



Wing Fung Group Asia Limited 榮豐集團亞洲有限公司

(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: 8526

年報
2019
ANNUAL REPORT

CHARACTERISTICS OF GEM OF THE STOCK EXCHANGE OF HONG KONG LIMITED (THE “STOCK EXCHANGE”)

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Given that the companies listed on GEM are generally small and mid-sized companies, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board and no assurance is given that there will be a liquid market in the securities traded on GEM.

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香港聯合交易所有限公司(「聯交所」)GEM的特色

GEM的定位，乃為中小型公司提供一個上市的市場，此等公司相比起其他在聯交所上市的公司帶有較高投資風險。有意投資的人士應了解投資於該等公司的潛在風險，並應經過審慎周詳的考慮後方作出投資決定。

由於GEM上市公司一般為中小型公司，在GEM買賣的證券可能會較於主板買賣之證券承受較大的市場波動風險，同時無法保證在GEM買賣的證券會有高流通量的市場。

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本報告乃遵照聯交所GEM證券上市規則(「GEM上市規則」)之規定而提供有關榮豐集團亞洲有限公司(「本公司」)及其附屬公司(統稱「本集團」)的資料，本公司董事(「董事」)願就本報告共同地及個別地承擔全部責任。董事經作出一切合理查詢後確認，就彼等所深知及確信，本報告所載資料在各重大方面均為準確及完整，且無誤導或欺詐成分，及並無遺漏任何其他事項致使當中所載任何陳述或本報告產生誤導。

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CORPORATE INFORMATION

公司資料

BOARD OF DIRECTORS

Executive Directors

Mr. Chung Chi Keung (*Chairman*)
Ms. Lai Suk Fan

Independent Non-executive Directors

Mr. Choy Hiu Fai Eric
Mr. Lei For
Mr. Lai Wai Ming

COMPANY SECRETARY

Mr. Law Pak Hin Edward

COMPLIANCE OFFICER

Mr. Chung Chi Keung

COMPLIANCE ADVISER

TC Capital International Limited

AUTHORISED REPRESENTATIVES

Mr. Chung Chi Keung
Mr. Law Pak Hin Edward

AUDIT COMMITTEE

Mr. Choy Hiu Fai Eric (*Chairman*)
Mr. Lei For
Mr. Lai Wai Ming

REMUNERATION COMMITTEE

Mr. Lai Wai Ming (*Chairman*)
Mr. Chung Chi Keung
Mr. Choy Hiu Fai Eric

NOMINATION COMMITTEE

Mr. Lei For (*Chairman*)
Mr. Chung Chi Keung
Mr. Lai Wai Ming

AUDITOR

PricewaterhouseCoopers

董事會

執行董事

鍾志強先生 (*主席*)
黎淑芬女士

獨立非執行董事

蔡曉輝先生
利科先生
黎偉明先生

公司秘書

羅柏妍先生

合規主任

鍾志強先生

合規顧問

天財資本國際有限公司

授權代表

鍾志強先生
羅柏妍先生

審核委員會

蔡曉輝先生 (*主席*)
利科先生
黎偉明先生

薪酬委員會

黎偉明先生 (*主席*)
鍾志強先生
蔡曉輝先生

提名委員會

利科先生 (*主席*)
鍾志強先生
黎偉明先生

核數師

羅兵咸永道會計師事務所

CORPORATE INFORMATION
公司資料

REGISTERED OFFICE

PO Box 309
Ugland House
Grand Cayman
KY1-1104
Cayman Islands

HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS IN HONG KONG

Units 13 & 14, 9th Floor
Worldwide Industrial Centre
43-47 Shan Mei Street
Fotan, the New Territories
Hong Kong

PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE IN THE CAYMAN ISLANDS

Maples Fund Services (Cayman) Limited
PO Box 1093
Boundary Hall, Cricket Square
Grand Cayman
KY1-1102
Cayman Islands

HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

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

PRINCIPAL BANKERS

Bank of China (Hong Kong) Limited
China Construction Bank (Asia) Corporation Limited
Industrial and Commercial Bank of China (Macau) Limited
Nanyang Commercial Bank, Limited

WEBSITE ADDRESS

www.wingfunggroup.com

STOCK CODE

8526

註冊辦事處

PO Box 309
Ugland House
Grand Cayman
KY1-1104
Cayman Islands

香港總辦事處及主要營業地點

香港
新界火炭
山尾街43-47號
環球工業中心
9樓13及14室

開曼群島股份過戶登記總處

Maples Fund Services (Cayman) Limited
PO Box 1093
Boundary Hall, Cricket Square
Grand Cayman
KY1-1102
Cayman Islands

香港證券登記及過戶分處

卓佳證券登記有限公司
香港
皇后大道東183號
合和中心54樓

主要往來銀行

中國銀行(香港)有限公司
中國建設銀行(亞洲)股份有限公司
中國工商銀行(澳門)股份有限公司
南洋商業銀行有限公司

網站

www.wingfunggroup.com

股份代號

8526

CHAIRMAN'S STATEMENT

主席報告

Dear Shareholders,

On behalf of the board of Directors (the "Board") of the Company, it is my pleasure to present the audited financial statements of the Group for the year ended 31 December 2019.

Review and results

The Group is principally engaged as a subcontractor for the provision of supply, installation and fitting-out services of mechanical ventilation and air-conditioning ("MVAC") system for various types of private and public building projects including infrastructural, commercial and residential building projects in Hong Kong and Macau.

In 2019, we achieved milestone development in the Group's business. Other than securing a record number of 12 new projects during the year, the Group was awarded two projects with highest initial contract sum exceeding HK\$85 million and MPO170 million respectively. While the competition in the MVAC system service industry remained fierce, our achievement would not have been possible without the devotion and professionalism of our management team and employees, as well as the unwavering support of our customers, suppliers and other business partners.

The total revenue of the Group decreased by approximately HK\$10.1 million or 5.0% from approximately HK\$200.6 million for the year ended 31 December 2018 to approximately HK\$190.5 million for the year ended 31 December 2019. The Group's profit for the year increased by approximately HK\$11.2 million from approximately HK\$10.1 million for the year ended 31 December 2018 to approximately HK\$21.3 million for the year ended 31 December 2019.

致各位股東：

本人欣然代表本公司董事會（「董事會」）呈報截至二零一九年十二月三十一日止年度本集團的經審核財務報表。

回顧及業績

本集團主要以分包商的身份在香港及澳門提供各類私人及公共樓宇項目（包括基建、商業及住宅樓宇項目）的機械通風及空調系統（「機械通風及空調系統」）供應、安裝及裝修服務。

本集團業務的發展在二零一九年邁向新里程。本年除接獲破紀錄的12個新項目外，本集團獲授兩項新項目，初步金額最高分別逾85百萬港元及170百萬澳門幣。機械通風及空調系統服務行業的競爭依然激烈，若無缺管理團隊的專一精誠與專業態度，以及客戶、供應商和其他業務夥伴對我們的支持始終如一，我們難以達此成就。

本集團的總收益由截至二零一八年十二月三十一日止年度的約200.6百萬港元減少約10.1百萬港元或5.0%至截至二零一九年十二月三十一日止年度的約190.5百萬港元。本集團的年內溢利由截至二零一八年十二月三十一日止年度的約10.1百萬港元增加約11.2百萬港元至截至二零一九年十二月三十一日止年度的約21.3百萬港元。

CHAIRMAN'S STATEMENT

主席報告

Outlook

Looking forward, against the onset of an outbreak of coronavirus disease (the "COVID-19 outbreak") and the continuous US-China trade conflict which has dampened the local economy, the Directors anticipate that the global macro-economic conditions are likely to deteriorate in the short term. In particular, the rising labour cost, stalling of building schedule due to suspension of construction work and shortage of experienced labour caused by reduced labour mobility in light of the travel restrictions between Hong Kong, Macau and the mainland China are amongst the challenges which industry peers have faced from the first quarter of 2020. Although the Directors remain confident in the long term business outlook of Hong Kong and also the performance of the Group, the financial results of the Group in particular in the first half of 2020 may potentially be affected as a result of the adversities.

With the solid foundation of our Group's core business, the Directors believe that the Group is well positioned to compete against its competitors and will continue to strive for growth by leveraging its expertise and the experience of its management team in the MVAC system market and by maintaining stringent cost control and efficient resources management.

A note of appreciation

On behalf of the Board, I wish to take this opportunity to express my deep gratitude to our Shareholders, clients, business partners, suppliers and subcontractors for their continuous support. I would also like to express our sincere appreciation to the Group's management and staff for their commitment, contribution and dedication throughout the years.

Wing Fung Group Asia Limited
Chung Chi Keung
Chairman and Executive Director

Hong Kong, 16 March 2020

展望

展望未來，面對冠狀病毒病疫情爆發（「2019冠狀病毒病爆發」），以及中美持續的貿易衝突抑制本地經濟，董事預期全球宏觀經濟情況於短期內很可能惡化。具體而言，勞工成本上升，建築工程暫停導致建築時間表停滯，以及香港、澳門及中國內地的旅遊限制減少勞工流動導致富有經驗勞工的短缺，均是同行於二零二零年第一季度面對的挑戰。儘管董事對香港的長遠業務前景以及本集團的表現仍然樂觀，本集團的財務業績（尤其是二零二零年上半年）可能會因以上不利因素而受影響。

鑒於本集團核心業務的穩固基礎，董事相信，本集團已準備就緒，以與同行競爭，並將繼續憑藉其專業知識及管理團隊於機械通風及空調系統市場的經驗，以及透過嚴格的成本控制及有效率的資源管理致力增長。

致謝

本人謹代表董事會借此機會對股東、客戶、業務夥伴、承包商及供應商的持續支持表示深切謝意。本人亦謹此對本集團管理層及員工多年來的努力、貢獻及投入表示誠摯感激。

榮豐集團亞洲有限公司
主席兼執行董事
鍾志強

香港，二零二零年三月十六日

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

MANAGEMENT DISCUSSION AND ANALYSIS

Business Review

The Group is principally engaged as a subcontractor for the provision of supply, installation and fitting-out services of MVAC system for various types of private and public building projects including infrastructural, commercial and residential building projects in Hong Kong and Macau.

During the year ended 31 December 2019, the Group was awarded 12 new projects. Amongst the new projects awarded, the award of two projects with an initial contract sum exceeding HK\$85 million and MOP170 million respectively marked a new business milestone in the development of the Group for being the largest contracts in terms of contract sum the Group has ever been awarded in Hong Kong and Macau respectively. In 2019, the Company had undertaken a total of 26 projects, of which 6 were approaching the end of the project cycle and 13 were completed as at 31 December 2019.

During the year ended 31 December 2019, our revenue amounted to approximately HK\$190.5 million (2018: approximately HK\$200.6 million), representing a decrease of approximately 5.0% year on year. Such decrease was mainly attributable to the drop in revenue generated from operations in Macau from approximately HK\$109.1 million for the year ended 31 December 2018 to approximately HK\$37.6 million for the year ended 31 December 2019. Nonetheless, the decrease in revenue generated from the Macau operations was offset by the increase in revenue generated from operations in Hong Kong, from approximately HK\$91.5 million for the year ended 31 December 2018 to approximately HK\$152.9 million for the year ended 31 December 2019, representing an increase of approximately 67.1% year on year. The decrease in revenue generated from our operations in Macau corresponded to the project cycle of our existing projects including the two projects located at Av. do Aeroporto and Taipa in Macau, and as the projects approached the end of project cycle, there were less work done and less revenue recognised in 2019 as compared to the previous year. The increase in revenue generated from our operations in Hong Kong was mainly attributable to a substantial amount of works performed for existing projects (in particular, the two projects located at Repulse Bay and Shatin) during the year ended 31 December 2019 as compared with the year ended 31 December 2018.

管理層討論及分析

業務回顧

本集團主要以分包商的身份在香港及澳門提供各類私人及公共樓宇項目(包括基建、商業及住宅樓宇項目)的機械通風及空調系統供應、安裝及裝修服務。

於截至二零一九年十二月三十一日止年度，本集團獲授予12個新項目。於獲授予的新項目中，兩個項目的初步合約金額分別超過85百萬港元及170百萬澳門幣，為本集團分別於香港及澳門歷來就合約金額而言所獲授予的最大合約，標誌著本集團發展的新業務里程碑。於二零一九年，本集團承接合共26個項目，其中6個已接近完成項目週期，而13個已於二零一九年十二月三十一日竣工。

於截至二零一九年十二月三十一日止年度，收益同比減少約5.0%至約190.5百萬港元(二零一八年：約200.6百萬港元)。有關減少乃主要由於在澳門營運所產生的收益由截至二零一八年十二月三十一日止年度的約109.1百萬港元減少至約截至二零一九年十二月三十一日止年度的約37.6百萬港元所致。然而，在香港營運所產生的收益由截至二零一八年十二月三十一日止年度的約91.5百萬港元同比增加約67.1%至截至二零一九年十二月三十一日止年度的約152.9百萬港元，抵銷了在澳門營運所產生的收益跌幅。在澳門營運所產生的收益減少與現有項目的項目週期有關，包括位於澳門機場大馬路和氹仔的兩個項目，因該等項目接近項目週期完結，二零一九年所完成的工作及確認的收益均較去年少。在香港營運所產生的收益增加乃主要由於相較截至二零一八年十二月三十一日止年度，截至二零一九年十二月三十一日止年度的現有項目(尤其兩個位於淺水灣及沙田的項目)的工作量非常多。

MANAGEMENT DISCUSSION AND ANALYSIS
管理層討論及分析**Financial Review****Revenue**

During the year ended 31 December 2019, the Group recorded (i) an increase in revenue of approximately HK\$20.8 million from new projects (in particular two new projects located at Admiralty and Chek Lap Kok); and (ii) an increase in revenue of approximately HK\$103.5 million due to the increase in the amount of work under our existing projects as compared with the year ended 31 December 2018 (in particular, the projects located at Repulse Bay and Shatin which contributed to an increase in revenue of approximately HK\$78.8 million). However, the aforesaid increments were offset by (i) a decrease in revenue of approximately HK\$3.2 million resulting from the completion of certain projects during the year ended 31 December 2018; and (ii) a decrease in revenue of approximately HK\$131.2 million due to the decrease in the amount of work under our existing projects as compared with the year ended 31 December 2018 (in particular, for the two projects located at Kowloon Bay and Taipa in Macau which contributed to a decrease in revenue of approximately HK\$100.0 million). As a result, our revenue decreased from approximately HK\$200.6 million for the year ended 31 December 2018 to approximately HK\$190.5 million for the year ended 31 December 2019, representing a decrease of approximately 5.0%.

Cost of Services

Our cost of services decreased from approximately HK\$162.3 million for the year ended 31 December 2018 to approximately HK\$145.2 million for the year ended 31 December 2019, representing a decrease of approximately 10.5%. Such decrease was primarily attributable to the combined effect of the increase in our subcontracting charges of approximately HK\$9.9 million, and the decrease in our materials and equipment costs of approximately HK\$28.0 million for the year ended 31 December 2019.

財務回顧**收益**

於截至二零一九年十二月三十一日止年度，本集團已錄得(i)來自新項目的收益增加約20.8百萬港元，尤其是位於金鐘及赤鱘角的兩個新項目；及(ii)我們在現有項目下工程金額較截至二零一八年十二月三十一日止年度增加，尤其是位於淺水灣及沙田的項目，貢獻約78.8百萬港元的收益增長，令收益增加約103.5百萬港元。然而，上述增長因下列各項而抵銷：(i)於截至二零一八年十二月三十一日止年度若干項目完成導致收益減少約3.2百萬港元；及(ii)我們在現有項目下工程金額較截至二零一八年十二月三十一日止年度減少，尤其是位於九龍灣及澳門氹仔兩個項目，貢獻的收益減少約100.0百萬港元，令收益下跌約131.2百萬港元。因此，我們的收益由截至二零一八年十二月三十一日止年度的約200.6百萬港元減少約5.0%至截至二零一九年十二月三十一日止年度的約190.5百萬港元。

服務成本

服務成本由截至二零一八年十二月三十一日止年度的約162.3百萬港元減少至截至二零一九年十二月三十一日止年度的約145.2百萬港元，跌幅約10.5%。服務成本減少乃主要由於截至二零一九年十二月三十一日止年度的分包費用增加約9.9百萬港元，以及材料及設備成本減少約28.0百萬港元的綜合影響所致。

MANAGEMENT DISCUSSION AND ANALYSIS
管理層討論及分析**Gross Profit and Gross Profit Margin**

Our gross profit increased by approximately 18.0% from approximately HK\$38.3 million for the year ended 31 December 2018 to approximately HK\$45.2 million for the year ended 31 December 2019. The increase in our gross profit was primarily due to our improved gross profit margin from approximately 19.1% for the year ended 31 December 2018 to approximately 23.8% for the year ended 31 December 2019. The improvement in our gross profit margin was principally attributable to the increase in the amount of our works in the project located at Shatin (which has a relatively higher gross profit margin and contributed 40.5% of our total revenue for the year ended 31 December 2019).

Listing Expenses

During the year ended 31 December 2018, our Group recognised non-recurring listing expenses of approximately HK\$7.1 million in connection with the listing of shares of the Company (the "Shares") on GEM of the Stock Exchange in February 2018. No such expenses were recognised for the year ended 31 December 2019.

Administrative Expenses

Our administrative expenses remained relatively stable at approximately HK\$17.5 million for the year ended 31 December 2019 (2018: approximately HK\$17.3 million).

Income Tax Expense

Income tax expense for the Group increased by approximately 69.0% from approximately HK\$2.9 million for the year ended 31 December 2018 to approximately HK\$4.9 million for the year ended 31 December 2019. The increase was mainly due to the increase in profit before income tax.

毛利及毛利率

毛利由截至二零一八年十二月三十一日止年度的約38.3百萬港元增加約18.0%至截至二零一九年十二月三十一日止年度的約45.2百萬港元。毛利增加乃主要由於毛利率由截至二零一八年十二月三十一日止年度的約19.1%上升至截至二零一九年十二月三十一日止年度的約23.8%。毛利率改善乃主要歸因於我們位於沙田的項目的工程金額增加(有相對較高的毛利率及為我們截至二零一九年十二月三十一日止年度總收益貢獻40.5%)。

上市開支

截至二零一八年十二月三十一日止年度，本集團就本公司股份(「股份」)於二零一八年二月在聯交所GEM上市，錄得非經常性上市開支約7.1百萬港元。截至二零一九年十二月三十一日止年度並無確認有關開支。

行政開支

行政開支維持相對穩定，於截至二零一九年十二月三十一日止年度約為17.5百萬港元(二零一八年：約17.3百萬港元)。

所得稅開支

本集團的所得稅開支由截至二零一八年十二月三十一日止年度約2.9百萬港元增加約69.0%至截至二零一九年十二月三十一日止年度約4.9百萬港元。增加主要由於除所得稅前溢利增加。

MANAGEMENT DISCUSSION AND ANALYSIS
管理層討論及分析**Profit for the Year**

As a result of the foregoing, our profit for the year increased by approximately HK\$11.2 million from approximately HK\$10.1 million for the year ended 31 December 2018 to approximately HK\$21.3 million for the year ended 31 December 2019. Excluding the one-off exceptional expenses incurred during the year ended 31 December 2018 for the Listing of the Company, our adjusted profit increased by approximately HK\$4.0 million or 23.1% from approximately HK\$17.3 million for the year ended 31 December 2018 to approximately HK\$21.3 million for the year ended 31 December 2019.

Liquidity and Financial Resources

As at 31 December 2019, the Group had total assets of approximately HK\$140.7 million (2018: approximately HK\$130.6 million), which is financed by total liabilities and shareholders' equity (comprising share capital and reserves) of approximately HK\$38.6 million (2018: approximately HK\$49.9 million) and approximately HK\$102.1 million (2018: approximately HK\$80.7 million), respectively.

As a result of partial repayment of bank borrowing during the year, the total interest-bearing borrowing of the Group as at 31 December 2019 dropped to approximately HK\$6.5 million (31 December 2018: approximately HK\$13.1 million), and current ratio increased from approximately 2.6 times as at 31 December 2018 to approximately 3.7 times as at 31 December 2019.

The Group's borrowing and bank balances are mainly denominated in Hong Kong dollars and there was no significant exposure to foreign exchange rate fluctuations during the year.

The Group's gearing ratio, which is calculated by dividing bank borrowing and lease liabilities by total equity at the year-end date, decreased from approximately 16.3% as at 31 December 2018 to approximately 7.1% as at 31 December 2019, primarily due to the decrease in the level of bank borrowing and the increase in total equity. The decrease in the level of bank borrowing was primarily due to the partial repayment of the bank borrowing during the year, whereas the increase in total equity was primarily the result of recording a net profit for the year ended 31 December 2019.

年內溢利

由於前文所述，年內溢利由截至二零一八年十二月三十一日止年度的約10.1百萬港元增加約11.2百萬港元至截至二零一九年十二月三十一日止年度的約21.3百萬港元。撇除本公司就上市而於截至二零一八年十二月三十一日止年度產生的一次性特殊開支，經調整溢利由截至二零一八年十二月三十一日止年度的約17.3百萬港元增加約4.0百萬港元或23.1%至截至二零一九年十二月三十一日止年度的約21.3百萬港元。

流動資金及財務資源

於二零一九年十二月三十一日，本集團的總資產約為140.7百萬港元（二零一八年：約130.6百萬港元），分別以負債總額及股東權益（包括股本及儲備）約38.6百萬港元（二零一八年：約49.9百萬港元）及約102.1百萬港元（二零一八年：約80.7百萬港元）撥資。

基於年內償還部分銀行借貸，於二零一九年十二月三十一日，本集團的計息借貸總額下跌至約6.5百萬港元（二零一八年十二月三十一日：約13.1百萬港元），及流動比率由二零一八年十二月三十一日的約2.6倍增加至二零一九年十二月三十一日的約3.7倍。

本集團的借貸及銀行結餘主要以港元計值，年內並無外匯匯率波動之重大風險。

本集團的資本負債比率（按年結日的銀行借貸及租賃負債除以權益總額計算）由二零一八年十二月三十一日的約16.3%降至二零一九年十二月三十一日的約7.1%，乃主要由於銀行借貸水平下降及權益總額增加所致。銀行借貸水平下降主要由於我們於年內償還部分銀行借貸，而權益總額增加主要由於在截至二零一九年十二月三十一日止年度錄得純利所致。

MANAGEMENT DISCUSSION AND ANALYSIS
管理層討論及分析**Principal Risks and Uncertainties**

The management considers that the followings are the principal risks and uncertainties faced by the Group:

- (i) the business of the Group relies on successful tenders and any failure of the Group to secure tender contracts would affect the operations and financial results of the Group;
- (ii) erroneous or inaccurate estimation of project duration and the costs involved when determining the tender price may adversely affect the profitability and financial performance of the Group;
- (iii) the Group's historical revenue and profit margin may not be indicative of its future revenue and profit margin; and
- (iv) any delay or defects of the works of the suppliers and subcontractors of the Group would adversely affect its operations and financial results.

For other risks and uncertainties faced by the Group, please refer to the section headed "Risks Factors" in the prospectus of the Company dated 12 February 2018 (the "Prospectus").

Relationship with customers, suppliers, subcontractors and employees**Customers**

The Group's customers mainly include main contractors and subcontractors of various types of building projects including infrastructural, commercial and residential building projects in Hong Kong and Macau. The Group has maintained business relationship with the top customers for a period ranging from approximately 1 year to over 10 years. The Directors believe the Group has established good relationship with its customers and receives invitations from the repeat customers to submit tenders from time to time.

主要風險及不確定因素

管理層認為下列各項為本集團面對的主要風險及不確定因素：

- (i) 本集團的業務倚賴競標成功，而本集團未能取得競標合約會影響本集團的營運及財務業績；
- (ii) 釐定競標價格時對項目時長及成本的錯誤或不準確的估計或會對本集團的盈利能力及財務表現產生不利影響；
- (iii) 本集團的過往收益及利潤率未必可作為日後收益及利潤率的指標；及
- (iv) 本集團供應品及分包商的工程有任何延誤或缺陷將對其經營及財務業績造成不利影響。

有關本集團所面對的其他風險及不確定因素，請參閱本公司日期為二零一八年二月十二日之招股章程（「招股章程」）「風險因素」一節。

與客戶、供應商、分包商的關係及僱員**客戶**

本集團的客戶主要包括香港及澳門各種樓宇項目（包括基建、商業及住宅樓宇項目）的總承建商及分包商。本集團與主要客戶保持介乎約1年至10年以上的業務關係。董事認為，本集團已與客戶建立良好關係，並不時獲回頭客邀請提交標書。

MANAGEMENT DISCUSSION AND ANALYSIS
管理層討論及分析**Suppliers and Subcontractors**

During the year ended 31 December 2019, the suppliers and subcontractors of the Group included (i) suppliers of air-conditioning equipment and materials; (ii) suppliers of processing services on the Group's equipment and materials; (iii) machinery rental service providers; and (iv) subcontractors engaged by the Group to perform the site works. The Group engaged the suppliers and subcontractors on a regular basis.

The Group maintains an internal list of approved suppliers and subcontractors. The Group selects suppliers based on a number of factors such as their prices, quality of the goods and services supplied, past performances and timeliness of delivery. While engaging subcontractors, the Group selects the subcontractors for a project by taking into account their availability of resources and manpower, experience, track record, service quality, safety performance, timeliness of delivery, reputation and fee quotations.

The Group did not encounter any material difficulty in sourcing equipment and materials and services from our suppliers or assigning subcontractors during the year ended 31 December 2019.

Employees

The Group respects its employees and endeavours to provide better working conditions for its employees. We offer competitive remuneration and a fair, flexible and transparent recruitment process to attract and retain talents and promotes equal opportunities among employees. Further details can also be found in section headed "Environmental, Social and Governance Report" of this annual report.

供應商及分包商

截至二零一九年十二月三十一日止年度，本集團的供應商及分包商包括：(i)空調設備及材料供應商；(ii)本集團設備及材料的加工服務供應商；(iii)機械租賃服務供應商；及(iv)獲本集團委聘進行地盤工程的分包商。本集團定期委聘供應商及分包商。

本集團備存一份認可供應商及分包商的內部名單。本集團根據多項因素甄選供應商，例如價格、所提供貨物及服務質素、過往表現及準時交付能力。委聘分包商時，本集團會考慮彼等可供使用的資源及人力、經驗、往績、服務質素、安全表現、準時交付能力、聲譽及報價，為項目甄選分包商。

截至二零一九年十二月三十一日止年度，本集團向供應商採購設備及材料及服務或指派分包商時並無遇到任何重大困難。

僱員

本集團尊重員工，致力為員工提供更佳的工作條件。我們提供具競爭力的薪酬以及公平、靈活及透明的招聘流程，以吸引及挽留人才並促進員工之間的平等機會。更多詳情亦可見本年報「環境、社會及管治報告」一節。

MANAGEMENT DISCUSSION AND ANALYSIS
管理層討論及分析**Capital Structure**

The Shares were successfully listed on GEM of the Stock Exchange on 27 February 2018 (the “**Listing**”). Immediately upon Listing, the total issued share capital of the Company was HK\$5,740,000 divided into 574,000,000 Shares of par value of HK\$0.01 each. There has been no change in the capital structure of the Group since then. The share capital of the Group comprises only ordinary shares.

As at 31 December 2019 and 31 December 2018, the Company’s issued share capital was HK\$5,740,000 divided into 574,000,000 ordinary Shares of par value of HK\$0.01 each.

Capital Commitments

As at 31 December 2019 and 2018, the Group did not have any capital commitments contracted but not provided for.

Future Plans for Material Investments and Capital Assets

Save as disclosed in the Prospectus and this annual report, the Group did not have any plans for material investments or capital assets as at 31 December 2019.

Material Acquisitions and Disposals of Subsidiaries, Associates and Joint Ventures

During the year ended 31 December 2019, the Group did not have any material acquisitions or disposals of subsidiaries and affiliated companies.

Contingent Liabilities

Save as disclosed in note 26 of the notes to the consolidated financial statements, as at 31 December 2019 and 31 December 2018, the Group did not have other material contingent liabilities.

資本結構

股份於二零一八年二月二十七日成功在聯交所GEM上市(「上市」)。緊隨上市後，本公司之已發行股本總額為5,740,000港元，分為574,000,000股每股面值0.01港元之股份。自此本集團的資本結構並無變動。本集團的股本僅由普通股組成。

於二零一九年十二月三十一日及二零一八年十二月三十一日，本公司之已發行股本為5,740,000港元，分為574,000,000股每股面值0.01港元之普通股。

資本承擔

於二零一九年及二零一八年十二月三十一日，本集團並無任何已訂約但未計提撥備的資本承擔。

重大投資及資本資產的未來計劃

除招股章程及本年報所披露者外，於二零一九年十二月三十一日，本集團並無任何重大投資或資本資產的計劃。

附屬公司、聯營公司及合營企業之重大收購及出售

截至二零一九年十二月三十一日止年度，本集團並無任何附屬公司及聯屬公司之重大收購或出售。

或然負債

除綜合財務報表附註的附註26所披露者外，於二零一九年十二月三十一日及二零一八年十二月三十一日，本集團並無其他重大或然負債。

MANAGEMENT DISCUSSION AND ANALYSIS
管理層討論及分析**Foreign Exchange Exposure**

The Group's revenue generating operations are mainly transacted in Hong Kong dollars and MOP. The Directors consider the impact of foreign exchange exposure to the Group is minimal and the Group did not engage in any derivatives agreements nor commit to any financial instrument to hedge its foreign exchange exposure during the year ended 31 December 2019.

Pledge of Assets

Save as disclosed in note 18 of the notes to the consolidated financial statements, as at 31 December 2019 and 2018, the Group did not have other pledge of assets.

Employees and Remuneration Policies

As at 31 December 2019, the Group employed a total of 170 (31 December 2018: 164) employees, of whom 116 (31 December 2018: 110) were labour workers nominated by subcontractors. The relevant cost of employing the labour workers nominated by subcontractors was classified as subcontracting charges and the staff costs, including Directors' emoluments, of the Group were approximately HK\$24.3 million for the year ended 31 December 2019 (2018: approximately HK\$23.3 million).

The Group promotes individuals based on their performance and development potential in the positions held. In order to attract and retain high quality staff, competitive remuneration package is offered to employees (with reference to market norms and individual employees' performance, qualification and experience). On top of basic salaries, bonuses may be paid with reference to the Group's performance as well as individual's performance. Other staff benefits include provision of retirement benefits, medical benefits and sponsorship of training courses.

外匯風險

本集團產生收益的營運主要以港元及澳門幣交易。董事認為外匯風險對本集團的影響極微，截至二零一九年十二月三十一日止年度，本集團並無訂立任何衍生工具協議，亦無承擔任何財務工具，以對沖其外匯風險。

資產抵押

除綜合財務報表附註的附註18所披露外，於二零一九年及二零一八年十二月三十一日，本集團概無其他資產抵押。

僱員及薪酬政策

於二零一九年十二月三十一日，本集團合共僱用170名(二零一八年十二月三十一日：164名)僱員，其中116名(二零一八年十二月三十一日：110名)為由分包商提名的工人。僱用由分包商提名的工人的相關成本已被分類為分包費用，而截至二零一九年十二月三十一日止年度，本集團的員工成本(包括董事酬金)約為24.3百萬港元(二零一八年：約23.3百萬港元)。

本集團根據個人表現及於所任職位的發展潛力晉升僱員。為吸引及挽留高質素員工，本集團向僱員提供具競爭力的薪酬組合(參考市場常規及個別僱員的表現、資格及經驗)。除了基本薪金，本集團或會按本集團的表現以及個人表現發放花紅。其他員工福利包括提供退休福利、醫療福利及贊助培訓課程。

MANAGEMENT DISCUSSION AND ANALYSIS
管理層討論及分析**Events after the Reporting Period**

Following the outbreak of Coronavirus Disease 2019 (“COVID-19 outbreak”) in early 2020, a series of precautionary and control measures have been implemented globally. The Group has assessed that as a result of the COVID-19 outbreak, it may have the following possible impacts to the Group:

- progress of construction projects in Hong Kong and Macau were delayed temporarily in the first quarter because of the postponement of work resumption after the Chinese New Year holiday, which may in turn affect the operating results of the Group for the first half of 2020; and
- the temporarily slowdown of business activities resulted from the COVID-19 outbreak may lead to delay in settlements from the customers and the Group may have to experience longer turnover time for recovering the trade receivables and contract assets which may increase the associated credit risks.

As at the date of this report, the impacts of the COVID-19 outbreak on the Group’s financial performance and the macro-economic conditions as a whole remain uncertain, the Group is unable to quantify the related financial effects. The Group will continue to monitor and assess the development of the COVID-19 outbreak and evaluate its financial impact on the Group.

報告期後事項

於二零二零年初2019冠狀病毒病爆發（「2019冠狀病毒病爆發」）後，全球已採取一連串預防及控制措施。本集團已評估2019冠狀病毒病爆發後，可能對本集團有以下影響：

- 香港及澳門建築項目於第一季的進度暫時延後，因為農曆新年後延期復工，其可能進而影響本集團於二零二零年上半年的營運業績；及
- 2019冠狀病毒病爆發導致商業活動暫時放緩，可能令客戶的結付延遲，而本集團可能在收回貿易應收款項及合約資產方面，經歷較長的周轉期，令相關信貸風險增加。

於本報告日期，2019冠狀病毒病爆發對本集團的財務表現及整體宏觀經濟狀況的影響仍未確定，本集團無法量化相關財務影響。本集團將繼續監察及評估2019冠狀病毒病爆發的發展及評估其對本集團的財務影響。

CORPORATE GOVERNANCE REPORT

企業管治報告

CORPORATE GOVERNANCE PRACTICE

The Directors and the management of the Group recognise the importance of sound corporate governance to the long-term success and continuing development of the Group. Therefore, the Board is committed to upholding good corporate standards and procedures, so as to enhance the accountability system and transparency of the Group, protect the interests of the Company's stakeholders and create value for shareholders of the Company.

The Company's corporate governance practices are based on the principles and code provisions as set out in the Corporate Governance Code and Corporate Governance Report (the "CG Code") as set out in Appendix 15 of the GEM Listing Rules. Throughout the year ended 31 December 2019 (the "Relevant Period"), the Company has adopted and complied with, where applicable, the CG Code to ensure that the Group's business activities and decision making processes are regulated in a proper and prudent manner, except for Code Provision A.2.1 of the CG Code.

Pursuant to Code Provision A.2.1 of the CG Code, the roles of chairman and chief executive officer should be separate and should not be performed by the same individual. Mr. Chung Chi Keung ("Mr. Chung") is currently the chairman of the Board and the chief executive officer of the Company, responsible for formulating the overall business strategies and overseeing the business and operation of the Group. Considering that Mr. Chung has been responsible for the overall management and operation of the Group since its inception, the Board believes that it is in the best interest of the Group to have Mr. Chung taking up both roles for effective management and business development.

企業管治常規

本集團董事及管理層肯定健全企業管治對本集團的長遠成功及持續發展極為重要。因此，董事會一直致力維持優良企業標準及程序，以改善本集團的問責制度及提高透明度，保障本公司股東利益及為本公司股東創造價值。

本公司的企業管治常規乃基於GEM上市規則附錄十五所載企業管治守則及企業管治報告（「企業管治守則」）所訂明的原則及守則條文。於截至二零一九年十二月三十一日止年度整年（「有關期間」），本集團已採納及遵從企業管治守則條文（如適用），確保本集團的業務活動及決策過程受恰當和審慎方式規管（企業管治守則條文第A.2.1條除外）。

根據企業管治守則的守則條文第A.2.1條，主席及行政總裁的角色應有區分，並不應由一人同時兼任。鍾志強先生（「鍾先生」）現為董事會主席兼本公司行政總裁，負責制定本集團的整體業務策略及監控業務及營運。鑒於鍾先生自本集團成立以來一直負責其整體管理及營運，董事會相信，鍾先生同時承擔兩個角色就有效管理及業務發展而言符合本集團的最佳利益。

CORPORATE GOVERNANCE REPORT
企業管治報告**BOARD OF DIRECTORS****Overall Management**

The Board is responsible for the overall management of the business of the Group, formulating the Group's overall strategic direction and corporate governance and maintaining appropriate levels of review, challenge and guidance in its relationship with the management. The management is delegated with the authority and responsibility by the Board for the day-to-day management and administration of the Group.

The Board is provided with the updates from management to give a balanced and understandable assessment of the performance, recent development and prospects of the Group on a regular basis. The Board is the ultimate decision-making body for all matters material to the Group and discharges its responsibilities on corporate governance either by itself or the Board Committees set out in Code Provision D.3.1 of the CG Code which include the following:

1. to develop and review the policies and practice on corporate governance of the Group and make recommendations;
2. to review and monitor the training and continuous professional development of the Directors and senior management;
3. to review and monitor the Group's policies and practices on compliance with legal and regulatory requirements;
4. to develop, review and monitor the code of conduct and compliance manual applicable to the Directors and employees; and
5. to review the Company's compliance with the CG Code and disclosure in the corporate governance report of the Company.

董事會**總體管理**

董事會負責全面管理本集團業務、制定本集團整體策略方向及企業管治及對其與管理層的關係維持適當水平的審核、質疑及指引。管理層獲董事會轉授權限及責任執行本集團日常管理及行政事宜。

董事會定期獲管理層提供更新資料，以對本集團的表現、最新發展及前景作出公正及易於理解的評估。董事會是對本集團重大的所有事項的最終決策機構，並自行或透過董事委員會履行企業管治守則的守則條文第D.3.1條所載其有關企業管治的責任，其中包括以下各項：

1. 制定及審閱有關本集團企業管治的政策及常規，並作出推薦建議；
2. 審閱及監督董事及高級管理層的培訓及持續職業發展；
3. 審閱及監督本集團有關法律及監管規定合規的政策及常規；
4. 制定、審閱及監督董事及僱員的適用行為準則及合規手冊；及
5. 審閱本公司是否遵守企業管治守則及本公司企業管治報告所載披露。

CORPORATE GOVERNANCE REPORT
企業管治報告**Composition of the Board**

As at 31 December 2019, the Board comprises five Directors, including two executive Directors and three independent non-executive Directors (the “INED”) as set out below:

Executive Directors

Mr. Chung Chi Keung (*Chairman and Chief Executive Officer*)
Ms. Lai Suk Fan

Independent Non-executive Directors

Mr. Choy Hiu Fai Eric
Mr. Lei For
Mr. Lai Wai Ming

Biographical details of the Directors are set out in “Biographical Details of Directors and Senior Management” on pages 45 to 49 of this annual report.

In compliance with Rules 5.05A, 5.05(1) and (2) of the GEM Listing Rules, the Company has appointed three INEDs representing not less than one-third of the Board and at least one of whom has appropriate professional qualifications, or accounting or related financial management expertise. The Company has received from each INED an annual confirmation of his independence, and the Board, through the Nomination Committee of the Company (the “Nomination Committee”), has assessed and considered the INEDs to be independent during the Relevant Period in accordance with Rule 5.09 of the GEM Listing Rules.

The Board considers that the balance of power and authority, accountability and independent decision-making under our present arrangement will not be impaired because of the diverse background and experience of our INEDs. Furthermore, all Board Committees including the Audit Committee of the Company (the “Audit Committee”) has free and direct access to the Company’s external auditor or independent professional adviser(s) when they consider necessary.

To the best knowledge of the Board, there are no other relationship (including financial business, family, and other material/relevant relationships) among the members of the Board as of the date of this report.

