



冠力國際有限公司
Softpower International Limited

(於百慕達註冊成立之有限公司)
(Incorporated in Bermuda with limited liability)

股份代號：00380 Stock code: 00380

2018
SPI
ANNUAL REPORT
年報

Contents

目錄

- 2** Corporate Information
公司資料
- 5** Chairman’s Statement
主席報告
- 7** Mission and Strategy
使命及策略
- 8** Management Discussion and Analysis
管理層討論及分析
- 12** Biographical Details of Directors and Senior Management
董事及高級管理人員之履歷
- 17** Corporate Governance Report
企業管治報告
- 35** Report of the Directors
董事會報告
- 54** Independent Auditor’s Report
獨立核數師報告
- 63** Consolidated Income Statement
綜合收益表
- 64** Consolidated Statement of Comprehensive Income
綜合全面收益表
- 65** Consolidated Statement of Financial Position
綜合財務狀況表
- 67** Consolidated Statement of Changes in Equity
綜合權益變動表
- 69** Consolidated Statement of Cash Flows
綜合現金流量表
- 70** Notes to the Consolidated Financial Statements
綜合財務報表附註
- 164** Five-Year Financial Summary
五年財務概要



Corporate Information

公司資料

BOARD OF DIRECTORS

Executive Directors

Mr. Lai Fulin (*Chairman*)
Mr. Yu Ben Ansheng (*Chief Executive Officer*)

Independent Non-executive Directors

Mr. Wong Yee Shuen, Wilson
Mr. Chen Wei Wen
Mr. Guan Zhiqiang

AUDIT COMMITTEE

Mr. Wong Yee Shuen, Wilson (*Chairman*)
Mr. Chen Wei Wen
Mr. Guan Zhiqiang

REMUNERATION COMMITTEE

Mr. Guan Zhiqiang (*Chairman*)
Mr. Chen Wei Wen
Mr. Lai Fulin

NOMINATION COMMITTEE

Mr. Lai Fulin (*Chairman*)
Mr. Chen Wei Wen
Mr. Guan Zhiqiang

COMPANY SECRETARY

Mr. Cheng Siu Kwan

INDEPENDENT AUDITOR

PricewaterhouseCoopers
22/F, Prince's Building
Central, Hong Kong

PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

Estera Management (Bermuda) Limited
Canon's Court
22 Victoria Street
Hamilton HM 12
Bermuda

董事會

執行董事

賴福麟先生 (*主席*)
俞安生先生 (*首席執行官*)

獨立非執行董事

黃以信先生
陳偉文先生
管志強先生

審核委員會

黃以信先生 (*主席*)
陳偉文先生
管志強先生

薪酬委員會

管志強先生 (*主席*)
陳偉文先生
賴福麟先生

提名委員會

賴福麟先生 (*主席*)
陳偉文先生
管志強先生

公司秘書

鄭少群先生

獨立核數師

羅兵咸永道會計師事務所
香港中環
太子大廈二十二樓

主要股份過戶登記處

Estera Management (Bermuda) Limited
Canon's Court
22 Victoria Street
Hamilton HM 12
Bermuda

HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

Computershare Hong Kong Investor Services Limited
Shops 1712–1716
17th Floor, Hopewell Centre
183 Queen's Road East
Wanchai, Hong Kong

PRINCIPAL BANKERS

Bank of China (Hong Kong) Limited
Industrial and Commercial Bank of China (Asia) Limited
Shanghai Commercial Bank Limited
DBS Bank (Hong Kong) Limited
The Hongkong and Shanghai Banking Corporation Limited
Bank SinoPac, Hong Kong Branch
East West Bank, Hong Kong Branch
The Bank of East Asia, Limited
Dah Sing Bank, Limited
Standard Chartered Bank (Hong Kong) Limited
Chong Hing Bank Limited
Chiyu Banking Corporation Limited

REGISTERED OFFICE

Canon's Court
22 Victoria Street
Hamilton HM 12
Bermuda

HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS

12th Floor, Phase I, Austin Tower
22–26A Austin Avenue
Tsim Sha Tsui, Kowloon
Hong Kong
Tel: (852) 2728 7237
Fax: (852) 2387 2999

香港股份過戶登記分處

香港中央證券登記有限公司
香港灣仔
皇后大道東 183 號
合和中心 17 樓
1712–1716 號舖

主要往來銀行

中國銀行(香港)有限公司
中國工商銀行(亞洲)有限公司
上海商業銀行有限公司
星展銀行(香港)有限公司
香港上海滙豐銀行有限公司
永豐商業銀行股份有限公司(香港分行)
華美銀行(香港分行)
東亞銀行有限公司
大新銀行有限公司
渣打銀行(香港)有限公司
創興銀行有限公司
集友銀行有限公司

註冊辦事處

Canon's Court
22 Victoria Street
Hamilton HM 12
Bermuda

總辦事處及主要營業地點

香港九龍
尖沙咀
柯士甸路 22–26 號 A
好兆年行第一期 12 樓
電話：(852) 2728 7237
傳真：(852) 2387 2999

Corporate Information

公司資料

OTHER PLACES OF BUSINESS

HONG KONG AND MACAU

Retail shops

G/F, 687 Shanghai Street
Mongkok, Kowloon
Hong Kong
Tel: (852) 2395 0181
Fax: (852) 2787 3421

G/F, Tak Fam Building
18 Tak Wah Street
Tsuen Wan, New Territories
Hong Kong
Tel: (852) 2473 3660
Fax: (852) 2442 2766

G/F, 102 Thomson Road
Wanchai, Hong Kong
Tel: (852) 2866 6001
Fax: (852) 2866 6339

Rua Da Ribeira Do Patane No. 13
Macau
Tel: (853) 2855 3693
Fax: (853) 2895 1020

Warehouse

Sections M and N of Lot 3719 in DD104
Yuen Long, New Territories
Hong Kong
Tel: (852) 2471 9048
Fax: (852) 2482 1298

WEBSITE

<http://www.softpower.hk>

其他營業地點

香港及澳門

門市

香港
九龍旺角
上海街687號地下
電話：(852) 2395 0181
傳真：(852) 2787 3421

香港
新界荃灣
德華街18號
德範大廈地下
電話：(852) 2473 3660
傳真：(852) 2442 2766

香港
灣仔譚臣道102號地下
電話：(852) 2866 6001
傳真：(852) 2866 6339

澳門
沙梨頭海邊街13號泉寧樓地下
電話：(853) 2855 3693
傳真：(853) 2895 1020

貨倉

香港
新界元朗錦綉花園貨倉
泰園路地段 104 Lot 3719 M及N段
電話：(852) 2471 9048
傳真：(852) 2482 1298

網址

<http://www.softpower.hk>

Dear Shareholders,

I am pleased to present my first Chairman's statement to our shareholders the annual report of Softpower International Limited (the "Company") and its subsidiaries (collectively the "Group") for the year ended 31 December 2018, having assumed the role of Chairman on 30 March 2018.

FINANCIAL RESULTS

The Group's revenue for the year ended 31 December 2018 decreased by 17.3% to HK\$538.2 million (2017: HK\$650.5 million). The gross profit margin was approximately 27.4% for the year ended 31 December 2018 (2017: 32.2%). The profit attributable to equity shareholders was HK\$26.0 million for the year under review (2017: HK\$74.9 million), representing a decrease of approximately 65.3% over last year. Basic earnings per share was HK1.95 cents (2017: HK5.62 cents).

FINAL DIVIDEND

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

BUSINESS REVIEW

2018 was a challenging year. As mentioned in 2018 interim results, we encountered supply shortage and other factory issues. The supply of ductile iron pipes was affected by the PRC factories temporarily stopping production even though we had increased the stock level towards the end of 2017. This shortage delayed our delivery of products to fulfill our customers' needs. Against this backdrop, the Group's revenue and performance were affected.

For the year ended 31 December 2018, the Group recorded a decrease of 17.3% in revenue of approximately HK\$538.2 million (2017: HK\$650.5 million). We enjoyed strong growth in the preceding years from the infrastructure projects such as MTRC Express Rail Link projects in Hong Kong and Hong Kong-Zhuhai-Macao Bridge Hong Kong Boundary Crossing Facilities projects. As most of the large infrastructure projects in Hong Kong have recently been completed, our revenue returned to a normal level. Though our performance was not as strong as last year, we still achieved satisfactory results during the year under review.

各位股東：

本人欣然向股東提呈本人於二零一八年三月三十日起擔任主席後的第一份主席報告，冠力國際有限公司（「本公司」）及其附屬公司（統稱「本集團」）截至二零一八年十二月三十一日止年度之年報。

財務業績

本集團截至二零一八年十二月三十一日止年度之收入，減少17.3%至538,200,000港元（二零一七年：650,500,000港元）。截至二零一八年十二月三十一日止年度毛利率為27.4%（二零一七年：32.2%）。回顧期內股東應佔溢利為26,000,000港元（二零一七年：74,900,000港元），較去年下跌約65.3%。每股基本盈利約為1.95港仙（二零一七年：5.62港仙）。

末期股息

本公司董事會不建議派付截至二零一八年十二月三十一日止年度之末期股息（二零一七年：無）。

業務回顧

二零一八年是充滿挑戰的一年。正如二零一八年中報業績所說，我們面對着供應短缺和其他工廠的問題。儘管我們在二零一七年後期增加了庫存水平，但中國工廠暫時停止生產仍然影響了球墨鑄鐵管的供應。缺貨延遲了我們的產品付運以滿足客戶的需求。在此情況下，本集團的收入及表現受到了影響。

截至二零一八年十二月三十一日止年度，本集團錄得收入約538,200,000港元，減少17.3%（二零一七年：650,500,000港元）。在前幾年，我們受惠於香港地鐵的高速鐵路項目和港珠澳大橋香港過境設施項目等基礎設施，得到強勁的增長。由於大部分香港大型基建項目最近已完成，我們的收入已回到以往正常水平。雖然我們的表現並不如去年一樣強勁，但我們在回顧年度內仍取得了令人滿意的成績。

Chairman's Statement

主席報告

Notwithstanding the challenges faced by the Group, we will continue to review our business strategies and adopt measures to improve our operational efficiency in order to minimize inventory holding costs. In addition, it is our commitment to provide high quality products and reliable customer services to our customers.

FUTURE PROSPECTS

Going forward, the Group will focus on its core business of supplying pipes and fittings in Hong Kong and Macau. As our main operating subsidiary, Bun Kee (International) Limited has been established in Hong Kong over 70 years, we have accumulated extensive experience and a solid position in supplying of pipes and fittings. We will remain focused on managing operating costs and improving operational efficiencies.

As supported by Hong Kong Government's aim to supply more public housing in the coming years, the prospects of construction industry in Hong Kong remain positive. As such, this will drive the solid demand of our pipes and fittings products. We remain cautiously optimistic about the future prospects of the Group and our core business.

APPRECIATION

In closing, I would like to take this opportunity to express my deepest thanks to our shareholders, customers, suppliers and banks for their continuous support. I would also like to thank our Directors, management team and employees for their commendable efforts and valuable contribution to the Group over the years. Your dedicated support is the driving force behind our achievements.

Lai Fulin
Chairman

Hong Kong, 25 March 2019

儘管本集團面臨挑戰，我們仍會繼續檢討我們的業務策略，並採取措施提高營運效率，以盡量減低庫存存置成本。此外，我們致力於為客戶提供高質量的產品和可靠的客戶服務。

未來前景

展望未來，本集團將專注於香港及澳門供應管道及管件的核心業務。我們的主要營運附屬公司—彬記(國際)有限公司，已在香港紮根超過七十年，在管道及管件供應方面累積了豐富的經驗和穩固的地位。我們將繼續專注於管理營運成本及提高營運效率。

在未來幾年香港政府的目標是要提供更多公共房屋，在這方面的支持下，香港建築業的前景仍然樂觀。由此這將推動對我們的管道和管件產品的穩固需求。我們對本集團的核心業務及未來前景方仍保持謹慎樂觀。

致謝

最後，本人謹藉此機會對一直以來支持我們的各位股東、客戶、供應商及銀行，表達最深切的謝意。本人亦要感謝董事、管理團隊和員工對本集團多年來作出值得讚揚的努力及寶貴的貢獻。你們忠誠的支持是我們成果背後的推動力。

主席
賴福麟

香港，二零一九年三月二十五日

Mission and Strategy

使命及策略

The business of the Group was commenced in 1949 as a pipe's retail shop. Now the Group has developed into a sizeable company and become a listed company in the main board of The Stock Exchange of Hong Kong Limited on 21 December 2000. We root in Hong Kong 70 years and are the mainstay of the industry.

The principal business of the Group is the importing and selling of a comprehensive range of pipes, fittings and other related accessories of different materials, applications and brand names in Hong Kong by Bun Kee (International) Limited ("Bun Kee"). Sales of the Group's products are conducted either by wholesale or retail sale. We offer quality goods storage and logistic services for local main contractors and landlords. Throughout the years, the Group has supplied quality piping materials to many landmark projects in Hong Kong, Macau and Mainland China.

The mission of the Group is to provide high quality products to the customers and serve with value-added and excellent customer services.

In attaining the above, we provide "one-stop-shop" platform that provides high quality and a variety of pipes and fittings that readily available to our customers in ways that meet their needs and exceed their expectations.

Whenever you think pipes and fittings, think Bun Kee.

本集團於一九四九年以管材零售店開始其業務。本集團現已發展成為一間具規模企業，並於二零零零年十二月二十一日成為香港聯合交易所有限公司的主板上市公司。我們紮根香港七十年，為業界的中流砥柱。

本集團的主要業務，由彬記(國際)有限公司(「彬記」)於香港進口及銷售不同材料、用途及品牌的各種管道、管件及其他相關配件。本集團的產品以批發或零售方式從事銷售，並為本地主要承建商及業主提供優質的儲貨備運服務。多年來，本集團已向香港、澳門及中國內地的多個地標項目供應優質管材。

本集團的使命是為客戶提供高品質的產品，提供具增值和優質的客戶服務。

我們提供「一站式」的平台，以供應優質及各式各樣管道和管件，一應俱全供應給我們的客戶，以滿足他們的需求，並超出他們所想的，以實現我們的使命。

無論何時您想起管道及管件，就想到彬記。

Management Discussion and Analysis

管理層討論及分析

BUSINESS OVERVIEW AND FINANCIAL PERFORMANCE

The Group is a leading provider to the construction sector offering a wide range of pipe (including copper tube, stainless steel and steel pipes) related products, fittings, comprehensive services and solutions to the contractors, designers, consultants and government agencies in Hong Kong and Macau.

The Group's core business mainly operated through our flagship subsidiary, Bun Kee (International) Limited, a well-established company with a long history. Starting from a small retail shop, we grew up to a company listed in Hong Kong. We have become one-stop supplier of a comprehensive range of pipes and fittings. The Group has built a good reputation for the pipes and fittings business in Hong Kong and Macau. We have established a stable major customer base and suppliers over the years.

The Group faced a challenging environment in 2018 due to the unfavorable market conditions as well as the intense competition in the market. In our last annual report, we mentioned the business challenges that the Group would have to contend during 2018 such as rising staff costs, increasing material costs and maintaining quality of products. After a stellar performance in 2017, our revenue and profit were affected by the moderating sales in 2018. The Group's revenue amounted to HK\$538.2 million (2017: HK\$650.5 million), representing a decrease of 17.3%. The profit attributable to equity shareholders was HK\$26.0 million for the year ended 31 December 2018 (2017: HK\$74.9 million), representing a decrease of 65.3%.

Apart from focusing on our core business in Hong Kong, as reported in previous reports, we have been seeking opportunities to diversify our business. In August 2018, the Group acquired a 66.7% shareholding interest in 貴州中冠新能源有限公司 (Guizhou Zhongguan New Energy Limited*) which is engaged in biomass pellets fuel products business. These biomass pellets are relatively cleaner fuel than other traditional fuel such as coal. The acquisition enables the Group to explore new business opportunity in the field of biomass pellets fuel. This was a newly start-up company and we acquired the equity interests through a capital injection of RMB10,000,000. This new subsidiary was in its initial stage of development and the turnover contribution was insignificant in 2018.

