

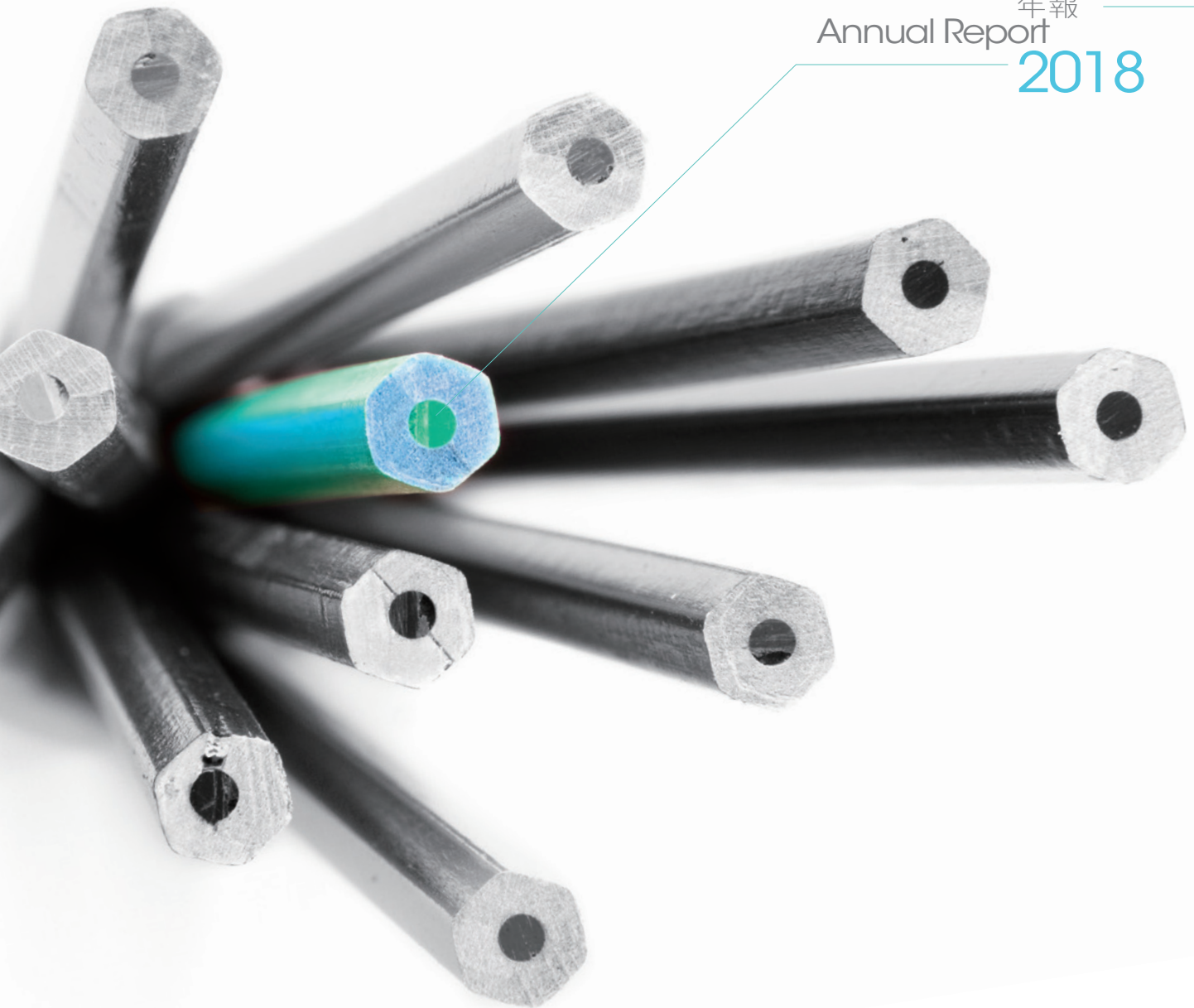
# KK Culture Holdings Limited

KK文化控股有限公司

(continued in Bermuda with limited liability 於百慕達繼續經營之有限公司)

(Stock Code 股份代號 : 550)

Annual Report <sup>年報</sup>  
2018



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# Directors' Statement

## 董事會報告

Dear Shareholders,

I have the pleasure to present you with the 2018 Annual Report of KK Culture Holdings Limited (the "Company") and its subsidiaries (collectively the "Group") for the year ended 31 December 2018 ("FY2018").

### TRAIN MEDIA

The Train Media Business performed disappointingly in FY2018. In our previous 2017 annual report, we expected the business would improve on the grounds that the China's economy got out from its trough and as a result, the Renminbi would strengthen. In addition, we changed our marketing strategy to accommodate to the requirements specific to the business. However, the macroeconomic condition in China was rather weakened and was exacerbated by the eruption of trade disputes with United States that custom duties were substantially raised and levied on many products imported from China. This was totally out of our expectation last year. In face of the dire business environment, our customers have become highly conservative in devoting resources on placing advertisement. Some have reduced the advertising fees while some potential customers have even withdrawn negotiation with us; on the other hand, certain customers have difficulties in settling the receivables. As a result, the effectiveness of our strategy has been tremendously reduced and our revenue was curbed to a material extent. Also, we have impaired more accounts receivable compared with last financial year and part of the intangible assets pertaining to the train media licence rights.

In response to the current difficult situation, we have been working hard to look for solutions to mitigate these negative externalities and would take all possible options into consideration. Meanwhile, we keep on sourcing any investment opportunities which have the potential to contribute profits to the Company.

### RECRUIT MAGAZINE

The recruit magazine business outperformed in 2018, which is believed to be linked to the consistently active labour market. However, it is possible that the recent trade dispute between China and the United States as well as the economic downturn in China may have certain impact on the sentiment of employer, deterring them to increase more headcounts.

各位股東：

本人欣然向閣下提呈KK文化控股有限公司（「本公司」）及其附屬公司（統稱「本集團」）截至二零一八年十二月三十一日止年度（「二零一八年財政年度」）的二零一八年年報。

### 鐵路媒體

鐵路媒體業務於二零一八年財政年度的表現令人失望。於過去的二零一七年年報中，我們預期業務將因中國經濟走出低谷致令人民幣轉趨強勢而有所改善。此外，我們改變市場推廣策略以符合業務特定的規定。然而，中國的宏觀經濟環境相當疲弱，並由於與美國爆發貿易爭端以致對許多從中國進口的產品大幅調高及徵收關稅而惡化。此完全超出我們於去年的預期。面對嚴峻的營商環境，我們的客戶對投放廣告的資源方面變得更為保守。部份客戶縮減廣告費，而部份潛在客戶甚至終止與我們洽商；另一方面，若干客戶於結清應收款項時出現困難。因此，我們策略的成效大大降低，而收益亦受到重大影響。另外，我們較上一個財政年度將更多的應收賬款作出減值，同時亦將與鐵路媒體許可權有關的部份無形資產作出減值。

面對目前困局，我們一直致力尋求減輕此等負面外部因素的解決方案，並將考慮所有可能的選擇。與此同時，我們繼續物色任何具備潛力為本公司帶來溢利的投資機會。

### 《才庫》雜誌

《才庫》雜誌業務於二零一八年的表現超出預期，相信與持續活躍的勞動力市場有關。然而，近期中美之間的貿易爭端及中國的經濟衰退可能會對僱主的意欲構成一定影響，阻礙他們增聘員工。

# Directors' Statement

## 董事會報告

Finally, I would like to express my sincere gratitude to all of you for your continuous support to us in this difficult year. Appreciation also goes to all our staff for their whole-hearted efforts. I wish you all the best of health and luck in 2019.

**Tsang Hing Bun**  
*Executive Director*

Hong Kong, 26 March 2019

最後，本人謹此衷心感謝閣下於此艱難的一年對我們的不懈支持，並藉此機會對全體員工全心全意的付出致謝。本人謹此祝願閣下於二零一九年身體健康，吉星拱照。

執行董事  
曾慶贊

香港，二零一九年三月二十六日

# Management Discussion and Analysis

## 管理層討論與分析

### BUSINESS REVIEW

#### Train Media

Reference is made on the sale and purchase agreement dated 29 January 2016 in relation to, among other things, the acquisition of 60% equity interest in Hong Kong Made (Media) Limited (“Hong Kong Made”) for a consideration of HK\$30 million and a loan assignment of HK\$6.6 million, with a total of HK\$36.6 million. The vendors, together with Ms. Chau Lan Sze (collectively the “Guarantors”) warranted the Group that the audited net profit after taxation of Hong Kong Made for each of the years ended on 31 March 2017 (the “2016 Profits”) and 31 March 2018 (the “2017 Profits”) should be at least HK\$5 million (the “Profit Guarantee”). The 2016 Profits was audited and more than HK\$5 million profits was recorded while the 2017 Profits rendered a shortfall of the Profit Guarantee by approximately HK\$14.6 million. Accordingly, the Profit Guarantee for the first financial year was satisfied and the Guarantors are obliged to make up the shortfall for the second financial year of approximately HK\$14.6 million. As at the date of this report, HK\$3 million has been paid by the Guarantors and the remaining balance will be settled within an agreed period in 2019.

During the year, the Group possessed the exclusive advertising rights of 22 trains travelling between Guangzhou and Shenzhen daily. The revenue from train media business recorded for the year ended 31 December 2018 was approximately HK\$8.5 million (2017: approximately HK\$36.7 million) while the loss was approximately HK\$41.3 million (2017: profit of approximately HK\$4.1 million). The decrease was mainly due to the economic downturn in China’s economy and the material uncertainty of international business prospects as a result of trade dispute, discouraged customers from allocating more resources on advertising.

On 9 July 2018, Fullmoon Global Limited (“Fullmoon”), a wholly owned subsidiary of the Company, disposed of its entire equity interest in Star Prestige Investments Limited (“Star Prestige”), a then wholly owned subsidiary of the Fullmoon, together with the Wi-Fi advertising media lease agreement (the “Wi-Fi Media Lease Agreement”) entered into by Star Prestige and Guangzhou Shengyu Golden Line Advertising Company Limited (“Guangzhou Shengyu”) to an independent third party, Sonic Pace Global Limited (“the Purchaser”), at a consideration of HK\$80 million. The Consideration was determined with reference to the unaudited net liabilities of Star Prestige of approximately HK\$24.8 million (before the waiver of the loan due from Star Prestige to Fullmoon of approximately HK\$93.9 million) as at 31 May 2018 based on the unaudited management account of Star Prestige.

#### 業務回顧

#### 鐵路媒體

茲提述日期為二零一六年一月二十九日之買賣協議，內容有關（其中包括）收購香港製作（媒體）有限公司（「香港製作」）之60%股權，代價為30,000,000港元，及轉讓6,600,000港元之貸款，合共為36,600,000港元。賣方（連同鄒蘭施女士（統稱「擔保人」））向本集團保證，香港製作截至二零一七年三月三十一日止年度之經審核除稅後純利（「二零一六年溢利」）及截至二零一八年三月三十一日止年度之經審核除稅後純利（「二零一七年溢利」）均最少為5,000,000港元（「溢利保證」）。二零一六年溢利已經審核，並錄得超過5,000,000港元之溢利，而二零一七年溢利則較溢利保證少約14,600,000港元。故此，首個財政年度之溢利保證得以達成，而擔保人有責任彌補第二個財政年度約14,600,000港元之缺額。於本報告日期，擔保人已支付3,000,000港元，餘額將於二零一九年協定期間內結清。

年內，本集團擁有每日來往廣州及深圳的22輛列車的獨家廣告權。截至二零一八年十二月三十一日止年度所錄得來自鐵路媒體業務之收益約為8,500,000港元（二零一七年：約36,700,000港元），而虧損則約為41,300,000港元（二零一七年：溢利約4,100,000港元）。減少主要由於中國經濟出現經濟衰退及貿易爭端導致全球業務前景出現重大不確定因素，阻礙客戶於廣告上分配更多資源所致。

於二零一八年七月九日，Fullmoon Global Limited（「Fullmoon」，本公司之全資附屬公司）向一名獨立第三方Sonic Pace Global Limited（「買方」）出售其於天賦投資有限公司（「天賦投資」，Fullmoon之全資附屬公司）之全部股權，連同天賦投資與廣州聲煜金線廣告有限公司（「廣州聲煜」）訂立之無線網絡廣告媒體租用協議（「無線網絡媒體租用協議」），代價為80,000,000港元。代價乃按天賦投資的未經審核管理賬目經參考天賦投資於二零一八年五月三十一日的未經審核負債淨額約24,800,000港元（扣除豁免天賦投資應付Fullmoon之貸款約93,900,000港元前）而釐定。

# Management Discussion and Analysis

## 管理層討論與分析

Pursuant to the Wi-Fi Media Lease Agreement, Guangzhou Shengyu had leased the Wi-Fi network system, its installation, facilities, Wi-Fi network coverage and its digital advertising media to Star Prestige, and granted an exclusive right to Star Prestige for the operation of the digital advertising media (the “Wi-Fi Media Advertising Business”). Taking into account that (i) the Purchaser had expressed interest in taking over the Wi-Fi Media Advertising Business under the Wi-Fi Media Lease Agreement of Star Prestige; (ii) the loss making position of Star Prestige since the date of its incorporation due to the amortization of the license rights fee under the Wi-Fi Media Lease Agreement; and (iii) the estimated gain of approximately HK\$10.9 million that could be recorded by the Group from the Disposal based on the unaudited management account as at 31 May 2018, the Directors considered the disposal was an opportunity for the Group to dispose of its loss-making businesses and realised its investment in Star Prestige. After taking into account the above factors, the Directors considered that the terms and conditions of the sale and purchase agreement were fair and reasonable and were in the interests of the Company and the shareholders as a whole. The net proceeds from the Disposal were applied for the repayment of outstanding balance due from the Company to its shareholder and the general working capital of the Group.

On 23 July 2018, the disposal was completed. A gain on disposal of approximately HK\$15.2 million was recorded. Approximately HK\$72.2 million of the proceeds were used to repay the outstanding balance due to the Company’s shareholder and the remaining HK\$7.8 million were utilised as general working capital of the Group.

### Subsequent disposal of Train Media Business

Subsequently on 29 March 2019, the Company and China Baoli Technologies Holdings Limited (“CBTH”), a company listed on the Main Board of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) (stock code: 164), entered into a share purchase agreement, pursuant to which the Company conditionally agreed to sell and CBTH conditionally agreed to acquire one ordinary share of Fullmoon representing the entire issued share capital of Fullmoon. Fullmoon is the immediate holding company of the Hong Kong Made and Ample Success Limited (“Ample Success”) (Collectively as “Fullmoon Group”) as to 60% interest in Hong Kong Made and Ample Success.

根據無線網絡媒體租用協議，廣州聲煜已向天賦投資出租無線網絡系統、其安裝、設備、無線網絡覆蓋位置及其廣告數碼化媒體，並向天賦投資授出廣告數碼化媒體之獨家經營權（「無線網絡媒體廣告業務」）。考慮到(i)買方已表示有意接管天賦投資的無線網絡媒體租用協議下的無線網絡媒體廣告業務；(ii)由於根據無線網絡媒體租用協議許可權費用計提攤銷，天賦投資自註冊成立日期以來一直處於虧損狀況；及(iii)按於二零一八年五月三十一日之未經審核管理賬目作參考，本集團因出售事項可能錄得估計收益約10,900,000港元，董事認為，出售事項為本集團出售其虧損業務及變現其於天賦投資的投資提供機會。經考慮上述因素後，董事認為，買賣協議之條款及條件屬公平合理，並符合本公司及股東之整體利益。出售事項之所得款項淨額用於償還本公司應付其股東之未付結餘及用作本集團之一般營運資金。

於二零一八年七月二十三日，出售事項已經完成。出售事項錄得收益約15,200,000港元。所得款項約72,200,000港元用作償還應付本公司股東之未付結餘，而餘額7,800,000港元則用作本集團之一般營運資金。

### 其後出售鐵路媒體業務

其後於二零一九年三月二十九日，本公司與中國寶力科技控股有限公司（「中國寶力科技控股」，一間於香港聯合交易所有限公司（「聯交所」）主板上市之公司（股份代號：164））訂立股份購買協議，據此，本公司有條件同意出售而中國寶力科技控股有條件同意收購Fullmoon之一股普通股（相當於Fullmoon之全部已發行股本）。Fullmoon為香港製作及博功有限公司（「博功」）之直接控股公司（統稱「Fullmoon集團」），擁有香港製作及博功之60%股權。

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The consideration shall be satisfied by the allotment and issue of the new shares in tranches at the issue price of HK\$0.2 per CBTH's share to the Company or its designated nominee(s) in the following manner:

- (i) as to HK\$11,583,333, representing one third of the total consideration, shall be paid by CBTH to the Company or its designated nominee(s) by the allotment and issue of 57,916,665 CBTH's new shares upon the third business day after the satisfaction or waiver of the conditions precedent (except for the conditions precedent that shall be satisfied on the day of the completion) or such other date agreed by the parties (the "First Tranche Consideration Shares");
- (ii) as to HK\$11,583,333, representing one third of the total consideration, shall be paid by the CBTH to the Company or its designated nominee(s) by the allotment and issue of 57,916,665 CBTH's new shares (the "Second Tranche Consideration Shares"), subject to Hong Kong Made and Guangzhou Shengyu having executed an agreement (in form and substance satisfactory to the CBTH) to extend Hong Kong Made as an exclusive advertising agent in connection with the advertising agency services and related production services for the Guangzhou-Shenzhen China Railway High-speed Harmony Series trains for three years to 30 June 2023 (the "Second Tranche Consideration Shares Conditions"); and
- (iii) as to HK\$11,583,334, representing one third of the total consideration, shall be paid by CBTH to the Company or its designated nominee(s) by the allotment and issue of 57,916,670 CBTH's new shares (the "Third Tranche Consideration Shares"), subject to the satisfaction of the following conditions (the "Third Tranche Consideration Shares Conditions"):
  - i. Hong Kong Made and Guangzhou Shengyu having executed an agreement (in form and substance satisfactory to CBTH) to further extend the exclusive rights of Hong Kong Made as advertising agent for the Guangzhou-Shenzhen China Railway High-speed Harmony Series trains for two years to 30 June 2025; and

代價將根據以下方式以發行價每股中國寶力科技控股股份0.2港元向本公司或其指定代名人按批次配發及發行新股份支付：

- (i) 其中11,583,333港元（相當於總代價三分之一）將由中國寶力科技控股於先決條件（須於完成當日達成之先決條件除外）獲達成或豁免後第三個營業日或訂約雙方協定之其他日期向本公司或其指定代名人配發及發行57,916,665股中國寶力科技控股新股份（「第一批代價股份」）支付；
- (ii) 其中11,583,333港元（相當於總代價三分之一）將由中國寶力科技控股向本公司或其指定代名人配發及發行57,916,665股中國寶力科技控股新股份（「第二批代價股份」）支付，前提是香港製作及廣州聲煜簽立協議（形式及內容均獲中國寶力科技控股信納）將香港製作作為廣深線和諧號廣告代理服務及相關生產服務之獨家廣告代理商之期限延長三年至二零二三年六月三十日（「第二批代價股份條件」）；及
- (iii) 其中11,583,334港元（相當於總代價三分之一）將由中國寶力科技控股向本公司或其指定代名人配發及發行57,916,670股中國寶力科技控股新股份（「第三批代價股份」）支付，前提是滿足下列條件（「第三批代價股份條件」）：
  - i. 香港製作及廣州聲煜簽立協議（形式及內容均獲中國寶力科技控股信納）將香港製作作為廣深線和諧號之獨家廣告代理商之獨家權再延長兩年至二零二五年六月三十日；及

# Management Discussion and Analysis

## 管理層討論與分析

- ii. Ample Success and Guangzhou Shengyu having executed an agreement (in form and substance satisfactory to CBTH) to further extend Ample Success as an exclusive advertising agent in connection with the advertising agency services and related production services for the Guangzhou-Shenzhen China Railway High-speed Harmony Series trains for two years to 30 March 2024.

The consideration was determined on an arm's length basis under normal commercial terms pursuant to the negotiation between the Company and CBTH after taking into account, among others, the equity interest of Hong Kong Made and Ample Success owned by the Fullmoon after capitalisation and calculated by reference to a premium over the net asset value of the Fullmoon Group as at 31 December 2018. Taking into account the above, the Directors consider that the consideration is fair and reasonable and on normal commercial terms or better and the entering into of the agreement is in the interests of the Company and the shareholders of the Company as a whole.

### Recruit Magazine

Turnover for the recruitment advertising business registered a 4.7% increase from approximately HK\$61.2 million in 2017 to approximately HK\$64.1 million in 2018. The increase was mainly attributed to the increase in recruitment advertisement due to the active labour market. The gross profit increased by 10.7% as benefited by the turnover for the increase in advertisement as mentioned and lower incremental cost for additional advertisement placement.

- ii. 博功及廣州聲煜簽立協議（形式及內容均獲中國寶力科技控股信納）將博功作為廣深線和諧號廣告代理服務及相關生產服務之獨家廣告代理商之期限再延長兩年二零二四年三月三十日。

代價乃經本公司與中國寶力科技控股按一般商業條款公平磋商釐定，當中已考慮（其中包括）資本化後Fullmoon擁有之香港製作及博功股權，並經參考Fullmoon集團於二零一八年十二月三十一日的資產淨值溢價計算得出。經計及上文所述，董事認為代價誠屬公平合理及按一般或較佳商業條款釐定，而訂立協議符合本公司及本公司股東之整體利益。

### 《才庫》雜誌

招聘廣告業務之營業額由二零一七年約61,200,000港元增加4.7%至於二零一八年約64,100,000港元。增加乃主要由於活躍的勞動力市場以致招聘廣告增加所致。受惠於前述廣告增加所帶來之營業額及因額外廣告而增加之成本相對較低，毛利增長10.7%。



# Management Discussion and Analysis

## 管理層討論與分析

### Property Investment

Apart from advertising business, the Group is also engaged in property investment business. Express Ocean Investment Limited (“Express Ocean”) is a wholly owned subsidiary of the Company which owns an office premises in Hong Kong. This business contributes a steady stream of rental income of approximately HK\$462,000 (2017: HK\$724,000) to the Group. The decrease was mainly attributed to the disposal of several office premises to independent third parties through different property agents during the year. A net proceed of HK\$19.9 million had been received and the intended and actual use of proceeds from the disposal had been applied for repayment of mortgages (as to approximately HK\$5.8 million) and general working capital (as to approximately HK\$14.1 million). Subsequently in March 2019, the last office premises was sold at a consideration of approximately HK\$10.9 million but pending completion. Since all the applicable ratios for the transaction to each of the independent third parties were below 5%, the transactions did not constitute any notifiable transaction for the Company under Chapter 14 of the Rules Governing the Listing of Securities on the Stock Exchange (the “Listing Rules”).

### Securities

During the year ended 31 December 2018, the Company had disposed of two of its three securities from its portfolio in open market at an aggregate consideration of approximately HK\$15.5 million. As all the applicable percentage ratios in respect of the disposal to each of the securities were below 5%, the transactions did not constitute any notifiable transaction for the Company under Chapter 14 of the Listing Rules. The proceeds had been applied to the repayment of outstanding balance due from the Company to its shareholder (as to approximately HK\$11.8 million) and the general working capital of the Group (approximately to HK\$3.7 million). After the said disposals, there is only one securities remaining in the Company’s securities investment portfolio.

For details, please refer to the section “Investments in Securities” below.

### Principal risk and uncertainties

In general, the Company’s businesses are subject to several factors: (i) the overall macroeconomic condition in the People’s Republic of China (“PRC”); (ii) changes in consumption trends; (iii) economic and employment condition in Hong Kong; and (iv) property market condition in Hong Kong.

### 物業投資

除廣告業務外，本集團亦從事物業投資業務。本公司之全資附屬公司飛洋投資有限公司（「飛洋」）在香港擁有一個辦公室物業。此業務對本集團貢獻約462,000港元（二零一七年：724,000港元）之穩定租金收入來源。減少主要由於年內透過不同物業代理向獨立第三方出售若干辦公室物業。已收取所得款項淨額為19,900,000港元，而出售所得款項之擬定及實際用途已用於償還按揭（約5,800,000港元）及用作一般營運資金（約14,100,000港元）。其後於二零一九年三月，最後一個辦公室物業以代價約10,900,000港元出售，惟尚待完成。由於與各獨立第三方所進行交易的所有適用比率均低於5%，故該等交易並不構成本公司於聯交所證券上市規則（「上市規則」）第14章項下之任何須予公佈交易。

### 證券

截至二零一八年十二月三十一日止年度，本公司已於公開市場以總代價約15,500,000港元出售其投資組合中三項證券之其中兩項。由於出售各項證券的所有適用百分比比率均低於5%，故該等交易並不構成本公司於上市規則第14章項下之任何須予公佈交易。所得款項已用於償還本公司應付其股東之未付結餘（約11,800,000港元）及用作本集團之一般營運資金（約3,700,000港元）。於上述出售後，本公司的證券投資組合中僅剩餘一項證券。

有關詳情請參閱下文「證券投資」一節。

### 主要風險及不確定性

本公司之業務一般受數項因素所影響：(i)中華人民共和國（「中國」）整體宏觀經濟環境；(ii)消費潮流之變動；(iii)香港經濟及就業情況；及(iv)香港物業市場情況。

# Management Discussion and Analysis

## 管理層討論與分析

These factors may or may not have material impact on the Group's financial conditions and results of its operation. The Company will continue to implement prudential, operational and financial policies in seeking to address the impact of these uncertain factors.

### PROSPECTS

2018 was a difficult year for train media business. It is subject to several factors which are highly uncertain. There may be hope that a relief on the trade dispute between United States and China but China economy is expected to remain weak in 2019 and it is uncertain that whether the enterprises are willing to place advertisement. A subsequent disposal of the train media business allows the Company to conserve resources for new investment opportunities and the Group will continue to explore projects in the hope that they can contribute profits to its shareholders.

The recruitment magazine business is expected to perform healthily but may be impacted collaterally by the external economic conditions as well which largely depends on the effect on the overall employment condition in Hong Kong's labour market.

For property investment business, the last office premise under Express Ocean has been sold and is pending completion. This business segment will fade out when the Group no longer holds any investment properties.

### FINANCIAL REVIEW

Turnover for the year ended 31 December 2018 was approximately HK\$73.1 million (2017: HK\$98.5 million) and represented a decrease of 25.8% from the previous corresponding year which was mainly due to the drop in revenue from train media business which was partly offset by the increase in revenue from recruit magazine business. As a result of the decrease in revenue from the higher gross profit margin business, the general gross profit margin decreased from 82.4% in 2017 to 68.2% in 2018.

Other income increased by 198.7% to approximately HK\$18.9 million (2017: HK\$6.3 million) in 2018 since there was a gain on profit guarantee arrangement of HK\$14.6 million (2017: nil) and partially offset by the decrease in exchange gain during the year to approximately HK\$110,000 (2017: approximately HK\$3.6 million).

此等因素可能會或不會對本集團之財務狀況及經營業績有重大影響。本公司將繼續採取審慎之經營及財務政策，以應對此等不確定因素的影響。

### 前景

二零一八年對鐵路媒體業務而言是艱難的一年，鐵路媒體業務受到數項非常不確定的因素所影響。美中之間的貿易爭端有望得以舒緩，但預期中中國經濟於二零一九年維持疲弱，而企業是否願意投放廣告仍屬未知之數。其後出售鐵路媒體業務使本公司能夠保留資源以投放於新投資機會，而本集團將繼續物色可為股東帶來溢利之項目。

預期招聘雜誌業務之表現將更為穩健，惟可能受外部經濟環境的影響，很大程度上取決於香港勞動力市場整體就業狀況的影響。

物業投資業務方面，飛洋旗下最後一個辦公室物業經已出售，惟尚待完成。當本集團不再持有任何投資物業時，將逐步停運此業務分部。

### 財務回顧

截至二零一八年十二月三十一日止年度之營業額約為73,100,000港元（二零一七年：98,500,000港元），較去年同期減少25.8%，乃主要由於鐵路媒體業務的收益減少，部份被《才庫》雜誌業務的收益增加所抵銷。由於較高毛利率業務之收益減少，整體毛利率由二零一七年之82.4%下跌至二零一八年之68.2%。

其他收入於二零一八年增加198.7%至約18,900,000港元（二零一七年：6,300,000港元），乃由於溢利保證安排之收益14,600,000港元（二零一七年：無），部份被年內匯兌收益減少至約110,000港元（二零一七年：約3,600,000港元）所抵銷。

# Management Discussion and Analysis

## 管理層討論與分析

The administrative and other operating expenses decreased by 27.3% to approximately HK\$104.4 million (2017: HK\$143.6 million) mainly due to the decrease in the amortisation of other intangible assets from approximately HK\$90.4 million in 2017 to approximately HK\$50.5 million in 2018.

As at 31 December 2018, certain receivables from several customers have been aged over the credit period granted by the Company. As a result, they were considered not probable to be collected and an impairment loss of approximately HK\$3.7 million (2017: HK\$4.7 million) has been recognised. Besides, an impairment test was conducted against the intangible assets of the Group and a provision of HK\$20 million has been made as at 31 December 2018. The impairment assessment was made in accordance with the Group's accounting policies. The Group engaged an independent professional valuer to assess the recoverable amount of cash-generating unit ("CGU"). Based on value-in-use calculation, the recoverable amount of the CGU was below its carrying amount, hence the above-mentioned impairment loss was recognised. The determination of the value-in-use of the CGU involved significant assumptions and judgements including but not limited to budgeted revenue, gross margin and discount rate, made by management concerning the estimated future cash flows and other key inputs.

### FINANCIAL KEY PERFORMANCE

The above financial data were chosen to present in this annual report as they represent a material financial impact on the financial statements of the Group for the current and/or the previous financial year, that a change of which could affect the revenue and profit conspicuously. It is believed that by presenting the changes of these financial data can effectively explain the financial performance of the Group for the year ended 31 December 2018.

### LIQUIDITY AND FINANCIAL RESOURCES

As at 31 December 2018, the Group had net current assets of approximately HK\$108.5 million (2017: HK\$16.2 million). The Group's current ratio as at 31 December 2018, which is defined as current assets over current liabilities, was 2.8 (2017: 1.2). As at 31 December 2018, the Group had a total cash and bank balance of approximately HK\$109.5 million (2017: HK\$28.5 million).

The Group's gearing ratio as at 31 December 2018 was 0% (2017: 3.9%), which is calculated on the basis of the Group's total interest-bearing debts over the total equity interest. There was no bank loan as at 31 December 2018 (2017: HK\$5.9 million).

行政及其他經營費用減少27.3%至約104,400,000港元(二零一七年: 143,600,000港元), 主要是由於其他無形資產攤銷由二零一七年約90,400,000港元減少至二零一八年約50,500,000港元所致。

於二零一八年十二月三十一日, 數名客戶之若干應收款項已於本公司授予信貸期逾期未付。因此, 彼等被視為不可能收回及已確認減值虧損約3,700,000港元(二零一七年: 4,700,000港元)。此外, 於二零一八年十二月三十一日對本集團的無形資產進行減值測試, 並已作出撥備20,000,000港元。減值評估乃根據本集團之會計政策而進行。本集團已委聘獨立專業估值師評估現金產生單位(「現金產生單位」)之可收回金額。根據使用價值計算, 現金產生單位之可收回金額低於其賬面值, 故確認上述減值虧損。就判斷現金產生單位的使用價值時, 管理層就估計未來現金流及其他主要輸入數據作出重大假設及判斷(包括但不限於預算收入、毛利率及貼現率)。

### 主要財務表現

選擇於本年報呈列上述財務數字, 是因為其對本集團於本財政年度及/或上一個財政年度之財務報表有重大財務影響, 其變動可能會對收益及溢利構成顯著影響。相信呈列此等財務數字之變動能有效地解釋本集團於截至二零一八年十二月三十一日止年度之財務表現。

### 流動資金及財政資源

於二零一八年十二月三十一日, 本集團之流動資產淨值約為108,500,000港元(二零一七年: 16,200,000港元)。本集團於二零一八年十二月三十一日之流動比率(其定義為流動資產除以流動負債)為2.8(二零一七年: 1.2)。於二零一八年十二月三十一日, 本集團之現金及銀行結餘總額約為109,500,000港元(二零一七年: 28,500,000港元)。

本集團於二零一八年十二月三十一日的資本負債比率為0%(二零一七年: 3.9%), 此乃根據本集團之計息債務總額除以股東權益總額而計算。於二零一八年十二月三十一日, 概無銀行貸款(二零一七年: 5,900,000港元)。

# Management Discussion and Analysis

## 管理層討論與分析

The Group adopts centralised financing and treasury policies in order to ensure the Group's funding is utilised efficiently. Conservative approach is adopted on monitoring foreign exchange exposure and interest rate risk. Forward contracts were used to hedge the foreign currency exposure in trading and capital expenditure when it was considered appropriate.

### CAPITAL STRUCTURE

As at 31 December 2018, the total issued shares of the Company ("Shares") was 446,614,000 (31 December 2017: 372,614,000 Shares) at HK\$0.2 each.

### Share Options

On 5 April 2016, a total of 3,330,000 share options of the Company were granted to each of Mr. Tsang Hing Bun, Executive Director and Mr. Yiu Yu Cheung, Non-executive Director at an exercise price of HK\$1.99. As at 31 December 2018, a total of 3,830,000 share options have been exercised and 2,830,000 share options were outstanding. No options were granted, exercised, cancelled or lapsed during the year. For details, please refer to the section "Share Options".

### Fund Raising Activity

On 31 July 2018, the Company entered into a placing agreement with BaoQiao Partners Capital Limited ("BaoQiao", the "Placing Agent") pursuant to which the Company conditionally agreed to place, through the Placing Agent, on a best-effort basis, a maximum of 74,000,000 Shares under the general mandate granted by the shareholders of the Company at the annual general meeting held on 8 June 2018 to placees who and whose ultimate beneficial owners were third parties independent of and not connected with the Company and its connected persons as defined in the Listing Rules at a price of HK\$1.40 per share. The gross and net proceeds raised from the use placing of a total of 74,000,000 Shares were approximately HK\$103.6 million and HK\$103.0 million respectively where the intended use of proceeds was for general working capital and future business and investment opportunities. As at 31 December 2018, approximately HK\$4.6 million has been applied for general working capital. The Company will utilise the remaining proceeds when quality investment opportunities are identified.

Save as disclosed above, there was no fund raising activity taken place during the financial year 2018.

本集團採納集中的融資及庫務政策，確保有效運用本集團資金。本集團以穩健的態度監控外匯風險及利率風險，並於適當時使用遠期合約對沖其於買賣活動及資本開支中的外匯風險。

### 資本架構

於二零一八年十二月三十一日，本公司之已發行股份（「股份」）總數為446,614,000股（二零一七年十二月三十一日：372,614,000股股份），每股面值為0.2港元。

### 購股權

於二零一六年四月五日，本公司合共3,330,000份購股權乃分別授予執行董事曾慶贊先生及非執行董事姚宇翔先生，行使價為1.99港元。於二零一八年十二月三十一日，合共3,830,000份購股權已獲行使，另2,830,000份購股權尚未行使。年內並無購股權獲授出、行使、註銷或已失效。有關詳情請參閱「購股權」一節。

### 集資活動

於二零一八年七月三十一日，本公司與寶橋融資有限公司（「寶橋」，即「配售代理」）訂立配售協議，據此，本公司已有條件同意，根據本公司股東於二零一八年六月八日舉行之股東週年大會授出之一般授權，透過配售代理以每股1.40港元之價格按竭盡所能基準向承配人配售最多74,000,000股股份。該等承配人及其最終實益擁有人為獨立於本公司及其關連人士（定義見上市規則）之第三方，且與彼等概無關連。配售合共74,000,000股股份之所得款項總額及所得款項淨額分別為約103,600,000港元及103,000,000港元，該等所得款項之擬定用途為一般營運資金及未來業務與投資機遇。於二零一八年十二月三十一日，約4,600,000港元已用作一般營運資金。本公司將於物色到優質投資機會時使用所得款項餘額。

除上文所披露者外，二零一八年財政年度並無進行任何集資活動。

# Management Discussion and Analysis

## 管理層討論與分析

### CAPITAL COMMITMENTS

As at 31 December 2018, the Group did not have any significant capital commitments (2017: nil).

### CONTINGENT LIABILITIES

As at 31 December 2018, the Group had no contingent liabilities (2017: nil).

### EVENT AFTER REPORT DATE

On 11 March 2019, Express Ocean Investment Limited, a wholly owned subsidiary of the Company entered into a provisional sale and purchase agreement with an independent third party to disposed of an investment property at a consideration of HK\$10,959,000. The disposal is not completed as at the date of this report.

On 29 March 2019, the Company entered into a sale and purchase agreement to an independent third party to dispose of the entire issued share in Fullmoon and its subsidiaries at a consideration of up to HK\$34,500,000. For details, please refer to sub-heading, "Subsequent disposal of Train Media Business" under "Management Discussion and Analysis" section.

Save as disclosed above, there is no significant event subsequent to the end of reporting period.

### MATERIAL ACQUISITION AND DISPOSAL OF SUBSIDIARIES

Save as disclosed above, the Group did not have any material acquisition or disposal of subsidiaries during the year under review.

### ENVIRONMENTAL POLICIES AND COMPLIANCE WITH RELEVANT LAWS AND REGULATIONS

Please refer section "Environmental, Social and Governance Report" below for details. No material impact of the relevant laws and regulations in relation to environment is identified on business operations.

### KEY RELATIONSHIPS WITH EMPLOYEES, CUSTOMERS AND SUPPLIERS

Please refer to sections "Major Suppliers and Customers" and "Employees and Emolument Policy" in "Directors' Report".

### 資本承擔

於二零一八年十二月三十一日，本集團並無重大資本承擔（二零一七年：無）。

### 或然負債

於二零一八年十二月三十一日，本集團並無任何或然負債（二零一七年：無）。

### 報告日後事項

於二零一九年三月十一日，飛洋投資有限公司（本公司之全資附屬公司）與一名獨立第三方訂立臨時買賣協議，以10,959,000港元代價出售一項投資物業。出售事項於本報告日期尚未完成。

於二零一九年三月二十九日，本公司與一名獨立第三方訂立買賣協議，出售Fullmoon及其附屬公司之全部已發行股份，代價最高達34,500,000港元。有關詳情請參閱「管理層討論與分析」一節項下「其後出售鐵路媒體業務」分節。

除上文所披露者外，報告期末後並無發生重大事項。

### 有關附屬公司之重大收購及出售

除上文所披露者外，本集團於回顧年度並無進行任何有關附屬公司之重大收購或出售。

### 環境政策及遵守相關法律及規例

詳情請參閱下文「環境、社會及管治報告」一節。本公司並無發現與環境有關之相關法律及規例對業務營運造成重大影響。

### 與僱員、客戶及供應商之主要關係

請參閱「董事會報告」中「主要供應商及客戶」及「僱員及酬金政策」兩節。

# Management Discussion and Analysis

## 管理層討論與分析

### INVESTMENTS IN SECURITIES

### 證券投資

The Company has invested in three securities. The details of, the breakdown and the movement of which during the year is summarised below:

本公司已投資三項證券。其詳情、明細及年內變動概述如下：

Principal business	No. of share	% of shareholding	At 1 January 2018	Fair value changed during the year	Disposals	At 31 December 2018	% to the Group's net assets as at 31 December 2018	
主要業務	股份數目	股權%	於二零一八年一月一日	年內之公平價值變動	出售	於二零一八年十二月三十一日	佔本集團資產淨值%	
		HK\$ 港元	HK\$ 港元	HK\$ 港元	HK\$ 港元	HK\$ 港元		
<i>Listed equity securities – Hong Kong</i>								
<i>上市股本證券 – 香港</i>								
Tibet Water Resources Ltd. (HK:1115) <sup>#</sup>	Production and sales of premium bottled mineral water products and highland barley beer products in the PRC	4,350,000	0.17%	15,573,000	(1,228,000)	(14,345,000)	–	0%
西藏水資源有限公司 (HK : 1115) <sup>#</sup>	在中國生產及銷售優質瓶裝礦泉水產品及高山水釀製啤酒產品							
Huarong International Financial Holdings Limited (HK:993) <sup>#</sup>	Trades and brokers securities, bullion, forex, futures and options, as well as provides loan and margin financing, and asset management services	710,000	0.02%	1,796,300	(614,390)	(1,181,910)	–	0%
華融國際金融控股有限公司 (HK : 993) <sup>#</sup>	證券、黃金、外匯、期貨及期權買賣及經紀，亦提供貸款及保證金融資，以及資產管理服務							
UKF (Holdings) Limited (HK:1468) <sup>#</sup>	Trading of fur skins, mink farming in Denmark and fur skins brokerage	115,740,000	2.51%	28,587,780	(1,736,100)	–	26,851,680	15.6%
英裘(控股)有限公司 (HK : 1468) <sup>#</sup>	買賣毛皮、在丹麥養殖水貂，以及毛皮經紀							
Total 總值				45,957,080	(3,578,490)	(15,526,910)	26,851,680	15.6%

<sup>#</sup> Included in equity instruments at fair value through other comprehensive income

<sup>#</sup> 計入按公平價值計入其他全面收益之股本工具

# Management Discussion and Analysis

## 管理層討論與分析

The Company believes that, to allocate certain capital to securities investment is a means of diversifying the Group's risk while a higher return in general can be improved which can in turn enhance the Company's value and is beneficial to the shareholders as a whole. These securities investments are categorised as equity instrument at fair value through other comprehensive income accordingly to Hong Kong Financial Reporting Standards and the Company consider to sell some or all of these investments when i) there is a working capital need; ii) shortfall of fund to repay the due debts; or iii) a profitable return is achieved.

No significant securities investments were made and no dividend was received from the above securities during the year ended 31 December 2018.

### CHARGES ON GROUP ASSETS

The Group has no charges on group assets and no outstanding loan balance at the end of the reporting period (2017: HK\$5.9 million).

As at 31 December 2017, The charges represented the office premises pledged pursuant to a loan agreement entered into between Express Ocean and Industrial and Commercial Bank of China (Asia) Limited for a borrowed sum of HK\$6.1 million on 22 February 2017. The entire loan was fully settled during the year from the proceeds arisen from the disposals of several office premises under Express Ocean.

本公司相信，將若干資本調配至證券投資，乃本集團分散風險之其中一個方法，同時整體回報可以提高，從而提升本公司之價值，整體上對股東有利。按香港財務報告準則，該等證券投資乃分類為按公平價值計入其他全面收益之股本工具。本公司考慮於i)營運資金需求；ii)資金不足以償還到期債務；或iii)達到有利回報時出售部份或全部該等投資。

於截至二零一八年十二月三十一日止年度，並無作出主要證券投資及並無自上述證券收取股息。

### 集團資產抵押

於報告期末，本集團並無抵押集團資產，亦無未償還貸款結餘（二零一七年：5,900,000港元）。

於二零一七年十二月三十一日，抵押指根據飛洋與中國工商銀行（亞洲）有限公司於二零一七年二月二十二日就借入款項6,100,000港元訂立的貸款協議所抵押的辦公室物業。整筆貸款於年內以出售飛洋旗下數個辦公室物業之所得款項全數清償。

# Directors and Senior Management Profile

## 董事及高級管理層履歷

### EXECUTIVE DIRECTOR

**Mr. Tsang Hing Bun (“Mr. Tsang”)**, aged 39, was appointed as Executive Director of the Company on 8 September 2015 and subsequently a director of several subsidiaries. He holds a Bachelor Degree of Social Science from the Chinese University of Hong Kong and a Master of Science Degree in Finance from City University of Hong Kong. He has more than 17 years of experience in audit, accounting, corporate finance and compliance. Mr. Tsang is a member of The Hong Kong Institute of Certified Public Accountants, an associate member of The Hong Kong Institute of Chartered Secretaries and The Institute of Chartered Secretaries and Administrators. He is also a financial risk manager granted by Global Association of Risk Professionals.

### NON-EXECUTIVE DIRECTOR

**Mr. Yiu Yu Cheung (“Mr. Yiu”)**, aged 36, was appointed as Non-executive Director on 8 September 2015. He obtained a Bachelor of Arts degree from Simon Fraser University in Canada in 2006. Mr. Yiu has experience in banking and securities industry. From November 2009 to October 2015, he was with OSK Securities Hong Kong Limited (now named as RHB OSK Securities Hong Kong Limited). Mr. Yiu is also a director of Hong Kong (Made) Media Limited, a subsidiary of the Company and a director of a subsidiary of another listed company in Hong Kong.

### INDEPENDENT NON-EXECUTIVE DIRECTORS

**Mr. Chan Siu Lun (“Mr. Chan”)**, aged 39, was appointed as Independent Non-executive Director on 1 December 2016. Mr. Chan holds a bachelor degree in Commerce and Business (Management) from University of Queensland, Australia. He is an associate member of CPA Australia and The Hong Kong Institute of Certified Public Accountants. He has over 16 years of experience in business consultancy and financial audit. He was an independent non-executive director of China Nonferrous Metals Company Limited (Stock Code: 8306) from July 2011 to March 2015.

### 執行董事

曾慶贊先生(「曾先生」)，39歲，於二零一五年九月八日獲委任為本公司執行董事，其後則獲委任為數間附屬公司之董事。彼持有香港中文大學社會科學學士學位，以及香港城市大學理學碩士(金融學)學位。彼擁有逾17年之核數、會計、企業融資及遵例事務經驗。曾先生為香港會計師公會會員、香港特許秘書公會會員以及英國特許秘書及行政人員公會會員。彼亦獲全球風險管理專業人士協會授予金融風險管理師頭銜。

### 非執行董事

姚宇翔先生(「姚先生」)，36歲，於二零一五年九月八日獲委任為非執行董事。彼於二零零六年取得加拿大西門菲沙大學之文學士學位。姚先生擁有豐富之銀行及證券業經驗。於二零零九年十一月至二零一五年十月，彼任職於僑豐證券有限公司(現已命名為興業僑豐證券有限公司)。姚先生亦為本公司附屬公司香港製作(媒體)有限公司之董事及另一間香港上市公司之附屬公司董事。

### 獨立非執行董事

陳肇倫先生(「陳先生」)，39歲，於二零一六年十二月一日獲委任為獨立非執行董事。陳先生持有澳洲昆士蘭大學之商業及商務(管理)雙學士學位。彼為澳洲會計師公會及香港會計師公會之會員。彼擁有超過16年之商業顧問及財務審計經驗。彼於二零一一年七月至二零一五年三月期間曾任中國有色金屬有限公司(股份代號：8306)之獨立非執行董事。



# Directors and Senior Management Profile

## 董事及高級管理層履歷

**Mr. William Keith Jacobsen (“Mr. Jacobsen”)**, aged 52, was appointed as Independent Non-executive Director on 8 September 2015. Mr. Jacobsen is currently the managing director of a corporation to advise on corporate finance matters. Mr. Jacobsen is a non-executive director of Huge China Holdings Limited (stock code: 428) and an independent non-executive director of abc Multiactive Limited (stock code: 8131). He was an independent non-executive director of Sustainable Forest Holdings Limited (stock code: 723) from 11 January 2013 to 29 December 2017, a non-executive director of Ping An Securities Group (Holdings) Limited (stock code: 231) from 12 August 2015 to 30 September 2016, an executive director of Auto Italia Holdings Limited (formerly known as Wo Kee Hong (Holdings) Limited (stock code: 720) from 1 January 2012 to 16 October 2015, and also an independent non-executive director of King Stone Energy Limited (stock code: 663), Qingdao Holdings International Limited (stock code: 499), E-Rental Car Company Limited (stock code: 1822) and China Financial Leasing Group Limited (stock code: 2312) for the period from 26 September 2008 to 30 September 2011, from 20 June 2008 to 27 September 2014, from 7 January 2013 to 29 August 2014 and from 1 February 2013 to 30 April 2015 respectively. He obtained a Bachelor of Laws degree from the University of Hong Kong and a Master of Business Administration from the University of British Columbia.

葉偉其先生（「葉先生」），52歲，於二零一五年九月八日獲委任為獨立非執行董事。葉先生現時為一間就企業融資事宜提供意見之持牌法團之董事總經理。葉先生為匯嘉中國控股有限公司（股份代號：428）之非執行董事；亦為辰罡科技有限公司（股份代號：8131）之獨立非執行董事。於二零一三年一月十一日至二零一七年十二月二十九日期間，他曾為永保林業控股有限公司（股份代號：723）之獨立非執行董事。於二零一五年八月十二日至二零一六年九月三十日期間，他曾為平安證券集團（控股）有限公司（股份代號：231）之非執行董事。於二零一二年一月一日至二零一五年十月十六日期間，他曾為意達利控股有限公司（前稱和記行（集團）有限公司，股份代號：720）之執行董事，而於二零零八年九月二十六日至二零一一年九月三十日、二零零八年六月二十日至二零一四年九月二十七日、二零一三年一月七日至二零一四年八月二十九日及二零一三年二月一日至二零一五年四月三十日各期間，彼亦分別為金山能源集團有限公司（股份代號：663）、青島控股國際有限公司（股份代號：499）、宜租互聯網租車有限公司（股份代號：1822）及中國金融租賃集團有限公司（股份代號：2312）之獨立非執行董事。彼取得香港大學法律學士學位及加拿大英屬哥倫比亞大學工商管理碩士學位。

# Directors and Senior Management Profile

## 董事及高級管理層履歷

**Mr. Chan Chiu Hung Alex ("Mr. Chan")**, aged 52, was appointed as Independent Non-executive Director on 31 March 2016. He graduated from the Hong Kong Baptist University with a bachelor of business administration (honours) degree in finance in 1990. He completed an advanced diploma in specialist taxation with the Hong Kong Institute of Certified Public Accountants in December 2012 and was admitted as an associate with the Institute of Chartered Accountants in England and Wales. Mr. Chan is currently a fellow of the Institute of Chartered Secretaries and Administrators, a fellow of the Hong Kong Institute of Chartered Secretaries, a fellow of the Association of Chartered Certified Accountants and an associate of the Hong Kong Institute of Certified Public Accountants. Mr. Chan has 18 years of experience in accounting, financial management and regulatory compliance of various industries listed in Hong Kong and Singapore. He was an independent non-executive director of e-Kong Group Limited (Stock code: 524) for the period from 25 February 2015 to 17 May 2017 and an independent non-executive director of Co-Prosperity Holdings Limited (Stock code: 707), for the period from March 2015 to October 2015. Currently, Mr. Chan is an independent non-executive director of Royal Century Resources Holdings Limited (formerly known as Kate China Holdings Limited) (Stock code: 8125) and Feishang Non-metal Materials Technology Limited (Stock code: 8331).

### SENIOR MANAGEMENT

**Ms. Chan Sin Mei, Garfield ("Ms. Chan")**, aged 48, is the General Manager of our recruitment advertising division. She rejoined the Group in October 2014. Ms. Chan is responsible for the recruitment and display advertising business of the Group. Ms. Chan has over 25 years of experience in the advertising industry. Ms. Chan was the Account Director of the Group's recruitment advertising division during the period from 9 April 1992 to July 2002. She was the Associate Sales Director of Careertimes Online Limited before joining the Group.

陳釗洪先生（「陳先生」），52歲，於二零一六年三月三十一日獲委任為獨立非執行董事。彼於一九九零年自香港浸會大學畢業，取得工商管理（榮譽）學士學位，主修金融。彼於二零一二年十二月完成香港會計師公會專業稅務高級文憑，並獲接納為英格蘭及威爾士特許會計師協會會員。陳先生目前為英國特許秘書及行政人員公會資深會員、香港特許秘書公會資深會員、英國特許公認會計師公會資深會員及香港會計師公會會員。陳先生擁有18年有關在香港及新加坡上市之不同行業公司之會計、財務管理及監管遵例經驗。於二零一五年二月二十五日至二零一七年五月十七日期間，彼曾為e-Kong Group Limited（股份代號：524）獨立非執行董事。於二零一五年三月至二零一五年十月期間，彼曾為協盛協豐控股有限公司（股份代號：707）之獨立非執行董事。陳先生目前為，仁德資源控股有限公司（前稱中持基業控股有限公司（股份代號：8125）及飛尚非金屬材料科技有限公司（股份代號：8331）之獨立非執行董事。

### 高級管理層

陳善美女士（「陳女士」），48歲，為本集團招聘廣告部門之總經理。彼於二零一四年十月再度加入本集團。陳女士負責本集團之招聘及顯示廣告業務。陳女士擁有逾25年之廣告業經驗。陳女士於一九九二年四月九日至二零零二年七月期間擔任本集團招聘廣告部門之客戶經理。彼於加入本集團前曾擔任Careertimes Online Limited之助理業務總監。

# Directors' Report

## 董事會報告

The Directors present their annual report and the audited financial statements of the Company and the Group for the year ended 31 December 2018.

### PRINCIPAL ACTIVITIES

The Company acts as an investment holding company and provides corporate management services. The activities of its principal subsidiaries are set out in note 39 to the financial statements.

### BUSINESS REVIEW AND PERFORMANCE

A fair review of the Group's businesses comprising analysis of the Group performance during the year under review using financial key performance indicators, description of the principal risks and uncertainties facing the Group, are set out in the section of "Management Discussion and Analysis" in this annual report. The Group is looking for quality investment opportunities on an on-going basis and will make announcements where appropriate.

### RESULTS AND APPROPRIATIONS

The results of the Group for the year ended 31 December 2018 are set out in the consolidated statement of profit or loss and other comprehensive income on pages 70 to 71.

### DIVIDENDS

The Directors did not recommend any final dividend for the year ended 31 December 2018 (2017: nil).

### RESERVES

Details of movements in the reserves of the Group and of the Company during the year are set out in the consolidated statement of changes in equity on pages 74 to 75 and note 36 to the financial statements respectively.

### FINANCIAL SUMMARY

A summary of the results and of the assets and liabilities of the Group for the past five financial years is set out on pages 209 to 210 of the annual report.

### PROPERTY, PLANT AND EQUIPMENT

Details of movements during the year in the property, plant and equipment of the Group are set out in note 15 to the financial statements.

董事謹此提呈彼等之年報及本公司及本集團截至二零一八年十二月三十一日止年度之經審核財務報表。

### 主要業務

本公司為投資控股公司，並提供企業管理服務。本公司旗下各主要附屬公司之業務載於財務報表附註39。

### 業務回顧及表現

有關本集團業務之中肯審視（包括採用財務表現關鍵指標對本集團於回顧年度內表現之分析及本集團面對之主要風險及不確定性之闡述）載於本年報「管理層討論與分析」一節。本集團目前正在按持續基準尋找投資良機，並將在適當的情況下刊發公佈。

### 業績及分配

本集團截至二零一八年十二月三十一日止年度之業績載於第70至71頁之綜合損益及其他全面收益表。

### 股息

董事不建議派發截至二零一八年十二月三十一日止年度之末期股息（二零一七年：無）。

### 儲備

本集團及本公司儲備於本年度之變動詳情分別載於第74至75頁之綜合權益變動表及財務報表附註36。

### 財務摘要

本集團於過往五個財政年度之業績及資產負債狀況概述於年報第209至210頁。

### 物業、廠房及設備

本集團旗下物業、廠房及設備於本年度之變動詳情載於財務報表附註15。

### SHARE CAPITAL

Details of movements during the year in the share capital of the Company are set out in note 34 to the financial statements.

### FUND RAISING ACTIVITIES

Please refer to "Fund Raising Activity" under section "Capital Structure".

### PRE-EMPTIVE RIGHTS

There is no provision for pre-emptive rights under the Company's Byelaws or the laws of Bermuda, which would oblige the Company to offer new shares on a pro rata basis to existing shareholders.

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

During the year ended 31 December 2018, the Company did not purchase, redeem or sell any of the Company's listed securities.

### DIRECTORS

The Directors of the Company during the year and up to the date of this report were:

#### Executive Directors

Mr. Liu Gary Wei (*resigned as executive director and chief executive officer subsequently on 23 January 2019*)

Mr. Tsang Hing Bun

#### Non-Executive Directors

Mr. Chen Jiarong (*resigned as non-executive director and chairman on 28 November 2018*)

Mr. Yiu Yu Cheung

Mr. Leung Siu Kee (*resigned on 26 January 2018*)

#### Independent Non-Executive Directors

Mr. William Keith Jacobsen

Mr. Chan Chiu Hung, Alex

Mr. Chan Siu Lun

In accordance with No. 87 of the Company's bye-laws, Mr. Tsang Hing Bun and Mr. Chan Siu Lun will retire at the forthcoming annual general meeting and, being eligible, will offer themselves for re-election.

### 股本

本公司股本於本年度之變動詳情載於財務報表附註34。

### 集資活動

請參閱「資本結構」項下「集資活動」一節。

### 優先購股權

本公司公司細則或百慕達法律中並無優先購股權規定，使本公司須按比例向現有股東提呈發售新股份。

### 購買、贖回或出售本公司上市證券

截至二零一八年十二月三十一日止年度，本公司概無購買、贖回或出售本公司任何上市證券。

### 董事

於本年度及直至本報告日期，本公司之董事如下：

#### 執行董事

劉維先生（其後於二零一九年一月二十三日辭任執行董事兼行政總裁）

曾慶贊先生

#### 非執行董事

陳家榮先生（於二零一八年十一月二十八日辭任非執行董事兼主席）

姚宇翔先生

梁兆基先生（於二零一八年一月二十六日辭任）

#### 獨立非執行董事

葉偉其先生

陳劍洪先生

陳肇倫先生

根據本公司公司細則第87條，曾慶贊先生及陳肇倫先生會於應屆股東週年大會上退任，並且以合資格身分參加連任選舉。

# Directors' Report

## 董事會報告

### DIRECTORS' SERVICE CONTRACTS

Each of the non-executive director has entered into a service agreement and each of independent non-executive directors has entered into an appointment letter with the Company for a specific term and is subject to termination by either party giving not less than three months' prior written notice to another.

None of the directors being proposed for re-election at the forthcoming annual general meeting has any service contract with the Company or any of its subsidiaries which is not determinable by the Group within one year without payment of compensation other than statutory compensation.

### DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS AND SHORT POSITIONS IN THE SHARES AND UNDERLYING SHARES OF THE COMPANY

As at 31 December 2018, the interests and short positions of the Directors and chief executives of the Company in the shares, underlying shares or debentures of the Company or any associated corporations, within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO"), as recorded in the register maintained by the Company required to be kept under section 352 of the SFO, or as otherwise notified to the Company and The Stock Exchange of Hong Kong Limited (the "Stock Exchange") pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers (the Model Code") were as follows:

#### (A) Interests in the Company – Long position in shares of the Company

Name	Nature of Interest	Number of Shares	Approximate Percentage in the Issued Share Capital of the Company
姓名	權益性質	股份數目	佔本公司已發行股本之概約百分比
Mr. LIU Gary Wei (Note) 劉維先生 (附註)	Controlled corporation 法團權益	50,248,828	11.25%
Mr. YIU Yu Cheung 姚宇翔先生	Beneficial owner 實益擁有人	3,330,000	0.75%
Mr. TSANG Hing Bun 曾慶贊先生	Beneficial owner 實益擁有人	500,000	0.11%

Note: Under the SFO, Mr. Liu is deemed to be interested in 50,248,828 shares which are held by Polaris Investment Management Limited, a company wholly owned by Mr. Liu.

### 董事之服務合約

每位非執行董事已與本公司訂立服務協議而每年獨立非執行董事已與本公司訂立委任函，當中訂有指定任期並可由任何一方透過向另一方發出不少於三個月之事先書面通知而終止。

擬在應屆股東週年大會上參加連任選舉之董事，概無與本公司或其任何附屬公司簽訂任何服務合約規定本集團若不支付法定賠償以外之賠償則不可在一年內終止有關合約。

### 董事及最高行政人員於本公司股份及相關股份之權益及淡倉

於二零一八年十二月三十一日，本公司之董事及最高行政人員於本公司或任何相聯法團（定義見證券及期貨條例（「證券及期貨條例」）第XV部）之股份、相關股份或債券中，擁有按本公司根據證券及期貨條例第352條之規定所存置之登記冊所記錄之權益及淡倉，或根據上市發行人董事進行證券交易的標準守則（「標準守則」）須知會本公司及香港聯合交易所有限公司（「聯交所」）之權益及淡倉如下：

#### (A) 本公司之權益 – 於本公司股份之好倉

附註：根據證券及期貨條例，劉先生被視作於50,248,828股股份中擁有權益，該等權益由Polaris Investment Management Limited持有，而該公司由劉先生全資擁有。

**(B) Interests in the Company – Long position in underlying shares or equity derivatives of the Company**

**(B) 本公司之權益 – 於本公司相關股份或權益衍生工具之好倉**

Name	Nature of Interest	Share Options	Approximate	Approximate
			Percentage in the Issued Share Capital of the Company	Percentage in the Issued Share Capital of the Company Assuming all Options are Exercised
姓名	權益性質	購股權	佔本公司已發行股本之概約百分比	購股權獲行使，佔本公司已發行股本之概約百分比
Mr. TSANG Hing Bun 曾慶賢先生	Beneficial owner 實益擁有人	2,830,000	0.63%	0.63%

Save as disclosed above, as at 31 December 2018, neither of the Directors nor the chief executives of the Company had interests or short positions in the shares, underlying shares and debentures of the Company and its associated corporations (within the meaning of Part XV of the SFO) which (i) 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 are taken or deemed to have under such provisions of the SFO); or (ii) were recorded in the register required to be kept under section 352 of the SFO; or (iii) had to be notified to the Company and the Stock Exchange pursuant to the Model Code.

除上文所披露者外，於二零一八年十二月三十一日，概無董事或本公司最高行政人員於本公司及其相聯法團（定義見證券及期貨條例第XV部）的股份、相關股份及債權證中，擁有(i)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之權益或淡倉（包括根據證券及期貨條例之相應條文被視為及當作擁有之權益及淡倉）；或(ii)已記入根據證券及期貨條例第352條須予存置之登記冊內之權益或淡倉；或(iii)根據標準守則須知會本公司及聯交所之權益或淡倉。

### SHARE OPTIONS

The Company maintained a share option scheme during the year. The share option scheme adopted by the Company on 13 July 2007 ("Old Scheme") was terminated on 29 December 2015 and replaced by a new share option scheme (the "Scheme") adopted on the same date.

### 購股權

本公司於年內設有一項購股權計劃。本公司於二零零七年七月十三日採納之購股權計劃（「舊計劃」）已於二零一五年十二月二十九日終止並由同日採納之新購股權計劃（「該計劃」）代替。

# Directors' Report

## 董事會報告

The purpose of the Scheme is to enable the Group to grant options to eligible participants as incentives or rewards for their contribution to the Group. Eligible participants of the Scheme include, without limitation, any persons who are employees, officers, agents, consultants or representatives of the Group. The Scheme became unconditional upon the Stock Exchange granting on 5 January 2016 the approval of the listing of and the permission to deal in the shares falling to be issued pursuant to the exercise of any options to be granted under the Scheme and, unless otherwise cancelled or amended, shall remain in for 10 years from the adoption date.

The maximum number of shares issuable under share options to each eligible participant in the Scheme and the other scheme (if any) in any 12-month's period shall not exceed 1% of the issued share capital of the Company for the time being. Any further grant of share options to any eligible participant in excess of this limit is subject to shareholders' approval in a general meeting. The total number of shares which may be issued upon exercise of all share options to be granted under the Scheme and the other schemes (if any) must not in aggregate exceed 10% of the shares of the Company in issue (the "10% Limit") as at 29 December 2015, being the date of passing the resolution by the shareholders at the special general meeting approving and adopting the Scheme. The Company may seek approval of its shareholders in a general meeting to refresh the 10% Limit at any time in accordance with the Listing Rules.

The maximum number of shares which may be allotted and issued upon exercise of all outstanding options granted and yet to be exercised under the Scheme and other schemes (if any) shall not exceed 30% of the share capital of the Company in issue from time to time. The making of an offer to any Director, chief executive or substantial shareholder of the Company, or any of their respective associates must be approved by the independent non-executive Directors (excluding any independent non-executive Director who or whose associate is a proposed grantee of the share options).

In addition, any share options granted to a substantial shareholder or an independent non-executive Director of the Company or any of their respective associates, in excess of 0.1% of the shares of the Company in issue at any time or with an aggregate value (based on the closing price of the Company's shares at the date of the offer) in excess of HK\$5,000,000, within any 12-month's period, are subject to the shareholders' approval in a general meeting in accordance with the Listing Rules.

該計劃旨在令本集團能夠向合資格參與者授出購股權，以激勵或獎勵其為本集團所作貢獻。該計劃之合資格參與者包括（但不限於）本集團之僱員、高級職員、代理、顧問或代表。該計劃待聯交所於二零一六年一月五日批准根據行使該計劃項下授出之任何購股權而將予發行之股份上市及准予買賣時成為無條件，除非經註銷或修訂，否則於採納日期起10年內有效。

於任何12個月期間，根據該計劃以及其他計劃（如有）授予各合資格參與者之購股權可予發行股份最高數目不得超過本公司當時已發行股本之1%。向任何合資格參與者進一步授出超越此限額之購股權須先獲股東於股東大會上批准。根據該計劃以及其他計劃（如有）將予授出之所有購股權獲行使時可予發行之股份總數，合共不得超過本公司於二零一五年十二月二十九日（即股東於股東特別大會通過批准及採納該計劃之決議案之日期）已發行股份之10%（「10%上限」）。本公司可隨時按照上市規則於股東大會上尋求其股東批准更新10%上限。

因行使合資格參與人根據該計劃及其他計劃（如有）授出所有尚未行使惟將予行使之購股權可能配發及發行之股份合共最多不得超過本公司不時已發行股本30%。向任何董事、本公司之最高行政人員或主要股東、或彼等各自之任何聯繫人士作出要約須先獲獨立非執行董事（不包括彼或其聯繫人士為購股權之建議承授人之任何獨立非執行董事）批准。

此外，於任何12個月期間內，向本公司之主要股東或獨立非執行董事、或彼等各自之任何聯繫人士授出超逾本公司當時已發行股份之0.1%，或總值（按本公司股份於授出日期之收市價計算）超逾5,000,000港元之購股權須遵照上市規則於股東大會上獲股東批准。

Any offer may be accepted by an eligible participant in respect of less than the number of shares which are offered provided that such number is clearly stated in the duplicate letter comprising acceptance of the offer duly signed by such eligible participants and received by the Company together with a remittance in favour of the Company of HK\$1.00 (which shall not be later than 21 days from the offer date). The exercise price of the share options is determinable by the Directors, but shall not be less than the highest of (i) the closing price of the Company's shares as stated in the Stock Exchange's daily quotations on the offer date; (ii) the average closing price of Company's shares as stated in the Stock Exchange's daily quotations sheets for the five trading days immediately preceding the offer date; and (iii) the nominal value of the Company's shares.

On 5 April 2016, a total of 6,660,000 share options to subscribe for ordinary shares of par value HK\$0.2 each of the Company were granted to Mr. Tsang Hing Bun, Executive Director and Mr. Yiu Yu Cheung, Non-executive Director where each of them was granted 3,330,000 share options at the exercise price of HK\$1.99 each. Each share option was eligible for subscription of one share of the Company. The share options were exercisable from 5 April 2016 to 4 April 2019 and had no vesting period. As at 31 December 2018, 2,830,000 share options were outstanding.

合資格參與者可就少於要約建議之股份數目接納任何要約建議，惟該數目必須清楚載於本公司於要約建議可能註明之時間（不得遲於要約日期起計21日）接獲該合資格參與者妥為簽署之要約建議接納函件副本，連同支付予本公司之匯款1.00港元。購股權之行使價由董事釐定不可低於(i)本公司股份於要約日期在聯交所每日報價上所報之收市價；(ii)本公司股份於緊接要約日期前五個交易日聯交所每日報價表上所報之平均收市價；及(iii)本公司股份之面值（以最高者為準）。

於二零一六年四月五日，合共6,660,000份購股權（可用作認購本公司每股面值0.2港元之普通股）授予執行董事曾慶贊先生及非執行董事姚宇翔先生，各人均獲授出3,330,000份行使價為每股1.99港元之購股權。每份購股權可用作認購一股本公司股份。購股權可於二零一六年四月五日至二零一九年四月四日期間行使，不設歸屬期。於二零一八年十二月三十一日，2,830,000份購股權尚未行使。



# Directors' Report

## 董事會報告

### SUBSTANTIAL SHAREHOLDERS' AND OTHER PERSONS' INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES

As at 31 December 2018, the following parties (in addition to the Directors and chief executive of the Company) had interests or short positions in the shares or underlying shares of the Company which were recorded in the register of interests required to be kept by the Company under section 336 of the SFO:

#### Long position in shares of the Company

Name	Nature of Interest	Number of Shares	Approximate Percentage in the Issued Share Capital of the Company 佔本公司已發行股本之概約百分比
名稱	權益性質	股份數目	
Upsky Global Limited (Note 1) 立天環球有限公司 (附註1)	Beneficial owner 實益擁有人	95,037,657	21.28%
Champion Ease Group Limited (Note 2) 冠逸集團有限公司 (附註2)	Beneficial owner 實益擁有人	74,000,000	16.57%
Polaris Investment Management Limited (Note 3) (附註3)	Beneficial owner 實益擁有人	50,248,828	11.25%

#### Notes:

- Upsky Global Limited is wholly and beneficially owned by Mr. Chen Jiarong.
- Champion Ease Group Limited is interested as to 50% by each of Ms. Zhan Meiqing and Mr. Liu Guoliang.
- Polaris Investment Management Limited is wholly and beneficially owned by Mr. Liu Gary Wei.

Save as disclosed above, as at 31 December 2018, the Directors are not aware of any persons (other than the Directors or chief executive of the Company) have interests or short positions in the shares or underlying shares of the Company which were recorded in the register of interests required to be kept by the Company under section 336 of the SFO.

### 主要股東及其他人士於股份及相關股份之權益及淡倉

於二零一八年十二月三十一日，以下人士（不包括董事及本公司之最高行政人員）於本公司之股份或相關股份中，擁有本公司根據證券及期貨條例第336條須予存置之權益登記冊所記錄之權益或淡倉：

#### 本公司股份之好倉

#### 附註：

- 立天環球有限公司由陳家榮先生全資實益擁有。
- 冠逸集團有限公司由詹美清女士及劉國梁先生各自擁有50%之權益。
- Polaris Investment Management Limited由劉維先生全資實益擁有。

除上文所披露者外，於二零一八年十二月三十一日，董事並不知悉任何人士（董事或本公司最高行政人員除外）於本公司之股份或相關股份中擁有權益或淡倉，而已記入本公司根據證券及期貨條例第336條須予存置之權益登記冊中。

### CONNECTED TRANSACTIONS

On 9 June 2017, the Company entered into a tenancy agreement together with Kingkey Enterprise Hong Kong Limited ("Kingkey Enterprise") as joint tenant with an independent third party as landlord to rent an office premises in Wan Chai for a period of three years from 16 May 2017 to 15 May 2020. Since Kingkey Enterprise is wholly owned by Mr. Chen Jiarong, the former Chairman and a current substantial shareholder of the Company, the signing of the tenancy agreement constitutes a connected transaction which, under the applicable percentage ratio under the Listing Rules is more than 0.1% and less than 5%, is subject to reporting, annual review and announcement but exempt from circular (including independent financial advice) and independent shareholders' approval requirement.

### CONTINUING CONNECTED TRANSACTIONS

Subsequently on 24 January 2019, the Company entered into a licensing agreement (the "Licence Agreement") with Kingkey Enterprise (as Licensors) and UKF Management Limited (as Licensee), a wholly owned subsidiary of UKF (Holdings) Limited ("UKF"), a company incorporated in the Cayman Islands with limited liability, the issued shares of which are primary listed on the Main Board of the Stock Exchange (Stock Code: 1468), where the Licensors agreed to lease certain areas of the office premises of 44/F, Offcer Tower, Convention Plaza, 1 Harbour Road, Wan Chai, Hong Kong To Licensee for the period from 24 January 2019 to 15 May 2020 (both days inclusive), at a monthly rent HK\$580,000 (exclusive of Government rates, management fee and air-conditioning charges). The annual cap of the said leasing for the Company for the year ending 31 December 2019 and 2020 is HK\$6,600,000 and HK\$2,700,000 respectively.

The terms of the Licence Agreement were negotiated on an arm's length basis and the rental chargeable under the Licence Agreement was determined after taking into account the prevailing market rental rates as advised by an independent surveyor engaged by the Company. The Directors (including the independent non-executive Directors) considered that the Licence Agreement was entered into in the ordinary and usual course of business of the Company, and its terms are on normal commercial terms and are fair and reasonable, and are in the interests of the Company and the Shareholders as a whole.

### 關連交易

於二零一七年六月九日，京基實業香港有限公司（「京基實業」）及本公司（作為聯名承租人）與一名獨立第三方（作為業主）就二零一七年五月十六日起至二零二零年五月十五日止三年期間租賃灣仔一棟辦事處物業訂立租賃協議。由於京基實業由本公司前主席及現任主要股東陳家榮先生全資擁有，故訂立租賃協議構成本公司之關連交易。由於根據上市規則計算最高適用百分比率高於0.1%，但低於5%，因此根據租賃協議擬進行之交易須遵守申報、年度審閱及公佈規定，但獲豁免遵守通函（包括獨立財務意見）及獨立股東批准之規定。

### 持續關連交易

其後於二零一九年一月二十四日，本公司與京基實業（作為特許人）及英裘企業管理有限公司（作為獲特許人，英裘（控股）有限公司（「英裘」），於開曼群島註冊成立之有限公司，其已發行股份於聯交所主板第一上市（股份代號：1468）之全資附屬公司）訂立特許協議（「特許協議」），據此，特許人同意於二零一九年一月二十四日至二零二零年五月十五日（包括首尾兩日）期間向獲特許人租出香港灣仔港灣道1號會展廣場辦公大樓44樓之辦公室物業之若干面積，每月租金為580,000港元（不包括政府差餉、管理費及空調費）。截至二零一九年及二零二零年十二月三十一日止年度，本公司所述租賃的全年上限分別為6,600,000港元及2,700,000港元。

特許協議之條款乃按公平基準磋商，且根據特許協議收取之租金乃經考慮本公司委聘之獨立測量師所告知的現行市場租金後而釐定。董事（包括獨立非執行董事）認為，特許協議乃於本公司之日常及一般業務過程中訂立，且其條款按正常商業條款達成，屬公平合理，符合本公司及股東之整體利益。

# Directors' Report

## 董事會報告

As Kingkey Enterprise is wholly-owned by Mr. Chen Jiarong, the substantial Shareholder of the Company, holding 21.28% interest of the Company and also a substantial shareholder of UKF, therefore Kingkey Enterprise and UKF are connected persons of the Company. Accordingly, the transaction contemplated thereby constitutes a connected transaction for the Company under Chapter 14A of the Listing Rules.

As the highest applicable percentage ratio calculated under the Listing Rules in respect of the proposed annual cap under the Licence Agreement is more than 5% but less than 25% and the proposed annual cap is less than HK\$10,000,000, the transaction contemplated under the Licence Agreement is subject to reporting, annual review and announcement requirements but exempt from circular (independent financial advice) and approval of the Company's shareholders requirements pursuant to Rule 14A.76(2) of the Listing Rules.

Save as disclosed above, during the year ended 31 December 2018, the Group has not entered into any connected transactions or continuing connected transaction for the year which are required to disclose pursuant to Chapter 14A of the Listing Rules. Meanwhile, the Company has the necessary internal controls in place to ensure that the terms of all connected or continuing connected transactions, if any, are fair and reasonable and in the interest of the Company and Shareholders as a whole.

### MAJOR SUPPLIERS AND CUSTOMERS

The top five suppliers in aggregate and the single largest supplier of the Group accounted for approximately 100% and 86% of the Group's total purchases in continuing operations for the year ended 31 December 2018 respectively.

The top five customers in aggregate and the single largest customer of the Group accounted for approximately 21% and 10% of the Group's total sales in continuing operations for the year ended 31 December 2018 respectively.

At no time during the year did a Director, an associate of a Director, within the meaning of the Listing Rules, or a shareholder of the Company which to the knowledge of the Directors owns more than 5% of the Company's share capital have any interest in the Group's five largest suppliers and five largest customers.

由於京基實業由本公司主要股東陳家榮先生全資擁有，彼持有本公司21.28%之權益，且為英裘之主要股東，故京基實業及英裘為本公司之關連人士。因此，根據上市規則第14A章，據此擬進行之交易構成本公司之關連交易。

由於根據上市規則計算有關特許協議下建議全年上限之最高適用百分比率超過5%但低於25%，而建議全年上限少於10,000,000港元，故根據上市規則第14A.76(2)條，特許協議項下擬進行之交易須遵守申報、年度審閱及公佈規定，惟獲豁免遵守通函（獨立財務意見）及本公司股東批准規定。

除上文所披露者外，於截至二零一八年十二月三十一日止年度，本集團於年內概無訂立任何須根據上市規則第14A章披露之任何關連交易或持續關連交易。與此同時，本公司已有必需之內部監控，確保所有關連交易或持續關連交易（如有）屬公平合理，並符合本公司及股東之整體利益。

### 主要供應商及客戶

本集團五名最大供應商合計及單一最大供應商分別佔本集團截至二零一八年十二月三十一日止年度持續經營業務之總採購額約100%及86%。

本集團五名最大客戶合計及單一最大客戶分別佔本集團截至二零一八年十二月三十一日止年度持續經營業務之總銷售額約21%及10%。

於年內任何時間，概無董事、董事之聯繫人士（定義見上市規則）或本公司之股東（據董事所知擁有本公司股本5%以上者）在本集團五名最大供應商及五名最大客戶中擁有任何權益。

### Key Relationships with Customers and Suppliers

The Group highly values the relationships with employees, customers and suppliers as they are the foundation of the Group's success.

#### Customers

The Group provides direct services/goods to customers and conduct surveys to interact with them to gain market insights and feedback. The Group allows a credit period from 7 to 120 days (2017: 7 to 120 days) to its customers. The Group also continuously evaluates the credit risk of its customers to ensure appropriateness of the amount of credit granted. Credit terms are extended to customers based on the evaluation of individual customer's financial conditions. No significant recoverability problem is identified subsequent to the reporting period.

#### Suppliers

The Group has either long established suppliers or suppliers from well-known enterprises to ensure that they are able to deliver the goods/services as requested. Furthermore, the Company has formulated anti-bribery policies for all staff to comply.

### FUTURE PROSPECTS & DEVELOPMENT

Hong Kong has become inseparable from China in all aspects, including economic and political. As mentioned in the previous annual report, this high correlation leads to a high susceptibility as China's economy is still considered a major concern to the Group's business. In particular, the trade disputes between United States and China as well as China's weakening economy posts a material impact to the Group's train media business. The marketing staff will pay extra effort to work for more advertising sales orders. The Hong Kong based recruitment advertising business segment is not affected in 2018 but a close monitoring will be done in 2019 for any collateral impact. Meanwhile, any quality projects will also be taken into consideration.

### COMPETING INTERESTS

As at 31 December 2018, no Directors have involved in competing business or have interests in companies engaging in competing business with the Group.

### 與客戶及供應商之主要關係

本集團高度重視與僱員、客戶及供應商之關係，視彼等為本集團賴以成功之基礎。

#### 客戶

本集團直接向客戶提供服務／貨品，並通過調查與客戶互動，收集市場分析及回饋。本集團給予其貿易客戶7天至120天（二零一七年：7天至120天）之信貸期。本集團亦不斷評估其客戶之信貸風險，以確保授出之信貸額適當。本集團按個別客戶之財務狀況的評估給予客戶信貸條款。報告期間後並無發現任何重大可收回性問題。

#### 供應商

本集團之供應商乃具長久歷史或知名度之企業，確保彼等能按要求交付貨品／服務。此外，本公司亦已制訂反賄賂政策，以供所有員工遵守。

### 未來前景及發展

香港在各方面（包括經濟與政治）均與中國密不可分。誠如去年年報所述，此等高度相關性帶來較大的波動風險，而中國經濟仍然是本集團業務之主要關注。特別是，美國與中國之間的貿易爭端及中國經濟疲軟對本集團的鐵路媒體業務造成重大影響。營銷員工將付出額外努力尋求更多廣告銷售訂單。香港的招聘廣告業務分部於二零一八年未受影響，但會於二零一九年對任何附帶影響進行密切監控。與此同時，所有優質項目亦將納入考慮當中。

### 具競爭性權益

於二零一八年十二月三十一日，並無董事涉及構成競爭的業務或於從事與本集團構成競爭的業務之公司中擁有權益。

# Directors' Report

## 董事會報告

### INTERESTS IN SIGNIFICANT CONTRACTS

As far as the Directors are aware, at no time during the year had the Company or any of its subsidiaries, and the controlling shareholders or any of its subsidiaries entered into any contracts of significance or any contracts of significance for the provision of services by the Directors or controlling shareholders or any of their subsidiaries to the Company or any of its subsidiaries.

### DIRECTORS' RIGHT TO ACQUIRE SHARES OR DEBENTURES

At no time during the year was the Company and any of its subsidiaries of the Company and its associated corporations a party to any arrangement to enable the Directors or chief executive or any of their spouse or children under the age of 18 to acquire benefits by means of the acquisition of shares in or debentures of the Company or any other body corporate.

### ARRANGEMENTS TO PURCHASE SHARES

At no time during the year was the Company or any of its subsidiaries or fellow subsidiaries, a party to any arrangements to enable the Directors to acquire benefits by means of the acquisition of shares in the Company or any other body corporate.

### SUFFICIENCY OF PUBLIC FLOAT

Throughout the year ended 31 December 2018 and as at the date of this annual report, based on information that is publicly available to the Company and within the knowledge of the Directors, the Directors confirm that the Company maintained a sufficient prescribed public float of more than 25% of the Company's issued shares as required under the Listing Rules.

### APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR

The Company has received, from each of the Independent Non-Executive Directors, an annual confirmation of his independence pursuant to Rule 3.13 of the Listing Rules. The Company considers all of the Independent Non-Executive Directors are independent.

### CORPORATE GOVERNANCE

A report on the corporate governance practices adopted by the Company is set out on pages 30 to 42 of the annual report.

### 於重大合約之權益

就董事所知，於年內任何時間，本公司或其任何附屬公司以及控股股東或其任何附屬公司均未曾訂立任何重大合約或就董事或控股股東或彼等之任何附屬公司向本公司或其任何附屬公司提供服務訂立任何重大合約。

### 董事收購股份或債券的權利

於年內任何時間，本公司及其任何附屬公司及相關法團概無訂立任何安排，使董事或最高行政人員或其任何配偶或未滿18歲子女可藉收購本公司或任何其他法人團體之股份或債券而獲益。

### 購買股份之安排

於年內任何時間，本公司或其附屬公司或同系附屬公司概無訂立任何安排，使董事可藉著購入本公司或任何其他法人團體之股份而獲益。

### 充足公眾持股量

截至二零一八年十二月三十一日止整個年度及於本年報日期，根據本公司從公開途徑所得的資料及據董事所知，董事確認，本公司一直維持上市規則所規定的公眾持股量（佔本公司已發行股份超過25%）。

### 獨立非執行董事之任命

本公司確認已接獲其每位獨立非執行董事根據上市規則第3.13條確認其獨立身份之年度確認書，而本公司亦認為全體獨立非執行董事屬於獨立人士。

### 企業管治

有關本公司所採納之企業管治常規的報告載於年報第30至42頁。

### ENVIRONMENTAL POLICIES AND COMPLIANCE WITH RELEVANT LAWS AND REGULATIONS

Please refer section “Environmental, Social and Governance Report” below for details. No material impact of the relevant laws and regulations in relation to environment is identified on business operations.

### EMPLOYEES AND EMOLUMENT POLICY

As at 31 December 2018, the Group had 60 employees (2017: 64). The pay scale of the Group's employees is maintained at a competitive level and employees are rewarded on a performance-related basis within the general framework of the Group's salary and bonus system. Other employees' benefits include provident fund, insurance and medical cover.

#### Key Relationship with Employees

The Company strictly complies with all the applicable rules and regulations in relation to employment, to name a few, the Employment Ordinance, Mandatory Provident Fund Ordinance and Personal Data (Privacy) Ordinance, etc. The Group has purchased all necessary insurance and made monthly contributions for its staff and has measures in place endeavored to protect all staff's personal information. There are channels for staff to express their opinions with regard to their work. Moreover, the Group also strives to provide a safe, healthy and harmonious workplace with fair and equal opportunities for staff of both genders.

### EVENTS AFTER REPORT DATE

Details of significant events occurring after the reporting period are set out in “Event after reporting date” under section “Management Discussion and Analysis” and note 46 to the financial statements.

### AUDITOR

A resolution will be proposed at the forthcoming annual general meeting to re-appoint BDO Limited as auditor of the Company.

On behalf of the Board

**Tsang Hing Bun**  
Executive Director

Hong Kong, 26 March 2019

### 環境政策及遵守相關法律及規例

詳情請參閱下文「環境、社會及管治報告」一節。本公司並無發現與環境有關之相關法律及規例對業務營運造成重大影響。

### 僱員及酬金政策

於二零一八年十二月三十一日，本集團聘用60名員工（二零一七年：64名）。本集團僱員之薪級具競爭力，而僱員亦會根據本集團整體之薪金及花紅制度架構，因應個別之表現獲得獎勵。其他僱員福利包括公積金、保險及醫療保障。

#### 與僱員之主要關係

本公司嚴格遵守所有有關僱傭之所有適用規則與規例，例如是僱傭條例、強制性公積金條例及個人資料（私隱）條例等。本集團已為其員工購買所有必須之保險並作每月供款，並有措施致力保障所有員工之個人資料。員工可透過不同渠道就發表有關其工作之意見。此外，本集團亦致力提供安全、健康及和諧之工作環境，對各性別之員工提供公平及平等之機會。

### 報告日後事項

報告期間後發生之重大事項詳情載於「管理層討論與分析」一節項下「報告日後事項」及財務報表附註46。

### 核數師

本公司將於應屆股東週年大會上提呈決議案，續聘香港立信德豪會計師事務所有限公司為本公司之核數師。

代表董事會

**執行董事**  
**曾慶賢**

香港，二零一九年三月二十六日

# Corporate Governance Report

## 企業管治報告

The Group has adopted practices which meet the Corporate Governance Code and Corporate Governance Report for the year (the “Code”) as set out in Appendix 14 to the Rules Governing the Listing of Securities (the “Listing Rules”) on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”). The report describes its corporate governance practices, explains the applications of the principles of the Code and deviations, if any.

### DIRECTORS’ SECURITIES TRANSACTIONS

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (the “Model Code”) as set out in Appendix 10 to the Listing Rules as its own code of conduct regarding Directors’ securities transactions. Having made specific enquiry of all Directors, the Company was not aware of any non-compliance with the required standard as set out in the Model Code regarding securities transactions by the Directors throughout the year ended 31 December 2018.

### BOARD OF DIRECTORS

The Board currently comprises five Directors, of whom one is an Executive Director, one is a Non-executive Director and three are Independent Non-executive Directors. The Board has in its composition a balance of skills and experience necessary for decision making and fulfilling its business needs. The participation of non-executive Directors in the Board brings independent judgement on issues relating to the Group’ strategy, performance, conflicts of interest and management process to ensure that the interests of all shareholders of the Company have been duly considered.

The Board consider that all of the Independent Non-executive Directors are independent and has received from each of them the annual confirmation of independence by the Listing Rules.

本集團於本年度已採納符合香港聯合交易所有限公司（「聯交所」）證券上市規則（「上市規則」）附錄十四所載之企業管治守則及企業管治報告（統稱為「該守則」）之常規。本報告描述本集團之企業管治常規，並解釋應用及偏離該守則之原則之處（如有）。

### 董事之證券交易

本公司已採納上市規則附錄十所載之上市發行人董事進行證券交易的標準守則（「標準守則」）作為董事進行證券交易之行為守則。本公司經向所有董事明確查詢後，並無發現於截至二零一八年十二月三十一日止整個年度有不遵守董事進行證券交易之標準守則所載的必守準則之情況。

### 董事會

董事會目前由五位董事組成，其中一位為執行董事，一位為非執行董事及三位為獨立非執行董事。董事會之組成具備為作決策及符合其業務需要所必須的技能和經驗之均衡搭配。非執行董事參與董事會，為有關本集團之策略、表現、利益衝突及管理程序等事項提供獨立判斷，以確保本公司全體股東之利益得到充份考慮。

董事會認為所有獨立非執行董事均為獨立人士，並已接獲每位獨立非執行董事根據上市規則規定發出之年度獨立身份確認書。

# Corporate Governance Report

## 企業管治報告

The Board members during the year ended 31 December 2018 were:

### Executive Directors

Mr. Liu Gary Wei (*resigned subsequently on 23 January 2019*)  
Mr. Tsang Hing Bun

### Non-Executive Directors

Mr. Chen Jiarong (*resigned on 28 November 2018*)  
Mr. Yiu Yu Cheung  
Mr. Leung Siu Kee (*resigned on 26 January 2018*)

### Independent Non-Executive Directors

Mr. Chan Siu Lun  
Mr. William Keith Jacobsen  
Mr. Chan Chiu Hung, Alex

The Board is responsible for the approval and monitoring of the Group's overall strategies and policies; approval of business plans; evaluating the performance of the Group and oversight of management. It is also responsible for promoting the success of the Company and its businesses by directing and supervising the Company's affairs.

The Board focuses on overall strategies and policies with particular attention paid to the growth and financial performance of the Group. The Board delegates day-to-day operations of the Group to Executive Directors and senior management of every business segment, while reserving certain key matters for its approval.

Decisions of the Board are communicated to the management through Executive Directors who have attended Board meetings.

The Company had arranged for appropriate liability insurance for the Directors and officers of the Group for indemnifying their liabilities arising from corporate activities.

During the year, all Directors have been provided, on a monthly basis, with the Group's management information updates to give them aware of the Group's affairs and facilitates them to discharge their duties under the relevant requirements of the Listing Rules.

於截至二零一八年十二月三十一日止年度之董事會成員為：

### 執行董事

劉維先生（其後於二零一九年一月二十三日辭任）  
曾慶贊先生

### 非執行董事

陳家榮先生（於二零一八年十一月二十八日辭任）  
姚宇翔先生  
梁兆基先生（於二零一八年一月二十六日辭任）

### 獨立非執行董事

陳肇倫先生  
葉偉其先生  
陳釗洪先生

董事會負責批准及監察本集團之整體策略及政策；批准業務計劃；評估本集團之表現及管理層之監管。董事會亦負責透過指導及監察本公司之事務來促進本公司及其業務之成功發展。

董事會專注於整體策略及政策，尤其著重本集團之增長及財務表現。董事會將本集團之日常營運工作交予執行董事及各業務分部之高級管理層處理，同時保留若干主要事項由其批准。

董事會透過出席董事會會議之執行董事向管理層傳達其決定。

本公司已為本集團之董事及高級人員投購適當之責任保險，以對彼等因企業活動而產生之責任提供彌償。

年內，全體董事每月均獲本集團管理層提供有關本集團之最新資料，以便彼等掌握本集團之事務狀況及履行彼等於上市規則相關規定下的職責。



# Corporate Governance Report

## 企業管治報告

There were five Board meetings and one annual general meeting (“AGM”) but nil special general meetings held in 2018. Details of the attendance of each director are as follows:

於二零一八年曾舉行五次董事會會議及一次股東週年大會（「股東週年大會」），惟未曾召開股東特別大會。各董事之出席率詳情如下：

Directors 董事		Attended/Held 出席次數／會議次數	
		Board meeting 董事會會議	AGM 股東週年大會
Mr. Liu Gary Wei (Note 1)	劉維先生 (附註1)	2/5	1/1
Mr. Tsang Hing Bun	曾慶贇先生	5/5	1/1
Mr. Yiu Yu Cheung	姚宇翔先生	5/5	1/1
Mr. Leung Siu Kee (Note 2)	梁兆基先生 (附註2)	N/A不適用	N/A不適用
Mr. William Keith Jacobsen	葉偉其先生	4/5	0/1
Mr. Chan Chiu Hung Alex	陳釗洪先生	5/5	1/1
Mr. Chan Siu Lun	陳肇倫先生	5/5	1/1
Mr. Chen Jiarong (Note 3)	陳家榮先生 (附註3)	0/5	0/1

Notes:

- Mr. Liu Gary Wei resigned subsequently on 23 January 2019.
- Mr. Leung Siu Kee resigned on 26 January 2018.
- Mr. Chen Jiarong resigned on 28 November 2018.

附註：

- 劉維先生其後於二零一九年一月二十三日辭任。
- 梁兆基先生於二零一八年一月二十六日辭任。
- 陳家榮先生於二零一八年十一月二十八日辭任。

Board minutes are kept by the Company Secretary and are open for inspection by the Directors. Every Board member is entitled to have access to materials and has unrestricted access to the advice and the Company Secretary, and has the right to seek external professional advice if so required.

董事會會議記錄由公司秘書保存並可供董事查閱。每名董事會成員均有權查閱資料，並可不受限制地得到公司秘書之意見及服務，並有權於需要時尋求外界專業意見。

### DIRECTORS AND OFFICERS INSURANCE

Appropriate insurance covers on directors’ and officers’ liabilities have been in force to protect the Directors and officers of the Group from their risk exposure arising from the business of the Group.

### 董事及高級職員之保險

本公司已為本集團董事及高級職員購買合適之責任保險，就彼等因本集團業務承擔之風險提供保障。

### ACCOUNTABILITY AND AUDIT

The Directors were responsible for overseeing the preparation of the financial statements for the year ended 31 December 2018.

### 問責及審核

董事負責監督截至二零一八年十二月三十一日止年度財務報表之編製。

The Directors’ responsibilities for the preparation of the financial statements and the auditor’s responsibility are set out in the Independent Auditor’s Report.

董事編製財務報表之責任及核數師之責任載於獨立核數師報告。

# Corporate Governance Report

## 企業管治報告

### INTERNAL AUDIT AND RISK MANAGEMENT

During the financial year, the Group has complied with principle C.2 of the CG Code by establishing appropriate and effective risk management and internal control systems. Management is responsible for the design, implementation and monitoring of such systems, while the Board oversees management in performing its duties on an ongoing basis and an internal audit on the internal control and risk management systems performed on an annual basis. Main features of the risk management and internal control systems are described as follows:

#### Risk Management System

The Group has adopted a risk management system which manages the risk associated with its business and operations. The system comprises the following phases:

- Identification: identify ownership of risks, business objectives and risks that could affect the achievement of objectives.
- Evaluation: analyse the likelihood and impact of risks and evaluate the risk portfolio accordingly.
- Management: consider the risk responses, ensure effective communication to the Board and on-going monitor the residual risks.

Based on the risk assessments conducted for the financial year, no significant risk was identified.

#### Internal Control System

The Board has overall responsibility for the internal controls of the Company. The Board is committed to implementing an effective and sound internal control system to safeguard the interest of the shareholders and the Group's assets. The implementation enables the Group to achieve objectives regarding effectiveness and efficiency of operations, reliability of financial reporting and compliance with applicable laws and regulations.

### 內部審核及風險管理

於本財政年度，本集團已透過建立合適及有效的風險管理及內部監控系統遵守企業管治守則第C.2條。管理層負責設計、實施及監管有關系統，而董事會持續監控管理層履行其職責，以及每年對內部監控及風險管理系統進行內部審核。風險管理及內部監控系統的主要特點描述如下：

#### 風險管理系統

本集團採納風險管理系統（管理與其業務及營運有關的風險）。該系統包括以下階段：

- 識別：識別風險歸屬、商業目標及可影響所達致目標之風險。
- 評估：分析風險出現之可能性及影響，並相應評估風險組合。
- 管理：考慮應對風險之方式，確保與董事會有效溝通及持續監控殘餘風險。

根據於本財政年度進行之風險評估，並無發現任何重大風險。

#### 內部監控制度

董事會對本公司內部監控負全責。董事會全力推行有效而穩健之內部監控制度，以保障股東權益及本集團之資產。推行內部監控制度令本集團可達致有關營運效率及效能、財務報告可靠性及遵守適用法律及法規之目標。

# Corporate Governance Report

## 企業管治報告

The internal control system includes safeguard of the interest of shareholders and the Group's assets. The Board has delegated to management for the implementation of all relevant financial, operational, compliance controls and risk management function within a defined framework. During the year ended 31 December 2018, the Board has conducted a review of the system of internal control and no significant control deficiency was identified.

### Internal Audit

The Group performed an internal audit, on rotatory basis, on different business segments of the Group annually as well as reviewed the management or risks arisen from operations. No unusualness was found during the course of internal audit while the business risk profile was satisfactory.

According to the established plan, review of the risk management and internal control systems is conducted annually and the results are reported to the Board via Audit Committee afterwards. This could ensure the internal control system is effective.

### Effectiveness of the Risk Management and Internal Control Systems

The Board is responsible for the risk management and internal control systems of the Group and ensuring review of the effectiveness of these systems has been conducted annually. Several areas have been considered during the Board's reviews, which include but not limited to (i) the changes in the nature and extent of significant risks since the last annual review, and the Group's ability to respond to changes in its business and the external environment (ii) the scope and quality of management's ongoing monitoring of risks and of the internal control systems.

The Board, through its reviews and the reviews made by the Audit Committee, concluded that the risk management and internal control systems were effective and adequate. Such systems, however, 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. It is also considered that the resources, staff qualifications and experience of relevant staff were adequate and the training programs and budget provided were sufficient.

內部監控制度包括保障股東權益及本集團之資產。董事會已根據明確之架構授權管理層實行所有有關之財務、營運、遵例監控及風險管理職能。截至二零一八年十二月三十一日止年度，董事會已檢討內部監控制度，概無識別到監控方面之重大瑕疵。

### 內部審核

本集團按年輪流就本集團不同業務分部進行內部審核，同時審視營運之管理及所致之風險。內部審核期間並無發現不正規情況，商業風險狀況亦令人滿意。

根據現有計劃，風險管理及內部監控系統乃每年進行一次檢討，檢討結果其後經審核委員會向董事會呈報。此舉確保內部監控行之有效。

### 風險管理及內部監控系統之效能

董事會對本集團內部監控及檢討其效能負全責，確保已每年檢討該等系統之效能。董事會在檢討時考慮多個層面，包括但不限於：(i)自最近一次年度檢討以來，重大風險本質及程度之變化，以及本集團應對業務及外界變動之能力；(ii)管理層對風險及內部監控系統持續監控的範圍及質素。

董事會透過其檢討及審核委員會作出之檢討，得出風險管理及內部監控系統有效而足夠之結論。然而，有關系統乃為管理風險而非消除無法達致業務目標的風險而設，且僅可就重大失實陳述或損失提供合理而非絕對之保證。董事會亦認為，有關資源、員工資質及相關員工之經驗充足，並已提供足夠的培訓項目及預算。

# Corporate Governance Report

## 企業管治報告

### CHAIRMAN AND THE CHIEF EXECUTIVE OFFICER

Mr. Chen Jiarong and Mr. Liu Gary Wei had been the Chairman and Chief Executive Officer of the Company respectively during the financial year until 28 November 2018 that Mr. Chen Jiarong resigned as Chairman and non-executive Director. Subsequently on 23 January 2019, Mr. Liu Gary Wei resigned as executive Director and Chief Executive Officer of the Company. Both the position of Chairman and Chief Executive Officer have been vacant and the daily operation and management of the Company is monitored by the executive director afterwards.

### PROFESSIONAL DEVELOPMENT

Every newly appointed Director will be given an induction training so as to ensure that he/she has appropriate understanding of the Group's business and his/her duties and responsibilities under the Listing Rules and the relevant statutory and regulatory requirements. The Group continuously updates Directors on the latest developments regarding the Listing Rules and other applicable regulatory requirements, to ensure compliance and enhance their awareness of good corporate governance practices. Circulars or guidance notes are issued to Directors and senior management where appropriate, to ensure awareness of best corporate governance practices.

The Company also provides regular updates on the business development of the Group. The Directors are regularly briefed on the latest development regarding the Listing Rules and other applicable statutory requirements to ensure compliance and upkeep of good corporate governance practices. In addition, the Company has been encouraging the Directors to enroll in professional development courses and seminars relating to the Listing Rules, Companies Ordinance and corporate governance practices organized by professional bodies chambers in Hong Kong. All directors are requested to provide the Company with their respective training records pursuant to the Code.

All Directors have participated in appropriate continuous professional development and refresh their knowledge and skills during the year. Such professional development was completed either by way of attending briefings, conference, forum, courses and seminars and self-reading which are relevant to the business or directors' duties.

### 主席及行政總裁

於財政年度內，陳家榮先生及劉維先生分別為本公司主席及行政總裁，直至陳家榮先生於二零一八年十一月二十八日辭任主席兼非執行董事。劉維先生其後於二零一九年一月二十三日辭任本公司執行董事兼行政總裁。主席及行政總裁的職位出現空缺，而執行董事隨後監察本公司的日常營運及管理。

### 專業發展

每名新委任的董事將獲履新培訓，確保彼對本集團的業務及上市規則及相關法規及監管要求下其本身的職務及責任有適當了解。本集團持續為董事提供有關上市規則及其他適用監管規則最新發展之最新資料，確保董事遵守有關規則及提高董事對良好企業管治常規的意識。本集團亦向董事及高級管理層發出通函及指引（如適用），確保彼等了解最佳企業管治常規。

本公司亦定期提供本集團業務發展的最新資料。董事獲定期提供有關上市規則及其他適用法律規定的最新發展簡報，確保遵守及維持良好的企業管治常規。此外，本公司一直鼓勵董事參與由香港專業團體或商會舉辦，有關上市規則、公司條例及企業管治常規的專業發展課程及研討會。全體董事均須根據該守則之規定向本公司提供本身的培訓記錄。

全體董事於年內均已參加適當的持續專業發展，讓彼等的知識及技能與時並進。完成專業發展的方式包括出席有關業務或董事職務之簡報會、會議、論壇、課程及研討會以及閱讀相關資料。

# Corporate Governance Report

## 企業管治報告

### CORPORATE GOVERNANCE FUNCTIONS

The Board has delegated the Group's corporate governance functions to Audit Committee. The principal functions include:

- (a) to develop and review the Company's policies and practices on corporate governance;
- (b) to review and monitor the training and continuous professional development of directors and senior management;
- (c) to review and monitor the Company's policies and practices in compliance with legal and regulatory requirements;
- (d) to develop, review and monitor the code of conduct and compliance manual (if any) applicable to employees and directors; and
- (e) to review the Company's compliance with the Code and disclosure in the Corporate Governance Report.

### COMPANY SECRETARY

During the year ended 31 December 2018, the Company Secretary has duly complied with the relevant professional training requirement under Rule 3.29 of the Listing Rules.

### REMUNERATION COMMITTEE

The Remuneration Committee comprises three Independent Non-executive Directors and one Non-executive Director, namely Mr. William Keith Jacobsen (Chairman), Mr. Chan Siu Lun, Mr. Chan Chiu Hung, Alex and Mr. Yiu Yu Cheung.

The terms of reference of the Remuneration Committee are posted on the Company's website. The principal functions include:

- to recommend to the Board on the Company's policies and structure for the remuneration of the Directors and senior management of the Group;
- to determine the remuneration packages of all Executive Directors and senior management of the Group;
- to review and approve the management's remuneration proposals with reference to corporate goals and objectives resolved by the Board from time to time.

### 企業管治功能

董事會已將本集團之企業管治功能轉授審核委員會負責。主要功能包括：

- (a) 制定及檢討本公司的企業管治政策及常規；
- (b) 檢討及監察董事及高級管理人員的培訓及持續專業發展；
- (c) 檢討及監察本公司在遵守法律及監管規定方面的政策及常規；
- (d) 制定、檢討及監察僱員及董事的操守準則及合規手冊（如有）；及
- (e) 檢討本公司遵守該守則的情況及在企業管治報告內的披露。

### 公司秘書

於截至二零一八年十二月三十一日止年度，公司秘書已妥為遵守上市規則第3.29條之相關專業培訓規定。

### 薪酬委員會

薪酬委員會由三位獨立非執行董事及一位非執行董事組成，分別為葉偉其先生（主席）、陳肇倫先生、陳釗洪先生及姚宇翔先生。

薪酬委員會之職權範圍刊載於本公司網站。其主要職責包括：

- 就本公司有關董事及本集團高級管理層之薪酬政策及架構向董事會提供推薦意見；
- 決定全體執行董事及本集團高級管理層之薪酬組合；
- 參考董事會不時議決之企業宗旨及目標而審批管理層之薪酬方案。

# Corporate Governance Report

## 企業管治報告

The principal elements of executive remuneration package include basic salary, discretionary bonus and share option. The emoluments of Executive Directors are based on skill, knowledge and involvement in the Company's affairs of each Director and are determined by reference to the Company's performance and profitability, as well as remuneration benchmark the industry and the prevailing market conditions.

During the year, a meeting with 100% attendance of the Remuneration Committee's members was duly held for reviewing the remuneration policy and structure and determination of the annual remuneration packages of the Executive Directors and the senior executives and other related matters.

Pursuant to paragraph B.1.5 of Code, the remuneration of the members of the senior management by band for the year ended 31 December 2018 is set out below:

### Remuneration band

薪酬等級

### No. of Individuals

人數

HK\$2,000,001 – HK\$2,500,000

2,000,001港元至2,500,000港元

1

## NOMINATION COMMITTEE

The Nomination Committee of the Company was established in March 2012 comprising the three Independent Non-executive Directors and one Non-executive Director, namely, Mr. Chan Chiu Hung, Alex (Chairman), Mr. Chan Siu Lun, Mr. William Keith Jacobsen and Mr. Yiu Yu Cheung. The terms of reference of the Nomination Committee are posted on the Company's website.

The roles and functions the Nomination Committee include reviewing the structure, size and composition of the Board, identifying individuals suitably qualified to become Directors, selecting or making recommendations to the Board on nominations, appointment or reappointment of Directors and Board succession, and assessing the independence of the independent non-executive directors.

During the year, a meeting with 100% attendance of the Nomination Committee's members was duly held for reviewing the structure, size and composition, and assessing the independence of the independent non-executive directors of the board of directors.

執行人員之薪酬組合之主要部份包括基本薪金、酌情花紅及購股權。執行董事之酬金按照每位董事之技能、知識及參與本公司事務之程度，並參照本公司之表現及盈利能力以及業內薪酬基準及當時市況而釐定。

年內，薪酬委員會召開了一次正式會議（全體成員均已出席是次會議），以檢討薪酬政策及架構，並釐定了執行董事及高級行政人員之全年薪津組合以及其他相關事宜。

根據該守則第B.1.5條，高級管理人員截至二零一八年十二月三十一日止年度之薪酬按薪酬等級載列如下：

## 提名委員會

本公司之提名委員會乃於二零一二年三月成立，由三位獨立非執行董事及一位非執行董事組成，分別為陳釗洪先生（主席）、陳肇倫先生、葉偉其先生及姚宇翔先生。提名委員會之職權範圍已刊載於本公司網站。

提名委員會之角色及職能包括檢討董事會之架構、人數及組成、物色適合成為董事之人選、就董事之提名、委任或續聘以及董事會之繼任而作出選擇或向董事會提供推薦建議，以及評估獨立非執行董事之獨立性。

於年內，提名委員會召開了一次正式會議（全體成員均已出席是次會議），以檢討董事會之架構、人數及組成以及評估獨立非執行董事之獨立性。

# Corporate Governance Report

## 企業管治報告

### AUDIT COMMITTEE

The Audit Committee was established in April 2000. It comprises three Independent Non-executive Directors, namely Mr. Chan Siu Lun (Chairman), Mr. William Keith Jacobsen, Mr. Chan Chiu Hung, Alex and one Non-executive Director, namely, Mr. Yiu Yu Cheung.

The terms of reference of the Audit Committee, which are in compliance with the Listing Rules, are posted on the Company's website. Under the terms of reference, the Audit Committee is mainly responsible for making recommendations to the Board on the appointment, re-appointment and removal of the external auditor and to approve the remuneration and terms of engagement of the external auditor, and any questions of resignation or dismissal of such auditor; overseeing the Group's financial report, internal control and risk management systems.

The Audit Committee held two meetings in 2018. All Committee members attended the two meetings.

During the year, the Audit Committee met with senior management to review the Group's draft annual report and accounts, half-yearly report, internal audit report, risk assessment report and circulars, and provided advice and comments thereon to the Company's Board of Directors. The Audit Committee members met with internal and external auditors to discuss matters arising from the audit. The Audit Committee also discussed with the external auditor the nature and scope of the audit and reporting obligations before the audit commenced.

The Group's 2018 interim report and 2018 annual report have been reviewed by the Audit Committee, which was of the opinion that such reports were prepared in accordance with the applicable accounting standards and requirements. For the 2018 annual report, the Audit Committee met with the external auditor to discuss auditing, internal control, statutory compliance and financial reporting matters before recommending it to the Board for approval. The Audit Committee also monitored the Company's progress in implementing the code provisions on corporate governance practices as required under the Listing Rules.

### AUDITOR'S REMUNERATION

The fees in relation to the audit service provided by BDO Limited, the external auditor of the Company, for the year ended 31 December 2018 amounted to HK\$620,000 (2017: HK\$600,000), and those in relation to non-audit services was HK\$150,000 (2017: HK\$150,000).

### 審核委員會

審核委員會乃於二零零零年四月成立，由三位獨立非執行董事陳肇倫先生（主席）、葉偉其先生、陳釗洪先生及一位非執行董事姚宇翔先生組成。

審核委員會之職權範圍符合上市規則之規定並且刊載於本公司網站。根據職權範圍，審核委員會主要負責就外聘核數師之委任、重聘及免職向董事會提供推薦意見及批准聘任外聘核數師之薪酬及聘任條款，以及考慮該等核數師辭任或免職之任何問題；監督本集團之財務報告、內部監控及風險管理系統。

審核委員會於二零一八年曾舉行兩次會議，全體委員會成員均有出席。

年內，審核委員會與高級管理層舉行會議，以審閱本集團之年報及賬目、中期報告、內部審核報告、風險評估報告及通函的草擬本，並就此向本公司之董事會提供意見及建議。審核委員會成員與內部及外聘核數師會面，討論在審核中得知的事宜。審核委員會亦於審核工作開始前與外聘核數師討論審核性質及範疇及有關申報責任。

本集團之二零一八年中報及二零一八年年報已由審核委員會審閱，審核委員會認為該等報告乃根據適用會計準則及規定編製。就二零一八年年報而言，審核委員會已在建議董事會批准年報前與外聘核數師舉行會議，討論審核、內部控制、遵守法規及財務報告事宜。審核委員會亦監察本公司於實施上市規則所規定企業管治常規之守則條文方面之進度。

### 核數師酬金

本公司之外聘核數師香港立信德豪會計師事務所有限公司就截至二零一八年十二月三十一日止年度的審核服務收費為620,000港元（二零一七年：600,000港元），而有關非核數服務的費用則為150,000港元（二零一七年：150,000港元）。

# Corporate Governance Report

## 企業管治報告

### COMMUNICATIONS WITH SHAREHOLDERS

The Company has adopted a Shareholders' Communication Policy in March 2012 reflecting mostly the current practices of the Company for communication with its shareholders. Information will be communicated to shareholders through:

- continuous disclosure to the Stock Exchange of all material information;
- periodic disclosure through the annual and interim reports;
- notices of meetings and explanatory material;
- the annual general meetings and other general meetings; and
- the Company's website at [www.kk-culture.com](http://www.kk-culture.com)

The Board endeavours to maintain an on-going dialogue with shareholders and in particular, use annual general meetings or other general meetings to communicate with shareholders and encourage their participation. Most of the Board members including all executive Directors attended the annual general meeting held in 2018 to answer questions and collect views of shareholders, if any. The chairmen of the audit and nomination committees and the external auditor also attended the annual general meeting to answer questions of shareholders.

### 與股東之溝通

於二零一二年三月，本公司採納一項股東溝通政策，其主要反映本公司目前與股東溝通的做法。本公司將透過以下渠道向股東傳達信息：

- 向聯交所持續披露所有重大信息；
- 通過年報及中期報告作定期披露；
- 大會通告及說明材料；
- 股東週年大會及其他股東大會；及
- 本公司網站[www.kk-culture.com](http://www.kk-culture.com)

董事會致力保持與股東之間的持續對話，尤其是以股東週年大會或其他股東大會與股東溝通及鼓勵彼等參與。大多數董事會成員（包括全體執行董事）已出席於二零一八年舉行之股東週年大會，以解答股東之提問及收集股東之意見（如有）。審核委員會及提名委員會之主席以及外聘核數師亦已出席股東週年大會，以解答股東之提問。



# Corporate Governance Report

## 企業管治報告

### SHAREHOLDERS' RIGHTS

#### (i) Procedures for members to convene a special general meeting ("SGM")

Shareholders holding at the date of deposit of the requisition not less than one-tenth of the paid-up capital of the Company carrying the right of voting at general meetings of the Company shall at all times have the right, by written requisition sent to the Company's registered office in Bermuda and its principal place of business in Hong Kong, for the attention of the Company Secretary, to require a SGM 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 twenty-one days of such deposit the Board fails to proceed to convene such meeting, the shareholders concerned themselves may do so in accordance with the provisions of Section 74(3) of the Companies Act, but any meeting so convened shall not be held after the expiration of three months from the date of deposit of the requisition.

The written requisition must state the purposes of the general meeting, signed by the shareholders concerned and may consist of several documents in like form, each signed by one or more of those shareholders.

If the requisition is in order, the Company Secretary will ask the Board to convene a SGM by serving sufficient notice in accordance with the statutory requirements to all the registered members. On the contrary, if the requisition is invalid, the shareholders concerned will be advised of this outcome and accordingly, a SGM will not be convened as requested.

The notice period to be given to all the registered members for consideration of the proposal raised by the shareholders concerned at SGM varies according to the nature of the proposal, as follows:

- at least twenty-one clear days' and not less than ten clear business days' notice in writing if the proposal constitutes a special resolution of the Company, which cannot be amended other than a mere clerical amendment to correct a patent error; and

### 股東權利

#### (i) 股東召開股東特別大會（「股東特別大會」）的程序

於遞呈要求當日持有不少於附有本公司股東大會投票權之本公司繳足股本十分之一的股東，可隨時向本公司於百慕達之註冊辦事處及於香港之主要營業地點發出書面要求（請註明收件人為公司秘書），要求董事會召開股東特別大會，處理有關要求所指明的任何事項，而有關大會須於遞呈上述要求後兩個月內舉行。倘遞呈後二十一日內董事會未有召開該大會，則有關股東可根據公司法第74(3)條召開大會，惟須於遞呈要求日期後三個月內召開有關大會。

書面要求須列明股東大會的目的，經相關股東簽署，並可由多份相同格式的文件組成，惟每份文件須經一名或多名該等股東簽署。

倘要求適當，公司秘書將要求董事會根據法定要求向全體註冊股東發出充分通知後召開股東特別大會。相反，倘要求無效，相關股東將獲告知此結果，亦不會應要求召開股東特別大會。

向全體註冊股東發出通知以供考慮相關股東於股東特別大會上所提呈建議的期限因建議性質而異，詳情如下：

- 倘建議屬本公司特別決議案（除更正明顯錯誤的純粹文書修訂外，不得予以修訂），須最少發出二十一個整日及不少於十個完整營業日的書面通知；及

# Corporate Governance Report

## 企業管治報告

- at least fourteen clear days' and not less than ten clear business days' notice in writing if the proposal constitutes an ordinary resolution of the Company.

### (ii) Procedures for a member to propose a person for election as a director

As regards the procedures for proposing a person for election as a Director, please refer to the procedures made available under the Corporate Governance section of the Company's website at [www.kk-culture.com](http://www.kk-culture.com).