董事會組成

於二零一九年十二月三十一日，董事會包括五名董事，其中有兩名執行董事以及三名獨立非執行董事（「獨立非執行董事」）：

執行董事

鍾志強先生 (*主席兼行政總裁*)
黎淑芬女士

獨立非執行董事

蔡曉輝先生
利科先生
黎偉明先生

董事履歷詳情載於本年度報告第45至49頁「董事及高級管理層履歷」。

根據GEM上市規則第5.05A、5.05(1)及(2)條，本公司已委任三名獨立非執行董事，佔不少於董事會三分之一，且其中至少一名具備適當專業資質、或會計或相關財務管理專長。本公司已接獲各獨立非執行董事對各自獨立性的年度確認書，而根據GEM上市規則第5.09條，董事會透過本公司提名委員會（「提名委員會」），已評估及認為獨立非執行董事於有關期間當屬獨立。

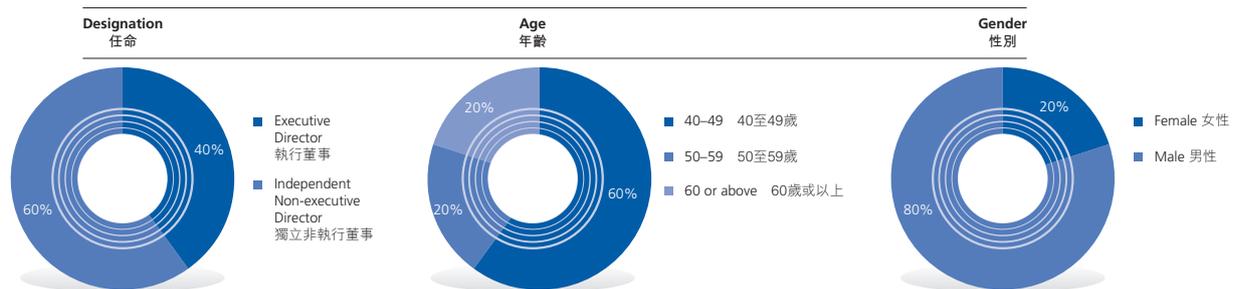
董事會認為，由於獨立非執行董事的背景及經驗多元化，故現有安排下的權力與職權制衡、問責性及獨立決策將不受影響。此外，所有董事委員會（包括本公司審核委員會（「審核委員會」））可自由而直接地與本公司的外部核數師及獨立專業顧問聯繫。

就董事會所深知，截至本報告日期，董事會成員之間並無其他關係（包括財務事項、家屬及其他重大／相關關係）。

CORPORATE GOVERNANCE REPORT
企業管治報告

Diversity

The composition of the Board is well balanced with each Director having skills, experience and expertise complementing the business operations and development of the Group and from a variety of backgrounds. There is diversity of education, professional background, functional expertise, gender, age, culture and industrial experience.



A Board Diversity Policy of the Company was adopted in preparation for the Listing and amended in December 2018 by the Board. The said Policy sets out the approach to achieve diversity on the Board and the factors (including but not limited to skills, regional and industry experience, professional experience, background, education, race, gender, age, culture and other qualities, etc.) to be considered in determining the composition of the Board so as to ensure that the Board has the appropriate balance of skills, experience and diversity of perspectives that are required to support the execution of its business strategy and to maximise the Board's effectiveness.

Board Process and Meetings

The Board meets regularly to determine overall strategies, receive management updates, approve business plans as well as financial results and to consider other significant matters to the Group. Management also provides updates to the Board with respect to the business activities and development of the Group on a regular basis.

Each Director ensures that he/she can give sufficient time and attention to the affairs of the Company and contribute to the Group's development through their constructive and informed comments. All of the members of the Board have also disclosed and updated their number and nature of offices held and time involved in handling the matters of the Company on a regular basis.

多元化

各董事具備與本集團業務營運及發展相輔相成的技能、經驗及專長且來自不同背景，故董事會組成已達致良好平衡。各董事的教育、專業背景、專業知識、性別、年齡、文化及行業經驗呈現多元化。

本公司的董事會多元化政策已經董事會為籌備上市而採納並於二零一八年十二月修訂。所述政策載列董事會為達致成員多元化而採取的方針及釐定董事會組合的考慮因素(包括但不限於技能、宗教及行業經歷、專業經驗、背景、教育、種族、性別、年齡、文化及其他資質)，從而確保董事會成員在技能、經驗及觀點與角度多樣化方面保持適當的平衡，以支持其業務策略的執行及令董事會有效運作。

董事會流程及會議

董事會定期舉行會議，以釐定整體策略，接收管理層更新，批准業務規劃以及財務業績，並考慮本集團其他重大事項。管理層亦定期向董事會提供有關本集團業務活動及發展的最新進展。

各董事確保其能夠投入足夠的時間及精力處理本公司事務，並透過提出具建設性及明智的意見，為本集團的發展作出貢獻。董事會所有成員亦定期披露及更新其所擔任職位的數目及性質，以及處理本公司事務所投入的時間。

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During the Relevant Period, the Board had held four meetings to approve, among other things, matters relating to the quarterly, interim and annual financial results, the scope of services and related fees to the external auditors, the engagement of consultant to internal control function and to review the business strategies, adjustment to remuneration packages to the executive Directors and consider the reports from each Board Committee. The Board also approved the change of external auditors, its scope of services and related fees. The Directors' attendance records of the Board meetings held during the Relevant Period are set out below. An annual general meeting ("AGM") and a private meeting between the Chairman and the INEDs as required by Code A.2.7 of the CG Code had been held during the Relevant Period.

Members of Directors

Attendance of Board and Committee Meetings, Annual General Meeting and Training during the Relevant Period

於有關期間，董事會舉行四次會議以批准（其中包括）季度、中期及年度財務業績、外部核數師的服務範圍及相關費用、委聘內部監控職能顧問、調整執行董事的薪酬組合及審閱業務策略並考慮各董事委員會提呈的報告。董事會亦批准變更外部核數師、其服務範圍及相關費用。董事於有關期間出席董事會會議的記錄載於下文。股東週年大會（「股東週年大會」）及根據企業管治守則第A.2.7條守則規定之主席與獨立非執行董事間的非公開會議已於有關期間舉行。

董事成員

有關期間董事會及委員會會議、股東週年大會及培訓的出席情況

Name of Directors	No. of Board meetings attended/eligible to attend	No. of Audit Committee meetings attended/eligible to attend	No. of	No. of	Annual General Meeting (12 June 2019)	Training ^{Note 1}
			Remuneration Committee meetings attended/eligible to attend	Nomination Committee meetings attended/eligible to attend		
董事姓名	已出席／合資格出席董事會會議次數	已出席／合資格出席審核委員會會議次數	已出席／合資格出席薪酬委員會會議次數	已出席／合資格出席提名委員會會議次數	股東週年大會（二零一九年六月十二日）	培訓 ^{Note 1}
Executive Directors						
Mr. Chung Chi Keung	鍾志強先生	N/A	2/2	1/1	1/1	✓
Ms. Lai Suk Fan	黎淑芬女士	N/A	N/A	N/A	1/1	✓
Independent Non-executive Directors						
Mr. Choy Hiu Fai Eric	蔡曉輝先生	5/5	2/2	N/A	1/1	✓
Mr. Lei For	利科先生	5/5	N/A	1/1	1/1	✓
Mr. Lai Wai Ming	黎偉明先生	5/5	2/2	1/1	1/1 ^{Note 2}	✓

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- (1) This includes attending briefings, seminars, conferences, forum relevant to the directors' duties and responsibilities, the Group's business, development, strategies, etc. arranged by the Company or external organisations or reading regulatory/corporate governance updates.
- (2) Attended via tele-conference

Terms of Appointment and Re-election of Directors

Each of the executive Directors have entered into a service agreement, and each of the INEDs signed a letter of appointment with, the Company. Both the said service agreements and letters of appointment are for an initial term of three years commencing from the date of the Listing, subject to re-election in accordance with amended and restated Articles of Association of the Company, as amended from time to time, (the "Articles") and termination in accordance with their respective terms.

Pursuant to Article 16.18 of the Articles, one-third of the Directors shall retire from office by rotation at each AGM of the Company and every Director shall be subject to retirement by rotation at least every three years. However, a retiring Director shall be eligible for re-election. Any Director who is appointed by the Board to fill a casual vacancy and any Director appointed by the Board as an addition to the existing Board shall hold office only until the next following general meeting of the Company and shall be eligible for re-election at that meeting pursuant to Article 16.2 of the Articles.

As such, Mr. Lai Wai Ming and Mr. Chung Chi Keung will retire from office as Directors and, being eligible, will offer themselves for re-election at the forthcoming AGM of the Company which is scheduled to be held on 2 June 2020 in accordance with the Articles and relevant code provision under the CG Code.

Code of Conduct for Securities Transactions by Directors

The Group has adopted a code of conduct regarding securities transactions by the Directors on the terms no less exacting than the required standard of dealing set out in Rules 5.48 to 5.67 of the GEM Listing Rules. The Company has also made specific enquiry of all the Directors and all Directors confirmed that they had complied with the required standard of securities dealings regarding transactions during the Relevant Period. The Company

附註：

- (1) 包括參加由本公司或外部組織安排的與董事職責及責任、本集團業務、發展、策略相關的簡會、研討會、協商會、論壇，或閱讀監管／企業管治更新資料。
- (2) 以電話會議方式出席

董事委任及重選連任條款

執行董事各自已與本公司訂立服務協議，而獨立非執行董事各自已與本公司簽訂委任書。上述服務協議及委任書的初步年期均為自上市日期起計三年，惟根據本公司不時修訂的經修訂及經重列組織章程細則（「細則」）可膺選連任及根據各自的條款終止。

根據細則第16.18條，三分之一董事須於本公司每屆股東週年大會上輪值退任，且每名董事須至少每三年輪值退任一次。然而，退任董事合資格膺選連任。任何獲董事會委任填補臨時空缺的董事及任何獲董事會委任加入現有董事會的董事僅可任職至本公司下屆股東大會止，並合資格根據細則第16.2條於該大會膺選連任。

因此，根據細則及企業管治守則之相關守則條文，黎偉明先生及鍾志強先生將於本公司計劃訂於二零二零年六月二日舉行的應屆股東週年大會上退任董事職務，並合資格且願意膺選連任。

董事進行證券交易的行為守則

本集團已採納有關董事進行證券交易的行為守則，其條款的嚴格程度不遜於GEM上市規則第5.48至5.67條所載的規定買賣準則。本公司亦已向全體董事作出具體查詢及所有董事確認彼等於有關期間已遵守有關證券交易

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was not aware of any non-compliance with the required standard of dealings regarding securities transactions by the Directors during the Relevant Period.

Directors' Training and Professional Development

The Group acknowledges the importance of continuing professional development for the Directors to extend and refresh their knowledge and skills. Every Director keeps abreast of responsibilities as a director of the Company and of the conduct, business activities and developments of the Company.

The Directors are fully aware of the requirement under the Code Provision A.6.5 of the CG Code regarding professional development. During the Relevant Period, the Company had organised a training session in relation to the internal control for Hong Kong listed companies and recent updates for environmental, social and governance related matters. The Company also circulated regulatory updates to the Directors from time to time to ensure that all Directors keep abreast of the latest development in the regulatory areas relating to the Group. All Directors had attended the said training session and provided their training records during the Relevant Period to the Company. Details of the training records are set out on page 20 of this annual report.

Board Committees

The Board established three Board committees, namely the Audit Committee, Remuneration Committee and Nomination Committee by resolutions of Directors passed on 31 January 2018, for overseeing particular aspects of the Group's affairs. All Board committees were established with written terms of reference in compliance with the relevant code provisions of the CG Code, which are available at the GEM's website (www.hkgem.com) and the Company's website (www.wingfunggroup.com).

的規定交易準則。本公司獲悉，於有關期間內，概無任何違反有關董事進行證券交易的規定買賣準則。

董事培訓及專業發展

本集團深諳持續專業發展對董事拓展及補充知識及技能的重要性。各董事均恪守作為本公司董事的責任，並時刻緊貼本公司的操守、業務活動及發展。

董事全面知悉企業管治守則的守則條文第A.6.5條有關專業發展的規定。於有關期間，本公司已組織一次培訓，內容有關香港上市公司的內部監控及環境、社會及管治相關事宜的近期最新進展。本公司亦不時向董事傳閱監管最新資料以確保全體董事及時了解與本集團有關的監管範疇的最新進展。全體董事已出席上述培訓，並已向本公司提供其於有關期間培訓記錄。培訓記錄的詳情載於本年報第20頁。

董事委員會

董事會透過於二零一八年一月三十一日通過的董事決議案設立三個董事委員會，即審核委員會、薪酬委員會及提名委員會，以監管本集團特定事宜。所有董事委員會均根據企業管治守則之有關守則條文設立，並有書面職權範圍（可於GEM網站(www.hkgem.com)及本公司網站(www.wingfunggroup.com)查閱）。

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The Audit Committee was established on 31 January 2018. The Audit Committee currently consists of three members, namely Mr. Choy Hiu Fai Eric, Mr. Lei For and Mr. Lai Wai Ming, all of whom are our INEDs. Mr. Choy Hiu Fai Eric is the chairman of the Audit Committee, who holds the appropriate professional qualifications as required under Rules 5.05(2) and 5.28 of the GEM Listing Rules.

The primary duties of the Audit Committee are to make recommendations to the Board on the appointment or re-appointment and removal of external auditor; review financial statements/information of the Company and judgments in respect of financial reporting; oversee the effectiveness of the procedures of the internal control procedures and risk management of the Group; and review the Company's compliance with the CG Code and disclosure in the Corporate Governance Report.

Five Audit Committee meetings were held during the Relevant Period. Details of the attendance records of each Audit Committee's member are set out on page 20 of this annual report. During the said meetings, the Audit Committee had reviewed and made recommendations on various matters including the annual, interim and quarterly financial results and the respective financial reporting of the Group, status on the internal control, financial control and risk management, the adequacy of resources, staff qualifications and experience, training programmes and budget of the accounting, internal audit and financial reporting functions, the engagement of consultant to the internal control function, discussed with the management and the external auditor on the accounting principles and practices adopted by the Group, the auditor's independence status of, audit and non-audit services provided by the auditor and re-appointment of the external auditor. The Audit Committee also reviewed and made recommendations on change of external auditors and reviewed the scope of services of and the fees to the newly appointed external auditor during the Relevant Period. More information about the internal control and risk management can be found on pages 28 to 29 of this annual report.

審核委員會

審核委員會於二零一八年一月三十一日設立。審核委員會現由三名成員組成，即獨立非執行董事蔡曉輝先生、利科先生及黎偉明先生。蔡曉輝先生為審核委員會主席，持有GEM上市規則第5.05(2)條及第5.28條規定的適當專業資格。

審核委員會的主要職責為(其中包括)就外部核數師的委任、重新委任及罷免向董事會提供建議；審閱本公司的財務報表／資料及有關財務匯報的判斷；監察本集團內部監控程序及風險管理的程序成效；以及審閱本公司企業管治守則的遵守情況及於企業管治報告的披露資料。

於有關期間已舉行五次審核委員會會議。各審核委員會成員的出席記錄詳情載於本年報第20頁。於上述會議期間，審核委員會已就各項事宜進行檢討及提出建議，包括年度、中期及季度財務業績及本集團相關財務報告、內部監控、財務控制及風險管理情況、資源充足性、員工資歷及經驗、培訓項目及會計預算、內部核數及財務報告職能、委聘內部監控職能顧問、與管理層及外部核數師就本集團採納的會計原則及常規進行討論、核數師的獨立性、核數師提供的審核及非審核服務及重新委聘外部核數師。審核委員會亦會審視及就更換核數師提出建議，並會檢視新委任外部核數師於有關期間的服務範疇和費用。更多內部監控及風險管理的更多資料，請參閱本年報第28至29頁。

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The Audit Committee had reviewed the audited consolidated financial statements of the Group for the year ended 31 December 2019 and was of the opinion that the said audited consolidated financial statements have been prepared in compliance with the applicable accounting standards and the GEM Listing Rules.

During the Relevant Period, the Audit Committee members also met the external auditor in the absence of the executive Directors and management to discuss the audit related matters.

Remuneration Committee

The remuneration committee of the Company (the "Remuneration Committee") was established on 31 January 2018. The Remuneration Committee consists of three members and is chaired by an INED and comprises a majority of INEDs in accordance with the requirements under Rule 5.34 of the GEM Listing Rules. This includes Mr. Lai Wai Ming who is the chairman of the Remuneration Committee and Mr. Choy Hiu Fai Eric, both of whom are our INEDs, and our executive Director, Mr. Chung.

The primary duties of the Remuneration Committee are to make recommendations to the Board on the overall remuneration policy and structure relating to all Directors, senior management and general staff of the Group assessing the performance of executive Directors, approving the terms of executive Directors' service contracts and to ensure that none of the Directors or any their associates determine their own remuneration.

Two Remuneration Committee meetings were held during the Relevant Period to review the remuneration structure of the Directors and make recommendation on the adjusted remuneration packages to the executive Directors. Details of the attendance records of each Remuneration Committee members are set out on page 20 of this annual report.

審核委員會已審閱本集團截至二零一九年十二月三十一日止年度的經審核綜合財務報表，並認為上述經審核綜合財務報表已根據適用會計準則及GEM上市規則編製。

於有關期間，審核委員會亦在執行董事及管理層缺席的情況下，與外部核數師會面，討論審核相關事宜。

薪酬委員會

本公司於二零一八年一月三十一日設立薪酬委員會（「薪酬委員會」）。薪酬委員會由三名成員組成，根據GEM上市規則第5.34條，由一名獨立非執行董事擔任主席及絕大部分成員為獨立非執行董事，包括獨立非執行董事黎偉明先生（薪酬委員會主席）、蔡曉輝先生以及執行董事鍾先生。

薪酬委員會的主要職責為就本集團全體董事、高級管理層及普通員工的整體薪酬政策及架構向董事會提供建議，評估執行董事的表現、批准執行董事服務合約的條款及確保董事或其任何聯繫人不得參與釐定自己的薪酬。

於有關期間，薪酬委員會舉行了兩次會議以審閱董事薪酬架構及薪酬組合調整向執行董事提供建議。薪酬委員會各成員的出席記錄載於本年報第20頁。

CORPORATE GOVERNANCE REPORT
企業管治報告**Directors and Senior Management's Remuneration**

Particulars of the Directors' remuneration for the year ended 31 December 2019 are set out in note 10 to the consolidated financial statements.

Pursuant to code provision B.1.5. of the CG Code, the remuneration of the members of the senior management (other than the Directors) whose particulars are contained in the section headed "Biographical Details of Directors and Senior Management" of this annual report for the year ended 31 December 2019 by band is set out below.

董事及高級管理層之薪酬

有關截至二零一九年十二月三十一日止年度之董事薪酬詳情載於綜合財務報表附註10。

根據企業管治守則守則條文第B.1.5.條，截至二零一九年十二月三十一日止年度高級管理層成員(不包括董事)之薪酬(詳情載於本年報「董事及高級管理層履歷詳情」一節)範圍列載如下：

Remuneration Band (in HK\$)	Number of Individual 人數	
	For the year ended 31 December 2019 截至二零一九年 十二月三十一日 止年度	For the year ended 31 December 2018 截至二零一八年 十二月三十一日 止年度
Nil to 1,000,000	2	1
1,000,001 to 1,500,000	—	1
零至1,000,000	2	1
1,000,001至1,500,000	—	1

Nomination Committee

The Nomination Committee was established on 31 January 2018. The Nomination Committee consists of three members and is chaired by an INED and comprises a majority of INEDs in accordance with the requirements under Code Provision A.5.1 of the CG Code. This includes Mr. Lei For who is the chairman of the Nomination Committee and Mr. Lai Wai Ming, both of whom are our INEDs, and our executive Director, Mr. Chung.

提名委員會

本公司於二零一八年一月三十一日設立提名委員會。提名委員會由三名成員組成，根據企業管治守則的守則條文第A.5.1條，由一名獨立非執行董事擔任主席。提名委員會絕大部分成員為獨立非執行董事，包括獨立非執行董事利科先生(提名委員會主席)及黎偉明先生以及執行董事鍾先生。

CORPORATE GOVERNANCE REPORT
企業管治報告

The primary duties of the Nomination Committee are to review the structure, size and composition of the Board annually by reference to the factors as set out in the Diversity Policy, identify individuals suitably qualified to become Board members; assess independence of independent non-executive Directors and make recommendations to the Board on matters relating to the appointment and re-appointment of Directors with reference to the Nomination Policy.

To enhance the nomination process for a director candidate, a Nomination Policy was adopted as a guidance on the selection process and board succession planning. The Nomination Committee utilises various methods for identifying director candidates, including recommendations from the Board members, management, and professional search firms and may review of resume and job history, conduct personal interviews and verification of professional and personal references or perform the background checks, etc. On evaluation of the director candidates including incumbents and candidates nominated by the Shareholders, the Board and the Nomination Committee will take into account whether a candidate has the qualifications, skills and experience, gender diversity, etc. that can add to and complement the range of skills, experience and background of the existing Directors and may consider the following qualifications are at a minimum to be required of a director candidate in recommending to the Board potential new Director, or the continued service of existing Director:

- the highest personal and professional ethics and integrity;
- proven achievement and competence in the nominee's field and the ability to exercise sound business judgment;
- skills that are complementary to those of the existing Board;
- the ability to assist and support management and make significant contributions to the Company's success;
- an understanding of the fiduciary responsibilities that is required of a member of the Board and the commitment of time and energy necessary to diligently carry out those responsibilities; and
- independence as required by the GEM Listing Rules.
- 擁有最高水平的個人及專業操守及誠信；
- 在被提名人的領域中擁有實際成就及能力，以及作出良好業務判斷的能力；
- 擁有與現行董事會相輔相成的技能；
- 協助及支持管理的能力，並為本公司成功作出重大貢獻；
- 了解董事會成員所須的誠信責任以及履行該等責任所需的時間及精力；及
- 具備GEM上市規則規定的獨立性。

提名委員會的主要職責為每年參考多元化政策所載因素檢討董事會的架構、規模及組成，物色具備合適資格可擔任董事會成員的人士；評核獨立非執行董事的獨立性以及就董事委任或重新委任的相關事宜向董事會提供建議(參考提名政策)。

為完善董事候選人的提名程序，本公司採納提名政策作為選拔程序及董事會繼任計劃的指引。提名委員會採用多項方法物色董事候選人，包括來自董事會成員、管理層及專業獵頭公司的建議，並審閱簡歷及工作經驗、進行個人面談及驗證專業及個人推薦或進行背景調查等。於評估董事候選人(包括股東提名的在任董事及候選人)時，董事會及提名委員會將考慮候選人是否具備資格、技能及經驗、性別多樣性等可以增加及補足現任董事技能、經驗及背景的範圍，並考慮要求董事候選人向董事會推薦潛在新董事，或現任董事繼任時至少具備的資格如下：

CORPORATE GOVERNANCE REPORT
企業管治報告

During the Relevant Period, one Nomination Committee meeting was held to review the structure, size and composition of the Board by reference to the criteria as mentioned above, assess the independence of the INEDs and make recommendation on the re-election of the Directors at the annual general meeting of the Company held on 12 June 2019.

Summary of the Diversity Policy and its implementation can be found on page 19 of this annual report. Details of the attendance records of each Nomination Committee member are set out on page 20 of this annual report.

COMPANY SECRETARY

Mr. Law Pak Hin Edward was appointed as Company Secretary of the Company on 14 February 2017. Please refer to the section "Biographical details of Directors and Senior Management" for his biographical information.

During the Relevant Period, Mr. Law undertook more than 15 hours of professional training as required by the Rule 5.15 of the GEM Listing Rules to update his skills and knowledge.

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

The Directors acknowledge their responsibility for preparation of the financial statements which give a true and fair of the state of affairs of the Group. In preparing the financial statements which give a true and fair view, it is fundamental that appropriate accounting policies should be selected and applied consistently.

The statement of external auditor about its reporting responsibilities on the consolidated financial statements is set out in the independent auditor's report on pages 70 to 79 of this annual report.

於有關期間，提名委員會舉行一次會議，以參考上述標準審閱董事會架構、規模及組成、評估獨立非執行董事之獨立性及於本公司於二零一九年六月十二日舉行的股東週年大會上就董事重選提供建議。

多元化政策及其實施載於本年報第19頁。提名委員會各成員的出席記錄載於本年報第20頁。

公司秘書

羅柏峴先生於二零一七年二月十四日獲委任為本公司之公司秘書。有關羅先生之履歷資料，請參閱「董事及高級管理層之履歷詳情」一節。

於有關期間，羅先生已根據GEM上市規則第5.15條的規定，接受了超過15個小時的專業培訓，以更新其技能及知識。

董事及外部核數師就財務報表須承擔之責任

董事確認其須就編製公平及真實反映本集團狀況之財務報表承擔責任。於編製真實公平之財務資料時，選擇及採用一致之會計政策尤為重要。

有關外部核數師就其對綜合財務報表承擔之申報責任之聲明載於本年報第70至79頁之獨立核數師報告。

CORPORATE GOVERNANCE REPORT
企業管治報告**INTERNAL CONTROL AND RISK
MANAGEMENT**

The Group and the Board recognises the importance of good internal control procedures including the procedures for handling and dissemination of inside information and its effectiveness in safeguarding the Shareholders' interests. The Group has strictly prohibited unauthorised use of confidential or inside information or any use of such information for the advantage of any individual. The Board also acknowledges its responsibility for the risk management and internal control systems and discharges its responsibilities to oversee management in design, implementation and monitoring of the risk management and internal control system and its effectiveness. As delegated by the Board, the Audit Committee will review of the Company's financial controls, risk management and internal control system and its effectiveness and report to the Board on a regular basis and at least annually.

The Group also established a set of risk management policies and measures. The Group's risk management process starts with identifying the major risks associated with its business, industry and market in the ordinary course of business. The Board and senior management are responsible for identifying the analysing the risk associated with their respective function, preparing and measuring risk mitigation plans and reporting the status of risk management. More information about the principal risks and uncertainties faced by the Group can be found on page 11 of this annual report.

The Group has maintained internal control guidance covering the Group's operation processes relating to subcontract, purchase and expenditure and human resources, etc. and overseen their operations by the senior management. In view of the size and business nature of the Group, the Company does not establish a standalone internal audit function but has engaged an external independent consultant to review and assess our internal control systems (including financial, operational and management systems, compliance and governance matters) during the Relevant Period. No material internal control deficiency was identified by the external consultant and the Group's management had worked with the external consultant to enhance the Group's internal control system.

內部監控及風險管理

本集團及董事會明白良好內部監控程序(包括處理及發佈內幕消息的程序)及其對保障股東權益的效用的重要。本集團嚴禁未經授權使用機密或內幕消息或利用該等消息為任何人士謀取利益。董事會亦承認其對風險管理及內部控制系統的責任，並履行其監督風險管理及內部控制系統在設計、實施及監控以及其有效性方面的職責。經董事會授權審核委員會將定期及最少每年一次審閱本公司財務監控措施、風險管理及內部監控系統及其有效性，並向董事會報告。

本集團亦已制訂一套風險管理政策及措施。本集團的風險管理程序開始於業務的一般過程中識別與其業務、行業及市場有關的重大風險。董事會及高級管理層負責識別及分析與其各自職能有關的風險、編製及衡量緩解風險計劃並匯報風險管理狀況。有關本集團面臨的主要風險及不確定因素的更多資料，請參閱本年報第11頁。

本集團設有內部監控指引，涵蓋本集團與分包、採購及支出，以及人力資源等有關的運作程序，並由高級管理層監督其運作。鑒於本集團的規模及業務性質，本公司並未設立獨立內部審計職能，而是聘請外部獨立顧問，於相關期間內審核及評估我們的內部監控系統(包括財務、運營及管理系統、合規及管治事項)。外部顧問並無在內部監控系統中發現重大不足之處，本集團的管理層與外部顧問攜手合作，提升本集團內部監控系統。

CORPORATE GOVERNANCE REPORT
企業管治報告

During the Relevant Period, the Audit Committee, has conducted a review of the effectiveness of the risk management and internal control system of the Group. The external internal control consultant also reported to the Audit Committee on their factual findings and recommendation for improvements on our internal control systems over the abovementioned processes and procedures.

The Group has implemented the necessary internal control measures based on the recommendation of the external internal control consultant. The external internal control consultant confirmed such modified and new internal control procedures are satisfactorily implemented upon the conduct of follow-up review. The Audit Committee was satisfied and considers that the Group's risk management and internal control procedures are sufficient to meet the Company's needs in its current business environment and in terms of practicability.

DIVIDEND POLICY

The Company considers stable and sustainable returns to the Shareholders to be its goal and endeavours to maintain a dividend policy to achieve such goal.

The Company has adopted a Dividend Policy as a guidance on the payment of the dividend. In deciding whether to propose a dividend and in determining the dividend amount, the Board would take into account the Group's results of operations, earnings performance, cashflows, financial condition, future prospects, as well as statutory and regulatory restrictions on the payment of dividends, and other factors that the Board may consider relevant. And the Board will review from time to time for determination on proposed dividend with the above factors taken into account, there can be no assurance that dividends will be declared or paid in any particular amount for any given period.

於有關期間，審核委員會對本集團風險管理及內部監控制度的有效性進行審閱。外聘內部監控顧問亦向審核委員會呈報，說明評審所發現的實況，以及就上述內部監控制度的流程與程序提出改進建議。

本集團已根據外部內控顧問的建議，實施必要的內部監控措施。外部內控顧問確認，於進行跟進檢討後，該等經修訂及新訂內部監控程序已予充分落實。審核委員會信納並認為本集團風險管理及內部監控程序足以滿足本集團現時營商環境及實際需要。

股息政策

本公司視為本公司股東帶來穩定及可持續的回報為目標，並致力維持股息政策以達成此目標。

本公司已採納股息政策，作為派付股息的指引。於釐定是否建議派付股息及釐定股息金額時，董事會將考慮本集團的經營業績、盈利表現、現金流量、財務狀況、未來前景及派付股息的法定及監管限制以及董事會認為相關的其他因素。此外，董事會將不時進行審閱，以於計及上述因素的情況下釐定建議股息，概不保證任何特定期間將宣派或派付任何特定金額的股息。

CORPORATE GOVERNANCE REPORT
企業管治報告

EXTERNAL AUDITOR

PricewaterhouseCoopers (“PwC”) is the external auditor of the Company which was appointed by the Board on 13 December 2019 to fill the casual vacancy arising from the resignation of Deloitte Touche Tohmatsu (“Deloitte”) effective on 28 November 2019. The Audit Committee is responsible for making recommendation to the Board on the resignation, appointment or re-appointment and removal of the external auditor, which is subject to the approval by the Board and/or at the general meetings of the Company by its shareholders. The Audit Committee had considered various factors including the independence, experience and qualification of PwC, their fee, terms of engagement and staffing plan, and had resolved to make recommendation to the Board for the approval of the appointment of PwC as the auditor of the Company. Further details about the appointment of PwC and the resignation of Deloitte as auditor of the Company can be found in the Company’s announcements published on 28 November 2019 and 13 December 2019.

For the year ended 31 December 2019, the fee paid or payable in respect of the statutory audit services and non-audit services of the Group are as follows:

外部核數師

羅兵咸永道會計師事務所(「羅兵咸永道」)為本公司外部核數師，其於二零一九年十二月十三日獲董事會委任，以填補德勤•關黃陳方會計師行(「德勤」)自二零一九年十一月二十八日辭任後的空缺。審核委員會負責就外部核數師的辭任、委任、重新委任及罷免向董事會提供建議，惟須經董事會及／或股東於本公司股東大會上批准。審核委員會考慮多項因素(包括羅兵咸永道的獨立性、經驗及資歷、其費用、聘用條款及員工計劃)，並決議就批准委任羅兵咸永道為本公司核計師向董事會提出推薦建議。有關委任羅兵咸永道及德勤辭任的更多詳情載於本公司於二零一九年十一月二十八日及二零一九年十二月十三日刊發的公告內。

截至二零一九年十二月三十一日止年度，本集團法定審核服務及非審核服務的已付或應付費用如下：

		Fee paid or payable for the services rendered	
		所提供服務的已付或應付費用	
		FY2019	FY2018
		二零一九財政年度	二零一八財政年度
		HK\$'000	HK\$'000
		千港元	千港元
Statutory audit services	法定審核服務	1,000	950
Non-audit services for tax advisory	稅務諮詢的非審核服務	70	60

CORPORATE GOVERNANCE REPORT
企業管治報告**SHAREHOLDERS' RIGHTS AND INVESTOR RELATIONS****股東權利及投資者關係****General Meeting****股東大會**

As one of the measures to safeguard the Shareholders' interests and rights, separate resolutions will be proposed at Shareholders' meeting on each substantial issue including the re-election of individual directors. All resolutions put forward at the Shareholders' meeting will be conducted by poll pursuant to the GEM Listing Rules and the poll voting results will be published on the GEM website (www.hkgem.com) and the Company's website (www.wingfunggroup.com). During the Relevant Period, an AGM of the Company was held on 12 June 2019 to seek the Shareholders' approval on, among other things, the granting the general mandates to issue and repurchase the Company's shares and re-election of the Directors. The Board member's attendance record is set out in page 20 to this annual report.

作為其中一項保障股東權益及權利之措施，本公司於股東大會上就每項重大事宜(包括重選個別董事)提呈獨立決議案。根據GEM上市規則，於股東大會上提呈之所有決議案均以投票方式表決，投票表決結果將刊載於GEM網站(www.hkgem.com)及本公司網站(www.wingfunggroup.com)。於有關期間，本公司之週年股東大會於二零一九年六月十二日舉行，以取得股東批准(其中包括)授出一般性授權發行及購回本公司股份及重選董事。董事會成員的出席記錄載於本年報第20頁。

The forthcoming AGM is scheduled to be held on Tuesday, 2 June 2020 and notice of the meeting will be sent to the Shareholders at least 20 clear business days before the said meeting.

應屆股東週年大會計劃將於二零二零年六月二日(星期二)舉行，會議通告將於上述會議前至少20個完整營業日寄發予股東。

Procedures and Right for Shareholders to Convene Extraordinary General Meeting**股東召開股東特別大會之程序及權利**

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

以下股東召開股東特別大會(「股東特別大會」)之程序遵守細則及適用法律及法規，尤其是GEM上市規則：

1. If any one or more Shareholder(s) holding at the date of deposit of the requisition not less than one-tenth of the paid-up capital of the Company carrying the right of voting at the general meetings of the Company, such Shareholder(s) may submit a written requisition to the Board or the secretary of the Company to require an extraordinary general meeting to be called by the Board for the transaction of any business specified in such requisition; and such meeting shall be held within three (3) months after the deposit of such requisition.

1. 任何一位或以上於遞呈要求當日持有不少於本公司繳足股本(具本公司股東大會之投票權)十分之一的股東可透過向本公司董事會或秘書發出書面要求，要求董事會召開股東特別大會，以處理該要求中指明的任何事務；且該大會應於遞呈該要求後三(3)個月內舉行。

CORPORATE GOVERNANCE REPORT
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2. The Board should within 21 days from the date of the deposit for the requisition proceed duly to convene the EGM to be held within a further 21 days. If the Board fails to do so, 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 Board shall be reimbursed to the requisitionist(s) by the Company.

Shareholders may also make reference to Article 12 of the Articles.

Shareholders who have enquiries regarding the above procedures may write to the company secretary of the Company at Units 13 & 14, 9th Floor, Worldwide Industrial Centre, 43-47 Shan Mei Street, Fotan, the New Territories, Hong Kong.

Procedures for Shareholders to Propose a Person for Election as a Director of the Company

If a Shareholder, who is duly qualified to attend and vote at the general meeting convened to deal with the appointment or election of Director(s), wishes to propose a person for election as a Director at that meeting, he/she may lodge a written notice at the Company's principal place of business in Hong Kong at Units 13 & 14, 9th Floor, Worldwide Industrial Centre, 43-47 Shan Mei Street, Fotan, the New Territories, Hong Kong for the attention of the company secretary of the Company. Detailed procedures for Shareholders to propose a person for election as a Director of the Company can be found on the Company's website (www.wingfunggroup.com).

Procedure for Putting Forward Proposals at Shareholders' Meetings

There are no provisions allowing Shareholders to make proposals or move resolutions at Shareholders' meeting under the Articles or the laws of the Cayman Islands. Shareholders who wish to make proposals or move a resolution may, however, convene an EGM in accordance with the "Procedures and Rights for Shareholders to Convene Extraordinary General Meeting" set out above.

2. 董事會應於提交要求當日起計21日內正式召開將於其後21日內舉行之股東特別大會。若於遞呈當日起21日內，董事會沒有開展召開有關大會之程序，則遞呈要求人士可自發以同樣方式作出此舉，而遞呈要求人士因董事會之缺失而產生的所有合理開支應由本公司向遞呈要求人償付。

股東亦可參照公司章程第12條。

有意查詢上述程序之股東可致函本公司之公司秘書，地址為香港新界火炭山尾街43-47號環球工業中心9樓13及14室。

股東提名人選參選本公司董事之程序

倘合資格出席並於為委任或選舉董事而召開之股東大會上投票之股東擬於會上提議推選個人人士為董事，彼或須遞交書面通知至本公司香港主要營業地點(地址為香港新界火炭山尾街43-47號環球工業中心9樓13及14室)，以提請本公司之公司秘書注意。有關股東提名人選參選本公司董事之詳細程序可於本公司網站(www.wingfunggroup.com)查閱。

於股東大會提呈草案之程序

細則或開曼群島法律項下並無條文允許股東於股東大會上提呈草案或擬將動議之決議案。然而，有意提呈草案或擬將動議之決議案的股東可根據上文所載「股東召開股東特別大會之程序及權利」召開股東特別大會。

CORPORATE GOVERNANCE REPORT
企業管治報告

Investors Relations

The Board recognises the importance of maintaining an ongoing dialogue with the Shareholders through various channels including general meetings and corporate communications such as announcements, quarterly, interim and annual reports and circulars. Latest information of the Group is also available on the Company's website.

The Company has adopted its Shareholders' communications policy. Enquiries and proposals from Shareholders, investors and all stakeholders are welcomed. Enquires to the Board or the Company may be sent by post to the Company's principal place of business in Hong Kong at Units 13 & 14, 9th Floor, Worldwide Industrial Centre, 43-47 Shan Mei Street, Fotan, the New Territories, Hong Kong. Such written enquires or proposal with full name, contact details and identification must deposit and send to said address.

Any enquires in relation to the Company's shareholdings, share transfer or registration may contact the Company's share registrar. Their contact details are set out in the section headed "Corporate Information" of this annual report.

CONSTITUTIONAL DOCUMENTS

The Company first adopted its memorandum and articles of association on 29 September 2016. Save for the adoption of the amended and restated memorandum and articles of association of the Company for the purpose of the Listing on 31 January 2018, during the Relevant Period, there had been no significant changes in the constitutional documents of the Company. The latest version of the memorandum and articles of association of the Company is available at the Company's website and the website of the Stock Exchange.

投資者關係

董事會確認透過多個渠道(包括股東大會及公司通訊(如公告、季度、中期及年度報告及通函))維持與股東持續溝通的重要性。本集團最新資訊亦可於本公司網站查閱。

本公司已採納其股東溝通政策。歡迎股東、投資者及所有持份者查詢及提議。向董事會或本公司作出之查詢可郵寄至本公司香港主要營業地點(地址為香港新界火炭山尾街43-47號環球工業中心9樓13及14室)。有關附有全名、聯繫方式及身份證明之書面問詢或提議須郵寄至所述地址。

任何有關本公司股權、股份轉讓或註冊之問詢，可聯繫本公司股份過戶登記處。其聯繫方式載於本年報「公司資料」一節。

章程文件

本公司於二零一六年九月二十九日首次採納組織章程大綱及細則。除於二零一八年一月三十一日就上市而採納本公司經修訂及重列組織章程大綱及細則外，於有關期間，本公司章程文件概無發生重大變動。本公司組織章程大綱及細則之最新版本可於本公司網站及聯交所網站查閱。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

About This Report

The objective of this Environmental, Social and Governance (“ESG”) Report is to highlight the Group’s ESG performance for the purpose of assisting all stakeholders in understanding the Group’s ESG concepts and practices in achieving sustainable development for the future.

The Report complies with the disclosure requirements set out in the ESG Reporting Guide as described in Appendix 20 of the GEM Listing Rules. An assessment on the applicability and materiality of the relevant key performance indicators (“KPIs”) under the ESG Reporting Guide had been conducted.

Governance on ESG Aspects

The Board has overall responsibility for the Group’s ESG strategy and reporting. The Board is responsible for evaluating and determining the Group’s ESG-related risks, and ensuring that appropriate and effective ESG risk management and internal control systems are in place. Our management are delegated the responsibility of coordinating the implementation of the Group’s environment, employment and service quality assurance policies.

ESG Management Approach

The Board leads and provides direction to management by instituting ESG policies and initiatives, supervising their implementation and monitoring ESG performance. The Board continues to explore ways to further strengthen the ESG governance of the Group. The Board reviews ESG affairs regularly, including environmental protection, employment and labour practices, operating practices, and community investment, and implements appropriate measures to enhance the ESG performance of the Group.

