



新威斯顿集团有限公司 New Western Group Limited

(Incorporated in the Cayman Islands with limited liability)

(於開曼群島註冊成立之有限公司)

Stock Code 股份代號: 8242

2018

ANNUAL REPORT 年報

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香港聯合交易所有限公司（「聯交所」）GEM的特色

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

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

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本報告的資料乃遵照聯交所GEM證券上市規則（「GEM上市規則」）而刊載，旨在提供有關新威斯頓集團有限公司（「本公司」）的資料；本公司的董事（「董事」）願就本報告的資料共同及個別地承擔全部責任。各董事在作出一切合理查詢後，確認就其所知及所信，本報告所載資料在各重要方面均屬準確完備，沒有誤導或欺詐成分，且並無遺漏任何事項，足以令致本報告或其所載任何陳述產生誤導。

Corporate Information	2	公司資料
Chairman's Statement	5	主席報告書
Management Discussion and Analysis	7	管理層討論及分析
Corporate Governance Report	17	企業管治報告
Profiles of Directors and Senior Management	43	董事及高級管理人員的履歷
Directors' Report	49	董事會報告
Independent Auditor's Report	61	獨立核數師報告
Consolidated Statement of Profit or Loss and Other Comprehensive Income	68	綜合損益及其他全面收益表
Consolidated Statement of Financial Position	70	綜合財務狀況表
Consolidated Statement of Changes in Equity	72	綜合權益變動表
Consolidated Statement of Cash Flows	73	綜合現金流量表
Notes to the Consolidated Financial Statements	75	綜合財務報表附註
Summary of Five Year Financial Information	192	五年財務資料概要

CORPORATE INFORMATION

公司資料

BOARD OF DIRECTORS

Executive Directors

Mr. Zhang Qing (*Chairman*)
Dr. Sung Tak Wing Leo (*Chief Executive Officer*)
Mr. Lau Mo

Non-Executive Director

Mr. Liu Kam Lung

Independent Non-Executive Directors

Mr. Cheung Chi Man Dennis
Mr. Chiu Yu Wang
Mr. Ko Yin Wai

COMPANY SECRETARY

Dr. Sung Tak Wing Leo
Ms. Leung Cheuk Yu

COMPLIANCE OFFICER

Mr. Zhang Qing

AUTHORISED REPRESENTATIVES

Dr. Sung Tak Wing Leo
Ms. Leung Cheuk Yu

AUDIT COMMITTEE

Mr. Cheung Chi Man Dennis (*Chairman*)
Mr. Chiu Yu Wang
Mr. Ko Yin Wai

REMUNERATION COMMITTEE

Mr. Cheung Chi Man Dennis (*Chairman*)
Mr. Chiu Yu Wang
Mr. Ko Yin Wai

董事會

執行董事

張慶先生 (主席)
宋得榮博士 (行政總裁)
劉武先生

非執行董事

廖金龍先生

獨立非執行董事

張志文先生
趙汝宏先生
高賢偉先生

公司秘書

宋得榮博士
梁倬瑜女士

監察主任

張慶先生

授權代表

宋得榮博士
梁倬瑜女士

審核委員會

張志文先生 (主席)
趙汝宏先生
高賢偉先生

薪酬委員會

張志文先生 (主席)
趙汝宏先生
高賢偉先生

NOMINATION COMMITTEE

Mr. Cheung Chi Man Dennis (*Chairman*)
Mr. Chiu Yu Wang
Mr. Ko Yin Wai

提名委員會

張志文先生(主席)
趙汝宏先生
高賢偉先生

AUDITOR

CF Partners Limited

核數師

闊範會計師事務所有限公司

LEGAL ADVISOR

Loeb & Loeb LLP

法律顧問

樂博律師事務所有限法律責任合夥

REGISTERED OFFICE

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總辦事處及主要營業地點

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灣仔
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PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

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Cayman Islands

HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

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香港
皇后大道東183號合和中心22樓

股份代號

8242

公司網站

www.newwesterngroup.com.hk

CHAIRMAN'S STATEMENT 主席報告書

On behalf of the board of directors (the "Board") of New Western Group Limited (the "Company"), I hereby present the annual report of the Company and its subsidiaries (collectively referred to as the "Group") for the year ended 31 December 2018.

本人謹代表新威斯頓集團有限公司（「本公司」）董事會（「董事會」），呈報本公司及其附屬公司（統稱「本集團」）截至2018年12月31日止年度的年報。

BUSINESS ENVIRONMENT AND DEVELOPMENT

The global economic environment was full of uncertainties in 2018 as a trade war in the form of an ongoing dialogue between China and the United States of America continued, which affected the products imports and exports of both nations as well as their economic growth. Furthermore, the Federal Reserve recently signalled that its interest rate hike cycle may be ending sooner than expected. The volatilities of the above changes may weaken the worldwide economic growth in 2019.

In face of the unfavorable market environment in integrated circuit ("IC") segment, the Group recorded a decrease in its overall revenue, driven by the decrease in the provision of tailor-made ASIC services and products. The Group is going to perform more research and development activities to diversify and improve its IC products. A number of new ICs were introduced in 2018 to enrich our portfolio, especially in ASIC power management IC and ASIC Motor Driver IC. As at 31 December 2018, the Group had 20 new IC models under development and customer evaluation, but 1 IC model had been terminated. Certain customers took prudent view in project investment and extended the process of evaluation, acceptance and modification, and the completion time of development was prolonged as a result.

In view of the market competition of the money lending business which remains fierce, our loans receivables decreased from approximately HK\$135.4 million in December 2017 to approximately HK\$98.6 million in December 2018. Looking forward, the Group will continue to focus on high net worth customers to minimize the overall credit risk.

業務環境與發展

於2018年，中美繼續就貿易戰進行對話，全球經濟環境充滿不明朗因素，對兩國的產品進出口及經濟增長造成影響。此外，聯儲局於最近暗示加息周期可能較預期早完結。上述變動帶來的振盪可能會削弱2019年的全球經濟增長。

面對集成電路（「集成電路」）分部的不利市場環境，本集團的整體收入錄得下跌，此由本集團所提供的度身訂造ASIC服務及產品減少所帶動。本集團正進行更多研究及開發，以改善其集成電路產品及使之更多元化，我們亦於2018年引入一系列新集成電路產品，令我們的產品系列更豐富，特別是ASIC電源管理集成電路及ASIC電機驅動器集成電路。於2018年12月31日，本集團有20個屬開發中及處於客戶評估階段的新型號集成電路，但已終止1個集成電路型號。若干客戶對項目投資抱持審慎態度並延長評估、通過及修改的過程，因而令開發的完成時間被延遲。

鑑於放債業務的市場競爭仍然十分激烈，我們的應收貸款由2017年12月的約135.4百萬港元減少至2018年12月的約98.6百萬港元。展望未來，本集團將繼續專注於高淨值客戶以使整體信貸風險最小化。

As a result of the continuing business expansion and development of property management business in the People's Republic of China (the "PRC"), the Group had recorded a profit for 2018. We would like to share more detail of the Group's performance, financial position and other information for the year 2018 with shareholders in the following section of "Management Discussion and Analysis".

CORPORATE GOVERNANCE

The Board is committed to maintaining high standards of corporate governance and all board committees have effectively supported the Board in carrying out its responsibilities. The Board will persist to explore new business opportunity to maximize the long term interest for the shareholders as a whole.

APPRECIATION

On behalf of the Board, I would like to express my sincere thanks to the valuable contribution from our management team. I would also like to express my gratitude to all staff for their hard work in the execution of the Group's strategies and operations during the past year. Last but not least, I wish to thank all shareholders, customers, suppliers, business partners and bankers for their continuous support and confidence in the Group.

Mr. Zhang Qing

Chairman

Hong Kong, 22 March 2019

由於持續業務拓展及發展中華人民共和國（「中國」）物業管理業務，本集團於2018年錄得溢利。有關本集團2018年業績表現、財務狀況及其他資料的更多詳情，股東可參閱下文「管理層討論及分析」一節。

企業管治

董事會致力保持高水平的企業管治，並由各董事會委員會有效協助董事會執行職務。董事會將致力發掘商機，盡量提升股東整體的長期利益。

感謝

本人謹代表董事會，對我們管理層團隊的寶貴貢獻致以衷心謝意。本人亦非常感謝全體同事在過去一年為實行本集團的策略及營運而努力工作。最後，非常重要的一點是，本人要感謝全體股東、客戶、供應商、業務夥伴和銀行一直以來對本集團的支持與信任。

張慶先生

主席

香港，2019年3月22日

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

During the year ended 31 December 2018, the principal activities of the Group are: (1) the provision of IC solutions and the design, development and sales of ICs; (2) money lending business in Hong Kong through the provision of unsecured and secured loans to customers, including individuals and corporations under the provisions of the Money Lenders Ordinance (Chapter 163 of the Laws of Hong Kong); and (3) the provision of investment and planning consulting service, real estate agent, property management services and car parking management services in the People's Republic of China (the "PRC").

BUSINESS REVIEW

Continuing operations

IC Business

The Group sells IC under its own brand name "MiniLogic" and provides application specific IC service (the "ASIC Service") in the design and development of tailor-made IC to its customers. The Group also provides tailor-made IC solutions and sells tailor-made ICs to customers under the ASIC Service business section (the "ASIC Section"); and independently develops and sells generically-applicable ICs for sale in the market under the MiniLogic Brand IC business section (the "Standard IC Section").

Over the past year, the research and development (the "R&D") team completed and launched 6 new models included 1 Standard LCD Driver IC, 2 ASIC Electronic Cigarette ICs, 2 ASIC Power Management ICs and 1 ASIC DVD Player IC.

The R&D team also deployed 8 more new IC models but terminated 1 during the year. As at 31 December 2018, the Group had 20 new IC models under development and customer evaluation. The completion of the development of several new IC models has been extended as the process was prolonged due to customer evaluation, acceptance and modification work. Developing IC products with suitable technology that appeal to the market is essential for the growth of IC business. This can also expand the range of the IC products and maintain the competitiveness of the Group.

於截至2018年12月31日止年度，本集團主要活動為：(1)提供集成電路的解決方案，並從事集成電路的設計、開發及銷售；(2)根據放債人條例（香港法例第163章）於香港從事放債業務，向客戶，包括個人及公司，提供無抵押及有抵押貸款；及(3)於中華人民共和國（「中國」）提供投資及策劃諮詢服務、房地產經紀、物業管理服務及停車場管理服務。

業務回顧

持續經營業務

集成電路業務

本集團以「MiniLogic」自主品牌銷售集成電路並向其客戶提供設計和開發度身訂造集成電路的特定用途集成電路服務（「ASIC服務」）。本集團亦提供度身訂造的集成電路解決方案以及向ASIC服務業務分部（「ASIC分部」）的客戶銷售度身訂造的集成電路；另外，在MiniLogic品牌集成電路業務分部（「標準集成電路分部」）獨立開發及銷售普遍適用的集成電路以在市場銷售。

過去一年，研究及開發（「研發」）團隊完成並推出6款新型號，包括1款標準LCD驅動器集成電路、2款ASIC電子煙集成電路、2款ASIC電源管理集成電路和1款ASIC DVD播放器集成電路。

年內，研發團隊開發另外8個新集成電路型號，但亦終止開發1個集成電路型號。於2018年12月31日，本集團有20個新集成電路型號正在開發中並接受客戶評估。由於開發過程因客戶評估、驗收及修改工作而有所延長，數個新集成電路型號之開發工作亦因而延遲完成。以合適技術開發吸引市場的集成電路產品對集成電路業務增長尤為重要，而這亦有助增加集成電路產品種類及保持本集團的競爭力。

ASIC Section

Under the ASIC Section, the major products are DVD Player ICs, Power Management ICs and Electronic Cigarette ICs. 5 new IC models were launched in 2018. Due to the stagnant demand in the IC industry, revenue and margin from DVD Player ICs and Power Management ICs decreased when compared to the same period last year. Revenue from the ASIC products decreased from approximately HK\$14.3 million for the year of 2017 to approximately HK\$9.8 million for the year of 2018.

At the same time, revenue from the provision of ASIC Service significantly increased from approximately HK\$1.4 million in 2017 to approximately HK\$2.6 million in 2018. Due to the decrease in revenue from the ASIC products, particularly in DVD Player ICs and Power Management ICs, the overall revenue from the ASIC Section dropped by 21.0% from approximately HK\$15.7 million in 2017 to approximately HK\$12.4 million in 2018.

Standard IC Section

Under the Standard IC Section, the major products are LCD Driver ICs for instrument panel and Power Management ICs. 1 new IC model was launched in 2018. In view of the improvement in the market sentiment for the LCD Driver ICs, there was an increase in overall revenue for the year of 2018. Accordingly, the overall revenue from the Standard IC Section increased by 7.7% from approximately HK\$3.9 million in 2017 to approximately HK\$4.2 million in 2018.

Money Lending Business

The Group engages in the money lending business, such as providing secured and unsecured loans to customers comprising individuals and corporations to earn interest income. As the market competition remained fierce and challenging, the Group's loans receivables which are repayable according to repayment schedules with contractual maturity ranging from 3 months to 12 years, decreased from approximately HK\$135.4 million as at 31 December 2017 to approximately HK\$98.6 million as at 31 December 2018, which are repayable according to repayment schedules with contractual maturity ranging from 6 months to 42 months. Accordingly, the revenue increased by 3.5% from approximately HK\$19.7 million in 2017 to approximately HK\$20.4 million in 2018.

Property Management Business in the PRC

The Group has entered into the property management industry in the PRC since 20 January 2017 and provides a broad range of property management services to property developers and property owners.

ASIC分部

ASIC分部之主要產品為DVD播放器集成電路、電源管理集成電路及電子煙集成電路。5個新型號集成電路於2018年推出。由於集成電路行業的需求停滯不前，DVD播放器集成電路及電源管理集成電路的收益及利潤率均較去年同期下跌。ASIC產品的收益由2017年的約14.3百萬港元下跌至2018年的約9.8百萬港元。

同時，提供ASIC服務所得的收益由2017年的約1.4百萬港元大幅升至2018年的約2.6百萬港元。由於ASIC產品（尤其是DVD播放器集成電路及電源管理集成電路）帶來的收益有所下跌，ASIC分部的整體收益由2017年的約15.7百萬港元下跌21.0%至2018年的約12.4百萬港元。

標準集成電路分部

標準集成電路分部之主要產品為供儀器板使用的LCD驅動器集成電路及電源管理集成電路。於2018年推出一款新型號集成電路。鑒於LCD驅動器集成電路的市場氣氛持續改善，導致於2018年整體收益上升。因此，標準集成電路分部的整體收益由2017年的約3.9百萬港元增長7.7%至2018年的約4.2百萬港元。

放債業務

本集團從事放債業務，例如向客戶（包括個人及公司）提供有抵押及無抵押貸款以賺取利息收入。鑑於市場競爭仍然激烈且艱巨，本集團之應收貸款須按還款時間表於合約到期日（介乎3個月至12年不等）償還，由2017年12月31日的約135.4百萬港元減少至2018年12月31日的約98.6百萬港元，其乃根據還款時間表還款，合約到期日介乎6個月至42個月。因此，收益由2017年的約19.7百萬港元增加3.5%至2018年的約20.4百萬港元。

於中國之物業管理業務

本集團自2017年1月20日起進軍中國物業管理行業，並向物業發展商及業主提供廣泛物業管理服務。

Property Management Services

Through provision of property management services to property owners and residents such as predelivery services, move-in assistance services, security, cleaning, gardening, repair and maintenance, the revenue of this section increased by 17.4% from approximately HK\$24.7 million in 2017 to approximately HK\$29.0 million in 2018.

As at 31 December 2018, the Group managed residential and non-residential properties with an aggregate contracted gross floor area ("GFA") of approximately 57,000 square meters and 155,000 square meters respectively. The total contracted GFA means the sum of revenue-bearing GFA, undelivered GFA and common area GFA.

Revenue-bearing GFA represented contracted GFA in relation to which the collection of property management fees has started when a property has been delivered or is ready to be delivered. For properties that have been delivered or are ready to be delivered after delivery notices have been given to the first group of property owners in such properties, property developers would pay property management fees on unsold units until such units are sold.

Undelivered GFA means contracted GFA in relation to which the collection of property management fees has not started because the relevant property is not ready to be delivered.

Common area GFA includes pathways, garden, parking lots, and advertisement bulletin boards.

Property Real Estate Agency Services

The property management team provides property management and real estate agency services in respect of commercial and residential buildings in the PRC. The revenue of this section decreased by 64.1% from approximately HK\$3.9 million in 2017 to approximately HK\$1.4 million in 2018.

Property Consulting Services

The property management team also provides property management consultancy services to other property management companies such as standardised operation, cost control and consultation. The revenue of this section was approximately HK\$8.8 million in 2018, similar to that of the previous year of approximately HK\$8.0 million in 2017.

物業管理服務

透過向業主及住戶提供物業管理服務，如交付前服務、協助入伙服務、保安、清潔、園藝、維修及保養，此分部的收益由2017年的約24.7百萬港元增加17.4%至2018年的約29.0百萬港元。

於2018年12月31日，本集團已管理住宅及非住宅物業，總訂約建築面積（「建築面積」）分別為約57,000平方米及155,000平方米。總訂約建築面積指計算收益建築面積、未交付建築面積及公共空間建築面積的總和。

計算收益建築面積指物業管理費於物業交付或準備交付後開始收取的已訂約建築面積。物業發展商會於物業交付或準備交付後（此乃於交付通知交予首批業主時發生）就待售單位支付物業管理費，直至該等單位售出為止。

未交付建築面積指因相關物業尚未準備交付而未有開始收取物業管理費的已訂約建築面積。

公共空間建築面積包括小徑、花園、停車位及廣告宣傳板。

房地產經紀服務

物業管理團隊就中國的商業及住宅樓宇提供物業管理及房地產經紀服務。此分部的收益由2017年的約3.9百萬港元減少64.1%至2018年的約1.4百萬港元。

物業諮詢服務

物業管理團隊亦向其他物業管理公司提供物業管理諮詢服務，如標準化運作、成本控制及諮詢。此分部的收益於2018年約為8.8百萬港元，與上一年度2017年的約8.0百萬港元相若。

FINANCIAL REVIEW

Below is an analysis of our key financial indicators including, but not limited to revenue, cost of sales and services, gross profit and cost to income ratio, which reflected the financial position of the business.

Revenue, Cost of Sales and Services and Gross Profit

The total revenue of the Group from continuing operations increased by 0.5% from approximately HK\$75.9 million in 2017 to approximately HK\$76.3 million in 2018. The increase was mainly due to the revenue generated from the property management business in the PRC.

Cost of sales and services of the Group from continuing operations related to the IC and the property management business in the PRC decreased by 7.3% from approximately HK\$28.5 million in 2017 to approximately HK\$26.4 million in 2018.

The gross profit of the ASIC Section from continuing operations increased by 14.2% from approximately HK\$4.2 million in 2017 to approximately HK\$4.8 million in 2018, and gross profit margin of the ASIC Section from continuing operations was 38.9% in 2018, representing an increase of 12.0 percentage points from 26.9% in 2017. The increase in gross profit margin of ASIC Section was mainly due to the decrease in cost of sales of ASIC products. The gross profit of the Standard IC Section from continuing operations increased significantly by 23.5% from approximately HK\$1.7 million in 2017 to approximately HK\$2.1 million in 2018, and the gross profit margin of Standard IC Section from continuing operations was 49.3% in 2018, representing a rise of 6.2 percentage points from 43.1% in 2017. The increase in gross profit margin of Standard IC Section was mainly attributable to the increase in revenue from certain higher margin Standard IC products. The overall gross profit of the Group from continuing operations increased by 5.3% from approximately HK\$47.4 million in 2017 to approximately HK\$49.9 million in 2018, and the overall gross profit margin of the Group from continuing operations was 65.4%, representing an increase of 3.0 percentage points from 62.4% in 2017. The overall gross profit margin decreased as the profit margin of the property management business in the PRC has declined.

Expenses

Staff costs from continuing operations increased significantly by 13% from approximately HK\$18.4 million in 2017 to approximately HK\$20.8 million in 2018. The increase was primarily attributable to general pay rise and the property management business in the PRC.

財務回顧

以下是我們主要財務指標的分析，其中包括但不限於收益、銷售及服務成本、毛利和成本收入比率，反映了業務的財務狀況。

收益、銷售及服務成本及毛利

本集團來自持續經營業務的總收益由2017年的約75.9百萬港元增加0.5%至2018年的約76.3百萬港元。該增加乃主要由於中國的物業管理業務所產生的收益所致。

本集團來自持續經營業務的銷售及服務成本乃涉及集成電路及於中國之物業管理業務，其由2017年的約28.5百萬港元減少7.3%至2018年的約26.4百萬港元。

來自持續經營業務的ASIC分部之毛利由2017年的約4.2百萬港元增加14.2%至2018年的約4.8百萬港元，而來自持續經營業務的ASIC分部於2018年之毛利率為38.9%，較2017年的26.9%增長12.0個百分點。ASIC分部之毛利率增長主要由於ASIC產品之銷售成本下降所致。來自持續經營業務的標準集成電路分部之毛利由2017年的約1.7百萬港元大幅增加23.5%至2018年的約2.1百萬港元，而來自持續經營業務的標準集成電路分部於2018年之毛利率為49.3%，較2017年的43.1%上升6.2個百分點。標準集成電路分部之毛利率上升乃主要由於若干利潤率較高之標準集成電路產品的收益增加所致。本集團來自持續經營業務的整體毛利由2017年的約47.4百萬港元增長5.3%至2018年的約49.9百萬港元，而本集團來自持續經營業務的整體毛利率為65.4%，較2017年的62.4%增加3.0個百分點。整體毛利率減少，乃由於於中國之物業管理業務的利潤率下降所致。

開支

來自持續經營業務的員工成本由2017年的約18.4百萬港元大幅增加13%至2018年的約20.8百萬港元。該增加乃主要由於工資普遍上升及於中國的物業管理業務所致。

Depreciation and amortisation from continuing operations in 2018 was approximately HK\$1.5 million, similar to that of the corresponding period in previous year.

Operating lease rentals from continuing operations increased by 19.0% from approximately HK\$2.1 million in 2017 to approximately HK\$2.5 million in 2018, which was mainly due to the move to new offices in PRC during 2018.

Other operating expenses from continuing operations decreased by 16.1% from approximately HK\$9.3 million in 2017 to approximately HK\$7.8 million in 2018. The decrease was mainly attributable to the decrease in spending on expansion and development of the business, such as legal and professional fee.

Profit Attributable to Owners of the Company

The consolidated profit attributable to owners of the Company from continuing operations for the year 2018 was approximately HK\$15.5 million. For the year 2017, the consolidated profit attributable to owners of the Company was approximately HK\$10.3 million. The increase was approximately HK\$5.2 million, or 50.5%. The increase was mainly attributable to the increase in overall revenue and gross profit as a result of revenue and profit generated from the property management business in PRC.

Cost to income ratio

The cost to income ratio of the Group (expenses/revenue) from continuing operations was 47.9% in 2018, representing a drop of 2.1 percentage points from 50.0% in 2017. The drop in its ratio was mainly attributable to the revenue generated from the property management business in the PRC.

來自持續經營業務的折舊及攤銷於2018年約為1.5百萬港元，與去年同期維持相若水平。

來自持續經營業務的經營租賃租金由2017年的約2.1百萬港元上升19.0%至2018年的約2.5百萬港元，乃主要由於2018年期間搬遷至中國的新辦公室。

來自持續經營業務的其他經營開支由2017年的約9.3百萬港元減少16.1%至2018年的約7.8百萬港元。該減少乃主要由於法律及專業費用等業務拓展及發展的支出減少所致。

本公司擁有人應佔溢利

於2018年，來自持續經營業務的本公司擁有人應佔綜合溢利約為15.5百萬港元。於2017年，本公司擁有人應佔綜合溢利約為10.3百萬港元。增長約為5.2百萬港元或50.5%。該增長乃主要歸因於來自於中國物業管理業務所產生的收益及溢利導致整體收益及毛利上升。

成本收入比率

於2018年，本集團來自持續經營業務的成本收入比率（開支／收益）為47.9%，較2017年的50.0%下跌2.1個百分點。其比率下跌乃主要由於自中國物業管理業務所產生的收益所致。

RISKS RELATING TO THE GROUP AND ITS BUSINESS

Reliance on a few key customers

The Group's ability to maintain close relationships with its customers is important to its ongoing growth and profitability. Although the Group's revenue from specific customers vary from period to period, a significant portion of the Group's total revenue was derived from a few major customers for the year ended 31 December 2018 and the corresponding period in last year. The five largest customers accounted for approximately 25.0% and 27.2% of the Group's revenue while the largest customer accounted for approximately 7.6% and 6.8% of the Group's revenue for the years ended 31 December 2018 and 2017 respectively. The Group has established its business relationship with the largest customer, which is an independent third party (as defined in the GEM Listing Rules) principally engaged in property management and consulting services, since 2017. However, as the Group does not enter into long term or master services contracts with its major customers, there is no assurance that they will continue to use the services from the Group at the same level as they have done in the past.

LIQUIDITY, FINANCIAL RESOURCES AND CAPITAL STRUCTURE

As at 31 December 2018, the Group had bank and cash balances of approximately HK\$89.8 million (31 December 2017: approximately HK\$39.0 million) and did not have any borrowings, banking facilities or any loan arrangement. The current ratio of the Group as at 31 December 2018 was 1,424.4% (31 December 2017: 1,501.2%), reflecting the fact that the liquidity of the Group remained healthy. The gearing ratio calculated as the ratio of total interest-bearing debt to total asset was nil as at 31 December 2018 (31 December 2017: nil). The Group's financial position is healthy, and that enables the Group to expand its core business and achieve its business objectives.

CHARGES ON ASSETS

As at 31 December 2018, the Group did not have any charges on its assets (31 December 2017: nil).

與本集團及其業務相關的風險

依賴少數主要客戶

本集團與其客戶維持緊密關係的能力對其持續的增長及盈利能力而言甚為重要。儘管本集團來自特定客戶之收益於每個期間均有所不同，於截至2018年12月31日止年度及去年同期，本集團總收益中的主要部分乃來自少數主要客戶。截至2018年及2017年12月31日止年度，五大客戶分別佔本集團收益約25.0%及27.2%，而最大客戶則分別佔本集團收益約7.6%及6.8%。本集團自2017年開始與最大客戶（為獨立第三方（定義見GEM上市規則），其主要從事物業管理及諮詢服務）建立起業務關係。然而，本集團並無與其主要客戶訂立長期或主服務合同，故並不保證彼等將繼續向本集團使用與其過往同等程度的服務。

流動資金、財務資源及資本架構

於2018年12月31日，本集團的銀行及現金結餘約為89.8百萬港元（2017年12月31日：約39.0百萬港元）及並無任何借款、銀行融資或任何貸款安排。於2018年12月31日，本集團的流動比率為1,424.4%（2017年12月31日：1,501.2%），反映本集團的流動性維持健康。於2018年12月31日，本集團的資產負債比率（即總計息債務對總資產的比率）為零（2017年12月31日：零）。本集團的財務狀況健康，讓本集團能夠擴充其核心業務並達成其業務目標。

資產抵押

於2018年12月31日，本集團並無任何資產抵押（2017年12月31日：零）。

FOREIGN EXCHANGE EXPOSURE

The Group's transactions are mainly denominated in United States dollars, Hong Kong dollars and Renminbi. Therefore, the Group is exposed to foreign currency exchange risk. The Group has not implemented any foreign currency hedging policy at the moment. However, continuous monitoring on the foreign exchange exposure is carried out by the management and the management will consider hedging against significant foreign exchange exposure should the need arise.

外匯風險

本集團的交易主要以美元、港元及人民幣計值。因此，本集團承受外匯風險。本集團現時並無實行任何外幣對沖政策。然而，管理層持續監察所承受的外匯風險及在有需要時考慮對沖重大外匯風險。

CONTINGENT LIABILITIES AND CAPITAL COMMITMENT

The Group did not have any material contingent liabilities or capital commitment as at 31 December 2018 (31 December 2017: nil).

或然負債及資本承擔

本集團於2018年12月31日並無任何重大或然負債或資本承擔(2017年12月31日：零)。

SIGNIFICANT INVESTMENTS HELD, MATERIAL ACQUISITIONS AND DISPOSALS OF SUBSIDIARIES, ASSOCIATES AND JOINT VENTURES, AND FUTURE PLANS FOR MATERIAL INVESTMENTS OR CAPITAL ASSETS

Save for those disclosed in this annual report, there were no significant investments held by the Group as at 31 December 2018, nor were there other material acquisitions and disposals of subsidiaries by the Group during the year 2018. Apart from those disclosed in this annual report, there was no other plan authorised by the Board for other material investments or additions of capital assets at the date of this report.

所持重大投資、附屬公司、聯營公司及合營企業的重大收購及出售以及未來重大投資或資本資產計劃

除本年報所披露者外，於2018年12月31日，本集團並無持有重大投資，於2018年本集團亦無附屬公司的其他重大收購及出售。除本年報所披露者外，董事會於本報告日期並無批准任何其他重大投資或購入資本資產的其他計劃。

DIVIDEND

The Board does not recommend the payment of a final dividend for the year ended 31 December 2018 (2017: nil).

股息

董事會並不建議就截至2018年12月31日止年度派付末期股息(2017年：無)。

EMPLOYEES AND REMUNERATION POLICIES

The Group has approximately 46 (31 December 2017: 47) employees as at 31 December 2018. The Group's remuneration policies are in line with the prevailing market practice and are determined on the basis of performance, qualification and experience of individual employee. The Group recognises the importance of building a good relationship with its employees. The remuneration payable to our employees includes salaries and allowances. Other benefits include training and discretionary bonus.

ENVIRONMENTAL POLICIES AND PERFORMANCE

The Group has minimised the operation impact on the environment and natural resource. During 2018, the Group encourages every staff to turn off the computers, photocopiers and other electronic equipment when they are off duty or on leave. The Group is going to review the environmental practices from time to time and will consider measures and practices to enhance the long term sustainability of the environment.

Detailed discussion of the environmental policies and performance will be included in the Environmental, Social and Governance Report which will be separately published within three months after the publication of this annual report.

COMPLIANCE WITH THE APPLICABLE LAWS AND REGULATIONS

The Group recognises the importance of compliance with regulatory requirements and the risk of non-compliance, for instance, the operating licences may be terminated. The Group has been allocating system and staff resources to ensure ongoing compliance with the applicable rules and regulations and to maintain cordial working relationships with regulators effectively through effective communications.

During the year under review, to the best of knowledge of the Board, the Group has complied with the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (the "SFO") and the GEM Listing Rules and other applicable rules and regulations.

僱員及薪酬政策

於2018年12月31日，本集團約有46名（2017年12月31日：47名）僱員。本集團的薪酬政策符合現行市場慣例，且乃根據個別僱員的表現、資歷及經驗而釐定。本集團明白與僱員建立良好關係的重要性。應付僱員的薪酬包括薪金及津貼。其他福利則包括培訓及酌情花紅。

環境政策及成效

本集團已將營運對環境及天然資源的影響減至最低。於2018年內，本集團鼓勵每名員工於下班或休假時應關閉電腦、影印機及其他電子設備的電源。本集團會不時檢討環境常規，並將考慮提高環境長遠可持續性的措施及常規。

環境政策及表現之詳細討論將載於環境、社會及管治報告內，而該報告將於刊登本年報後三個月內獨立刊登。

遵守適用法律及法規

本集團深明遵守監管要求的重要及未能遵守之風險，如可予終止營運牌照。本集團已分配系統及人手資源，以確保一直遵守適用規則及法規，以及透過有效溝通有效地與監管機構維持良好工作關係。

於回顧年間，就董事會所知悉，本集團已遵守證券及期貨條例（香港法例第571章）（「證券及期貨條例」）及GEM上市規則以及其他相關適用規則及法規。

TERMINATION OF MEMORANDUM OF UNDERSTANDING FOR THE PROPOSED ACQUISITION

On 13 June 2018, the Company as prospective purchaser and Loong Construction Development Company Limited as the prospective vendor and being an independent third party of the Group entered into a memorandum of understanding (“MOU”) in relation to the proposed acquisition of 100% of the issued share capital of Uyou Technology Co., Limited (the “Target Company”) (the “Proposed Acquisition”). The Target Company is principally engaged in provision of network technology, computer hardware and software technology development, technology transfer, technical consulting; sales of computer hardware and software; web design; corporate image planning, market information consulting; computer system integration services; market research; corporate marketing planning; conference and exhibition display services; real estate agent; business consulting (not including the investment consulting) and engineering survey and design services in the PRC. On 14 August 2018, the Company and the prospective vendor entered into an agreement to terminate the MOU (the “Termination of MOU”) with immediate effect as the Company was not satisfied with the result of due diligence in relation to the Target Company and its subsidiaries.

Details of the MOU for Proposed Acquisition and Termination of MOU were disclosed in the Company’s announcements dated 13 June 2018 and 14 August 2018 respectively.

終止有關建議收購事項之諒解備忘錄

於2018年6月13日，本公司作為潛在買方與 Loong Construction Development Company Limited作為潛在賣方及本集團之獨立第三方訂立諒解備忘錄（「諒解備忘錄」），涉及建議收購Uyou Technology Co., Limited（「目標公司」）的100%已發行股本（「建議收購事項」）。目標公司主要於中國從事網絡技術、計算機軟硬件的技術開發、技術轉讓、技術諮詢；銷售計算機軟硬件；網頁設計；企業形象策劃、市場信息諮詢；計算機系統集成服務；市場調研；企業營銷策劃；會議及展覽展示服務；房地產經紀服務；商務諮詢（不含投資諮詢）及工程勘察設計。於2018年8月14日，由於本公司對目標公司及其附屬公司的盡職審查結果不滿意，本公司與潛在賣方訂立協議以終止諒解備忘錄（「終止諒解備忘錄」），並即時生效。

有關建議收購事項之諒解備忘錄及終止諒解備忘錄之詳情已分別於本公司日期為2018年6月13日及2018年8月14日的公告中披露。

VOLUNTARY CONDITIONAL CASH OFFER

On 24 August 2018, Zhongtai International Securities Limited for and on behalf of Champsword Limited (Mr. Lau Mo, the executive director of the Company, is the sole beneficial owner of all of the issued shares capital of the Champsword Limited) (the “Offeror”) made the voluntary conditional cash offer (the “Offer”) to acquire all of the issued shares of the Company other than those already owned by the Offeror and the concert parties. The Offer was closed on 25 October 2018 and the valid acceptances under the Offer were 385,400,526 shares. The Offeror, therefore, held an aggregate of 800,400,526 shares, representing approximately 57.26% of the entire issued share capital of the Company on 25 October 2018.

自願性有條件現金要約

於2018年8月24日，中泰國際證券有限公司代表Champsword Limited（本公司執行董事劉武先生為Champsword Limited全部已發行股本之唯一實益擁有人）（「要約人」）提出自願性有條件現金要約（「要約」）以收購要約人及一致行動人士已擁有者以外的全部已發行股份。要約於2018年10月25日結束，要約下的有效接受為385,400,526股股份。因此，要約人合共持有800,400,526股股份，相當於本公司於2018年10月25日全部已發行股本約57.26%。

Details of the Offer and the close of Offer were disclosed in the Company's announcements dated 24 August 2018, 5 September 2018, 21 September 2018, 11 October 2018 and 25 October 2018 respectively.

OUTLOOK

The overall global stock market and economies continued to be unstable as there is an ongoing trade conflict between the United States of America and the PRC. The US Federal Reserve Bank expected that the interest rate hike cycle may be ending sooner than sooner. Facing the challenging environment in Hong Kong and the PRC, the Group will continue to enhance the operational efficiency in IC business by closely monitoring the development of the products and optimizing resource allocation. As the market competition of the money lending business is still keen and highly competitive, the Group will be maintaining its focus on high net worth customers to minimize the overall credit risk. The Group is also going to divert more attention and resource to develop the property management business in the PRC and is considering to expand this segment through acquisition of the property management companies and other service companies which provide services relating to real estate and property management.

Looking forward, the global economies and operation environment is full of challenges, the management will continue to exercise prudence in looking for any suitable business opportunities, so as to diversify the source of revenues and cash flows, taking into account the funding requirement and associated business risk.

要約及要約結束之詳情分別於本公司於2018年8月24日、2018年9月5日、2018年9月21日、2018年10月11日及2018年10月25日的公告中披露。

展望

鑑於美國與中國之間持續的貿易衝突，全球整體股票市場及經濟仍然波動。美國聯邦儲備銀行預計加息周期或較預期提早完結。面臨香港及中國富挑戰的環境，本集團會繼續密切監察產品的發展及優化資源分配，以提升集成電路業務的營運效率。由於放貸業務的市場競爭仍然激烈，本集團將繼續關注爭取高淨值客戶，以盡量降低整體信貸風險。本集團將投放更多的精力和資源，發展中國的物業管理業務，同時考慮透過收購物業管理公司及其他提供房地產及物業管理服務的服務公司擴充本分部。

展望未來，全球經濟及運營環境充滿挑戰，管理層將繼續持審慎態度，一方面物色各項合適的商機，多元收入和現金流來源，同時亦關注有關項目之資金要求及相關的業務風險。

CORPORATE GOVERNANCE REPORT

企業管治報告

Pursuant to Rule 18.44 of the GEM Listing Rules, the Board is pleased to present this corporate governance report for the year ended 31 December 2018.

根據GEM上市規則第18.44條，董事會欣然呈報截至2018年12月31日止年度的企業管治報告。

CORPORATE GOVERNANCE PRACTICES

The Group is committed to upholding high standards of corporate governance. The Board considers that enhanced public accountability and corporate governance are beneficial for the healthy growth of the Group, improving customer and supplier confidence and safeguarding the interests of shareholders of the Group.

The Board has continued to monitor and review the corporate governance principles and practices to ensure compliance. The Company has adopted the Corporate Governance Code (the “CG Code”) contained in Appendix 15 to the GEM Listing Rules as its own code and has complied with the CG Code throughout the year ended 31 December 2018, except the following deviations:

Under code provision A.6.7, independent non-executive directors and other non-executive directors should generally attend general meetings to gain and develop a balanced understanding of the views of shareholders.

1. Mr. Lau Mo (an executive Director) was unable to attend the extraordinary general meeting of the Company held on 10 January 2018 as he was obliged to be away for his business matter.
2. Mr. Liu Kam Lung (a non-executive Director) was unable to attend the annual general meeting of the Company held on 27 April 2018 as he was obliged to be away for his business matter.

企業管治常規

本集團致力維持高水平的企業管治。董事會認為，加強公眾問責性及企業管治有利於本集團的穩健增長，可提升客戶及供應商信心，並保障本集團股東的利益。

董事會繼續監察及檢討企業管治原則及常規，以確保合規。本公司已採納GEM上市規則附錄15所載之《企業管治守則》（「企業管治守則」）作為其本身的守則，並已於截至2018年12月31日止年度內，一直遵守企業管治守則，惟下列偏離事項除外：

根據守則條文第A.6.7條，獨立非執行董事及其他非執行董事通常應出席股東大會，以獲得並增進對股東意見的公正了解。

1. 時任執行董事劉武先生因其個人公務事宜而無法出席本公司於2018年1月10日召開之股東特別大會。
2. 時任非執行董事廖金龍先生因其個人公務事宜而無法出席本公司於2018年4月27日召開之股東週年大會。

DIRECTORS' SECURITIES TRANSACTIONS

The Company has adopted a code of conduct regarding securities transactions by Directors (the "Model Code") on terms no less exacting than the required standard of dealings set out in Rule 5.48 to 5.67 of the GEM Listing Rules.

Upon the specific enquiry made to all the Directors, the Company was not aware of any non-compliance with the Model Code regarding securities transactions by the Directors during the year ended 31 December 2018.

BOARD OF DIRECTORS

Composition

The Board currently comprises seven directors including three executive Directors, namely Mr. Zhang Qing (Chairman), Dr. Sung Tak Wing Leo (Chief Executive Officer) and Mr. Lau Mo, one non-executive Director namely Mr. Liu Kam Lung and three independent non-executive Directors, namely Mr. Cheung Chi Man Dennis, Mr. Chiu Yu Wang and Mr. Ko Yin Wai. An updated list of Directors identifying their roles and functions and whether they are independent non-executive Directors has been published on the websites of the Company and the Stock Exchange respectively. The profiles of the Directors are set out in the section "Profiles of Directors and Senior Management" of this annual report.

董事的證券交易

本公司已採納一套條款不寬鬆於GEM上市規則第5.48至5.67條所載的交易必守標準之董事進行證券交易之行為守則(「標準守則」)。

經向所有董事作出特定查詢後，而本公司並不知悉截至2018年12月31日止年度內有任何未符合董事進行證券交易之標準守則之情況。

董事會

組成

董事會現時由7名董事組成，包括3名執行董事，即張慶先生(主席)、宋得榮博士(行政總裁)及劉武先生、一名非執行董事，即廖金龍先生以及三名獨立非執行董事，即張志文先生、趙汝宏先生及高賢偉先生。最新一份董事會成員名單(列明其角色和職能以及彼等是否為獨立非執行董事)已分別刊載於本公司及聯交所網站。董事的履歷詳情載於本年報「董事及高級管理人員的履歷」一節。

During the year ended 31 December 2018, four regular Board meetings and three other Board meetings were held in addition to circulation of written resolution. The attendance record of individual Directors to the Board and the committee meetings during the year ended 31 December 2018 are shown below:

截至2018年12月31日止年度，除傳閱書面決議案外，共舉行了4次董事會常規會議及3次其他董事會會議。截至2018年12月31日止年度，個別董事於董事會及委員會會議的出席記錄如下：

Name of member 成員名稱	Attendance record of meetings held in 2018 於2018年內舉行的會議出席記錄					
	Annual General Meeting 股東週年大會	Extraordinary General Meeting 股東特別大會	Board 董事會	Audit Committee 審核委員會	Remuneration Committee 薪酬委員會	Nomination Committee 提名委員會
	In number (in %) 次數 (百分比)	In number (in %) 次數 (百分比)	In number (in %) 次數 (百分比)	In number (in %) 次數 (百分比)	In number (in %) 次數 (百分比)	In number (in %) 次數 (百分比)
Total Number of Meetings 會議次數總數	1	1	7 (Note 1) (附註1)	6	1	1
Number of Meetings attended/Total 出席會議次數／總數						
Executive Directors 執行董事						
Mr. Zhang Qing (Chairman) 張慶先生 (主席)	1/1 (100%)	1/1 (100%)	7/7 (100%)	N/A 不適用	N/A 不適用	N/A 不適用
Dr. Sung Tak Wing Leo (Chief Executive Officer) 宋得榮博士 (行政總裁)	1/1 (100%)	1/1 (100%)	7/7 (100%)	N/A 不適用	N/A 不適用	N/A 不適用
Mr. Lau Mo 劉武先生	1/1 (100%)	0/1 (0%)	7/7 (100%)	N/A 不適用	N/A 不適用	N/A 不適用
Non-Executive Director 非執行董事						
Mr. Liu Kam Lung 廖金龍先生	0/1 (0%)	1/1 (100%)	7/7 (100%)	N/A 不適用	N/A 不適用	N/A 不適用
Independent Non-Executive Directors 獨立非執行董事						
Mr. Cheung Chi Man Dennis 張志文先生	1/1 (100%)	1/1 (100%)	7/7 (100%)	6/6 (100%)	1/1 (100%)	1/1 (100%)
Mr. Chiu Yu Wang 趙汝宏先生	1/1 (100%)	1/1 (100%)	7/7 (100%)	6/6 (100%)	1/1 (100%)	1/1 (100%)
Mr. Ko Yin Wai 高賢偉先生	1/1 (100%)	1/1 (100%)	7/7 (100%)	6/6 (100%)	1/1 (100%)	1/1 (100%)

Note:

附註：

1. The Board held four regular Board meetings and three other full Board meetings during the year ended 31 December 2018.

1. 截至2018年12月31日止年度內，董事會舉行了4次董事會常規會議及3次其他全體董事會會議。

THE RESPONSIBILITIES OF THE BOARD

The Board is responsible for the control and leadership of management of the Company's business and is collectively responsible for the Company's affair under the Board's direction and supervision. All the Directors should make decision objectively in the interests of the Company.

The overall responsibilities of the Board include considering and making decisions on the following matters:

- (i) Setting the corporate goals of the Group and formulating the Group's strategy and monitoring the implementation;
- (ii) Diversification and extension of activities into new business area;
- (iii) Approving the annual, half year and quarterly results;
- (iv) Formulating and implementing dividend policy;
- (v) Formulating and implementing material acquisitions and disposal;
- (vi) Reviewing and monitoring the Group's internal control systems;
- (vii) Monitoring the performance of the Management; and
- (viii) Determining and reviewing the composition and diversity of the Board.

董事會的職責

董事會負責監控及領導本公司業務之管理，並於董事會的指導及監察下共同負責本公司事務。全體董事應以本公司之利益為依歸，客觀作出決策。

董事會的整體職責包括就下列事項進行審議並作出決定：

- (i) 制定本集團的企業目標，並制定本集團的策略，並監控其執行情況；
- (ii) 作多元化和擴展至新的業務領域；
- (iii) 批准年度、半年度及季度業績；
- (iv) 製定並實行股息政策；
- (v) 製定並實行重大收購及出售事項；
- (vi) 檢討及監察本集團之內部監控系統；
- (vii) 監控管理層的表現；及
- (viii) 決定及審閱董事會的組成及多元性。

BOARD COMPOSITION AND DIVERSITY POLICY

The Company has adopted the board diversity policy since 30 August 2013. The policy sets out the approach to achieve diversity in the Board that should have a balance of skills, experience and diversity of perspectives appropriate to the requirements of the Group's business and compliance with policies. The composition and diversity policies of the Board is reviewed annually and regularly. The Board should ensure that its changes in composition will not result in any undue interference. The Board members should possess appropriate professionalism, experience and trustworthiness in performing duties and functions. The Board would diversify its composition according to the Company's situations and need. While participating in nomination and recommendation of director candidates during the year, each member of the Board may consider a range of diversity perspectives, including but not limited to gender, age, cultural and educational background, or professional experience in achieving diversity for the benefit of the Company's various business development and management. The Board is to review the policy concerning diversity of Board members, and to disclose the policy or a summary of the policy in the corporate governance report, including any quantitative targets and standards and its progress with policy implementation.

During the year of 2018, the Board has reviewed the diversity of the Board and considered the Board composition and diversity policy appropriate.

董事會的組成及成員多元化政策

本公司自2013年8月30日起採納董事會成員多元化政策。政策載列董事會成員多元化的方法，董事會應具備本集團業務及政策合規要求的適當技術、經驗及多元化的觀點。董事會的組成及成員多元化政策將每年及定期予以審閱。董事會應確保其組成人員的變動將不會帶來任何不適當的干擾。董事會成員應具備合適的專業、經驗及誠信，以履行其職責及效能。董事會應視乎本公司情況及需要，對其組成予以多元化。董事會各成員參與年內就董事候選人的提名及推薦時，可透過考慮多項多元化因素，包括（但不限於）性別、年齡、文化及教育背景或專業經驗，有利於本公司各項業務的發展及管理。董事會檢討涉及董事會成員多元化的政策，於企業管治報告內披露其政策或政策摘要，包括為執行政策的任何可計量目標及達標及其進度。

於2018年，董事會已檢討董事會成員的多元性及認為董事會的組成及成員多元化政策合適。

NOMINATION POLICY

The Board formulated the nomination policy on 30 January 2019, under the nomination policy, the Company adopts fair, formal, rigorous and transparent criteria and procedures for the selection and appointment of new Directors.

Selection Criteria

The nomination committee of the Company (the "Nomination Committee") will recommend, and the Board will approve the appointment or reappointment of Directors through thorough consideration of a number of factors, including but not limited to gender, age, race, ethnicity, cultural, educational background, professional experience and length of service.

Also, in making a recommendation to the Board on the appointment or reappointment of independent non-executive Directors, the Nomination Committee shall ensure the proposed independent non-executive Directors meet the criteria of independence as laid down in the GEM Listing Rules. In addition, the Nomination Committee specifically considers the time commitment of the proposed independent non-executive Directors especially if the proposed independent non-executive Directors will be holding their seventh (or more) listed issuer directorship. Independent non-executive Directors sitting on multiple boards will need to ensure they devote sufficient time to the each board and board committees.

