Balance as at 31 December 2018 and 1 January 2019	於2018年12月31日及 2019年1月1日的餘額	<b>3,308</b>
Additions	添置	—
Depreciation charge for the year	年內折舊計提	<b>(2,298)</b>
Balance as at 31 December 2019	於2019年12月31日的餘額	<b>1,010</b>

##### (iii) Sales and leaseback assets

In 2017, the Group sold some of its machinery and equipment to external parties and leased them back for a term of 3 years. The Group determined the transfers to buyer-lessor were not sales under HKFRS15, thus the Group continues to recognise the underlying assets, and recognises financial liabilities for the considerations received in accordance with the accounting policy set out in Note 1(g)(i). No gain or loss were recognised from the sale and leaseback transactions for the years ended 31 December 2019 and 2018. As at 31 December 2019, the carrying amounts of the machinery and equipment under sale and leaseback transactions were RMB27,279,000 (31 December 2018: RMB30,449,000), which were included in the carrying amount of property, plant and equipment of the Group.

As at 31 December 2019, the carrying amounts of the machinery and equipment pledged for the aforementioned sale and leaseback transactions were RMB14,789,000 (31 December 2018: RMB16,346,000).

#### 10 物業、廠房及設備(續)

##### (ii) 使用權資產

本集團根據租賃協議有權使用若干辦公室／廠房。租賃最初一般為期一至五年。若干租賃包含可於重新磋商所有條款時續租的選擇權。概無租賃包括可變租賃付款。按相關資產分類之使用權資產賬面淨值分析如下：

##### (iii) 售後租回資產

2017年，本集團對外出售部分機械設備並於售後租回該等機械設備，為期3年。本集團確認向買方一出租人作出的轉讓並非香港財務報告準則第15號項下所界定的銷售，故本集團繼續確認相關資產，並按照附註1(g)(i)載列的會計政策就已收取的代價確認金融負債。於截至2019年及2018年12月31日止年度的售後租回交易並未確認任何收益或虧損。於2019年12月31日，售後租回交易項下機械及設備的賬面金額分別為人民幣27,279,000元(2018年12月31日：人民幣30,449,000元)，該金額已計入本集團物業、廠房及設備的賬面金額。

於2019年12月31日，就上述售後租回交易抵押的機械及設備的賬面金額人民幣14,789,000元(2018年12月31日：人民幣16,346,000元)。

## Notes to the Consolidated Financial Statements

### 綜合財務報表附註

#### 10 PROPERTY, PLANT AND EQUIPMENT (CONTINUED)

##### (iv) Assets leased out under operating leases

During the ordinary course of business, some machinery and equipment, i.e. tower cranes and construction hoist, are acquired by the Group for leasing purpose. The leases typically run for a period of 6 to 12 months, with an option to renew the lease after renegotiation.

The reconciliation of tower cranes and construction hoist of the Group for the years ended 31 December 2019 and 2018 is as below:

		RMB'000 人民幣千元
<b>Cost:</b>	<b>成本：</b>	
At 1 January 2018	於2018年1月1日	37,839
Additions	添置	14,250
Disposals	處置	(33)
At 31 December 2018 and 1 January 2019	於2018年12月31日及 2019年1月1日	<b>52,056</b>
Additions	添置	<b>19,998</b>
Disposals	處置	<b>(6,922)</b>
At 31 December 2019	於2019年12月31日	<b>65,132</b>
<b>Accumulated depreciation:</b>	<b>累計折舊：</b>	
At 1 January 2018	於2018年1月1日	13,388
Depreciation for the year	年內折舊	5,186
Written back on disposals	於出售時撥回	(25)
At 31 December 2018 and 1 January 2019	於2018年12月31日及 2019年1月1日	<b>18,549</b>
Depreciation for the year	年內折舊	<b>6,230</b>
Written back on disposals	於出售時撥回	<b>(4,215)</b>
At 31 December 2019	於2019年12月31日	<b>20,564</b>
<b>Net book value:</b>	<b>賬面淨值：</b>	
At 31 December 2019	於2019年12月31日	<b>44,568</b>
At 31 December 2018	於2018年12月31日	33,507

#### 10 物業、廠房及設備(續)

##### (iv) 根據經營租賃出租的資產

於日常業務過程中，本集團出於租賃目的購置若干塔吊及施工吊車等機械及設備。該等租賃一般為期六至十二個月，於磋商後可續租。

本集團於截至2019年及2018年12月31日止年度的塔吊及施工吊車的對賬如下：



## Notes to the Consolidated Financial Statements

### 綜合財務報表附註

#### 10 PROPERTY, PLANT AND EQUIPMENT (CONTINUED)

##### (iv) Assets leased out under operating leases (Continued)

Other assets are mainly acquired for the Group's own use for construction projects, but the Group also leases out some of these assets according to customers' specific needs. Those leases are mainly short-term leases, with an option to renew the lease after renegotiation.

As at 31 December 2019 and 2018, the carrying amounts of assets (other than tower cranes and construction hoist) leased out under operating lease are as follows:

		Machinery and equipment 機械及設備 RMB'000 人民幣千元	Motor vehicles 汽車 RMB'000 人民幣千元	Tools 工具 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
<b>Net book value:</b>	<b>賬面淨值：</b>				
At 31 December 2019	於2019年12月31日	52,728	4,985	297	58,010
At 31 December 2018	於2018年12月31日	46,882	1,600	452	48,934

The Group obtains residual value guarantees from the lessees to reduce the residual asset risks where applicable.

#### 10 物業、廠房及設備(續)

##### (iv) 根據經營租賃出租的資產(續)

本集團主要因自身建設項目需要收購其他資產，但本集團亦根據客戶特定需要出租若干該等資產。該等租賃主要為短期租賃，於磋商後可續租。

於2019年及2018年12月31日，根據經營租賃出租的資產(塔吊及施工吊車除外)賬面金額如下：

本集團自承租人獲得剩餘價值擔保以減少剩餘資產風險(如適用)。

Notes to the Consolidated Financial Statements  
綜合財務報表附註

11 INTANGIBLE ASSETS

11 無形資產

		Software 軟件 RMB'000 人民幣千元
<b>Cost:</b>	<b>成本：</b>	
At 1 January 2018	於2018年1月1日	608
Additions	添置	301
At 31 December 2018 and 1 January 2019	於2018年12月31日及 2019年1月1日	<b>909</b>
Additions	添置	—
At 31 December 2019	於2019年12月31日	<b>909</b>
<b>Accumulated amortisation:</b>	<b>累計攤銷：</b>	
At 1 January 2018	於2018年1月1日	38
Amortisation for the year	年內攤銷	78
At 31 December 2018 and 1 January 2019	於2018年12月31日及 2019年1月1日	<b>116</b>
Amortisation for the year	年內攤銷	<b>91</b>
At 31 December 2019	於2019年12月31日	<b>207</b>
<b>Net book value:</b>	<b>賬面淨值：</b>	
At 31 December 2019	於2019年12月31日	<b>702</b>
At 31 December 2018	於2018年12月31日	793

12 OTHER NON-CURRENT ASSETS

Other non-current assets mainly represent prepaid amounts for acquisition of construction machinery, equipment and tools.

12 其他非流動資產

其他非流動資產主要為收購建築機械、設備及工具的預付款。

## Notes to the Consolidated Financial Statements

### 綜合財務報表附註

#### 13 INVESTMENTS IN SUBSIDIARIES

The following list contains only the particulars of subsidiaries which principally affected the results, assets or liabilities of the Group.

Company name 公司名稱	Place of incorporation and business 註冊成立及 業務地點	Particulars of issued and paid-up capital 已發行及 繳足資本之詳情	Proportion of ownership interest 持有權益比例		Principal activities 主要業務
			Held by the Company 本公司持有	Held by a subsidiary 附屬公司持有	
Jianzhong Construction Technology (福建建中建設科技有限責任公司) <sup>1, 2</sup>	PRC	RMB168,450,000	—	100%	Provision of construction services
福建建中建設科技有限責任公司 <sup>1, 2</sup>	中國	人民幣168,450,000元			提供建築服務
Fujian Jianzhong Engineering Equipment Co., Ltd. (福建省建中工程設備有限公司) <sup>1</sup>	PRC	RMB30,000,000	—	100%	Production, sale, installation and leasing of construction machinery, equipment and tools and construction material
福建省建中工程設備有限公司 <sup>1</sup>	中國	人民幣30,000,000元			生產、銷售、安裝及租賃建築機械、設備及工具及建材
Fujian Jianzhong Logistic Co., Ltd. (福建建中物流有限公司) <sup>1</sup>	PRC	RMB29,400,330	—	100%	Provision of goods transportation services
福建建中物流有限公司 <sup>1</sup>	中國	人民幣29,400,330元			提供貨物運輸服務
Fujian Jianzhong Environmental Technology Co., Ltd. (福建省建中環保科技有限責任公司) <sup>1</sup>	PRC	RMB50,000,000	—	100%	Sewage treatment operations
福建省建中環保科技有限責任公司 <sup>1</sup>	中國	人民幣50,000,000元			污水處理業務

Notes:

- The official names of the entities are in Chinese. The English names are for identification purpose only.
- The entity was previously known as 福建建中建設科技股份有限公司, and on 25 February 2019, the entity was converted into a limited liability company and changed its name to 福建建中建設科技有限責任公司.
- All the PRC subsidiaries disclosed above are limited liability companies.

#### 13 於附屬公司投資

下表僅載列對本集團業績、資產或負債產生重大影響的附屬公司之詳情。

Principal activities 主要業務	Proportion of ownership interest 持有權益比例	
	Held by the Company 本公司持有	Held by a subsidiary 附屬公司持有
Provision of construction services	—	100%
提供建築服務		
Production, sale, installation and leasing of construction machinery, equipment and tools and construction material	—	100%
生產、銷售、安裝及租賃建築機械、設備及工具及建材		
Provision of goods transportation services	—	100%
提供貨物運輸服務		
Sewage treatment operations	—	100%
污水處理業務		

附註：

- 中文名稱為其官方名稱，英文名僅供參考。
- 前稱福建建中建設科技股份有限公司，於2019年2月25日轉制為有限公司並更名為福建建中建設科技有限責任公司。
- 所有上述所披露的中國附屬公司均為有限責任公司。

## Notes to the Consolidated Financial Statements

### 綜合財務報表附註

#### 14 INVENTORIES

		2019 2019年 RMB'000 人民幣千元	2018 2018年 RMB'000 人民幣千元
Materials	材料	10,769	14,907
Consumables	耗材	7,000	21,169
Finished goods	成品	3,883	2,607
Work in progress	在製品	4,909	3,896
		<b>26,561</b>	42,579

#### 14 存貨

#### 15 CONTRACT ASSETS AND CONTRACT LIABILITIES

##### (a) Contract assets

		2019 2019年 RMB'000 人民幣千元	2018 2018年 RMB'000 人民幣千元
Arising from performance under construction contracts	自建築合約履約產生的合約資產	490,201	254,842
Receivables from contracts with customers within the scope of HKFRS 15, which are included in "Trade and other receivables" (Note 16)	屬於香港財務報告準則第15號範圍內且計入「貿易及其他應收款項」的來自客戶合約的應收款項(附註16)	277,019	227,167

#### 15 合約資產及合約負債

##### (a) 合約資產

Contract assets primarily relate to the Group's rights to consideration for work completed but not yet reached the milestones for billing at the reporting date. The Group's construction contracts include payment schedules which require stage payments over the construction period once milestones are reached. The Group also typically agrees to a retention for 3% to 5% of the contract value. The retention period normally ranges from one to two years upon the completion of work. This amount is included in contract assets until the end of the retention period as the Group's entitlement to this final payment is conditional on the Group's work satisfactorily passing inspection.