有關本報告

本環境、社會及管治（「環境、社會及管治」）報告的目的重點陳述本集團環境、社會及管治的績效，以協助所有持份者理解本集團實現未來可持續發展的環境、社會及管治的概念及常規。

本報告遵守GEM上市規則附錄20所述環境、社會及管治報告指引所載的披露規定。已對環境、社會及管治報告指引中有關關鍵績效指標（「關鍵績效指標」）的適用性及重要性進行評估。

環境、社會及管治範疇

董事會全權負責本集團的環境、社會及管治策略及匯報工作。董事會負責評估及釐定本集團在環境、社會及管治方面的風險，並確保設有合適有效的環境、社會及管治風險管理及內部監控系統。管理層負責協調落實本集團的環境、僱傭、服務質量保證政策。

環境、社會及管治管理方式

董事會透過制定環境、社會及管治政策及措施、監督其執行及監管環境、社會及管治表現，帶領及指導管理層。董事會持續開拓加強本集團環境、社會及管治管理的方法。董事會定期審核環境、社會及管治事宜，包括環境保護、僱傭及勞工慣例、營運慣例及社區投資，並實施適當措施加強本集團的環境、社會及管治表現。

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

Environmental

The Group does not have any factory operations nor engage in any operations that have a substantial effect on the environment, aside from consumption of resources by the office administrative operations. Nevertheless, the Group pays due consideration and effort towards compliance with applicable laws and regulations in Hong Kong and Macau, and actively cooperates with the main contractor in meeting the environmental protection requirements. The majority of the work of the Group is conducted through its sub-contractors, whereby as part of the project delivery, apart from confirming construction quality, the project team will also monitor the environmental performance of its subcontractors. One of the measures includes regularly check to ensure that environmental protection requirements imposed upon various parties, including the main contractor, the construction site, and the Group, are met.

Emissions management

As a subcontractor for the provision of supply, installation and fitting-out services of MVAC systems for buildings in Hong Kong and Macau, the installation activity does not cause any material emissions or pollutions generated from the Company's operations at construction sites.

In order to minimise the production of air pollutants by motor vehicles, the Group promotes the use of public transport and car-pooling.

Air emissions

氣體排放量

nitrogen oxides ("NOx")	二氧化氮 (「NOx」)
sulphur oxides ("SOx")	二氧化硫 (「SOx」)
respiratory suspended particles ("RSP")	可吸入懸浮粒子 (「RSP」)

環境

除了辦公室行政作業的資源消耗外，本集團並無任何廠房營運，亦無從事任何對環境造成重大影響的業務。儘管如此，本集團作出周詳考慮並致力遵守香港及澳門的適用法律及法規，同時積極與總承建商合作遵守環境保護規定。本集團大部分工程經由其分包商進行，而作為項目交付一部分，除了確認建築工程品質外，項目團隊亦會監督其分包商的環保表現。其中一項措施包括定期檢查以確保各方（包括總承建商、地盤及本集團）被施加的環保規定得以遵守。

排放管理

作為在香港及澳門提供樓宇機械通風及空調系統的供應、安裝及裝修服務的分包商，安裝活動並無導致本公司於建築地盤的業務產生任何重大排放或污染。

為減低汽車所產生的空氣污染物，本集團鼓勵使用公共交通及共乘。

2019 (g) 二零一九年 (公克)	2018 (g) 二零一八年 (公克)
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nitrogen oxides ("NOx")	二氧化氮 (「NOx」)	1,498	1,474
sulphur oxides ("SOx")	二氧化硫 (「SOx」)	20	19
respiratory suspended particles ("RSP")	可吸入懸浮粒子 (「RSP」)	110	109

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

Greenhouse gas emissions		Tonnes	Intensity — Tonnes per employee
溫室氣體排放		公噸	密度 — 公噸／員工
Scope 1 — petrol consumption	第1類 — 移動燃燒源	3.6	0.09
Scope 2 — electricity consumption	第2類 — 購買電力	19.3	0.51
Scope 3 — other indirect emission	第3類 — 其他間接排放	1.8	0.05
Total emissions	總排放量	24.7	0.65

During the reporting year, the Group did not encounter any non-compliance issue about emission that would have a significant impact on the environment.

Hazardous and non-hazardous waste

The major source of waste comes from construction works, whereby the Group abides by the regulations imposed by the main contractor and the respective site. The staff and work team follow on-site regulations on waste disposal, and would always inquire with the project management team when any difficulties are encountered. The project team would also ensure the compliance with the applicable provisions of the Waste Disposal Ordinance (Chapter 359 of the Laws of Hong Kong) and its subsidiary regulations, particularly the Waste Disposal (Charges for Disposal of Construction Waste) and the Waste Disposal (Chemical Waste) (General) Regulations.

Although the operation does not involve handling hazardous waste directly, we also establish policies and guidelines for both our staff and our sub-contractors, for example, hazardous waste is stored separately in special containers before collected by licenced chemical waste collector. All materials and wastes disposed at the work sites are collected by the authorised collectors by the local government.

Waste production was mainly attributed to the discarded packaging materials and domestic wastes of office. Therefore, the waste disposed is immaterial and non-hazardous. During the reporting year, the Group did not notice any non-compliance issue about waste disposal.

於報告年度，本集團並無遇到任何有關排放量的不合規事宜，以致對環境造成重大影響。

有害及無害廢棄物

廢棄物的主要來源來自建築工程，而本集團已遵守總承建商及相關地盤實施的規定。員工及施工團隊遵循現場廢棄物處置規定，並時常在遇到困難時向項目管理團隊查詢。項目團隊亦會確保遵守《廢物處置條例》(香港法例第359章)適用條文及其附屬規例，尤其是《廢物處置(建築廢物處置收費)規例》及《廢物處置(化學廢物)(一般)規例》。

儘管營運並無涉及直接處理有害廢棄物，我們亦為員工及分包商制定政策及指引，如有害廢棄物在持牌化學廢棄物收集商前來收集前，須獨立存放於特別容器內。在地盤棄置的所有物料及廢棄物均由當地政府授權的收集商收集。

廢棄物的產生主要來自辦公室已廢棄的包裝物料及家居廢棄物。因此，所拋棄廢棄物屬微量及無害。於報告年度，本集團並不知悉任何有關處置廢棄物的不合規事宜。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT
環境、社會及管治報告**Use of resources**

Driven by the belief in maintaining sustainability, the Group strives to ensure efficient use of resources, including energy, materials and auxiliary materials. It is the Group's policy that material ordered is 'just right' for the intended project, and the Group endeavours to employ excess material to reduce wastage. Total electricity consumption for 2019 was 29,288 kWh (2018: 30,337 kWh) with an average consumption of 1,220 kWh per office staff. Total water consumption for 2019 was 27 m³ (2018: 36 m³) with an average consumption of 1 m³ per office staff. The group did not encounter any problems in sourcing water. With the implementation of environmental protection measures, the consumption of electricity and water has dropped by about 4% and 25% this year.

As the operation of the Group does not produce any tangible products that require packaging during the Reporting Period, no packaging materials were used in this regard.

The Group has implemented following schemes to reduce consumption of energy and natural resources and the production of wastes:

- encourage duplex printing and reuse single side printed paper;
- idle electrical appliances are switched off;
- regular maintenance and repair for electrical appliances to lower energy waste;
- reduce the use of disposable and non-recyclable products; and
- regular maintenance and inspection of company vehicles.

資源使用

本集團堅決維持可持續發展，致力確保有效使用資源，包括能源、物料及附屬物料。本集團制定政策確保訂購的物料剛好用作擬定項目，本集團亦致力運用多餘物料以減少浪費。二零一九年的總耗電量為29,288千瓦時（二零一八年：30,337千瓦時），平均耗電量為每名辦公室員工1,220千瓦時。二零一九年的總耗水量為27立方米（二零一八年：36立方米），平均耗水量為每名辦公室員工1立方米。本集團於尋覓水源方面亦無遇上任何問題。隨著環保措施的實施，本年度的耗電量及耗用量分別下降約4%及25%。

於報告期間，由於本集團的業務並不產生任何需要包裝的有形產品，因此並無就此使用任何包裝物料。

本集團已實施以下政策以減低能源及自然資源的消耗，以及廢物的產生：

- 鼓勵雙面列印及重用已單面列印的紙張；
- 關掉不使用的電器；
- 定期保養及維修電器以減低能源浪費；
- 減少使用即棄及不可回收的產品；及
- 定期保養及檢查公司車輛。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT
環境、社會及管治報告**Environmental and natural resources**

There are several environmental concerns that are of particular relevance, affecting the materials and services used by the Group, such as, air conditioning, refrigeration and heat pump technologies which are increasingly being phased out in favour of more environmentally friendly refrigerant gases with lower ozone depletion potential and lower global warming potential. The Group is determined to stay abreast of development in resources and technologies that are beneficial to the environment and higher requirements being imposed on MVAC equipment and installation process. In delivering the works, the project team would ensure that all services are conducted in an environmentally responsible manner and ensure strict adherence to the applicable laws in Hong Kong and Macau, such as the Noise Control Ordinance (Chapter 40 of the Laws of Hong Kong).

Several other specific regulations directly related to the operations, including the requirement of using lead-free solders for copper pipes at freshwater Inside Services are specified in the standard as stipulated in the Waterworks Regulations. Another regulation that the Group complies with is the VOC regulation imposed by the Environmental Protection Department. VOCs (volatile organic compounds) are found in a wide variety of everyday products such as solvent-based paints/coatings, adhesives, sealants, printing inks, many consumer products, organic solvents and petroleum products.

環境及天然資源

多項環境問題尤其息息相關，其影響本集團所用物料及服務，例如空調、冷藏及熱泵技術正漸被淘汰，以轉為更加環保的製冷氣體，以降低臭氧破壞潛勢及全球暖化潛勢。本集團堅決緊貼有利環境的資源及技術發展以及對機械通風及空調設備及安裝程序施加的更高要求。於交付工程時，項目團隊會確保所有服務按環保負責的方式進行，並確保嚴格遵守香港及澳門的適用法律，例如《噪音管制條例》(香港法例第40章)。

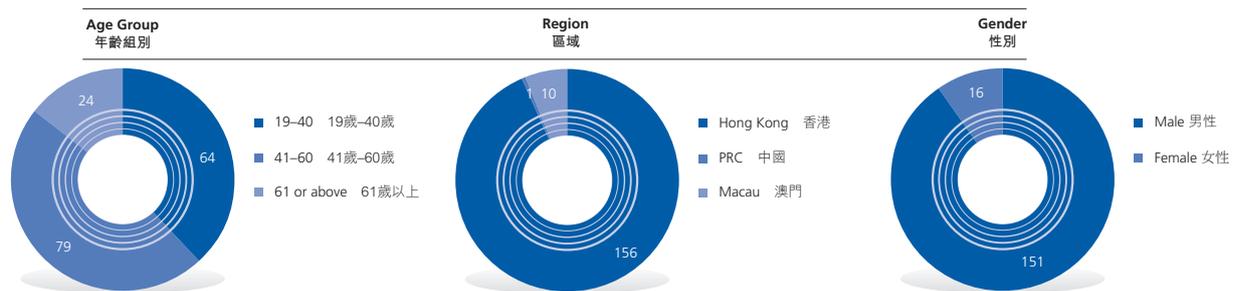
另有多項特殊規定與營運直接相關，包括規定淡水銅管使用無鉛焊料。內部水管須符合《水務設施規例》所規定的標準。其他本集團遵守的規定例如是環境保護署實施的揮發性有機化合物規例。很多日常用品都含有VOC (揮發性有機化合物)，例如溶劑漆料／塗料、黏合劑、密封劑、印墨、多種消費品、有機溶劑及石油產品等。

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

Social

Employment

The Group promotes equal opportunity and opposes any form of discrimination in the hiring process. Personal attributes like race, religion, nationality, age or gender are not considered in the hiring process. Besides discrimination, any act of sexual harassment is also strictly prohibited. As at 31 December 2019, the group had 2 executive directors and 165 employees including 116 labour workers nominated by sub-contractors. The graphs below show the workforce distribution by gender, age group and geographical regions:



The Group welcomes any age range of people to join the Group as long as they are keen to learn and participate. The male/female composition ratio of the Group is approximately 9.4:1. Although the Group treats all application the same irrespective of gender, due to the laborious nature of the work involved at construction sites the majority of potential and successful applications tends to be male.

Compensation and dismissal

The Group offers competitive remuneration to attract and retain talented staff members. Remuneration packages are reviewed periodically to ensure consistency with the employment market. Laws and regulations on minimum wage and statutory social benefits are followed. Dismissal is required to comply with employment laws and regulations, and to follow the internal policies and procedures, including policy on prevention of dismissal purely on employees' gender, marital status, pregnancy, disability, age or family status.

社會

僱傭

本集團推廣平等機會，且反對招聘過程中任何形式的歧視。種族、宗教信仰、國籍、年齡或性別等個人因素並不會列入招聘程序的考慮之列。除了歧視外，我們亦嚴格禁止任何性騷擾行為。於二零一九年十二月三十一日，本集團有2名執行董事及165名僱員，包括分包商提名的116名勞工。下圖示列按性別、年齡組別及地理地區劃分的員工分佈：

只要應徵者樂意學習及參與，本集團歡迎不同年齡層的人士加入本集團。本集團男女員工組成比率為約9.4:1。儘管本集團不論性別平等對待任何應徵申請，但由於建築工地的工作性質使然，大部分潛在及成功應徵者傾向為男性。

補償及解僱

本集團提供具競爭力的薪酬以吸引及挽留能幹的員工。我們定期審閱薪酬待遇以確保與勞動市場一致。最低工資及法定社會福利的法律及法規均已遵守。解僱必須遵守勞工法律及法規，並遵守內部政策及程序，包括防止僅由於僱員性別、婚姻狀況、懷孕、殘障、年齡或家庭狀況而將其解僱的政策。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT
環境、社會及管治報告**Recruitment and promotion**

The Group attracts talent through fair, flexible and transparent recruitment strategy. Recruitment process includes application for recruitment, description of position, collection of job applications, interview, selection, approval, and job offering. Promotion is based on performance and suitability.

Working hours, rest periods, benefits and welfare

Employees' working hours, rest periods, benefits and welfare, including social security benefits, mandatory provident fund, and labour pension, are required to be in compliance with employment or labour laws and regulations. Selected benefit programs, including medical coverage, are also provided.

Equal opportunities, diversity and anti-discrimination

The Group is an equal opportunity employer. The Group endeavours to provide a fair workplace for employees and follow the principles of equality and non-discrimination. Recruitment, remuneration, promotion, and benefits are required to be handled based on objective assessment, equal opportunity and non-discrimination regardless of gender, race, age, or other measures of diversity.

During the reporting period, the Group was not aware of any material non-compliance relating to compensation and dismissal, recruitment and promotion, working hours, rest periods, equal opportunity, diversity, discrimination or benefits and welfare.

招聘及晉升

本集團透過公平、具彈性及透明度的招聘策略吸引人才。招聘過程包括應徵、職位描述、收集職位申請、面試、甄選、批准及聘用。晉升乃根據表現及適任程度而定。

工時、休息時間、利益及福利

僱員的工時、休息時間、利益及福利，包括社會保障福利、強積金及勞工退休金，均需遵守僱傭或勞工法律及法規。我們亦提供精選福利計劃，包括醫療保障。

平等機會、多元化及反歧視

本集團是平等機會僱主。本集團致力為僱員提供公平的工作環境，及遵守平等及零歧視的原則。招聘、薪酬、升遷及福利須根據客觀評估、平等機會及零歧視處理，不論性別、種族、年齡或其他多元化計量因素。

於報告期內，本集團並不知悉任何有關薪酬及解僱、招聘及晉升、工時、休息時間、平等機會、多元化、歧視或利益及福利的重大違規事件。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT
環境、社會及管治報告**Health and safety**

The Group is committed to strict compliance with all relevant health and safety legislation. Although the works carried out by the Group and its sub-contractors do not involve heavy machinery or manual handling of hazardous materials, the staff teams are exposed to relatively higher health and safety risks. The project management team is committed to conducting on-going risk assessments to identify and manage these risks, with the objective of achieving the goal of zero accidents.

In most cases, the main contractor or the management of the construction site would already have developed and deployed to the staff teams sets of site safety plan and instructions which requires compliance by all subcontractors. Management of the Group, works to ensure that the subcontractors strictly observe these safety plans and directives. Safety instructions for different operations are well-communicated to the employees. In accordance with the safety requirements of the Labour Department and the main contractor, we provide the site staff with qualified safety equipment, including safety helmets, goggles and other necessary safety precautions to ensure the occupational safety of the staff. Personal protective equipment specific to the type of work being performed is made available and distributed. The site foremen are responsible for ensuring proper use and maintenance of the equipment. The Group extends the considerations and assessments to the subcontractors and the project team maintains close communication to provide the staff and subcontractors with the latest safety information.

With the effective implementation of the safety measures, no fatal accidents and 2 reportable work-related accidents have been recorded. A total of 200 lost days were reported due to work injury. The accident rate per 1,000 workers was about 11.98 and zero in Hong Kong and Macau respectively. The Group was not subject to any material administrative penalties or fines for any breach of laws or regulations relating to the provision of a safe working environment or the protection of employees against occupational hazards during the reporting period.

健康及安全

本集團致力嚴格遵守所有相關健康及安全法例。雖然本集團及其分包商執行的工程不涉及重型機械或人手處理有害物料，惟員工團隊承受相對較大的健康及安全風險。項目管理團隊致力進行持續風險評估以識別及管理該等風險，目標是達到零意外。

於多數情況，總承建商或建築地盤的管理層應已制定及向員工團隊派發地盤安全規劃及指引，所有分包商必須遵守。本集團管理致力確保分包商嚴格遵守該等安全規劃及指引。不同運作的安全指引會向僱員清楚傳達。根據勞工處及總承建商的安全規定，我們向地盤員工提供合資格安全設備，包括安全帽、護目鏡及其他所需安全預防措施，確保員工的職業安全。我們亦提供及派發針對指定類別工作的個人保護裝備。地盤工頭負責確保裝備獲妥善利用及保養。本集團的顧慮及評估延展至分包商，而項目團隊維持緊密聯繫以提供最新安全資訊予員工及分包商。

隨著安全措施的有效實施，概無錄得致命意外及錄得兩項須報告工作相關意外。因工傷而導致合共損失200個日子。於香港及澳門每1,000個工人的意外比率分別約為11.98及零。於報告期間，本集團並無因違反有關提供安全工作環境或保障僱員免受職業危害的任何法律或法規而遭受任何重大行政處罰或罰款。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT
環境、社會及管治報告**Development and training**

The Group is devoted to creating a learning culture among the teams, so as to enable the staff to develop their career and reach their goals. The Group therefore from time to time arranges for the teams to attend external training, such as the BIM induction course, ISO 26000 Guidance on Social Responsibility course, and the Corporate Social Capital in Practice workshop. Training is also provided to management with the aims of maintaining and enhancing technical knowledge and professional skills. Training for construction site staff mainly includes safety precaution in the construction industry and case study of past accidents.

Labour standards

The Group strictly prohibits the use of forced and child labour. The Group complies with relevant regulations and laws to safeguard the rights of our employees, and will not tolerate labour exploitation. During the recruitment process, we verify the age of applicants and the practice is extended to the workers hired by our sub-contractors. The Group prevents hiring child labour by conducting an identification check of every new employee. During the year ended 31 December 2019, the Group was not aware of any material non-compliance with laws and regulations regarding child labour and forced labour.

Supply chain management

The materials used by the Group are mainly pipes and other fittings. To fulfil the Group's responsibility to the society, a guideline regarding environmental protections is set and constantly reviewed by management. The guideline covers disposal of wastes and sewage, uses of chemicals and minimization of pollutions. All works and materials used by sub-contractors have to comply with the policy.

發展及培訓

本集團致力在團隊中營造學習文化，讓員工發展事業及達到目標。因此，本集團不時安排團隊參與外部培訓，例如建築資訊模型介紹課程、ISO 26000社會責任指導課程及企業社會資本常規工作坊。我們亦為管理層提供培訓，旨在維持及提高技術知識及專業技能。地盤員工培訓主要包括建造業安全預防措施及過任意外的個案研究。

勞工標準

本集團嚴格禁止聘用強制勞工及童工。本集團遵守相關法規及法律以保障僱員權利，且絕不容忍剝削勞工。於招聘過程中，我們會查核求職者的年齡，分包商所聘用的工人亦採取有關做法。本集團透過對每名新入職僱員進行身份查核以防止聘用童工。截至二零一九年十二月三十一日止年度，本集團並不知悉任何有關童工及強制勞工的法律及法規的重大違規事件。

供應鏈管理

本集團使用的物料主要為管道及其他配件。為履行本集團對社會的責任，管理層已制定及定期檢討有關環境保護的指引。指引涵蓋處置廢物及污水、使用化學品及盡量減低污染。分包商的所有工作及所用物料均須符合該政策。

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

Sub-contractors are assessed continuously based on performances, time of completion and services provided during the retention period of the project. Suppliers are assessed continuously based on delivery time, quality of materials and after-sales services. To ensure timely delivery of materials, geographical region of the supplier is also considered. As at the year ended 31 December 2019, the Group had 154 qualified materials suppliers and 89 qualified sub-contractors.

During the year, no major complaints on the quality of materials used and the performance of works have been received.

Product responsibility

The Group is responsible to the main contractor for the works the Group had completed, and had not encountered any product recall or quality issue. Wing Fung HK was accredited with ISO 9001: 2008 (quality management) quality management system standard for its quality management system since 2013. The Group implements a series of quality control measures to ensure the quality of works:

- Trainings are provided to our project management teams and our subcontracted workers to ensure their understanding of, and compliance with, our quality standards;
- Onsite inspections and rectification are carried out at each construction site. Immediate rectification measures would be taken if any quality control issues are identified. Upon rectification, we re-inspect the quality control issues to ensure that such issues have been resolved; and
- We require sub-contractors to fully abide by our quality control measures when performing work for our construction projects.

The Group did not receive any significant complaints relating to products and service during the year ended 31 December 2019. Further the Group did not aware of any incidents of non-compliance with laws and regulations that bring significant impact to the Group concerning health and safety advertising and labelling relating to products and privacy matters relating to customers.

分包商乃根據表現、完成時間及於項目保固期間提供的服務持續評估。供應商乃根據交付時間、物料品質及售後服務持續評估。為確保按時物料交付，供應商的地區亦予考慮。截至二零一九年十二月三十一日止年度，本集團有154名合資格物料供應商及89名合資格分包商。

年內，概無接獲有關所用物料品質或工程表現的重大投訴。

產品責任

本集團就其完成的工程向總承建商負責，且並無遇到任何產品召回或品質事宜。榮豐香港的品質管理系統自二零一三年獲得ISO 9001: 2008 (品質管理) 品質管理系統標準認證。本集團實施一系列品質監控措施以確保工作品質：

- 向我們的項目管理團隊及分包工人提供培訓，以確保彼等明白及遵循我們的品質標準。
- 於各建築地盤進行現場檢查及整改。倘識別任何品質監控問題，將立即採取整改措施。整改後，我們將重新檢查質量監控問題以確保該等問題已得到解決；及
- 我們要求分包商在為我們的建築項目施工時，完全遵守我們的品質監控措施。

截至二零一九年十二月三十一日止年度，本集團並無接獲任何有關產品及服務的重大投訴。此外，本集團並不知悉任何違反法律及法規的事件對本集團在產品健康與安全廣告及標籤以及客戶隱私事宜方面造成重大影響。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT
環境、社會及管治報告**Anti-corruption**

Any forms of bribery, forgery and misappropriation of materials including intellectual property, extortion, fraud and money laundering are strictly prohibited. The staff manual provides guidance on employees' behaviours, for example the acceptance of gifts and conflict of interests, to further enhance the awareness of employees. The Group encourages staff to report suspected corruption cases. The Whistle-blowing policy protects the whistle-blower from possible retaliation. Reported incidents will be thoroughly investigated and any misconducts would result in disciplinary actions.

During the year ended 31 December 2019, The Group did not aware of any non-compliances relating to dishonest and corruption activities according to the Penal Code of Macau and the Prevention of Bribery Ordinance 《防止賄賂條例》 of Hong Kong.

Community investment

The Group strongly believes in the concept of community co-building to help create a coherent and harmonious community. The Group intends to lead by example of demonstrating the importance of community investment and encourage our staff to participate in community initiatives through charity events, volunteering events and donations.

反貪污

本集團嚴禁任何形式的賄賂、偽造及挪用物料(包括知識產權、敲詐、欺詐及洗錢)。員工手冊就員工行為提供指引,例如收受禮物及利益衝突,以進一步加強僱員的警覺性。本集團鼓勵員工舉報懷疑貪污事件。舉報政策保障舉報人免於遭到可能報復。我們將全面調查舉報事件,而任何不當行為將導致紀律處分。

截至二零一九年十二月三十一日止年度,根據澳門《刑法典》及香港《防止賄賂條例》,本集團並不知悉有任何與不誠實及貪污活動有關的違規事件。

社區投資

本集團堅信社區共建概念能締造有序和諧的社區。本集團將以身作則展現社區投資的重要之處,並透過慈善活動、義務活動及捐獻,鼓勵員工參與社區計劃。

BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT

董事及高級管理層履歷詳情

DIRECTORS

Executive Directors

Mr. CHUNG Chi Keung (鍾志強), aged 63, is our executive Director, the chairman of our Board and the chief executive officer of our Company. He is also the co-founder of our Group in 1996. He was appointed as director of the Company on 29 September 2016. Mr. Chung is primarily responsible for formulating the overall business strategies and overseeing the business and operation of our Group. Mr. Chung is also a director of all members of our Group.

Mr. Chung has over 44 years of experience in the supply, installation and fitting-out of MVAC system. In March 1974, Mr. Chung joined Young's Engineering Co., Ltd as an apprentice and received training at the Major Air-conditioning Service Department. Upon the completion of his apprenticeship, he continued to work in the same department until July 1980. In 1987, Mr. Chung co-founded Wing Fung Engineering Limited. In July 1996 and March 2007, Mr. Chung established Wing Fung HK and Botop Macau, respectively and has been managing the business and operation of the two companies in Hong Kong and Macau. From 2003 to 2006, Mr. Chung was a member of the senior management of Dickson Group Holdings Limited (currently known as Richly Field China Development Limited), a company listed on the main board of the Stock Exchange (stock code: 313), and was responsible for managing the operation of certain construction projects in Hong Kong.

Mr. Chung owns 78.87% of the issued share capital of Wing Fung Capital Limited, one of the substantial Shareholders, which owns 430,500,000 Shares. Accordingly, Mr. Chung is deemed to be interested in all the Shares owned by Wing Fung Capital Limited under the Securities and Futures Ordinance (Chapter 571 of the laws of Hong Kong) ("SFO").

董事

執行董事

鍾志強先生，63歲，為本公司執行董事、董事會主席兼行政總裁。於一九九六年，彼亦為本集團聯合創辦人。彼於二零一六年九月二十九日獲委任為本公司董事。鍾先生主要負責制定整體業務策略及監督本集團的業務及營運。鍾先生亦為本集團所有成員公司的董事。

鍾先生於機械通風及空調系統的供應、安裝及裝修方面擁有逾44年經驗。於一九七四年三月，鍾先生加入景福工程有限公司擔任學徒並於主要空調部門接受培訓。完成學徒訓練後，彼繼續於同一部門工作至一九八零年七月。於一九八七年，鍾先生聯合創辦Wing Fung Engineering Limited。於一九九六年七月及二零零七年三月，鍾先生分別成立榮豐香港及寶創澳門並於香港及澳門管理兩家公司的業務及營運。自二零零三年至二零零六年，鍾先生為德信集團控股有限公司（現稱為裕田中國發展有限公司，一間於聯交所主板上市的公司（股份代號：313））的高級管理層成員，負責香港若干建設項目的營運管理。

鍾先生擁有Wing Fung Capital Limited的78.87%已發行股本，後者為擁有430,500,000股股份的控股股東之一。因此，根據香港法例第571章證券及期貨條例（「證券及期貨條例」），鍾先生被視為於Wing Fung Capital Limited所擁有的全部股份中持有權益。

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

Ms. LAI Suk Fan (黎淑芬), aged 57, was appointed as our executive Director on 24 March 2017. She is primarily responsible for overseeing the administration and human resources functions of our Group.

Ms. Lai studied at Lee Wai Lee Technical Institute of the Vocational Training Council on a part-time basis and was awarded a certificate for accounting technicians in August 1998. In 1998, Ms. Lai obtained a certificate in Accounting-Third Level issued by the London Chamber of Commerce and Industry Examinations Board. Ms. Lai also joined a distance-learning programme and received a Higher Certificate in Business Management from the Hong Kong Management Association in June 2009.

Ms. Lai has over 38 years of experience in administration, accounting and human resources. Ms. Lai has worked as a junior clerk at Teamlight Enterprises (HK) Ltd. from June 1980 to March 1982, then she joined Shirtmaster Limited as a purchasing clerk from May 1982 to February 1987. During June 1987 to July 1999, Ms. Lai has been working in Wing Fung Engineering Limited and Wing Fung HK and her last position was an administration officer when she left the companies in July 1999. From February 2001 to June 2011, Ms. Lai worked at Artsuc M&E Limited as the administration manager. In July 2011, Ms. Lai rejoined our Group as the administration manager of Wing Fung HK.

黎淑芬女士，57歲，於二零一七年三月二十四日獲委任為我們的執行董事。彼主要負責監督本集團行政及人力資源職能。

黎女士在職業訓練局李惠利工業學院修讀兼讀制課程，並於一九九八年八月獲頒財務會計員證書。於一九九八年，黎女士獲倫敦工商會考試局頒發第三級會計證書。黎女士亦報讀遙距課程，並於二零零九年六月取得香港管理專業協會頒發的商業管理高級函授證書。

黎女士於行政、會計及人力資源方面擁有逾38年經驗。於一九八零年六月至一九八二年三月，黎女士於Teamlight Enterprises (HK) Ltd.任職初級文員，其後彼於一九八二年五月至一九八七年二月加入領威製衣有限公司擔任採購文員。於一九八七年六月至一九九九年七月，黎女士於Wing Fung Engineering Limited及榮豐香港任職，彼於一九九九年七月離任時為行政主任。於二零零一年二月至二零一一年六月，黎女士於藝成機電有限公司任職行政經理。於二零一一年七月，黎女士重返本集團擔任榮豐香港的行政經理。

BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT
董事及高級管理層履歷詳情**Independent Non-executive Directors**

Mr. CHOY Hiu Fai Eric (蔡曉輝), aged 42, was appointed as our independent non-executive Director on 31 January 2018 and is mainly responsible for supervising and providing independent judgement to the Board.

Mr. Choy has more than 16 years of experience in accounting. Mr. Choy obtained a Bachelor of Business Administration in Accounting and Finance from the University of Hong Kong in November 2000. Upon graduation, he joined Arthur Andersen & Co, an accounting firm, in September 2000. Mr. Choy then continued his career with PricewaterhouseCoopers as a senior associate in the assurance and business advisory services department in July 2002. In 2004, Mr. Choy joined Procon CPA Limited as a managing director and he is now the head of the company's operation in Hong Kong and Shenzhen.

Mr. Choy has been a member of the Hong Kong Institute of Certified Public Accountants since February 2005. He was also admitted as a member of the American Institute of Certified Public Accountants in the United States in June 2002. Mr. Choy has been a Certified Tax Adviser of the Taxation Institute of Hong Kong since 30 September 2010.

Mr. Choy has been an independent non-executive Director of the Hong Kong Building and Loan Agency Limited, a company currently listed on the Main Board of the Stock Exchange (Stock Code: 145) since July 2016.

獨立非執行董事

蔡曉輝先生，42歲，於二零一八年一月三十一日獲委任為我們的獨立非執行董事，主要負責監督及向董事會提供獨立判斷。

蔡先生於會計領域擁有逾16年經驗。蔡先生於二零零零年十一月獲得香港大學工商管理學士(會計及金融學)學位。畢業後，彼於二零零零年九月加入一間會計師事務所安達信會計師事務所。蔡先生其後於二零零二年七月繼續執業，於羅兵咸永道會計師事務所核證及業務諮詢服務部門擔任高級會計師。於二零零四年，蔡先生加入博爾會計師有限公司擔任董事總經理，現為香港及深圳的公司營運主管。

蔡先生自二零零五年二月起為香港會計師公會會員。彼亦於二零零二年六月被接納為美國註冊會計師協會會員。自二零一零年九月三十日起，蔡先生為香港稅務學會的註冊稅務師。

自二零一六年七月起，蔡先生為香港建屋貸款有限公司的獨立非執行董事，該公司現為聯交所主板上市公司(股份代號：145)。

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

Mr. LEI For (利科), aged 42, was appointed as our independent non-executive Director on 31 January 2018 and is mainly responsible for supervising and providing independent judgement to the Board.

Mr. Lei has more than 17 years of experience in investment banking, corporate finance and investment and management matters. Mr. Lei obtained his Bachelor of Social Science from the Chinese University of Hong Kong in November 2001. He started his career with L.P. Lammas Asia Limited from September 2001 to October 2002. After that, he worked in MasterLink Securities (Hong Kong) Corporation Limited as an executive from December 2002 to February 2005. In February 2005, Mr. Lei joined Haitong International Capital Limited (previously known as Taifook Capital Limited and Tai Fook Capital Limited) as an executive, and he left as a manager in May 2007. From June 2007 to October 2010, he was appointed as the senior manager and then the vice president of the corporate finance department in ABCI Securities Company Limited. Mr. Lei then carried on his career with Cinda (BVI) Limited as the corporate finance director of Cinda International Capital Limited from October 2010 to April 2011. In April 2011 to December 2016, he joined CIMB Securities Limited as a director in investment banking. From 2017 to 2019, he joined Apastron Capital Limited with his last position as managing director. Mr. Lei is currently the director of Hongsong Limited.

利科先生，42歲，於二零一八年一月三十一日獲委任為我們的獨立非執行董事，主要負責監督及向董事會提供獨立判斷。

利先生於投資銀行、企業融資及投資及管理事宜方面擁有超過17年經驗。利先生於二零零一年十一月獲香港中文大學頒授社會科學學士。於二零零一年九月至二零零二年十月，彼於豐裕興業有限公司開展事業。其後，於二零零二年十二月至二零零五年二月，彼於元富證券(香港)有限公司擔任行政人員。於二零零五年二月，利先生加盟海通國際資本有限公司(前稱大福融資有限公司)出任行政人員，於二零零七年五月離任時職至經理。於二零零七年六月至二零一零年十月，彼先後獲委任為農銀國際證券有限公司企業融資部高級經理及副總裁。其後，利先生在Cinda (BVI) Limited繼續其事業，於二零一零年十月至二零一一年四月任信達國際融資有限公司企業融資董事。於二零一一年四月至二零一六年十二月，彼加入聯昌證券有限公司擔任投資銀行的董事。自二零一七年至二零一九年，彼加入Apastron Capital Limited，最後職位為董事總經理。利先生目前為Hongsong Limited的董事。

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

Mr. LAI Wai Ming (黎偉明), aged 44, was appointed as our independent non-executive Director on 31 January 2018 and is mainly responsible for supervising and providing independent judgement to the Board.

Mr. Lai graduated from the Hong Kong Polytechnic University in November 1997 and was awarded a Bachelor of Science degree in Building Technology and Management. Then he obtained a Master of Science in Real Estate from the University of Hong Kong in December 1999. In February 2002, Mr. Lai further obtained a diploma in building surveying from the College of Estate Management in the United Kingdom, which is a long-distance programme. Mr. Lai was also certified as a registered professional engineer by the Engineer Registration Board in April 2006, and he was admitted as a member of the Hong Kong Institution of Engineers and the Chartered Institute of Building in December 2004 and May 2005, respectively.

Mr. Lai has over 21 years of experience in building service and engineering. Mr. Lai joined Gammon Construction Limited in July 1998 and he was the assistant project manager when he left the company in November 2007. He then worked at Hongkong Land Limited, a property investment, management and development group listed in London, Bermuda and Singapore, from November 2007 to July 2011 as an assistant project manager. In July 2011, Mr. Lai joined a property developer as a project manager in Hong Kong and he was a senior project manager when he left the company in August 2017. In February 2018, Mr. Lai has joined a construction company in Hong Kong as a project director.

黎偉明先生，44歲，於二零一八年一月三十一日獲委任為獨立非執行董事，主要負責監督及向董事會提供獨立判斷。

黎先生於一九九七年十一月在香港理工大學畢業，獲頒建築科技及管理學理學士學位。彼其後於一九九九年十二月獲香港大學頒授房地產理學碩士。於二零零二年二月，黎先生再於英國College of Estate Management取得建築測量學文憑，該文憑為遙距課程。黎先生亦於二零零六年四月獲工程師註冊管理局認可成為註冊專業工程師，彼分別於二零零四年十二月及二零零五年五月獲認為香港工程師學會及英國特許建造學會會員。

黎先生於屋宇裝備及工程擁有逾21年經驗。黎先生於一九九八年七月加入金門建築有限公司，彼於二零零七年十一月離職時擔任助理項目經理。彼其後於二零零七年十一月至二零一一年七月在Hongkong Land Limited（一間於倫敦、百慕達及新加坡上市的物業投資、管理及發展集團）任職助理項目經理。於二零一一年七月，黎先生加入香港一家地產發展商出任項目經理，彼於二零一七年八月離開該公司時正任職高級項目經理。於二零一八年二月，黎先生加入香港一間建築公司擔任項目總監。

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

SENIOR MANAGEMENT

The following are the senior management team of the Group:

Mr. LAW Pak Hin Edward (羅柏妍), aged 33, joined our Group and was appointed as the chief financial officer of our Group on 12 September 2016, and as our Company Secretary on 14 February 2017. Mr. Law is primarily responsible for overseeing the finance and accounting functions of our Group.

In July 2010, Mr. Law obtained a Bachelor of Commerce from the Australian National University in Australia. He was admitted as an associate of the CPA Australia in August 2010 and was further admitted as a full member in July 2013. Mr. Law has more than 9 years of experience in finance and accounting. Before joining our Group, Mr. Law has joined BDO Limited as an associate in December 2010 and he was an assistant manager when he left BDO Limited in December 2014. Then he carried on his career with Ernst & Young in December 2014 and he was a senior accountant in the assurance department when he left the firm in August 2016.

Mr. CHAN Kai Ho (陳啟豪), aged 35, was appointed as a project manager at Wing Fung Engineering (H.K.) Limited in January 2018 and primarily responsible for overseeing and managing project execution and operation.

Mr. Chan obtained a Master's degree in Construction Law and Dispute Resolution at The Hong Kong Polytechnic University in 2018 and a Bachelor's degree in Building Services Engineering at The Hong Kong Polytechnic University in 2009. Mr. Chan has more than 10 years of experience in engineering including the experience in relation to MVAC services. Mr. Chan began his engineering career as an assistant engineer with a Hong Kong-based company specialised in construction and engineering related services from July 2009 to July 2010. He then worked at Paul Y. (E&M) Contractors Limited from 2010 to 2017 with his last position being a project building services engineer.

高級管理層

以下為本集團的高級管理層：

羅柏妍先生，33歲，於二零一六年九月十二日加入本集團及獲委任為本集團財務總監，並於二零一七年二月十四日獲委任為公司秘書。羅先生主要負責監督本集團的財務及會計職能。

於二零一零年七月，羅先生在澳洲的澳洲國立大學取得商業學士學位。彼於二零一零年八月獲澳洲會計師公會認可為會員，並於二零一三年七月獲認可為正式會員。羅先生於財務及會計擁有超過九年經驗。加入本集團前，羅先生於二零一零年十二月加入香港立信德豪會計師事務所有限公司擔任審計員，彼於二零一四年十二月離職時為助理經理。其後，彼於二零一四年十二月於安永會計師事務所繼續其事業，彼於二零一六年八月離職時為核證部門高級會計師。

陳啟豪先生，35歲，於二零一八年一月獲委任為榮豐工程(香港)有限公司的項目經理，主要負責監督及管理項目的執行及營運。

陳先生於二零一八年獲香港理工大學頒授建築法及爭議解決學碩士學位，並於二零零九年獲香港理工大學頒授屋宇設備工程學學士學位。陳先生在工程方面擁有逾10年經驗，包括有關機械通風空調系統服務的經驗。陳先生於二零零九年七月至二零一零年七月在一間立足香港從事建築及工程相關服務的公司擔任助理工程師，開始其工程職業生涯。彼其後於二零一零年至二零一七年在保華機電工程有限公司任職，離職前擔任項目屋宇服務工程師。

REPORT OF DIRECTORS 董事會報告

The Directors hereby presented their report and audited consolidated financial statements for the year ended 31 December 2019.