* For identification purpose only

業務回顧及財務表現

本集團主要為香港及澳門之承建商、設計師、顧問及政府機構提供各類型管道(包括銅管、不銹鋼管和鋼管等)相關產品、配件，全面的服務和解決方案，於建築行業處於領導地位。

本集團核心業務主要透過我們的旗艦子公司彬記(國際)有限公司(一間歷史悠久的知名公司)經營。從一家零售小店開始，我們已發展為一間在香港上市的公司。我們已經成為全方位的管道和管件的一站式供應商。本集團在香港及澳門於管道及管件已建立了良好的信譽。多年來我們建立了穩定的主要客戶群和供應商。

由於不利的市場環境以及市場的激烈競爭，本集團於二零一八年面臨充滿挑戰的環境。在我們的上一份年報中，我們提到了集團在二零一八年必須應付的業務挑戰，例如員工成本的不斷上漲，材料成本的增加以及維持產品的質量。經過二零一七年出色的表現後，我們的收入及溢利受到二零一八年銷售放緩的影響。本集團的收入為538,200,000港元(二零一七年：650,500,000港元)，下降17.3%。截至二零一八年十二月三十一日止年度，股東應佔溢利為26,000,000港元(二零一七年：74,900,000港元)，減幅為65.3%。

除了專注於我們在香港的核心業務外，正如之前的報告所述，我們一直在尋求機會，使我們的業務多元化。於二零一八年八月，本集團收購貴州中冠新能源有限公司66.7%股權，該公司從事生物質顆粒燃料產品業務。這些生物質顆粒相對較其他傳統燃料(如煤炭)清潔的燃料。此項收購使本集團能夠探索生物質顆粒燃料領域的新商機。這是一家新成立的公司，我們通過注資人民幣10,000,000元收購了其權益。這間新的附屬公司仍處於初期發展階段，營業額貢獻於二零一八年並不顯著。

Management Discussion and Analysis

管理層討論及分析

The Group's selling and distribution costs amounted to approximately HK\$20.8 million in 2018 (2017: HK\$23.5 million), a decrease of about 11.5% year-on-year. The decrease was mainly attributable to the decrease in transportation costs, consultancy fees and sales commission. The Group's general and administrative expenses amounted to approximately HK\$113.0 million in 2018 (2017: HK\$112.0 million), representing a slight increase of about 0.9% year-on-year. Such an increase was primarily attributable to the increase in rental, professional fees and depreciation and partially offset by the decrease in employee benefits expenses.

In 2018, other net gains were about HK\$4.3 million (2017: HK\$2.6 million). The increase was mainly attributable to the reversal of provision for customer claim during the year. Finance income, mainly interest income from a loan to a related party, was fairly stable as compared to last year. Finance costs also decreased mainly attributed to the early settlement of trust receipt loans. As finance income outpaced costs, we recorded net finance income of HK\$8.1 million (2017: HK\$8.1 million).

OUTLOOK

The Group is mindful of the challenges we face in the ever-changing market environment. In order to drive our growth of revenue and profit, we will continue to strengthen our overall competitiveness and extend our leading position in our core business.

LIQUIDITY AND CAPITAL RESOURCES ANALYSIS

As at 31 December 2018, the cash and bank balances of the Group were approximately HK\$161.1 million (2017: HK\$183.6 million) including pledged bank deposits of HK\$31.0 million (2017: HK\$37.0 million). Basically the Group's working capital requirement has been financed by its internal resources. The funds generated from operations and the available banking facilities will enable the Group to meet its future working capital requirements.

As at 31 December 2018, the Group had aggregate banking facilities for trade finance of approximately HK\$265.7 million (2017: HK\$289.2 million), approximately HK\$62.8 million (2017: HK\$88.3 million) was utilized. The Group's total borrowings stood at approximately HK\$57.4 million (2017: HK\$70.5 million), the entire amount of borrowings for both years end will mature within one year.

本集團的銷售及分銷成本於二零一八年為20,800,000港元(二零一七年: 23,500,000港元),較去年減少11.5%,其減少主要是由於運輸費、顧問費及銷售佣金的減少所致。本集團的一般及行政費用於二零一八年為113,000,000港元(二零一七年: 112,000,000港元),較去年輕微增加0.9%。增加的主要原因是租金、專業費及折舊的費用增加及其部份被員工福利開支減少抵銷所致。

於二零一八年,其他淨收益約為4,300,000港元(二零一七年: 2,600,000港元)。增加主要是由於年內客戶補償撥備回撥。財務收入,主要是向關聯方貸款的利息收入,與去年相若。財務費用亦減少,主要是由於提早償還貿易信託收據貸款所致。然而,由於財務收入高於費用,我們錄得淨財務收入為8,100,000港元(二零一七年: 8,100,000港元)。

前景

本集團清楚明白我們在不斷變化的市場環境中所面對的挑戰。為了推動我們的收入和利潤增長,我們將繼續加強我們的整體競爭力,並擴大我們在核心業務中的領先地位。

流動資金及財務資源分析

於二零一八年十二月三十一日,本集團之現金及銀行結餘約為161,100,000港元(二零一七年: 183,600,000港元)包括抵押銀行之存款約為31,000,000港元(二零一七年: 37,000,000港元)。基本上,本集團所需之營運資金來自內部資源。本集團相信由營運產生之資金及可用之銀行融資額度,足以應付本集團日後之流動資金需求。

於二零一八年十二月三十一日,本集團之貿易融資的銀行額度合共約265,700,000港元(二零一七年: 289,200,000港元),已動用之銀行融資額度約為62,800,000港元(二零一七年: 88,300,000港元)。本集團的借貸總額約為57,400,000港元(二零一七年: 70,500,000港元),兩個年末之借貸全數將於一年內到期。

Management Discussion and Analysis

管理層討論及分析

The entire amount of borrowings outstanding as at 31 December 2018 was approximately HK\$57.4 million (2017: HK\$70.5 million). 20% (2017: 26%) and 80% (2017: 74%) of borrowings were subject to floating and fixed rates respectively.

The gearing ratio as measured by total bank borrowings to total equity was approximately 10.6% as at 31 December 2018 (2017: 13.8%).

As at 31 December 2017 and 2018, the entire amount of the Group's borrowings was denominated in Hong Kong dollars.

The Group conducts its business transactions mainly in Hong Kong dollar, Macau Pataca, Renminbi and United States dollar. In order to manage foreign exchange risk, the Group has been closely monitoring its foreign currency exposure and will arrange for any hedging facilities if necessary.

CHARGE ON ASSETS

As at 31 December 2018, certain bank deposits and certificate of deposit held by subsidiaries of the Group with aggregate carrying amounts of approximately HK\$31.0 million (2017: HK\$37.0 million) and HK\$10.0 million (2017: HK\$10.0 million) respectively were pledged to banks for banking facilities.

CONTINGENT LIABILITIES

The Group did not have any significant contingent liabilities as at 31 December 2017 and 2018.

COMMITMENTS

As at 31 December 2018, the Group had outstanding commitments in respect of future minimum lease payments under non-cancellable lease of approximately HK\$188.6 million (2017: HK\$213.1 million).

As at 31 December 2018, the Group did not have any outstanding commitments in respect of acquisition of motor vehicles (2017: HK\$1.2 million).

於二零一八年十二月三十一日，未償還借貸全數約為57,400,000港元(二零一七年：70,500,000港元)。20%(二零一七年：26%)及80%(二零一七年：74%)的借貸分別以浮動及固定利率計息。

於二零一八年十二月三十一日，按銀行借貸總額相對於總權益計算的資產負債比率約為10.6%(二零一七年：13.8%)。

於二零一七年及二零一八年十二月三十一日，本集團借貸總額全數以港元結算。

本集團之業務交易主要以港元、澳門幣、人民幣及美元結算。為管理外匯風險，本集團一直密切監控外幣風險，並在需要時作出對沖安排。

資產押記

於二零一八年十二月三十一日，由本集團之附屬公司持有之若干銀行存款及存款證分別賬面總值約為31,000,000港元(二零一七年：37,000,000港元)及約為10,000,000港元(二零一七年：10,000,000港元)已抵押予銀行以取得銀行融資額度。

或然負債

於二零一七年及二零一八年十二月三十一日，本集團並無任何重大或然負債。

承擔

於二零一八年十二月三十一日，本集團於不可撤銷經營租賃項下未來最低租賃付款的未償還承擔約為188,600,000港元(二零一七年：213,100,000港元)。

於二零一八年十二月三十一日，本集團沒有就購置汽車有任何的未償還承擔(二零一七年：1,200,000港元)。

STAFF AND REMUNERATION POLICY

As at 31 December 2018, the Group employed a total of 186 employees (2017: 177). Total employee benefit expenses for the year ended 31 December 2018 was approximately HK\$72.3 million (2017: HK\$80.2 million).

Remuneration policy is reviewed annually and certain staff members are entitled to sales commission. In addition to the basic salaries and contributions to the mandatory provident fund, the Group also pays discretionary bonus and provides staff with other benefits including medical scheme to the employees in Hong Kong. The Group contributes to an employee pension scheme established by the PRC Government which undertakes to assume the retirement benefit obligations of all existing and future retired employees of the Group in Mainland China. The Group adopted a share option scheme for the purpose of providing incentives and rewards to motivate the eligible directors and employees of the Group in recognition of their contributions to the Group.

員工及薪酬政策

於二零一八年十二月三十一日，本集團共僱用186名員工（二零一七年：177名），截至二零一八年十二月三十一日止年度，員工福利開支共約72,300,000港元（二零一七年：80,200,000港元）。

薪酬政策每年檢討一次，部份員工享有銷售佣金收入。香港員工除了享有基本薪金及強積金供款外，本集團亦發放酌情花紅並提供醫療計劃等其他福利。本集團向一項由中國政府所設立的僱員退休金計劃供款，該退休金計劃承諾承擔為本集團現時及未來在中國內地的退休員工提供退休福利的責任。本集團設有一項購股權計劃，以向本集團合資格董事及僱員提供獎勵及報酬，以表揚其對本集團作出之貢獻。

Biographical Details of Directors and Senior Management

董事及高級管理人員之履歷

EXECUTIVE DIRECTOR

Mr. Lai Fulin, aged 53, acted as an Executive Director of the Company from October 2009 to May 2017 and continued to sit on the senior management team of the Group thereafter. Mr. Lai rejoined the Board as an Executive Director of the Company on 27 November 2017 and was appointed as the Chairman of the Board with effect from 30 March 2018. He is also a member of the Chairman of Nomination Committee and a member of Remuneration Committee of the Company. In addition, Mr. Lai is the Head of Production & Purchasing of the Group and holds directorships in certain subsidiaries of the Company. Mr. Lai has over 20 years of experience in the banking sector, investment management and general management of companies in China. Mr. Lai worked in the Bank of China in Shenzhen from 1986 to 2001. From 1995 to 2001, he was the deputy general manager of a subsidiary of Bank of China dealing with businesses in the securities industry. During the period from 2002 to 2008, Mr. Lai was the general manager of 深圳市華奧冠力科技實業有限公司 (Shenzhen Huaao Guanli Technologies Company Limited*). Mr. Lai holds a certificate of graduation in Chinese Language from 深圳教育學院 (Shenzhen Institute of Education*).

Mr. Lai is the younger brother of Mr. Lai Guanglin, the controlling shareholder of the Company.

* For identification purpose only

Mr. Yu Ben Ansheng, aged 54 was appointed as Executive Director and Chief Executive Officer of the Company in May 2009. Mr. Yu is responsible for managing overall daily operations of the Group and the implementation of the Group's development strategies.

Mr. Yu has over 20 years of experience in investment management, investment banking and general management of listed companies. Mr. Yu began his career at Mackenzie Financial Corporation in Toronto, Canada as an investment analyst in 1989 and since then, he has served several major financial corporations including J.P. Morgan, Deutsche Bank and CITIC Capital. In addition to his vast investment banking and management experience, Mr. Yu has also managed listed companies such as New World Cyberbase Limited and Asia Logistics Holdings Limited in Hong Kong. During his past career, Mr. Yu has focused on direct investment and mergers and acquisitions activities in sectors including construction materials, infrastructure, energy, technologies, media and financial services.

執行董事

賴福麟先生，53歲，於二零零九年十月至二零一七年五月期間曾出任本公司之執行董事，並於其後繼續留任於本集團之高級管理人員團隊。賴先生於二零一七年十一月二十七日再次加入董事會為本公司執行董事，並於二零一八年三月三十日獲委任為董事會主席。彼亦為本公司提名委員會主席及薪酬委員會成員。此外，賴先生是本集團生產及採購部總監及擔任本公司若干附屬公司之董事。賴先生在國內的銀行業、投資管理及企業管理方面累積逾二十年經驗。賴先生於一九八六年至二零零一年期間任職於中國銀行深圳市分行。於一九九五年至二零零一年期間，彼曾出任中國銀行屬下之證券公司副總經理一職。於二零零二年至二零零八年期間，賴先生出任深圳市華奧冠力科技實業有限公司總經理一職。賴先生持有深圳教育學院中文科大專畢業證書。

賴先生乃本公司之控股股東Lai Guanglin先生之胞弟。

俞安生先生，54歲，於二零零九年五月獲委任為本公司執行董事兼首席執行官。俞先生負責管理本集團整體日常運作及執行本集團的發展策略。

俞先生在投資管理、投資銀行及上市公司管理方面累積逾20年經驗。俞先生於一九八九年加入加拿大多倫多Mackenzie Financial Corporation，開始投資分析師之職業生涯。此後，彼曾服務於摩根大通、德意志銀行及中信資本等多間主要金融機構。除在投資銀行及資產管理方面累積豐富之經驗外，俞先生亦曾管理新世界數碼基地有限公司及亞洲物流控股有限公司等若干香港上市公司。於過往職業生涯中，俞先生專注於建材、基礎設施、能源、科技、傳媒及金融服務等行業之直接投資及併購活動。

Biographical Details of Directors and Senior Management

董事及高級管理人員之履歷

Mr. Yu holds a Bachelor of Arts degree in English Literature from the Beijing Foreign Studies University, a Master of arts degree in Education from the University of Toronto and a master's degree in business administration from the University of Western Ontario, Canada.

Mr. Yu is a director of King Jade Holdings Limited, a substantial shareholder of the Company which has an interest in the shares of the Company that is required to be disclosed under Part XV of the Securities and Futures Ordinance.

俞先生持有北京外國語大學英國文學學士學位、多倫多大學教育學碩士學位及加拿大西安大略大學工商管理碩士學位。

俞先生現為本公司的主要股東King Jade Holdings Limited之董事。該公司根據《證券及期貨條例》第XV部須向本公司披露其擁有本公司股份的權益。

INDEPENDENT NON-EXECUTIVE DIRECTOR

Mr. Wong Yee Shuen, Wilson, aged 51, was appointed as Independent Non-executive Director of the Company in February 2009. He is also the Chairman of the Audit Committee of the Company. Mr. Wong is a fellow member of the Hong Kong Institute of Certified Public Accountants and member of Australia CPA and Australian Institute of Banking and Finance. He holds a master of commerce degree, specializing in banking and finance from the University of New South Wales. With more than 20 years of experience in PricewaterhouseCoopers and Ernst and Young, Mr. Wong specializes in the area of auditing banks and listed companies. Mr. Wong is currently the chief financial officer of China Animation Characters Company Limited (Stock code: 1566, a company listed on The Stock Exchange of Hong Kong Limited "HKSE"). He served as independent non-executive director of Ping An Securities Group (Holdings) Limited (Stock code: 231, a company listed on HKSE) from 17 November 2015 to 1 December 2017. Mr. Wong has been appointed as an independent non-executive director of PT International Development Corporation Limited (Stock code: 372, a company listed on HKSE) on 6 November 2017.

Mr. Chen Wei Wen, aged 50, was appointed as Independent Non-executive Director of the Company in April 2010. He is also a member of the Audit Committee, Nomination Committee and Remuneration Committee of the Company. Mr. Chen holds a Bachelor of Business (Accounting) from Monash University, Australia. Mr. Chen worked as a general manager of Guangzhou Futian Trading Company Ltd (廣州市富添貿易有限公司) from 1997 to 2005. Since November 2004, Mr. Chen was appointed as chief operating officer of Guangzhou Kanxin Polymer Technology Co., Ltd (廣州市康心高分子科技有限公司) which is an affiliated company of Guangzhou Futian Trading Company Ltd (廣州市富添貿易有限公司). Mr. Chen was also appointed as director and general manager of Fuda Enterprises Limited (富而達企業有限公司) since February 1998.

