



SUNDART HOLDINGS LIMITED  
承達集團有限公司

(incorporated under the laws of British Virgin Islands with limited liability)

Stock code : 1568

Annual Report  
2021



## About us

Sundart is one of the leading integrated fitting-out contractors in Hong Kong, Macau and the PRC, specialising in providing professional fitting-out works for residential property, commercial building and hotel projects. We have been operating our fitting-out business in Hong Kong since 1996 and we further expanded our fitting-out business to Macau and the PRC in 2005 and 2017, respectively.

We have undertaken a number of sizeable fitting-out projects in Hong Kong, Macau and the PRC. As a fitting-out contractor, we are responsible for the overall project implementation by providing, processing or arranging for the necessary materials, labour, engineering expertise and technical know-how required for the fitting-out works and carrying out corresponding project management so as to ensure that the fitting-out works conform to the contractual requirements, meet customers' expectation and are completed on time and within budget.

In addition, we acquired Kin Shing, a registered general building contractor in October 2010 to expand our capability as a registered general building contractor for construction, interior decoration, repair, maintenance and alteration and addition works for residential properties, commercial buildings, hotels and factories in Hong Kong. Further, we manufacture interior decorative timber products such as fire-rated timber doors and wooden furniture, through Dongguan Sundart, the majority of which are used for our projects.



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# Corporate Information

## BOARD OF DIRECTORS

### Executive Directors

Mr. Ng Tak Kwan (*Chief Executive Officer*)  
 Mr. Leung Kai Ming  
 Mr. Xie Jianyu (*Chief Financial Officer*)  
 Mr. Ng Chi Hang

### Non-executive Director

Mr. Liu Zaiwang (*Chairman*)

### Independent non-executive Directors

Mr. Tam Anthony Chun Hung  
 Mr. Huang Pu  
 Mr. Li Zheng

## AUDIT COMMITTEE

Mr. Tam Anthony Chun Hung (*Chairman*)  
 Mr. Huang Pu  
 Mr. Li Zheng

## REMUNERATION COMMITTEE

Mr. Huang Pu (*Chairman*)  
 Mr. Ng Tak Kwan  
 Mr. Tam Anthony Chun Hung

## NOMINATION COMMITTEE

Mr. Liu Zaiwang (*Chairman*)  
 Mr. Huang Pu  
 Mr. Li Zheng

## INTERNAL CONTROL COMMITTEE

Mr. Liu Zaiwang (*Chairman*)  
 Mr. Xie Jianyu

## COMPANY SECRETARY

Ms. Chui Muk Heung

## AUTHORISED REPRESENTATIVES

Mr. Xie Jianyu  
 Ms. Chui Muk Heung

## AUDITOR

BDO Limited  
*Certified Public Accountants*  
*Public Interest Entity Auditor registered in accordance with the Financial Reporting Council Ordinance*  
 25/F, Wing On Centre  
 111 Connaught Road Central  
 Hong Kong  
*(Appointed on 8 July 2021)*

Deloitte Touche Tohmatsu  
*Certified Public Accountants*  
*Public Interest Entity Auditor registered in accordance with the Financial Reporting Council Ordinance*  
 35/F, One Pacific Place  
 88 Queensway  
 Hong Kong  
*(Resigned on 29 June 2021)*

## LEGAL ADVISERS AS TO HONG KONG LAW

Kenneth Chong Law Office  
 Unit B, 16/F, Tesbury Centre  
 28 Queen's Road East  
 Hong Kong

## PRINCIPAL BANKERS

BNP Paribas  
 China Construction Bank (Asia) Corporation Limited  
 China Guangfa Bank Co., Ltd., Macau Branch  
 Citibank, N.A., Hong Kong Branch  
 Hang Seng Bank Limited

## REGISTERED OFFICE

Commerce House  
 Wickhams Cay 1  
 P.O. Box 3140, Road Town  
 Tortola  
 British Virgin Islands VG1110

## HEADQUARTERS AND PRINCIPAL PLACE OF BUSINESS IN HONG KONG

19/F, Millennium City 3  
 370 Kwun Tong Road  
 Kowloon  
 Hong Kong

**BVI PRINCIPAL SHARE REGISTRAR**

Conyers Trust Company (BVI) Limited  
Commerce House  
Wickhams Cay 1  
P.O. Box 3140, Road Town  
Tortola  
British Virgin Islands VG1110

**HONG KONG BRANCH SHARE REGISTRAR  
AND TRANSFER OFFICE**

Computershare Hong Kong Investor Services Limited  
Shops 1712–1716, 17/F  
Hopewell Centre  
183 Queen's Road East  
Wan Chai  
Hong Kong

**STOCK CODE**

1568

**COMPANY'S WEBSITE**

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

**INVESTOR RELATIONS**

Email: [ir@sundart.com](mailto:ir@sundart.com)

## Definitions

In this annual report, unless the context otherwise requires, the following terms shall have the meanings set out below.

“AGM”	the annual general meeting of the Company to be held at 10:00 a.m. on Monday, 6 June 2022 at Room 03-05, 11/F, Millennium City 3, 370 Kwun Tong Road, Kowloon, Hong Kong or any adjournment thereof
“Amended Deed”	an amended and restated deed of non-competition dated 25 July 2017 given by the controlling shareholders of the Company in favour of the Company (for itself and as trustee for each of its subsidiaries) to amend and restate a deed of non-competition dated 8 December 2015
“Articles of Association”	the articles of association of the Company, as amended from time to time
“associate(s)”	has the meaning ascribed to it under the Listing Rules
“Audit Committee”	the audit committee of the Board
“Beijing Jiangheyuan”	北京江河源控股有限公司 (Beijing Jiangheyuan Holdings Co., Ltd.*), a company established in the PRC with limited liability and a controlling shareholder of the Company
“Board”	the board of Directors
“business day”	any day (other than a Saturday, Sunday or public holiday in Hong Kong) on which licensed banks in Hong Kong are generally open for business
“BVI”	the British Virgin Islands
“C&SD”	Census and Statistics Department of the Hong Kong Government
“Caiyun International”	Caiyun International Investment Limited (彩雲國際投資有限公司), a company incorporated in Hong Kong with limited liability, a wholly-owned subsidiary of Yunnan Co and a substantial shareholder of the Company
“close associates”	has the meaning ascribed to it under the Listing Rules
“Code Provisions”	code provisions as set out in the Corporate Governance Code as contained in Appendix 14 to the Listing Rules
“Company”	SUNDART HOLDINGS LIMITED 承達集團有限公司, a company incorporated in the BVI with limited liability, the shares of which are listed on the Stock Exchange (stock code: 1568)
“Company Secretary”	the company secretary of the Company
“connected person(s)”	has the meaning ascribed to it under the Listing Rules
“controlling shareholder(s)”	has the meaning ascribed to it under the Listing Rules, and in the context of the Company, means Mr. Liu, Ms. Fu, Beijing Jiangheyuan, Jangho Co, Jangho HK and Reach Glory

## Definitions

“Covid-19”	the coronavirus disease 2019 (COVID-19), a respiratory illness caused by a novel coronavirus
“Director(s)”	the director(s) of the Company
“Dongguan Sundart”	東莞承達家居有限公司 (Dongguan Sundart Home Furnishing Co., Ltd.), a company established in the PRC with limited liability and an indirect wholly-owned subsidiary of the Company
“ESG”	the environmental, social and governance
“FVTPL”	fair value through profit or loss
“GDP”	gross domestic product
“Greater Bay Area”	Guangdong-Hong Kong-Macao Greater Bay Area
“Group” or “our” or “Sundart” or “us” or “we”	the Company and its subsidiaries
“HK\$” or “HK dollars” or “cents”	Hong Kong dollars or cents, the lawful currency of Hong Kong
“HKQAA”	Hong Kong Quality Assurance Agency
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Hong Kong Government”	the government of Hong Kong
“Internal Control Committee”	the internal control committee of the Board
“ISO”	the International Organisation for Standardisation, a non-government organisation based in Geneva, Switzerland, for assessing the quality systems of business organisations
“ISO 14001”	a member of ISO 14000 which is a family of environmental management standards set by ISO for assisting a company to continually improve its ability to efficiently identify, minimise, prevent and manage environmental impacts
“ISO 45001”	a member of ISO 45000 which is a family of occupational health and safety management standards set by ISO for assisting a company to provide a healthy and safe workplace for workers and other interested parties, prevent ill-health, work-related injury and deaths as well as continually improve occupational health and safety performance
“ISO 9001”	a member of ISO 9000 which is a family of standards set by ISO for quality management system where an organisation needs to demonstrate its ability to provide products that fulfil customers and applicable regulatory requirements and aim to enhance customer satisfaction

## Definitions

“Jangho Co”	江河創建集團股份有限公司 (Jangho Group Co., Ltd.*), a joint stock limited liability company established in the PRC (the A shares of which have been listed on the Shanghai Stock Exchange (stock code: 601886)) and a controlling shareholder of the Company
“Jangho HK”	Jangho Hong Kong Holdings Limited (江河香港控股有限公司), a company incorporated in Hong Kong with limited liability, a wholly-owned subsidiary of Jangho Co and a controlling shareholder of the Company
“Kin Shing”	Kin Shing (Leung’s) General Contractors Limited (堅城(梁氏)建築有限公司), a company incorporated in Hong Kong with limited liability and an indirect wholly-owned subsidiary of the Company
“Listing Date”	29 December 2015, being the date of listing of the Shares on the main board of the Stock Exchange
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, as amended from time to time
“m <sup>2</sup> ”	square meters
“Macau”	the Macau Special Administrative Region of the PRC
“Macau Government”	the government of Macau
“Model Code”	the Model Code for Securities Transactions by Directors of Listed Issuers as set out in Appendix 10 to the Listing Rules
“MOP”	Macau Pataca, the lawful currency of Macau
“Mr. Liu”	Mr. Liu Zaiwang (劉載望), a non-executive Director, a controlling shareholder of the Company and the spouse of Ms. Fu
“Ms. Fu”	Ms. Fu Haixia (富海霞), a controlling shareholder of the Company and the spouse of Mr. Liu
“Nomination Committee”	the nomination committee of the Board
“PRC”	the People’s Republic of China, excluding, for the purpose of this annual report, Hong Kong, Macau and Taiwan
“PRC Government”	the government of the PRC
“Previous Year”	the year ended 31 December 2020
“Reach Glory”	REACH GLORY INTERNATIONAL LIMITED, a company incorporated in the BVI with limited liability, a wholly-owned subsidiary of Jangho HK and a controlling shareholder of the Company
“Remuneration Committee”	the remuneration committee of the Board

## Definitions

“RMB”	Renminbi, the lawful currency of the PRC
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended from time to time
“Share(s)”	ordinary share(s) of the Company
“Shareholder(s)”	the holder(s) of Share(s)
“Share Option Scheme”	the share option scheme, which was adopted by the Company and took effect from 1 December 2015, as amended from time to time
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“subsidiary”	has the meaning ascribed to it under the Listing Rules
“substantial shareholder(s)”	has the meaning ascribed to it under the Listing Rules
“Sundart Beijing”	北京承達創建裝飾工程有限公司 (Sundart Engineering & Contracting (Beijing) Limited), a company established in the PRC with limited liability and an indirect wholly-owned subsidiary of the Company
“Sundart Macau”	Sundart Engineering Services (Macau) Limited (承達工程服務(澳門)有限公司), a company incorporated in Macau with limited liability and an indirect wholly-owned subsidiary of the Company
“Sundart Timber”	Sundart Timber Products Company Limited (承達木材制品有限公司), a company incorporated in Hong Kong with limited liability and an indirect wholly-owned subsidiary of the Company
“Year”	the year ended 31 December 2021
“Yunnan Co”	雲南省康旅控股集團有限公司 (Yunnan Health & Cultural Tourism Holding Group Co., Ltd.*), a company established in the PRC with limited liability and a substantial shareholder of the Company
“%”	per cent.

\* for identification purpose only



# Chairman's Statement





# Chairman's Statement



Dear Shareholders,

On behalf of the Board, I am pleased to present you the annual results for the Year of the Group.

The volatility of the Covid-19 pandemic continued in 2021, posing serious challenges to the global economy. In addition, uncertain China-US relations and intensified geopolitical tensions also added considerable uncertainty and instability to international economic recovery. Despite the complicated external environment, the Group actively grasped market opportunities and strove to turn the current economic challenges into opportunities with its solid brand reputation and project management expertise. During the Year, the Group carried out a large number of fitting-out projects, and hence maintaining satisfactory results and a healthy financial position.

During the Year, the Group's revenue was HK\$5,689.9 million (Previous Year: HK\$5,929.1 million), profit for the year was HK\$371.3 million (Previous Year: HK\$406.5 million) and basic and diluted earnings per share was HK17.20 cents (Previous Year: HK18.83 cents). The Board is pleased to recommend the payment of a final dividend of HK7 cents per Share for the Year, representing approximately 40.7% of the profit available for distribution for the Year.

The Group strove to provide high-quality service to its customers and the Group was awarded numerous projects during the Year with its long-term and stable cooperative relationships with business partners. The Group completed 38 fitting-out projects with an individual contract sum of not less than HK\$50.0 million, as well as two alteration and addition and construction projects during the Year. Most of these projects involved large-scale commercial buildings, residential properties and hotel guestrooms.

With the Hong Kong Government's policies to stimulate local economy, Hong Kong's GDP recorded growth during the Year. Meanwhile, the Northern Metropolis Development Strategy will facilitate Hong Kong's connection with the Greater Bay Area. Coupled with the persistent housing shortage, the demand in real estate market will remain stable, providing opportunities for both the construction and fitting-out industries. However, the on-going Covid-19 pandemic remains the greatest uncertainty in Hong Kong. The Group will continuously monitor and manage risks and take appropriate measures in a timely manner to minimise any adverse impacts on the business operations.



Even under the negative impact of Covid-19, Macau recorded an increase in tourist arrivals and GDP during the Year. The Macau Government will boost the development of the Guangdong-Macao Intensive Cooperation Zone in Hengqin, and will promote economic diversification for local long-term prosperity and stability. With the changing environment, the Group will regularly review the market situation to grasp all potential business opportunities in the fitting-out industries in Macau.

The PRC's achievements in coordinating economic development and epidemic prevention and control maintained global leadership during the Year. The steady path of economic recovery further bolstered the PRC's reputation as the world's second-largest economy, which is driving global economic recovery from the still raging Covid-19 pandemic. With the effective control of Covid-19 and the "Dual Circulation" strategy, business activities and people's lives gradually returned to normal, which in turn stimulated domestic consumption. All of these factors helped boost demand for retail, catering and shopping malls, creating a huge potential market for the fitting-out projects in the PRC.

Unless global economic conditions suddenly deteriorate due to new pandemic developments, the economies of Hong Kong, Macau and the PRC should be expected to rebound in 2022. With a solid number of projects on hand, the Group is cautiously optimistic about its future business prospects in 2022. To prepare for the challenges and opportunities ahead, the Group will remain vigilant and maintain prudent financial plans as well as strict operational management. Externally, the Group will strive for more new projects by strengthening its relationships with existing customers and actively expanding cooperation with new prospects. Internally, the Group will closely monitor industry trends and adapt to any changes accordingly. Meanwhile, the Group will seek to increase the use of construction technologies to enhance internal operational efficiency, reduce costs, optimise asset utilisation and improve its financial position.

On behalf of the Board, I would like to express my sincere gratitude to our Shareholders, customers, business partners and other professional parties for their continued support. Most of all, I wish to extend my heartfelt thanks to our management and all employees for their hard work, support and dedication during these difficult times. We are confident that the Group will emerge stronger, as we strive to create maximum value to our Shareholders and greater prospects for sustainable growth.

**Liu Zaiwang**  
Chairman



# Management Discussion and Analysis





# Management Discussion and Analysis

## MARKET REVIEW

2021 was a year of economic recovery for Hong Kong. Despite the volatility caused by Covid-19, local employment improved and consumption-related industries was revived with the support of the Hong Kong Government's Consumption Voucher Scheme. According to C&SD, Hong Kong's GDP increased by 6.4% year-on-year in real terms in 2021.

According to the provisional results of the "Report on the Quarterly Survey of Construction Output" released by C&SD, the total gross value of construction works carried out by the main contractors in Hong Kong increased by 0.7% in nominal terms year-on-year to HK\$231.4 billion in 2021, while the gross value of construction works carried out at private sector sites decreased by 0.1% in nominal terms year-on-year to HK\$61.1 billion in 2021. With reference to the Land Registry of the Hong Kong Government, the primary and secondary sales of residential buildings in 2021 reached 74,297 units, which was higher than the figures from the past five years, reflecting the strong demand for residential properties. In the Chief Executive's 2021 Policy Address, the Hong Kong Government released the Northern Metropolis Development Strategy and will continue to increase the supply of residential buildings. This will support the development of both the construction industry and real estate market, which will provide further opportunities for the fitting-out industry in Hong Kong.

In Macau, social and economic activities have gradually resumed under the strict control measures for Covid-19, accompanied by the electronic consumption benefits plan and the "Stay, Dine and See Macao" programme. Information from the Statistics and Census Service of the Macau Government indicated that the Macau's GDP increased by 18.0% year-on-year in real terms in 2021. The new Guangdong-Macao border crossing checkpoint (Qingmao Checkpoint) was opened during the Year, and the Macau Government also held "Macao Week" events in the PRC to promote tourism in Macau, with the number of tourists increasing by 30.7% in 2021, according to Macao Government Tourism Office. Gaming Inspection and Coordination Bureau of Macau further noted that revenue from the gambling sector increased by 43.7% year-on-year to MOP86.9 billion in 2021. As a result, some developers continued their development plans during the Year, sustaining a stable demand for the fitting-out industry in Macau.

With the prompt and effective control of Covid-19, the PRC achieved stable recovery with positive growth of its economy in 2021. According to National Bureau of Statistics of China, the PRC's GDP increased by 8.1% year-on-year to RMB114,367.0 billion in 2021, while the gross output value of construction industry increased by 11.0% year-on-year to RMB29,307.9 billion in 2021. In 2021, investments in national real estate development increased by 4.4% year-on-year to RMB14,760.2 billion, among which, investments in residential buildings increased by 6.4% to RMB11,117.3 billion. The total floor area under construction by the PRC's real estate developers increased by 5.2% year-on-year to 9.8 billion m<sup>2</sup> in 2021. Coupled with the policies of the PRC Government to enhance the stability of the real estate market and the opportunities arising from Greater Bay Area, the demand for fitting-out industry in the PRC continues to grow.

## BUSINESS REVIEW

The Group is one of the leading integrated fitting-out contractors in Hong Kong, Macau and the PRC, specialising in providing professional fitting-out works for residential property, commercial building and hotel projects. The Group is also engaged in the provision of alteration and addition and construction works in Hong Kong, and the provision of manufacturing, sourcing and distribution services of interior decorative materials internationally. During the Year, around 98.0% of the Group's revenue was derived from its fitting-out works business.

Despite the prolonged effects of Covid-19 pandemic on the global economy, the Group managed to maintain satisfactory business performance and a healthy financial position during the Year. The Group continuously monitored and managed risks and challenges while responding swiftly to macroeconomic changes. Leveraging its solid brand reputation and project management expertise, the Group obtained a large number of fitting-out projects during the Year, which are expected to provide steady growth in the Group's business for the coming years.

### Fitting-out works

The Group's fitting-out business primarily comprises fitting-out works carried out for residential properties, commercial buildings, hotels, serviced apartments and other properties in Hong Kong, Macau and the PRC. During the Year, the fitting-out business remained as a key contributor to the Group's revenue and profit.

During the Year, the Group completed a total of 38 fitting-out projects, including 11 in Hong Kong, one in Macau and 26 in the PRC, with an individual contract sum of not less than HK\$50.0 million. The total contract sum of such projects amounted to HK\$4,112.1 million, HK\$1,525.6 million of which was recognised as revenue during the Year. As at 31 December 2021, the Group had 62 projects on hand (including contracts in progress and contracts signed but yet to commence), including 24 in Hong Kong, two in Macau and 36 in the PRC, with an individual contract sum of not less than HK\$50.0 million. The total contract sum and value of the outstanding works of such projects as at 31 December 2021 amounted to HK\$7,766.9 million and HK\$4,646.7 million, respectively.

During the Year, the Group's revenue derived from its fitting-out business decreased by HK\$80.7 million or 1.4% year-on-year to HK\$5,573.4 million (Previous Year: HK\$5,654.1 million). Such decrease was mainly attributable to the decrease of HK\$1,112.9 million in the revenue from its fitting-out projects in Macau, as most of the Group's works in Macau were completed during the Previous Year. This impact was not fully mitigated by the increase of HK\$1,045.7 million in the revenue from the fitting-out projects in the PRC during the Year. Such increase was attributable to the increase in the number of projects awarded to the Group in the PRC in the past two years.

The Group's gross profit derived from its fitting-out business during the Year decreased by HK\$95.9 million or 10.5% year-on-year to HK\$820.0 million (Previous Year: HK\$915.9 million), whilst the gross profit margin decreased from 16.2% for the Previous Year to 14.7% for the Year. Such decrease was mainly attributable to the increase in projects in the PRC awarded to the Group with relatively lower gross profit margin.

### **Alteration and addition and construction works**

The Group carries out its alteration and addition and construction business in Hong Kong through Kin Shing, a registered general building contractor in Hong Kong. Kin Shing's principal scope of services include construction, interior decoration, repair, maintenance and alteration and addition works for residential properties, commercial buildings, hotels and factories in Hong Kong.

During the Year, Kin Shing completed two alteration and addition and construction projects, with a total contract sum of HK\$1.7 million which was recognised as revenue during the Year. As at 31 December 2021, Kin Shing had three on-going projects with a total contract sum of HK\$195.2 million. The value of the outstanding works of such projects as at 31 December 2021 amounted to HK\$27.0 million.

During the Year, the Group's revenue derived from its alteration and addition and construction business decreased by HK\$174.2 million or 64.9% year-on-year to HK\$94.1 million (Previous Year: HK\$268.3 million). Such decrease was primarily attributable to the decrease in the number of projects awarded to the Group in the past year.

The Group's gross loss derived from its alteration and addition and construction business increased by HK\$12.7 million or 604.8% year-on-year to HK\$14.8 million (Previous Year: HK\$2.1 million), whilst the gross loss margin increased from 0.8% for the Previous Year to 15.7% for the Year. Such gross loss and gross loss margin were primarily attributable to the additional overheads and/or cost incurred for several construction projects of commercial and residential buildings due to the extension of the respective construction periods and the rectification of work defects.

### **Manufacturing, sourcing and distribution of interior decorative materials**

One of the Group's core competencies lies in its manufacturing base and research and development centre in the PRC. Through the Group's subsidiary, Dongguan Sundart, the Group operates a manufacturing plant and a warehouse located in Dongguan, Guangdong Province, the PRC, the aggregate gross floor area of which is over 40,000 m<sup>2</sup>. Dongguan Sundart manufactures interior decorative timber products including fire-rated timber doors and wooden furniture, and provides quality and reliable re-engineering and pre-fabrication services for sizeable fitting-out projects undertaken by the Group.

During the Year, the Group's revenue derived from external customers of its manufacturing, sourcing and distribution of interior decorative materials business increased by HK\$15.7 million or 234.3% year-on-year to HK\$22.4 million (Previous Year: HK\$6.7 million). Such increase was primarily attributable to the increase in acceptance of orders from external customers and indent sales during the Year, as compared to the Previous Year.

In addition, the Group's gross profit derived from its manufacturing, sourcing and distribution of interior decorative materials business during the Year increased by HK\$2.7 million or 337.5% year-on-year to HK\$3.5 million (Previous Year: HK\$0.8 million), whilst the gross profit margin increased from 11.9% for the Previous Year to 15.6% for the Year. Such increase was attributable to the increase in orders from the PRC with relatively high gross profit margin during the Year.

### Principal risks

As at 31 December 2021, the Group was principally engaged in integrated fitting-out works in Hong Kong, Macau and the PRC, alteration and addition and construction works in Hong Kong and manufacturing, sourcing and distribution of interior decorative materials business internationally. Under the ever-changing business environment, the Group faces various business risks, challenges and uncertainties, including but not limited to: (i) the Group's contracts are not recurring in nature and its business prospects heavily depends on its continuing success on project tenders; (ii) if the Group cannot effectively adapt to market conditions and customer preferences, or fails to provide competitive pricing, its success rate on project tender may be adversely affected; (iii) the business strategies and performance of the Group's major customers may affect the Group's business; (iv) the economy of Macau may adversely affect the Group's performance and financial condition; and (v) the Group's estimated time and costs to determine the tender price and its failure to make accurate estimates may lead to cost overruns or even losses in its projects.

## FINANCIAL REVIEW

### Revenue, gross profit and gross profit margin

During the Year, the Group's revenue decreased by HK\$239.2 million or 4.0% year-on-year to HK\$5,689.9 million (Previous Year: HK\$5,929.1 million). Such decrease was primarily due to the decrease in its alteration and addition and construction business as discussed under the paragraph headed "Business review – Alteration and addition and construction works" above. In addition, during the Year, the Group's gross profit decreased by HK\$105.8 million or 11.6% year-on-year to HK\$808.8 million (Previous Year: HK\$914.6 million) and its gross profit margin decreased to 14.2% (Previous Year: 15.4%). Such decreases were primarily due to decreases in its fitting-out business as discussed under the paragraph headed "Business review – Fitting-out works" above.

### Other income, other gains and losses

The Group recorded net other losses of HK\$15.6 million for the Year (Previous Year: HK\$45.4 million) which is primarily derived from a loss of HK\$33.6 million resulting from fair value changes of financial assets at FVTPL, as the market price of the listed equity securities and unlisted equity fund held by the Group decreased during the Year. Details of other income, other gains and losses are set out in note 7 to the consolidated financial statements.

### Profit for the year

The Group's profit for the year decreased by HK\$35.2 million or 8.7% year-on-year to HK\$371.3 million (Previous Year: HK\$406.5 million) as a result of the decrease in gross profit as discussed above.

### Basic and diluted earnings per share

The Company's basic and diluted earnings per share for the Year was HK17.20 cents (Previous Year: HK18.83 cents), decreased by HK1.63 cents or 8.7% year-on-year, in line with the decrease in profit for the year. Details of earnings per share are set out in note 15 to the consolidated financial statements.

### Final dividend

The Board proposed a final dividend of HK7 cents per Share for the Year, subject to the approval of the Shareholders at the AGM, representing approximately 40.7% of the profit available for distribution for the Year, which is in line with the Company's dividend policy.

### Material acquisition and disposal

No material acquisition and disposal of subsidiaries, associates and joint ventures was carried out by the Group during the Year.

## Investments

### Financial assets at FVTPL

As at 31 December 2021, the Group's financial assets at FVTPL comprised HK\$23.8 million and HK\$90.0 million (31 December 2020: HK\$61.4 million and HK\$92.0 million) of listed equity securities and unlisted equity fund, respectively.

During the Year, the Group further injected HK\$22.2 million to the unlisted equity fund to fulfill capital commitment in capacity as a limited partner, and disposed of HK\$28.2 million of listed equity securities. Further, the Group recognised a fair value loss of HK\$33.6 million in profit or loss in respect of the listed equity securities and unlisted equity fund, primarily as a result of a decrease on the market prices of certain listed equity securities and unlisted equity fund.

### Other financial assets at amortised cost

During the Year, the Group subscribed for three corporate bonds traded in the secondary market, which will mature from 30 June 2022 to 15 November 2024, with fixed interest rates ranging from 5.75% to 8.50% per annum at a total consideration of HK\$20.6 million.

In terms of the prospects of the Group's financial assets at FVTPL, the performance of the listed equity securities and the unlisted equity fund held by the Group will be subject to the performance of the relevant financial and property markets which may change rapidly and unpredictably in the future. As to other financial assets at amortised cost, the Group will continue to enjoy a steady investment return until its redemption by the respective issuers.

Save as disclosed above, the Group did not hold any other significant investments during the Year.

The Group will continuously adopt a prudent investment strategy and assess the performance of its portfolio of investments, so as to make timely and appropriate adjustments on its investments for the maximization of returns to the Shareholders. In addition, the Group is subject to the market risks associated with its investments. The management of the Group will closely monitor the performance of the Group's investments from time to time and take appropriate risk management actions.

### Future plans for material investments or capital assets

As at 21 March 2022, the Group did not have any plans for material investments or capital assets.

## CORPORATE FINANCE AND RISK MANAGEMENT

### Liquidity and financial resources and capital structure

The management and control of the Group's financial, capital management and external financing functions are centralised at its headquarters in Hong Kong. The Group adheres to the principle of prudent financial management to minimise the financial and operational risks it is exposed to. During the Year, the Group mainly relied on internally generated funds to finance its business operations.

During the Year, the Group continued to maintain solid financial and cash positions. As at 31 December 2021, the Group's net current assets amounted to HK\$2,520.6 million, representing an increase of HK\$256.9 million from HK\$2,263.7 million as recorded as at 31 December 2020. The Group's bank balances and cash in total amounted to HK\$1,797.9 million, representing an increase of HK\$225.8 million from HK\$1,572.1 million as recorded as at 31 December 2020. Such increase was mainly generated from the operating activities.

As at 31 December 2021, the bank borrowings of the Group amounted to HK\$84.5 million (31 December 2020: HK\$164.7 million), of which HK\$80.2 million, HK\$4.0 million and HK\$0.3 million (31 December 2020: HK\$80.2 million, HK\$80.2 million and HK\$4.3 million) will be repayable within one year, more than one year but not exceeding two years and more than two years but not exceeding five years, respectively. There is no seasonality on the Group's bank borrowings.

During the Year, the Group continued to maintain a healthy liquidity position. As at 31 December 2021, the Group's current assets and current liabilities amounted to HK\$6,322.2 million and HK\$3,801.7 million, respectively (31 December 2020: HK\$5,539.2 million and HK\$3,275.5 million, respectively). The Group's current ratio as at 31 December 2021 remained stable at 1.7 times (31 December 2020: 1.7 times) and the Group maintained sufficient liquid assets to finance its business operations during the Year.

As at 31 December 2021, the Group's gearing ratio of total debts (bank borrowings) divided by total equity was 2.6% (31 December 2020: 5.5%). The decrease in gearing ratio was primarily due to the decrease in the Group's bank borrowings.

As at 31 December 2021, the share capital and equity attributable to owners of the Company amounted to HK\$1,246.8 million and HK\$3,227.3 million, respectively (31 December 2020: HK\$1,246.8 million and HK\$2,996.9 million, respectively).

### **Charge on the Group's assets**

The Group's assets pledged for securing certain bank borrowings, certain bills payable, certain performance bonds and certain tender bonds comprised a commercial property, certain bills receivable and pledged bank deposits, which amounted to HK\$93.6 million, nil and HK\$132.0 million, respectively as at 31 December 2021 (31 December 2020: HK\$97.2 million, HK\$7.1 million and HK\$90.4 million, respectively).

### **Contingent liabilities and capital commitments**

The Group did not have any significant contingent liabilities as at 31 December 2021 and 31 December 2020, respectively.

As at 31 December 2021, the Group had capital commitments of HK\$29,000 (31 December 2020: HK\$0.2 million) in relation to acquisition of property, plant and equipment, and nil (31 December 2020: HK\$22.2 million) in relation to contribution to the capital of unlisted equity fund.

### **Exposure to fluctuations in exchange rates and interest rates and corresponding hedging arrangements**

The Group operates in various regions with different foreign currencies including MOP, Euro, RMB and United States Dollars. As at 31 December 2021, all of the Group's bank borrowings were made in HK dollars at floating rates, and cash and cash equivalents held were mainly in HK dollars, MOP and RMB. As at the date of this annual report, the Group did not implement any foreign currencies and interest rates hedging policies. The Group's management will closely monitor the movement of both exchange rate and interest rate and will consider to hedge against any significant aforesaid exposure when necessary.

### **Credit risk exposure**

The Group's major customers include reputable property developers, hotel owners and main contractors. During the Year, the Group has closely monitored and strengthened its collection measures, and has adopted prudent credit policies to mitigate credit risk exposure. The Group was not exposed to any significant credit risk during the Year. The Group's management reviews the recoverability of trade receivables and closely monitors the financial position of the customers from time to time with a view of keeping the Group's credit risk exposure at a reasonably low level.

### **EVENTS AFTER THE REPORTING PERIOD**

There were no significant events subsequent to the Year and up to 21 March 2022 which had materially affected the Group's operating and financial performance.

### **EMPLOYEES AND REMUNERATION POLICIES**

The Group remunerates its employees based on their performance, experience and the prevailing industry practice. Discretionary bonuses and share options may also be granted to eligible staff based on individual performance in recognition of their contribution and hard work. The Group also provides training programmes for its employees to equip themselves with requisite skills and knowledge.

As at 31 December 2021, the Group had 2,147 employees (31 December 2020: 1,881). The Group's gross staff costs (including the Directors' emoluments) increased by HK\$6.4 million or 1.3% year-on-year to HK\$488.4 million for the Year (Previous Year: HK\$482.0 million). Such increase was mainly attributable to the increase in average number of employees by 2.2%.

## PROSPECTS AND STRATEGIES

Looking forward to 2022, Hong Kong's economy will remain stable and solid. However, the external business environment remains extremely complicated at present while the global economy still faces enormous challenges. The on-going Covid-19 pandemic remains the greatest uncertainty. In response, certain governments have tightened their anti-epidemic measures and travel restrictions, which may significantly drag down global economic growth. Developments surrounding China-US relations and other geopolitical tensions also warrant attention. Generally speaking, if the external economic environment does not deteriorate sharply and the local pandemic situation can be brought under control, Hong Kong's economy should continue to grow for 2022. The PRC Government issued "Outline of the 14th Five-Year Plan for National Economic and Social Development of the People's Republic of China and the Long-Range Objectives Through the Year 2035", setting out an agenda for the PRC's social and economic development over the next five years to support Hong Kong's plans to strengthen its advantages as an international financial, transportation and trade centre to play an ever-growing role in the nation's development. Furthermore, the Northern Metropolis Development Strategy will facilitate Hong Kong's connection with the Greater Bay Area. Coupled with the persistent housing shortage, the Hong Kong Government will continue to increase the number of residential buildings and maintain a healthy real estate market, providing opportunities for both the construction and fitting-out industries in Hong Kong.

In Macau, economic growth will hinge strongly on the pace and level of travel normalisation in the region. With the rising global vaccination rate and the Macau Government's strict control measures on Covid-19, it is expected that the pandemic situation can be brought under control to create favourable conditions to resume normal cross-border flows and economic recovery in Macau. To foster the recovery and quality enhancement of tourism industry, the Macau Government aims to develop Macau into a world tourism and leisure centre, accompanied with the interactive development between tourism and related industries. In addition, the Macau Government will boost the development of the Guangdong-Macao Intensive Cooperation Zone in Hengqin, and will strengthen tourism cooperation between Macau and Hengqin in order to promote economic development and connectivity between Guangdong and Macau. As mentioned in the Macau's 2022 Policy Address, the Macau Government will promote adequate economic diversification and sustainable industrial structure for local long-term prosperity and stability. The Group will regularly review the market and explore all potential business opportunities for the fitting-out industry arising from the changing environment in Macau.

Stability will be the top priority for the PRC's economy in 2022. The PRC Government stressed at the Central Economic Work Conference held in December 2021 that economic work in 2022 should prioritise stability while pursuing progress. According to the World Bank's forecast, the PRC's real GDP is expected to grow by 5.1% in 2022. The PRC Government will continue to implement its "Dual Circulation" strategy to expand domestic demand. It is expected to support the development of retail, catering and shopping malls, boosting the demand for commercial fitting-out projects. In addition, the PRC Government will adhere to the key objective of "housing should be for living, not for speculation" to keep housing prices stable, to enhance the stability of real estate market, and to promote high-end housing construction. This will further boost the development of residential properties. The Group will strive to seize opportunities brought by these strategies, focusing more resources in the PRC while securing more fitting-out projects.

While the definite end of Covid-19 pandemic remains uncertain, the Group will continue to implement prudent measures to minimise any downside risks as well as develop responsible strategies to maintain a healthy financial position for sustaining its operations. The Group will closely monitor market trends and focus on opportunities arising from the Greater Bay Area and the Belt and Road Initiative. Meanwhile, the Group will remain dedicated to improving the quality of its products and services to achieve sustainable growth, while creating and maximising value for the Shareholders in today's highly volatile business environment.

# Biographies of Directors and Senior Management

## DIRECTORS

### Executive directors

**Mr. Ng Tak Kwan (吳德坤)**, aged 67, is the executive Director and chief executive officer of the Company. He is also a director of each subsidiary of the Company, excluded Sundart Beijing, 承達創建建設工程有限公司 (Sundart Chuangjian Construction Engineering Co., Ltd.\*), 北京承達置業有限公司 (Beijing Sundart Real Estate Co., Ltd.\*), Grow Path International Limited, Peak Gain Development Limited, Glory One Investments Limited, Proper Wealth Group Limited, Dongguan Sundart, 廣州承達實業有限公司 (Guangdong Sundart Industrial Company Limited\*) and 武漢承達創建實業有限公司 (Wuhan Sundart Development Industrial Company Limited\*). Mr. Ng is one of the founders of the Group. He has been mainly focusing on the Group's daily operations since its commencement of business in 1986. He is also a member of the Remuneration Committee. Mr. Ng left the Group in 1996 and re-joined in October 1998. Currently, Mr. Ng is primarily responsible for the overall management of the business development of the Group. Mr. Ng obtained a bachelor degree of science in civil engineering from the University of Calgary, Canada in June 1978. Mr. Ng is a non-executive director of Rykadan Capital Limited, a company listed on the Stock Exchange (stock code: 2288).

**Mr. Leung Kai Ming (梁繼明)**, aged 68, is the executive Director. He is also a director of several subsidiaries of the Company, including Glory Spring Investments Limited, Sundart Products Limited, Sundart International Supply Limited, Sundart International Supply (Macau) Limited, Sundart Living Limited, Sundart Timber, Dongguan Sundart and Sundart Macau. Mr. Leung is one of the founders of the Group. He left the Group in July 2006 and re-joined in April 2009. Currently, he is mainly responsible for overseeing the manufacturing, technical and engineering activities and sourcing and distribution of interior decorative materials of the Group.

**Mr. Xie Jianyu (謝健瑜)**, aged 42, is the executive Director and chief financial officer of the Company. He is also a director of each subsidiary of the Company, excluded Sundart Beijing, 承達創建建設工程有限公司 (Sundart Chuangjian Construction Engineering Co., Ltd.\*), 北京承達置業有限公司 (Beijing Sundart Real Estate Co., Ltd.\*), Sundart Engineering Services (Singapore) Pte. Limited and 廣州承達實業有限公司 (Guangdong Sundart Industrial Company Limited\*). He joined the Group in June 2012 and is mainly responsible for overseeing the financing, accounting and internal control, human resource and administrative management of the Group. He is also a member of the Internal Control Committee. Prior to joining the Group, Mr. Xie was the financial manager of cost control department of ATLANTIS Holding Norway AS from March 2006 to December 2008, the chief accountant of Workz Middle East FZE from January 2009 to March 2010 and the financial director of Middle East & North Africa Group of J&H Emirates LLC from April 2010 to June 2012. Mr. Xie obtained a bachelor degree in economics from Xiamen University (廈門大學), the PRC in July 2001 and a master degree of business administration from the University of Hong Kong, Hong Kong in November 2015. Mr. Xie became a certified management accountant of the Institute of Management Accountants, the USA and a member of the Association of Chartered Certified Accountants in February 2008 and September 2014, respectively.