Procedures for appointment of new Directors

1. Before making an appointment, the Nomination Committee assesses the structure, size and composition of the current Board in order to consider the range of backgrounds, qualifications, skills, experience, expertise, knowledge, independence, attributes, diversities and perspectives of the Board that are required to constitute a balanced Board to contribute to the decision-making capabilities of the Board to avoid groupthink and to enhance the effectiveness of the Board so as to achieve better corporate governance results.
2. In view of this assessment, the Nomination Committee will draw up a description of the role and competencies needed. Based on such description, the Nomination Committee will select from a broad range of candidates who are in and outside the Board's circle of contacts in accordance with the Company's diversity policy, with a view to appointing the best-placed individual for the role. During this process, the Nomination Committee may consult any source it deems appropriate in identifying suitable candidates, such as by advertising, referral or through recruitment consultants.

提名政策

董事會於2019年1月30日制定提名政策，根據提名政策，本公司對遴選及委任新董事採納公平正式嚴格透明的標準及程序。

遴選標準

本公司提名委員會（「提名委員會」）將推薦，而董事會將透過全面考慮多項因素後批准委任或重新委任董事，有關因素包括但不限於性別、年齡、種族、文化、教育背景、專業經驗及服務年限。

此外，提名委員會在就委任或重新委任獨立非執行董事向董事會提出推薦建議時，提名委員會須確保擬任獨立非執行董事符合GEM上市規則所載的獨立標準。另外，提名委員會特別考慮擬任獨立非執行董事的時間承諾，特別是倘擬任獨立非執行董事將持有其第七（或更多）上市發行人董事職位。在多個董事會任職的獨立非執行董事需確保彼等為各個董事會和董事委員會投入足夠時間。

委任新董事的程序

1. 於委任新董事之前，提名委員會評估現任董事會的架構、規模和組成，以考慮董事會的背景、資格、技能、經驗、專業知識、知識、獨立性、屬性、多元化及觀點的範圍，務必組建一個平衡的董事會，從而促進董事會的決策能力，以避免群體思維，並提高董事會的效率，進而實現更佳的企業管治結果。
2. 鑑於該評估，提名委員會將擬定所需角色和能力的說明。根據該說明，提名委員會將根據本公司的多元化政策從董事會聯繫人範圍內外的眾多候選人中進行遴選，以期任命最佳人選擔任該職位。在此過程中，提名委員會可諮詢其認為適當的任何來源（例如通過廣告、推薦或通過招聘顧問）以確定合適的候選人。

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| <p>3. The Nomination Committee will assess candidates thoroughly with a rigorous appraisal of the candidates' track record and abilities against the defined selection criteria in view of the Board's agreed strategies and objectives to the challenges and opportunities that the Company is facing.</p> <p>4. The Nomination Committee will thereafter make the recommendation to the Board in relation to the proposed appointment. The Nomination Committee will provide the relevant information of the selected candidate to the remuneration committee for consideration of remuneration package of such selected candidate.</p> <p>5. Chairman of the Board may perform interview and assess the selected candidate's character, integrity, judgement, independence, potential conflicts of interest and time commitment to the Company. The candidate may be asked to give presentation on his/her proposals for the Company's strategy and his/her visions about the Company's future. Chairman of the Board will report to the Board for the approval of appointment.</p> <p>6. If the candidate does not match the Board's criteria, a new round of recruitment will take place.</p> | <p>3. 鑑於董事會的議定策略及挑戰目標以及本公司面臨的機遇，提名委員會將按所定義的遴選標準對候選人的往績記錄和能力進行嚴格評估，全面接觸候選人。</p> <p>4. 此後，提名委員會將就建議委任向董事會提出推薦建議。提名委員會將向薪酬委員會提供所遴選候選人的相關資料，以供考慮所遴選候選人的薪酬待遇。</p> <p>5. 董事會主席可以面試並評估所遴選候選人的性格、誠信、判斷力、獨立性、與本公司的潛在利益衝突以及對本公司的時間承諾。候選人或會獲要求介紹彼對本公司策略的建議以及彼對本公司未來的願景。董事會主席將向董事會報告批准委任事項。</p> <p>6. 如果候選人不符合委員會的標準，將展開新一輪招聘。</p> |
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Procedures for re-appointment of Directors

1. All Directors should be subject to re-elect at regular interval. Every Director, including those appointed for a specific term, should be subject to retirement by rotation at least once every three years.
2. If an independent non-executive Director serves more than nine years, his/her further appointment should be subject to a separate resolution to be approved by shareholders. The papers to shareholders accompanying that resolution should include the reasons why the Board believe the independent non-executive Director is still independent and should be re-elected.
3. In re-appointment of Directors, the Board shall follow the same procedure as the appointment of new Directors, except for the need to identify suitable candidates. The Board shall especially consider the independence of the proposed Directors since the independence of the proposed Directors is likely to diminish over time as the Directors become familiar with the Company and the executives or the Board.

重新委任董事的程序

1. 全體董事均應定期重選。每位董事（包括具有特定任期的董事）應至少每三年輪席退任一次。
2. 如果獨立非執行董事的任期超過九年，該董事的進一步委任應受限於股東擬批准的單獨決議案。隨同該決議案的股東文件應包括董事會認為獨立非執行董事仍然獨立並應獲重選的原因。
3. 於重新委任董事時，董事會將遵循與委任新董事相同的程序，惟需要識別合適的候選人除外。董事會應特別考慮擬任董事的獨立性，由於董事熟悉本公司及高級人員或董事會，擬任董事的獨立性可能會隨著時間的推移而減少。

Objectives

All appointments to the Board are made on merit and within this context, the Board continues to view diversity in the widest sense, including the global trend of gender diversity so the Board will consider to increase the number of women on Board during the nomination process of Directors, with a view to appointing the best-placed individual for the role which is critical to the long term success of the Company. Thus the Board will continue to attract, retain, develop and motivate the right talents from time to time.

The Board should also include a balanced composition of executive and non-executive directors (including independent non-executive directors) so that there is a strong independent element on the Board, which can effectively exercise independent judgement. Non-executive Directors should be of sufficient caliber and number for their views to carry weight.

Review

The Board has the ultimate responsibility to select and appoint Directors and to periodically review the succession planning to key positions of the Company as well as the nomination policy to ensure the policy is remain relevant to the Company's need and reflect both current regulatory requirements and good corporate governance practice.

目標

董事會的所有委任均以用人唯才為原則，在此背景下，董事會繼續從最廣泛的角度考慮多元化，包括性別多元化的全球性趨勢，因此董事會將考慮在董事提名過程中增加女性董事的人數，務求委任最佳人選擔任對本公司長期成功至關重要的職務。因此，董事會將會持續吸引、挽留、發展以及不時激勵合適的人才。

董事會亦應包括執行董事和非執行董事（包括獨立非執行董事）的均衡組合，以便董事會上有強大的獨立元素，可以有效地行使獨立判斷。非執行董事應有足夠才幹及人數，以使其意見具有影響力。

審查

董事會的最終責任是遴選及委任董事，並定期審查本公司關鍵職位的繼任計劃以及提名政策，以確保政策與本公司的需求保持相關，並反映當前的監管要求和良好的企業管治常規。

MANAGEMENT

The daily management, administration and operation of the Company are delegated to the Chief Executive Officer and senior management (the "Management"). The delegated functions and assignments are periodically reviewed. Approval has to be obtained from the Board prior to entering into any significant transactions by the above mentioned officers.

The overall responsibilities of the Management include considering and making decisions on the following matters:

- (i) Implementing the Group's policy and strategies as set by the Board;
- (ii) Strategic planning of different business and functions;
- (iii) Closely monitoring operational and financial results in accordance with plans and budgets;
- (iv) Putting adequate operational, planning and financial control systems in place; and
- (v) Managing the Group's day to day business.

CONFIRMATION OF INDEPENDENCE

In compliance with Rules 5.05(1) and (2) of the GEM Listing Rules, the Company has appointed three independent non-executive Directors; and at least one of whom has appropriate professional qualifications or accounting or related financial management expertise. Each of the independent non-executive Directors has made an annual confirmation in writing of his independence pursuant to Rule 5.09 of the GEM Listing Rules and the Company considers that all the independent non-executive Directors were independent.

All independent non-executive Directors are identified as such in all corporate communications by the Company containing the names of the Directors.

Mr. Zhang and Mr. Lau, the executive Directors of the Company, are brothers-in-law. Save as otherwise disclosed herein, there is no family or other material relationship among members of the Board.

管理人員

本公司日常管理、行政及經營委派予行政總裁及高級管理人員（「管理人員」）。所委派職能及工作任務獲定期檢討。上述高級職員於訂立任何重大交易前須獲得董事會批准。

管理層的整體責任包括就下列事項進行審議並作出決定：

- (i) 實行由董事會制定的本集團政策和策略；
- (ii) 策劃不同的業務及職能；
- (iii) 按照計劃和預算密切監察營運及財務業績；
- (iv) 建立適當的營運、規劃和財務控制制度；及
- (v) 管理本集團的日常業務。

確立獨立性

本公司已委任3名獨立非執行董事，其中至少一名具備適當的專業資格或會計或相關的財務管理專長，以遵守GEM上市規則第5.05(1)及(2)條。各獨立非執行董事已根據GEM上市規則第5.09條之規定，以書面確認其年度之獨立性，且本公司認為所有獨立非執行董事均為獨立人士。

本公司於所有刊載董事姓名的公司通訊中，皆說明所有獨立非執行董事身份。

劉先生是張先生胞姊的丈夫，彼等均為本公司執行董事。除本報告另有所披露外，董事會成員之間概無家屬或其他重大關係。

CONTINUOUS PROFESSIONAL DEVELOPMENT

All Directors, including independent non-executive Directors, should keep abreast of their collective responsibilities as Directors and of the businesses and activities of the Group. The Group also provides briefings and other training to develop and refresh the Directors' knowledge and skills, and updates all Directors on the latest developments regarding the GEM Listing Rules and other applicable regulatory requirements to ensure compliance and to enhance their awareness of good corporate governance practices.

During the year ended 31 December 2018, the Directors provided their training record to the Company in respect of their participation in training activities such as attending seminars relevant to their duties and responsibilities as directors of a listed company, particulars of which are as follows:

持續專業發展

所有董事（包括獨立非執行董事）應及時了解作為董事的集體職責及本集團的業務及動向。本集團亦提供簡報及其他培訓以增進及更新董事的知識和技能，並提供有關GEM上市規則及其他適用監管規定之最新訊息予全體董事，確保遵守及提升彼等對良好企業管治常規之警覺性。

截至2018年12月31日止年度內，董事向本公司提供參與培訓活動之培訓記錄（例如出席有關作為上市公司董事的職責和責任的研討會），詳情如下：

Reading materials relevant to
director's duties and responsibilities
and/or attending seminar(s) relevant
to the skill of the director's position
閱讀有關董事職責及責任之資料及／
或出席與董事職位技能相關之研討會

Executive Directors

執行董事

Mr. Zhang Qing (*Chairman*)

張慶先生（主席）

Dr. Sung Tak Wing Leo (*Chief Executive Officer*)

宋得榮博士（行政總裁）

Mr. Lau Mo

劉武先生

Non-Executive Director

非執行董事

Mr. Liu Kam Lung

廖金龍先生

Independent Non-Executive Directors

獨立非執行董事

Mr. Cheung Chi Man Dennis

張志文先生

Mr. Chiu Yu Wang

趙汝宏先生

Mr. Ko Yin Wai

高賢偉先生

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✓

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CHAIRMAN AND CHIEF EXECUTIVE OFFICER

主席及行政總裁

The Chairman of the Board of the Company is Mr. Zhang Qing. The Chief Executive Officer of the Company is Dr. Sung Tak Wing Leo. The roles of the Chairman and the Chief Executive Officer are separated and not performed by the same individual to prevent power concentration on any one individual. The Chairman is primarily responsible for managing the Board, whereas the Chief Executive Officer is primarily responsible for overseeing the various businesses of the Group. Their respective roles and responsibilities are summarised as follows:

Responsibilities of the Chairman include:

- (i) leading the Board and ensuring that the Board functions effectively and smoothly;
- (ii) chairing the Board and shareholder's meetings;
- (iii) approving the agenda for each Board meeting, taking into account, where appropriate, any matters proposed by the other Directors and the Company Secretary for inclusion in the agenda;
- (iv) ensuring that all Directors receive all relevant information prior to each meeting and are properly briefed on issues arising at Board meetings;
- (v) ensuring all key and appropriate issues are discussed by the Board in a timely and constructive manner;
- (vi) encouraging all Directors, including the independent non-executive Directors, to actively participate in all Board and Board Committees meetings and promoting a culture of openness for the Directors to share and voice their concerns on all matters during each meeting;
- (vii) ensuring good corporate governance practices and procedures are established and followed; and
- (viii) taking appropriate steps to provide effective communication with shareholders and to ensure that shareholders' view are communicated to the Board as a whole.

本公司董事會主席為張慶先生。本公司之行政總裁為宋得榮博士。主席與行政總裁的角色有區分，並非由一人同時履行，以避免權力集中於任何一位人士。主席主要負責董事會的管理，而行政總裁之角色則主要負責監管本集團各項不同業務。彼等各自的角色及職責概述如下：

主席的職責包括：

- (i) 領導董事會並確保董事會有效和平穩地運作；
- (ii) 主持董事會和股東會議；
- (iii) 批准每次董事會會議的議程，並考慮在適當的情況下，將其他董事及公司秘書提出的事項列入議程；
- (iv) 確保每次會議前所有董事收到所有相關信息，且適當知悉在董事會會議上提出的問題；
- (v) 確保所有重要及適當事項於董事會適時和有建設性地進行討論；
- (vi) 鼓勵所有董事（包括獨立非執行董事）積極參與所有董事會及董事會委員會會議，並向董事提倡公開文化以分享和表達彼等在每次會議期間關注的一切事項；
- (vii) 確保良好的企業管治常規及程序得以建立和遵循；及
- (viii) 採取適當步驟向股東提供有效之溝通並確保股東的整體意見傳達給董事會。

Responsibilities of the Chief Executive Officer include:

- (i) implementing the Group's policy and strategies as set by the Board;
- (ii) strategic planning of different business and functions;
- (iii) closely monitoring operational and financial results in accordance with plans and budgets;
- (iv) assuming full accountability to the Board for all aspects of the Group's operations and performance;
- (v) maintaining ongoing dialogue with the Chairman and the other Directors;
- (vi) developing and leading an effective executive team;
- (vii) putting adequate operational, planning and financial control systems in place; and
- (viii) representing the Company and managing the Group's day to day business.

行政總裁的職責包括：

- (i) 實行由董事會制定的本集團政策和策略；
- (ii) 策劃不同的業務及職能；
- (iii) 按照計劃和預算密切監察營運及財務業績；
- (iv) 向董事會承擔對本集團各方面的業務和表現的全部責任；
- (v) 保持與主席及其他董事經常性對話；
- (vi) 發展和領導一支有效率的行政團隊；
- (vii) 建立適當的營運、規劃和財務控制制度；及
- (viii) 代表本公司及管理本集團的日常業務。

APPOINTMENT AND RE-ELECTION OF DIRECTORS

All the Directors (including the independent non-executive Directors) are appointed for an initial term of one year and subject to retirement by rotation and eligible for re-election in accordance with the Company's articles of association (the "Articles"). At each annual general meeting, not less than one third of the Directors then in office shall retire and every Director is subject to retirement by rotation at least once every three years.

All existing Directors are entitled to a fixed remuneration per month or fee per annum respectively. The remuneration of each Director is subject to the annual review of the Board with reference to his contribution in terms of time, effort and his expertise.

Details of remuneration paid to each of the Directors during the year 2018 are disclosed in note 12 to the consolidated financial statements.

All Directors are entitled to be reimbursed for reasonable expenses incurred during the performance of their duties to the Company and are eligible for share options under the Share Option Scheme.

董事委任及重選

所有董事（包括獨立非執行董事）的委任初步任期為一年，並須根據本公司細則（「細則」）輪席退任及符合資格重選。於各股東週年大會上，不少於三分之一當時在任的董事須退任，而每名董事須最少每三年輪席退任一次。

目前所有董事均有權各自獲得固定月薪或年薪。每位董事的薪酬每年須由董事會經參考其所貢獻的時間、精力及其專業知識進行檢討。

於2018年內，向各董事支付之薪酬詳情，於綜合財務報表附註12披露。

全體董事均有權因履行本公司職務期間產生合理的開支而獲得補償及符合資格根據購股權計劃獲授購股權。

BOARD COMMITTEES

The Board has established the board committees, namely, the audit committee, the remuneration committee and the nomination committee, all with specific terms of reference clearly defining the powers and responsibilities of the respective board committees. All board committees are required by their terms of reference to report to the Board in relation to their decisions, findings or recommendations.

AUDIT COMMITTEE

The Company has established an audit committee ("Audit Committee") with written terms of reference that are in conformity with the requirements of the CG Code which are available on the websites of the Hong Kong Exchanges and Clearing Limited and the Company.

The Audit Committee is currently composed of the three independent non-executive Directors, namely Mr. Cheung Chi Man Dennis, Mr. Chiu Yu Wang and Mr. Ko Yin Wai, and chaired by Mr. Cheung Chi Man Dennis, with all members being independent non-executive Directors of the Company in full compliance with Rule 5.28 of the GEM Listing Rules.

For the year ended 31 December 2018, six audit committee meetings were held and the members' attendance is shown on page 19 of this annual report.

The role and function of the Audit Committee include the following:

(i) Relationship with the Company's auditors

- (a) to be primarily responsible for making recommendations to the Board on the appointment, reappointment 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;
- (b) to review and monitor the independence and objectivity of the external auditors and the effectiveness of the audit process in accordance with applicable standards. The Audit Committee should discuss with the external auditors the nature and scope of the audit and reporting obligations before the audit commences; and

董事會委員會

董事會設立之董事會委員會，即審核委員會、薪酬委員會及提名委員會，均具備各董事會委員會特定的職權範圍，清楚列明其權力及責任。所有董事會委員會均須按照其職權範圍規定向董事會匯報其決定、發現及建議。

審核委員會

本公司已設立審核委員會（「審核委員會」），並已制定符合企業管治守則規定的書面職權範圍，而該書面職權範圍可於香港交易及結算有限公司及本公司之網站查閱。

審核委員會現由三名獨立非執行董事組成，即張志文先生、趙汝宏先生及高賢偉先生，並由張志文先生擔任主席，而所有成員均為本公司之獨立非執行董事，充分遵守GEM上市規則第5.28條。

截至2018年12月31日止年度，舉行了6次審核委員會會議及其與會成員出席記錄刊登於本年報第19頁。

審核委員會的角色及職能包括以下各項：

(i) 與本公司核數師的關係

- (a) 主要負責就外聘核數師的委任、重新委任及罷免向董事會提供建議，並批准外聘核數師的薪酬及聘用條款，及處理任何有關該核數師辭職或辭退該核數師的問題；
- (b) 按適用的標準檢討及監察外聘核數師是否獨立客觀及核數程序是否有效。審核委員會應於核數工作開始前與外聘核數師討論核數性質及範疇及有關申報責任；及

- (c) to develop and implement policy on engaging the external auditors to supply non-audit services. For this purpose, “external auditors” includes any entity that is under common control, ownership or management with the audit firm or any entity that a reasonable and informed third party knowing all relevant information would reasonably conclude to be part of the audit firm nationally or internationally. The Audit Committee should report to the Board, identifying and making recommendations on any matters where action or improvement is needed.

- (c) 就外聘核數師提供非核數服務制定政策，並予以執行。就此規定而言，「外聘核數師」包括與負責審計的公司處於同一控制權、所有權或管理權之下的任何實體，或一個合理知悉所有有關資料的第三方，在合理情況下會斷定該機構屬於該負責審計的公司的本土或國際業務的一部分的任何實體。審核委員會應向董事會報告，識別必須採取的行動或改善的任何事項，並作出建議。

(ii) Review of the Company's financial information

- (a) to monitor the integrity of the financial statements, annual report and accounts, half-year report and quarterly reports of the Company, and to review significant financial reporting judgments contained in them. In reviewing these reports and accounts before submission to the Board, the Audit Committee should focus particularly on:

- (1) any changes in accounting policies and practices;
- (2) major judgmental areas;
- (3) significant adjustments resulting from audit;
- (4) the going concern assumptions and any qualifications;
- (5) compliance with accounting standards; and
- (6) compliance with GEM Listing Rules and legal requirements in relation to financial reporting.

(ii) 監察本公司的財務資料

- (a) 監察本公司的財務報表、年度報告及賬目、半年度報告及季度報告的完整性，並審核於其中所載的重大財務申報的判斷。於提交董事會前審核該等報告及賬目時，審核委員會應特別針對下列事項：

- (1) 會計政策及實務的任何更改；
- (2) 涉及重要判斷的地方；
- (3) 因核數而出現的重大調整；
- (4) 持續經營的假設及任何保留意見；
- (5) 是否遵守會計準則；及
- (6) 是否遵守有關財務申報的GEM上市規則及法律規定。

Regarding (ii)(a) above,

- (1) members of the Audit Committee should liaise with the Board and senior management, and the Audit Committee must meet, at least twice a year, with the external auditors; and
- (2) the Audit Committee should consider any significant or unusual items that are, or may need to be, reflected in the reports and accounts and should give due consideration to any matters that have been raised by the Company's staff responsible for the accounting, internal audit and financial reporting functions, compliance officer or the external auditors.

就上述(ii)(a)項而言，

- (1) 審核委員會成員須與董事會及高層管理層聯絡，而審核委員會每年須與外聘核數師開會至少兩次；及
- (2) 審核委員會應考慮於該等報告及賬目中所反映或需反映的任何重大或不尋常事項，並須適當考慮任何由本公司屬下會計、內部審計及財務報告部門負責人、監察主任或外聘核數師提出的事項。

(iii) Oversight of the Company's financial reporting system, risk management and internal control systems

- (a) to review the financial controls, and unless expressly addressed by a separate Board risk management and internal control committee, or by the Board itself, to review the risk management and internal control systems of the Company;
- (b) to discuss the risk management and internal control systems with the management to ensure that the management has performed its duty to have effective systems. This discussion should include the adequacy of resources, staff qualifications and experience, training programmes and budget of the Company's accounting, internal audit and financial reporting functions;
- (c) to consider major investigation findings on risk management and internal control matters as delegated by the Board or on its own initiative and the management's response to these findings;
- (d) to ensure co-ordination between the internal and the external auditors, and to ensure that the internal audit function is adequately resourced and has appropriate standing within the Company, and to review and monitor its effectiveness;
- (e) to review the financial and accounting policies and practices of the Company and its subsidiaries;

(iii) 監察本公司財務申報系統、風險管理及內部監控制度

- (a) 檢討本公司之財務控制及（除非由董事會轄下另設之風險管理及內部監控委員會，或由董事會本身明確處理）檢討風險管理及內部監控制度；
- (b) 與管理層討論風險管理及內部監控制度，以確管理層已履行職責建立有效制度。該討論應包括本公司會計、內部審計及財務報告部門之資源、員工資質及經驗、培訓計劃及預算之是否充足；
- (c) 應董事會的委派或主動，就有關風險管理及內部監控事宜的重要調查結果及管理層的回應進行研究；
- (d) 確保內部與外聘核數師的工作得到協調；也須確保內部審計功能在本公司內部有足夠資源運作，並且有適當的地位；以及檢討及監察其有效性；
- (e) 檢討本公司及其附屬公司的財務及會計政策及實務；

- (f) to review the management letter of the external auditors, any material queries raised by the external auditors to management about accounting records, financial accounts or systems of control and the management's response;
- (g) to ensure that the Board will provide a timely response to the issues raised in the management letter of the external auditors;
- (h) to report to the Board on the matters in the code provisions in the Corporate Governance Code and Corporate Governance Report set out in Appendix 15 to the GEM Listing Rules;
- (i) to consider other topics, as defined by the Board;
- (j) to review arrangements employees of the Company can use, in confidence, to raise concerns about possible improprieties in financial reporting, internal control or other matters. The Audit Committee should ensure that proper arrangements are in place for fair and independent investigation of these matters and for appropriate follow-up action; and
- (k) to act as the key representative body for overseeing the Company's relations with the external auditors.

- (f) 檢討外聘核數師給予管理層的函件、外聘核數師就會計記錄、財務賬目或監控系統向管理層提出的任何重大疑問及管理層作出的回應；
- (g) 確保董事會及時回應外聘核數師給予管理層的函件中提出的事宜；
- (h) 向董事會報告GEM上市規則附錄十五所載企業管治守則及企業管治報告之守則條文所述之事項；
- (i) 研究其他由董事會界定的課題；
- (j) 檢討本公司設定的以下安排：僱員可暗中就財務申報、內部監控或其他方面可能發生的不正當行為提出關注。審核委員會應確保有適當安排，以對此等事宜作出公平獨立的調查及採取適當跟進行動；及
- (k) 擔任負責監察本公司與外聘核數師之間的關係的主要代表。

Major accomplishments in 2018 comprised the following:

於2018年主要達成事項包括以下各項：

- (a) reviewed the quarterly, half-yearly and annually results of the Group as well as discussed and reviewed financial and other reports for the year;
- (b) reviewed the external auditors' significant findings and management's response to the recommendation raised;
- (c) reviewed the effectiveness of the risk management and internal control systems and the adequacy of the accounting, internal audit and financial reporting functions of the Group;
- (d) reviewed and approved the external auditors' statutory audit scope for 2018 and the letter of representation to be given by the Board;
- (e) considered and approved the 2018 external audit fees and engagement letters;

- (a) 審閱了本集團之季度、半年度及年度業績，並對年度內財務報告及其他報告作出討論及審閱；
- (b) 審閱外聘核數師的主要結果，以及管理層對所提出建議的回應；
- (c) 檢討本集團風險管理及內部監控系統的效能以及會計、內部審核及財務申報功能的充足程度；
- (d) 審閱及批准外聘核數師2018年的法定審核範圍，以及由董事會給予的聲明書；
- (e) 審議及批准2018年的外聘核數費用及聘任書；

- (f) monitored the audit and non-audit services rendered to the Group by its external auditor and ensures their engagement in other non-audit services, if any, will not impair their audit independence or objectivity;
- (g) recommended to the Board in relation to the terms of reference of Audit Committee; and
- (h) recommended to the Board regarding the dividend policy.

There was no disagreement between the Board and the Audit Committee on the selection, appointment, resignation or dismissal of the external auditors for the year ended 31 December 2018.

The Audit Committee has reviewed the audited financial statements of the Group for the year ended 31 December 2018 and recommended approval to the Board.

- (f) 就外聘核數師對本集團提供的核數及非核數服務作出監察，及確保彼等的其他非核數服務委聘（如有）並不會削弱彼等之審核獨立性或客觀性；
- (g) 就審核委員會之職權範圍向董事會提出建議；及
- (h) 就股息政策向董事會提出建議。

截至2018年12月31日止年度，董事會與審核委員會對甄選、委任、辭任或罷免外聘核數師之事宜並沒有意見分歧。

審核委員會已審閱本集團截至2018年12月31日止年度的經審核財務報表，並推薦董事會批准。

REMUNERATION COMMITTEE

The Company has established a remuneration committee ("Remuneration Committee") with written terms of reference in accordance with the requirement of the CG Code. In accordance with provisions set out in the CG Code are available on the websites of the Hong Kong Exchanges and Clearing Limited and the Company.

The Remuneration Committee is currently composed of the three independent non-executive Directors, namely Mr. Cheung Chi Man Dennis, Mr. Chiu Yu Wang and Mr. Ko Yin Wai, and chaired by Mr. Cheung Chi Man Dennis.

For the year ended 31 December 2018, one remuneration committee meeting was held and the members' attendance is shown on page 19 of this annual report.

The role and function of the Remuneration Committee includes:

- (i) to make recommendations to the Board on the Company's policy and structure for all Directors' and senior management remuneration and on the establishment of a formal and transparent procedure for developing remuneration policy;
- (ii) to review and approve the management's remuneration proposals with reference to the Board's corporate goal and objectives;

薪酬委員會

本公司已根據企業管治守則之規定設立薪酬委員會（「薪酬委員會」），並已制定書面職權範圍。根據企業管治守則載列的條文，其職權範圍可於香港交易及結算有限公司及本公司之網站查閱。

薪酬委員現由三名獨立非執行董事組成，即張志文先生、趙汝宏先生及高賢偉先生，並由張志文先生擔任主席。

截至2018年12月31日止年度，舉行了一次薪酬委員會會議及其與會成員出席記錄刊登於本年報第19頁。

薪酬委員會之角色及職能包括：

- (i) 就本公司全體董事及高級管理人員的薪酬待遇政策及結構和建立一個規範及透明的釐定薪酬政策程序事宜，向董事會提出建議；
- (ii) 透過參照董事會的公司目標及宗旨，檢討及批准管理層的薪酬提議；

- | | |
|--|---|
| (iii) to make recommendations to the Board on the remuneration packages of individual executive Directors and senior management. This should include benefits in kind, person rights and compensation payments, including any compensation payable for loss or termination of their office or appointment; | (iii) 就各執行董事及高級管理人員的薪酬待遇向董事會提出建議。薪酬待遇包括實物福利、個人權利及補償款項，包括支付與喪失或終止職務或委任有關的任何賠償； |
| (iv) to make recommendations to the Board on the remuneration of non-executive Directors; | (iv) 向董事會提出非執行董事薪酬建議； |
| (v) to consider salaries paid by comparable companies, time commitment and responsibilities and employment conditions elsewhere in the Group; | (v) 考慮同比公司薪酬、參與時間及責任、以及本集團內僱用條款； |
| (vi) to review and approve compensation payable to executive Directors and senior management for any loss or termination of office or appointment to ensure that it is consistent with contractual terms and is otherwise fair and not excessive; | (vi) 檢討及批准向執行董事及高級管理人員支付與喪失或終止職務或委任有關的賠償，以確保符合合約條約及於其他方面屬公平且並不過分； |
| (vii) to review and approve compensation arrangements relating to dismissal or remove of directors for misconduct to ensure that they are consistent with contractual terms and are otherwise reasonable and appropriate; and | (vii) 檢討及批准因董事行為失當而遭解僱或罷免所涉及的賠償安排，以確保符合合約條約及於其他方面屬合理合適；及 |
| (viii) to ensure that no Director or any of his associates is involved in deciding his own remuneration. | (viii) 確保任何董事或其任何聯繫人不得參與釐訂其自身薪酬。 |
| Major accomplishments in 2018 comprised the following: | 於2018年主要達成事項包括以下各項： |
| (i) reviewed matters relating to the existing remuneration packages and emoluments of Directors and senior management; and | (i) 審閱董事及高級管理人員現行薪酬待遇和酬金的相關事宜；及 |
| (ii) considered and reviewed the Group's remuneration policy with reference to time commitment and responsibilities of the Directors and the senior management, desirability of performance-based remuneration. | (ii) 根據董事及高級管理人員須付出的時間及職責、是否應該按表現釐訂薪酬，考慮及檢討本集團之薪酬政策。 |

ANNUAL REMUNERATION PAYABLE TO THE MEMBERS OF SENIOR MANAGEMENT

The annual remuneration of the members of the senior management by band for the year ended 31 December 2018 is as follows:

Remuneration Bands 薪酬範圍	Number of Individuals 人員數目
Nil – HK\$1,000,000 無 – 1,000,000港元	5
Total 總數	5

應支付予高級管理人員的年薪

截至2018年12月31日止年度按範圍劃分的高級管理人員的年薪如下：

NOMINATION COMMITTEE

The Company has established a Nomination Committee with written terms of reference. The terms of reference of the Nomination Committee are in conformity with the requirements of the CG Code and are available on the websites of the Hong Kong Exchanges and Clearing Limited and the Company.

The Nomination Committee is currently composed of the three independent non-executive Directors, namely Mr. Cheung Chi Man Dennis, Mr. Chiu Yu Wang and Mr. Ko Yin Wai, and chaired by Mr. Cheung Chi Man Dennis.

For the year ended 31 December 2018, one Nomination Committee meeting was held and the members' attendance is shown on page 19 of this annual report.

The role and function of the Nomination Committee includes:

- (i) to review the structure, size and composition (including the skills, knowledge and experience) of the Board at least annually and make recommendations on any proposed changes to the Board to complement the Company's corporate strategy;
- (ii) to identify individuals suitably qualified to become Board members and select or make recommendations to the Board on the selection of, individuals nominated for directorships;
- (iii) to assess the independence of independent non-executive Directors;
- (iv) to make recommendations to the Board on the appointment or re-appointment of Directors and succession planning for Directors in particular the Chairman and the chief executive of the Company; and

提名委員會

本公司設立提名委員會，並已制定書面職權範圍。提名委員會的職權範圍符合企業管治守則所載之規定，並可於香港交易及結算有限公司及本公司之網站查閱。

提名委員會現由三名獨立非執行董事組成，即張志文先生、趙汝宏先生及高賢偉先生，並由張志文先生擔任主席。

截至2018年12月31日止年度，舉行了1次提名委員會會議及其與會成員出席記錄刊登於本年報第19頁。

提名委員會之角色及職能包括：

- (i) 檢討董事會的架構、人數及組成（包括技能、知識及經驗方面），並就任何擬作出的變動應至少每年向董事會提出建議，以配合本公司企業策略；
- (ii) 物色具備合適資格的人士為董事會成員，向董事會就甄選獲提名為董事的人士提出甄選或作出建議；
- (iii) 評核獨立非執行董事的獨立性；
- (iv) 就董事委任或重新委任以及董事（尤其是本公司主席及行政總裁）繼任計劃的有關事宜向董事會提出建議；及

- (v) where the Board proposes a resolution to elect an individual as an independent non-executive Director at the general meeting, it should set out in the circular to shareholders and/or explanatory statement accompanying the notice of the relevant general meeting why the Nomination Committee believes he should be elected and the reasons why the Nomination Committee considers him to be independent.

Major accomplishments in 2018 comprised the following:

- (i) recommended to the Board with respect to the retirement and re-election of Directors at the last annual general meeting held on 27 April 2018;
- (ii) recommended to the Board in relation to the terms of reference of Nomination Committee; and
- (iii) recommended to the Board regarding the nomination policy.

- (v) 當董事會於股東大會上提呈決議案委任個人為獨立非執行董事時，應就提名委員會相信為何彼獲得委任及考慮其獨立性事宜，需在股東通函及／或於有關股東大會的通知附註上說明。

於2018年主要達成事項包括以下各項：

- (i) 向董事會提出於2018年4月27日舉行之上屆股東週年大會上有關退任及重選董事的建議；
- (ii) 就提名委員會職權範圍向董事會提出建議；及
- (iii) 就提名政策向董事會提出建議。

CORPORATE GOVERNANCE FUNCTIONS

The Board is responsible for performing the corporate governance duties set out in the code provision D.3.1 of the CG Code.

The Board held one meeting for the purpose of reviewing the compliance of corporate governance policies for the year ended 31 December 2018.

The duties of the Board include:

- (i) to develop and review the Group's policies and practices on corporate governance and make recommendations to the Board;
- (ii) to review and monitor the training and continuous professional development of Directors and senior management;
- (iii) to review and monitor the Group's policies and practices on compliance with legal and regulatory requirements;
- (iv) to develop, review and monitor the code of conduct and compliance manual applicable to employees and Directors; and
- (v) to review the Group's compliance with the CG Code and disclosure in the CG Report.

企業管治職能

董事會負責執行企業管治守則之守則條文第D.3.1條所載之企業管治職責。

截至2018年12月31日止年度內，董事會就審閱企業管治政策之遵守情況舉行1次會議。

董事會之職責包括：

- (i) 制定及檢討本集團的企業管治政策及常規，並向董事會提出建議；
- (ii) 檢討及監察董事及高級管理人員的培訓及持續專業發展；
- (iii) 檢討及監察本集團在遵守法律及監管規定方面的政策及常規；
- (iv) 制定、檢討及監察僱員及董事適用的操守準則及合規手冊；及
- (v) 檢討本集團遵守企業管治守則的情況及在企業管治報告內的披露。

Major accomplishments in 2018 comprised the following:

- (i) evaluated the Group's policies and practices on corporate governance and made appropriate amendments;
- (ii) arranged the training and continuous professional development of Directors and senior management; and
- (iii) reviewed the Company's compliance with the CG Code and disclosure in the Corporate Governance Report.

於2018年主要達成事項包括以下各項：

- (i) 評估本集團的企業管治政策及常規，並作出合適修訂；
- (ii) 安排董事及高級管理人員的培訓及持續專業發展；及
- (iii) 審閱本公司遵守企業管治守則及企業管治報告內之披露。

AUDITORS

Auditors' Remuneration

The fees in respect of audit and non-audit services provided by the external auditors to the Group for the year ended 31 December 2018 amounted to approximately HK\$650,000 and HK\$60,000 respectively. The non-audit service represented service fees for the voluntary conditional cash offer.

The accounts for the year 2018 were audited by CF Partners Limited whose term of office will expire upon the forthcoming annual general meeting of the Company. The Audit Committee has recommended to the Board that CF Partners Limited be re-appointed as the auditor of the Company at the forthcoming annual general meeting.

核數師

核數師薪酬

截至2018年12月31日止年度內，外聘核數師對本集團提供之核數及非核數服務之費用分別約為650,000港元及60,000港元。非核數服務乃指就自願性有條件現金要約所收取的服務費。

2018年度之賬目由闊範會計師事務所有限公司審核，其任期將於應屆本公司股東週年大會上屆滿。審核委員會已向董事會建議，於本公司應屆股東週年大會上重新委任闊範會計師事務所有限公司為本公司之核數師。

DIRECTORS' RESPONSIBILITIES FOR FINANCIAL REPORTING

The Directors acknowledge their responsibility for the preparation and true and fair presentation of the Financial Statements in accordance with Hong Kong Financial Reporting Standards issued by the Hong Kong Institute of Certified Public Accountants and the disclosure requirements of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong).

董事承擔財務申報之責任

董事深明彼等須負責根據由香港會計師公會所頒佈的香港財務報告準則和公司條例（香港法例第622章）的披露規定編製及真實而公允地呈列財務報表。

This responsibility includes designing, implementing and maintaining internal control relevant to the preparation and the true and fair presentation of the Financial Statements that are free from material misstatement, whether due to fraud or error; selecting and applying appropriate accounting policies; and making accounting estimates that are reasonable in the circumstances. The Directors are not aware of any material uncertainties relating to events or conditions that may cast significant doubt upon the Company's ability to continue as a going concern as at 31 December 2018. Accordingly, the Directors have prepared the Financial Statements for the year ended 31 December 2018 on a going concern basis.

The statement of the external auditors of the Company about their reporting responsibilities on the financial statement is set out in the section of "Independent Auditor's Report" contained in this annual report.

RISK MANAGEMENT AND INTERNAL CONTROL

The Company improves its business and operational activities by identifying the areas of significant business risks via a regular review and taking appropriate measures to control and mitigate these risks. The management of the Company reviews all significant control policies and procedures and highlights all significant matters to the Board and Audit Committee.

The Board acknowledges its responsibility to establish, maintain and review the effectiveness of the Group's system of internal controls with a view to ensuring that shareholders' investments and the Group's assets are safeguarded. The Company has established internal audit department to monitor compliance with policies and procedures and the effectiveness of internal control structures of the Group. The internal audit department reports directly to the Audit Committee and ensure the internal controls are in place and functioning properly as intended. In the year under review, Infinity Concept Ripple Limited as an external professional firm, has reviewed the effectiveness of the internal control systems of the Group, covering material controls, including financial, operational and compliance controls and risk management functions. In addition, there is regular dialogue between the Audit Committee and the Group's external auditors so that both are aware of the significant factors which may affect their respective scope of work.

此責任包括設計、實施和維護與編製及真實而公允地呈列財務報表有關的內部監控，以使財務報表不存在由於欺詐或錯誤而導致的重大錯誤陳述；選擇和運用恰當的會計政策；及於合理情況下作出會計估計。於2018年12月31日，董事並無發現任何可能對本公司持續經營的能力構成重大疑問的重大不明朗事件或情況。因此，董事已按持續基準編製截至2018年12月31日止年度的財務報表。

本公司外聘核數師就其對財務報表之申報責任之聲明載列於本年報內「獨立核數師報告」一節。

風險管理及內部監控

本公司透過定期檢討以確定重大業務風險領域，以及採取適當措施控制和減低該等風險，從而改進其業務與營運活動。本公司管理層審閱所有重要監控政策及程序，並向董事會及審核委員會特別提出所有重大事件。

董事會確認其負責設立、維護及檢討本集團內部監控系統之有效程度，以確保股東之投資及本集團之資產得到保障。本公司已成立內部審計部門，以監察本集團對政策及程序之遵守及內部控制架構之成效。內部審計部門直接向審核委員會報告，確保內部控制一直有效及如預期般適當運作。於回顧年度，外部專業公司集思廣益有限公司已檢討本集團內部監控制度的效用，當中涵蓋重大監控方面（包括財務、運作及合規監控以及風險管理功能）。此外，審核委員會與本集團外聘核數師會定期進行對話以便雙方知悉可能影響對方工作範圍之重大因素。

Audit Committee reviewed the internal control system in respect of the year ended 31 December 2018 by reference to the internal control review report issued by Infinity Concept Ripple Limited and considered the system effective and adequate. The Board conducted a review of the internal control system of the Company and its subsidiaries for the year ended 31 December 2018, including financial, operational and compliance control, and risk management functions. The Board assessed the effectiveness of internal control by considering the reviews performed by Infinity Concept Ripple Limited. The Company complies with the code provisions relating to internal control contained in the CG Code for the year ended 31 December 2018.

審核委員會經參照集思廣益有限公司發出的內部監控審閱報告已審閱截至2018年12月31日止年度之內部監控系統，並認為系統屬有效及足夠。董事會就本公司及其附屬公司截至2018年12月31日止年度之內部監控系統（包括財務、營運及合規監控以及風險管理職能）作出審閱。董事會透過集思廣益有限公司作出之審閱評核內部監控系統是否有效。本公司於截至2018年12月31日止年度符合載於企業管治守則內有關內部監控系統守則之條文。

COMPANY SECRETARY

As at 31 December 2018, the Joint Company Secretaries were Dr. Sung Tak Wing Leo and Ms. Leung Cheuk Yu.

Details of backgrounds and qualification of the Joint Company Secretaries of the Company are set out in the section of "Profiles of Directors and Senior Management" of this annual report.

A written record had been received by the Company from Dr. Sung Tak Wing Leo and Ms. Leung Cheuk Yu to confirm that each of them took not less than 15 hours of relevant professional training during the year ended 31 December 2018. The Company is of the view that Dr. Sung Tak Wing Leo and Ms. Leung Cheuk Yu have complied with Rule 5.15 of the GEM Listing Rules.

公司秘書

於2018年12月31日，聯席公司秘書為宋得榮博士及梁倬瑜女士。

本公司之聯席公司秘書的背景及資歷詳情載於本年報「董事及高級管理人員的履歷」一節。

本公司已收到宋得榮博士及梁倬瑜女士發出之文書，彼等確認截至2018年12月31日止年度內已各自參與不少於15小時的相關專業培訓。本公司認為宋得榮博士及梁倬瑜女士均符合GEM上市規則第5.15條之規定。

SHAREHOLDERS' RIGHTS TO CONVENE EXTRAORDINARY GENERAL MEETING

In order to safeguard shareholders' interests and rights, separate resolutions are proposed at shareholders' meetings on each substantial issue, including the election of individual directors, for shareholders' consideration and voting.

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

- (i) any one or more shareholders of the Company holding at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company (the "Eligible Shareholder(s)") carrying the right of voting at general meetings of the Company shall at all times have the right, by written requisition to the Board or the company secretary of the Company (the "Company Secretary"), to require an extraordinary general meeting (the "EGM") to be called by the Board for the transaction of any business specified in such requisition pursuant to Article 58 of the Articles; and
- (ii) if within 21 days of the deposit of the requisition, the Board fails to proceed to convene such EGM, the Eligible Shareholder(s) himself/herself/themselves may do so in the same manner, and all reasonable expenses incurred by the Eligible Shareholder(s) concerned as a result of the failure of the Board shall be reimbursed to the Eligible Shareholder(s) by the Company.

召開股東特別大會之股東權利

為保障股東權益及權利，本公司就各重大事項（包括選舉個別董事）於股東大會提呈獨立決議案，以供股東考慮及投票。

本公司股東召開股東特別大會之程序乃受下列細則、適用法律及法規，特別是GEM上市規則所規限：

- (i) 根據細則第58條，於遞呈要求日期持有不少於本公司繳足股本（賦予權利於本公司股東大會上投票）十分之一的任何一名或多名本公司股東（「合資格股東」）隨時有權向董事會或本公司之公司秘書（「公司秘書」）發出書面要求，要求董事會召開股東特別大會（「股東特別大會」），以處理有關要求中指明的任何事項；及
- (ii) 倘董事會未能在要求書遞交後21天內召開股東特別大會，則合資格股東可自行以相同方式召開股東特別大會，而因董事會未能召開該大會令有關合資格股東產生的所有合理費用，本公司須向合資格股東進行償付。

PROCEDURES FOR SENDING ENQUIRIES TO THE BOARD

Apart from sending email to info@newwesterngroup.com.hk, shareholders may send their enquiries and concerns to the Board by addressing them to the headquarters and principal place of business of the Company in Hong Kong at Suite 2101, 21/F, Chinachem Century Tower, 178 Gloucester Road, Wan Chai, Hong Kong, by post or by fax to (852) 2539 0323, for the attention of the Company Secretary.

向董事會查詢的程序

股東可向本公司董事會寄發其查詢及關注事宜，除了電郵至info@newwesterngroup.com.hk外，可以郵寄方式將上述事項寄往本公司於香港的總辦事處及主要營業地點（地址為香港灣仔告士打道178號華懋世紀廣場21樓2101室）或傳真至(852) 2539 0323，收件人為公司秘書。

PROCEDURES FOR SHAREHOLDERS TO PUT FORWARD PROPOSALS AT SHAREHOLDERS' MEETINGS

There are no provisions allowing shareholders to move new resolutions at the general meetings under the Companies Law, Chapter 22 (Law 3 of 1961, as consolidated and revised) of Cayman Islands. However, pursuant to the Articles, shareholders who wish to move a resolution may by means of requisition convene an EGM following the procedures set out above.

股東於股東大會提呈建議的程序

根據開曼群島公司法第22章（1961年第3號法例，經綜合及修訂），概無條文批准股東於股東大會動議新決議案。然而，根據細則，有意動議決議案的股東可於依循上述程序以要求召開股東特別大會方式進行。

DIVIDEND POLICY

To allow shareholders of the Company to participate in the Company's profit whilst preserving the Company's liquidity to capture future growth opportunities. The Company formulates the dividend policy aims at enhancing transparency of the Company and facilitating the shareholders and investors to make informed investment decision relating to the Company. The Board of the Company shall consider the following factors of the Group before declaring or recommending dividends and any declaration of dividend will be subject to the approval of the shareholders:

- (i) the Group's financial conditions;
- (ii) the Group's actual and expected financial performance;
- (iii) the Group's cash flow, working capital requirements, capital expenditure requirements and future expansion plans;
- (iv) the Group's retained earnings and distributable reserves;
- (v) the Group's liquidity position;

股息政策

允許本公司股東參與本公司的溢利，同時保留本公司的流動性以把握未來的增長機會。本公司制定股息政策，力求提升本公司的透明度，並協助股東及投資者作出有關本公司的知情投資決策。本公司董事會在宣派或建議派付股息前應考慮本集團的以下因素，且任何股息宣派均須經股東批准：

- (i) 本集團的財務狀況；
- (ii) 本集團的實際及預期財務表現；
- (iii) 本集團的現金流、營運資金規定、資本開支規定及未來擴充計劃；
- (iv) 本集團的保留盈利及可分派儲備；
- (v) 本集團的流動資金狀況；

- (vi) general economic conditions, future prospects of the Group and other internal or external factors that may have an impact on the business or financial performance and position of the Group;
- (vii) applicable laws and regulations including the laws of the Cayman Islands and the Company's articles of association;
- (viii) the contractual restrictions on the payment of dividends by the Company to its shareholders;
- (ix) shareholders' interest of the Company; and
- (x) other factors that the Board may consider appropriate.