合約資產主要與本集團就於呈報日期已完工但尚未達到開具發票階段的工程有權收取的代價有關。本集團的建築合約中包括付款時間表，要求於達成里程碑時就相關建築期間作出階段性付款。本集團一般按合約價值的3%至5%協定質保金。質保期通常為工程結束後一至兩年。由於本集團有權收取的最終款項視乎本集團的工程是否順利通過驗收，因而於質保期結束前，相關金額須計入合約資產。

## Notes to the Consolidated Financial Statements

### 綜合財務報表附註

#### 15 CONTRACT ASSETS AND CONTRACT LIABILITIES (CONTINUED)

##### (a) Contract assets (Continued)

As at 31 December 2019, the amount of contract assets that was expected to be recovered after more than one year were RMB162,115,000 (31 December 2018: RMB124,200,000).

Contract assets are transferred to trade receivables when the rights become unconditional.

During the years ended 31 December 2019, the amount of revenue recognised from performance obligations satisfied (or partially satisfied) in previous periods is RMB3,308,000 (2018: RMB nil).

##### (b) Contract liabilities

#### 15 合約資產及合約負債(續)

##### (a) 合約資產(續)

於2019年12月31日，預期一年後可收回合約資產的金額為人民幣162,115,000元(2018年12月31日：人民幣124,200,000元)。

當相關權利成為無條件，合約資產轉入貿易應收款項。

截至2019年12月31日止年度，於過往期間完成(或部分完成)履約責任而確認的收益金額分別為人民幣3,308,000元(2018年：人民幣零元)。

##### (b) 合約負債

	2019 2019年 RMB'000 人民幣千元	2018 2018年 RMB'000 人民幣千元
Billings in advance for construction contracts 建築合約之預收賬款	13,232	5,117
Sales deposits received 已收銷售定金	90	6
	13,322	5,123

Contract liabilities primarily relate to the advanced consideration received from customers, for which revenue is recognised based on the progress of the provision of related services.

For the year ended 31 December 2019, revenue recognised in the year that was included in the contract liabilities balance at the beginning of the year was RMB4,834,000 (2018: RMB160,000).

合約負債主要與向客戶收取的預付代價有關，其收益根據所提供相關服務的進度確認。

截至2019年12月31日止年度，於年初計入合約負債餘額且於年內確認的收益為人民幣4,834,000元(2018年：人民幣160,000元)。

## Notes to the Consolidated Financial Statements

### 綜合財務報表附註

#### 16 TRADE AND OTHER RECEIVABLES

#### 16 貿易及其他應收款項

		2019 2019年 RMB'000 人民幣千元	2018 2018年 RMB'000 人民幣千元
Trade receivables, net of loss allowance	貿易應收款項(扣除損失準備)		
— third parties	— 第三方	350,740	251,742
— related parties (Note 28(c))	— 關聯方(附註28(c))	3,402	7,787
Bills receivable	應收票據	73,700	59,539
Prepayments to suppliers	向供應商作出的預付款項	27,642	22,691
Amounts due from related parties (Note 28(c))	應收關聯方款項(附註28(c))	1,368	2,024
Deposits and prepayments	按金及預付款項	19,657	21,507
		<b>476,509</b>	365,290

As at 31 December 2019, the amount of deposits expected to be recovered or recognised as expense after more than one year is RMB3,000,000 (2018: RMB3,000,000). All of the other trade and other receivables are expected to be recovered or recognised as expense within one year.

As part of its normal business, the Group has entered into certain factoring agreements with certain banks and factoring companies. As at 31 December 2019, outstanding trade receivables of RMB556,249,000 (31 December 2018: RMB241,054,000) were transferred to certain banks or factoring companies in accordance with non-recourse factoring agreements, and the corresponding trade receivables were derecognised as the directors are of the opinion that the substantial risks and rewards associated with the trade receivables have been transferred and therefore these receivables were qualified for derecognition.

As at 31 December 2019, outstanding commercial acceptance bills of RMB52,477,000 (31 December 2018: RMB58,145,000) were endorsed to certain suppliers with recourse and were not derecognised. The associated liabilities with the same amount were included in trade and other payables (Note 20).

於2019年12月31日，預期將於超過一年後收回並確認為開支的按金金額為人民幣3,000,000元(2018年：人民幣3,000,000元)。所有其他貿易及其他應收款項預計將於一年內收回或確認為開支。

作為本集團的正常業務的一部分，本集團已與若干銀行及保理公司訂立若干保理協議。於2019年12月31日，金額為人民幣556,249,000元(2018年12月31日：人民幣241,054,000元)的尚未償還貿易應收款項根據無追索權保理協議轉讓予若干銀行或保理公司，且相應貿易應收款項終止確認，由於董事們認為與貿易應收款項相關的重大風險與回報已轉移，因此該等應收款項符合終止確認的資格。

於2019年12月31日，金額為人民幣52,477,000元(2018年12月31日：人民幣58,145,000元)的未償還商業承兌票據向若干供應商背書(附追索權)，並未終止確認。具相同金額的相關負債計入貿易及其他應付款項(附註20)。

## Notes to the Consolidated Financial Statements

### 綜合財務報表附註

#### 16 TRADE AND OTHER RECEIVABLES (CONTINUED)

##### Ageing analysis

As of the end of the reporting period, the ageing analysis of trade and bills receivables (which are included in trade and other receivables), based on date of progress certificates or date of issuance of bills and net of loss allowance, is as follows:

		2019 2019年 RMB'000 人民幣千元	2018 2018年 RMB'000 人民幣千元
Within 1 month	1個月內	93,800	72,211
More than 1 month but within 3 months	1至3個月	106,109	113,222
More than 3 months but within 6 months	3至6個月	109,068	72,526
More than 6 months but within 12 months	6至12個月	100,055	45,741
More than 12 months	超過12個月	18,810	15,368
		427,842	319,068

Trade receivables are practically due within 90 or 180 days from the date of progress certificates. Further details on the Group's credit policy and credit risk arising from trade receivables are set out in Note 26(a).

#### 16 貿易及其他應收款項(續)

##### 賬齡分析

於報告期末，按進度證明日期或票據開具日期分類並扣除損失準備的貿易應收款項及應收票據(計入貿易及其他應收款項)的賬齡分析如下：

貿易應收款項實際於進度證明日期起90天或180天內到期。本集團信貸政策及貿易應收款項產生的信貸風險之進一步詳情載於附註26(a)。

## Notes to the Consolidated Financial Statements

### 綜合財務報表附註

#### 17 RECEIVABLES UNDER SERVICE CONCESSION ARRANGEMENT

In January 2018, the Group entered into a service agreement to provide sewage treatment service in Changle District. Details of the Group's service concession arrangement for providing sewage treatment service are listed below:

Term of concession rights  
特許權期限

Till 30 April 2030  
直至2030年4月30日

Rights to use specific assets  
使用特定資產的權利

All relevant sewage treatment infrastructure  
所有相關污水處理設施

Pricing

Initial sewage treatment unit tariff price is set out in the relevant service agreement. Non-routine review of sewage treatment unit tariff price is conducted upon change in production costs or additional capital expenditure incurred due to compliance with new environmental requirements

定價

污水處理費最初單價載列於相關服務協議。污水處理費單價的非常規審閱於生產成本出現變動或由於遵循新環境要求而產生額外資本開支後進行

Minimum sewage treatment volume guaranteed  
保證最低污水處理量

40,000 tonnes per day  
每天40,000噸

Responsibilities  
職責

During the concession period, the Group shall:  
於特許權期間，本集團須：

- Maintain the sewage treatment facilities and operation of sewage treatment
- 維護污水處理設施及經營污水處理
- Monitor water quality
- 監控水質
- Disclose to the public the relevant tap water supply parameters, including quality, supply pressure and other service measures
- 向公眾披露自來水供應的相關參數，包括水質、水壓及其他服務措施

Term of termination  
終止期限

Upon expiry of the concession period  
特許權期屆滿後

Obligations to deliver specified assets at the end of the concession period  
於特許權期末交付特定資產的責任

At the end of the concession period, the Group is obliged to deliver all the relevant sewage treatment infrastructure to the Grantor at nil consideration

於特許權期末，本集團須無償向授予方交付所有相關污水處理基礎設施

Term of renewal  
重續條款

Not determined  
尚未釐定

#### 17 服務特許權安排項下的應收款項

於2018年1月，本集團就於長樂區提供污水處理服務訂立服務協議。有關本集團提供污水處理服務的服務特許權安排的詳情如下：



## Notes to the Consolidated Financial Statements

### 綜合財務報表附註

#### 17 RECEIVABLES UNDER SERVICE CONCESSION ARRANGEMENT (CONTINUED)

The Group's receivables under service concession arrangement in respect of sewage treatment service concession arrangement are as follows:

		2019 2019年 RMB'000 人民幣千元	2018 2018年 RMB'000 人民幣千元
Non-current portion	非即期部分	32,909	36,753
Current portion	即期部分	17,436	9,249
		<b>50,345</b>	46,002
<b>Expected collection schedule is as follows:</b>	<b>預計收取時間表如下：</b>		
Within 1 year	1年內	17,436	9,249
After 1 year but within 5 years	1至5年	14,478	14,656
After 5 years but within 10 years	5至10年	17,326	17,586
After 10 years	10年以後	1,105	4,511
		<b>50,345</b>	46,002

The effective interest rate for the above financial assets was 3.85% per annum.

#### 17 服務特許權安排項下的應收款項 (續)

本集團涉及污水處理服務特許權安排項下的應收款項載列如下：

上述金融資產的實際年利率為3.85%。

#### 18 RESTRICTED BANK BALANCES

		2019 2019年 RMB'000 人民幣千元	2018 2018年 RMB'000 人民幣千元
Pledged deposits	已抵押存款	2,727	2,235

As at 31 December 2019, these deposits were pledged to banks as security for bills payable (Note 20).

#### 18 受限制銀行結餘

於2019年12月31日，該等存款已抵押予銀行作為應付票據的擔保(附註20)。

## Notes to the Consolidated Financial Statements

### 綜合財務報表附註

## 19 CASH AND CASH EQUIVALENTS AND OTHER CASH FLOW INFORMATION

### (a) Cash and cash equivalents comprise:

	2019 2019年 RMB'000 人民幣千元	2018 2018年 RMB'000 人民幣千元
Cash at bank and on hand 銀行及手頭現金	<b>102,968</b>	93,772

Cash at banks earns interest at floating rates based on daily bank deposit rates. The bank balances are deposited with creditworthy banks with no recent history of default.

At 31 December 2019, cash and deposits that were placed with banks in the mainland China amounted to RMB102,889,000 (31 December 2018: RMB93,772,000). Remittance of funds out of mainland China is subject to the relevant rules and regulations of foreign exchange control promulgated by the PRC government.

## 19 現金及現金等價物及其他現金流量資料

### (a) 現金及現金等價物包括：

銀行現金根據每日銀行存款利率得出的浮動利率賺取利息。銀行結餘存放於信譽良好且近期無違約記錄的銀行。

於2019年12月31日，存放於中國內地銀行的現金及存款為人民幣102,889,000元（2018年12月31日：人民幣93,772,000元）。從中國內地匯出款項須遵守中國政府頒佈的外匯管制規則及規例。

## Notes to the Consolidated Financial Statements

### 綜合財務報表附註

#### 19 CASH AND CASH EQUIVALENTS AND OTHER CASH FLOW INFORMATION (CONTINUED)

##### (b) Reconciliation of profit before taxation to cash generated from operations:

#### 19 現金及現金等價物及其他現金流量資料(續)

##### (b) 稅前利潤與經營所得現金之對賬：

	Note	2019 2019年 RMB'000 人民幣千元	2018 2018年 RMB'000 人民幣千元
<b>Operating activities</b>			
Profit before taxation		<b>208,322</b>	176,981
Adjustments for:			
Depreciation of property, plant and equipment owned and right-of-use assets	5(c)	<b>102,899</b>	94,396
Amortisation	5(c)	<b>91</b>	78
(Gain)/loss on disposal of property, plant and equipment	4	<b>(1,509)</b>	907
Loss on property, plant and equipment written off	5(c)	<b>—</b>	4,115
Impairment losses on trade and other receivables and contract assets	5(c)	<b>20,808</b>	15,496
Finance costs	5(a)	<b>17,363</b>	9,121
Changes in working capital:			
Decrease/(increase) in inventories		<b>16,018</b>	(12,751)
Increase in contract assets		<b>(246,153)</b>	(118,356)
Increase in trade and other receivables		<b>(115,160)</b>	(212,213)
Increase in receivables under service concession arrangement		<b>(4,343)</b>	(45,784)
(Increase)/decrease in restricted bank balances		<b>(492)</b>	2,003
Increase in trade and other payables		<b>132,037</b>	167,368
Increase in contract liabilities		<b>8,199</b>	4,956
Cash generated from operations		<b>138,080</b>	86,317

## Notes to the Consolidated Financial Statements

### 綜合財務報表附註

## 19 CASH AND CASH EQUIVALENTS AND OTHER CASH FLOW INFORMATION (CONTINUED)

### (c) Reconciliation of liabilities arising from financing activities

The table below details changes in the Group's liabilities from financing activities, including both cash and non-cash changes. Liabilities arising from financing activities are liabilities for which cash flows were, or future cash flows will be, classified in the Group's consolidated cash flow statement as cash flows from financing activities.