**Mr. Ng Chi Hang (吳智恒)**, aged 46, is the executive Director. He is also a director of several subsidiaries of the Company, including Sundart Timber, Sundart Macau, Grow Path International Limited, Peak Gain Development Limited, Glory One Investments Limited, Good Encore Limited, Good Encore Development Limited, Honest Park Limited, Proper Wealth Group Limited, In Wave Limited (which was deregistered on 24 February 2022 due to cessation of business and was solvent prior to such deregistration), Sundart Engineering Investments Limited, Acute Key International Limited, Sundart Elite Base Engineering Limited, Metro Palace Limited, Sundart Investments Limited, Sundart International Supply Limited, Sundart Living Limited, Sundart Engineering Services (Singapore) Pte. Limited, Sundart Industry Investment Limited (formerly known as Sundart-Kin Shing JV Company Limited) and 武漢承達創建實業有限公司 (Wuhan Sundart Development Industrial Company Limited\*). Mr. Ng joined the Group as a quantity surveyor in Sundart Timber in September 2005 and is mainly responsible for overseeing the overall operation of the Group in Macau. Prior to joining the Group, Mr. Ng was a quantity surveyor of Bridgewater & Coulton Limited from April 2000 to September 2002. Mr. Ng obtained a bachelor degree of science in surveying from the University of Hong Kong, Hong Kong in December 1998 and a master degree of science in construction and real estate from the Hong Kong Polytechnic University, Hong Kong in November 2004. He became a member of the Hong Kong Institute of Surveyors and professional member of the Royal Institution of Chartered Surveyors in February 2003. He has been a registered professional surveyor in the quantity surveying division of the Surveyors Registration Board of Hong Kong since April 2005.

### Non-executive director

**Mr. Liu Zaiwang (劉載望)**, aged 50, is the non-executive Director and the chairman of the Board. Mr. Liu is primarily responsible for the overall strategy, investment planning and human resource strategy of the Group. He is also a member and the chairman of each of the Nomination Committee and Internal Control Committee. In February 1999, Mr. Liu founded Jangho Co, the controlling shareholder of the Company, the A shares of which are listed on the Shanghai Stock Exchange (stock code: 601886), which is principally engaged in the industries of curtain wall, interior decoration and design. He is the legal representative, director and chairman of Jangho Co and is responsible for the overall management of Jangho Co. Mr. Liu also assumes several social positions including the member of standing committee of the National People's Congress of Shunyi District, Beijing, the PRC (北京市順義區人民代表大會常務委員) and the vice-chairman of the board of the Northeastern University (東北大學), the PRC.

### Independent non-executive directors

**Mr. Tam Anthony Chun Hung (譚振雄)**, aged 71, was appointed as an independent non-executive Director. He is also a member of each of the Audit and Remuneration Committees and the chairman of the Audit Committee. Mr. Tam has over 24 years of experience in international taxation. Mr. Tam was a tax partner of Deloitte Touche Tohmatsu from 1997 to 2013. Since August 2014, Mr. Tam had been the managing tax partner of Mazars CPA Limited till August 2016 when he was designated as a tax partner of that firm. On 1 September 2021, he retired from the post of tax partner and was re-designated as the senior advisor of Mazars CPA Limited. Mr. Tam resigned from an independent non-executive director of Colour Life Services Group Co., Limited, a company listed on the Stock Exchange (stock code: 1778) on 12 November 2021. Mr. Tam obtained a bachelor degree of engineering and management from McMaster University, Canada in May 1976 and a master degree of business administration in finance from the University of Toronto, Canada in November 1983. He became a member of the Institute of Chartered Professional Accountant of Ontario, Canada in March 1981 and a fellow member of the Hong Kong Institute of Certified Public Accountants in February 1993.

**Mr. Huang Pu (黃璞)**, aged 49, was appointed as an independent non-executive Director on 1 December 2015. He is also a member of each of the Audit, Remuneration and Nomination Committees and the chairman of the Remuneration Committee. Mr. Huang worked in Huifu Investment Information Limited (匯富投資資訊有限公司) from May 2001 to June 2003. Mr. Huang has worked as a general manager at Beijing Xicheng Jinrui Investment Fund Management Co., Limited (北京熙誠金睿股權投資基金管理有限公司) since 28 June 2018. Currently, Mr. Huang is also an investment consultant in Beijing Dazhong Investment Co., Ltd (北京大中投資有限公司). He obtained a bachelor degree in statistics, a master degree in economics and a doctoral degree in finance from the Renmin University of China (中國人民大學), the PRC in July 1993, July 1996 and July 1999, respectively.

**Mr. Li Zheng (李正)**, aged 64, was appointed as an independent non-executive Director on 1 December 2015. He is also a member of each of the Audit and Nomination Committees. Mr. Li has over 31 years of experience in legal practice. Mr. Li was a partner of Guangdong Run & Race Law Firm (廣東仁人律師事務所) from June 1996 to July 2010 and has been a partner of Guangdong Shentiancheng Law Firm (廣東深天成律師事務所) since August 2010. Mr. Li obtained a bachelor degree of laws from Jilin University (吉林大學), the PRC in August 1983 and was qualified as a lawyer in the PRC in June 1989. He was accredited as "Outstanding Young Lawyer (優秀中青年律師)" by Zhejiang Provincial Department of Justice (浙江省司法廳) and Zhejiang Law Society (浙江省律師協會) in October 1989. Mr. Li obtained the training certification of independent director in March 2011, October 2013, July 2014, October 2015, September 2017 and August 2020, respectively.

## SENIOR MANAGEMENT

**Mr. Chung Tsz Lung Jimmy (鍾子龍)**, aged 61, is the assistant general manager of Sundart Timber. He joined the Group in August 2000 and is mainly responsible for overseeing the operation of the projects in high-end commercial properties and planning and supervising the tender procedure and subcontracting. Prior to joining the Group, Mr. Chung worked as quantity surveyor, contracts manager, assistant maintenance supervisor and project manager in various companies in Hong Kong and Canada. Mr. Chung obtained a higher diploma and associateship in building technology and management from the Hong Kong Polytechnic, Hong Kong (now known as the Hong Kong Polytechnic University, Hong Kong) in November 1982 and November 1983, respectively. Mr. Chung became a member of the Chartered Institute of Building of the United Kingdom in March 1988.

**Mr. Chan Chung Ming (陳仲明)**, aged 53, is the design manager of Sundart Timber. He joined the Group as a design coordinator in September 2000. He is mainly responsible for overseeing the interior fitting-out works and monitoring the progress of design application for the projects. Mr. Chan has over 26 years' experience in interior design and shop drawing presentation of interior decorations for various types of buildings. Prior to joining the Group, Mr. Chan was a design coordinator in Sundart (CIL) Engineering Limited (承達建材工程有限公司) from July 1996 to July 1999. Mr. Chan was awarded a certificate in building studies (architectural) from the Morrison Hill Technical Institute, Hong Kong in August 1992 and graduated from the City University of Hong Kong, Hong Kong in December 1996 with a higher diploma in architectural studies. In 2009 he attended the ISO 14001: 2004 introduction training in the HKQAA.

**Mr. Chiu Yeuk Ho (趙若濠)**, aged 61, is the senior project manager of Sundart Timber. He joined the Group as a quality assurance officer in June 2004 and was promoted to project manager in April 2005. He is mainly responsible for organising the projects and monitoring the progress of the projects. Mr. Chiu has accumulated over 35 years' experience in construction industry. He started his career as an assistant engineering in Shui On Construction Company Limited (瑞安建築有限公司) from February 1984 to July 1987. After that, he was a project coordinator and estimator of Arrow Aluminum Products Limited in Canada from 1987 to October 1992 and a project manager of Pentad Construction Company Limited (大有建築有限公司) from November 1992 to March 1996. He was a project manager of G+H Montage (Hong Kong Projects) Limited from July 1996 to October 1997. Mr. Chiu was a senior project coordinator of Hyundai Engineering & Construction Co., Ltd from November 1997 to June 2004. Mr. Chiu obtained a bachelor degree in geography-survey science from the University of Alberta, Canada in June 1984.

**Mr. Chan Tze Chiu (陳子昭)**, aged 59, is the senior project manager of Sundart Timber. He joined the Group as a project manager in January 2008 and was promoted to a senior project manager in July 2013. He is mainly responsible for organising the projects and monitoring the progress of the projects. Prior to joining the Group, Mr. Chan was the project manager of Enful Engineering Limited (銀豐工程有限公司) from August 1988 to August 1998. Mr. Chan obtained a bachelor degree in civil engineering from Huaqiao University (華僑大學), the PRC in July 1987.

**Mr. Lau Mong Yu Alex (劉夢如)**, aged 59, is the senior purchasing manager (promoted on 1 March 2022) of Sundart Timber. He joined the Group as a senior purchasing officer in August 2003. He is mainly responsible for coordinating all purchasing activities of the Group. With over 26 years of experience in the procurement field, Mr. Lau is experienced in procuring professional timber products and building and decoration related materials. Prior to joining the Group, Mr. Lau was the purchasing manager of Hong Kong Teakwood Works Limited (香港柚木製品有限公司) from March 1994 to October 2001.

## Biographies of Directors and Senior Management

**Ms. Chui Muk Heung (徐木香)**, aged 53, is the Company Secretary and the chief accountant of the Company. Ms. Chui joined the Group as a senior accountant in November 2003. She is mainly responsible for the company secretarial, financial and accounting matters of the Group. Before joining the Group, Ms. Chui had worked as accounting professional in various companies including construction materials firms and accounting firms. She was employed as an accountant by K. Wah Construction Materials (Hong Kong) Limited (嘉華建材(香港)有限公司) in July 1997 and promoted to an assistant accounts manager in June 2001 and left in August 2002. Ms. Chui was accredited as an accounting technician in November 1990. She became a member of the Association of Chartered Certified Accountants and the Hong Kong Institute of Certified Public Accountants in February 2000 and March 2000, respectively.

**Mr. To Ka Wah Kevin (杜嘉華)**, aged 48, is the contracts manager of Sundart Timber. He joined the Group in March 2013 and is mainly responsible for participating in tender and quotation and handling contracts related matters. Prior to joining the Group, Mr. To had previously worked for several engineering companies and interior design companies. Mr. To obtained a bachelor degree of building in construction economics from the University of Technology Sydney, Australia in May 1998.

**Mr. Man Pui Kwan (文沛堃)**, aged 65, is the director of Kin Shing and Sundart Project Management & Consultancy Limited. He joined the Group as a commercial director in September 2010. He is mainly responsible for the day-to-day management of Kin Shing. Mr. Man has over 41 years of experience in the field of quantity surveying and contracts management. Before founding his own business in early 1990, Mr. Man was employed as an assistant quantity surveyor in Rawlinson, Russell & Partners, a quantity surveying and construction cost consulting firm, in July 1980 and was promoted to a quantity surveyor in March 1984 and held the position until July 1987. He was then employed as a quantity surveyor in the Quantity Surveying branch of the Architectural Services Department of the Hong Kong Government from July 1987 to March 1990. Mr. Man set up his own company, Forewin Consultants Limited, in early 1990 and since then has been acting as an executive director, mainly responsible for its general operation. Mr. Man obtained a bachelor degree of science in quantity surveying from the Thames Polytechnic, United Kingdom in June 1980. Mr. Man has been a professional associate of the Royal Institute of Chartered Surveyors, a fellow of the Hong Kong Institute of Surveyors and a member of the Chartered Institute of Arbitrators since January 1984, June 1997 and September 1999, respectively. Mr. Man ceased to be a senior management effective 1 July 2021.

# Corporate Governance Report

The Group has made continued efforts to incorporate the key elements of sound corporate governance into its management structure and internal procedures. The Group is committed to high standards of ethics and integrity in all aspects of business and ensuring that its affairs are conducted in accordance with applicable laws and regulations and for the benefits and in the interests of the Shareholders.

## CORPORATE GOVERNANCE CODE

The Company is committed to achieving and maintaining high standards of corporate governance and has established policies and procedures in compliance with the principles and the Code Provisions set out from time to time.

The Company has complied with the Code Provisions during the Year, except for the following deviation:

Paragraph C.1.6 in Part 2 of the Code Provisions specifies that the independent non-executive Directors and other non-executive Directors should attend general meetings of the Company to gain and develop a balanced understanding of the views of the Shareholders. A non-executive Director and three independent non-executive Directors were absent from the last annual general meeting of the Company held on 3 June 2021 due to travel restrictions imposed as the outbreak of Covid-19 and/or other important business commitments, nevertheless, two independent non-executive Directors have participated the aforesaid meeting through conference call.

## MODEL CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted the Model Code as its own code of conduct regarding Directors' securities transactions. Specific enquiry has been made with all the Directors and all of them confirmed that they have complied with the required standard of dealings as set out in the Model Code throughout the Year. The Company has adopted the same Model Code for securities transactions by employees who are likely to be in possession of inside information of the Company. To the best knowledge of the Directors, there was no incident of non-compliance with the Model Code by the relevant employees during the Year.

## THE BOARD

### Composition of the Board

As at 31 December 2021, the Board consisted of eight Directors comprising four executive Directors, one non-executive Director and three independent non-executive Directors. The composition of the Board during the Year and up to date of this annual report are as follows:

#### Executive Directors

Mr. Ng Tak Kwan (*Chief Executive Officer*)

Mr. Leung Kai Ming

Mr. Xie Jianyu (*Chief Financial Officer*)

Mr. Ng Chi Hang

#### Non-executive Director

Mr. Liu (*Chairman*)

#### Independent non-executive Directors

Mr. Tam Anthony Chun Hung

Mr. Huang Pu

Mr. Li Zheng

For biographical details of all Directors and senior management of the Group, please see “Biographies of Directors and Senior Management”. To the best knowledge of the Directors, save as disclosed in the biographies of the Directors, there is no financial, business, family or other material or relevant relationships among the members of the Board during the Year.

### Functions of the Board and delegation of powers

The principal function of the Board is to consider and approve the overall business plans and strategies of the Group, develop and implement the corporate governance function and supervise the implementation of these policies and strategies and the management of the Group. The Group has an independent management team, which is led by a team of senior management with substantial experience and expertise in the Group’s business.

The Board delegates day-to-day operations of the Group to the executive Directors and management of the Group with department heads responsible for different aspects of the business/functions, while reserving certain key matters in making strategic decision for its approval. When the Board delegates aspects of its management and administration functions to management, it gives clear directions as to the powers of management, in particular, with respect to the circumstances where management needs to report back and obtain prior approval from the Board before making decisions or entering into any commitments on behalf of the Company.

### Board and general meetings

The Directors can attend meetings in person or through other means of electronic communication in accordance with the Articles of Association. All minutes of the Board meetings were recorded in sufficient details of the matters considered by the Board and the decisions reached.

Pursuant to paragraph C.5.1 in Part 2 of the Code Provisions, the Board should meet regularly and board meetings should be held at least four times a year. During the Year, the Board held 17 meetings, four of which were regular meetings.

The attendance record of each Director at the Board meetings, the Audit Committee meetings, the Remuneration Committee meetings, the Nomination Committee meetings, the Internal Control Committee meetings and the general meetings of the Company held during the Year was as follows:

Directors	Attendance/Number of meetings held					
	Board meetings	Audit Committee meetings	Remuneration Committee meetings	Nomination Committee meetings	Internal Control Committee meetings	2021 Annual general meeting
<b>Executive Directors</b>						
Mr. Ng Tak Kwan	17/17	N/A	1/1	N/A	N/A	1/1
Mr. Leung Kai Ming	17/17	N/A	N/A	N/A	N/A	1/1
Mr. Xie Jianyu	17/17	N/A	N/A	N/A	2/2	1/1
Mr. Ng Chi Hang	17/17	N/A	N/A	N/A	N/A	1/1
<b>Non-executive Director</b>						
Mr. Liu	8/17	N/A	N/A	1/1	2/2	0/1
<b>Independent non-executive Directors</b>						
Mr. Tam Anthony Chun Hung	8/17	4/4	1/1	N/A	N/A	0/1
Mr. Huang Pu	8/17	4/4	1/1	1/1	N/A	0/1
Mr. Li Zheng	8/17	4/4	N/A	1/1	N/A	0/1

### **Directors' appointment and re-election**

In compliance with paragraph 4(2) of Core Shareholder Protection Standards as set out in Appendix 3 to the Listing Rules, any person appointed by the directors to fill a casual vacancy on or as an addition to the board shall hold office until the first annual general meeting after appointment, and shall then be eligible for re-election. By virtue of article 74(3) of the Articles of Association, 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 on the Board or as an additional director. Any director appointed by the Board to fill a casual vacancy shall hold office only until the next general meeting of the Company after his appointment and be subject to re-election at such meeting. Any director appointed by the Board as an addition to the existing Board shall hold office only until the next annual general meeting of the Company and shall then be eligible for re-election.

In compliance with paragraph B.2.2 in Part 2 of the Code Provisions, every director should be subject to retirement by rotation at least once every three years. Furthermore, pursuant to article 75(1) of the Articles of Association, at each 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 (including those appointed for a specific term) shall be subject to retirement by rotation at least once every three years. A retiring director shall be eligible for re-election.

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

The Company has three independent non-executive Directors which complies with Rules 3.10(1) and 3.10A of the Listing Rules. Furthermore, among these three independent non-executive Directors, Mr. Tam Anthony Chun Hung has appropriate professional qualifications or accounting or related financial management expertise as required by Rule 3.10(2) of the Listing Rules. In accordance with Rule 3.13 of the Listing Rules, the Company has received from each of its independent non-executive Directors a written confirmation of his and/or his immediate family members' (as defined in the Listing Rule) independence. The Company considers each of Mr. Tam Anthony Chun Hung, Mr. Huang Pu and Mr. Li Zheng continues to be independent.

### **Chairman and chief executive officer**

According to paragraph C.2.1 in Part 2 of the Code Provisions, the roles of the chairman and the chief executive should be separate and should not be performed by the same individual. Mr. Liu is the chairman of the Board and Mr. Ng Tak Kwan is the chief executive officer. Therefore, paragraph C.2.1 in Part 2 of the Code Provisions has been complied with.

### **Directors' and officers' liabilities**

The Company has arranged for appropriate insurance covering the liabilities in respect of legal action against the Directors and officers that may arise out of its corporate activities. The insurance coverage is reviewed on an annual basis.

### **Continuing professional development**

According to paragraph C.1.4 in Part 2 of the Code Provisions, all Directors shall participate in continuous professional development to develop and refresh their knowledge and skills to ensure their contribution to the Board remains informed and relevant. The Company would arrange and/or introduce some Director's training courses for the Directors to develop and explore their knowledge and skills.

## Corporate Governance Report

Each newly appointed Director receives comprehensive, formal and tailored induction on or before the first occasion of his appointment, so as to ensure that he has appropriate understanding of the business and operations of the Group and that he is fully aware of his responsibilities and obligations under the Listing Rules and relevant regulatory requirements. The Directors are continually updated on the legal and regulatory developments, as well as business and market changes, to facilitate the discharge of their responsibilities.

In order to ensure the Directors' contribution to the Board remains informed and relevant and to develop and refresh knowledge and skills of the Directors, the Company has encouraged and funded suitable trainings for Directors to participate in continuous professional developments. During the Year, the record of the trainings of the Directors, on a named basis, is set out in the table below.

Directors	Reading journals, written training materials and/or updates	Attending courses, seminars, conferences and/or forums	Receiving briefings from chief financial officer, Company Secretary and/or other executives
<b>Executive Directors</b>			
Mr. Ng Tak Kwan	✓	✓	✓
Mr. Leung Kai Ming	✓	✓	✓
Mr. Xie Jianyu	✓	✓	✓
Mr. Ng Chi Hang	✓	✓	✓
<b>Non-executive Director</b>			
Mr. Liu	✓	✓	✓
<b>Independent non-executive Directors</b>			
Mr. Tam Anthony Chun Hung	✓	✓	✓
Mr. Huang Pu	✓	✓	✓
Mr. Li Zheng	✓	✓	✓

Note: All of the abovementioned trainings are relevant to the Group's business, the economy, corporate governance, rules and regulations, accounting, financial or professional skills and/or directors' duties and responsibilities.

## BOARD COMMITTEES

### Audit Committee

The Audit Committee was established with written terms of reference which are in compliance with the Code Provisions and are available on the respective websites of the Stock Exchange and the Company. The primary duties of the Audit Committee are to make recommendations to the Board on the appointment and removal of the external auditor, review the financial statements, provide advice in respect of financial reporting, review the risk management and internal control systems, and the effectiveness of the Group's internal audit function.

The Audit Committee comprises three independent non-executive Directors, namely, Mr. Tam Anthony Chun Hung (the chairman of the Audit Committee), Mr. Huang Pu and Mr. Li Zheng.

The Audit Committee has performed the following works during the Year and up to the date of this annual report:

- to review, inter alia, the annual results of the Group for the years ended 31 December 2020 and 2021, and the interim results of the Group for the six months ended 30 June 2021;

- to review of the Group's risk management, internal control systems, financial reporting systems, and financial and accounting principles and policies;
- to review of the audit plan for the year ended 31 December 2021;
- to recommend to the Board to re-appoint the external auditor at the 2021 and 2022 annual general meetings;
- to review the effectiveness of the internal audit function of the Company;
- to review the findings in the internal control report;
- to review the 2022 internal audit plan;
- to review the continuing connected transactions of the Group; and
- to review the compliance with the terms of the Amended Deed.

### Remuneration Committee

The Remuneration Committee was established with written terms of reference which are in compliance with the Code Provisions and are available on the respective websites of the Stock Exchange and the Company. 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 and senior management of the Group, review performance based remuneration and ensure none of the Directors determine their own remuneration.

The Remuneration Committee comprises two independent non-executive Directors, namely, Mr. Huang Pu (the chairman of the Remuneration Committee) and Mr. Tam Anthony Chun Hung, and one executive Director, namely, Mr. Ng Tak Kwan.

The Remuneration Committee has performed the following works during the Year and up to the date of this annual report:

- to review, inter alia, the performance and remuneration package of the Directors;
- to review the Company's policy and structure for remuneration of all members of senior management of the Group;
- to approve the recommendation of no change to the existing remuneration of executive Directors (where Mr. Ng Tak Kwan abstained from voting in determining his own remuneration) and senior management in August 2021; and
- to approve the proposed remuneration of executive Directors (where Mr. Ng Tak Kwan abstained from voting in determining his own remuneration) and senior management with effective from March 2022.

Pursuant to paragraph E.1.5 in Part 2 of the Code Provisions, the remuneration of the members of the senior management by band for the Year is set out below:

Remuneration bands (HK\$)	Number of individual(s)
Up to 1,000,000	5
1,000,001 to up to 2,000,000	3

Further particulars in relation to Directors' remuneration and the five highest paid employees as required to be disclosed pursuant to Appendix 16 to the Listing Rules are set out in notes 12 and 13 to the consolidated financial statements, respectively.

### **Remuneration policy for Directors and senior management**

The remuneration payable to the employees includes salaries and allowances. The Group's remuneration policies are formulated based on the performance of individual employees and are reviewed regularly. Subject to the Group's profitability, the Group may also provide a discretionary bonus to employees as an incentive for their contribution to the Group. The primary goal of the remuneration policy with regard to the remuneration packages of the executive Directors is to enable the Group to retain and motivate the executive Directors by linking their compensation with performance as measured against corporate objectives achieved. Each of the executive Directors is entitled to the remuneration packages including basic salaries and discretionary bonuses.

The Company's share option scheme was adopted pursuant to a resolution passed on 1 December 2015. The Company believes that by offering the eligible persons a shareholding stake in the Company, the interests of the eligible persons and the Company will align and thereby the eligible persons will have additional incentives to improve the Company's performance. For details, please see "Directors' Report – Share Option Scheme".

### **Nomination Committee**

The Nomination Committee was established with written terms of reference which are in compliance with the Code Provisions and are available on the respective websites of the Stock Exchange and the Company. The primary duties of the Nomination Committee include reviewing the structure, size, and composition of the Board, assessing the independence of independent non-executive Directors and making recommendations to the Board on matters relating to the appointment of Directors.

The Board is empowered under the Articles of Association to appoint any person as a Director either to fill a casual vacancy or, as an additional member of the Board. Qualified candidates will be proposed by the Nomination Committee to the Board for consideration and the selection criteria are mainly based on the assessment of their professional qualifications and experience. The Board selects and recommends candidates for directorship to the Shareholders having regards to the balance of skills and experience appropriate to the Group's business.

The Nomination Committee comprises one non-executive Director, namely, Mr. Liu (the chairman of the Nomination Committee), and two independent non-executive Directors, namely Mr. Huang Pu and Mr. Li Zheng.

The Nomination Committee has performed the following works during the Year and up to the date of this annual report:

- to review the structure, size and composition (including the skills, knowledge and experience) of the Board as well as the policy concerning the diversity of the members of Board;
- to assess the independence of the independent non-executive Directors;
- to review the policy for nomination of directors, performed by the Nomination Committee;
- to review the nomination procedures and the process and criteria adopted by the Nomination Committee to select and recommend candidates for directorship;
- to review the achievement of the measurable objectives set out in the board diversity policy; and
- to determine the rotation of the Directors at the 2021 and 2022 annual general meetings.

**Nomination policy**

The Company has adopted a nomination policy for the Nomination Committee to select and recommend candidates for directorship. Details of the nomination procedures and process and the selection criteria are disclosed below.

***Nomination procedures and process***

The Nomination Committee will review the structure, size and composition of the Board and make recommendations on any proposed changes of the Board. The Nomination Committee will identify or select suitable candidates by referrals, advertising or recommendations from an independent third agency with due consideration of the selection criteria (as hereinafter mentioned). By conducting evaluation of candidates, including interviews, presentations, background checks and third-party reference checks, the Nomination Committee will determine a candidate suitable for directorship and make recommendations to the Board for appointment. The Nomination Committee will also review the performance of retiring Directors and make recommendation to the Board for the continuance, re-appointment or removal of Directors. The Board will have the final authority on determining the selection of nominees.

***Selection criteria***

While recommending any potential Board members or re-appointment of existing members to the Board, the Nomination Committee shall consider a number of factors, including but not limited to the following:

- skills, knowledge and experience relevant to the industry and the operations of the Group;
- diversity need in all aspects as set out in the board diversity policy;
- integrity, character, judgment, independence, corporate experience, length of service, potential conflicts of interest and other commitments;
- commitment in respect of sufficient time to effectively discharge fiduciary duties of Directors;
- details of substantial interest in the Group and the relationship with the existing Directors;
- number of listed company directorship for independent non-executive Directors; and
- any other factors as the Nomination Committee may deem fit to consider in the best interests of the Group and the Shareholders.

***Amendments to the nomination policy***

In case of any amendments or clarifications issued by the relevant authorities, not being consistent with the nomination policy, such amendments or clarifications shall prevail upon the nomination policy and the nomination policy will be amended accordingly. The Nomination Committee has the power to amend the nomination policy from time to time.

**Board diversity policy**

The Company has adopted a board diversity policy since the Listing Date. A summary of such board diversity policy, the measurable objectives set for implementing such board diversity policy, and the progress made towards achieving those objectives are disclosed below.

***Summary of the board diversity policy***

With a view to achieving a sustainable and balanced development, the Company sees increasing diversity at the Board level as an essential element in supporting the attainment of its strategic objectives and its sustainable development. In designing the Board's composition, Board diversity has been considered from a number of aspects, including but not limited to gender, age, cultural and educational background, professional experience, skills and knowledge. All Board appointments will be based on merit, and candidates will be considered against objective criteria, having due regard for the benefits of diversity on the Board.

**Measurable objectives**

Selection of candidates will be based on a range of diversified perspectives, including but not limited to gender, age, cultural and educational background, professional experience, skills and knowledge. The ultimate decision will be based on merit and contribution that the selected candidates will bring to the Board. The Board's composition will be disclosed in the corporate governance report annually in accordance with the Listing Rules.

**Monitoring**

The Nomination Committee has reviewed the achievement of the measurable objectives as set out in the board diversity policy.

**Diversity of the Board**

The existing members of the Board are well experienced in the fitting-out and alteration and addition and construction industry, investment and finance businesses. Some of them are professionals in project management, finance, accounting and legal with extensive experience.

In view of the present size and complexities of the Group's operations and the nature of the risks and challenges it faces, the Nomination Committee considers the Company has struck a right balance of skills, experience, knowledge and diversity among the present members of the Board.

The Board sees increasing diversity within the Board as essential to support reaching its objectives and overall development of the Group. In considering the Board's succession, the Board will take opportunities to appoint at least 1 female director by the end of 2024 when suitable candidates are identified and will endeavour to increase the proportion of female members over time to achieve gender parity on the Board.

**ACCOUNTABILITY AND AUDIT****Directors' and auditor's responsibilities for the consolidated financial statements**

All Directors acknowledge their responsibility to prepare the Group's consolidated financial statements for each financial period to give a true and fair view of the state of affairs of the Group and of the results and cash flows for that period. In preparing the consolidated financial statements for the Year, the Board has selected suitable accounting policies and applied them consistently, made judgments and estimates that are prudent, fair and reasonable and prepared the consolidated financial statements on a going concern basis. The Directors are responsible for taking all reasonable and necessary steps to safeguard the assets of the Group and to prevent and detect fraud and other irregularities. A statement by auditor about their reporting responsibilities on the consolidated financial statements is set out in the independent auditor's report. The Directors continue to adopt the going concern approach in preparing the consolidated financial statements and are not aware of any material uncertainties relating to events or conditions that may cast significant doubt upon the Company's ability to continue as a going concern.

**Auditor's remuneration**

During the Year, the remuneration paid or payable to the auditor of the Company, BDO Limited, in respect of their audit and non-audit services was as follows:

	HK\$'000
Audit service fee	1,300
Non-audit service fee (included interim financial review and tax compliance services)	347
<b>Total</b>	<b>1,647</b>

## CORPORATE GOVERNANCE FUNCTIONS

The Board has performed the following corporate governance duties of the Company in accordance with the written terms of reference adopted by the Board during the Year and up to the date of this annual report:

- to develop and review the policies and practices on corporate governance of the Company and make recommendations;
- to review and monitor the training and continuous professional development of Directors and management of the Group;
- to review and monitor the Group's policies and practices on compliance with legal and regulatory requirements;
- to develop, review and monitor the code of conduct and compliance manual (if any) applicable to Directors and employees of the Group; and
- to review the Company's compliance with the Code Provisions and the disclosure in the corporate governance report of the Company.

## RISK MANAGEMENT AND INTERNAL CONTROL

The Group has a risk management procedure and an internal control system that are characteristics of a clear governance structure, policy procedure and reporting mechanism, to help the Group manage its risks in all business segments.

The Group has established an organisational structure for risk management, composed of the Board, the Audit Committee, the risk management team, and the business departments, management and staff of the Group. The Board assesses and determines the nature and extent of risks that the Group is willing to accept in achieving its strategic objectives, and ensures that it establishes and maintains proper and effective risk management and develops a suitable corporate risk culture. The Board also monitors the coordination among the staff, corporate strategy, risk, internal control and compliance.

The Group has also developed and adopted a management system for corporate risks, which provides effective solutions to risk identification, assessment and handling. For at least once a year, the risk management team identifies the risks affecting the Group in realising its business objectives, works out ratings and rankings for such risks based on their possibility and impact, formulates solutions and strategies to major risks, and designates the people in charge of addressing such risks.

In addition, the Group has engaged an independent professional advisor to assist the Board and the Audit Committee in on-going monitoring of the internal control systems of the Group by identifying deficiencies in the design and implementation of internal controls and proposing recommendations for improvement.

Risk management report and internal control report are submitted to the Audit Committee and the Board annually. The Board had performed annual review on the effectiveness of the Group's risk management and internal control systems for the Year, including but not limited to the Group's ability to cope with its business transformation and changing external environment; the scope and quality of management's review on risk management and internal control systems; result of internal audit work; the extent and frequency of communication with the Board in relation to result of risk and internal control review; significant failures or weaknesses identified and their related implications; and status of compliance with the Listing Rules. The Board considers the Group's risk management and internal control systems are effective and adequate.

The risk management and internal control systems are designed to manage rather than eliminate the risk of failure to achieve business objectives, and can only provide reasonable and not absolute assurance against material misstatement or loss.

## PROCEDURES AND INTERNAL CONTROLS FOR THE HANDLING AND DISSEMINATION OF INSIDE INFORMATION

The Group complies with the requirements of the SFO and the Listing Rules. The Group discloses inside information to the public as soon as reasonably practicable unless the information falls within any of the Safe Harbours as provided in the SFO. Before the information is fully disclosed to the public, the Group ensures the information is kept strictly confidential. If the Group believes that the necessary degree of confidentiality cannot be maintained or that confidentiality may have been breached, the Group would immediately disclose the information to the public. The Group is committed to ensuring that information contained in announcements are not false or misleading as to a material fact, or false or misleading through the omission of a material fact in view of presenting information in a clear and balanced way, which requires equal disclosure of both positive and negative facts.

## SHAREHOLDERS ENGAGEMENT

The Company values communication with the Shareholders. The Company uses two-way communication channels to account to Shareholders for the performance of the Company. Enquiries and suggestions from Shareholders are welcomed, and enquires may be put to the Board through the following channels to the Company Secretary:

1. By mail to the Company's principal place of business at 19/F, Millennium City 3, 370 Kwun Tong Road, Kowloon, Hong Kong;
2. By fax number 2490 0685; or
3. By email at [ir@sundart.com](mailto:ir@sundart.com)

The Company uses a number of formal communication channels to account to the Shareholders for the performance of the Company. These include (i) the publication of interim and annual reports; (ii) the annual general meeting or extraordinary general meeting providing a forum for the Shareholders to raise comments and exchange views with the Board; (iii) updated key information of the Group available on the respective websites of the Stock Exchange and the Company; (iv) the Company's website offering communication channel between the Company and its Shareholders; and (v) the Company's branch share registrar in Hong Kong serving the Shareholders in respect of all share registration matters.

The Company aims to provide its Shareholders with high standards of disclosure and financial transparency. The Board is committed to providing clear, detailed, timely manner and on a regular basis information of the Group through the publication of interim and annual reports and/or dispatching circulars, notices, and other announcements.

The Company strives to take into consideration its Shareholders' views and inputs, and address Shareholders' concerns. Shareholders are encouraged to attend the annual general meeting for which at least 20 clear business days' notice shall be given. The chairman of the Board as well as chairmen of the Audit Committee, the Nomination Committee and the Remuneration Committee, or in their absence, the Directors are available to answer the Shareholders' questions on the Group's businesses at the meeting. To comply with paragraph F.2.2 in Part 2 of the Code Provisions, the management of the Group will ensure the external auditor to attend the annual general meeting to answer questions about the conduct of the audit, the preparation and content of the auditor's report, the accounting policies and auditor independence.

The Board has established a shareholders' communication policy on 1 December 2015 and will review it on a regular basis to ensure its effectiveness.

In order to promote effective communication, the Company also maintains a website ([www.sundart.com](http://www.sundart.com)) which includes the latest information relating to the Group and its businesses.

## SHAREHOLDERS' RIGHTS

As one of the measures to safeguard shareholders' interests and rights, separate resolutions are proposed at shareholders' meetings on each substantial issue, including the election of individual Directors, for Shareholders' consideration and voting. Besides, various rights of Shareholders, including the right to propose resolutions, are contained in the Articles of Association.

The summary of certain rights of the Shareholders is disclosed below.

### Procedures for convening general meetings and putting forward proposals at general meetings

According to article 49 of the Articles of Association, any one or more Shareholder(s) holding at the date of deposit of the requisition not less than one-tenth of the issued Shares carrying the right of voting at general meetings of the Company shall at all times have the right, by written requisition to the Board or the Company Secretary, to require an 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 two months after the deposit of such requisition. If within 21 days of such deposit the Board fails to proceed to convene such meeting for a day not more than 28 days after the date on which the notice convening the meeting is given, the requisitionist(s) himself (themselves), or any of them representing more than one-half of the total voting rights of all of them, may do so in the same manner but any meeting so convened shall not be held after the expiration of three months from the date of deposit of requisition, 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.

Any requisition to convene an extraordinary general meeting or proposal to be put forward at the general meeting can be addressed to the principal place of business in Hong Kong of the Company marked with the attention of the Board or the Company Secretary or to the Hong Kong branch share registrar of the Company at Computershare Hong Kong Investor Services Limited, 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong. The requisitionists must state in their request(s) the objects of the extraordinary general meeting to be convened, and such request must be signed by all the requisitionists. Upon receipt, the Company will verify the requisitionists' particulars and if the request is in order, the Company will convene the extraordinary general meeting in accordance with the Articles of Association.

### Procedures for propose a person for election as a Director

The procedures for proposing a person for election as a Director are posted on the Company's website at [www.sundart.com](http://www.sundart.com).

## DIVIDEND POLICY

The Board adopted a dividend policy in recommending dividends, to allow the Shareholders to participate in the Company's profits and the Company to maintain adequate reserves to meet its future growth.

The Directors intend to declare dividends, if any, in HK dollars with respect to Shares on a per Share basis and will pay such dividends in HK dollars. Any final dividend for a financial year will be subject to the Shareholders' approval. The Directors consider that dividends to be declared and paid will depend on a number of factors. The Directors intend, subject to certain limitations, and in the absence of any circumstances which might reduce the amount available for distribution whether by losses or otherwise, to distribute to the Shareholders approximately 40% of profits available for distribution for the financial years. Such declarations of dividends, however, will only be recommended by the Directors after taking into account, among other things, the Group's results of operations, cash flows and financial condition, operating and capital requirements, prevailing economic climate, the amount of distributable profits based on Hong Kong Financial Reporting Standards, the memorandum of association of the Company, the Articles of Association, the BVI Companies Act, applicable laws and regulations and such other factors which the Directors may deem relevant. There is, however, no assurance that dividend of such amount or any amount will be declared or distributed in any financial year.

The Board will continually review the dividend policy and reserves the right in its sole and absolute discretion to update, amend and/or modify the dividend policy at any time. The dividend policy shall in no way constitute a legally binding commitment by the Company in respect of future dividend and/or in no way obligate the Company to declare a dividend at any time or from time to time.

## CONSTITUTIONAL DOCUMENTS

There was no change to the Company's constitutional documents during the Year. The Articles of Association is available on the respective websites of the Stock Exchange and the Company. Furthermore, the Board proposes to amend the Articles of Association and adopt a second amended and restated articles of association of the Company (the "**New Articles of Association**") on 11 April 2022, in order to (i) bring the Articles of Association in line with the amendments made to the applicable laws of the BVI and the latest amendments to Appendix 3 to the Listing Rules which took effect on 1 January 2022; and (ii) incorporate certain housekeeping amendments. The adoption of the New Articles of Association is subject to approval by the Shareholders by way of a special resolution at the AGM, and will become effective upon the approval of the Shareholders at the AGM.

## COMPANY SECRETARY

The Company Secretary is Ms. Chui Muk Heung. Details of the biography of the Company Secretary are set out in the section headed "Biographies of Directors and Senior Management" of this annual report.

The Company Secretary reports to the chief executive officer directly and is responsible to the Board for ensuring that the Board procedures, applicable laws, rules and regulations are followed as well as the Board activities are efficiently and effectively conducted. She is also responsible for ensuring that the Board is fully appraised of the relevant corporate governance developments relating to the Group and facilitating the induction and professional development of the Directors.

According to the Rule 3.29 of the Listing Rules, the Company Secretary has taken no less than 15 hours of relevant professional training for the Year.

# Environmental, Social and Governance Report

## ABOUT ESG REPORT

The Group, while focusing on its business development, is also strongly committed to corporate social responsibilities.

This ESG report provides details on the Group's ESG performance during the Year, in compliance with the Environmental, Social and Governance Reporting Guide (the "**ESG Reporting Guide**") as set out in Appendix 27 to the Listing Rules.

## REPORTING SCOPE

This ESG report covers the environmental and social issues identified in the materiality assessment for the Group's core businesses with direct management control during the Year. Relevant information includes the management policies, measures, compliance and ESG performance.

Unless otherwise specified, the businesses that have been covered would be aligned with the previous ESG report, including fitting-out works in Hong Kong and Macau; alteration and addition and construction works in Hong Kong; manufacturing factory in Dongguan; and regional offices and project sites in Shenzhen, Shanghai and Beijing.