CORPORATE REORGANISATION

The Company was incorporated in the Cayman Islands as an exempted company with limited liability on 29 September 2016 under the Companies Law, Chapter 22 (Law 3 of 1961, as consolidated and revised) (the “Companies Law”) of the Cayman Islands.

The companies now comprising the Group underwent a reorganisation (the “Reorganisation”) to rationalise the structure of the Group in preparation for the Listing. Pursuant to the Reorganisation, the Company became the holding company of the subsidiaries now comprising the Group. Further details of the Reorganisation are set out in the section headed “History, Development and Reorganisation” in the Prospectus. The Shares were listed on the GEM of the Stock Exchange on 27 February 2018 (the “Listing Date”).

PRINCIPAL ACTIVITIES AND BUSINESS REVIEW

The principal activity of the Company is investment holding. The Group is principally engaged as a subcontractor for the provision of supply, installation and fitting-out services of MVAC systems for buildings in Hong Kong and Macau. The projects of the Group can generally be categorized into private sector projects and public sector projects. A list of the subsidiaries of the Company and details of their principal activities of are set out in note 29 to the consolidated financial statements. There were no significant changes to the Group’s principal activities during the year.

董事謹此提呈彼等於截至二零一九年十二月三十一日止年度的報告及經審核綜合財務報表。

企業重組

本公司根據開曼群島法例第22章公司法（一九六一年第3號法例，經綜合及修訂）（「公司法」）於二零一六年九月二十九日在開曼群島註冊成立為一家獲豁免有限公司。

為籌備上市，現組成本集團之公司已進行重組（「重組」），以精簡本集團之架構。根據重組，本公司成為本集團現時各附屬公司之控股公司。重組之進一步詳情載於本招股章程「歷史、歷史及重組」一節。本公司股份已於二零一八年二月二十七日在聯交所GEM上市（「上市日期」）。

主要活動及業務回顧

本公司的主要活動為投資控股。本集團主要從事以分包商的身份在香港及澳門提供樓宇機械通風及空調系統的供應、安裝及裝修服務。本集團的項目大致可分為私營界別項目及公營界別項目。本公司附屬公司列表及其主要業務詳情載於綜合財務報表附註29。於本年度，本集團的主要活動並無重大變動。

REPORT OF DIRECTORS
董事會報告

For discussion and analysis of these activities as required by Schedule 5 to the Hong Kong Companies Ordinance (Chapter 622 of the Laws of Hong Kong) (the “Companies Ordinance”), including a fair review of business, its key relationship with employees, customers, suppliers and subcontractors, an indication of likely future developments in the Group’s business and an analysis of the Group’s performance during the year using financial key performance indicators, can be found in sections headed “Management Discussion and Analysis” set out on pages 7 to 15 of this annual report and the discussion of its environmental policies and performance, can be found in section headed “Environmental, Social and Governance Report” of this annual report.

The Group has established a set of risk management policies and measures. The Group’s risk management process starts with identifying the major risks associated with its business, industry and market in the ordinary course of business. The Board and senior management are responsible for identifying and analysing the risk associated with their respective function, preparing and measuring risk mitigation plans and reporting the status of risk management. Details of principal risks and uncertainties faced by the Group are set out on page 11 of this annual report.

For the year ended 31 December 2019, the Group had continued to engage an independent internal control consultant to review the effectiveness of the Group’s internal control system and directly report to the Audit Committee of the Company. For details, please refer to the paragraph headed “Internal Control and Risk Management” under the section headed “Corporate Governance Report” in this annual report.

COMPLIANCE WITH APPLICABLE LAWS AND REGULATIONS

For the year ended 31 December 2019, the Group’s operations were mainly carried out in Hong Kong and Macau. The Group shall accordingly comply with relevant laws and regulations in Hong Kong and Macau and the respective places of incorporation of the Company and its subsidiaries. During the year and up to the date of this report, the Board was not aware of any non-compliance with relevant laws and regulations that have a significant impact on the business and operations of the Group.

根據香港法例第622章《香港公司條例》(「公司條例」)附表5規定對該等活動之討論及分析，包括公平審閱業務、其與僱員、客戶、供應商及分包商之關係、本集團業務未來可能發展的指標以及利用關鍵績效指標對本集團年內表現進行的分析，均可於本年報第7至15頁所載「管理層討論及分析」一節，而其環境政策及表現之討論，均載於本年報「環境、社會及管治報告」一節。

本集團已設立一套風險管理政策及措施。本集團風險管理程序的第一步為識別日常業務過程中與其業務、產業及市場有關的主要風險。董事會及高級管理層負責識別及分析與彼等各職能有關的風險、編製及調整風險減低計劃以及呈報風險管理狀態。本集團所面臨主要風險及不確定因素的詳情載於本年報第11頁。

於截至二零一九年十二月三十一日止年度，本集團已持續委聘一名獨立內部監控顧問，以檢討本集團內部監控系統的有效性，及直接向本公司審核委員會報告。詳情請參閱本年報「企業管治報告」一節「內部監控及風險管理」一段。

遵守適用法律及法規

截至二零一九年十二月三十一日止年度，本集團主要於香港及澳門經營業務。故此，本集團須遵守香港及澳門以及本公司及其附屬公司各自的註冊成立地點的相關法律及法規。年內及直至本年報日期，董事會並不知悉任何違反相關法律及法規，對本集團業務及經營產生重大影響的情況。

SEGMENT INFORMATION

An analysis of the Group's performance for the year ended 31 December 2019 by operating segment is set out in note 5 to the consolidated financial statements.

RESULTS AND APPROPRIATIONS

The results of the Group for the year ended 31 December 2019 are set out in the consolidated statement of comprehensive income on page 80 of this annual report.

The Board did not recommend the payment of final dividend of the Company for the year ended 31 December 2019 to the Shareholders.

FINANCIAL SUMMARY

A summary of the results and of the assets and liabilities of the Group for the last five years, as extracted from the consolidated financial statements and the Prospectus, is set out on page 172 of this annual report.

PLANT AND EQUIPMENT

Details of the movements during the year ended 31 December 2019 in the plant and equipment of the Group are set out in note 14 to the consolidated financial statements of this annual report.

SHARE CAPITAL

There was no movements in the share capital of the Company during the year ended 31 December 2019. Details of the share capital of the Company are set out in note 22(i) to the consolidated financial statements.

RESERVES

As at 31 December 2019, the Company's reserve available for distribution to the shareholders, calculated in accordance with the Companies Law of the Cayman Islands amounted to approximately HK\$37,885,000.

分部資料

本集團於截至二零一九年十二月三十一日止年度按經營分部劃分的表現分析載於綜合財務報表附註5。

業績及分派

本集團於截至二零一九年十二月三十一日止年度的業績載於本年報第80頁的綜合損益及其他全面收益表。

董事會建議不向股東派發本公司截至二零一九年十二月三十一日止年度的末期股息。

財務概要

本集團於最近五個年度的業績以及資產及負債的概要(摘錄自綜合財務報表及招股章程), 載於本年報第172頁。

廠房及設備

本集團廠房及設備於截至二零一九年十二月三十一日止年度的變動詳情, 載於本年報綜合財務報表附註14。

股本

本公司股本截至二零一九年十二月三十一日止年度並無變動。本公司股本詳情載於綜合財務報表附註22(i)。

儲備

於二零一九年十二月三十一日, 本公司可供分派予股東的儲備(根據開曼群島公司法予以計算)約為37,885,000港元。

REPORT OF DIRECTORS
董事會報告

EQUITY LINKED AGREEMENT

No equity-linked agreement was entered into by the Group or existed during the year ended 31 December 2019.

DISCLOSURE OF INTERESTS

(I) Directors' and Chief Executive's Interests and Short Positions in the Shares, Underlying Shares or Debentures

As at 31 December 2019, the interests and short positions of the Directors and chief executive of the Company in the Shares, the underlying Shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (the "SFO")), which were required to be notified the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including the interests or short positions which any such director or chief executive was taken or deemed to have under such provision of the SFO) or which were required, pursuant to Section 352 of the SFO, to be entered in the register referred to therein, or which were required, pursuant to standard of dealings by Directors referred in Rules 5.46 to 5.67 of the GEM Listing Rules, to be notified to the Company and the Stock Exchange were as follows:

Name of Director	Capacity/Nature of Interest	Number of the Shares held/interested in	Long/short position	Percentage of Shareholding
董事姓名	身份／權益性質	所持有／擁有權益的股份數目	好／淡倉	持股百分比
Mr. Chung	Interest in controlled corporation (Note)	430,500,000	Long position	75%
鍾志強先生 (「鍾先生」)	受控制法團權益 (附註)		好倉	

股權相關協議

於截至二零一九年十二月三十一日止年度，本集團並未訂立股權相關協議，或存在股權相關協議。

權益披露

(I) 董事及最高行政人員於股份、相關股份或債權證的權益及淡倉

於二零一九年十二月三十一日，董事及本公司最高行政人員於本公司或其任何相聯法團(定義見香港法例第571章證券及期貨條例第XV部)的股份、相關股份或債權證中，擁有須根據證券及期貨條例(「證券及期貨條例」)第XV部第7及第8分部知會本公司及聯交所的權益及淡倉(包括根據證券及期貨條例有關規定彼等被當作或被視為擁有的權益或淡倉)，或根據證券及期貨條例第352條記錄於該條所指的登記冊內的權益及淡倉，或根據GEM上市規則第5.46至5.67條所指依據董事的交易標準須知會本公司及聯交所的權益及淡倉如下：

REPORT OF DIRECTORS
董事會報告*Note:*

The 430,500,000 Shares are held by Wing Fung Capital Limited, which is an associated corporation of the Company and owned as to 7,887 shares representing 78.87% by Mr. Chung. Therefore, Mr. Chung is deemed to be interested in all the Shares held by Wing Fung Capital Limited for the purposes of the SFO. Mr. Chung is our executive Director, Chairman and Chief Executive Officer and one of the controlling shareholders of the Company.

Save as disclosed above, as at 31 December 2019, none of the Directors or chief executive of the Company had registered any interests and short positions in the Shares, underlying Shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) (i) which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which were taken or deemed to have under such provisions of the SFO); or (ii) which were required to be notified to the Company and the Stock Exchange pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules.

附註：

該430,500,000股股份由Wing Fung Capital Limited持有，該公司為本公司聯營公司，由鍾先生擁有7,887股股份（佔78.87%）。因此，就證券及期貨條例而言，鍾先生被視為於Wing Fung Capital Limited所持有的所有股份中擁有權益。鍾先生為執行董事、主席兼行政總裁及為本公司控股股東之一。

除上文所披露者外，於二零一九年十二月三十一日，概無董事或本公司最高行政人員於本公司或其任何相聯法團（定義見證券及期貨條例第XV部）的股份、相關股份或債權證中，擁有須(i)根據證券及期貨條例第XV部第7及第8分部知會本公司及聯交所的權益或淡倉（包括根據證券及期貨條例有關規定彼等被當作或被視為擁有的權益或淡倉）；或(ii)根據GEM上市規則第5.46至5.67條須知會本公司及聯交所的權益及淡倉。

REPORT OF DIRECTORS
董事會報告**(II) Substantial Shareholders' and Other Persons' Interests and Short Positions in the Shares, Underlying Shares and Debentures**

So far as the Directors are aware, as at 31 December 2019, the following persons/entities (other than the Directors and chief executive of the Company) had or were deemed to have taken an interest or short position in the Shares or underlying Shares which were recorded in the register of interests required to be kept by the Company pursuant to Section 336 of the SFO, or which would fall to be disclosed under the provisions of Divisions 2 and 3 of Part XV of the SFO and the GEM Listing Rules.

Name of Shareholder	Capacity/Nature of Interest	Number of the Shares held/interested in	Long/short position	Percentage of Shareholding
股東姓名	身份／權益性質	所持有／擁有的權益的股份數目	好／淡倉	持股百分比
Ms. Chung Mei Lin Joanne ("Ms. Chung")	Interests held jointly with another person (Note)	430,500,000	Long position	75%
鍾美蓮女士 (「鍾女士」)	與另一名人士共同持有的權益(附註)		好倉	
Wing Fung Capital Limited	Beneficial owner	430,500,000	Long position	75%
Wing Fung Capital Limited	實益擁有人		好倉	

Note:

On 29 May 2017, Mr. Chung and Ms. Chung entered into a deed of acting in concert (the "Deed of Acting in Concert") to acknowledge and confirm, amongst other things, that they are parties acting in concert (within the meaning under the Takeovers Code) in respect of Wing Fung Capital Limited, Wing Fung Engineering (H.K.) Limited and Botop Engineering (Macau) Limited since their respective incorporation. Pursuant to the arrangement under the Deed of Acting in Concert, Mr. Chung and Ms. Chung are deemed to be interested in the Shares held by each other by virtue of the SFO.

(II) 主要股東及其他人士於股份、相關股份或債權證中的權益及淡倉

據董事所知，於二零一九年十二月三十一日，以下人士／實體(董事及本公司最高行政人員除外)於股份或相關股份中，擁有或被視為當作擁有記錄於本公司根據證券及期貨條例第336條須予存置的權益登記冊內，或根據證券及期貨條例第XV部第2及第3分部的條文及GEM上市規則須予披露的權益或淡倉。

附註：

於二零一七年五月二十九日，鍾先生及鍾女士訂立一致行動契據(「一致行動契據」)，以承認及確定(其中包括)於Wing Fung Capital Limited、榮豐工程(香港)有限公司及寶創工程(澳門)一人有限公司各自註冊成立以來，彼等就Wing Fung Capital Limited、榮豐工程(香港)有限公司及寶創工程(澳門)一人有限公司為一致行動人士(定義見收購守則)。根據證券及期貨條例，按照一致行動契據項下安排，鍾先生及鍾女士被視為於彼此所持股份中擁有權益。

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Save as disclosed above, as at 31 December 2019, no person, other than the Directors and chief executive of the Company whose interests are set out in the section "Directors' and Chief Executive's Interests and Short Positions in the Shares, Underlying Shares or Debentures" above, had notified the Company of an interest or short position in the Shares, underlying Shares or debenture of the Company that was required to be recorded in the register required to be kept by the Company pursuant to Section 336 of the SFO or which would fall to be disclosed under the provisions of Divisions 2 and 3 of Part XV of the SFO.

ARRANGEMENT TO ACQUIRE SHARES OR DEBENTURES

At no time during the year was the Company or any of its subsidiaries or any of its associated corporation a party to any arrangements to enable the Directors to acquire benefits by means of the acquisition of the Shares in, or debentures of, the Company or any other body corporate, and none of the Directors, or their spouses or children under the age of 18, had any right to subscribe for the Shares in, or debentures of, the Company, or had exercised any such rights.

MAJOR CUSTOMERS, SUPPLIERS AND SUBCONTRACTORS

During the year ended 31 December 2019, so far as the Company is aware, the aggregate revenue attributable to our five largest customers and the largest customer accounted for approximately 91.5% (2018: 99.9%) and 51.9% (2018: 76.7%), respectively, of the Group's total revenue for the year ended 31 December 2019. Our Directors consider our Group's business model is sustainable as we have been actively tendering for projects and securing awards of contracts placed by various main contractors. During the year ended 31 December 2019, our Group was awarded 12 new projects, and had seen a decline in our customer concentration. Purchases from the Group's five largest suppliers accounted for approximately 57.3% (2018: 50.0%) of the Group's total costs of services for the year ended 31 December 2019 and the purchase from the largest supplier included therein amounted to approximately 16.2% (2018: 27.6%). Sub-contracting fees from the Group's five largest subcontractors accounted for approximately 56.4% (2018: 49.8%) of the Group's total costs of services for the year

除上文所披露者外，於二零一九年十二月三十一日，除上述「董事及最高行政人員於股份、相關股份或債權證中的權益及淡倉」所載董事及本公司最高行政人員的權益外，概無人士已向本公司知會須記錄於本公司根據證券及期貨條例第336條須予存置的權益登記冊的任何權益或淡倉，或未根據證券及期貨條例第XV部第2及第3分部的條文須予披露的任何權益或淡倉。

購買股份或債券之安排

於本年度任何時間，本公司或其任何附屬公司或其任何相聯法團並無作為任何一方訂立任何安排致使董事可藉認購本公司或任何其他法人團體之股份或債務證券(包括債券)而從中獲益，且概無董事或彼等的配偶或未滿18歲子女擁有任何認購本公司股份或債權證的權利，或已行使任何有關權利。

主要客戶、供應商及分包商

截至二零一九年十二月三十一日止年度，據本公司所知，來自五大客戶及最大客戶的收益總額分別佔本集團截至二零一九年十二月三十一日止年度的總收益約91.5% (二零一八年：99.9%) 及51.9% (二零一八年：76.7%)。董事認為，本集團的業務模式仍屬可持續，因我們一直積極競投項目及取得各總承建商授出的合約。截至二零一九年十二月三十一日止年度，本集團獲授12個新項目，並錄得客戶集中度減少。來自本集團五大供應商的採購額佔於截至二零一九年十二月三十一日止年度本集團總服務成本約57.3% (二零一八年：50.0%)，而計入採購額的來自最大供應商的採購額約為16.2% (二零一八年：27.6%)。來自本集團五大分包商的分包費佔於截至二零一九年十二月三十一日止年度本集團總服務成本約56.4%

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ended 31 December 2019 and the sub-contracting fee from the largest sub-contractor included therein amounted to approximately 22.4% (2018: 13.5%).

None of the Directors nor any of his/her close associates (as defined under the GEM Listing Rules) or shareholders (which, to the best knowledge of the Directors, own more than 5% of the Company's issued share capital), had any interest in the Group's five largest customers, suppliers and subcontractors during the year ended 31 December 2019.

TAX RELIEF AND EXEMPTION OF HOLDERS OF LISTED SECURITIES

The Company is not aware of any tax relief or exemption available to the shareholders of the Company by reason of their holding of the Company's securities.

DIRECTORS

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

Executive Directors

Mr. Chung Chi Keung (*Chairman and Chief Executive Officer*)
Ms. Lai Suk Fan

Independent Non-executive Directors

Mr. Choy Hiu Fai Eric
Mr. Lei For
Mr. Lai Wai Ming

Further information regarding Directors' emoluments is set out in note 10 to the consolidated financial statements.

An annual confirmation of independence pursuant to the requirements under Rule 5.09 the GEM Listing Rules has been received from each of the INEDs.

(二零一八年：49.8%)，而計入分包費的支付予最大分包商的分包費約為22.4%(二零一八年：13.5%)。

於截至二零一九年十二月三十一日止年度，概無本公司董事或其任何緊密聯繫人(定義見GEM上市規則)或股東(據董事所深知，持有本公司已發行股份5%以上)於本集團五大客戶、供應商及分包商擁有任何權益。

上市證券持有人的稅務減免

本公司並不知悉任何因持有本公司證券而提供予本公司股東的稅務寬減或減免。

董事

於截至二零一九年十二月三十一日止年度及直至本報告日期的董事如下：

執行董事

鍾志強先生(*主席及行政總裁*)
黎淑芬女士

獨立非執行董事

蔡曉輝先生
利科先生
黎偉明先生

與董事酬金有關之進一步資料載於綜合財務報表附註10。

根據GEM上市規則第5.09條規定之年度獨立確認函已從各獨立非執行董事取得。

BIOGRAPHICAL DETAILS OF DIRECTORS AND CHANGES IN INFORMATION OF DIRECTORS

Updated biographical details of the Directors are set out on pages 45 to 49 of this annual report.

DIRECTORS' SERVICES CONTRACTS

Each of the executive Directors has entered into a service agreement with Company for an initial term of three years commencing from the Listing Date and will continue thereafter unless and until terminated by the Company or Director or the Director has not been re-elected as a director of the Company or has been removed by shareholders of the Company at any of its general meeting or is disqualified from acting as a director of the Company in accordance with the articles of association of the Company. Each INED was appointed under a letter of appointment for a fixed term of three years commencing from the Listing Date unless terminated by the Company or the INED in accordance with the terms as set out in the letter of appointment.

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

DIRECTORS' RETIREMENT AND RE-ELECTION

Pursuant to Article 16.18 of the Articles, at every annual general meeting, one third of the Directors for the time being (or if their number is not three or a multiple of three, then the number nearest to but not less than one-third) shall retire from office by rotation provided that every Director shall be subject to retirement by rotation at least once every three years. Any Director appointed pursuant to Article 16.2 or Article 16.3 shall not be taken into account in determining which Directors are to retire by rotation. A retiring Director shall retain office until the close of the meeting at which he retires and shall be eligible for re-election thereat. The Company at any annual general meeting at which any Directors retire may fill the vacated office by electing a like number of persons to be Directors.

董事的履歷詳情及董事資料的變動

董事的最新履歷詳情簡介均載於本年報第45至49頁。

董事的服務合約

各執行董事已與本公司訂立服務協議，自上市日期開始初步為期三年，及將延續任期，除非及直至本公司或董事終止協議為止，或董事未獲重選為本公司董事或已被本公司股東於其任何股東大會罷免或根據本公司組織章程細則不符合資格擔任本公司董事。各獨立非執行董事根據委任函獲委任，固定年期由上市日期起計三年，除非本公司或獨立非執行董事根據委任函所載條款予以終止。

除上文所披露者外，概無擬於應屆股東週年大會上膺選連任的董事與本公司或其任何附屬公司訂立或擬訂立不可由本集團於一年內終止而免付賠償(法定賠償除外)的任何服務合約。

董事退任及膺選連任

根據細則第16.18條，於每屆股東週年大會上當時三分之一在任董事(或如人數並非三或三之倍數，則最接近但不少於三分之一之人數)須輪值退任，惟每名董事須最少每三年輪席退任一次。於計算須輪席告退的董事時，任何根據細則第16.2條或細則第16.3條委任之董事不應計算在內。退任的董事將任職至其退任的會議結束為止，並且有資格重新參選。本公司在任何董事退任的股東週年大會上，可選舉相同人數的人士出任董事以填補空缺。

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Pursuant to Article 16.2 of the Articles, the Board shall have the power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy or as an addition to the Board. Any Director so appointed shall hold office only until the next following general meeting of the Company and shall then be eligible for re-election at that meeting. Further, according to Article 16.3 of the Articles, the Company may from time to time in general meeting by ordinary resolution increase or reduce the number of Directors but so that the number of Directors shall not be less than two. Subject to the provisions of these Articles and the Companies Law of the Cayman Islands, the Company may by ordinary resolution elect any person to be a Director either to fill a casual vacancy or as an addition to the existing Directors. Any Director so appointed shall hold office only until the next following general meeting of the Company and shall then be eligible for re-election.

In accordance with Article 16.18 of the Articles, Mr. Lai Wai Ming and Mr. Chung Chi Keung shall retire by rotation at the forthcoming AGM and, being eligible, offer themselves for re-election at the forthcoming AGM.

DIRECTORS' INTERESTS IN TRANSACTIONS, ARRANGEMENTS, CONTRACTS OF SIGNIFICANCE

Save as disclosed in the Prospectus and elsewhere in this annual report, no transactions, arrangements and contracts of significance in relation to the Group's business to which the Company or any of its subsidiaries was a party and in which the Director or an entity connected with the Director had a material interest, whether directly or indirectly, subsisted at any time during the year ended 31 December 2019.

CONTROLLING SHAREHOLDERS' INTERESTS

During the year ended 31 December 2019, there were no contracts of significance between the Company or any of its subsidiaries and any controlling Shareholder or any of its subsidiaries or any contracts of significance for the provision of services to the Company or any of its subsidiaries by a controlling shareholder or any of its subsidiaries.

根據細則第16.2條，董事會有權不時及隨時委任任何人士為董事，以填補董事會空缺或新加入成員。任何獲委任之董事任期僅直至本公司下屆股東大會舉行時屆滿，屆時可於該會上膺選連任。此外，根據細則第16.3條，本公司可不時在股東大會上通過增加或者減少董事人數的普通決議，但是無論如何增減，董事人數不應少於兩人。受制於該等細則以及開曼群島公司法的規定，本公司可以，為填補董事會的臨時職位空缺或為任命新任董事，通過普通決議選舉任何人為董事。任何以該等方式任命的董事僅能任職至本公司下一屆股東大會召開之前，並合資格可以在該會議上被重新選舉為董事。

根據細則第16.18條，黎偉明先生及鍾志強先生將於應屆股東週年大會上輪值退任，並合資格且願意於應屆股東週年大會上應選連任。

董事於交易、安排、合約的重大權益

除招股章程及本年報其他部分所披露者外，於截至二零一九年十二月三十一日止年度任何時間，概無本公司或其任何附屬公司為訂約方而董事或與董事關連的實體直接或間接擁有重大權益的與本集團業務有關的重大交易、安排及合約。

控股股東權益

截至二零一九年十二月三十一日止年度，本公司或其任何附屬公司與控股股東或其任何附屬公司概無訂立重大合約，或控股股東或其任何附屬公司概無訂立向本公司或其任何附屬公司提供服務的任何重大合約。

EMOLUMENTS OF THE DIRECTORS AND FIVE HIGHEST PAID INDIVIDUALS

Details of the emoluments of Directors and the five highest paid individuals of the Group are set out in note 9 to the consolidated financial statements in this annual report.

EMOLUMENT POLICY

The Remuneration Committee is set up for reviewing the Group's emolument policy and structure for making recommendation to the Board on the overall remuneration policy and structure relating to all Directors and senior management of the Group. The remunerations of the Directors are determined by reference to the Group's operating results, comparable market statistics, the responsibilities and duties assumed by each Director as well as their individual performance.

COMPETING INTERESTS

The Directors are not aware of any business or interest of Directors nor the controlling shareholder of the Company nor any of their respective close associates (as defined in the GEM Listing Rules) that compete or may compete with the business of the Group and any conflicts of interests which any such person has or may have with the Group during the year ended 31 December 2019.

NON-COMPETITION UNDERTAKING

The Company confirms that the non-competition undertaking of Mr. Chung, Ms. Chung and Wing Fung Capital Limited, details of which were set out in the Prospectus, has been fully complied and enforced since the Listing and up to the date of this report. The Board also confirms that there are no other matters in relation to the aforesaid undertaking which should be brought to the attention of the Shareholders and the potential investors.

董事及五名最高薪酬人士的酬金

董事及本集團五名最高薪酬人士酬金的詳情載於本年報的綜合財務報表附註9。

薪酬政策

本公司已設立薪酬委員會對本集團的薪酬政策及架構進行審閱，以對與本集團全體董事及高級管理層相關的整體薪酬政策及架構向董事會作出推薦建議。董事的薪酬乃參照本集團的營運業績、可資比較市場統計數據、各董事承擔的職責以及彼等的個人表現所釐定。

競爭性權益

於截至二零一九年十二月三十一日止年度，董事概不知悉董事及本公司控股股東及任何彼等各自的緊密聯繫人(定義見GEM上市規則)之任何業務或權益與本集團的業務出現或可能出現競爭，亦不知悉任何該等人士已經或可能與本集團出現任何利益衝突。

不競爭承諾

本公司確認，鍾先生、鍾女士及Wing Fung Capital Limited之間的不競爭承諾(其詳情載於招股章程)於上市日期起及直至本報告日期已完全遵守及執行。董事會亦確認，概無其他與上述承諾相關的事項須提請股東及潛在投資者垂注。

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As at the date of this report, except for (i) the participation of TC Capital International Limited (“TC Capital”) as the sponsor in relation to the listing of the Company on GEM; and (ii) the compliance adviser agreement entered into between the Company and TC Capital dated 21 April 2017, neither TC Capital nor any of its directors, employees or close associates had any interests in relation to the Group which was required to be notified to the Company pursuant to Rule 6A.32 of GEM Listing Rules.

PURCHASE, SALE OR REDEMPTION OF LISTED SECURITIES

Neither the Company nor any of its subsidiaries have purchased, sold or redeemed any of the Company’s listed securities during the year ended 31 December 2019.

COMPARISON OF BUSINESS OBJECTIVES WITH ACTUAL BUSINESS PROGRESS

An analysis comparing the business objectives as set out in the Prospectus with the Group’s actual business progress for the period from the Listing Date to 31 December 2019 is set out below:

Business strategies as stated in the Prospectus 招股章程所述之業務策略	Implementation plan as stated in the Prospectus 招股章程所述之實施計劃	Actual business progress up to 31 December 2019 直至二零一九年十二月三十一日之實際業務進展
Acquisition of performance bond for new projects 為新項目購買履約保證金	Satisfy customers’ requirements for performance bonds for new projects to be awarded to our Group 滿足客戶對將授予本集團的新項目的履約保證金要求	The Group was awarded 12 new projects in the year ended 31 December 2019. As at 31 December 2019, the Group acquired performance bond in the amount of approximately HK\$6.1 million to satisfy requirement of new projects. 截至二零一九年十二月三十一日止年度，本集團獲授予12個新項目。於二零一九年十二月三十一日，本集團購入金額約6.1百萬港元的履約保證金，以滿足新項目要求。

合規顧問的權益

於本報告日期，除(i)天財資本國際有限公司(「天財資本」)就本公司於GEM上市擔任保薦人；及(ii)本公司與天財資本所訂立日期為二零一七年四月二十一日之合規顧問協議外，天財資本或其任何董事、僱員或緊密聯繫人概無擁有任何根據GEM上市規則第6A.32條須知會本公司有關本集團之權益。

購買、出售或贖回上市證券

於截至二零一九年十二月三十一日止年度，本公司或其任何附屬公司概無購買、出售或贖回本公司任何上市證券。

業務目標與實際業務進展比較

下表載列招股章程所載之業務目標與本集團由上市日期起至二零一九年十二月三十一日期間之實際業務進展之比較分析：

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Business strategies as stated in the Prospectus 招股章程所述之業務策略	Implementation plan as stated in the Prospectus 招股章程所述之實施計劃	Actual business progress up to 31 December 2019 直至二零一九年十二月三十一日之實際業務進展
Employment of additional staff and provision of relevant training 增聘員工及提供相關培訓	Payroll for newly employed staff 增聘員工的薪金	During the year ended 31 December 2019, the Group recruited 3 new junior to senior level engineering staff. Taking into account the new recruits in 2018, the Company has incurred staff costs of approximately HK\$5.3 million as at 31 December 2019 for all 13 new headcounts in our project team and one administrative staff recruited by the Group since Listing. 於截至二零一九年十二月三十一日止年度，本公司聘請3名新任初級至高級工程人員。計及二零一八年招聘的新員工，於二零一九年十二月三十一日，本公司就本集團上市後招聘的項目團隊的全部13名新員工及一名行政人員產生員工成本約5.3百萬港元。
	Sponsor project team to attend technical seminars and occupational health and safety courses 贊助項目團隊參加技術研討會及職業健康與安全課程	As at 31 December 2019, the Group has paid approximately HK\$7,000 to sponsor its engineering staff to attend technical seminars and occupational health and safety courses organised by third parties. 於二零一九年十二月三十一日，本集團已支付約7,000港元以贊助其工程人員參加由第三方組織的技術研討會及職業健康與安全課程。
	Purchase building information modeling BIM software 購買建築資訊模型(BIM)軟件	As at 31 December 2019, the Group acquired BIM software in the amount of approximately HK\$36,000. 於二零一九年十二月三十一日，本集團已購買BIM軟件約36,000港元。
	Provide training to staff for the BIM software 就BIM軟件向員工提供培訓	As at 31 December 2019, the Group has paid approximately HK\$18,000 to sponsor its engineering staff to attend training for BIM software. 於二零一九年十二月三十一日，本集團已支付約18,000港元資助其工程人員參與BIM軟件培訓。

REPORT OF DIRECTORS
董事會報告

Business strategies as stated in the Prospectus 招股章程所述之業務策略	Implementation plan as stated in the Prospectus 招股章程所述之實施計劃	Actual business progress up to 31 December 2019 直至二零一九年十二月三十一日之實際業務進展
Leasing of a new office and employment of additional staff in Macau 租賃新辦事處及增聘澳門員工	Rental for new Macau office 租用新澳門辦事處	The Group has leased a new office located in Cotai, Macau in May 2018 and has utilized approximately HK\$0.3 million for the relevant rental expenses as at 31 December 2019. 本集團於二零一八年五月租賃位於澳門路氹的新辦公室，並於二零一九年十二月三十一日就相關租賃開支動用約0.3百萬港元。
	Payroll for newly employed administrative staff in Macau 於澳門增聘行政職員的薪金	The Group has hired one administrative staff in Macau thereby incurring additional staff cost of approximately HK\$0.3 million as at 31 December 2019. 本集團已於澳門增聘一名行政員工，因而於二零一九年十二月三十一日產生額外員工成本約0.3百萬港元。
	Purchase leasehold improvement, purchase of furniture and fixtures for the new Macau office 為新澳門辦事處購置租賃裝修、購置傢俬及固定裝置	As at 31 December 2019, the Group has purchased furniture and fixtures in the amount of approximately HK\$0.2 million for the new Macau office. 於二零一九年十二月三十一日，本集團已為新澳門辦事處購買傢俬及固定裝置約0.2百萬港元。

REPORT OF DIRECTORS
董事會報告

USE OF PROCEEDS

The Shares were listed on GEM on 27 February 2018 pursuant to the initial public offering of the Company. The actual net proceeds from the Listing (after deducting the underwriting fees and expenses related to the Listing) amounted to approximately HK\$27.2 million.

Up to 31 December 2019, the net proceeds had been utilised as follows:

上市所得款項用途

根據本公司首次公開發售，股份於二零一八年二月二十七日起在GEM上市。上市實際所得款項淨額（扣除包銷費及上市相關開支後）達約27.2百萬港元。

直至二零一九年十二月三十一日，所得款項淨額已按下列方式動用：

		Actual net proceeds	Amount utilised as at 31 December 2019	Balance
			於二零一九年 十二月 三十一日	
		實際所得 款項淨額	動用金額	結餘
		HK\$ million	HK\$ million	HK\$ million
		百萬港元	百萬港元	百萬港元
Acquisition of performance bond for new projects	為新項目購買履約保證金	7.2	6.1	1.1
Employment of additional staff and provision of relevant training	增聘員工及提供相關培訓	17.4	5.3	12.1
Leasing of a new office and employment of additional staff in Macau	租賃新辦事處及增聘澳門員工	2.4	0.8	1.6
Working capital	營運資金	0.2	0.2	—
		27.2	12.4	14.8

REPORT OF DIRECTORS
董事會報告

During the year ended 31 December 2019, the Group has applied the net proceeds according to the plans disclosed in the section headed "Future Plans and Use of Proceeds" in the Prospectus despite experiencing certain delay when compared to the planned timeframe. While the Group continues to look for new recruits, the Group has encountered continuous difficulty in hiring experienced project management staff with the required MVAC system services industry knowledge. The Company will continue to adopt a prudent approach in its recruitment policy and monitor the use of its proceeds for the long-term benefit and development of the Group.

The Directors will from time to time assess the Group's business objectives and use of proceeds to ensure it is able to execute its business strategies and cope with changing market conditions.

As at 31 December 2019, unutilised proceeds of approximately HK\$14.8 million were deposited in licensed banks in Hong Kong and Macau.

PERMITTED INDEMNITY PROVISIONS

Every Director shall be entitled under the Company's Articles to be indemnified out of the assets of the Company against all losses or liabilities incurred or sustained by him or her as a Director in defending any proceedings, whether civil or criminal, in which judgment is given in his or her favour, or in which he or she is acquitted. Such provision was in force since the adoption of the Articles upon the Listing Date and remains in force as at the date of this report.

The Company has taken out insurance against the liability and costs associated with defending any proceedings which may be brought against the Directors.

截至二零一九年十二月三十一日止年度，本集團已根據招股章程「未來計劃及所得款項用途」一節披露的計劃動用所得款項淨額，惟與計劃時間表相比有一定延緩。儘管本集團繼續物色新員工，本集團在招聘具備所需機械通風及空調系統服務行業知識的有經驗項目管理人員時屢遇阻礙。本公司將繼續在招聘政策採取審慎方針，並監察所得款項的使用情況，以為本集團謀求長期利益及發展。

董事將不時評估本集團的業務目標及所得款項用途，以確保能夠執行業務策略及應付千變萬化的市況。

於二零一九年十二月三十一日，尚未動用所得款項約14.8百萬港元存入香港及澳門持牌銀行。

獲准許彌償條文

根據本公司的細則，各董事有權從本公司的資產中獲得彌償，以彌償其作為董事在勝訴或無罪的任何民事或刑事法律訴訟中進行抗辯而招致或蒙受的一切損失或法律責任。有關條文自細則採納起至上市日期生效，並於本報告日期維持有效。

本公司已就董事在任何訴訟中進行辯護而可能招致的相關責任及費用投購保險。

REPORT OF DIRECTORS
董事會報告

RELATED PARTY TRANSACTIONS

Details of related party transactions of the Group during the year ended 31 December 2019 are set out in note 28(i) to the consolidated financial statements in this annual report.

The related party transactions set out in note 28(i) to the consolidated financial statements had been terminated prior to the Listing and therefore do not constitute connected transactions of the Company as defined under the GEM Listing Rules for the year ended 31 December 2019.

SUFFICIENCY OF PUBLIC FLOAT

To the best knowledge of the Directors and based on the information that is publicly available to the Company, 25% of the Company's issued capital was held by public as at the date of this report.

AUDITOR

Deloitte Touche Tohmatsu ("Deloitte") had been independent auditor of the Company since the Listing. On 28 November 2019, Deloitte resigned as independent auditor of the Company. On 13 December 2019, the Board appointed PricewaterhouseCoopers ("PwC") to fill the casual vacancy resulting from the resignation of Deloitte and to hold office until the conclusion of the next annual general meeting of the Company. Further details can be found on the Company's announcements published on 28 November 2019 and 13 December 2019. Save for the above, there were no other changes in the Company's auditor in the past three years.

The consolidated financial statements for the year ended 31 December 2019 have been audited by PwC. PwC shall retire at the forthcoming AGM and, being eligible, will offer themselves for re-appointment. A resolution for the re-appointment of PwC as auditor of the Company and to authorise the Directors to fix their remuneration will be proposed at the forthcoming AGM.

關聯方交易

本集團於截至二零一九年十二月三十一日止年度的關聯方交易詳情載於本年報綜合財務報表附註28(i)。

於截至二零一九年十二月三十一日止年度，綜合財務報表附註28(i)所載關聯方交易已於上市前終止，故並不構成GEM上市規則所定義的本公司關連交易。

足夠公眾持股量

據董事所深知及根據本公司公開所得資料，於本報告日期，25%的本公司已發行股本由公眾人士持有。

核數師

自本公司上市以來，德勤•關黃陳方會計師行(「德勤」)一直為本公司之獨立核數師。於二零一九年十一月二十八日，德勤辭任本公司獨立核數師。於二零一九年十二月十三日，董事會委任羅兵咸永道會計師事務所(「羅兵咸永道」)，以填補德勤辭任而出現的臨時空缺，並會一直出任直至本公司下屆股東週年大會結束為止。更多詳情載於本公司於二零一九年十一月二十八日及二零一九年十二月十三日刊發的公佈。除上文所披露者外，本公司核數師於過去三年並無其他變動。

截至二零一八年十二月三十一日止年度的綜合財務報表已由羅兵咸永道進行審核。羅兵咸永道將於應屆股東週年大會上退任，並合資格且願意應選連任。一項決議案將於應屆股東週年大會上提呈以重新委任德勤為本公司核數師及授權董事釐定其薪酬。

REPORT OF DIRECTORS
董事會報告

CORPORATE GOVERNANCE

Details of the corporate governance of the Company are set out in the section headed “Corporate Governance Report” on pages 16 to 33 of this annual report.

PRE-EMPTIVE RIGHTS

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

MANAGEMENT CONTRACTS

No contracts concerning management and administration of the whole or any substantial part of the business of the Group were entered into or in existence during the year ended 31 December 2019.

CHARITABLE DONATIONS

During the year ended 31 December 2019, our Group did not make any charitable or other donations (2018: Nil).

