



# 華營建築集團控股有限公司 CR CONSTRUCTION GROUP HOLDINGS LIMITED

Stock Code 股份代號 : 1582

(Incorporated in the Cayman Islands with limited liability)  
(於開曼群島註冊成立的有限公司)

ANNUAL REPORT 年報

# 2025



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# Corporate Information

## 公司資料

### BOARD OF DIRECTORS

#### Executive Directors

Mr. ZHANG Guanhua (Chairman)

(appointed as the Executive Director and Chairman on 12 May 2025)

Mr. JIANG Wen

(appointed as the Executive Director on 29 September 2025)

Mr. YANG Haojiang

(Re-designated as the Executive Director on 29 September 2025)

Mr. Pan Shujie

(appointed as the Chief Executive Officer on 1 January 2025 and resigned as the Chief Executive Officer on 28 February 2026; appointed as the Executive Director on 12 May 2025 and resigned as the Executive Director on 12 February 2026)

Mr. Chan Tak Yiu

(resigned as the Executive Director on 12 February 2026)

Mr. Li Kar Yin

(resigned as the Executive Director on 30 November 2025)

Mr. Guan Manyu

(resigned as the Executive Director and the chairman of the Board on 12 May 2025)

#### Non-Executive Directors

Mr. Jin Hongliang

(appointed as the Non-Executive Director on 12 February 2026)

#### Independent Non-Executive Directors

Mr. LAI Yuk Fai Stephen JP (Lead Independent Non-Executive Director)

Mr. TSE Wai Chun Paul JP

Mr. HO Man Yiu Ivan

Ms. DONG Yuk Lai Petrina

### COMPANY SECRETARY

Mr. LAU King Ho

### AUTHORISED REPRESENTATIVES

Mr. YANG Haojiang

(appointed as authorised representative on 30 November 2025)

Mr. LAU King Ho

Mr. Li Kar Yin

(resigned as authorised representative on 30 November 2025)

### AUDIT COMMITTEE

Ms. DONG Yuk Lai Petrina (Chairlady)

Mr. TSE Wai Chun Paul JP

Mr. HO Man Yiu Ivan

Mr. LAI Yuk Fai Stephen JP

### 董事會

#### 執行董事

張觀華先生(主席)

(於二零二五年五月十二日獲委任為執行董事兼主席)

姜文先生

(於二零二五年九月二十九日獲委任為執行董事)

楊昊江先生

(於二零二五年九月二十九日獲調任為執行董事)

潘樹杰先生

(於二零二五年一月一日獲委任為行政總裁並於二零二六年二月二十八日辭任行政總裁；於二零二五年五月十二日獲委任為執行董事並於二零二六年二月十二日辭任執行董事)

陳德耀先生

(於二零二六年二月十二日辭任執行董事)

李嘉賢先生

(於二零二五年十一月三十日辭任執行董事)

管滿宇先生

(於二零二五年五月十二日辭任執行董事兼董事會主席)

#### 非執行董事

金宏亮先生

(於二零二六年二月十二日獲委任為非執行董事)

#### 獨立非執行董事

賴旭輝先生(太平紳士)(首席獨立非執行董事)

謝偉俊先生(太平紳士)

何文堯先生

唐毓麗女士

### 公司秘書

劉景浩先生

### 授權代表

楊昊江先生

(於二零二五年十一月三十日獲委任為授權代表)

劉景浩先生

李嘉賢先生

(於二零二五年十一月三十日辭任授權代表)

### 審核委員會

唐毓麗女士(主席)

謝偉俊先生(太平紳士)

何文堯先生

賴旭輝先生(太平紳士)

# Corporate Information 公司資料

## REMUNERATION COMMITTEE

Mr. TSE Wai Chun Paul JP (*Chairman*)  
Mr. HO Man Yiu Ivan  
Ms. DONG Yuk Lai Petrina  
Mr. LAI Yuk Fai Stephen JP

## NOMINATION COMMITTEE

Mr. HO Man Yiu Ivan (*Chairman*)  
Mr. TSE Wai Chun Paul JP  
Ms. DONG Yuk Lai Petrina  
Mr. LAI Yuk Fai Stephen JP

## AUDITOR

### KPMG

Certified Public Accountants  
Public Interest Entity Auditor registered in accordance with  
the Accounting and Financial Reporting Council Ordinance  
8/F, Prince's Building  
10 Chater Road  
Central  
Hong Kong

## COMPLIANCE ADVISER

### Rainbow Capital (HK) Limited

Office No. 710, 7/F,  
Wing On House,  
71 Des Voeux Road Central,  
Hong Kong

## LEGAL ADVISER

### Messrs. HL Lawyers

Unit 903, 9/F.,  
Harbour Crystal Centre,  
100 Granville Road,  
Tsim Sha Tsui,  
Kowloon,  
Hong Kong

## PRINCIPAL BANKERS

### Hang Seng Bank Limited

83 Des Voeux Road Central  
Central  
Hong Kong

### Nanyang Commercial Bank Limited

151 Des Voeux Road Central  
Hong Kong

## 薪酬委員會

謝偉俊先生(太平紳士)(主席)  
何文堯先生  
唐毓麗女士  
賴旭輝先生(太平紳士)

## 提名委員會

何文堯先生(主席)  
謝偉俊先生(太平紳士)  
唐毓麗女士  
賴旭輝先生(太平紳士)

## 核數師

### 畢馬威會計師事務所

執業會計師  
註冊公眾利益實體核數師  
香港  
中環  
遮打道10號  
太子大廈8樓

## 合規顧問

### 泓博資本有限公司

香港中環  
德輔道中71號  
永安集團大廈  
7樓710室

## 法律顧問

### 韓林律師事務所

香港  
九龍  
尖沙咀  
加連威老道100號  
港晶中心  
9樓903室

## 主要往來銀行

### 恒生銀行有限公司

香港  
中環  
德輔道中83號

### 南洋商業銀行有限公司

香港  
德輔道中151號

# Corporate Information

## 公司資料

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

Units 3–16, 32/F  
Standard Chartered Tower  
Millennium City 1  
388 Kwun Tong Road  
Kwun Tong  
Kowloon  
Hong Kong

### REGISTERED OFFICE

Cricket Square, Hutchins Drive  
P.O. Box 2681  
Grand Cayman KY1-1111  
Cayman Islands

### PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE IN CAYMAN ISLANDS

#### Conyers Trust Company (Cayman) Limited

Cricket Square, Hutchins Drive  
P.O. Box 2681, Grand Cayman KY1-1111  
Cayman Islands

### HONG KONG BRANCH SHARE REGISTRAR

#### Tricor Investor Services Limited

17/F, Far East Finance Centre, 16 Harcourt Road  
Hong Kong

### STOCK CODE

1582

### COMPANY'S WEBSITE

<https://www.cr-construction.com.hk>

### DATE OF LISTING

16 October 2019

### 總部及香港主要營業辦事處

香港  
九龍  
觀塘  
觀塘道388號  
創紀之城一期  
渣打中心  
32樓3-16室

### 註冊辦事處

Cricket Square, Hutchins Drive  
P.O. Box 2681  
Grand Cayman KY1-1111  
Cayman Islands

### 開曼群島股份過戶登記總處

#### Conyers Trust Company (Cayman) Limited

Cricket Square, Hutchins Drive  
P.O. Box 2681, Grand Cayman KY1-1111  
Cayman Islands

### 香港股份過戶登記分處

卓佳證券登記有限公司  
香港  
夏慤道16號遠東金融中心17樓

### 股份代號

1582

### 公司網站

<https://www.cr-construction.com.hk>

### 上市日期

二零一九年十月十六日

# Chairman's Statement

## 主席報告

Dear Shareholders,

On behalf of the Board of Directors, I am pleased to present the annual report of CR Construction Group Holdings Limited (the “**Company**” and together with its subsidiaries, the “**Group**”) for the year ended 31 December 2025 (the “**Reporting Period**”). This past year has been one of strategic progress and operational resilience, and I am proud to share our achievements with you.

### Results

The Group's revenue for 2025 was approximately HK\$8.6 billion and the profit attributable to owners of the Company was approximately HK\$39.2 million. For the construction business, the Group won tenders for a total of 15 new projects during the Reporting Period, with an aggregate original contract sum of approximately HK\$5.6 billion for newly awarded projects. During the Reporting Period, the Group successfully won tenders for a number of large-scale projects in the Hong Kong market, including public housing and residential redevelopment projects. The Group further expanded its business in the environmental market in the United Kingdom, Malaysia and Mainland China.

In terms of our environmental protection business, the Group's subsidiary, Zhejiang Construction Investment Environmental Development Group Company Limited (formerly known as Zhejiang Construction Investment Environment Engineering Company Limited (“**ZCIED**”), had 8 projects with an aggregate original contract sum of approximately HK\$158.4 million. ZCIED has been actively expanding into emerging sectors such as new energy, construction waste recycling and urban renewal. ZCIED has successfully obtained its virtual power plant qualification and implemented multiple demonstration projects for resource cycling.

各位尊敬的股東：

本人謹代表董事會欣然提呈華營建築集團控股有限公司（「**本公司**」，連同其附屬公司統稱「**本集團**」）截至二零二五年十二月三十一日止年度（「**報告期間**」）的年報。過去一年，本集團在策略發展及營運韌性方面表現理想。本人很高興與各位分享本集團取得的成果。

### 業績

本集團二零二五年的收益約為86億港元，而本公司擁有人應佔溢利約為39.2百萬港元。在建築業務方面，本集團於報告期間共取得15個新項目，原始合約總額合共約56億港元。於報告期間，本集團於香港市場成功投得多個大型項目，包括公營房屋及住宅重建項目。該等成果充分彰顯本集團卓越的市場地位及品質聲譽。本集團亦於英國、馬來西亞及中國內地的環保市場進一步拓展業務。

在環保業務方面，本集團附屬公司浙江建投環境發展集團有限公司（前稱浙江建投環保工程有限公司）（「**浙建環發**」）共有8個項目，原始合約總額約為158.4百萬港元。浙建環發亦積極於新能源、建築廢物回收及城市更新等新興領域拓展業務，並已成功取得虛擬電廠資格，並在資源循環利用領域推行多個示範項目。

# Chairman's Statement

## 主席報告

### Review

The operating environment in 2025 remained challenging. While the economic landscape in China and Hong Kong showed signs of recovery, the construction sector continued to grapple with an unstable property market, a persistent shortage of skilled labour, rising costs, and high construction expenses. In response, the Group adhered to its forward-looking strategic plan, driving development through technological innovation and enhancing efficiency via lean management. This approach enabled us to advance steadily and achieve dual optimization in both our business structure and profitability.

Our commitment to quality and safety continues to earn us industry-wide recognition. During the Reporting Period, the Group received a total of 104 honours. We were named one of the "Top 10 Construction Contractors in Hong Kong" by BCI Asia for the fourth consecutive year. Our innovative use of technology was recognised with the Hong Kong Housing Authority's "Outstanding Contractor Award – Innovative Use of BIM Technology," and our commitment to sustainability was acknowledged with the "Best ESG Pioneer Award" from the Hong Kong Ta Kung Wen Wei Media Group.

Technological leadership remains a core pillar of our strategy. We continued to roll out our enhanced Smart Site Safety System (4S), reinforcing our safety management framework. The integration of digital solutions – including BIM, RPA, and the MaiaAI System – into our project management and daily operations has tangibly improved both efficiency and safety. A testament to this innovation is our AI Tower Crane System, which received the 2025 CIC Construction Innovation Award – Local Award (Construction Safety 2nd Prize).

The Group's environmental company has also been actively undergoing upgrade and transformation. In particular, ZCIED has successfully entered the new energy storage sector, with contracted storage capacity exceeding 200MWh during the year. The construction waste recycling business has made a solid start, involving participation in the development of a provincial-level coordinated platform. The urban renewal business has also been actively planned, opening new prospects for the Group's diversified and synergistic development.

During the Reporting Period, ZCIED has demonstrated its capacity for market expansion by securing its first wastewater treatment construction contract outside of Zhejiang Province in Gaoping City, Shanxi. Furthermore, the Company strategically formed a joint venture with Tiantai Construction and the Group to pursue new opportunities in environmental services and sewage treatment, thereby enhancing its existing business.

### 回顧

二零二五年的經營環境仍然充滿挑戰。儘管中國及香港的經濟環境開始出現復甦跡象，建築行業仍然面對樓市不穩、熟練勞工持續短缺、成本上漲及建造開支高企等多重壓力。為此，本集團堅持前瞻性的策略規劃，以科技創新推動發展，並透過精益管理提升營運效率，使本集團得以穩步向前，業務結構及盈利能力兩方面實現雙重優化。

本集團對品質及安全的堅定承諾繼續獲得業界廣泛認可。於報告期間，本集團合共榮獲104項榮譽。本集團連續第四年獲得由BCI亞洲頒發的「香港十大建築承建商」大獎。本集團在科技創新應用方面亦獲得肯定，榮獲香港房屋委員會頒發「傑出承建商—建築信息模擬技術之創新使用」獎項，而本集團於可持續發展方面的努力則獲香港大公文匯傳媒集團頒發「最佳ESG先鋒獎」。

科技領先仍是本集團策略的重要支柱。本集團持續推行經提升的「智慧工地安全系統(4S)」，進一步鞏固安全管理架構。同時，本集團將BIM、RPA及MaiaAI系統等數碼化解決方案融入項目管理及日常營運，顯著提升整體效率及安全水平。本集團的人工智能天秤系統充分體現創新成果，榮獲「建造業議會建造業創新獎2025—本地獎項(建造安全二等獎)」。

本集團的環保業務亦持續推動轉型升級。其中，浙建環發已成功進入新能源儲能領域，年內簽約儲能規模超過200MWh。建築廢棄物回收業務初步表現理想，參與建設省級協調平台。城市更新業務亦正積極規劃，為本集團的多元化協同發展開拓新的發展空間。

於報告期間內，浙建環發在山西省高平市取得首個浙江省以外的污水處理建設合約，反映其市場擴展能力。此外，本公司策略性與天台建設及本集團成立合營企業，開拓環保服務及污水處理新機遇，推動現有業務更進一步。

# Chairman's Statement

## 主席報告

### Outlook

Looking ahead to 2026, we are confident in our ability to capitalise on emerging opportunities. With Hong Kong deepening its integration into the national development landscape, the Group is well-positioned to leverage our expertise in smart construction, BIM technology, and project management. We will intensify efforts in technological innovation and talent development, while exploring new avenues for growth, such as equity investments and industrial fund operations, to build a globally competitive integrated enterprise.

The proactive measures outlined in the 2025 Policy Address to accelerate infrastructure development present a significantly positive outlook for our sector. Major projects such as the Northern Metropolis and the Hong Kong-Shenzhen Innovation and Technology Park are expected to generate substantial momentum. While industry-wide challenges like talent shortages and rising costs persist, we will actively support government initiatives, including the enhanced Labour Importation Scheme, to mitigate these pressures. Our focus remains on securing profitable new projects and strategically expanding our construction business ventures in both Hong Kong and overseas markets.

### Appreciation

On behalf of the Board, I wish to express my sincere gratitude to all our Shareholders for their unwavering trust and support. I also extend my thanks to our business partners for their cooperation and assistance. Most importantly, I want to acknowledge the dedication, hard work, and professionalism of our entire team. Their efforts are the foundation of our success.

We look forward to working hand in hand with all of you to achieve excellent results and drive the Group to further success in the future.

Yours faithfully,

### Mr. Zhang Guanhua

*Chairman and Executive Director*

Hong Kong,  
26 March 2026

### 展望

展望二零二六年，本集團深信能夠把握湧現的新機遇。隨著香港進一步融入國家發展大局，本集團憑藉在智慧建造、BIM技術及項目管理方面的專業優勢，定能大展鴻圖。本集團將繼續積極加強科技創新及人才培養，同時探索新的增長領域，包括股權投資及產業基金運作，致力建造具備全球競爭力的綜合性企業。

《二零二五年施政報告》中提出加快基建發展等積極措施，為本集團所處行業帶來顯著利好的前景。北部都會區及港深創新及科技園等重大項目預期將帶來強勁發展動力。儘管整體行業仍面對人手短缺以及成本上升等挑戰，本集團將積極支持政府相關措施，包括經優化的輸入勞工計劃，以紓緩有關壓力。我們將繼續專注於爭取具盈利潛力的新項目，並策略性拓展香港及海外市場的建築業務。

### 致謝

本人謹代表董事會，衷心感謝各位股東一直以來的信任與支持，並感謝各業務夥伴的合作與協助。更重要的是衷心感謝全體員工不懈努力、辛勤付出和專業精神，正是他們的貢獻為本集團的成功奠定基礎。

展望未來，我們期待與各位攜手並進，共同創造更卓越的成果，推動本集團邁向更輝煌的未來。

### 主席兼執行董事

張觀華先生

香港  
二零二六年三月二十六日

# Management Discussion and Analysis

## 管理層討論及分析

### BUSINESS REVIEW

#### Construction Operations

The Group is one of the leading building contractors in Hong Kong and principally acts as a main contractor in building construction works and repair, maintenance, alteration and addition (“**RMAA**”) works across the public and private sectors in Hong Kong, Malaysia and the United Kingdom.

The building construction services provided by the Group primarily consist of building works for new buildings, including residential, commercial and industrial buildings, while the Group’s RMAA works include the general upkeep, maintenance, improvement, refurbishment, alteration and addition of existing facilities and components of buildings and their surroundings.

As at 31 December 2025, the Group had 50 projects on hand with an aggregate original contract sum of approximately HK\$32.6 billion, which includes projects in progress and projects that have been awarded to the Group but not yet commenced.

During the Reporting Period, the Group had been awarded 15 new projects with an aggregate original contract sum of approximately HK\$5.6 billion and had completed 17 projects with an aggregate original contract sum of approximately HK\$6.1 billion.

During the Reporting Period, the Group received a total of 104 honors. Notable recognitions included being named one of the “Top 10 Construction Contractors in Hong Kong” by BCI Asia for the fourth consecutive year, receiving the Hong Kong Housing Authority’s “Outstanding Contractor Award – Innovative Use of BIM Technology,” and earning the “Best ESG Pioneer Award” from the Hong Kong Ta Kung Wen Wei Media Group. Additionally, the Group was recognized as the Main Contractor for the “Five Stars Residency of the Year 2021 – Grand Central” by the Hong Kong Professional Building Inspection Academy.

During the Reporting Period, the Group has appeared in 236 articles by media platforms, namely Hong Kong Economic Times, Ta Kung Pao and HK01.

### 業務回顧

#### 建築業務

本集團是香港領先的建築承建商之一，主要作為總承建商，承接香港、馬來西亞及英國公私營機構的樓宇建築工程及維修、保養、改建及加建（「**RMAA**」）工程。

本集團提供之樓宇建築服務主要包括新樓宇（包括住宅、商業及工業樓宇）的建築工程，而本集團RMAA工程包括一般修理、保養、改善、翻新、改建及加建樓宇及其周邊環境的現有設施及組件。

於二零二五年十二月三十一日，本集團擁有50個在手項目，原始合約總額約326億港元，其中包括進行中項目及已授予本集團但尚未開始的項目。

於報告期間內，本集團獲授15個新項目，原始合約總額約56億港元，並已完成17個項目，原始合約總額約61億港元。

於報告期間內，本集團共獲得合共104項榮譽，其中包括連續第四年獲BCI亞洲「香港十大建築承建商」大獎、香港房屋委員會「傑出承建商－建築信息模擬技術之創新使用」，以及榮獲香港大公文匯傳媒集團「最佳ESG先鋒獎」。此外，本集團亦為香港專業驗樓學會「2021年度建造及裝修業優秀大獎－五星級屋苑」得獎項目凱匯的主承建商。

於報告期間內，本集團被香港經濟日報、大公報及香港01等媒體平台報道文章236篇次。

# Management Discussion and Analysis

## 管理層討論及分析

### Environmental Operations

The environmental services provided by Zhejiang Construction Investment Environmental Development Group Company Limited (formerly known as Zhejiang Construction Investment Environment Engineering Company Limited) (“ZCIED”), primarily consist of the environmental works for the construction, restoration, and operation of wastewater and recycled water treatment plants, water distribution plants and other environmental facilities and infrastructure, as well as architectural services related to environmental improvement in the PRC.

As at 31 December 2025, the Group had 8 projects with an aggregate original contract sum of approximately HK\$158.4 million and 28 projects relating to service concession arrangements and operation services.

During the Reporting Period, ZCIED demonstrated its capacity for market expansion by securing its first wastewater treatment construction contract outside of Zhejiang Province in Gaoping City, Shanxi. Furthermore, the Company strategically formed a joint venture with Tiantai Construction and the Group to pursue new opportunities in environmental services and sewage treatment, thereby enhancing its existing business.

During the Reporting Period, the ZCIED has been awarded the Third Prize in the ‘Navigator Cup’ Zhejiang State-owned Assets Innovation Competition organized by the Zhejiang Provincial State-owned Assets Supervision and Administration Commission, in recognition of its outstanding contributions to innovation of construction technologies, ZCIED won the Gold Prize at the Zhejiang Provincial Water Industry Vocational Skills Competition, a testament to its commitment to cultivating high-skilled water conservancy talent within the Zhejiang Province. During the Reporting Period, the ZCIED has appeared in different media platforms, namely the Zhidian Wencheng and Zhejiang Workers’ Daily.

### Prospects

During the Reporting Period, the global and Hong Kong economies were in a phase of recovery, the sentiment of the property market had been gradually stabilising.

Subsequent to 31 December 2025, the Group has been further awarded 3 new projects relating to 1 building construction works contract with original contract sum of approximately HK\$3,590 million and 2 RMAA works contract and with original contract sum of approximately HK\$9.3 million.

### 環保業務

浙江建投環境發展集團有限公司(前稱浙江建投環保工程有限公司)(「浙建環發」)提供之環保服務主要包括在中國建設、修復及運營污水及再生水處理廠、配水廠及其他環保設施及基礎設施之環保工程，以及環境改善及環保相關建築服務。

於二零二五年十二月三十一日，本集團擁有8個項目，原始合約總額約158.4百萬港元及28個有關服務特許權安排及營運服務的項目。

於報告期間內，浙建環發在山西省高平市取得首個浙江省以外的污水處理建設合約，反映其市場擴展能力。此外，本公司策略性與天台建設及本集團成立合營企業，開拓環保服務及污水處理新機遇，推動現有業務更進一步。

於報告期間內，浙建環發於浙江省國有資產監督管理委員會主辦的「領航者盃」浙江國資國企創新大賽榮獲三等獎，以表揚其他創新建造技術方面的突出貢獻。浙建環發亦在浙江省水務行業職業競賽榮獲金獎，彰顯其致力在浙江省培育高技術水利人才的承諾。於報告期間內，浙建環發獲不同媒體平台報道，包括《Zhidian Wencheng》及《浙江工人日報》等。

### 前景

於報告期間內，全球及香港經濟處於復甦階段，物業市場氣氛逐漸回穩。

於二零二五年十二月三十一日以後，本集團進一步獲授3個新項目，其涉及1項樓宇建築工程合約，原始合約金額約35.9億港元，以及2項RMAA工程合約，原始合約金額約9.3百萬港元。

# Management Discussion and Analysis

## 管理層討論及分析

The Group has also placed significant emphasis on technological innovation to enhance its core competitiveness in the construction industry. The total expenditure for research and development was approximately by HK\$23.3 million.

During the Reporting Period, the Group continued to implement its enhanced Smart Site Safety System (4S), reinforcing our safety management framework and maintaining our ISO 27001 certification. We have also integrated a range of digital solutions – including BIM, 4S, RPA, and the MaiaAI System – into project management and daily operations, significantly improving both efficiency and safety standards. Additionally, the Group's AI Tower Crane System received the 2025 CIC Construction Innovation Award – Local Award (Construction Safety 2nd Prize).

Leveraging these favorable policies, the Group will capitalize on its integrated strengths in smart construction, BIM technology, and project management. We remain committed to major infrastructure and public housing projects, supporting Hong Kong's evolution into a livable, low-carbon, and resilient city.

The proactive measures outlined in the 2025 Policy Address to accelerate infrastructure and stimulate industry growth present a significantly positive outlook for the local construction sector. The commitment to major projects such as the Northern Metropolis, the Hong Kong-Shenzhen Innovation and Technology Park, and new transportation infrastructure is expected to generate substantial momentum for the Group's business. However, the industry-wide challenges of talent shortages and rising costs for labour and materials persist. To navigate this environment, the Group will actively support and leverage government initiatives, including the enhanced capital works expenditure, while continuing to optimise the Labour Importation Scheme for the Construction Sector. We will remain focused on securing new and profitable project opportunities. Furthermore, building on our proven expertise, the Group is strategically positioned to explore and pursue suitable construction business ventures both in Hong Kong and in overseas markets.

本集團亦相當重視技術創新，以增強其在建築業的核心競爭力。用於研發的總開支金額約為23.3百萬港元。

於報告期間內，本集團繼續推行經提升的「智慧工地安全系統(4S)」，進一步鞏固安全管理架構，並維持我們的ISO 27001認證。我們亦已將多項數碼解決方案整合至項目管理及日常營運中，包括建築信息模擬(BIM)、4S、機械人流程自動化(RPA)及MaiaAI系統，顯著提升營運效率及安全水平。此外，本集團的人工智能天秤系統榮獲「建造業議會建造業創新獎2025—本地獎項(建造安全二等獎)」。

憑藉上述有利政策，本集團將充分發揮於智慧建造、BIM技術及項目管理方面的綜合優勢，持續專注於大型基建及公共房屋項目，支持香港發展成為宜居、低碳及具韌性的城市。

《二零二五年施政報告》中提出加快基建發展及刺激行業增長等積極措施，為本地建造業帶來顯著利好的前景。北部都會區、港深創新及科技園以及新交通基建等重大項目的推進，預期將為本集團業務帶來強勁動力。然而，整體行業仍面對人手短缺以及勞工和材料成本上升等挑戰。為應對有關情況，本集團將積極支持及善用政府相關措施，包括增加基本工程開支和持續優化建造業輸入勞工計劃。我們將繼續專注於爭取具盈利潛力的新項目。此外，憑藉既有的專業實力，本集團已作好策略部署，於香港及海外市場開拓和把握合適的建造業務發展機會。

# Management Discussion and Analysis

## 管理層討論及分析

### Principal Risks and Uncertainties

There are certain risks relating to the Group's operations which could harm its business, financial conditions and operating results. Some of the relatively material risks relating to the Group are summarised as follows:

#### Business risks

- (i) the Group's revenue is mainly derived from projects which are not recurrent in nature and we are subject to the risks associated with competitive tendering process. There is no guarantee on the Group's continuous success in project tenders or quotation and the Group's sustainability and financial performance may be materially and adversely affected;
- (ii) the Group operates under various registration, licenses and certifications and the loss of or failure to obtain or renew any or all of these registrations, licenses and/or certifications could materially and adversely affect the Group's business;
- (iii) the Group determined the tender price based on the estimate construction time and costs which may deviate from the actual implementation of a project due to cost overruns and/or other related construction risks; and
- (iv) failure to maintain safe construction sites and/or implement our safety management system may lead to the occurrence of personal injuries, property damages, fatal accidents or suspension of relevant licenses to operate.

#### Industry and market risks

- (i) the construction industry is highly competitive. There are a significant number of industry players who provide similar services as ours; and
- (ii) all of the Group's revenue was derived from projects located in the PRC, Hong Kong, Malaysia and the United Kingdom. If the PRC, Hong Kong, Malaysia and the United Kingdom experiences any adverse economic conditions due to events beyond our control, such as a local economic downturn, natural disasters, contagious disease outbreaks, terrorist attacks, or if the local authorities adopt regulations that place additional restrictions or burdens on the construction or environmental.

### 主要風險及不確定性

與本集團營運有關的若干風險可能會損害其業務、財務狀況及經營業績。與本集團有關的若干相對重大的風險概述如下：

#### 業務風險

- (i) 本集團的收益主要來自非經常性項目，且我們承受與競爭性投標程序有關的風險。概不能保證本集團於項目招標或報價方面持續成功，且本集團的可持續性及財務表現可能受到重大不利影響；
- (ii) 本集團乃基於多項註冊、牌照及證明而經營，喪失或未能取得或延續任何或所有該等註冊、牌照及／或證明，均可能對本集團的業務造成重大不利影響；
- (iii) 本集團基於估計建築時間及成本釐定投標價，而估計建築時間及成本可能會因成本超支及／或其他相關建築風險與項目實際落實情況存在偏差；及
- (iv) 無法維持建築地盤安全及／或實施安全管理制度的可能導致出現人身傷害、財產損失、致命意外或相關營運執照遭暫時吊銷。

#### 行業及市場風險

- (i) 建築業競爭激烈。有大量同業參與者提供與我們類似的服務；及
- (ii) 本集團的全部收益均來自中國、香港、馬來西亞及英國的項目。倘中國、香港、馬來西亞及英國經濟狀況因我們不能控制的事件而轉差，如地方的經濟衰退、自然災害、傳染病爆發、恐怖襲擊，或地方部門採納對整個建築或環保業施以額外限制或負擔的法規，本集團的整體業務及經營業績或會受到重大不利影響。

# Management Discussion and Analysis

## 管理層討論及分析

### Operating Segment Information

During the Reporting Period, for management purpose, the Group has 2 reportable segments, construction operations which comprised the provision of building construction services and repair, maintenance, addition and alteration (“**RMAA**”) works in Hong Kong, Malaysia and the United Kingdom; and the environmental operations business in the PRC. Details of the segmental information of the Group is disclosed in note 4 to the financial statements.

### Financial Review

#### Revenue

The total revenue of the Group increased by approximately HK\$2,506.2 million or approximately 41.3% from approximately HK\$6,066.0 million for the year ended 31 December 2024 to approximately HK\$8,572.2 million for the Reporting Period.

#### Construction Operations

- **Building Construction Works**

The revenue generated from the building construction works increased by approximately HK\$2,283.3 million or approximately 42.1% from approximately HK\$5,414.5 million for the year ended 31 December 2024 to approximately HK\$7,697.8 million for the Reporting Period. The increase was mainly due to the increase in revenue generated from new and existing projects to the Group during the Reporting Period.

- **RMAA Works**

The revenue generated from the RMAA works increased by approximately HK\$206.9 million or approximately 40.4% from approximately HK\$512.0 million for the year ended 31 December 2024 to approximately HK\$718.9 million for the Reporting Period. The increase was mainly attributable to increase in revenue generated from new and existing projects to the Group during the Reporting Period.

#### Environmental Operations

The revenue generated from the environmental operations increased by approximately HK\$16.0 million or approximately 11.5% from approximately HK\$139.5 million for the year ended 31 December 2024 to approximately HK\$155.5 million for the Reporting Period. The increase was mainly attributable to increase in revenue from new and existing projects from sewage and reclaimed water treatment services during the Reporting Period.

### 經營分部資料

於報告期間，就管理而言，本集團有兩個可呈報分部，分別為在香港、馬來西亞及英國從事提供樓宇建築服務及維修、保養、改建及加建（「**RMAA**」）工程的建築業務；及在中國從事的環保業務。本集團分部資料的詳情於財務報表附註4披露。

### 財務回顧

#### 收益

本集團總收益由截至二零二四年十二月三十一日止年度的約6,066.0百萬港元增加約2,506.2百萬港元或約41.3%至報告期間的約8,572.2百萬港元。

#### 建築業務

- **樓宇建築工程**

樓宇建築工程產生之收益由截至二零二四年十二月三十一日止年度的約5,414.5百萬港元增加約2,283.3百萬港元或約42.1%至報告期間的約7,697.8百萬港元。該增加乃主要由於報告期間內新項目及現有項目為本集團帶來的收益增加所致。

- **RMAA工程**

RMAA工程產生之收益由截至二零二四年十二月三十一日止年度的約512.0百萬港元增加約206.9百萬港元或約40.4%至報告期間的約718.9百萬港元。該增加乃主要由於報告期間內新項目及現有項目為本集團帶來的收益增加所致。

#### 環保業務

環保業務產生之收益由截至二零二四年十二月三十一日止年度的約139.5百萬港元增加約16.0百萬港元或約11.5%至報告期間的約155.5百萬港元。該增加乃主要由於報告期間內來自污水及再生水處理服務的新項目及現有項目的收益增加所致。

# Management Discussion and Analysis

## 管理層討論及分析

### Contract Costs

The Group's contract costs primarily consisted of subcontracting costs, material costs, direct staff costs and site overheads. The contract costs of the Group increased by approximately HK\$2,373.2 million or approximately 41.5% from approximately HK\$5,712.8 million for the year ended 31 December 2024 to approximately HK\$8,086.0 million for the Reporting Period. Such increase was in line with the increase in revenue and was mainly attributable to the increase in subcontracting costs, material costs, direct staff costs and site overheads for new and existing projects during the Reporting Period.

### Gross Profit and Gross Profit Margin

The gross profit of the Group increased from approximately HK\$353.2 million for the year ended 31 December 2024 to approximately HK\$486.2 million for the Reporting Period. The Group's gross profit margin was approximately 5.8% and 5.7% for each of the two years ended 31 December 2024 and 2025, respectively.

### Construction Operations

#### • **Building Construction Works**

The gross profit of building construction works was approximately HK\$334.6 million for the Reporting Period, representing an increase of approximately HK\$96.5 million from approximately HK\$238.1 million for the year ended 31 December 2024. The gross profit margin decreased from approximately 4.4% for the year ended 31 December 2024 to approximately 4.3% for the Reporting Period.

#### • **RMAA Works**

The gross profit of RMAA works was approximately HK\$93.3 million for the Reporting Period, representing an increase of approximately HK\$22.4 million from the gross profit of approximately HK\$70.9 million for the year ended 31 December 2024. The gross profit margin decreased by approximately 0.8 percentage points from approximately 13.8% for the year ended 31 December 2024 to approximately 13.0% for the Reporting Period. The increase in gross profit and decrease in gross profit margin was mainly due to increase in revenue from RMAA works projects with lower gross profit margin during the Reporting Period.

### 合約成本

本集團的合約成本主要包括分包費用、材料成本、直接員工成本及地盤開支。本集團合約成本由截至二零二四年十二月三十一日止年度的約5,712.8百萬港元增加約2,373.2百萬港元或約41.5%至報告期間的約8,086.0百萬港元。該增加乃與收益增加一致，並主要可歸因於報告期間內新項目及現有項目的分包費用、材料成本、直接員工成本及地盤開支增加。

### 毛利及毛利率

本集團毛利由截至二零二四年十二月三十一日止年度的約353.2百萬港元增加至報告期間的約486.2百萬港元。本集團截至二零二四年及二零二五年十二月三十一日止兩個年度各年的毛利率分別為約5.8%及5.7%。

### 建築業務

#### • **樓宇建築工程**

於報告期間，樓宇建築工程毛利為約334.6百萬港元，較截至二零二四年十二月三十一日止年度的約238.1百萬港元增加約96.5百萬港元。毛利率由截至二零二四年十二月三十一日止年度約4.4%減少至報告期間的約4.3%。

#### • **RMAA工程**

於報告期間，RMAA工程毛利為約93.3百萬港元，較截至二零二四年十二月三十一日止年度的毛利約70.9百萬港元增加約22.4百萬港元。毛利率由截至二零二四年十二月三十一日止年度的約13.8%減少約0.8個百分點至報告期間的約13.0%。報告期間的毛利增加及毛利率減少主要乃由於報告期間內來自毛利率較低的RMAA工程項目的收益增加。

# Management Discussion and Analysis

## 管理層討論及分析

### Environmental Operations

The gross profit of environmental operations was approximately HK\$58.3 million for the Reporting Period, representing an increase of approximately HK\$14.1 million from the gross profit of approximately HK\$44.2 million for the year ended 31 December 2024. The gross profit margin increased by approximately 5.8 percentage points from approximately 31.7% for the year ended 31 December 2024 to approximately 37.5% for the Reporting Period. The increase in the gross profit and increase in gross profit margin for the Reporting Period was mainly due to increase in revenue from sewage and reclaimed water treatment services which contributed higher gross profit margin during the Reporting Period.

### Other Income

The other income of the Group decreased by approximately HK\$1.5 million, from approximately HK\$9.0 million for the year ended 31 December 2024 to approximately HK\$7.5 million for the Reporting Period. The decrease was mainly attributable to the decrease in insurance compensation received during the Reporting Period, which was partially offset by increase in government grants received and refund of MPF, during the Reporting Period.

### Administrative Expenses

Administrative expenses of the Group increased from approximately HK\$162.5 million for the year ended 31 December 2024 to approximately HK\$183.6 million for the Reporting Period. The increase was mainly due to the increase in staff costs, and professional service fee incurred during the Reporting Period. The increase in staff costs was mainly attributable to increase in number of staff and increment of salaries while additional professional service fee was incurred for the winding up termination of a subsidiary during the Reporting Period.

### Other Operating Expenses, net

The other operating expenses of the Group decreased by approximately HK\$3.6 million, from approximately HK\$7.3 million for the year ended 31 December 2024 to approximately HK\$3.7 million for the Reporting Period. The decrease was primarily due to the reversal of impairment of properties held for sale amounted to HK\$1.6 million during the Reporting Period, while impairment of properties held for sale amounted to HK\$8.9 million was made for the year ended 31 December 2024, which was partially offset by increase in exchange difference of HK\$6.4 million, during the Reporting Period.

### Impairment of Financial Assets, net

The impairment of financial assets of the Group increased from approximately HK\$46.0 million for the year ended 31 December 2024 to approximately HK\$179.5 million for the Reporting Period. The increase was mainly due to increase in the expected credit losses provision on contract assets and trade receivables according to HKFRS 9 during the Reporting Period.

### 環保業務

於報告期間，環保業務毛利為約58.3百萬港元，較截至二零二四年十二月三十一日止年度的毛利約44.2百萬港元增加約14.1百萬港元。毛利率由截至二零二四年十二月三十一日止年度的約31.7%增加約5.8個百分點至報告期間的約37.5%。報告期間的毛利增加及毛利率增加主要乃由於毛利率較高的污水及再生水處理服務的收益增加所致。

### 其他收入

本集團其他收入由截至二零二四年十二月三十一日止年度的約9.0百萬港元減少約1.5百萬港元至報告期間的約7.5百萬港元。該減少乃主要由於報告期間內收取的保險賠償減少，惟部分被報告期間內收到的政府撥款及強積金退款增加所抵銷。

### 行政開支

本集團行政開支由截至二零二四年十二月三十一日止年度的約162.5百萬港元增加至報告期間的約183.6百萬港元。該增加乃主要由於報告期間內員工成本及產生的專業服務費用增加所致。報告期間內員工成本增加乃主要由於報告期間內員工數目增加及薪金上升，而額外的專業服務費用乃因一間附屬公司清盤而產生。

### 其他經營開支淨額

本集團其他經營開支由截至二零二四年十二月三十一日止年度約7.3百萬港元減少約3.6百萬港元至報告期間約3.7百萬港元。該減少乃主要由於報告期間內持作銷售物業減值撥回1.6百萬港元（截至二零二四年十二月三十一日止年度之持作銷售物業減值為8.9百萬港元），惟部分被匯兌差額增加6.4百萬港元所抵銷。

### 金融資產減值淨額

本集團的金融資產減值由截至二零二四年十二月三十一日止年度的約46.0百萬港元增加至報告期間的約179.5百萬港元。該增加乃主要由於報告期間內按照香港財務報告準則第9號對合約資產及應收貿易款項計提的預期信貸虧損撥備增加所致。

# Management Discussion and Analysis

## 管理層討論及分析

### Finance Costs

The finance costs of the Group decreased from approximately HK\$65.8 million for the year ended 31 December 2024 to approximately HK\$54.2 million for the Reporting Period. The decrease was mainly due to the decrease in the Hong Kong Interbank Offered Rate (HIBOR) and China Loan Prime Rate (LPR) on bank loans, decrease in borrowings from an intermediate holding company and decrease in discounted amounts of retention payables arising from the passage of time during the Reporting Period.

### Income Tax Expense

The income tax expense increased by approximately HK\$4.0 million, or representing approximately 15.0%, from approximately HK\$26.6 million for the year ended 31 December 2024 to approximately HK\$30.6 million for the Reporting Period. The increase was mainly due to increase in assessable profits the Reporting Period. The effective tax rates were approximately 33.0% and 42.1% for each of the two years ended 31 December 2024 and 2025, respectively.

### Net Profit

The net profit for the year of the Group decreased by approximately HK\$11.8 million, or approximately 21.9%, from approximately HK\$54.0 million for the year ended 31 December 2024 to approximately HK\$42.2 million for the Reporting Period. The net profit margin for the two years ended 31 December 2024 and 2025 were approximately 0.9% and 0.5%, respectively.

### Employees and Remuneration Policies

The Group had a total of 931 employees as at 31 December 2025 (31 December 2024: 1,015). Total staff costs of the Group (excluding the Directors' remuneration) for the Reporting Period were approximately HK\$494.0 million (2024: approximately HK\$501.5 million). The Group's remuneration policies were in line with relevant legislation, market conditions and the performance of our employees. The salary and benefit level of the employees of the Group are competitive and individual performance is rewarded through the Group's salary, bonus and other cash subsidies system. The Group conducts review on salary adjustment, discretionary bonuses and promotions based on the performance of each employee twice a year. The emoluments of the Directors and the senior management are decided by the Board with reference to the recommendation from the remuneration committee of the Company, having considered factors such as the Group's financial performance and the individual performance of the Directors, etc.

### 融資成本

本集團融資成本由截至二零二四年十二月三十一日止年度的約65.8百萬港元減少至報告期間的約54.2百萬港元。該減少乃主要由於報告期間內銀行貸款的香港銀行同業拆息和中國貸款市場報價利率下降、來自一間中間控股公司的借款減少，以及因時間推移而產生的應付保留金貼現金額減少所致。

### 所得稅開支

所得稅開支由截至二零二四年十二月三十一日止年度的約26.6百萬港元增加約4.0百萬港元或約15.0%至報告期間的約30.6百萬港元。該增加乃主要由於報告期間內應課稅溢利增加所致。截至二零二四年及二零二五年十二月三十一日止兩個年度各年的實際稅率分別約33.0%及42.1%。

### 純利

本集團年內純利由截至二零二四年十二月三十一日止年度的約54.0百萬港元減少約11.8百萬港元或約21.9%至報告期間的約42.2百萬港元。截至二零二四年及二零二五年十二月三十一日止兩個年度的純利率分別約0.9%及0.5%。

### 僱員及薪酬政策

於二零二五年十二月三十一日，本集團共有931名僱員（二零二四年十二月三十一日：1,015名）。本集團於報告期間的總員工成本（扣除董事薪酬）約494.0百萬港元（二零二四年：約501.5百萬港元）。本集團的薪酬政策符合相關法例、市況以及本集團員工的表現。本集團僱員的薪金及福利水平具有競爭力，而本集團透過薪金、花紅及其他現金補貼制度獎勵個人表現。本集團根據各僱員的表現每年兩次檢討薪金調整、酌情花紅及晉升情況。董事及高級管理層的酬金由董事會參考本公司薪酬委員會的推薦建議後決定，當中考慮本集團的財務表現及董事的個人表現等因素。

# Management Discussion and Analysis

## 管理層討論及分析

The Company provides introductory at the time when members of our staff first join us and thereafter regular on-the-job training, depending on the staff's role. In addition, it is our policy to provide training to our staff on an as-needed basis to enhance their technical and industry knowledge. During the Reporting Period, the Group has not experienced any significant problems with its employees due to labour disputes nor has it experienced any difficulty in the recruitment and retention of experienced staff.

The Company has adopted a share option scheme (the “Share Option Scheme”) as an incentive to the Directors and eligible employees. No share option has been granted, exercised, expired or lapsed under the Share Option Scheme since its adoption and up to the date of this report. The Company may grant options in respect of up to 50,000,000 Shares (or such numbers of Shares as shall result from a sub-division or a consolidation of such 50,000,000 Shares from time to time) to the participants under the Share Option Scheme. The total number of Shares issued and to be issued upon exercise of options granted to any participants (including both exercised and outstanding options) under the Share Option Scheme or any other share option schemes of our Company in any 12-month period up to the date of grant shall not exceed 1% of the Shares in issue.

### Capital Expenditure

During the Reporting Period, the Group invested approximately HK\$104.5 million (2024: approximately HK\$7.0 million) on acquisition of property, plant and equipment and intangible assets. Capital expenditure was principally funded by internal and external resources.

### Capital Commitments

The Group had capital commitments of approximately HK\$141.9 million as at 31 December 2025 (2024: approximately HK\$1.2 million).

### Contingent Liabilities

Save as disclosed below, the Group had no other contingent liabilities as at 31 December 2025:

- (a) As at 31 December 2025, performance bonds of approximately HK\$2,055.4 million (2024: approximately HK\$2,092.3 million) were given by banks in favour of the Group's customers as security for the due performance and observance of the Group's obligation under the contracts entered into between the Group and their customers. If the Group fails to provide satisfactory performance to their customers to whom performance bonds have been given, such customers may demand the banks to pay to them the sum or sums stipulated in such demand. The Group will then become liable to compensate such banks accordingly. The performance bonds will be released upon completion of the contract work.

At the end of the Reporting Period, the directors do not consider it is probable that such claim will be made against the Group.

本公司於員工首次加入我們時提供入職培訓，其後根據該名員工之職責定期提供在職培訓。此外，我們的政策規定須按需要為員工提供培訓，以提升員工的技術及行業知識。於報告期間內，本集團概無因勞工糾紛而與其僱員發生任何重大問題，亦無在招聘及留聘有經驗的員工方面出現任何困難。

本公司已採納購股權計劃（「購股權計劃」），作為對董事及合資格僱員的獎勵。自採納日期起及直至本報告日期為止，在購股權計劃下概無購股權獲授出、行使、屆滿或失效。本公司可就最多50,000,000股股份（或因股份拆細或該50,000,000股股份不時合併而產生之股份數目）向購股權計劃參與者授出購股權。直至授出日期止任何12個月期間內，因行使授予任何參與者根據購股權計劃或本公司任何其他購股權計劃授出的購股權（包括已行使及未行使的購股權）而已發行及將予發行的股份總數，不得超過已發行股份1%。

### 資本開支

於報告期間內，本集團就收購物業、廠房及設備以及無形資產而投資約104.5百萬港元（二零二四年：約7.0百萬港元）。資本開支主要由內部及外部資源撥付。

### 資本承擔

於二零二五年十二月三十一日，本集團資本承擔約為141.9百萬港元（二零二四年：約1.2百萬港元）。

### 或然負債

除下文所披露者外，本集團於二零二五年十二月三十一日概無其他或然負債：

- (a) 於二零二五年十二月三十一日，銀行已發出以本集團客戶為受益人的履約保證，金額約為2,055.4百萬港元（二零二四年：約2,092.3百萬港元），作為本集團妥善履行及遵守本集團與其客戶之間訂立的合約項下的義務的擔保。倘本集團對獲提供履約保證的客戶的履約未能令彼等滿意，有關客戶可要求銀行支付彼等所要求的金額。屆時本集團將須向有關銀行作出相應賠償。履約保證於合約工程完成時將予解除。

於報告期末，董事認為本集團不會被索賠。

# Management Discussion and Analysis

## 管理層討論及分析

- (b) In the ordinary course of the Group's construction business, the Group has been subject to a number of claims due to personal injuries suffered by employees of the Group or of the Group's subcontractors in accidents arising out of and in the course of their employment. At the end of the Reporting Period, the directors are of the opinion that such claims are well covered by insurance and would not result in any material adverse impact on the financial position or results and operations of the Group.
- (b) 在本集團的一般建築業務過程中，本集團基於本集團或本集團分包商的僱員因受僱所引致及在受僱期間發生的意外造成人身傷害而面臨多項索賠。於報告期間末，董事認為，該等索賠屬於保險的承保範圍，不會對本集團的財務狀況或業績及營運構成任何重大不利影響。
- (c) The Company has provided guarantees to the extent of approximately HK\$3,415.0 million (2024: approximately HK\$3,476.3 million) to banks for facilities granted to subsidiaries, of which approximately HK\$1,040.6 million (2024: approximately HK\$1,638.0 million) has been utilised.
- (c) 本公司就附屬公司所獲融資向銀行提供擔保約3,415.0百萬港元(二零二四年：約3,476.3百萬港元)，其中已動用約1,040.6百萬港元(二零二四年：約1,638.0百萬港元)。

### Foreign Exchange Exposure

The Group operates in the PRC, Hong Kong, Malaysia and the United Kingdom and most of the transactions are denominated in Renminbi, Hong Kong Dollars, Malaysian Ringgit and Great British Pound. The Group currently does not have a foreign currency hedging policy. However, the Board closely monitors foreign exchange exposure and will consider hedging significant foreign currency exposure should that need arise.

### 外匯風險

本集團於中國、香港、馬來西亞及英國經營業務，故大部分交易乃以人民幣、港元、馬來西亞令吉及英鎊計值。本集團目前並無外幣對沖政策。然而，董事會密切監察外匯風險，並將於有需要時考慮對沖重大外匯風險。

### Gearing Ratio

As at 31 December 2025, the gearing ratio of the Group, which is calculated by dividing net debt with equity attributable to equity holders of the Company plus net debt, was approximately 38.0% (2024: approximately 30.2%). Net debt includes interest-bearing bank borrowings and loans from an intermediate holding company, less cash and cash equivalents and restricted bank balance. Capital represents equity attributable to equity holders of the Company.

### 資產負債率

於二零二五年十二月三十一日，本集團之資產負債率(按債務淨額除以本公司權益持有人應佔權益加債務淨額之和)為約38.0%(二零二四年：約30.2%)。債務淨額包括計息銀行借款以及來自中間控股公司的貸款，減去現金及現金等價物。資本指本公司權益持有人應佔權益。

### Liquidity and Financial Resources and Capital Structure

During the Reporting Period, the Group maintained a healthy liquidity position, with working capital financed mainly by internal and external resources.

### 流動資金、財務資源及資本架構

於報告期間內，本集團維持穩健的流動資金狀況，營運資金主要由內部及外部資源撥付。

As at 31 December 2025, the Group reported net current assets of approximately HK\$496.5 million, as compared with approximately HK\$565.5 million as at 31 December 2024. As at 31 December 2025, the Group's cash and cash equivalents were approximately HK\$211.6 million, representing a decrease of approximately HK\$119.2 million as compared to approximately HK\$330.8 million as at 31 December 2024. Analysis of the maturity profile of the interest-bearing bank borrowings of the Group as at 31 December 2025 and 31 December 2024 is set out in the note 25 to the financial statements.

於二零二五年十二月三十一日，本集團錄得流動資產淨值約496.5百萬港元，而二零二四年十二月三十一日則為約565.5百萬港元。本集團於二零二五年十二月三十一日的現金及現金等價物為約211.6百萬港元，較二零二四年十二月三十一日的約330.8百萬港元減少約119.2百萬港元。本集團計息銀行借款於二零二五年十二月三十一日及二零二四年十二月三十一日的到期情況分析載於綜合財務資料附註25。

# Management Discussion and Analysis

## 管理層討論及分析

The Shares of the Company were successfully listed on the Stock Exchange on 16 October 2019. There has been no change in the capital structure of the Group since then.

### Debts and Charge on Assets

The Group had interest-bearing bank borrowings of approximately HK\$631.4 million as at 31 December 2025 (2024: HK\$534.2 million). As at 31 December 2025, the Group pledged receivables and contract assets under service concession arrangements with net book value of HK\$191.5 million (2024: HK\$187.2 million), shares of ZCIED held by the Group and HK\$158,000 (2024: HK\$nil) receivables arising from PRC energy storage projects to bank to finance loans in the PRC of HK\$158,000.

Borrowings were denominated in Renminbi and Hong Kong dollars and interests on borrowings were mainly charged at floating rate. The Group did not employ any financial instrument for hedging purpose during the Reporting Period. However, the Group pays vigilant attention to monitor interest rate risks and exchange rate risks continuously and cautiously.

### Treasury Policy

The Group continues to manage its financial position carefully and maintains conservative policies in cash and financial management. The Group's liquidity and financing requirements are frequently reviewed. The Board closely monitors the Group's liquidity position to ensure that the Group can meet its funding requirements for business development.

### Future Plans for Material Investments or Capital Assets

The Group may from time to time consider appropriate new business opportunities as and when appropriate, in order to enhance its Shareholders' value. Save as disclosed herein, there was no specific plan for material investments or capital assets as at 31 December 2025.

### Dividend

The Board does not recommend the payment of a final dividend for the year ended 31 December 2025 (2024: HK1.8 cents).

### Formation of joint venture

On 23 June 2025, the Company and Zhejiang Construction Investment Environment Engineering Company Limited ("ZCIEE"), a direct wholly-owned subsidiary of the Company, entered into a capital increase agreement (the "Capital Increase Agreement") with Tiantai Economic Development Zone Water Operation Co., Ltd. (the "JV Company") and Tiantai Economic Development Zone Construction Co., Ltd.

本公司股份於二零一九年十月十六日在聯交所成功上市。本集團資本架構自上市以來並無變動。

### 債務及資產抵押

本集團於二零二五年十二月三十一日的計息銀行借款為約631.4百萬港元(二零二四年：534.2百萬港元)。於二零二五年十二月三十一日，本集團向銀行質押賬面淨值為191.5百萬港元(二零二四年：187.2百萬港元)的服務特許權安排下的應收款項及合約資產、本集團持有的浙建環發股份以及中國儲能項目的應收款項158,000港元(二零二四年：零港元)，以撥資於中國貸款158,000港元。

借款以人民幣及港元計值，借款利息主要按浮動利率計息。於報告期間內，本集團並無採用任何金融工具作對沖用途。然而，本集團持續及謹慎地關注及監察利率風險及匯率風險。

### 庫務政策

本集團繼續審慎管理其財務狀況並沿用保守的現金及財務管理政策。本集團亦會頻繁地審視其流動資金及融資要求。董事會密切監察本集團的流動資金狀況，確保本集團能夠滿足其業務發展所需的資金要求。

### 有關重大投資或資本資產的未來計劃

本集團可能不時於適當時候考慮合適的新商機，以提高其股東價值。除本報告所披露者外，於二零二五年十二月三十一日並無特定的重大投資或資本資產計劃。

### 股息

董事會不建議派付截至二零二五年十二月三十一日止年度的末期股息(二零二四年：1.8港仙)。

### 成立合營企業

於二零二五年六月二十三日，本公司及本公司的直接全資附屬公司浙江建投環保工程有限公司(「浙建環保」)與天台經濟開發區水務運營有限公司(「合營企業」)及天台經濟開發區建設有限公司訂立增資協議(「增資協議」)。

# Management Discussion and Analysis

## 管理層討論及分析

As at the date of the Capital Increase Agreement, the registered capital of the JV Company was RMB50.0 million and only RMB10.0 million has been paid up by Tiantai Economic Development Zone Construction Co., Ltd.. Pursuant to the Capital Increase Agreement, the parties have agreed to increase the registered capital of the JV Company from RMB50.0 million to RMB96.5 million, and Tiantai Economic Development Zone Construction Co., Ltd., the Company and ZCIEE have agreed to contribute RMB40.18 million, RMB45.355 million and RMB0.965 million, respectively in cash, subject to the terms and conditions set out therein. Upon completion of the Capital Increase Agreement, the equity interest of the JV Company is owned as to 52.0%, 47.0% and 1.0% by Tiantai Economic Development Zone Construction Co., Ltd., the Company and ZCIEE, respectively, and therefore, the JV Company has become a sino-foreign joint venture and has been accounted as a joint venture of the Company (the **"Formation of JV"**).

As one of the applicable percentage ratios in accordance with the Listing Rules in respect of the Formation of JV exceeds 5% but is less than 25%, the Formation of JV constitutes a discloseable transaction of the Company under Chapter 14 of the Listing Rules.

For details of the Formation of JV, please refer to an announcement of the Company dated 23 June 2025.

### Significant Investments

On 2 April 2026 (after trading hours), the Company as an investor, entered into a cornerstone investment agreement with Manycore Tech Inc., J.P. Morgan Securities (Far East) Limited, J.P. Morgan Securities (Asia Pacific) Limited and CCB International Capital Limited (the **"Cornerstone Investment Agreement"**), pursuant to which the Company has agreed to subscribe for certain shares to be issued by Manycore Tech Inc. at the offer price to be determined pursuant to the global offering of Manycore Tech Inc.. The aggregate investment amount of the Company for the aforesaid shares is US\$3,000,000 (excluding the Brokerage and the Levies which the Company will pay in respect of the aforesaid shares) (the **"Cornerstone Investment"**).

As the highest percentage ratio (as defined under the Listing Rules) in respect of the Cornerstone Investment exceeds 5% but less than 25%, the Cornerstone Investment Agreement and the transactions contemplated thereunder constitutes a discloseable transaction of the Company and is subject to reporting and announcement requirements under Chapter 14 of the Listing Rules.

For details of the Cornerstone Investment, please refer to the announcement of the Company dated 2 April 2026.

於增資協議日期，合營企業的註冊資本為人民幣50.0百萬元，其中天台經濟開發區建設有限公司僅繳付了人民幣10.0百萬元。根據增資協議，各訂約方已同意將合營企業的註冊資本由人民幣50.0百萬元增加至人民幣96.5百萬元，而天台經濟開發區建設有限公司、本公司及浙建環保已同意在增資協議所載條款及條件的規限下，以現金分別注資人民幣40.18百萬元、人民幣45.355百萬元及人民幣0.965百萬元。增資協議完成後，合營企業的股權由天台經濟開發區建設有限公司、本公司及浙建環保分別擁有52.0%、47.0%及1.0%，而合營企業成為中外合營企業並入賬列為本公司的合營企業（「成立合營企業」）。

由於根據上市規則有關成立合營企業的其中一項適用百分比率超過5%但低於25%，故成立合營企業構成上市規則第14章項下本公司的須予披露交易。

有關成立合營企業的詳情，請參閱本公司日期為二零二五年六月二十三日的公告。

### 重大投資

於二零二六年四月二日（交易時段後），本公司（作為投資者）與Manycore Tech Inc.、J.P. Morgan Securities (Far East) Limited、J.P. Morgan Securities (Asia Pacific) Limited及建銀國際金融有限公司訂立基石投資協議（「**基石投資協議**」），據此，本公司有條件同意按根據Manycore Tech Inc.全球發售將予釐定的發售價，認購Manycore Tech Inc.將予發行的若干股份。本公司就前述股份的總投資額為3,000,000美元（不包括本公司將就前述股份支付的經紀佣金及徵費）（「**基石投資**」）。

由於基石投資所涉及之最高百分比率（定義見上市規則）超過5%但低於25%，基石投資協議及其項下擬進行的交易構成本公司的須予披露交易，且須遵守上市規則第14章項下的申報及公告規定。

有關基石投資的詳情，請參閱本公司日期為二零二六年四月二日的公告。

# Directors and Senior Management

## 董事及高級管理層

### Directors

#### Executive Directors

**Mr. ZHANG Guanhua (“Mr. Zhang”)**, aged 46, is the chairman of our Board and an executive Director. He was appointed as an executive Director and the chairman of our Board on 12 May 2025. He is responsible for overall business development as well as financial and strategic planning of our Group.

Mr. Zhang has approximately 26 years of experience in the construction industry. From August 2000 to July 2016, Mr. Zhang worked for Zhejiang Tianhe Construction Co., Ltd., at which his last position was a deputy general manager. From July 2016 to November 2017, he served as a deputy general manager of Zhejiang Building Materials Group Co., Ltd. From November 2017 to April 2022, he served as a deputy general manager and party committee member of Zhejiang Zhejian Beautiful Countryside Construction Co., Ltd. From April 2022 to February 2024, he served as a director, general manager and deputy secretary of the party branch of Zhejiang Zhejian Real Estate Group Co., Ltd. Since February 2024, he has been serving as a director, general manager and deputy secretary of the party committee of Zhejiang Building Materials Group Co., Ltd. All the aforesaid companies are the wholly-owned subsidiaries of Zhejiang Construction Investment Group Co., Ltd., a limited liability company listed on Shenzhen Stock Exchange (SZSE Security Code: 002761) and a controlling shareholder of the Company.

Mr. Zhang completed his high school education in industrial and civil architecture at Zhejiang Construction Industry School in August 2000. He completed on-the-job college studies majoring in housing construction engineering in Zhejiang University in December 2002. Mr. Zhang completed his studies in civil engineering at the College of Continuing Education, Zhejiang University of Technology. He is admitted as a senior engineer in the PRC in June 2005.

### 董事

#### 執行董事

**張觀華先生（「張先生」）**，46歲，為董事會主席兼執行董事。彼於二零二五年五月十二日獲委任為執行董事及董事會主席。彼負責本集團整體業務發展以及財務及策略規劃。

張先生於建築行業擁有約26年經驗。於二零零零年八月至二零一六年七月，張先生任職於浙江省天和建設有限公司，其最後職位為副總經理。於二零一六年七月至二零一七年十一月，彼曾任浙江省建材集團有限公司之副總經理。於二零一七年十一月至二零二二年四月，彼曾任浙江浙建美麗鄉村建設有限公司之副總經理及黨委委員。於二零二二年四月至二零二四年二月，彼曾任浙江省浙建房地產集團有限公司的董事、總經理及黨委副書記。自二零二四年二月起，彼擔任浙江省建材集團有限公司的董事、總經理及黨委副書記。各上述公司均為浙江省建設投資集團股份有限公司之全資附屬公司，浙江省建設投資集團股份有限公司為一家於深圳證券交易所上市（深圳證券交易所證券代碼：002761）的有限公司，並為本公司之控股股東。

張先生於二零零零年八月完成浙江省建築工業學校之工業與民用建築專業的高中教學。於二零零二年十二月，彼於浙江大學完成房屋建築工程專業的在職大專課程。張先生已於浙江工業大學之繼續教育學院完成土木工程專業課程。於二零零五年六月，彼獲認可為中國正高級工程師。

# Directors and Senior Management

## 董事及高級管理層

**Mr. JIANG Wen (“Mr. Jiang”)**, aged 51, is an executive Director. He was appointed as an executive Director of our Company on 29 September 2025. He is mainly responsible for overall management of our business operation.

Mr. Jiang has approximately 32 years of experience in the construction industry. From August 1994 to February 2002, Mr. Jiang worked for Zhejiang Sanjian Construction Group Co., Ltd. Shanghai Branch (formerly known as Zhejiang Third Construction Engineering Company Shanghai Branch), at which his last position was a division chief. From February 2002 to June 2012, Mr. Jiang worked for Zhejiang Great Wall Construction Group Co., Ltd. with the last position of manager of contract costs department. Mr. Jiang worked as deputy manager of production and operation management department of Zhejiang Construction Investment Group Co., Ltd. (a limited liability company listed on Shenzhen Stock Exchange (SZSE Security Code: 002761) and a controlling shareholder of the Company) for the period between June 2012 to December 2015. He worked for Zhejiang Yijian Construction Group Co., Ltd for the period between December 2015 and April 2022 with the last position as deputy general manager and party committee member. Since April 2022, he has been working for Zhejiang Construction Investment Group Co., Ltd. with current position of member of the special team and senior manager of construction investment in Zhejiang. Zhejiang Sanjian Construction Group Co., Ltd., Zhejiang Great Wall Construction Group Co., Ltd. and Zhejiang Yijian Construction Group Co., Ltd are the wholly-owned subsidiaries of Zhejiang Construction Investment Group Co., Ltd..

Mr. Jiang completed construction economic and enterprise management major in Zhejiang Construction Technical School in August 1994. He completed on-the-job college studies majoring in industrial and civil architecture in Tongji University in July 2000 and on-the-job college studies majoring in civil engineering (engineering management) in Zhejiang University in February 2012. He is admitted as a senior engineer in the People's Republic of China.

姜文先生（「姜先生」），51歲，為執行董事。於二零二五年九月二十九日獲委任為執行董事。主要負責監督本集團的整體運作。

姜先生於建造業擁有逾32年的經驗。於一九九四年八月至二零零二年二月，姜先生任職於浙江省三建建設集團有限公司上海公司（前稱浙江省第三建築工程有限公司上海公司），其最後職位為科長。於二零零二年二月至二零一二年六月，姜先生任職於浙江省長城建設集團股份有限公司，其最後職位為合同造價部經理。於二零一二年六月至二零一五年十二月期間，姜先生擔任浙江省建設投資集團股份有限公司（於深圳證券交易所上市之有限公司，深交所證券代碼：002761，為本公司之控股股東）生產營運管理部副經理。於二零一五年十二月至二零二二年四月期間，彼任職於浙江省一建建設集團有限公司，最後職位為副總經理兼黨委委員。自二零二二年四月起，彼任職於浙江省建設投資集團股份有限公司，目前職位為專班成員兼浙建產投資深經理。浙江省三建建設集團有限公司、浙江省長城建設集團股份有限公司及浙江省一建建設集團有限公司為浙江省建設投資集團股份有限公司之全資附屬公司。

姜先生於一九九四年八月完成浙江省建築工業學校之建築經濟與企業管理專業。彼於二零零零年七月於同濟大學完成工業與民用建築專業的在職大專課程，於二零一二年二月於浙江大學完成土木工程（工程管理）專業的在職本科課程。彼獲認可為中華人民共和國正高級工程師。

# Directors and Senior Management

## 董事及高級管理層

**Mr. YANG Haojiang (“Mr. Yang”)**, aged 43, is an executive Director. He was appointed as a director of our Company on 20 July 2017, and was further appointed and designated as a non-executive Director on 5 September 2017. On 29 September 2026, he was further redesignated as an executive Director. He is mainly responsible for providing strategic advice to our Group.

Mr. Yang has more than 20 years of experience in the construction industry. In April 2010, he worked for Zhejiang Construction Investment Group Co., Ltd. as a Reform and Restructuring Officer and Supervisor of Research & Development Department and was subsequently promoted to an Assistant strategic development manager in November 2014. From September 2016 to April 2024, he has been serving as a deputy general manager in China Zhejiang Construction Group (H.K.) Limited. Mr. Yang is also a director of CR Construction Company Limited, CR Engineering Company Limited and CR TECH Company Limited, all of them are the wholly-owned subsidiaries of the Company.

Mr. Yang obtained a bachelor of information management and information system (信息管理與信息系統) from Zhejiang Gongshang University in the PRC in July 2005 and a master of business administration from University of Bridgeport in the United States in December 2007.

For Mr. Yang’s interest in the Shares within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the laws of Hong Kong), please refer to the section headed “Report of the Directors” in this annual report.

### Non-executive Director

**Mr. JIN Hongliang (“Mr. Jin”)**, aged 53, was appointed as our non-executive Director on February, 2026. He is mainly responsible for providing strategic advice to our Group.

Mr. Jin has more than 34 years of experience in the accounting and audit industry. From August 1992 to January 2000, Mr. Jin worked for Zhejiang Industrial Equipment Installation Company Fourth Branch\* (浙江省工業設備安裝公司四分公司), where his last position was Finance Manager. From January 2000 to October 2008, he served as Deputy Finance Manager of Zhejiang Kaiyuan Installation Group Co., Ltd.\* (浙江省開元安裝集團有限公司) with the last position of deputy finance manager. From October 2008 to June 2012, he served as Finance Manager of Zhejiang Industrial Equipment Installation Group Co., Ltd.\* (浙江省工業設備安裝集團有限公司) with the last position of finance manager. From July 2012 to April 2019, he worked for Zhejiang Zhejian Real Estate Group Co., Ltd. (浙江省浙建房地產集團有限公司), where he held the positions of party committee member, deputy general manager, and finance director. In April 2019, he joined Zhejiang Construction Investment Group Co., Ltd.\* (浙江省建設投資集團股份有限公司) (a limited liability company listed on Shenzhen Stock Exchange (SZSE Security Code: 002761), and his last position was the director of Audit and Comprehensive Supervision Department.

Mr. Jin completed the Higher Education Self-study Examination in Accounting major at Zhejiang University of Finance and Economics\* (浙江財經學院) in December 2003. He is certified as a Senior Professional Accountant\* (高級會計師) in the People’s Republic of China.