## 19 現金及現金等價物及其他現金流量資料(續)

### (c) 融資活動所產生的負債之對賬

下表載列本集團融資活動所產生的負債之變動(包括現金及非現金變動)詳情。倘某項負債之現金流量已經或未來現金流量將要於本集團的綜合現金流量表中分類為融資活動所產生的現金流量,則該項負債屬融資活動產生的負債。

		Bank loans	Interest payable	Amounts due to related parties	Lease liabilities	Payables for acquisition of equipment by instalments	Obligations arising from sale and leaseback transactions	Total
		銀行貸款	應付利息	應付關聯方款項	租賃負債	購入設備的應付款項	售後租回交易產生的義務	合計
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
		(Note 21(a))	(Note 20)	(Note 20)	(Note 21(b))	20 & 24 (附註20及24)	(Note 21(c))	
		(附註21(a))	(附註20)	(附註20)	(附註21(b))	(附註20及24)	(附註21(c))	
<b>At 1 January 2019</b>	<b>於2019年1月1日</b>	122,751	105	13,872	3,693	34,948	13,961	189,330
<b>Changes from financing cash flows:</b>	<b>融資現金流量帶來的變動:</b>							
Proceeds from bank loans	銀行貸款所得款項	153,210	—	—	—	—	—	153,210
Repayment of bank loans	償還銀行貸款	(160,751)	—	—	—	—	—	(160,751)
Interests paid on bank loans and other borrowings	已付銀行貸款及其他借款利息	—	(13,525)	—	—	—	—	(13,525)
Payments of lease liabilities	支付租賃負債	—	—	—	(1,691)	—	—	(1,691)
Interest element of lease liabilities	租賃負債利息部分	—	(180)	—	—	—	—	(180)
Payment for acquisition of equipment by instalments	以分期付款購入設備之付款	—	—	—	—	(28,779)	—	(28,779)
Interests paid on acquisition of equipment by instalments	以分期付款購入設備之已付利息	—	(2,413)	—	—	—	—	(2,413)
Payments for capital element of obligations arising from sale and leaseback transactions	售後租回交易產生承擔的資本部分付款	—	—	—	—	—	(9,425)	(9,425)
Interest element of obligations arising from sale and leaseback transactions	售後租回交易產生承擔的利息部分	—	(933)	—	—	—	—	(933)
Advances from related parties	關聯方墊款	—	—	25,972	—	—	—	25,972
Repayments to related parties	向關聯方還款	—	—	(38,127)	—	—	—	(38,127)
Transactions with shareholders during the Reorganisation	重組期間與股東進行的交易	—	—	(4,125)	—	—	—	(4,125)
<b>Total changes from financing cash flows</b>	<b>融資現金流量帶來的變動合計</b>	<b>(7,541)</b>	<b>(17,051)</b>	<b>(16,280)</b>	<b>(1,691)</b>	<b>(28,779)</b>	<b>(9,425)</b>	<b>(80,767)</b>
<b>Other changes:</b>	<b>其他變動:</b>							
Acquisition of equipment by instalments	以分期付款購入設備	—	—	—	—	26,649	—	26,649
Interest expenses (Note 5(a))	利息支出(附註5(a))	—	17,363	—	—	—	—	17,363
Payables to shareholders due to Reorganisation	因重組而應付股東款項	—	—	4,125	—	—	—	4,125
Others	其他	—	—	(1,717)	—	(2,146)	—	(3,863)
<b>Total other changes</b>	<b>其他變動合計</b>	<b>—</b>	<b>17,363</b>	<b>2,408</b>	<b>—</b>	<b>24,503</b>	<b>—</b>	<b>44,274</b>
<b>At 31 December 2019</b>	<b>於2019年12月31日</b>	<b>115,210</b>	<b>417</b>	<b>—</b>	<b>2,002</b>	<b>30,672</b>	<b>4,536</b>	<b>152,837</b>

## Notes to the Consolidated Financial Statements

### 綜合財務報表附註

#### 19 CASH AND CASH EQUIVALENTS AND OTHER CASH FLOW INFORMATION (CONTINUED)

##### (c) Reconciliation of liabilities arising from financing activities (Continued)

#### 19 現金及現金等價物及其他現金流量資料(續)

##### (c) 融資活動所產生的負債之對賬(續)

		Bank loans	Interest payable	Amounts due to related parties	Lease liabilities	Payables for acquisition of equipment by instalments	Obligations arising from sale and leaseback transactions	Other borrowings	Total
		銀行貸款	應付利息	應付關聯方款項	租賃負債	以分期付款購入設備的應付款項	售後租回交易產生的義務	其他借款	合計
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
		(Note 21(a))	(Note 20)	(Note 20)	(Note 21(b))	20 & 24 (附註20及24)	(Note 21(c))		
		(附註21(a))	(附註20)	(附註20)	(附註21(b))	(附註20及24)	(附註21(c))		
<b>At 1 January 2018</b>	<b>於2018年1月1日</b>	109,187	68	1,951	1,946	44,800	23,246	6,500	187,698
<b>Changes from financing cash flows:</b>	<b>融資現金流量帶來的變動:</b>								
Proceeds from bank loans	銀行貸款所得款項	220,834	—	—	—	—	—	—	220,834
Repayment of bank loans	償還銀行貸款	(207,270)	—	—	—	—	—	—	(207,270)
Interests paid on bank loans	已付銀行貸款利息	—	(4,366)	—	—	—	—	—	(4,366)
Payments of lease liabilities	支付租賃負債	—	—	—	(715)	—	—	—	(715)
Interest element of lease liabilities	租賃負債利息部分	—	(149)	—	—	—	—	—	(149)
Payment for acquisition of equipment by instalments	以分期付款購入設備之付款	—	—	—	—	(18,843)	—	—	(18,843)
Interests paid on acquisition of equipment by instalments	以分期付款購入設備之已付利息	—	(2,669)	—	—	—	—	—	(2,669)
Payments for capital element of obligations arising from sale and leaseback transactions	售後租回交易產生承擔的資本部分付款	—	—	—	—	—	(9,285)	—	(9,285)
Interest element of obligations arising from sale and leaseback transactions	售後租回交易產生承擔的利息部分	—	(1,900)	—	—	—	—	—	(1,900)
Advances from related parties	關聯方墊款	—	—	261,664	—	—	—	—	261,664
Repayments to related parties	向關聯方還款	—	—	(220,257)	—	—	—	—	(220,257)
Repayments of other borrowings	償還其他借款	—	—	—	—	—	—	(6,500)	(6,500)
<b>Total changes from financing cash flows</b>	<b>融資現金流量帶來的變動合計</b>	<b>13,564</b>	<b>(9,084)</b>	<b>41,407</b>	<b>(715)</b>	<b>(18,843)</b>	<b>(9,285)</b>	<b>(6,500)</b>	<b>10,544</b>
<b>Other changes:</b>	<b>其他變動:</b>								
New leases	新租賃	—	—	—	2,462	—	—	—	2,462
Acquisition of equipment by instalments	以分期付款購入設備	—	—	—	—	9,853	—	—	9,853
Interest expenses (Note 5(a))	利息支出(附註5(a))	—	9,121	—	—	—	—	—	9,121
Commercial bills endorsed	背書商業票據	—	—	(31,210)	—	(862)	—	—	(32,072)
Others	其他	—	—	1,724	—	—	—	—	1,724
<b>Total other changes</b>	<b>其他變動合計</b>	<b>—</b>	<b>9,121</b>	<b>(29,486)</b>	<b>2,462</b>	<b>8,991</b>	<b>—</b>	<b>—</b>	<b>(8,912)</b>
<b>At 31 December 2018</b>	<b>於2018年12月31日</b>	<b>122,751</b>	<b>105</b>	<b>13,872</b>	<b>3,693</b>	<b>34,948</b>	<b>13,961</b>	<b>—</b>	<b>189,330</b>

## Notes to the Consolidated Financial Statements

### 綜合財務報表附註

#### 19 CASH AND CASH EQUIVALENTS AND OTHER CASH FLOW INFORMATION (CONTINUED)

##### (d) Significant non-cash transactions:

During the year ended 31 December 2019, the Group acquired equipment with an aggregate cost of RMB26,649,000 (2018: 9,853,000) by instalments.

During the year ended 31 December 2019, the Group endorsed commercial bills of RMB nil (2018: RMB31,210,000) to certain related parties to settle advances from the corresponding related parties.

During the year ended 31 December 2019, the Group endorsed commercial bills of RMB2,146,000 (2018: RMB862,000) to certain suppliers to settle corresponding payables for acquisition of equipment by instalments.

##### (e) Total cash outflow for leases

Amounts included in the cash flow statement for leases comprise the following:

		2019 2019年 RMB'000 人民幣千元	2018 2018年 RMB'000 人民幣千元
Within operating cash flows	經營現金流量	(40,595)	(33,546)
Within financing cash flows	融資現金流量	(1,871)	(864)
		(42,466)	(34,410)

These amounts all relate to lease rentals paid.

#### 19 現金及現金等價物及其他現金流量資料(續)

##### (d) 重大非現金交易：

於截至2019年12月31日止年度，本集團以分期付款購入設備，總成本為人民幣26,649,000元(2018年：人民幣9,853,000元)。

於截至2019年12月31日止年度，本集團向若干關聯方背書人民幣零元(2018年：人民幣31,210,000元)的商業票據，以結清相應關聯方墊款。

於截至2019年12月31日止年度，本集團向若干供應商背書人民幣2,146,000元(2018年：人民幣862,000元)的商業票據，以結清相應分期付款購入設備的應付款項。

##### (e) 租賃現金流出總額

計入租賃現金流量表的金額組成如下：

該等金額均與已付租金有關。

## Notes to the Consolidated Financial Statements

### 綜合財務報表附註

#### 20 TRADE AND OTHER PAYABLES

#### 20 貿易及其他應付款項

		2019 2019年 RMB'000 人民幣千元	2018 2018年 RMB'000 人民幣千元
Trade payables	貿易應付款項		
— third parties	— 應付第三方	304,871	265,871
— related parties (Note 28(c))	— 應付關聯方(附註28(c))	—	13
Bills payable	應付票據	53,787	19,851
Payables to suppliers of property plant and equipment	應付物業、廠房及設備供應商款項	39,813	70,920
Payables for acquisition of equipment by instalments — current portion	以分期付款購入設備的應付款項 — 即期部分	21,471	29,488
Other payables and accruals	其他應付款項及應計款項	108,523	40,336
Obligation for bills endorsed with recourse	具追索權的背書票據責任	52,477	58,145
Interest payable	應付利息	417	105
Amounts due to related parties (Note 28(c))	應付關聯方款項(附註28(c))	—	13,872
		<b>581,359</b>	498,601

As at 31 December 2019 and 2018, all the other trade and other payables are expected to be settled within one year or are repayable on demand.