### (iii) Procedures for directing shareholders' enquiries to the Board

Shareholders may at any time send their enquiries and concerns to the Board in writing to the principal place of business of the Company in Hong Kong or by e-mail to [info@kk-culture.com](mailto:info@kk-culture.com) for the attention of the Company Secretary.

### (iv) Procedures for putting forward proposals at a general meeting

Shareholders holding (i) not less than one-twentieth of the total voting rights of all shareholders having the right to vote at the general meeting of the Company; or (ii) not less than 100 shareholders, can submit a written request stating the resolution intended to be moved at the AGM; or a statement of not more than 1,000 words with respect to the matter referred to in any proposed resolution or the business to be dealt with at a particular general meeting.

The written request/statements must be signed by the shareholders concerned and deposited at the Company's registered office in Bermuda and its principal place of business in Hong Kong for the attention of the Company Secretary of the Company, not less than six weeks before the AGM in the case of a requisition requiring notice of a resolution and not less than one week before the general meeting in the case of any other requisition.

- 倘建議屬本公司普通決議案，須最少發出十四個整日及不少於十個完整營業日的書面通知。

### (ii) 股東建議一名人士參選董事之程序

有關股東建議一名人士參選董事之程序，請參閱本公司網站[www.kk-culture.com](http://www.kk-culture.com)內企業管治一節所載之程序。

### (iii) 股東查詢轉交董事會之程序

股東可於任何時間將其向董事會提出之查詢及關注事項以書面方式送交本公司於香港之主要營業地點或電郵至[info@kk-culture.com](mailto:info@kk-culture.com)，請註明收件人為公司秘書。

### (iv) 於股東大會提呈建議的程序

(i) 持有有權於本公司股東大會上投票之全體股東總投票權不少於二十分之一的股東，或(ii)不少於100名股東，可向本公司提呈於股東週年大會上動議決議案的書面要求，或就於特定股東大會提呈之任何決議案所述事項或處理的事務作出不少於1,000字的書面陳述。

書面要求／陳述須由相關股東簽署，並不遲於股東週年大會舉行前六週（倘須就要求發出有關決議案之通知）或股東大會舉行前一週（倘為任何其他要求）送交本公司於百慕達之註冊辦事處及於香港之主要營業地點，請註明收件人為本公司之公司秘書。

# Corporate Governance Report

## 企業管治報告

If the written request is in order, the Company Secretary will ask the Board (i) to include the resolution in the agenda for the AGM; or (ii) to circulate the statement for the general meeting, provided that the shareholders concerned have deposited a sum of money reasonably determined by the Board sufficient to meet the Company's expenses in serving the notice of the resolution and/or circulating the statement submitted by the shareholders concerned in accordance with the statutory requirements to all the registered members. On the contrary, if the requisition is invalid or the shareholders concerned have failed to deposit sufficient money to meet the Company's expenses for the said purposes, the shareholders concerned will be advised of this outcome and accordingly, the proposed resolution will not be included in the agenda for the AGM; or the statement will not be circulated for the general meeting.

### CONSTITUTIONAL DOCUMENTS

There are no changes in the constitutional documents of the Company during the year.

### DIVIDEND POLICY

The Company is committed to sharing the results with Shareholders while striking a balance of continuous development of its business. Given the current financial condition, the possible financial resources needed for business development, the Company does not have a concrete dividend policy. It will be disclosed in later annual report when such condition exists.

倘書面要求適當，公司秘書將要求董事會 (i) 將決議案載入股東週年大會議程；或 (ii) 傳閱股東大會陳述，惟相關股東須支付董事會釐定的合理金額的費用，以便本公司根據法定要求向全體註冊股東寄發決議案通知及／或向彼等傳閱相關股東提呈的陳述。相反，倘要求無效或有關股東未能存入足夠款項以撥付本公司為上述目的而錄得之開支，相關股東將獲告知此結果，而建議之決議案將不會納入股東週年大會議程，或有關陳述將不會就股東大會而傳閱。

### 組織章程文件

本公司之組織章程文件於年內並無變動。

### 股息政策

本公司致力與股東分享成果，同時與業務持續發展之間取得平衡。鑑於目前的財務狀況、業務發展可能需要的財政資源，本公司並無具體的股息政策。倘出現有關情況，將在稍後的年報中披露。

# Environmental, Social and Governance Report

## 環境、社會及管治報告

### APPROACH

KK Culture Holdings Limited (“KK Culture” or the “Company”) and its subsidiaries (collectively, the “Group” or “we”) are committed to maintaining the strong position as a leading advertising agency service provider in Hong Kong and the People’s Republic of China (“the PRC”), while integrating sustainability into our business strategy. Various factors, including business related challenges, work ethics, global trends, laws and regulations, etc., are taken into account in order to constantly promote business growth and achieve sustainability.

The Group recognizes its responsibility to be accountable to all its stakeholders, including customers, potential investors and shareholders, employees, suppliers, non-governmental organizations (“NGOs”) and local community. Understanding the needs and expectations of the stakeholders is the key to the Group’s success. As each stakeholder requires a different engagement approach, the Group has established a tailor-made communication method in order to better meet each stakeholder’s expectations.

Within the Group, we place a huge emphasis on monitoring the risks and exploring potential opportunities. For the sake of striking a balance among business needs, social demands and environmental impacts, we are committed to continuously monitoring the risks and opportunities which exist in our daily operations, and embracing transparent corporate culture to ensure that our sustainability strategies are well communicated to our employees, customers, suppliers, the communities and other stakeholders.

To implement sustainability strategies which apply to all levels of the Group, the top-down approach is adopted for the following sustainability strategies:

1. To achieve environmental sustainability
2. To respect human rights and social culture
3. To engage with stakeholders
4. To support our employees
5. To sustain local communities

### 方針

KK文化控股有限公司（「KK文化」或「本公司」）及其附屬公司（統稱「本集團」或「我們」）致力在香港及中華人民共和國（「中國」）維持廣告代理服務供應商的領先地位，同時將可持續發展納入我們的業務策略。我們已納入考慮各種因素，包括與業務相關的挑戰、職業道德、全球趨勢、法律法規等，以不斷促進業務增長及實現可持續發展。

本集團有責任對所有權益人負責，包括客戶、潛在投資者及股東、僱員、供應商、非政府機構（「非政府機構」）及本地社區。了解權益人的需求及期望是本集團成功的關鍵。由於各利益相關者均需要採用不同的參與方式，故本集團已量身定制溝通方式，以完善滿足各權益人的期望。

我們非常重視本集團之內部監控風險及探索潛在機遇。為求在業務需求、社會需求及環境影響間取得平衡，我們致力於持續監控日常營運中存在的風險及機遇，並實行公開透明的企業文化，確保我們的可持續發展策略順利傳達至我們的員工、客戶、供應商、社區及其他權益人。

為實施適用於本集團各層級的可持續發展策略，我們採用由上而下的方針實施以下可持續發展策略：

1. 實現環境可持續性發展
2. 尊重人權及社會文化
3. 與權益人攜手合作
4. 支援我們的員工
5. 維持當地社區發展

# Environmental, Social and Governance Report

## 環境、社會及管治報告

### ABOUT THIS REPORT

The Group is pleased to present its Environmental, Social and Governance (“ESG”) Report. The content contained herein focuses on providing an overview of the environmental, social and governance performance of our major operations in both Hong Kong and the PRC for the year ended 31 December 2018 (the “Reporting Year”). It helps us to keep a close eye on our current performance as well as the opportunities to improve our performance. The Reporting Year coincides with our financial year.

### Scope of the Report

This report has been prepared in accordance with the “Environmental, Social and Governance Reporting Guide” in Appendix 27 to the Rules Governing the Listing of Securities (the “Listing Rules”) on the Stock Exchange of Hong Kong Limited (the “Stock Exchange”). The two ESG subject areas, namely Environmental and Social, are disclosed separately, highlighting the impacts of the operations of two major business units, namely train media business under HK Made (Media) Limited (“HK Made”) and Recruit Magazine business under Recruit & Company Limited (“Recruit”), in Hong Kong and the PRC from 1 January 2018 to 31 December 2018.

For the Reporting Year, the material ESG issues are those which have or may have a significant impact on:

- The Hong Kong and the PRC’s advertising agency industry;
- The current or future environment or society in which we operate;
- Our financial performance or operations; and/or
- Our stakeholders’ assessments, decisions and actions.

The data and information used in this report are referenced from our archived documents, records, statistics and research. Financial data is extracted from or calculated based on the Group’s audited annual financial statements for the year ended 31 December 2018.

### 關於本報告

本集團欣然呈交本環境、社會及管治（「環境、社會及管治」）報告。本報告內容重點介紹我們截至二零一八年十二月三十一日止年度（「報告年度」）在香港及中國主要業務的環境、社會及管治績效。這使我們能夠密切關注我們當前的績效以及改善我們績效的機遇。報告年度與我們的財政年度一致。

### 報告的範圍

本報告乃根據香港聯合交易所有限公司（「聯交所」）證券上市規則（「上市規則」）附錄二十七的《環境、社會及管治報告指引》編製。我們分別披露兩個環境、社會及管治主題，即環境及社會，強調於二零一八年一月一日至二零一八年十二月三十一日在香港及中國兩個主要業務部門運作的影響，即香港製作（媒體）有限公司（「香港製作」）旗下的鐵路媒體業務及Recruit & Company Limited（「《才庫》」）旗下的《才庫》雜誌業務。

於報告年度，環境、社會及管治的重要問題是對以下方面產生或可能產生重大影響的問題：

- 香港及中國的廣告代理業；
- 現在或未來我們業務所在的環境或社會；
- 我們的財務表現或運作；及／或
- 我們對權益人的評估、決定及行動。

本報告中使用的數據及資料乃參考我們的檔案文件、記錄、統計和研究而得出。財務數據乃根據本集團截至二零一八年十二月三十一日止年度之經審核年度財務報表而提取或計算。

# Environmental, Social and Governance Report

## 環境、社會及管治報告

### ABOUT KK CULTURE

#### Our Business

KK Culture was listed in GEM of the Stock Exchange in 2000 and successfully transferred to the Main Board of the Stock Exchange in 2007 (stock code: 550). The principal operating activity of the Group is provision of advertising agency services through train media, paper media and digital media. The Group is the exclusive advertising agent of the Guangzhou-Shenzhen China Railway High-speed Harmony Series trains. The Group has also established its own advertising magazine – Recruit Magazine. Due to the high quality of our advertising agency services, we have maintained the leading position in the industry.

#### Our Vision

To maintain the leading position in the industry in order to provide high quality advertising agency service in Hong Kong and the PRC.

#### Our Mission

To provide the best-in-class service to meet customers' demands and create value to the shareholders and investors based on our unique and mature advertising network.

#### Board of Directors (the "Board")

As at the date of this announcement, the Board consists of:

#### Executive Director 執行董事

Mr. Tsang Hing Bun  
曾慶贊先生

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#### Non-Executive Director 非執行董事

Mr. Yiu Yu Cheung  
姚宇翔先生

–

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#### Independent Non-Executive Directors 獨立非執行董事

Mr. Chan Siu Lun  
陳肇倫先生

Mr. William Keith Jacobsen  
葉偉其先生

Mr. Chan Chiu Hung Alex  
陳釗洪先生

### 關於KK文化

#### 我們的業務

KK文化於二零零零年在聯交所GEM上市，並於二零零七年成功轉往聯交所主板（股份代號：550）上市。本集團的主要業務活動為透過鐵路媒體、紙媒及數碼媒體提供廣告代理服務。本集團為廣深線和諧號的獨家廣告代理商。本集團亦擁有其自有廣告雜誌：《才庫》雜誌。我們憑藉優良的廣告代理服務質素，一直保持行業領先地位。

#### 我們的願景

保持行業領先地位，在香港及中國提供優質廣告代理服務。

#### 我們的使命

利用我們獨特且發展成熟的廣告網絡，提供一流的服務來滿足客戶的需求，為股東及投資者創造價值。

#### 董事會（「董事會」）

截至本公告日期，董事會成員包括：

# Environmental, Social and Governance Report

## 環境、社會及管治報告

### OUR STAKEHOLDERS

KK Culture actively strives to better understand and engage our stakeholders to ensure continuous improvements. We strongly believe that our stakeholders play a crucial role in sustaining the success of our business in the challenging market.

### 我們的權益人

KK文化積極致力深入了解及與權益人合作來確保持續改進發展。我們堅信，我們的權益人擔當至關重要的角色，以助我們業務在充滿挑戰的市場中持續取得成功。

Stakeholders 權益人	Probable issues of concern 可能關注的問題	Communication and responses 溝通與回應
HKEx 香港交易所	Compliance with listing rules, timely and accurate announcements. 上市規則的遵守，及時準確的公告。	Meetings, training, roadshows, workshops, programs, website updates and announcements. 會議、培訓研討會、路演、計劃、網站更新和公告。
Government 政府	Compliance with laws and regulations, prevention of tax evasion, and social welfare. 法律法規的遵守、防止逃稅、社會福利。	Interaction and visits, government inspections, tax returns and other information. 互動和視察、政府檢查、納稅申報及其他信息。
Suppliers 供應商	Payment schedule, stable demand. 付款進度、穩定需求。	Site visits. 實地考察。
Shareholders/Investors 股東／投資者	Corporate governance system, business strategies and performance, and investment returns. 公司管治體系、業務戰略和業績及投資回報。	Organizing and participating in seminars, interviews, shareholders' meetings, issue of financial reports and/or operation reports for investors, media and analysts. 組織和參與投資者、媒體和分析師研討會、訪談、股東大會、發佈財務報告及／或運營報告。
Media & Public 媒體及公眾	Corporate governance, environmental protection, and human right. 公司管治、環境保護及人權。	Issue of newsletters on the Company's website. 在本公司網站上發佈通訊。
Customers 客戶	Product quality, delivery times, reasonable prices, service value, labour protection and work safety. 產品質量、交貨時間、價格合理、服務價值、勞動保護和工作安全。	Site visits, and after-sales services. 實地考察及售後服務。
Employees 僱員	Rights and benefits, employee compensation, training and development, work hours, and working environment. 權利和福利、僱員報酬、培訓與發展、工作時間及工作環境。	Union activities, trainings, interviews for employees, employee handbooks, internal memos, employee suggestion boxes. 工會活動、培訓、僱員訪談、僱員手冊、內部備忘錄、僱員意見箱。

# Environmental, Social and Governance Report

## 環境、社會及管治報告

Stakeholders 權益人	Probable issues of concern 可能關注的問題	Communication and responses 溝通與回應
Community 社區	Community environment, employment and community development, and social welfare. 社區環境、就業和社區發展及社會福利。	Community activities, employee voluntary activities, community welfare subsidies and charitable donations. 社區活動、僱員志願活動、社區福利補貼和慈善捐贈。

### SECTION A: ENVIRONMENTAL

### 第A部分：環境

The Group is committed to enhancing its service quality and expanding its business while not sacrificing the environment in exchange. We strongly believe that a healthy environment is the basis of the Group's sustainable development. Thus, we will strive hard to integrate environmental sustainability into our business operations through various measures so as to decrease the related carbon emission level and the relevant intensity.

本集團以不犧牲環境為前提，致力提升服務質素及擴展業務。我們堅信健康環境是本集團可持續發展的基礎。因此，我們將全力透過各種措施在我們的業務營運納入環境可持續性，以降低相關的碳排放水平及相關的密度。

For the Reporting Year, there was no material non-compliance issue with relevant laws and regulations related to the environment. The Group will continue to be alert to any non-compliance behavior relating to critical environmental problems.

於報告年度，本集團並無發生與環境相關的重大不合規問題。本集團將繼續審慎留意任何與嚴重環境問題有關的違規行為。

#### **Air Pollution Emission**

As the Group's core business activity is provision of advertising agency services, there was no material air pollutants, such as nitrogen oxides ("NOx"), sulfur oxides ("SOx") and particulate matter ("PM"), emitted from our daily operations during the Reporting Year.

#### **空氣污染排放**

由於本集團的核心業務活動為提供廣告代理服務，故於報告年度內我們的日常營運並無排放重大空氣污染物，如氮氧化物（「氮氧化物」）、硫氧化物（「硫氧化物」）及顆粒物質（「顆粒物質」）。

#### **Greenhouse Gases Emission & Electricity Consumption**

During the Reporting Year, the total greenhouse gases ("GHG") emission by the Group weighted approximately 133 tons. The major sources of the GHG emission by the Group were electricity consumption and the usage of directors' automobile, in which they comprised of approximately 95% and 5% of the Group's GHG emissions respectively. Alongside the aforementioned sources, there were also indirect emission source noted as the electricity used for processing fresh water and sewage and paper waste disposal at landfills, which comprised of approximately 0.4% of the Group's GHG emissions. In respect of our 60 employees, the GHG emission intensity was approximately 2 tons per employee during the Reporting Year.

#### **溫室氣體排放及用電量**

於報告年度，本集團的溫室氣體（「溫室氣體」）總排放量約為133噸。本集團溫室氣體的主要排放來源為用電量及董事車輛使用量，其中分別佔本集團溫室氣體排放量約95%及5%。除上述來源外，亦有間接排放源，即用於處理淡水和污水以及垃圾堆填區廢紙處理的電力，佔本集團溫室氣體排放量約0.4%。就我們的60名僱員而言，於報告年度內每名僱員的溫室氣體排放密度約為2噸。



# Environmental, Social and Governance Report

## 環境、社會及管治報告

GHG Emission Sources	溫室氣體排放來源	GHG produced in 2017 (tons) 二零一七年 產生的溫室 氣體 (噸)	GHG produced in 2018 (tons) 二零一八年 產生的溫室 氣體 (噸)	Change in % 變動百分比
Electricity consumption <sup>1</sup>	用電量 <sup>1</sup>	138.05	126.35	↓ 8.5%
Automobile usage <sup>1</sup>	車輛使用量 <sup>1</sup>	7.24	6.48	↓ 10.5%
Electricity used for processing fresh water and sewage <sup>2</sup>	處理淡水及污水的 用電量 <sup>2</sup>	0.06	0.05	↓ 16.7%
Paper waste disposal	廢紙處理	0.53	0.48	↓ 9.4%
<b>Grand total</b>	<b>累計</b>	<b>145.88</b>	<b>133.35</b>	<b>↓ 8.6%</b>

1 Previous published data for 2016/17 are restated due to the latest announced emission factor and revisions in automobile usage.

2 The per unit electricity consumption for processing fresh water and sewage was at 0.575 and 0.2886 kWh in Hong Kong respectively according to the 2016/2017 Annual Report of Water Supplies Department and Drainage Services Department, HKSAR.

1 過往公佈的二零一六年／二零一七年度數據由於最新公佈的排放因素及車輛使用量的修訂而被重列。

2. 根據香港特別行政區水務署及渠務署二零一六年／二零一七年度的年報，香港處理淡水及污水的每單位耗電量分別為0.575及0.2886千瓦時。

During the Reporting Year, the total electricity consumption of the Group was approximately 172 MWh, contributing to approximately 126 tons of aforementioned GHG emissions. In respect of our 60 employees, the electricity consumption intensity was approximately 3 MWh per employee during the Reporting Year.

於報告年度，本集團的總用電量約為172兆瓦時，產生約126噸的上述溫室氣體排放量。就我們的60名僱員而言，於報告年度內每名僱員的用電密度約為3兆瓦時。

As electricity consumption was the culprit of our carbon emissions, we strive to trim off the unnecessary usage of electricity energy by all means. Thus, we have implemented the following effective measures to alleviate the adverse impacts on the environment. We adopt natural lighting design for our offices in order to reduce the excess usage of electrical lighting. We also acquire energy efficient appliances in our office and use central air-conditioning with a maximum of 24 degree Celsius. We encourage our staff to switch off all idle appliances before leaving the offices.

由於用電量是我們碳排放的主因，我們力求透過各種措施減少不必要的用電量。我們因而已採取下列有效措施，以減輕對環境的不利影響。我們的辦公室採用自然採光設計，以減少過度用電照明。我們亦在辦公室配置節能電器，並使用最高24攝氏度的中央空調。我們鼓勵員工在離開辦公室前關掉所有閒置設備。

# Environmental, Social and Governance Report

## 環境、社會及管治報告

### Natural Lighting 自然採光



### Energy-Efficient Appliance 節能電器



### Centralized Air-Conditioning and Energy-Saving Labels 中央空調系統及節能標籤



# Environmental, Social and Governance Report

## 環境、社會及管治報告

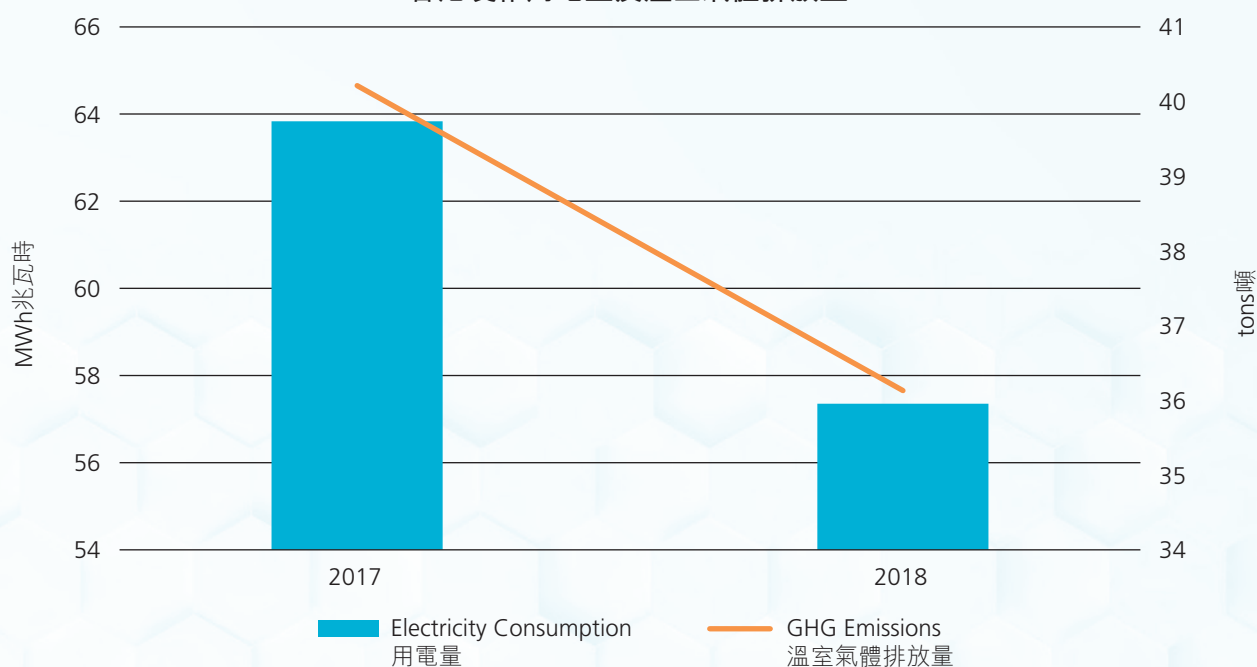
The above measures successfully help us slash the electricity consumption as well as the carbon emissions. Compared to the electricity consumption of approximately 188 MWh with corresponding 138 tons of GHG emissions in 2017, there was a decline in both aspects for 8.6% and 8.5% respectively during the Reporting Year.

上述措施成功協助我們削減用電量及碳排放。與二零一七年約188兆瓦時的用電量及相應的138噸溫室氣體排放相比較，報告年度內兩者分別下降8.6%和8.5%。

During the Reporting Year, HK Made has significantly cut electricity consumption and GHG emissions by 10.2%. Same as HK Made, Recruit managed to reduce both electricity consumption and GHG emission by 7.8%. The above decline was attributed to our employees' efforts which showed the triumphant results of the advocacy on environmental awareness among the Group.

於報告年度，香港製作大幅減少用電量及溫室氣體排放量10.2%。與香港製作情況一樣，《才庫》成功減少7.8%的用電量及溫室氣體排放量。上述減幅乃有賴我們僱員的努力及在本集團內提倡環保意識的成效。

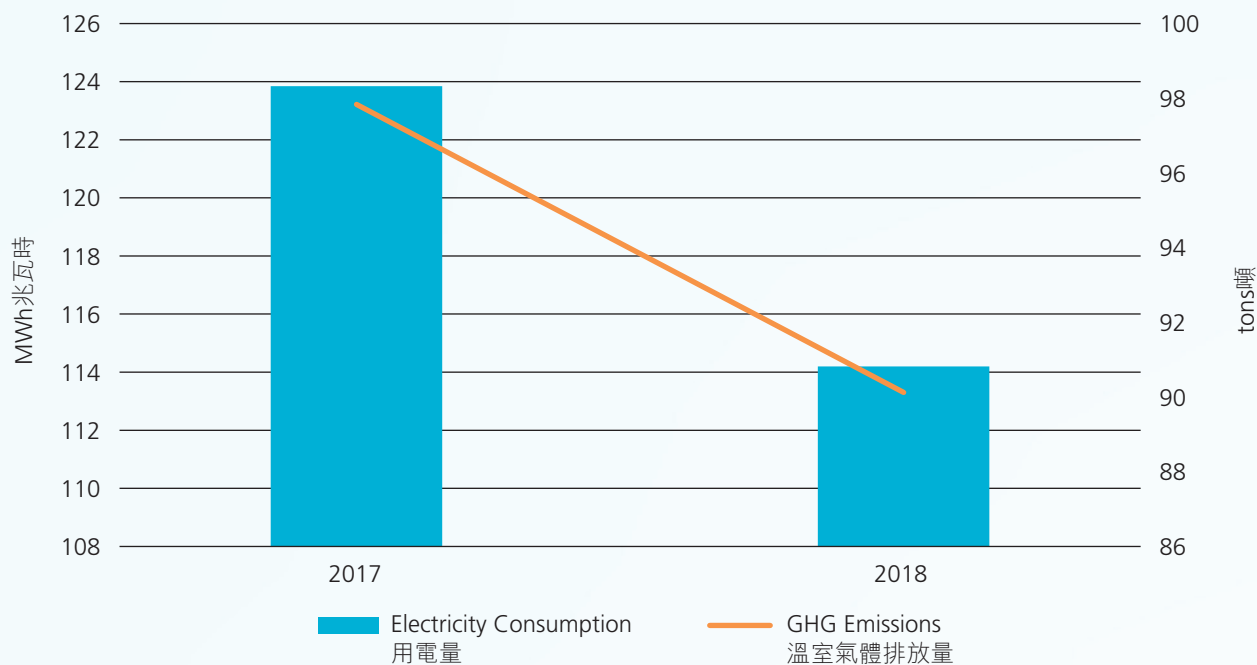
**HK Made's Electricity Consumption and GHG Emissions**  
香港製作用電量及溫室氣體排放量



# Environmental, Social and Governance Report

## 環境、社會及管治報告

**Recruit's Electricity Consumption and GHG Emissions**  
《才庫》用電量及溫室氣體排放量



### Water Consumption

During the Reporting Year, the total water consumption amounted to 83.52 m<sup>3</sup>, with a decrease of approximately 6.6% compared to 89.40 m<sup>3</sup> in 2017. We have hired professionals to conduct regular checks on water plumb to prevent water leakage. Also, we have spur our staff to use less water when unnecessary. By these means, we will continue to curb the water consumption level.

As our water sources were from the governmental body, there was no water supply issue identified for the Reporting Year.

### Waste Management

As the Group is principally engaged in provision of advertising agency services, there was no hazardous waste produced in our business operations during the Reporting Year.

### 節約用水

於報告年度，總用水量為83.52立方米，相較二零一七年的89.40立方米減少約6.6%。我們聘請專業人士定期對水鍾進行檢查，以防止漏水。此外，我們已經鼓勵員工在不必要時節約用水。透過以上方式，我們將繼續減少用水量。

我們的水源來自政府機構，故報告年度未發現供水問題。

### 廢物管理

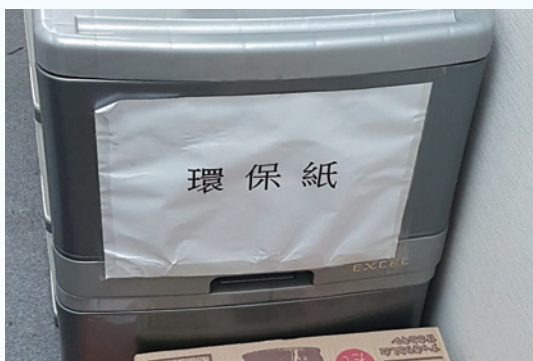
由於本集團主要從事提供廣告代理服務，故於報告年度內我們的業務營運並無產生危險廢物。

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The non-hazardous wastes produced by the Group were mainly the leftover of pillow cases on the Guangzhou-Shenzhen China Railway High-speed Harmony Series trains and the paper waste. The number of pillow cases leftover was amounted to 194,000, which was a 39.4% increase compared to 139,180 in 2017 due to the more frequent logistics. The paper waste disposed weighted to 100 kg during the Reporting Year. To advocate paperless work environment, we encourage our employees to use electronic documents and systems instead of printed documents. In addition, we place a drawer for scrap paper next to the printer. Employees can reuse the paper for one-off printing or note-taking instead of disposing the waste paper.

本集團生產的非危險廢物主要為廣深線和諧號棄置的枕套及廢紙。棄置的枕套數量為194,000個，較二零一七年的139,180個增加39.4%，歸因於頻繁更換。報告年度內廢紙的重量為100公斤。為提倡無紙化的工作環境，我們鼓勵僱員使用電子文檔及系統而非列印文檔。此外，我們在印表機旁放置廢紙收集抽屜。僱員可重複使用紙張進行單次列印或記筆記，而非作廢紙處理。



Drawer collecting scrap paper  
收集廢紙的抽屜



Single-side-printed paper for reuse purpose  
重用單面列印紙張

### SECTION B: SOCIAL

#### Employment

The Group places huge importance on its most treasurable assets – its employees. We value our employees' contribution and dedication to our business development. For the sake of the mutual interests for both, we aim to grow with our employees for the future boom of the Group.

#### Employee Remuneration and Benefits

Compensation and benefits play a critical role in our ability to attract, retain and motivate our workforce. We offer a wide variety of leave entitlements for different circumstances such as maternity leave, paternity leave, marriage leave, study leave, compassionate leave and compensation leave. Furthermore, our employees are entitled to benefits such as medical insurance which includes China Medical Insurance, dental services, annual medical check-up and clinical benefits. Extra benefits, including but not limited to meal allowance, travel allowance, education sponsorship, dental consultation, door lock allowance, medical allowance and marriage gift, are also offered to our employees.

### 第B部分：社會

#### 僱傭關係情況

本集團非常重視其最重要的資產：我們的僱員。我們注重僱員的貢獻及對業務發展的奉獻精神。為了雙方的共同利益，我們旨在與員工共同成長，助本集團未來蓬勃發展。

#### 僱員薪酬及福利

薪酬及福利在我們吸引、留住和激勵僱員方面發揮著至關重要的作用。我們為不同情況提供各種休假待遇，例如產假、陪产假、婚假、進修假、喪假和補休假等。此外，我們的僱員享有包括中國醫療保險在內的醫療保險、牙科服務、年度體檢和門診福利等。僱員還享有額外福利，包括但不限於膳食津貼、差旅津貼、教育資助、牙科諮詢、門鎖津貼、醫療津貼及結婚送禮。

# Environmental, Social and Governance Report

## 環境、社會及管治報告

During the Reporting Year, we organised recreational activities such as annual dinner and regular gatherings to promote the work-life balance culture in our work environment, as well as to enhance harmony among the Group.

於報告年度內，我們舉辦年度晚宴、定期聚會等休閒活動，促進僱員在工作環境中的工作與生活平衡文化，及促進本集團內的和諧關係。

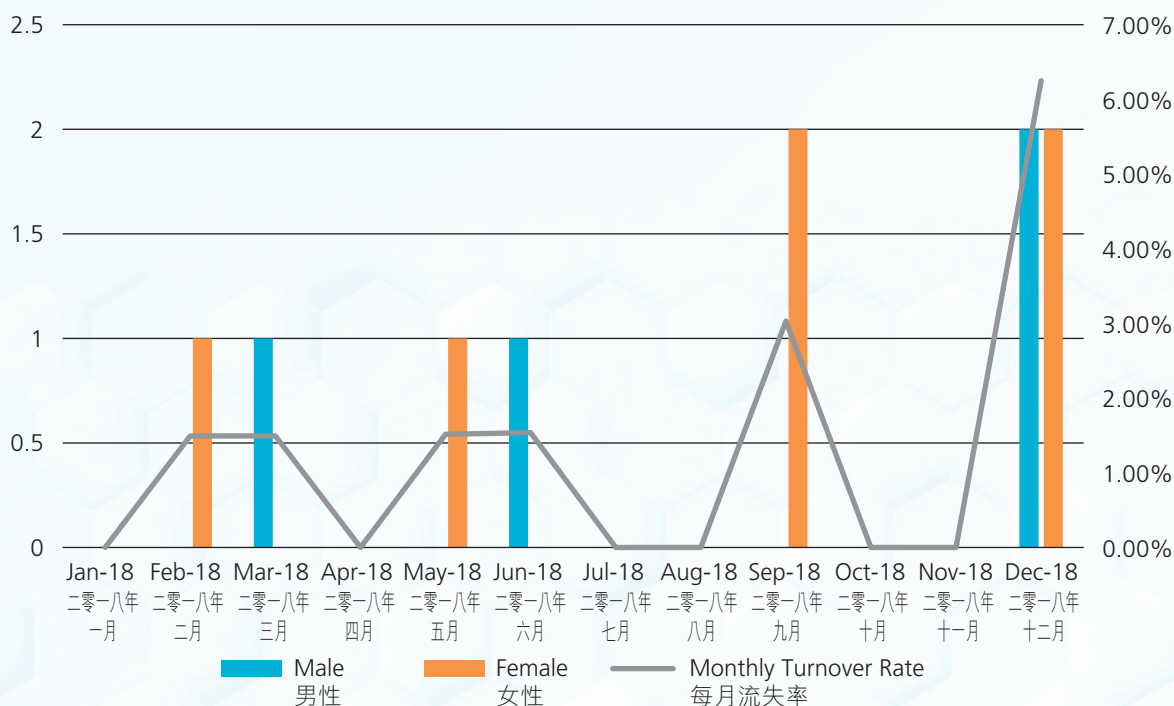
We continuously assess our employees based on their performance for the decision of salary adjustment, bonus amount and promotion chance in order to keep them up to the Group's standard and reward them for their contributions.

我們根據僱員的表現進行評估，以決定薪酬調整幅度、獎金金額及晉升機會，確保僱員達到本集團的標準，並獎勵其貢獻。

During the Reporting Year, the market competitive employee benefits and long-term favorable relationship with our employees help keep the monthly average turnover rate as low as approximately 1.3%.

於報告年度，具有市場競爭力的僱員福利以及與僱員建立長期良好關係有助保持每月平均流失率低至約1.3%。

**Number of Turnover by Gender and Monthly Turnover Rate**  
按性別劃分的流失人數及每月流失率



The Group strictly abides with the Employment Ordinance (Cap.57) in Hong Kong and other relevant laws and regulations which cover all employment protection and benefits.

本集團嚴格遵守香港僱傭條例（第57章）及其他涵蓋所有就業保障及福利的相關法律及法規。

# Environmental, Social and Governance Report

## 環境、社會及管治報告

### Harmonious Workplace

In order to diversify the background exposure of the Group, we hire people based on experience, expertise and values, regardless of race, creed, national origin, ancestry, sex, marital status, disability, religious or political affiliation, age or sexual orientation. We promote equal opportunities and diversity for all employees. We believe that all employees shall have their right to work in an environment free of discrimination, harassment, vilification and victimization. We do not tolerate such behaviour under any circumstances.

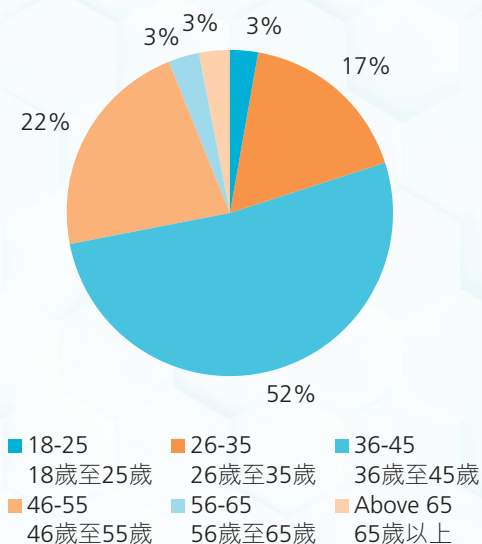
As at 31 December 2018, our employees' male-to-female ratio was approximately 1:1, with 28 as male and 32 as female. We have successfully achieved gender equality in our work environment. In addition, our employees are from different age groups. In respect of our harmonious work environment and effective human resources policies, 52% of our staff have contributed for the Group for over 10 years, and 78% of our employees served for 3 years or above. We treasure every single employee and strive for building a trustful and strong bond with them. We aim to drive employee engagement and retention in the future.

### 和諧工作環境

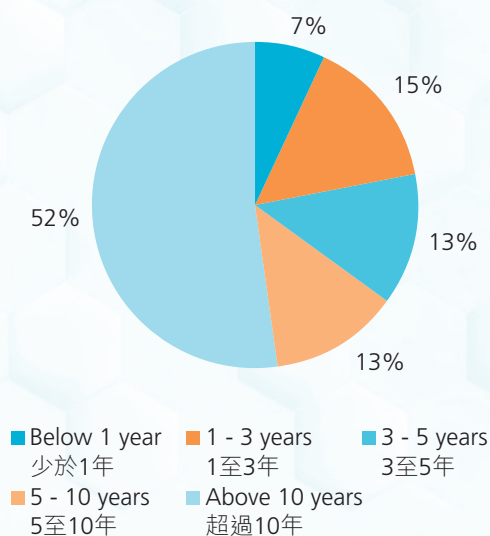
為本集團拓展多元化背景，我們根據經驗、專業知識及價值觀僱用人員，而不論種族、信仰、國籍、血統、性別、婚姻狀況、殘疾、宗教或政治派別、年齡或性取向。我們為所有僱員提供平等機會和多元化環境。我們相信，所有僱員都有權在沒有歧視、騷擾、誹謗和迫害的環境中工作。在任何情況下，我們都不會容忍這種行為。

截至二零一八年十二月三十一日，我們的僱員男女比例約為1:1，包括28名男性及32名女性。我們在工作環境中成功實現性別平等。此外，我們的僱員來自不同年齡組別。在和諧工作環境及有效人力資源政策方面，52%的僱員為本集團服務超過10年，78%的僱員服務3年或以上。我們珍惜每一位僱員，並致力與他們建立信任牢固的關係。我們旨在未來推動僱員敬業度及留任率。

**Employee Structure by Age Group**  
按年齡組別劃分的僱員架構



**Employee Structure by Years of Service**  
按服務年期劃分的僱員架構



# Environmental, Social and Governance Report

## 環境、社會及管治報告

### Health and Safety

The Group is committed to safeguarding the safety, health and welfare of all employees. To redeem our commitment, we have included certain safety policies in the staff handbook for our staff's reference. Working arrangement during typhoon and rainstorm has been clearly specified to avoid any confusion which might lead to safety issue.

The Group maintains a healthy and safe environment in the office as well. We notice the preparedness for the potential accidents. Thus, there are first aid boxes placed in the office in case any injury happens. For the same reason, there are enough fire extinguishers equipped in the office area.

### 健康和安

本集團致力維護所有僱員的安全、健康及福祉。為兌現我們的承諾，我們在員工手冊中載列部分安全政策，以供員工參考。我們明確規定颱風及暴雨期間的工作安排，以避免任何可能導致安全問題的混亂。

本集團亦在辦公室維持健康及安全的環境。我們認同要為潛在事故做準備。因此在辦公室設有急救箱，以應付受傷事故。出於同樣原因，辦公區域已配備足夠的滅火器。



The Group strictly abides by the Section 15 of the Employees' Compensation Ordinance to report any accident to the Commissioner for Labour. We are pleased to announce that there was no work injury cases reported within the Group for the Reporting Year. We will continue to provide a safe and healthy work environment to our employees.

本集團嚴格遵守僱員補償條例第15條，向勞工處處長報告任何意外。我們欣然宣佈，本集團在報告年度內並無上報工傷個案。我們將繼續為僱員提供安全健康的工作環境。



# Environmental, Social and Governance Report

## 環境、社會及管治報告

### **Development and Training**

The Group underlines the indispensableness of employee improvement. The Group encourages its staff to attend external job-related courses to enhance their professional skills and knowledge. The Group provides a 50% to 70% subsidy for the tuition fee of the relevant courses. We also focus on the ability requirements of each level of employees to ensure that our employees are grooming with the Company at the same time. As mentioned in Employee Remuneration and Benefits, we will regularly assess our employees based on their performance. For those employees who lag behind, we will provide directed training on their weaknesses so as to strengthen their required skills and knowledge in order to keep them up to the Group's standards for the mutual interests between the two.

### **Labor Standards**

The Group strictly abides by the relevant laws and regulations with regard to child labour, minimum wage specified by the government, and Social Insurance and Housing Provident Fund scheme. We are delighted to announce that we have not encountered major risks in human rights and employment matters so far. The Group guarantees that no employee is made to work against his/her will, or work under forced labour, or subject to coercion related to work. Recruitment of child labour is strictly prohibited. There was no employee recruited under the age of 18. Through the whistle-blowing mechanism, employees are able to voice out injustice they face.

### **Supply Chain Management**

In order to promote our sustainability values along our value chain, we have stepped up efforts to ensure all supply chain management practices are implemented strictly in compliance with local laws and regulations. Each of our business units has its own proper tendering and evaluation procedures to identify quality suppliers. Other than evaluating their price competitiveness, our supplier selection process will also take the supplier's background, qualification, management model, the provision of quality service, financial health status, past experience in similar service, fulfilment of contract, social and environmental compliance and follow-up services into consideration. To continuously improve our supplier management system, we carry out performance evaluation on our suppliers regularly. Those suppliers who fail to meet our requirements will be disqualified and cooperation will be terminated.

### **發展與培訓**

本集團強調僱員增值不可或缺。本集團鼓勵僱員參加外部工作相關課程，以提升專業技能及知識。本集團對相關課程的學費提供50%至70%的津貼。我們亦關注各層級僱員的能力要求，以確保我們的僱員與本公司共同成長。如僱員薪酬及福利中所述，我們將根據僱員表現定期對僱員進行評估。對於表現落後的僱員，我們會針對他們的弱項提供定向培訓，以加強他們所需的技能及知識，以達到本集團就兩者之間共同利益的標準。

### **勞工標準**

本集團嚴格遵守有關童工、政府規定的最低工資以及社會保險和住房公積金計劃的相關法律法規。我們欣然宣佈，到目前為止，我們尚未遇到人權及就業問題的重大風險。本集團保證不會使任何員工違背其意願，或在強迫勞動情況下工作，或受到與工作有關的脅迫。我們嚴禁招募童工。我們沒有招募在18歲以下的僱員。透過舉報機制，僱員能夠表達他們所面臨的不公正事宜。

### **供應鏈管理**

為了促進價值鏈上的可持續發展價值觀，我們加大力度，確保所有供應鏈管理實踐嚴格按照當地法律法規執行。我們的每個業務部門都有自己的適當招標和評估程序來選擇優質供應商。除了評估其價格競爭力外，供應商的選擇流程還將考慮供應商的背景、資格、管理模式、提供優質服務、財務健康狀況、過往類似服務經驗、合同履行、社會和環境合規以及後續行動等各方面因素。為了不斷完善供應商管理體系，我們定期對供應商進行績效評估。那些不符合我們要求的供應商將被取消資格並終止合作關係。

# Environmental, Social and Governance Report

## 環境、社會及管治報告

Besides the suppliers, we also place huge importance on our customer network. As at 31 December 2018, we are proud of being the exclusive advertising agent of the Guangzhou-Shenzhen China Railway High-speed Harmony Series trains. The Group has also successfully built its extensive web for providing advertising agency services to a spectrum of companies and industries through various channels and platforms.

### **Product Responsibility**

We have an extensive quality assurance process which includes the monitoring of supplier performance and quality control to ensure that our products are complied with relevant local laws and regulations, such as Prevention of Child Pornography Ordinance. We place great value on feedbacks from customers, especially those help us identify areas for improvements. If we receive complaints, we act immediately to resolve the issue with effective corrective actions. In addition, any complaints received are discussed and reviewed by management during regular meetings to ensure that preventative actions are implemented to avoid similar issues arising in the future. During the Reporting Year, no complaints from our customers was reported within the Group.

In respect of handling and protecting customers' data, written policies and procedures are concretely stated in the Staff Handbook. The Staff Handbook covers the topics including the handling of confidential information, security of confidential information and disclosure of confidential information. Unauthorised access of the Group's information system is strictly prohibited. Confidential information is also under strict monitor to prevent any direct or indirect information leakage to external parties through any means. Furthermore, we remind our employees to adhere to Personal Data (Privacy) Ordinance (Cap. 486) and other relevant regulations in order to ensure customers' personal data is protected.

We respect intellectual property rights and we are committed to purchasing genuine copyrighted products such as computer software. Fundamental guidelines are provided to our employees to ensure they do not infringe upon any third party intellectual properties such as trademark and copyrights. Breach of the above by an employee will lead to disciplinary or even legal actions. Copyright violation is an ever-increasing concern for the advertising industry. Before putting copyrighted image on our product, we ensure that we have already obtained the consent from the relevant copyright holder.

除供應商外，我們還非常重視客戶網絡。截至二零一八年十二月三十一日，我們非常榮幸能擔任廣深線和諧號的獨家廣告代理商。本集團亦成功建立其廣泛的網絡，透過各種渠道及平台為多家公司及行業提供廣告代理服務。

### **產品責任**

我們擁有廣泛的質量保證流程，包括監控供應商表現和質量控制，以確保我們的產品符合相關當地法律和法規，例如《防止兒童色情物品條例》。我們非常重視客戶的反饋，特別是確定有待改進之處的反饋。如果我們收到投訴，我們會立即採取有效的糾正措施來解決問題。此外，管理層在定期會議上討論和審查收到的任何投訴，以確保實施預防措施以避免將來出現類似問題。於報告年度，本集團內並未收到任何客戶投訴。

在處理和保護客戶資料方面，員工手冊載有書面政策及程序的具體說明。員工手冊涵蓋的主題包括機密資訊的處理、機密資訊的安全性以及機密資訊的披露。嚴禁未經授權存取本集團的資訊系統。機密資訊亦受嚴格監控，以防止任何直接或間接資訊透過任何方式洩露給外部各方。此外，我們提醒員工遵守個人資料（私隱）條例（第486章）及其他相關規例，以確保客戶的個人資料受到保障。

我們尊重知識產權，並承諾購買真正受版權保護的產品，如電腦軟件。我們向僱員提供基本指引，以確保他們不會侵犯任何第三方知識產權，如商標及版權。違反上述規定的僱員將被紀律處分甚至遭受法律起訴。侵犯版權是廣告業日益關注的問題。在我們的產品添加受版權保護的圖像前，我們確保已獲得相關版權持有者的同意。

# Environmental, Social and Governance Report

## 環境、社會及管治報告

### **Anti-Corruption**

The Group has established an "Anti-Corruption Policy" in the Staff Handbook to state clearly the definition of bribery and corruption, the Group's stance and the responsibilities of its employees. The Group severely prohibits its employees to accept any forms of gifts and benefits beyond proper permission. During the Reporting Year, there was no concluded legal case regarding any forms of fraud brought against the Group or its employees.

The Group encourages its employees to report alleged malpractices or misconduct. We value and welcome our employees to report any suspected malpractices through various channels. Management take immediate action to investigate the issue. The Group promises to fully support the whistle-blower and the identity of the whistle-blower is also well protected.

### **Community Investment**

The Group encourages its staff to be actively involved in the community investment. We have donated HK\$5,000 to Hong Kong Anti-Cancer Society during the Reporting Year. We imitate to invest more resources into the voluntary section in the future for the sake of positively contributing to the society.

### **反貪污**

本集團已在員工手冊制定《反貪污政策》，明確定義賄賂及貪污行為、本集團的立場以及僱員的責任。本集團嚴禁其僱員在獲得適當許可之外接受任何形式的禮品及福利。於報告年度內，概無針對本集團或其僱員發生任何形式有關貪污之違規個案。

本集團鼓勵其僱員舉報涉嫌違規或不當行為。我們重視並歡迎我們的僱員透過各種渠道上報任何可疑的違規行為。管理層將立即採取行動調查此問題。本集團承諾全力支持舉報人，並審慎保護舉報人的身份。

### **社區投資**

本集團鼓勵員工積極參與社區投資。於報告年度，我們已向香港防癌會捐款5,000港元。為積極貢獻社會，我們計劃未來在志願部門投入更多資源。

# Environmental, Social and Governance Report

## 環境、社會及管治報告

### KEY PERFORMANCE INDICATORS

#### PART A. ENVIRONMENTAL

### 關鍵績效指標

#### 第A部分環境

Location of operations	Energy use and emissions	Unit	Year ended 31 December 2017 截至二零一七年 十二月三十一日止年度	Year ended 31 December 2018 截至二零一八年 十二月三十一日止年度
運營地點	能源使用及排放	單位		
HK Made 香港製作	Electricity 電	kWh 千瓦時	63,832	<b>57,352</b>
		KG CO2 千克二氧化碳	40,214	<b>36,132</b>
Recruit 《才庫》	Electricity 電	kWh 千瓦時	123,841	<b>114,195</b>
		KG CO2 千克二氧化碳	97,834	<b>90,214</b>
HK Made 香港製作	Water 水	Cubic metre 立方米	89.40	<b>83.52</b>
		KG CO2 千克二氧化碳	63	<b>50</b>
Recruit 《才庫》	Fuel 燃油	Litres 升	2,675.61	<b>2,392.36</b>
		CH4 甲烷	14	<b>13</b>
		N2O 一氧化二氮	917	<b>820</b>
		CO2 二氧化碳	6,314	<b>5,646</b>
Location of operations	Resources	Unit	Year ended 31 December 2017 截至二零一七年 十二月三十一日止年度	Year ended 31 December 2018 截至二零一八年 十二月三十一日止年度
運營地點	資源	單位		
Hong Kong 香港	Pillow Case 枕套	Number 個	139,180	<b>194,000</b>
Hong Kong 香港	Paper 紙張	KG 千克	110	<b>100</b>
		KG CO2 千克二氧化碳	528	<b>480</b>

# Environmental, Social and Governance Report

## 環境、社會及管治報告

### PART B. SOCIAL

### 第B部分社會

Employment Indicators	就業指標	Year ended 31 December 2017 截至二零一七年 十二月三十一日 止年度	Year ended 31 December 2018 截至二零一八年 十二月三十一日 止年度
Employment	僱傭關係情況		
Total number of employees	僱員總數	77	60
By gender	按性別劃分		
Male	男性	29	28
Female	女性	48	32
By age group	按年齡組別劃分		
18 to 25	18歲至25歲	2	2
26 to 35	26歲至35歲	11	10
36 to 45	36歲至45歲	35	31
46 to 55	46歲至55歲	17	13
56 to 65	56歲至65歲	11	2
Over 65	65歲以上	1	2
By region	按地區劃分		
Hong Kong	香港	77	60
By employment type	按僱傭關係類型劃分		
Permanent	正式	64	60
Part-time	兼職	13	0

Employment Indicators	就業指標	Year ended 31 December 2017 截至二零一七年 十二月三十一日 止年度	Year ended 31 December 2018 截至二零一八年 十二月三十一日 止年度
Employee turnover	僱員流失率		
Total number of employee turnover	僱員流失總數	9	10
By gender	按性別劃分		
Male	男性	5	4
Female	女性	4	6
By age group	按年齡組別劃分		
18 to 25	18歲至25歲	0	0
26 to 35	26歲至35歲	7	5
36 to 45	36歲至45歲	2	4
46 to 55	46歲至55歲	0	0
56 to 65	56歲至65歲	0	1
Over 65	65歲以上	0	0
By region	按地區劃分		
Hong Kong	香港	9	10

# Environmental, Social and Governance Report

## 環境、社會及管治報告

		Year ended 31 December 2017 截至二零一七年 十二月三十一日 止年度	Year ended 31 December 2018 截至二零一八年 十二月三十一日 止年度
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### Health and Safety Indicators

### 健康和安全管理指標

Number of reported injuries	報告受傷人數	N/A不適用	N/A不適用
Injury rate	受傷率	N/A不適用	N/A不適用
Number of lost days	誤工天數	N/A不適用	N/A不適用
Lost day rate	誤工率	N/A不適用	N/A不適用

		Year ended 31 December 2017 截至二零一七年 十二月三十一日 止年度	Year ended 31 December 2018 截至二零一八年 十二月三十一日 止年度
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### Development and Training Indicators

### 發展與培訓指標

Total number of hours of internal training received by employees	僱員接受內部培訓總時數	1	N/A不適用
Average hours of training per employee by gender	每名僱員平均培訓時數，按性別劃分		
Male	男性	0	N/A不適用
Female	女性	1.5	N/A不適用
Average hours of training per employee by employment category	每名僱員平均培訓時數，按僱傭關係類別劃分		
Entry level	基層	0	N/A不適用
Middle level	中層	1.5	N/A不適用
Management level	管理層	0	N/A不適用

		Year ended 31 December 2017 截至二零一七年 十二月三十一日 止年度	Year ended 31 December 2018 截至二零一八年 十二月三十一日 止年度
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### Supply Chain Indicators

### 供應鏈指標

Supplier management	供應商管理		
Total number of suppliers	供應商總數	9	9
By region	按地區劃分		
Hong Kong	香港	7	7
Mainland China	中國大陸	2	2

# Environmental, Social and Governance Report

## 環境、社會及管治報告

		Year ended 31 December 2017 截至二零一七年 十二月三十一日 止年度	Year ended 31 December 2018 截至二零一八年 十二月三十一日 止年度
<b>Product Responsibility Indicators</b>	<b>產品責任指標</b>		
Product Responsibility	產品責任		
Total number of products ordered	訂購的產品總數	N/A不適用	N/A不適用
Total number of products subject to recalls for safety and health reason	出於安全和健康原因而需予召回的產品總數	N/A不適用	N/A不適用
Total number of complaints received	收到的投訴總數	N/A不適用	N/A不適用
		Year ended 31 December 2017 截至二零一七年 十二月三十一日 止年度	Year ended 31 December 2018 截至二零一八年 十二月三十一日 止年度
<b>Community Indicators</b>	<b>社區指標</b>		
Community investment	社區投資	HK\$港元	HK\$港元
Corporate charitable donation	企業慈善捐贈	500.00	5,000.00
Employee volunteering	僱員志願服務	Headcount總數	Headcount總數
Number of employee volunteer	僱員志願者人數	N/A不適用	N/A不適用

# Independent Auditor's Report

## 獨立核數師報告



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### TO THE MEMBERS OF KK CULTURE HOLDINGS LIMITED

#### KK文化控股有限公司

(incorporated in Cayman Islands and redomiciled to Bermuda with limited liability)

### 致KK文化控股有限公司股東

(於開曼群島註冊成立及遷冊至百慕達之有限公司)

## OPINION

We have audited the consolidated financial statements of KK Culture Holdings Limited (the "Company") and its subsidiaries (together referred to as the "Group") set out on pages 70 to 208, which comprise the consolidated statement of financial position as at 31 December 2018, and the consolidated statement of profit or loss and other comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at 31 December 2018, and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards ("HKFRSs") issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA") and have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

## BASIS FOR OPINION

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

## 意見

本核數師(以下簡稱「我們」)已審計列載於第70至208頁KK文化控股有限公司(「貴公司」)及其附屬公司(以下統稱「貴集團」)的綜合財務報表,此綜合財務報表包括於二零一八年十二月三十一日的綜合財務狀況表與截至該日止年度的綜合損益及其他全面收益表、綜合股本變動表和綜合現金流量表,以及綜合財務報表附註(包括主要會計政策概要)。

我們認為,該等綜合財務報表已根據香港會計師公會(「香港會計師公會」)所頒佈的香港財務報告準則(「香港財務報告準則」),真實而公平地反映貴集團於二零一八年十二月三十一日的綜合財務狀況及其截至該日止年度的綜合財務表現及綜合現金流量,並已遵照香港公司條例的披露規定妥為編製。

## 意見基礎

我們已根據香港會計師公會所頒佈的香港審計準則(「香港審計準則」)進行審計。在這些準則下,我們的責任會在本報告中「核數師就審計綜合財務報表須承擔的責任」一節進一步詳述。根據香港會計師公會所頒佈的專業會計師道德守則(簡稱「守則」),我們獨立於貴集團,並已遵循守則履行其他道德責任。我們相信,我們所獲得的審計憑證能充足和適當地為我們的意見提供基礎。



# 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.

#### Goodwill and other intangible assets impairment assessment

*Refer to Notes 18 and 19 to the consolidated financial statements and the Group's significant accounting policies and critical accounting estimates and judgements set out in Note 2.7, 2.8 and 4(iv)*

As at 31 December 2018, before taking consideration of the current year's impairment assessment, the Group had goodwill of HK\$3,211,000 and other intangible assets of HK\$42,861,000 respectively. Goodwill is assessed for impairment annually. Furthermore, other intangibles assets are tested for impairment where an indicator of impairment arises.

Management has performed impairment assessment of these assets in accordance with the Group's accounting policies. The Group engaged an independent professional valuer to assess the recoverable amounts of cash-generating unit ("CGU") to which the goodwill and other intangible assets belonged. Based on value-in-use calculation, the recoverable amount of the CGU was less than its carrying amount, hence the Group recognised impairment in respect of goodwill and other intangible assets of HK\$3,211,000 and HK\$20,012,000 respectively during the year. The determination of the value-in-use of the CGU involved significant assumptions and judgements made by management concerning the estimated future cash flows and other key inputs.

We have identified impairment assessment of goodwill and other intangible assets as a key audit matter because of its significance to the consolidated financial statements and because the value-in-use calculations involve significant management judgement with respect to the discount rate and the underlying cash flows, in particular future revenue growth.