## REPORTING PRINCIPLES

The reporting methodologies adopted herein strictly comply with the principles of materiality, quantitative, balance and consistency in accordance with the ESG Reporting Guide.

### Materiality

Materiality assessment is carried out to identify material ESG matters related to the Group's business, and to review both direct and indirect implications to the Group's sustainable development and stakeholders. To address stakeholder concerns, the contents of the ESG report are presented based on the materiality of ESG issues.

### Quantitative

The Group refers to internationally recognised methodologies for specific calculations with measurable figures so that the effectiveness of our policies and management systems set can be validated objectively and continuously. Please refer to the relevant data points and their notes for details.

### Balance

The Group discloses both positive and negative issues and performance regarding its business.

### Consistency

Data presented in the ESG report was prepared using consistent methodologies over time unless otherwise specified (either in text or in footnotes). Data for the Previous Year have been enclosed for comparison.

## ESG GOVERNANCE

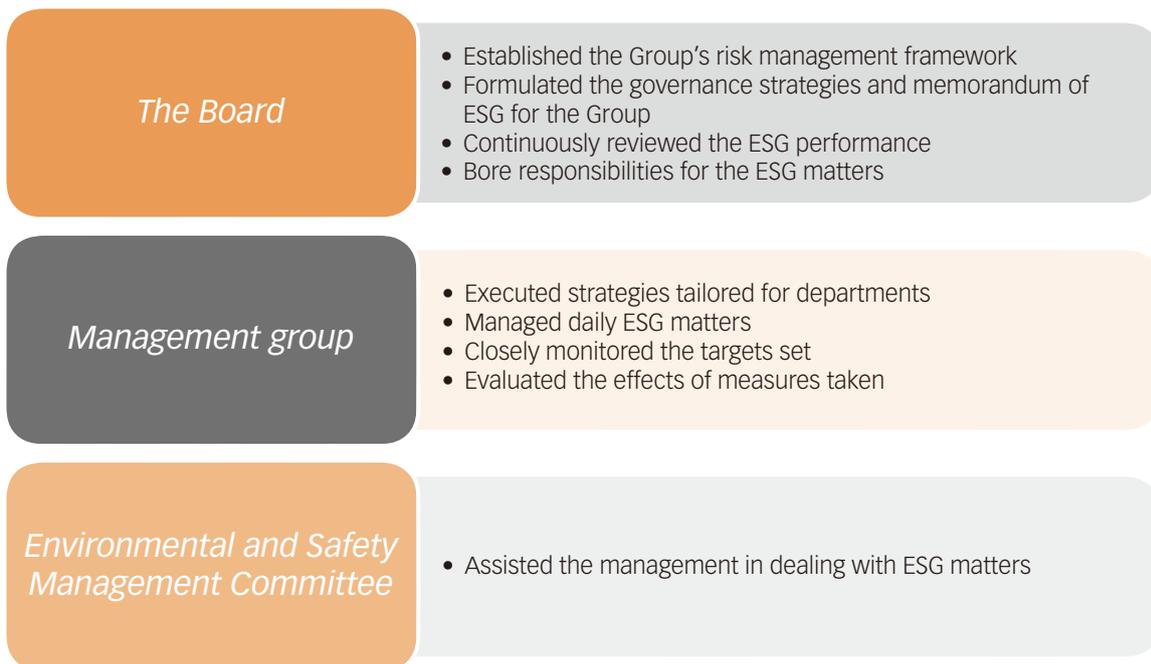
The Group maintains its pledge to apply strong sustainability concepts and key principles of ESG in setting its business strategies and operations.

The Group's risk management framework established by the Board determines the risk assessment, evaluation and mitigation procedures that the Group applied to monitor risk exposure. It ensures the appropriateness and effectiveness of the internal control measures and risk management plan. The risk management framework incorporates ESG factors such as energy consumption, environmental pollution as well as health and safety into consideration.

Sundart's sustainability management comes under the purview of the Board, formulating the governance strategies and memorandum of ESG for the Group, continuously reviewing the ESG performance and bearing responsibilities for the underlying matters. With the support of our management groups from different backgrounds, the Group can execute strategies tailored for departments, manage daily ESG matters and closely monitor the progress of the ESG goals set to evaluate the effects of measures taken. The Board approves the ESG report after the management review.

The Group has also established relevant dedicated teams, such as the environmental and safety management committee consisting of staff with specialised management knowledge and professional background, to assist the management in dealing with relevant matters.

The Board has stipulated the sustainability targets together with concrete action plans to its development roadmap in each business unit, further enhancing the ESG work performance. During the Year, the objectives and targets had been satisfied and reviewed during the management review meeting. Details are shown under "Safeguarding the environment" section.



## ENGAGEMENT OF STAKEHOLDERS

In order to determine the issues that are relevant and material to the business operations, the Group regularly engages key internal and external stakeholders with diversified ways to ensure effective communications of the progress to address their concerns and expectations, thus strengthen mutual trust between the Group and stakeholders. In particular, the Group involved the stakeholder groups that are directly affected by its operations or potentially influence its business, including staff, customers and owners, shareholders and investors, suppliers and business partners, governments and regulatory authorities, as well as community organisations and others. The table below summarises the communication mechanisms for different stakeholder groups:

Staff	Customers and owners	Shareholders and investors
<ul style="list-style-type: none"> <li>• Work conferences and counselling</li> <li>• Training and staff activities</li> <li>• Performance assessment</li> </ul>	<ul style="list-style-type: none"> <li>• Customer hotlines and emails</li> <li>• Sales services and after-sale return visits</li> <li>• Questionnaires</li> </ul>	<ul style="list-style-type: none"> <li>• General meetings</li> <li>• Annual and interim reports</li> <li>• Announcements and communications</li> </ul>
Suppliers and business partners	Governments and regulatory authorities	Community organisations and others
<ul style="list-style-type: none"> <li>• Work conferences</li> <li>• Inspections and appraisals</li> <li>• Industry meetings</li> </ul>	<ul style="list-style-type: none"> <li>• Public forums</li> <li>• Government websites</li> <li>• Advertising and consulting</li> </ul>	<ul style="list-style-type: none"> <li>• Voluntary activities</li> <li>• Charitable services</li> <li>• Collaboration with social enterprise</li> </ul>

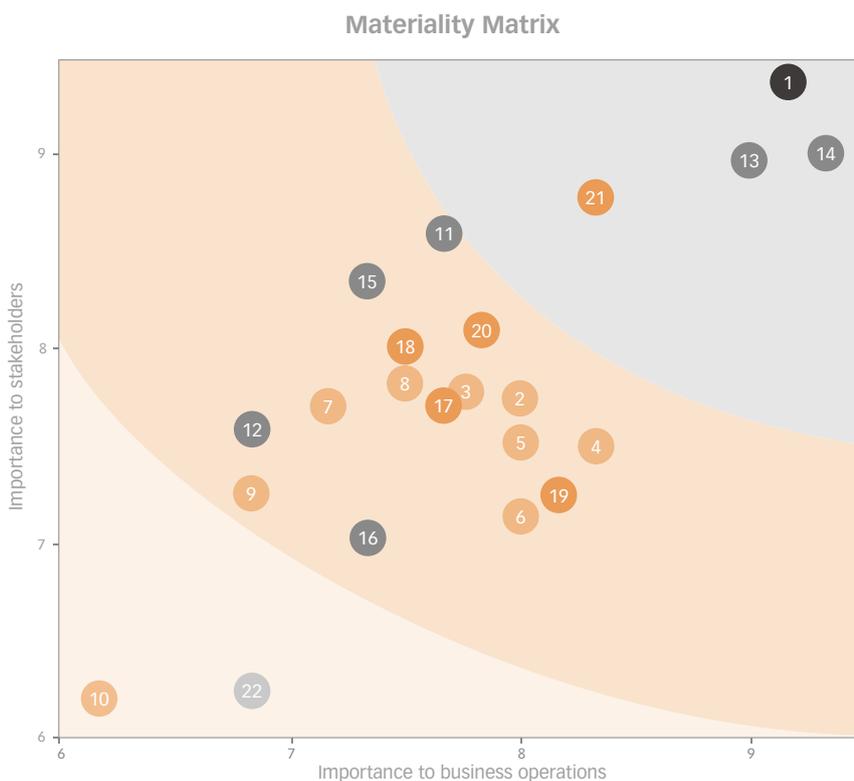
## MATERIALITY ASSESSMENT ON ESG ISSUES

To prepare the ESG report, we have conducted extensive questionnaire surveys to collect views from various internal and external stakeholder groups. The assessment began with risks identified by our risk management framework and supplemented with focused researches on peer companies, international standards and industry trends to identify topics that could be impactful to our stakeholders.

Questionnaires were distributed to the stakeholder groups. Stakeholders assessed the ESG issues in the perspectives of "importance to stakeholders" and "importance to business operations". The individual assessment results were summarised and consolidated on a matrix of the ESG issues.

## Environmental, Social and Governance Report

The ESG report presents 22 matters related to ESG issues and the related materiality matrix during the Year was as follows:

**No. Material ESG Issues****Compliance**

- 1 Compliance with laws and regulations

**Environmental**

- 2 Emissions of pollutants and greenhouse gas  
 3 Disposal and management of waste  
 4 Resource recovery  
 5 Use and efficiency of energy  
 6 Use of water resources  
 7 Green building  
 8 Environmental impact from construction and management system  
 9 Noise pollution  
 10 Climate risk and resilience

**Staff**

- 11 Remuneration and benefits  
 12 Equal opportunity and anti-discrimination  
 13 Occupational health and safety  
 14 Pandemic control  
 15 Development and training  
 16 Forbidding child or forced labour

**No. Material ESG Issues****Product**

- 17 Supplier chain and risk management  
 18 Intellectual property rights, project quality and product safety  
 19 After-sales services and handling of complaints  
 20 Protection of customer privacy  
 21 Prevention of bribery, fraud and money laundering

**Community**

- 22 Community investment

## PRODUCT RESPONSIBILITY

### Prevention of bribery, fraud and money laundering

We owe our success to be one of the leaders in the industry in upholding the core value of “open-minded, responsible and upright”. The Group strictly adheres to the principles of integrity and honest business operation and follows the laws and regulations on preventing bribery, fraud and money laundering, including the Prevention of Bribery Ordinance and Anti-Money Laundering and Counter-Terrorist Financing Ordinance in Hong Kong, the Prevention and Suppression of the Crime of Money Laundering in Macau, Anti-Unfair Competition Law in the PRC and other applicable laws and regulations. The laws and regulations prohibit the dishonest operation or money laundering and forbid our employees to accept or provide any benefit to influence commercial decisions. All employees are required to sign a Code of Conduct on commencement of employment relations with the Group. Details are listed as follows:

1. Soliciting or accepting advantages including gifts, loans, fees, rewards, office facilities, employment, contracts, services and discounts, etc. from customers, suppliers or any other person in connection with the Group’s interests is strictly prohibited. Acceptance of voluntarily given advantages may, however, be considered if:
  - i. the acceptance will not influence the decision and behaviour of the recipient;
  - ii. the recipient will not feel obliged to do something in return for the offer;
  - iii. the recipient can openly discuss the acceptance without reservation; and
  - iv. the nature and value of advantage (such as advertising or promotional gift) are such that refusal could be regarded as unsociable or impolite.
2. Under no circumstances should the staff offer bribes or similar advantages to any person or company in order to obtain/retain business, to acquire confidential business information or to obtain approval/certification of work completion of the Group’s projects, or to seek for any other return of personal advantages.

The Group partnered with the legal advisors to deliver trainings to the Board regarding amendments to the Listing Rules to expand its disciplinary powers and the range of sanctions available which took effective from 3 July 2021. For example, the Stock Exchange proposed to introduce secondary liability to all relevant and participated parties for breaches of the Listing Rules. This is to ensure that the Board is fully aware of the potential impacts of lowering existing thresholds for public statements regarding individuals, and to introduce director unsuitability statements because of involvement in fraud such as bribery, money laundering and misappropriation of funds against individuals, etc. Examples have been given as training materials for participants to be fully aware of and understand the possible situations that could be. The Group will consider circulating the training materials through email and uploading to the internal portal for directors and staff to check with, also adding a separate session in the employee training plan next year to strengthen their understanding in terms of anti-corruption.

The Group has established whistle-blowing procedures. Both internal parties and business partners can report suspicious cases, including breach of the regulations or ethical misbehaviour, to the independent non-executive Directors by email for follow-up actions. Whistle-blower’s identity and reported information are kept stringently confidential.

The independent non-executive Directors will then conduct a detailed investigation of the case. If the misbehaviour is valid, the reported person will be punished, or severe cases will be brought to relevant law enforcement authorities if necessary. Based on the above measures, the Group has not identified any major non-compliance of laws and regulations relating to anti-bribery, fraud and money laundering as well as legal cases regarding corrupt practices brought against the Group or employees during the Year.

### Protection of customer privacy

The Group gets access to the personal data of customers in its fitting-out works, alteration and addition and construction business, and manufacturing, sourcing and distribution of interior decorative materials business. We understand that it is of paramount importance to protect the privacy of customers and operate strictly in accordance with the laws and regulations in relation to the protection of personal data of customers, including the Personal Data (Privacy) Ordinance in Hong Kong, the Personal Data Protection Act in Macau, Protection of Consumer Rights and Interests Law in the PRC and other applicable laws and regulations.

The laws and regulations require that personal data users must collect and use other persons' personal data in a legal and fair manner. The Group has taken all practicable steps to ensure that personal data is accurate and kept no longer than necessary, such as establishing guidelines for restricting the use of personal data and requiring employees to properly manage customers' information in terms of collection, storage and use. Below are some details extracted from the guidelines:

1. The employees of the Group are required to obtain consent from customers before they collect customers' personal data;
2. The use of the data is only applicable to the business related to customers and any modification to or disclosure of customers' data without their approval is strictly forbidden; and
3. All confidential information including personal data of customers and intellectual property rights created or obtained must be properly stored and encrypted. Only authorised business personnel can have access to them.

The Hong Kong's Personal Data (Privacy) (Amendment) Ordinance 2021 came into effect on 8 October 2021. The amendments include criminalizing the unconsented disclosure of personal information of targeted individuals and groups, introducing a cessation notice regime to tackle doxing with extra-territorial reach and substantially expanding the investigation and enforcement powers of the Privacy Commissioner for Personal Data which beyond doxing. The Group partnered with the legal advisors to provide a training to the Board for them to acknowledge the changes and possible implications for the regulatory updates.

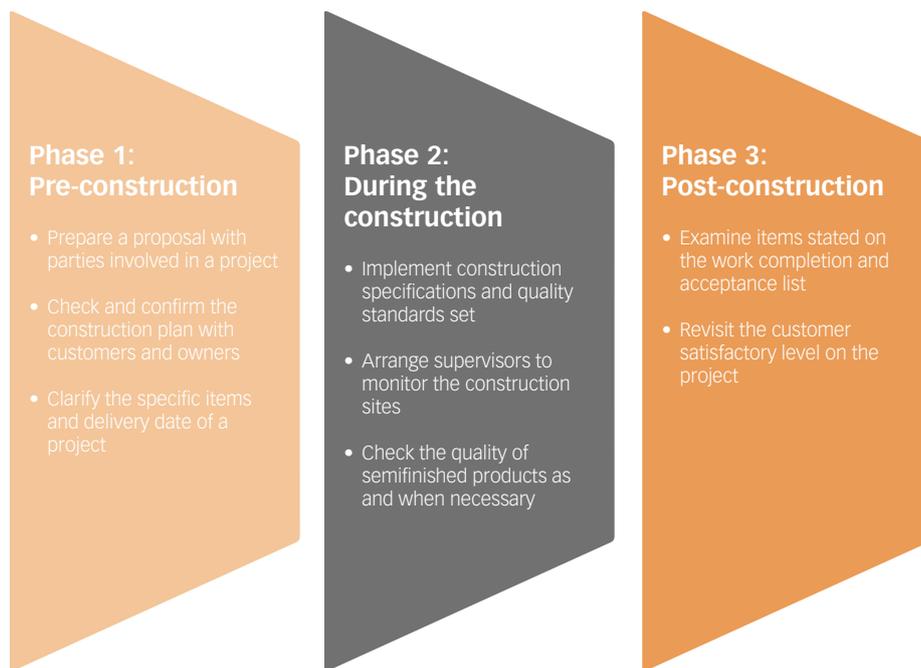
Based on the above measures, the Group has not identified any material breach of the relevant laws and regulations in relation to customer privacy during the Year.

### Intellectual property rights, project quality and product safety

The Group values the protection of intellectual property rights for both itself and the third parties. Continuous reviews, together with standard employment contract containing relevant clauses, provide first line of defence against confidential information leakage.

The Group also endeavours to provide our customers with high-quality and professional products and services. The Group abides by the requirements of laws and regulations concerning product quality, including the Buildings Ordinance and the Building (Minor Works) Regulations in Hong Kong, General Regulation of Urban Construction in Macau, Construction Law in the PRC and other applicable laws and regulations. The contractors, as required by the relevant law and regulations, shall all ensure that designated building professionals are responsible for carrying out particular tasks, and sound supervision and quality assurance procedures are well established.

The Group has established standardised management procedures on fitting-out works, and alteration and addition and construction projects, as well as defined roles and responsibilities of each department and the third parties. The Group has obtained relevant licences and qualifications and engaged building professionals in accordance with the employment requirements such as the nature, scale, and risks of a project. The Group has also adopted a standard of quality inspection aligning with the latest requirement of local regulations and standards. Below summarises the procedures taken during different phases of a project to ensure consistent delivery of qualified project:



In addition, the Group has established a set of comprehensive management systems, which have been awarded ISO 9001 Quality Management System, ISO 14001 Environmental Management System and ISO 45001 Occupational Health and Safety Management System accreditations. Meanwhile, HKQAA performs an annual inspection to ensure that the Group's management system complies with the relevant authentication requirements and standards. This enhances customers' confidence in the services and products of the Group.

Based on the above measures, the Group has not identified any material breach of the relevant laws and regulations in relation to intellectual property rights, project quality and product safety during the Year.

*Note:*

Aspect B6 as set out in Appendix 27 to the Listing Rules in relation to General Disclosure of the policies and compliance with relevant laws and regulations that have a significant impact on the issuer relating to advertising and labelling matters relating to products and services are not applicable to the Group due to its business nature.

### **After-sales services and handling of complaints**

The Group attaches great importance to the provision of sales services, and strictly complies with the laws and regulations in relation to sales including the Supply of Services (Implied Terms) Ordinance in Hong Kong, the Consumer Protection Law in Macau, Protection of Consumer Rights and Interests Law in the PRC and other applicable laws and regulations. According to the laws and regulations, customers shall reserve rights to acquire the product and service information; while service providers shall provide prudential and technically reasonable services during the dedicated period. The Group promises to offer comprehensive after-sales services to customers for warranty maintenance. Any deceptive or unfaithful promotion or competition is strictly prohibited.

## Environmental, Social and Governance Report

The Group pays high attention to customers' experience by establishing a sincere, proper and truthful business practice, which is vital in retaining customer interests. Our mission is to establish good and long-standing relationships with each customer. We strive to provide the best services by paying attention to customers' true needs. Several communication platforms were established to deepen the understanding of customers' actual needs in real-time.

The Group also seeks customers' feedback from after-sales returning visits to improve our products in the future and thus to enhance the competitiveness of the products and services of the Group as a whole. Once receiving a complaint, the Group will immediately mobilise the complaint handling mechanism, pursuant to which the complaints will be mainly handled by staff in the customer service department or be jointly handled by such staff and the relevant business personnel when necessary. Responsible personnel shall strive to offer satisfactory replies to customers and take follow-up measures within a specified period. The Group will then conduct an investigation plan and formulate corrective/preventive measures to enhance product and service quality in the future. Based on the above measures, the Group has not identified any material breach of the relevant laws and regulations in relation to sales services and there were no substantiated complaints (Previous Year: nil) relating to the provision and use of products and services that have a significant impact to the Group during the Year.

*Note:*

KPI B6.1 as set out in Appendix 27 to the Listing Rules in relation to percentage of total products sold or shipped subject to recalls for safety and health reasons is not applicable to the Group due to its business nature.

### Supply chain and risk management

The Group has established sound policies and procedures for supplier and subcontractor selection management. The procurement department and project team are responsible for conducting a comprehensive background check before developing all new supplier and subcontractor relations. They shall examine potential suppliers' and subcontractors' product quality, business compliance history, industry reputation, the functional fit of the product, potential environmental and social risks that causes damages to the Group, etc. Suppliers or subcontractors who have passed the assessments are placed on the approved list. Unless the customers require the Group to engage suppliers or subcontractors nominated by them, the Group enters into contracts with the approved suppliers or subcontractors to minimise the risk exposure. Therefore, the Group could allocate responsibility for risk to the suppliers or subcontractors that is best positioned to mitigate its impact. The Group assesses suppliers and subcontractors annually to understand their business conditions and performance on quality control with an aim to establish long-term cooperation relationship with outstanding suppliers and subcontractors. Below shows the location distribution of suppliers the Group engaged with during the Year:

Country	Number
Hong Kong	735
China	71
Macau	21
The United States	15
Others (including the United Kingdom, Italy, Singapore, etc.)	37
<b>Total</b>	<b>879</b>

Supply chain risk management has also been a key component in the quality control system of the Group. We attach great importance in sustainable supply chain management to manage sustainability-related risks and meet the rising demand for social responsibility from the customer side. The Group purchases materials from the suppliers designated by customers who usually have strict requirements on materials, and a strong sense of environmental and social responsibility. We also notify existing suppliers of the Group's environmental and social standard during the annual assessment, encouraging them to produce materials in a sustainable way.

## CARING FOR EMPLOYEES

### Occupational health and safety

The Group has a long-standing commitment to maintaining a healthy and safe working environment for its staff as well as meeting and exceeding the regulatory requirements as prescribed in the Occupational Safety and Health Ordinance and the Construction Sites (Safety) Regulations in Hong Kong, General Regulation of Working Safety and Hygiene in the Construction Industry in Macau, the Production Safety Law in the PRC and other applicable laws and regulations. These laws require employers to supervise the safety of construction projects and manufacturing process, such as providing clear guidelines and training on construction procedures, manual labour operations, accident prevention and first aid, and work environment hygiene.

#### Pandemic control

In light of the Covid-19 outbreak, the Group has implemented necessary sanitary guidelines in order to mitigate any risks of exposure. Preventive measures include but not limited to encouragement of vaccinations, supplying offices with sufficient sanitisation equipment, compulsory mask wearing for employees and temperature checks for on-site visitors. Any event in which confirmed cases are discovered within the office building, employees will be informed through internal communication channels to stay home until a safer work arrangement can be announced. The Group highly prioritises the wellbeing of our employees and is prepared to consistently implement and follow necessary preventive measures to combat Covid-19.

The number of work-related fatalities for three consecutive years were as follows:

	2021	2020	2019
Number of work related fatalities of employees	0	0	0

The number of lost days due to work injuries were as follows:

	Number of work related injuries		Lost days due to work injuries	
	2021	2020	2021	2020
Offices and Projects in Hong Kong and Macau ( <i>note</i> )	1	15	14	493
Offices and Projects in Beijing and Shanghai	6	3	611	131
Factory in Dongguan and office in Shenzhen	8	20	626	1,227
<b>Total</b>	<b>15</b>	<b>38</b>	<b>1,251</b>	<b>1,851</b>

*Note:*

The Previous Year's figure included a Covid-19 cluster of Kin Shing. As the Group implemented effective pandemic control, lost days caused by the Covid-19 infection were reduced during the Year.

The Group has developed and implemented the following internal measures to safeguard the staff's health and safety by project planning, safety management, and training and publicity.

**Project planning**

The Group has established a sound engineering safety management system to provide clear guidelines for safety requirements of work processes. The project managers are required to introduce safety controls to minimise the potential impacts of the risk events that may induce negative effects on the project flow. Effective time management on construction is also important to avoid potential safety risks for meeting tight deadlines. The Group conducts risk assessment of the projects to ensure those appropriate countermeasures and preventive actions taken for alleviating the corresponding risks. The Group has provided employees with protective equipment, guidance books and safety training to build employees' occupational safety and health awareness. The Group also regularly arranges personnel to inspect the construction sites and check if they are up to our internal safety standards. Whenever there is any safety issues found, the site manager will be required to provide an immediate remedy with proper record management.

**Safety management**

The Group has set up a safety management committee to oversee the implementation of the health and safety policies and to update the policies annually in response to industry trends, regulations and standards so as to ensure that the Group maintains a high-level performance on health and safety. The Group has also engaged an accredited independent safety inspector to check the Group's safety performance twice a year and report the results to the Labour Department. By that, the Group can continuously modify and optimise the existing safety management.

**Employee training and publicity**

The Group has provided tailored training courses for different workers according to the characteristics and difficulties of the projects. Any employee (including administrative staff) who enters the construction site must undergo relevant health and safety trainings provided by the Group to reduce the occurrence of avoidable accidents. The Group also conducts regular fire drills, introductions to the use of fire extinguishers and first-aid trainings to enhance employees' on-the-spot emergency knowledge so that the employees can work in a healthy and safe environment.

Based on the above measures, the Group has not identified any major non-compliance with the relevant laws and regulations and standards in respect of occupational health and safety during the Year.

**Remuneration and benefits**

The Group is caring for its talents and is committed to providing employees with excellent compensation and benefits. The Group strictly abides by the laws and regulations relating to staff remuneration and benefits, including the Employment Ordinance in Hong Kong, the Labour Relations Law in Macau, Labour Law in the PRC and other applicable laws and regulations. The laws and regulations ensure employees to receive basic remuneration and benefits, including salaries, holidays, allowances, etc., and to enter into and terminate employment contracts in a fair and equitable manner.

The average number of employees (excluded casual daily paid workers) by gender, age, function and geographical location were as follows:

		Offices and Projects in Hong Kong and Macau		Offices and Projects in Beijing and Shanghai		Factory in Dongguan and office in Shenzhen	
		2021	2020	2021	2020	2021	2020
Overall		<b>340</b>	400	<b>1,010</b>	758	<b>476</b>	544
Gender	Male	<b>255</b>	298	<b>818</b>	624	<b>404</b>	468
	Female	<b>85</b>	102	<b>192</b>	134	<b>72</b>	76
Age	Below 30	<b>40</b>	62	<b>481</b>	340	<b>37</b>	57
	31-40	<b>106</b>	117	<b>366</b>	287	<b>136</b>	164
	41-50	<b>92</b>	105	<b>120</b>	92	<b>183</b>	216
	51 or above	<b>102</b>	116	<b>43</b>	39	<b>120</b>	107
Function	Management	<b>4</b>	4	<b>3</b>	3	<b>3</b>	3
	Business operation	<b>287</b>	345	<b>817</b>	552	<b>358</b>	422
	Operation support	<b>12</b>	12	<b>147</b>	166	<b>81</b>	84
	Back office	<b>37</b>	39	<b>43</b>	37	<b>34</b>	35

The employee turnover rate (*note*) by gender, age, function, and geographical location were as follows:

		Offices and Projects in Hong Kong and Macau				Offices and Projects in Beijing and Shanghai				Factory in Dongguan and office in Shenzhen			
		2021		2020		2021		2020		2021		2020	
		#	%	#	%	#	%	#	%	#	%	#	%
Overall		<b>76</b>	<b>1.86%</b>	61	1.27%	<b>335</b>	<b>2.76%</b>	200	2.20%	<b>290</b>	<b>5.08%</b>	663	10.15%
Gender	Male	<b>54</b>	<b>1.76%</b>	43	1.20%	<b>279</b>	<b>2.84%</b>	180	2.40%	<b>265</b>	<b>5.47%</b>	642	11.42%
	Female	<b>22</b>	<b>2.16%</b>	18	1.47%	<b>56</b>	<b>2.43%</b>	20	1.25%	<b>25</b>	<b>2.89%</b>	21	2.30%
Age	Below 30	<b>14</b>	<b>2.92%</b>	20	2.71%	<b>190</b>	<b>3.29%</b>	98	2.40%	<b>68</b>	<b>15.32%</b>	212	30.86%
	31-40	<b>27</b>	<b>2.12%</b>	19	1.36%	<b>100</b>	<b>2.28%</b>	71	2.06%	<b>105</b>	<b>6.43%</b>	289	14.67%
	41-50	<b>11</b>	<b>1.00%</b>	11	0.87%	<b>40</b>	<b>2.78%</b>	26	2.36%	<b>88</b>	<b>4.01%</b>	146	5.62%
	51 or above	<b>24</b>	<b>1.96%</b>	11	0.79%	<b>5</b>	<b>0.97%</b>	5	1.07%	<b>29</b>	<b>2.01%</b>	16	1.25%
Function	Management	<b>0</b>	<b>0.00%</b>	0	0.00%	<b>0</b>	<b>0.00%</b>	0	0.00%	<b>0</b>	<b>0.00%</b>	0	0.00%
	Business operation	<b>68</b>	<b>2.00%</b>	57	1.38%	<b>264</b>	<b>2.69%</b>	149	2.25%	<b>265</b>	<b>6.17%</b>	635	12.54%
	Operation support	<b>0</b>	<b>0.00%</b>	0	0.00%	<b>56</b>	<b>3.17%</b>	42	2.11%	<b>20</b>	<b>2.06%</b>	24	2.37%
	Back office	<b>8</b>	<b>1.58%</b>	4	0.85%	<b>15</b>	<b>2.91%</b>	9	2.01%	<b>5</b>	<b>1.23%</b>	4	0.95%

# – total number of employees leaving employment  
% – turnover rate

*Note:*

Employee turnover rate = monthly average employees in the specified category leaving employment/monthly average number of employees in the specified category

## Environmental, Social and Governance Report

The Group will review the remuneration packages to make sure that they are competitive enough to attract best people within the industry in respect of market terms and industry practice such as providing marriage, compassionate, study and examination leaves on top of the entitled annual leaves. In addition, employees work according to the working time stated in the employment contract. They can be compensated by means of alternative leave or overtime allowance for their overtime work due to the prevailing department's workload. For better care for employees, the Group also implements a performance appraisal system which entails appropriate incentives and promotion to reward those with good performance and contribution.

The grant of performance incentives is based on the financial performance of the Group and the performance of each individual employee. The employee benefits of the Group include mandatory and voluntary provident fund schemes and medical insurance. The Group regularly reviews the remuneration structure to ensure that employees receive reasonable employment packages. The Share Option Scheme has been effective from 1 December 2015. The purpose of the scheme is to reward employees for their past contributions, motivate them to optimise their future contributions to the Group, maintain ongoing relationships with them and retain talents with experience and ability. The Group is confident that the operation of the scheme can enhance the loyalty and team cohesion, realise mutual benefits and help the Group achieve long-term success.

Based on the above measures, the Group has not identified any major non-compliance with the laws and regulations relating to remuneration and benefits during the Year.

### Development and training

The Group supports individual development of the employees to sustain their long-term growth. The Group helps its employees to realise their value through providing induction trainings, on-the-job trainings and external trainings. The Group has a well-established training system to plan and arrange staff training activities in accordance with the date of enrolment and the scope of his/her work.

Induction training	On-the-job training	External training
<ul style="list-style-type: none"> <li>• Receive an induction training in the first week upon his/her arrival</li> <li>• Understand structure and missions of the Group, his/her role in achieving the business objectives and success of the Group, human resource policies of the Group, and standard operating procedures</li> </ul>	<ul style="list-style-type: none"> <li>• Formulate annual training goals according to staff needs</li> <li>• Aim to strengthen the staff's professional knowledge</li> <li>• Cooperate with the professional team to hold a series of training activities (e.g. safety supervision, occupational health and safety, first-aid, engineering management, environmental protection, ISO management)</li> </ul>	<ul style="list-style-type: none"> <li>• Provide training subsidies to ensure staff's personal developmental needs are satisfied</li> </ul>

Above plans are designed with an aim to improve the staff's knowledge and professionalism. The Group endeavours to provide strong support for the development of both the Group and talents and achieve a win-win situation.

The number and percentage of employees trained (*note 1*) on monthly basis per employee category were as follows:

Number and percentage of employees trained					
		2021 ( <i>note 2</i> )		2020	
Overall		<b>1,275</b>	<b>5.82%</b>	1,711	8.38%
Gender	Male	<b>1,075</b>	<b>6.07%</b>	1,526	9.14%
	Female	<b>200</b>	<b>4.78%</b>	185	4.95%
Function	Management	<b>4</b>	<b>3.33%</b>	4	3.33%
	Business operation	<b>1,078</b>	<b>6.14%</b>	1,387	8.76%
	Operation support	<b>161</b>	<b>5.59%</b>	277	8.81%
	Back office	<b>32</b>	<b>2.34%</b>	43	3.21%

Notes:

1. Percentage of employees trained = monthly average number of employees trained in the specified category/monthly average number of employees in the specified category.
2. During the Year, number and percentage of employees trained was affected because many face-to-face or classroom trainings were not organised or provided due to strict pandemic considerations and controls.

The average training hours completed on monthly basis per employee category were as follows:

Average training hours completed per employee category					
		2021 ( <i>note</i> )		2020	
Overall		<b>1.08</b>		4.13	
Gender	Male	<b>1.08</b>		4.64	
	Female	<b>1.06</b>		1.85	
Function	Management	<b>1.26</b>		1.64	
	Business operation	<b>1.13</b>		4.32	
	Operation support	<b>1.03</b>		4.34	
	Back office	<b>0.43</b>		1.58	

Note:

During the Year, the material changes were due to the decrease of the online trainings conducted and the increase of staff employed in Beijing and Shanghai regions, no significant changes in other operational regions.

### **Equal opportunities and anti-discrimination**

The Group is proud of being an employer who believes in equal opportunities. "People-oriented" is not only the ultimate human resource management philosophy of the Group, but it is also the cornerstone of the Group's long-term development.

The Group is committed to creating a diversified environment by adopting non-discriminatory hiring and employment practices with the principle that no employees and job applicants should be treated less favourably because of his/her race, colour, religion, sex, sexual orientation, age, etc., in any form of job applications, internal transfers and promotions.

Relevant labour laws and regulations, including the Employment Ordinance in Hong Kong, the Labour Relations Law in Macau and Labour Law in the PRC, also require the employers to build up a workplace with equal opportunities and respect for the staff. Based on the measures above, the Group has not identified any major non-compliance with the laws and regulations relating to equal opportunities and anti-discrimination during the Year.

### **Forbidding child or forced labour**

The Group strictly complies with the relevant requirements stated in Hong Kong, Macau and the PRC labour laws.

All job applicants must conform to the age requirement specified by local laws. The Group absolutely forbids the recruitment of child labour and thus formulates a comprehensive procedure of talent selection and recruitment such as requiring the candidate to provide relevant identification documents. The Group conducts open recruitment for hiring employees based on the job requirements of different positions to select best-fit candidates. The Group employs staff based on fair, open and voluntary principles, which means labour being forced to work by means of physical punishment, abuse, involuntary servitude, peonage or trafficking is strictly forbidden. The Group avoids collaboration with suppliers and subcontractors having a known history in employing child or forced labour in their operations.

If any cases of child labour and use of forced labour are discovered in our operations, the Group will reserve the rights to terminate the labour relationship immediately. The Group will also investigate, review and discuss with the Board to prevent it from happening again. With regular inspections, the Group has not identified any major non-compliance with the relevant laws and regulations in respect of labour standards during the Year.

## **SAFEGUARDING THE ENVIRONMENT**

Having the discipline and heart in operating as a responsible fitting-out contractor, the Group highly prioritises environmental, social and governance factors in every aspect. The Group believes that protecting the environment relies on the combined effort given by employees as well as the cooperation from frontline staff to the management to mitigate any negative impact on the environment. In order to continuously advancing the Group's green development, the Group has formulated various policies to properly manage the emissions of waste, noise, exhaust gas, dust, sewage and greenhouse gas in full compliance with the relevant environmental laws and regulations. During the Year, the Group has not identified any major non-compliance with the laws and regulations relating to the environment.

The Group has set out energy and resources consumption reduction targets to achieve in 3 years with the baseline of the Previous Year (i.e. 2020):

- reduce electricity consumption as well as its contributing greenhouse emissions by not less than 5%;
- reduce water consumption by not less than 5%;
- reduce usage of paper and toner by not less than 5%; and
- reduce usage of protective materials by not less than 5%.

In order to achieve the above targets, measures have been implemented during the Year with reminders being sent to the staff to raise their awareness on resources efficiency. Examples are shown in the list below:

- Having labels placed at conspicuous places to remind reducing the usage of electrical devices (i.e. photocopiers) thus the electricity consumptions;
- Reminding to turn off unnecessary lights;
- Sticking labels on the faucets to remind of water conservations;
- Arranging regular checks of the water pipes to avoid unnecessary leakages;
- Using environmental friendly papers for photocopying;
- Scanning and on-screening review to a larger extent to reduce the use of paper and toners; and
- Using greener and more environmentally friendly materials for packaging and protection.

Based on the reduction measures implemented by the Group, progress for all of the above targets are stated below during the Year including:

- reduced usage of electricity consumption by more than 23%; and
- reduced usage of paper and toner by more than 28%.

## Environmental impact from construction and management system

### Disposal and management of waste

The fitting-out and construction business and manufacturing process of the Group generate various kinds of wastes. The Group deals with the wastes strictly according to the Waste Disposal Ordinance in Hong Kong, Environmental Law in Macau, the Environmental Protection Law in the PRC and other applicable laws and regulations. The Group's primary wastes are protective materials for fitting-out works, as well as paper and toner cartridges used in offices. The amount of non-hazardous wastes were as follows:

Type of non-hazardous wastes (notes 1,2 and 3)	Unit	2021	2020
Protective materials for fitting-out works (note 4)	Ton	<b>163.03</b>	229.59 (note 5)
Paper (note 6)	Ton	<b>19.37</b>	27.05 (note 7)
Paper (fitting-out works in Hong Kong and Macau only)	Ton	<b>9.40</b>	14.21
Toner cartridges (note 8)	Ton	<b>0.23</b>	0.31

#### Notes:

1. Although paints and solvents were used in the fitting-out works of the Group, only a limited amount of them were disposed of. Therefore, disclosure of the data of such waste was not applicable.
2. The Group did not generate any material hazardous wastes for the fitting-out works for both years.
3. Disclosure for the data of packaging materials was not applicable, as the Group did not consume packaging materials during fitting-out works.
4. The protective material consumption for fitting-out works in Hong Kong and Macau and its waste production amount varied with the nature of the projects in place and client requirements.
5. The Group actively reviewed the data collection methodology of the Previous Year. The figure of the Previous Year was revised accordingly to align with the data collection methodology of the Year to provide meaningful comparison.
6. The figures included the paper consumption for projects works in Hong Kong and Macau, the offices in Hong Kong, Macau, Beijing, Shanghai and Shenzhen as well as the factory in Dongguan.
7. The figure of the Previous Year restated for an updated conversion factor for paper consumption in a manufacturing factory in Dongguan.
8. The figures included the toner cartridge consumption in Hong Kong and Macau only in regard to its material consumption for printing uses in offices. In order to disclose a more accurate consumption figure, the Group will assess the feasibility of collecting those figures in other sites in scope.

As stated in the Group's Waste Management Guideline, it requires employees to manage and dispose of wastes in strict compliance with the requirements therein. For non-hazardous wastes, they should be sorted and stacked at assigned areas for further treatment. Chemicals on the construction site should be stored in sealed containers, placed in the designated locations, and be disposed of in a legal manner by third parties instead of direct disposal in sewers. These measures are to ensure no significant impacts resulted from our business operations.