獨立非執行董事

黃以信先生，51歲，於二零零九年二月獲委任為本公司之獨立非執行董事。彼亦為本公司審核委員會主席。黃先生為香港會計師公會資深成員，以及澳洲會計師公會及澳洲銀行及金融學會成員。彼持有新南威爾士大學之商學碩士學位，專業為銀行及金融學。彼曾於羅兵咸永道會計師事務所及安永會計師事務所任職逾20年，擅於處理銀行及上市公司審核事務。黃先生現時為有華夏動漫形象有限公司(股份代號：1566，一間於香港聯合交易所有限公司(「港交所」)上市之公司)之財務總監。彼曾於二零一五年十一月十七日至二零一七年十二月一日期間，擔任平安證券集團(控股)有限公司(股份代號：231，一間於港交所上市之公司)之獨立非執行董事。於二零一七年十一月六日，黃先生獲保德國際發展企業有限公司(股份代號：372，一間於港交所上市之公司)委任為獨立非執行董事。

陳偉文先生，50歲，於二零一零年四月獲委任為本公司之獨立非執行董事。彼亦為本公司審核委員會、提名委員會及薪酬委員會成員。陳先生持澳洲Monash University的工商(會計)學士學位。由一九九七年至二零零五年，陳先生曾於廣州市富添貿易有限公司擔任總經理。自二零零四年十一月起，陳先生被委任為廣州市康心高分子科技有限公司(為廣州市富添貿易有限公司之聯屬公司)的首席營運官。自一九九八年二月起，陳先生亦被委任為富而達企業有限公司的董事及總經理。

Biographical Details of Directors and Senior Management

董事及高級管理人員之履歷

Mr. Guan Zhiqiang, aged 56, was appointed as Independent Non-executive Director of the Company in September 2016. He is also the Chairman of Remuneration Committee, a member of Audit Committee and Nomination Committee of the Company. Mr. Guan holds a bachelor of Agronomy from Huazhong Agricultural University and a master degree in business administration from Southwestern University of Finance. During the period from 1984 to 1996, Mr. Guan had successively worked in the Ministry of Agriculture of the People's Republic of China and the State Planning Commission. He subsequently joined the Agricultural Development Bank of China and held various senior management positions and was granted a qualification of senior economist from the bank. From February 2002 to March 2003, Mr. Guan served as the general manager in New China Life Insurance Company Ltd, Jinan branch. From March 2003 to November 2005, he worked in Yeland Group Co. Ltd. (now known as Hna Investment Group Co., Ltd), a company listed on Shenzhen Stock Exchange, and was appointed as the chairman of its group's real estate company. Since 2005, Mr. Guan has established an investment advisory firm and invested in a number of enterprises which engaged in various fields including mining, energy and biotechnology, etc., and acted as a director in those enterprises. Mr. Guan is currently the vice chairman of 浙江宜葆生物科技有限公司 (Zhejiang Ecopro Biotech Company, Ltd.*) and a director of 霍爾果斯聚視互娛文化產業有限公司 (Huoerguosi Poly Entertainment Culture Industry Co., Ltd*). He has extensive experience in finance, investment and corporate management.

* For identification purpose only

管志強先生，56歲，於二零一六年九月獲委任為本公司之獨立非執行董事。彼亦為本公司薪酬委員會主席、審核委員會及提名委員會成員。管先生持有華中農業大學農學學士學位及西南財經大學工商管理碩士學位。於一九八四年至一九九六年期間，管先生先後任職於中華人民共和國農業部及國家計劃委員會，隨後加入中國農業發展銀行並擔任多個高級管理人員職務和獲該銀行授予高級經濟師資格。於二零零二年二月至二零零三年三月，管先生擔任新華人壽保險股份有限公司濟南分公司總經理。於二零零三年三月至二零零五年十一月，彼在億城集團股份有限公司(現稱海航投資集團股份有限公司)(一家於深圳證券交易所上市的公司)工作並獲該集團委任為旗下房地產公司的董事長。自二零零五年起，管先生設立一家投資諮詢公司並參股投資多家企業，行業種類包括礦業、能源及生物科技等等，並出任該些企業的董事職務。管先生現時為浙江宜葆生物科技有限公司的副董事長及霍爾果斯聚視互娛文化產業有限公司的董事。彼在金融、投資、企業管理等方面擁有豐富的經驗。

Biographical Details of Directors and Senior Management

董事及高級管理人員之履歷

SENIOR MANAGEMENT

Mr. Chow Wai Koon, Timothy, aged 49, was appointed as Chief Operating Officer of the Company in January 2015. Mr. Chow is responsible for directing, administering and co-ordinating the operational activities of the Group. He is also responsible for recommending and developing strategies, goals and policies of the Group.

Prior to joining the Company, Mr. Chow devoted almost 20 years to Hewlett-Packard group ("HP"), a leading global IT provider of products, technologies, software, solutions and services. While at HP, Mr. Chow held several senior positions in sales, marketing, business planning and finance in the Asia Pacific region including China, Australia and Singapore.

Mr. Chow has extensive experience in sales and marketing in the Asia Pacific region, particularly China, across consumer, commercial and enterprise customers. In addition, Mr. Chow has robust knowledge of end-to-end systems from research and development, manufacturing and distribution to channel, communication and customer support.

Mr. Chow holds a Master's Degree in Business Administration from the Macquarie Graduate School of Management, Australia, and a Bachelor's Degree of Accountancy from the Nanyang Technological University, Singapore.

Mr. Cheng Siu Kwan, aged 49, joined the Company as the Financial Controller in December 2012 and has been appointed as the Company Secretary of the Company in February 2013. Mr. Cheng is a fellow member of the Association of Chartered Certified Accountants and a member of the Hong Kong Institute of Certified Public Accountants. Prior to joining the Company, Mr. Cheng held various finance positions at a number of companies listed on The Stock Exchange of Hong Kong Limited and has over 24 years of experience in auditing, finance and accounting.

Ms. Chan Yuk Fan, aged 55, joined the Group in 1982 and has held a number of leadership roles in the Group's retail, project sales and procurement division. Ms. Chan currently is the Deputy Managing Director of Bun Kee (International) Limited, the pipe trading subsidiary of the Group and is mainly responsible for the leadership, control and long-term business development of the Company. She has extensive experience and knowledge in managing a successful piping distribution operation. She is a member of Lions Club.

高級管理人員

招偉權先生，49歲，於二零一五年一月獲委任為本公司的首席運營官。招先生負責指導、管理和協調本集團的營運工作。彼亦負責建議及發展本集團戰略、目標和政策。

在加盟本公司前，招先生致力於惠普（一家提供產品、技術、軟件、解決方案和服務的全球領先資訊科技供應商）近20年。在惠普期間，招先生曾於亞太地區（包括中國、澳洲和新加坡）的銷售、市場營銷、業務規劃和財務方面擔任高級職務工作。

招先生在亞太地區（尤其中國）的消費客戶、商業及大型企業客戶方面均擁有非常豐富的銷售和市場推廣經驗。此外，他在端到端系統的研究與開發、製造及分銷渠道、溝通及客戶支援方面具有豐富的知識。

招先生持有澳洲麥格理大學工商管理學院之工商管理碩士學位及新加坡南洋理工大學會計學士學位。

鄭少群先生，49歲，於二零一二年十二月加入本公司擔任財務總監，並於二零一三年二月獲委任為本公司之公司秘書。鄭先生為英國特許公認會計師公會資深會員及香港會計師公會會員。加入本公司之前，鄭先生曾於多家香港聯合交易所有限公司上市公司出任不同的財務職務，彼於審計、融資及會計方面擁有逾24年經驗。

陳玉芬女士，55歲，於一九八二年加入本集團，並曾於本集團的零售、項目銷售及採購部門先後擔任領導角色。陳女士現時為本集團管道貿易附屬公司彬記（國際）有限公司之副董事總經理，主要負責領導、監控及公司業務的長遠發展。彼於管理成功的管道分銷營運上具有相當豐富的經驗及知識。彼為獅子會會員。

Biographical Details of Directors and Senior Management

董事及高級管理人員之履歷

Mr. Lai Kui Chung, aged 61, joined the Group in 1979 and is the Warehouse Director of the pipe trading subsidiary, Bun Kee (International) Limited. Mr. Lai is responsible for the warehouse and transportation activities of the Group. He has over 39 years of experience in supervising warehouse and transportation operations. Mr. Lai holds a Certificate in Store Supervision from a technical institute.

Mr. Ku Chun Ming, aged 53, joined the Group in 1993 and is the Sales Director of the pipe trading subsidiary, Bun Kee (International) Limited. Mr. Ku is responsible for the Group's sales operations, new product development and promotion activities including the exhibitions and seminars. He has over 32 years of experience in sales and marketing activities.

黎居忠先生，61歲，於一九七九年加入本集團，現時為管道貿易附屬公司彬記(國際)有限公司之倉務董事，負責本集團之倉儲及運輸業務。彼在管理倉庫及運輸營運方面積逾39年經驗，持有工業學院之倉庫管理證書。

古俊明先生，53歲，於一九九三年加入本集團，現時為管道貿易附屬公司彬記(國際)有限公司之銷售董事。古先生負責本集團銷售業務及新產品業務發展，以及市場推廣活動，包括展覽及研討會。彼在銷售及市場推廣業務積逾32年經驗。

Softpower International Limited (the “Company”) is committed to maintain a high standard of corporate governance. The board of directors of the Company (the “Board”) and management maintain and enhance the policies and practices of the Company on a timely, transparent, effective and reasonable manner, so as to maintain good, solid and reasonable corporate governance. The Company believes that good corporate governance is not only in the interest of shareholders and investors but also in the interest of the Company. The Company will continue to raise the standard to formalize the best practice of corporate governance as far as we could.

CORPORATE GOVERNANCE CODE

The Company has complied with the code provisions set out in the Corporate Governance Code (the “Code”) as stated in Appendix 14 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”) throughout the year ended 31 December 2018.

MODEL CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers contained in Appendix 10 of the Listing Rule (the “Model Code”). Having made specific enquiry with the directors of the Company (“Directors”), all Directors confirmed that they have fully complied with the required standard as set out in the Model Code during the year ended 31 December 2018.

BOARD OF DIRECTORS

Composition

As at the date of this report, the Board comprises five Directors, including two executive Directors, Mr. Lai Fulin (the Chairman of the Board) and Mr. Yu Ben Ansheng (the Chief Executive Officer); and three independent non-executive Directors, Mr. Wong Yee Shuen, Wilson, Mr. Chen Wei Wen and Mr. Guan Zhiqiang, one of whom namely, Mr. Wong Yee Shuen, Wilson has appropriate professional accounting experience and expertise. Biographical details of the Directors are set out in the section headed “BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT” of this Annual Report.

冠力國際有限公司(「本公司」)致力達致高水平之企業管治。本公司董事會(「董事會」)及管理層維持及提升本公司適時、具透明度、有效及合理的政策及實務，並確保良好、穩固及合理的企業管治。本公司相信良好的企業管治不單只有利於股東及投資者，亦符合本公司的利益。本公司將繼續提高標準，務求制定最佳之企業管治常規。

企業管治守則

截至二零一八年十二月三十一日止年度，本公司已遵守聯交所證券上市規則(「上市規則」)附錄十四《企業管治守則》(「守則」)所載之守則條文規定。

董事進行證券交易的標準守則

本公司已採納上市規則附錄十所載有關上市發行人董事進行證券交易的標準守則(「標準守則」)。經向本公司董事(「董事」)作出特別查詢後，所有董事已確認，彼等於截至二零一八年十二月三十一日止年內均全面遵守標準守則所載列之所須準則。

董事會

組成人員

於本報告日期，董事會由五名董事組成，包括兩名執行董事：賴福麟先生(董事會主席)及俞安生先生(首席執行官)；以及三名獨立非執行董事：黃以信先生、陳偉文先生及管志強先生，其中黃以信先生擁有適當的專業會計經驗及專門知識。每位董事的個人履歷已詳載於本年報之「董事及高級管理人員之履歷」內。

Corporate Governance Report

企業管治報告

With effect from 30 March 2018, Mr. Lai Guanglin resigned as an executive Director and the Chairman of the Board; Mr. U Kean Seng resigned as a non-executive Director. In addition, Mr. Lai Fulin, an executive Director, was appointed as the Chairman of the Board on the same day.

Throughout the year, the Board has at least one-third in number of its members comprising independent non-executive Directors under Rule 3.10A of the Listing Rules.

Each of the non-executive Directors (including the independent non-executive Directors) has entered into a service contract with the Company and appointed for a term of one year. All Directors are subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the bye-laws of the Company.

Each of the independent non-executive Directors has made an annual confirmation of independence pursuant to Rule 3.13 of the Listing Rules. The Company is of the view that all the independent non-executive Directors meet the independence guidelines set out in Rule 3.13 of the Listing Rules and considers that they are independent.

To the best knowledge of the Company, except that Mr. Lai Fulin is the younger brother of Mr. Lai Guanglin, a substantial shareholder of the Company, there is no relationship (including financial, business, family or other material/relevant relationship) among members of the Board.

The Board has balance of skills, knowledge and experience appropriate for the requirements of the business and to complement the Company's corporate strategy. The Board membership is covered by professionally qualified and widely experienced personnel to bring in valuable contributions and different professional advices and consultancy for development of the Company. All Directors have separate and independent access to the advice and services of the senior management and the company secretary with a view to ensuring the board procedures, and all applicable rules and regulations are followed. The principal functions of the Board are to supervise the management of the business and affairs; to approve the strategic plans, investment and funding decision; to review the Group's financial performance and operating initiatives.

自二零一八年三月三十日起，Lai Guanglin 先生辭任執行董事和董事會主席職務；余建成先生辭任非執行董事職務。此外，於同日，執行董事賴福麟先生獲委任為董事會主席。

於整年內，根據上市規則3.10A之規定董事會成員最少三分之一由獨立非執行董事組成。

每名非執行董事（包括獨立非執行董事）均與本公司訂立為期一年任期的服務合同。所有董事須根據本公司之公司細則規定於本公司股東週年大會上輪值退任及重選連任。

每名獨立非執行董事已根據上市規則第3.13條的規定作出有關其獨立性的年度獨立確認。本公司認為所有獨立非執行董事均遵守上市規則第3.13條所列的獨立指引，因此本公司認為彼等為獨立。

就本公司所知，除賴福麟先生乃本公司主要股東Lai Guanglin先生之胞弟外，董事會各成員間並無關係（包括財務、業務、家屬或其他重要／相關的關係）。

董事會具備於業務上適當的所需技巧、知識及經驗以配合本公司的公司策略。董事會成員涵蓋具備專業資格及廣泛經驗之人士，為本公司之發展提供不同專業意見及諮詢，並作出寶貴貢獻。所有董事均可自行透過獨立途徑接觸高級管理人員及公司秘書以取得建議及服務，藉以確保遵守董事會程序，以及所有適用規則及規例。董事會之主要功能為監督業務及事務管理；批核策略性計劃、投資及撥付資金決定；以及檢討集團財務表現及經營活動。

The Board, led by the Chairman, is responsible for formulating overall strategy and policies, monitoring and controlling the performance of the Group. In addition to its overall supervisory role, the Board also retains specific responsibilities such as approving financial accounts, approving annual budget, recommending dividend payments, approving policies relating to the Board's compliance, etc. whilst managing the Group's day-to-day operations is the responsibility of the management of the Group (the "Management") such as implementing internal control, business strategies and plans set by the Board, etc.. When the Board delegates certain aspects of its management and administration functions to the Management, it has given clear directions as to the powers of the Management.

CONTINUOUS PROFESSIONAL DEVELOPMENT

Each newly appointed Director has received comprehensive, formal and tailored induction on appointment so as to ensure that he/she has appropriate understanding of the business and operations of the Group and that he/she is fully aware of his/her responsibilities under the Listing Rules, legal and other regulatory requirements.

The Directors are regularly briefed on the amendments to or updates on the relevant laws, rules and regulations.

In addition, all Directors are provided with monthly updates on the Company's performance, position and prospects to enable the Board as a whole and each Director to discharge their duties.