### 關鍵審計事項

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

#### 評估商譽和其他無形資產的減值

*請參閱綜合財務報表附註18和19，以及附註2.7、2.8所載 貴集團的主要會計政策和附註4(iv)所載 貴集團的重要會計估計及判斷*

於二零一八年十二月三十一日，於考慮本年度之減值評估前，貴集團之商譽及其他無形資產分別為3,211,000港元及42,861,000港元。商譽每年會作減值評估。此外，在出現減值跡象時，會就其他無形資產進行減值測試。

管理層已根據 貴集團會計政策對該等資產進行減值評估。貴集團已委聘獨立專業估值師評估商譽及其他無形資產所屬現金產生單位（「現金產生單位」）之可收回金額。根據使用價值計算，現金產生單位可收回金額低於其賬面值，故此 貴集團於年內分別就商譽及其他無形資產確認減值3,211,000港元及20,012,000港元。就判斷現金產生單位的使用價值時，管理層估計未來現金流及其他主要輸入數據作出了重大假設及判斷。

我們將商譽和其他無形資產的減值評估列為關鍵審計事項，這是因為此事對綜合財務報表的重要性，以及使用價值計算法在貼現率和相關現金流量方面涉及重大管理層判斷，尤其是在未來收益增長方面。

# Independent Auditor's Report

## 獨立核數師報告

### KEY AUDIT MATTERS (Continued)

#### Our response:

Our procedures in relation to management's impairment assessment of goodwill and other intangible assets included:

- Assessing the valuation methodology;
- Challenging the reasonableness of key assumptions based on our knowledge of the business and industry;
- Reconciling input data to supporting evidence and considering the reasonableness of these input data;
- Evaluating the independent valuer's competence, capabilities and objectivity;
- Conducting in-depth discussions with management and the independent valuer about the cash flow projections used in the value-in-use calculations and assessing the appropriateness of the significant assumptions and critical judgement areas which affect the value-in-use calculations;
- Benchmarking the growth rates and discount rates used in the value-in-use calculations against independent industry data and comparable companies; and
- Performing sensitivity analyses including assessing the effect of a change in the key assumptions to the recoverable amounts of the CGUs.

#### Impairment of trade receivables

Refer to Note 23 to the consolidated financial statements and the Group's significant accounting policies and critical accounting estimates and judgements set out in Note 2.9 and 4(i)

As at 31 December 2018, before taking consideration of the expected credit losses, the Group had trade receivables of HK\$20,214,000. There is a risk that the carrying value of trade receivables is not recoverable. Management's impairment assessment was based on evaluation of collectability, including ageing analysis of, each debtor, which required exercise of management's judgment on the current creditworthiness, and the past collection history, of each customer. Management made a provision for impairment of trade receivables amounting to HK\$8,314,000 as at 31 December 2018.

### 關鍵審計事項 (續)

#### 我們的回應：

我們就管理層對商譽和其他無形資產的減值評估所進行的程序包括：

- 評估估值方法；
- 按我們對業務及行業的認識，質疑主要假設是否合理；
- 將輸入數據對賬，以提供憑證及考慮該等輸入數據是否合理；
- 評價獨立估值師的能力、身份和客觀程度；
- 就計算使用價值所用的現金流量估計以及影響計算使用價值的重大假設及主要判斷範疇的適當性與管理層及獨立估值師進行深入討論；
- 將計算使用價值所用的增長率與貼現率與獨立行業數據及同類公司比較；及
- 進行敏感度分析，包括評估主要假設的變動對現金產生單位可收回金額的影響。

#### 貿易應收款項的減值

請參閱綜合財務報表附註23，以及附註2.9所載 貴集團的主要會計政策和附註4(i)所載 貴集團的重要會計估計及判斷

於二零一八年十二月三十一日，於計及預期信貸虧損前，貴集團之貿易應收款項為20,214,000港元。貿易應收款項賬面值存在未能收回的風險。管理層的減值評估乃就各債務人可收回能力的評估（包括賬齡分析）作為基礎，管理層就各客戶現時信用程度以及以往還款歷史的作出評估。於二零一八年十二月三十一日，管理層作出貿易應收款項減值撥備為8,314,000港元。

# Independent Auditor's Report

## 獨立核數師報告

### KEY AUDIT MATTERS (Continued)

#### Impairment of trade receivables (Continued)

We have identified impairment assessment of trade receivables as a key audit matter because of its significance to the consolidated financial statements and because the assessment involve significant management judgement.

#### Our response:

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

- Ascertaining our understanding on the policy and operating effectiveness of internal controls which oversee credit control, debt collection and estimate of expected credit losses;
- Assessing, on a sample basis, whether items in the trade receivables ageing report were classified within the appropriate ageing bracket by comparing individual items in the report with the relevant sales invoices;
- Assessing the reasonableness of management's loss allowance estimates by examining the information used by management to form such judgements, including testing the accuracy of the historical default data, evaluating whether the historical loss rates are appropriately adjusted based on current economic conditions and forward-looking information; and
- Inspecting subsequent cash receipts from customers after the financial year end relating to trade receivables which are past due but not impaired balances as at 31 December 2018, on a sample basis.

### OTHER INFORMATION IN THE ANNUAL REPORT

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

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

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

### 關鍵審計事項 (續)

#### 貿易應收款項的減值 (續)

我們將貿易應收款項的減值評估列為關鍵審計事項，這是因為此事對綜合財務報表的重要性，以及評估涉及重大管理層判斷。

#### 我們的回應：

我們就管理層對貿易應收款項的減值評估所進行的程序包括：

- 確定我們對監督信貸控制、債務追收及估計預期信貸虧損之內部監控政策及營運效益之了解；
- 將貿易應收款項賬齡報告中之個別項目與相關銷售發票進行比較，抽樣評估報告中之項目是否已分類至適當賬齡範圍內；
- 透過審查管理層用於構成有關判斷的資料，包括測試過往違約數據之準確性、評估過往虧損率是否根據當前經濟狀況及前瞻性資料進行適當調整；及
- 於財政年度結束後抽樣檢查與於二零一八年十二月三十一日貿易應收款項已逾期惟並無減值之結餘有關之其後客戶現金收入。

### 年報內的其他資料

董事須對其他資料承擔責任。其他資料包括貴集團年報中所包含的資料，但不包括綜合財務報表及我們就此發出的核數師報告。

我們對綜合財務報表作出的意見並未涵蓋其他資料，我們亦不就其他資料發表任何形式的核證結論。

就審計綜合財務報表而言，我們的責任是閱讀其他資料，從而考慮其他資料是否與綜合財務報表或我們在審計過程中獲悉的資料存在重大不符，或似乎存在重大錯誤陳述。倘若我們基於已完成的工作認為其他資料出現重大錯誤陳述，我們須報告該事實。我們就此並無任何事項須報告。

# Independent Auditor's Report

## 獨立核數師報告

### DIRECTORS' RESPONSIBILITIES FOR THE CONSOLIDATED FINANCIAL STATEMENTS

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

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

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

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

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. This report is made solely to you, as a body, in accordance with Section 90 of the Bermuda Act 1981, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

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

### 董事就綜合財務報表須承擔的責任

董事須負責根據香港會計師公會頒佈的香港財務報告準則以及香港公司條例的披露規定，編製真實而公平的綜合財務報表，以及維持董事認為編製綜合財務報表所必需的有關內部監控，以確保有關綜合財務報表不存在由於欺詐或錯誤而導致的重大錯誤陳述。

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

貴公司董事亦負責監督貴集團的財務報告過程。審核委員會協助董事履行彼等之職責。

### 核數師就審計綜合財務報表須承擔的責任

我們的目標是合理確定整體上綜合財務報表是否存在由於欺詐或錯誤而導致的重大錯誤陳述，並發出包含我們意見的核數師報告。我們根據一九八一年百慕達公司法第90條僅向閣下作為整體報告，除此之外，本報告別無其他目的。我們不會就本報告的內容向任何其他人士負上或承擔任何責任。

合理確定屬高層次的核證，但不能擔保根據香港審計準則進行的審計在某一重大錯誤陳述存在時總能發現。重大錯誤陳述可源於欺詐或錯誤，倘個別或整體在合理預期情況下可影響使用者根據綜合財務報表作出的經濟決定時，被視為重大錯誤陳述。

# 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 HKSA's, we exercise professional judgement and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.
- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

### 核數師就審計綜合財務報表須承擔的責任 (續)

我們根據香港審計準則進行審計的工作，運用專業判斷，在整個審計過程中保持職業懷疑態度。我們亦：

- 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，因應這些風險設計及執行審計程序，獲得充足及適當的審計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監控，因此未能發現由此造成的重大錯誤陳述風險比未能發現由於錯誤而導致的重大錯誤陳述風險更高。
- 了解與審計有關的內部監控，以設計恰當的審計程序，但並非旨在對 貴集團的內部監控的有效性發表意見。
- 評估所用會計政策是否恰當，以及董事所作出的會計估算和相關披露是否合理。
- 總結董事採用以持續經營為基礎的會計法是否恰當，並根據已獲取的審計憑證，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。倘若我們總結認為有重大不確定因素，我們需要在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。我們的結論是基於截至核數師報告日期所獲得的審計憑證。然而，未來事件或情況可能導致 貴集團不再具有持續經營的能力。
- 評估綜合財務報表的整體列報、架構和內容，包括披露資料，以及綜合財務報表是否已公平地反映及列報相關交易及事項。

# Independent Auditor's Report

## 獨立核數師報告

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

- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

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

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

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.

**BDO Limited**  
Certified Public Accountants

**Au Yiu Kwan**  
Practising Certificate Number P05018

Hong Kong, 26 March 2019

### 核數師就審計綜合財務報表須承擔的責任 (續)

- 就 貴集團內各實體或業務活動的財務資料獲得充足的審計憑證，以就綜合財務報表發表意見。我們須負責指導、監督和執行 貴集團的審計工作。我們須為我們的審計意見承擔全部責任。

我們就審計工作的計劃範圍和時間、在審計過程中的主要發現，包括內部監控的重大缺失及其他事項與審核委員會進行溝通。

我們亦向審核委員會作出聲明，確認我們已遵守有關獨立性的道德要求，並就所有被合理認為可能影響核數師獨立性的關係和其他事宜以及適用的相關保障措施，與審核委員會進行溝通。

我們通過與審核委員會溝通，確定本期綜合財務報表審計工作的最重要事項，即關鍵審計事項。除非法律或法規不容許公開披露此等事項或在極罕有的情況下，我們認為披露此等事項可合理預期的不良後果將超過公眾知悉此等事項的利益而不應在報告中予以披露，否則我們會在核數師報告中描述此等事項。

香港立信德豪會計師事務所有限公司  
執業會計師

歐耀均  
香港執業證書號碼P05018

香港，二零一九年三月二十六日

# Consolidated Statement of Profit or Loss and Other Comprehensive Income

## 綜合損益及其他全面收益表

For the year ended 31 December 2018

截至二零一八年十二月三十一日止年度

		Notes 附註	2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
<b>Turnover</b>	<b>營業額</b>	5	<b>73,064</b>	98,534
Direct operating costs	直接經營成本		<b>(23,266)</b>	(17,350)
<b>Gross profit</b>	<b>毛利</b>		<b>49,798</b>	81,184
Other income	其他收入	7	<b>18,926</b>	6,336
Selling and distribution costs	銷售及分銷成本		<b>(22,386)</b>	(17,224)
Administrative and other operating expenses	行政及其他經營費用		<b>(104,421)</b>	(143,559)
Expected credit losses on trade and other receivables and loan receivables, net of reversal	貿易及其他應收款項以及應收貸款之預期信貸虧損，扣除撥回		<b>(3,662)</b>	(4,718)
Gain/(Loss) on disposals of a subsidiary	出售一間附屬公司之收益／(虧損)	40	<b>15,159</b>	(1,331)
Impairment of goodwill	商譽減值	18	<b>(3,211)</b>	–
Impairment of other intangible assets	其他無形資產減值	19	<b>(20,012)</b>	–
Finance costs	財務費用	8	<b>(4,355)</b>	(2,213)
<b>Loss before income tax</b>	<b>除所得稅前虧損</b>	9	<b>(74,164)</b>	(81,525)
Income tax (expense)/credit	所得稅(開支)／抵免	12	<b>(1,193)</b>	6,051
<b>Loss for the year</b>	<b>本年度虧損</b>		<b>(75,357)</b>	(75,474)
<b>Other comprehensive income</b>	<b>其他全面收益</b>			
<i>Items that will not be reclassified to profit or loss:</i>	<i>將不會重新分類至損益之項目：</i>			
Fair value loss on investments in equity investments at fair value through other comprehensive income	按公平價值計入其他全面收益之股本投資的投資的公平價值虧損		<b>(3,578)</b>	–
<i>Items that may be reclassified subsequently to profit or loss:</i>	<i>可能於其後重新分類至損益之項目：</i>			
Release of exchange reserve upon disposal of a subsidiary	於出售一間附屬公司時撥回匯兌儲備		–	940
Fair value gain on available-for-sale financial assets	可供出售財務資產之公平價值收益		–	978
<b>Other comprehensive income for the year, net of tax</b>	<b>本年度其他全面收益，扣除稅項</b>		<b>(3,578)</b>	1,918
<b>Total comprehensive income for the year</b>	<b>本年度全面收益總額</b>		<b>(78,935)</b>	(73,556)

# Consolidated Statement of Profit or Loss and Other Comprehensive Income

## 綜合損益及其他全面收益表

For the year ended 31 December 2018

截至二零一八年十二月三十一日止年度

		Notes 附註	2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
<b>Loss for the year attributable to:</b>	以下人士應佔本年度			
	虧損：			
Equity shareholders of the Company	本公司權益股東		(55,952)	(57,834)
Non-controlling interests	非控股權益		(19,405)	(17,640)
			<b>(75,357)</b>	(75,474)
<b>Total comprehensive income attributable to:</b>	以下人士應佔全面			
	收益總額：			
Equity shareholders of the Company	本公司權益股東		(59,530)	(55,916)
Non-controlling interests	非控股權益		(19,405)	(17,640)
			<b>(78,935)</b>	(73,556)
<b>Loss per share</b>	每股虧損	14		
Basic and diluted	基本及攤薄		(HK14.05 cents 港仙)	(HK15.62 cents 港仙)



# Consolidated Statement of Financial Position

## 綜合財務狀況表

As at 31 December 2018

於二零一八年十二月三十一日

			2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
<b>ASSETS AND LIABILITIES</b>	<b>資產與負債</b>			
<b>Non-current assets</b>	<b>非流動資產</b>			
Property, plant and equipment	物業、廠房及設備	15	6,387	1,514
Investment properties	投資物業	17	9,631	27,066
Goodwill	商譽	18	–	3,211
Other intangible assets	其他無形資產	19	22,849	157,913
Available-for-sale financial assets	可供出售財務資產	20	–	17,369
Equity instruments at fair value through other comprehensive income	按公平價值計入其他全面收益之股本工具	21	26,852	–
Loan receivables	應收貸款	22	11,407	4,000
Deposit for acquisition of property, plant and equipment	收購物業、廠房及設備之按金	24	–	3,988
			<b>77,126</b>	215,061
<b>Current assets</b>	<b>流動資產</b>			
Trade receivables	貿易應收款項	23	11,900	26,520
Other receivables and deposits	其他應收款項及按金	24	43,665	26,141
Tax recoverable	可收回稅項		813	32
Loan receivables	應收貸款	22	3,880	–
Cash and cash equivalents	現金及現金等值項目	26	109,500	28,472
			<b>169,758</b>	81,165
Non-current assets classified as held for sale	列為持有待售的非流動資產	27	–	28,588
			<b>169,758</b>	109,753
<b>Current liabilities</b>	<b>流動負債</b>			
Contract liabilities	合約負債	25	612	–
Other payables and accruals	其他應付款項及應計開支	28	5,578	12,413
Amounts due to non-controlling interests of a subsidiary	應付一間附屬公司之非控股權益款項	29	22,884	6,750
Amount due to a director	應付一名董事款項	29	3,593	–
Bank borrowings, secured	銀行借貸，有抵押	30	–	5,896
Current portion of license right fees payables	應付特許權費之即期部份	31	28,180	66,935
Provision for taxation	稅項撥備		426	1,519
			<b>61,273</b>	93,513
<b>Net current assets</b>	<b>流動資產淨值</b>		<b>108,485</b>	16,240
<b>Total assets less current liabilities</b>	<b>總資產減流動負債</b>		<b>185,611</b>	231,301

# Consolidated Statement of Financial Position

## 綜合財務狀況表

As at 31 December 2018  
於二零一八年十二月三十一日

		Notes 附註	2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
<b>Non-current liabilities</b>	<b>非流動負債</b>			
Non-current portion of license right fees payables	應付特許權費之非即期部份	31	<b>13,718</b>	41,706
Loans from a shareholder	一名股東提供之貸款	32	-	40,312
			<b>13,718</b>	82,018
<b>Net assets</b>	<b>資產淨值</b>		<b>171,893</b>	149,283
<b>EQUITY</b>	<b>權益</b>			
Share capital	股本	34	<b>89,323</b>	74,523
Reserves	儲備		<b>104,391</b>	76,660
<b>Equity attributable to equity shareholders of the Company</b>	<b>本公司權益股東應佔權益</b>		<b>193,714</b>	151,183
<b>Non-controlling interests</b>	<b>非控股權益</b>		<b>(21,821)</b>	(1,900)
Total equity	權益總額		<b>171,893</b>	149,283

On behalf of the directors

代表董事會

**Tsang Hing Bun**  
曾慶贊  
Director  
董事

**Yiu Yu Cheung**  
姚宇翔  
Director  
董事

# Consolidated Statement of Changes in Equity

## 綜合權益變動表

For the year ended 31 December 2018

截至二零一八年十二月三十一日止年度

		Attributable to equity shareholders of the Company 本公司權益股東應佔權益								Non-controlling interests 非控股權益	Total equity 權益總額	
		Share capital 股本	Share premium 股份溢價	Employee compensation reserve 僱員賠償儲備	Investment revaluation reserve 投資重估儲備	Exchange reserve 匯兌儲備	Merger reserve 合併儲備	Contributed surplus 繳入盈餘	Retained earnings/ (accumulated losses) 保留溢利/ (累計虧損)	Total		
		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
Balance at 1 January 2017	於二零一七年一月一日之結餘	74,007	67,697	3,807	5,756	(940)	(43,897)	95,402	134	201,966	15,740	217,706
Exercise of share option	行使購股權	516	6,433	(1,816)	-	-	-	-	-	5,133	-	5,133
<b>Transactions with equity shareholders</b>	<b>與權益股東交易</b>	516	6,433	(1,816)	-	-	-	-	-	5,133	-	5,133
<b>Loss for the year</b>	<b>本年度虧損</b>	-	-	-	-	-	-	-	(57,834)	(57,834)	(17,640)	(75,474)
<b>Other comprehensive income</b>	<b>其他全面收益</b>											
Release of exchange reserve upon disposal of a subsidiary (Note 40)	於出售一間附屬公司時撥回匯兌儲備 (附註40)	-	-	-	-	940	-	-	-	940	-	940
Fair value gain on available-for-sale financial assets	可供出售財務資產之公平價值收益	-	-	-	978	-	-	-	-	978	-	978
<b>Total comprehensive income for the year</b>	<b>本年度全面收益總額</b>	-	-	-	978	940	-	-	(57,834)	(55,916)	(17,640)	(73,556)
<b>Balance at 31 December 2017</b>	<b>於二零一七年十二月三十一日之結餘</b>	74,523	74,130	1,991	6,734	-	(43,897)	95,402	(57,700)	151,183	(1,900)	149,283

# Consolidated Statement of Changes in Equity

## 綜合權益變動表

For the year ended 31 December 2018

截至二零一八年十二月三十一日止年度

		Attributable to equity shareholders of the Company								Non-controlling interests	Total equity	
		本公司權益股東應佔權益										非控股權益
		Share capital	Share premium	Employee compensation reserve	Investment revaluation reserve	Exchange reserve	Merger reserve	Contributed surplus	Retained earnings/(accumulated losses)	Total		
		股本	股份溢價	僱員賠償儲備	投資重估儲備	匯兌儲備	合併儲備	繳入盈餘	(保留溢利/累計虧損)	合計		
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	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	千港元	千港元	千港元	千港元	千港元
Balance at 1 January 2018 as originally presented	原先呈列於二零一八年一月一日之結餘	74,523	74,130	1,991	6,734	-	(43,897)	95,402	(57,700)	151,183	(1,900)	149,283
Initial adoption on HKFRS 9 (Note 3)	首次採納香港財務報告準則第9號(附註3)	-	-	-	-	-	-	-	(919)	(919)	(516)	(1,435)
Restated balance at 1 January 2018	於二零一八年一月一日之經重列結餘	74,523	74,130	1,991	6,734	-	(43,897)	95,402	(58,619)	150,264	(2,416)	147,848
Issue of shares upon placing (Note 34)	因配售而發行股份(附註34)	14,800	88,800	-	-	-	-	-	-	103,600	-	103,600
Share issue expenses	發行股份費用	-	(620)	-	-	-	-	-	-	(620)	-	(620)
<b>Transactions with equity shareholders</b>	<b>與權益股東交易</b>	14,800	88,180	-	-	-	-	-	-	102,980	-	102,980
<b>Loss for the year</b>	<b>本年度虧損</b>	-	-	-	-	-	-	-	(55,952)	(55,952)	(19,405)	(75,357)
<b>Other comprehensive income</b>	<b>其他全面收益</b>											
Change in fair value gain on equity instruments at fair value through other comprehensive income	按公平價值計入其他全面收益之股本工具之公平價值收益變動	-	-	-	(3,578)	-	-	-	-	(3,578)	-	(3,578)
		-	-	-	(3,578)	-	-	-	-	(3,578)	-	(3,578)
Transfer of gain on disposal of equity investments at fair value through other comprehensive income to retained earnings	轉撥出售按公平價值計入其他全面收益之股本投資的收益至保留溢利	-	-	-	(1,300)	-	-	-	1,300	-	-	-
Balance at 31 December 2018	於二零一八年十二月三十一日之結餘	89,323	162,310	1,991	1,856	-	(43,897)	95,402	(113,271)	193,714	(21,821)	171,893

Merger reserve of the Group arose as a result of the Group's reorganisation in 2000 and represents the difference between the nominal amount of the share capital issued by the Company and the nominal amount of the issued share capital of Recruit (BVI) Limited. Contributed surplus of the Group arose as a result of the reduction in share capital in accordance with the Group's capital reorganisation in 2003.

本集團之合併儲備因二零零零年本集團重組產生，指本公司所發行股本之面值與Recruit (BVI) Limited已發行股本面值兩者之差額。本集團之繳入盈餘乃因根據本集團於二零零三年進行股本重組之削減股本產生。

# Consolidated Statement of Cash Flows

## 綜合現金流量表

For the year ended 31 December 2018

截至二零一八年十二月三十一日止年度

	Notes 附註	2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
<b>Cash flows from operating activities</b>	<b>經營業務之現金流量</b>		
Losses before income tax	除所得稅前虧損	<b>(74,164)</b>	(81,525)
Adjustments for:	調整：		
Amortisation of prepaid land lease payments	預付土地租金攤銷	-	101
Amortisation of other intangible assets	其他無形資產攤銷	<b>50,524</b>	90,436
Depreciation of property, plant and equipment	物業、廠房及設備之折舊	<b>3,654</b>	591
Depreciation of investment properties	投資物業之折舊	<b>739</b>	880
Gain on disposals of property, plant and equipment	出售物業、廠房及設備之收益	-	(409)
Gain on disposals of prepaid land lease payments	出售預付土地租金之收益	-	(723)
(Gain)/Losses on disposals of a subsidiary	出售一間附屬公司之 (收益)/虧損	40 <b>(15,159)</b>	1,331
Gain on disposals of investment properties	出售投資物業之收益	7 <b>(3,243)</b>	-
Expected credit losses on trade and other receivables and loan receivables, net of reversal	貿易及其他應收款項以及 應收貸款之預期信貸 虧損，扣除撥回	<b>3,662</b>	4,718
Impairment of goodwill	商譽減值	<b>3,211</b>	-
Impairment of other intangible assets	其他無形資產減值	<b>20,012</b>	-
Impairment of trade receivables written back	撥回貿易應收款項減值	-	(4)
Interest expenses	利息開支	<b>4,355</b>	2,213
Interest income	利息收入	<b>(930)</b>	(1,483)
Operating (loss)/profit before working capital changes	營運資金變動前之經營 (虧損)/溢利	<b>(7,339)</b>	16,126
Increase in trade and other receivables and deposits	貿易及其他應收款項以及 按金增加	<b>(7,258)</b>	(16,307)
Increase in contract liabilities	合約負債增加	<b>612</b>	-
(Decrease)/Increase in other payables and accruals	其他應付款項及應計開支 (減少)/增加	<b>(6,835)</b>	3,417
Increase in amounts due to non-controlling interests of a subsidiary	應付一間附屬公司之非控股 權益款項增加	<b>16,134</b>	-
Increase in amount due to a director	應付一名董事款項增加	<b>3,593</b>	-
Decrease in amounts due to a shareholder	應付一名股東款項減少	-	(13,950)
Cash used in operations	經營業務所用現金	<b>(1,093)</b>	(10,714)
Income taxes paid	已付所得稅	<b>(3,067)</b>	-
<b>Net cash used in operating activities</b>	<b>經營業務所用現金淨額</b>	<b>(4,160)</b>	(10,714)

# Consolidated Statement of Cash Flows

## 綜合現金流量表

For the year ended 31 December 2018

截至二零一八年十二月三十一日止年度

	Notes 附註	2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
<b>Cash flows from investing activities</b>	<b>投資業務之現金流量</b>		
Interest received	已收利息	540	224
Deposits for acquisition of property, plant and equipment	收購物業、廠房及設備之按金	-	(3,988)
Payments for license rights	特許權之付款	(69,179)	(96,247)
Proceeds from disposals of property, plant and equipment	出售物業、廠房及設備之所得款項	-	2,755
Proceeds from disposals of prepaid land lease payments	出售預付土地租金之所得款項	-	5,374
Proceeds from disposals of investment properties	出售投資物業之所得款項	19,939	-
Proceeds from disposals of equity instruments at fair value through other comprehensive income	出售按公平價值計入其他全面收益之股本工具之所得款項	15,527	-
Loan to third parties	向第三方提供之貸款	(11,640)	(4,000)
Additions of property, plant and equipment	添置物業、廠房及設備	(4,539)	(717)
Net cash inflow/(outflow) in respect of disposals of a subsidiary	出售一間附屬公司之現金流入／(流出)淨額	79,687	(76)
	40		
<i>Net cash generated from/(used in) investing activities</i>	<i>投資業務所得／(所用)現金淨額</i>	<b>30,335</b>	(96,675)
<b>Cash flows from financing activities</b>	<b>融資業務之現金流量</b>		
Proceeds from bank borrowings	銀行借貸之所得款項	-	6,100
Repayments of bank borrowings	償還銀行借貸	(5,896)	(204)
Interest on bank and other borrowings paid	已付銀行及其他借貸利息	(660)	(112)
(Repayment)/New loans from a shareholder	一名股東之(還款)／新貸款	(41,571)	41,571
Proceeds from shares issued on exercise of share options	因行使購股權而發行股份之所得款項	-	5,133
Proceeds from issue of shares	發行股份之所得款項	103,600	-
Share issue expenses paid	已付發行股份費用	(620)	-
<i>Net cash generated from financing activities</i>	<i>融資業務所得現金淨額</i>	<b>54,853</b>	52,488
<b>Net increase/(decrease) in cash and cash equivalents</b>	<b>現金及現金等值項目增加／(減少)淨額</b>	<b>81,028</b>	(54,901)
<b>Cash and cash equivalents at 1 January</b>	<b>於一月一日之現金及現金等值項目</b>	<b>28,472</b>	83,373
<b>Cash and cash equivalents at 31 December</b>	<b>於十二月三十一日之現金及現金等值項目</b>	<b>109,500</b>	28,472

# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 December 2018

截至二零一八年十二月三十一日止年度

### 1. GENERAL INFORMATION

KK Culture Holdings Limited (the “Company”) was incorporated in the Cayman Islands as an exempted company on 13 March 2000 and redomiciled to Bermuda by way of de-registration in the Cayman Islands and continuation as an exempted company under the laws of Bermuda, with limited liability on 29 January 2003. The address of the Company’s registered office is Clarendon House, 2 Church Street, Hamilton HM 11, Bermuda and its principal place of business is 44/F, Office Tower, Convention Plaza, 1 Harbour Road, Wan Chai, Hong Kong. The Company’s shares are listed on the Main Board of The Stock Exchange of Hong Kong Limited (the “SEHK”).

The Company acts as an investment holding company and provides corporate management services. Details of the activities of its principal subsidiaries are set out in Note 39 to the financial statements. The Company and its subsidiaries are collectively referred to as the “Group” hereafter.

The financial statements for the year ended 31 December 2018 were approved for issue by the board of directors of the Company (the “Directors”) on 26 March 2019.

### 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

#### 2.1 Basis of preparation

The financial statements on pages 70 to 208 have been prepared in accordance with Hong Kong Financial Reporting Standards (“HKFRSs”) which collective term includes all applicable individual Hong Kong Financial Reporting Standards, Hong Kong Accounting Standards and Interpretations issued by the Hong Kong Institute of Certified Public Accountants (the “HKICPA”) and the disclosure requirements of the Hong Kong Companies Ordinance. The financial statements also include the applicable disclosures required by the Rules Governing the Listing of Securities on the SEHK.

### 1. 一般資料

KK文化控股有限公司(「本公司」)於二零零零年三月十三日在開曼群島註冊成立為獲豁免公司，後來於二零零三年一月二十九日撤銷於開曼群島之註冊而遷冊至百慕達，並按照百慕達法例持續經營為獲豁免有限責任公司。本公司註冊辦事處之地址位於Clarendon House, 2 Church Street, Hamilton HM 11, Bermuda及其主要營業地點位於香港灣仔港灣道1號會展廣場辦公大樓44樓。本公司之股份於香港聯合交易所有限公司(「香港聯交所」)主板上市。

本公司乃投資控股公司，提供企業管理服務。各主要附屬公司之業務詳情載於財務報表附註39。本公司連同其附屬公司以下統稱為「本集團」。

截至二零一八年十二月三十一日止年度之財務報表已於二零一九年三月二十六日獲本公司董事(「董事」)會批准刊發。

### 2. 主要會計政策概要

#### 2.1 編製基準

第70至208頁之財務報表乃根據香港會計師公會(「香港會計師公會」)所頒佈香港財務報告準則(「香港財務報告準則」，包括所有適用之個別香港財務報告準則、香港會計準則及詮釋)以及香港公司條例之披露規定編製。財務報表亦包括香港聯交所證券上市規則之適用披露規定。

# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 December 2018  
截至二零一八年十二月三十一日止年度

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

### 2.1 Basis of preparation (Continued)

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

The financial statements have been prepared under historical cost convention except for equity instruments at fair value through other comprehensive income (2017: available-for-sale financial assets), which are stated at fair values. The measurement bases are described in the accounting policies below.

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

## 2. 主要會計政策概要 (續)

### 2.1 編製基準 (續)

編製該等財務報表所採用之主要會計政策概述如下。除非另有說明，否則有關政策於所有年度貫徹採用。採納新訂或經修訂香港財務報告準則以及對本集團財務報表之影響（如有）於附註3披露。

財務報表乃按照歷史成本慣例編製，惟按公平價值計入其他全面收益之股本工具（二零一七年：可供出售財務資產）則按公平價值計量。計量基準於下文之會計政策詳述。

務請注意，編製財務報表時已使用會計估計及假設。儘管該等估計乃基於管理層對現時事件及行動所掌握之一切資料而按最佳判斷作出，實際結果最終或會有別於該等估計。涉及高度判斷或極為複雜之範疇，或假設及估計對財務報表為重要之範疇，乃於附註4披露。



# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 December 2018

截至二零一八年十二月三十一日止年度

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

### 2.2 Business combination and basis of consolidation

The consolidated financial statements comprise the financial statements of the Company and its subsidiaries. Inter-company transactions and balances between group companies together with unrealised profits are eliminated in full in preparing the consolidated financial statements. Unrealised losses are also eliminated unless the transaction provides evidence of impairment on the asset transferred, in which case the loss is recognised in profit or loss.

The results of subsidiaries acquired or disposed of during the year are included in the consolidated statement of profit or loss and other comprehensive income from the effective dates of acquisition or up to the effective dates of disposal, as appropriate. Where necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies into line with those used by other members of the Group.

Acquisition of subsidiaries or businesses is accounted for using acquisition method. The cost of an acquisition is measured at the aggregate of the acquisition-date fair value of assets transferred, liabilities incurred and equity interests issued by the Group, as the acquirer. The identifiable assets acquired and liabilities assumed are principally measured at acquisition-date fair value. The Group's previously held equity interest in the acquiree is re-measured at acquisition-date fair value and the resulting gains or losses are recognised in profit or loss. The Group may elect, on a transaction-by-transaction basis, to measure non-controlling interests that represent present ownership interests in the subsidiary either at fair value or at the proportionate share of the acquiree's identifiable net assets. All other non-controlling interests are measured at fair value unless another measurement basis is required by HKFRSs.

## 2. 主要會計政策概要 (續)

### 2.2 業務合併及綜合賬目基準

綜合財務報表包括本公司及其附屬公司之財務報表。集團內公司間交易、結餘及未變現溢利於編製綜合財務報表時全數對銷。未變現虧損亦予以對銷，除非有證據顯示所轉移之資產出現減值，則有關虧損會於損益中確認。

年內所收購或出售之附屬公司之業績乃由收購生效日期起或直至出售生效日期止（如適用）計入綜合損益及其他全面收益表。如有需要，會對附屬公司之財務報表作出調整，以使其會計政策與本集團其他成員公司所採用者一致。

收購附屬公司或業務乃以收購法入賬。收購成本按本集團（作為收購方）所轉移之資產、產生之負債及發行之股權於收購日期之公平價值總額計量。所收購之可識別資產及承擔之可識別負債主要按收購日期之公平價值計量。本集團先前持有被收購方之股權按收購日期之公平價值重新計量，所產生之損益於損益確認。本集團可按每宗交易選擇按公平價值或按應佔被收購方可識別資產淨值之比例計量代表於附屬公司之目前擁有權權益之非控股權益。所有其他非控股權益按公平價值計量，除非香港財務報告準則規定另一項計量基準，則作別論。

# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 December 2018  
截至二零一八年十二月三十一日止年度

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

### 2.2 Business combination and basis of consolidation (Continued)

Acquisition-related costs incurred are expensed unless they are incurred in issuing equity instruments in which case the costs are deducted from equity.

Changes in the Group's interests in subsidiaries that do not result in a loss of control are accounted for as equity transactions. The carrying amounts of the Group's interest and non-controlling interest are adjusted to reflect the changes in their relative interests in the subsidiaries. Any difference between the amount by which non-controlling interest is adjusted and the fair value of the consideration paid or received is recognised directly in equity and attributed to owners of the Company.

When the Group loses control of a subsidiary, profit or loss on disposal is calculated as the difference between (i) the aggregate of the fair value of the consideration received and the fair value of any retained interest and (ii) the previous carrying amount of the assets (including goodwill), and liabilities of the subsidiary and any non-controlling interest. Amounts previously recognised in other comprehensive income in relation to the subsidiary are accounted for in the same manner as would be required if the relevant assets or liabilities were disposed of.

Subsequent to acquisition, the carrying amount of non-controlling interests that represent present ownership interests in the subsidiary is the amount of those interests at initial recognition plus non-controlling interest's share of subsequent changes in equity. Total comprehensive income is attributed to non-controlling interests even if this results in those non-controlling interest having a deficit balance.

## 2. 主要會計政策概要 (續)

### 2.2 業務合併及綜合賬目基準 (續)

所產生之收購相關成本一概列作開支，除非有關成本是於發行股本工具時產生，則有關成本會於權益中扣除。

本集團於附屬公司之權益變動（並無導致失去控制權）列作權益交易入賬。本集團之權益與非控股權益之賬面值均予以調整，以反映彼等於附屬公司相對權益之變動。非控股權益之調整額與已經支付或收取之代價之公平價值之間的任何差額，均直接於權益確認，並歸屬於本公司擁有人。

倘本集團失去附屬公司之控制權，出售損益乃按下列兩者之差額計算：(i)所收取代價之公平價值與任何保留權益之公平價值之總額，與(ii)該附屬公司之資產（包括商譽）及負債與任何非控股權益過往之賬面值。先前就該附屬公司於其他全面收益確認之款額按出售相關資產或負債時所規定之相同方式列賬。

收購後，代表於附屬公司之目前擁有權益之非控股權益之賬面值之金額為該等權益於初步確認時之金額加以非控股權益應佔權益其後變動之部份。全面收益總額乃歸屬於非控股權益，即使這會導致非控股權益出現虧絀亦屬如此。

# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 December 2018

截至二零一八年十二月三十一日止年度

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

### 2.3 Subsidiaries

A subsidiary is an investee over which the Company is able to exercise control. The Company controls an investee if all three of the following elements are present: power over the investee, exposure, or rights, to variable returns from the investee, and the ability to use its power to affect those variable returns. Control is reassessed whenever facts and circumstances indicate that there may be a change in any of these elements of control.

In the Company's statement of financial position, subsidiaries are carried at cost less any impairment loss. The results of the subsidiaries are accounted for by the Company on the basis of dividends received and receivable at the reporting date. All dividends whether received out of the investee's pre or post-acquisition profits are recognised in the Company's profit or loss.

### 2.4 Foreign currency translation

The financial statements are presented in Hong Kong Dollars ("HK\$"), which is also the functional currency of the Company.

In the individual financial statements of the consolidated entities, foreign currency transactions are translated into the functional currency of the individual entity using the exchange rates prevailing at the dates of the transactions. At the reporting date, monetary assets and liabilities denominated in foreign currencies are translated at the foreign exchange rates ruling at that date. Foreign exchange gains and losses resulting from the settlement of such transactions and from the reporting date retranslation of monetary assets and liabilities are recognised in profit or loss.

## 2. 主要會計政策概要 (續)

### 2.3 附屬公司

附屬公司是本公司能夠對其行使控制權之接受投資對象。如果符合下列全部三個因素，則本公司控制接受投資對象：可對接受投資對象行使權力；承擔來自接受投資對象之風險或有權獲得來自接受投資對象之可變動回報；及能夠運用其權力來影響有關可變動回報。每當事實及情況顯示任何控制權因素可能出現變動時，則會重新評估是否擁有控制權。

於本公司之財務狀況表內，附屬公司乃按成本減任何減值虧損入賬。本公司乃按於報告日之已收及應收股息為基準將附屬公司之業績列賬。從接受投資對象之收購前或收購後溢利收取之所有股息，一概於本公司之損益確認。

### 2.4 外幣換算

財務報表乃以本公司之功能貨幣港元（「港元」）呈列。

於綜合實體之獨立財務報表內，外幣交易均按交易日期之匯率換算為個別實體之功能貨幣。於報告日，以外幣列值之貨幣資產及負債按報告日之通行外幣匯率換算。結算該等交易及於報告日重新換算貨幣資產及負債所產生之匯兌損益會於損益確認。

# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 December 2018  
截至二零一八年十二月三十一日止年度

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

### 2.4 Foreign currency translation (Continued)

Non-monetary items carried at fair value that are denominated in foreign currencies are retranslated at the rates prevailing on the date when the fair value was determined and are reported as part of the fair value gain or loss. Non-monetary items that are measured at historical cost in a foreign currency are not retranslated.

In the consolidated financial statements, all individual financial statements of foreign operations, originally presented in a currency different from the Group's presentation currency, have been converted into HK\$. Assets and liabilities have been translated into HK\$ at the closing rates at the reporting date. Income and expenses have been converted into HK\$ at the exchange rates ruling at the transaction dates, or at the average rates over the reporting period provided that the exchange rates do not fluctuate significantly. Any differences arising from this procedure have been recognised in other comprehensive income and accumulated separately in the exchange reserve in equity.

### 2.5 Property, plant and equipment

Buildings held for own use which are situated on leasehold land, where the fair value of the building could be measured separately from the fair value of the leasehold land at the inception of the lease, and other items of plant and equipment are stated at acquisition cost less accumulated depreciation and impairment losses. The cost of an asset comprises its purchase price and any directly attributable costs of bringing the asset to its working condition and location for its intended use.

## 2. 主要會計政策概要 (續)

### 2.4 外幣換算 (續)

以外幣列值並按公平價值列賬之非貨幣項目，按釐定公平價值當日之匯率重新換算，並列作公平價值收益或虧損一部份。以外幣按歷史成本計量之非貨幣項目不予重新換算。

於綜合財務報表內，海外業務所有原先以與本集團之呈列貨幣不同之貨幣呈列之獨立財務報表均已換算為港元。資產與負債已按於報告日之收市匯率換算為港元。倘匯率並無大幅波動，收支項目已按交易日期之匯率或報告期間之平均匯率換算為港元。因此程序而產生之任何差額已於其他全面收益確認並且於權益內之匯兌儲備另行累計。

### 2.5 物業、廠房及設備

持有作自用而位於租賃土地之樓宇（而有關樓宇之公平價值可於租賃開始時與租賃土地之公平價值分開計量），以及廠房及設備之其他項目按購置成本減累計折舊及減值虧損列賬。一項資產之成本包括其購買價以及將資產達致合適營運狀況及地點以作擬定用途之任何直接應佔成本。

# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 December 2018

截至二零一八年十二月三十一日止年度

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

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

Depreciation on property, plant and equipment is provided to write off their costs over their estimated useful lives, using straight-line method, at the following rates per annum:

Leasehold land and buildings	Over 50 years or the lease term, whichever is shorter
Furniture and fixtures	20%
Office equipment	20%
Leasehold improvements	20% – 50% or over the lease term, whichever is shorter
Computer equipment and system	33%
Motor vehicles	20%

The assets' depreciation method and estimated useful lives are reviewed, and adjusted if appropriate, at each reporting date.

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

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

## 2. 主要會計政策概要 (續)

### 2.5 物業、廠房及設備 (續)

物業、廠房及設備之折舊以直線法根據下列年率計算，以按其估計可使用年期撇銷其成本：

租賃土地及樓宇	超過50年或按租賃年期(以較短者為準)
傢俬及裝置	20%
辦公室設備	20%
租賃裝修	20%至50%或按租賃年期(以較短者為準)
電腦設備及系統	33%
汽車	20%

資產之折舊方法及估計可使用年期於每個報告日檢討並於適當時作出調整。

報廢或出售所產生之損益乃出售該項資產所得款項與其賬面值之差額，並於損益內確認。

其後成本僅於與項目有關之未來經濟利益將有可能流入本集團，而項目之成本能可靠地計量時列入資產之賬面值或獨立確認為資產(如適用)。維修及保養費等所有其他成本於產生之期間內於損益表扣除。

# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 December 2018  
截至二零一八年十二月三十一日止年度

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

### 2.6 Investment properties

Investment property is property held either to earn rentals or for capital appreciation or for both, but not held for sale in the ordinary course of business, use in the production or supply of goods or services or for administrative purposes. Investment property is stated at cost less accumulated depreciation and any impairment losses, if any. Depreciation is charged so as to write off the cost of investment property net of expected residual value over the estimated useful life of 36 to 40 years using straight-line method. The estimated useful lives, estimated residual value and depreciation method are reviewed, and adjusted if appropriate, at the end of each reporting period.

### 2.7 Goodwill

Goodwill is initially recognised at cost being the excess of the aggregate of consideration transferred and the amount recognised for non-controlling interests over the fair value of identifiable assets, liabilities and contingent liabilities acquired.

Where the fair value of identifiable assets, liabilities and contingent liabilities exceed the fair value of consideration paid, the excess is recognised in profit or loss on the acquisition date, after re-assessment.

Goodwill is measured at cost less impairment losses. For the purpose of impairment testing, goodwill arising from an acquisition is allocated to each of the relevant cash-generating units ("CGU") that are expected to benefit from the synergies of the acquisition. A CGU to which goodwill has been allocated is tested for impairment annually, and whenever there is an indication that the unit may be impaired.

## 2. 主要會計政策概要 (續)

### 2.6 投資物業

投資物業是為了賺取租金或實現資本增值或為兩者兼得而持有之物業，但並非為於一般業務過程中出售、用於生產或供應貨品或服務或為行政用途而持有之物業。投資物業以成本減其後折舊及任何減值虧損（如有）列賬。折舊乃於估計36至40年之可使用年期內以直線法支銷，以撇銷投資物業之成本減其預期剩餘價值。估計可使用年期、估計剩餘價值及折舊方法於各報告期間結束時審閱及調整（如適用）。

### 2.7 商譽

商譽初步按成本確認，成本即所轉移代價與就非控股權益確認之金額總額超出所收購可識別資產、負債及或然負債之公平價值之部份。

倘可識別資產、負債及或然負債之公平價值高於所付代價之公平價值，則超出部份於重估後於收購日期在損益確認。

商譽乃按成本減去減值虧損計量。就減值測試而言，收購產生之商譽分配予預期會受惠於收購協同效益之各相關現金產生單位（「現金產生單位」）。獲分配商譽之現金產生單位會每年及於有跡象顯示該單位可能出現減值時進行減值測試。

# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 December 2018

截至二零一八年十二月三十一日止年度

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

### 2.7 Goodwill (Continued)

For goodwill arising on an acquisition in a financial year, the CGU to which goodwill has been allocated is tested for impairment before the end of that financial year. When the recoverable amount of the CGU is less than the carrying amount of the unit, impairment loss is allocated to reduce the carrying amount of goodwill allocated to the unit first, and then to other assets of the unit on the pro-rata basis of the carrying amount to each asset in the unit. Any impairment loss for goodwill is recognised in profit or loss and is not reversed in subsequent periods.

### 2.8 Other intangible assets (other than goodwill)

Intangible assets which are advertising agency rights acquired separately are initially recognised at cost. The cost of advertising agency rights acquired in a business combination are recognised at fair value at the date of acquisition. Subsequently, as these intangible assets have finite useful lives, they are carried at cost less accumulated amortisation and any impairment losses.

Amortisation is provided on a straight-line method over their useful life of 3 years. Amortisation commences when the intangible assets are available for use.

Intangible assets with finite lives are tested for impairment when there is an indication that an asset may be impaired (see Note 2.19).

## 2. 主要會計政策概要 (續)

### 2.7 商譽 (續)

就於財政年度內進行收購所產生之商譽而言，獲分配商譽之現金產生單位會於該財政年度結束前進行減值測試。當現金產生單位之可收回金額少於該單位賬面值時，減值虧損會首先分配至撇減該單位獲分配之任何商譽之賬面值，繼而基於該單位內各資產之賬面值按比例分配至該單位之其他資產。商譽之任何減值虧損於損益確認，而不會於往後期間撥回。

### 2.8 其他無形資產 (商譽除外)

乃為單獨收購之廣告代理費之無形資產，按成本進行初始確認。在業務合併中購入之廣告代理費成本按收購日期之公平價值確認。隨後，由於該等無形資產之可使用年期有限，彼等按成本減累計攤銷及減值虧損列賬。

攤銷按其3年之可使用年期以直線法計提。無形資產於可供使用時開始攤銷。

當有跡象顯示一項資產出現減值，則會對具有有限年期之無形資產進行減值測試 (見附註2.19)。

# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 December 2018  
截至二零一八年十二月三十一日止年度

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

### 2.9 Financial instruments (accounting policies applied from 1 January 2018)

#### (a) Financial assets

A financial asset (unless it is a trade receivable without a significant financing component) is initially measured at fair value plus, for an item not at fair value through profit or loss ("FVTPL"), transaction costs that are directly attributable to its acquisition or issue. A trade receivable without a significant financing component is initially measured at the transaction price.

All regular way purchases and sales of financial assets are recognised on the trade date, that is, the date that the Group commits to purchase or sell the asset. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the period generally established by regulation or convention in the market place.

Financial assets with embedded derivatives are considered in their entirety when determining whether their cash flows are solely payment of principal and interest.

#### *Debt instruments*

Subsequent measurement of debt instruments depends on the Group's business model for managing the asset and the cash flow characteristics of the asset. There are two measurement categories into which the Group classifies its debt instruments:

## 2. 主要會計政策概要 (續)

### 2.9 財務工具 (自二零一八年一月一日起適用之會計政策)

#### (a) 財務資產

財務資產 (並無重大融資部份之貿易應收款項除外) 初步按公平價值計量, 倘項目並非透過損益按公平價值列賬 (「透過損益按公平價值列賬」), 則另加其收購或發行直接應佔交易成本。並無重大融資部份之貿易應收款項初步按交易價格計量。

所有財務資產之常規買賣均於交易日期 (即本集團承諾購買或出售該資產之日期) 確認。常規買賣指按一般市場規例或慣例須於指定期間內交付資產之財務資產買賣。

於釐定現金流量是否僅為支付本金及利息時會整體考慮附帶嵌入式衍生工具之財務資產。

#### *債務工具*

債務工具之其後計量取決於本集團管理資產之業務模式及資產之現金流量特徵。本集團將其債務工具分類為兩種計量類別:



# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 December 2018

截至二零一八年十二月三十一日止年度

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

### 2.9 Financial instruments (accounting policies applied from 1 January 2018) (Continued)

#### (a) Financial assets (Continued)

##### Debt instruments (Continued)

Amortised cost: Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortised cost. Financial assets at amortised cost are subsequently measured using the effective interest rate method. Interest income, foreign exchange gains and losses and impairment are recognised in profit or loss. Any gain on derecognition is recognised in profit or loss.

Fair value through profit or loss ("FVTPL"): These include financial assets held for trading, financial assets designated upon initial recognition at fair value through profit or loss, or financial assets mandatorily required to be measured at fair value. Financial assets are classified as held for trading if they are acquired for the purpose of selling or repurchasing in the near term. Derivatives, including separated embedded derivatives, are also classified as held for trading unless they are designated as effective hedging instruments. Financial assets with cash flows that are not solely payments of principal and interest are classified and measured at fair value through profit or loss, irrespective of the business model. Notwithstanding the criteria for debt instruments to be classified at amortised cost or at fair value through other comprehensive income, as described above, debt instruments may be designated at fair value through profit or loss on initial recognition if doing so eliminates, or significantly reduces, an accounting mismatch.

## 2. 主要會計政策概要 (續)

### 2.9 財務工具 (自二零一八年一月一日起適用之會計政策) (續)

#### (a) 財務資產 (續)

##### 債務工具 (續)

攤銷成本：倘為收取合約現金流量而持有之資產之現金流量僅為支付本金及利息，則該等資產按攤銷成本計量。按攤銷成本計量之財務資產其後採用實際利率法計量。利息收入、外匯收益及虧損以及減值均於損益確認。終止確認之任何收益於損益確認。

透過損益按公平價值列賬 (「透過損益按公平價值列賬」)：此等包括持作買賣之財務資產、於初步確認時指定為透過損益按公平價值列賬之財務資產或強制要求按公平價值計量之財務資產。倘為於近期出售或購回而收購財務資產，則該等財務資產分類為持作買賣。衍生工具 (包括獨立嵌入式衍生工具) 亦分類為持作買賣，惟該等衍生工具指定為有效對沖工具則除外。現金流量並非僅為支付本金及利息之財務資產，不論其業務模式如何，均透過損益按公平價值列賬分類及計量。儘管如上文所述債務工具可按攤銷成本或按公平價值計入其他全面收益分類之準則，惟倘能夠消除或大幅減少會計錯配，則債務工具可於初步確認時指定為透過損益按公平價值列賬。

# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 December 2018  
截至二零一八年十二月三十一日止年度

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

### 2.9 Financial instruments (accounting policies applied from 1 January 2018) (Continued)

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

##### *Equity instruments*

On initial recognition of an equity investment that is not held for trading, the Group could irrevocably elect to present subsequent changes in the investment's fair value in other comprehensive income. This election is made on an investment-by-investment basis. Equity investments at fair value through other comprehensive income are measured at fair value. Dividend income are recognised in profit or loss unless the dividend income clearly represents a recovery of part of the cost of the investments. Other net gains and losses are recognised in other comprehensive income and are not reclassified to profit or loss. All other equity instruments are classified as FVTPL, whereby changes in fair value, dividends and interest income are recognised in profit or loss.

#### (b) **Impairment loss on financial assets**

The Group recognises loss allowances for expected credit loss ("ECL") on trade receivables and financial assets measured at amortised cost. The ECLs are measured on either of the following bases: (1) 12 months ECLs: these are the ECLs that result from possible default events within the 12 months after the reporting date; and (2) lifetime ECLs: these are ECLs that result from all possible default events over the expected life of a financial instrument. The maximum period considered when estimating ECLs is the maximum contractual period over which the Group is exposed to credit risk.

## 2. 主要會計政策概要 (續)

### 2.9 財務工具 (自二零一八年一月一日起適用之會計政策) (續)

#### (a) **財務資產** (續)

##### *股本工具*

股本工具於初步確認並非持作買賣之股本投資時，本集團可作出不可撤銷之選擇，以於其他全面收益中呈列投資公平價值之後續變動。選擇乃按投資逐項作出。按公平價值計入其他全面收益之股本投資按公平價值計量。股息收入於損益確認，除非股息收入明確指收回部份投資成本。其他收益及虧損淨額於其他全面收益確認，並不會重新分類至損益。所有其他股本工具分類為透過損益按公平價值列賬，而因此產生之公平價值、股息及利息收入變動於損益確認。

#### (b) **財務資產減值虧損**

本集團就貿易應收款項及按攤銷成本計量之財務資產之預期信貸虧損（「預期信貸虧損」）確認虧損撥備。預期信貸虧損按以下其中一項基準計量：(1) 12個月預期信貸虧損：其為於報告日後12個月內之潛在違約事件所產生之預期信貸虧損；及(2)全期預期信貸虧損：此乃於財務工具預計年內所有潛在違約事件所產生之預期信貸虧損。於估計預期信貸虧損時所考慮之最長期間為本集團面臨信貸風險之最長合約期間。

# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 December 2018

截至二零一八年十二月三十一日止年度

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

### 2.9 Financial instruments (accounting policies applied from 1 January 2018) (Continued)

#### (b) Impairment loss on financial assets (Continued)

ECLs are a probability-weighted estimate of credit losses. Credit losses are measured as the difference between all contractual cash flows that are due to the Group in accordance with the contract and all the cash flows that the Group expects to receive. The shortfall is then discounted at an approximation to the assets' original effective interest rate.

The Group has elected to measure loss allowances for trade receivables using HKFRS 9 simplified approach and has calculated ECLs based on lifetime ECLs. The Group has established a provision matrix that is based on the Group's historical credit loss experience, adjusted for forward-looking factors specific to the debtors and the economic environment.

For other debt financial assets, the ECLs are based on the 12-months ECLs. However, when there has been a significant increase in credit risk since origination, the allowance will be based on the lifetime ECLs.

When determining whether the credit risk of a financial asset has increased significantly since initial recognition and when estimating ECL, the Group considers reasonable and supportable information that is relevant and available without undue cost or effort. This includes both quantitative and qualitative information analysis, based on the Group's historical experience and informed credit assessment and including forward-looking information.

## 2. 主要會計政策概要 (續)

### 2.9 財務工具 (自二零一八年一月一日起適用之會計政策) (續)

#### (b) 財務資產減值虧損 (續)

預期信貸虧損為信貸虧損的概率加權估計。信貸虧損乃按根據合約應付本集團之所有合約現金流量與本集團預期收取之所有現金流量之間的差額計量。該差額其後按資產原有實際利率之近似值貼現。

本集團已選用香港財務報告準則第9號簡化法將貿易應收款項之虧損撥備進行計量，並已根據全期預期信貸虧損計算預期信貸虧損。本集團已設立根據本集團過往信貸虧損經驗計算之撥備矩陣，並就債務人特定之前瞻性因素及經濟環境作出調整。

就其他債務財務資產而言，預期信貸虧損按12個月預期信貸虧損釐定。然而，當信貸風險自發放貸款起大幅增加，撥備將以全期預期信貸虧損為基準。

於釐定財務資產之信貸風險是否自初步確認起大幅增加，並於估計預期信貸虧損時，本集團會考慮相關及毋須付出過多成本或努力即可獲得之合理及可靠資料。此包括根據本集團過往經驗及已知信貸評估之定量及定性資料分析，並包括前瞻性資料。

# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 December 2018  
截至二零一八年十二月三十一日止年度

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

### 2.9 Financial instruments (accounting policies applied from 1 January 2018) (Continued)

#### (b) *Impairment loss on financial assets* (Continued)

The Group assumes that the credit risk on a financial asset has increased significantly if it is more than 30 days past due.

The Group considers a financial asset to be credit-impaired when: (1) the borrower is unlikely to pay its credit obligations to the Group in full, without recourse by the Group to actions such as realising security (if any is held); or (2) the financial asset is more than 90 days past due.

Interest income on credit-impaired financial assets is calculated based on amortised cost (i.e. the gross carrying amount less loss allowance) of the financial asset. For non credit-impaired financial assets interest income is calculated based on the gross carrying amount.

#### (c) *Financial liabilities*

The Group classifies its financial liabilities, depending on the purpose for which the liabilities were incurred. Financial liabilities at amortised costs are initially measured at fair value, net of directly attributable costs incurred.

##### *Financial liabilities at amortised cost*

These, including trade and other payables, borrowings, amounts due to non-controlling interests of a subsidiary/a director and license right fees payables are subsequently measured at amortised cost, using the effective interest method. The related interest expense is recognised in profit or loss.