### Use and efficiency of energy

The Group's business mainly uses electricity as the source of energy. The electricity consumption was as follow:

Year	Unit	Projects (note 1)		Offices (note 2)		Dongguan Factory	
		Amount	Intensity (note 3)	Amount	Intensity (note 3)	Amount	Intensity (note 3)
2021	kWh	206,780 (note 4)	49.68 (note 4)	675,920	76.88	3,893,634	55.62
2020	kWh	268,883	6.65	718,735	78.76	4,570,760	65.30

#### Notes:

1. Projects included the sites and site offices consumption of alteration and addition and construction works in Hong Kong, and site office consumption of fitting out projects in Hong Kong. Electricity usage of fitting out project sites in Hong Kong, Macau and the PRC were not included in the statistics as the electricity consumed were supplied directly by the main contractor or landlord and the relevant usage was not provided to the Group.
2. The figures represented electricity consumption amount and its intensity of Hong Kong, Macau, Beijing, Shanghai and Shenzhen offices.
3. The intensity figures were reported in kilowatt hour ("kWh") per square meter of gross floor area.
4. As the Group managed various projects during the Year, and the time span of projects differed from one another, the electricity consumption of projects varied considerably with the Previous Year. The intensity increased significantly because there was a notable cut of the gross floor area of alteration and addition and construction projects covered during the Year.

The Group believes that it is fundamental to be environmentally responsible during the project execution as well as in the general operation. Therefore, the Group has set Guidelines for Resource Management to minimise its environmental impacts caused by electricity consumption; for example, requiring employees to follow the initiatives on resource savings and using certified energy-efficient appliances and equipment to manage the potential risks bought by climate change. Employees should change the settings for a power-save mode or set the air-conditioned room temperature between 20°C and 25.5°C.

Employees should turn off unnecessary indoor lights beyond normal office hours. They should also set the machines to power off after being idle for a certain period. Energy-efficient exterior lighting shall be used at construction sites. The Group prioritises energy-efficient lighting equipment, machines and fixtures in procuring new machinery. The responsible personnel also performs regular inspection and preventive maintenance on machinery and equipment to reduce the fatigue and distraction risk in the operations, and to maximise energy efficiency as well. The awareness of efficient use of resources and reducing usage is increasing, and it is expected that resource consumption will continue to decline in the coming years.

**Emissions of pollutants**

The Group scrupulously abides by the air quality laws and regulations, including the requirements of the Air Pollution Control Ordinance and the Air Pollution Control (Construction Dust) Regulation in Hong Kong, Guidelines for Site Pollution Control in Macau, Air Pollution Prevention and Control in the PRC and other applicable laws and regulations. The Group has no significant direct exhaust emissions (*note*) in its operation and takes the following measures to ensure that the Group's operations comply with relevant environmental requirements.

In the process of fitting-out works, volatile organic compounds, chemicals that readily evaporate into the air and emitted from paints; and other finishes would stink and affect the indoor air quality. To reduce the level of concentration of the volatile organic compounds at the fitting-out site, the Group strives to recommend the customers to choose low volatile organic compound coatings during the planning phase, thereby reducing potential hazards or risks to both human health and the environment. In addition, unused volatile finishes are required to store in tightly sealed containers.

During construction works, the Group regularly measures the concentration of air pollutants to monitor compliance. Adequate ventilation should be maintained to prevent odours accumulation in the air, and special collections of construction residue should be planned at construction sites as well. The Group does not own large-size transport vehicles but requires its material suppliers to use ultra-low sulphur diesel to reduce sulphur dioxide generated from shipment. The Group also uses the power supply from the power companies wherever possible to reduce the direct burning of diesel at construction sites, eliminating the possibility of generating unwanted pollutants during incomplete combustion.

In addition, the Group adopts a series of dust control measures to reduce the impact on the surrounding environment, including:

1. Spray water continuously during excavation, drilling, cutting, polishing, crushing etc.;
2. Provide cleaning equipment at the exit of the transport vehicles, including high-pressure water guns to wash the body and wheels of the transport vehicle before leaving the construction site;
3. Cover the stockpile of dusty materials with impermeable coating or store them in sheltered areas;
4. Set hoarding of not less than 2.4 metres high from ground level along the boundary of the construction site adjoining the street or public area;
5. Collect pulverised fuel ash concrete or any other dusty materials collected by filtering devices in enclosed containers; and
6. Conduct regular inspection on the dust concentration level at the construction site to evaluate the effectiveness of dust control measures.

*Note:*

Disclosure of direct exhaust emissions data was not applicable as significant gas emissions were not directly generated in the Group's operating activities.

### Emissions of greenhouse gas

The Group regularly monitors and reviews greenhouse gas emissions in order to manage our impacts on climate change effectively. The Group's greenhouse gas sources are mainly from electricity consumption. The greenhouse gas emitted by the Group (*note 1*) was set out as below:

Year	Unit	Carbon dioxide equivalent			Intensity ( <i>note 4</i> )
		Scope 2 ( <i>note 2</i> )	Scope 3 ( <i>note 3</i> )	Total	
<b>2021</b> ( <i>note 5</i> )	<b>Ton</b>	<b>2,450.86</b>	<b>33.79</b>	<b>2,484.65</b>	<b>0.03</b>
<b>2021 (projects and offices in Hong Kong and Macau only)</b> ( <i>note 6</i> )	<b>Ton</b>	<b>201.43</b>	<b>1.94</b>	<b>203.37</b>	<b>0.03</b>
2020	Ton	2,919.01	94.97 ( <i>note 7</i> )	3,013.98	0.03
2020 (projects and offices in Hong Kong and Macau only)	Ton	303.65	3.83	307.48	0.01

#### Notes:

- The data did not include the energy consumption that the Group cannot directly manage and control. The greenhouse gas emission is calculated with reference to the Greenhouse Gas Protocol ("GCP") published by the World Business Council for Sustainable Development and the World Resources Institute, and the Reporting Guidance on Environmental KPIs of the Stock Exchange. The Group did not consume resources that contribute to GCP Scope 1 emissions.
- The figures were resulted from purchased electricity.
- The figures were resulted from electricity used for processing fresh water.
- The intensity figures were reported in tons of carbon dioxide equivalent per square meter of gross floor area.
- The figures included the carbon dioxide emission for projects in Hong Kong and Macau, the offices in Hong Kong, Macau, Beijing, Shanghai and Shenzhen as well as the factory in Dongguan.
- As the Group managed various projects during the Year, and the time span of projects differed from one another, the carbon dioxide emissions of projects varied considerably with the Previous Year.
- The figures of the Previous Year was restated for an updated conversion factor applied for translating the water consumption into corresponding carbon emissions.

### Resource recovery

Construction wastes should be classified carefully to sort out all recyclable wastes, which could be treated by recycling agents for upcycling whenever possible. The Group has the responsibility to contact with qualified transportation companies to transfer other non-recyclable construction wastes to a designated landfill in accordance with local laws.

The Group also encourages office staff to reduce wastes, including:

- Reuse old copies by copying or printing on the blank side of the used paper;
- Adopt appropriate fonts or downsizing models to reduce the number of copies;
- Make use of electronic media for internal and external communication;
- Not to print the cover page of the document if unnecessary;

## Environmental, Social and Governance Report

5. Reuse stationery, plastic binding ring, envelopes and other materials whenever possible until they are completely consumed;
6. Encourage the use of rechargeable batteries;
7. Recycle packaging boxes and fillings; and
8. Install air-conditioners and refrigerators with environmentally friendly refrigerants.

**Use of water resources**

The Group is aware of the reduction of water resource availability due to climate change. We must give priority to water resources management before it critically affects our business operations in the future such as taking precautionary measures internally and externally. The Group is committed to cultivating the employees' awareness of water usage in accordance with the principle of "use only when necessary". The Group sourced water from the municipal supply and had no issue in sourcing water fit for purpose.

The wastewater at the construction sites is reused in cleaning and dust suppression after passing through sewage treatment facilities when feasible to reduce overall drinkable water consumption. Employees should shut down the futile watering sprinklers to reduce water consumption and check regularly to prevent excessive water usage.

The Group's water consumption was as follow:

Year	Unit	Volumes	Intensity (note 1)
<b>2021 (note 2)</b>	<b>m<sup>3</sup></b>	<b>78,780</b>	<b>1.06</b>
<b>2021 (alteration and addition and construction works in Hong Kong only) (note 3)</b>	<b>m<sup>3</sup></b>	<b>1,501</b>	<b>0.53</b>
2020	m <sup>3</sup>	92,745	0.91
2020 (alteration and addition and construction works in Hong Kong only)	m <sup>3</sup>	5,227	0.17

*Notes:*

1. The intensity figures were reported in cubic meter per square meter of gross floor area.
2. The figures included the water consumption volume for fitting out and alteration and addition projects in Hong Kong, and the factory in Dongguan.
3. As the Group managed various projects during the Year, and the time span of projects differed from one another, the water consumption of projects varies considerably with the Previous Year.

The Group strictly complies with sewage disposal laws and regulations, including the Water Pollution Control Ordinance in Hong Kong, Water Pollution Prevention and Control Law in the PRC and other laws and regulations, to prohibit the direct discharge of sewage and pollutants to open water. The Group has no significant direct effluent discharges in its operation.

The Group has also established a Sewage Management Guideline to regulate the procedures on Group's sewage treatment. The Group installs sewage purification system at the construction sites and stipulates that untreated sewage (such as mud sewage) shall not be discharged directly into the stormwater drains. It must be filtered and processed in the sedimentation tanks before being discharged into sewers. Regular cleaning and maintenance program is implemented for drainage systems and U-channels to ensure the proper functionality. Currently the water resources supply at the production bases of the Group comes primarily from local municipal water supply. We did not encounter any problem in sourcing suitable water supply.

### Noise pollution

During construction and fitting-out works, machinery operations and some of the construction processes create disturbing or unwanted sound, which may create physical and psychological health consequence to people nearby. Accordingly, the Group firmly adheres to the Noise Control Ordinance in Hong Kong, the Prevention and Control of Environmental Noise Law in Macau and Prevention and Control of Environmental Noise Pollution in the PRC and other applicable laws and regulations. The Group has established Noise Management Guidelines to reduce the noise generated from machinery or electrical appliances and reduce its impacts on the neighbourhood. Below are some measures taken to reduce noise pollutions incurred, which include:

1. Maximise the use of quiet mechanical tools whenever possible, such as "Quality Powered Mechanical Equipment" approved by the Environmental Protection Department;
2. Place tools producing higher noise levels, such as pumps, further away from the noise-sensitive areas such as homes, schools and hospitals;
3. Improve construction processes to reduce unnecessary knocking and cutting works;
4. Prohibit construction activities with high noise intensity during early morning and night hours;
5. Install noise barriers near noisy mechanical equipment;
6. Shut down machinery and equipment not in use from time to time and conduct regular maintenance and repair for equipment; and
7. Monitor noise intensity regularly and apply for a valid Construction Noise Permit for construction works to ensure compliance with the Noise Control Ordinance.

### Green building

The Group continues to incorporate the green features into the designs and product development to guarantee its overall efficiency while at the same time minimising the impacts to the environment. We are dedicated to adopting best practices in constructing buildings, also committed to helping the project owner achieve the highest possible ratings under Hong Kong Building Environment Assessment Method ("**BEAM**") Plus certification for new building projects.

The Group aims at striking an effective balance between land usages and outdoor environment and putting environmental conservation concepts such as energy and water-saving as well as waste reduction into real practices.

In the future, the Group will also continue to expand its team and be committed to attracting more talents with qualifications of green building, energy and environmental design, such as LEED Pro, BEAM Pro and BEAM Plus, in order to make a concerted effort to incorporate the sustainable development and latest green technology into our customers' projects.

### Climate risk and resilience

The Group is highly concerned about its business impact on the environment and natural resources. We are committed to environmental protection and climate change mitigation. In addition to compliance with the relevant regulations and universally accepted standards of international conduct urging the need for taking appropriate actions in climate change, the Group has also gradually assimilated the climate change concepts into internal management and project implementation process.

With a view to minimising the environmental impacts, the Group regularly monitors the potential impact of its business operations onto the environment. Closely monitoring the greenhouse gas emissions during the operations, we are committed to identifying ways to increase reduce the environmental impacts at sources.

During the Year, the annual mean temperature in Hong Kong was 24.6 degrees, which was the 1.1 degrees above the 1991-2020 normal recorded by Hong Kong Observatory. There were 61 hot nights (temperature higher than or equal to 28.0 degrees) and 54 very hot days (temperature higher than or equal 33.0 degrees) during the Year, breaking the records of most hot days and nights. The annual total rainfall were 2,307.1 millimetres and 1,874.5 millimetres in 2021 and 2015 respectively, which showed a rapid increase caused by larger amount of water that evaporated into the air leading a threaten to the safety of workers and Group's valuable machineries.

To cope with the climate change, the Group tries to protect its employees through building a safe working environment and establishing a series of policies and plans. The Group rents project offices near to the major construction sites which provide indoor air-conditioning, water dispensers, shower facilities to ensure workers are protected from extreme heat and heat stroke. Furthermore, the Group procures work uniforms that made of cooler materials. Cooling supplies such as iced drinks, portable electric fans, cooling towels, hats could be reimbursed by the construction workers. On-site supervisor covers the construction tools and places machines that are sensitive to water and humidity damage to an elevated level upon any rainstorm signals to avoid lost.

### COMMUNITY INVESTMENT

The Group believes in maintaining exceptional corporate ethics as it holds an essential part in defining the Group's values and principles. Through the continuous hard effort of "Sundart Cheers," the Group is able to constantly contribute, create positive impacts to society and "bring communities together".

"Sundart Cheers" prides itself in taking the initiatives to arranging charitable fundraising events, purchasing charitable gifts from social enterprises, organising other community services and commercial activities. During the second half of the Year, due to the relaxation of pandemic considerations and controls, "Sundart Cheers" organised staff activities including movie entertainment programs, VR games, neon lighting workshop, baking class, visit to Lamma Fisherfolk's Village etc. HKD52,000 was donated to the non-profit organisations such as the Community Chest during the Year.



“Sundart Cheers” has also been adopting a proactive approach to initiate collaboration with the Methodist Centre to provide elderly outreaching services since 2011 with the aim in improving the quality of life of the elderly and bringing warmth to them. We took a lead in sponsoring events organised by the Community Chest with focuses on handicapped people and the underprivileged as a way of encouraging our management and staff to have a continued practice in civic participation, helping minority group in society to overcome their disadvantages.

# Directors' Report

The Directors are pleased to present their annual report and the audited consolidated financial statements of the Group for the Year.

## PRINCIPAL ACTIVITIES

The Company acts as an investment holding company and provides corporate management services. The principal activities of its subsidiaries are set out in note 46 to the consolidated financial statements.

## RESULTS AND APPROPRIATIONS

The results of the Group for the Year are set out in the consolidated statement of profit or loss and other comprehensive income on page 75.

The Directors proposed the payment of a final dividend of HK7 cents per Share for the Year to the Shareholders on the register of members of the Company on 14 June 2022, amounting to approximately HK\$151.1 million.

## BUSINESS REVIEW

The review of the business of the Group during the Year and the discussion on the Group's future business development are set out in the sections headed "Chairman's Statement" and "Management Discussion and Analysis", and the description of principal risks and uncertainties facing the Group and key financial performance indicators are set out in the section headed "Management Discussion and Analysis". The financial risk management objectives and policies of the Group are set out in note 40 to the consolidated financial statements. In addition, discussions on the Group's relationships with key stakeholders, environmental policies and performance and compliance with relevant laws and regulations which have a significant impact on the Group are as follows:

### Relationship with key stakeholders

The Group's success also depends on the support from key stakeholders which comprise employees, customers and subcontractors and suppliers.

#### Employees

Employees are regarded as important and valuable assets of the Group. The objective of the Group's human resource management is to reward and recognise performing staff by providing a competitive remuneration package and implementing a performance appraisal system with appropriate incentives, and to promote career development and progression by appropriate trainings and by providing opportunities within the Group for career advancement.

#### Customers

The Group's principal customers are property developers, hotel owners and main contractors in Hong Kong, Macau and the PRC. The Group provides professional and quality services in fitting-out business whilst maintaining long term profitability, business and asset growth. The Group maintains good reputation and long-term working relationships with its customers in the provision of product re-engineering and pre-fabrication technique for sizeable fitting-out projects to meet its customers' requirements.

#### Subcontractors and suppliers

The Group firmly believes that its subcontractors and suppliers are equally important in cost control and increasing its bargaining power on procurement of materials, which further secures its competitiveness when bidding for tenders. The Group proactively communicates with its subcontractors and suppliers to ensure they are committed to delivering high-quality and sustainable products and services. Unless the customers require the Group to engage subcontractors and suppliers nominated by them, the Group will select subcontractors and suppliers from its approved lists of subcontractors and suppliers. In addition, during the continuance of the contracts with the subcontractors, the Group will provide them with its internal guidelines on safety and environmental issues and require them to follow. The Group effectively implements the subcontractor assessment process to monitor the performance of its subcontractors by conducting regular site visits, evaluation on the performance of the contract and other measures.

### Environmental policies and performance

The Group believes that its business also depends on its ability to meet the customers' requirements in respect of safety, quality and environmental aspects. To meet the customers' requirements on safety, quality and environmental aspects, the Group has established safety, quality and environmental management systems. Through the systematic and effective control of its operations, compliance with safety, quality and environmental requirements can be further assured. The Group believes that its certifications to ISO 9001 and ISO 14001 enhance its public image and credibility and also help the Group improve its customers' confidence in its services. Details of the Group's environmental policies and performance are set out in the section headed "Environmental, Social and Governance Report".

### Compliance with relevant laws and regulations

The Group mainly undertakes fitting-out works in Hong Kong, Macau and the PRC, alteration and addition and construction works in Hong Kong and the operations of manufacturing, sourcing and distribution of interior decorative materials are primarily carried out in Hong Kong, Macau and the PRC. The Directors confirmed that during the Year, the Group had obtained all the registrations and certifications required for its business and operations and had complied with the applicable laws and regulations in Hong Kong, Macau and the PRC in all material respects.

## FIVE-YEAR FINANCIAL SUMMARY

A summary of the results, assets and liabilities of the Group for the past five financial years is set out on page 160.

### SHARE CAPITAL

Details of movements during the Year in the share capital of the Company are set out in note 35 to the consolidated financial statements.

### DISTRIBUTABLE RESERVES

As at 31 December 2021, the Company's reserves available for distribution to the Shareholders in accordance with the Articles of Association amounted to HK\$1,492.6 million.

Details of movements in the reserves of the Group and the Company during the Year are set out in the consolidated statement of changes in equity on page 78 and note 36 to the consolidated financial statements, respectively.

## DIRECTORS

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

### Executive Directors

Mr. Ng Tak Kwan (*Chief Executive Officer*)  
 Mr. Leung Kai Ming  
 Mr. Xie Jianyu (*Chief Financial Officer*)  
 Mr. Ng Chi Hang

### Non-executive Director

Mr. Liu (*Chairman*)

### Independent non-executive Directors

Mr. Tam Anthony Chun Hung  
 Mr. Huang Pu  
 Mr. Li Zheng

## Directors' Report

In accordance with article 75 of the Articles of Association and pursuant to paragraph B.2.2 in Part 2 of the Code Provisions, Mr. Leung Kai Ming, Mr. Ng Chi Hang and Mr. Tam Anthony Chun Hung shall retire at the AGM and, being eligible, will offer themselves for re-election at the AGM.

Information regarding the Directors' and chief executive's emoluments are set out in note 12 to the consolidated financial statements.

### DIRECTORS' PROFILES

For details of the Directors' profiles, please see "Biographies of Directors and Senior Management".

### CONFIRMATION OF INDEPENDENCE

The Company has received from each of the independent non-executive Directors an annual confirmation of his and/or his immediate family members' independence, pursuant to Rule 3.13 of the Listing Rules and has duly reviewed the confirmation of independence of each of the Directors. The Company, based on such confirmations, considers that all of the independent non-executive Directors continue to be independent.

### DIRECTORS' SERVICE CONTRACTS

None of the Directors who are proposed for election or re-election at the AGM has a service contract with the Company which is not determinable within one year without payment of compensation, other than statutory compensation.

### DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS IN SHARES, UNDERLYING SHARES AND DEBENTURES

Save as disclosed below, as at 31 December 2021, none of the Directors and chief executive of the Company had any beneficial interests (including interests or short positions) in the shares, underlying shares and debentures of the Company and its associated corporations (within the meaning of Part XV of the SFO) which were required (a) to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they were deemed or taken to have under such provisions of the SFO); (b) pursuant to section 352 of the SFO, to be entered in the register referred to therein; or (c) pursuant to the Model Code to be notified to the Company and the Stock Exchange.

#### Long position in the Shares and underlying Shares

Name of Director	Nature of interests/capacity	Number of Shares held	Approximate percentage of interests in the Company
Mr. Liu ( <i>note</i> )	Interest in controlled corporation	1,281,516,117	59.38%

*Note:*

These Shares were indirectly held by Jangho Co through Jangho HK and Reach Glory. As Jangho Co was approximately 27.35% beneficially owned by Beijing Jiangheyuan (a company which was 85% and 15% beneficially owned by Mr. Liu and his spouse, Ms. Fu, respectively) and approximately 25.07% beneficially owned by Mr. Liu, Mr. Liu was deemed to be interested in such Shares under the SFO.

## SUBSTANTIAL SHAREHOLDERS' INTERESTS IN SHARES AND UNDERLYING SHARES

Save as disclosed below, as at 31 December 2021, so far as is known to the Directors and the chief executive of the Company, the persons (other than the Directors or the chief executive of the Company) or entities who had an interest or a short position in the Shares and the underlying Shares (within the meaning of Part XV of the SFO) which would fall to be disclosed under the provisions of Divisions 2 and 3 of Part XV of the SFO as recorded in the register required to be kept by the Company pursuant to section 336 of the SFO.

### Long positions in the Shares and underlying Shares

Name of substantial shareholder	Nature of interests/capacity	Number of Shares held	Approximate percentage of interests in the Company (Note 1)
Reach Glory	Beneficial owner	1,281,516,117	59.38%
Jangho HK (note 2)	Interest in controlled corporation	1,281,516,117	59.38%
Jangho Co (note 3)	Interest in controlled corporation	1,281,516,117	59.38%
Beijing Jiangheyuan (note 4)	Interest in controlled corporation	1,281,516,117	59.38%
Ms. Fu (note 5)	Interest of spouse	1,281,516,117	59.38%
Caiyun International	Beneficial owner	353,144,337	16.36%
Yunnan Co (note 6)	Interest in controlled corporation	353,144,337	16.36%
ICBC International Asset Management Limited	Investment manager	108,064,000	5.01%

#### Notes:

- 2,158,210,000 Shares were in issue as at 31 December 2021.
- Reach Glory was beneficially wholly-owned by Jangho HK and therefore Jangho HK was deemed to be interested in the Shares held by Reach Glory under the SFO.
- Jangho HK was beneficially wholly-owned by Jangho Co and therefore Jangho Co was deemed to be interested in the Shares indirectly held by Jangho HK through Reach Glory under the SFO.
- Ms. Fu, the spouse of Mr. Liu, was the sole director of Beijing Jiangheyuan. The board of directors of Jangho Co was controlled by Beijing Jiangheyuan and therefore Beijing Jiangheyuan was deemed to be interested in the Shares indirectly held by Jangho Co through Jangho HK and Reach Glory under the SFO.
- Ms. Fu is the spouse of Mr. Liu and was therefore deemed to be interested in the Shares indirectly held by Mr. Liu under the SFO.
- Caiyun International was beneficially wholly-owned by Yunnan Co and therefore Yunnan Co was deemed to be interested in the Shares held by Caiyun International under the SFO.

## SHARE OPTION SCHEME

The Company's share option scheme was adopted pursuant to a resolution passed on 1 December 2015 for the purpose of providing incentives or rewards to eligible persons who the Board considers, in its sole discretion, have contributed or will contribute to the Group. Under the Share Option Scheme, the Board may grant options to eligible persons, including directors of the Company and its subsidiaries, to subscribe for the Shares. Eligible persons of the Share Option Scheme, amongst others, include any executives, any employee (including proposed, full-time or part-time employee), a director or proposed director (including an independent non-executive director), a direct or indirect shareholder of any member of the Company and its subsidiaries and an associate of any of the aforementioned persons.

The Board shall set out in the offer the terms on which the option is to be granted. The maximum number of Shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under the Share Option Scheme and any other schemes of the Company must not exceed 30% of the Shares in issue from time to time. No options shall be granted under the Share Option Scheme at any time if such grant shall result in the scheme limit being exceeded.

The total number of securities available for issue under the Share Option Scheme was 200,000,000 Shares, representing approximately 9.27% of the total number of issued Shares as at the date of this annual report. The Company may seek approval of its Shareholders in general meeting for refreshing such 10% limit.

The maximum number of Shares issued and to be issued upon exercise of the options granted to each eligible person (including both exercised and outstanding options) in any 12-month period shall not exceed 1% of the Shares in issue for the time. Any further grant of share options in excess of this limit is subject to Shareholders' approval in a general meeting.

Any grant of options to any Director, chief executive or substantial shareholder (as such term as defined in the Listing Rules) of the Company, or any of their respective associates under the Share Option Scheme is subject to the prior approval of the independent non-executive Directors (excluding independent non-executive Directors who or whose associates is the grantee of an options). Where any grant of options to a substantial shareholder or an independent non-executive Director, or any of their respective associates, would result in the Shares issued and to be issued upon exercise of all options already granted and to be granted (including options exercised, cancelled and outstanding) to such person in the 12-month period up to and including the date of such grant (i) representing in aggregate over 0.1% of the Shares in issue on the date of such grant; and (ii) having an aggregate value, based on the closing price of the Shares as stated in the daily quotations sheets issued by the Stock Exchange on the date of grant, in excess of HK\$5.0 million, such further grant of the options shall be subject to prior approval of the Shareholders with such person and his associates abstaining from voting in favour of general meeting.

An offer for the grant of option must be accepted within 28 days from the offer date. Options granted shall be taken up upon payment of HK\$1 as consideration for the grant of option. Options may be exercised at any time from the date which option is deemed to be granted and accepted and expired on the date as the Board in its absolute discretion determine and which shall not exceeding a period of 10 years from the date on which the share options are deemed to be granted and accepted but subject to the provisions for early termination thereof contained in the Share Option Scheme.

The exercise price is determined by the Board, and shall not be less than whichever is the highest of (i) the closing price of the Shares as stated in the Stock Exchange's daily quotations sheet on the date of offer; and (ii) the average closing price of the Shares as stated in the Stock Exchange's daily quotations sheet for the five business days immediately preceding the offer date.

The Share Option Scheme shall be valid and effective for a period of 10 years commencing from 1 December 2015. There had been no share option granted since the adoption of the Share Option Scheme, and no share options were granted, exercised, cancelled or lapsed during the Year. No share options were outstanding at the beginning and the end of the Year.

## DIRECTORS' RIGHTS TO ACQUIRE SHARES OR DEBENTURES

During the Year, neither the Company, any of its subsidiaries, nor a party to any arrangement to enable the Directors to acquire benefits by means of the acquisition of 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 rights to subscribe for the securities of the Company, or had exercised any such right during the Year.

## EQUITY-LINKED AGREEMENTS

Save as disclosed under the paragraph headed "Share Option Scheme" above, no equity-linked agreements were entered into by the Group, or existed during the Year.

## CONNECTED TRANSACTIONS

Save as the transactions disclosed below, none of the related party transactions set out in note 45 to the consolidated financial statements constituted non-exempt continuing connected transactions or connected transactions under Chapter 14A of the Listing Rules during the Year.

### Continuing connected transactions

#### Business cooperation framework agreement with Jangho Co

Jangho Co is a substantial shareholder of the Company and is therefore a connected person of the Company within the meaning of the Listing Rules. Mr. Liu is the legal representative, director and chairman of Jangho Co which was approximately 27.35% beneficially owned by Beijing Jiangheyuan (a company which was 85% and 15% beneficially owned by Mr. Liu and his spouse, Ms. Fu, respectively) and approximately 25.07% beneficially owned by Mr. Liu as at 31 December 2021.

On 29 May 2019, the Company (for itself and on behalf of its subsidiaries) entered into a framework agreement on mutual provision of services (the "**Business Cooperation Framework Agreement**") with Jangho Co (for itself and on behalf of its subsidiaries, but excluding the members of the Group) ("**Jangho Group**"), for a term commenced from 29 May 2019 and ended on 31 December 2021. Under the Business Cooperation Framework Agreement, Jangho Group agreed to subcontract fitting-out works in relation to the projects undertaken by Jangho Group to the Group. The maximum annual transaction amounts for the three years ended 31 December 2021 are HK\$30 million, HK\$40 million and HK\$40 million, respectively ("**The Group's Annual Caps**"). During the Year, the aggregate transaction amount under The Group's Annual Caps was HK\$13.0 million.

Meanwhile, the Group agreed to subcontract specialised works and/or technical advisory services in relation to the projects undertaken by the Group to Jangho Group under the Business Cooperation Framework Agreement. The maximum annual transaction amounts for the three years ended 31 December 2021 are HK\$70 million, HK\$100 million and HK\$100 million, respectively ("**Jangho Group's Annual Caps**"). During the Year, the aggregate transaction amount under Jangho Group's Annual Caps was HK\$1.1 million.

The Business Cooperation Framework Agreement constituted a continuing connected transaction of the Company under Chapter 14A of the Listing Rules. As each of the applicable percentage ratios (other than the profits ratio) in respect of transactions under the Business Cooperation Framework Agreement are, on an annual basis, more than 0.1% but less than 5%, the transactions are subject to the annual reporting, announcement and annual review requirements but are exempt from the circular and Shareholders' approval requirements under Rule 14A.76(2)(a) of the Listing Rules.

## Directors' Report

The independent non-executive Directors have reviewed and confirmed that the continuing connected transactions for the Year have been entered into (i) in the ordinary and usual course of the business of the Group; (ii) on normal commercial terms or better; (iii) on terms that are fair and reasonable according to the relevant agreement governing them and in the interests of the Shareholders as a whole; and (iv) within the caps as disclosed in the relevant announcement. The auditor of the Company was engaged to report on the continuing connected transaction entered into by the Group for the Year in accordance with Hong Kong Standard on Assurance Engagements 3000 (Revised) "Assurance Engagements Other Than Audits or Reviews of Historical Financial Information" and with reference to Practice Note 740 "Auditor's Letter on Continuing Connected Transactions under the Hong Kong Listing Rules" issued by the Hong Kong Institute of Certified Public Accountants. The auditor has issued an unqualified letter containing its findings and conclusions in respect of the continuing connected transactions in accordance with Rule 14A.56 of the Listing Rules. A copy of the auditor's letter has been provided by the Company to the Stock Exchange.

### Connected transactions

#### **Fitting-out agreement with 長沙江河華晟醫學檢驗實驗室有限公司 (Zhangsha Jianghe Huacheng Medical Science Testing Laboratory Company Limited\*) ("Zhangsha Huacheng Laboratory")**

Zhangsha Huacheng Laboratory was wholly owned by 南京江河華晟醫學科技有限公司 (Nanjing Jianghe Huacheng Medical Technology Company Limited\*) ("Huacheng Medical Technology"), which in turn was held as to approximately 77.69% by Beijing Jiangheyuan as at 18 May 2021. Beijing Jiangheyuan was held as to 85% by Mr. Liu, who is a non-executive Director and a substantial shareholder of the Company, and 15% by Mr. Liu's spouse, Ms. Fu. Therefore, Zhangsha Huacheng Laboratory was an associate of Mr. Liu, and hence a connected person of the Company within the meaning of the Listing Rules.

On 18 May 2021, Sundart Beijing and Zhangsha Huacheng Laboratory entered into a fitting-out agreement (the "**May 2021 Fitting-out Agreement**"), pursuant to which Zhangsha Huacheng Laboratory has engaged Sundart Beijing as a contractor to carry out fitting-out works on a testing laboratory and certain office premises at Changsha City, Hunan Province, the PRC for a consideration of RMB13.6 million. During the Year, revenue from the May 2021 Fitting-out Agreement was RMB11.4 million.

The May 2021 Fitting-out Agreement constituted a connected transaction of the Company under Chapter 14A of the Listing Rules. As (i) each of the applicable percentage ratios (other than the profits ratio) of the consideration is more than 0.1% but less than 5%, and (ii) the transaction has been conducted on normal commercial terms, the transaction is subject to the annual reporting and announcement requirements but is exempt from the circular and Shareholders' approval requirements under Rule 14A.76(2)(a) of the Listing Rules.

#### **Fitting-out agreement with 鄭州江河華晟醫學檢驗實驗室有限公司 (Zhengzhou Jianghe Huacheng Medical Inspection Laboratory Company Limited\*) ("Zhengzhou Huacheng Laboratory")**

Zhengzhou Huacheng Laboratory was wholly owned by Huacheng Medical Technology, which in turn was held as to approximately 69.92% by Beijing Jiangheyuan as at 26 August 2021. Beijing Jiangheyuan was held as to 85% by Mr. Liu, who is a non-executive Director and a substantial shareholder of the Company, and 15% by Mr. Liu's spouse, Ms. Fu. Therefore, Zhengzhou Huacheng Laboratory was an associate of Mr. Liu, and hence a connected person of the Company within the meaning of the Listing Rules.

On 26 August 2021, Sundart Beijing and Zhengzhou Huacheng Laboratory entered into a fitting-out agreement (the "**August 2021 Fitting-out Agreement**"), pursuant to which Zhengzhou Huacheng Laboratory has engaged Sundart Beijing as a contractor to carry out fitting-out works on a testing laboratory and office premises at Zhengzhou, Henan Province, the PRC for a consideration of RMB12.8 million, subject to adjustments (if any). During the Year, revenue from the August 2021 Fitting-out Agreement was RMB10.0 million.

The August 2021 Fitting-out Agreement constituted a connected transaction of the Company under Chapter 14A of the Listing Rules. As the August 2021 Fitting-out Agreement and the May 2021 Fitting-out Agreement were entered into between Sundart Beijing and associates of Mr. Liu regarding fitting-out works carried out on testing laboratories and office premises within a 12-month period, the transactions under both agreements are aggregated under Rule 14A.81 of the Listing Rules.

As (i) each of the applicable percentage ratios (other than the profits ratio) of the consideration (on an aggregated basis) of both agreements is more than 0.1% but less than 5%, and (ii) the transaction has been conducted on normal commercial terms, the transaction of the August 2021 Fitting-out Agreement is subject to the annual reporting and announcement requirements but is exempt from the circular and Shareholders' approval requirements under Rule 14A.76(2)(a) of the Listing Rules.

The Board confirmed that the Company has complied with the disclosure requirements in accordance with Chapter 14A of the Listing Rules in relation to the aforesaid continuing connected transactions and connected transactions.

## DIRECTORS' INTERESTS IN TRANSACTIONS, ARRANGEMENTS AND CONTRACTS OF SIGNIFICANCE

Save as those disclosed in the paragraph headed "Connected Transactions" above and in note 45 to the consolidated financial statements, no other transactions, arrangements and contracts of significance, to which the Company or any of its subsidiaries was a party and in which a Director or a connected entity of a Director had a material interest, whether directly or indirectly, subsisted at the end of the Year or at any time during the Year.

## CONTRACTS OF SIGNIFICANCE BETWEEN THE GROUP AND THE CONTROLLING SHAREHOLDERS AND THEIR RESPECTIVE SUBSIDIARIES

For particulars of the contracts of significance between the Group and the controlling shareholders of the Company or their respective subsidiaries or the contracts of significance for the provision of services to the Group by the controlling shareholders of the Company or their respective subsidiaries, please see the paragraph headed "Connected Transactions" above and note 45 to the consolidated financial statements, respectively.

## MANAGEMENT CONTRACTS

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

## COMPETING BUSINESS

During the Year, none of the Directors or the controlling shareholders of the Company and their respective associates had any interests in a business, apart from the business of the Group, which competes or is likely to compete, either directly or indirectly, with the business of the Group or has any other conflict of interest with the Group which would be required to be disclosed under Rule 8.10 of the Listing Rules.

## Non-competition undertaking

In order to avoid any possible future competition between the Group and each of the controlling shareholders of the Company, each of the controlling shareholders of the Company as a covenantor (the "Covenantor") executed the Amended Deed, pursuant to which, each of the Covenantors undertakes, inter alia, that it/he/she will not, and will use its/his/her best endeavours to procure, its/his/her close associates (other than any member of the Group) not to, whether directly or indirectly, whether for profit or not, participate in or engage in any business which, directly or indirectly, competes or may compete with the Group's business. For details, please refer to the announcements of the Company dated 17 May 2017 and 25 July 2017 and the circular of the Company dated 30 June 2017, respectively.

## Directors' Report

The independent non-executive Directors have reviewed on the compliance with the terms of the Amended Deed and considered that the Covenantors have complied with the terms of the Amended Deed and the enforcement of the undertakings contained therein by the parties thereto.

### PERMITTED INDEMNITY PROVISION

Pursuant to the Articles of Association, every Director shall be entitled to be indemnified out of the assets or profits of the Company against all losses or liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto.

The Company has arranged appropriate directors' and officers' liability insurance coverage for its Directors and officers.

### EMOLUMENT POLICY

The emolument policy of the employees of the Group was set up by the Remuneration Committee on the basis of their merit, qualifications and competence. The emolument of the Directors are decided by the Remuneration Committee, having regard to the Company's operating results, individual performance and comparable market statistics.

The Company has adopted a Share Option Scheme as an incentive to eligible persons, details of which are set out under the paragraph headed "Share Option Scheme" above.

### RETIREMENT BENEFIT SCHEMES

Details of the Group's retirement benefit schemes are set out in note 42 to the consolidated financial statements.

### TAX RELIEF AND EXEMPTION

The Directors are not aware of any tax relief and exemption available to the Shareholders by reason of their holding of the Company's securities.

### PRE-EMPTIVE RIGHTS

There are no provisions for pre-emptive rights under the Articles of Association or applicable laws of the BVI where the Company is incorporated, which would oblige the Company to offer new Shares on a pro-rata basis to existing Shareholders.

### SANCTIONS

During the Year, two meetings of the Internal Control Committee were held on 29 March 2021 and 26 August 2021, respectively, to review, inter alia, the Group's guidelines and procedures with respect to the sanction law matters. The Internal Control Committee was of the view that such guidelines and procedures, which have been complied with, were effective and well-functioned.

As at 31 December 2021, the Group has not used any funds raised through the Stock Exchange, to finance or facilitate, directly or indirectly, any activities or business in breach of the sanctions enacted, enforced or imposed by the United States government, the European Union and Australian government with respect to Russia.

### SUFFICIENCY OF PUBLIC FLOAT

Based on information that is publicly available to the Company and within the knowledge of the Directors as at the date of this annual report, the Company has maintained a sufficient public float as required under the Listing Rules throughout the Year.

## CHARITABLE DONATIONS

Charitable donations made by the Group during the Year amounted to HK\$52,000.

## MAJOR CUSTOMERS, SUBCONTRACTORS AND SUPPLIERS

For the Year, the aggregate amount of revenue attributable to the Group's five largest customers accounted for 44.7% of the Group's total revenue and the revenue from its largest customer accounted for 15.1% of its total revenue.

In addition, the Group's purchases attributable to its five largest subcontractors and suppliers accounted for less than 30% of the Group's total purchases.

During the Year, none of the Directors, their close associates or any Shareholders (which, to the best knowledge of the Directors, own more than 5% of the total number of issued Shares) had any interests in any of the Group's five largest customers.

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

Neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Company's listed securities during the Year.

## AUDITOR

On 29 June 2021, Deloitte Touche Tohmatsu ("**Deloitte**") resigned as the auditor of the Company. On 8 July 2021, BDO Limited has been appointed as the auditor of the Company to fill the casual vacancy following the resignation of Deloitte and to hold office until conclusion of the AGM.

The Group's consolidated financial statements and the related notes thereto for the Year as set out in this annual report have been audited by BDO Limited, to the amounts set out in the Group's audited consolidated financial statements for the Year. A resolution to re-appoint BDO Limited as the auditor of the Company will be submitted for Shareholders' approval at the AGM.

Save as disclosed above, there have been no other changes of the auditor of the Company for the preceding three years.