EVENTS AFTER THE REPORTING PERIOD

Save as disclosed in note 31 of the notes to the consolidated financial statements, the Board is not aware of any important events after the reporting period that requires disclosure.

企業管治

本公司企業管治的詳情載於本年報第16至33頁「企業管治報告」一節。

優先購買權

根據細則或開曼群島法例，概無載列任何有關本公司須按比例向現有股東提呈發售新股份之優先購買權規定。

管理合約

於截至二零一九年十二月三十一日止年度，概無訂立或存在任何與本集團業務中全部或任何重大部分有關之管理及行政合約。

慈善捐贈

於截至二零一九年十二月三十一日止年度，本集團並未作出任何慈善或其他捐贈（二零一八年：無）。

報告期後事項

除於綜合財務報表附註之附註31所披露者外，董事會概不知悉報告期後任何重要事項須予以披露。

CLOSURE OF REGISTER OF MEMBERS

In order to ascertain the entitlements to attend and vote at the forthcoming AGM which is scheduled to be held on Tuesday, 2 June 2020, the register of members of the Company will be closed from Thursday, 28 May 2020 to Tuesday, 2 June 2020, both days inclusive, during which period no transfer of the shares of the Company will be registered. Shareholders of the Company are reminded to ensure all properly executed transfer forms accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:30 pm on Wednesday, 27 May 2020.

On behalf of the Board
Wing Fung Group Asia Limited
CHUNG Chi Keung
Chairman

Hong Kong, 16 March 2020

暫停辦理股份過戶登記手續

為釐定出席應屆股東週年大會(計劃將於二零二零年六月二日(星期二)舉行)及於大會上投票的資格,本公司將於二零二零年五月二十八日(星期四)至二零二零年六月二日(星期二)(包括首尾兩日)暫停辦理股份過戶登記手續,期間將不會辦理股份過戶登記。本公司股東務須確保,所有填妥的股份過戶表格連同相關股票,最遲須於二零二零年五月二十七日(星期三)下午4時30分前交回本公司的香港過戶登記分處卓佳證券登記有限公司(地址為香港皇后大道東183號合和中心54樓)。

代表
榮豐集團亞洲有限公司
主席
鍾志強

香港,二零二零年三月十六日

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告



羅兵咸永道

To the Shareholders of Wing Fung Group Asia Limited
(incorporated in the Cayman Islands with limited liability)

致榮豐集團亞洲有限公司列位股東
(於開曼群島註冊成立的有限公司)

Opinion

意見

What we have audited

吾等之審核內容

The consolidated financial statements of Wing Fung Group Asia Limited (the "Company") and its subsidiaries (the "Group") set out on pages 80 to 171, which comprise:

本核數師(「吾等」)已審核榮豐集團亞洲有限公司(「貴公司」)及其附屬公司(「貴集團」)載於第80至第171頁之綜合財務報表，其包括：

- the consolidated statement of financial position as at 31 December 2019;
 - the consolidated statement of comprehensive income for the year then ended;
 - the consolidated statement of changes in equity for the year then ended;
 - the consolidated statement of cash flows for the year then ended; and
 - the notes to the consolidated financial statements, which include a summary of significant accounting policies.
- 二零一九年十二月三十一日之綜合財務狀況表；
 - 截至該日止年度之綜合全面收益表；
 - 截至該日止年度之綜合權益變動表；
 - 截至該日止年度之綜合現金流量表；及
 - 綜合財務報表附註，其包括主要會計政策概要。

Our opinion

吾等之意見

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.

吾等認為，綜合財務報表已根據由香港會計師公會(「香港會計師公會」)頒佈的香港財務報告準則(「香港財務報告準則」)真實而公允地反映 貴集團於二零一九年十二月三十一日之財務狀況及 貴集團截至該日止年度之綜合業績及其綜合現金流量。

INDEPENDENT AUDITOR'S REPORT
獨立核數師報告

Basis for Opinion

We conducted our audit in accordance with Hong Kong Standards on Auditing (“HKSAAs”) issued by the HKICPA. Our responsibilities under those standards are further described in the Auditor’s Responsibilities for the Audit of the Consolidated Financial Statements section of our report.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Independence

We are independent of the Group in accordance with the HKICPA’s Code of Ethics for Professional Accountants (“the Code”), and we have fulfilled our other ethical responsibilities in accordance with the Code.

Key Audit Matters

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

Key audit matters identified in our audit are summarised as follows:

- Revenue recognition on construction contracts
- Impairment of trade receivables and contract assets

意見之基礎

吾等已根據香港會計師公會頒佈之香港核數準則（「香港核數準則」）進行審核工作。吾等於該等準則項下的責任在吾等的報告中之核數師就審核綜合財務報表須承擔的責任一節中詳述。

吾等相信，吾等已取得充分恰當之審核憑證，為吾等之審核意見建立基礎。

獨立性

根據香港會計師公會之專業會計師道德守則（「守則」），吾等獨立於貴集團，並已遵循守則履行吾等其他道德責任。

關鍵審核事項

根據吾等之專業判斷，關鍵審核事項為吾等審核本期間綜合財務報表中之最重要事項。吾等於審核綜合財務報表並就此形成意見時已從整體上處理此等事項，而不會就此等事項單獨發表意見。

吾等之審核中所識別關鍵審核事項概述如下：

- 建築合約收益確認
- 貿易應收款項及合約資產減值

INDEPENDENT AUDITOR'S REPORT
獨立核數師報告**Key Audit Matter**
關鍵審核事項**How our audit addressed the Key Audit Matter**
吾等之審核如何處理關鍵審核事項*Revenue recognition on construction contracts*
建築合約收益確認

Refer to notes 2.18, 4 and 5 to the consolidated financial statements.

見綜合財務報表附註2.18、4及5。

For the year ended 31 December 2019, the Group's revenue as recognised from construction contracts amounted to approximately HK\$190.5 million.

截至二零一九年十二月三十一日止年度，貴集團自建建築合約確認的收益為約190.5百萬港元。

Revenue on construction contracts is recognised over time by measuring the progress towards completion of the Group's performance obligations as set out in respective contracts. The Group has used the output method to estimate the progress of each performance obligation satisfied over time by reference to the value of construction works completed to date (as certified by external surveyors or evaluated by internal project managers) as a proportion of the total contract value of the relevant construction contracts. In addition, contract value may also be subject to changes due to variations of works, claims or disputes with customers.

建築合約的收益乃透過計量貴集團於相關合約所載履約責任的完成進度隨時間確認。貴集團使用輸出法估計隨時間完成履約責任的進度，當中參照至今完成的建築工程價值（獲外部測量師認證或內部項目經理評估）佔相關建築合約的總合約價值比例。此外，合約價值亦可能因工程修訂、申索或與客戶的糾紛而變動。

Our procedures in relation to revenue recognition on construction contracts included:

吾等對建築合約收益確認的程序包括：

- Obtained an understanding of the Group's control processes, evaluated and validated key controls over revenue recognition on construction contracts;
- 了解貴集團的監控程序、評估及核實建築合約收益確認的關鍵監控；
- Enquired of the Group's internal project managers and checked to the internal project managers' evaluation reports on the status of projects under construction as selected on a sample basis to evaluate the reasonableness of the progress towards completion of the selected projects and to identify if there are any variations of works, claims or disputes with customers which may vary the revenue recognition on the contracts;
- 向貴集團內部項目經理查詢及於內部項目經理的評估報告查核抽樣挑選在建項目的狀況，以評估選定項目的完成進度是否合理及辨識是否有任何工程修訂、申索或與客戶的糾紛，以致合約收益確認可能變動；

INDEPENDENT AUDITOR'S REPORT
獨立核數師報告**Key Audit Matter**
關鍵審核事項**How our audit addressed the Key Audit Matter**
吾等之審核如何處理關鍵審核事項*Revenue recognition on construction contracts (Continued)*
建築合約收益確認(續)

We focused on this area due to the significance of revenue to the consolidated financial statements and the significant management judgement and estimates involved in the revenue recognition on construction contracts.

吾等集中於此範疇的原因是收益對綜合財務報表的重要性及建築合約收益確認涉及重大管理層判斷及估計。

- Agreed the total contract value to the respective signed contracts, variation orders or correspondence with customers, on a sample basis;
- 抽樣核對總合約價值與相關簽署合約、工程修訂令或與客戶的通訊；
- Verified whether the value of work has been reasonably recognised as contract revenue by checking to the completion status specified in external surveyor's reports or internal project managers' evaluation reports, on a sample basis, to the value of construction works as recognised by the Group; and
- 核實工程價值是否已合理確認為合約收益，方法為抽樣檢查外部測量師報告或內部項目經理評估報告所述完成狀況與貴集團確認的建築工程價值；及
- Evaluated the competence, capabilities and objectivity of the external surveyors who issued surveyor's reports for our selected samples of construction contracts.
- 評估為選定建築合約樣本發出測量師報告的外部測量師的適任能力、實力及客觀程度。

Based on our audit procedures performed, we found that the recognition of construction contracts revenue based on the satisfaction of performance obligations was supported by available evidence.

根據所履行審核程序，吾等發現根據履約責任完成情況的建築合約收益確認獲可得證據支持。

INDEPENDENT AUDITOR'S REPORT
獨立核數師報告**Key Audit Matter**
關鍵審核事項**How our audit addressed the Key Audit Matter**
吾等之審核如何處理關鍵審核事項*Impairment assessment of trade receivables and contract assets*
貿易應收款項及合約資產減值評估

Refer to notes 2.9, 3.1, 4, 16 and 17 to the consolidated financial statements.
見綜合財務報表附註2.9、3.1、4、16及17。

As at 31 December 2019, the Group's gross trade receivables and contract assets amounted to approximately HK\$67.9 million and HK\$30.0 million respectively and the provisions for impairment loss allowance on these trade receivables and contract assets amounted to approximately HK\$2.1 million and HK\$0.7 million respectively.

於二零一九年十二月三十一日，貴集團的貿易應收款項及合約資產總額分別為約67.9百萬港元及30.0百萬港元及該等貿易應收款項及合約資產的減值虧損撥備分別為約2.1百萬港元及0.7百萬港元。

Our procedures in relation to management's impairment assessment of trade receivables and contract assets included:

吾等對管理層的貿易應收款項及合約資產減值評估的程序包括：

- Understood, evaluated and tested the key controls relating to credit control, debt collection and the ECL assessments (including the assessment on the methodology of impairment and estimation of expected credit loss allowance);
- 了解、評估及測試有關信貸監控、收債及預期信貸虧損評估的關鍵監控(包括評估減值及預期信貸虧損撥備估計的方法)；
- Understood and evaluated the management's process and basis in grouping customers with similar credit risk characteristics;
- 了解及評估管理層將具有相似信貸風險特點的客戶分類的程序及基礎；
- Checked the ageing profile of the trade receivables and contract assets as at 31 December 2019 and the post year-end subsequent settlements from customers, on a sample basis, to underlying accounting records and supporting documents;
- 抽樣檢查於二零一九年十二月三十一日貿易應收款項及合約資產的賬齡情況及客戶於年結日後的其後償付與相關會計記錄及支持文件；
- Evaluated the reasonableness of the historical credit loss rates as adopted by management in the ECL assessment by checking, on a sample basis, the key inputs, such as past settlement history and subsequent settlement information, to the underlying bank statements or bank-in slips;
- 評估管理層於預期信貸虧損評估採用的過往信貸虧損率是否合理，方法為抽樣檢查主要輸入數據(如過往償付記錄及其後償付資料)與相關銀行月結單或入數紙；

INDEPENDENT AUDITOR'S REPORT
獨立核數師報告**Key Audit Matter**
關鍵審核事項**How our audit addressed the Key Audit Matter**
吾等之審核如何處理關鍵審核事項*Impairment assessment of trade receivables and contract assets (Continued)*
貿易應收款項及合約資產減值評估(續)

The Group applied the HKFRS 9 simplified approach to assess lifetime expected credit loss allowance for trade receivables and contract assets (the "ECL assessment"). For the ECL assessment, management grouped trade receivables and contract assets with similar credit risk characteristics and estimated the expected credit losses allowance to be recognised by considering the aging profile of overdue balances, the repayment and default histories of different customers, the historical credit loss rates, the post-year end subsequent settlements from respective customers, on-going business relationship with the relevant customers and forward-looking information relevant to customers' ability to repay the outstanding balances.

貴集團應用香港財務報告準則第9號簡化法以評估貿易應收款項及合約資產的全年期預期信貸虧損撥備(「預期信貸虧損評估」)。就預期信貸虧損評估而言，管理層將具有相似信貸風險特點的貿易應收款項及合約資產分類及透過考慮逾期結餘的賬齡情況、不同客戶的還款及拖欠記錄、過往信貸虧損率、相關客戶於年結日後的其後償付、與相關客戶的持續業務關係及與客戶償還未付結餘能力有關的前瞻資料，從而估計將予確認的預期信貸虧損撥備。

We focused on this area due to the significant management judgement and estimates involved in the ECL assessment for trade receivables and contract assets.

吾等集中於此範疇的原因是貿易應收款項及合約資產的預期信貸虧損評估涉及重大管理層判斷及估計。

— Understood the Group's on-going business relationship with the relevant customers through discussion with management and corroborated the information as provided by management to the status of underlying projects, public information about contracted parties or correspondence with the relevant customers;

— 透過與管理層討論以了解 貴集團與相關客戶的持續業務關係及核證管理層所提供資料與相關項目的狀況、有關訂約方的公開資料或與相關客戶的通訊；

— Checked the arithmetical accuracy of the calculations of the expected credit loss allowances for trade receivables and contract assets; and

— 檢查計算貿易應收款項及合約資產預期信貸虧損撥備的數術準確度；及

— Understood and evaluated the management's process in identifying the relevant forward-looking information for the ECL assessment.

— 了解及評估管理層對識別預期信貸虧損評估的相關前瞻資料的程序。

Based on our audit procedures performed, we found the judgement and estimates as adopted by management in the impairment assessment of trade receivables and contract assets are supported by available evidence.

根據所履行審核程序，吾等發現管理層對貿易應收款項及合約資產減值評估採取的判斷及估計獲得證據支持。

INDEPENDENT AUDITOR'S REPORT
獨立核數師報告

Other Information

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

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

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

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

Responsibilities of Directors and the Audit Committee for the Consolidated Financial Statements

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

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

其他資料

貴公司董事須對其他資料承擔責任。其他資料包括年報中所包含的全部資料，除此之外還包括綜合財務報表及吾等就此發出的核數師報告。

吾等對綜合財務報表作出的意見並未涵蓋其他資料且吾等不對其他資料發表任何形式的核證結論。

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

倘若吾等基於已完成的工作認為該其他資料出現重大錯誤陳述，吾等須報告該事實。吾等就此並無任何事項須報告。

董事及審核委員會就綜合財務報表須承擔的責任

貴公司董事須遵照香港會計師公會頒佈的香港財務報告準則及香港公司條例的披露規定，負責編製可作出真實而公允呈列的合併財務報表；並就董事認為必需的內部監控，以確保綜合財務報表的編製不存在因欺詐或錯誤而導致的重大錯誤陳述。

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

INDEPENDENT AUDITOR'S REPORT
獨立核數師報告

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

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

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

As part of an audit in accordance with HKSA's, we exercise professional judgment and maintain professional 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.

審核委員會負責監督 貴集團財務報告流程的責任。

核數師就審核綜合財務報表須承擔的責任

吾等的目標是合理確定整體上綜合財務報表是否不存在由於欺詐或錯誤而導致的重大錯誤陳述並發出包含吾等作為整體致 閣下的意見的核數師報告。吾等僅向 閣下整體匯報吾等的意見，除此之外，吾等的報告不可用作其他用途。吾等不會就本報告的內容向任何其他人士負上或承擔任何責任。合理確定屬高層次的核證，但不能保證根據香港核數準則進行的審核在某一重大錯誤陳述存在時總能發現。錯誤陳述可源於欺詐或錯誤，倘個別或整體在合理預期情況下可影響使用者根據綜合財務報表作出的經濟決定時，被視為重大錯誤陳述。

作為根據香港核數準則所進行審核的一部分，吾等運用專業判斷並於整個審核過程中抱持專業懷疑態度。吾等亦：

- 識別及評估合併財務報表由於欺詐或錯誤而導致的重大錯誤陳述風險，因應此等風險設計及執行審核程式，獲得充足及適當審核證據為吾等的意見提供基礎。由於欺詐涉及合謀串通、偽造、故意遺漏、誤導性陳述或凌駕內部控制，因此未能發現由此造成的重大錯誤陳述風險較未能發現由於錯誤而導致的重大錯誤陳述風險更高。
- 瞭解與審核有關的內部控制，以設計合適的審核程序，但並非旨在對 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.
- 評估所採用的會計政策是否恰當，以及董事所作會計估算及相關披露是否合理。
- 總結董事採用以持續經營為基礎的會計法是否恰當，並根據已獲取的審核證據，總結是否有對 貴集團持續經營的能力構成重大疑問的事件或情況等重大不確定因素。倘吾等總結認為存在重大不確定因素，吾等需於核數師報告中提請注意綜合財務報表內的相關資料披露，或如果相關披露不足，則修訂吾等的意見。吾等的結論以截至核數師報告日期所獲得的審核證據為基礎，惟未來事件或情況可能導致 貴集團不再具有持續經營的能力。
- 評估綜合財務報表(包括披露)的整體列報、架構及內容，以及綜合財務報表是否已公允反映及列報相關交易及事項。
- 就 貴集團內各實體及業務活動的財務資料獲得充足的審核證據，以就綜合財務報表發表意見。吾等須負責指導、監督及執行集團的審核工作。吾等須為吾等的審核意見承擔全部責任。

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.

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

吾等與審核委員會就(其中包括)計劃審核範圍、時間安排、重大審核發現等事項進行溝通，包括吾等在審核期間識別出內部控制的任何重大缺陷。

吾等亦向審核委員會提交聲明，說明吾等已符合有關獨立性的相關職業道德要求，並與彼等溝通所有可能合理地被認為會影響吾等獨立性的關係及其他事項，以及相關防範措施(倘適用)。

INDEPENDENT AUDITOR'S REPORT
獨立核數師報告

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 Chow Shiu Hay Antonio.

PricewaterhouseCoopers
Certified Public Accountants
Hong Kong, 16 March 2020

從與審核委員會溝通的事項中，吾等決定哪些事項對本期綜合財務報表的審核最為重要，因而構成關鍵審核事項。吾等在核數師報告中描述這些事項，惟法律法規不允許對某件事項作出公開披露，或在極端罕見的情況下，若有合理預期溝通某事項而造成的負面後果將會超過其產生的公眾利益，吾等將不會在此等情況下在吾等的報告中溝通該事項。

出具本獨立核數師報告的審計項目合夥人是周兆熙。

羅兵咸永道會計師事務所
執業會計師
香港，二零二零年三月十六日

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

綜合全面收益表

For the year ended 31 December 2019 截至二零一九年十二月三十一日止年度

		Notes 附註	2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Revenue	收益	5	190,486	200,635
Cost of sales	銷售成本	7	(145,242)	(162,301)
Gross profit	毛利		45,244	38,334
Other income, net	其他收入淨額	6	164	360
Impairment losses on trade receivables and contract assets	貿易應收款項及合約 資產的減值虧損	7	(1,195)	(372)
Administrative expenses	行政開支	7	(17,490)	(17,285)
Listing expenses	上市開支	7	—	(7,126)
Operating profit	經營溢利		26,723	13,911
Finance costs	財務成本	8	(552)	(872)
Profit before income tax	除所得稅前溢利		26,171	13,039
Income tax expense	所得稅開支	11	(4,860)	(2,899)
Profit for the year	年內溢利		21,311	10,140
Other comprehensive income/(loss) for the year, net of tax	年內其他全面收入/ (虧損)·扣除稅項			
<i>Item that may be reclassified to profit or loss:</i>	<i>可能重新分類至損益 的項目:</i>			
— Exchange differences on translation of a foreign operation	— 換算海外業務的 匯兌差額		159	(620)
Total comprehensive income for the year	年內全面收益總額		21,470	9,520
Basic and diluted earnings per share for profit attributable to the ordinary equity holders of the Company (HK cents per share)	就本公司普通權益 持有人應佔溢利的 每股基本及攤薄 盈利(每股港仙)	13	3.71	1.84

The above consolidated statement of comprehensive income should be read in conjunction with the accompanying notes.

以上綜合全面收益表應連同隨附附註一併閱讀。

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

綜合財務狀況表

For the year ended 31 December 2019 截至二零一九年十二月三十一日止年度

			2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
ASSETS	資產			
Non-current assets	非流動資產			
Plant and equipment	廠房及設備	14	1,177	1,317
Right-of-use assets	使用權資產	15	812	—
Deferred income tax assets	遞延所得稅資產	23	211	782
			2,200	2,099
Current assets	流動資產			
Contract assets	合約資產	16	29,247	38,604
Trade and other receivables, deposits and prepayments	貿易及其他應收 款項、按金及 預付款項	17	67,814	49,382
Pledged and restricted bank deposits	已抵押及受限制 銀行存款	18	13,407	12,330
Cash and cash equivalents	現金及現金等價物	18	28,071	28,183
			138,539	128,499
Total assets	資產總額		140,739	130,598
LIABILITIES	負債			
Non-current liabilities	非流動負債			
Deferred income tax liabilities	遞延所得稅負債	23	730	730
Lease liabilities	租賃負債	15	181	—
			911	730
Current liabilities	流動負債			
Trade and retention payables	貿易應付款項及 保固金	19	23,180	28,491
Other payables and accrued expenses	其他應付款項及 應計費用	20	3,911	4,783
Lease liabilities	租賃負債	15	645	—
Current income tax liabilities	即期所得稅負債		3,517	2,802
Bank borrowing	銀行借款	21	6,451	13,138
			37,704	49,214
Total liabilities	負債總額		38,615	49,944
Net assets	資產淨值		102,124	80,654

CONSOLIDATED STATEMENT OF FINANCIAL POSITION
綜合財務狀況表

For the year ended 31 December 2019 截至二零一九年十二月三十一日止年度

		<i>Notes</i> <i>附註</i>	2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
EQUITY	權益			
Share capital	股本	22	5,740	5,740
Reserves	儲備		96,384	74,914
Total equity	總權益		102,124	80,654

The above consolidated statement of financial position should be read in conjunction with the accompanying notes.

以上綜合財務狀況表應連同隨附附註一併閱讀。

The consolidated financial statements on pages 80 to 171 were approved and authorised for issue by the Board of Directors on 16 March 2020 and are signed on its behalf by:

第80至第171頁的綜合財務報表已獲董事會於二零二零年三月十六日批准及授權刊發並由以下人士代表簽署：

Chung Chi Keung
Director

Lai Suk Fan
Director

鍾志強
董事

黎淑芬
董事

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

綜合權益變動表

For the year ended 31 December 2019 截至二零一九年十二月三十一日止年度

		Share capital 股本 HK\$'000 千港元	Share premium 股份溢價 HK\$'000 千港元	Exchange translation reserve 匯兌儲備 HK\$'000 千港元	Capital reserve 資本儲備 HK\$'000 千港元 (Note 22(a)) (附註 22(a))	Other reserve 其他儲備 HK\$'000 千港元 (Note 22(b)) (附註 22(b))	Retained profits 保留溢利 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Balance at 1 January 2018 as originally presented	於二零一八年一月一日的結餘(原呈列)	8	12	(157)	11,676	(12,941)	23,099	21,697
Changes in accounting policy – HKFRS 9	會計政策變動 — 香港財務報告準則第9號	—	—	—	—	—	(1,122)	(1,122)
Changes in accounting policy – HKFRS 15	會計政策變動 — 香港財務報告準則第15號	—	—	—	—	—	3,692	3,692
Restated balance at 1 January 2018	於二零一八年一月一日的經重列結餘	8	12	(157)	11,676	(12,941)	25,669	24,267
Profit for the year	年內溢利	—	—	—	—	—	10,140	10,140
Exchange differences arising on translation of a foreign operation	換算海外業務產生的匯兌差額	—	—	(620)	—	—	—	(620)
Total comprehensive (loss)/income for the year	年內全面(虧損)/收益總額	—	—	(620)	—	—	10,140	9,520
Transactions with owners in their capacity as owners	與擁有人(以擁有人身份)的交易							
Capitalisation issue of shares (Note 22)	資本化發行股份(附註22)	4,297	(4,297)	—	—	—	—	—
Issue of shares by public offering and placing (the "Share Offer") (Note 22)	透過公開發售及配售發行股份(「股份發售」)(附註22)	1,435	53,095	—	—	—	—	54,530
Costs incurred in connection with issue of shares of the Company	就發行本公司股份所產生的成本	—	(7,663)	—	—	—	—	(7,663)
Total transactions with owners recognised directly in equity	於權益直接確認的與擁有人交易總額	5,732	41,135	—	—	—	—	46,867
Balance at 31 December 2018	於二零一八年十二月三十一日的結餘	5,740	41,147	(777)	11,676	(12,941)	35,809	80,654

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

For the year ended 31 December 2019 截至二零一九年十二月三十一日止年度

		Share capital 股本 HK\$'000 千港元	Share premium 股份溢價 HK\$'000 千港元	Exchange translation reserve 匯兌儲備 HK\$'000 千港元	Capital reserve 資本儲備 HK\$'000 千港元 (Note 22(a)) (附註22(a))	Other reserve 其他儲備 HK\$'000 千港元 (Note 22(b)) (附註22(b))	Retained profits 保留溢利 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Balance at 1 January 2019	於二零一九年一月一日的結餘	5,740	41,147	(777)	11,676	(12,941)	35,809	80,654
Profit for the year	年內溢利	—	—	—	—	—	21,311	21,311
Exchange differences arising on translation of a foreign operation	換算海外業務產生的匯兌差額	—	—	159	—	—	—	159
Total comprehensive income for the year	年內全面收益總額	—	—	159	—	—	21,311	21,470
Balance at 31 December 2019	於二零一九年十二月三十一日的結餘	5,740	41,147	(618)	11,676	(12,941)	57,120	102,124

The above consolidated statement of changes in equity should be read in conjunction with the accompanying notes.

以上綜合權益變動表應連同隨附附註一併閱讀。

CONSOLIDATED STATEMENT OF CASH FLOWS

綜合現金流量表

For the year ended 31 December 2019 截至二零一九年十二月三十一日止年度

			2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Cash flows from operating activities	經營活動所得現金流量			
Cash generated from/(used in) operations	經營所得/(所用)現金	25(a)	12,189	(16,747)
Income taxes paid	已付所得稅		(3,587)	(3,981)
Net cash generated from/(used in) operating activities	經營活動所得/(所用)現金淨額		8,602	(20,728)
Cash flows from investing activities	投資活動所得現金流量			
Placement of pledged and restricted bank deposits	存放已抵押及受限制銀行存款		(1,077)	(7,822)
Release of pledged and restricted bank deposits	解除已抵押及受限制銀行存款		—	1,217
Payments for plant and equipment	機器及設備付款		(230)	(1,371)
Interest received	已收利息		195	277
Net cash used in investing activities	投資活動所用現金淨額		(1,112)	(7,699)
Cash flows from financing activities	融資活動所得現金流量			
Proceeds from the issue of shares by Share Offer	透過股份發售發行股份的所得款項		—	54,530
Share issue cost paid	已付股份發行成本		—	(7,663)
Repayments of a bank borrowing	償還銀行借款		(6,687)	(6,347)
Repayments of lease liabilities	償還租賃負債	25(c)	(488)	—
Interest paid	已付利息		(482)	(812)
Net cash (used in)/generated from financing activities	融資活動(所用)/所得現金淨額		(7,657)	39,708

CONSOLIDATED STATEMENT OF CASH FLOWS
綜合現金流量表

For the year ended 31 December 2019 截至二零一九年十二月三十一日止年度

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
	<i>Notes</i> <i>附註</i>		
Net (decrease)/increase in cash and cash equivalents	現金及現金等價物 (減少)/增加淨額	(167)	11,281
Cash and cash equivalents at beginning of the year	年初現金及現金等價物	28,183	17,212
Effects of exchange rate changes on cash and cash equivalents	匯率變動對現金及現金等價物的影響	55	(310)
Cash and cash equivalents at end of the year	年末現金及現金等價物	28,071	28,183

The above consolidated statement of cash flows should be read in conjunction with the accompanying notes.

以上綜合現金流量表應連同隨附附註一併閱讀。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2019 截至二零一九年十二月三十一日止年度

1 General information

Wing Fung Group Asia Limited (the “Company”) was incorporated in the Cayman Islands on 29 September 2016 as an exempted company with limited liability under Companies Law, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands. The address of the Company’s registered office is PO Box 309, Ugland House, Grand Cayman, KY1-1104, Cayman Islands and the principal place of business is Units 13 & 14, 9th Floor, Worldwide Industrial Centre, 43–47 Shan Mei Street, Fotan, the New Territories, Hong Kong.

The Company is an investment holding company and its subsidiaries (together, the “Group”) are principally engaged in the provision of supply, installation and fitting-out services of mechanical ventilation and air-conditioning (“MVAC”) system for buildings. The Company’s immediate and ultimate holding company is Wing Fung Capital Limited, a private company incorporated in the British Virgin Islands (the “BVI”).

The consolidated financial statements are presented in Hong Kong dollars (“HK\$”), which is the functional currency of the Company.

The Company listed its shares on GEM of The Stock Exchange of Hong Kong Limited on 27 February 2018 (the “Listing”).

1 一般資料

榮豐集團亞洲有限公司(「本公司」)於二零一六年九月二十九日根據開曼群島一九六一年第3號法例第22章公司法(經綜合及修訂)於開曼群島註冊成立為獲豁免有限公司。本公司註冊辦事處的地址為PO Box 309, Ugland House, Grand Cayman, KY1-1104, Cayman Islands及主要營業地點為香港新界火炭山尾街43–47號環球工業中心9樓13及14室。

本公司為投資控股公司及其附屬公司(統稱「本集團」)主要從事提供樓宇機械通風及空調(「機械通風及空調」)系統的供應、安裝及裝修工程服務。本公司的直接及最終控股公司為於英屬維爾京群島(「英屬維爾京群島」)註冊成立的私人公司Wing Fung Capital Limited。

綜合財務報表以本公司功能貨幣港元(「港元」)呈列。

本公司股份於二零一八年二月二十七日在香港聯合交易所有限公司GEM上市(「上市」)。

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

For the year ended 31 December 2019 截至二零一九年十二月三十一日止年度

2 Summary of significant accounting policies

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

2.1 Basis of preparation

The consolidated financial statements of the Company have been prepared in accordance with all applicable Hong Kong Financial Reporting Standards (“HKFRSs”) issued by Hong Kong Institute of Certified Public Accountants (“HKICPA”) and disclosure requirements of the Hong Kong Companies Ordinance (Cap. 622). The consolidated financial statements have been prepared under the historical cost convention. The comparative figure of amounts due to related parties have been reclassified to trade payables to conform with the current year presentation.

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

2 主要會計政策概要

編製該等綜合財務報表所採用的主要會計政策載於下文。除另有指明外，此等政策貫徹應用於所有呈列年度。

2.1 編製基準

本公司的綜合財務報表乃根據香港會計師公會（「香港會計師公會」）頒佈的所有適用香港財務報告準則（「香港財務報告準則」）及香港公司條例（香港法例第622章）的披露規定編製。綜合財務報表以歷史成本法編製。應付關聯方款項的比較數字已重新分類為貿易應付款項以符合本年呈列。

根據香港財務報告準則編製財務報表須運用若干關鍵會計估計。這亦需要管理層在應用本集團的會計政策的過程中行使其判斷。涉及高度判斷或高度複雜性的範疇，或涉及對綜合財務報表作出重大假設及估計的範疇於附註4披露。

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

For the year ended 31 December 2019 截至二零一九年十二月三十一日止年度

2 Summary of significant accounting policies (Continued)**2.1 Basis of preparation (Continued)****(a) New standards, amendments to standards and interpretation adopted by the Group**

The Group has applied the following standards, amendments and interpretation for the first time for their annual reporting period commencing on 1 January 2019:

Amendments to Annual Improvement Project	Annual Improvements 2015–2017 Cycle
Amendments to HKFRS 9	Prepayment Features with Negative Compensation
Amendments to HKAS 19	Plan Amendment, Curtailment or Settlement
Amendments to HKAS 28	Long-term Interests in Associates and Joint Ventures
HKFRS 16	Leases
HK(IFRIC) — Int 23	Uncertainty over Income Tax Treatments

Except as disclosed in Note 2.2 for the adoption of HKFRS 16, the adoption of the above new standards, amendments and interpretation did not have any significant impact on the significant accounting policies of the Group and the presentation of these consolidated financial statements.

2 主要會計政策概要(續)**2.1 編製基準(續)****(a) 本集團採納的新訂準則、準則修訂本及詮釋**

本集團於二零一九年一月一日開始的年度報告期間首次採納下列準則、修訂本及詮釋：

年度改進項目之修訂	二零一五年至二零一七年週期之年度改進
香港財務報告準則第9號(修訂本)	負補償的預付款項功能
香港會計準則第19號(修訂本)	計劃修訂、縮減或清償
香港會計準則第28號(修訂本)	聯營公司及合營企業之長期權益
香港財務報告準則第16號	租賃
香港(國際財務報告詮釋委員會)—詮釋第23號	所得稅會計處理的不確定性

除了附註2.2所披露有關採納香港財務報告準則第16號的情況外，採納上述新訂準則、修訂本及詮釋對本集團重大會計政策及呈列本綜合財務報表並無任何重大影響。

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

For the year ended 31 December 2019 截至二零一九年十二月三十一日止年度

2 Summary of significant accounting policies (Continued)**2.1 Basis of preparation (Continued)****(b) New standards, amendments to standards and revised conceptual framework that are not yet effective and have not been early adopted by the Group**

The following new standards, amendments to standards and revised conceptual framework have been published and are not mandatory for 31 December 2019 reporting period and have not been early adopted by the Group:

Amendments to HKAS 1 and HKAS 8	Definition of Material ¹
Amendments to HKFRS 3	Definition of a Business ¹
Conceptual Framework for Financial Reporting 2018	Revised Conceptual Framework for Financial Reporting ¹
Amendments to HKAS 39, HKFRS 7 and HKFRS 9	Hedge accounting ¹
HKFRS 17	Insurance Contracts ²
Amendments to HKFRS 10 and HKAS 28	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture ³

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

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

³ Date to be determined

The Group will apply the above new standards, amendments and revised conceptual framework when they become effective. The Group anticipates that the application of the above new standards, amendments and revised conceptual framework have no material impact on the results and the financial position of the Group.

2 主要會計政策概要(續)**2.1 編製基準(續)****(b) 尚未生效及本集團未提早採納的新訂準則、準則修訂本及經修訂概念框架**

下列新訂準則、準則修訂本及經修訂概念框架已公佈及毋須於二零一九年十二月三十一日報告期間強制生效，且本集團並無提早採納：

香港會計準則第1號及香港會計準則第8號(修訂本)	重大的定義 ¹
香港財務報告準則第3號(修訂本)	業務的定義 ¹
二零一八年財務申報之概念框架	財務申報之經修訂概念框架 ¹
香港會計準則第39號、香港財務報告準則第7號及香港財務報告準則第9號	對沖會計法(修訂本) ¹
香港財務報告準則第17號	保險合約 ²
香港財務報告準則第10號及香港會計準則第28號(修訂本)	投資者與其聯營公司或合營企業之間的資產出售或注入 ³

¹ 於本集團二零二零年一月一日或之後開始的年度期間生效

² 於本集團二零二一年一月一日或之後開始的年度期間生效

³ 日期待定

本集團將於上述新訂準則、修訂本及經修訂概念框架生效後應用該等準則。本集團預計應用上述新訂準則、修訂本及經修訂概念框架不會對本集團業績及財務狀況產生重大影響。

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

For the year ended 31 December 2019 截至二零一九年十二月三十一日止年度

2 Summary of significant accounting policies (Continued)

2.2 Change in accounting policies and disclosures

This note explains the impact of the adoption of HKFRS 16 Leases on the Group's consolidated financial statements.

The Group has adopted HKFRS 16 retrospectively from 1 January 2019, but has not restated comparatives for the 2018 reporting period, as permitted under the specific transitional provision in the standard. The reclassifications and the adjustments arising from the new leasing rules are therefore recognised in the opening consolidated statement of financial position on 1 January 2019.

The new accounting policies are disclosed in Note 2.20.

On adoption of HKFRS 16, the Group recognised lease liabilities in relation to leases which had previously been classified as 'operating leases' under the principles of HKAS 17 Leases. These liabilities were measured at the present value of the remaining lease payments, discounted using the lessee's incremental borrowing rate as of 1 January 2019. The weighted average lessee's incremental borrowing rate applied to the lease liabilities on 1 January 2019 was 5.4%.

2 主要會計政策概要(續)

2.2 會計政策及披露資料變動

本附註闡釋採納香港財務報告準則第16號租賃對本集團綜合財務報表的影響。

本集團自二零一九年一月一日根據香港財務報告準則第16號的具體過渡條文所允許追溯性採納該準則，但並無重列二零一八年報告期間的比較數字。據此，新租賃規則導致的重新分類及調整於二零一九年一月一日綜合財務狀況表內確認。

新會計政策於附註2.20披露。

採納香港財務報告準則第16號後，本集團確認有關租賃的租賃負債，其先前根據香港會計準則第17號租賃的原則分類為「經營租賃」。該等負債按餘下租賃付款的現值使用二零一九年一月一日的承租人遞增借貸利率貼現計量。於二零一九年一月一日用於計算租賃負債的加權平均承租人遞增借貸利率為5.4%。

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

For the year ended 31 December 2019 截至二零一九年十二月三十一日止年度

2 Summary of significant accounting policies (Continued)**2.2 Change in accounting policies and disclosures (Continued)****(i) Practical expedients applied**

In applying HKFRS 16 for the first time, the Group has used the following practical expedients permitted by the standard:

- applying a single discount rate to a portfolio of leases with reasonably similar characteristics
- relying on previous assessments on whether leases are onerous as an alternative to performing an impairment review — there were no onerous contracts as at 1 January 2019
- accounting for operating leases with a remaining lease term of less than 12 months as at 1 January 2019 as short-term leases
- excluding initial direct costs for the measurement of the right-of-use assets at the date of initial application, and
- using hindsight in determining the lease term where the contract contains options to extend or terminate the lease.

The Group has also elected not to reassess whether a contract is, or contains a lease at the date of initial application. Instead, the Group relied on its assessment made by applying HKAS 17 and Interpretation 4 *Determining whether an Arrangement contains a Lease* for contracts entered into before the transition date.

2 主要會計政策概要(續)**2.2 會計政策及披露資料變動(續)****(i) 所採用的可行權宜方法**

本集團首次應用香港財務報告準則第16號時使用下列準則允許的實際權宜法：

- 對具有合理類似特點的一組租賃使用單一的貼現率
- 倚賴先前對租賃是否屬於虧損租賃的評估以取代減值審閱 — 於二零一九年一月一日並無虧損合約
- 將二零一九年一月一日餘下租期少於12個月的經營租賃列為短期租賃
- 計算初次應用日期的使用權資產時不計初始直接成本，及
- 事後釐定包含延長或終止租賃的選擇權的合約租期。

本集團亦選擇不重新評估合約於初次應用日期是否屬於或包含租賃，而是倚賴其應用香港會計準則第17號及詮釋第4號釐定安排是否包含租賃作出的評估以釐定過渡日期前訂立的合約。

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

For the year ended 31 December 2019 截至二零一九年十二月三十一日止年度

2 Summary of significant accounting policies (Continued)**2 主要會計政策概要(續)****2.2 Change in accounting policies and disclosures (Continued)****2.2 會計政策及披露資料變動(續)****(ii) Measurement of lease liabilities****(ii) 租賃負債計量**

		HK\$'000 千港元
Operating lease commitments disclosed as at 31 December 2018	於二零一八年十二月三十一日披露的經營租賃承擔	698
Discounted using the lessee's incremental borrowing rate at the date of initial application	使用首次應用日期承租人增量借款利率貼現	662
Less: Short-term leases not recognised as liabilities	減：未確認為負債的短期租賃	(255)
Add: Adjustment as a result of a different treatment of termination option	加：終止權的不同處理方法導致的調整	342
Lease liabilities recognised as at 1 January 2019 (Note 15)	於二零一九年一月一日確認的租賃負債(附註15)	749
Of which are:	其中：	
Current lease liabilities	流動租賃負債	365
Non-current lease liabilities	非流動租賃負債	384
		749

(iii) Measurement of right-of-use assets**(iii) 計量使用權資產**

The associated right-of-use assets for property leases upon the date of initial application were measured at the amount equal to the lease liabilities. There were no onerous lease contracts that would have required an adjustment to the right-of-use assets at the date of initial application.