董事會在主席領導下，負責制訂整體策略及政策，監察及控制集團的表現，董事會除擔當起全面監督的角色外，同時會執行一些指定職務，如審批財務賬目、審批年度財務預算、建議派發股息及審批有關董事會合規的政策等。而管理集團日常營運乃由本集團管理層（「管理層」）負責，如履行內部監控和由董事會制定的業務策略及計劃等。當董事會將其若干的管理及行政功能方面的權力授予管理層時，已同時就管理層的權力，給予清晰的指引。

持續專業發展

各新任董事已於委任時接受全面、正式及為彼而設之就職指引以確保董事對本集團業務及營運有恰當了解，並完全明白彼於上市規則及相關監管規定項下之責任。

董事定期獲知會相關法例、規則及規例之修訂或最新版本。

此外，董事亦獲提供本公司表現、狀況及前景的每月更新資料，以便董事會整體及各董事履行其職務。

Corporate Governance Report

企業管治報告

The Directors confirmed that they have complied with the code provision A.6.5 of the Code on Directors' training. During the Year, all Directors have participated in continuous professional development by attending seminars and/or reading materials on the following topics to develop and refresh their knowledge and skills and provided a record of training to the Company.

董事確認，彼等已遵守守則有關董事培訓之守則條文第A.6.5條。於本年度，全體董事已參與持續專業發展，方式為出席有關以下主題之座談會及／或閱讀材料，以發展及更新彼等之知識及技能，並已向本公司提供培訓記錄。

Name of Directors	董事姓名	Topics on training covered ^(Note) 所涵蓋之培訓主題 ^(附註)
Mr. Lai Guanglin (resigned on 30 March 2018)	Lai Guanglin 先生 (於二零一八年三月三十日辭任)	C、F、L、R
Mr. Lai Fulin	賴福麟先生	C、L、R
Mr. Yu Ben Ansheng	俞安生先生	C、L、R
Mr. U Kean Seng (resigned on 30 March 2018)	余建成先生 (於二零一八年三月三十日辭任)	C、L、R
Mr. Wong Yee Shuen, Wilson	黃以信先生	C、F、L、R
Mr. Chen Wei Wen	陳偉文先生	C、L、R
Mr. Guan Zhiqiang	管志強先生	C、L、R

Notes:

C: Corporate Governance
F: Finance and Accounting
L: Listing Rules Updates
R: Other Relevant Regulatory Updates

附註：

C：企業管治
F：財務及會計
L：上市規則的更新
R：其他相關法規的更新

ROLES OF CHAIRMAN AND CHIEF EXECUTIVE OFFICER

The position of the Chairman of the Board and the Chief Executive Officer of the Company are held by separate individuals. The role of the Chairman is separated from that of the Chief Executive Officer. Such division of responsibilities helps to reinforce their independence and accountability.

主席和首席執行官的角色

董事會主席及本公司首席執行官的職位由不同人士出任。主席的職責有別於首席執行官。有關分工有助加強他們的獨立和問責性。

On 30 March 2018, Mr. Lai Fulin has been appointed as the Chairman of the Board. Mr. Lai takes up the role of providing leadership for the Board and ensures that the Board works effectively and discharges its responsibility properly. With the support of executive Directors and the Company Secretary, the Chairman seeks to ensure that all Directors are properly briefed on issues arising at board meetings and receive adequate and reliable information in a timely manner. The Chairman also ensures that good corporate governance practice is in force from time to time, and all key issues are discussed by the Board in a timely manner.

於二零一八年三月三十日，賴福麟先生已獲委任為董事會主席。賴先生擔任董事會之領導角色，確保董事會有效運作及適當履行其職責。在執行董事及公司秘書協助下，主席將確保所有董事均就董事會會議上提出的事項獲得適當說明，並適時獲得充份可靠的資料。主席亦確保不時切實執行優良之企業管治常規，以及董事會及時商討所有重要事宜。

Mr. Yu Ben Ansheng, the Chief Executive Officer of the Company, is responsible for managing overall daily operations of the Group, the implementation of the Group's development strategies and plans and to perform other responsibilities as assigned by the Board.

本公司首席執行官俞安生先生負責管理本集團整體日常運作及執行本集團的發展策略及計劃，以及執行由董事會委派的任務。

BOARD MEETING

The Board meets regularly, and at least four times a year, additional meetings are convened when deemed necessary by the Board. Board members are provided with complete, adequate and timely information to allow the Directors to fulfill their duties properly. In addition, Directors have full access to information on the Group and independent professional advice whenever deemed necessary by the Directors. In addition, the Chairman and non-executive Directors (including the independent non-executive Directors) meet at least once every year without the presence of executive Directors.

During the year, the Board met regularly and held six meetings. Notices and board papers were given to all Directors prior to the board meetings in accordance with the Code. The Chairman and non-executive Directors (including the independent non-executive Directors) met once without the presence of executive Directors.

董事會會議

董事會定期舉行會議，而每年最少舉行四次會議，及於其認為有需要時召開額外會議。董事會成員獲提供完整、充份及適時資料，以便董事可妥善履行彼等之職責。此外，董事可於其認為需要時取得集團資料及獨立的專業意見。此外，主席每年與非執行董事（包括獨立非執行董事）舉行至少一次沒有執行董事出席的會議。

於年內，董事會定期會晤及舉行了六次會議。於舉行董事會會議前，已根據守則之規定向所有董事發出通知及會議文件。主席與非執行董事（包括獨立非執行董事）舉行了一次沒有執行董事出席的會議。

Corporate Governance Report

企業管治報告

Meetings held in 2018

Details of the Directors' attendance at Board meetings, Board committee meetings and general meetings (including the annual general meeting) respectively held in 2018 are set out as below:

於二零一八年舉行的會議

各位董事於二零一八年分別於董事會會議、董事會轄下委員會會議及股東大會(包括股東週年大會)的出席記錄詳情如下:

		Attended/Eligible to attend 出席次數/合資格出席次數				
		Board Meeting 董事會會議	Audit Committee Meeting 審核委員會會議	Nomination Committee Meeting 提名委員會會議	Remuneration Committee Meeting 薪酬委員會會議	General Meeting 股東大會
Number of Meetings Held	會議舉行次數	6	3	2	3	2
Executive Directors		執行董事				
Mr. Lai Guanglin ^(Note)	Lai Guanglin 先生 ^(附註)	2/2	–	1/1	1/1	1/1
Mr. Lai Fulin	賴福麟先生	6/6	–	1/1	2/2	2/2
Mr. Yu Ben Ansheng	俞安生先生	6/6	–	–	–	2/2
Non-executive Director		非執行董事				
Mr. U Kean Seng ^(Note)	余建成先生 ^(附註)	2/2	1/1	–	–	1/1
Independent Non-executive Directors		獨立非執行董事				
Mr. Wong Yee Shuen, Wilson	黃以信先生	6/6	3/3	–	–	2/2
Mr. Chen Wei Wen	陳偉文先生	6/6	3/3	2/2	3/3	2/2
Mr. Guan Zhiqiang	管志強先生	6/6	2/2	2/2	3/3	2/2

Note:

Mr. Lai Guanglin and Mr. U Kean Seng resigned on 30 March 2018.

附註:

Lai Guanglin 先生及余建成先生已於二零一八年三月三十日辭任。

BOARD COMMITTEES

A number of Board committee, including audit committee, remuneration committee and nomination committee, have been established by the Board to strengthen its functions and to enhance its expertise. All committees have been formed with specific written terms of reference which deals clearly with the respective committees' authorities and duties.

Remuneration Committee

As at the date of this report, the Remuneration Committee comprises three members including one executive Director, namely Mr. Lai Fulin and two independent non-executive Directors, namely Mr. Chen Wei Wen and Mr. Guan Zhiqiang. It is chaired by Mr. Guan Zhiqiang.

The major roles and functions of the Remuneration Committee are as follows:

- (a) To make recommendations to the Board on the Company's policy and structure for all directors and senior management remuneration and on the establishment of a formal and transparent procedure for developing remuneration policy;
- (b) To review and approve the management's remuneration proposals with reference to the Board's corporate goals and objectives;
- (c) To make recommendations to the Board on the remuneration packages of individual executive directors and senior management, including benefits in kind, pension rights and compensation payments (including any compensation payable for loss or termination of their office or appointment); and
- (d) To make recommendations to the Board on the remuneration of non-executive directors.

The remuneration package of executive Directors is determined by reference to their duties and responsibilities, experience and the prevailing market conditions. The remuneration package of individual executive Directors includes salary, discretionary bonus and share-based payment. Details of the Directors' fee and other emoluments of the Directors of the Company are set out in Note 30 to the financial statements.

董事會轄下委員會

董事會已成立多個董事會轄下委員會，包括審核委員會、薪酬委員會及提名委員會，以加強其職能及提高其專門技能。所有委員會之組成均訂有具體之書面職權範圍書，清楚說明各委員會的職權及職責。

薪酬委員會

於本報告日期，薪酬委員會由三位成員組成，包括一位執行董事，即賴福麟先生及兩位獨立非執行董事，即陳偉文先生及管志強先生。主席由管志強先生擔任。

薪酬委員會的主要角色及職能如下：

- (a) 就本公司董事及高級管理人員的全體薪酬政策及架構，及就設立正規而具透明度的程序制訂薪酬政策，向董事會提出建議；
- (b) 因應董事會所訂企業方針及目標而檢討及批准管理層的薪酬建議；
- (c) 向董事會建議個別執行董事及高級管理人員的薪酬待遇，包括非金錢利益、退休金權利及賠償金額（包括喪失或終止職務或委任的賠償）；及
- (d) 就非執行董事的薪酬向董事會提出建議。

執行董事的薪酬待遇乃根據其職務及職責、經驗以及當前市況而釐定。執行董事的薪酬待遇包括薪金、酌情花紅及以股份為基礎的付款。本公司各董事的袍金及其他酬金的詳情載於財務報表附註30。

Corporate Governance Report

企業管治報告

The Remuneration Committee has adopted the model that it will review the proposals made by the management on the remuneration of executive Directors and senior management, and make recommendations to the Board. The Board will have final authority to approve the recommendations made by the Remuneration Committee.

The Remuneration Committee held three meetings during 2018, the following major matters were reviewed and discussed in the meetings and recommended to the Board for approval:

- To review the remuneration policy and remuneration packages of Directors and senior management of the Company;
- To consider the bonus arrangement of the Directors and senior management of the Company; and
- To review the new service contracts entered into between the Company and non-executive Directors.

Pursuant to the code provision B.1.5 of the Code, the details remuneration of the senior management of the Company by band for the year ended 31 December 2018 was set out in Note 8 to the consolidated financial statements of this Annual Report.

Nomination Committee

As at the date of this report, the Nomination Committee comprises three members including an executive Director, Mr. Lai Fulin, and two independent non-executive Directors, Mr. Chen Wei Wen and Mr. Guan Zhiqiang. It is chaired by Mr. Lai Fulin, the Chairman of the Board.

In August 2013, the Company adopted the Board Diversity Policy. Such policy sets out the approach to achieve diversity on Board. With a view to achieving a sustainable and balanced development, the Company sees increasing diversity at the Board level as an essential element in supporting the attainment of its strategic objectives and its sustainable development. Selection of candidates will be based on a range of diversity perspectives, including but not limited to gender, age, cultural and educational background, professional experience, skills, knowledge and length of service. The ultimate decision will be based on merit and contribution that the selected candidates will bring to the Board. All Board appointments will be based on meritocracy, and candidates will be considered against objective criteria, having due regard for the benefits of diversity on the Board.

薪酬委員會已採納由其檢討管理層所提出有關執行董事及高級管理人員的薪酬建議後，向董事作提出建議的模式。董事會擁有最終權力以批准經薪酬委員會提出的薪酬建議。

薪酬委員會於二零一八年內召開了三次會議，審議及討論以下主要事項，並向董事會提出建議：

- 檢討本公司薪酬政策及董事及高級管理人員之薪酬待遇；
- 考慮本公司董事及高級管理人員分紅安排；及
- 審議本公司與非執行董事訂立新的服務合同。

根據守則條文第B.1.5條，本公司高級管理人員於截至二零一八年十二月三十一日止年度的酬金按範圍分析的詳情載於本年報之綜合財務報表附註8。

提名委員會

於本報告日期，提名委員會由三位成員組成，包括一位執行董事賴福麟先生及兩位獨立非執行董事陳偉文先生及管志強先生。提名委員會主席由董事會主席賴福麟先生擔任。

於二零一三年八月，本公司已採納《董事會成員多元化政策》。該政策列載董事會為達致成員多元化而採取的策略。為達致可持續的均衡發展，本公司視董事會層面日益多元化為支持其達到戰略目標及維持可持續發展的關鍵元素。甄選人選將按一系列多元化範疇為基準，包括但不限於性別、年齡、文化及教育背景、專業經驗、技能、知識及服務任期。最終將按人選的長處及可為董事會提供的貢獻而作決定。董事會所有委任均以用人唯才為原則，並在考慮人選時以客觀條件充分顧及董事會成員多元化的裨益。

In December 2018, the Company adopted the Nomination Policy. According to the policy, the Nomination Committee (“NC”) will consider candidates recommended by shareholders in the same manner as candidates recommended to the NC from other sources. In its evaluation of director candidates, including the members of the Board eligible for re-election, the NC will consider (1) The current size and composition of the Board and the needs of the Board and the respective committees of the Board; (2) Diversity in all its aspects, including but not limited to gender, age, cultural and educational background, professional experience, skills, knowledge and length of service; and (3) Other factors that the NC may consider appropriate.

The major roles and functions of the Nomination Committee are as follows:

- (a) To review the structure, size and composition (board diversity has been considered from a number of aspects, including but not limited to gender, age, cultural and educational background, professional experience, skills, knowledge and length of service) of the Board at least annually and make recommendations on any proposed changes to the Board to complement the Company’s corporate strategy;
- (b) To identify individuals suitably qualified to become Board members and select or make recommendations to the Board on the selection of, individuals nominated for directorships. All Board appointments will be based on meritocracy, and candidates will be considered against objective criteria, having due regard for the benefits of diversity on the Board;
- (c) To review the Board Diversity Policy, as appropriate, and disclose the Board Diversity Policy or its summary in the corporate governance report of the Company including the measurable objectives set for implementing the Board Diversity Policy and progress made towards achieving these measurable objectives;
- (d) To review the policy for the nomination of Directors (“Nomination Policy”) as appropriate. The Nomination Policy shall set out, inter alia, the nomination procedures and process and criteria to select and recommend candidates for directorship;

於二零一八年十二月，本公司已採納《提名政策》。根據該政策，提名委員會將以與從其他來源向提名委員會推薦的候選人相同的方式考慮股東推薦的候選人。在評估董事候選人（包括符合重選連任的董事會成員）時，提名委員會將考慮(1)董事會目前的規模和組成以及董事會和董事會各委員會的需求；(2)董事會各方面的多元化，包括但不限於性別、年齡、文化及教育背景、專業經驗、技能、知識和服務任期等方面；及(3)提名委員會認為其他適當的因素。

提名委員會的主要角色及職能如下：

- (a) 至少每年檢討董事會的架構、人數及組成（會從多個方面考慮董事會成員多元化，包括但不限於性別、年齡、文化及教育背景、專業經驗、技能、知識及服務任期），並就任何為配合本公司的公司策略而擬對董事會作出的變動提出建議；
- (b) 物色具備合適資格可擔任董事的人士，並挑選提名有關人士出任董事或就此向董事會提供意見。董事會所有委任均以用人唯才為原則，並在考慮人選時以客觀條件充分顧及董事會成員多元化的裨益；
- (c) 在適當時候檢討董事會成員多元化政策，每年於本公司的企業管治報告內報告列出董事會成員多元化政策或政策摘要、包括為執行董事會成員多元化政策而定的可計量目標及達標的進度；
- (d) 在適當情況下檢討有關提名董事之政策（「提名政策」）。提名政策應列出，其中包括，提名程序與過程以及篩選和推薦董事候選人的準則；

Corporate Governance Report

企業管治報告

- (e) To assess the independence of independent non-executive directors; and
- (f) To make recommendations to the Board on the appointment or re-appointment of directors and succession planning for directors in particular the chairman and the chief executive.

The Nomination Committee held two meetings during 2018, the following major issues were reviewed and discussed in the meeting:

- To review the structure, size and composition (including the skills, knowledge and experience) of the Board;
- To review the Board Diversity Policy;
- To determine the Nomination Policy and make recommendation to the Board for adoption;
- To make recommendation to the Board for approval the revised terms of reference of the Nomination Committee; and
- To evaluate and make recommendation as to the qualification and experience of the directors who were subject to retirement by rotation and re-election at the 2018 annual general meeting.

Audit Committee

As at the date of this report, Audit Committee consists of three independent non-executive Directors, namely Mr. Wong Yee Shuen, Wilson, Mr. Chen Wei Wen and Mr. Guan Zhiqiang. It is chaired by Mr. Wong Yee Shuen, Wilson who has the appropriate professional qualifications, accounting and financial management expertise.