On behalf of the Board

**Ng Tak Kwan**

*Chief Executive Officer and Executive Director*

Hong Kong, 21 March 2022

# Independent Auditor's Report



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## To the Shareholders of SUNDART HOLDINGS LIMITED

承達集團有限公司

*(incorporated in British Virgin Islands with limited liability)*

### OPINION

We have audited the consolidated financial statements of SUNDART HOLDINGS LIMITED 承達集團有限公司 (the "Company") and its subsidiaries (collectively referred to as the "Group") set out on pages 75 to 159, which comprise the consolidated statement of financial position as at 31 December 2021, and the consolidated statement of profit or loss and other comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at 31 December 2021, and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards ("HKFRSs") issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA") and have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

### BASIS FOR OPINION

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

### KEY AUDIT MATTERS

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

## KEY AUDIT MATTERS *(Continued)*

### Key audit matter

### How our audit addressed the key audit matter

#### **Contract revenue from fitting-out works and alteration and addition and construction works and contract costs**

We identified the contract revenue from fitting-out works and alteration and addition and construction works and contract costs as a key audit matter as they are quantitatively significant to the consolidated financial statements as a whole and there are significant judgments exercised by the management of the Group in determining the total outcome of the projects as well as the stage of completion of construction works and the amount of contract revenue recognised.

The Group recognises contract revenue by reference to the progress towards complete satisfaction of the relevant performance obligation using input method, measured based on the proportion of contract costs incurred for work performed to date relative to the estimated total contract costs. If actual contract costs deviates significantly from the budgets, the actual profit for each of the individual projects would differ significantly from the estimate. Accordingly, recognition of contract revenue involves a significant degree of management estimates and judgment, with estimates being made to assess the total contract costs and stage of completion of the contract. The details of the accounting policies and estimation uncertainty in relation to revenue recognition on fitting-out works and alteration and addition and construction works are set out in notes 3 and 4, respectively, to the consolidated financial statements.

As disclosed in notes 5 and 11 to the consolidated financial statements, the contract revenue and the contract costs amounted to HK\$5,667,519,000 and HK\$4,862,028,000 for the year ended 31 December 2021, respectively.

Our procedures in relation to contract revenue and contract costs included:

- Understanding the Group's internal process over the recognition of contract revenue;
- Discussing with the project managers, quantity surveyors and the management of the Group and checking the supporting documents including contracts and variation orders to evaluate the reasonableness of the management's estimation of the budgeted revenue and budgeted contract costs;
- Checking the basis of the budgeted revenue to underlying construction contracts and other relevant correspondences and supporting documents in respect of variations in construction works or price adjustments;
- Recalculating the percentage of completion based on accumulated actual cost incurred to date over the total budget cost; and
- Agreeing the contract costs, on a sample basis, incurred to date to the subcontractor payment certificates and supplier invoices.

**KEY AUDIT MATTERS** *(Continued)***Key audit matter****How our audit addressed the key audit matter****Estimated provision of expected credit losses ("ECL") for trade receivables (including unbilled receivables) and contract assets**

We identified the estimated provision of ECL for trade receivables and contract assets as a key audit matter due to the significance to the consolidated financial position as a whole and the use of judgement and estimates by the management of the Group in determining the allowance for credit losses.

As shown in notes 24 and 27 to the consolidated financial statements, as at 31 December 2021, the carrying amounts of trade receivables and contract assets are HK\$2,452,182,000 (net of allowance for credit losses of HK\$164,146,000) and HK\$1,249,285,000 (net of allowance for credit losses of HK\$28,646,000), respectively.

As disclosed in note 4 to the consolidated financial statements, the management of the Group estimates the amount of lifetime ECL of trade receivables and contract assets. For trade receivables and contract assets that the Group does not have reasonable and supportable information that is available without undue cost or effort to measure ECL on individual basis, collective assessments is performed through grouping of various debtors that have similar loss patterns, after considering internal credit ratings of trade debtors, ageing, repayment history and/or past due status of respective trade receivables. Estimated loss rates are based on historical observed default rates over the expected life of the debtors and are adjusted for forward-looking information that is reasonable and supportable available without undue costs or effort. In addition, trade receivables and contract assets that are credit-impaired are assessed for ECL individually. The loss allowance of trade receivables and contract assets is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows with the consideration of expected future credit losses.

As disclosed in note 40 to the consolidated financial statements, the net impairment losses of HK\$25,089,000 and net reversal of impairment losses of HK\$4,260,000 in respect of the trade receivables and contract assets were recognised in profit or loss by the Group for the year ended 31 December 2021, respectively.

Our procedures in relation to the estimated provision of ECL for trade receivables and contract assets included:

- Obtaining an understanding of key process on how the management estimates the ECL of trade receivables and contract assets including the individual assessment on the credit-impaired trade receivables and contract assets and the use of collective assessment;
- Testing the integrity of information used by management to develop the internal credit rating, including trade receivables ageing analysis and contract assets as at 31 December 2021, on a sample basis, by comparing individual items in the analysis with the relevant invoices/progress certificates and/or other supporting documents;
- Challenging management's basis and judgement in identification of credit-impaired trade receivables and contract assets as at 31 December 2021, and the reasonableness of management's grouping of the remaining trade debtors into different categories in the collective assessment; and
- Discussing with the specialist appointed by the Group and involving our specialist to evaluate the appropriateness of the valuation methodology adopted by the management and the reasonableness of the assumptions including estimated loss rates applied in each category in the collective assessment and forward-looking information.

## OTHER INFORMATION

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

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

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

## DIRECTORS' RESPONSIBILITIES FOR THE CONSOLIDATED FINANCIAL STATEMENTS

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

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

The directors are also responsible for overseeing the Group's financial reporting process. The Audit Committee assists the directors in discharging their responsibility in this regard.

Those charged with governance are 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. This report is made solely to you, as a body, in accordance with the terms of our engagement, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with HKSAs 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.

- 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.

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

- 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.

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, actions taken to eliminate threats or safeguards applied.

From the matters communicated with the directors, 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.

### OTHER MATTER

The consolidated financial statements of the Group for the year ended 31 December 2020 were audited by another auditor who expressed an unmodified opinion on those statements on 29 March 2021.

#### **BDO Limited**

*Certified Public Accountants*

Chan Wing Fai

Practising Certificate no. P05443

Hong Kong, 21 March 2022

# Consolidated Statement of Profit or Loss and Other Comprehensive Income

For the year ended 31 December 2021

	Notes	2021 HK\$'000	2020 HK\$'000
Revenue	5	5,689,948	5,929,077
Cost of sales		(4,881,178)	(5,014,498)
Gross profit		808,770	914,579
Other income, other gains and losses	7	(15,570)	(45,441)
Impairment losses under expected credit loss model, net of reversal	8	(29,903)	(102,820)
Selling expenses		(8,108)	(9,340)
Administrative expenses		(204,829)	(195,981)
Other expenses		(113,121)	(77,891)
Share of (losses) profits of associates		(2,050)	3,387
Finance costs	9	(2,371)	(7,764)
Profit before tax		432,818	478,729
Income tax expense	10	(61,531)	(72,271)
<b>Profit for the year attributable to owners of the Company</b>	11	<b>371,287</b>	406,458
<b>Other comprehensive income</b>			
<b>Item that will not be reclassified to profit or loss:</b>			
Gain on revaluation of properties transferred to investment properties		–	2,217
<b>Items that may be reclassified subsequently to profit or loss:</b>			
Exchange differences arising on translation of foreign operations		30,842	50,848
Share of other comprehensive income of an associate		1,015	2,008
		<b>31,857</b>	52,856
Other comprehensive income for the year		<b>31,857</b>	55,073
<b>Total comprehensive income for the year attributable to owners of the Company</b>		<b>403,144</b>	461,531
<b>Earnings per share</b>			
Basic and diluted (HK cents)	15	17.20	18.83

# Consolidated Statement of Financial Position

At 31 December 2021

	<i>Notes</i>	<b>2021</b> <i>HK\$'000</i>	<b>2020</b> <i>HK\$'000</i>
<b>Non-current assets</b>			
Property, plant and equipment	16	365,594	369,008
Right-of-use assets	17	8,688	16,780
Investment properties	18	57,939	56,355
Goodwill	19	1,510	1,510
Interests in associates	20	121,391	127,556
Financial assets at fair value through profit or loss	21	113,802	153,351
Other financial assets at amortised cost	22	16,125	–
Deferred tax assets	34	25,685	17,823
		<b>710,734</b>	742,383
<b>Current assets</b>			
Inventories	23	49,359	37,940
Trade and other receivables and bills receivable	24	3,082,112	2,138,286
Amounts due from related companies	25	5,436	1,444
Amount due from a fellow subsidiary	26	1,005	–
Contract assets	27	1,249,285	1,698,182
Tax recoverable		219	816
Other financial assets at amortised cost	22	4,940	–
Pledged bank deposits	28	132,000	90,398
Bank balances and cash	28	1,797,890	1,572,111
		<b>6,322,246</b>	5,539,177
<b>Current liabilities</b>			
Trade and other payables	29	2,682,913	2,399,939
Bills payable	30	839,859	542,535
Tax payable		38,983	68,561
Bank borrowings	31	84,537	164,747
Lease liabilities	32	8,186	10,749
Contract liabilities	33	147,212	88,931
		<b>3,801,690</b>	3,275,462
<b>Net current assets</b>		<b>2,520,556</b>	2,263,715
<b>Total assets less current liabilities</b>		<b>3,231,290</b>	3,006,098

Consolidated Statement of Financial Position  
At 31 December 2021

	<i>Notes</i>	<b>2021</b> <i>HK\$'000</i>	<i>2020</i> <i>HK\$'000</i>
<b>Capital and reserves</b>			
Share capital	35	<b>1,246,815</b>	1,246,815
Reserves		<b>1,980,523</b>	1,750,036
<b>Equity attributable to owners of the Company</b>		<b>3,227,338</b>	2,996,851
<b>Non-current liabilities</b>			
Deferred tax liabilities	34	<b>2,153</b>	1,806
Lease liabilities	32	<b>1,799</b>	7,441
		<b>3,952</b>	9,247
		<b>3,231,290</b>	3,006,098

The consolidated financial statements on pages 75 to 159 were approved and authorised for issue by the board of directors on 21 March 2022 and are signed on its behalf by:

**Ng Tak Kwan**  
*Director*

**Xie Jianyu**  
*Director*

# Consolidated Statement of Changes in Equity

For the year ended 31 December 2021

	Attributable to owners of the Company									
	Share capital HK\$'000	Share premium HK\$'000	Legal reserve HK\$'000 (Note a)	Statutory reserve HK\$'000 (Note b)	Property revaluation reserve HK\$'000	Shareholders' contribution reserve HK\$'000	Translation reserve HK\$'000	Other reserves HK\$'000 (Note c)	Accumulated profits HK\$'000	Total HK\$'000
At 1 January 2020	1,246,815	19,700	60	50,266	1,241	6,615	(37,065)	(277,406)	1,525,094	2,535,320
Gain on revaluation of properties transferred to investment properties	-	-	-	-	2,217	-	-	-	-	2,217
Exchange differences arising on translation of foreign operations	-	-	-	-	-	-	50,848	-	-	50,848
Share of other comprehensive income of an associate	-	-	-	-	-	-	2,008	-	-	2,008
Profit for the year	-	-	-	-	-	-	-	-	406,458	406,458
Total comprehensive income for the year	-	-	-	-	2,217	-	52,856	-	406,458	461,531
Transfer from accumulated profits to statutory reserve	-	-	-	16,359	-	-	-	-	(16,359)	-
At 31 December 2020	1,246,815	19,700	60	66,625	3,458	6,615	15,791	(277,406)	1,915,193	2,996,851
Exchange differences arising on translation of foreign operations	-	-	-	-	-	-	30,842	-	-	30,842
Share of other comprehensive income of an associate	-	-	-	-	-	-	1,015	-	-	1,015
Profit for the year	-	-	-	-	-	-	-	-	371,287	371,287
Total comprehensive income for the year	-	-	-	-	-	-	31,857	-	371,287	403,144
Transfer from accumulated profits to statutory reserve	-	-	-	20,631	-	-	-	-	(20,631)	-
Dividend paid (note 14)	-	-	-	-	-	-	-	-	(172,657)	(172,657)
At 31 December 2021	1,246,815	19,700	60	87,256	3,458	6,615	47,648	(277,406)	2,093,192	3,227,338

## Notes:

- (a) In accordance with the provisions of the Macau Commercial Code, the subsidiaries of SUNDART HOLDINGS LIMITED 承達集團有限公司 (the "Company") and its subsidiaries (collectively referred to as the "Group") in Macau are required to transfer a minimum of 25% of their profit for the year to the legal reserve before appropriation of dividends until the legal reserve equals half of the quota capital of these subsidiaries. This reserve is not distributable to the shareholders.
- (b) As stipulated by the relevant laws and regulations in the People's Republic of China (the "PRC"), the subsidiaries established in the PRC shall set aside 10% of their net profits based on statutory accounts prepared in accordance with the relevant regulations and accounting principles generally accepted in the PRC to the statutory reserve before the distribution of the net profit each year until the balance reaches 50% of its paid-in capital. The statutory reserve can only be used upon approval by the board of directors of the relevant subsidiary to offset accumulated losses or increase capital.
- (c) Other reserves included (i) a credit amount of HK\$33,600,000 of recognition of other service costs, which represented the difference between the fair value and consideration (represented by the net assets attributable to) of the acquisition of 10.2% equity interests in the Company by a director, and (ii) a debit amount of HK\$311,006,000, which represented the merger reserve of the acquisition of 100% equity interests in Sundart Engineering & Contracting (Beijing) Limited ("Sundart Beijing") in relation to the application of merger accounting to the acquisition of Sundart Beijing, being a business combination involving entities under common control, in prior years.

# Consolidated Statement of Cash Flows

For the year ended 31 December 2021

	2021 HK\$'000	2020 HK\$'000
<b>Operating activities</b>		
Profit before tax	432,818	478,729
Adjustments for:		
Finance costs	2,371	7,764
Interest income	(11,545)	(3,741)
Dividends from financial assets at fair value through profit or loss	(724)	(1,776)
Rent concessions	–	(339)
Share of (losses) profits of associates	2,050	(3,387)
Depreciation of property, plant and equipment	19,010	17,954
Depreciation of right-of-use assets	10,233	9,058
Impairment losses under expected credit loss model, net of reversal	29,903	102,820
Allowance for inventories	209	9,944
Loss on disposal of property, plant and equipment	232	14
Net loss from fair value changes of financial assets at fair value through profit or loss	33,605	72,586
Recovery of trade receivables written off	–	(3,864)
Operating cash flows before movements in working capital	518,162	685,762
(Increase) decrease in inventories	(11,628)	7,328
Increase in trade and other receivables and bills receivable	(902,445)	(29,449)
(Increase) decrease in amounts due from related companies	(3,889)	7,713
Increase in amount due from a fellow subsidiary	(1,005)	–
Decrease in contract assets	464,378	127,764
Increase (decrease) in trade and other payables	231,697	(83,369)
Increase in bills payable	277,061	235,810
Decrease in amount due to a fellow subsidiary	–	(153)
Increase in contract liabilities	56,526	6,916
Cash generated from operations	628,857	958,322
Income tax paid	(98,830)	(96,483)
Income tax refunded	816	6,386
<b>Net cash from operating activities</b>	<b>530,843</b>	<b>868,225</b>

Consolidated Statement of Cash Flows  
For the year ended 31 December 2021

	2021 HK\$'000	2020 HK\$'000
<b>Investing activities</b>		
Interest received	11,145	3,741
Dividends from financial assets at fair value through profit or loss	724	1,776
Repayment from an associate	5,130	10,633
Proceeds from disposal of financial assets at fair value through profit or loss	28,144	–
Proceeds from disposal of property, plant and equipment	247	244
Purchase of financial assets at fair value through profit or loss	(22,200)	(9,398)
Purchase of other financial assets at amortised cost	(20,580)	–
Purchase of property, plant and equipment	(9,746)	(228,328)
Withdrawal of a deposit at a broker	–	50,000
Placement of a deposit at a broker	(20,000)	–
Withdrawal of pledged bank deposits	179,030	120,282
Placement of pledged bank deposits	(217,978)	(150,113)
<b>Net cash used in investing activities</b>	<b>(66,084)</b>	<b>(201,163)</b>
<b>Financing activities</b>		
Dividends paid	(172,657)	–
Interest paid	(2,371)	(7,764)
Repayments of bank borrowings	(97,455)	(261,498)
Repayments of lease liabilities	(10,380)	(8,530)
New bank borrowings raised	17,245	52,912
<b>Net cash used in financing activities</b>	<b>(265,618)</b>	<b>(224,880)</b>
<b>Net increase in cash and cash equivalents</b>	<b>199,141</b>	<b>442,182</b>
<b>Cash and cash equivalents at the beginning of the year</b>	<b>1,572,111</b>	<b>1,078,103</b>
Effect of foreign exchange rate changes	26,638	51,826
<b>Cash and cash equivalents at the end of the year</b>	<b>1,797,890</b>	<b>1,572,111</b>

# Notes to the Consolidated Financial Statements

For the year ended 31 December 2021

## 1. GENERAL INFORMATION

The Company is a public limited company incorporated in the British Virgin Islands (the “BVI”) on 21 May 2001 as an international business company, governed by the International Business Companies Act (Cap 291) and was automatically re-registered as a BVI business company with limited liability on 1 January 2007 under the BVI Companies Act, and its shares are listed on The Stock Exchange of Hong Kong Limited. The addresses of the registered office and principal place of business of the Company are Commerce House, Wickhams Cay 1, P.O. Box 3140, Road Town, Tortola, BVI, VG1110 and 19/F, Millennium City 3, 370 Kwun Tong Road, Kowloon, Hong Kong, respectively.

The ultimate holding company of the Company is Jangho Group Co., Ltd. (“Jangho Co”), a joint stock company incorporated in the PRC and listed on the Shanghai Stock Exchange. The Company’s ultimate controlling party is Mr. Liu Zaiwang (“Mr. Liu”), the chairman of Jangho Co.

The Company acts as an investment holding company and provides corporate management services. The principal activities of the Company’s subsidiaries are set out in note 46.

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

## 2. APPLICATION OF AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”)

### Amendments to HKFRSs that are mandatorily effective for the current year

In the current year, the Group has applied the following amendments to HKFRSs issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”) for the first time, which are mandatorily effective for the annual period beginning on or after 1 January 2021 for the preparation of the consolidated financial statements:

Amendments to HKAS 39, HKFRS 4, HKFRS 7, HKFRS 9 and HKFRS 16	Interest Rate Benchmark Reform – Phase 2
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In addition, the Group has early applied the Amendment to HKFRS 16 *Covid-19-Related Rent Concessions beyond 30 June 2021 (amendments)*.

Except as described below, the application of the amendments to HKFRSs in the current year had no material impact on the Group’s financial positions and performance for the current and prior years and/or on the disclosures set out in these consolidated financial statements.

## 2. APPLICATION OF AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSS”) (Continued)

### **Amendments to HKFRSS that are mandatorily effective for the current year** (Continued)

#### **Amendments to HKAS 39, HKFRS 4, HKFRS 7, HKFRS 9 and HKFRS 16 Interest Rate Benchmark Reform – Phase 2**

The Group has applied the Amendments to HKAS 39, HKFRS 4, HKFRS 7, HKFRS 9 and HKFRS 16 *Interest Rate Benchmark Reform – Phase 2* for the first time in the current year. The amendments relate to the modification of financial assets, financial liabilities and lease liabilities, specific hedge accounting requirements and disclosure requirements applying HKFRS 7 *Financial Instruments: Disclosures to accompany the amendments regarding modifications and hedge accounting*.

- Modification of financial assets, financial liabilities and lease liabilities: A practical expedient is introduced for modifications required by the reform (modifications required as a direct consequence of the interest rate benchmark reform and made on an economically equivalent basis). These modifications are accounted for by updating the effective interest rate. All other modifications are accounted for using the current HKFRSS requirements. A similar practical expedient is proposed for lessee accounting applying HKFRS 16;
- Hedge accounting requirements: Under the amendments, hedge accounting is not discontinued solely because of the interest rate benchmark reform. Hedging relationships (and related documentation) are required to be amended to reflect modifications to the hedged item, hedging instrument and hedged risk. Amended hedging relationships should meet all qualifying criteria to apply hedge accounting, including effectiveness requirements; and
- Disclosures: The amendments require disclosures in order to allow users to understand the nature and extent of risks arising from the interest rate benchmark reform to which the Group is exposed to and how the entity manages those risks as well as the entity’s progress in transitioning from interbank offered rates to alternative benchmark rates, and how the entity is managing this transition.

The application of the amendments had no impact on the consolidated financial statements in the current year.

## 2. APPLICATION OF AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (Continued)

### New/revised HKFRSs that have been issued but are not yet effective

The Group has not early applied the following new and amendments to HKFRSs that have been issued but are not yet effective:

Amendments to HKFRS Standards	Annual Improvements to HKFRS Standards 2018–2020 <sup>1</sup>
Amendments to HKFRS 3, HKAS 16 and HKAS 37	Narrow-scope amendments <sup>1</sup>
Amendments to HKAS 1	Classification of Liabilities as Current or Non-current and related amendments to Hong Kong Interpretation 5 (2020) <sup>2</sup>
Amendments to HKAS 1 and HKFRS Practice Statement 2	Disclosure of Accounting Policies <sup>2</sup>
Amendments to HKAS 8	Definition of Accounting Estimates <sup>2</sup>
Amendments to HKAS 12	Deferred tax related to assets and liabilities arising from a single transaction <sup>2</sup>
Amendments to HKFRS 10 and HKAS 28	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture <sup>3</sup>

<sup>1</sup> Effective for annual periods beginning on or after 1 January 2022

<sup>2</sup> Effective for annual periods beginning on or after 1 January 2023

<sup>3</sup> The amendments shall be applied prospectively to the sale or contribution of assets occurring in annual periods beginning on or after a date to be determined

### Amendments to HKFRSs Annual Improvements to HKFRSs 2018-2020

The annual improvements make amendments to the following standards.

#### HKFRS 9 Financial Instruments

The amendment clarifies that for the purpose of assessing whether modification of terms of original financial liability constitutes substantial modification under the “10 per cent” test, a borrower includes only fees paid or received between the borrower and the lender, including fees paid or received by either the borrower or the lender on the other’s behalf.

The directors are currently assessing the impact of the application of the amendments on the Group’s consolidated financial statements.

#### HKFRS 16 Leases

The amendment to Illustrative Example 13 accompanying HKFRS 16 removes from the example the illustration of reimbursement relating to leasehold improvements by the lessor in order to remove any potential confusion.

The directors are currently assessing the impact of the application of the amendments on the Group’s consolidated financial statements.

## 2. APPLICATION OF AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS ("HKFRSS") (Continued)

### **New/revised HKFRSS that have been issued but are not yet effective** (Continued)

#### **Amendments to HKFRS 3, HKAS 16 and HKAS 37 Narrow-scope amendments**

The narrow-scope amendments make amendments to the following standards.

##### **Amendments to HKAS 16 Property, Plant and Equipment – Proceeds before Intended Use**

The amendments specify that the costs of any item that were produced while bringing an item of property, plant and equipment to the location and condition necessary for it to be capable of operating in the manner intended by management (such as samples produced when testing whether the relevant property, plant and equipment is functioning properly) and the proceeds from selling such items should be recognised and measured in the profit or loss in accordance with applicable standards. The cost of the items are measured in accordance with HKAS 2 *Inventories*.

The directors are currently assessing the impact of the application of the amendments on the Group's consolidated financial statements.

##### **Amendments to HKAS 37 Onerous Contracts – Cost of Fulfilling a Contract**

The amendments specify that, when an entity assesses whether a contract is onerous in accordance with HKAS 37 *Provisions, Contingent Liabilities and Contingent Assets*, the unavoidable costs under the contract should reflect the least net cost of exiting from the contract, which is the lower of the cost of fulfilling it and any compensation or penalties arising from failure to fulfil it. Costs of fulfilling the contract include incremental costs and an allocation of other costs that relate directly to fulfilling contracts (for example, an allocation of the depreciation charge for an item of property, plant and equipment used in fulfilling the contract).

The directors are currently assessing the impact of the application of the amendments on the Group's consolidated financial statements.

##### **Amendments to HKAS 1 Classification of Liabilities as Current or Non-current and related amendments to Hong Kong Interpretation 5 (2020)**

The amendments provide clarification and additional guidance on the assessment of right to defer settlement for at least twelve months from reporting date for classification of liabilities as current or non-current, which:

- specify that the classification of liabilities as current or non-current should be based on rights that are in existence at the end of the reporting period. Specifically, the amendments clarify that:
  - (i) the classification should not be affected by management intentions or expectations to settle the liability within 12 months; and
  - (ii) if the right is conditional on the compliance with covenants, the right exists if the conditions are met at the end of the reporting period, even if the lender does not test compliance until a later date.
- clarify that if a liability has terms that could, at the option of the counterparty, result in its settlement by the transfer of the entity's own equity instruments, these terms do not affect its classification as current or non-current only if the entity recognises the option separately as an equity instrument applying HKAS 32 *Financial Instruments: Presentation*.

In addition, Hong Kong Interpretation 5 was revised as a consequence of the Amendments to HKAS 1 to align the corresponding wordings with no change in conclusion.

## 2. APPLICATION OF AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) *(Continued)*

### **New/revised HKFRSs that have been issued but are not yet effective** *(Continued)*

#### **Amendments to HKAS 1 Classification of Liabilities as Current or Non-current and related amendments to Hong Kong Interpretation 5 (2020)** *(Continued)*

Based on the Group’s outstanding liabilities as at 31 December 2021, the application of the amendments will not result in reclassification of the Group’s liabilities.

The directors are currently assessing the impact of the application of the amendments on the Group’s consolidated financial statements.

#### **Amendments to HKAS 1 and HKFRS Practice Statement 2**

The amendments to Disclosure of Accounting Policies were issued following feedback that more guidance was needed to help companies decide what accounting policy information should be disclosed. The amendments to HKAS 1 require companies to disclose their material accounting policy information rather than their significant accounting policies. The amendments to HKFRS Practice Statement 2 provide guidance on how to apply the concept of materiality to accounting policy disclosures.

The directors are currently assessing the impact of the application of the amendments on the Group’s consolidated financial statements.

#### **Amendments to HKAS 8**

The amendments to HKAS 8 clarify how companies should distinguish changes in accounting policies from changes in accounting estimates. That distinction is important because changes in accounting estimates are applied prospectively only to future transactions and other future events, but changes in accounting policies are generally also applied retrospectively to past transactions and other past events.

The directors are currently assessing the impact of the application of the amendments on the Group’s consolidated financial statements.

#### **Amendments to HKAS 12**

The amendments narrow the scope of the recognition exemption in paragraphs 15 and 24 of HKAS 12 (recognition exemption) so that it no longer applies to transactions that, on initial recognition, give rise to equal taxable and deductible temporary differences. The amendments were issued in response to a recommendation from the IFRS Interpretations Committee. The amendments are effective for annual reporting periods beginning on or after 1 January 2023, with early application permitted.

The directors are currently assessing the impact of the application of the amendments on the Group’s consolidated financial statements.

### 3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES

#### 3.1 Basis of preparation of consolidated financial statements

The consolidated financial statements have been prepared in accordance with HKFRSs issued by the HKICPA. For the purpose of preparation of the consolidated financial statements, information is considered material if such information is reasonably expected to influence decisions made by primary users. In addition, the consolidated financial statements include applicable disclosures required by the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (“Listing Rules”) and by the Hong Kong Companies Ordinance.

The directors of the Company have, at the time of approving the consolidated financial statements, a reasonable expectation that the Group has adequate resources to continue in operational existence for the foreseeable future. Thus they continue to adopt the going concern basis of accounting in preparing the consolidated financial statements.

The consolidated financial statements have been prepared on the historical cost basis except for certain properties and certain financial instruments that are measured at fair value at the end of each reporting period, as explained in the accounting policies set out below.

Historical cost is generally based on the fair value of the consideration given in exchange for goods and services.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Group takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date. Fair value for measurement and/or disclosure purposes in these consolidated financial statements is determined on such a basis, except for share-based payment transactions that are within the scope of HKFRS 2 *Share-based Payment*, leasing transactions that are accounted for in accordance with HKFRS 16, and measurements that have some similarities to fair value but are not fair value, such as net realisable value in HKAS 2 *Inventories* or value in use in HKAS 36 *Impairment of Assets*.

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

For certain financial instruments and investment properties which are transacted at fair value and a valuation technique that unobservable inputs is to be used to measure fair value in subsequent periods, the valuation technique is calibrated so that at initial recognition the results of the valuation technique equals the transaction price.

### 3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

#### 3.1 Basis of preparation of consolidated financial statements *(Continued)*

In addition, for financial reporting purposes, fair value measurements are categorised into Level 1, 2 or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, which are described as follows:

- Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date;
- Level 2 inputs are inputs, other than quoted prices included within Level 1, that are observable for the asset or liability, either directly or indirectly; and
- Level 3 inputs are unobservable inputs for the asset or liability.

#### 3.2 Significant accounting policies

##### Basis of consolidation

The consolidated financial statements incorporate the financial statements of the Company and entities controlled by the Company and its subsidiaries. Control is achieved when the Company:

- has power over the investee;
- is exposed, or has rights, to variable returns from its involvement with the investee; and
- has the ability to use its power to affect its returns.

The Group reassesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control listed above.

Consolidation of a subsidiary begins when the Group obtains control over the subsidiary and ceases when the Group loses control of the subsidiary. Specifically, income and expenses of a subsidiary acquired or disposed of during the year are included in the consolidated statement of profit or loss and other comprehensive income from the date the Group gains control until the date when the Group ceases to control the subsidiary.

Profit or loss and each item of other comprehensive income and total comprehensive income of subsidiaries are attributed to the owners of the Company.

When necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies into line with the Group's accounting policies.

All intragroup assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

### 3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

#### 3.2 Significant accounting policies *(Continued)*

##### **Acquisition of a subsidiary not constituting a business**

When the Group acquires a group of assets and liabilities that do not constitute a business, the Group identifies and recognises the individual identifiable assets acquired and liabilities assumed by allocating the purchase price first to investment properties which are subsequently measured under fair value model and financial assets/financial liabilities at the respective fair values, the remaining balance of the purchase price is then allocated to the other identifiable assets and liabilities on the basis of their relative fair values at the date of purchase. Such a transaction does not give rise to goodwill or bargain purchase gain.

##### **Merger accounting for business combination involving businesses under common control**

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

The net assets of the combining businesses are consolidated using the existing book values from the controlling party's perspective. No amount is recognised in respect of goodwill or bargain purchase gain at the time of common control combination.

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

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

##### **Goodwill**

Goodwill arising on an acquisition of a business is carried at cost as established at the date of acquisition of the business less accumulated impairment losses, if any.

For the purposes of impairment testing, goodwill is allocated to each of the Group's cash-generating units (or groups of cash-generating units) that is expected to benefit from the synergies of the combination, which represents the lowest level at which the goodwill is monitored for internal management purpose and not larger than an operating segment.

A cash-generating unit (or groups of cash-generating units) to which goodwill has been allocated is tested for impairment annually or more frequently when there is indication that the unit may be impaired. For goodwill arising on acquisition in a reporting period, the cash-generating unit (or group of cash-generating units) to which goodwill has been allocated is tested for impairment before the end of reporting period. If the recoverable amount is less than its carrying amount, the impairment loss is allocated first to reduce the carrying amount of any goodwill and then to the other assets on a pro-rata basis based on the carrying amount of each asset in the unit (or groups of cash-generating units).

### 3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

#### 3.2 Significant accounting policies *(Continued)*

##### **Goodwill** *(Continued)*

On disposal of the relevant cash-generating unit or any of the cash-generating unit within the group of cash-generating units, the attributable amount of goodwill is included in the determination of the amount of profit or loss on disposal. When the Group disposes of an operation within the cash-generating unit (or a cash-generating unit within a group of cash-generating units), the amount of goodwill disposed of is measured on the basis of the relative values of the operation (or the cash-generating unit) disposed of and the portion of the cash-generating unit (or the group of cash-generating units) retained.

The Group's policy for goodwill arising on the acquisition of an associate is described below.

##### **Investments in associates**

An associate is an entity over which the Group has significant influence. Significant influence is the power to participate in the financial and operating policy decisions of the investee but is not control or joint control over those policies.

The results and assets and liabilities of associates are incorporated in these consolidated financial statements using the equity method of accounting. The financial statements of associates used for equity accounting purposes are prepared using uniform accounting policies as those of the Group for like transactions and events in similar circumstances. Under the equity method, investments in associates are initially recognised in the consolidated statement of financial position at cost and adjusted thereafter to recognise the Group's share of the profit or loss and other comprehensive income of the associates. When the Group's share of losses of an associate exceeds the Group's interest in that associate (which includes any long-term interests that, in substance, form part of the Group's net investment in the associate), the Group discontinues recognising its share of further losses. Additional losses are recognised only to the extent that the Group has incurred legal or constructive obligations or made payments on behalf of the associate.

An investment in an associate is accounted for using the equity method from the date on which the investee becomes an associate. On acquisition of the investment in an associate, any excess of the cost of the investment over the Group's share of the net fair value of the identifiable assets and liabilities of the investee is recognised as goodwill, which is included within the carrying amount of the investment. Any excess of the Group's share of the net fair value of the identifiable assets and liabilities over the cost of the investment, after reassessment, is recognised immediately in profit or loss in the period in which the investment is acquired.

The Group assesses whether there is an objective evidence that the interest in an associate may be impaired. When any objective evidence exists, the entire carrying amount of the investment (including goodwill) is tested for impairment in accordance with HKAS 36 as a single asset by comparing its recoverable amount (higher of value in use and fair value less costs of disposal) with its carrying amount. Any impairment loss recognised is not allocated to any asset, including goodwill, that forms part of the carrying amount of the investment. Any reversal of that impairment loss is recognised in accordance with HKAS 36 to the extent that the recoverable amount of the investment subsequently increases.

When a group entity transacts with an associate of the Group, profits and losses resulting from the transactions with the associate are recognised in the Group's consolidated financial statements only to the extent of interests in the associate that are not related to the Group.

### 3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

#### 3.2 Significant accounting policies *(Continued)*

##### **Revenue from contracts with customers**

The Group recognises revenue when (or as) a performance obligation is satisfied, i.e. when “control” of the goods or services underlying the particular performance obligation is transferred to the customer.

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 or 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. Trading income from manufacturing, sourcing and distribution of interior decorative materials 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. It is assessed for impairment in accordance with HKFRS 9 *Financial Instruments* (“HKFRS 9”). 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.

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

Input method

The progress towards complete satisfaction of a performance obligation is measured based on input method, which is to recognise revenue on the basis of the Group’s efforts or inputs to the satisfaction of a performance obligation relative to the total expected inputs to the satisfaction of that performance obligation, that best depict the Group’s performance in transferring control of goods or services.

### 3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

#### 3.2 Significant accounting policies *(Continued)*

##### Leases

##### **Definition of a lease**

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

For contracts entered into or modified on or after the date of initial application or arising from business combinations, the Group assesses whether a contract is or contains a lease based on the definition under HKFRS 16 at inception, modification date or acquisition date, as appropriate. Such contract will not be reassessed unless the terms and conditions of the contract are subsequently changed.

##### **The Group as a lessee**

Short-term leases and leases of low-value assets

The Group applies the short-term lease recognition exemption to leases of leased properties, machinery and equipment that have a lease term of 12 months or less from the commencement date and do not contain a purchase option. It also applies the recognition exemption for lease of low-value assets. Lease payments on short-term leases and leases of low-value assets are recognised as expense on a straight-line basis or another systematic basis over the lease term.

Right-of-use assets

The cost of right-of-use asset includes:

- the amount of the initial measurement of the lease liability;
- any lease payments made at or before the commencement date, less any lease incentives received;
- any initial direct costs incurred by the Group; and
- an estimate of costs to be incurred by the Group in dismantling and removing the underlying assets, restoring the site on which it is located or restoring the underlying asset to the condition required by the terms and conditions of the lease.

Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities other than adjustments to lease liabilities resulting from rent concessions for the coronavirus disease 2019 (COVID-19) ("Covid-19"), in which the Group applied the practical expedient.

Right-of-use assets in which the Group is reasonably certain to obtain ownership of the underlying leased assets at the end of the lease term are depreciated from commencement date to the end of the useful life. Otherwise, right-of-use assets are depreciated on a straight-line basis over the shorter of its estimated useful life and the lease term.

The Group presents right-of-use assets as a separate line item on the consolidated statement of financial position.

Refundable rental deposits

Refundable rental deposits paid are accounted under HKFRS 9 and initially measured at fair value. Adjustments to fair value at initial recognition are considered as additional lease payments and included in the cost of right-of-use assets.

### 3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

#### 3.2 Significant accounting policies *(Continued)*

##### **Leases** *(Continued)*

##### **The Group as a lessee** *(Continued)*

##### Lease liabilities

At the commencement date of a lease, the Group recognises and measures the lease liability at the present value of lease payments that are unpaid at that date. In calculating the present value of lease payments, the Group uses the incremental borrowing rate at the lease commencement date if the interest rate implicit in the lease is not readily determinable.

The lease payments include:

- fixed payments (including in-substance fixed payments) less any lease incentives receivable;
- variable lease payments that depend on an index or a rate, 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 the option; and
- payments of penalties for terminating a lease, if the lease term reflects the Group exercising an option to terminate the lease.

After the commencement date, lease liabilities are adjusted by interest accretion and lease payments.

The Group remeasures lease liabilities (and makes a corresponding adjustment to the related right-of-use assets) whenever:

- the lease term has changed or there is a change in the assessment of exercise of a purchase option, in which case the related lease liability is remeasured by discounting the revised lease payments using a revised discount rate at the date of reassessment.
- the lease payments change due to changes in market rental rates following a market rent review, in which cases the related lease liability is remeasured by discounting the revised lease payments using the initial discount rate.

The Group presents lease liabilities as a separate line item on the consolidated statement of financial position.

### 3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

#### 3.2 Significant accounting policies *(Continued)*

##### Leases *(Continued)*

##### **The Group as a lessee** *(Continued)*

##### Lease modifications

Except for Covid-19-related rent concessions in which the Group applied the practical expedient, the Group accounts for a lease modification as a separate lease if:

- the modification increases the scope of the lease by adding the right to use one or more underlying assets; and
- the consideration for the leases increases by an amount commensurate with the stand-alone price for the increase in scope and any appropriate adjustments to that stand-alone price to reflect the circumstances of the particular contract.

For a lease modification that is not accounted for as a separate lease, the Group remeasures the lease liability, less any lease incentives receivable, based on the lease term of the modified lease by discounting the revised lease payments using a revised discount rate at the effective date of the modification.

The Group accounts for the remeasurement of lease liabilities by making corresponding adjustments to the relevant right-of-use asset. When the modified contract contains a lease component and one or more additional lease or non-lease components, the Group allocates the consideration in the modified contract to each lease component on the basis of the relative stand-alone price of the lease component and the aggregate stand-alone price of the non-lease components.

##### Covid-19-related rent concessions

In relation to rent concessions that occurred as a direct consequence of the Covid-19 pandemic, the Group has elected to apply the practical expedient of not to assess whether the change is a lease modification if all of the following conditions are met:

- the change in lease payments results in revised consideration for the lease that is substantially the same as, or less than, the consideration for the lease immediately preceding the change;
- any reduction in lease payments affects only payments originally due on or before 30 June 2021; and
- there is no substantive change to other terms and conditions of the lease.

A lessee applying the practical expedient accounts for changes in lease payments resulting from rent concessions the same way it would account for the changes applying HKFRS 16 if the changes are not a lease modification. Forgiveness or waiver of lease payments are accounted for as variable lease payments. The related lease liabilities are adjusted to reflect the amounts forgiven or waived with a corresponding adjustment recognised in the profit or loss in the period in which the event occurs.