楊昊江先生(「楊先生」), 43歲, 為執行董事。彼於二零一七年七月二十日獲委任為本公司董事, 並於二零一七年九月五日進一步獲委任及任命為非執行董事。於二零二五年九月二十九日, 彼進一步獲調任為執行董事。彼主要負責向本集團提供策略建議。

楊先生於建造業擁有逾20年經驗。於二零一零年四月, 彼任職於浙江省建設投資集團股份有限公司, 擔任發展研究部改革改制專員及主管, 並於二零一四年十一月晉升為戰略發展部經理助理。自二零一六年九月至二零二四年四月, 彼一直擔任浙江省建設集團(香港)控股有限公司副總經理。楊先生亦是華營建築有限公司、華營建築基礎工程有限公司及華營建築科技有限公司(均為本公司全資附屬公司)的董事。

於二零零五年七月, 楊先生於中國浙江工商大學取得信息管理與信息系統學士學位, 並於二零零七年十二月於美國University of Bridgeport取得工商管理碩士學位

有關楊先生擁有之香港法例第571章證券及期貨條例第XV部所界定之股份權益, 請參閱本年報「董事會報告」一節。

### 非執行董事

**金宏亮先生(「金先生」)**, 53歲, 於二零二六年二月獲委任為非執行董事。主要負責向本集團提供策略建議。

金先生於會計及核數行業擁有約34年經驗。一九九二年八月至二零零零年一月期間, 金先生任職於浙江省工業設備安裝公司四分公司, 最後職位為財務科副科長。二零零零年一月至二零零八年十月期間, 彼擔任浙江省開元安裝集團有限公司財務科副科長, 最後職位為財務審計部副經理。二零零八年十月至二零一二年六月期間, 彼擔任浙江省工業設備安裝集團有限公司財務管理部經理, 最後職位為財務管理部經理。二零一二年七月至二零一九年四月期間, 彼任職於浙江省浙建房地產集團有限公司, 歷任黨委委員、副總經理及財務總監職務。二零一九年四月, 彼加入浙江省建設投資集團股份有限公司(於深圳證券交易所上市之有限公司, 深交所證券代碼: 002761), 最後擔任審計與綜合監督室經理。

金先生於二零零三年十二月完成浙江財經學院會計學科高等教育自學考試。彼獲認可為中華人民共和國高級會計師。

# Directors and Senior Management

## 董事及高級管理層

### Independent non-executive Directors

**Mr. TSE Wai Chun Paul JP (“Mr. Tse”)**, aged 67, was appointed as our independent non-executive Director on 17 September 2019. He is chairman of the Remuneration Committee, and a member of the audit committee and the Nomination Committee. He is responsible for providing independent judgement on our strategy, performance, resources and standard of conduct.

Mr. Tse has more than 40 years of experience in the legal field. He has worked as a barrister from October 1985 to July 1992 and as a solicitor from July 1992 to the present. From July 1992 to June 1993, he worked for Livasiri & Co. as an assistant solicitor. From July 1993 to January 1995, he worked for Terry Yeung & Lai, Solicitors as a consultant. From February 1995 to mid 1997, he worked for Wilfred K. H. Lam & Co. as a consultant. He founded Paul W. Tse, a solicitors firm in Hong Kong, in October 1997 and is currently the senior partner of Paul W. Tse.

Mr. Tse obtained a bachelor of commerce and a bachelor of laws from The University of New South Wales in Australia in April 1984 and in May 1984, respectively. He obtained a master of laws in Chinese and comparative law from The City University of Hong Kong in November 1999 and a postgraduate certificate in laws from The University of Hong Kong in September 1985.

Mr. Tse was called to the bar of New South Wales in July 1984. He was admitted as an advocate and solicitor in Singapore in February 1995. He was called to the bar in Hong Kong in October 1985. In September 1992, he was admitted as a solicitor in Hong Kong. He was also admitted as an associate member of The Australian Society of Certified Practising Accountants in March 1984 and a member of The Chartered Institute of Arbitrators in December 1999.

Mr. Tse was appointed as a Justice of the Peace by the Government in July 2011.

### 獨立非執行董事

**謝偉俊先生(太平紳士)(「謝先生」)**，67歲，於二零一九年九月十七日獲委任為獨立非執行董事。彼為薪酬委員會主席及審核委員會以及提名委員會成員。彼負責提供有關我們策略、表現、資源及行為準則的獨立判斷。

謝先生於法律領域擁有逾40年經驗。彼於一九八五年十月至一九九二年七月執業大律師，並於一九九二年七月至今擔任事務律師。於一九九二年七月至一九九三年六月，彼在Livasiri & Co.擔任助理律師。一九九三年七月至一九九五年一月，彼在楊寶林黎雅明律師行擔任顧問。於一九九五年二月至一九九七年年中，彼在林國興律師行擔任顧問。彼於一九九七年十月在香港創辦謝偉俊律師行，目前為謝偉俊律師行的首席合夥人。

謝先生分別於一九八四年四月及一九八四年五月於澳洲的新南威爾士大學(The University of New South Wales)取得商學學士學位及法學學士學位。彼於一九九九年十一月於香港城市大學取得中國法與比較法學碩士學位及於一九八五年九月於香港大學取得法學專業證書。

謝先生於一九八四年七月取得新南威爾士州的大律師資格。彼於一九九五年二月獲認可為新加坡的大律師及事務律師。彼於一九八五年十月取得香港的律師資格。於一九九二年九月，彼獲認許為香港的事務律師。彼亦於一九八四年三月獲澳洲執業會計師公會認許為會員及於一九九九年十二月獲英國特許仲裁員學會認許為會員。

謝先生於二零一一年七月獲政府委任為太平紳士。

# Directors and Senior Management

## 董事及高級管理層

**Mr. HO Man Yiu Ivan (“Mr. Ho”)**, aged 68, was appointed as our independent non-executive Director on 17 September 2019. He is Chairman of the Nomination Committee, and member of the Audit Committee and the Remuneration Committee. He is responsible for providing independent judgement on our strategy, performance, resources and standard of conduct.

Mr. Ho graduated from HKU School of Architecture in 1982, and started his professional practice in the Housing Department. Subsequently, he worked in an architectural firm and later took up the role as one of the members of the management team for the construction of the Bank of China Tower Hong Kong before establishing his practice in 1990.

Mr. Ho was appointed as the Chairman of the Harbourfront Commission by the Chief Executive, HKSAR at 1 July 2024. He was also the Chairman of Task Force on Harbourfront Developments on Hong Kong Island, Harbourfront Commission since 2018, the Vice President of Hong Kong Institute of Architects (2017 – 2018), Vice President of Hong Kong Institute of Urban Design (2014 – 2018), Director of Hong Kong Green Building Council (2016 – 2020) and Chairman of Professional Green Building Council (2015 – 2016).

With over 40 years practicing as Architect and being involved in many project from design, construction & project management in Hong Kong, Macau and China, his portfolio included public housing re-developments such as Central Kowloon Redevelopment, the Headquarters for Housing Authority, the Bank of China Tower, school buildings, hotels, hostel, institutional buildings, residential development and public open spaces, etc. Award winning project includes Wong Shek Pier, Tsuen Wan Hong Kong and Assessment Centre Phase II, C.C. Wu Hall at Kunming Polytechnic University, PRC and Happy Valley Underground Stormwater Storage Scheme.

何文堯先生(「何先生」)，68歲，於二零一九年九月十七日獲委任為獨立非執行董事。彼為提名委員會主席及審核委員會以及薪酬委員會成員。彼負責提供有關我們策略、表現、資源及行為準則的獨立判斷。

何先生於一九八二年於香港大學建築學院畢業，並入職房屋署開始正式執業。之後，彼加入一家建築師事務所，其後曾擔任中國銀行大廈(香港)項目管理團隊的一員，並於一九九零年創立個人專業事務所。

何先生於二零二四年七月一日獲香港特區政府行政長官委任為海濱事務委員會主席。彼自二零一八年起出任海濱事務委員會港島區海濱發展專責小組主席，歷任香港建築師學會副會長(二零一七年至二零一八年)、香港城市設計學會副會長(二零一四年至二零一八年)、香港綠色建築議會董事(二零一六年至二零二零年)及環保建築專業議會主席(二零一五年至二零一六年)。

何先生擁有逾40年建築師經驗，曾於香港、澳門及中國的眾多項目擔任設計、建造及項目管理工作，包括公營房屋重建計劃例如中九龍重建項目、房屋委員會總部、中國銀行大廈、學校建築、酒店、旅館、機構建築、住宅發展項目及公共開放空間等。彼參與的獲獎項目包括香港荃灣黃石碼頭、中國 Kunming Polytechnic University之C.C. Wu Hall的 Assessment Centre Phase II以及跑馬地地下蓄洪計劃。

# Directors and Senior Management

## 董事及高級管理層

**Ms. Dong Yuk Lai, Petrina (“Ms. Dong”)**, aged 73, joined the Company as independent non-executive Director on 31 August 2024. She is chairlady of the Audit Committee, member of the Nomination Committee and the Remuneration Committee.

Ms. Dong joined PricewaterhouseCoopers (“PwC”) in November 1986 and was admitted to partnership in July 1992, before retiring from the aforementioned positions as of 30 June 2011. After her retirement, she was appointed as a senior advisor at PwC from 1 July 2011 to 30 June 2024.

Ms. Dong graduated from the University of Hong Kong in 1976 and has been a Fellow Member of the Hong Kong Institute of Certified Public Accountants since 1982. She has over 40 years of experience in international tax and many years of experience in corporate listing, and financing, including company setup, corporate structure, distribution strategy, mergers and acquisitions, international tax planning, transfer pricing, and tax review. She had also been the chairlady of China Committee of Hong Kong General Chamber of Commerce (“HKGCC”) for the period between 2018 and 2021 and is currently the convener of the GBA Working Group of HKGCC. She is also a committee member of the Chinese General Chamber of Commerce (“CGCC”) and a member of Mainland Affairs, External Affairs and Greater Bay Area Committee of CGCC.

**Mr. LAI Yuk Fai Stephen JP (“Mr. Lai”)**, aged 66, joined the Company as an independent non-executive Director on 28 March 2023. He is member of the Audit Committee, the Nomination Committee, and the Remuneration Committee.

Mr. Lai has retired from the position of managing director in April 2020 and has been appointed as a consultant of Rider Levett Bucknall Limited from April 2020 to 31 March 2023.

Mr. Lai obtained a Bachelor degree in Building Economics and Measurement from University of Aston, Birmingham, UK in 1984, a Master degree in E-Commerce for Executives from the Hong Kong Polytechnic University in 2002, and an Honorary Doctor of Science degree from University of Aston, Birmingham, UK in 2018. He has been elected as professional associate of the Royal Institution of Chartered Surveyors in 1987, a fellow member of the Hong Kong Institute of Surveyors in 2001, and China Registered Cost Engineer. Mr. Lai is also a member of the Registered Professional Surveyor (Quantity Surveying Division), Hong Kong. He was a chairman of Quantity Surveying Division of the Hong Kong Institute of Surveyors from 2008 to 2009 and the president of The Hong Kong Institute of Surveyors from 2012-2013. He is currently a Member of the Hospital Governing Committee of Alice Miu Ling Hospital. He was elected as a member of the National Committee of the 13th Xuhui District, Shanghai of the Chinese People's Political Consultative Conference in January 2023.

**唐毓麗女士 (「唐女士」)**，73歲，於二零二四年八月三十一日獲委任為本公司獨立非執行董事。彼為審核委員會主席、提名委員會及薪酬委員會成員。

唐女士於一九八六年十一月加入羅兵咸永道會計師事務所(「羅兵咸永道」)，於一九九二年七月成為合夥人，並於二零一一年六月三十日從上述職位退休。退休後，彼於二零一一年七月一日至二零二四年六月三十日獲委任為羅兵咸永道之高級顧問。

唐女士於一九七六年畢業於香港大學，自一九八二年起為香港會計師公會資深會員。彼擁有超過40年的國際稅務經驗以及多年的企業上市及融資經驗，包括公司設立、公司架構、分銷策略、併購、國際稅務規劃、轉讓定價及稅務審查。彼亦曾於二零一八年至二零二一年期間擔任香港總商會(「香港總商會」)中國委員會主席，目前為香港總商會大灣區工作小組召集人。彼亦為香港中華總商會(「中華總商會」)選任會董，以及中華總商會內地事務、對外事務及大灣區委員會委員。

**賴旭輝先生 (太平紳士) (「賴先生」)**，66歲，於二零二三年三月二十八日獲委任為本公司獨立非執行董事。彼為審核委員會、提名委員會以及薪酬委員會成員。

賴先生於二零二零年四月退任利比有限公司的董事總經理職務並於二零二零年四月至二零二三年三月三十一日獲委任為利比有限公司的顧問。

賴先生於一九八四年獲得英國伯明翰阿斯頓大學建築經濟與測量學士學位，於二零零二年獲得香港理工大學行政人員電子商貿理學碩士學位，並於二零一八年獲得英國伯明翰阿斯頓大學榮譽理學博士學位。彼於一九八七年獲選為英國皇家特許測量師學會的專業會員，於二零零一年獲選為香港測量師學會的資深會員及中國註冊造價工程師。彼亦為香港註冊專業測量師(工料測量組)成員。彼曾於二零零八年至二零零九年擔任香港測量師學會工料測量組主席及於二零一二年至二零一三年擔任香港測量師學會會長。彼目前擔任雅麗氏何妙齡那打素醫院管治委員會成員。彼於二零二三年一月當選為中國人民政治協商會議上海市徐匯區第十三屆全國委員會委員。

# Directors and Senior Management

## 董事及高級管理層

### Senior Management

**Mr. PAN Shujie (“Mr. Pan”)**, aged 61, is the director of CR Construction Company Limited and CR Engineering Company Limited.

Mr. Pan has over 36 years of experience in the construction industry. He worked in China State Construction Group Limited in 1987 and was seconded to China State Construction International Holdings Limited from 1991 to mid-2020. From August 2012 to August 2018, he was served as an executive director of China State Construction International Holdings Limited (stock code: 3311). Since August 2020, he joined our Group and has been serving as a Chief Operation Officer and Deputy General Manager of CR Construction Company Limited and was appointed as the director of CR Construction Company Limited in March 2022 and CR Engineering Company Limited in August 2022. Mr. Pan was appointed as the Chief Executive Officer on 1 January 2025 and resigned as the Chief Executive Officer on 28 February 2026 and he was appointed as the Executive Director on 12 May 2025 and resigned as the Executive Director on 12 February 2026.

Mr. Pan obtained a Bachelor’s degree in civil engineering from the Southeast University (formerly known as Nanjing Institute of Technology) and obtained a Master’s degree of science in engineering business management from the University of Warwick (UK). He was admitted as a member of The Hong Kong Institute of Engineers in September 2003 and was admitted as a member of The Chartered Institute of Building (UK) in 2002. Mr. Pan has been appointed as a member of Construction Industry Council by Development Bureau of the Government of the Hong Kong Special Administrative Region since 2016. He has been appointed as a director of Hong Kong Green Building Council in 2020, the executive director of China Civil Engineering Society Council in 2018, a deputy director of China Green Building (HK) Council in 2018. He has been appointed as an expert member of China Association of Building Energy Efficiency in 2017. Mr. Pan had been awarded the Second Class honor of National Science and Technology Progress Award of PRC with respect to Research and Application of Critical Construction Technologies in Hong Kong Disneyland Project in 2007.

### 高級管理層

**潘樹杰先生 (「潘先生」)**，61歲，為華營建築有限公司及華營建築基礎有限公司的董事。

潘先生在建築行業擁有逾36年的經驗。彼於一九八七年在中國建築集團有限公司工作，並於一九九一年至二零二零年中被借調到中國建築國際控股有限公司。彼於二零一二年八月至二零一八年八月擔任中國建築國際控股有限公司(股份代號：3311)的執行董事。自二零二零年八月起，彼加入本集團，並一直擔任華營建築有限公司的首席營運總監及副總經理，並於二零二二年三月獲委任為華營建築有限公司董事及二零二二年八月獲委任為華營建築基礎工程有限公司董事。潘先生於二零二五年一月一日獲委任為行政總裁並於二零二六年二月二十八日辭任行政總裁、於二零二五年五月十二日獲委任為執行董事並於二零二六年二月十二日辭任執行董事。

潘先生於東南大學(前身為南京工學院)取得土木工程學士學位和英國華威大學取得工程商業管理學碩士學位。彼於二零零三年九月獲香港工程師學會認許為會員，並於二零零二年獲英國特許建築學會認許為會員。潘先生自二零一六年起獲香港特別行政區政府發展局委任為建造業議會成員。彼於二零二零年獲委任為香港綠色建築議會董事，於二零一八年獲委任為中國土木工程學會理事會常務理事，於二零一八年獲委任為中國綠色建築與節能(香港)委員會副主任。彼於二零一七年獲委任為中國建築節能協會專家委員會專家。潘先生曾於二零零七年因香港迪士尼樂園工程關鍵施工技術研究與應用獲中國國家科學技術進步獎二等獎。

# Directors and Senior Management

## 董事及高級管理層

**Mr. CHAN Tak Yiu (“Mr. Chan”)**, aged 54, is a director of CR Construction Company Limited, CR Construction Technology Limited and Mount Land Limited. He is mainly responsible for overall management of our business operation. He is the Chief Operating Officer of the Company, and is mainly responsible for overall management of our business operation.

Mr. Chan has approximately 34 years of experience in the construction industry. From July 1992 to October 1993 and August 1994 to March 1999, he worked for Crownity Engineering Limited and its subsidiaries (namely Best Build Construction Co., Ltd. and Besco Engineering Ltd.) at which his last position was a construction manager. From March 1999 to January 2002, he worked for Square Construction Company Limited as a project manager. From January 2002 to May 2009, he worked for Chun Wo Construction and Engineering Company Limited, a wholly-owned subsidiary of Asia Allied Infrastructure Holdings Limited (stock code: 711), at which his last position was a deputy operation manager. In May 2009, he joined our Group and worked as a senior project manager of CR Construction Company Limited and was subsequently promoted to a project operation director and head of technical department concurrently in January 2012, an assistant general manager in February 2015. Since July 2016, he has been a director of CR Construction Company Limited. He has been the director of Mount Land Limited since October 2024 and CR TECH Company Limited since January 2025. He served as the Executive Director from September 2017 through February 2026.

Mr. Chan obtained a Bachelor’s degree of science in construction management from South Bank University, London in the United Kingdom in July 1994 and a Master’s degree of science in construction management from City University of Hong Kong in November 2000.

Mr. Chan was admitted as a member of The Australian Institute of Building in May 2005 and a member of The Chartered Institute of Building in January 2006. Mr. Chan was admitted as a fellow of The Hong Kong Institute of Construction Managers in April 2015.

陳德耀先生(「陳先生」)，54歲，為華營建築有限公司、華營建築科技有限公司及陸山有限公司的董事。彼主要負責我們業務營運的整體管理。彼為本公司之營運總監，主要負責我們業務營運的整體管理。

陳先生於建造業擁有約34年經驗。於一九九二年七月至一九九三年十月及一九九四年八月至一九九九年三月，彼任職於均業工程有限公司及其附屬公司(即Best Build Construction Co., Ltd.及Besco Engineering Ltd.)，最後職位是建造經理。於一九九九年三月至二零零二年一月，彼任職於新生建築有限公司，擔任項目經理。於二零零二年一月至二零零九年五月，彼任職於亞洲聯合基建控股有限公司(股份代號：711)的全資附屬公司俊和建築工程有限公司，最後擔任副營運經理。於二零零九年五月，彼加入本集團及擔任華營建築有限公司的高級項目經理，其後於二零一二年一月晉升為項目營運總監，並兼任技術部主管及於二零一五年二月晉升為助理總經理。自二零一六年七月起，彼一直擔任華營建築有限公司的董事，並自二零二四年十月起擔任陸山有限公司董事及二零二五年一月起擔任華營建築科技有限公司董事。彼於二零一七年九月至二零二六年二月擔任執行董事。

陳先生於一九九四年七月於英國倫敦南岸大學(South Bank University)取得建築管理理學學士學位及於二零零零年十一月於香港城市大學取得建築管理理學碩士學位。

陳先生於二零零五年五月獲澳洲建造學會(The Australian Institute of Building)認許為會員及於二零零六年一月獲英國皇家特許建造學會(The Chartered Institute of Building)認許為會員。彼於二零一五年四月被錄取為香港營造師學會資深會員。

# Directors and Senior Management

## 董事及高級管理層

**Ms. FANG Xuan (“Ms. Fang”)**, aged 56, is a director of CR Construction Company Limited and Mount Land Limited. Ms. Fang has extensive experience in finance and treasury industry. She joined our Group in August 2019 and served as the Finance Director from August 2019 to May 2022. She has been the Chief Financial Director of the Company since June 2022..

Ms. Fang worked at Beijing Enterprises Holdings Ltd (北京控股有限公司), a company listed on the Stock Exchange (stock code: 0392.HK), from June 2000 to July 2019, with her last position as a financial accounting manager of Hong Kong capital finance department. Ms. FANG served as a finance director at Mingxi Charity Foundation (明曦公益基金會) from August 2016 to July 2019. She has been serving as a member of the consultative committee of the Liaison Office of the Association of Certified Public Accountants of China in Hong Kong (中國註冊會計師協會駐香港聯絡處) and a member of the Standing Committee of the Shaanxi Provincial Committee of the Chinese People’s Political Consultative Conference (中國人民政治協商會議陝西省委員會) since June 2022 and January 2023, respectively. She currently also serves at The Hong Kong Chinese Enterprises Association Financial & Accounting Affairs Steering Committee (香港中國企業協會財會專業委員會) as the Executive Vice Secretary General. She has been a member of the Association of International Accountant (國際會計師公會) since June 2015 and a fellow member of Association of International Accountant since September 2020. She has also been a member of China Association of Chief Financial Officers (中國總會計師協會) (CACFO) since December 2016 and a member of Hong Kong Professionals and Senior Executives Association (香港專業及資深行政人員協會) since January 2021.

Ms. Fang obtained her bachelor’s degree in accounting in October 2006 from University of Bolton (博爾頓大學) in England. She also completed a senior program on public administration in Tsinghua University (清華大學) in Beijing, the PRC, in August 2022 and obtained an EMBA degree from the City University of Hong Kong in October 2021. She has been an Independent Non-executive Director of China Development Bank International Investment Limited (Stock Code: 1062.HK) since 20 March 2024. Ms. Fang has served as an Independent Non-executive Director for both Xiaocaiyuan International Holding Ltd (0999.HK) and China Travel International Investment Hong Kong Limited (0308.HK), with her appointments effective from 19 December 2024 and 26 March 2025, respectively.

方璇女士(「方女士」)，56歲，為華營建築及陸山有限公司的董事。方女士在財務和庫務行業擁有豐富經驗，彼於二零一九年八月加入本集團，於二零一九年八月至二零二二年五月擔任本公司財務董事。自二零二二年六月起，彼擔任本公司首席財務官。

方女士於二零零零年六月至二零一九年七月在北京控股有限公司(一家於聯交所上市的公司，股份代號：0392.HK)工作，其最後職位為香港資金財務部財務會計經理。方女士於二零一六年八月至二零一九年七月擔任明曦公益基金會的財務主管。彼自二零二二年六月和二零二三年一月起至今分別擔任中國註冊會計師協會駐香港聯絡處諮詢委員和中國人民政治協商會議陝西省委員會委員，其目前亦服務香港中國企業協會財會專業委員會，並擔任常務副秘書長。彼自二零一五年六月起成為國際會計師公會會員並自二零二零年九月起成為國際會計師公會資深會員。彼亦自二零一六年十二月起成為中國總會計師協會(CACFO)會員並自二零二一年一月起擔任香港專業及資深行政人員協會會員。

方女士於二零零六年十月獲得英國博爾頓大學會計學學士學位。彼亦於二零二二年八月完成中國北京清華大學公共管理高級課程並於二零二一年十月獲得香港城市大學的行政人員工商管理碩士(EMBA)學位。彼自二零二四年三月二十日起為國開國際投資有限公司(股份代號：1062.HK)的獨立非執行董事。方女士亦出任小菜園國際控股有限公司(股份代號：0999.HK)及香港中旅國際投資有限公司(股份代號：0308.HK)的獨立非執行董事，有關委任分別由二零二四年十二月十九日及二零二五年三月二十六日生效。

# Directors and Senior Management

## 董事及高級管理層

**Mr. CHEUNG Siu Wah (“Mr. Cheung”)**, aged 50, is a director of CR Construction Company Limited. Mr. Cheung joined our Group in September 1997. He is the General Manager for Construction of the Company and is mainly responsible for overall operations of the Company’s construction projects.

Mr. Cheung has over 29 years of experiences in the construction industry. In September 1997, he joined our Group as an Assistant Project Engineer and was subsequently promoted to Senior Site Engineer in April 2006, Senior Project Manager in April 2015, Project Operation Director in October 2018, and General Manager (Project Operation) in April 2023. He has served the General Manager for Construction since July 2024.

Mr. Cheung obtained a Bachelor’s degree of Civil and Structural Engineering in 2006 from The Hong Kong Polytechnic University. He is an incorporated member of The Chartered Institute of Building and an associate member of the Hong Kong Institute of Steel Construction since 2010, a corporate member of the Hong Kong Institute of Construction Managers since 2013 and a corporate member in the Chartered Association Building Engineers since 2015.

**Mr. JIANG Maqi (“Mr. Jiang”)**, aged 35, is the Assistant General Manager of the Company. He joined our Group in October 2024.

Mr. Jiang has over 15 years of experiences in the construction industry. From July 2011 to March 2016, he worked at Second Branch, Zhejiang Great Wall Construction Group Co., Ltd.\* (浙江省長城建設集團有限公司第二分公司), where his last position was Project Chief Constructor. He worked for Zhejiang Sanjian Construction Group Co., Ltd.\* (浙江省三建建設集團有限公司), from March 2016 to December 2023, with the last position as Site Manager of the Industrial Park. From December 2023 to October 2024, he served as a General Manager of Zhejiang Zhelan Construction Co., Ltd.\* (浙江浙蘭建設有限公司). Mr. Jiang joined the Group from October 2024 as the Assistant General Manager.

Mr. Jiang completed his college diploma in engineering technology at Zhejiang Tongji Vocational College of Science and Technology in July 2011. He completed on-the-job college studies majoring in civil engineering in Hohai University in July 2014.

張少華先生(「張先生」)，50歲，為華營建築有限公司董事。張先生於一九九七年九月加入本集團。他是本公司建築部總經理，主要負責本公司建築項目的整體營運。

張先生於建造業擁有逾29年經驗。彼於一九九七年九月加入本集團擔任助理項目工程師，其後於二零零六年四月晉升為高級地盤工程師，於二零一五年四月晉升為高級項目經理，於二零一八年十月晉升為項目營運總監，並於二零二三年四月晉升為總經理(項目營運)。彼於二零二四年七月起擔任建築部總經理。

張先生於二零零六年取得香港理工大學土木及結構工程學士學位。彼自二零一零年起為英國皇家特許建造學會註冊會員及香港鋼結構學會會員，自二零一三年起為香港營造師學會會員，自二零一五年起為英國特許建築工程師學會企業會員。

**蔣馬琦先生(「蔣先生」)**，35歲，現為本公司助理總經理，於二零二四年十月加入本集團。

蔣先生在建築行業擁有超過15年經驗。二零一一年七月至二零一六年三月期間，他任職於浙江省長城建設集團有限公司第二分公司，最後職位為項目總施工。二零一六年三月至二零二三年十二月期間，他就職於浙江省三建建設集團有限公司，最後職位為工業園區現場經理。二零二三年十二月至二零二四年十月，他擔任浙江浙蘭建設有限公司總經理。蔣先生於二零二四年十月加入本集團，擔任助理總經理。

蔣先生於二零一一年七月完成浙江同濟科技職業學院工程技術專業大專學歷教育，並於二零一四年七月完成河海大學土木工程專業在職本科學歷教育。

# Directors and Senior Management

## 董事及高級管理層

**Ms. FAN liuying (“Ms. Fan”)**, aged 36, is the Deputy Chief Accountant and Director of General Supervision Office. She has extensive experience in audit and assurance. She joined the Group in September 2025 as Deputy Chief Accountant and has served as director of General Supervision Office since October 2025.

Ms. Fan worked in Dahua Certified Public Accountants (Special General Partnership) Zhejiang Wanbang Branch\*(大華會計師事務所(特殊普通合夥)浙江萬邦分所) as an Engineering Audit Assistant from October 2012 to August 2016. Ms. Fan worked at Zhejiang Construction Engineering Group Co., Ltd.\*(浙江省建工集團), from August 2016 to July 2021, with her last position as Assistant Audit Manager. From July 2021 to September 2025, she joined Zhejiang Construction Investment Group Co., Ltd, and her last position was the Audit Supervisor and Project Manager of Audit Center.

Ms. Fan was awarded a bachelor’s degree in Auditing from Shanghai Finance University.

**Ms. FANG Peizhen (“Ms. Fang”)**, aged 50, is the project director of the Company. Ms. Fang is the Chief Engineer of the Zhejiang Construction Investment Environment Engineering CO., Ltd. Ms. Fang joined Environment Group in 2015. She is mainly responsible for overseeing the operation of Zhejiang Construction Environmental Engineering Limited.

Ms. Fang has approximately 25 years of experience in the environmental engineering industry. From January 2019 to December 2022, she worked for the key R&D program in Zhejiang Province as a sub-task project leader. From January 2021 to October 2024, she worked for Zhejiang Province Construction Research Project as a project manager. Since January 2023, she has worked for Zhejiang Province “sharp soldiers” R & D research and development program projects as a sub-task project leader.

Ms. Fang obtained a master of Chemical Engineering from Sichuan University, she was admitted as a senior engineer in the PRC. She was appointed as chairman of the Zhejiang Construction Group Green Technology Innovation Association. She also obtained the honor of “ten million projects” in Zhejiang Province and the construction of beautiful Zhejiang outstanding contribution to individuals.

**范柳鶯女士(「范女士」)**，36歲，現任本公司副總會計師及總監督辦公室主任。彼於審計及核證方面擁有豐富經驗。彼於二零二五年九月加入本集團，擔任副總會計師，並自二零二五年十月起擔任總監督辦公室主任。

范女士於二零一二年十月至二零一六年八月期間，任職於大華會計師事務所(特殊普通合夥)浙江萬邦分所，擔任工程審計助理。二零一六年八月至二零二一年七月期間，她就職於浙江省建工集團，最後職位為助理審計經理。二零二一年七月至二零二五年九月，彼加入浙江省建設投資集團股份有限公司，最後職位為審計督導及審計中心項目經理。

范女士畢業於上海金融學院，獲授予審計學學士學位。

**方佩珍女士(「方女士」)**，50歲，為本公司的項目總監。方女士為浙江建投環保工程有限公司的首席工程師。彼於二零一五年加入浙江環保集團，主要負責監督浙江建投環保工程有限公司的運營。

方女士在環境工程行業擁有約25年的經驗。從二零一九年一月至二零二二年十二月，彼作為子任務負責人參與了浙江省重點研發計劃。從二零二一年一月至二零二四年十月，彼擔任浙江省建設研究項目的項目經理。從二零二三年一月起，彼作為子任務負責人參與了浙江省「尖兵」研發項目。

方女士畢業於四川大學化學工程專業，獲得碩士學位，並被認定為中國高級工程師。彼被任命為浙江建設集團綠色技術創新協會主席。彼還榮獲了浙江省「千萬工程」和為美麗浙江建設做出傑出貢獻的個人榮譽。

# Corporate Governance Report

## 企業管治報告

The Board is pleased to present the corporate governance report of the Company for the Reporting Period.

### Corporate Governance Practices

The Company is committed to maintaining high standards of corporate governance to safeguard the interests of the Shareholders and to enhance corporate value and accountability. The Company has adopted the Corporate Governance Code and the Corporate Governance Report (the “CG Code”) contained in Appendix C1 to the Rules Governing the Listing of Securities on the Stock Exchange (the “Listing Rules”) as its own code of corporate governance since the Listing Date. The Company has complied with all applicable code provisions of the CG Code during the Reporting Period. The Company will continue to review and monitor its corporate governance practices to ensure compliance with the CG Code.

### The Board Responsibilities

The Board is responsible for the overall leadership of the Company, oversees the Company's strategic decisions and monitors business and performance. The Board has delegated the authority and responsibility for day-to-day management and operation of the Company to the senior management of the Company. To oversee particular aspects of the Company's affairs, the Board has established three Board committees including the Audit Committee, the Remuneration Committee and the Nomination Committee of the Company (collectively, the “Board Committees”). The Board has delegated to the Board Committees responsibilities as set out in their respective terms of reference.

All Directors have carried out duties in good faith and in compliance with applicable laws and regulations, and have acted in the interests of the Company and the Shareholders at all times.

The Company has arranged appropriate liability insurance in respect of legal action against the Directors. The insurance coverage will be reviewed on an annual basis.

董事會欣然提呈本公司於報告期間之企業管治報告。

### 企業管治常規

本公司致力於維持高水平的企業管治以保障股東利益、提升企業價值及責任。自上市日期以來，本公司已採納聯交所證券上市規則（「上市規則」）附錄C1所載企業管治守則及企業管治報告（「企業管治守則」）作為其自身的企業管治守則。本公司於報告期間一直遵守企業管治守則項下所有適用守則條文。本公司將繼續審核及監察其企業管治常規，以確保遵守企業管治守則。

### 董事會責任

董事會負責本公司的整體領導，監督本公司戰略決策及監控業務及表現。董事會已向本公司高級管理層授予有關本公司日常管理及經營方面的權力及職責。為監督本公司特定方面的事務，董事會已成立三個董事委員會，分別為本公司審核委員會、薪酬委員會及提名委員會（統稱「董事委員會」）。董事會已向董事委員會授權彼等各自職權範圍所載的職責。

全體董事須以誠信態度執行職責，並遵守適用法例及法規，且始終符合本公司及其股東的利益。

本公司已就法律行動為董事安排適當的責任保險。保險範圍將按年進行審查。

# Corporate Governance Report

## 企業管治報告

### Chairman and Chief Executive Officer

Under code provision A.2.1 of the CG Code, the roles of chairman and chief executive officer should be separated, and should not be performed by the same individual.

During the Reporting Period, Mr. Pang Shujie was the chief executive officer and he resigned on 28 February 2026. Mr. Jiang Wen was appointed as chief executive officer on 18 March 2026. During the period between 28 February 2026 and 18 March 2026, the position of chief executive officer of the Company remains vacant. The daily operation and management of the Company are monitored by the executive Directors. The Board is of the view that although there is no chief executive officer for the period between 28 February 2026 and 18 March 2026, the balance of power and authority is ensured by the operation of the Board, which comprises experienced individuals who would meet from time to time to discuss issues affecting the operation of the Company and the Group. The Board believes that this arrangement enables the Company to make and implement decisions promptly, and thus achieve the Company's objectives efficiently. The Board also believes that the Company already has a strong corporate governance structure in place to ensure effective oversight of management.

Save as disclosed herein, the roles of the chairman and the chief executive officer remains separated with a clear division of responsibilities performed by different individuals to maintain their independence, accountability, well-balanced power and authority.

### Board Composition

As at the date of this annual report, the Board comprises three executive Directors, and one non-executive director and four independent non-executive Directors as follows:

#### Executive Directors:

Mr. ZHANG Guanhua (*Chairman*) (*appointed as the Executive Director and Chairman on 12 May 2025*)

Mr. JIANG Wen (*appointed as the Executive Director on 29 September 2025*)

Mr. YANG Haojiang (*re-designated as the Executive Director on 29 September 2025*)

Mr. PAN Shujie (*appointed as the Chief Executive Officer on 1 January 2025 and resigned as the Chief Executive Officer on 28 February 2026; appointed as the Executive Director on 12 May 2025 and resigned as the Executive Director on 12 February 2026*)

Mr. CHAN Tak Yiu (*resigned as the Executive Director on 12 February 2026*)

Mr. GUAN Manyu (*resigned as the Executive Director and Chairman on 12 May 2025*)

Mr. LI Kar Yin (*resigned as the Executive Director on 30 November 2025*)

#### Non-executive Director:

Mr. JIN Hongliang (*appointed as the Non-executive Director on 12 February 2026*)

### 主席及行政總裁

根據企業管治守則守則條文第A.2.1條，主席及行政總裁的職務應有所區分，且不應由同一人士擔任。

於報告期間，潘樹杰先生曾任行政總裁，並於二零二六年二月二十八日辭任。姜文先生於二零二六年三月十八日獲委任為行政總裁。由二零二六年二月二十八日至二零二六年三月十八日期間，本公司行政總裁職位一直懸空。本公司之日常運作及管理由執行董事監督。董事會認為，儘管於二零二六年二月二十八日至二零二六年三月十八日期間並無行政總裁，由富有經驗成員組成的董事會不時開會討論影響本公司及本集團運作的事宜，其運作已確保權力及授權的平衡。董事會相信該安排讓本公司得以迅速作出及執行決策，從而有效達成本公司之目標。董事會亦認為本公司已有穩健的企業管治架構，確保有效監督管理。

除本報告所披露者外，主席及行政總裁的職務有所區分，其分工明確，各有不同的職責，並分別由不同人士擔任以維持各自職責的獨立性、可問責性以及權力及授權的平衡。

### 董事會組成

於本年報日期，董事會由三名執行董事、一名非執行董事及四名獨立非執行董事組成，載列如下：

#### 執行董事：

張觀華先生(主席)(於二零二五年五月十二日獲委任為執行董事及主席)

姜文先生(於二零二五年九月二十九日獲委任為執行董事)

楊昊江先生(於二零二五年九月二十九日調任為執行董事)

潘樹杰先生(於二零二五年一月一日獲委任為行政總裁，並於二零二六年二月二十八日辭任行政總裁；於二零二五年五月十二日獲委任為執行董事，並於二零二六年二月十二日辭任執行董事)

陳德耀先生(於二零二六年二月十二日辭任執行董事)

管滿宇先生(於二零二五年五月十二日辭任執行董事及主席)

李嘉賢先生(於二零二五年十一月三十日辭任執行董事)

#### 非執行董事：

金宏亮先生(於二零二六年二月十二日獲委任為非執行董事)

# Corporate Governance Report

## 企業管治報告

### Independent Non-executive Directors:

Mr. LAI Yuk Fai Stephen JP (*Lead Independent Non-executive Director*)

Mr. TSE Wai Chun Paul JP

Mr. HO Man Yiu Ivan

Ms. DONG Yuk Lai Petrina

The biographies of the Directors are set out under the section headed "Directors and Senior Management" of this annual report.

During the Reporting Period, the Board has met at all times the requirements under Rules 3.10(1) and 3.10(2) of the Listing Rules relating to the appointment of at least three independent non-executive directors with at least one independent non-executive director possessing appropriate professional qualifications or accounting or related financial management expertise.

During the Reporting Period, the Company has also complied with Rule 3.10A of the Listing Rules relating to the appointment of independent non-executive directors representing at least one-third of the Board. None of the Directors have any personal relationship (including financial, business, family or other material or relevant relationship) with any other Director and chief executive.

### Board diversity policy

The Company believes that the diversity of Board members will be immensely beneficial for the enhancement of the Company's performance. Therefore, the Company has adopted a Board diversity policy which sets out the approach to achieve a sustainable and balanced development of the Company and to enhance the quality of performance.

The Company recognises and embraces the benefit of having a diverse Board to enhance the quality of the Board's performance. All Board appointments will be based on meritocracy, and candidates will be considered against selection criteria.

Selection and recommendation of candidates will be based on the nomination procedures and the process and criteria adopted by the Nomination Committee and a number of perspectives, including but not limited to gender, age, cultural and educational background, industry experience, technical and professional skills and/or qualifications, knowledge, length of services, personal integrity and time commitments of the proposed candidates. The Company will take into account factors relating to the Company's own business model and specific needs from time to time. The ultimate decision is based on merit and contribution that the selected candidates will bring to the Board.

The Nomination Committee has been delegated with the overall responsibility for implementation, monitoring and periodic review of our board diversity policy. Any revisions to the policy as recommended by the Nomination Committee will be submitted to the Board for consideration and approval.

### 獨立非執行董事：

賴旭輝先生(太平紳士)(*牽頭獨立非執行董事*)

謝偉俊先生(太平紳士)

何文堯先生

唐毓麗女士

董事履歷載於本年報「董事及高級管理層」一節。

於報告期間，董事會一直遵守上市規則第3.10(1)及3.10(2)條項下有關於委任至少三名獨立非執行董事且至少一名獨立非執行董事具備適當的專業資格或會計或相關財務管理專業知識的規定。

於報告期間，本公司亦已遵守上市規則第3.10A條有關所委任的獨立非執行董事須佔董事會成員人數至少三分之一的規定。概無董事與任何其他董事或主要行政人員有任何個人關係(包括財務、業務、家族或其他重大或相關關係)。

### 董事會多元化政策

本公司相信董事會成員多元化將對提升本公司表現十分有利，因此，本公司已採納董事會多元化政策，當中訂明達致本公司的可持續及平衡發展，以及提升表現質量的方針。

本公司深知並相信多元化董事會以提升其表現質量帶來的裨益。董事會所有委任將以用人唯才為原則，並根據甄選標準考慮候選人。

甄選及推薦候選人將按提名委員會採納的提名程序、過程及標準，以及一系列觀點為基準，包括但不限於建議候選人的性別、年齡、文化及教育背景、行業經驗、技術及專業技能及／或資歷、知識、服務年期、個人誠信及投入時間。本公司將考慮有關本公司自身的業務模式及不時的具體要求的因素。最終將按選定候選人的優點及將為董事會作出的貢獻而作決定。

提名委員會獲委派全權負責實行、監控及定期審閱我們的董事會多元化政策。提名委員會建議對該政策的任何修訂，將提交予董事會審批。

# Corporate Governance Report

## 企業管治報告

### Measurable objectives of the Board diversity policy and the progress on achieving the objectives

#### *The measurable objectives*

Objective 1: Considering candidates for appointment as Directors from a wide pool of talents taking into account the culture and educational background, expertise and professional experience, skills, experience, knowledge, perspectives and other contributions that would complement the current needs of the Board.

Objective 2: Reviewing annually whether the composition and structure of the Board is suitable for the overall development strategy of the Group based on its business operation and the developmental need to propose adjustment and implementation plans.

#### *Progress on achieving the objectives*

Objective 1: Selection and appointment of the Directors of the Company should be in compliance with the requirements of the Board diversity policy and in line with the overall development strategy of the Group. From the Listing Date, the Nomination Committee will identify the candidates for directorships and recommend to the Board according to the Board diversity policy of the Company for any replacement of Director or an addition to the Board. The Board would also appoint suitable candidates for directorship based on the overall development of the Group and the Board diversity policy of the Company.

Objective 2: The Board targets to maintain at least the current level of female representation. The current arrangement and structure of the Board of the Company is appropriate for the development need of the existing business operation of the Group and is conducive for providing the Company with extensive valuable advice and supervision on decision-making. The Company continually assess the diversity of the Board and objectively consider the composition and effectiveness of the Board for the 2023 financial year.

#### *Workforce diversity*

The gender ratio of male to female in the workforce (including senior management) as at 31 December 2025 is 676:255. Building construction services industry has generally been short of female talents due to social and culture traditions. The total gender diversity of the Group is balanced and the Group will continue to maintain the gender diversity in workforce. For further details of gender ratio and initiatives taken to improve gender diversity together with the relevant data, please refer to the disclosure in the Environmental, Social and Governance Report.

### 董事會多元化政策的可計量目標及達致該等目標的過程

#### *可計量目標*

目標1：將從廣泛人士(包括從文化及教育背景、專長及專業經驗、技能、經驗、知識、觀點以及其他可對董事會目前需求有所補充的貢獻)中考慮委任為董事的候選人。

目標2：每年根據本集團的業務經營情況及發展需要審視董事會組成及架構是否適合本集團的整體發展策略，提出調整實施方案。

#### *達致該等目標的過程*

目標1：本公司的董事選聘應遵守董事會多元化政策規定，符合本集團的整體發展策略。自上市日期起，在需要替換或新增董事時，提名委員會將根據本公司董事會多元化政策物色董事候選人並向董事會提出建議。董事會亦將根據本集團的整體發展以及本公司董事會多元化政策委任合適董事候選人。

目標2：董事會的目標是維持至少當前水平的女性代表席位。本公司目前董事會組成及架構符合本集團目前業務經營發展需要，能夠為本公司提供多方面的寶貴建議和決策監督。本公司在二零二三財政年度持續進行董事會多元化的評估，客觀地考慮董事會的組成和成效。

#### *員工多元化*

於二零二五年十二月三十一日，員工隊伍(包括高級管理層)中的男女比例為676:255。由於社會及文化傳統的原因，建築服務行業普遍缺乏女性人才。本集團整體的性別多元化屬平衡，本集團將繼續維持員工隊伍的性別多元化。有關性別比例及為改善性別多元化所採取的措施的進一步詳情以及相關數據，請參閱環境、社會及管治報告內的披露。

# Corporate Governance Report

## 企業管治報告

All Directors, including independent non-executive Directors, have brought a wide spectrum of valuable business experience, knowledge and professionalism to the Board for its efficient and effective functioning. Independent non-executive Directors are invited to serve on the Audit Committee, the Remuneration Committee and the Nomination Committee.

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

### Induction and Continuous Professional Development

Each newly appointed Director is provided with necessary induction and information to ensure that he/she has a proper understanding of the Company's operations and businesses as well as his/her responsibilities under relevant statutes, laws, rules and regulations. The Company also arranges regular seminars to provide Directors with updates on latest development and changes in the Listing Rules and other relevant legal and regulatory requirements from time to time. The Directors are also provided with regular updates on the Company's performance, position and prospects to enable the Board as a whole and each Director to discharge their duties.

Directors are encouraged to participate in continuous professional development to develop and refresh their knowledge and skills. The company secretary of the Company has from time to time updated and provided written training materials relating to the roles, functions and duties of a director.

全體董事(包括獨立非執行董事)均為董事會帶來各種不同的寶貴營商經驗、知識及專業技能,使其有效率及有效地運作。獨立非執行董事應邀於審核委員會、薪酬委員會及提名委員會任職。

本公司已接獲各獨立非執行董事根據上市規則第3.13條發出之書面年度獨立確認書。本公司認為彼等均屬獨立人士。

### 入職及持續專業發展

各新委任的董事均獲提供必要的入職培訓及資料,以確保其對本公司的營運及業務以及其於相關法規、法例、規則及條例下的責任有適當了解。本公司亦定期為董事安排研討會,以不時為彼等提供上市規則及其他相關法律及監管規定最新發展及變動的更新資料。董事亦定期獲提供有關本公司表現、狀況及前景的最新資料,以便董事會全體及各董事履行彼等的職責。

本公司鼓勵董事參與持續專業發展,以發展及更新彼等的知識及技能。本公司的公司秘書已不時更新及提供有關董事角色、職能及職責的書面培訓資料。

# Corporate Governance Report

## 企業管治報告

According to the information provided by the Directors, a summary of training received by the Directors for the Reporting Period is as follows:

根據董事提供的資料，董事於報告期間獲得的培訓概述如下：

Name of Directors	董事姓名	Nature of Continuous Professional Development Programs 持續專業發展計劃的性質
<i>Executive Directors</i>		
Mr. ZHANG Guanhua (appointed on 12 May 2025)	張觀華先生 (於二零二五年五月十二日獲委任)	A, B, C
Mr. JIANG Wen (appointed on 29 September 2025) <sup>#&amp;##</sup>	姜文先生 (於二零二五年九月二十九日獲委任) <sup>#及##</sup>	A, B, C
Mr. YANG Haojiang (re-designated on 29 September 2025) <sup>#</sup>	楊昊江先生 (於二零二五年九月二十九日獲調任) <sup>#</sup>	A, B, C
Mr. PAN Shujie (appointed on 12 May 2025 and resigned on 12 February 2026)	潘樹杰先生 (於二零二五年五月十二日獲委任，並於二零二六年二月十二日辭任)	A, B, C
Mr. CHAN Tak Yiu (resigned on 12 February 2026)	陳德耀先生 (於二零二六年二月十二日辭任)	A, B, C
Mr. GUAN Manyu (resigned on 12 May 2025)	管滿宇先生 (於二零二五年五月十二日辭任)	A, B, C
Mr. LI Kar Yin (resigned on 30 November 2025)	李嘉賢先生 (於二零二五年十一月三十日辭任)	A, B, C
<i>Non-executive Director</i>		
Mr. Jin Hongliang (appointed on 12 February 2026) <sup>#&amp;##</sup>	金宏亮先生 (於二零二六年二月十二日獲委任) <sup>#及##</sup>	B, C
<i>Independent Non-executive Directors</i>		
Mr. TSE Wai Chun Paul JP	謝偉俊先生 (太平紳士)	A, B, C
Mr. HO Man Yiu Ivan	何文堯先生	A, B, C
Ms. DONG Yuk Lai Petrina	唐毓麗女士	A, B, C
Mr. LAI Yuk Fai Stephen JP	賴旭輝先生 (太平紳士)	A, B, C
Notes:	附註：	
A: Attending seminars and/or meetings and/or forums and/or briefings	A: 參加研討會及／或會議及／或討論會及／或簡介會	
B: Attending training relevant to the Company's business and the Listing Rules conducted by lawyers	B: 參加由律師開展的與本公司業務及上市規則相關的培訓	
C: Reading materials relevant to corporate governance, director's duties and responsibilities, Listing Rules and other relevant ordinances	C: 閱讀與企業管治、董事職責及責任、上市規則及其他相關條例的有關材料	
<sup>#</sup> : Each of Mr. Zhang Guanhua, Mr. Jiang Wen, and Mr. Jiang Hongliang has confirmed that: (i) the legal opinion referred to in Rule 3.09D of the Listing Rules was obtained by him on 12 May 2025, 9 September 2025, and 14 January 2026, respectively; and (ii) he understands his responsibilities as a director of a listed issuer under the Listing Rules.	<sup>#</sup> : 張觀華先生、姜文先生及金宏亮先生各自確認：(i)彼已分別於二零二五年五月十二日、二零二五年九月九日及二零二六年一月十四日取得上市規則第3.09D條所述的法律意見；及(ii)彼明白其作為上市發行人董事在上市規則下的職責。	
<sup>##</sup> : In compliance with Listing Rule 3.09H, first-time directors must complete no less than 24 hours of the continuous professional development required by Rule 3.09F within 18 months of their appointment. Each of Mr. Jiang Wen and Mr. Jin Hongliang has completed 2 hours of the continuous professional development for the period between his appointment date to the date of the annual report.	<sup>##</sup> : 遵照《上市規則》第3.09H的規定，首次擔任董事的人士必須在其獲委任日期起計18個月內，完成《上市規則》第3.09F條所規定的不少於24小時的持續專業發展培訓。姜文先生及金宏亮先生已各自於其委任日期至本年報日期期間完成2小時持續專業發展培訓。	

# Corporate Governance Report

## 企業管治報告

### Appointment and Re-election of Directors

Each of the executive Directors has entered into a service contract with the Company. Pursuant to the service contract, each of them agreed to act as executive Director for an initial term of three years with effect from his appointment date.

The non-executive Director has signed on an appointment letter with the Company for an initial term of three years with effect from his appointment date.

Each of the independent non-executive Directors has signed an appointment letter with the Company for a term of two years with effect from his/her appointment date.

All the Directors and the Company are required to give three months' notice in writing to the other party for termination of the service contract/appointment letter. All the Directors are appointed for a specific term and subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the amended and restated memorandum of association of the Company (the "**Articles of Association**").

None of the Directors has a service contract or appointment letter which is not determinable by the Company within one year without payment of compensation (other than statutory compensation).

The procedures and process of appointment, re-election and removal of Directors are set out in the Articles of Association. The Nomination Committee is responsible for reviewing the Board composition and making recommendations to the Board on the appointment or re-election of Directors and succession planning for Directors.

In accordance with article 83(2) of the Articles of Association, subject to the articles and the law, the Company may by ordinary resolution elect any person to be a Director either to fill a casual vacancy on the Board, or as an addition to the existing Board.

In accordance with article 83(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 addition to the existing Board. Any Director appointed by the Board to fill a casual vacancy shall hold office until the first general meeting of members after his appointment and be subject to re-election at such meeting and any Director appointed by the Board as an addition to the existing Board shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election.

In accordance with article 83(7) of the Articles of Association, the Company may from time to time in general meeting by ordinary resolution increase or reduce the number of Directors but so that the number of Directors shall never be less than two.

### 董事的委任及重選連任

各執行董事已與本公司訂立服務合約。根據服務合約，彼等各自同意擔任執行董事，初始任期自委任日期起生效，為期三年。

非執行董事已與本公司訂立委任函件，初始任期自委任日期起生效，為期三年。

各獨立非執行董事已與本公司訂立委任函件，任期自委任日期起生效，為期兩年。

全體董事及本公司須向另一方發出三個月之書面通知後方能終止服務協議／委任函件。全體董事均有指定任期，並須根據本公司經修訂及重列組織章程大綱（「**組織章程細則**」）在本公司股東週年大會上輪席退任及重選連任。

概無董事與本公司訂立不可於一年內免付賠償（法定賠償除外）而終止的服務合約或委任函件。

董事的委任、重選連任及罷免程序及過程載於組織章程細則。提名委員會負責檢討董事會的組成及就董事的委任或重選連任及繼任計劃向董事會提供推薦建議。

根據組織章程細則第83(2)條，在細則及法律的規限下，本公司可通過普通決議選出任何人士出任董事，以填補董事會臨時空缺或作為現有董事會新增成員。

根據組織章程細則第83(3)條，董事會應有權不時及於任何時間委任任何人士為董事，以填補董事會臨時空缺或作為現有董事會新增成員。任何獲董事會委任以填補臨時空缺的董事任期將直至其獲委任後首屆股東大會為止，並於該大會上進行重選連任，而任何獲董事會委任加入現有董事會的董事任期應僅至本公司下屆股東週年大會為止，屆時將符合資格進行重選連任。

根據組織章程細則第83(7)條，本公司可不時於股東大會上透過普通決議增加或削減董事數目，但董事數目不得少於兩位。

# Corporate Governance Report

## 企業管治報告

### Board Meetings

The Company adopts the practice of holding Board meetings regularly, at least four times a year, and at approximately quarterly intervals. Notices of not less than fourteen days are given for all regular Board meetings to provide all Directors with an opportunity to attend and include matters in the agenda for a regular meeting.

For other Board and Board Committee meetings, reasonable notice is generally given. The agenda and accompanying board papers are dispatched to the Directors or Board Committee members at least three days before the meetings to ensure that they have sufficient time to review the papers and are adequately prepared for the meetings. When Directors or Board Committee members are unable to attend a meeting, they will be advised of the matters to be discussed and given an opportunity to make their views known to the chairman prior to the meeting. Minutes of meetings are kept by the company secretary with copies circulated to all Directors for information and records.

Minutes of the Board meetings and Board Committee meetings are recorded in sufficient detail about the matters considered by the Board and the Board Committees and the decisions reached, including any concerns raised by the Directors. Draft minutes of each Board meeting and Board Committee meeting are sent to the Directors for comments within a reasonable time after the date on which the meeting is held. Minutes of the Board meetings are open for inspection by Directors.

### 董事會會議

本公司採納定期舉行董事會會議的慣例，每年至少舉行四次會議，大約每季一次。全體董事就所有定期董事會會議獲發不少於十四天的通知，令彼等均獲機會出席定期會議並提出議程事項。

就其他董事會及董事委員會會議而言，一般會發出合理時間的通知。會議議程及隨附董事會文件在會議日期前至少三天寄發予董事或董事委員會成員，以確保彼等有充足時間審閱有關文件及充分準備出席會議。倘董事或董事委員會成員未能出席會議，則彼等會獲悉將予討論的事宜及於會議召開前有機會知會主席有關彼等的意見。會議記錄由公司秘書保存，副本將於全體董事間傳閱，以供參閱及記錄。

董事會會議及董事委員會會議的會議記錄會詳盡記錄董事會及董事委員會所考慮的事宜及所達致的決定，包括董事提出的任何問題。各董事會會議及董事委員會會議的會議記錄草擬本會於會議舉行日期後的合理時間內寄送至各董事，以供彼等提出意見。董事會會議記錄可供董事查閱。

# Corporate Governance Report

## 企業管治報告

For the Reporting Period, the Board held nine Board meetings, one annual general meeting and one extraordinary general meeting. The attendance record of each Director is set out below:

於報告期間，董事會舉行九次董事會會議、一次股東週年大會及一次股東特別大會。各董事的出席記錄：

Directors 董事		Board Meetings Attended/Eligible to attend 已出席／有資格 出席董事會會議	General Meetings/ Attended/Eligible to attend 已出席／有資格 出席股東大會
<i>Executive Directors</i> 執行董事			
Mr. ZHANG Guanhua (Chairman) (appointed as the Executive Director and Chairman on 12 May 2025)	張觀華先生(主席)(於二零二五年 五月十二日獲委任為執行董事及主席)	6/6	2/2
Mr. JIANG Wen (appointed as the Executive Director on 29 September 2025)	姜文先生(於二零二五年九月二十九日 獲委任為執行董事)	1/1	1/1
Mr. YANG Haojiang (re-designated as the Executive Director on 29 September 2025)	楊昊江先生(於二零二五年九月二十九日 獲調任為執行董事)	8/9	2/2
Mr. PAN Shujie (appointed as the Chief Executive Officer on 1 January 2025 and resigned as the Chief Executive Officer on 28 February 2026; appointed as the Executive Director on 12 May 2025 and resigned as the Executive Director on 12 February 2026)	潘樹杰先生(於二零二五年一月一日 獲委任為行政總裁，並於二零二六年 二月二十八日辭任行政總裁； 於二零二五年五月十二日獲委任為 執行董事，並於二零二六年二月 十二日辭任執行董事)	6/6	2/2
Mr. CHAN Tak Yiu (resigned as the Executive Director on 12 February 2026)	陳德耀先生(於二零二六年二月十二日 辭任執行董事)	8/9	2/2
Mr. GUAN Manyu (resigned as the Executive Director and Chairman on 12 May 2025)	管滿宇先生(於二零二五年五月十二日 辭任執行董事及主席)	1/3	0/0
Mr. LI Kar Yin (resigned as the Executive Director on 30 November 2025)	李嘉賢先生(於二零二五年 十一月三十日辭任執行董事)	8/8	1/1
<i>Non-executive Director</i> 非執行董事			
Mr. JIN Hongliang (appointed as the Nonexecutive Director on 12 February 2026)	金宏亮先生(於二零二六年二月十二日 獲委任為非執行董事)	0/0	0/0
<i>Independent Non-executive Directors</i> 獨立非執行董事			
Mr. TSE Wai Chun Paul JP	謝偉俊先生(太平紳士)	9/9	2/2
Mr. HO Man Yiu Ivan	何文堯先生	9/9	2/2
Ms. Dong Yuk Lai Petrina	唐毓麗女士	9/9	2/2
Mr. LAI Yuk Fai Stephen JP	賴旭輝先生(太平紳士)	9/9	2/2

Pursuant to code provision C.2.7 of the CG Code, the chairman should hold meetings with independent non-executive Directors without the presence of other Directors at least annually. The Company held 1 meeting on 26 March 2025 in accordance with the CG Code.

根據企業管治守則守則條文第C.2.7條，主席應每年至少一次在其他董事不在場的情況下與獨立非執行董事舉行會議。本公司遵循企業管治守則，於二零二五年三月二十六日舉行一次會議。

# Corporate Governance Report

## 企業管治報告

### Model Code for Securities Transactions by Directors of Listed Issuers (the “Model Code”)

The Company has adopted the Model Code as set out in Appendix C3 to the Listing Rules as its own code of conduct regarding directors’ securities transactions. Having made specific enquiries of all the Directors, each of the Directors has confirmed that he/she has complied with the required standards as set out in the Model Code for the Reporting Period.

For the Reporting Period, the Company has also adopted its own code of conduct regarding employees’ securities transactions on terms no less exacting than the standard set out in the Model Code for the compliance by its relevant employees who are likely to be in possession of unpublished inside information of the Company in respect of their dealings in the Company’s securities.

### Delegation by the Board

The Board reserves for its decision all major matters of the Company, including: approval and monitoring of all policy matters, overall strategies and budgets, internal control and risk management systems, material transactions (in particular those that may involve conflict of interests), financial information, appointment of Directors and other significant financial and operational matters. Directors could have recourse to seek independent professional advice in performing their duties at the Company’s expense and are encouraged to access and to consult with the Company’s senior management independently.

The daily management, administration and operation of the Company are delegated to the senior management. The delegated functions and responsibilities are periodically reviewed by the Board. Approval has to be obtained from the Board prior to any significant transactions entered into by the management.

### Corporate Governance Function

The Board recognizes that corporate governance should be the collective responsibility of the Directors which includes:

- (a) to review and monitor the Company’s policies and practices on compliance with legal and regulatory requirements;
- (b) to review and monitor the training and continuous professional development of Directors and senior management;
- (c) to develop, review and monitor the code of conduct and compliance manual applicable to employees and Directors;
- (d) to develop and review the Company’s policies and practices on corporate governance and make recommendations to the Board and report to the Board on matters;

### 上市發行人董事進行證券交易的標準守則 (「標準守則」)

本公司已採納上市規則附錄C3所載的標準守則，作為其自身有關董事進行證券交易的操守守則。經向全體董事作出特定查詢後，各董事確認，彼等於報告期間已遵守標準守則所載的標準規定。

報告期間，本公司亦已採納其條款不遜於標準守則所載標準的僱員證券交易的自身行為守則，以供可能掌握本公司的未刊發內幕消息的相關僱員遵照買賣本公司證券的規定。

### 董事會之職權委託

董事會保留對本公司所有主要事項之決策權，包括：批准及監察所有政策事宜、整體戰略及預算、內部控制及風險管理系統、重大交易（特別是可能涉及利益衝突的交易）、財務資料、委任董事以及其他重大財務及營運事宜。董事可尋求獨立專業意見以履行其職責，費用由本公司承擔，並鼓勵董事獨立接觸本公司高級管理層並與其商議。

本公司之日常管理、行政及營運已授權高級管理層處理。授權職能及責任由董事會定期審查。管理層代表本公司訂立任何重大交易前須取得董事會批准。

### 企業管治職能

董事會認識到，企業管治應屬董事的集體責任，其中包括：

- (a) 審查及監察本公司在遵守法律及監管規定方面的政策及常規；
- (b) 審查及監察董事及高級管理人員的培訓及持續專業發展；
- (c) 制定、審查及監察僱員及董事的操守準則及合規手冊；
- (d) 制定及審查本公司的企業管治政策及常規，並向董事會提出建議並就相關事項報告董事會；

# Corporate Governance Report

## 企業管治報告

- (e) to review the Company's compliance with the CG Code and disclosure in the corporate governance report; and
  - (f) to review and monitor the Company's compliance with the Company's whistleblowing policy.
- (e) 審查本公司企業管治守則的合規情況及企業管治報告披露；及
  - (f) 審查及監察本公司檢舉政策的合規情況。

During the Reporting Period, the Board reviewed the terms of reference of the Nomination Committee, the Audit Committee and the Remuneration Committee, the Board diversity policy, the dividend policy, the nomination policy and the shareholders communication policy of the Company.

於報告期間，董事會審閱本公司提名委員會、審核委員會及薪酬委員會的職權範圍、董事會多元化政策、股息政策、提名政策及股東溝通政策。

### Board Committees

#### Audit Committee

The Audit Committee comprises four members, namely Ms. Dong Yuk Lai Petrina (Chairlady), Mr. Tse Wai Chun Paul JP, Mr. Ho Man Yiu Ivan and Mr. Lai Yuk Fai Stephen JP, all of them are independent non-executive Directors.

### 董事委員會

#### 審核委員會

於本報告日期，審核委員會由四名成員組成，即唐毓麗女士（主席）、謝偉俊先生（太平紳士）、何文堯先生及賴旭輝先生（太平紳士），彼等均為獨立非執行董事。

The principal duties of the Audit Committee include the following:

審核委員會的主要職責包括以下方面：

1. Being primarily responsible for making recommendations to the Board on the appointment, reappointment and removal of the external auditor, and approving the remuneration and terms of engagement of the external auditor, and considering any questions of its resignation or dismissal;
  2. Monitoring integrity of the Group's financial statements, annual reports and accounts, half year reports and, if prepared for publication, quarterly reports, and reviewing significant financial reporting judgments contained in them;
  3. Reviewing the Group's financial controls, risk management and internal control systems; and
  4. Discussing the risk management and internal control systems with management of the Group to ensure that the management of the Group has performed its duty to have effective systems. This discussion should include the adequacy of resources, staff qualifications and experience, training programs and budget of the Group's accounting and financial reporting function and to rectify any weaknesses that may be revealed from time to time.
1. 主要負責就外聘核數師的委任、重新委任及罷免向董事會提供建議，批准外聘核數師的薪酬及聘用條款，處理任何有關外聘核數師辭職或辭退的問題；
  2. 監察本集團的財務報表、年度報告及賬目、半年報及季度報告（若擬刊發）的完整性，審閱當中所載有關財務申報的重大判斷；
  3. 審查本集團的財務控制、風險管理及內部控制系統；及
  4. 與本集團管理層討論風險管理及內部控制系統，以確保本集團管理層已履行職責建立有效的系統。討論內容應包括本集團在會計及財務申報職能方面的資源、員工資歷及經驗、培訓計劃及預算是否足夠，並糾正不時揭發的任何不足處。

# Corporate Governance Report

## 企業管治報告

The written terms of reference of the Audit Committee are available on the websites of the Stock Exchange and the Company. During the Reporting Period, five meetings of the Audit Committee were held to discuss and consider the following matters:

- reviewed with the management and auditor of the Company the accounting principles and practices adopted by the Group, to discuss the unaudited interim financial statements for the six months ended 30 June 2025;
  - planning meeting covering the engagement with external auditor, and the nature and scope of the audit and reporting obligations before the annual audit commences;
  - reviewed annual results of the Company and its subsidiaries for the year ended 31 December 2025 as well as the audit report prepared by the Company's auditor relating to accounting issues and major findings in course of audit;
  - reviewed the financial reporting system, compliance procedures, internal control (including the adequacy of resources, staff qualifications and experience, training programs and budget of the Company's accounting and financial reporting function), risk management systems and processes; and
  - discussed the re-appointment arrangement of the Company's auditor and the Board had not deviated from any recommendation given by the Audit Committee on the selection, appointment, resignation or dismissal of the Company's Auditor.
- 審核委員會的書面職權範圍可於聯交所及本公司網站查閱。於報告期間，審核委員會舉行過五次會議討論及考慮以下事項：
  - 與本公司管理層及核數師審閱本集團採用的會計政策及慣例，討論截至二零二五年六月三十日止六個月的未經審核中期財務報表；
  - 計劃會議，涵蓋在年度審計開始前委任外聘核數師、審計的性質及範圍以及申報責任；
  - 審閱本公司及其附屬公司於截至二零二五年十二月三十一日止年度的年度業績及本公司核數師就審核過程的會計問題及重大發現所編製的審核報告；
  - 審查財務報告系統、合規程序、內部控制（包括資源是否充足、員工資質及經驗、培訓計劃及本公司的會計預算及財務報告職能）、風險管理系統及程序；及
  - 討論本公司核數師的續聘安排及董事會並未偏離審核委員會在本公司核數師遴選、委任、辭任或罷免方面所給予的任何推薦意見。

The individual attendance record of each member of the Audit Committee is set out below:

審核委員會各成員各自的出席記錄載列如下：

Directors	董事	Attended/Eligible to attend 已出席／ 合資格出席
Mr. DONG Yuk Lai Petrina (Chairlady)	唐毓麗女士 (主席)	5/5
Mr. TSE Wai Chun Paul JP	謝偉俊先生 (太平紳士)	5/5
Mr. HO Man Yiu Ivan	何文堯先生	5/5
Mr. LAI Yuk Fai Stephen JP	賴旭輝先生 (太平紳士)	5/5

# Corporate Governance Report

## 企業管治報告

### Nomination Committee

The Nomination Committee comprises four members, namely Mr. Ho Man Yiu Ivan (Chairman), Mr. Tse Wai Chun Paul JP, Ms. Dong Yuk Shing and Mr. Lai Yuk Fai Stephen JP, all of them are independent non-executive Directors.

The principal duties of the Nomination Committee include the following:

1. Reviewing the structure, size, composition (including the skills, knowledge and experience) and diversity (including but not limited to gender, age, cultural and educational background, or professional experience) of the Board at least annually and making recommendations on any proposed changes to the Board to complement the Group's corporate strategy;
2. Making recommendations to the Board on the appointment or re-appointment of Directors and succession planning for Directors, in particular the chairman of the Board and the chief executive of the Group;
3. Identifying individuals suitably qualified to become members of the Board and selecting or making recommendations to the Board on the selection of individuals nominated for directorship;
4. Assisting the Board in maintaining a board skill matrix;
5. Annually assessing and disclosing its assessment of each director's time commitment and contribution to the Board, taking into consideration their professional qualifications and work experience, listed issuer directorships, other significant external time commitments and other factors or circumstances relevant to their character, integrity, independence and experience; and
6. Assessing the independence of the independent non-executive Directors of the Company and reviewing the independent non-executive Directors' annual confirmations on their independence; and make disclosure of its review results in the corporate governance report of the Company.

The Nomination Committee assesses the candidate or incumbent on criteria such as integrity, experience, skill and ability to commit time and effort to carry out the duties and responsibilities. The recommendations of the Nomination Committee will then be put to the Board for decision. The written terms of reference of the Nomination Committee are available on the websites of the Stock Exchange and the Company.