物業租賃的相關使用權資產在首次應用日期後按等於租賃負債的金額計量。概無繁重的租賃合約要求於首次應用日期對使用權資產進行調整。

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2 Summary of significant accounting policies (Continued)**2.2 Change in accounting policies and disclosures (Continued)****(iv) Adjustments recognised in the consolidated statement of financial position on adoption of HKFRS 16**

The following table shows the adjustments recognised for each individual line item as at 1 January 2019 (line items that were not affected have not been included).

2 主要會計政策概要(續)**2.2 會計政策及披露資料變動(續)****(iv) 採納香港財務報告準則第16號後於綜合財務狀況表確認的調整**

下表列示於二零一九年一月一日就各個別項目確認的調整(無受影響的項目未有包括在內)。

		As at 31 December 2018 (As originally presented) 於二零一八年 十二月三十一日 (如原先呈列)	Effects of the adoption of HKFRS 16 採納香港 財務報告準則 第16號的影響	As at 1 January 2019 (Restated) 於二零一九年 一月一日 (經重列)
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
Consolidated statement of financial position (extract)	綜合財務狀況表(摘錄)			
Non-current assets	非流動資產			
Right-of-use assets	使用權資產	—	749	749
Non-current liabilities	非流動負債			
Lease liabilities	租賃負債	—	(384)	(384)
Current liabilities	流動負債			
Lease liabilities	租賃負債	—	(365)	(365)

The adoption of HKFRS 16 has no impact on the retained profits on 1 January 2019.

採納香港財務報告準則第16號並無對二零一九年一月一日的留存溢利造成影響。

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2 Summary of significant accounting policies (Continued)

2.3 Subsidiaries and principles of consolidation

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

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

2 主要會計政策概要(續)

2.3 附屬公司及綜合入賬原則

附屬公司均為本集團對其有控制權的實體(包括結構實體)。於本集團藉對實體的參與而面臨可變回報的風險或有權取得可變回報，並藉其主導該實體的活動的權力而有能力影響該等回報時，本集團即為對該實體擁有控制權。附屬公司自控制權轉移至本集團當日起全面綜合入賬，並由控制權終止當日起停止綜合入賬。

所有集團內公司間交易、結餘及集團公司之間交易的未變現收益均予對銷。未變現虧損亦會對銷，除非該交易提供證據顯示所轉讓資產出現減值則作別論。附屬公司的會計政策已作出必要變動，以確保與本集團所採納的政策貫徹一致。

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2 Summary of significant accounting policies (Continued)**2.4 Foreign currency translation****(i) Functional and presentation currency**

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

(ii) Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation of monetary assets and liabilities denominated in foreign currencies at year end exchange rates are generally recognised in profit or loss.

Foreign exchange gains and losses that relate to borrowings are presented in the consolidated statement of comprehensive income, within finance costs. All other foreign exchange gains and losses are presented in the consolidated statement of comprehensive income on a net basis within other income, net.

2 主要會計政策概要(續)**2.4 外幣換算****(i) 功能及呈列貨幣**

載於本集團旗下各實體的財務報表的項目均按實體經營地區的主要經濟環境的貨幣(「功能貨幣」)計量。綜合財務報表以港元(即本公司的功能及呈列貨幣)呈列。

(ii) 交易及結餘

外幣交易以交易當日的匯率換算為功能貨幣。結算該等交易及按年末匯率換算以外幣計值的貨幣資產及負債所產生的匯兌收益及虧損一般於損益內確認。

與借貸有關的匯兌收益及虧損於綜合全面收益表內的財務成本呈列。所有其他匯兌收益及虧損以淨額於綜合全面收益表內的其他收入淨額呈列。

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2 Summary of significant accounting policies (Continued)

2.4 Foreign currency translation (Continued)

(iii) Group companies

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

- assets and liabilities for each statement of financial position presented are translated at the closing rate at the date of that statement of financial position;
- income and expenses for each statement of comprehensive income are translated at average exchange rates (unless this is not a reasonable approximation of the cumulative effect of the rates prevailing on the transaction dates, in which case income and expenses are translated at the dates of the transactions); and
- all resulting exchange differences are recognised in other comprehensive income.

2.5 Separate financial statements

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

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

2 主要會計政策概要(續)

2.4 外幣換算(續)

(iii) 集團公司

功能貨幣異於呈列貨幣的境外業務(概無擁有處於嚴重通脹經濟體系的貨幣)的業績及財務狀況按下列方式換算為呈列貨幣:

- 所呈列的各財務狀況表的資產及負債按該財務狀況表日期的收市匯率換算;
- 各全面收益表的收支按平均匯率換算(除非此平均匯率不足以合理地概括反映交易日通行匯率的累計影響,在此情況下,收支則按交易日的匯率換算);及
- 一切因此而產生的匯兌差額均於其他全面收益內確認。

2.5 獨立財務報表

於附屬公司的投資按成本扣除減值入賬。成本包括投資的直接歸屬成本。本公司將附屬公司的業績按已收及應收股息基準入賬。

倘自附屬公司收取的股息超出該附屬公司於宣派股息期間的綜合收益總額,或該項投資於獨立財務報表的賬面價值超出合併財務狀況表所示被投資方的淨資產的賬面價值,則須於收取該股息時對於附屬公司的該等投資進行減值測試。

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2 Summary of significant accounting policies (Continued)**2.6 Segment reporting**

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker. The chief operating decision maker, who is responsible for allocating resources and assessing performance of the operating segments, has been identified as the controlling shareholder and executive director of the Group who make strategic decisions. Details refer to Note 5 of the financial statements.

2.7 Plant and equipment

Plant and equipment are stated at historical cost less accumulated depreciation. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

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

Depreciation is calculated using the straight-line method to allocate their cost to their residual values over their estimated useful lives or, as follows:

Motor vehicles	4 to 5 years
Furniture and office equipment	5 years

2 主要會計政策概要(續)**2.6 分部呈報**

經營分部的呈報方式與向主要營運決策人提供的內部呈報所用的方式一致。主要營運決策人負責分配資源及評估經營分部的表現，其已獲認定為作出決策的本集團控股股東及執行董事。詳情請參閱財務報表附註5。

2.7 機器及設備

機器及設備按歷史成本減累計折舊列賬。歷史成本包括收購項目的直接應佔開支。

其後成本僅在集團有可能獲得與該項目相關的未來經濟利益及能可靠計量該項目的成本時，計入資產賬面值或確認為獨立資產(如適用)。作為獨立資產入賬的任何部分的賬面值於重置時終止確認。所有其他維修及保養費用在其產生的報告期間於損益扣除。

折舊使用直線法計算，以在其估計可使用年期內將其成本分配至其剩餘價值，又或按下列方式計算：

汽車	4至5年
傢俬及辦公室設備	5年

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2 Summary of significant accounting policies (Continued)

2.7 Plant and equipment (Continued)

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

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount (Note 2.8).

Gains and losses on disposals are determined by comparing proceeds with carrying amount. These are included in profit or loss.

2.8 Impairment of non-financial assets

Assets that have an indefinite useful life are not subject to amortisation and are tested annually for impairment, or more frequently if events or changes in circumstances indicate that they might be impaired. Other assets are tested for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs of disposal and value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash inflows which are largely independent of the cash inflows from other assets or groups of assets (cash-generating units). Non-financial assets that suffered an impairment are reviewed for possible reversal of the impairment at the end of each reporting period.

2 主要會計政策概要(續)

2.7 機器及設備(續)

資產的剩餘價值及可使用年期於各報告期末檢視及作出調整(如適用)。

倘資產的賬面值高於其估計可收回金額，資產的賬面值即時撇減至其可收回金額(附註2.8)。

出售的收益及虧損乃將所得款項與賬面值進行比較後釐定。有關金額計入損益。

2.8 非財務資產的減值

具有無限可使用年期的資產毋須攤銷，並每年進行減值測試，或當發生事件或情況變化顯示其有可能減值時更頻繁地進行減值測試。當任何事件發生或情況變化顯示其賬面值可能無法收回時，則對其他資產進行減值測試。當該資產的賬面值超過其可收回金額時，會就超出金額確認減值虧損。資產的可收回金額為公平值減出售成本與其使用價值兩者的較高者。為評估減值時，資產按可單獨識別且大致上獨立於其他資產或資產組別的現金流量的最低現金流量水平(現金產生單位)進行分類。非財務資產出現減值時，會於每個報告期末檢討減值撥回的可能性。

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2 Summary of significant accounting policies (Continued)**2.9 Financial assets****(i) Classification**

The Group classifies its financial assets to be measured at amortised cost.

The classification depends on the entity's business model for managing the financial assets and the contractual terms of the cash flows.

Financial assets at amortised costs are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. If collection of the amounts is expected in one year or less they are classified as current assets. If not, they are presented as non-current assets. The Group's financial assets at amortised cost comprise of trade receivables, other receivables and deposits, pledged and restricted bank deposits and cash and cash equivalents.

(ii) Recognition and derecognition

Regular way purchases and sales of financial assets are recognised on trade-date, the date on which the Group commits to purchase or sell the asset. Financial assets are derecognised when the rights to receive cash flows from the financial assets have expired or have been transferred and the Group has transferred substantially all the risks and rewards of ownership.

2 主要會計政策概要(續)**2.9 財務資產****(i) 分類**

本集團將其財務資產分類為按攤銷成本計量。

分類取決於實體管理財務資產的業務模式及現金流量的合約條款。

按攤銷成本列賬的財務資產為附帶固定或可釐定付款，且在活躍市場中並無報價的非衍生財務資產。倘款項預期於一年或以內收回，則列為流動資產。否則列為非流動資產。本集團按攤銷成本列賬的金融資產包括貿易應收款項、其他應收款項及按金、已抵押及受限制銀行存款及現金及現金等價物。

(ii) 確認及終止確認

常規購買及出售財務資產於交易日(即本集團承諾購買或出售資產的日期)確認。在收取來自財務資產的現金流量的權利已屆滿或已轉移，且本集團已實質上將擁有權的所有風險及回報轉移時，有關財務資產予以終止確認。

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2 Summary of significant accounting policies (Continued)**2.9 Financial assets (Continued)****(iii) Measurement**

At initial recognition, the Group measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss, transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at fair value through profit or loss are expensed in profit or loss.

Subsequent measurement of debt instruments depends on the Group's business model for managing the asset and the cash flow characteristics of the asset. Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortised cost. A gain or loss on a debt investment that is subsequently measured at amortised cost and is not part of a hedging relationship is recognised in profit or loss when the asset is derecognised or impaired. Interest income from these financial assets is included in other income using the effective interest method.

(iv) Impairment

The Group assess on a forward-looking basis the expected credit losses associated with its debt instruments carried at amortised cost. The impairment methodology applied depends on whether there has been significant increase in credit risk.

2 主要會計政策概要(續)**2.9 財務資產(續)****(iii) 計量**

於初步確認時，本集團按公平值(倘為並非按公平值計入損益的財務資產)加直接歸屬於收購該財務資產的交易成本計量財務資產。按公平值計入損益列賬的財務資產的交易成本於損益支銷。

債務工具的後續計量取決於本集團管理資產的業務模式及資產的現金流量特徵。倘為收取合約現金流量而持有的資產的現金流量僅為本金及利息付款，則該等資產按攤銷成本計量。對於其後按攤銷成本計量且不屬於對沖關係一部分的債務投資，其收益或虧損於該資產終止確認或減值時於損益確認。該等財務資產的利息收入按實際利率法計入其他收入。

(iv) 減值

本集團按前瞻性基準評估與其以攤銷成本列賬的債務工具相關的預期信貸虧損。所應用的減值方法取決於信貸風險是否顯著增加。

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2 Summary of significant accounting policies (Continued)**2.9 Financial assets (Continued)****(iv) Impairment (Continued)**

For trade receivables and contract assets, the Group applied the simplified approach permitted under HKFRS 9, which requires expected lifetime losses to be recognised from initial recognition of the receivables.

For other receivables and deposits, it is measured at either 12-month expected credit losses or lifetime expected loss, depending on whether there has been a significant increase in credit risk since initial recognition. If a significant increase in credit risk of a receivable has occurred since initial recognition, then impairment is measured as lifetime expected credit losses.

For cash and cash equivalents, pledged and restricted bank deposits, it is also subject to impairment requirements under HKFRS 9, yet the impairment loss is immaterial because the Group only transacts with reputable international financial institutions with high credit ratings assigned by international credit-rating agencies.

(v) Write-off policy

The Group writes off a financial asset when there is information indicating that the counterparty is in severe financial difficulty and there is no realistic prospect of recovery, for example, when the counterparty has been placed under liquidation or has entered into bankruptcy proceedings, or in the case of trade receivables, when the amounts are over three years past due, whichever occurs sooner. Financial assets written off may still be subject to enforcement activities under the Group's recovery procedures, taking into account legal advice where appropriate. A write-off constitutes a derecognition event. Any subsequent recoveries are recognised in profit or loss.

2 主要會計政策概要(續)**2.9 財務資產(續)****(iv) 減值(續)**

就貿易應收款項及合約資產而言，本集團採用香港財務報告準則第9號所允許的簡化方法，該方法規定自初步確認應收款項起確認預期全期虧損。

就其他應收款項及按金而言，其按12個月預期信貸虧損或全期預期虧損計量，視乎信貸風險自初步確認起是否有顯著增加。倘應收款項的信貸風險自初步確認起出現顯著增加，則減值計量為全期預期信貸虧損。

就現金及現金等價物、已抵押及受限制銀行存款而言，其亦須遵守香港財務報告準則第9號的減值規定，惟減值虧損並不重大，因為本集團僅會與獲國際信貸評級機構評定為具有高信貸評級的知名國際金融機構進行交易。

(v) 撇銷政策

當有資料顯示交易對方發生重大財務困難而日後回收不可實現，例如交易對方已清盤或進入破產程序或就貿易應收款項而言，當款項逾期超過三年(以較早發生者為準)，本集團會將財務資產撇銷。於適當情況下考慮法律意見後，已撇銷的財務資產仍可根據本集團的收回程序實施強制執行。撇銷構成終止確認事件。任何其後收回款項會於損益中確認。

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2 Summary of significant accounting policies (Continued)

2.10 Offsetting financial instruments

Financial assets and liabilities are offset and the net amount is reported in the statement of financial position where the Group or group entities currently has a legally enforceable right to offset the recognised amounts, and there is an intention to settle on a net basis or realise the asset and settle the liability simultaneously.

2.11 Trade receivables

Trade receivables are amounts due from customers for goods sold or services performed in the ordinary course of business. They are generally due for settlement within 30 days to 45 days and therefore all classified as current.

Trade receivables are recognised initially at the amount of consideration that is unconditional unless they contain significant financing components, when they are recognised at fair value. The Group holds the trade receivables with the objective of collecting the contractual cash flows and therefore measures them subsequently at amortised cost using the effective interest method.

2.12 Cash and cash equivalents

For the purpose of presentation in the consolidated statement of cash flows, cash and cash equivalents include cash on hand and deposits held at call with financial institutions with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value, and bank overdrafts. Bank overdrafts are shown within borrowings in current liabilities in the statement of financial position.

2 主要會計政策概要(續)

2.10 抵銷財務工具

當本集團或集團實體目前有可法定可執行權利抵銷已確認金額，且亦有意以淨額結算或同時變現資產及償付債務，則財務資產及負債互相抵銷，並於財務狀況表呈報其淨額。

2.11 貿易應收款項

貿易應收款項為日常業務過程中就已出售貨品及已提供服務應收客戶的款項。該等款項一般於30日至45日內到期結付，因此一概分類為流動。

貿易及其他應收款項初步按無條件代價金額確認，除非其包含重大融資部分，則按公平值確認。本集團持有貿易應收款項，其目的為收取合約現金流量，因此其後使用實際利率法按攤銷成本計量該等款項。

2.12 現金及現金等價物

就綜合現金流量表的呈列而言，現金及現金等價物包括手頭現金以及存放於金融機構、原來期限為三個月或以下可即時轉換為已知金額現金的通知存款(變化風險並不重大)及銀行透支。銀行透支於財務狀況表流動負債內的借貸列示。

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2 Summary of significant accounting policies (Continued)**2.13 Share capital**

Ordinary shares are classified as equity.

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

2.14 Trade and other payables

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

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

2.15 Borrowings and borrowing costs

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

Fees paid on the establishment of loan facilities are recognised as transaction costs of the loan to the extent that it is probable that some or all of the facility will be drawn down. In this case, the fee is deferred until the draw-down occurs. To the extent there is no evidence that it is probable that some or all of the facility will be drawn down, the fee is capitalised as a prepayment for liquidity services and amortised over the period of the facility to which it relates.

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

2 主要會計政策概要(續)**2.13 股本**

普通股歸類為權益。

與發行新股份或購股權直接有關的增量成本在權益列示作自所得款項的扣減(扣除稅項)。

2.14 貿易及其他應收款項

貿易應付款項為日常業務過程中向供應商購買商品或服務而應支付的款項。須於一年或以內(或如為較長時間,在正常業務營運週期中)支付的貿易及其他應付款項分類為流動負債;否則將呈列為非流動負債。

易及其他應付款項初步按公平值確認,其後以實際利率法按攤銷成本計量。

2.15 借貸及借貸成本

借貸最初按公平值扣除所產生的交易成本確認。其後借貸按攤銷成本計量。所得款項(扣除交易成本後)與贖回金額之間的任何差額於借貸期內採用實際利率法在損益中確認。

在很可能部分或全部提取貸款的情況下,設立貸款融資所支付的費用確認為貸款交易成本。在此情況下,該費用遞延至提取貸款為止。如無法證明很可能部分或全部提取該貸款,該費用計入資本作為流動資金服務的預付款項,並於有關融資期間攤銷。

除非本集團有權無條件將負債償還遞延至報告期結束後最少12個月,否則借貸將歸類為流動負債。

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2 Summary of significant accounting policies (Continued)

2.15 Borrowings and borrowing costs (Continued)

General and specific borrowing costs that are directly attributable to the acquisition, construction or production of a qualifying asset are capitalised during the period of time that is required to complete and prepare the asset for its intended use or sale. Qualifying assets are assets that necessarily take a substantial period of time to get ready for their intended use or sale.

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

Other borrowing costs are expensed in the period in which they are incurred.

2.16 Current and deferred income tax

The income tax expense or credit for the period is the tax payable on the current period's taxable income based on the applicable income tax rate for each jurisdiction adjusted by changes in deferred income tax assets and liabilities attributable to temporary differences and to unused tax losses.

(i) Current income tax

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

2 主要會計政策概要(續)

2.15 借貸及借貸成本(續)

直接歸屬於收購、建設或生產合資格資產的一般及特定借貸成本乃於完成及準備有關資產以作其擬定用途或作銷售所須的期間內撥充資本。合資格資產指必須經過一段長時間籌備方可作其擬定用途或出售的資產。

有待用以支付合資格資產有關款項的特定借貸用作短期投資賺取的投資收入，應在合資格資本化時自借貸成本中扣除。

其他借貸成本於產生期間支銷。

2.16 即期及遞延所得稅

期內所得稅開支或抵免乃根據各司法權區適用所得稅稅率按當期應課稅收入計算的應付稅項，有關稅項乃根據暫時差額及未動用稅項虧損產生的遞延所得稅資產及負債變動作出調整。

(i) 即期所得稅

即期所得稅支出根據本公司及其附屬公司營運所在及產生應課稅收入的國家於結算日已頒佈或實質頒佈的稅法計算。管理層就適用稅務法規詮釋所規限的情況定期評估報稅表的狀況，並在適用情況下根據預期須向稅務機關支付的稅款設定撥備。

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2 Summary of significant accounting policies (Continued)**2.16 Current and deferred income tax (Continued)****(ii) Deferred income tax**

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

Deferred income tax assets are recognised only if it is probable that future taxable amounts will be available to utilise those temporary differences and losses.

Deferred income tax liabilities and assets are not recognised for temporary differences between the carrying amount and tax bases of investments in foreign operations where the company is able to control the timing of the reversal of the temporary differences and it is probable that the differences will not reverse in the foreseeable future.

Deferred income tax assets and liabilities are offset where there is a legally enforceable right to offset current income tax assets and liabilities and where the deferred income tax balances relate to the same taxation authority. Current income tax assets and tax liabilities are offset where the entity has a legally enforceable right to offset and intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

2 主要會計政策概要(續)**2.16 即期及遞延所得稅(續)****(ii) 遞延所得稅**

遞延所得稅使用負債法就資產和負債的稅基與其在綜合財務報表之賬面值的暫時性差額悉數撥備。然而，若遞延所得稅負債因初步確認商譽而產生，則不予確認；若遞延所得稅因在交易(不包括業務合併)中初步確認資產或負債而產生，而在交易時不影響會計損益或應課稅損益，則不作記賬。遞延所得稅以於結算日已頒佈或實質頒佈的稅率(及稅法)釐定，並預期於變現相關遞延所得稅資產或償還遞延所得稅負債時應用。

僅於可能出現未來應課稅款項可利用暫時性差額及虧損時，方會確認遞延所得稅資產。

倘本公司能控制撥回暫時差額的時間，且該等差額可能不會於可見將來撥回，則不會就海外業務投資賬面值與稅基之間的暫時差額確認遞延所得稅負債及資產。

當有法定執行權利將當期所得稅資產與負債抵銷，且遞延所得稅結餘涉及同一稅務機構時，則遞延所得稅資產與負債抵銷。在實體有執行抵銷的法定權利且有意按淨額基準結算或同時變現資產及清償負債時，當期所得稅資產與稅項負債會抵銷。

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2 Summary of significant accounting policies (Continued)

2.16 Current and deferred income tax (Continued)

(ii) Deferred income tax (Continued)

Current and deferred income tax is recognised in profit or loss, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case, the tax is also recognised in other comprehensive income or directly in equity, respectively.

2.17 Provisions

Provisions for legal claims, service warranties and make good obligations are recognised when the Group has a present legal or constructive obligation as a result of past events, it is probable that an outflow of resources will be required to settle the obligation and the amount can be reliably estimated. Provisions are not recognised for future operating losses.

Where there are a number of similar obligations, the likelihood that an outflow will be required in settlement is determined by considering the class of obligations as a whole.

A provision is recognised even if the likelihood of an outflow with respect to any one item included in the same class of obligations may be small.

Provisions are measured at the present value of management's best estimate of the expenditure required to settle the present obligation at the end of the reporting period. The discount rate used to determine the present value is a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The increase in the provision due to the passage of time is recognised as interest expense.

2 主要會計政策概要(續)

2.16 即期及遞延所得稅(續)

(ii) 遞延所得稅(續)

即期及遞延所得稅於損益中確認，除非倘其與其他全面收益或直接於權益中所確認的項目有關。在此情況下，稅項亦分別於其他全面收益或直接於權益中確認。

2.17 撥備

如本集團因過往事件須承擔現時法定或推定責任，承擔該責任可能須動用資源且有關金額能可靠地估計時，則予以確認法定賠償、服務保證及責任承擔的撥備。未來經營虧損不會確認撥備。

如出現多項類似責任，而承擔該等責任是否須動用資源乃在考慮該等責任的整體類別後釐定。

即使同類別責任中任何一項可能須動用資源的機會不大，仍會確認撥備。

撥備根據管理層對於報告期末履行現時責任所需支出的最佳估計以現值計量。用以釐定現值的貼現率即為反映當前市場對貨幣時間價值及負債具體風險之評估的稅前利率。隨著時間過去導致的撥備增加確認為利息開支。

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2 Summary of significant accounting policies (Continued)**2.18 Revenue recognition***Revenue from contracts with customers*

A performance obligation represents a good or service (or a bundle of goods or services) that is distinct or a series of distinct goods or services that are substantially the same. Control is transferred over time and revenue is recognised over time by reference to the progress towards complete satisfaction of the relevant performance obligation if one of the following criteria is met:

- the customer simultaneously receives and consumes the benefits provided by the Group's performance as the Group performs;
- the Group's performance creates and enhances an asset that the customer controls as the Group performs; or
- the Group's performance does not create an asset with an alternative use to the Group and the Group has an enforceable right to payment for performance completed to date.

Otherwise, revenue is recognised at a point in time when the customer obtains control of the distinct good or service.

A contract asset represents the Group's right to consideration in exchange for goods or services that the Group has transferred to a customer that is not yet unconditional. In contrast, a receivable represents the Group's unconditional right to consideration, i.e. only the passage of time is required before payment of that consideration is due.

A contract liability represents the Group's obligation to transfer goods or services to a customer for which the Group has received consideration (or an amount of consideration is due) from the customer.

A contract asset and a contract liability relating to the same contract are accounted for and presented on a net basis.

2 主要會計政策概要(續)**2.18 收益確認***客戶合約收益*

履約責任指個別貨品或服務(或一組貨品或服務)或一系列個別貨品或服務大致上相同。倘以下其中一項準則獲達成，則控制權會隨著時間轉移，而收益經參考完成履行相關履約責任的進度後隨時間確認：

- 客戶於本集團履約時同時接受及使用本集團履約所提供的利益；
- 本集團的履約為創造及增強一項於本集團履約時由客戶控制的資產；或
- 本集團的履約並無創造對本集團而言具替代用途的資產，且本集團對迄今完成的履約具有可執行付款權利。

否則，收益會在客戶獲得明確貨品或服務控制權時確認。

合約資產是指本集團已向客戶轉讓商品或服務而有權收取對價的權利，且該權利取決於時間流逝之外的其他因素。相反，應收款項是指本集團擁有無條件的向客戶收取對價的權利，即該權利僅取決於時間流逝的因素。

合約負債是指本集團已收或應收客戶對價而應向客戶轉讓商品或服務的義務。

與同一合約有關的合約資產和合約負債按淨額計量並列報。

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2 Summary of significant accounting policies (Continued)

2.18 Revenue recognition (Continued)

Over time revenue recognition: measurement of progress towards complete satisfaction of a performance obligation

The progress towards complete satisfaction of a performance obligation is measured based on output method, which is to recognise revenue on the basis of direct measurements of the value of the goods or services transferred to the customer to date relative to the remaining goods or services promised under the contract, that best depict the Group's performance in transferring control of goods or services.

2.19 Employee benefits

(a) Pension schemes

Payments to defined contribution retirement benefit plans and the Mandatory Provident Fund Scheme are recognised as an expense when employees have rendered service entitling them to the contributions.

(b) Short-term employee benefits

Short-term employee benefits are recognised at the undiscounted amount of the benefits expected to be paid as and when employees rendered the service. All short term employee benefits are recognised as an expense unless another HKFRS requires or permits the inclusion of the benefit in the cost of an asset. A liability is recognised in respect for benefits accruing to employees (such as wages and salaries, annual leave and sick leave) after deducting any amount already paid.

2 主要會計政策概要(續)

2.18 收益確認(續)

隨時間確認收益：按照履約責任的完成情況計量進度

完全達成履約責任期間的進度乃根據輸出法計量，即根據直接計量迄今已轉讓予客戶的商品或服務的價值，相對於合約項下承諾提供的餘下商品或服務的價值確認收益，而此方法最能反映本集團於轉讓商品或服務控制權方面的履約情況。

2.19 僱員福利

(a) 退休金計劃

向定額供款退休福利計劃及強積金計劃作出的付款於僱員提供服務而享有供款時確認為開支。

(b) 短期僱員福利

短期僱員福利按僱員提供福利時預期將支付的福利未貼現金額確認。所有短期僱員福利確認為開支，除非其他香港財務報告準則要求或准許將福利納入資產的成本。於扣除任何已付金額後就應付僱員福利(例如工資及薪金、年假及病假)確認負債。

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2 Summary of significant accounting policies (Continued)**2.19 Employee benefits (Continued)****(c) Termination benefits**

Termination benefits are recognised at the earlier of when the Group can no longer withdraw the offer of those benefits and when the Group recognises restructuring costs involving the payment of termination.

(d) Bonus plans

The Group recognises a liability and an expense for bonuses based on a formula that takes into consideration the profit attributable to the Company's shareholder. The Group recognises a provision where contractually obliged or where there is a past practice that has created a constructive obligation.

2.20 Leases

As explained in Note 2.2 above, the Group has changed its accounting policy for leases where the Group is the lessee. The new policy is described below and the impact of the change in Note 2.2.

Until 31 December 2018, leases in which a significant portion of the risks and rewards of ownership were not transferred to the Group as lessee were classified as operating leases. Payments made under operating leases (net of any incentives received from the lessor) were charged to profit or loss on a straight-line basis over the period of the lease.

From 1 January 2019, leases are recognised as right-of-use assets and corresponding liabilities at the date at which the leased asset is available for use by the Group.

2 主要會計政策概要(續)**2.19 僱員福利(續)****(c) 離職福利**

離職福利於本集團不能撤回提供該等福利時及本集團確認重組成本並涉及支付離職福利時(以較早日期為準)確認。

(d) 花紅計劃

本集團根據一項公式就花紅確認負債及開支，該公式會考慮本公司股東應佔溢利。當有合約責任或過往慣例引致推定責任時，本集團會確認撥備。

2.20 租賃

誠如上文附註2.2所闡釋，本集團為租任人時，本集團已就租賃更改其會計政策。新政策於下文敘述，而更改的影響於附註2.2敘述。

直至二零一八年十二月三十一日，大部分擁有權風險及回報並無轉入本集團(為承租人)的租賃已分類為經營租賃。根據經營租賃(扣除已收出租人的任何優惠)支付的款項於租期內以直線法計入損益。

自二零一九年一月一日起，租賃確認為使用權資產，並在租賃資產可供本集團使用之日確認相應負債。

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2 Summary of significant accounting policies (Continued)

2.20 Leases (Continued)

Contracts may contain both lease and non-lease components. The Group allocates the consideration in the contract to the lease and non-lease components based on their relative stand-alone prices. However, for leases of property for which the Group is a lessee, it has elected not to separate lease and non-lease components and instead accounts for these as a single lease component.

Assets and liabilities arising from a lease are initially measured on a present value basis. Lease liabilities include the net present value of the following lease payments:

- fixed payments (including in-substance fixed payments), less any lease incentives receivable;
- variable lease payments that are based on an index or a rate, initially measured using the index or rate as at the commencement date;
- amounts expected to be payable by the Group under residual value guarantees;
- the exercise price of a purchase option if the Group is reasonably certain to exercise that option; and
- payments of penalties for terminating the lease, if the lease term reflects the Group exercising that option.

Lease payments to be made under reasonably certain extension options are also included in the measurement of the liabilities.

2 主要會計政策概要(續)

2.20 租賃(續)

合約可包含租賃及非租賃部分。本集團根據其相對獨立的價格將合約的代價分配至租賃及非租賃部分。然而，就本集團作為承租人租賃物業而言，其已選擇不區分租賃及非租賃部分，相而將該等租賃入賬作為單一租賃部分。

租賃所產生的資產及負債初始按現值基準計量。租賃負債包括以下租賃付款的淨現值：

- 固定付款(包括實質固定付款)減任何應收租賃優惠；
- 基於指數或利率並於開始日期按指數或利率初步計量的可變租賃付款；
- 剩餘價值擔保下的本集團預期應付款項；
- 購買選擇權的行使價(倘本集團合理確定行使該選擇權)；及
- 支付終止租賃的罰款(倘租期反映本集團行使權利終止租約)。

根據合理確定擴大選擇權作出的租賃付款亦計入負債的計量。

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2 Summary of significant accounting policies (Continued)**2.20 Leases (Continued)**

The lease payments are discounted using the interest rate implicit in the lease. If that rate cannot be readily determined, which is generally the case for leases in the Group, the lessee's incremental borrowing rate is used, being the rate that the individual lessee would have to pay to borrow the funds necessary to obtain an asset of similar value to the right-of-use asset in a similar economic environment with similar terms, security and conditions.

To determine the incremental borrowing rate, the Group:

- where possible, uses recent third-party financing received by the individual lessee as a starting point, adjusted to reflect changes in financing conditions since third party financing was received;
- uses a build-up approach that starts with a risk-free interest rate adjusted for credit risk for leases held by the Group, which does not have recent third party financing; and
- makes adjustments specific to the lease, e.g. term, country, currency and security.

Lease payments are allocated between principal and finance cost. The finance cost is charged to profit or loss over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liabilities for each period.

2 主要會計政策概要(續)**2.20 租賃(續)**

租賃付款採用租賃所隱含的利率予以貼現。倘無法釐定該利率(本集團的租賃一般屬此類情況),則使用承租人增量借款利率,即個別承租人在類似經濟環境中按類似條款、抵押及條件借入獲得與使用權資產價值類似的資產所需資金必須支付的利率。

為釐定增量借款利率,本集團:

- 在可能情況下,使用個別承租人最近獲得的第三方融資為出發點作出調整以反映自獲得第三方融資以來融資條件的變動;
- 使用累加法,首先就本集團所持有租賃的信貸風險(最近並無第三方融資)調整無風險利率;及
- 進行特定於租約的調整,例如期限、國家、貨幣及抵押。

租賃付款於本金及財務成本之間作出分配。財務成本在租賃期間於損益扣除,藉以令各期間的負債餘額的期間利率一致。

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2 Summary of significant accounting policies (Continued)

2.20 Leases (Continued)

Right-of-use assets are measured at cost comprising the following:

- the amount of the initial measurement of lease liability;
- any lease payments made at or before the commencement date less any lease incentives received;
- any initial direct costs; and
- restoration costs.

Right-of-use assets are generally depreciated over the shorter of the asset's useful life and the lease term on a straight-line basis. Payments associated with short-term leases of equipment and vehicles and all leases of low-value assets are recognised on a straight-line basis as an expense in profit or loss. Short-term leases are leases with a lease term of 12 months or less.

2.21 Dividend distribution

Dividend distributions to the Company's shareholders are recognised as a liability in the Group's consolidated financial statements in the period in which the dividends are approved by the Company's or operating companies' shareholders or directors, where appropriate.

2 主要會計政策概要(續)

2.20 租賃(續)

使用權資產按成本計量，包括以下各項：

- 初始計量租賃負債的金額；
- 在開始日期或之前作出的任何租賃付款減任何已收租賃優惠；
- 任何初始直接成本；及
- 復原成本。

使用權資產一般於資產的可使用年期及租賃期(以較短者為準)內按直線法予以折舊。與短期設備及車輛租賃以及所有低價值資產租賃相關的付款按直線法於損益確認為費用。短期租賃指租賃期為12個月或以下的租賃。

2.21 股息分派

向本公司股東分派的股息在股息獲本公司或營運公司的股東或董事(倘適用)批准的期間於本集團的綜合財務報表確認為負債。

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3 Financial risk management**3.1 Financial risk factors**

The Group's activities expose it to a variety of financial risks: interest rate risk, credit risk and liquidity risk. The Group's overall risk management approach focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the Group's financial performance.

(a) Market risk*(i) Interest rate risk*

The Group's cash flow interest rate risk relates primarily to variable-rate bank balances and restricted bank deposits as disclosed in Note 18 and bank borrowing as disclosed in Note 21 due to the fluctuation of the prevailing market interest rate. The Group is also exposed to fair value interest rate risk in relation to the Group's fixed-rate pledged bank deposits as disclosed in Note 18. The Group's cash flow interest rate risk is mainly concentrated on the fluctuation of interest rates on bank balances and Hong Kong Prime Rate quoted by the lending bank arising from the Group's Hong Kong dollar denominated borrowing. The Group aims at keeping borrowing at variable rates. The Group currently does not have a policy on hedging interest rate risk. However, the management monitors interest rate exposure and will consider hedging significant interest rate risk should the need arise.

3 財務風管理**3.1 財務風險因素**

本集團業務承受各種財務風險：利率風險、信貸風險及流動資金風險。本集團整體的風險管理方式乃集中於不可預測的金融市場，並尋求降低對本集團財務表現的潛在負面影響。

(a) 市場風險*(i) 利率風險*

本集團的現金流量利率風險主要指附註18所披露的浮息銀行結餘及受限制銀行存款和附註21披露的銀行借款因現行市場利率波動而引致的風險。本集團亦面臨有關本集團固定利率已抵押銀行存款的公平值利率風險（於附註18披露）。本集團的現金流利率風險主要集中於源於本集團港元計值借貸的銀行結餘利率及借款銀行所報香港最優惠利率波動。本集團的目標為維持以可變利率獲得借貸。本集團現時並無利率風險對沖政策。然而，管理層監察利率風險並於必要時考慮對沖重大利率風險。

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3 Financial risk management (Continued)**3.1 Financial risk factors (Continued)****(a) Market risk (Continued)****(i) Interest rate risk (Continued)**

Sensitivity analysis

The sensitivity analysis below has been determined based on the exposure to interest rates for variable-rate bank borrowing. The analysis is prepared assuming the amount of liability outstanding at each reporting period end was outstanding for the whole year. A 100 basis point increase or decrease is used which represents management's assessment of the reasonably possible change in interest rates. If interest rates had been 100 basis points (2018: 100 basis points) higher/lower and all other variables were held constant, the Group's profit for the year ended 31 December 2019 would decrease/increase by HK\$54,000 (2018: decrease/increase by HK\$110,000).

No sensitivity analysis has been prepared for the exposure to interest rate risk on the Group's bank balances and restricted bank deposits as the directors of the Company consider that the exposure is minimal.

3 財務風管理(續)**3.1 財務風險因素(續)****(a) 市場風險(續)****(i) 利率風險(續)**

敏感度分析

以下敏感度分析乃基於浮息銀行借款所面對的利率風險釐定。編製該分析時假設各報告期末未償還的負債為全年未償還。該分析方法使用上升或下降100個基點表示管理層對利率合理可能變動的評估。倘利率上升/下降100個基點(二零一八年：100個基點)而所有其他變量維持不變，則本集團截至二零一九年十二月三十一日止年度的溢利將減少/增加54,000港元(二零一八年：減少/增加110,000港元)。

概無就本集團銀行結餘及受限制銀行存款的利率風險編製敏感度分析，因為本公司董事認為有關風險屬極微。

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3 Financial risk management (Continued)**3.1 Financial risk factors (Continued)****(a) Market risk (Continued)****(ii) Currency risk**

The Group's exposure to currency risk mainly arises from the fluctuation of HK\$ against the functional currency of the relevant company now comprising the Group. The carrying amounts of the foreign currency denominated monetary assets other than the functional currency of the relevant group entities are as follows.

HK\$ 港元

The management closely monitors foreign exchange exposure to mitigate the foreign currency risk. A subsidiary of the Company has adopted MOP as functional currency and has foreign currency denominated monetary assets denominated in HK\$. As MOP is pegged to HK\$, the Group's foreign currency risk exposure is not considered to be significant.

3 財務風管理(續)**3.1 財務風險因素(續)****(a) 市場風險(續)****(ii) 貨幣風險**

本集團的貨幣風險主要源於港元兌本集團目前旗下相關公司功能貨幣的波動。並非相關集團實體功能貨幣的外幣計值貨幣資產的賬面值載列如下。

As at 31 December
於十二月三十一日

2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
2,946	3,366

管理層密切監察外匯風險以減低外幣風險。本公司的一間附屬公司採納澳門幣為其功能貨幣及擁有以港元計值的外幣計值貨幣資產。由於澳門幣與港元掛鉤，因此本集團的外幣風險被視為並不重大。

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3 Financial risk management (Continued)**3.1 Financial risk factors (Continued)****(b) Credit risk****(i) Risk management**

Credit risk arises from bank balances and pledged and restricted bank deposits, as well as credit exposures to the customers, including outstanding receivables and committed transactions.

The credit risks on bank balances, and pledged and restricted bank deposits are limited because the counterparties are banks with high credit ratings assigned by international credit-rating agencies. The management of the Group considers the probability of default is negligible and accordingly, no loss allowance was recognised.

For trade receivables and contract assets, in order to minimise the credit risk, the management has delegated a team responsible for determination of credit limits, credit approvals and other monitoring procedures to ensure that follow-up action is taken to recover overdue debts. In addition, the Group applies the HKFRS 9 simplified approach to assess expected credit loss model for individual debt.

