



環球戰略集團有限公司

GLOBAL STRATEGIC GROUP LIMITED

環球戰略集團有限公司

(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: 8007)

2018
Annual Report
年報



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

香港聯合交易所有限公司（「聯交所」）GEM特色

GEM has been positioned as a market designed to accommodate small and mid-sized companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration. The greater risk profile and other characteristics of GEM mean that it is a market more suited to professional and other sophisticated investors.

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

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

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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財務撮要

Financial Highlights

		As at 31 December				
		2018	2017	2016	2015	2014
		於十二月三十一日				
		二零一八年	二零一七年	二零一六年	二零一五年	二零一四年
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元
Results	業績					
- Revenue	- 收益	108,716	49,749	36,379	217,068	25,865
- Loss	- 虧損	(88,431)	(39,998)	(39,189)	(81,455)	(10,571)
- Loss per share	- 每股虧損					
Basic (in HK cents)	基本 (港仙)	(5.89)	(2.94)	(0.62)	(2.07)	(0.33)
			(restated)			(restated)
			(經重列)			(經重列)
Financial Position	財務狀況					
- Non-current assets	- 非流動資產	488,312	516,382	457,038	57,275	3,446
- Current assets	- 流動資產	65,605	17,124	25,695	26,486	34,758
- Current liabilities	- 流動負債	61,903	51,169	53,765	3,244	1,063
- Non-current liabilities	- 非流動負債	134,599	261,230	206,611	-	-
- Equity	- 權益	357,415	221,107	222,357	80,517	37,141
Financial Ratios	財務比率					
- Current assets/Current liabilities	- 流動資產/流動負債	1.1	0.3	0.5	8	33
- Assets/Equity	- 資產/權益	1.5	2.4	2.2	1.0	1.0

企業資訊

Corporate Information

於二零一九年三月二十八日 As at 28 March 2019

EXECUTIVE DIRECTORS

Cheung Tuen Ting (*Chief Executive Officer*)
Wu Guoming
Long Wenming
Chen Hualiang
Han Leiping

INDEPENDENT NON-EXECUTIVE DIRECTORS

Kwan Sin Yee
Leung Oh Man, Martin
Sun Zhi Jun
Huang Yu Jun

COMPANY SECRETARY

Chan Hank, Daniel

COMPLIANCE OFFICER

Cheung Tuen Ting

AUTHORISED REPRESENTATIVES

Cheung Tuen Ting

AUDIT COMMITTEE

Leung Oh Man, Martin (*Chairman*)
Kwan Sin Yee
Sun Zhi Jun
Huang Yu Jun

HUMAN RESOURCES AND REMUNERATION COMMITTEE

Sun Zhi Jun (*Chairman*)
Leung Oh Man, Martin
Kwan Sin Yee
Huang Yu Jun

NOMINATION COMMITTEE

Sun Zhi Jun (*Chairman*)
Leung Oh Man, Martin
Kwan Sin Yee
Huang Yu Jun

執行董事

張端亭 (*行政總裁*)
吳國明
龍文明
陳華良
韓磊平

獨立非執行董事

關倩兒
梁傲文
孫志軍
黃玉君

公司秘書

陳恒

規章主任

張端亭

法定代表

張端亭

審核委員會

梁傲文 (*主席*)
關倩兒
孫志軍
黃玉君

人力資源及薪酬委員會

孫志軍 (*主席*)
梁傲文
關倩兒
黃玉君

提名委員會

孫志軍 (*主席*)
梁傲文
關倩兒
黃玉君

企業資訊

Corporate Information

於二零一九年三月二十八日 As at 28 March 2019

REGISTERED OFFICE

Cricket Square
Hutchins Drive
PO Box 2681
Grand Cayman KY1-1111
Cayman Islands

PRINCIPAL OFFICE IN HONG KONG

15/F
80 Gloucester Road
Wan Chai
Hong Kong

PRINCIPAL BANKERS

Bank of China (Hong Kong) Ltd.
Agricultural Bank of China
Hubei Zhijiang Rural Commercial Bank

LEGAL ADVISER

Michael Li & Co

AUDITOR

RSM Hong Kong
29/F, Lee Garden Two
28 Yun Ping Road
Causeway Bay
Hong Kong

PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

The R&H Trust Co. Ltd.
Windward 1
Regatta Office Park PO Box 897
Grand Cayman KY1-1103
Cayman Islands

註冊辦事處

Cricket Square
Hutchins Drive
PO Box 2681
Grand Cayman KY1-1111
Cayman Islands

香港主要辦事處

香港
灣仔
告士打道80號
15樓

主要往來銀行

中國銀行(香港)有限公司
中國農業銀行
湖北枝江農村商業銀行

法律顧問

李智聰律師事務所

核數師

羅申美會計師事務所
香港
銅鑼灣
恩平道二十八號
利園二期二十九字樓

主要股份過戶登記處

The R&H Trust Co. Ltd.
Windward 1
Regatta Office Park PO Box 897
Grand Cayman KY1-1103
Cayman Islands

企業資訊

Corporate Information

於二零一九年三月二十八日 As at 28 March 2019

HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

Tricor Secretaries Limited
Level 22, Hopewell Centre
183 Queen's Road East
Hong Kong

COMPANY WEBSITE

www.globalstrategicgroup.com.hk

STOCK CODE ON GEM

8007

INFORMATION AND ENQUIRIES

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80 Gloucester Road
Wan Chai
Hong Kong

e-mail: info@globalstgr.com.hk

股份過戶登記香港分處

卓佳秘書商務有限公司
香港
皇后大道東183號
合和中心22樓

企業網址

www.globalstrategicgroup.com.hk

GEM股份代號

8007

查詢或索取資料

香港
灣仔
告士打道80號
15樓

電子郵件: info@globalstgr.com.hk

行政總裁報告

CEO's Statement

Dear Shareholders,

On behalf of the board (the "Board") of directors (the "Directors") of Global Strategic Group Limited (the "Company"), I am hereby pleased to present the audited results of the Company and its subsidiaries (collectively referred as, the "Group") for the year ended 31 December 2018 for your review.

RESULTS OF OPERATIONS

For the year under review, although the development of the natural gas business was limited to the gas restriction policy, but also benefited from the pace of China's implementation of coal to gas, the demand for natural gas in the Yichang industrial area increased rapidly, which driving its segment revenue hugely increased to approximately HK\$42,147,000 (2017: HK\$7,906,000). The segment revenue of the commodities trading business is approximately HK\$64,529,000 (2017: HK\$41,843,000). The segment revenue of the leasing business of the steel support axial force servo system launched in 2018 is approximately HK\$2,040,000. The technical consultation on e-commerce integration and application customisation business segment, currently classified as discontinued operations, segment revenue at approximately HK\$21,000 in 2018 as compared with approximately HK\$636,000 in 2017. After further considering the corporate expenses, finance costs and certain other expenses, the Group recorded a net loss attributable to owners of the Company of approximately HK\$70,595,000 in 2018 against that of approximately HK\$33,225,000 in 2017.

FUTURE OUTLOOK

In the backdrop of the market uncertainties by the US-China trade war from 2018, the Group will face number of challenges ahead. The management of the Group will embrace those challenges and will continue to optimise the operation efficiency in all Group's current business segments, in particular emphasizing the development of the leasing business of steel support axial force servo system launched in 2018, and the newly developed chemical commodity trading business in the first quarter of 2019 for developing the services of commodities network step by step. Meanwhile, the Group will look for new potential growth opportunities in a very diligent manner through merger & acquisition, business integration and expansion in order to sustain the growth and profitability of the Group.

致各位股東：

本人謹代表環球戰略集團有限公司（「本公司」）董事（「董事」）會（「董事會」）欣然呈報本公司及其附屬公司（統稱「本集團」）截至二零一八年十二月三十一日止年度之經審核業績，敬請各位閱覽。

經營業績

於回顧年度，天然氣業務的發展雖然限制於限氣政策，但同時受惠於中國推行煤改氣的步伐，宜昌工業園區對天然氣需求急速上升，帶動其分部收益大幅增加至約為42,147,000港元（二零一七年：7,906,000港元）。商品貿易業務之分部收益約為64,529,000港元（二零一七年：41,843,000港元）。於二零一八年內開展的鋼支撐軸力伺服系統之租賃業務之分部收益約為2,040,000港元。電子商貿整合及特設應用技術顧問業務分部（目前分類為已終止經營業務）於二零一八年錄得分部收益約為21,000港元，而二零一七年則約為636,000港元。經進一步考慮企業支出、財務成本及若干其他支出後，本集團於二零一八年錄得本公司擁有人應佔虧損淨額約為70,595,000港元，相比二零一七年約為33,225,000港元。

未來展望

在二零一八年中美貿易戰展開，市場氣氛不明朗的背景下，本集團未來將面臨諸多挑戰。本集團管理層將迎接該等挑戰並將繼續改善本集團所有當前業務分部的營運效率，尤其是著重發展於二零一八年度開展鋼支撐軸力伺服系統之租賃業務，以及於二零一九年第一季新開拓之化工商品貿易業務，逐步推進商品物聯網服務。同時，本集團將嚴謹地透過併購、業務合併及擴張尋求新的潛在增長機會，以維持本集團之增長及盈利能力。

行政總裁報告

CEO's Statement

ACKNOWLEDGEMENT

Here, on behalf of the Board of the Company, I hereby wish to extend my gratitude for the hard work contributed by all staff and the Directors, as well as the support to the Company from all our customers, creditors, business partners and the shareholders. At the same time, we welcome Mr. Wu Guoming who acts as executive director since April 2018. We will adhere to proven management strategy, grasp market trend and opportunities, and endeavor to bring greater value to our shareholders and make new contribution to the community.

Cheung Tuen Ting

Chief Executive Officer

28 March 2019

致謝

本人謹藉此機會，代表本公司董事會向全體員工及董事致以衷心謝意，感謝他們的辛勞付出，同時向我們的所有客戶、債權人、商業合作伙伴及股東致謝，感謝他們對本公司的支持。同時，我們熱烈歡迎吳國明先生自二零一八年四月起擔任執行董事。我們將秉承有效的管理策略，捕捉市場趨勢和機遇，矢志為股東創造更高價值，為社區作出新貢獻。

張端亭

行政總裁

二零一九年三月二十八日

管理層討論及分析

Management Discussion and Analysis

FINANCIAL AND BUSINESS REVIEW

For the year under review, the Group regarded the solutions and technical consultation on e-commerce integration and application customisation business (“IT Solutions”) as discontinued operation. Its revenue decreased to approximately HK\$21,000 in 2018 as compared with approximately HK\$636,000 in 2017.

As a result of the above changes, the continuing operations of the Group recorded revenue of approximately HK\$108,716,000 in 2018 as compared with approximately HK\$49,749,000 in 2017, gross profit of approximately HK\$6,048,000 in 2018 against approximately HK\$2,573,000 in 2017 and net loss of approximately HK\$82,911,000 in 2018 as compared to approximately HK\$38,492,000 in 2017. The discontinued operation recorded a net loss of approximately HK\$5,520,000 in 2018 as compared with approximately HK\$1,506,000 in 2017.

Analysis on the performance of the Group including revenue and results of commodities trading business, supplying of natural gas pipeline business and leasing business before allocation of the corporate overheads is set out in note 11 “Segment Information” to the consolidated financial statements.

The trading of copper in commodities trading business was generated revenue of approximately HK\$64,529,000 in 2018 as compared to approximately HK\$41,843,000 in 2017.

The Group generated sales of natural gas and pipeline installation services of approximately HK\$42,147,000 in 2018 as compared to approximately HK\$7,906,000 for the year ended 31 December 2017. In 2018, Yichang Biaodian has begun to supply natural gas to most of intended customers and the Company will monitor closely the sales operation of Yichang Biaodian and will continue to implement the development and construction plan of natural gas pipeline in an efficient manner.

The Group has launched its leasing business of the steel support axial force servo system in September 2018, and generated revenue of approximately HK\$2,040,000 for the year ended 31 December 2018.

財務及業務回顧

於回顧年度，本集團將電子商貿整合及特設應用解決方案及技術顧問業務（「資訊科技解決方案」）視為已終止經營業務。其收益於二零一八年跌至約21,000港元，而二零一七年約為636,000港元。

由於上述變動，本集團之持續經營業務於二零一八年錄得收入約為108,716,000港元，相比二零一七年約為49,749,000港元，二零一八年毛利約為6,048,000港元，相比二零一七年約為2,573,000港元，以及二零一八年虧損淨額約為82,911,000港元，相比二零一七年約為38,492,000港元。已終止經營業務於二零一八年錄得虧損淨額約為5,520,000港元，相比二零一七年約為1,506,000港元。

本集團的表現分析包括商品貿易業務、天然氣管道供應業務及租賃業務的收益及業績（分配作公司開支前），載於綜合財務報表附註11「分類資料」。

於二零一八年，買賣銅之商品貿易業務產生約64,529,000港元的收益，而二零一七年則約為41,843,000港元。

於二零一八年，本集團之天然氣及管道安裝服務銷售額約為42,147,000港元，而截至二零一七年十二月三十一日止年度約為7,906,000港元。於二零一八年間，宜昌標典已開始向大部份意向客戶供應天然氣，本公司將密切監察宜昌標典的銷售業務，並將繼續有效貫徹天然氣管道發展及建設規劃。

於二零一八年九月，本集團開展鋼支撐軸力伺服系統之租賃業務，截至二零一八年十二月三十一日止年度，產生約2,040,000港元的收益。

管理層討論及分析

Management Discussion and Analysis

The total operating expenses for the year ended 31 December 2018 was approximately HK\$88,839,000 as compared to approximately HK\$44,087,000 in 2017, representing an increase of 101.5% which was due to increase in finance costs of approximately HK\$20,000,000 and share option expenses of approximately HK\$5,358,000.

Finance costs of the Group were approximately HK\$25,697,000 for the year ended 31 December 2018 (31 December 2017: approximately HK\$5,670,000), which represented the imputed interest expense on non-current interest free loan from a related party and non-controlling shareholders of the Company and adjustment by early repayment.

Loss for the year ended 31 December 2018 was increased by 121.10% to approximately HK\$88,431,000, compared with loss of approximately HK\$39,998,000 for the year ended 31 December 2017. The increase in loss for the year ended 31 December 2018 was mainly due to increase in finance costs of approximately HK\$20,000,000.

LIQUIDITY, FINANCIAL RESOURCES AND CAPITAL STRUCTURE

The Group's operation is being financed by internally generated cashflow, bank borrowings and external financing. The Group follows a policy of prudence in managing its working capital. The management will continue to closely monitor the financial position of the Group to maintain its financial capacity.

Grant of Share Options

On 18 January 2018 and 9 October 2018, the Board announced to resolve to grant share options (the "Options") to certain individuals (the "Grantees") to subscribe for a total of 12,400,000 and 37,200,000 ordinary shares of HK\$0.025 each in the share capital of the Company respectively, subject to acceptance of the Grantees, under the share option scheme adopted by the Company on 30 November 2012 and the payment of HK\$1 by each of the Grantees upon acceptance of the Options. The equity-settled share option expenses for the year ended 31 December 2018 was approximately HK\$7,804,000 (2017: HK\$2,446,000).

截至二零一八年十二月三十一日止年度的總營運開支約為88,839,000港元，二零一七年則約為44,087,000港元，增加101.5%，乃由於財務成本增加約20,000,000港元及購股權開支約5,358,000港元所致。

本集團截至二零一八年十二月三十一日止年度之財務成本約為25,697,000港元（二零一七年十二月三十一日：約5,670,000港元），其為本公司關連方及非控股股東所提供非即期免息貸款之推定利息開支以及提早還款所引致的調整。

截至二零一八年十二月三十一日止年度之虧損增加121.10%至約88,431,000港元，而截至二零一七年十二月三十一日止年度則虧損約39,998,000港元。截至二零一八年十二月三十一日止年度之虧損增加乃主要由於財務成本增加約20,000,000港元所致。

流動資金、財務資源及資本架構

本集團透過內部產生之現金流量、銀行借貸及外部融資以撥付營運所需資金。本集團管理營運資本時採納審慎政策。管理層將持續密切監察本集團之財務狀況，以維持其財務實力。

授出購股權

於二零一八年一月十八日及二零一八年十月九日，董事會宣佈議決根據本公司於二零一二年十一月三十日採納之購股權計劃向若干個別人士（「承授人」）授出購股權（「購股權」），以分別認購合共12,400,000及37,200,000股本公司股本中每股面值0.025港元之普通股，惟須待承授人接納後，方可作實，而各承授人須於接納購股權時支付1港元。截至二零一八年十二月三十一日止年度之以股權結算的購股權開支約為7,804,000港元（二零一七年：2,446,000港元）。

管理層討論及分析

Management Discussion and Analysis

On 13 February 2018 and 10 April 2018, total in 1,000,000 and 400,000 share option respectively, were exercised at the price of HK\$0.556, resulting in a total of 1,132,400,000 issued shares as at 10 April 2018.

Share Consolidation

On 16 October 2018, the Board proposed to consolidate every five issued and unissued share of HK\$0.005 each into one consolidated share of HK\$0.025 each. The share consolidation was approved by the Company's shareholders at the extraordinary general meeting on 16 November 2018 and became effective on 19 November 2018.

Amounts due to non-controlling shareholders of a subsidiary and its related parties

As at 31 December 2018, the amounts due to Hubei Biaodian Natural Gas Co., Ltd ("Hubei Biaodian") and its subsidiary and Mr. Xiong Songgan ("Mr. Xiong") and his controlled entities were approximately HK\$20,397,000 and HK\$19,253,000 respectively, when comparing approximately HK\$134,939,000 and HK\$41,765,000 in 2017 respectively. Hubei Biaodian owns 41% of Yichang Biaodian and Mr. Xiong is the controlling shareholder of Hubei Biaodian.

The advance made by the above non-controlling shareholders of the Company during the year was used for Yichang Biaodian's capital expenditure purpose.

於二零一八年二月十三日及二零一八年四月十日，合共1,000,000及400,000份購股權分別按0.556港元之價格獲行使，故於二零一八年四月十日之已發行股份合共為1,132,400,000股。

股份合併

於二零一八年十月十六日，董事會建議將每五股每股面值為0.005港元之已發行及未發行股份合併為一股每股面值為0.025港元之合併股份。股份合併已於二零一八年十一月十六日舉行之股東特別大會上獲本公司股東批准，並已於二零一八年十一月十九日生效。

應付一間附屬公司之非控股股東及其關連方款項

於二零一八年十二月三十一日，應付湖北標典天然氣有限公司（「湖北標典」）及其附屬公司以及熊崧淦先生（「熊先生」）及其控制實體之款項分別約為20,397,000港元及19,253,000港元，而於二零一七年分別約為134,939,000港元及41,765,000港元。湖北標典擁有宜昌標典41%股權，而熊先生為湖北標典之控股股東。

年內本公司上述非控股股東作出之墊款已用作宜昌標典之資本支出。

管理層討論及分析

Management Discussion and Analysis

Bank Borrowings

The bank borrowings assigned RMB17,000,000 (equivalent to HK\$19,358,000) carry an interest at a variable rate, with an effective interest rate of 8.01% per annum. The remaining of the unutilised bank loan has been used up at the beginning of the year of 2018. The bank borrowings are guaranteed and pledged with several properties owned by Mr. Xiong, his spouse and certain companies held and controlled by him.

As at 31 December 2018,

- (a) the Group's aggregate amount of bank and cash balances was approximately HK\$2,297,000 (as at 31 December 2017: approximately HK\$7,069,000).
- (b) the Group's total borrowings comprised (i) amounts due to non-controlling shareholders of a subsidiary and its related parties; (ii) amount due to a shareholder of the Company; and (iii) bank borrowings, (iv) amount due to directors; (v) non-convertible bonds; and (vi) convertible bond designated at fair value thought profit or loss totalling approximately HK\$98,046,000 (as at 31 December 2017: HK\$208,059,000).
- (c) the Group's total gearing ratio was approximately 36% (as at 31 December 2017: 187%). The gearing ratio was calculated as the Group's total borrowings divided by total equity attributable to owners of the Company.
- (d) the current ratio of the Group was approximately 1.1 (as at 31 December 2017: approximately 0.3).

The management will continue to closely monitor the financial position of the Group to maintain its financial capacity.

銀行借貸

銀行借貸人民幣17,000,000元(相當於19,358,000港元)按浮動利率計息,實際利率為每年8.01%。於二零一八年初,未動用銀行貸款餘額已被完全動用。銀行借貸由熊先生、其配偶以及彼所持有及控制的若干公司所擁有的多間物業作擔保及抵押。

於二零一八年十二月三十一日,

- (a) 本集團之銀行及現金結餘總額約為2,297,000港元(於二零一七年十二月三十一日:約7,069,000港元)。
- (b) 本集團之借貸總額包括(i)應付一間附屬公司之非控股股東及其關連方款項;(ii)應付本公司股東款項;及(iii)銀行借貸;(iv)應付董事款項;(v)不可換股債券;及(vi)指定按公平值計入損益之可換股債券,合共約98,046,000港元(於二零一七年十二月三十一日:208,059,000港元)。
- (c) 本集團之總資產負債比率約為36%(於二零一七年十二月三十一日:187%)。資產負債比率按本集團之借貸總額除以本公司擁有人應佔權益總額計算。
- (d) 本集團之流動比率約為1.1(於二零一七年十二月三十一日:約0.3)。

管理層將持續密切監察本集團之財務狀況,以維持其財務實力。

管理層討論及分析

Management Discussion and Analysis

CAPITAL RAISING AND USE OF PROCEEDS

Issue of Convertible Bond

Pursuant to subscription agreements entered into by the Company on 3 May 2018, the Company issued convertible bond with aggregate principal amount of HK\$20,000,000 (“Bond”), to an individual subscriber on 4 June 2018. The Bond entitled the holder to convert them into ordinary shares of the Company at an initial conversion price of HK\$0.54 per share of the Company at any time before the two anniversary date of the initial issue date. The Bond bears interests at 10% per annum. The net proceeds of the Bond issue, after deduction of expenses, were approximately HK\$17,214,000. The net proceeds arising from the issuance of Bond were applied for general working capital of the Group.

Placing of shares under general mandate

On 21 June 2018, the Company entered into a placing agreement with Grand China Securities Limited (the “Placing Agent”) under which the Placing Agent agreed to place up to a total of 120,000,000 new ordinary shares of HK\$0.025 each (with a total nominal value of HK\$3,000,000) in the Company (the “Placing Shares”) to independent third parties on a best effort basis at a price of HK\$0.355 per Placing Share. The closing price as quoted on the Stock Exchange on 21 June 2018, being the date of the placing agreement was HK\$0.425 per share. The placing of all 111,040,000 Placing Shares to not less than six independent placees was completed on 13 July 2018 and raised net proceeds, after deducting related placing commission, professional fees and all related expenses, of approximately HK\$38,280,000 which were intended to be used for the development of the solar photovoltaic power generation and as the Group’s general working capital. According to the announcement of Change in Use of Proceeds dated 21 September 2018, because of the government policy published by National Development and Reform Commission, Ministry of Finance and National Energy Administration on 31 May 2018. The Group will no longer proceed with solar photovoltaic power generation project. The Company had resolved to apply all of the proceeds with the solar photovoltaic power generation project approximately HK\$25,000,000 towards repayment of the Company’s outstanding borrowings. As at 31 December 2018, approximately HK\$25,000,000 has been utilised for repayment of borrowings.

資金籌集及所得款項用途

發行可換股債券

根據本公司於二零一八年五月三日訂立之認購協議，本公司於二零一八年六月四日向一名個人認購人發行本金總額為20,000,000港元之可換股債券（「債券」）。債券賦予持有人權利於初步發行日期第二週年當日前任何時間按每股本公司股份0.54港元之初步兌換價將債券轉換為本公司普通股。債券按每年10%計息。債券發行之所得款項淨額（扣除開支後）約為17,214,000港元。發行債券產生之所得款項淨額已用作本集團之一般營運資金。

根據一般授權配售股份

於二零一八年六月二十一日，本公司與華業證券有限公司（「配售代理」）訂立配售協議，據此，配售代理同意按盡力基準向獨立第三方配售最多合共120,000,000股本公司每股面值為0.025港元之新普通股（總面值為3,000,000港元）（「配售股份」），價格為每股配售股份0.355港元。聯交所於二零一八年六月二十一日（即配售協議日期）所報之收市價為每股0.425港元。向不少於六名獨立承配人配售全部111,040,000股配售股份已於二零一八年七月十三日完成，並已籌集所得款項淨額（扣除有關配售佣金、專業費用及所有有關開支後）約38,280,000港元，有關金額擬用於發展太陽能光伏發電及用作本集團之一般營運資金。根據日期為二零一八年九月二十一日之更改所得款項用途公佈，鑑於國家發展和改革委員會、財政部及國家能源局於二零一八年五月三十一日發佈之政府政策，本集團將不會繼續進行太陽能光伏發電項目。本公司已議決將用作太陽能光伏發電項目之所得款項約25,000,000港元悉數用於償還本公司之尚未償還借貸。於二零一八年十二月三十一日，約25,000,000港元已用於償還借貸。

管理層討論及分析

Management Discussion and Analysis

On 11 September 2018, the Company entered into a placing agreement with ChaoShang Securities Limited (the “Placing Agent”) under which the Placing Agent agreed to place up to a total of 60,000,000 new ordinary shares of HK\$0.025 each (with a total nominal value of HK\$1,500,000) in the Company (the “Placing Shares”) to independent third parties on a best effort basis at a price of HK\$0.5 per Placing Share. The closing price as quoted on the Stock Exchange on 11 September 2018, being the date of the placing agreement was HK\$0.51 per share. The placing of all 60,000,000 Placing Shares to not less than six independent placees was completed on 2 October 2018 and raised net proceeds, after deducting related placing commission, professional fees and all related expenses, of approximately HK\$28,933,000 which were intended to be used for the expansion and development of commodities trading business and as the Group’s general working capital. As at 31 December 2018, approximately HK\$12,000,000 has been utilised for the expansion and development of commodities trading business.

Further details of the above placing were set out in the announcements of the Company dated 21 June 2018, 29 June 2018, 13 July 2018, 11 September 2018, 21 September 2018, 26 September 2018 and 2 October 2018.

Note: The number of share and share price have been adjusted pursuant to the share consolidation effective on 19 November 2018.

PLEDGE OF ASSETS

As at 31 December 2018, the Group had no pledge of assets (as at 31 December 2017: Nil).

CONTINGENT LIABILITIES

The Group had no material contingent liabilities as at 31 December 2018 (as at 31 December 2017: Nil).

於二零一八年九月十一日，本公司與潮商證券有限公司（「配售代理」）訂立配售協議，據此，配售代理同意按盡力基準向獨立第三方配售最多合共60,000,000股本公司每股面值為0.025港元之新普通股（總面值為1,500,000港元）（「配售股份」），價格為每股配售股份0.5港元。聯交所於二零一八年九月十一日（即配售協議日期）所報之收市價為每股0.51港元。向不少於六名獨立承配人配售全部60,000,000股配售股份已於二零一八年十月二日完成，並已籌集所得款項淨額（扣除有關配售佣金、專業費用及所有有關開支後）約28,933,000港元，有關金額擬用於擴張及發展商品交易業務以及用作本集團之一般營運資金。於二零一八年十二月三十一日，約12,000,000港元已用於擴張及發展商品交易業務。

有關上述配售事項之進一步詳情載於本公司日期為二零一八年六月二十一日、二零一八年六月二十九日、二零一八年七月十三日、二零一八年九月十一日、二零一八年九月二十一日、二零一八年九月二十六日及二零一八年十月二日之公佈。

附註：股份數目及股份價格已根據於二零一八年十一月十九日生效之股份合併作調整。

抵押資產

於二零一八年十二月三十一日，本集團並無任何抵押資產（於二零一七年十二月三十一日：無）。

或然負債

本集團於二零一八年十二月三十一日並無重大或然負債（於二零一七年十二月三十一日：無）。

管理層討論及分析

Management Discussion and Analysis

PROSPECT

In the backdrop of the market uncertainties by the US-China trade war from 2018, the Group will face number of challenges ahead. The management of the Group will embrace those challenges and will continue to optimise the operation efficiency in all Group's current business segments, in particular emphasizing the development of the leasing business of steel support axial force servo system launched in 2018, and the newly developed chemical commodity trading business in the first quarter of 2019 for developing the services of commodities network step by step.

Meanwhile, the Group will look for new potential growth opportunities in a very diligent manner through merger & acquisition, business integration and expansion in order to sustain the growth and profitability of the Group.

EVENTS AFTER REPORTING PERIOD

Capital contribution on Yichang Biaodian Natural Gas Utilization Co., Ltd.

On 4 January 2019, Hong Kong Global Billion Access Investments Limited, an indirect wholly-owned subsidiary of the Company, entered into the Capital Contribution Agreement with 湖北標典天然氣有限公司 (Hubei Biaodian Natural Gas Co., Ltd.*) ("Hubei Biaodian") and the Subscribers pursuant to which the Subscribers agreed to make capital contribution in the aggregate amount of RMB134,695,000 (as to RMB13,475,000 by Mr. Li Wanqing, RMB67,347,500 by 宜昌地鉑港能源有限公司 (Yichang Platinum Port Energy Co., Ltd.*) ("Yichang Platinum") and RMB53,872,500 by 宜昌美岩能源有限公司 (Yichang Meiyang Energy Co., Ltd.*) ("Yichang Meiyang")) into 宜昌市標典天然氣利用有限公司 (Yichang Biaodian Natural Gas Utilization Co., Ltd.*) ("Yichang Biaodian"). Upon completion, the Group's interest in Yichang Biaodian will be diluted from 49% to 25%. However, it remains as a subsidiary of the Group as the Directors concluded that the Group has a sufficiently dominant voting interest to direct the relevant activities of Yichang Biaodian under the new agreements with the shareholders and therefore the Group has control over Yichang Biaodian. Further details regarding the transaction are set out in the Company's announcement dated 4 January 2019.

展望

在二零一八年中美貿易戰展開，市場氣氛不明朗的背景，本集團未來將面臨諸多挑戰。本集團管理層將迎接該等挑戰並將繼續改善本集團所有當前業務分類的營運效率，尤其是著重發展於二零一八年度開展鋼支撐軸力伺服系統之租賃業務，以及於二零一九年第一季新開拓之化工商品貿易業務，逐步推進商品物聯網服務。

同時，本集團將嚴謹地透過併購、業務合併及擴張尋求新的潛在增長機會，以維持本集團之增長及盈利能力。

報告期間後事項

向宜昌市標典天然氣利用有限公司出資

於二零一九年一月四日，本公司之間接全資附屬公司香港環球進億投資有限公司與湖北標典天然氣有限公司（「湖北標典」）及認購人訂立出資協議，據此，認購人同意向宜昌市標典天然氣利用有限公司（「宜昌標典」）出資總金額人民幣134,695,000元（李萬清先生、宜昌地鉑港能源有限公司（「宜昌地鉑」）及宜昌美岩能源有限公司（「宜昌美岩」）分別出資人民幣13,475,000元、人民幣67,347,500元及人民幣53,872,500元）。於完成後，本集團於宜昌標典之權益將由49%攤薄至25%。然而，其仍為本集團之附屬公司，原因為董事之結論為根據與股東訂立之新協議，本集團擁有足夠主導投票權益以指示宜昌標典之相關活動，因此，本集團對宜昌標典擁有控制權。有關該交易之進一步詳情載於本公司日期為二零一九年一月四日之公佈。

管理層討論及分析

Management Discussion and Analysis

Exploring new product on Commodities Trading business

On 22 February 2019, Zhejiang Free Trade Zone Anzhu Energy Co., Ltd* (“Zhejiang Anzhu”), a wholly-owned subsidiary of the Company, entered into a purchasing contract with 中化石化銷售有限公司 (China Petrochemical Sales Co., Ltd.*) (“China Petrochemical”), pursuant to which Zhejiang Anzhu has agreed to sell and China Petrochemical has agreed to purchase 12,000 tonnes of methanol at the consideration of RMB29,430,000. Further details regarding the transaction are set out in the Company’s announcement dated 27 February 2019.

* The English translation of Chinese names of the entities are included for information purpose only, and should not be regarded as the official translation of such Chinese names.

EXPOSURE TO EXCHANGE RATE FLUCTUATIONS

The Group’s foreign currency exposure is limited as most of its transactions, assets and liabilities are denominated in Hong Kong dollars and Renminbi.

HUMAN RESOURCES AND REMUNERATION POLICY

As at 31 December 2018, the Group employed 50 staff members (2017: 42 staff). Remuneration is determined with reference to market terms and the performance, qualifications and experience of the individual employee. Remuneration includes monthly salaries, performance-linked bonuses, retirement benefits schemes and other benefits such as medical scheme and share option scheme. The Group’s remuneration policies and packages are reviewed by management on regular basis. The Company has established a Human Resources and Remuneration Committee. The Directors’ emoluments are determined with reference to Directors’ duties, responsibilities and the operating performance of the Group.

開拓商品貿易業務之新產品

於二零一九年二月二十二日，本公司之全資附屬公司浙江自貿區安鑄能源有限公司（「浙江安鑄」）與中化石化銷售有限公司（「中化石銷」）訂立購買合約，據此，浙江安鑄已同意出售，而中化石銷已同意以代價人民幣29,430,000元購買12,000噸甲醇。有關交易之進一步詳情載於本公司日期為二零一九年二月二十七日之公佈。

匯率波動風險

由於本集團大部份交易、資產及負債均以港元及人民幣計值，因此本集團的外匯風險有限。

人力資源及薪酬政策

於二零一八年十二月三十一日，本集團僱用50名僱員（二零一七年：42名僱員）。本集團參考市場條款，並按照個別僱員本身的表現、資歷及經驗釐定其薪酬。薪酬包括月薪、業績花紅、退休福利計劃以及醫療計劃及購股權計劃等其他福利。管理層會定期審閱本集團之薪酬政策及福利組合。本公司已成立人力資源及薪酬委員會。董事薪酬乃參照董事的職務、職責及本集團的營運表現而釐定。

董事及高級管理層的履歷

Biographical Details of Directors and Senior Management

EXECUTIVE DIRECTORS

Mr. Cheung Tuen Ting (Chief Executive Officer)

Mr. Cheung Tuen Ting (“Mr. Cheung”), aged 37, has been the executive Director since 26 July 2017. Mr. Cheung obtained a bachelor of commerce degree majoring in accounting and finance from Deakin University Australia in 2007. Mr. Cheung also was the director of Panamax Aktiengesellschaft, a company listed on the Frankfurt Stock Exchange, from June 2016 to June 2017. Prior to that, Mr. Cheung also was a financial planning manager at Bank of China from July 2010 to March 2012, a financial consultant at Convoy Financial Services Limited from July 2007 to October 2009 and a financial planning manager at Ftlife Insurance Company Limited from September 2012 to February 2019.

Mr. Wu Guoming

Mr. Wu Guoming (“Mr. Wu”), aged 54, has been the executive Director since 30 April 2018. He holds a degree in Business Management from Wuhan University, a degree in Civil Engineering from China University of Petroleum and a degree in Economic Management from Shanghai Jiao Tong University. Mr. Wu was the engineering manager and the deputy general manager at Shanghai Guangda Construction Decoration Engineering Company* (上海光大建築裝飾工程公司). Since 2001, Mr. Wu has been the general manager and the chairman of Shanghai Guangda Basic Engineering Co., Ltd (上海廣大基礎工程有限公司). Furthermore, Mr. Wu is the director of China Civil Engineering Society (中國土木工程學會) and a construction technology committee member of Chinese Institution of Soil Mechanics and Geotechnical Engineering – China Civil Engineering Society (中國土木工程學會土力學及岩土工程分會). Mr. Wu has vast experience in business management and construction business development.

執行董事

張端亭先生 (行政總裁)

張端亭先生(「張先生」)，三十七歲，自二零一七年七月二十六日擔任執行董事。張先生於二零零七年於澳洲迪肯大學(Deakin University)獲得商學士學位，主修會計學及金融學。由二零一六年六月至二零一七年六月，張先生亦於Panamax Aktiengesellschaft (在法蘭克福證券交易所上市的公司)出任董事。在此之前，張先生亦由二零一零年七月至二零一二年三月於中國銀行擔任財務策劃經理，由二零零七年七月至二零零九年十月於康宏理財服務有限公司擔任財務顧問，及由二零一二年九月至二零一九年二月於富通保險有限公司擔任財務策劃經理。

吳國明先生

吳國明先生(「吳先生」)，五十四歲，持有武漢大學工商管理學位、中國石油大學土木工程學位及上海交通大學經濟管理學位。吳先生曾為上海光大建築裝飾工程公司之工程經理及副總經理。自二零零一年起，吳先生一直擔任上海廣大基礎工程有限公司之總經理兼主席。此外，吳先生為中國土木工程學會之理事及中國土木工程學會土力學及岩土工程分會之施工技術專業委員會委員。吳先生於業務管理及建築業務發展方面擁有豐富經驗。

董事及高級管理層的履歷

Biographical Details of Directors and Senior Management

Mr. Long Wenming

Mr. Long Wenming (“Mr. Long”), aged 55, has been the executive Director since 8 January 2018. Mr. Long holds a Bachelor’s Degree in Power and Automation Engineering from Tianjin University and a Master’s Degree in Engineering from the Electric Power Research Institute of the Ministry of Power Industry of the People’s Republic of China. Mr. Long is currently the executive managing director at Hefei Boshijie Power Technology Co., Ltd.* (合肥博世傑電力技術有限公司). He had previously served as a chief economist of the state grid department at State Electric Power Corporation* (國家電力公司) and a chief economist and the supervisor of the planning department of State Power Grid Development Co., Ltd.* (中國電網建設有限公司). Mr. Long also served as the supervisor of the planning department of State Power Grid Development Main Co., Ltd.* (中國電網建設總公司). Furthermore, Mr. Long was the general manager of Anhui Power Electric Development Company* (安徽力源電力發展公司) and the deputy director, director, senior engineer and office supervisor at Anhui Province Electric Power Industry Bureau* (安徽省電力工業局). Mr. Long has vast experience in the design and operation of power systems, planning of new energy power stations and power planning of microgrid. He is also experienced in systems development, application and coordination of power systems and project development.

龍文明先生

龍文明先生(「龍先生」)，五十五歲，自二零一八年一月八日起擔任執行董事。龍先生持有天津大學電力及自動化工程學士學位及中華人民共和國電力工業部電力科學研究院工學碩士學位。龍先生現時為合肥博世傑電力技術有限公司之執行董事總經理。彼先前曾擔任國家電力公司之首席經濟師及中國電網建設有限公司之首席經濟師及規劃部總監。龍先生亦曾擔任中國電網建設總公司之規劃部總監。此外，龍先生曾為安徽力源電力發展公司之總經理及安徽省電力工業局之副總監、總監、高級工程師及辦公室主任。龍先生於設計及操作電力系統、規劃新能源發電站及微型電網之能源規劃方面擁有豐富經驗。彼亦於電力系統之系統開發、應用及協調以及項目開發方面擁有經驗。

董事及高級管理層的履歷

Biographical Details of Directors and Senior Management

Mr. Chen Hualiang

Mr. Chen Hualiang ("Mr. Chen"), aged 49, has been the executive Director since 8 January 2018. Mr. Chen holds a Bachelor's Degree in Metal Materials Engineering from Jilin University and a Master of Business Administration Degree from The University of North Alabama. Mr. Chen had previously served as an investment vice president at Jiangsu Hengtong Investment Holdings Limited* (江蘇亨通投資控股有限公司). He was the vice president of operations of Youngy Investment Holding Group Co., Ltd.. Mr. Chen also served as the administrative deputy general manager, the foreign trade headquarters operations deputy general manager and the merchandising centre director of Ningbo Ruifu Industry Group Co., Ltd.* (寧波瑞孚工業集團有限公司). Furthermore, he was the general manager of Wenzhou Weldstone Welding Equipment Co., Ltd.* (溫州韋爾斯通焊接技術有限公司) and Changzhou ZAP Welding Equipment Co., Ltd.* (常州德而比焊接設備有限公司). Mr. Chen was the chief operating officer of ECOVACS Electrical Co., Ltd.. He was the general manager of Soundway Plastic Packaging (Shanghai) Company Limited* (聲威塑膠包裝(上海)有限公司). Moreover, Mr. Chen was also employed by Gongli Electronic Industrial (Suzhou) Co., Ltd.* (共立電子工業(蘇州)有限公司) as a manufacturing and project manager deputy. Mr. Chen has extensive experience in industrial management, strategic management and investment management. He is also familiar with the energy industry and is experienced in the organisation and implementation of the industrial financial business in energy-related projects investment.

陳華良先生

陳華良先生(「陳先生」)，四十九歲，自二零一八年一月八日起擔任執行董事。陳先生持有吉林大學金屬材料工程學士學位及北阿拉巴馬大學工商管理碩士學位。陳先生先前曾於江蘇亨通投資控股有限公司擔任投資副總裁。彼曾為融捷投資控股集團有限公司之營運副總裁。陳先生亦曾擔任寧波瑞孚工業集團有限公司之行政副總經理、外貿總部營運副總經理及採購中心總監。此外，彼曾為溫州威爾斯通焊接技術有限公司及常州德而比焊接設備有限公司之總經理。陳先生曾為科沃斯電器有限公司之首席營運官。彼曾為聲威塑膠包裝(上海)有限公司之總經理。此外，陳先生亦曾於共立電子工業(蘇州)有限公司出任代理製造及項目經理。陳先生於產業經營、戰略管理及投資管理方面擁有豐富經驗。彼亦熟悉能源行業，並於組織及進行能源相關項目投資之產業金融業務方面擁有經驗。

董事及高級管理層的履歷

Biographical Details of Directors and Senior Management

Mr. Han Leiping

Mr. Han Leiping (“Mr. Han”), aged 38, has been the executive Director since 8 January 2018. Mr. Han holds a Bachelor’s Degree in Finance from Tianjin Institute of Finance & Economics and a Master’s Degree in Science in the Social Sciences in Accounting and Management Science from the University of Southampton. He is currently the executive director of Beijing Zhongdian Ronglian New Energy Technology Company Limited* (北京中電融聯新能源科技有限公司). Mr. Han had previously served as the general manager of Beijing Star Harvest Era Investments Limited* (北京星豐時代投資有限公司). He was the financial manager of Financial Street Holdings Co., Ltd (stock code: 000402), a company listed on the Shenzhen Stock Exchange. Mr. Han was also the financial and forex manager of the Bank of Communications (Qingdao branch). Mr. Han has extensive experience in strategic cooperation and project management. He is also familiar with the application of energy in different settings, and is experienced in project development and platform construction, coordination of new energy power station and resource integration of microgrid.

韓磊平先生

韓磊平先生(「韓先生」)，三十八歲，自二零一八年一月八日起擔任執行董事。韓先生持有天津財經學院金融學士學位及南安普敦大學會計及管理科學社會科學理學碩士學位。彼現時為北京中電融聯新能源科技有限公司之執行董事。韓先生先前曾擔任北京星豐時代投資有限公司之總經理。彼曾為金融街控股股份有限公司(股份代號：000402，一間於深圳證券交易所上市之公司)之財務經理。韓先生亦曾為交通銀行(青島分行)之財務及外匯經理。韓先生於戰略合作及項目管理方面擁有豐富經驗。彼亦熟悉在不同環境中之能源應用，並於項目開發及平台建設、新能源發電站之協調及微型電網之資源整合方面擁有經驗。

INDEPENDENT NON-EXECUTIVE DIRECTORS

Ms. Kwan Sin Yee

Ms. Kwan Sin Yee (“Ms. Kwan”), aged 56, has been the independent non-executive Director since 16 October 2014. Ms. Kwan has been in the financial sector for decades, being an enterprise planner and senior investment consultant, she is an expert in interpersonal communications. She has a wide network in the field having taken part as senior manager in many companies. During her time she had been the executive of various companies. Ms. Kwan is the director and chief executive officer of Roots Management Co. Ltd., an executive wealth management services company in Hong Kong. Ms. Kwan is the Chairman & Managing Director of Man Lap International Sports Group, establishes Inter Academy Hong Kong, focuses on internationalisation of football and other sports, promotes “sports for all” and sports culture. Ms. Kwan is devoted in charity; she is currently the committee member and vice-president of the examination committee of the Hong Kong CU Movement Charity Fund.

獨立非執行董事

關倩兒女士

關倩兒女士(「關女士」)，五十六歲，自二零一四年十月十六日起擔任獨立非執行董事。關女士在金融財富界多年，身為企業策劃及高級投融顧問，善於人際溝通，是一名資深理財策劃師，累積了不少理財、企業策劃經驗。期間她為多間公司的高管，並建立了廣泛金融領域人脈。關女士為企業策劃管理服務公司滙智策略管理有限公司之董事兼行政總裁。期間她為多間公司的管理人員，並建立了廣泛金融領域關係網。關女士亦是萬立國際體育集團主席兼董事總經理，成立香港國際米蘭青訓學院，主力推動本地足球與體育運動邁向國際化，提倡全民運動，推動體育文化。關女士亦致力於公益活動，現時為香港儲運慈善基金委員會成員及考評委員會副主席。

董事及高級管理層的履歷

Biographical Details of Directors and Senior Management

Mr. Leung Oh Man, Martin

Mr. Leung Oh Man, Martin (“Mr. Leung”), aged 38, has been the independent non-executive Director since 16 October 2014. Mr. Leung has been serving as an independent non-executive director of KNT Holdings Limited (a company listed on the Main Board of the Stock Exchange, stock code: 1025) since 31 January 2019. Mr. Leung holds a Bachelor’s Degree of Commerce in Accounting and Finance from the University of Toronto in Canada. Mr. Leung is the general manager of TL Property Consultants International Ltd. (“TLP”), a consultancy group principally engaged in asset management of real estate sector. Prior to joining TLP, he had worked at a multinational accounting and auditing firm for about 8 years. Mr. Leung is a member of the Hong Kong Institute of Certified Public Accountants and the Hong Kong Institute of Surveyors.

Mr. Sun Zhi Jun

Mr. Sun Zhi Jun (“Mr. Sun”), aged 51, has been an independent non-executive Director since 24 August 2015. Mr. Sun graduated from Shanghai Medical Instrumentation College in the PRC in 1988. Mr. Sun currently serves as Director of Strategy and Business Development for Deep Voxel Intelligent Technology (Shanghai) Co., Ltd.* (邃藍智能科技(上海)有限公司), a company specializing in artificial intelligence development in the medical field in PRC.

Ms. Huang Yu Jun

Ms. Huang Yu Jun (“Ms. Huang”), aged 61, has been an independent non-executive Director since 24 August 2015. She was a financial manager of a branch office of Shanghai Electric International Economic & Trading Co., Ltd. (上海電氣國際經濟貿易有限公司), a subsidiary of Shanghai Electric Group Company Limited (stock code: 2727, a company listed on the Main Board of the Stock Exchange). Ms. Huang obtained a certificate of accounting profession from Ministry of Finance in the PRC. In 2005, she graduated from Shanghai TV University (now known as Shanghai Open University) in the PRC with a professional certificate in business administration.

梁傲文先生

梁傲文先生(「梁先生」),三十八歲,自二零一四年十月十六日起擔任獨立非執行董事。梁先生於二零一九年一月三十一日起擔任為嘉藝控股有限公司(聯交所主板上市公司,股份代號:1025)獨立非執行董事。梁先生持有加拿大多倫多大學會計及財務學商學士學位。梁先生為置梁行房地產顧問國際有限公司(「置梁行」)的總經理,置梁行為一家房地產顧問集團,主要從事資產管理。加入置梁行前,彼曾在一家跨國會計及核數公司工作約8年。梁先生為香港會計師公會及香港測量師學會之會員。

孫志軍先生

孫志軍先生(「孫先生」),五十一歲,自二零一五年八月二十四日起擔任獨立非執行董事。孫先生於一九八八年畢業於中國上海醫療器械高等專科學校。孫先生目前擔任邃藍智能科技(上海)有限公司(一間於中國專注於醫療領域人工智能開發的公司)之戰略和業務發展董事。

黃玉君女士

黃玉君女士(「黃女士」),六十一歲,自二零一五年八月二十四日起為獨立非執行董事,彼目前為上海電氣集團股份有限公司(一間於聯交所主板上市之公司(股份代號:2727))之一間附屬公司上海電氣國際經濟貿易有限公司分公司之財務經理。黃女士自中國財政部獲得會計專業證書。於二零零五年,彼畢業於中國上海電視大學(現稱上海開放大學),取得企業管理專業證書。

董事及高級管理層的履歷

Biographical Details of Directors and Senior Management

COMPANY SECRETARY

Mr. Chan Hank, Daniel

Mr. Chan Hank Daniel (“Mr. Chan”) has been appointed as the Company Secretary since 7 October 2016. Mr. Chan obtained his Bachelor of Laws and Bachelor of Commerce from Macquarie University, Australia in 2000. He is a practising solicitor and was admitted as a solicitor in Hong Kong in 2003. Mr. Chan is the company secretary of GT Steel Construction Group Limited (a company listed on GEM of the Stock Exchange, stock code: 8402) and Tech Pro Technology Development Limited (a company listed on Main Board of the Stock Exchange, stock code: 3823) since March 2017 and January 2019 respectively.