### 提名委員會

於本報告日期，提名委員會由四名成員組成，即何文堯先生（主席）、謝偉俊先生（太平紳士）、唐毓麗女士及賴旭輝先生（太平紳士），彼等均為獨立非執行董事。

提名委員會的主要職責包括以下方面：

1. 至少每年檢討董事會之架構、人數、組成（包括技能、知識及經驗）及多元化（包括但不限於性別、年齡、文化及教育背景或專業經驗），並就任何建議變動向董事會作出推薦建議，以補充本集團的企業策略；
2. 就董事委聘或續聘以及董事（特別是本集團董事會主席及行政總裁）的繼任計劃向董事會作出推薦建議；
3. 物色具備合適資格可擔任董事會成員的人士，並挑選提名有關人士出任董事職位或就此向董事會作出推薦建議；
4. 協助董事會維持其技能組合；
5. 就各董事對董事會事務投入的時間及作出的貢獻進行年度評估及披露其評估結果，當中考慮各董事的專業資格及工作經驗、上市發行人董事職務、其他重大外部投入時間及有關其個人品格、誠信、獨立性及經驗的其他因素或情況；及
6. 評估本公司獨立非執行董事之獨立性及審視獨立非執行董事就其獨立性而作出的年度確認；並在本公司企業管治報告內披露檢討結果。

提名委員會將按誠信、經驗、技能、能力及履行職責及責任所能夠投入的時間及精力等標準評估候選人或現任人士。提名委員會的推薦意見隨後將提供予董事會作出決策。提名委員會的書面職權範圍可於聯交所及本公司網站查閱。

# Corporate Governance Report

## 企業管治報告

The Nomination Committee has reviewed and assessed each Director's time commitment and contribution to the Board during 2025 and each Director's ability to discharge his or her responsibilities. The Nomination Committee considered that each Director gave sufficient time and attention to the affairs of the Company and undertook his or her responsibilities effectively during 2025, with regard to the following:

- Directors' skills and experience which are set out in the "Directors and Senior Management"
- Each Director's role and positions at the Company and its subsidiaries, as well as his or her external directorships or offices in other companies or organisations and/or other major commitments; and
- Each Director's attendance record at the Board and committee meetings of the Company during the year.

During the Reporting Period, the Nomination Committee held three meetings. The individual attendance record of each member of the Nomination Committee meeting is set out below:

Directors	董事	Attended/Eligible to attend 已出席/ 合資格出席
Mr. HO Man Yiu ( <i>Chairman</i> )	何文堯先生 ( <i>主席</i> )	3/3
Mr. TSE Wai Chun Paul JP	謝偉俊先生 (太平紳士)	3/3
Ms. DONG Yuk Lai Petrina	唐毓麗女士	3/3
Mr. LAI Yuk Fai Stephen JP	賴旭輝先生 (太平紳士)	3/3

The following is a summary of the work performed by the Nomination Committee for the Reporting Period:

- reviewed size, structure and composition of the Board and made recommendations to the Board on re-election of Directors;
- reviewed the Board diversity policy;
- reviewed the independence of the independent non-executive Directors; and
- discussed and reviewed the nomination policy.

提名委員會已審視及評估各董事於二零二五年對董事會事務投入的時間及作出的貢獻，以及各董事履行職責的能力。提名委員會認為，就下列各項而言，各董事於二零二五年已對本公司的事務投入足夠時間和關注，並有效履行其職責：

- 「董事及高級管理層」所載的董事技能及經驗；
- 各董事於本公司及其附屬公司的角色及職位，以及其於外部其他公司或組織擔任的董事或職位及／或其他重大承擔；及
- 各董事於年內本公司董事會及委員會會議的出席紀錄。

於報告期間，提名委員會舉行三次會議。提名委員會各成員各自的出席記錄載列如下：

下列為報告期間提名委員會所進行工作的概要：

- 審閱董事會人數、架構及組成及就重選董事向董事會作出推薦建議；
- 審閱董事會多元化政策；
- 審閱獨立非執行董事的獨立性；及
- 討論及審閱提名政策。

# Corporate Governance Report

## 企業管治報告

### Policy on Directors Nomination

The Group adopted a nomination policy (the “**Nomination Policy**”) on 17 September 2019 (as amended from time to time), summarised below:

#### Objectives

The Nomination Committee assists the Board in making recommendations to the Board on the appointment of Directors and succession planning for Directors. The Nomination Policy provides the key selection criteria and principles of the nomination.

#### Selection Criteria

When making recommendations regarding the appointment of any proposed candidate to the Board or re-appointment of any existing member(s) of the Board, the Nomination Committee shall consider a variety of factors including without limitation the following in assessing the suitability of the proposed candidate:

- (1) Character and integrity;
- (2) Qualifications including professional qualifications, skills knowledge and experience that are relevant to the Company’s business and corporate strategy;
- (3) Willingness to devote adequate time to discharge duties as a Board member;
- (4) The number of existing directorships and other commitments that may demand the attention of the candidate;
- (5) Requirement for the Board to have independent non-executive Directors in accordance with the Listing Rules and whether the candidates would be consider independent with reference to the independence guidelines set out in the Listing Rules;
- (6) Board diversity policy of the Company and any measurable objectives adopted by the Nomination Committee for achieving diversity on the Board; and
- (7) Such other perspectives appropriate to the Company’s business.

The appointment of any proposed candidate to the Board or re-appointment of any existing member(s) of the Board shall be made in accordance with the Articles of Association and other applicable rules and regulations.

### 董事提名之政策

本集團已於二零一九年九月十七日採納提名政策（「**提名政策**」）（經不時修訂），其概述如下：

#### 目標

提名委員會協助董事會就委任董事及董事的繼任計劃向董事會作出推薦建議。提名政策訂明主要甄選標準及提名原則。

#### 甄選標準

於作出有關委任任何董事會候選人入董事會或重新委任董事會現有成員的推薦建議時，提名委員會在評估建議候選人時考慮的因素包括但不限於以下各項：

- (1) 品格與誠實；
- (2) 資格，包括與本公司業務及企業策略相關的專業資格、技能、知識及經驗；
- (3) 是否願意投放足夠時間履行董事會成員的責任；
- (4) 現有董事人數以及其他可能需要候選人關注的承擔；
- (5) 根據上市規則，董事會需包括獨立非執行董事的規定，以及參考上市規則內所載列候選人是否被視獨立的獨立指引；
- (6) 本公司的董事會成員多元化政策以及董事會為達到董事會成員多元化而採納的任何可計量目標；及
- (7) 其他適用於本公司業務的有關因素。

委任任何建議候選人入董事會或重新委任董事會現有成員應根據組織章程細則及其他適用規章制度作出。

# Corporate Governance Report

## 企業管治報告

### Nomination Procedures

In general, the Board shall have the ultimate responsibility for all matters relating to the selection, appointment and re-appointment of Directors. The process to identify potential candidates for the Board would be generally as follows:

- (1) The Nomination Committee and/or Board identifies potential candidates based on the selection criteria, possibly with assistance from external agencies and/or advisors;
- (2) The Nomination Committee and/or the company secretary of the Company provides the Board with the biographical details and details of the relationship between the candidate and the Company and/or Directors, directorships held, skills, and experience other positions which involve significant time commitment and any other particulars required by the Listing Rules, the Companies Law of the Cayman Islands and other regulatory requirements for any candidate for appointment to the Board;
- (3) The Nomination Committee would make recommendations on the proposed candidate(s) and the terms and conditions of the appointment to the Board;
- (4) The Nomination Committee should ensure the proposed candidate(s) will enhance the diversity of the Board, being particularly mindful of gender balance;
- (5) In the case of the appointment of an independent non-executive Director, the Nomination Committee and/or the Board obtains all information in relation to the proposed Director to allow the Board to adequately assess the independence of the Director in accordance with the factors set out in Rule 3.13 of the Listing Rules, subject to any amendments as may be made by the Stock Exchange from time to time; and
- (6) The Board deliberates and decides on the appointment based upon the recommendation of the Nomination Committee.

For retiring Directors subject to re-election, the Nomination Committee will review the overall contribution and service to the Company of the retiring Director including his/her attendance of Board meetings and, where applicable, general meetings of the Company, the level of participation and performance on the Board. The Nomination Committee will also review and determine whether the Director continues to meet the selection criteria and make recommendations to Shareholders of the Company in respect of the proposed re-election of Director at the general meeting of the Company.

The Nomination Policy will be reviewed on a regular basis.

### 提名程序

一般而言，董事會須就有關董事選舉、委任及續聘的所有事宜承擔最終責任。確定董事會潛在候選人的程序一般如下：

- (1) 提名委員會及／或董事會根據甄選標準確定潛在候選人（可能在外部機構及／或顧問協助下進行）；
- (2) 提名委員會及／或本公司的公司秘書向董事會提供候選人個人履歷詳情，以及候選人與本公司及／或董事之間關係的詳情、所擔任董事職務、技能與經驗，投入大量時間的其他職位，以及上市規則、開曼群島公司法及其他監管規定董事會任命任何候選人須提供的任何其他詳情；
- (3) 提名委員會將就建議候選人及委任之條款及條件向董事會作出推薦建議；
- (4) 提名委員會應確保建議候選人將能加強董事會的多元化，尤其要關注性別平衡；
- (5) 就委任獨立非執行董事而言，提名委員會及／或董事會獲取有關建議董事的所有資料，使董事會根據上市規則第3.13條（經聯交所可能不時作出的任何修訂）所載因素充分評估董事的獨立性；及
- (6) 董事會根據提名委員會的推薦建議進行商討並決定是否委任。

就將予以重選的退任董事而言，提名委員會將檢討退任董事對本公司所作的整體貢獻及服務，包括其出席董事會會議及（倘適用）本公司股東大會次數、對董事會的參與程度及表現。提名委員會亦將檢討及釐定董事是否繼續符合甄選標準並於本公司股東週年大會上就建議重選董事向本公司股東作出推薦建議。

提名政策將定期進行審閱。

# Corporate Governance Report

## 企業管治報告

### Remuneration Committee

The Remuneration Committee comprises four members, namely Mr. Tse Wai Chun Paul JP (Chairman), Mr. Ho Man Yiu Ivan, Ms. Dong Yuk Lai Petrina and Mr. Lai Yuk Fai Stephen JP, all of them are independent non-executive Directors.

The principal duties of the Remuneration Committee include the following:

1. Making recommendations to the Board on the Company's policy and structure for all Directors' and senior management remuneration and on the establishment of a formal and transparent procedure for developing remuneration policy;
2. Making recommendations to the Board on the remuneration packages of individual executive Directors and senior management of the Group, including benefits in kind, pension rights and compensation payments, including any compensation payable for loss or termination of their office or appointment. The Remuneration Committee shall consider salaries paid by comparable companies, time commitment and responsibilities, and employment conditions elsewhere in the Group; and
3. Making recommendations to the Board on the remuneration of non-executive Directors.

The written terms of reference of the Remuneration Committee are available on the websites of the Stock Exchange and the Company.

For the Reporting Period, the Remuneration Committee held three meetings. The individual attendance record of each member of the Remuneration Committee meeting is set out below:

Directors	董事	Attended/Eligible to attend 已出席/ 合資格出席
Mr. TSE Wai Chun Paul JP (Chairman)	謝偉俊先生(太平紳士)(主席)	2/3
Mr. HO Man Yiu Ivan	何文堯先生	3/3
Ms. DONG Yuk Lai Petrina	唐毓麗女士	3/3
Mr. LAI Yuk Fai Stephen JP	賴旭輝先生(太平紳士)	3/3

The following is a summary of the work performed by the Remuneration Committee for the Reporting Period:

- made recommendations to the Board on the remuneration policy and structure of Directors and senior management;

### 薪酬委員會

提名委員會由四名成員組成，即謝偉俊先生(太平紳士)(主席)、何文堯先生、唐毓麗女士及賴旭輝先生(太平紳士)，彼等均為獨立非執行董事。

薪酬委員會之主要職責包括以下：

1. 就本公司全體董事及高級管理人員的薪酬政策及架構，以及就設立正規且具透明度的程序制訂薪酬政策，向董事會作出推薦建議；
2. 向董事會作出有關本集團個別執行董事及高級管理層的薪酬待遇(包括實物利益、退休金權利及賠償金(包括喪失或終止職務或委任應付的賠償)的推薦建議。薪酬委員會須考慮同類公司支付的薪金、須投入的時間及職責，以及本集團內其他職位的僱用條件；及
3. 就非執行董事的薪酬向董事會作出推薦建議。

薪酬委員會之書面職權範圍於聯交所及本公司網站可供查閱。

於報告期間，薪酬委員會舉行三次會議。薪酬委員會各成員各自的出席記錄載列如下：

下列為報告期間薪酬委員會所進行工作的概要：

- 就董事及高級管理層的薪酬政策及架構向董事會提出建議；

# Corporate Governance Report

## 企業管治報告

- assessed performance of executive Directors;
  - approved specific remuneration packages of all executive Directors and senior management;
  - made recommendations to the Board of the remuneration of non-executive Directors; and
  - conduct the salary review of the Group for the year ended 31 December 2025.
- 評估執行董事的表現；
  - 批准全體執行董事及高級管理層的具體薪酬待遇；
  - 就非執行董事的薪酬向董事會提出建議；及
  - 進行截至二零二五年十二月三十一日止年度的本集團薪酬檢討。

### Remuneration of Directors and Senior Management

Details of the remuneration by band of the members of the Board and senior management of the Company, whose biographies are set out on pages 20 to 30 of this annual report, for the Reporting Period, are set out below:

### 董事及高級管理層之薪酬

報告期間，本公司董事會及高級管理層成員（其履歷詳情載於本年報第20至30頁）按範圍劃分的薪酬詳情載列如下：

Remuneration band (HK\$)		Number of Directors	Number of Senior Management	Total Number of individuals
薪酬範圍 (港元)		董事人數	高級管理層人數	總人數
		Note (a)	Note (b)	
		附註(a)	附註(b)	
0 to 1,000,000	0至1,000,000	9	2	2
1,000,001 to 2,000,000	1,000,001至2,000,000	1	1	1
2,000,001 to 3,000,000	2,000,001至3,000,000	1	1	1
3,000,001 to 4,000,000	3,000,001至4,000,000	-	-	-
4,000,001 to 5,000,000	4,000,001至5,000,000	1	1	1

No emoluments were paid by the Group to the directors or past directors of the Company and the senior management (including five highest paid individuals) as an inducement to join or upon joining the Group or as compensation for loss of office during the year ended 31 December 2025 (2024: nil).

截至二零二五年十二月三十一日止年度，本集團並無向本公司董事或前任董事及高級管理層（當中包括五名最高薪酬人士）支付酬金，作為加入本集團或加入本集團時的獎金或作為離職補償（二零二四年：無）。

Notes:

附註：

(a) The Directors of the Company during the Reporting Period are Mr. Zhang Guanhua (appointed on 12 May 2025), Mr. Jiang Wen (appointed on 29 September 2025), Mr. Pan Shujie (appointed on 12 May 2025 and resigned on 12 February 2026), Mr. Guan Manyu (resigned on 12 May 2025), Mr. Chan Tak Yiu (resigned on 12 February 2026), Mr. Yang Haojiang, Mr. Li Kar Yin (resigned on 11 November 2025), Mr. Jin Hongliang (appointed on 12 February 2026), Mr. Tse Wai Chun Paul JP, Mr. Ho Man Yiu Ivan, Ms. Dong Yuk Lai Petrina, and Mr. Lai Yuk Fai Stephen JP.

(a) 在報告期間，本公司董事會成員包括張觀華先生（於二零二五年五月十二日獲委任）、姜文先生（於二零二五年九月二十九日獲委任）、潘樹杰先生（於二零二五年五月十二日獲委任並於二零二六年二月十二日辭任）、管滿宇先生（於二零二五年五月十二日辭任）、陳德耀先生（於二零二六年二月十二日辭任）、楊昊江先生、李嘉賢先生（於二零二五年十一月十一日辭任）、金宏亮先生（於二零二六年二月十二日獲委任）、謝偉俊先生（太平紳士）、何文堯先生、唐毓麗女士及賴旭輝先生（太平紳士）。

(b) The senior management of the Company during the Reporting Period are Ms. Fang Xuan, Mr. Jiang Maqi, Mr. Chueng Siu Wah, Ms. Fan Liuying and Ms. Fang Peizhen.

(b) 在報告期間，本公司高級管理人員包括方璇女士、蔣馬琦先生、張少華先生、范柳鶯女士及方佩珍女士。

# Corporate Governance Report

## 企業管治報告

### Directors' Responsibilities for Financial Reporting in Respect of Financial Statements

The Directors acknowledge their responsibility for preparing the financial statements for the Reporting Period which give a true and fair view of the affairs of the Group's and of the Group's results and cash flows.

The management has provided to the Board such explanation and information as are necessary to enable the Board to carry out an informed assessment of the Company's financial statements, which are put to the Board for approval. The Company provides all members of the Board with monthly updates on Company's performance, positions and prospects.

The Directors were not aware of any material uncertainties relating to events or conditions which may cast significant doubt upon the Company's ability to continue as a going concern.

The statement by the Auditor regarding their reporting responsibilities on the consolidated financial statements of the Group is set out in the Independent Auditor's Report on pages 84 to 95 of this annual report.

### Risk Management and Internal Control

The Board is responsible for maintaining sound and effective internal control and risk management systems in order to safeguard the Group's assets and its Shareholders' interests and reviewing their effectiveness on an annual basis so as to ensure that internal control and risk management systems in place are adequate. Such systems are designed to manage rather than eliminate the risk of failure to achieve business objectives, and can only provide reasonable and not absolute assurance against material misstatement or loss. The Audit Committee, acting on behalf of the Board, reviews the effectiveness of the Group's risk management and internal control systems on an on-going basis and reports to the Board on, at least, an annual basis. The management is responsible for designing, implementing and monitoring of the Group's risk management framework and internal control system. The Company also has an internal audit function which primarily carries out the analysis and independent appraisal of the adequacy and effectiveness of the Group's risk management and internal control systems, and reports their findings to the Board on, at least, an annual basis.

The Group's internal control system includes a well-established organizational structure with clearly defined lines of responsibility and authority. The day-to-day departmental operations are entrusted to individual department which is accountable for its own conduct and performance and is required to operate its own department's business within the scope of the delegated authority and to implement and strictly adhere to the strategies and policies set by the Group from time to time. Each department is also required to keep the Board informed of material developments of the department's business and implementation of the policies and strategies set by the Board on a regular basis so as to identify, evaluate and manage significant risks in a timely manner.

### 董事就財務報表之財務報告責任

董事深知其就編製於報告期間之財務報表之責任，並對本集團事務及本集團之業績及現金流量真實公平地發表意見。

管理層已向董事會提供董事會就本公司財務報表做出知情評估所需的說明及資料，須待董事會批准方可作實。本公司向董事會所有成員提供有關本公司的表現、狀況及展望的每月最新資料。

董事並不知悉有關可能導致本公司的持續經營能力存在重大疑問的事件或狀況的任何重大不明朗因素。

核數師有關本集團綜合財務報表申報責任的聲明，載於本年報第84至95頁的獨立核數師報告。

### 風險管理及內部控制

董事會負責維持健全和有效的內部控制及風險管理系統，以保障本集團的資產及其股東的利益，亦負責每年審閱彼等的有效性，以確保現行的內部控制及風險管理系統為充分足夠。有關系統旨在管理而非消除未能達致業務目標之風險，僅可就重大錯誤陳述或損失提供合理而非絕對保障。審核委員會（代表董事會）持續檢討本集團風險管理及內部控制系統的有效性並至少每年向董事會報告。管理層負責設計、實施及監控本集團風險管理架構及內部控制系統。本公司亦有內部審核職能，主要負責對本集團的風險管理及內部控制系統之充分性和有效性進行分析及獨立評核，並至少每年向董事會報告其結果。

本集團的內部控制系統包括一套完善的組織架構，有明確界定的責任和權限。日常部門的運作委託給個別部門，對其行為和表現負責，並要求在授權範圍內經營自身部門的業務，並執行和嚴格遵守由本集團不時設定的戰略及政策。各部門亦須向董事會通報部門業務的重大發展，以及實施由董事會定期制定的政策和戰略的情況以便即時識別、評估及管理重大風險。

# Corporate Governance Report

## 企業管治報告

In addition, the Company has engaged an independent internal control adviser to carry out a review on the internal control system and risk management system of the Group. The review involves all material monitoring aspects, including but not limited to finance, operation, compliance and risk management. The adviser has conducted analysis and independent assessment on the adequacy and the effectiveness of the internal control system and risk management of the Group, and has submitted the findings and recommendations to the Audit Committee and the Board.

The Group is aware of its obligation under the Securities and Futures Ordinance (the "SFO"), the Listing Rules and the overriding principle that inside information should be announced on a timely manner and conducts its affairs in strict compliance with the applicable laws and regulations prevailing in Hong Kong. The Group has established disclosure mechanism regarding the procedures of identifying inside information and preserving its confidentiality until proper dissemination with the Board's approval through the electronic publication systems operated by the Stock Exchange and the Company. Unauthorised access and use of inside information are strictly prohibited. Any potential inside information identified by senior management will be assessed, and where appropriate, will be escalated for the attention of the Board to resolve on further actions. The Board assesses the likely impact of any unexpected and significant event and decides whether the relevant information is considered inside information and needs to be disclosed as soon as reasonably practicable pursuant to Rules 13.09 and 13.10 of the Listing Rules and the Inside Information Provisions under Part XIV A of the SFO.

The Board has reviewed the effectiveness of the internal control and risk management systems of the Group for the Reporting Period, to ensure that a sound system is maintained and operated by the management in compliance with the agreed procedures and standards. The review covered all material controls, including financial, operational and compliance controls and risk management functions. In particular, the Board considered the resources, staff qualifications and experience, training programs and budget of the Group's accounting, internal audit and financial reporting functions are adequate. The review was conducted through discussions with the management of the Group, its external and internal auditors and the assessment performed by the Audit Committee. The Board believes that the existing risk management and internal control systems are adequate and effective, in particular, for financial reporting and Listing Rules compliance as well as for resolving internal control defects (if any).

此外，本公司已聘請獨立內部監控顧問審查本集團的內部監控系統及風險管理系統。審查工作涉及所有重大監察方面，包括但不限於財務、營運、合規及風險管理。該顧問已對本集團內部監控系統及風險管理的充分性及有效性進行分析及獨立評估，並已向審核委員會及董事會提交結果及推薦建議。

本集團知悉根據證券及期貨條例（「證券及期貨條例」）、上市規則以及首要原則，其有責任及時公佈內幕消息及嚴格遵照香港現行適用法律及法規執行本公司事務。本集團已制訂披露機制，規管識別內幕消息及在董事會批准以聯交所及本公司操作的電子刊發系統妥為發佈前就有關消息進行保密的程序。本集團嚴禁於未經授權的情況下接觸及使用內幕消息。任何經高級管理層確認的潛在內幕消息將予評估，及在適當情況下將提呈予董事會決議，以作進一步行動。董事會評估任何無法預料及重大事件可能帶來的影響，並釐定有關資料根據上市規則第13.09及13.10條以及證券及期貨條例第XIVA部內幕消息條文是否被視為內幕消息及是否須於合理可行情況下盡快予以披露。

董事會已檢討本集團於報告期間內部控制及風險管理系統的功效，以確保管理層按照商定的程式和標準維護和運營一個健全的系統。檢討涵蓋所有重大控制，包括財務、運營及合規控制以及風險管理職能。尤其是，董事會認為資源、員工質素及經驗、培訓課程及本集團會計預算、內部審查及財務報告職能乃充足。檢討乃通過與本集團管理層與外部和內部核數師討論以及審核委員會進行評估進行。董事會認為，現有的風險管理及內部控制系統是充分和有效的，特別是對於財務報告及上市規則的合規性以及解決內部控制缺陷（如有）方面。

# Corporate Governance Report

## 企業管治報告

### Dividend Policy

The Group adopted a dividend policy (the “**Dividend Policy**”) on 17 September 2019, summarised below:

The Group is committed to maintaining sufficient resources and flexibility to meet the Group’s financial and operational requirements. At the same time, the Company continually seeks ways to enhance Shareholders’ value to ensure sustainable long-term yields for Shareholders.

Under the Dividend Policy, the declaration and payment of dividends shall be determined or recommended, as appropriate, by the Board at its absolute discretion after taking into account the Group’s financial results, future prospects and other factors, and subject to limitation of:

- (1) the Articles of Association of the Company;
- (2) the applicable restrictions and requirements under the laws of the Cayman Islands;
- (3) actual and expected financial performance of the Group;
- (4) retained earnings and distributable reserves of the Company and each of the other members of the Group;
- (5) economic conditions and other internal or external factors that may have impact on the business or financial performance and position of the Group;
- (6) business strategies of the Group, including future cash commitments and investment needs to sustain the long-term growth aspect of the business;
- (7) the current and future operations, liquidity and capital requirement of the Group;
- (8) statutory and regulatory restrictions; and
- (9) other factors that the Board deems appropriate.

Any final dividends declared by the Company must be approved by an ordinary resolution of the Shareholders at an annual general meeting and must not exceed the amount recommended by the Board. The Board may from time to time pay to the Shareholders such interim and/or special dividends as it considers to be justified by the profits of the Group.

Under the Cayman Islands Companies Act and the Articles of Association, all of the Shareholders have equal entitlement to dividends and distributions. The Board shall have the right to review the Dividend Policy from time to time as it deems fit according to the financial and business development requirements of the Group.

The Board confirmed that all dividend decisions were made in accordance with the Company’s dividend policy.

### 股息政策

本集團於二零一九年九月十七日採納一項股息政策（「**股息政策**」），其概述如下：

本集團致力維持充足資源及靈活性以迎合本集團財政及營運需求。同時，本公司不斷尋求提升股東價值的方法，以確保股東的可持續性長期收益。

根據股息政策，宣派及派付股息應由董事會考慮本集團財務業績、未來前景及其他因素後全權酌情釐定或建議（如適合），並受以下各項限制：

- (1) 本公司之組織章程細則；
- (2) 開曼群島法律下的適用限制及規定；
- (3) 本集團之實際及預期財務表現；
- (4) 本公司及本集團其他成員之保留盈利及可供分派儲備；
- (5) 可能對本集團業務或財務表現及狀況產生影響的經濟狀況及其他內部或外部因素；
- (6) 本集團業務策略，包括未來現金承諾及投資需求以維持業務方面的長期增長；
- (7) 本集團現有及未來經營、流動資金及資本規定；
- (8) 法定及規管限制；及
- (9) 董事會視作合適的其他因素。

本公司宣派任何末期股息必須經股東於股東週年大會上以普通決議案予以批准，且金額不得超過董事會所建議的金額。董事會可根據本集團之溢利不時向股東派付其認為合適的中期及／或特別股息。

根據開曼群島公司法及組織章程細則，全體股東享有同等股息及分派之權利。董事會有權於其認為合適時按本集團財政及業務發展需求不時審閱股息政策。

董事會確認所有股息決定均根據本公司的股息政策作出。

# Corporate Governance Report

## 企業管治報告

### Auditor's Remuneration

The remuneration for the audit and non-audit services provided by the Auditor to the Company for the Reporting Period was approximately as follows:

Type of Services 服務類別	Amount (HK\$'000) 金額 (千港元)
Audit and audit related services	審核及審核相關服務
– Audit	– 審核 2,750
– Assurance service on continuing connected transactions	– 對持續關連交易的鑒證服務 50
– Group reporting service	– 集團報告服務 150
Non-assurance services	非鑒證服務
– Tax filing	– 報稅 132
– Agreed upon procedures on annual results announcement	– 有關全年業績公告的 協定程序 50
Total	總計 3,132

### Company Secretary

The company secretary supports the chairman, Board and Board committees by ensuring good information flow and Board policy and procedures are followed. The company secretary is responsible for ensuring the proper convening and conducting of the Board and Board Committees meetings, with the relevant notices, agenda, and the Board and Board Committees papers being provided to the Directors and the relevant Board Committees members respectively in a time manner before the meetings. The company secretary is responsible for keeping minutes of all the Board and Board Committees meetings. The Board and the Board Committees minutes are available for inspection by the Directors and the relevant Board Committees members.

Mr. Lau King Ho (“**Mr. Lau**”) has been appointed as the Company Secretary on 16 July 2021. Mr. Lau meets the qualification requirements for company secretary under Rule 3.28 of the Listing Rules. Mr. Lau possesses the requisite qualification and experience of a company secretary as required under Rule 3.28 of the Listing Rules.

For the Reporting Period, Mr. Lau have undertaken not less than 15 hours of relevant professional training respectively in compliance with Rule 3.29 of the Listing Rules.

### 核數師薪酬

報告期間，核數師向本公司提供的審核及非審核服務薪酬概略如下：

### 公司秘書

公司秘書支援主席、董事會及董事會轄下委員會，確保資訊無阻以及董事會政策及程序得到遵循。公司秘書負責確保董事會及董事委員會會議妥善召開及進行，並於會議前及時將相關通知、議程及董事會及董事委員會文件分別提供予董事及相關董事委員會成員。公司秘書負責保存所有董事會及董事委員會會議的會議記錄。董事會及董事委員會的會議記錄可供董事及相關董事委員會成員查閱。

劉景浩先生（「**劉先生**」）已於二零二一年七月十六日獲委任為公司秘書。劉先生符合上市規則第3.28條項下關於公司秘書的資格要求，並具備上市規則第3.28條規定的公司秘書所需的資歷及經驗。

報告期間，劉先生已根據上市規則第3.29條接受不少於15小時相關專業培訓。

# Corporate Governance Report

## 企業管治報告

### Communication with Shareholders and Investor Relations

The Company considers that effective communication with the Shareholders is essential for enhancing investor relations and understanding of the Company's business, performance and strategies. The Company also recognizes the importance of timely and non-selective disclosure of information, which will enable Shareholders and investors to make the informed investment decisions.

The annual general meeting of the Company provides opportunity for the Shareholders to communicate directly with the Directors. The chairman of the Company and the chairmen of the Board Committees of the Company will attend the AGMs to answer Shareholders' questions. The Company's Auditor will also attend the AGMs to answer questions about the conduct of the audit, the preparation and content of the auditor's report, the accounting policies and auditor independence.

To promote effective communication, the Company adopts a Shareholders' communication policy which aims at establishing a two-way relationship and communication between the Company and the Shareholders and maintains a website of the Company at <https://www.cr-construction.com.hk>, where up-to-date information on the Company's business operations and developments, financial information, corporate governance practices and other information are available for public access.

### Shareholders' Rights

To safeguard Shareholders' interests and rights, a separate resolution will be proposed for each substantially separate issue at general meetings, including the election of individual Directors.

All resolutions put forward at general meetings will be voted by poll pursuant to the Listing Rules and poll results will be posted on the websites of the Company and the Stock Exchange in a timely manner after each general meeting.

### 與股東之溝通及投資者關係

本公司認為與股東之有效溝通，對改善投資者關係及了解本公司業務、表現及策略而言至關重要。本公司亦確認適時及非選擇性披露資料之重要性，將有助股東及投資者作出知情投資決定。

本公司股東週年大會提供股東與董事直接溝通的機會。本公司主席及本公司董事委員會主席將出席股東週年大會解答股東提問。本公司核數師亦將出席股東週年大會，並解答有關審計行事、核數師報告的編製及內容、會計政策及核數師獨立性的提問。

為推動有效溝通，本公司採用以創建本公司與股東之間雙向關係及溝通為目標的股東溝通政策，及維持本公司網站 <https://www.cr-construction.com.hk> 作為知悉本公司業務營運及發展、財務資料、企業管治常規及其他可供公眾查閱之資料的有效途徑。

### 股東權利

為保障股東的利益及權利，本公司會於股東大會上就各重大獨立事項（包括選舉個別董事）提呈獨立決議案。

於股東大會上提呈的所有決議案將根據上市規則以投票方式進行表決，投票結果將於各股東大會後適時於本公司及聯交所網站刊登。

# Corporate Governance Report

## 企業管治報告

### Convening of extraordinary general meeting and putting forward proposals

Shareholders may put forward proposals for consideration at a general meeting of the Company according to the Articles of Association. In accordance with article 58 of the Articles of Association, any one or more members holding as at date of deposit of the requisition not less than one-tenth of the paid-up capital of the Company carrying the right of voting at general meetings of the Company shall at all times have the right, by written requisition to the Board or the secretary of the Company at the headquarters of the Company in Hong Kong, specifying the shareholding information of the Shareholder(s), his/her/their contact details and the proposal regarding any specifying transaction/business and its supporting documents, to require an extraordinary general meeting of the Company 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 the requisitioner(s) himself (themselves) may do so in the same manner, and all reasonable expenses incurred by the requisitioner(s) as a result of the failure of the Board shall be reimbursed to the requisitioner(s) by the Company.

As regards proposing a person for election as a Director, the procedures are available on the website of the Company.

### Enquiries to the Board

Shareholders who intend to put forward their enquiries about the Company to the Board could send their enquiries together with his/her/their contact details, such as postal address, email or fax, either by post or by email, addressing to the Board or the secretary of the Company at the headquarters of the Company at Units 3-16, 32/F., Standard Chartered Tower, Millennium City 1, 388 Kwun Tong Road, Kwun Tong, Kowloon, Hong Kong or at [ir@czcgl.com.hk](mailto:ir@czcgl.com.hk).

### Change in Constitutional Documents

The Company adopted the amended and restated Memorandum and Articles of Association of the Company on 17 September 2019, which took effect on the Listing Date. A copy of the amended and restated Memorandum and Articles of Association of the Company is posted on the Stock Exchange's website at [www.hkexnews.hk](http://www.hkexnews.hk) and the Company's website at [www.cr-construction.com.hk/](http://www.cr-construction.com.hk/). During the year ended 31 December 2023, the Company has adopted the second amended and restated memorandum and articles of association of the Company by special resolution passed on 23 June 2023 and effective on the same day. Saved as disclosed, there was no change in the second amended and restated memorandum and articles of association of the Company during the year ended 31 December 2025.

### 召開股東特別大會及提呈建議

股東可根據組織章程細則向本公司股東大會提呈建議以供考慮。根據組織章程細則第58條，於遞交要求當日持有不少於本公司十分之一附有權利可於本公司股東大會上投票的繳足股本的任何一名或以上股東應一直有權透過向於本公司於香港的總部的董事會或本公司公司秘書遞交書面要求、詳列股東的持股資料、彼／彼等的聯絡詳情及有關任何特定交易／業務的建議及其支持文件後，要求董事會召開本公司股東特別大會，以處理有關要求所列明的任何事項。有關大會須於遞交有關要求後兩個月內舉行。倘於遞交有關要求後21天內董事會未能召開有關大會，則要求人士可按相同方式自行召開有關大會，而有關要求人士因董事會未能召開大會而產生的所有合理費用應由本公司向有關要求人士進行償付。

關於建議某位人士參選董事的事宜，可於本公司網站參閱有關程序。

### 向董事會提出查詢

股東如欲向董事會作出有關本公司的查詢，可將其查詢連同彼／彼等的聯絡詳情，如郵政地址、電郵或傳真，以郵寄或電郵方式發送至本公司總部（香港九龍觀塘觀塘道388號創紀之城一期渣打中心32樓3-16室）董事會或本公司秘書或 [ir@czcgl.com.hk](mailto:ir@czcgl.com.hk)。

### 章程文件的更改

本公司已於二零一九年九月十七日採納經修訂及經重列組織章程大綱及細則，其於上市日期生效。本公司之經修訂及經重列組織章程大綱及細則副本於聯交所網站([www.hkexnews.hk](http://www.hkexnews.hk))及本公司網站([www.cr-construction.com.hk](http://www.cr-construction.com.hk))公佈。於截至二零二三年十二月三十一日止年度，本公司透過於二零二三年六月二十三日通過的特別決議案採納第二份經修訂及重列之本公司組織章程大綱及細則，並於同日生效。除所披露者外，於截至二零二五年十二月三十一日止年度，第二份經修訂及重列之本公司組織章程大綱及細則並無變動。

# Report of the Directors

## 董事會報告

The Board of Directors is pleased to present this Directors' report together with the audited consolidated financial statements of the Group for the Reporting Period.

### Corporate Information and Listing

The Company was incorporated in the Cayman Islands on 20 July 2017 as an exempted company with limited liability under the laws of the Cayman Islands.

The Company's Shares were listed on the Main Board of the Stock Exchange on 16 October 2019.

### Principal Activities

#### Construction Operations

The principal activity of the Company is investment holding. The Group is a long established main contractor principally engaged in the provision of (i) building construction services and (ii) RMAA works in Hong Kong, Malaysia and United Kingdom. An analysis of the principal activities of the Group during the Reporting Period is set out in the section headed "Management Discussion and Analysis" in this annual report.

### Environmental Operations

ZCIEE is primarily consist of environmental works for the construction, restoration, and operation of wastewater and recycled water treatment plants, water distribution plants and other environmental facilities and infrastructure, as well as architectural services related to environmental improvement in the PRC.

### Business Review

A fair review of the business of the Group as required pursuant to Schedule 5 to the Companies Ordinance (Cap. 622 of the Laws of Hong Kong) including the description of the principal risks and uncertainties facing the Group and an indication of likely future development in the Company's business is set out in the section headed "Chairman's Statement" and "Management Discussion and Analysis" on pages 5 to 19 of this annual report. These discussions form part of Directors' report. Moreover, the details of the financial risk management of the Group are disclosed in Note 36 to the financial statements.

### Environmental, Social and Governance Report

The Group is committed to supporting environmental protection to ensure business development and sustainability. Please refer to the section headed "Environmental, Social and Governance Report" during the Reporting Period.

董事會欣然呈列本董事會報告以及本集團於報告期間的經審核綜合財務報表。

### 公司資料及上市

本公司於二零一七年七月二十日於開曼群島根據開曼群島法例註冊成立為獲豁免有限公司。

本公司的股份於二零一九年十月十六日在聯交所主板上市。

### 主要業務

#### 建築業務

本公司的主要業務為投資控股。本集團為歷史悠久之總承建商，主要於香港、馬來西亞及英國從事提供(i)樓宇建築服務及(ii) RMAA工程。本集團於報告期間主要業務的分析載於本年報「管理層討論及分析」一節。

### 環保業務

浙建環保主要於中國從事建設、修復及運營污水及再生水處理廠以及配水廠及其他環境相關設施及基礎設施，以及環境改善相關的建築服務。

### 業務回顧

根據公司條例(香港法例第622章)附表5之要求為本集團編製一份持平之業務回顧(包括本集團所面臨主要風險及不明朗因素之描述)及本公司業務可能的未來發展趨向載於本年報第5至19頁之「主席報告」及「管理層討論及分析」章節內。該等討論構成董事會報告之一部分。此外，有關本集團財務風險管理的詳情披露於財務報表附註36。

### 環境、社會及管治報告

本集團致力於支持環境保護，以確保業務發展和可持續性。有關我們報告期間的環境、社會及管治政策及表現的詳情，請參閱「環境、社會及管治報告」。

# Report of the Directors

## 董事會報告

### Environmental Policies and Performance

Our Directors believe that it is essential for the Group to commit and maintain high standard of environmental protection in order to support environmental protection and to prevent pollution in balance with socio-economic needs as well as to address the needs of a broad range of interested parties. In the course of delivery of its services, the Group (i) focused on prevention of pollution, waste minimisation and resource conservation as critical considerations within our core management process; (ii) complied with applicable legal requirements and other requirements which relate to its environment aspects; and (iii) established, implemented and maintained the environmental management system and strive for continual improvement in environmental performance.

The Group had maintained minimal number of environmental-related non-compliance incidents. There were 0 conviction case in 2025 of violating the relevant environmental laws and regulations. We will continue to implement our environmental policy to avoid any violation of applicable environmental-related laws or regulations.

Please refer to further disclosures on the environmental aspects in the Environmental, Social and Governance Report included in this annual report.

### Results

The Group's profit for the Reporting Period and the Group's financial position as at that date are set out in the consolidated financial statements on pages 96 to 223 of this annual report.

### Final Dividend

The Board does not recommends the payment of a final dividend (2024: HK1.8 cents) in respect of the year ended 31 December 2025.

There is no arrangement under which a Shareholder has waived or agreed to waive any dividends.

### Financial Summary

A summary of the published results and assets and liabilities of the Group for the last five financial years is set out on page 224 of this annual report. This summary does not form part of the audited consolidated financial statements of the Group.

### 環保政策及表現

董事認為，本集團必須致力維持高水準的環境保護，以於兼顧社會經濟需求的情況下支持環保及防止污染，並滿足眾多利益相關方的需求。在提供服務的過程中，本集團(i)將防止污染、減少廢物及節約資源作為核心管理程序的重要考慮因素；(ii)遵守適用的法律規定及與環境層面有關的其他規定；及(iii)建立、實施及維持環境管理體系，致力不斷提高環境表現。

本集團已將與環境有關的違規事件的數量維持於最低水平。於二零二五年並無項違反環境相關法律法規的定罪。我們將會繼續推行環保政策，以避免違反適用的環境相關法律或法規。

有關環境方面的進一步披露請參閱本公司刊發之環境、社會及管治報告。

### 業績

本集團報告期間之溢利以及本集團於該日期之財務狀況載於本年報第96至223頁之綜合財務報表。

### 末期股息

董事會不建議就截至二零二五年十二月三十一日止年度派付末期股息(二零二四年：1.8港仙)。

概無股東已放棄或同意放棄任何股息的安排。

### 財務概要

本集團於過往五個財政年度的已刊發業績與資產及負債的概要載於本年報第224頁。本概要並不構成本集團經審核綜合財務報表之一部分。

# Report of the Directors

## 董事會報告

### Annual General Meeting

The AGM of the Company for the Reporting Period is scheduled to be held on Thursday, 18 June 2026. A notice convening the AGM will be issued and dispatched to the Shareholders in due course according to the applicable laws, the Articles of Association and the Listing Rules.

### Closure of the Register of Members

The register of members of the Company will be closed from Monday, 15 June 2026 to Thursday, 18 June 2026, both days inclusive, in order to determine the identity of the Shareholders who are entitled to attend and vote at the AGM, during which period no transfers of Shares shall be effected. In order to qualify for attending and voting at the AGM to be held on Thursday, 18 June 2026, all transfers of Shares, accompanied by the relevant share certificates and transfer forms, must be lodged for registration with Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong no later than 4:30 p.m. on Friday, 12 June 2026.

### Subsidiaries

Particulars of the Company's subsidiaries are set out in Note 1 to the financial statements.

### Charitable Donation

Charitable donation made by the Group during the Reporting Period amounted to approximately HK\$1,233,000 (2024: approximately HK\$200,000).

### 股東週年大會

本公司報告期間的股東週年大會訂於二零二六年六月十八日(星期四)召開。本公司將根據適用的法律、組織章程細則及上市規則適時刊發召開股東週年大會的通告，並向股東寄發。

### 暫停辦理股東登記

本公司將於二零二六年六月十五日(星期一)至二零二六年六月十八日(星期四)(包括首尾兩日)暫停辦理股東登記，以釐定有權出席股東週年大會並於會上投票的股東身份，期間將不會辦理股份的過戶登記手續。為符合資格出席將於二零二六年六月十八日(星期四)舉行的股東週年大會並於會上投票，所有股份過戶文件連同相關股票及過戶表格最遲須於二零二六年六月十二日(星期五)下午四時三十分前交回卓佳證券登記有限公司(地址為香港夏慤道16號遠東金融中心17樓)以辦理登記手續。

### 附屬公司

本公司附屬公司的詳情載於財務報表附註1。

### 慈善捐款

報告期間，本集團作出的慈善捐款約1,233,000港元(二零二四年：約200,000港元)。

# Report of the Directors

## 董事會報告

### Property, Plant and Equipment

Details of movements of the property, plant and equipment of the Group during the year are set out in Note 13 to the financial statements.

### Share Capital

Details of movements in the share capital of the Company for the Reporting Period are set out in note 27 to the financial statements.

### Debenture

The Group did not issue any debenture during the Reporting Period (2024: Nil).

### Equity-Linked Agreements

Save as disclosed under the Share Option Scheme, no equity-linked agreements were entered into or remained subsisting during the Reporting Period or as of the end of the year (2024: Nil).

### Pre-Emptive Rights

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

### Tax Relief

The Company is not aware of any relief from taxation available to the Shareholders by reason of their holding of the Shares.

### Reserves

Details of movements in the reserves of the Company and the Group during the Reporting Period are set out in note 37 to the financial statements and in the consolidated statement of changes in equity, respectively.

### Distributable Reserves

As at 31 December 2025, in the opinion of the Directors, the reserves of the Company available for distribution to Shareholders under the Companies Law of the Cayman Islands amounted to approximately HK\$359 million (2024: approximately HK\$347 million).

### Purchase, Sale or Redemption of Listed Securities of the Company

During the Reporting Period, neither the Company nor any of its subsidiaries had purchased, sold, cancelled or redeemed any of the Company's listed securities (including sale of treasury Shares (as defined under the Listing Rules)). As at 31 December 2025, the Company did not hold any treasury shares (as defined under the Listing Rules).

### Bank and Other Borrowings

Details of bank and other borrowings of the Group as at 31 December 2025 are set out in notes 25 and 33(b), to the financial statements, respectively.

### 物業、廠房及設備

本集團於年內的物業、廠房及設備變動詳情載於財務報表附註13。

### 股本

本公司報告期間的股本變動詳情載於財務報表附註27。

### 債權證

報告期間，本集團並無發行任何債權證（二零二四年：無）。

### 股權掛鈎協議

除購股權計劃所披露者外，報告期間或截至本年度末，並無訂立或仍然存續任何股權掛鈎協議（二零二四年：無）。

### 優先購買權

組織章程細則或開曼群島法例並無規定本公司須按比例向現有股東發售新股份的優先購買權條文。

### 稅務減免

本公司並不知悉股東因持有股份而可享有的任何稅務減免。

### 儲備

有關報告期間之本公司及本集團儲備之變動詳情分別載於財務報表附註37及綜合權益變動表。

### 可分派儲備

於二零二五年十二月三十一日，董事認為根據開曼群島公司法，本公司可供分派予股東之儲備約359百萬港元（二零二四年：約347百萬港元）。

### 購買、出售或贖回本公司上市證券

於報告期間，本公司及其任何附屬公司概無購買、出售、取消或贖回任何本公司上市證券（包括出售庫存股份（定義見上市規則））。於二零二五年十二月三十一日，本公司並無持有任何庫存股份（定義見上市規則）。

### 銀行及其他借貸

有關本集團於二零二五年十二月三十一日之銀行及其他借貸之詳情分別載於財務報表附註25及33(b)。

# Report of the Directors

## 董事會報告

### Facility Agreements with Specific Performance Covenant on the Controlling Shareholders

As disclosed in the Company's announcement dated 3 February 2025, the Company and CR Construction Company Limited (a wholly-owned subsidiary of the Company), as borrowers, entered into a facility agreement with a syndicate of banks, as lenders, pursuant to which the syndicate of banks have agreed to grant a facility to the Company and CR Construction Company Limited in the amount up to HKD650,000,000. Pursuant to the said facility agreement, the Company and CR Construction Company Limited undertake that, throughout the life of the said facility, (i) Zhejiang Construction Investment Group Co., Ltd\* (浙江省建設投資集團股份有限公司) ("**Zhejiang Construction**") shall maintain more than 50% (directly or indirectly) of the beneficial interest in the issued share capital of the Company; (ii) Zhejiang Construction shall maintain management control over the Company; (iii) the State-owned Assets Supervision and Administration Commission of the People's Government of Zhejiang Province\* (浙江省人民政府國有資產監督管理委員會) ("**Zhejiang SASAC**") shall maintain, directly or indirectly, at least 30% of the equity interests in Zhejiang Construction; (iv) Zhejiang SASAC shall remain as the single largest ultimate beneficial shareholder of Zhejiang Construction; and (v) Zhejiang SASAC shall maintain management control over Zhejiang Construction. A breach of such undertakings shall trigger a mandatory prepayment under the said facility agreement.

As disclosed in the Company's announcement dated 22 April 2025, CR Construction Company Limited (a wholly-owned subsidiary of the Company), as borrower, entered into a facility letter with a bank, as lender, pursuant to which the bank has agreed to grant a facility to the Company and CR Construction Company Limited in the amount up to HKD30,000,000. Pursuant to the said facility letter, the Company and CR Construction Company Limited undertake that, throughout the life of the said facility, Zhejiang Construction shall, among others, remain as a controlling shareholder of the Company with beneficial interest of at least 60% in the total issued share capital of the Company and Zhejiang SASAC remains the single largest shareholder of Zhejiang Construction with at least 30% of the equity interests in Zhejiang Construction with at least 30% of the equity interests in Zhejiang Construction. A breach of such undertakings shall trigger a mandatory prepayment under the said facility letter.

As disclosed in the Company's announcement dated 24 April 2025, the Company and CR Construction Company Limited (a wholly-owned subsidiary of the Company), as borrowers, entered into a facility letter with a bank, as lender, pursuant to which the bank has agreed to grant a facility to the Company and CR Construction Company Limited in the amount up to HKD200,000,000. Pursuant to the said facility letter, the Company and CR Construction Company Limited undertake that, throughout the life of the said facility, Zhejiang Construction shall, among others, remain as a controlling shareholder of the Company with beneficial interest of at least 51% in the total issued share capital of the Company and Zhejiang SASAC remains the single largest shareholder of Zhejiang Construction with at least 35% of the equity interest in Zhejiang Construction. A breach of such undertakings shall constitute an event of default under the facility letter, which may lead to the termination of the facility and cause the liabilities payable under the facility letter to be forthwith due and payable.

### 附有控股股東特定履約條件的貸款協議

誠如本公司日期為二零二五年二月三日的公告所披露，本公司及華營建築有限公司（為本公司的全資附屬公司）（作為借款人），與一個銀團（作為貸款人）訂立融資協議，據此，該銀團同意向本公司及華營建築有限公司批出一筆金額最高為650,000,000港元的貸款。根據上述融資協議，本公司及華營建築有限公司承諾於整個貸款期限內，(i)浙江省建設投資集團股份有限公司（「**浙江建投**」）於本公司已發行股本中之實益權益須維持於50%以上（不論直接或間接）；(ii)浙江建投須維持對本公司的管理控制權；(iii)浙江省人民政府國有資產監督管理委員會（「**浙江省國資委**」）須直接或間接維持擁有至少30%浙江建投股權；(iv)浙江省國資委須仍為浙江建投單一最大最終實益股東；及(v)浙江省國資委須維持對浙江建投的管理控制權。違反該承諾將觸發上述融資協議下的強制提前還款。

誠如本公司日期為二零二五年四月二十二日的公告所披露，華營建築有限公司（為本公司的全資附屬公司）（作為借款人）與一家銀行（作為貸款人）訂立融資函件，據此，該銀行同意向本公司及華營建築有限公司批出一筆金額最高為30,000,000港元的貸款。根據上述融資函件，本公司及華營建築有限公司承諾於上述整個貸款期限內，確保浙江建投將（其中包括）繼續作為本公司的控股股東並擁有本公司已發行股本總額最少60%的實益權益，以及浙江省國資委繼續為浙江建投的單一最大股東並擁有至少30%浙江建投股權。違反該承諾將觸發上述融資函件下的強制提前還款。

誠如本公司日期為二零二五年四月二十四日的公告所披露，本公司及華營建築有限公司（為本公司的全資附屬公司）（作為借款人）與一家銀行（作為貸款人）訂立融資函件，據此，該銀行同意向本公司及華營建築有限公司批出一筆金額最高為200,000,000港元的貸款。根據上述融資函件，本公司及華營建築有限公司承諾於上述整個貸款期限內，確保浙江建投將（其中包括）繼續作為本公司的控股股東並擁有本公司已發行股本總額最少51%的實益權益，以及浙江省國資委繼續為浙江建投的單一最大股東並擁有至少35%浙江建投股權。違反該承諾將構成融資函件項下的違約事件，並可能導致該融資終止及融資函件項下的應付負債即時到期及須予支付。

# Report of the Directors

## 董事會報告

As disclosed in the Company's announcement dated 5 December 2025, CR Construction Company Limited (a wholly-owned subsidiary of the Company), as borrower, entered into a facility letter with a bank, as lender, pursuant to which the bank has agreed to grant a facility to CR Construction Company Limited in the amount up to HKD100,000,000. Pursuant to the said facility letter, CR Construction Company Limited undertakes that, throughout the life of the said facility, Zhejiang Construction shall, among others, remain as a major shareholder of the Company with beneficial interest of at least 51% in the total issued share capital of the Company and Zhejiang SASAC remains the single largest shareholder of Zhejiang Construction. A breach of such undertakings shall trigger a mandatory prepayment under the said facility letter.

As disclosed in the Company's announcement dated 11 December 2025, the Company and CR Construction Company Limited (a wholly-owned subsidiary of the Company), as borrowers, entered into a facility letter with a bank, as lender, pursuant to which the bank has agreed to grant a facility to the Company and CR Construction Company Limited in the amount up to HKD200,000,000. Pursuant to the said facility letter, the Company and CR Construction Company Limited undertake that, throughout the life of the said facility, Zhejiang Construction shall, among others, remain as a single largest shareholder of the Company; or maintain management control over the Company. A breach of such undertaking shall trigger a mandatory prepayment under the said facility letter.

For details of the above facility agreements/facility letters, please refer to the Company's announcements dated 3 February 2025, 22 April 2025, 24 April 2025, 5 December 2025, and 11 December 2025 respectively.

### Compliance with the Laws and Regulations

The Group recognises the importance of compliance with regulatory requirements and the risks of non-compliance with the applicable laws and regulations. During the Reporting Period, the Group in all material aspects complied with the relevant laws and regulations that have a significant impact on the business and operation of the Group. There was no material breach of or non-compliance with the applicable laws and regulations by the Group for the Reporting Period. The following table set out the relevant laws and regulations and the compliance measures taken by the Group:

誠如本公司日期為二零二五年十二月五日的公告所披露，華營建築有限公司（為本公司的全資附屬公司）（作為借款人）與一家銀行（作為貸款人）訂立融資函件，據此，該銀行同意向華營建築有限公司批出一筆金額最高為100,000,000港元的貸款。根據上述融資函件，華營建築有限公司承諾於上述整個貸款期限內，確保浙江建投將（其中包括）繼續作為本公司的主要股東並擁有本公司已發行股本總額最少51%的實益權益，以及浙江省國資委繼續為浙江建投的單一最大股東。違反該承諾將觸發上述融資函件下的強制提前還款。

誠如本公司日期為二零二五年十二月十一日的公告所披露，本公司及華營建築有限公司（為本公司的全資附屬公司）（作為借款人）與一家銀行（作為貸款人）訂立貸款函件，據此，該銀行同意向本公司及華營建築有限公司提供金額不超過200,000,000港元的貸款。根據上述貸款函件，本公司及華營建築有限公司承諾於上述整個貸款期限內，確保浙江建投將（其中包括）繼續作為本公司的單一最大股東或保持對本公司的管理控制權。違反該承諾將觸發上述貸款函件下的強制提前還款。

有關上述融資協議／貸款函件的詳情，請參閱本公司分別於二零二五年二月三日、二零二五年四月二十二日、二零二五年四月二十四日、二零二五年十二月五日及二零二五年十二月十一日發佈的公告。

### 遵守法律及規例

本集團明白遵守監管規定的重要性及不遵守適用法律及規例的風險。報告期間，本集團已在所有重大方面遵守對本集團業務及營運具有重大影響的相關法律及規例。於報告期間，本集團並無嚴重違反或不遵守適用法律及規例。下表載列相關法律及規例以及本集團採取的合規措施：

# Report of the Directors

## 董事會報告

Primary regulations 主要規例	Key Scope 重要範圍	Compliance Measures 合規措施
Construction Workers Registration Ordinance (Chapter 583 of the Laws of Hong Kong) 《建造業工人註冊條例》 (香港法例第583章)	This Ordinance provides for registration and regulation of construction workers. 本條例規定建造業工人註冊及監管。	The Group complied with the Ordinance by employing or allowing the registered construction workers to carry out construction work on the construction sites. 本集團透過僱傭或允許註冊建造業工人於建造工地進行建造工程以遵守該條例。
Factories and Industrial Undertakings (Cap. 59 of the Laws of Hong Kong) 《工廠及工業經營條例》 (香港法例第59章)	This Ordinance provides for the safety and health protection to workers in an industrial undertakings. 本條例對在工業經營的工人的安全及健康提供保障。	The Group had certain systemic non-compliance incidents of our Group in connection with the Ordinances during the Reporting Period. 於報告期間，本集團發生若干有關該條例的系統不合規事件。
Occupational Safety and Health Ordinance (Cap. 509 of the Laws of Hong Kong) 《職業安全及健康條例》 (香港法例第509章)	This Ordinance provides for the safety and health protection to employee in workplaces. 本條例為僱員在工作地點提供安全及健康保障。	The Group complied with the Ordinances by providing safety and health protection to employee in workplace during the Reporting Period. 於報告期間，本集團透過為僱員在工作地點提供安全及健康保障以遵守該條例。
Air Pollution Control Ordinance (Cap. 311 of the Laws of Hong Kong) 《空氣污染管制條例》 (香港法例第311章)	This Ordinance control emission of air pollutants and noxious odour from construction, industrial and commercial activities and other polluting sources. 本條例管制建築、工業及商業活動所產生的空氣污染物及有害氣體排放，以及其他污染來源。	The Group complied with the Ordinance by devising and arranging methods of working and carry out the works in such a manner so to minimize dust impacts on the surrounding environment and provide the suitable training to ensure the methods are implemented by the experienced personnel. 本集團通過制定及安排工作方法遵守該條例，及以將塵埃對附近環境的影響降至最低的方法進行工程，並提供適當培訓以確保該等措施經由有經驗的員工實施。
Environmental Quality Act (EQA) of 1974 (Act 127) of Malaysia 馬來西亞 《一九七四年環境質量法》	This Act relates to the prevention, abatement, control of pollution and enhancement of the environment from construction, industrial and commercial activities and other polluting sources. 本法例涉及建築、工業及商業活動以及其他污染源的防止、減少、控制環境污染及環境改善。	The Group complied with the Act by devising and arranging methods of working and carry out the works in such a manner so to minimize dust impacts on the surrounding environment and provide the suitable training to ensure the methods are implemented by the experienced personnel. 本集團通過制定及安排工作方法遵守該法例，及以將塵埃對附近環境的影響降至最低的方法進行工程，並提供適當培訓以確保該等措施經由有經驗的員工實施。
Occupational Safety and Health Act 1994 of Malaysia 馬來西亞 《一九九四年職業安全與健康法》	This Act provides for the safety and health protection to employee in workplaces. 本法例為僱員在工作地點提供安全及健康保障。	The Group complied with the Act by providing safety and health protection to employee in workplace during the Reporting Period. 於報告期間，本集團透過為僱員在工作地點提供安全及健康保障以遵守該法例。

# Report of the Directors

## 董事會報告

Primary regulations 主要規例	Key Scope 重要範圍	Compliance Measures 合規措施
Factories and Machinery Act 1967 of Malaysia 馬來西亞 《一九六七年工廠及機械法令》	This Act provides for the control of factories with respect to matters relating to the safety, health and welfare of person therein, the registration and inspection of machinery and for matters connected therewith. 本法例為對有關工廠人員安全、健康及福利事務、機器登記及檢查以及與之相關的事項的管作出規定。	The Group complied with the Act by having adequate control to inspect the machinery on the construction sites. 本集團透過充分控制建造工地的機器以遵守該法例。
The Control of Pollution Act 1974 of UK 英國《一九七四年污染控制法》	This Act provides for the prevention and control of water pollution, and for the maintaining or restoring of wholesomeness of water in the country. 本法規定了水污染的預防及控制，以及維持或恢復該國水的健康。	The Group complied with the Act by maintain adequate control to minimize dust impacts on the surrounding environment and provide the suitable training to ensure the methods are implemented by the experienced personnel. 本集團遵守該法，維持適當的控制以盡量減少粉塵對周圍環境的影響，並提供適當的培訓以確保有經驗的人員實施該等方法。
The Health and Safety at Work Act 1974 of UK 英國 《一九七四年工作健康與安全法》	This Act provides the legal framework to promote, stimulate and encourage high standards of health and safety in places of work. It protects employees and the public from work activities. 本法提供了促進、激勵及鼓勵工作場所高標準健康與安全的法律框架。其保護員工及公眾免受工作活動的影響。	The Group complied with the Act by providing general guidances to employers to ensure, so far as is reasonably practicable, the health, safety and welfare at work of employees. 本集團通過向僱主提供一般性指引來遵守該法，以在合理可行的範圍內確保僱員工作中的健康、安全與福利。
Environmental Protection Law of the PRC 中國 《中華人民共和國環境保護法》	This Law establishes an environmental protection liability system and requires the implementation of effective measures to prevent pollution and harm to the environment. 本法律規定建立環境保護責任制度，並須採取有效措施防止對環境造成的污染和危害。	The Group complied with the Law by devising and arranging methods of working and carry out the works in such a manner that minimise the impact of pollution and harm to the surrounding environment. 本集團通過制定及安排工作方法遵守該法例，以最大限度地減少對附近環境的污染和危害。
Law of the PRC on the Prevention and Control of Water Pollution 中國 《中華人民共和國水污染防治法》	This Law controls the discharge of wastewater and monitors the quality of water environments to protect aquatic ecosystems and ensure drinking water safety. 本法律對污水排放、水環境質量進行監管，保護水生生態及飲用水安全。	The Group complied with the Law by implementing monitoring systems and processes for wastewater treatment, aiming to minimize pollution and harm to the surrounding environment. 本集團通過嚴謹監測制度，確保污水處理過程符合法規，以最大限度地減少對附近環境的污染和危害。

# Report of the Directors

## 董事會報告

Primary regulations 主要規例	Key Scope 重要範圍	Compliance Measures 合規措施
Law of the PRC on the Prevention and Control of Atmospheric Pollution  中國 《中華人民共和國大氣污染防治法》	This Law provides for regulation of the emission of pollutants such as exhaust gases and greenhouse gases to protect and improve the living and ecological environment.  本法律管控廢氣及溫室氣體等污染物排放，以保護和改善生活環境和生態環境。	The Group complied with the Law by devising and arranging methods of working and carry out the works in such a manner that minimise the impact of pollution and harm to the surrounding environment.  本集團通過制定及安排工作方法遵守該法例，以最大限度地減少對附近環境的污染和危害。
Law of the People's Republic of China on Prevention and Control of Environment Pollution by Solid Waste  中國 《中華人民共和國固體廢物污染環境防治法》	This Law provides for the prevention and control of environmental pollution by solid wastes.  本法律對固體廢物造成的環境污染作出防止及管控規定。	The Group complied with the Law by devising and arranging methods of working and carry out the works in such a manner that minimise the impact of solid pollution and harm to the surrounding environment.  本集團通過制定及安排工作方法遵守該法例，以最大限度地減少固體廢物對附近環境的污染和危害。
Labour Law of the People's Republic of China  中國 《中華人民共和國勞動法》	This Law provides for the safety and health protection to employees in workplaces, protecting their legitimate rights and interests.  本法律為僱員在工作地點提供安全及健康保障，保護僱員的合法權益。	The Group complied with the Law by providing safety and health protection to employee in workplace during the Reporting Period.  於報告期間，本集團透過為僱員在工作地點提供安全及健康保障以遵守該法例。

### Important Relationship with Major Stakeholders

The Group's primary stakeholder groups include its customers, subcontractors, suppliers, and employees.

#### Customers

The Group maintains active relationship with its customers to explore new business opportunities and is highly committed to delivering superior quality of services to its customers on time.

#### Subcontractors and Suppliers

The Group maintains a list of approved subcontractors (based on their track records, skills, present work load, price quotations and historical work quality) and suppliers (based on their prices, quality, past performance and capacity) and strives to establish long-term business relationship with them.

#### Employees

The Group recognised employees as valuable assets of the Group. The Group remunerated competitively, and provide training and development opportunities to employees which they can deliver the superior performance and achieve the corporate goal of the Group.

During the Reporting Period, there was no material dispute or argument between the Group and its customers, subcontractors, suppliers and employees.

### 與主要利益相關者的重要關係

本集團的主要利益相關者組別包括其客戶、分包商、供應商以及僱員。

#### 客戶

本集團與客戶保持積極合作關係以開掘新商機，並致力於適時為客戶提供優質服務。

#### 分包商及供應商

本集團備存獲認可分包商（基於彼等的往績記錄、技能、當前工作量、報價及過往工作質量）及供應商（基於彼等的價格、質量、過往表現及能力）的名單，並致力於與彼等建立長期業務關係。

#### 僱員

本集團將僱員視為其寶貴資產。本集團提供具競爭力的報酬，並為僱員提供培訓及發展機會，令彼等能夠表現出色並達致本集團的企業目標。

報告期間，本集團與其客戶、分包商、供應商及僱員之間概無重大糾紛或爭議。

# Report of the Directors

## 董事會報告

### Major Customers and Suppliers

For the Reporting Period, the Group's five largest customers in aggregate accounted for approximately 73% (2024: approximately 55%) of the total revenue of the Group and the largest customer of the Group accounted for approximately 29% (2024: approximately 18%) of the Group's total revenue.

For the Reporting Period, the Group's five largest subcontractors in aggregate accounted for approximately 27.1% (2024: approximately 21.3%) of the total subcontracting cost of the Group and the largest subcontractor of the Group accounted for approximately 15.2% (2024: approximately 5.1%) of the Group's total subcontracting cost.

For the Reporting Period, the Group's five largest suppliers in aggregate accounted for approximately 50.4% (2024: approximately 35.9%) of the total purchases of construction materials of the Group and the largest supplier of the Group accounted for approximately 12.5% (2024: approximately 8.6%) of the Group's total purchases of construction materials.

None of the Directors of the Company or any of their associates or any Shareholders (which, to the best knowledge of the Directors, own more than 5% of the Company's issued share capital) had any beneficial interest in the Group's five largest customers, suppliers and subcontractors during the Reporting Period.

### Directors' Interests in Competing Business

During the Reporting Period, none of the Directors or any of their close associates (as defined under the Listing Rules) has any interest in a business which competed or was likely to compete, either directly or indirectly, with the business of the Group.

### Compliance with the Deed of Non-Competition

Zhejiang State-owned Capital Operation Company Limited, Zhejiang Construction Investment Group Co., Ltd., Zhejiang Construction Group (H.K.) Holdings Limited, China Zhejiang Construction International Group Limited (formerly known as China Zhejiang Construction Group (H.K.) Limited) and CR Construction Investments Limited (the "**Controlling Shareholders**") had entered into the deed of non-competition in favour of the Company on 17 September 2019 (the "**Deed of Non-competition**"). Details of the Deed of Non-competition are set out in the section headed "Relationship with our Controlling Shareholders" in the Prospectus.

The Company has received the annual confirmation from the Controlling Shareholders in respect of their compliance during the Reporting Period with the non-competition undertakings under the Deed of Non-competition issued to the Company in 2025.

### 主要客戶及供應商

報告期間，本集團的五大客戶合共佔本集團總收益約73%（二零二四：約55%），而本集團的最大客戶佔本集團的總收益約29%（二零二四年：約18%）。

報告期間，本集團的五大分包商合共佔本集團總分包費用約27.1%（二零二四年：約21.3%），而本集團的最大分包商佔本集團的總分包費用約15.2%（二零二四年：約5.1%）。

報告期間，本集團的五大供應商合共佔本集團建築材料總採購額約50.4%（二零二四年：約35.9%），而本集團的最大供應商佔本集團的建築材料總採購額約12.5%（二零二四年：約8.6%）。

報告期間，本公司董事、彼等的任何聯繫人或據董事所知擁有本公司已發行股本5%以上的任何股東概無於本集團五大客戶、供應商及分包商中擁有任何實益權益。

### 董事於競爭業務的權益

報告期間，概無董事或彼等的任何緊密聯繫人（定義見上市規則）在與本集團的業務直接或間接構成競爭或可能構成競爭的業務中擁有任何權益。

### 遵守不競爭契約

於二零一九年九月十七日，浙江省國有資本運營有限公司、浙江省建設投資集團股份有限公司、浙江省建設集團（香港）控股有限公司、中國浙江建設國際集團有限公司（前稱中國浙江建設集團（香港）有限公司）、中國浙江建設國際集團有限公司及華營建築投資有限公司（「**控股股東**」）已以本公司為受益人簽訂不競爭契約（「**不競爭契約**」）。有關不競爭契約之詳情載於招股章程「與控股股東的關係」一節。

於二零二五年，本公司已接獲控股股東向本公司發出的就彼等於報告期間內遵守不競爭契約項下不競爭承諾的年度確認書。

# Report of the Directors

## 董事會報告

The independent non-executive Directors have reviewed the compliance of each of the Controlling Shareholders with the undertakings in the Deed of Non-competition based on data and the confirmation provided or given by the Controlling Shareholders and as far as the independent non-executive Directors can ascertain, there has been no breach of the aforementioned undertakings during the Reporting Period.