3 財務風管理 (續)**3.1 財務風險因素 (續)****(b) 信貸風險****(i) 風險管理**

信貸風險源於銀行結餘及已抵押及受限制銀行存款，以及客戶的信貸風險，包括未償還應收款項及已承諾交易。

銀行結餘、已抵押及受限制銀行存款的信貸風險有限，因為對手方為獲國際信貸評級機構評為高信貸評級的銀行。本集團管理層認為違約可能性可忽略不計，因此並無確認減值撥備。

就貿易應收款項及合約資產而言，為盡量減低信貸風險，管理層已委任一組人員負責釐定信貸限額、信貸審批及其他監控程序，確保就收回逾期債務採取跟進行動。此外，本集團應用香港財務報告準則第9號簡化法評估個別債務的預期信貸虧損模式。

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3 Financial risk management (Continued)**3.1 Financial risk factors (Continued)****(b) Credit risk (Continued)****(i) Risk management (Continued)**

For other receivables and deposits, management of the Group makes periodic individual assessment under 12-month expected credit losses on the recoverability of other receivables and deposits based on historical settlement records and past experience. The management of the Group believes that there is no material credit risk inherent in the Group's outstanding balance of other receivables and deposits. The existing counterparties do not have defaults in the past.

The Group has significant concentration of credit risk in a few customers. As at 31 December 2019, the outstanding balances from the five largest customers, which have been included in trade receivables and contract assets, amounted to HK\$93,184,000 (2018: HK\$84,490,000) in aggregate, which represents approximately 98% (2018: 98%) of the total trade receivables and contract assets. Except as disclosed in 3.1(b)(ii) over the impairment of a single customer with doubtful credit risk, in view of their credit standings, good payment record in the past and long term relationships with the Group and taking into consideration of forward-looking information, the directors of the Company consider that the Group's credit risk is not high.

Other than the above, the Group has no other significant concentration of credit risk, with exposure spread over a number of counterparties.

3 財務風管理(續)**3.1 財務風險因素(續)****(b) 信貸風險(續)****(i) 風險管理(續)**

就其他應收款項及存款而言，本集團管理層定期根據歷史償付記錄及過往經驗對其他應收款項及存款的可收回程度作出根據12個月預期信貸虧損個別評估。本集團管理層認為，本集團其他應收款項及存款的未收回結餘並無重大信貸風險。現有對手方過往並無違約。

本集團承受數名客戶的重大信貸集中風險。於二零一九年十二月三十一日，來自五大客戶的未付結餘(包括貿易應收款項及合約資產)合共為93,184,000港元(二零一八年：84,490,000港元)，佔貿易應收款項及合約資產約98%(二零一八年：98%)。除於附註3.1(b)(ii)有關存在呆賬信貸風險的單一客戶減值的披露外，考慮到其信貸評級、過往付款記錄良好及與本集團的長期關係，經計及前瞻性資料，本公司董事認為本集團的信貸風險並不重大。

除上文所述者外，本集團概無其他重大信貸集中風險，因為風險分散於多名交易對手方。

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3 Financial risk management (Continued)**3.1 Financial risk factors (Continued)****(b) Credit risk (Continued)***(ii) Impairment of financial assets*

The Group has five types of financial assets that are subject to the expected credit loss model:

- trade receivables;
- contract assets;
- other receivables and deposits;
- pledged and restricted bank deposits; and
- bank balances as included in cash and cash equivalents.

For bank balances and cash, pledged and restricted bank deposits, it is also subject to impairment requirements under HKFRS 9, yet the impairment loss is immaterial because the Group only transacts with reputable international financial institutions with high credit ratings assigned by international credit-rating agencies.

3 財務風管理 (續)**3.1 財務風險因素 (續)****(b) 信貸風險 (續)***(ii) 財務資產減值*

本集團有五種類型的財務資產，須遵守預期信貸虧損模式：

- 貿易應收款項；
- 合約資產；
- 其他應收款項及存款；
- 已抵押及受限制銀行存款；及
- 計入現金及現金等價物的銀行結餘。

就銀行結餘及現金、已抵押及受限制銀行存款而言，其亦須遵守香港財務報告準則第9號的減值規定，惟減值虧損並不重大，因為本集團僅會與獲國際信貸評級機構評定為具有高信貸評級的知名國際金融機構進行交易。

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3 Financial risk management (Continued)**3.1 Financial risk factors (Continued)****(b) Credit risk (Continued)****(ii) Impairment of financial assets (Continued)**

For other receivables and deposits, the Group has taken into account the historical default experience and the future prospects of the industries and/or considering various external sources of actual and forecast economic information, as appropriate, in estimating the probability of default of each of the other receivables and deposits, as well as the loss upon default in each case. The directors considered that the lifetime expected credit loss allowance for other receivables and deposits is insignificant.

Trade receivables and contract assets

For trade receivables and contract assets, the Group has applied the simplified approach in HKFRS 9 to measure the loss allowance at lifetime expected credit losses.

To measure the expected credit losses, trade receivables and contract assets have been grouped based on shared credit risk characteristics and the days past due. The contract assets relate to unbilled work in progress and have substantially the same risk characteristics as the trade receivables for the same types of contracts. The Group has therefore concluded that the expected loss rates for trade receivables are a reasonable approximation of the loss rates for the contract assets. The expected credit losses below also incorporate forward-looking information such as macroeconomic factors affecting the ability of the customers to settle the receivables.

3 財務風管理(續)**3.1 財務風險因素(續)****(b) 信貸風險(續)****(ii) 財務資產減值(續)**

就其他應收款項及存款而言，本集團已計及過往違約情況及行業未來前景及／或考慮實際及預測經濟資料的各種外部來源(如適用)，以估計其他應收款項及存款的違約概率，以及違約損失率。董事認為，其他應收款項及按金的全期預期信貸虧損撥備並不重大。

貿易應收款項及合約資產

就貿易應收款項及合約資產而言，本集團採用香港財務報告準則第9號的簡化方法按全期預期信貸虧損計量虧損撥備。

貿易應收款項及合約資產已根據共同信貸風險特質及逾期日數分類，以計量預期信貸虧損。未發賬單在建工程的相關合約資產與同類合約的貿易應收款項有大致相同的風險特徵。因此，本集團認為，貿易應收款項的預期信貸虧損率與合約資產的虧損率接近。以下預期信貸虧損亦納入影響客戶結算應收款項能力的宏觀經濟因素等前瞻性資料。

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3 Financial risk management (Continued)**3 財務風管理(續)****3.1 Financial risk factors (Continued)****3.1 財務風險因素(續)****(b) Credit risk (Continued)****(b) 信貸風險(續)***(ii) Impairment of financial assets (Continued)**(ii) 財務資產減值(續)*Trade receivables and contract assets
(Continued)貿易應收款項及合約
資產(續)

The Group has separated a customer with doubtful credit rating from the other customers with low risk credit rating in the determination of the expected credit losses. On that basis, the loss allowance as at 31 December 2019 and 2018 were determined as follows for both trade receivables and contract assets:

本集團釐定預期信貸虧損時將一名具呆賬信貸評級的客戶與其他具低風險信貸評級的客戶分開。按此基準，就貿易應收款項及合約資產釐定於二零一九年及二零一八年十二月三十一日的虧損撥備如下：

Trade receivables as at 31 December 2019 於二零一九年 十二月三十一日的 貿易應收款項		Gross amount 總額 HK\$'000 千港元	Weighted average loss rates 加權平均 虧損率	Loss allowance 虧損撥備 HK\$'000 千港元	Net carrying amount 賬面淨值 HK\$'000 千港元
Customers with	客戶				
— Low credit risk	— 低信貸風險	66,168	0.5%	344	65,824
— Doubtful credit risk	— 呆賬信貸風險	1,771	100%	1,771	—
		67,939		2,115	65,824
<hr/>					
Trade receivables as at 31 December 2018 於二零一八年 十二月三十一日的 貿易應收款項		Gross amount 總額 HK\$'000 千港元	Weighted average loss rates 加權平均 虧損率	Loss allowance 虧損撥備 HK\$'000 千港元	Net carrying amount 賬面淨值 HK\$'000 千港元
Customers with	客戶				
— Low credit risk	— 低信貸風險	46,998	0.03%	18	46,980
— Doubtful credit risk	— 呆賬信貸風險	1,764	65%	1,147	617
		48,762		1,165	47,597

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3 Financial risk management (Continued)**3.1 Financial risk factors (Continued)****(b) Credit risk (Continued)***(ii) Impairment of financial assets (Continued)*Trade receivables and contract assets
(Continued)

Contract assets as at 31 December 2019 於二零一九年 十二月三十一日的 合約資產		Gross amount 總額 HK\$'000 千港元	Weighted average loss rates 加權平均 虧損率	Loss allowance 虧損撥備 HK\$'000 千港元	Net carrying amount 賬面淨值 HK\$'000 千港元
Customers with	客戶				
— Low credit risk	— 低信貸風險	29,277	0.1%	30	29,247
— Doubtful credit risk	— 呆賬信貸風險	688	100%	688	—
		29,965		718	29,247
Contract assets as at 31 December 2018 於二零一八年 十二月三十一日的 合約資產		Gross amount 總額 HK\$'000 千港元	Weighted average loss rates 加權平均 虧損率	Loss allowance 虧損撥備 HK\$'000 千港元	Net carrying amount 賬面淨值 HK\$'000 千港元
Customers with	客戶				
— Low credit risk	— 低信貸風險	38,385	0.05%	21	38,364
— Doubtful credit risk	— 呆賬信貸風險	686	65%	446	240
		39,071		467	38,604

3 財務風管理(續)**3.1 財務風險因素(續)****(b) 信貸風險(續)***(ii) 財務資產減值(續)*貿易應收款項及合約
資產(續)

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3 Financial risk management (Continued)**3.1 Financial risk factors (Continued)****(b) Credit risk (Continued)***(ii) Impairment of financial assets (Continued)***Trade receivables and contract assets
(Continued)**

Financial assets are written off when there is information indicating that the counterparty is in severe financial difficulty and there is no realistic prospect of recovery, for example, when the counterparty has been placed under liquidation or has entered into bankruptcy proceedings, or in the case of trade receivables, when the amounts are over three years past due, whichever occurs sooner. Financial assets written off may still be subject to enforcement activities under the Group's recovery procedures, taking into account legal advice where appropriate. A write-off constitutes a derecognition event. Any subsequent recoveries are recognised in the consolidated statement of comprehensive income.

(c) Liquidity risk

Ultimate responsibility for liquidity risk management rests with the directors of the Company, who have built an appropriate liquidity risk management framework for the management of the Group's short, medium and long-term funding and liquidity management requirements. The Group manages liquidity risk by maintaining adequate reserves and borrowing facilities, by continuously monitoring forecast and actual cash flows and matching the maturity profiles of financial assets and liabilities.

3 財務風管理(續)**3.1 財務風險因素(續)****(b) 信貸風險(續)***(ii) 財務資產減值(續)***貿易應收款項及合約
資產(續)**

當有資料顯示對手方陷入嚴重財政困難，且並無實際收回款項的可能時（例如對手方被清盤或進入破產程序，或就貿易應收款項而言，當金額已逾期超過三年（以較早發生者為準）），本集團會撤銷金融資產。經計及在適當情況下的法律意見後，已撤銷的金融資產可能仍可於本集團收回程序下被強制執行。撤銷構成撤除確認事件。其後收回的任何款項於綜合全面收益表內確認。

(c) 流動資金風險

本公司董事負有流動資金風險管理之最終責任，並已就本集團之短期、中期及長期資金管理及流動資金管理要求建立適當之流動資金風險管理框架。本集團透過持續監察預測及實際現金流量及配對金融資產及負債的到期情況，通過維持充足之儲備及借貸融資來管理流動資金風險。

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3 Financial risk management (Continued)**3.1 Financial risk factors (Continued)****(c) Liquidity risk (Continued)**

The table below analyses the Group's financial liabilities into relevant maturity groupings based on the remaining period at the consolidated statement of financial position date to the contractual maturity date. The amounts disclosed in the table are the contractual undiscounted cash flows. Balances due within 12 months equal their carrying balances, as the impact of discounting is not significant.

		On demand or less than 1 year 按要求或 少於1年 HK\$'000 千港元	Between 1 and 2 years 1至2年 HK\$'000 千港元	Between 2 and 5 years 2至5年 HK\$'000 千港元	Over 5 years 5年以上 HK\$'000 千港元	Total 總計 HK\$'000 千港元
At 31 December 2019	於二零一九年十二月三十一日					
Trade and retention payables	貿易應付款項及應付保固金	15,924	7,256	—	—	23,180
Other payables	其他應付款項	1,653	—	—	—	1,653
Bank borrowing	銀行借款	6,623	—	—	—	6,623
Lease liabilities	租賃負債	680	190	—	—	870
		24,880	7,446	—	—	32,326

		On demand or less than 1 year 按要求或 少於1年 HK\$'000 千港元	Between 1 and 2 years 1至2年 HK\$'000 千港元	Between 2 and 5 years 2至5年 HK\$'000 千港元	Over 5 years 5年以上 HK\$'000 千港元	Total 總計 HK\$'000 千港元
At 31 December 2018	於二零一八年十二月三十一日					
Trade and retention payables	貿易應付款項及應付保固金	22,720	3,270	2,501	—	28,491
Other payables	其他應付款項	1,201	—	—	—	1,201
Bank borrowing	銀行借款	13,681	—	—	—	13,681
		37,602	3,270	2,501	—	43,373

3 財務風管理(續)**3.1 財務風險因素(續)****(c) 流動資金風險(續)**

下表將本集團的財務負債按照由綜合財務狀況報表結算日至合約到期日的剩餘期限分成相關的到期組別進行分析。下表披露的金額為合約未拆現現金流量。由於貼現影響並不重大，於12個月內到期的結餘等於其賬面結餘。

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3 Financial risk management (Continued) 3 財務風管理(續)**3.1 Financial risk factors (Continued)****(c) Liquidity risk (Continued)**

Bank borrowing with a repayment on demand clause are included in the "on demand or less than 1 year" time band in the above maturity analysis. As at 31 December 2019, the aggregate undiscounted principal amounts of this bank borrowing amounted to approximately HK\$6,623,000 (2018: HK\$13,856,000). Taking into account the Group's financial position, the directors do not believe that it is probable that the bank will exercise its discretionary right to demand immediate repayment. The directors believe that such bank borrowing will be repaid in one year (2018: two years) after the end of the reporting period in accordance with the scheduled repayment dates set out in the bank borrowing agreement, details of which are set out in the table below:

3.1 財務風險因素(續)**(c) 流動資金風險(續)**

以上到期日分析中，設有按要求償還條款的銀行借款撥入「按要求或少於1年」時間組別。於二零一九年十二月三十一日，該筆銀行借貸的未貼現本金總額為約6,623,000港元(二零一八年：13,856,000港元)。經考慮本集團的財務狀況，董事認為銀行不大可能會行使其酌情權要求即時還款。董事認為，根據銀行借款協議所載預定還款日期，有關銀行借貸將於報告期末後一年(二零一八年：兩年)償還，詳情載於下表：

Maturity Analysis — Bank borrowing with a repayment on demand clause based on scheduled repayment
到期日分析 — 設有按要求償還條款的銀行借款，根據預定還款期

		Less than 1 year	1-2 years	2-3 years	Total	
					cash outflows 未貼現現金流	Carrying amount 賬面值
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
31 December 2019	二零一九年 十二月三十一日	6,623	—	—	6,623	6,451
31 December 2018	二零一八年 十二月三十一日	7,229	6,627	—	13,856	13,138

The amounts included above for variable interest rate instruments for non-derivative financial liabilities are subject to change if changes in variable interest rates differ to those estimates of interest rates determined at the end of the reporting period.

倘浮動利率變動與於報告期末釐定的利率估計不一，則以上所載就非衍生財務負債的浮動利率工具的金額會改變。

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3 Financial risk management (Continued)**3.2 Capital risk management**

The Group manages capital to ensure that entities in the Group will be able to continue as a going concern while maximising the return to the shareholders through the optimisation of the debt and equity balance. The Group's overall strategy remains unchanged from prior year.

The capital structure of the Group consists of net debts, which include the bank borrowing as disclosed in Note 21, net of cash and cash equivalents, and equity of the Group, which comprises share capital and reserves.

The directors of the Company review the capital structure on a regular basis. As part of this review, the directors of the Company consider the cost of the risk associated with each class of capital. Based on recommendations of the directors of the Company, the Group will balance its overall capital structure through the payment of dividends, new share issues as well as the issue of new debts or repayment of existing debts.

3.3 Fair value estimation

The carrying values of trade receivables, other receivables and deposits, trade payables, accruals and other payables, amounts due to related companies, bank borrowing and lease liabilities are a reasonable approximation of their fair values. The fair value of financial liabilities for disclosure purposes is estimated by discounting the future contractual cash flows at the current market interest rate that is available to the Group for similar financial instruments.

3 財務風管理(續)**3.2 資本風險管理**

本集團管理其資本以確保本集團旗下實體將能按持續經營基準營運，同時透過優化債務及股權平衡盡量擴大股東回報。本集團的整體策略自先前年度以來維持不變。

本集團的資本架構包括本集團的淨債務(包括附註21所披露的銀行借款)，已扣除現金及現金等價物，以及股權，其由股本及儲備組成。

本公司董事定期檢討資本架構。該檢討的一部分為本公司董事省覽各個資本類別的相關成本及風險。根據本公司董事的推薦建議，本集團將透過支付股息、發行新股份以及發行新債務或償還現有債務平衡其整體資本架構。

3.3 公平值估計

貿易應收款項、其他應收款項及存款、貿易應付款項、應計費用及其他應付款項、應付關聯公司款項、銀行借款及租賃負債的賬面值為其公平值的合理概約數值。作為披露用途，財務負債的公平值乃按本集團就類似財務工具可得的當時市場利率將日後約定現金流量貼現而估計。

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4 Critical accounting estimates and judgements

The Group makes estimates and assumptions concerning the future. The resulting accounting estimates will, by definition, seldom equal the related actual results. The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are discussed below:

(a) Construction contracts

Management measures the progress towards completion of the Group's performance obligations based on output method, which is to recognise revenue on the basis of measuring the progress of each performance obligation satisfied over time by reference to the value of construction works completed to date as a portion of the total contract value of the relevant construction contracts. The management's estimate of revenue and the progress of construction works requires significant judgement and has a significant impact on the amount and timing of revenue recognised.

Management periodically measures the value of the construction works completed for each construction project based on results as certified by external surveyors or evaluated by internal project managers and estimates the value of works completed but yet to be certified at the end of each reporting period. Management estimated the value of uncertified works based on surveys carried out by internal project managers and revisited with reference to certification subsequently performed external surveyors. Management's estimation of the value of the works may also be subject to changes due to variations of works, claims or disputes with customers. The Group regularly reviews and revises the estimation of construction contract progresses whenever there is any change in circumstances.

4 重要會計估計及判斷

本集團對未來作出估計及假設，所得的會計估計如其定義，很少會與其實際結果相同。引致下個財政年度內的資產及負債的賬面值有重大調整主要風險的估計及假設論述如下：

(a) 建築合約

管理層以產量法計量本集團完成履約責任的進度，即透過參照迄今已完成建築工程價值佔相關建築合約總合約價值的部份隨時間計量達成各履約責任進度確認收益。管理層估計收益及建築工程進度需要重大判斷，並對已確認收益的金額及時間有著重大影響。

於各報告期末，管理層根據外部測量師核實或內部項目經理評估的結果不時就每項建築項目計量已完成建築工程的價值，並估計已完成惟未經核實的工程價值。管理層根據內部項目經理進行的測量估計未經核實工程的價值，並參照外部測量師其後進行的核實重新審查。管理層對工程價值的估計或受工程變更、索償或與客戶的糾紛而引起的變動所影響。本集團定期審閱及在任何情況變動時修訂估計建築合約的進度。

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4 Critical accounting estimates and judgements (Continued)**(b) Impairment of trade receivables and contract assets**

The Group follows the guidance of HKFRS 9 to determine the expected credit loss for trade receivables and contract assets. Significant judgement is exercised on the assessment of the lifetime expected credit losses for the trade receivables and contract assets (i.e. ECL assessment). For the ECL assessment, the Group has grouped trade receivables and contract assets with similar credit risk characteristics and estimated the expected credit losses allowance by considering a wide range of factors such as aging profile of overdue balances, the repayment and default histories of different customers, the historical credit loss rates, the post-year end subsequent settlements from respective customers, on-going business relationship with the relevant customers and forward-looking information that affecting the customers' ability to repay the outstanding balances. At every reporting date, the expected credit losses are reassessed and changes in the forward-looking information are considered. Details of the assumptions and inputs used are discussed in Note 3.

4 重要會計估計及判斷(續)**(b) 貿易應收款項及合約資產的減值**

本集團遵照香港財務報告準則第9號的指引釐定貿易應收款項及合約資產的預期信貸虧損。評估貿易應收款項及合約資產的全期預期信貸虧損時行使重大判斷(即預期信貸虧損評估)。就預期信貸虧損評估而言,本集團將具類似信貸風險特徵的貿易應收款項及合約資產歸類,並透過考慮各種因素,如逾期結餘的賬齡資料、不同客戶的還款及違約歷史、過往信貸損失率、年度結束後來自相關客戶的後續結算、與相關客戶的持續業務關係及影響客戶償還未償還結餘能力的前瞻性資料等,估計預期信貸虧損撥備。於各報告日期,本集團重新評估預期信貸虧損及考慮前瞻性資料的變動。所使用的假設及輸入數據詳情於附註3討論。

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5 Revenue and segment information

The Group's revenue are derived from the provision of supply, installation, and fitting-out services of MVAC system for buildings to external customers in Hong Kong and Macau during the year. For the purposes of resources allocation and performance assessment, the chief operating decision maker reviews the overall results and financial position of the Group as a whole prepared based on the accounting policies as set out in Note 2. The Group has only one single operating segment and no further analysis of this single segment is presented.

5 收益及分部資料

本集團的收益來自年內為香港及澳門外部客戶的樓宇提供機械通風及空調系統的供應、安裝及裝修服務。就資源分配及績效評估而言，主要營運決策人審閱本集團的整體業績及財務狀況（根據附註2所載的會計政策編製）。本集團只有單一經營分部及並無呈列該單一分部的其他分析。

		Year ended 31 December 截至十二月三十一日止年度	
		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Revenue from construction contracts	建築合約收益	190,486	200,635

The Group's revenue is recognised over time for the years ended 31 December 2019 and 2018.

於截至二零一九年及二零一八年十二月三十一日止年度，本集團隨時間確認收益。

Unsatisfied construction contracts

The transaction price allocated to the remaining performance obligations (unsatisfied or partially unsatisfied) as at 31 December 2019 and 2018 and the expected timing of recognising revenue are as follows:

未履行建築合約

於二零一九年及二零一八年十二月三十一日分配至餘下履約責任（未達成或部分未達成）的交易價及確認收益的預期時間如下：

		As at 31 December 於十二月三十一日	
		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Revenue from construction contracts to be recognised	將予確認的建築合約收益		
— Within one year	— 一年內	275,053	151,606
— More than one year	— 超過一年	101,218	25,653

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**5 Revenue and segment information
(Continued)****Geographical information**

The following table provides an analysis of the Group's revenue from external customers based on geographical location of the customers:

		Year ended 31 December 截至十二月三十一日止年度	
		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Hong Kong	香港	152,916	91,529
Macau	澳門	37,570	109,106
		190,486	200,635

The following is an analysis of the carrying amounts of non-current assets, excluding deferred income tax assets, analysed by the geographical area in which the assets are located:

		As at 31 December 於十二月三十一日	
		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Hong Kong	香港	1,031	861
Macau	澳門	958	456
		1,989	1,317

5 收益及分部資料(續)**地理資料**

下表載列根據客戶地理位置列示的本集團外部客戶收益分析：

		Year ended 31 December 截至十二月三十一日止年度	
		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Hong Kong	香港	152,916	91,529
Macau	澳門	37,570	109,106
		190,486	200,635

下表為按資產所在的地理位置劃分的非流動資產(不包括遞延所得稅資產)的賬面值分析：

		As at 31 December 於十二月三十一日	
		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Hong Kong	香港	1,031	861
Macau	澳門	958	456
		1,989	1,317

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**5 Revenue and segment information
(Continued)****Information about major customers**

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

		Year ended 31 December 截至十二月三十一日止年度	
		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Customer A	客戶A	38,617	153,960
Customer B	客戶B	98,808	23,466
Customer C	客戶C	19,058	N/A ¹ 不適用 ¹

¹ Revenue from the customer is less than 10% of the total revenue of the Group for the prior year.

6 Other income, net

Bank interest income	銀行利息收入	198	281
Net exchange (loss)/gain	匯兌(虧損)/收益淨額	(69)	79
Sales of materials	銷售材料	35	—

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5 收益及分部資料(續)**主要客戶資料**

來自為本集團貢獻總收益10%以上的客戶收益如下：

		Year ended 31 December 截至十二月三十一日止年度	
		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Customer A	客戶A	38,617	153,960
Customer B	客戶B	98,808	23,466
Customer C	客戶C	19,058	N/A ¹ 不適用 ¹

¹ 過往年度的客戶收益少於本集團總收益的10%。

6 其他收入淨額

		Year ended 31 December 截至十二月三十一日止年度	
		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Bank interest income	銀行利息收入	198	281
Net exchange (loss)/gain	匯兌(虧損)/收益淨額	(69)	79
Sales of materials	銷售材料	35	—

164 360

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For the year ended 31 December 2019 截至二零一九年十二月三十一日止年度

7 Expenses by nature

7 按性質劃分的開支

		Year ended 31 December 截至十二月三十一日止年度	
		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Costs of materials	材料成本	38,225	66,246
Subcontractor costs	分包商成本	89,214	79,269
Employee benefit expenses (Note 9)	僱員福利開支(附註9)		
— directors' remuneration (Note 10)	— 董事薪酬 (附註10)	6,648	6,425
— direct labour	— 直接勞工	14,934	13,906
— administrative staff	— 行政員工	2,767	2,997
Impairment losses on trade receivables	貿易應收款項減值 虧損	946	259
Impairment losses on contract assets	合約資產減值虧損	249	113
Auditor's remuneration	核數師薪酬		
— Audit services	— 核數服務	1,000	950
— Non-audit services	— 非核數服務	70	60
Depreciation of plant and equipment (Note 14)	廠房及設備折舊 (附註14)	372	219
Depreciation of right-of-use assets (Note 15)	使用權資產折舊 (附註15)	462	—
Operating lease rentals in respect of minimum lease payments of rented premises	租賃物業最低租賃 付款的經營租賃 租金	668	848
Listing expenses	上市開支	—	7,126
Write-off of plant and equipment	廠房及設備撇銷	—	20
Other expenses	其他開支	8,372	8,646
		163,927	187,084

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8 Finance costs

8 財務成本

		Year ended 31 December 截至十二月三十一日止年度	
		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Finance costs	財務成本		
— Interest on bank borrowing	— 銀行借款利息	512	848
— Interest on bank overdraft	— 銀行透支利息	—	24
— Interest on lease liabilities (Note 15)	— 租賃負責利息 (附註15)	40	—
		552	872

9 Employee benefit expenses

9 僱員福利開支

		Year ended 31 December 截至十二月三十一日止年度	
		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Wages, salaries, bonuses and allowances	工資、薪金、花紅 及津貼	23,742	22,876
Pension cost — defined contribution scheme	退休金成本 — 界定供款計劃	607	452
		24,349	23,328

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9 Employee benefit expenses (Continued) 9 僱員福利開支(續)

The Group participates in a defined contribution scheme which is registered under the Mandatory Provident Fund Scheme (the "MPF Scheme") established under the Mandatory Provident Fund Schemes Ordinance. The assets of the schemes are held separately from those of the Group, in funds under the control of trustees. For members of the MPF Scheme, the Group contributes at the lower of HK\$1,500 per month or 5% of relevant payroll costs each month to the MPF Scheme, which contribution is matched by the employee.

The Group operates a defined contribution retirement scheme for eligible employee in Macau. The assets of the scheme are held separately from those of the Group in funds under the control of an independent trustee. The Group has no further payment obligations once the contributions have been paid. The contributions are recognised as employee benefit expenses when they are due and are reduced by contributions forfeited by those employees who leave the scheme prior to vesting fully in the contributions.

The total expenses recognised in profit or loss of HK\$607,000 for the year ended 31 December 2019 (2018: HK\$452,000) represents contributions paid and payable by the Group at rates as specified in the respective rules of the above mentioned schemes.

本集團參與根據強制性公積金計劃條例設立的強制性公積金計劃(「強積金計劃」)註冊的定額供款計劃。該計劃的資產與本集團的資產分開持有，由信託人以基金託管。就強積金計劃成員而言，本集團每月按1,500港元或相關薪酬成本之5%(以較低者為準)向強積金計劃供款，而僱員亦作出同等金額的供款。

本集團為澳門合資格僱員設置界定供款退休計劃。該計劃的資產由獨立信託人管理的基金與本集團分開持有。供款一經支付，本集團再無其他付款責任。供款於到期時確認為僱員福利開支，並按該等僱員於悉數歸屬供款前離開計劃所沒收的供款而減少。

截至二零一九年十二月三十一日止年度於損益確認的開支總額607,000港元(二零一八年：452,000港元)指本集團按上述計劃相關規例所列明付款率已付及應付的供款。

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9 Employee benefit expenses (Continued) 9 僱員福利開支(續)**Five highest paid individuals**

The five highest paid individuals of the Group included two directors for the year ended 31 December 2019 (2018: two directors), details of whose remunerations are set out in Note 10. Details of the remuneration for the year of the remaining highest paid employees who are neither director nor chief executive of the Company are as follows:

		Year ended 31 December 截至十二月三十一日止年度	
		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Salaries and other benefits	薪金及其他福利	2,359	2,282
Discretionary bonus	酌情花紅	—	179
Contribution to retirement benefits scheme	退休福利計劃供款	40	40
		2,399	2,501

The number of the highest paid employees who are not the director or chief executive of the Company whose remuneration fell within the following bands is as follows:

		Number of employees 僱員數目	
		2019 二零一九年	2018 二零一八年
Nil to HK\$1,000,000	零至1,000,000港元	3	2
HK\$1,000,001 to HK\$1,500,000	1,000,001港元至 1,500,000港元	—	1

During the year, no emoluments were paid by the Group to the directors of the Company or the five highest paid individuals (including directors and employees) as an inducement to join or upon joining the Group or as compensation for loss of office.

五名最高薪酬人士

截至二零一九年十二月三十一日止年度，本集團五名最高薪酬人士包括兩名董事(二零一八年：兩名董事)，其薪酬的詳情載於附註10。年內，其餘最高薪酬僱員(並非本公司董事或最高行政人員)的薪酬詳情如下：

並非本公司董事或最高行政人員且薪酬屬於以下組別的最高薪酬僱員的數目如下：

年內，本集團概無向本公司董事或五名最高薪酬人士(包括董事及僱員)支付酬金，作為加入或加入本集團後的獎勵或作為離職補償。

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10 Benefits and interests of directors (disclosures required by section 383 of the Hong Kong Companies Ordinance (Cap.622) and Companies (Disclosure of Information about Benefits of Directors) Regulation (Cap.622G)**(a) Directors' emoluments (included as key management compensation)**

Mr. Choy Hiu Fai Eric, Mr. Lei For and Mr. Lai Wai Ming were appointed as the independent non-executive directors of the Company on 31 January 2018.

The remuneration of the directors is set out below:

For the year ended 31 December 2019

10 董事利益及權益(根據香港《公司條例》(香港法例第622章)第383條及《公司(披露董事利益資料)規則》(香港法例第622G章)的要求披露)**(a) 董事酬金(計入作為主要管理層報酬)**

蔡曉輝先生、利科先生及黎偉明先生於二零一八年一月三十一日獲委任為本公司獨立非執行董事。

董事薪酬載列如下：

截至二零一九年十二月三十一日止年度

	Executive directors 執行董事		Independent non-executive directors 獨立非執行董事			Total 總計
	Mr. Chung 鍾先生	Ms. Lai Suk Fan 黎淑芬女士	Mr. Choy Hiu Fai, Eric 蔡曉輝先生	Mr. Lei For 利科先生	Mr. Lai Wai Ming 黎偉明先生	
	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
Fees			180	180	180	540
Other emoluments						
— Salaries and other benefits	4,831	1,205	—	—	—	6,036
— Discretionary bonus	—	—	—	—	—	—
— Contribution to retirement benefits scheme	36	36	—	—	—	72
Total	4,867	1,241	180	180	180	6,648

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**10 Benefits and interests of directors
(disclosures required by section 383 of
the Hong Kong Companies Ordinance
(Cap.622) and Companies (Disclosure of
Information about Benefits of Directors)
Regulation (Cap.622G) (Continued)****(a) Directors' emoluments (included as key
management compensation) (Continued)***For the year ended 31 December 2018***10 董事利益及權益(根據香港
《公司條例》(香港法例第622
章)第383條及《公司(披露董
事利益資料)規則》(香港法例
第622G章)的要求披露)(續)****(a) 董事酬金(以主要管理層報酬計
入)(續)***截至二零一八年十二月三十一日
止年度*

	Executive directors 執行董事		Independent non-executive directors 獨立非執行董事			Total 總計
	Mr. Chung 鍾先生	Ms. Lai 黎淑芬女士	Mr. Choy Hiu Fai, Eric 蔡曉輝先生	Mr. Lei For 利科先生	Mr. Lai Wai Ming 黎偉明先生	
	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
Fees	—	—	151	151	151	453
Other emoluments	袍金					
— Salaries and other benefits	4,331	1,028	—	—	—	5,359
— Discretionary bonus	379	168	—	—	—	547
— Contribution to retirement benefits scheme	33	33	—	—	—	66
Total	4,743	1,229	151	151	151	6,425

Discretionary bonus was determined with reference to the Group's operating results and individual performance.

During the year ended 31 December 2019, none of the directors of the Company waived their emoluments nor agreed to waive their emoluments for the year (2018: Nil).

酌情花紅乃參考本集團的經營業績及個人表現而釐定。

於截至二零一九年十二月三十一日止年度，本公司董事並無放棄或同意放棄任何酬金(二零一八年：無)。

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10 Benefits and interests of directors (disclosures required by section 383 of the Hong Kong Companies Ordinance (Cap.622) and Companies (Disclosure of Information about Benefits of Directors) Regulation (Cap.622G) (Continued)**(b) Directors' retirement benefits and termination benefits**

Save as disclosed in Note 10(a), the directors did not receive any other retirement benefits or termination benefits during the year (2018: Nil).

(c) Consideration provided to third parties for making available directors' services

During the year ended 31 December 2019, the Group did not pay consideration to any third parties for making available the directors' services (2018: Nil).

(d) Information about loans, quasi-loans and other dealings in favour of the directors, bodies corporate controlled by and connected entities with such directors

As at 31 December 2019, there are no loans, quasi-loans and other dealing arrangements in favour of the directors, bodies corporate controlled by and controlled entities with such directors (2018: Nil).

(e) Director's material interests in transactions, arrangements or contracts

Save as disclosed in Note 28, no significant transactions, arrangements and contracts in relation to the Group's business to which the Group was a party and in which a director of the Company had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year ended 31 December 2019 (2018: Nil).

10 董事利益及權益(根據香港《公司條例》(香港法例第622章)第383條及《公司(披露董事利益資料)規則》(香港法例第622G章)的要求披露)(續)**(b) 董事的退休福利及離職福利**

除附註10(a)所披露者外，董事於年內並無收取其他任何退休福利及離職福利(二零一八年：無)。

(c) 就獲得董事服務而向第三方提供的代價

截至二零一九年十二月三十一日止年度，本公司並無就獲得董事服務而向任何第三方支付代價(二零一八年：無)。

(d) 有關以董事、董事的受控制法團及受控制實體為受益人的貸款、準貸款及其他交易的資料

於二零一九年十二月三十一日，概無以董事、董事的受控制法團及受控制實體為受益人的貸款、準貸款及其他交易安排(二零一八年：無)。

(e) 董事於交易、安排或合約中的重大權益

除附註28所披露者外，本公司董事概無於年末或截至二零一九年十二月三十一日止年度的任何時間存續的以本公司作為訂約方且與本集團業務有關的重大交易、安排及合約中擁有直接或間接的重大權益(二零一八年：無)。

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11 Income tax expense

The amount of income tax expense charged to the consolidated statement of comprehensive income represents:

11 所得稅開支

於綜合全面收益表內扣除的所得稅開支金額：

		Year ended 31 December 截至十二月三十一日止年度	
		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Current income tax:	即期所得稅：		
— Hong Kong profits tax	— 香港利得稅	2,509	—
— Macau complementary tax	— 澳門所得補充稅	1,777	3,635
— Under/(over) provision in prior years	— 過往年度撥備不足／(超額撥備)	3	(106)
		4,289	3,529
Deferred income tax (<i>Note 23</i>)	遞延所得稅 (<i>附註23</i>)	571	(630)
Income tax expense	所得稅開支	4,860	2,899

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11 Income tax expense (Continued)**(i) Hong Kong profits tax**

On 21 March 2018, the Hong Kong Legislative Council passed The Inland Revenue (Amendment) (No. 7) Bill 2017 (the "Bill") which introduces the two-tiered profits tax rates regime. The Bill was signed into law on 28 March 2018 and was gazetted on the following day. Under the two-tiered profits tax rates regime, the first HK\$2 million of profits of the qualifying group entity will be taxed at 8.25%, and profits above HK\$2 million will be taxed at 16.5%. The profits of group entities not qualifying for the two-tiered profits tax rates regime will continue to be taxed at a flat rate of 16.5% (2018: 16.5%).

(ii) Macau Complementary Tax

Pursuant to a tax incentive approved under Section 20 of Decree Law No. 11/2016, Macau Complementary Tax is levied at a fixed rate of 12% (2018: 12%) on the taxable income above Macau Pataca ("MOP") 600,000 (approximately HK\$574,000) of the Group's operations in Macau.

11 所得稅開支(續)**(i) 香港利得稅**

於二零一八年三月二十一日，香港立法會通過二零一七年稅務(修訂)(第7號)(「該法案」)，引入兩級利得稅率制度。該法案於二零一八年三月二十八日簽署成為法律且於翌日刊登憲報。根據兩級利得稅制度，合資格集團實體的首2,000,000港元溢利將以8.25%的稅率徵稅，而超過2,000,000港元之溢利將以16.5%的稅率徵稅。未有符合兩級利得稅率制度資格的集團實體的溢利繼續按浮動稅率16.5%(二零一八年：16.5%)徵稅。

(ii) 澳門所得補充稅

根據澳門法令第11/2016號第20節所批准之稅務優惠，澳門所得補充稅對超過600,000澳門幣(「澳門幣」)(約574,000港元)的本集團澳門業務的應課稅收入按12%(二零一八年：12%)固定稅率徵收。

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For the year ended 31 December 2019 截至二零一九年十二月三十一日止年度

11 Income tax expense (Continued)

The income tax expense for the year can be reconciled to the profit before income tax per the consolidated statement of comprehensive income as follows:

11 所得稅開支(續)

年內所得稅開支可與綜合全面收益表所載除所得稅前溢利對賬如下：

		Year ended 31 December 截至十二月三十一日止年度	
		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Profit before income tax	除所得稅前溢利	26,171	13,039
Tax calculated at the applicable tax rates	按適用稅率計算的 稅項	3,549	772
Expenses not deductible for tax purpose	不可扣稅開支	1,173	2,395
Income not subject to tax	毋須課稅收入	(81)	(72)
Under/(over) provision in prior years	過往年度撥備不足/ (超額撥備)	3	(106)
Others	其他	216	(90)
Income tax expense	所得稅開支	4,860	2,899

12 Dividends

No dividend was declared or paid by the Company during the year ended 31 December 2019 (2018: Nil).

12 股息

本公司於截至二零一九年十二月三十一日止年度並無宣派或支付任何股息(二零一八年：無)。

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13 Basic and diluted earnings per share

Basic earnings per share is calculated by dividing the profit attributable to owners of the Company by the weighted average number of ordinary shares in issue during the year.

13 每股基本及攤薄盈利

每股基本盈利按本公司擁有人應佔溢利除以年內已發行普通股加權平均數計算得出。

		Year ended 31 December 截至十二月三十一日止年度	
		2019 二零一九年	2018 二零一八年
Profit attributable to owners of the Company (in HK\$'000)	本公司擁有人應佔 溢利(千港元)	21,311	10,140
Weighted average number of ordinary shares in issue	已發行普通股加權 平均數	574,000,000	551,590,411
Basic earnings per share (HK cents per share)	每股基本盈利 (每股港仙)	3.71	1.84

Diluted earnings per share is equal to the basic earnings per share since the Company has no dilutive potential shares during the years ended 31 December 2019 and 2018.