The Board will review the dividend policy from time to time and may take any amendments that it deems necessary or desirable. The Company does not have any pre-determined dividend payout ratio and there is no assurance that a dividend will be proposed or declared in any specific periods.

INVESTOR RELATIONS

The Company has established a range of communication channels between itself and its shareholders, investors and other stakeholders. These include the annual general meeting, the annual, interim and quarterly reports, notices, announcements and circulars and the Company's website at www.newwesterngroup.com.hk.

CONSTITUTION DOCUMENTS

During the year, there was no change in the Company's constitutional documents.

- (vi) 整體經濟環境、本集團的未來前景及可能對本集團的業務或財務表現及狀況造成影響的其他內部或外部因素；
- (vii) 適用法律及法規，包括開曼群島法律及本公司的組織章程細則；
- (viii) 本公司向其股東支付股息的合約限制；
- (ix) 本公司股東的權益；及
- (x) 董事會可能認為適當的其他因素。

董事會將不時檢討股息政策，並可採取其認為必要或可取的任何修訂。本公司並無任何預先釐定的股息支付比率，且無法保證在任何特定期間會提呈或宣派股息。

投資者關係

本公司已就其與股東、投資者及其他利益相關者之間設立多個溝通渠道。當中包括股東週年大會、年報、中期及季度報告、通告、公佈及通函以及本公司網站www.newwesterngroup.com.hk。

憲章文件

於本年度，本公司之憲章文件並無變動。

PROFILES OF DIRECTORS AND SENIOR MANAGEMENT

董事及高級管理人員的履歷

DIRECTORS

Executive Directors

Mr. Zhang Qing (“Mr. Zhang”), aged 49, is an executive Director and Chairman of the Board of the Company with effect from 1 July 2014 and was appointed as the compliance officer of the Company with effect from 30 April 2015. He was appointed as an investor relations officer of the Company since 18 March 2014. Mr. Zhang is also a director of the certain subsidiaries of the Company. Mr. Zhang obtained a bachelor’s degree in economics from Guangzhou Institute of Foreign Trade* (廣州對外貿易學院) (currently known as Guangdong University of Foreign Studies (廣東外語外貿大學)) in the PRC in July 1991 and further obtained a master’s degree in business administration from San Diego State University in the United States in December 1998. From July 1991 to July 1996, he worked as the foreign sales staff of China National Light Industrial Products Import & Export Corporation*. From February 2000 to November 2003, Mr. Zhang worked as the manager of investment department of Sichuan Harmony Enterprises (Group) Limited*. From July 2006 to February 2013, he worked as the investment manager of Canada Shenghe Investment Inc. Besides, Mr. Zhang acted as the director of Sichuan Harmony Enterprises (Group) Limited* during the period from 8 March 2011 to 12 September 2013. Mr. Zhang is a brother-in-law of Mr. Lau Mo, an executive Director and a substantial shareholder of the Company (as defined in the GEM Listing Rules)

The English translation of names or any descriptions in Chinese which are marked with “*” is for identification purpose only.

董事

執行董事

張慶先生(「張先生」)，49歲，自2014年7月1日起為本公司之執行董事及董事會主席，以及自2015年4月30日獲委任為本公司監察主任。他於2014年3月18日獲委任為本公司之投資者關係主任。張先生亦擔任本公司屬下某些附屬公司的董事。張先生於1991年7月獲中國廣州對外貿易學院(現稱為廣東外語外貿大學)經濟學學士學位，並於1998年12月獲美國聖地亞哥州立大學*授予工商管理碩士學位。由1991年7月至1996年7月，他擔任中國輕工業品進出口總公司*的外銷員。由2000年2月至2003年11月，張先生擔任四川怡和企業(集團)有限責任公司*的投資部經理。由2006年7月至2013年2月，他擔任Canada Shenghe Investment Inc.的投資經理。此外，張先生於2011年3月8日至2013年9月12日期間出任四川怡和企業(集團)有限責任公司*的董事。張先生是本公司一位執行董事及主要股東(定義見GEM上市規則)劉武先生的太太的弟弟。

標有「*」的英文翻譯名稱或任何中文描述乃僅供識別。

PROFILES OF DIRECTORS AND SENIOR MANAGEMENT (Continued)

董事及高級管理人員的履歷(續)

Dr. Sung Tak Wing Leo (“Dr. Sung”), aged 58, is currently an executive Director, chief executive officer, joint company secretary and authorised representative of the Company. Dr. Sung was appointed as an independent non-executive Director of the Company on 23 December 2011, re-designated as an executive Director of the Company on 7 March 2014, was appointed as a joint company secretary of the Company with effect from 24 December 2014 and was promoted from chief financial officer to the chief executive officer of the Company with effect from 30 April 2015. Dr. Sung is also a director of certain subsidiaries of the Company. Dr. Sung is responsible for the accounting and finance management, and business development as well as company secretarial matters of the Group. Dr. Sung obtained a bachelor’s degree of Commerce in Management and Marketing from Curtin University of Technology in Australia in 2002 and also obtained a Master Degree of Accountancy from Lingnan University in 2012. Dr. Sung has been awarded the distinction of an honorary doctor in Business Administration from American Purlinton University on 12 January 2013. Dr. Sung was admitted as an associate member of Association of International Accountants, UK in 2016 and he was admitted as a fellow of Institute of Public Accountants, Australia, a fellow of Institute of Financial Accountants, UK and a certified Management Accountant, Australia in 2017. From September 2004 to February 2014, Dr. Sung served as the managing director and a responsible officer of King’s HT Securities Limited, a licensed corporation under the SFO, and accumulated working in the securities industry for about 12 years. Before entering into securities industry, Dr. Sung has worked for several solicitors’ firms in Hong Kong for about 17 years.

Mr. Lau Mo (“Mr. Lau”), aged 51, was appointed as an executive Director of the Company on 12 May 2017. Mr. Lau is an experienced investor in securities and financial products. Mr. Lau has accumulated extensive experience and connections in international trade, corporate operation, management, investment and financial business for more than 20 years. Mr. Lau graduated from West China University of Medical Sciences* (四川華西醫科大學) (currently known as West China Centre of Medical Sciences, Sichuan University) with a bachelor degree in Pharmacy in 1990. Mr. Lau subsequently obtained a master degree in Economics from the Chinese Academy of Social Sciences in 1998. Mr. Lau is the sole owner of Champsword Limited, a company which is beneficially interested in 800,400,526 ordinary shares of the Company, representing approximately 57.26% of the issued share capital of the Company as at 31 December 2018.

Mr. Lau is a brother-in-law of Mr. Zhang Qing, an executive Director of the Company.

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宋得榮博士(「宋博士」)，58歲，現為本公司執行董事、行政總裁、聯席公司秘書及授權代表。宋博士於2011年12月23日獲委任為本公司之獨立非執行董事，於2014年3月7日調任為本公司執行董事，於2014年12月24日獲委任為本公司之聯席公司秘書及於2015年4月30日由財務總監晉升為本公司之行政總裁。宋博士亦為本公司若干附屬公司的董事。宋博士負責會計核算和財務管理、業務發展以及本集團之公司秘書事宜。宋博士於2002年獲得澳洲科庭科技大學頒授商業管理及市務學學士學位，及亦於2012年獲嶺南大學頒授會計學碩士學位。宋博士於2013年1月12日獲得美國普林頓大學授予工商管理榮譽博士殊銜。宋博士於2016年獲認可為英國國際會計師協會會員，以及於2017年獲認可為澳洲公共會計師協會資深會員、英國財務會計師協會資深會員及澳洲認證管理會計師。由2004年9月至2014年2月，宋博士出任皇冠亨達國際證券有限公司（證券及期貨條例下的持牌法團）的董事總經理及負責人員，及累計於證券行業工作約有12年。於加入證券行業前，宋博士曾於香港多家律師事務所工作約17年。

劉武先生(「劉先生」)，51歲，自2017年5月12日起獲委任為本公司之執行董事。劉先生為一名具有關投資證券及金融產品豐富經驗的投資者。劉先生在國際貿易、企業營運、管理、投資及金融業務累積多於20年豐富的經驗及人脈。劉先生於1990年獲得四川華西醫科大學（現稱為四川大學華西醫學中心）藥物化學學士學位，並於1998年獲得中國社會科學院研究生院授予商業經濟碩士學位。劉先生為Champsword Limited的唯一擁有人，該公司實益擁有本公司800,400,526股普通股中權益，相當於本公司於2018年12月31日已發行股本約57.26%。

劉先生是本公司執行董事張慶先生胞姊的丈夫。

標有「*」的英文翻譯名稱或任何中文描述乃僅供識別。

Non-Executive Director

Mr. Liu Kam Lung ("Mr. Liu"), aged 55, previously an executive Director of the Company, was re-designated as a non-executive Director of the Company on 16 October 2014. Mr. Liu obtained a Diploma of Business Administration from Hong Kong Shue Yan College (currently known as Hong Kong Shue Yan University) in 1990. Mr. Liu was admitted as an associate of The Institute of Chartered Secretaries and Administrators of the United Kingdom, an associate of The Hong Kong Institute of Chartered Secretaries, an associate of Hong Kong Institute of Certified Public Accountants, a fellow of The Association of Chartered Certified Accountants, a full member of the Society of Registered Financial Planners and an associate of the Taxation Institute of Hong Kong in 1993, 1994, 1995, 1999, 2009 and 2010 respectively. Mr. Liu has over 27 years of experience in the financial industry. Mr. Liu is currently the chief executive officer of China Rise Finance Group Company Limited, a subsidiary of Symphony Holdings Limited (stock code: 1223.HK). Mr. Liu is also the independent non-executive director of Pak Tak International Limited (stock code: 2668.HK). Mr. Liu was the independent non-executive director of Enterprise Development Holdings Limited (stock code: 1808.HK) for the period from January 2015 to April 2017. Mr. Liu was a non-executive director of Kith Holdings Limited (stock code: 1201.HK) for the period from October 2010 to June 2013. In addition, from March 2011 to October 2014, Mr. Liu was an executive Director, finance director, company secretary and authorised representative of the Company.

非執行董事

廖金龍先生(「廖先生」)，55歲，先前為本公司之執行董事，自2014年10月16日調任為本公司之非執行董事。廖先生於1990年獲香港樹仁學院(現稱為香港樹仁大學)頒授工商管理文憑。廖先生於1993年、1994年、1995年、1999年、2009年及2010年分別獲認可為英國特許秘書及行政人員公會會員、香港特許秘書公會會員、香港會計師公會會員、特許公認會計師公會資深會員、註冊財務策劃師協會正式會員及香港稅務學會會員。廖先生於金融業積逾27年經驗。廖先生現為新豐集團有限公司(股份代號為1223.HK)之附屬公司華晉金融集團有限公司的首席執行官，並且為百德國際有限公司(股份代號為2668.HK)的獨立非執行董事。廖先生由2015年1月至2017年4月期間，出任企展控股有限公司(股份代號為1808.HK)的獨立非執行董事。廖先生由2010年10月至2013年6月期間，出任僑威集團有限公司(股份代號為1201.HK)的非執行董事。此外，於2011年3月至2014年10月，廖先生為本公司執行董事、財務總監、公司秘書及授權代表。

Independent Non-Executive Directors

Mr. Cheung Chi Man Dennis ("Mr. Cheung"), aged 51, was appointed as an independent non-executive Director of the Company on 30 April 2015. Mr. Cheung is also the independent non-executive director of the Prosper Construction Holdings Limited (stock code: 6816.HK), the chairman of the audit committee, a member of the remuneration committee, nomination committee and risk management committee. He was a former independent non-executive director (from November 2005 to October 2008), executive director (from October 2008 to December 2013), chief financial officer (from October 2008 to December 2013) and company secretary (from October 2008 to September 2014) of Peace Map Holding Limited (formerly known as Ming Hing Waterworks Holdings Limited) (stock code: 0402.HK), a company listed on the Main Board of the Stock Exchange. He was also an independent non-executive director of Powerwell Pacific Holdings Limited (stock code: 8265.HK) from September 2010 to September 2014, a company listed on the GEM. Prior to taking up the above-mentioned post of the Company, he was the chief finance officer of the China division of Midland Holdings Limited (stock code: 1200.HK) from November 2004 to November 2008, a company listed on the Main Board of the Stock Exchange. Mr. Cheung was a director of XACT INTEGRATED MARKETING LIMITED, a private company incorporated in Hong Kong, which was dissolved by deregistration pursuant to section 291AA of the then prevailing Companies Ordinance (Chapter 32 of the Laws of Hong Kong) on 7 September 2007. To the best of the knowledge and belief of Mr. Cheung, XACT INTEGRATED MARKETING LIMITED was principally engaged in commercial advertising and had ceased business and was solvent at the time of it being dissolved by deregistration. Mr. Cheung has over 24 years of experience in accounting and financial management. He obtained a master's degree in commerce from the University of New South Wales, Australia in April 1993 and a bachelor's degree in mechanical engineering from the University of London, United Kingdom in August 1990. Mr. Cheung is a fellow member of the Hong Kong Institute of Certified Public Accountants and member of The Taxation Institute of Hong Kong.

Mr. Chiu Yu Wang ("Mr. Chiu"), aged 59, was appointed as an independent non-executive Director of the Company on 17 February 2014. He obtained a certificate in Business Studies (Banking) from Lee Wai Lee Technical Institute of the Vocational Training Council Hong Kong in August 1983. He has over 20 years of marketing experience in banking industry. Since May 2010, Mr. Chiu has become a shareholder and a director of Sparkle Well Environmental Lighting Company Limited, which is principally engaged in trading of environmental lighting products.

獨立非執行董事

張志文先生(「張先生」)，51歲，於2015年4月30日獲委任為本公司之獨立非執行董事。張先生亦為瑞港建設控股有限公司(股份代號：6816.HK)的獨立非執行董事、審核委員會主席、薪酬委員會成員、提名委員會成員及風險管理委員會成員。他曾擔任天下圖控股有限公司(前稱明興水務控股有限公司)(股份代號為0402.HK，一間於聯交所主板上市的公司)之前獨立非執行董事(自2005年11月至2008年10月)、執行董事(自2008年10月至2013年12月)、財務總監(自2008年10月至2013年12月)及公司秘書(自2008年10月至2014年9月)。自2010年9月至2014年9月，彼亦曾擔任宏峰太平洋集團有限公司(股份代號為8265.HK，一間於GEM上市的公司)之獨立非執行董事。於擔任上述公司職務之前，他曾自2004年11月至2008年11月擔任美聯集團有限公司(股份代號為1200.HK，一間於聯交所主板上市的公司)中國部財務總監。張先生曾擔任XACT INTEGRATED MARKETING LIMITED(一間在香港註冊成立之私人公司，其於2007年9月7日根據當時生效之公司條例(香港法例第32章)第291AA條透過撤銷註冊後解散)之董事。就張先生所深知及確信，於透過撤銷註冊解散時，XACT INTEGRATED MARKETING LIMITED主要從事商業廣告，並已經停止業務及有償債能力。張先生於會計及財務管理領域擁有逾24年之經驗。彼於1993年4月取得澳洲新南威爾斯大學商學碩士學位，及於1990年8月取得英國倫敦大學機械工程學士學位。張先生為香港會計師公會資深會員及香港稅務學會會員。

趙汝宏先生(「趙先生」)，59歲，於2014年2月17日獲委任為本公司之獨立非執行董事。彼於1983年8月取得香港職業訓練局李惠利工業學院商業學(銀行)證書。彼擁有超過20年在銀行業的業務經驗。自2010年5月起，趙先生成為耀佳環保照明有限公司的股東及董事，該公司主要從事環保照明產品的貿易業務。

Mr. Ko Yin Wai (“Mr. Ko”), aged 56, was appointed as an independent non-executive Director of the Company on 23 December 2011. He currently is an enterprise consultant for Dongguan Changping Qiaohui Lipeng Plastic & Hardware Manufacturing Company (東莞常平橋滙勵鵬塑膠五金製品廠) and a marketing strategic consultant for Shenzhen Lanshuo Communication Equipment Company Limited (深圳市藍碩通訊設備有限公司). Mr. Ko has been working in the electronic consumer products industry for about 19 years.

高賢偉先生(「高先生」)，56歲，於2011年12月23日獲委任為本公司之獨立非執行董事。彼現為東莞常平橋滙勵鵬塑膠五金製品廠的企業顧問及深圳市藍碩通訊設備有限公司的營銷策略顧問。高先生於電子消費產品行業工作約有19年。

SENIOR MANAGEMENT

Mr. Li Kwei Chung (“Mr. Li”), aged 49, is one of the founders of the Group. He was an executive Director of the Company during the period from 15 June 2011 to 30 April 2015. He was the chief executive officer and compliance officer of the Company until 30 April 2015. Mr. Li has been a director of a subsidiary of the Company, MiniLogic Device Corporation Limited, since September 2004 and is also a director of a Company's subsidiary. He is responsible for daily operations, research and development activities, procurement and quality control of the Group. Mr. Li obtained a bachelor's degree of Engineering and master's degree of Science in Engineering from the University of Hong Kong in 1992 and 1998 respectively. He has over 20 years of experience in the semiconductor field. Mr. Li was appointed as a member of the Information and Communication Technology R&D Centre Technology Review Panel of ASTRI for the years of 2011 to 2014. His responsibilities includes advising ASTRI on improving the quality of ASTRI's R&D projects in terms of technical merit as well as the commercialisation prospects and technology transfer potential of the projects and assisting in evaluating the effectiveness of funded projects in terms of assisting Hong Kong and Pearl River Delta based companies' to upgrade their technological competitiveness.

Mr. Lam Nim Yin (“Mr. Lam”), aged 59, joined one subsidiary of the Company, MiniLogic Device Corporation Limited, in March 2007 and is currently the marketing manager. From June 2013 to January 2016, he was a director of MiniLogic Device Corporation Limited. He is responsible for sales and marketing activities, logistic and warehouse control. Mr. Lam has been working in semiconductor industry for about 30 years. During the period from 1993 to 2009, he served as a director of a company engaging in trading of electronics such as IC.

高級管理人員

李桂聰先生(「李先生」)，49歲，為本集團創辦人之一。彼於2011年6月15日至2015年4月30日期間為本公司執行董事。彼為本公司的行政總裁兼監察主任直至2015年4月30日。李先生自2004年9月起為本公司一間附屬公司微創高科有限公司的董事，亦為本公司一間附屬公司的董事。彼負責本集團日常運作、研發活動、採購及質量監控。李先生於1992年及1998年獲香港大學分別頒授工程學學士學位及工程科學碩士學位。彼於半導體行業積逾20年經驗。李先生獲委任為香港應科院資訊及通訊技術研發中心技術評審委員會於2011至2014年度的成員。彼負責向香港應科院提出意見，以改善香港應科院的研發項目於技術水平及商業化發展方面的質素及該等項目的技術轉讓潛力，以及協助評估受資助項目是否有效幫助以香港及珠江三角洲為基地的公司提升其於技術上的競爭力。

林念賢先生(「林先生」)，59歲，於2007年3月加入為本公司一間附屬公司微創高科有限公司及現為營銷部經理。彼由2013年6月至2016年1月為微創高科有限公司的董事。彼負責銷售及營銷活動、物流及倉庫管理。林先生於半導體行業工作約30年。於1993年至2009年期間，彼出任一間公司之董事，該公司從事電子產品（如集成電路）貿易。

PROFILES OF DIRECTORS AND SENIOR MANAGEMENT (Continued)

董事及高級管理人員的履歷(續)

Mr. Liu Loi Ying (“Mr. Liu”), aged 41, joined one subsidiary of the Company, MiniLogic Device Corporation Limited, in July 2003 and is currently the engineering director and team leader in the R&D Department. He is responsible for leading a team of engineers in R&D operations, and supporting sales and marketing activities. Mr. Liu was an executive Director of the Company during the period from 15 June 2011 to 30 April 2013. He obtained a bachelor’s degree of Engineering in Computer Science and Computer Engineering and a master’s degree of Science in IC Design Engineering from The Hong Kong University of Science and Technology in 2001 and 2005 respectively. He has been working in the semiconductor field for about 16 years.

Ms. Leung Cheuk Yu (“Ms. Leung”), aged 33, is an associate of Hong Kong Institute of Certified Public Accountants and holds a bachelor’s degree of Business Administration in Accounting from The Open University of Hong Kong. Ms. Leung has over 10 years of experience in the field of auditing, accounting, taxation and company secretarial services. Ms. Leung joined the Company on 20 March 2017 as a company secretary officer and was responsible for the company secretarial matter of the Group. She has served as joint company secretary and authorised representative of the Company since 30 September 2017.

Mr. Yuen Wai Yiu Gary, aged 34, joined one subsidiary of the Company, Easy Loan Finance Limited (“Easy Loan”), on 24 July 2015 and was appointed as a director of Easy Loan on 26 February 2016 and is responsible for money lending business and daily operations of Easy Loan. He obtained a bachelor’s degree in Computing and Information Systems from Hong Kong Baptist University in 2008 and a Master Degree of Accountancy from Lingnan University in 2012. He has been working in the money lending business for about 10 years.

COMPANY SECRETARY

Dr. Sung Tak Wing Leo and Ms. Leung Cheuk Yu are the Joint Company Secretaries of the Company. For details of their profile, please refer to the paragraphs headed “Executive Directors” and “Senior Management” under this section.

COMPLIANCE OFFICER

Mr. Zhang Qing is the compliance officer of the Company. For details of his profile, please refer to the paragraph headed “Executive Directors” under this section.

廖來英先生(「廖先生」)，41歲，於2003年7月加入本公司一間附屬公司微創高科有限公司工作，現為工程總監及研發部內的團隊領導。彼負責帶領一支工程師團隊進行研發工作，以及支援銷售及營銷活動。廖先生於2011年6月15日至2013年4月30日期間曾任本公司執行董事。彼於2001年及2005年獲香港科技大學分別頒授計算機科學及計算機工程學士學位及集成電路設計工程碩士學位。彼於半導體行業工作約16年。

梁倬瑜女士(「梁女士」)，33歲，為香港會計師公會會員，並持有香港公開大學會計學榮譽工商管理學士學位。梁女士於審計、會計、稅務及公司秘書服務領域具備逾10年經驗。梁女士於2017年3月20日加入本公司出任公司秘書主任負責本集團之公司秘書事宜。彼自2017年9月30日起擔任本公司聯席公司秘書及授權代表。

袁維堯先生，34歲，於2015年7月24日加入本公司一間附屬公司易按財務有限公司(「易按」)並於2016年2月26日獲委任為易按財務之董事並負責易按財務之放債業務及日常運作。彼於2008年獲香港浸會大學頒授計算機及資訊系統理學士學位及於2012年獲嶺南大學頒授會計學碩士學位。彼於放債業務工作約10年。

公司秘書

宋得榮博士及梁倬瑜女士為本公司的聯席公司秘書。有關彼等的履歷詳情，請參閱本節「執行董事」及「高級管理人員」段內。

監察主任

張慶先生為本公司的監察主任。有關其履歷詳情，請參閱本節「執行董事」段內。

The directors ("Directors") of New Western Group Limited (the "Company") submit herewith their annual report together with the audited consolidated financial statements of the Company and its subsidiaries (collectively referred to as the "Group") for the year ended 31 December 2018.

新威斯頓集團有限公司（「本公司」）董事（「董事」）謹此呈報本公司及其附屬公司（統稱「本集團」）截至2018年12月31日止年度的年報及經審核綜合財務報表。

PRINCIPAL ACTIVITIES, GEOGRAPHICAL ANALYSIS OF OPERATION AND BUSINESS REVIEW

The principal activity of the Company is investment holding. The principal activities and other particulars of the Company's subsidiaries are set out in note 1 to the consolidated financial statements. There were no other significant changes in the nature of the Group's principal activities during the year.

The analysis of geographical locations of the Company and its subsidiaries for the year are set out in note 1 to the consolidated financial statements.

The business review of the Company and its subsidiaries for the year can be found in the section of "Management Discussion and Analysis" set out on pages 7 to 16 of this annual report. This discussion forms parts of this Directors' Report.

主要業務、業務的地域分析及業務回顧

本公司的主要業務為投資控股。本公司的附屬公司的主要業務及其他詳情載於綜合財務報表附註1。年內，除上述者外，本集團的主要業務性質並無其他重大改變。

年內，本公司及其附屬公司的地理位置分析載於綜合財務報表附註1內。

本公司及其附屬公司年內之業務回顧可參閱載於本年報第7至16頁之「管理層討論及分析」一節。此討論為本董事會報告之一部分。

RESULTS AND APPROPRIATION

The results of the Group for the year ended 31 December 2018 and the state of the Company's and the Group's affairs as at that date are set out in the consolidated financial statements on pages 68 to 74 of this annual report.

The Directors do not recommend the payment of any dividend for the year ended 31 December 2018.

業績及分派

本集團截至2018年12月31日止年度的業績以及本公司及本集團事務於該日的狀況載於本年報第68至74頁的綜合財務報表。

董事不建議派發截至2018年12月31日止年度之任何股息。

SEGMENT INFORMATION

Details of the segment information of the Group for the year ended 31 December 2018 are set out in note 6 to the consolidated financial statements.

分部資料

本集團於截至2018年12月31日止年度之分部資料詳情載於綜合財務報表附註6。

PROPERTY, PLANT AND EQUIPMENT

Details of the movements in property, plant and equipment of the Group and the Company during the year are set out in note 17 to the consolidated financial statements.

RESERVES

Details of the movements in reserves of the Group and the Company during the year are set out in the "Consolidated Statement of Changes in Equity" and note 29(b)(ii) to the consolidated financial statements respectively.

SHARE CAPITAL

Details of movements in the share capital of the Company during the year are set out in note 29(a) to the consolidated financial statements.

DISTRIBUTABLE RESERVES

The Company's reserve available for distribution as at 31 December 2018 was approximately HK\$124,848,000.

PRE-EMPTIVE RIGHTS

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

FIVE YEAR FINANCIAL SUMMARY

A summary of the results and of the assets and liabilities of the Group for the last 5 financial years is set out on page 192 of this annual report.

EQUITY-LINKED AGREEMENTS

No equity-linked agreements were entered into by the Company during 2018 or existed as at 31 December 2018.

物業、廠房及設備

有關本集團及本公司物業、廠房及設備於年內的變動詳情載於綜合財務報表附註17。

儲備

有關本集團及本公司儲備於年內的變動詳情分別載於綜合財務報表之「綜合權益變動表」及附註29(b)(ii)。

股本

有關本公司股本於年內的變動詳情載於綜合財務報表附註29(a)。

可供分派儲備

本公司於2018年12月31日可供分派的儲備金額約為124,848,000港元。

優先購買權

細則或開曼群島法律並無載有優先購買權條文規定本公司須按比例向現有股東發售新股。

五年財務概要

本集團最近5個財政年度之業績及資產與負債概要載於本年報第192頁。

股權掛鈎協議

本公司並無於2018年訂立股權掛鈎協議或於2018年12月31日存續。

PURCHASE, SALE OR REDEMPTION OF LISTED SECURITIES OF THE COMPANY

Neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Company's listed securities during the year ended 31 December 2018.

SHARE OPTION SCHEME

Details of the Share Option Scheme are set out in note 30 to the consolidated financial statements.

DIRECTORS

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

Executive Directors

Mr. Zhang Qing (*Chairman*)
Dr. Sung Tak Wing Leo (*Chief Executive Officer*)
Mr. Lau Mo

Non-Executive Director

Mr. Liu Kam Lung

Independent Non-Executive Directors

Mr. Cheung Chi Man Dennis
Mr. Chiu Yu Wang
Mr. Ko Yin Wai

購買、出售或贖回本公司上市證券

本公司或其任何附屬公司於截至2018年12月31日止年度概無購買、出售或贖回任何本公司上市證券。

購股權計劃

有關購股權計劃詳情載於綜合財務報表附註30。

董事

於年內及直至本報告日期為止，本公司的董事如下：

執行董事

張慶先生 (主席)
宋得榮博士 (行政總裁)
劉武先生

非執行董事

廖金龍先生

獨立非執行董事

張志文先生
趙汝宏先生
高賢偉先生

ROTATION OF DIRECTORS IN THE FORTHCOMING ANNUAL GENERAL MEETING

Pursuant to Article 84 of the Articles, Mr. Zhang Qing, Mr. Liu Kam Lung, Mr. Cheung Chi Man Dennis and Mr. Ko Yin Wai will retire by rotation at the forthcoming annual general meeting. Mr. Ko Yin Wai will not offer himself for re-election whereas the other three retiring Directors, being eligible, have offered themselves for re-election at the forthcoming annual general meeting.

DIRECTORS' SERVICES CONTRACTS

Each of the independent non-executive Directors and non-executive Director is appointed for an initial term of one year commencing from their respective dates of appointment and shall continue thereafter from year to year until terminated by one month's notice in writing served by either party on the other party.

No Director proposed for re-election at the forthcoming annual general meeting has a service contract which is not determinable by the Group within one year without payment of compensation, other than statutory compensation.

DIRECTORS' MATERIAL INTERESTS IN TRANSACTIONS, ARRANGEMENTS AND CONTRACTS THAT ARE SIGNIFICANT IN RELATION TO THE COMPANY'S BUSINESS

No other transactions, arrangements or contracts of significance in relation to the Group's business to which the Company, its controlling shareholder or any of its subsidiaries or fellow subsidiaries was a party or in which a Director or the Director's connected party had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year ended 31 December 2018.

於應屆股東週年大會上的董事輪任

根據細則第84條，張慶先生、廖金龍先生、張志文先生及高賢偉先生將於應屆股東週年大會上輪席退任。高賢偉先生將不會參與重選，而其他三名退任董事則符合資格並將於應屆股東週年大會上膺選連任。

董事服務合約

各獨立非執行董事及非執行董事已獲委任，初始任期由各自的委任日期起計為期一年，並將於其後每年繼續生效，直至其中一方給予對方一個月的書面通知而終止。

擬於應屆股東週年大會上膺選連任之董事概無訂立任何不得於一年內在無需支付任何賠償（法定賠償除外）之情況下由本集團終止之服務合約。

董事於有關本公司業務之重大交易、安排及合約的重大權益

概無有關本集團業務而本公司、其控股股東或其任何附屬公司或同系附屬公司為其中一名訂約方或董事或董事之關連方於當中擁有重大利益（不論直接或間接）之其他重大交易、安排或合約，於年末或於截至2018年12月31日止年度內任何時間存續。

PROFILES OF DIRECTORS AND SENIOR MANAGEMENT

Profiles of the Directors and senior management of the Group are set out on pages 43 to 48 of this annual report.

董事及高級管理人員的履歷

本集團董事及高級管理人員的履歷資料載於本年報第43至48頁。

EMOLUMENT POLICY

The emolument policy of the employees of the Group is set up by the Remuneration Committee which takes into account their merit, qualifications and competence.

The emoluments of the Directors are decided by the Remuneration Committee, having regard to the Company's operating results, individual performance and comparable market statistics.

Furthermore, the Company has adopted the share option scheme to reward participants for their contribution to the Group.

酬金政策

本集團僱員的酬金政策由薪酬委員會按其表現、資歷及能力而訂立。

董事的酬金由薪酬委員會經考慮本公司的經營業績、個人表現及可比較市場統計數據而釐定。

此外，本公司已採納購股權計劃以獎勵為本集團帶來貢獻的參與者。

REMUNERATION OF DIRECTORS AND FIVE INDIVIDUALS WITH HIGHEST EMOLUMENTS

Details of the emoluments of the Directors and five individuals with highest emoluments are set out in note 12 to the consolidated financial statements.

董事及五名最高酬金人士的薪酬

有關董事及五名最高酬金人士的薪酬詳情載於綜合財務報表附註12。

RETIREMENT BENEFIT SCHEME

Details of the retirement benefit scheme of the Group are set out in note 4(m)(i) to the consolidated financial statements.

退休福利計劃

有關本集團的退休福利計劃詳情載於綜合財務報表附註4(m)(i)。

DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY OR ANY ASSOCIATED CORPORATION

As at 31 December 2018, the interests and short position of the Directors and chief executive of the Company in the shares, underlying shares and debentures of the Company and any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance ("SFO")), which were required (a) to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they are taken or deemed to have under such provisions of the SFO), or (b) to be and were entered in the register required to be kept by the Company pursuant to section 352 of the SFO, or (c) as otherwise notified to the Company and the Stock Exchange pursuant to the Rules 5.46 to 5.68 of the GEM Listing Rules, were as follows:

Long and Short Positions

Ordinary shares and underlying share of the Company

董事及最高行政人員於本公司或任何相聯法團股份、相關股份及債權證的權益及淡倉

於2018年12月31日，本公司董事及最高行政人員於本公司及其任何相聯法團（定義見證券及期貨條例（「證券及期貨條例」）第XV部）之股份、相關股份及債權證中擁有(a)根據證券及期貨條例第XV部第7及8分部須知會本公司及聯交所的權益及淡倉（包括根據證券及期貨條例該等條款彼等被當作或視為持有之權益及淡倉），或(b)根據證券及期貨條例第352條須登記於由本公司存置之登記冊內的權益及淡倉；或(c)根據GEM上市規則第5.46至5.68條規定須另行知會本公司及聯交所的權益及淡倉如下：

好倉及淡倉

本公司的普通股股份及相關股份

Name of Directors	Capacity/Nature of interests	Number of the Company's issued ordinary shares held (Note 1) 所持本公司已發行普通股股份數目 (附註1)	Approximate percentage of total issued shares capital of the Company (Note 2) 佔本公司已發行股本總數的概約百分比 (附註2)
董事姓名	身份／權益性質		
Executive Directors			
執行董事			
Mr. Zhang Qing 張慶先生	Personal interest 個人權益	4,000,000 (L) 4,000,000 (好)	0.29%
Dr. Sung Tak Wing Leo 宋得榮博士	Personal interest 個人權益	10,000,000 (L) 10,000,000 (好)	0.72%
Mr. Lau Mo	Interest of a controlled corporation (Note 3)	800,400,526 (L) 800,400,526 (S)	57.26% 57.26%
劉武先生	受控制法團權益 (附註3)	800,400,526 (好) 800,400,526 (淡)	

Notes:

1. The number of the Company's total issued ordinary shares as at 31 December 2018 was 1,397,782,400. The letter "L" denotes long positions in the shares and underlying shares of the Company and the letter "S" denotes short positions in the shares and underlying shares of the Company.
2. The percentages are calculated on the basis of 1,397,782,400 ordinary shares of the Company in issues as at 31 December 2018.
3. Mr. Lau Mo is the beneficial owner of all of the issued share capital of Champsword Limited, and is therefore deemed to be interested in the 800,400,526 ordinary shares of the Company in which Champsword Limited is beneficially interested. As disclosed in the announcement of the Company dated 16 November 2018, Champsword Limited had executed on 13 November 2018 a charge over its 800,400,526 ordinary shares of the Company in favour of Zhongtai Financial Investment Limited as security for certain senior secured note issued by Champsword Limited and subscribed by Zhongtai Financial Investment Limited. Zhongtai Financial Investment Limited thus has security interest over these shares.

Save as disclosed above, as at 31 December 2018, so far as is known to the Directors or Chief Executive Officer of the Company, none of the Directors and chief executive of the Company had any interests or short positions in any shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which (a) were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they were taken or deemed to have under such provisions of the SFO), or (b) were required, pursuant to section 352 of the SFO, to be entered in the register referred to therein, or (c) were required, pursuant to Rules 5.46 to 5.68 of the GEM Listing Rules to be notified to the Company and the Stock Exchange.

ARRANGEMENTS TO PURCHASE SHARES OR DEBENTURES

At no time during the year ended 31 December 2018 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, or debentures of, the Company or any other body corporate.

附註：

1. 截至2018年12月31日，本公司已發行普通股總數為1,397,782,400股。「好」指於本公司股份及相關股份之好倉，「淡」指於本公司股份及相關股份之淡倉。
2. 百分比乃根據於2018年12月31日本公司已發行之1,397,782,400股普通股所計算。
3. 劉武先生為Champsword Limited全部已發行股本之實益擁有人，因此被視為擁有Champsword Limited實益擁有的800,400,526股本公司普通股股份之權益。誠如本公司日期為2018年11月16日之公告所披露，Champsword Limited於2018年11月13日以中泰金融投資有限公司為受益人簽立一項以本公司800,400,526股普通股作出的押記，作為Champsword Limited所發行並由中泰金融投資有限公司認購的若干優先有抵押票據的抵押品。因此，中泰金融投資有限公司於該等股份中擁有抵押權益。

除上文所披露外，於2018年12月31日，就本公司董事或行政總裁所知，概無本公司之董事及最高行政人員於本公司或其任何相聯法團（定義見證券及期貨條例第XV部）之任何股份、相關股份或債權證中擁有(a)根據證券及期貨條例第XV部第7及8分部須知會本公司及聯交所的權益或淡倉（包括根據證券及期貨條例該等條款彼等被當作或視為持有之權益及淡倉），或(b)根據證券及期貨條例第352條登記於該條所指登記冊內的權益或淡倉，或(c)根據GEM上市規則第5.46至5.68條規定須另行知會本公司及聯交所之權益或淡倉。

收購股份或債權證的安排

於截至2018年12月31日止年度內任何時間內，本公司或其任何附屬公司或同系附屬公司概無作為一方參與任何安排，致令董事可藉購入本公司或任何其他法團的股份或債權證而獲得利益。

SUBSTANTIAL SHAREHOLDERS' AND OTHER PERSONS' INTERESTS AND SHORT POSITIONS IN THE SHARES AND UNDERLYING SHARES OF THE COMPANY

As at 31 December 2018, so far as is known to the Directors or Chief Executive Officer of the Company, the following persons or corporations (other than a director or chief executive of the Company) had interests or short positions in the shares and underlying shares of the Company as recorded in the register required to be kept by the Company pursuant to 336 of the SFO:

Long and Short Positions

Ordinary shares of the Company

Name of shareholders	Capacity/Nature of interests	Total number of the Company's issued ordinary shares held (Note 1) 所持本公司已發行普通股股份總數 (附註1)	Approximate percentage of total issued share capital of the Company 佔本公司已發行股本總數的 概約百分比
股東姓名／名稱	身份／權益性質		
Champsword Limited	Beneficial owner (Note 2)	800,400,526 (L)	57.26%
	實益擁有人(附註2)	800,400,526 (S)	57.26%
		800,400,526 (好)	
		800,400,526 (淡)	
Mr. Lau Mo	Interest of a controlled corporation (Note 2)	800,400,526 (L)	57.26%
		800,400,526 (S)	57.26%
劉武先生	受控制法團權益(附註2)	800,400,526 (好)	
		800,400,526 (淡)	
Zhongtai Financial Investment Limited	Beneficial owner of security interest (Notes 2 and 3)	800,400,526 (L)	57.26%
中泰金融投資有限公司	抵押權益之實益擁有人(附註2及3)	800,400,526 (好)	
Zhongtai Financial International Limited	Interest of a controlled corporation (Note 3)	800,400,526 (L)	57.26%
中泰金融國際有限公司	受控制法團權益(附註3)	800,400,526 (好)	
Zhongtai Securities Company Limited	Interest of a controlled corporation (Note 3)	800,400,526 (L)	57.26%
中泰證券股份有限公司	受控制法團權益(附註3)	800,400,526 (好)	

主要股東及其他人士於本公司股份及相關股份的權益及淡倉

就本公司任何董事或行政總裁所知，於2018年12月31日，如本公司根據證券及期貨條例第336條存置的登記冊記錄，以下人士或公司（除本公司的董事或最高行政人員外）擁有本公司股份及相關股份的權益或淡倉：

好倉及淡倉

本公司的普通股股份

Notes:

1. The number of the Company's total issued ordinary shares as at 31 December 2018 was 1,397,782,400. The letter "L" denotes long positions in the shares and underlying shares of the Company and the letter "S" denotes short positions in the shares and underlying shares of the Company.
2. Mr. Lau Mo is the beneficial owner of all of the issued share capital of Champsword Limited, and is therefore deemed to be interested in the 800,400,526 ordinary shares of the Company in which Champsword Limited is beneficially interested. As disclosed in the announcement of the Company dated 16 November 2018, Champsword Limited had executed on 13 November 2018 a charge over its 800,400,526 ordinary shares of the Company in favour of Zhongtai Financial Investment Limited as security for certain senior secured note issued by Champsword Limited and subscribed by Zhongtai Financial Investment Limited. Zhongtai Financial Investment Limited thus has security interest over these shares.
3. Zhongtai Financial Investment Limited is wholly owned by Zhongtai Financial International Limited which in turn is indirectly wholly-owned by Zhongtai Securities Company Limited. Thus Zhongtai Financial International Limited and Zhongtai Securities Company Limited are deemed to be interested in the 800,400,526 ordinary shares of the Company in which Zhongtai Financial Investment Limited has security interest.

Save as disclosed above, as at 31 December 2018, so far as is known to the Directors and Chief Executive Officer of the Company, and based on the public records filed on the website of Hong Kong Exchanges and Clearing Limited and records kept by the Company, no other persons or corporations (other than Directors and Chief Executive Officer of the Company) had interests or short positions in the shares or underlying shares of the Company as recorded in the register required to be kept by the Company under section 336 of the SFO.

附註：

1. 截至2018年12月31日，本公司已發行普通股總數為1,397,782,400股。「好」指於本公司股份及相關股份之好倉，「淡」指於本公司股份及相關股份之淡倉。
2. 劉武先生為Champsword Limited全部已發行股本之實益擁有人，因此被視為擁有Champsword Limited實益擁有的800,400,526股本公司普通股之權益。誠如本公司日期為2018年11月16日之公告所披露，Champsword Limited於2018年11月13日以中泰金融投資有限公司為受益人簽立一項以本公司800,400,526股普通股作出的押記，作為Champsword Limited所發行並由中泰金融投資有限公司認購的若干優先有抵押票據的抵押品。因此，中泰金融投資有限公司於該等股份中擁有抵押權益。
3. 中泰金融投資有限公司由中泰金融國際有限公司全資擁有，而中泰金融國際有限公司則由中泰證券股份有限公司間接全資擁有。因此，中泰金融國際有限公司及中泰證券股份有限公司被視為擁有中泰金融投資有限公司擁有抵押權益的800,400,526股本公司普通股之權益。

除上文所披露外，於2018年12月31日，就本公司董事及行政總裁所知，以及基於香港交易及結算所有限公司網站上備案的公共記錄及本公司保存的記錄，概無其他人士或法團（本公司董事或行政總裁除外）根據本公司按照證券及期貨條例第336條所存置之登記冊記錄於本公司股份或相關股份中擁有權益或淡倉。

MAJOR CUSTOMERS AND SUPPLIERS

The information in respect of the Group's sales and purchases attributable to the major customers and suppliers respectively during the year are as follows:

		Sales 銷售	Purchases 採購
The largest customer	最大客戶	8%	N/A不適用
Five largest customers in aggregate	五大客戶合計	25%	N/A不適用
The largest supplier	最大供應商	N/A不適用	24%
Five largest suppliers in aggregate	五大供應商合計	N/A不適用	68%

Save as disclosed in this annual report and to the best knowledge of the Directors, none of the Directors, their close associates or any shareholders (which to the knowledge of the Directors own more than 5% of the Company's share capital) has any interest in the Group's five largest customers or suppliers during the year ended 31 December 2018.

MANAGEMENT CONTRACTS

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

CONNECTED TRANSACTIONS

Significant related party transactions entered into by the Group during the year ended 31 December 2018 are disclosed in note 37 to the consolidated financial statements, which do not fall under the definition of "connected transaction" or "continuing connected transaction" in Chapter 20 of the GEM Listing Rules.

SUFFICIENCY OF PUBLIC FLOAT

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

主要客戶及供應商

本集團的主要客戶及供應商分別應佔年內銷售及採購的資料如下：

		Sales 銷售	Purchases 採購
The largest customer	最大客戶	8%	N/A不適用
Five largest customers in aggregate	五大客戶合計	25%	N/A不適用
The largest supplier	最大供應商	N/A不適用	24%
Five largest suppliers in aggregate	五大供應商合計	N/A不適用	68%

除本年報所披露者外及據董事所深知，截至2018年12月31日止年度，董事、彼等之緊密聯繫人或任何就董事所知擁有本公司股本逾5%之股東概無擁有於本集團五大客戶或供應商的任何權益。

管理合約

本年度內，本公司並無就全盤或其中任何重大部分業務的管理及行政事宜訂立或存有任何合約。

關連交易

本集團於截至2018年12月31日止年度訂立之重大關連人士之交易於綜合財務報表附註37披露，其並不符合GEM上市規則第20章的「關連交易」或「持續關連交易」的定義。

足夠公眾持股量

根據本公司所獲得之公開資料及就董事所知，於本年報日期，本公司一直根據GEM上市規則之規定保持足夠公眾持股量。

INTEREST IN A COMPETING BUSINESS

During the year ended 31 December 2018, none of the Directors, the controlling shareholders of the Company and their respective close associates (as defined in the GEM Listing Rules) had any interest in any business which competes or is likely to compete, directly or indirectly, with the business of the Group or any other conflicts of interest with the Group.

PERMITTED INDEMNITY PROVISION

The Company has taken out and maintained directors' liability insurance which provides appropriate cover for the Directors and directors of the subsidiaries of the Group.

At no time during the year 2018 and up to the date of this report, there was or is, any permitted indemnity provision being in force for the benefit of any of the Directors and directors of the subsidiaries of the Group.

PLEDGE OF SHARES BY CONTROLLING SHAREHOLDER

On 13 November 2018, Champsword Limited, the controlling shareholder of the Company which is wholly-owned by Mr. Lau Mo, an executive Director, executed a charge over its 800,400,526 ordinary shares in the issued share capital of the Company (representing approximately 57.26% of the issue share capital of the Company) in favour of Zhongtai Financial Investment Limited as security for certain senior secured note issued by Champsword Limited and subscribed by Zhongtai Financial Investment Limited. Zhongtai Financial Investment Limited is an entity independent of the Company and its connected persons (as defined in the GEM Listing Rules). As at the date of this report, the said charge has not been released.

For further details of this transaction, please refer to the announcement of the Company dated 16 November 2018.

於競爭業務的權益

截至2018年12月31日止年度，董事、本公司的控股股東及彼等各自的緊密聯繫人（定義見GEM上市規則）概無於任何與本集團業務直接或間接構成或可能構成競爭的業務中擁有任何權益，或與本集團有任何其他利益衝突。

獲准許彌償條文

本公司已投購及維持董事之責任保險，其為董事及本集團附屬公司之董事提供充分保障。

於2018年內所有時間及直至本報告日期，概無為任何董事及本集團附屬公司董事之利益而生效的任何獲准許彌償條文。

控股股東質押股份

於2018年11月13日，本公司控股股東Champsword Limited（由執行董事劉武先生全資擁有）以中泰金融投資有限公司為受益人簽立一項以本公司已發行股本中800,400,526股普通股（相當於本公司已發行股本約57.26%）作出的押記，作為Champsword Limited所發行並由中泰金融投資有限公司認購的若干優先有抵押票據的抵押品。中泰金融投資有限公司為一間獨立於本公司及其關連人士（定義見GEM上市規則）的實體。於本報告日期，上述押記仍未獲解除。

有關是項交易的進一步詳情，請參閱本公司日期為2018年11月16日的公告。

CORPORATE GOVERNANCE REPORT

A corporate governance report is set out on pages 17 to 42 of this annual report. Mr. Zhang Qing whose biographical details are set out on page 43 of this report, is the Compliance Officer of the Company and Dr. Sung Tak Wing Leo and Ms. Leung Cheuk Yu whose biographical details are set out on page 44 and 48 of this annual report respectively, are the Joint Company Secretaries of the Company.

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

The Environmental, Social and Governance Report of the Company prepared in accordance with Appendix 20 to the GEM Listing Rules will be published within three months after the publication of this annual report.

AUDITOR

The financial statements for the year ended 31 December 2018 have been audited by CF Partners Limited.

JH CPA Alliance Limited, who acted as the auditor of the Company for the past three years, resigned with effect on 27 April 2018 and CF Partners Limited was appointed as the auditor of the Company with effect from 27 April 2018 accordingly.

CF Partners Limited will retire and, being eligible, offer themselves for re-appointment. A resolution for the re-appointment of CF Partners Limited as auditor of the Company will be proposed at the forthcoming annual general meeting.