SENIOR MANAGEMENT

Mr. Nip Chi Kin

Mr. Nip Chi Kin (“Mr. Nip”), aged 38, is the Financial Controller of the Group since June 2019. He had 18 years’ experience in auditing, accounting and financial field.

公司秘書

陳恒先生

陳恒先生（「陳先生」）已獲委任為公司秘書自二零一六年十月七日起生效。陳先生於二零零零年取得澳洲麥覺理大學法學學士學位及商業學士學位。彼為一名執業律師並於二零零三年於香港取得律師資格。彼亦二零一七年三月及二零一九年一月分別在GT Steel Construction Group Limited（聯交所GEM上市公司，股份代號：8402）及德普科技發展有限公司（聯交所主板上市公司，股份代號：3823）擔任公司秘書。

高級管理層

聶志堅先生

聶志堅先生（「聶先生」），三十八歲，自二零一八年六月擔任本公司財務總監。彼於審計、會計及財務方面擁有十八年的經驗。

董事報告

Report of the Directors

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

PRINCIPAL ACTIVITIES

The Company is an investment holding company. The principal activities of its subsidiaries are set out in note 24 to the consolidated financial statements.

BUSINESS REVIEW

Business review of the Group is set out in the paragraph headed “Management Discussion and Analysis” of this annual report.

RESULTS

The results of the Group for the year ended 31 December 2018 are set out in the consolidated statement of profit or loss and other comprehensive income on pages 58 and 59.

PROPERTY, PLANT AND EQUIPMENT

Details of the movements during the year in property, plant and equipment of the Group are set out in note 20 to the consolidated financial statements.

SHARE CAPITAL

Details of the movements in the share capital of the Company during the reporting period are set out in note 40 to the consolidated financial statements.

董事謹提呈彼等截至二零一八年十二月三十一日止年度之年報及經審核綜合財務報表。

主要業務

本公司為一間投資控股公司。其附屬公司之主要業務載於綜合財務報表附註24。

業務回顧

本集團業務回顧載於本年報「管理層討論及分析」一段。

業績

本集團截至二零一八年十二月三十一日止年度之業績載於第58至59頁之綜合損益及其他全面益表內。

物業、廠房及設備

本集團於年內有關物業、廠房及設備之變動詳情載於綜合財務報表附註20。

股本

報告期內本公司之股本變動詳情載於綜合財務報表附註40。

董事報告

Report of the Directors

DISTRIBUTABLE RESERVE OF THE COMPANY

The share premium of the Company is available for paying distributions or dividends to its shareholders subject to the provisions of its Memorandum and Articles of Association and provided that immediately following the distribution or dividend payment the Company is able to pay its debts as they fall due in the ordinary course of business. In accordance with the Company's Articles of Association, dividends can be distributed out of the profits, special reserve and share premium of the Company. The Company's reserve available for distribution to its shareholders as at 31 December 2018 amounted to approximately HK\$99,211,000 (2017: HK\$95,383,000).

DIRECTORS

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

Executive Directors:

Mr. Cheung Tuen Ting, *Chief Executive Officer*
Mr. Wu Guoming
(appointed on 30 April 2018)
Mr. Long Wenming (appointed on 8 January 2018)
Mr. Chen Hualiang (appointed on 8 January 2018)
Mr. Han Leiping (appointed on 8 January 2018)
Mr. Weng Lin Lei (resigned on 19 April 2018)
Mr. Wei Yuetong
(re-appointed on 5 February 2018 and resigned on 6 June 2018)

Independent non-executive Directors:

Ms. Kwan Sin Yee
Mr. Leung Oh Man, Martin
Mr. Sun Zhi Jun
Ms. Huang Yu Jun

本公司之可分派儲備

本公司可撥充股份溢價以向其股東派發分派或股息，惟須受本公司組織章程大綱及章程細則之條款限制，及緊隨派發分派或股息後，本公司能償還日常業務過程中到期債項，方可作實。遵照本公司之組織章程細則，本公司可撥充溢利、特別儲備及股份溢價以派發股息。於二零一八年十二月三十一日，本公司可供分派予其股東之儲備約為99,211,000港元（二零一七年：95,383,000港元）。

董事

年內及截至本報告刊發日期止，董事為：

執行董事：

張端亭先生，*行政總裁*
吳國明先生
(於二零一八年四月三十日獲委任)
龍文明先生 (於二零一八年一月八日獲委任)
陳華良先生 (於二零一八年一月八日獲委任)
韓磊平先生 (於二零一八年一月八日獲委任)
翁凜磊先生 (於二零一八年四月十九日辭任)
魏月童先生
(於二零一八年二月五日獲重新委任，並於二零一八年六月六日辭任)

獨立非執行董事：

關倩兒女士
梁傲文先生
孫志軍先生
黃玉君女士

董事報告

Report of the Directors

In accordance with the provisions of the Company's Articles of Association, Mr. Wu Guoming, Mr. Chen Hualiang, Ms. Kwan Sin Yee and Ms. Huang Yujun will retire by rotation at the forthcoming annual general meeting and, being eligible, offer themselves for re-election.

No director has a service contract which is not determinable by the Group within one year without payment of compensation (other than statutory compensation).

Each of the independent non-executive Directors has a service contract with the Company for a term of one year commencing on the date of their respective appointment but is subject to retirement by rotation and re-election at an annual general meeting of the Company in accordance with the Articles of Association of the Company.

DIRECTORS' INTERESTS IN TRANSACTIONS, ARRANGEMENTS OR CONTRACTS

Save as disclosed under the section titled "Connected Transactions" below, no Director or connected entity of a Director had a material interest, either directly or indirectly, in any transactions, arrangements or contracts of significance to the business of the Group to which the holding company of the Company, or any of the Company's subsidiaries or fellow subsidiaries was a party during the year.

DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURE OF THE COMPANY OR ITS ASSOCIATED CORPORATIONS

As at 31 December 2018, the interests and short positions of each Director and chief executive in the shares, underlying shares and debentures of the Company or any of its associated corporation (within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO")) which were recorded in the register required to be kept by the Company pursuant to Section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to the required standard of dealings by the Directors as referred to in Rule 5.46 of GEM Listing Rules were as follows:

根據本公司組織章程細則之條文，吳國明先生、陳華良先生、關倩兒女士及黃玉君女士將於應屆股東週年大會退任並符合資格重選連任。

董事概無訂立任何本集團不能於一年內毋須作出補償（法定補償除外）而終止之服務合約。

獨立非執行董事各自與本公司訂立服務合約，年期自各自獲委任之日起為期一年，惟須根據本公司組織章程細則於本公司股東週年大會輪值退任及膺選連任。

董事於交易、安排或合約之權益

除下文「關連交易」一節中所披露者外，概無董事或董事之關連實體於本公司之控股公司或本公司任何附屬公司或同系附屬公司於年內所訂立對本集團業務而言屬重大之任何交易、安排或合約中直接或間接擁有重大權益。

董事及最高行政人員於本公司或其相聯法團的股份、相關股份及債券之權益及淡倉

於二零一八年十二月三十一日，董事及最高行政人員各自於本公司或任何其相聯法團（定義見證券及期貨條例（「證券及期貨條例」）第XV部）之股份、相關股份及債券中擁有的記錄於本公司根據證券及期貨條例第352條須予存置之登記冊，或根據GEM上市規則第5.46條所述董事進行買賣之準則規定須另行知會本公司及聯交所權益及淡倉如下：

董事報告

Report of the Directors

DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURE OF THE COMPANY OR ITS ASSOCIATED CORPORATIONS (Continued)

董事及最高行政人員於本公司或其相聯法團的股份、相關股份及債券之權益及淡倉(續)

Interests in the Company

於本公司之權益

The table below sets out the aggregate long positions in the shares, underlying shares and debentures of the Company held by the Directors and chief executives of the Company:

下表載列本公司董事及最高行政人員所持本公司股份、相關股份及債券之好倉總額：

Directors/chief executive	Corporate interests	Number of underlying shares held under equity derivatives 根據權益衍生工具持有之相關股份數目	Total interests 總權益	Long (L) or short (S) position 好倉(L)或淡倉(S)	Percentage of interests 權益百分比
董事／最高行政人員	公司權益				
Mr. Cheung Tuen Ting 張端亭先生	56,000,000	6,000,000 (Note) (附註)	62,000,000	L	4.76%
Mr. Wu Guoming 吳國明先生	137,200,000	6,000,000 (Note) (附註)	143,200,000	L	10.99%
Mr. Long Wenming 龍文明先生	-	4,000,000 (Note) (附註)	4,000,000	L	0.31%
Mr. Chen Hualiang 陳華良先生	-	4,000,000 (Note) (附註)	4,000,000	L	0.31%

董事報告

Report of the Directors

DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURE OF THE COMPANY OR ITS ASSOCIATED CORPORATIONS (Continued)

董事及最高行政人員於本公司或其相聯法團的股份、相關股份及債券之權益及淡倉(續)

Directors/chief executive	Corporate interests	Number of underlying shares held under equity derivatives 根據權益衍生工具持有之 相關股份數目	Total interests	Long (L) or short (S) position	Percentage of interests
董事/最高行政人員	公司權益		總權益	好倉(L)或淡倉(S)	權益百分比
Mr. Han Leiping	-	4,000,000	4,000,000 (Note)	L	0.31%
韓磊平先生			(附註)		
Ms. Kwan Sin Yee	-	600,000	600,000 (Note)	L	0.05%
關倩兒女士			(附註)		
Mr. Leung Oh Man Martin	-	600,000	600,000 (Note)	L	0.05%
梁傲文先生			(附註)		
Ms. Huang Yu Jun	-	600,000	600,000 (Note)	L	0.05%
黃玉君女士			(附註)		
Mr. Sun Zhi Jun	-	600,000	600,000 (Note)	L	0.05%
孫志軍先生			(附註)		

L: Long position

L: 好倉

Note: These interests represented the interests in underlying shares in respect of the share options granted by the Company to the directors.

附註: 該等權益指就本公司授予董事之購股權而於相關股份之權益。

DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURE OF THE COMPANY OR ITS ASSOCIATED CORPORATIONS *(Continued)*

Save as disclosed above, as at 31 December 2018, none of the Directors or chief executive of the Company had any interests or short positions in the shares, underlying shares or debentures of the Company or any of its associated corporations (as defined in Part XV of the SFO) as recorded in the register required to be kept by the Company under Section 352 of the SFO, or as otherwise notified to the Company and the Exchange pursuant to the required standard of dealings by the Directors as referred to in Rule 5.46 of GEM Listing Rules.

董事及最高行政人員於本公司或其相聯法團的股份、相關股份及債券之權益及淡倉 *(續)*

除上文所披露者外，於二零一八年十二月三十一日，按本公司根據證券及期貨條例第352條須予存置之登記冊記錄所示，或根據GEM上市規則第5.46條有關董事進行買賣之準則規定向本公司及交易所另行作出之通知，本公司董事或最高行政人員概無在本公司或其相聯法團（定義見證券及期貨條例第XV部）之股份、相關股份或債券中擁有任何權益或淡倉。

董事報告

Report of the Directors

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

主要股東及其他人士於本公司股份及相關股份之權益及淡倉

As at 31 December 2018, other than the interests and short positions of the Directors disclosed above, the following person (not being a Director or chief executive of the Company) had interests or short positions in the share or underlying shares of the Company as recorded in the register required to be kept by the Company under Section 336 of the SFO:

於二零一八年十二月三十一日，根據證券及期貨條例第336條規定本公司須予存置之登記冊所記錄，除上文披露之董事權益及淡倉外，下列人士（並非本公司董事或最高行政人員）於本公司之股份或相關股份中擁有權益或淡倉：

Name of shareholder 股東姓名／名稱	Number of shares held, capacity and nature of interest 所持股份數目、身份及權益性質			Approximate percentage of the issued share capital 佔已發行股本 概約百分比
	Directly beneficially owned 直接實益擁有	Through controlled corporation 透過受控制法團	Total 總額	
Hong Kong Hao Yue International Trading Co., Limited 香港顯越國際貿易有限公司	223,200,000 (L) (Note) (附註)	-	223,200,000 (L)	17.12%
Mr. Zhang Hai Ping 張海平先生	-	223,200,000 (L) (Note) (附註)	223,200,000 (L)	17.12%
Mr. Wu Guoming 吳國明先生	137,200,000 (L)	-	137,200,000 (L)	10.53%
L: Long position		L: 好倉		
Note: Hong Kong Hao Yue International Trading Co., Limited is wholly-owned by Mr. Zhang Hai Ping.		附註：香港顯越國際貿易有限公司由張海平先生全資擁有。		

Save as disclosed above, none of the substantial shareholders or other (other than Directors and chief executive of the Company) person had any interest or short position in the shares or underlying shares of the Company according to the register required to be kept by the Company under Section 336 of the SFO as at 31 December 2018.

除上文所披露者外，於二零一八年十二月三十一日，按本公司根據證券及期貨條例第336條須予存置之登記冊記錄所示，主要股東或其他人士（本公司董事及最高行政人員除外）並無擁有本公司股份或相關股份之權益或淡倉。

CONVERTIBLE BOND

On 3 May 2018, the Company and Mr. Lo Hou On (the “Subscriber”) entered into a subscription agreement, according to which the Company agreed to issue, and the Subscriber agreed to subscribe for in principal amount of HK\$20,000,000 with interest rate of 10% per annum, convertible bond due 2020.

The Convertible Bond are convertible into shares at the initial conversion price of HK\$0.54 per conversion share at the option of the holder thereof, at any time on or before the issue date up to the 4:00 p.m. on the prior to the maturity date. There was no conversion of the convertible bond as at the date of this annual report. The Company will redeem each Convertible Bond on the maturity date at its principal amount together with accrued and unpaid interest thereon. The issue of Convertible Bond were completed on 4 June 2018. Upon full conversion of the outstanding Convertible Bond, the Company may issue 37,037,037 shares, adding the issued shares of the Company to 1,340,477,037 shares. Details of the Convertible Bond during the year are set out in note 37 to the consolidated financial statements.

SHARE OPTION SCHEME AND DIRECTORS’ RIGHTS TO ACQUIRE SHARES OR DEBENTURES

On 30 November 2012, the Company adopted a share option scheme (the “Scheme”). As at 31 December 2018, 58,600,000 option has been granted by the Company under the Scheme. Particulars of the Scheme are set out in note 41 to the consolidated financial statements.

可換股債券

於二零一八年五月三日，本公司與勞後安先生（「認購人」）訂立認購協議，據此，本公司同意發行而認購人同意認購本金額為20,000,000港元及年利率為10%的可換股債券，有關可換股債券於二零二零年到期。

可換股債券可按每股換股股份0.54港元的初步換股價格轉換為股份，並基於持有人的選擇，於發行日當日至到期日當日下午四時為止內任何時間予以行使換股權。於本年報日期，概無轉換可換股債券。本公司將於到期日時按其本金額連同應計及未付利息贖回各份可換股債券。發行可換股債券於二零一八年六月四日完成。尚未轉換的可換股債券倘全數轉換後，本公司可發行37,037,037股股份，本公司已發行股份數目將增加至1,340,477,037股。有關年內可換股債券的詳情載於綜合財務報表附註37。

購股權計劃及董事購買股份或債券之權利

於二零一二年十一月三十日，本公司採納一項購股權計劃（「該計劃」）。於二零一八年十二月三十一日，本公司根據該計劃授出58,600,000份購股權。該計劃的詳情載於綜合財務報表附註41。

SHARE OPTION SCHEME AND DIRECTORS' RIGHTS TO ACQUIRE SHARES OR DEBENTURES (Continued)

The purpose of the Scheme is to attract and to retain quality personnel and other persons and to provide them with incentive to contribute to the business and operation of the Group. Under the Scheme, the Directors may grant options to any eligible persons of the Group, including (i) any director, employee or consultant of the Company, a subsidiary or an affiliate; or (ii) any discretionary trust whose discretionary objects include any director, employee or consultant of the Company, a subsidiary or an affiliate; or (iii) a company beneficially owned by any director, employee or consultant of the Company, a subsidiary or an affiliate; or (iv) any person or entity whose service to the Group or business with the Group contribute or is expected to contribute to the business or operation of the Group as may be determined by the Directors from time to time, to subscribe for shares of the Company. Options granted are exercisable for a period (up to ten years from the date of grant of the option) as decided by the Board.

The exercise price (subject to adjustment as provided therein) of the option under the Scheme is equal to the highest of (i) the nominal value of share; (ii) the closing price per share as stated in the Stock Exchange's daily quotation sheet on the date of grant of the option, which must be a business day and (iii) the average closing price per share as stated in the Stock Exchange's daily quotation sheet for the five business days immediately preceding the date of grant. The maximum number of shares in respect of which the options may be granted under the Scheme shall not exceed 10% of the issued share capital of the Company at the date of Shareholders' approval of the Scheme. However, the total maximum number of shares which may be issued upon exercise of all outstanding share options must not exceed 30% of the issued share capital of the Company from time to time. The number of shares in respect of which options may be granted to any one grantee in any 12-month period is not permitted to exceed 1% of the shares of the Company in issue on the last date of such 12-month period from time to time, without prior approval obtained from the Company's shareholders.

購股權計劃及董事購買股份或債券之權利 (續)

該計劃之目的在於吸納及留任優秀人員及其他人士，藉以鼓勵彼等為本集團之業務及營運作出貢獻。根據該計劃，董事可向本集團任何合資格人士授出購股權，包括(i)本公司、附屬公司或聯屬公司之任何董事、僱員或顧問；或(ii)全權託管對象包括本公司、附屬公司或聯屬公司之任何董事、僱員或顧問之任何全權信託；或(iii)本公司、附屬公司或聯屬公司之任何董事、僱員或顧問實益擁有之公司；或(iv)董事可能不時酌情認定之任何人士或實體，其為本集團提供服務或其曾經或預期對本集團之業務或營運有所貢獻，以認購本公司股份。根據董事會決定，購股權可於購股權授出日期起計最多十年期間內行使。

該計劃項下購股權之行使價（可按其中之規定作出調整）相當於(i)股份面值；(ii)於授出購股權日期（須為營業日）在聯交所每日報價表所報之每股股份收市價；及(iii)緊接授出日期前五個營業日聯交所每日報價表所報之每股股份平均收市價，三者以最高者為準。根據該計劃可授出之購股權所涉及股份數目上限不得超過本公司於該計劃獲股東批准當日已發行股本10%。然而，因行使全部未行使購股權而可予發行之股份總數上限不得超出本公司不時已發行股本30%。在未經本公司股東事先批准之情況下，於任何十二個月期間內，向任何單一承授人授出購股權所涉及之股份數目，不得超過在該十二個月期間內最後一日本公司之不時已發行股份之1%。

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Report of the Directors

SHARE OPTION SCHEME AND DIRECTORS' RIGHTS TO ACQUIRE SHARES OR DEBENTURES (Continued)

During the year, the Company has granted 12,400,000 and 37,200,000 share options to the Company's Directors and employees at the exercise price of HK\$0.785 and 0.466 per option share respectively. Details of specific categories of options, please refer to note 41 to the Group's consolidated financial statements.

Details of the movements of share options granted, exercised or cancelled/lapsed during the review period and outstanding as at 31 December 2018 are as follows:

購股權計劃及董事購買股份或債券之權利 (續)

年內，本公司向本公司董事及僱員授出12,400,000及37,200,000份購股權，行使價為每股購股權股份分別為0.785港元及0.466港元。有關購股權具體類別的詳情，請參閱本集團綜合財務報表附註41。

於回顧期及於二零一八年十二月三十一日尚未行使的已授出、行使或取消/失效的購股權變動詳情如下：

		Number of share options 購股權數目				Outstanding as at 31 December 2018 於二零一八年 十二月三十一日 尚未行使	Exercise period (both dates inclusive) 行使期(包括首尾兩日)	Exercise price 行使價 HK\$ 港元	Closing price immediately before the date of grant 緊接授出日期前 的收市價 HK\$ 港元
		At 1 January 2018 於二零一八年 一月一日	Granted during the period 於期內授出	Exercised during the period 於期內行使	Cancelled/ Lapsed during the Period 於期內取消/失效				
Directors	董事								
Mr. Weng Lin Lei	翁凜磊先生	600,000	-	-	(600,000)	-	21 December 2017 to 21 December 2019 二零一七年十二月二十一日至 二零一九年十二月三十一日	0.556	0.555
Mr. Leung Oh Man, Martin	梁傲文先生	600,000	-	-	-	600,000	21 December 2017 to 21 December 2019 二零一七年十二月二十一日至 二零一九年十二月三十一日	0.556	0.555
Ms. Kwan Sin Yee	關倩兒女士	600,000	-	-	-	600,000	21 December 2017 to 21 December 2019 二零一七年十二月二十一日至 二零一九年十二月三十一日	0.556	0.555
Mr. Sun Zhi Jun	孫志軍先生	600,000	-	-	-	600,000	21 December 2017 to 21 December 2019 二零一七年十二月二十一日至 二零一九年十二月三十一日	0.556	0.555
Ms. Huang Yu Jun	黃玉君女士	600,000	-	-	-	600,000	21 December 2017 to 21 December 2019 二零一七年十二月二十一日至 二零一九年十二月三十一日	0.556	0.555
Mr. Cheung Tuen Ting	張端亭先生	6,000,000	-	-	-	6,000,000	21 December 2017 to 21 December 2019 二零一七年十二月二十一日至 二零一九年十二月三十一日	0.556	0.555
Mr. Long Wenming	龍文明先生	-	4,000,000	-	-	4,000,000	18 January 2018 to 18 January 2020 二零一八年一月十八日至 二零二零年一月十八日	0.785	0.72
Mr. Chen Huailiang	陳華良先生	-	4,000,000	-	-	4,000,000	18 January 2018 to 18 January 2020 二零一八年一月十八日至 二零二零年一月十八日	0.785	0.72
Mr. Han Leiping	韓磊平先生	-	4,000,000	-	-	4,000,000	18 January 2018 to 18 January 2020 二零一八年一月十八日至 二零二零年一月十八日	0.785	0.72

董事報告

Report of the Directors

SHARE OPTION SCHEME AND DIRECTORS' RIGHTS TO ACQUIRE SHARES OR DEBENTURES (Continued)

購股權計劃及董事購買股份或債券之權利 (續)

		Number of share options 購股權數目				Outstanding as at 31 December 2018 於二零一八年 十二月三十一日 尚未行使	Exercise period (both dates inclusive)	Exercise price	Closing price immediately before the date of grant
		At 1 January 2018 於二零一八年 一月一日	Granted during the period 於期內授出	Exercised during the period 於期內行使	Cancelled/ Lapsed during the Period 於期內取消/失效				
							行使價 HK\$ 港元	緊接授出日期前 的收市價 HK\$ 港元	
Mr. Wu Guoming	吳國明先生	-	6,000,000	-	-	6,000,000	9 October 2018 to 9 October 2020 二零一八年十月九日至 二零二零年十月九日	0.466	0.475
Total Directors	董事總數	9,000,000	18,000,000	-	(600,000)	26,400,000			
Employees	僱員	4,400,000	-	(1,400,000)	(2,400,000)	600,000	21 December 2017 to 21 December 2019 二零一七年十二月二十一日至 二零一九年十二月二十一日	0.556	0.555
		-	400,000	-	-	400,000	18 January 2018 to 18 January 2020 二零一八年一月十八日至 二零二零年一月十八日	0.785	0.72
		-	31,200,000	-	-	31,200,000	9 October 2018 to 9 October 2020 二零一八年十月九日至 二零二零年十月九日	0.466	0.475
Total Employees	僱員總數	4,400,000	31,600,000	(1,400,000)	(2,400,000)	32,200,000			
Total All Categories	所有類別總計	13,400,000	49,600,000	(1,400,000)	(3,000,000)	58,600,000			

On 31 December 2018, the total number of shares options of the Company available for issue under the Scheme had been fully granted. Unless otherwise determined by the Directors, there is no minimum period required under the Scheme for the holding of an option before it can be exercised. There is no consideration for the application or acceptance of an option under the Scheme. The remaining life of the Scheme is approximately four years and to be expired on 30 November 2022.

於二零一八年十二月三十一日，根據該計劃可予發行之本公司購股權總數已悉數授出。除董事另行訂明外，該計劃並無規定購股權於可行使前須持有之最短期間。根據該計劃申請或接納購股權毋須代價。該計劃之餘下期間約為四年，將於二零二二年十一月三十日屆滿。

董事報告

Report of the Directors

MAJOR CUSTOMERS AND SUPPLIERS

During the year, the five largest customers of the Group accounted for about 80% of the turnover of the Group and the largest customer of the Group accounted for about 37% of the total turnover.

During the year, the five largest suppliers of the Group accounted for about 98% of the purchases of the Group and the largest supplier of the Group accounted for about 39% of the total purchases.

None of the Directors, their associates or any shareholders of the Company (which to the knowledge of the Directors owns more than 5% of the Company's issued share capital), has an interest in any of the Group's five largest customers and suppliers.

Details of the subsidiary's controlling shareholder's beneficial interest in the Group are further explained in the section titled "Connected Transactions" below.

CONNECTED TRANSACTIONS

During the year ended 31 December 2018, the Group had the following continuing connected transactions, details of which were disclosed in compliance with the requirements of Chapter 20 of GEM Listing Rules.

Continuing Connected Transactions – Upstream Natural Gas Sales Agreement

On 28 December 2017, Yichang Biaodian and Yichang PetroChina Kunlun Natural Gas Co., Ltd ("Yichang Kunlun") entered into the upstream natural gas sales agreement (the "Upstream Gas Sales Agreement") pursuant to which Yichang Kunlun agreed to supply and Yichang Biaodian agreed to buy natural gas for the period from 1 January 2018 to 31 December 2018.

The transaction amount and annual cap ("Annual Cap") amount of such transaction for the year ended 31 December 2018 are about RMB13,934,000 and RMB19,500,000 respectively.

主要客戶及供應商

年內，本集團五大客戶佔本集團營業額約80%，而本集團最大客戶則佔總營業額約37%。

年內本集團五大供應商佔本集團採購額約98%，本集團最大供應商佔購買總額約39%。

董事、彼等之聯繫人或本公司任何股東（據董事所知，擁有超過5%本公司已發行股本者）概無於本集團五大客戶及供應商中擁有權益。

附屬公司之控股股東於本集團之實益權益詳情於下文「關連交易」一節進一步闡釋。

關連交易

截至二零一八年十二月三十一日止年度，本集團訂有以下持續關連交易，其詳情已根據GEM上市規則第20章之規定作出披露。

持續關連交易 – 上游天然氣銷售協議

於二零一七年十二月二十八日，宜昌標典與宜昌中石油昆侖天然氣有限公司（「宜昌昆侖」）訂立上游天然氣銷售協議（「上游天然氣銷售協議」），據此，宜昌昆侖同意供應及宜昌標典同意購買天然氣，年期為二零一八年一月一日至二零一八年十二月三十一日。

截至二零一八年十二月三十一日止年度，有關交易之交易金額及年度上限（「年度上限」）金額分別約為人民幣13,934,000元及人民幣19,500,000元。

CONNECTED TRANSACTIONS (Continued)

Continuing Connected Transactions – Upstream Natural Gas Sales Agreement (Continued)

As Yichang Kunlun is owned as to 49% by Hubei Biaodian and Hubei Biaodian is a substantial shareholder (within the meaning of GEM Listing Rules) of Yichang Biaodian holding 41% equity interest in Yichang Biaodian, whereas Mr. Xiong, is the ultimate controlling shareholder of Hubei Biaodian and a director of Yichang Biaodian, each of Yichang Kunlun and Hubei Biaodian, is connected person of the Company and the transactions (the “Continuing Connected Transactions”) contemplated under the Upstream Gas sales Agreement constitute continuing connected transactions for the Company under GEM Listing Rules.

Given that: (i) Yichang Kunlun is a connected person of the Company only at the subsidiary level; (ii) the Board has approved the Continuing Connected Transactions; and (iii) having considered the terms of the Upstream Gas sales Agreement and the transactions contemplated thereunder (including the Annual Cap), all the independent non-executive Directors have confirmed that the terms of the Continuing Connected Transactions are fair and reasonable, the Continuing Connected Transactions are on normal commercial terms or better and in the interest of the Company and the shareholders of the Company as a whole, the Continuing Connected Transactions (including the Annual Cap) are exempted from the circular, independent financial advice and Shareholders’ approval requirements under Rule 20.99 of GEM Listing Rules. The continuing connected transactions are subject to the reporting, announcement and annual review requirements under Chapter 20 of GEM Listing Rules.

The management has monitored and ensured that (a) the continuing connected transactions have been conducted in accordance with the pricing policies or mechanisms (if applicable) under the Upstream Gas Sales Agreement, as appropriate; and (b) the Company’s internal control procedures are adequate and effective to ensure that continuing connected transactions are so conducted.

關連交易 (續)

持續關連交易 – 上游天然氣銷售協議 (續)

由於宜昌昆侖由湖北標典擁有49%權益及湖北標典為持有宜昌標典41%股權之宜昌標典主要股東(定義見GEM上市規則),而熊先生為湖北標典之最終控股股東及宜昌標典之董事,故宜昌昆侖及湖北標典各自為本公司之關連人士,故根據GEM上市規則,上游天然氣銷售協議項下擬進行之交易(「持續關連交易」)構成本公司之持續關連交易。

由於:(i)宜昌昆侖為本公司於附屬公司層面上之關連人士;(ii)董事會已批准持續關連交易;及(iii)經考慮上游天然氣銷售協議及其項下擬進行之交易之條款(包括年度上限)後,全體獨立非執行董事已確認,持續關連交易之條款誠屬公平合理,持續關連交易乃按一般或更佳商業條款訂立,並符合本公司及本公司股東之整體利益,持續關連交易(包括年度上限)獲豁免遵守GEM上市規則第20.99條項下之通函、獨立財務顧問及股東批准規定。持續關連交易須遵守GEM上市規則第20章項下之申報、公佈及年度審閱規定。

管理層已監察及確保(a)持續關連交易乃根據上游天然氣銷售協議項下之定價政策或機制(如適用)(按適用者)進行;及(b)本公司之內部監控程序屬充分有效,可確保持續關連交易按此進行。

CONNECTED TRANSACTIONS *(Continued)*

Continuing Connected Transactions – Upstream Natural Gas Sales Agreement *(Continued)*

The independent non-executive Directors have reviewed the continuing connected transactions under Upstream Gas Sales Agreement and have confirmed that such continuing connected transactions were entered into (i) in the ordinary and usual course of business of the Group; (ii) on normal commercial terms and (iii) in accordance with the relevant agreement governing them on terms that are fair and reasonable and in the interests of the shareholders of the Company as a whole.

RSM Hong Kong, the Company's auditors, were engaged to report on the Group's continuing connected transactions in accordance with Hong Kong Standard on Assurance Engagements 3000 Assurance Engagements Other Than Audits or Reviews of Historical Financial Information and with reference to Practice Note 740 Auditor's Letter on Continuing Connected Transactions under the Hong Kong Listing Rules issued by the Hong Kong Institute of Certified Public Accountants. RSM Hong Kong have issued their unqualified letter containing their findings and conclusions in respect of the continuing connected transactions disclosed above by the Group in accordance with GEM Listing Rule 20.54 of GEM Listing Rules. A copy of the auditors' letter has been provided by the Company to the Hong Kong Stock Exchange.

The Company confirms that it has complied with the disclosures requirements in accordance with Chapter 20 of GEM Listing Rules.

關連交易 (續)

持續關連交易 – 上游天然氣銷售協議 (續)

獨立非執行董事已審閱上游天然氣銷售協議項下之持續關連交易，並已確認有關持續關連交易乃(i)於本集團之一般及日常業務過程中訂立；(ii)按一般商業條款訂立；及(iii)根據規管有關交易之相關協議訂立，條款屬公平合理，並符合本公司股東之整體利益。

本公司核數師羅申美會計師事務所已獲委聘，以根據香港上市規則項下及香港會計師公會頒佈之香港核證委聘準則第3000號審核或審閱過往財務資料以外之核證委聘，並參考實務說明第740號核數師就持續關連交易發出函件，就本集團之持續關連交易作出報告。羅申美會計師事務所已根據GEM上市規則第20.54條發出無保留意見函件，當中載有其有關本集團於上文披露之持續關連交易之核證發現及結論。本公司已向香港聯交所提供核數師函件副本。

本公司確認，其已根據GEM上市規則第20章遵守披露規定。

董事報告

Report of the Directors

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

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

SUFFICIENCY OF PUBLIC FLOAT

Based on information publicly available to the Company and within the knowledge of the Directors, as at the date of this report, there is sufficient public float of not less than 25% of the Company's issue shares as required under GEM Listing Rules.

PRE-EMPTIVE RIGHTS

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

COMPETING INTERESTS

During the year, none of the Directors, the controlling shareholders of the Company (as defined in GEM Listing Rules) or their respective associates had any business or interest which competed or might compete with the business of the Group nor had any other conflict of interest with the Group.

MANAGEMENT CONTRACTS

No contract, other than employment contracts, concerning the management and administration of the whole or any substantial part of the business of the Group was entered into or existed during the year.

購買、出售或贖回本公司之上市證券

截至二零一八年十二月三十一日止年度，本公司或其任何附屬公司概無購買、出售或贖回任何本公司之上市證券。

足夠公眾持股量

根據本公司之公開資料及據董事所知，於本報告日期，股份之公眾持股量足夠符合GEM上市規則不少於本公司已發行股份25%之規定。

優先購股權

本公司之組織章程細則或開曼群島法律概無載有任何有關優先購股權之規定，規定本公司須按比例向現有股東提呈發售新股份。

競爭業務權益

年內，本公司各董事或控股股東（定義見GEM上市規則）或彼等各自之聯繫人士概無擁有任何與本集團業務構成競爭或可能構成競爭之業務或於其中擁有權益，亦概無與本集團發生任何其他利益衝突。

管理合約

年內，概無訂立或訂有任何涉及本集團整體或任何重要部分業務的管理及行政合約（僱傭合約除外）。

董事報告

Report of the Directors

REMUNERATION POLICY

The remuneration of the employees of the Group is determined with reference to market terms and the performance, qualifications and experience of the individual employee.

The emoluments of the Directors were recommended by the Human Resources and Remuneration Committee of the Company after considering factors such as the Company's Directors' duties, responsibilities and the operating performance of the Group.

The Company has adopted the Scheme as an incentive to Directors and eligible employees. Details of the scheme are set out in note 41 to the consolidated financial statements.

EVENTS AFTER THE REPORTING PERIOD

Details of significant events occurring after the reporting period are set out in note 49 to the consolidated financial statements.

PERMITTED INDEMNITY PROVISIONS

A permitted indemnity provision for the benefit of the Directors is currently in force and was in force throughout the reporting period.

Appropriate insurance cover on Directors' and officers' liabilities has been provided by the Company to cover potential legal actions from and against all actions, costs, charges, losses, damages and expenses which they shall or may incur or sustain by or by reason of any act done, concurred in or omitted in or about the execution of their duties.

薪酬政策

本集團乃參考市場水平，並按照僱員本身之表現、資歷及經驗釐定僱員薪酬。

本公司人力資源及薪酬委員會於建議董事酬金時，考慮之因素包括本公司董事之職責、責任及本集團之經營表現。

本公司已採納該計劃作為對董事及合資格僱員之獎勵。計劃之詳情載於綜合財務報表附註41。

報告期間後事項

報告期間後之重大事項載於綜合財務報表附註49。

許可彌償條文

惠及董事的許可彌償條文目前已生效及於整個報告期有效。

本公司已為董事及管理人員提供適當責任保險，以保障針對董事及高級職員提出之潛在法律行動，該等人士就各自的職務或執行其職責時因所作出、發生的作為或不作為而招致或蒙受的所有訴訟、費用、收費、損失、損害及開支，可獲確保就此免受任何損害。

董事報告

Report of the Directors

AUDITORS

Deloitte Touche Tohmatsu (“Deloitte”), who was the auditor of the Group from 2000 to 2017, has resigned as the auditor of the Group with effect from 30 January 2019. Deloitte, in their letter of resignation, confirmed that there were no matters in connection with their resignation that needed to be brought to the attention of holders of securities or creditors of the Company. The Board also confirmed that there was no disagreement or unresolved matter between the Company and Deloitte, and that they were not aware of any matters in relation to the resignation of Deloitte as auditor of the Group that needed to be brought to the attention of holders of securities of the Company.

The Company has appointed RSM Hong Kong as the auditors of the Company for the Year with effect from 30 January 2019. RSM Hong Kong will retire and, being eligible, offer itself for re-appointment at the forthcoming annual general meeting. A resolution to re-appoint RSM Hong Kong and to authorise the Directors to fix its remuneration will be proposed at the forthcoming annual general meeting.

On behalf of the Board

Cheung Tuen Ting
CHIEF EXECUTIVE OFFICER

28 March 2019

核數師

德勤•關黃陳方會計師行（「德勤」，為本集團自二零零零年至二零一七年之核數師）已辭任本集團核數師，自二零一九年一月三十日起生效。德勤於其辭任函中確認，概無有關其辭任之事宜須敦請本公司證券持有人或債權人垂注。董事會亦確認，本公司與德勤概無意見分歧或未決事宜，且彼等並不知悉有關德勤辭任本集團核數師之任何事宜須敦請本公司證券持有人垂注。

本公司已委任羅申美會計師事務所為本公司於本年度之核數師，自二零一九年一月三十日起生效。羅申美會計師事務所將於應屆股東週年大會上退任，並符合資格獲續聘。續聘羅申美會計師事務所及授權董事釐定其酬金之決議案將於應屆股東週年大會上提呈。

代表董事會

張端亭
行政總裁

二零一九年三月二十八日

企業管治報告

Corporate Governance Report

於二零一八年十二月三十一日 As At 31 December 2018

CORPORATE GOVERNANCE PRACTICES

The Company is committed to maintaining a high standard of corporate governance practices. It met all the code provisions of the Corporate Governance Code (“CG Code”) set out in Appendix 15 of GEM Listing Rules in the year ended 31 December 2018 except for the following deviation:

Under code provision A.2.1 of the CG Code, the roles of chairman and chief executive should be separate and should not be performed by the same individual. The Company did not appoint a chairman from 19 April 2018. The Board will keep reviewing the current structure from time to time and appoint candidate with suitable knowledge, skill and experience as chairman of the Company, if identified.

DIRECTORS’ SECURITIES TRANSACTIONS

The Company has adopted the required standard of dealing set out in Rules 5.48 to 5.67 of GEM Listing Rules (the “Required Standard”) as the code of conduct regarding securities transactions by the Directors. Having made specific enquiry of all Directors, all Directors confirmed that they had complied with the Required Standard during the year ended 31 December 2018.

CONFIRMATION OF INDEPENDENCE

The Company confirms it has received from each of its independent non-executive Directors an annual confirmation of his/her independence pursuant to Rule 5.09 of GEM Listing Rules, and considers that the independent non-executive Directors to be independent.

BOARD OF DIRECTORS

The Company is governed by a board of directors (the “Board”) which has the responsibility for leadership and control of the Company. The Directors are collectively responsible for promoting the success of the Group by directing and supervising the Group’s affairs. The Board set strategies and directions for the Group’s activities and lead the Group’s management team through the Directors with a view to developing its business and enhancing shareholder value.

企業管治常規

本公司致力維持高水平之企業管治常規。於截至二零一八年十二月三十一日止年度，本公司遵守GEM上市規則附錄15企業管治守則（「企業管治守則」）所載之守則條文，惟以下偏離者除外：

根據企業管治守則之守則條文第A.2.1條，主席及行政總裁之角色應予分開，不應由同一人士兼任。自二零一八年四月十九日起，本公司並無委任主席。董事會將不時繼續檢討目前架構，並於物色到具備合適知識、技能及經驗之人選時委任有關人選為本公司主席。

董事的證券交易

本公司已採納GEM上市規則第5.48至5.67條所載的交易必守標準（「必守標準」）作為董事進行證券交易之行為守則。經向全體董事作出特定查詢後，全體董事均已確認於截至二零一八年十二月三十一日止年度已遵守必守標準。

確認獨立性

本公司確認已接獲各獨立非執行董事根據GEM上市規則第5.09條規定就其獨立性發出之年度確認函，並認為該等獨立非執行董事均屬獨立人士。

董事會

本公司受董事會（「董事會」）監管，彼等須負責領導及監察本公司。董事負責指示及監控本集團之事務，共同帶領本集團邁向成功。董事會製訂本集團業務之策略及方向，並透過董事領導本集團的管理層團隊，使業務得以發展及提升股東價值。

企業管治報告

Corporate Governance Report

於二零一八年十二月三十一日 As At 31 December 2018

BOARD OF DIRECTORS (Continued)

During the year ended 31 December 2018, the Board's composition and the individual attendance of each Director at the Board meetings, board committee meetings and shareholder meetings during the year ended 31 December 2018 are set out in the table below:

董事會 (續)

於截至二零一八年十二月三十一日止年度，董事會組成及各位董事於截至二零一八年十二月三十一日止年度出席董事會會議、董事委員會會議及股東大會的情況載於下表：

		Attendance/Number of Meetings held during the tenure of his/her office in the year 出席次數/年內在彼任內舉行會議次數				
		Board Meeting	Human Resources & Remuneration Committee	Nomination Committee	Audit Committee	Shareholder Meeting
		董事會會議	人力資源及薪酬委員會	提名委員會	審核委員會	股東大會
Executive Directors	執行董事					
Mr. Cheung Tuen Ting Chief Executive Officer	張端亭先生·行政總裁	15/15	N/A 不適用	N/A 不適用	N/A 不適用	2/2
Mr. Wu Guoming (appointed on 30 April 2018)	吳國明先生(於二零一八年四月三十日獲委任)	4/8	N/A 不適用	N/A 不適用	N/A 不適用	0/2
Mr. Long Wenming (appointed on 8 January 2018)	龍文明先生(於二零一八年一月八日獲委任)	12/14	N/A 不適用	N/A 不適用	N/A 不適用	0/2
Mr. Chen Hualiang (appointed on 8 January 2018)	陳華良先生(於二零一八年一月八日獲委任)	14/14	N/A 不適用	N/A 不適用	N/A 不適用	0/2
Mr. Han Leiping (appointed on 8 January 2018)	韓磊平先生(於二零一八年一月八日獲委任)	14/14	N/A 不適用	N/A 不適用	N/A 不適用	0/2
Mr. Weng Lin Lei (resigned on 19 April 2018)	翁凜磊先生(於二零一八年四月十九日辭任)	6/6	N/A 不適用	N/A 不適用	N/A 不適用	N/A 不適用
Mr. Wei Yuetong (re-appointed on 5 February 2018 and resigned on 6 June 2018)	魏月童先生(於二零一八年二月五日獲重新委任及於二零一八年六月六日辭任)	2/5	N/A 不適用	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					
Ms. Kwan Sin Yee	關倩兒女士	10/15	3/3	3/3	4/5	0/2
Mr. Leung Oh Man, Martin	梁傲文先生	14/15	3/3	3/3	4/5	1/2
Mr. Sun Zhi Jun	孫志軍先生	15/15	3/3	3/3	4/5	0/2
Ms. Huang Yu Jun	黃玉君女士	14/15	3/3	3/3	5/5	2/2

N/A: Not applicable

不適用：不適用

During the year ended 31 December 2018, the Board held fifteen Board meetings to review, among other matters, the Group's financial and operating performance and discuss the business direction and strategy. Agenda and accompanying board papers were sent to all Directors in a timely manner.

截至二零一八年十二月三十一日止年度，董事會舉行十五次董事會會議，以檢討(其中包括)本集團的財務及營運表現，並討論業務方針及策略。會議議程及相關董事會文件已及時發送至全體董事。

企業管治報告

Corporate Governance Report

於二零一八年十二月三十一日 As At 31 December 2018

BOARD OF DIRECTORS *(Continued)*

Directors who could not attend in person could participate the Board meetings and Shareholder meetings through other electronic means of communications.

The biographical information of the Directors are set out in the section headed “Biographical Details of Directors and Senior Management” on pages 17 to 22 in this annual report.

The Company is committed to arranging and funding suitable training to all Directors for their continuous professional development. During the year ended 31 December 2018 and up to the date of this report, Mr. Cheung Tuen Ting, Mr. Wu Guoming, Mr. Long Wenming, Mr. Chen Hualiang, Mr. Han Leiping, Ms. Kwan Sin Yee, Mr. Leung Oh Man, Martin, Mr. Sun Zhi Jun and Ms. Huang Yu Jun engaged in business activities in their respective fields as continuous professional development to develop and refresh their knowledge and skills so as to ensure that their contributions to the Board remain informed and relevant. Mr. Leung Oh Man, Martin has participated in continuous professional development programs required by The Hong Kong Institute of Certified Public Accountants. The Directors also participated in other trainings and professional developments such as attending seminars, studying reading materials relating to the Group or its industries and businesses; rules and regulations; business management; or the roles, functions and duties of a listed company director.

CHIEF EXECUTIVE OFFICER

The Chief Executive Officer is responsible for the leadership of the Board, ensuring its effectiveness in all aspects of its role and for setting its agenda and taking into account any matters proposed by other directors for inclusion in the agenda. Through the Board, he is responsible for ensuring that good corporate governance practices and procedures are followed by the Group.

董事會 (續)

無法親身出席董事會會議及股東大會的董事可以其他電子通訊方式參與。

董事之履歷詳情載於本年報第17至22頁「董事及高級管理層的履歷」一節。

本公司致力就所有董事之持續專業發展安排合適的培訓並提供有關經費。截至二零一八年十二月三十一日止年度及截至本報告刊發日期，張端亭先生、吳國明先生、龍文明先生、陳華良先生、韓磊平先生、關倩兒女士、梁傲文先生、孫志軍先生及黃玉君女士在彼等各自的商務活動範疇內參與持續專業發展，從而發展並更新其知識及技能，確保其能繼續具備所需資訊及適切地對董事會作出貢獻。梁傲文先生已按照香港會計師公會的要求參與持續專業發展。董事亦參與其他培訓及專業發展，例如出席研討會，閱覽資料文獻，內容包括有關本集團或其行業及業務；規則及條例；商業管理；或上市公司董事的角色、職能及責任等。

行政總裁

行政總裁須負責領導董事會，確保董事會能有效益地履行其各方面之職務，並須負責釐定議程，以及考慮將其他董事所提出之事宜載入議程內。透過董事會，彼負責確保本集團有遵守良好企業管治常規及程序。

HUMAN RESOURCES AND REMUNERATION COMMITTEE

During the year ended 31 December 2018, the Human Resources and Remuneration Committee (the “Remuneration Committee”) held three meetings. The Remuneration Committee has reviewed and approved the Group’s remuneration policy, including that for the executive Directors, and the levels of remuneration paid to executive directors and senior management of the Group. The terms of reference of the Remuneration Committee follow the guidelines set out in the Code and it is responsible for, among other things, making recommendations to the Board on the remuneration packages of individual executive Directors and senior management.

The remuneration paid and payable to the Directors for the year ended 31 December 2018 is set out in note 16 to the consolidated financial statements.

The remuneration paid and payable to the senior management of the Company for the year ended 31 December 2018 is within the range of HK\$1,000,000 to HK\$1,500,000.

BOARD DIVERSITY

The Board has adopted a policy concerning diversity of Board members (the “Board Diversity Policy”) which is summarized as follows:

The Company is committed to maintaining a highly effective Board which should have a balance of skills, experience and diversity of perspectives appropriate to the requirements of its business. When deciding on the appointment of directors, it is the policy of the Company to consider a number of factors, including but not limited to, gender, age, cultural and educational background, professional experience, and other qualifications, skills and experience which the Company considers that it will make a positive contribution to the performance of the Board.