The major roles and functions of the Audit Committee are as follows:

- (a) To make recommendations to the Board on the appointment, reappointment and removal of the external auditor, and to approve the remuneration and terms of engagement of the external auditor, and any questions of its resignation or dismissal;
- (b) To monitor integrity of the Company's financial statements and to review significant financial reporting judgements contained in them;

- (e) 評核獨立非執行董事的獨立性；及

- (f) 就董事委任或重新委任以及董事(尤其是主席及行政總裁)繼任計劃向董事會提出建議。

提名委員會於二零一八年內召開了兩次會議，審議及討論以下主要事項：

- 檢討董事會的架構、人數及組成(包括技能、知識及經驗方面)；
- 檢討董事會多元化政策；
- 制定提名政策及向董事會建議採納；
- 向董事會建議審批經修訂的提名委員會職權範圍書；及
- 對於二零一八年股東週年大會上輪值告退並重選連任的董事的資格和經驗作出評估及建議。

審核委員會

於本報告日期，審核委員會由三位獨立非執行董事黃以信先生、陳偉文先生及管志強先生所組成。黃以信先生擔任審核委員會主席，彼具備合適的專業資格、會計或財務管理相關的專業知識。

審核委員會的主要角色及職能如下：

- (a) 主要負責就外聘核數師的委任、重新委任及罷免向董事會提供建議、批准外聘核數師的薪酬及聘用條款，及處理任何有關該核數師辭職或辭退該核數師的問題；
- (b) 監察本公司的財務報表並審閱報表及報告所載有關財務申報的重大意見；

- (c) To review the Company's financial controls, risk management and internal control systems; and
- (d) To discuss the risk management and internal control systems with management to ensure that management has performed its duty to have effective systems.

The Audit Committee held three meetings during 2018 and the following major matters were reviewed and discussed in the meetings:

- To review the annual results of 2017 and the interim results of 2018 and making recommendation to the Board for approval;
- To make recommendation on the reappointment of the auditor;
- To review the adequacy of resources, qualifications and experience of staff of the Group's accounting and financial reporting function and their training programme and related budget;
- To review the risk management and internal control systems;
- To approve the auditor's fees for audit of 2018 financial statements;
- To discuss the audit service plan of 2018; and
- To make recommendation to the Board for the approval of the revised terms of reference of the Audit Committee.

Corporate Governance Functions

The Board has adopted the written terms of reference on corporate governance functions in March 2012 so as to assist the Board performing corporate governance functions. The terms of reference of the Board in respect of corporate governance functions are summarized as follows:

- (a) To develop and review the Company's policies and practices on corporate governance;
- (b) To review and monitor the training and continuous professional development of Directors and senior management;

- (c) 檢討本公司的財務監控、風險管理及內部監控制度；及
- (d) 與管理層討論風險管理及內部監控系統，確保管理層已履行職責建立有效的系統。

審核委員會於二零一八年內召開了三次會議，審議及討論以下主要事項：

- 審閱二零一七年年全業績及二零一八年度中期業績，並建議董事會審批；
- 建議續聘核數師；
- 對本集團在會計及財務匯報職能方面的資源、員工資歷及經驗及員工所接受的培訓課程及有關預算是否充足進行檢討；
- 檢討風險管理及內部監控系統；
- 審批核數師二零一八年年度財務報告的審計酬金；
- 討論二零一八年年度審計服務計劃；及
- 向董事會建議審批經修訂的審核委員會職權範圍書。

企業管治職能

董事會於二零一二年三月已採納企業管治職能並以書面訂立其職權範圍以協助董事會履行本集團之企業管治職能。董事會於企業管治職能的職責如下：

- (a) 制定及檢討本公司企業管治政策及常規；
- (b) 檢討及監察董事及高級管理人員的培訓及持續專業發展；

Corporate Governance Report

企業管治報告

- (c) To review and monitor the Company's policies and practices to ensure compliance with legal and regulatory requirements;
- (d) To develop, review and monitor the code of conduct and compliance manual (if any) applicable to employees and Directors; and
- (e) To review the Company's compliance with the code provisions set out in the Corporate Governance Code contained in Appendix 14 of the Listing Rules and its disclosure requirements in Corporate Governance Report.

During the year, the Board has reviewed the Company's corporate governance policies and practices, training and continuing professional development of Directors and senior management, the Company's policies and practices on compliance with legal and regulatory requirements, the compliance of the Model Code, and the Company's compliance with the Code and disclosure in the Corporate Governance Report.

This corporate governance report has been reviewed by the Board in discharge of its corporate governance functions.

AUDITOR'S REMUNERATION

The fees charged by the auditor generally depends on the scope and volume of the auditor's work. For the year ended 31 December 2018, the remuneration to the auditor of the Company in respect of audit services was HK\$1,300,000 and fees related to taxation services and other non-audit services amount to HK\$95,600 and HK\$100,000 respectively.

DIRECTORS' AND AUDITOR'S RESPONSIBILITIES FOR FINANCIAL REPORTING

The Board is responsible for presenting a balanced, clear and understandable assessment of annual and interim reports, inside information announcements and other disclosures required under the Listing Rules and other regulatory requirements. The senior management provides such explanation and information to the Board so as to enable the Board to make an informed assessment of the financial information and position of the Company.

The Directors acknowledge the responsibilities for preparing the accounts of the Company. The responsibilities of the auditor of the Company with respect to the financial statements of the Group is set out in the Independent Auditor's Report on pages 54 to 62.

- (c) 檢討及監察本公司在遵守法律及監管規定方面的政策及常規；
- (d) 制定、檢討及監察僱員及董事的操守準則及合規手冊(如有)；及
- (e) 檢討本公司遵守上市規則附錄十四《企業管治守則》所載之守則條文及於《企業管治報告》所須披露的要求。

於本年度，董事會已檢討本公司之企業管治政策及常規，以及董事和高級管理人員之培訓和持續專業發展、本公司在遵守法律及監管規定之政策及常規、遵守《標準守則》，以及本公司遵守《企業管治守則》及《企業管治報告》之披露情況。

為履行企業管治職責，董事會已審閱本企業管治報告。

核數師薪酬

核數師收取的費用一般視乎範圍及其工作量而定。截至二零一八年十二月三十一日止年度，就本公司核數師所提供的審核服務費用為1,300,000港元，以及稅務和其他非審核服務費用分別為95,600港元及100,000港元。

董事及核數師之財務申報責任

董事會負責提呈一份平衡、清晰易明之年報及中期報告、內幕消息公告以及按上市規則及其他監管規定要求之其他披露。高級管理人員負責向董事會提供解釋及資料，讓董事會能夠對本公司之財務資料及狀況進行有根據之評審。

董事知悉其有編製本公司賬目的責任。本公司核數師就有關本集團財務報表之責任列載於第54至62頁的獨立核數師報告。

GOING CONCERN

The Directors, having made appropriate enquiries, consider that the Company has adequate resources to continue in operational existence for the foreseeable future and that, for this reason, it is appropriate to adopt the going concern basis in preparing the financial statements.

RISK MANAGEMENT AND INTERNAL CONTROL

The Board is responsible for maintaining an adequate system of risk management and internal controls within the Group and for reviewing their effectiveness. The systems of risk management and internal control are designed to facilitate effective and efficient operations, to safeguard assets and to ensure the quality of internal and external reporting and compliance control and risk management functions. It is also designed to provide reasonable, but not absolute, assurance that material misstatement or loss can be avoided, and to manage and minimize risks of failure in operation systems.

The Group has set up a risk management system to provide directions in identifying, evaluating and managing significant risks and is reviewed at least on an annual basis. The senior management of the Group identifies risks that would adversely affect the achievement of the Group's objectives, and assesses and prioritizes the identified risks according to a set of standard criteria.

The Board has engaged an independent professional advisor to perform ongoing monitoring of the risk management and internal control review to assess the effectiveness of the financial, operational and compliance controls and risk management functions of the Company and the Group's major subsidiaries on a rotation basis.

Risk management report and internal control report are submitted to the Audit Committee at least once a year. The Board, through the Audit Committee, had performed annual review on the effectiveness of the Group's risk management system and internal control system, including the scope on risk management and internal control systems, result of internal audit work and status of compliance control.

持續經營

董事在作出適當查詢後，認為本公司擁有充分資源以在可預見將來繼續經營，故編制財務報表時採用持續經營之基準為適當。

風險管理及內部監控

董事會負責為本集團維持一個充份有效之風險管理及內部控制系統，以及審查其效率。風險管理及內部控制系統乃為推動營運之效能及效率、保護資產、確保內部及外部報告之質素，以及監控法規和風險管理功能而設。內部監控系統旨在合理（而非絕對）保證能夠避免出現嚴重誤報或損失的情況，並管理及減低運作系統上的風險。

本集團已制定風險管理系統，提供識別、評估和管理重大風險的指引，並至少每年檢討一次。本集團的高級管理層會識別對本集團目標的造成不利影響的風險，並根據一套標準準則評估及排列所識別風險的優先次序。

董事會已委聘獨立專業顧問對本公司及本集團之主要附屬公司風險管理進行持續監督及輪流進行內部監控評核，就財務、運作、合規及風險管理等方面之內部監控有效性進行評估。

風險管理報告和內部監控報告均至少每年一次提交予審核委員會。董事會已透過審核委員會就本集團的風險管理系統及內部監控系統是否有效進行年度檢討，包括風險管理及內部監控工作範疇、內部審計工作結果，以及合規情況。

Corporate Governance Report

企業管治報告

At the meeting of the Audit Committee held on 20 March 2019, the independent professional advisor reported their review work for the year ended 31 December 2018 performed in accordance with the detailed risk-based internal control review plan which was approved by the Audit Committee and the risk management report was also circulated to the Audit Committee for review. The Board, through the Audit Committee, has conducted a review of the effectiveness of the Group's risk management system and internal control system for the year ended 31 December 2018. The Audit Committee members, together with the senior management, have also reviewed, considered and discussed the risk management system, all findings relating to the internal control system and recommendations for improvement. The Board considers the risk management system and internal control system of the Group were effective and adequate during the year.

The Audit Committee also reviewed and was satisfied with the adequacy of resources, staff qualifications and experience, training programmes and budget of the Group's accounting and financial reporting function.

COMPANY SECRETARY

The Company Secretary of the Company is Mr. Cheng Siu Kwan, who is also the Financial Controller of the Company. Mr. Cheng is a fellow member of the Association of Chartered Certified Accountants and a member of the Hong Kong Institute of Certified Public Accountants. He fulfills the requirement under Rules 3.28 and 3.29 of the Listing Rules.

The Company Secretary is responsible for providing secretarial services to the Board and ensuring the operation of the Company is properly complied with Hong Kong listed companies' regulatory requirements as well as enhancing its corporate governance standards. All Directors have access to the advice and services of the Company Secretary with a view to ensuring that board procedures and all applicable rules and regulations are followed. Company Secretary is also the secretary of each of Board committees. Minutes of Board meetings and meetings of all Board committees are kept by the Company Secretary and are available for inspection by the Directors at all times.

就審核委員會於二零一九年三月二十日舉行之審核委員會會議，該獨立專業顧問根據一份以風險為基礎所編制的詳盡內部控制評核計劃（經審核委員會批准），進行截至二零一八年十二月三十一日止年度的評核工作，並向審核委員會匯報，風險管理報告亦已提供予審核委員會審閱。董事會已透過審核委員會檢討截至二零一八年十二月三十一日止年度的集團風險管理系統及內部監控系統的有效性。審核委員會成員以及高級管理層並已檢閱、考慮及討論對有關於風險管理系統和內部監控系統之調查結果及改善之建議。董事會認為本集團的風險管理系統及內部監控系統於本年度是有效且適當。

審核委員會亦檢討了集團處理會計及財務匯報功能的資源、員工資歷和經驗，以及有關員工的培訓及預算開支，並滿意上述各項安排。

公司秘書

本公司之公司秘書為鄭少群先生，彼亦為本公司之財務總監。鄭先生乃英國特許公認會計師公會資深會員及香港會計師公會會員。彼符合上市規則第3.28及3.29條所列之要求。

公司秘書負責為公司董事會提供秘書服務，保障公司運作符合香港上市公司的相關規範，提升公司管治水平。所有董事均可獲得公司秘書的意見和服務，確保董事會程序及所有適用規則及規例均獲得遵守。公司秘書同時兼任董事會轄下各委員會的秘書。董事會及董事會轄下各委員會的會議記錄由公司秘書備存，並隨時供董事查閱。

SHAREHOLDERS' RIGHTS

Right to convene special general meeting

Pursuant to Section 74(1) of the Bermuda Companies Act and the bye-law 62 of the Bye-Laws of the Company, the shareholder(s) of the Company holding at the date of the deposit of the requisition not less than one-tenth of the paid-up capital of the Company as at the date of the deposit carries the right of voting at general meetings of the Company may request the Board to convene a special general meeting. The requisition must state the purposes of the meeting, and must be signed by the requisitionists and deposited at the registered office of the Company and its head office and principal place of business in Hong Kong for the attention of Company Secretary and may consist of several documents in like form each signed by one or more requisitionists. If the Directors do not within twenty-one days from the date of the deposit of the requisition proceed duly to convene a meeting, the requisitionists, or any of them representing more than one half of the total voting rights of all of them, may themselves convene a meeting, but any meeting so convened shall not be held after the expiration of three months from the said date.

Right to put enquiries to the Board

Shareholders should direct their enquiries about their shareholdings to the Company's share registrar. Other shareholders' enquiries can be directed to the head office and principal place of business of the Company in Hong Kong as set out in the "Corporate Information" section of this Annual Report for the attention of Company Secretary.

股東權利

召開股東特別大會之權利

根據百慕達公司法第74(1)及本公司之公司細則第62條，倘本公司股東於遞交請求當日持有於遞交請求當日有權於本公司股東大會投票之本公司繳足股本不少於十分一，則可召開股東特別大會。呈請人遞交之書面請求須列明大會目的，並由呈請人正式簽署，郵寄及送交本公司的註冊辦事處及其位於香港的總辦事處及主要營業地點，註明收件人為公司秘書，並可一式多份，且每份由一名或多名呈請人簽署之文件組成。倘於遞交要求日期起計二十一日內，董事未有正式召開有關大會，則遞交要求人士(或當中持有彼等全體總投票權一半以上之任何人士)可自發召開有關大會，惟任何據此召開之大會均不得於上述日期起計三個月期間屆滿後舉行。

向董事會作出查詢之權利

股東如對名下持股有任何問題，應向本公司的之股份過戶登記處提出。股東其他查詢可發送至本年報「公司資料」一節所載本公司香港之總辦事處及主要營業地點，並註明收件人為公司秘書。

Corporate Governance Report

企業管治報告

Right to put forward proposals at general meetings

Pursuant to Sections 79(1) and 79(2) of the Bermuda Companies Act, on the requisition in writing of either (i) any number of members of the Company representing not less than one-twentieth of the total voting rights of all the members having at the date of the requisition a right to vote at the meeting to which the requisition relates; or (ii) not less than one hundred members, the Company shall, at the expense of the requisitionists unless the Company otherwise resolves:

- (a) to give to members of the Company entitled to receive notice of the next annual general meeting notice of any resolution which may properly be moved and is intended to be moved at that meeting;
- (b) to circulate to shareholders entitled to have notice of any general meeting sent to them any statement of not more than one thousand words with respect to the matter referred to in any proposed resolution or the business to be dealt with at that meeting.

A copy or copies of requisition signed by all requisitionists shall be deposited, with a sum reasonably sufficient to meet the Company's expenses in giving notice of the proposed resolution or circulating any necessary statement, at the registered office of the Company and its head office and principal place of business in Hong Kong in the case of:

- (i) a requisition requiring notice of a resolution, not less than six weeks before the meeting; and
- (ii) any other requisition, not less than one week before the meeting.

The Company will verify the requisition and upon confirming that the requisition is proper and in order, the Board will proceed with the necessary procedures.