每股攤薄盈利等於每股基本盈利，因為本公司於截至二零一九年及二零一八年十二月三十一日止年度沒有具潛在攤薄效應的股份。

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14 Plant and equipment

14 機器及設備

		Motor vehicles	Furniture and office equipment	Total
		汽車	傢俬及 辦公室設備	總計
		HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元
At 1 January 2018	於二零一八年一月一日			
Cost	成本	79	241	320
Accumulated depreciation	累計折舊	(42)	(92)	(134)
Net book amount	賬面淨值	37	149	186
Year ended 31 December 2018	截至二零一八年 十二月三十一日止年度			
Opening net book amount	年初賬面淨值	37	149	186
Exchange differences	貨幣調整	—	(1)	(1)
Additions	添置	1,163	208	1,371
Depreciation	折舊	(158)	(61)	(219)
Write-off	撇銷	—	(20)	(20)
Closing net book amount	年末賬面淨值	1,042	275	1,317
At 31 December 2018	於二零一八年 十二月三十一日			
Cost	成本	1,233	422	1,655
Accumulated depreciation	累計折舊	(191)	(147)	(338)
Net book amount	賬面淨值	1,042	275	1,317
Year ended 31 December 2019	截至二零一九年 十二月三十一日止年度			
Opening net book amount	年初賬面淨值	1,042	275	1,317
Exchange differences	貨幣調整	1	1	2
Additions	添置	—	230	230
Depreciation	折舊	(279)	(93)	(372)
Closing net book amount	年末賬面淨值	764	413	1,177
At 31 December 2019	於二零一九年 十二月三十一日			
Cost	成本	1,235	652	1,887
Accumulated depreciation	累計折舊	(471)	(239)	(710)
Net book amount	賬面淨值	764	413	1,177

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14 Plant and equipment (Continued)

During the year ended 31 December 2019, depreciation of HK\$372,000 (2018: HK\$219,000) were charged to “administrative expenses” in the consolidated statement of comprehensive income.

During the year ended 31 December 2018, plant and equipment with cost of HK\$33,000 and accumulated depreciation of HK\$13,000 were written off.

15 Leases**(i) Amounts recognised in the consolidated statement of financial position relating to leases**

	As at 31 December 2019 於二零一九年 十二月三十一日 HK\$'000 千港元	As at 1 January 2019 於二零一九年 一月一日 HK\$'000 千港元
Right-of-use assets		
Office premises	812	749
Lease liabilities		
Current	645	365
Non-current	181	384
	826	749

During the year ended 31 December 2019, additions to the right-of-use assets were HK\$525,000.

14 機器及設備(續)

截至二零一九年十二月三十一日止年度，折舊372,000港元(二零一八年：219,000港元)自綜合全面收益表的「行政開支」扣除。

截至二零一八年十二月三十一日止年度，成本33,000港元的廠房及設備和累計折舊13,000港元被撇銷。

15 租賃**(i) 就租賃於綜合財務狀況表確認的金額**

截至二零一九年十二月三十一日止年度，添置的使用權資產為525,000港元。

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15 Leases (Continued)**(ii) Amounts recognised in the consolidated statement of comprehensive income relating to leases**

		Year ended 31 December 截至十二月三十一日止年度	
		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
		<i>Notes</i> 附註	
Depreciation of right-of-use assets — office premises (included in administrative expenses)	使用權資產折舊 — 辦公室物業 (計入行政開支)	7	462 —
Interest expense (included in finance costs)	利息開支(計入財務成本)	8	40 —
Expense related to short-term leases (included in cost of sales and administrative expenses)	與短期租賃有關的開支(計入銷售成本及行政開支)	7	668 —

During the year ended 31 December 2019, the total cash outflow for leases were HK\$1,156,000.

截至二零一九年十二月三十一日止年度，租賃的現金流出總額為1,156,000港元。

(iii) The Group's leasing activities and how these are accounted for

The Group leases office premises. Rental contracts are typically made for fixed periods of 1 to 2 years with no extension option.

Lease terms are negotiated on an individual basis and contain a wide range of different terms and conditions. The lease agreements do not impose any covenants other than the security interests in the leased assets that are held by the lessor. Leased assets may not be used as security for borrowing purposes.

(iii) 本集團的租賃活動及其入賬方式

本集團租用辦公室物業。租約一般按1至2年的固定年期訂立，不設重續權。

租賃條款按個別基準協商且包含多項不同條款及條件。租賃協議並無施加任何契約，惟租賃資產的抵押權益由出租人持有。租賃資產不得用作借款的抵押品。

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16 Contract assets

		As at 31 December 於十二月三十一日	
		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Construction contracts	建築合約	29,965	39,071
Less: Provision for impairment loss allowance	減：減值虧損撥備	(718)	(467)
		29,247	38,604

The contract assets primarily relate to the Group's right to consideration for work completed and not billed because the rights are conditional on the Group's future performance. The contract assets are transferred to trade receivables when the rights become unconditional. The Group typically reclassifies contract assets to trade receivables on the date of payment certificates issued by the customers when such right of collections becomes unconditional other than the passage of time.

Movement in the allowance for doubtful debts on contract assets:

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
At 1 January	於一月一日	467	358
Exchange differences	匯兌差異	2	(4)
Impairment loss allowance recognised	已確認減值虧損撥備	249	113
At 31 December	於十二月三十一日	718	467

Details of the impairment assessment for the years ended 31 December 2019 and 2018 are set out in Note 3.1(b).

16 合約資產

合約資產主要與本集團就已竣工及未付款之工程收取代價之權利有關，因為該權利取決於本集團的日後表現。當該權利成為無條件時，合約資產轉移至貿易應收款項。本集團通常在客戶發出付款證書當日在該收款權利成為無條件（隨著時間過去除外）時將合約資產重新分類為貿易應收款項。

合約資產呆賬撥備的變動如下：

截至二零一九年及二零一八年十二月三十一日止年度的減值評估詳情載於附註3.1(b)。

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17 Trade and other receivables, deposits and prepayments**17 貿易及其他應收款項、按金及預付款項**

		As at 31 December 於十二月三十一日	
		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Trade receivables (<i>Note i</i>)	貿易應收款項(附註 <i>i</i>)	67,939	48,762
Less: Provision for impairment loss allowance	減：減值虧損撥備	(2,115)	(1,165)
		65,824	47,597
Other receivables, deposits (<i>Note ii</i>)	其他應收款項、按金 (附註 <i>ii</i>)	402	316
Other current assets — prepayments	其他流動資產 — 預付款項	1,588	1,469
		67,814	49,382

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17 Trade and other receivables, deposits and prepayments (Continued)**(i) Trade receivables**

Trade receivables arise from the provision of supply, installation and fitting-out services of MVAC system for buildings. The Group grants a credit period ranged from 30 to 45 days to its customers. The following is an aging analysis of trade receivables based on valuation dates of payment certificates or reports net of provision for impairment loss allowance at the end of the reporting period:

		As at 31 December 於十二月三十一日	
		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
0 to 30 days	0至30日	29,917	19,630
31 to 60 days	31至60日	11,180	14,140
61 to 90 days	61至90日	16,073	13,210
91 to 180 days	91至180日	8,654	—
181 to 365 days	181至365日	—	—
Within 1 to 2 years	一至兩年	—	—
Within 2 to 3 years	兩至三年	—	617
		65,824	47,597

The fair value of trade receivables approximate their carrying values.

17 貿易及其他應收款項、按金及預付款項(續)**(i) 貿易應收款項**

貿易應收款項源於提供樓宇機械通風及空調系統的供應、安裝及裝修服務。本集團向其客戶授出的信貸期介乎30日至45日。下文為於報告期末根據付款證明或報告估值日期的貿易應收款項賬齡分析(扣除減值虧損撥備)：

貿易應收款項的公平值與其賬面值相若。

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For the year ended 31 December 2019 截至二零一九年十二月三十一日止年度

17 Trade and other receivables, deposits and prepayments (Continued)**(i) Trade receivables (Continued)**

The carrying amounts of trade receivables are denominated in the following currencies:

		As at 31 December	
		於十二月三十一日	
		2019	2018
		二零一九年	二零一八年
		HK\$'000	HK\$'000
		千港元	千港元
HK\$	港元	38,470	25,031
MOP	澳門幣	27,354	22,566
		65,824	47,597

Before accepting any new customers, the Group assesses the potential customer's credit quality and defines credit limits by customer. Credit limits granted to customers are reviewed periodically. Management of the Group closely monitors the credit quality of trade receivables and considers the majority of the Group's trade receivables that are past due but not impaired have good credit quality with reference to respective settlement history.

17 貿易及其他應收款項、按金及預付款項(續)**(i) 貿易應收款項(續)**

貿易應收款項的賬面值以下列貨幣計值：

		As at 31 December	
		於十二月三十一日	
		2019	2018
		二零一九年	二零一八年
		HK\$'000	HK\$'000
		千港元	千港元
HK\$	港元	38,470	25,031
MOP	澳門幣	27,354	22,566
		65,824	47,597

接納任何新客戶前，本集團會評估潛在客戶的信貸質素及按客戶界定信貸限額，並定期檢討授予客戶的信貸限額。本集團管理層密切監察貿易應收款項的信貸質素，並根據相關償付記錄，認為本集團大部分已逾期但未減值的貿易應收款項屬信貸質素良好。

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17 Trade and other receivables, deposits and prepayments (Continued)**(i) Trade receivables (Continued)**

Movement of the provision for impairment loss allowance on trade receivables are as follows:

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
At 1 January	於一月一日	1,165	916
Exchange differences	匯兌差異	4	(10)
Impairment loss allowance recognised	已確認減值虧損撥備	946	259
At 31 December	於十二月三十一日	2,115	1,165

Details of impairment assessment for the years ended 31 December 2019 and 2018 are set out in Note 3.1(b).

(ii) Other receivables, deposits and prepayments

The fair value of other receivables and deposits approximate to their carrying values.

Details of impairment assessment for the other receivables and deposits for the years ended 31 December 2019 and 2018 are set out in Note 3.1(b).

17 貿易及其他應收款項、按金及預付款項(續)**(i) 貿易應收款項(續)**

貿易應收款項減值虧損撥備的變動如下：

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
At 1 January	於一月一日	1,165	916
Exchange differences	匯兌差異	4	(10)
Impairment loss allowance recognised	已確認減值虧損撥備	946	259
At 31 December	於十二月三十一日	2,115	1,165

截至二零一九年及二零一八年十二月三十一日止年度的減值評估詳情載於附註3.1(b)。

(ii) 其他應收款項、按金及預付款項

其他應收款項及按金的公平值與其賬面值相若。

截至二零一九年及二零一八年十二月三十一日止年度，其他應收款項及按金的減值評估詳情載於附註3.1(b)。

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18 Pledged and restricted bank deposits and cash and cash equivalents **18 已抵押及受限制銀行存款以及現金及現金等價物**

		As at 31 December 於十二月三十一日	
		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Pledged bank deposits	已抵押銀行存款	3,132	3,064
Restricted bank deposits	受限制銀行存款	10,275	9,266
		13,407	12,330
Cash and cash equivalents	現金及現金等價物		
Bank balances and cash	銀行結餘及現金	28,071	28,183

The pledged bank deposits represent deposits pledged to a bank to secure a banking facility granted to the Group (including overdraft and trade facilities) with maturity within one year from the end of the reporting period and is therefore classified as a current asset. The pledged bank deposits carried interest at a fixed rate of 2.0% per annum as at 31 December 2019 (2018: 2.3% per annum).

The restricted bank deposits represent cash held at banks as security for due performance under several service contracts of MVAC system for buildings with prevailing market interest rate ranging from 0.25% to 0.3% per annum as at 31 December 2019 (2018: 0.25% to 0.3% per annum) (Note 26).

已抵押銀行存款指就本集團獲授銀行融資(包括透支及貿易融資)而抵押予銀行的存款，到期日由報告期末起計為期一年，故分類為流動資產。於二零一九年十二月三十一日，已抵押銀行存款按固定年利率2.0%(二零一八年：年利率2.3%)計息。

受限制銀行存款指存放於銀行的現金，作為樓宇機械通風及空調系統的若干服務合約的履約保證金擔保，於二零一九年十二月三十一日的現行市場年利率介乎0.25%至0.3%(二零一八年：年利率0.25%至0.3%)(附註26)。

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18 Pledged and restricted bank deposits and cash and cash equivalents (Continued)

The carrying amounts of pledged and restricted bank deposits and cash and cash equivalents approximate their fair values and are denominated in the following currencies:

		As at 31 December 於十二月三十一日	
		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
HK\$	港元	33,330	28,156
MOP	澳門幣	8,148	12,357
		41,478	40,513

19 Trade and retention payables**18 已抵押及受限制銀行存款以及現金及現金等價物(續)**

已抵押及受限制銀行存款及現金及現金等價物的賬面值與公平值相若，並以下列貨幣計值：

19 貿易應付款項及應付保固金

		As at 31 December 於十二月三十一日	
		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Trade payables	貿易應付款項		
— Third parties	— 第三方	12,609	18,551
— Related parties (Note 28(iii))	— 關聯方(附註28(iii))	937	2,539
		13,546	21,090
Retention payables	應付保固金	9,634	7,401
		23,180	28,491

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**19 Trade and retention payables
(Continued)**

The credit period of trade payables granted by subcontractors and suppliers range from 30 to 60 days upon the issue of invoices or application of interim payment generally.

The following is an aging analysis of trade payables based on the invoice dates or the dates of application of interim payment, as appropriate.

**19 貿易應付款項及應付保固金
(續)**

分包商及供應商就貿易應付款項授出的信貸期一般介乎出具發票或申請中期付款後30至60日。

以下列載根據發票日期或申請中期付款日期(倘適用)的貿易應付款項賬齡分析：

		As at 31 December 於十二月三十一日	
		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
0 to 30 days	0至30日	7,396	11,907
31 to 60 days	31至60日	2,330	3,355
61 to 90 days	61至90日	134	2
91 to 180 days	91至180日	138	33
181 days to 1 year	181日至一年	—	60
Over 1 year	超過一年	3,548	5,733
		13,546	21,090

Retention payables to subcontractors are interest-free and payable at the end of the defect liability period of individual contracts, normally one year from the completion date of the respective project.

應付分包商的保固金為免息及須於個別合約保修期完結時(一般為相關項目完成日期起計一年)支付。

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**19 Trade and retention payables
(Continued)**

The retention payables are expected to be settled, based on the expiry date of the defect liability period, at the end of the reporting period as follows:

		As at 31 December 於十二月三十一日	
		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Due within one year	一年內到期	2,378	1,630
Due after one year	一年後到期	7,256	5,771
		9,634	7,401

The carrying amounts of trade and retention payables approximate their fair values and are denominated in the following currencies:

		As at 31 December 於十二月三十一日	
		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
HK\$	港元	17,194	20,640
MOP	澳門幣	5,986	7,851
		23,180	28,491

**19 貿易應付款項及應付保固金
(續)**

根據保修期屆滿日期，應付保固金預期於報告期末的結付情況如下：

		As at 31 December 於十二月三十一日	
		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Due within one year	一年內到期	2,378	1,630
Due after one year	一年後到期	7,256	5,771
		9,634	7,401

貿易應付款項及應付保固金的賬面值與公平值相若，並以下列貨幣計值：

		As at 31 December 於十二月三十一日	
		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
HK\$	港元	17,194	20,640
MOP	澳門幣	5,986	7,851
		23,180	28,491

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20 Other payables and accrued expenses

20 其他應付款項及應計費用

		As at 31 December 於十二月三十一日	
		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Accrued staff costs	應計員工成本	2,258	3,582
Other accrued charges	其他應計費用	1,557	1,069
Other payables	其他應付款項	96	132
		3,911	4,783

The carrying amounts of other payables and accrued expenses, net of accrued salaries, approximate their fair values due to their short maturities. Other payables and accrued expenses are denominated in the following currencies:

其他應付款項及應計費用(扣除應計薪金)的公平值與其賬面值相若, 因為其期限較短。其他應付款項及應計費用以下列貨幣計值:

		As at 31 December 於十二月三十一日	
		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
HK\$	港元	2,953	3,856
MOP	澳門幣	958	927
		3,911	4,783

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21 Bank borrowing**21 銀行借款**

		As at 31 December 於十二月三十一日	
		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Secured	有擔保		
— Bank borrowing which contain a repayable on demand clause	— 包含按要求償還條款的銀行借款	6,451	13,138

The fair value of the bank borrowing approximates its carrying amount as the impact of discounting is not significant.

銀行借款的公平值與其賬面值相若，因為折讓影響並不重大。

The bank borrowing due for repayment, based on the scheduled repayment dates set out in the loan agreement, is as follows:

根據貸款協議所載計劃還款日期，到期償還的銀行借款如下：

		As at 31 December 於十二月三十一日	
		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Within one year	一年內	6,451	6,686
Within a period of more than one year but not exceeding two years	一年以上但不超過兩年的期間	—	6,452
		6,451	13,138

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21 Bank borrowing (Continued)

The bank borrowing as at 31 December 2019 carried interest at Hong Kong Prime Rate plus 0.25% (2018: same). The effective interest rate on the bank borrowing (which is also equal to contracted interest rate) is 5.25% per annum (2018: 5.38% per annum). The Group's bank borrowing is denominated in HK\$.

As at 31 December 2019, the bank borrowing was secured by a corporate guarantee of HK\$20,000,000 as issued by the Company (2018: same).

21 銀行借款(續)

於二零一九年十二月三十一日，銀行借款按銀行最優惠利率加0.25%（二零一八年：相同）計息。銀行借款的實際利率（亦相等於訂約利率）為每年5.25%（二零一八年：每年5.38%）。本集團的銀行借款以港元計值。

於二零一九年十二月三十一日，銀行借款由本公司發出的公司擔保20,000,000港元作抵押（二零一八年：相同）。

22 Share capital and reserves**(i) Share capital**

The movements in the Company's authorised and issued ordinary share capital are as follows:

22 股本及儲備**(i) 股本**

本公司的法定及已發行普通股股本的變動如下：

	Nominal value per share 每股面值	Number of shares 股份數目	Total 總計 HK\$'000 千港元
Authorised:			
At 1 January 2018,			
31 December 2018 and 2019			
法定：			
於二零一八年一月一日、			
二零一八年及二零一九年			
十二月三十一日	HK\$0.01港元	100,000,000,000	1,000,000

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22 Share capital and reserves (Continued)

(i) Share Capital (Continued)

		Nominal value per share 每股面值	Number of shares 股份數目	Total 總計 HK\$'000 千港元
Issued and fully paid:	已發行及繳足：			
At 1 January 2018	於二零一八年一月一日	HK\$0.01港元	780,000	8
Capitalisation issue of shares (Note a)	資本化發行股份(附註a)	HK\$0.01港元	429,720,000	4,297
Issue of shares by Share Offer (Note b)	通過股份發售發行股份 (附註b)	HK\$0.01港元	143,500,000	1,435
At 31 December 2018 and 2019	於二零一八年及二零一九年 十二月三十一日	HK\$0.01港元	574,000,000	5,740

Notes:

- a. On 27 February 2018, a total of 429,720,000 shares were allotted and issued, credited as fully paid at par, to the then sole shareholder of the Company by way of capitalisation of a sum of HK\$4,297,200 standing to the credit of the share premium account of the Company. Such shares rank pari passu in all respects with the then existing issued shares of the Company.
- b. On 27 February 2018, 143,500,000 ordinary shares with a par value of HK\$0.01 each of the Company were issued at a price of HK\$0.38 each by way of Share Offer (comprising a public offer of 43,050,000 shares and a placing of 100,450,000 shares). Such shares rank pari passu in all respects with the then existing issued shares of the Company. On the same date, the shares were listed on the Stock Exchange.

附註：

- a. 於二零一八年二月二十七日，透過將本公司股份溢價賬的進賬額4,297,200港元資本化而向當時本公司的唯一股東配發及發行按面值入賬列作繳足的合共429,720,000股股份。該等股份在所有方面與本公司其時現有之已發行股份擁有同等地位。
- b. 於二零一八年二月二十七日，本公司143,500,000股每股面值0.01港元之普通股已透過股份發售方式(包括公開發售43,050,000股股份及配售100,450,000股股份)按每股0.38港元之價格發行。該等股份在所有方面與本公司其時現有之已發行股份擁有同等地位。同日，股份於聯交所上市。

22 股本及儲備(續)

(i) 股本(續)

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22 Share capital and reserves (Continued)**(ii) Reserves****(a) Capital reserve**

Capital reserve represents the waived dividends declared and approved by the Company to the shareholders in 2017, which are deemed as capital contribution from shareholders and credited to the capital reserve of the Company.

(b) Other reserve

Other reserves of the Group represented the difference between the share capital of the subsidiaries acquired pursuant to the reorganisation as completed in December 2016 and the nominal value of the share capital of the Company issued in exchange thereof.

22 股本及儲備(續)**(ii) 儲備****(a) 資本儲備**

資本儲備指本公司於二零一七年向股東宣派及批准的豁免股息，有關款項被視為股東的資本出資並計入本公司資本儲備。

(b) 其他儲備

本集團其他儲備指根據於二零一六年十二月完成的重組所收購附屬公司的股本與本公司就交換而言所發行股本面值的差異。

23 Deferred income tax assets/(liabilities)

The following is the analysis of the deferred income tax assets/(liabilities) for financial reporting purposes:

23 遞延所得稅資產／(負債)

以下為用作財務申報用途的遞延所得稅資產／(負債)分析：

		As at 31 December 於十二月三十一日	
		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Deferred income tax assets	遞延所得稅資產	211	782
Deferred income tax liabilities	遞延所得稅負債	(730)	(730)
		(519)	52

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**23 Deferred income tax assets/(liabilities)
(Continued)**

The following is an analysis of deferred income tax assets/(liabilities) recognised and their movements during the year:

**23 遞延所得稅資產／(負債)
(續)**

以下為於年內確認的遞延所得稅資產／(負債)及其變動的分析：

		Expected credit loss provision 預期信貸 虧損撥備 HK\$'000 千港元	Tax losses 稅項虧損 HK\$'000 千港元	Timing differences on costs recognition 成本 確認時差 HK\$'000 千港元	Total 總計 HK\$'000 千港元
At 1 January 2018	於二零一八年一月一日	152	—	(730)	(578)
Credited to consolidated statement of comprehensive income	計入綜合全面收益表	—	630	—	630
At 31 December 2018	於二零一八年 十二月三十一日	152	630	(730)	52
Charged to consolidated statement of comprehensive income	自綜合全面收益表扣除	59	(630)	—	(571)
At 31 December 2019	於二零一八年 十二月三十一日	211	—	(730)	(519)

Deferred income tax assets are recognised for tax losses carried forward to the extent that the realisation of the related tax benefit through future taxable profits is probable. The Group recognised deferred income tax assets of HK\$630,000 in respect of the tax losses amounting to HK\$3,818,000 for the year ended 31 December 2018, which have been subsequently utilised for the year ended 31 December 2019. There is no unrecognised tax losses for the year ended 31 December 2018 and 2019.

遞延所得稅資產乃就稅項虧損結轉獲確認，惟限於以下情況：透過日後的應課稅溢利實現相關稅項優惠乃屬可能。本集團於截至二零一八年十二月三十一日止年度就稅項虧損3,818,000港元確認遞延所得稅資產630,000港元，該資產其後已於截至二零一九年十二月三十一日止年度動用。截至二零一八年及二零一九年十二月三十一日止年度並無未確認稅項虧損。

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24 Financial instruments by category

24 按類別劃分的財務工具

		As at 31 December 於十二月三十一日	
		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Financial assets	財務資產		
Financial assets at amortised cost	按攤銷成本計量的 財務資產		
— Trade receivables (Note 17)	— 貿易應收款項 (附註17)	65,824	47,597
— Other receivables and deposits (Note 17)	— 其他應收款項及 按金(附註17)	402	316
— Pledged and restricted bank deposits (Note 18)	— 已抵押及受限制 銀行存款 (附註18)	13,407	12,330
— Cash and cash equivalents (Note 18)	— 現金及現金等 價物(附註18)	28,071	28,183
		107,704	88,426
Financial liabilities	財務負債		
Financial liabilities at amortised cost	按攤銷成本計量的 財務負債		
— Trade and retention payables (Note 19)	— 貿易應付款項及 應付保固金 (附註19)	23,180	28,491
— Other payables (Note 20)	— 其他應付款項 (附註20)	1,653	1,201
— Bank borrowing (Note 21)	— 銀行借款 (附註21)	6,451	13,138
— Lease liabilities (Note 15)	— 租賃負債 (附註15)	826	—
		32,110	42,830

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25 Notes to consolidated statement of cash flows **25 綜合現金流量表附註****(a) Cash flows from operating activities****(a) 經營活動所得現金流量**

	Year ended 31 December 截至十二月三十一日止年度	
	2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Cash flows from operating activities	經營活動所得現金流量	
Profit before tax	26,171	13,039
Adjustments for:	經以下各項調整：	
— Impairment losses on trade receivables	946	259
— Impairment losses on contract assets	249	113
— Depreciation of plant and equipment	372	219
— Depreciation of right-of-use assets	462	—
— Write-off of plant and equipment	—	20
— Interest expense	552	872
— Interest income	(198)	(281)
Operating profit before working capital changes	28,554	14,241
— Decrease/(increase) in contract assets	9,170	(8,878)
— Increase in trade and other receivables, deposits and prepayments	(19,284)	(30,512)
— Decrease/(increase) in trade and retention payables	(5,346)	9,097
— Decrease in other payables and accrued expenses	(905)	(695)
Cash generated from/(used in) operations	12,189	(16,747)

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25 Notes to consolidated statement of cash flows (Continued) **25 綜合現金流量表附註(續)****(b) Non-cash investing and financing activities****(b) 非現金投資及融資活動**

	Year ended 31 December 截至十二月三十一日止年度	
	2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Additions to right-of-use assets (Note 15)	525	—
添置使用權資產 (附註15)		

(c) Reconciliation of liabilities arising from financing activities**(c) 來自融資活動的負債對賬**

		Accrued share issue cost — other payables and accrued expenses	Interest payable — other payables and accrued expenses	Bank borrowing	Lease liabilities	Total
		應計股份 發行費用 — 其他應付 款項及 應計費用 HK\$'000 千港元	應付利息 — 其他應付 款項及 應計費用 HK\$'000 千港元	銀行借款 HK\$'000 千港元	租賃負債 HK\$'000 千港元	總計 HK\$'000 千港元
At 1 January 2018	於二零一八年一月一日	—	87	19,485	—	19,572
Non-cash interest expenses	非現金利息開支	—	872	—	—	872
Non-cash share issue cost accrued	應計非現金股份發行費用	7,663	—	—	—	7,663
Cash flows	現金流量	(7,663)	(812)	(6,347)	—	(14,822)
At 31 December 2018	於二零一八年十二月三十一日	—	147	13,138	—	13,285
Recognised on adoption of HKFRS 16 (Note 2.2)	採納香港財務報告準則 第16號後確認(附註2.2)	—	—	—	749	749
		—	147	13,138	749	14,034
Non-cash interest expenses	非現金利息開支	—	512	—	40	552
Addition from new leases	來自新租賃的添置	—	—	—	525	525
Cash flows	現金流量	—	(482)	(6,687)	(488)	(7,657)
At 31 December 2019	於二零一九年十二月三十一日	—	177	6,451	826	7,454

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26 Contingencies

		As at 31 December 於十二月三十一日	
		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Performance bonds (<i>Note</i>)	履約保證金(附註)	10,275	9,266

Note:

Balance refers to the indemnities issued to a bank for performance bonds in respect of construction contracts. In the event of non-performance, the customers might call upon the performance bonds and the Group would be liable to the banks in respect of the performance bonds provided.

附註：

結餘指就建築合約的履約保證金而向銀行發出的彌償。倘不履行責任，客戶或催繳履約保證金，而本集團將須就已提供的履約保證金向銀行承擔責任。

27 Operating lease commitments

At the end of the reporting period, the Group had commitments for future minimum lease payments under non-cancellable operating leases for its office premises which fall due as follows:

		As at 31 December 2018 於二零一八年 十二月三十一日 HK\$'000 千港元
Within one year	一年內	665
In the second to fifth year inclusive	第二至第五年(包括首尾兩年)	33
		698

The leases as at 31 December 2018 were negotiated for terms ranging from six months to two years. None of the leases includes any contingent rentals.

From 1 January 2019, the Group has recognised right-of-use assets for these leases, except for short-term leases, see Note 2.2 and Note 15 for details.

26 或然負債**27 經營租賃承諾**

於報告期末，本集團根據不可撤銷經營租賃就辦公室物業擁有未來最低租賃付款承諾，到期日如下：

於二零一八年十二月三十一日的租賃的經磋商租期介乎六個月至兩年。概無租賃包括任何或然租金。

自二零一九年一月一日起，本集團已就該等租賃確認使用權資產，惟短期租賃除外，詳情見附註2.2及附註15。

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28 Related party disclosures

The directors of the Company are of the view that the following individuals or companies were related parties that had transactions or balances with the Group.

Related parties 關聯方	Relationship with the Group 與本集團的關係
------------------------	--

Mr. Chung 鍾先生	Controlling shareholder and executive director of the Group 本集團控股股東及執行董事
Cheuk Yat Engineering 卓一工程	Mr. Chung Cheuk Him, Mr. Chung's nephew-in-law, has controlling interest 鍾先生的姨甥鍾卓謙先生在該公司擁有控股權益
Tai Tak E & M Co. 太德工程公司	Mr. Chung Chu Sum, Mr. Chung's brother, has joint control 鍾先生的胞弟鍾柱森先生在該合夥企業擁有共同控制權

(i) Related party transactions

The Group had entered into the following transactions with related parties during the year:

Name of related company 關聯公司名稱	Relationship 關係	Nature of transaction 交易性質	Year ended 31 December 截至十二月三十一日 止年度	
			2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Tai Tak E & M Co. 太德工程公司	Mr. Chung Chu Sum, Mr. Chung's brother, has joint control 鍾先生的胞弟鍾柱森先生擁有共同控制權	Sub-contracting expense from installation services of MVAC system 源自機械通風及空調系統的安裝服務的分包費用	—	124

The transaction was entered into at terms mutually agreed with the related party in the ordinary course of the Group's business.

28 關聯方披露

本公司董事認為以下人士或公司為與本集團有交易或結餘的關連方。

(i) 關聯方交易

於本年度，本集團已與關聯方訂立以下交易：

該交易乃於本集團的日常業務過程中按與關聯方共同協定的條款訂立。

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28 Related party disclosures (Continued)**(ii) Compensation of key management personnel**

Key management personnel are deemed to be the members of the board of directors and senior management of the Company who have the responsibility for the planning and controlling the activities of the Group. The remuneration of directors and these two members during the year is as follows:

28 關聯方披露(續)**(ii) 主要管理人員報酬**

主要管理人員被視為本公司董事會及高級管理層成員，彼等負責規劃及控制本集團的活動。董事及該兩名成員於年內的薪酬如下：

		Year ended 31 December 截至十二月三十一日止年度	
		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Salaries and other benefits	薪金及其他福利	7,382	6,701
Discretionary bonus	酌情花紅	—	636
Contribution to retirement benefits scheme	退休福利計劃供款	107	101
		7,489	7,438

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28 Related party disclosures (Continued)

28 關聯方披露(續)

(iii) Amounts due to related companies

(iii) 應付關聯方款項

		As at 31 December 於十二月三十一日	
		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Cheuk Yat Engineering (Note a)	卓一工程(附註a)	—	728
Tai Tak E & M Co. (Note b)	太德工程公司 (附註b)	937	1,811
		937	2,539

As at 31 December 2019 and 2018, the balances are interest-free, unsecured and approximate to their fair values.

於二零一九年及二零一八年十二月三十一日，結餘為免息、無抵押及與其公平值相若。

Notes:

附註：

- (a) The amount represented an amount due to Cheuk Yat Engineering, in which Mr. Chung Cheuk Him, Mr. Chung's nephew-in-law, has controlling interest. The amount was of trade nature and had a credit term of 30 days.
- (b) The amount represented an amount due to Tai Tak E & M Co., a partnership in which Mr. Chung Chu Sum, Mr. Chung's brother, has joint control. The amount was of trade nature and had a credit term of 30 days.

- (a) 該款項指應付卓一工程款項，其為一間由鍾先生的姨甥鍾卓謙先生擁有控股權益的公司。該款項屬貿易性質，信貸期為30日。
- (b) 該款項指應付太德工程公司款項，其為一間由鍾先生的胞弟鍾柱森先生擁有共同控制權的合夥企業。該款項屬貿易性質，信貸期為30日。

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29 Particulars of subsidiaries of the Company

The Company has direct and indirect equity interests in the following subsidiaries:

29 本公司附屬公司的詳情

本公司於以下附屬公司擁有直接及間接股權：

Name of subsidiaries 附屬公司名稱	Place and date of incorporation 註冊成立地點及日期	Principal place of business 主要營業地點	Issued and fully paid share capital/ quota capital 已發行及繳足股本/限額股本	Equity interest attributable to the Group		Principal activities 主要活動
				本集團應佔股權		
				2019 二零一九年	2018 二零一八年	
Botop Engineering (Macau) Limited*	Macau, 5 March 2007	Macau	MOP25,000	100%	100%	Provision of supply, installation and fitting-out services of MVAC system for buildings in Macau
寶創工程(澳門)一人有限公司*	澳門, 二零零七年 三月五日	澳門	25,000澳門幣			於澳門為樓宇提供機械通風及空調系統的供應、安裝及裝修服務
Wing Fung Engineering (H.K.) Limited*	Hong Kong, 25 July 1996	Hong Kong	HK\$700	100%	100%	Provision of supply, installation and fitting-out services of MVAC system for buildings in Hong Kong
榮豐工程(香港)有限公司*	香港, 一九九六年 七月二十五日	香港	700港元			於香港為樓宇提供機械通風及空調系統的供應、安裝及裝修服務
Wing Fung Investment Management Limited#	The BVI, 22 September 2016	Hong Kong	US\$1	100%	100%	Investment holding
Wing Fung Investment Management Limited#	英屬維爾京群島, 二零一六年 九月二十二日	香港	1美元			投資控股

* Subsidiary indirectly held by the Company and is the subsidiary of Wing Fung Investment Management Limited

Subsidiaries directly held by the Company

* 本公司間接持有的附屬公司，並為Wing Fung Investment Management Limited的附屬公司

本公司直接持有的附屬公司

All of the above subsidiaries are limited liability companies. None of the subsidiaries had issued any debt securities during the year or at the end of the year.

所有上述附屬公司均為有限公司。於本年度或於年結日，該等附屬公司概無發行任何債券證券。

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

For the year ended 31 December 2019 截至二零一九年十二月三十一日止年度

30 Statement of financial position and reserves of the Company

30 本公司財務狀況表及儲備

		As at 31 December 於十二月三十一日	
		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Non-current assets	非流動資產		
Investments in subsidiaries	於附屬公司的投資	37,966	37,966
Right-of-use assets	使用權資產	375	—
Amount due from a subsidiary (Note)	應付一間附屬公司 款項(附註)	5,542	11,498
		43,883	49,464
Current assets	流動資產		
Other receivables, deposits and prepayments	其他應收款項、 按金及預付款項	1,470	1,200
Cash and cash equivalents	現金及現金等價物	278	1,526
		1,748	2,726
Total assets	資產總額	45,631	52,190
Current liabilities	流動負債		
Other payables and accrued expenses	其他應付款項及 應計費用	1,621	1,695
Lease liabilities	租賃負債	385	—
Total liabilities	負債總額	2,006	1,695
Net assets	資產淨值	43,625	50,495
Equity	權益		
Share capital	股本	5,740	5,740
Reserves	儲備	37,885	44,755
Total equity	總權益	43,625	50,495

Note: The amount is unsecured, non-interest bearing and is expected to be recovered after twelve months from the end of the reporting period.

附註：該款項為無抵押，不計息並預期將於報告期末起計十二個月後收回。

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

For the year ended 31 December 2019 截至二零一九年十二月三十一日止年度

30 Statement of financial position and reserves of the company (Continued)**Movement in the Company's reserves****30 本公司財務狀況表及儲備 (續)****本公司儲備的變動**

		Share premium	Capital reserve	Retained profits/ (accumulated losses)	Total
		股份溢價	資本儲備	保留溢利/ (累計虧損)	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元
At 1 January 2018	於二零一八年一月一日	12	11,676	6,307	17,995
Loss and total comprehensive loss for the year	年內虧損及全面虧損總額	—	—	(14,375)	(14,375)
Capitalisation issue of shares	資本化發行股份	(4,297)	—	—	(4,297)
Issue of shares by Share Offer	透過股份發售發行股份	53,095	—	—	53,095
Costs incurred in connection with issue of shares of the Company	就發行本公司股份所產生的成本	(7,663)	—	—	(7,663)
At 31 December 2018	於二零一八年十二月三十一日	41,147	11,676	(8,068)	44,755
Loss and total comprehensive loss for the year	年內虧損及全面虧損總額	—	—	(6,870)	(6,870)
At 31 December 2019	於二零一九年十二月三十一日	41,147	11,676	(14,938)	37,885

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

For the year ended 31 December 2019 截至二零一九年十二月三十一日止年度

31 Event after the date of statement of financial position

Following the outbreak of Coronavirus Disease 2019 (“COVID-19 outbreak”) in early 2020, a series of precautionary and control measures have been implemented globally. The Group has assessed that as a result of the COVID-19 outbreak, it may have the following possible impact to the Group:

- progress of construction projects in Hong Kong and Macau were delayed temporarily in the first quarter because of the postponement of work resumption after the Chinese New Year holiday, which may in turn affect the operating results of the Group for the first half of 2020; and
- the temporarily slowdown of business activities resulted from the COVID-19 outbreak may lead to delay in settlements from the customers and the Group may have to experience longer turnover time for recovering the trade receivables and contract assets which may increase the associated credit risks.

Up to the date of this report, the impacts of the COVID-19 outbreak on the Group’s financial performance and the macro-economic conditions as a whole remain uncertain, the Group is unable to quantify the related financial effects. The Group will continue to monitor and assess the development of the COVID-19 outbreak and evaluate its financial impact on the Group.

31 財務狀況報表日期後事件

於二零二零年初爆發2019冠狀病毒病（「2019冠狀病毒病爆發」）後，全球已採取一連串預防及控制措施。本集團已評估2019冠狀病毒病爆發後，可能對本集團有以下影響：

- 香港及澳門建築項目於第一季的進度暫時延後，因為農曆新年後延期復工，其可能進而影響本集團於二零二零年上半年的營運業績；及
- 2019冠狀病毒病爆發導致商業活動暫時放緩，可能令客戶的結付延遲，而本集團可能在收回貿易應收款項及合約資產方面，經歷較長的周轉期，令相關信貸風險增加。

於本報告日期，2019冠狀病毒病爆發對整體宏觀經濟狀況的影響仍未確定。本集團將繼續監察及評估2019冠狀病毒病爆發的發展及評估其對本集團的財務影響。

FINANCIAL SUMMARY

財務概要

For the five years ended 31 December 2015, 2016, 2017, 2018 and 2019 截至二零一五年、二零一六年、二零一七年、二零一八年及二零一九年十二月三十一日止五個年度

Results

業績

		For the year ended 31 December 截至十二月三十一日止年度				
		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Consolidated results	綜合業績					
Revenue	收益	190,486	200,635	166,082	134,366	128,592
Gross profit	毛利	45,244	38,334	32,569	24,633	22,737
Profit before income tax	除所得稅前 溢利	26,171	13,039	8,030	17,935	17,855
Profit for the year	年內溢利	21,311	10,140	5,211	15,405	15,684

Assets and liabilities

資產及負債

		For the year ended 31 December 截至十二月三十一日止年度				
		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Consolidated assets and liabilities	綜合資產及 負債					
Total assets	總資產	140,739	130,598	74,046	91,088	64,997
Total liabilities	總負債	(38,615)	(49,944)	(52,349)	(40,242)	(37,644)
Net assets	資產淨值	102,124	80,654	21,697	50,846	27,353