### Directors

The Directors who held office for the Reporting Period and up to the date of this annual report are as follows:

#### Executive Directors

Mr. ZHANG Guanhua (*Chairman*) (*appointed as the Executive Director and Chairman on 12 May 2025*)

Mr. JIANG Wen (*appointed as the Executive Director on 29 September 2025*)

Mr. YANG Haojiang (*re-designated as the Executive Director on 29 September 2025*)

Mr. PAN Shujie (*appointed as the Chief Executive Officer on 1 January 2025 and resigned as the Chief Executive Officer on 28 February 2026; appointed as the Executive Director on 12 May 2025 and resigned as the Executive Director on 12 February 2026*)

Mr. CHAN Tak Yiu (*resigned as the Executive Director on 12 February 2026*)

Mr. GUAN Manyu (*resigned as the Executive Director and Chairman on 12 May 2025*)

Mr. LI Kar Yin (*resigned as the Executive Director on 30 November 2025*)

#### Non-executive Director:

Mr. JIN Hongliang (*appointed as the Non-executive Director on 12 February 2026*)

#### Independent Non-executive Directors

Mr. TSE Wai Chun Paul JP

Mr. HO Man Yiu Ivan

Ms. DONG Yuk Lai Petrina

Mr. LAI Yuk Fai Stephen JP

#### Changes to Information of Directors

Save as disclosed herein, there was no change in the Directors' information required to be disclosed pursuant to Rule 13.51B(1) of the Listing Rules for the Reporting Period and up to the date of this annual report.

#### Confirmation of Independence of Independent Non-executive Directors

The Company has received written annual confirmation of independence from each of the independent non-executive Directors pursuant to Rule 3.13 of the Listing Rules. The Nomination Committee of the Company has duly reviewed the independence of each of these Directors. The Company considered that all independent non-executive Directors are independent for the Reporting Period.

獨立非執行董事已根據控股股東所提供或給予的數據及確認，審閱各控股股東遵守不競爭契約所作承諾的情況，及就獨立非執行董事確認，彼等於有關期間內並無違反上述承諾。

### 董事

報告期間及直至本年報日期在任的董事如下：

#### 執行董事

張觀華先生(主席)(於二零二五年五月十二日獲委任為執行董事及主席)

姜文先生(於二零二五年九月二十九日獲委任為執行董事)

楊昊江先生(於二零二五年九月二十九日獲調任為執行董事)

潘樹杰先生(於二零二五年一月一日獲委任為行政總裁，並於二零二六年二月二十八日辭任行政總裁；於二零二五年五月十二日獲委任為執行董事，

並於二零二六年二月十二日辭任執行董事)

陳德耀先生(於二零二六年二月十二日辭任執行董事)

管滿宇先生(於二零二五年五月十二日辭任執行董事及主席)

李嘉賢先生(於二零二五年十一月三十日辭任執行董事)

#### 非執行董事：

金宏亮先生(於二零二六年二月十二日獲委任為非執行董事)

#### 獨立非執行董事

謝偉俊先生(太平紳士)

何文堯先生

唐毓麗女士

賴旭輝先生(太平紳士)

#### 董事資料之變動

除本報告披露者外，於報告期間及直至本年報日期，概無根據上市規則第13.51B(1)條須予披露有關董事資料之其他變動。

#### 獨立非執行董事的獨立性確認

本公司已收到各獨立非執行董事根據上市規則第3.13條作出的獨立性年度確認書。本公司提名委員會已充分檢討該等董事各自的獨立性。本公司認為全體獨立非執行董事於報告期間均為獨立人士。

# Report of the Directors

## 董事會報告

### Directors' and Chief Executives' Interests and Short Positions in Shares, Underlying Shares and Debentures

As at 31 December 2025, the interests and short positions of the Directors and chief executives of the Company in the ordinary Shares, underlying Shares and debentures of the Company or any of its associated corporations (as defined in Part XV of the SFO) which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they were taken or deemed to have under such provisions of the SFO), or were required, pursuant to section 352 of the SFO, to be entered in the register referred to therein, or were required to be notified to the Company and the Stock Exchange pursuant to the Model Code, are set out as follows:

### 董事及最高行政人員於股份、相關股份及債權證中的權益及淡倉

於二零二五年十二月三十一日，董事及本公司最高行政人員於本公司或其任何相聯法團（定義見證券及期貨條例第XV部）的普通股、相關股份及債權證中擁有根據證券及期貨條例第XV部第7及8分部須知會本公司及聯交所的權益及淡倉（包括根據證券及期貨條例的該等條文彼等被當作或視為擁有的權益及淡倉），或根據證券及期貨條例第352條須登記於該條所述登記冊內的權益及淡倉，或根據標準守則須知會本公司及聯交所的權益及淡倉載列如下：

Name of Director	Capacity/Nature of Interest	Number of ordinary Shares/ underlying Shares	Long/short position <sup>(1)</sup>	Approximate percentage of shareholding in the Company <sup>(2)</sup> (%)
董事姓名	身份／權益性質	普通股／相關股份數目	好／淡倉 <sup>(1)</sup>	佔本公司股權概約百分比 <sup>(2)</sup> (%)
Mr. CHAN Tak Yiu (resigned on 12 February 2026) 陳德耀先生(於二零二六年二月十二日辭任)	Beneficial owner 實益擁有人	100,000	L	0.02
Mr. YANG Haojiang 楊昊江先生	Beneficial owner 實益擁有人	500,000	L	0.10

Notes:

- (1) The Letter "L" denotes the entity/person's long position in the Shares.
- (2) As at 31 December 2025, the number of issued Shares of the Company was 500,000,000 Shares.

附註：

- (1) 字母「L」指該實體／人士於股份的好倉。
- (2) 於二零二五年十二月三十一日，本公司的已發行股份數目為500,000,000股。

# Report of the Directors

## 董事會報告

Save as disclosed above, as at 31 December 2025, none of the Directors or chief executives of the Company had any interests or short positions in the Shares or underlying Shares or debentures of the Company or any of its associated corporations (as defined in Part XV of the SFO) which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they were taken or deemed to have under such provisions of the SFO), or were required, pursuant to Section 352 of the SFO, to be entered in the register referred to therein, or were required to be notified to the Company and the Stock Exchange pursuant to the Model Code.

### Directors' Rights to Acquire Shares or Debentures

Save for the Share Option Scheme, no arrangement has been made by the Company or any of its subsidiaries for any Director to acquire benefits by means of the acquisition of Shares in or debentures of the Company or any other body corporate, and no rights to any share capital or debt securities of the Company or any other body corporate were granted to any Director or their respective spouse or children under 18 years of age, nor were any such rights exercised during or at the end of the Reporting Period.

### Substantial Shareholders' Interest and Short Positions in the Shares and Underlying Shares

As at 31 December 2025, to the knowledge of the Directors, the following persons (other than the Director or chief executive of the Company) had an interest or a short positions in the Shares or underlying Shares of the Company which were required to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO and recorded in the register of the Company maintained under Section 336 of the SFO:

除上文所披露者外，於二零二五年十二月三十一日，概無董事及本公司最高行政人員於本公司或其任何相聯法團（定義見證券及期貨條例第XV部）的股份或相關股份或債權證中擁有任何根據證券及期貨條例第XV部第7及8分部須知會本公司及聯交所的權益或淡倉（包括根據證券及期貨條例的該等條文彼等被當作或視為擁有的權益及淡倉），或根據證券及期貨條例第352條須登記於該條所述登記冊內的權益或淡倉，或根據標準守則須知會本公司及聯交所的權益或淡倉。

### 董事購買股份或債權證的權利

除購股權計劃外，本公司或其任何附屬公司於報告期間或報告期間末概無訂立任何安排，致使任何董事可藉購買本公司或任何其他法人團體股份或債權證而獲益，且並無任何董事或彼等各自之配偶或18歲以下的子女獲授予任何權利以認購本公司或任何其他法人團體的任何股本或債務證券，或已行使任何該等權利。

### 主要股東於股份及相關股份中的權益及淡倉

於二零二五年十二月三十一日，就董事所知，下列人士（並非董事或本公司最高行政人員）於本公司股份或相關股份中擁有根據證券及期貨條例第XV部第2及3分部條文須向本公司披露並已登記於本公司根據證券及期貨條例第336條備存之登記冊內的權益或淡倉：

Name of Shareholder	Capacity/ Nature of Interest	Number of Shares/ underlying Shares	Long/short position <sup>(3)</sup>	Approximate percentage of shareholding in the Company <sup>(4)</sup> (%) 佔本公司股權 概約百分比 <sup>(4)</sup> (%)
股東名稱	身份／權益性質	股份／相關 股份數目	好／淡倉 <sup>(3)</sup>	(%)
Zhejiang State-owned Capital Operation Company Limited 浙江省國有資本運營有限公司	Interest in a controlled corporation <sup>(1)</sup> 受控制法團權益 <sup>(1)</sup>	361,150,000	L	72.23
Zhejiang Construction Investment Group Co., Ltd. 浙江省建設投資集團股份有限公司	Interest in a controlled corporation <sup>(1)</sup> 受控制法團權益 <sup>(1)</sup>	361,150,000	L	72.23

# Report of the Directors

## 董事會報告

Name of Shareholder	Capacity/ Nature of Interest	Number of Shares/ underlying Shares	Long/short position <sup>(3)</sup>	Approximate percentage of shareholding in the Company <sup>(4)</sup> (%) 佔本公司股權 概約百分比 <sup>(4)</sup> (%)
股東名稱	身份／權益性質	股份／相關 股份數目	好／淡倉 <sup>(3)</sup>	(%)
Zhejiang Construction Group (H.K.) Holdings Limited 浙江省建設集團(香港)控股有限公司	Interest in a controlled corporation <sup>(1)</sup> 受控制法團權益 <sup>(1)</sup>	361,150,000	L	72.23
China Zhejiang Construction International Group Limited (formerly known as China Zhejiang Construction Group (H.K.) Limited) 中國浙江建設國際集團有限公司(前稱為中國浙江建設集團(香港)有限公司)	Interest in a controlled corporation <sup>(1)</sup> 受控制法團權益 <sup>(1)</sup>	361,150,000	L	72.23
CR Construction Investments Limited 華營建築投資有限公司	Beneficial owner <sup>(1)</sup> 實益擁有人 <sup>(1)</sup>	361,150,000	L	72.23
Ning Shing (Holdings) Company Limited 寧興(集團)有限公司	Beneficial owner <sup>(2)</sup> 實益擁有人 <sup>(2)</sup>	25,000,000	L	5.00

Notes:

- (1) CR Construction Investments Limited directly holds 361,150,000 Shares in the Company. CR Construction Investments Limited is a wholly-owned subsidiary of China Zhejiang Construction International Group Limited (formerly known as China Zhejiang Construction Group (H.K.) Limited), which is in turn a wholly-owned subsidiary of Zhejiang Construction Group (H.K.) Holdings Limited. China Zhejiang Construction International Group Limited is a wholly-owned subsidiary of Zhejiang Construction Investment Group Co., Ltd.. Zhejiang State-owned Capital Operation Company Limited holds 34.07% interests in Zhejiang Construction Investment Group Co., Ltd.. By virtue of the SFO, each of China Zhejiang Construction International Group Limited, Zhejiang Construction Group (H.K.) Holdings Limited, Zhejiang Construction Investment Group Co., Ltd., and Zhejiang State-owned Capital Operation Company Limited is deemed to have an interest in the Shares held by CR Construction Investments Limited.
- (2) Ning Shing (Holdings) Company Limited ("**Ning Shing**") directly holds 25,000,000 Shares of the Company. Ning Shing is a state-owned company wholly owned by the Ningbo Municipal Government established in Hong Kong in May 1995.
- (3) The Letter "L" denotes the entity/person's long position in the Shares.
- (4) As at 31 December 2025, the number of issued Shares of the Company was 500,000,000 Shares.

附註：

- (1) 華營建築投資有限公司直接持有本公司的361,150,000股股份。華營建築投資有限公司為中國浙江建設國際集團有限公司(前稱為中國浙江建設集團(香港)有限公司)，而中國浙江建設國際集團有限公司為浙江省建設集團(香港)控股有限公司的全資附屬公司。浙江省建設集團(香港)控股有限公司為浙江省建設投資集團股份有限公司的全資附屬公司。浙江省國有資本運營有限公司持有浙江省建設投資集團股份有限公司的34.07%權益。根據證券及期貨條例，中國浙江建設國際集團有限公司、浙江省建設集團(香港)控股有限公司、浙江省建設投資集團股份有限公司及浙江省國有資本運營有限公司各自被視為於華營建築投資有限公司持有的股份中擁有權益。
- (2) 寧興(集團)有限公司(「寧興」)直接持有本公司的25,000,000股股份。寧興於一九九五年五月於香港成立，為一家國有公司並由寧波市人民政府全資擁有。
- (3) 字母「L」指該實體／人士於股份的好倉。
- (4) 於二零二五年十二月三十一日，本公司的已發行股份數目為500,000,000股。

# Report of the Directors

## 董事會報告

Save as disclosed above, as at 31 December 2025 the Directors have not been aware of any person (other than the Directors or chief executives of the Company) who had interests or short positions in the Shares or underlying Shares of the Company which would be required to be disclosed under the provisions of Divisions 2 and 3 of Part XV of the SFO or to be recorded in the register maintained under Section 336 of the SFO.

### Directors' Service Contracts and Letters of Appointment

Save as disclosed herein, each executive Director has entered into a service agreement with the Company for a term of three years, with effect from his appointment date. The service agreements are subject to termination in accordance with their terms and may be renewed pursuant to the Articles of Association and the applicable Listing Rules.

Save as disclosed herein, the non-executive Director has signed an appointment letter with the Company for a term of three years with effect from his appointment date. The appointment letter is subject to termination in accordance with their terms and may be renewed pursuant to the Articles of Association and the applicable Listing Rules.

Save as disclosed herein, each of the independent non-executive Directors has signed an appointment letter with the Company for a term of two years with effect from his/her appointment date. The appointment letters are subject to termination in accordance with their terms and may be renewed pursuant to the Articles of Association and the applicable Listing Rules.

Mr. Zhang Guanhua, an executive Director, has entered into a service agreement with the Company for an initial term of three years from 12 May 2025.

Mr. Jiang Wen, an executive Director, has entered into a service agreement with the Company for a term of three years from 29 September, 2025.

Mr. Yang Haojiang, an executive Director, has entered into a service agreement with the Company for a term of three years from 29 September, 2025.

Mr. Jin Hongliang, a non-executive Director, has entered into an appointment letter with the Company for a term of three years from 12 February 2026.

Mr. Ho Man Yiu Ivan, an independent non-executive Director, has entered into an appointment letter with the Company for a fourth term of 2 years commencing from 16 October 2025.

除上文所披露者外，於二零二五年十二月三十一日，就董事所知，概無任何人士（並非董事或本公司最高行政人員）於本公司股份或相關股份中擁有根據證券及期貨條例第XV部第2及3分部須予披露，或將登記於根據證券及期貨條例第336條備存之登記冊內之權益或淡倉。

### 董事服務合約及委任函件

除本報告所披露者外，各執行董事已與本公司訂立服務協議，任期三年，自其任命日期起生效。該等服務協議可根據其條款予以終止，並可依據組織章程細則及上市規則的適用規定續期。

除本報告所披露者外，非執行董事已與本公司訂立委任函，任期三年，自其任命日期起生效。該委任函可根據其條款予以終止，並可依據組織章程細則及上市規則的適用規定續期。

除本報告所披露者外，各獨立非執行董事已與本公司訂立委任函，任期兩年，自其各自的任命日期起生效。該等委任函可根據其條款予以終止，並可依據組織章程細則及上市規則的適用規定續期。

張觀華先生，執行董事，已與本公司訂立服務協議，初步任期三年，自二零二五年五月十二日起生效。

姜文先生，執行董事，已與本公司訂立服務協議，任期三年，自二零二五年九月二十九日起生效。

楊昊江先生，執行董事，已與本公司訂立服務協議，任期三年，自二零二五年九月二十九日起生效。

金宏亮先生，非執行董事，已與本公司訂立委任函，任期三年，自二零二六年二月十二日起生效。

何文堯先生，獨立非執行董事，已與本公司訂立委任函，第四個任期兩年，自二零二五年十月十六日起生效。

# Report of the Directors

## 董事會報告

Mr. TSE Wai Chun Paul JP, an independent non-executive Director, has entered into an appointment letter with the Company for a third term of 2 years commencing from 16 October 2025.

Mr. Lai Yuk Fai Stephen JP, an independent non-executive Director, has entered into an appointment letter with the Company for a second term of 2 years commencing from 28 March 2025.

Ms. Dong Yuk Lai Petrina, an independent non-executive Director, has entered into an appointment letter with the Company for an initial term of 2 years commencing from 31 August 2024.

All the Directors and the Company are required to give three months' notice in writing to the other party for termination of the service contract/appointment letter. All the Directors are appointed for a specific term and subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles of Association.

### Directors' Interests in Transactions, Arrangements or Contracts of Significance

Save as disclosed in this annual report, there was no transactions, arrangements or contracts of significance in relation to the business of the Group to which the Company, or any of its holding companies, its subsidiaries and fellow subsidiaries was a party and in which a Director or his connected entities had a material interest, whether directly or indirectly, subsisted at the end of the financial year or at any time during the year ended 31 December 2025.

### Contracts of Significance

Save as disclosed in this annual report, none of the Company or any of its subsidiaries entered into any contracts of significance with the Controlling Shareholder(s) or any of its subsidiaries, nor was there any contracts of significance between the Company or any of its subsidiaries and the Controlling Shareholder or any of its subsidiaries in relation to provision of services for the Reporting Period.

謝偉俊先生(太平紳士)，獨立非執行董事，已與本公司訂立委任函，第三個任期兩年，自二零二五年十月十六日起生效。

賴旭輝先生(太平紳士)，獨立非執行董事，已與本公司訂立委任函，第二個任期兩年，自二零二五年三月二十八日起生效。

唐毓麗女士，獨立非執行董事，已與本公司訂立委任函，首個任期兩年，自二零二四年八月三十一日起生效。

全體董事及本公司須向另一方發出三個月之書面通知後方能終止服務協議／委任函件。全體董事均有指定任期，並須根據組織章程細則在本公司股東週年大會上輪席退任及競選連任。

### 董事於重大交易、安排或合約的權益

除本年報所披露者外，於財政年度末或截至二零二五年十二月三十一日止年度內任何時間，董事或其關連實體並無直接或間接於本公司或其任何控股公司、其附屬公司及同系附屬公司訂立的就本集團業務而言屬重大的交易、安排或合約中擁有重大權益。

### 重大合約

除本年報所披露者外，報告期間，本公司或其任何附屬公司概無與控股股東或其任何附屬公司就提供服務訂立任何重大合約，亦不存在本公司或其任何附屬公司與控股股東或其任何附屬公司就提供服務訂立的任何重大合約。

# Report of the Directors

## 董事會報告

### Remuneration Policies

During the Reporting Period, the remuneration policy for employees of the Group is determined based on their responsibilities, qualifications, performance, experience and seniority which are reviewed periodically.

The Group's emolument policy and structure for all remuneration of the Directors and senior management of the Group are reviewed by the Remuneration Committee, approved by the Board and authorised by the Shareholders at the AGM of the Company, which is based on the Group's performance, the executives' respective contributions to the Group and comparable market practices.

### Remuneration of Directors and Five Highest Paid Individuals

Details of the remuneration of the Directors and the five highest paid individuals of the Group for the Reporting Period are set out in Notes 8 and 9 to the financial statements.

### Biographical Details of Directors and Senior Management

Biographical details of Directors and senior management of the Company are set out in the section headed "Directors and Senior Management" on pages 20 to 30 of this annual report.

### Share Option Scheme

The Company has adopted a share option scheme on 17 September 2019 to reward the participants defined thereunder for their contribution to the Group's success and to provide them with incentives to further contribute to the Group.

### 薪酬政策

於報告期間，本集團的僱員薪酬政策乃基於其職責、資格、表現、經驗及年資而釐定，並會進行定期審閱。

本集團的薪酬政策以及本集團董事及高級管理層的薪酬架構由薪酬委員會檢討，由董事會批准，並經股東於本公司股東週年大會上授權，該等薪酬政策及薪酬架構乃基於本集團的表現及主要行政人員各自對本集團的貢獻及可資比較的市場慣例形成。

### 董事及五名最高薪酬人士的薪酬

報告期間，本集團董事及五名最高薪酬人士的薪酬詳情分別載於財務報表附註8及9。

### 董事及高級管理層的履歷詳情

本公司董事及高級管理層的履歷詳情載列於本年報第20至30頁的「董事及高級管理層」一節。

### 購股權計劃

本公司已於二零一九年九月十七日採納一項購股權計劃，以獎勵購股權計劃項下所界定的參與者對本集團的成功所作出的貢獻以及激勵彼等繼續為本集團作出貢獻。

# Report of the Directors

## 董事會報告

The following is a summary of the principal terms of the Share Option Scheme:

### (i) Purpose

The purpose of the Share Option Scheme is to attract and retain the best available personnel, to provide additional incentive to employees (full-time and part-time), directors, consultants, advisers, distributors, contractors, suppliers, agents, customers, business partners or service providers of the Group and to promote the success of the business of the Group.

### (ii) Who may join

On and subject to the terms of the Share Option Scheme and the requirements of the Listing Rules, the Board shall be entitled to, at its absolute discretion and on such terms as it deems fit, grant any employee (full-time or part-time), director, consultant or adviser of the Group, or any substantial shareholder of the Group, or any distributor, contractor, supplier, agent, customer, business partner or service provider of the Group, options to subscribe for such number of Shares as the Board may determine in accordance with the terms of the Share Option Scheme.

### (iii) Maximum number of Shares and total number of shares available for issue subject to options

The Shares which may be issued upon exercise of all options to be granted under the Share Option Scheme and other share option schemes of our Company (and to which the provisions of Chapter 17 of the Listing Rules are applicable) shall not exceed 50,000,000 Shares (representing 10% of the aggregate of the Shares in issue on the date the Shares commence trading on the Stock Exchange and on the date of this report). The overall limit on the number of Shares which shall be issued upon exercise of all outstanding options granted, and yet to be exercised, under the Share Option Scheme, and other share option schemes of our Company (and to which the provisions of Chapter 17 of the Listing Rules are applicable), shall not exceed 30% of the Shares in issue from time to time. As at 1 January 2025 and 31 December 2025, no share option had been granted and the number of share options available for grant by the Company was 50,000,000.

### (iv) Limit for each participant

The total number of Shares issued, and to be issued, upon exercise of the options granted to each participant (including both exercised, cancelled and outstanding options) in any twelve (12)-month period shall not exceed 1% of the Shares in issue.

以下為購股權計劃的主要條款概要：

### (i) 目的

購股權計劃的目的在於吸引及留住最優秀的人員、向本集團僱員（全職及兼職）、董事、諮詢人、顧問、分銷商、承建商、供應商、代理、客戶、業務夥伴或服務供應商提供額外獎勵以及推動本集團業務創出佳績。

### (ii) 可參與人士

根據購股權計劃條款與上市規則規定並在其規限下，董事會應有權全權酌情及按其認為合適的有關條款向本集團僱員（全職及兼職）、董事、諮詢人或顧問、或本集團任何主要股東、或本集團任何分銷商、承建商、供應商、代理、客戶、業務夥伴或服務供應商授出購股權，以認購董事會根據購股權計劃之條文可能釐定數目之股份。

### (iii) 購股權涉及的最高股份數目及可供發行的股份總數

因行使根據購股權計劃及本公司其他購股權計劃（及上市規則第17章條文適用者）將予授出的所有購股權而可能發行的股份不得超過50,000,000股股份（相當於股份在聯交所開始買賣當日以及於本報告當日已發行股份總數10%）。根據購股權計劃及本公司其他購股權計劃（及上市規則第17章條文適用者）已授出而尚未行使的全部未行使購股權獲行使時將予發行的股份數目整體限額，不得超過不時已發行股份的30%。於二零二五年一月一日及二零二五年十二月三十一日，概無授出購股權及本公司可供授出的購股權數目為50,000,000份。

### (iv) 每名參與者的上限

於任何十二(12)個月期間內，因行使授予各參與者的購股權（包括已行使、已註銷及未行使的購股權）而已發行及將予發行的股份總數，不得超過已發行股份1%。

# Report of the Directors

## 董事會報告

### (v) Option period

An option may be exercised in accordance with the terms of the Share Option Scheme at any time during a period as the Board may determine which shall not exceed ten years from the date of grant subject to the provisions of early termination thereof.

### (vi) Minimum period

There is no minimum period for which an option granted must be held before it can be exercised unless otherwise imposed by the Directors.

### (vii) Payment on acceptance of option offer

An offer for the grant of options must be accepted within seven days inclusive of the day on which such offer was made, upon payment of HK\$1.

### (viii) Subscription price

The subscription price shall be such price determined by the Board at its absolute discretion and notified to a participant in the offer at the time of the offer, and shall be at least the higher of: (a) the closing price of the Shares as stated in the daily quotations sheet issued by the Stock Exchange on the date of grant of the relevant option, which shall be a business day; (b) the average closing price of the Shares as stated in the daily quotations sheets issued by the Stock Exchange for the five business days immediately preceding the date of grant of the relevant option (provided that, in the event that any option is proposed to be granted within a period of less than five Business Days after the trading of the Shares first commences on the Stock Exchange, the new issue price of the Shares shall be used as the closing price for any business day falling within the period before listing of the Shares on the Stock Exchange); and (c) the nominal value of a Share on the date of grant of the relevant option.

### (ix) Present status of the Share Option Scheme

No share option has been granted, exercised, cancelled or lapsed under the Share Option Scheme since its adoption and up to the date of this annual report. As at 31 December 2025, the Company had no outstanding share option under the Share Option Scheme. As at 31 December 2025, the remaining life of the Share Option Scheme is approximately three years. The Share Option Scheme will expire at the close of business on the business day immediately preceding the tenth anniversary of its adoption date.

### (v) 購股權期限

購股權可於董事會可能釐定而不得超過授出日期起計十年的期間內，在有關提前終止條文的規限下，隨時根據購股權計劃的條款獲行使。

### (vi) 最低期限

除非董事另行訂明，所授出的購股權並無在可獲行使前須持有的最低期限。

### (vii) 接納購股權要約時的付款

授出購股權的要約必須於作出有關要約當日起計七日內（包括當日）獲接納，惟須支付1港元。

### (viii) 認購價

認購價將為董事會於要約時全權酌情釐定及於要約通知參與者的價格，惟不得低於以下較高者：(a) 股份於授出相關購股權日期（須為營業日）在由聯交所發佈的每日報價表所列收市價；(b) 股份於緊接授出相關購股權日期前五個營業日在由聯交所發佈的每日報價表所列平均收市價（惟倘於股份首次在聯交所開始買賣後少於五個營業日的期間內建議授出任何購股權，則股份的新發行價將用作股份在聯交所上市之前期間內任何營業日的收市價）；及(c) 股份於授出相關購股權日期的面值。

### (ix) 購股權計劃現況

自採納日期及直至本年報日期在購股權計劃下概無購股權獲授出、行使、註銷或失效。於二零二五年十二月三十一日，本公司並無購股權計劃項下的尚未行使購股權。於二零二五年十二月三十一日，購股權計劃的剩餘年期約為三年。購股權計劃將於緊接自採納日期起計滿十週年之日前一個營業日的營業時間結束時屆滿。

# Report of the Directors

## 董事會報告

### Retirement Benefit Schemes

The Group operates a defined contribution mandatory provident fund retirement benefit scheme (the “**MPF Scheme**”) under the Mandatory Provident Fund Schemes Ordinance (Cap. 485 of the Laws of Hong Kong) and the occupational retirement scheme (the “**ORSO Scheme**”) under the Occupational Retirement Scheme Ordinance (Cap. 426 of the Laws of Hong Kong). The Group and its employees in Hong Kong are each required to make contributions to the MPF Scheme at 5% of the employees’ relevant income and capped at HK\$1,500 per month. On the other hand, the Group and its employees in Hong Kong are each required to make contributions to the ORSO Scheme at 10% of the employees’ relevant income without cap.

Pursuant to the relevant laws and regulations in the PRC, the Group has joined defined contribution retirement schemes for the employees arranged by local government labour and security authorities (the “**PRC Retirement Schemes**”). According to the relevant regulations, contributions that should be borne by the companies within the Group are principally determined based on percentages of the basic salaries of employees, subject to certain ceilings imposed. The applicable percentages for the PRC Retirement Schemes for the year and previous year are listed below:

Pension insurance	養老金保險
Medical insurance	醫療保險
Unemployment insurance	失業保險
Workmen’s compensation insurance	勞工補償保險
Maternity Insurance	生育保險
Housing fund	住房公積金

The Group also operates a defined contribution employees’ provident Fund scheme (the “**EPF Scheme**”) under the Employees Provident Fund Ordinance 1951 in Malaysia. The Group and its employees in Malaysia are each required to make contributions to the EPF Scheme at 12.5% of the employees’ relevant income without cap.

The Group also operates a defined contribution group pension (GPP) scheme (the “**Group Pension Scheme**”) under the UK Pensions Act 2008 in the United Kingdom. The Group and its employees in United Kingdom are each required to make contributions to the Group Pension at 12.5% of the employees’ relevant income without cap.

The total retirement benefit scheme contributions made by the Group amounted to approximately HK\$21.2 million for the Reporting Period (2024 approximately HK\$21.6 million).

### 退休福利計劃

本集團設有香港法例第485章《強制性公積金計劃條例》項下的界定供款強制性公積金退休福利計劃（「**強積金計劃**」）及香港法例第426章《職業退休計劃條例》項下的職業退休計劃（「**職業退休計劃**」）。本集團及其香港僱員各自須向強積金計劃作出供款，金額為僱員有關收入之5%，上限為每月1,500港元。另一方面，本集團及其香港僱員各自須向職業退休計劃作出供款，金額為僱員有關收入之10%且不設上限。

本集團根據中國相關法律及法規，經由地方政府勞工及安保機關安排入職的僱員參與定額供款退休計劃（「**中國退休計劃**」）。根據有關規例，本集團內各公司應承擔的供款主要根據僱員基本薪金的百分比釐定，惟須受若干上限所規限。於本年度及過往年度的中國退休計劃的適用百分比列示如下：

#### Percentage 百分比

Pension insurance	養老金保險	14%
Medical insurance	醫療保險	11.5%
Unemployment insurance	失業保險	2%
Workmen’s compensation insurance	勞工補償保險	0.8%
Maternity Insurance	生育保險	0.6%
Housing fund	住房公積金	12.0%

本集團亦根據馬來西亞《一九五一年僱員公積金條例》設有一項定額供款僱員公積金計劃（「**僱員公積金計劃**」）。本集團及其馬來西亞僱員各自須向僱員公積金計劃作出供款，金額為僱員有關收入之12.5%且不設上限。

本集團亦根據英國《二零零八年退休金法》設有一項定額供款集團退休金計劃（「**集團退休金計劃**」）。本集團及其英國僱員各自須向集團退休金作出供款，金額為僱員有關收入之12.5%且不設上限。

報告期間，本集團的退休福利計劃供款總額約21.2百萬港元（二零二四年：約21.6百萬港元）。

# Report of the Directors

## 董事會報告

The Group's contributions to the MPF Scheme, the PRC Retirement Scheme, the EPF Scheme, and the Group Pension Scheme vest fully and immediately with the employees. During the year and previous Year, there were neither contribution forfeited by the Group nor had there been any utilisation of such forfeited contributions to reduce future contributions. As at 31 December 2025 and 2024, there were no forfeited contributions which were available for utilisation by the Group to reduce the existing level of contributions to the MPF Scheme, the PRC Retirement Scheme, the EPF Scheme, and the Group Pension Scheme.

### Management Contracts

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

### Connected Transaction

Details of connected transactions are set out in the section headed "Connected Transactions" of this Annual Report of the Company.

### Related Party Transactions and Connected Transactions

Details of the related party transactions carried out in the normal course of business are set out in note 33 to the financial statements. Save as disclosed above, these related party transactions either (i) do not constitute a connected transaction or continuing connected transaction as defined under the Listing Rules; or (ii) were fully exempt from shareholder's approval, annual review and all disclosure requirements under Chapter 14A of the Listing Rules. In relation to those related party transactions which constitute connected transaction or continuing connected transaction as defined under the Listing Rules, the Company has complied with the disclosure requirements under Chapter 14A of the Listing Rules.

### Corporate Governance

The Company is committed to maintaining high standards of corporate governance practices. Principal corporate governance practices adopted by our Company are set out in the section headed "Corporate Governance Report" on pages 31 to 54 of this annual report.

### Sufficiency of Public Float

Based on the information that is publicly available to the Company and within the knowledge of the Directors, at least 25% of the Company's total issued Shares, being the minimum percentage of public float as prescribed by the Stock Exchange and under the Listing Rules, was held by the public at all times during the Reporting Period and as at the date of this annual report.

本集團對強積金計劃、中國退休計劃、僱員公積金計劃、集團退休金計劃作出的供款，均立即全數歸僱員所有。於本年度及過往年度，本集團並無沒收供款，亦無動用有關被沒收供款來減少日後供款。於二零二五年及二零二四年十二月三十一日，並無任何被沒收供款可供本集團用於降低對強積金計劃、中國退休計劃、僱員公積金計劃、集團退休金計劃的現有供款水平。

### 管理合約

報告期間，概無訂立或存在任何與本公司業務中全部或任何重大部分有關的管理及行政合約。

### 關連交易

關連交易之詳情載於本公司之本年報「關連交易」一節內。

### 關聯方交易和關連交易

在正常業務過程中進行的關聯方交易的詳細信息，在財務報表附註33中列出。除上文所披露者外，該等關聯方交易(i)不構成上市規則所界定的關連交易或持續關連交易；或(ii)獲全面豁免遵守上市規則第14A章下的股東批准、年度審核及所有披露規定。就構成上市規則所界定的關連交易或持續關連交易的關聯方交易而言，本公司已遵守上市規則第14A章的披露規定。

### 企業管治

本公司致力維持高水準的企業管治常規。本公司主要採納的企業管治常規載於本年報第31至54頁的「企業管治報告」一節。

### 充足的公眾持股量

根據本公司可獲得的公開資料及據董事所知，本公司於報告期間及於本年報日期一直維持本公司已發行股份總數至少25%的公眾持股量，即聯交所及上市規則所規定的最低公眾持股量百分比。

# Report of the Directors

## 董事會報告

### Permitted Indemnity Provision

Pursuant to article 164(1) of the Articles of Association and subject to the applicable laws and regulations, every Director or other officer of the Company shall be entitled to be indemnified and secured harmless out of the assets and profits of the Company against all actions, costs, charges, losses, damages and expenses which they or any of them may incur or sustain in or about the execution of their duty in their offices. Such permitted indemnity provision has been in force during the Reporting Period.

The Company has taken out and maintained appropriate directors' and officers' liability insurance to provide appropriate coverage for the Directors and other officers of the Group for the Reporting Period.

### Audit Committee

The Audit Committee has reviewed with the management the accounting principles and practices adopted by the Group and the audited consolidated financial statements of the Group for the Reporting Period. There is no disagreement between the Board and the Audit Committee regarding the accounting treatment adopted by the Company.

### Auditor

According to the relevant regulations issued by Zhejiang Provincial State-owned Assets Supervision and Administration Commission regarding the audit work on financial statements of state-owned enterprises, there are restrictions in respect of the years of audit services that an accounting firm can continuously provide to state-owned enterprises. The Company is a subsidiary of Zhejiang State-owned Capital Operation Company Limited which is a state-owned enterprise and since the number of years that the Company has continuously engaged Ernst & Young ("EY") has reached the prescribed time limit, EY has agreed to resign as the auditor of the Company with effect from 18 November 2025.

Following to the resignation of Ernst & Young on 18 November 2025, KPMG was appointed as the Auditor for the Reporting Period. KPMG shall retire at the forthcoming AGM and, being eligible, will offer itself for re-appointment. A resolution will be proposed at the AGM for the re-appointment of KPMG as the independent auditor of the Company.

On behalf of the Board  
**Mr. Zhang Guanhua**  
Chairman and Executive Director

Hong Kong,  
26 March 2026

### 獲准許的彌償條文

根據組織章程細則164(1)條及在適用法律法規規限下，每名董事或本公司其他高級職員因履行其職務而產生、蒙受或與此有關的所有訴訟、費用、收費、損失、損害及開支，均可自本公司的資產及溢利獲得補償，確保免就此受損。該獲准許的彌償條文於報告期間生效。

於報告期間，本公司已為董事及本集團其他高級職員投購及維持合適的董事及高級職員責任保險。

### 審核委員會

審核委員會已與管理層審閱本集團所採納的會計原則及慣例，以及報告期間的經審核綜合財務報表。董事會及審核委員會並無有關本公司採納的會計處理的分歧。

### 核數師

根據浙江省人民政府國有資產監督管理委員會有關國有企業財務報表審計的相關規定中對會計師事務所連續承擔國有企業財務審計工作的年限有所限制。本公司為浙江省國有資本運營有限公司的附屬公司，而由於本公司連續委聘安永會計師事務所（「安永」）的年期已經達到規定年限，安永已同意辭任本公司核數師，自二零二五年十一月十八日起生效。

繼安永會計師事務所於二零二五年十一月十八日辭任後，畢馬威會計師事務所獲委任為本報告期之核數師。畢馬威會計師事務所將於應屆股東週年大會退任，並符合資格且願意接受續聘。本公司將於股東週年大會上提呈一項決議案，以續聘畢馬威會計師事務所為本公司獨立核數師。

代表董事會  
主席兼執行董事  
張觀華先生

香港  
二零二六年三月二十六日

# Connected Transactions

## 關連交易

### A. CONTINUING CONNECTED TRANSACTIONS UNDER THE LISTING RULES

#### Continuing Connected Transaction in relation to the Mutual Products and Services Supply Framework Agreement with Zhejiang Construction Group for the period between 1 January 2026 to 31 December 2028

On 17 October 2025, the Company entered into a mutual products and services supply framework agreement (the “**2025 Framework Agreement**”) with Zhejiang Construction Investment Group Co., Ltd. (for itself and on behalf of its subsidiaries, which excludes the Group) to renew the mutual products and services supply framework agreement entered into between the Company and Zhejiang Construction Investment Group Co., Limited in 2023 with a term commencing from the effective date of the 2025 Framework Agreement and ending on 31 December 2028. Pursuant to the 2025 Framework Agreement, the Company and Zhejiang Construction Investment Group Co., Ltd. has conditionally agreed that (i) the Group will supply certain products and services to Zhejiang Construction Investment Group Co., Ltd. and its subsidiary but excluding the Group (the “**Remaining Group**”) with the annual caps for each of the years ending 31 December 2026, 2027 and 2028 of HK\$311,630,000, HK\$228,470,000 and HK\$143,000,000 respectively; and (ii) the Remaining Group will supply certain products and services to the Group with the annual caps for each of the years ending 31 December 2026, 2027 and 2028 of HK\$104,150,000, HK\$104,150,000 and HK\$104,150,000 respectively

The 2025 Framework Agreement constitutes a continuing connected transaction of the Company under Chapter 14A of the Listing Rules.

For further details of the 2025 Framework Agreement, please refer to the announcement of the Company dated 17 October 2025 and the circular of the Company dated 8 December 2025. The resolution of the 2025 Framework Agreement was duly passed at the extraordinary general meeting of the Company held on 29 December 2025.

The Directors confirm that the 2025 Framework Agreement had been entered into in the ordinary and usual course of the business of our Group and was based on normal commercial terms that are fair and reasonable and in the interests of our Company and our Shareholders as a whole.

### A. 上市規則下的持續關連交易

有關二零二六年一月一日至二零二八年十二月三十一日期間與浙江建投集團訂立相互產品及服務供應框架協議的持續關連交易

於二零二五年十月十七日，本公司與浙江省建設投資集團股份有限公司（為自身及代表其附屬公司，不包括本集團）訂立相互產品及服務供應框架協議（「二零二五年框架協議」），以重續本公司與浙江省建設投資集團股份有限公司於二零二三年訂立的相互產品及服務供應框架協議，年期由二零二五年框架協議生效日期起至二零二八年十二月三十一日止。根據二零二五年框架協議，本公司與浙江省建設投資集團股份有限公司有條件同意(i)本集團向浙江省建設投資集團股份有限公司及其下除本集團以外之附屬公司（「餘下集團」）供應若干產品及服務，其於截至二零二六年、二零二七年及二零二八年十二月三十一日止年度各年的年度上限分別為311,630,000港元、228,470,000港元及143,000,000港元；及(ii)餘下集團向本集團供應若干產品及服務，其於截至二零二六年、二零二七年及二零二八年十二月三十一日止年度各年的年度上限分別為104,150,000港元、104,150,000港元及104,150,000港元。

根據上市規則第14A章，二零二五年框架協議構成本公司的持續關連交易。

有關二零二五年框架協議的進一步詳情，請參閱本公司日期為二零二五年十月十七日的公告及本公司日期為二零二五年十二月八日的通函。有關二零二五年框架協議的決議案已於二零二五年十二月二十九日舉行的本公司股東特別大會上獲正式通過。

董事確認二零二五年框架協議乃本集團於日常及一般業務過程中按正常商業條款訂立，屬公平合理，且符合本公司及其股東的整體利益。

# Connected Transactions

## 關連交易

### B. Continuing Connected Transactions resulting from the Acquisition of Zhejiang Construction Investment Environmental Development Group Company Limited (formerly known as Zhejiang Construction Investment Environment Engineering Company Limited)

Prior to the completion of the acquisition of ZCIED (together with its subsidiaries, the “**Target Group**”) (the “**Acquisition**”) in 2023, the Target Group and Zhejiang Construction Investment Group Co., Ltd. (together with its subsidiaries but excluding the Group and the Target Group) entered into the following continuing transactions, which constituted continuing connected transactions of the Company upon completion of the Acquisition pursuant to the Listing Rules.

#### B.1 Remaining Group as a service and construction materials provider/supplier/subcontractor

Name and date of agreement	Paying Party	Receiving Party	Main scope of agreement	Term of agreement	Consideration (before tax) 代價 (除稅前) HK\$'000 千港元
協議名稱及日期	付款方	接收方	主要協議範圍	協議期限	
1. Construction Materials Purchase Agreement dated 30 June 2022	ZCIED	Zhejiang Zhejian	Purchase of construction materials including denitrification filter processing package, ultrafiltration membrane processing package, magnetic coagulation processing package and Fenton processing package for the Cangshan Sewage Treatment Plant Construction	From 30 June 2022 to the completion of the construction PPP Project of Phase II of Cangshan Sewage Treatment Plant (the “ <b>Cangshan Sewage Treatment Plant Construction</b> ”)	738
日期為二零二二年六月三十日的建築材料採購合同	浙建環發	浙江浙建	採購用於蒼山污水處理廠建設的反硝化濾池工藝包、超濾膜工藝包、磁混凝工藝包及芬頓工藝包的建築材料	自二零二二年六月三十日起至蒼山污水處理廠(二期)建設PPP項目(「 <b>蒼山污水處理廠建設</b> 」)竣工	738
2. Construction Materials Purchase Agreement dated 15 July 2022	ZCIED	Zhejiang Zhejian	Purchase of construction materials including deodorization system process package and sludge dewatering system process package for the Cangshan Sewage Treatment Plant Construction	From 15 July 2022 to the completion of the Cangshan Sewage Treatment Plant Construction	52
日期為二零二二年七月十五日的建築材料採購合同	浙建環發	浙江浙建	採購用於蒼山污水處理廠建設的除臭系統工藝包及污泥脫水系統工藝包的建築材料	自二零二二年七月十五日起至蒼山污水處理廠建設竣工	52
3. Sewage Treatment Plant Operation and Maintenance Management Consulting Contract* (污水處理廠運維管理諮詢合同) signed in January 2021	ZCIED	Zhejiang Construction Investment Group Co., Ltd.	Provision of operation and maintenance management and consultancy services in respect of Changxing Si'an Oasis Sewage Treatment Plant (長興泗安綠洲污水處理廠) in Si'an, Changxing County, Zhejiang Province, the PRC (“ <b>Si'an Sewage Treatment Plant</b> ”)	From 20 October 2020 to the expiry of the transitional operation and maintenance entrustment agreement in relation to the Si'an Sewage Treatment Plant (the “ <b>First Si'an Agreement</b> ”)	330
於二零二一年一月簽訂的污水處理廠運維管理諮詢合同	浙建環發	浙江省建設投資集團股份有限公司	就中國浙江省長興縣長興泗安綠洲污水處理廠(「 <b>泗安污水處理廠</b> 」)提供運維管理及諮詢服務	自二零二二年十月二十日起至泗安污水處理廠過渡期委託運營協議(「 <b>第一份泗安協議</b> 」)屆滿	330

### B. 因收購浙江建投環境發展集團有限公司(前稱浙江建投環保工程有限公司)而進行的持續關連交易

於二零二三年完成收購浙建環發(連同其附屬公司統稱「**目標集團**」)一事(「**收購事項**」)前，目標集團與浙江省建設投資集團股份有限公司(連同其附屬公司，但不包括本集團及目標集團)訂立以下關連交易，而根據上市規則該等交易於收購事項完成後構成本公司的持續關連交易。

#### B.1 餘下集團作為服務及建築材料提供商/供應商/分包商

# Connected Transactions

## 關連交易

### B.2 Target Group as a service provider/subcontractor

### B.2 目標集團作為服務供應商／分包商

Name and date of agreement	Paying Party	Receiving Party	Main scope of agreement	Term of agreement	Consideration (before tax) 代價 (除稅前) HK\$'000 千港元
協議名稱及日期	付款方	接收方	主要協議範圍	協議期限	
1. The Sewage treatment plant transitional operation and maintenance entrustment operation dated 13 October 2020	Changxing Zhejiang Town Construction Co., Ltd.*, a wholly-owned subsidiary of Zhejiang Construction Investment Group Co., Ltd.	ZCIED	Provision of operation and maintenance services for sewage water tubes and related equipments in relation to the Si'an Sewage Treatment Plant	From 20 October 2020 to the expiry of the First Si'an Agreement	9,365
日期為二零二零年十月十三日的泗安綠洲污水處理廠過渡期委託運維協議	長興浙建城鎮建設有限公司，為浙江省建設投資集團股份有限公司的全資附屬公司	浙建環發	就泗安污水處理廠的污水管及相關設備提供運營及維護服務	自二零二零年十月二十日起至第一份泗安協議屆滿止	9,365
2. Subcontract agreement dated 20 June 2018 in relation to upgrading and renovation project of rural domestic sewage in 25 villages in the secondary protection zone of Changtan Reservoir* (長潭水庫二級保護區25個村農村生活污水提升改造工程(EPC工程總承包)建設工程施工專業分包合同) (as supplemented by a supplemental agreement dated 19 November 2018)	Zhejiang Construction Investment	ZCIED	Excavation, backfilling and concrete pouring of new roads; demolition and repair of original roads; pipeline laying and backfilling, new roads; terminal civil works under the upgrading and renovation project of rural domestic sewage	From 20 June 2018 to 20 November 2018  The parties to the agreement have mutually agreed to extend the term of the subcontract agreement to the completion of the final certification	212
日期為二零一八年六月二十日的長潭水庫二級保護區25個村農村生活污水提升改造工程(EPC工程總承包)建設工程施工專業分包合同(經日期為二零一八年十一月十九日的補充協議所補充)	浙江交建	浙建環發	農村生活污水提升改造工程中的新道路開挖、回填、澆築混凝土；拆除及維修原有道路；管道鋪設及回填、新道路；終端土木工程	二零一八年六月二十日至二零一八年十一月二十日  協議訂約各方已互相同意將分包協議的期限延長以完成最終認證	212

# Connected Transactions

## 關連交易

### C. Continuing Connected Transaction in relation to the Mutual Products and Services Supply Framework Agreement dated 13 July 2026 with Zhejiang Construction Group

On 13 July 2023, the Company (for itself and on behalf of its subsidiaries) entered into a mutual products and services supply framework agreement (the “**2023 Framework Agreement**”) with Zhejiang Construction Investment Group Co., Ltd. (for itself and on behalf of its subsidiaries, which excludes the Group) with a term commencing from the effective date of the 2023 Framework Agreement and ending on 31 December 2025. Pursuant to the 2023 Framework Agreement, the Company and Zhejiang Construction Investment Group Co., Ltd. has conditionally agreed that (i) the Group will supply certain products and services to the Remaining Group with the annual caps for each of the years ending 31 December 2023, 2024 and 2025 of HK\$55,000,000, HK\$110,000,000 and HK\$110,000,000 respectively; and (ii) the Remaining Group will supply certain products and services to the Group with the annual caps for each of the years ending 31 December 2023, 2024 and 2025 of HK\$52,500,000, HK\$105,000,000 and HK\$105,000,000 respectively.

The 2023 Framework Agreement constitutes a continuing connected transaction of the Company under Chapter 14A of the Listing Rules. For further details of the 2023 Framework Agreement, please refer to the announcement of the Company dated 13 July 2023 and the circular of the Company dated 18 September 2023.

The resolution of the 2023 Framework Agreement was duly passed at the extraordinary general meeting of the Company held on 5 October 2023.

The recorded amount of sales transactions and procurement transactions for the year ended 31 December 2025 is in aggregate amount of nil and approximately HK\$17,651,000 respectively. The aggregate amount has not exceeded the respective annual caps of HK\$110,000,000 and HK\$105,000,000. All of the aforementioned transactions fall within the scope of the 2023 Framework Agreement.

The Directors confirm that the 2023 Framework Agreement had been entered into in the ordinary and usual course of the business of our Group and was based on normal commercial terms that are fair and reasonable and in the interests of our Company and our Shareholders as a whole.

### C. 有關與浙江建投集團訂立日期為二零二六年七月十三日的相互產品及服務供應框架協議的持續關連交易

於二零二三年七月十三日，本公司（為自身及代表其附屬公司）與浙江省建設投資集團股份有限公司（為自身及代表其附屬公司，不包括本集團）訂立相互產品及服務供應框架協議（「**二零二三年框架協議**」），年期由二零二三年框架協議生效日期起至二零二五年十二月三十一日止。根據二零二三年框架協議，本公司與浙江省建設投資集團股份有限公司有條件同意(i)本集團向餘下集團供應若干產品及服務，其於截至二零二三年、二零二四年及二零二五年十二月三十一日止年度各年的年度上限分別為55,000,000港元、110,000,000港元及110,000,000港元；及(ii)餘下集團向本集團供應若干產品及服務，其於截至二零二三年、二零二四年及二零二五年十二月三十一日止年度各年的年度上限分別為52,500,000港元、105,000,000港元及105,000,000港元。

根據上市規則第14A章，二零二三年框架協議構成本公司的持續關連交易。有關二零二三年框架協議的進一步詳情，請參閱本公司日期為二零二三年七月十三日的公告及本公司日期為二零二三年九月十八日的通函。

有關二零二三年框架協議的決議案已於二零二三年十月五日舉行的本公司股東特別大會上獲正式通過。

截至二零二五年十二月三十一日止年度錄得的銷售交易及採購交易總額分別為無及約17,651,000港元。有關總額並未超過分別為110,000,000港元及105,000,000港元的年度上限。上述所有交易均屬於二零二三年框架協議的範圍之內。

董事確認二零二三年框架協議乃本集團於日常及一般業務過程中按正常商業條款訂立，屬公平合理，且符合本公司及其股東的整體利益。

# Connected Transactions

## 關連交易

### D. Continuing Connected Transaction in relation to the BIM Services Subcontracting Framework Agreement with Zhejiang Construction Digital Technology Co., Ltd.

On 8 April 2024, the Company for itself and on behalf of its subsidiaries) entered into a business information modelling services subcontracting framework agreement (the “**BIM Services Subcontracting Framework Agreement**”) with Zhejiang Construction Digital Technology Co., Ltd. (“**Zhejiang Construction Digital Technology**”) with a term commencing from the date of the BIM Services Subcontracting Framework Agreement and ending on 31 December 2026 (both dates inclusive). Pursuant to the BIM Services Subcontracting Framework Agreement, the Group agreed to subcontract certain business information modelling (the “**BIM**”) services to Zhejiang Construction Digital Technology during the term of the BIM Services Subcontracting Framework Agreement with the annual caps for each of the years ending 31 December 2024, 2025 and 2026 of HK\$4,000,000, HK\$4,000,000 and HK\$4,000,000, respectively.

The BIM Services Subcontracting Framework Agreement constitutes a continuing connected transaction of the Company under Chapter 14A of the Listing Rules. For further details of the BIM Services Subcontracting Framework Agreement, please refer to the announcement of the Company dated 8 April 2024.

The recorded amount of transactions (before tax) for the year ended 31 December 2025 is approximately HK\$603,000 which has not exceeded the annual cap of HK\$4,000,000. All of the transactions fall within the scope of the BIM Services Subcontracting Framework Agreement.

The Directors confirm that the BIM Services Subcontracting Framework Agreement had been entered into the ordinary and usual course of the business of our Group and was based on normal commercial terms that are fair and reasonable and in the interests of our Company and our Shareholders as a whole.

### D. 有關與浙江建投數字技術有限公司訂立BIM服務分包框架協議的持續關連交易

於二零二四年四月八日，本公司（為自身及代表其附屬公司）與浙江建投數字技術有限公司（「**浙建數字**」）訂立年期由BIM服務分包框架協議日期起至二零二六年十二月三十一日止（包括首尾兩日）的建築信息模擬服務分包框架協議（「**BIM服務分包框架協議**」）。根據BIM服務分包框架協議，本集團同意於BIM服務分包框架協議的年期內向浙建數字分包若干建築信息模擬（「**BIM**」）服務，其於截至二零二四年、二零二五年及二零二六年十二月三十一日止年度各年的年度上限分別為4,000,000港元、4,000,000港元及4,000,000港元。

根據上市規則第14A章，BIM服務分包框架協議構成本公司的持續關連交易。有關BIM服務分包框架協議的進一步詳情，請參閱本公司日期為二零二四年四月八日的公告。

截至二零二五年十二月三十一日止年度已入賬的交易金額（除稅前）約為603,000港元，並未超過4,000,000港元年度上限。所有交易均屬於BIM服務分包框架協議的範圍。

董事確認，BIM服務分包框架協議乃本集團於日常及一般業務過程中按正常商業條款訂立，其屬公平合理且符合本公司及股東的整體利益。

# Connected Transactions

## 關連交易

### Reviewing of Continuing Connected Transaction

The Company confirms that it has complied with the disclosure requirements in accordance with Chapter 14A of the Listing Rules in respect of the connected transactions and continuing connected transactions the Company conducted in the year 2025.

The Company's external auditor was engaged to report on the Group's continuing connected transactions for the year ended 31 December 2025 in respect of the Continuing Connected transactions with consideration amounts during the period as listed in section B, C and D under "Connected Transactions" to the annual report. The work was performed in accordance with the 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 (Revised) *Auditor's Letter on Continuing Connected Transactions under the Hong Kong Listing Rules* issued by the Hong Kong Institute of Certified Public Accountants.

The auditors of the Group have reviewed the continuing connected transactions of the Group for the year ended 31 December 2025 in respect of the Continuing Connected transactions with consideration amounts during the period as listed in section B, C and D under "Connected Transactions" to the annual report and have confirmed to the Board that nothing has come to their attention that causes them to believe that the relevant continuing connected transactions:

- (1) have not been approved by the Company's board of directors;
- (2) were not, in all material respects, in accordance with the pricing policies of the Group for transactions involving the provision of goods or services by the Group;
- (3) were not entered into, in all material respects, in accordance with the relevant agreements governing such transactions; and
- (4) have exceeded the annual caps as set by the Company.

### 持續關連交易審查

本公司確認已遵守上市規則第14A章有關本公司於二零二五年進行的關連交易及持續關連交易的披露規定。

本公司的外聘核數師已獲聘就本集團截至二零二五年十二月三十一日止年度的持續關連交易作出報告，當中涉及於年報「關連交易」下第B、C及D節所列之期內持續關連交易及其代價金額。有關工作乃根據香港會計師公會頒佈的香港核證委聘準則第3000號（經修改）「審核或審閱過往財務資料以外的核證委聘」及參考實務說明第740號（經修改）「香港上市規則規定的持續關連交易的核數師函件」履行。

本集團的核數師已審閱本集團截至二零二五年十二月三十一日止年度的持續關連交易，當中涉及於年報「關連交易」下第B、C及D節所列之期內持續關連交易及其代價金額，並已向董事會確認其並無發現任何事項，足以令彼等相信該等持續關連交易：

- (1) 未獲本公司董事會批准；
- (2) 在所有重大方面並未按照本集團就涉及本集團提供貨品或服務的交易所訂的定價政策進行；
- (3) 在所有重大方面並未按照規管有關交易的相關協議進行；及
- (4) 超出本公司設定的年度上限。

# Connected Transactions

## 關連交易

The Independent Non-Executive Directors of the Company have confirmed that all continuing connected transactions for the year ended 31 December 2025 to which the Group was a party:

- (1) had been entered into, and the agreements governing those transactions were entered into, by the Group in the ordinary and usual course of business;
- (2) had been entered into either:
  - (i) on normal commercial terms or better; or
  - (ii) if there are not sufficient comparable transactions to judge whether they are on normal commercial terms, on terms no less favourable to the Company than those available to or (if applicable) from independent third parties; and
- (3) had been entered into in accordance with the relevant agreements governing those transactions on terms that are fair and reasonable and in the interests of the shareholders of the Company as a whole.

The Independent Non-Executive Directors have further confirmed that:

The continuing connected transactions for the year ended 31 December 2025 entered into between the Group and its connected persons which are subject to annual caps have not exceeded their respective annual caps

### Related Party Transactions and Connected Transactions

Details of the related party transactions carried out in the normal course of business are set out in note 33 to the financial statements. Save as disclosed above, these related party transactions either (i) do not constitute a connected transaction or continuing connected transaction as defined under the Listing Rules; or (ii) were fully exempt from shareholder's approval, annual review and all disclosure requirements under Chapter 14A of the Listing Rules. In relation to those related party transactions which constitute connected transaction or continuing connected transaction as defined under the Listing Rules, the Company has complied with the disclosure requirements under Chapter 14A of the Listing Rules.

本公司獨立非執行董事已確認，所有於截至二零二五年十二月三十一日止年度由本集團訂約進行的持續關連交易：

- (1) 均由本集團在日常及一般業務過程中進行，而規管該等交易的協議亦由本集團在日常及一般業務過程中訂立；
- (2) 均按照：
  - (i) 正常商業條款或更佳條款訂立；或
  - (ii) (倘並無足夠的可比較交易來判斷其是否按正常商業條款進行)對本公司而言不遜於獨立第三方可給予或(如適用)可從獨立第三方獲得的條款進行；及
- (3) 均按照規管該等交易的相關協議訂立，其條款屬公平合理且符合本公司股東整體利益。

獨立非執行董事已進一步確認：

本集團與其關連人士於截至二零二五年十二月三十一日止年度進行的持續關連交易受年度上限所規限，而該等交易並未超出各自的年度上限。

### 關聯方交易和關連交易

在正常業務過程中進行的關聯方交易的詳細信息，在財務報表附註33中列出。除上文所披露者外，該等關聯方交易(i)不構成上市規則所界定的關連交易或持續關連交易；或(ii)獲全面豁免遵守上市規則第14A章下的股東批准、年度審核及所有披露規定。就構成上市規則所界定的關連交易或持續關連交易的關聯方交易而言，本公司已遵守上市規則第14A章的披露規定。

# Independent Auditor's Report

## 獨立核數師報告



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

### Opinion

We have audited the consolidated financial statements of CR Construction Group Holdings Limited (the “**Company**”) and its subsidiaries (the “**Group**”) set out on pages 96 to 223, which comprise the consolidated statement of financial position as at 31 December 2025, and the consolidated statement of profit or loss, the consolidated statement of comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended and notes, comprising material accounting policy information and other explanatory information.

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 2025, and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with HKFRS Accounting Standards as issued by the Hong Kong Institute of Certified Public Accountants (“**HKICPA**”) and have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

### Basis for opinion

We conducted our audit in accordance with Hong Kong Standards on Auditing (“**HKSAs**”) as 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**”), as applicable to audits of financial statements of public interest entities. We have also 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.

### 獨立核數師報告

致華營建築集團控股有限公司股東  
(於開曼群島註冊成立的有限公司)

### 意見

我們已審核華營建築集團控股有限公司(「**貴公司**」)及其附屬公司(「**貴集團**」)載於第96至223頁的綜合財務報表，包括於二零二五年十二月三十一日的綜合財務狀況表，及截至該日止年度的綜合損益表、綜合全面收益表、綜合權益變動表及綜合現金流量表以及附註，包括重大會計政策資料及其他說明資料。

我們認為，綜合財務報表已按照香港會計師公會(「**香港會計師公會**」)頒佈之香港財務報告會計準則真實而公平地反映 貴集團於二零二五年十二月三十一日之綜合財務狀況以及其截至該日止年度之綜合財務表現及綜合現金流量，並已按照香港公司條例之披露規定妥為編製。

### 意見基礎

我們乃按照香港會計師公會頒佈的香港審計準則(「**香港審計準則**」)進行審核工作。我們在該等準則下承擔的責任於「**核數師就審核綜合財務報表的責任**」一節中作進一步闡述。根據香港會計師公會所頒佈適用於審核公眾利益實體財務報表的「**專業會計師道德守則**」(「**守則**」)，我們獨立於 貴集團，並已根據守則履行其他專業道德責任。我們相信，我們所獲得的審核憑證能充足及適當地為我們的審核意見提供基礎。

# Independent Auditor's Report

## 獨立核數師報告

### Key audit matters

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

### 關鍵審核事項

關鍵審核事項是根據我們的專業判斷，認為對本期綜合財務報表之審核最為重要之事項。該等事項是在對綜合財務報表整體進行審核並形成意見的背景予以處理，我們不對該等事項提供單獨的意見。

#### Revenue recognition for building construction works and repair, maintenance, addition and alteration ("RMAA") works from construction operations

來自建築業務的樓宇建築工程及維修、保養、改建及加建（「RMAA」）工程的收益確認

Refer to accounting policy note 2.5 and note 5 to the consolidated financial statements

請參閱會計政策附註2.5及綜合財務報表附註5

#### The Key Audit Matter

關鍵審核事項

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

我們審核時如何處理有關事項

The Group recognised revenue from building construction works and RMAA works from construction operations totalling HK\$8,417 million for the year ended 31 December 2025.

本集團於截至二零二五年十二月三十一日止年度就建築業務中的樓宇建築及RMAA工程確認收益合共8,417百萬港元。

Our audit procedures to assess the revenue recognition for building construction works and RMAA works from construction operations included the following:

我們就評估建築業務中樓宇建築及RMAA工程的收益確認所執行的審核程序包括：

- assessing the design and implementation of key internal controls over the contract revenue recognition and the contract costs budgeting processes;
- 評估與合約收益確認及合約成本預算流程相關的主要內部控制的設計及執行情況；

# Independent Auditor's Report

## 獨立核數師報告

### Key audit matters (Continued)

### 關鍵審核事項 (續)

#### Revenue recognition for building construction works and repair, maintenance, addition and alteration ("RMAA") works from construction operations

來自建築業務的樓宇建築工程及維修、保養、改建及加建（「RMAA」）工程的收益確認

Refer to accounting policy note 2.5 and note 5 to the consolidated financial statements

請參閱會計政策附註2.5及綜合財務報表附註5

#### The Key Audit Matter

#### 關鍵審核事項

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

#### 我們審核時如何處理有關事項

Contract revenue is recognised over time either (i) using input method, based on the proportion of actual contract costs incurred at the reporting date compared to the estimated total contract costs to complete the contract; or (ii) using output method to directly measure the value of services delivered up to the reporting date relative to the remaining services, based on surveys of work performed. Contract costs are recognised when work is performed, together with any provisions for expected contract losses. Recognition of revenue relies on management's estimate of the final outcome of each contract, which involves the exercise of significant management judgement, particularly in forecasting the costs to complete when using input method, and in estimating contract variations, claims, liquidated and ascertained damages, and the amount of expected losses.

合約收益乃隨時間確認，方法為：(i)採用投入法，按報告日期已產生的實際合約成本相對預計完成合約的總合約成本之比例計算；或(ii)採用產出法，根據已完成工程測量結果直接計量截至報告日期已提供服務相對於尚餘服務的價值比例。合約成本於工程進行時確認，並就預期合約虧損計提撥備。收益確認乃基於管理層對各項合約最終結果的估計，當中涉及重大管理層判斷，尤其是在採用投入法時對完工成本的預測，以及對合約變更、索償、算定及約定損害賠償及預期虧損金額的估計。

- discussing with management the performance of contracts in progress during the year, on a sample basis, and challenging the key estimates and assumptions adopted in the forecast of contract revenue and contract costs, including estimated costs to completion, the recognition of variation orders, the adequacy of contingency provisions and the assessment of potential liquidated and ascertained damages for contracts which were behind schedule, by obtaining and assessing information in connection with the assumptions adopted, including contract agreements and sub-contracts, correspondence with customers regarding contract variations and claims and by considering historical outcomes for similar contracts;
- 與管理層討論年內在建合約的履行情況（按抽樣基準），並透過取得及評估與所採用假設相關的資料（包括合約協議及分包合約、與客戶就合約變更及索償的往來函件）以及參考類似合約的過往結果作出評估，對合約收益及合約成本預測所採用的主要估計及假設提出質疑，包括合約收益與合約成本估計、變更指令的確認、應急撥備的充足性，以及對進度落後合約的算定及約定損害賠償的評估；

# Independent Auditor's Report

## 獨立核數師報告

### Key audit matters (Continued)

### 關鍵審核事項 (續)

#### Revenue recognition for building construction works and repair, maintenance, addition and alteration ("RMAA") works from construction operations

來自建築業務的樓宇建築工程及維修、保養、改建及加建（「RMAA」）工程的收益確認

Refer to accounting policy note 2.5 and note 5 to the consolidated financial statements

請參閱會計政策附註2.5及綜合財務報表附註5

#### The Key Audit Matter

##### 關鍵審核事項

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

##### 我們審核時如何處理有關事項

We identified the revenue recognition for building construction works and RMAA works from construction operations as a key audit matter because the estimation of the total contract revenue and total costs to complete the contracts is inherently subjective and requires significant management judgement and estimation, and errors in the forecast of contract revenue and contract costs could result in a material variance in the amount of revenue recognised from the contracts.

我們認為建築業務中的樓宇建築及RMAA工程的收益確認屬關鍵審核事項，原因為對合約總收益及完成合約所需總成本的估計具有主觀性，涉及重大管理層判斷及估計，而對合約收益及合約成本的預測如出現錯誤，可令就合約確認的收益金額出現重大差異。

- obtaining a detailed breakdown of the total estimated costs to completion for contracts in progress during the year and comparing, on a sample basis, actual costs incurred at the reporting date and future cost estimates with agreements, certifications or correspondence with subcontractors and suppliers and other documentation referred to by management in its assessment of estimated costs to completion;
- 取得年內在在建合約完工成本估計的詳細分解，並按抽樣基準將報告日期已產生的實際成本及未來成本估計與協議、證明文件或與分包商及供應商的往來文件，以及管理層於評估完工成本時所參考的其他文件進行比較；
- assessing whether costs incurred were accounted for in the appropriate period and comparing costs incurred during the current year to payment certificates issued by the Group to subcontractors, purchase invoices and other supporting documentation on a sample basis;
- 評估所產生成本是否於適當期間入賬，並按抽樣基準將本年度產生的成本與本集團向分包商發出的付款證明、採購發票及其他支持文件進行比較；
- comparing the contract revenue recognised using output method for contracts in progress during the year with certification from surveyors appointed by the customers or payment applications from the in-house surveyors on a sample basis;
- 按抽樣基準，將年內在在建合約按產出法確認的合約收益與客戶委聘測量師出具的證明或內部測量師提交的付款申請進行比較；

# Independent Auditor's Report

## 獨立核數師報告

Key audit matters (Continued)

關鍵審核事項 (續)

### Revenue recognition for building construction works and repair, maintenance, addition and alteration ("RMAA") works from construction operations

來自建築業務的樓宇建築工程及維修、保養、改建及加建（「RMAA」）工程的收益確認

Refer to accounting policy note 2.5 and note 5 to the consolidated financial statements

請參閱會計政策附註2.5及綜合財務報表附註5

#### The Key Audit Matter

關鍵審核事項

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

我們審核時如何處理有關事項

- conducting site visits, on a sample basis, to observe the progress of individual contracts and discussing with site personnel the status of each project and evaluating whether the project progress was consistent with the agreed timetable and the Group's financial accounting records;
- 按抽樣基準進行實地視察，並與現場人員討論各項目狀況，以觀察個別合約的工程進度，評估工程進度是否與協定時間表及本集團財務會計記錄一致；
- performing a retrospective review for contracts completed during the current year by comparing the final result of the contracts with previous estimates made for those contracts to assess the reliability of management's forecasting process; and
- 就本年度已完成合約進行回顧檢討，比較合約最終結果與過往對該等合約作出的估計，以評估管理層預測程序的可靠性；及
- inspecting contract agreements with customers and subcontractors, on a sample basis, to identify key terms and conditions, including contracting parties, the contract period, contract sum, scope of work, methodology for calculating liquidated and ascertained damages, and evaluating whether these key terms and conditions had been appropriately reflected in the total estimated revenue and costs to completion in the forecast of the outcome of the contract.
- 按抽樣基準查閱與客戶及分包商訂立的合約協議，以識別主要條款及條件，包括訂約方、合約期限、合約金額、工作範圍、算定及約定損害賠償的計算方法，並評估該等主要條款及條件是否已於合約結果預測中的總估計收益及完工成本中適當反映。

# Independent Auditor's Report

## 獨立核數師報告

### Key audit matters (Continued)

### 關鍵審核事項 (續)

#### Expected credit loss ("ECL") allowances of trade receivables and contract assets from construction operations

來自建築業務的應收貿易款項及合約資產的預期信貸虧損(「預期信貸虧損」)撥備

Refer to accounting policy note 2.5 and note 17 and 18 to the consolidated financial statements

請參閱會計政策附註2.5及綜合財務報表附註17及附註18

#### The Key Audit Matter

關鍵審核事項

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

我們審核時如何處理有關事項

As at 31 December 2025, the gross carrying amounts of the Group's trade receivables and contract assets (including retention receivables) were HK\$590 million and HK\$4,129 million from construction operations, and the ECL loss allowances were HK\$83 million and HK\$178 million respectively.