於股東大會提出議案之權利

根據百慕達公司法第79(1)及79(2)條，在(i)於遞交要求當日持有不少於全體股東(其賦有於要求所涉股東大會上投票之權利)總投票權二十分之一之任何數目本公司股東；或(ii)不少於一百名股東以書面方式提出要求下，本公司將會(除非本公司另行議決，有關費用將由遞交要求人士承擔)：

- (a) 向有權接收下一屆股東週年大會通告之本公司股東發出通知，以告知任何可能於該大會上正式動議並擬於會上動議之決議案；
- (b) 向有權接收任何股東大會通告之股東傳閱不超過一千字之陳述書，以告知該大會上提呈之決議案所述事宜或將處理之事項。

於下列情況，向本公司的註冊辦事處及其位於香港的總辦事處及主要營業地點呈遞由所有請求人簽署之請求書副本或多份副本，並應繳交足以滿足本公司發布有關建議決議案之通告或傳送任何必要聲明所需費用之合理款項：

- (i) 倘屬要求發出議案通告的請求書，則須於有關會議舉行前不少於六個星期；及
- (ii) 倘屬任何其他請求書，則須於有關會議舉行前不少於一個星期。

本公司將核證有關請求書，一旦確認請求適合及妥當，董事會將着手進行必要程序。

COMMUNICATIONS WITH SHAREHOLDERS

The Board is obliged to provide regular, effective and fair communication with the shareholders and the investors of the Company. Latest information is conveyed to the Shareholders and the investors of the Company on a timely basis. A Shareholder Communication Policy (the “Policy”) was adopted by the Company in March 2012. The Policy aims to set out the provisions with the objective of ensuring that the latest information of the Company is conveyed to the Shareholders and investors on a timely basis. The Company uses a range of communication tools to ensure the Shareholders and the investors are kept well informed of key business imperatives.

Disclosure of Information

Information shall be communicated to Shareholders and the investors mainly through the Company’s financial reports (interim report and annual report), annual general meetings and other general meetings that may be convened, as well as by making available all the disclosures submitted to The Stock Exchange of Hong Kong Limited (the “Hong Kong Stock Exchange”) and its corporate communications and other corporate publications on the Hong Kong Stock Exchange’s website and the Company’s website.

General Meeting

Shareholders are encouraged to participate in general meetings or to appoint proxies to attend and vote at meetings for and on their behalf if they are unable to attend the meetings. Shareholders’ views on matters that affect the Company are welcome by the Board at shareholders’ meetings. Shareholders of the Company are notified of shareholders’ meetings through notices and reports or circulars sent to them. Each item of special business in the notice of the meeting is accompanied, where appropriate, by an explanation for the proposed resolution. A separate resolution is proposed by the chairman of the meetings in respect of each separate issue, including the re-election of Directors.

The Chairman of the Board and Chairmen of the Audit Committee, Remuneration Committee and Nomination Committee or failing him/her, his/her duly appointed delegate, are available at the annual general meeting to answer questions with regard to the work of these committees.

與股東之溝通

董事會有義務經常與本公司股東及投資者進行公平而有效之溝通，並及時向本公司股東及投資者傳達最新資料。本公司於二零一二年三月已採納一份股東溝通政策（「該政策」）。該政策所載條文旨在確保本公司可及時向股東及投資者傳達本公司的最新資料。本公司會使用各種溝通工具，以確保其股東及投資者充分瞭解關鍵業務需要。

信息披露

本公司向股東及投資者傳達資訊的主要渠道為：本公司的財務報告（中期報告及年度報告）；股東週年大會及其他可能召開的股東大會；並將所有呈交予香港聯合交易所有限公司（「香港聯交所」）的披露資料，以及公司通訊及其他公司刊物登載在香港聯交所網站及本公司網站。

股東大會

本公司鼓勵股東參與股東大會，如未克出席，可委派代表代其出席並於會上投票。董事會歡迎股東在股東大會上就影響本公司之事項，提出其觀點及意見。本公司股東通過寄發予彼等之通告及報告或通函獲知會召開股東大會之消息。必要時，大會通告中載列之每一項特別事項，均為提呈通過之決議案附有解釋說明。會議主席應就每項獨立的事宜個別提出決議案（包括重選董事）。

董事會主席及審核委員會、薪酬委員會及提名委員會之主席或其適當委任的代表出席股東週年大會，以便回答股東對委員會工作之提問。

Corporate Governance Report

企業管治報告

Voting by Poll

Save as provided under the Listing Rules, resolutions put to vote at the general meetings of the Company (other than procedural matters) are taken by poll. Procedures regarding the conduct of the poll are explained to the shareholders at the commencement of each general meeting, and questions from shareholders regarding the voting procedures are answered. The poll results are posted on the respective websites of the Company and the Hong Kong Stock Exchange on the same day of the poll.

INVESTOR RELATIONS

The Company maintains a website (www.softpower.hk) where information and updates on the list of directors and their roles and functions, constitutional documents, terms of reference of the Board committees, procedures for shareholders to propose a person for election as a director, announcements, circulars and reports, etc. released to the HKExnews' website (www.hkexnews.hk) and other information are posted. Information on the Company's website will be updated from time to time. A dedicated email address (ir@softpower.hk) for investor enquiry is set out in the "Contact Us" section on the Company's website.

CONSTITUTIONAL DOCUMENTS

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

以投票方式進行表決

除上市規則另有規定外，任何在本公司股東大會上提呈的決議案（就程序方面的決議案除外）均以投票方式進行表決。每次股東大會開始時均向股東解釋表決過程，並解答股東就投票程序的提問。投票結果於投票當日分別刊載於本公司及香港聯交所之網站上。

投資者關係

本公司設有網站(www.softpower.hk)，登載本公司之最新資訊和於香港聯交所披露易網站(www.hkexnews.hk)刊發之董事名單與其角色及職能、憲章文件、董事會轄下委員會職權範圍書、股東提名候選董事的程序、公告、通函及報告等，以及其他信息。本公司網站上之資訊將不時更新。本公司網站之「聯絡我們」欄目，專設投資者關係電子郵箱(ir@softpower.hk)。

憲章文件

於年內，本公司之憲章文件並無重大變動。

The directors of the Company (the “Directors”) have pleasure in presenting their report together with the audited financial statements for the year ended 31 December 2018.

PRINCIPAL ACTIVITIES

The principal activity of the Company is investment holding. The principal activities of its subsidiaries are set out in Note 32 to the financial statements.

An analysis of the Group’s performance for the year by operating segments is set out in Note 5 to the financial statements.

RESULTS AND APPROPRIATIONS

The results of the Group for the year ended 31 December 2018 are set out in the consolidated income statement on page 63.

The board of directors of the Company (the “Board”) does not recommend the payment of a final dividend for the year ended 31 December 2018.

DIVIDEND POLICY

In accordance with the relevant provision of the Bye-Laws of the Company: 1. The Company in general meeting may declare dividends in any currency but no dividends shall exceed the amount recommended by the Board. 2. The Board may subject to Bye-Laws from time to time pay to the shareholders such interim dividends as appear to the Board to be justified by the position of the Company. 3. The Board may also pay half-yearly or at other suitable intervals to be settled by it any dividend which may be payable at a fixed rate if the Board is of the opinion that the profits justify the payment. 4. No dividend shall be declared or paid and no distribution of contributed surplus made otherwise than in accordance with the Statutes. No dividend shall be paid otherwise than out of profits available for distribution. 5. The Company may distribute dividends by way of cash or scrip.

The Company’s ability to distribute dividends will depend on, among others, the operating results, cash flow, financial condition and capital requirements of the Group and the interests of the shareholders of the Company. The Company’s distribution of dividends shall also comply with any restrictions under the Bermuda Companies Act and the Bye-Laws of the Company.

本公司董事（「董事」）欣然提呈其報告連同截至二零一八年十二月三十一日止年度之經審核財務報表。

主要業務

本公司之主要業務為投資控股，而其附屬公司之主要業務則載於財務報表附註32。

按營運分類之本集團表現之分析載於財務報表附註5。

業績及分派

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63頁之綜合收益表。

本公司董事會（「董事會」）不建議派付截至二零一八年十二月三十一日止年度之末期股息。

股息政策

根據本公司之細則之相關條文：1. 本公司可於股東大會中宣佈以任何貨幣派發股息，但所宣派的股息不得超過董事會建議的金額。2. 在細則的規限下，董事會可不時決定向股東支付董事會根據本公司的狀況判斷認為合理的中期股息。3. 董事會如認為溢利可合理地支付，也可決定每半年或每隔董事會規定的一段其他適當時間按固定股息率支付任何股息。4. 除非依據法規，否則不得自繳入盈餘宣派或派付股息或作出分派。除可供分派的溢利外，概無股息可被分派。5. 本公司可以現金或股份方式分配股息。

本公司分派股息的能力將取決於（其中包括）本集團的經營業績，現金流量，財務狀況及資本要求以及本公司股東的利益。本公司的股息分配亦須遵守百慕達公司法及本公司細則的任何限制。

Report of the Directors

董事會報告

BUSINESS REVIEW

A review of the business of the Group during the year and a discussion on the Group's future business development, possible risks and uncertainties that the Group may be facing are set out in the sections headed "Chairman's Statement" and "Management Discussion and Analysis" of this Annual Report.

The details of financial risk management of the Group are set out in Note 3 to the financial statements.

An analysis of the Group's performance during the year using financial key performance indicators is set out in the section headed "Five-Year Financial Summary" of this Annual Report.

The compliance with relevant laws and regulations which have a significant impact on the Group is set out in this "Report of Directors" and the section headed "Corporate Governance Report" of this Annual Report.

Social Responsibilities and Services and Environmental policies

The Group is committed in promoting the sustainable development of both the environment and the society.

We believe it is more blessed to give than to receive. As such, we support and encourage our employees to participate in community service activities. With the support from the management team, our core business company, Bun Kee (International) Limited ("Bun Kee") is committed to participate and support social services activities. In this regard, Bun Kee has awarded the Caring Company logo in recognition of our corporate social responsibility's participation and commitment. We also believe in the ripple effect which those people, whom we helped, will in turn help others who are in need.

With regards to environmental policy, we pay a great deal of attention to promoting environmental protection. We will integrate environmental awareness in our daily operations including:

- Reduce electricity consumption, improve energy efficiency, use of energy-efficient products to replace the appliances and equipment;
- Turn off lightings, air-conditioners and electrical appliances in offices after working hours, or when rooms not being used, for instance, the conference rooms;

業務回顧

有關本集團本年度業務之回顧及有關本集團未來業務發展之討論，本集團可能面對之潛在風險及不明朗因素載於本年報的「主席報告」及「管理層討論及分析」內披露。

本集團之財務風險管理詳請載於財務報表附註3。

本集團採用主要財務表現指標對其本年度表現之分析載於本年報「五年財務概要」內披露。

對本集團有重大影響的相關法律及規例之遵守情況載於本「董事會報告」內及於本年報的「企業管治報告」內披露。

社會責任和服務及環境政策

本集團在推動環境和社會方面的可持續發展不遺餘力。

我們一直相信施比受更為有福。因此，我們支持和鼓勵員工參與社區服務活動。在管理團隊的支持下，我們的主營業務公司，彬記(國際)有限公司(「彬記」)一直致力參與及支持社會服務活動。在這方面，彬記已獲頒發商界展關懷的標誌，以表彰我們對企業社會責任的參與和承諾。我們亦相信連鎖效應，推己及人，我們幫助別人，而別人亦去幫助其他有需要幫助的人。

在環境政策方面，我們致力關注推行環保。我們將環保意識融入在我們的日常運作上，包括：

- 減低耗電量，提高能源效益，於更換電器及設備時選用高能源效益之產品；
- 於非辦公時間或毋需使用房間(如會議室)時，關掉電燈、空調和電子設備；

- Use electronic means for communications internally and with external parties;
- Reduce the need to copy and print. Use of recycled paper, copy and print on both sides of the paper, where appropriate; and
- Re-use of office supplies (such as single-sided paper, paper clips, envelopes, file folders, paper bags, plastic bags).
- 盡量以電子通訊方式作公司內部及與外界聯繫；
- 減少複印或列印的需要，在可行的情況下，使用再用紙，紙張雙面列印和複印(如適用)；及
- 辦公用品(例如單面紙、曲別針、信封、檔夾、紙袋、塑膠袋)重複使用。

Relationships with key stakeholders

The Group understands and supports that employees, customers, suppliers and business partners, investors and shareholders are vital to our sustainable and stable development.

(i) Employees

The Group is an equal opportunity employer. Our employee handbook outlines terms and conditions of employment, code of conduct and employee benefits. We promote harmony and respect in our workplace. Employees are one of our most important assets. To that end, we provide self-improvement and advancement opportunities as well as a safe workplace in order to retain high calibre employees. The Group values the well-being and health of our employees and therefore provides medical insurance coverage and benefits to our employees. In addition, we will organize staff gathering quarterly and annual dinner, all management will also participate to maintain good relations with employees and promote two-way communication. The Company will conduct staff appraisal annually, and also provide exit interviews for the outgoing employees. We adopt an open policy to allow employees at any time, by email or in person to the department managers or Human Resources department to express their views.

(ii) Customers

We provide high quality products to our customers constantly as it is the best way to retain customers and business growth. Our sales team will visit customers regularly to keep abreast of new opportunities and challenges. All opinions received will be prompt handled by the relevant team. We grow up together with most of our customers in past years and we have established solid and long-term relationships with them. We also have built up a trust and good reputation among our customers over the years.

與主要持份者關係

本集團明白僱員、客戶、供應商和業務合作夥伴，投資者和股東對我們的持續穩定發展至關重要，亦很支持說法。

(i) 僱員

本集團是一個平等機會的僱主。我們的員工手冊概述了就職的條款，員工行為守則和員工福利方面的情況。我們推廣工作地方的和諧和尊重。員工是我們其中最重要的資產之一。為此，我們提供自我完善和發展的機會，也提供安全的工作環境，以留住高素質的員工。本集團重視福利和員工的健康，因此我們提供醫療保險和福利予員工。此外，我們會舉辦季度的員工聚餐和週年晚宴，所有管理層均會參與，與員工保持良好的關係，並促進雙向溝通。公司會每年為員工進行一次考核，亦會為即將離任的員工進行離職面談。我們採取開放的政策，讓僱員可以在任何時間，通過電子郵件或面談向部門經理或人力資源部發表他們的意見。

(ii) 客戶

我們不斷提供高品質的產品給我們的客戶，因為這是留住客戶和保持業務增長的最佳方法。我們的銷售團隊會定期走訪客戶，與時並進了解我們新的機遇和挑戰。收到的所有意見，都會由相關團隊即時跟進。我們大部份客戶都與我們在過去多年中一起發展壯大，我們已經與他們建立了穩固和長期的關係。多年來，我們亦已建立起廣大客戶對我們的信任和良好口碑。

Report of the Directors

董事會報告

(iii) Suppliers and business partners

For our suppliers and business partners, we strive to maintain a stable and long-term relationship with them. The Group's procurement is based on our stringent suppliers' selection criteria. To ensure the highest quality of products, the Group has requested the suppliers to provide product certification. In addition, we engaged highly reputable independent laboratories for quality testing to ensure that the products comply with local and international standards. Our sales team and procurement team will have regular visit to our suppliers' factories for inspection. In order to allow our customers to have direct feedback channel to the suppliers, we will also organize some factory tours to the customers. This can let them better understanding of the production flow and products quality affirmation in order to win the utmost confidence of customers.

(iv) Investors and shareholders

For the investors and shareholders, we maintain a high level of transparency and communicate with them through meetings, announcements and circulars. The Company maintains a website, the information will be updated from time to time. In addition, a dedicated email address is set out in the "Contact Us" section of the Company's website for investor and general public inquiry.

DISTRIBUTABLE RESERVES

Details of the distributable reserves of the Company as at 31 December 2018 are set out in Note 29 to the financial statements.

PROPERTY, PLANT AND EQUIPMENT

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

SHARE CAPITAL

Details of the movements in share capital of the Company are set out in Note 21 to the financial statements.

BORROWINGS

Particulars of borrowings of the Group as at 31 December 2018 are set out in Note 23 to the financial statements.