## 2. 主要會計政策概要 (續)

### 2.9 財務工具 (自二零一八年一月一日起適用之會計政策) (續)

#### (b) *財務資產減值虧損* (續)

本集團假設，倘逾期超過30天，財務資產之信貸風險會大幅增加。

本集團認為財務資產於以下情況下出現信貸減值：(1) 借款人不大可能在本集團並無追索權（如變現抵押品）（如持有）下向本集團悉數支付其信貸義務；或(2)該財務資產逾期超過90天。

信貸減值財務資產之利息收入乃按攤銷成本（即總賬面值減虧損撥備）計算。非信貸減值財務資產之利息收入乃按總賬面值計算。

#### (c) *財務負債*

本集團按財務負債產生之目的將財務負債分類。按攤銷成本列賬之財務負債初步按公平價值計量，扣除產生之直接應佔成本。

*按攤銷成本列賬之財務負債*  
此等（包括貿易及其他應付款項、借貸、應付一間附屬公司／一名董事之非控股權益金額及應付特許權費）其後採用實際利率法按攤銷成本計量。有關利息開支於損益確認。

# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 December 2018

截至二零一八年十二月三十一日止年度

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

### 2.9 Financial instruments (accounting policies applied from 1 January 2018) (Continued)

- (c) **Financial liabilities** (Continued)  
*Financial liabilities at amortised cost* (Continued)  
Gains or losses are recognised in profit or loss when the liabilities are derecognised as well as through the amortisation process.
- (d) **Effective interest method**  
This is a method of calculating the amortised cost of a financial asset or financial liability and of allocating interest income or interest expense over the relevant period. Effective interest rate is the rate that exactly discounts estimated future cash receipts or payments through the expected life of the financial asset or liability, or where appropriate, a shorter period.
- (e) **Equity instruments**  
Equity instruments issued by the Company are recorded at the proceeds received, net of direct issue costs.

## 2. 主要會計政策概要 (續)

### 2.9 財務工具 (自二零一八年一月一日起適用之會計政策) (續)

- (c) **財務負債** (續)  
按攤銷成本列賬之財務負債 (續)  
有關收益或虧損於終止確認負債時及於攤銷過程中在損益確認。
- (d) **實際利率法**  
此為計算財務資產或財務負債之攤銷成本以及於有關期間分配利息收入或利息開支的方法。實際利率為於財務資產或負債之預計年期或 (如適用) 較短期間內準確貼現估計未來現金收入或付款之利率。
- (e) **股本工具**  
本公司發行之股本工具按已收取所得款項扣除直接發行成本記賬。

# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 December 2018  
截至二零一八年十二月三十一日止年度

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

### 2.9 Financial instruments (accounting policies applied from 1 January 2018) (Continued)

#### (f) *Financial guarantee contracts*

A financial guarantee contract is a contract that requires the issuer to make specified payments to reimburse the holder for a loss it incurs because a specified debtor fails to make payment when due in accordance with the original or modified terms of a debt instrument. A financial guarantee contract issued by the Group and not designated as at fair value through profit or loss is recognised initially at its fair value less transaction costs that are directly attributable to the issue of the financial guarantee contract. Subsequent to initial recognition, the Group measures the financial guarantee contract at the higher of: (i) the amount of the loss allowance, being the ECL provision measured in accordance with principles of the accounting policy set out in Note 2.9(b); and (ii) the amount initially recognised less, when appropriate, cumulative amortisation recognised in accordance with the principles of HKFRS 15.

#### (g) *Derecognition*

The Group derecognises a financial asset when the contractual rights to the future cash flows in relation to the financial asset expire or when the financial asset has been transferred and the transfer meets the criteria for derecognition in accordance with HKFRS 9.

Financial liabilities are derecognised when the obligation specified in the relevant contract is discharged, cancelled or expires.

## 2. 主要會計政策概要 (續)

### 2.9 財務工具 (自二零一八年一月一日起適用之會計政策) (續)

#### (f) *財務擔保合約*

財務擔保合約為規定發出人向持有人支付指定金額之合約，以補償持有人因特定債務人未能根據債務工具原訂或經修訂條款於到期時付款而蒙受之損失。由本集團所發出並無指定為透過損益按公平價值列賬之財務擔保合約初步按公平價值減發出財務擔保合約直接應佔交易成本確認。於初步確認後，本集團按以下各項較高者計量財務擔保合約：(i)虧損撥備金額，即根據附註2.9(b)所載會計政策原則計量之預期信貸虧損撥備；及(ii)初步確認金額減（如適用）根據香港財務報告準則第15號之原則確認之累計攤銷。

#### (g) *終止確認*

倘收取財務資產之未來現金流量之合約權利屆滿，或倘財務資產經已轉讓，而轉讓符合香港財務報告準則第9號規定之終止確認準則，則本集團終止確認該財務資產。

倘有關合約中訂明之責任獲解除、註銷或屆滿時，則會終止確認財務負債。

# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 December 2018

截至二零一八年十二月三十一日止年度

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

### 2.9 Financial instruments (accounting policies applied from 1 January 2018) (Continued)

#### (g) Derecognition (Continued)

Where the Group issues its own equity instruments to a creditor to settle a financial liability in whole or in part as a result of renegotiating the terms of that liability, the equity instruments issued are the consideration paid and are recognised initially and measured at their fair value on the date the financial liability or part thereof is extinguished. If the fair value of the equity instruments issued cannot be reliably measured, the equity instruments are measured to reflect the fair value of the financial liability extinguished. The difference between the carrying amount of the financial liability or part thereof extinguished and the consideration paid is recognised in profit or loss for the year.

### 2.10 Financial instruments (accounting policies applied until 31 December 2017)

The Group has applied HKFRS 9 retrospectively, but has elected not to restate comparative information. Accordingly, the comparative financial information provided continues to be accounted for in accordance with the Group's previous accounting policy.

## 2. 主要會計政策概要 (續)

### 2.9 財務工具 (自二零一八年一月一日起適用之會計政策) (續)

#### (g) 終止確認 (續)

倘本集團因重新磋商負債條款而向債權人發行本身之股本工具以償付全部或部份財務負債，已發行股本工具即已付代價，乃初步按有關財務負債（或當中部份）註銷當日之公平價值確認及計量。倘已發行股本工具之公平價值無法可靠計量，則股本工具按已註銷財務負債之公平價值計量。已註銷財務負債（或當中部份）之賬面值與已付代價之差額於年內在損益確認。

### 2.10 財務工具 (截至二零一七年十二月三十一日止適用之會計政策)

本集團已追溯應用香港財務報告準則第9號，惟選擇不重列比較資料。因此，所提供之比較財務資料繼續根據本集團過往會計政策入賬。

# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 December 2018  
截至二零一八年十二月三十一日止年度

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

### 2.10 Financial instruments (accounting policies applied until 31 December 2017) (Continued)

#### (a) Financial assets

The Group classifies its financial assets at initial recognition, depending on the purpose for which the asset was acquired. Financial assets at fair value through profit or loss are initially measured at fair value and all other financial assets are initially measured at fair value plus transaction costs that are directly attributable to the acquisition of the financial assets. Regular way purchases or sales of financial assets are recognised and derecognised on a trade date basis. A regular way purchase or sale is a purchase or sale of a financial asset under a contract whose terms require delivery of the asset within the time frame established generally by regulation or convention in the marketplace concerned.

#### *Loans and receivables*

These assets are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. They arise principally through the provision of goods and services to customers (trade debtors), and also incorporate other types of contractual monetary asset. Subsequent to initial recognition, they are carried at amortised cost using the effective interest method, less any identified impairment losses.

#### *Available-for-sale financial assets*

These assets are non-derivative financial assets that are designated as available-for-sale or are not included in other categories of financial assets. Subsequent to initial recognition, these assets are carried at fair value with changes in fair value recognised in other comprehensive income, except for impairment losses and foreign exchange gains and losses on monetary instruments, which are recognised in profit or loss.

## 2. 主要會計政策概要 (續)

### 2.10 財務工具 (截至二零一七年十二月三十一日止適用之會計政策) (續)

#### (a) 財務資產

本集團於初步確認時按收購財務資產之目的將財務資產分類。透過損益按公平價值列賬之財務資產初步按公平價值計量，而所有其他財務資產初步按公平價值另加收購財務資產直接應佔交易成本計量。財務資產之常規買賣均於交易日期確認及終止確認。常規買賣指根據合約條款按一般有關市場規例或慣例須於指定期間內交付資產之財務資產買賣。

#### *貸款及應收款項*

該等資產為附帶固定或可釐定付款之非衍生性質而並無活躍市場報價之財務資產。其主要透過向客戶提供商品及服務產生（貿易應收款項），亦包括其他類別之合約貨幣資產。於初步確認後，其使用實際利率法按攤銷成本減任何已識別減值虧損列賬。

#### *可供出售財務資產*

該等資產為指定為可供出售或並未分類為其他財務資產類別之非衍生財務資產。於初步確認後，該等資產按公平價值列賬，而公平價值變動於其他全面收益確認，惟於損益確認之貨幣工具減值虧損以及外匯收益及虧損除外。



# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 December 2018

截至二零一八年十二月三十一日止年度

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

### 2.10 Financial instruments (accounting policies applied until 31 December 2017) (Continued)

#### (a) Financial assets (Continued)

##### Available-for-sale financial assets (Continued)

For available-for-sale equity investments that do not have a quoted market price in an active market and whose fair value cannot be reliably measured and derivatives that are linked to and must be settled by delivery of such unquoted equity instruments, they are measured at cost less any identified impairment losses.

#### (b) Impairment loss on financial assets

The Group assesses, at the end of each reporting period, whether there is any objective evidence that financial asset is impaired. Financial asset is impaired if there is objective evidence of impairment as a result of one or more events that has occurred after the initial recognition of the asset and that event has an impact on the estimated future cash flows of the financial asset that can be reliably estimated. Evidence of impairment may include:

- Significant financial difficulty of the debtors;
- A breach of contract, such as a default of delinquency in interest for principal payments;
- It becoming probable that the debtor will enter bankruptcy or other financial reorganisation;
- Significant changes in the technological, market, economic or legal environment that have an adverse effect on the debtors; and
- A significant or prolonged decline in the fair value of an investment in an equity instrument below its cost.

## 2. 主要會計政策概要 (續)

### 2.10 財務工具 (截至二零一七年十二月三十一日止適用之會計政策) (續)

#### (a) 財務資產 (續)

##### 可供出售財務資產 (續)

就並無在活躍市場報價且公平價值不能可靠計量之可供出售股本投資以及與無報價股本工具及透過支付該等工具結清之衍生工具而言，按成本減任何已識別減值虧損計量。

#### (b) 財務資產之減值虧損

本集團於各報告期間結束時評估有否任何客觀證據顯示財務資產出現減值。倘有客觀減值證據顯示財務資產於初始確認後發生之一項或多項事件令該財務資產之估計未來現金流量受到能可靠估計之影響，則財務資產出現減值。減值證據可包括：

- 債務人有重大財務困難；
- 違反合約，如拖欠償還本金之利息；
- 債務人可能破產或進行其他財務重組；
- 科技、市場、經濟或法律環境有重大改變而對債務人有不利影響；及
- 股本工具投資之公平價值大幅或長期下跌至低於其成本值。

# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 December 2018  
截至二零一八年十二月三十一日止年度

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

### 2.10 Financial instruments (accounting policies applied until 31 December 2017) (Continued)

#### (b) Impairment loss on financial assets (Continued)

##### *For loans and receivables*

An impairment loss is recognised in profit or loss when there is objective evidence that the asset is impaired, and is measured as the difference between the asset's carrying amount and the present value of the estimated future cash flows discounted at the original effective interest rate. The carrying amount of financial asset is reduced through the use of an allowance account. When any part of financial asset is determined as uncollectible, it is written off against the allowance account for the relevant financial asset.

##### *For available-for-sale financial assets*

Where a decline in the fair value constitutes objective evidence of impairment, the amount of the loss is removed from equity and recognised in profit or loss.

Any impairment losses on available-for-sale debt investments are subsequently reversed in profit or loss if an increase in the fair value of the investment can be objectively related to an event occurring after the recognition of the impairment loss.

For available-for-sale equity investment, any increase in fair value subsequent to an impairment loss is recognised in other comprehensive income.

## 2. 主要會計政策概要 (續)

### 2.10 財務工具 (截至二零一七年十二月三十一日止適用之會計政策) (續)

#### (b) 財務資產之減值虧損 (續)

##### *就貸款及應收款項而言*

倘有客觀證據顯示資產出現減值，則於損益確認減值虧損。減值虧損以資產賬面值與估計未來現金流量按原本實際利率貼現之現值之間的差額計量。財務資產之賬面值透過使用撥備賬扣減。倘財務資產之任何部份被釐定為不可收回，則於相關財務資產之撥備賬進行撇銷。

##### *就可供出售財務資產而言*

倘公平價值減少形成客觀減值證據，則虧損金額會自權益中轉出並於損益確認。

倘可供出售債務投資的公平價值增加客觀上可能與確認減值虧損後發生之事件有關，則其後於損益撥回可供出售債務投資的任何減值虧損。

就可供出售股本投資而言，減值虧損後之任何公平價值增加於其他全面收益確認。

# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 December 2018

截至二零一八年十二月三十一日止年度

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

### 2.10 Financial instruments (accounting policies applied until 31 December 2017) (Continued)

#### (b) Impairment loss on financial assets (Continued)

*For available-for-sale financial assets (Continued)*

For available-for-sale equity investment that is carried at cost, the amount of impairment loss is measured as the difference between the carrying amount of the asset and the present value of estimated future cash flows discounted at the current market rate of return for a similar financial asset. Such impairment loss is not reversed.

#### (c) Financial liabilities

There are no changes in accounting policies on financial liabilities and these are described in Note 2.9(c).

#### (d) Effective interest method

There are no change in accounting policies on effective interest method and these are described in Note 2.9(d).

#### (e) Equity instruments

There are no change in accounting policies on equity instruments and these are described in Note 2.9(e).

#### (f) Financial guarantee contracts

There are no change in accounting policies on the initial recognition of financial guarantee contracts and these are described in Note 2.9(f).

Subsequent to initial recognition, the Group measures the financial guarantee contact at the higher of: (i) the amount determined in accordance with HKAS 37 Provisions, Contingent Liabilities and Contingent Assets; and (ii) the amount initially recognised less, when appropriate, cumulative amortisation recognised in accordance with HKAS 18 Revenue.

## 2. 主要會計政策概要 (續)

### 2.10 財務工具 (截至二零一七年十二月三十一日止適用之會計政策) (續)

#### (b) 財務資產之減值虧損 (續)

*就可供出售財務資產而言 (續)*

就按成本列賬之可供出售股本投資而言，減值虧損金額以資產賬面值與估計未來現金流量按類似財務資產當前市場回報率貼現之現值之間的差額計量。有關減值虧損不予撥回。

#### (c) 財務負債

財務負債之會計政策概無變動，並載述於附註2.9(c)。

#### (d) 實際利率法

實際利率法之會計政策概無變動，並載述於附註2.9(d)。

#### (e) 股本工具

股本工具之會計政策概無變動，並載述於附註2.9(e)。

#### (f) 財務擔保合約

初步確認財務擔保合約之會計政策概無變動，並載述於附註2.9(f)。

於初步確認後，本集團按以下各項較高者計量財務擔保合約：(i)根據香港會計準則第37號「撥備、或然負債及或然資產」釐定之金額；及(ii)初步確認金額減(如適用)根據香港會計準則第18號「收益」確認之累計攤銷。

# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 December 2018  
截至二零一八年十二月三十一日止年度

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

### 2.10 Financial instruments (accounting policies applied until 31 December 2017) (Continued)

#### (g) Derecognition

There are no change in accounting policies on derecognition and these are described in Note 2.9(g).

### 2.11 Non-current assets held for sale and disposal groups

Non-current assets and disposal groups are classified as held for sale when:

- they are available for immediate sale;
- management is committed to a plan to sell;
- it is unlikely that significant changes to the plan will be made or that the plan will be withdrawn;
- an active programme to locate a buyer has been initiated;
- the asset or disposal group is being marketed at a reasonable price in relation to its fair value; and
- a sale is expected to complete within 12 months from the date of classification.

Non-current assets and disposal groups classified as held for sale are measured at the lower of:

- their carrying amount immediately prior to being classified as held for sale in accordance with the Group's accounting policy; and
- fair value less costs to sell.

## 2. 主要會計政策概要 (續)

### 2.10 財務工具 (截至二零一七年十二月三十一日止適用之會計政策) (續)

#### (g) 終止確認

終止確認之會計政策概無變動，並載述於附註2.9(g)。

### 2.11 持有待售之非流動資產及出售組別

如符合以下條件，非流動資產及出售組別分類為持有待售：

- 可供即時出售；
- 管理層承諾進行出售計劃；
- 計劃作出重大變動或撤回計劃之可能性不大；
- 已展開計劃積極物色買家；
- 資產或出售組別以對其公平價值而言屬合理之價格進行市場推廣；及
- 預期出售可於分類日期起計12個月內完成。

分類為持有待售之非流動資產及出售組別以下列較低者計量：

- 根據本集團之會計政策，緊接列為持有待售類別前之賬面值；及
- 公平價值減出售成本。

# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 December 2018

截至二零一八年十二月三十一日止年度

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

### 2.11 Non-current assets held for sale and disposal groups (Continued)

Following their classification as held for sale, non-current assets (including those in a disposal group) are not depreciated.

The results of operations disposed of during the year are included in profit or loss up to the date of disposal.

### 2.12 Cash and cash equivalents

For the purpose of the consolidated statement of cash flows, cash and cash equivalents comprise cash in hand and demand deposits, and short-term highly liquid investments that are readily convertible into known amounts of cash, and which are subject to an insignificant risk of changes in value and have a short maturity of generally within three months when acquired, less bank overdrafts which are payable on demand and form an integral part of the Group's cash management.

For the purpose of the statement of financial position, cash and cash equivalents comprise cash in hand and at banks, including term deposits, and assets similar in nature to cash, which are not restricted as to use.

### 2.13 Leases

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

## 2. 主要會計政策概要 (續)

### 2.11 持有待售之非流動資產及出售組別 (續)

於列為持有待售類別後，非流動資產（包括於出售組別者）將不予折舊。

年內出售之業務之業績計入損益表並計至出售日期為止。

### 2.12 現金及現金等值項目

就綜合現金流量表而言，現金及現金等值項目由手頭現金及活期存款，以及可隨時兌換為已知金額現金、所涉及價值變動風險輕微以及於短時間內到期（一般於購入後三個月內到期）之短期高流通量投資所組成，並減去須應要求償還及構成本集團現金管理一部份之銀行透支。

就財務狀況表而言，現金及現金等值項目由手頭及銀行現金（包括定期存款）以及性質與現金相若而用途不受限制的資產所組成。

### 2.13 租賃

倘本集團決定有關一項或一連串交易之安排將特定的一項資產或多項資產之使用權按協定期間轉移以換取一筆或一連串的款項，則有關安排屬於租賃或包括租賃。有關決定乃依據對安排之實質內容之評估而作出，而不論有關安排是否屬法定形式之租賃。

# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 December 2018  
截至二零一八年十二月三十一日止年度

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

### 2.13 Leases (Continued)

**(i) Classification of assets leased to the Group**

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

**(ii) Operating lease charges as the lessee**

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

**(iii) Assets leased out under operating leases as the lessor**

Rental income from operating leases is recognised in profit or loss on straight-line method over the terms of the relevant lease. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised as an expense on straight-line method over the lease term.

## 2. 主要會計政策概要 (續)

### 2.13 租賃 (續)

**(i) 本集團承租之資產之分類**

大部份風險及回報轉讓予本集團之資產，分類為按融資租約持有。並無將擁有權之絕大部份風險及回報轉讓予本集團之租賃，分類為經營租約。

**(ii) 作為承租人之經營租約支出**

倘本集團持有按經營租約持有之資產之使用權，根據租約所付款項會按租期以直線法自損益表扣除，惟倘另一基準更能代表租賃資產所產生利益之時間模式則除外。所獲租約優惠於損益表確認為所付總租金淨額之一部份。或然租金於產生之期間自損益表扣除。

**(iii) 根據經營租約以出租人身份出租之資產**

經營租約之租金收入按相關租期以直線法於損益確認。因磋商及安排經營租約而錄得之初始直接成本乃加至租賃資產之賬面值上，按租期以直線法支銷。

# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 December 2018

截至二零一八年十二月三十一日止年度

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

### 2.14 Contingent liabilities

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.

### 2.15 Share capital

Ordinary shares are classified as equity. Share capital is determined using the nominal value of shares that have been issued.

Any transaction costs associated with the issue of shares are deducted from share premium (net of any related income tax benefit) to the extent they are incremental costs directly attributable to the equity transaction.

### 2.16 Revenue recognition (accounting policies applied from 1 January 2018)

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, excluding those amounts collected on behalf of third parties. Revenue excludes any sales taxes and is after deduction of any trade discounts.

Depending on the terms of the contract and the laws that apply to the contract, control of the goods or service may be transferred over time or at a point in time. Control of the goods or service is transferred over time if the Group's performance:

- provides all of the benefits received and consumed simultaneously by the customer;

## 2. 主要會計政策概要 (續)

### 2.14 或然負債

倘不可能需要流出經濟利益或無法可靠估計有關金額，則有關責任會披露為或然負債，惟經濟利益極不可能流出則作別論。其存在與否僅取決於一項或多項未來事件發生與否之潛在責任亦披露為或然負債，惟經濟利益極不可能流出則作別論。

### 2.15 股本

普通股乃分類為權益。股本乃使用已發行股份之面值釐定。

與發行股份有關之任何交易成本乃自股份溢價（扣除任何相關所得稅利益）中扣除，惟以股本交易之直接成本增加為限。

### 2.16 收益確認（自二零一八年一月一日起適用之會計政策）

來自客戶合約之收益於商品或服務之控制權轉讓予客戶時確認，有關金額反映預期本集團有權就交換該等商品或服務所收取之代價，惟不包括代表第三方收取之該等金額。收益不包括任何銷售稅並扣除任何交易折扣。

視乎合約條款及合約適用的法律，商品或服務之控制權可在一段時間或某一時間點轉讓。倘本集團在履約過程中符合下列條件，則商品或服務之控制權可在一段時間轉讓：

- 提供客戶同時收取並消耗之所有利益；

# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 December 2018  
截至二零一八年十二月三十一日止年度

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

### 2.16 Revenue recognition (accounting policies applied from 1 January 2018) (Continued)

- creates or enhances an asset that the customer controls as the Group performs; or
- 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 goods or services 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 goods or service.

When the contract contains a financing component which provides the customer 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 amounts receivable, discounted using the discount rate that would be reflected in a separate financing transaction between the Group and the customer at contract inception. Where the contract contains a financing component which provides a significant financing benefit to the Group, revenue recognised under that contract includes the interest expense accreted on the contract liability under the effective interest method. For contracts where the period between the payment 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.

## 2. 主要會計政策概要 (續)

### 2.16 收益確認 (自二零一八年一月一日起適用之會計政策) (續)

- 本集團履約時創造或提升客戶所控制的資產；或
- 並無創造對本集團而言具有其他用途的資產，而本集團擁有可強制執行權利收取至今已完成履約部份之款項。

倘商品或服務之控制權在一段時間轉讓，則收益於合約期間經參考完成履行該履約責任之進度確認。否則，收益於客戶獲得商品或服務控制權之某一時間點確認。

倘合約包含融資部份，就為轉讓商品或服務予客戶融資向客戶提供重大利益超過一年，則收益按應收款項金額按本集團與客戶在合約訂立時於個別融資交易內反映之貼現率貼現之現值計量。倘合約載有為本集團提供重大融資利益之融資部份，則收益根據有關合約確認，包括根據實際利率法合約責任附有之利息開支。就付款與轉讓承諾商品或服務之間的期間為一年或以下之合約而言，本集團使用香港財務報告準則第15號之實際權宜之策，即交易價格不會就重大融資部份之影響作出調整。



# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 December 2018

截至二零一八年十二月三十一日止年度

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

### 2.16 Revenue recognition (accounting policies applied from 1 January 2018) (Continued)

#### (i) Provision of advertising services

Advertising income is recognised over time as the Group has determined that the customers simultaneously receives and consumes the benefits of the Group's performance. Invoices are issued according to contractual terms and are usually payable within 7 to 120 days. HKFRS 15 did not result in significant impact on the Group's accounting policies.

#### (ii) Provision of other services

Services income is recognised over time as those services are provided. Invoices are issued according to contractual terms and are usually payable within 30 days. Uninvoiced amounts are presented as contract assets. HKFRS 15 did not result in significant impact on the Group's accounting policies.

#### (iii) Other income

Rental income under operating leases is recognised on a straight-line basis over the term of the relevant lease.

Interest income is accrued on a time basis on the principal outstanding at the applicable interest rate.

Dividend income is recognised when the right to receive the dividend is established.

### 2.17 Revenue recognition (accounting policies applied until 31 December 2017)

Advertising income is recognised on the date of the relevant publication issue or on time-proportion basis by reference to the period in which the advertisement is displayed in the website, train media or other advertising media.

## 2. 主要會計政策概要 (續)

### 2.16 收益確認 (自二零一八年一月一日起適用之會計政策) (續)

#### (i) 提供廣告服務

由於本集團已釐定客戶同時收取並消耗本集團履約之利益，廣告收入會在一段時間確認。發票根據合約條款開具，通常須於7至120天內支付。香港財務報告準則第15號並無對本集團之會計政策造成重大影響。

#### (ii) 提供其他服務

由於本集團提供該等服務，服務收入會在一段時間確認。發票根據合約條款開具，通常須於30天內支付。未開具發票之金額呈列為合約資產。香港財務報告準則第15號並無對本集團之會計政策造成重大影響。

#### (iii) 其他收入

經營租約之租金收入按相關租期以直線法確認。

利息收入就未償還本金按適用利率以時間基準累計。

股息收入於收取股息之權利確立時確認。

### 2.17 收益確認 (截至二零一七年十二月三十一日止適用之會計政策)

廣告收入於有關刊物出版當日或參考廣告在網站、鐵路媒體或其他廣告媒體之刊登期間按時間比例基準確認。

# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 December 2018  
截至二零一八年十二月三十一日止年度

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

### 2.17 Revenue recognition (accounting policies applied until 31 December 2017) (Continued)

Service income is recognised in the period in which the services are rendered, by reference to completion of the specific transaction assessed on the basis of the actual service provided as a proportion of the total services to be provided.

Interest income is recognised on time-proportion basis using effective interest method.

Rental income under operating leases is recognised on straight-line method over the terms of the relevant lease.

Dividend income is recognised when the right to receive payment is established.

### 2.18 Contract liabilities (accounting policies applied from 1 January 2018)

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

### 2.19 Impairment of non-financial assets (other than goodwill)

Other intangible assets, property, plant and equipment, investment properties and interests in subsidiaries are subject to impairment testing.

Assets that have an indefinite useful life, for example goodwill, are not subject to amortisation and are tested for impairment annually. All other assets are tested for impairment whenever there are indications that the carrying amount may not be recoverable.

## 2. 主要會計政策概要 (續)

### 2.17 收益確認 (截至二零一七年十二月三十一日止適用之會計政策) (續)

服務收入於提供服務之期間內參照按實質提供服務與將提供服務總計之比例評估之特定交易完成時間確認。

利息收入使用實際利率法按時間比例基準確認。

經營租約之租金收入按相關租期以直線法確認。

股息收入於收取股息之權利確立時確認。

### 2.18 合約負債 (自二零一八年一月一日起適用之會計政策)

合約負債指本集團因本集團已收取客戶代價 (或應收代價金額) 而向客戶轉讓服務之責任。

### 2.19 非財務資產 (商譽除外) 之減值

其他無形資產、物業、廠房及設備、投資物業以及於附屬公司之權益須進行減值檢測。

具無限定使用年期之資產 (如商譽) 會每年進行減值測試而毋須攤銷。所有其他資產於有跡象顯示可能無法收回其賬面值時檢測減值。

# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 December 2018

截至二零一八年十二月三十一日止年度

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

### 2.19 Impairment of non-financial assets (other than goodwill) (Continued)

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

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

Impairment losses are charged pro rata to the other assets in the CGU, except that the carrying value of an asset will not be reduced below its individual fair value less cost of disposal, or value-in-use, if determinable.

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

## 2. 主要會計政策概要 (續)

### 2.19 非財務資產(商譽除外)之減值(續)

減值虧損按資產賬面值超出其可收回金額數額部份即時確認為支出。可收回金額為反映市況之公平價值減出售成本與使用價值兩者中之較高者。評估使用價值時，估計日後現金流量按反映幣值時間價值之現行市場評估及該資產之特定風險之稅前貼現率貼現至其現值。

就評估減值而言，倘資產並無產生大致上獨立於其他資產之現金流入，其可收回金額會按獨立產生現金流入之最小組別資產(即現金產生單位)釐定。因此，部份資產會個別檢測減值，部份則按現金產生單位檢測。

除資產賬面值將不會調減至低於其個別公平價值減出售成本或使用價值(如可釐定)外，減值虧損乃按比例自該現金產生單位之其他資產中扣除。

如用以釐定資產可收回款額之估計發生有利變化，其他資產(不包括商譽)之減值虧損將予以回撥，但回撥額不得超過如先前不確認減值，並計提折舊或攤銷得出之賬面值。

# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 December 2018  
截至二零一八年十二月三十一日止年度

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

### 2.20 Employee benefits

#### (i) Retirement benefit schemes

The Group participates in several staff retirement benefit schemes for employees in Hong Kong, comprising defined contribution retirement schemes and a Mandatory Provident Fund scheme (the "MPF Scheme"). The assets of these schemes are held separately from those of the Group in independently administered funds. The retirement benefit schemes are generally funded by payments from employees and by the relevant group companies. The retirement benefit scheme costs charged to profit or loss represents contributions payable by the Group to the schemes.

#### (ii) Share-based employee compensation

The Group operates an equity-settled share-based compensation plan, which was a share option scheme by the Company, for the purpose of recognising and motivating the contribution from their staff and directors. Employees (including directors) of the Group receive remuneration in the form of share-based payments, whereby employees render services as consideration for equity instruments ("equity-settled transactions").

All employee services received in exchange for the grant of any share-based compensation are measured at their fair values. These are indirectly determined by reference to the share options. Their value is appraised at the grant date and excludes the impact of any non-market vesting conditions (for example, profitability and sales growth targets).

## 2. 主要會計政策概要 (續)

### 2.20 僱員福利

#### (i) 退休福利計劃

本集團為香港之僱員提供數項員工退休福利計劃，包括定額供款退休福利計劃及強制性公積金計劃（「強積金計劃」）。該等計劃之資產與本集團之資產分開，由獨立管理基金保管。退休福利計劃之資金一般來自僱員及有關集團公司之供款。於損益扣除之退休福利計劃成本指本集團應向該等計劃作出之供款。

#### (ii) 以股份支付之僱員賠償

本集團推行一項以股本結算之股份支付之賠償計劃（即本公司之購股權計劃），以肯定及激勵員工及董事作出貢獻。本集團僱員（包括董事）以股份形式收取酬金，據此，僱員收取股本工具作為提供服務之代價（「以股本結算之交易」）。

僱員提供以換取獲授任何股份付款賠償之所有服務乃按照其公平價值計量。此乃參照有關購股權而間接釐定，其價值乃於授出日期評估，而不包括任何非市場歸屬條件（如盈利能力及銷售增長目標）之影響。

# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 December 2018

截至二零一八年十二月三十一日止年度

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

### 2.20 Employee benefits (Continued)

#### (ii) *Share-based employee compensation (Continued)*

All share-based compensation is recognised as an expense in profit or loss over the vesting period if vesting conditions apply, or recognised as an expense in full at the grant date when the equity instruments granted vest immediately unless the compensation qualified for recognition as asset, with a corresponding increase in the employee compensation reserve in equity. If vesting conditions apply, the expense is recognised over the vesting period, based on the best available estimate of the number of equity instruments expected to vest. Non-market vesting conditions are included in assumptions about the number of equity instruments that are expected to vest. Estimates are subsequently revised, if there is any indication that the number of equity instruments expected to vest differs from previous estimates.

At the time when the share options are exercised, the amount previously recognised in employee compensation reserve is transferred to share premium. After vesting date, when the vested share options are later forfeited or are still not exercised at the expiry date, the amount previously recognised in employee compensation reserve is transferred to retained earnings.

#### (iii) *Bonus plans*

The Group recognises a liability and an expense for bonuses where it has a contractual obligation or where there is a past practice that has created a constructive obligation.

## 2. 主要會計政策概要 (續)

### 2.20 僱員福利 (續)

#### (ii) *以股份支付之僱員賠償 (續)*

所有以股份支付之賠償於歸屬期在損益表確認為開支(若歸屬條件適用),或於授出的股本工具即時歸屬時在授出日期悉數確認為開支,除非有關賠償符合資格確認為資產,並在權益之僱員賠償儲備相應增加。倘歸屬條件適用,則開支會於歸屬期內按照預期歸屬之股本工具數目之最佳可得估計確認。於假設預期將歸屬之股本工具數目時會計入非市場歸屬條件。倘有任何跡象顯示預期歸屬之股本工具數目與過往之估計不同,則會於其後修訂估計。

於購股權獲行使時,先前於僱員賠償儲備確認之款額轉入股份溢價。於歸屬日期後當已歸屬之購股權其後被沒收或於到期日尚未行使,早前於僱員賠償儲備確認之金額轉入保留溢利。

#### (iii) *花紅計劃*

本集團就在合約上有責任支付或根據過往慣例已產生推定責任之花紅確認負債及開支。

# Notes to the Financial Statements

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

### 2.20 Employee benefits (Continued)

#### (iv) Short-term employee benefits

Employee entitlements to annual leave are recognised when they accrue to employees. A provision is made for the estimated liability for annual leave as a result of services rendered by employees up to the reporting date. Non-accumulating compensated absences such as sick leave and maternity leave are not recognised until the time of leave.

### 2.21 Borrowing costs

Borrowing costs incurred for the acquisition, construction or production of any qualifying asset are capitalised during the period of time that is required to complete and prepare the asset for its intended use. A qualifying asset is an asset which necessarily takes a substantial period of time to get ready for its intended use or sale. Other borrowing costs are expensed when incurred.

Borrowing costs are capitalised as part of the cost of a qualifying asset when expenditure for the asset is being incurred, borrowing costs are being incurred and activities that are necessary to prepare the asset for its intended use or sale are being undertaken. Capitalisation of borrowing costs ceases when substantially all the activities necessary to prepare the qualifying asset for its intended use or sale are complete.

### 2.22 Accounting for income taxes

Income tax comprises current tax and deferred tax.

Current income tax assets and/or liabilities comprise those obligations to, or claims from, tax authorities relating to the current or prior reporting period, that are unpaid at the reporting date. They are calculated according to the tax rates and tax laws applicable to the fiscal periods to which they relate, based on the taxable profit for the year. All changes to current tax assets or liabilities are recognised as a component of tax expense in profit or loss.

## 2. 主要會計政策概要 (續)

### 2.20 僱員福利 (續)

#### (iv) 短期僱員福利

僱員可享有之年假於僱員應享有時確認。本公司就僱員因截至報告日止所提供服務而可享有之年假之估計負債作出撥備。如病假及分娩假期等非累計薪休假於提取假期時方予確認。

### 2.21 借貸成本

就收購、建造或生產任何合資格資產所產生之借貸成本，於完成及準備資產作擬定用途的期間內撥充資本。合資格資產是指必須要一段長時間方可達致擬定用途或出售的資產。其他借貸成本於產生時支銷。

在資產產生開支、借貸成本產生和使資產投入擬定用途或銷售所必須的準備工作進行期間，借貸成本乃撥充資本，作為合資格資產成本的一部份。在使合資格資產投入擬定用途或銷售所必須的絕大部份準備工作完成時，借貸成本便會停止資本化。

### 2.22 所得稅之會計方法

所得稅包括即期稅項及遞延稅項。

即期所得稅資產及／或負債包括現行或上個報告期間應向稅務機關支付或提出而於報告日尚未支付之責任或索償，乃根據其有關財政期間之適用稅率及稅務法例，按照本年度之應課稅溢利計算。所有即期稅務資產或負債之變動於損益表確認為稅項開支一部份。

# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 December 2018

截至二零一八年十二月三十一日止年度

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

### 2.22 Accounting for income taxes (Continued)

Deferred tax is recognised in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the corresponding amounts used for tax purposes. Except for goodwill and recognised assets and liabilities that affect neither accounting nor taxable profits, deferred tax liabilities are recognised for all taxable temporary differences. Deferred tax assets are recognised to the extent that it is probable that taxable profits will be available against which deductible temporary differences can be utilised. Deferred tax is measured at the tax rates appropriate to the expected manner in which the carrying amount of the asset or liability is realised or settled and that have been enacted or substantively enacted at the end of reporting period.

Deferred tax liabilities are recognised for taxable temporary differences arising on investments in subsidiaries except where the Group is able to control the reversal of the temporary differences and it is probable that the temporary differences will not reverse in the foreseeable future.

Deferred tax is calculated, without discounting, at tax rates that are expected to apply in the period the liability is settled or the asset realised, provided they are enacted or substantively enacted at the reporting date.

Changes in deferred tax assets or liabilities are recognised in profit or loss, or in other comprehensive income or directly in equity if they relate to items that are charged or credited to other comprehensive income or directly to equity.

## 2. 主要會計政策概要 (續)

### 2.22 所得稅之會計方法 (續)

遞延稅項乃就用於財務報告目的之資產及負債的賬面值與用於稅務目的之相應金額之間的暫時差額確認。除商譽以及不影響會計或應課稅溢利的已確認資產及負債外，會就所有應課稅暫時差額確認遞延稅項負債。遞延稅項資產於有可能動用應課稅溢利抵銷可抵扣暫時差額的情況確認。遞延稅項乃按適用於預期變現資產或清償負債賬面值的方式以及於報告期間結束時已頒佈或實質上已頒佈的稅率計量。

遞延稅項負債乃就於附屬公司之投資產生之應課稅暫時差額確認，惟倘本集團可控制暫時差額之撥回及暫時差額可能不會於可見將來撥回則除外。

遞延稅項不計貼現，按預期付還負債或變現資產之期間適用而於報告日已實施或大致實施之稅率計算。

遞延稅項資產或負債之變動乃於損益表中確認，倘與其他全面收益或股本直接扣除或計入之項目有關，則於其他全面收益或直接於股本中確認。

# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 December 2018  
截至二零一八年十二月三十一日止年度

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

### 2.22 Accounting for income taxes (Continued)

Current tax assets and current tax liabilities are presented in net if, and only if,

- (a) the Group has the legally enforceable right to set off the recognised amounts; and
- (b) intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

The Group presents deferred tax assets and deferred tax liabilities in net if, and only if,

- (a) the entity has a legally enforceable right to set off current tax assets against current tax liabilities; and
- (b) the deferred tax assets and the deferred tax liabilities relate to income taxes levied by the same taxation authority on either:
  - (i) the same taxable entity; or
  - (ii) different taxable entities which intend either to settle current tax liabilities and assets on a net basis, or to realise the assets and settle the liabilities simultaneously, in each future period in which significant amounts of deferred tax liabilities or assets are expected to be settled or recovered.

### 2.23 Segment reporting

The Group identifies operating segments and prepares segment information based on the regular internal financial information reported to the Directors for their decisions about resources allocation to the Group's business components and for their review of the performance of those components. The business components in the internal financial information reported to the executive directors are determined following the Group's major product and service lines.

## 2. 主要會計政策概要 (續)

### 2.22 所得稅之會計方法 (續)

即期稅項資產與即期稅項負債只會於以下情況以淨額呈列：

- (a) 本集團依法有強制執行權可以將已確認金額對銷；及
- (b) 計劃以淨額基準結算或同時實現資產及結清負債。

本集團只會於以下情況以淨額呈列遞延稅項資產與遞延稅項負債：

- (a) 該實體依法有強制執行權可以將即期稅項資產與即期稅項負債對銷；及
- (b) 遞延稅項資產與遞延稅項負債是關於同一稅務機關就以下任何一項所徵收的所得稅：
  - (i) 同一應課稅實體；或
  - (ii) 計劃於各段未來期間（而預期在有關期間內將結清或收回大額的遞延稅項負債或資產）以淨額基準結算即期稅項負債與資產或同時實現資產及結清負債的不同應課稅實體。

### 2.23 分部報告

本集團定期向董事報告內部財務資料，以供彼等就本集團業務組成部份的資源分配作決定，以及供彼等檢討該等組成部份的表現，而本集團則根據該等資料劃分營運分部及編製分部資料。向執行董事報告之內部財務資料的業務組成部份，乃依照本集團之主要產品及服務類別而釐定。



# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 December 2018

截至二零一八年十二月三十一日止年度

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

### 2.23 Segment reporting (Continued)

The Group has identified the following reportable segments:

- Advertising – providing advertising services on different publications, magazines, trains and other advertising media.
- Property investment – investment in properties held to earn rentals or for capital appreciation or for both.

Each of these operating segments is managed separately as each of the product and service lines requires different resources as well as marketing approaches. All inter-segment transfers are carried out at arm's length prices.

The measurement policies the Group uses for reporting segment results under HKFRS 8 are the same as those used in its financial statements prepared under HKFRSs, except that:

- expenses related to share-based payments
- finance costs
- income tax

are not included in arriving at the operating results of the operating segments.

Segment assets include all assets but corporate assets which are not directly attributable to the business activities of any operating segment.

Segment liabilities exclude corporate liabilities which are not directly attributable to the business activities of any operating segment and are not allocated to a segment. These include deferred tax liabilities and liabilities incurred for financing rather than operating purposes.

No asymmetrical allocations have been applied to reportable segments.

## 2. 主要會計政策概要 (續)

### 2.23 分部報告 (續)

本集團已劃分以下可呈報分部：

- 廣告—於不同刊物、雜誌、列車及其他廣告媒體提供廣告服務。
- 物業投資—賺取租金或實現資本增值或為兩者兼得投資於物業。

由於各產品及服務系列需要不同資源以及市場推廣方法，因此上述各營運分部是分開管理。所有分部間之轉讓是按公平價格進行。

本集團根據香港財務報告準則第8號就報告分部業績所採用的計量政策，與根據香港財務報告準則於財務報表所採用的相同，惟以下所述者：

- 與以股份為基礎之支付有關之開支
- 財務費用
- 所得稅

於計算營運分部的經營業績時並不包括在內。

分部資產包括所有資產，惟並非任何營運分部直接應佔之業務活動的企業資產除外。

分部負債不包括並非任何營運分部直接應佔之業務活動的企業負債及並不會分配至分部，此乃指遞延稅項負債及因融資（而非營運目的）而產生之負債。

並無對可呈報分部採用非對稱的分配。

# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 December 2018  
截至二零一八年十二月三十一日止年度

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

### 2.24 Related parties

- (a) A person or a close member of that person's family is related to the Group if that person:
- (i) has control or joint control over the Group;
  - (ii) has significant influence over the Group; or
  - (iii) is a member of key management personnel of the Group or the Company's parent.
- (b) An entity is related to the Group if any of the following conditions apply:
- (i) The entity and the Group are members of the same group (which means that each parent, subsidiary and fellow subsidiary is related to the others).
  - (ii) One entity is an associate or joint venture of the other entity (or an associate or joint venture of a member of a group of which the other entity is a member).
  - (iii) Both entities are joint ventures of the same third party.
  - (iv) One entity is a joint venture of a third entity and the other entity is an associate of the third entity.
  - (v) The entity is a post-employment benefit plan for the benefit of the employees of the Group or an entity related to the Group.

## 2. 主要會計政策概要 (續)

### 2.24 有關連人士

- (a) 該名人士於符合以下條件時，該名人士或其家族之近親與本集團方有關連：
- (i) 對本集團擁有控制權或聯合控制權；
  - (ii) 對本集團擁有重大影響；或
  - (iii) 為本集團或本公司母公司之主要管理層人員。
- (b) 實體於適用以下任何條件時，與本集團方有關連：
- (i) 實體與本集團為同一集團成員，即母公司、附屬公司及同系附屬公司各自彼此相互關連。
  - (ii) 某一實體為另一實體之聯營公司或合營公司，或為另一實體所屬集團成員之聯營公司或合營公司。
  - (iii) 實體均為同一第三方之合營公司。
  - (iv) 實體為第三實體之合營公司，而另一實體為第三實體之聯營公司。
  - (v) 實體是為本集團或與本集團有關之實體之僱員福利所設立之離職後福利計劃。

# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 December 2018

截至二零一八年十二月三十一日止年度

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

### 2.24 Related parties (Continued)

- (b) An entity is related to the Group if any of the following conditions apply: (Continued)
- (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 key management personnel of the entity (or of a parent of the entity).
- (viii) The entity, or any member of a group of which it is a part, provides key management personnel services to the Group or to the Group's parent.

Close members of the family of a person are those family members who may be expected to influence, or be influenced by, that person in their dealings with the entity and include:

- (i) that person's children and spouse or domestic partner;
- (ii) children of that person's spouse or domestic partner; and
- (iii) dependents of that person or that person's spouse or domestic partner.

## 2. 主要會計政策概要 (續)

### 2.24 有關連人士 (續)

- (b) 實體於適用以下任何條件時，與本集團方有關連：(續)
- (vi) 實體受(a)所界定人士控制或聯合控制。
- (vii) (a)(i)所界定人士對實體擁有重大影響或為實體或該名實體母公司之主要管理層人員。
- (viii) 該實體或其所屬集團之任何成員向本集團或本集團之母公司提供主要管理層人員服務。

該名人士之家族近親為預期將會影響與實體交易之該名人士或受其影響之家族成員並包括：

- (i) 該名人士之子女及配偶或同居伴侶；
- (ii) 該名人士之配偶或同居伴侶的子女；及
- (iii) 該名人士或該名人士之配偶或同居伴侶的受養人。

# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 December 2018  
截至二零一八年十二月三十一日止年度

### 3. ADOPTION OF NEW OR AMENDED HKFRSs

#### 3.1 New or amended HKFRSs which are effective during the year

During the year, the Group has applied for the first time the following new or amended HKFRSs issued by the HKICPA, which are relevant to and effective for the Group's financial statements for the annual period beginning on 1 January 2018:

**A. Amendments to HKFRS 2 – Classification and Measurement of Share-Based Payment Transactions**

The amendments provide requirements on the accounting for the effects of vesting and non-vesting conditions on the measurement of cash-settled share-based payments; share-based payment transactions with a net settlement feature for withholding tax obligations; and a modification to the terms and conditions of a share-based payment that changes the classification of the transaction from cash-settled to equity-settled.

The adoption of these amendments has no impact on these financial statements as the Group does not have any cash-settled share-based payment transaction and has no share-based payment transaction with net settlement features for withholding tax.

### 3. 採納新訂立或經修訂香港財務報告準則

#### 3.1 於本年度內生效之新訂立或經修訂香港財務報告準則

於本年度，本集團已首次採納以下由香港會計師公會頒佈的新訂立或經修訂香港財務報告準則，其與本集團於二零一八年一月一日開始之年度期間之財務報表有關並於該財務報表生效：

**A. 香港財務報告準則第2號之修訂 – 「股份付款交易的分類及計量」**

該等修訂訂明歸屬及非歸屬條件對現金結算股份付款計量之影響；因預扣稅責任具有淨額結算特徵之股份付款交易；以及使交易類別由現金結算變更為以股本結算之股份付款條款及條件的修訂的會計處理規定。

由於本集團並無任何現金結算股份付款交易，亦無因預扣稅具有淨額結算特徵之股份付款交易，採納該等修訂對本財務報表並無影響。

# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 December 2018

截至二零一八年十二月三十一日止年度

### 3. ADOPTION OF NEW OR AMENDED HKFRSs (Continued)

#### 3.1 New or amended HKFRSs which are effective during the year (Continued)

##### B. HKFRS 9 – Financial Instruments

(i) *Classification and measurement of financial instruments*

HKFRS 9 replaces HKAS 39 Financial Instruments: Recognition and Measurement for annual periods beginning on or after 1 January 2018, bringing together all three aspects of the accounting for financial instruments: (1) classification and measurement; (2) impairment and (3) hedge accounting. The adoption of HKFRS 9 from 1 January 2018 has resulted in changes in accounting policies of the Group and the amounts recognised in the consolidated financial statements.

### 3. 採納新訂立或經修訂香港財務報告準則 (續)

#### 3.1 於本年度內生效之新訂立或經修訂香港財務報告準則 (續)

##### B. 香港財務報告準則第9號 – 「財務工具」

(i) *財務工具之分類及計量*

香港財務報告準則第9號於二零一八年一月一日或之後開始之年度期間取代香港會計準則第39號「財務工具：確認及計量」，合併財務工具會計之所有三個方面：(1)分類及計量；(2)減值及(3)對沖會計。自二零一八年一月一日起採納香港財務報告準則第9號導致本集團會計政策及綜合財務報表所確認之金額出現變動。

# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 December 2018  
截至二零一八年十二月三十一日止年度

### 3. ADOPTION OF NEW OR AMENDED HKFRSs (Continued)

#### 3.1 New or amended HKFRSs which are effective during the year (Continued)

##### B. HKFRS 9 – Financial Instruments (Continued)

###### (i) Classification and measurement of financial instruments (Continued)

The following tables summarised the impact, net of tax, of transition to HKFRS 9 on the opening balance of accumulated losses and NCI as of 1 January 2018 as follows:

		HK\$'000 千港元
<i>Accumulated losses</i>		
<b>Accumulated losses as at 31 December 2017</b>	<b>累計虧損 於二零一七年十二月三十一日之 累計虧損</b>	<b>57,700</b>
Increase in ECLs in trade receivables (note 3.1B(ii)(I) below)	貿易應收款項之預期信貸虧損增加(下文附註3.1B(ii)(I))	358
Increase in ECLs in loan receivables (note 3.1B(ii)(II) below)	應收貸款之預期信貸虧損增加(下文附註3.1B(ii)(II))	120
Increase in ECLs in other receivables (note 3.1B(ii)(III) below)	其他應收款項之預期信貸虧損增加(下文附註3.1B(ii)(III))	441
Restated accumulated losses as at 1 January 2018	於二零一八年一月一日之 經重列累計虧損	58,619
<i>Non-controlling interests</i>		
<b>Non-controlling interests as at 31 December 2017</b>	<b>非控股權益 於二零一七年十二月三十一日之 非控股權益</b>	<b>1,900</b>
Increase in ECLs in trade receivables (note 3.1B(ii)(I) below)	貿易應收款項之預期信貸虧損增加(下文附註3.1B(ii)(I))	225
Increase in ECLs in other receivables (note 3.1B(ii)(III) below)	其他應收款項之預期信貸虧損增加(下文附註3.1B(ii)(III))	291
Restated non-controlling interests as at 1 January 2018	於二零一八年一月一日之 經重列非控股權益	2,416

### 3. 採納新訂立或經修訂香港財務報告準則(續)

#### 3.1 於本年度內生效之新訂立或經修訂香港財務報告準則(續)

##### B. 香港財務報告準則第9號 – 「財務工具」(續)

###### (i) 財務工具之分類及計量(續)

下表概述於二零一八年一月一日過渡至香港財務報告準則第9號對年初累計虧損及非控股權益結餘之影響(扣除稅項):

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## 財務報表附註

For the year ended 31 December 2018

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### 3. ADOPTION OF NEW OR AMENDED HKFRSs (Continued)

#### 3.1 New or amended HKFRSs which are effective during the year (Continued)

##### B. HKFRS 9 – Financial Instruments (Continued)

###### (i) Classification and measurement of financial instruments (Continued)

HKFRS 9 carries forward the recognition, classification and measurement requirements for financial liabilities from HKAS 39, except for financial liabilities designated at FVTPL, where the amount of change in fair value attributable to change in credit risk of the liability is recognised in other comprehensive income unless that would create or enlarge an accounting mismatch. In addition, HKFRS 9 retains the requirements in HKAS 39 for derecognition of financial assets and financial liabilities. However, it eliminates the previous HKAS 39 categories for financial assets of held to maturity financial assets, loans and receivables and available-for-sale financial assets. The adoption of HKFRS 9 has no material impact on the Group's accounting policies related to financial liabilities and derivative financial instruments. The impact of HKFRS 9 on the Group's classification and measurement of financial assets is set out below.

### 3. 採納新訂立或經修訂香港財務報告準則 (續)

#### 3.1 於本年度內生效之新訂立或經修訂香港財務報告準則 (續)

##### B. 香港財務報告準則第9號 – 「財務工具」 (續)

###### (i) 財務工具之分類及計量 (續)

香港財務報告準則第9號沿用香港會計準則第39號項下財務負債之確認、分類及計量規定，惟指定透過損益按公平價值列賬之財務負債除外，而負債信貸風險變動引致之公平價值變動金額於其他全面收益確認，除非會產生或擴大會計錯配則作別論。此外，香港財務報告準則第9號保留香港會計準則第39號終止確認財務資產及財務負債之規定。然而，該準則取消原來香港會計準則第39號中持至到期財務資產、貸款及應收款項以及可供出售財務資產之財務資產類別。採納香港財務報告準則第9號並不會對本集團有關財務負債及衍生財務工具之會計政策造成重大影響。香港財務報告準則第9號對本集團財務資產之分類及計量之影響於下文載列。

# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 December 2018  
截至二零一八年十二月三十一日止年度

### 3. ADOPTION OF NEW OR AMENDED HKFRSs (Continued)

#### 3.1 New or amended HKFRSs which are effective during the year (Continued)

##### B. HKFRS 9 – Financial Instruments (Continued)

###### (i) Classification and measurement of financial instruments (Continued)

Under HKFRS 9, except for certain trade receivables (that the trade receivables do not contain a significant financing component in accordance with HKFRS 15), an entity shall, at initial recognition, measure a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss (“FVTPL”), transaction costs. A financial asset is classified as: (i) financial assets at amortised cost (“amortised costs”); (ii) financial assets at fair value through other comprehensive income (“FVOCI”); or (iii) FVTPL (as defined in above). The classification of financial assets under HKFRS 9 is generally based on two criteria: (i) the business model under which the financial asset is managed and (ii) its contractual cash flow characteristics (the “solely payments of principal and interest” criterion, also known as “SPPI criterion”). Under HKFRS 9, embedded derivatives is no longer required to be separated from a host financial asset. Instead, the hybrid financial instrument is assessed as a whole for the classification.

### 3. 採納新訂立或經修訂香港財務報告準則 (續)

#### 3.1 於本年度內生效之新訂立或經修訂香港財務報告準則 (續)

##### B. 香港財務報告準則第9號 – 「財務工具」 (續)

###### (i) 財務工具之分類及計量 (續)

根據香港財務報告準則第9號，除若干貿易應收款項（根據香港財務報告準則第15號，貿易應收款項並無包括重大融資成份）外，實體於初步確認時將按公平價值計量財務資產，倘並非透過損益按公平價值列賬（「透過損益按公平價值列賬」）之財務資產，則另加交易成本。財務資產分類為：(i)按攤銷成本（「攤銷成本」）列賬之財務資產；(ii)按公平價值計入其他全面收益（「按公平價值計入其他全面收益」）之財務資產；或(iii)透過損益按公平價值列賬（如上文所界定）。根據香港財務報告準則第9號之財務資產分類一般根據兩個準則：(i)管理財務資產之業務模式及(ii)其合約現金流量特徵（「僅為支付本金及利息」準則，亦稱為「僅為支付本金及利息準則」）。根據香港財務報告準則第9號，嵌入式衍生工具毋須再與主體財務資產分開列示。取而代之，混合式財務工具就分類進行整體評估。



# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 December 2018

截至二零一八年十二月三十一日止年度

### 3. ADOPTION OF NEW OR AMENDED HKFRSs (Continued)

#### 3.1 New or amended HKFRSs which are effective during the year (Continued)

##### B. HKFRS 9 – Financial Instruments (Continued)

###### (i) Classification and measurement of financial instruments (Continued)

A financial asset is measured at amortised cost if it meets both of the following conditions are met and it has not been designated as at FVTPL:

- It is held within a business model whose objective is to hold financial assets in order to collect contractual cash flows; and
- The contractual terms of the financial asset give rise on specified dates to cash flows that meet the SPPI criterion.

A debt investment is measured at FVOCI if it meets both of the following conditions and it has not been designated as at FVTPL:

- It is held within a business model whose objective is to be achieved by both collecting contractual cash flows and selling financial assets; and
- The contractual terms of the financial asset give rise on specified dates to cash flows that meet the SPPI criterion.

### 3. 採納新訂立或經修訂香港財務報告準則 (續)

#### 3.1 於本年度內生效之新訂立或經修訂香港財務報告準則 (續)

##### B. 香港財務報告準則第9號 – 「財務工具」 (續)

###### (i) 財務工具之分類及計量 (續)

當財務資產同時符合以下條件，且並無指定為透過損益按公平價值列賬，則該財務資產按攤銷成本計量：

- 按目的為持有財務資產以收取合約現金流量之業務模式所持有；及
- 該財務資產之合約條款於特定日期產生符合僅為支付本金及利息準則之現金流量。

當債務投資同時符合以下條件，且並無指定為透過損益按公平價值列賬，則該債務投資按公平價值計入其他全面收益：

- 以透過收取合約現金流量及出售財務資產達成目的之業務模式所持有；及
- 該財務資產之合約條款於特定日期產生符合僅為支付本金及利息準則之現金流量。

# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 December 2018  
截至二零一八年十二月三十一日止年度

### 3. ADOPTION OF NEW OR AMENDED HKFRSs (Continued)

#### 3.1 New or amended HKFRSs which are effective during the year (Continued)

##### B. HKFRS 9 – Financial Instruments (Continued)

###### (i) Classification and measurement of financial instruments (Continued)

On initial recognition of an equity investment that is not held for trading, the Group could irrevocably elect to present subsequent changes in the investment's fair value in other comprehensive income. This election is made on an investment-by-investment basis. All other financial assets not classified at amortised cost or FVOCI as described above are classified as FVTPL. This includes all derivative financial assets. On initial recognition, the Group may irrevocably designate a financial asset that otherwise meets the requirements to be measured at amortised cost or FVOCI at FVTPL if doing so eliminates or significantly reduces an accounting mismatch that would otherwise arise.