於二零二五年十二月三十一日，貴集團建築業務產生的應收貿易款項及合約資產(包括應收保留金)的賬面總額分別為590百萬港元及4,129百萬港元，而預期信貸虧損撥備則分別為83百萬港元及178百萬港元。

The measurement of ECL on the Group's trade receivables and contract assets from construction operations under the ECL approach was estimated on a collective and individual basis, based on factors including ageing reports.

根據預期信貸虧損法對貴集團來自建築業務的應收貿易款項及合約資產的預期信貸虧損的計量，乃因應賬齡報告等因素而按集體及個別基準進行評估。

Our audit procedures to assess the ECL allowances of trade receivables and contract assets from construction operations included the following:

我們就評估建築業務產生的應收貿易款項及合約資產的預期信貸虧損撥備所執行的審計程序包括：

- assessing the design and implementation of key internal controls over the credit control and estimation of the ECL allowances;
- 評估信貸控制及估計預期信貸虧損撥備的相關主要內部控制的設計及執行情況；
- evaluating the methodologies, inputs selected and assumptions used by management in their ECL assessment;
- 評估管理層於預期信貸虧損評估中所採用的方法、所選取的輸入數據及所使用的假設；
- assessing the appropriateness of the key assumptions used by management in the ECL assessment, including the basis for segmentation of the debtors and contract assets based on similar credit risk profile of its customers;
- 評估管理層於預期信貸虧損評估中所採用的主要假設的適當性，包括根據客戶的相似信貸風險特徵對債務人及合約資產進行分組的依據；

# Independent Auditor's Report

## 獨立核數師報告

### Key audit matters (Continued)

### 關鍵審核事項 (續)

#### Expected credit loss ("ECL") allowances of trade receivables and contract assets from construction operations

來自建築業務的應收貿易款項及合約資產的預期信貸虧損 (「預期信貸虧損」) 撥備

Refer to accounting policy note 2.5 and note 17 and 18 to the consolidated financial statements

請參閱會計政策附註2.5及綜合財務報表附註17及附註18

#### The Key Audit Matter

關鍵審核事項

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

我們審核時如何處理有關事項

We identified the ECL allowances of trade receivables and contract assets from construction operations as a key audit matter because trade receivables and contract assets are significant to the consolidated financial statements and there is significant management judgement involved in determining the ECL allowances.

我們將建築業務產生的應收貿易款項及合約資產的預期信貸虧損撥備識別為關鍵審核事項，因為應收貿易款項及合約資產對綜合財務報表具有重大影響，且釐定預期信貸虧損撥備涉及重大管理層判斷。

- assessing, on a sample basis, whether items in the trade receivables ageing reports were classified with the appropriate ageing bucket by comparing individual items with underlying documentation; and
- 按抽樣基準，透過將個別項目與相關支持文件進行比較，評估應收貿易款項賬齡報告中的項目是否已歸入適當的賬齡組別；及
- re-performing the calculation of the ECL allowance as at the end of the Reporting Period based on the Group's accounting policy and methods.
- 根據 貴集團的會計政策及方法，覆算報告期末的預期信貸虧損撥備。

# Independent Auditor's Report

## 獨立核數師報告

### Information other than the consolidated financial statements and auditor's report thereon

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

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon as part of our engagement to audit the consolidated financial statements. We have performed an assurance engagement on the disclosed continuing connected transactions that form part of the other information and provided a separate assurance practitioner's conclusion thereon that is included within the other information.

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

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

### Responsibilities of the directors for the consolidated financial statements

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

### 綜合財務報表及其核數師報告以外的信息

董事須對其他信息負責。其他信息包括年報內所載的所有信息，惟不包括綜合財務報表及本核數師報告。

我們對綜合財務報表的意見並不涵蓋其他信息，且在審計綜合財務報表的工作中，我們亦不對該等其他信息發表任何形式的鑒證結論。我們已就構成其他信息一部分披露的持續關連交易進行執行了鑒證業務，同時單獨出具了鑒證從業人員的結論，並載於其他信息內。

就我們對綜合財務報表的審核而言，我們的責任是閱讀其他信息，並在此過程中考慮該等信息是否與綜合財務報表或我們於審核過程中獲得的知識存在重大不一致，或是否存在重大錯誤陳述。

倘若根據我們已執行的工作，我們認為其他信息存在重大錯誤陳述，我們須報告該事實。就此而言，我們並無任何事項須報告。

### 董事就綜合財務報表須承擔的責任

董事須負責根據香港會計師公會頒佈的香港財務報告會計準則及香港公司條例的披露規定，編製真實而公平地反映情況的綜合財務報表，並負責落實董事認為為使綜合財務報表不存在因欺詐或錯誤所致的重大錯誤陳述所必需的內部控制。

# Independent Auditor's Report

## 獨立核數師報告

### Responsibilities of the directors for the consolidated financial statements *(Continued)*

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

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

### Auditor's responsibilities for the audit of the consolidated financial statements

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

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

### 董事就綜合財務報表須承擔的責任 *(續)*

在編製綜合財務報表時，董事須負責評估貴集團持續經營的能力，並於適用情況下披露與持續經營有關的事項，除非董事有意將貴集團清盤或終止營運，或別無其他實際替代方案，否則必須採用持續經營會計基礎。

董事在審核委員會協助下履行其監督貴集團財務報告程序的責任。

### 核數師就審核綜合財務報表須承擔的責任

我們的目標是就綜合財務報表整體是否不存在因欺詐或錯誤所致的重大錯誤陳述取得合理保證，並出具載有我們意見的核數師報告。本報告僅向閣下（作為整體）作出，除此之外別無其他目的。我們概不就本報告內容對任何其他人士承擔或接受任何責任。

合理確定屬高層次核證，但不能擔保根據香港審計準則進行的審核工作總能發現所有存在的重大錯誤陳述。錯誤陳述可源於欺詐或錯誤，倘其個別或整體於合理預期情況下會影響使用者根據該等綜合財務報表作出的經濟決定，則視為重大錯誤陳述。

# Independent Auditor's Report

## 獨立核數師報告

### Auditor's responsibilities for the audit of the consolidated financial statements (Continued)

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

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.
- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- 識別及評估綜合財務報表由於欺詐或錯誤而導致的重大錯誤陳述風險，因應此等風險設計及執行審核程序，獲得充足及適當審核憑證為我們的意見提供基礎。由於欺詐涉及合謀串通、偽造、故意遺漏、誤導性陳述或凌駕內部控制，因此未能發現由此造成的重大錯誤陳述風險較未能發現由於錯誤而導致的重大錯誤陳述風險更高。
- 了解與審核有關的內部控制，以設計恰當的審核程序，但並非旨在對 貴集團內部控制的有效程度發表意見。
- 評估所用會計政策是否恰當，以及董事所作會計估算及相關披露是否合理。
- 總結董事採用以持續經營為基礎的會計法是否恰當，並根據已獲取的審核憑證，總結是否有對 貴集團持續經營的能力構成重大疑問的事件或情況等重大不確定因素。倘我們總結認為存在重大不確定因素，我們需於核數師報告中提請注意綜合財務報表內的相關資料披露，或如果相關披露不足，則修訂我們的意見。我們的結論以截至核數師報告日期所獲得的審核憑證為基礎，惟未來事件或情況可能導致 貴集團不再具有持續經營的能力。

### 核數師就審核綜合財務報表須承擔的責任 (續)

在根據香港審計準則進行審核的過程中，我們運用專業判斷並保持專業懷疑態度。我們亦：

# Independent Auditor's Report

## 獨立核數師報告

### Auditor's responsibilities for the audit of the consolidated financial statements *(Continued)*

- 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.
- Plan and perform the group audit to obtain sufficient appropriate audit evidence regarding the financial information of the entities or business units within the Group as a basis for forming an opinion on the group financial statements. We are responsible for the direction, supervision and review of the audit work performed for purposes 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 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 Audit Committee, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

### 核數師就審核綜合財務報表須承擔的責任 *(續)*

- 評估綜合財務報表(包括資料披露)的整體列報、架構及內容，以及綜合財務報表是否已公允反映及列報相關交易及事項。
- 規劃及執行集團審核，以就貴集團內各實體或業務單位的財務資料獲得充足的審核憑證，作為就集團財務報表形成意見的依據。我們須負責指導、監督及檢討就集團審核所執行的審核工作。我們須為我們的審核意見承擔全部責任。

我們與審核委員會溝通(其中包括)審核工作的計劃範圍及時間安排及重大審核發現，包括我們在審核期間所識別的內部控制的任何重大缺陷。

我們亦向審核委員會提交聲明，確認我們已遵守有關獨立性的道德要求，並與其溝通所有被合理認為可能影響我們獨立性的關係及其他事宜及為消除威脅而採取的行動或防範措施(如適用)。

我們從與審核委員會溝通的事項中，決定哪些事項對本期綜合財務報表的審核工作最為重要，因而構成關鍵審核事項。除非法律或法規不容許公開披露此等事項，或於極罕有的情況下，我們認為披露此等事項可合理預期的不良後果將超越公眾知悉此等事項的利益而不應於報告中披露，否則我們會於核數師報告中描述此等事項。

# Independent Auditor's Report 獨立核數師報告

## Auditor's responsibilities for the audit of the consolidated financial statements *(Continued)*

The engagement partner on the audit resulting in this independent auditor's report is Pang Chi Wai, Aaron (practising certificate number: P07323).

### **KPMG**

*Certified Public Accountants*  
8th Floor, Prince's Building  
10 Chater Road  
Central, Hong Kong  
26 March 2026

## 核數師就審核綜合財務報表須承擔的責任 (續)

出具本獨立核數師報告的審計項目合夥人為彭志偉 (執業證書編號P07323)。

### 畢馬威會計師事務所

執業會計師  
香港中環  
遮打道10號  
太子大廈8樓  
二零二六年三月二十六日

# Consolidated Statement of Profit or Loss

## 綜合損益表

Year ended 31 December 2025 截至二零二五年十二月三十一日止年度

			2025 二零二五年 HK\$'000 千港元	2024 二零二四年 HK\$'000 千港元
<b>Revenue</b>	<b>收益</b>	5	<b>8,572,220</b>	6,066,037
Contract costs	合約成本		<b>(8,086,049)</b>	(5,712,805)
<b>Gross profit</b>	<b>毛利</b>		<b>486,171</b>	353,232
Other income	其他收入	6	<b>7,554</b>	9,025
Administrative expenses	行政開支		<b>(183,559)</b>	(162,548)
Other operating expenses, net	其他經營開支淨額		<b>(3,684)</b>	(7,342)
Impairment of financial assets, net	金融資產減值淨額		<b>(179,512)</b>	(46,003)
Finance costs	融資成本	7a	<b>(54,198)</b>	(65,820)
<b>Profit before tax</b>	<b>除稅前溢利</b>	7b	<b>72,772</b>	80,544
Income tax expense	所得稅開支	10	<b>(30,606)</b>	(26,594)
<b>Profit for the year</b>	<b>年內溢利</b>		<b>42,166</b>	53,950
Attributable to:	以下各方應佔：			
– Owners of the Company	– 本公司擁有人		<b>39,221</b>	53,715
– Non-controlling interests	– 非控股權益		<b>2,945</b>	235
			<b>42,166</b>	53,950
Earnings per share attributable to ordinary equity holders of the Company	本公司普通股權益持有人應佔每股盈利			
Basic and diluted	基本及攤薄	12	<b>HK7.84 cents</b> <b>7.84港仙</b>	HK10.74 cents 10.74港仙

The accompanying notes form an integral part of these consolidated financial statements. 相關附註為此等綜合財務報表之組成部分。

# Consolidated Statement of Comprehensive Income

## 綜合全面收益表

Year ended 31 December 2025 截至二零二五年十二月三十一日止年度

		2025 二零二五年 HK\$'000 千港元	2024 二零二四年 HK\$'000 千港元
<b>Profit for the year</b>	年內溢利	<b>42,166</b>	53,950
<b>Other comprehensive income</b>	其他全面收益		
Other comprehensive income that may be reclassified to profit or loss in subsequent periods:	於其後期間可能重新分類至損益的其他全面收益：		
Exchange differences on translation of foreign operations	換算海外業務產生的匯兌差額	<b>36,017</b>	(1,234)
<b>Other comprehensive income for the year, net of tax</b>	年內其他全面收益扣除稅項	<b>36,017</b>	(1,234)
<b>Total comprehensive income for the year</b>	年內其他全面收益總額	<b>78,183</b>	52,716
Attributable to:	以下各方應佔：		
– Owners of the Company	– 本公司擁有人	<b>74,638</b>	52,797
– Non-controlling interests	– 非控股權益	<b>3,545</b>	(81)
		<b>78,183</b>	52,716

# Consolidated Statement of Financial Position

## 綜合財務狀況表

31 December 2025 二零二五年十二月三十一日

			2025 二零二五年 HK\$'000 千港元	2024 二零二四年 HK\$'000 千港元
	Notes 附註			
<b>Non-current assets</b>	<b>非流動資產</b>			
Property, plant and equipment	物業、廠房及設備	13	116,751	22,415
Right-of-use assets	使用權資產	14(a)	35,470	48,578
Investment properties	投資物業	20	42,297	–
Interest in a joint venture	於合營企業權益	21	50,512	–
Operating concession rights	營運特許權	15(a)	30,270	30,927
Receivables and contract assets under service concession arrangements	服務特許權安排下的應收款項及合約資產	15(b)	249,170	249,613
Other intangible assets	其他無形資產	16	189	164
Prepayments and deposits	預付款項及按金	19	4,974	9,606
Deferred tax assets	遞延稅項資產	26	8,695	5,073
<b>Total non-current assets</b>	<b>非流動資產總額</b>		<b>538,328</b>	366,376
<b>Current assets</b>	<b>流動資產</b>			
Receivables and contract assets under service concession arrangements	服務特許權安排下的應收款項及合約資產	15(b)	4,089	8,879
Contract assets	合約資產	17	4,081,939	3,169,364
Trade receivables	應收貿易款項	18	549,572	775,887
Prepayments, deposits and other receivables	預付款項、按金及其他應收款項	19	96,228	106,671
Properties held for sale	持作銷售物業	20	8,132	46,576
Amounts due from intermediate holding companies	應收一間中間控股公司款項	33(b)	1,222	6,322
Amounts due from fellow subsidiaries	應收同系附屬公司款項	33(b)	36,608	43,276
Tax recoverable	可收回稅項		3,833	2,032
Cash and cash equivalents	現金及現金等價物	22	211,560	330,799
<b>Total current assets</b>	<b>流動資產總額</b>		<b>4,993,183</b>	4,489,806
<b>Current liabilities</b>	<b>流動負債</b>			
Trade and retention payables	應付貿易及保留金款項	23	2,164,070	1,920,405
Other payables, accruals and provision	其他應付款項、應計費用及撥備	24	1,884,638	1,538,468
Interest-bearing bank borrowings	計息銀行借款	25	375,793	318,011
Amount due to an intermediate holding company	應付一間中間控股公司款項	33(b)	3,077	3,001
Amount due to the immediate holding company	應付直接控股公司款項	33(b)	–	11,000
Amounts due to fellow subsidiaries	應付同系附屬公司款項	33(b)	11,019	12,613
Loans from intermediate holding companies	來自中間控股公司的貸款	33(b)	21,916	80,521
Lease liabilities	租賃負債	14(b)	16,022	16,480
Tax payable	應付稅項		20,178	23,854
<b>Total current liabilities</b>	<b>流動負債總額</b>		<b>4,496,713</b>	3,924,353
<b>Net current assets</b>	<b>流動資產淨值</b>		<b>496,470</b>	565,453
<b>Total assets less current liabilities</b>	<b>總資產減流動負債</b>		<b>1,034,798</b>	931,829

# Consolidated Statement of Financial Position (Continued)

## 綜合財務狀況表 (續)

31 December 2025 二零二五年十二月三十一日

			2025 二零二五年	2024 二零二四年
		Notes 附註	HK\$'000 千港元	HK\$'000 千港元
<b>Non-current liabilities</b>	<b>非流動負債</b>			
Provision	撥備	24	5,700	5,700
Lease liabilities	租賃負債	14(b)	22,180	33,519
Interest-bearing bank borrowings	計息銀行借款	25	255,604	216,153
Deferred tax liabilities	遞延稅項負債	26	545	564
<b>Total non-current liabilities</b>	<b>非流動負債總額</b>		<b>284,029</b>	255,936
<b>Net assets</b>	<b>資產淨值</b>		<b>750,769</b>	675,893
<b>Equity</b>	<b>權益</b>			
Equity attributable to equity holders of the Company	本公司權益持有人應佔權益			
Share capital	股本	27	5,000	5,000
Reserves	儲備	28	716,323	650,685
			<b>721,323</b>	655,685
<b>Non-controlling interests</b>	<b>非控股權益</b>		<b>29,446</b>	20,208
<b>Total equity</b>	<b>權益總額</b>		<b>750,769</b>	675,893

Approved and authorised for issue by the board of directors on 26 March 2026.

於二零二六年三月二十六日經董事會批准及授權發行

Zhang Guanhua )  
Jiang Wen ) Directors

張觀華 )  
姜文 ) 董事

The accompanying notes form an integral part of these consolidated financial statements.

相關附註為此等綜合財務報表之組成部分。

# Consolidated Statement of Changes in Equity

## 綜合權益變動表

Year ended 31 December 2025 截至二零二五年十二月三十一日止年度

		Attributable to equity holders of the Company 本公司權益持有人應佔										
		Share capital	Share premium <sup>†</sup>	Merger reserve <sup>†</sup>	Capital reserve <sup>†</sup>	Statutory reserve <sup>†</sup>	Asset revaluation reserve <sup>†</sup>	Exchange reserve <sup>†</sup>	Retained profits <sup>†</sup>	Total	Non-controlling interests	Total equity
		股本	股份溢價 <sup>†</sup>	兼併儲備 <sup>†</sup>	資本儲備 <sup>†</sup>	法定儲備 <sup>†</sup>	資產重估儲備 <sup>†</sup>	匯兌儲備 <sup>†</sup>	保留溢利 <sup>†</sup>	總計	非控股權益	權益總額
		(note 27)	(note 28(a))	(note 28(b))	(note 28(c))	(note 28(d))	(note 28(e))	(note 28(e))	(note 28(e))	(note 28(e))	(note 28(e))	(note 28(e))
		(附註27)	(附註28(a))	(附註28(b))	(附註28(c))	(附註28(d))	(附註28(e))	(附註28(e))	(附註28(e))	(附註28(e))	(附註28(e))	(附註28(e))
Notes		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
附註		千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
At 1 January 2025	於二零二五年一月一日	5,000	383,757	(190,732)	12,138	7,766	13	(37,310)	475,053	655,685	20,208	675,893
Profit for the year	年內溢利	-	-	-	-	-	-	-	39,221	39,221	2,945	42,166
Other comprehensive income for the year:	年內其他全面收益：											
Exchange differences on translation of foreign operation	換算海外業務產生的匯兌差額	-	-	-	-	-	-	35,417	-	35,417	600	36,017
Total comprehensive income for the year	年內全面收益	-	-	-	-	-	-	35,417	39,221	74,638	3,545	78,183
Final 2024 dividend	二零二四年末期股息	11	(9,000)	-	-	-	-	-	-	(9,000)	-	(9,000)
Capital contribution from non-controlling shareholders	來自非控股股東的出資	-	-	-	-	-	-	-	-	-	5,693	5,693
Transfer to statutory reserve	轉入法定儲備	-	-	-	-	2,682	-	-	(2,682)	-	-	-
At 31 December 2025	於二零二五年十二月三十一日	5,000	374,757	(190,732)	12,138	10,448	13	(1,893)	511,592	721,323	29,446	750,769

The accompanying notes form an integral part of these consolidated financial statements.

相關附註為此等綜合財務報表之組成部分。

# Consolidated Statement of Changes in Equity (Continued)

## 綜合權益變動表 (續)

Year ended 31 December 2025 截至二零二五年十二月三十一日止年度

		Attributable to equity holders of the Company 本公司權益持有人應佔										
		Share capital	Share premium <sup>#</sup>	Merger reserve <sup>#</sup>	Capital reserve <sup>#</sup>	Statutory reserve <sup>#</sup>	Asset revaluation reserve <sup>#</sup>	Exchange reserve <sup>#</sup>	Retained profits <sup>#</sup>	Total	Non-controlling interests	Total equity
		資產重估										
		股本 (note 27) (附註27)	股份溢價 <sup>#</sup> (note 28(a)) (附註28(a))	兼併儲備 <sup>#</sup> (note 28(b)) (附註28(b))	資本儲備 <sup>#</sup> (note 28(c)) (附註28(c))	法定儲備 <sup>#</sup> (note 28(d)) (附註28(d))	儲備 <sup>#</sup> (note 28(e)) (附註28(e))	匯兌儲備 <sup>#</sup> (note 28(e)) (附註28(e))	保留溢利 <sup>#</sup>	總計	非控股權益	權益總額
Notes 附註		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
At 1 January 2024	於二零二四年一月一日	5,000	400,257	(190,732)	12,138	5,849	13	(36,392)	423,255	619,388	15,461	634,849
Profit for the year	年內溢利	-	-	-	-	-	-	-	53,715	53,715	235	53,950
Other comprehensive income for the year:	年內其他全面收益：											
Exchange differences on translation of foreign operation	換算海外業務產生的匯兌差額	-	-	-	-	-	-	(918)	-	(918)	(316)	(1,234)
Total comprehensive income for the year	年內全面收益	-	-	-	-	-	-	(918)	53,715	52,797	(81)	52,716
Final 2023 dividend	二零二三年末期股息	11	(9,000)	-	-	-	-	-	-	(9,000)	-	(9,000)
Interim 2024 dividend	二零二四年中期股息	11	(7,500)	-	-	-	-	-	-	(7,500)	-	(7,500)
Capital contribution from non-controlling shareholders	來自非控股股東的出資	-	-	-	-	-	-	-	-	-	4,828	4,828
Transfer to statutory reserve	轉入法定儲備	-	-	-	-	1,917	-	-	(1,917)	-	-	-
At 31 December 2024	於二零二四年十二月三十一日	5,000	383,757	(190,732)	12,138	7,766	13	(37,310)	475,053	655,685	20,208	675,893

# These reserve accounts comprise the consolidated reserves of HK\$716,323,000 (31 December 2024: HK\$650,685,000) in the consolidated statement of financial position.

# 該等儲備賬目包括綜合財務狀況表內的綜合儲備 716,323,000 港元 (二零二四年十二月三十一日：650,685,000 港元)。

The accompanying notes form an integral part of these consolidated financial statements.

相關附註為此等綜合財務報表之組成部分。

# Consolidated Statement of Cash Flows

## 綜合現金流量表

Year ended 31 December 2025 截至二零二五年十二月三十一日止年度

	Notes 附註	2025 二零二五年 HK\$'000 千港元	2024 二零二四年 HK\$'000 千港元
<b>Operating activities</b>	<b>經營活動</b>		
Profit before tax	除稅前溢利：	<b>72,772</b>	80,544
Adjustments for:	調整：		
Finance costs	融資成本	7(a) <b>54,198</b>	65,820
Bank interest income	銀行利息收入	6 <b>(303)</b>	(1,366)
Loss on disposal of items of property, plant and equipment, net	出售物業、廠房及設備項目之虧損淨額	7(b) <b>43</b>	591
Gain on disposal of properties held for sale	出售持作銷售物業的收益	<b>(24)</b>	-
Depreciation of property, plant and equipment	物業、廠房及設備折舊	7(b) <b>11,010</b>	10,915
Depreciation of right-of-use assets	使用權資產折舊	7(b) <b>19,438</b>	22,070
Amortisation of operating concession rights	營運特許權攤銷	7(b) <b>1,362</b>	1,368
Amortisation of other intangible assets	其他無形資產攤銷	7(b) <b>109</b>	139
Impairment of receivables and contract assets under service concession arrangements	服務特許權安排下的應收款項及合約資產減值	7(b) <b>9</b>	34
Impairment/(reversal of impairment) of trade receivables	應收貿易款項減值／(減值撥回)	7(b) <b>75,123</b>	(8,829)
Impairment of contract assets	合約資產減值	7(b) <b>104,380</b>	54,798
(Reversal of impairment)/impairment of properties held for sale	持作銷售物業(減值撥回)／減值	7(b) <b>(1,620)</b>	8,941
Exchange difference	匯兌差額	<b>(2,568)</b>	-
		<b>333,929</b>	235,025
Decrease/(increase) in receivables and contract assets under service concession arrangements	服務特許權安排下的應收款項及合約資產減少／(增加)	<b>11,123</b>	(16,498)
Increase in contract assets	合約資產增加	<b>(977,810)</b>	(658,894)
Decrease/(increase) in trade receivables	應收貿易款項減少／(增加)	29(a)(i) <b>162,724</b>	(2,701)
Decrease/(increase) in prepayments, deposits and other receivables	預付款項、按金及其他應收款項減少／(增加)	<b>12,676</b>	(8,639)
Increase in trade and retention payables	應付貿易及保留金款項增加	29(a)(ii) <b>210,842</b>	362,350
Increase in other payables, accruals and provision	其他應付款項、應計費用及撥備增加	<b>337,424</b>	351,246
Movements in balances with intermediate holding companies	與中間控股公司的結餘變動	<b>5,397</b>	(6,116)
Movements in balance with the immediate holding company	與直接控股公司的結餘變動	<b>(12,222)</b>	11,000
Movements in balances with fellow subsidiaries	與同系附屬公司的結餘變動	<b>5,727</b>	(1,857)
Cash generated from operations	經營所得現金	<b>89,810</b>	264,916
Hong Kong profits tax paid	已付香港利得稅	<b>(37,735)</b>	(7,002)
Overseas taxes paid	已付海外稅項	<b>(1,594)</b>	(4,496)
<b>Net cash generated from operating activities</b>	<b>經營活動所得現金流量淨額</b>	<b>50,481</b>	253,418

# Consolidated Statement of Cash Flows (Continued)

## 綜合現金流量表 (續)

Year ended 31 December 2025 截至二零二五年十二月三十一日止年度

	Notes 附註	2025 二零二五年 HK\$'000 千港元	2024 二零二四年 HK\$'000 千港元
<b>Investing activities</b>	<b>投資活動</b>		
Bank interest received	已收銀行利息	<b>303</b>	1,366
Additions of other intangible assets	添置其他無形資產	<b>(130)</b>	(15)
Purchases of items of property, plant and equipment	購買物業、廠房及設備項目	<b>(100,055)</b>	(6,945)
Proceeds from disposal of items of property, plant and equipment	出售物業、廠房及設備項目 所得款項	<b>123</b>	17
Capital injection in a joint venture	向一間合營公司注資	<b>(50,494)</b>	-
<b>Net cash used in investing activities</b>	<b>投資活動所用現金流量淨額</b>	<b>(150,253)</b>	(5,577)
<b>Financing activities</b>	<b>融資活動</b>		
Capital contribution from a non-controlling shareholder	來自一名非控股股東的 出資	<b>5,693</b>	4,828
New loans from intermediate holding companies	來自中間控股公司的 新貸款	-	60,548
Repayment of loans from intermediate holding companies	償還來自中間控股公司的 貸款	<b>(59,033)</b>	(254,721)
New bank borrowings	新造銀行借款	<b>2,788,071</b>	2,368,827
Repayment of bank borrowings	償還銀行借款	<b>(2,694,231)</b>	(2,247,984)
Principal portion of lease payments	租賃付款的本金部分	<b>(18,165)</b>	(21,192)
Interest portion on lease liabilities	租賃付款的利息部分	<b>(2,763)</b>	(2,450)
Interest paid	已付利息	<b>(35,975)</b>	(40,988)
Dividend paid	已付股息	<b>(9,000)</b>	(16,500)
<b>Net cash used in financing activities</b>	<b>融資活動所用 現金流量淨額</b>	<b>(25,403)</b>	(149,632)
<b>Net (decrease)/increase in cash and cash equivalents</b>	<b>現金及現金等價物(減少)/ 增加淨額</b>	<b>(125,175)</b>	98,209
Cash and cash equivalents at beginning of year	年初現金及現金等價物	<b>330,799</b>	235,971
Effect on foreign exchange rate changes, net	外匯匯率變動的影響淨額	<b>5,936</b>	(3,381)
Cash and cash equivalents at end of year	年末現金及現金等價物	<b>211,560</b>	330,799
Analysis of balances of cash and cash equivalents	現金及現金等價物結餘 分析		
Cash and cash equivalents	現金及現金等價物	<b>211,560</b>	330,799

# Notes to Financial Statements

## 財務報表附註

31 December 2025 二零二五年十二月三十一日

### 1. Corporate and Group information

CR Construction Group Holdings Limited (the “**Company**”) is a limited liability company incorporated in the Cayman Islands with its shares listed on the Main Board of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”). The registered office address of the Company is Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman, KY1-1111, Cayman Islands. The principal place of business of the Company is located at Unit Nos. 3-16, Level 32, Standard Chartered Tower of Millennium City 1, No. 388 Kwun Tong Road, Kwun Tong, Kowloon, Hong Kong.

The Company is an investment holding company. The principal activities of Company and its subsidiaries (collectively referred to as the “**Group**”) are the construction operations which comprised of the provision of building construction works and repair, maintenance, addition and alteration (“**RMAA**”) works in Hong Kong, Malaysia and the United Kingdom and the environmental operations in the People’s Republic of China (the “**PRC**”).

CR Construction Investments Limited (“**CR Investments**”), a company incorporated in the British Virgin Islands (the “**BVI**”), is the immediate holding company of the Company. In the opinion of the Directors, Zhejiang State-owned Capital Operation Company Limited, a company established in the PRC, is the ultimate holding company of the Company.

### 1. 企業及集團資料

華營建築集團控股有限公司（「**本公司**」）乃於開曼群島註冊成立的有限公司，其股份於香港聯合交易所有限公司（「**聯交所**」）主板上市。本公司的註冊辦事處位於Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman, KY1-1111, Cayman Islands。本公司的主要營業地點位於香港九龍觀塘觀塘道388號創紀之城一期渣打中心32樓3-16室。

本公司為投資控股公司。本公司及其附屬公司（統稱「**本集團**」）的主要業務為建築業務（當中包含在香港、馬來西亞及英國承接樓宇建築工程及維修、保養、加建及改建（「**RMAA**」）工程）及在中華人民共和國（「**中國**」）從事環保業務。

華營建築投資有限公司（「**華營建築投資**」，一間於英屬處女群島（「**英屬處女群島**」）註冊成立的公司）為本公司的直接控股公司。董事認為，浙江國有資本運營有限公司（於中國成立的公司）為本公司的最終控股公司。

# Notes to Financial Statements (Continued)

## 財務報表附註 (續)

31 December 2025 二零二五年十二月三十一日

### 1. Corporate and Group information (Continued)

#### Information about subsidiaries

Particulars of the Company's subsidiaries are as follows:

Name 名稱	Place of incorporation/ registration and business 註冊成立/ 登記及營業地點	Issued ordinary/ registered share capital 已發行普通/ 註冊股本	Percentage of equity attributable to the Company 本公司應佔權益百分比		Principal activities 主要業務
			Direct 直接	Indirect 間接	
CR Construction (Macau) Company Limited <sup>a</sup> 華營建築(澳門)有限公司 <sup>a</sup>	Macau 澳門	Macau Pataca ("MOP") 25,000 25,000澳門元	96	4	Building construction services 樓宇建築服務
CR Construction Company Limited 華營建築有限公司	Hong Kong 香港	HK\$319,500,000 319,500,000港元	-	100	Building construction services and investment holding 樓宇建築服務及投資控股
CR Construction (U.K.) Company Limited <sup>a</sup> 華營建築(英國)有限公司 <sup>a</sup>	United Kingdom ("UK") 英國	Great British Pound ("GBP") 80,000 80,000英鎊	-	100	Building construction services 樓宇建築服務
CR Construction Development Limited <sup>a</sup> 華營建築發展有限公司 <sup>a</sup>	British Virgin Islands ("BVI") 英屬處女群島	United States Dollar ("US\$") 1 1美元	100	-	Investment holding 投資控股
CR Construction (U.K.) Investments Company Limited <sup>a</sup>	BVI 英屬處女群島	US\$1 1美元	100	-	Investment holding 投資控股
CR Construction Technology Investment Limited <sup>a</sup>	BVI 英屬處女群島	HK\$100 100港元	100	-	Investment holding 投資控股
CR Engineering Company Limited 華營建築基礎工程有限公司	Hong Kong 香港	HK\$10,000 10,000港元	-	100	Building construction services 樓宇建築服務
CR Engineering Investment Limited <sup>a</sup>	BVI 英屬處女群島	HK\$100 100港元	100	-	Investment holding 投資控股

### 1. 企業及集團資料 (續)

#### 有關附屬公司的詳情

本公司附屬公司的詳情如下：

# Notes to Financial Statements (Continued)

## 財務報表附註 (續)

31 December 2025 二零二五年十二月三十一日

### 1. Corporate and Group information (Continued)

#### Information about subsidiaries (Continued)

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

### 1. 企業及集團資料 (續)

#### 有關附屬公司的詳情 (續)

本公司附屬公司的詳情如下：(續)

Name 名稱	Place of incorporation/ registration and business 註冊成立/ 登記及營業地點	Issued ordinary/ registered share capital 已發行普通/ 註冊股本	Percentage of equity attributable to the Company 本公司應佔權益百分比		Principal activities 主要業務
			Direct 直接	Indirect 間接	
CR Sea (Malaysia) Sdn. Bhd. <sup>^</sup>	Malaysia 馬來西亞	Ringgit Malaysia ("RM") 1,000,000 1,000,000馬來西亞令吉 (「令吉」)	-	100	Building construction services 樓宇建築服務
CR TECH Company Limited 華營建築科技有限公司	Hong Kong 香港	HK\$10,000 10,000港元	-	100	Building construction services 樓宇建築服務
Changshan Construction Investment Water Company Limited <sup>##</sup> 常山建設水務有限公司* <sup>^</sup>	PRC 中國	Renminbi ("RMB") 300,000 人民幣300,000元	-	100	Sewage and reclaimed water treatment services 污水及再生水處理服務
Changxing Construction Investment Water Company Limited <sup>##</sup> 長興建設水務有限公司* <sup>^</sup>	PRC 中國	RMB1,000,000 人民幣1,000,000元	-	100	Sewage and reclaimed water treatment services 污水及再生水處理服務
Changxing Construction Investment Environmental Technology Company Limited <sup>##</sup> 長興建設環保科技有限公司* <sup>^</sup>	PRC 中國	RMB1,000,000 人民幣1,000,000元	-	100	Environmental improvement related construction services, sewage and reclaimed water treatment services, and water distribution services 環境改善相關的建築服務、污水及再 生水處理服務、以及配水服務
Mount Land Limited 陸山有限公司	Hong Kong 香港	HK\$52 52港元	100	-	Building construction services and investment holding 樓宇建築服務及投資控股

# Notes to Financial Statements (Continued)

## 財務報表附註 (續)

31 December 2025 二零二五年十二月三十一日

### 1. Corporate and Group information (Continued)

#### Information about subsidiaries (Continued)

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

Name 名稱	Place of incorporation/ registration and business 註冊成立/ 登記及營業地點	Issued ordinary/ registered share capital 已發行普通/ 註冊股本	Percentage of equity attributable to the Company 本公司應佔權益百分比		Principal activities 主要業務
			Direct 直接	Indirect 間接	
Triumph Success Developments Limited <sup>a</sup>	BVI 英屬處女群島	HK\$20,000,000 20,000,000港元	100	-	Investment holding 投資控股
Zhejiang Construction Investment Environmental Development Group Company Limited (formerly known as Zhejiang Construction Investment Environment Engineering Company Limited) (*ZCIED) <sup>**a</sup> 浙江建設環境發展集團有限公司(前稱浙江建設環 保工程有限公司)(「浙建環發」) <sup>*a</sup>	PRC 中國	RMB200,000,000 人民幣200,000,000元	100	-	Construction, rehabilitation and operation of sewage and reclaimed water treatment service and investment holding 建設、修復及營運污水及再生水處理 服務以及投資控股
Zhejiang Tiantai Construction Environment Technology Company Limited <sup>**a</sup> 浙江天台浙建環保科技有限公司 <sup>*a</sup>	PRC 中國	RMB44,170,000 人民幣44,170,000元	-	70	Sewage and reclaimed water treatment services 污水及再生水處理服務
Zhejiang Tiantai Construction Investment Water Company Limited <sup>**a</sup> 浙江天台建設水務有限公司 <sup>*a</sup>	PRC 中國	RMB12,000,000 人民幣12,000,000元	-	80	Sewage and reclaimed water treatment services 污水及再生水處理服務
Zhejiang Construction Investment New Energy Technology Company Limited <sup>**</sup> 浙江建設新能源科技有限公司 <sup>*</sup>	PRC 中國	RMB50,000,000 人民幣50,000,000元	-	70	Energy storage business and comprehensive new energy service 儲能業務及提供綜合新能源服務
Zhejiang Jiantou Construction Resources Recycling Company Limited <sup>**a</sup> 浙江建設建築資源循環有限公司 <sup>*a</sup>	PRC 中國	RMB30,000,000 人民幣30,000,000元	-	100 (2024: nil) 100 (二零二四年： 無)	Sustainable management and technology-based environmental solutions in construction business 建築業務的可持續管理及環保科技解 決方案

### 1. 企業及集團資料 (續)

#### 有關附屬公司的詳情 (續)

本公司附屬公司的詳情如下：(續)

# Notes to Financial Statements (Continued)

## 財務報表附註 (續)

31 December 2025 二零二五年十二月三十一日

### 1. Corporate and Group information (Continued)

#### Information about subsidiaries (Continued)

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

Name 名稱	Place of incorporation/ registration and business 註冊成立/ 登記及營業地點	Issued ordinary/ registered share capital 已發行普通/ 註冊股本	Percentage of equity attributable to the Company 本公司應佔權益百分比		Principal activities 主要業務
			Direct 直接	Indirect 間接	
Tiantai Zhejiang Renewable Resources Technology Company Limited <sup>#*</sup> 天台縣浙建再生資源有限公司 <sup>#*</sup>	PRC 中國	RMB2,400,000 人民幣2,400,000元	-	70 (2024: nil) 70 (二零二四年: 無)	Renewable resources recycling and technology management business 可再生資源回收處理及科技管理業務
Jiaxing Lilong New Energy Co., Ltd. <sup>#*</sup> 嘉興市利隆新能源有限公司 <sup>#*</sup>	PRC 中國	RMB5,000,000 人民幣5,000,000元	-	70 (2024: nil) 70 (二零二四年: 無)	Power plant and new energy project development and construction 電廠及新能源項目發展及建造

<sup>#</sup> Unofficial translation

<sup>\*</sup> Registered under the laws of the PRC as a limited liability company

<sup>^</sup> Companies not audited by KPMG

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

### 1. 企業及集團資料 (續)

#### 有關附屬公司的詳情 (續)

本公司附屬公司的詳情如下：(續)

<sup>\*</sup> 根據中國法律登記為有限責任公司

<sup>^</sup> 非經畢馬威會計師事務所審核的公司

上表列出了董事認為對本年度業績產生主要影響或構成本集團淨資產主要部分的附屬公司。董事認為，列出其他附屬公司的資料詳情將會導致篇幅過長。

# Notes to Financial Statements (Continued)

## 財務報表附註 (續)

31 December 2025 二零二五年十二月三十一日

## 2. Material accounting policies

### 2.1 Statement of compliance

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

The HKICPA has issued certain new or amended HKFRS Accounting Standards that are first effective or available for early adoption for the current accounting period of the group. Note 1(c) provides information on any changes in accounting policies resulting from initial application of these developments to the extent that they are relevant to the group for the current accounting period reflected in these financial statements.

### 2.2 Basis of preparation of the financial statements

The consolidated financial statements for the year ended 31 December 2025 comprise the Company and its subsidiaries (together referred to as the “Group”) and the Group’s interest in a joint venture.

The measurement basis used in the preparation of the financial statements is the historical cost basis.

Non-current assets held for sale are stated at the lower of carrying amount and fair value less costs to sell.

## 2. 重大會計政策

### 2.1 遵例聲明

該等財務報表已根據香港財務報告會計準則（此統稱包括香港會計師公會（「香港會計師公會」）頒佈的各項香港財務報告準則（「香港財務報告準則」）、香港會計準則（「香港會計準則」）及詮釋）及香港公司條例的條文編製。該等財務報表亦符合香港聯合交易所有限公司證券上市規則之適用披露規定。本集團所採納的重大會計政策披露如下。

香港會計師公會已頒佈若干於本集團本會計期間首次生效或可供提早採納的新訂或經修訂香港財務報告會計準則。附註1(c)載有首次應用該等準則所導致會計政策任何變動的資料，惟以與該等財務報表所反映本集團本會計期間相關者為限。

### 2.2 財務報表編製基準

截至二零二五年十二月三十一日止年度之綜合財務報表包括本公司及其附屬公司（統稱「本集團」）以及本集團於一間合營企業之權益。

編製本財務報表所採用之計量基準為歷史成本法。

持作出售之非流動資產按其賬面值與公平值減出售成本兩者之較低者列賬。

# Notes to Financial Statements (Continued)

## 財務報表附註 (續)

31 December 2025 二零二五年十二月三十一日

### 2. Material accounting policies (Continued)

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

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

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

Judgements made by management in the application of HKFRS Accounting Standards that have significant effect on the financial statements and major sources of estimation uncertainty are discussed in note 3.

#### 2.3 Changes in accounting policies

The HKICPA has issued a number of amendments to HKFRS Accounting Standards that are first effective for the current accounting period of the Group.

The Group has applied amendments to HKAS 21, *The effects of changes in foreign exchange rates – Lack of exchangeability* issued by the HKICPA to these financial statements for the current accounting period. The amendments do not have a material impact on these financial statements as the Group has not entered into any foreign currency transactions in which the foreign currency is not exchangeable into another currency. The Group has not applied any new standard or interpretation that is not yet effective for the current accounting period.

### 2. 重大會計政策 (續)

#### 2.2 財務報表編製基準 (續)

根據香港財務報告會計準則編製財務報表時，管理層須作出影響會計政策應用以及資產、負債、收入及開支呈報金額之判斷、估計及假設。該等估計及相關假設乃根據過往經驗及在相關情況下認為合理之其他多項因素作出，其結果構成對未能直接從其他來源取得之資產及負債賬面值作出判斷之基礎。實際結果可能與該等估計存在差異。

該等估計及相關假設會持續進行檢討。倘對會計估計需作之修訂僅作出修訂之期間，則於修訂之當前期間確認；倘有關修訂同時影響當前及未來期間，則於修訂之當前及未來期間確認。

管理層在應用香港財務報告會計準則時所作出對財務報表具有重大影響之判斷，以及估計不確定性之主要來源，於附註3披露。

#### 2.3 會計政策變動

香港會計師公會已頒佈若干於本集團本會計期間首次生效之香港財務報告會計準則之修訂本。

本集團已於此等財務報表中就本會計期間應用香港會計師公會頒佈之香港會計準則第21號(修訂本)「匯率變動之影響－缺乏可兌換性」。由於本集團並無訂立任何涉及及不可兌換為另一種貨幣之外幣的交易，故有關修訂本對本財務報表並無重大影響。本集團並無提早採用任何於本會計期間尚未生效之新準則或詮釋。

# Notes to Financial Statements (Continued)

## 財務報表附註 (續)

31 December 2025 二零二五年十二月三十一日

### 2. Material accounting policies (Continued)

#### 2.4 Possible impact of amendments, new standards and interpretations issued but not yet effective for the year ended 31 December 2025

Up to the date of issue of these financial statements, the HKICPA has issued a number of new or amended standards, which are not yet effective for the year ended 31 December 2025 and which have not been adopted in these financial statements. These developments include the following which may be relevant to the Group.

### 2. 重大會計政策 (續)

#### 2.4 已頒佈但截至二零二五年十二月三十一日止年度尚未生效之修訂本、新準則及詮釋之可能影響

截至該等財務報表刊發日期，香港會計師公會已頒佈若干截至二零二五年十二月三十一日止年度尚未生效且該等財務報表並未採納之新訂或經修訂準則。該等準則包括下列可能與本集團相關者：

	<b>Effective for accounting periods beginning on or after 對下列日期或之後 開始之會計期間生效</b>
Amendments to HKFRS 9, <i>Financial instruments</i> and HKFRS 7, <i>Financial instruments: disclosures – Contracts referencing nature-dependent electricity</i> 香港財務報告準則第9號「金融工具」及香港財務報告準則第7號「金融工具：披露」(修訂本)－與依賴自然因素之電力相關之合約	1 January 2026 二零二六年一月一日
Amendments to HKFRS 9, <i>Financial instruments</i> and HKFRS 7, <i>Financial instruments: disclosures – Amendments to the classification and measurement of financial instruments</i> 香港財務報告準則第9號「金融工具」及香港財務報告準則第7號「金融工具：披露」(修訂本)－金融工具分類及計量的修訂	1 January 2026 二零二六年一月一日
Annual improvements to HKFRS Accounting Standards – Volume 11 香港財務報告會計準則的年度改進－第11卷	1 January 2026 二零二六年一月一日
HKFRS 18, <i>Presentation and disclosure in financial statements</i> 香港財務報告準則第18號「財務報表呈列及披露」	1 January 2027 二零二七年一月一日
HKFRS 19, <i>Subsidiaries without public accountability: disclosures</i> 香港財務報告準則第19號「非公共受託責任附屬公司：披露」	1 January 2027 二零二七年一月一日

# Notes to Financial Statements (Continued)

## 財務報表附註 (續)

31 December 2025 二零二五年十二月三十一日

### 2. Material accounting policies (Continued)

#### 2.4 Possible impact of amendments, new standards and interpretations issued but not yet effective for the year ended 31 December 2025 (Continued)

The Group is in the process of making an assessment of what the impact of these developments is expected to be in the period of initial application. So far it has concluded that the adoption of them is unlikely to have a significant impact on the consolidated financial statements except for the following:

##### **HKFRS 18, Presentation and disclosure in financial statements**

HKFRS 18 will replace HKAS 1 *Presentation of financial statements* and aims to improve the transparency and comparability of information about an entity's financial statements. HKFRS 18 is effective for annual Reporting Periods beginning on or after 1 January 2027 and is to be applied retrospectively.

Among other changes, under HKFRS 18, entities are required to classify all income and expenses into five categories in the statement of profit or loss, namely the operating, investing, financing, discontinued operations and income tax categories. Entities are also required to provide specific disclosures about management-defined performance measures in a single note in the financial statements. The Group does not plan to early adopt HKFRS 18 and is still in the process of assessing the impact of the adoption.

### 2. 重大會計政策 (續)

#### 2.4 已頒佈但截至二零二五年十二月三十一日止年度尚未生效之修訂本、新準則及詮釋之可能影響

本集團現正評估該等準則於首次應用期間之預期影響。目前，本集團認為採納該等準則預期不會對綜合財務報表構成重大影響，惟下文所述者除外：

##### **香港財務報告準則第18號「財務報表呈列及披露」**

香港財務報告準則第18號將取代香港會計準則第1號「財務報表呈列」，旨在提高實體財務報表資料之透明度及可比性。香港財務報告準則第18號對二零二七年一月一日或之後開始之年度報告期間生效，並須追溯應用。

除其他變動外，根據香港財務報告準則第18號，實體須於損益表內將所有收入及開支分為五大類，分別為經營、投資、融資、已終止經營業務及所得稅。實體亦須於財務報表內以單一附註披露管理層界定表現指標之特定資料。本集團並無計劃提早採納香港財務報告準則第18號，並仍在評估採納該準則之影響。

# Notes to Financial Statements (Continued)

## 財務報表附註 (續)

31 December 2025 二零二五年十二月三十一日

## 2. Material accounting policies (Continued)

### 2.5 Material accounting policies

#### Subsidiaries and non-controlling interests

Subsidiaries are entities controlled by the Group. The Group controls an entity when it is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. The financial statements of subsidiaries are included in the consolidated financial statements from the date on which control commences until the date on which control ceases.

Intra-group balances and transactions, and any unrealised income and expenses (except for foreign currency transaction gains or losses) arising from intra-group transactions, are eliminated. Unrealised losses resulting from intra-group transactions are eliminated in the same way as unrealised gains, but only to the extent that there is no evidence of impairment.

For each business combination, the Group can elect to measure any non-controlling interests (“**NCI**”) either at fair value or at the NCI’s proportionate share of the subsidiary’s net identifiable assets. NCI are presented in the consolidated statement of financial position within equity, separately from equity attributable to the equity shareholders of the Company. NCI in the results of the Group are presented on the face of the consolidated statement of profit or loss and the consolidated statement of profit or loss and other comprehensive income as an allocation of the total profit or loss and total comprehensive income for the year between NCI and the equity shareholders of the Company. Loans from holders of NCI and other contractual obligations towards these holders are presented as financial liabilities in the consolidated statement of financial position depending on the nature of the liability.

## 2. 重大會計政策 (續)

### 2.5 重大會計準則

#### 附屬公司及非控股權益

附屬公司為由本集團控制之實體。當本集團因與該實體之關係而承擔或享有可變回報，並能透過其對該實體之權力影響該等回報時，即視為對該實體擁有控制權。附屬公司之財務報表由取得控制權當日起納入綜合財務報表，直至不再擁有控制權當日為止。

集團內公司間之結餘及交易，以及集團內公司間交易所產生的任何未變現收入及開支（外幣交易收益或虧損除外），均予以對銷。集團內公司間交易所產生之未變現虧損按未變現收益的相同方式予以對銷，惟僅限於並無減值跡象之情況。

就每項業務合併而言，本集團可選擇按公平值或按非控股權益（「**非控股權益**」）於附屬公司可識別資產淨值所佔比例，以計量非控股權益。非控股權益於綜合財務狀況表中列示為權益的一部分，並與本公司權益股東應佔權益分開呈列。於本集團業績中，非控股權益於綜合損益表及綜合損益及其他全面收益表內呈列，作為本年度溢利或虧損總額及全面收益總額在非控股權益與本公司權益股東之間的分配。來自非控股權益持有人之貸款及對該等持有人所承擔之其他合約責任，視乎負債性質於綜合財務狀況表中列為金融負債。

# Notes to Financial Statements (Continued)

## 財務報表附註 (續)

31 December 2025 二零二五年十二月三十一日

### 2. Material accounting policies (Continued)

#### 2.5 Material accounting policies (Continued)

##### Subsidiaries and non-controlling interests (Continued)

Changes in the Group's interests in a subsidiary that do not result in a loss of control are accounted for as equity transactions.

When the Group loses control of a subsidiary, it derecognises the assets and liabilities of the subsidiary, and any related NCI and other components of equity. Any resulting gain or loss is recognised in profit or loss. Any interest retained in that former subsidiary is measured at fair value when control is lost.

In the Company's statement of financial position, an investment in a subsidiary is stated at cost less impairment losses, unless it is classified as held for sale (or included in a disposal group classified as held for sale).

##### Joint ventures

A joint venture is an arrangement in which the Group or the Company has joint control, whereby the Group or the Company has the rights to the net assets of the arrangement, rather than rights to its assets and obligations for its liabilities.

An interest in a joint venture is accounted for using the equity method, unless it is classified as held for sale (or included in a disposal group classified as held for sale). They are initially recognised at cost, which includes transaction costs. Subsequently, the consolidated financial statements include the Group's share of the profit or loss and other comprehensive income ("OCI") of those investees, until the date on which significant influence or joint control ceases.

### 2. 重大會計政策 (續)

#### 2.5 重大會計準則 (續)

##### 附屬公司及非控股權益 (續)

本集團於附屬公司之權益變動如不導致失去控制權，則按權益交易入賬。

當本集團失去對附屬公司的控制權時，將終止確認該附屬公司之資產及負債，以及任何相關非控股權益及其他權益組成部分。任何因此產生之收益或虧損於損益中確認。保留於該前附屬公司的任何權益按於失去控制權時的公平值計量。

於本公司之財務狀況表中，於附屬公司之投資按成本減減值虧損列賬，除非其獲分類為持作出售（或納入分類為持作出售之出售組別內）。

##### 合營企業

合營企業是指本集團或本公司擁有共同控制權的一種安排，而本集團或本公司對該安排之淨資產享有權利，而非對其資產享有權利或對其負債承擔責任。

於合營企業之權益乃按權益法入賬，惟分類為持作出售（或包括於分類為持作出售之出售組別內）者除外。該等權益初步按成本確認（包括交易成本）。其後，綜合財務報表包括本集團分佔該等投資對象之溢利或虧損及其他全面收益（「其他全面收益」），直至對其重大影響或共同控制終止當日為止。

# Notes to Financial Statements (Continued)

## 財務報表附註 (續)

31 December 2025 二零二五年十二月三十一日

### 2. Material accounting policies (Continued)

#### 2.5 Material accounting policies (Continued)

##### Joint ventures (Continued)

When the Group's share of losses exceeds its interest in the joint venture, the Group's interest is reduced to nil and recognition of further losses is discontinued except to the extent that the Group has incurred legal or constructive obligations or made payments on behalf of the investee. For this purpose, the Group's interest is the carrying amount of the investment under the equity method, together with any other long-term interests that in substance form part of the Group's net investment in the joint venture, after applying the ECL model to such other long-term interests where applicable.

Unrealised gains arising from transactions with equity-accounted investees are eliminated against the investment to the extent of the Group's interest in the investee. Unrealised losses are eliminated in the same way as unrealised gains, but only to the extent there is no evidence of impairment.

In the Company's statement of financial position, an investment in a joint venture is stated at cost less impairment losses, unless it is classified as held for sale (or included in a disposal group classified as held for sale).

### 2. 重大會計政策 (續)

#### 2.5 重大會計準則 (續)

##### 合營企業 (續)

當本集團分佔合營企業之虧損超過其於當中權益時，本集團之權益將減至零，並停止確認進一步虧損，惟本集團已產生法律或推定責任或已代表該投資對象作出支付者除外。就此而言，本集團之權益為按權益法計量之投資賬面值，以及任何其他在實質上構成本集團於該合營企業之淨投資的任何其他長期權益（在適用情況下已就該等其他長期權益應用預期信貸虧損模式）。

與按權益法入賬之投資對象進行交易所產生之未變現收益，以本集團於該投資對象之權益為限與投資對銷。未變現虧損則按未變現收益之相同方式對銷，惟僅限於並無減值跡象之情況。

於本公司之財務狀況表中，於合營企業之投資按成本減減值虧損列賬，除非其獲分類為持作出售（或納入分類為持作出售之出售組別內）。

# Notes to Financial Statements (Continued)

## 財務報表附註 (續)

31 December 2025 二零二五年十二月三十一日

### 2. Material accounting policies (Continued)

#### 2.5 Material accounting policies (Continued)

##### Fair value measurement

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

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

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

### 2. 重大會計政策 (續)

#### 2.5 重大會計準則 (續)

##### 公平值計量

公平值是於計量日市場參與者之間進行有序交易時，出售資產所收取之價格或轉移負債所支付之價格。公平值計量假設出售資產或轉移負債的交易乃於該資產或負債之主要市場進行，如無主要市場，則於最有利市場進行。主要市場或最有利市場須為本集團可進入之市場。資產或負債公平值之計量乃採用市場參與者在為該資產或負債定價時所使用之假設，並假設市場參與者按其最佳經濟利益行事。

非金融資產之公平值計量已考慮市場參與者將該資產按其最高及最佳用途使用，或將其售予將按其最高及最佳用途使用之另一市場參與者，從而產生經濟利益之能力。

本集團採用在相關情況下屬適當且具備足夠可用數據之估值技術計量公平值，並盡量使用相關可觀察輸入數據及減少使用不可觀察輸入數據。

# Notes to Financial Statements (Continued)

## 財務報表附註 (續)

31 December 2025 二零二五年十二月三十一日

### 2. Material accounting policies (Continued)

#### 2.5 Material accounting policies (Continued)

##### Fair value measurement (Continued)

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

Level 1 – based on quoted prices (unadjusted) in active markets for identical assets or liabilities

Level 2 – based on valuation techniques for which the lowest level input that is significant to the fair value measurement is observable, either directly or indirectly

Level 3 – based on valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

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

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

### 2. 重大會計政策 (續)

#### 2.5 重大會計準則 (續)

##### 公平值計量 (續)

所有於財務報表按公平值計量或披露的資產及負債，已根據對整體公平值計量而言屬重大的最低層級輸入數據，按以下的公平值層級分類：

第1層級 – 基於相同資產或負債於活躍市場的報價 (未經調整)

第2層級 – 基於對公平值計量而言屬重大的可直接或間接觀察最低層級輸入數據的估值技術

第3層級 – 基於對公平值計量而言屬重大的不可觀察最低層級輸入數據的估值技術

就按經常性基準於財務報表確認之資產及負債而言，本集團於各報告期末重新評估分類 (根據對整體公平值計量而言屬重大的最低層級輸入數據)，以釐定不同公平值層級之間是否發生轉移。

如有跡象顯示出現減值，或須就資產 (合約資產除外) 進行年度減值測試，則會估計資產的可收回金額。資產的可收回金額按資產或現金產生單位的使用價值及公平值減出售成本 (以較高者為準) 計算，並就資產個別釐定，除非有關資產並無產生在頗大程度上獨立於其他資產或資產類別的現金流入，在此情況下，則可收回金額按資產所屬的現金產生單位釐定。

# Notes to Financial Statements (Continued)

## 財務報表附註 (續)

31 December 2025 二零二五年十二月三十一日

### 2. Material accounting policies (Continued)

#### 2.5 Material accounting policies (Continued)

##### Impairment of non-financial assets

In testing a cash-generating unit for impairment, a portion of the carrying amount of a corporate asset (e.g., a headquarters building) is allocated to an individual cash-generating unit if it can be allocated on a reasonable and consistent basis or, otherwise, to the smallest group of cash-generating units.

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

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

### 2. 重大會計政策 (續)

#### 2.5 重大會計準則 (續)

##### 非金融資產減值

對現金產生單位進行減值測試時，倘可按合理而一致的基準進行分配，則企業資產（例如總部大樓）的部分賬面值分配至個別現金產生單位，否則分配至最小的現金產生單位組合。

減值虧損僅於資產賬面值超逾其可收回金額時確認。評估使用價值時，估計日後現金流量按可反映金錢時間價值的現時市場評估及資產特定風險的稅前貼現率貼現至現值。減值虧損於產生期間自損益扣除，列入與減值資產功能一致的開支類別。

於各報告期末會評估是否有跡象顯示先前確認的減值虧損不再存在或可能已經減少。倘存在上述跡象，則會估計可收回金額。僅當用於釐定資產可收回金額的估計有所改變時，先前就該資產（商譽除外）所確認的減值虧損方可撥回，但撥回的金額不可高於假設過往年度並無確認該資產的減值虧損的情況下資產原應釐定的賬面值（已扣除任何折舊／攤銷）。撥回的減值虧損於其產生期間計入損益。

# Notes to Financial Statements (Continued)

## 財務報表附註 (續)

31 December 2025 二零二五年十二月三十一日

### 2. Material accounting policies (Continued)

#### 2.5 Material accounting policies (Continued)

##### Related parties

A party is considered to be related to the Group if:

- (a) the party is a person or a close member of that person's family and that person
  - (i) has control or joint control over the Group;
  - (ii) has significant influence over the Group; or
  - (iii) is a member of the key management personnel of the Group or of a parent of the Group;

or

### 2. 重大會計政策 (續)

#### 2.5 重大會計準則 (續)

##### 關聯方

在下列情況下，一方被視為與本集團有關聯：

- (a) 該方為下列人士或下列人士關係緊密的家族成員：
  - (i) 對本集團擁有控制權或共同控制權的人士；
  - (ii) 對本集團有重大影響的人士；或
  - (iii) 為本集團或其母公司的主要管理人員；

或

# Notes to Financial Statements (Continued)

## 財務報表附註 (續)

31 December 2025 二零二五年十二月三十一日

### 2. Material accounting policies (Continued)

#### 2.5 Material accounting policies (Continued)

##### Related parties (Continued)

- (b) the party is an entity where any of the following conditions applies:
- (i) the entity and the Group are members of the same group;
  - (ii) one entity is an associate or joint venture of the other entity (or of a parent, subsidiary or fellow subsidiary of the other entity);
  - (iii) the entity and the Group are joint ventures of the same third party;
  - (iv) one entity is a joint venture of a third entity and the other entity is an associate of the third entity;
  - (v) the entity is a post-employment benefit plan for the benefit of employees of either the Group or an entity related to the Group;
  - (vi) the entity is controlled or jointly controlled by a person identified in (a);
  - (vii) a person identified in (a)(i) has significant influence over the entity or is a member of the key management personnel of the entity (or of a parent of the entity); and
  - (viii) the entity, or any member of a group of which it is a part, provides key management personnel services to the Group or to the parent of the Group.

### 2. 重大會計政策 (續)

#### 2.5 重大會計準則 (續)

##### 關聯方 (續)

- (b) 該方為符合下列任何條件的實體：
- (i) 該實體和本集團屬同一集團的成員；
  - (ii) 一個實體為另一個實體（或其母公司、附屬公司或同系附屬公司）的聯營公司或合營企業；
  - (iii) 該實體與本集團屬相同第三方的合營企業；
  - (iv) 一個實體為某第三方實體的合營企業，而另一個實體為該第三方實體的聯營公司；
  - (v) 該實體為就本集團或與本集團有關聯實體僱員的利益設立的離職後福利計劃；
  - (vi) 該實體受(a)項所識別的人士控制或共同控制；
  - (vii) 於(a)(i)項所識別的人士對該實體有重大影響或屬該實體（或其母公司）主要管理人員；及
  - (viii) 該實體或其所屬集團的任何成員向本集團或本集團的母公司提供主要管理人員服務。

# Notes to Financial Statements (Continued)

## 財務報表附註 (續)

31 December 2025 二零二五年十二月三十一日

### 2. Material accounting policies (Continued)

#### 2.5 Material accounting policies (Continued)

##### Property, plant and equipment

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

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

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

Leasehold improvements	Over the shorter of the lease terms and 20%
Plant and machinery	10% to 20%
Furniture and equipment	5% to 20%
Computers and software	20%
Motor vehicles	10% to 33%

Where parts of an item of property, plant and equipment have different useful lives, the cost of that item is allocated on a reasonable basis among the parts and each part is depreciated separately.

### 2. 重大會計政策 (續)

#### 2.5 重大會計準則 (續)

##### 物業、廠房及設備

物業、廠房及設備乃按成本減累計折舊及任何減值虧損列賬。物業、廠房及設備項目成本包括其購買價格及令該項資產達至其運作狀況及運送至其預期使用位置的任何直接應佔成本。

物業、廠房及設備項目投入運作後產生的支出，如修理及保養費用，一般於該支出生產期間自損益中扣除。倘能達成確認條件，重大檢查的支出於資產賬面值資本化為重置成本。倘物業、廠房及設備重要部分須每隔一段時間重置，本集團會將該等部分確認為具有特定使用年期的個別資產及相應計提折舊。

折舊乃按每項物業、廠房及設備的估計可使用年期，採用直線法撇銷成本至其剩餘價值。計算所使用的主要折舊年率如下：

租賃物業裝修	租賃年期與20%兩者的較短者
廠房及機器	10%至20%
傢俬及設備	5%至20%
電腦及軟件	20%
汽車	10%至33%

倘物業、廠房及設備項目各部分的可使用年期並不相同，該項目的成本將按合理基準分配至各個部分，而每個部分將分開進行折舊。

# Notes to Financial Statements (Continued)

## 財務報表附註 (續)

31 December 2025 二零二五年十二月三十一日

### 2. Material accounting policies (Continued)

#### 2.5 Material accounting policies (Continued)

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

Residual values, useful lives and the depreciation method are reviewed, and adjusted if appropriate, at least at each financial year end.

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

Construction in progress is stated at cost less any impairment losses, and is not depreciated. It is reclassified to the appropriate category of property, plant and equipment when completed and ready for use.

##### Service concession arrangements

A service concession arrangement refers to a contractual service arrangement granted by a government authority in Mainland China (the “Grantor”) to allow the Group to operate an infrastructure to provide service to the public. Such arrangement involves the Group to develop, finance, operate, and maintain the public-service infrastructure for a specified period of time for a service fee. At the end of the service period, the Group is obliged to hand over the infrastructure to the Grantor in a specified condition for little or no incremental consideration.

Such service concession arrangement is governed by a contract between the Group and the relevant Grantor which sets out, inter alia, performance standards, the mechanism for service fee adjustment, specific obligations of the Group for the maintenance of the infrastructure and arrangement for arbitrating disputes.

### 2. 重大會計政策 (續)

#### 2.5 重大會計準則 (續)

##### 物業、廠房及設備 (續)

剩餘價值、可使用年期及折舊方法至少須於各財政年度末進行檢討，並在適當情況下作出調整。

物業、廠房及設備項目(包括已初步確認的任何重大部分)於出售時或預計其使用或出售不再產生日後經濟利益時終止確認。於終止確認資產年度在損益中確認的任何出售或報廢收益或虧損，乃相關資產出售所得款項淨額與賬面值的差額。

在建工程按成本減任何減值虧損列賬，且不予折舊。於完工並達致可使用狀態時，該等資產將轉撥至物業、廠房及設備之適當類別。

##### 服務特許權安排

服務特許權安排指中國內地政府機構(「授予人」)授予的合約性服務安排，使本集團能夠經營基礎設施，為公眾提供服務。有關安排涉及本集團於某指定期間內開發、融資、經營、及維護公共服務基礎設施，並可收取服務費。於服務期結束時，本集團有責任以很少或沒有遞增的代價把符合指定狀況的基礎設施交回授予人。

此類服務特許權安排受本集團與相關授予人之間的合約規管，當中載列(其中包括)表現標準、服務費調整機制、本集團對基礎設施維護的具體責任及仲裁糾紛的安排。

# Notes to Financial Statements (Continued)

## 財務報表附註 (續)

31 December 2025 二零二五年十二月三十一日

### 2. Material accounting policies (Continued)

#### 2.5 Material accounting policies (Continued)

##### Service concession arrangements (Continued)

##### Consideration given by the Grantor

A financial asset (receivable under a service concession arrangement) is recognised to the extent that (a) the Group has an unconditional right to receive cash or another financial asset from or at the direction of the Grantor for the construction services rendered; and (b) the Grantor has little, if any, discretion to avoid payment, usually because the agreement is enforceable by law. The Group has an unconditional right to receive cash if the Grantor contractually guarantees to pay the Group (a) specified or determinable amounts or (b) the shortfall, if any, between amounts received from users of the public service and specified or determinable amounts, even if the payment is contingent on the Group ensuring that the infrastructure meets the specified quality of efficiency requirements. The financial asset (receivable under a service concession arrangement) is accounted for in accordance with the policy set out for "Investments and other financial assets" below.

An intangible asset (operating concession) is recognised to the extent that the Group receives a right to charge users of the public service, under which the amounts are contingent on the extent that the public uses the service. The intangible asset (operating concession) is accounted for in accordance with the policy set out for "Intangible assets" below.

If the Group is paid partly by a financial asset and partly by an intangible asset, each component of the consideration is accounted for separately and is initially recognised at the fair value of the consideration received or receivable.