(iii) 供應商和業務合作夥伴

對於我們的供應商和業務合作夥伴，我們致力與他們保持一個穩定的和長期的關係。本集團的採購是基於我們嚴格的供應商挑選準則。為了確保最高的產品質量，本集團已要求供應商提供產品的認證。此外，我們聘請信譽良好的獨立實驗室，進行質量檢測，以確保產品符合本地和國際標準。我們的銷售團隊和採購團隊會定期到供應商的工廠進行考察。而為了讓我們的客戶有渠道去提供更直接反饋意見給供應商，我們還會不時舉辦一些工廠參觀活動，令客戶更加了解供應商的生產工序和對產品品質的肯定，藉以贏取客戶的極大信心。

(iv) 投資者和股東

在投資者和股東方面，我們維持高透明度，通過會議、公告及通函與他們溝通。本公司設有一個網站，網站上的資訊會不時更新。此外，本公司網站的「聯絡我們」欄目內專設了一個電郵地址，供投資者和公眾人士向本集團查詢事宜。

可供分派儲備

於二零一八年十二月三十一日本公司之可供分派儲備之詳情載於財務報表附註29。

物業、廠房及設備

本集團之物業、廠房及設備之變動詳情載於財務報表附註13。

股本

本公司之股本變動詳情載於財務報表附註21。

借貸

本集團於二零一八年十二月三十一日之借貸詳情載於財務報表附註23。

PURCHASE, SALE OR REDEMPTION OF SHARES

The Company has not redeemed any of its shares during the year. Neither the Company nor any of its subsidiaries has purchased or sold any of the Company's shares during the year.

PRE-EMPTIVE RIGHTS

There is no provision for pre-emptive rights under the Company's bye-laws or the Bermuda Companies Act, being the jurisdiction in which the Company was incorporated.

PRINCIPAL SUBSIDIARIES

Details of the Company's principal subsidiaries as at 31 December 2018 are set out in Note 32 to the financial statements.

DIRECTORS

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

Executive Directors

Mr. Lai Guanglin
(Resigned as an executive Director and the Chairman
on 30 March 2018)
Mr. Lai Fulin (Chairman)
(Appointed as the Chairman on 30 March 2018)
Mr. Yu Ben Ansheng (Chief Executive Officer)

Non-Executive Director

Mr. U Kean Seng (Resigned on 30 March 2018)

Independent Non-Executive Directors

Mr. Wong Yee Shuen, Wilson
Mr. Chen Wei Wen
Mr. Guan Zhiqiang

In accordance with bye-law 99 of the Bye-laws of the Company, Mr. Yu Ben Ansheng and Mr. Guan Zhiqiang will retire from office by rotation and being eligible, offer themselves for re-election at the forthcoming annual general meeting.

購回、出售或贖回股份

本公司於年內概無贖回其任何股份。本公司及其任何附屬公司於年內概無買賣任何本公司股份。

優先認購權

本公司之公司細則或百慕達(本公司註冊成立所在司法權區)公司法中並無有關優先認購權之條文。

主要附屬公司

本公司於二零一八年十二月三十一日之主要附屬公司詳情載於財務報表附註32。

董事

年內及直至本報告日期之本公司董事為：

執行董事

Lai Guanglin 先生
(於二零一八年三月三十日辭任執行董事
兼主席)
賴福麟先生(主席)
(於二零一八年三月三十日獲委任為主席)
俞安生先生(首席執行官)

非執行董事

余建成先生(於二零一八年三月三十日辭任)

獨立非執行董事

黃以信先生
陳偉文先生
管志強先生

根據本公司的公司細則第99條，俞安生先生及管志強先生將輪值退任，惟有資格並願意於應屆股東週年大會上膺選連任。

Report of the Directors

董事會報告

CONFIRMATION OF INDEPENDENCE OF INDEPENDENT NON-EXECUTIVE DIRECTORS

The Company has received from each independent non-executive Director an annual confirmation of his/her independence pursuant to Rule 3.13 of the Listing Rules and the Company considers that all of them are independent.

BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT

The biographical details of Directors and senior management are set out in the section headed “Biographical Details of Directors and Senior Management” of this Annual Report.

DIRECTORS’ SERVICE CONTRACT

None of the Directors offering themselves for re-election at the forthcoming annual general meeting of the Company has entered in to any service contract with the Company or any of its subsidiaries, which is not terminable by the Company within one year without payment of compensation (other than statutory compensation).

DIRECTORS’ INTERESTS IN COMPETING BUSINESS

None of the Directors and their respective associates has an interest in any business which competes or may compete with the business in which the Group engaged.

SHARE OPTION SCHEME

The share option scheme approved by the shareholders of the Company on 24 June 2004 (the “2004 Scheme”) which expired on 23 June 2014. Thereafter, no further options will be granted under the 2004 Scheme but the subsisting options granted thereunder prior to the expiry date will continue to be valid and exercisable in accordance with the terms of the 2004 Scheme.

At the annual general meeting of the Company held on 21 May 2015, the shareholders of the Company approved the adoption of a new share option scheme (the “2015 Scheme”) under which the directors of the Company may grant options to eligible persons to subscribe for the Company’s shares subject to the terms and conditions as stipulated therein. Unless otherwise cancelled or amended, the 2015 Scheme will remain valid for a period of 10 years from the date of its adoption.

獨立非執行董事之獨立確認

本公司已接獲各獨立非執行董事根據上市規則第3.13條規定作出獨立性之年度確認，而本公司亦認為彼均具獨立性。

董事及高級管理人員之履歷

董事及高級管理人員之履歷載於本年報的「董事及高級管理人員之履歷」內披露。

董事服務合約

於本公司即將舉行之股東週年大會上願意膺選連任之董事概無與本公司或其任何附屬公司簽訂不可於一年內毋須繳付賠償(法定賠償除外)而終止之任何服務合約。

董事於競爭性業務之權益

董事及彼等各自之聯繫人概無擁有與本集團構成或可能構成競爭之任何業務權益。

購股權計劃

本公司股東於二零零四年六月二十四日批准之購股權計劃(「二零零四年計劃」)已於二零一四年六月二十三日屆滿。此後，概無根據二零零四年計劃再授出購股權，但於屆滿日期前根據二零零四年計劃條款授出之購股權將繼續有效並可予以行使。

於二零一五年五月二十一日舉行之本公司股東週年大會上，本公司股東批准採納新購股權計劃(「二零一五年計劃」)，據此，本公司董事可向合資格人士授出購股權，以認購本公司股份，惟須受二零一五年計劃規定之條款及條件所規限。除另行取消或修訂外，二零一五年計劃將自其採納日期起計十年期間維持有效。

1. The 2004 Scheme

The details of 2004 Scheme are as follows:

(a) Purpose

The purpose of the 2004 Scheme is to provide the Company with a flexible means of giving incentive and/or rewarding the participants.

(b) Participants of the Scheme

The Board may offer to grant options to the participants which means (i) any Director (including any executive director, non-executive director or independent non-executive director) of any member of the Group; (ii) any employee (whether full-time or part-time) of any member of the Group; (iii) any consultant, adviser, supplier, customer or sub-contractor of the Group; and (iv) any other person whatsoever from time to time determined by the Board as having contributed to the development, growth or benefit of the Group.

(c) Total number of shares available for issue under the Scheme

The total number of shares of the Company which may be issued upon exercise of all options to be granted under the Scheme and any other share option schemes of the Company must not in aggregate exceed 10% of the issued share capital of the Company as at the date of the general meeting of the Company approving the Scheme. The number of shares may be refreshed by the approval of the shareholders and the refreshed limit of the number of shares must not exceed 10% of the issued share capital of the Company as the date of the approval of the refreshed limit. The maximum number of shares of the Company which may be issued upon exercise of all outstanding options granted and yet to be exercised under the Scheme and any other share option schemes of the Company must not exceed 30% of the total number of shares of the Company in issue from time to time.

The total number of shares available for issue upon exercise of all options were granted under the Scheme are 16,000,000 Shares, representing approximately 1.20% of the total number of shares of the Company in issue as at the date of this report.

1. 二零零四年計劃

有關二零零四年計劃詳情如下：

(a) 目的

二零零四年計劃旨在為本公司提供一個靈活方法，藉以獎勵及／或回報予參與者。

(b) 計劃之參與者

董事會可向參與者授出購股權。參與者乃指(i)本集團各成員公司之任何董事(包括執行董事、非執行董事或獨立非執行董事)；(ii)本集團各成員公司之任何僱員(不論屬全職或非全職)；(iii)本集團任何之專業諮詢人、顧問、供應商、客戶或分包商；及(iv)董事會不時釐定為對本集團之發展、增長或利益作出貢獻之任何其他人士。

(c) 根據計劃可供發行之股份數目

因行使根據計劃及本公司任何其他購股權計劃將予授出之所有購股權而可發行之股份總數，合共不得超過本公司於股東大會上批准計劃當日已發行股份總數10%。股份數目可由股東批准更新，惟經更新之股份數目上限不得超過批准更新上限之日期本公司已發行股本之10%。因行使根據計劃及本公司任何其他購股權計劃已授出而尚未行使之購股權而可發行之股份數目，合共不得超過不時已發行股份總數之30%。

根據計劃其授出之購股權獲悉數行使時可供發行的股份數目共16,000,000股，佔本公司於本報告日期的已發行股本約1.20%。

Report of the Directors

董事會報告

(d) Maximum entitlement of each participant

Total number of shares of the Company issued and to be issued upon exercise of the options granted to each participant (including exercised or outstanding options) in any 12-month period shall not exceed 1% of the total number of shares in issue as at the date of grant.

(e) Minimum period for options to be held

No minimum period for which an option must be held before it can be exercised unless otherwise specified in the relevant offer letter.

(f) Period and payment on acceptance of options

Pursuant to the Scheme, HK\$10 is payable by the grantee to the Company on acceptance of the option within 28 days from the date of grant of the option.

(g) Basis determining the subscription price

The subscription price of a share in respect of any particular option granted under the Scheme shall be a price determined by the Board and notified to the participants and shall be at least the highest of (a) the closing price of the shares as stated in The Stock Exchange of Hong Kong Limited (the "Hong Kong Stock Exchange") daily quotation sheet on the date on which the options are deemed to be granted and accepted in accordance with the terms of the Scheme (the "Commencement Date"), which must be a business day; (b) the average closing price of the shares as stated in the Hong Kong Stock Exchange's daily quotation sheet for the five business days immediately preceding the Commencement Date; and (c) the nominal value of the shares.

(d) 根據計劃每位參與者之最高股份限額

於任何十二個月期間，因行使授予每位參與者之購股權（包括已行使或尚未行使之購股權）而發行及將發行予每位參與者之股份總數，不得超過授出日期已發行股份總數之1%。

(e) 持有購股權之最短期限

除非任何有關要約之條款另有指明外，否則購股權毋須持有最短期限亦可行使。

(f) 接納購股權之期間及付款

根據計劃，承授人須在接納購股權後於授出購股權日期起計二十八日內向本公司支付10港元。

(g) 釐定認購價之基準

根據計劃授出之任何特定購股權之股份認購價，將由董事會酌情釐定，並知會參與者，而認購價應至少為(a)股份於有關購股權被視為按照購股權計劃條款授出及接納當日（「開始日期」）（須為香港聯合交易所有限公司（「香港聯交所」）經營證券買賣業務之日期（「交易日」）在香港聯交所每日報價表所報之收市價；(b)股份於緊接開始日期前連續五個交易日在香港聯交所每日報價表所報之平均收市價；及(c)股份面值三者中之最高者。

(h) Life of the Scheme

Subject to earlier termination by the Company at general meeting or by the Board, the life of the Scheme commenced from 24 June 2004, date of adoption, and ended on 23 June 2014.

Details of options granted, exercised, lapsed, cancelled and outstanding under the Scheme during the year (the information of exercise price, number and share price of the Company is disclosed on the basis of the information after the Share Consolidation became effective) are as follows:

(h) 計劃之有效期

除本公司於股東大會上或由董事會提早終止外，計劃之有效期由二零零四年六月二十四日（採納日期）起至二零一四年六月二十三日為止。

於年度內，根據計劃授出、行使、失效、註銷及尚未行使的購股權之詳情（有關行使價、數目及股份價格資料乃根據股份合併生效後的資料所載列）如下：

Name of Directors 董事姓名	Date of grant 授出日期	Exercise Price HK\$ 行使價 港元	Movement during the year 年內變動					Held as at 31 December 2018 於二零一八年 十二月三十一日 持有
			Held as at 1 January 2018 於二零一八年 一月一日 持有	Granted and accepted 已授出 並接納	Exercised 已行使	Lapsed 已失效	Cancelled 已註銷	
Lai Fulin ^(Note 1) 賴福麟 ^(附註1)	3/12/2009	0.71	5,000,000	-	-	-	-	5,000,000
U Kean Seng ^(Note 1) <i>(Resigned on 30 March 2018)</i> 余建成 ^(附註1) <i>(於二零一八年三月三十日辭任)</i>	3/12/2009	0.71	3,000,000	-	-	3,000,000	-	-
Wong Yee Shuen, Wilson ^(Note 1) 黃以信 ^(附註1)	3/12/2009	0.71	1,000,000	-	-	-	-	1,000,000
Chen Wei Wen ^(Note 2) 陳偉文 ^(附註2)	5/5/2010	0.83	1,000,000	-	-	-	-	1,000,000
			10,000,000	-	-	3,000,000	-	7,000,000
Employees ^(Notes 1 & 3) 僱員 ^(附註1及3)	3/12/2009	0.71	9,300,000	-	-	300,000	-	9,000,000
			19,300,000	-	-	3,300,000	-	16,000,000

Report of the Directors

董事會報告

Notes:

1. The options granted to these grantees are vested in stages and be exercised in the following manner:

Maximum percentage of options exercisable 可行使之購股權最高百分比	Period for exercise of the relevant percentage of the options 行使相關購股權百分比之期限
20%	3/6/2010 – 2/12/2019
20%	3/6/2011 – 2/12/2019
20%	3/6/2012 – 2/12/2019
20%	3/6/2013 – 2/12/2019
20%	3/6/2014 – 2/12/2019

2. The options granted to these grantees are vested in stages and be exercised in the following manner:

Maximum percentage of options exercisable 可行使之購股權最高百分比	Period for exercise of the relevant percentage of the options 行使相關購股權百分比之期限
20%	5/11/2010 – 4/5/2020
20%	5/11/2011 – 4/5/2020
20%	5/11/2012 – 4/5/2020
20%	5/11/2013 – 4/5/2020
20%	5/11/2014 – 4/5/2020

3. Vesting of options granted to certain employees is subject to achievement of profit target.

Details of the fair value of options granted under the Scheme during the year ended 31 December 2018 and the accounting policy adopted for the options are set out in Note 21 and Note 2 to the financial statements respectively.

2. The 2015 Scheme

The details of 2015 Scheme are as follows:

(a) Purpose

The purpose of the 2015 Scheme is to recognize and acknowledge the contributions or potential contributions made or to be made by the participants to the Group, to motivate the participants to optimize their performance and efficiency for the benefit of the Group, and to maintain or attract business relationship with the participants whose contributions are or may be beneficial to the growth of the Group.

附註：

1. 授予該等承授人的購股權將分階段歸屬，並按下列方式行使：

Maximum percentage of options exercisable 可行使之購股權最高百分比	Period for exercise of the relevant percentage of the options 行使相關購股權百分比之期限
20%	3/6/2010 – 2/12/2019
20%	3/6/2011 – 2/12/2019
20%	3/6/2012 – 2/12/2019
20%	3/6/2013 – 2/12/2019
20%	3/6/2014 – 2/12/2019

2. 授予該等承授人的購股權將分階段歸屬，並按以下方式行使：

Maximum percentage of options exercisable 可行使之購股權最高百分比	Period for exercise of the relevant percentage of the options 行使相關購股權百分比之期限
20%	5/11/2010 – 4/5/2020
20%	5/11/2011 – 4/5/2020
20%	5/11/2012 – 4/5/2020
20%	5/11/2013 – 4/5/2020
20%	5/11/2014 – 4/5/2020

3. 授予若干僱員之購股權須達到溢利目標方可歸屬予有關僱員。

有關截至二零一八年十二月三十一日止年度根據計劃授出購股權的公允值及有關購股權的會計政策的詳情分別載於財務報表附註21及附註2。

2. 二零一五年計劃

有關二零一五年計劃詳情如下：

(a) 目的

二零一五年計劃旨在表揚及肯定參與者對本集團已作出或將作出的貢獻或潛在貢獻，激勵參與者以最佳表現及最高效率為本集團締造利益，並維繫或吸引與參與者的業務關係，其貢獻有利於或將會有利於本集團的發展。

(b) Participants

The Board may offer to grant options to the participants which means (i) any director (including any executive director, non-executive director or independent non-executive director) of any member of the Group; (ii) any employee (whether in full time or part-time employment) of any member of the Group; (iii) any consultant, adviser, supplier, customer or subcontractor of the Group, and (iv) any other person whatsoever from time to time determined by the Board as having contributed to the development, growth or benefit of the Group.