人力資源及薪酬委員會

截至二零一八年十二月三十一日止年度，人力資源及薪酬委員會（「薪酬委員會」）共舉三次會議。薪酬委員會審閱及批准本集團（包括執行董事）之薪酬政策，及本集團執行董事及高層管理人員之薪酬水平。本公司根據守則所載之指引制訂薪酬委員會之職權範圍，其職能之一為向董事會建議個別執行董事及高層管理人員的薪酬待遇。

截至二零一八年十二月三十一日止年度，已付及應付董事之酬金載列於綜合財務報表附註16。

截至二零一八年十二月三十一日止年度，本公司已付及應付之高層管理人員酬金介乎1,000,000港元至1,500,000港元。

董事會成員多元化

董事會已採納一項有關董事會成員多元化之政策（「董事會成員多元化政策」），該政策撮要如下：

本公司致力令董事會保持優秀效益，務求平衡董事會所具備之技巧、經驗及多樣的觀點與角度，配合集團業務所需。當決定委任董事時，本公司之政策將考慮多項因素，包括（但不限於）性別、年齡、文化及教育背景、專業經驗、及其他本公司認為可對董事會之表現帶來正面貢獻之資歷、技能及經驗。

BOARD DIVERSITY (Continued)

The Nomination Committee of the Company (the “Nomination Committee”) monitors the implementation of the Board Diversity Policy and reviews it from time to time and shall bring to the attention of the Board any significant issues or recommendations as and when necessary and appropriate. Any reviews, updates and amendments to the Board Diversity Policy shall be approved by the Board.

NOMINATION COMMITTEE

The terms of reference of the Nomination Committee have been determined with reference to the Code.

The Nomination Committee is responsible for identifying potential new directors and making recommendations to the Board for decision. A director appointed by the Board is subject to re-election by shareholders at the first annual general meeting after his/her appointment. All Directors are subject to retirement by rotation at least once every 3 years. In accordance with the Company’s Articles of Association, one third of the directors are subject to retirement by rotation and re-election by shareholders at each annual general meeting of the Company.

Potential new Directors are selected with reference to the Board Diversity Policy whenever necessary and appropriate.

The Nomination Committee held three meetings during the year ended 31 December 2018 and work performed included reviewing the structure, size and composition of the Board, the independence of the independent non-executive Directors and the nomination of new Directors.

董事會成員多元化(續)

本公司之提名委員會(「提名委員會」)監察董事會成員多元化政策之執行，並不時作出檢討，在需要及適當時向董事會提出任何重要事宜或建議。董事會成員多元化政策有任何檢討、更新及修訂須經董事會通過。

提名委員會

本公司已參考守則釐訂提名委員會之職權範圍。

提名委員會負責物色有潛質成為新任董事之人士，並就董事會作出決定提供推薦建議。由董事會委任之董事須於其獲委任後之首個股東週年大會上經股東重選。所有董事須最少每三年輪值退任一次。同時，根據本公司之組織章程細則，本公司每屆股東週年大會上須有三分之一董事輪值退任及經股東重選。

提名委員會於必要及適當時參考董事會成員多元化政策挑選有潛質成為新任董事之人士。

截至二零一八年十二月三十一日止年度，提名委員會共舉行三次會議；其工作包括審閱董事會之架構、人數及組成、獨立非執行董事之獨立性及新董事之提名。

企業管治報告

Corporate Governance Report

於二零一八年十二月三十一日 As At 31 December 2018

CORPORATE GOVERNANCE FUNCTIONS

The Board has adopted the terms of reference for corporate governance functions set out in the Code and has delegated the Group's corporate governance functions to the Audit Committee of the Company (the "Audit Committee").

AUDIT COMMITTEE

The terms of reference of the Audit Committee, with the inclusion of the corporate governance functions, follow the guidelines set out in the Code. The Audit Committee is responsible for, among other things, having relationship with the Company's auditors, reviewing the Group's financial information and its financial reporting, financial reporting system, risk management and internal control systems and corporate governance, including the adequacy of resources, staff qualifications and experience, training programmes and budget of the Group's accounting and financial reporting function. The Audit Committee reports to the Board any significant issues relating to its terms of reference.

During the year ended 31 December 2018, the Audit Committee held five meetings and work performed included reviewing the Group's quarterly, half-yearly and annual results, its risk management and internal control systems, and corporate governance matters for inclusion in the Company's Annual Report.

企業管治職能

董事會已採納守則所載有關企業管治職能之職權範圍，並已將本集團之企業管治職能指派予本公司審核委員會（「審核委員會」）。

審核委員會

審核委員會之職權範圍（包括其企業管治職能）按照守則所載之指引制訂。審核委員會職能之一為與本公司核數師建立關係、審閱本集團之財務資料及其財務申報、財務申報制度、風險管理及內部監控制度以及企業管治，包括本集團在會計及財務匯報職能方面的資源、員工資歷及經驗，以及員工所接受的培訓課程及有關預算是否足夠。審核委員會向董事會匯報任何跟其職權範圍相關之重要事宜。

截至二零一八年十二月三十一日止年度，審核委員會共舉行五次會議，工作包括審閱本集團之季度、半年度及全年業績，其風險管理及內部監控系統，及刊登於本公司年報內之企業管治事宜。

AUDITORS' REMUNERATION

The remuneration paid to RSM Hong Kong for audit services for the year ended 31 December 2018 amounted to approximately HK\$1,080,000.

The remuneration paid to Deloitte Touche Tohmatsu for audit and non-audit services for the year ended 31 December 2017 amounted to approximately HK\$950,000 and approximately HK\$1,080,000 respectively. The non-audit services provided by Deloitte Touche Tohmatsu to the Group were in relation to the review service on taxation, quarter results, interim results, and limited assurance services on continuing connected transaction.

ACCOUNTABILITY AND AUDIT

The Directors acknowledge their responsibility for preparing the accounts of the Company. As at 31 December 2018, the Directors are not aware of any material uncertainties relating to events or conditions which may cast significant doubt upon the Company's ability to continue as a going concern. Accordingly, the Directors have prepared the consolidated financial statements of the Company on a going-concern basis.

The responsibilities of the external auditors about their financial reporting are set out in the Independent Auditor's Report attached to the Company's consolidated financial statements for the year ended 31 December 2018.

核數師酬金

截至二零一八年十二月三十一日止年度，就審核服務已付羅申美會計師事務所之酬金約為1,080,000港元。

截至二零一七年十二月三十一日止年度就審核及非審核服務支付予德勤•關黃陳方會計師行的酬金分別約為950,000港元及約1,080,000港元。德勤•關黃陳方會計師行提供予本集團的非審核服務涉及稅務、季度業績及中期業績的審閱服務及持續關連交易的有限核證服務。

問責及核數

董事明白彼等有編製本公司賬目的責任。於二零一八年十二月三十一日，董事並不知悉任何可能會嚴重影響本公司持續經營能力的重大不明朗事件或情況。因此，董事已按持續經營基準編製本公司之綜合財務報告。

外聘核數師對財務申報之責任載列於本公司截至二零一八年十二月三十一日止年度之綜合財務報表內之獨立核數師報告。

ACCOUNTABILITY AND AUDIT *(Continued)*

The Board has, through the Audit Committee, conducted a review of the effectiveness of the Group's risk management and internal control system with an aim to safeguard the shareholders' investment and the Company's assets in compliance with the provisions of the Code. The purpose is to provide reasonable, but not absolute, assurance against material misstatements, errors, losses or fraud, and to manage rather than eliminate risks of failure in achieving the Group's business objectives.

RISK MANAGEMENT AND INTERNAL CONTROL

The Group maintains an effective internal control and risk management systems. It consists, in part, of organisational arrangements with defined lines of responsibility and delegation of authority, and comprehensive systems and control procedures in order to safeguard the investment of the Company's shareholders and the Group's assets at all times.

The Audit Committee performs the duties of risk management and internal control on behalf of the Board to oversee the management in the establishment, maintenance and monitoring of effective risk management and internal control systems.

The Audit Committee reviewed the Group's risk management and internal control systems in respect of the year ended 31 December 2018 and considered the system effective and adequate. The Board assessed the effectiveness of the Group's risk management and internal control by considering the reviews performed by the Audit Committee. The Group's risk management and internal control systems have segmented reviewed by an independent professional party. The Company complies with the code provisions relating to internal control contained in the Code.

問責及核數 *(續)*

董事會已按照守則條文，透過審核委員會對本集團風險管理及內部監控系統之效益進行檢討，以保障股東之投資及本公司之資產。目的在於合理（而非絕對地）保證並無重大失實陳述、錯誤、損失或欺詐，以及管理而非抵銷未能達致本集團業務目標之風險。

風險管理及內部監控

本集團維持有效的內部監控及風險管控系統，包括設有明確責任及授權界線的部分組織安排，以及全面系統及監控程序，以始終保障本公司股東的投資及本集團的資產。

審核委員會代表董事會履行風險管理及內部監控職責，以監督管理層制定、維護及監控有效的風險管理及內部監控系統。

審核委員會審閱截至二零一八年十二月三十一日止年度本集團的風險管理及內部監控系統，並認為有關係屬有效及充分。董事會考慮審核委員會執行的審閱，評估本集團風險管理及內部監控的有效程度。本集團的風險管理及內部監控系統已經獨立專業人士分開審閱。本公司遵守守則所載與內部監控有關的守則條文。

企業管治報告

Corporate Governance Report

於二零一八年十二月三十一日 As At 31 December 2018

COMPANY SECRETARY

The company secretary is Mr. Chan Hank, Daniel since 7 October 2016. He undertook totally not less than 15 hours of relevant professional training during the year ended 31 December 2018.

DIVIDEND POLICY

The Company seeks to maintain a balance between meeting the shareholders' expectations and prudent capital management with a sustainable dividend policy. The Company's dividend policy aims to allow shareholders to participate in the Company's profit and for the Company to retain adequate reserves for future growth. In proposing any dividend payout, the Company would consider various factors including the Company and the Group's actual and expected financial performance, the Group's current and future operations, the level of the Group's debts to equity ratio, liquidity position and capital requirement of the Group, general market conditions and any other factors that the Board deems appropriate.

COMMUNICATIONS WITH SHAREHOLDERS

The Company maintains an on-going dialogue with its shareholders through various channels including announcements and annual, interim and quarterly reports published on its website at www.globalstrategicgroup.com.hk and the Company's general meetings. All shareholders are encouraged to attend general meetings and they may put to the Board any enquiries about the Group through its website at www.globalstrategicgroup.com.hk or in writing sent to the principal office of the Company at 15/F, 80 Gloucester Road, Wan Chai, Hong Kong. The Directors, company secretary or other appropriate members of senior management respond to enquiries from shareholders promptly. The Chairman, the Chief Executive Officer, chairmen of board committees (or their respective delegates) and external auditors attend the annual general meeting and are available to answer questions raised by shareholders. Shareholders may also access the Company's corporate website for the Group's information.

公司秘書

自二零一六年十月七日起，公司秘書為陳恒先生。彼於截至二零一八年十二月三十一日止年度已接受合共不少於15小時的相關專業培訓。

股息政策

本公司尋求於達致股東預期以及具可持續股息政策之審慎資本管理之間維持平衡。本公司之股息政策旨在令股東可參與本公司之溢利，並令本公司可保留充足儲備以供未來增長之用。於建議派付任何股息時，本公司將考慮多項因素，包括本公司及本集團之實際及預期財務表現、本集團之目前及未來營運、本集團之債務權益比率水平、本集團之流動資金狀況及資本需要、整體市況以及董事會視為適當之任何其他因素。

股東通訊

本公司與其股東一直透過不同渠道保持溝通，包括於公司網頁www.globalstrategicgroup.com.hk刊登公佈及全年、中期及季度報告、以及舉行本公司股東大會。本公司鼓勵所有股東出席股東大會，股東可透過公司網頁www.globalstrategicgroup.com.hk，或以書面形式送交本公司香港主要辦事處香港灣仔告士打道80號15樓，向董事會提問有關本集團之事宜。董事、公司秘書或其他合適之高級管理層將儘快回應股東之提問。主席、行政總裁、董事會轄下委員會之主席（或其代表）、及外聘核數師均出席股東週年大會，並回答股東之提問。股東亦可登入本公司網頁查閱本集團的資料。

企業管治報告

Corporate Governance Report

於二零一八年十二月三十一日 As At 31 December 2018

COMMUNICATIONS WITH SHAREHOLDERS

(Continued)

Pursuant to Article 58 of the Company's Articles of Association, shareholders holding at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company carrying the right of voting at general meetings of the Company shall at all times have the right, by written requisition to the Board or the company secretary, to require an extraordinary general meeting to be called by the Board for the transaction of any business (including any proposals) specified in such requisition, and such meeting shall be held within two months after the deposit of such requisition. If within twenty-one days of such deposit the Board fails to proceed to convene such meeting the requisitionists themselves may do so in the same manner.

CONSTITUTIONAL DOCUMENTS

The Board is not aware of any significant changes in the Company's constitutional documents during the year ended 31 December 2018. Memorandum and articles of association of the Company is available on both the website of the Stock Exchange and the Company.

DIRECTORS' RESPONSIBILITY IN PREPARING THE CONSOLIDATED FINANCIAL STATEMENTS

The Directors acknowledge their responsibility for preparing the consolidated financial statements of the Group (the "Consolidated Financial Statements") which give a true and fair view and are in accordance with Hong Kong Financial Reporting Standards published by the Hong Kong Institute of Certified Public Accountants. The Directors endeavor to ensure a balanced, clear and understandable assessments of the Group's performance, position and prospects in financial reporting. Accordingly, appropriate accounting policies are selected and applied consistently; judgments and estimates made are prudent and reasonable.

The statement of the Company's auditors about their reporting responsibilities on the Consolidated Financial Statements is set out in the Independent Auditor's Report on page 50 to page 57.

股東通訊 (續)

根據本公司組織章程細則第58條，任何於呈遞要求日期持有不少於本公司實繳股本（附有於本公司股東大會投票權利）十分之一的股東，於任何時候有權透過向董事會或公司秘書發出書面要求，要求董事會召開股東特別大會，以處理有關要求中指明的任何事項（包括任何建議）；該大會應於呈遞該要求後兩個月內舉行。倘呈遞後二十一日內董事會未有開始召集該大會，則呈遞要求人士可自行以同樣方式作出此舉。

章程文件

於截至二零一八年十二月三十一日止年度，董事會並不知悉本公司章程文件的任何重大變動。本公司的組織章程大綱及章程細則可於聯交所網站及本公司網站獲取。

董事編製綜合財務報表的責任

董事承認彼等須負責根據香港會計師公會頒佈之香港財務報告準則編製真實而公平之本集團綜合財務報表（「綜合財務報表」）。董事將盡力確保於財務申報中對本集團之表現、狀況及前景作出平衡、清晰及合理之評估。因此，選擇及貫徹使用合適之會計政策；所作出之判斷及估計當屬審慎及合理。

本公司核數師關於其對綜合綜合財務報表申報責任的聲明載於第50至第57頁獨立核數師報告。

獨立核數師報告

Independent Auditor's Report



TO THE SHAREHOLDERS OF GLOBAL STRATEGIC GROUP LIMITED
(Incorporated in the Cayman Islands with limited liability)

致環球戰略集團有限公司列位股東
(於開曼群島註冊成立之有限公司)

OPINION

意見

We have audited the consolidated financial statements of Global Strategic Group Limited (the “Company”) and its subsidiaries (the “Group”) set out on pages 58 to 219, 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, consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

本核數師行已完成審核載於第58頁至第219頁環球戰略集團有限公司(「貴公司」)及其附屬公司(「貴集團」)之綜合財務報表。綜合財務報表包括於二零一八年十二月三十一日之綜合財務狀況表，截至該日止年度之綜合損益及其他全面收益表、綜合股本權益變動表及綜合現金流動表，以及綜合財務報表附註，包括主要會計政策概要。

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.

本核數師行認為，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 貴集團於二零一八年十二月三十一日的綜合財務狀況以及其截至該日止年度的綜合財務表現及綜合現金流量，並已按照香港公司條例的披露規定妥為編製。

BASIS FOR OPINION

意見的基準

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.

本核數師行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」)進行審計。本核數師行在該等準則下的責任已於本報告「核數師就審計綜合財務報表須承擔的責任」一節中作進一步闡述。根據香港會計師公會頒佈的「專業會計師道德守則」(「守則」)，本核數師行獨立於 貴集團，並已履行守則中的其他道德責任。本核數師行相信，本核數師行所獲得的審計憑證能充足及適當地為本核數師行的審計意見提供基礎。

獨立核數師報告

Independent Auditor's Report

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. The key audit matters we identified are:

Key Audit Matter

關鍵審計事項

1. Impairment of goodwill, intangible assets and property, plant and equipment

商譽、無形資產以及物業、廠房及設備的減值

We identified the impairment of goodwill, intangible assets and property, plant and equipment arising from Yichang Biaodian Natural Gas Utilisation Co., Ltd (formerly known as Yichang Zhongyou Natural Gas Utilisation Co., Ltd) ("Yichang Biaodian") as a key audit matter due to the fact that Yichang Biaodian incurred loss of HK\$36,334,000 in the current year.

本核數師行將從宜昌市標典天然氣利用有限公司（前稱為宜昌中油天然氣利用有限公司）（「宜昌標典」）產生的商譽、無形資產以及物業、廠房及設備的減值確定為關鍵審計事項，此乃由於宜昌標典於本年度產生虧損36,334,000港元。

關鍵審計事項

關鍵審計事項為根據本核數師行的專業判斷，認為對本期綜合財務報表的審計最為重要的事項。該等事項於本核數師行審計整體綜合財務報表及出具意見時處理，而本核數師行不會對該等事項提供獨立的意見。所識別的關鍵審計事項如下：

How our audit addressed the Key Audit Matter

本核數師行的審計如何處理關鍵審計事項

Our procedures in relation to impairment assessment included:

本核數師行有關減值評估的程序包括：

- Assessing the competence, capabilities and objectivity of the management's independent valuer, and verifying the qualifications of the valuer; discussing the scope of its work with the management and reviewing its terms of engagement to determine that there were no matters that affected its objectivity or imposed scope limitations upon it;
- 評估管理層獨立估值師的勝任能力、專業能力及客觀性，並核驗估值師的資格；與管理層討論其工作範圍及審閱其委聘條款，以釐定並無事項影響其客觀性或對其施加範圍限制；

獨立核數師報告

Independent Auditor's Report

Key Audit Matter

關鍵審計事項

1. Impairment of goodwill, intangible assets and property, plant and equipment

(Continued)

商譽、無形資產以及物業、廠房及設備的減值
(續)

As stated in note 22, the Group engaged an independent professional valuer to carry out an impairment assessment by estimating the recoverable amount of the cash-generating unit with reference to value-in-use calculation, which required significant judgement on assumptions and inputs adopted in the underlying cash flows and in selecting an appropriate discount rate.

如附註22所述，當中載述 貴集團已委聘一家獨立專業估值師進行減值評估，即按照使用價值計算法估計現金產生單位的可收回金額，這需要對於相關現金流量中及於選擇合適貼現率時採用的假設及輸入值作出重大判斷。

According to the assessment, there was no impairment on the goodwill and intangible assets arising from the Group's acquisition of Yichang Biaodian and no impairment on property, plant and equipment of Yichang Biaodian as at 31 December 2018.

根據評估，於二零一八年十二月三十一日，並無 貴集團收購宜昌標典導致之商譽及無形資產減值，且宜昌標典之物業、廠房及設備亦無減值。

How our audit addressed the Key Audit Matter

本核數師行的審計如何處理關鍵審計事項

- Confirming that the approaches it used are in compliance with the requirement under Hong Kong Accounting Standard 36 "Impairment of Assets";
- 確認其所採用的方法符合香港會計準則第36號「資產減值」的要求；
- Analysing the underlying cash flows used in the models to determine whether they are reasonable and supportable;
- 分析於有關模型中使用的相關現金流量，以釐定彼等是否合理及言之有據；
- Understanding the projected cash flows, including the assumptions relating to revenue growth rates and comparing operating margins against historical performance; and
- 了解預測現金流量（包括有關收益增長率的假設）及比較經營利潤率與過往表現；及
- Involving our internal valuation experts to evaluate the methodology of the valuation, inputs used for the cash flow forecast and factors considered in the discount rates and assess these rates.
- 委託本核數師行的內部估值專家參與評估估值方法、現金流量預測所用輸入值以及於貼現率中考慮的因素，並評估該等比率。

獨立核數師報告

Independent Auditor's Report

Key Audit Matter

關鍵審計事項

2. Going concern assessment

持續經營評估

Refer to note 2 to the consolidated financial statements, the Group incurred a net loss for the year ended 31 December 2018. This condition indicated that there is uncertainty about the Group's ability to continue as a going concern as the Group's cash flows from operations was not sufficient to cover its operating costs.

謹此提述綜合財務報表附註2，截至二零一八年十二月三十一日止年度，貴集團產生虧損淨額。該狀況顯示對貴集團的持續經營能力存在不確定性，因為貴集團之經營現金流量不足以應付其經營成本。

Notwithstanding the above, the Group's management considered that it was appropriate to prepare the consolidated financial statements on a going concern basis. Management also considered that there was not a material uncertainty in relation to going concern based on their assessment of the Group's cash position and expected liquidity requirements for the foreseeable future.

儘管如上文所述，貴集團管理層認為，按持續經營基準編製綜合財務報表屬適當。管理層亦認為，根據其對貴集團現金狀況及於可見未來之預期流動資金需要之評估，並不存在有關持續經營之重大不確定性。

How our audit addressed the Key Audit Matter

本核數師行的審計如何處理關鍵審計事項

Our procedures in relation to management assessment of going concern included:

本核數師行有關管理層持續經營評估的程序包括：

- We assessed the reasonableness of the key inputs and the assumptions adopted by management in the preparation of the cash flow forecasts based on the historical performance of the Group's operations and our knowledge of the business.
- 本核數師行已根據貴集團業務之過往表現及本核數師行對該業務之知識，評估管理層於編製現金流量預測時採納之主要輸入數據及假設之合理性。
- We discussed with management their plans for the development of the natural gas operation, leasing business and the commodity trading business, and their plans to control costs and evaluated, the reasonableness of the cash flow forecasts based on those plans.
- 本核數師行已與管理層討論其有關發展天然氣業務、租賃業務及商品貿易業務之計劃及其控制成本之計劃，並根據該等計劃評估現金流量預測之合理性。
- We considered the impact of reasonably possible downside changes in the assumptions underlying the cash flow forecasts and assessed the possible mitigating actions identified by management.
- 本核數師行已考慮現金流量預測之相關假設之合理可能不利變動，並評估管理層識別之可能緩解行動。

獨立核數師報告

Independent Auditor's Report

OTHER INFORMATION

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

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

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

RESPONSIBILITIES OF DIRECTORS FOR THE CONSOLIDATED FINANCIAL STATEMENTS

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

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

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

其他資料

董事須對其他資料負責。其他資料包括年報內所載的所有資料，惟綜合財務報表及本核數師行載於其中的核數師報告除外。

本核數師行對綜合財務報表的意見並不涵蓋其他資料，本核數師行亦不對該等其他資料發表任何形式的保證結論。

就本核數師行對綜合財務報表的審計，本核數師行的責任乃細閱其他資料，在此過程中，考慮其他資料與綜合財務報表或本核數師行在審計過程中所知悉的情況是否存在重大抵觸或看似存在重大錯誤陳述。基於本核數師行已執行的工作，倘本核數師行認為其他資料存在重大錯誤陳述，本核數師行需要報告該事實。本核數師行就此並無任何事項須報告。

董事就綜合財務報表須承擔的責任

董事須負責根據香港會計師公會頒佈的香港財務報告準則及香港公司條例的披露規定編製真實而公平的綜合財務報表，並對董事認為為使綜合財務報表的編製不存在由於欺詐或錯誤而導致的重大錯誤陳述所需的內部監控負責。

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 貴集團的財務報告過程的職責。

獨立核數師報告

Independent Auditor's Report

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

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

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

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

核數師就審計綜合財務報表須承擔的責任

本核數師行的目標乃對綜合財務報表整體是否不存在由於欺詐或錯誤而導致的重大錯誤陳述取得合理保證，並出具包括本核數師行意見的核數師報告。本核數師行僅向閣下（作為整體）報告，除此之外本報告別無其他目的。本核數師行概不就本報告的內容對任何其他人士負責或承擔責任。

合理保證為高水平的保證，但不能保證按照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，如果合理預期其單獨或匯總起來可能影響綜合財務報表使用者依賴綜合財務報表所作出的經濟決定，則有關的錯誤陳述可被視作重大。

作為根據香港審計準則進行審計其中一環，本核數師行運用專業判斷，保持專業懷疑態度。本核數師行亦：

- 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，以及獲取充足及適當的審計憑證，作為本核數師行意見的基礎。由於欺詐可能涉及串謀、偽造、蓄意遺漏、虛假陳述，或凌駕於內部監控之上，因此未能發現因欺詐而導致出現重大錯誤陳述的風險高於未能發現因錯誤而導致出現重大錯誤陳述的風險。
- 瞭解與審計相關的內部監控，以設計在有關情況下屬適當的審計程序，但目的並非對貴集團內部監控的有效性發表意見。

獨立核數師報告

Independent Auditor's Report

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.
- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.
- 評估董事所採用會計政策的適當性以及作出會計估計及相關披露的合理性。
- 對董事採用持續經營會計基礎的適當性作出結論，並根據所獲取的審計憑證，確定是否存在與事項或情況有關的重大不確定性，從而可能導致對貴集團的持續經營能力產生重大疑慮。倘本核數師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注意綜合財務報表中的相關披露。假若有關的披露不足，則修訂本核數師行的意見。本核數師行的結論乃基於直至核數師報告日止所取得的審計憑證。然而，未來事項或情況可能導致貴集團不能持續經營業務。
- 評估綜合財務報表的整體列報方式、結構及內容（包括披露）事項以及綜合財務報表是否公平反映相關交易及事項。
- 就貴集團內實體或業務活動的財務資料獲取充足適當的審計憑證，以便對綜合財務報表發表意見。本核數師行負責貴集團審計的方向、監督及執行。本核數師行為審計意見承擔全部責任。

We communicate with the Audit Committee, 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.

本核數師行與審核委員會溝通審計的計劃範圍及時間以及重大審計發現等，其中包括本核數師行在審計中識別出內部監控的任何重大不足之處。

本核數師行亦向審核委員會提交聲明，表明本核數師行已符合有關獨立性的相關專業道德要求，並與彼等溝通可能合理被認為會影響本核數師行獨立性的所有關係及其他事項以及在適用的情況下相關的防範措施。

獨立核數師報告

Independent Auditor's Report

From the matters communicated with the Audit Committee, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

The engagement partner on the audit resulting in this independent auditor's report is Mr. Wong Wo Cheung.

從與審核委員會溝通的事項中，本核數師行確定該等對本期綜合財務報表的審計最為重要的事項，因而構成關鍵審計事項。本核數師行在核數師報告中闡釋該等事項，除非法律或規例不允許公開披露該等事項，或在極端罕見的情況下，合理預期倘於本核數師行之報告中註明某事項造成的負面後果超過產生的公眾利益，則本核數師行決定不應在報告中註明該事項。

出具本獨立核數師報告的審計項目合夥人為王和祥。

RSM Hong Kong

Certified Public Accountants

29th Floor, Lee Garden Two
28 Yun Ping Road
Causeway Bay
Hong Kong
28 March 2019

羅申美會計師事務所

執業會計師

香港
銅鑼灣
恩平道二十八號
利園二期二十九字樓
二零一九年三月二十八日

綜合損益及其他全面收益表

Consolidated Statement of Profit or Loss and Other Comprehensive Income

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

		Notes 附註	2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Continuing operations	持續經營業務			
Revenue	收益	8	108,716	49,749
Cost of sales	銷售成本		(102,668)	(47,176)
Gross profit	毛利		6,048	2,573
Other income	其他收入	9	2,241	292
Other gains and losses	其他收益及虧損	10	(148)	811
Loss on fair value change on convertible bond designated at fair value through profit or loss ("FVTPL")	指定按公平值計入損益 (「按公平值計入損益」) 之可換股債券之公平值變動虧損		(4,186)	–
Selling and distribution cost	銷售及分銷成本		(18,917)	(11,299)
General and administrative expenses	一般及行政支出		(44,225)	(27,118)
Finance costs	財務成本	12	(25,697)	(5,670)
Loss before tax	除稅前虧損		(84,884)	(40,411)
Income tax credit	所得稅抵免	13	1,973	1,919
Loss for the year from continuing operations	來自持續經營業務之年內虧損	14	(82,911)	(38,492)
Discontinued operations	已終止經營業務			
Loss for the year from discontinued operations	來自已終止經營業務之年內虧損	17	(5,520)	(1,506)
Loss for the year	年內虧損		(88,431)	(39,998)
Other comprehensive income	其他全面收益			
<i>Item that may be reclassified to profit or loss:</i>	<i>可能會重新分類至損益之項目:</i>			
Exchange differences arising on translation of financial statements to presentation currency	將財務報表換算為呈列貨幣產生之匯兌差異		(6,208)	9,860

綜合損益及其他全面收益表

Consolidated Statement of Profit or Loss and Other Comprehensive Income

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

	Notes 附註	2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Other comprehensive income for the year, net of tax	年內其他全面收益 (已扣稅)	(6,208)	9,860
Total comprehensive income for the year	本年度全面收益總額	(94,639)	(30,138)
Loss for the year attributable to:	以下人士應佔年內虧損：		
Owners of the Company	本公司擁有人	(70,595)	(33,225)
Non-controlling interests	非控股權益	(17,836)	(6,773)
		(88,431)	(39,998)
Total comprehensive income for the year attributable to:	以下人士應佔本年度全面 收益總額：		
Owners of the Company	本公司擁有人	(73,799)	(28,653)
Non-controlling interests	非控股權益	(20,840)	(1,485)
		(94,639)	(30,138)
Loss per share	每股虧損		
			19
From continuing and discontinued operations	來自持續經營及 已終止經營業務		
Basic (HK cents per share)	基本(每股港仙)	(5.89)	(2.94)
Diluted (HK cents per share)	攤薄(每股港仙)	(5.89)	(2.94)
From continuing operations	來自持續經營業務		
Basic (HK cents per share)	基本(每股港仙)	(5.43)	(2.80)
Diluted (HK cents per share)	攤薄(每股港仙)	(5.43)	(2.80)

綜合財務狀況表

Consolidated Statement of Financial Position

於二零一八年十二月三十一日 As at 31 December 2018

		Notes 附註	2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Non-current assets	非流動資產			
Property, plant and equipment	物業、廠房及設備	20	277,688	281,191
Prepaid land lease payments	預付土地租賃款項	21	1,606	1,733
Goodwill	商譽	22	4,323	4,556
Long term deposit	長期按金	26	37	–
Intangible assets	無形資產	23	204,658	228,902
			488,312	516,382
Current assets	流動資產			
Inventories	存貨	25	492	321
Trade and other receivables	應收貿易及其他賬款	26	11,662	1,833
Loan receivables	應收貸款	27	29,504	720
Bond receivables	應收債券	28	13,125	–
Prepaid land lease payments	預付土地租賃款項	21	33	35
Value-added tax (“VAT”) recoverable	可收回增值稅 (「增值稅」)		7,783	7,146
Restricted bank deposits	受限制銀行存款	45	544	–
Bank and cash balances	銀行及現金結餘	29	2,297	7,069
Current tax assets	流動稅項資產		165	–
			65,605	17,124
Current liabilities	流動負債			
Trade and other payables	應付貿易及其他賬款	30	47,774	48,769
Amounts due to directors	應付董事款項	31	2,105	–
Non-convertible bonds	不可換股債券	32	9,747	–
Bank borrowings	銀行借貸	33	2,277	2,400
			61,903	51,169
Net current assets/(liabilities)	流動資產／(負債)淨額		3,702	(34,045)
Total assets less current liabilities	總資產減流動負債		492,014	482,337

綜合財務狀況表

Consolidated Statement of Financial Position

於二零一八年十二月三十一日 As at 31 December 2018

		Notes 附註	2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Non-current liabilities	非流動負債			
Amount due to a shareholder of the Company	應付本公司股東款項	35	–	25,355
Amounts due to non-controlling shareholders of a subsidiary and its related parties	應付一間附屬公司之非控股股東及其關連方款項	36	39,650	176,704
Bank borrowings	銀行借貸	33	17,081	3,600
Non-convertible bonds	不可換股債券	32	3,000	–
Convertible bond designated at fair value through profit or loss (“FVTPL”)	指定按公平值計入損益（「按公平值計入損益」）之可換股債券	37	24,186	–
Deferred tax liabilities	遞延稅項負債	38	50,682	55,571
			134,599	261,230
			357,415	221,107
CAPITAL AND RESERVES	資本及儲備			
Share capital	股本	40	32,586	28,275
Share premium and reserves	股份溢價及儲備	43(a)	231,347	79,379
Equity attributable to owners of the Company	本公司擁有人應佔權益		263,933	107,654
Non-controlling interests	非控股權益		93,482	113,453
Total equity	權益總額		357,415	221,107

Approved by the Board of Directors on 28 March 2019 and are signed on its behalf by:

於二零一九年三月二十八日獲董事會批准並由下列董事代表簽署：

Cheung Tuen Ting
張端亭

Wu Guoming
吳國明

綜合股本權益變動表

Consolidated Statement of Changes in Equity

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

		Attributable to owners of the Company 本公司擁有人應佔							Non-controlling interests ("NCI") 非控股權益		Total equity 權益總額	
		Share capital 股本 (note 40) (附註40)	Capital reserve 資本儲備 (note 43(b)(i)) (附註43(b)(i))	Share premium 股份溢價 (note 43(b)(iii)) (附註43(b)(iii))	Other reserve 其他儲備 (note 43(b)(iv)) (附註43(b)(iv))	Translation reserve 換算儲備 (note 43(b)(v)) (附註43(b)(v))	Share options reserve 購股權儲備 (note 41) (附註41)	Subsidiaries shares to be issued 將予發行之附屬公司股份 (note 34) (附註34)	Accumulated losses 累計虧損	Total 總計	Total equity 權益總額	
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	
At 1 January 2017	於二零一七年一月一日	28,275	7,540	223,502	16,613	(4,919)	-	-	(152,639)	118,372	103,985	222,357
Exchange differences arising on translation of financial statements to presentation currency	將財務報表換算為呈列貨幣產生之匯兌差額	-	-	-	-	4,572	-	-	-	4,572	5,288	9,860
Loss for the year	本年度虧損	-	-	-	-	-	-	-	(33,225)	(33,225)	(6,773)	(39,998)
Profit/(loss) and total comprehensive income for the year	本年度溢利/(虧損)及全面收益總額	-	-	-	-	4,572	-	-	(33,225)	(28,653)	(1,485)	(30,138)
Recognition of share-based payments (note 41)	確認以股份為基礎的付款(附註41)	-	-	-	-	-	2,446	-	-	2,446	-	2,446
Deemed capital contribution arising from non-current interest-free loan from a shareholder of the Company and non-controlling shareholders of a subsidiary and its related parties (note 35 and 36)	本公司股東及一間附屬公司之非控股股東及其關連方提供非即期免息貸款產生之視作注資(附註35及36)	-	-	-	15,489	-	-	-	-	15,489	10,953	26,442
At 31 December 2017	於二零一七年十二月三十一日	28,275	7,540	223,502	32,102	(347)	2,446	-	(185,864)	107,654	113,453	221,107
At 1 January 2018	於二零一八年一月一日	28,275	7,540	223,502	32,102	(347)	2,446	-	(185,864)	107,654	113,453	221,107
Exchange differences arising on translation of financial statements to presentation currency	將財務報表換算為呈列貨幣產生之匯兌差額	-	-	-	-	(3,204)	-	-	-	(3,204)	(3,004)	(6,208)
Loss for the year	本年度虧損	-	-	-	-	-	-	-	(70,595)	(70,595)	(17,836)	(88,431)
Loss and total comprehensive income for the year	本年度虧損及全面收益總額	-	-	-	-	(3,204)	-	-	(70,595)	(73,799)	(20,840)	(94,639)
Forfeiture of share options granted (note 41)	沒收已授出購股權(附註41)	-	-	-	-	-	(542)	-	542	-	-	-
Disposal of interest to NCI (note 44(d))	出售權益予非控股權益(附註44(d))	-	-	-	-	-	-	-	35	35	(35)	-
Issuance of ordinary shares	發行普通股	4,276	-	62,937	-	-	-	-	-	67,213	-	67,213
Recognition of share-based payments (note 41)	確認以股份為基礎的付款(附註41)	-	-	-	-	-	7,804	-	-	7,804	-	7,804
Exercise of share option	行使購股權	35	-	995	-	-	(251)	-	-	779	-	779
Advanced receipts for capital contributions (note 34)	預收注資(附註34)	-	-	-	-	-	-	153,377	-	153,377	-	153,377
Deemed capital contribution arising from non-current interest-free loan from non-controlling shareholders of a subsidiary and its related parties (note 36)	一間附屬公司之非控股股東及其關連方提供非即期免息貸款產生之視作注資(附註36)	-	-	-	870	-	-	-	-	870	904	1,774
At 31 December 2018	於二零一八年十二月三十一日	32,566	7,540	287,434	32,972	(3,551)	9,457	153,377	(255,882)	263,933	93,482	357,415

綜合現金流動表

Consolidated Statement of Cash Flows

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

	Notes 附註	2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
CASH FLOWS FROM OPERATING ACTIVITIES	經營業務所得現金流量		
Loss before tax	除稅前虧損		
Continuing operations	持續經營業務	(84,884)	(40,411)
Discontinued operations	已終止經營業務	(5,520)	(1,506)
		(90,404)	(41,917)
Adjustments for:	調整：		
Depreciation of property, plant and equipment	物業、廠房及設備之折舊	13,490	6,365
Amortisation of intangible assets	無形資產攤銷	8,492	9,478
Amortisation of prepaid land lease payments	預付土地租賃款項攤銷	39	33
Finance costs	財務成本	25,697	5,670
Interest income	利息收入	(1,067)	(3)
Loss on fair value change on convertible bond designated at FVTPL	指定按公平值計入損益之可換股債券之公平值變動虧損	4,186	-
Loss on disposal of property, plant and equipment	出售物業、廠房及設備之虧損	424	1,293
Loss/(Gain) on disposal of a subsidiary	出售一間附屬公司虧損／(收益)	48	(2,000)
Impairment loss on intangible assets	無形資產減值虧損	4,500	-
Impairment loss on goodwill	商譽減值虧損	8,005	-
Share-based payment expense	以股份為基礎的付款開支	7,804	2,446
Operating cash flows before working capital changes	營運資金變動前之經營現金流量	(18,786)	(18,635)
(Increase)/decrease in trade and other receivables	應收貿易及其他賬款(增加)／減少	(7,169)	1,336
Increase in inventories	存貨增加	(198)	(198)
Increase in restricted bank deposits	受限制銀行存款增加	(544)	-
(Decrease)/Increase in trade and other payables	應付貿易及其他賬款(減少)／增加	(8,081)	5,624
Cash used in operations	經營所耗之現金	(34,778)	(11,873)
Income tax refunded	已退還所得稅	(37)	-
NET CASH USED IN OPERATING ACTIVITIES	經營業務所耗之現金淨額	(34,815)	(11,873)

綜合現金流動表

Consolidated Statement of Cash Flows

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

	Notes 附註	2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
INVESTING ACTIVITIES			
投資活動			
Acquisition of property, plant and equipment	收購物業、廠房及設備	(9,932)	(24,970)
Interest received	已收利息	942	3
Proceeds from disposal of property, plant and equipment	出售物業、廠房及設備所得款項	1,190	–
Net cash outflow arising from acquisition of Yichang Biaodian	收購宜昌標典產生之現金流出淨額	–	(9,999)
Increase in loan receivables	應收貸款增加	(29,439)	–
Increase in bond receivables	應收債券增加	(13,000)	–
Cash inflow arising from disposal of a subsidiary	出售一間附屬公司產生的現金流入	–	2,000
Cash inflow arising from acquisition of a subsidiary	收購一間附屬公司產生之現金流入	164	–
Increase in VAT recoverable	可收回增值稅增加	(1,040)	(349)
NET CASH USED IN INVESTING ACTIVITIES	投資活動所用現金淨額	(51,115)	(33,315)
FINANCING ACTIVITIES			
融資活動			
Proceeds from issue of new ordinary shares	發行新普通股所得款項	67,992	–
(Repayment to)/advance from a shareholder of the Company, net of	(還款予)/墊款自本公司股東，淨額	(25,355)	18,360
(Repayment to)/advances from non-controlling shareholders of a subsidiary and its related parties, net of	(還款予)/墊款自一間附屬公司之非控股股東及其關連方，淨額	(156,742)	33,986
New bank borrowings raised	已籌集新增銀行借貸	17,080	5,850
Amounts due to directors	應付董事款項	2,541	–
Proceeds from convertible bond designated at FVTPL	來自指定按公平值計入損益之可換股債券之所得款項	20,000	–
Proceeds from non-convertible bonds	來自不可換股債券之所得款項	12,500	–
Repayments of bank borrowings	償還銀行借貸	(2,376)	(17,550)
Repayments of loans from non-controlling shareholders	償還非控股股東貸款	–	(2,644)
Advance receipts from capital contribution	預收注資	153,377	–
Interest paid	已付利息	(7,724)	(1,398)

綜合現金流動表

Consolidated Statement of Cash Flows

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

	Notes 附註	2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
NET CASH GENERATED FROM FINANCING ACTIVITIES	融資活動所得現金淨額	81,293	36,604
NET DECREASE IN CASH AND CASH EQUIVALENTS	現金及現金等額減少淨額	(4,637)	(8,584)
Effect of foreign exchange rate changes	外匯匯率變動之影響	(135)	638
CASH AND CASH EQUIVALENTS AT 1 JANUARY	於一月一日之現金及現金等額	7,069	15,015
CASH AND CASH EQUIVALENTS AT 31 DECEMBER	於十二月三十一日之現金及現金等額	2,297	7,069

綜合財務報表附註

Notes to the Consolidated Financial Statements

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

1. GENERAL INFORMATION

Global Strategic Group Limited (the “Company”) was incorporated in the Cayman Islands as an exempted company with limited liability under the Companies Law (Revised) of the Cayman Islands. The address of its registered office is Cricket Square, Hutchins Drive, PO Box 2681, Grand Cayman KY1-1111, Cayman Islands. The address of its principal place of business is 15/F., 80 Gloucester Road, Wanchai, Hong Kong. The Company’s shares are listed on GEM of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”).

The Company is an investment holding company. The principal activities of its subsidiaries are set out in note 24 to the consolidated financial statements.

2. BASIS OF PREPARATION

These consolidated financial statements have been prepared in accordance with all applicable Hong Kong Financial Reporting Standards (“HKFRSs”) issued by the Hong Kong Institute of Certified Public Accountants (the “HKICPA”). HKFRSs comprise Hong Kong Financial Reporting Standards (“HKFRS”); Hong Kong Accounting Standards (“HKAS”); and Interpretations. These consolidated financial statements also comply with the applicable disclosure provisions of the Rules Governing the Listing of Securities on the Stock Exchange and with the disclosure requirements of the Hong Kong Companies Ordinance (Cap. 622). Significant accounting policies adopted by the Group are disclosed below.

The 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 provides information on any changes in accounting policies resulting from initial application of these developments to the extent that they are relevant to the Group for the current and prior accounting periods reflected in these consolidated financial statements.

1. 一般資料

環球戰略集團有限公司(「本公司」)在開曼群島根據開曼群島經修訂公司法註冊成立為獲豁免有限公司。其註冊辦事處地址為Cricket Square, Hutchins Drive, POBox 2681, Grand Cayman KY1-1111, Cayman Islands。主要營業地點之地址為香港灣仔告士打道80號15樓。本公司之股份在香港聯合交易所有限公司(「聯交所」)GEM上市。

本公司為一間投資控股公司，其附屬公司之主要業務載於綜合財務報表附註24。

2. 編製基準

該等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」)編製。香港財務報告準則包括香港財務報告準則(「香港財務報告準則」);香港會計準則(「香港會計準則」);及詮釋。該等綜合財務報表亦符合聯交所證券上市規則之適用披露條文以及香港公司條例(香港法例第622章)之披露規定。本集團所採納之主要會計政策披露如下。

香港會計師公會已頒佈若干新訂及經修訂之香港財務報告準則，並於本集團之本會計期間首次生效或可供提早採用。附註3提供於本會計期間及之前會計期間因初步應用與本集團相關之內容而產生之會計政策變動的資料，有關變動資料反映於該等綜合財務報表。

綜合財務報表附註

Notes to the Consolidated Financial Statements

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

2. BASIS OF PREPARATION (Continued)

The Directors have given careful consideration to the going concern of the Group in light of the fact that the Group incurred a net loss of HK\$88,431,000 for the year ended 31 December 2018. In addition, as at 31 December 2018, the Group had capital commitments amounting to HK\$9,281,000 as disclosed in note 46.

Mr. Wu Guoming (“Mr. Wu”), a substantial shareholder of the Company as at 31 December 2018, has agreed to provide sufficient funds to the Group so that the Group will be able to meet all current obligations as they fall due in the coming twelve months after the year ended 31 December 2018.

Taking into account the above factors, the Directors are of the opinion that, together with the internal financial resources of the Group, the Group has sufficient working capital for its present requirements, that is for at least the next twelve months commencing from the date of the consolidated financial statements. Hence, the consolidated financial statements have been prepared on a going concern basis.

2. 編製基準 (續)

鑑於本集團於截至二零一八年十二月三十一日止年度產生虧損淨額88,431,000港元，董事已仔細考慮本集團的持續經營情況。此外，誠如附註46所披露，於二零一八年十二月三十一日，本集團擁有資本承擔9,281,000港元。

本公司於二零一八年十二月三十一日之主要股東吳國明先生（「吳先生」）已同意向本集團提供充足資金，以便本集團能夠償付截至二零一八年十二月三十一日止年度後未來十二個月的所有到期即期債務。

經計及上述因素，董事認為，連同本集團的內部財務資源，本集團擁有充足營運資金可滿足自綜合財務報表日期起計至少未來十二個月的現時需求。因此，綜合財務報表已按持續經營基準編製。

綜合財務報表附註

Notes to the Consolidated Financial Statements

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

3. ADOPTION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS

(a) Application of new and revised HKFRSs

The HKICPA has issued a number of new and revised HKFRSs that are first effective for annual periods beginning on or after 1 January 2018. Of these, the following developments are relevant to the Group's consolidated financial statements:

- (i) HKFRS 9 Financial Instruments; and
- (ii) HKFRS 15 Revenue from Contracts with Customers

The Group has not applied any new standard or interpretation that is not yet effective for the current accounting period.

HKFRS 9 Financial instruments

HKFRS 9 replaces the provisions of HKAS 39 that relate to the recognition, classification and measurement of financial assets and financial liabilities, derecognition of financial instruments, impairment of financial assets and hedge accounting.

3. 採納新訂及經修訂香港財務報告準則

(a) 應用新訂及經修訂香港財務報告準則

香港會計師公會已頒佈若干於二零一八年一月一日或之後開始的年度期間首次生效的新訂及經修訂香港財務報告準則。其中與本集團綜合財務報表有關之發展如下：

- (i) 香港財務報告準則第9號金融工具；及
- (ii) 香港財務報告準則第15號來自客戶合約之收益

本集團尚未應用任何於本會計期間尚未生效的新訂準則或詮釋。

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號有關確認、分類及計量金融資產及金融負債、終止確認金融工具、金融資產減值及對沖會計法之條文。

3. ADOPTION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (Continued)

(a) Application of new and revised HKFRSs (Continued)

HKFRS 9 Financial instruments (Continued)

The Group has applied HKFRS 9 in accordance with the transition provisions set out in HKFRS 9, i.e. applied the classification and measurement requirements retrospectively to instruments that have not been derecognised as at 1 January 2018 (date of initial application) and has not applied the requirements to instruments that have already been derecognised as at 1 January 2018. The difference between carrying amounts as at 31 December 2017 and the carrying amounts as at 1 January 2018 are recognised in the opening retained profits and other components of equity, without restating comparative information.

Accordingly, certain comparative information may not be comparable as comparative information was prepared under HKAS 39 Financial Instruments: Recognition and Measurement.

The adoption of HKFRS 9 resulted in the following changes to the Group's accounting policies.

(a) Classification

From 1 January 2018, the Group classifies its financial assets in the following measurement categories:

- those to be measured subsequently at fair value through other comprehensive income ("FVTOCI") or at fair value through profit or loss ("FVTPL"), and
- those to be measured at amortised cost.