### 3. 採納新訂立或經修訂香港財務報告準則 (續)

#### 3.1 於本年度內生效之新訂立或經修訂香港財務報告準則 (續)

##### B. 香港財務報告準則第9號 – 「財務工具」 (續)

###### (i) 財務工具之分類及計量 (續)

於初步確認並非持作買賣之股本投資時，本集團可作出不可撤銷之選擇，以於其他全面收益中呈列投資公平價值之後續變動。選擇乃按投資逐項作出。所有上述並非分類為按攤銷成本列賬或按公平價值計入其他全面收益之其他財務資產，均分類為透過損益按公平價值列賬。此包括所有衍生財務資產。於初步確認時，本集團可不可撤銷地指定財務資產（於其他方面符合按攤銷成本計量或按公平價值計入其他全面收益之規定）為透過損益按公平價值列賬，前提為有關指定可消除或大幅減少原本會發生之會計錯配。

# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 December 2018

截至二零一八年十二月三十一日止年度

### 3. ADOPTION OF NEW OR AMENDED HKFRSs (Continued)

#### 3.1 New or amended HKFRSs which are effective during the year (Continued)

##### B. HKFRS 9 – Financial Instruments (Continued)

###### (i) Classification and measurement of financial instruments (Continued)

The following accounting policies would be applied to the Group's financial assets as follows:

**Amortised cost** These are subsequently measured using effective interest rate method. Interest income, foreign exchange gains and losses and impairment are recognised in profit or loss. Any gain on derecognition is recognised in profit or loss.

**FVOCI (equity instruments)** These are measured at fair value. Dividend income is recognised in profit or loss unless the dividend income clearly represents a recovery of part of the cost of the investments. Other net gains and losses are recognised in other comprehensive income and are not reclassified to profit or loss.

### 3. 採納新訂立或經修訂香港財務報告準則 (續)

#### 3.1 於本年度內生效之新訂立或經修訂香港財務報告準則 (續)

##### B. 香港財務報告準則第9號 – 「財務工具」 (續)

###### (i) 財務工具之分類及計量 (續)

以下會計政策將適用於以下本集團財務資產：

**攤銷成本** 該等財務資產其後採用實際利率法計量。利息收入、外匯收益及虧損以及減值均於損益確認。終止確認之任何收益於損益確認。

**按公平價值計入其他全面收益 (股本工具)** 該等股本工具按公平價值計量。股息收入於損益確認，除非股息收入明確指收回部份投資成本。其他收益及虧損淨額於其他全面收益確認，並不會重新分類至損益。

# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 December 2018  
截至二零一八年十二月三十一日止年度

### 3. ADOPTION OF NEW OR AMENDED HKFRSs (Continued)

#### 3.1 New or amended HKFRSs which are effective during the year (Continued)

##### B. HKFRS 9 – Financial Instruments (Continued)

###### (i) Classification and measurement of financial instruments (Continued)

- (a) As of 1 January 2018, certain investment in listed equity investments were reclassified from available-for-sale financial assets to FVOCI. The Group intends to hold these equity investments for long term strategic purposes. Under HKFRS 9, the Group has designated these equity investments at the date of initial application as measured at FVOCI. As a result, financial assets with a fair value of HK\$45,957,000 were reclassified from available-for-sale financial assets at fair value to FVOCI on 1 January 2018.

### 3. 採納新訂立或經修訂香港財務報告準則 (續)

#### 3.1 於本年度內生效之新訂立或經修訂香港財務報告準則 (續)

##### B. 香港財務報告準則第9號 – 「財務工具」 (續)

###### (i) 財務工具之分類及計量 (續)

- (a) 於二零一八年一月一日，於上市股本投資的若干投資自可供出售財務資產重新分類至按公平價值計入其他全面收益。本集團擬持有該等股本投資作長期策略用途。根據香港財務報告準則第9號，本集團已於首次應用日期指定該等股本投資為按公平價值計入其他全面收益。因此，於二零一八年一月一日，公平價值為45,957,000港元之財務資產自按公平價值列賬之可供出售財務資產重新分類至按公平價值計入其他全面收益。

# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 December 2018

截至二零一八年十二月三十一日止年度

### 3. ADOPTION OF NEW OR AMENDED HKFRSs (Continued)

#### 3.1 New or amended HKFRSs which are effective during the year (Continued)

##### B. HKFRS 9 – Financial Instruments (Continued)

###### (i) Classification and measurement of financial instruments (Continued)

The following table summarises the original measurement categories under HKAS 39 and the new measurement categories under HKFRS 9 for each class of the Group's financial assets as at 1 January 2018:

Financial assets	Original classification under HKAS 39	New classification under HKFRS 9	Carrying amount as at 1 January 2018 under HKAS 39 根據香港會計準則第39號 於二零一八年一月一日之賬面值 HK\$'000 千港元	Carrying amount as at 1 January 2018 under HKFRS 9 根據香港財務報告準則第9號 於二零一八年一月一日之賬面值 HK\$'000 千港元
財務資產	根據香港會計準則第39號之原有類別	根據香港財務報告準則第9號之新類別		
Listed equity investments	Available-for-sale (at fair value) (Note 3.1B(i)(a))	FVOCI	45,957	45,957
上市股本投資	可供出售(按公平價值列賬)(附註3.1B(i)(a))	按公平價值計入其他全面收益		
Loan receivables	Loans and receivables	Amortised cost	4,000	3,880
應收貸款	貸款及應收款項	攤銷成本		
Trade receivables	Loans and receivables	Amortised cost	26,520	25,937
貿易應收款項	貸款及應收款項	攤銷成本		

### 3. 採納新訂立或經修訂香港財務報告準則(續)

#### 3.1 於本年度內生效之新訂立或經修訂香港財務報告準則(續)

##### B. 香港財務報告準則第9號 – 「財務工具」(續)

###### (i) 財務工具之分類及計量(續)

下表概述本集團於二零一八年一月一日各類財務資產根據香港會計準則第39號之原有計量類別及根據香港財務報告準則第9號之新計量類別：

# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 December 2018  
截至二零一八年十二月三十一日止年度

### 3. ADOPTION OF NEW OR AMENDED HKFRSs (Continued)

#### 3.1 New or amended HKFRSs which are effective during the year (Continued)

##### B. HKFRS 9 – Financial Instruments (Continued)

(i) Classification and measurement of financial instruments (Continued)

Financial assets	Original classification under HKAS 39	New classification under HKFRS 9	Carrying amount as at 1 January 2018 under HKAS 39 根據香港會計準則第39號於二零一八年一月一日之賬面值 HK\$'000 千港元	Carrying amount as at 1 January 2018 under HKFRS 9 根據香港財務報告準則第9號於二零一八年一月一日之賬面值 HK\$'000 千港元
財務資產	根據香港會計準則第39號之原有類別	根據香港財務報告準則第9號之新類別		
Other receivables	Loans and receivables	Amortised cost	18,178	17,446
其他應收款項	貸款及應收款項	攤銷成本		
Cash and cash equivalents	Loans and receivables	Amortised cost	28,472	28,472
現金及現金等值項目	貸款及應收款項	攤銷成本		

### 3. 採納新訂立或經修訂香港財務報告準則 (續)

#### 3.1 於本年度內生效之新訂立或經修訂香港財務報告準則 (續)

##### B. 香港財務報告準則第9號 – 「財務工具」 (續)

(i) 財務工具之分類及計量 (續)

# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 December 2018

截至二零一八年十二月三十一日止年度

### 3. ADOPTION OF NEW OR AMENDED HKFRSs (Continued)

#### 3.1 New or amended HKFRSs which are effective during the year (Continued)

##### B. HKFRS 9 – Financial Instruments (Continued)

###### (ii) Impairment of financial assets

The adoption of HKFRS 9 has changed the Group's impairment model by replacing the HKAS 39 "incurred loss model" to the "ECLs model". HKFRS 9 requires the Group to recognise ECL for trade receivables, financial assets at amortised costs, contract assets and debt investment at FVOCI earlier than HKAS 39. Cash and cash equivalents are subject to ECL model but the impairment is immaterial for the current period.

Under HKFRS 9, the losses allowances are measured on either of the following bases: (1) 12 months ECLs: these are the ECLs that result from possible default events within the 12 months after the reporting date; and (2) lifetime ECLs: these are ECLs that result from all possible default events over the expected life of a financial instrument.

### 3. 採納新訂立或經修訂香港財務報告準則 (續)

#### 3.1 於本年度內生效之新訂立或經修訂香港財務報告準則 (續)

##### B. 香港財務報告準則第9號 – 「財務工具」 (續)

###### (ii) 財務資產之減值

採納香港財務報告準則第9號更改本集團之減值模式，以「預期信貸虧損模式」取代香港會計準則第39號「已產生虧損模式」。香港財務報告準則第9號規定本集團以較香港會計準則第39號為先之方式就貿易應收款項、按攤銷成本列賬之財務資產、合約資產及按公平價值計入其他全面收益之債務投資確認預期信貸虧損。現金及現金等值項目須受預期信貸虧損模式所限，惟本期間之減值並不重大。

根據香港財務報告準則第9號，虧損撥備按以下其中一項基準計量：(1) 12個月預期信貸虧損：其為於報告日後12個月內之潛在違約事件所產生之預期信貸虧損；及(2) 全期預期信貸虧損：此乃於財務工具預計年期內所有潛在違約事件所產生之預期信貸虧損。

# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 December 2018  
截至二零一八年十二月三十一日止年度

### 3. ADOPTION OF NEW OR AMENDED HKFRSs (Continued)

#### 3.1 New or amended HKFRSs which are effective during the year (Continued)

##### B. HKFRS 9 – Financial Instruments (Continued)

##### (ii) Impairment of financial assets (Continued)

##### Measurement of ECLs

ECLs are based on the difference between the contractual cash flows due in accordance with the contract and all the cash flows that the Group expects to receive. The shortfall is then discounted at an approximation to the assets' original effective interest rate.

The Group has elected to measure loss allowances for trade receivables and contract assets using HKFRS 9 simplified approach and has calculated ECLs based on lifetime ECLs. The Group has established a provision matrix that is based on the Group's historical credit loss experience, adjusted for forward-looking factors specific to the debtors and the economic environment.

### 3. 採納新訂立或經修訂香港財務報告準則 (續)

#### 3.1 於本年度內生效之新訂立或經修訂香港財務報告準則 (續)

##### B. 香港財務報告準則第9號 – 「財務工具」 (續)

##### (ii) 財務資產之減值 (續)

預期信貸虧損之計量  
預期信貸虧損乃基於根據合約應付合約現金流量與本集團預期收取之所有現金流量之間的差額。該差額其後按資產原有實際利率之近似值貼現。

本集團已選用香港財務報告準則第9號簡化法將貿易應收款項及合約資產之虧損撥備進行計量，並已根據全期預期信貸虧損計算預期信貸虧損。本集團已設立根據本集團過往信貸虧損經驗計算之撥備矩陣，並就債務人特定之前瞻性因素及經濟環境作出調整。



# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 December 2018

截至二零一八年十二月三十一日止年度

### 3. ADOPTION OF NEW OR AMENDED HKFRSs (Continued)

#### 3.1 New or amended HKFRSs which are effective during the year (Continued)

##### B. HKFRS 9 – Financial Instruments (Continued)

###### (ii) Impairment of financial assets (Continued)

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

For other debt financial assets, the ECLs are based on the 12-months ECLs. The 12-months ECLs is the portion of the lifetime ECLs that results from default events on a financial instrument that are possible within 12 months after the reporting date. However, when there has been a significant increase in credit risk since origination, the allowance will be based on the lifetime ECLs. When determining whether the credit risk of a financial asset has increased significantly since initial recognition and when estimating ECL, the Group considers reasonable and supportable information that is relevant and available without undue cost or effort. This includes both quantitative and qualitative information and analysis, based on the Group's historical experience and informed credit assessment and including forward-looking information. The Group's debt investment at FVOCI are considered to have low credit risk since the issuers' credit rating are high.

### 3. 採納新訂立或經修訂香港財務報告準則 (續)

#### 3.1 於本年度內生效之新訂立或經修訂香港財務報告準則 (續)

##### B. 香港財務報告準則第9號 – 「財務工具」 (續)

###### (ii) 財務資產之減值 (續)

###### 預期信貸虧損之計量 (續)

就其他債務財務資產而言，預期信貸虧損乃按12個月預期信貸虧損釐定。12個月預期信貸虧損為全期預期信貸虧損之一部份，其產生自於報告日後12個月內可能發生之財務工具違約事件。然而，當信貸風險自發放貸款起大幅增加，撥備將以全期預期信貸虧損為基準。於釐定財務資產之信貸風險是否自初步確認起大幅增加，並於估計預期信貸虧損時，本集團會考慮相關及毋須付出過多成本或努力即可獲得之合理及可靠資料。此包括根據本集團過往經驗及已知信貸評估之定量及定性資料及分析，並包括前瞻性資料。本集團按公平價值計入其他全面收益之債務投資被認為具低信貸風險，原因為發行人之信貸評級較高。

# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 December 2018  
截至二零一八年十二月三十一日止年度

### 3. ADOPTION OF NEW OR AMENDED HKFRSs (Continued)

#### 3.1 New or amended HKFRSs which are effective during the year (Continued)

##### B. HKFRS 9 – Financial Instruments (Continued)

###### (ii) Impairment of financial assets (Continued)

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

The Group assumes that the credit risk on a financial asset has increased significantly if it is more than 30 days past due.

The Group considers a financial asset to be in default when: (1) the borrower is unlikely to pay its credit obligations to the Group in full, without recourse by the Group to actions such as realising security (if any is held); or (2) the financial asset is more than 90 days past due.

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

###### Presentation of ECLs

Loss allowances for financial assets measured at amortised cost are deducted from the gross carrying amount of the assets. For debt investment at FVOCI, the loss allowance is recognised in OCI, instead of reducing the carrying amount of the assets.

### 3. 採納新訂立或經修訂香港財務報告準則 (續)

#### 3.1 於本年度內生效之新訂立或經修訂香港財務報告準則 (續)

##### B. 香港財務報告準則第9號 – 「財務工具」 (續)

###### (ii) 財務資產之減值 (續)

###### 預期信貸虧損之計量 (續)

本集團假設，倘逾期超過30天，財務資產之信貸風險會大幅增加。

本集團認為財務資產於以下情況下屬違約：(1) 借款人大可能在本集團並無追索權（如變現抵押品）（如持有）下向本集團悉數支付其信貸義務；或(2) 該財務資產逾期超過90天。

於估計預期信貸虧損時所考慮之最長期間為本集團面臨信貸風險之最長合約期間。

預期信貸虧損之呈列按攤銷成本計量之財務資產之虧損撥備從資產之總賬面值中扣除。就按公平價值計入其他全面收益之債務投資而言，虧損撥備乃於其他全面收益確認，而非扣減資產之賬面值。

# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 December 2018

截至二零一八年十二月三十一日止年度

### 3. ADOPTION OF NEW OR AMENDED HKFRSs (Continued)

#### 3.1 New or amended HKFRSs which are effective during the year (Continued)

##### B. HKFRS 9 – Financial Instruments (Continued)

##### (ii) Impairment of financial assets (Continued)

Impact of ECL model

##### (l) Impairment of trade receivables

As mentioned above, the Group applies HKFRS 9 simplified approach to measure ECLs which adopts a life time ECLs for all trade receivables. To measure the ECLs, trade receivables have been grouped based on shared credit risk characteristics and the invoice date. The loss allowance as at 1 January 2018 was determined as follows for trade receivables as follows:

1 January 2018 二零一八年一月一日	0 – 30 days 0至30天	31 – 90 days 31至90天	91 – 150 days 91至150天	More than 150 days 超過150天	Debtor A 債務人甲	Total 總計
ECL rate (%)	預期信貸虧損率 (%)	3.43%	11.98%	38.51%	Not applicable 不適用	0.83%
Gross carrying amount (HK\$'000)	總賬面值 (千港元)	7,738	910	161	–	17,711
Loss allowance (HK\$'000)	虧損撥備 (千港元)	265	109	62	–	583

The increase in loss allowance for trade receivables upon the transition to HKFRS 9 as of 1 January 2018 were HK\$583,000. Loss allowances further increased by HK\$3,013,000 for trade receivables during the year ended 31 December 2018.

於二零一八年一月一日過渡至香港財務報告準則第9號時，貿易應收款項之虧損撥備增加583,000港元。截至二零一八年十二月三十一日止年度，貿易應收款項之虧損撥備進一步增加3,013,000港元。

### 3. 採納新訂立或經修訂香港財務報告準則 (續)

#### 3.1 於本年度內生效之新訂立或經修訂香港財務報告準則 (續)

##### B. 香港財務報告準則第9號 – 「財務工具」 (續)

##### (ii) 財務資產之減值 (續)

預期信貸虧損模式之影響

##### (l) 貿易應收款項之減值

誠如上文所述，本集團應用香港財務報告準則第9號之簡化法計量預期信貸虧損，而其就所有貿易應收款項採用全期預期信貸虧損。為計量預期信貸虧損，貿易應收款項已根據共同信貸風險特徵及發單日期進行分類。於二零一八年一月一日就貿易應收款項釐定之虧損撥備如下：

# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 December 2018  
截至二零一八年十二月三十一日止年度

### 3. ADOPTION OF NEW OR AMENDED HKFRSs (Continued)

#### 3.1 New or amended HKFRSs which are effective during the year (Continued)

##### B. HKFRS 9 – Financial Instruments (Continued)

###### (ii) Impairment of financial assets (Continued)

###### Impact of ECL model (Continued)

###### (II) Impairment of loan receivables

All of the Group's loan receivables at amortised costs are considered to have low credit risk, and loss allowance recognised during the period was therefore limited to 12 months ECLs.

The increase in loss allowance for loan receivables upon the transition to HKFRS 9 as of 1 January 2018 were HK\$120,000. These further increased by HK\$233,000 during the year ended 31 December 2018.

###### (III) Impairment of other receivables

Other financial assets at amortised cost of the Group include other receivables. Applying the ECL model result in the recognition of ECL of HK\$732,000 on 1 January 2018 and a further ECL of HK\$416,000 was required for the year ended 31 December 2018.

### 3. 採納新訂立或經修訂香港財務報告準則 (續)

#### 3.1 於本年度內生效之新訂立或經修訂香港財務報告準則 (續)

##### B. 香港財務報告準則第9號 – 「財務工具」 (續)

###### (ii) 財務資產之減值 (續)

預期信貸虧損模式之影響 (續)

###### (II) 應收貸款之減值

本集團所有按攤銷成本列賬之應收貸款被視為具低信貸風險，故期內確認之虧損撥備限於12個月預期信貸虧損。

於二零一八年一月一日過渡至香港財務報告準則第9號時，應收貸款之虧損撥備增加120,000港元，並於截至二零一八年十二月三十一日止年度進一步增加233,000港元。

###### (III) 其他應收款項之減值

本集團按攤銷成本列賬之其他財務資產包括其他應收款項。應用預期信貸虧損模式導致於二零一八年一月一日確認預期信貸虧損732,000港元，而截至二零一八年十二月三十一日止年度則須進一步計提預期信貸虧損416,000港元。

# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 December 2018

截至二零一八年十二月三十一日止年度

### 3. ADOPTION OF NEW OR AMENDED HKFRSs (Continued)

#### 3.1 New or amended HKFRSs which are effective during the year (Continued)

##### B. HKFRS 9 – Financial Instruments (Continued)

##### (ii) Impairment of financial assets (Continued)

As a result of the above changes, the impact of the new HKFRS 9 impairment model results in additional impairment allowance as follows:

##### Allowance as at 1 January 2018 under HKAS 39

Impairment recognised for trade receivables in respect of ECLs

Impairment recognised for loan receivables in respect of ECLs

Impairment recognised for other receivables in respect of ECLs

##### Allowance as at 1 January 2018 under HKFRS 9

根據香港會計準則第39號於二零一八年一月一日之撥備

就貿易應收款項預期信貸虧損確認減值

就應收貸款預期信貸虧損確認減值

就其他應收款項預期信貸虧損確認減值

根據香港財務報告準則第9號於二零一八年一月一日之撥備

HK\$'000  
千港元

HK\$'000  
千港元

4,718

583

732

120

1,435

6,153

### 3. 採納新訂立或經修訂香港財務報告準則 (續)

#### 3.1 於本年度內生效之新訂立或經修訂香港財務報告準則 (續)

##### B. 香港財務報告準則第9號 – 「財務工具」 (續)

##### (ii) 財務資產之減值 (續)

由於上述變動，新香港財務報告準則第9號減值模式之影響導致以下額外減值撥備：

# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 December 2018  
截至二零一八年十二月三十一日止年度

### 3. ADOPTION OF NEW OR AMENDED HKFRSs (Continued)

#### 3.1 New or amended HKFRSs which are effective during the year (Continued)

##### B. HKFRS 9 – Financial Instruments (Continued)

###### (iii) Transition

The Group has applied the transitional provision in HKFRS 9 such that HKFRS 9 was generally adopted without restating comparative information. The reclassifications and the adjustments arising from the new ECLs rules are therefore not reflected in the statement of financial position as at 31 December 2017, but are recognised in the statement of financial position on 1 January 2018. This means that differences in the carrying amounts of financial assets and financial liabilities resulting from the adoption of HKFRS 9 are recognised in retained earnings and reserves as at 1 January 2018. Accordingly, the information presented for 2017 does not reflect the requirements of HKFRS 9 but rather those of HKAS 39.

The following assessments have been made on the basis of the facts and circumstances that existed at the date of initial application of HKFRS 9 (the "DIA"):

- The determination of the business model within which a financial asset is held;
- The designation and revocation of previous designations of certain financial assets and financial liabilities as measured at FVTPL; and

### 3. 採納新訂立或經修訂香港財務報告準則 (續)

#### 3.1 於本年度內生效之新訂立或經修訂香港財務報告準則 (續)

##### B. 香港財務報告準則第9號 – 「財務工具」 (續)

###### (iii) 過渡

本集團已應用香港財務報告準則第9號之過渡條文，以使香港財務報告準則第9號獲大致採納而毋須重列比較資料。因此，新預期信貸虧損規則所產生之重新分類及調整並無於二零一七年十二月三十一日之財務狀況表反映，惟於二零一八年一月一日之財務狀況表確認。其指採納香港財務報告準則第9號所產生之財務資產與財務負債之賬面值差額於二零一八年一月一日之保留溢利及儲備確認。因此，二零一七年之呈列資料並不反映香港財務報告準則第9號之規定，惟反映香港會計準則第39號之規定。

以下評估乃根據香港財務報告準則第9號首次應用日期（「首次應用日期」）存在之事實及情況而作出：

- 釐定持有財務資產之業務模式；
- 指定及撤銷原來指定若干財務資產及財務負債為透過損益按公平價值列賬；及

# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 December 2018

截至二零一八年十二月三十一日止年度

### 3. ADOPTION OF NEW OR AMENDED HKFRSs (Continued)

#### 3.1 New or amended HKFRSs which are effective during the year (Continued)

##### B. HKFRS 9 – Financial Instruments (Continued)

###### (iii) Transition (Continued)

- The designation of certain investments in equity investments not held for trading as at FVOCI.

If an investment in a debt investment had low credit risk at the DIA, then the Group has assumed that the credit risk on the asset had not increased significantly since its initial recognition.

##### C. HKFRS 15 – Revenue from Contracts with Customers

HKFRS 15 supersedes HKAS 11 Construction Contracts, HKAS 18 Revenue and related interpretations. HKFRS 15 has established a five-steps model to account for revenue arising from contracts with customers. Under HKFRS 15, revenue is recognised at the amount that reflects the consideration to which an entity expects to be entitled in exchange for transferring goods or services to a customer.

The Group has adopted HKFRS 15 using the cumulative effect method without practical expedients. The Group has recognised the cumulative effect of initially applying HKFRS 15 as an adjustment to the opening balance of retained earnings at the date of initial application (that is, 1 January 2018). As a result, the financial information presented for 2017 has not been restated.

### 3. 採納新訂立或經修訂香港財務報告準則 (續)

#### 3.1 於本年度內生效之新訂立或經修訂香港財務報告準則 (續)

##### B. 香港財務報告準則第9號 – 「財務工具」 (續)

###### (iii) 過渡 (續)

- 指定並非持作買賣之於股本投資的若干投資為按公平價值計入其他全面收益。

倘於債務投資的投資於首次應用日期具低信貸風險，則本集團假設該資產之信貸風險自其初步確認起並無大幅增加。

##### C. 香港財務報告準則第15號 – 「來自客戶合約之收益」

香港財務報告準則第15號取代香港會計準則第11號「建築合約」、香港會計準則第18號「收益」及相關詮釋。香港財務報告準則第15號已建立五步模式為來自客戶合約之收益入賬。根據香港財務報告準則第15號，收益乃按反映實體預期向客戶轉讓商品或服務而有權就交換所收取之代價金額確認。

本集團採用並無可行權宜方法之累計影響法採納香港財務報告準則第15號。本集團已確認首次應用香港財務報告準則第15號之累計影響為於首次應用日期（即二零一八年一月一日）之年初保留溢利調整。因此，二零一七年之呈列財務資料並無重列。

# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 December 2018  
截至二零一八年十二月三十一日止年度

### 3. ADOPTION OF NEW OR AMENDED HKFRSs (Continued)

#### 3.1 New or amended HKFRSs which are effective during the year (Continued)

##### C. *HKFRS 15 – Revenue from Contracts with Customers* (Continued)

The adoption does not have an impact on the recognition of the Group's main revenue streams. Since the number of "open" contracts for advertising income at 31 December 2017 is immaterial, there was no material impact for the Group's result and financial position. Rental income from lease agreements is specifically excluded from the scope of the new standard.

Details of the new significant accounting policies and the nature of the changes to previous accounting policies in relation to the Group's various services are set out below:

### 3. 採納新訂立或經修訂香港財務報告準則 (續)

#### 3.1 於本年度內生效之新訂立或經修訂香港財務報告準則 (續)

##### C. *香港財務報告準則第15號 – 「來自客戶合約之收益」* (續)

該採納對確認本集團主要收益來源並無影響。由於二零一七年十二月三十一日廣告收入之「未完成」合約數目並不重大，因此對本集團之業績及財務狀況並無重大影響。租用協議之租金收入指定排除於該新訂立準則範圍之外。

有關本集團各項服務之新主要會計政策及過往會計政策變動性質之詳情載列如下：



# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 December 2018

截至二零一八年十二月三十一日止年度

### 3. ADOPTION OF NEW OR AMENDED HKFRSs (Continued)

#### 3.1 New or amended HKFRSs which are effective during the year (Continued)

##### C. HKFRS 15 – Revenue from Contracts with Customers (Continued)

Note	Service	Nature of the services, satisfaction of performance obligations and payment terms 服務性質、完成履約責任及付款條款
(a)	Provision of advertising services	
(a)	提供廣告服務	

(a) Provision of advertising services

The Group has determined that the customers simultaneously receives and consumes the benefits of the Group's performance and thus the Group concludes that the services should be recognised overtime. Revenue is recognised over time as those services are provided. Invoices for provision of advertising services are issued according to contractual terms and are usually payable within 7 to 120 days.

(a) 提供廣告服務

本集團已釐定客戶同時收取並消耗本集團履約之利益，因此本集團認為該等服務應在一段時間確認。由於本集團提供該等服務，收益會在一段時間確認。提供廣告服務之發票根據合約條款開具，通常須於7至120天內支付。

As of 1 January 2018, an increase in contract liabilities HK\$2,212,000 and a decrease in other payables and accruals of the same amount were recognised.

### 3. 採納新訂立或經修訂香港財務報告準則 (續)

#### 3.1 於本年度內生效之新訂立或經修訂香港財務報告準則 (續)

##### C. 香港財務報告準則第15號 – 「來自客戶合約之收益」 (續)

Nature of change in accounting policy and impact on 1 January 2018 會計政策變動性質及於二零一八年一月一日之影響
Impact
影響

HKFRS 15 did not result in significant impact on the Group's accounting policies. However, upon the adoption of HKFRS 15, the Group has made reclassification from trade, bills and other payables to contract liabilities since under HKFRS 15, if there is any obligation to transfer goods to a customer for which the entity has received consideration from a customer, an entity should recognise a contract liability.

香港財務報告準則第15號並無對本集團之會計政策造成重大影響。然而，於採納香港財務報告準則第15號時，本集團根據香港財務報告準則第15號將貿易應付款項、應付票據及其他應付款項重新分類至合約負債，倘實體擁有因其已收取客戶代價而向客戶轉讓商品之任何責任，則實體應確認合約負債。

於二零一八年一月一日，合約負債增加2,212,000港元以及其他應付款項及應計開支減少相同金額經已確認。

# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 December 2018  
截至二零一八年十二月三十一日止年度

### 3. ADOPTION OF NEW OR AMENDED HKFRSs (Continued)

#### 3.1 New or amended HKFRSs which are effective during the year (Continued)

**D. Amendments HKFRS 15 – Revenue from Contracts with Customers (Clarifications to HKFRS 15)**

The amendments to HKFRS 15 included clarifications on identification of performance obligations; application of principal versus agent; licenses of intellectual property; and transition requirements.

The adoption of these amendments has no impact on these financial statements as the Group had not previously adopted HKFRS 15 and took up the clarifications in this, its first, year.

**E. Amendments to HKAS 40, Investment Property – Transfers of Investment Property**

The amendments clarify that to transfer to or from investment properties there must be a change in use and provides guidance on making this determination. The clarification states that a change of use will occur when a property meets, or ceases to meet, the definition of investment property and there is supporting evidence that a change has occurred. The amendments also re-characterise the list of evidence in the standard as a non-exhaustive list, thereby allowing for other forms of evidence to support a transfer.

The adoption of these amendments has no impact on these financial statements as the clarified treatment is consistent with the manner in which the Group has previously assessed transfers.

### 3. 採納新訂立或經修訂香港財務報告準則 (續)

#### 3.1 於本年度內生效之新訂立或經修訂香港財務報告準則 (續)

**D. 香港財務報告準則第15號之修訂 – 「來自客戶合約之收益 (香港財務報告準則第15號的澄清)」**

香港財務報告準則第15號之修訂包括對識別履約責任作出澄清；應用委託人相對於代理人之概念；知識產權之許可；及過渡規定。

由於本集團過往並無採納香港財務報告準則第15號並於本年度首次採納該等澄清，採納該等修訂對本財務報表並無影響。

**E. 香港會計準則第40號「投資物業」之修訂 – 「投資物業轉撥」**

該等修訂澄清投資物業的轉入及轉出都必須存在用途改變，並就釐定用途有否改變提供指引。澄清述明，倘物業符合或不再符合投資物業之定義及有證據證明用途改變，則出現用途改變。該修訂本亦將該準則中的證據清單重新定性為非詳盡清單，因此，其他形式的證據亦可證明轉撥。

由於已澄清處理與本集團過往評估轉撥之方式一致，採納該等修訂對本財務報表並無影響。

# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 December 2018

截至二零一八年十二月三十一日止年度

### 3. ADOPTION OF NEW OR AMENDED HKFRSs (Continued)

#### 3.2 New or amended HKFRSs which are issued but not yet effective

At the date of this report, certain new and amended HKFRSs have been published but are not yet effective, and have not been adopted early by the Group.

The directors of the Company anticipate that all of the pronouncements will be adopted in the Group's accounting policy for the first period beginning after the effective date of the pronouncement. The directors of the Company are currently assessing the impact of the new and amended HKFRSs upon initial application. So far, the Directors have preliminarily concluded that the initial application of these HKFRSs will not result in material financial impact on the consolidated financial statements. Information on new and amended HKFRSs that are expected to have an impact on the Group's accounting policies is provided below.

### 3. 採納新訂立或經修訂香港財務報告準則 (續)

#### 3.2 已頒佈但未生效之新訂立或經修訂香港財務報告準則

於本報告日期，若干新訂立及經修訂之香港財務報告準則已經頒佈但尚未生效，亦未由本集團提前採納。

本公司董事預期，本集團將於有關規定生效日期後之首個期間在會計政策中採納所有有關規定。本公司董事現正評估首次應用新訂立及經修訂香港財務報告準則之影響。迄今，董事作出之初步結論為首次應用此等香港財務報告準則將不會對綜合財務報表造成重大財務影響。有關預期對本集團會計政策產生影響之新訂立及經修訂香港財務報告準則之資料提供如下。

# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 December 2018  
截至二零一八年十二月三十一日止年度

### 3. ADOPTION OF NEW OR AMENDED HKFRSs (Continued)

#### 3.2 New or amended HKFRSs which are issued but not yet effective (Continued)

##### **HKFRS 16 – Leases**

This standard is effective for accounting periods beginning on or after 1 January 2019. HKFRS 16, which upon the effective date will supersede HKAS 17 “Leases” and related interpretations, introduces a single lessee accounting model and requires a lessee to recognise assets and liabilities for all leases with a term of more than 12 months, unless the underlying asset is of low value. Specifically, under HKFRS 16, a lessee is required to recognise a right-of-use asset representing its right to use the underlying leased asset and a lease liability representing its obligation to make lease payments. Accordingly, a lessee should recognise depreciation of the right-of-use asset and interest on the lease liability, and also classifies cash repayments of the lease liability into a principal portion and an interest portion and presents them in the statement of cash flows. Also, the right-of-use asset and the lease liability are initially measured on a present value basis. The measurement includes non-cancellable lease payments and also includes payments to be made in optional periods if the lessee is reasonably certain to exercise an option to extend the lease, or to exercise an option to terminate the lease. This accounting treatment is significantly different from the lessee accounting for leases that are classified as operating leases under the predecessor standard, HKAS 17.

In respect of the lessor accounting, HKFRS 16 substantially carries forward the lessor accounting requirements in HKAS 17. Accordingly, a lessor continues to classify its leases as operating leases or finance leases, and to account for those two types of leases differently.

### 3. 採納新訂立或經修訂香港財務報告準則 (續)

#### 3.2 已頒佈但未生效之新訂立或經修訂香港財務報告準則 (續)

##### **香港財務報告準則第16號 – 「租賃」**

此項準則於二零一九年一月一日或之後開始之會計期間生效。香港財務報告準則第16號（將於生效日期起取代香港會計準則第17號「租賃」及相關詮釋）引入單一承租人會計處理模式，並規定承租人就為期超過12個月之所有租賃確認資產及負債，除非相關資產為低價值資產。具體而言，根據香港財務報告準則第16號，承租人須確認使用權資產（表示其有權使用相關租賃資產）及租賃負債（表示其有責任支付租賃款項）。因此，承租人應確認使用權資產折舊及租賃負債利息，並將租賃負債之現金還款分類為本金部份及利息部份，在現金流量表中呈列。此外，使用權資產及租賃負債初步按現值基準計量。計量包括不可註銷租賃付款，亦包括在承租人合理肯定會行使選擇權延續租賃，或不行使選擇權而中止租賃之情況下，將於選擇權期間內作出之付款。此會計處理方法與承租人就租賃採用之會計處理方法存在明顯差異，承租人所採用之會計處理方法適用於根據原準則香港會計準則第17號分類為經營租賃之租賃。

就出租人會計處理方法而言，香港財務報告準則第16號大致轉承了香港會計準則第17號之出租人會計處理方法之規定。因此，出租人繼續將其租賃分類為經營租賃或融資租賃，並且以不同方式將兩類租賃入賬。

# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 December 2018

截至二零一八年十二月三十一日止年度

### 3. ADOPTION OF NEW OR AMENDED HKFRSs (Continued)

#### 3.2 New or amended HKFRSs which are issued but not yet effective (Continued)

##### *HKFRS 16 – Leases (Continued)*

As at 31 December 2018, the Group's total future minimum lease payments under the non-cancellable operating lease amounted to HK\$17,330,000. A preliminary assessment indicates that these arrangements will meet the definition of a lease under HKFRS 16, and hence the Group will recognise a right-of-use asset and a corresponding lease liability in respect of all the leases unless they qualify for low value or short-term leases upon the application of HKFRS 16. In addition, the application of new requirement may result changes in measurement, presentation and disclosure as indicated above.

##### *HK(IFRIC)-Int 23 – Uncertainty over Income Tax Treatments*

This Interpretation is effective for accounting periods beginning on or after 1 January 2019. The Interpretation supports the requirements of HKAS 12, Income Taxes, by providing guidance over how to reflect the effects of uncertainty in accounting for income taxes.

Under the Interpretation, the entity shall determine whether to consider each uncertain tax treatment separately or together based on which approach better predicts the resolution of the uncertainty. The entity shall also assume the tax authority will examine amounts that it has a right to examine and have full knowledge of all related information when making those examinations. If the entity determines it is probable that the tax authority will accept an uncertain tax treatment, then the entity should measure current and deferred tax in line with its tax filings. If the entity determines it is not probable, then the uncertainty in the determination of tax is reflected using either the "most likely amount" or the "expected value" approach, whichever better predicts the resolution of the uncertainty.

### 3. 採納新訂立或經修訂香港財務報告準則 (續)

#### 3.2 已頒佈但未生效之新訂立或經修訂香港財務報告準則 (續)

##### *香港財務報告準則第16號 – 「租賃」 (續)*

於二零一八年十二月三十一日，本集團根據不可撤銷經營租賃之未來最低租金總額為17,330,000港元。初步評估顯示該等安排將符合根據香港財務報告準則第16號有關租賃之定義，故本集團將就所有租賃確認使用權資產及相應租賃負債，除非其於應用香港財務報告準則第16號時合資格成為低價值或短期租賃則作別論。此外，應用新規定可能導致上文所列之計量、呈列及披露變動。

##### *香港 (國際財務報告詮釋委員會) – 詮釋第23號 – 「所得稅處理之不確定性」*

此項詮釋於二零一九年一月一日或之後開始之會計期間生效。該詮釋透過就如何反映所得稅會計處理涉及的不確定性因素提供指引，為香港會計準則第12號所得稅的規定提供支持。

根據該詮釋，實體須釐定分別或集中考慮各項不確定稅項處理，以更好預測不確定性因素的解決方式。實體亦須假設稅務機關將會檢討其有權檢討的金額，並在作出上述檢討時完全知悉所有相關資料。如實體釐定稅務機關可能會接受一項不確定稅項處理，則實體應按與其稅務申報相同的方式計量即期及遞延稅項。否則，釐定稅項涉及的不確定性因素採用「最可能金額」或「預期值」法兩者中能更好預測不確定性因素解決方式的方法來反映。

# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 December 2018  
截至二零一八年十二月三十一日止年度

### 3. ADOPTION OF NEW OR AMENDED HKFRSs (Continued)

#### 3.2 New or amended HKFRSs which are issued but not yet effective (Continued)

##### **Amendments to HKFRS 9 – Prepayment Features with Negative Compensation**

This Interpretation is effective for accounting periods beginning on or after 1 January 2019. The amendments clarify that prepayable financial assets with negative compensation can be measured at amortised cost or at fair value through other comprehensive income if specified conditions are met – instead of at fair value through profit or loss.

This Interpretation is effective for accounting periods beginning on or after 1 January 2019. The amendments issued under the annual improvements process make small, non-urgent changes to standards where they are currently unclear. They include amendments to HKFRS 3 which clarifies that when a joint operator of a business obtains control over a joint operation, this is a business combination achieved in stages and the previously held equity interest should therefore be remeasured to its acquisition date fair value.

##### **Annual Improvements to HKFRSs 2015-2017 Cycle – Amendments to HKAS 12, Income Taxes**

This Interpretation is effective for accounting periods beginning on or after 1 January 2019. The amendments issued under the annual improvements process make small, non-urgent changes to standards where they are currently unclear. They include amendments to HKAS 12 which clarify that all income tax consequences of dividends are recognised consistently with the transactions that generated the distributable profits, either in profit or loss, other comprehensive income or directly in equity.

### 3. 採納新訂立或經修訂香港財務報告準則 (續)

#### 3.2 已頒佈但未生效之新訂立或經修訂香港財務報告準則 (續)

##### **香港財務報告準則第9號之修訂 – 「負值補償之預付特點」**

此項詮釋於二零一九年一月一日或之後開始之會計期間生效。有關修訂澄清，倘符合指定條件，負值補償的可預付財務資產可按攤銷成本或按公平價值計入其他全面收益之方式計量 – 而非透過損益按公平價值列賬之方式計量。

此項詮釋於二零一九年一月一日或之後開始之會計期間生效。根據年度改進過程頒佈之該等修訂對現時並不明確之多項準則作出微細及不急切之修改。其中包括香港財務報告準則第3號之修訂，其澄清於業務一名聯合經營者取得聯合經營之控制權時，則該業務合併分階段達成，故先前持有之股權應重新計量為其收購日期之公平價值。

##### **二零一五年至二零一七年週期之香港財務報告準則年度改進 – 香港會計準則第12號「所得稅」之修訂**

此項詮釋於二零一九年一月一日或之後開始之會計期間生效。根據年度改進過程頒佈之該等修訂對現時並不明確之多項準則作出微細及不急切之修改。其中包括香港會計準則第12號之修訂，其澄清股息之所有所得稅後果與產生可分派溢利之交易採取一致的方式於損益、其他全面收益或直接於權益確認。

# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 December 2018

截至二零一八年十二月三十一日止年度

### 3. ADOPTION OF NEW OR AMENDED HKFRSs (Continued)

#### 3.2 New or amended HKFRSs which are issued but not yet effective (Continued)

##### *Annual Improvements to HKFRSs 2015-2017 Cycle – Amendments to HKAS 23, Borrowing Costs*

This Interpretation is effective for accounting periods beginning on or after 1 January 2019. The amendments issued under the annual improvements process make small, non-urgent changes to standards where they are currently unclear. They include amendments to HKAS 23 which clarifies that a borrowing made specifically to obtain a qualifying asset which remains outstanding after the related qualifying asset is ready for its intended use or sale would become part of the funds an entity borrows generally and therefore included in the general pool.

### 4. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS

Estimates and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

The preparation of the consolidated financial statements requires management to make judgement, estimates and assumptions concerning the future. The resulting accounting estimates will, by definition, seldom equal the related actual results. The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are discussed below:

### 3. 採納新訂立或經修訂香港財務報告準則 (續)

#### 3.2 已頒佈但未生效之新訂立或經修訂香港財務報告準則 (續)

##### *二零一五年至二零一七年週期之香港財務報告準則年度改進 – 香港會計準則第23號「借貸成本」之修訂*

此項詮釋於二零一九年一月一日或之後開始之會計期間生效。根據年度改進過程頒佈之該等修訂對現時並不明確之多項準則作出微細及不急切之修改。其中包括香港會計準則第23號之修訂，其澄清為取得合資格資產而專門作出之借貸，於相關合資格資產可用於其擬定用途或進行出售時仍未償還，則該借貸會成為實體一般所借資金之一部份並因此計入一般資產項目內。

### 4. 重要會計估計及判斷

估計及判斷會根據過往經驗及其他因素 (包括在有關情況對未來事件作出應為合理之預期) 持續評估。

編製綜合財務報表需要管理層就未來作出判斷、估計及假設。從推算所得的會計估計通常有別於相關實際結果。以下論述導致資產與負債賬面值於下個財政年度出現重大調整之重大風險的有關估計及假設：

# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 December 2018  
截至二零一八年十二月三十一日止年度

### 4. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS (Continued)

#### (i) Estimated impairment of trade receivables

The Group uses provision matrix to calculate impairment of trade receivables. The provision rates are based on the past collection history as groupings of various debtors that have similar loss patterns. The provision matrix is based on the Group's historical default rates taking into consideration forward-looking information that is reasonable and supportable available without undue costs or effort. At every reporting date, the historical observed default rates are reassessed and changes in the forward-looking information are considered. In addition, trade receivables with significant balances and credit impaired are assessed for impairment individually.

#### (ii) Depreciation

The Group depreciates property, plant and equipment and investment properties using straight-line method over the estimated useful lives, starting from the date on which the assets are put into use. The estimated useful lives reflect the directors' best estimate of the periods that the Group intends to derive future economic benefits from the use of the Group's property, plant and equipment and investment properties.

#### (iii) Current taxation and deferred taxation

The Group is subject to income taxes in different jurisdictions. Significant judgement is required in determining the amount of the provision of taxation and the timing of the related tax. There are many transactions and calculations for which the ultimate tax determination is uncertain during the ordinary course of business. Where the final outcome of the tax matters is different from the amounts that were initially recorded, such differences will impact the income tax and deferred tax provisions in the period in which such determination is made.

### 4. 重要會計估計及判斷 (續)

#### (i) 貿易應收款項之估計減值

本集團使用撥備矩陣計算貿易應收款項之減值。撥備率根據擁有類似虧損模式之各應收款項類別過往收回記錄釐定。撥備矩陣根據本集團之過往違約率並考慮毋須付出過多成本或努力即可獲得之合理及可靠前瞻性資料釐定。於各報告日，本集團會重新評估過往觀察違約率，並考慮前瞻性資料之變動。此外，具有重大結餘及出現信貸減值之貿易應收款項進行個別減值評估。

#### (ii) 折舊

本集團之物業、廠房及設備以及投資物業由資產投入使用之日起，以直線法按估計可使用年期折舊。估計可使用年期反映董事對本集團擬自使用該等本集團物業、廠房及設備以及投資物業產生日後經濟利益之期間的最佳估計。

#### (iii) 即期稅項及遞延稅項

本集團須繳納多個不同司法權區之所得稅。於釐定稅項撥備金額及有關稅項之時間時須作出重大判斷。日常業務過程中有大量難以確定最終稅項之交易及計算。倘最終稅務結果與最初記錄之金額不同，有關差額將影響作出有關計算期間之所得稅及遞延稅項撥備。



# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 December 2018

截至二零一八年十二月三十一日止年度

### 4. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS (Continued)

#### (iv) Estimated impairment of goodwill and other intangible assets

The Group tests annually whether goodwill and other intangible assets have suffered any impairment in accordance with the accounting policy stated in Note 2.7 and 2.8 respectively. The recoverable amounts of CGUs have been determined based on value-in-use calculations, which require the Group to estimate the future cash flows expected to arise from the CGU and a suitable discount rate in order to calculate the present value.

### 5. TURNOVER

The principal activities of the Group are the provision of advertising services and property investment. Further details regarding the Group's principal activities are disclosed in Note 6.

### 4. 重要會計估計及判斷 (續)

#### (iv) 商譽及其他無形資產之估計減值

本集團每年分別根據附註2.7及2.8所列之會計政策進行商譽及其他無形資產減值測試。現金產生單位之可收回金額已根據使用價值計算法釐定，根據使用價值計算法，為計算現值，本集團須估計預期從現金產生單位產生之未來現金流量以及合適之貼現率。

### 5. 營業額

本集團之主要業務為提供廣告服務及物業投資。有關本集團主要業務之進一步詳情於附註6披露。

		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Revenue from contracts with customer within the scope of HKFRS 15:	於香港財務報告準則第15號範圍內來自客戶合約之收益：		
Advertising income	廣告收入	72,602	97,810
Rental income	租金收入	462	724
		<b>73,064</b>	<b>98,534</b>

# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 December 2018  
截至二零一八年十二月三十一日止年度

### 5. TURNOVER (Continued)

The following table provides information about trade receivables and contract liabilities from contracts with customers.

		<b>31 December 2018 二零一八年 十二月三十一日 HK\$'000 千港元</b>	1 January 2018 二零一八年 一月一日 HK\$'000 千港元
Receivables	應收款項	<b>11,900</b>	26,520
Contract liabilities (Note 3.1C and Note 25)	合約負債 (附註3.1C及附註25)	<b>612</b>	2,212

Contract liabilities mainly relate to the advance consideration received from customers. HK\$2,164,000 of the contract liabilities as of 1 January 2018 has been recognised as revenue for the year ended 31 December 2018 from performance obligations satisfied due to the completion of services.

The Group has applied the practical expedient to its sales contracts for advertising services and therefore the above information does not include information about revenue that the Group will be entitled to when it satisfies the remaining performance obligations under the contracts for advertising services that had an original expected duration of one year or less. No other consideration to be included in these sales contracts.

### 5. 營業額 (續)

下表提供貿易應收款項及來自客戶合約之合約負債資料。

合約負債主要與已收客戶預付代價有關。於二零一八年一月一日之合約負債2,164,000港元已因完成服務而履行履約責任確認為截至二零一八年十二月三十一日止年度之收益。

本集團已應用可行權宜方法於其廣告服務銷售合約，因此上述資料並不包括本集團於完成原先預期年期為一年或以下之廣告服務合約項下其餘履約責任時有權獲得之收益的資料。概無其他考慮因素包含在該等銷售合約中。

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## 財務報表附註

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### 6. SEGMENT INFORMATION

The executive directors have identified the Group's two service lines as operating segments as described in Note 2.23. These operating segments are monitored and strategic decisions are made on the basis of adjusted segment operating results.

### 6. 分部資料

誠如附註2.23所述，執行董事已劃分本集團兩項服務系列為營運分部。此等營運分部乃根據經調整分部營運業績而監察並按此基準作出策略決定。

		Advertising 廣告		Property investment 物業投資		Consolidated 綜合	
		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Revenue	收益						
- External sales	- 對外銷售	72,602	97,810	462	724	73,064	98,534
Reportable segment (loss)/profit	可呈報分部 (虧損)/溢利	(41,614)	(50,049)	2,274	(170)	(39,340)	(50,219)
Amortisation of other intangible assets	其他無形資產 攤銷	50,524	90,436	-	-	50,524	90,436
Depreciation	折舊	44	26	739	343	783	369
Expected credit losses on trade and other receivables and loan receivables, net of reversal	貿易及其他應收 款項以及應收 貸款之預期 信貸虧損， 扣除撥回	3,651	4,556	-	162	3,651	4,718
Impairment of goodwill	商譽減值	3,211	-	-	-	3,211	-
Impairment of other intangibles assets	其他無形資產 減值	20,012	-	-	-	20,012	-
Compensation income on profit guarantee arrangement	溢利保證安排之 補償收入	(14,614)	-	-	-	(14,614)	-
Gain on disposals of property, plant and equipment	出售物業、廠房及 設備之收益	-	(45)	-	-	-	(45)
Gain on disposals of a subsidiary	出售一間附屬 公司之收益	(15,159)	-	-	-	(15,159)	-
Gain on disposals of investment properties	出售投資物業之 收益	-	-	(3,243)	-	(3,243)	-
<b>Reportable segment assets</b>	<b>可呈報分部資產</b>	<b>88,570</b>	<b>201,590</b>	<b>17,890</b>	<b>27,656</b>	<b>106,460</b>	<b>229,246</b>
<b>Additions to non-current segment assets during the year</b>	<b>年內添置非流動 分部資產</b>	<b>12,646</b>	<b>99,192</b>	<b>-</b>	<b>-</b>	<b>12,646</b>	<b>99,192</b>
<b>Reportable segment liabilities</b>	<b>可呈報分部負債</b>	<b>70,086</b>	<b>117,189</b>	<b>494</b>	<b>212</b>	<b>70,580</b>	<b>117,401</b>

# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 December 2018  
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### 6. SEGMENT INFORMATION (Continued)

### 6. 分部資料 (續)

		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Total reportable segments' loss	可呈報分部虧損總額	<b>(39,340)</b>	(50,219)
Unallocated corporate income	未分配企業收入	<b>859</b>	2,976
Unallocated corporate expenses*	未分配企業費用*	<b>(33,858)</b>	(32,181)
Finance costs	財務費用	<b>(1,825)</b>	(2,101)
<b>Loss before income tax</b>	<b>除所得稅前虧損</b>	<b>(74,164)</b>	(81,525)
Total reportable segments' assets	可呈報分部資產總額	<b>106,460</b>	229,246
Available-for-sale financial assets	可供出售財務資產	-	17,369
Equity instrument at fair value through other comprehensive income	按公平價值計入其他全面收益之股本工具	<b>26,852</b>	-
Non-current assets classified as held for sale	列為持有待售的非流動資產	-	28,588
Loan receivables	應收貸款	<b>3,880</b>	4,000
Deposit for acquisition of property, plant and equipment	收購物業、廠房及設備之按金	-	3,988
Cash and cash equivalents	現金及現金等值項目	<b>94,118</b>	16,812
Other corporate assets	其他企業資產	<b>15,574</b>	24,811
<b>Group's assets</b>	<b>集團資產</b>	<b>246,884</b>	324,814
Total reportable segment's liabilities	可呈報分部負債總額	<b>70,580</b>	117,401
Amount due to a director	應付一名董事款項	<b>3,593</b>	-
Bank borrowings	銀行借貸	-	5,896
Loans from a shareholder	一名股東提供之貸款	-	40,312
Other corporate liabilities	其他企業負債	<b>818</b>	11,922
<b>Group's liabilities</b>	<b>集團負債</b>	<b>74,991</b>	175,531

\* Unallocated corporate expenses mainly included staff costs and legal and professional expenses incurred by the Company.

\* 未分配企業費用主要包括本公司所產生之員工成本以及法律及專業費用。

# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 December 2018

截至二零一八年十二月三十一日止年度

### 6. SEGMENT INFORMATION (Continued)

In the following table, revenue is disaggregated by primary geographical market, major products and service lines and timing of revenue recognition. The table also includes a reconciliation of the disaggregated revenue with the Group's reportable segment.

### 6. 分部資料 (續)

於下表，收益按主要地區市場、主要產品及服務系列以及收益確認時間分拆。下表亦包括分拆收益與本集團可呈報分部之對賬。

		Advertising 廣告		Property investment 物業投資		Total 合計	
		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
<b>Primary geographical market</b>	<b>主要地區市場</b>						
Hong Kong	香港	65,305	61,158	462	724	65,767	61,882
PRC	中國	7,297	36,652	-	-	7,297	36,652
		<b>72,602</b>	<b>97,810</b>	<b>462</b>	<b>724</b>	<b>73,064</b>	<b>98,534</b>
<b>Major products/ Services</b>	<b>主要產品/ 服務</b>						
Provision of advertising services	提供廣告服務						
- Recruitment	- 招聘	64,104	61,158	-	-	64,104	61,158
- Train media	- 鐵路媒體	8,498	36,652	-	-	8,498	36,652
		<b>72,602</b>	<b>97,810</b>	<b>-</b>	<b>-</b>	<b>72,602</b>	<b>97,810</b>
Property rentals	物業租金	-	-	462	724	462	724
		<b>72,602</b>	<b>97,810</b>	<b>462</b>	<b>724</b>	<b>73,064</b>	<b>98,534</b>
<b>Timing of revenue recognition</b>	<b>收益確認時間</b>						
Transferred over time	在一段時間轉讓	72,602	97,810	462	724	73,064	98,534

# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 December 2018

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### 6. SEGMENT INFORMATION (Continued)

The Group's revenues from external customers and its non-current assets other than financial instruments are divided into the following geographical areas.

### 6. 分部資料 (續)

本集團來自外界客戶之收益以及其非流動資產 (不包括財務工具) 劃分為以下地區。

		Revenue from external customers 來自外界客戶之收益		Non-current assets 非流動資產	
		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
PRC	中國	7,297	36,652	22,849	157,913
Hong Kong (domicile)	香港 (主體所在地)	65,767	61,882	54,277	57,148
		<b>73,064</b>	98,534	<b>77,126</b>	215,061

Sales by geographical markets are analysed based on the location of customers and the geographical location of non-current assets is based on the physical location of the assets.

按地區市場劃分之銷售乃根據客戶所在地而分析，而非流動資產之地理位置則根據資產之實際所在地而釐定。

Revenue from a major customer with whom transaction has exceeded 10% of the Group's revenue is as follows:

其交易超過本集團收益10%之主要客戶的收益如下：

		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Advertising – Customer A	廣告 – 客戶甲	–	26,932

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## 財務報表附註

For the year ended 31 December 2018

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### 7. OTHER INCOME

### 7. 其他收入

		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Interest income	利息收入	930	224
Imputed interest income on non-current interest-free loan from to a shareholder	一名股東提供之非流動不計利息貸款之估計利息收入	–	1,259
Gain on disposals of investment properties	出售投資物業之收益	3,243	–
Gain on disposals of property, plant and equipment	出售物業、廠房及設備之收益	–	411
Gain on disposals of prepaid land lease payments	出售預付土地租金之收益	–	724
Compensation income on profit guarantee arrangement (Note 24)	溢利保證安排之補償收入(附註24)	14,614	–
Bad debts recovered	已收回之壞賬	–	4
Exchange gain	匯兌收益	110	3,568
Sundry income	雜項收入	29	146
		<b>18,926</b>	<b>6,336</b>

### 8. FINANCE COSTS

### 8. 財務費用

		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Interest charges on bank borrowings with repayment on demand clause	銀行借貸之利息支出，當中包含須按要求還款之條款	94	112
Interest charges on other borrowings with repayment on demand clause	其他借貸之利息支出，當中包含須按要求還款之條款	566	–
Imputed interest expenses on loan from a shareholder (Note 32)	一名股東之貸款之估計利息開支(附註32)	1,259	–
Imputed interest expenses arising from license right fees payables (Note 31)	應付特許權費產生之估計利息開支(附註31)	2,436	2,101
		<b>4,355</b>	<b>2,213</b>

# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 December 2018  
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### 9. LOSS BEFORE INCOME TAX

### 9. 除所得稅前虧損

		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Loss before income tax is arrived at after charging/(crediting):	除所得稅前虧損已扣除／(計入)下列各項：		
Amortisation of prepaid land lease payments	預付土地租金攤銷	-	101
Amortisation of other intangible assets*	其他無形資產攤銷*	50,524	90,436
Auditor's remuneration	核數師酬金	620	600
Depreciation of property, plant and equipment*	物業、廠房及設備之折舊*	3,654	591
Depreciation of investment properties	投資物業之折舊	739	880
Employee benefit expense (including directors emoluments) (Note 11)	僱員福利開支(包括董事酬金)(附註11)	38,919	33,719
Impairment of goodwill (Note 18)	商譽減值(附註18)	3,211	-
Impairment of other intangible assets (Note 19)	其他無形資產減值(附註19)	20,012	-
Expected credit losses on trade and other receivables and loan receivables, net of reversal	貿易及其他應收款項以及應收貸款之預期信貸虧損，扣除撥回	3,662	4,718
Minimum lease payments paid under operating leases in respect of:	有關下列項目之經營租約所付最低租金：		
- Rented premises and production facilities	- 租賃物業及生產設施	11,137	5,870
- Internet access line	- 互聯網專線	-	48
- Office equipment	- 辦公室設備	-	91
Direct operating expenses arising from investment properties that generated rental income	產生租金收入之投資物業之直接經營開支	191	184
(Gain)/Loss on disposals of a subsidiary	出售一間附屬公司之(收益)／虧損	(15,159)	1,331

\* Included in administrative and other operating expenses

\* 計入行政及其他經營費用

During the year, auditor's remuneration for other services amounted to HK\$150,000 (2017: HK\$150,000).