On behalf of the Board

Mr. Zhang Qing
Chairman

Hong Kong, 22 March 2019

企業管治報告

企業管治報告載於本年報第17至42頁。張慶先生（其履歷詳情刊載於本年報第43頁）為本公司之監察主任，而宋得榮博士及梁倬瑜女士（其履歷詳情分別刊載於本年報第44及48頁）為本公司之聯席公司秘書。

環境、社會及管治報告

本公司根據GEM上市規則附錄20編製的本公司環境、社會及管治報告將於本年報刊發後的三個月內刊發。

核數師

執業會計師闊範會計師事務所有限公司已審核截至2018年12月31日止年度之財務報表。

於過去三年擔任本公司核數師的晉華會計師事務所有限公司於2018年4月27日辭任，而闊範會計師事務所有限公司因此獲委任為本公司核數師，自2018年4月27日起生效。

闊範會計師事務所有限公司將退任，且符合資格並願意重選連任。有關重新委任闊範會計師事務所有限公司為本公司核數師之決議案將於應屆股東週年大會上提呈。

代表董事會

張慶先生
主席

香港，2019年3月22日

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告



CF PARTNERS LIMITED

闊範會計師事務所有限公司

Certified Public Accountants

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TO THE MEMBERS OF NEW WESTERN GROUP LIMITED
(Formerly Known as Megalogic Technology Holdings Limited)
(Incorporated in the Cayman Islands with limited liability)

致新威斯頓集團有限公司股東
(前稱宏創高科集團有限公司)
(於開曼群島註冊成立之有限公司)

OPINION

We have audited the consolidated financial statements of New Western Group Limited (the "Company") and its subsidiaries (collectively referred to as the "Group") set out on pages 68 to 191, 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 (the "HKICPA") and have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

BASIS FOR OPINION

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

意見

吾等已審核列載於第68至191頁新威斯頓集團有限公司(「貴公司」)及其附屬公司(統稱「貴集團」)的綜合財務報表,此等綜合財務報表包括於2018年12月31日的綜合財務狀況表、截至該日止年度的綜合損益及其他全面收益表、綜合權益變動表和綜合現金流量表,以及綜合財務報表附註,包括主要會計政策概要。

吾等認為,該等綜合財務報表已根據香港會計師公會(「香港會計師公會」)頒佈的香港財務報告準則(「香港財務報告準則」)真實而公平地反映 貴集團於2018年12月31日的綜合財務狀況以及截至該日止年度的綜合財務表現和綜合現金流量,並已遵照香港公司條例的披露規定妥為編製。

意見基礎

吾等已根據香港會計師公會頒佈的香港審計準則(「香港審計準則」)進行審核。根據該等準則,吾等的責任於本報告核數師就審計綜合財務報表的責任一節中進一步詳述。根據香港會計師公會專業會計師道德守則(「守則」),吾等獨立於 貴集團,並已遵循守則履行其他道德責任。吾等相信,吾等所獲得的審核憑證足夠及能適當地為吾等的意見提供基礎。

KEY AUDIT MATTERS

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

We have fulfilled the responsibilities described in the *Auditor's Responsibilities for the Audit of the Consolidated Financial Statements* section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the consolidated financial statements. The results of our audit procedures, including the procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying consolidated financial statements.

Key audit matters

Goodwill

Refer to significant accounting policies in note 4(c), significant accounting estimates in note 5 and disclosures of goodwill in note 18 to the consolidated financial statements.

The Group is required to annually test the goodwill for impairment. For the impairment assessment, it involved significant management assumptions with respect to underlying cash flows, discount rates and future growth rates for calculation of value in use of the cash generating unit ("CGU").

Due to significance of the goodwill of HK\$137,448,000 and subjective assumptions used in estimating the value in use of the CGUs, we considered it as a key audit matter.

How our audit addressed the key audit matter

Our audit procedures in relation to the impairment assessment of goodwill included:

- Evaluating the assumptions and methodologies used by the Group for the impairment assessment, including CGU's underlying cash flows, discount rates and future growth rates;
- Testing basis of preparing the cash flow forecast by comparing with previous forecasts and evidence supporting the underlying assumptions;
- Assessing the appropriateness of key assumptions such as the growth rates by external market data; and
- Reviewing management sensitivity analysis for the sensitive assumptions.

關鍵審核事項

關鍵審核事項為吾等的專業判斷中，審核本期間綜合財務報表中最重要的事項。吾等於審核整體綜合財務報表處理此等事項及就此形成意見，而不會就此等事項單獨發表意見。就下列每一事項，我們於上下文中提供了我們的審計如何處理彼等的描述。

吾等已履行本報告「核數師就審計綜合財務報表承擔的責任」一節所闡述的責任，包括有關該等事宜的責任。因此，吾等的審計工作包括執行因應吾等對綜合財務報表存在重大錯誤陳述風險的評估而設計的審計程序。吾等所執行審計程序的結果，包括就處理下述事項所執行的程序，為對隨附綜合財務報表所發出的審計意見提供基礎。

關鍵審核事項

商譽

經參照附註4(c)重大會計政策、附註5重大會計估計及綜合財務報表附註18商譽披露。

本集團須為商譽減值進行年度測試。就減值評估而言，其涉及管理層須就相關現金流量、貼現率及計算現金產生單位使用價值的未來增長率作出重大假設。

由於商譽數值高達137,448,000港元及估計現金產生單位使用價值所用的主觀假設，吾等視之為關鍵審核事項。

吾等進行審核時如何處理關鍵審核事項

吾等有關商譽減值評估的審核程序包括：

- 估計本集團就減值評估所用的假設及方法，包括現金產生單位的相關現金流量、貼現率及未來增長率；
- 比較先前預測與支持相關假設的證據，以測試編製現金流量預測的基準；
- 以外部市場數據評估關鍵假設（如增長率）的適切性；及
- 就敏感假設審視管理層敏感度分析。

Key audit matters

Impairment assessment of loans receivables

Refer to the significant accounting policies in note 4(h), significant accounting estimates in note 5 and disclosures of loans receivables in note 22 to the consolidated financial statements.

The adoption of HKFRS 9 has fundamentally changed the Group's accounting for loan loss impairment by replacing HKAS 39's incurred loss approach with a forward looking expected credit loss ("ECL") approach.

The Group assesses the ECL according to forward looking information and using appropriate models involved subjective assumptions relating to borrower's creditworthiness such as likelihood of default and corresponding losses, historical settlement records and subsequent settlement status.

Due to significance of the loans receivables of approximately HK\$98,678,000 (representing 29.0% of total assets) and corresponding uncertainty inherent in the estimates, we considered this as a key audit matter.

How our audit addressed the key audit matters

Our procedures in relation to management's impairment assessments include:

- Understanding and evaluating key controls over origination, ongoing monitoring and credit quality assessments of the loans receivables;
- Assessing the effectiveness of application of the ECL models, inputs and assumptions used by the Group in calculating the ECL; and
- Inquiring of management for credit risk of each of the loans receivables, checking their historical and subsequent settlement records and performing public search of credit profile of selected loans receivables.

關鍵審核事項

應收貸款減值評估

請參閱綜合財務報表附註4(h)的重大會計政策、附註5的重大會計估計及附註22的應收貸款披露。

透過以前瞻性預期信貸虧損(「預期信貸虧損」)方式取代香港會計準則第39號的已產生虧損模式，採納香港財務報告準則第9號已基本上對本集團有關貸款虧損減值的會計處理方式作出重大變動。

本集團根據前瞻性資料及使用涉及對借款人信譽作主觀評估(如欠款的可能性及相應損失、過往還款記錄及其後還款狀態)的適用模式評估預期信貸虧損

由於應收貸款涉及重大款項約98,678,000港元(佔總資產29.0%)及估計當中存在相關不穩定因素，吾等視有關事項為關鍵審核事項。

吾等進行審核時如何處理關鍵審核事項

吾等有關管理層的減值評估的程序包括：

- 了解及評估應收貸款的產生、持續監察及信貸質素評估方面的關鍵控制；
- 評估應用預期信貸虧損模式及本集團用作計算預期信貸虧損的輸入值及假設的效用；及
- 詢問管理層各筆應收貸款的信貸風險、檢查彼等的過往及其後還款記錄以及公開查閱指定應收貸款的信貸資料檔案。

OTHER INFORMATION INCLUDED IN THE ANNUAL REPORT

The directors of the Company are responsible for the other information. The other information comprises the information included in the annual report, other than the consolidated financial statements and our auditor's report thereon ("Other Information").

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

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

RESPONSIBILITIES OF THE DIRECTORS FOR THE CONSOLIDATED FINANCIAL STATEMENTS

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

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

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

年報包含之其他資料

貴公司董事須對其他資料負責。其他資料包括年報所載資料（綜合財務報表及吾等就此發出的核數師報告除外）（「其他資料」）。

吾等對綜合財務報表的意見並不涵蓋其他資料，吾等亦不會就其發表任何形式的鑒證結論。

就審核綜合財務報表而言，吾等的責任是閱讀其他資料，及在此過程中，考慮其他資料是否與綜合財務報表或吾等在審計過程中所了解的情況有重大不符，或者似乎有重大錯誤陳述。基於吾等已執行的工作，倘吾等認為其他資料有重大錯誤陳述，吾等需要報告有關事實。就此而言，吾等無需報告任何事項。

董事就綜合財務報表須承擔的責任

貴公司董事須負責根據香港會計師公會頒佈的香港財務報告準則及香港公司條例的披露要求，以令綜合財務報表作出真實而公平的反映，及落實其認為編製綜合財務報表所必要的內部控制，以使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，董事負責評估貴集團持續經營的能力，並在適用情況下披露與持續經營有關的事項，以及使用持續經營為會計基礎，除非董事有意將貴集團清盤或停止經營，或別無其他實際的替代方案。

審核委員會協助董事履行監督集團財務報告程序之職責。

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

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

As part of an audit in accordance with HKSAAs, we exercise professional judgment 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.

核數師就審計綜合財務報表承擔的責任

吾等的目標，是對整體綜合財務報表是否不存在由於欺詐或錯誤而導致的任何重大錯誤陳述取得合理保證，並出具包括吾等意見的核數師報告。吾等僅向閣下（作為整體）報告，除此之外本報告別無其他目的。吾等不會就本報告的內容向任何其他人士負上或承擔任何責任。合理保證是高水平的保證，但不能保證按香港審計準則進行的審計總能發現重大錯誤陳述。錯誤陳述可以由欺詐或錯誤引起，如果按合理預期而錯誤陳述個別或匯總起來可能影響綜合財務報表使用者所作出的經濟決定，則有關的錯誤陳述可被視作重大。

在根據香港審計準則進行審計的過程中，吾等運用了職業判斷，保持了職業懷疑態度。吾等亦：

- 識別及評估由於欺詐或錯誤而導致綜合財務報表存在重大錯誤陳述的風險，設計及執行審計程序以應對該等風險，以及取得充足及適當的審計憑證，作為吾等意見的基礎。由於欺詐可能涉及串謀、偽造、蓄意遺漏、虛假陳述，或凌駕於內部控制之上，因此未能發現因欺詐而導致的重大錯誤陳述的風險較因錯誤而導致的重大錯誤陳述的風險為高。
- 了解與審計相關的內部控制，以設計適當的審計程序，但目的並非對貴集團內部控制的有效性發表意見。
- 評價董事所採用會計政策的合適性及作出會計估計及相關披露資料的合理性。

- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.
- 對董事採用持續經營會計基礎的恰當性作出結論，並根據所得的審計憑證，決定是否存在與事件或情況有關的重大不確定性，而可能對貴集團持續經營的能力構成重大疑慮。倘吾等認為存在重大不確定性，則有必要在核數師報告中提請使用者關注綜合財務報表中的相關披露資料，或倘有關披露資料不足，則吾等須修訂吾等之意見。吾等的結論是基於截至核數師報告日止所取得的審計憑證。然而，未來事件或情況可能導致貴集團不能繼續持續經營。
- 評估綜合財務報表的整體列報方式、結構及內容，包括披露資料，以及綜合財務報表是否公允反映相關交易及事項。
- 就貴集團實體或業務活動的財務資料獲取充分、適當的審計憑證，以對綜合財務報表發表意見。吾等負責指導、監督及執行集團審計。

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.

吾等與審核委員會溝通計劃審計範圍、審計時間安排、重大審計發現等事項，包括吾等於審計期間識別出內部控制的任何重大缺陷。

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

就與審核委員會溝通的事項而言，吾等釐定哪些事項對本期間綜合財務報表的審計最為重要，因而構成關鍵審計事項。吾等於核數師報告中描述該等事項，除非法律法規不允許對某件事項作出公開披露，或在極端罕見的情況下，若有合理預期於吾等報告中溝通某事項而造成的負面後果將會超過其產生的公眾利益，吾等將不會在此等情況下在報告中溝通該事項。

The engagement partner on the audit resulting in this independent auditor's report is Chan Chi Kwong, Dickson.

出具本獨立核數師報告的審計項目合夥人為陳智光。

CF Partners Limited
Certified Public Accountants
Hong Kong, 22 March 2019

CHAN Chi Kwong, Dickson
Practicing Certificate Number: P04383

闊範會計師事務所有限公司
執業會計師
香港，2019年3月22日

陳智光
執業證書編號：P04383

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2018年12月31日止年度

		Notes 附註	2018 2018年 HK\$'000 千港元	2017 2017年 HK\$'000 千港元
Continuing Operations	持續經營業務			
Revenue	收益	7	76,328	75,925
Cost of sales and services	銷售及服務成本		(26,413)	(28,521)
Gross profit	毛利		49,915	47,404
Other income	其他收入	8	1,140	459
Other gains and losses	其他收益及虧損	9	(27)	569
Staff costs	員工成本		(20,805)	(18,354)
Depreciation and amortisation	折舊及攤銷		(1,508)	(1,541)
Operating lease rental – land and buildings	經營租賃租金—土地及樓宇		(2,493)	(2,138)
Other operating expenses	其他經營開支		(7,763)	(9,291)
Finance cost	財務費用	10	—	(857)
Profit before tax from continuing operations	除稅前來自持續經營業務之溢利	11	18,459	16,251
Income tax expense	所得稅開支	13	(3,938)	(6,386)
Profit for the year from continuing operations	來自持續經營業務之年內溢利		14,521	9,865
Discontinued Operation	已終止經營業務			
Profit for the year from discontinued operation	來自已終止經營業務之年內溢利	14	—	462
Profit for the year	年內溢利		14,521	10,327
Other comprehensive (expense)/income, net of income tax	其他全面（開支）／收益（扣除所得稅）			
Items that may be subsequently reclassified to profit or loss:	其後可能重列至損益之項目：			
Exchange differences arising on translation of foreign operations	換算海外業務產生之匯兌差額		(1,237)	586
Total comprehensive income for the year	年內全面收益總額		13,284	10,913

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME (Continued)

綜合損益及其他全面收益表(續)

FOR THE YEAR ENDED 31 DECEMBER 2018

截至2018年12月31日止年度

	Notes 附註	2018 2018年 HK\$'000 千港元	2017 2017年 HK\$'000 千港元
Profit/(loss) for the year attributable to owners of the Company:	本公司擁有人應佔 年內溢利／(虧損)：		
from continuing operations	來自持續經營業務	15,529	10,298
from discontinued operation	來自已終止經營業務	—	(571)
		15,529	9,727
Non-controlling interests:	非控股權益應佔：		
from continuing operations	來自持續經營業務	(1,008)	(433)
from discontinued operation	來自已終止經營業務	—	1,033
		(1,008)	600
		14,521	10,327
Total comprehensive income for the year attributable to:	應佔年內全面收益總額：		
Owners of the Company	本公司擁有人	14,305	10,313
Non-controlling interests	非控股權益	(1,021)	600
		13,284	10,913
Earnings per share attributable to owners of the Company	本公司擁有人應佔每股盈利	HK cents 港仙	HK cents 港仙
Basic and diluted	基本及攤薄		
For profit for the year	年內溢利	1.11	0.70
For profit for the year from continuing operations	來自持續經營業務之 年內溢利	1.11	0.74

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

綜合財務狀況表

AS AT 31 DECEMBER 2018

於2018年12月31日

		Notes 附註	2018 2018年 HK\$'000 千港元	2017 2017年 HK\$'000 千港元
Non-current assets	非流動資產			
Property, plant and equipment	物業、廠房及設備	17	3,444	3,254
Goodwill	商譽	18	137,448	137,448
Loans receivables	應收貸款	22	–	3,331
Total non-current assets	總非流動資產		140,892	144,033
Current assets	流動資產			
Inventories	存貨	20	3,752	3,567
Trade receivables	應收貿易賬款	21	5,763	4,107
Loans receivables	應收貸款	22	98,678	132,091
Other receivables, deposits and prepayments	其他應收款項、按金及預付款項	23	1,908	2,613
Bank balances and cash	銀行結餘及現金	24	89,835	39,013
Total current assets	總流動資產		199,936	181,391
Current liabilities	流動負債			
Trade payables	應付貿易賬款	25	1,698	1,292
Other payables and accruals	其他應付及應計款項	26	6,347	5,655
Amount due to a holder of non-controlling interests	應付一位非控股權益持有人之款項	27	1,300	–
Tax payables	應付稅項		4,691	5,136
Total current liabilities	總流動負債		14,036	12,083
Net current assets	淨流動資產		185,900	169,308
Total assets less current liabilities	總資產減流動負債		326,792	313,341
Non-current liability	非流動負債			
Deferred tax liabilities	遞延稅項負債	28	–	–
Total non-current liability	總非流動負債		–	–
Net assets	淨資產		326,792	313,341

CONSOLIDATED STATEMENT OF FINANCIAL POSITION (Continued)

綜合財務狀況表(續)

AS AT 31 DECEMBER 2018

於2018年12月31日

		Notes 附註	2018 2018年 HK\$'000 千港元	2017 2017年 HK\$'000 千港元
Capital and reserves	資本及儲備			
Share capital	股本	29(a)	139,778	139,778
Reserves	儲備	29(b)	185,161	170,864
Equity attributable to owners of the Company	本公司擁有人應佔權益		324,939	310,642
Non-controlling interests	非控股權益		1,853	2,699
Total equity	權益總額		326,792	313,341

The consolidated financial statements on pages 68 to 191 were approved and authorised for issue by the board of directors on 22 March 2019 and signed on its behalf by:

第68至191頁的綜合財務報表已於2019年3月22日獲董事會批准及授權刊發，並由下列董事代表簽署：

ZHANG Qing

張慶

Director

董事

SUNG Tak Wing Leo

宋得榮

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2018年12月31日止年度

Attributable to owners of the Company
本公司擁有人應佔

		Share capital	Share premium	Merger reserve	Statutory reserve	Exchange reserve	(Accumulated losses)/ retained profits (累計虧損)/ 保留溢利	Subtotal	Non-controlling interests	Total equity
		股本 HK\$'000 千港元	股份溢價 HK\$'000 千港元	合併儲備 HK\$'000 千港元	法定儲備 HK\$'000 千港元	匯兌儲備 HK\$'000 千港元	保留溢利 HK\$'000 千港元	小計 HK\$'000 千港元	非控股權益 HK\$'000 千港元	權益總額 HK\$'000 千港元
At 1 January 2017	於2017年1月1日	139,778	148,287	17,941	-	(40)	(5,905)	300,061	1,874	301,935
Profit for the year	年內溢利	-	-	-	-	-	9,727	9,727	600	10,327
Other comprehensive income for the year:	年內其他全面收益：									
Exchange differences arising on translation of foreign operations	換算海外業務產生之匯兌差額	-	-	-	-	586	-	586	-	586
Total comprehensive income for the year	年內全面收益總額	-	-	-	-	586	9,727	10,313	600	10,913
Change in ownership interest in a subsidiary that do not result in a loss of control (Note 33)	於附屬公司之擁有權益變動(不會導致失去控制權)(附註33)	-	-	-	-	-	268	268	3,132	3,400
Disposal of subsidiaries (Note 32(d))	出售附屬公司(附註32(d))	-	-	-	-	-	-	-	(2,907)	(2,907)
Transfer to statutory reserve (Note 29(b))	轉撥至法定儲備(附註29(b))	-	-	-	508	-	(508)	-	-	-
At 31 December 2017	於2017年12月31日	139,778	148,287	17,941	508	546	3,582	310,642	2,699	313,341
Impact of adopting HKFRS 9 (Note 3(a))	應用香港財務報告準則第9號之影響(附註3(a))	-	-	-	-	-	(8)	(8)	(5)	(13)
At 1 January 2018 (restated)	於2018年1月1日(經重列)	139,778	148,287	17,941	508	546	3,574	310,634	2,694	313,328
Profit for the year	年內溢利	-	-	-	-	-	15,529	15,529	(1,008)	14,521
Other comprehensive expense for the year:	年內其他全面開支：									
Exchange differences arising on translation of foreign operations	換算海外業務產生之匯兌差額	-	-	-	-	(1,224)	-	(1,224)	(13)	(1,237)
Total comprehensive (expense)/income for the year	年內全面收益(開支)/總額	-	-	-	-	(1,224)	15,529	14,305	(1,021)	13,284
Capital contributions from non-controlling interests	來自非控股權益之注資	-	-	-	-	-	-	-	180	180
At 31 December 2018	於2018年12月31日	139,778	148,287	17,941	508	(678)	19,103	324,939	1,853	326,792

CONSOLIDATED STATEMENT OF CASH FLOWS

綜合現金流量表

FOR THE YEAR ENDED 31 DECEMBER 2018
截至2018年12月31日止年度

	Notes 附註	2018 2018年 HK\$'000 千港元	2017 2017年 HK\$'000 千港元
Cash flows from operating activities	來自經營活動之現金流量		
Profit before tax	除稅前溢利		
From continuing operations	來自持續經營業務	18,459	16,251
From discontinued operation	來自已終止經營業務	–	919
		18,459	17,170
Adjustments for:	經調整下列各項：		
Bank interest income	銀行利息收入	(12)	(16)
Depreciation of property, plant and equipment	物業、廠房及設備折舊	1,508	1,716
Amortisation of intangible asset	無形資產攤銷	–	187
(Gain)/loss on disposal of property, plant and equipment, net	出售物業、廠房及設備 (收益)/虧損淨額	(1)	2
Provision/(reversal of provision) for slow-moving and obsolete inventories	滯銷及過時存貨撥備/ (撥備撥回)	69	(945)
Impairment loss on trade receivables, net	應收貿易賬款減值虧損淨額	(13)	136
Accumulated interest on promissory note	承兌票據之累計利息	–	857
Waive of accumulated interest on promissory note	豁免承兌票據之累計利息	–	(857)
Loss on disposal of subsidiaries	出售附屬公司虧損	–	1,833
Operating cash flows before working capital changes	營運資金變動前 經營現金流量	20,010	20,083
(Increase)/decrease in inventories	存貨(增加)/減少	(254)	1,810
(Increase)/decrease in trade receivables	應收貿易賬款(增加)/減少	(1,656)	3,741
Decrease in loans receivables	應收貸款減少	36,744	120,532
Decrease/(increase) in other receivables, deposits and prepayments	其他應收款項、按金及 預付款項減少/(增加)	705	(690)
Increase/(decrease) in trade payables	應付貿易賬款增加/(減少)	406	(176)
Increase in other payables and accruals	其他應付及應計款項增加	692	2,387
Increase in amount due to a holder of non-controlling interest	應付一位非控股權益持有人之 款項增加	1,300	–
Decrease in amount due to a former non-controlling interest shareholder of a former subsidiary	應付一間前附屬公司之一位 前任非控股權益股東之 款項減少	–	(955)
Cash generated from operations	來自經營之現金	57,947	146,732
Income tax paid	已付所得稅	(4,363)	(3,648)
Net cash from operating activities	來自經營活動之淨現金	53,584	143,084

CONSOLIDATED STATEMENT OF CASH FLOWS (Continued)

綜合現金流量表 (續)

FOR THE YEAR ENDED 31 DECEMBER 2018

截至2018年12月31日止年度

		Notes 附註	2018 2018年 HK\$'000 千港元	2017 2017年 HK\$'000 千港元
Cash flows from investing activities	來自投資活動之現金流量			
Payment for purchase of property, plant and equipment	購買物業、廠房及設備之付款		(1,703)	(1,864)
Proceeds from disposal of property, plant and equipment	出售物業、廠房及設備之款項		1	–
Acquisition of subsidiaries	收購附屬公司	31(e)	–	(96,402)
Proceeds from disposal of subsidiaries	出售附屬公司之所得款項	32(e)	–	22,187
Bank interest received	已收銀行利息		12	16
Net cash used in investing activities	用於投資活動之淨現金		(1,690)	(76,063)
Cash flows from financing activities	來自融資活動之現金流量			
Capital contributions from non-controlling interests	非控股權益注資		180	–
Proceeds from issue of shares of a subsidiary to non-controlling interests	發行附屬公司股份至非控股權益之所得款項		–	3,400
Early redemption of promissory note	承兌票據提早贖回		–	(40,000)
Net cash from/(used in) financing activities	來自／(用於)自融資活動之淨現金		180	(36,600)
Net increase in cash and cash equivalents	現金及現金等價物淨增加		52,074	30,421
Cash and cash equivalents at 1 January	於1月1日的現金及現金等價物		39,013	8,005
Effects of foreign exchange rate changes, net	外匯匯率變動之影響，淨額		(1,252)	587
Cash and cash equivalents at 31 December	於12月31日的現金及現金等價物		89,835	39,013
Analysis of balances of cash and cash equivalents:	現金及現金等價物結餘分析：			
Bank balances and cash	銀行結餘及現金		89,835	39,013

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

FOR THE YEAR ENDED 31 DECEMBER 2018
截至2018年12月31日止年度

1. GENERAL INFORMATION

The Company was incorporated in the Cayman Islands on 31 March 2011, as an exempted company with limited liability under the Companies Law Cap. 22 of the Cayman Islands. The address of its registered office is 190 Elgin Avenue, George Town, Grand Cayman KY1-9005, Cayman Islands. The address of its principal place of business is Suite 2101, 21/F, Chinachem Century Tower, 178 Gloucester Road, Wanchai, Hong Kong.

Pursuant to a special resolution passed at the annual general meeting of the Company on 27 April 2018 and with the approval of the Registrar of Companies in the Cayman Islands on 1 May 2018 and the Registrar of Companies in Hong Kong on 20 June 2018, the English name of the Company has been changed from “Megalogic Technology Holdings Limited” to “New Western Group Limited” and the Company has adopted the Chinese name “新威斯頓集團有限公司” as the dual foreign name of the Company to replace the previous Chinese name “宏創高科集團有限公司”.

The Company is an investment holding company. The principal activities of its subsidiaries (together with the Company referred to as the “Group”) are: (1) the provision of integrated circuit (“IC”) solutions and the design, development and sales of ICs; (2) money lending business in Hong Kong (“HK”) through the provision of unsecured and secured loans to customers, including individuals and corporations under the provisions of the Money Lenders Ordinance; and (3) the provision of investment and planning consulting service, real estate agent, property management services and car parking management services in the People’s Republic of China (the “PRC”).

The consolidated financial statements are presented in Hong Kong dollar (“HK\$”), which is the same as the functional currency of the Company and all value are rounded to the nearest thousand except when otherwise indicated.

1. 一般資料

本公司於2011年3月31日根據開曼群島第22章公司法在開曼群島註冊成立為一間獲豁免有限責任公司。本公司註冊辦事處地址為190 Elgin Avenue, George Town, Grand Cayman KY1-9005, Cayman Islands。其主要營業地址為香港灣仔告士打道178號華懋世紀廣場21樓2101室。

根據本公司於2018年4月27日舉行的股東週年大會上通過的特別決議案，以及經開曼群島公司註冊處處長及香港公司註冊處處長分別於2018年5月1日及2018年6月20日批准，本公司的英文名稱已由「Megalogic Technology Holdings Limited」更改為「New Western Group Limited」，且本公司已採用中文名稱「新威斯頓集團有限公司」作為其雙重外文名稱，以取代以往中文名稱「宏創高科集團有限公司」。

本公司乃一間投資控股公司，其附屬公司（連同本公司合稱「本集團」）的主要業務為：(1)提供集成電路（「集成電路」）的解決方案，並從事集成電路的設計、開發及銷售；(2)根據放債人條例於香港（「香港」）從事放債業務透過向客戶，包括個人及公司，提供無抵押及有抵押貸款；及(3)於中華人民共和國（「中國」）從事投資與策劃諮詢服務、房地產經紀、物業管理服務及停車場管理服務。

本綜合財務報表以本公司的功能貨幣港元（「港元」）呈報，除另有所指明者外，所有金額均已調整至最接近千位。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

綜合財務報表附註（續）

FOR THE YEAR ENDED 31 DECEMBER 2018

截至2018年12月31日止年度

1. GENERAL INFORMATION (Continued)

Information about subsidiaries

Particulars of the subsidiaries of the Company at as 31 December 2018 are as follows:

Name of Subsidiary 附屬公司名稱	Place of Incorporation and Operation 註冊成立及 經營地點	Issued Ordinary/ Paid up Capital 已發行普通股之 實繳股本	Proportion of ownership interest held by the Company 本公司持有之擁有權權益比例		Principal Activities 主要業務
			Directly 直接	Indirectly 間接	
Megalogic Business Limited	British Virgin Islands ("BVI") 英屬處女群島 （「英屬處女群島」）	United States dollar ("US\$") US\$1 1美元（「美元」）	100%	—	Investment holding 投資控股
Megalogic Investment Limited	BVI 英屬處女群島	US\$1 1美元	100%	—	Investment holding 投資控股
Minilogic Investment Limited (Note 33)（附註33）	BVI 英屬處女群島	US\$10 10美元	60%	—	Investment holding 投資控股
Excellence Steps Limited	BVI 英屬處女群島	US\$1 1 美元	100%	—	Investment holding 投資控股
Quick Wit Ventures Limited ("Quick Wit")	BVI 英屬處女群島	US\$100 100 美元	100%	—	Investment holding 投資控股
Megalogic Business Management Consultant Limited 宏創企業管理顧問有限公司	HK 香港	HK\$10,000,000 10,000,000 港元	100%	—	Business consultant 業務顧問
Megalogic Investments Group Limited 宏創投資集團有限公司	HK 香港	HK\$1 1港元	100%	—	Inactive 暫無營業
Megalogic Technology Holdings Limited 宏創高科集團有限公司	HK 香港	HK\$1 1港元	100%	—	Inactive 暫無營業
Easy Loan Finance Limited 易按財務有限公司	HK 香港	HK\$80,000,000 80,000,000港元	—	100%	Money lending 放債
Easy Finance Assets Management Limited 融通易資產管理有限公司	HK 香港	HK\$10,000,000 10,000,000港元	—	100%	Investment holding 投資控股

1. 一般資料（續）

附屬公司之資料

於2018年12月31日，本公司之附屬公司詳情如下：

1. GENERAL INFORMATION (Continued)

Information about subsidiaries (Continued)

Name of Subsidiary 附屬公司名稱	Place of Incorporation and Operation 註冊成立及 經營地點	Issued Ordinary/ Paid up Capital 已發行普通股之 實繳股本	Proportion of ownership interest held by the Company 本公司持有之擁有權權益比例		Principal Activities 主要業務
			Directly 直接	Indirectly 間接	
MiniLogic Device Corporation Limited ("MiniLogic HK") (Note 33) 微創高科有限公司 (「微創高科香港」)(附註33)	HK 香港	HK\$18,321,554 18,321,554港元	–	60%	Design, development and sales of ICs 設計、開發及 銷售集成電路
Megalagic China Development Limited 宏創中國發展有限公司	HK 香港	HK\$1 1港元	–	100%	Investment holding 投資控股
成都宏創投企業管理有限公司 (Note (i)) (附註(i))	PRC 中國	HK\$3,400,000 3,400,000港元	–	100%	Inactive 暫無營業
Western Property Management (HK) Limited 威斯頓物業管理(香港)有限公司	HK 香港	HK\$1 1港元	–	100%	Investment holding 投資控股
四川威斯頓資產管理有限公司 (「四川威斯頓」) (Note (ii)) (附註(ii))	PRC 中國	Renminbi ("RMB") RMB1,000,000 人民幣(「人民幣」) 人民幣1,000,000元	–	100%	Property management services 物業管理服務
四川威斯頓華陸物業管理有限公司 (「四川威斯頓華陸」) (Note (iii)) (附註(iii))	PRC 中國	RMB300,000 人民幣300,000元	–	51%	Property management services 物業管理服務

Notes:

- (i) The registered capital was HK\$50,000,000. As of 31 December 2018, the paid up capital was HK\$3,400,000 and the remaining registered capital to be injected on or before 30 March 2026.
- (ii) The registered capital was increased from RMB1,000,000 to RMB5,000,000 during the current year. As of 31 December 2018, the paid up capital was RMB1,000,000 and the remaining registered capital to be injected on or before 31 December 2035.
- (iii) The registered capital was RMB2,000,000. As of 31 December 2018, the paid up capital was RMB300,000 and the remaining registered capital to be injected on or before 2 May 2028.

附註:

- (i) 註冊資本為50,000,000港元。截至2018年12月31日，已付資本為3,400,000港元及餘下增資應於2026年3月30日或之前注入。
- (ii) 註冊資本於本年度由人民幣1,000,000元增加至人民幣5,000,000元。截至2018年12月31日，已付資本為人民幣1,000,000元及餘下增資應於2035年12月31日或之前注入。
- (iii) 註冊資本為人民幣2,000,000元。截至2018年12月31日，已付資本為人民幣300,000元及餘下增資應於2028年5月2日或之前注入。

2. STATEMENT OF COMPLIANCE

These consolidated financial statements have been prepared in accordance with all applicable Hong Kong Financial Reporting Standards (“HKFRSs”), which collective term includes all applicable individual Hong Kong Financial Reporting Standards, Hong Kong Accounting Standards (“HKASs”) and Interpretations issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”), accounting principles and standards generally accepted in Hong Kong and the disclosure requirements of the Hong Kong Companies Ordinance. These consolidated financial statements also comply with the applicable disclosure provisions of the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited (the “GEM Listing Rules”). A summary of the significant accounting policies adopted by the Group is set out in note 4 to the consolidated financial statements below.

HKICPA has issued certain new and revised HKFRSs that are first effective or available for early adoption for the current accounting period of the Group. Note 3 to the consolidated financial statements provides information on any changes in accounting policies resulting from initial application of these new and revised HKFRSs to the extent that they are relevant to the Group for the current and prior accounting periods reflected in these consolidated financial statements.

2. 遵例聲明

本綜合財務報表乃根據香港會計師公會（「香港會計師公會」）頒佈之所有適用香港財務報告準則（「香港財務報告準則」）（此統稱包括所有適用之個別香港財務報告準則、香港會計準則（「香港會計準則」）及詮釋）、香港普遍採納之會計原則及準則及香港公司條例之披露規定而編製。本綜合財務報表亦符合香港聯合交易所有限公司GEM證券上市規則（「GEM上市規則」）之適用披露條文。本集團採納的主要會計政策概要載於下文綜合財務報表附註4。

香港會計師公會頒佈若干新訂及經修訂之香港財務報告準則。此等準則在本集團當前之會計期間開始生效或可供提前採用。首次應用此等新訂及經修訂香港財務報告準則所引致與本集團當前和以往會計期間相關的會計政策變動已於本綜合財務報表內反映，有關資料載列於綜合財務報表附註3。

3. APPLICATION OF NEW AND REVISED HKFRSs

(a) New and revised HKFRSs adopted

The Group has adopted the following new and revised HKFRSs for the first time for the current year's financial statements.

Amendments to HKFRS 2	<i>Classification and Measurement of Share-based Payment Transactions</i>
Amendments to HKFRS 4	<i>Applying HKFRS 9 Financial Instruments with HKFRS 4 Insurance Contracts</i>
HKFRS 9	<i>Financial Instruments</i>
HKFRS 15	<i>Revenue from Contracts with Customers</i>
Amendments to HKFRS 15	<i>Clarifications to HKFRS 15 Revenue from Contracts with Customers</i>
Amendments to HKAS 40	<i>Transfers of Investment Property</i>
HK (IFRIC)-Int 22	<i>Foreign Currency Transactions and Advance Consideration</i>
<i>Annual Improvements 2014-2016 Cycle</i>	Amendments to HKFRS 1 and HKAS 28

Except for the amendments to HKFRS 2, amendments to HKFRS 4, amendments to HKAS 40 and *Annual Improvements to HKFRSs 2014-2016 Cycle*, which are not relevant to the preparation of the Group's financial statements, the nature and the impact of the new and revised HKFRSs are described below.

3. 採納新訂及經修訂香港財務報告準則

(a) 所採納之新訂及經修訂香港財務報告準則

本集團於本年度的財務報表中首次採納以下新訂及經修訂香港財務報告準則。

香港財務報告準則第2號(修訂本)	以股份為基礎付款的交易的分類及計量
香港財務報告準則第4號(修訂本)	應用香港財務報告準則第4號保險合約時一併應用香港財務報告準則第9號金融工具
香港財務報告準則第9號	金融工具
香港財務報告準則第15號	來自客戶合約的收益
香港財務報告準則第15號(修訂本)	澄清香港財務報告準則第15號來自客戶合約的收益
香港會計準則第40號(修訂本)	轉讓投資物業
香港(國際財務報告詮釋委員會)－詮釋第22號	外幣交易及預付代價
2014年至2016年週期之年度改進	香港財務報告準則第1號及香港會計準則第28號(修訂本)

除與本集團財務報表的編製不相關的香港財務報告準則第2號(修訂本)、香港財務報告準則第4號(修訂本)、香港會計準則第40號(修訂本)及2014年至2016年週期之年度改進外,新訂及經修訂香港財務報告準則的性質及影響載述如下。

3. APPLICATION OF NEW AND REVISED HKFRSs (Continued)

(a) New and revised HKFRSs adopted (Continued)

HKFRS 9 *Financial Instruments*

HKFRS 9 replaces HKAS 39 *Financial Instruments: Recognition and Measurement*. HKFRS 9 introduces new requirements for classification and measurement of financial assets, impairment and hedge accounting, which have resulted in the following changes in accounting policies.

The Group has applied HKFRS 9 retrospectively to items that existed at 1 January 2018 in accordance with the transition requirements. The group has recognised the cumulative effect of initial application as an adjustment to the opening equity at 1 January 2018. Therefore, comparative information continues to be reported under HKAS 39.

The Group's trade receivables and loans receivables are subject to HKFRS 9's new ECL model and the Group was required to revise its impairment methodology under HKFRS 9.

The Group applies the HKFRS 9 simplified approach to measuring ECLs which uses a lifetime expected loss allowance for all trade receivables. This resulted in an increase of the loss allowance on 1 January 2018 by approximately HK\$13,000 for trade receivables. Note 21 provides further details about the calculation of the allowance.

For loans receivables, the ECL is based on the 12-month ECL. The 12-month ECL is the portion of lifetime ECLs that results from default events on loans receivables that are possible within 12 months after the reporting date. However, there is no significant increase of credit risk for loans receivable and no impairment loss was identified.

3. 採納新訂及經修訂香港財務報告準則(續)

(a) 所採納之新訂及經修訂香港財務報告準則(續)

香港財務報告準則第9號「金融工具」

香港財務報告準則第9號取代香港會計準則第39號「金融工具：確認及計量」。香港財務報告準則第9號引入有關金融資產分類及計量的新要求以及減值及對沖會計，造成以下會計政策之變動。

本集團已根據過渡規定對於2018年1月1日已存在的項目追溯應用香港財務報告準則第9號。本集團已將首次應用的累計影響確認為對於2018年1月1日期初權益的調整。因此，將會繼續根據香港會計準則第39號報告比較資料。

本集團應收貿易賬款及應收貸款受香港財務報告準則第9號的新預期信貸虧損模式所規限，而本集團需要根據香港財務報告準則第9號修訂其減值方法。

本集團應用香港財務報告準則第9號的簡化方法，以所有應收貿易賬款的生命週期預期虧損撥備計算預期信貸虧損。有關方法導致於2018年1月1日的應收貿易賬款虧損撥備上升約13,000港元。附註21提供有關該撥備計算方法的進一步詳情。

就應收貸款而言，預期信貸虧損乃以12個月預期信貸虧損為基礎計算。12個月預期信貸虧損為生命週期預期信貸虧損中因應收貸款於報告日期後12個月內可能發生的違約事件所產生的部份。然而，應收貸款的信貸風險並無大幅上升，且並無識別減值虧損。

3. APPLICATION OF NEW AND REVISED HKFRSs (Continued)

(a) New and revised HKFRSs adopted (Continued)

HKFRS 9 *Financial Instruments* (Continued)

While other receivables, deposits and prepayment and bank balance and cash are also subject to the impairment requirements of HKFRS 9, no impairment loss was identified.

The following table reconciles the aggregate opening impairment allowances under HKAS 39 to the ECL allowances under HKFRS 9.

3. 採納新訂及經修訂香港財務報告準則(續)

(a) 所採納之新訂及經修訂香港財務報告準則(續)

香港財務報告準則第9號「金融工具」(續)

雖然其他應收款項、按金及預付款項以及銀行結餘及現金需要遵守香港財務報告準則第9號的減值規定，但並無識別減值虧損。

下表為根據香港會計準則第39號的期初減值撥備總額與根據香港財務報告準則第9號的預期信貸虧損撥備對賬。

	Impairment allowances under HKAS 39 at 31 December 2017	Remeasurement	ECL allowance under HKFRS 9 at 1 January 2018
	於2017年12月31日根據香港會計準則第39號的減值撥備 HK\$'000 千港元	重新計量 HK\$'000 千港元	於2018年1月1日根據香港財務報告準則第9號的預期信貸虧損撥備 HK\$'000 千港元
Trade receivables	應收貿易賬款	13	13

3. APPLICATION OF NEW AND REVISED HKFRSs (Continued)

(a) New and revised HKFRSs adopted (Continued)

HKFRS 9 *Financial Instruments* (Continued)

The impact of transition to HKFRS 9 on retained profits and non-controlling interests is as follows:

Retained profits

		Retained profits	Non-controlling interests
		保留溢利	非控股權益
		HK\$'000	HK\$'000
		千港元	千港元
Balance as at 31 December 2017 under HKAS 39	根據香港會計準則第39號於2017年12月31日的結餘	3,582	2,699
Recognition of ECLs for trade receivables under HKFRS 9	根據香港財務報告準則第9號確認應收貿易賬款的預期信貸虧損	(8)	(5)
Balance as at 1 January 2018 under HKFRS 9	根據香港財務報告準則第9號於2018年1月1日的結餘	3,574	2,694

Other than the above, there is no significant impact on the Group's financial position and financial result upon the adoption of HKFRS 9.

3. 採納新訂及經修訂香港財務報告準則（續）

(a) 所採納之新訂及經修訂香港財務報告準則（續）

香港財務報告準則第9號「金融工具」（續）

過渡至香港財務報告準則第9號對保留溢利及非控股權益之影響如下：

保留溢利

	Retained profits	Non-controlling interests
	保留溢利	非控股權益
	HK\$'000	HK\$'000
	千港元	千港元
Balance as at 31 December 2017 under HKAS 39	3,582	2,699
Recognition of ECLs for trade receivables under HKFRS 9	(8)	(5)
Balance as at 1 January 2018 under HKFRS 9	3,574	2,694

除上述者外，自採納香港財務報告準則第9號以來，本集團的財務狀況及財務業績並無重大影響。

3. APPLICATION OF NEW AND REVISED HKFRSs (Continued)

(a) New and revised HKFRSs adopted (Continued)

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.

HKFRS 15 applies to the contracts with customers for the following transactions:

- Sale of goods;
- Provision of application specific integrated circuit (“ASIC”) services;
- Provision of property management services; and
- Rental income

Interest income will continue to be accounted for in accordance with HKFRs 9 “Financial Instruments”.

3. 採納新訂及經修訂香港財務報告準則(續)

(a) 所採納之新訂及經修訂香港財務報告準則(續)

香港財務報告準則第15號「來自客戶合約的收益」

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號確立五個步驟的模式以確認來自客戶合約的收益。根據香港財務報告準則第15號，收益所確認的金額反映該實體預期就向客戶交換該等貨品或服務有權獲得之代價。

香港財務報告準則第15號應用於下列交易相關的客戶合約：

- 銷售貨品；
- 提供特定用途集成電路（「ASIC」）服務；
- 提供物業管理服務；及
- 租金收入

利息收入將繼續根據香港財務報告準則第9號「金融工具」入賬。

3. APPLICATION OF NEW AND REVISED HKFRSs (Continued)

(a) New and revised HKFRSs adopted (Continued)

HKFRS 15 *Revenue from contracts with customers* (Continued)

The Group has applied HKFRS 15 retrospectively with the cumulative effect of initially applying this Standards recognised at the date of initial application, 1 January 2018. Any difference at the date of initial application is recognised in the opening retained profits (or other components in equity, as appropriate) and comparative information has not been restated. Furthermore, in accordance with the transition provisions in HKFRS 15, the Group can elect to apply the standard using the full retrospective method with certain practical expedients that most of the contracts begin and end within the same annual reporting period and/or completed at the beginning of the earliest period presented.

HKFRS 15 introduces a five-steps model when recognising revenue:

- Step 1: Identify the contract(s) with a customer
- Step 2: Identify the performance obligations in the contract
- Step 3: Determine the transaction price
- Step 4: Allocate the transaction price to each performance obligation
- Step 5: Recognise revenue when each performance obligation is satisfied

The standard requires entities to exercise judgement, taking into consideration all of the relevant facts and circumstances when applying each step of the model to contracts with their customers.

Based on the assessment of the Group, the adoption of HKFRS 15 from 1 January 2018 has resulted in changes of accounting policies of the Group, however, it does not have significant impact on the timing and amounts of revenue recognition of the Group, and no adjustment to the opening balance of equity at 1 January 2018 have been made.

3. 採納新訂及經修訂香港財務報告準則（續）

(a) 所採納之新訂及經修訂香港財務報告準則（續）

香港財務報告準則第15號「來自客戶合約的收益」（續）

本集團已追溯應用香港財務報告準則第15號，而首次應用該準則的累計影響於首次應用日期2018年1月1日確認。於首次應用日期的任何差異於期初保留溢利（或權益的其他部分（如適用））確認，且並無重列比較資料。再者，根據香港財務報告準則第15號的過渡條文，本集團可選擇運用完全追溯法應用該準則，並附若干實際權宜之計，即大多數合約於相同年度報告期間內開始及結束及／或於所呈列的最早期間開始時完成。

香港財務報告準則第15號於確認收益時引入五個步驟模式：

- 第一步：識別與客戶之合約
- 第二步：識別合約中之履約責任
- 第三步：釐定交易價
- 第四步：將交易價分配至各履約責任
- 第五步：於各履約責任完成時確認收益

該準則要求實體作出判斷，並考慮於將該模式之各步驟應用於其客戶合約時之所有相關事實及情況。

根據本集團之評估，自2018年1月1日起採納香港財務報告準則第15號已導致本集團之會計政策變動，但其並無對本集團收入確認之時間及金額產生重大影響，故並無對2018年1月1日之期初權益結餘作出調整。

3. APPLICATION OF NEW AND REVISED HKFRSs (Continued)

(a) New and revised HKFRSs adopted (Continued)

HK(IFRIC)-Int 22 Foreign Currency Transactions and Advance Consideration

HK(IFRIC)-Int 22 provides guidance on how to determine the date of the transaction when applying HKAS 21 to the situation where an entity receives or pays advance consideration in a foreign currency and recognises a non-monetary asset or liability. The interpretation clarifies that the date of the transaction for the purpose of determining the exchange rate to use on initial recognition of the related asset, expense or income (or part of it) is the date on which an entity initially recognises the non-monetary asset (such as a prepayment) or non-monetary liability (such as deferred income) arising from the payment or receipt of the advance consideration. If there are multiple payments or receipts in advance of recognising the related item, the entity must determine the transaction date for each payment or receipt of the advance consideration. The interpretation has had no impact on the Group's financial statements as the Group's accounting policy for the determination of the exchange rate applied for initial recognition of non-monetary assets or non-monetary liabilities is consistent with the guidance provided in the interpretation.