3. 採納新訂及經修訂香港財務報告準則 (續)

(a) 應用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)

本集團已按香港財務報告準則第9號所載之過渡條文應用香港財務報告準則第9號，即對並無於二零一八年一月一日（首次應用日期）終止確認之工具追溯應用分類及計量規定，且並無對已於二零一八年一月一日終止確認之工具應用有關規定。於二零一七年十二月三十一日之賬面值與於二零一八年一月一日之賬面值之間之差額，於期初保留溢利及權益之其他部分確認，且並無重列比較資料。

由於比較資料乃按照香港會計準則第39號金融工具：確認及計量編製，因此，若干比較資料可能無法比較。

採納香港財務報告準則第9號導致本集團會計政策出現下列變動。

(a) 分類

自二零一八年一月一日起，本集團將其金融資產分類為以下計量類別：

- 其後按公平值計入其他全面收益（「按公平值計入其他全面收益」）或按公平值計入損益（「按公平值計入損益」）計量；及
- 按攤銷成本計量。

3. ADOPTION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (Continued)

(a) Application of new and revised HKFRSs (Continued)

HKFRS 9 Financial instruments (Continued)

(a) Classification (Continued)

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

For assets measured at fair value, gains and losses will either be recorded in profit or loss or other comprehensive income. For investments in equity instruments that are not held for trading, this will depend on whether the Group has made an irrevocable election at the time of initial recognition to account for the equity investment at FVTOCI.

(b) Measurement

The Group reclassifies debt investments when and only when its business model for managing those assets changes.

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

3. 採納新訂及經修訂香港財務報告準則 (續)

(a) 應用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)

(a) 分類 (續)

分類取決於本集團管理金融資產的業務模式及現金流量的合約條款。

對於按公平值計量的資產、收益及虧損將計入損益或其他全面收益。對於並非持作交易的股本工具投資，則視乎本集團在初始確認時是否作出不可撤銷的選擇而於按公平值計入其他全面收益的股本工具入賬。

(b) 計量

本集團於及僅於管理該等資產之業務模式改變時，方會重新分類債務投資。

在初始確認時，本集團按公平值（如為並非按公平值計入損益的金融資產，則加上購買金融資產時直接應佔之交易成本）計量金融資產。按公平值計入損益列賬之金融資產之交易成本於損益內列作開支。

3. ADOPTION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (Continued)

(a) Application of new and revised HKFRSs (Continued)

HKFRS 9 Financial instruments (Continued)

(b) Measurement (Continued)

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

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

- Amortised cost: Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortised cost. Interest income from these financial assets is included in other income using the effective interest rate method. Any gain or loss arising on derecognition is recognised directly in profit or loss and presented in other gains/(losses), together with foreign exchange gains and losses. Impairment losses are presented as separate line item in the statement of profit or loss.

3. 採納新訂及經修訂香港財務報告準則 (續)

(a) 應用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)

(b) 計量 (續)

確定具有嵌入衍生工具之金融資產之現金流量是否僅為支付本金及利息時，需從金融資產之整體進行考慮。

債務工具之後續計量取決於本集團管理資產之業務模式及該項資產之現金流量特點。本集團將其債務工具分類為三種計量類別：

- 攤銷成本：為收取合約現金流量而持有，且現金流量僅為支付本金及利息之資產按攤銷成本計量。該等金融資產之利息收入按實際利率法計入其他收入。終止確認產生的任何收益或虧損直接於損益確認，並於其他收益／（虧損）中與外匯收益及虧損一併列示。減值虧損於損益表中作為獨立項目列示。

3. ADOPTION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (Continued)

(a) Application of new and revised HKFRSs (Continued)

HKFRS 9 Financial instruments (Continued)

(b) Measurement (Continued)

- FVTOCI: Assets that are held for collection of contractual cash flows and for selling the financial assets, where the assets' cash flows represent solely payments of principal and interest, are measured at FVTOCI. Movements in the carrying amount are taken through other comprehensive income, except for the recognition of impairment gains or losses, interest revenue and foreign exchange gains and losses which are recognised in profit or loss. When the financial asset is derecognised, the cumulative gain or loss previously recognised in other comprehensive income is reclassified from equity to profit or loss and recognised in other gains/(losses). Interest income from these financial assets is included in other income using the effective interest rate method. Foreign exchange gains and losses are presented in other gains/(losses) and impairment losses are presented as separate line item in the statement of profit or loss.

3. 採納新訂及經修訂香港財務報告準則 (續)

(a) 應用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)

(b) 計量 (續)

- 按公平值計入其他全面收益：持作收回合約現金流量及出售金融資產之資產，倘該等資產現金流量僅指支付本金及利息，則按公平值計入其他全面收益計量。賬面值變動計入其他全面收益，惟於損益中確認之減值收益或虧損、利息收益及外匯收益及虧損之確認除外。金融資產終止確認時，先前於其他全面收益確認之累計收益或虧損由權益重新分類至損益並於其他收益／（虧損）中確認。該等金融資產之利息收入按實際利率法計入其他收入。外匯收益及虧損呈列於其他收益／（虧損）中，而減值虧損則於損益表中作為獨立項目列示。

3. ADOPTION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (Continued)

(a) Application of new and revised HKFRSs (Continued)

HKFRS 9 Financial instruments (Continued)

(b) Measurement (Continued)

- FVTPL: Assets that do not meet the criteria for amortised cost or FVTOCI are measured at FVTPL. A gain or loss on a debt investment that is subsequently measured at FVTPL is recognised in profit or loss and presented net within other gains/(losses) in the period in which it arises.

The Group subsequently measures all equity investments at fair value. Where the Group's management has elected to present fair value gains and losses on equity investments in other comprehensive income, there is no subsequent reclassification of fair value gains and losses to profit or loss following the derecognition of the investment. Dividends from such investments continue to be recognised in profit or loss as other income when the Group's right to receive payments is established.

Changes in the fair value of financial assets at FVTPL are recognised in other gains/(losses) in the statement of profit or loss as applicable. Impairment losses (and reversal of impairment losses) on equity investments measured at FVTOCI are not reported separately from other changes in fair value.

3. 採納新訂及經修訂香港財務報告準則 (續)

(a) 應用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)

(b) 計量 (續)

- 按公平值計入損益：不符合攤銷成本標準或按公平值計入其他全面收益之資產乃按公平值計入損益計量。隨後按公平值計入損益計量之債務投資之收益或虧損於損益中確認，並於產生期間按淨額呈列於其他收益／（虧損）中。

本集團所有股本投資隨後按公平值計量。倘本集團管理層已選擇將股本投資之公平值收益及虧損於其他全面收益呈列，則終止確認投資後，概無後續重新分類公平值收益及虧損至損益。本集團收取付款之權利確立時，有關投資之股息繼續於損益中確認為其他收入。

按公平值計入損益之金融資產公平值變動乃於損益表中其他收益／（虧損）中確認（如適用）。按公平值計入其他全面收益計量之股本投資減值虧損（及減值虧損之撥回）不會與其他公平值變動分開呈報。

綜合財務報表附註

Notes to the Consolidated Financial Statements

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

3. ADOPTION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (Continued)

(a) Application of new and revised HKFRSs (Continued)

HKFRS 9 Financial instruments (Continued)

(c) Impairment

From 1 January 2018, the Group assesses on a forward looking basis the expected credit losses associated with its debt instruments carried at amortised cost and FVTOCI. The impairment methodology applied depends on whether there has been a significant increase in credit risk.

For trade receivables, the Group applies the simplified approach permitted by HKFRS 9, which requires expected lifetime losses to be recognised from initial recognition of the receivables.

The following table and the accompanying notes below explain the original measurement categories under HKAS 39 and the new measurement categories under HKFRS 9 for each class of the Group's financial assets as at 1 January 2018.

Financial assets		Note	Classification under HKAS 39 根據香港會計準則第39號的分類	Classification under HKFRS 9 根據香港財務報告準則第9號的分類	Carrying amount under HKAS 39 根據香港會計準則第39號的賬面值 HK\$'000 千港元	Carrying amount under HKFRS 9 根據香港財務報告準則第9號的賬面值 HK\$'000 千港元
金融資產						
Trade and other receivables	應收貿易及其他賬款	(a)	Loans and receivables 貸款及應收款項	Amortised cost 攤銷成本	1,833	1,833
Loan receivables	應收貸款	(a)	Loans and receivables 貸款及應收款項	Amortised cost 攤銷成本	720	720

3. 採納新訂及經修訂香港財務報告準則 (續)

(a) 應用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)

(c) 減值

自二零一八年一月一日起，本集團按前瞻性基準評估按攤銷成本及按公平值計入其他全面收益列賬之債務工具相關之預期信貸虧損。所採用減值方法視乎信貸風險是否大幅增加而定。

就應收貿易賬款而言，本集團應用香港財務準則第9號所准許的簡化方法，需要將預期全期虧損於初次確認應收賬款時確認。

下表及隨附附註說明本集團各類金融資產於二零一八年一月一日根據香港會計準則第39號之原計量類別及根據香港財務報告準則第9號之新計量類別。

3. ADOPTION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (Continued)

(a) Application of new and revised HKFRSs (Continued)

HKFRS 9 Financial instruments (Continued)

(c) Impairment (Continued)

The effect on retained earnings is before adjustment for impairment (see below).

The measurement categories for all financial liabilities remain the same. The carrying amounts for all financial liabilities at 1 January 2018 have not been impacted by the initial application.

The Group did not designate or de-recognise any financial assets or financial liabilities at FVTPL at 1 January 2018.

Note:

- (a) Trade receivables, deposit and other receivables that were previously classified as loans and receivables under HKAS 39 are now classified as amortised cost. No adjustment on allowance for impairment of the trade receivables, deposit and other receivables was recognised in opening retained earnings at 1 January 2018 on transition to HKFRS 9.

For assets in scope of the HKFRS 9 impairment model, impairment losses are generally expected to increase and become more volatile. The Group has determined that the application of HKFRS 9 impairment model requirements at 1 January 2018 does not result in an additional impairment allowance.

3. 採納新訂及經修訂香港財務報告準則 (續)

(a) 應用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)

(c) 減值 (續)

對保留盈利之影響屬減值調整前 (見下文)。

所有金融負債的計量類別保持不變。所有金融負債於二零一八年一月一日的賬面值未受首次應用影響。

本集團未指定或終止確認於二零一八年一月一日按公平值計入損益的任何金融資產或金融負債。

附註:

- (a) 先前根據香港會計準則第39號分類為貸款及應收款項的應收貿易賬款、按金及應收其他賬款現按攤銷成本分類。概無該等應收貿易賬款、按金及應收其他賬款減值撥備之調整於過渡至香港財務報告準則第9號時於二零一八年一月一日的期初保留盈利確認。

就屬於香港財務報告準則第9號減值模型範圍內的資產而言，一般預期減值虧損將會增加及變得更為波動。本集團已釐定於二零一八年一月一日應用香港財務報告準則第9號減值模型規定不會導致進一步計提減值撥備。

3. ADOPTION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (Continued)

(a) Application of new and revised HKFRSs (Continued)

HKFRS 15 Revenue from contracts with customers

HKFRS 15 establishes a comprehensive framework for determining whether, how much and when revenue is recognised. It replaced HKAS 18 Revenue, HKAS 11 Construction Contracts and related interpretations.

The Group has applied HKFRS 15 retrospectively with the cumulative effect of initially applying this standard 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 of equity, as appropriate) and comparative information has not been restated. Furthermore, in accordance with the transition provisions in HKFRS 15, the Group has elected to apply the Standard retrospectively only to contracts that are not completed at 1 January 2018. Accordingly, certain comparative information may not be comparable as comparative information was prepared under HKAS 18 Revenue and HKAS 11 Construction Contracts and the related interpretations.

3. 採納新訂及經修訂香港財務報告準則 (續)

(a) 應用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號來自客戶合約之收益

香港財務報告準則第15號建立一個釐定是否確認收益、確認金額及時間之綜合框架。其取代香港會計準則第18號收益、香港會計準則第11號建築合約及相關詮釋。

本集團已追溯應用香港財務報告準則第15號，而首次應用該準則之累積影響已於二零一八年一月一日首次應用當日確認，於首次應用日期之一切差異已於期初保留溢利或權益之其他部分（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號之過渡條文，本集團選擇僅就於二零一八年一月一日尚未完成之合約追溯應用該準則。由於比較資料乃根據香港會計準則第18號收益及香港會計準則第11號建築合約以及相關詮釋編製，因此，若干比較資料可能無法用作比較。

3. ADOPTION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (Continued)

(a) Application of new and revised HKFRSs (Continued)

HKFRS 15 Revenue from contracts with customers (Continued)

The adoption of HKFRS 15 resulted in the following changes to the Group's accounting policies.

- *Trading of copper*

Revenue of trading of copper is recognised when control of the products has transferred, being when the products are transferred to the customer, the customer has full discretion over the channel and price to sell the products, and there is no unfulfilled obligation that could affect the customer's acceptance of the products.

A receivable is recognised when the goods are transferred as this is the point in time that the consideration is unconditional because only the passage of time is required before the payment is due.

3. 採納新訂及經修訂香港財務報告準則 (續)

(a) 應用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號來自客戶合約之收益 (續)

採納香港財務報告準則第15號導致本集團會計政策發生以下變動。

- *買賣銅*

買賣銅的收益於產品控制權轉移，即將產品轉移至客戶，客戶可全權酌情決定產品銷售渠道及價格及並無未履行責任會影響客戶接納產品之時確認。

應收賬款於轉移貨品時確認，原因為代價於該時間點因付款僅須隨時間推移即可到期而成為無條件。

3. ADOPTION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (Continued)

(a) Application of new and revised HKFRSs (Continued)

HKFRS 15 Revenue from contracts with customers (Continued)

- *Natural gas operations*

Pipeline installation services

The Group provides service of pipeline installation for natural gas customers. Revenue from pipeline installation is recognised at a point in time when the installation completed and the government inspected and issued approval report. Payment for pipeline installation services is not due from the customer until the installation services are complete.

3. 採納新訂及經修訂香港財務報告準則 (續)

(a) 應用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號來自客戶合約之收益 (續)

- 天然氣業務

管道安裝服務

本集團為天然氣客戶提供管道安裝服務。管道安裝的收益於安裝完成及政府已檢查及發佈批准報告之時間點確認。安裝服務完成之前客戶毋須支付管道安裝服務付款。

3. ADOPTION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (Continued)

(a) Application of new and revised HKFRSs (Continued)

HKFRS 15 Revenue from contracts with customers (Continued)

- *Natural gas operations (Continued)*

Sale of natural gas through pipelines

The performance obligation of sale of natural gas through pipelines to the customer are satisfied over time as the customer simultaneously receives and consumes the benefits of the natural gas provided by the Group as it performs, therefore, revenue arising from the sale of natural gas through pipelines is recognised over time. The revenue from sale of natural gas is based on the price as set out by the government.

Sale of liquefied natural gas in bulk

Revenue from sale of liquefied natural gas in bulk is recognised when control of the products has transferred, being when the products are delivered to the customer, the customer has full discretion over the channel and price to sell the products, and there is no unfulfilled obligation that could affect the customer's acceptance of the products. Delivery occurs when the products have been delivered to the specific location.

A receivable is recognised when the goods are delivered as this is the point in time that the consideration is unconditional because only the passage of time is required before the payment is due.

3. 採納新訂及經修訂香港財務報告準則 (續)

(a) 應用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號來自客戶合約之收益 (續)

- 天然氣業務 (續)

透過管道銷售天然氣

透過管道向客戶銷售天然氣的履約責任於客戶同時獲得並消耗本集團履約所提供之天然氣利益時隨時間完成，因此透過管道銷售天然氣產生的收益隨時間確認。銷售天然氣的收益乃以政府制定的價格為基準。

批量銷售液化天然氣

批量銷售液化天然氣的收益於產品控制權轉移，即將產品交付予客戶，客戶可全權酌情決定產品銷售渠道及價格及並無未履行責任會影響客戶接納產品之時確認。交付於產品已運送至特定地點時發生。

應收賬款於交付貨品時確認，原因為代價於該時間點因付款僅須隨時間推移即可到期而成為無條件。

3. ADOPTION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (Continued)

(a) Application of new and revised HKFRSs (Continued)

HKFRS 15 Revenue from contracts with customers (Continued)

- *Provision of steel support axial force servo system and related installation and technology support services*

The Group provides steel support axial force servo system (the “Steel Support System”) and related installation services and technology support to customers.

Provision of the Steel Support System contains a lease. Income from leases is recognised in accordance with the accounting policy in note 4(e).

Provision of the related installation and technology support services are recognised as a performance obligation satisfied over time. Revenue is recognised for these services over time as the customer simultaneously receives and consumes the benefits of the services provided by the Group as it performs.

3. 採納新訂及經修訂香港財務報告準則 (續)

(a) 應用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號來自客戶合約之收益 (續)

- *提供鋼支撐軸力伺服系統及相關安裝及技術支援服務*

本集團向客戶提供鋼支撐軸力伺服系統(「鋼支撐系統」)及相關安裝服務及技術支援。

提供鋼支撐系統包含租賃。來自租賃之收入根據附註4(e)之會計政策確認。

提供相關安裝及技術支持服務確認為隨時間已達成的履約責任。該等服務的收益隨時間確認，原因為客戶同時獲得並消耗本集團履約所提供之服務之利益。

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3. ADOPTION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (Continued)

(b) New and revised HKFRSs in issue but not yet effective

The Group has not early applied new and revised HKFRSs that have been issued but are not yet effective for the financial year beginning 1 January 2018. These new and revised HKFRSs include the following which may be relevant to the Group.

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

本集團並無提早應用於二零一八年一月一日開始之財政年度起已頒佈但尚未生效之新訂及經修訂香港財務報告準則。該等新訂及經修訂香港財務報告準則包括可能與本集團相關之以下項目：

		Effective for accounting periods beginning on or after 於以下日期或 之後開始之 會計期間生效
HKFRS 16 Leases	香港財務報告準則第16號租賃	1 January 2019 二零一九年一月一日
HK(IFRIC) 23 Uncertainty over Income Tax Treatments	香港（國際財務報告詮釋委員會） 第23號所得稅處理之 不明朗因素	1 January 2019 二零一九年一月一日
Annual Improvements to HKFRSs 2015 -2017 Cycle	香港財務報告準則二零一五年至 二零一七年週期之年度改進	1 January 2019 二零一九年一月一日

3. ADOPTION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (Continued)

(b) New and revised HKFRSs in issue but not yet effective (Continued)

The Group is in the process of making an assessment of what the impact of these amendments and new standards is expected to be in the period of initial application. So far the Group has identified some aspects of HKFRS 16 which may have a significant impact on the consolidated financial statements. Further details of the expected impacts are discussed below. While the assessment has been substantially completed for HKFRS 16, the actual impacts upon the initial adoption of the standards may differ as the assessment completed to date is based on the information currently available to the Group, and further impacts may be identified before the standards are initially applied in the Group's interim financial report for the six months ended 30 June 2019. The Group may also change its accounting policy elections, including the transition options, until the standards are initially applied in that interim financial report.

HKFRS 16 Leases

HKFRS 16 replaces HKAS 17 Leases and related interpretations. The new standard introduces a single accounting model for lessees. For lessees the distinction between operating and finance leases is removed and lessees will recognise right-of-use assets and lease liabilities for all leases (with optional exemptions for short-term leases and leases of low value assets). HKFRS 16 carries forward the accounting requirements for lessors in HKAS 17 substantially unchanged. Lessors will therefore continue to classify leases as operating or financing leases.

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)

本集團現正評估此等修訂及新訂準則在初步應用期間之預期影響。迄今本集團已識別香港財務報告準則第16號的若干方面可能對綜合財務報表造成重大影響。預期影響之進一步詳情於下文討論。儘管香港財務報告準則第16號的評估已大致完成，惟由於迄今完成的評估基於本集團目前可獲得的資料，因此對首次採納標準的實際影響可能不同，在有關準則初步應用於本集團截至二零一九年六月三十日止六個月的中期財務報告前，或會進一步確定影響。本集團亦可能改變其會計政策選擇，包括過渡方案，直至有關準則準初步適用於該中期財務報告。

香港財務報告準則第16號租賃

香港財務報告準則第16號取代香港會計準則第17號租賃及其相關詮釋。該新訂準則引入有關承租人的單一會計處理模型。承租人無需區分經營及融資租賃，且承租人將就全部租賃確認使用權資產及租賃負債（短期租賃及低價值資產租賃可獲選擇性豁免）。香港財務報告準則第16號大致保留香港會計準則第17號有關出租人之會計處理規定。因此，出租人將繼續將租賃分類為經營或融資租賃。

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3. ADOPTION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (Continued)

(b) New and revised HKFRSs in issue but not yet effective (Continued)

HKFRS 16 Leases (Continued)

HKFRS 16 is effective for annual periods beginning on or after 1 January 2019. The Group intends to apply the simplified transition approach and will not restate comparative amounts for the year prior to first adoption.

Based on a preliminary assessment, the standard will affect primarily the accounting for the Group's operating leases. The Group's office property leases are currently classified as operating leases and the lease payments (net of any incentives received from the lessor) are recognised as an expense on a straight-line basis over the lease term. Under HKFRS 16 the Group may need to recognise and measure a liability at the present value of the future minimum lease payments and recognise a corresponding right-of-use asset for these leases. The interest expense on the lease liability and depreciation on the right-of-use asset will be recognised in profit or loss. The Group's assets and liabilities will increase and the timing of expense recognition will also be impacted as a result.

As disclosed in note 47, the Group's future minimum lease payments under non-cancellable operating leases for its office properties amounted to HK\$2,247,000 as at 31 December 2018 (2017: HK\$1,173,000). These leases are expected to be recognised as lease liabilities, with corresponding right-of-use assets, once HKFRS 16 is adopted. The amounts will be adjusted for the effects of discounting and the transition reliefs available to the Group.

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)

香港財務報告準則第16號於二零一九年一月一日或以後開始的年度期間生效。本集團擬應用簡化過渡方法及將不會重列於首次採納前年度之比較金額。

根據初步評估，該準則將主要影響本集團經營租賃之會計處理。本集團之辦公物業租賃目前被分類為經營租賃及租賃款項（扣除出租人提供之任何優惠）根據租賃期按照直線法確認為開支。根據香港財務報告準則第16號，本集團可能需就該等租賃按未來最低租賃付款之現值確認及計量負債，並確認其相應使用權資產。租賃負債之利息開支及使用權資產之折舊將於損益中確認。因此，本集團之資產及負債將相應增加，且開支確認之時間亦將受到影響。

如附註47所披露，於二零一八年十二月三十一日，本集團就其辦公物業之不可撤銷經營租約下之未來最低租賃付款為2,247,000港元（二零一七年：1,173,000港元）。一經採納香港財務報告準則第16號，預期該等租賃將確認為租賃負債及相應使用權資產。有關金額將就折讓影響及本集團可用之過渡寬免作出調整。

3. ADOPTION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (Continued)

(b) New and revised HKFRSs in issue but not yet effective (Continued)

HKFRS 16 Leases (Continued)

Other than the recognition of lease liabilities and right-of-use assets, the Group expects that the transition adjustments to be made upon the initial adoption of HKFRS 16 will not be material. However, the expected changes in accounting policies as described above could have a material impact on the Group's consolidated financial statements from 2019 onwards.

HK(IFRIC) 23 Uncertainty over Income Tax Treatments

The interpretation of HKAS 12 Income Taxes sets out how to apply that standard when there is uncertainty about income tax treatments. Entities are required to determine whether uncertain tax treatments should be assessed separately or as a group depending on which approach will better predict the resolution of the uncertainties. Entities will have to assess whether it is probable that a tax authority will accept an uncertain tax treatment. If yes, the accounting treatment will be consistent with the entity's income tax filings. If not, however, entities are required to account for the effects of the uncertainty using either the most likely outcome or expected value method depending on which method is expected to better predict its resolution.

The Group is unable to estimate the impact of the interpretation on the consolidated financial statements until a more detailed assessment has been completed.

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)

除確認租賃負債及使用權資產外，本集團預期首次採納香港財務報告準則第16號後將予作出的過渡調整將不重大。然而，上述會計政策之預期變動可能對本集團二零一九年開始的綜合財務報表產生重大影響。

香港 (國際財務報告詮釋委員會) 第23號所得稅處理之不明朗因素

香港會計準則第12號所得稅之詮釋載列當所得稅處理存在不確定性時應如何應用該準則。實體須釐定不確定稅項處理應單獨或整體評估 (視乎何者能更準確預測不確定性之解決方案而定)。實體須評估稅務機構是否有可能接受不確定稅項處理。倘接受，會計處理將與有關實體之所得稅申報符合一致；然而，倘不接受，則實體須採用可能性最大之結果或預期價值法 (視乎預期何者能更準確預測解決方案而定) 將不確定性之影響入賬。

本集團須於完成更為詳細之評估後方能估計有關詮釋對綜合財務報表之影響。

綜合財務報表附註

Notes to the Consolidated Financial Statements

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

4. SIGNIFICANT ACCOUNTING POLICIES

These consolidated financial statements have been prepared under the historical cost convention, unless mentioned otherwise in the accounting policies below.

The preparation of financial statements in conformity with HKFRS requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the Group's accounting policies. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the consolidated financial statements are disclosed in note 5.

The significant accounting policies applied in the preparation of these consolidated financial statements are set out below.

(a) Consolidation

The consolidated financial statements include the financial statements of the Company and its subsidiaries made up to 31 December. Subsidiaries are entities over which the Group has control. The Group controls an entity when it is exposed, or has rights, to variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. The Group has power over an entity when the Group has existing rights that give it the current ability to direct the relevant activities, i.e. activities that significantly affect the entity's returns.

When assessing control, the Group considers its potential voting rights as well as potential voting rights held by other parties. A potential voting right is considered only if the holder has the practical ability to exercise that right.

4. 重要會計政策

該等綜合財務報表已根據歷史成本法編製，惟以下會計政策另有提及除外。

編製符合香港財務報告準則的財務報表需使用若干重大會計估計，亦需要管理層於應用本集團之會計政策之過程中作出判斷。其中涉及較高程度判斷或較複雜的，或對綜合財務報表而言屬重大影響之假設及估計於附註5內披露。

編製該等綜合財務報表時應用的重要會計政策載於下文。

(a) 綜合賬目

綜合財務報表包括本公司及其附屬公司截至十二月三十一日之財務報表。附屬公司指本集團具有控制權之公司。當本集團承受或享有參與實體所得的可變回報，且有能力透過其對實體的權力影響該等回報時，則本集團控制該實體。當本集團的現有權利可賦予其掌控有關實體業務的能力（即大幅影響實體回報的業務）時，則本集團擁有對該實體的權力。

在評估控制權時，本集團會考慮其潛在投票權以及其他人士持有的潛在投票權。在持有人能實際行使潛在投票權的情況下，方會考慮其潛在權利。

綜合財務報表附註

Notes to the Consolidated Financial Statements

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4. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(a) Consolidation (Continued)

Subsidiaries are consolidated from the date on which control is transferred to the Group. They are de-consolidated from the date the control ceases.

The gain or loss on the disposal of a subsidiary that results in a loss of control represents the difference between (i) the fair value of the consideration of the sale plus the fair value of any investment retained in that subsidiary and (ii) the Company's share of the net assets of that subsidiary plus any remaining goodwill and any accumulated foreign currency translation reserve relating to that subsidiary.

Intragroup transactions, balances and unrealised profits are eliminated. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the Group.

Non-controlling interests represent the equity in subsidiaries not attributable, directly or indirectly, to the Company. Non-controlling interests are presented in the consolidated statement of financial position and consolidated statement of changes in equity within equity. Non-controlling interests are presented in the consolidated statement of profit or loss and consolidated statement of profit or loss and other comprehensive income as an allocation of profit or loss and total comprehensive income for the year between the non-controlling shareholders and owners of the Company.

4. 重要會計政策 (續)

(a) 綜合賬目 (續)

附屬公司乃自控制權轉移至本集團之當日起綜合入賬，並於控制權終止當日起停止綜合入賬。

出售附屬公司（導致失去控制權）之盈利或虧損指(i)出售代價之公平值加上對該附屬公司餘下投資之公平值與(ii)本公司應佔該附屬公司之資產淨值加上有關該附屬公司之任何剩餘商譽及任何累計外幣換算儲備間之差額。

集團公司間之交易、結餘及未變現收益相互抵銷。除非有證據顯示交易中所轉讓的資產出現減值，否則未變現虧損亦予以對銷。附屬公司之會計政策在有需要之處已作出修訂，以確保與本集團所採納之政策一致。

非控股權益指並非由本公司直接或間接應佔之權益。非控股權益呈列在綜合財務狀況表及綜合股東權益變動報表中之權益內。非控股權益在綜合損益表及綜合損益及其他全面收益表內以本年度盈利或虧損及總全面收益分別分配予非控股股東與本公司擁有人的方式列報。

4. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(a) Consolidation (Continued)

Profit or loss and each component of other comprehensive income are attributed to the owners of the Company and to the non-controlling shareholders even if this results in the non-controlling interests having a deficit balance.

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

In the Company's statement of financial position, an investment in a subsidiary is stated at cost less impairment loss, unless the investment is classified as held for sale (or included in a disposal group that is classified as held for sale).

4. 重要會計政策 (續)

(a) 綜合賬目 (續)

即使在分配盈利或虧損及其他各項全面收益予本公司擁有人及非控股股東後，會導致非控股權益出現虧絀結餘，盈利或虧損及其他各項全面收益仍須分配予本公司擁有人及非控股股東。

本公司於附屬公司中之所有權權益變動（在不導致失去控制權的情況下）被視為權益交易（即各擁有人間之交易）。控制性及非控股權益之賬面值按彼等各自於該附屬公司之權益變動予以調整。非控股權益數額之調整與已付或已收代價公平值之差額，直接在權益內確認，並分配予本公司擁有人。

於本公司之財務狀況表內，於附屬公司之投資乃按成本減減值虧損撥備入賬，除非該投資被分類為持作出售（或包含於被分類為持作出售的出售組別）。

4. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(b) Business combination and goodwill

The acquisition method is used to account for the acquisition of a subsidiary in a business combination. The consideration transferred in a business combination is measured at the acquisition-date fair value of the assets given, equity instruments issued, liabilities incurred and any contingent consideration. Acquisition-related costs are recognised as expenses in the periods in which the costs are incurred and the services are received. Identifiable assets and liabilities of the subsidiary in the acquisition are measured at their acquisition-date fair values.

The excess of the sum of the consideration transferred over the Group's share of the net fair value of the subsidiary's identifiable assets and liabilities is recorded as goodwill. Any excess of the Group's share of the net fair value of the identifiable assets and liabilities over the sum of the consideration transferred is recognised in consolidated profit or loss as a gain on bargain purchase which is attributed to the Group.

In a business combination achieved in stages, the previously held equity interest in the subsidiary is remeasured at its acquisition-date fair value and the resulting gain or loss is recognised in consolidated profit or loss. The fair value is added to the sum of the consideration transferred in a business combination to calculate the goodwill.

4. 重要會計政策 (續)

(b) 業務合併及商譽

本集團採用收購法為業務合併中所收購之附屬公司列賬。於業務合併中所轉讓的代價是以所付出的資產在收購當日之公平值、所發行之股本工具及所產生之負債以及任何或然代價計量。收購相關成本於有關成本產生及獲得服務期間確認為開支。所收購之附屬公司之可識別資產及負債，均按其於收購當日之公平值計量。

所轉讓的代價之總和超出本集團應佔附屬公司可識別資產及負債之公平淨值之差額列作商譽。本集團應佔可識別資產及負債之公平淨值超出所轉讓的代價之總和之差額則於綜合損益內確認為本集團應佔之議價收購收益。

對於分階段進行之業務合併，先前已持有之附屬公司之權益按收購當日之公平值重新計量，而由此產生之盈利或虧損於綜合損益內確認。公平值會加入至於業務合併中所轉讓的代價之總和以計算商譽。

4. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(b) Business combination and goodwill (Continued)

The non-controlling interests in the subsidiary are initially measured at the non-controlling shareholders' proportionate share of the net fair value of the subsidiary's identifiable assets and liabilities at the acquisition date.

After initial recognition, goodwill is measured at cost less accumulated impairment losses. For the purpose of impairment testing, goodwill acquired in a business combination is allocated to each of the cash-generating units ("CGUs") or groups of CGUs that is expected to benefit from the synergies of the combination. Each unit or group of units to which the goodwill is allocated represents the lowest level within the Group at which the goodwill is monitored for internal management purposes. Goodwill impairment reviews are undertaken annually, or more frequently if events or changes in circumstances indicate a potential impairment. The carrying value of the CGU containing the goodwill is compared to its recoverable amount, which is the higher of value in use and the fair value less costs of disposal. Any impairment is recognised immediately as an expense and is not subsequently reversed.

4. 重要會計政策 (續)

(b) 業務合併及商譽 (續)

於附屬公司之非控股權益初步按非控股股東應佔該附屬公司於收購當日之可識別資產及負債之公平淨值比例計算。

於初次確認後，商譽乃按成本減累計減值虧損計量。就減值測試而言，業務合併所獲得之商譽會分配至預期將受益於合併協同效應之各現金產生單位（「現金產生單位」）或現金產生單位組別。商譽所分配之各單位或單位組別為本集團內就內部管理目的而監察商譽之最低層次。商譽每年進行減值檢討，或當有事件出現或情況改變顯示可能出現減值時，作出更頻密檢討。含有商譽之現金產生單位之賬面值與其可收回金額作比較，可收回金額為使用價值與公平值減出售成本兩者之較高者。任何減值即時確認為開支，且其後不會撥回。

綜合財務報表附註

Notes to the Consolidated Financial Statements

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

4. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(c) Foreign currency translation

(i) Functional and presentation currency

Items included in the financial statements of each of the Group's entities are measured using the currency of the primary economic environment in which the entity operates (the "functional currency").

The consolidated financial statements are presented in Hong Kong Dollars ("HK\$"), which is the Company's presentation currency. The functional currency of the Company is Renminbi ("RMB"). The directors consider that choosing HK\$ as the presentation currency best suits the needs of the shareholders and investors.

(ii) Transactions and balances in each entity's financial statements

Transactions in foreign currencies are translated into the functional currency on initial recognition using the exchange rates prevailing on the transaction dates. Monetary assets and liabilities in foreign currencies are translated at the exchange rates at the end of each reporting period. Gains and losses resulting from this translation policy are recognised in profit or loss.

4. 重要會計政策 (續)

(c) 外幣換算

(i) 功能及呈報貨幣

本集團旗下各公司的財務報表內的項目均以該公司營運的主要經濟環境之貨幣(「功能貨幣」)計算。

綜合財務報表以港元(「港元」)呈報，港元為本公司呈報貨幣。本公司之功能貨幣為人民幣(「人民幣」)。董事認為選擇將港元作為呈報貨幣最切合股東及投資者需求。

(ii) 各實體財務報表內之交易及結餘

以外幣結算之交易於首次確認時按交易當日之匯率換算為功能貨幣。以外幣計值之貨幣資產及負債按各報告期完結時之匯率予以換算。按換算政策所產生之匯兌盈虧於損益內確認。

綜合財務報表附註

Notes to the Consolidated Financial Statements

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

4. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(c) Foreign currency translation (Continued)

(ii) Transactions and balances in each entity's financial statements (Continued)

Non-monetary items that are measured at fair value in foreign currencies are translated using the exchange rates at the dates when the fair values are determined.

When a gain or loss on a non-monetary item is recognised in other comprehensive income, any exchange component of that gain or loss is recognised in other comprehensive income. When a gain or loss on a non-monetary item is recognised in profit or loss, any exchange component of that gain or loss is recognised in profit or loss.

(iii) Translation on consolidation

The results and financial position of all the Group entities that have a functional currency different from the Company's presentation currency are translated into the Company's presentation currency as follows:

- Assets and liabilities for each statement of financial position presented are translated at the closing rate at the date of that statement of financial position;

4. 重要會計政策 (續)

(c) 外幣換算 (續)

(ii) 各實體財務報表內之交易及結餘 (續)

以公平值計量及外幣計值的非貨幣項目按釐定公平值當日之適用匯率換算。

倘非貨幣項目之盈虧於其他全面收益內確認，則該盈虧之匯兌部份於其他全面收益內確認。倘非貨幣項目之盈虧於損益內確認，則該盈虧之匯兌部份於損益內確認。

(iii) 綜合賬目時之換算

本集團旗下各實體如使用與本公司之呈報貨幣不一致的功能貨幣，其業績及財務狀況均按下列方法換算為本公司的呈報貨幣：

- 每份財務狀況表內之資產及負債均按照該財務狀況表結算日之收盤匯率換算；

4. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(c) Foreign currency translation (Continued)

(iii) Translation on consolidation (Continued)

- Income and expenses are translated at average exchange rates for the period (unless this average is not a reasonable approximation of the cumulative effect of the rates prevailing on the transaction dates, in which case income and expenses are translated at the exchange rates on the transaction dates); and
- All resulting exchange differences are recognised in other comprehensive income and accumulated in the foreign currency translation reserve.

On consolidation, exchange differences arising from the translation of monetary items that form part of the net investment in foreign entities are recognised in other comprehensive income and accumulated in the foreign currency translation reserve. When a foreign operation is sold, such exchange differences are reclassified to consolidated profit or loss as part of the gain or loss on disposal.

Goodwill and fair value adjustments arising on the acquisition of a foreign entity are treated as assets and liabilities of the foreign entity and translated at the closing rate.

4. 重要會計政策 (續)

(c) 外幣換算 (續)

(iii) 綜合賬目時之換算 (續)

- 收益及開支均按本期間平均匯率換算 (除非此平均數並非於交易日之現行匯率之累積影響之合理近似值, 於此情況下, 按交易日之匯率換算收益及開支); 及
- 所有產生的匯兌差額均於其他全面收益確認並於外幣換算儲備累計。

於綜合賬目時, 換算構成海外實體投資淨額一部分之貨幣項目產生之匯兌差額乃於其他全面收益中確認, 並於外幣換算儲備中累計。當出售海外業務時, 該等匯兌差額將重新分類至綜合損益作為出售盈虧之一部份。

收購海外實體所產生的商譽及公平值調整被視作該海外實體之資產及負債, 並按收盤匯率予以換算。

綜合財務報表附註

Notes to the Consolidated Financial Statements

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

4. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(d) Property, plant and equipment

Property, plant and equipment are stated in the consolidated statement of financial position at cost, less subsequent accumulated depreciation and subsequent accumulated impairment losses, if any.

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 period in which they are incurred.

Depreciation of property, plant and equipment is calculated at rates sufficient to write off their cost less their residual values over the estimated useful lives on a straight-line basis. The principal annual rates are as follows:

Buildings	2.3% – 19%
Computer system and equipment	20% – 33 $\frac{1}{3}$ %
Furniture and fixtures	9.5% – 33 $\frac{1}{3}$ %
Leasehold improvements	20%
Motor vehicles	9.5% – 23.8%
Pipeline and equipment	4.8% – 9.5%
Plant and machinery	10%

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

4. 重要會計政策 (續)

(d) 物業、廠房及設備

物業、廠房及設備，乃按成本值減除其後之累計折舊及其後累計減值虧損（如有）後於綜合財務狀況表列賬。

其後產生之成本僅在本集團有可能獲得與該項目有關之未來經濟利益，而該項目之成本能可靠地計量時，方會列入資產之賬面值或另行確認為資產（如適用）。所有其他維修及保養於產生期間在損益內確認。

物業、廠房及設備之折舊，以直線法在估計可使用年期內按足以撇銷其成本減其剩餘價值之比率計算。主要年率如下：

樓宇	2.3% – 19%
電腦系統及設備	20% – 33 $\frac{1}{3}$ %
傢俬及裝置	9.5% – 33 $\frac{1}{3}$ %
租賃裝修	20%
汽車	9.5% – 23.8%
管道及設備	4.8% – 9.5%
廠房及機器	10%

剩餘價值、可使用年期及折舊方法會於各報告期結束時進行檢討並作出調整（如適用）。

4. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(d) Property, plant and equipment (Continued)

Construction in progress represents buildings under construction and plant and equipment pending installation, and is stated at cost less impairment losses. Depreciation begins when the relevant assets are available for use.

The gain or loss on disposal of property, plant and equipment is the difference between the net sales proceeds and the carrying amount of the relevant asset, and is recognised in profit or loss.

(e) Leases

The Group as lessee

Leases that do not substantially transfer to the Group all the risks and rewards of ownership of assets are accounted for as operating leases. Lease payments (net of any incentives received from the lessor) are recognised as an expense on a straight-line basis over the lease term.

Prepaid lease payments are stated at cost and subsequently amortised on the straight-line basis over the remaining term of the lease.

The Group as lessor

Leases that do not substantially transfer to the lessees all the risks and rewards of ownership of assets are accounted for as operating leases. Leasing income from operating leases is recognised on a straight-line basis over the term of the relevant lease.

4. 重要會計政策 (續)

(d) 物業、廠房及設備 (續)

在建工程指在建樓宇及待安裝廠房及設備，乃按成本值減減值虧損列賬。折舊於相關資產可供使用時開始。

出售物業、廠房及設備之盈虧是指出售所得款項淨額與相關資產賬面金額之間的差額，並於損益內確認。

(e) 租賃

本集團作為承租人

當租賃資產所有權的絕大部份風險及回報並無轉讓予本集團時，該租賃合約以經營租賃入賬。租賃付款（扣除收取自出租人之任何優惠後）於租賃期內按直線法確認為開支。

預付租賃款項乃以成本值入賬，其後按剩餘租賃年期以直線法攤銷。

本集團作為出租人

當租賃資產所有權的絕大部份風險及回報並無轉讓予承租人，該租賃合約以經營租賃入賬。經營租賃之租金收入於相關租賃期內按直線法確認。

4. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(f) Intangible assets

(i) Intangible assets acquired separately

Intangible assets with finite useful lives that are acquired separately are carried at costs less accumulated amortisation and any accumulated impairment losses. Amortisation for intangible assets with finite useful lives is recognised on a straight-line basis over their estimated useful lives. The estimated useful life and amortisation method are reviewed at the end of each reporting period, with the effect of any changes in estimate being accounted for on a prospective basis. Intangible assets with indefinite useful lives that are acquired separately are carried at cost less any subsequent accumulated impairment losses.

(ii) Intangible assets acquired in a business combination

Intangible assets acquired in a business combination are recognised separately from goodwill and are initially recognised at their fair value at the acquisition date (which is regarded as their cost).

Subsequent to initial recognition, intangible assets acquired in a business combination with finite useful lives are reported at costs less accumulated amortisation and any accumulated impairment losses, on the same basis as intangible assets that are acquired separately.

4. 重要會計政策 (續)

(f) 無形資產

(i) 單獨收購之無形資產

單獨收購的可使用年期有限之無形資產，按成本減累計攤銷及累計減值虧損入賬。可使用年期有限的無形資產攤銷於估計可使用年期按直線法確認。估計可使用年期及攤銷方法於各報告期末予以檢討，任何估計變動的影響按預期基準入賬。單獨收購的可使用年期無限之無形資產，按成本減隨後累計減值虧損入賬。

(ii) 於業務合併中收購之無形資產

業務合併中收購之無形資產與商譽分開確認，初步按其於收購日期之公平值（被視作其成本）確認。

於初步確認後，於業務合併中收購之具有限可使用年期之無形資產按與單獨收購之無形資產相同之基準，以成本減累計攤銷及任何累計減值虧損呈報。

4. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(f) Intangible assets (Continued)

An intangible asset is derecognised on disposal, or when no future economic benefits are expected from use or disposal. Gains and losses arising from derecognition of an intangible asset, measured as the difference between the net disposal proceeds and the carrying amount of the asset, are recognised in profit or loss when the asset is derecognised.

(g) Inventories

Inventories are stated at the lower of cost and net realisable value. Cost is determined using the weighted average basis. The cost of finished goods and work in progress comprises raw materials, direct labour and an appropriate proportion of all production overhead expenditure, and where appropriate, subcontracting charges. Net realisable value is the estimated selling price in the ordinary course of business, less the estimated costs of completion and the estimated costs necessary to make the sale.

4. 重要會計政策 (續)

(f) 無形資產 (續)

無形資產於出售時或預計使用或出售該資產並無未來經濟效益時終止確認。終止確認無形資產所產生損益，按該資產之出售所得款項淨額與其賬面值之差額計量，在資產終止確認時於損益確認。

(g) 存貨

存貨按成本值及可變現淨值的較低者列賬。成本值以加權平均基準釐定。製成品及在製品之成本包括原材料、直接勞工、所有生產開銷以及分包費用（如適用）的適當部份。可變現淨值指日常業務過程中的估計售價減去估計完工成本及銷售所需的估計成本計算。

4. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(h) Recognition and derecognition of financial instruments

Financial assets and financial liabilities are recognised in the consolidated statement of financial position when the Group becomes a party to the contractual provisions of the instruments.

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at FVTPL) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in profit or loss.

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

4. 重要會計政策 (續)

(h) 金融工具的確認及終止確認

當本集團成為工具合約條文之訂約方時，會於綜合財務狀況表內確認金融資產及金融負債。

金融資產及金融負債初步按公平值計量。收購或發行金融資產及金融負債（除按公平值計入損益之金融資產及金融負債外）直接應佔之交易成本於初步確認時計入金融資產或金融負債之公平值或於其中扣除（視適用情況而定）。收購按公平值計入損益之金融資產或金融負債直接應佔之交易成本於損益內即時確認。

僅於資產現金流量的合約權利屆滿時，或將金融資產所有權的絕大部分風險及回報轉讓予另一實體時，本集團方會取消確認金融資產。倘本集團並未轉讓亦未保留所有權的絕大部分風險及回報，並繼續控制已轉讓資產，則本集團會確認其於資產的保留權益及可能需要支付的相關負債款項。倘本集團保留已轉讓金融資產所有權的絕大部分風險及回報，則本集團繼續確認該金融資產並亦確認已收所得款項的有抵押借款。

4. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(h) Recognition and derecognition of financial instruments (Continued)

The Group derecognises financial liabilities when, and only when, the Group's obligations are discharged, cancelled or have expired. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable, including any non-cash assets transferred or liabilities assumed, is recognised in profit or loss.

(i) Financial assets

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. All recognised financial assets are measured subsequently in their entirety at either amortised cost or fair value, depending on the classification of the financial assets.

(j) Trade and other receivables, loan receivables and bond receivables

A receivable is recognised when the Group has an unconditional right to receive consideration. A right to receive consideration is unconditional if only the passage of time is required before payment of that consideration is due.

4. 重要會計政策 (續)

(h) 金融工具的確認及終止確認 (續)

本集團僅於其責任已獲解除、註銷或屆滿時方會取消確認金融負債。終止確認的金融負債的賬面值與已付及應付代價(包括已轉讓的任何非現金資產或所承擔負債)的差額於損益內確認。

(i) 金融資產

所有以正規途徑購入或銷售之金融資產乃按交易日期基準確認及取消確認。正規途徑買賣或銷售乃按市場法規或慣例所確定之時間框架內交付資產之金融資產購入或銷售。所有已確認的金融資產均按攤銷成本或公平值進行後續計量，視乎金融資產的分類而定。

(j) 應收貿易及其他賬款、應收貸款及應收債券

應收賬款於本集團擁有無條件收取代價的權利時確認。代價到期支付前，收取代價的權利僅須隨時間推移即可成為無條件。

4. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(j) Trade and other receivables, loan receivables and bond receivables (Continued)

Receivables are stated at amortised cost using the effective interest method less allowance for credit losses. If revenue has been recognised before the Group has an unconditional right to receive consideration, the amount is presented as a contract asset.

(k) 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 and 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 cash flow statement. Cash and cash equivalents are assessed for expected credit losses ("ECL").

4. 重要會計政策 (續)

(j) 應收貿易及其他賬款、應收貸款及應收債券 (續)

應收賬款使用實際利率法按攤銷成本減信貸虧損撥備列賬。如收益在本集團有無條件權利收取代價前經已確認，則金額呈列為合約資產。

(k) 現金及現金等額

現金及現金等額包括銀行及手頭現金，存放在銀行及其他金融機構的活期存款以及短期和高流動性的投資。這些投資可以隨時轉換為已知數額的現金，價值變動風險不大，並在購入後三個月內到期。就綜合現金流量表而言，須按要求償還並構成集團現金管理一部分的銀行透支亦計入現金及現金等額項目之組成部分。現金及現金等額需接受預期信貸虧損（「預期信貸虧損」）評估。

4. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(I) Discontinued operation

A discontinued operation is a component of the Group (i.e. the operations and cash flows of which can be clearly distinguished from the rest of the Group) that either has been disposed of, or is classified as held for sale, and which represents a separate major line of business or geographical area of operations, or is part of a single co-ordinated plan to dispose of a separate major line of business or geographical area of operations, or is a subsidiary acquired exclusively with a view to resale.