於本年度內，其他服務之核數師酬金為150,000港元(二零一七年：150,000港元)。



# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 December 2018

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### 10. DIRECTORS' REMUNERATION AND SENIOR MANAGEMENT'S EMOLUMENTS

#### (a) Directors' emoluments

The aggregate amounts of the emoluments paid or payable to the Directors are as follows:

		Fee	Salaries, and allowances	Discretionary bonus	Retirement benefit scheme contributions	Total
		袍金 HK\$'000 千港元	薪金及津貼 HK\$'000 千港元	酌情花紅 HK\$'000 千港元	退休福利計劃供款 HK\$'000 千港元	合計 HK\$'000 千港元
<b>2018</b>	<b>二零一八年</b>					
<b>Executive directors</b>	<b>執行董事</b>					
Mr. Liu Gary Wei (resigned on 23 January 2019)	劉維先生 (於二零一九年一月二十三日辭任)	360	-	-	-	360
Mr. Tsang Hing Bun	曾慶贊先生	600	-	-	-	600
<b>Non-executive directors</b>	<b>非執行董事</b>					
Mr. Chen Jiarong (resigned on 28 November 2018)	陳家榮先生 (於二零一八年十一月二十八日辭任)	330	-	-	-	330
Mr. Yiu Yu Cheung	姚宇翔先生	600	635	-	-	1,235
Mr. Leung Siu Kee (resigned on 26 January 2018)	梁兆基先生 (於二零一八年一月二十六日辭任)	17	-	-	-	17
<b>Independent non-executive directors</b>	<b>獨立非執行董事</b>					
Mr. William Keith Jacobsen	葉偉其先生	120	-	-	-	120
Mr. Chan Chiu Hung, Alex	陳釗洪先生	120	-	-	-	120
Mr. Chan Siu Lun	陳肇倫先生	120	-	-	-	120
		<b>2,267</b>	<b>635</b>	<b>-</b>	<b>-</b>	<b>2,902</b>
<b>2017</b>	<b>二零一七年</b>					
<b>Executive directors</b>	<b>執行董事</b>					
Mr. Liu Gary Wei (resigned on 23 January 2019)	劉維先生 (於二零一九年一月二十三日辭任)	360	-	-	-	360
Mr. Tsang Hing Bun	曾慶贊先生	662	-	-	-	662
<b>Non-executive directors</b>	<b>非執行董事</b>					
Mr. Chen Jiarong (appointed on 10 January 2017)	陳家榮先生 (於二零一七年一月十日獲委任)	390	-	-	-	390
Mr. Yiu Yu Cheung	姚宇翔先生	650	650	-	-	1,300
Mr. Leung Siu Kee (resigned on 26 January 2018)	梁兆基先生 (於二零一八年一月二十六日辭任)	240	-	-	-	240
<b>Independent non-executive directors</b>	<b>獨立非執行董事</b>					
Mr. William Keith Jacobsen	葉偉其先生	120	-	-	-	120
Mr. Chan Chiu Hung, Alex	陳釗洪先生	120	-	-	-	120
Mr. Chan Siu Lun	陳肇倫先生	120	-	-	-	120
		<b>2,662</b>	<b>650</b>	<b>-</b>	<b>-</b>	<b>3,312</b>

### 10. 董事酬金及高級管理層酬金

#### (a) 董事酬金

已付或應付董事之酬金總額如下：

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### 10. DIRECTORS' REMUNERATION AND SENIOR MANAGEMENT'S EMOLUMENTS

(Continued)

#### (a) Directors' emoluments (Continued)

Fees and other emoluments paid to or for the executive directors are generally emoluments in respect of those persons' other services in connection with the management of the affairs of the Company and its subsidiaries.

During each of the two years ended 31 December 2018 and 2017, none of the Directors waived or agreed to waive any remuneration and there were no emoluments paid by the Group to the Directors as an inducement to join, or upon joining the Group, or as compensation for loss of office.

#### (b) Five highest paid individuals

The five individuals whose emoluments were the highest in the Group for the year included none of director (2017: one) whose emoluments are reflected in the analysis presented above. Emoluments payable to the remaining five (2017: four) individuals during the year are as follows:

		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Salaries, allowances and other benefits	薪金、津貼及其他福利	10,071	5,087
Discretionary bonuses	酌情花紅	1,270	670
Retirement benefit scheme contributions	退休福利計劃供款	54	18
		<b>11,395</b>	<b>5,775</b>

### 10. 董事酬金及高級管理層酬金

(續)

#### (a) 董事酬金 (續)

向執行董事支付之費用及其他酬金為就該等人士就與管理本公司及其附屬公司事務有關之其他服務之一般酬金。

於截至二零一八年及二零一七年十二月三十一日止兩個年度各年，並無董事放棄或同意放棄任何酬金，而本集團亦並無支付酬金予董事，作為吸引彼等加入本集團或於加入本集團時之報酬又或作為離職補償。

#### (b) 五位最高薪酬人士

本集團本年度之五位最高薪酬人士並不包括任何董事（二零一七年：一位），彼等之酬金已於上文呈列之分析中反映。本年度應付其餘五位（二零一七年：四位）最高薪酬人士之薪酬如下：

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### 10. DIRECTORS' REMUNERATION AND SENIOR MANAGEMENT'S EMOLUMENTS

(Continued)

#### (b) Five highest paid individuals (Continued)

The emoluments fell within the following bands:

		Number of individuals 人數	
		2018 二零一八年	2017 二零一七年
Emolument bands	酬金範圍		
HK\$500,001 – HK\$1,000,000	500,001港元至 1,000,000 港元	–	2
HK\$1,000,001 – HK\$1,500,000	1,000,001港元至 1,500,000港元	–	–
HK\$1,500,001 – HK\$2,000,000	1,500,001港元至 2,000,000港元	2	1
HK\$2,000,001 – HK\$2,500,000	2,000,001港元至 2,500,000港元	2	1
HK\$2,500,001 – HK\$3,000,000	2,500,001港元至 3,000,000港元	–	–
HK\$3,000,001 – HK\$3,500,000	3,000,001港元至 3,500,000港元	1	–
		<b>5</b>	<b>4</b>

During each of the two years ended 31 December 2018 and 2017, no emoluments were paid by the Group to any of the five highest paid individuals as an inducement to join or upon joining the Group or as compensation for loss of office.

### 10. 董事酬金及高級管理層酬金 (續)

#### (b) 五位最高薪酬人士 (續)

酬金介乎下列範圍：

		Number of individuals 人數	
		2018 二零一八年	2017 二零一七年
Emolument bands	酬金範圍		
HK\$500,001 – HK\$1,000,000	500,001港元至 1,000,000 港元	–	2
HK\$1,000,001 – HK\$1,500,000	1,000,001港元至 1,500,000港元	–	–
HK\$1,500,001 – HK\$2,000,000	1,500,001港元至 2,000,000港元	2	1
HK\$2,000,001 – HK\$2,500,000	2,000,001港元至 2,500,000港元	2	1
HK\$2,500,001 – HK\$3,000,000	2,500,001港元至 3,000,000港元	–	–
HK\$3,000,001 – HK\$3,500,000	3,000,001港元至 3,500,000港元	1	–
		<b>5</b>	<b>4</b>

於截至二零一八年及二零一七年十二月三十一日止兩個年度各年，本集團並無支付酬金予五位最高薪人士，作為吸引彼等加入本集團或於加入本集團時之報酬又或作為離職補償。

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For the year ended 31 December 2018

截至二零一八年十二月三十一日止年度

### 11. EMPLOYEE BENEFIT EXPENSE (INCLUDING DIRECTORS' EMOLUMENTS) 11. 僱員福利開支（包括董事酬金）

		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Directors' fees	董事袍金	2,267	2,662
Wages, salaries and other benefits	工資、薪金及其他福利	35,745	29,928
Retirement benefit scheme contributions	退休福利計劃供款	907	1,129
		<b>38,919</b>	<b>33,719</b>

### 12. INCOME TAX EXPENSE/(CREDIT) 12. 所得稅開支／（抵免）

Hong Kong profits tax has been provided at the rate of 16.5% (2017: 16.5%) on the estimated assessable profits for the year. Taxation on overseas profits has been calculated on the estimated assessable profits for the year at the rates of taxation prevailing in the countries in which the Group operate.

香港利得稅乃就本年度之估計應課稅溢利按16.5%（二零一七年：16.5%）之稅率計提撥備。海外所得稅乃按本集團經營業務所在國家之現行稅率就年內之估計應課稅溢利計算。

		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Hong Kong profits tax Current year	香港利得稅 本年度	1,193	1,818
Deferred tax (Note 33) Current year	遞延稅項（附註33） 本年度	-	(7,869)
		<b>1,193</b>	<b>(6,051)</b>

# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 December 2018

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### 12. INCOME TAX EXPENSE/(CREDIT) (Continued)

Reconciliation between income tax expense and accounting loss at applicable tax rates is as follows:

### 12. 所得稅開支／（抵免）（續）

所得稅支出與按適用稅率計算之會計虧損對照如下：

		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
<b>Loss before income tax</b>	<b>除所得稅前虧損</b>	<b>(74,164)</b>	<b>(81,525)</b>
Notional tax calculated at the rates applicable to the losses in the tax jurisdictions concerned	名義稅項，按有關課稅司法權區之虧損適用稅率計算	<b>(12,237)</b>	(13,523)
Tax effect of non-taxable revenue	毋須課稅收入之稅務影響	<b>(5,650)</b>	(535)
Tax effect of non-deductible expenses	不可扣稅開支之稅務影響	<b>13,175</b>	9,309
Tax effect of tax losses not recognised	未確認稅項虧損之稅務影響	<b>5,947</b>	17
Utilisation of previously unrecognised tax losses	動用之前未確認之稅務虧損	<b>(42)</b>	(1,319)
<b>Income tax expenses/(credit)</b>	<b>所得稅開支／（抵免）</b>	<b>1,193</b>	<b>(6,051)</b>

### 13. DIVIDENDS

The directors do not recommend the payment of a dividend for the years ended 31 December 2018 and 2017.

### 13. 股息

董事不建議派付截至二零一八年及二零一七年十二月三十一日止年度之股息。

# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 December 2018

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### 14. LOSS PER SHARE

The calculations of basic and diluted loss per share are based on the following data:

### 14. 每股虧損

每股基本及攤薄虧損乃根據以下數據計算：

		<b>2018</b> 二零一八年 <b>HK\$'000</b> 千港元	2017 二零一七年 HK\$'000 千港元
Loss for the year attributable to equity shareholders of the Company	本公司權益股東應佔之本年度虧損	<b>(55,952)</b>	(57,834)
		<b>Number of shares</b> 股份數目	
		<b>2018</b> 二零一八年 <b>'000</b> 千元	2017 二零一七年 '000 千元
Weighted average number of ordinary shares for the purpose of basic and diluted loss per share	用於計算每股基本及攤薄虧損之普通股加權平均數	<b>398,159</b>	370,246

In 2018 and 2017, diluted loss per share attributable to owners of the Company are the same as basic loss per share as the impact of the exercise of share options was anti-dilutive.

於二零一八年及二零一七年，由於行使購股權具反攤薄影響，本公司擁有人應佔之每股攤薄虧損與每股基本虧損相同。

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## 財務報表附註

For the year ended 31 December 2018  
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### 15. PROPERTY, PLANT AND EQUIPMENT

### 15. 物業、廠房及設備

		Leasehold building 租賃樓宇 HK\$'000 千港元	Furniture and fixtures 傢俬及裝置 HK\$'000 千港元	Office equipment 辦公室設備 HK\$'000 千港元	Leasehold improvements 租賃裝修 HK\$'000 千港元	Computer equipment and system 電腦設備及系統 HK\$'000 千港元	Motor vehicles 汽車 HK\$'000 千港元	Total 合計 HK\$'000 千港元
At 1 January 2017	於二零一七年一月一日							
Cost	成本	2,899	1,428	1,244	1,207	23,941	1,972	32,691
Accumulated depreciation	累計折舊	(502)	(1,280)	(1,204)	(1,203)	(23,871)	(897)	(28,957)
Net book amount	賬面淨值	2,397	148	40	4	70	1,075	3,734
Year ended 31 December 2017	截至二零一七年十二月三十一日止年度							
Opening net book amount	年初賬面淨值	2,397	148	40	4	70	1,075	3,734
Additions	添置	-	18	11	-	108	580	717
Disposals	出售	(2,346)	-	-	-	-	-	(2,346)
Depreciation	折舊	(51)	(66)	(18)	(4)	(76)	(376)	(591)
Closing net book amount	年末賬面淨值	-	100	33	-	102	1,279	1,514
At 31 December 2017	於二零一七年十二月三十一日							
Cost	成本	-	1,446	1,255	1,207	23,057	1,966	28,931
Accumulated depreciation	累計折舊	-	(1,346)	(1,222)	(1,207)	(22,955)	(687)	(27,417)
Net book amount	賬面淨值	-	100	33	-	102	1,279	1,514
Year ended 31 December 2018	截至二零一八年十二月三十一日止年度							
Opening net book amount	年初賬面淨值	-	100	33	-	102	1,279	1,514
Additions	添置	-	-	6	8,521	-	-	8,527
Depreciation	折舊	-	(51)	(18)	(3,068)	(41)	(476)	(3,654)
Closing net book amount	年末賬面淨值	-	49	21	5,453	61	803	6,387
At 31 December 2018	於二零一八年十二月三十一日							
Cost	成本	-	1,446	1,261	9,728	23,057	1,966	37,458
Accumulated depreciation	累計折舊	-	(1,397)	(1,240)	(4,275)	(22,996)	(1,163)	(31,071)
Net book amount	賬面淨值	-	49	21	5,453	61	803	6,387

# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 December 2018

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### 16. PREPAID LAND LEASE PAYMENTS

### 16. 預付土地租金

		2017 二零一七年 HK\$'000 千港元
At 1 January	於一月一日	
Cost	成本	5,749
Accumulated amortisation	累計攤銷	(997)
<b>Net book amount</b>	<b>賬面淨值</b>	<b>4,752</b>
Opening net book amount	年初賬面淨值	4,752
Amortisation	攤銷	(101)
Disposals	出售	(4,651)
<b>Closing net book amount</b>	<b>年末賬面淨值</b>	<b>–</b>
At 31 December	於十二月三十一日	
Cost	成本	–
Accumulated amortisation	累計攤銷	–
<b>Net book amount</b>	<b>賬面淨值</b>	<b>–</b>



# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 December 2018

截至二零一八年十二月三十一日止年度

### 17. INVESTMENT PROPERTIES

### 17. 投資物業

		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
At 1 January	於一月一日		
Cost	成本	30,000	30,000
Accumulated depreciation	累計折舊	(2,934)	(2,054)
<b>Net book amount</b>	<b>賬面淨值</b>	<b>27,066</b>	27,946
Opening net book amount	年初賬面淨值	27,066	27,946
Disposals	出售	(16,696)	-
Depreciation	折舊	(739)	(880)
<b>Closing net book amount</b>	<b>年末賬面淨值</b>	<b>9,631</b>	27,066
At 31 December	於十二月三十一日		
Cost	成本	11,654	30,000
Accumulated depreciation	累計折舊	(2,023)	(2,934)
<b>Net book amount</b>	<b>賬面淨值</b>	<b>9,631</b>	27,066

All investment properties as at 31 December 2017 were pledged to secure bank borrowings granted to the Group (Note 30).

於二零一七年十二月三十一日之所有投資物業已用作本集團獲授銀行借貸之抵押(附註30)。

# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 December 2018  
截至二零一八年十二月三十一日止年度

### 17. INVESTMENT PROPERTIES (Continued)

As at 31 December 2018, fair value of investment properties was approximately HK\$12,400,000 (2017: HK\$32,000,000) which is a level 3 recurring fair value measurement and was based on the valuation performed by an independent professional valuer. The fair value of the Group's investment properties were estimated using comparison approach assuming sale in its existing state with the benefit of vacant possession by making reference to comparable sales evidence as available in the relevant market. Appropriate adjustments have been made to account for the differences between the properties and the comparables in terms of other relevant factors. The fair value measurement is based on the above properties' highest and best use, which does not differ from their actual use. There were no changes to the valuation techniques for investment properties during the year.

### 17. 投資物業 (續)

於二零一八年十二月三十一日，投資物業的公平價值約為12,400,000港元（二零一七年：32,000,000港元），此屬於第3層經常性公平價值計量，並且是基於獨立專業估值師進行之估值。本集團之投資物業公平價值使用比較法作估計，方法為假設物業在其現況交吉出售，並參考有關市場可得的可比較銷售憑證。已作出適當調整以計及有關物業與可比較物業在其他相關因素方面的差異。公平價值計量是基於上述物業的最高及最佳使用，與其實際用途並無不同。年內，投資物業之估值技術並無改變。

### 18. GOODWILL

### 18. 商譽

		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
<b>At 1 January</b>	於一月一日		
Gross carrying amount	總賬面值	17,330	17,330
Accumulated impairment	累計減值	(14,119)	(14,119)
Net carrying amount	賬面淨值	3,211	3,211
<b>Year ended 31 December</b>	截至十二月三十一日止年度		
Opening net carrying amount	年初賬面淨值	3,211	3,211
Impairment loss recognised for the year	年內已確認減值虧損	(3,211)	-
Closing net carrying amount	年末賬面淨值	-	3,211
<b>At 31 December</b>	於十二月三十一日		
Gross carrying amount	總賬面值	17,330	17,330
Accumulated impairment	累計減值	(17,330)	(14,119)
Net carrying amount	賬面淨值	-	3,211

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## 財務報表附註

For the year ended 31 December 2018

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### 18. GOODWILL (Continued)

As at 31 December 2018 and 2017, goodwill is allocated to CGU in advertising segment operated by Fullmoon Global Limited ("Fullmoon Business").

For the purposes of impairment testing, goodwill is all allocated to the CGU of advertising segment at the end of the reporting period.

The recoverable amount for this CGU is determined based on value-in-use calculations. These calculations use cash flow projections based on financial budgets approved by management covering a five-year period. The growth rate does not exceed the long-term average growth rate for the advertising business in which the CGU operates. The discount rates used for value-in-use calculations are pre-tax and reflect specific risks relating to the relevant CGU.

The key assumptions used for value-in-use calculations are as follows:

	Growth rate 增長率		Pre-tax discount rate 稅前折現率	
	2018 二零一八年	2017 二零一七年	2018 二零一八年	2017 二零一七年
Fullmoon Global Limited	10%	20%	24%	21%

The key assumptions for the value in use calculations are those regarding the discount rate, growth rate and budgeted gross margin, which had been determined based on the market comparables and budgeted revenue, which had been determined based on the management's expectation for the market development and the production capacity of the CGU.

Apart from the considerations described above in determining the recoverable amount of the CGU, the Group's management is not currently aware of any other probable changes that would necessitate changes in their key assumptions. However, the estimate of recoverable amount of the Group's CGU is particularly sensitive to the discount rate applied.

### 18. 商譽 (續)

於二零一八年及二零一七年十二月三十一日，商譽分配至由Fullmoon Global Limited (「Fullmoon業務」)經營之廣告分部現金產生單位。

就減值測試而言，全部商譽於報告期末按以下所述分配至廣告分部現金產生單位：

現金產生單位之可回收金額基於使用價值計算釐定。這些計算使用基於管理層批准之涵蓋五年期間財務預算之現金流量預測。增長率並無超出現金產生單位經營之廣告業務之長期平均增長率。使用價值計算所使用之折現率為稅前折現率，反映了與相關現金產生單位相關之具體風險。

使用價值計算所用主要假設如下：

使用價值計算之主要假設與貼現率、增長率及預算毛利率之假設有關係，其根據市場可比性和預算收入釐定，預算收入根據管理層對市場發展及現金產生單位之預期釐定。

除了上述在釐定現金產生單位可收回金額之考慮因素，本集團管理層目前並不知悉任何其他可能變化，使其有必要改變其主要假設。然而，本集團現金產生單位之可收回金額估計對所應用之折現率特別敏感。

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### 18. GOODWILL (Continued)

Pursuant to the result of value-in-use calculations, the recoverable amount of this CGU as at 31 December 2018 was HK\$21,104,000 (2017: HK\$77,061,000). Impairment loss of HK\$3,211,000 (2017: Nil) and HK\$20,012,000 (2017: Nil) (Note 19) were recognised in respect of the goodwill and other intangible assets respectively, to the extent that the carrying amount exceeded its recoverable amount based on the best estimate by the Directors.

### 19. OTHER INTANGIBLE ASSETS

### 18. 商譽(續)

根據使用價值計算之結果，於二零一八年十二月三十一日，此現金產生單位之可收回金額為21,104,000港元(二零一七年：77,061,000港元)。根據董事之最佳估計，在賬面值超出其可收回金額之情況下，本集團就商譽及其他無形資產分別確認減值虧損3,211,000港元(二零一七年：無)及20,012,000港元(二零一七年：無)(附註19)。

### 19. 其他無形資產

		Advertising agency license rights 廣告代理特許權	
		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
<b>At 1 January</b>	於一月一日		
Gross carrying amount	總賬面值	289,386	194,899
Accumulated amortisation	累計攤銷	(131,473)	(41,037)
Net carrying amount	賬面淨值	157,913	153,862
<b>Year ended 31 December</b>	截至十二月三十一日止年度		
Opening net carrying amount	年初賬面淨值	157,913	153,862
Additions (Note)	添置(附註)	-	94,487
Disposals of a subsidiary (Note 40)	出售一間附屬公司 (附註40)	(64,528)	-
Amortisation	攤銷	(50,524)	(90,436)
Impairment loss recognised during the year	年內已確認減值虧損	42,861 (20,012)	157,913 -
Closing net carrying amount	年末賬面淨值	22,849	157,913
<b>At 31 December</b>	於十二月三十一日		
Gross carrying amount	總賬面值	194,899	289,386
Accumulated amortisation and impairment	累計攤銷及減值	(172,050)	(131,473)
Net carrying amount	賬面淨值	22,849	157,913

# Notes to the Financial Statements

## 財務報表附註

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### 19. OTHER INTANGIBLE ASSETS (Continued)

Note:

On 1 August 2017, Star Prestige Investments Limited ("Star Prestige"), a subsidiary of the Group incorporated in Hong Kong, entered into a Wi-Fi advertising media lease agreement (the "Wi-Fi agreement") with Shengyu for obtaining the exclusive advertisement rights in the wireless networking system at train stations operated by Guangzhou Railway Group. The Wi-Fi agreement will be expired on 30 November 2020. Star Prestige was subsequently disposed of on 23 July 2018 (Note 40).

During the year ended 31 December 2018, the Group had continuously suffered loss from Fullmoon Business. The Directors conducted a review of the recoverability of the Group's other intangible assets and determined that the other intangible assets included in the CGU under Fullmoon Business were impaired during the year ended 31 December 2018. Particulars of the impairment loss recognised are disclosed in Note 18.

### 19. 其他無形資產 (續)

附註：

於二零一七年八月一日，天賦投資有限公司（「天賦投資」，本集團於香港註冊成立之附屬公司）與聲煜訂立無線網絡廣告媒體租用協議（「無線網絡協議」），內容有關獲得廣州鐵路集團營運車站之無線上網系統之獨家廣告權。無線網絡協議將於二零二零年十一月三十日到期。天賦投資其後於二零一八年七月二十三日出售（附註40）。

截至二零一八年十二月三十一日止年度，本集團之Fullmoon業務持續錄得虧損。董事已就本集團其他無形資產之可收回性進行檢討，並確定計入Fullmoon業務項下現金產生單位之其他無形資產於截至二零一八年十二月三十一日止年度出現減值。已確認減值虧損之詳情於附註18內披露。

### 20. AVAILABLE-FOR-SALE FINANCIAL ASSETS

### 20. 可供出售財務資產

		2017 二零一七年 HK\$'000 千港元
At 1 January	於一月一日	44,979
Net fair value changes taken to other comprehensive income (Note 36)	其他全面收益之公平價值變動淨額 (附註36)	978
		45,957
Transfer to non-current assets classified as held for sale (Note 27)	轉撥至列為持有待售的非流動資產 (附註27)	(28,588)
At 31 December	於十二月三十一日	17,369

As at 31 December 2017, all above financial assets of the Group are listed equity securities in Hong Kong at fair value of HK\$45,957,000. The fair values had been determined directly by reference to published price and quotations in active market.

於二零一七年十二月三十一日，本集團所有上述財務資產均為於香港上市之股本證券，公平價值為45,957,000港元。公平價值已直接參考活躍市場之公開價格及報價釐定。

# Notes to the Financial Statements

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截至二零一八年十二月三十一日止年度

### 20. AVAILABLE-FOR-SALE FINANCIAL ASSETS (Continued)

As at 31 December 2017, available-for-sale financial assets were individually assessed for impairment on the basis of determining whether there had been a significant decline in its fair value below cost. For the years ended 31 December 2017, no impairment on these investments was recognised in profit or loss in accordance with the policy set out in Note 2.10.

### 21. EQUITY INSTRUMENTS AT FAIR VALUE THROUGH OTHER COMPREHENSIVE INCOME

Reclassification from available-for-sale financial assets on 1 January 2018  
Transfer from non-current asset classified as held for sale (Note 27)  
Disposals  
Net fair value changes taken to other comprehensive income (Note 36)

At 31 December 2018

### 20. 可供出售財務資產 (續)

於二零一七年十二月三十一日，可供出售財務資產進行個別減值評估，基準為釐定其公平價值是否大幅減少至低於成本。截至二零一七年十二月三十一日止年度，根據附註2.10所載之政策，該等投資並無於損益確認減值。

### 21. 按公平價值計入其他全面收益之股本工具

於二零一八年一月一日自可供出售財務資產重新分類  
轉撥至列為持有待售的非流動資產 (附註27)  
出售  
其他全面收益之公平價值變動淨額 (附註36)

於二零一八年十二月三十一日

2018  
二零一八年  
HK\$'000  
千港元

17,369  
28,588  
(15,527)  
(3,578)

26,852

All equity instruments represent listed equity securities in Hong Kong. These investments are not held for trading, instead, they are held for long-term strategic purposes. The Directors have elected to designate these investments in equity instruments as at FVOCI as they believe that recognising short-term fluctuations in these investments' fair value in profit or loss would not be consistent with the Group's strategy of holding these investments for long-term purposes and realising their performance potential in the long run.

In the current year, the Group disposed of the investments in listed equity securities at a consideration of HK\$15,159,000, which was also the fair value as at the date of disposals as the investment no longer meets the investment objective of the Group. A cumulative gain on disposals of HK\$1,300,000 has been transferred to accumulated losses.

所有股本工具均為於香港上市之股本證券。此等投資並非持作買賣，反之，乃持作長期策略目的。董事已選擇指定此等股本工具投資為按公平價值計入其他全面收益，乃因彼等認為，於損益內確認此等投資公平價值之短期波動與本集團持有此等投資作長期目的並於長遠變現其表現潛力之策略不相符。

本年度，由於上市股本證券投資不再符合本集團之投資目的，故本集團出售上市股本證券投資，代價為15,159,000港元，亦即出售日期之公平價值。出售事項之累計收益1,300,000港元已轉撥至累計虧損。

# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 December 2018

截至二零一八年十二月三十一日止年度

### 21. EQUITY INSTRUMENTS AT FAIR VALUE THROUGH OTHER COMPREHENSIVE INCOME (Continued)

As at 31 December 2018, all above financial assets of the Group are listed equity securities in Hong Kong at fair value of HK\$26,852,000. The fair values have been determined directly by reference to published price and quotations in active market.

### 22. LOAN RECEIVABLES

Loan receivables	應收貸款
Less: Provision for impairment of loan receivables	減：應收貸款之減值撥備

Loan receivables – net	應收貸款 – 淨額
------------------------	-----------

Reconciliation to the consolidated statement of financial position:

Non-current	非即期
Current	即期

All loan receivables as at 31 December 2018 are not yet past due as at the reporting date.

Included in the carrying amount of loans receivables as at 31 December 2018 is accumulated impairment losses of HK\$353,000 (2017: Nil). Details of impairment assessment for the year ended 31 December 2018 are set out in Note 44(a).

### 21. 按公平價值計入其他全面收益之股本工具 (續)

於二零一八年十二月三十一日，本集團所有上述財務資產均為於香港上市之股本證券，公平價值為26,852,000港元。公平價值已直接參考活躍市場之公開價格及報價釐定。

### 22. 應收貸款

		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Loan receivables	應收貸款	15,640	4,000
Less: Provision for impairment of loan receivables	減：應收貸款之減值撥備	(353)	–
Loan receivables – net	應收貸款 – 淨額	15,287	4,000
Reconciliation to the consolidated statement of financial position:	綜合財務狀況表對賬：		
Non-current	非即期	11,407	4,000
Current	即期	3,880	–
		15,287	4,000

於二零一八年十二月三十一日，所有應收貸款於報告日尚未逾期。

於二零一八年十二月三十一日，應收貸款之賬面值包括累計減值虧損353,000港元（二零一七年：零）。截至二零一八年十二月三十一日止年度之減值評估詳情載於附註44(a)。

# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 December 2018

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### 22. LOAN RECEIVABLES (Continued)

Loan receivables comprise:

	Maturity date 到期日	Securities 抵押	Effective interest rate 實際利率	Carrying amount 賬面值	
				2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
HK\$4,000,000 fixed-rate loan receivable 4,000,000港元定息應收貸款	Due on 30 June 2019 於二零一九年六月三十日到期	Personal guarantee 個人擔保	8%	4,000	4,000
US\$1,500,000 fixed-rate loan receivables 1,500,000美元定息應收貸款	Due on 31 August 2020 於二零二零年八月三十一日到期	None 無	3.5%	11,640	–
				15,640	4,000

### 22. 應收貸款 (續)

應收貸款包括：

### 23. TRADE RECEIVABLES

		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Trade receivables	貿易應收款項	20,214	31,238
Less: Provision for impairment of trade receivables	減：貿易應收款項之減值撥備	(8,314)	(4,718)
Trade receivables – net	貿易應收款項－淨額	11,900	26,520

### 23. 貿易應收款項



# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 December 2018

截至二零一八年十二月三十一日止年度

### 23. TRADE RECEIVABLES (Continued)

Movement in the provision for impairment loss on trade receivables is as follows:

		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Balance at the beginning of the year	年初結餘	4,718	4
Initial adoption of HKFRS 9 (note 3.1B(i))	首次採納香港財務報告準則第9號(附註3.1B(i))	583	-
Balance at the beginning of the year after adoption of HKFRS 9	於採納香港財務報告準則第9號後之年初結餘	5,301	4
Impairment loss recognised during the year	年內已確認減值虧損	3,451	4,718
Impairment loss recovered during the year	年內已收回減值虧損	(438)	(4)
Balance at the end of the year	年末結餘	8,314	4,718

The Group recognised provision for impairment of trade receivables based on the accounting policy stated in Note 2.9 and Note 2.10 for the years ended 31 December 2018 and 2017 respectively.

Ageing analysis of trade receivables, net of provision as at 31 December 2018, based on invoice date, is as follows:

		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
0 – 30 days	0至30天	6,502	7,736
31 – 60 days	31至60天	304	638
61 – 90 days	61至90天	90	272
91 – 120 days	91至120天	9	8,414
121 – 150 days	121至150天	-	3
Over 150 days	超過150天	4,995	9,457
Total trade receivables	貿易應收款項總額	11,900	26,520

### 23. 貿易應收款項(續)

貿易應收款項之減值虧損撥備變動如下:

		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Balance at the beginning of the year	年初結餘	4,718	4
Initial adoption of HKFRS 9 (note 3.1B(i))	首次採納香港財務報告準則第9號(附註3.1B(i))	583	-
Balance at the beginning of the year after adoption of HKFRS 9	於採納香港財務報告準則第9號後之年初結餘	5,301	4
Impairment loss recognised during the year	年內已確認減值虧損	3,451	4,718
Impairment loss recovered during the year	年內已收回減值虧損	(438)	(4)
Balance at the end of the year	年末結餘	8,314	4,718

截至二零一八年及二零一七年十二月三十一日止年度，本集團分別根據附註2.9及附註2.10所載之會計政策確認貿易應收款項之減值撥備。

於二零一八年十二月三十一日之貿易應收款項按發單日期及扣除撥備後之賬齡分析如下:

# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 December 2018  
截至二零一八年十二月三十一日止年度

### 23. TRADE RECEIVABLES (Continued)

The Group allows a credit period from 7 to 120 days (2017: 7 to 120 days) to its customers.

The Directors consider that the fair values of trade receivables are not materially different from their carrying amounts because these amounts have short maturity periods on their inception.

The Group applies the simplified approach to provide the expected credit losses prescribed by HKFRS 9. A provision of HK\$8,314,000 (2017: HK\$4,718,000) was made against the gross amounts of trade receivables during the year. Further details on the Group's credit policy and credit risk arising from trade receivables are set out in Note 44(a).

At 31 December 2018 and 2017, the Group did not hold any collateral as security or other credit enhancements over the impaired trade receivables.

### 23. 貿易應收款項 (續)

本集團給予其客戶7至120天(二零一七年:7至120天)之信貸期。

董事認為，由於有關金額自開始起計於短期間內屆滿，故貿易應收款項之公平價值與賬面值並無重大差異。

本集團採用簡化法以提供香港財務報告準則第9號所規定之預期信貸虧損。年內就貿易應收款項總額作出撥備8,314,000港元(二零一七年:4,718,000港元)。有關本集團信貸政策及貿易應收款項產生之信貸風險之進一步詳情載於附註44(a)。

於二零一八年及二零一七年十二月三十一日，本集團並無就已減值貿易應收款項持有任何作為擔保或其他加強信貸措施之抵押品。

### 24. OTHER RECEIVABLES AND DEPOSITS

### 24. 其他應收款項及按金

		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Other receivables	其他應收款項	17,038	15,568
Deposits	按金	2,646	7,453
Prepayments	預付款	10,515	7,108
Profit Guarantee Arrangement (Note)	溢利保證安排(附註)	14,614	-
		<b>44,813</b>	30,129
Less: Provision for impairment of other receivables	減: 其他應收款項之減值撥備	<b>(1,148)</b>	-
		<b>43,665</b>	30,129
Reconciliation to the consolidated statement of financial position:	綜合財務狀況表對賬:		
Deposit for acquisition of property, plant and equipment	收購物業、廠房及設備之按金	-	3,988
Current	即期	43,665	26,141
		<b>43,665</b>	30,129

# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 December 2018

截至二零一八年十二月三十一日止年度

### 24. OTHER RECEIVABLES AND DEPOSITS

(Continued)

Note:

In April 2016, the Group completed the acquisition of 60% equity interest in Hong Kong Made (Media) Limited ("Hong Kong Made") and its shareholders' loan of HK\$6,600,000 from Silver Golden Limited and Mr. Sui Chok Lee ("Vendors") for a cash consideration of HK\$36,600,000. Pursuant to the terms of the sale and purchase agreement for the acquisition of Hong Kong Made, Ms. Chau Lan Sze, the sole beneficial owner of Silver Golden Limited, together with the Vendors (collectively referred as the "Vendor's Guarantors") have agreed to provide a profit guarantee to the Group in relation to the audited net profit after the taxation of Hong Kong Made for the year ended 31 March 2017 and 2018 respectively. If the audited net profit after taxation of Hong Kong Made falls short of the guaranteed profit of HK\$5,000,000 (the "Guarantee Profit Amount") for each year ended 31 March 2017 and 2018, the Vendor's Guarantors is obligated to pay an amount equal to such shortfalls to the Group for the respective periods. No compensation income on profit guarantee in 2017 as the audited net profit after the taxation of Hong Kong Made met the target level for the year ended 31 March 2017.

As at 31 December 2018, based on the financial performance of Hong Kong Made for the year ended 31 March 2018, audited net loss after taxation of Hong Kong Made in was HK\$9,613,000 which did not meet the Guarantee Profit Amount. Accordingly, the Vendor's Guarantors are obliged to compensate an amount of HK\$14,613,000, being the shortfall of the actual results and the Guarantee Profit Amount.

Details on the Group's credit policy and credit risk arising from other receivables and deposits are set out in Note 44(a).

### 25. CONTRACT LIABILITIES

Contract liabilities arising from: 以下項目產生之  
合約負債：  
Provision of advertising services 提供廣告服務

### 24. 其他應收款項及按金 (續)

附註：

於二零一六年四月，本集團完成向Silver Golden Limited及蕭作利先生（「賣方」）收購香港製作（媒體）有限公司（「香港製作」）之60%股權及其6,600,000港元之股東貸款，現金代價為36,600,000港元。根據收購香港製作之買賣協議條款，鄒蘭施女士（Silver Golden Limited之唯一實益擁有人）與賣方（統稱「賣方擔保人」）已同意分別就香港製作於截至二零一七年及二零一八年三月三十一日止年度之經審核除稅後純利向本集團提供溢利保證。倘香港製作於截至二零一七年及二零一八年三月三十一日止年度各年之經審核除稅後純利少於保證溢利5,000,000港元（「保證溢利金額」），則賣方擔保人有責任就各期間向本集團支付相等於有關差額之金額。由於香港製作之經審核除稅後純利達到截至二零一七年三月三十一日止年度之目標水平，故於二零一七年並無溢利保證之補償收入。

於二零一八年十二月三十一日，根據香港製作於截至二零一八年三月三十一日止年度之財務表現，香港製作之經審核除稅後虧損淨額為9,613,000港元，未達到保證溢利金額。因此，賣方擔保人須向本集團補償金額14,613,000港元（即實際業績與溢利保證金額兩者之差額）。

有關本集團信貸政策以及其他應收款項及按金產生之信貸風險之詳情載於附註44(a)。

### 25. 合約負債

	31 December 2018 二零一八年 十二月三十一日 HK\$'000 千港元	1 January 2018 二零一八年 一月一日 HK\$'000 千港元	31 December 2017 二零一七年 十二月三十一日 HK\$'000 千港元
Contract liabilities arising from: 以下項目產生之 合約負債：			
Provision of advertising services 提供廣告服務	612	2,212	-

# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 December 2018  
截至二零一八年十二月三十一日止年度

### 25. CONTRACT LIABILITIES (Continued)

Typical payment terms which impact on the amount of contract liabilities are as follows:

#### Provision of advertising services

The Group may take certain deposit on acceptance of the order, with the remainder of the consideration payable at the earlier of provision of services. The deposit remains as a contract liability until such time as the work completed to date outweighs it.

#### Movements in contract liabilities

		2018 二零一八年 HK\$'000 千港元
Balance as at 1 January	於一月一日之結餘	2,212
Decrease in contract liabilities as a result of recognising revenue during the year that was included in the contract liabilities at the beginning of the year	年內確認計入年初合約負債之收益導致合約負債減少	(2,164)
Increase in contract liabilities as a result of proceeds received in advance from customers	預收客戶所得款項導致合約負債增加	564
Balance at 31 December	於十二月三十一日之結餘	612

Note:

The Group has initially applied HKFRS 15 using the cumulative effect method and adjusted the opening balance at 1 January 2018. Upon the adoption of HKFRS 15, amounts previously included as "Receipts in advance" has been reclassified to "Contract liabilities".

### 26. CASH AND CASH EQUIVALENTS

Bank balances and cash comprise of cash and cash equivalents.

The cash balances at banks bore interest at floating rates based on daily bank deposit rates.

### 25. 合約負債 (續)

影響合約負債金額之一般付款條款如下：

#### 提供廣告服務

本集團可於接受訂單時收取若干金額之按金，而其餘應付代價於提供服務前支付。按金仍為合約負債，直至至今已完成工作超過按金之有關時間為止。

#### 合約負債變動

附註：

本集團採用累計影響法首次應用香港財務報告準則第15號，並對於二零一八年一月一日之年初結餘作出調整。於採納香港財務報告準則第15號時，先前計入「預收款項」之金額已重新分類至「合約負債」。

### 26. 現金及現金等值項目

銀行結餘及現金包括現金及現金等值項目。

銀行現金結餘乃根據每日銀行存款利息按浮動利率計息。

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## 財務報表附註

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### 27. NON-CURRENT ASSETS CLASSIFIED AS HELD FOR SALE

As at 31 December 2017, the Directors had committed a plan to dispose of certain available-for-sale assets held on hand to meet the Group's current financial obligations in the next twelve months. Accordingly, certain available-for-sale assets with carrying amount and fair value of HK\$28,588,000 as at 31 December 2017 was presented as current assets in the consolidated statement of financial position as non-current assets classified as held for sale as at 31 December 2017.

During the year, the Directors consider the Group's financial obligations in the next twelve months are able to meet by placing of new shares and the plan on disposal of available-for-sale assets held on hand has been withdrawn. Accordingly, these available-for-sale assets are ceased to classify as held for sales and reclassify as equity instruments at fair value through other comprehensive income after adoption of HKFRS 9.

### 28. OTHER PAYABLES AND ACCRUALS

Accruals	應計開支
Receipt in advance	預收款項
Other payables	其他應付款項

### 27. 列為持有待售的非流動資產

於二零一七年十二月三十一日，董事已制定計劃出售若干手上持有之可供出售資產，以應付本集團於未來十二個月之現行財務責任。因此，於二零一七年十二月三十一日賬面值及公平價值為28,588,000港元之若干可供出售資產已於綜合財務狀況表中呈列為流動資產，並於二零一七年十二月三十一日呈列為列為持有待售之非流動資產。

年內，董事認為本集團有能力透過配售新股份履行未來十二個月之財務責任，而出售手上持有之可供出售資產之計劃經已撤回。因此，此等可供出售資產不再列為持有待售，並於採納香港財務報告準則第9號後重新分類為按公平價值計入其他全面收益之股本工具。

### 28. 其他應付款項及應計開支

		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Accruals	應計開支	2,473	2,738
Receipt in advance	預收款項	-	2,212
Other payables	其他應付款項	3,105	7,463
		<b>5,578</b>	12,413

# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 December 2018  
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### 29. AMOUNTS DUE TO NON-CONTROLLING INTERESTS OF A SUBSIDIARY/A DIRECTOR

The amounts are non-trade related, unsecured, interest-free and repayable on demand.

### 29. 應付一間附屬公司之非控股權益／一名董事款項

該等款項與貿易無關、無抵押、免息，並須按要求償還。

### 30. BANK BORROWINGS, SECURED

### 30. 銀行借貸，有抵押

2017  
二零一七年  
HK\$'000  
千港元

Current portion

即期部份

– Bank loan due for repayment after one year which contain a repayment on demand clause

– 當中包含須按要求還款之條款的  
銀行貸款（須於一年後償還）

5,896

The balance was classified as a current liability as the related bank borrowings agreement contain a clause that provides the banks with an unconditional right to demand repayment at any time at its own discretion. The balance had been paid in full during the year.

由於有關銀行借款協議包含條款向銀行提供隨時酌情要求還款的無條件權利，故該結餘分類為流動負債。該結餘已於年內悉數支付。

# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 December 2018

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### 30. BANK BORROWINGS, SECURED (Continued)

Assuming that the bank does not request the clause for repayment on demand and based on the repayment dates as scheduled in the loan agreement, the Group's bank borrowing is due for repayments, as at each of the reporting dates, as follows:

		2017 二零一七年 HK\$'000 千港元
Within one year	一年內	249
In the second year	第二年	252
In the third to fifth year	第三年至第五年	792
Wholly repayable within 5 years	須於五年內悉數償還	1,293
Beyond the fifth year	五年後	4,603
		5,896

Bank borrowings as at 31 December 2017 were secured by the corporate guarantee from the Company and the Group's investment properties of HK\$27,066,000 (Note 17).

As at 31 December 2017, these bank borrowings bore floating interest rates at 2.29% per annum.

### 30. 銀行借貸，有抵押（續）

假設相關銀行並無要求執行按要求還款之條款，基於貸款協議載列之還款日期，於各報告日本集團銀行借貸之償還時間如下：

於二零一七年十二月三十一日，銀行借貸由本公司作企業擔保以及本集團27,066,000港元之投資物業（附註17）作抵押。

於二零一七年十二月三十一日，該等銀行借貸的實際年利率為2.29%。

# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 December 2018  
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### 31. LICENSE RIGHT FEES PAYABLES

The balances represent the present values of fee payables for acquisition of exclusive advertising license rights from a third party (Note 19), and related imputed interest arisen from the discounted payable as below:

		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Within one year	一年內	28,180	66,935
In the second year to fifth year inclusive	第二年至第五年（包括首尾兩年）	13,718	41,706
		<b>41,898</b>	108,641

The payables are unsecured and payable based on the payment dates as scheduled in the exclusive advertising agency agreements. The payables are carried at amortised cost using effective interest rate of 4.75% (2017: 4.75%) per annum.

### 32. LOANS FROM A SHAREHOLDER

The balance as at 31 December 2017 was unsecured, interest-free and carried at amortised cost using effective interest rate of 1.55% (2017: 1.55%) per annum. During the year, the outstanding have been fully settled.

### 31. 應付特許權費

結餘指自第三方收購獨家廣告特許權（附註19）之應付費用之現值，及來自折現應付款項之相關估計利息如下：

該等應付款項為無擔保，並應根據獨家廣告代理協議所載之付款日期支付。該等應付款項使用實際年利率4.75%（二零一七年：4.75%）以攤銷成本計量。

### 32. 一名股東提供之貸款

於二零一七年十二月三十一日之結餘為無抵押、免息及使用實際年利率1.55%（二零一七年：1.55%）按攤銷成本列賬。年內，未償還貸款經已悉數償付。



# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 December 2018

截至二零一八年十二月三十一日止年度

### 33. DEFERRED TAX LIABILITIES

Deferred taxation is calculated on temporary differences under liability method using the rates of taxation prevailing in the countries in which the Group operates.

Movements of major deferred tax liabilities recognised in the statement of financial position during the current and prior year are as follows:

### 33. 遞延稅項負債

遞延稅項乃根據負債法以本集團業務所在國家現行稅率按暫時差額計算。

以下為於財務狀況表確認之主要遞延稅項負債在本年度及上年度之變動：

		Fair value adjustments arising from acquisition of subsidiaries 收購附屬公司產生之 公平價值調整 HK\$'000 千港元
At 1 January 2017	於二零一七年一月一日	7,869
Credited to profit or loss	於損益表計入	(7,869)
<hr/>		
At 31 December 2017	二零一七年十二月三十一日	–

At the reporting date, the major components of unrecognised deductible temporary differences are as follows:

於報告日，未確認可扣稅暫時差額之主要部份如下：

		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Difference between depreciation and depreciation allowance	折舊與折舊撥備之差額	(3,133)	(313)
Unutilised tax losses	未動用之稅務虧損	52,182	16,495
<hr/>			
		<b>49,049</b>	16,182

The deductible temporary differences have not been recognised in the consolidated financial statements as it is not probable that future taxable profit will be available against which these deductible temporary differences can be utilised. All tax losses and deductible temporary differences of the Group and the Company have no expiry dates under the current tax legislation.

由於無法預測可用以抵銷可扣稅暫時差額之未來應課稅溢利，因此並無於綜合財務報表確認可扣稅暫時差額。根據現行稅務法例，本集團及本公司之所有稅務虧損及可扣稅暫時差額並無到期日。

# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 December 2018  
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### 34. SHARE CAPITAL

### 34. 股本

		2018 二零一八年		2017 二零一七年	
		Number of shares 股份數目 '000 千元	Nominal value 面值 HK\$'000 千港元	Number of shares 股份數目 '000 千元	Nominal value 面值 HK\$'000 千港元
Authorised:	法定：				
Ordinary shares of HK\$0.20 each	每股面值0.20港元之 普通股	5,000,000	1,000,000	5,000,000	1,000,000
Issued and fully paid:	已發行及繳足：				
Ordinary shares of HK\$0.20 each	每股面值0.20港元之 普通股				
At 1 January	於一月一日	372,614	74,523	370,034	74,007
Shares issued upon exercise of share options (Note 35)	因購股權獲行使 而發行股份 (附註35)	-	-	2,580	516
Shares issued upon placing in August 2018	因於二零一八年 八月配售而 發行股份	74,000	14,800	-	-
At 31 December	於十二月三十一日	446,614	89,323	372,614	74,523

On 31 July 2018, the Company entered into a placing agreement with the placing agent, pursuant to which an aggregate of 74,000,000 new ordinary shares were placed by the placing agent on behalf of the Company, at the placing price of HK\$1.40 per placing share with an independent investor. The Company issued 74,000,000 new ordinary shares at HK\$1.40 per share on 28 August 2018. As a result, there was an increase in share capital and share premium of HK\$14,800,000 and HK\$88,800,000 respectively. Details of the placing are set out in the Company's announcements dated 31 July 2018, 21 August 2018, 23 August 2018 and 28 August 2018, respectively.

於二零一八年七月三十一日，本公司與配售代理訂立配售協議，據此，配售代理代表本公司配售合共74,000,000股新普通股予獨立投資者，配售價為每股配售股份1.40港元。於二零一八年八月二十八日，本公司以每股1.40港元發行74,000,000股新普通股，因此，股本及股份溢價分別增加至14,800,000港元及88,800,000港元。配售事項之詳情分別載於本公司日期為二零一八年七月三十一日、二零一八年八月二十一日、二零一八年八月二十三日及二零一八年八月二十八日之公佈。

# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 December 2018

截至二零一八年十二月三十一日止年度

### 35. SHARE-BASED EMPLOYEE COMPENSATION

The share option scheme (the "Share Option Scheme") was adopted by the Company pursuant to its resolution passed on 29 December 2015 and expires on 28 December 2025. The purpose of this scheme is to reward participants who have contributed to the Group and to encourage participants to work towards enhancing the value of the Group and its shares for the benefit of the Company and its shareholders as a whole. The board of directors may, at its discretion, offer to directors, employees of any member of the Group, any advisors and service providers of any member of the Group, options to subscribe for the shares in the Company at a price not less than the highest of: (i) closing price of the shares of the Company on the SEHK on the date of offer of the option; (ii) average of the closing prices of the shares on the SEHK for the five trading days immediately preceding the date of the grant of the options; and (iii) nominal value of a share.

A nominal consideration of HK\$1 is payable on acceptance of the grant of an option irrespective of numbers of share options granted. The options vest on the condition that the grantee is a director or employee of any member of the Group or any advisor and service provider of any member of the Group from the date of options grant to the commencement date of the exercisable period of the options.

The options are exercisable at any time during the period to be determined and notified by the Directors to the grantee at the time of making an offer in respect of any particular option which shall not expire later than ten years from the date of grant.

The share-based employee compensation is to be settled by the issue of the Company's ordinary shares. The Group has no legal or constructive obligation to repurchase or settle the options other than in the Company's ordinary shares.

Details of the share options granted under the Share Option Scheme are disclosed below. The share options are exercisable immediately upon granted.

### 35. 以股份支付之僱員賠償

本公司根據於二零一五年十二月二十九日通過之決議案採納購股權計劃（「購股權計劃」），購股權計劃將於二零二五年十二月二十八日到期。此項計劃之目的為獎勵對本集團作出貢獻之參與者，以及鼓勵參與者為本公司及其股東之整體利益致力提高本集團及其股份之價值。董事會可酌情向本集團任何成員公司之董事、僱員，以及本集團任何成員公司之任何顧問及服務供應商授出購股權以認購本公司股份，認購價將不低於下列三者中之最高者：(i)本公司股份於授出購股權當日在香港聯交所之收市價；(ii)股份於緊接授出購股權當日前五個交易日在香港聯交所之平均收市價；及(iii)股份面值。

承授人須於接納授出之購股權時，支付1港元之象徵式代價（不論授出之購股權的數目多寡）。購股權之歸屬條件為承授人於獲授購股權日期至購股權行使期開始之日為止的期間，須為本集團任何成員公司之董事或僱員，或本集團任何成員公司之顧問及服務供應商。

購股權可於董事提出授予任何特定購股權之建議時所釐定並通知承授人之期間內隨時行使，而行使期之屆滿日期概不得遲於授出日期起計十年。

以股份支付之僱員賠償將以發行本公司普通股支付。除本公司普通股外，本集團並無任何購回或支付購股權之法定或推定責任。

根據購股權計劃授出之購股權詳情如下。購股權自授出後隨即可予行使。

# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 December 2018  
截至二零一八年十二月三十一日止年度

### 35. SHARE-BASED EMPLOYEE COMPENSATION 35. 以股份支付之僱員賠償 (續)

(Continued)

Date of grant 授出日期	Number of options granted 已授出購股權數目	Exercisable period 可行使期間	Exercise price per share 每股行使價 HK\$ 港元
05 Apr 2016	6,660,000	05 Apr 2016 to 04 Apr 2019	1.990
二零一六年四月五日	6,660,000	二零一六年四月五日至 二零一九年四月四日	1.990

The following table shows the movements in the outstanding options granted under the Share Option Scheme:

下表披露根據購股權計劃授出而尚未行使購股權之變動：

Grantees 承授人	Number of share options 購股權數目		
	Outstanding at 1 January 2018 於二零一八年 一月一日 尚未行使	Exercised during the year 年內行使	Outstanding at 31 December 2018 於二零一八年 十二月三十一日 尚未行使
Directors 董事	2,830,000	–	2,830,000
Weighted average exercise price 加權平均行使價	HK\$1.990 1.990港元	–	HK\$1.990 1.990港元

# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 December 2018

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### 35. SHARE-BASED EMPLOYEE COMPENSATION 35. 以股份支付之僱員賠償 (續)

(Continued)

		Number of share options 購股權數目		Outstanding at 31 December 2017 於二零一七年 十二月三十一日 尚未行使
		Outstanding at 1 January 2017 於二零一七年 一月一日 尚未行使	Exercised during the year 年內行使	
Grantees				
承授人				
Directors	董事	5,410,000	(2,580,000)	2,830,000
Weighted average exercise price	加權平均行使價	HK\$1.990 1.990港元	HK\$1.990 1.990港元	HK\$1.990 1.990港元

No new share options were granted during the year ended 31 December 2018 and 2017.

截至二零一八年及二零一七年十二月三十一日止年度並無授出新購股權。

The following significant assumptions were used to derive the fair values of the options granted under the Share Option Scheme, using the Binomial option pricing model:

於使用二項式期權定價模式時所採納以推衍出根據購股權計劃授出之購股權之公平價值的主要假設如下：

Risk-free rate	1.09%
Expected life	3 years
Expected volatility	65.99%
Expected dividend yield and forfeiture rate	0%

無風險比率	1.09%
預期年期	3年
預期波幅	65.99%
預期股息率及沒收率	0%

No share-based employee compensation expense were included in the consolidated statement of comprehensive income for the year ended 31 December 2018 and 2017 with a corresponding credit in equity. No liabilities were recognised as these were all equity-settled share-based payment transactions.

並無以股份支付之僱員賠償開支計入截至二零一八年及二零一七年十二月三十一日止年度之綜合全面收益表，並於權益計入相應之數額。概無確認負債，因為均為以權益結算之股份付款交易。

As at 31 December 2018, 2,830,000 (2017: 2,830,000) share options are exercisable and the weighted average exercise price of these share options is HK\$1.99 (2017: HK\$1.99).

於二零一八年十二月三十一日，2,830,000份（二零一七年：2,830,000份）購股權可予行使而該等購股權之加權平均行使價為1.99港元（二零一七年：1.99港元）。

# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 December 2018  
截至二零一八年十二月三十一日止年度

### 35. SHARE-BASED EMPLOYEE COMPENSATION

(Continued)

As at 31 December 2018, the weighted average remaining contractual life for the outstanding share options is 94 days (2017: 459 days).

The weighted average closing price of the shares of the Company quoted on the SEHK immediately before the dates on which the options were exercised was HK\$1.761 (2017: HK\$2.972).

As at 31 December 2018, total number of shares available for issue pursuant to the grant of further options under the Share Option Scheme was 74,006,800 (2017: 74,006,800), representing 16.6% (2017: 19.9%) of the issued share capital of the Company.

### 35. 以股份支付之僱員賠償 (續)

於二零一八年十二月三十一日，未行使購股權之加權平均餘下合約年期為94天（二零一七年：459天）。

本公司股份在緊接購股權獲行使日期前於香港聯交所所報之加權平均收市價為1.761港元（二零一七年：2.972港元）。

於二零一八年十二月三十一日，根據購股權計劃進一步授出之購股權之可供發行股份總數為74,006,800股（二零一七年：74,006,800股），佔本公司已發行股本16.6%（二零一七年：19.9%）。

# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 December 2018

截至二零一八年十二月三十一日止年度

### 36. RESERVES

Movements in the reserves of the Group during the year are set out in the consolidated statement of changes in equity on pages 74 to 75. Movements in the Company's reserves are as follows:

### 36. 儲備

本集團儲備於本年度之變動載於第74至75頁之綜合股本變動表。本公司儲備之變動如下：

		Company 本公司					Total 合計
		Share premium 股份溢價 HK\$'000 千港元	Employee compensation reserve 僱員賠償儲備 HK\$'000 千港元	Investment revaluation reserve 投資重估儲備 HK\$'000 千港元	Contributed surplus 繳入盈餘 HK\$'000 千港元	Accumulated losses 累計虧損 HK\$'000 千港元	HK\$'000 千港元
At 1 January 2017	於二零一七年一月一日	67,697	3,807	5,756	113,321	(118,853)	71,728
Exercise of share options	行使購股權	6,433	(1,816)	-	-	-	4,617
Loss for the year	本年度虧損	-	-	-	-	(31,790)	(31,790)
Fair value gain on available-for-sale financial assets	來自可供出售財務資產之公平價值收益	-	-	978	-	-	978
At 31 December 2017 and 1 January 2018	於二零一七年十二月三十一日及二零一八年一月一日	74,130	1,991	6,734	113,321	(150,643)	45,533
Issue of shares upon placing (Note 34)	因配售而發行股份(附註34)	88,800	-	-	-	-	88,800
Share issue expenses	發行股份費用	(620)	-	-	-	-	(620)
Loss for the year	本年度虧損	-	-	-	-	(41,039)	(41,039)
Change in fair value on equity instruments at fair value through other comprehensive income	按公平價值計入其他全面收益之股本工具之公平價值變動	-	-	(3,578)	-	-	(3,578)
Transfer of gain on disposal of equity investments at fair value through other comprehensive income to retained earnings	轉撥出售按公平價值計入其他全面收益之股本投資的收益至保留溢利	-	-	(1,300)	-	1,300	-
At 31 December 2018	於二零一八年十二月三十一日	162,310	1,991	1,856	113,321	(190,382)	89,096

The Company's reserves available for distribution comprise its contributed surplus and retained earnings.