### 2. 重大會計政策 (續)

#### 2.5 重大會計準則 (續)

##### 服務特許權安排 (續)

##### 授予人給予的代價

倘(a)本集團有無條件權利就所提供建設服務向或按授予人指示收取現金或其他金融資產；及(b)授予人擁有極少酌情權(如有)逃避付款，通常因為協議可依法執行，則確認為金融資產(服務特許權安排下的應收款項)。倘授予人以合約方式擔保向本集團支付(a)指定或待定金額或(b)已收公共服務使用者的款項與指定或待定金額兩者間之差額(如有)，而儘管付款須以本集團確保基礎設施符合規定效率要求為條件，本集團仍擁有無條件權利收取現金。金融資產(服務特許權安排的應收款項)根據下文「投資及其他金融資產」所載之政策列賬。

無形資產(經營特許權)於本集團獲得向公共服務使用者收費之權利時確認，而該款項乃以公眾使用該服務為條件。無形資產(經營特許權)根據下文「無形資產」所載之政策列賬。

倘本集團分別獲得部分金融資產及部分無形資產，代價各部分會分開列賬，初步應按已收或應收代價之公平值確認。

# Notes to Financial Statements (Continued)

## 財務報表附註 (續)

31 December 2025 二零二五年十二月三十一日

### 2. Material accounting policies (Continued)

#### 2.5 Material accounting policies (Continued)

##### **Service concession arrangements (Continued)**

##### **Construction and rehabilitation services**

Revenue and costs relating to construction and rehabilitation services are accounted for in accordance with the policy set out for “Revenue recognition” below.

##### **Sewage and reclaimed water treatment services**

Revenue relating to sewage and reclaimed water treatment services is accounted for in accordance with the policy for “Revenue recognition” below and the costs for the services are expensed in the period in which they are incurred.

##### **Contractual obligations to restore the infrastructure to a specified level of serviceability**

The Group has contractual obligations which it must fulfil as a condition of its licence, that is (a) to maintain the infrastructures it operates to a specified level of serviceability and/or (b) to restore the infrastructures to a specified condition before they are handed over to the Grantor at the end of the service concession arrangement. These contractual obligations to maintain or restore the infrastructures, except for any upgrade element, are recognised and measured in accordance with the policy set out for “Provisions” below.

### 2. 重大會計政策 (續)

#### 2.5 重大會計準則 (續)

##### **服務特許權安排 (續)**

##### **建築及修復服務**

與建築及修復服務有關的收益及成本根據下文「收益確認」所述政策入賬。

##### **污水及再生水處理服務**

與污水及再生水處理服務有關的收益根據下文「收益確認」所述政策入賬，而服務的成本於其產生期間內支銷。

##### **修復基礎設施至一定可提供服務水平之合約責任**

根據本集團之合約責任，作為獲取執照所須符合之條件，其須(a)維護其經營之基礎設施，以確保符合一定可提供服務之水平；及／或(b)於服務特許權安排結束時，在移交基礎設施予授予人之前，把所經營之基礎設施修復至指定狀況。該等維護或修復基礎設施之合約責任(撇除任何更新元素)按下文「撥備」所載之政策予以確認及計量。

# Notes to Financial Statements (Continued)

## 財務報表附註 (續)

31 December 2025 二零二五年十二月三十一日

### 2. Material accounting policies (Continued)

#### 2.5 Material accounting policies (Continued)

##### **Intangible assets (other than goodwill)**

Intangible assets acquired separately are measured on initial recognition at cost. The useful lives of intangible assets are assessed to be either finite or indefinite. Intangible assets with finite lives are subsequently amortised over the useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method for an intangible asset with a finite useful life are reviewed at least at each financial year end.

An intangible asset is derecognised on disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss on disposal or retirement recognised in profit or loss in the period the intangible asset is derecognised is the difference between the net sales proceeds and the carrying amount of the relevant intangible asset.

##### **Operating concessions**

Operating concessions representing the rights to operate sewage and reclaimed water treatment and water distribution plants are stated at cost less accumulated amortisation and any accumulated impairment losses. Amortisation is provided on the straight-line basis over the respective periods of the operating concessions granted to the Group of 25 and 30 years.

##### **Computer software**

Purchased computer software licence is stated at cost less any impairment losses and is amortised on the straight-line basis over its estimated useful life of 2 to 5 years.

### 2. 重大會計政策 (續)

#### 2.5 重大會計準則 (續)

##### **無形資產 (不包括商譽)**

單獨收購之無形資產於初步確認時按成本計量。無形資產之使用年期經評估後分為有限或無限。年期有限之無形資產按經濟可使用年期進行後續攤銷，並於有跡象顯示無形資產可能出現減值時評估減值。使用年期有限之無形資產之攤銷期及攤銷方法最少於各財政年度結算日檢討一次。

無形資產會在出售時或預期不會因使用或出售而產生未來經濟利益時終止確認。於無形資產終止確認的期間，在損益確認之任何出售或報廢盈虧乃為相關無形資產出售所得款項淨額與其賬面值的差額。

##### **特許經營權**

特許經營權指經營污水及再生水處理以及配水廠的權利，乃按成本減累計攤銷及任何累計減值虧損列賬。攤銷乃於本集團獲授之25及30年特許經營權之相應期間內以直線法計提撥備。

##### **電腦軟件**

購入的電腦軟件許可按成本減任何減值虧損列賬，並以直線法於估計可使用年期2至5年內攤銷。

# Notes to Financial Statements (Continued)

## 財務報表附註 (續)

31 December 2025 二零二五年十二月三十一日

### 2. Material accounting policies (Continued)

#### 2.5 Material accounting policies (Continued)

##### Properties held for sale

The properties received as a settlement of certain trade receivables are classified as held-for-sale if it is highly probable that they will be recovered primarily through sale rather than through continuing use. Such assets are generally measured at the lower of their carrying amount and fair value less costs to sell. Impairment losses on initial classification as held for sale and subsequent gains and losses on remeasurement are recognised in profit or loss.

Such properties are reclassified from held-for-sale if they no longer meet the criteria to be classified as held-for-sale. On reclassification from held-for-sale to held-for-use, the non-current asset is remeasured at the lower of its recoverable amount and the carrying amount that would have been recognised had the asset never been classified as held-for-sale. The calculation of this carrying amount includes any depreciation that would have been recognised had the asset not been classified as held-for-sale.

##### Investment properties

Investment properties are residential properties held for a currently undetermined future use. Investment properties are stated at cost less accumulated depreciation and impairment losses. Depreciation is calculated to write off the cost of investment properties using the straight-line method over the shorter of their estimated useful lives of 50 years and the unexpired terms of the leases. Any gain or loss on disposal of investment properties are recognised in profit or loss.

##### Leases

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

### 2. 重大會計政策 (續)

#### 2.5 重大會計準則 (續)

##### 持作銷售之物業

因作為若干應收貿易款項之結算款而收取之物業，如極有可能主要透過銷售而非持續使用收回，則分類為持作出售。該等資產一般按其賬面值與公平值減出售成本兩者之較低者計量。於初步分類為持作出售時確認之減值虧損，以及其後重新計量所產生之收益及虧損，均於損益中確認。

倘該等物業不再符合分類為持作出售之條件，則會撥離持作出售分類。由持作出售轉撥至持作使用分類時，該非流動資產按其可收回金額與假設該資產從未分類為持作出售而應確認之賬面值兩者之較低者重新計量。該賬面值之計算包括假設該資產從未分類為持作出售而應已確認之任何折舊。

##### 投資物業

投資物業為持作目前未確定未來用途之住宅物業。投資物業按成本減累計折舊及減值虧損列賬。折舊乃按直線法，於其估計可使用年期50年或相關租賃尚餘期限（以較短者為準）撇銷其成本。出售投資物業所產生之任何收益或虧損均於損益中確認。

##### 租賃

本集團於合約開始時評估合約是否為或包含租賃。倘合約為換取代價而給予在一段時間內控制已識別資產使用的權利，則該合約為或包含租賃。

# Notes to Financial Statements (Continued)

## 財務報表附註 (續)

31 December 2025 二零二五年十二月三十一日

### 2. Material accounting policies (Continued)

#### 2.5 Material accounting policies (Continued)

##### Leases (Continued)

##### Group as a lessee

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

##### (a) Right-of-use assets

Right-of-use assets are recognised at the commencement date of the lease (that is the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and any impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognised, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received. Where applicable, the cost of a right-of-use asset also includes an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located. Right-of-use assets are depreciated on a straight-line basis over the shorter of the lease terms and the estimated useful lives of the assets as follows:

Buildings	2 to 5 years
Plant and machinery	2 to 3 years

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

### 2. 重大會計政策 (續)

#### 2.5 重大會計準則 (續)

##### 租賃 (續)

##### 本集團作為承租人

本集團對所有租賃 (短期租賃除外) 採用單一確認及計量方法。本集團確認作出租賃款項的租賃負債及代表使用相關資產權利的使用權資產。

##### (a) 使用權資產

使用權資產於租賃開始當日 (即相關資產可供使用的日期) 予以確認。使用權資產按成本減任何累計折舊及任何減值虧損計量，並就任何重新計量的租賃負債作出調整。使用權資產的成本包括已確認的租賃負債金額、已產生的初步直接成本及於開始日期或之前作出的租賃付款減已收取的任何租賃優惠。於適用情況下，使用權資產的成本亦包括拆除及移除相關資產或將相關資產或相關資產所在地復原的估計成本。使用權資產按直線法於資產的租期及估計可使用年期 (以較短者為準) 內折舊如下：

樓宇	2至5年
廠房及機器	2至3年

倘租賃資產的擁有權於租期結束前轉讓至本集團或成本反映購買權的行使，則根據資產的估計可使用年期計算折舊。

# Notes to Financial Statements (Continued)

## 財務報表附註 (續)

31 December 2025 二零二五年十二月三十一日

### 2. Material accounting policies (Continued)

#### 2.5 Material accounting policies (Continued)

##### Leases (Continued)

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

##### (b) Lease liabilities

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

In calculating the present value of lease payments, the Group uses its incremental borrowing rate at the lease commencement date because the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made.

### 2. 重大會計政策 (續)

#### 2.5 重大會計準則 (續)

##### 租賃 (續)

##### 本集團作為承租人 (續)

##### (b) 租賃負債

租賃負債於租賃開始當日按租期內作出的租賃付款現值予以確認。租賃付款包括固定付款(包括實質固定付款)減任何應收租賃優惠、取決於某一指數或比率的可變租賃付款以及於剩餘價值保證下預期支付的金額。租賃付款亦包括可合理確定將由本集團行使的購買權的行使價及為終止租賃而支付的罰款(倘租期反映本集團會行使終止租賃權)。倘可變租賃付款並非取決於某一指數或比率，其支付的款項於導致付款的事件或條件發生的期間確認為開支。

於計算租賃付款的現值時，若租賃中所隱含的利率不易確定，則本集團於租賃開始日期使用增量借款利率。於開始日期後，租賃負債的金額將按利息的增加而增加，並就已作出的租賃付款作出扣減。

# Notes to Financial Statements (Continued)

## 財務報表附註 (續)

31 December 2025 二零二五年十二月三十一日

### 2. Material accounting policies (Continued)

#### 2.5 Material accounting policies (Continued)

##### Leases (Continued)

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

##### (b) Lease liabilities (Continued)

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

The lease liability is also remeasured when there is a lease modification, which means a change in the scope of a lease or the consideration for a lease that is not originally provided for in the lease contract, if such modification is not accounted for as a separate lease. In this case, the lease liability is remeasured based on the revised lease payments and lease term using a revised discount rate at the effective date of the modification.

In the consolidated statement of financial position, the current portion of long-term lease liabilities is determined as the present value of contractual payments that are due to be settled within twelve months after the Reporting Period.

### 2. 重大會計政策 (續)

#### 2.5 重大會計準則 (續)

##### 租賃 (續)

##### 本集團作為承租人 (續)

##### (b) 租賃負債 (續)

倘租賃負債之未來租賃付款因某一指數或利率變動而出現變動，或本集團對根據剩餘價值保證的預期應付金額之估計出現變動，或本集團對是否將行使購買、延長或終止選擇權的評估出現變動，則有關租賃負債將重新計量。當租賃負債按上述方式重新計量時，有關使用權資產之賬面值將作出相應調整，倘有關使用權資產之賬面值已減至零，則有關調整於損益中確認。

當租賃出現修改時，租賃負債亦會重新計量。租賃修改指對租賃範圍或租賃代價出現變動，而該變動並未在原租賃合約訂明，且有關修改未按獨立租賃入賬。在此情況下，租賃負債按經修訂之租賃付款及租賃期，採用於修改生效日期之經修訂貼現率重新計量。

於綜合財務狀況表中，長期租賃負債之即期部分乃按於報告期後十二個月內到期應付之合約付款之現值釐定。

# Notes to Financial Statements (Continued)

## 財務報表附註 (續)

31 December 2025 二零二五年十二月三十一日

### 2. Material accounting policies (Continued)

#### 2.5 Material accounting policies (Continued)

##### Leases (Continued)

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

##### (c) Short-term leases

The Group applies the short-term lease recognition exemption to its short-term leases of machinery and equipment (that is those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). Lease payments on short-term leases are recognised as an expense on a straight-line basis over the lease term.

##### Group as a lessor

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

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

Leases that transfer substantially all the risks and rewards incidental to ownership of an underlying asset to the lessee are accounted for as finance leases.

### 2. 重大會計政策 (續)

#### 2.5 重大會計準則 (續)

##### 租賃 (續)

##### 本集團作為承租人 (續)

##### (c) 短期租賃

本集團就其機器及設備的短期租賃採用短期租賃確認豁免 (即租期為自開始日期起12個月或以下且不包含購買權的租賃)。短期租賃的租賃付款以直線法於租期內確認為開支。

##### 本集團作為出租人

當本集團作為出租人時，其於租賃開始時 (或發生租賃修改時) 將其各租賃分類為經營租賃或融資租賃。

本集團並未轉讓資產所有權所附帶的絕大部分風險及回報的租賃歸類為經營租賃。當合約包含租賃及非租賃組成部分時，本集團按相對獨立之銷售價格基準將合約代價分配予各組成部分。租金收入於租期內按直線法入賬且因其經營性質而計入損益之收益。磋商及安排經營租賃所產生初步直接成本計入租賃資產賬面值，並按與租金收入相同之基準於租期內確認。

向承租人轉讓相關資產所有權所附帶的絕大部分風險及回報的租賃入賬為融資租賃。

# Notes to Financial Statements (Continued)

## 財務報表附註 (續)

31 December 2025 二零二五年十二月三十一日

### 2. Material accounting policies (Continued)

#### 2.5 Material accounting policies (Continued)

##### Investments and other financial assets

###### Initial recognition and measurement

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

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

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

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

### 2. 重大會計政策 (續)

#### 2.5 重大會計準則 (續)

##### 投資及其他金融資產

###### 初步確認及計量

規定於一般由市場規例或慣例確立的期間內交付資產的金融資產買賣乃於交易日(即本集團承諾購買或出售資產當日)確認。

金融資產於初步確認時分類為其後按攤銷成本、按公平值計入其他全面收入及按公平值計入損益計量。

於初步確認時，金融資產分類取決於金融資產的合約現金流量特徵及本集團管理該等金融資產的業務模式。除並無重大融資成分或本集團已應用不調整重大融資成分影響的可行權宜方法的應收貿易款項外，本集團初步按公平值加上(倘金融資產並非按公平值計入損益)交易成本計量金融資產。並無重大融資成分或本集團已應用可行權宜方法的應收貿易款項按照下文「收益確認」所載政策根據香港財務報告準則第15號釐定的交易價格計量。

為使金融資產按攤銷成本或按公平值計入其他全面收入進行分類及計量，需產生純粹為支付本金及未償還本金利息(「純粹為支付本金及利息」)的現金流量。現金流量不純粹為支付本金及利息支付之金融資產，概以公平值計入損益進行分類及計量，不論其業務模式如何。

# Notes to Financial Statements (Continued)

## 財務報表附註 (續)

31 December 2025 二零二五年十二月三十一日

### 2. Material accounting policies (Continued)

#### 2.5 Material accounting policies (Continued)

##### Investments and other financial assets (Continued)

##### Initial recognition and measurement (Continued)

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

##### Subsequent measurement

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

##### Financial assets at amortised cost (debt instruments)

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

### 2. 重大會計政策 (續)

#### 2.5 重大會計準則 (續)

##### 投資及其他金融資產 (續)

##### 初步確認及計量 (續)

本集團管理金融資產的業務模式指其如何管理其金融資產以產生現金流量。業務模式確定現金流量是否來自收集合約現金流量、出售金融資產，或兩者兼有。按攤銷成本分類及計量之金融資產為於目的為持有金融資產以收取合約現金流量的業務模式中持有，而按公平值計入其他全面收入分類及計量之金融資產則於目的為收取合約現金流量及出售的業務模式中持有。不屬於上述業務模式持有之金融資產則按公平值計入損益分類及計量。

##### 後續計量

金融資產的後續計量視乎以下分類而定：

##### 按攤銷成本計量的金融資產 (債務工具)

按攤銷成本計量的金融資產其後使用實際利率法計量，並可能受減值影響。當資產終止確認、修訂或減值時，收益及虧損於損益中確認。

# Notes to Financial Statements (Continued)

## 財務報表附註 (續)

31 December 2025 二零二五年十二月三十一日

### 2. Material accounting policies (Continued)

#### 2.5 Material accounting policies (Continued)

##### Derecognition of financial assets

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

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

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

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

### 2. 重大會計政策 (續)

#### 2.5 重大會計準則 (續)

##### 終止確認金融資產

當符合以下情況時，金融資產（或在適用情況下，一項金融資產之一部分或一組類似金融資產之一部分）將予終止確認（即從本集團的綜合財務狀況表中移除）：

- 收取該資產現金流量的權利已屆滿；或
- 本集團已轉讓其收取該資產現金流量的權利或已承擔責任須根據「轉付」安排將收取的現金流量在無重大拖延的情況下悉數支付予第三方；且(a)本集團已轉讓該資產的絕大部分風險及回報，或(b)本集團並無轉讓或保留該資產的絕大部分風險及回報，但已轉讓該資產的控制權。

當本集團已轉讓收取資產現金流量的權利或已訂立轉付安排時，本集團評估其是否保留資產所有權的風險及回報以及保留程度。倘本集團並無轉讓或保留資產的絕大部分風險及回報，亦無轉讓有關資產的控制權，本集團以本集團持續參與為限繼續確認該轉讓資產。在此情況下，本集團亦確認相關負債。已轉讓資產及相關負債按能夠反映本集團保留的權利及責任的基準計量。

對所轉讓資產以擔保形式持續參與時，該參與按資產原有賬面值與本集團必須償付的最高代價兩者之間的較低者計量。

# Notes to Financial Statements (Continued)

## 財務報表附註 (續)

31 December 2025 二零二五年十二月三十一日

### 2. Material accounting policies (Continued)

#### 2.5 Material accounting policies (Continued)

##### Credit losses and impairment of assets

##### Credit losses from financial instruments, contract assets and lease receivables

The Group recognises a loss allowance for expected credit losses ("ECL"s) on:

- financial assets measured at amortised cost (including cash and cash equivalents, trade receivables and other receivables); and
- contract assets.

##### Measurement of ECLs

ECLs are a probability-weighted estimate of credit losses. Generally, credit losses are measured as the present value of all expected cash shortfalls between the contractual and expected amounts.

The expected cash shortfalls are discounted using the following rates if the effect is material:

- fixed-rate financial assets, trade and other receivables and contract assets: effective interest rate determined at initial recognition or an approximation thereof;
- variable-rate financial assets: current effective interest rate;
- lease receivables: discount rate used in the measurement of the lease receivable.

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

### 2. 重大會計政策 (續)

#### 2.5 重大會計準則 (續)

##### 信貸虧損及資產減值

##### 金融工具、合約資產及租賃應收款項之信貸虧損

本集團就預期信貸虧損(「預期信貸虧損」)確認虧損撥備：

- 按攤銷成本計量的金融資產(包括現金及現金等價物、應收賬款及其他應收款項)；及
- 合約資產。

##### 計量預期信貸虧損

預期信貸虧損為信貸虧損的概率加權估計。一般而言，信貸虧損以合約與預期金額之間的所有預期現金短缺的現值計量。

倘影響屬重大，預期短缺現金使用以下利率貼現：

- 固定利率金融資產、貿易及其他應收款項及合約資產：初步確認時釐定的實際利率或其近似值；
- 浮動利率金融資產：當前實際利率；
- 租賃應收款項：計量租賃應收款項而使用的折現率。

於估計預期信貸虧損時考慮的最長期間為本集團承受信貸風險的最長合約期間。

# Notes to Financial Statements (Continued)

## 財務報表附註 (續)

31 December 2025 二零二五年十二月三十一日

### 2. Material accounting policies (Continued)

#### 2.5 Material accounting policies (Continued)

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

##### Measurement of ECLs (Continued)

ECLs are measured on either of the following bases:

- 12-month ECLs: these are the portion of ECLs that result from default events that are possible within the 12 months after the reporting date (or a shorter period if the expected life of the instrument is less than 12 months); and
- lifetime ECLs: these are the ECLs that result from all possible default events over the expected lives of the items to which the ECL model applies.

The Group measures loss allowances at an amount equal to lifetime ECLs, except for the following, which are measured at 12-month ECLs:

- financial instruments that are determined to have low credit risk at the reporting date; and
- other financial instruments (including loan commitments issued) for which credit risk (i.e. the risk of default occurring over the expected life of the financial instrument) has not increased significantly since initial recognition.

Loss allowances for trade receivables and contract assets are always measured at an amount equal to lifetime ECLs.

### 2. 重大會計政策 (續)

#### 2.5 重大會計準則 (續)

##### 信貸虧損及資產減值 (續)

##### 計量預期信貸虧損 (續)

預期信貸虧損基於下列其中一個基準計量：

- 12個月預期信貸虧損：報告日期後12個月（或較短期間，倘工具的預期年期少於12個月）內可能發生的違約事件而導致的預期信貸虧損部分；及
- 全期預期信貸虧損：採用預期信貸虧損模式的項目在預期年期內所有可能發生的違約事件而導致的預期信貸虧損。

本集團以等於全期預期信貸虧損的金額計量虧損撥備，惟下列以12個月預期信貸虧損計量的情況除外：

- 在報告日期被確定為信貸風險較低的金融工具；及
- 自初步確認以來，信貸風險（即在金融工具預期年期內發生違約的風險）沒有顯著增加的其他金融工具（包括已發出的貸款承諾）。

應收貿易款項及合約資產的虧損撥備一律按等於全期預期信貸虧損的金額計量。

# Notes to Financial Statements (Continued)

## 財務報表附註 (續)

31 December 2025 二零二五年十二月三十一日

### 2. Material accounting policies (Continued)

#### 2.5 Material accounting policies (Continued)

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

##### Measurement of ECLs (Continued)

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

##### Credit-impaired financial assets

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

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

- significant financial difficulties of the debtor;
- a breach of contract, such as a default or being more than 90 days past due;
- the restructuring of a loan or advance by the group on terms that the Group would not consider otherwise;
- it is probable that the debtor will enter bankruptcy or other financial reorganisation; or
- the disappearance of an active market for a security because of financial difficulties of the issuer.

### 2. 重大會計政策 (續)

#### 2.5 重大會計準則 (續)

##### 信貸虧損及資產減值 (續)

##### 計量預期信貸虧損 (續)

預期信貸虧損於各報告日期重新計量，以反映金融工具自初步確認以來的信貸風險變動。預期信貸虧損金額的任何變動乃於損益確認為減值收益或虧損。本集團就所有金融工具確認減值收益或虧損，並通過虧損撥備賬相應調整該等工具之賬面值。

##### 信貸減值的金融資產

於各報告日期，本集團評估金融資產是否出現信貸減值。當發生一項或多項對金融資產估計未來現金流量有不利影響的事件時，金融資產出現信貸減值。

金融資產出現信貸減值的證據包括以下可觀察事件：

- 債務人有重大財務困難；
- 違約，例如拖欠或逾期90日以上；
- 本集團按照在其他情況下不予考慮的條款重組貸款或墊款；
- 債務人可能破產或進行其他財務重組；或
- 證券由於發行人出現財務困難而失去活躍市場。

# Notes to Financial Statements (Continued)

## 財務報表附註 (續)

31 December 2025 二零二五年十二月三十一日

### 2. Material accounting policies (Continued)

#### 2.5 Material accounting policies (Continued)

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

##### **Write-off policy**

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

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

##### **Financial liabilities**

##### **Initial recognition and measurement**

Financial liabilities are classified, at initial recognition, as loans and borrowings and payables, as appropriate.

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

The Group's financial liabilities include trade and retention payables, financial liabilities included in other payables and accruals, interest-bearing bank borrowings and balances and loans due to Group companies.

### 2. 重大會計政策 (續)

#### 2.5 重大會計準則 (續)

##### **信貸虧損及資產減值 (續)**

##### **撇銷政策**

若日後實際上不可收回款項，則會撇銷金融資產、租賃應收款項或合約資產的總賬面值。該情況通常出現在本集團以其他方式確定債務人沒有資產或可產生足夠現金流量的收入來源來償還應撇銷的金額。

隨後收回先前撇銷之資產於收回期間在損益內確認為減值撥回。

##### **金融負債**

##### **初步確認及計量**

金融資產於初步確認時分類為貸款及借款及應付款項（如適用）。

所有金融負債初步按公平值確認，倘為貸款及借款及應付款項，則扣除直接應佔交易成本。

本集團的金融負債包括應付貿易及保留金款項、計入其他應付款項及應計費用的金融負債、計息銀行借款及結餘以及應付集團公司的貸款。

# Notes to Financial Statements (Continued)

## 財務報表附註 (續)

31 December 2025 二零二五年十二月三十一日

### 2. Material accounting policies (Continued)

#### 2.5 Material accounting policies (Continued)

##### Financial liabilities (Continued)

##### Subsequent measurement

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

*Financial liabilities at amortised cost (trade and other payables, and borrowings)*

After initial recognition, trade and other payables, and interest-bearing borrowings are subsequently measured at amortised cost, using the effective interest rate method unless the effect of discounting would be immaterial, in which case they are stated at cost. Gains and losses are recognised in profit or loss when the liabilities are derecognised as well as through the effective interest rate amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the effective interest rate. The effective interest rate amortisation is included in finance costs in profit or loss.

##### Derecognition of financial liabilities

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

When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as derecognition of the original liability and a recognition of a new liability, and the difference between the respective carrying amounts is recognised in profit or loss.

### 2. 重大會計政策 (續)

#### 2.5 重大會計準則 (續)

##### 金融負債 (續)

##### 後續計量

金融負債的後續計量視乎以下分類而定：

*按攤銷成本計量的金融負債 (應收貿易及其他款項以及借款)*

於初步確認後，應收貿易及其他款項以及計息借款隨後以實際利率法按攤銷成本計量，除非貼現影響屬不重大，在此情況下則按成本列賬。當負債終止確認或按實際利率法進行攤銷程序時，收益及虧損於損益中確認。

攤銷成本乃經計及收購事項的任何折讓或溢價及屬實際利率一部分的費用或成本後計算。實際利率的攤銷計入損益內的融資成本。

##### 終止確認金融負債

當負債項下責任已解除或取消或屆滿時，終止確認金融負債。

倘一項現有金融負債被來自同一出借人且大部分條款不同的另一項金融負債所取代，或現有負債的條款被大幅修改，則該項替代或修改視為終止確認原負債並確認新增負債處理，而各自賬面值差額於損益確認。

# Notes to Financial Statements (Continued)

## 財務報表附註 (續)

31 December 2025 二零二五年十二月三十一日

### 2. Material accounting policies (Continued)

#### 2.5 Material accounting policies (Continued)

##### Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the statement of financial position if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, or to realise the assets and settle the liabilities simultaneously.

##### Cash and cash equivalents

Cash and cash equivalents in the statement of financial position comprise cash on hand and at banks, and short-term highly liquid deposits with a maturity of generally within three months that are readily convertible into known amounts of cash, subject to an insignificant risk of changes in value and held for the purpose of meeting short-term cash commitments.

For the purpose of the consolidated statement of cash flows, cash and cash equivalents comprise cash on hand and at banks, and short-term deposits as defined above, less bank overdrafts which are repayable on demand and form an integral part of the Group's cash management.

##### Provisions

A provision is recognised when a present obligation (legal or constructive) has arisen as a result of a past event and it is probable that a future outflow of resources will be required to settle the obligation, provided that a reliable estimate can be made of the amount of the obligation.

When the Group expects some or all of a provision to be reimbursed, the reimbursement is recognised as a separate asset, but only when the reimbursement is virtually certain. The expense relating to a provision is presented in the statement of profit or loss net of any reimbursement.

### 2. 重大會計政策 (續)

#### 2.5 重大會計準則 (續)

##### 抵銷金融工具

當有現時可強制執行法定權利抵銷已確認的金額且有意以淨額基準結算或同時變現資產與清償負債，則金融資產與金融負債抵銷，淨額於財務狀況表呈報。

##### 現金及現金等價物

財務狀況表中的現金及現金等價物包括手頭及銀行現金，以及到期日通常在三個月內的短期高流動性存款，其可隨時轉換為已知金額的現金，價值變動風險很小且旨在為滿足短期現金承擔而持有。

就綜合現金流量表而言，現金及現金等價物包括手頭及銀行現金、以及上文所界定的短期存款，減須按要求償還並構成本集團現金管理組成部分的銀行透支。

##### 撥備

撥備乃於因過往事件產生現有責任（法定或推定）及償付責任將可能需要未來資源流出時確認，前提是可就責任的金額作出可靠的估計。

倘本集團預計部分或全部撥備將獲得償付時，償付款項確認為一項單獨資產，惟僅當償付款項可實質確定，方可如此確認。與撥備有關的開支於扣除任何償付款項後於損益表中呈列。

# Notes to Financial Statements (Continued)

## 財務報表附註 (續)

31 December 2025 二零二五年十二月三十一日

### 2. Material accounting policies (Continued)

#### 2.5 Material accounting policies (Continued)

##### Provisions (Continued)

When the effect of discounting is material, the amount recognised for a provision is the present value at the end of the Reporting Period of the future expenditures expected to be required to settle the obligation. The increase in the discounted present value amount arising from the passage of time is included in finance costs in profit or loss.

The Group provides for warranties in relation to the provision of construction services for general repairs of defects occurring during the warranty period. Provisions for these assurance-type warranties granted by the Group are initially recognised based on sales volume and past experience of the level of repairs and returns, discounted to their present values as appropriate. The warranty-related cost is revised annually.

##### Income tax

Income tax comprises current and deferred tax. Income tax relating to items recognised outside profit or loss is recognised outside profit or loss, either in other comprehensive income or directly in equity.

Current tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the Reporting Period, taking into consideration interpretations and practices prevailing in the countries in which the Group operates.

Deferred tax is provided, using the liability method, on all temporary differences at the end of the Reporting Period between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes.

### 2. 重大會計政策 (續)

#### 2.5 重大會計準則 (續)

##### 撥備 (續)

當貼現的影響重大，就撥備確認的金額為償付責任預期所需未來開支於報告期末的現值。隨時間流逝產生的貼現現值金額的增加計入損益的融資成本。

本集團就保修期間發生的一般性耗損維修所提供的建築服務計提保修撥備。就該等由本集團授出的保證型保修所計提的撥備初步以銷量及過往維修及退貨水平經驗為基準，並貼現至其現值（如適當）。保修相關成本乃每年修訂。

##### 所得稅

所得稅包括即期及遞延稅項。與於損益外確認的項目有關的所得稅在損益外於其他全面收入或直接於權益中確認。

即期稅項資產及負債乃按預期自稅務機關退回或付予稅務機關的金額計量，並根據報告期末已頒佈或實質上已頒佈的稅率（及稅法），以及考慮本集團業務經營所在國家的現行詮釋與慣例釐定。

遞延稅項採用負債法就於報告期末資產及負債的稅基與兩者用作財務報告的賬面值之間的所有暫時差額計提撥備。

# Notes to Financial Statements (Continued)

## 財務報表附註 (續)

31 December 2025 二零二五年十二月三十一日

### 2. Material accounting policies (Continued)

#### 2.5 Material accounting policies (Continued)

##### Income tax (Continued)

Deferred tax liabilities are recognised for all taxable temporary differences, except:

- when the deferred tax liability arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss and does not give rise to equal taxable and deductible temporary differences; and
- in respect of taxable temporary differences associated with investments in subsidiaries, when the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

Deferred tax assets are recognised for all deductible temporary differences, and the carryforward of unused tax credits and any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carryforward of unused tax credits and unused tax losses can be utilised, except:

- when the deferred tax asset relating to the deductible temporary differences arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss and does not give rise to equal taxable and deductible temporary differences; and

### 2. 重大會計政策 (續)

#### 2.5 重大會計準則 (續)

##### 所得稅 (續)

遞延稅項負債乃就所有應課稅暫時差額確認，惟下列情況除外：

- 倘遞延稅項負債乃因在一項並非業務合併的交易中初步確認商譽或資產或負債而產生，且於交易時並不影響會計利潤或應課稅損益，亦不會產生相同的應課稅與可扣減暫時差額；及
- 就與於附屬公司的投資相關的應課稅暫時差額而言，倘暫時差額撥回的時間可控制及該暫時差額可能不會在可預見的未來撥回。

遞延稅項資產乃就所有可扣減暫時差額、未動用稅項抵免及任何未動用稅項虧損結轉而確認。倘有應課稅溢利可予動用以抵銷可扣減暫時差額、未動用稅項抵免及未動用稅項虧損結轉，則確認遞延稅項資產，惟以下情況除外：

- 與可扣減暫時差額相關的遞延稅項資產乃因在一項並非業務合併的交易中初步確認資產或負債而產生，且於交易時並不影響會計利潤或應課稅損益，亦不會產生相同的應課稅與可扣減暫時差額；及

# Notes to Financial Statements (Continued)

## 財務報表附註 (續)

31 December 2025 二零二五年十二月三十一日

### 2. Material accounting policies (Continued)

#### 2.5 Material accounting policies (Continued)

##### Income tax (Continued)

- in respect of deductible temporary differences associated with investments in subsidiaries, deferred tax assets are only recognised to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilised.

The carrying amount of deferred tax assets is reviewed at the end of each Reporting Period and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are reassessed at the end of each Reporting Period and are recognised to the extent that it has become probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be recovered.

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

Deferred tax assets and deferred tax liabilities are offset if and only if the Group has a legally enforceable right to set off current tax assets and current tax liabilities and the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same taxation authority on either the same taxable entity or different taxable entities which intend either to settle current tax liabilities and assets on a net basis, or to realise the assets and settle the liabilities simultaneously, in each future period in which significant amounts of deferred tax liabilities or assets are expected to be settled or recovered.

### 2. 重大會計政策 (續)

#### 2.5 重大會計準則 (續)

##### 所得稅 (續)

- 就與於附屬公司的投資相關的可扣減暫時差額而言，遞延稅項資產僅在暫時差額可能將於可預見的未來撥回，以及應課稅溢利可予動用以抵銷暫時差額時確認。

遞延稅項資產的賬面值於各報告期末進行審閱，並減至不再可能有足夠應課稅溢利以動用全部或部分遞延稅項資產為止。未確認遞延稅項資產則於各報告期末進行重估，並於將可能有足夠應課稅溢利以收回全部或部分遞延稅項資產時確認。

遞延稅項資產及負債乃按預期適用於變現資產或清償負債期間的稅率，根據於報告期末已頒佈或實質上已頒佈的稅率（及稅法）計量。

當且僅當本集團有可合法執行權利可將即期稅項資產與即期稅項負債抵銷，且遞延稅項資產與遞延稅項負債與同一稅務機關對同一應稅實體或於各未來期間預期有大額遞延稅項負債或資產需要結算或清償時，擬按淨額基準結算即期稅務負債及資產或同時變現資產及結算負債的不同稅務實體徵收的所得稅相關，則遞延稅項資產與遞延稅項負債可予抵銷。

# Notes to Financial Statements (Continued)

## 財務報表附註 (續)

31 December 2025 二零二五年十二月三十一日

## 2. Material accounting policies (Continued)

### 2.5 Material accounting policies (Continued)

#### Provisions and contingent liabilities

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

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

Where some or all of the expenditure required to settle a provision is expected to be reimbursed by another party, a separate asset is recognised for any expected reimbursement that would be virtually certain. The amount recognised for the reimbursement is limited to the carrying amount of the provision.

#### Onerous contracts

An onerous contract exists when the Group has a contract under which the unavoidable costs of meeting the obligations under the contract exceed the economic benefits expected to be received from the contract. Provisions for onerous contracts are measured at the present value of the lower of the expected cost of terminating the contract and the net cost of continuing with the contract.

## 2. 重大會計政策 (續)

### 2.5 重大會計準則 (續)

#### 撥備及或然負債

當本集團有因過往事項而產生的法律或推定責任，而履行有關責任可能導致經濟利益外流，並可作出可靠之估計時，則會確認撥備。倘貨幣時間價值屬重大，則按預期清償責任所需開支之現值計提撥備。

倘經濟利益外流之可能性不大，或無法就有關金額作出可靠之估計，則相關責任披露為或然負債，惟經濟利益外流之可能性極小則除外。倘可能責任僅將視乎某宗或多宗未來事件是否發生始能確定是否存在，亦會披露為或然負債，惟經濟利益外流之可能性極小則除外。

倘結算撥備所需的部分或全部開支預期由另一方償還，則就幾乎確定的任何預期償付款項確認一項單獨的資產。就償付款項確認的金額以撥備的賬面值為限。

#### 虧損性合約

當本集團訂有合約，且履行有關合約責任的不可避免成本超過預期從合約中收到的經濟利益時，即視為存在虧損性合約。虧損性合約的撥備乃按終止合約的預期成本或履行該合約的淨成本(以較低者為準)的現值計量。

# Notes to Financial Statements (Continued)

## 財務報表附註 (續)

31 December 2025 二零二五年十二月三十一日

### 2. Material accounting policies (Continued)

#### 2.5 Material accounting policies (Continued)

##### Government grants

Government grants are recognised at their fair value where there is reasonable assurance that the grant will be received and all attaching conditions will be complied with. When the grants relates to an expenses item, it is recognized as income on a systematic basis over the period that the costs, for which it is intended to compensate, are expensed.

Where the grant relates to an asset, the fair value is credited to a deferred income account and is released to profit or loss over the expected useful life of the relevant asset by equal annual instalments or deducted from the carrying amount of the asset and released to profit or loss by way of a reduced depreciation charge.

##### Revenue recognition

###### Revenue from contracts with customers

Revenue from contracts with customers is recognised when control of goods or services is transferred to the customers at an amount that reflects the consideration to which the Group expects to be entitled in exchange for those goods or services.

When the consideration in a contract includes a variable amount, the amount of consideration is estimated to which the Group will be entitled in exchange for transferring the goods or services to the customer. The variable consideration is estimated at contract inception and constrained until it is highly probable that a significant revenue reversal in the amount of cumulative revenue recognised will not occur when the associated uncertainty with the variable consideration is subsequently resolved.

### 2. 重大會計政策 (續)

#### 2.5 重大會計準則 (續)

##### 政府補助

倘有合理保證可獲取政府補助及所有附帶條件可獲符合，則有關補助按公平值予以確認。倘有關補助涉及開支項目，其將於擬補償成本支銷期間系統地確認為收入。

倘補助涉及一項資產，其公平值將計入遞延收益賬目，並於相關資產的預計可使用年期內每年等額轉撥至損益或自資產賬面值扣除，並按削減折舊開支方式轉撥至損益。

##### 確認收益

###### 與客戶的合約收益

與客戶的合約收益於貨品或服務控制權轉讓至客戶時確認，其金額反映本集團預期就交換該等貨品或服務而有權獲得的代價。

於合約代價包括可變金額時，代價金額估計為本集團將貨品或服務轉讓予客戶時有權換取的金額。可變代價於合約開始時估計並受到約束，直至與可變代價相關的不明朗因素在其後解除，累計的已確認收益金額很大可能將不會出現重大收益撥回為止。

# Notes to Financial Statements (Continued)

## 財務報表附註 (續)

31 December 2025 二零二五年十二月三十一日

### 2. Material accounting policies (Continued)

#### 2.5 Material accounting policies (Continued)

##### Revenue recognition (Continued)

##### Revenue from contracts with customers (Continued)

When the contract contains a financing component which provides the customer with a significant benefit of financing the transfer of goods or services to the customer for more than one year, revenue is measured at the present value of the amount receivable, discounted using the discount rate that would be reflected in a separate financing transaction between the Group and the customer at contract inception. When the contract contains a financing component which provides the Group with a significant financial benefit for more than one year, revenue recognised under the contract includes the interest expense accreted on the contract liability under the effective interest method. For a contract where the period between the payment by the customer and the transfer of the promised goods or services is one year or less, the transaction price is not adjusted for the effects of a significant financing component, using the practical expedient in HKFRS 15.

##### (a) Building construction works and RMAA works

Revenue from building construction works and RMAA works are recognised when or as the control of the asset is transferred to the customer. Depending on the terms of the contracts and the laws that apply to the contract, control of the asset may transfer over time or at a point in time. Control of the asset is transferred over time if the Group's performance:

- (i) provides all of the benefits received and consumed simultaneously by the customer; or
- (ii) creates and enhances an asset that the customer controls as the Group performs; or

### 2. 重大會計政策 (續)

#### 2.5 重大會計準則 (續)

##### 確認收益 (續)

##### 與客戶的合約收益 (續)

倘合約包含為客戶帶來向客戶轉移貨品或服務超過一年的重大融資利益的融資部分，收益按應收款項的現值計量，採用將於合約開始時在本集團與客戶的獨立融資交易中反映的折現率折現。倘合約包含為本集團帶來超過一年重大融資利益的融資部分，於合約下的已確認收益包括根據實際利率法就合約負債增加的利息開支。就客戶付款及轉移所承諾貨品或服務為期一年或以下的合約，不會採用香港財務報告準則第15號的實際權宜之計就重大融資部分的影響調整交易價格。

##### (a) 樓宇建築工程及RMAA工程

樓宇建築工程及RMAA工程的收益於資產控制權轉移至客戶時確認。視乎合約條款及適用於合約的法律規定，資產控制權可於一段時間內或於某一時點轉移。如本集團的履約行為符合下列情況，則資產控制權於一段時間內轉移：

- (i) 提供客戶同時取得並消耗的所有利益；或
- (ii) 創建或提升了本集團履約時客戶所控制的資產；或

# Notes to Financial Statements (Continued)

## 財務報表附註 (續)

31 December 2025 二零二五年十二月三十一日

### 2. Material accounting policies (Continued)

#### 2.5 Material accounting policies (Continued)

##### Revenue recognition (Continued)

##### Revenue from contracts with customers (Continued)

- (a) Building construction works and RMAA works (Continued)
- (iii) 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.

If control of the asset transfers over time, revenue is recognised over the period of the contract by reference to the progress towards complete satisfaction of that performance obligation. Otherwise, revenue is recognised at a point in time when the customer obtains control of the asset.

The progress towards complete satisfaction of the performance obligation of a construction contract is measured based on one of the following methods that best depicts the Group's performance in satisfying the performance obligation:

- (i) direct measurements the value of services delivered based on surveys of work performed; or
- (ii) the proportion of actual contract costs incurred at the reporting date compared to the estimated total contract costs to complete the contract.

For building construction works contracts and RMAA works contracts, the Group's performance creates or enhances an asset or work in progress that the customer controls as the asset is created or enhanced and thus the Group satisfies a performance obligation and recognises revenue over time.

### 2. 重大會計政策 (續)

#### 2.5 重大會計準則 (續)

##### 確認收益 (續)

##### 與客戶的合約收益 (續)

- (a) 樓宇建築工程及RMAA工程 (續)
- (iii) 並未創造一項可被本集團用於其他替代用途的資產，並且本集團擁有就迄今為止已完成的履約部分獲得付款的可執行權利。

若資產控制權在一段時間內轉移，則收益在合約期內參考履約責任的完成進度確認。否則，收益於客戶取得資產控制權的某一時點確認。

建築合約之履約責任的完成進度基於以下最能描述本集團為完成履約責任的表現之其中一種方法計量：

- (i) 基於已開展工程的調查結果直接計量已交付服務的價值；或
- (ii) 於報告日期已產生的實際合約成本佔的比例完成合約所需估計總合約成本。

對於樓宇建築工程合約及RMAA工程合約，本集團的履約行為創建或提升了客戶當時所控制的一項資產或在建工程，且本集團因此完成了履約責任並隨時間確認收益。

# Notes to Financial Statements (Continued)

## 財務報表附註 (續)

31 December 2025 二零二五年十二月三十一日

### 2. Material accounting policies (Continued)

#### 2.5 Material accounting policies (Continued)

##### Revenue recognition (Continued)

##### Revenue from contracts with customers (Continued)

(a) *Building construction works and RMAA works (Continued)*

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

Variation orders from customers are scope of works not included in or excluded from the original building construction works contracts and RMAA works contracts. Variation orders are accounted for as contract modification as if it were a part of the existing contract if the remaining work are not distinct and, therefore, form part of a single performance obligation that is partially satisfied at the date of the contract modification. The effect that the contract modification has on the contract price, and on the entity's measure of progress towards complete satisfaction of the performance obligation, is recognised as an adjustment to revenue (either as an increase in or a reduction of revenue) at the date of the contract modification (i.e. the adjustment to revenue is made on a cumulative catch-up basis).

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

If at any time the costs to complete the contract are estimated to exceed the remaining amount of the consideration under the contract, then a provision is recognised in accordance with the policy set out in onerous contracts.

### 2. 重大會計政策 (續)

#### 2.5 重大會計準則 (續)

##### 確認收益 (續)

##### 與客戶的合約收益 (續)

(a) *樓宇建築工程及RMAA工程 (續)*

本集團因延遲完工遭受合約罰款的可能性於作出該等估計時獲考慮，並僅在已確認累計收益金額很可能不會大幅撥回時方會確認收益。

客戶發出的修訂令乃指未納入或不屬於原建築工程合約及RMAA工程合約範圍內的工程。倘剩餘工程不可區分，因而構成於合約修改日期獲部分履行的單一履約責任的一部分，則修訂令按合約修改入賬，猶如其為現有合約的一部分。合約修改對合約價格及對實體履行履約責任進度計量所產生之影響，於合約修改日期確認為收益調整（不論為收益增加或減少）（即以累計追溯基準對收益作出調整）。

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

倘於任何時間估計完成合約成本超過合約代價剩餘金額，則根據虧損性合約所載政策確認撥備。

# Notes to Financial Statements (Continued)

## 財務報表附註 (續)

31 December 2025 二零二五年十二月三十一日

### 2. Material accounting policies (Continued)

#### 2.5 Material accounting policies (Continued)

##### Revenue recognition (Continued)

##### Revenue from contracts with customers (Continued)

(b) *Construction and rehabilitation services for environmental related facilities*

For construction and rehabilitation services, the Group's performance creates or enhances an asset or work in progress that the customer controls as the asset is created or enhanced and thus the Group satisfies a performance obligation and recognises revenue over time.

The non-cash consideration in the form of a right to charge users of public services under service concession arrangement is estimated on a cost plus basis with reference to a prevailing market rate of gross margin at the date of the agreement applicable to similar construction and rehabilitation services rendered.

(c) *Sewage and reclaimed water treatment services*

Revenue is recognised over the service period when the customers simultaneously receive and consume the benefits over the period of the services rendered by the Group.

(d) *Water distribution services*

The Group recognises revenue from water distribution services at the point in time when control of the water is transferred to the customer, generally when the customer obtains the physical possession or the legal title of the water and the Group has a present right to payment and the collection of the consideration is probable.

### 2. 重大會計政策 (續)

#### 2.5 重大會計準則 (續)

##### 確認收益 (續)

##### 與客戶的合約收益 (續)

(b) *環境相關設施的建築及修復服務*

對於建築及修復服務，本集團的履約行為創建或提升了客戶當時所控制的一項資產或在建工程，且本集團因此完成了履約責任並隨時間確認收益。

以服務特許權安排項下向公共服務使用者收費之權利的形式取得的非現金代價，乃按成本加成基準估計，並參考於協議日期適用於所提供類似建造及修復服務的當時市場毛利率釐定。

(c) *污水及再生水處理服務*

當客戶在本集團提供的服務期間同時取得及消耗利益時，收益將在服務期間確認。

(d) *配水服務*

本集團在水的控制權轉移予客戶的時間點確認來自配水服務的收益，通常是在客戶獲得水的實際擁有權或法定所有權，以及本集團擁有目前的付款權利及可能收取代價的情況下。

# Notes to Financial Statements (Continued)

## 財務報表附註 (續)

31 December 2025 二零二五年十二月三十一日

### 2. Material accounting policies (Continued)

#### 2.5 Material accounting policies (Continued)

##### Revenue recognition (Continued)

##### Revenue from other sources

Finance income from service concession arrangements is recognised on an accrual basis using the effective interest method by applying the rate that exactly discounts the estimated future cash receipts over the expected life of the financial instrument or a shorter period, when appropriate, to the net carrying amount of the financial asset.

##### Other income

Interest income is recognised on an accrual basis using the effective interest method by applying the rate that exactly discounts the estimated future cash receipts over the expected life of the financial instrument or a shorter period, when appropriate, to the net carrying amount of the financial asset.

##### Contract assets

If the Group performs by transferring goods or services to a customer before being unconditionally entitled to the consideration under the contract terms, a contract asset is recognised for the earned consideration that is conditional. Contract assets are subject to impairment assessment, details of which are included in the accounting policies for impairment of financial assets. They are reclassified to trade receivables when the right to the consideration becomes unconditional.

##### Contract liabilities

A contract liability is recognised when a payment is received or a payment is due (whichever is earlier) from a customer before the Group transfers the related goods or services. Contract liabilities are recognised as revenue when the Group performs under the contract (i.e., transfers control of the related goods or services to the customer).

### 2. 重大會計政策 (續)

#### 2.5 重大會計準則 (續)

##### 確認收益 (續)

##### 其他來源的收入

來自服務特許權安排的融資收入按應計基準使用實際利率法採用於金融工具預期年期或較短期間(如適用)內將估計未來現金收款準確貼現至金融資產賬面淨值的利率確認。

##### 其他收入

利息收入按應計基準使用實際利率法採用於金融工具預期年期或較短期間(如適用)內將估計未來現金收款準確貼現至金融資產賬面淨值的利率確認。

##### 合約資產

倘本集團於根據合約條款無條件有權收取代價前將貨品或服務轉讓予客戶，所賺取的代價具條件性，並確認為合約資產。合約資產須進行減值評估，詳情載於有關金融資產減值的會計政策。當收取代價權利變為無條件時，合約資產乃重新分類為應收貿易款項。

##### 合約負債

本集團轉讓相關貨品或服務前，收到客戶付款或付款到期(以較早者為準)時，確認合約負債。本集團履行合約(即將相關貨品或服務的控制權轉讓予客戶)時，合約負債確認為收入。

# Notes to Financial Statements (Continued)

## 財務報表附註 (續)

31 December 2025 二零二五年十二月三十一日

### 2. Material accounting policies (Continued)

#### 2.5 Material accounting policies (Continued)

##### Contract costs

Other than the costs which are capitalised as inventories, property, plant and equipment and intangible assets, costs incurred to fulfil a contract with a customer are capitalised as an asset if all of the following criteria are met:

- (a) The costs relate directly to a contract or to an anticipated contract that the entity can specifically identify.
- (b) The costs generate or enhance resources of the entity that will be used in satisfying (or in continuing to satisfy) performance obligations in the future.
- (c) The costs are expected to be recovered.

The capitalised contract costs are amortised and charged to profit or loss on a systematic basis that is consistent with the transfer to the customer of the goods or services to which the assets relates. Other contract costs are expensed as incurred.

##### Employee benefits

##### Pension schemes

The Group operates a defined contribution Mandatory Provident Fund retirement benefit scheme (the “**MPF Scheme**”) under the Mandatory Provident Fund Schemes Ordinance for certain of its employees. Contributions are made based on a percentage of the employees’ basic salaries and are charged to the statement of profit or loss as they become payable in accordance with the rules of the MPF Scheme. The assets of the MPF Scheme are held separately from those of the Group in an independently administered fund. The Group’s employer contributions vest fully with the employees when contributed into the MPF Scheme.

### 2. 重大會計政策 (續)

#### 2.5 重大會計準則 (續)

##### 合約成本

除資本化作存貨、物業、廠房及設備以及無形資產的成本外，倘滿足下列所有準則，為履行與客戶的合約產生的成本資本化作資產：

- (a) 成本與實體可明確識別的合約或預期合約有直接關係。
- (b) 成本令實體將用於履行（或持續履行）日後履約責任的資源得以產生或有所增加。
- (c) 成本預期可收回。

已資本化合約成本按照與向客戶轉讓與資產相關的貨品或服務一致的系統標準予以攤銷及自損益扣除。其他合約成本於產生時已支銷。

##### 僱員福利

##### 退休金計劃

本集團根據《強制性公積金計劃條例》為其若干僱員經營界定供款強制性公積金退休福利計劃（「**強積金計劃**」）。根據強積金計劃的規則，供款乃根據僱員基本薪金的某一百分比作出，並於成為應付款項時自損益表扣除。強積金計劃的資產與本集團的資產分開持有，並由獨立管理基金管理。本集團的僱主供款於向強積金計劃供款後悉數歸屬於僱員。

# Notes to Financial Statements (Continued)

## 財務報表附註 (續)

31 December 2025 二零二五年十二月三十一日

### 2. Material accounting policies (Continued)

#### 2.5 Material accounting policies (Continued)

##### Employee benefits (Continued)

##### Pension schemes (Continued)

The employees of the Group's subsidiary which operates in Mainland China are required to participate in a central pension scheme operated by the local municipal government. Contributions are made based on the requirements of the respective local municipal government. The contributions are charged to the statement of profit or loss as they become payable in accordance with the rules of the central pension scheme.

##### Defined benefit plan

The Group's statutory obligation to pay long service payment is a defined benefit plan. The cost of providing benefits relating to long service payment is determined using the projected unit credit method. The liability recognised in the consolidated statement of financial position in respect of long service payment is the net obligation, representing the present value of the future long service payment benefits reduced by entitlements from accrued benefits arising from MPF contributions made by the Group.

##### Borrowing costs

All borrowing costs are expensed in the period in which they are incurred. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds.

##### Dividends

Final dividends are recognised as a liability when they are approved by the shareholders in a general meeting. Proposed final dividends are disclosed in the notes to the financial statements.

### 2. 重大會計政策 (續)

#### 2.5 重大會計準則 (續)

##### 僱員福利 (續)

##### 退休金計劃 (續)

本集團於中國內地經營的附屬公司的僱員須參與地方市政府管理的中央退休金計劃。供款乃根據各自地方市政府的規定提撥，並根據中央退休金計劃的規則於成為應付款項時自損益表扣除。

##### 界定福利計劃

本集團支付長期服務金的法定責任屬於一種界定福利計劃。與長期服務金有關的福利成本採用預計單位成本法釐定。在綜合財務狀況表中確認的長期服務金負債為淨額義務，其代表未來長期服務金福利的現值減去本集團所作強積金供款產生的應計福利中的應享權利。

##### 借款成本

所有借款成本均於產生期間支銷。借款成本包括利息及實體就借取資金產生的其他成本。

##### 股息

末期股息獲股東於股東大會批准時確認為負債。擬派的末期股息於財務報表附註中披露。

# Notes to Financial Statements (Continued)

## 財務報表附註 (續)

31 December 2025 二零二五年十二月三十一日

### 2. Material accounting policies (Continued)

#### 2.5 Material accounting policies (Continued)

##### Dividends (Continued)

Interim dividends are simultaneously proposed and declared, because the Company's memorandum and articles of association grant the directors the authority to declare interim dividends. Consequently, interim dividends are recognised immediately as a liability when they are proposed and declared.

##### Foreign currencies

These financial statements are presented in Hong Kong dollars, which is the Company's functional currency. Each entity in the Group determines its own functional currency and items included in the financial statements of each entity are measured using that functional currency. Foreign currency transactions recorded by the entities in the Group are initially recorded using their respective functional currency rates prevailing at the dates of the transactions. Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency rates of exchange ruling at the end of the Reporting Period. Differences arising on settlement or translation of monetary items are recognised in profit or loss.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was measured. The gain or loss arising on translation of a non-monetary item measured at fair value is treated in line with the recognition of the gain or loss on change in fair value of the item (i.e., translation difference on the item whose fair value gain or loss is recognised in other comprehensive income or profit or loss is also recognised in other comprehensive income or profit or loss, respectively).

### 2. 重大會計政策 (續)

#### 2.5 重大會計準則 (續)

##### 股息 (續)

由於本公司的組織章程大綱及細則授予董事權力宣派中期股息，中期股息的擬派及宣派乃同步進行。因此，中期股息於擬派及宣派後即時確認為負債。

##### 外幣

本財務報表乃以本公司功能貨幣港元列報。本集團內每個實體均自行決定其功能貨幣，而每個實體財務報表所包含的項目均採用該功能貨幣計量。本集團旗下實體所記錄的外幣結算交易最初以彼等各自於交易當日的現行功能貨幣匯率記錄。以外幣計值的貨幣資產及負債按報告期末的功能貨幣匯率換算。貨幣項目結算或換算產生的差額於損益確認。

以外幣歷史成本計量的非貨幣項目按最初交易當日的匯率換算。以外幣公平值計量的非貨幣項目按釐定公平值當日的匯率換算。換算按公平值計量的非貨幣項目所產生的收益或虧損與確認該項目公平值變動的盈虧的處理方法一致（即於其他全面收益或損益中確認公平值盈虧的項目的換算差額，亦分別於其他全面收益或損益確認）。

# Notes to Financial Statements (Continued)

## 財務報表附註 (續)

31 December 2025 二零二五年十二月三十一日

### 2. Material accounting policies (Continued)

#### 2.5 Material accounting policies (Continued)

##### Foreign currencies (Continued)

The functional currencies of overseas subsidiaries are currencies other than the Hong Kong dollar. As at the end of the Reporting Period, the assets and liabilities of these entities are translated into Hong Kong dollars at the exchange rate prevailing at the end of the Reporting Period and their statements of profit or loss is translated into Hong Kong dollars at the exchange rates that approximate to those prevailing at the dates of the transactions.

The resulting exchange differences are recognised in other comprehensive income and accumulated in the exchange fluctuation reserve, except to the extent that the differences are attributable to non-controlling interests. On disposal of a foreign operation, the cumulative amount in the reserve relating to that particular foreign operation is recognised in profit or loss.

For the purpose of the consolidated statement of cash flows, the cash flows of overseas subsidiaries are translated into Hong Kong dollars at the exchange rates ruling at the dates of the cash flows. Frequently recurring cash flows of overseas subsidiaries which arise throughout the year are translated into Hong Kong dollars at the weighted average exchange rate for the year.

### 3. Significant accounting judgements and estimates

The preparation of the Group's financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and their accompanying disclosures, and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that could require a material adjustment to the carrying amounts of the assets or liabilities affected in the future.

### 2. 重大會計政策 (續)

#### 2.5 重大會計準則 (續)

##### 外幣 (續)

海外附屬公司的功能貨幣為港元以外的貨幣。於報告期末，該等實體的資產與負債按報告期末的現行匯率換算為港元，而其損益表則按與交易當日現行匯率相若的匯率換算為港元。

所產生的匯兌差額於其他全面收益內確認，並於匯兌波動儲備累計，除非有關差額歸屬於非控股權益。於出售海外業務時，與該特定海外業務有關的儲備累計款項於損益確認。

就綜合現金流量表而言，海外附屬公司的現金流量乃按現金流量當日的匯率換算為港元。年內海外附屬公司產生的經常性現金流量乃按年內加權平均匯率換算為港元。

### 3. 重大會計判斷及估計

管理層編製本集團財務報表時，須作出判斷、估計及假設，而該等判斷、估計及假設對所呈報的收入、開支、資產及負債的金額及其隨附披露以及或然負債的披露會產生影響。由於有關假設和估計存在不確定因素，因此可能導致須於未來對受影響的資產或負債的賬面值作出重大調整。

# Notes to Financial Statements (Continued)

## 財務報表附註 (續)

31 December 2025 二零二五年十二月三十一日

### 3. Significant accounting judgements and estimates (Continued)

In the process of applying the Group's accounting policies, the following key sources of estimation uncertainty, which have the most significant effect on the amounts recognised in the financial statements:

#### Revenue from contracts with customers

The following key sources of estimation uncertainty that significantly affect the determination of the amount and timing of revenue from contracts with customers:

- (a) Revenue from construction contracts is recognised over time. Such revenue and profit recognition on uncompleted projects are dependent on estimating the total outcome of the contract, as well as the work done to date. The Group reviews and revises the estimates of contract revenue, contract costs and variation orders prepared for each construction contract as the contract progresses. Budgeted construction costs are prepared by management on the basis of quotations from time to time provided by the major sub-contractors, suppliers or vendors involved and the experience of management. In order to keep the budget accurate and up-to-date, management conducts periodic reviews of the budgeted construction costs by comparing the budgeted amounts to the actual costs incurred.

Significant judgement is required in estimating the contract revenue, contract costs and variation work which may have an impact on revenue and profit recognised to date. In addition, actual outcomes in terms of total revenue or costs may be higher or lower than estimated at the end of the Reporting Period, which would affect the revenue and profit recognised in future periods as an adjustment to the amounts recorded to date.

### 3. 重大會計判斷及估計 (續)

應用本集團的會計政策時，以下估計不確定因素的主要來源對財務報表已確認金額有重大影響：

#### 與客戶的合約收益

以下估計不確定因素的主要來源嚴重影響釐定與客戶的合約收益金額及時間的判斷：

- (a) 來自建築合約的收益隨時間確認。就未完工項目確認的有關收益及溢利取決於合約的整體結果以及迄今已完成的工程而定。本集團隨合約進展檢討及修訂就各項建築合約編製的估計合約收益、合約成本及修訂令。管理層根據主要分包商、供應商或承包商不時提供的報價以及管理層的經驗而編製建築成本預算。為確保預算準確及與時並進，管理層透過將預算金額與實際產生成本作比較，定期檢討建築成本預算。

估計合約收益、合約成本及修訂工程需要作出重大判斷，可能影響迄今已確認收益及溢利。此外，實際產生的收益或成本總額可能高於或低於報告期末的估計，並對迄今記錄金額的調整，繼而將會影響就未來期間確認的收益及溢利。

# Notes to Financial Statements (Continued)

## 財務報表附註 (續)

31 December 2025 二零二五年十二月三十一日

### 3. Significant accounting judgements and estimates (Continued)

#### Revenue from contracts with customers (Continued)

(b) Revenue from the construction and rehabilitation of sewage and reclaimed water treatment plants under service concession arrangement includes Build-Operate-Transfer (“**BOT**”) and Rehabilitation-Operate-Transfer (“**ROT**”) contracts is estimated on a cost-plus basis with reference to a prevailing market rate of gross margin at the date of agreement applicable to similar construction services rendered in a similar location, and is recognised on the percentage-of-completion method, measured by reference to the proportion of costs incurred to date to the estimated total cost of the relevant contract. The construction and rehabilitation margin is determined based on the gross profit margins of market comparables by identifying relevant peer groups, which are listed on various stock exchanges in the world. Criteria for selection include:

- (i) the peer firm must be in the field of the construction and rehabilitation of infrastructure, majoring in sewage and reclaimed water treatment facilities in the PRC; and
- (ii) information of the peer firm must be available and from a reliable source.

### 3. 重大會計判斷及估計 (續)

#### 與客戶的合約收益 (續)

(b) 服務特許權安排下的建築及修復污水及再生水處理廠的收益，包括建造－營運－移交（「**BOT**」）及修復－營運－移交（「**ROT**」）合約，乃參考適用於協議日期在類似地點提供類似建築服務的現行市場毛利率，按成本加成基準估計，並按完工百分比法（參考至今所產生成本佔相關合約估計成本總額的比例計量）確認。建築及修復毛利率乃基於市場上可資比較公司的毛利率釐定，方法為在全世界各個不同證券交易所尋找相關的上市同業。選擇準則包括：

- (i) 該同業必須從事建築及修復基礎設施行業，並主要在中國建造污水及再生水處理設施；及
- (ii) 該同業的資料必須來自可靠渠道並可供獲取。

# Notes to Financial Statements (Continued)

## 財務報表附註 (續)

31 December 2025 二零二五年十二月三十一日

### 4. Operating segment information

For management purposes, the Group is organised into business units based on their products and services and has two reportable operating segments as follows:

- (i) The construction operations segment engages in contract works as a main contractor primarily in respect of building construction works and RMAA works in Hong Kong, Malaysia and the United Kingdom.
- (ii) The environmental operations segment engages in construction, rehabilitation and operation of sewage and reclaimed water treatment plants as well as water distribution plants and other environmental related facilities and infrastructure in the PRC.

Management monitors the results of the Group's operating segments separately for the purpose of making decisions about resource allocation and performance assessment. Segment performance is evaluated based on reportable segment profit/loss, which is a measure of adjusted profit/loss before tax. The adjusted profit/loss is measured consistently with the Group's profit before tax except that interest income, corporate and other unallocated expenses, finance costs (other than interest on lease liabilities and discounted amounts of retention payables arising from the passage of time) are excluded from such measurement.

Segment assets exclude balances/loans with related parties, tax recoverable and deferred tax assets, as these assets are managed on a group basis.

Segment liabilities exclude balances/loans with related parties, interest-bearing bank borrowings, tax payable and deferred tax liabilities as these liabilities are managed on a group basis.

There were no material intersegmental sales and transfers during the Reporting Period.

### 4. 經營分部資料

為便於管理，本集團根據其產品及服務劃分業務單位，並有以下兩個可呈報經營分部：

- (i) 建築業務分部，在香港、馬來西亞及英國作為總承建商從事合約工程，主要涉及樓宇建築及RMAA工程。
- (ii) 環保業務分部，在中國從事建設、修復及運營污水及再生水處理廠以及配水廠及其他環境相關設施及基礎設施。

管理層對本集團經營分部的業績進行單獨監控，以便就資源分配及表現評估作出決策。分部表現根據可呈報分部溢利／虧損進行評估，此為經調整除稅前溢利／虧損的一項計量標準。經調整溢利／虧損與本集團除稅前溢利的計量標準一致，惟利息收入、企業及其他未分配開支、融資成本（不包括租賃負債利息及因時間推移而產生的應付保留金貼現金額的利息）不包括在計量之內。

分部資產不包括與關聯方的結餘／貸款、可收回稅項及遞延稅項資產，原因是該等資產乃以集團為基礎進行管理。

分部負債不包括與關聯方的結餘／貸款、計息銀行借款、應付稅項及遞延稅項負債，原因是該等負債乃以集團為基礎進行管理。

於報告期間內並無重大的分部間銷售及轉讓。

# Notes to Financial Statements (Continued)

## 財務報表附註 (續)

31 December 2025 二零二五年十二月三十一日

### 4. Operating segment information (Continued)

### 4. 經營分部資料 (續)

Year ended 31 December 截至十二月三十一日止年度	Construction operations 建築業務		Environmental operations 環保業務		Total 總計		
	2025	2024	2025	2024	2025	2024	
	二零二五年	二零二四年	二零二五年	二零二四年	二零二五年	二零二四年	
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	
	千港元	千港元	千港元	千港元	千港元	千港元	
<b>Segment revenue (note 5)</b>	<b>分部收益 (附註5)</b>						
Sales to external customers	銷售予外部客戶	8,416,655	5,926,563	155,565	139,474	8,572,220	6,066,037
<b>Segment results</b>	<b>分部業績</b>						
Reconciliation:	對賬:						
Interest income	利息收入					303	1,366
Corporate and other unallocated expenses	企業及其他未分配開支					(22,748)	(10,201)
Finance costs (other than interest on lease liabilities and discounted amounts of retention payables arising from passage of time)	融資成本(不包括租賃負債利息及因時間推移而產生的應付保留金貼現金額的利息)					(35,975)	(40,988)
Profit before tax	除稅前溢利					72,772	80,544
Income tax expense	所得稅開支					(30,606)	(26,594)
Profit for the year	年內溢利					42,166	53,950
<b>Other segment information</b>	<b>其他分部資料</b>						
Depreciation of property, plant and equipment	物業、廠房及設備折舊	9,035	10,113	1,975	802	11,010	10,915
Depreciation of right-of-use assets	使用權資產折舊	17,819	21,978	1,619	92	19,438	22,070
Amortisation of operating concession rights	營運特許權攤銷	-	-	1,362	1,368	1,362	1,368
Amortisation of other intangible assets	其他無形資產攤銷	-	-	109	139	109	139
Impairment of receivables and contract assets under service concession arrangements	服務特許權安排下的應收款項及合約資產減值	-	-	9	34	9	34
Impairment/(reversal of impairment) of trade receivables	應收貿易款項減值/(減值撥回)	74,747	(9,173)	376	344	75,123	(8,829)
Impairment of contract assets	合約資產減值	103,852	54,156	528	642	104,380	54,798
(Reversal of impairment)/impairment of properties held for sale	持作銷售物業(減值撥回)/減值	(1,620)	8,941	-	-	(1,620)	8,941
Capital expenditure	資本開支	3,714	6,456	100,737	504	104,451	6,960

# Notes to Financial Statements (Continued)

## 財務報表附註 (續)

31 December 2025 二零二五年十二月三十一日

### 4. Operating segment information (Continued)

### 4. 經營分部資料 (續)

As of 31 December 於十二月三十一日		Construction operations 建築業務		Environmental operations 環保業務		Total 總計	
		2025	2024	2025	2024	2025	2024
		二零二五年	二零二四年	二零二五年	二零二四年	二零二五年	二零二四年
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元
<b>Segment assets</b>	<b>分部資產</b>	<b>4,728,725</b>	4,238,966	<b>752,428</b>	560,513	<b>5,481,153</b>	4,799,479
<i>Reconciliation:</i>	<i>對賬:</i>						
Amounts due from intermediate holding companies	應收中間控股公司款項					<b>1,222</b>	6,322
Amounts due from fellow subsidiaries	應收同系附屬公司款項					<b>36,608</b>	43,276
Tax recoverable	可收回稅項					<b>3,833</b>	2,032
Deferred tax assets	遞延稅項資產					<b>8,695</b>	5,073
Total assets	總資產					<b>5,531,511</b>	4,856,182
<b>Segment liabilities</b>	<b>分部負債</b>	<b>3,829,923</b>	3,337,560	<b>262,687</b>	177,012	<b>4,092,610</b>	3,514,572
<i>Reconciliation:</i>	<i>對賬:</i>						
Amount due to an intermediate holding company	應付一間中間控股公司款項					<b>3,077</b>	3,001
Amount due to the immediate holding company	應付直接控股公司款項					-	11,000
Amounts due to fellow subsidiaries	應付同系附屬公司款項					<b>11,019</b>	12,613
Loans from intermediate holding companies	來自中間控股公司的貸款					<b>21,916</b>	80,521
Interest-bearing bank borrowings	計息銀行借款					<b>631,397</b>	534,164
Tax payable	應付稅項					<b>20,178</b>	23,854
Deferred tax liabilities	遞延稅項負債					<b>545</b>	564
Total liabilities	總負債					<b>4,780,742</b>	4,180,289

# Notes to Financial Statements (Continued)

## 財務報表附註 (續)

31 December 2025 二零二五年十二月三十一日

### 4. Operating segment information (Continued)

#### Geographical information

##### (a) Revenue from external customers

		2025	2024
		二零二五年	二零二四年
		HK\$'000	HK\$'000
		千港元	千港元
Hong Kong	香港	<b>7,838,697</b>	5,098,983
Chinese Mainland	中國內地	<b>155,565</b>	139,474
Malaysia	馬來西亞	<b>137,716</b>	163,405
United Kingdom	英國	<b>440,242</b>	664,175
Total revenue	總收益	<b>8,572,220</b>	6,066,037

The revenue information above is based on the locations of the customers.