As of the end of the reporting period, the ageing analysis of trade and bills payable (which are included in trade and other payables), based on the invoice date/transaction date, is as follows:

於2019年及2018年12月31日，所有其他貿易及其他應付款項預期於一年內結清或按要求支付。

截至報告期末，按發票日期/交易日期劃分之貿易應付款項及應付票據(包含在貿易及其他應付款項之中)之賬齡分析如下：

		2019 2019年 RMB'000 人民幣千元	2018 2018年 RMB'000 人民幣千元
Within 1 month	1個月內	78,095	87,340
More than 1 month but within 3 months	1個月之後3個月以內	90,964	79,251
More than 3 months but within 6 months	3個月之後6個月以內	99,036	62,487
More than 6 months but within 12 months	6個月之後12個月以內	47,579	40,681
More than 12 months	12個月之後	42,984	15,976
		<b>358,658</b>	285,735

Notes to the Consolidated Financial Statements  
綜合財務報表附註

21 LOANS AND BORROWINGS

21 貸款及借款

		Note 附註	2019 2019年 RMB'000 人民幣千元	2018 2018年 RMB'000 人民幣千元
<b>Non-current</b>	<b>非即期</b>			
Bank loans — secured	銀行貸款 — 有擔保	(a)	64,089	—
Lease liabilities	租賃負債	(b)	403	1,091
Obligations arising from sale and leaseback transactions	售後租回交易產生的義務	(c)	—	4,536
			64,492	5,627
<b>Current</b>	<b>即期</b>			
Bank loans — secured	銀行貸款 — 有擔保	(a)	51,121	122,314
Bank loans — unsecured	銀行貸款 — 無擔保	(a)	—	437
Lease liabilities	租賃負債	(b)	1,599	2,602
Obligations arising from sale and lease back transactions	售後租回交易產生的義務	(c)	4,536	9,425
			57,256	134,778
Total	總計		121,748	140,405

(a) Bank loans

Bank loans were repayable as follows:

(a) 銀行貸款

銀行貸款還款安排如下所示：

		2019 2019年 RMB'000 人民幣千元	2018 2018年 RMB'000 人民幣千元
Less than 1 year	一年內	51,121	122,751
1 to 2 years	一至兩年	64,089	—
		115,210	122,751

As at 31 December 2019, bank loans of RMB115,210,000 were all secured by pledged properties of an independent property developer, among which bank loan of RMB44,000,000 was also guaranteed by an indirect wholly-owned subsidiary of the Company.

於2019年12月31日，銀行貸款人民幣115,210,000元均以一間獨立物業開發商之抵押物業作為抵押，其中銀行貸款人民幣44,000,000元亦由本公司之間接全資附屬公司提供擔保。



## Notes to the Consolidated Financial Statements

### 綜合財務報表附註

#### 21 LOANS AND BORROWINGS (CONTINUED)

##### (a) Bank loans (Continued)

As at 31 December 2018, bank loan of RMB19,880,000 was guaranteed by the Controlling Shareholder of the Group and his spouse and secured by certain properties owned by the Controlling Shareholder of the Group, bank loan of RMB44,000,000 was guaranteed by the Controlling Shareholder of the Group and/or his spouse and secured by pledged properties of an independent property developer, and bank loans of RMB58,434,000 were secured by the pledge of trade receivables of RMB58,434,000.

##### (b) Lease liabilities

###### Maturity analysis — contractual undiscounted cash flows

		2019 2019年 RMB'000 人民幣千元	2018 2018年 RMB'000 人民幣千元
Less than 1 year	一年內	1,649	2,783
1 to 2 years	一至兩年	375	738
2 to 5 years	兩至五年	45	420
Total undiscounted lease liabilities	未貼現租賃負債總額	2,069	3,941
Less: total future interest expenses	減：未來利息開支總額	(67)	(248)
<b>Lease liabilities included in the consolidated statements of financial position</b>	<b>計入綜合財務狀況表的租賃負債</b>	<b>2,002</b>	<b>3,693</b>

###### Maturity analysis — present value of lease liabilities

		2019 2019年 RMB'000 人民幣千元	2018 2018年 RMB'000 人民幣千元
Less than 1 year	一年內	1,599	2,602
1 to 2 years	一至兩年	359	688
2 to 5 years	兩至五年	44	403
Present value of lease liabilities	租賃負債的現值	2,002	3,693

#### 21 貸款及借款(續)

##### (a) 銀行貸款(續)

於2018年12月31日，銀行貸款人民幣19,880,000元由本集團控股股東及其配偶提供擔保並以其擁有的若干物業作為抵押，銀行貸款人民幣44,000,000元由本集團控股股東及／或其配偶提供擔保並以一間獨立物業開發商之抵押物業作為抵押，而銀行貸款人民幣58,434,000元以為數人民幣58,434,000元的貿易應收款項質押作為抵押。

##### (b) 租賃負債

###### 到期分析 — 未貼現合約現金流

###### 到期分析 — 租賃負債的現值

## Notes to the Consolidated Financial Statements

### 綜合財務報表附註

#### 21 LOANS AND BORROWINGS (CONTINUED)

##### (c) Obligations arising from sale and leaseback transactions

Obligations arising from sale and leaseback transactions were repayable as below:

		2019 2019年 RMB'000 人民幣千元	2018 2018年 RMB'000 人民幣千元
Less than 1 year	一年內	4,951	10,440
1 to 2 years	一至兩年	—	4,951
Total undiscounted obligations arising from sale and leaseback transactions	未貼現售後租回交易產生義務總額	4,951	15,391
Less: total future interest expenses	減：未來利息開支總額	(415)	(1,430)
<b>Obligations arising from sale and leaseback transactions included in the consolidated statements of financial position</b>	<b>計入綜合財務狀況表的售後租回交易產生的義務</b>	<b>4,536</b>	<b>13,961</b>

##### Maturity analysis — present value of obligations arising from sale and leaseback transactions

		2019 2019年 RMB'000 人民幣千元	2018 2018年 RMB'000 人民幣千元
Less than 1 year	一年內	4,536	9,425
1 to 2 years	一至兩年	—	4,536
Present value of obligations arising from sale and leaseback transactions	售後租回交易產生的義務現值	4,536	13,961

As at 31 December 2019, obligations arising from sale and leaseback transactions of RMB1,686,000 (31 December 2018: RMB5,519,000) were secured by underlying assets with carrying values of RMB14,789,000 (31 December 2018: RMB16,346,000) respectively as mentioned in Note 10(iii). All the obligations arising from sale and leaseback transactions for the years ended 31 December 2019 and 2018 were guaranteed by the Controlling Shareholder of the Group and entities controlled by him. The aforementioned guarantees were released before the Company's listing on the Stock Exchange on 18 March 2020.

#### 21 貸款及借款(續)

##### (c) 售後租回交易產生的義務

售後租回交易產生的義務的還款安排如下：

		2019 2019年 RMB'000 人民幣千元	2018 2018年 RMB'000 人民幣千元
Less than 1 year	一年內	4,951	10,440
1 to 2 years	一至兩年	—	4,951
Total undiscounted obligations arising from sale and leaseback transactions	未貼現售後租回交易產生義務總額	4,951	15,391
Less: total future interest expenses	減：未來利息開支總額	(415)	(1,430)
<b>Obligations arising from sale and leaseback transactions included in the consolidated statements of financial position</b>	<b>計入綜合財務狀況表的售後租回交易產生的義務</b>	<b>4,536</b>	<b>13,961</b>

##### 到期分析 — 售後租回交易產生的義務現值

		2019 2019年 RMB'000 人民幣千元	2018 2018年 RMB'000 人民幣千元
Less than 1 year	一年內	4,536	9,425
1 to 2 years	一至兩年	—	4,536
Present value of obligations arising from sale and leaseback transactions	售後租回交易產生的義務現值	4,536	13,961

於2019年12月31日，售後租回交易產生的義務人民幣1,686,000元（2018年12月31日：人民幣5,519,000元）以賬面值為人民幣14,789,000元（2018年12月31日：人民幣16,346,000元）的相關資產作抵押（如附註10(iii)所述）。截至2019年及2018年12月31日止年度，售後租回交易產生的所有義務均由本集團控股股東及其控制的實體擔保。上述擔保已於2020年3月18日本公司在聯交所上市前解除。

## Notes to the Consolidated Financial Statements

### 綜合財務報表附註

## 22 EMPLOYEE RETIREMENT BENEFITS

### Defined contribution retirement plan

Pursuant to the relevant labour rules and regulations in the PRC, the Group's subsidiaries in the PRC participate in defined contribution retirement benefit schemes (the "Schemes") organised by the PRC municipal government authorities whereby the Group is required to make contributions to the Schemes based on a percentage of the participating employee's salaries. The local government authorities are responsible for the entire pension obligations payable to retired employees.

The Group has no other material obligation for the payment of pension benefits associated with the Schemes beyond the contributions described above.

## 23 INCOME TAX IN THE CONSOLIDATED STATEMENT OF FINANCIAL POSITION

### (a) Current taxation in the consolidated statement of financial position represents:

## 22 僱員退休福利 定額供款退休計劃

根據中國相關勞工規則及法規，本集團於中國的附屬公司參與由中國市政府機關組織的定額供款退休福利計劃（「計劃」），據此本集團須根據參與僱員工資的一定百分比率向計劃供款。地方政府機關就應付退休僱員全部退休金之責任負責。

除上述供款外，本集團概無其他與計劃有關的重大退休金福利支付義務。

## 23 綜合財務狀況表內的所得稅

### (a) 綜合財務狀況表內的即期稅項指：

	2019 2019年 RMB'000 人民幣千元	2018 2018年 RMB'000 人民幣千元
PRC corporate income tax payable 應付中國企業所得稅	12,238	38,401

## Notes to the Consolidated Financial Statements

### 綜合財務報表附註

## 23 INCOME TAX IN THE CONSOLIDATED STATEMENT OF FINANCIAL POSITION (CONTINUED)

### (b) Deferred tax assets and liabilities recognised:

#### (i) Movement of each component of deferred tax assets and liabilities

The components of deferred tax assets/(liabilities) recognised in the consolidated statement of financial position and the movements during the year are as follows:

Deferred tax arising from:		Credit loss allowances	Construction costs	Depreciation	Others	Total
遞延稅項來源：		信貸損失準備	建築成本	折舊	其他	合計
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
At 1 January 2018	於2018年1月1日	3,168	2,949	2,121	497	8,735
Credited/(charged) to profit or loss	於損益內計入／(扣除)	3,882	967	(12,545)	593	(7,103)
At 31 December 2018 and 1 January 2019	於2018年12月31日及2019年1月1日	7,050	3,916	(10,424)	1,090	1,632
Effect on deferred tax balances resulting from a change in tax rate (Note 6(b)(iii))	稅率變動對遞延稅項結餘之影響(附註6(b)(iii))	(2,781)	(1,566)	3,839	(208)	(716)
Credited/(charged) to profit or loss	於損益內計入／(扣除)	3,214	4,775	(4,926)	52	3,115
At 31 December 2019	於2019年12月31日	7,483	7,125	(11,511)	934	4,031

#### (ii) Reconciliation to the consolidated statement of financial position

#### (ii) 與綜合財務狀況表的對賬

		2019 2019年 RMB'000 人民幣千元	2018 2018年 RMB'000 人民幣千元
Net deferred tax asset recognised in the consolidated statement of financial position	於綜合財務狀況表內確認的遞延稅項資產淨額	4,031	1,632

## 23 綜合財務狀況表內的所得稅 (續)

### (b) 已確認遞延稅項資產及負債：

#### (i) 遞延稅項資產及負債的各組成部分的變動

於綜合財務狀況表內確認的遞延稅項資產／(負債)的組成部分以及年內變動如下：

## 23 INCOME TAX IN THE CONSOLIDATED STATEMENT OF FINANCIAL POSITION (CONTINUED)

### (c) Deferred tax assets not recognised

In accordance with Note 1(p), the Group has not recognised deferred tax assets in respect of cumulative tax losses of RMB2,373,000 (2018: RMB324,000) as it is not probable that future taxable profits against which the losses can be utilised will be available in the relevant tax jurisdiction and entity. The tax losses expire within five years under current tax legislation.