Classification as a discontinued operation occurs upon disposal or when the component meets the criteria to be classified as held for sale in accordance with HKFRS 5, if earlier. It also occurs when the component is abandoned.

When an operation is classified as discontinued, a single amount is presented in the statement of profit or loss, which comprises:

- The post-tax profit or loss of the discontinued operation; and
- The post-tax gain or loss recognised on the measurement to fair value less costs to sell, or on the disposal, of the assets or disposal group constituting the discontinued operation.

4. 重要會計政策 (續)

(I) 已終止經營業務

已終止經營業務為本集團已出售或分類為持作出售的部份（即能與本集團餘下的營運及現金流明確區分的營運及現金流），並代表獨立的主線業務或營運地區；其亦可為出售獨立主線業務或營運地區的單一協同計劃的一部份；或為一間純為轉售而購入的附屬公司。

分類為已終止經營業務於出售時或該部份符合根據香港財務報告準則第5號分類為持作出售的條件時（如為較早者）發生。其亦會於該部份被廢棄時發生。

於一項業務被分類為已終止經營時，會於損益表內呈列單一金額，該金額包括：

- 已終止經營業務的除稅後溢利或虧損；及
- 計量構成已終止經營業務的資產或出售組別的公平值減出售成本或於出售前述各項時所確認之稅後收益或虧損。

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4. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(m) Financial liabilities and equity instruments

Financial liabilities and equity instruments are classified according to the substance of the contractual arrangements entered into and the definitions of a financial liability and an equity instrument under HKFRSs. Financial liabilities are recognised initially at fair value.

Financial liabilities designated at fair value through profit or loss are subsequently measured at fair value. A gain or loss on fair value of the financial liabilities are recognised in profit or loss, unless the effect was arise from changes in the Group's own risk, are recognised in other comprehensive income.

An equity instrument is any contract that evidences a residual interest in the assets of the Group after deducting all of its liabilities. The accounting policies adopted for specific financial liabilities and equity instruments are set out below.

(n) Borrowings

Borrowings are recognised initially at fair value, net of transaction costs incurred, and subsequently measured at amortised cost using the effective interest method.

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

4. 重要會計政策 (續)

(m) 金融負債及股本工具

金融負債及股本工具乃根據所訂立合約安排之實質內容及香港財務報告準則中金融負債及股本工具之定義予以分類。金融負債初步按公平值確認。

指定為按公平值計入損益的金融負債其後按公平值計量。金融負債之公平值之收益或虧損於損益確認，除非本集團本身之風險之變動產生影響，於其他全面收益確認。

股本工具為可證明經扣除其所有負債後於本集團資產擁有餘額權益之任何合約。就特定金融負債及股本工具採納之會計政策載於下文。

(n) 借貸

借貸初始按公平值扣除所產生之交易成本確認，其後則採用實際利率法按攤銷成本計量。

借貸被分類為流動負債，惟本集團有權無條件地將清償負債延遲報告期後至少十二個月者則除外。

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4. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(o) Convertible bonds

Convertible bonds which entitle the holder to convert the bonds into equity instruments, other than into a fixed number of equity instruments at a fixed conversion price, are regarded as combined instruments consisting of a liability and a derivative component. The entire convertible bond is designated as a financial liability at FVTPL.

Transaction costs are charged directly to profit or loss.

(p) Trade and other payables

Trade and other payables are recognised initially at their fair value and subsequently measured at amortised cost using the effective interest method unless the effect of discounting would be immaterial, in which case they are stated at cost.

(q) Equity instruments

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

4. 重要會計政策 (續)

(o) 可換股債券

賦予持有人權利按非固定兌換價將債券兌換為固定數目之股本工具之可換股債券乃視為由負債部分及衍生工具部分組成之複合工具。可換股債券整體指定為按公平值計入損益的金融負債。

交易成本直接自損益扣除。

(p) 應付貿易及其他賬款

應付貿易及其他賬款初始按其公平值列賬，並於其後採用實際利率法按攤銷成本計量，除非折現之影響輕微，在此情況下則按成本列賬。

(q) 股本工具

股本工具為可證明經扣除其所有負債後於實體資產擁有餘額權益之任何合約。由本公司發行的股本工具乃按收取的所得款項減直接發行成本入賬。

4. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(r) Revenue recognition

Revenue is recognised when control over a product or service is transferred to the customer, at the amount of promised consideration to which the Group is expected to be entitled, excluding those amounts collected on behalf of third parties. Revenue excludes value added tax or other sales taxes and is after deduction of any trade discounts.

Revenue from the trading of copper and sale of liquefied natural gas in bulk are recognised when control of the goods has transferred, being when the goods have been delivered to the customer's specified location (delivery), and the agreed service performed. Following delivery, the customer has full discretion over the manner of distribution and price to sell the goods, has the primary responsibility when on selling the goods and bears the risks of obsolescence and loss in relation to the goods. A receivable is recognised by the Group when the goods are delivered to the customer as this represents the point in time at which the right to consideration becomes unconditional, as only the passage of time is required before payment is due.

Revenue from pipeline installation services is recognised at a point in time when the installation completed, and the government inspected and issued approval report. Payment for installation services is not due from the customer until the installation services are complete.

4. 重要會計政策 (續)

(r) 收益確認

收益在產品或服務的控制權按本集團預期有權獲取的承諾代價金額(不包括代表第三方收取的金額)轉移至客戶時確認。收益不包括增值稅或其他銷售稅,並經扣除任何貿易折扣。

買賣銅及批量銷售液化天然氣的收益於商品之控制權轉移至客戶,即商品運送至客戶指定之目的地(交付)並達成協定服務時確認。交付完成後,客戶可全權酌情決定分銷方式及商品售價,並承擔轉售商品之主要責任及商品報廢及損失之風險。本集團於商品交付至客戶時確認應收賬款,因為收取代價之權利於此時間點變為無條件,僅須待時間過去則可收取付款。

管道安裝服務的收益於安裝完成且政府已檢查及發佈批准報告之時間點確認。安裝服務完成之前客戶毋須支付安裝服務付款。

4. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(r) Revenue recognition (Continued)

The performance obligation of sale of natural gas through pipelines to the customer are satisfied over time as the customer simultaneously receives and consumes the benefits of the natural gas provided by the Group as it performs, therefore, revenue arising from the sale of natural gas through pipelines is recognised over time. The revenue from sale of natural gas is based on the price as set out by the government.

The Group provides leasing of steel support axial force servo system and related installation services and technology support to customer. Leasing income is recognised on a straight-line basis over the lease term in accordance with the accounting policy in note 4(e). Installation services and technology support services income are recognised as a performance obligation satisfied over time as the customer simultaneously receives and consumes the benefits of these services provided by the Group as it performs.

Interest income is recognised as it accrues using the effective interest method. For financial assets measured at amortised cost or FVOCI (recycling) that are not credit-impaired, the effective interest rate is applied to the gross carrying amount of the asset. For credit impaired financial assets, the effective interest rate is applied to the amortised cost (i.e. gross carrying amount net of loss allowance) of the asset.

Dividend income is recognised when the shareholders' rights to receive payment are established.

4. 重要會計政策 (續)

(r) 收益確認 (續)

透過管道向客戶銷售天然氣的履約責任於客戶同時獲得並消耗本集團履約所提供之天然氣利益時隨時間完成，因此透過管道銷售天然氣產生的收益隨時間確認。銷售天然氣的收益乃以政府制定的價格為基準。

本集團向客戶提供鋼支撐軸力伺服系統租賃服務及相關安裝服務及技術支援。租金收入根據附註4(e)之會計政策於租賃期間按直線法確認。安裝服務及技術支援服務的收入隨時間確認已達成的履約責任，原因為客戶同時獲得並消耗本集團履約所提供之該等服務之利益。

利息收入於應計時採用實際利率法確認。就按攤銷成本或按公平值計入損益（轉入損益）計量且並無出現信貸減值的金融資產而言，資產的賬面總值適用實際利率。就出現信貸減值的金融資產而言，資產的攤銷成本（即扣除虧損撥備的賬面總值）適用實際利率。

股息收入於確立股東收取付款的權利時確認。

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4. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(r) Revenue recognition (Continued)

Policy prior to 1 January 2018

Revenue is recognised when the amount of revenue can be reliably measured; when it is probable that future economic benefits will flow to the Group when specific criteria have been met for each of the Group's activities.

Revenue from the sales of goods is recognised on the transfer of significant risks and rewards of ownership, which generally coincides with the time when the goods are delivered and the title has passed to the customers.

Revenue from a contract to provide services is recognised by reference to the stage of completion of the contract and is recognised when services are provided. Installation fees are recognised by reference to the proportion of the total cost of the provision of the pipeline installation service.

Interest income is recognised on a time-proportion basis using the effective interest method.

Dividend income is recognised when the shareholders' rights to receive payment are established.

4. 重要會計政策 (續)

(r) 收益確認 (續)

於二零一八年一月一日前的政策

收益金額能夠可靠地計量；倘未來經濟利益可能流入本集團且當本集團各業務達成特定標準時，方會確認收益。

銷售貨品之收益乃於所有權之重大風險及回報轉移後予以確認，在一般情況下與貨品被付運到客戶及所有權轉移的時間相符。

來自服務合約的收益乃參考合約完成階段於提供服務時確認。安裝費乃參考提供管道安裝服務總成本的比例確認。

利息收入乃根據實際利率法按時間比例確認。

股息收入於股東收取付款額權利確立時確認。

4. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(s) Employee benefits

(i) Employee leave entitlements

Employee entitlements to annual leave and long service leave are recognised when they accrue to employees. A provision is made for the estimated liability for annual leave and long service leave as a result of services rendered by employees up to the end of the reporting period.

Employee entitlements to sick leave and maternity leave are not recognised until the time of leave.

(ii) Pension obligations

The Group contributes to defined contribution retirement schemes which are available to all employees. Contributions to the schemes by the Group and employees are calculated as a percentage of employees' basic salaries. The retirement benefit scheme cost charged to profit or loss represents contributions payable by the Group to the funds.

(iii) Termination benefits

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

4. 重要會計政策 (續)

(s) 僱員福利

(i) 僱員應享假期

有關年假及長期服務假期之僱員權益於應計予僱員時確認。直至報告期結束止，已為因僱員所提供服務而享有之年假及長期服務假期之估計負債作出撥備。

有關病假及產假之僱員權益於休假時方會確認。

(ii) 退休金承擔

本集團向定額供款退休金計劃作出供款，全體僱員均可參與。本集團及僱員向計劃作出之供款按僱員基本薪金某百分比作出計算。自損益中扣除之退休福利計劃成本即本集團應向基金支付之供款。

(iii) 離職福利

離職福利於本集團不能取消提供該等福利時及本集團確認重組成本並需支付離職福利時（以較早者為準）確認。

4. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(t) Share-based payments

The Group issues equity-settled share-based payments to certain employees. Equity-settled share-based payments are measured at fair value (excluding the effect of non market-based vesting conditions) of the equity instruments at the date of grant. The fair value determined at the grant date of the equity-settled share-based payments is expensed on a straight-line basis over the vesting period, based on the Group's estimate of shares that will eventually vest and adjusted for the effect of non market-based vesting conditions.

The Group issues equity-settled share-based payment to certain directors and employees.

(u) Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are capitalised as part of the cost of those assets, until such time as the assets are substantially ready for their intended use or sale. Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation.

4. 重要會計政策 (續)

(t) 以股份為基礎的付款

本集團向若干僱員發行以股權結算以股份為基礎的付款。以股權結算以股份為基礎的付款乃於授出當日按股本工具之公平值計量（不包括非市場歸屬條件之影響）。於以股權結算以股份為基礎的付款授出當日釐定之公平值，根據本集團所估計最終歸屬之股份（並因應非市場性之歸屬條件之影響調整），於歸屬期內以直線法支銷。

本集團向若干董事及僱員發行以股權結算以股份為基礎的付款。

(u) 借貸成本

收購、建設或生產合資格資產（其必須大量時間方可作其擬定用途或銷售的資產）直接應佔的借貸成本乃資本化作為該等資產的成本的部份，直至該等資產大致上可作其擬定用途或銷售為止。特定借貸於撥作合資格資產之支出前用作短暫投資所賺取之投資收入自可撥作資本之借貸成本中扣除。

4. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(u) Borrowing costs (Continued)

To the extent that funds are borrowed generally and used for the purpose of obtaining a qualifying asset, the amount of borrowing costs eligible for capitalisation is determined by applying a capitalisation rate to the expenditures on that asset. The capitalisation rate is the weighted average of the borrowing costs applicable to the borrowings of the Group that are outstanding during the period, other than borrowings made specifically for the purpose of obtaining a qualifying asset.

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

(v) Taxation

Income tax represents the sum of the current tax and deferred tax.

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

4. 重要會計政策 (續)

(u) 借貸成本 (續)

如一般性借入資金用於獲取合資格資產，可撥作資本之借貸成本金額採用資本化率計算該項資產開支之方法釐定。資本化率為適用於該期間本集團未償還借貸之借貸成本加權平均值（為獲得合資格資產之特別借貸除外）。

所有其他借貸成本乃於其產生的期間內於損益內確認。

(v) 稅項

所得稅指即期稅項及遞延稅項之總額。

現時應付稅項乃按年度應課稅溢利計算。因其他年度之應課稅或應扣減之收入或開支項目及毋須課稅或不可作稅項扣減之項目，故應課稅溢利與於損益確認之溢利不同。本集團之當期稅項負債按其於報告期末前已頒佈或大致上頒佈之稅率計算。

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4. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(v) Taxation (Continued)

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

Deferred tax liabilities are recognised for taxable temporary differences arising on investments in subsidiaries and associates, and interests in joint arrangements, except where the Group is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future.

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

4. 重要會計政策 (續)

(v) 稅項 (續)

遞延稅項按綜合財務報表內資產及負債賬面值與計算應課稅溢利所用相應稅基之差額確認。遞延稅項負債一般就所有應課稅暫時差額確認，而遞延稅項資產則於可能有應課稅溢利以抵銷可扣減暫時差額、未動用稅務虧損或未動用稅務抵免時方予確認。倘暫時差額是因商譽或因不影響應課稅溢利或會計溢利之交易中的其他資產及負債之初始確認（業務合併除外）所產生，則不會確認有關資產及負債。

於附屬公司及聯營公司之投資及於共同安排之權益所產生之應課稅暫時差額會確認遞延稅項負債，惟倘本集團可控制撥回暫時差額且暫時差額於可見未來將不會撥回，則作別論。

本集團於各報告期結束時審閱遞延稅項資產的賬面值，並在可能不再具有足夠應課稅溢利以收回全部或部分資產之情況下作出相應扣減。

4. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(v) Taxation (Continued)

Deferred tax is calculated at the tax rates that are expected to apply in the period when the liability is settled or the asset is realised, based on tax rates that have been enacted or substantively enacted by the end of the reporting period. Deferred tax is recognised in profit or loss, except when it relates to items recognised in other comprehensive income or directly in equity, in which case the deferred tax is also recognised in other comprehensive income or directly in equity.

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

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Group intends to settle its current tax assets and liabilities on a net basis.

4. 重要會計政策 (續)

(v) 稅項 (續)

遞延稅項根據報告期結束時已頒佈或實質上已頒佈之稅率，按預期遞延負債清償或遞延資產變現期間應用之稅率計算。遞延稅項於損益中確認，除非其是與在其他全面收益或直接在權益中確認之項目有關，於此情況下遞延稅項亦於其他全面收益或直接或於權益確認。

遞延稅項資產及負債之計量反映本集團於報告期結束時預期收回或結算其資產及負債之賬面值之方式的稅務影響。

當即期稅項資產與即期稅項負債可依法相互抵銷，且是與同一稅務機關所徵收之所得稅有關，加上本集團擬以淨額償付結清其即期稅項資產及負債時，遞延稅項資產及負債可相互抵銷。

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4. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(w) Impairment of non-financial assets

The carrying amounts of non-financial assets are reviewed at each reporting date for indications of impairment and where an asset is impaired, it is written down as an expense through the consolidated statement of profit or loss to its estimated recoverable amount. The recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets. If this is the case, recoverable amount is determined for the cash-generating unit to which the asset belongs. Recoverable amount is the higher of value in use and the fair value less costs of disposal of the individual asset or the cash-generating unit.

Value in use is the present value of the estimated future cash flows of the asset/cash-generating unit. Present values are computed using pre-tax discount rates that reflect the time value of money and the risks specific to the asset/cash-generating unit whose impairment is being measured.

Impairment losses for cash-generating units are allocated first against the goodwill of the unit and then pro rata amongst the other assets of the cash-generating unit. Subsequent increases in the recoverable amount caused by changes in estimates are credited to profit or loss to the extent that they reverse the impairment unless the relevant asset is carried at a revalued amount, in which case the reversal of the impairment loss is treated as a revaluation increase.

4. 重要會計政策 (續)

(w) 非金融資產減值

非金融資產之賬面值於各報告期結束時檢討有否減值需要，倘資產已減值，則作為開支透過綜合損益表撇減至其估計可收回金額。可收回金額按個別資產釐定，惟倘資產並無產生大部分獨立於其他資產或資產組合之現金流入除外。倘屬該情況，可收回金額按資產所屬之現金產生單位釐定。可收回金額按個別資產或現金產生單位之使用價值與其公平值減出售成本兩者中之較高者計算。

使用價值為資產／現金產生單位估計未來現金流量之現值。現值按反映貨幣時間價值及資產／現金產生單位（已計量減值）之特有風險之稅前貼現率計算。

現金產生單位減值虧損首先就該單位之商譽進行分配，然後按比例在現金產生單位其他資產間進行分配。因估計轉變而導致其後可收回金額增加將計入損益直至撥回已作之減值，除非相關資產按重估價值入賬，在此情況下，減值虧損之撥回視為重估增值。

4. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(x) Impairment of financial assets

The Group recognises a loss allowance for expected credit losses on trade and other receivables, loan receivables, bond receivables and contract assets. The amount of expected credit losses is updated at each reporting date to reflect changes in credit risk since initial recognition of the respective financial instrument.

The Group always recognises lifetime ECL for trade receivables. The expected credit losses on these financial assets are estimated using a provision matrix based on the Group's historical credit loss experience, adjusted for factors that are specific to the debtors, general economic conditions and an assessment of both the current as well as the forecast direction of conditions at the reporting date, including time value of money where appropriate.

For all other financial instruments, the Group recognises lifetime ECL when there has been a significant increase in credit risk since initial recognition. However, if the credit risk on the financial instrument has not increased significantly since initial recognition, the Group measures the loss allowance for that financial instrument at an amount equal to 12-month ECL.

4. 重要會計政策 (續)

(x) 金融資產減值

本集團就應收貿易及其他賬款、應收貸款、應收債券及合約資產確認預期信貸虧損之減值準備。預期信貸虧損金額於各報告日期更新，以反映信貸風險自初始確認有關金融工具以來之變動。

本集團一直確認應收貿易賬款之全期預期信貸虧損。該等金融資產之預期信貸虧損乃根據本集團過往之信貸虧損經驗採用撥備方陣估計，並就債務人獨有之因素、整體經濟狀況以及於報告日期對現行及預測經濟狀況發展方向之評估（包括金錢時間值（如適用））作出調整。

對於所有其他金融工具，倘自初始確認後信貸風險顯著增加，則本集團確認全期預期信貸虧損。然而，倘自初始確認後金融工具的信貸風險並無顯著增加，則本集團按等於12個月預期信貸虧損的金額計量該金融工具的虧損準備。

4. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(x) Impairment of financial assets (Continued)

Lifetime ECL represents the expected credit losses that will result from all possible default events over the expected life of a financial instrument. In contrast, 12-month ECL represents the portion of lifetime ECL that is expected to result from default events on a financial instrument that are possible within 12 months after the reporting date.

Significant increase in credit risk

In assessing whether the credit risk on a financial instrument has increased significantly since initial recognition, the Group compares the risk of a default occurring on the financial instrument at the reporting date with the risk of a default occurring on the financial instrument at the date of initial recognition. In making this assessment, the Group considers both quantitative and qualitative information that is reasonable and supportable, including historical experience and forward-looking information that is available without undue cost or effort. Forward-looking information considered includes the future prospects of the industries in which the Group's debtors operate, obtained from economic expert reports, financial analysts, governmental bodies, relevant think-tanks and other similar organisations, as well as consideration of various external sources of actual and forecast economic information that relate to the Group's core operations.

4. 重要會計政策 (續)

(x) 金融資產減值 (續)

全期預期信貸虧損指於金融工具預期年期內發生的所有可能違約事件所導致的預期信貸虧損。相反，12個月預期信貸虧損指預期於報告日期後12個月內可能發生的違約事件所導致的部分全期預期信貸虧損。

信貸風險顯著增加

於評估自初始確認後金融工具的信貸風險是否顯著增加時，本集團將於報告日期金融工具發生之違約風險與初始確認日期金融工具發生之違約風險進行比較。在進行該評估時，本集團會考慮合理且具支持的定量和定性資料，包括毋需付出不必要的成本或努力而可得之歷史經驗及前瞻性資料。所考慮的前瞻性資料包括本集團債務人經營所在行業的未來前景，來自經濟專家報告、金融分析師、政府機構、相關智囊團及其他類似組織以及與本集團核心業務相關的實際及預測經濟資料的各種外部來源。

4. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(x) Impairment of financial assets (Continued)

Significant increase in credit risk (Continued)

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

- an actual or expected significant deterioration in the financial instrument's external (if available) or internal credit rating;
- significant deterioration in external market indicators of credit risk for a particular financial instrument;
- existing or forecast adverse changes in business, financial or economic conditions that are expected to cause a significant decrease in the debtor's ability to meet its debt obligations;
- an actual or expected significant deterioration in the operating results of the debtor;
- significant increases in credit risk on other financial instruments of the same debtor;
- an actual or expected significant adverse change in the regulatory, economic, or technological environment of the debtor that results in a significant decrease in the debtor's ability to meet its debt obligations.

4. 重要會計政策 (續)

(x) 金融資產減值 (續)

信貸風險顯著增加 (續)

特別是，在評估信貸風險自初步確認以來是否顯著增加時會考慮以下資料：

- 金融工具外部 (如有) 或內部信貸評級的實際或預期顯著轉差；
- 某一特定金融工具的外部市場信貸風險指標顯著轉差；
- 預計會導致債務人償還債務能力大幅下降的業務、財務或經濟狀況的現有或預測的不利變化；
- 債務人經營業績的實際或預期顯著惡化；
- 同一債務人其他金融工具的信貸風險顯著上升；
- 導致債務人償還債務能力大幅下降的債務人監管、經濟或技術環境的實際或預期的重大不利變化。

4. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(x) Impairment of financial assets (Continued)

Significant increase in credit risk (Continued)

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.

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:

- (i) The financial instrument has a low risk of default,
- (ii) The debtor has a strong capacity to meet its contractual cash flow obligations in the near term, and
- (iii) 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.

4. 重要會計政策 (續)

(x) 金融資產減值 (續)

信貸風險顯著增加 (續)

不論上述評估之結果如何，本集團認為，當合約付款逾期超過30天，則自初始確認以來金融資產的信貸風險已顯著增加，除非本集團有合理且具支持之資料證明相反情況。

儘管有上述規定，若於報告日期金融工具被判定為具有較低信貸風險，本集團會假設金融工具的信貸風險自初步確認以來並未顯著上升。在以下情況下，金融工具會被判定為具有較低信貸風險：

- (i) 金融工具具有較低違約風險；
- (ii) 借款人有很強的能力履行近期的合約現金流量義務；及
- (iii) 經濟及商業環境的長期不利變動有可能但未必會降低借款人履行合約現金流量義務的能力。

4. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(x) Impairment of financial assets (Continued)

Significant increase in credit risk (Continued)

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.

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.

Definition of default

The Group considers the following as constituting an event of default for internal credit risk management purposes as historical experience indicates that receivables that meet either of the following criteria are generally not recoverable.

- when there is a breach of financial covenants by the counterparty; or

4. 重要會計政策 (續)

(x) 金融資產減值 (續)

信貸風險顯著增加 (續)

本集團認為，若根據眾所周知的定義，資產的外部信貸評級為「投資級」，或若無外部評級，資產的內部信貸評級為「履行」，則該金融資產具有較低信貸風險。「履行」意味著交易對手具有強大的財務狀況且無逾期金額。

本集團定期監察識別信貸風險是否顯著上升所用標準的有效性，並酌情修訂以確保該標準能夠在款項逾期前識別信貸風險的顯著上升。

違約的定義

本集團認為以下情況就內部信貸風險管理目的而言構成違約事件，因為過往經驗表明符合以下任何一項條件的應收款項一般無法收回：

- 交易對手違反財務契諾；或

4. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(x) Impairment of financial assets (Continued)

Definition of default (Continued)

- information developed internally or obtained from external sources indicates that the debtor is unlikely to pay its creditors, including the Group, in full (without taking into account any collaterals held by the Group).

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

Credit-impaired financial assets

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

- significant financial difficulty of the issuer or the counterparty;
- a breach of contract, such as a default or past due event;

4. 重要會計政策 (續)

(x) 金融資產減值 (續)

違約的定義 (續)

- 內部產生或獲取自外部來源的資料表明，債務人不太可能向債權人（包括本集團）全額還款（不考慮本集團持有的任何抵押品）。

不論上述分析，本集團認為，違約已於當金融資產逾期超過90天時發生，惟本集團有合理且可支持的資料證明更為滯後的違約標準更為適當除外。

信貸減值金融資產

當發生對金融資產的估計未來現金流量產生不利影響的一項或多項事件之時，該金融資產即出現信貸減值。金融資產信貸減值的證據包括以下事件的可觀察數據：

- 發行人或交易對手陷入嚴重財困；
- 違反合約，例如違約或逾期事件；

4. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(x) Impairment of financial assets (Continued)

Credit-impaired financial assets (Continued)

- the lender(s) of the counterparty, for economic or contractual reasons relating to the counterparty's financial difficulty, having granted to the counterparty a concession(s) that the lender(s) would not otherwise consider; or
- it is becoming probable that the counterparty will enter bankruptcy or other financial reorganisation; or
- The disappearance of an active market for that financial asset because of financial difficulties.

Write-off policy

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

4. 重要會計政策 (續)

(x) 金融資產減值 (續)

信貸減值金融資產 (續)

- 交易對手的貸款人出於與交易對手財困相關的經濟或合約原因，而向交易對手授予貸款人原本不會考慮的優惠；或
- 交易對手可能破產或進行其他財務重組；或
- 金融資產的活躍市場因財困而消失。

撇銷政策

當有資料顯示借款人陷入嚴重財困，且並無實際收回的可能之時（包括借款人已清盤或進入破產程序），或應收貿易賬款逾期超過兩年（以較早發生者為準）本集團會撇銷金融資產。已撇銷的金融資產仍可根據本集團的收回程序實施強制執行，在適當情況下考慮法律意見。任何收回款項會於損益中確認。

4. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(x) Impairment of financial assets (Continued)

Measurement and recognition of ECL

The measurement of expected credit losses is a function of the probability of default, loss given default (i.e. the magnitude of the loss if there is a default) and the exposure at default. The assessment of the probability of default and loss given default is based on historical data adjusted by forward looking information as described above. As for the exposure at default, for financial assets, this is represented by the assets' gross carrying amount at the reporting date; for financial guarantee contracts, the exposure includes the amount drawn down as at the reporting date, together with any additional amounts expected to be drawn down in the future by default date determined based on historical trend, the Group's understanding of the specific future financing needs of the debtors, and other relevant forward-looking information.

For financial assets, the expected credit loss is estimated as the difference between all contractual cash flows that are due to the Group in accordance with the contract and all the cash flows that the Group expects to receive, discounted at the original effective interest rate. For a lease receivable, the cash flows used for determining the expected credit losses is consistent with the cash flows used in measuring the lease receivable in accordance with HKAS 17 Leases.

4. 重要會計政策 (續)

(x) 金融資產減值 (續)

預期信貸虧損之計量及確認

預期信貸虧損之計量為違約概率、違約虧損(即違約時虧損大小)及違約時風險敞口之函數。違約概率及違約虧損之評估乃按上述基於歷史數據按前瞻性資料作調整。就金融資產之違約風險而言,其指該資產於報告日期之賬面總值。就財務擔保合同而言,風險包括於報告日期提取的金額連同任何基於歷史趨勢、本集團對債務人特定未來融資需求的理解以及其他相關前瞻性資料釐定的預計將於未來違約日期前提取的額外金額。

金融資產的預期信貸虧損按根據合約應付本集團的所有合約現金流量與本集團預計收取的所有現金流量(按原定實際利率折現)之間的差額估算。就租賃應收款項而言,根據香港會計準則第17號租賃,用於釐定預期信貸虧損的現金流量與用於計量租賃應收款項的現金流量一致。

4. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(x) Impairment of financial assets (Continued)

Measurement and recognition of ECL (Continued)

For a financial guarantee contract, as the Group is required to make payments only in the event of a default by the debtor in accordance with the terms of the instrument that is guaranteed, the expected loss allowance is the expected payments to reimburse the holder for a credit loss that it incurs less any amounts that the Group expects to receive from the holder, the debtor or any other party.

If the Group has measured the loss allowance for a financial instrument at an amount equal to lifetime ECL in the previous reporting period, but determines at the current reporting date that the conditions for lifetime ECL are no longer met, the Group measures the loss allowance at an amount equal to 12-month ECL at the current reporting date, except for assets for which simplified approach was used.

The Group recognises an impairment gain or loss in profit or loss for all financial instruments with a corresponding adjustment to their carrying amount through a loss allowance account, except for investments in debt instruments that are measured at FVTOCI, for which the loss allowance is recognised in other comprehensive income and accumulated in the investment revaluation reserve, and does not reduce the carrying amount of the financial asset in the statement of financial position.

4. 重要會計政策 (續)

(x) 金融資產減值 (續)

預期信貸虧損之計量及確認 (續)

就財務擔保合同而言，由於根據擔保工具條款，本集團僅須於債務人違約時作出付款，預計虧損撥備為償還持有人所產生信貸虧損的預計款項減本集團預計自持有人、債務人或任何其他方收取的任何金額。

倘於上一報告期間前本集團按與全期預期信貸虧損等額的方法計量金融工具的虧損撥備，而當前報告日期已確定不符合全期預期信貸虧損的條件，本集團於當前報告日期按12個月預期信貸虧損的相同金額計量虧損撥備，惟使用簡化法之資產除外。

本集團於損益中確認所有金融工具的減值收益或虧損，並透過虧損撥備賬項相應調整其賬面值，惟按公平值計入其他全面收益的債務工具投資除外，其虧損撥備於其他全面收益確認，並於投資重估儲備累計，且並無削減金融資產於財務狀況表的賬面值。

4. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(x) Impairment of financial assets (Continued)

Policy prior to 1 January 2018

At the end of each reporting period, the Group assesses whether its financial assets are impaired, based on objective evidence that, as a result of one or more events that occurred after the initial recognition, the estimated future cash flows of the financial assets have been affected.

For trade receivables that are assessed not to be impaired individually, the Group assesses them collectively for impairment, based on the Group's past experience of collecting payments, an increase in the delayed payments in the portfolio, observable changes in economic conditions that correlate with default on receivables, etc.

Only for trade receivables, the carrying amount is reduced through the use of an allowance account and 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 all other financial assets, the carrying amount is directly reduced by the impairment loss.

4. 重要會計政策 (續)

(x) 金融資產減值 (續)

於二零一八年一月一日之前的政策

於各報告期結束時，本集團根據金融資產之估計日後現金流量在初步確認後發生的一項或多項事件而受到影響之客觀證據，評估其金融資產有否減值。

應收貿易賬款之減值並非逐一評估，而是根據本集團過往收取款項之經驗、組合內延遲付款之增加、與拖欠應收賬款相關之經濟狀況之改變等作出整體性的評估。

僅就應收賬款而言，賬面值乃透過使用撥備賬作出扣減，而其後收回先前已撇銷之金額則計入撥備賬。撥備賬之賬面值變動於損益內確認。

就所有其他金融資產，賬面值會直接扣減減值虧損。

4. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(x) Impairment of financial assets (Continued)

Policy prior to 1 January 2018 (Continued)

For financial assets measured at amortised cost, if the amount of the impairment loss decreases in a subsequent period and the decrease can be related objectively to an event occurring after the impairment was recognised, the previously recognised impairment loss is reversed (either directly or by adjusting the allowance account for trade receivables) through profit or loss. However, the reversal must not result in a carrying amount that exceeds what the amortised cost of the financial asset would have been had the impairment not been recognised at the date the impairment is reversed.

(y) Provisions and contingent liabilities

Provisions are recognised for liabilities of uncertain timing or amount when the Group has a present legal or constructive obligation arising as a result of a past event, it is probable that an outflow of economic benefits will be required to settle the obligation and a reliable estimate can be made. Where the time value of money is material, provisions are stated at the present value of the expenditures expected to settle the obligation.

When 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 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 is remote.

4. 重要會計政策 (續)

(x) 金融資產減值 (續)

於二零一八年一月一日之前的政策 (續)

就按攤銷成本計量的金融資產而言，倘減值虧損之金額於其後期間減少，而該減少可以客觀地與確認減值後發生之一項事件有關，則先前已確認之減值虧損透過損益撥回（直接或通過調整應收賬款之撥備賬）。然而，撥回不應導致撥回減值當日之賬面值超過該金融資產於未確認減值時之攤銷成本。

(y) 撥備及或然負債

倘若本集團因過往事件致使現時負有法律或推斷性責任而可能須要以經濟利益支付負債，在可作出可靠估計時，需就未有確定時間或金額之負債確認撥備。倘有關撥備金額有重大之時間值，則撥備會按預期用以支付負債之金額之現值列賬。

倘須要付出經濟利益之可能性不大，或未能可靠估計有關金額，則除非需付出經濟利益之可能性極微，否則有關責任承擔將列作或然負債披露。除非需付出經濟利益之可能性極微，否則需待日後某一宗或多宗事件是否實現後方能確認之可能產生的責任亦會披露為或然負債。

4. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(z) Events after the reporting period

Events after the reporting period that provide additional information about the Group's position at the end of the reporting period or those that indicate the going concern assumption is not appropriate are adjusting events and are reflected in the consolidated financial statements. Events after the reporting period that are not adjusting events are disclosed in the notes to the consolidated financial statements when material.

5. CRITICAL JUDGEMENTS AND KEY ESTIMATES

(i) Critical judgements in applying accounting policies

In the process of applying the accounting policies, the directors have made the following judgements that have the most significant effect on the amounts recognised in the consolidated financial statements (apart from those involving estimates, which are dealt with below).

(a) *Going concern basis*

These consolidated financial statements have been prepared on a going concern basis, the validity of which depends upon measures taken by the directors to improve the Group's financial position, cash flows and profitability and the financial support of a major shareholder, at a level sufficient to finance the working capital requirements of the Group as explained in note 2 to the consolidated financial statements.

4. 重要會計政策 (續)

(z) 報告期後事項

能提供有關本集團於報告期結束時狀況之額外資料或顯示其可持續經營之假設並不適宜之報告期後事項均為調整事項，並會在綜合財務報表中反映。不屬調整事項之報告期後事項如為重要者，會在綜合財務報表附註中披露。

5. 主要判斷及重大估計

(i) 應用會計政策時的主要判斷

在應用會計政策時，董事已作出下列對綜合財務報表確認的款項有最重大影響之判斷（除涉及估計者外，其於下文處理）。

(a) *持續經營基準*

該等綜合財務報表乃按持續經營基準編製，基準的有效性取決於綜合財務報表附註2所闡述之董事為改善本集團之財務狀況、現金流量及盈利能力而採取之措施以及主要股東的財務支援是否足以為本集團的營運資金需求提供資金。

5. CRITICAL JUDGEMENTS AND KEY ESTIMATES (Continued)

(i) Critical judgements in applying accounting policies (Continued)

(b) Consolidation of entity with less than 50% equity interest holding

Although the Group owns less than 50% of the equity interest in Yichang Biaodian, Yichang Biaodian is treated as a subsidiary because the Group is able to control the relevant activities of Yichang Biaodian as a result of the shareholders' agreement between the Group and other shareholders of Yichang Biaodian. For details please refer to note 24(a).

(c) Significant increase in credit risk

As explained in note 3, ECL are measured as an allowance equal to 12-month ECL for stage 1 assets, or lifetime ECL 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.

5. 主要判斷及重大估計 (續)

(i) 應用會計政策時的主要判斷 (續)

(b) 合併持有少於50%股權的實體

儘管本集團擁有宜昌標典不足50%股權，但宜昌標典被視為附屬公司，原因是本集團因本集團與宜昌標典其他股東的股東協議而有能力控制宜昌標典的相關活動。詳情請參閱附註24(a)。

(c) 信貸風險顯著增加

如附註3闡釋，預期信貸虧損就第1階段資產按等於12個月預期信貸虧損的撥備計量，就第2階段或第3階段資產按全期預期信貸虧損的撥備計量。資產在其信貸風險自初步確認後顯著增加時轉入第2階段。香港財務報告準則第9號並無界定構成信貸風險顯著增加的因素。於評估資產的信貸風險是否顯著上升時，本集團會考慮合理且具支持的定量及定性前瞻性資料。

5. CRITICAL JUDGEMENTS AND KEY ESTIMATES (Continued)

(i) Critical judgements in applying accounting policies (Continued)

(d) *Judgement of the Group's trading of copper as a principal*

The Group recognises revenue generated from trading of copper on a gross basis acting as a principal. Significant judgement is made by the management of the Group in determining whether the Group is acting as a principal or agent in the Group's copper trading business.

Considering that the Group controls the copper before it is transferred to the customer as (i) the Group has primary responsibility for fulfilling the promise to provide the copper including responsibility for the acceptability of the copper; (ii) the Group bears the inventory risk; and (iii) the Group has discretion to establish the price of the copper, management of the Group has assessed that the Group acts as principal.

The Group recognises revenue in the gross amount of consideration to which it expects to be entitled in exchange for those goods transferred.

5. 主要判斷及重大估計 (續)

(i) 應用會計政策時的主要判斷 (續)

(d) 本集團作為當事人買賣銅之判斷

本集團作為當事人按總額基準確認銅買賣所得收益。本集團管理層於釐定本集團於本集團銅買賣業務中是作為當事人還是代理人時作出重大判斷。

考慮到本集團於向客戶轉移銅之前控制銅，原因為(i)本集團有主要責任履行供應銅之承諾，包括有關銅之可接受程度之責任；(ii)本集團承擔存貨風險；及(iii)本集團擁有設定銅之價格之酌情權，故本集團管理層評定本集團乃作為當事人行事。

本集團按其於交換所轉移貨品中預期有權獲得之代價總額確認收益。

5. CRITICAL JUDGEMENTS AND KEY ESTIMATES (Continued)

(ii) Key sources of estimation uncertainty

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 year, are discussed below.

(a) Property, plant and equipment and depreciation

The Group determines the estimated useful lives, residual values and related depreciation charges for the Group's property, plant and equipment. This estimate is based on the historical experience of the actual useful lives and residual values of property, plant and equipment of similar nature and functions. The Group will revise the depreciation charge where useful lives and residual values are different to those previously estimated, or it will write-off or write-down technically obsolete or non-strategic assets that have been abandoned.

The carrying amount of property, plant and equipment as at 31 December 2018 was HK\$277,688,000 (2017: HK\$281,191,000).

5. 主要判斷及重大估計 (續)

(ii) 估計不明朗因素的主要來源

於報告期末對未來的主要假設及其他估計不明朗因素的主要來源（對下一財政年度之資產及負債的賬面值造成重大調整之重大風險）在下文討論。

(a) 物業、廠房及設備以及折舊

本集團釐定本集團物業、廠房及設備之估計可使用年期、剩餘價值及相關折舊支出。此估計乃根據類似性質及功能之物業、廠房及設備之實際可使用年期及剩餘價值之過往經驗作出。倘可使用年期及剩餘價值與先前估計者不同，或本集團將撇銷或撇減已廢棄之技術過時或非策略性資產，則本集團將修訂折舊支出。

於二零一八年十二月三十一日，物業、廠房及設備之賬面值約為277,688,000港元（二零一七年：281,191,000港元）。

5. CRITICAL JUDGEMENTS AND KEY ESTIMATES (Continued)

(ii) Key sources of estimation uncertainty (Continued)

(b) Income taxes

The Group is subject to income taxes mainly in statutory jurisdictions of Hong Kong and the PRC. Significant estimates are required in determining the provision for income taxes. There are many transactions and calculations for which the ultimate tax determination is uncertain during the ordinary course of business. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such differences will impact the income tax and deferred tax provisions in the period in which such determination is made. During the year, HK\$1,973,000 (2017: HK\$1,919,000) of income tax was credited to profit or loss based on the estimated loss from continuing operations.

(c) Impairment of goodwill

Determining whether goodwill is impaired requires an estimation of the value in use of the cash-generating unit to which goodwill has been allocated. The value in use calculation requires the Group to estimate the future cash flows expected to arise from the cash-generating unit and a suitable discount rate in order to calculate the present value. The carrying amount of goodwill at the end of the reporting period was HK\$4,323,000 (2017: HK\$4,556,000)

5. 主要判斷及重大估計 (續)

(ii) 估計不明朗因素的主要來源 (續)

(b) 所得稅

本集團主要須繳納香港及中國法定司法權區的所得稅。於釐定所得稅撥備時，須作出重大估計。於一般業務過程中，大部份最終稅項之交易及計算屬不確定。倘該等事項的最終評稅結果與初始記錄的數額存在差異，則相關差異將影響釐定期間所得稅及遞延稅項撥備。年內，1,973,000港元（二零一七年：1,919,000港元）之所得稅根據持續經營業務產生的估計虧損計入損益。

(c) 商譽減值

釐定商譽是否減值須評估商譽獲分配現金產生單位的使用價值。計算使用價值要求本集團估計現金產生單位的預期未來現金流量及計算現值的適當折現率。商譽於報告期末的賬面值為4,323,000港元（二零一七年：4,556,000港元）。

5. CRITICAL JUDGEMENTS AND KEY ESTIMATES (Continued)

(ii) Key sources of estimation uncertainty (Continued)

(d) Impairment of trade receivables

Prior to the adoption of HKFRS 9 on 1 January 2018, the management of the Group assesses at the end of each reporting period whether there is any objective evidence that trade receivables are impaired. The provision policy for bad and doubtful debts of the Group is based on the evaluation of collectability and aging analysis of accounts and on management's judgement. A considerable amount of judgement is required in assessing the ultimate realisation of trade receivables, including the current creditworthiness and the past collection history of each customer. If the financial conditions of customers of the Group were to deteriorate, resulting in an impairment of their ability to make payments, additional allowance may be required.

As at 31 December 2017, the carrying amount of trade receivables is HK\$12,000.

5. 主要判斷及重大估計 (續)

(ii) 估計不明朗因素的主要來源 (續)

(d) 應收貿易賬款減值

於二零一八年一月一日採納香港財務報告準則第9號前，本集團管理層於各報告日末評估應收貿易賬款是否有任何客觀減值證據。本集團呆壞賬的撥備政策乃基於對可收回性的評估及應收款項賬齡分析以及管理層判斷。評估應收貿易賬款的最終變現值須作出大量判斷，包括各客戶的當前信譽及過往收款記錄。倘本集團客戶的財務狀況惡化，導致其還款的能力下降，則須作出額外撥備。

於二零一七年十二月三十一日，應收貿易賬款的賬面值為12,000港元。

5. CRITICAL JUDGEMENTS AND KEY ESTIMATES (Continued)

(ii) Key sources of estimation uncertainty (Continued)

(d) Impairment of trade receivables (Continued)

Since the adoption of HKFRS 9 on 1 January 2018, the management of the Group estimates the amount of impairment loss for ECL on trade receivables based on the credit risk of trade receivables. The amount of the impairment loss based on ECL model is measured as the difference between all contractual cash flows that are due to the Group in accordance with the contract and all the cash flows that the Group expects to receive, discounted at the effective interest rate determined at initial recognition. Where the future cash flows are less than expected, or being revised downward due to changes in facts and circumstances, a material impairment loss may arise.

As at 31 December 2018, the carrying amount of trade receivables is HK\$2,871,000 (net of allowance for doubtful debts of HK\$Nil).

5. 主要判斷及重大估計 (續)

(ii) 估計不明朗因素的主要來源 (續)

(d) 應收貿易賬款減值 (續)

自於二零一八年一月一日採納香港財務報告準則第9號起，本集團管理層基於應收貿易賬款的信貸風險估計應收貿易賬款預期信貸虧損的減值虧損金額。基於預期信貸虧損模式的減值虧損金額乃根據合約中應付本集團之合約現金流量總額及本集團預計收取之現金流量總額（以初次確認時釐定之實際利率貼現）之差額估計。倘未來現金流量少於預期或因事實及情況變化下調，則可能發生重大減值虧損。

於二零一八年十二月三十一日，應收貿易賬款的賬面值為2,871,000港元（扣除呆賬撥備零港元）。

5. CRITICAL JUDGEMENTS AND KEY ESTIMATES (Continued)

(ii) Key sources of estimation uncertainty (Continued)

(e) Fair value measurements and valuation process

Some of the Group's liabilities and equity instruments (including convertible bond designated at FVTPL and share options granted during the year) are measured at fair value for financial reporting purposes. The directors authorised the financial department headed up by the Group's financial controller to determine the appropriate valuation techniques and inputs for fair value. In estimating the fair value of a liability or an equity instrument, the Group uses market-observable data to the extent it is available. Where the Level 1 inputs are not available, the Group engages third-party qualified valuation experts to perform the valuation. The valuation team works closely with the qualified external valuation experts to establish the appropriate valuation techniques and inputs to the model. The valuation team reports the findings to the Directors of the Group every quarter to explain the cause of the fluctuations in the fair value of the liabilities and equity instruments.

5. 主要判斷及重大估計 (續)

(ii) 估計不明朗因素的主要來源 (續)

(e) 公平值計量及估值過程

本集團就財務申報目的按公平值計量若干負債及股本工具(包括指定按公平值計入損益的可換股債券及於年內授出的購股權)。董事授權本集團財務總監領導的財務部門釐定用於公平值計量的適用估值技術及輸入數據。於估計負債或股本工具之公平值時，本集團會盡可能地使用市場可觀察數據。倘無法獲取第一級輸入數據，本集團委聘第三方合資格估值專家進行估值。估值團隊會與外聘合資格估值專家緊密合作以設立合適估值技術及模式之輸入數據。估值團隊每個季度向本公司董事匯報調查結果，以說明負債及股本工具公平值波動之原因。

綜合財務報表附註

Notes to the Consolidated Financial Statements

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

6. FINANCIAL RISK MANAGEMENT

The Group's activities expose it to a variety of financial risks: foreign currency risk, credit risk, liquidity risk and interest rate risk. The Group's overall risk management programme focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the Group's financial performance.

(a) Foreign currency risk

The Group has certain exposure to foreign currency risk as some of its business transactions, assets and liabilities are denominated in currencies other than the functional currency of the Group entities such as United States dollars ("US\$") and HK\$. The directors have assessed the impact of foreign currency risk and considered that it is insignificant to the Group. The Group currently does not have a foreign currency hedging policy in respect of foreign currency transactions, assets and liabilities. The Group monitors its foreign currency exposure closely and will consider hedging significant foreign currency exposure should the need arise.

At 31 December 2018, if RMB had weakened 10% per cent against the HK\$ with all other variables held constant, consolidated loss after tax for the year would have been HK\$508,000 (2017: HK\$1,971,000) higher, arising mainly as a result of the foreign exchange loss on borrowings denominated in HK\$. If RMB had strengthened 10% per cent against HK\$ with all other variables held constant, consolidated loss after tax for the year would have been HK\$508,000 (2017: HK\$1,971,000) lower, arising mainly as a result of the foreign exchange gain on borrowings denominated in HK\$.