3. 採納新訂及經修訂香港財務報告準則(續)

(a) 所採納之新訂及經修訂香港財務報告準則(續)

香港(國際財務報告詮釋委員會)－詮釋第22號「外幣交易及預付代價」

香港(國際財務報告詮釋委員會)－詮釋第22號就實體以外幣預收或預付代價並確認非貨幣資產或負債的情況應用香港會計準則第21號時，應如何釐定交易日期提供指引。該詮釋明確說明釐定首次確認相關資產、開支或收入(或其部份)時所使用匯率之交易日期，為實體首次確認預付或預收代價時所產生之非貨幣資產(如預付款項)或非貨幣負債(如遞延收入)之日。倘於確認相關項目有多項預付或預收款項，該實體必須釐定每項預付或預收代價的交易日期。該詮釋對本集團的財務報表並無影響，因為為本集團釐適用於首次確認非貨幣資產或非貨幣負債匯率的會計政策，與該詮釋所訂明的指引一致。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

綜合財務報表附註(續)

FOR THE YEAR ENDED 31 DECEMBER 2018

截至2018年12月31日止年度

3. APPLICATION OF NEW AND REVISED HKFRSs (Continued)

(b) Issued but not yet effective new and revised HKFRSs

The Group has not applied the following new and revised HKFRSs, that have been issued but are not yet effective, in these financial statements.

Amendments to HKFRS 3	<i>Definition of a Business</i> ²
Amendments to HKFRS 9	<i>Prepayment Features with Negative Compensation</i> ¹
Amendments to HKFRS 10 and HKAS 28 (2011)	<i>Sale or Contribution of Assets between an Investor and its Associate or Joint Venture</i> ⁴
HKFRS 16	<i>Leases</i> ¹
HKFRS 17	<i>Insurance Contracts</i> ³
Amendments to HKAS 1 and HKAS 8	<i>Definition of Material</i> ²
Amendments to HKAS 19	<i>Plan Amendment, Curtailment or Settlement</i> ¹
Amendments to HKAS 28	<i>Long-term Interests in Associates and Joint Ventures</i> ¹
HK(IFRIC)-Int 23	<i>Uncertainty over Income Tax Treatments</i> ¹
<i>Annual Improvements 2015-2017 Cycle</i>	Amendments to HKFRS 3, HKFRS 11, HKAS 12 and HKAS 23 ¹

3. 採納新訂及經修訂香港財務報告準則(續)

(b) 已頒佈但尚未生效之新訂及經修訂香港財務報告準則

本集團並無於該等財務報告內應用下列已頒佈但尚未生效的新訂及經修訂香港財務報告準則。

香港財務報告準則第3號(修訂本)	業務的定義 ²
香港財務報告準則第9號(修訂本)	具有負補償之提前還款特性 ¹
香港財務報告準則第10號及香港會計準則第28號(修訂本)(2011年)	投資者與其聯營公司或合營企業之間的資產出售或注資 ⁴
香港財務報告準則第16號	租賃 ¹
香港財務報告準則第17號	保險合約 ³
香港會計準則第1號及香港會計準則第8號(修訂本)	重大的定義 ²
香港會計準則第19號(修訂本)	計劃修訂、縮減或支付 ¹
香港會計準則第28號(修訂本)	於聯營公司及合營企業的長期權益 ¹
香港(國際財務報告詮釋委員會)一詮釋第23號	所得稅處理之不確定性 ¹
2015年至2017年週期之年度改進	香港財務報告準則第3號、香港財務報告準則第11號、香港會計準則第12號及香港會計準則第23號(修訂本) ¹

3. APPLICATION OF NEW AND REVISED HKFRSs (Continued)

(b) Issued but not yet effective new and revised HKFRSs (Continued)

- ¹ Effective for annual periods beginning on or after 1 January 2019
- ² Effective for annual periods beginning on or after 1 January 2020
- ³ Effective for annual periods beginning on or after 1 January 2021
- ⁴ No mandatory effective date yet determined but available for adoption

HKFRS 16 *Leases*

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 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.

3. 採納新訂及經修訂香港財務報告準則(續)

(b) 已頒佈但尚未生效之新訂及經修訂香港財務報告準則(續)

- ¹ 於2019年1月1日或之後開始的年度期間生效
- ² 於2020年1月1日或之後開始的年度期間生效
- ³ 於2021年1月1日或之後開始的年度期間生效
- ⁴ 尚未釐定強制生效日期，但可予採納

香港財務報告準則第16號「租賃」

香港財務報告準則第16號由生效日期起將取代香港會計準則第17號「租賃」及相關詮釋，其引入單一承租人會計處理模式，並要求承租人就為期超過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（代表其有權使用相關租賃資產）及租賃負債（代表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，並於現金流量表內呈列。此外，使用權資產及租賃負債初步按現值基準計量。計量包括不可撤銷租賃付款，亦包括承租人合理地肯定將行使選擇權延續租賃或行使選擇權終止租賃之情況下，將於選擇權期間內作出之付款。此項會計處理方法與承租人根據前身準則（香港會計準則第17號）入賬處理分類為經營租賃之租賃之會計法明顯不同。

3. APPLICATION OF NEW AND REVISED HKFRSs (Continued)

(b) Issued but not yet effective new and revised HKFRSs (Continued)

HKFRS 16 *Leases* (Continued)

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.

As at 31 December 2018, the Group was a lessor and lessee under a number of leasing arrangements. In respect of those arrangements in which the Group was a lessee, a preliminary assessment indicates that the arrangements will continue to meet the definition of leases under HKFRS 16, and hence the Group will recognise a right-of-use asset and a corresponding liability in respect of all these leases unless they qualify for low value or short-term leases upon the application of HKFRS 16. In addition, the application of new requirements may result in changes in measurement, presentation and disclosure as indicated above.

3. 採納新訂及經修訂香港財務報告準則（續）

(b) 已頒佈但尚未生效之新訂及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）

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。

於2018年12月31日，本集團為若干租賃安排項下之出租人及承租人。就本集團為承租人之該等安排而言，初步評估表明，該等安排將繼續符合香港財務報告準則第16號項下之租賃定義，因此，本集團將就所有該等租賃確認使用權資產及相應負債，除非在應用香港財務報告準則第16號後其符合低價值或短期租賃。此外，如上文所示，應用新規定或會導致計量、呈列及披露出現變動。

3. APPLICATION OF NEW AND REVISED HKFRSs (Continued)

(b) Issued but not yet effective new and revised HKFRSs (Continued)

HK(IFRIC)-Int 23 *Uncertainty over Income Tax Treatment*

HK(IFRIC)-Int 23 addresses the accounting for income taxes (current and deferred) when tax treatments involve uncertainty that affects the application of HKAS 12 (often referred to as “uncertain tax positions”). The interpretation does not apply to taxes or levies outside the scope of HKAS 12, nor does it specifically include requirements relating to interest and penalties associated with uncertain tax treatments. The interpretation specifically addresses (i) whether an entity considers uncertain tax treatments separately; (ii) the assumptions an entity makes about the examination of tax treatments by taxation authorities; (iii) how an entity determines taxable profits or tax losses, tax bases, unused tax losses, unused tax credits and tax rates; and (iv) how an entity considers changes in facts and circumstances. The interpretation is to be applied retrospectively, either fully retrospectively without the use of hindsight or retrospectively with the cumulative effect of application as an adjustment to the opening equity at the date of initial application, without the restatement of comparative information. The Group expects to adopt the interpretation from 1 January 2019. The interpretation is not expected to have any significant impact on the Group’s financial statements.

3. 採納新訂及經修訂香港財務報告準則(續)

(b) 已頒佈但尚未生效之新訂及經修訂香港財務報告準則(續)

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*」

香港(國際財務報告詮釋委員會)－詮釋第23號說明了於稅項處理涉及會影響香港會計準則第12號的應用的不確定因素(一般稱之為「不確定稅務狀況」)時,所得稅(即期及遞延)的會計處理方法。該詮釋不適用於香港會計準則第12號範圍外的稅項或徵費,其亦並無訂明加入與不確定稅項處理相關的利息及罰則的規定。該詮釋明確說明(i)一間實體是否分開考慮不確定稅務處理;(ii)實體就稅務機關評核稅務處理方法所作的假設;(iii)一間實體釐定應課稅溢利或稅項虧損、稅基、未動用稅項虧損、未動用稅項抵免及稅率的方法;及(iv)實體考慮事實及狀況變動的方法。該詮釋將會追溯應用,其在事前可行的情況下全面追溯應用,或將應用的累計影響作為首次應用日期的期初權益的調整追溯應用,而毋須重列比較資料。本集團預期自2019年1月1日起採納該詮釋。預期該詮釋不會對本集團的財務報表造成任何重大影響。

4. SIGNIFICANT ACCOUNTING POLICIES

(a) Basis of preparation

The consolidated financial statements for the year ended 31 December 2018 comprise the Company and its subsidiaries.

The measurement basis used in the preparation of the consolidated financial statements is the historical cost convention.

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

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

Judgments made by management in the application of HKFRSs that have significant effect on the financial statements and major sources of estimation uncertainty are discussed in note 5 to the consolidated financial statements.

(b) Basis of consolidation

The consolidated financial statements include the financial statements of the Company and its subsidiaries (collectively referred to as the “Group”) for the year ended 31 December 2018. A subsidiary is an entity (including a structured entity), directly or indirectly, controlled by the Company. Control is achieved when the Group is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee (i.e., existing rights that give the Group the current ability to direct the relevant activities of the investee).

4. 主要會計政策

(a) 編製基準

截至2018年12月31日止年度的綜合財務報表包括本公司及其附屬公司。

綜合財務報表按歷史成本法作量度基準編製。

編製符合香港財務報告準則之財務報表時，要求管理層作出判斷、估計及假設，有關判斷、估計及假設會影響政策之應用以及資產、負債、收入及開支之呈報金額。該等估計及相關假設乃根據過往經驗及其他在有關情況下被認為合理之各種因素作出，所得結果構成對未能從其他來源取得之資產及負債之賬面值作出判斷之基準。實際結果或會有別於該等估計。

本集團會持續檢討該等估計及相關假設。會計估計之修訂如只影響修訂估計之期間，則於該期間確認；修訂如影響本期間及未來期間，則於修訂期間及未來期間確認。

管理層在應用對財務報表及估計不確定性的主要來源造成重大影響之香港財務報告準則時作出的判斷，於綜合財務報表附註5內論述。

(b) 綜合基準

截至2018年12月31日止年度，綜合財務報表包括本公司及其附屬公司（統稱為「本集團」）之財務報表。附屬公司為本公司所直接或間接控制的實體（包括結構性實體）。當本集團就參與被投資公司所產生浮動回報而承受風險或享有權利，且有能力透過對其行使權力（即讓本集團現時能夠支配被投資公司相關活動的現有權利）而影響有關回報時，則本集團已控制該被投資公司。

4. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(b) Basis of consolidation (Continued)

When the Company has, directly or indirectly, less than a majority of the voting or similar rights of an investee, the Group considers all relevant facts and circumstances in assessing whether it has power over an investee, including:

- (a) the contractual arrangement with the other vote holders of the investee;
- (b) rights arising from other contractual arrangements; and
- (c) the Group's voting rights and potential voting rights.

The financial statements of the subsidiaries are prepared for the same reporting period as the Company, using consistent accounting policies. The results of subsidiaries are consolidated from the date on which the Group obtains control, and continue to be consolidated until the date that such control ceases.

Profit or loss and each component of other comprehensive income are attributed to the owners of the parent of the Group and to the non-controlling interests, even if this results in the non-controlling interests having a deficit balance. All intra-group assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

The Group reassesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control described above. A change in the ownership interest of a subsidiary, without a loss of control, is accounted for as an equity transaction.

If the Group loses control over a subsidiary, it derecognises (i) the assets (including goodwill) and liabilities of the subsidiary, (ii) the carrying amount of any non-controlling interest and (iii) the cumulative translation differences recorded in equity; and recognises (i) the fair value of the consideration received, (ii) the fair value of any investment retained and (iii) any resulting surplus or deficit in profit or loss. The Group's share of components previously recognised in other comprehensive income is reclassified to profit or loss or retained profits, as appropriate, on the same basis as would be required if the Group had directly disposed of the related assets or liabilities.

4. 主要會計政策 (續)**(b) 綜合基準 (續)**

當本公司並未直接或間接擁有被投資公司大多數投票權或類似的權力時，本集團會考慮所有相關因素及情況，以評估其是否對被投資公司具有控制權，包括：

- (a) 與被投資公司之其他投票權持有者之間的合約式安排；
- (b) 從其他合約式安排中獲取的權力；及
- (c) 本集團的投票權和潛在投票權。

附屬公司之財務報表乃就與本公司相同之報告期間採用一致之會計政策編製。附屬公司之業績於本集團取得控制權當日起直至該控制權終止當日止綜合入賬。

損益及其他全面收益之各項乃歸屬於本集團之母公司擁有人及非控股權益，即使此舉會導致非控股權益出現虧絀結餘。與本集團成員公司間交易有關之所有集團內公司間資產及負債、權益、收入、開支及現金流量於綜合入賬時全數對銷。

倘事實及情況表明上述三個控制權因素中之一個或以上出現變動，本集團會重新評估其是否控制被投資公司。附屬公司之擁有權權益之變動（未喪失控制權）乃按權益交易入賬。

倘本集團喪失一間附屬公司之控制權，其終止確認(i)該附屬公司之資產（包括商譽）及負債；(ii)任何非控股權益之賬面值；及(iii)於權益記錄之累計換算差額；及確認(i)已收代價之公平值；(ii)任何保留投資之公平值及(iii)於損益中任何產生之盈餘或虧絀。本集團先前於其他全面收益確認之應佔部分按倘本集團直接出售有關資產或負債須採用之相同基準重新分類至損益或保留溢利（如適用）入賬。

4. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(c) Business combinations and goodwill

Business combinations are accounted for using the acquisition method. The consideration transferred is measured at the acquisition date fair value which is the sum of the acquisition date fair values of assets transferred by the Group, liabilities assumed by the Group to the former owners of the acquiree and the equity interests issued by the Group in exchange for control of the acquiree. For each business combination, the Group elects whether to measure the non-controlling interests in the acquiree that are present ownership interests and entitle their holders to a proportionate share of net assets in the event of liquidation at fair value or at the proportionate share of the acquiree's identifiable net assets. All other components of non-controlling interests are measured at fair value. Acquisition-related costs are expensed as incurred.

When the Group acquires a business, it assesses the financial assets and liabilities assumed for appropriate classification and designation in accordance with the contractual terms, economic circumstances and pertinent conditions as at the acquisition date. This includes the separation of embedded derivatives in host contracts of the acquiree.

If the business combination is achieved in stages, the previously held equity interest is remeasured at its acquisition date fair value and any resulting gain or loss is recognised in profit or loss.

Any contingent consideration to be transferred by the acquirer is recognised at fair value at the acquisition date. Contingent consideration classified as an asset or liability is measured at fair value with changes in fair value recognised in profit or loss. Contingent consideration that is classified as equity is not remeasured and subsequent settlement is accounted for within equity.

Goodwill is initially measured at cost, being the excess of the aggregate of the consideration transferred, the amount recognised for non-controlling interests and any fair value of the Group's previously held equity interests in the acquiree over the identifiable net assets acquired and liabilities assumed. If the sum of this consideration and other items is lower than the fair value of the net assets acquired, the difference is, after reassessment, recognised in profit or loss as a gain on bargain purchase.

4. 主要會計政策（續）

(c) 業務合併及商譽

業務合併乃以收購法列賬。轉讓對價乃以收購日期的公平值計量，該公平值為本集團轉讓的資產於收購日期的公平值、本集團向被收購方前擁有人承擔的負債，及本集團發行以換取被收購方控制權的股本權益的總和。於各業務合併中，本集團選擇是否以公平值或以被收購方可識別淨資產的應佔比例，計量於被收購方的非控股權益，即於被收購方中賦予持有人在清盤時按比例分佔淨資產的現有所有權權益。非控股權益的所有其他組成部分均按公平值計量。收購相關成本於產生時列為開支。

當本集團收購一項業務時，會根據合同條款、於收購日期的經濟環境及相關條件，評估須承擔的金融資產及負債，以作出適合的分類及標示，其中包括分離被收購方主合同中的嵌入式衍生工具。

如業務合併分階段進行，先前持有的股本權益按其於收購日期的公平值重新計量，所產生的任何收益或虧損於損益內確認。

收購方將轉讓的任何或然對價按收購日期的公平值確認。分類為資產或負債的或然對價按公平值計量，其公平值變動於損益內確認。分類為權益的或然對價不重新計量，其之後的結算在權益中入賬。

商譽起初按成本計量，即已轉讓對價、非控股權益的確認金額及本集團先前持有的被收購方股本權益的任何公平值總額，與所收購可識別淨資產及所承擔負債之間的差額。如對價與其他項目的總額低於所收購淨資產的公平值，於重新評估後該差額將於損益內確認為議價收購收益。

4. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(c) Business combinations and goodwill

(Continued)

After initial recognition, goodwill is measured at cost less any accumulated impairment losses. Goodwill is tested for impairment annually or more frequently if events or changes in circumstances indicate that the carrying value may be impaired. The Group performs its annual impairment test of goodwill as at 31 December. For the purpose of impairment testing, goodwill acquired in a business combination is, from the acquisition date, allocated to each of the Group's cash-generating units ("CGUs"), or groups of CGUs, that are expected to benefit from the synergies of the combination, irrespective of whether other assets or liabilities of the Group are assigned to those units or groups of units.

Impairment is determined by assessing the recoverable amount of the CGU (group of CGUs) to which the goodwill relates. Where the recoverable amount of the CGU (group of CGUs) is less than the carrying amount, an impairment loss is recognised. An impairment loss recognised for goodwill is not reversed in a subsequent period.

Where goodwill has been allocated to a CGU (or group of CGUs) and part of the operation within that unit is disposed of, the goodwill associated with the operation disposed of is included in the carrying amount of the operation when determining the gain or loss on the disposal. Goodwill disposed of in these circumstances is measured based on the relative value of the operation disposed of and the portion of the CGU retained.

(d) Property, plant and equipment

Property, plant and equipment including buildings and leasehold land (classified as finance leases) held for use in the production or supply of goods or services, or for administrative purposes, are stated in the consolidated statement of financial position at cost, less subsequent accumulated depreciation and subsequent accumulated impairment losses, if any.

4. 主要會計政策 (續)**(c) 業務合併及商譽 (續)**

於初步確認後，商譽按成本減任何累計減值虧損計量。商譽須每年作減值測試，若有事件發生或情況改變顯示賬面值有可能減值時，則會更頻密地進行測試。本集團於12月31日進行商譽的年度減值測試。為進行減值測試，因業務合併而購入的商譽自收購日期起被分配至預期可從合併產生的協同效益中獲益的本集團各現金產生單位（「現金產生單位」）或現金產生單位組別，而無論本集團其他資產或負債是否已分配至該等單位或單位組別。

減值乃通過評估與商譽有關的現金產生單位（現金產生單位組別）的可收回金額釐定。當現金產生單位（現金產生單位組別）的可收回金額低於賬面金額時，減值虧損便予以確認。已就商譽確認的減值虧損不得於隨後期間撥回。

如商譽已分配至現金產生單位（或現金產生單位組別），而該單位的部分業務已出售，則在釐定出售損益時，與所出售業務相關的商譽會計入該業務的賬面金額。在該等情況下出售的商譽乃根據所出售業務的相對價值及現金產生單位的保留份額進行計量。

(d) 物業、廠房及設備

物業、廠房及設備，包括持作生產或供應貨品或服務用途或作行政用途之樓宇及租賃土地（歸類為融資租約），乃按成本減其後之累計折舊及其後之累計減值虧損（如有）於綜合財務狀況表內列賬。

4. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(d) Property, plant and equipment (Continued)

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 repairs and maintenance are recognised in profit or loss during the financial period in which they are incurred.

Depreciation on property, plant and equipment is calculated at rates sufficient to write off their cost less their estimated residual value over the estimated useful lives on a straight line basis. The principal annual rates used for this purpose during the reporting period are as follows:

Computer equipment	30%-31.7%
Instruments	20%
Office equipment	19%-30%
Motor vehicle	25%-30%
Furniture and fixtures	20%
Leasehold improvement	Over the lease term

The estimated useful lives and depreciation method are reviewed at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis.

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

4. 主要會計政策（續）

(d) 物業、廠房及設備（續）

其後成本只在與該項目有關的日後經濟利益很可能會流向本集團及該項目的成本能可靠地計量時，方會計入該資產的賬面值內或確認為另一項資產（如適用）。所有其他維修及保養於其發生的財政期間在損益表內確認。

物業、廠房及設備的折舊按足以撇銷其成本的數值減其估計可使用期內估計剩餘價值以直線法計算。於報告期間就此目的所用的主要年率如下：

電腦設備	30%-31.7%
工具	20%
辦公室設備	19%-30%
汽車	25%-30%
傢俱及裝置	20%
租賃物業裝修	於租賃期內

估計可使用年期及折舊方法於各報告期末檢討，而估計變動之影響乃按預提基準入賬。

物業、廠房及設備項目於出售時或預期日後繼續使用該資產不會再產生經濟利益時即終止確認。出售或棄用一項物業、廠房及設備所產生之盈虧以按出售所得款項及資產賬面值之差額計算，並於損益內確認。

4. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(e) Impairment of non-financial assets

At the end of each reporting period, the Group reviews the carrying amounts of its non-financial assets (other than goodwill, inventories and contract assets) to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). When it is not possible to estimate the recoverable amount of an individual asset, the Group estimates the recoverable amount of the CGU to which the asset belongs. When a reasonable and consistent basis of allocation can be identified, corporate assets are also allocated to individual CGU, or otherwise they are allocated to the smallest group of CGU for which a reasonable and consistent allocation basis can be identified.

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

If the recoverable amount of an asset (or CGU) is estimated to be less than its carrying amount, the carrying amount of the asset (or the CGU) is reduced to its recoverable amount. An impairment loss is recognised immediately in profit or loss.

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

4. 主要會計政策 (續)**(e) 非金融資產減值**

於各報告期末，本集團審閱其非金融資產（商譽、存貨及合約資產除外）賬面值，以決定該等資產有否出現減值虧損的跡象。倘出現任何該等跡象，則對資產的可收回金額作出估計，以確定減值虧損（如有）的程度。倘不可能估計個別資產的可收回金額，則本集團將估計資產所屬現金產生單位的可收回金額。當可識別合理持續的分配基準時，公司資產亦會分配至個別現金產生單位或分配至可識別合理持續分配基準的最小現金產生單位組別。

可收回金額為公平值減去銷售成本及使用價值兩者中的較高者。於評估使用價值時，估計未來現金流量以稅前貼現率貼現至其現值，該貼現率反映市場現時所評估的金錢時間值及並未就其調整估計未來現金流量的資產特定風險。

倘資產（或現金產生單位）的估計可收回金額低於其賬面值，則資產（或現金產生單位）的賬面值將被調低至其可收回金額。減值虧損即時於損益確認。

倘減值虧損其後撥回，則資產（或現金產生單位）的賬面值將上調至其經修訂估計可收回金額，惟經上調賬面值不得超出資產（或現金產生單位）於以往年度並無確認減值虧損時原應確定的賬面值。減值虧損撥回即時於損益確認。

4. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(f) Fair value measurement

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either in the principal market for the asset or liability, or in the absence of a principal market, in the most advantageous market for the asset or liability. The principal or the most advantageous market must be accessible by the Group. The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

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

The Group uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

Level 1 – based on quoted prices (unadjusted) in active markets for identical assets or liabilities

Level 2 – based on valuation techniques for which the lowest level input that is significant to the fair value measurement is observable, either directly or indirectly

Level 3 – based on valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

4. 主要會計政策（續）

(f) 公平值計量

公平值為市場參與者於計量日期在有序交易中出售資產所收取的價格或轉讓負債所支付的價格。公平值計量乃根據假設出售資產或轉讓負債的交易於資產或負債主要市場或（在無主要市場情況下）最具優勢市場進行而作出。主要或最具優勢市場須為本集團可進入之市場。資產或負債的公平值乃按假設市場參與者於資產或負債定價時會以最佳經濟利益行事計量。

非金融資產的公平值計量須考慮市場參與者能自最大限度使用該資產達致最佳用途，或將該資產出售予將最大限度使用該資產達致最佳用途的其他市場參與者，所產生的經濟效益。

本集團採納適用於不同情況且具備充分數據以供計量公平值的估值方法，以盡量使用相關可觀察輸入數據及盡量減少使用不可觀察輸入數據。

所有載於本財務報表計量或披露的資產及負債乃基於對公平值計量整體而言屬重大的最低層輸入數據按以下公平值等級分類：

第一級：基於相同資產或負債於活躍市場的報價（未經調整）

第二級：基於對公平值計量而言屬重大的可觀察（直接或間接）最低層輸入數據的估值方法

第三級：基於對公平值計量而言屬重大的不可觀察最低層輸入數據的估值方法

4. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(f) Fair value measurement (Continued)

For assets and liabilities that are recognised in the financial statements on a recurring basis, the Group determines whether transfers have occurred between levels in the hierarchy by reassessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

(g) Inventories

Inventories are stated at the lower of cost and net realisable value. Cost is calculated on the first-in-first-out basis and comprises all costs of purchase, costs of conversion and other costs incurred in bringing the inventories to their present location and condition. Net realisable value represents the estimated selling price for inventories less all estimated costs of completion and costs necessary to make the sale.

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

4. 主要會計政策 (續)

(f) 公平值計量 (續)

就按經常性基準於本財務報表確認的資產及負債而言，本集團透過於各報告期末重新評估分類（基於對公平值計量整體而言屬重大的最低層輸入數據）確定是否發生不同等級轉移。

(g) 存貨

存貨以成本及可變現淨值之較低者列賬。成本乃按先進先出基準計算，並包括所有採購成本、加工成本及其他使存貨達致其現時地點及狀況而產生之成本。可變現淨值指存貨的估計售價減所有估計完成成本及進行銷售所需成本。

倘售出存貨，則該等存貨之賬面值在相關收益確認之期間確認為支出。任何撇減存貨至可變現淨值之金額及存貨之所有虧損於撇減或出現虧損之期間內確認為支出。轉回任何撇減存貨之金額於出現撥回之期間沖減確認為支出之存貨金額。

4. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(h) Financial instruments

(A) Policy applicable from 1 January 2018

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

(i) *Financial assets*

Initial recognition and measurement

Financial assets are classified, at initial recognition, as subsequently measured at amortised cost, fair value through other comprehensive income ("FVTOCI"), and fair value through profit or loss ("FVTPL"), as appropriate.

The classification of financial assets at initial recognition depends on the financial asset's contractual cash flow characteristics and the Group's business model for managing them. With the exception of receivables that do not contain a significant financing component or for which the Group has applied the practical expedient, the Group initially measures a financial asset at its fair value plus, in the case of a financial asset not at FVTPL, transaction costs. Receivables that do not contain a significant financing component or for which the Group has applied the practical expedient are measured at the transaction price determined under HKFRS 15.

4. 主要會計政策（續）

(h) 金融工具

(A) 自二零一八年一月一日起應用的政策

金融工具，是指形成一個實體的金融資產，並形成其他實體的金融負債或權益工具的合約。

(i) *金融資產*

初步確認及計量

金融資產於初步確認時分類，其後按攤銷成本、按公平價值計入其他全面收益（「公平價值計入其他全面收益」）及按公平價值計入損益（「按公平價值計入損益」）（倘適用）計量。

初步確認時的金融資產分類取決於金融資產的合約現金流量特徵以及本集團管理彼等的業務模式。除了並不包含顯著的融資組成部分或本集團已就此應用實務中的簡易處理方法之應收款項外，本集團初始按公平價值加上（倘金融資產並非按公平價值計入損益）交易成本計量金融資產。並不包含顯著的融資組成部分或本集團已就此應用實務中的簡易處理方法之應收款項，乃根據香港財務報告準則第15號釐定之交易價格計量。

4. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(h) Financial instruments (Continued)

(A) Policy applicable from 1 January 2018

(Continued)

(i) Financial assets (Continued)

Initial recognition and measurement (Continued)

In order for a financial asset to be classified and measured at amortised cost or FVTOCI, it needs to give rise to cash flows that are solely payments of principal and interest on the principal amount outstanding.

The Group's business model for managing financial assets refers to how it manages its financial assets in order to generate cash flows. The business model determines whether cash flows will result from collecting contractual cash flows, selling the financial assets, or both.

All regular way purchases and sales of financial assets are recognised on 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 a period generally established by regulation or convention in the market place.

Subsequent measurement

For purposes of subsequent measurement, financial assets are classified as follows:

- Financial assets at amortised cost (debt instruments)
- Financial assets at FVTOCI (debt instruments)

4. 主要會計政策 (續)

(h) 金融工具 (續)

(A) 自二零一八年一月一日起應用的政策 (續)

(i) 金融資產 (續)

初步確認及計量 (續)

為使金融資產按攤銷成本或按公平價值計入其他全面收益進行分類及計量，需就未償還本金產生純粹支付本金及利息現金流量。

本集團管理金融資產的業務模式指其如何管理其金融資產以產生現金流量。業務模式確定現金流量是否來自收集合約現金流量、出售金融資產，或兩者兼有。

金融資產的常規購買及出售全部於交易日期（即本集團承諾購買或出售資產的日期）確認。常規方式買賣指需於一般按市場規例或慣例設定之時間內交付資產之金融資產買賣。

後續計量

就後續計量而言，金融資產分為以下：

- 按攤銷成本列賬的金融資產（債務工具）
- 按公平價值計入其他全面收益的金融資產（債務工具）

4. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(h) Financial instruments (Continued)

(A) Policy applicable from 1 January 2018

(Continued)

(i) *Financial assets (Continued)*

Subsequent measurement (Continued)

- Financial assets designated at FVTOCI (equity instruments)

- Financial assets at FVTPL

Financial assets at amortised cost

(debt instruments)

The Group measures financial assets at amortised cost if both of the following conditions are met:

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

Financial assets at amortised cost are subsequently measured using the effective interest method and are subject to impairment. Gains and losses are recognised in profit or loss when the asset is derecognised, modified or impaired.

4. 主要會計政策(續)

(h) 金融工具(續)

(A) 自二零一八年一月一日起應用的政策(續)

(i) *金融資產(續)*

後續計量(續)

- 指定按公平價值計入其他全面收益的金融資產(股本工具)

- 按公平價值計入損益的金融資產

按攤銷成本列賬的金融

資產(債務工具)

倘滿足以下兩個條件，本集團將按攤銷成本計量金融資產：

- 於旨在持有金融資產以收取合約現金流量的業務模式中持有的金融資產。
- 金融資產的合約條款於特定日期產生的現金流量純粹為未償還本金支付本金及利息。

按攤銷成本列賬的金融資產其後使用實際利率法計量，並可能受減值影響。當資產終止確認、修訂或減值時，收益及虧損於損益中確認。

4. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(h) Financial instruments (Continued)

(A) Policy applicable from 1 January 2018

(Continued)

(i) Financial assets (Continued)

Financial assets at FVTOCI (debt instruments)

The Group measures debt instruments at FVTOCI if both of the following conditions are met:

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

For debt instruments at FVTOCI, interest income, foreign exchange revaluation and impairment losses or reversals are recognised in the consolidated statement of profit or loss and computed in the same manner as for financial assets measured at amortised cost. The remaining fair value changes are recognised in other comprehensive income ("OCI"). Upon derecognition, the cumulative fair value change recognised in OCI is recycled to profit or loss.

4. 主要會計政策 (續)

(h) 金融工具 (續)

(A) 自二零一八年一月一日起應用的政策 (續)

(i) 金融資產 (續)

按公平價值計入其他全面收益的金融資產 (債務工具)

倘滿足以下兩個條件，本集團將按公平價值計入其他全面收益計量債務工具：

- 於旨在持有金融資產以收取合約現金流量及出售金融資產的業務模式中持有的金融資產。
- 金融資產的合約條款於特定日期產生的現金流量純粹為未償還本金支付本金及利息。

就按公平價值計入其他全面收益的債務工具而言，利息收入、外匯重估及減值虧損或撥回於綜合損益表中確認，並按與按攤銷成本列賬的金融資產相同的方式列賬。其餘公平價值變動於其他全面收益（「其他全面收益」）中確認。終止確認時，於其他全面收益中確認的累計公平價值變動將重新計入損益。

4. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(h) Financial instruments (Continued)

(A) Policy applicable from 1 January 2018

(Continued)

(i) *Financial assets (Continued)*

Financial assets designated at FVTOCI
(equity instruments)

Upon initial recognition, the Group can elect to classify irrevocably its equity investments as equity instruments designated at FVTOCI when they meet the definition of equity under HKAS 32 *Financial Instruments: Presentation* and are not held for trading. The classification is determined on an instrument-by-instrument basis.

Gains and losses on these financial assets are never recycled to profit or loss. Dividends are recognised as other income in the consolidated statement of profit or loss when the right of payment has been established, except when the Group benefits from such proceeds as a recovery of part of the cost of the financial asset, in which case, such gains are recorded in OCI. Equity instruments designated at FVTOCI are not subject to impairment assessment.

4. 主要會計政策(續)

(h) 金融工具(續)

(A) 自二零一八年一月一日起應用的政策(續)

(i) 金融資產(續)

指定按公平價值計入其
他全面收益的金融資產
(股本工具)

於初步確認時，本集團可選擇於股本投資符合香港會計準則第32號「金融工具：呈報」項下的股本定義且並非持作買賣時，將其股本投資不可撤回地分類為指定按公平價值計入其他全面收益的股本工具。分類乃按個別工具基準釐定。

該等金融資產的收益及虧損概不會被重新計入損益。當確立支付權時，股息於綜合損益表中確認為其他收入，惟當本集團於作為收回金融資產一部分成本的所得款項中獲益時則除外，於此等情況下，該等收益於其他全面收益入賬。指定按公平價值計入其他全面收益的股本工具不受減值評估影響。

4. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(h) Financial instruments (Continued)**(A) Policy applicable from 1 January 2018**

(Continued)

*(i) Financial assets (Continued)*Financial assets at FVTPL

Financial assets at FVTPL include financial assets held for trading, financial assets designated upon initial recognition at FVTPL, 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 FVTPL, irrespective of the business model. Notwithstanding the criteria for debt instruments to be classified at amortised cost or at FVTOCI, as described above, debt instruments may be designated at FVTPL on initial recognition if doing so eliminates, or significantly reduces, an accounting mismatch.

Financial assets at FVTPL are carried in the statement of financial position at fair value with net changes in fair value recognised in the consolidated statement of profit or loss and other comprehensive income.

4. 主要會計政策 (續)**(h) 金融工具 (續)****(A) 自二零一八年一月一日起應用的政策 (續)***(i) 金融資產 (續)*按公平價值計入損益的金融資產

按公平價值計入損益的金融資產包括持作買賣的金融資產，於初始確認時指定按公平價值計入損益的金融資產，或強制要求按公平價值計量的金融資產。倘為於近期出售或購回而收購金融資產，則該等金融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，惟該等衍生工具被指定為有效對沖工具則除外。現金流量並非純粹支付本金及利息的金融資產，不論其業務模式如何，均按公平價值計入損益分類及計量。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，但於初步確認時，倘能夠消除或顯著減少會計錯配，則債務工具可指定為按公平價值計入損益。

按公平價值計入損益的金融資產按公平價值於財務狀況表列賬，而公平價值變動淨額於綜合損益表及其他全面收益中確認。

4. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(h) Financial instruments (Continued)

(A) Policy applicable from 1 January 2018 (Continued)

(i) *Financial assets (Continued)* Financial assets at FVTPL (Continued)

This category includes derivative instruments and listed equity investments which the Group had not irrevocably elected to classify at FVTOCI. Dividends on listed equity investments are also recognised as “other gains and losses” in the consolidated statement of profit or loss when the right of payment has been established.

A derivative embedded in a hybrid contract, with a financial liability or non-financial host, is separated from the host and accounted for as a separate derivative if: the economic characteristics and risks are not closely related to the host; a separate instrument with the same terms as the embedded derivative would meet the definition of a derivative; and the hybrid contract is not measured at FVTPL. Embedded derivatives are measured at fair value with changes in fair value recognised in profit or loss. Reassessment only occurs if there is either a change in the terms of the contract that significantly modifies the cash flows that would otherwise be required or a reclassification of a financial asset out of the FVTPL category.

A derivative embedded within a hybrid contract containing a financial asset host is not accounted for separately. The financial asset host together with the embedded derivative is required to be classified in its entirety as a financial asset at FVTPL.

4. 主要會計政策 (續)

(h) 金融工具 (續)

(A) 自二零一八年一月一日起 應用的政策 (續)

(i) *金融資產 (續)* 按公平價值計入損益的 金融資產 (續)

該類別包括本集團並無不可撤回地選擇按公平價值計入其他全面收益進行分類的衍生工具及上市股本投資。上市股本投資的股息在支付權確立時亦於綜合損益表中確認為「其他收益及虧損」。

當嵌入混合合約(包含金融負債及非金融主體)的衍生工具具備與主體不緊密相關的經濟特徵及風險;具備與嵌入式衍生工具相同條款的單獨工具符合衍生工具的定義;且混合合約並非按公平價值計量且其變動計入損益,則該衍生工具與主體分開並作為單獨衍生工具列賬。嵌入式衍生工具按公平價值計量,且其變動計入損益。僅當合約條款出現變動,大幅改變其他情況下所需現金流量時;或當原分類至按公平價值列賬且其變動計入損益的金融資產獲重新分類時,方進行重新評估。

嵌入混合合約(包含金融資產主體)的衍生工具不得單獨列賬。金融資產主體連同嵌入式衍生工具須整體分類為按公平價值計量且其變動計入損益。

4. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(h) Financial instruments (Continued)**(A) Policy applicable from 1 January 2018**

(Continued)

(ii) Impairment of financial assets

The Group recognises an allowance for ECLs for all debt instruments not held at FVTPL. 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, discounted at an approximation of the original effective interest rate. The expected cash flows will include cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms.

General approach

ECLs are recognised in two stages. For credit exposures for which there has not been a significant increase in credit risk since initial recognition, ECLs are provided for credit losses that result from default events that are possible within the next 12 months (a 12-month ECL). For those credit exposures for which there has been a significant increase in credit risk since initial recognition, a loss allowance is required for credit losses expected over the remaining life of the exposure, irrespective of the timing of the default (a lifetime ECL).

4. 主要會計政策 (續)**(h) 金融工具 (續)****(A) 自二零一八年一月一日起應用的政策 (續)****(ii) 金融資產之減值**

本集團確認對並非按公平價值計入損益的所有債務工具預期信貸虧損的撥備。預期信貸虧損乃基於根據合約到期的合約現金流量與本集團預期收取的所有現金流量之間的差額而釐定，並以原實際利率的近似值貼現。預期現金流量將包括出售所持抵押的現金流量或組成合約條款的其他信貸提升措施。

一般方法

預期信貸虧損分兩個階段進行確認。就自初步確認起未有顯著增加的信貸風險而言，預期信貸損失提供予由未來十二個月內可能發生違約事件而導致的信貸虧損（十二個月預期信貸虧損）。就自初步確認起經已顯著增加的信貸風險而言，不論何時發生違約，於餘下風險年期內的預期信貸虧損均須計提虧損撥備（生命週期預期信貸虧損）。

4. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(h) Financial instruments (Continued)

(A) Policy applicable from 1 January 2018

(Continued)

(ii) *Impairment of financial assets*

General approach (Continued)

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

The Group considers a financial asset in default when contractual payments are 90 days past due. However, in certain cases, the Group may also consider a financial asset to be in default when internal or external information indicates that the Group is unlikely to receive the outstanding contractual amounts in full before taking into account any credit enhancements held by the Group. A financial asset is written off when there is no reasonable expectation of recovering the contractual cash flows.

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

4. 主要會計政策（續）

(h) 金融工具（續）

(A) 自二零一八年一月一日起應用的政策（續）

(ii) *金融資產之減值*

一般方法（續）

於各報告日期，本集團會評估金融工具的信貸風險自初步確認以來是否已大幅上升。於作出評估時，本集團會將報告日期金融工具的違約風險與首次確認日期金融工具的違約風險進行比較，並會考慮毋須過多成本或努力即可取得的合理及有理據支持的資料（包括歷史及前瞻性資料）。

倘合約付款逾期90日，本集團會視該項金融資產違約。然而，在若干情況下，倘有內部或外部資料顯示，在不計及本集團所持有的任何信貸增級的情況下，本集團可能無法全數收回未償還合約金額時，本集團亦會視該項金融資產違約。倘合理預期未能收回合約現金流，該項金融資產予以撇銷。

不論上述評估的結果，當合約付款已逾期超過30日，本集團會假定金融資產的信貸風險自首次確認以來已大幅增加，除非本集團具有合理及有理據支持的資料顯示情況並非如此。

4. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(h) Financial instruments (Continued)

(A) Policy applicable from 1 January 2018

(Continued)

(ii) *Impairment of financial assets (Continued)*General approach (Continued)

Despite the foregoing, the Group assumes that the credit risk on a financial instrument has not increased significantly since initial recognition if the financial instrument is determined to have low credit risk at the reporting date. A financial instrument is determined to have low credit risk if:

- (1) The financial instrument has a low risk of default,
- (2) The debtor has a strong capacity to meet its contractual cash flow obligations in the near term, and
- (3) Adverse changes in economic and business conditions in the longer term may, but will not necessarily, reduce the ability of the borrower to fulfil its contractual cash flow obligations.

The Group considers a financial asset to have low credit risk when the asset has external credit rating of "investment grade" in accordance with the globally understood definition or if an external rating is not available, the asset has an internal rating of "performing". Performing means that the counterparty has a strong financial position and there is no past due amounts.

4. 主要會計政策 (續)

(h) 金融工具 (續)

(A) 自二零一八年一月一日起應用的政策 (續)

(ii) *金融資產之減值 (續)*
一般方法 (續)

儘管有上文所述，倘金融工具於報告日期被釐定為低信貸風險，則本集團會假設金融工具的信貸風險自初步確認以來並無大幅上升。在以下情況下，金融工具會被釐定為低信貸風險：

- (1) 金融工具的違約風險低，
- (2) 債務人能力穩健，可以應付近期的合約現金流責任；及
- (3) 經濟及業務狀況於較長遠期間出現不利變動可能（但並非必定）會降低借款人履行其合約現金流責任的能力。

倘資產的外部信貸評級為全球所理解的「投資級」或（倘並無外部評級）資產的內部評級為「良好」，本集團會視該金融資產擁有低信貸風險。良好指對手方財務狀況穩健，且並無逾期金額。

4. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(h) Financial instruments (Continued)

(A) Policy applicable from 1 January 2018

(Continued)

(ii) *Impairment of financial assets (Continued)*

General approach (Continued)

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

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

- (a) significant financial difficulty of the issuer or the borrower;
- (b) a breach of contract, such as a default or past due event;
- (c) the lender(s) of the borrower, for economic or contractual reasons relating to the borrower's financial difficulty, having granted to the borrower a concession(s) that the lender(s) would not otherwise consider;

4. 主要會計政策(續)

(h) 金融工具(續)

(A) 自二零一八年一月一日起應用的政策(續)

(ii) *金融資產之減值(續)* 一般方法(續)

本集團定期監察識別信貸風險是否大幅上升所用準則的成效，並作出合適的修訂，以確保有關準則能夠於金額逾期前識別已大幅上升的信貸風險。

倘發生一項或多項對金融資產估計未來現金流有不良影響的事件，則金融資產的信用受損。金融資產信用受損的證據包括下列事件的可觀察數據：

- (a) 發行人或借款人面臨重大財政困難；
- (b) 違約，例如欠繳或逾期事件；
- (c) 借款人的放款人基於與借款人財務困難相關的經濟或合約理由，向借款人作出在其他情況下不會考慮的讓步；

4. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(h) Financial instruments (Continued)**(A) Policy applicable from 1 January 2018**

(Continued)

(ii) Impairment of financial assets (Continued)**General approach (Continued)**

(d) it is becoming probable that the borrower will enter bankruptcy or other financial reorganisation; or

(e) the disappearance of an active market for that financial asset because of financial difficulties.

Debt investments at fair value through other comprehensive income and financial assets at amortised cost are subject to impairment under the general approach and they are classified within the following stages for measurement of ECLs except for trade receivables and contract assets which apply the simplified approach as detailed below.

Stage 1 – Financial instruments for which credit risk has not increased significantly since initial recognition and for which the loss allowance is measured at an amount equal to 12-month ECLs

Stage 2 – Financial instruments for which credit risk has increased significantly since initial recognition but that are not credit-impaired financial assets and for which the loss allowance is measured at an amount equal to lifetime ECLs

Stage 3 – Financial assets that are credit-impaired at the reporting date (but that are not purchased or originated credit-impaired) and for which the loss allowance is measured at an amount equal to lifetime ECLs

4. 主要會計政策 (續)**(h) 金融工具 (續)****(A) 自二零一八年一月一日起應用的政策 (續)****(ii) 金融資產之減值 (續)
一般方法 (續)**

(d) 借款人有可能破產或訂立其他財務重組；或

(e) 該金融資產之活躍市場因財政困難而消失。

根據一般方法，按公平值計入其他全面收益的債務投資及按攤銷成本計量的金融資產均須計算減值，且於計算預期信貸虧損時會被分類為以下級別，惟下述應用簡單方法的應收貿易款項及合約資產除外。

第一級別－信貸風險自首次確認以來並無大幅上升，並按相當於12個月預期信貸虧損計算虧損撥備的金融工具。

第二級別－信貸風險自首次確認以來大幅上升（但並非信用已受損的金融資產），並按相當於生命週期預期信貸虧損計算虧損撥備的金融工具。

第三級別－於報告日期信用已受損（但其信用並非於購入或原始時已受損），並按相當於生命週期預期信貸虧損計算虧損撥備的金融資產。

4. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(h) Financial instruments (Continued)

(A) Policy applicable from 1 January 2018

(Continued)

(ii) *Impairment of financial assets (Continued)*

Simplified approach

For trade receivables and contract assets that do not contain a significant financing component or when the Group applies the practical expedient of not adjusting the effect of a significant financing component, the Group applies the simplified approach in calculating ECLs. Under the simplified approach, the Group does not track changes in credit risk, but instead recognises a loss allowance based on lifetime ECLs at each reporting date. The Group has established a provision matrix that is based on its historical credit loss experience, adjusted for forward-looking factors specific to the debtors and the economic environment.

(iii) *Financial liabilities*

Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at FVTPL, loans and borrowings, payables, or as derivatives designated as hedging instruments in an effective hedge, as appropriate.

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

The Group's financial liabilities include trade payables other payable and accruals and amount due to a non-controlling interest shareholder.

4. 主要會計政策(續)

(h) 金融工具(續)

(A) 自二零一八年一月一日起應用的政策(續)

(ii) *金融資產之減值(續)*

簡單方法

就不包含重大融資部份的應收貿易賬款及合約資產或本集團就不對重大融資部份的影響作出調整應用可行的權宜方法時，本集團應用簡單方法計算預期信貸虧損。根據簡單方法，本集團不會追蹤信貸風險變動，但會於各個報告日期根據生命週期預期信貸虧損確認虧損撥備。本集團已根據其歷史信貸虧損經驗建立撥備矩陣，並已就應收款項及經濟環境特定的前瞻性因素作出調整。

(iii) *金融負債*

初步確認及計量

金融負債於初步確認時分類為按公平價值計入損益的金融負債、貸款及借款、應付款項、或作為以有效對沖方式指定為對沖工具的衍生工具(倘合適)。

所有金融負債初步按公平價值確認及倘為貸款及借款以及應付款項，則應扣除直接應佔交易成本。

本集團的金融負債包括應付貿易賬款、其他應付及應付賬款及應付一位非控股權益股東之款項。

4. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(h) Financial instruments (Continued)

(A) Policy applicable from 1 January 2018

(Continued)

(iii) *Financial liabilities (Continued)*Subsequent measurement

The measurement of financial liabilities depends on their classification, as described below:

Financial liabilities at FVTPL

Financial liabilities at FVTPL include financial liabilities held for trading and financial liabilities designated upon initial recognition as at FVTPL.

Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term. This category also includes derivative financial instruments entered into by the Group that are not designated as hedging instruments in hedge relationships as defined by HKFRS 9. Separated embedded derivatives are also classified as held for trading unless they are designated as effective hedging instruments.

Gains or losses on liabilities held for trading are recognised in the consolidated statement of profit or loss.

Financial liabilities designated upon initial recognition at FVTPL are designated at the initial date of recognition, and only if the criteria in HKFRS 9 are satisfied. The Group has not designated any financial liability as at FVTPL.