### (d) Deferred tax liabilities not recognised

At 31 December 2019, deferred tax liabilities of RMB35,460,000 (31 December 2018: RMB19,805,000) in respect of the PRC dividend withholding tax relating to the undistributed profits of the Company's PRC subsidiaries were not recognised as the Company controls the dividend policy of these subsidiaries. Based on the assessment made by management as at the end of each of the reporting period, it was determined that the undistributed profits of the Company's PRC subsidiaries would not be distributed in the foreseeable future.

## 24 OTHER NON-CURRENT LIABILITIES

Other non-current liabilities represent the non-current portion of payables for acquisition of equipment by instalments. For the year ended 31 December 2019, the effective interest rate of the payables is 7.2% (2018: 7.2%).

## 23 綜合財務狀況表內的所得稅 (續)

### (c) 未確認遞延稅項資產

根據附註1(p)，本集團並未就累計稅項虧損人民幣2,373,000元(2018年：人民幣324,000元)確認遞延稅項資產，因為在相關稅務司法管轄區及實體不太可能獲得可動用此等虧損的未來應課稅溢利。根據現行稅法，稅項虧損於五年內到期。

### (d) 未確認遞延稅項負債

於2019年12月31日，並無就與本公司中國附屬公司未分配利潤相關的中國股息預扣稅確認遞延稅項負債人民幣35,460,000元(2018年12月31日：人民幣19,805,000元)，因為本公司控制該等附屬公司的股息政策。根據管理層於各報告期末作出的評估，已確定本公司中國附屬公司的未分派利潤於可見未來不會進行分派。

## 24 其他非流動負債

其他非流動負債指以分期付款購入設備的應付款項的非流動部分。截至2019年12月31日止年度，應付款項的實際利率為7.2%(2018年：7.2%)。

## Notes to the Consolidated Financial Statements

### 綜合財務報表附註

## 25 CAPITAL, RESERVES AND DIVIDENDS

### (a) Movements in components of equity

The reconciliation between the opening and closing balances of each component of the Group's consolidated equity is set out in the consolidated statement of changes in equity. Details of the changes in the Company's individual components of equity between the beginning and the end of the year are set out below:

Company		Share capital	Exchange reserve	Accumulated losses	Total
本公司		股本	匯兌儲備	累積虧損	合計
	Note	RMB'000	RMB'000	RMB'000	RMB'000
	附註	人民幣千元	人民幣千元	人民幣千元	人民幣千元
Balance as at 5 February 2019 (date of incorporation)	於2019年2月5日(註冊成立日期)的結餘	—	—	—	—
Change in equity for 2019:	於2019年的權益變動:				
Loss for the period	期內虧損	—	—	(968)	(968)
Other comprehensive income	其他全面收益	—	4	—	4
Total comprehensive income	全面收益總額	—	4	(968)	(964)
Issuance of new shares	發行新股	25(c)	—*	—	—*
At 31 December 2019	於2019年12月31日	—*	4	(968)	(964)

\* The balances represent amounts less than RMB1,000.

\* 該等結餘金額不足人民幣1,000元。

### (b) Dividends

The Board has resolved not to propose any dividend for the year ended 31 December 2019 (2018: Nil).

### (c) Share capital

The Company was incorporated as an exempted company under the laws of the Cayman Islands with limited liability on 5 February 2019 with authorised share capital of HK\$390,000 divided into 39,000,000 shares of HK\$0.01 each. On the same date, one share was allotted and issued, credited as fully paid.

The Reorganisation was completed on 21 May 2019. The share capital in the consolidated statements of financial position as at 31 December 2018 represented the paid-up capital of Jianzhong Construction Technology and the share capital as at 31 December 2019 represented the share capital of the Company.

## 25 資本、儲備及股息

### (a) 權益部分變動

本集團綜合權益各項的期初及期末結餘對賬載列於綜合權益變動表。於年初至年末期間，本公司股權個別項目的變動詳情載列如下：

### (b) 股息

董事會議決不就截至2019年12月31日止年度派付任何股息(2018年：無)。

### (c) 股本

本公司於2019年2月5日根據開曼群島法律註冊成立為獲豁免有限責任公司，法定股本為390,000港元，分為39,000,000股每股面值0.01港元的股份。本公司於同日配發及發行了1股股份，入賬列為悉數繳足。

重組已於2019年5月21日完成，綜合財務狀況表所列於2018年12月31日的股本乃建中建設科技的實繳股本，而於2019年12月31日的股本為本公司的股本。

## 25 CAPITAL, RESERVES AND DIVIDENDS (CONTINUED)

### (d) Nature and purpose of reserves

#### (i) Capital reserve

The capital reserve comprises the following:

- Pursuant to the shareholders' resolution on 5 December 2018, the paid-in capital of Jianzhong Construction Technology was increased by RMB37,000,000. An investor injected a total amount of RMB103,600,000, and the premium of RMB66,600,000 over nominal share value arising from the capital injection was credited into capital reserve.
- Pursuant to the shareholders' resolution on 24 January 2019, the paid-in capital of Jianzhong Construction Technology was increased by RMB20,450,000. Two investors injected a total amount of RMB92,025,000 and the premium of RMB71,575,000 over nominal share value arising from the capital injections was credited into capital reserve.

#### (ii) Statutory reserve

As stipulated by regulations in the PRC, the Company's subsidiaries established and operated in the PRC are required to appropriate 10% of their profit after tax (after offsetting prior year losses), as determined in accordance with the PRC accounting standards, to the statutory surplus reserve until the reserve balance reaches 50% of the registered capital. The transfer to this reserve must be made before distribution of a dividend to equity owners.

The statutory surplus reserve can be used to offset prior years' losses, if any, and may be converted into capital provided that the balance of the reserve after such conversion is not less than 25% of the entity's registered capital.

## 25 資本、儲備及股息(續)

### (d) 儲備的性質及目的

#### (i) 資本儲備

資本儲備包括以下：

- 根據2018年12月5日之股東決議，建中建設科技的實繳股本增加了人民幣37,000,000元。一名投資方合計向建中建設科技注資人民幣103,600,000元，因注資產生的股份面值溢價人民幣66,600,000元入賬列為資本儲備。
- 根據2019年1月24日之股東決議，建中建設科技的實繳股本增加了人民幣20,450,000元。兩名投資者合計注資人民幣92,025,000元，因注資產生的較股份面值溢價人民幣71,575,000元入賬列為資本儲備。

#### (ii) 法定儲備

根據中國法規的規定，本公司在中國成立及經營的附屬公司須將按照中國會計準則釐定的稅後利潤(經對銷上年虧損後)的10%撥充法定盈餘儲備，直至儲備結餘達到註冊資本的50%。企業須在向股權持有者分配股息之前轉撥該項儲備。

法定盈餘儲備可用於抵銷以往年度的虧損(如有)，並可轉增資本(前提是該項轉換後的儲備餘額不低於實體註冊資本的25%)。

## Notes to the Consolidated Financial Statements

### 綜合財務報表附註

## 25 CAPITAL, RESERVES AND DIVIDENDS (CONTINUED)

### (d) Nature and purpose of reserves (Continued)

#### (iii) Special reserve

Pursuant to the relevant PRC regulations, a reserve for production safety is required to be set up and to be appropriated at a fixed rate on the revenue of the subsidiaries of the Group established in the PRC. The reserve can be utilised for expenses or capital expenditures incurred in connection with production safety.

#### (iv) Exchange reserve

The exchange reserve comprises all foreign exchange differences arising from the translation of the financial statements of entities incorporated outside mainland China. The reserve is dealt with in accordance with the accounting policies set out in Note 1(s).

#### (v) Other reserve

On 7 May 2019, in connection with the Reorganisation, Mr. Xun Minghong and a number of shareholders (collectively the "then shareholders") entered into an equity transfer agreement with Fujian Jianzhong Investment Consultancy Co., Ltd. ("Jianzhong Investment Consultancy"), an indirectly wholly owned subsidiary of the Company, pursuant to which the then shareholders transferred 100% equity interest in Jianzhong Construction Technology to Jianzhong Investment Consultancy, in exchange for 1% additional equity interest in Jianzhong Investment Consultancy respectively.

On 16 May 2019, Fujian Jianzhong Corporate Management Co., Ltd. entered into an equity transfer agreement with the then shareholders to acquire the 1% equity interest in Jianzhong Investment Consultancy for an aggregate consideration of approximately RMB4,125,000. The difference between the historical carrying value of paid-in capital of Jianzhong Construction Technology amounting to RMB168,450,000 and the consideration payable to the then shareholders was transferred into other reserve.

## 25 資本、儲備及股息(續)

### (d) 儲備的性質及目的(續)

#### (iii) 專項儲備

根據相關中國法規，本集團須設立安全生產儲備，並按固定利率以本集團於中國成立的附屬公司的收益撥付。該儲備可用於與安全生產有關的費用或資本支出。

#### (iv) 匯兌儲備

匯兌儲備包括換算於中國大陸境外註冊成立的實體財務報表所產生的所有外匯差額。該儲備根據附註1(s)所載的會計政策處理。

#### (v) 其他儲備

於2019年5月7日，就重組而言，荀名紅先生及數名股東(統稱「當時股東」)與福建省建中投資諮詢有限公司(「建中投資諮詢」，本公司一間間接全資附屬公司)訂立股權轉讓協議，據此，當時股東將建中建設科技的全部股權轉讓予建中投資諮詢，以分別換取建中投資諮詢1%的額外股權。

於2019年5月16日，福建省建中企業管理有限公司與當時股東訂立股權轉讓協議，以收購建中投資諮詢的1%股權，總代價約為人民幣4,125,000元。建中建設科技實繳資本的過往賬面值人民幣168,450,000元與應付當時股東的代價之間的差額轉入其他儲備。



## Notes to the Consolidated Financial Statements

### 綜合財務報表附註

## 25 CAPITAL, RESERVES AND DIVIDENDS (CONTINUED)

### (e) Capital management

The Group's primary objectives when managing capital are to safeguard the Group's ability to continue as a going concern, so that it can continue to provide returns for shareholders and benefits for other stakeholders, by pricing products and services commensurately with the level of risk and by securing access to finance at a reasonable cost.

The Group actively and regularly reviews and manages its capital structure to maintain a balance between the higher shareholder returns that might be possible with higher levels of borrowings and the advantages and security afforded by a sound capital position, and makes adjustments to the capital structure in light of changes in economic conditions.

The Group monitors its capital structure on the basis of an adjusted net debt-to-capital ratio.

For this purpose, net debt is defined as total debt (which includes interest-bearing loans and borrowings, and payables for acquisition of equipment by instalments) less cash and cash equivalents.

## 25 資本、儲備及股息(續)

### (e) 資本管理

本集團資本管理的主要目標是保障本集團的持續經營能力，通過為產品及服務釐定與風險相稱的價格並以合理成本獲得融資，確保繼續為股東提供回報，為其他利益相關者創造利益。

本集團積極定期檢討及管理其資本架構，在較高借款水平可能帶來的更高股東回報與穩健的資本狀況能帶來的益處及保障之間把握平衡，並因應經濟環境的變化對資本架構作出調整。

本集團根據經調整淨負債權益比率監察其資本架構。

為此，淨負債界定為負債總額(包括計息貸款及借款以及購買設備分期付款)減現金及現金等價物。

		2019 2019年 RMB'000 人民幣千元	2018 2018年 RMB'000 人民幣千元
Loans and borrowings	貸款及借款	121,748	140,405
Payables for acquisition of equipment by instalments	以分期付款購入設備的應付款項	30,672	34,948
Sub-total	小計	152,420	175,353
Less: Cash and cash equivalents	減：現金及現金等價物	(102,968)	(93,772)
Net debt	淨負債	49,452	81,581
Equity	權益	824,132	556,988
<b>Net debt to capital ratio</b>	<b>淨負債權益比率</b>	<b>6.0%</b>	14.6%

## 26 FINANCIAL RISK MANAGEMENT AND FAIR VALUES

Exposure to credit, liquidity, interest and currency risks arises in the normal course of the Group's business. The Group's exposure to these risks and the financial risk management policies and practices used by the Group to manage these risks are described below.