6. 財務風險管理

本集團之業務令其面對多項金融風險：外幣風險、信貸風險、流動資金風險及利率風險。本集團之整體風險管理計劃集中於金融市場之不可預測性，並尋求盡量減低對本集團財務表現之潛在不利影響。

(a) 外幣風險

由於本集團之部分業務交易、資產及負債乃以本集團實體之功能貨幣以外之貨幣（如美元（「美元」）及港元計值。董事已評估外幣風險之影響以及認為其對本集團之影響并不重大。本集團目前並無就外幣交易、資產及負債制訂任何外幣對沖政策。本集團密切監管其外幣風險並將於有需要時考慮對沖重大之外幣風險。

於二零一八年十二月三十一日，倘人民幣兌換港元已下跌10%，而其他所有變數維持不變，則本年度稅後綜合虧損可能增加508,000港元（二零一七年：1,971,000港元），此乃主要由於以港元計值之借款產生外匯虧損。倘人民幣兌換港元上升10%，而其他所有變數維持不變，則本年度稅後綜合虧損可能減少508,000港元（二零一七年：1,971,000港元），此乃主要由於以港元計值之借款產生外匯收益。

6. FINANCIAL RISK MANAGEMENT (Continued)

(a) Foreign currency risk (Continued)

At 31 December 2018, if RMB had weakened 10% per cent against the US\$ with all other variables held constant, consolidated loss after tax for the year would have been HK\$Nil (2017: HK\$546,000) higher, arising mainly as a result of the foreign exchange loss on borrowings denominated in US\$. If RMB had strengthened 10% per cent against US\$ with all other variables held constant, consolidated loss after tax for the year would have been HK\$Nil (2017: HK\$546,000) lower, arising mainly as a result of the foreign exchange gain on borrowings denominated in HK\$.

(b) Credit risk

Credit risk is the risk that a counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Group is exposed to credit risk from its operating activities (primarily trade receivables) and from its financing activities, including deposits with banks and financial institutions, foreign exchange transactions and other financial instruments. The Group's exposure to credit risk arising from cash and cash equivalents is limited because the counterparties are banks and financial institutions with high credit-rating assigned by international credit-rating agencies, for which the Group considers to have low credit risk.

6. 財務風險管理 (續)

(a) 外幣風險 (續)

於二零一八年十二月三十一日，倘人民幣兌換美元下跌10%，而其他所有變數維持不變，則本年度稅後綜合虧損可能增加零港元（二零一七年：546,000港元），此乃主要由於以美元計值之借款產生外匯虧損。倘人民幣兌換美元上升10%，而其他所有變數維持不變，則本年度稅後綜合虧損可能減少零港元（二零一七年：546,000港元），此乃主要由於以港元計值之借款產生外匯收益。

(b) 信貸風險

信貸風險乃指因對手方將未能履行其於金融工具或客戶合約項下之責任而導致財務損失之風險。本集團之經營活動（主要為應收貿易賬款）以及融資活動（包括於銀行或金融機構之存款、外匯交易及其他金融工具）使其面臨信貸風險。本集團面臨之由現金及現金等額產生之信貸風險有限，乃由於對手方為具有國際信貸評級機構所評定較高信貸評級之銀行及金融機構，因此本集團認為信貸風險較低。

6. FINANCIAL RISK MANAGEMENT (Continued)

(b) Credit risk (Continued)

Trade receivables

Customer credit risk is managed by each business unit subject to the Group's established policy, procedures and control relating to customer credit risk management. Individual credit evaluations are performed on all customers requiring credit over a certain amount. These evaluations focus on the customer's past history of making payments when due and current ability to pay, and take into account information specific to the customer as well as pertaining to the economic environment in which the customer operates. Trade receivables are due within 180 days from the date of billing. Debtors with balances that are more than 3 to 6 months past due are requested to settle all outstanding balances before any further credit is granted. Normally, the Group does not obtain collateral from customers.

The Group measures loss allowances for trade receivables at an amount equal to lifetime ECLs, which is calculated using a provision matrix. As the Group's historical credit loss experience does not indicate significantly different loss patterns for different customer segments, the loss allowance based on past due status is not further distinguished between the Group's different customer bases.

6. 財務風險管理 (續)

(b) 信貸風險 (續)

應收貿易賬款

各業務單元在本集團既有關於客戶信貸風險管理之政策、程序及監控規限下，管理客戶信貸風險。高於某一金額之信貸，本集團均會對其進行個別信貸評估。此等評估主要針對客戶過往到期時之還款記錄及現時還款之能力，並考慮客戶之特定資料，以及與客戶經營業務之經濟環境相關之資料。應收貿易賬款自賬單日期起計180天內到期。本集團要求有逾期超過3至6個月結餘之債務人清償所有未付結餘，方會另行批授任何信貸。於正常情況下，本集團並未向客戶收取抵押品。

本集團按等同於全期預期信貸虧損之金額計量應收貿易賬款之虧損撥備，其乃使用撥備矩陣進行計算。由於本集團過往之信貸虧損並未就不同客戶分部顯示重大不同虧損模式，基於逾期狀態之虧損撥備不會進一步於本集團不同客戶基礎之間進一步區分。

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6. FINANCIAL RISK MANAGEMENT (Continued)

(b) Credit risk (Continued)

Trade receivables (Continued)

The following table provides information about the Group's exposure to credit risk and ECLs for trade receivables, including those classified as part of a disposal group held for sale as at 31 December 2018:

		Expected loss rate 預期虧損率	Gross carrying amount 賬面總值	Loss allowance 虧損撥備
		%	HK\$'000	HK\$'000
		%	千港元	千港元
Current (not past due)	即期 (未逾期)	–	–	–
1 – 30 days past due	逾期1 – 30日	–	2,718	–
31 – 60 days past due	逾期31 – 60日	–	1	–
61 – 90 days past due	逾期61 – 90日	–	4	–
More than 90 days past due	逾期超過90日	2.25%	148	–
			<u>2,871</u>	<u>–</u>

Expected loss rates are based on actual loss experience over the past 1 year. These rates are adjusted to reflect differences between economic conditions during the period over which the historic data has been collected, current conditions and the Group's view of economic conditions over the expected lives of the receivables.

應收貿易賬款 (續)

下表載列於二零一八年十二月三十一日本集團面臨信貸風險之資料及應收貿易賬款之預期信貸虧損，包括分類為持作出售組別之一部份：

預期虧損率乃根據過往1年之實際虧損經驗得出。該等比率會作出調整以反映已蒐集歷史數據之期間之經濟狀況、當前狀況及本集團對應收款項預期年期之經濟狀況之觀點之差異。

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6. FINANCIAL RISK MANAGEMENT (Continued)

(b) Credit risk (Continued)

Trade receivables (Continued)

Prior to 1 January 2018

Prior to 1 January 2018, an impairment loss was recognised only when there was objective evidence of impairment. The aging analysis of trade receivables that were not considered to be impaired was as follows:

Neither past due nor impaired

Receivables that were neither past due nor impaired related to one customer for whom there was no recent history of default.

Receivables that were past due but not impaired related to a number of independent customers that had a good track record with the Group. Based on past experience, management believed that no impairment allowance was necessary in respect of these balances as there had been no significant change in credit quality and the balances were still considered fully recoverable.

既未逾期亦未減值

6. 財務風險管理 (續)

(b) 信貸風險 (續)

應收貿易賬款 (續)

於二零一八年一月一日之前

於二零一八年一月一日之前，減值虧損僅於有客觀證據證明減值時方予確認。不被視為減值之應收貿易賬款之賬齡分析如下：

2017
二零一七年
HK\$'000
千港元

12

既未逾期亦未減值之應收款項與近期並無違約記錄之一名客戶有關。

既未逾期亦未減值之應收款項與在本集團有良好往績記錄之數名獨立客戶有關。基於以往經驗，管理層認為該等結餘無需減值撥備，乃由於信貸質素並無重大變動以及該等結餘被認為可全數收回。

6. FINANCIAL RISK MANAGEMENT (Continued)

(b) Credit risk (Continued)

Loans and other receivables

The Group transacts only with recognised and creditworthy third parties. Loans and other receivable balances are monitored on an ongoing basis and the Group's exposure to bad debts is not significant.

The credit quality of the financial assets included in loans and other receivables and other assets 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".

6. 財務風險管理 (續)

(b) 信貸風險 (續)

貸款及其他應收款項

本集團僅與具聲譽及信譽良好之第三方進行交易。貸款及其他應收款項結餘乃按持續基準監察，而本集團之壞賬風險並不重大。

當計入貸款及其他應收款項之金融資產及其他資產並未逾期及並無資料顯示金融資產之信貸風險自初次確認以來已大幅增加，其信貸質素被視為「正常」。否則，金融資產之信貸質素被視為「呆賬」。

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6. FINANCIAL RISK MANAGEMENT (Continued)

(c) Liquidity risk

The Group's policy is to regularly monitor current and expected liquidity requirements to ensure that it maintains sufficient reserves of cash to meet its liquidity requirements in the short and longer term.

The maturity analysis based on contractual undiscounted cash flows of the Group's financial liabilities is as follows:

		Less than 1 year	Between 1-2 years	Between 2-5 years	Over 5 years	Total undiscounted cash flows 未折現 現金流總額
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元
At 31 December 2018	於二零一八年十二月三十一日					
Trade and other payables	貿易及其他應付款項	44,922	-	-	-	44,922
Amount due to a director	應付一名董事款項	2,105	-	-	-	2,105
Non-convertible bonds	不可換股債券	11,347	3,360	-	-	14,707
Amounts due to non-controlling shareholders of a subsidiary and its related parties	應付一間附屬公司 非控股股東及其關連方 之款項	39,650	-	-	-	39,650
Bank borrowings	銀行借款	3,812	3,192	14,262	-	21,266
Convertible bond designated at FVTPL	指定為按公平值計入損益之 可換股債券	2,000	20,861	-	-	22,861
		103,836	27,413	14,262	-	145,511

6. 財務風險管理 (續)

(c) 流動資金風險

本集團之政策為定期監察當期及預期流動資金需求，以保證維持充足之現金儲備應付其短期及長期之流動資金需求。

本集團金融負債根據合約未折現現金流計算之到期分析如下：

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6. FINANCIAL RISK MANAGEMENT (Continued)

6. 財務風險管理 (續)

(c) Liquidity risk (Continued)

(c) 流動資金風險 (續)

		Less than 1 year	Between 1-2 years	Between 2-5 years	Over 5 years	Total undiscounted cash flows 未折現 現金流總額
		少於1年 HK\$'000 千港元	1-2年 HK\$'000 千港元	2-5年 HK\$'000 千港元	5年以上 HK\$'000 千港元	HK\$'000 千港元
At 31 December 2017	於二零一七年十二月三十一日					
Trade and other payables	貿易及其他應付款項	45,441	-	-	-	45,441
Amount due to a shareholder	應付一名董事款項	-	29,360	-	-	29,360
Amounts due to non-controlling shareholders of a subsidiary and its related parties	應付一間附屬公司 非控股股東及 其關連方之款項	-	213,749	-	-	213,749
Bank borrowings	銀行借款	2,544	5,377	-	-	7,921
		<u>47,985</u>	<u>248,486</u>	<u>-</u>	<u>-</u>	<u>296,471</u>

(d) Interest rate risk

(d) 利率風險

The Group's cash flow interest rate risk primarily relates to variable-rate bank loans. It is the Group's policy to keep its borrowing at floating rate of interest so as to minimise the fair value interest rate risk.

本集團之現金流利率風險主要與浮息銀行貸款相關。本集團之政策為維持以浮息計息之借款，以將公平值利率風險減至最低。

The Directors consider the Group's exposure to interest rate risk is not significant and therefore no sensitivity analysis has been prepared.

董事認為本集團承擔之利率風險並不重大，因此並無編製敏感度分析。

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6. FINANCIAL RISK MANAGEMENT (Continued)

6. 財務風險管理 (續)

(e) Categories of financial instruments at 31 December

(e) 於十二月三十一日之金融工具分類

		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Financial assets:	金融資產：		
Loans and receivables (including cash and cash equivalents)	貸款及應收款項 (包括現金及現金等額)	49,557	8,024
Financial liabilities:	金融負債：		
Financial liabilities at amortised cost	按攤銷成本列賬之金融負債	118,782	253,500
Convertible bond designated at FVTPL	指定為按公平值計入損益之 可換股債券	24,186	—

(f) Fair values

Except as disclosed in note 7 to the consolidated financial statements, the carrying amounts of the Group's financial assets and financial liabilities as reflected in the consolidated statement of financial position approximate their respective fair values.

(f) 公平值

除綜合財務報表附註7所披露之外，綜合財務狀況表所反映之本集團金融資產及金融負債之賬面值接近於彼等各自之公平值。

7. FAIR VALUE MEASUREMENTS

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 following disclosures of fair value measurements use a fair value hierarchy that categorises into three levels the inputs to valuation techniques used to measure fair value:

Level 1 inputs: quoted prices (unadjusted) in active markets for identical assets or liabilities that the Group can access at the measurement date.

Level 2 inputs: inputs other than quoted prices included within level 1 that are observable for the asset or liability, either directly or indirectly.

Level 3 inputs: unobservable inputs for the asset or liability.

The Group's policy is to recognise transfers into and transfers out of any of the three levels as of the date of the event or change in circumstances that caused the transfer.

7. 公平值計量

公平值為市場參與者於計量日期進行之有序交易中出售資產所收取或轉讓負債所支付之價格。以下公平值計量披露使用之公平值層級，將計量公平值之估值技術所用輸入數據分為三個等級：

第一級輸入數據：本集團於計量日期可取得相同資產或負債於活躍市場之報價（未經調整）。

第二級輸入數據：資產或負債可直接或間接觀察之輸入數據，第一級包括之報價除外。

第三級輸入數據：資產或負債之不可觀察輸入數據。

本集團之政策為確認截至於事項或狀況變動導致該轉移之日期止該等三個等級之任何轉入及轉出。

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7. FAIR VALUE MEASUREMENTS (Continued)

7. 公平值計量 (續)

(a) Disclosures of level in fair value hierarchy at 31 December:

(a) 於十二月三十一日之公平值層級披露：

		Fair value measurements using: 使用以下輸入數據之公平值計量：			Total 2018 總計	Total 2017 總計
31 December 2018		Level 1	Level 2	Level 3	二零一八年	二零一七年
二零一八年十二月三十一日		第一級 HK\$'000 千港元	第二級 HK\$'000 千港元	第三級 HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
Recurring fair value measurements:	經常性公平值計量：					
Financial liabilities	金融負債					
Financial liabilities designated at FVTPL	指定為按公平值計入損益之金融負債	-	-	24,186	24,186	-
Total	總計	-	-	24,186	24,186	-

(b) Reconciliation of liabilities measured at fair value based on level 3:

(b) 根據第三層級按公平值計量之負債對賬：

		Convertible bond designated at FVTPL 指定為按公平值計入損益之可換股債券	
		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
At 1 January	於一月一日	-	-
At date of issuance of convertible bond	於可換股債券發行日期	20,000	-
Total gains or losses recognised in profit or loss	於損益確認之收益或虧損總額	4,186	-
At 31 December	於十二月三十一日	24,186	-

7. FAIR VALUE MEASUREMENTS (Continued)

(c) Disclosure of valuation process used by the Group and valuation techniques and inputs used in fair value measurements at 31 December 2018:

The Group's financial controller is responsible for the fair value measurements of assets and liabilities required for financial reporting purposes, including level 3 fair value measurements. The financial controller reports directly to the Board of Directors for these fair value measurements. Discussions of valuation processes and results are held between the financial controller and the Board of Directors at least twice a year.

The Group's financial liabilities at fair value through profit or loss, representing the convertible bond designated at FVTPL, are measured at fair value at the end of the reporting period.

For Level 3 fair value measurements, the Group will normally engage external valuation experts with recognised professional qualifications and recent experience to perform the valuations. The following table gives information about how the fair values of these financial liabilities are determined, in particular, the valuation technique(s) and input used.

7. 公平值計量 (續)

(c) 於二零一八年十二月三十一日，本集團使用之估值程序及用於公平值計量之估值技術及輸入值披露：

本集團財務總監負責財務報告所需資產及負債之公平值計量，包括第三層級公平值計量。財務總監直接向董事會匯報該等公平值計量。財務總監與董事會每年至少就估值程序及結果舉行兩次會議。

本集團按公平值計入損益之金融負債，即指定為按公平值計入損益之可換股債券，於報告期末按公平值計量。

就第三層級公平值計量而言，本集團通常會聘請具備獲認可之專業資格及近期經驗之外部估值專家進行估值。下表載列之資料乃有關如何釐定該等金融負債之公平值，尤其是，所運用之估值技術及輸入值。

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7. FAIR VALUE MEASUREMENTS (Continued)

- (c) Disclosure of valuation process used by the Group and valuation techniques and inputs used in fair value measurements at 31 December 2018: (Continued)

Level 3 fair value measurements

Description 描述	Valuation technique 估值技術	Unobservable inputs 不可觀察輸入值	Fair value 公平值	
			2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Convertible bond designated at FVTPL 指定為按公平值計入損益之 可換股債券	Binomial Option Pricing Model 二項式期權 定價模式	Stock price volatility 股價波幅	24,186	-

7. 公平值計量 (續)

- (c) 於二零一八年十二月三十一日，本集團使用之估值程序及用於公平值計量之估值技術及輸入值披露：
(續)

第三層級公平值計量

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8. REVENUE

Disaggregation of revenue

Disaggregation of revenue from contracts with customers by major products or service line for the year from continuing operations is as follows:

8. 收益

收益劃分

按本年度持續經營業務之主要產品或服務線對客戶合約之收益劃分如下：

		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Revenue from contracts with customers within the scope of HKFRS 15	香港財務報告準則第15號範圍內之來自客戶合約之收益		
Disaggregated by major products or service lines	按主要產品或服務線劃分		
– Sales of goods	– 銷售貨品	64,529	41,843
– Sales of natural gas	– 銷售天然氣	40,342	5,718
– Rendering of services	– 提供服務	2,800	2,188
		107,671	49,749
Revenue from other sources	其他來源之收益		
– Leasing income	– 租金收入	1,045	–
		108,716	49,749

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8. REVENUE (Continued)

Disaggregation of revenue (Continued)

The Group derives revenue from the transfer of goods and services over time and at a point in time in the following major product lines and geographical regions:

For the year ended 31 December	截至十二月三十一日 止年度	Trading of copper 買賣銅		Sales of natural gas 銷售天然氣		Pipeline installation services 管道安裝服務		Provision of technology support services 提供技術支持服務		Total 總計	
		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Primary geographical markets	主要地域市場										
- The People's Republic of China ("PRC") except Hong Kong	- 中華人民共和國 ("中國") (不包括香港)	64,529	41,843	40,342	5,718	1,805	2,188	995	-	107,671	49,749
Revenue from external customers	來自外部客戶之收益	64,529	41,843	40,342	5,718	1,805	2,188	995	-	107,671	49,749
Timing of revenue recognition	收益確認時間										
Products transferred at a point in time	於特定時間點轉移之產品	64,529	41,843	4,826	-	1,805	2,188	-	-	71,160	44,031
Products and services transferred over time	隨時間轉移之產品及服務	-	-	35,516	5,718	-	-	995	-	36,511	5,718
Total	總計	64,529	41,843	40,342	5,718	1,805	2,188	995	-	107,671	49,749

The Group has initially applied HKFRS 15 using the cumulative effect method. Under this method, the comparative information is not restated and was prepared in accordance with HKAS 18 and HKAS 11.

8. 收益 (續)

收益劃分 (續)

本集團從以下主要產品線及地域隨時間及於時間點轉移商品及服務獲得收益：

本集團已採用累積效應方法首次應用香港財務報告準則第15號。於此方法下，並無重列比較資料，且按照香港會計準則第18號及香港會計準則第11號編製。

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9. OTHER INCOME

		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Continuing operations	持續經營業務		
Bank interest income	銀行利息收入	4	3
Interest income from bond receivables	應收債券賬款利息收入	457	–
Interest income from loan to third parties	提供予第三方之貸款之利息收入	606	–
Government subsidy	政府補貼	1,166	–
Others	其他	8	289
		2,241	292

9. 其他收入

10. OTHER GAINS AND LOSSES

		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Continuing operations	持續經營業務		
Gain on disposal of a subsidiary (note)	出售附屬公司收益 (附註)	–	2,000
Loss on disposal of property, plant and equipment	出售物業、廠房及設備虧損	(100)	(1,189)
Write-off of a subsidiary	撤銷一間附屬公司	(48)	–
		(148)	811

10. 其他收益及虧損

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10. OTHER GAINS AND LOSSES (Continued)

Note:

On 7 August 2017, the Group entered into a share transfer agreement with an independent third party, pursuant to which the Group agreed to dispose of its 100% equity interest in Honest (Macau Commercial Offshore) Limited (“Honest MCO”) for a cash consideration of HK\$2,000,000. Honest MCO did not have any assets and liabilities on the date of disposal, and such disposal was completed on 7 August 2017, resulting in a gain on disposal of a subsidiary of HK\$2,000,000 credited to profit or loss.

The related consideration of HK\$2,000,000 was received by the Group in 2017.

11. SEGMENT INFORMATION

The Group has three operating segments as follows:

Trading of copper	-	Including income from trading of copper
Natural gas operations	-	including investment in natural gas projects, sales of natural gas, natural gas cooking appliance and accessories and pipeline installation
Leasing business	-	Including services rendered from leasing of steel support axial force servo system and technology support

10. 其他收益及虧損 (續)

附註：

於二零一七年八月七日，本集團與一名獨立第三方訂立股份轉讓協議，據此，本集團同意以現金代價2,000,000港元出售其於至誠（澳門離岸商業服務）有限公司（「至誠澳門離岸商業服務」）之全部股權。於出售日期，至誠澳門離岸商業服務並無任何資產及負債，且該項出售已於二零一七年八月七日完成，致令出售一間附屬公司之收益2,000,000港元計入損益。

本集團已於二零一七年收取相關代價2,000,000港元。

11. 分類資料

本集團之三個經營分類如下：

買賣銅	-	包括銅金屬貿易之收入
天然氣業務	-	包括投資天然氣項目、銷售天然氣、天然氣煮食用具及配件以及管道安裝
租賃業務	-	包括就租賃鋼支撐軸力伺服系統及技術支援提供之服務

11. SEGMENT INFORMATION (Continued)

The operation of IT solution services was discontinued in the current year. The segment information reported does not include any amounts for this discontinued operation, which is described in more detail in note 17.

The Group's reportable segments are strategic business units that offer different products and services. They are managed separately because each business requires different technology and marketing strategies.

The accounting policies of the operating segments are the same as those described in note 4 to the consolidated financial statements. Segment profits or losses do not include amounts for discontinued operations, unallocated corporate expenses, certain other income, finance cost and income tax. Segment assets do not include assets of discontinued operations, bank and cash balances and unallocated assets. Segment liabilities do not include liabilities of discontinued operations, convertible bond designated at FVTPL, non-convertible bonds, some other borrowings and unallocated liabilities. Segment non-current assets do not include available-for-sale financial assets and deposits for acquisitions.

11. 分類資料 (續)

資訊科技解決方案服務已於本年度終止經營。所報告之分類資料並不包括此終止經營業務之任何金額，其詳情乃闡述於附註17。

本集團之可報告分類為提供不同產品及服務之策略性業務單位。由於各業務需要不同之技術及市場推廣策略，故各分類獨立管理。

經營分類之會計政策與綜合財務報表附註4所闡述者相同。分類溢利或虧損並不包括已終止經營業務之金額、未分配企業開支、若干其他收入、財務成本及所得稅。分類資產並不包括已終止經營業務資產、銀行及現金結餘及未分配資產。分類負債並不包括已終止經營業務負債、指定按公平值計入損益之可換股債券、不可換股債券、若干其他借貸及未分配負債。分類非流動資產並不包括可供出售金融資產及收購事項之按金。

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11. SEGMENT INFORMATION (Continued)

The Group accounts for intersegment sales and transfers as if the sales or transfers were to third parties, i.e. at current market prices.

- (a) Information about operating segment profit or loss, assets and liabilities from continuing operations:

11. 分類資料 (續)

本集團將分類間銷售及轉讓列賬，猶如該等銷售或轉讓向第三方（即按現時市價）作出。

- (a) 有關來自持續經營業務之經營分類溢利或虧損、資產及負債之資料：

		Trading of copper 買賣銅 HK\$'000 千港元	Natural gas operations 天然氣業務 HK\$'000 千港元	Leasing business 租賃業務 HK\$'000 千港元	Total 合計 HK\$'000 千港元
Year ended 31 December 2018	截至二零一八年 十二月三十一日止年度				
Revenue from external customers	來自外部客戶之收益	64,529	42,147	2,040	108,716
Segment (loss)/profit	分類(虧損)/溢利	(2,131)	(38,307)	1,775	(38,663)
Interest revenue	利息收益	1	1	1	3
Interest expense	利息開支	-	(19,483)	-	(19,483)
Depreciation and amortisation	折舊及攤銷	(97)	(19,707)	(60)	(19,864)
Other material items of income and expense: Loss on disposal of fixed assets	其他重大收入及開支項目： 出售固定資產虧損	(55)	-	-	(55)
Net foreign exchange loss	外匯虧損淨額	(23)	-	-	(23)
Income tax credit	所得稅抵免	-	1,973	-	1,973
Additions to segment non-current assets	添置分類非流動資產	1,963	14,898	7,187	24,048
As at 31 December 2018	於二零一八年十二月三十一日				
Segment assets	分類資產	5,451	480,842	12,268	498,561
Segment liabilities	分類負債	(6,991)	(146,116)	(24)	(153,131)

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11. SEGMENT INFORMATION (Continued)

(a) (Continued)

		Trading of copper 買賣銅 HK\$'000 千港元	Natural gas operations 天然氣業務 HK\$'000 千港元	Leasing business 租賃業務 HK\$'000 千港元	Total 合計 HK\$'000 千港元
Year ended 31 December 2017	截至二零一七年 十二月三十一日止年度				
Revenue from external customers	來自外部客戶之收益	41,843	7,906	-	49,749
Segment loss	分類虧損	(7)	(15,200)	-	(15,207)
Interest revenue	利息收益	-	1	-	1
Interest expense	利息開支	-	(3,268)	-	(3,268)
Depreciation and amortisation	折舊及攤銷	-	(11,989)	-	(11,989)
Income tax (expense)/credit	所得稅(開支)/抵免	(1)	1,920	-	1,919
Additions to segment non-current assets	添置分類非流動資產	-	53,051	-	53,051
As at 31 December 2017	於二零一七年十二月三十一日				
Segment assets	分類資產	5,909	512,266	-	518,175
Segment liabilities	分類負債	(8)	(285,241)	-	(285,249)

11. 分類資料 (續)

(a) (續)

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11. SEGMENT INFORMATION (Continued)

(b) Reconciliations of segment revenue and profit or loss from continuing operations:

11. 分類資料 (續)

(b) 持續經營業務之分類收益及損益對賬：

		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Revenue	收益		
Total revenue of reportable segments	可報告分類總收益	108,716	49,749
Elimination of intersegment revenue	分類間收入對銷	-	-
Consolidated revenue from continuing operations	持續經營業務綜合收益	108,716	49,749
Profit or loss	損益		
Total profit or loss of reportable segments	可報告分類溢利或虧損總額	(38,663)	(15,207)
Elimination of intersegment profits	分類間溢利對銷	-	-
Unallocated amounts:	未分配金額：		
General and administrative expenses	一般及行政支出	(36,791)	(23,701)
Finance costs	財務成本	(6,214)	(2,402)
Other income	其他收入	1,063	88
Other gains and losses	其他收益及虧損	(93)	811
Fair value change of convertible bond	可換股債券之公平值變動	(4,186)	-
Consolidated loss before tax from continuing operations	持續經營業務之除稅前綜合虧損	(84,884)	(40,411)

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11. SEGMENT INFORMATION (Continued)

(b) (Continued)

		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Reconciliations of segment assets and liabilities:	分類資產及負債對賬：		
Assets	資產		
Total assets of reportable segments	可報告分類總資產	498,561	518,175
Assets relating to discontinued operations	有關已終止經營業務之資產	133	5,656
Unallocated	未分配	55,223	9,675
Consolidated total assets	綜合總資產	553,917	533,506
Liabilities	負債		
Total liabilities of reportable segments	可報告分類總負債	153,131	285,249
Liabilities relating to discontinued operations	有關已終止經營業務之負債	75	149
Unallocated	未分配	43,296	27,001
Consolidated total liabilities	綜合總負債	196,502	312,399

Geographical information

All of the Group's revenue and non-current assets by location of customers or by location of assets are within the PRC, including Hong Kong.

11. 分類資料 (續)

(b) (續)

	2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Reconciliations of segment assets and liabilities:		
Assets		
Total assets of reportable segments	498,561	518,175
Assets relating to discontinued operations	133	5,656
Unallocated	55,223	9,675
Consolidated total assets	553,917	533,506
Liabilities		
Total liabilities of reportable segments	153,131	285,249
Liabilities relating to discontinued operations	75	149
Unallocated	43,296	27,001
Consolidated total liabilities	196,502	312,399

地區資料

按客戶所在地或按資產所在地劃分之本集團所有收益及非流動資產均位於中國，包括香港。

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11. SEGMENT INFORMATION (Continued)

(c) Revenue from major customers:

An analysis of revenue from major customers which account for 10 percent or more of the Group's revenue is as follows:

		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Customer A	客戶A	39,704	–
Customer B	客戶B	24,542	–
Customer C	客戶C	10,815	–
Customer D	客戶D	–	16,829
Customer E	客戶E	–	9,226
Customer F	客戶F	–	6,436

Revenue from one customer of the Group's trading of copper segment represents approximately HK\$39,704,000 (2017: HK\$Nil) of the Group's total revenue.

11. 分類資料 (續)

(c) 來自主要客戶之收益：

來自主要客戶之收益（佔本集團收益10%或以上）之分析如下：

來自本集團買賣銅分類之一名客戶之收益相當於本集團總收益之約39,704,000港元（二零一七年：零港元）。

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12. FINANCE COSTS

12. 財務成本

		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Continuing operations	持續經營業務		
Interest on bank borrowings	銀行借貸利息	1,757	1,398
Imputed interest on loan from a former shareholder	一名前股東提供之貸款之估算利息	4,811	–
Imputed interest on loan from a shareholder and non-controlling shareholders and its related parties	一名股東及非控股股東及其關連方提供貸款之估算利息	31,893	18,215
Interest on convertible bond	可換股債券之利息	1,156	–
Interest on non-convertible bonds	不可換股債券之利息	247	–
		39,864	19,613
Less: amounts capitalised in construction in progress	減：在建工程中資本化之金額	(14,167)	(13,943)
		25,697	5,670

The weighted average capitalisation rate was 9.75% for the year ended 31 December 2018 (2017: 9.83%).

截至二零一八年十二月三十一日止年度之加權平均資本化率為9.75%（二零一七年：9.83%）。

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13. INCOME TAX CREDIT

Income tax relating to continuing operations has been recognised in profit or loss as following:

		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Current tax – Hong Kong Profits Tax	即期稅項－香港利得稅		
Provision for the year	本年度撥備	–	1
Current tax – PRC	即期稅項－中國		
Provision for the year	本年度撥備	–	–
		–	1
Deferred tax (note 38)	遞延稅項 (附註38)	(1,973)	(1,920)

Under the Law of the PRC on Enterprise Income Tax (the “EIT Law”) and Implementation Regulations of the EIT Law, the tax rate of the PRC subsidiaries is 25% (2017: 25%). The tax rate of Hong Kong Profits tax in respect of HK subsidiaries is 16.5% (2017: 16.5%).

No provision for the PRC Enterprise Income Tax has been made in the consolidated financial statements, since the PRC subsidiaries had no assessable profits in the year (2017: Nil).

13. 所得稅抵免

已於損益中確認之有關持續經營業務之所得稅如下：

	2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Current tax – Hong Kong Profits Tax		
Provision for the year	–	1
Current tax – PRC		
Provision for the year	–	–
	–	1
Deferred tax (note 38)	(1,973)	(1,920)
	(1,973)	(1,919)

根據中國企業所得稅法（「企業所得稅法」）及企業所得稅法實施細則，中國附屬公司的稅率為25%（二零一七年：25%）。有關香港附屬公司的香港利得稅稅率為16.5%（二零一七年：16.5%）。

由於本年度中國附屬公司並無應課稅溢利，故並無於綜合財務報表中作出中國企業所得稅撥備（二零一七年：無）。

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13. INCOME TAX CREDIT (Continued)

No provision for Hong Kong Profits Tax is required since the Company has no assessable profit for the year ended 31 December 2018 (2017: Nil).

The reconciliation between the income tax credit and the product of loss before tax multiplied by the PRC Enterprise Income tax rate is as follows:

13. 所得稅抵免 (續)

由於本公司於截至二零一八年十二月三十一日止年度並無應課稅溢利(二零一七年:無),故無須作出香港利得稅撥備。

所得稅抵免與除稅前虧損乘以中國企業所得稅率之積之對賬如下:

		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Loss before tax	除稅前虧損	(84,884)	(40,411)
Tax credit at PRC Enterprise Income tax rate of 25% (2017: 25%)	按中國企業所得稅率25% (二零一七年:25%)之稅項抵免	(21,221)	(10,103)
Tax effect of expenses that are not deductible	不可扣減支出之稅務影響	3,218	1,423
Tax effect of income not taxable	免稅收入之稅務影響	(71)	(129)
Tax effect of tax losses not recognised	未確認稅項虧損之稅務影響	13,018	5,119
Effect of different tax rates of subsidiaries operating in other jurisdictions	於其他司法權區經營附屬公司之不同稅率之影響	3,083	1,770
Others	其他	-	1
Income tax credit for the year	本年度之所得稅抵免	(1,973)	(1,919)

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14. LOSS FOR THE YEAR FROM CONTINUING OPERATIONS

The Group's loss for the year from continuing operations is stated after charging the followings:

14. 持續經營業務之年內虧損

本集團持續經營業務之年內虧損乃經扣除以下各項後列賬：

		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Amortisation of intangible assets (included in selling and distribution cost)	無形資產攤銷 (計入銷售及分銷成本)	7,892	7,678
Amortisation of prepaid lease payments (included in general and administrative expenses)	預付租賃款項攤銷 (計入一般及行政支出)	39	33
Depreciation of property, plant and equipment	物業、廠房及設備折舊		
– included in cost of sales	– 計入銷售成本	60	–
– included in general and administrative expenses	– 計入一般及行政支出	2,376	2,661
– included in selling and distribution cost	– 計入銷售及分銷成本	11,025	3,621
Loss on disposal of property, plant and equipment	出售物業、廠房及 設備虧損	100	1,189
Impairment loss on goodwill	商譽減值虧損	8,005	–
Operating lease charges	經營租賃費用	1,915	2,785
Auditor's remuneration	核數師薪酬	1,080	1,017
Cost of inventories recognised as an expense	確認為開支之存貨成本	102,329	46,049

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15. EMPLOYEE BENEFITS EXPENSE

15. 僱員福利開支

		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Employee benefits expense	僱員福利開支		
(including directors' remuneration):	(包括董事薪酬):		
Salaries, bonuses and allowances	工資、花紅及津貼	6,065	7,815
Equity-settled share option expense	以股權結算的購股權開支	7,804	2,446
Retirement benefit scheme contributions	退休福利計劃供款	286	88
		14,155	10,349

Five highest paid individuals:

The five highest paid individuals in the Group during the year included three (2017: two) directors whose emoluments are reflected in the analysis presented in note 16(a). The emoluments of the remaining two (2017: three) individuals during the year are as follows:

五名最高薪人士：

年內本集團五名最高薪人士包括三名(二零一七年：兩名)董事，其酬金於附註16(a)呈列之分析中反映。年內餘下兩名(二零一七年：三名)人士之酬金如下：

		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Salaries, allowances and benefits in kind	工資、津貼及實物福利	353	2,865
Equity-settled share option expenses	以股權結算的購股權開支	1,564	108
Retirement benefit scheme contribution	退休福利計劃供款	16	30
		1,933	3,003

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15. EMPLOYEE BENEFITS EXPENSE (Continued)

15. 僱員福利開支 (續)

		Number of individuals 人數	
		2018 二零一八年	2017 二零一七年
The emoluments fell within the following bands:	薪酬位於以下區間：		
Nil to HK\$1,000,000	零至1,000,000港元	1	2
HK\$1,000,001 to HK\$1,500,000	1,000,001港元至 1,500,000港元	1	-
HK\$1,500,001 to HK\$2,000,000	1,500,001港元至 2,000,000港元	-	1

During the year, certain non-director and non-chief executive highest paid employees were granted share options, in respect of their services to the Group under the share option scheme of the Company. Details of the share option scheme are set out in note 41 to the Group's consolidated financial statements.

年內，若干非董事及非最高行政人員的最高薪酬僱員根據本公司購股權計劃，就彼等向本集團提供的服務而獲授購股權。購股權計劃詳情載於本集團綜合財務報表附註41。

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16. BENEFITS AND INTERESTS OF DIRECTORS

(a) Directors' emoluments

The remuneration of every director is set out below:

		Fees	Salaries and other benefits	Equity-settled share option expense	Retirement benefits scheme contributions	Total directors' emoluments
		袍金	薪金及其他福利	以股權結算的購股權開支	退休福利計劃供款	董事酬金總額
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元
Name of executive directors (note (g))	執行董事姓名 (附註(g))			(Note a) (附註a)		
Long Wenming (note (a))	龍文明(附註(a))	-	118	952	-	1,070
Chen Hualiang (note (a))	陳華良(附註(a))	-	118	952	-	1,070
Han Leiping (note (a))	韓磊平(附註(a))	-	118	952	-	1,070
Wei Yuetong (note (b))	魏月童(附註(b))	-	125	-	-	125
Wu Guoming (note (c))	吳國明(附註(c))	-	80	791	4	875
Weng Lin Lei ("Mr. Weng") (note (d))	翁凜磊(「翁先生」) (附註(d))	-	42	-	-	42
Cheung Tuen Ting (note (e))	張端亭(附註(e))	-	200	-	10	210
Name of independent non-executive directors (note (h))	獨立非執行董事姓名 (附註(h))					
Leung Oh Man, Martin	梁傲文	120	-	-	-	120
Kwan Sin Yee	關倩兒	120	-	-	-	120
Sun Zhi Jun	孫志軍	120	-	-	-	120
Huang Yu Jun	黃玉君	120	-	-	-	120
Total for the year ended 31 December 2018	截至二零一八年十二月三十一日止年度之總計	480	801	3,647	14	4,942

16. 董事之福利及利益

(a) 董事酬金

各董事之酬金載列如下：

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16. BENEFITS AND INTERESTS OF DIRECTORS (Continued)

(a) Directors' emoluments (Continued)

Name of executive directors (note (g))	執行董事姓名 (附註(g))	Fees	Salaries and other benefits	Equity-settled share option expense	Retirement benefits scheme contributions	Total directors' emoluments
				以股權 結算的 購股權開支	退休福利 計劃供款	
		袍金	薪金及 其他福利	HK\$'000	HK\$'000	董事酬金總額
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元
Weng Lin Lei ("Mr. Weng") (note (d))	翁凜磊 ("翁先生") (附註(d))	-	892	110	-	1,002
Cheung Tuen Ting (note (e))	張端亭 (附註(e))	-	62	1,103	3	1,168
Leung Tsz Man (note (f))	梁子汶 (附註(f))	-	830	-	11	841
Name of independent non-executive directors (note (h))						
獨立非執行董事姓名 (附註(h))						
Leung Oh Man, Martin	梁傲文	145	-	110	-	255
Kwan Sin Yee	關倩兒	145	-	110	-	255
Sun Zhi Jun	孫志軍	145	-	110	-	255
Huang Yu Jun	黃玉君	145	-	110	-	255
Total for the year ended 31 December 2017	截至二零一七年 十二月三十一日止年度 之總計	580	1,784	1,653	14	4,031

16. 董事之福利及利益 (續)

(a) 董事酬金 (續)

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16. BENEFITS AND INTERESTS OF DIRECTORS (Continued)

(a) Directors' emoluments (Continued)

Notes:

- (a) Mr. Long Wenming, Mr. Chen Hualiang and Mr. Han Leiping were appointed on 8 January 2018.
- (b) Mr. Wei Yuetong was re-appointed on 5 February 2018 and resigned on 6 June 2018.
- (c) Mr. Wu Guoming was appointed on 30 April 2018.
- (d) Mr. Weng Lin Lei was resigned on 19 April 2018.
- (e) Mr. Cheung Tuen Ting was appointed on 26 July 2017.
- (f) Ms. Leung Tsz Man was resigned on 26 July 2017.
- (g) The executive directors' emoluments shown above were for their services in connection with the management of the affairs of the Company and the Group.
- (h) The independent non-executive directors' emoluments shown above were for their services as directors of the Company.
- (i) There was no payment of the performance related incentive payments for both years.

Saved as disclosed above, neither the chief executive nor any of the directors waived any emoluments during the year (2017: HK\$Nil).

(b) Directors' material interests in transactions, arrangements or contracts

Save for those disclosed in note 48 to the consolidated financial statements, no other significant transactions, arrangements and contracts in relation to the Group's business to which the Company was a party and in which a director of the Company and 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.

16. 董事之福利及利益 (續)

(a) 董事酬金 (續)

附註：

- (a) 龍文明先生、陳華良先生及韓磊平先生於二零一八年一月八日獲委任。
- (b) 魏月童先生於二零一八年二月五日獲重新委任及於二零一八年六月六日辭任。
- (c) 吳國明先生於二零一八年四月三十日獲委任。
- (d) 翁凜磊先生於二零一八年四月十九日辭任。
- (e) 張端亭先生於二零一七年七月二十六日獲委任。
- (f) 梁子汶女士於二零一七年七月二十六日辭任。
- (g) 上文所示執行董事之酬金乃主要針對彼等對本公司及本集團管理事務提供之服務。
- (h) 上文所示獨立非執行董事之酬金乃主要針對彼等作為本公司董事之服務。
- (i) 概無就該兩個年度支付與表現相關之獎金。

除上文所披露者外，年內概無行政總裁或任何董事豁免任何酬金（二零一七年：零港元）。

(b) 董事於交易、安排或合約中擁有之重大權益

除綜合財務報表附註48所披露者外，年末或年內任何時間概無其他本公司作為訂約方及本公司董事及董事之關連人士於其中直接或間接擁有重大權益之有關本集團業務之重大交易、安排或合約存續。

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17. DISCONTINUED OPERATIONS

During the year ended 31 December 2018, the Group ceased its business in provision of IT solution services due to deterioration of operating results and financial performance during the year. The analysis of the results of discontinued operations is as follows:

17. 已終止經營業務

於截至二零一八年十二月三十一日止年度，由於年內提供資訊科技解決方案服務業務之經營業績及財務表現之持續惡化，故本集團已終止該業務。已終止經營業務之分析如下：

		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Loss for the year from discontinued operations:	已終止經營業務之年內虧損：		
Revenue	收益	21	636
Cost of sales	銷售成本	(55)	(525)
Gross (loss)/profit	毛(損)/利	(34)	111
Other income	其他收入	-	23
Other gains and losses	其他收益及虧損	(324)	(104)
Selling and distribution costs	銷售及分銷成本	(5,129)	(1,866)
General and administrative expenses	一般及行政支出	(33)	330
Loss before tax	除稅前虧損	(5,520)	(1,506)
Income tax expense	所得稅開支	-	-
		(5,520)	(1,506)
Loss for the year from discontinued operations (attributable to owners of the Company)	已終止經營業務之年內虧損(本公司擁有人應佔)	(5,520)	(1,506)

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17. DISCONTINUED OPERATIONS (Continued)

17. 已終止經營業務 (續)

		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Loss for the year from discontinued operations include the following:	已終止經營業務之年內虧損包括以下各項：		
Depreciation	折舊	29	83
Amortisation of intangible assets	無形資產攤銷	600	1,800
Impairment loss on intangible assets (note 23)	無形資產減值虧損 (附註23)	4,500	-
Loss on write-off of property, plant and equipment	撇銷物業、廠房及設備虧損	324	-
Loss on disposals of property, plant and equipment	出售物業、廠房及設備虧損	-	104
Net foreign exchange loss	外匯虧損淨額	-	1
Auditor's remuneration	核數師薪酬	-	26
Operating lease charge	經營租賃開支	-	139
		<hr/>	<hr/>
Cash flows from discontinued operations:	已終止經營業務之現金流量：		
Net cash outflows from operating activities	經營活動之現金流出淨額	(85)	(467)
Net cash outflows from investing activities	投資活動之現金流出淨額	-	(269)
		<hr/>	<hr/>
Net cash outflows	現金流出淨額	(85)	(736)

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18. DIVIDENDS

The directors do not recommend the payment of any dividend for the year ended 31 December 2018 (2017: Nil).

18. 股息

董事不建議就截至二零一八年十二月三十一日止年度派付任何股息(二零一七年:無)。

19. LOSS PER SHARE

The calculation of the basic and diluted earnings per share is based on the following:

19. 每股虧損

每股基本及攤薄盈利乃根據以下各項計算:

		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Earnings from continuing and discontinued operations	持續及已終止經營業務之盈利		
Earnings for the purpose of calculating basic and diluted earnings per share from continuing and discontinued operations	就計算持續及已終止經營業務每股基本及攤薄盈利之盈利	(70,595)	(33,225)
Earnings from continuing operations	持續經營業務之盈利		
Earnings for the purpose of calculating basic and diluted earnings per share from continuing operations	就計算持續經營業務每股基本及攤薄盈利之盈利	(65,075)	(31,719)

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19. LOSS PER SHARE (Continued)

19 每股虧損 (續)

		2018 二零一八年 '000 千股	2017 二零一七年 '000 千股 (Restated) (經重列)
Number of shares	股份數目		
Weighted average number of ordinary shares for the purpose of calculating basic and diluted earnings per share	就計算每股基本及攤薄盈利之普通股加權平均數	1,198,986	1,131,000

Basic and diluted loss per share from the discontinued operations is HK\$0.46 cents per share (2017: HK\$0.14 cents per share), based on the loss for the year from discontinued operations attributable to the owners of the Company of approximately HK\$5,520,000 (2017: approximately HK\$1,506,000) and the denominators used are the same as those detailed above for both basic and diluted loss per share.

The weighted average number of ordinary shares for the purpose of basic and diluted loss per share for both of the years presented have been adjusted for the share consolidation mentioned in note 40(d). Basic and diluted loss per share for the year ended 31 December 2017 was restated for this purpose.

The computation of diluted loss per share for the year ended 31 December 2018 does not assume the exercise of the Company's outstanding share options and conversion of convertible notes, as this would result in the decrease in the loss per share. The computation of diluted loss per share for the year ended 31 December 2017 does not assume the exercise of the Company's outstanding share options as this would result in the decrease in the loss per share.

根據本公司擁有人應佔已終止經營業務之年內虧損約5,520,000港元(二零一七年:約1,506,000港元)及所用的分母與上文詳述之每股基本及攤薄虧損相同,已終止經營業務之每股基本及攤薄虧損為每股0.46港仙(二零一七年:每股0.14港仙)。

所呈列之兩個年度就計算每股基本及攤薄虧損之普通股加權平均數已就附註40(d)所述之股份合併予以調整。截至二零一七年十二月三十一日止年度之每股基本及攤薄虧損已就此重列。

截至二零一八年十二月三十一日止年度之每股攤薄虧損計算並不假設行使本公司之尚未行使購股權及轉換可換股票據,原因為其將導致每股虧損減少。截至二零一七年十二月三十一日止年度之每股攤薄虧損計算並不假設行使本公司之尚未行使購股權,原因為其將導致每股虧損減少。

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20. PROPERTY, PLANT AND EQUIPMENT

20. 物業、廠房及設備

		Buildings	Computer system and equipment	Furniture and fixtures	Leasehold improvements	Motor vehicles	Pipeline and equipment	Plant and machinery	Construction in progress	Total
		樓宇	電腦系統及設備	傢俬及裝置	租賃裝修	汽車	管道及設備	廠房及機器	在建工程	總額
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
Cost	成本									
At 1 January 2017	於二零一七年一月一日	8,860	811	1,138	2,065	7,242	58,229	-	152,997	231,342
Additions	添置	416	283	413	-	-	121	-	51,454	52,687
Transfers	轉讓	-	-	-	1,183	-	153,025	-	(154,208)	-
Disposal	出售	-	(72)	(239)	(1,999)	-	-	-	-	(2,310)
Exchange adjustments	匯兌調整	467	33	76	84	28	3,096	-	8,465	12,249
At 31 December 2017 and 1 January 2018	於二零一七年十二月三十一日及二零一八年一月一日	9,743	1,055	1,388	1,333	7,270	214,471	-	58,708	293,968
Additions	添置	-	8	43	25	1,955	390	7,187	14,491	24,099
Transfers	轉讓	395	-	-	-	-	70,851	-	(71,246)	-
Disposal	出售	-	-	-	-	(1,816)	-	-	-	(1,816)
Written off	撇銷	-	(558)	(24)	(37)	-	-	-	-	(619)
Exchange differences	匯兌差額	(496)	(30)	(66)	(68)	9	(10,913)	10	(1,953)	(13,507)
At 31 December 2018	於二零一八年十二月三十一日	9,642	475	1,341	1,253	7,418	274,799	7,197	-	302,125
Accumulated depreciation	累計折舊									
At 1 January 2017	於二零一七年一月一日	362	269	201	570	2,815	2,855	-	-	7,072
Charge for the year	年內開支	346	203	298	340	1,557	3,621	-	-	6,365
Eliminated on disposals	於出售時對銷	-	(43)	(104)	(870)	-	-	-	-	(1,017)
Exchange adjustments	匯兌調整	27	17	17	29	19	248	-	-	357
At 31 December 2017 and 1 January 2018	於二零一七年十二月三十一日及二零一八年一月一日	735	446	412	69	4,391	6,724	-	-	12,777
Charge for the year	年內開支	372	133	282	264	1,354	11,025	60	-	13,490
Eliminated on disposals	於出售時對銷	-	-	-	-	(585)	-	-	-	(585)
Written off	撇銷	-	(195)	(16)	(25)	-	-	-	-	(236)
Exchange differences	匯兌差額	(55)	(18)	(30)	(17)	13	(902)	-	-	(1,009)
At 31 December 2018	於二零一八年十二月三十一日	1,052	366	648	291	5,173	16,847	60	-	24,437
Carrying amount	賬面值									
At 31 December 2018	於二零一八年十二月三十一日	8,590	109	693	962	2,245	257,952	7,137	-	277,688
At 31 December 2017	於二零一七年十二月三十一日	9,008	609	976	1,264	2,879	207,747	-	58,708	281,191

At 31 December 2018, none of the property, plant and equipment (2017: HK\$Nil) were pledged as security for the Group's bank loans as set out in note 33 to the consolidated financial statements.