4. 主要會計政策(續)

(h) 金融工具(續)

(A) 自二零一八年一月一日起應用的政策(續)

(iii) 金融負債(續)

其後計量

金融資產的計量取決於彼等以下的分類情況：

按公平價值計入損益的金融負債

按公平價值計入損益的金融負債包括持作買賣的金融負債及於初步確認時指定為按公平價值計入損益的金融負債。

金融負債如為於短期內購回而產生，則會分類為持作買賣。該分類亦包括本集團所訂立並非指定為對沖關係（定義見香港財務報告準則第9號）中之對沖工具之衍生金融工具。獨立之內嵌式衍生工具亦分類為持作買賣，惟倘指定為有效對沖工具則作別論。

持作買賣負債之收益或虧損會於綜合損益表確認。

於初步確認時指定為按公平價值計入損益的金融負債會於初步確認當日及僅於符合香港財務報告準則第9號的標準時指定。本集團並無指定任何金融負債為按公平價值計入損益。

4. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(h) Financial instruments (Continued)

(A) Policy applicable from 1 January 2018

(Continued)

(iii) *Financial liabilities (Continued)*

Subsequent measurement (Continued)

Loans and borrowings

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the effective interest rate method. Gains and losses are recognised in profit or loss when the liabilities are derecognised as well as through the effective interest rate amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the effective interest rate. The effective interest rate amortisation is included as finance costs in the consolidated statement of profit or loss.

4. 主要會計政策(續)

(h) 金融工具(續)

(A) 自二零一八年一月一日起應用的政策(續)

(iii) *金融負債(續)*

其後計量(續)

貸款及借款

於初步確認後，計息貸款及借款其後以實際利率法按攤銷成本計量。當負債終止確認，收益及虧損會透過實際利率攤銷過程在損益確認。

攤銷成本於計及任何收購折讓或溢價及屬實際利率不可或缺部分之費用或成本後計算。實際利率攤銷計入綜合損益表之財務費用內。

4. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(h) Financial instruments (Continued)

(B) Policy applicable before 1 January 2018

(i) Financial assets

Before 1 January 2018, the Group has applied HKFRS 9, but has elected not to restate comparative information. As a result, the comparative information provided continues to be accounted for in accordance with the Group's previous accounting policy. The Group classified its financial assets into the following specified categories: "financial assets at fair value through profit or loss" ("FVTPL") and "loans and receivables". The classification depends on the nature and purpose of the financial assets and is determined at the time of initial recognition. All regular way purchases or sales of financial assets are recognised and derecognised on a trade date basis. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the marketplace.

4. 主要會計政策 (續)

(h) 金融工具 (續)

(B) 於二零一八年一月一日前適用政策

(i) 金融資產

本集團於2018年1月1日前已應用香港財務報告準則第9號，但選擇不對比較資料作出重列。因此，所提供的比較資料繼續根據本集團過往的會計政策入賬。本集團將金融資產分為以下特定類別：「按公平值計入損益」（「按公平值計入損益」）之金融資產和「貸款及應收款項」。分類視乎金融資產之性質及目的而定，並於首次確認時釐定。所有以常規方式購入或出售之金融資產均按買賣日期基準確認及終止確認。以常規方式購入或出售指須於市場規定或慣例所訂時限內交付資產之金融資產購入或出售。

4. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(h) Financial instruments (Continued)

(B) Policy applicable before 1 January 2018

(Continued)

(ii) *Effective interest method*

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

Income is recognised on an effective interest basis for debt instruments other than these financial assets classified as at FVTPL.

(iii) *Financial asset at FVTPL*

Financial asset is classified as at FVTPL when the financial asset is either held for trading or it is designated as at FVTPL.

4. 主要會計政策(續)

(h) 金融工具(續)

(B) 於二零一八年一月一日前適用政策(續)

(ii) *實際利率法*

實際利率法乃計算債務工具攤銷成本及於相關期間內分配利息收入的方法。實際利率乃按債務工具預期年期或適用的較短期間準確貼現估計未來現金收款(包括構成實際利率不可或缺部分的所有已付或已收費用及點子、交易成本及其他溢價或折讓)至初步確認時賬面淨值的利率。

債務工具的收益乃按實際利率基準確認,按公平值計入損益之金融資產除外。

(iii) *按公平值計入損益之金融資產*

當金融資產乃持作買賣或指定為按公平值計入損益時,金融資產被分類為按公平值計入損益。

4. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(h) Financial instruments (Continued)

(B) Policy applicable before 1 January 2018

(Continued)

(iii) *Financial asset at FVTPL (Continued)*

A financial asset is classified as held for trading if:

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

4. 主要會計政策 (續)

(h) 金融工具 (續)

(B) 於二零一八年一月一日前適用政策 (續)

(iii) 按公平值計入損益之金融資產 (續)

倘若出現下列情況，則金融資產分類為持作買賣：

- 購入的主要目的為於不久將來出售；或
- 於初步確認時其為本集團聯合管理的已識別金融工具組合的一部分，而近期實際具備短期獲利的模式；或
- 其為不指定及實際作為對沖工具的衍生工具。

4. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(h) Financial instruments (Continued)

(B) Policy applicable before 1 January 2018

(Continued)

(iii) Financial asset at FVTPL (Continued)

A financial asset other than a financial asset held for trading may be designated as at FVTPL upon initial recognition if:

- such designation eliminates or significantly reduces a measurement or recognition inconsistency that would otherwise arise; or
- the financial asset forms part of a group of financial assets or financial liabilities or both, which is managed and its performance is evaluated on a fair value basis, in accordance with the Group's documented risk management or investment strategy, and information about the grouping is provided internally on that basis; or
- it forms part of a contract containing one or more embedded derivatives, and HKAS 39 *Financial Instruments: Recognition and Measurement* permits the entire combined contract to be designated as at FVTPL.

4. 主要會計政策(續)

(h) 金融工具(續)

(B) 於二零一八年一月一日前適用政策(續)

(iii) 按公平值計入損益之金融資產(續)

金融資產(持作買賣的金融資產除外)可於下列情況下於初步確認時指定為按公平值計入損益:

- 該指定消除或大幅減少可能會出現的計量或確認方面的一致性;或
- 該金融資產構成一組金融資產或金融負債或金融資產及金融負債組合的一部分,而根據本集團制定的風險管理或投資策略,該項資產的管理及表現乃以公平值為基礎進行評估,且有關分組的資料乃按此基準向內部提供;或
- 其構成包含一項或多項嵌入式衍生工具的合約的一部分,而香港會計準則第39號金融工具:確認及計量允許將整個組合合約指定為按公平值計入損益計量。

4. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(h) Financial instruments (Continued)**(B) Policy applicable before 1 January 2018**

(Continued)

(iii) Financial asset at FVTPL (Continued)

Financial assets at FVTPL are stated at fair value, with any gains or losses arising on remeasurement recognised in profit or loss. The net gain or loss recognised in profit or loss incorporates any dividend or interest earned on the financial asset and is included in the "other gains and losses" line item. Fair value is determined in the manner described in note 4(g) to the consolidated financial statements.

(iv) Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. Loans and receivables (including trade receivables and bank balances and cash) are measured at amortised cost using the effective interest method, less any impairment.

Interest income is recognised by applying the effective interest rate, except for short-term receivables where the recognition of interest would be immaterial.

4. 主要會計政策 (續)**(h) 金融工具 (續)****(B) 於二零一八年一月一日前適用政策 (續)***(iii) 按公平值計入損益之金融資產 (續)*

按公平值計入損益之金融資產按公平值列賬，而由重新計量產生之任何收益或虧損於損益賬確認。於損益確認之淨收益或虧損包括自金融資產賺取之任何股息或利息，並計入「其他收益及虧損」項目。公平值乃按綜合財務報表附註4(g)所述方式釐定。

(iv) 貸款及應收款項

貸款及應收款項為具有固定或可釐定付款額但於活躍市場並無報價的非衍生金融資產。貸款及應收款項（包括應收貿易賬款及銀行結餘及現金）乃以實際利率法按攤銷成本減任何減值計量。

利息收入乃採用實際利率確認，惟倘確認利息屬不重大，則短期應收款項除外。

4. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(h) Financial instruments (Continued)

(B) Policy applicable before 1 January 2018

(Continued)

(v) *Impairment of financial assets*

Financial assets other than those at FVTPL are assessed for indicators of impairment at the end of each reporting period. Financial assets are considered to be impaired when there is objective evidence that, as a result of one or more events that occurred after the initial recognition of the financial asset, the estimated future cash flows of the investment have been affected.

Objective evidence of impairment could include:

- significant financial difficulty of the issuer or counterparty; or
- breach of contract, such as a default or delinquency in interest or principal payments; or
- it becoming probable that the borrower will enter bankruptcy or financial re-organisation; or
- the disappearance of an active market for that financial asset because of financial difficulties.

4. 主要會計政策(續)

(h) 金融工具(續)

(B) 於二零一八年一月一日前適用政策(續)

(v) *金融資產減值*

金融資產(按公平值計入損益外之金融資產除外)於各報告期間末就減值跡象進行評估。倘出現客觀證據,顯示投資的估計未來現金流量因一項或多項於初步確認金融資產後發生的事件而遭受影響,則金融資產視作已減值。

減值的客觀證據可包括:

- 發行人或交易對手面臨重大財政困難;或
- 違約,例如欠繳或拖欠利息或本金付款;或
- 借款人可能將會破產或進行財務重組;或
- 該金融資產的活躍市場因財政困難而消失。

4. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(h) Financial instruments (Continued)**(B) Policy applicable before 1 January 2018**

(Continued)

(v) Impairment of financial assets (Continued)

For certain categories of financial assets, such as trade receivables, assets that are assessed not to be impaired individually are, in addition, assessed for impairment on a collective basis. Objective evidence of impairment for a portfolio of receivables could include the Group's past experience of collecting payments, an increase in the number of delayed payments in the portfolio past the average credit period and observable changes in national or local economic conditions that correlate with default on receivables.

For financial assets carried at amortised cost, the amount of the impairment loss recognised is the difference between the asset's carrying amount and the present value of estimated future cash flows, discounted at the financial asset's original effective interest rate.

For financial assets carried at cost, the amount of the impairment loss is measured as the difference between the asset's carrying amount and the present value of the estimated future cash flows discounted at the current market rate of return for a similar financial asset. Such impairment loss will not be reversed in subsequent periods (see the accounting policy below).

4. 主要會計政策 (續)**(h) 金融工具 (續)****(B) 於二零一八年一月一日前適用政策 (續)****(v) 金融資產減值 (續)**

就應收貿易賬款等若干金融資產類別而言，被評估為非個別減值的資產將額外按整體基準進行減值評估。應收款項組合的客觀減值證據可包括本集團的過往收款經驗、組合內超逾平均信貸期的延遲還款次數增加，以及與拖欠應收款項有關的全國或地方經濟狀況出現可觀察改變。

就按攤銷成本列賬的金融資產而言，已確認減值虧損金額為該資產賬面值與按金融資產原來實際利率貼現的估計未來現金流量現值之間的差額。

就按成本入賬的金融資產而言，減值虧損的金額按資產的賬面值與按類似金融資產的現行市場回報率貼現的估計日後現金流量現值兩者之差額計量。上述減值虧損於其後期間不會撥回（參見下文會計政策）。

4. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(h) Financial instruments (Continued)

(B) Policy applicable before 1 January 2018

(Continued)

(v) *Impairment of financial assets (Continued)*

The carrying amount of the financial asset is reduced by the impairment loss directly for all financial assets with the exception of trade receivables, where the carrying amount is reduced through the use of an allowance account. When a trade receivable is considered uncollectible, it is written off against the allowance account. Subsequent recoveries of amounts previously written off are credited against the allowance account. Changes in the carrying amount of the allowance account are recognised in profit or loss.

For financial assets measured at amortised cost, if, in a subsequent period, the amount of the impairment loss decreases and the decrease can be related objectively to an event occurring after the impairment was recognised, the previously recognised impairment loss is reversed through profit or loss to the extent that the carrying amount of the investment at the date the impairment is reversed does not exceed what the amortised cost would have been had the impairment not been recognised.

4. 主要會計政策(續)

(h) 金融工具(續)

(B) 於二零一八年一月一日前適用政策(續)

(v) 金融資產減值(續)

所有金融資產的賬面值直接按減值虧損削減，但應收貿易賬款除外，其賬面值乃透過使用撥備賬削減。當某項應收貿易賬款被認為無法收回，則於撥備賬內撇銷。其後如收回之前已撇銷的金額，則撥入撥備賬。撥備賬賬面值的變動於損益表中確認。

對於按攤銷成本計量的金融資產，如於其後期間該減值虧損減少，而減少與確認減值後的某項事件存在客觀關係，則之前已確認的減值虧損透過損益撥回，但投資於撥回減值日期的賬面值不得超過倘並無確認減值的攤銷成本。

4. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(h) Financial instruments (Continued)

(B) Policy applicable before 1 January 2018

(Continued)

(vi) *Financial liabilities and equity instruments*

Classification as debt or equity

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

Equity instruments

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

Repurchase of the Company's own equity instruments is recognised and deducted directly in equity. No gain or loss is recognised in profit or loss on the purchase, sale, issue or cancellation of the Company's own equity instruments.

4. 主要會計政策 (續)

(h) 金融工具 (續)

(B) 於二零一八年一月一日前適用政策 (續)

(vi) *金融負債及股本工具* 分類為債務或股本

集團實體發行的債務及股本工具乃按照合約安排內容及金融負債及股本工具的定義而分類為金融負債或股本。

股本工具

股本工具是證明某實體的資產(於扣除所有負債後)有剩餘權益的合約。由本集團發行的股本工具以所收取的所得款項扣除直接發行成本後列賬。

本公司購回本身之股本工具於權益內直接確認及扣除。本公司購買、出售、發行或註銷本身之股本工具時一概不會於損益內確認收益或虧損。

4. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(h) Financial instruments (Continued)

(B) Policy applicable before 1 January 2018

(Continued)

(vii) *Financial liabilities*

Financial liabilities of the Group (including trade and other payables) are subsequently measured at amortised cost using the effective interest rate method unless the effect of discounting would be immaterial, in which case they are stated at cost.

Effective interest method

The effective interest method is a method of calculating the amortised cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments through the expected life of the financial liability, or, where appropriate, a shorter period to the net carrying amount on initial recognition.

Interest expense is recognised on an effective interest basis.

4. 主要會計政策(續)

(h) 金融工具(續)

(B) 於二零一八年一月一日前適用政策(續)

(vii) *金融負債*

本集團的金融負債(包括應付貿易及其他應付賬款)其後以實際利率法按攤銷成本計量,除非貼現影響無關緊要,則在此情況下以成本列賬。

實際利率法

實際利率法是計算金融負債攤銷成本及將利息支出分配於有關期間的一種方法。實際利率是指將金融負債的預計存在期(或如適用,較短期間)的估計日後現金付款準確貼現至於初步確認時的淨賬面值的利率。

利息支出以實際利率基準確認。

4. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(h) Financial instruments (Continued)

- (C) Policy applicable from 1 January 2018 and before 1 January 2018

Derecognition

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

On derecognition of a financial asset in its entirety, the difference between the asset's carrying amount and the sum of the consideration received and receivable and the cumulative gain or loss that had been recognised in other comprehensive income and accumulated in equity is recognised in profit or loss.

4. 主要會計政策 (續)

(h) 金融工具 (續)

- (C) 自二零一八年一月一日起及於二零一八年一月一日前適用的政策

終止確認

本集團僅在資產所產生現金流量的合約權利屆滿或於其轉讓金融資產以及資產擁有權絕大部分風險及回報予另一實體時終止確認該金融資產。倘本集團並無轉讓或保留擁有權絕大部分風險及回報，並繼續控制已轉讓資產，則本集團將繼續確認資產，惟以其持續參與者為限，並確認相關負債。倘本集團保留已轉讓金融資產擁有權絕大部分風險及回報，則本集團將繼續確認該金融資產，及亦確認已收所得款項的有擔保借款。

倘完全終止確認金融資產，資產賬面值與已收及應收代價與已於其他全面收益確認並於權益累積的累計收益或虧損的總和之間的差額將於損益確認。

4. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(h) Financial instruments (Continued)

- (C) Policy applicable from 1 January 2018 and before 1 January 2018 (Continued)

Derecognition (Continued)

On derecognition of a financial asset other than in its entirety, the Group allocates the previous carrying amount of the financial asset between the part it continues to recognise, and the part it no longer recognises on the basis of the relative fair values of those parts on the date of the transfer. The difference between the carrying amount allocated to the part that is no longer recognised and the sum of the consideration received for the part no longer recognised and any cumulative gain or loss allocated to it that had been recognised in other comprehensive income is recognised in profit or loss. A cumulative gain or loss that had been recognised in other comprehensive income is allocated between the part that continues to be recognised and the part that is no longer recognised on the basis of the relative fair values of those parts.

The Group derecognises financial liabilities when, and only when, the Group's obligations are discharged, cancelled or they expire. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable is recognised in profit or loss.

4. 主要會計政策(續)

(h) 金融工具(續)

- (C) 自二零一八年一月一日起及於二零一八年一月一日前適用的政策(續)

終止確認(續)

倘非完全終止確認金融資產，本集團將於其繼續確認的部分與其不再確認的部分之間按該等部分於轉讓日期的相關公平值基準分配該金融資產先前賬面值。獲分配予不再確認部分的賬面值與就不再確認部分所收取代價與任何分配予該部分並已於其他全面收益確認的累計收益或虧損的總和之間的差額將於損益確認。已於其他全面收益確認的累計收益或虧損於繼續確認的部分與不再確認的部分之間按該等部分的相關公平值基準進行分配。

本集團僅於本集團的責任獲解除、取消或到期時終止確認金融負債。已終止確認金融負債賬面值與已付及應付代價之間的差額於損益確認。

4. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(i) Cash and cash equivalents

Cash and cash equivalents comprise cash at bank and on hand, demand deposits with banks and other financial institutions, and short-term, highly liquid investments that are readily convertible into known amounts of cash and which are subject to an insignificant risk of changes in value, having been within three months of maturity at acquisition. Bank overdrafts that are repayable on demand form an integral part of the Group's cash management are also included as a component of cash and cash equivalents for the purpose of the consolidated statement of cash flows.

(j) Provisions and contingent liabilities

Provisions are recognised when the Group has a present obligation (legal or constructive) as a result of a past event and it is probable that the Group will be required to settle the obligation, provided that a reliable estimate can be made of the amount of the obligation.

The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation. When a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows (where the effect of the time value of money is material).

When some or all of the economic benefits required to settle a provision are expected to be recovered from a third party, a receivable is recognised as an asset if it is virtually certain that reimbursement will be received and the amount of the receivable can be measured reliably.

4. 主要會計政策 (續)

(i) 現金及現金等價物

現金及現金等價物包含銀行存款及庫存現金、存放於銀行和其他金融機構的活期存款，以及短期和流動性極高的投資項目。這些項目可以容易地轉換為已知的現金數額，所須承受的價值變動風險甚小，並在購入後三個月內到期。就編製綜合現金流量表而言，現金及現金等價物也包括須按要求償還，並構成本集團現金管理一部分的銀行透支。

(j) 撥備及或然負債

當本集團因過往事件而承擔現有責任（法律或推定）及倘可可靠地估計該項責任之金額時本集團可能須履行該項責任，則會確認撥備。

確認為撥備的金額為清償報告期末的現時責任並計入該責任的風險及不明朗因素所需代價的最佳估計。倘使用估計用以清償現時責任的現金流量計量撥備，其賬面值為該等現金流量的現值（如貨幣時間價值的影響屬重大）。

倘用以償還撥備之部分或全部經濟利益預期將由第三方收回，則當實質上確認將收到償款且應收金額能可靠計量時，應收款項方確認為資產。

4. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(j) Provisions and contingent liabilities (Continued)

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.

(k) Income tax

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

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

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

4. 主要會計政策(續)

(j) 撥備及或然負債(續)

若流出經濟利益之可能性較低，或相關數額未能作出可靠估計時，該責任將披露為或然負債，惟流出經濟利益之可能性極低者除外。僅由於一項或多項未來事項之發生或不發生而確認是否存在之可能責任亦須披露為或然負債，惟流出經濟利益之可能性極低者除外。

(k) 所得稅

本年度所得稅包括即期稅項及遞延稅項資產和負債的變動。即期稅項及遞延稅項資產和負債的變動均在損益內確認，惟與於其他全面收益或直接於權益內確認之項目有關者除外，在此情況下，相關稅項金額分別於其他全面收益或直接於權益內確認。

即期稅項乃按年度應課稅收入，根據在報告期末已制訂或實質上已制訂的稅率計算的預期應付稅項，及以往年度應付稅項的任何調整。

遞延稅項資產和負債分別由可抵扣和應課稅暫時差異產生。暫時差異是指資產和負債就財務報告而言的賬面值與這些資產和負債的計稅基礎的差異。遞延稅項資產也可以由未利用稅項虧損和未利用稅款抵減產生。

4. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(k) Income tax (Continued)

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

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

4. 主要會計政策 (續)**(k) 所得稅 (續)**

除了某些例外情況外，所有遞延稅項負債和遞延稅項資產（只限於很可能獲得能利用該遞延稅項資產來抵扣的未來應課稅利潤）都會確認。可能支持確認由可抵扣暫時差異所產生遞延稅項資產的未來應課稅利潤包括因轉回目前存在的應課稅暫時差異而產生的數額；但這些轉回的差異必須與同一稅務機關及同一應課稅實體有關，並預期在暫時差異預計轉回的同一期間或遞延稅項資產所產生稅項虧損可轉回或結轉的期間內轉回。在決定目前存在的應課稅暫時差異是否足以支持確認由未利用稅項虧損和未利用稅款抵減所產生的遞延稅項資產時，亦會採用同一準則，即倘若該等差異與同一稅務機關及同一應課稅實體有關，且預期在能使用稅項虧損或稅款抵減的期間內轉回，則會計及該等差異。

確認為遞延稅項資產及負債之暫時差異是產生自以下有限之例外情況：不可在稅務方面獲得扣減之商譽所產生之暫時差異；不影響會計或應課稅溢利之資產或負債之初始確認（如屬業務合併之一部分除外）；以及投資附屬公司之暫時差異（如屬應課稅差異，只限於本集團可以控制撥回之時間，而且在可預見之將來不大可能撥回之暫時差異；或如屬可抵扣差異，則只限於很可能在將來撥回之差異）。

4. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(k) Income tax (Continued)

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

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

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

4. 主要會計政策(續)

(k) 所得稅(續)

本集團於每個報告期末檢討遞延稅項資產之賬面值。如不再可能獲得足夠之應課稅溢利以抵扣相關之稅務利益，該遞延稅項資產之賬面值便會調低；但如日後有可能獲得足夠之應課稅溢利，有關減額便會撥回。

即期和遞延稅項結餘及其變動額將各自列示，並不予抵銷。即期及遞延稅項資產會在本公司或本集團有合法可強制執行權利以即期稅項資產抵銷即期稅項負債時，並且符合以下附帶條件之情況下，方可分別抵銷即期及遞延稅項負債：

- 即期稅項資產及負債：本公司或本集團計劃按淨額基準計算，或同時變現該資產及清償該負債；或
- 遞延稅項資產和負債：此等資產及負債必須與同一稅務機關就以下其中一項徵收之所得稅有關：
 - 同一應課稅實體；或
 - 不同之應課稅實體。這些實體計劃在日後每個預計有大額遞延稅項負債需要清償或大額遞延稅項資產可以收回之期間內，按淨額基準變現即期稅項資產及清償即期稅項負債，或同時變現該資產及清償該負債。

4. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(I) Revenue recognition

Revenue is measured at the fair value of the consideration received or receivable and represents amounts receivable for goods sold or services provided in the normal course of business, net of returns and discounts. Provided it is probable that the economic benefits will flow to the Group and the revenue and costs, if applicable, can be measured reliably, revenue is recognised in profit or loss as follows:

(i) Revenue from the sales of goods

Revenue is recognised when goods are delivered at the customers' designated location which is taken to be the point in time when the customer has accepted the goods and the related risks and rewards of ownership. Revenue is after deduction of any trade discounts.

(ii) Revenue from fixed-price contracts

Revenue from fixed-price contracts for the provision of ASIC Service is recognised under the percentage of completion method, which is based on the services performed to date as a percentage of the total services to be performed under the relevant contract.

(iii) Revenue from the provision of total solutions for information security services

Revenue from the provision of total solutions for information security services is recognised by reference to the stage of completion of the contract under which revenue is recognised in the accounting periods upon services being rendered. The stage of completion of a transaction is determined by services performed to date as a percentage of total services to be performed.

(iv) Revenue from the provision of property management services in the PRC

Revenue from property management services in the PRC included property management fees and property consulting service fees are recognised when services are rendered in accordance with the terms of the agreements and value-added services is recognised when services are rendered.

4. 主要會計政策 (續)**(I) 收益確認**

收益按已收或應收之代價之公平值計量，相當於在正常業務過程中出售貨物或提供服務應收之金額，並扣除退貨及折扣。倘經濟利益可能會流入本集團，而收益及成本（如適用）亦能夠可靠計算時，收益便會根據下列基準在損益內確認：

(i) 來自銷售貨品的收益

收益在貨品抵達客戶指定的地點，而且客戶接收貨品及其所有權相關的風險及回報時確認。收益已扣除任何營業折扣。

(ii) 來自固定價格合約的收益

來自提供ASIC服務的固定價格合約的收益按照迄今完成百分比法確認，乃根據相關合約已提供的服務佔將予提供的全部服務的百分比確認。

(iii) 來自提供資訊保安整體解決方案服務的收益

來自提供資訊保安整體解決方案服務的收益參考合約完成階段確認，據此，收益於提供服務之會計期間確認。交易完成階段按截至本日所履行之服務佔將履行服務總額之百分比釐定。

(iv) 來自於中國提供物業管理服務的收益

來自於中國的物業管理服務的收益包括物業管理服務及物業諮詢服務，該服務根據協議條款提供服務時確認而增值服務的收益乃於提供服務時確認。

4. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(I) Revenue recognition (Continued)

(iv) Revenue from the provision of property management services in the PRC (Continued)

The Group are entitled to retain the full amount of received property management fees on a lump sum basis. By receiving such the property management fees, the Group shall bear expenses associated with, among others, staff, cleaning, garbage disposal, gardening, security and general overheads covering the common areas. During the term of the contract, if the amount of property management fees the Group collected is not sufficient to cover all the expenses incurred, the Group is not entitled to request the property owners to pay the shortfall. Accordingly, on a lump sum basis, the Group recognises as revenue the full amount of property management fees the Group charged to the property owners and property developers when services are provided, and recognises the expenses as costs of services the Group incurred in connection with performing our services.

(v) Revenue from rental income under operating leases

Rental income receivable under operating leases is recognised in profit or loss in equal instalments over the periods covered by the lease term.

(vi) Interest income

Interest income is accrued on a time basis by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount on initial recognition.

4. 主要會計政策(續)

(I) 收益確認(續)

(iv) 來自於中國提供物業管理服務的收益(續)

就包幹制而言，本集團有權保留已收取的物業管理費的全部金額。收取物業管理費後，本集團將承擔涉及(其中包括)負責公共區域的員工、清潔、垃圾處理、園藝、保安及一般經常開支相關的費用。於合約期間，倘若本集團所收取的物業管理費金額不足以支付所產生的一切開支，本集團並無權利要求業主支付相關差額。因此，就包幹制而言，本集團於提供服務時將本集團向業主及物業發展商收取的物業管理費的全部金額確認為收益，並將本集團提供服務所產生的服務成本確認為開支。

(v) 來自經營租賃租金收益

經營租賃項下之應收租金收入乃於租賃期涵蓋之期間內以等額分期方式於損益確認。

(vi) 利息收入

利息收入初步確認時按時間基準參考未償還本金及適用實際利率(即於金融資產預計年期內將其估計未來現金收入準確貼現至該資產的賬面淨值所用的比率)累計。

4. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(m) Employee benefits**(i) Short term employee benefits and contributions to defined contribution retirement plan**

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

The Group participates in a Mandatory Provident Fund Scheme ("the MPF Scheme") under the Hong Kong Mandatory Provident Fund Schemes Ordinance for all qualifying employees in Hong Kong. The MPF Scheme is a defined contribution retirement plan administered by independent trustees. Under the MPF Scheme, the Group and its employees are each required to make contributions to the plan at 5% of the employees' relevant income, subject to a cap of monthly relevant income of HK\$30,000. Contributions to the MPF scheme vest immediately. The assets of the MPF Scheme are held separately from those of the Group, in fund under the control of trustees.

The PRC subsidiary of the Group also participates in a defined contribution retirement benefit scheme ("the PRC Scheme") organised by the PRC municipal and provincial government authorities whereby the PRC subsidiary is required to contribute a certain percentage of their payroll to the retirement benefit scheme. The Group has accrued for the required contributions which are remitted to the respective local government authorities when the contributions become due. The local government authorities are responsible for the pension obligations payable to the retired employees covered under the PRC Schemes.

The total expenses recognised in profit or loss represents contributions payable to these schemes by the Group at rates specified in the rules of the schemes. The Group has no other material obligation for payment of retirement benefits beyond the contributions as described above.

4. 主要會計政策 (續)**(m) 僱員福利****(i) 短期僱員福利及向定額供款退休計劃作出的供款**

薪金、年度獎金、有薪年假、定額供款退休計劃供款及非金錢福利的成本，均在僱員提供相關服務的年度內累計。倘付款或結算延遲而影響屬重大，則上述數額會按其現值列賬。

本集團為所有香港合資格僱員參與根據香港強制性公積金計劃條例設立的強制性公積金計劃（「強積金計劃」）。強積金計劃乃由獨立信託人管理的定額供款退休計劃。根據強積金計劃，本集團和其僱員分別須按僱員有關收入的5%向該計劃作出供款，而有關收入以每月30,000港元為上限。向強積金計劃作出的供款即時歸屬。強積金計劃資產乃與本集團資產分開持有，放置於受託人控制的基金內。

本集團中國附屬公司亦參與一項由中國市級及省級政府部門組織的定額供款退休福利計劃（「該中國計劃」），中國附屬公司被要求將其若干比例的工資貢獻予退休福利計劃。本集團已產生規定供款，該等供款乃於供款到期時匯寄予各地方政府部門。地方政府部門負責應付予該中國計劃所覆蓋之退休僱員的退休金義務。

於損益確認之開支總額指本集團應按計劃規則指定比例向該等計劃支付之供款。本集團除上述供款外，並無其他重大的支付退休福利責任。

4. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(m) Employee benefits (Continued)

(ii) Termination benefit

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

(iii) Share option scheme

The Company operates a share option scheme for the purpose of providing incentives and rewards to eligible participants who contribute to the success of the Group's operations. 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").

For share options granted under the share option scheme, the fair value of the employee's services rendered in exchange for the grant of the options is recognised as an expense and credited to share option reserve under equity. The total amount to be expensed over the vesting period is determined by reference to the fair value of the options granted at the grant date. At the end of each reporting period, the Group revises its estimates of the number of options that is expected to become exercisable. It recognises the impact of the revision of the original estimates, if any, in the consolidated statement of profit or loss and other comprehensive income, and a corresponding adjustment to share option reserve over the remaining vesting period.

Where the terms of an equity-settled award are modified, as a minimum an expense is recognised as if the terms had not been modified if the original terms of the award are met. In addition, an expense is recognised for any modification, which increases the total fair value of the share-based payments, or is otherwise beneficial to the employee as measured at the date of modification.

4. 主要會計政策（續）

(m) 僱員福利（續）

(ii) 離職福利

離職福利於本集團不再能取消提供該等福利時及本集團確認涉及支付離職福利的重組成本時（以較早者為準）確認。

(iii) 購股權計劃

本公司設有一項購股權計劃，為對本集團業務成功作出貢獻之合資格參與者提供鼓勵與獎賞。本集團僱員（包括董事）以股份為基礎付款之方式收取報酬，而僱員則提供服務作為權益工具之代價（「權益結算交易」）。

就根據購股權計劃授出之購股權而言，僱員所提供服務換取獲授購股權之公平值確認為開支，並計入權益內的購股權儲備。歸屬期間支銷之總額參照授出日期所授出購股權之公平值釐定。於各報告期末，本集團修訂預計成為可予行使購股權數目之估計。其於綜合損益及其他全面收益表內確認修訂原有估計（若有）之影響及餘下歸屬期間內對購股權儲備之相應調整。

倘若權益結算報酬的條款有所變更，所確認開支最少須達到猶如條款並無任何變更的水平（倘獎勵的原有條件已達成）。此外，倘若按變更日期計量，任何變更導致以股份為基礎付款的總公平值有所增加，或對僱員帶來其他利益，則應就該等變更確認開支。

4. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(m) Employee benefits (Continued)**(iii) Share option scheme (Continued)**

Where an equity-settled award is cancelled, it is treated as if it had vested on the date of cancellation, and any expense not yet recognised for the award is recognised immediately. However, if a new award is substituted for the cancelled award, and is designated as a replacement award on the date that it is granted, the cancelled and new awards are treated as if they were a modification of the original award, as described in the previous paragraph.

The dilutive effect of outstanding options is reflected as additional share dilution in the computation of earnings per share, if any.

(n) Leases

Leases which do not transfer substantially all the risks and rewards of ownership to the Group are classified as operating leases. Where the Group has the use of assets under operating leases, payments made under the leases are charged to profit or loss in equal instalments over the accounting periods covered by the lease terms, except where an alternative basis is more representative of the pattern of benefits to be derived from the leased asset. Lease incentives received are recognised in profit or loss as an integral part of the aggregate net lease payments made. Lease should recognise the aggregate benefit of incentives as a reduction of rental expense over the lease term.

(o) Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, i.e., assets that necessarily take a substantial period of time to get ready for their intended use or sale, are capitalised as part of the cost of those assets. The capitalisation of such borrowing costs ceases when the assets are substantially ready for their intended use or sale. Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs capitalised. All other borrowing costs are expensed in the period in which they are incurred. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds.

4. 主要會計政策 (續)**(m) 僱員福利 (續)****(iii) 購股權計劃 (續)**

倘權益結算報酬被註銷，則被視為於註銷當日已歸屬，而尚未就該報酬確認的任何費用須即時予以確認。然而，倘有一項新報酬取代已經註銷報酬，及於授出當日被指定為該報酬的替代品，則該已註銷報酬及新報酬均被視為原有報酬的改動（見上段所述）。

尚未行使購股權的攤薄影響已反映於計算每股盈利（如有）時的額外股份攤薄。

(n) 租賃

租賃不會使所有權的絕大部分風險及回報轉移至本集團，則分類為經營租賃。倘本集團有透過經營租賃使用資產的情況，則根據租賃作出的付款會於租賃期所涵蓋的會計期間內，以等額於損益表中扣除。若有其他基準能更清楚地反映租賃資產所產生的收益模式則除外。經營租賃協議所涉及的激勵措施均於損益表中確認為租賃淨付款總額的組成部分。租賃項下有關激勵措施的收益總額應確認為租賃期內的租金支出減少。

(o) 借貸成本

因收購、興建或生產需要長時間籌備方可供作其擬定用途或銷售的合資格資產應佔的直接借貸成本，乃資本化為該等資產成本的一部分，直至該等資產大致可供作其擬定用途或銷售為止。在特定借貸撥作合資格資產的支出前暫時用作投資所賺取的投資收入，將從資本化借貸成本中扣除。所有其他借貸成本於產生期間支銷。借貸成本包括實體就借入資金而產生的利息及其他成本。

4. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(p) Foreign currencies

In preparing the financial statements of each individual group entity, transactions in currencies other than the functional currency of that entity (foreign currencies) are recorded in the respective functional currency (i.e. the currency of the primary economic environment in which the entity operates) at the rates of exchanges prevailing on the dates of the transactions. At the end of the reporting period, monetary items denominated in foreign currencies are retranslated at the rates prevailing at that date. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

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

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

(q) Related parties

A party is considered to be related to the Group if:

- (A) A person, or a close member of that person's family, is related to the Group if that person:
 - (i) has control or joint control over the Group;
 - (ii) has significant influence over the Group; or
 - (iii) is a member of the key management personnel of the Group or of a parent of the Group;

or

4. 主要會計政策（續）

(p) 外幣

於編製個別集團實體的財務報表時，以該實體的功能貨幣以外貨幣（外幣）進行的交易均以各自的功能貨幣（即該實體經營所在的主要經濟環境的貨幣）按交易日的當時匯率入賬。於報告期間末，以外幣列賬的貨幣項目按當日的當時匯率再換算。以外幣按歷史成本計量的非貨幣項目毋須再換算。

來自貨幣項目結算及於再換算貨幣項目時的匯兌差額於其發生的期間於損益中確認。

就呈列綜合財務報表而言，本集團外國業務的資產與負債乃按本集團的呈報貨幣（即港元）按報告期間末的當時匯率換算，而其收入及支出按期間內的平均匯率換算，除非匯率於期間內大幅波動，在這種情況下，則使用於各交易日的當時匯率。如出現匯兌差額（如有），則於其他全面收益確認及權益中的匯兌儲備項下累計。

(q) 關連人士

以下人士被視為本集團之關聯人士：

- (A) 該名人士須符合以下條件時，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) 為本集團或本集團母公司之主要管理層成員；

或

4. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(q) Related parties (Continued)

(B) the party is an entity where any of the following conditions applies:

- (i) the entity and the Group are members of the same group;
- (ii) one entity is an associate or joint venture of the other entity (or of a parent, subsidiary or fellow subsidiary of the other entity);
- (iii) the entity and the Group are joint ventures of the same third party;
- (iv) one entity is a joint venture of a third entity and the other entity is an associate of the third party;
- (v) the entity is a post-employment benefit plan for the benefit of employees of either the Group or an entity related to the Group;
- (vi) the entity is controlled or jointly controlled by a person identified in (A);
- (vii) a person identified in (A)(i) has significant influence over the entity or is a member of the key management personnel of the entity (or of a parent of the entity); and
- (viii) the entity, or any member of a group of which it is a part, provides key management personnel services to the Group or to the parent of the Group.

4. 主要會計政策 (續)**(q) 關連人士 (續)**

(B) 符合任何以下條件者會被視為實體：

- (i) 實體與本集團為同一集團公司成員；
- (ii) 某一實體為另一實體之聯營公司或合營公司或另一實體的母公司、附屬公司或同系附屬公司；
- (iii) 實體與本集團為同一第三方之合營公司；
- (iv) 某一實體為第三實體之合營公司，而另一實體為第三方之聯營公司；
- (v) 實體為本集團或與本集團有關之實體之僱員福利設立離職後福利計劃；
- (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（或該實體母公司）之主要管理層成員；及
- (viii) 該實體或組成本集團其中一部分之任何成員公司向本集團或本集團之母公司提供主要管理人員服務。

4. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(r) Segment report

Operating segments, and the amounts of each segment item reported in the consolidated financial statements, are identified from the financial information provided regularly to the Group's most senior executive management for the purposes of allocating resources to, and assessing the performance of, the Group's various lines of business and geographical locations.

Individually material operating segments are not aggregated for financial reporting purposes unless the segments have similar economic characteristics and are similar in respect of the nature of products and services, the nature of production processes, the type or class of customers, the methods used to distribute the products or provide the services, and the nature of the regulatory environment. Operating segments which are not individually material may be aggregated if they share a majority of these criteria.

5. SIGNIFICANT ACCOUNTING JUDGMENTS AND ESTIMATES

In the application of the Group's accounting policies, which are described in note 4 to the consolidated financial statements, management is required to make judgments, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and underlying assumptions are based on historical experience and other information that are considered to be relevant. Actual results may differ from these estimates.

4. 主要會計政策（續）

(r) 分部報告

經營分部及綜合財務報表所呈列各分部的金額，乃從為向本集團各項業務及地理位置分配資源及評估其業績而定期向本集團最高行政管理層提供的財務報表當中識別出來。

個別重要的經營分部不會合計以供財務報告之用，但如該等經營分部的產品和服務性質、生產工序性質、客戶類別或階層、分銷產品或提供服務的方法以及監管環境的本質等經濟特性均屬類似，則作別論。個別不重要的經營分部如果符合以上大部分條件，則可以合計為一個報告分部。

5. 重大會計判斷及估計

於應用本集團的會計政策（載於綜合財務報表附註4）時，管理層須就從其他來源不易得知的資產與負債賬面值作出判斷、估計及假設。估計及相關假設乃基於歷史經驗及認為相關的其他資料。實際結果可能與這些估計不同。

5. SIGNIFICANT ACCOUNTING JUDGMENTS AND ESTIMATES (Continued)

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

(i) Useful lives of property, plant and equipment

In applying the accounting policy on property, plant and equipment with respect to depreciation management estimates the useful lives of various categories of property, plant and equipment based on the historical experience of the actual useful lives of assets of similar nature and functions. The Group will revise the depreciation charge where useful lives are different to those previously estimated, or it will write off or write down technically obsolete or non-strategic assets that have been abandoned or sold.

(ii) Impairment of goodwill

The Group tests annually whether goodwill has suffered any impairment. For the purposes of impairment reviews, the recoverable amount of goodwill is determined based on value-in-use calculations. The value-in-use calculations primarily use cash flow projections based on five years financial budgets approved by management. There are a number of assumptions and estimates involved in the preparation of cash flow projections for the period covered by the approved budgets. Key assumptions include the expected growth in revenues, timing of future capital expenditures, growth rates and selection of discount rates to reflect the risks involved. Management prepares the financial budgets reflecting actual and prior year performance and market development expectations. Judgment is required to determine key assumptions adopted in the cash flow projections and changes to key assumptions can significantly affect these cash flow projections and therefore the results of the impairment reviewed.

5. 重大會計判斷及估計(續)

以下是關係到日後的主要假設，以及於報告期間末對下一個財政期間的資產與負債賬面值有引致重大調整風險的其他估計不明朗因素主要來源。

(i) 物業、廠房及設備的可用期

在對物業、廠房及設備的折舊應用會計政策時，管理層根據類似性質及功能的資產實際可用期的過往經驗估計各類物業、廠房及設備的可用期。倘可用期與之前估計不同，本集團會修正折舊支出，或撇銷或撇減技術上已過時或已廢棄或出售的非策略性資產。

(ii) 商譽減值

本集團每年測試商譽是否出現任何減值。就減值檢討而言，商譽可收回金額乃根據使用值的計算方法釐定。使用值的計算方法主要利用按管理層批准的五年財務預算計算的現金流量預測。編製批准預算涵蓋期間的現金流量預測涉及若干假設及估計。主要假設包括收益的預期增長、未來資本開支的時間、增長率及選擇反映有關風險的貼現率。管理層編製反映實際及往年表現及市場發展預測的財政預算。釐定現金流量預測所採納的主要假設時須作出判斷，而主要假設的變動可對此等現金流量預測造成重大影響，因而影響減值檢討的結果。

5. SIGNIFICANT ACCOUNTING JUDGMENTS AND ESTIMATES (Continued)

(iii) Provision for ECLs

Significant increase in credit risk

As explained in note 4, ECLs are measured as an allowance equal to 12-month ECLs for stage 1 assets, or lifetime ECLs for stage 2 or stage 3 assets. An asset moves to stage 2 when its credit risk has increased significantly since initial recognition. HKFRS 9 does not define what constitutes a significant increase in credit risk in assessing whether the credit risk of an asset has significantly increased the Group takes into account qualitative and quantitative reasonable and supportable forward looking information.

Calculation of loss allowance

When measuring ECLs, the Group uses reasonable and supportable forward looking information, which is based on assumptions for the future movement of different economic drivers and how these drivers will affect each other.

Loss given default is an estimate of the loss arising on default. It is based on the difference between the contractual cash flows due and those that the lender would expect to receive, taking into account cash flows from collateral and integral credit enhancements.

Probability of default constitutes a key input in measuring ECLs. Probability of default is an estimate of the likelihood of default over a given time horizon, the calculation of which includes historical data, assumption and expectations of future conditions.

The assessment of the correlation among historical observed default rates, forecast economic conditions and ECLs is a significant estimate. The amount of ECLs is sensitive to changes in circumstances and forecast economic conditions. The Group's historical credit loss experience and forecast of economic conditions may also not be representative of customer's actual default in the future.

5. 重大會計判斷及估計（續）

(iii) 預期信貸虧損的撥備

信貸風險大幅增加

誠如附註4所解釋，所計算的預期信貸虧損為相當於第一階段資產12個月預期信貸虧損的撥備，或第二或第三階段資產的生命週期預期信貸虧損的撥備。倘一項資產的信貸風險自初次確認以來大幅上升，其會被撥入第二階段。香港財務報告準則第9號並無對構成信貸風險大幅上升的事件作出界定，於估資產信貸風險是否已大幅上升時，本集團會考慮合理及有理據支持的定性及定量前瞻性資料。

計算虧損撥備

於計算預期信貸虧損時，本集團使用合理及有理據支持的前瞻性資料，有關資料乃以對不同經濟助力於未來的變動及該等助力相互影響的假設為依據。

違約損失率是對違約時所產生損失的估計。其乃根據到期合約現金流及放款人預期收回的金額之間的差額計算，當中會考慮來自抵押品及整體信貸增級的現金流。

違約率為計算預期信貸虧損的主要輸入數據。違約率是對在一個時間段內發生違約事件的可能性的估計，其計算涉及歷史數據、假設及對未來狀況的預期。

對歷史觀察所得違約率、預測經濟狀況及預期信貸虧損之間關係的評估屬重大估計。預期信貸虧損金額對環境及預期經濟狀況相當敏感。本集團的歷史信貸虧損經驗及預測經濟狀況對客戶於未來的實際違約情況而言可能並無代表性。

5. SIGNIFICANT ACCOUNTING JUDGMENTS AND ESTIMATES (Continued)

(iv) Allowance for slow-moving and obsolete inventories

Allowance for slow-moving and obsolete inventories is made based on the ageing and estimated net realisable value of inventories. The assessment of the allowance amount involves judgment and estimates. Where the actual outcome in future is different from the original estimate, such difference will impact the carrying value of inventories and the allowance charge/write-back in the period in which such estimate has been changed.

6. SEGMENT INFORMATION

The chief operating decision maker has been identified as the executive directors and certain senior management (collectively referred to as the "CODM") that make strategic decisions. Information reported to the CODM, for the purposes of resource allocation and assessment of segment performance focuses on the types of goods or services delivered or provided.

The CODM considers that the Group has three reportable operating segments from continuing operations:

- IC business – design development services income and sales of ICs;
- Money lending business – interest income; and
- Property management business – management services income and rental income.

For the year ended 31 December 2017, the Group acquired a property management business in the PRC on 20 January 2017 and disposed an information security business on 28 June 2017. The segment information does not include any amounts for the discontinued operation which are described more details in note 32.

The CODM regularly reviews the nature of their operations and the products and services. Each of the Group's business segments represents a strategic business unit that offers products and services which are subject to risks and returns that are different from those of the other business segments.