### (a) Credit risk

The Group's credit risk is primarily attributable to trade receivables, bills receivable and contract assets. Management has a credit policy in place and the exposures to these credit risks are monitored on an ongoing basis.

The Group's exposure to credit risk is influenced mainly by the individual characteristics of each customer rather than the industry in which the customers operate and therefore significant concentrations of credit risk primarily arise when the Group has significant exposure to individual customers. At the end of the reporting period, 62.2% (2018: 53.1%) and 85.2% (2018: 79.2%) of the total trade receivables and contract assets was due from the Group's largest customer and the five largest customers respectively. As at 31 December 2019, 74.2% (2018: 80.6%) of bills receivable were issued by one of the five largest customers, which comprises of several subsidiaries of a listed real estate developer. These are commercial bills with a maturity of 6 or 12 months. Individual credit evaluations are performed on all customers requiring credit over a certain amount. These evaluations focus on the customer's history of making payments when due and current ability to pay, and take into account information specific to the customer as well as pertaining to the economic environment in which the customer operates. Trade receivables are practically due within 90 or 180 days from the issuance of progress certificates. Normally, the Group does not obtain collateral from customers.

The Group measures loss allowances for trade receivables, bills receivable, contract assets and receivables under service concession arrangement at an amount equal to lifetime ECLs, which is calculated using a provision matrix. As the Group's historical credit loss experience does not indicate significantly different loss patterns for different customer segments, the loss allowance is not further distinguished between the Group's different customer bases.

## 26 財務風險管理及公平值

本集團正常業務過程中會產生信貸、流動性、利率及貨幣風險。本集團面臨的該等風險以及本集團用於管理該等風險的財務風險管理政策及常規載列如下。

### (a) 信貸風險

本集團的信貸風險主要來自貿易應收款項、應收票據及合約資產。管理層已制定信貸政策，並已持續監控此等信貸風險。

本集團的信貸風險主要受每名客戶的個別特徵而非客戶業務所在行業的影響，因此，本集團主要在面臨個別客戶帶來的重大風險時產生高度集中的信貸風險。於報告期末，62.2%（2018年：53.1%）及85.2%（2018年：79.2%）的貿易應收款項總額及合約資產分別來自本集團最大客戶及五大客戶。於2019年12月31日，74.2%（2018年：80.6%）的應收票據由五大客戶的其中一名客戶發行，其包括一名上市房地產開發商的多家附屬公司。該等商業票據的屆滿期為6或12個月。所有信貸水平超出若干信貸金額的客戶，均須進行個別信貸評估。此等評估側重關注客戶到期付款歷史及當前支付能力，並考慮客戶的特定資料及與客戶業務所處經濟環境有關的資料。貿易應收款項實際上自簽發進度證明起90或180天內到期。本集團通常不會從客戶處獲得抵押品。

本集團按等同於存續期預期信貸損失的金額計量貿易應收款項、應收票據、合約資產及服務特許權安排項下的應收款項的損失準備，並以撥備矩陣計算。由於本集團的歷史信貸虧損經驗並未表明不同客戶群的虧損模式存在顯著差異，本集團不同客戶群的損失準備未作進一步區分。

## Notes to the Consolidated Financial Statements

### 綜合財務報表附註

## 26 FINANCIAL RISK MANAGEMENT AND FAIR VALUES (CONTINUED)

### (a) Credit risk (Continued)

As receivables under service concession arrangement are due from local government authority with no history of default, the Group considers the credit risk for receivables under service concession arrangement to be insignificant.

The following table provides information about the Group's exposure to credit risk and ECLs for trade receivables, bills receivable and contract assets:

		2019 2019年		
		Expected loss rate 預期虧損率 %	Gross carrying amount 賬面總值 RMB'000 人民幣千元	Loss allowance 損失準備 RMB'000 人民幣千元
Current (not past due)	即期(未逾期)	3.5	816,746	(28,913)
Less than 12 months past due	逾期少於12個月	12.1	143,505	(17,345)
More than 12 months past due	逾期超過12個月	33.8	6,115	(2,065)
			966,366	(48,323)

		2018 2018年		
		Expected loss rate 預期虧損率 %	Gross carrying amount 賬面總值 RMB'000 人民幣千元	Loss allowance 損失準備 RMB'000 人民幣千元
Current (not past due)	即期(未逾期)	3.5	448,696	(15,555)
Less than 12 months past due	逾期少於12個月	12.4	90,099	(11,168)
More than 12 months past due	逾期超過12個月	25.6	3,091	(792)
			541,886	(27,515)

## 26 財務風險管理及公平值(續)

### (a) 信貸風險(續)

由於服務特許權安排項下的應收款項為應收地方政府機構款項且無違約歷史，本集團認為，服務特許權安排項下的應收款項的信貸風險並不重大。

下表載列本集團貿易應收款項、應收票據及合約資產的信貸風險及預期信貸損失資料：

## Notes to the Consolidated Financial Statements

### 綜合財務報表附註

## 26 FINANCIAL RISK MANAGEMENT AND FAIR VALUES (CONTINUED)

### (a) Credit risk (Continued)

In addition to above provision matrix, the Group has made individual loss allowance for a certain customer. As at 31 December 2019, the accumulated individual loss allowance was RMB686,000 (31 December 2018: RMB686,000) with the carrying amounts before loss allowance of RMB686,000 (31 December 2018: RMB686,000).

Expected loss rates are based on historical credit loss experience over the past years or loss rates of comparable companies with published financials when there was no sufficient historical experience. These rates are adjusted for factors that are specific to the debtors, current conditions and the Group's view of economic conditions over the expected lives of the trade receivables, bills receivable and contract assets.

Movement in the loss allowance account in respect of trade receivables, bills receivable and contract assets during the year is as follows:

		2019 2019年 RMB'000 人民幣千元	2018 2018年 RMB'000 人民幣千元
Balance at 1 January	於1月1日的結餘	28,201	12,056
Impairment losses recognised during the year	年內已確認減值虧損	20,808	16,145
Balance at 31 December	於12月31日的結餘	49,009	28,201

## 26 財務風險管理及公平值(續)

### (a) 信貸風險(續)

除上述撥備矩陣外，本集團已就一名特定客戶計提個別損失準備。於2019年12月31日，累計個別損失準備為人民幣686,000元(2018年12月31日：人民幣686,000元)，除損失準備前賬面值為人民幣686,000元(2018年12月31日：人民幣686,000元)。

預期虧損率根據過往年度歷史信貸損失情況或倘無充足歷史經驗則按已刊發財務資料的可資比較公司的損失率計算。該等比率根據債務人的特定因素、當前狀況及本集團對貿易應收款項、應收票據及合約資產預計存續期內的經濟狀況的看法作出調整。

貿易應收款項、應收票據及合約資產的損失準備賬目於年內的變動情況如下：

## Notes to the Consolidated Financial Statements

### 綜合財務報表附註

## 26 FINANCIAL RISK MANAGEMENT AND FAIR VALUES (CONTINUED)

### (b) Liquidity risk

The Group's policy is to regularly monitor its liquidity requirements and its compliance with lending covenants, to ensure that it maintains sufficient reserves of cash and adequate committed lines of funding from major financial institutions to meet its liquidity requirements in the short and longer term.

The following tables show the remaining contractual maturities at the end of the reporting period of the Group's financial liabilities, which are based on contractual undiscounted cash flows and the earliest date the Group can be required to pay:

	2019 2019年					2018 2018年					
	Contractual undiscounted cash outflow 未貼現合約現金流出				Carrying amount on consolidated statements of financial position 綜合財務狀況表內之賬面值	Contractual undiscounted cash outflow 未貼現合約現金流出				Carrying amount on consolidated statements of financial position 綜合財務狀況表內之賬面值	
	Within 1 year or on demand 1年以內或按 要求償還	More than 1 year but less than 2 years 1年以上 2年以內	More than 2 years but less than 5 years 2年以上 5年以內	Total 合計		Within 1 year or on demand 1年以內或按 要求償還	More than 1 year but less than 2 years 1年以上 2年以內	More than 2 years but less than 5 years 2年以上 5年以內	Total 合計		
	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元		
Trade payables Bills payable Payables to suppliers of property, plant and equipment Payables for acquisition of equipment by instalments Other payables and accruals Interest payable Obligation for bills endorsed with recourse Amounts due to related parties Bank loans Lease liabilities Obligations arising from sale and leaseback transactions	貿易應付款項 應付票據 應付物業、廠房及設備 供應商款項 以分期付款購入設備的 應付款項 其他應付款項及應計 款項 應付利息 具追索權的背書票據 責任 應付關聯方款項 銀行貸款 租賃負債 售後租回交易產生的 義務	304,871 53,787 39,813 22,533 44,315 417 52,477 — 58,427 1,649 4,951	— — — 9,495 — — — — 67,577 375 —	— — — — — — — — — 45 —	304,871 53,787 39,813 32,028 44,315 417 52,477 — 126,004 2,069 4,951	304,871 53,787 39,813 30,672 44,315 417 52,477 — 115,210 2,002 4,536	265,884 19,851 70,920 31,642 17,180 105 58,145 13,872 125,925 2,783 10,440	— — — 6,287 — — — — — 738 4,951	— — — — — — — — — 420 —	265,884 19,851 70,920 37,929 17,180 105 58,145 13,872 125,925 3,941 15,391	265,884 19,851 70,920 34,948 17,180 105 58,145 13,872 122,751 3,693 13,961
	583,240	77,447	45	660,732	648,100	616,747	11,976	420	629,143	621,310	

## 26 財務風險管理及公平值(續)

### (b) 流動性風險

本集團政策規定須定期監控流動資金需求及對借款條款的遵守情況，確保維持充足的現金儲備及由大型金融機構授予的承諾融資額度，以滿足短期及長期的流動資金需求。

下表乃基於未貼現合約現金流量以及本集團可能被要求還款的最早日期列示的本集團於報告期末的金融負債的餘下合約到期詳情：

## Notes to the Consolidated Financial Statements

### 綜合財務報表附註

## 26 FINANCIAL RISK MANAGEMENT AND FAIR VALUES (CONTINUED)

### (c) Interest rate risk

The Group's interest rate risk arising primarily from the bank loans, lease liabilities, payables for acquisition of equipment by instalments and obligations arising from sale and leaseback transactions. Borrowings issued at variable rates and fixed rates expose the Group to cash flow interest rate risk and fair value interest rate risk respectively.

#### (i) Interest rate profile

The following table details the interest rate profile of the Group's borrowings at the end of the reporting period:

		2019 2019年		2018 2018年	
		Effective interest rate 實際利率		Effective interest rate 實際利率	
		%	RMB'000 人民幣千元	%	RMB'000 人民幣千元
<b>Fixed rate borrowings:</b>	<b>固定利率借款：</b>				
Lease liabilities	租賃負債	6.9	2,002	6.9	3,963
Obligations arising from sale and leaseback transactions	售後租回交易產生的義務	7.2	4,536	7.2	13,961
Bank loans	銀行貸款	6.4	44,000	7.2-7.8	57,437
Payables for acquisition of equipment by instalments	以分期付款購入設備的應付款項	7.2	30,672	7.2	34,948
			<b>81,210</b>		110,309
<b>Variable rate borrowings:</b>	<b>浮動利率借款：</b>				
Bank loans	銀行貸款	6.8	71,210	5.2-6.1	65,314
Total borrowings	借款總額		<b>152,420</b>		175,623
Fixed rate borrowings as a percentage of total borrowings	固定利率借款佔借款總額的百分比		<b>53.3%</b>		62.8%

## 26 財務風險管理及公平值(續)

### (c) 利率風險

本集團的利率風險主要來自銀行貸款、租賃負債、以分期付款購入設備的應付款項及售後租回交易產生的義務。浮動利率及固定利率的借款分別令本集團面臨現金流量利率風險及公平值利率風險。

#### (i) 利率概況

下表詳列本集團於報告期末的借款的利率概況：

**26 FINANCIAL RISK MANAGEMENT AND FAIR VALUES (CONTINUED)****(c) Interest rate risk (Continued)****(ii) Sensitivity analysis**

The Group does not account for any fixed rate financial liabilities at fair value through profit or loss. Therefore, in respect of the fixed rate instrument, a change in interest rates at the reporting date would not affect the profit or loss.