於二零一八年十二月三十一日，並無物業、廠房及設備（二零一七年：零港元）已質押為綜合財務報表附註33所載之本集團銀行貸款之抵押。

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21. PREPAID LAND LEASE PAYMENTS

The Group's interests in prepaid land lease payments represent prepaid operating lease payments and their net book values are analysed as follows:

21. 預付土地租賃款項

本集團於預付土地租賃付款之權益指預付經營租賃付款及其賬面淨值分析如下：

		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
At 1 January	於一月一日	1,768	1,711
Exchange adjustment	匯兌調整	(90)	90
Amortisation of prepaid land lease payments	預付土地租賃款項攤銷	(39)	(33)
At 31 December	於十二月三十一日	1,639	1,768
Current portion	流動部分	(33)	(35)
Non-current portion	非流動部分	1,606	1,733

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22. GOODWILL

22. 商譽

		HK\$'000 千港元
Cost	成本	
At 1 January 2017	於二零一七年一月一日	4,328
Exchange adjustment	匯兌調整	<u>228</u>
At 31 December 2017 and 1 January 2018	於二零一七年十二月三十一日及 二零一八年一月一日	4,556
Arising on acquisition of subsidiaries (note 44(a))	收購附屬公司時產生(附註44(a))	8,005
Exchange adjustment	匯兌調整	<u>(233)</u>
At 31 December 2018	於二零一八年十二月三十一日	<u>12,328</u>
Accumulated impairment	累計減值	
At 1 January 2017	於二零一七年一月一日	–
Exchange adjustment	匯兌調整	<u>–</u>
At 31 December 2017 and 1 January 2018	於二零一七年十二月三十一日及 二零一八年一月一日	–
Impairment loss	減值虧損	<u>8,005</u>
At 31 December 2018	於二零一八年十二月三十一日	<u>8,005</u>
Carrying values	賬面值	
At 31 December 2018	於二零一八年十二月三十一日	<u>4,323</u>
At 31 December 2017	於二零一七年十二月三十一日	<u>4,556</u>

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

22. GOODWILL (Continued)

- (a) Goodwill acquired in a business combination is allocated, at acquisition, to the cash generating units (“CGUs”) that are expected to benefit from that business combination. The carrying amount of goodwill (other than goodwill relating to discontinued operations) had been allocated to one individual cash-generating unit, i.e. the subsidiary, Yichang Biaodian. The carrying amount of goodwill (other than goodwill relating to discontinued operations) had been allocated as follow:

Yichang Biaodian – natural gas operations 宜昌標典－天然氣業務

The recoverable amounts of the CGUs have been determined on the basis of their value in use using discounted cash flow method. The key assumptions for the discounted cash flow method are those regarding the discount rates, growth rates and budgeted gross margin and turnover during the period. The Group estimates discount rates using pre-tax rates that reflect current market assessments of the time value of money and the risks specific to the CGUs. The growth rates are based on long-term average economic growth rate of the geographical area in which the businesses of the CGUs operate. Budgeted gross margin and turnover are based on past practices and expectations on market development.

22. 商譽 (續)

- (a) 於業務合併中收購之商譽於收購時分配予預期將自業務合併中受益之現金產生單位（「現金產生單位」）。商譽之賬面值（與已終止經營業務有關之商譽除外）已分配至一個個別現金產生單位（即附屬公司宜昌標典）。商譽之賬面值（與已終止經營業務有關之商譽除外）已分配如下：

2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
4,323	4,556

現金產生單位之可收回金額乃根據使用折現現金流量法之使用價值釐定。折現現金流量法之關鍵假設涉及折現率、增長率及預算毛利率以及期內營業額。本集團使用稅前比率估計折現率，其反映當前市場對貨幣時間價值及現金產生單位特定風險之評估。增長率乃根據現金產生單位業務經營所在地區之長期平均經濟增長率而定。預算毛利率及營業額乃根據過往慣例及對市場發展之預期而定。

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22. GOODWILL (Continued)

(a) (Continued)

The Group prepares cash flow forecasts derived from the most recent financial budgets approved by the directors. Yichang Biaodian's cash flows beyond the 5-year period are extrapolated using a steady 3% (2017: 3%) growth rate. This growth rate is based on the relevant industry growth forecasts and does not exceed the average long-term growth rate for the relevant industry in which Yichang Biaodian operates. Other key assumptions for the value-in-use calculation relate to the estimation of cash inflows/outflows which include budgeted sales and gross margin, such estimation is based on Yichang Biaodian's past performance and management's expectations for the market development. Management believes that 1% decrease in growth rate and 1% increase in discount rate would be the reasonably possible change in respect of the sensitivity analysis of the value-in-use calculation of the cash generating unit. Where growth rate decreased by 1% or the discount rate increased by 1%, no impairment loss would be recognised for the assets that the CGU belongs (2017: Nil).

The rate used to discount the forecast cash flows from the Group's is 14.41% (2017: 16.67%).

(b) Goodwill acquired during the year ended 31 December 2018 in a business combination was allocated, at acquisition, to the CGU that was expected to be engaged in the solar photovoltaic business. Due to the changes in the policies of the state government on the scale of construction of ordinary photovoltaic power stations, the Group has revised its cash flow forecast for this CGU. The CGU recoverable amount is nil and an impairment loss of HK\$8,005,000 was recognised on goodwill.

22. 商譽 (續)

(a) (續)

本集團源自董事批准之最新財務預算編製現金流量預測。宜昌標典超過5年期之現金流量乃使3% (二零一七年: 3%) 之穩定增長率推算。該增長率乃根據相關行業增長預測而定，且不超過宜昌標典經營之相關行業之平均長期增長率。使用價值計算之其他關鍵假設涉及現金流入／流出估計，包括預算銷售及毛利率，有關估計乃根據宜昌標典之過往表現及管理層對市場發展之預期而定。管理層相信，就該現金產生單位使用價值計算的敏感度分析而言，增長率下跌1%及折現率上升1%將為合理可能變動。倘增長率下跌1%，或倘折現率上升1%，則不會就現金產生單位所屬資產確認減值虧損 (二零一七年: 無)。

用於折現本集團預測現金流量之比率為14.41% (二零一七年: 16.67%)。

(b) 截至二零一八年十二月三十一日止年度，於業務合併中收購之商譽於收購時分配予預期將從事太陽能光伏業務之現金產生單位。由於國家政府對普通光伏發電站建設規模之政策變動，本集團已修訂該現金產生單位的現金流量預測。該現金產生單位之可收回金額為零，並就商譽確認減值虧損8,005,000港元。

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23. INTANGIBLE ASSETS

23. 無形資產

		Car license	Cost of mobile application	Natural gas supply exclusive rights	Total
		車牌	流動應用程式成本	天然氣獨家供應權	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元
		(note (a))	(note (b))	(note (c))	
		(附註(a))	(附註(b))	(附註(c))	
Cost	成本				
At 1 January 2017	於二零一七年一月一日	1,520	9,000	224,580	235,100
Exchange adjustments	匯兌調整	-	-	11,820	11,820
At 31 December 2017 and 1 January 2018	於二零一七年十二月三十一日及二零一八年一月一日	1,520	9,000	236,400	246,920
Impairment losses (note 17)	減值虧損(附註17)	-	(9,000)	-	(9,000)
Exchange adjustments	匯兌調整	-	-	(12,076)	(12,076)
At 31 December 2018	於二零一八年十二月三十一日	1,520	-	224,324	225,844
Accumulated amortisation and impairment	累計攤銷及減值				
At 1 January 2017	於二零一七年一月一日	-	2,100	6,238	8,338
Charge for the year	年內開支	-	1,800	7,678	9,478
Exchange adjustments	匯兌調整	-	-	202	202
At 31 December 2017 and 1 January 2018	於二零一七年十二月三十一日及二零一八年一月一日	-	3,900	14,118	18,018
Charge for the year	年內開支	-	600	7,892	8,492
Impairment losses (note 17)	減值虧損(附註17)	-	(4,500)	-	(4,500)
Exchange adjustments	匯兌調整	-	-	(824)	(824)
At 31 December 2018	於二零一八年十二月三十一日	-	-	21,186	21,186
Carrying values	賬面值				
At 31 December 2018	於二零一八年十二月三十一日	1,520	-	203,138	204,658
At 31 December 2017	於二零一七年十二月三十一日	1,520	5,100	222,282	228,902

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23. INTANGIBLE ASSETS (Continued)

Notes:

- (a) Car license represented the China/Hong Kong cross border car license acquired from an independent third party. The Directors are of the opinion that the car license has an indefinite useful life as the car license is transferrable and able to renew on an annual basis with minimal cost and hence no amortisation is provided. At the end of the reporting period, the car license is carried at cost less any subsequent accumulated impairment losses.
- (b) The mobile application represents the web-based and mobile application platform for customer's design of garments. The amount is fully impaired because the related business activities discontinued during the year.
- (c) The natural gas supply exclusive rights arose from the Group's acquisition of Yichang Biaodian completed on 24 February 2016 and is amortised over the remaining years of the contractual period of 30 years till the years ranging from 2041 to 2044.

23. 無形資產 (續)

附註：

- (a) 車牌指於向獨立第三方收購之中港跨境車牌。董事認為，由於車牌可轉讓及能夠以極低成本每年續領，其可使用年期為無限，因此並無計提攤銷。於報告期完結時，車牌乃按成本減任何其後累計減值虧損列賬。
- (b) 流動應用程式指用於客戶設計服裝之網絡及流動應用平台。由於相關業務於年內終止經營，故該金額已悉數減值。
- (c) 天然氣獨家供應權產生於本集團於二零一六年二月二十四日完成收購宜昌標典，並於直至二零四一年至二零四四年止30年之剩餘合約期內攤銷。

24. INVESTMENTS IN SUBSIDIARIES

Unlisted investment, at cost 非上市投資，按成本
Less: Impairment losses 減：減值虧損

24. 於附屬公司之投資

		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Unlisted investment, at cost	非上市投資，按成本	5,569	5,862
Less: Impairment losses	減：減值虧損	(5,569)	(5,862)
		-	-

The amounts due from/(to) subsidiaries are unsecured, interest-free and have no fixed terms of repayment.

應收／(應付)附屬公司款項為無抵押、免息及並無固定還款期。

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24. INVESTMENTS IN SUBSIDIARIES (Continued)

24. 於附屬公司之投資 (續)

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

於二零一八年十二月三十一日之附屬公司詳情如下：

Name of subsidiary 附屬公司名稱	Place of incorporation 註冊成立地點	Issued and fully paid share capital 已發行及繳足股本	Percentage of equity attributable to the Group		Principal activities 主要業務
			2018 二零一八年	2017 二零一七年	
DIGITALHONGKONG.COM INC.	British Virgin Islands 英屬處女群島	US\$1 1美元	100%	100%	Inactive 並無業務
Great China Inc. Limited 漢御有限公司	Hong Kong 香港	HK\$1 1港元	100%	100%	Investment holding 投資控股
Digital Hong Kong Limited 數碼香港國際有限公司	Hong Kong 香港	HK\$2 2港元	100%	100%	Investment holding 投資控股
Logo Plus Limited	Hong Kong 香港	HK\$1,000 1,000港元	100%	100%	Provision of e-commerce platform for design of garments 為成衣設計提供電子商貿平台
DIGITAL COMMERCE LIMITED	Hong Kong 香港	HK\$2 2港元	100%	100%	Investment holding 投資控股
Man Kong Trading Co.	Hong Kong 香港	HK\$1 1港元	100%	100%	Investment holding 投資控股
萬江酒店管理(深圳)有限公司(*)	PRC 中國	US\$1,060,000 1,060,000美元	100%	-	Dormant 暫無業務
Pickworth Limited	Samoa 薩摩亞	US\$1 1美元	100%	100%	Investment holding 投資控股
Rich Ascent International Limited 豐晉國際有限公司	Hong Kong 香港	HK\$1 1港元	100%	100%	Commodity trading 商品貿易
Calgary Investments Limited	Samoa 薩摩亞	US\$1 1美元	100%	100%	Investment holding 投資控股
Global Billion Access Investments Limited 環球進億投資有限公司	British Virgin Islands 英屬處女群島	US\$1 1美元	100%	100%	Investment holding 投資控股

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24. INVESTMENTS IN SUBSIDIARIES (Continued)

24. 於附屬公司之投資 (續)

Name of subsidiary 附屬公司名稱	Place of incorporation 註冊成立地點	Issued and fully paid share capital 已發行及繳足股本	Percentage of equity attributable to the Group 本集團應佔股權百分比		Principal activities 主要業務
			2018 二零一八年	2017 二零一七年	
Hong Kong Global Billion Access Investments Limited 香港環球進億投資有限公司	Hong Kong 香港	HK\$1 1港元	100%	100%	Investment holding 投資控股
環球進億貿易(深圳)有限公司(*) (Global Billion Trading (Shenzhen) Limited (**))	PRC 中國	RMB 14,000,000 人民幣 14,000,000元	100%	100%	Investment holding 投資控股
深圳市環球進億投資管理有限公司(*) (附註b) (Shenzhen Global Billion Access Investment Management Company Limited (**)) (note b)	PRC 中國	RMB1,000,000 人民幣 1,000,000元	-	100%	Inactive and not yet commenced in business 並無業務及尚未開展業務
宜昌市標典天然氣利用有限公司 (前稱宜昌中油天然氣利用有限公司) (*) (「宜昌標典」) (附註a) (Yichang Biaodian Natural Gas Utilization Co., Ltd.) (Formerly known as Yichang Zhongyou Natural Gas Utilization Co., Ltd(**)) (“Yichang Biaodian” (note a))	PRC 中國	RMB 30,000,000 人民幣 30,000,000元	49%	49%	Natural gas operations 天然氣業務
Bright Able Century Limited	British Virgin Islands 英屬處女群島	US\$1 1美元	100%	100%	Investment holding 投資控股
Smart Target Billion Limited 達億進有限公司	Hong Kong 香港	HK\$1 1港元	100%	100%	Investment holding 投資控股
King Sailing International Limited 帝航國際有限公司	British Virgin Islands 英屬處女群島	US\$1 1美元	100%	100%	Investment holding 投資控股

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24. INVESTMENTS IN SUBSIDIARIES (Continued)

24. 於附屬公司之投資 (續)

Name of subsidiary 附屬公司名稱	Place of incorporation 註冊成立地點	Issued and fully paid share capital 已發行及繳足股本	Percentage of equity attributable to the Group 本集團應佔股權百分比		Principal activities 主要業務
			2018 二零一八年	2017 二零一七年	
Hong Kong King Sailing Limited 香港帝航有限公司	Hong Kong 香港	HK\$1 1港元	100%	100%	Inactive and not yet commenced in business 並無業務及尚未開展業務
帝航能源(深圳)有限公司(*) (「帝航能源」) (Dihang Energy (Shenzhen) Company Limited (**)) (「Dihang Energy」)	PRC 中國	HK\$ 10,000,000 10,000,000港元	100%	100%	Design and construction of new energy power generation equipment, energy storage systems and power equipment, technology development, technical services and technology transfer 設計及建造新能源發電設備、能源儲存系統及電力設備、技術開發、技術服務及技術轉移
深圳安捷能特分布式能源有限公司(*) (「深圳安捷能特」) (Shenzhen Energynt Co. Ltd. (**)) (「Shenzhen Energynt」)	PRC 中國	RMB 25,000,000元 人民幣 25,000,000元	100%	-	Commodity trading 商品貿易
安徽安捷能特新能源有限公司(*) (Anhui Anjie Nengte New Energy Company Limited (**))	PRC 中國	RMB 10,000,000元 人民幣 10,000,000元	100%	-	Investment holding 投資控股
滄州安捷新能源科技有限公司(*) (Cangzhou Anjie New Energy Technology Company Limited (**))	PRC 中國	RMB 2,000,000 人民幣 2,000,000元	100%	-	Dormant 暫無業務

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24. INVESTMENTS IN SUBSIDIARIES (Continued)

24. 於附屬公司之投資 (續)

Name of subsidiary 附屬公司名稱	Place of incorporation 註冊成立地點	Issued and fully paid share capital 已發行及繳足股本	Percentage of equity attributable to the Group 本集團應佔股權百分比		Principal activities 主要業務
			2018 二零一八年	2017 二零一七年	
冠縣能特光伏科技有限公司(*) (Guanxian Nengte Photovoltaic Technology Company Limited(**))	PRC 中國	RMB 2,000,000 人民幣 2,000,000元	100%	-	Dormant 暫無業務
上海安捷能特貿易有限公司(*)	PRC 中國	RMB 30,000,000 人民幣 30,000,000元	100%	-	Not yet commenced business 尚未開展業務
浙江自貿區安鑄能源有限公司(*) (「浙江安鑄」) (Zhejiang Free Trade Zone Anzhu Energy Co., Ltd (**)) ("Zhejiang Anzhu")	PRC 中國	RMB 30,000,000 人民幣 30,000,000元	100%	-	Commodity trading 商品貿易
Charmland Treasure Limited	Seychelles 塞舌爾	US\$100 100美元	60%	100%	Investment holding 投資控股
Hong Kong Sunrise Electrical Technology Limited	Hong Kong 香港	HK\$10,000 10,000港元	60%	100%	Investment holding (Not yet commenced business) 投資控股 (尚未開展業務)
Eternal Goal Limited	Seychelles 塞舌爾	US\$100 100美元	60%	100%	Investment holding 投資控股
Hong Kong Eternal Goal Limited	Hong Kong 香港	HK\$10,000 10,000港元	60%	100%	Investment holding 投資控股
Heroic Sunshine Limited	Seychelles 塞舌爾	US\$100 100美元	60%	100%	Investment holding 投資控股

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24. INVESTMENTS IN SUBSIDIARIES (Continued)

24. 於附屬公司之投資 (續)

Name of subsidiary 附屬公司名稱	Place of incorporation 註冊成立地點	Issued and fully paid share capital 已發行及繳足股本	Percentage of equity attributable to the Group 本集團應佔股權百分比		Principal activities 主要業務
			2018 二零一八年	2017 二零一七年	
Hong Kong Central Environmental Technology Limited 香港森籌環境科技有限公司	Hong Kong 香港	HK\$10,000 10,000港元	60%	-	Investment holding 投資控股
森籌環境科技(上海)有限公司(*)	PRC 中國	RMB 10,000,000 人民幣 10,000,000元	60%	-	Leasing business of the steel support axial force servo system 鋼支撐軸力伺服系統租賃業務
森朗(上海)商貿有限公司(*)	PRC 中國	RMB 30,000,000 人民幣 30,000,000元	60%	-	Not yet commenced business 尚未開展業務
森麗(浙江自貿區)能源有限公司(*)	PRC 中國	RMB 30,000,000 人民幣 30,000,000元	60%	-	Not yet commenced business 尚未開展業務
Billion Champion Business Limited 兆安貿易有限公司	British Virgin Islands 英屬處女群島	US\$10 10美元	100%	-	Investment holding 投資控股
Billion Champion (Hong Kong) Limited (Formerly known as Hong Kong Heroic Sunshine Limited) 兆安(香港)有限公司 (前稱Hong Kong Heroic Sunshine Limited)	Hong Kong 香港	HK\$10,000 10,000港元	100%	100%	Investment holding 投資控股
East Perfection Development Limited 東宜發展有限公司	British Virgin Islands 英屬處女群島	US\$10 10美元	100%	-	Investment holding 投資控股
East Perfection (Hong Kong) Limited (Formerly known as Hong Kong Charmland Treasure Limited) 東宜發展(香港)有限公司 (前稱Hong Kong Charmland Treasure Limited)	Hong Kong 香港	HK\$10,000 10,000港元	100%	100%	Investment holding 投資控股

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24. INVESTMENTS IN SUBSIDIARIES (Continued)

Note:

- (a) Yichang Biaodian is a subsidiary at the Group even though the Group has only 49% ownership interest in Yichang Biaodian.

The Group has held 49% equity interest in Yichang Biaodian since 24 February 2016 and 湖北標典天然氣有限公司 (Hubei Biaodian Natural Gas Co., Ltd. **) (“Hubei Biaodian”) and Mr. Li Wanqing (collectively the “Non-controlling Shareholders”), both were independent third parties to the Group, owned 41% and 10% equity interest in Yichang Biaodian, respectively.

The Directors, with the assistance of the legal counsel in the PRC, assessed whether or not the Group has control over Yichang Biaodian based on whether the Group has the practical ability to direct the relevant activities at Yichang Biaodian unilaterally. In making their judgement, the Directors considered the Group’s power to affect the Board of Directors (the “BOD”) of Yichang Biaodian. The BOD of Yichang Biaodian, responsible for all relevant activities at Yichang Biaodian, consisted of 6 directors, of which 3 were appointed by the Group while the other 3 directors were appointed by the Non-controlling Shareholders. BOD resolutions of Yichang Biaodian were reached by simple majority. In accordance with the terms of a further shareholders’ agreement entered into between the Group and the Non-controlling Shareholders, in any events where the Group and the Non-controlling Shareholders have diverged views in the BOD meetings, the Group, as the single largest shareholder of Yichang Biaodian, has the power to make the final decision.

After assessment, the Directors concluded that the Group has a sufficiently dominant voting interest to direct the relevant activities of Yichang Biaodian and therefore the Group has control over Yichang Biaodian.

- (b) The subsidiary was deregistered during the year.

* These subsidiaries are incorporated in the PRC and are limited liability companies.

** English name is for identification purpose only.

24. 於附屬公司之投資 (續)

附註：

- (a) 儘管本集團僅擁有宜昌標典之49%擁有權，惟宜昌標典為本集團之附屬公司。

本集團自二零一六年二月二十四日起持有宜昌標典49%股權，而湖北標典天然氣有限公司（「湖北標典」）及李萬清先生（統稱「非控股股東」）（均為本集團之獨立第三方）分別擁有宜昌標典之41%及10%股權。

董事在中國的法律顧問的協助下，根據本集團是否擁有實際能力單方面指示宜昌標典的相關活動評估本集團是否控制宜昌標典。在作出判斷時，董事已考慮本集團對宜昌標典董事會（「該董事會」）的影響力。宜昌標典該董事會負責宜昌標典的所有相關活動，成員包括六名董事，當中三名由本集團委任，而另外三名董事則由非控股股東委任。宜昌標典該董事會決議案由簡單大多數票決定。根據本集團與非控股股東訂立的進一步股東協議之條款，倘於該董事會會議上，本集團與非控股股東有不同意見，則本集團作為宜昌標典的單一最大股東有權作出最終決策。

於評估後，董事總結本集團擁有充分主導的投票權指示宜昌標典的相關活動，因此，本集團擁有宜昌標典之控制權。

- (b) 該附屬公司於年內取消註冊。

* 該等附屬公司為於中國註冊成立之有限責任公司。

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24. INVESTMENTS IN SUBSIDIARIES (Continued)

24. 於附屬公司之投資 (續)

Note: (Continued)

附註：(續)

(d) The following table shows information on the subsidiaries that have non-controlling interests ("NCI") material to the Group. The summarised financial information represents amounts before inter-company eliminations.

(d) 下表顯示具有對本集團而言屬重大之非控股權益(「非控股權益」)之附屬公司之資料。概要財務資料為於公司間抵銷前的金額。

Name	名稱	Yichang Biaodian 宜昌標典		Heroic Sunshine Limited	
		2018 二零一八年	2017 二零一七年	2018 二零一八年	2017 二零一七年
Principal place of business/ country of incorporation	主要營運地點/ 註冊成立國家	PRC/PRC 中國/中國		PRC/Seychelles 中國/塞舌爾	
% of ownership interests/ voting rights held by NCI	非控股權益持有之擁有權權益/ 投票權百分比	51%/50%	51%/50%	40%/40%	0%/0%
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
At 31 December:	於十二月三十一日:				
Non-current assets	非流動資產	470,462	498,970	7,137	N/A 不適用
Current assets	流動資產	11,064	8,741	6,606	N/A 不適用
Non-current liabilities	非流動負債	(122,757)	(235,875)	-	N/A 不適用
Current liabilities	流動負債	(176,751)	(49,380)	(12,023)	N/A 不適用
Net assets	資產淨值	182,018	222,456	1,720	N/A 不適用
Accumulated NCI	累計非控股權益	92,829	113,453	688	N/A 不適用
Year ended 31 December:	截至十二月三十一日止年度:				
Revenue	收益	42,147	7,906	2,322	N/A 不適用
(Loss)/profit	(虧損)/溢利	(36,334)	(13,281)	1,761	N/A 不適用
Total comprehensive income	全面收益總額	(42,442)	(2,912)	1,761	N/A 不適用
Loss allocated to NCI	分配予非控股權益之虧損	(18,530)	(6,773)	(705)	N/A 不適用
Dividends paid to NCI	已向非控股權益支付之股息	-	-	-	N/A 不適用
Net cash (used in)/generated from operating activities	經營業務(所用)/所得 現金淨額	(940)	22,017	(4,581)	N/A 不適用
Net cash used in investing activities	投資活動所用現金淨額	(473)	(33,134)	(7,187)	N/A 不適用
Net cash generated from financing activities	融資活動所得現金淨額	1,933	10,866	12,159	N/A 不適用
Net increase/(decrease) in cash and cash equivalents	現金及現金等額增加/ (減少)淨額	520	(251)	391	N/A 不適用

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25. INVENTORIES

		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Finished goods	製成品	492	321

25. 存貨

26. TRADE AND OTHER RECEIVABLES

		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Non-current asset	非流動資產		
Deposits	按金	37	-
Current assets	流動資產		
Trade receivables (note)	應收貿易賬款 (附註)	2,871	12
Deposits	按金	826	503
Prepayments	預付款項	7,612	1,094
Others	其他	353	224
		8,791	1,821
		11,662	1,833

26. 應收貿易及其他賬款

Note:

Generally there is no credit period for customers of sales of natural gas as the customers need to prepay before the usage of the natural gas. For a few specific customers they can use the gas on credit and the Group allows an average credit period of 60 days (2017: Nil). The Group recognises revenue for natural gas pipeline installation service when the installation is completed and the Group allows an average credit period of 30 days (2017: 30 days) upon completion. For trading of copper, deposits are usually required and the remaining balance is usually receivable approximately within 180 days (2017: 10 days) upon completion of the transaction. For leasing business, the Group allows an average credit period of 30 days (2017: 30 days) upon recognition.

附註：

銷售天然氣客戶通常並不獲提供信貸期，原因為客戶需於使用天然氣前預先付款。就少數可以信貸方式使用天然氣之特定客戶而言，本集團允許60日（二零一七年：無）之平均信貸期。本集團於安裝完成時確認天然氣管道安裝服務之收益，且本集團允許於完成後有30日（二零一七年：30日）平均信貸期。就買賣銅而言，通常規定要有按金，餘額通常於交易完成後約180日（二零一七年：10日）內收取。就租賃業務而言，本集團允許於確認後30日（二零一七年：30日）之平均信貸期。

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26. TRADE AND OTHER RECEIVABLES

(Continued)

The ageing analysis of trade receivables at the end of the reporting period based on the invoice date is as follows:

		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
0 to 30 days	0至30日	2,718	—
31 to 60 days	31至60日	1	—
61 to 90 days	61至90日	4	12
91 to 180 days	91至180日	135	—
Over 180 days	超過180日	13	—
		2,871	12

Before accepting any new customer, the Group's finance and sales management team would assess the potential customer's credit quality and defines credit limits by customer. Limits attributable to customers are reviewed regularly with reference to past settlement history. The Group's finance and sales management team considers trade receivables that are neither past due nor impaired to be of good credit quality as continuous repayments have been received.

The carrying amounts of the Group's trade receivables is denominated in RMB.

26. 應收貿易及其他賬款 (續)

於報告期完結時根據發票日期呈列之應收貿易賬款賬齡分析如下：

	2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
0 to 30 days	2,718	—
31 to 60 days	1	—
61 to 90 days	4	12
91 to 180 days	135	—
Over 180 days	13	—
	2,871	12

在接納任何新客戶前，本集團財務及銷售管理團隊會評估潛在客戶之信貸質素，並釐定客戶之信貸額。客戶之信貸額會參考過往付款記錄而定期進行審閱。本集團財務及銷售管理團隊認為，由於能持續收取還款，故所有既未逾期亦未減值之應收貿易賬款均具良好信貸記錄。

本集團應收貿易賬款之賬面值以人民幣計值。

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27. LOAN RECEIVABLES

The Group seeks to maintain strict control over its outstanding loan receivables so as to minimise credit risk. The granting of loans is subject to approval by the management, whilst overdue balances are reviewed regularly by the management. Loan receivables are charged on effective interest rate mutually agreed with the contracting parties, at a fixed rate ranging from 0% to 12% (2017: 0%) per annum.

The loan receivables are unsecured (2017: unsecured). The borrowers are obliged to settle the amounts according to the terms set out in the relevant agreements.

The maturity profile of loan receivables at the end of the reporting period is as follows:

Neither past due nor impaired 既未逾期亦未減值

Receivables which were neither past due nor impaired related to a number of borrowers for whom there was no recent history of default. The directors are of the opinion that no provision for impairment is necessary in respect of loan to third parties as there has not been a significant change in credit quality and the balances are still considered fully recoverable.

27. 應收貸款

本集團力求對其尚未償還應收貸款維持嚴格監控，以盡量降低信貸風險。授出貸款須經管理層批准，而逾期結餘由管理層定期審閱。應收貸款按合約各方相互協定的實際利率，按固定年利率介乎0%至12%（二零一七年：0%）計息。

應收貸款為無抵押（二零一七年：無抵押）。借款人有責任按照相關協議所載之條款償付金額。

於報告期完結時之應收貸款到期情況如下：

	2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
	29,504	720

既未逾期亦未減值之應收款項與多名並無近期拖欠記錄之借款人有關。由於信貸質素並無顯著變動及結餘仍被視為可全數收回，故董事認為，毋須就授予第三方之貸款作出減值撥備。

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28. BOND RECEIVABLES

28. 應收債券

		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Unlisted debt instruments, at amortised cost, issued by a listed company	一間上市公司發行之 非上市債務工具， 按攤銷成本	6,000	-
Accrued interest receivables	應計應收利息	61	-
		6,061	-
Unlisted debt instruments, at amortised cost, issued by a private company	一間私人公司發行之 非上市債務工具， 按攤銷成本	7,000	-
Accrued interest receivables	應計應收利息	64	-
		7,064	-
		13,125	-

On 19 October 2018, 29 November 2018 and 13 December 2018, the Group and the Company subscribed bonds from a listed company with principal amount of HK\$2,000,000, HK\$1,000,000 and HK\$3,000,000 respectively. The bonds are unsecured and interest-bearing at fixed rates of 10% per annum. The carrying amount of HK\$2,037,000, HK\$1,009,000 and HK\$3,015,000 (2017: Nil) will be receivable on 25 January 2019, 1 March 2019 and 13 March 2019 respectively. The bonds can be redeemed by the bond issuer at 100% of the outstanding principal amount, together with accrued interest up to settlement date.

於二零一八年十月十九日、二零一八年十一月二十九日及二零一八年十二月十三日，本集團及本公司分別向一間上市公司認購本金額為2,000,000港元、1,000,000港元及3,000,000港元的債券。債券為無抵押，並按固定年利率10%計息。賬面值2,037,000港元、1,009,000港元及3,015,000港元（二零一七年：無）將分別於二零一九年一月二十五日、二零一九年三月一日及二零一九年三月十三日應收。債券可由債券發行人按尚未償還本金額之100%連同直至結算日期應計之利息贖回。

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28. BOND RECEIVABLES (Continued)

On 4 November 2018, the Group and the Company subscribed bonds from a private company with a principal amount of HK\$7,000,000. The bonds are unsecured and interest-bearing at fixed rates of 12% per annum. The carrying amount of HK\$7,064,000 (2017: Nil) will be receivable on 3 May 2019. The bonds can be redeemed by the bond issuer at 100% of the outstanding principal amount, together with accrued interest up to settlement date.

The average interest rates at 31 December were as follows:

Unlisted debt instruments issued by a listed company	一間上市公司發行之非上市債務工具
Unlisted debt instruments issued by a private company	一間私人公司發行之非上市債務工具

28. 應收債券 (續)

於二零一八年十一月四日，本集團及本公司向一間私人公司認購本金額為7,000,000港元的債券。債券為無抵押，並按固定年利率12%計息。賬面值7,064,000港元（二零一七年：無）將於二零一九年五月三日應收。債券可由債券發行人按尚未償還本金額之100%連同直至結算日期應計之利息贖回。

於十二月三十一日之平均利率如下：

	2018 二零一八年 %	2017 二零一七年 %
Unlisted debt instruments issued by a listed company	10	N/A 不適用
Unlisted debt instruments issued by a private company	12	N/A 不適用

29. BANK AND CASH BALANCES

As at 31 December 2018, the bank and cash balances of the Group denominated in RMB was HK\$1,077,000 (2017: HK\$87,000). Conversion of RMB into foreign currencies is subject to the PRC's Foreign Exchange Control Regulations and Administration of Settlement, Sale and Payment of Foreign Exchange Regulations.

29. 銀行及現金結餘

於二零一八年十二月三十一日，本集團按人民幣計值之銀行及現金結餘為1,077,000港元（二零一七年：87,000元）。人民幣兌換為外幣須遵守中國外匯管理條例以及結匯、售匯及付匯管理規定。

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30. TRADE AND OTHER PAYABLES

Trade payables (note (a))	應付貿易賬款(附註(a))
Payable for construction in progress	在建工程應付賬款
Receipt in advance	預收款項
Other payables and accruals (note (b))	應付其他賬款及應計費用 (附註(b))

Notes:

(a) Trade payables

Generally, there is no credit period for suppliers of natural gas as the Group need to prepay before the purchase of the natural gas. For liquefied natural gas. The credit period granted by supplier to the Group was 30 days (2017: Nil). For other business, the credit period granted by supplier to the Group ranged from 30 to 180 days (2017: 30 to 60 days).

The ageing analysis of trade payables, based on date of receipt of goods, is as follows:

0 to 30 days	0至30日
Over 30 days	超過30日

30. 應付貿易及其他賬款

	2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Trade payables (note (a))	28	52
Payable for construction in progress	31,637	35,334
Receipt in advance	2,852	1,403
Other payables and accruals (note (b))	13,257	11,980
	47,774	48,769

附註:

(a) 應付貿易賬款

一般而言，天然氣供應商並無授出信貸期，原因為本集團須於購買天然氣前預先付款。就液化天然氣而言，供應商授予本集團的信貸期為30日（二零一七年：無）。就其他業務而言，供應商授予本集團的信貸期介乎30至180日（二零一七年：30至60日）。

根據收取貨品日期呈列的應付貿易賬款的賬齡分析如下：

	2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
0 to 30 days	13	52
Over 30 days	15	-
	28	52

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30. TRADE AND OTHER PAYABLES (Continued)

Notes: (Continued)

(a) Trade payables (Continued)

The trade payables are non-interest bearing and normally settled on 30 to 60 days terms.

The carrying amounts of the Group's trade payables are denominated in the following currencies:

HK\$	港元
RMB	人民幣

(b) Other payables and accruals

The amount represented mainly by accrued charges and temporary short-term advances for Yichang Biaodian's development from independent third parties which are unsecured, interest-free and repayable on demand.

31. DUE TO DIRECTORS

The amounts due from/to directors are unsecured, interest-free and repayable on demand.

30. 應付貿易及其他賬款 (續)

附註: (續)

(a) 應付貿易賬款 (續)

應付貿易賬款為不計息及通常須於30至60日期間內償付。

本集團應付貿易賬款之賬面值乃以下列貨幣計值:

2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
15	52
13	-
28	52

(b) 應付其他賬款及應計費用

該金額主要為就宜昌標典之發展來自獨立第三方之應計費用及暫時短期墊款，其為無抵押、免息及須按要求償還。

31. 應付董事款項

應收／應付董事款項均為無抵押、免息及須於要求時償還。

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32. NON-CONVERTIBLE BONDS

32. 不可換股債券

		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Non-convertible bonds	不可換股債券	12,747	–
Analysed as:	分析如下:		
Current liabilities	流動負債	9,747	–
Non-current liabilities	非流動負債	3,000	–
		12,747	–

From 18 October 2018 to 9 November 2018, the Group and the Company issued fixed rate non-convertible bonds with total principal amount of HK\$9,500,000 (2017: Nil) to independent third parties. The non-convertible bonds are unsecured and interest-bearing at fixed rates ranging from 12% to 14% per annum and the carrying amount of HK\$9,715,000 (2017: Nil) will be repayable on dates ranging from 17 October 2019 to 8 November 2019.

On 29 November 2018, the Group and the Company issued fixed rate non-convertible bonds with principal amount of HK\$3,000,000 (2017: Nil) to an independent third party. The non-convertible bonds are interest-bearing at fixed rate of 12% per annum and the carrying amount of HK\$3,033,000 (2017: Nil) will be repayable on 28 November 2020. The bonds were unconditionally and irrevocably secured by personal guarantee provided by a director of the Group and the Company.

於二零一八年十月十八日至二零一八年十一月九日，本集團與本公司已向獨立第三方發行本金總額為9,500,000港元（二零一七年：無）之固定利率不可換股債券。不可換股債券為無抵押並按介乎每年12%至14%之固定利率計息，賬面值為9,715,000港元（二零一七年：無），須於介乎二零一九年十月十七日至二零一九年十一月八日之日期償還。

於二零一八年十一月二十九日，本集團與本公司已向獨立第三方發行本金額為3,000,000港元（二零一七年：無）之固定利率不可換股債券。不可換股債券按每年12%之固定利率計息，賬面值為3,033,000港元（二零一七年：無），須於二零二零年十一月二十八日償還。債券由本集團及本公司董事提供之個人擔保無條件及不可撤回作抵押。

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32. NON-CONVERTIBLE BONDS (Continued)

The carrying amounts of the non-convertible bonds issued approximate their fair values. The non-convertible bonds can be redeemed by the bond issuer at 100% of the outstanding principal amount, together with accrued interest up to mature date.

Non-convertible bonds issued at fixed interest rates expose the Group to fair value interest rate risk.

The average interest rates at 31 December were as follows:

		2018 二零一八年 %	2017 二零一七年 %
Non-convertible bonds	不可換股債券	12 - 14	N/A 不適用

33. BANK BORROWINGS

		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Bank borrowings (note (a))	銀行借貸 (附註a)	19,358	6,000

32. 不可換股債券 (續)

已發行之不可換股債券之賬面值與其公平值相若。債券發行人可按未償還本金額100%連同直至到期日應計之利息贖回不可換股債券。

按固定利率發行之不可換股債券令本集團面臨公平值利率風險。

於十二月三十一日之平均利率如下：

33. 銀行借貸

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33. BANK BORROWINGS (Continued)

The bank borrowings are repayable as follows:

33. 銀行借貸 (續)

銀行借貸須按以下方式償還：

		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Within one year	一年內	2,277	2,400
More than one year, but not exceeding two years	一年以上但不超過兩年	2,278	3,600
More than two years, but not more than five years	兩年以上但不超過五年	14,803	-
More than five years	超過五年	-	-
		17,081	3,600
		19,358	6,000
Portion of bank loans that are due for repayment after one year but contain a repayment on demand clause (shown under current liabilities)	須於一年後償還惟附帶須按 要求償還之條款之銀行借貸 部分 (於流動負債項下列示)	-	-
Less: Amount due for settlement within 12 months (shown under current liabilities)	減：須於12個月內清償之款項 (於流動負債項下列示)	(2,277)	(2,400)
Amount due for settlement after 12 months	須於12個月後清償之款項	17,081	3,600

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33. BANK BORROWINGS (Continued)

Notes:

- (a) The bank borrowings are secured by several properties owned by non-controlling interests of Yichang Biaodian, including Mr. Xiong Songgan (“Mr. Xiong”), Mr. Yan Jun (“Mr. Yan”) and his wife, and certain companies held and controlled by Mr. Xiong. The bank borrowings are also jointly guaranteed by non-controlling interests of Yichang Biaodian, including Hubei Biaodian, Mr. Xiong and his wife, Mr. Yan and his wife and Mr. Li Wanqing (as defined in note 24(a)).
- (b) The amounts are based on scheduled repayment dates set out in the respective loan agreements.

The carrying amount of the Group’s bank borrowing balance is denominated in RMB.

The effective interest rate of the Group’s interest-bearing borrowings is as follows:

Variable-rate borrowings 浮動利率借貸

The Group had variable rate borrowings which carried interest based on the benchmark interest rate issued by the People’s Bank of China during the both years, thus exposing the Group to cash flow interest rate risk.

33. 銀行借貸 (續)

附註：

- (a) 銀行借貸以宜昌標典非控股權益（包括熊崧淦先生（「熊先生」）、嚴俊先生（「嚴先生」）及其配偶）擁有之若干物業以及由熊先生持有及控制若干公司作抵押。銀行借貸亦由宜昌標典之非控股權益（包括湖北標典、熊先生及其配偶、嚴先生及其配偶以及李萬清先生）共同擔保（定義見附註24(a)）。
- (b) 該等金額乃基於各貸款協議所載的計劃還款日期。

本集團之銀行借貸結餘賬面值乃按人民幣計值。

本集團計息借貸的實際利率如下：

	2018 二零一八年 %	2017 二零一七年 %
Variable-rate borrowings 浮動利率借貸	8.01	8.01

本集團擁有浮動利率借貸，於兩個年度內，其以中國人民銀行發佈的基準利率計息，因此，本集團面臨現金流量利率風險。

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34. ADVANCE RECEIPT

Capital contribution received
in advance 預收注資

2018
二零一八年
HK\$'000
千港元

2017
二零一七年
HK\$'000
千港元

153,377

-

Pursuant to the agreements between the shareholders of Yichang Biaodian and certain independent third parties, new capital will be introduced from these independent third parties and accordingly become non-controlling shareholders of Yichang Biaodian. Advance receipt represents the amount of the capital received in advance from these independent third parties. Subsequent to the reporting date, these amounts were recognised as capital of Yichang Biaodian after the completion of the issue of capital.

根據宜昌標典股東與若干獨立第三方之協議，該等獨立第三方將引入新資本，並因此成為宜昌標典之非控股股東。預收款項指從該等獨立第三方預收資本之款項。於報告日期後，該等款項於發行資本完成後確認為宜昌標典之資本。

35. AMOUNTS DUE TO A SHAREHOLDER OF THE COMPANY

Non-trade related balance

Name 姓名
Mr. Weng 翁先生

2018
二零一八年
HK\$'000
千港元

2017
二零一七年
HK\$'000
千港元

-

25,355

Mr. Weng was a former executive director and was a substantial shareholder under the definition of the Listing Rules.

翁先生為前執行董事及主要股東（定義見上市規則）。

Amount as at 31 December 2017 represented advances from Mr. Weng to the Group. Such amount was unsecured, interest-free and with a maturity period of 2 years. This amount was fully repaid during the year upon the resignation of Mr. Weng from the Group.

於二零一七年十二月三十一日之款項指翁先生向本集團墊款。有關金額為無抵押、免息及於兩年內到期。此金額於年內翁先生離任本集團後悉數償還。

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36. AMOUNTS DUE TO NON-CONTROLLING SHAREHOLDERS OF A SUBSIDIARY AND ITS RELATED PARTIES

Particulars of the amounts due to non-controlling shareholders of a subsidiary and its related parties of which are non-trade related are as follows.

Name 姓名／名稱	Relationship 關係	2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Hubei Biaodian and its subsidiary 湖北標典及其附屬公司	note (a) 附註(a)	20,397	134,939
Mr. Xiong and his controlled entities 熊先生及其控制實體	note (b) 附註(b)	19,253	41,765
		39,650	176,704

Notes:

- (a) Hubei Biaodian is the 41% non-controlling shareholder of Yichang Biaodian.
- (b) Mr. Xiong is the controlling shareholder of Hubei Biaodian.

Amounts due to Hubei Biaodian and Mr. Xiong represented advances for Yichang Biaodian's capital expenditure purposes. They are not repayable within 12 months from the date of this report. These balances are unsecured and interest free. These amounts are carried at amortised cost using the effective interest method, with an effective interest rate of 10%.

36. 應付一間附屬公司之非控股股東及其關連方款項

應付一間附屬公司之非控股股東及其關連方之非貿易相關款項詳情如下。

附註：

- (a) 湖北標典為擁有宜昌標典41%股權之非控股股東。
- (b) 熊先生為湖北標典之控股股東。

應付湖北標典及熊先生之款項為用於宜昌標典資本開支之墊款。有關款項毋須於本報告日期起計12個月內償還。該等結餘為無抵押及免息。該等金額採用實際利率法按攤銷成本計量，實際利率為10%。

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37. CONVERTIBLE BOND DESIGNATED AT FVTPL

During the year, the Group issued a convertible bond with principal value of HK\$20,000,000 with interest of 10% per annum. The bond matures two years from the date of issue of bond at their principal value or can be converted into ordinary shares at the holder's option at rate of HK\$0.54 per conversion share. The maximum number of ordinary shares to be converted is 37,037,037 shares and none of them was converted up to 31 December 2018.

The entire convertible bond is designated as a financial liability through profit or loss and classified as non-current liability as at 31 December 2018.

The Group's convertible bond is valued by an independent valuer by using binomial model with the following key assumptions:

Convertible Bond

Share price of the Company	本公司股價
Conversion price	換股價
Expected volatility	預期波幅
Time to maturity	到期時間
Risk-free rate	無風險利率
Dividend yield	股息收益率

37. 指定按公平值計入損益之可換股債券

於本年度內，本集團發行本金值20,000,000港元按年利率10%計息之可換股債券。債券自按其本金值發行日期起計兩年到期，或可由持有人選擇按每股換股股份0.54港元之價格轉換成普通股。截至二零一八年十二月三十一日，最多可轉換成37,037,037股普通股，概無債券已獲轉換。

於二零一八年十二月三十一日，全部可換股債券指定為計入損益之金融負債並歸類為非流動負債。

本集團之可換股債券由獨立估值師運用二項式模型進行估值，當中使用之主要假設如下：

可換股債券

4 June 2018 (date of initial recognition) 二零一八年 六月四日 (初始確認日期)	31 December 2018 二零一八年 十二月三十一日
HK\$'000 千港元	HK\$'000 千港元

Share price of the Company	本公司股價	HK\$0.46 港元	HK\$0.48 港元
Conversion price	換股價	HK\$0.54 港元	HK\$0.54 港元
Expected volatility	預期波幅	54.27%	49.95%
Time to maturity	到期時間	2 years 年	1.43 years 年
Risk-free rate	無風險利率	1.84%	1.75%
Dividend yield	股息收益率	0.00%	0.00%

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37. CONVERTIBLE BOND DESIGNATED AT FVTPL (Continued)

Convertible Bond (Continued)

The significant unobservable input in the fair value measurement is expected volatility. As at 31 December 2018, it is estimated that with all other variables held constant, an increase/decrease in the expected volatility by 5% would have increased/decreased the Group's loss by HK\$362,000/HK\$364,000.

The directors estimate the fair value of the convertible bond designated at FVTPL at 31 December 2018 to be approximately HK\$24,186,000.