5. 重大會計判斷及估計(續)

(iv) 對滯銷及過時存貨的撥備

對滯銷及過時存貨的撥備乃根據存貨的賬齡及估計變現淨值而作出。評估撥備額涉及判斷和估計。倘日後的實際結果與原來估計不同，有關差異將會對有關估計已改變期間的存貨賬面值和扣除／撥回撥備有影響。

6. 分部資料

主要營運決策者為負責作出策略決策的執行董事及若干高級管理人員(統稱為「主要營運決策者」)。向主要營運決策者呈報以分配資源及評估分部表現的資料，著重所付運貨品或提供服務的類別。

主要營運決策者認為，本集團的持續經營業務擁有三個可呈報營運分部：

- 集成電路業務－設計、開發服務收入和銷售集成電路；
- 放債業務－利息收入；及
- 物業管理業務－管理服務收入及租金收入。

截至2017年12月31日止年度，本集團於2017年1月20日在中國收購一項物業管理業務，並於2017年6月28日出售一項資訊保安業務。分部資料不包括已終止經營業務的任何金額，有關進一步詳情載於附註32。

主要營運決策者定期審閱其經營及產品和服務的性質。本集團各業務分部為一個戰略業務單位，提供產品及服務的風險與回報不同於其他業務分部。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

綜合財務報表附註(續)

FOR THE YEAR ENDED 31 DECEMBER 2018

截至2018年12月31日止年度

6. SEGMENT INFORMATION (Continued)

The following is an analysis of the Group's revenue and results from continuing operations and assets and liabilities by reportable operating segments:

(i) Segment results

		2018 2018年			
		IC 集成電路 HK\$'000 千港元	Money Lending 放債 HK\$'000 千港元	Property Management 物業管理 HK\$'000 千港元	Total 合計 HK\$'000 千港元
Segment revenue	分部收益				
Revenue from external customers	來自外界客戶的收益	16,611	20,430	39,287	76,328
Segment results	分部業績	(2,553)	8,038	16,911	22,396
Bank interest income	銀行利息收入				12
Corporate administration costs	企業行政成本				(3,949)
Profit before tax from continuing operations	除稅前來自持續經營業務之溢利				18,459
Income tax expense	所得稅開支				(3,938)
Profit for the year from continuing operations	來自持續經營業務之年內溢利				14,521
Segment assets	分部資產	9,090	158,173	33,783	201,046
Unallocated assets	未分配資產				139,782
Total assets	總資產				340,828
Segment liabilities	分部負債	3,824	5,916	3,982	13,722
Unallocated liabilities	未分配負債				314
Total liabilities	總負債				14,036
Other segment information	其他分部資料				
Depreciation of property, plant and equipment	物業、廠房及設備折舊	1,132	296	57	1,485
Additions to property, plant and equipment	添置物業、廠房及設備	1,605	44	54	1,703
Other material non-cash items	其他重大非現金項目				
Provision for slow-moving and obsolete inventories	滯銷及過時存貨撥備	69	—	—	69

6. 分部資料(續)

以下為按可呈報經營分部劃分的本集團持續經營業務收益及業績和資產及負債之分析：

(i) 分部業績

6. SEGMENT INFORMATION (Continued)

6. 分部資料(續)

(i) Segment results (Continued)

(i) 分部業績(續)

		2017 2017年			
		IC 集成電路 HK\$'000 千港元	Money Lending 放債 HK\$'000 千港元	Property Management 物業管理 HK\$'000 千港元	Total 合計 HK\$'000 千港元
Segment revenue	分部收益				
Revenue from external customers	來自外界客戶的收益	19,639	19,676	36,610	75,925
Segment results	分部業績	(2,907)	12,228	16,990	26,311
Bank interest income	銀行利息收入				1
Finance cost	財務費用				(857)
Corporate administration costs	企業行政成本				(9,204)
Profit before tax from continuing operations	除稅前來自持續經營業務之溢利				16,251
Income tax expense	所得稅開支				(6,386)
Profit for the year from continuing operations	來自持續經營業務之年內溢利				9,865
Segment assets	分部資產	9,952	153,493	21,036	184,481
Unallocated assets	未分配資產				140,943
Total assets	總資產				325,424
Segment liabilities	分部負債	2,228	4,297	4,545	11,070
Unallocated liabilities	未分配負債				1,013
Total liabilities	總負債				12,083
Other segment information	其他分部資料				
Depreciation of property, plant and equipment	物業、廠房及設備折舊	1,148	312	45	1,505
Additions to property, plant and equipment	添置物業、廠房及設備	1,636	62	137	1,835
Other material non-cash items	其他重大非現金項目				
Reversal of provision for slow-moving and obsolete inventories	滯銷及過時存貨撥備撥回	945	—	—	945

Segment revenue reported above represents revenue generated from external customers. There were no inter-segment sales during the year ended 31 December 2018 (2017: Nil).

以上呈報之分部收益指外界客戶產生之收益。截至2018年12月31日止年度並無分部間銷售(2017年:零)。

6. SEGMENT INFORMATION (Continued)

(i) Segment results (Continued)

Segment results represent the profit earned/incurred by each segment without allocation of other income and corporate administration costs including directors' emoluments, investment and other income, other gains and losses, and income tax expenses. This is the measure reported to the CODM for the purposed of resources allocation and assessment of segment performance.

(ii) Information about major customers from continuing operations

No information about major customers from continuing operations is presented as no single customer individually contributed to over 10% of the Group's revenue for the years ended 31 December 2018 and 2017.

(iii) Geographic information from operating operations

The Group's operations are located in Hong Kong and the PRC. The geographical location of customers is based on the location of the customers, irrespective of the origin of the goods or services. The geographical location of the non-current assets is based on the physical location of the asset, in the case of property, plant and equipment. The Group's revenue from external customers by geographical location of customers and information about its non-current assets (other than loans receivables) by geographical location of the assets are set out below:

6. 分部資料(續)

(i) 分部業績(續)

分部業績指各分部賺取／產生之溢利，不計分配其他收入及企業行政成本（包括董事薪酬、投資及其他收入、其他收益及虧損以及所得稅開支）。此乃向主要營運決策者呈報以分配資源及評估分部表現的數據。

(ii) 持續經營業務之主要客戶的資料

由於截至2018年及2017年12月31日止年度，並無單一客戶個別貢獻本集團收益超過10%，因此並無呈列有關持續經營業務之主要客戶的資料。

(iii) 經營業務之地理信息

本集團的業務位於香港及中國。客戶的地域位置乃根據客戶的所在地而定，而不論貨物或服務的來源地。就物業、廠房及設備而言，非流動資產的地域位置乃根據資產的實際地點而定。本集團按客戶地域位置劃分來自外界客戶的收益及按資產地域位置劃分有關其非流動資產（應收貸款除外）的資料如下：

6. SEGMENT INFORMATION (Continued)

(iii) Geographic information from operating operations (Continued)

Revenue information from external customers

		2018 2018年 HK\$'000 千港元	2017 2017年 HK\$'000 千港元
HK (place of domicile)	香港(居駐地)	25,979	25,331
The PRC, excluding HK and Taiwan	中國, 不包括香港及台灣	48,093	48,599
Korea	韓國	94	373
Taiwan	台灣	159	153
Russia	俄羅斯	1,378	1,465
The United States of America	美國	624	—
Others	其他	1	4
		76,328	75,925

Non-current assets information (excluding loans receivables)

非流動資產資料(應收貸款除外)

		2018 2018年 HK\$'000 千港元	2017 2017年 HK\$'000 千港元
HK (place of domicile)	香港(居駐地)	137,661	137,999
The PRC, excluding HK and Taiwan	中國, 不包括香港及台灣	227	341
Taiwan	台灣	3,004	2,362
		140,892	140,702

7. REVENUE

Revenue represents the net invoice value of goods sold after allowances for returns and trade discounts, the value of services rendered, and interest income from money lending business during the year. An analysis of the Group's revenue from continuing operations is as follows:

7. 收益

收益指年內經扣除退貨及買賣折扣撥備後已售貨物的發票淨值、所提供服務的價值及來自放債業務的利息收入。本集團來自持續經營業務的收益分析如下：

		2018 2018年 HK\$'000 千港元	2017 2017年 HK\$'000 千港元
Revenue from contracts with customers	來自客戶合約的收益		
Sales of ICs	銷售集成電路	14,023	18,229
Provision of ASIC services	提供ASIC服務	2,588	1,410
Provision of property management services	提供物業管理服務	39,287	36,610
Revenue from other sources	來自其他來源的收益		
Interest from money lending business	放債業務的利息	20,430	19,676
		76,328	75,925

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

綜合財務報表附註（續）

FOR THE YEAR ENDED 31 DECEMBER 2018

截至2018年12月31日止年度

8. OTHER INCOME

An analysis of other income from continuing operations is as follows:

		2018 2018年 HK\$'000 千港元	2017 2017年 HK\$'000 千港元
Interest income from:	利息收入：		
– Bank deposit	– 銀行存款	12	16
– Others	– 其它	774	119
Sundry income	雜項收入	354	324
		1,140	459

8. 其他收入

來自持續經營業務的其他收入分析如下：

9. OTHER GAINS AND LOSSES

An analysis of other gains and losses from continuing operations is as follows:

		2018 2018年 HK\$'000 千港元	2017 2017年 HK\$'000 千港元
Gain/(loss) on disposal of property, plant and equipment, net	出售物業、廠房及設備之收益／（虧損）淨額	1	(2)
Exchange loss, net	匯兌之虧損淨額	(41)	(150)
Waive of accumulated interest on promissory note	豁免承兌票據之累計利息	–	857
Impairment loss on trade receivables, net (Note 21)	應收貿易賬款減值虧損淨額（附註21）	13	(136)
		(27)	569

9. 其他收益及虧損

來自持續經營業務的其他收益及虧損分析如下：

10. FINANCE COST

An analysis of finance cost incurred in continuing operations is as follows:

	2018 2018年 HK\$'000 千港元	2017 2017年 HK\$'000 千港元
Accumulated interest on promissory note 承兌票據之累計利息	–	857

10. 財務費用

持續經營業務所產生的財務費用分析如下：

11. PROFIT BEFORE TAX

The Group's profit before tax from continuing operations is arrived at after charging:

	2018 2018年 HK\$'000 千港元	2017 2017年 HK\$'000 千港元
(a) Staff costs		
Staff costs including directors' emoluments 包括董事酬金的員工成本		
– Salaries, allowances and benefits in kind – 薪金、津貼及實物福利	19,584	17,511
– Retirement benefits contributions – 退休福利計劃供款	1,221	843
	20,805	18,354
(b) Other items		
Auditor's remuneration 核數師薪酬		
– audit services – 審計服務	650	633
– other services – 其他服務	60	200
Cost of inventories recognised as expenses (Note 20) 確認作為開支的存貨成本 (附註20)	9,706	13,734
Design and development costs 設計及開發成本	1,008	833

11. 除稅前溢利

本集團來自持續經營業務的除稅前溢利已扣除：

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

綜合財務報表附註(續)

FOR THE YEAR ENDED 31 DECEMBER 2018

截至2018年12月31日止年度

12. REMUNERATION OF DIRECTORS AND FIVE HIGHEST PAID INDIVIDUALS

(a) Remuneration of Directors

Directors' remuneration for the year disclosed pursuant to the GEM Listing Rules, section 383(1) of the Hong Kong Companies Ordinance and Part 2 of the Companies (Disclosure of Information about Benefits of Directors) Regulation, is as follows:

		Year ended 31 December 2018 截至2018年12月31日止年度			
Name of Director		Directors' fee	Salaries, allowances and benefits in kind	Retirement benefits contributions	Total
董事姓名		董事袍金	薪金、津貼及 實物福利	退休福利 計劃供款	合計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元
Executive Directors	執行董事				
ZHANG Qing (<i>Chairman</i>)	張慶 (主席)	–	2,392	18	2,410
SUNG Tak Wing Leo (<i>Chief Executive Officer</i>)	宋得榮 (行政總裁)	–	2,386	18	2,404
LAU Mo	劉武	–	1,342	18	1,360
Non-Executive Director	非執行董事				
LIU Kam Lung	廖金龍	138	–	–	138
Independent Non-Executive Directors	獨立非執行董事				
CHEUNG Chi Man Dennis	張志文	178	–	–	178
KO Yin Wai	高賢偉	138	–	–	138
CHIU Yu Wang	趙汝宏	138	–	–	138
Total	合計	592	6,120	54	6,766

12. 董事及五名最高薪酬人士的酬金

(a) 董事酬金

根據GEM上市規則及香港公司條例第383(1)條及公司(披露董事利益資料)規例第2部披露本年度的董事薪酬如下：

12. REMUNERATION OF DIRECTORS AND FIVE HIGHEST PAID INDIVIDUALS (Continued)

(a) Remuneration of Directors (Continued)

		Year ended 31 December 2017 截至2017年12月31日止年度			
Name of Director		Directors' fee	Salaries, allowances and benefits in kind	Retirement benefits contributions	Total
董事姓名		董事袍金	薪金、津貼及實物福利	退休福利計劃供款	合計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元
Executive Directors	執行董事				
ZHANG Qing (<i>Chairman</i>)	張慶 (主席)	–	2,361	18	2,379
SUNG Tak Wing Leo (<i>Chief Executive Officer</i>)	宋得榮 (行政總裁)	–	2,366	18	2,384
LAU Mo (Appointed on 12 May 2017)	劉武 (於2017年5月12日獲委任)	–	829	12	841
Non-Executive Directors	非執行董事				
LIU Kam Lung	廖金龍	137	–	–	137
YE Jian (Resigned on 31 August 2017)	葉堅 (於2017年8月31日辭任)	91	–	–	91
Independent Non-Executive Directors	獨立非執行董事				
CHEUNG Chi Man Dennis	張志文	175	–	–	175
KO Yin Wai	高賢偉	137	–	–	137
CHIU Yu Wang	趙汝宏	137	–	–	137
Total	合計	677	5,556	48	6,281

12. REMUNERATION OF DIRECTORS AND FIVE HIGHEST PAID INDIVIDUALS (Continued)

(b) Five highest paid individuals' remuneration

The five highest paid individuals of the Group during the year included 3 (2017: 3) directors of the Company, details of whose remuneration are set out in note 12(a) above. Details of the remuneration for the year of the remaining 2 (2017: 2) highest paid individuals are as follows:

		2018 2018年 HK\$'000 千港元	2017 2017年 HK\$'000 千港元
Salaries, allowances and benefits in kind	薪金、津貼及實物福利	1,516	1,393
Retirement benefits contributions	退休福利計劃供款	34	36
		1,550	1,429

The remuneration of 2 (2017: 2) non-director highest paid individuals with the highest were all within Nil to HK\$1,000,000.

None of emoluments has been paid to these individuals as an inducement to join or upon joining the Group or as compensation for loss of office during the financial year (2017: Nil). In addition, none of the directors of the Company has waived or agreed to waive any emoluments during the year (2017: Nil).

12. 董事及五名最高薪酬人士的酬金(續)

(b) 五名最高薪酬人士的酬金

年內，本集團的五名最高薪酬人士當中，包括本公司3名（2017年：3名）董事，其薪酬詳情列入上文附註12(a)中。年內餘下2名（2017年：2名）最高薪酬人士的薪酬詳情如下：

		2018 2018年 HK\$'000 千港元	2017 2017年 HK\$'000 千港元
Salaries, allowances and benefits in kind	薪金、津貼及實物福利	1,516	1,393
Retirement benefits contributions	退休福利計劃供款	34	36
		1,550	1,429

該2名（2017年：2名）非董事最高薪酬人士的薪酬介乎零至1,000,000港元。

財政年度內，本集團並無向上述人士支付酬金作為鼓勵加入或於其加入本集團時的獎勵或作為離職的補償（2017年：無）。此外，概無本公司董事於年內放棄或同意放棄任何酬金（2017：無）。

13. INCOME TAX EXPENSE

An analysis of income tax expense from continuing operations is as follows:

		2018 2018年 HK\$'000 千港元	2017 2017年 HK\$'000 千港元
Current tax	即期稅項		
Hong Kong Profits Tax	香港利得稅	1,198	2,054
PRC Enterprise Income Tax	中國企業所得稅	2,655	4,332
Underprovision in prior years	過往年度撥備不足	85	—
		3,938	6,386

Hong Kong Profits Tax is calculated at 16.5% (2017: 16.5%) of the estimated assessable profits for the year ended 31 December 2018. Taxes on profits assessable elsewhere have been calculated at the rates of tax prevailing in the jurisdictions in which the Group operates.

Under the Law of the PRC on Enterprise Income Tax ("EIT") and Implementation Regulation of the EIT Law, the tax rate of the PRC subsidiaries is 25% (2017: 25%) except that 四川威斯特頓 and 四川威斯特頓華陸 are entitled to a preferential tax rate of 15% according to the 西部大開發企業所得稅優惠政策 which is applied to 四川威斯特頓 and 四川威斯特頓華陸 during the year until 31 December 2020.

來自持續經營業務的所得稅開支分析如下：

截至2018年12月31日止年度，香港利得稅按估計應課稅溢利之16.5%（2017年：16.5%）計算。其他地區應課稅溢利的稅項按本集團經營所在司法權區的現行稅率計算。

根據中國企業所得稅（「企業所得稅」）法及企業所得稅法實施條例，中國附屬公司之稅率為25%（2017年：25%），四川威斯特頓及四川威斯特頓華陸除外。於年內，四川威斯特頓及四川威斯特頓華陸可根據西部大開發企業所得稅優惠政策享有其適用的15%的優惠稅率直至2020年12月31日。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

綜合財務報表附註（續）

FOR THE YEAR ENDED 31 DECEMBER 2018

截至2018年12月31日止年度

13. INCOME TAX EXPENSE (Continued)

A reconciliation of the tax expense applicable to profit before tax at the statutory rates for the jurisdictions in which the Company and the majority of its subsidiaries are domiciled to the tax expense at the effective tax rates are as follows:

13. 所得稅開支（續）

按照適用於本公司及其大部分附屬公司註冊司法權區之除稅前溢利法定稅率計算之稅項開支，與按實際稅率計算之稅項開支的對賬如下：

		2018 2018年 HK\$'000 千港元	2017 2017年 HK\$'000 千港元
Profit before tax from continuing operations	持續經營業務的除稅前溢利	18,459	16,251
Tax at the statutory tax rate	按法定稅率計算的稅項	2,533	4,084
Underprovision in prior years	過往年度撥備不足	85	—
Expenses not deductible for tax	就稅項而言不可扣減開支	354	257
Income not subject to tax	毋須課稅收入	—	(1)
Tax losses not recognised	未確認稅項虧損	966	2,046
Tax charge from continuing operations at the effective rate	按實際稅率計算來自持續經營業務之稅項支出	3,938	6,386

14. DISCONTINUED OPERATION

Disposal of information security business

On 25 April 2017, the Group entered into a sale and purchase agreement to dispose of Maximus Venture Holdings Limited and its subsidiaries (collectively "Maximus Group"), which carried out all of the Group's information security business. The disposal was completed on 28 June 2017. Details of the assets and liabilities disposed of, and the calculation of the loss on disposal are disclosed in note 32(d) to the financial statements.

14. 已終止經營業務

出售資訊保安業務

於2017年4月25日，本集團訂立一份買賣協議以出售Maximus Venture Holdings Limited及其附屬公司（統稱「Maximus集團」），其從事本集團所有資訊保安業務。該項出售已於2017年6月28日完成。資產及負債之出售以及出售虧損之計算詳情披露於財務報表附註32(d)。

		2017 2017年 HK\$'000 千港元
Revenue	收益	7,594
Cost of sales and services	銷售及服務成本	(1,728)
Gross profit	毛利	5,866
Other income	其他收入	1
Other gains and losses	其他收益及虧損	—
Staff costs	員工成本	(2,089)
Depreciation and amortisation	折舊及攤銷	(362)
Operating lease rental – land and buildings	經營租賃租金—土地及樓宇	(274)
Other operation expenses	其他經營開支	(390)
Profit before tax	除稅前溢利	2,752
Income tax expense	所得稅開支	(457)
Loss on disposal of operation (Note 32(d))	出售業務虧損（附註32(d)）	(1,833)
Profit for the year from discontinued operation	年內來自已終止經營業務的溢利	462

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

綜合財務報表附註（續）

FOR THE YEAR ENDED 31 DECEMBER 2018

截至2018年12月31日止年度

14. DISCONTINUED OPERATION (Continued)

14. 已終止經營業務（續）

		2017 2017年 HK\$'000 千港元
Profit for the year from discontinued operation is arrived at after charging:	來自己終止經營業務之年內溢利已扣除：	
(a) Staff costs	(a) 員工成本	
– salaries, allowances and benefits in kind	– 薪金、津貼及實物福利	1,998
– Retirement benefits contributions	– 退休福利供款	91
		2,089
(b) Other items	(b) 其他項目	
Auditor's remuneration	核數師薪酬	38
		2017 2017年 HK\$'000 千港元
The net cash flows from discontinued operation is as follows:	來自己終止經營業務的淨現金流量如下：	
Net cash from operating activities	來自經營活動之淨現金	5,126
Net cash from investing activities	來自投資活動之淨現金	1
Net cash inflow	淨現金流入	5,127
		HK cents 港仙
Loss per share:	每股虧損：	
Basic and diluted, from the discontinued operation (Note 14)	基本和攤薄，來自己終止經營業務（附註14）	(0.04)

15. DIVIDENDS

No dividends was declared or paid during the year ended 31 December 2018 (2017: Nil).

15. 股息

截至2018年12月31日止年度，並無宣派或支付任何股息（2017年：無）。

16. EARNINGS PER SHARE

The calculation of basic earnings per share are based on the profit/(loss) attributable to owners of the Company and the weighted average number of ordinary shares in issue during the year.

The Group had no potentially dilutive ordinary shares in issue during the years ended 31 December 2018 and 2017.

The calculation of basic and diluted earnings per share are based on:

16. 每股盈利

每股基本盈利乃根據本公司擁有人應佔溢利／（虧損）及年內已發行普通股加權平均數目計算。

截至2018年及2017年12月31日止年度，本集團並無潛在攤薄已發行普通股。

每股基本及攤薄盈利乃按以下基準計算：

		2018 2018年 HK\$'000 千港元	2017 2017年 HK\$'000 千港元
Profit/(loss) attributable to owners of the Company:	本公司擁有人應佔溢利／（虧損）：		
From continuing operations	來自持續經營業務	15,529	10,298
From discontinued operation	來自已終止經營業務	—	(571)
		15,529	9,727
		Number of shares (thousands) 股份數目（千股）	
Shares	股份		
Weighted average number of ordinary shares in issue during the year	年內已發行普通股加權平均數目	1,397,782	1,397,782

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

綜合財務報表附註(續)

FOR THE YEAR ENDED 31 DECEMBER 2018

截至2018年12月31日止年度

17. PROPERTY, PLANT AND EQUIPMENT

17. 物業、廠房及設備

		Computer Equipment 電腦設備 HK\$'000 千港元	Instruments 工具 HK\$'000 千港元	Office Equipment 辦公室設備 HK\$'000 千港元	Motor Vehicle 汽車 HK\$'000 千港元	Furniture and Fixtures 傢俱及裝置 HK\$'000 千港元	Leasehold Improvement 租賃物業裝修 HK\$'000 千港元	Total 合計 HK\$'000 千港元
Cost	成本							
At 1 January 2017	於2017年1月1日	435	12,034	1,043	182	304	1,723	15,721
Acquisition of subsidiaries (Note 31(c))	收購附屬公司 (附註31(c))	16	–	18	–	–	–	34
Additions	添置	82	1,610	36	120	1	15	1,864
Disposal of subsidiaries (Note 32(c))	出售附屬公司 (附註32(c))	–	–	(910)	(182)	(103)	(627)	(1,822)
Disposals	出售	(11)	(226)	–	–	(3)	–	(240)
At 31 December 2017 and 1 January 2018	於2017年12月31日及 2018年1月1日	522	13,418	187	120	199	1,111	15,557
Additions	添置	56	1,591	34	–	22	–	1,703
Disposals	出售	–	–	(9)	–	–	–	(9)
Exchange realignment	匯兌調整	(1)	–	(2)	(6)	–	(2)	(11)
At 31 December 2018	於2018年12月31日	577	15,009	210	114	221	1,109	17,240
Accumulated depreciation	累計折舊							
At 1 January 2017	於2017年1月1日	351	9,865	598	136	125	851	11,926
Acquisition of subsidiaries (Note 31(c))	收購附屬公司 (附註31(c))	16	–	15	–	–	–	31
Charge for the year	年內支出	82	1,123	127	48	44	292	1,716
Eliminated on disposal of subsidiaries (Note 32(c))	出售附屬公司時對銷 (附註32(c))	–	–	(632)	(159)	(60)	(281)	(1,132)
Written back on disposals	於出售時撥回	(11)	(226)	–	–	(1)	–	(238)
At 31 December 2017 and 1 January 2018	於2017年12月31日及 2018年1月1日	438	10,762	108	25	108	862	12,303
Charge for the year	年內支出	58	1,110	57	28	38	217	1,508
Written back on disposals	於出售時撥回	–	–	(9)	–	–	–	(9)
Exchange realignment	匯兌調整	(1)	–	(2)	(2)	–	(1)	(6)
At 31 December 2018	於2018年12月31日	495	11,872	154	51	146	1,078	13,796
Net carrying amount	賬面淨值							
At 31 December 2018	於2018年12月31日	82	3,137	56	63	75	31	3,444
At 31 December 2017	於2017年12月31日	84	2,656	79	95	91	249	3,254

18. GOODWILL

18. 商譽

		2018 2018年 HK\$'000 千港元	2017 2017年 HK\$'000 千港元
Cost and carrying amount	成本及賬面值		
At 1 January	於1月1日	137,448	27,280
Acquisition of subsidiaries (Note 31(d))	收購附屬公司(附註31(d))	–	137,448
Disposal of subsidiaries (Note 32(d))	出售附屬公司(附註32(d))	–	(27,280)
At 31 December	於12月31日	137,448	137,448

Impairment testing of goodwill

Goodwill acquired through business combination is allocated to property management business in the PRC CGU in 2017 for impairment test.

Property management business in the PRC CGU

The recoverable amount of the property management CGU has been determined based on a value in use calculation using cash flow projections from financial budgets covering a five-year period approved by senior management. The discount rate applied to the cash flow projections is 25.2% (2017: 29.8%) and cash flow beyond the five-year period are extrapolated using a growth rate of 2.6% (2017: 2.9%).

Assumptions were used in the value in use calculation of the property management CGU as at 31 December 2018. The following describes each key assumption on which the management has based its cash flow projections to undertake impairment testing of goodwill:

Budgeted turnover – Budgeted turnover is based on the expected growth rate of the market in which the CGU operates and the expected market share of the CGU.

商譽減值測試

業務合併所收購商譽分配至於2017年的中國之物業管理業務現金產生單位以作減值測試。

中國之物業管理業務現金產生單位
物業管理現金產生單位之可收回金額乃根據使用價值計算方法釐定。該計算方法基於由高級管理層批准且涵蓋五年期間之財務預算所制定之現金流量預測。現金流量預測採用之貼現率為25.2% (2017年: 29.8%)，而五年期間後之現金流量則採用2.6% (2017年: 2.9%)之增長率作出推斷。

於2018年12月31日，計算物業管理現金產生單位之使用價值時已作出假設。以下論述管理層按其現金流量預測進行商譽減值測試之各個主要假設：

預算營業額 – 預算營業額根據現金產生單位所在經營市場的預期增長率及現金產生單位的預期市場佔有率而定。

18. GOODWILL (Continued)

Impairment testing of goodwill (Continued)

Property management business in the PRC CGU (Continued)

Budgeted gross margin – The basis used to determine the value assigned to the budgeted gross margin is the average gross margin achieved in the year immediately before the budget year, increased for expected efficiency improvements and expected market development.

Discount rate – The discount rate used is before tax and reflects specific risks relating to the CGU.

The values assigned to key assumptions are consistent with external information sources.

Based on the annual impairment test performed, no impairment loss has been provided in relation to the property management CGU. The recoverable amount of the CGU is higher than its carrying amount.

Information security CGU

On 25 April 2017, the Group entered into sales and purchase agreement to dispose of Maximus Group, which carried out all of the Group's information security business. The disposal was completed on 28 June 2017. Details of the disposal are set out in note 14 to the consolidated financial statements. The corresponding goodwill were derecognised in the consolidated financial statements upon the disposal of Maximus Group resulting in loss of control.

18. 商譽(續)

商譽減值測試(續)

中國之物業管理業務現金產生單位(續)

預算毛利率－預算毛利率乃根據緊接預算年度前的年內平均毛利率計算，並根據預期效率提高及預期市場發展而增加。

貼現率－所用貼現率屬稅前並可反映有關現金產生單位的特定風險。

分配至主要假設之價值與外部資料來源一致。

根據所進行之年度減值測試，本公司毋須就物業管理之現金產生單位計提減值虧損。現金產生單位之可收回金額大於其賬面值。

資訊保安現金產生單位

於2017年4月25日，本集團訂立一份買賣協議出售Maximus集團，其從事本集團所有資訊保安業務。該項出售已於2017年6月28日完成。出售事項的詳情載於綜合財務報表附註14。相應的商譽於出售Maximus集團導致失去控制權時於綜合財務報中終止確認。

19. PARTLY-OWNED SUBSIDIARIES WITH MATERIAL NON-CONTROLLING INTERESTS

Details of the Group's subsidiaries that have material non-controlling interests are set out below:

Name of subsidiary 附屬公司名稱	Percentage of equity interest held by non-controlling interests 非控股權益持有之權益比例		Profit/(loss) for the year allocated to non-controlling interests 分配予非控股權益之年內溢利/(虧損)		Accumulated non-controlling interests 累計非控股權益	
	2018 2018年	2017 2017年	2018 2018年 HK\$'000 千港元	2017 2017年 HK\$'000 千港元	2018 2018年 HK\$'000 千港元	2017 2017年 HK\$'000 千港元
MiniLogic HK (note (i)) 微創高科香港 (附註(i))	40%	40%	1,017	(432)	482	1,504
四川威斯頓華陸 (note (ii)) 四川威斯頓華陸 (附註(ii))	49%	N/A 不適用	13	N/A 不適用	180	N/A 不適用

Notes:

- (i) MiniLogic HK became an indirectly-owned subsidiary in October 2017.
- (ii) 四川威斯頓華陸 was incorporated in May 2018 and no comparative figures is available.

附註：

- (i) 微創高科香港於2017年10月成為間接附屬公司。
- (ii) 四川威斯頓華陸於2018年5月註冊成立且並無比較數字。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

綜合財務報表附註（續）

FOR THE YEAR ENDED 31 DECEMBER 2018

截至2018年12月31日止年度

19. PARTLY-OWNED SUBSIDIARIES WITH MATERIAL NON-CONTROLLING INTERESTS (Continued)

The following table summarised the financial information of the above subsidiaries. The amounts disclosed are before any intra-company eliminations.

19. 部分擁有附屬公司之重大非控股權益（續）

下表概述以上附屬公司之財務資料。所披露金額為集團內公司間進行任何對銷前的金額。

		四川威斯頓華陸	MiniLogic HK 微創高科香港	
		2018 2018年 HK\$'000 千港元	2018 2018年 HK\$'000 千港元	2017 2017年 HK\$'000 千港元
Current assets	流動資產	488	5,868	7,201
Non-current assets	非流動資產	4	3,171	2,698
Current liabilities	流動負債	(124)	(7,835)	(6,139)
Equity attributable to owners of the Company	本公司擁有人應佔權益	188	722	2,256
Non-controlling interests	非控股權益	180	482	1,504
Revenue	收益	357	16,611	19,639
Total expenses	開支總額	(330)	(19,154)	(22,536)
Profit/(loss) for the year	年度溢利／（虧損）	27	(2,543)	(2,897)
Total comprehensive income/(expense) for the year	年度全面收益／（開支）總額	2	(2,543)	(2,897)
Dividend paid to non-controlling interests	支付予非控股權益之股息	–	–	–
Net cash from operating activities	經營活動所得之現金淨額	144	1,055	1,644
Net cash used in investing activities	投資活動所用之現金淨額	(5)	(1,605)	(1,635)
Net cash from financing activities	融資活動所得之現金淨額	342	–	–
Net increase/(decrease) in cash and cash equivalents	現金及現金等價物增加／（減少）淨額	481	(550)	9

20. INVENTORIES

20. 存貨

		2018 2018年 HK\$'000 千港元	2017 2017年 HK\$'000 千港元
Raw materials	原材料	1,285	655
Work in progress	在製品	1,513	1,520
Finished goods	成品	2,203	2,572
		5,001	4,747
Less: Provision for slow-moving and obsolete inventories	減：滯銷及過時存貨撥備	(1,249)	(1,180)
		3,752	3,567

During the year ended 31 December 2018, the Group made a provision of approximately HK\$69,000 for slow-moving and obsolete inventories (2017: reversal of provision of approximately HK\$945,000).

The above amounts were included in "cost of inventories recognised as an expense" for the respective years.

截至2018年12月31日止年度，本集團作出滯銷及過時存貨撥備約為69,000港元（2017年：撥備撥回約945,000港元）。

上述金額計入各年度的「確認作為開支的存貨成本」。

21. TRADE RECEIVABLES

21. 應收貿易賬款

		2018 2018年 HK\$'000 千港元	2017 2017年 HK\$'000 千港元
Trade receivables	應收貿易賬款	5,763	4,107
Impairment	減值	—	—
		5,763	4,107

The Group has implemented policies that require appropriate credit checks on potential customers before granting credit. The Group has adopted a policy of only dealing with creditworthy counterparties. The Group's exposure and credit ratings of its counterparties are monitored by management. The maximum credit risk of such financial assets is represented by the carrying value of asset.

Before accepting any new customer, the Group uses an internal credit assessment process to assess the potential customer's credit quality and defines credit limits of the customer. Credit limits attributed to customers are reviewed by the management regularly. In determining recoverability of a trade receivable, the Group considers any change in credit quality of the trade receivable from the date credit was initially granted up to the end of the reporting period.

本集團已制定政策，要求授出信貸前對潛在客戶進行適當信貸審查。本集團的政策為僅與信譽良好的對手方進行交易，而管理層亦會注意本集團所面對的風險及其對手方的信貸評級。相關金融資產的最高信貸風險為資產的賬面值。

於接納任何新客戶之前，本集團運用內部信貸評估程序以評估潛在客戶的信貸質素及界定客戶的信貸限額。給予客戶的信貸限額由管理層定期檢討。釐定應收貿易賬款的可收回程度時，本集團考慮自初次授出信貸當日至報告期末應收貿易賬款信貸質素的任何轉變。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

綜合財務報表附註(續)

FOR THE YEAR ENDED 31 DECEMBER 2018

截至2018年12月31日止年度

21. TRADE RECEIVABLES (Continued)

The Group seeks to maintain strict control over its outstanding receivables. Past due balances are reviewed by senior management. The Group does not hold any collateral or other credit enhancements over its trade receivable balances. Trade receivables are non-interest-bearing.

Ageing analysis

The Group normally allows a credit period ranging from “cash on delivery” to 30 days to its trade customers. The following is an ageing analysis of trade receivables at the end of each reporting period, presented based on the invoice date and net of loss allowance:

		2018 2018年 HK\$'000 千港元	2017 2017年 HK\$'000 千港元
0-30 days	0-30日	3,911	2,743
31-60 days	31-60日	909	918
61-90 days	61-90日	705	446
More than 90 days	超過90日	238	—
		5,763	4,107

The movements in the loss allowance for impairment of trade receivables are as follows:

		2018 2018年 HK\$'000 千港元	2017 2017年 HK\$'000 千港元
At 1 January	於1月1日	—	—
Effect of adoption of HKFRS 9	採納香港財務報告準則第9號之影響	13	—
At 1 January (restated)	於1月1日(經重列)	13	—
Impairment loss, net	減值虧損淨額	(13)	136
Amount written off as uncollectible	撇銷為無法收回金額	—	(136)
At 31 December	於12月31日	—	—

21. 應收貿易賬款(續)

本集團對未收回之應收款項實施嚴格控制，並已設立信貸控制部進行管理，以求降低信貸風險。高級管理層會審閱逾期結餘。本集團並無就其應收貿易賬款結餘持有任何抵押品或其他信貸提升措施。應收貿易賬款為不計息。

賬齡分析

本集團通常為其貿易客戶提供「貨到付款」至30日的信貸期。以下是於各報告期末按發票日期及扣除虧損撥備呈列的應收貿易賬款的賬齡分析：

應收貿易賬款之減值虧損撥備變動如下：

21. TRADE RECEIVABLES (Continued)

Impairment under HKFRS 9 for the year ended 31 December 2018

An impairment analysis is performed at each reporting date using a provision matrix to measure ECLs. The provision rates are based on days past due for groupings of various customer segments with similar loss patterns (i.e., by geographical region, product type, customer type and rating, and coverage by letters of credit or other forms of credit insurance). The calculation reflects the probability-weighted outcome, the time value of money and reasonable and supportable information that is available at the reporting date about past events, current conditions and forecasts of future economic conditions. Generally, trade receivables are written off if past due for more than one year and are not subject to enforcement activity.

Based on historical settlement records, most of the Group's trade receivables were within 90 days past due but not impaired, the expected credit loss rate were 0% accordingly.

No loss allowance for impairment of trade receivables as of 31 December 2018 is recognised as amount is immaterial.

21. 應收貿易賬款 (續)

根據香港財務報告準則第9號 截至2018年12月31日止年度的 減值

於各報告日期採用撥備矩陣進行減值分析，以計量預期信貸虧損。撥備率乃基於具有類似虧損模式的多個客戶分部組別（即地區、產品類別、客戶類別及評級以及信用證或其他信貸保險形式的保障範圍）的逾期日數釐定。該計算反映概率加權結果、貨幣時值及於報告日期可得的有關過往事項、當前狀況及未來經濟條件預測的合理及可靠資料。一般而言，應收貿易賬款如逾期超過一年及毋須受限於強制執行活動則予以撇銷。

根據過往還款記錄，本集團大部分應收貿易賬款於90日內逾期但未視作減值，預期信貸虧損率因此為0%。

由於金額微不足道，故截至2018年12月31日並無確認就應收貿易賬款減值的虧損撥備。

21. TRADE RECEIVABLES (Continued)**Impairment under HKAS 39 for the year ended 31 December 2017**

The ageing analysis of the trade receivables as of 31 December 2017 that were not individually nor collectively considered to be impaired under HKAS 39 is as follows:

		2017 2017年 HK\$'000 千港元
Neither past due nor impaired	未逾期亦未減值	855
Past due but not considered impaired	已逾期但未視作減值	
1-30 days	1-30日	2,787
31-60 days	31-60日	465
		4,107

Trade receivables that were neither past due nor impaired related to a large number of diversified customers for whom there was no recent history of default.

Trade 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, the directors of the Company were of the opinion that no provision for impairment under HKAS 39 was necessary in respect of these balances as there had not been a significant change in credit quality and the balances were still considered fully recoverable.

21. 應收貿易賬款(續)**根據香港財務報告準則第39號
截至2017年12月31日止年度的
減值**

根據香港會計準則第39號，截至2017年12月31日的應收貿易賬款的賬齡分析並未個別或共同被視為減值，詳情如下：

未逾期亦未減值的應收貿易賬款與近期無拖欠記錄的大量多元化客戶有關。

逾期但未減值的應收貿易賬款與本集團若干有良好往績記錄的獨立客戶有關。基於過往經驗，由於信貸質素並無重大變動，且該等結餘仍被視為可悉數收回，故本公司董事認為毋須就該等結餘根據香港會計準則第39號計提減值撥備。

22. LOANS RECEIVABLES

22. 應收貸款

		2018 2018年 HK\$'000 千港元	2017 2017年 HK\$'000 千港元
Loans to customers	貸款予多名客戶	97,995	134,557
Accrued interest receivables	應收應計利息	683	865
		98,678	135,422
Analysed as:	分析為：		
Non-current assets	非流動資產	—	3,331
Current assets	流動資產	98,678	132,091
		98,678	135,422

Loans receivables are repayable according to repayment schedules, normally with contractual maturity between 6 months to 42 months as at 31 December 2018 (2017: between 3 months to 12 years). Loans to customers bear annual interest rate ranging from 6.5%–18% as at 31 December 2018 (2017: 6.5%–18%).

於2018年12月31日，應收貸款根據還款時間表還款，合約到期日一般介乎6個月至42個月（2017年：3個月至12年）。於2018年12月31日，向客戶提供的貸款按介乎6.5%至18%之年利率計息（2017年：6.5%至18%）。

All loans receivables were unsecured as at 31 December 2018. The secured and unsecured loans receivables as at 31 December 2017 were HK\$16,519,000 and HK\$118,903,000 respectively.

於2018年12月31日，所有應收貸款為無抵押。於2017年12月31日的有抵押及無抵押應收貸款分別為16,519,000港元及118,903,000港元。

The following is an ageing analysis of loans receivables at the end of each reporting period, presented based on the remaining period to contractual maturity date:

以下為各報告期末按餘下期數至合約到期日呈列之應收貸款賬齡分析：

		2018 2018年 HK\$'000 千港元	2017 2017年 HK\$'000 千港元
Within 1 year	1年內	98,678	132,091
Over 1 year and up to 5 years	超過1年至5年	—	—
Over 5 years	超過5年	—	3,331
		98,678	135,422

22. LOANS RECEIVABLES (Continued)

The above balances are neither past due nor impaired.

The Group has implemented policies that require appropriate credit checks on potential customers before granting loan.

The loans receivables with the normal remaining period to contractual maturity date over 5 years as at 31 December 2017 were fully repaid during the year.

For the purposes of impairment assessment, the loans receivables are considered to have low credit risk as most of the loans receivables were settled after the year ended. Accordingly, for the purpose of impairment assessment for these financial assets, the loss allowance is measured at an amount equal to 12-month ECL.

In determining the ECLs for these assets, the directors of the Company have taken into account the historical default experience, the financial position of the borrower, and considering various external sources of actual and forecast economic information, as appropriate, in estimating the probability of default of loans receivables occurring within their respective loss assessment time horizon, as well as the loss upon default in each case.

The Group considers that the credit risk arising from the loans advanced to customers which are fully secured by the properties held by customers is significantly multiplied by the properties held as collateral, with reference to the estimated market value of the properties at 31 December 2018 and 2017.

There has been no change in the estimation techniques or significant assumptions made during the current reporting period in assessing the loss allowance for loans receivables.

Note 38(b)(iii) details the gross carrying amount, loss allowance as well as the measurement basis of ECLs for loans receivables by crediting rating grades.

22. 應收貸款（續）

上述結餘並無逾期或減值。

本集團已制定政策，要求授出貸款前對潛在客戶進行適當信貸審查。

於2017年12月31日正常餘下期數至合約到期日超過5年的應收貸款已於年內全數償還。

就減值評估而言，由於大部分應收貸款於年底後清償應收貸款被視為擁有低信貸風險。因此，就該等金融資產的減值評估而言，所計算的虧損撥備金額相當於12個月預期信貸虧損。

於釐定該等資產的預期信貸虧損時，本公司董事已計及歷史違約經驗、借款人的財務狀況，而於估計各項該等金融資產於各自的虧損評估期間內的違約率時，會考慮多個外部實際及預測經濟資料來源（視何者適用），以及各項資產出現違約時的虧損。

本集團認為，來自預付客戶貸款（由客戶所持物業作全數抵押）的信貸風險按客戶所持作抵押品之物業數量大幅倍增，並經參照有關物業於2018年及2017年12月31日之估計市值。

於評估該等金融資產虧損撥備時，估計技術或所作出的重大假設於本報告期間內並無變動。

附註38(b)(iii)詳載按信貸評級劃分的該等金融資產的總賬面金額、虧損撥備及預期信貸損的計算基準。

22. LOANS RECEIVABLES (Continued)

No loss allowance for loans receivables has been recognised as amount is immaterial.

The Group's exposure and credit ratings of its counterparties are monitored by management. The maximum credit risk of such financial assets is represented by the carrying value of asset. Before accepting any new customer, the Group uses an internal credit assessment process to assess the potential customer's credit quality and defines credit limits.

In determining recoverability of loans receivables, the Group considers any change in credit quality of the loans receivables from the date of the loan was initially granted up to the end of the reporting period.

22. 應收貸款 (續)

由於金額並不重大，故並無確認應收貸款虧損撥備。

管理層會監察本集團所面對的風險及其對手方的信貸評級。相關金融資產的最高信貸風險為資產的賬面值。於接納任何新客戶之前，本集團運用內部信貸評估程序以評估潛在客戶的信貸質素及界定信貸限額。

釐定應收貸款的可收回程度時，本集團考慮自初次授出貸款當日至報告期末應收貸款信貸質素的任何轉變。

23. OTHER RECEIVABLES, DEPOSITS AND PREPAYMENTS**23. 其他應收款項、按金及預付款項**

		2018 2018年 HK\$'000 千港元	2017 2017年 HK\$'000 千港元
Deposit for purchase of raw materials	採購原材料之按金	392	318
Deposit for acquisition (Note)	收購之按金(附註)	—	1,000
Rental and utilities deposits for leases	租約之租金及水電按金	738	659
Prepayment for legal and professional fees	法律及專業費用預付款項	104	190
Prepayment of utilities and insurance for property owner and tenant	物業擁有人及租戶就水電及保險之預付款項	405	342
Others	其他	269	104
		1,908	2,613

Note: Since the acquisition of health supplement business was terminated on 15 January 2018, the deposit was refunded in January 2018.

附註：由於保健產品業務的收購於2018年1月15日終止，故按金已於2018年1月退回。

Other receivables are non-interest bearing. None of the above assets is either past due or impaired. The Financial assets included in the above balances related to receivables for which there are no recent industry of default.

其他應收款項不計息。上述資產概無逾期或減值。計入上述結餘的財務資產與近期並無拖欠記錄的應收款項有關。

24. BANK BALANCES AND CASH

Bank balances and cash comprise cash and short-term deposits with an original maturity of three months or less which are held with financial institutions and carry interest at prevailing market rates. The average effective interest rates of the Group's bank balances are 0.08% and 0.40% per annum, as at 31 December 2018 and 2017 respectively.

		2018 2018年 HK\$'000 千港元	2017 2017年 HK\$'000 千港元
Cash at banks and in hand	銀行及庫存現金	89,835	39,013

At the end of the reporting period, the bank balances and cash of the Group denominated in RMB amounted to approximately HK\$24,613,000 (2017: HK\$5,488,000). The RMB is not freely convertible into other currencies.

Cash at banks earns interest at floating rates based on daily bank deposit rate. The bank balances are deposited with creditworthy banks with no recent history of default.

24. 銀行結餘及現金

銀行結餘及現金包括現金及存放於金融機構原到期時間為三個月或以下及以現行市場利率計息的短期存款。於2018年及2017年12月31日，本集團銀行結餘的平均實際年利率分別為0.08%及0.40%。

於報告期末，本集團以人民幣計值的銀行結餘及現金約為24,613,000港元（2017年：5,488,000港元）。人民幣不可自由兌換為其他貨幣。

存放於銀行的現金按基於每日銀行存款利率的浮動利率計息。銀行結餘存放於近期並無違約歷史且信譽良好的銀行。

25. TRADE PAYABLES

An ageing analysis of the Group's trade payables, presented based on the invoice date at the end of each reporting period, is as follows:

		2018 2018年 HK\$'000 千港元	2017 2017年 HK\$'000 千港元
0-30 days	0-30日	1,348	799
31-60 days	31-60日	275	493
61-90 days	61-90日	75	—
		1,698	1,292

The trade payables are non-interest bearing and are normally settled on 90 day terms.

25. 應付貿易賬款

本集團於各報告期末按發票日期呈列的應付貿易賬款的賬齡分析如下：

應付貿易賬款不計息及一般須於90日期限內清償。

26. OTHER PAYABLES AND ACCRUALS

26. 其他應付及應計款項

		Notes	2018 2018年 HK\$'000 千港元	2017 2017年 HK\$'000 千港元
Contract liabilities	合約負債	(a)	231	–
Receipt in advance from customers	預收客戶之款項	(a)	1,189	1,206
Deposit received	已收按金		1,312	546
Accrued expenses	應計費用		2,522	3,053
Other payables	其他應付款項	(b)	1,053	802
Amount due to a former director	應付一位前任董事之款項	(c)	40	48
			6,347	5,655

Notes:

附註：

- (a) Details of contract liabilities as at 31 December 2018 and 1 January 2018 are as follows:

- (a) 於2018年12月31日及2018年1月1日合約負債之詳情如下：

	31 December 2018 2018年 12月31日 HK\$'000 千港元	1 January 2018 2018年 1月1日 HK\$'000 千港元
Short-term advances received from customers	收取來自客戶之短期預付款項	
Sales of ICs and provision of ASIC services	銷售集成電路及提供ASIC服務	
	231	78

- (b) Other payables are non-interest-bearing.
- (c) The amount due to a former director is unsecured, interest-free and repayable on demand.

- (b) 其他應付款項不計息。
- (c) 應付一位前任董事之款項為無抵押、免息並須應要求償還。

27. AMOUNT DUE TO A HOLDER OF NON-CONTROLLING INTERESTS

The amount was unsecured, interest-free and repayable on demand.