In respect of the exposure to cash flow interest rate risk arising from floating rate bank loans held by the Group at the end of the reporting period, the impact on the Group's profit after tax and retained profits is estimated as an annualised impact on interest expense or income of such a change in interest rates. As at 31 December 2019, it is estimated that a general increase/decrease of 5% in interest rates, with all other variables held constant, would have decreased/increased the Group's profit after tax and retained profits by approximately RMB3,026,000 (2018: RMB2,449,000). The analysis is performed on the same basis as 2018.

**(d) Currency risk**

The Group had no significant foreign exchange exposure as substantially all the Group's transactions are denominated in RMB.

**(e) Fair value**

The carrying amounts of the Group's financial instruments carried at amounts not materially different from their fair values as at 31 December 2019 and 2018.

**27 CAPITAL COMMITMENTS**

Capital commitments outstanding at 31 December 2019 not provided for in the financial statements were as follows:

		2019 2019年 RMB'000 人民幣千元	2018 2018年 RMB'000 人民幣千元
Contracted for	已訂約	8,110	5,093

**26 財務風險管理及公平值(續)****(c) 利率風險(續)****(ii) 敏感度分析**

本集團未有計入透過損益按公平值計量的任何定息金融負債。因此，就定息工具而言，於報告日期的利息變動不會影響損益。

對於本集團於報告期末所持有的浮動利率銀行貸款產生的現金流量利率風險敞口，本集團的稅後利潤及保留利潤的影響是上述利率變動對按年度估算的利息費用或收入的影響。於2019年12月31日，估計利率整體上升／下降5%，而所有其他變數維持不變，本集團稅後利潤及保留利潤將減少／增加約人民幣3,026,000元（2018年：人民幣2,449,000元）。該分析與2018年的分析基礎一致。

**(d) 貨幣風險**

因本集團所有交易以人民幣計值，故本集團並無重大外匯風險。

**(e) 公平值**

於2019年及2018年12月31日，本集團金融工具的賬面值與其公平值並無重大分別。

**27 資本承擔**

於2019年12月31日，並未於財務報表計提撥備的尚未償付資本承擔如下：

## Notes to the Consolidated Financial Statements

### 綜合財務報表附註

## 28 MATERIAL RELATED PARTY TRANSACTIONS

Transactions with the following entities are considered as significant related party transactions for the years ended 31 December 2019 and 2018.

Name of party 各方名稱	Relationship 關係
Mr. Xun Minghong 荀名紅先生	Controlling Shareholder 控股股東
Fujian Runjiang Industrial Group Limited (“Fujian Runjiang”) (福建省潤江實業集團有限公司)* 福建省潤江實業集團有限公司(「福建潤江」)	Entity controlled by the Controlling Shareholder 由控股股東控制的實體
Mingxin Construction Material Trading Co., Ltd. (Fuzhou Development Region) (“Mingxin Construction”) (福州開發區名信建材貿易有限公司)* 福州開發區名信建材貿易有限公司(「名信建材」)	Entity controlled by the Controlling Shareholder 由控股股東控制的實體
Fujian Jianzhong Labour Engineering Co., Ltd. (“Jianzhong Labour Engineering”) (福建省建中勞務工程有限公司)* 福建省建中勞務工程有限公司(「建中勞務工程」)	Entity controlled by the Controlling Shareholder 由控股股東控制的實體
Fujian Jianzhong Decoration Engineering Co., Ltd. (“Jianzhong Decoration”) (福建省建中裝修裝飾工程有限公司)* 福建省建中裝修裝飾工程有限公司(「建中裝修裝飾」)	Entity controlled by the Controlling Shareholder 由控股股東控制的實體
Xiapu Jinghai Property Co., Ltd. (“Xiapu Property”) (霞浦晶海置業有限公司)* 霞浦晶海置業有限公司(「霞浦置業」)	Entity controlled by the Controlling Shareholder 由控股股東控制的實體
Anhui Conch Venture Investment Co., Ltd. (“Conch Venture Investment”) (安徽海螺創業投資有限責任公司)* 安徽海螺創業投資有限責任公司(「海螺創業投資」)	Entity that has significant influence over the Group 對本集團有重大影響力的實體
Conch Venture Henghai Investment (Zhuhai) Co., Ltd. (“Conch Venture Henghai”) (海創橫海投資(珠海)有限公司)* 海創橫海投資(珠海)有限公司(「海創橫海」)	Entity controlled by Conch Venture Investment 由海螺創業投資控股的實體
Conch Venture International Limited (海螺創業國際有限公司) (“Conch Venture International”) 海螺創業國際有限公司(「海螺創業國際」)	Entity controlled by Conch Venture Investment 由海螺創業投資控股的實體

\* The English translation of the companies’ names are for reference only. The official names of these companies are in Chinese.

## 28 重大關聯方交易

與下列實體進行的交易被視作截至2019年及2018年12月31日止年度之重大關聯方交易。

\* 有關公司名稱的英文譯名僅供參考之用。此等公司以中文名稱為其正式名稱。



## Notes to the Consolidated Financial Statements

### 綜合財務報表附註

## 28 MATERIAL RELATED PARTY TRANSACTIONS (CONTINUED)

### (a) Key management personnel remuneration

Remuneration for key management personnel of the Group, including amounts paid to the Company's directors as disclosed in Note 7 and certain of the highest paid employees as disclosed in Note 8, is as follows:

		2019 2019年 RMB'000 人民幣千元	2018 2018年 RMB'000 人民幣千元
Short-term employee benefits	短期僱員福利	3,138	1,830
Contributions to retirement benefit scheme	退休福利計劃供款	27	19
		<b>3,165</b>	1,849

Total remuneration is included in "staff costs" (see Note 5(b)).

薪酬總額計入「員工成本」(見附註5(b))。

### (b) Related party transactions

		2019 2019年 RMB'000 人民幣千元	2018 2018年 RMB'000 人民幣千元
Purchase of materials from — Fujian Runjiang	自以下關聯方購買材料 — 福建潤江	3,393	38,395
Utilities paid/payable to — Fujian Runjiang	已付/應付以下關聯方的 水電費 — 福建潤江	212	527
Rental expenses paid/payable for short-term lease of factory and office building to — Fujian Runjiang — Conch Venture Henghai	因向以下關聯方短期租賃廠 房及辦公樓產生的已付/ 應付租賃費用 — 福建潤江 — 海創橫海	— 2,471	964 —

## 28 重大關聯方交易 (續)

### (a) 主要管理人員薪酬

本集團主要管理人員之薪酬(包括支付給本公司董事(披露於附註7)及若干最高薪酬僱員(披露於附註8)的金額)如下:

### (b) 關聯方交易

## Notes to the Consolidated Financial Statements

### 綜合財務報表附註

## 28 MATERIAL RELATED PARTY TRANSACTIONS (CONTINUED)

### (b) Related party transactions (Continued)

## 28 重大關聯方交易(續)

### (b) 關聯方交易(續)

		2019 2019年 RMB'000 人民幣千元	2018 2018年 RMB'000 人民幣千元
Revenue received/receivable from leasing of construction machinery, equipment and tools to	因向以下關聯方出租建築機械、設備及工具產生的已收/應收收入		
— Jianzhong Labour Engineering	— 建中勞務工程	(2,204)	(1,378)
Provision of construction service to	向以下關聯方提供建築服務		
— Xiapu Property	— 霞浦置業	(2,363)	(10,092)
Advances from related parties	來自以下關聯方的墊款		
— Fujian Runjiang	— 福建潤江	22,528	201,764
— Mingxin Construction	— 名信建材	2,724	52,500
— Mr. Xun Minghong	— 荀名紅先生	—	7,400
— Conch Venture International	— 海螺創業國際	720	—
		<b>25,972</b>	261,664
Repayments to related parties	償還關聯方款項		
— Fujian Runjiang	— 福建潤江	29,000	168,300
— Mingxin Construction	— 名信建材	1,000	51,957
— Mr. Xun Minghong	— 荀名紅先生	7,400	—
— Conch Venture International	— 海螺創業國際	727	—
		<b>38,127</b>	220,257
Commercial bills endorsed to related parties	向以下關聯方背書商業		
— Fujian Runjiang	— 福建潤江	3,770	27,447
— Mingxin Construction	— 名信建材	—	3,763
		<b>3,770</b>	31,210

## Notes to the Consolidated Financial Statements

### 綜合財務報表附註

## 28 MATERIAL RELATED PARTY TRANSACTIONS (CONTINUED)

### (c) Balances with related parties

As at 31 December 2019 and 2018, the Group had the following balances with related parties:

#### (i) Amounts due from related parties

		2019 2019年 RMB'000 人民幣千元	2018 2018年 RMB'000 人民幣千元
<b>Trade-related</b>	<b>貿易相關</b>		
Trade receivables	貿易應收款項		
— Xiapu Property	— 霞浦置業	—	6,292
— Jianzhong Labour Engineering	— 建中勞務工程	3,402	1,495
		3,402	7,787
Contract assets	合約資產		
— Xiapu Property	— 霞浦置業	480	4,033
Other receivables	其他應收款項		
— Fujian Runjiang	— 福建潤江	1,068	—
— Conch Venture Investment	— 海螺創業投資	300	300
		1,368	300
<b>Non-trade related</b>	<b>非貿易相關</b>		
Other receivables	其他應收款項		
— Mingxin Construction	— 名信建材	—	1,724

As at 31 December 2019 and 2018, the trade receivables from related parties represented receivables from the provision of foundation work to Xiapu Property and leasing of certain construction tools to Jianzhong Labour Engineering. These transactions were entered into on normal business terms and the fees charged were determined with reference to the market price.

於2019年及2018年12月31日，來自關聯方的貿易應收款項為向霞浦置業提供地基工程服務及向建中勞務工程出租若干建築工具產生的應收款項。該等交易按一般商業條款訂立，並參照市價釐定收費。

## 28 重大關聯方交易 (續)

### (c) 與關聯方的結餘

於2019年及2018年12月31日，本集團與關聯方的結餘如下：

#### (i) 應收關聯方款項

## Notes to the Consolidated Financial Statements

### 綜合財務報表附註

## 28 MATERIAL RELATED PARTY TRANSACTIONS (CONTINUED)

### (c) Balances with related parties (Continued)

#### (ii) Amounts due to related parties

		2019 2019年 RMB'000 人民幣千元	2018 2018年 RMB'000 人民幣千元
<b>Trade related</b>	<b>貿易相關</b>		
Trade payables	貿易應付款項		
— Fujian Runjiang	— 福建潤江	—	13
Other payables	其他應付款項		
— Fujian Runjiang	— 福建潤江	352	1,871
— Mingxin Construction	— 名信建材	134	—
— Conch Venture Henghai	— 海創橫海	2,471	—
		<b>2,957</b>	<b>1,871</b>
Lease liabilities	租賃負債		
— Fujian Runjiang	— 福建潤江	—	1,549
— Mingxin Construction	— 名信建材	1,085	1,093
		<b>1,085</b>	<b>2,642</b>
<b>Non-trade related</b>	<b>非貿易相關</b>		
Other payables	其他應付款項		
— Fujian Runjiang	— 福建潤江	—	6,472
— Mr. Xun Minghong	— 荀名紅先生	—	7,400
		<b>—</b>	<b>13,872</b>

As at 31 December 2019, the carrying amounts of right-of-use assets related to leases from related parties were RMB331,000 (31 December 2018: RMB2,304,000), which were included in the carrying amount of property, plant and equipment in Note 10(ii).