The movements of the components of the convertible bond are as follows:

		Convertible Bond 可換股債券 HK\$'000 千港元
Balance at 1 January 2018	於二零一八年一月一日之結餘	–
Proceeds from convertible bond	可換股債券所得款項	20,000
Loss arising on change of fair value	公平值變動產生之虧損	5,274
Fair value of convertible bond at date of issue	於發行日期之可換股債券公平值	25,274
Gain arising on change of fair value	公平值變動產生之收益	(1,088)
Balance at 31 December 2018	於二零一八年十二月三十一日之結餘	24,186

Note: The number of share and share price have been adjusted pursuant to the share consolidation effective on 19 November 2018.

37. 指定按公平值計入損益之可換股債券 (續)

可換股債券 (續)

公平值計量所採用之重大不可觀察輸入值為預期波幅。於二零一八年十二月三十一日，預期所有其他可變因素維持不變，預期波幅上升／降低5%預期將令本集團虧損增加／減少362,000港元／364,000港元。

董事估計，於二零一八年十二月三十一日指定按公平值計入損益之可換股債券之公平值將約為24,186,000港元。

可換股債券之組成部分變動如下：

附註：股份數目及股份價格已根據於二零一八年十一月十九日生效之股份合併調整。

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38. DEFERRED TAX LIABILITIES

The followings are the major deferred tax liabilities recognised and movements thereon during the current and prior years:

		Revaluation of assets 資產重估 HK\$'000 千港元
At 1 January 2017	於二零一七年一月一日	54,585
Exchange differences	匯兌差額	2,906
Credited to profit or loss (note 13)	計入損益(附註13)	<u>(1,920)</u>
At 31 December 2017 and 1 January 2018	於二零一七年十二月三十一日及 二零一八年一月一日	55,571
Exchange differences	匯兌差額	(2,916)
Credited to profit or loss (note 13)	計入損益(附註13)	<u>(1,973)</u>
At 31 December 2018	於二零一八年十二月三十一日	<u>50,682</u>

At the end of the reporting period, the Group had unused tax losses of HK\$205,884,000 (2017: HK\$167,160,000) available to offset against future profits. No deferred tax asset has been recognised in respect of such tax losses due to the unpredictability of future profit streams. The unrecognised tax losses of HK\$178,314,000 (2017: HK\$152,522,000) can be carried forward indefinitely. The remaining HK\$27,570,000 (2017: HK\$14,638,000) related to tax losses in the PRC which will expire in one to five years.

No provision for deferred taxation has been made for other temporary differences as the effect is not material.

38. 遞延稅項負債

以下為於本年度及往年確認的主要遞延稅項負債及其相關變動：

於報告期完結時，本集團未動用之稅項虧損約為205,884,000港元（二零一七年：167,160,000港元），可供抵銷未來溢利。由於不能預測未來之溢利情況，故並無就有關稅項虧損確認遞延稅項資產。未確認稅項虧損178,314,000港元（二零一七年：152,522,000港元）可無限期結轉。餘下之27,570,000港元（二零一七年：14,638,000港元）與中國稅項虧損有關，其將於一至五年內屆滿。

由於影響輕微，並無就其他暫時性差異作出遞延稅項撥備。

39. RETIREMENT BENEFIT OBLIGATIONS

The Group enrolled all eligible employees in Hong Kong into a mandatory provident fund (the “MPF”) scheme. The retirement benefit cost for the MPF scheme charged to profit or loss represents contributions to the MPF scheme by the Group at rates specified in the rules of the MPF scheme.

The employees of the subsidiaries in the PRC are members of the state-managed retirement benefits scheme operated by the PRC government. The Group is required to contribute a certain percentage of their payroll to the retirement benefits scheme to fund the benefits. The only obligation of the Group with respect to the retirement benefits scheme is to make the required contributions under the scheme.

During the year ended 31 December 2018, retirement benefits scheme contributions paid amounted to approximately HK\$286,000 (2017: HK\$88,000).

39. 退休福利責任

本集團安排於香港之所有合資格僱員參加強制性公積金（「強積金」）計劃。強積金計劃之退休福利成本，即本集團按強積金計劃規則所指定比率之供款，已於損益扣除。

中國附屬公司之僱員為中國政府設立的國家管理退休福利計劃之成員。本集團須將一定百分比的僱員工資向該退休福利計劃供款，以為福利撥付資金。本集團有關該退休福利計劃之唯一責任是根據該計劃作出必要供款。

於截至二零一八年十二月三十一日止年度，已付退休福利計劃供款約286,000港元（二零一七年：88,000港元）。

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40. SHARE CAPITAL

40. 股本

		2018 二零一八年		2017 二零一七年	
		Number of shares 股份數目 '000 千股	Amount 金額 HK\$'000 千港元	Number of shares 股份數目 '000 千股	Amount 金額 HK\$'000 千港元
Authorised:	法定：				
Ordinary shares of HK\$0.005 each	每股面值0.005港元之普通股	16,000,000	80,000	16,000,000	80,000
Share consolidated (note (d))	股份合併(附註(d))	(12,800,000)	-	-	-
Ordinary shares of HK\$0.025 each	每股面值0.025港元之普通股	3,200,000	80,000	16,000,000	80,000
Issued and fully paid:	已發行及繳足：				
At beginning of year	於年初	5,655,000	28,275	5,655,000	28,275
Exercise of share options (note (a))	行使購股權(附註(a))	7,000	35	-	-
Placing of new shares (note (b))	配售新股份(附註(b))	555,200	2,776	-	-
Placing of new shares (note (c))	配售新股份(附註(c))	300,000	1,500	-	-
Share consolidation (note (d))	股份合併(附註(d))	(5,213,760)	-	-	-
At end of year	於年末	1,303,440	32,586	5,655,000	28,275

Note:

- (a) This represented 7,000,000 shares options exercised at a price of HK\$0.1112 each by the eligible participants of the Group.
- (b) This represented an aggregate of 555,200,000 placing shares issued on 13 July 2018 at a price of HK\$0.071 each, resulting in a credit to share capital and share premium by HK\$2,776,000 and HK\$35,504,000, respectively, netting off the placing cost of HK\$1,139,000.
- (c) This represented an aggregate of 300,000,000 placing shares issued on 2 October 2018 at a price of HK\$0.1 each, resulting in a credit to share capital and share premium by HK\$1,500,000 and HK\$27,433,000, respectively, netting off the placing cost of HK\$1,067,000.
- (d) On 19 November 2018, every five issued and unissued shares of HK\$0.005 each in the Company were consolidated into one consolidated share of HK\$0.025 each.

附註：

- (a) 其指由本集團合資格參與者按每股股份0.1112港元之價格行使之7,000,000份購股權。
- (b) 其指於二零一八年七月十三日按每股股份0.071港元之價格發行之合共555,200,000股配售股份，導致計入股本及股份溢價分別2,776,000港元及35,504,000港元（已扣除配售成本1,139,000港元）。
- (c) 其指於二零一八年十月二日按每股股份0.1港元之價格發行之合共300,000,000股配售股份，導致計入股本及股份溢價分別1,500,000港元及27,433,000港元（已扣除配售成本1,067,000港元）。
- (d) 於二零一八年十一月十九日，本公司每五股每股面值0.005港元之已發行及未發行股份已合併為每股面值0.025港元之一股合併股份。

40. SHARE CAPITAL (Continued)

The Group's objectives when managing capital are to safeguard the Group's ability to continue as a going concern and to maximise the return to the shareholders through the optimisation of the debt and equity balance.

The Group sets the amount of capital in proportion to risk. The Group manages the capital structure and makes adjustments to it in the light of changes in economic conditions and the risk characteristics of the underlying assets. In order to maintain or adjust the capital structure, the Group may adjust the payment of dividends, issue new shares, buy-back shares, raise new debts, redeem existing debts or sell assets to reduce debts.

The primary objective of the Group's capital risk management is to safeguard the Group's ability to continue as a going concern and to maintain healthy capital ratios in order to support its business and maximise shareholder value.

The Group manages its capital structure and makes adjustments to it, in light of changes in economic conditions. To maintain or adjust the capital structure, the Group may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. No changes were made in the objectives, policies or processes during the years ended 31 December 2018 and 2017.

40. 股本 (續)

本集團資本管理之目標是維護本集團之持續經營能力，並透過優化債務與股權平衡而為股東帶來豐厚回報。

本集團按風險比例設定資本金額。本集團根據經濟環境之變化及相關資產之風險特徵，管理資本架構並加以調整。為維持或調整資本架構，本集團可調整派付股息、發行新股、回購股份、募集新債務、贖回現有債務或出售資產以減輕債務。

本集團資本風險管理之主要目標為確保本集團持續經營之能力及保持健康的資本比率以支持其業務並最大限度提升股東價值。

本集團管理其資本架構並根據經濟狀況變化對其作出調整。為維持或調整資本架構，本集團或會調整支付予股東之股息、歸還股東資本或發行新股。於截至二零一八年及二零一七年十二月三十一日止年度，目標、政策或程序均未改變。

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40. SHARE CAPITAL (Continued)

The Group monitors capital using a gearing ratio, which is net debt divided by the total equity of the Group. Net debt includes interest-bearing bank and other borrowings and convertible bond, less cash and bank balances and excludes discontinued operation. Capital includes equity attributable to owners of the Company. The gearing ratio at the end of the reporting period was as follows:

Amounts due to directors (note 31)	應付董事款項(附註31)
Non-convertible bonds (note 32)	不可換股債券(附註32)
Bank borrowings (note 33)	銀行借貸(附註33)
Amount due to a shareholder of the Company (note 35)	應付本公司股東款項(附註35)
Amount due to non-controlling shareholders of a subsidiary and its related parties (note 36)	應付一間附屬公司之非控股股東及其關連方款項(附註36)
Convertible bond designated at FVTPL (note 37)	指定按公平值計入損益之可換股債券(附註37)
Total borrowings	借貸總額
Less: Bank and cash balances (note 29)	減:銀行及現金結餘(附註29)
Net debt	債務淨額
Total equity attributable to owners of the Company	本公司擁有人應佔權益總額
Gearing ratio	資產負債比率

The decrease in the gearing ratio during the year ended 31 December 2018 resulted primarily from decrease of bank and other borrowings.

Neither the Company nor its subsidiaries are subject to externally imposed capital requirements.

40. 股本(續)

本集團使用資本負債比率監控資本，資本負債比率乃按本集團淨負債除以總權益計算。淨負債包括計息銀行及其他借貸以及可換股債券，減現金及銀行結餘且不計及已終止經營業務。資本包括本公司權益持有人應佔權益。於報告期末資本負債比率如下：

	2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Amounts due to directors (note 31)	2,105	–
Non-convertible bonds (note 32)	12,747	–
Bank borrowings (note 33)	19,358	6,000
Amount due to a shareholder of the Company (note 35)	–	25,355
Amount due to non-controlling shareholders of a subsidiary and its related parties (note 36)	39,650	176,704
Convertible bond designated at FVTPL (note 37)	24,186	–
Total borrowings	98,046	208,059
Less: Bank and cash balances (note 29)	(2,297)	(7,069)
Net debt	95,749	200,900
Total equity attributable to owners of the Company	263,933	107,654
Gearing ratio	36%	187%

於截至二零一八年十二月三十一日止年度之資產負債比率減少主要由於銀行及其他借貸減少所致。

本公司及其附屬公司均不受外部施加之資本限制。

41. SHARE-BASED PAYMENT

Share option scheme

On 30 November 2012, the Company adopted a share option scheme (the "Scheme"). The purpose of the Scheme is to attract and to retain quality personnel and other persons and to provide them with incentive to contribute to the business and operation of the Group. Under the Scheme, the Directors may grant options to any eligible person of the Group, including (i) any director, employee or consultant of the Company, a subsidiary or an affiliate; or (ii) any discretionary trust whose discretionary objects include any director, employee or consultant of the Company, a subsidiary or an affiliate; or (iii) a company beneficially owned by any director, employee or consultant of the Company, a subsidiary or an affiliate; or (iv) any person or entity whose service to the Group or business with the Group contribute or is expected to contribute to the business or operation of the Group as may be determined by the Directors from time to time, to subscribe for shares of the Company. Options granted are exercisable for a period of up to ten years from the date of grant of the option as decided by the board.

41. 以股份為基礎的付款

購股權計劃

於二零一二年十一月三十日，本公司採納一項購股權計劃（「計劃」）。該計劃之目的在於吸納及留任優秀人員及其他人士，藉以鼓勵彼等為本集團之業務及營運作出貢獻。根據該計劃，董事可向本集團任何合資格人士授出購股權，包括 (i) 本公司、附屬公司或聯屬公司之任何董事、僱員或顧問；或 (ii) 全權託管對象包括本公司、附屬公司或聯屬公司之任何董事、僱員或顧問之任何全權信託；或 (iii) 本公司、附屬公司或聯屬公司之任何董事、僱員或顧問實益擁有之公司；或 (iv) 董事可能不時酌情認定之任何人士或實體，其為本集團提供服務或其曾經或預期對本集團之業務或營運有所貢獻，以認購本公司股份。根據董事會決定，購股權可於購股權授出日期起計最多十年期間內行使。

41. SHARE-BASED PAYMENT (Continued)

Share option scheme (Continued)

The exercise price (subject to adjustment as provided therein) of the option under the Scheme is equal to the highest of (i) the nominal value of share; (ii) the closing price per share as stated in the Stock Exchange's daily quotation sheet on the date of grant of the option, which must be a business day and (iii) the average closing price per share as stated in the Stock Exchange's daily quotation sheet for the five business days immediately preceding the date of grant. The maximum number of shares in respect of which the options may be granted under the Scheme shall not exceed 10% of the issued share capital of the Company at the date of approval of the Scheme. However, the total maximum number of shares which may be issued upon exercise of all outstanding share options must not exceed 30% of the issued share capital of the Company from time to time. The number of shares in respect of which options may be granted to any one grantee in any 12-month period is not permitted to exceed 1% of the shares of the Company in issue on the last date of such 12-month period from time to time, without prior approval from the Company's shareholders.

The offer of a grant of share options may be accepted within 21 days from the date of the offer, upon payment of a nominal consideration of HK\$1 in total by grantee.

On 31 December 2018, no shares of the Company available for issue under the Scheme adopted by the Company on 30 November 2012 (2017: 46,600,000) shares of HK\$0.025 each in the share capital of the Company, representing approximately 0% (2017: 4.12%) of the issued share capital of the Company. Unless otherwise determined by the Directors, there is no minimum period required under the Scheme for the holding of an option before it can be exercised. There is no consideration for the application or acceptance of an option under the Scheme. The remaining life of the Scheme is approximately four years and to be expired on 30 November 2022.

41. 以股份為基礎的付款 (續)

購股權計劃 (續)

該計劃項下購股權之行使價(可按其中之規定作出調整)相當於(i)股份面值;(ii)於授出購股權日期(須為營業日)在聯交所每日報價表所報之每股股份收市價;及(iii)緊接授出日期前五個營業日聯交所每日報價表所報之每股股份平均收市價,三者以最高者為準。根據該計劃可授出之購股權所涉及股份數目上限不得超過本公司於該計劃獲批准當日已發行股本10%。然而,因行使全部未行使購股權而可予發行之股份總數上限不得超出本公司不時已發行股本30%。在未經本公司股東事先批准之情況下,於任何十二個月期間內,向任何單一承授人授出購股權所涉及之股份數目,不得超過在該十二個月期間內最後一日本公司之不時已發行股份之1%。

提呈授出購股權可於提呈日期起計21日內,由承授人於支付象徵性代價合共1港元時接納。

於二零一八年十二月三十一日,本公司每股面值0.025港元之股份中概無股份根據本公司於二零一二年十一月三十日採納之計劃可予發行(二零一七年46,600,000股),佔本公司已發行股本約0%(二零一七年:4.12%)。除非董事另行訂明外,計劃並無規定購股權於可行使前須持有之最短期間。根據計劃申請或接納購股權毋須代價。計劃之餘下期間約為四年,將於二零二二年十一月三十日屆滿。

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41. SHARE-BASED PAYMENT (Continued)

Share option scheme (Continued)

Details of specific categories of options are as follows:

Year 年份	Date of grant 授出日期	Vesting period 歸屬期	Exercise period 行使期	Exercise price 行使價	Exercise dates 行使日期
2017	21 December 2017	N/A	21 December 2017 – 21 December 2019	0.556	N/A
二零一七年	二零一七年十二月二十一日	不適用	二零一七年十二月二十一日至 二零一九年十二月二十一日		不適用
2018	18 January 2018	N/A	18 January 2018 – 18 January 2020	0.785	N/A
二零一八年	二零一八年一月十八日	不適用	二零一八年一月十八日至 二零二零年一月十八日		不適用
2018	9 October 2018	N/A	9 October 2018 – 9 October 2020	0.466	N/A
二零一八年	二零一八年十月九日	不適用	二零一八年十月九日至 二零二零年十月九日		不適用

The following table discloses movements of the Company's share options held by employees during the year:

Option type	購股權類型	Outstanding at 1 January 2018 於二零一八年一月一日 尚未行使	Granted during period 期內授出	Exercised during period 期內行使	Forfeited during period (note) 期內沒收(附註)	Outstanding at 31 December 2018 於二零一八年十二月三十一日 尚未行使
2017	二零一七年	13,400,000	-	(1,400,000)	(3,000,000)	9,000,000
2018	二零一八年	-	49,600,000	-	-	49,600,000
		<u>13,400,000</u>	<u>49,600,000</u>	<u>(1,400,000)</u>	<u>(3,000,000)</u>	<u>58,600,000</u>
Exercisable at the end of the period	於期末可行使					<u>58,600,000</u>
Weighted average exercise price	加權平均行使價	<u>0.556</u>	<u>0.546</u>	<u>0.556</u>	<u>0.556</u>	<u>0.547</u>

Note: The forfeiture represented the share options granted to the eligible participants of the Group, which were forfeited upon their resignations during the period.

In respect of the share options exercised during the period, the weighted average share price at the dates of exercise was HK\$0.657 (2017: Nil). The options outstanding at the end of the year have a weighted average remaining contractual life of 1.5 years (2017: 1.97 years).

41. 以股份為基礎的付款 (續)

購股權計劃 (續)

購股權特定類別詳情如下：

下表披露年內僱員所持本公司購股權的變動：

附註：沒收指已授予本集團合資格參與者，並因彼等於期內辭職而沒收的購股權。

就期內已行使購股權而言，於行使日期的加權平均股價為0.657港元（二零一七年：無）。於年末時尚未行使購股權之加權平均餘下合約年期為1.5年（二零一七年：1.97年）。

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41. SHARE-BASED PAYMENT (Continued)

Share option scheme (Continued)

During the year ended 31 December 2018, options were granted on 18 January 2018 and 9 October 2018. The estimated fair values of the options granted on that date is HK\$2,947,000 and HK\$4,857,000 respectively. During the year ended 31 December 2017, options were granted on 21 December 2017. The estimated fair values of the options granted on that date is HK\$2,446,000.

These fair value were calculated using the Binomial model. The inputs into the model were as follows:

Date of issue	發行日期	9 October 2018 二零一八年 十月九日 HK\$'000 千港元	18 January 2018 二零一八年 一月十八日 HK\$'000 千港元	21 December 2017 二零一七年 十二月二十一日 HK\$'000 千港元
Share price	股價	HK\$0.465港元	HK\$0.740港元	HK\$0.555港元
Exercise price	行使價	HK\$0.466港元	HK\$0.785港元	HK\$0.556港元
Expected volatility	預期波幅	50.30%	61.88%	60.22%
Expected life	預期年期	2 years年	2 years年	2 years年
Risk-free rate	無風險利率	2.30%	1.32%	1.39%
Expected dividend yield	預期收益率	0%	0%	0%

Expected volatility was determined by using the historical volatility of the Company's share price over the previous 2 years. The expected life used in the model has been adjusted, based on management's best estimate, for the effects of non-transferability, exercise restrictions and behavioural considerations.

The Group recognised the total expense of HK\$7,804,000 for the year ended 31 December 2018 (2017: HK\$2,446,000) in relation to share options granted by the Company.

Note: The number of share and share price have been adjusted pursuant to share consolidation effective on 19 November 2018.

41. 以股份為基礎的付款 (續)

購股權計劃 (續)

於截至二零一八年十二月三十一日止年度，購股權已於二零一八年一月十八日及二零一八年十月九日獲授出。於該日授出之購股權的估計公平值為2,947,000港元及4,857,000港元。於截至二零一七年十二月三十一日止年度，購股權於二零一七年十二月二十一日獲授出。於該日授出之購股權的估計公平值為2,446,000港元。

該等公平值乃使用二項式模型計算。模型的輸入數據如下：

預期波幅乃根據本公司過往2年股價的歷史波幅釐定。模型所用之預計年期已根據管理層之最佳估計，就不可轉讓、行使限制及行為因素所造成之影響予以調整。

本集團於截至二零一八年十二月三十一日止年度就本公司授出的購股權確認總開支7,804,000港元（二零一七年：2,446,000港元）。

附註：股份數目及股份價格已根據於二零一八年十一月十九日生效之股份合併調整。

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42. STATEMENT OF FINANCIAL POSITION AND RESERVE MOVEMENT OF THE COMPANY

42. 本公司財務狀況表及儲備變動表

(a) Statement of financial position of the Company

(a) 本公司財務狀況表

		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Non-current asset	非流動資產		
Property, plant and equipment	物業、廠房及設備	150	286
Investments in subsidiaries	於附屬公司之投資	-	-
		<u>150</u>	<u>286</u>
Current assets	流動資產		
Prepayment, deposits and other receivables	預付款項、按金及應收其他賬款	586	917
Loan receivables	應收貸款	17,661	-
Bond receivables	應收債券	13,125	-
Amounts due from subsidiaries	應收附屬公司款項	140,710	148,551
Bank and cash balances	銀行及現金結餘	807	623
		<u>172,889</u>	<u>150,091</u>
Current liabilities	流動負債		
Other payables	應付其他賬款	2,332	1,575
Amount due to a subsidiary	應付附屬公司款項	517	500
Amounts due to directors	應付董事款項	1,460	-
Non-convertible bonds	不可換股債券	9,747	-
		<u>14,056</u>	<u>2,075</u>
Net current assets	流動資產淨值	<u>158,833</u>	148,016
Total assets less current liabilities	總資產減流動負債	<u>158,983</u>	148,302
Non-current liabilities	非流動負債		
Amount due to a shareholder of the Company	應付本公司股東款項	-	24,644
Convertible bond designated at FVTPL	指定按公平值計入損益之可換股債券	24,186	-
Non-convertible bonds	不可換股債券	3,000	-
		<u>27,186</u>	<u>24,644</u>
Net assets	資產淨額	<u>131,797</u>	123,658

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42. STATEMENT OF FINANCIAL POSITION AND RESERVE MOVEMENT OF THE COMPANY

(Continued)

(a) Statement of financial position of the Company

(Continued)

42. 本公司財務狀況表及儲備變動表 (續)

(a) 本公司財務狀況表 (續)

		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Capital and reserves	資本及儲備		
Share capital	股本	32,586	28,275
Reserves	儲備	99,211	95,383
TOTAL EQUITY	權益總額	131,797	123,658

Approved by the Board of Directors on 28 March 2019
and are signed on its behalf by:

於二零一九年三月二十八日獲董事會批准並由下列董事代表簽署：

Cheung Tuen Ting
張端亭

Wu Guoming
吳國明

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42. STATEMENT OF FINANCIAL POSITION AND RESERVE MOVEMENT OF THE COMPANY

(Continued)

42. 本公司財務狀況表及儲備變動表 (續)

(b) Reserve movement of the Company

(b) 本公司之儲備變動

		Capital reserve	Special reserve	Share premium	Other reserve	Translation reserve	Share option reserve	Accumulated losses	Total
		資本儲備	特別儲備	股份溢價	其他儲備	換算儲備	購股權儲備	累計虧損	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
		(note 43(b)(i))	(note 43(b)(ii))	(note 43(b)(iii))	(note 43(b)(iv))	(note 43(b)(v))	(note 41)		
		(附註43(b)(i))	(附註43(b)(ii))	(附註43(b)(iii))	(附註43(b)(iv))	(附註43(b)(v))	(附註41)		
At 1 January 2017	於二零一七年一月一日	7,640	1,971	223,502	1,909	-	-	(133,936)	101,086
Loss for the year	本年度虧損	-	-	-	-	-	-	(19,548)	(19,548)
Other comprehensive income for the year	本年度其他全面收入	-	-	-	-	6,574	-	-	6,574
Recognition of share-based payments	確認以股份為基礎的付款	-	-	-	-	-	2,446	-	2,446
Deemed capital contribution arising from non-current interest-free loan from a shareholder of the Company	本公司股東提供非即期免息貸款所產生之視作注資	-	-	-	4,825	-	-	-	4,825
At 31 December 2017	於二零一七年十二月三十一日	7,640	1,971	223,502	6,734	6,574	2,446	(153,484)	95,383
At 1 January 2018	於二零一八年一月一日	7,640	1,971	223,502	6,734	6,574	2,446	(153,484)	95,383
Loss for the year	本年度虧損	-	-	-	-	-	-	(59,851)	(59,851)
Other comprehensive income for the year	本年度其他全面收入	-	-	-	-	(7,806)	-	-	(7,806)
Forfeiture of share options granted	沒收已授出購股權	-	-	-	-	-	(542)	542	-
Issuance of shares	發行股份	-	-	62,937	-	-	-	-	62,937
Recognition of share-based payments	確認以股份為基礎的付款	-	-	-	-	-	7,804	-	7,804
Exercise of share option	行使購股權	-	-	995	-	-	(251)	-	744
At 31 December 2018	於二零一八年十二月三十一日	7,640	1,971	287,434	6,734	(1,232)	9,457	(212,793)	99,211

43. RESERVES

(a) Group

The amounts of the Group's reserves and movements therein are presented in the consolidated statement of profit or loss and other comprehensive income and consolidated statement of changes in equity.

(b) Nature and purpose of reserves

(i) Capital reserve

The capital reserve represents the difference between the nominal value of the share capital issued by the Company and the fair value allocated to the separable net assets of the subsidiaries at the date of acquisition arisen from a group reorganisation in March 2000.

(ii) Special reserve

The special reserve represents the difference between the book values of the underlying net assets of DIGITALHONGKONG.COM INC., DIGITAL COMMERCE LIMITED and Digital Hong Kong Limited at the date on which the shares of these companies were acquired by the Company together with the acquisition of a shareholder's loan of HK\$7,640,000, and the nominal amount of the Company's shares issued for the acquisition. The special reserve is available for distribution under the Companies Law (Revised) of the Cayman Islands.

43. 儲備

(a) 本集團

本集團的儲備金額及其變動於綜合損益及其他全面收益表及綜合權益變動表內呈列。

(b) 性質及儲備目的

(i) 資本儲備

資本儲備指二零零零年三月之集團重組所產生本公司所發行股本面值與附屬公司可分割資產淨額於收購日獲指定之公平值之差額。

(ii) 特別儲備

特別儲備乃指於本公司收購 DIGITALHONGKONG.COM INC.、DIGITAL COMMERCE LIMITED及數碼香港國際有限公司股份當日，該等公司基本資產賬面淨值連同所收購之股東貸款7,640,000港元，與就此項收購而發行之本公司股份面值兩者間之差額。根據開曼群島經修訂公司法，特別儲備可供分派之用。

綜合財務報表附註

Notes to the Consolidated Financial Statements

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

43. RESERVES (Continued)

(b) Nature and purpose of reserves (Continued)

(iii) Share premium

Share premium represents the amount of the excess of issue price of the Company's shares over its par value.

(iv) Other reserve

Other reserve represents deemed capital contribution arising from non-current interest-free loan from a shareholder.

(v) Translation reserve

The foreign currency translation reserve comprises all foreign exchange differences arising from the translation of the financial statements of foreign operations. The reserve is dealt with in accordance with the accounting policies set out in note 4(c)(iii) to the consolidated financial statements.

43. 儲備 (續)

(b) 性質及儲備目的 (續)

(iii) 股份溢價

股份溢價指本公司股份的發行價超過其面值的金額。

(iv) 其他儲備

其他儲備指因非流動免息股東貸款而產生之視作注資。

(v) 換算儲備

外幣換算儲備包括由於換算境外業務之財務報表所致之所有外匯差額。該儲備乃按綜合財務報表附註4(c)(iii)所載會計政策處理。

綜合財務報表附註

Notes to the Consolidated Financial Statements

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

44. NOTES TO THE CONSOLIDATED STATEMENT OF CASH FLOWS

(a) Acquisition of subsidiaries

On 6 October 2017, Dihang Energy, an indirect wholly-owned subsidiary of the Company, entered into the equity transfer agreement with 上海奢冠國際貿易有限公司 (Shanghai Sheguan International Trading Company Limited*), a related company which was owned as to 61% by and controlled by Mr. Weng, a then shareholder of the Group, and Shenzhen Energynt, pursuant to which Dihang Energy agreed to acquire the entire equity interests in Shenzhen Energynt at a nominal consideration of RMB1.

Shenzhen Energynt and its subsidiaries were principally engaged in design and construction of new energy power generation equipment, energy storage systems and power equipment, technology development, technical services and technology transfer.

On 3 January 2018, the Group had completed the acquisition of Shenzhen Energynt and was then became a 100% owned subsidiary of the Group.

There were no other acquisitions, disposal and significant investments completed during the year.

* English name is for identification purpose only.

44. 綜合現金流量表附註

(a) 收購附屬公司

於二零一七年十月六日，本公司之間接全資附屬公司帝航能源與上海奢冠國際貿易有限公司（由本集團當時之股東翁先生擁有及控制61%權益之關連公司）及深圳安捷能特訂立股權轉讓協議，據此，帝航能源同意收購深圳安捷能特之全部股權，名義代價為人民幣1元。

深圳安捷能特及其附屬公司主要從事設計及建造新能源發電設備、能源儲存系統及電力設備、技術開發、技術服務及技術轉移。

於二零一八年一月三日，本集團完成收購深圳安捷能特，深圳安捷能特其後成為本集團之全資附屬公司。

本年度概無完成其他收購、出售及重大投資。

綜合財務報表附註

Notes to the Consolidated Financial Statements

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

44. NOTES TO THE CONSOLIDATED STATEMENT OF CASH FLOWS (Continued)

(a) Acquisition of subsidiaries (Continued)

The fair value of the identifiable assets and liabilities of Shenzhen Energynt acquired are as follows:

		Shenzhen Energynt 深圳安捷能特 HK\$'000 千港元
Net assets acquired:	已收購資產淨值：	
VAT recoverable	可收回增值稅	17
Prepayments, deposits and other receivables	預付款項、按金及其他應收賬款	1,202
Cash and bank balances	現金及銀行結餘	164
Current tax asset	流動稅項資產	174
Other payables and accruals	其他應付款項及應計費用	(9,562)
Total identifiable net liabilities	可識別淨負債總額	(8,005)
Goodwill	商譽	8,005
		—
Satisfied by:	按以下方式償付：	
Cash consideration	現金代價	RMB人民幣1元
Net cash outflow arising on acquisitions:	收購事項產生之現金流出淨額：	
Cash consideration paid	已付現金代價	—
Cash and cash equivalents acquired	已收購現金及現金等額	164
		164

Acquisition-related costs of HK\$667,000 have been charged to general and administrative expenses in the consolidated income statement for the year ended 31 December 2018.

44. 綜合現金流量表附註 (續)

(a) 收購附屬公司 (續)

已收購之深圳安捷能特之可識別資產及負債公平值如下：

收購事項相關成本667,000港元已計入截至二零一八年十二月三十一日止年度之綜合收益表內之一般及行政開支。

綜合財務報表附註

Notes to the Consolidated Financial Statements

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

44. NOTES TO THE CONSOLIDATED STATEMENT OF CASH FLOWS (Continued)

(a) Acquisition of subsidiaries (Continued)

The table below illustrates the revenue on sales of copper and the loss included in the consolidated statement of profit or loss since the acquisition date contributed by the acquisition.

Revenue	收益	64,247
Loss contributed to the Group	為本集團貢獻之虧損	(1,740)

Had the acquisitions as mentioned above been effected at the beginning of the year, total amount of the revenue and loss for the year of the Group would not be materially different. Such pro-forma information is for illustrative purpose only and is not necessarily an indicator of revenue and results of operation of the Group that actually would have been achieved had the acquisition been completed at the beginning of the year, nor is it intended to be a projection of the future results.

(b) Major non-cash transaction

Imputed interest of approximately HK\$31,893,000 charged for the year ended 31 December 2018 was accrued to a non-controlling shareholder of a subsidiary and its related parties, of which HK\$14,167,000 was capitalised in construction in progress.

Deemed capital arising from non-current interest-free loan from non-controlling shareholders of a subsidiary and its related parties of approximately HK\$870,000 and HK\$904,000 were accrued to other reserves and non-controlling interests respectively.

44. 綜合現金流量表附註 (續)

(a) 收購附屬公司 (續)

下表闡述自收購日期起收購事項貢獻之銷售銅之收益及綜合損益表所載之虧損。

**Shenzhen
Energynt
深圳安捷能特**
HK\$'000
千港元

倘上述收購事項已於年初生效，則本集團之本年度收益及虧損總額將不會有重大差異。有關備考資料僅供說明用途，未必代表倘收購事項於年初完成時本集團應實際達致之收益及經營業績，亦無意作為未來業績之預測。

(b) 主要非現金交易

於截至二零一八年十二月三十一日止年度已扣除之估算利息約31,893,000港元已計提至一間附屬公司之非控股股東及其關連方，當中14,167,000港元於在建工程中資本化。

來自一間附屬公司之非控股股東及其關連方之非即期免息貸款產生之視作資本約870,000港元及904,000港元已分別於其他儲備及非控股權益中累計。

綜合財務報表附註

Notes to the Consolidated Financial Statements

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

44. NOTES TO THE CONSOLIDATED STATEMENT OF CASH FLOWS (Continued)

(c) Reconciliation of liabilities arising from financing activities

The table below details changes in the Group's liabilities arising from financing activities, including both cash and non-cash changes. Liabilities arising from financing activities are those for which cash flows were, or future cash flows will be, classified in the Group's consolidated statement of cash flows as cash flows from financing activities.

44. 綜合現金流量表附註 (續)

(c) 融資活動所產生負債之對賬

下表詳細說明本集團融資活動所產生負債之變動，包括現金及非現金變動。融資活動所產生負債指於本集團綜合現金流量表內分類為融資活動所產生之現金流量或未來現金流量之負債。

		1 January 2018 二零一八年 一月一日 HK\$'000 千港元	Cash flows 現金流量 HK\$'000 千港元	Interest expenses 利息開支 HK\$'000 千港元	Non-cash movement 非現金變動 HK\$'000 千港元	Exchange differences 匯兌差異 HK\$'000 千港元	31 December 2018 二零一八年 十二月三十一日 HK\$'000 千港元
Bank borrowings (note 33)	銀行借貸 (附註33)	6,000	16,461	(1,757)	-	(1,346)	19,358
Amount due to a shareholder of the Company (note 35)	應付本公司股東款項 (附註35)	25,355	(25,355)	-	-	-	-
Amounts due to non-controlling shareholders of a subsidiary and its related parties (note 36)	應付一間附屬公司之非控股股東及其關連方款項 (附註36)	176,704	(156,742)	-	30,119	(10,431)	39,650
Convertible bond designated at FVTPL (note 37)	指定按公平值計入損益之可換股債券 (附註37)	-	20,000	-	4,186	-	24,186
Non-convertible bonds (note 32)	不可換股債券 (附註32)	-	12,500	247	-	-	12,747
Amounts due to directors	應付董事款項	-	2,541	-	-	(436)	2,105

綜合財務報表附註

Notes to the Consolidated Financial Statements

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44. NOTES TO THE CONSOLIDATED STATEMENT OF CASH FLOWS (Continued)

44. 綜合現金流量表附註 (續)

(c) Reconciliation of liabilities arising from financing activities (Continued)

(c) 融資活動所產生負債之對賬 (續)

	1 January 2017 二零一七年 一月一日 HK\$'000 千港元	Cash flows 現金流量 HK\$'000 千港元	Interest expenses 利息開支 HK\$'000 千港元	Non-cash movement 非現金變動 HK\$'000 千港元	Exchange differences 匯兌差異 HK\$'000 千港元	31 December 2017 二零一七年 十二月三十一日 HK\$'000 千港元
Bank borrowings (note 33) 銀行借貸(附註33)	17,100	(11,700)	-	-	600	6,000
Amount due to a shareholder of the Company (note 35) 應付本公司股東款項(附註35)	9,093	18,360	1,930	(5,106)	1,078	25,355
Amounts due to non-controlling shareholders of a subsidiary and its related parties (note 36) 應付一間附屬公司之非控股股東及其關連方款項(附註36)	142,933	31,342	3,740	(8,791)	7,480	176,704
Interest on bank borrowings (note 12) 銀行借貸利息(附註12)	-	(1,398)	-	1,398	-	-

(d) Decrease of interest in a subsidiary without loss of control

(d) 於一間附屬公司之權益減少而並無失去控制權

During the year, the Group decrease the shareholding from 100% interests to 60% interest in the following subsidiaries. The effect of the decrease on the equity attributable to the owners of the Company is as follows:

於年內，本集團將其於下列附屬公司之股權由100%權益減少至60%權益。本公司擁有人應佔權益減少之影響如下：

	Heroic Sunshine Limited HK\$'000 千港元	Charmland Treasure Limited HK\$'000 千港元	Eternal Goal Limited HK\$'000 千港元	Total 總計 HK\$'000 千港元
Carrying amount of non-controlling interests disposed 已出售之非控股權益賬面值	10	15	10	35
Consideration received from non-controlling interests 自非控股權益收取之代價	-	-	-	-
Gain on disposal recognised directly in equity 直接於權益確認之出售收益	10	15	10	35

45. RESTRICTED BANK DEPOSITS

During the year ended 31 December 2018, Yichang Biaodian entered into disputes with one of its suppliers regarding the quality of work performed by such suppliers. Legal proceedings were initiated by the supplier (the "Plaintiff") and on 14 December 2018, pursuant to the application from the Plaintiff, the Court in Yichang granted an order to preserve the bank deposits of Yichang Biaodian amounted to approximately RMB478,000 (equivalent to approximately HK\$544,000) (2017: Nil).

On 13 March 2019, the Court issued civil mediation agreement which set out both the plaintiff and Yichang Biaodian agreed the repayment terms in relation to the aforesaid amount. The Company is required to repay RMB200,000 on or before 30 April 2019 and an order could be applied to unfreeze the bank accounts; and the Company is required to settle RMB2,000,000 on or before 30 September 2019 and the remaining outstanding amount on or before 30 March 2020.

All of these amounts are fully provided as liabilities of the Group.

45. 受限制銀行存款

於截至二零一八年十二月三十一日止年度，宜昌標典與其中一間供應商發生爭議，內容有關該供應商所進行之工作質素。供應商（「原告人」）已提出法律程序，於二零一八年十二月十四日，根據原告人之申請，宜昌市法院已頒令保留宜昌標典之銀行存款約人民幣478,000元（相當於約544,000港元）（二零一七年：無）。

於二零一九年三月十三日，法院發出民事調解協議，當中載列原告人及宜昌標典協定有關上述金額之償還條款。本公司須於二零一九年四月三十日或之前償還人民幣200,000元，且可申請頒令解凍銀行賬戶；及本公司須於二零一九年九月三十日或之前清償人民幣2,000,000元及於二零二零年三月三十日或之前清償餘下尚未償還金額。

所有該等金額均已全數撥備為本集團之負債。

綜合財務報表附註

Notes to the Consolidated Financial Statements

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

46. CAPITAL COMMITMENTS

The Group's capital commitments at the end of the reporting period are as follows:

		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Capital expenditure in respect of the acquisition of property, plant and equipment, development of systems and networks	與購置物業、廠房及設備與系統及網絡開發有關之資本開支		
– authorised but not contracted for	– 已授權但未訂約	–	500
– contracted but not accounted for	– 已訂約但未入賬	9,281	5,193
		9,281	5,693

46. 資本承擔

本集團於報告期末之資本承擔如下：

47. LEASE COMMITMENTS

At 31 December 2018, the total future minimum lease payments under non-cancellable operating leases are payable as follows:

		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Within one year	一年內	1,571	1,129
In the second to fifth years inclusive	第二至第五年內 (包括首尾兩年)	676	44
		2,247	1,173

47. 租賃承擔

於二零一八年十二月三十一日，根據不可撤銷經營租賃，應付之未來最低租賃付款總額如下：

Operating lease payments represent rentals payable by the Group for certain of its office properties. Leases are negotiated for terms ranged from two to three (2017: two to three) years and rentals are fixed over the lease terms and do not include contingent rentals.

經營租賃付款指本集團就其若干辦公物業應付之租金。租約商定年期介乎兩至三年（二零一七年：兩至三年），租金於租賃年期屬固定，並不包括或然租金。

綜合財務報表附註

Notes to the Consolidated Financial Statements

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48. RELATED PARTY TRANSACTIONS

(i) Related party transactions

In addition to the transactions detailed elsewhere in these financial statements, the Group had the following material transactions with related parties during the year:

		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Finance cost incurred in respect of	就以下各項產生之財務成本		
- loan from a shareholder	- 來自一名股東貸款	-	1,927
- loan from a former shareholder	- 來自一名前股東貸款	4,811	-
- loan from a non-controlling shareholder of a subsidiary and its related parties	- 來自一間附屬公司非控股股東及其關連方之貸款	31,893	16,288
Purchase of natural gas from a company controlled by non-controlling interest of a subsidiary	向一間附屬公司透過非控股權益控制之公司購買天然氣	16,550	3,827

(ii) Details of guarantees provided by related parties for non-convertible bonds and banking borrowings granted to the Group are as set out in note 32 and 33 to the consolidated financial statements respectively.

48. 關連人士交易

(i) 關連人士交易

除該等財務報表中其他地方詳述之交易外，本集團於本年度擁有以下與關連人士之重大交易：

(ii) 有關關連方就不可換股債券提供之擔保及授予本集團之銀行借貸之詳情分別載於綜合財務報表附註32及33。

綜合財務報表附註

Notes to the Consolidated Financial Statements

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

48. RELATED PARTY TRANSACTIONS (Continued)

(iii) Compensation of key management personnel

The details of remuneration of key management personnel, represents the emoluments of directors of the Company paid during the year and set out in note 16(a).

The remuneration of directors and other members of key management during the year was follows:

48. 關連人士交易 (續)

(iii) 主要管理人員之薪酬

主要管理人員之薪酬詳情指本年度已付本公司董事酬金，並載於附註16(a)。

年內董事及核心管理層其他成員之薪酬如下：

		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Short term benefits	短期福利	1,527	2,378
Share-based benefits	以股份為基礎之福利	4,429	1,653
		5,956	4,031

綜合財務報表附註

Notes to the Consolidated Financial Statements

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

49. EVENTS AFTER THE REPORTING PERIOD

- (a) On 4 January 2019, Hong Kong Global Billion Access Investments Limited, an indirect wholly-owned subsidiary of the Company, entered into the Capital Contribution Agreement with Hubei Biaodian and the Subscribers pursuant to which the Subscribers agreed to make capital contribution in the aggregate amount of RMB134,695,000 (as to RMB13,475,000 by Mr. Li, RMB67,347,500 by Yichang Platinum Port Energy Co., Ltd and RMB53,872,500 by Yichang Meiyuan Energy Co., Ltd) into Yichang Biaodian. Upon completion, the Group's interest in Yichang Biaodian will be diluted from 49% to 25%. However, it remains as a subsidiary of the Group since the Group as the Directors concluded that the Group has a sufficiently dominant voting interest to direct the relevant activities of Yichang Biaodian under the new agreements with the shareholders and therefore the Group has control over Yichang Biaodian.
- (b) On 22 February 2019, Zhejiang Anzhu, a wholly-owned subsidiary of the Company, entered into a purchasing contract with 中石化銷售有限公司 (China Petrochemical Sales Co., Ltd.*) ("China Petrochemical"), pursuant to which Zhejiang Anzhu has agreed to sell and China Petrochemical has agreed to purchase 12,000 tonnes of methanol at the consideration of RMB29,430,000. Further details regarding the transaction are set out in the Company's announcement dated 27 February 2019.

* English name is for identification purpose only.

50. CONTINGENT LIABILITIES

At 31 December 2018 and 2017, the Group did not have any other significant contingent liabilities.

51. COMPARATIVE FIGURES

Certain comparative figures have been reclassified to conform to the current year's presentation to provide a more appropriate presentation of the state of affairs of the Group.

49. 報告期後事項

- (a) 於二零一九年一月四日，本公司之間接全資附屬公司香港環球進億投資有限公司與湖北標典及認購人訂立出資協議，據此，認購人同意向宜昌標典出資總金額人民幣134,695,000元（李先生、宜昌地鉑港能源有限公司及宜昌美岩能源有限公司分別出資人民幣13,475,000元、人民幣67,347,500元及人民幣53,872,500元）。於完成後，本集團於宜昌標典之權益將由49%攤薄至25%。然而，其仍為本集團之附屬公司，原因為董事之結論為根據與股東訂立之新協議，本集團擁有足夠主導投票權益以指示宜昌標典之相關活動，因此，本集團對宜昌標典擁有控制權。
- (b) 於二零一九年二月二十二日，本公司之全資附屬公司浙江安鑄與中石化銷售有限公司（「中石化銷售」）訂立購買合約，據此，浙江安鑄已同意出售，而中石化銷售已同意以代價人民幣29,430,000元購買12,000噸甲醇。有關交易之進一步詳情載於本公司日期為二零一九年二月二十七日之公佈。

50. 或然負債

於二零一八年及二零一七年十二月三十一日，本集團並無任何其他重大或然負債。

51. 比較數字

若干比較數字已重新分類，以符合本年度之呈列方式，從而更適當呈列本集團之事務狀況。

五年財務概要

Five-Year Financial Summary

The following is a summary of the consolidated results and the assets, liabilities and non-controlling interests of the Group for the last five financial years.

以下為本集團於過去五個財政年度之綜合業績及資產、負債及非控股權益概要。

		Year ended 31 December					Year ended 30 June
		截至十二月三十一日止年度					截至六月 三十日 止年度
		2018	2017	2016	2015	2014	2014
		二零一八年	二零一七年	二零一六年	二零一五年	二零一四年	二零一四年
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元
RESULTS	業績						
Revenue	收益	108,737	50,385	36,379	217,068	25,865	3,792
Cost of sales	銷售成本	(102,723)	(47,701)	(35,341)	(216,775)	(24,887)	-
Gross profit	毛利	6,014	2,684	1,038	293	978	3,792
Other income	其他收入	2,241	315	38	105	26	42
Other gains and losses	其他收益及虧損	(472)	707	(374)	-	-	-
Loss on fair value change on convertible bond designated at fair value through profit or loss ("FVTPL")	指定按公平值計入損益之可換股債券之公平值變動虧損	(4,186)	-	-	-	-	-
Selling and distribution cost	銷售及分銷成本	(24,046)	(13,165)	(13,068)	(2,881)	(92)	(210)
General and administrative expenses	一般及行政支出	(44,258)	(26,788)	(28,369)	(78,972)	(11,483)	(5,679)
Finance cost	財務成本	(25,697)	(5,670)	(39)	-	-	-
Loss before taxation	除稅前虧損	(90,404)	(41,917)	(40,774)	(81,455)	(10,571)	(2,055)
Income tax credit	所得稅抵免	1,973	1,919	1,585	-	-	-
Loss for the year/period	年/期內虧損	(88,431)	(39,998)	(39,189)	(81,455)	(10,571)	(2,055)
Loss for the year attributable to: Owners of the Company	以下人士應佔年內虧損: 本公司擁有人	(70,595)	(33,225)	(33,224)	(81,455)	(10,571)	(2,055)
Non-controlling interest	非控股權益	(17,836)	(6,773)	(5,965)	-	-	-
Loss for the year/period	年/期內虧損	(88,431)	(39,998)	(39,189)	(81,455)	(10,571)	(2,055)
		As at 31 December					At 30 June
		於十二月三十一日					於六月三十日
		2018	2017	2016	2015	2014	2014
		二零一八年	二零一七年	二零一六年	二零一五年	二零一四年	二零一四年
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元
ASSETS AND LIABILITIES	資產及負債						
Non-current assets	非流動資產	488,312	516,382	457,038	57,275	3,446	-
Current assets	流動資產	65,605	17,124	25,695	26,486	34,758	4,717
Current liabilities	流動負債	(61,903)	(51,169)	(53,765)	(3,244)	(1,063)	(1,105)
Non-current liabilities	非流動負債	(134,599)	(261,230)	(206,611)	-	-	-
TOTAL EQUITY	權益總額	357,415	221,107	222,357	80,517	37,141	3,612