28. DEFERRED TAXATION**(a) Deferred tax assets and liabilities recognised:**

The components of deferred tax (assets)/liabilities recognised in the consolidated statement of financial position and the movements during the year are as follows:

		Accelerated tax depreciation 加速稅務 折舊 HK\$'000 千港元	Intangible assets 無形資產 HK\$'000 千港元	Unused tax losses 未動用稅務 虧損 HK\$'000 千港元	Total 合計 HK\$'000 千港元
At 1 January 2017	於2017年1月1日	387	301	(346)	342
Disposal of subsidiaries (Credited)/charged to profit or loss	出售附屬公司 於損益中(計入)/ 扣除	(14) 56	(270) (31)	– (83)	(284) (58)
At 31 December 2017 and 1 January 2018	於2017年12月31日及 2018年1月1日	429	–	(429)	–
(Credited)/charged to profit or loss	於損益中(計入)/ 扣除	79	–	(79)	–
At 31 December 2018	於2018年12月31日	508	–	(508)	–

(b) Deferred tax assets not recognised

As at 31 December 2018, the Group has unused tax loss arising in Hong Kong of approximately HK\$45,626,000 (2017: HK\$36,871,000) available for offset against future profits that may be carried forward indefinitely. Deferred tax assets have been recognised in respect of approximately HK\$3,076,000 (2017: HK\$2,598,000) of such tax loss. No further deferred tax asset has been recognised in respect of the tax loss due to the unpredictability of future profit streams.

27. 應付一位非控股權益持有人的款項

該款項為無抵押、免息並須應要求償還。

28. 遞延稅項**(a) 確認的遞延稅項資產及負債：**

於綜合財務狀況表確認的遞延稅項(資產)/負債組成部分以及其於年內的變動如下：

(b) 未確認的遞延稅項資產

於2018年12月31日，本集團在香港產生之尚未動用稅項虧損約為45,626,000港元(2017年：36,871,000港元)，可用以抵銷未來溢利並可無限期結轉。本集團已就此等稅項虧損確認約為3,076,000港元(2017年：2,598,000港元)之遞延稅項資產。因未能預測未來溢利來源，故並未就稅項虧損確認更多遞延稅項資產。

29. SHARE CAPITAL AND RESERVES

29. 股本及儲備

(a) Share capital

(a) 股本

		Number of shares 股份數目 '000 千股	Nominal value 面值 HK\$'000 千港元
Ordinary shares of HK\$0.1 each			
Authorised:			
At 31 December 2017 and 31 December 2018	每股0.1港元的普通股 法定： 於2017年12月31日 及2018年12月31日	10,000,000	1,000,000
Issued and fully paid:			
At 1 January 2017, 31 December 2017, 1 January 2018 and 31 December 2018	已發行及繳足： 於2017年1月1日、 2017年12月31日、 2018年1月1日及 2018年12月31日	1,397,782	139,778

(b) Movements in components of equity

(b) 權益組成變動

(i) Group

The amounts of the Group's reserves and the movements therein for the current and prior years are presented in the consolidated statement of changes in equity on page 72 of the consolidated financial statements.

Merger reserve arose as a result of the reorganisation taken place on 20 December 2011 which represents the differences between the issued shares and share premium of MiniLogic HK upon group reorganisation and the nil-paid issued of 380,000 shares of the Company which credited as fully paid.

The statutory reserve represents the appropriation of 10% of profit after tax determined based on the relevant accounting rules and regulations of the PRC in accordance with the relevant PRC laws until the PRC statutory reserve reaches 50% of the registered capital of the relevant subsidiaries. The statutory reserve can be applied either to set off accumulated losses or to increase capital.

(i) 本集團

本集團於本年度及往年的儲備金額及其變動呈列於綜合財務報表第72頁的綜合權益變動表內。

2011年12月20日因重組而產生的合併儲備指集團重組後微創高科香港的已發行股份及股份溢價與本公司以未繳股款方式發行的380,000股入賬列為繳足的股份之間的差額。

法定儲備指根據相關中國法律按中國的相關會計規則及規例劃撥除稅後溢利的10%，直至中國法定儲備到達相關附屬公司註冊股本的50%為止。法定儲備可用於撇銷累計虧損或增資。

29. SHARE CAPITAL AND RESERVES (Continued)

(b) Movements in components of equity
(Continued)

(ii) The Company

The reconciliation between the opening and closing balances of each component of the Group's consolidated equity is set out in the consolidated statement of changes in equity. Details of the changes in the Company's individual components of equity between the beginning and the end of the year are set out below:

		Share capital 股本 HK\$'000 千港元	Share premium 股份溢價 HK\$'000 千港元	Accumulated losses 累計虧損 HK\$'000 千港元	Total 合計 HK\$'000 千港元
At 1 January 2017	於2017年1月1日	139,778	148,287	(8,524)	279,541
Loss and other comprehensive expense for the year	年內虧損及其他全面 開支	—	—	(10,532)	(10,532)
At 31 December 2017 and 1 January 2018	於2017年12月31日及 2018年1月1日	139,778	148,287	(19,056)	269,009
Loss and other comprehensive expense for the year	年內虧損及其他全面 開支	—	—	(4,383)	(4,383)
At 31 December 2018	於2018年12月31日	139,778	148,287	(23,439)	264,626

(c) Capital Management

The Group manages its capital to ensure the entities in the Group will be able to continue as a going concern while maximising the return to shareholders through the optimisation of the debt and equity balances.

The capital structure of the Group consists of equity attributable to owners of the Company, comprising issued share capital, reserves and retained profits.

The management of the Group reviews the capital structure periodically. The Group considers the cost of capital and risk associated with each class of capital, and will balance its overall capital structure through payment of dividends, issuance of new shares as well as the raising of new debts.

29. 股本及儲備(續)

(b) 權益組成變動(續)

(ii) 本公司

本集團綜合權益各組成部分年初與年末結餘的對賬載於綜合權益變動表。本公司各個權益組成部分於本年度年初至年末的變動詳情如下：

(c) 資本管理

本集團管理其資本以確保本集團能持續經營業務，而另一方面能透過優化債務與股本結餘為股東爭取最大回報。

本集團的資本架構包括本公司擁有人應佔權益（包括已發行股本、儲備及保留溢利）。

本集團的管理層定期檢討資本架構。本集團考慮與各類資本有關的資本成本和風險，並會透過支付股息、發行新股以及舉新債以平衡其整體資本架構。

30. SHARE OPTION SCHEME

The Company has adopted a share option scheme (the “Share Option Scheme”) on 16 May 2012 (“the Adoption Date”). Share Option Scheme will remain in force for a period of 10 years effective from 10 July 2012 of the scheme and will expire on 9 July 2022.

The purpose of the Share Options Scheme is to provide incentives to the participants. The participants of the Share Option Scheme, as absolutely determined by the Board, include:

- (a) any employee (whether full time or part time employee, including any executive directors) of any member of the Group or any entity in which the Group holds any equity interest (“Invested Entity”);
- (b) any non-executive directors (including independent non-executive directors) of any member of the Group or any Invested Entity;
- (c) any supplier of goods or services to any member of the Group or any Invested Entity;
- (d) any customer of any member of the Group or any Invested Entity;
- (e) any person or entity that provides research, development or other technological support to any member of the Group or any Invested Entity;
- (f) any shareholder of any member of the Group or any Invested Entity or any holder of any securities issued by any member of the Group or any Invested Entity; and
- (g) any adviser (professional or otherwise) or consultant to any area of business or business development of any member of the Group or any Invested Entity.

30. 購股權計劃

本公司於2012年5月16日(「採納日期」)採納一項購股權計劃(「購股權計劃」)。購股權計劃由2012年7月10日起10年內有效，直至2022年7月9日屆滿。

購股權計劃之目的為獎勵其參與者。購股權計劃之參與者(均由董事會全權決定)包括：

- (a) 本集團任何成員公司或本集團持有任何股權之任何實體(「受投資實體」)之任何僱員(不論全職或兼職僱員，包括任何執行董事)；
- (b) 本集團任何成員公司或任何受投資實體之任何非執行董事(包括獨立非執行董事)；
- (c) 向本集團任何成員公司或任何受投資實體提供貨物或服務之任何供應商；
- (d) 本集團任何成員公司或任何受投資實體之任何客戶；
- (e) 向本集團任何成員公司或任何受投資實體提供研究、開發或其他技術支援之任何人士或實體；
- (f) 本集團任何成員公司或任何受投資實體之任何股東或本集團任何成員公司或任何受投資實體所發行任何證券之任何持有人；及
- (g) 本集團任何成員公司或任何受投資實體之任何領域業務或業務發展方面之任何顧問(專業或其他)或諮詢者。

30. SHARE OPTION SCHEME (Continued)

The maximum number of shares in respect to which options may be granted under the Share Option Scheme shall not exceed 10% of the issued share capital of the Company on the date of adopting the Share Option Scheme. The limit may be refreshed at any time provided that the new limit must not be in aggregate exceed 10% of the issued share capital of the Company as at the date of the shareholders' approval in general meeting. However, the total number of shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under the Share Option Scheme and any other scheme of the Company must not in aggregate exceed 30% of the shares in issue from time to time. The maximum number of shares in respect of which options may be granted to any individual in any 12-month period shall not exceed 1% of the shares in issue on the last date of such 12-month period unless approval of the shareholders of the Company has been obtained in accordance with the GEM Listing Rules. A nominal consideration of HK\$1 is payable on acceptance of the grant of an option.

Options may be exercised at any time from the date of grant of the option to the 10th anniversary of the date of grant as may be determined by the Directors. The exercise price is determined by the Directors, and will not be less than the highest of (i) the closing price per share as stated in the Stock Exchange's daily quotations sheets on the date of the grant of the options; (ii) the average closing price per share as stated in the Stock Exchange's daily quotations sheets for the five business days immediately preceding the date of the grant of the options; or (iii) the nominal value of a share.

30. 購股權計劃（續）

根據購股權計劃可能授出之購股權所涉及的股份數目，最多不得超過採納購股權計劃當日本公司已發行股本之10%。該上限可隨時更新，惟新限額合共不得超過股東於股東大會批准當日本公司已發行股本之10%。然而，根據購股權計劃及本公司任何其他計劃已授出但尚未行使之全部購股權獲行使時，可予發行之股份數目合共不得超過當時已發行股份之30%。於任何12個月期間內，向任何個別人士授出之購股權獲行使時，可予發行之股份數目不得超過該12個月期間最後一天已發行股份之1%，除非按照GEM上市規則經由本公司股東批准則作別論。接納授出之購股權時，應付象徵性代價1港元。

購股權可在授出當日起至授出日之10周年為止期間內隨時行使，而期限由董事釐定。行使價將由董事釐定，但不會低於下列之最高者：(i)每股股份在購股權授出當日在聯交所每日報價表上所列之收市價；(ii)緊接授出購股權日期前五個營業日每股股份在聯交所每日報價表上所列之平均收市價；或(iii)股份面值。

30. SHARE OPTION SCHEME (Continued)

The refreshment of the Share Option Scheme mandate limit was approved at the annual general meeting held on 27 April 2018, based on 1,397,782,400 shares in issue as at 27 April 2018, the Company was allowed to grant further options under the Share Option Scheme at up to a total of 139,778,240 shares, representing 10.0% of the shares in issue as at 27 April 2018 and representing 10.0% of the issue share capital of the Company as at 31 December 2018 and the date of this annual report respectively, and representing 10.0% of the issued share capital of the Company, as at the date of 2017 annual report.

No share option was granted, exercised, cancelled, expired or lapsed since 1 January 2018 and the refreshment of the scheme mandate limit on 27 April 2018 and up to 31 December 2018. There were no outstanding share options under the Share Option Scheme as at 31 December 2017 and 2018.

31. BUSINESS COMBINATION

On 20 January 2017, the Group acquired entire issued share capital of Quick Wit. As a result, the Group obtains control of the Quick Wit. Upon completion of the acquisition, Quick Wit has become a direct wholly owned subsidiary of the Company and the financial results of the Quick Wit and its subsidiaries (the "Quick Wit Group") have been consolidated into the financial statement of the Group.

Taking control of the Quick Wit Group enables the Group to explore the opportunity of developing the property management services in the PRC and to diversify the Group's existing business.

30. 購股權計劃(續)

更新購股權計劃授權上限已於2018年4月27日舉行的股東週年大會上獲批准，按於2018年4月27日已發行1,397,782,400股股份計，本公司獲允許根據購股權計劃進一步授出購股權，最多合共達139,778,240股股份，代表於2018年4月27日已發行股份的10.0%及代表本公司分別於2018年12月31日及本年報日期已發行股本的10.0%，以及代表本公司於2017年年報日期已發行股本的10.0%。

自2018年1月1日及於2018年4月27日更新計劃授權上限起及截至2018年12月31日止，概無任何購股權已獲授出、行使、取消、到期或失效。於2017年及2018年12月31日，根據購股權計劃，並不存在尚未行使之購股權。

31. 業務合併

於2017年1月20日，本集團收購Quick Wit之全部已發行股本。因此，本集團獲得Quick Wit的控制權。收購事項完成後，Quick Wit成為本公司一間直接全資附屬公司，及Quick Wit及其附屬公司（「Quick Wit集團」）之財務業績已綜合計入本集團之財務報表。

取得Quick Wit集團之控制權使本集團得以發掘於中國的物業管理服務的發展機遇，並使本集團現有業務多元化。

31. BUSINESS COMBINATION (Continued)**(a) Consideration transferred**

The following table summarises the acquisition-date fair value of consideration transferred.

		HK\$'000 千港元
Cash	現金	100,000
Promissory note	承兌票據	40,000
		140,000

The consideration was determined at approximately HK\$140,000,000 based on (i) the business prospects of the Quick Wit Group; (ii) the property management contracts entered/to be entered by the Quick Wit Group and the Quick Wit Group's future business plan; (iii) the profit guarantee for the year ending 31 December 2017 will not less than HK\$14,000,000; and (iv) the implied price to earnings ratio of 10 times as indicated by the profit guarantee is in line with and lower than most of the price to earnings ratio of companies listed on the Stock Exchange principally engaged in the provision of property management and related services.

According to the audited account of Quick Wit Group for the year ended 31 December 2017, Quick Wit Group recorded revenue and incurred a net profit before tax of approximately HK\$36,610,000 and HK\$16,990,000 respectively for the year ended 31 December 2017. Therefore, the profit guarantee for the relevant year has been met.

Since the acquisition, Quick Wit Group contributed approximately HK\$36,610,000 to the Group's revenue and approximately HK\$16,990,000 to the consolidated profit for the year ended 31 December 2017.

Had the combination taken place at the beginning of the year ended 31 December 2017, the revenue from continuing operations of the Group and the profit of the Group for the year ended 31 December 2017 would have been approximately HK\$75,925,000 and approximately HK\$9,865,000, respectively.

31. 業務合併(續)**(a) 已轉移代價**

下表概述已轉移代價於收購日期的公平值。

約140,000,000港元的代價乃按(i) Quick Wit集團的業務前景；(ii)與 Quick Wit集團已／將予訂立的物業管理合約以及Quick Wit集團的未來業務計劃；(iii)截至2017年12月31日止年度不少於14,000,000港元之保證溢利；及(iv)溢利保證所示的10倍推定市盈率，與在聯交所上市並主要從事物業管理及相關服務之公司之大部分市盈率一致及低於有關市盈率而釐定。

根據Quick Wit集團截至2017年12月31日止年度之經審核賬目，Quick Wit集團於截至2017年12月31日止年度錄得收益並產生除稅前純利分別約36,610,000港元及16,990,000港元。因此，有關年度之溢利保證已獲達成。

由於收購事項，Quick Wit集團於截至2017年12月31日止年度為本集團的收益及年內綜合溢利分別貢獻約36,610,000港元及約16,990,000港元。

倘合併於截至2017年12月31日止年度開始時進行，截至2017年12月31日止年度本集團來自持續經營業務的收益及本集團的溢利將分別為約75,925,000港元及約9,865,000港元。

31. BUSINESS COMBINATION (Continued)**(b) Acquisition-related costs**

The Group incurred acquisition-related costs of approximately HK\$979,000. These costs have been included in “other operating expenses” in the consolidated statement of profit or loss and other comprehensive income.

(c) Identifiable assets and liabilities

The following table summarises the fair value of the identifiable assets and liabilities of the Quick Wit Group at the date of acquisition.

		HK\$'000 千港元
Property, plant and equipment	物業、廠房及設備	3
Deposits and prepayments	按金及預付款項	200
Trade receivables	應收貿易賬款	1,696
Bank balances and cash	銀行結餘及現金	3,598
Trade payables	應付貿易賬款	(921)
Other payables and accruals	其他應付及應計款項	(1,787)
Tax payables	應付稅項	(237)
Total identifiable net assets at fair value	可識別淨資產總值的公平值	2,552

(d) Goodwill arising on acquisition

Included in the goodwill of approximately HK\$137,448,000 recognised above was the benefit of diversity in business, broadening the sources of the Group's revenues and cash flows.

31. 業務合併 (續)**(b) 收購相關成本**

本集團產生的收購相關成本約為979,000港元。該等成本已計入綜合損益及其他全面收益表的「其他經營開支」。

(c) 可識別資產及負債

下表概述於收購日期Quick Wit集團可識別資產及負債的公平值。

		HK\$'000 千港元
Property, plant and equipment	物業、廠房及設備	3
Deposits and prepayments	按金及預付款項	200
Trade receivables	應收貿易賬款	1,696
Bank balances and cash	銀行結餘及現金	3,598
Trade payables	應付貿易賬款	(921)
Other payables and accruals	其他應付及應計款項	(1,787)
Tax payables	應付稅項	(237)
Total identifiable net assets at fair value	可識別淨資產總值的公平值	2,552

(d) 收購產生之商譽

		HK\$'000 千港元
Consideration transferred	轉讓之代價	140,000
Less: Fair value of identifiable net assets acquired	減：可識別已收購淨資產的公平值	(2,552)
Goodwill arising on acquisition	收購產生之商譽	137,448

上述已確認的商譽約137,448,000港元包括業務多元化的裨益、擴大本集團的收入及現金流來源。

31. BUSINESS COMBINATION (Continued)**(e) Net cash flows on acquisition**

An analysis of cash flows in respect of the acquisition of subsidiaries is as follows:

		HK\$'000 千港元
Consideration paid in cash	已付現金代價	(100,000)
Cash and bank balances acquired	收購現金及銀行結餘	3,598
Net outflow of cash and cash equivalent included in cash flows from investing activities	淨現金及現金等價物流出已包括在投資活動之現金流量	(96,402)

32. DISPOSAL OF SUBSIDIARIES

On 25 April 2017, the Group agreed to dispose of 55% of the entire issued share capital of Maximus Venture Holdings Limited for a consideration of HK\$29.0 million. All of the conditions precedent of the disposal have been fulfilled and the completion of the disposal took place on 28 June 2017. Upon completion, the Group discontinued its total solutions for information security business.

During the period from 1 January 2017 to 28 June 2017, the Maximus Group contributed revenue and incurred a profit of approximately HK\$7,594,000 and HK\$2,295,000 respectively to the Group's results.

(a) Consideration receivable

The following table summarises the consideration receivable.

		HK\$'000 千港元
Consideration received	已收代價	29,000

31. 業務合併 (續)**(e) 收購之淨現金流量**

有關收購附屬公司之現金流量分析如下：

32. 出售附屬公司

於2017年4月25日，本集團同意以代價29.0百萬港元出售Maximus Venture Holdings Limited全部已發行股本之55%。該項出售之全部先決條件已經達成，而該項出售亦已於2017年6月28日完成。完成後，本集團終止經營其資訊保安整體解決方案之業務。

於2017年1月1日至2017年6月28日止期間內，Maximus集團對本集團的業績貢獻收益並產生溢利分別約7,594,000港元及2,295,000港元。

(a) 應收代價

下表概述應收代價。

32. DISPOSAL OF SUBSIDIARIES (Continued)**(b) Disposal-related costs**

The Group incurred disposal-related costs of approximately HK\$600,000. These costs have been included in “other operating expenses” in the consolidated statement of profit and loss and other comprehensive income.

(c) Analysis of assets and liabilities over which control was lost

The following table summarises the recognised amounts of identifiable assets and liabilities over which control is lost.

		HK\$'000 千港元
Property, plant and equipment	物業、廠房及設備	690
Intangible asset	無形資產	1,635
Deposits and prepayments	按金及預付款項	282
Trade receivables	應收貿易賬款	3,563
Tax recoverables	可收回稅項	122
Bank balances and cash	銀行結餘及現金	6,813
Amount due to a former non-controlling interest shareholder of a former subsidiary	應付一間前附屬公司之一位前任非控股權益股東之款項	(4,303)
Other payables and accruals	其他應付及應計款項	(1,935)
Provision	撥備	(123)
Deferred tax liabilities	遞延稅項負債	(284)
Total identifiable net assets disposed	所出售可識別淨資產總值	6,460

(d) Loss on disposal of subsidiaries

		HK\$'000 千港元
Consideration receivable	應收代價	29,000
Less: Net assets disposed	減：已出售淨資產	(6,460)
Less: Goodwill	減：商譽	(27,280)
Add: Non-controlling interests	加：非控股權益	2,907
Loss on disposal	出售虧損	(1,833)

32. 出售附屬公司 (續)**(b) 出售相關成本**

本集團產生出售相關成本約600,000港元。此等成本已計入綜合損益及其他全面收益表中的「其他經營開支」內。

(c) 已失去控制權之資產及負債之分析

下表概述已失去控制權之可識別資產及負債之已確認金額。

(d) 出售附屬公司虧損

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

綜合財務報表附註（續）

FOR THE YEAR ENDED 31 DECEMBER 2018

截至2018年12月31日止年度

32. DISPOSAL OF SUBSIDIARIES (Continued)

(e) Net cash flow on disposal

		HK\$'000 千港元
Cash consideration received	已收現金代價	29,000
Less: cash and cash equivalent balances disposed	減：所出售的現金及現金等價物結餘	(6,813)
Total	總計	22,187

32. 出售附屬公司（續）

(e) 出售之淨現金流量

33. TRANSACTION WITH NON-CONTROLLING INTERESTS

Deemed disposal of interest in a subsidiary without loss of control

On 31 October 2017, Minilogic Investment Limited ("Minilogic"), a direct wholly-owned subsidiary of the Company, allotted shares to a subscriber which diluted the Group's interest in Minilogic from 100% to 60%, resulted in a deemed disposal of 40% equity interests in Minilogic. The effect of changes in the ownership interest of this subsidiary on the equity attributable to shareholders of the Company during the year is summarised as follows:

33. 與非控股權益之交易

視作出售於附屬公司之權益（不會失去控制權）

於2017年10月31日，本公司之直接全資附屬公司Minilogic Investment Limited（「Minilogic」）向認購人配發股份，因而將本集團於Minilogic之權益由100%攤薄至60%，導致視作出售於Minilogic之40%股權。於年內，該附屬公司之擁有權權益變動對本公司股東應佔權益之影響概述如下：

		HK\$'000 千港元
Carrying amount of equity acquired by non-controlling interests	非控股權益所收購權益之賬面值	(1,772)
Consideration received from non-controlling interest that attributable to owner of the Company	本公司擁有人應佔已收非控股權益之代價	2,040
Changes recognised within equity	於權益確認變動	268

34. OPERATING LEASE COMMITMENTS

The Group leased certain of its offices under operating lease arrangements. Leases for office were negotiated for terms ranging from 1 to 3 years. At the end of the reporting period, the total future minimum lease payments under non-cancellable operating lease in respect of leased properties are payable as follows:

		2018 2018年 HK\$'000 千港元	2017 2017年 HK\$'000 千港元
Within 1 year	1年內	2,467	2,249
After 1 year but within 5 years	1年後但5年內	4,515	443
		6,982	2,692

Operating lease payments mainly represent rentals payable by the Group for its office premises and a warehouse in Hong Kong. Lease payments are fixed throughout the lease term agreed. None of the leased includes contingent rentals.

34. 經營租賃承擔

本集團根據經營租賃安排租賃其若干辦公室。辦公室租期協定為1至3年。於報告期末，根據不可撤銷經營租賃持有的租賃物業之日後最低租賃總付款如下：

經營租賃付款主要指本集團就其位於香港的辦公室單位及倉庫應付的租金。租賃付款乃根據協定的租期釐定。已租賃項目不包括或然租金。

35. CAPITAL COMMITMENTS

The Group did not have any material capital commitments as at 31 December 2018 (2017: nil).

35. 資本承擔

本集團於2018年12月31日並無任何重大資本承擔(2017年：無)。

36. RECONCILIATION OF LIABILITIES ARISING FROM FINANCING ACTIVITIES

The table below details the changes in the Group's liabilities arising from financing activities, including both cash and non-cash changes. Liabilities arising from financing activities are those for which cash flows were, or future cash flows will be, classified in the Group's consolidated statement of cash flows as cash flows from financing activities.

36. 來自融資活動所產生負債之對賬

下表載列本集團來自融資活動所產生負債之變動詳情，包括現金及非現金變動。融資活動所產生的負債為已或將於本集團的綜合現金流量表中分類為來自融資活動之現金流量的現金流量或未來現金流量。

		Promissory note
		承兌票據
		HK\$'000
		千港元
At 1 January 2017	於2017年1月1日	—
Acquisition of the subsidiaries	收購附屬公司	40,000
Accumulated interest	累計利息	857
Waive of accumulated interest	豁免累計利息	(857)
Early redemption	提早贖回	(40,000)
At 31 December 2017, at 1 January 2018 and at 31 December 2018	於2017年12月31日、2018年1月1日及2018年12月31日	—

37. RELATED PARTY DISCLOSURES

37. 關連人士披露

(a) Key management personnel remuneration

Remuneration for key management personnel of the Group, including amounts paid to the Company's directors as disclosed in note 12(a) to the consolidated financial statements and certain of the highest paid employees as disclosed in note 12(b) to the consolidated financial statements, is as follows:

		2018 2018年 HK\$'000 千港元	2017 2017年 HK\$'000 千港元
Salary and other short term employee benefits	薪金及其他短期僱員福利	7,636	6,949
Post-employment benefits	離職福利	88	84
		7,724	7,033

(a) 主要管理人員的薪酬

本集團主要管理人員的酬金，包括如載於綜合財務報表附註12(a)所披露已支付予本公司董事的金額及已支付如載於綜合財務報表附註12(b)所披露的若干最高薪酬僱員的金額如下：

(b) Loans to related parties

The following tables disclose the loan interest income and loans advanced to related parties for the years ended 31 December 2018 and 2017:

		2018 2018年 HK\$'000 千港元	2017 2017年 HK\$'000 千港元
Loan interest income from:	來自下列各方的貸款利息收入：		
– Key management personnel	– 主要管理人員	647	771
– A controlling shareholder	– 一名控股股東	246	–
Loans advanced to:	墊付予下列各方的貸款：		
– Key management personnel	– 主要管理人員	15,500	10,900
– A controlling shareholder	– 一名控股股東	11,900	–

(b) 借予關連方的貸款

下表披露截至2018年及2017年12月31日止年度貸款利息收入及預付關連方貸款：

During the year ended 31 December 2018, loans advanced to related parties are repayable according to repayment schedules, with contractual maturity within 3 months to 1 year (2017: 3 months to 1 year) and bear annual interest rates is at 12% (2017: 12%). None of the loans were neither past due nor impaired.

截至2018年12月31日止年度，墊付予關連方的貸款根據還款時間表償還，合約到期日於3個月至1年內（2017年：3個月至1年）到期，並按12%（2017年：12%）的年息率計息。其概無貸款已逾期或減值。

37. RELATED PARTY DISCLOSURES (Continued)**(c) Related party balance**

Details of the Group's outstanding balances with related parties are set out in note 26 and 27 to the consolidated financial statements.

(d) Applicability of the GEM Listing Rules relating to connected transactions

None of above related party transactions falls under the definition of connected transaction or continuing connected transaction as defined in Chapter 20 of GEM Listing Rules.

37. 關連人士披露 (續)**(c) 關連方結餘**

有關本集團與關連方之未償還結餘詳情載於綜合財務報表附註26及27。

(d) GEM上市規則對關連交易的適用性

根據GEM上市規則第20章，概無上述關連方交易符合關連交易或持續關連交易的定義。

38. FINANCIAL INSTRUMENTS**(a) Categories of financial instruments**

The carrying amounts of the Group's financial assets and liabilities as at the end of each reporting year are as follows:

38. 金融工具**(a) 金融工具的分類**

本集團於各報告年末的金融資產與負債賬面值如下：

		2018 2018年 HK\$'000 千港元	2017 2017年 HK\$'000 千港元
Financial assets:	金融資產：		
Financial assets at amortised cost	按攤銷成本計量的金融資產		
– Trade receivables	– 應收貿易賬款	5,763	4,107
– Loans receivables	– 應收貸款	98,678	135,422
– Deposit	– 按金	392	1,318
– Bank balances and cash	– 銀行結餘及現金	89,835	39,013
		194,668	179,860
Financial liabilities:	金融負債：		
Financial liabilities at amortised cost	按攤銷成本計量的金融負債		
– Trade payables	– 應付貿易賬款	1,698	1,292
– Other payables and accruals	– 其他應付及應計款項	6,347	5,655
– Amount due to a holder of non-controlling interests	– 應付一位非控股權益持有人之款項	1,300	–
		9,345	6,947

38. FINANCIAL INSTRUMENTS (Continued)**(b) Financial risk management objectives and policies**

The Group's activities expose it to a variety of financial risks: market risk (including currency risk and interest rate risk), credit risk and liquidity risk. The policies on how to mitigate these risks are described below. The management manages and monitors these exposures to ensure appropriate measures are implemented on a timely and effective manner.

(i) Currency risk

The Group is exposed to foreign currency risk primarily through sales and purchases that are denominated in a currency other than the functional currency of the operations to which they relate. The currencies giving rise to this risk include United States dollars ("USD") and Renminbi ("RMB"). In addition, certain bank balances of the Group are also denominated in USD. The Group currently does not have a foreign currency hedging policy with respect to its foreign exchange exposure. However, management monitors foreign exchange exposures and will consider hedging significant foreign currency exposure should the need arise.

The carrying amounts of the Group's foreign currency denominated monetary assets and monetary liabilities at the end of each reporting period are as follows:

38. 金融工具 (續)**(b) 財務風險管理目標及政策**

本集團的活動面對多種財務風險：市場風險（包括貨幣風險及利率風險）、信貸風險及流動資金風險。如何減低這些風險的政策載於下文。管理層管理及監察這些風險以確保及時及有效地實施適當的措施。

(i) 貨幣風險

本集團面對的外幣風險，主要透過以相關業務的功能貨幣以外的貨幣進行銷售和採購。帶來此項風險的貨幣包括美元（「美元」）及人民幣（「人民幣」）。此外，本集團之若干銀行結餘亦以美元計值。本集團目前並無就其外匯風險訂立外幣對沖政策。然而，管理層會監察外匯風險及在有需要時考慮對沖重大外匯風險。

本集團於各報告期間末以外幣計值的貨幣資產及貨幣負債的賬面值如下：

		2018 2018年 HK\$'000 千港元	2017 2017年 HK\$'000 千港元
Assets	資產		
USD	美元	1,167	1,402
RMB	人民幣	33,223	21,591
Liabilities	負債		
USD	美元	1,806	1,505
RMB	人民幣	5,080	3,758

38. FINANCIAL INSTRUMENTS (Continued)

(b) Financial risk management objectives and policies (Continued)

(i) Currency risk (Continued)

Foreign currency sensitivity analysis

The Group mainly exposes to foreign exchange fluctuation of the currencies of USD and RMB against the currency of Hong Kong dollar ("HKD"). The directors consider that the Group's exposure to USD does not give rise to significant foreign currency risk on the ground that HKD is pegged to USD. Therefore, no sensitivity analysis of USD against the functional currency of the respective group entity is disclosed.

A reasonably possible change of 5% in the exchange rate between RMB and HKD would have no material impact on the Group's profit or loss during the reporting periods and there would be no material impact on the Group's equity as at the end of each reporting period. The sensitivity analysis includes only outstanding RMB denominated monetary items and adjusts their translation at the end of respective reporting period for a 5% change in the currency rate. 5% is the sensitivity rate used when reporting foreign currency risk in respect of RMB internally to key management personnel and represents management's assessment of the reasonably possible change in the exchange rate of HKD against RMB.

(ii) Interest rate risk

The Group's exposure to cash flow interest rate risk arises primarily from its variable-rate bank deposits.

The Group currently does not have any interest rate hedging policy. However, the management monitors the Group's exposure to interest rate risk on an ongoing basis and will consider hedging interest rate risk should the need arise.

38. 金融工具(續)

(b) 財務風險管理目標及政策(續)

(i) 貨幣風險(續)

外幣敏感度分析

本集團主要承受美元和人民幣兌港元(「港元」)的外匯波動。董事認為，由於港元與美元掛鈎，本集團所承受由美元引起的外幣風險並不重大。因此，概無披露美元兌相關集團實體之功能貨幣之敏感度分析。

人民幣與港元之間的匯率可能出現的5%合理變動不會對本集團於報告期間的溢利或虧損構成重大影響，亦不會對本集團於各報告期間末之權益構成重大影響。敏感度分析只包括未償還並以人民幣計值之貨幣項目，及於各自之報告期間末時作出5%貨幣匯率之匯兌調整。在向主要管理人員內部匯報有關人民幣之外幣風險時，5%為所用的敏感率比率，亦代表管理層評估港元兌換人民幣匯率之合理可能變動。

(ii) 利率風險

本集團承受之現金流量利率風險主要來自其可變利率銀行存款。

本集團現時概無任何利率對沖政策。然而，管理層會持續監控本集團之利率風險，並在有需要時考慮對沖利率風險。

38. FINANCIAL INSTRUMENTS (Continued)**(b) Financial risk management objectives and policies (Continued)****(ii) Interest rate risk (Continued)***Interest rate sensitivity analysis*

The sensitivity analysis below has been prepared based on the exposure to interest rates for the Group's variable-rate bank deposits at the end of each reporting period. The analysis is prepared assuming the amount of these assets and liabilities outstanding at the end of each reporting period were outstanding for the whole period. A 25 basis points increase or decrease in interest rates is used when reporting interest rate risk internally to key management personnel and represents management's assessment of the reasonably possible change in interest rates. The analysis has been performed on the same basis throughout the reporting periods.

At the end of the reporting period, if interest rates had been 25 (2017: 25) basis points higher/lower in respect of the Group's variable-rate bank deposits and bank overdrafts, with all other variables held constant, there would have increased/decreased (2017: decreased/increased) by approximately HK\$63,000 (2017: HK\$15,000) on the Group's profit/loss during the reporting period. These are mainly attributable to Group's exposure to interest rate on its variable rate bank balances.

(iii) Credit risk

The Group's credit risk is primarily attributable to trade receivables, loans receivables and bank deposits. As at 31 December 2018 and 2017, the Group's maximum exposure to credit risk which will cause a financial loss to the Group due to failure to discharge an obligation by the counterparties is the carrying amounts of the respective recognised financial assets as stated in the consolidated statements of financial position.

The Group has a credit policy in place and will perform credit evaluations on all customers requiring credit over a certain amount. The Group also has an export credit insurance with the Hong Kong Export Credit Insurance Corporation to cover risks on non-payment by customers.

38. 金融工具 (續)**(b) 財務風險管理目標及政策 (續)****(ii) 利率風險 (續)***利率敏感度分析*

以下敏感度分析基於各報告期間末本集團之可變利率銀行存款所帶來的利率風險編製。於編製分析時假設於各報告期間末結欠的該等資產及負債金額於整個期間內結欠。於向主要管理人員內部匯報利率風險時使用25個基點的利率上升或下降，並代表管理層評估利率變動之合理可能變動。於整段報告期間的分析亦以相同的基準編製。

於報告期末，倘本集團之可變利率銀行存款及銀行透支之利率上升／降低25（2017年：25）個基點（而所有其他可變因素保持不變），本集團於報告期間的溢利／虧損將上升／減少（2017年：減少／上升）約63,000港元（2017年：15,000港元）。這主要是歸因於本集團就其可變利率銀行結餘的利率風險。

(iii) 信貸風險

本集團之信貸風險主要是來自應收貿易賬款、應收貸款及銀行存款。於2018年及2017年12月31日，因交易對手未能履行責任而將對本集團造成財務損失之最高信貸風險為綜合財務狀況表所呈列相關已確認金融資產之賬面值。

本集團有適當的信貸政策並將對要求獲得超過若干金額的信貸的所有客戶進行信貸評估。本集團亦有向香港出口信用保險局購買覆蓋某些客戶不繳款之風險之出口信用保險。

38. FINANCIAL INSTRUMENTS (Continued)

(b) Financial risk management objectives and policies (Continued)

(iii) Credit risk (Continued)

In order to minimise the credit risk, the Group reviews the recoverable amount of each individual trade debt regularly to ensure that adequate allowance for impairment losses are made for irrecoverable amounts. In this regard, the management of the Group considers that the Group's credit risk is significantly reduced.

Maximum exposure and year-end staging as at 31 December 2018

The table below shows the credit quality and the maximum exposure to credit risk based on the Group's credit policy, which is mainly based on past due information unless other information is available without undue cost or effort, and year-end staging classification as at 31 December 2018.

		12-month ECLs Stage 1 12個月 預期信貸虧損 第一階段 HK\$'000 千港元	Lifetime ECLs Simplified approach 生命週期預期 信貸虧損 簡單方法 HK\$'000 千港元	HK\$'000 千港元
Trade receivables (Note i)	應收貿易賬款(附註i)	–	5,763	5,763
Loans receivables (Note ii)	應收貸款(附註ii)	98,678	–	98,678
Financial assets included in other receivable, deposits and prepayments (Note iii)	計入其他應收款項、按金及 預付款項的金融資產 (附註iii)			
– Normal	— 一般	1,908	–	1,908
Cash and banks balance	現金及銀行結餘			
– not yet past due	— 尚未到期	89,835	–	89,835
		190,421	5,763	196,184

38. 金融工具(續)

(b) 財務風險管理目標及政策(續)

(iii) 信貸風險(續)

為盡量減低信貸風險，本集團定期審閱個別貿易債務的可收回金額，以確保為不能收回之金額作出足夠的減值虧損撥備。就此而言，本集團之管理層認為本集團之信貸風險已大幅降低。

於2018年12月31日的最高風險及年結時的分級

下表載列於2018年12月31日根據本集團信貸政策所釐定的信貸質素及所承受的最高信貸風險(除非有其他毋須過多成本或工作即可取得的資料，否則乃以逾期資料作根據)，以及年結時的分類。

38. FINANCIAL INSTRUMENTS (Continued)**(b) Financial risk management objectives and policies (Continued)****(iii) Credit risk (Continued)**

Maximum exposure and year-end staging as at 31 December 2018 (Continued)

Notes:

- (i) For trade receivables to which the Group applies the simplified approach for impairment, information based on the provision matrix is disclosed in note 21 to the consolidated financial statements.
- (ii) For loans receivables to which the Group applies the general approach for impairment is disclosed in note 22 to the consolidated financial statements.
- (iii) The credit quality of the financial assets included in other receivables, deposits and prepayments is considered to be normal when they are not past due and there is no information indicating that the financial assets had a significant increase in credit risk since initial recognition. Otherwise, the credit quality of the financial assets is considered to be "doubtful".

Maximum exposure as at 31 December 2017

The credit risk of the Group's financial assets, arises from default of the counterparty, with a maximum exposure equal to the carrying amounts of these instruments.

38. 金融工具 (續)**(b) 財務風險管理目標及政策 (續)****(iii) 信貸風險 (續)**

於2018年12月31日的最高風險及年結時的分級 (續)

附註：

- (i) 至於獲本集團應用簡單方法計算減值的應收貿易賬款而言，根據撥備矩陣得出的資料於綜合財務報表附註21中披露。
- (ii) 至於獲本集團應用一般方法計算減值的貸款應收款項而言，於綜合財務報表附註22中披露。
- (iii) 計入其他應收款項、按金及預付款項的金融資產在未過期且並無資料顯示該金融資產的信貸風險自初步確認以來大幅上升的情況下，其信貸質素會被視為正常。否則，該金融資產的信貸質素被視為「可疑」。

於2017年12月31日所承受的最高風險

本集團金融資產的信貸風險由對手方違約而產生，所承受的最高風險相當於該等工具的賬面金額。

38. FINANCIAL INSTRUMENTS (Continued)

(b) Financial risk management objectives and policies (Continued)

(iii) Credit risk (Continued)

*Maximum exposure as at 31 December 2017
(Continued)*

The Group has concentration of credit risk as the Group's top one (2017: one) trade debtor accounted for 25.8% (2017: 33.6%) of its total trade receivables as at the end of the reporting period. In addition, the Group's five largest trade debtors accounted for 86.1% and 81% of its total trade receivables as at 31 December 2018 and 2017 respectively.

The Group has 11 (2017: 26) loans receivables as at 31 December 2018.

The credit risk for liquid funds is limited because such amounts are placed with various banks with good credit ratings.

Further quantitative disclosures in respect of the Group's exposure to credit risk arising from trade receivables and loans receivables are set out in note 21 and 22 to the consolidated financial statements.

Collateral held as security and other credit enhancements

The Group does not hold other credit enhancements to cover its credit risks associated with its financial assets.

38. 金融工具(續)

(b) 財務風險管理目標及政策(續)

(iii) 信貸風險(續)

於2017年12月31日所承受的最高風險(續)

於報告期末，本集團最大(2017年：最大)應收貿易賬款佔其總應收貿易賬款之25.8%(2017年：33.6%)，故本集團之信貸風險集中。此外，於2018年及2017年12月31日，本集團五大應收貿易賬款分別佔其總應收貿易賬款的86.1%及81%。

於2018年12月31日，本集團有11項(2017年：26項)應收貸款。

本集團在流動資金方面之信貸風險有限，因為有關資金存放在多間信貸評級良好之銀行。

有關本集團所承受來自應收貿易賬款及應收貸款的信貸風險的進一步定量披露載於綜合財務報表附註21及22。

持有作擔保之抵押品及其他信貸增強措施

本集團並無持有其他信貸增強措施以為其金融資產相關之信貸風險提供保障。

38. FINANCIAL INSTRUMENTS (Continued)

(b) Financial risk management objectives and policies (Continued)

(iv) Liquidity risk

The Group's liquidity position is monitored closely by the management of the Group. In the management of the liquidity risk, the Group monitors and maintains a level of cash and cash equivalents deemed adequate by the management to finance the Group's operations and to meet its liquidity requirements in the short and longer term.

During the reporting periods, the Group financed its working capital requirements principally by funds generated from operations and issue of shares.

The following table details the Group's contractual maturities at the end of each reporting period for its financial liabilities. The table has been drawn up based on undiscounted cash flows of financial liabilities based on the earliest date on which the Group can be required to pay. The table includes both interest and principal cash flows.

		Repayable on demand or within 1 month 須按要求或於一個月內償還 HK\$'000 千港元	Between 1-3 months 一個月至三個月 HK\$'000 千港元	Between 3 months to 1 year 三個月至一年 HK\$'000 千港元	Total undiscounted cash flows 未貼現現金流量合計 HK\$'000 千港元	Carrying amount 賬面金額 HK\$'000 千港元
As at 31 December 2018	於2018年12月31日					
Trade and other payables	應付貿易及其他應付賬款	8,045	-	-	8,045	8,045
Amount due to a holder of non-controlling interest	應付一位非控股權益持有人之款項	1,300	-	-	1,300	1,300
		9,345	-	-	9,345	9,345
As at 31 December 2017	於2017年12月31日					
Trade and other payables	應付貿易及其他應付賬款	6,947	-	-	6,947	6,947

38. 金融工具 (續)

(b) 財務風險管理目標及政策 (續)

(iv) 流動資金風險

本集團之管理層會密切監察本集團之流動資金狀況。在管理流動資金風險方面，本集團監控及維持管理層視為充足之現金及現金等價物水平，以為本集團之營運撥資及應付其短期及較長期的流動資金需求。

於報告期內，本集團主要透過營運產生的資金及發行股份提供所需營運資本。

下表詳列本集團於各報告期末金融負債之合約到期分析。下表是根據金融負債之未貼現現金流量，並以本集團須付款的最早日期為基準編製。表內包括利息及主要的現金流量。

38. FINANCIAL INSTRUMENTS (Continued)

(c) Fair value of financial instruments

The carrying amounts of the Group financial instruments are reasonably approximate to their fair values.

39. CONTINGENT LIABILITIES

The Group did not have any material contingent liabilities as at 31 December 2018.

40. COMPARATIVE AMOUNTS

The group has initially applied HKFRS 9 at 1 January 2018. Under the transition methods chosen, comparative information is not restated. Further details of the changes in accounting policies are disclosed in note 3.

38. 金融工具(續)

(c) 金融工具的公平值

本集團金融工具的賬面值為與其公平值合理相若。

39. 或然負債

於2018年12月31日，本集團並無任何重大或然負債。

40. 比較金額

本集團已於2018年1月1日首次應用香港財務報告準則第9號。根據所選擇的過渡方法，並無對比較資料進行重列。有關會計政策變動的進一步詳情載於附註3。

41. STATEMENT OF FINANCIAL POSITION OF THE COMPANY

41. 本公司之財務狀況表

Information about the statement of financial position of the Company at the end of the reporting year is as follows:

有關本公司於報告年度末的財務狀況表的資料如下：

	Notes 附註	2018 2018年 HK\$'000 千港元	2017 2017年 HK\$'000 千港元
Non-current assets	非流動資產		
Property, plant and equipment	物業、廠房及設備	2	16
Investments in subsidiaries	於附屬公司的投資	150,000	150,000
Total non-current assets	總非流動資產	150,002	150,016
Current assets	流動資產		
Amounts due from subsidiaries	應收附屬公司款項	113,269	118,353
Deposits and prepayments	按金及預付款項	—	42
Bank balances and cash	銀行結餘及現金	1,532	1,483
Total current assets	總流動資產	114,801	119,878
Current liabilities	流動負債		
Other payables and accruals	其他應付及應計款項	177	885
Total current liabilities	總流動負債	177	885
Net current assets	淨流動資產	114,624	118,993
Net assets	淨資產	264,626	269,009
Capital and reserves	資本及儲備		
Share capital	股本	32(a) 139,778	139,778
Reserves	儲備	32(b)(ii) 124,848	129,231
Total equity	權益總額	264,626	269,009

The financial statements were approved and authorised for issue by the board of directors on 22 March 2019 and signed on its behalf by:

財務報表已於2019年3月22日獲董事會批准及授權刊發，並由下列董事代表簽署：

ZHANG Qing
張慶
Director
董事

SUNG Tak Wing Leo
宋得榮
Director
董事

42. AUTHORISATION OF ISSUE OF THE CONSOLIDATED FINANCIAL STATEMENTS

42. 授權刊發綜合財務報表

The consolidated financial statements were approved and authorised for issue by the Board of Directors on 22 March 2019.

董事會已於2019年3月22日批准並授權刊發綜合財務報表。

SUMMARY OF FIVE YEAR FINANCIAL INFORMATION

五年財務資料概要

The following is a summary of the results, assets and liabilities of the Group for the last five financial years, as extracted from the published audited financial statements and restated/reclassified as appropriate:

以下為摘自己刊發經審核財務報表及經恰當重列／重新歸類之本集團過去五個財政年度之業績、資產及負債概要：

RESULTS

業績

		Year ended 31 December 截至12月31日止年度				
		2018 2018年 HK\$'000 千港元	2017 2017年 HK\$'000 千港元	2016 2016年 HK\$'000 千港元	2015 2015年 HK\$'000 千港元	2014 2014年 HK\$'000 千港元
Continuing operations	持續經營業務					
Revenue	收益	76,328	75,925	50,920	29,244	52,136
Profit/(loss) for the year from continuing operations	年內來自持續經營業務的溢利／（虧損）	14,521	9,865	6,827	(8,858)	(7,690)
Discontinued operation	已終止經營業務					
Profit from discontinued operation	來自已終止經營業務的溢利	—	462	3,765	—	—
Profit/(Loss) for the year	年內溢利／（虧損）	14,521	10,327	10,592	(8,858)	(7,690)
Earnings/(Loss) per share (HK cents)	每股盈利／（虧損）（港仙）	1.11	0.70	0.64	(1.87)	(2.25)

ASSETS AND LIABILITIES

資產及負債

		As at 31 December 於12月31日				
		2018 2018年 HK\$'000 千港元	2017 2017年 HK\$'000 千港元	2016 2016年 HK\$'000 千港元	2015 2015年 HK\$'000 千港元	2014 2014年 HK\$'000 千港元
Total assets	總資產	340,828	325,424	313,143	286,762	79,125
Total liabilities	總負債	14,036	12,083	11,208	2,161	4,048
Net assets	資產淨值	326,792	313,341	301,935	284,601	75,077



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