### 3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

#### 3.2 Significant accounting policies *(Continued)*

##### Leases *(Continued)*

##### **The Group as a lessor**

##### Classification and measurement of leases

Leases for which the Group is a lessor are classified as finance or operating leases. Whenever the terms of the lease transfer substantially all the risk and rewards incidental to ownership of an underlying asset to the lessee, the contract is classified as finance lease. All other leases are classified as operating leases.

Rental income from operating leases is recognised in profit or loss on a straight-line basis over the term of the relevant lease. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset, and such costs are recognised as an expense on a straight-line basis over the lease term except for investment properties measured under fair value model.

##### Refundable rental deposits

Refundable rental deposits received are accounted for under HKFRS 9 and initially measured at fair value. Adjustments to fair value at initial recognition are considered as additional lease payments from lessees.

##### Lease modification

Changes in considerations of lease contracts that were not part of the original terms and conditions are accounted for as lease modifications, including lease incentives provided through forgiveness or reduction of rentals.

The Group accounts for a modification to an operating lease as a new lease from the effective date of the modification, considering any prepaid or accrued lease payments relating to the original lease as part of the lease payments for the new lease.

##### **Foreign currencies**

In preparing the financial statements of each individual group entity, transactions in currencies other than the functional currency of that entity (foreign currencies) are recognised at the rates of exchanges prevailing on the dates of the transactions. At the end of the reporting period, monetary items denominated in foreign currencies are retranslated at the rates prevailing at that date. Non-monetary items carried at fair value that are denominated in foreign currencies are retranslated at the rates prevailing on the date when the fair value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

Exchange differences arising on the settlement of monetary items, and on the retranslation of monetary items, are recognised in profit or loss in the period in which they arise.

### 3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

#### 3.2 Significant accounting policies *(Continued)*

##### **Foreign currencies** *(Continued)*

For the purposes of presenting the consolidated financial statements, the assets and liabilities of the Group's operations are translated into the presentation currency of the Group (i.e. HK\$) using exchange rates prevailing at the end of each reporting period. Income and expense items are translated at the average exchange rates for the period, unless exchange rates fluctuate significantly during the period, in which case the exchange rates at the date of transactions are used. Exchange differences arising, if any, are recognised in other comprehensive income and accumulated in equity under the heading of translation reserve.

On the disposal of a foreign operation (that is a disposal of the Group's entire interests in a foreign operation, or a disposal involving loss of control over a subsidiary that includes a foreign operation), all of the exchange differences accumulated in equity in respect of that operation attributable to the owners of the Company are reclassified to profit or loss.

##### **Borrowing costs**

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

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

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

##### **Government grants**

Government grants are not recognised until there is reasonable assurance that the Group will comply with the conditions attaching to them and that the grants will be received.

Government grants are recognised in profit or loss on a systematic basis over the periods in which the Group recognises as expenses the related costs for which the grants are intended to compensate.

Government grants related to income that are receivable as compensation for expenses or losses already incurred or for the purpose of giving immediate financial support to the Group with no future related costs are recognised in profit or loss in the period in which they become receivable. Such grants are presented under "other income, other gain and losses".

##### **Employee benefits**

###### **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 services. 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 for benefits accruing to employees (such as wages and salaries, annual leave and sick leave) after deducting any amount already paid.

### 3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

#### 3.2 Significant accounting policies *(Continued)*

##### **Employee benefits** *(Continued)*

##### **Retirement benefit costs**

Payments to the Mandatory Provident Fund Scheme ("MPF Scheme") and other defined contribution retirement benefit schemes are recognised as an expense when employees have rendered services entitling them to the contributions.

##### **Share-based payments**

##### **Equity-settled share-based payments transactions**

Share options granted to employees

Equity-settled share-based payments to employees and others providing similar services are measured at the fair value of the equity instruments at the grant date.

The fair value of the equity-settled share-based payments determined at the grant date without taking into consideration all non-market vesting conditions is expensed on a straight-line basis over the vesting period, based on the Group's estimate of equity instruments that will eventually vest, with a corresponding increase in equity (share-based payments reserve). At the end of each reporting period, the Group revises its estimate of the number of equity instruments expected to vest based on assessment of all relevant non-market vesting conditions. The impact of the revision of the original estimates, if any, is recognised in profit or loss such that the cumulative expense reflects the revised estimate, with a corresponding adjustment to the share-based payments reserve. For share options that vest immediately at the date of grant, the fair value of the share options granted is expensed immediately to profit or loss.

When share options are exercised, the amount previously recognised in share-based payments reserve will be transferred to accumulated profits. When the share options are forfeited after the vesting date or are still not exercised at the expiry date, the amount previously recognised in share-based payments reserve will also be transferred to accumulated profits.

##### **Taxation**

Income tax expense represents the sum of the tax currently payable and deferred tax.

The tax currently payable is based on taxable profit for the year. Taxable profit differs from profit before tax because of income or expense that are taxable or deductible in other years and items that are never taxable or deductible. The Group's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting period.

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the consolidated financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised. Such deferred tax assets and liabilities are not recognised if the temporary difference arises from the initial recognition (other than in a business combination) of assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit. In addition, deferred tax liabilities are not recognised if the temporary difference arises from the initial recognition of goodwill.

### 3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

#### 3.2 Significant accounting policies *(Continued)*

##### **Taxation** *(Continued)*

Deferred tax liabilities are recognised for taxable temporary differences associated with investments in subsidiaries and associates, except where the Group is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future. Deferred tax assets arising from deductible temporary differences associated with such investments and interests are only recognised to the extent that it is probable that there will be sufficient taxable profits against which to utilise the benefits of the temporary differences and they are expected to reverse in the foreseeable future.

The carrying amount of deferred tax assets is reviewed at the end of the reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset is realised, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Group expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

For the purposes of measuring deferred tax for investment properties that are measured using the fair value model, the carrying amounts of such properties are presumed to be recovered entirely through sale, unless the presumption is rebutted. The presumption is rebutted when the investment property is depreciable and is held within a business model whose objective is to consume substantially all of the economic benefits embodied in the investment property over time, rather than through sale.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied to the same taxable entity by the same taxation authority.

Current and deferred tax are recognised in profit or loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity, respectively. Where current tax or deferred tax arises from the initial accounting for a business combination, the tax effect is included in the accounting for the business combination.

##### **Property, plant and equipment**

Property, plant and equipment are tangible assets that are held for use in the production or supply of goods or services, or for administrative purposes. Property, plant and equipment are stated in the consolidated statement of financial position at cost less subsequent accumulated depreciation and subsequent accumulated impairment losses, if any.

If a property becomes an investment property because its use has changed as evidenced by end of owner occupation, any difference between the carrying amount and the fair value of that item at the date of transfer is recognised in other comprehensive income and accumulated in revaluation reserve. On the subsequent sale or retirement of the property, the relevant revaluation reserve will be transferred directly to accumulated profits.

Depreciation is recognised so as to write off the cost of assets less their residual values over their estimated useful lives, using the straight-line method. The estimated useful lives, residual values and depreciation method are reviewed at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis.

### 3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

#### 3.2 Significant accounting policies *(Continued)*

##### **Property, plant and equipment** *(Continued)*

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in profit or loss.

##### **Investment properties**

Investment properties are properties held to earn rentals and/or for capital appreciation. Investment properties include land held for undetermined future use, which is regarded as held for capital appreciation purpose.

Investment properties are initially measured at cost, including any directly attributable expenditure. Subsequent to initial recognition, investment properties are measured at fair value, adjusted to exclude any prepaid or accrued operating lease income.

Gains or losses arising from changes in the fair value of investment properties are included in profit or loss for the period in which they arise.

An investment property is derecognised upon disposal or when the investment property is permanently withdrawn from use and no future economic benefits are expected from its disposals. Any gain or loss arising on derecognition of the property (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in profit or loss in the period in which the property is derecognised.

##### **Impairment on property, plant and equipment, right-of-use assets and contract costs**

At the end of the reporting period, the Group reviews the carrying amounts of its property, plant and equipment, right-of-use assets and contract costs to determine whether there is any indication that these assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the relevant asset is estimated in order to determine the extent of the impairment loss (if any).

The recoverable amount of property, plant and equipment, right-of-use assets and contract costs are estimated individually. When it is not possible to estimate the recoverable amount individually, the Group estimates the recoverable amount of the cash-generating unit to which the asset belongs.

In testing a cash-generating unit for impairment, corporate assets are allocated to the relevant cash-generating unit when a reasonable and consistent basis of allocation can be established, or otherwise they are allocated to the smallest group of cash generating units for which a reasonable and consistent allocation basis can be established. The recoverable amount is determined for the cash-generating unit or group of cash-generating units to which the corporate asset belongs, and is compared with the carrying amount of the relevant cash-generating unit or group of cash-generating units.

Before the Group recognises an impairment loss for assets capitalised as contract costs under HKFRS 15, the Group assesses and recognises any impairment loss on other assets related to the relevant contracts in accordance with applicable standards. Then, impairment loss, if any, for assets capitalised as contract costs is recognised to the extent the carrying amounts exceeds the remaining amount of consideration that the Group expects to receive in exchange for related goods or services less the costs which relate directly to providing those goods or services that have not been recognised as expenses. The assets capitalised as contract costs are then included in the carrying amount of the cash-generating unit to which they belong for the purpose of evaluating impairment of that cash-generating unit.

### 3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

#### 3.2 Significant accounting policies *(Continued)*

##### **Impairment on property, plant and equipment, right-of-use assets and contract costs** *(Continued)*

Recoverable amount is the higher of fair value less costs of disposal and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset (or a cash-generating unit) for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset (or a cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or a cash-generating unit) is reduced to its recoverable amount. For corporate assets or portion of corporate assets which cannot be allocated on a reasonable and consistent basis to a cash-generating unit, the Group compares the carrying amount of a group of cash-generating units, including the carrying amounts of the corporate assets or portion of corporate assets allocated to that group of cash-generating units, with the recoverable amount of the group of cash-generating units. In allocating the impairment loss, the impairment loss is allocated first to reduce the carrying amount of any goodwill (if applicable) and then to the other assets on a pro-rata basis based on the carrying amount of each asset in the unit or the group of cash-generating units. The carrying amount of an asset is not reduced below the highest of its fair value less costs of disposal (if measurable), its value in use (if determinable) and zero. The amount of the impairment loss that would otherwise have been allocated to the asset is allocated pro rata to the other assets of the unit or the group of cash-generating units. An impairment loss is recognised immediately in profit or loss.

When an impairment loss subsequently reverses, the carrying amount of the asset (or cash-generating unit or a group of cash-generating units) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (or a cash-generating unit or a group of cash-generating units) in prior years. A reversal of an impairment loss is recognised immediately in profit or loss.

##### **Inventories**

Inventories are stated at the lower of cost and net realisable value. Cost of inventories are determined on a weighted average method. Net realisable value represents the estimated selling price for inventories less all estimated costs of completion and costs necessary to make the sale.

##### **Financial instruments**

Financial assets and financial liabilities are recognised when a group entity becomes a party to the contractual provisions of the instrument. All regular way purchases or sales of financial assets are recognised and derecognised on a trade date basis. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the market place.

Financial assets and financial liabilities are initially measured at fair value except for trade receivables arising from contract with customers which are initially measured in accordance with HKFRS 15. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets or financial liabilities at fair value through profit or loss ("FVTPL")) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at FVTPL are recognised immediately in profit or loss.

### 3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

#### 3.2 Significant accounting policies *(Continued)*

##### **Financial instruments** *(Continued)*

The effective interest method is a method of calculating the amortised cost of a financial asset or financial liability and of allocating interest income and interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts and payments (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial asset or financial liability, or, where appropriate, a shorter period, to the net carrying amount on initial recognition.

##### **Financial assets**

Classification and subsequent measurement of financial assets

Financial assets that meet the following conditions are subsequently measured at amortised cost:

- the financial asset is held within a business model whose objective is to collect contractual cash flows; and
- the contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Financial assets that meet the following conditions are subsequently measured at fair value through other comprehensive income ("FVTOCI"):

- the financial asset is held within a business model whose objective is achieved by both selling and collecting contractual cash flows; and
- the contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

All other financial assets are subsequently measured at FVTPL, except that at initial recognition of a financial asset the Group may irrevocably elect to present subsequent changes in fair value of an equity investment in other comprehensive income if that equity investment is neither held for trading nor contingent consideration recognised by an acquirer in a business combination to which HKFRS 3 *Business Combinations* applies.

A financial asset is held for trading if:

- it has been acquired principally for the purpose of selling in the near term;
- on initial recognition it is a part of a portfolio of identified financial instruments that the Group manages together and has a recent actual pattern of short-term profit-taking; or
- it is a derivative that is not designated and effective as a hedging instrument.

In addition, the Group may irrevocably designate a financial asset that are required to be measured at the amortised cost or FVTOCI as measured at FVTPL if doing so eliminates or significantly reduces an accounting mismatch.

### 3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

#### 3.2 Significant accounting policies *(Continued)*

##### Financial instruments *(Continued)*

##### Financial assets *(Continued)*

Classification and subsequent measurement of financial assets *(Continued)*

(i) *Amortised cost and interest income*

Interest income is recognised using the effective interest method for financial assets measured subsequently at amortised cost. Interest income is calculated by applying the effective interest rate to the gross carrying amount of a financial asset, except for financial assets that have subsequently become credit-impaired (see below). For financial assets that have subsequently become credit-impaired, interest income is recognised by applying the effective interest rate to the amortised cost of the financial asset from the next reporting period. If the credit risk on the credit-impaired financial instrument improves so that the financial asset is no longer credit-impaired, interest income is recognised by applying the effective interest rate to the gross carrying amount of the financial asset from the beginning of the reporting period following the determination that the asset is no longer credit-impaired.

(ii) *Financial assets at FVTPL*

Financial assets that do not meet the criteria for being measured at amortised cost or FVTOCI or designated as FVTOCI are measured at FVTPL.

Financial assets at FVTPL are measured at fair value at the end of each reporting period, with any fair value gains or losses recognised in profit or loss. The net gain or loss recognised in profit or loss excludes any dividend or interest earned on the financial asset and is included in the "other gains and losses" line item.

Impairment of financial assets and other items subject to impairment assessment under HKFRS 9

The Group performs impairment assessment under expected credit loss ("ECL") model on financial assets including trade and other receivables and bills receivable, amounts due from related companies, amount due from a fellow subsidiary, other financial assets at amortised cost, pledged bank deposits and bank balances, and contract assets which are subject to impairment assessment under HKFRS 9. The amount of ECL is updated at each reporting date to reflect changes in credit risk since initial recognition.

Lifetime ECL represents the ECL that will result from all possible default events over the expected life of the relevant instrument. In contrast, 12-month ECL ("12m ECL") represents the portion of lifetime ECL that is expected to result from default events that are possible within 12 months after the reporting date. Assessment are done based on the Group's historical credit loss experience, adjusted for factors that are specific to the debtors, general economic conditions and an assessment of both the current conditions at the reporting date as well as the forecast of future conditions.

The Group always recognises lifetime ECL for trade receivables, bills receivable and contract assets.

For all other instruments, the Group measures the loss allowance equal to 12m ECL, unless when there has been a significant increase in credit risk since initial recognition, in which case the Group recognises lifetime ECL. The assessment of whether lifetime ECL should be recognised is based on significant increases in the likelihood or risk of a default occurring since initial recognition.

### 3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

#### 3.2 Significant accounting policies *(Continued)*

##### Financial instruments *(Continued)*

##### Financial assets *(Continued)*

Impairment of financial assets and other items subject to impairment assessment under HKFRS 9 *(Continued)*

##### (i) Significant increase in credit risk

In assessing whether the credit risk has increased significantly since initial recognition, the Group compares the risk of a default occurring on the financial instrument as at the reporting date with the risk of a default occurring on the financial instrument as at the date of initial recognition. In making this assessment, the Group considers both quantitative and qualitative information that is reasonable and supportable, including historical experience and forward-looking information that is available without undue cost or effort.

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

- an actual or expected significant deterioration in the financial instrument's external (if available) or internal credit rating;
- significant deterioration in external market indicators of credit risk, e.g. a significant increase in the credit spread, the credit default swap prices for the debtor;
- existing or forecast adverse changes in business, financial or economic conditions that are expected to cause a significant decrease in the debtor's ability to meet its debt obligations;
- an actual or expected significant deterioration in the operating results of the debtor; and/or
- an actual or expected significant adverse change in the regulatory, economic, or technological environment of the debtor that results in a significant decrease in the debtor's ability to meet its debt obligations.

Irrespective of the outcome of the above assessment, the Group presumes that the credit risk has increased significantly since initial recognition when contractual payments are more than 30 days past due, unless the Group has reasonable and supportable information that demonstrates otherwise.

The Group regularly monitors the effectiveness of the criteria used to identify whether there has been a significant increase in credit risk and revises them as appropriate to ensure that the criteria are capable of identifying significant increase in credit risk before the amount becomes past due.

##### (ii) Definition of default

For internal credit risk management, the Group considers an event of default occurs when information developed internally or obtained from external sources indicates that the debtor is unlikely to pay its creditors, including the Group, in full (without taking into account any collaterals held by the Group).

Irrespective of the above, the Group considers that default has occurred when a financial asset is more than 90 days past due unless the Group has reasonable and supportable information to demonstrate that a more lagging default criterion is more appropriate.

### 3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

#### 3.2 Significant accounting policies *(Continued)*

##### Financial instruments *(Continued)*

##### Financial assets *(Continued)*

Impairment of financial assets and other items subject to impairment assessment under HKFRS 9 *(Continued)*

##### (iii) Credit-impaired financial assets

A financial asset is credit-impaired when one or more events that have a detrimental impact on the estimated future cash flows of that financial asset have occurred. Evidence that a financial asset is credit-impaired includes observable data about the following events:

- (a) significant financial difficulty of the issuer or the borrower;
- (b) a breach of contract, such as a default or past due event;
- (c) the lender(s) of the borrower, for economic or contractual reasons relating to the borrower's financial difficulty, having granted to the borrower a concession(s) that the lender(s) would not otherwise consider;
- (d) it is becoming probable that the borrower will enter bankruptcy or other financial reorganisation;
- (e) the disappearance of an active market for that financial asset because of financial difficulties; or
- (f) the purchase or origination of a financial asset at a deep discount that reflects the incurred credit losses.

##### (iv) 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, the counterparty has been placed under liquidation or has entered into bankruptcy proceedings. 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.

##### (v) Measurement and recognition of ECL

The measurement of ECL is a function of the probability of default, loss given default (i.e. the magnitude of the loss if there is a default) and the exposure at default. The assessment of the probability of default and loss given default is based on historical data adjusted by forward-looking information. Estimation of ECL reflects an unbiased and probability-weighted amount that is determined by evaluating a range of possible outcomes.

Generally, the ECL is the difference between all contractual cash flows that are due to the Group in accordance with the contract and the cash flows that the Group expects to receive, discounted at the effective interest rate determined at initial recognition.

### 3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

#### 3.2 Significant accounting policies *(Continued)*

##### Financial instruments *(Continued)*

##### Financial assets *(Continued)*

Impairment of financial assets and other items subject to impairment assessment under HKFRS 9 *(Continued)*

##### (v) Measurement and recognition of ECL *(Continued)*

Lifetime ECL for certain trade receivables, bills receivable and contract assets are considered on a collective basis taking into consideration past due information and relevant credit information such as forward looking macroeconomic information.

For collective assessment, the Group takes into consideration the following characteristics when formulating the grouping:

- past-due status;
- nature, size and industry of debtors; and
- external credit ratings where available.

The grouping is regularly reviewed by management to ensure the constituents of each group continue to share similar credit risk characteristics.

Interest income is calculated based on the gross carrying amount of the financial asset unless the financial asset is credit-impaired, in which case interest income is calculated based on amortised cost of the financial asset.

##### Derecognition/modification of financial assets

The Group derecognises a financial asset only when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another entity. If the Group neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Group recognises its retained interest in the asset and an associated liability for amounts it may have to pay. If the Group retains substantially all the risks and rewards of ownership of a transferred financial asset, the Group continues to recognise the financial asset and also recognises a collateralised borrowing for the proceeds received.

On derecognition of a financial asset measured at amortised cost, the difference between the asset's carrying amount and the sum of the consideration received and receivable is recognised in profit or loss.

A modification of a financial asset occurs if the contractual cash flows are renegotiated or otherwise modified.

When the contractual terms of a financial asset are modified, the Group assesses whether the revised terms result in a substantial modification from original terms taking into account all relevant facts and circumstances including qualitative factors. If qualitative assessment is not conclusive, the Group considers the terms are substantially different if the discounted present value of the cash flows under the new terms, including any fees paid net of any fees received, and discounted using the original effective interest rate, is at least 10 per cent different from the discounted present value of the remaining cash flows of the original financial asset.

### 3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

#### 3.2 Significant accounting policies *(Continued)*

##### **Financial instruments** *(Continued)*

##### **Financial assets** *(Continued)*

##### Derecognition/modification of financial assets *(Continued)*

For non-substantial modifications of financial assets that do not result in derecognition, the carrying amount of the relevant financial assets will be calculated at the present value of the modified contractual cash flows discounted at the financial assets' original effective interest rate. Transaction costs or fees incurred are adjusted to the carrying amount of the modified financial assets and are amortised over the remaining term. Any adjustment to the carrying amount of the financial asset is recognised in profit or loss at the date of modification.

##### **Financial liabilities and equity**

##### Classification as debt or equity

Debt and equity instruments are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

##### Equity instruments

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by the Company are recognised at the proceeds received, net of direct issue costs.

##### Financial liabilities

All financial liabilities are subsequently measured at amortised cost using the effective interest method.

##### Financial liabilities at amortised cost

Financial liabilities (including trade and other payables, bills payable, amount due to a fellow subsidiary and bank borrowings) are subsequently measured at amortised cost, using the effective interest method.

### 4. KEY SOURCES OF ESTIMATION UNCERTAINTY

In the application of the Group's accounting policies, which are described in note 3, the directors of the Company are required to make judgments, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and underlying assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

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

The following are the key assumptions concerning the future, and other key sources of estimation uncertainty at the end of the reporting period that may have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year.

#### 4. KEY SOURCES OF ESTIMATION UNCERTAINTY *(Continued)*

##### **Estimation uncertainty on supply and installation contracts including fitting-out works and alteration and addition and construction works**

As detailed in notes 3 and 5, the Group recognises contract revenue by reference to the progress towards complete satisfaction of the relevant performance obligation using input method, measured based on the proportion of contract costs incurred for work performed to date relative to the estimated total contract costs. If actual contract costs deviates significantly from the budgets, the actual profit for each of the individual projects would differ significantly from the estimate. Accordingly, recognition of contract revenue involves a significant degree of management estimates and judgement, with estimates being made to assess the total contract costs and stage of completion of the contract.

##### **Fair value measurement of financial instruments**

The Group's unlisted equity fund amounting to HK\$90,000,000 as at 31 December 2021 (2020: HK\$92,000,000) are measured at fair values based on the valuation performed by an independent professional valuer with fair values being determined based on significant unobservable inputs using valuation techniques. Judgement and estimation are required in establishing the relevant valuation techniques and the relevant inputs thereof. Changes in assumptions relating to these factors could result in material adjustments to the fair values of these instruments. Further disclosures are set out in note 40.

##### **Provision of ECL for trade receivables (including unbilled receivables) and contract assets**

Trade receivables (including unbilled receivables) and contract assets considered to be credit-impaired are assessed for ECL individually.

In addition, for trade receivables (including unbilled receivables) and contract assets that the Group does not have reasonable and supportable information that is available without undue cost or effort to measure ECL on individual basis, collective assessment is performed by grouping debtors based on the Group's internal credit ratings.

The provision of ECL is sensitive to changes in estimates. Due to greater financial uncertainty triggered by the Covid-19 pandemic, the Group has increased the expected loss rates in the current year as there is higher risk that a prolonged pandemic could led to increased credit default rates. The information about the ECL and the Group's trade receivables (including unbilled receivables) and contract assets are disclosed in note 40.

##### **Fair values of investment properties**

Investment properties are stated at fair values based on the valuation performed by independent professional valuers. The determination of the fair value involves certain assumptions of market conditions which are set out in note 18.

In relying on the valuation report, the directors of the Company have exercised their judgement and are satisfied that the method of valuation is reflective of the current market conditions. Changes to these assumptions, including the potential risk of any market volatility, or other unexpected incidents would result in changes in the fair values of the Group's investment properties and the corresponding adjustments to the amount of gain or loss reported in the consolidated statement of profit or loss and other comprehensive income.

As at 31 December 2021, the carrying amount of the Group's investment properties is HK\$57,939,000 (2020: HK\$56,355,000).

Notes to the Consolidated Financial Statements  
For the year ended 31 December 2021

## 5. REVENUE

An analysis of the Group's revenue for the year was as follows:

	2021 HK\$'000	2020 HK\$'000
Contract revenue from fitting-out works ( <i>note a</i> )	5,573,435	5,654,082
Contract revenue from alteration and addition and construction works ( <i>note a</i> )	94,084	268,259
Manufacturing, sourcing and distribution of interior decorative materials ( <i>note b</i> )	22,429	6,736
	<b>5,689,948</b>	<b>5,929,077</b>

### For the year ended 31 December 2021

	Fitting-out works HK\$'000	Alteration and addition and construction works HK\$'000	Manufacturing, sourcing and distribution of interior decorative materials HK\$'000	Total HK\$'000
Geographical markets				
Hong Kong	1,734,484	94,084	5,963	1,834,531
Macau	701,721	–	174	701,895
The PRC	3,137,230	–	16,292	3,153,522
Total	<b>5,573,435</b>	<b>94,084</b>	<b>22,429</b>	<b>5,689,948</b>
Timing of revenue recognition				
A point in time	–	–	22,429	22,429
Over time	5,573,435	94,084	–	5,667,519
Total	<b>5,573,435</b>	<b>94,084</b>	<b>22,429</b>	<b>5,689,948</b>

Notes to the Consolidated Financial Statements  
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## 5. REVENUE (Continued)

For the year ended 31 December 2020

	Fitting-out works HK\$'000	Alteration and addition and construction works HK\$'000	Manufacturing, sourcing and distribution of interior decorative materials HK\$'000	Total HK\$'000
<b>Geographical markets</b>				
Hong Kong	1,747,964	268,259	–	2,016,223
Macau	1,814,625	–	3,672	1,818,297
The PRC	2,091,493	–	2,717	2,094,210
Others	–	–	347	347
<b>Total</b>	<b>5,654,082</b>	<b>268,259</b>	<b>6,736</b>	<b>5,929,077</b>
<b>Timing of revenue recognition</b>				
A point in time	–	–	6,736	6,736
Over time	5,654,082	268,259	–	5,922,341
<b>Total</b>	<b>5,654,082</b>	<b>268,259</b>	<b>6,736</b>	<b>5,929,077</b>

Notes:

- (a) The Group provides fitting-out works and alteration and addition and construction works to its customers. Under the terms of contracts, the Group's performance creates and enhances the properties which the customers control during the course of work by the Group. Revenue from provision of contracting services is therefore recognised based on the stage of completion of contract over time using input method. The Group normally receives progress payment from customers on a monthly basis with reference to the value of works done. The Group requires certain customers to provide upfront deposits ranged from 5% to 30% of total contract sum, when the Group receives a deposit before the project commences, this will give rise to contract liabilities at the start of a contract, until the full amount of deposit is deducted proportionately from monthly progress payment.

A contract asset, net of contract liability related to the same contract, is recognised over the period in which the construction services are performed representing the Group's right to consideration for the services performed and not billed because the rights are conditioned on the Group's future performance accepted by the customers. The contract assets are transferred to trade receivables when the rights become unconditional. The Group typically transfers its contract assets to trade receivables when progress certificate/invoice is issued.

Retentions receivable, prior to expiration of maintenance period, are classified as contract assets, which usually ranges from one to two years from the date of the practical completion of the project. The relevant amount of contract assets is reclassified to trade receivables when the maintenance period expires, and/or the maintenance/payment certificate is issued, and/or the final account is issued. The maintenance period serves as an assurance that the construction services performed comply with agreed upon specifications and such assurance cannot be purchased separately.

- (b) The Group also generates revenue from manufacturing, sourcing and distribution of interior decorative materials business. This revenue is recognised at a point in time when the goods have been delivered to specific location and customers obtain control of the materials.
- (c) The transaction price allocated to the remaining performance obligations (unsatisfied or partially unsatisfied) as at 31 December 2021 and the expected timing of recognising revenue are as follows:

	Construction contracts	
	2021 HK\$'000	2020 HK\$'000
Within one year	3,644,276	2,970,392
More than one year but not more than two years	554,016	239,821
Over two years	42,766	–
<b>Total</b>	<b>4,241,058</b>	<b>3,210,213</b>

Certain services are for periods of one year or less. As permitted under HKFRS 15, the transaction price allocated to these unsatisfied contracts is not disclosed.

Notes to the Consolidated Financial Statements  
For the year ended 31 December 2021

## 6. OPERATING SEGMENTS

The Company's executive directors are the chief operating decision makers. Information reported to the chief operating decision makers for the purposes of resource allocation and assessment of segment performance focuses on three principal business activities.

Specifically, the Group's reportable and operating segments under HKFRS 8 are as follows:

- (a) Fitting-out works in Hong Kong;
- (b) Fitting-out works in Macau;
- (c) Fitting-out works in the PRC;
- (d) Alteration and addition and construction works in Hong Kong; and
- (e) Manufacturing, sourcing and distribution of interior decorative materials.

Information regarding the above segments was reported below:

### Segment revenue and results For the year ended 31 December 2021

	Fitting-out works in Hong Kong HK\$'000	Fitting-out works in Macau HK\$'000	Fitting-out works in the PRC HK\$'000	Alteration and addition and construction works in Hong Kong HK\$'000	Manufacturing, sourcing and distribution of interior decorative materials HK\$'000	Segment total HK\$'000	Elimination HK\$'000	Consolidated HK\$'000
Revenue								
External revenue	1,734,484	701,721	3,137,230	94,084	22,429	5,689,948	-	5,689,948
Inter-segment revenue	612	-	-	-	196,810	197,422	(197,422)	-
Segment revenue	1,735,096	701,721	3,137,230	94,084	219,239	5,887,370	(197,422)	5,689,948
Segment profit (loss)	144,703	112,169	242,807	(17,766)	18,567	500,480	-	500,480
Share of losses of associates								(2,050)
Unallocated other income								14,984
Unallocated corporate expenses								(78,225)
Unallocated finance costs								(2,371)
Profit before tax								432,818

Notes to the Consolidated Financial Statements  
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6. OPERATING SEGMENTS (Continued)

Segment revenue and results (Continued)

For the year ended 31 December 2020

	Fitting-out works in Hong Kong HK\$'000	Fitting-out works in Macau HK\$'000	Fitting-out works in the PRC HK\$'000	Alteration and addition and construction works in Hong Kong HK\$'000	Manufacturing, sourcing and distribution of interior decorative materials HK\$'000	Segment total HK\$'000	Elimination HK\$'000	Consolidated HK\$'000
Revenue								
External revenue	1,747,964	1,814,625	2,091,493	268,259	6,736	5,929,077	-	5,929,077
Inter-segment revenue	9,315	-	-	-	301,678	310,993	(310,993)	-
Segment revenue	1,757,279	1,814,625	2,091,493	268,259	308,414	6,240,070	(310,993)	5,929,077
Segment profit (loss)	151,990	267,467	127,047	(11,943)	52,340	586,901	-	586,901
Share of profits of associates								3,387
Unallocated other income								8,559
Unallocated corporate expenses								(112,354)
Unallocated finance costs								(7,764)
Profit before tax								478,729

The accounting policies of the operating segments are the same as the Group's accounting policies described in note 3. Segment profit/loss represented the profit earned by/loss from each segment, excluding income and expenses of the corporate function, which included certain other income, certain selling expenses, certain administrative expenses, certain other expenses, share of losses/profits of associates and finance costs. This is the measure reported to the Company's executive directors for the purposes of resource allocation and performance assessment.

Inter-segment revenue was charged at prevailing market rates.

Notes to the Consolidated Financial Statements  
For the year ended 31 December 2021

## 6. OPERATING SEGMENTS *(Continued)*

### Segment assets and liabilities

The following was an analysis of the Group's assets and liabilities by reportable and operating segments:

	2021 HK\$'000	2020 HK\$'000
Segment assets		
Fitting-out works in Hong Kong	1,108,871	1,236,411
Fitting-out works in Macau	384,485	549,043
Fitting-out works in the PRC	2,905,541	2,050,112
Alteration and addition and construction works in Hong Kong	192,020	280,753
Manufacturing, sourcing and distribution of interior decorative materials	99,414	90,097
<b>Total segment assets</b>	<b>4,690,331</b>	4,206,416
Unallocated corporate assets		
Property, plant and equipment	50,629	52,050
Right-of-use assets	1,058	1,906
Investment properties	57,939	56,355
Interests in associates	121,391	127,556
Financial assets at FVTPL	113,802	153,351
Other financial assets at amortised cost	21,065	–
Deferred tax assets	25,685	17,823
Other receivables, prepayments and deposits	20,971	2,778
Tax recoverable	219	816
Pledged bank deposits	132,000	90,398
Bank balances and cash	1,797,890	1,572,111
<b>Total consolidated assets of the Group</b>	<b>7,032,980</b>	6,281,560
	2021 HK\$'000	2020 HK\$'000
Segment liabilities		
Fitting-out works in Hong Kong	425,609	433,398
Fitting-out works in Macau	244,551	204,654
Fitting-out works in the PRC	2,842,880	2,185,356
Alteration and addition and construction works in Hong Kong	105,835	153,932
Manufacturing, sourcing and distribution of interior decorative materials	43,043	54,333
<b>Total segment liabilities</b>	<b>3,661,918</b>	3,031,673
Unallocated corporate liabilities		
Other payables	16,949	15,981
Tax payable	38,983	68,561
Bank borrowings	84,537	164,747
Lease liabilities	1,102	1,941
Deferred tax liabilities	2,153	1,806
<b>Total consolidated liabilities of the Group</b>	<b>3,805,642</b>	3,284,709

Notes to the Consolidated Financial Statements  
For the year ended 31 December 2021

## 6. OPERATING SEGMENTS *(Continued)*

### Segment assets and liabilities *(Continued)*

For the purposes of monitoring segment performances and allocating resources among segments:

- all assets are allocated to operating segments other than certain property, plant and equipment, certain right-of-use assets, investment properties, interests in associates, financial assets at FVTPL, other financial assets at amortised cost, deferred tax assets, certain other receivables, prepayments and deposits, tax recoverable, pledged bank deposits and bank balances and cash.
- all liabilities are allocated to operating segments other than certain other payables, tax payable, bank borrowings, certain lease liabilities and deferred tax liabilities.

### Other segment information

For the year ended 31 December 2021

	Fitting-out works in Hong Kong HK\$'000	Fitting-out works in Macau HK\$'000	Fitting-out works in the PRC HK\$'000	Alteration and addition and construction works in Hong Kong HK\$'000	Manufacturing, sourcing and distribution of interior decorative materials HK\$'000	Segment total HK\$'000	Unallocated HK\$'000	Consolidated HK\$'000
Amounts included in the measure of segment profit or loss or segment assets:								
Additions of property, plant and equipment	925	3	5,401	-	2,106	8,435	1,311	9,746
Additions of right-of-use assets	1,900	-	-	-	-	1,900	-	1,900
Depreciation of property, plant and equipment	4,683	2	6,311	12	5,271	16,279	2,731	19,010
Depreciation of right-of-use assets	700	-	-	1,167	7,518	9,385	848	10,233
Net impairment loss on trade and other receivables and bills receivable recognised (reversed) in profit or loss	2,572	(23,400)	56,304	(1,313)	-	34,163	-	34,163
Net impairment loss on contract assets recognised (reversed) in profit or loss	7,870	399	(13,006)	477	-	(4,260)	-	(4,260)
Loss on disposal of property, plant and equipment	-	-	32	-	200	232	-	232
Allowance for inventories	-	-	-	-	209	209	-	209

Notes to the Consolidated Financial Statements  
For the year ended 31 December 2021

6. OPERATING SEGMENTS (Continued)  
**Other segment information** (Continued)  
For the year ended 31 December 2020

	Fitting-out works in Hong Kong HK\$'000	Fitting-out works in Macau HK\$'000	Fitting-out works in the PRC HK\$'000	Alteration and addition and construction works in Hong Kong HK\$'000	Manufacturing, sourcing and distribution of interior decorative materials HK\$'000	Segment total HK\$'000	Unallocated HK\$'000	Consolidated HK\$'000
Amounts included in the measure of segment profit or loss or segment assets:								
Additions of property, plant and equipment	-	2	220,511	-	7,806	228,319	9	228,328
Additions of right-of-use assets	-	-	-	-	1,505	1,505	2,326	3,831
Depreciation of property, plant and equipment	4,711	2	5,675	48	4,916	15,352	2,602	17,954
Depreciation of right-of-use assets	464	-	-	1,167	7,008	8,639	419	9,058
Net impairment loss on trade and other receivables and bills receivable recognised in profit or loss	1,004	15,057	76,687	9,102	-	101,850	-	101,850
Net impairment loss on contract assets (reversed) recognised in profit or loss	(3,648)	(15,044)	21,540	(1,878)	-	970	-	970
(Gain) loss on disposal of property, plant and equipment	-	-	(96)	-	109	13	1	14
Allowance for inventories	-	-	-	-	9,944	9,944	-	9,944

Notes to the Consolidated Financial Statements  
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## 6. OPERATING SEGMENTS *(Continued)*

### Geographical information

The Group's operations are mainly located in Hong Kong, Macau and the PRC.

Information about the Group's revenue from external customers is presented based on the location of the operations. Information about the Group's non-current assets (excluding financial instruments and deferred tax assets) is presented based on the geographical location of the assets.

	Revenue from external customers		Non-current assets	
	2021 HK\$'000	2020 HK\$'000	2021 HK\$'000	2020 HK\$'000
Hong Kong	1,834,531	2,016,223	273,937	286,325
Macau	701,895	1,818,297	53	2
The PRC	3,153,522	2,094,210	281,132	284,882
Others	–	347	–	–
	<b>5,689,948</b>	5,929,077	<b>555,122</b>	571,209

All non-current assets (excluding financial instruments and deferred tax assets) of the Group are located in the respective group entities' country of domicile.

### Information about major customers

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

	2021 HK\$'000	2020 HK\$'000
Customer A <i>(note a)</i>	861,315	1,317,242
Customer B <i>(note b)</i>	622,210	N/A <i>(Note d)</i>
Customer C <i>(note c)</i>	N/A <i>(Note d)</i>	1,319,940

Notes:

- (a) The revenue was from fitting-out works in Hong Kong and the PRC.
- (b) The revenue was from fitting-out works in Hong Kong.
- (c) The revenue was from fitting-out works in Hong Kong and Macau.
- (d) The corresponding revenue did not contribute over 10% of the total revenue of the Group for the relevant year.

Notes to the Consolidated Financial Statements  
For the year ended 31 December 2021

## 7. OTHER INCOME, OTHER GAINS AND LOSSES

	2021 HK\$'000	2020 HK\$'000
Other income		
Interest income	11,545	3,741
Rental income	2,515	1,440
Dividends from financial assets at FVTPL	724	1,776
Consultancy fee and entrustment fee income	341	530
Government grants ( <i>note</i> )	–	18,397
Rent concessions ( <i>note 17</i> )	–	339
Others	5,531	2,656
	<b>20,656</b>	28,879
Other gains and losses		
Net loss from fair value changes of financial assets at FVTPL	(33,605)	(72,586)
Net foreign exchange losses	(2,389)	(5,584)
Loss on disposal of property, plant and equipment	(232)	(14)
Recovery of trade receivables written off	–	3,864
	<b>(36,226)</b>	(74,320)
	<b>(15,570)</b>	(45,441)

*Note:* During the year ended 31 December 2020, the Group recognised government grants of HK\$18,397,000 in respect of subsidies for Covid-19, of which HK\$18,010,000 was related to Employment Support Scheme provided by the government of Hong Kong.