本公司可予分派儲備包括其繳入盈餘及保留溢利。

# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 December 2018  
截至二零一八年十二月三十一日止年度

### 36. RESERVES (Continued)

Under the Companies Act 1981 of Bermuda (as amended), contributed surplus account of the Company is available for distribution. However, the Company cannot declare or pay a dividend, or make a distribution out of contributed surplus if:

- (a) it is, or would after the payment be, unable to pay its liabilities as they become due; or
- (b) the realisable value of its assets would thereby be less than the aggregate of its liabilities and its issued share capital and share premium accounts.

### 37. OPERATING LEASE COMMITMENTS

#### As lessor

As at 31 December 2018, the total future minimum lease receivables of the Group under non-cancellable operating leases in respect of rented office premises are receivable as follows:

		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Within one year	一年內	290	525
In the second to fifth years, inclusive	第二年至第五年(包括首尾兩年)	-	81
		<b>290</b>	<b>606</b>

The Group leases out its investment properties under operating lease arrangements with terms ranging from two to three years. None of the leases include contingent rentals.

### 36. 儲備(續)

根據一九八一年百慕達公司法(經修訂), 本公司可以分派繳入盈餘。然而, 在下列情況, 本公司不得自繳入盈餘分派或支付股息或作出分派:

- (a) 公司現時或支付股息後未能清償到期債務; 或
- (b) 公司資產之可變現值將少於其負債、已發行股本和股份溢價之總和。

### 37. 經營租賃承擔

#### 作為出租人

於二零一八年十二月三十一日, 本集團根據有關租賃辦公室物業之不可撤銷經營租賃就未來最低應收租金總額之期滿情況如下:

本集團根據經營租賃安排將投資物業出租, 租期介乎兩年至三年。概無租賃包括或然租金。



# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 December 2018

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### 37. OPERATING LEASE COMMITMENTS 37. 經營租賃承擔 (續)

(Continued)

#### As lessee

As at 31 December 2018, the total future minimum lease payments of the Group under non-cancellable operating leases are payable as follows:

		Rented premises and production facilities 租賃物業及生產設施		Internet access line 互聯網專線	
		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Within one year	一年內	9,685	7,218	-	18
In the second to fifth years inclusive	第二年至第五年 (包括首尾 兩年)	7,645	7,845	-	-
		<b>17,330</b>	15,063	-	18

The Group leases a number of properties and production facilities and internet access line under operating leases. The leases run for an initial period from two to three years (2017: two to five years), with an option to renew the lease and renegotiate the terms at the expiry date or at dates as mutually agreed between the Group and respective landlords/lessors. None of the leases include contingent rentals.

#### 作為承租人

於二零一八年十二月三十一日，本集團根據不可撤銷經營租賃就未來最低應付租金總額之期滿情況如下：

本集團根據經營租賃租賃多項物業及生產設施以及互聯網專線。該等租賃初步為期介乎兩至三年（二零一七年：兩至五年），可選擇於到期日或本集團與各業主／出租人雙方同意之日期重續租賃及重新磋商條款。概無租賃包括或然租金。

# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 December 2018

截至二零一八年十二月三十一日止年度

### 38. HOLDING COMPANY STATEMENT OF FINANCIAL POSITION 38. 控股公司之財務狀況表

	Notes 附註	2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
<b>ASSETS AND LIABILITIES</b>			
<b>Non-current assets</b>			
Property, plant and equipment		5,453	–
Investments in subsidiaries		47,710	19,254
Available-for-sale financial assets		–	17,369
Equity instrument at fair value through other comprehensive income		26,852	–
Deposit for acquisition of property, plant and equipment		–	3,988
		<b>80,015</b>	40,611
<b>Current assets</b>			
Amounts due from subsidiaries		6,285	76,018
Other receivables		8,711	9,299
Cash and cash equivalents		92,349	6,800
		<b>107,345</b>	92,117
Non-current assets classified as held for sales		–	28,588
		<b>107,345</b>	120,705
<b>Current liabilities</b>			
Other payables		670	948
Amounts due to subsidiaries		4,678	–
Amount due to a director		3,593	–
		<b>8,941</b>	948
<b>Net current assets</b>		<b>98,404</b>	119,757
<b>Total assets less current liabilities</b>		<b>178,419</b>	160,368
<b>Non-current liabilities</b>			
Loans from a shareholder		–	40,312
<b>Net assets</b>		<b>178,419</b>	120,056
<b>EQUITY</b>			
Share capital	34	89,323	74,523
Reserves	36	89,096	45,533
<b>Total equity</b>		<b>178,419</b>	120,056

On behalf of the directors

**Tsang Hing Bun**  
曾慶贊  
Director  
董事

代表董事會

**Yiu Yu Cheung**  
姚宇翔  
Director  
董事

KK文化控股有限公司  
2018年年報

# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 December 2018

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### 39. PARTICULARS OF PRINCIPAL SUBSIDIARIES 39. 主要附屬公司詳情

Name of company	Date of incorporation/ establishment	Place/Country of incorporation/ establishment and type of legal entity 註冊成立/成立之地點/國家及法定實體類別	Class of shares	Issued and fully paid share capital/registered capital 已發行及繳足股款股本/註冊資本	Percentage of issued capita held by the Company <sup>A</sup> 本公司所持已發行股本之百分比 <sup>A</sup>	Principal activities and place of operations 主要業務及經營地點
公司名稱	註冊成立/成立日期		股份類別			
Express Ocean Investment Limited 飛洋投資有限公司	5 May 2008 二零零八年五月五日	Hong Kong, limited liability company 香港, 有限公司	Ordinary 普通股	HK\$2,000 2,000港元	100%	Property investment, Hong Kong 物業投資, 香港
Central Publisher Limited 卓越出版社有限公司	26 September 1997 一九九七年九月二十六日	Hong Kong, limited liability company 香港, 有限公司	Ordinary 普通股	HK\$1,000 1,000港元	100%	Publishing and investment trading, Hong Kong 出版及投資買賣, 香港
Recruit (BVI) Limited	15 March 2000 二零零零年三月十五日	British Virgin Islands, limited liability company 英屬處女群島, 有限公司	Ordinary 普通股	US\$10,000 10,000美元	100%	Investment holding, Hong Kong 投資控股, 香港
Recruit (China) Holdings Limited 才庫(中國)控股有限公司	3 November 2004 二零零四年十一月三日	British Virgin Islands, limited liability company 英屬處女群島, 有限公司	Ordinary 普通股	US\$1 1美元	100%	Investment holding, Hong Kong 投資控股, 香港
Recruit Group Limited	8 January 2007 二零零七年一月八日	British Virgin Islands, limited liability company 英屬處女群島, 有限公司	Ordinary 普通股	US\$10,000 10,000美元	100%	Investment holding, Hong Kong 投資控股, 香港
Recruit Human Resources Group Limited 才庫招聘資源有限公司	7 April 2005 二零零五年四月七日	British Virgin Islands, limited liability company 英屬處女群島, 有限公司	Ordinary 普通股	US\$2,564,102 2,564,102美元	100%	Investment holding, Hong Kong 投資控股, 香港
Recruit Information Technology Limited 才庫媒體集團有限公司	7 November 2003 二零零三年十一月七日	Hong Kong, limited liability company 香港, 有限公司	Ordinary 普通股	HK\$1,000 1,000港元	100%	Provision of website development and information technology services, Hong Kong 提供網站發展及資訊科技服務, 香港
Recruit & Company Limited	13 April 2006 二零零六年四月十三日	Hong Kong, limited liability company 香港, 有限公司	Ordinary 普通股	HK\$1 1港元	100%	Provision of advertising service, Hong Kong 提供廣告服務, 香港
Media Services Limited	30 April 1999 一九九九年四月三十日	Hong Kong, limited liability company 香港, 有限公司	Ordinary 普通股	HK\$52,000,000 52,000,000港元	100%	Provision of advertising services, Hong Kong 提供廣告服務, 香港
Azure Global Group Limited	25 August 2015 二零一五年八月二十五日	British Virgin Islands, limited liability company 英屬處女群島, 有限公司	Ordinary 普通股	US\$1 1美元	100%	Investment holding, Hong Kong 投資控股, 香港
Hong Kong Made (Media) Limited 香港製作(媒體)有限公司	3 November 2012 二零一二年十一月三日	Hong Kong, limited liability company 香港, 有限公司	Ordinary 普通股	HK\$100 100港元	60%	Provision of advertising services, Hong Kong 提供廣告服務, 香港
Ample Success Limited 博功有限公司	14 April 2016 二零一六年四月十四日	Hong Kong, limited liability company 香港, 有限公司	Ordinary 普通股	HK\$100 100港元	60%	Provision of advertising services, Hong Kong 提供廣告服務, 香港

# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 December 2018  
截至二零一八年十二月三十一日止年度

### 39. PARTICULARS OF PRINCIPAL SUBSIDIARIES

(Continued)

All principal subsidiaries are indirectly held by the Company except for Modern Ace Global Limited, Fullmoon Global Limited, Recruit (BVI) Limited, Recruit Human Resources Group Limited, Recruit (China) Holdings Limited, Beyond Noble Holdings Limited and Azure Global Group Limited (2017: Same).

The directors of the Company are of the opinion that a complete list of the particulars of all subsidiaries would be of excessive length and therefore the above list contains only the particulars of the subsidiaries which materially affect the results or assets of the Group.

None of the subsidiaries had any debt securities subsisting at the end of the year or at any time during the year.

#### Details of non-wholly owned subsidiaries that have non-controlling interests

As at 31 December 2018, non-controlling interests ("NCI") of the Group represented 40% (2017: 40%) equity interests in Hong Kong Made (Media) Limited ("Hong Kong Made") and Ample Success Limited ("ASL") respectively held by non-controlling shareholders.

### 39. 主要附屬公司詳情 (續)

除Modern Ace Global Limited、Fullmoon Global Limited、Recruit (BVI) Limited、才庫招聘資源有限公司、才庫(中國)控股有限公司、Beyond Noble Holdings Limited及Azure Global Group Limited(二零一七年:相同)外,所有主要附屬公司均由本公司間接持有。

本公司董事認為,全數列出所有附屬公司之詳情會導致篇幅過份冗長,因此上表只載列對本集團之業績或資產構成重大影響之附屬公司之詳情。

附屬公司於年末或年內任何時間並無存在任何債務證券。

#### 擁有非控股權益之非全資附屬公司詳情

於二零一八年十二月三十一日,本集團之非控股權益(「非控股權益」)為40%(二零一七年:40%)(分別於香港製作(媒體)有限公司(「香港製作」)及博功有限公司(「博功」)),並由非控股股東持有。

# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 December 2018

截至二零一八年十二月三十一日止年度

### 39. PARTICULARS OF PRINCIPAL SUBSIDIARIES 39. 主要附屬公司詳情 (續)

(Continued)

#### Details of non-wholly owned subsidiaries that have non-controlling interests (Continued)

Summarised financial information in relation to the NCI of Hong Kong Made and ASL is presented below:

#### 擁有非控股權益之非全資附屬公司詳情 (續)

有關香港製作及博功之非控股權益之財務資料概述如下：

		2018 二零一八年			2017 二零一七年		
		Hong Kong Made 香港製作 HK\$'000 千港元	ASL 博功 HK\$'000 千港元	Total 合共 HK\$'000 千港元	Hong Kong Made 香港製作 HK\$'000 千港元	ASL 博功 HK\$'000 千港元	Total 合共 HK\$'000 千港元
For the year ended 31 December	截至十二月三十一日止年度						
Revenue	收益	8,498	-	8,498	36,652	-	36,652
Loss for the year	本年度虧損	(41,261)	(7,251)	(48,512)	(35,729)	(8,370)	(44,099)
Total comprehensive income	全面收益總額	(41,261)	(7,251)	(48,512)	(35,729)	(8,370)	(44,099)
Loss allocated to NCI	分配至非控股權益之虧損	(16,504)	(2,901)	(19,405)	(14,292)	(3,348)	(17,640)
Cash flows generated from/(used in) operating activities	經營業務所得/(所用)現金流量	28,301	6,011	34,312	21,939	(839)	21,100
Cash flows used in investing activities	投資業務所用現金流量	-	-	-	(27,663)	(6,787)	(34,450)
Cash flows (used in)/generated from financing activities	融資業務(所用)/所得現金流量	(27,713)	(6,011)	(33,724)	4,895	7,626	12,521
Net cash inflows/(outflows)	現金流入/(流出)淨額	588	-	588	(829)	-	(829)
As at 31 December	於十二月三十一日						
Current assets	流動資產	44,920	-	44,920	40,295	-	40,295
Non-current assets	非流動資產	21,104	1,745	22,849	68,528	8,726	77,254
Current liabilities	流動負債	(85,289)	(23,315)	(108,604)	(57,549)	(23,044)	(80,593)
Non-current liabilities	非流動負債	(13,718)	-	(13,718)	(41,706)	-	(41,706)
Net (liabilities)/assets	(負債)/資產淨值	(32,983)	(21,570)	(54,553)	9,568	(14,318)	(4,750)
Accumulated non-controlling interests	累計非控股權益	(13,193)	(8,628)	(21,821)	3,827	(5,727)	(1,900)

# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 December 2018  
截至二零一八年十二月三十一日止年度

### 40. DISPOSAL OF SUBSIDIARIES

#### 2018

As noted in Note 19, on 23 July 2018, the Group disposed its entire interests in Star Prestige which is engaged in provision of advertising services in Hong Kong to an independent third party at the consideration of HK\$80,000,000. Net assets at the date of disposal are as follows:

### 40. 出售附屬公司

#### 二零一八年

誠如附註19所指，於二零一八年七月二十三日，本集團以80,000,000港元代價向一名獨立第三方出售其於天賦投資（於香港從事提供廣告服務之業務）之全部權益。於出售日期之資產淨值如下：

		HK\$'000 千港元
Other intangible assets	其他無形資產	64,528
		64,528
Cost incurred on the disposal	出售產生之成本	313
Gain on disposal of a subsidiary	出售一間附屬公司之收益	15,159
		80,000
Total consideration satisfied by cash	以現金支付之總代價	80,000
Total consideration consists of:	總代價包括：	
Cash consideration	現金代價	80,000
Less: cost incurred on the disposal	減：出售產生之成本	(313)
		79,687
Net cash inflow arising on disposal:	出售產生之現金流入淨額：	
Cash consideration	現金代價	80,000

# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 December 2018

截至二零一八年十二月三十一日止年度

### 40. DISPOSAL OF SUBSIDIARIES (Continued)

#### 2017

During the year ended 31 December 2017, the Group disposed its entire interests in 才庫企業管理(上海)有限公司 to independent third parties at the consideration of RMB1. Net assets at the date of disposal are as follows:

### 40. 出售附屬公司 (續)

#### 二零一七年

截至二零一七年十二月三十一日止年度，本集團以人民幣1元代價向獨立第三方出售其於才庫企業管理(上海)有限公司之全部權益。於出售日期之資產淨值如下：

		HK\$'000 千港元
Other receivables	其他應收款項	315
Cash and cash equivalents	現金及現金等值項目	76
		391
Exchange reserve	匯兌儲備	940
Loss on disposal of a subsidiary	出售一間附屬公司之虧損	(1,331)
Total consideration satisfied by cash	以現金支付之總代價	-
Net cash inflow arising on disposal:	出售產生之現金流入淨額：	
Cash consideration	現金代價	-
Cash and cash equivalents disposed of	所出售之現金及現金等值項目	(76)
		(76)

# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 December 2018  
截至二零一八年十二月三十一日止年度

### 41. RELATED PARTY TRANSACTIONS AND BALANCES

Transactions between the Company and its subsidiaries, which are related parties of the Company, have been eliminated on consolidation and are not disclosed in this note. Save as disclosed elsewhere in the financial statements, details of other significant transactions between the Group and other related parties during the year are disclosed as follows:

#### (a) Related party transactions

Nature of transactions  
交易性質

Professional fees 專業費用  
Interest expenses paid to director 向董事支付利息開支

During the years ended 31 December 2018 and 2017, professional fees were paid to a related company, in which Mr. Tsang Hing Bun, a director of the Company, was a director and has control over this company, for providing company secretary services. The service charges were determined at the market rate at the date when the service was provided.

During the year ended 31 December 2018, interest expenses was paid to Mr. Tsang Hing Bun for financial support provided to the Group. Interest is charged at the market rate at the date when the financial support was provided.

#### b) Compensation of key management personnel

The key management personnel of the Group are the directors of the Company. The remuneration of the key management personnel is determined by the remuneration committee having regard to the performance of individuals and market trends. Details of the remuneration paid to them are set out in Note 10(a) to the financial statements.

### 41. 有關連人士交易及結餘

本公司與屬本公司有關連人士之附屬公司之交易已於綜合賬目時對銷而並無於本附註內披露。除財務報表其他部份披露者外，本集團與其他有關連人士於年內進行之其他重大交易詳情披露如下：

#### (a) 有關連人士交易

	2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Professional fees 專業費用	308	547
Interest expenses paid to director 向董事支付利息開支	28	-

截至二零一八年及二零一七年十二月三十一日止年度，已付專業費用予關連公司（本公司董事曾慶贊先生亦為該公司董事及擁有控制權），以提供公司秘書服務。服務酬金乃根據提供服務日期時之市價釐定。

截至二零一八年十二月三十一日止年度，已就曾慶贊先生向本集團提供的財務援助向其支付利息開支。利息乃按提供財務援助當日之市價收取。

#### b) 主要管理人員補償

本集團主要管理人員為本公司董事。主要管理人員之酬金乃由薪酬委員會經考慮個別人士之表現及市場趨勢後釐定。付予該等人士之酬金詳情載於財務報表附註10(a)。



# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 December 2018

截至二零一八年十二月三十一日止年度

### 42. NOTES SUPPORTING STATEMENT OF CASH FLOWS

### 42. 現金流量表附註

Reconciliation of liabilities arising from financial activities:

融資業務產生之負債對賬：

		<b>Bank borrowings</b>	<b>Loans from a shareholder</b>
		銀行借貸 (Note 30) (附註30)	一名股東提供 之貸款 (Note 32) (附註32)
		HK\$'000	HK\$'000
		千港元	千港元
At 1 January 2018	於二零一八年一月一日	5,896	40,312
Changes from cash flows:	現金流量之變動：		
Proceeds from new bank loans	新銀行貸款之所得款項	–	–
Repayment of bank loans	償還銀行貸款	(5,896)	(41,571)
Interest paid	已付利息	(93)	(1,259)
<b>Total changes from financing cash flows</b>	<b>融資現金流量之變動合計</b>	<b>(5,989)</b>	<b>(40,312)</b>
Other changes:	其他變動：		
Interest expenses	利息開支	93	1,259
<b>Total other changes</b>	<b>其他變動總額</b>	<b>93</b>	<b>1,259</b>
At 31 December 2018	於二零一八年十二月三十一日	–	–

# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 December 2018  
截至二零一八年十二月三十一日止年度

### 43. SUMMARY OF FINANCIAL ASSETS AND FINANCIAL LIABILITIES BY CATEGORY

The following table shows the carrying amount and fair value of financial assets and liabilities:

### 43. 按類別劃分之財務資產及財務負債概要

下表列出財務資產及負債之賬面值及公平價值：

		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
<b>Financial assets</b>	<b>財務資產</b>		
Available-for-sale financial assets	可供出售財務資產		
– Equity investments	– 股本投資	–	17,369
Non-current assets classified as held for sale	列為持有待售的非流動資產		
– Equity investments	– 股本投資	–	28,588
Financial assets at fair value through other comprehensive income	按公平價值計入其他全面收益之財務資產		
– Equity investments	– 股本投資	26,852	–
Loans and receivables:	貸款及應收款項：		
– Trade and other receivables	– 貿易及其他應收款項	11,900	26,520
– Other receivables and deposits	– 其他應收款項及按金	33,150	18,178
– Loan receivables	– 應收貸款	15,287	4,000
– Cash and cash equivalents	– 現金及現金等值項目	109,500	28,472
		<b>196,689</b>	<b>123,127</b>
<b>Financial liabilities</b>	<b>財務負債</b>		
Financial liabilities measured at amortised cost:	按攤銷成本計量之財務負債：		
Non-current liabilities	非流動負債		
– License right fees payables	– 應付特許權費	13,718	41,706
– Loans from a shareholders	– 一名股東提供之貸款	–	40,312
Current liabilities	流動負債		
– Contract liabilities	– 合約負債	612	–
– Other payables and accruals	– 其他應付款項及應計開支	5,578	12,413
– Amounts due to non-controlling interests of a subsidiary	– 應付一間附屬公司之非控股權益款項	22,884	6,750
– Amount due to a director	– 應付一名董事款項	3,593	–
– Bank borrowings	– 銀行借貸	–	5,896
– License right fees payables	– 應付特許權費	28,180	66,935
		<b>74,565</b>	<b>174,012</b>

# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 December 2018

截至二零一八年十二月三十一日止年度

### 43. SUMMARY OF FINANCIAL ASSETS AND FINANCIAL LIABILITIES BY CATEGORY

(Continued)

#### (a) Financial instruments not measured at fair value

Financial instruments not measured at fair value include trade and other receivables, loan receivables, cash and cash equivalents, contract liabilities, other payables and accruals, bank borrowings, amount due to non-controlling interests of a subsidiary/a shareholder, license right fees payables and loans from a shareholder.

Due to their short term nature, the carrying value of trade and other receivables, loan receivables, cash and cash equivalents, contract liabilities, other payables and accruals, bank borrowings, amount due to non-controlling interests of a subsidiary/a shareholder, license right fees payables and loans from a shareholder approximates fair value.

#### (b) Financial instruments measured at fair value

The fair value of financial assets and liabilities with standard terms and conditions and traded on active liquid markets are determined with reference to quoted market prices.

The following table provides an analysis of financial instruments carried at fair value by level of fair value hierarchy:

Level 1: quoted prices (unadjusted) in active markets for identical assets and liabilities;

Level 2: inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices); and

Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs).

### 43. 按類別劃分之財務資產及財務負債概要 (續)

#### (a) 並非按公平價值計量之財務工具

並非按公平價值計量之財務工具包括貿易及其他應收款項、應收貸款、現金及現金等值項目、合約負債、其他應付款項及應計開支、銀行借貸、應付一間附屬公司之非控股權益／一名股東款項、應付特許權費以及一名股東提供之貸款。

由於到期日較短，故貿易及其他應收款項、應收貸款、現金及現金等值項目、合約負債、其他應付款項及應計開支、銀行借貸、應付一間附屬公司之非控股權益／一名股東款項、應付特許權費以及一名股東提供之貸款之賬面值與公平價值之間並無重大差異。

#### (b) 按公平價值計量之財務工具

具有標準條款及條件並在活躍流通市場買賣之財務資產及負債之公平價值參考市場報價釐定。

下表提供按公平價值列賬之財務工具按公平價值架構之層次所作之分析：

第1層：相同資產及負債於活躍市場的報價（未作調整）；

第2層：就資產或負債而直接（即價格）或間接（即從價格推衍）可觀察的資料輸入（不包括第1層所包含的報價）；及

第3層：並非根據可觀察的市場數據而有關資產或負債的資料輸入（無法觀察的資料輸入）。

# Notes to the Financial Statements

## 財務報表附註

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### 43. SUMMARY OF FINANCIAL ASSETS AND FINANCIAL LIABILITIES BY CATEGORY

(Continued)

#### (b) Financial instruments measured at fair value (Continued)

		2018 二零一八年			
		Level 1 第1層	Level 2 第2層	Level 3 第3層	Total 總計
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
Financial assets at fair value through other comprehensive income	按公平價值計入其他全面收益之財務資產				
– Listed equity investments	– 上市股本投資	26,852	–	–	26,852

### 43. 按類別劃分之財務資產及財務負債概要 (續)

#### (b) 按公平價值計量之財務工具 (續)

		2017 二零一七年			
		Level 1 第1層	Level 2 第2層	Level 3 第3層	Total 總計
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
Available-for-sale financial assets	可供出售財務資產				
– Listed equity investments	– 上市股本投資	17,369	–	–	17,369
Non-current assets classified as held for sale	列為持有待售的非流動資產				
– Listed equity investments	– 上市股本投資	28,588	–	–	28,588
		45,957	–	–	45,957

There have been no significant transfers between levels in the reporting periods.

於報告期間，層次之間並無重大轉移。

# Notes to the Financial Statements

## 財務報表附註

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截至二零一八年十二月三十一日止年度

### 44. FINANCIAL RISK MANAGEMENT

The Group's activities expose it to a variety of financial instrument risks: market risk (including foreign currency risk and interest rate risk), credit risk and liquidity risk. The Group's overall risk management programme focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the Group's financial performance by closely monitoring the individual exposure.

The Group does not have written risk management policies and guidelines. However, the board of directors meets periodically to analyse and formulate strategies to manage the Group's exposure to a variety of risks which resulted from its operating and investing activities. Generally, the Group employs conservative strategies regarding its risk management to ensure appropriate measures are implemented on a timely and effective manner. The risks associated with these financial instruments and the policies on how to mitigate these risks are set out as follows:

#### (a) Credit risk

The Group is exposed to credit risk in relation to its trade receivables, other receivables and deposits, loan receivables and cash and cash equivalents. The carrying amounts of trade receivables, other receivables and deposits, loan receivables and cash and cash equivalents represent the Group's maximum exposure to credit risk in relation to financial assets.

To manage this risk arising from cash and cash equivalents, the Group only transacts with reputable commercial banks which are all high-credit-quality financial institutions. There has no recent history of default in relation to these financial institutions.

In respect of trade and other receivables, individual credit evaluations are performed on all customers requiring credit over a certain amount. These evaluations focus on the customer's past history of making payments when due and current ability to pay, and take into account information specific to the customers as well as pertaining to the economic environment in which the customers operate. Trade receivables are due within 7 to 120 days from the date of billing. Normally, the Group does not obtain collateral from customers.

### 44. 財務風險管理

本集團因本身之活動而面對不同的財務工具風險：市場風險（包括外匯風險及利率風險）、信貸風險及流動資金風險。本集團之整體風險管理計劃集中於應對金融市場的不確定因素以及通過密切監察各類別的風險而致力減輕本集團財務表現可能受到的潛在不利影響。

本集團並無書面風險管理政策及指引。然而，董事會會定期舉行會議，以分析及制定策略來管理本集團源自本集團之經營及投資業務的各種風險。一般而言，本集團會採取保守的風險管理策略，確保適時有效地實行適當措施。與該等財務工具有關之風險及減低該等風險之政策載列如下：

#### (a) 信貸風險

本集團面臨之信貸風險與其貿易應收款項、其他應收款項及按金、應收貸款以及現金及現金等值項目有關。貿易應收款項、其他應收款項及按金、應收貸款以及現金及現金等值項目之賬面值指本集團面臨有關財務資產之最高信貸風險。

為管理現金及現金等值項目所產生之風險，本集團僅與信譽良好且為具高信貸質素之金融機構之商業銀行進行交易。近期並無有關該等金融機構之違約記錄。

就貿易及其他應收款項而言，本集團對要求超過一定金額信貸之所有客戶進行信貸評估。該等評估集中於客戶過往繳付到期款項之歷史及現時付款之能力，以及考慮到客戶之具體資料及客戶營運所在地之經濟環境。該等貿易應收款項乃於發票日期後7至120天內到期。本集團一般並無從客戶獲取抵押品。

# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 December 2018  
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### 44. FINANCIAL RISK MANAGEMENT (Continued)

#### (a) Credit risk (Continued)

##### Trade receivables

The Group measures loss allowances for trade receivables at an amount equal to lifetime ECLS, which is calculated using a provision matrix. As the Group's historical credit loss experience does not indicate significantly different loss patterns for different customer segments, the loss allowance based on past due status is not further distinguished between the Group's different customer bases.

The following table provides information about the Group's exposure to credit risk and ECLs for trade receivables as at 31 December 2018:

		Expected loss rate 預期虧損率 %	Gross carrying amount 總賬面值 HK\$'000 千港元	Loss allowance 虧損撥備 HK\$'000 千港元
Collective assessment	集體評估			
0-30 days	0至30天	0.25%	6,518	16
31-90 days	31至90天	17.75%	479	85
91-150 days	91至150天	50.00%	18	9
More than 150 days	超過150天	Not applicable 不適用	-	-
			7,015	110
Debtor A	債務人甲	0.83%	5,037	42
Individual assessment	個別評估	100.00%	8,162	8,162
			20,214	8,314

Expected loss rates are based on actual loss experience over the past 3 years. These rates are adjusted to reflect differences between economic conditions during the period over which the historic data has been collected, current conditions and the Group's view of economic conditions over the expected lives of the receivables

### 44. 財務風險管理 (續)

#### (a) 信貸風險 (續)

##### 貿易應收款項

本集團貿易應收款項之虧損撥備以相等於全期預期信貸虧損之金額計量，其乃按撥備矩陣計算。由於本集團的過往信貸虧損經驗並未表明不同客戶分部會有重大不同虧損模式，故基於逾期狀態之虧損撥備不再於本集團不同客戶基礎之間進一步區分。

下表載列於二零一八年十二月三十一日本集團就貿易應收款項之信貸風險承擔及預期信貸虧損的資料：

預期虧損率基於過去3年之實際虧損經驗。該等比率經調整以反映所收集歷史數據期內經濟狀況、現時狀況以及本集團對預期應收款項年期內的經濟狀況之間的差別。

# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 December 2018

截至二零一八年十二月三十一日止年度

### 44. FINANCIAL RISK MANAGEMENT (Continued)

#### (a) Credit risk (Continued)

##### **Trade receivables** (Continued)

Prior to 1 January 2018, an impairment loss was recognised only when there was objective evidence of impairment (see Note 2.10(b)). At 31 December 2017, trade receivables of HK\$4,718,000 was determined to be impaired. The ageing analysis of trade debtors that were not considered to be impaired was as follows:

		2017 二零一七年 HK\$'000 千港元
Neither past due nor impaired	並未逾期亦無減值	5,090
1 – 30 days past due	逾期1至30天	2,647
31 – 90 days past due	逾期31至90天	9,165
Over 90 days past due but less than one year	逾期超過90天但少於一年	9,618
		21,430
		26,520

Receivables that were neither past due nor impaired related to a wide range of customers for whom there was no recent history of default.

Receivables that were past due but not impaired related to a number of independent customers that had a good track record with the Group. Based on past experience, management believed that no impairment allowance was necessary in respect of these balances as there had been no significant change in credit quality and the balances were still considered fully recoverable.

### 44. 財務風險管理 (續)

#### (a) 信貸風險 (續)

##### **貿易應收款項** (續)

於二零一八年一月一日前，減值虧損僅在有客觀減值證據的情況下確認(見附註2.10(b))。於二零一七年十二月三十一日，4,718,000港元之貿易應收款項被釐定為減值。不被視為減值之貿易應收賬款賬齡分析如下：

並未逾期亦無減值之應收款項與多名來自不同層面的客戶有關，該等客戶並無近期逾期記錄。

已逾期惟並無減值之應收款項與多名來自不同層面的客戶有關，該等客戶於本集團擁有良好的信貸記錄。根據過往信貸記錄，管理層相信，由於信貸質素並無重大變動而結餘仍視作可全數收回，因此毋須為該等結餘作減值撥備。

# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 December 2018  
截至二零一八年十二月三十一日止年度

### 44. FINANCIAL RISK MANAGEMENT (Continued)

#### (a) Credit risk (Continued)

##### Trade receivables (Continued)

Movement in the loss allowance account in respect of trade receivables during the year is as follows:

		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Balance at 31 December under HKAS 39	根據香港會計準則第39號於十二月三十一日之結餘	4,718	4
Initial adoption on HKFRS 9 (note 3.1B(i))	首次採納香港財務報告準則第9號(附註3.1B(i))	583	-
Balance at 1 January under HKFRS 9	根據香港財務報告準則第9號於一月一日之結餘	5,301	4
Impairment losses recognised during the year	年內已確認減值虧損	3,451	4,718
Impairment loss recovered during the year	年內已收回減值虧損	(438)	(4)
Balance at 31 December	於十二月三十一日之結餘	8,314	4,718

The following significant changes in the gross carrying amounts of trade receivables contributed to the increase in the loss allowance during 2018:

- Trade receivables net of those impaired resulted in an decrease in loss allowance of HK\$438,000; and
- Increase in days past due over 90 days resulted in an increase in loss allowance of HK\$3,451,000.

### 44. 財務風險管理 (續)

#### (a) 信貸風險 (續)

##### 貿易應收款項 (續)

年內有關貿易應收款項的虧損撥備賬的變動如下:

以下於貿易應收款項總賬面值之重大變動導致於二零一八年虧損撥備增加:

- 扣除已減值之貿易應收款項導致虧損撥備減少438,000港元; 及
- 逾期超過90日增加導致虧損撥備增加3,451,000港元。



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## 財務報表附註

For the year ended 31 December 2018

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### 44. FINANCIAL RISK MANAGEMENT (Continued)

#### (a) Credit risk (Continued)

##### **Other receivables and deposits (excluding prepayments)**

The Group measures loss allowances for other receivables and deposits at an amount equal to lifetime ECLs. ECLs is assessed to be 2% – 5% on the gross carry amount of other receivables and deposits.

No significant change to estimation techniques or assumptions was made during the reporting period.

As at 31 December 2018, the gross carrying amount of other receivables and deposits was HK\$34,298,000 (2017: HK\$18,177,000) and after deducting impairment provision, the maximum exposure to loss was HK\$33,150,000 (2017: HK\$4,000,000). The Group made no write-off of other receivables and deposits during the year (2017: Nil).

##### **Loans receivables**

The Group has compared with the market ratings of similar companies to rate for the third parties in determining their credit risk. The Group required certain third parties to provide guarantees as security against the loans.

Over the terms of the loans, the Group accounts for its credit risk by appropriately providing for ECLs on a timely basis. In calculating the expected credit loss rates, the Group considers historical loss rates for each category of loan, and adjusts for forward looking macroeconomic data. As at 31 December 2018, the Group provided for ECLs against loans to third parties based on 12 months expected losses. ECLs is assessed to be 2% – 3% on the gross carry amount of loans.

No significant change to estimation techniques or assumptions was made during the reporting period.

### 44. 財務風險管理 (續)

#### (a) 信貸風險 (續)

##### **其他應收款項及按金 (預付款除外)**

本集團其他應收款項及按金之虧損撥備以相等於全期預期信貸虧損之金額計量。預期信貸虧損評估為其他應收款項及按金總賬面值之2%至5%。

於報告期間，概無估計技術或假設之重大變動。

於二零一八年十二月三十一日，其他應收款項及按金之總賬面值為34,298,000港元（二零一七年：18,177,000港元），而扣除減值撥備後，最高虧損風險為33,150,000港元（二零一七年：4,000,000港元）。本集團於年內並無撤銷其他應收款項及按金（二零一七年：無）。

##### **應收貸款**

本集團已將第三方之市場評級與類似公司之評級進行比較，以釐定其信貸風險。本集團要求若干第三方提供擔保作為貸款之抵押。

於貸款期限內，本集團透過於適時提供適當預期信貸虧損將其信貸風險入賬。於計算預期信貸虧損率時，本集團考慮各類貸款之過往虧損率，並就前瞻性宏觀經濟數據進行調整。於二零一八年十二月三十一日，本集團根據12個月預期虧損就給予第三方之貸款計提預期信貸虧損撥備。預期信貸虧損評估為貸款總賬面值之2%至3%。

於報告期間，概無估計技術或假設之重大變動。

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## 財務報表附註

For the year ended 31 December 2018  
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### 44. FINANCIAL RISK MANAGEMENT (Continued)

#### (a) Credit risk (Continued)

##### *Loans receivables (Continued)*

As at 31 December 2018, the gross carrying amount of loans to third parties was HK\$15,640,000 (2017: HK\$4,000,000) and after deducting impairment provision, the maximum exposure to loss was HK\$15,287,000 (2017: HK\$4,000,000). The Group made no write-off of loan receivables during the year (2017: Nil).

##### *Maximum exposure to credit risk*

At the end of the reporting period, no financial guarantees issued by the Group and Company which represented the maximum amount the Group and Company could be required to pay if the guarantees were called on.

#### (b) Currency risk

Foreign currency risk refers to the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates.

Most of the sales transactions of the Group were denominated in RMB and HK\$ and there were expenses and capital expenditures denominated in RMB and HK\$. Certain trade receivables and trade payables of the Group were denominated in foreign currencies, mainly RMB. To mitigate the impact of exchange rate fluctuations, the Group continuously assessed and monitored the exposure to foreign currency risk.

### 44. 財務風險管理 (續)

#### (a) 信貸風險 (續)

##### *應收貸款 (續)*

於二零一八年十二月三十一日，給予第三方之貸款之總賬面值為15,640,000港元（二零一七年：4,000,000港元），而扣除減值撥備後，最高虧損風險為15,287,000港元（二零一七年：4,000,000港元）。本集團於年內並無撤銷應收貸款（二零一七年：無）。

##### *最高信貸風險*

於報告期間結束後，本集團及本公司並無發出任何財務擔保，該等財務擔保指本集團及本公司可能需要支付的最高金額。

#### (b) 貨幣風險

外幣風險指財務工具之公平價值或未來現金流量因外幣匯率變動而波動之風險。

本集團大部份銷售交易乃以人民幣及港元列值，費用及資本開支則以人民幣及港元列值。本集團若干貿易應收款項及貿易應付款項以外幣列值，主要為人民幣。為舒緩匯率波動之影響，本集團持續評估及監察外幣風險之水平。

# Notes to the Financial Statements

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### 44. FINANCIAL RISK MANAGEMENT (Continued)

#### (b) Currency risk (Continued)

Foreign currency denominated financial assets and liabilities of the Group were as follows:

		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
<b>Foreign currency exposure to RMB</b>	<b>人民幣之外匯風險</b>		
Trade receivables	貿易應收款項	2,594	18,692
Cash and cash equivalents	現金及現金等值項目	1	1
License right fees payables	應付特許權費	(41,898)	(108,641)
		<b>(39,303)</b>	<b>(89,948)</b>

The following table illustrates the sensitivity of the net results for the year and accumulated losses in regards to the Group's financial assets and liabilities at the reporting date and the reasonably possible changes in the foreign exchange rates in the next 12 months to which the Group has significant exposure at the reporting date, based on the assumption that other variables are held constant. Changes in foreign exchange rates have no impact on the Group's other components of equity.

### 44. 財務風險管理 (續)

#### (b) 貨幣風險 (續)

本集團以外幣列值之財務資產及負債如下：

下表顯示有關本集團之財務資產及財務負債於報告日之年度業績淨額及累計虧損之敏感資料，以及本集團於報告日面對重大風險之外幣匯率於未來12個月的合理可能變動，假設其他可變因素保持不變。外幣匯率變動對本集團權益之其他組成部份並無影響。

		2018 二零一八年		2017 二零一七年	
		Increase/ (Decrease) in foreign exchange rates	Effect on loss after tax and accumulated losses 對除稅後虧損 及累計虧損 之影響	Increase/ (Decrease) in foreign exchange rates	Effect on loss after tax and accumulated losses 對除稅後虧損 及累計虧損 之影響
		外匯匯率 上升／(減少)	HK\$'000 千港元	外匯匯率 上升／(減少)	HK\$'000 千港元
RMB	人民幣	3.4% (3.4%)	1,382 (1,382)	4.3% (4.3%)	4,149 (4,149)

# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 December 2018  
截至二零一八年十二月三十一日止年度

### 44. FINANCIAL RISK MANAGEMENT (Continued)

#### (b) Currency risk (Continued)

Exposures to foreign exchange rates vary during the year depending on the volume of overseas transactions. Nonetheless, the analysis above is considered to be representative of the Group's exposure to currency risk.

#### (c) Interest rate risk

The Group does not have material exposure to interest rate risk, as the Group has no financial assets and liabilities of material amounts with floating interest rates except for deposits held in banks. Cash at bank earns interest at floating rates based on the daily bank deposit rates during the year. Any change in the interest rate promulgated by banks from time to time is not considered to have significant impact to the Group. The Group adopts centralised treasury policies in cash and financial management and focuses on reducing the Group's overall interest expense. The terms of repayment of bank borrowings are set out in Notes 30 to the financial statements.

Management did not consider it necessary to use interest rate swaps to hedge their exposure to interest rate risk as the interest rate risk exposure is not significant.

### 44. 財務風險管理 (續)

#### (b) 貨幣風險 (續)

外匯匯率風險於年內因境外交易量而改變。然而，上述分析被認為可反映本集團面對之貨幣風險。

#### (c) 利率風險

除銀行存款外，本集團並無任何大額的浮息財務資產及負債，故本集團並無面對重大利率風險。年內，銀行現金按浮動利率（建基於每日存款利率）計息。銀行不時公佈的利率變動應不會對本集團造成重要影響。本集團就現金及財務管理採取集中的財資政策，致力減低本集團整體利息開支。銀行借貸之還款期載於財務報表附註30。

管理層認為，由於面對之利息風險並不重大，因此毋須以利率掉期來對沖面對之利息風險。

# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 December 2018

截至二零一八年十二月三十一日止年度

### 44. FINANCIAL RISK MANAGEMENT (Continued)

#### (d) Liquidity risk

The Group's policy is to regularly monitor its liquidity requirements, its compliance with lending covenants and its relationships with its bankers to ensure that it maintains sufficient reserves of cash and adequate committed lines of funding from major financial institutions to meet its liquidity requirements in the short and long term.

The Group had net current assets of HK\$108,485,000 (2017: HK\$16,240,000) and net assets of HK\$171,893,000 (2017: HK\$149,283,000) as at 31 December 2018. In the opinion of directors, the Group's exposure to liquidity risk is limited.

The following table details the remaining contractual maturities at each of the reporting dates of the Group's non-derivative financial liabilities, which are based on contractual undiscounted cash flows (including interest payment computed using contractual rates or, if floating, based on current rates at the reporting date) and the earliest date the Group may be required to pay.

Specifically, for bank borrowing which contain a repayment on demand clause which can be exercised at the bank's sole discretion, the analysis shows the cash outflow based on the earliest period in which the entity is required to pay, that is if the banks were to invoke the unconditional rights to call the loan with immediate effect.

### 44. 財務風險管理 (續)

#### (d) 流動資金風險

本集團之政策為定期監管其流動資金需求、其遵守貸款契諾的情況以及其與往來銀行之關係，確保其保持充裕的現金儲備以及獲主要金融機構承諾提供足夠的資金額度，以此應付短線以至長期的流動資金需求。

於二零一八年十二月三十一日，本集團有流動資產淨額108,485,000港元（二零一七年：16,240,000港元）及資產淨值171,893,000港元（二零一七年：149,283,000港元）。董事認為，本集團流動資金風險有限。

下表詳列出本集團非衍生財務負債於各報告日之尚餘合約到期情況，此乃根據訂約未貼現現金流量（包括以訂約利率計算之利息支出；若為浮動利率，則為根據報告日之即期利率計算之利息支出）及本集團可能需要付款之最早日期而得出。

具體而言，對於包含按要要求還款之條款，由銀行酌情行使此條款之銀行借貸，分析顯示實體需要付款之最早期間之現金流出，猶如相關銀行行使該等無條件權利要求即時償還貸款。

# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 December 2018  
截至二零一八年十二月三十一日止年度

### 44. FINANCIAL RISK MANAGEMENT (Continued)

### 44. 財務風險管理 (續)

#### (d) Liquidity risk (Continued)

#### (d) 流動資金風險 (續)

		Carrying amount	Total contractual undiscounted cash flow	Within three months or on demand	More than three months but less than one year	More than one year but less than five years
		賬面值	總訂約未貼現現金流量	於三個月內或應要求	超過三個月但於一年內	超過一年但於五年內
		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
As at 31 December 2018	於二零一八年十二月三十一日					
Non-derivatives:	非衍生工具:					
Contract liabilities	合約負債	612	612	612	-	-
Other payables and accruals	其他應付款項及應計開支	5,578	5,578	5,578	-	-
Amounts due to non-controlling interests of a subsidiary	應付一間附屬公司之非控股權益款項	22,884	22,884	22,884	-	-
Amount due to a director	應付一名董事款項	3,593	3,593	3,593	-	-
License right fees payables	應付特許權費	41,898	42,268	15,815	12,734	13,719
		<b>74,565</b>	<b>74,935</b>	<b>48,482</b>	<b>12,734</b>	<b>13,719</b>
As at 31 December 2017	於二零一七年十二月三十一日					
Non-derivatives:	非衍生工具:					
Other payables and accruals	其他應付款項及應計開支	12,413	12,413	12,413	-	-
Amount due to non-controlling interests of a subsidiary	應付一間附屬公司之非控股權益款項	6,750	6,750	6,750	-	-
Bank borrowings	銀行借貸	5,896	5,896	5,896	-	-
License right fees payables	應付特許權費	108,641	112,375	14,286	55,230	42,859
Loans from a shareholder	一名股東提供之貸款	40,312	41,571	-	-	41,571
		<b>174,012</b>	<b>179,005</b>	<b>39,345</b>	<b>55,230</b>	<b>84,430</b>

# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 December 2018

截至二零一八年十二月三十一日止年度

### 44. FINANCIAL RISK MANAGEMENT (Continued)

#### (d) Liquidity risk (Continued)

The table that follows summarises the maturity analysis of those bank borrowings with repayment-on-demand clause based on the agreed scheduled repayments set out in the loan agreement. The amounts included interest payments computed using contractual rates. As a result, these amounts are greater than the amounts disclosed in the “on demand” time band in the above maturity analysis. Taking into account the Group’s financial position, the directors of the Company do not consider that it is probable that the bank will exercise their discretion to demand immediate repayment, the directors of the Company believe that such term loans will be repaid in accordance with the scheduled repayment dates as set out in the loan agreements.

### 44. 財務風險管理 (續)

#### (d) 流動資金風險 (續)

下表概列根據相關貸款協議所載預定還款時間表附帶按要求還款條文的銀行借貸的到期分析。有關金額包括按合約利率計算的利息付款。因此，該等金額大於以上到期分析中「應要求」時間段披露的金額。經計及本集團的財務狀況後，本公司董事認為銀行不大可能行使酌情權要求即時還款。本公司董事相信，有關定期借貸將根據貸款協議所載預定還款日期償還。

Group	Carrying amount	Total contractual undiscounted cash flow	Within three months or on demand	More than three months but less than one year	More than one year but less than five years	Over five years	
	賬面值	總訂約未貼現現金流量	於三個月內或應要求	超過三個月但於一年內	超過一年但於五年內	超過五年	
	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	
Term loans subject to repayment-on-demand clause based on scheduled repayments:	包含按要求還款條款之定期貸款，基於預定還款時間：						
31 December 2017	二零一七年十二月三十一日	5,896	7,296	95	284	1,548	5,369

# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 December 2018  
截至二零一八年十二月三十一日止年度

### 44. FINANCIAL RISK MANAGEMENT (Continued)

#### (e) Fair values

The directors of the Company consider the fair values of the Group's current financial assets and liabilities are not materially different from their carrying amounts because of the immediate or short-term maturity of these financial instruments. The fair values of non-current financial assets and liabilities were not disclosed because these are not materially different from their carrying amounts.

### 45. CAPITAL MANAGEMENT POLICIES AND PROCEDURES

The Group's objectives when managing capital are:

- To safeguard the Group's ability to continue as a going concern, so that it continues to provide returns for shareholders and benefits for other stakeholders;
- To support the Group's stability and growth; and
- To provide capital for the purpose of strengthening the Group's risk management capability.

The Group actively and regularly reviews and manages its capital structure to ensure optimal capital structure and shareholder returns, taking into consideration the future capital requirements of the Group and capital efficiency, prevailing and projected profitability, projected operating cash flows, projected capital expenditures and projected strategic investment opportunities. The Group has not adopted any formal dividend policy.

Management regards total equity as capital, for capital management purpose. The amount of capital as at 31 December 2018 amounted to approximately HK\$171,893,000 (2017: HK\$149,283,000), which management considers as optimal having considered the projected capital expenditures and the projected strategic investment opportunities.

### 44. 財務風險管理 (續)

#### (e) 公平價值

本公司董事認為，由於本集團流動財務資產及負債屬即期或於短期內到期，故該等財務工具之公平價值與其賬面值並無重大差異。由於非流動財務資產及負債之公平價值與其賬面值並無重大差異，因此並無披露有關公平價值。

### 45. 資本管理政策及程序

本集團管理資本之目標是：

- 確保本集團能夠持續經營，以繼續為股東提供回報，為其他持份人創造利益；
- 支持本集團之穩定發展及成長；及
- 提供資本以加強本集團之風險管理能力。

本集團定期主動審視並管理其資本架構，確保資本架構和股東回報可達致最佳水平，當中會考慮本集團未來的資本需求及資本效率、目前以及預計盈利能力、預計營運現金流量、預計資本開支以及預計策略投資機會。本集團並無採納任何正式的股息政策。

就資本管理而言，管理層將總權益視作資本。於二零一八年十二月三十一日之資本金額約為171,893,000港元（二零一七年：149,283,000港元），經考慮預計資本開支及預計策略投資機會，管理層認為已達致最佳水平。



# Notes to the Financial Statements

## 財務報表附註

For the year ended 31 December 2018

截至二零一八年十二月三十一日止年度

### 46. EVENT AFTER REPORTING DATE

On 11 March 2019, Express Ocean Investment Limited, a wholly owned subsidiary of the Company entered into a provisional sale and purchase agreement with an independent third party to disposed of an investment property at a consideration of HK\$10,959,000. The disposal is not completed as at the reporting date.

### 46. 報告日後事項

於二零一九年三月十一日，飛洋投資有限公司（本公司之全資附屬公司）與一名獨立第三方訂立臨時買賣協議，以代價10,959,000港元出售投資物業。出售事項於報告日尚未完成。

# Financial Summary

## 財務摘要

For the year ended 31 December 2018  
截至二零一八年十二月三十一日止年度

A summary of the results and of the assets and liabilities of the Group for the last five financial years, as extracted from the published audited financial statements and restated in accordance with HKFRS 5 "Non-current Assets Held for Sale and Discontinued Operations", is set out below:

本集團過去五個財政年度之業績及資產與負債之概要如下，乃摘錄自己刊發之經審核財務報表，並已根據香港財務報告準則第5號「持有待售之非流動資產及已終止經營業務」重列：

### FINANCIAL RESULTS

### 財務業績

		Financial year ended 31 December 截至十二月三十一日止財政年度				
		2014 二零一四年	2015 二零一五年	2016 二零一六年	2017 二零一七年	2018 二零一八年
		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
<b>CONTINUING OPERATIONS</b>	<b>持續經營業務</b>					
Turnover	營業額	59,923	62,857	96,527	98,534	<b>73,064</b>
Profit/(Loss) before income tax	除所得稅前溢利／ (虧損)	15,962	5,412	(16,213)	(81,525)	<b>(74,164)</b>
Income tax (expense)/credit	所得稅(開支)／ 抵免	(2,353)	(1,719)	1,978	6,051	<b>(1,193)</b>
<b>Profit/(Loss) for the year from continuing operations</b>	<b>來自持續經營業務之本年度溢利／(虧損)</b>	<b>13,609</b>	<b>3,693</b>	<b>(14,235)</b>	<b>(75,474)</b>	<b>(75,357)</b>
<b>DISCONTINUED OPERATIONS</b>	<b>已終止經營業務</b>					
Profit/(Loss) for the year from discontinued operations	來自已終止經營業務之本年度溢利／(虧損)	81,026	(29,758)	-	-	-
<b>Profit/(Loss) for the year</b>	<b>本年度溢利／(虧損)</b>	<b>94,635</b>	<b>(26,065)</b>	<b>(14,235)</b>	<b>(75,474)</b>	<b>(75,357)</b>
Attributable to:	以下人士應佔：					
Equity shareholders of the Company	本公司權益股東	78,913	(26,065)	(12,115)	(57,834)	<b>(55,952)</b>
Non-controlling interests	非控股權益	15,722	-	(2,120)	(17,640)	<b>(19,405)</b>
<b>Profit/(Loss) for the year</b>	<b>本年度溢利／(虧損)</b>	<b>94,635</b>	<b>(26,065)</b>	<b>(14,235)</b>	<b>(75,474)</b>	<b>(75,357)</b>

# Financial Summary

## 財務摘要

For the year ended 31 December 2018

截至二零一八年十二月三十一日止年度

		As at 31 December 於十二月三十一日				
		2014	2015	2016	2017	2018
		二零一四年	二零一五年	二零一六年	二零一七年	二零一八年
		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>ASSETS AND LIABILITIES</b>	<b>資產與負債</b>					
Total assets	總資產	266,081	141,698	363,571	324,814	<b>246,884</b>
Total liabilities	總負債	(86,555)	(10,990)	(145,865)	(175,531)	<b>(74,991)</b>
Total equity	權益總額	179,526	130,708	217,706	149,283	<b>171,893</b>

### BOARD OF DIRECTORS

#### Executive Directors

Mr. Tsang Hing Bun

#### Non-Executive Directors

Mr. Yiu Yu Cheung

#### Independent Non-Executive Directors

Mr. Chan Siu Lun

Mr. William Keith Jacobsen

Mr. Chan Chiu Hung, Alex

### COMPANY SECRETARY

Mr. Tsang Hing Bun *CPA, ACIS, ACS, FRM*

### AUTHORISED REPRESENTATIVE

Mr. Tsang Hing Bun

Mr. Yiu Yu Cheung

### AUDIT COMMITTEE

Mr. Chan Siu Lun (*Chairman*)

Mr. William Keith Jacobsen

Mr. Chan Chiu Hung, Alex

Mr. Yiu Yu Cheung

### REMUNERATION COMMITTEE

Mr. William Keith Jacobsen (*Chairman*)

Mr. Chan Siu Lun

Mr. Chan Chiu Hung, Alex

Mr. Yiu Yu Cheung

### NOMINATION COMMITTEE

Mr. Chan Chiu Hung, Alex (*Chairman*)

Mr. Chan Siu Lun

Mr. William Keith Jacobsen

Mr. Yiu Yu Cheung

### WEBSITE

[www.kk-culture.com](http://www.kk-culture.com)

### 董事會

#### 執行董事

曾慶贊先生

#### 非執行董事

姚宇翔先生

#### 獨立非執行董事

陳肇倫先生

葉偉其先生

陳釗洪先生

### 公司秘書

曾慶贊先生 *CPA, ACIS, ACS, FRM*

### 獲授權代表

曾慶贊先生

姚宇翔先生

### 審核委員會

陳肇倫先生 (*主席*)

葉偉其先生

陳釗洪先生

姚宇翔先生

### 薪酬委員會

葉偉其先生 (*主席*)

陳肇倫先生

陳釗洪先生

姚宇翔先生

### 提名委員會

陳釗洪先生 (*主席*)

陳肇倫先生

葉偉其先生

姚宇翔先生

### 網站

[www.kk-culture.com](http://www.kk-culture.com)

# Corporate Information

## 公司資料

### AUDITOR

BDO Limited  
Certified Public Accountants  
25th Floor, Wing On Centre  
111 Connaught Road Central  
Hong Kong

### LEGAL ADVISER

Edward Lau, Wong & Lou  
9/F, LHT Tower  
31 Queen's Road Central  
Central, Hong Kong

### PRINCIPAL BANKERS

Industrial and Commercial Bank of China (Asia) Limited  
33/F, ICBC Tower, 3 Garden Road,  
Central, Hong Kong

### SHARE REGISTRARS AND TRANSFER OFFICES

#### Principal Registrar

MUFG Fund Services (Bermuda) Limited  
The Belvedere Building  
69 Pitts Bay Road  
Pembroke HM08  
Bermuda

#### Hong Kong Branch Registrar

Tricor Investor Services Limited  
Level 22, Hopewell Centre  
183 Queen's Road East  
Hong Kong

### REGISTERED OFFICE

Clarendon House  
2 Church Street  
Hamilton HM 11  
Bermuda

### HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS

44/F., Office Tower  
Convention Plaza, 1 Harbour Road  
Wanchai  
Hong Kong

### STOCK CODE

550

### 核數師

香港立信德豪會計師事務所有限公司  
執業會計師  
香港  
干諾道中111號  
永安中心25樓

### 法律顧問

劉黃盧律師行  
香港中環  
皇后大道中31號  
陸海通大廈9樓

### 主要往來銀行

中國工商銀行(亞洲)有限公司  
香港中環  
花園道3號中國工商銀行大廈33樓

### 股份過戶登記辦事處

#### 主要股份過戶登記處

MUFG Fund Services (Bermuda) Limited  
The Belvedere Building  
69 Pitts Bay Road  
Pembroke HM08  
Bermuda

#### 香港股份過戶登記分處

卓佳證券登記有限公司  
香港  
皇后大道東183號  
合和中心22樓

### 註冊辦事處

Clarendon House  
2 Church Street  
Hamilton HM 11  
Bermuda

### 總辦事處及主要營業地點

香港  
灣仔  
港灣道1號會展廣場  
辦公大樓44樓

### 股份代號

550



**KK Culture Holdings Limited**  
**KK 文化控股有限公司**

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