The amounts due from/to related parties are unsecured, interest-free and repayable on demand.

## 28 重大關聯方交易 (續)

### (c) 與關聯方的結餘 (續)

#### (ii) 應付關聯方款項

於2019年12月31日，與關聯方租賃有關的使用權資產賬面值為人民幣331,000元（2018年12月31日：人民幣2,304,000元），計入附註10(ii)物業、廠房及設備的賬面值。

應收／應付關聯方款項為無擔保、免息及按要求償還。

**28 MATERIAL RELATED PARTY TRANSACTIONS  
(CONTINUED)**

**(c) Balances with related parties (Continued)**

**(ii) Amounts due to related parties (Continued)**

As at 31 December 2019, payables for acquisition of equipment by instalments of RMB19,327,000 (31 December 2018: RMB17,390,000) were guaranteed by Fujian Runjiang.

During the year ended 31 December 2019, the Group entered into some purchase agreements with guarantees provided by the Controlling Shareholder of the Group and Jianzhong Decoration to get more beneficial payment terms. The maximum guarantee amount was RMB12,000,000. The Controlling Shareholder and Jianzhong Decoration agreed that, if the Group failed to fulfil its obligations to settle, they would make payment within the maximum guarantee amount. As at 31 December 2019, the aforementioned guarantee has been released.

Guarantees provided by the Controlling Shareholder and other related parties relating to bank loans and obligations arising from sale and leaseback transactions were disclosed in Note 21(a) and Note 21(c) respectively.

**28 重大關聯方交易 (續)**

**(c) 與關聯方的結餘 (續)**

**(ii) 應付關聯方款項 (續)**

於2019年12月31日，以分期付款購入設備的應付款項為人民幣19,327,000元(2018年12月31日：人民幣17,390,000元)，由福建潤江提供擔保。

於截至2019年12月31日止年度，本集團訂立的若干採購協議由本集團控股股東及建中裝修裝飾提供擔保以獲得較優的付款條款。擔保限額為人民幣12,000,000元。控股股東及建中裝修裝飾同意，倘本集團未能履行付款義務，彼等將在擔保限額內作出付款。於2019年12月31日，上述擔保已被解除。

控股股東及其他關聯方就銀行借款及售後租回交易產生的義務提供擔保已分別於附註21(a)及附註21(c)披露。

## Notes to the Consolidated Financial Statements

### 綜合財務報表附註

## 29 COMPANY-LEVEL STATEMENT OF FINANCIAL POSITION 29 公司層面財務狀況表

	Note 附註	2019 2019年 RMB'000 人民幣千元
<b>Non-current asset</b>		
Investments in a subsidiary		—*
		—*
<b>Current assets</b>		
Prepayments and other receivables		6,100
Cash and cash equivalents		79
		6,179
<b>Current liabilities</b>		
Amount due to a subsidiary		6,727
Other payables and accruals		416
		7,143
<b>Net current liabilities</b>		(964)
<b>Total assets less current liabilities</b>		(964)
<b>Net liabilities</b>		(964)
<b>CAPITAL AND RESERVES</b>		
Share capital	25	—*
Reserves		(964)
<b>TOTAL EQUITY</b>		(964)

\* The balances represent amounts less than RMB1,000.

\* 該等結餘金額不足人民幣1,000元。

## 30 IMMEDIATE AND ULTIMATE CONTROLLING PARTY 30 直接及最終控股人士

At 31 December 2019, the directors consider the ultimate controlling shareholder of the Group to be Mr. Xun Minghong. As at 31 December 2019, the immediate controlling shareholder of the Group is MHX Investment Limited, which was incorporated in the BVI and does not produce financial statements available for public use.

於2019年12月31日，董事認為本集團的最終控股股東為荀名紅先生。於2019年12月31日，本公司的直接控股股東為MHX Investment Limited，其於英屬處女群島註冊成立且並無編製可供公眾使用之財務報表。

#### 31 SUBSEQUENT EVENTS

- (a) The coronavirus outbreak since early 2020 has brought about additional uncertainties in the Group's operating environment and has impacted the Group's operations and financial position. The Group has been closely monitoring the impact of the developments on the Group's businesses and has put in place contingency measures. These contingency measures include: negotiating with major customers, suppliers and subcontractors about the arrangements for resumption of construction works; cutting unnecessary operating expenses and capital expenditure and deferring the expansion of the fleet of construction machinery and equipment. The Group will keep the contingency measures under review as the situation evolves. As far as the Group's businesses are concerned, there were 60 projects on hand being affected and these projects have been resumed gradually since the end of February 2020. As the progress of these construction projects was delayed by about one month, approximately RMB51.9 million of the Group's revenue which should have been recognised in February 2020 has been delayed. In addition, the Group may waive rental fees of leasing of construction machinery, equipment and tools to certain customers of approximately RMB6.3 million depending on their respective specific circumstances. These may have consequential impacts on the Group's revenue for 2020. The actual impacts may differ from these estimates as situation continues to evolve and further information may become available. No adjustments have been made to the consolidated financial statements in this regard.
- (b) In accordance with the shareholders' resolution of the Company dated 18 February 2020, the authorised share capital of the Company has been increased from 39,000,000 shares of par value of HK\$0.01 each to 2,000,000,000 shares of par value of HK\$0.01 each and the Company allotted and issued 468,740,000 shares on 18 March 2020, credited as fully paid, at par to the shareholders whose names were on the register of member of the Company as of the close of business on 13 March 2020.
- (c) On 18 March 2020, the Company issued 156,250,000 shares with par value of HK\$0.01 each, at a price of HK\$1.65 per share by initial public offering. Gross proceeds from such issue amounted to HK\$257,812,500 before deducting underwriting fees, commissions and related expenses.

#### 31 期後事項

- (a) 自2020年初以來爆發的冠狀病毒為本集團的運營環境帶來了更多不確定因素，並影響了本集團的運營及財務狀況。本集團一直密切關注事態發展對本集團業務的影響，並已採取應急措施。該等應急措施包括：與主要客戶、供應商及分包商商討恢復建築工程的安排；削減不必要的營運開支及資本開支，並延遲擴充建築機械及設備。本集團將根據情況的發展不斷審查應急措施。就本集團業務而言，有60個手頭項目受到影響，且該等項目已於2020年2月底逐步恢復。由於該等建築項目的進度已延遲一個月左右，因此本應於2020年2月確認的本集團收益中約人民幣51.9百萬元已延遲確認。此外，本集團可能會視乎其個別情況而免除向若干客戶租賃建築機械、設備及工具的租金約人民幣6.3百萬元。這可能會對本集團2020年的收入造成重大影響。由於情況的不斷發展以及可能獲得進一步資料，實際影響與估計影響可能會有所不同。此方面的綜合財務報表未作任何調整。
- (b) 根據本公司日期為2020年2月18日的股東決議案，本公司的法定股本已從39,000,000股每股面值0.01港元的股份增至2,000,000,000股每股面值0.01港元的股份，且本公司於2020年3月18日按面值向於2020年3月13日營業時間結束時名列本公司股東名冊的股東配發及發行468,740,000股入賬列作繳足股份。
- (c) 於2020年3月18日，本公司透過首次公开发售以每股1.65港元的價格發行156,250,000股每股面值0.01港元的股份。扣除包銷費用、佣金及相關開支前，有關發行的所得款項總額為257,812,500港元。

## Notes to the Consolidated Financial Statements

### 綜合財務報表附註

#### 32 POSSIBLE IMPACT OF AMENDMENTS, NEW STANDARDS AND INTERPRETATIONS ISSUED BUT NOT YET EFFECTIVE FOR THE YEAR ENDED 31 DECEMBER 2019

Up to the date of issue of these financial statements, the HKICPA has issued a number of amendments, new standards and interpretations which are not yet effective for the year ended 31 December 2019 and which have not been adopted in these financial statements. These developments include the following which may be relevant to the Group.

#### 32 截至2019年12月31日止年度已頒佈但未生效的修訂、新訂準則及詮釋的潛在影響

截至該等財務報表的刊發日期，香港會計師公會已頒佈數項於截至2019年12月31日止年度尚未生效且尚未於該等財務報表內採納的修訂、新訂準則及詮釋。該等修訂包括以下可能與本集團有關的準則。

		Effective for accounting periods beginning on or after 於以下日期或之後開始的會計期間生效
Revised Conceptual Framework for Financial Reporting 2018	經修訂2018年財務報告概念框架	1 January 2020 2020年1月1日
Amendments to HKFRS 3, <i>Definition of a business</i>	香港財務報告準則第3號之修訂， <i>業務的定義</i>	1 January 2020 2020年1月1日
Amendments to HKAS 1 and HKAS 8, <i>Definition of material</i>	香港會計準則第1號及香港會計準則第8號之修訂， <i>重大的定義</i>	1 January 2020 2020年1月1日
HKFRS 17, <i>Insurance contracts</i>	香港財務報告準則第17號， <i>保險合約</i>	1 January 2020 2020年1月1日
Amendments to HKFRS 10 and HKAS 28, <i>Sale or contribution of assets between an investor and its associate or joint venture</i>	香港財務報告準則第10號及香港會計準則第28號之修訂， <i>投資者與其聯營公司或合營企業之間的資產出售或投入</i>	To be determined 待確定

The Group is in the process of making an assessment of what the impact of these amendments, new standards and interpretations is expected to be in the period of initial application. So far it has concluded that the adoption of them is unlikely to have a significant impact on the Group's results of operations and financial position.

本集團正評估預期於首次應用期間的該等經修訂、新訂準則及詮釋的影響。至目前為止，其結論為採納該等新訂準則對本集團的經營業績及財務狀況產生重大影響的機會不大。



# FINANCIAL SUMMARY

## 財務概要

A summary of the results and of the assets and liabilities of the Group for each of the last four financial years is set out below:

本集團過去四個財政年度各年的業績以及資產及負債概要載列如下：

		For the year ended 31 December 截至12月31日止年度			
		2019 2019年 RMB'000 人民幣千元	2018 2018年 RMB'000 人民幣千元	2017 2017年 RMB'000 人民幣千元	2016 2016年 RMB'000 人民幣千元
<b>Revenue</b>	<b>收益</b>	<b>1,578,218</b>	1,192,750	498,857	156,754
Cost of sales	銷售成本	<b>(1,224,195)</b>	(907,228)	(368,999)	(118,618)
<b>Gross profit</b>	<b>毛利</b>	<b>354,023</b>	285,522	129,858	38,136
Other net income	其他淨收入	<b>15,608</b>	1,762	812	336
Administrative expenses	行政開支	<b>(118,908)</b>	(80,820)	(25,655)	(12,441)
Other operating expenses	其他經營開支	<b>(25,038)</b>	(20,362)	(10,016)	(2,455)
<b>Profit from operations</b>	<b>經營利潤</b>	<b>225,685</b>	186,102	94,999	23,576
Finance costs	融資成本	<b>(17,363)</b>	(9,121)	(5,439)	(900)
<b>Profit before taxation</b>	<b>稅前利潤</b>	<b>208,322</b>	176,981	89,560	22,676
Income tax	所得稅	<b>(29,082)</b>	(36,487)	(22,011)	(5,764)
<b>Profit for the year</b>	<b>年內利潤</b>	<b>179,240</b>	140,494	67,549	16,912
<b>Earnings per share</b>	<b>每股收益</b>	<b>0.38</b>	0.30	N/A 不適用	N/A 不適用
Basic and diluted (RMB)	基本及攤薄(人民幣)				

		As at 31 December 於12月31日			
		2019 2019年 RMB'000 人民幣千元	2018 2018年 RMB'000 人民幣千元	2017 2017年 RMB'000 人民幣千元	2016 2016年 RMB'000 人民幣千元
Total assets	總資產	<b>1,562,000</b>	1,244,978	771,495	314,626
Total liabilities	總負債	<b>(737,868)</b>	(687,990)	(458,601)	(259,281)
Total equity	權益總額	<b>824,132</b>	556,988	312,894	55,345



**Jianzhong Construction Development Limited**  
**建中建設發展有限公司**