## 8. IMPAIRMENT LOSSES UNDER EXPECTED CREDIT LOSS MODEL, NET OF REVERSAL

	2021 HK\$'000	2020 HK\$'000
Impairment losses recognised (reversed) on:		
Trade and other receivables and bills receivable	34,163	101,850
Contract assets	(4,260)	970
	<b>29,903</b>	102,820

Details of impairment assessment were set out in note 40.

Notes to the Consolidated Financial Statements  
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## 9. FINANCE COSTS

	2021 HK\$'000	2020 HK\$'000
Interest on bank borrowings and overdrafts	1,987	6,960
Interest on lease liabilities	384	804
	<b>2,371</b>	<b>7,764</b>

## 10. INCOME TAX EXPENSE

	2021 HK\$'000	2020 HK\$'000
Current tax		
Hong Kong Profits Tax	20,731	16,837
Macau Complementary Tax	12,978	40,252
PRC Enterprise Income Tax	33,295	30,703
	<b>67,004</b>	<b>87,792</b>
(Over) under provision in prior years		
Hong Kong Profits Tax	(1)	(913)
Macau Complementary Tax	(2,792)	(1,686)
PRC Enterprise Income Tax	4,256	3,203
	<b>1,463</b>	<b>604</b>
Deferred tax		
Current year ( <i>note 34</i> )	(6,936)	(16,125)
	<b>61,531</b>	<b>72,271</b>

Hong Kong Profits Tax was calculated at 16.5% of the estimated assessable profits for both years.

Macau Complementary Tax was calculated at 12% of the estimated assessable profits for both years.

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## 10. INCOME TAX EXPENSE (Continued)

Under the Law of the PRC on Enterprise Income Tax (the "EIT Law") and Implementation Regulation of the EIT Law, the tax rate of the PRC subsidiaries was 25% for both years. Two PRC subsidiaries obtained approval from the relevant tax bureaus and are qualified as High and New Technology Enterprises which are entitled to a tax reduction from 25% to 15%.

The income tax expense for the year can be reconciled to the profit before tax per the consolidated statement of profit or loss and other comprehensive income as follows:

	2021 HK\$'000	2020 HK\$'000
Profit before tax	432,818	478,729
Tax at the weighted average tax rate ( <i>note a</i> )	86,986	76,135
Tax effect of expenses not deductible for tax purpose	3,272	17,581
Tax effect of income not taxable for tax purpose	(634)	(5,021)
Tax effect of share of losses (profits) of associates	338	(559)
Under provision in prior years	1,463	604
Tax effect of tax losses not recognised	7,857	6,618
Utilisation of tax losses previously not recognised	(391)	(554)
Income tax on concession rate	(17,832)	(10,537)
Additional tax allowance for research and development expenses ( <i>note b</i> )	(21,097)	(14,050)
Others	1,569	2,054
Income tax expense for the year	61,531	72,271

Notes:

- (a) The weighted average applicable tax rate for different jurisdictions for the year ended 31 December 2021 is 20.1% (2020: 15.9%). The weighted average applicable tax rate represents the weighted average tax rate in different jurisdictions in which the Group operates and is calculated on the basis of the profit or loss before tax arising in these jurisdictions and the applicable statutory tax rates.
- (b) A further tax deduction of 75% on the qualifying expenses for research and development activities were granted to two PRC subsidiaries.

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## 11. PROFIT FOR THE YEAR

	2021 HK\$'000	2020 HK\$'000
Profit for the year has been arrived at after charging (crediting):		
Auditor's remuneration		
Audit service fee	1,300	1,970
Non-audit service fee	347	965
	<b>1,647</b>	2,935
Depreciation of property, plant and equipment	19,010	17,954
Depreciation of right-of-use assets	10,233	9,058
	<b>29,243</b>	27,012
Cost of inventories recognised as expenses in respect of		
External revenue	18,941	5,977
Inter-segment revenue	133,059	192,806
	<b>152,000</b>	198,783
Allowance for inventories (included in cost of sales)	209	9,944
Contract costs recognised as expenses		
Fitting-out works ( <i>note</i> )	4,753,192	4,728,226
Alteration and addition and construction works	108,836	270,351
	<b>4,862,028</b>	4,998,577
Research and development expenses (included in other expenses)	112,520	74,933
Staff costs		
Gross staff costs (including directors' emoluments)	488,443	481,978
Less: Staff costs capitalised to contract costs and inventories	(340,242)	(341,346)
	<b>148,201</b>	140,632
Gross rental income from investment properties	(2,515)	(1,440)
Less: Direct operating expenses incurred for investment properties that generated rental income during the year	423	248
	<b>(2,092)</b>	(1,192)
Covid-19-related rent concessions ( <i>note 17</i> )	–	(339)

Note: Contract costs of fitting-out works recognised as expenses included cost of inventories recognised as expenses of HK\$133,059,000 (2020: HK\$192,806,000).

Notes to the Consolidated Financial Statements  
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## 12. DIRECTORS' AND CHIEF EXECUTIVE'S EMOLUMENTS

Directors' and chief executive's remuneration for the year, disclosed pursuant to the applicable Listing Rules and Hong Kong Companies Ordinance, was as follows:

Name of directors	2021				Total HK\$'000
	Fees HK\$'000	Salaries and other benefits HK\$'000	Discretionary incentive payments HK\$'000	Retirement benefit scheme contributions HK\$'000	
Executive directors:					
Mr. Ng Tak Kwan	–	2,400	10,000	–	12,400
Mr. Leung Kai Ming	–	2,412	5,500	–	7,912
Mr. Xie Jianyu	–	1,719	2,000	18	3,737
Mr. Ng Chi Hang	–	1,513	2,000	18	3,531
Non-executive director:					
Mr. Liu	600	–	–	–	600
Independent non-executive directors:					
Mr. Tam Anthony Chun Hung	360	–	–	–	360
Mr. Huang Pu	360	–	–	–	360
Mr. Li Zheng	360	–	–	–	360
	<b>1,680</b>	<b>8,044</b>	<b>19,500</b>	<b>36</b>	<b>29,260</b>

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## 12. DIRECTORS' AND CHIEF EXECUTIVE'S EMOLUMENTS (Continued)

Name of directors	2020				Total HK\$'000
	Fees HK\$'000	Salaries and other benefits HK\$'000	Discretionary incentive payments HK\$'000	Retirement benefit scheme contributions HK\$'000	
Executive directors:					
Mr. Ng Tak Kwan	–	2,400	10,000	–	12,400
Mr. Leung Kai Ming	–	2,391	5,500	–	7,891
Mr. Xie Jianyu	–	1,719	1,500	18	3,237
Mr. Ng Chi Hang	–	1,513	1,500	18	3,031
Non-executive director:					
Mr. Liu	600	–	–	–	600
Independent non-executive directors:					
Mr. Tam Anthony Chun Hung	360	–	–	–	360
Mr. Huang Pu	360	–	–	–	360
Mr. Li Zheng	360	–	–	–	360
	1,680	8,023	18,500	36	28,239

The executive directors' emoluments shown above were for their services in connection with the management of the affairs of the Company and the Group. The non-executive director's emolument shown above was for his services as a director of the Company and the independent non-executive directors' emoluments shown above were for the services as directors of the Company.

There was no arrangement under which a director waived or agreed to waive any of their emoluments for both years.

The Group has been providing accommodation, which is leased from third party, to an executive director for use by his and his family members at no charge. The estimated money value of the benefit in kind is approximately HK\$270,000 (2020: HK\$270,000).

The discretionary incentive payments were discretionary and were determined with reference to the performance of individuals and the Group.

Mr. Ng Tak Kwan is also the chief executive officer of the Company (the "Chief Executive") and his emoluments disclosed above include those for services rendered by him as the Chief Executive.

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### 13. FIVE HIGHEST PAID EMPLOYEES

The five highest paid employees of the Group during the year included four directors (2020: four directors), details of whose emoluments were disclosed in note 12 above. Details of the remuneration for the year of the remaining one (2020: one) highest paid employee who was neither a director nor chief executive of the Company was as follows:

	2021 <i>HK\$'000</i>	2020 <i>HK\$'000</i>
Salaries and other benefits	1,254	2,820
Discretionary incentive payments	80	758
Retirement benefit scheme contributions	18	–
	<b>1,352</b>	3,578

The number of the highest paid employees who were not the directors of the Company whose remuneration fell within the following bands was as follows:

	2021	2020
HK\$1,000,001 to HK\$1,500,000	1	–
HK\$3,500,001 to HK\$4,000,000	–	1

No emolument was paid to the directors of the Company and the five highest paid individuals of the Group as an inducement to join or upon joining the Group or as compensation for loss of office.

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## 14. DIVIDENDS

	2021 HK\$'000	2020 HK\$'000
Dividends for ordinary shareholders of the Company recognised as distribution during the year:		
2020 final dividend – HK8 cents per share (2020: 2019 final dividend – nil)	<b>172,657</b>	–

Subsequent to the end of the reporting period, a final dividend in respect of the year ended 31 December 2021 of HK7 cents (2020: final dividend in respect of the year ended 31 December 2020 of HK8 cents) per ordinary share, in an aggregate amount of HK\$151,075,000 (2020: HK\$172,657,000), has been proposed by the directors of the Company and is subject to approval by the shareholders in the forthcoming annual general meeting.

## 15. EARNINGS PER SHARE

The calculation of the basic and diluted earnings per share attributable to owners of the Company was based on the following data:

	2021 HK\$'000	2020 HK\$'000
Profit for the year attributable to owners of the Company for the purpose of basic and diluted earnings per share	<b>371,287</b>	406,458

	2021 '000	2020 '000
Weighted average number of ordinary shares for the purpose of basic and diluted earnings per share	<b>2,158,210</b>	2,158,210

Diluted earnings per share are the same as the basic earnings per share as the Company had no dilutive potential ordinary shares in existence for both years.

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## 16. PROPERTY, PLANT AND EQUIPMENT

	Owned properties <i>HK\$'000</i>	Leasehold improvements <i>HK\$'000</i>	Plant and machinery <i>HK\$'000</i>	Furniture, fixtures and equipment <i>HK\$'000</i>	Motor vehicles <i>HK\$'000</i>	Total <i>HK\$'000</i>
COST						
At 31 January 2020	159,485	38,635	24,411	13,635	4,219	240,385
Exchange adjustments	7,993	2,738	1,478	500	97	12,806
Additions	215,508	7,105	4,150	857	708	228,328
Transfer to investment properties ( <i>note 18</i> )	(40,494)	–	–	–	–	(40,494)
Disposals	–	–	(159)	(73)	(536)	(768)
At 31 December 2020	342,492	48,478	29,880	14,919	4,488	440,257
Exchange adjustments	5,372	1,367	721	271	60	7,791
Additions	–	3,685	740	4,480	841	9,746
Disposals	–	(2,430)	(1,226)	(683)	(3)	(4,342)
At 31 December 2021	347,864	51,100	30,115	18,987	5,386	453,452
DEPRECIATION						
At 31 January 2020	5,679	17,403	16,428	9,797	2,194	51,501
Exchange adjustments	210	1,246	835	381	32	2,704
Provided for the year	9,767	4,221	1,832	1,409	725	17,954
Transfer to investment properties ( <i>note 18</i> )	(400)	–	–	–	–	(400)
Eliminated on disposals	–	–	(67)	(66)	(377)	(510)
At 31 December 2020	15,256	22,870	19,028	11,521	2,574	71,249
Exchange adjustments	186	637	424	198	17	1,462
Provided for the year	9,989	4,508	1,937	1,778	798	19,010
Eliminated on disposals	–	(2,370)	(1,027)	(463)	(3)	(3,863)
At 31 December 2021	25,431	25,645	20,362	13,034	3,386	87,858
CARRYING VALUES						
At 31 December 2021	322,433	25,455	9,753	5,953	2,000	365,594
At 31 December 2020	327,236	25,608	10,852	3,398	1,914	369,008

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## 16. PROPERTY, PLANT AND EQUIPMENT *(Continued)*

Depreciation is provided to write off the cost of items of property, plant and equipment over their estimated useful lives and after taking into account of their estimated residual values, using the straight-line method, at the following rates per annum:

Owned properties	Over the remaining term of lease or useful life, if shorter
Leasehold improvements	10%–20% or over the remaining term of lease, if shorter
Plant and machinery	9%–19%
Furniture, fixtures and equipment	18%–33 $\frac{1}{3}$ % or over the remaining term of lease, if shorter
Motor vehicles	18%–33 $\frac{1}{3}$ %

## 17. RIGHT-OF-USE ASSETS

	Leased properties <i>HK\$'000</i>	Office equipment <i>HK\$'000</i>	Total <i>HK\$'000</i>
<b>COST</b>			
At 1 January 2020	26,907	1,332	28,239
Exchange adjustments	1,502	–	1,502
Additions	3,831	–	3,831
At 31 December 2020	32,240	1,332	33,572
Exchange adjustments	772	–	772
Additions	–	1,900	1,900
At 31 December 2021	33,012	3,232	36,244
<b>DEPRECIATION</b>			
At 1 January 2020	6,457	464	6,921
Exchange adjustments	813	–	813
Provided for the year	8,594	464	9,058
At 31 December 2020	15,864	928	16,792
Exchange adjustments	531	–	531
Provided for the year	9,533	700	10,233
At 31 December 2021	25,928	1,628	27,556
<b>CARRYING VALUES</b>			
At 31 December 2021	7,084	1,604	8,688
At 31 December 2020	16,376	404	16,780
		<b>2021</b> <i>HK\$'000</i>	<b>2020</b> <i>HK\$'000</i>
Expense relating to short-term leases		<b>27,543</b>	22,766
Total cash outflow for leases		<b>38,307</b>	32,100

**17. RIGHT-OF-USE ASSETS** *(Continued)*

For both years, the Group leases factory, warehouse, office premises and office equipment for its operations. Lease contracts are entered into for fixed term of 2 to 6 years (2020: 2 to 5 years). Lease terms are negotiated on an individual basis and contain different terms and conditions. In determining the lease terms and assessing the length of the non-cancellable period, the Group applies the definition of a contract and determines the period for which the contract is enforceable.

The Group regularly entered into short-term leases for sites offices, warehouses, staff quarters and carparks. As at 31 December 2021 and 31 December 2020, the portfolio of short-term leases is similar to the portfolio of short-term leases to which the short-term lease expense disclosed above.

**Rent concessions**

During the year ended 31 December 2020, lessors of a factory and an office in the PRC, provided rent concessions to the Group through rent reductions ranging from 50% to 100% over one month.

These rent concessions occurred as a direct consequence of Covid-19 pandemic and met of all of the conditions in HKFRS 16.46B, and the Group applied the practical expedient of not to assess whether the changes constitute lease modifications. The effects on changes in lease payments due to forgiveness or waiver by the lessors for the relevant leases of HK\$339,000 were recognised as negative variable lease payments during the year ended 31 December 2020.

**18. INVESTMENT PROPERTIES**

	<i>HK\$'000</i>
FAIR VALUE	
At 1 January 2020	10,001
Exchange adjustments	4,043
Transfer from property, plant and equipment ( <i>note 16</i> )	42,311
At 31 December 2020	56,355
Exchange adjustments	1,584
At 31 December 2021	57,939

During the year ended 31 December 2020, the Group changed the usage of certain properties from owner occupation to investment properties. Accordingly, the relevant portion of the properties with net carrying values of HK\$40,094,000 was transferred from property, plant and equipment to investment properties at their fair values on the date of transfer of HK\$42,311,000 which were determined by the directors of the Company with reference to the valuation carried out by Asset Appraisal Limited, an independent qualified professional valuer not connected with the Group. The difference between the fair values of these properties and their carrying values at the date of transfer has been credited to property revaluation reserve.

## 18. INVESTMENT PROPERTIES *(Continued)*

As at 31 December 2021 and 31 December 2020, the Group's properties interests (i) situated in Hong Kong which is one piece or parcel of ground held for capital appreciation; and (ii) located in the PRC which are two commercial properties held under operating leases to earn rental income. They are measured using the fair value model and are classified and accounted for as investment properties.

The fair values of the Group's investment properties as at 31 December 2021 and 31 December 2020 have been arrived at on the basis of a valuation carried out on the respective dates by Asset Appraisal Limited.

The valuation of the piece or parcel of ground situated in Hong Kong has been arrived at using direct comparison method by reference to market evidence of transaction prices for similar properties in the same locations and conditions.

The fair values of the other two commercial properties located in the PRC were determined based on the income capitalisation approach, where the market rentals of all lettable units of the properties are assessed and discounted at the reversionary yield expected by investors for this type of properties. The market rentals are assessed by reference to the rentals achieved in the lettable units of the properties as well as other lettings of similar properties in the neighbourhood. The discount rate is determined by reference to the yields derived from analysing the sales transactions of similar commercial properties in the relevant locations and adjusted to take into account the market expectation from property investors to reflect factors specific to the Group's investment properties.

The management of the Group considered that the fair value change was insignificant and therefore no fair value change was recognised for the year ended 31 December 2021 and 31 December 2020.

In estimating the fair values of the properties, the highest and best use of the properties is their current use.

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## 18. INVESTMENT PROPERTIES *(Continued)*

The following table gives information about how the fair values of these investment properties are determined (in particular, the valuation techniques and inputs used), as well as the fair value hierarchy into which the fair value measurements are categorized (Levels 1 to 3) based on the degree to which the inputs to the fair value measurements are observable.

Investment properties held by the Group in the consolidated statement of financial position	Fair value hierarchy	Valuation technique(s) and key input(s)	Significant unobservable input(s)	Relationship of unobservable inputs to fair value
Investment property in Hong Kong with carrying amount of HK\$2,410,000 (2020: HK\$2,410,000)	Level 3	Direct comparison method The key input is  (1) Unit sale rate	(1) Unit sale rate, taking into account the size, location, and character, between the comparable and the property, ranging from HK\$400 to HK\$765 (2020: HK\$265 to HK\$558) per square feet on gross floor area basis for the property.	(1) An increase in the unit sale rate used would result in an increase in the fair value of the investment property and vice versa.
Investment property in the PRC with carrying amount of HK\$8,317,000 (2020: HK\$8,080,000)	Level 3	Income capitalisation method The key input is  (1) Reversionary yield	(1) Reversionary yield of 5.2% (2020: 5.3%)	(1) An increase in the reversionary yield used would result in a decrease in the fair value of the investment property and vice versa.
		(2) Yearly market unit rent	(2) Yearly market unit rent per gross floor area (square meter) of Renminbi ("RMB") 1,956 (2020: RMB1,998)	(2) An increase in the yearly market unit rent used would result in an increase in the fair value of the investment property and vice versa.
Investment property in the PRC with carrying amount of HK\$47,212,000 (2020: HK\$45,865,000)	Level 3	Income capitalisation method The key input is  (1) Reversionary yield	(1) Reversionary yield of 5.4% (2020: 4.9%)	(1) An increase in the reversionary yield used would result in a decrease in the fair value of the investment property and vice versa.
		(2) Yearly market unit rent	(2) Yearly market unit rent per gross floor area (square meter) of RMB914 (2020: RMB788)	(2) An increase in the yearly market unit rent used would result in an increase in the fair value of the investment property and vice versa.

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## 18. INVESTMENT PROPERTIES *(Continued)*

The fair values of all investment properties as at 31 December 2021 and 31 December 2020 were measured using valuation techniques with significant unobservable inputs and hence were classified as Level 3 of the fair value hierarchy. There were no transfers into or out of Level 3 during the year.

## 19. GOODWILL

	<i>HK\$'000</i>
Carrying amount as at 1 January 2020, 31 December 2020 and 31 December 2021	1,510

Amount represented the excess of consideration paid over the fair value of net assets taken over on the acquisition of subsidiaries, Sundart Timber Products Company Limited ("Sundart Timber") and Sundart Living Limited ("Sundart Living"). For the purpose of impairment test, the carrying amount of goodwill had been allocated to the cash-generating unit of Sundart Timber and Sundart Living under the fitting-out works in Hong Kong segment, and the manufacturing, sourcing and distribution of interior decorative materials segment, amounting to HK\$746,000 and HK\$764,000, respectively. The recoverable amounts of cash-generating units of Sundart Timber and Sundart Living have been determined based on a value in use calculation. No impairment is recognised.

## 20. INTERESTS IN ASSOCIATES

	<b>2021</b> <i>HK\$'000</i>	2020 <i>HK\$'000</i>
Unlisted shares, at cost	–	–
Amount due from an associate <i>(note)</i>	<b>65,037</b>	70,167
Share of post-acquisition profits and other comprehensive income, net of dividends received	<b>56,354</b>	57,389
	<b>121,391</b>	127,556

*Note:* The amount due from an associate is unsecured, interest free and has no fixed repayment terms. The directors are of the opinion that the balance will not be repaid within 12 months from the end of the reporting period.

As at 31 December 2021 and 31 December 2020, the Group had interests in the following associates:

Name of entity	Form of business structure	Country of incorporation	Principal place of operation	Class of share held	Proportion of issued capital and voting rights held by the Group		Principal activities
					2021 %	2020 %	
EAGLE VISION DEVELOPMENT LIMITED ("Eagle Vision")	Incorporated	BVI	Hong Kong	Ordinary	<b>28.57</b>	28.57	Investment holding
FORTUNE MARVEL LIMITED ("FML")	Incorporated	BVI	Hong Kong	Ordinary	<b>30</b>	30	Investment holding

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## 20. INTERESTS IN ASSOCIATES *(Continued)*

The summarised consolidated financial information of Eagle Vision and FML and which was prepared in accordance with HKFRSs, was set out below:

	2021			2020		
	Eagle Vision HK\$'000	FML HK\$'000	Total HK\$'000	Eagle Vision HK\$'000	FML HK\$'000	Total HK\$'000
Current assets	536,957	–	536,957	590,585	–	590,585
Non-current assets	403,807	–	403,807	430,950	–	430,950
Current liabilities	(376,731)	(97)	(376,828)	(414,987)	(76)	(415,063)
Non-current liabilities	(28,248)	–	(28,248)	(46,855)	–	(46,855)
Net assets (liabilities) attributable to:						
Shareholders	197,353	(97)	197,256	200,953	(76)	200,877
Non-controlling interests	338,432	–	338,432	358,740	–	358,740
	535,785	(97)	535,688	559,693	(76)	559,617
Revenue	448,032	–	448,032	443,142	–	443,142
(Loss) profit for the year	(16,363)	(21)	(16,384)	22,942	(13)	22,929
Attributable to:						
Shareholders	(7,805)	(21)	(7,826)	11,334	(13)	11,321
Non-controlling interests	(8,558)	–	(8,558)	11,608	–	11,608
	(16,363)	(21)	(16,384)	22,942	(13)	22,929
Other comprehensive income for the year	7,145	–	7,145	12,686	–	12,686
Attributable to:						
Shareholders	3,555	–	3,555	7,028	–	7,028
Non-controlling interests	3,590	–	3,590	5,658	–	5,658
	7,145	–	7,145	12,686	–	12,686

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## 20. INTERESTS IN ASSOCIATES *(Continued)*

	2021			2020		
	Eagle Vision HK\$'000	FML HK\$'000	Total HK\$'000	Eagle Vision HK\$'000	FML HK\$'000	Total HK\$'000
Total comprehensive (expense) income for the year	(9,218)	(21)	(9,239)	35,628	(13)	35,615
Attributable to:						
Shareholders	(4,250)	(21)	(4,271)	18,362	(13)	18,349
Non-controlling interests	(4,968)	–	(4,968)	17,266	–	17,266
	(9,218)	(21)	(9,239)	35,628	(13)	35,615

Reconciliation of the above summarised consolidated financial information of Eagle Vision and FML to the carrying amounts of the interests in the associates recognised in the consolidated financial statements:

	2021			2020		
	Eagle Vision HK\$'000	FML HK\$'000	Total HK\$'000	Eagle Vision HK\$'000	FML HK\$'000	Total HK\$'000
Net assets (liabilities) attributable to shareholders	197,353	(97)	197,256	200,953	(76)	200,877
Proportion of the Group's ownership interests	28.57%	30%	N/A	28.57%	30%	N/A
Amount due from an associate	56,383 65,037	(29) –	56,354 65,037	57,412 70,167	(23) –	57,389 70,167
Carrying amount of the Group's interests	121,420	(29)	121,391	127,579	(23)	127,556

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## 21. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS

	2021 HK\$'000	2020 HK\$'000
Listed equity securities	23,802	61,351
Unlisted equity fund	90,000	92,000
	<b>113,802</b>	153,351

During the current year, net loss from fair value changes of the listed equity securities of HK\$9,405,000 (2020: HK\$31,586,000) was recognised in profit or loss.

During the current year, the Group further injected HK\$22,200,000 (2020: HK\$9,398,000) to the unlisted equity fund to fulfill capital commitment in capacity as a limited partner. As at 31 December 2021 and 31 December 2020, the Group's interest in the unlisted equity fund remained at 18.71%. The general partner of the unlisted equity fund is a subsidiary of a related company listed in Hong Kong. The unlisted equity fund was in relation to commercial buildings development in Hong Kong. It was measured at fair value at the end of the reporting period. The unlisted equity fund with more than 12 months operation period from the end of reporting period was classified as non-current assets in the consolidated statement of financial position. The Group recognised loss from fair value changes of the fund of HK\$24,200,000 (2020: HK\$41,000,000) in profit or loss during the year. There was no capital returned to the Group from the unlisted equity fund during the year ended 31 December 2021 and 31 December 2020.

## 22. OTHER FINANCIAL ASSETS AT AMORTISED COST

	2021 HK\$'000	2020 HK\$'000
Debt instrument		
Non-current	16,125	–
Current	4,940	–
	<b>21,065</b>	–

During the current year, the Group subscribed for three corporate bonds traded in the secondary market, which will mature from 30 June 2022 to 15 November 2024, with fixed interest rates ranging from 5.75% to 8.50% per annum. The bonds are held by the Group within a business model whose objective is to collect contractual cash flows. These corporate bonds are therefore classified as financial assets at amortised cost.

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## 23. INVENTORIES

	2021 HK\$'000	2020 HK\$'000
Raw materials	17,058	13,955
Work-in-progress	32,003	23,696
Finished goods	298	289
	<b>49,359</b>	<b>37,940</b>

## 24. TRADE AND OTHER RECEIVABLES AND BILLS RECEIVABLE

Trade and other receivables and bills receivable at the end of each reporting period comprised receivables from third parties as follows:

	2021 HK\$'000	2020 HK\$'000
Trade receivables (gross carrying amount)		
Fitting-out works	1,143,763	735,688
Alteration and addition and construction works	32,304	59,185
Manufacturing, sourcing and distribution of interior decorative materials	5,737	96
	<b>1,181,804</b>	794,969
Less: Allowance for credit losses	<b>(59,450)</b>	(68,751)
Trade receivables (net carrying amount)	<b>1,122,354</b>	726,218
Unbilled receivables (gross carrying amount) <i>(note)</i>	<b>1,434,524</b>	1,049,574
Less: Allowance for credit losses	<b>(104,696)</b>	(66,702)
Unbilled receivables (net carrying amount)	<b>1,329,828</b>	982,872
Other receivables (gross carrying amount)	<b>184,448</b>	129,923
Less: Allowance for credit losses	<b>(9,216)</b>	(3,360)
Other receivables (net carrying amount)	<b>175,232</b>	126,563
Bills receivable (gross carrying amount)	<b>120,725</b>	43,637
Less: Allowance for credit losses	<b>(5,871)</b>	(2,353)
Bills receivable (net carrying amount)	<b>114,854</b>	41,284
Prepayments and deposits	<b>339,844</b>	261,349
	<b>3,082,112</b>	<b>2,138,286</b>

Note: Unbilled receivables represented the remaining balances of contract receivables to be billed for completed portion of construction contracts according to the contract terms.

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## 24. TRADE AND OTHER RECEIVABLES AND BILLS RECEIVABLE *(Continued)*

### Trade receivables

The Group allows a credit period of 7 to 60 days to its trade customers. The following was an ageing analysis of trade receivables, net of allowance for credit losses, presented based on invoice date at the end of each reporting period.

	2021 HK\$'000	2020 HK\$'000
1–30 days	611,588	519,669
31–60 days	314,137	110,053
61–90 days	30,803	15,301
Over 90 days	165,826	81,195
	<b>1,122,354</b>	<b>726,218</b>

Before accepting any new customer, the Group assesses the potential customer's credit quality and defines credit limits by customers. Recoverability of the existing customers is reviewed by the Group regularly.

As at 31 December 2021, included in the Group's trade receivable balances were customers with an aggregate carrying amount of HK\$414,278,000 (2020: HK\$159,451,000) which were past due as at the reporting date. Out of the past due balances, HK\$146,716,000 (2020: HK\$65,583,000) has been past due more than 90 days and was not considered as in default. The Group rebutted the presumption of default under ECL model for trade receivables over 90 days past due based on no significant change in credit quality after understood these customers' background as well as the good payment records of and continuous business relationship with those customers. Further, such long outstanding balances were primarily due to overdue payment was a common practice in construction industry and prolonged internal procedures of the relevant customers. These customers were assessed individually and/or collectively with appropriate groupings for the credit risk based on their historical default rate, probability of default and exposure of default and were adjusted for forward-looking information that was available without undue cost or effort. The Group did not hold any collateral over these balances.

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## 24. TRADE AND OTHER RECEIVABLES AND BILLS RECEIVABLE *(Continued)*

### Bills receivable

As at 31 December 2021, the carrying amount of bills receivable amounting to HK\$114,854,000 (2020: HK\$41,284,000) were held by the Group for settlement, of which no bills receivable (2020: HK\$7,064,000) have been pledged as security for certain bills payable. All bills receivable held by the Group were with a maturity period of less than one year.

Ageing of bills receivable, net of allowance for credit losses, was as follows:

	2021 HK\$'000	2020 HK\$'000
1-30 days <i>(note)</i>	61,737	16,242
31-60 days	6,426	–
61-90 days	4,481	–
Over 90 days	42,210	25,042
	<b>114,854</b>	<b>41,284</b>

*Note:* As at 31 December 2021, the relevant bills receivable amounting to HK\$24,179,000 (2020: HK\$9,939,000) were issued by a related company in which Mr. Liu and his spouse have beneficial interest.

Details of impairment assessment of trade and other receivables and bills receivable were set out in note 40.

## 25. AMOUNTS DUE FROM RELATED COMPANIES

The amounts due from related companies, in which Mr. Liu and his spouse have beneficial interest, represented trade receivables.

The Group allows a credit period of 30 days to the related companies. As at 31 December 2021, the trade receivables due from the related companies were aged within 30 days (2020: within 90 days) based on invoice date. The Group did not hold any collateral over these balances.

Details of impairment assessment of amounts due from related companies were set out in note 40.

## 26. AMOUNT DUE FROM A FELLOW SUBSIDIARY

The Group allows a credit period of 30 days to its trade receivables due from a fellow subsidiary. As at 31 December 2021, the trade receivables due from the fellow subsidiary were aged within 30 days based on invoice date. The Group did not hold any collateral over this balance.

Details of impairment assessment of amount due from a fellow subsidiary were set out in note 40.

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## 27. CONTRACT ASSETS

	2021 HK\$'000	2020 HK\$'000
Contract assets (gross carrying amount)		
Fitting-out works	1,133,922	1,520,784
Alteration and addition and construction works	143,918	209,559
Manufacturing, sourcing and distribution of interior decorative materials	91	84
	<b>1,277,931</b>	1,730,427
Less: Allowance for credit losses	<b>(28,646)</b>	(32,245)
Net carrying amount shown under current assets	<b>1,249,285</b>	1,698,182

A contract asset, net of contract liability related to the same contract, is recognised over the period in which the construction services are performed representing the Group's right to consideration for the services performed and not billed because the rights are conditioned on the Group's future performance accepted by the customers. The contract assets are transferred to trade receivables when the rights become unconditional. The Group typically transfers its contract assets to trade receivables when progress certificate/invoice is issued. As at 31 December 2021, contract assets included HK\$1,272,000 and HK\$328,000 (2020: HK\$361,000 and HK\$1,330,000) from related companies and fellow subsidiaries, respectively. The Group typically agrees 5% of the total contract sum as retention money, of which half will generally be released after the issue of the certificate of practical completion and the remaining portion will be released after the maintenance period. The Group generally provides their customers with one to two years maintenance period from the date of the practical completion of the project. Upon the expiration of maintenance period, the customers will provide a maintenance certificate and pay the retentions within the term specified in the contract. The details of the typical payment terms which impact on the amount of contract assets recognised are set out in note 5.

The Group classifies these contract assets as current because the Group expects to realise them in its normal operating cycle.

The Group applies the simplified approach to provide the ECL prescribed by HKFRS 9. Impairment loss of HK\$4,260,000 was reversed during the year (2020: HK\$970,000 was recognised). Details of impairment assessment were set out in note 40.

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## 28. PLEDGED BANK DEPOSITS AND BANK BALANCES AND CASH

The pledged bank deposits carried interest at market rates of the range from 0.3% to 0.35% per annum as at 31 December 2021 and 31 December 2020.

As at 31 December 2021, the bank balances included a sum of HK\$558,672,000 (2020: HK\$587,042,000) deposits carried fixed interest rate at 0.13% to 1.75% (2020: 0.28% to 1.15%) per annum. The remaining balances carried interest at market rates which ranged from 0.001% to 0.38% per annum as at 31 December 2021 and 31 December 2020.

Pledged bank deposits represented deposits pledged to secure certain bills payable, certain performance bonds and certain tender bonds and were therefore classified as current assets.

Details of impairment assessment of pledged bank deposits and bank balances were set out in note 40.

## 29. TRADE AND OTHER PAYABLES

Trade and other payables at the end of the reporting period comprised amounts outstanding for trade purposes and daily operating costs. The credit period taken for trade purchase is 7 to 45 days.

	2021 HK\$'000	2020 HK\$'000
Contract creditors and suppliers	1,879,861	1,667,792
Retentions payable	494,510	482,934
	<b>2,374,371</b>	2,150,726
Other tax payable	163,410	117,505
Other payables and accruals	145,132	131,708
	<b>2,682,913</b>	2,399,939

The ageing analysis of contract creditors and suppliers was stated based on invoice date as follows:

	2021 HK\$'000	2020 HK\$'000
1–30 days	1,223,058	1,137,310
31–60 days	165,199	141,919
61–90 days	77,457	57,370
Over 90 days	414,147	331,193
	<b>1,879,861</b>	1,667,792

As at 31 December 2021, the Group's retentions payable of HK\$248,025,000 (2020: HK\$185,484,000) was expected to be paid after one year.

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### 30. BILLS PAYABLE

As at 31 December 2021, certain bills payable were secured by certain pledged bank deposits as set out in note 28 (2020: certain bills receivable and pledged bank deposits as set out in notes 24 and 28, respectively) and were repayable as follows:

	2021 HK\$'000	2020 HK\$'000
1–30 days	147,733	137,231
31–60 days	143,321	75,790
61–90 days	108,920	76,381
Over 90 days	439,885	253,133
	<b>839,859</b>	542,535

### 31. BANK BORROWINGS

	2021		2020	
	The ranges of effective interest rates	Carrying amount HK\$'000	The ranges of effective interest rates	Carrying amount HK\$'000
Variable-rate borrowings				
Secured ( <i>note a</i> )	1.73%	737	1.71%	947
Unsecured	1.69% to 1.70%	83,800	1.70% to 1.78%	163,800
		<b>84,537</b>		164,747

	2021 HK\$'000	2020 HK\$'000
Carrying amount of the above bank borrowings that contain a repayment on demand clause (shown under current liabilities) but repayable as follows ( <i>note b</i> ):		
Within one year	80,210	80,210
More than one year but not exceeding two years	4,011	80,211
More than two years but not exceeding five years	316	4,326
	<b>84,537</b>	164,747

Notes:

- (a) As at 31 December 2021, the secured bank borrowings were secured by a commercial property (included in property, plant and equipment) with carrying amount of HK\$93,564,000 (2020: HK\$97,233,000).
- (b) The amounts due are based on scheduled repayment dates set out in the banking facility letters.

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### 32. LEASE LIABILITIES

	2021 HK\$'000	2020 HK\$'000
Lease liabilities payable:		
Within one year	8,186	10,749
Within a period of more than one year but not exceeding two years	707	7,077
Within a period of more than two years but not exceeding five years	1,062	364
Over five years	30	–
	<b>9,985</b>	18,190
Less: Amount due for settlement with 12 months shown under current liabilities	<b>(8,186)</b>	(10,749)
Amount due for settlement after 12 months shown under non-current liabilities	<b>1,799</b>	7,441

The incremental borrowing rates applied to lease liabilities ranged from 1.56% to 5.90% (2020: from 1.75% to 5.90%).

### 33. CONTRACT LIABILITIES

	2021 HK\$'000	2020 HK\$'000
Fitting-out works	146,256	88,525
Alteration and addition and construction works	956	49
Manufacturing, sourcing and distribution of interior decorative materials	–	357
Shown under current liabilities	<b>147,212</b>	88,931

The following table shows how much of the revenue recognised relates to carried-forward contract liabilities.

	2021 HK\$'000	2020 HK\$'000
Revenue recognised that was included in the contract liability balance at the beginning of the year	<b>84,845</b>	75,854

Typical payment terms which impact on the amount of contract liabilities recognised are as follows:

The Group requires certain customers to provide upfront deposits ranged from 5% to 30% of total contract sum, when the Group receives a deposit before the project commences, this will give rise to contract liabilities at the start of a contract, until the full amount of deposit is deducted proportionately from monthly progress payment.

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### 34. DEFERRED TAX ASSETS/LIABILITIES

For the purpose of presentation in the consolidated statement of financial position, certain deferred tax assets and liabilities have been offset. The following is the analysis of the deferred tax balances for financial reporting purposes:

	2021 HK\$'000	2020 HK\$'000
Deferred tax assets	25,685	17,823
Deferred tax liabilities	(2,153)	(1,806)
	<b>23,532</b>	<b>16,017</b>

The following are the major deferred tax liabilities and assets recognised and movements thereon during the current and prior years:

	Accelerated tax depreciation HK\$'000	ECL provision HK\$'000	Total HK\$'000
At 1 January 2020	(987)	–	(987)
Exchange adjustments	(105)	984	879
(Charge) credit to profit or loss (note 10)	(714)	16,839	16,125
At 31 December 2020	(1,806)	17,823	16,017
Exchange adjustments	(58)	637	579
(Charge) credit to profit or loss (note 10)	(289)	7,225	6,936
At 31 December 2021	(2,153)	25,685	23,532

Under the EIT Law of the PRC, withholding tax is imposed on dividends declared in respect of profits earned by the PRC subsidiaries from 1 January 2008 onwards. Deferred taxation has not been provided for in the consolidated financial statements in respect of temporary differences attributable to accumulated profits of the PRC subsidiaries as the Group is able to control the timing of the reversal of the temporary differences and it is probable that the temporary differences will not reverse in the foreseeable future.

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### 34. DEFERRED TAX ASSETS/LIABILITIES *(Continued)*

At the end of the reporting period, the Group has unused estimated tax losses of HK\$137,855,000 (2020: HK\$94,431,000) available for offset against future profits. No deferred tax asset has been recognised in respect of the estimated tax losses due to unpredictability of future profit streams. Included in unrecognised tax losses were HK\$64,833,000 (2020: HK\$53,779,000) with expiry dates as disclosed in the following table. The remaining losses of HK\$73,022,000 (2020: HK\$40,652,000) may be carried forward indefinitely.