上述收益資料乃基於客戶所在地呈列。

##### (b) Non-current assets

		2025	2024
		二零二五年	二零二四年
		HK\$'000	HK\$'000
		千港元	千港元
Hong Kong	香港	<b>96,029</b>	70,852
Chinese Mainland	中國內地	<b>136,479</b>	33,040
Malaysia	馬來西亞	<b>42,661</b>	1,096
United Kingdom	英國	<b>1,173</b>	2,215
Total non-current assets	非流動資產總值	<b>276,342</b>	107,203

The non-current asset information of above is based on the locations of the assets and excludes financial instruments and deferred tax assets.

上述非流動資產資料乃基於資產所在地呈列，且不包括金融工具及遞延稅項資產。

### 4. 經營分部資料 (續)

#### 地理資料

##### (a) 來自外部客戶的收益

		2025	2024
		二零二五年	二零二四年
		HK\$'000	HK\$'000
		千港元	千港元
Hong Kong	香港	<b>7,838,697</b>	5,098,983
Chinese Mainland	中國內地	<b>155,565</b>	139,474
Malaysia	馬來西亞	<b>137,716</b>	163,405
United Kingdom	英國	<b>440,242</b>	664,175
Total revenue	總收益	<b>8,572,220</b>	6,066,037

上述收益資料乃基於客戶所在地呈列。

##### (b) 非流動資產

		2025	2024
		二零二五年	二零二四年
		HK\$'000	HK\$'000
		千港元	千港元
Hong Kong	香港	<b>96,029</b>	70,852
Chinese Mainland	中國內地	<b>136,479</b>	33,040
Malaysia	馬來西亞	<b>42,661</b>	1,096
United Kingdom	英國	<b>1,173</b>	2,215
Total non-current assets	非流動資產總值	<b>276,342</b>	107,203

上述非流動資產資料乃基於資產所在地呈列，且不包括金融工具及遞延稅項資產。

# Notes to Financial Statements (Continued)

## 財務報表附註 (續)

31 December 2025 二零二五年十二月三十一日

### 4. Operating segment information (Continued)

#### Information about major customers

Revenue from each major customer which accounted for 10% or more of the Group's revenue for each Reporting Period is set out below:

		2025 二零二五年 HK\$'000 千港元	2024 二零二四年 HK\$'000 千港元
Customer A	客戶A	2,447,786	1,090,399
Customer B	客戶B	1,982,974	818,125
Customer C	客戶C	1,013,111	*

\* Nil or less than 10% of the Group's revenue

### 4. 經營分部資料 (續)

#### 有關主要客戶的資料

於各報告期間，來自佔本集團收益10%或以上的各主要客戶的收益載列如下：

\* 無或佔本集團收益少於10%

### 5. Revenue

An analysis of revenue is as follows:

		2025 二零二五年 HK\$'000 千港元	2024 二零二四年 HK\$'000 千港元
Revenue from contracts with customers	客戶合約的收益	8,561,236	6,055,107
Revenue from other source	其他來源的收益		
Finance income from service concession arrangements	來自服務特許權安排的融資收入	10,984	10,930
Total	總計	8,572,220	6,066,037

### 5. 收益

收益的分析如下：

# Notes to Financial Statements (Continued)

## 財務報表附註 (續)

31 December 2025 二零二五年十二月三十一日

### 5. Revenue (Continued)

#### Revenue from contracts with customers

##### (a) Disaggregated revenue information

		2025 二零二五年 HK\$'000 千港元	2024 二零二四年 HK\$'000 千港元
<b>(A) Types of goods or services</b>	<b>(A) 貨品或服務類型</b>		
<u>Construction operations segment</u>	<u>建築業務分部</u>		
Building construction works	樓宇建築工程	<b>7,697,767</b>	5,414,578
RMAA works	RMAA工程	<b>718,888</b>	511,985
		<b>8,416,655</b>	5,926,563
<u>Environmental operations segment</u>	<u>環保業務分部</u>		
Construction and rehabilitation services for environmental related facilities	環保相關設施的建築及復修服務	<b>25,341</b>	27,274
Sewage and reclaimed water treatment services	污水及再生水處理服務	<b>106,053</b>	92,891
Water distribution services	配水服務	<b>13,187</b>	8,379
		<b>144,581</b>	128,544
<i>Total revenue from contracts with customers</i>	<i>客戶合約的總收益</i>	<b>8,561,236</b>	6,055,107
<i>Revenue from other source</i>	<i>其他來源的收益</i>		
Finance income from service concession arrangements	來自服務特許權安排的融資收入	<b>10,984</b>	10,930
<b>Total revenue</b>	<b>總收益</b>	<b>8,572,220</b>	6,066,037

### 5. 收益 (續)

#### 客戶合約的收益

##### (a) 分列收益資料

# Notes to Financial Statements (Continued)

## 財務報表附註 (續)

31 December 2025 二零二五年十二月三十一日

### 5. Revenue (Continued)

#### Revenue from contracts with customers (Continued)

##### (a) Disaggregated revenue information (Continued)

### 5. 收益 (續)

#### 客戶合約的收益 (續)

##### (a) 分列收益資料 (續)

		2025 二零二五年 HK\$'000 千港元	2024 二零二四年 HK\$'000 千港元
<b>(B) Geographical markets</b>	<b>(B) 地理市場</b>		
<u>Hong Kong</u>	<u>香港</u>		
Construction operations segment	建築業務分部	<b>7,838,697</b>	5,098,983
<u>Chinese Mainland</u>	<u>中國內地</u>		
Environmental operations segment	環保業務分部	<b>144,581</b>	128,544
<u>Malaysia</u>	<u>馬來西亞</u>		
Construction operations segment	建築業務分部	<b>137,716</b>	163,405
<u>United Kingdom</u>	<u>英國</u>		
Construction operations segment	建築業務分部	<b>440,242</b>	664,175
<i>Total revenue from contracts with customers</i>	<i>客戶合約的總收益</i>	<b>8,561,236</b>	6,055,107
<i>Revenue from other sources</i>	<i>其他來源的收益</i>		
Finance income from service concession arrangements from Chinese Mainland	來自中國內地的服務特許權安排的融資	<b>10,984</b>	10,930
<b>Total revenue</b>	<b>總收益</b>	<b>8,572,220</b>	6,066,037
<b>(C) Timing of revenue recognition</b>	<b>(C) 確認收益的時點</b>		
<u>Goods transferred at a point in time</u>	<u>於某一時點轉移的貨品</u>		
Environmental operations segment	環保業務分部	<b>13,187</b>	8,379
<u>Services transferred over time</u>	<u>於一段時間內轉移的服務</u>		
Construction operations segment	建築業務分部	<b>8,416,655</b>	5,926,563
Environmental operations segment	環保業務分部	<b>131,394</b>	120,165
		<b>8,548,049</b>	6,046,728
<i>Total revenue from contracts with customers</i>	<i>客戶合約的總收益</i>	<b>8,561,236</b>	6,055,107
<i>Revenue from other source</i>	<i>其他來源的收益</i>		
Finance income from service concession arrangements	來自服務特許權安排的融資收入	<b>10,984</b>	10,930
<b>Total revenue</b>	<b>總收益</b>	<b>8,572,220</b>	6,066,037

# Notes to Financial Statements (Continued)

## 財務報表附註 (續)

31 December 2025 二零二五年十二月三十一日

### 5. Revenue (Continued)

#### Revenue from contracts with customers (Continued)

##### (a) Disaggregated revenue information (Continued)

The following table shows the amount of revenue recognised in the current Reporting Period that were recognised from performance obligations satisfied in previous periods:

	2025 二零二五年 HK\$'000 千港元	2024 二零二四年 HK\$'000 千港元
Revenue recognised from performance obligations satisfied in previous periods:		
Building construction works and RMAA works previously not recognised due to constraints on variable consideration	1,639	92,446

##### (b) Performance obligations

Information about the Group's performance obligations is summarised below:

#### **Building construction works and RMAA works**

The performance obligation is satisfied over time as services are rendered and payment is generally due within 14 to 45 days from the date of billing. A certain percentage of payment is retained by customers until the end of the retention period as the Group's entitlement to the final payment is conditional on the satisfaction of the service quality by the customers over a certain period as stipulated in the contracts.

#### **Construction and rehabilitation services for environmental related facilities**

The performance obligation is satisfied over time as services are rendered and payment is due 60 days to 180 days from the date of billing.

### 5. 收益 (續)

#### 客戶合約的收益 (續)

##### (a) 分列收益資料 (續)

下表載列於本報告期間自過往期間已達成履約責任所確認的收益金額：

##### (b) 履約責任

有關本集團履約責任的資料概述如下：

#### **樓宇建築工程及RMAA工程**

履約責任隨著提供服務而達成，付款通常於開票日期起14至45日內到期。由於本集團獲取最終付款的權利取決於客戶在合約所指定時間內對服務質量的滿意度而定，故客戶會保留一定比例的付款直至保留期結束為止。

#### **環境相關設施的建築及修復服務**

履約責任隨著提供服務而達成，付款於開票日期起60至180日內到期。

# Notes to Financial Statements (Continued)

## 財務報表附註 (續)

31 December 2025 二零二五年十二月三十一日

### 5. Revenue (Continued)

#### Revenue from contracts with customers (Continued)

##### (b) Performance obligations (Continued)

###### Sewage and reclaimed water treatment services

The performance obligation is satisfied over time as services are rendered and payment is due 60 days to 180 days from completion of the services.

###### Water distribution services

The performance obligation is satisfied upon delivery of water and payment is generally due 60 days to 180 days from the date of billing.

The amounts of transaction prices allocated to the remaining performance obligations (unsatisfied or partially unsatisfied) as at 31 December are as follows:

		2025 二零二五年 HK\$'000 千港元	2024 二零二四年 HK\$'000 千港元
Amounts expected to be recognised as revenue:	預期確認為收益之金額：		
Within one year	一年內	8,967,321	7,085,835
After one year	一年後	11,787,584	14,325,095
		<b>20,754,905</b>	21,410,930

The amounts of transaction prices allocated to the remaining performance obligations which are expected to be recognised as revenue after one year is related to building construction works and RMAA works and construction and rehabilitation services for environmental related facilities of which the performance obligations are to be satisfied within three (2024: four) years. All the other amounts of transaction prices allocated to the remaining performance obligations are expected to be recognised as revenue within one year. The amounts disclosed above do not include variable consideration which is constrained.

### 5. 收益 (續)

#### 客戶合約的收益 (續)

##### (b) 履約責任 (續)

###### 污水及再生水處理服務

履約責任隨著提供服務而達成，付款完成服務起60至180日內到期。

###### 配水服務

履約責任於供給水源時達成，付款通常於開票日期起60至180日內到期。

於十二月三十一日分配至餘下履約責任 (未獲履行及部分未獲履行) 的交易價格金額如下：

分配至餘下履約責任 (預計於一年後確認為收益) 之交易價格金額與樓宇建築工程及RMAA工程以及環境相關設施的建築及修復服務相關，其履約責任將於三年 (二零二四年：四年) 內履行。分配至餘下履約責任之所有其他交易價格金額預計將於一年內確認為收益。上文披露的金額不包括受到約束的可變代價。

# Notes to Financial Statements (Continued)

## 財務報表附註 (續)

31 December 2025 二零二五年十二月三十一日

### 6. Other income

### 6. 其他收入

		2025 二零二五年 HK\$'000 千港元	2024 二零二四年 HK\$'000 千港元
<b>Other income</b>	<b>其他收入</b>		
Bank interest income	銀行利息收入	<b>303</b>	1,366
Insurance compensation	保險賠償	<b>507</b>	5,701
Gain on disposal of properties held for sale	出售持作銷售物業的收益	<b>24</b>	-
MPF refund	強積金退款	<b>1,138</b>	-
Government grants (note)	政府補助(附註)	<b>2,419</b>	506
Management fee income	管理費收入	<b>1,674</b>	686
Others	其他	<b>1,489</b>	766
Total other income	其他收入總額	<b>7,554</b>	9,025

Note: Being subsidies for the incurred operating expenses arising from research and development activities provided by The People's Government of Zhejiang Province for both years ended 31 December 2025 and 2024. In 2025, the Group also applied funding support from the Construction Innovation and Technology Fund set by the Construction Industry Council for encourage wider adoption of innovative construction methods and new technologies in the construction industry, and subsidies from Vocational Training Council for providing training opportunities for engineering graduates. There are no unfilled conditions or contingencies related to these subsidies.

附註：此為截至二零二五年及二零二四年十二月三十一日止年度浙江省人民政府就研發活動所產生的已耗經營開支提供的補貼。於二零二五年，本集團亦申請建造業議會為鼓勵建築業更廣泛地採用創新施工方法及新技術而設的建造業創新及科技基金，以及職業訓練局為工程專業畢業生提供培訓機會的補貼。該等補貼並無相關之未達成條件或或然事項。

### 7. Profit before tax

The Group's profit before tax is arrived at after charging/(crediting):

### 7. 除稅前溢利

本集團除稅前溢利乃經扣除/(計入)以下各項後達致：

#### (a) Finance costs

#### (a) 融資成本

		2025 二零二五年 HK\$'000 千港元	2024 二零二四年 HK\$'000 千港元
Interest on bank loans	銀行貸款利息	<b>34,909</b>	38,449
Interest on loans from intermediate holding companies	來自中間控股公司的貸款利息	<b>1,066</b>	2,539
Interest in discounted amounts of retention payables arising from the passage of time	因時間推移而產生的應付保留金貼現金額的利息	<b>15,460</b>	22,382
Interest on lease liabilities	租賃負債利息	<b>2,763</b>	2,450
Total	總計	<b>54,198</b>	65,820

# Notes to Financial Statements (Continued)

## 財務報表附註 (續)

31 December 2025 二零二五年十二月三十一日

### 7. Profit before tax (Continued)

#### (b) Other items

### 7. 除稅前溢利 (續)

#### (b) 其他項目

		2025 二零二五年 HK\$'000 千港元	2024 二零二四年 HK\$'000 千港元
Contract costs	合約成本	<b>8,086,049</b>	5,712,805
Depreciation of property, plant and equipment	物業、廠房及設備折舊	<b>11,010</b>	10,915
Less: Amount included in contract costs	減：計入合約成本的金額	<b>(6,731)</b>	(4,842)
Amount included in administrative expenses	計入行政開支的金額	<b>4,279</b>	6,073
Depreciation of right-of-use assets	使用權資產折舊	<b>19,438</b>	22,070
Less: Amount included in contract costs	減：計入合約成本的金額	<b>(6,374)</b>	(6,668)
Amount included in administrative expenses	計入行政開支的金額	<b>13,064</b>	15,402
Amortisation of operating concession rights included in contract costs	計入合約成本的營運特許權攤銷	<b>1,362</b>	1,368
Amortisation of other intangible assets	其他無形資產攤銷	<b>109</b>	139
Less: Amount included in contract costs	減：計入合約成本的金額	<b>(109)</b>	(67)
Amount included in administrative expenses	計入行政開支的金額	-	72
Lease payments relating to short-term leases	與短期租賃相關之租賃付款	<b>126,739</b>	70,922
Less: Amount included in contract costs	減：計入合約成本的金額	<b>(124,658)</b>	(67,479)
Amount included in administrative expenses	計入行政開支的金額	<b>2,081</b>	3,443

# Notes to Financial Statements (Continued)

## 財務報表附註 (續)

31 December 2025 二零二五年十二月三十一日

### 7. Profit before tax (Continued)

#### (b) Other items (Continued)

		2025 二零二五年 HK\$'000 千港元	2024 二零二四年 HK\$'000 千港元
Employee benefit expense (including directors' remuneration):	僱員福利開支(包括董事薪酬):		
Salaries, allowances and benefits in kind	薪金、津貼及實物福利	483,891	489,931
Pension scheme contributions	退休計劃供款	21,175	21,596
		<b>505,066</b>	511,527
Less: Amount included in contract costs	減: 計入合約成本的金額	<b>(413,524)</b>	(427,787)
Amount included in administrative expenses	計入行政開支的金額	<b>91,542</b>	83,740
Auditor's remuneration	核數師薪酬	4,672	4,990
Impairment of receivables and contract assets under service concession arrangements*	服務特許權安排下的應收款項及合約資產減值*	9	34
Impairment/(reversal of impairment) of trade receivables*	應收貿易款項減值/(減值撥回)*	75,123	(8,829)
Impairment of contract assets*	合約資產減值*	104,380	54,798
(Reversal of impairment)/impairment of properties held for sale**	持作銷售物業(減值撥回)/減值**	(1,620)	8,941
Loss on disposal of items of property, plant and equipment, net**	出售物業、廠房及設備項目虧損淨額**	43	591
Foreign exchange differences, net**	外幣匯兌差額淨額**	4,020	(2,374)
Research and development expenses***	研發開支***	23,307	20,074

\* These items are included in "Impairment of financial assets, net" on the face of the consolidated statement of profit or loss.

\*\* These items are included in "Other operating expenses, net" on the face of the consolidated statement of profit or loss.

\*\*\* Research and development expenses are included in "administrative expenses" on the face of the consolidated statement of profit or loss.

### 7. 除稅前溢利 (續)

#### (b) 其他項目 (續)

\* 該等項目列入綜合損益表中的「金融資產減值淨額」。

\*\* 該等項目列入綜合損益表中的「其他經營開支淨額」。

\*\*\* 研發開支列入綜合損益表中的「行政開支」。

# Notes to Financial Statements (Continued)

## 財務報表附註 (續)

31 December 2025 二零二五年十二月三十一日

### 8. Directors' and chief executive's remuneration

Directors' remuneration for the year, disclosed pursuant to the Listing Rules, section 383(1)(a), (b), (c) and (f) of the Hong Kong Companies Ordinance and Part 2 of the Companies (Disclosure of Information about Benefits of Directors) Regulation, is as follows:

### 8. 董事及最高行政人員薪酬

根據上市規則、香港公司條例383(1)(a)、(b)、(c)及(f)條及公司(披露董事利益資料)條例第2部披露之本年度董事薪酬如下：

		2025 二零二五年 HK\$'000 千港元	2024 二零二四年 HK\$'000 千港元
Fees	袍金	1,200	1,201
Other emoluments:	其他酬金：		
Salaries, allowances and benefits in kind	薪金、津貼及實物福利	7,614	7,390
Performance-related bonuses	績效相關花紅	1,804	1,328
Pension scheme contributions	退休計劃供款	412	78
Subtotal	小計	9,830	8,796
Total	總計	11,030	9,997

#### (a) Independent non-executive directors

The fees paid to independent non-executive directors during the year were as follows:

#### (a) 獨立非執行董事

本年度內，已付獨立非執行董事之袍金如下：

		2025 二零二五年 HK\$'000 千港元	2024 二零二四年 HK\$'000 千港元
The Honourable Tse Wai Chun Paul JP	謝偉俊先生(立法會議員) (太平紳士)	300	300
Mr. Ho Man Yiu Ivan	何文堯先生	300	300
Mr. Lau Pak Shing (note (a))	劉百成先生(附註(a))	-	200
Mr. Lai Yuk Fai Stephen JP	賴旭輝先生(太平紳士)	300	300
Ms. Dong Yuk Lai Petrina (note (b))	唐毓麗女士(附註(b))	300	101
		1,200	1,201

# Notes to Financial Statements (Continued)

## 財務報表附註 (續)

31 December 2025 二零二五年十二月三十一日

### 8. Directors' and chief executive's remuneration (Continued)

#### (a) Independent non-executive directors (Continued)

Notes:

- (a) Mr. Lau Pak Shing resigned as an independent non-executive director of the Company on 31 August 2024.
- (b) Ms. Dong Yuk Lai Petrina was appointed as an independent non-executive director of the Company on 31 August 2024.

There were no other emoluments payable to the independent non-executive directors during the year (2024: Nil).

#### (b) Executive directors and non-executive directors

2025

	Fees	Salaries, allowances and benefits	Performance-related bonuses	Pension scheme	Total
		in kind		contributions	
	薪金、津貼及袍金	實物福利	相關花紅	退休計劃供款	總計
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
	千港元	千港元	千港元	千港元	千港元
<b>Executive directors:</b>	<b>執行董事：</b>				
Mr. Zhang Guanhua (note (c))	-	382	-	91	473
Mr. Pan Shujie (note (c) & (f))	-	1,869	703	91	2,663
Mr. Yang Haojiang (note (d))	-	655	207	152	1,014
Mr. Jiang Wen (note (d))	-	-	-	-	-
Mr. Guan Manyu (note (c))	-	28	-	-	28
Mr. Li Kar Yin (note (e))	-	2,278	894	-	3,172
Mr. Chan Tak Yiu (note (f))	-	2,402	-	78	2,480
Total	-	7,614	1,804	412	9,830

### 8. 董事及最高行政人員薪酬 (續)

#### (a) 獨立非執行董事 (續)

附註：

- (a) 劉百成先生於二零二四年八月三十一日辭任本公司獨立非執行董事。
- (b) 唐毓麗女士於二零二四年八月三十一日獲委任為本公司獨立非執行董事。

本年度內，並無其他應付獨立非執行董事之酬金(二零二四年：無)。

#### (b) 執行董事及非執行董事

二零二五年

# Notes to Financial Statements (Continued)

## 財務報表附註 (續)

31 December 2025 二零二五年十二月三十一日

### 8. Directors' and chief executive's remuneration (Continued)

#### (b) Executive directors and non-executive directors (Continued)

2024

### 8. 董事及最高行政人員薪酬 (續)

#### (b) 執行董事及非執行董事 (續)

二零二四年

		Salaries, allowances and benefits		Performance-related bonuses	Pension scheme contributions	Total
		Fees	in kind			
		薪金、津貼及袍金	實物福利	相關花紅	計劃供款	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元
<b>Executive directors:</b>	<b>執行董事：</b>					
Mr. Guan Manyu	管滿宇先生	-	378	208	-	586
Mr. Li Kar Yin	李嘉賢先生	-	3,235	756	-	3,991
Mr. Chan Tak Yiu	陳德耀先生	-	2,707	270	78	3,055
Subtotal	小計	-	6,320	1,234	78	7,632
<b>Non-executive directors:</b>	<b>非執行董事：</b>					
Mr. Yang Haojiang (note (a))	楊昊江先生(附註(a))	-	1,070	94	-	1,164
Ms. Ding Shaojian (note (b))	丁少劍女士(附註(b))	-	-	-	-	-
Mr. Fan Jingbo (note (b))	范靜波先生(附註(b))	-	-	-	-	-
Subtotal	小計	-	1,070	94	-	1,164
Total	總計	-	7,390	1,328	78	8,796

Notes:

- (a) Mr. Yang Haojiang agreed to waive the director fee of HK\$300,000 in respect of his services as a director of the Company for the year ended 31 December 2024.
- (b) Ms. Ding Shaojian and Mr. Fan Jingbo were resigned as non-executive directors of the Company on 11 June 2024.
- (c) Mr. Guan Manyu was resigned as executive director of the Company, Mr. Zhang Guanhua and Mr. Pan Shujie were appointed as executive directors of the Company on 12 May 2025.
- (d) Mr. Jiang Wen was appointed as executive director of the company and Mr. Yang Haojiang was designated from non-executive director to executive director of the company on 29 September 2025.

附註：

- (a) 楊昊江先生同意放棄其就截至二零二四年十二月三十一日止年度擔任本公司董事所收取的董事袍金300,000港元。
- (b) 丁少劍女士及范靜波先生於二零二四年六月十一日辭任本公司非執行董事。
- (c) 於二零二五年五月十二日，管滿宇先生辭任本公司執行董事，張觀華先生及潘樹杰先生獲委任為本公司執行董事。
- (d) 於二零二五年九月二十九日，姜文先生獲委任為本公司執行董事，非執行董事楊昊江先生獲調任為本公司執行董事。

# Notes to Financial Statements (Continued)

## 財務報表附註 (續)

31 December 2025 二零二五年十二月三十一日

### 8. Directors' and chief executive's remuneration

(Continued)

#### (b) Executive directors and non-executive directors

(Continued)

Notes: (Continued)

- (e) Mr. Li Kar Yin was resigned as execute director of the company on 28 November 2025.
- (f) Mr. Pan Shujie and Chan Tak Yiu were resigned as execute directors of the company on 12 February 2026.
- (g) Directors' remuneration to Mr. Jiang Wen was paid and borne by an intermediate holding company for the year ended 31 December 2025.

Save as disclosed above, there was no other arrangement under which a director or the chief executive waived or agreed to waive any remuneration during the year.

### 9. Five highest paid employees

The five highest paid employees during the year included three directors (2024: two directors), details of whose remuneration are set out in note 8 above. Details of the remuneration for the year of the remaining two (2024: three) non-director highest paid employees for the year are as follows:

		2025 二零二五年 HK\$'000 千港元	2024 二零二四年 HK\$'000 千港元
Salaries, allowances and benefits in kind	薪金、津貼及實物福利	4,865	7,700
Performance-related bonuses	績效相關花紅	149	1,332
Pension scheme contributions	退休計劃供款	18	143
<b>Total</b>	<b>總計</b>	<b>5,032</b>	<b>9,175</b>

### 8. 董事及最高行政人員薪酬 (續)

#### (b) 執行董事及非執行董事 (續)

附註：(續)

- (e) 李嘉賢先生於二零二五年十一月二十八日辭任本公司執行董事。
- (f) 潘樹杰先生及陳德耀先生於二零二六年二月十二日辭任本公司執行董事。
- (g) 截至二零二五年十二月三十一日止年度，姜文先生之董事薪酬由一間中間控股公司支付及承擔。

除上文所披露者外，於本年度內，概無董事或最高行政人員放棄或同意放棄任何薪酬的其他安排。

### 9. 五名最高薪酬僱員

本年度內，五名最高薪酬僱員包括三名董事(二零二四年：兩名董事)，其酬金詳列於上文附註8。本年度內，餘下兩名(二零二四年：三名)非董事的最高薪酬僱員的酬金詳情如下：

# Notes to Financial Statements (Continued)

## 財務報表附註 (續)

31 December 2025 二零二五年十二月三十一日

### 9. Five highest paid employees (Continued)

The number of the non-director, highest paid employees whose remuneration fell within the following bands is as follows:

		Number of employees 僱員數目	
		2025 二零二五年	2024 二零二四年
HK\$2,000,001 to HK\$2,500,000	2,000,001港元至2,500,000港元	1	1
HK\$2,500,001 to HK\$3,000,000	2,500,001港元至3,000,000港元	1	1
HK\$3,500,001 to HK\$4,000,000	3,500,001港元至4,000,000港元	-	1
Total	總計	2	3

### 9. 五名最高薪酬僱員 (續)

酬金介於下列範圍的非董事最高薪酬僱員的人數如下：

### 10. Income tax

#### (a) Income tax in the consolidated statement of profit or loss represents:

		2025 二零二五年	2024 二零二四年
		HK\$'000 千港元	HK\$'000 千港元
<b>Current tax – Hong Kong Profits Tax</b>	<b>即期稅項 – 香港利得稅</b>		
Charge for the year	年內支出	27,942	23,196
Under/(over)-provision in respect of prior years	過往年度撥備不足/ (超額撥備)	3,033	(15)
		<b>30,975</b>	23,181
<b>Current tax – Overseas</b>	<b>即期稅項 – 海外</b>		
Charge for the year	年內支出	2,208	1,386
Under-provision in respect of prior years	過往年度撥備不足	666	-
		<b>2,874</b>	1,386
<b>Deferred tax</b>	<b>遞延稅項</b>		
Origination and reversal of temporary differences (note 26)	產生及撥回暫時差額 (附註26)	(3,243)	2,027
Total tax charge for the year	年內稅項支出總額	<b>30,606</b>	26,594

### 10. 所得稅

#### (a) 列入綜合損益表中的所得稅代表：

# Notes to Financial Statements (Continued)

## 財務報表附註 (續)

31 December 2025 二零二五年十二月三十一日

### 10. Income tax (Continued)

#### (a) Income tax in the consolidated statement of profit or loss represents: (Continued)

Pursuant to the rules and regulations of the Cayman Islands and the BVI, the Group is not subject to any income tax in the Cayman Islands and the BVI.

Hong Kong profits tax has been provided at the rate of 16.5% (2024: 16.5%) on the estimated assessable profits arising in Hong Kong during the year, except for one subsidiary of the Group which is a qualifying entity under the two-tiered profits tax rates regime. The first HK\$2,000,000 (2024: HK\$2,000,000) of assessable profits of this subsidiary are taxed at 8.25% (2024: 8.25%) and the remaining assessable profits are taxed at 16.5% (2024: 16.5%).

Pursuant to the Administrative Measures for Recognition of High-New Technology Enterprise (“HANTE”) jointly issued by the Ministry of Science and Technology, the Ministry of Finance and the State Administration of Taxation, one of the indirect wholly-owned subsidiary of the Company, was certified as a HANTE. According to the provisions of Article 28 “Corporate Income Tax Law of the People’s Republic of China”, the effective Corporate Income Tax (“CIT”) rate for 2025 and 2024 was subject to a reduced tax rate of 15%. Subsidiaries that qualify as Small and Low-Profit Enterprises were subject to lower tax rate of 5% (2024: 5%), other Chinese Mainland subsidiaries were subject to statutory tax rate of 25% (2024: 25%).

Taxation for overseas subsidiaries are charged at the appropriate current rates of taxation ruling in the relevant countries.

### 10. 所得稅 (續)

#### (a) 列入綜合損益表中的所得稅代表：(續)

根據開曼群島及英屬處女群島的規則及法規，本集團毋須於開曼群島及英屬處女群島繳納任何所得稅。

香港利得稅乃根據本年度內在香港賺取的估計應課稅溢利的16.5% (二零二四年：16.5%) 稅率計提，惟本集團的一間附屬公司除外，該公司為符合兩級制利得稅稅率制度的實體。該附屬公司首筆2,000,000港元 (二零二四年：2,000,000港元) 的應課稅溢利按8.25% (二零二四年：8.25%) 的稅率繳稅，其餘應課稅溢利則按16.5% (二零二四年：16.5%) 的稅率繳稅。

根據科學技術部、財政部及國家稅務總局聯合頒佈的《高新技術企業認定管理辦法》(「**高新技術企業**」)，本公司一間間接全資附屬公司獲認定為高新技術企業。根據《中華人民共和國企業所得稅法》第28條之規定，該公司於二零二五年及二零二四年適用的企業所得稅(「**企業所得稅**」)稅率為15%。符合小型微利企業資格的附屬公司適用5% (二零二四年：5%) 的優惠稅率，而其他中國內地附屬公司則適用25% (二零二四年：25%) 的法定稅率。

海外附屬公司的稅款按所在國家之當前適用稅率計提。

# Notes to Financial Statements (Continued)

## 財務報表附註 (續)

31 December 2025 二零二五年十二月三十一日

### 10. Income tax (Continued)

#### (b) Reconciliation between tax expense and accounting profit at applicable tax rates:

		2025 二零二五年 HK\$'000 千港元	2024 二零二四年 HK\$'000 千港元
Profit before tax	除稅前溢利	<b>72,772</b>	80,544
Notional tax on profit before tax, calculated at 16.5% (2024: 16.5%)	按16.5%計算的除稅前溢利名義稅項(二零二四年: 16.5%)	<b>12,007</b>	13,290
Effect of different rates for companies operating in other jurisdictions	於其他司法權區營運的公司所繳不同稅率的影響	<b>(3,915)</b>	(3,526)
Lower tax rate enacted by local authority	地方主管部門批准的較低稅率	<b>(2,003)</b>	(2,630)
Under/(over)-provision in respect of prior years	過往年度撥備不足/ (超額撥備)	<b>3,699</b>	(15)
Tax effect of non-taxable income	毋須課稅收入的稅務影響	<b>(4,604)</b>	(5,046)
Tax effect of non-deductible expenses	不可扣稅支出的稅務影響	<b>6,252</b>	7,698
Effect of research and development bonus deduction	研發花紅扣減的影響	<b>(2,168)</b>	(1,402)
Tax losses not recognised	未確認的稅項虧損	<b>2,699</b>	2,844
Temporary difference not recognised	未確認的暫時差額	<b>18,793</b>	16,278
Utilisation of tax losses previously not recognised	動用先前未確認的稅項虧損	<b>(779)</b>	(686)
Others	其他	<b>625</b>	(211)
Actual tax expense	實際稅項支出	<b>30,606</b>	26,594

### 10. 所得稅 (續)

#### (b) 稅項支出與按適用稅率計算的會計溢利的對賬：

# Notes to Financial Statements (Continued)

## 財務報表附註 (續)

31 December 2025 二零二五年十二月三十一日

### 10. Income tax (Continued)

#### (c) Pillar Two income taxes:

The Company is part of a multinational enterprise group which is subject to the Global Anti-Base Erosion Model Rules (“**Pillar Two model rules**”) published by the Organisation for Economic Co-operation and Development.

From 1 January 2025, the Group is liable to Pillar Two income taxes under the Hong Kong Inland Revenue (Amendment) (Minimum Tax for Multinational Enterprise Groups) Ordinance 2025 for its earnings in the Hong Kong SAR and certain other jurisdictions where a domestic minimum top-up tax has not been implemented, including the Chinese Mainland.

The management of Group assessed that there would be no material impact. No related top-up tax expenses was recognised for the year ended 31 December 2025. Nonetheless, the impact is dependent upon the ongoing evolution of rules and guidance.

### 10. 所得稅 (續)

#### (c) 支柱二所得稅：

本公司隸屬於一間受經濟合作與發展組織頒佈的全球反稅基侵蝕模型規則(「**支柱二模型規則**」)規管的跨國企業集團。

自二零二五年一月一日起，根據《二零二五年稅務(修訂)(跨國企業集團的最低稅)條例》，本集團須就在香港特別行政區及若干其他尚未實施本地最低補足稅的司法權區(包括中國內地)的盈利繳納支柱二所得稅。

本集團管理層評估認為不會產生重大影響。截至二零二五年十二月三十一日止年度，並無確認相關的補足稅支出。儘管如此，有關影響仍取決於規則及指引的持續演變。

### 11. Dividend

		2025 二零二五年 HK\$'000 千港元	2024 二零二四年 HK\$'000 千港元
Interim – HK Nil cents (2024: HK1.5 cents) per ordinary share	中期股息 – 每股普通股零港仙(二零二四年：1.5港仙)	-	7,500
Proposed final – HK Nil cents (2024: HK1.8 cents) per ordinary share	建議末期股息 – 每股普通股零港仙(二零二四年：1.8港仙)	-	9,000
		-	16,500

The proposed final dividend for the year is subject to the approval of the Company's shareholders at the forthcoming annual general meeting.

本年度建議末期股息須待本公司股東於應屆股東週年大會上批准後方可宣派。

### 11. 股息

# Notes to Financial Statements (Continued)

## 財務報表附註 (續)

31 December 2025 二零二五年十二月三十一日

### 12. Earnings per share attributable to ordinary equity holders of the Company

The calculation of the basic earnings per share amount is based on the profit for the year attributable to ordinary equity holders of the Company of HK\$39,221,000 (2024: HK\$53,715,000), and the weighted average number of ordinary shares of 500,000,000 (2024: 500,000,000) outstanding during the year.

The Group had no potentially dilutive ordinary shares in issue during the years ended 31 December 2025 and 2024.

### 12. 本公司普通股權益持有人應佔每股盈利

每股基本盈利之金額乃基於本公司普通股權益持有人應佔年內溢利39,221,000港元(二零二四年: 53,715,000港元)以及年內發行在外普通股加權平均數500,000,000股(二零二四年: 500,000,000股)計算。

截至二零二五年及二零二四年十二月三十一日止年度, 本集團並無潛在攤薄的已發行普通股。

### 13. Property, plant and equipment

31 December 2025

### 13. 物業、廠房及設備

二零二五年十二月三十一日

		Leasehold improvements 租賃物業裝修 HK\$'000 千港元	Plant and machinery 廠房及機器 HK\$'000 千港元	Furniture and equipment 傢俬及設備 HK\$'000 千港元	Computers and software 電腦及軟件 HK\$'000 千港元	Motor vehicles 汽車 HK\$'000 千港元	Construction in progress 在建工程 HK\$'000 千港元	Total 總計 HK\$'000 千港元
At 1 January 2025:	於二零二五年一月一日:	15,406	30,184	8,112	24,125	13,867	—	91,694
Cost	成本							
Accumulated depreciation	累計折舊	(10,602)	(25,069)	(5,643)	(17,776)	(10,189)	—	(69,279)
Net carrying amount	賬面淨值	4,804	5,115	2,469	6,349	3,678	—	22,415
At 1 January 2025, net of accumulated depreciation	於二零二五年一月一日, 扣除累計折舊	4,804	5,115	2,469	6,349	3,678	—	22,415
Additions	添置	29	122	265	1,908	1,877	100,120	104,321
Disposals	出售	—	—	(156)	—	(10)	—	(166)
Transfer	轉讓	—	—	64,266	—	—	(64,266)	—
Depreciation provided during the year (note 7(b))	於年內計提折舊 (附註7(b))	(2,043)	(2,375)	(2,035)	(2,145)	(2,412)	—	(11,010)
Exchange realignment	匯兌調整	47	13	784	(102)	19	430	1,191
At 31 December 2025, net of accumulated depreciation	於二零二五年十二月三十一日, 扣除累計折舊	2,837	2,875	65,593	6,010	3,152	36,284	116,751
At 31 December 2025:	於二零二五年十二月三十一日:	15,580	30,365	73,339	26,004	15,877	36,284	197,449
Cost	成本							
Accumulated depreciation	累計折舊	(12,743)	(27,490)	(7,746)	(19,994)	(12,725)	—	(80,698)
Net carrying amount	賬面淨值	2,837	2,875	65,593	6,010	3,152	36,284	116,751

# Notes to Financial Statements (Continued)

## 財務報表附註 (續)

31 December 2025 二零二五年十二月三十一日

### 13. Property, plant and equipment (Continued)

31 December 2024

### 13. 物業、廠房及設備 (續)

二零二四年十二月三十一日

		Leasehold improvements 租賃物業裝修 HK\$'000 千港元	Plant and machinery 廠房及機器 HK\$'000 千港元	Furniture and equipment 傢私及設備 HK\$'000 千港元	Computers and software 電腦及軟件 HK\$'000 千港元	Motor vehicles 汽車 HK\$'000 千港元	Total 總計 HK\$'000 千港元
<b>At 1 January 2024:</b>	<b>於二零二四年一月一日：</b>						
Cost	成本	15,169	30,104	8,007	24,277	14,457	92,014
Accumulated depreciation	累計折舊	(8,635)	(22,790)	(5,097)	(18,561)	(9,900)	(64,983)
Net carrying amount	賬面淨值	6,534	7,314	2,910	5,716	4,557	27,031
At 1 January 2024, net of accumulated depreciation	於二零二四年一月一日，扣除累計折舊	6,534	7,314	2,910	5,716	4,557	27,031
Additions	添置	264	2,087	128	3,353	1,113	6,945
Disposals	出售	-	(607)	(2)	-	-	(609)
Depreciation provided during the year (note 7(b))	於年內計提折舊(附註7(b))	(1,993)	(3,664)	(568)	(2,716)	(1,974)	(10,915)
Exchange realignment	匯兌調整	(1)	(15)	1	(4)	(18)	(37)
At 31 December 2024, net of accumulated depreciation	於二零二四年十二月三十一日，扣除累計折舊	4,804	5,115	2,469	6,349	3,678	22,415
<b>At 31 December 2024:</b>	<b>於二零二四年十二月三十一日：</b>						
Cost	成本	15,406	30,184	8,112	24,125	13,867	91,694
Accumulated depreciation	累計折舊	(10,602)	(25,069)	(5,643)	(17,776)	(10,189)	(69,279)
Net carrying amount	賬面淨值	4,804	5,115	2,469	6,349	3,678	22,415

# Notes to Financial Statements (Continued)

## 財務報表附註 (續)

31 December 2025 二零二五年十二月三十一日

### 14. Leases

#### The Group as a lessee

The Group has lease contracts for buildings. Leases for buildings generally have lease terms between 2 and 5 years.

#### (a) Right-of-use assets

The carrying amounts of the Group's right-of-use assets and the movements during the year are as follows:

		Buildings 樓宇 HK\$'000 千港元
At 1 January 2024	於二零二四年一月一日	37,348
Additions	添置	8,032
Depreciation charge (note 7(b))	折舊開支(附註7(b))	(22,070)
Modification of leases	租賃修改	25,277
Exchange realignment	匯兌調整	(9)
At 31 December 2024 and 1 January 2025	於二零二四年十二月三十一日及 二零二五年一月一日	<b>48,578</b>
Additions	添置	<b>6,520</b>
Depreciation charge (note 7(b))	折舊開支(附註7(b))	<b>(19,438)</b>
Early termination of leases	提早終止租賃	<b>(346)</b>
Exchange realignment	匯兌調整	<b>156</b>
At 31 December 2025	於二零二五年十二月三十一日	<b>35,470</b>

#### (b) Lease liabilities

At 31 December 2025, the lease liabilities were repayable as follows:

		2025 二零二五年 HK\$'000 千港元	2024 二零二四年 HK\$'000 千港元
Within 1 year	一年內	<b>16,022</b>	16,480
After 1 year but within 2 years	一年後但兩年內	<b>12,616</b>	12,982
After 2 years but within 5 years	兩年後但五年內	<b>9,564</b>	20,537
		<b>22,180</b>	33,519
		<b>38,202</b>	49,999

### 14. 租賃

#### 本集團作為承租人

本集團有與樓宇有關的租賃合約。樓宇的租期通常介乎2至5年。

#### (a) 使用權資產

本集團使用權資產之賬面值及年內變動如下：

#### (b) 租賃負債

於二零二五年十二月三十一日，租賃負債之償還情況如下：

# Notes to Financial Statements (Continued)

## 財務報表附註 (續)

31 December 2025 二零二五年十二月三十一日

### 14. Leases (Continued)

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

- (c) The amounts recognised in profit or loss in relation to leases are as follows:

		2025 二零二五年 HK\$'000 千港元	2024 二零二四年 HK\$'000 千港元
Interest on lease liabilities	租賃負債利息	<b>2,763</b>	2,450
Depreciation charge of right-of-use assets (included in administrative expenses)	使用權資產折舊開支 (計入行政開支)	<b>13,064</b>	15,402
Depreciation charge of right-of-use assets (included in contract costs)	使用權資產折舊開支 (計入合約成本)	<b>6,374</b>	6,668
Lease payments relating to short-term leases (included in administrative expenses)	與短期租賃有關的租賃付款 (計入行政開支)	<b>2,081</b>	3,443
Lease payments relating to short-term leases (included in contract costs)	與短期租賃有關的租賃付款 (計入合約成本)	<b>124,658</b>	67,479

### 14. 租賃 (續)

#### 本集團作為承租人 (續)

- (c) 於損益確認與租賃有關的金額如下：

# Notes to Financial Statements (Continued)

## 財務報表附註 (續)

31 December 2025 二零二五年十二月三十一日

### 15. Service concession arrangements

The Group has entered into several service concession arrangements with certain governmental authorities in Zhejiang Province, Mainland China on a ROT, a BOT or a Transfer-Operate-Transfer (“TOT”) basis in respect of its sewage and reclaimed water treatment as well as water distribution services. These service concession arrangements generally involve the Group as an operator in (i) rehabilitating or constructing sewage and reclaimed water treatment plants and water distribution facilities (collectively, the “Facilities”) for those arrangements on a ROT and BOT basis; (ii) obtaining the Facilities for the arrangements on a TOT basis; and (iii) operating and maintaining the Facilities at a specified level of serviceability on behalf of the relevant governmental authorities for periods ranging from 25 to 30 years (the “Service Concession Periods”), and the Group will be paid for its services over the relevant periods of the service concession arrangements at prices stipulated through a pricing mechanism. The Group is generally entitled to use all the property, plant and equipment of the Facilities, however, the relevant governmental authorities as Grantors will control and regulate the scope of services that the Group must provide with the Facilities, and retain the beneficial entitlement to any residual interest in the Facilities at the end of the terms of the Service Concession Periods. Each of these service concession arrangements is governed by a contract and, where applicable, supplementary agreements entered into between the Group and the relevant governmental authority in Zhejiang Province, Mainland China that set out, inter alia, performance standards, mechanisms for adjusting prices for the services rendered by the Group, specific obligations imposed on the Group to restore the Facilities to a specified level of serviceability at the end of the Service Concession Periods, and arrangements for arbitrating disputes.

### 15. 服務特許權安排

本集團就其污水及再生水處理以及配水服務，與中國內地浙江省若干政府部門訂立採用ROT方式、BOT方式或移交—營運—移交（「TOT」）方式的多項服務特許權安排。該等服務特許權安排一般涉及本集團作為營運商，(i)協定以ROT及BOT方式修復或建造污水及再生水處理廠及配水設施（統稱「該等設施」）；(ii)協定以TOT方式取得該等設施；及(iii)於介乎25至30年之期間（「服務特許期」）內，代有關政府部門並按所規定的服務水平，營運及維護該等設施，而本集團將就其於服務特許協議所訂有關期間內提供的服務，按定價機制所訂價格收取費用。一般而言，本集團有權使用該等設施內的所有物業、廠房及設備，然而，有關政府部門作為授予人，將控制及規管本集團就該等設施必須提供的服務範圍，並於服務特許期屆滿時保留對該等設施任何剩餘權益的實益享有權。該等服務特許權安排均受本集團與中國內地浙江省有關政府部門所訂立的合約及（如適用）補充協議所規管，當中訂明（其中包括）績效標準、本集團所提供服務的價格調整機制、就於服務特許期屆滿時將該等設施恢復至特定可用水平而向本集團施加的特定義務，以及糾紛仲裁安排。

# Notes to Financial Statements (Continued)

## 財務報表附註 (續)

31 December 2025 二零二五年十二月三十一日

### 15. Service concession arrangements (Continued)

A summary of the major terms of the principal service concession arrangements as at 31 December 2025 is as follows:

### 15. 服務特許權安排 (續)

於二零二五年十二月三十一日的主要服務特許權安排的重大條款摘要如下：

No.	Name of company as operator	Name of plant	Location	Name of Grantor	Type of service concession arrangement	Service concession period
編號	營運商公司名稱	廠房名稱	位置	授予人名稱	服務特許權安排種類	服務特許期
1	Changxing Construction Investment Environmental Technology Company Limited 長興建投環保科技 有限公司	Sewage Treatment Plant in Meishan Town, Changxing County 長興縣煤山鎮污水處理廠	Huzhou, Zhejiang Province, PRC 中國浙江省湖州市	Government of Meishan Town, Changxing County 長興縣煤山鎮政府	TOT on sewage treatment TOT方式污水處理	30 years from 2017 to 2047 30年(二零一七年至二零四七年)
2	Zhejiang Construction Investment Environment Engineering Company Limited 浙江建投環保工程有限公司	Sewage Treatment Plant Phase II in Meishan Town, Changxing County 長興縣煤山鎮污水處理廠二期	Huzhou, Zhejiang Province, PRC 中國浙江省湖州市	Government of Meishan Town, Changxing County 長興縣煤山鎮政府	BOT on sewage treatment BOT方式污水處理	30 years from 2017 to 2047 30年(二零一七年至二零四七年)
3	Changxing Construction Investment Environmental Technology Company Limited 長興建投環保科技 有限公司	Water Plant in Meishan Town, Changxing County 長興縣煤山鎮水務廠	Huzhou, Zhejiang Province, PRC 中國浙江省湖州市	Government of Meishan Town, Changxing County 長興縣煤山鎮政府	ROT on water distribution ROT方式配水	30 years from 2017 to 2047 30年(二零一七年至二零四七年)
4	Changxing Construction Investment Environmental Technology Company Limited 長興建投環保科技 有限公司	Water Plant Phase II in Meishan Town, Changxing County 長興縣煤山鎮水務廠二期	Huzhou, Zhejiang Province, PRC 中國浙江省湖州市	Government of Meishan Town, Changxing County 長興縣煤山鎮政府	BOT on water distribution BOT方式配水	30 years from 2017 to 2047 30年(二零一七年至二零四七年)

# Notes to Financial Statements (Continued)

## 財務報表附註 (續)

31 December 2025 二零二五年十二月三十一日

### 15. Service concession arrangements (Continued)

A summary of the major terms of the principal service concession arrangements as at 31 December 2025 is as follows:  
(Continued)

### 15. 服務特許權安排 (續)

於二零二五年十二月三十一日的主要服務特許權安排的重大條款摘要如下：  
(續)

No.	Name of company as operator	Name of plant	Location	Name of Grantor	Type of service concession arrangement	Service concession period
編號	營運商公司名稱	廠房名稱	位置	授予人名稱	權安排種類	服務特許期
5	ZCIED  浙建環發	Reclaimed Water Treatment Station in Meishan Town, Changxing County  長興縣煤山鎮重生水處理站	Huzhou, Zhejiang Province, PRC  中國浙江省湖州市	Changxing Xinneng Construction Development Company Limited  長興鑫能建設開發有限公司	BOT on reclaimed water treatment  BOT方式重生水處理	30 years from 2019 to 2049  30年(二零一九年至二零四九年)
6	Changxing Construction Investment Water Company Limited  長興建設水務有限公司	Hemei Sewage Treatment Plant in Changxing County  長興縣和美污水處理廠	Huzhou, Zhejiang Province, PRC  中國浙江省湖州市	Government of Heping Town, Changxing County  長興縣和平鎮政府	TOT on sewage treatment  TOT方式污水處理	30 years from 2016 to 2046  30年(二零一六年至二零四六年)
7	Zhejiang Tiantai Construction Investment Water Company Limited  浙江天台建設水務有限公司	Cangshan Sewage Treatment Plant  蒼山污水處理廠	Taizhou, Zhejiang Province, PRC  中國浙江省台州市	State-Owned Assets Affairs Center of Tiantai County  天台縣國有資產事務中心	BOT on sewage treatment  BOT方式污水處理	30 years from 2017 to 2047  30年(二零一七年至二零四七年)
8	Zhejiang Tiantai Construction Environment Technology Company Limited  浙江天台浙建環保科技有限公司	Cangshan Sewage Treatment Plant Phase II  蒼山污水處理廠二期	Taizhou, Zhejiang Province, PRC  中國浙江省台州市	State-Owned Assets Affairs Center of Tiantai County  天台縣國有資產事務中心	BOT on sewage treatment  BOT方式污水處理	25 years from 2022 to 2047  25年(二零二二年至二零四七年)

# Notes to Financial Statements (Continued)

## 財務報表附註 (續)

31 December 2025 二零二五年十二月三十一日

### 15. Service concession arrangements (Continued)

As at 31 December 2025 certain receivables under service concession arrangements of the Group with aggregate carrying amounts of approximately HK\$191,491,000 (2024: HK\$187,193,000) and the relevant future revenue entitlement under the service concession arrangement were pledged to secure certain bank loans granted to the Group with the amount of approximately HK\$122,719,000 (2024: HK\$117,535,000) (note 25).

As further explained in the accounting policy for "Service concession arrangements" set out in note 2.5 to the financial statements, the consideration paid by the Group for a service concession arrangement is accounted for as an intangible asset (operating concession) or a financial asset (receivable under a service concession arrangement) or a combination of both, as appropriate. The following is the summarised information of the intangible asset component (operating concessions) and the financial asset component (receivables under service concession arrangements) with respect to the Group's service concession arrangements:

### 15. 服務特許權安排 (續)

於二零二五年十二月三十一日，本集團服務特許權安排下賬面總值約191,491,000港元（二零二四年：187,193,000港元）的若干應收款項及於服務特許權安排下的相關未來收益享有權已予抵押，以使本集團獲授金額約122,719,000港元（二零二四年：117,535,000港元）的若干銀行貸款（附註25）。

誠如財務報表附註2.5對「服務特許權安排」之會計政策的進一步解釋，本集團為服務特許權安排所付代價乃入賬為無形資產（營運特許權）或金融資產（服務特許權安排下的應收款項）或兩者結合入賬（視適用情況而定）。下表概列與本集團服務特許權安排有關的無形資產項目（營運特許權）及金融資產項目（服務特許權安排下的應收款項）資料：

# Notes to Financial Statements (Continued)

## 財務報表附註 (續)

31 December 2025 二零二五年十二月三十一日

### 15. Service concession arrangements (Continued)

#### (a) Operating concessions rights

		HK\$'000 千港元
At 1 January 2025:	於二零二五年一月一日：	
Cost	成本	<b>38,653</b>
Accumulated amortisation	累計攤銷	<b>(7,726)</b>
Net carrying amount	賬面淨值	<b>30,927</b>
At 1 January 2025, net of accumulated amortisation	於二零二五年一月一日，扣除累計攤銷	<b>30,927</b>
Amortisation provided during the year (note 7(b))	年內計提攤銷(附註7(b))	<b>(1,362)</b>
Exchange realignment	匯兌調整	<b>705</b>
At 31 December 2025, net of accumulated amortisation	於二零二五年十二月三十一日，扣除累計攤銷	<b>30,270</b>
At 31 December 2025	於二零二五年十二月三十一日	
Cost	成本	<b>39,332</b>
Accumulated amortisation	累計攤銷	<b>(9,062)</b>
Net carrying amount	賬面淨值	<b>30,270</b>

### 15. 服務特許權安排 (續)

#### (a) 營運特許權

		HK\$'000 千港元
At 1 January 2024:	於二零二四年一月一日：	
Cost	成本	39,497
Accumulated amortisation	累計攤銷	(6,517)
Net carrying amount	賬面淨值	32,980
At 1 January 2024, net of accumulated amortisation	於二零二四年一月一日，扣除累計攤銷	32,980
Amortisation provided during the year (note 7(b))	年內計提攤銷(附註7(b))	(1,368)
Exchange realignment	匯兌調整	(685)
At 31 December 2024, net of accumulated amortisation	於二零二四年十二月三十一日，扣除累計攤銷	30,927
At 31 December 2024	於二零二四年十二月三十一日	
Cost	成本	38,653
Accumulated amortisation	累計攤銷	(7,726)
Net carrying amount	賬面淨值	30,927

# Notes to Financial Statements (Continued)

## 財務報表附註 (續)

31 December 2025 二零二五年十二月三十一日

### 15. Service concession arrangements (Continued)

#### (b) Receivables and contract assets under service concession arrangements

		2025 二零二五年	2024 二零二四年
		HK\$'000 千港元	HK\$'000 千港元
		Notes 附註	
Receivables and contract assets under service concession arrangements	服務特許權安排下的應收款項及合約資產	<b>253,347</b>	258,570
Impairment	減值 (i)	<b>(88)</b>	(78)
		<b>253,259</b>	258,492
Portion classified as current assets	分類為流動資產的部分	<b>(4,089)</b>	(8,879)
Non-current portion	非流動部分	<b>249,170</b>	249,613

Note:

- (i) The movements in the loss allowance for impairment of the Group's receivables and contract assets under service concession arrangements are as follows:

		2025 二零二五年	2024 二零二四年
		HK\$'000 千港元	HK\$'000 千港元
At beginning of the year	於年初	<b>78</b>	45
Impairment losses (note 7(b))	減值虧損 (附註7(b))	<b>9</b>	34
Exchange realignment	匯兌調整	<b>1</b>	(1)
At end of year	於年末	<b>88</b>	78

### 15. 服務特許權安排 (續)

#### (b) 服務特許權安排下的應收款項及合約資產

附註：

- (i) 本集團服務特許權安排下的應收款項及合約資產的減值虧損撥備的變動如下：

# Notes to Financial Statements (Continued)

## 財務報表附註 (續)

31 December 2025 二零二五年十二月三十一日

### 16. Other intangible assets

### 16. 其他無形資產

		Computer software 電腦軟件 HK\$'000 千港元
At 1 January 2025:	於二零二五年一月一日：	
Cost	成本	778
Accumulated amortisation	累計攤銷	(614)
Net carrying amount	賬面淨值	164
At 1 January 2025, net of accumulated amortisation	於二零二五年一月一日，扣除 累計攤銷	164
Additions	添置	130
Amortisation provided during the year (note 7(b))	年內計提攤銷(附註7(b))	(109)
Exchange realignment	匯兌調整	4
At 31 December 2025, net of accumulated amortisation	於二零二五年十二月三十一日， 扣除累計攤銷	189
At 31 December 2025:	於二零二五年十二月三十一日：	
Cost	成本	927
Accumulated amortisation	累計攤銷	(738)
Net carrying amount	賬面淨值	189
		HK\$'000 千港元
At 1 January 2024:	於二零二四年一月一日：	
Cost	成本	779
Accumulated amortisation	累計攤銷	(488)
Net carrying amount	賬面淨值	291
At 1 January 2024, net of accumulated amortisation	於二零二四年一月一日， 扣除累計攤銷	291
Additions	添置	15
Amortisation provided during the year (note 7(b))	年內計提攤銷(附註7(b))	(139)
Exchange realignment	匯兌調整	(3)
At 31 December 2024, net of accumulated amortisation	於二零二四年十二月三十一日， 扣除累計攤銷	164
At 31 December 2024:	於二零二四年十二月三十一日：	
Cost	成本	778
Accumulated amortisation	累計攤銷	(614)
Net carrying amount	賬面淨值	164

# Notes to Financial Statements (Continued)

## 財務報表附註 (續)

31 December 2025 二零二五年十二月三十一日

### 17. Contract assets

### 17. 合約資產

			2025	2024
		Notes	HK\$'000	HK\$'000
		附註	千港元	千港元
Contract assets arising from:	合約資產來自：			
Construction operations	建築業務	(a)	<b>2,888,513</b>	2,157,304
Environmental operations	環保業務	(b)	<b>132,964</b>	98,319
Retention receivables	應收保留金款項	(c)	<b>1,240,961</b>	982,035
Total	總計		<b>4,262,438</b>	3,237,658
Impairment	減值		<b>(180,499)</b>	(68,294)
Net carrying amount	賬面淨值		<b>4,081,939</b>	3,169,364

Notes:

附註：

- (a) Contract assets consist of the Group's rights to consideration for works completed but not yet unconditional, resulting from building construction works contracts and RMAA works contracts. The contract assets are transferred to trade receivables when the rights become unconditional, which is generally within one year.

- (a) 合約資產包括本集團就樓宇建築工程合約及RMAA工程合約產生的已完成工程收取代價但尚未成為無條件的權利。合約資產於有關權利成為無條件時（一般為一年內）轉至應收貿易款項。

The expected timing of recovery or settlement for contract assets, net of loss allowances, arising from construction operations as at 31 December is as follows:

於十二月三十一日，收回或結算建築業務產生之合約資產（扣除虧損撥備）的預期時間如下：

		2025	2024
		二零二五年	二零二四年
		HK\$'000	HK\$'000
		千港元	千港元
Within one year	一年內	<b>2,739,112</b>	2,100,207

- (b) Contract assets mainly consist of Group's rights to consideration for works completed and services provided but unbilled amounts resulting from construction and rehabilitation contracts for environmental related facilities as well as sewage and reclaimed water treatment services. The contract assets are transferred to trade receivables when the rights become unconditional which is generally within one year.

- (b) 合約資產主要包括本集團就環境相關設施的建築及復修合約以及污水及再生水處理服務產生的尚未開票但已完成工程及已提供服務收取代價的權利。合約資產於有關權利成為無條件時（一般為一年內）轉至應收貿易款項。

The expected timing of recovery or settlement for contract assets, net of loss allowances, arising from environmental operations as at 31 December is as follows:

於十二月三十一日，收回或結算環保業務產生之合約資產（扣除虧損撥備）的預期時間如下：

		2025	2024
		二零二五年	二零二四年
		HK\$'000	HK\$'000
		千港元	千港元
Within one year	一年內	<b>129,975</b>	95,920

# Notes to Financial Statements (Continued)

## 財務報表附註 (續)

31 December 2025 二零二五年十二月三十一日

### 17. Contract assets (Continued)

Notes: (Continued)

- (c) Retention receivables held by contract customers arising from the Group's construction operations for building construction works and certain RMAA works are settled within a period ranging from one year to two years after the completion of the construction work and acceptance by customers, as stipulated in the building construction works contracts and RMAA works contracts.

The due date for settlement of the Group's retention receivables, net of loss allowances, as at 31 December is as follows:

		2025 二零二五年 HK\$'000 千港元	2024 二零二四年 HK\$'000 千港元
Due within one year	一年內到期	701,702	543,951
Due after one year	於一年後到期	511,150	429,286
		<b>1,212,852</b>	973,237

During this year ended 31 December 2025, HK\$104,380,000 (2024: HK\$54,798,000) was recognised as an allowance for expected credit losses on contract assets. The Group's trading terms and credit policy with customers are disclosed in note 18.

The movements in the loss allowance for impairment of contract assets are as follows:

		2025 二零二五年 HK\$'000 千港元	2024 二零二四年 HK\$'000 千港元
At beginning of year	於年初	68,294	12,204
Impairment losses (note 7(b))	減值虧損(附註7(b))	104,380	54,798
Exchange realignment	匯兌調整	7,825	1,292
At end of year	於年末	<b>180,499</b>	68,294

An impairment analysis is performed at each reporting date using a provision matrix to measure expected credit losses. The provision rates for the measurement of the expected credit losses of the contract assets are based on those of the trade receivables as the contract assets and the trade receivables are from the same customer bases.

### 17. 合約資產 (續)

附註：(續)

- (c) 合約客戶持有的應收保留金款項產生自本集團建築業務的樓宇建築工程及若干RMAA工程，該款項按樓宇建築工程合約及RMAA工程合約所規定於建築工程完工並由客戶驗收後一至兩年內結清。

於十二月三十一日，結算本集團應收保留金款項(扣除虧損撥備)的到期日如下：

截至二零二五年十二月三十一日止年度，104,380,000港元(二零二四年：54,798,000港元)確認為合約資產的預期信貸虧損撥備。本集團與客戶的貿易條款及信貸政策於附註18披露。

合約資產減值虧損撥備的變動如下：

每個報告日期使用撥備矩陣進行減值分析，以計量預期信貸虧損。計量合約資產預期信貸虧損採用的撥備率乃基於應收貿易款項的撥備率，因為合約資產及應收貿易款項來自相同客戶基礎。

# Notes to Financial Statements (Continued)

## 財務報表附註 (續)

31 December 2025 二零二五年十二月三十一日

### 17. Contract assets (Continued)

Set out below is the information about the credit risk exposure on the Group's contract assets:

### 17. 合約資產 (續)

本集團的合約資產的信貸風險資料如下：

		2025 二零二五年 HK\$'000 千港元	2024 二零二四年 HK\$'000 千港元
<b>Construction operations:</b>	<b>建築業務：</b>		
On individual basis	個別計算		
Expected credit loss rate	預期信貸虧損率	<b>71.51%</b>	74.00%
Gross carrying amount (HK\$'000)	賬面總值 (千港元)	<b>225,274</b>	82,918
Expected credit losses (HK\$'000)	預期信貸虧損 (千港元)	<b>161,104</b>	61,359
On collective basis	集體計算		
Expected credit loss rate	預期信貸虧損率	<b>0.42%</b>	0.15%
Gross carrying amount (HK\$'000)	賬面總值 (千港元)	<b>3,904,200</b>	3,056,421
Expected credit losses (HK\$'000)	預期信貸虧損 (千港元)	<b>16,406</b>	4,536
Gross carrying amount from construction operations	建築業務的賬面總值	<b>4,129,474</b>	3,139,339
Expected credit losses from constructions operations	建築業務的預期信貸虧損	<b>177,510</b>	65,895
<b>Environmental operations:</b>	<b>環保業務：</b>		
On collective basis	集體計算		
Expected credit loss rate	預期信貸虧損率	<b>2.25%</b>	2.44%
Gross carrying amount (HK\$'000)	賬面總值 (千港元)	<b>132,964</b>	98,319
Expected credit losses (HK\$'000)	預期信貸虧損 (千港元)	<b>2,989</b>	2,399
Total expected credit losses	預期信貸虧損總計	<b>180,499</b>	68,294

### 18. Trade receivables

### 18. 應收貿易款項

		2025 二零二五年 HK\$'000 千港元	2024 二零二四年 HK\$'000 千港元
Trade receivables	應收貿易款項	<b>635,135</b>	783,606
Impairment	減值	<b>(85,563)</b>	(7,719)
Net carrying amount	賬面淨值	<b>549,572</b>	775,887

# Notes to Financial Statements (Continued)

## 財務報表附註 (續)

31 December 2025 二零二五年十二月三十一日

### 18. Trade receivables (Continued)

The Group's trading terms with its customers are on credit. The Group's credit period with customers range from 14 to 180 days. The Group seeks to maintain strict control over its outstanding receivables. Overdue balances are reviewed regularly by senior management. Apart from trade receivable balance of HK\$32,007,000 as at 31 December 2024, the Group does not hold any collateral or other credit enhancements over its trade receivable balances. Trade receivables are non-interest-bearing.

As at 31 December 2025, certain receivables of the Group with aggregate carrying amounts of approximately HK\$158,000 (2024: HK\$nil) and the relevant future revenue entitlement under PRC energy storage projects were pledged to secure certain bank loans granted to the Group (note 25).