	2021 HK\$'000	2020 HK\$'000
2022	19,332	18,781
2023	8,343	8,105
2024	13,609	12,421
2025	14,897	14,472
2026	8,652	–
	<b>64,833</b>	53,779

### 35. SHARE CAPITAL

	Number of shares '000	Share capital HK\$'000
Issued and fully paid ordinary shares with no par value At 1 January 2020, 31 December 2020 and 31 December 2021	2,158,210	1,246,815

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### 36. STATEMENT OF FINANCIAL POSITION AND RESERVES OF THE COMPANY

	2021 HK\$'000	2020 HK\$'000
<b>Non-current assets</b>		
Interests in subsidiaries	1,583,234	1,514,615
Property, plant and equipment	1,573	1,070
Right-of-use assets	3,420	6,844
	<b>1,588,227</b>	1,522,529
<b>Current assets</b>		
Prepayments and deposits	920	730
Tax recoverable	122	–
Bank balances and cash	7,581	1,790
	<b>8,623</b>	2,520
<b>Current liabilities</b>		
Other payables	16,856	15,873
Tax payable	–	253
Bank borrowings	83,800	163,800
Lease liabilities	3,269	3,509
	<b>103,925</b>	183,435
<b>Net current liabilities</b>	<b>(95,302)</b>	(180,915)
<b>Total assets less current liabilities</b>	<b>1,492,925</b>	1,341,614
<b>Capital and reserves</b>		
Share capital	1,246,815	1,246,815
Reserves	245,746	91,166
	<b>1,492,561</b>	1,337,981
<b>Non-current liability</b>		
Lease liabilities	364	3,633
	<b>1,492,925</b>	1,341,614

#### Movements in the Company's reserves

	Share premium HK\$'000	Other reserve HK\$'000	Accumulated profits HK\$'000	Total HK\$'000
At 1 January 2020	19,700	33,600	5,281	58,581
Profit for the year	–	–	32,585	32,585
At 31 December 2020	19,700	33,600	37,866	91,166
Profit for the year	–	–	327,237	327,237
Dividend paid	–	–	(172,657)	(172,657)
At 31 December 2021	19,700	33,600	192,446	245,746

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### 37. OPERATING LEASING ARRANGEMENTS

#### The Group as lessor

Property rental income earned during the year ended 31 December 2021 was HK\$2,515,000 (2020: HK\$1,440,000). The investment properties with carrying amount of HK\$55,529,000 (2020: HK\$53,945,000) as at 31 December 2021 were held for rental purposes. The properties held have committed lessees from one month to one year.

At the end of the reporting period, the Group as lessor had contracted with lessees for the following undiscounted lease payment receivables:

	2021 HK\$'000	2020 HK\$'000
Within one year	482	1,126

### 38. CAPITAL COMMITMENTS

	2021 HK\$'000	2020 HK\$'000
Capital expenditure contracted for but not provided in the consolidated financial statements in respect of:		
Property, plant and equipment	29	244
Contribution to the capital of the unlisted equity fund	–	22,200

### 39. CAPITAL RISK MANAGEMENT

The Group manages its 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 years.

The capital structure of the Group consists of net debt, which includes bank borrowings and lease liabilities disclosed in notes 31 and 32, respectively, net of cash and cash equivalents and pledged bank deposits and equity attributable to the owners of the Company, comprising issued share capital, reserves and accumulated profits.

The directors of the Company review the capital structure on a continuous basis. As part of this review, the directors of the Company consider the cost of capital and the risks associated with each class of capital. Based on recommendations of the directors, the Group will balance its overall capital structure through payment of dividends, issue of new shares as well as issue of new debts or redemption of existing debts.

### 40. FINANCIAL INSTRUMENTS

#### Categories of financial instruments

	2021 HK\$'000	2020 HK\$'000
Financial assets		
Financial assets at amortised cost	4,699,665	3,540,890
Financial assets at FVTPL	113,802	153,351
	<b>4,813,467</b>	3,694,241
Financial liabilities		
Amortised cost	3,441,924	2,991,607

#### Financial risk management objectives and policies

The Group's financial instruments include financial assets at FVTPL, other financial assets at amortised cost, trade and other receivables and bills receivable, amounts due from related companies, amount due from a fellow subsidiary, pledged bank deposits, bank balances and cash, trade and other payables, bills payable, bank borrowings and lease liabilities. Details of these financial instruments are disclosed in respective notes. The risks associated with these financial instruments include market risk (currency risk, fair value interest rate risk, cash flow interest rate risk and equity price risk), credit risk and liquidity risk. The policies on how to mitigate these risks are set out below. The management of the Group manages and monitors these exposures to ensure appropriate measures are implemented on a timely and effective manner.

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#### 40. FINANCIAL INSTRUMENTS *(Continued)*

##### Financial risk management objectives and policies *(Continued)*

###### Market risk

###### (i) Currency risk

The group entities collect most of the revenue and incur most of the expenditures in their respective functional currencies. The directors of the Company consider that the Group's exposure to foreign currency exchange risk is insignificant as the majority of the Group's transactions are denominated in the functional currency of each individual group entity.

The Group currently does not have a foreign currency hedging policy. However, the management of the Group monitors foreign exchange exposure and will consider hedging significant foreign currency exposure should the need arise.

The carrying amounts of the Group's monetary assets and liabilities that are denominated in currencies other than functional currency of its respective group entities at the end of the reporting period are as follows:

	Assets		Liabilities	
	2021 HK\$'000	2020 HK\$'000	2021 HK\$'000	2020 HK\$'000
HK\$ against Macau Pataca ("MOP")	183,086	50,874	14,939	14,699
United States dollars ("USD") against HK\$	24,262	15,732	760	834
USD against MOP	865	3,527	492	492
RMB against HK\$ and MOP	25,982	72,127	268	108
Euro against HK\$ and MOP	24,353	20,134	–	–
HK\$ against RMB	290	503	1	–
British Pound Sterling against HK\$	7	21	–	–
<i>Intra-group balances</i> HK\$ and MOP against RMB	74,051	99,342	259	6,121

**40. FINANCIAL INSTRUMENTS** (Continued)**Financial risk management objectives and policies** (Continued)**Market risk** (Continued)**(i) Currency risk** (Continued)

## Sensitivity analysis

As HK\$ is pegged to USD and the exchange rate of HK\$/MOP and USD/MOP is relatively stable, the Group does not expect any significant foreign currency exposure arising from the fluctuation of the HK\$/MOP, USD/HK\$ and USD/MOP exchange rates. As a result, the directors of the Company consider that the sensitivity of the Group's exposure towards the change in foreign exchange rates between HK\$/MOP, USD/HK\$ and USD/MOP is minimal.

The following table details the Group's sensitivity to a 5% increase and decrease in RMB against HK\$ and MOP, Euro against HK\$ and MOP, and HK\$ and MOP against RMB. 5% represents management's assessment of the reasonably possible change in foreign exchange rates.

The sensitivity analysis of the Group's exposure to foreign currency risk at the end of the reporting period includes only outstanding foreign currency denominated monetary items.

A positive number below indicates an increase in post-tax profit for the current year where a 5% strengthening of RMB against HK\$ and MOP, Euro against HK\$ and MOP, or HK\$ and MOP against RMB. For a 5% weakening of RMB against HK\$ and MOP, Euro against HK\$ and MOP, or HK\$ and MOP against RMB, there would be an equal and opposite impact on the post-tax profit for the year as set out below:

	Increase in post-tax profit	
	2021 HK\$'000	2020 HK\$'000
RMB against HK\$ and MOP	1,073	3,128
Euro against HK\$ and MOP	1,018	843
HK\$ and MOP against RMB	3,148	3,983

In management's opinion, the sensitivity analysis is unrepresentative of the inherent foreign exchange risk as the year end exposure does not reflect the exposure during the year.

**(ii) Fair value interest rate risk**

Fair value interest rate risk is the risk that the value of a financial instrument will fluctuate because of changes in market interest rates. The Group's fair value interest rate risk relates to fixed-rate of certain bank deposits (see note 28 for details) and lease liabilities (see note 32 for details). The management of the Group monitors interest rate exposure and will consider hedging significant interest rate exposure should the need arise.

#### 40. FINANCIAL INSTRUMENTS *(Continued)*

##### **Financial risk management objectives and policies** *(Continued)*

##### **Market risk** *(Continued)*

##### **(iii) Cash flow interest rate risk**

Cash flow interest rate risk is the risk that the future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Group's cash flow interest rate risk relates primarily to variable-rate pledged bank deposits, bank balances and bank borrowings (see note 28 for details of the pledged bank deposits and bank balances and note 31 for details of bank borrowings). The Group currently does not have an interest rate hedging policy. However, the management of the Group monitors interest rate exposure and will consider other necessary actions when significant interest rate exposure is anticipated.

The Group's exposure to interest rates on financial liabilities is detailed in the liquidity risk management section of this note.

##### Sensitivity analysis

The sensitivity analyses below have been determined based on the exposure to interest rates for non-derivative instruments at the end of each reporting period. For variable-rate pledged bank deposits, bank balances and bank borrowings, the analysis is prepared assuming the pledged bank deposits, bank balances and bank borrowings outstanding at the end of each reporting period were outstanding for the whole year. A 10 basis points increase or decrease in variable-rate pledged bank deposits and bank balances represents management's assessment of the reasonably possible change in interest rates. If interest rate increases/decreases by the aforesaid basis point, and all other variables were held constant, the Group's post-tax profit for the year ended 31 December 2021 would increase/decrease by HK\$1,202,000 (2020: HK\$946,000). A 50 basis points increase or decrease in variable-rate bank borrowings represents management's assessment of the reasonably possible change in interest rates. If interest rate increases/decreases by the aforesaid basis point, and all other variables were held constant, the Group's post-tax profit for the year ended 31 December 2021 would decrease/increase by HK\$353,000 (2020: HK\$688,000).

##### **(iv) Equity price risk**

The Group's equity price risk mainly concentrated on financial assets at FVTPL. In addition, the Group has appointed a special team to monitor the equity price risk and will consider hedging the risk exposure should the need arise.

##### Sensitivity analysis

The sensitivity analysis below have been determined based on the exposure to equity price risk at the reporting date.

If the prices of the equity shares had been 30% higher/lower, the profit for the year ended 31 December 2021 would increase/decrease by HK\$7,141,000 (2020: HK\$18,405,000) as a result of the changes in fair value of financial assets at FVTPL.

##### **Credit risk and impairment assessment**

The Group's maximum exposure to credit risk which will cause a financial loss to the Group due to failure to discharge an obligation by the counterparties is arising from the carrying amount of the respective recognised financial assets as stated in the consolidated statement of financial position. The Group does not hold any collateral or other credit enhancements to cover its credit risks associated with its financial assets.

Except for financial assets at FVTPL, the Group performed impairment assessment for financial assets and other items under ECL model. Information about the Group's credit risk management, maximum credit risk exposures and the related impairment assessment, if applicable, are summarised as below:

**40. FINANCIAL INSTRUMENTS** *(Continued)***Financial risk management objectives and policies** *(Continued)***Credit risk and impairment assessment** *(Continued)***Trade receivables, bills receivable and contract assets arising from contracts with customers**

In order to minimise the credit risk, the management of the Group has delegated a team responsible for determination of credit limits and credit approvals. Before accepting any new customer, the Group assesses the potential customer's credit quality and defines credit limits by customers. Recoverability of the existing customers is reviewed by the Group regularly. Other monitoring procedures are in place to ensure that follow-up action is taken to recover overdue debts. In this regard, the directors of the Company consider that the Group's credit risk is significantly reduced. In addition, the Group performs impairment assessment under ECL model on trade balances individually and/or collectively. Except for trade receivables, bills receivable and contract assets that are credit-impaired, which are assessed for impairment individually, the remaining trade receivables, bills receivable and contract assets are grouped based on shared credit risk characteristics by reference to the Group's internal credit ratings. Details of the quantitative disclosures are set out below in this note.

**Other receivables**

For other receivables, the management of the Group makes periodic individual assessment on the recoverability of other receivables based on historical settlement records, past experience, and also quantitative and qualitative information that is reasonable and supportive forward-looking information. The management believes that there are no significant increase in credit risk of the majority of these amounts since initial recognition and the Group provided impairment based on 12m ECL. Impairment loss of HK\$5,678,000 (2020: HK\$3,175,000) was recognised in profit or loss during the year.

**Other financial assets at amortised cost**

The management of the Group assesses the credit risk of corporate bonds based on the default rate and credit rating assigned by international credit-rating agencies. The management considered that the impairment was insignificant and therefore no impairment loss was recognised in profit or loss during the year.

**Pledged bank deposits and bank balances**

The credit risks on pledged bank deposits and bank balances are limited because the counterparties are financial institutions with high credit ratings assigned by international credit-rating agencies.

Other than concentration of credit risk on liquid funds which are deposited with several banks with high credit ratings, the Group does not have any other significant concentration of credit risk. Trade receivables consist of a large number of customers.

The Group's internal credit risk grading assessment comprises the following categories:

Internal credit rating	Description	Trade receivables/ bills receivable/ contract assets	Other financial assets/other items
Low risk	The counterparty has a low risk of default and does not have any past-due amounts	Lifetime ECL – not credit-impaired	12m ECL
Watch list	Debtor frequently repays after due dates but usually settle in full	Lifetime ECL – not credit-impaired	12m ECL
Doubtful	There have been significant increases in credit risk since initial recognition through information developed internally or external resources	Lifetime ECL – not credit-impaired	Lifetime ECL – not credit-impaired
Loss	There is evidence indicating the asset is credit-impaired	Lifetime ECL – credit-impaired	Lifetime ECL – credit-impaired
Write-off	There is evidence indicating that the debtor is in severe financial difficulty and the Group has no realistic prospect of recovery	Amount is written off	Amount is written off

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#### 40. FINANCIAL INSTRUMENTS (Continued)

##### Financial risk management objectives and policies (Continued)

##### Credit risk and impairment assessment (Continued)

The table below details the credit risk exposures of the Group's financial assets and contract assets, which are subject to ECL assessment:

	Notes	Internal credit rating	12m or lifetime ECL	Gross carrying amount	
				2021 HK\$'000	2020 HK\$'000
Trade receivables	24	(Note)	Lifetime ECL (not credit-impaired)	2,418,745	1,625,027
			Loss	197,583	219,516
				2,616,328	1,844,543
Bills receivable	24	(Note)	Lifetime ECL (not credit-impaired)	82,809	37,696
			Loss	37,916	5,941
				120,725	43,637
Contract assets	27	(Note)	Lifetime ECL (not credit-impaired)	1,238,056	1,701,838
			Loss	39,875	28,589
				1,277,931	1,730,427
Other receivables	24	Low risk	12m ECL (not credit-impaired)	178,577	129,923
			Loss	5,871	–
				184,448	129,923
Other financial assets at amortised cost	22	Low risk	12m ECL (not credit-impaired)	9,690	–
			Loss	11,375	–
				21,065	–
Amounts due from related companies	25	Low risk	12m ECL (not credit-impaired)	5,436	1,444
Amount due from a fellow subsidiary	26	Low risk	12m ECL (not credit-impaired)	1,005	–
Pledged bank deposits	28	Low risk	12m ECL (not credit-impaired)	132,000	90,398
Bank balances	28	Low risk	12m ECL (not credit-impaired)	1,797,575	1,571,763

Note:

For trade receivables, bills receivable and contract assets, the Group has applied the simplified approach in HKFRS 9 to measure the loss allowance at lifetime ECL. Except for trade receivables, bills receivable and contract assets with credit-impaired, the Group determines the ECL on a collective basis, grouped by internal credit rating.

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#### 40. FINANCIAL INSTRUMENTS (Continued)

##### Financial risk management objectives and policies (Continued)

##### Credit risk and impairment assessment (Continued)

As part of the Group's credit risk management, the Group applies internal credit rating for its customers. The following table provides information about the exposure to credit risk for trade receivables, bills receivable and contract assets which are assessed on a collective basis within lifetime ECL (not credit-impaired). Trade receivables, bills receivable and contract assets which are credit-impaired with gross carrying amounts of HK\$197,583,000, HK\$37,916,000 and HK\$39,875,000, respectively (2020: HK\$219,516,000, HK\$5,941,000 and HK\$28,589,000, respectively) as at 31 December 2021 were assessed individually.

##### Gross carrying amount

Internal credit rating	2021				2020			
	Average loss rate	Trade receivables HK\$'000	Bills receivable HK\$'000	Contract assets HK\$'000	Average loss rate	Trade receivables HK\$'000	Bills receivable HK\$'000	Contract assets HK\$'000
Low risk	0.25%	1,369,920	52,321	860,251	1.14%	1,029,047	23,425	1,324,586
Watch list	4.48%	1,048,825	30,488	377,805	3.28%	595,980	14,271	377,252
		2,418,745	82,809	1,238,056		1,625,027	37,696	1,701,838

The estimated loss rates are estimated based on historical observed default rates over the expected life of the debtors and are adjusted for forward-looking information that is available without undue cost or effort. The grouping is regularly reviewed by management to ensure relevant information about specific debtors is updated. The bills receivable and contract assets have substantially the same risk characteristics as the trade receivables for the same type of contracts. The Group has therefore concluded that the loss rates for trade receivables are a reasonable approximation of the loss rates for bills receivable and contract assets.

The following table shows the movement in lifetime ECL that has been recognised for trade receivables and bills receivable under the simplified approach.

	Trade receivables Lifetime ECL			Bills receivable Lifetime ECL		
	(not credit-impaired) HK\$'000	(credit-impaired) HK\$'000	Total HK\$'000	(not credit-impaired) HK\$'000	(credit-impaired) HK\$'000	Total HK\$'000
At 1 January 2020	16,000	17,516	33,516	–	–	–
Transfer to credit-impaired	(5,569)	5,569	–	–	–	–
Impairment losses recognised	29,339	67,113	96,452	792	1,431	2,223
Exchange adjustments	2,074	3,411	5,485	46	84	130
At 31 December 2020	41,844	93,609	135,453	838	1,515	2,353
Transfer to credit-impaired	(9,634)	9,634	–	–	–	–
Impairment losses recognised	22,961	2,128	25,089	271	3,125	3,396
Exchange adjustments	1,293	2,311	3,604	29	93	122
At 31 December 2021	56,464	107,682	164,146	1,138	4,733	5,871

#### 40. FINANCIAL INSTRUMENTS *(Continued)*

##### Financial risk management objectives and policies *(Continued)*

##### Credit risk and impairment assessment *(Continued)*

The Group writes off a trade receivable or bills receivable when there is information indicating that the debtor is in severe financial difficulty and there is no realistic prospect of recovery, e.g. when the debtor has been placed under liquidation or has entered into bankruptcy proceedings. None of the trade receivables and bills receivable that have been written off is subject to enforcement activities.

The following table shows reconciliation of loss allowances that has been recognised for contract assets.

	Lifetime ECL (not credit- impaired) <i>HK\$'000</i>	Lifetime ECL (credit- impaired) <i>HK\$'000</i>	Total <i>HK\$'000</i>
At 1 January 2020	12,234	17,378	29,612
Transfer to credit-impaired	(2,139)	2,139	–
Impairment losses recognised (reversed)	5,922	(4,952)	970
Exchange adjustments	802	861	1,663
At 31 December 2020	16,819	15,426	32,245
Transfer to credit-impaired	(314)	314	–
Impairment losses reversed	(3,507)	(753)	(4,260)
Exchange adjustments	360	301	661
At 31 December 2021	13,358	15,288	28,646

The changes in the loss allowance for trade receivables, bills receivable and contract assets are mainly due to the default in payment by certain debtors during the year. As at 31 December 2021, the gross carrying amounts of the aforesaid assets were HK\$197,583,000, HK\$37,916,000 and HK\$39,875,000, respectively (2020: HK\$219,516,000, HK\$5,941,000 and HK\$28,589,000, respectively) and were determined as credit-impaired at average loss rate of 54.50%, 12.48% and 38.34%, respectively (2020: 42.64%, 25.50% and 53.96%, respectively).

On 17 August 2017, Sundart Engineering Services (Macau) Limited (“Sundart Macau”), an indirectly wholly-owned subsidiary of the Company, served two notices of arbitration to a main contractor of two fitting-out projects undertaken by the Group for a hotel in Macau, seeking outstanding payments. It was agreed by the parties that the main contractor would make payment of the agreed amount (the “Agreed Amount”) to Sundart Macau in relation to the subject fitting-out projects. However, as the main contractor had failed to settle the Agreed Amount after two instalments of payment since August 2018, Sundart Macau resumed the arbitration proceedings in December 2018 (the “Resumed Arbitration”). Although the Resumed Arbitration was under progress, the main contractor settled four instalments of payment during the year ended 31 December 2019. On 24 June 2020, the main contractor and Sundart Macau signed the final account statements and the main contractor fully settled the payments during the year.

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#### 40. FINANCIAL INSTRUMENTS *(Continued)*

##### **Financial risk management objectives and policies** *(Continued)*

##### **Credit risk and impairment assessment** *(Continued)*

Additionally, there were long outstanding balances of trade receivables and contract assets in relation to certain fitting-out projects undertaken by the Group in the PRC. Such long outstanding balances were mainly attributable to the low amount of settlements during the year. The management of the Group had been negotiating with such customers for the settlements, therefore no further impairment loss was made.

The following table shows reconciliation of loss allowances that has been recognised for other receivables.

	12m ECL (not credit- impaired) <i>HK\$'000</i>	Lifetime ECL (credit- impaired) <i>HK\$'000</i>	Total <i>HK\$'000</i>
At 1 January 2020	–	–	–
Impairment losses recognised	3,175	–	3,175
Exchange adjustments	185	–	185
At 31 December 2020	3,360	–	3,360
Transfer to credit-impaired	(211)	211	–
Impairment losses recognised	112	5,566	5,678
Exchange adjustments	84	94	178
At 31 December 2021	3,345	5,871	9,216

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#### 40. FINANCIAL INSTRUMENTS *(Continued)*

##### Financial risk management objectives and policies *(Continued)*

###### Liquidity risk

In the management of the liquidity risk, the Group monitors and maintains a level of cash and cash equivalents deemed adequate by the management to finance the Group's operations and mitigate the effects of fluctuations in cash flows. The management of the Group monitors the utilisation of bank borrowings and ensures compliance with loan covenants.

The following table details the Group's remaining contractual maturity for its non-derivative financial liabilities. The table has been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Group can be required to pay. Specifically, bank borrowings with a repayment on demand clause are included in the earliest time band regardless of the probability of the banks choosing to exercise their rights. The maturity dates for non-derivative financial liabilities are based on the agreed repayment dates.

The table included both interest and principal cash flows. To the extent that interest flows were floating rate, the undiscounted amount was derived from contracted interest rate curve at the end of each reporting period.

	Weighted average interest rate %	Less than 4 months or on demand HK\$'000	Between 4 to 6 months HK\$'000	Between 7 to 12 months HK\$'000	Between 1 to 5 years HK\$'000	Over 5 years HK\$'000	Total undiscounted cash flows HK\$'000	Carrying amount HK\$'000
<b>2021</b>								
Non-derivative financial liabilities								
Trade and other payables	N/A	2,209,994	22,225	27,299	248,025	-	2,507,543	2,507,543
Bills payable	N/A	399,974	377,078	62,807	-	-	839,859	839,859
Bank borrowings	N/A	84,537	-	-	-	-	84,537	84,537
Lease liabilities	4.46	3,089	2,471	2,654	1,804	30	10,048	9,985
		2,697,594	401,774	92,760	249,829	30	3,441,987	3,441,924
<b>2020</b>								
Non-derivative financial liabilities								
Trade and other payables	N/A	1,957,400	62,975	60,276	185,484	-	2,266,135	2,266,135
Bills payable	N/A	289,402	242,374	10,759	-	-	542,535	542,535
Bank borrowings	N/A	164,747	-	-	-	-	164,747	164,747
Lease liabilities	5.08	3,237	2,637	5,221	7,447	-	18,542	18,190
		2,414,786	307,986	76,256	192,931	-	2,991,959	2,991,607

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#### 40. FINANCIAL INSTRUMENTS (Continued)

##### Financial risk management objectives and policies (Continued)

##### Liquidity risk (Continued)

Bank borrowings with a repayment on demand clause were included in the “Less than 4 months or on demand” time band in the above maturity analysis. As at 31 December 2021, the aggregate undiscounted principal amounts of the bank borrowings amounted to HK\$84,537,000 (2020: HK\$164,747,000). Taking into account the Group’s financial position, the director of the Company do not believe that it is probable that the banks will exercise their discretionary rights to demand immediate repayment. The directors of the Company believe that such outstanding bank borrowings as at 31 December 2021 and 31 December 2020 will be fully repaid by June 2025 in accordance with the scheduled repayment dates set out in the banking facility letter, details of which are set out in the table below:

	Maturity analysis – Bank borrowings with a repayment on demand clause based on scheduled repayments					
	Weighted average interest rate %	Less than 1 year HK\$'000	Between 1–2 years HK\$'000	Between 3–5 years HK\$'000	Total undiscounted cash outflows HK\$'000	Carrying amount HK\$'000
At 31 December 2021	1.70	80,934	4,027	320	85,281	84,537
At 31 December 2020	1.73	82,321	80,941	4,347	167,609	164,747

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.

##### Fair value measurements of financial instruments

This note provides information about how the Group determines fair values of various financial assets and financial liabilities.

Some of the Group’s financial instruments are measured at fair value for financial reporting purposes. The management of the Group determines the appropriate valuation techniques and inputs for fair value measurements.

In estimating the fair value of an asset, the Group uses market-observable data to the extent it is available. Where Level 1 inputs are not available, the Group engages an independent qualified professional valuer to perform the valuation. The management of the Group works closely with the valuer to establish the appropriate valuation techniques and inputs to the model. The respective management team reports the findings to the directors of the Company regularly to explain the cause of fluctuations in the fair value of the assets.

	2021 HK\$'000	2020 HK\$'000	Fair value hierarchy
Financial assets at FVTPL			
Listed equity securities	23,802	61,351	Level 1
Unlisted equity fund	90,000	92,000	Level 3
Total	113,802	153,351	

#### 40. FINANCIAL INSTRUMENTS *(Continued)*

##### **Fair value measurements of financial instruments** *(Continued)*

There were no transfers between Levels 1, 2 and 3 during the year. The Group will recognise transfers between levels of fair value hierarchy as at the end of the reporting period in which they occur.

The fair values of listed equity securities are determined with reference to quoted market bid prices from relevant stock exchanges.

The fair value of unlisted equity fund is determined with reference to market values of underlying asset, which mainly comprise investment property located in Hong Kong held by the investee fund. The valuation of the property was principally arrived at using the comparison method, in which property is valued on the assumption that the property can be sold with the benefit of vacant possession. Comparison based on prices realised on actual sales of comparable properties is made for similar properties in the similar location. The significant unobservable inputs include the premium/discount on quality and characteristic for the comparable properties. Higher premium or discount for differences in the quality and characteristic of the property and the comparable properties would result in correspondingly higher or lower fair value of the unlisted equity fund.

##### **Reconciliation of Level 3 fair value measurements of financial assets**

	<b>Unlisted equity fund</b> <i>HK\$'000</i>
At 1 January 2020	123,602
Addition	9,398
Loss from fair value changes recognised in profit or loss	(41,000)
At 31 December 2020	92,000
Addition	22,200
Loss from fair value changes recognised in profit or loss	(24,200)
At 31 December 2021	90,000

Of the loss for the year included in profit or loss HK\$24,200,000 (2020: HK\$41,000,000) relating to financial assets of the unlisted equity fund that are measured at fair value at the end of each reporting period. Such fair value loss is included in other gains and losses.

Except as detailed in above, the directors of the Company consider that the carrying amounts of financial assets and financial liabilities recorded at amortised cost in the consolidated financial statements approximate their fair values.

#### 41. PERFORMANCE BONDS, ADVANCE PAYMENT BONDS AND TENDER BONDS

As at 31 December 2021, the Group has issued performance bonds, advance payment bonds, and tender bonds in respect of certain supply and installation contracts through the banks amounting to HK\$659,913,000 (2020: HK\$592,542,000).

As at 31 December 2021 and 31 December 2020, certain performance bonds and certain tender bonds were secured by certain pledged bank deposits as set out in note 28.

#### 42. RETIREMENT BENEFIT SCHEMES

With effect from 1 December 2000, the Group has arranged for all qualifying employees of the Company and its Hong Kong subsidiaries to join the MPF Scheme. The MPF Scheme is a defined contribution scheme managed by independent trustees. Under the MPF Scheme, both the Group and the employees make monthly contributions to the MPF Scheme at 5% of the employees' earnings as defined under the Mandatory Provident Fund legislation, subject to a cap of HK\$1,500 per month effect from 1 June 2014 and thereafter contributions are voluntary.

The assets of the MPF Scheme are held separately from those of the Group in an independently administered fund. The Group's employer contributions vest fully with the employees when contributed into the MPF Scheme. No forfeited contribution is available to reduce the contribution payable in the future years as at 31 December 2021 and 31 December 2020.

The employees of the subsidiaries operated in the PRC are members of a state-managed retirement benefit scheme operated by the PRC government. These subsidiaries are required to contribute a specified percentage of payroll costs to the retirement benefit scheme to fund the benefits.

Eligible employees in Macau currently participate in a defined contribution pension scheme operated by the local government which is a fixed amount for each employee.

The only obligation of the Group with respect to the retirement benefit scheme is to make the specified contributions.

During the year, the Group has made contributions to retirement benefit schemes as follows:

	2021 HK\$'000	2020 HK\$'000
Contributions paid and payable	21,689	7,898
Less: Capitalised to contract costs and inventories	(15,382)	(5,775)
	<b>6,307</b>	2,123

#### 43. SHARE OPTION SCHEME

The Company's share option scheme was adopted pursuant to a resolution passed on 1 December 2015 (the "Share Option Scheme") for the purpose of providing incentives or rewards to any executives, any employee (including proposed, full-time or part-time employee), a director or proposed director (including an independent non-executive director), a direct or indirect shareholder of any member of the Company and its subsidiaries and an associate of any of the aforementioned persons ("Eligible Persons") who the board of directors of the Company considers, in its sole discretion, have contributed or will contribute to the Group. Under the Share Option Scheme, the board of directors of the Company may grant options to Eligible Persons, including directors of the Company and its subsidiaries, to subscribe for shares in the Company.

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#### 43. SHARE OPTION SCHEME *(Continued)*

The total number of shares which may be issued upon exercise of all options to be granted under the Share Option Scheme and any other schemes of the Company shall not in aggregate exceed 10% of the total number of shares in issue as at 29 December 2015, being the date of the listing of ordinary shares of the Company (i.e. 200,000,000 shares). The maximum number of shares issued and to be issued upon exercise of the options granted to each Eligible Persons (including both exercised and outstanding options), in any 12-month period shall not exceed 1% of the shares of the Company in issue for the time.

Options granted shall be taken up upon payment of HK\$1 as consideration for the grant of option. Options may be exercised at any time not exceeding a period of 10 years from the date which the share option is deemed to be granted and accepted. The subscription price is determined by the board of directors of the Company, and shall not be less than whichever is the highest of (i) the closing price of the Company's shares as stated in The Stock Exchange of Hong Kong Limited's daily quotations sheet on the date of offer and (ii) the average closing price of the shares for the five business days immediately preceding the offer date.

No share options were granted, exercised, cancelled, lapsed, forfeited or expired during the year.

#### 44. RECONCILIATION OF LIABILITIES ARISING FROM FINANCING ACTIVITIES

The table below details changes in the Group's liabilities arising from financing activities, including both cash and non-cash changes. Liabilities arising from financing activities are those for which cash flows were, or future cash flows will be, classified in the Group's consolidated statement of cash flows as cash flows from financing activities.

	Bank borrowings <i>HK\$'000</i>	Lease liabilities <i>HK\$'000</i>	Dividend payable <i>HK\$'000</i>	Total <i>HK\$'000</i>
At 1 January 2020	373,333	22,470	–	395,803
Financing cash flows	(215,546)	(9,334)	–	(224,880)
Rent concessions	–	(339)	–	(339)
New leases entered	–	3,831	–	3,831
Exchange adjustments	–	758	–	758
Interest expenses	6,960	804	–	7,764
At 31 December 2020	164,747	18,190	–	182,937
Financing cash flows	(82,197)	(10,764)	(172,657)	(265,618)
New leases entered	–	1,900	–	1,900
Exchange adjustments	–	275	–	275
Interest expenses	1,987	384	–	2,371
Dividends recognised as distribution	–	–	172,657	172,657
At 31 December 2021	84,537	9,985	–	94,522

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#### 45. RELATED PARTY TRANSACTIONS

Apart from bills receivable, amounts due from related companies, amount due from a fellow subsidiary and contract assets from related companies and fellow subsidiaries as set out in notes 24, 25, 26 and 27, respectively, the Group has following transactions with its related parties:

Relationships	Nature of transactions	2021 HK\$'000	2020 HK\$'000
Related companies	Revenue from fitting-out works	25,795	–
	Rental income	1,999	932
	Property management fee expenses	1,002	–
	Acquisition of a commercial building (excluded deed tax) (note)	–	209,231
Ultimate holding company	Entrustment fee income	94	88
Fellow subsidiaries	Revenue from fitting-out works	13,023	11,836
	Management consultancy fee expenses	2,101	–
	Technical advisory service fee expenses	1,064	2,453
	Entrustment fee income	247	230
	Specialised works subcontracting costs	–	719

Note: During the year ended 31 December 2020, the Group acquired a commercial building in the PRC from a related company in which Mr. Liu and his spouse have beneficial interest, in order to accelerate the development of the Group in the PRC market.

In addition,

- (a) as at 31 December 2021, the ultimate holding company had outstanding performance bonds, advance payment bonds and a tender bond amounting to HK\$300,939,000 (2020: HK\$383,606,000) issued in favour of customers of Sundart Beijing through a bank.
- (b) as at 31 December 2021 and 31 December 2020, certain Sundart Beijing's banking facilities were guaranteed by the ultimate holding company. Sundart Beijing did not pay any charges for the guarantee granted.

#### Compensation of key management personnel

The remuneration of key management personnel of the Group during the year was as follows:

	2021 HK\$'000	2020 HK\$'000
Salaries and short-term benefits	43,118	45,512
Post-employment benefits	381	369
	<b>43,499</b>	<b>45,881</b>

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#### 45. RELATED PARTY TRANSACTIONS *(Continued)*

##### Compensation of key management personnel *(Continued)*

The remuneration of key management personnel was determined by the directors of the Company having regard to the performance of individuals and the Group.

The above related party transactions for the year ended 31 December 2021 in respect of revenue from fitting-out works and technical advisory service fee expenses constituted discloseable connected transactions as defined in Chapter 14A of the Listing Rules. The disclosures required by Chapter 14A of the Listing Rules are provided in section headed "Connected transactions" in the Directors' Report.

#### 46. PARTICULARS OF THE SUBSIDIARIES

Particulars of the Company's subsidiaries at 31 December 2021 and 31 December 2020 are as follows:

Name of subsidiary	Place of incorporation or establishment/ operations	Issued and fully paid capital/ registered capital/ quota capital	Equity interests attributable to the Group		Principal activities
			2021	2020	
<i>Direct subsidiaries:</i>					
Sundart Investments Limited	Hong Kong	HK\$1,000	100%	100%	Investment holding
HONEST PARK LIMITED	BVI/Hong Kong	USD1	100%	100%	Investment holding
Sundart Products Limited	BVI/Hong Kong	USD1	100%	100%	Investment holding and leasing of intellectual properties
GLORYEILD ENTERPRISES LIMITED	BVI/Hong Kong	USD1	100%	100%	Investment holding
GROW PATH INTERNATIONAL LIMITED	BVI/Hong Kong	USD1	100%	100%	Investment holding
<i>Indirect subsidiaries:</i>					
Sundart Timber	Hong Kong	HK\$46,510,000	100%	100%	Investment holding and fitting-out works
Sundart Macau	Macau	MOP100,000	100%	100%	Fitting-out works
SUNDART ENGINEERING SERVICES (SINGAPORE) PTE. LIMITED	Singapore	SGD1	100%	N/A	Fitting-out works
Sundart Elite Base Engineering Limited	Hong Kong	HK\$1	100%	100%	Fitting-out works
Sundart Engineering Investments Limited	Hong Kong	HK\$1	100%	100%	Investment holding
Sundart Beijing <i>(note a)</i>	The PRC	HK\$182,270,000	100%	100%	Fitting-out works
承達創建建設工程有限公司 <i>(note a)</i>	The PRC	RMB100,000,000	100%	100%	Fitting-out works
北京承達置業有限公司	The PRC	RMB30,000,000	100%	100%	Property holding and leasing of properties

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#### 46. PARTICULARS OF THE SUBSIDIARIES (Continued)

Name of subsidiary	Place of incorporation or establishment/ operations	Issued and fully paid capital/ registered capital/ quota capital	Equity interests attributable to the Group		Principal activities
			2021	2020	
GLORY SPRING INVESTMENTS LIMITED	BVI/Hong Kong	USD1	100%	100%	Investment holding
Kin Shing (Leung's) General Contractors Limited	Hong Kong	HK\$17,800,000	100%	100%	Construction and civil engineering works
Sundart Project Management & Consultancy Limited	Hong Kong	HK\$1	100%	100%	Project management and consultancy services
Sundart Living	Hong Kong	HK\$100	100%	100%	Investment holding
Dongguan Sundart Home Furnishing Co., Ltd. (note b)	The PRC	HK\$111,570,000	100%	100%	Manufacturing and distribution of interior decorative materials
Sundart International Supply Limited	Hong Kong	HK\$10,000	100%	100%	Sourcing and distribution of interior decorative materials
Sundart International Supply (Macau) Limited	Macau	MOP25,000	100%	100%	Sourcing and distribution of interior decorative materials
EASY GLORY HOLDINGS LIMITED	BVI/Hong Kong	USD1	100%	100%	Investment holding
PROPER WEALTH GROUP LIMITED	BVI/Hong Kong	USD1	100%	100%	Investment holding
Sundart Industry Investment Limited (formerly known as Sundart-Kin Shing JV Company Limited)	Hong Kong	HK\$100	100%	N/A	Investment holding
廣州承達實業有限公司 (note a)	The PRC	RMB120,000,000	100%	N/A	Investment holding
武漢承達創建實業有限公司 (note b)	The PRC	RMB100,000,000	100%	N/A	Investment holding
PEAK GAIN DEVELOPMENT LIMITED	BVI/Hong Kong	USD1	100%	100%	Investment holding
Glory One Investments Limited	Hong Kong	HK\$1	100%	100%	Investment holding
GOOD ENCORE LIMITED	BVI/Hong Kong	USD1	100%	100%	Investment holding
Good Encore Development Limited	Hong Kong	HK\$100	100%	100%	Leasing of property
In Wave Limited	Hong Kong	HK\$1	100%	100%	Inactive and deregistered on 4 February 2022
ACUTE KEY INTERNATIONAL LIMITED	BVI/Hong Kong	USD1	100%	100%	Investment holding
Metro Palace Limited	Hong Kong	HK\$3	100%	100%	Leasing of property

Notes:

- (a) This is a sino-foreign joint venture established in the PRC.  
(b) This is a wholly foreign-owned enterprise in the PRC.

None of the subsidiaries had issued any debt securities during the year.

## Five-Year Financial Summary

	Year ended 31 December				
	2021 HK\$'000	2020 HK\$'000	2019 HK\$'000	2018 HK\$'000	2017 HK\$'000
<b>Results</b>					
Revenue	5,689,948	5,929,077	6,096,159	5,390,754	4,982,948
Profit before tax	432,818	478,729	489,139	445,214	485,544
Income tax expense	(61,531)	(72,271)	(76,165)	(64,012)	(64,451)
Profit for the year attributable to owners of the Company	371,287	406,458	412,974	381,202	421,093
<b>Earnings per share</b>					
Basic and diluted (HK cents)	17.20	18.83	19.14	17.66	19.51
	At 31 December				
	2021 HK\$'000	2020 HK\$'000	2019 HK\$'000	2018 HK\$'000	2017 HK\$'000
<b>Assets and liabilities</b>					
Total assets	7,032,980	6,281,560	5,743,174	4,946,189	4,878,216
Total liabilities	(3,805,642)	(3,284,709)	(3,207,854)	(2,647,560)	(2,846,445)
Equity attributable to owners of the Company	3,227,338	2,996,851	2,535,320	2,298,629	2,031,771