An ageing analysis of the trade receivables as at the end of the Reporting Period, based on the invoice date and net of loss allowance, is as follows:

		2025 二零二五年 HK\$'000 千港元	2024 二零二四年 HK\$'000 千港元
Within 1 month	1個月內	<b>231,073</b>	539,661
1 to 2 months	1至2個月	<b>78,750</b>	26,693
2 to 3 months	2至3個月	<b>27,486</b>	34,630
3 to 12 months	3至12個月	<b>95,602</b>	84,379
1 to 2 years	1至2年	<b>95,520</b>	87,903
2 years to 3 years	2至3年	<b>21,141</b>	2,621
		<b>549,572</b>	775,887

The movements in the loss allowance for impairment of trade receivables are as follows:

		2025 二零二五年 HK\$'000 千港元	2024 二零二四年 HK\$'000 千港元
At beginning of year	於年初	<b>7,719</b>	16,393
Impairment losses/(reversal of impairment losses), net (note 7(b))	減值虧損/(減值虧損撥回)淨額 (附註7(b))	<b>75,123</b>	(8,829)
Exchange realignment	匯兌調整	<b>2,721</b>	155
At end of year	於年末	<b>85,563</b>	7,719

### 18. 應收貿易款項 (續)

本集團與其客戶的貿易條款乃按信貸訂立。本集團給予客戶的信用期介乎14至180天。本集團嚴格控制未結清應收款項。逾期結餘由高級管理層定期審查。截至二零二四年十二月三十一日，除應收貿易款項結餘32,007,000港元外，本集團並無就其應收貿易款項結餘持有任何抵押品或其他信用提升物。應收貿易款項不計息。

於二零二五年十二月三十一日，本集團有賬面值共約158,000港元(二零二四年：零港元)的若干應收款項及中國儲能項目之下享有的相關未來收益已質押作為本集團所獲若干銀行貸款之抵押(附註25)。

於報告期末，扣除虧損撥備的應收貿易款項基於發票日期作出的賬齡分析如下：

應收貿易款項減值虧損撥備的變動如下：

# Notes to Financial Statements (Continued)

## 財務報表附註 (續)

31 December 2025 二零二五年十二月三十一日

### 18. Trade receivables (Continued)

Set out below is the information about the credit risk exposure on the Group's trade receivables:

#### As at 31 December 2025

##### Construction operations:

		Past due 逾期			Total 總計
		Within 1 year 1年內	1 year to 2 years 1至2年	Over 2 years 2年以上	
On individual basis	個別計算				
Expected credit loss rate	預期信貸虧損率	50.00%	50.00%	100.00%	74.43%
Gross carrying amount (HK\$'000)	賬面總值(千港元)	4,365	32,396	35,119	71,880
Expected credit losses (HK\$'000)	預期信貸虧損(千港元)	2,182	16,198	35,119	53,499
On collective basis	集體計算				
Expected credit loss rate	預期信貸虧損率	0.51%	12.06%	100.00%	5.76%
Gross carrying amount (HK\$'000)	賬面總值(千港元)	406,830	95,080	16,301	518,211
Expected credit losses (HK\$'000)	預期信貸虧損(千港元)	2,083	11,471	16,301	29,855
Gross carrying amount from construction operations	建築業務的賬面總值				590,091
Expected credit losses from constructions operations	建築業務的預期信貸虧損				83,354

##### Environmental operations:

		Past due 逾期				Total 總計
		Within 1 year 1年內	1 year to 2 years 1至2年	2 years to 3 years 2至3年	Over 3 years 3年以上	
Expected credit loss rate	預期信貸虧損率	2.18%	11.67%	27.78%	100%	4.90%
Gross carrying amount (HK\$'000)	賬面總值(千港元)	42,266	1,672	18	1,088	45,044
Expected credit losses (HK\$'000)	預期信貸虧損(千港元)	921	195	5	1,088	2,209
Total expected credit losses	預期信貸虧損總計					85,563

### 18. 應收貿易款項 (續)

本集團的應收貿易款項的信貸風險資料如下：

截至二零二五年十二月三十一日

建築業務：

環保業務：

# Notes to Financial Statements (Continued)

## 財務報表附註 (續)

31 December 2025 二零二五年十二月三十一日

### 18. Trade receivables (Continued)

As at 31 December 2024

#### Construction operations:

		Past due 逾期			Total 總計
		Within 1 year 1年內	1 year to 2 years 1至2年	Over 2 years 2年以上	
		On individual basis	個別計算		
Expected credit loss rate	預期信貸虧損率	-	-	-	-
Gross carrying amount (HK\$'000)	賬面總值(千港元)	-	32,007*	-	32,007
Expected credit losses (HK\$'000)	預期信貸虧損(千港元)	-	-	-	-
On collective basis	集體計算				
Expected credit loss rate	預期信貸虧損率	0.16%	4.78%	100.00%	0.81%
Gross carrying amount (HK\$'000)	賬面總值(千港元)	689,645	36,095	3,129	728,869
Expected credit losses (HK\$'000)	預期信貸虧損(千港元)	1,078	1,725	3,129	5,932
Gross carrying amount from construction operations	建築業務的賬面總值				760,876
Expected credit losses from constructions operations	建築業務的預期信貸虧損				5,932

#### Environmental operations:

		Past due 逾期				Total 總計
		Within 1 year 1年內	1 year to 2 years 1至2年	2 years to 3 years 2至3年	Over 3 years 3年以上	
		Expected credit loss rate	預期信貸虧損率	2.48%	11.78%	
Gross carrying amount (HK\$'000)	賬面總值(千港元)	16,104	3,174	3,215	237	22,730
Expected credit losses (HK\$'000)	預期信貸虧損(千港元)	399	374	792	222	1,787
Total expected credit losses	預期信貸虧損總計					7,719

\* As at 31 December 2024, certain trade receivables of HK\$32,007,000 (the "Outstanding Receivable") due from a customer is secured by a parcel of land in Malaysia (the "Land"). Accordingly, ECLs for this credit-impaired trade receivable is measured individually, taking into account the collateral value of the Land. As at 31 December 2024, the Land have a market value which exceeds the Outstanding Receivable and the corresponding ECLs were assessed to be minimal.

### 18. 應收貿易款項 (續)

截至二零二四年十二月三十一日

#### 建築業務：

		Past due 逾期			Total 總計
		Within 1 year 1年內	1 year to 2 years 1至2年	Over 2 years 2年以上	
		On individual basis	個別計算		
Expected credit loss rate	預期信貸虧損率	-	-	-	-
Gross carrying amount (HK\$'000)	賬面總值(千港元)	-	32,007*	-	32,007
Expected credit losses (HK\$'000)	預期信貸虧損(千港元)	-	-	-	-
On collective basis	集體計算				
Expected credit loss rate	預期信貸虧損率	0.16%	4.78%	100.00%	0.81%
Gross carrying amount (HK\$'000)	賬面總值(千港元)	689,645	36,095	3,129	728,869
Expected credit losses (HK\$'000)	預期信貸虧損(千港元)	1,078	1,725	3,129	5,932
Gross carrying amount from construction operations	建築業務的賬面總值				760,876
Expected credit losses from constructions operations	建築業務的預期信貸虧損				5,932

#### 環保業務：

		Past due 逾期				Total 總計
		Within 1 year 1年內	1 year to 2 years 1至2年	2 years to 3 years 2至3年	Over 3 years 3年以上	
		Expected credit loss rate	預期信貸虧損率	2.48%	11.78%	
Gross carrying amount (HK\$'000)	賬面總值(千港元)	16,104	3,174	3,215	237	22,730
Expected credit losses (HK\$'000)	預期信貸虧損(千港元)	399	374	792	222	1,787
Total expected credit losses	預期信貸虧損總計					7,719

\* 截至二零二四年十二月三十一日，應收一名客戶的若干應收貿易款項 32,007,000 港元（「未償還應收款項」）以馬來西亞一幅土地（「該土地」）作抵押。因此，此項已出現信貸減值之應收貿易款項的預期信貸虧損乃經考慮該土地的抵押品價值後個別計量。於二零二四年十二月三十一日，該土地的市值超過未償還應收款項，因此相應的預期信貸虧損被評定為極低。

# Notes to Financial Statements (Continued)

## 財務報表附註 (續)

31 December 2025 二零二五年十二月三十一日

### 19. Prepayments, deposits and other receivables 19. 預付款項、按金及其他應收款項

		2025 二零二五年 HK\$'000 千港元	2024 二零二四年 HK\$'000 千港元
Prepayments	預付款項	35,660	49,763
Deposits and other receivables	按金及其他應收款項	65,542	66,514
		101,202	116,277
Less: Non-current prepayments and deposits	減：非即期預付款項及按金	(4,974)	(9,606)
		96,228	106,671

An impairment analysis is performed at each reporting date. The expected credit losses are estimated by applying a loss rate approach with reference to the historical loss record of the Group and is adjusted to reflect the current conditions and forecasts of future economic conditions, as appropriate.

The financial assets included in the above balances relate to receivables for which there was no recent history of default and past due amounts. As at 31 December 2025 and 2024, the loss allowance was assessed to be minimal.

每個報告日期均進行減值分析。本集團經參考過往虧損記錄透過使用虧損率法估計預期信貸虧損，並對該等虧損作出適當調整，以反映現時情況及預測未來經濟情況。

上述結餘中的金融資產與近期並無拖欠記錄及逾期金額的應收款項有關。於二零二五年及二零二四年十二月三十一日，虧損撥備評定為極低。

### 20. Properties held for sale

		2025 二零二五年 HK\$'000 千港元	2024 二零二四年 HK\$'000 千港元
Residential properties held for sale	持作銷售住宅物業	8,132	46,576

During the year ended 31 December 2024, certain completed residential properties were received from a customer as settlement of certain trade receivables from this customer. The Group derecognised the trade receivables of HK\$55,698,000 and recognised residential properties held for sale of the same amount during the year. An impairment loss of HK\$8,941,000 was recognized during the year ended 31 December 2024 on the subsequent write-down to fair value less costs to sell, which was determined according to the valuation performed by the management on market comparison approach by reference to recent selling price of comparable properties on a price per square foot basis using market data which is publicly available.

截至二零二四年十二月三十一日止年度，本集團自一名客戶收取若干已落成住宅物業，作為自該客戶所收取之若干應收貿易款項之結算款。本集團於年內終止確認應收貿易款項55,698,000港元，並在年內確認同等金額之持作銷售住宅物業。截至二零二四年十二月三十一日止年度，其後就賬面值減出售成本之撇減而確認減值虧損8,941,000港元。有關數額乃根據管理層參考同類物業每平方呎售價的公開市場數據，採用市場比較法進行估值而釐定。

# Notes to Financial Statements (Continued)

## 財務報表附註 (續)

31 December 2025 二零二五年十二月三十一日

### 20. Properties held for sale (Continued)

As at 31 December 2025, certain residential properties amounted to HK\$42,297,000 are reclassified to investment properties held for a currently undetermined future use.

The remaining residential properties of HK\$8,132,000 continue to be classified as held-for-sale based on the settlement agreements signed with certain creditors of the Group.

### 21. Interest in a joint venture

Details of the group's interest in the joint venture, which is accounted for using the equity method in the consolidated financial statements, are as follows:

### 20. 持作銷售物業 (續)

於二零二五年十二月三十一日，金額為42,297,000港元的若干住宅物業重新分類為持作目前未確定未來用途之投資物業。

其餘住宅物業金額為8,132,000港元，基於與本集團若干債權人簽訂的結算協議，仍歸類為持作銷售物業。

### 21. 於一間合營企業的投資

本集團於一間合營企業之權益以權益法計入綜合資產負債表，詳情如下：

Name of Joint venture	Form of business structure	Place of incorporation and business	Particulars of issued and paid up capital	Proportion of ownership interest			Principal of activity
				Group's effective interest	Held by the Company	Held by a subsidiary	
合營企業名稱	業務架構形式	營業地點	已發行及繳足股本詳情	本集團的實際權益	由本公司持有	由一間附屬公司持有	主要業務
Tiantai Economic Development Zone Water Supply and Drainage Operation Co., Ltd ("Tiantai") 天台經濟開發區水務運營有限公司(「天台」)	Incorporated 註冊成立	Chinese Mainland 中國內地	RMB96.5 million 人民幣96.5百萬元	48%	47%	1%	Sewage treatment and recycling, municipal facilities management and engineering management services 污水處理及回收、市政設施管理及工程管理服務

# Notes to Financial Statements (Continued)

## 財務報表附註 (續)

31 December 2025 二零二五年十二月三十一日

### 21. Interest in a joint venture (Continued)

On 23 June 2025, the Group entered into a capital increase agreement with Tiantai original shareholder and the Group had agreed to contributed RMB46,320,000 (approximately HK\$50,512,000) to Tiantai. After the capital contribution, the Group owned 48% equity interest of Tiantai and Tiantai became a joint venture of the Group.

In the opinion of the directors, the joint venture of the Group is individually not material.

### 21. 於一間合營企業的投資 (續)

於二零二五年六月二十三日，本集團與天台之原股東訂立增資協議，本集團同意向天台出資人民幣46,320,000元（約50,512,000港元）。於完成出資後，本集團持有天台48%股權，而天台成為本集團之合營企業。

董事認為，本集團該合營企業個別而言並不重大。

### 22. Cash and cash equivalents

		2025 二零二五年 HK\$'000 千港元	2024 二零二四年 HK\$'000 千港元
Cash and cash equivalents	現金及現金等價物	<b>211,560</b>	330,799

Cash at banks earns interest at floating rates based on daily bank deposit rates. The bank balances are deposited with creditworthy banks with no recent history of default.

### 22. 現金及現金等價物

銀行現金按根據每日銀行存款利率計算的浮動利率計息。銀行結餘存放於信譽良好且近期並無違約記錄的銀行。

### 23. Trade and retention payables

		2025 二零二五年 HK\$'000 千港元	2024 二零二四年 HK\$'000 千港元
Trade payables	應付貿易款項	<b>1,276,900</b>	1,207,115
Retention payables	應付保留金款項	<b>887,170</b>	713,290
Total	總計	<b>2,164,070</b>	1,920,405

### 23. 應付貿易及保留金款項

# Notes to Financial Statements (Continued)

## 財務報表附註 (續)

31 December 2025 二零二五年十二月三十一日

### 23. Trade and retention payables (Continued)

Notes:

- (a) An ageing analysis of the trade payables as at the end of the Reporting Period, based on the invoice date, is as follows:

		2025 二零二五年 HK\$'000 千港元	2024 二零二四年 HK\$'000 千港元
Within 1 month	1個月內	65,303	88,321
1 to 2 months	1至2個月	89,481	105,803
2 to 3 months	2至3個月	195,131	265,745
Over 3 months	3個月以上	926,985	747,246
Total	總計	1,276,900	1,207,115

The average credit period on trade payables is 30 to 180 days. The Group has financial risk management policies in place to ensure that all payables are paid within the credit time-frame.

- (b) Retention payables held by the Group arose from the Group's building construction works and RMAA works and are normally settled to subcontractors within a period ranging from one year to two years after the completion of the contract work by the subcontractors, as stipulated in the subcontracting contracts.

### 23. 應付貿易及保留金款項 (續)

附註：

- (a) 於報告期末，應付貿易款項基於發票日期作出的賬齡分析如下：

應付貿易款項的平均信用期為30至180天。本集團已制定財務風險管理政策，以確保於信用期內償還所有應付款項。

- (b) 本集團持有的應付保留金款項產生自本集團的樓宇建築工程及RMAA工程，通常按分包合約規定於分包商完成合約工程後一至兩年內與分包商結算。

### 24. Other payables, accruals and provision

### 24. 其他應付款項、應計費用及撥備

		Notes 附註	2025 二零二五年 HK\$'000 千港元	2024 二零二四年 HK\$'000 千港元
Contract liabilities	合約負債	(a)	294,387	523,561
Other payables	其他應付款項		31,177	51,012
Accrued construction costs	應計建築成本		1,208,515	729,918
Other accruals	其他應計費用		350,559	233,977
Provision for reinstatement	還原裝修撥備		5,700	5,700
Total	總計		1,890,338	1,544,168
Non-current portion	非流動部分		(5,700)	(5,700)
Current portion	流動部分		1,884,638	1,538,468

Other payables are non-interest-bearing and there are generally no credit terms.

其他應付款項不計息且一般無信貸期。

# Notes to Financial Statements (Continued)

## 財務報表附註 (續)

31 December 2025 二零二五年十二月三十一日

### 24. Other payables, accruals and provision

(Continued)

Notes:

(a) Details of contract liabilities are as follows:

	<b>31 December 2025</b>	31 December 2024	1 January 2024
	二零二五年 十二月三十一日	二零二四年 十二月三十一日	二零二四年 一月一日
	<b>HK\$'000</b>	HK\$'000	HK\$'000
	千港元	千港元	千港元
Short-term advances received from customers			
Construction operations	<b>294,387</b>	523,561	248,010

Contract liabilities include short-term advances received to render building construction works and RMAA works.

(b) The following table shows the amounts of revenue recognised in the current Reporting Period that were included in the contract liabilities at the beginning of the Reporting Period:

	<b>2025</b>	2024
	二零二五年	二零二四年
	<b>HK\$'000</b>	HK\$'000
	千港元	千港元
Revenue recognised that was included in contract liabilities at the beginning of the Reporting Period:		
Building construction works and RMAA works	<b>523,561</b>	248,010

於報告期初計入合約負債而確認之收益：

樓宇建築工程及RMAA工程

### 24. 其他應付款項、應計費用及撥備 (續)

附註：

(a) 合約負債的詳情如下：

合約負債包括就提供樓宇建築工程及RMAA工程收取的短期墊款。

(b) 下表列示於本報告期間確認之收益金額，於報告期初已計入合約負債：

# Notes to Financial Statements (Continued)

## 財務報表附註 (續)

31 December 2025 二零二五年十二月三十一日

### 25. Interest-bearing bank borrowings

### 25. 計息銀行借款

	31 December 2025 二零二五年十二月三十一日			31 December 2024 二零二四年十二月三十一日		
	Contractual interest rate (%) 合約利率(%)	Maturity 到期日	HK\$'000 千港元	Contractual interest rate (%) 合約利率(%)	Maturity 到期日	HK\$'000 千港元
<b>Current</b>						
<b>即期</b>						
Bank loans – unsecured	<b>Hong Kong Interbank Offered Rate (HIBOR) +1.05%-1.07%</b>	<b>On demand</b>	<b>350,121</b>	HIBOR+ 1.3%-1.5%	On demand	100,000
銀行貸款—無抵押	香港銀行同業 拆息(「香港銀 行同業拆息」)	按要求		香港銀行 同業拆息 +1.3%-1.5%	按要求	
Bank loans – unsecured (note (e))	<b>+1.05%-1.07%</b>	-	-	HIBOR+1.1%	2025	200,000
銀行貸款—無抵押(附註(e))				香港銀行 同業拆息 +1.1%	二零二五年	
Bank loans – secured (note (b))	<b>3.9%</b>	<b>2026</b>	<b>13,262</b>	3.9%	2025	12,959
銀行貸款—有抵押(附註(b))		二零二六年			二零二五年	
Bank loans – secured (note (c))	<b>China Loan Prime Rate ("LPR")-0.5%</b>	<b>2026</b>	<b>7,314</b>	LPR-0.5%	2025	2,892
銀行貸款—有抵押(附註(c))	中國貸款市場 報價利率 (「貸款市場 報價利率」)	二零二六年		貸款市場 報價利率 -0.5%	二零二五年	
Bank loans – secured (note (c))	<b>LPR</b>	<b>2026</b>	<b>2,210</b>	LPR	2025	2,160
銀行貸款—有抵押(附註(c))	貸款市場 報價利率	二零二六年		貸款市場 報價利率	二零二五年	
Bank loans – secured (note (d))	<b>LPR- 0.72%-0.82%</b>	<b>2026</b>	<b>2,886</b>	-	-	-
銀行貸款—有抵押(附註(d))	貸款市場 報價利率	二零二六年				
	<b>-0.72%-0.82%</b>					
Total – current			<b>375,793</b>			318,011
總計—即期						

# Notes to Financial Statements (Continued)

## 財務報表附註 (續)

31 December 2025 二零二五年十二月三十一日

### 25. Interest-bearing bank borrowings (Continued)

### 25. 計息銀行借款 (續)

	31 December 2025 二零二五年十二月三十一日			31 December 2024 二零二四年十二月三十一日		
	Contractual interest rate (%) 合約利率(%)	Maturity 到期日	HK\$'000 千港元	Contractual interest rate (%) 合約利率(%)	Maturity 到期日	HK\$'000 千港元
<b>Non-current</b>						
<b>非即期</b>						
Bank loans – secured (note (b)) 銀行貸款—有抵押 (附註(b))	3.9%	2027-2030 二零二七年至 二零三零年	92,829	3.9%	2026-2030 二零二六年至 二零三零年	103,670
Bank loans – secured (note (c)) 銀行貸款—有抵押 (附註(c))	LPR-0.5% 貸款市場 報價利率-0.5%	2027-2038 二零二七年至 二零三八年	95,182	LPR-0.5% 貸款市場 報價利率-0.5%	2026-2038 二零二六年至 二零三八年	92,720
Bank loans – secured (note (c)) 銀行貸款—有抵押 (附註(c))	LPR 貸款市場 報價利率	2027-2034 二零二七年至 二零三四年	18,013	LPR 貸款市場 報價利率	2026-2034 二零二六年至 二零三四年	19,763
Bank loans – unsecured 銀行貸款—無抵押	LPR-1.05% 貸款市場 報價利率-1.05%	2028-2045 二零二八年至 二零四五年	33,153	-	-	-
Bank loans – secured (note (d)) 銀行貸款—有抵押 (附註(d))	LPR-0.72%- 0.82% 貸款市場 報價利率 -0.72%-0.82%	2027-2034 二零二七年至 二零三四年	16,427	-	-	-
Total – non-current 總計—非即期			255,604			216,153
Total 總計			631,397			534,164

# Notes to Financial Statements (Continued)

## 財務報表附註 (續)

31 December 2025 二零二五年十二月三十一日

### 25. Interest-bearing bank borrowings (Continued)

### 25. 計息銀行借款 (續)

		2025	2024
		二零二五年	二零二四年
		HK\$'000	HK\$'000
		千港元	千港元
Analysed into:	分析為：		
Bank loans repayable:	應償還銀行貸款：		
Within one year or on demand	一年內或按要求	<b>375,793</b>	318,011
In the second year	第二年	<b>25,994</b>	21,942
In the third to fifth years, inclusive	第三至五年 (包括首尾兩年)	<b>121,315</b>	92,713
Beyond five years	五年以後	<b>108,295</b>	101,498
<b>Total</b>	<b>總計</b>	<b>631,397</b>	534,164

Notes:

附註：

- |   |  |
|---|--|
| <p>(a) All bank borrowings were denominated in Hong Kong dollars or Renminbi.</p> <p>(b) The bank borrowings are secured by the pledge of shares of ZCIED held by the Group.</p> <p>(c) The bank borrowings are secured by the pledge of receivables and future revenue entitlement under certain service concession arrangements (note 15).</p> <p>(d) The bank borrowings are secured by the pledge of receivables arise from PRC energy storage projects (note 18).</p> <p>(e) As at 31 December 2025, none of the covenants relating to drawn down facilities had been breached. As at 31 December 2024, the unsecured bank borrowing of HK\$200,000,000 with maturity date of 28 January 2025 is subject to certain financial covenants which the Group breached. The bank borrowing was fully repaid on 28 January 2025, before the financial statements were authorised for issue.</p> | <p>(a) 所有銀行借款均以港元或人民幣計值。</p> <p>(b) 銀行借款以質押本集團持有的浙建環發股份作抵押。</p> <p>(c) 銀行借款以質押若干服務特許權安排下的應收款項及未來收益享有權(附註15)作抵押。</p> <p>(d) 銀行借款以質押來自中國儲能項目的應收款項(附註18)作抵押。</p> <p>(e) 於二零二五年十二月三十一日，概無違反任何有關已動用融資的契諾。於二零二四年十二月三十一日，到期日為二零二五年一月二十八日的無抵押銀行借款200,000,000港元受若干財務契諾規限，而本集團違反了該等契諾。銀行借款已於二零二五年一月二十八日(財務報表獲授權刊發前)全數償還。</p> |
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# Notes to Financial Statements (Continued)

## 財務報表附註 (續)

31 December 2025 二零二五年十二月三十一日

### 26. Deferred tax

The movements in deferred tax liabilities and assets during the year are as follows:

### 26. 遞延稅項

遞延稅項負債及資產於年內的變動如下：

#### Deferred tax assets

#### 遞延稅項資產

		Tax losses	Impairment provision	Provision for reinstatement	Depreciation allowance in surplus of related depreciation	Total
		稅務虧損	減值撥備	還原裝修撥備	超出相關折舊額的折舊撥備	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元
At 1 January 2024	於二零二四年一月一日	1,221	6,586	-	-	7,807
Deferred tax credited/(charged) to the statement of profit or loss during the year (note 10)	年內計入/(扣除自)損益表的遞延稅項(附註10)	(1,229)	(2,359)	941	-	(2,647)
Exchange realignment	匯兌調整	8	84	-	-	92
At 31 December 2024 and 1 January 2025	於二零二四年十二月三十一日及二零二五年一月一日	-	<b>4,311</b>	<b>941</b>	-	<b>5,252</b>
Deferred tax credited to the statement of profit or loss during the year (note 10)	年內計入損益表的遞延稅項(附註10)	-	<b>2,831</b>	-	<b>232</b>	<b>3,063</b>
Exchange realignment	匯兌調整	-	<b>398</b>	-	-	<b>398</b>
At 31 December 2025	於二零二五年十二月三十一日	-	<b>7,540</b>	<b>941</b>	<b>232</b>	<b>8,713</b>

# Notes to Financial Statements (Continued)

## 財務報表附註 (續)

31 December 2025 二零二五年十二月三十一日

### 26. Deferred tax (Continued)

#### Deferred tax liabilities

		Depreciation allowance in excess of related depreciation 超出相關折舊額的折舊撥備 HK\$'000 千港元
At 1 January 2024	於二零二四年一月一日	1,363
Deferred tax credited to the statement of profit or loss during the year (note 10)	年內計入損益表的遞延稅項(附註10)	(620)
At 31 December 2024 and 1 January 2025	於二零二四年十二月三十一日及二零二五年一月一日	<b>743</b>
Deferred tax credited to the statement of profit or loss during the year (note 10)	年內計入損益表的遞延稅項(附註10)	<b>(180)</b>
At 31 December 2025	於二零二五年十二月三十一日	<b>563</b>

For presentation purposes, certain deferred tax assets and liabilities have been offset in the statement of financial position. The following is an analysis of the deferred tax balances of the Group for financial reporting purposes:

為方便呈列，若干遞延稅項資產及負債已在財務狀況表中抵銷。下表為出於財務報告目的而對本集團遞延稅項結餘所作的分析：

		2025 二零二五年 HK\$'000 千港元	2024 二零二四年 HK\$'000 千港元
Net deferred tax assets recognised in the consolidated statement of financial position	於綜合財務狀況表中確認的遞延稅項資產淨額	<b>8,695</b>	5,073
Net deferred tax liabilities recognised in the consolidated statement of financial position	於綜合財務狀況表中確認的遞延稅項負債淨額	<b>(545)</b>	(564)
		<b>8,150</b>	4,509

# Notes to Financial Statements (Continued)

## 財務報表附註 (續)

31 December 2025 二零二五年十二月三十一日

### 26. Deferred tax (Continued)

The Group is liable for withholding taxes on dividends distributed by those subsidiaries established in Chinese Mainland in respect of undistributed earnings. The applicable rate is 10% for the Group.

At 31 December 2025, no deferred tax has been recognised for withholding taxes that would be payable on the unremitted earnings that are subject to withholding taxes of the Group's subsidiaries established in Chinese Mainland. In the opinion of the directors, it is not probable that these subsidiaries will distribute such earnings in the foreseeable future. The aggregate amount of temporary differences associated with these subsidiaries established in Chinese Mainland for which deferred tax liabilities have not been recognised totalled approximately HK\$90,679,000 at 31 December 2025 (2024: HK\$64,742,000).

Deferred tax assets have not been recognised in respect of the following items at applicable tax rate:

		2025 二零二五年 HK\$'000 千港元	2024 二零二四年 HK\$'000 千港元
Tax losses	稅項虧損	5,528	3,659
Others	其他	20,091	15,580
Deferred tax assets not recognised	未確認之遞延稅項資產	25,619	19,239

### 26. 遞延稅項 (續)

對於在中國內地設立的附屬公司就未分派盈利派發的股息，本集團有義務預扣稅款。本集團的適用稅率為10%。

於二零二五年十二月三十一日，本集團並無就其在中國內地設立並須預扣稅款的附屬公司的未匯出盈利所應繳的預扣稅款確認遞延稅項。董事認為，該等附屬公司於可見將來分派有關盈利的可能性不大。於二零二五年十二月三十一日與該等在中國內地設立的附屬公司有關而尚未確認遞延稅項負債的暫時差額的總額約為90,679,000港元（二零二四年：64,742,000港元）。

下列項目並未按適用稅率確認遞延稅項資產：

# Notes to Financial Statements (Continued)

## 財務報表附註 (續)

31 December 2025 二零二五年十二月三十一日

### 26. Deferred tax (Continued)

As at 31 December 2025, the Group had unrecognised tax losses arising in Macau, Malaysia and the United Kingdom of approximately HK\$161,000 (2024: HK\$588,000), HK\$28,184,000 (2024: HK\$16,937,000) and nil (2024: HK\$3,116,000) that will expire in three years, ten years and indefinitely, respectively, for offsetting against future taxable profits. Deferred tax assets have not been recognised in respect of these losses as they have arisen in subsidiaries that have been loss-making for some time and it is not considered probable that taxable profits will be available against which the above items can be utilised.

There are no income tax consequences attached to the payment of dividends by the Company to its shareholders.

### 26. 遞延稅項 (續)

於二零二五年十二月三十一日，本集團於澳門、馬來西亞及英國產生約161,000港元（二零二四年：588,000港元）、28,184,000港元（二零二四年：16,937,000港元）及零港元（二零二四年：3,116,000）之未確認稅項虧損，其可用作抵銷未來應課稅溢利並將分別於三年、十年及無限期屆滿。由於該等虧損產生自己虧損一段時間的附屬公司，且被認為不大可能有應課稅溢利可供抵銷上述虧損，故並無就該等虧損確認遞延稅項資產。

本公司向其股東派付股息不會產生所得稅後果。

### 27. Share capital

### 27. 股本

	2025 二零二五年 HK\$'000 千港元	2024 二零二四年 HK\$'000 千港元
Authorised:		
10,000,000,000 (2024: 10,000,000,000) ordinary shares of HK\$0.01 each		
法定：		
10,000,000,000股 (二零二四年： 10,000,000,000股) 每股面值0.01港元的 普通股	<b>100,000</b>	100,000
Issued and fully paid:		
500,000,000 (2024: 500,000,000) ordinary shares of HK\$0.01 each		
已發行及繳足：		
500,000,000股 (二零二四年： 500,000,000股) 每股面值0.01港元的 普通股	<b>5,000</b>	5,000

# Notes to Financial Statements (Continued)

## 財務報表附註 (續)

31 December 2025 二零二五年十二月三十一日

### 28. Reserves

The amounts of the Group's reserves and the movements therein for the current and prior years are presented in the consolidated statement of changes in equity on pages 100 to 101 of the financial statements.

#### (a) Share premium

The share premium represents the difference between the par value of the shares issued and the deemed consideration for the reorganisation, capitalisation issue and share offer in prior years, less the distribution of interim and final dividends paid.

#### (b) Merger reserve

The balance of the merger reserve represents the following:

- (i) the difference between the paid-up share capital of the subsidiaries acquired under common control and the consideration payable for acquisitions; and
- (ii) the difference between the aggregate of the paid-up share capital of the subsidiaries acquired and the nominal value of the share capital of the Company issued in exchange therefor pursuant to the reorganisation in prior years.

#### (c) Capital reserve

The capital reserve represents the contribution from an intermediate holding company with respect to the consideration for the acquisition of a subsidiary in prior years.

### 28. 儲備

本集團於本年度及過往年度之儲備金額及其變動乃於財務報表第100至101頁之綜合權益變動表內呈列。

#### (a) 股份溢價

股份溢價指已發行股份面值與重組、資本化發行及過往年度的股份發售的視作代價之間的差額，減已付中期及末期股息。

#### (b) 合併儲備

合併儲備結餘指：

- (i) 共同控制下所收購附屬公司的繳足股本與就收購事項應付代價之間的差額；及
- (ii) 所收購附屬公司的繳足股本總數與本公司根據過往年度的重組就此交換的已發行股本的賬面值之間的差額。

#### (c) 資本儲備

資本儲備指於過往年度一間中間控股公司就收購一間附屬公司的代價的出資。

# Notes to Financial Statements (Continued)

## 財務報表附註 (續)

31 December 2025 二零二五年十二月三十一日

### 28. Reserves (Continued)

#### (d) Statutory reserve

In accordance with PRC regulations, subsidiaries and joint ventures in the PRC are required to transfer part of their profit after income tax to the enterprise expansion and reserve funds. The quantum of transfers are subject to the approval of the board of directors of these subsidiaries and joint ventures in accordance with their respective articles of association. The funds are required to be retained in the financial statements of the respective subsidiaries and joint ventures for specific purpose.

#### (e) Exchange reserve

The exchange reserve comprise all foreign exchange differences arising from the translation of the financial statements of foreign operations.

### 29. Notes to the consolidated statement of cash flows

#### (a) Major non-cash transactions

- (i) During 2024, the Group received properties as further detailed in note 20 to the financial statements from a customer at a total consideration of HK\$55,698,000 for the settlement of trade receivables from this customer and the consideration was settled through a non-cash arrangement by offsetting the Group's outstanding trade receivables of the same amount due from this customer.
- (ii) During 2025, the Group disposed a property to a creditor at a consideration of HK\$2,399,000 for the settlement of trade payables to this creditor and the consideration are settled through non-cash arrangement by offsetting the Group's outstanding trade payables of the same amount due to this creditor.

### 28. 儲備 (續)

#### (d) 法定儲備

根據中國相關法規，於中國之附屬公司及合營企業須將其除所得稅後溢利之一部分轉撥至企業發展及儲備基金。轉撥金額須由該等附屬公司及合營企業之董事會按其各自之組織章程批准。該等資金須於各附屬公司及合營企業之財務報表中保留作特定用途。

#### (e) 匯兌儲備

匯兌儲備包括換算境外業務之財務報表所產生之所有匯兌差額。

### 29. 綜合現金流量表附註

#### (a) 主要非現金交易

- (i) 於二零二四年，本集團以總代價55,698,000港元向一名客戶收取物業（詳情載於財務報表附註20），作為應收該客戶之應收貿易款項之結算，代價乃以非現金安排結算，即抵銷本集團應收該客戶相同金額之未償還應收貿易款項結算。
- (ii) 於二零二五年，本集團以代價2,399,000港元向一名債權人出售一項物業，以結算應付該債權人之應付貿易款項，代價乃以非現金安排結算，即抵銷本集團應付該債權人相同金額之應付貿易款項結算。

# Notes to Financial Statements (Continued)

## 財務報表附註 (續)

31 December 2025 二零二五年十二月三十一日

### 29. Notes to the consolidated statement of cash flows (Continued)

#### (b) Changes in liabilities arising from financing activities

#### (b) 融資活動所產生的負債變動

		Loans from intermediate holding companies 來自中間控股 公司的貸款 HK\$'000 千港元	Interest- bearing bank borrowings 計息銀行借款 HK\$'000 千港元	Lease liabilities 租賃負債 HK\$'000 千港元
At 1 January 2024	於二零二四年一月一日	274,143	415,583	37,899
New loans from intermediate holding companies	來自中間控股公司的新貸款	60,548	-	-
Repayment of loans from intermediate holding companies	償還來自中間控股公司的貸款	(254,721)	-	-
New bank borrowings	新造銀行借款	-	2,368,827	-
Repayment of bank borrowings	償還銀行借款	-	(2,247,984)	-
Principal portion of lease payments	租賃付款的本金部分	-	-	(21,192)
New leases	新租賃	-	-	8,032
Modification of leases	租賃修改	-	-	25,277
Interest expenses	利息開支	2,539	38,449	2,450
Interest paid	已付利息	(2,539)	(38,449)	(2,450)
Exchange realignment	匯兌調整	551	(2,262)	(17)
At 31 December 2024 and 1 January 2025	於二零二四年十二月三十一日及二零二五年一月一日	<b>80,521</b>	<b>534,164</b>	<b>49,999</b>
Repayment of loans from intermediate holding companies	償還來自中間控股公司的貸款	<b>(59,033)</b>	-	-
New bank borrowings	新造銀行借款	-	<b>2,788,071</b>	-
Repayment of bank borrowings	償還銀行借款	-	<b>(2,694,231)</b>	-
Principal portion of lease payments	租賃付款的本金部分	-	-	<b>(18,165)</b>
New leases	新租賃	-	-	<b>6,520</b>
Early termination of leases	提早終止租賃	-	-	<b>(346)</b>
Interest expenses	利息開支	<b>1,066</b>	<b>34,909</b>	<b>2,763</b>
Interest paid	已付利息	<b>(1,066)</b>	<b>(34,909)</b>	<b>(2,763)</b>
Exchange realignment	匯兌調整	<b>428</b>	<b>3,393</b>	<b>194</b>
At 31 December 2025	於二零二五年十二月三十一日	<b>21,916</b>	<b>631,397</b>	<b>38,202</b>

# Notes to Financial Statements (Continued)

## 財務報表附註 (續)

31 December 2025 二零二五年十二月三十一日

### 29. Notes to the consolidated statement of cash flows (Continued)

#### (c) Total cash outflow for leases

The total cash outflow for leases included in the statement of cash flows is as follows:

		2025 二零二五年 HK\$'000 千港元	2024 二零二四年 HK\$'000 千港元
Within operating activities	於經營活動內	126,739	70,922
Within financing activities	於融資活動內	20,928	23,642
Total	總計	147,667	94,564

### 30. Pledge of assets

Details of the Group's assets pledged for certain of the Group's interest-bearing bank borrowings are included in note 25 to the financial statements.

### 31. Contingent liabilities

(a) As at 31 December 2025, performance bonds of approximately HK\$2,055,442,000 (2024: HK\$2,092,311,000) were given by banks in favour of the Group's customers as security for the due performance and observance of the Group's obligation under the contracts entered into between the Group and their customers. If the Group fails to provide satisfactory performance to their customers to whom performance bonds have been given, such customers may demand the banks to pay to them the sum or sums stipulated in such demand. The Group will then become liable to compensate such banks accordingly. The performance bonds will be released upon completion of the contract work.

At the end of the Reporting Period, the directors do not consider it is probable that such claim will be made against the Group.

### 29. 綜合現金流量表附註 (續)

#### (c) 租賃現金流出總額

計入現金流量報表之租賃現金流出總額如下：

### 30. 資產質押

就本集團若干計息銀行借款所質押之本集團資產詳情載於財務報表附註25。

### 31. 或然負債

(a) 於二零二五年十二月三十一日，銀行已發出以本集團客戶為受益人的履約保證，金額約為2,055,442,000港元（二零二四年：2,092,311,000港元），作為本集團妥善履行及遵守本集團與其客戶之間訂立的合約項下的義務的擔保。倘本集團對獲提供履約保證的客戶的履約未能令彼等滿意，有關客戶可要求銀行支付彼等所要求的金額。屆時本集團將須向有關銀行作出相應賠償。履約保證於合約工程完成時將予解除。

於報告期末，董事認為本集團不會被索賠。

# Notes to Financial Statements (Continued)

## 財務報表附註 (續)

31 December 2025 二零二五年十二月三十一日

### 31. Contingent liabilities (Continued)

- (b) In the ordinary course of the Group's construction business, the Group has been subject to a number of claims due to personal injuries suffered by employees of the Group or of the Group's subcontractors in accidents arising out of and in the course of their employment. At the end of the Reporting Period, the directors are of the opinion that such claims are well covered by insurance and would not result in any material adverse impact on the financial position or results and operations of the Group.
- (c) The Company has provided guarantees to the extent of approximately HK\$3,415,000,000 (2024: approximately HK\$3,476,342,000) to banks for facilities granted to subsidiaries, of which approximately HK\$1,040,570,000 (2024: approximately HK\$1,637,961,000) has been utilised.
- (d) As at 31 December 2024, a bank facility with a performance bond facility of HK\$11,342,000 utilised is subject to certain financial covenants which the Group breached. The performance bond was released upon the completion of the contract works before the financial statements were authorised for issue.

### 32. Commitments

The Group had the following contractual commitments at the end of each Reporting Period:

		2025 二零二五年 HK\$'000 千港元	2024 二零二四年 HK\$'000 千港元
Contracted, but not provided for:	已訂約但未撥備：		
Furniture and equipment	傢俬及設備	118,441	—
Plant and Machinery	廠房及機器	22,593	—
Computers	電腦	853	1,243
<b>Total</b>	<b>總計</b>	<b>141,887</b>	<b>1,243</b>

### 31. 或然負債 (續)

- (b) 在本集團的一般建築業務過程中，本集團基於本集團或本集團分包商的僱員因受僱所引致及在受僱期間發生的意外造成人身傷害而面臨多項索賠。於報告期間末，董事認為，該等索賠屬於保險的承保範圍，不會對本集團的財務狀況或業績及營運構成任何重大不利影響。
- (c) 本公司就附屬公司所獲融資向銀行提供擔保約3,415,000,000港元（二零二四年：約3,476,342,000港元），其中已動用約1,040,570,000港元（二零二四年：約1,637,961,000港元）。
- (d) 於二零二四年十二月三十一日，已動用11,342,000港元的履約保證銀行融資受若干財務契諾規限，而本集團違反了該等契諾。履約保證已於財務報表獲授權刊發前合約工程完成時解除。

### 32. 承擔

於各報告期末，本集團有下列合約承擔：

# Notes to Financial Statements (Continued)

## 財務報表附註 (續)

31 December 2025 二零二五年十二月三十一日

### 33. Related party transactions

- (a) In addition to the transactions detailed elsewhere in these financial statements, the Group had the following transactions with related parties during the year:

### 33. 關聯方交易

- (a) 除該等財務報表其他處所詳述的交易以外，於本年度，本集團與關聯方進行以下交易：

			2025	2024
			二零二五年	二零二四年
		Notes	HK\$'000	HK\$'000
		附註	千港元	千港元
<b>Intermediate holding companies</b>		<b>中間控股公司</b>		
Consultancy service fee	諮詢服務費	(i)	<b>330</b>	563
Interest expenses	利息開支	(ii)	<b>1,066</b>	2,539
Expenses recharged, net	轉收開支淨額	(iii)	<b>913</b>	2,569
<b>Fellow subsidiaries</b>		<b>同系附屬公司</b>		
Expenses recharged	轉收開支	(iii)	<b>10,860</b>	1,234
Purchase of materials and equipment	採購材料及設備	(iv)	<b>15,210</b>	7,905
Subcontracting service fee	分包服務費	(v)	<b>5,081</b>	9,184
Construction service income	建築服務收入	(v)	<b>212</b>	6,018
Management fee expenses	管理費開支	(vi)	-	408
Sewage operation and maintenance income	污水運維收入	(vii)	<b>9,365</b>	9,327

# Notes to Financial Statements (Continued)

## 財務報表附註 (續)

31 December 2025 二零二五年十二月三十一日

### 33. Related party transactions (Continued)

- (a) In addition to the transactions detailed elsewhere in these financial statements, the Group had the following transactions with related parties during the year: (Continued)

Notes:

- (i) The consultancy service fee was charged in accordance with the terms of the agreements entered into between the Group and an intermediate holding company.
- (ii) The interest expenses to intermediate holding companies were charged at interest rates ranging from 2.5%-5% (2024: HIBOR plus 1.4%-1.6% and 5%) per annum on the loans from intermediate holding companies.
- (iii) The expenses paid on behalf of the Group by intermediate holding companies and fellow subsidiaries consisted of staff costs and other administrative expenses. All administrative expenses were determined based on actual costs incurred.
- (iv) The purchase of materials and equipment were charged according to the prices and conditions as mutually agreed between the parties.
- (v) The subcontracting service fee and construction service income were charged in accordance with the terms of the agreements entered into between the parties.
- (vi) The management fee to a fellow subsidiary were charged according to the prices and conditions as mutually agreed between the parties.
- (vii) The sewage operation and maintenance income from fellow subsidiaries were charged according to the prices and conditions as mutually agreed between the parties.

### 33. 關聯方交易 (續)

- (a) 除該等財務報表其他處所詳述的交易以外，於本年度，本集團與關聯方進行以下交易：(續)

附註：

- (i) 諮詢服務費乃根據本集團與一間中間控股公司所訂立協議的條款收取。
- (ii) 支付予中間控股公司的利息開支乃就來自中間控股公司的貸款按年利率2.5%至5% (二零二四年：香港銀行同業拆息加年利率1.4%至1.6%及5%) 收取。
- (iii) 中間控股公司及同系附屬公司代本集團支付的開支包括員工成本及其他行政開支。所有行政開支均按已產生的實際成本釐定。
- (iv) 材料及設備的採購乃根據訂約各方相互協定的價格及條件收取。
- (v) 分包服務費及建築服務收入乃根據訂約各方訂立的協議條款收取。
- (vi) 支付予一間同系附屬公司的管理費乃根據訂約各方相互協定的價格及條件收取。
- (vii) 自同系附屬公司收取的污水運維收入乃根據訂約各方相互協定的價格及條件收取。

# Notes to Financial Statements (Continued)

## 財務報表附註 (續)

31 December 2025 二零二五年十二月三十一日

### 32. Related party transactions (Continued)

(b) Outstanding balances with related parties:

### 33. 關聯方交易 (續)

(b) 與關聯方的未償還結餘：

			2025 二零二五年 HK\$'000 千港元	2024 二零二四年 HK\$'000 千港元
		Notes 附註		
Amounts due from intermediate holding companies	應收中間控股公司款項	(i)	<b>1,222</b>	6,322
Amounts due from fellow subsidiaries	應收同系附屬公司款項	(i)	<b>36,608</b>	43,276
Amount due to an intermediate holding company	應付一間中間控股公司款項	(i)	<b>3,077</b>	3,001
Amount due to the immediate holding company	應付直接控股公司款項	(i)	–	11,000
Amounts due to fellow subsidiaries	應付同系附屬公司款項	(i)	<b>11,019</b>	12,613
Loans from intermediate holding companies	來自中間控股公司的貸款	(ii)	<b>21,916</b>	80,521

# Notes to Financial Statements (Continued)

## 財務報表附註 (續)

31 December 2025 二零二五年十二月三十一日

### 33. Related party transactions (Continued)

#### (b) Outstanding balances with related parties: (Continued)

Notes:

- (i) The balances with intermediate holding companies, the immediate holding company and fellow subsidiaries are unsecured, interest-free and repayable on demand.
- (ii) The terms of the loans from intermediate holding companies were as follows:
  - As at 31 December 2024, the loans from intermediate holding companies of approximately HK\$60,548,000 were unsecured, interest-bearing at HIBOR plus 5% per annum and repayable on 6 January 2025.
  - The loan from an intermediate holding company of approximately HK\$21,916,000 (2024: HK\$19,973,000) is unsecured, interest-free and repayable subject to the terms and repayment conditions set out in the deed of assignment and settlement for the acquisition of a subsidiary under common control in the prior years.

#### (c) Compensation of key management personnel of the Group

The compensation of key management personnel of the Group for the year represented the directors' emoluments as disclosed in note 8 to the financial statements.

### 33. 關聯方交易 (續)

#### (b) 與關聯方的未償還結餘：(續)

附註：

- (i) 與中間控股公司、直接控股公司及同系附屬公司的結餘為無抵押、免息及須按要求償還。
- (ii) 來自中間控股公司的貸款的條款如下：
  - 於二零二四年十二月三十一日，來自中間控股公司的貸款約60,548,000港元為無抵押、按香港銀行同業拆息加年利率5%計息且須於二零二五年一月六日償還。
  - 來自一間中間控股公司的貸款約21,916,000港元（二零二四年：19,973,000港元）為無抵押、免息且須根據於過往年度收購一間受共同控制的附屬公司的轉讓及結算契約所載的條款及償還條件作出還款。

#### (c) 本集團主要管理人員薪酬

本集團於本年度的主要管理人員薪酬指董事酬金，披露於財務報表附註8。

# Notes to Financial Statements (Continued)

## 財務報表附註 (續)

31 December 2025 二零二五年十二月三十一日

### 34. Financial instruments by category

The carrying amounts of each of the categories of financial instruments as at the end of the Reporting Period are as follows:

#### Financial assets

		Financial assets at amortised cost 按攤銷成本計量的金融資產	
		2025 二零二五年 HK\$'000 千港元	2024 二零二四年 HK\$'000 千港元
Trade receivables	應收貿易款項	549,572	775,887
Financial assets included in prepayments, deposits and other receivables	計入預付款項、按金及其他 應收款項的金融資產	65,542	66,514
Amounts due from intermediate holding companies	應收中間控股公司款項	1,222	6,322
Amounts due from fellow subsidiaries	應收同系附屬公司款項	36,608	43,276
Cash and cash equivalents	現金及現金等價物	211,560	330,799
<b>Total</b>	<b>總計</b>	<b>864,504</b>	<b>1,222,798</b>

### 34. 按類別劃分之金融工具

於報告期末，各類別金融工具之賬面值如下：

#### 金融資產

#### Financial liabilities

		Financial liabilities at amortised cost 按攤銷成本計量的金融負債	
		2025 二零二五年 HK\$'000 千港元	2024 二零二四年 HK\$'000 千港元
Trade and retention payables	應付貿易及保留金款項	2,164,070	1,920,405
Financial liabilities included in other payables and accruals	計入其他應付款項及應計費 用的金融負債	1,464,314	869,322
Interest-bearing bank borrowings	計息銀行借款	631,397	534,164
Amount due to an intermediate holding company	應付一間中間控股公司款項	3,077	3,001
Amount due to the immediate holding company	應付直接控股公司款項	-	11,000
Amounts due to fellow subsidiaries	應付同系附屬公司款項	11,019	12,613
Loans from intermediate holding companies	來自中間控股公司的貸款	21,916	80,521
Lease liabilities	租賃負債	38,202	49,999
<b>Total</b>	<b>總計</b>	<b>4,333,995</b>	<b>3,481,025</b>

#### 金融負債

# Notes to Financial Statements (Continued)

## 財務報表附註 (續)

31 December 2025 二零二五年十二月三十一日

### 35. Fair value of financial instruments

Management consider that the carrying amounts of financial assets and financial liabilities recorded at amortised cost in the consolidated financial statement approximate their fair values.

### 36. Financial risk management objectives and policies

The Group's principal financial instruments comprise interest-bearing bank borrowings, loans from intermediate holding companies and cash and cash equivalents. The main purpose of these financial instruments is to raise finance for the Group's operations. The Group has various other financial assets and liabilities such as receivables and contract assets under service concession arrangements, trade receivables and trade and retention payables, which arise directly from its operations.

The main risks arising from the Group's financial instruments are interest rate risk, foreign currency risk, credit risk and liquidity risk. The board of directors reviews and agrees policies for managing each of these risks and they are summarised below.

#### Interest rate risk

The Group's exposure to the risk of changes in market interest rates relates primarily to the Group's long term debt obligations with a floating interest rate.

The following sensitivity analysis has been determined assuming that change in interest rates had occurred at the year end date and had been applied to the exposure to interest rates for financial instruments in existence at that date. A 1% increase or decrease is used when reporting interest rate risk internally to key management personnel and represents management's assessment of the reasonable possible change in interest rates.

### 35. 金融工具的公平值

管理層認為，於綜合財務報表中按攤銷成本列賬之金融資產及金融負債之賬面值與其公平值相若。

### 36. 金融風險管理目標及政策

本集團的主要金融工具包括計息銀行借款、來自一間中間控股公司的貸款以及現金及現金等價物。該等金融工具的主要目的是為本集團的營運籌集資金。本集團亦有其他各種金融資產及負債，例如服務特許權安排下的應收款項及合約資產、應收貿易款項以及應付貿易及保留金款項，均直接產生自本集團的營運。

本集團金融工具所產生的主要風險為利率風險、外匯風險、信貸風險及流動資金風險。董事會檢討及協定管理各項有關風險的政策，概述如下。

#### 利率風險

本集團面臨的市場利率變動風險主要與本集團按浮動利率計息的長期債務負債有關。

以下敏感度分析乃假設利率變動於年結日發生而釐定，並已針對於該日已存在的金融工具的利率風險而應用。在向主要管理人員內部呈報利率風險時，採用了按利率增加或下跌1%的假設，此代表管理層就利率的合理可能變動作出的評估。

# Notes to Financial Statements (Continued)

## 財務報表附註 (續)

31 December 2025 二零二五年十二月三十一日

### 36. Financial risk management objectives and policies (Continued)

#### Interest rate risk (Continued)

If interest rates had been 1% higher/lower and all other variables were held constant, the Group's profit for the year ended 31 December 2025 would decrease/increase and the retained profits as of 31 December 2025 would decrease/increase by HK\$4,309,000 (2024: HK\$4,064,000). This is mainly attributed to the Group's exposure to interest rates on its variable rate borrowings.

#### Foreign currency risk

The Group has transactional currency exposures. These exposures arise from cash and cash equivalents, interest-bearing bank borrowings, amounts due from intermediate holding companies and fellow subsidiaries denominated in currencies other than the functional currency of the entity to which they relate. The Group currently has no particular hedging vehicles to hedge its exposure to foreign exchange risk. It is the Group's policy to monitor foreign exchange exposure and to make use of appropriate hedging measures when required.

The following tables demonstrate the sensitivity at the end of the Reporting Period to reasonably possible changes in the Renminbi, with all other variables held constant, of the Group's profit after tax (due to changes in the fair value of monetary assets and liabilities).

### 36. 金融風險管理目標及政策 (續)

#### 利率風險 (續)

倘利率增加／下跌1%，而所有其他變量保持不變，本集團截至二零二五年十二月三十一日止年度的溢利及於二零二五年十二月三十一日的保留溢利將減少／增加4,309,000港元（二零二四年：4,064,000港元）。此乃主要源於本集團就其浮息借款所面對的利率影響。

#### 外匯風險

本集團存在交易貨幣風險。該等風險來自以關聯主體功能貨幣以外的貨幣標價的現金及現金等價物、計息銀行借款及應收中間控股公司及同系附屬公司款項。本集團現時並無特定對沖工具對沖外幣風險。本集團的政策是監察外匯風險，於必要時採取適當的對沖措施。

下表列示於報告期間末，在所有其他變量維持不變的情況下，本集團除稅後溢利之人民幣（由於貨幣資產及負債的公平值變動）出現合理可能變動的敏感度分析。

# Notes to Financial Statements (Continued)

## 財務報表附註 (續)

31 December 2025 二零二五年十二月三十一日

### 36. Financial risk management objectives and policies (Continued)

#### Foreign currency risk (Continued)

		Increase/ (decrease) in exchange rate 匯率上升/ (下跌) %	Increase/ (decrease) in profit after tax 除稅後溢利 增加/(減少) HK\$'000 千港元
<b>2025</b>	<b>二零二五年</b>		
If Hong Kong dollar weakens against RMB	倘港元兌人民幣貶值	5	(5,294)
If Hong Kong dollar strengthens against RMB	倘港元兌人民幣升值	(5)	5,294
<b>2024</b>	<b>二零二四年</b>		
If Hong Kong dollar weakens against RMB	倘港元兌人民幣貶值	5	(5,736)
If Hong Kong dollar strengthens against RMB	倘港元兌人民幣升值	(5)	5,736

#### Credit risk

The Group trades only with recognised and creditworthy third parties. It is the Group's policy that only well-established customers will be considered for open account terms and the approval of credit terms is subject to stringent credit check procedures. In addition, trade receivables balances are monitored on an ongoing basis. The Group's credit risk is primarily attributable to trade receivables and contract assets. The Group's exposure to credit risk arising from cash and cash equivalents is limited because the counterparties are banks for which the Group considers to have low credit risk.

### 36. 金融風險管理目標及政策 (續)

#### 外匯風險 (續)

#### 信貸風險

本集團僅與獲認可及信譽良好的第三方進行交易。本集團的政策為只考慮為基礎良好的客戶開立賒銷賬戶，及信貸條款審批實行嚴格的信貸審核程序。此外，本集團持續監察應收貿易款項結餘。本集團之信貸風險主要來自應收貿易款項及合約資產。本集團現金及現金等價物的信貸風險承擔有限，原因為其交易對手為本集團認為信貸風險較低之銀行。

# Notes to Financial Statements (Continued)

## 財務報表附註 (續)

31 December 2025 二零二五年十二月三十一日

### 36. Financial risk management objectives and policies (Continued)

#### Credit risk (Continued)

The credit risk of the Group's financial assets arises from default of the counterparties, with a maximum exposure equal to the carrying amounts of these instruments.

Since the Group trades only with recognised and creditworthy third parties, there is no requirement for collateral. The Group had certain concentrations of credit risk as the trade receivables and contract assets in terms of the following percentages were due from the Group's largest external customer and the Group's five largest external customers out of the Group's total trade receivables and contract assets:

	2025 二零二五年 %	2024 二零二四年 %
Due from the Group's largest external customer 應收本集團最大外部客戶款項	<b>20</b>	14
Due from the Group's five largest external customers 應收本集團五大外部客戶款項	<b>32</b>	36

The Group measures loss allowances for trade receivables and contract assets at an amount equal to lifetime ECLs, which is mainly calculated using a provision matrix. The Group segments its trade receivables and contract assets based on geographic regions, due to different loss patterns experienced in the different region.

Further quantitative data in respect of the Group's exposure to credit risk arising from contract assets and trade receivables are disclosed in notes 17 and 18 to the financial statements.

### 36. 金融風險管理目標及政策 (續)

#### 信貸風險 (續)

本集團金融資產的信貸風險來自對手方違約，最大風險承擔等於該等工具的賬面值。

由於本集團僅與獲認可及信譽良好的第三方進行交易，因此毋須提供抵押物。下表所示為應收本集團最大外部客戶及本集團五大外部客戶應收貿易款項及合約資產佔本集團應收貿易款項及合約資產總額的百分比，因此本集團面臨若干信貸集中風險：

本集團按相當於全期預期信貸虧損之金額計量應收貿易款項及合約資產之虧損撥備，有關金額主要透過撥備矩陣計算。本集團按地理區域劃分其應收貿易款項及合約資產，原因為不同地區之虧損模式有所分別。

有關本集團承受來自合約資產及應收貿易款項信貸風險的進一步定量數據披露於財務報表附註17及18。

# Notes to Financial Statements (Continued)

## 財務報表附註 (續)

31 December 2025 二零二五年十二月三十一日

### 36. Financial risk management objectives and policies (Continued)

#### Liquidity risk

The Group monitors its risk to a shortage of funds using a recurring liquidity planning tool. This tool considers the maturity of both its financial instruments and financial assets and projected cash flows from operations.

The Group's objective is to maintain a balance between continuity of funding and flexibility through the use of funds generated from operations.

The maturity profile of the Group's financial liabilities as at the end of the Reporting Period, based on the contractual undiscounted payments, is as follows:

#### As at 31 December 2025

		Within 1 year or on demand 少於一年或 按要求 HK\$'000 千港元	More than 1 year but less than 5 years 一年以上 但少於五年 HK\$'000 千港元	More than 5 years 五年以上 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Trade and retention payables	應付貿易及保留金款項	1,731,778	461,645	-	2,193,423
Financial liabilities included in other payables and accruals	計入其他應付款項及應計費用的金融負債	1,464,315	-	-	1,464,315
Interest-bearing bank borrowings	計息銀行借款	382,289	177,832	121,501	681,622
Amounts due to intermediate holding companies	應付中間控股公司款項	3,077	-	-	3,077
Amounts due to fellow subsidiaries	應付同系附屬公司款項	11,019	-	-	11,019
Loans from intermediate holding companies	來自中間控股公司的貸款	21,916	-	-	21,916
Lease liabilities	租賃負債	17,837	23,320	-	41,157
Total	總計	3,632,231	662,797	121,501	4,416,529

### 36. 金融風險管理目標及政策 (續)

#### 流動資金風險

本集團通過使用循環的流動性計劃工具來監察資金短缺風險。該工具考慮了金融工具及金融資產的到期日和經營現金流量預測。

本集團的目標是通過使用經營所得資金來保持資金的持續性與靈活性的平衡。

於報告期末，本集團金融負債基於合約未貼現付款的到期情況如下：

#### 於二零二五年十二月三十一日

# Notes to Financial Statements (Continued)

## 財務報表附註 (續)

31 December 2025 二零二五年十二月三十一日

### 36. Financial risk management objectives and policies (Continued)

#### Liquidity risk (Continued)

As at 31 December 2024

		Within 1 year or on demand 少於一年或 按要求 HK\$'000 千港元	More than 1 year but less than 5 years 一年以上 但少於五年 HK\$'000 千港元	More than 5 years 五年以上 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Trade and retention payables	應付貿易及保留金款項	1,549,589	392,739	–	1,942,328
Financial liabilities included in other payables and accruals	計入其他應付款項及應計費用的金融負債	869,322	–	–	869,322
Interest-bearing bank borrowings	計息銀行借款	318,011	114,655	145,742	578,408
Amounts due to intermediate holding companies	應付中間控股公司款項	3,001	–	–	3,001
Amount due to the immediate holding company	應付直接控股公司款項	11,000	–	–	11,000
Amounts due to fellow subsidiaries	應付同系附屬公司款項	12,613	–	–	12,613
Loans from intermediate holding companies	來自中間控股公司的貸款	80,521	–	–	80,521
Lease liabilities	租賃負債	17,105	34,723	–	51,828
<b>Total</b>	<b>總計</b>	<b>2,861,162</b>	<b>542,117</b>	<b>145,742</b>	<b>3,549,021</b>

### 36. 金融風險管理目標及政策 (續)

#### 流動資金風險 (續)

於二零二四年十二月三十一日

# Notes to Financial Statements (Continued)

## 財務報表附註 (續)

31 December 2025 二零二五年十二月三十一日

### 36. Financial risk management objectives and policies (Continued)

#### Capital management

The primary objectives of the Group's capital management are to safeguard the Group's ability to continue as a going concern and to maintain healthy capital ratios in order to support its business and maximise shareholders' value.

The Group manages its capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. To maintain or adjust the capital structure, the Group may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. The Group is not subject to any externally imposed capital requirements. No changes were made in the objectives, policies or processes for managing capital during the years ended 31 December 2025 and 2024.

The Group monitors capital using a gearing ratio, which is net debt divided by the equity attributable to the equity holders of the Company plus net debt. Net debt includes interest-bearing bank borrowings and loans from intermediate holding companies, less cash and cash equivalents. Capital represents equity attributable to equity holders of the Company. The gearing ratios as at the end of the Reporting Periods were as follows:

		2025 二零二五年 HK\$'000 千港元	2024 二零二四年 HK\$'000 千港元
Interest-bearing bank borrowings	計息銀行借款	<b>631,397</b>	534,164
Loans from intermediate holding companies	來自一間中間控股公司的 貸款	<b>21,916</b>	80,521
Less: Cash and cash equivalents	減：現金及現金等價物	<b>(211,560)</b>	(330,799)
Net debt	債務淨額	<b>441,753</b>	283,886
Equity attributable to equity holders of the Company	本公司權益持有人應佔權益	<b>721,323</b>	655,685
Capital and net debt	資本及債務淨額	<b>1,163,076</b>	939,571
Gearing ratio	資產負債比率	<b>38%</b>	30%

### 36. 金融風險管理目標及政策 (續)

#### 資本管理

本集團資本管理的主要目的是保障本集團能夠持續經營，並維持穩健的資本比率以支持其業務及最大化股東之價值。

本集團管理其資本結構，並就經濟情況變動及相關資產風險特徵作出調整。為維持或調整資本結構，本集團可能調整向股東派付的股息、向股東退還資本或發行新股份。本集團毋須遵守任何外部強加資本規定。於截至二零二五年及二零二四年十二月三十一日止年度，本集團並無對管理資本的目的、政策或流程作出任何變動。

本集團採用資產負債比率監控資本，有關比率乃以債務淨額除以本公司權益持有人應佔權益加債務淨額計算得出。債務淨額包括計息銀行借款及來自中間控股公司的貸款，減現金及現金等價物。資本指本公司權益持有人應佔權益。於報告期末之資產負債比率載列如下：

# Notes to Financial Statements (Continued)

## 財務報表附註 (續)

31 December 2025 二零二五年十二月三十一日

### 37. Statement of financial position of the Company

Information about the statement of financial position of the Company at the end of the Reporting Period is as follows:

### 37. 本公司財務狀況表

有關於報告期末本公司財務狀況表之資料如下：

		2025 二零二五年 HK\$'000 千港元	2024 二零二四年 HK\$'000 千港元
<b>Non-current assets</b>	<b>非流動資產</b>		
Investments in subsidiaries	於附屬公司的投資	592,034	592,034
Interest in a joint venture	於一間合營企業的權益	49,446	-
Loan to a subsidiary	給予一間附屬公司的貸款	167,000	-
<b>Total non-current assets</b>	<b>非流動資產總值</b>	<b>808,480</b>	592,034
<b>Current assets</b>	<b>流動資產</b>		
Prepayments	預付款項	4,380	1,375
Amount due from the immediate holding company	應收直接控股公司款項	4	-
Amounts due from subsidiaries	應收附屬公司款項	718,980	585,623
Loan to a subsidiary	給予一間附屬公司的貸款	-	40,000
Tax recoverable	可收回稅項	678	-
Cash and cash equivalents	現金及現金等價物	16,956	19,422
<b>Total current assets</b>	<b>流動資產總值</b>	<b>740,998</b>	646,420
<b>Current liabilities</b>	<b>流動負債</b>		
Other payables and accruals	其他應付款項及應計費用	946	1,988
Interest-bearing bank borrowings	計息銀行借款	363,383	302,959
Amount due to an intermediate holding company	應付一間中間控股公司款項	18	-
Amount due to the immediate holding company	應付直接控股公司款項	-	11,000
Amounts due to fellow subsidiaries	應付同系附屬公司款項	542	-
Amounts due to subsidiaries	應付附屬公司款項	727,931	405,929
Loan from an intermediate holding company	來自一間中間控股公司的貸款	-	60,548
Tax payable	應付稅項	-	284
<b>Total current liabilities</b>	<b>流動負債總額</b>	<b>1,092,820</b>	782,708
<b>Net current liabilities</b>	<b>流動負債淨值</b>	<b>(351,822)</b>	(136,288)
<b>Total assets less current liabilities</b>	<b>總資產減流動負債</b>	<b>456,658</b>	455,746
<b>Non-current liabilities</b>	<b>非流動負債</b>		
Interest-bearing bank borrowings	計息銀行借款	92,829	103,670
<b>Net assets</b>	<b>淨資產</b>	<b>363,829</b>	352,076
<b>Equity</b>	<b>權益</b>		
Share capital	股本	5,000	5,000
Reserves (note)	儲備(附註)	358,829	347,076
<b>Total equity</b>	<b>權益總額</b>	<b>363,829</b>	352,076

# Notes to Financial Statements (Continued)

## 財務報表附註 (續)

31 December 2025 二零二五年十二月三十一日

### 37. Statement of financial position of the Company (Continued)

Note:

A summary of the Company's reserves is as follows:

		Share premium 股份溢價 HK\$'000 千港元	Accumulated losses 累計虧損 HK\$'000 千港元	Total 總計 HK\$'000 千港元
At 1 January 2024	於二零二四年一月一日	400,257	(30,914)	369,343
Loss for the year and total comprehensive income for the year	年內虧損及年內全面收益總額	-	(5,767)	(5,767)
Final 2023 dividend	二零二三年末期股息	(9,000)	-	(9,000)
Interim 2024 dividend	二零二四年中期股息	(7,500)	-	(7,500)
At 31 December 2024 and 1 January 2025	於二零二四年十二月三十一日及二零二五年一月一日	<b>383,757</b>	<b>(36,681)</b>	<b>347,076</b>
Profit for the year and total comprehensive income for the year	年內溢利及年內全面收益總額	-	<b>20,753</b>	<b>20,753</b>
Final 2024 dividend	二零二四年末期股息	<b>(9,000)</b>	-	<b>(9,000)</b>
At 31 December 2025	於二零二五年十二月三十一日	<b>374,757</b>	<b>(15,928)</b>	<b>358,829</b>

### 38. Approval of the financial statements

The financial statements were approved and authorised for issue by the board of directors on 26 March 2026.

### 39. Comparative figures

Certain comparative figures have been adjusted to conform to current year's presentation and to provide comparative amounts in respect of items disclosed in 2025.

### 37. 本公司財務狀況表 (續)

附註：

本公司儲備概述如下：

### 38. 批准財務報表

財務報表由董事會於二零二六年三月二十六日批准及授權刊發。

### 39. 比較數字

若干比較數字已經調整，以配合本年度之呈列方式及就二零二五年的披露項目提供比較數額。

# Five Year Financial Summary

## 五年財務概要

A summary of the results and of the assets and liabilities of the Group for the last five financial years are set out below:

以下為本集團過往五個財政年度的業績以及資產及負債的概要數據：

		Year ended 31 December 截至十二月三十一日止年度				
		2025 二零二五年 HK\$'000 千港元	2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
Revenue	收益	<b>8,572,220</b>	6,066,037	5,445,560	6,409,429	4,890,141
Gross profit	毛利	<b>486,171</b>	353,232	305,991	256,498	177,797
PROFIT BEFORE TAX	除稅前溢利	<b>72,772</b>	80,544	84,901	81,876	60,979
Income tax expense	所得稅開支	<b>30,606</b>	26,594	12,676	8,936	12,416
PROFIT FOR THE YEAR	年內溢利	<b>42,166</b>	53,950	72,225	72,940	48,563
Attributable to:	以下各方應佔：					
Owners of the Company	本公司擁有人	<b>39,221</b>	53,715	71,887	72,106	48,563
Non-controlling interests	非控股權益	<b>2,945</b>	235	338	834	–
		<b>42,166</b>	53,950	72,225	72,940	48,563

### Assets and Liabilities

### 資產及負債

		As at 31 December 於十二月三十一日				
		2025 二零二五年 HK\$'000 千港元	2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
Total assets	總資產	<b>5,531,511</b>	4,856,182	4,131,355	3,574,979	2,647,900
Total liabilities	總負債	<b>4,780,742</b>	4,180,289	3,496,506	2,741,224	2,091,733