(c) Total number of shares available for issue under the Scheme

The total number of shares of the Company which may be issued upon exercise of all options to be granted under the Scheme and any other share option schemes of the Company must not in aggregate exceed 10% of the issued share capital of the Company as at the date of the general meeting of the Company approving the Scheme. The number of shares may be refreshed by the approval of the shareholders and the refreshed limit of the number of shares must not exceed 10% of the issued share capital of the Company as the date of the approval of the refreshed limit. The maximum number of shares of the Company which may be issued upon exercise of all outstanding options granted and yet to be exercised under the Scheme and any other share option schemes of the Company must not exceed 30% of the total number of shares of the Company in issue from time to time.

The total number of shares available for issue under the Scheme is 133,327,000 Shares, representing 10% of the total number of shares of the Company in issue as at the date of this report.

(d) Maximum entitlement of each participant

Total number of shares of the Company issued and to be issued upon exercise of the options granted to each participant (including exercised or outstanding options) in any 12-month period shall not exceed 1% of the total number of shares in issue as at the date of grant.

(b) 參與者

董事會可向參與者授出購股權。參與者乃指(i)本集團任何成員之任何董事(包括任何執行董事、非執行董事或獨立非執行董事)；(ii)本集團任何成員之任何僱員(不論屬全職或非全職)；(iii)本集團任何顧問、諮詢人、供應商、客戶或分包商；及(iv)由董事會釐定為對本集團之發展、增長或利益作出貢獻之任何其他人士。

(c) 根據計劃可供發行之股份數目

因行使根據計劃及本公司任何其他購股權計劃將予授出之所有購股權而可發行之股份總數，合共不得超過本公司於股東大會上批准計劃當日已發行股份總數10%。股份數目可由股東批准更新，惟經更新之股份數目上限不得超過批准更新上限之日期本公司已發行股本之10%。因行使根據計劃及本公司任何其他購股權計劃已授出而尚未行使之購股權而可發行之股份數目，合共不得超過不時已發行股份總數之30%。

根據計劃可供發行的股份數目共133,327,000股，佔本公司於本報告日期的已發行股本10%。

(d) 根據計劃每位參與者之最高股份限額

於任何十二個月期間，因行使授予每位參與者之購股權(包括已行使或尚未行使之購股權)而發行及將發行予每位參與者之股份總數，不得超過授出日期已發行股份總數之1%。

Report of the Directors

董事會報告

(e) Minimum period for options to be held

No minimum period for which an option must be held before it can be exercised unless otherwise specified in the relevant offer letter.

(f) Period and payment on acceptance of options

Pursuant to the Scheme, HK\$10 is payable by the grantee to the Company on acceptance of the option within 28 days from the date of grant of the option.

(g) Basis determining the subscription price

The subscription price of a share in respect of any particular option granted under the Scheme shall be a price determined by the Board and notified to the participants and shall be at least the highest of (a) the closing price of the shares as stated in The Stock Exchange of Hong Kong Limited (the "Hong Kong Stock Exchange") daily quotation sheet on the date on which the options are deemed to be granted and accepted in accordance with the terms of the Scheme (the "Commencement Date"), which must be a business day; (b) the average closing price of the shares as stated in the Hong Kong Stock Exchange's daily quotation sheet for the five business days immediately preceding the Commencement Date; and (c) the nominal value of the shares.

(h) Life of the Scheme

Subject to earlier termination by the Company at general meeting or by the Board, the life of the Scheme commenced from 21 May 2015, the date of adoption, and ended on 20 May 2025.

As at 31 December 2018, no share option was granted by the Company under the 2015 Scheme.

(e) 持有購股權之最短期限

除非任何有關要約之條款另有指明外，否則購股權毋須持有最短期限亦可行使。

(f) 接納購股權之期間及付款

根據計劃，承授人須在接納購股權後於授出購股權日期起計二十八日內向本公司支付10港元。

(g) 釐定認購價之基準

根據計劃授出之任何特定購股權之股份認購價，將由董事會酌情釐定，並知會參與者，而認購價應至少為(a)股份於有關購股權被視為按照購股權計劃條款授出及接納當日（「開始日期」）（須為香港聯合交易所有限公司（「香港聯交所」）經營證券買賣業務之日期（「交易日」）在香港聯交所每日報價表所報之收市價；(b)股份於緊接開始日期前連續五個交易日在香港聯交所每日報價表所報之平均收市價；及(c)股份面值三者中之最高者。

(h) 計劃之有效期

除本公司於股東大會上或由董事會提早終止外，計劃之有效期由二零一五年五月二十一日（採納日期）起至二零二五年五月二十日止。

截至二零一八年十二月三十一日，本公司並沒有根據二零一五年計劃授出購股權。

DIRECTORS' INTERESTS AND SHORT POSITIONS IN THE SHARES, UNDERLYING SHARES OR DEBENTURES

The interests of the directors in the share options of the Company are separately disclosed in the section headed "SHARE OPTION SCHEME" above.

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

Long positions in the shares and underlying share of the Company

Name of Director 董事名稱	Capacity 身份	Personal Interests 個人權益	Corporate Interests 法團權益	Total 總計	Approximate percentage of shares in issue 佔已發行股份 概約百分比
Yu Ben Ansheng 俞安生	Beneficial owner/Interest of controlled corporation 實益擁有人/受控制法團權益	3,000,000	146,000,000 <i>(Note附註)</i>	149,000,000	11.18%

Note:

These shares are held by King Jade Holdings Limited, which is wholly and beneficially owned by Mr. Yu Ben Ansheng, an executive Director and the Chief Executive Officer of the Company. Accordingly, Mr. Yu is deemed to be interested in such shares under the SFO.

董事於股份、相關股份或債券之權益及淡倉

董事所持本公司購股權的權益於上文「購股權計劃」一節中另行披露。

於二零一八年十二月三十一日，本公司董事及主要行政人員於本公司或其任何相聯法團（定義見證券及期貨條例（「證券及期貨條例」）第XV部）的股份、相關股份及債權證中，擁有須登記於本公司根據證券及期貨條例第352條備存之登記冊之權益或淡倉，或須根據上市公司董事進行證券交易的標準守則（「標準守則」）知會本公司及香港聯交所之權益或淡倉如下：

於本公司股份及相關股份之好倉

附註：

該等股份由King Jade Holdings Limited持有，該公司由俞安生先生（本公司之執行董事兼首席執行官）全資實益擁有。因此，根據證券及期貨條例，俞先生被視為於該等股份中擁有權益。

Report of the Directors

董事會報告

Save as disclosed above and in the section headed "SHARE OPTION SCHEME" above, as at 31 December 2018, none of the Directors or chief executive or their respective associates had any interests or short positions in shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) as recorded in the register required to be kept under Section 352 of the SFO or as otherwise notified to the Company and the Hong Kong Stock Exchange pursuant to the Model Code.

SUBSTANTIAL SHAREHOLDERS

As at 31 December 2018, the interests or short positions of the following persons or corporations, other than the Directors or chief executive of the Company, in the shares and underlying shares of the Company as recorded in the register required to be kept by the Company under Section 336 of the SFO were as follows:

Long position in share and underlying share of the Company

Name of shareholders 股東名稱	Capacity 身份	Number of shares/ underlying shares held 所持股份/ 相關股份數目	Approximate percentage of shares in issue 佔已發行 股份概約百分比
Singapore Zhongxin Investment Company Limited <small>(Note 1 附註1)</small>	Beneficial owner 實益擁有人	437,234,620	32.79%
Li Juan <small>(Note 2)</small> 李娟 <small>(附註2)</small>	Interest of spouse 配偶權益	437,234,620	32.79%
Qu Zhi 曲直	Beneficial owner 實益擁有人	333,317,500	25%
King Jade Holdings Limited <small>(Note 3 附註3)</small>	Beneficial owner 實益擁有人	146,000,000	10.95%

Notes:

- Singapore Zhongxin Investment Company Limited is wholly and beneficially owned by Mr. Lai Guanglin, the former executive Director and the Chairman of the Company. Accordingly, Mr. Lai is deemed to be interested in such shares under the SFO.
- Ms. Li Juan, the spouse of Mr. Lai Guanglin, is also deemed to be interested in Mr. Lai's interest in the Company under the SFO.
- King Jade Holdings Limited is wholly and beneficially owned by Mr. Yu Ben Ansheng, an executive Director and the Chief Executive Officer of the Company. Accordingly, Mr. Yu is deemed to be interested in such shares under the SFO.

除上文及另一節「購股權計劃」所披露者外，於二零一八年十二月三十一日，概無董事或最高行政人員或彼等各自之聯繫人士於本公司或其任何相聯法團（定義見證券及期貨條例第XV部）的股份、相關股份及債權證中，擁有須登記於本公司根據證券及期貨條例第352條存置之登記冊之權益或淡倉，或須根據標準守則知會本公司及香港聯交所之權益或淡倉。

主要股東

於二零一八年十二月三十一日，以下人士或法團（上文所披露之本公司董事或最高行政人員除外）於本公司股份及相關股份擁有須登記於本公司根據證券及期貨條例第336條存置之登記冊之權益或淡倉如下：

於本公司股份及相關股份之好倉

附註：

- Singapore Zhongxin Investment Company Limited 乃由 Lai Guanglin 先生（本公司之前任執行董事兼主席）全資實益擁有。因此，根據證券及期貨條例，Lai 先生被視為於該等股份中擁有權益。
- 根據證券及期貨條例，李娟女士（Lai Guanglin 先生之配偶）亦被視為擁有 Lai 先生於本公司之權益。
- King Jade Holdings Limited 乃由俞安生先生（本公司之執行董事兼首席執行官）全資實益擁有。因此，根據證券及期貨條例，俞先生被視為於該等股份中擁有權益。

Save as disclosed above, as at 31 December 2018, the Company had not been notified by any persons or corporations, other than the Directors or chief executive of the Company, who had interests or short positions in the shares or underlying shares of the Company as recorded in the register required to be kept by the Company under Section 336 of the SFO.

MANAGEMENT CONTRACTS

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

DONATIONS

Donations for charitable made by the Group during the year amounted to HK\$3,000.

SHARES ISSUED

The Company has not issued any share during the year ended 31 December 2018.

DEBENTURE ISSUED

The Company has not issued any debenture during the year ended 31 December 2018.

EQUITY-LINKED AGREEMENTS

Save as disclosed under the section headed "SHARE OPTION SCHEME" above, no equity-linked agreements were entered into by the Group, or existed during the year.

PERMITTED INDEMNITY PROVISION

Pursuant to the Company's Bye-laws, every Director shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities which he/she may sustain or incur in or about the execution of the duties of his/her office or otherwise in relation thereto.

The Company has arranged appropriate directors' and officers' liability insurance coverage for the Directors and officers of the Group throughout the year.

除上文披露者外，於二零一八年十二月三十一日，本公司並無獲通知有任何其他人士或法團（不包括本公司董事或主要行政人員）持有本公司股份或相關股份的權益或淡倉而須登記於根據證券及期貨條例第336條規定本公司須備存之登記冊內。

管理合約

年內並無訂立或存在涉及本集團全部或任何重大部分業務之任何管理及行政合約。

捐款

於年內，本集團之慈善捐款合共為3,000港元。

已發行股份

截至二零一八年十二月三十一日止年度，本公司並無發行任何股份。

已發行債權證

截至二零一八年十二月三十一日止年度，本公司並無發行任何債權證。

股票掛鈎協議

除上文「購股權計劃」一節所披露者外，本年度內，本集團並無訂立或存有任何股票掛鈎協議。

獲准許的彌償條文

根據本公司章程細則的規定，本公司的每位董事有權就履行其職責或有關事宜而蒙受或招致的所有損失或責任獲得本公司以其資產彌償。

於年內，本公司已為本集團董事及高級管理人員投購適當的董事及高級管理人員責任保險。

Report of the Directors

董事會報告

MATERIAL INTERESTS IN TRANSACTION, ARRANGEMENT OR CONTRACT OF SIGNIFICANCE

Save as the disclosure of related party transactions set out in Note 28 to the financial statements, no Director or an entity connected with Director had a material interest, whether directly or indirectly, in any transaction, arrangement or contract of significance in relation to the business of the Group to which the Company, its holding company, or any of its subsidiaries or fellow subsidiaries was a party during the year.

CONTROLLING SHAREHOLDER'S INTERESTS IN CONTRACTS OF SIGNIFICANCE

There was no contract of significance between any members of the Group and the Company's controlling shareholders subsisting at the end of the year or at any time during the year.

ARRANGEMENT TO PURCHASE SHARES OR DEBENTURES

Save as disclosed under the section headed "SHARE OPTION SCHEME" above, at no time during the year was the Company or any of its subsidiaries a party to any arrangements to enable the Directors of the Company to acquire benefits by means of the acquisition of shares or debentures of the Company or any other body corporate.

CONNECTED TRANSACTION

On 1 April 2018, the Group engaged Mr. Lai Guanglin, the former executive Director and the Chairman of the Company who resigned on 30 March 2018 and is also the substantial shareholder of the Company, as a consultant of the Company for a sum of HK\$2,976,000 per annum being the consultancy fee for a term of one year from 1 April 2018 to 31 March 2019 (both dates inclusive) as agreed by both parties. This is a connected transaction which is exempted under Rule 14A.76 of the Listing Rules.

CONTINUING CONNECTED TRANSACTION

As mentioned in the announcement dated 11 May 2016 and the circular dated 15 July 2016 of the Company, on 11 May 2016, Mao Xing Limited, a wholly-owned subsidiary of the Company (the "Lender"), entered into a loan agreement (the "Loan Agreement") with China Victory International Holdings Limited, (the "Borrower"), pursuant to which the Lender has conditionally agreed to grant to the Borrower a loan facility in the amount of up to US\$10,000,000 (equivalent to approximately HK\$77,746,000) upon and subject to the terms and conditions set out therein.

於重要交易、安排或合約之重大權益

除於財務報表附註28所披露之關連人士交易外，於本年度內，概無董事或與董事有關連的實體於本公司、其控股公司或其任何附屬公司或同系附屬公司所訂立之任何對本集團業務屬重要交易、安排或合約中直接或間接擁有重大權益。

控股股東於重大合約之權益

於年結時或年內任何時間本集團任何成員公司與本公司控股股東並無重大合約。

購買股份或債券的安排

除上文「購股權計劃」一節所披露外，於年度內任何時間，本公司或其任何附屬公司概無參與訂立任何安排，致使本公司董事可藉收購本公司或任何其他法團的股份或債券獲益。

關連交易

於二零一八年四月一日，本集團委聘本公司前任執行董事兼主席及現時本公司之主要股東Lai Guanglin先生（彼於二零一八年三月三十日辭任）為本公司顧問，雙方協定每年2,976,000港元之顧問費由二零一八年四月一日起至二零一九年三月三十一日止（包括首尾兩日），為期一年。此交易為根據上市規則14A.76條而獲得豁免的關連交易。

持續關連交易

誠如本公司於日期為二零一六年五月十一日之公告及二零一六年七月十五日之通函，於二零一六年五月十一日，本公司之全資附屬公司貿興有限公司（「貸款人」）已與中滙國際集團有限公司（「借款人」）簽訂貸款協議（「貸款協議」），據此，貸款人有條件地同意向借款人給予貸款融資金額上限為10,000,000美元（相當於約77,746,000港元），須待所載的條款和條件達成後方可作實。

As at the date of the Loan Agreement, Mr. Lai Guanglin, an executive Director, the Chairman and a controlling shareholder, held approximately 57.79% of the issued share capital of the Company (Mr. Lai decreased his shareholding to approximately 32.79% on 25 January 2018 and resigned as executive Director and the Chairman on 30 March 2018) and is also the controlling shareholder of Agria Corporation. The Borrower is an associate of Mr. Lai Guanglin and therefore a connected person of the Company under Chapter 14A of the Listing Rules. As such, the transactions contemplated under the Loan Agreement constitute continuing connected transactions for the Company under Chapter 14A of the Listing Rules.

The proposed annual caps of the maximum principal loan outstanding for the financial years ended 31 December 2016, 31 December 2017, 31 December 2018 and period ending 1 August 2019 were US\$10,000,000 for each year/period. The annual caps of the interest amounts for financial years ended/ending 31 December 2016, 31 December 2017, 31 December 2018 and period ending 1 August 2019 were US\$450,000, US\$1,100,000, US\$1,100,000 and US\$650,000 respectively (“Annual Caps”). The Annual Caps of the principal loan outstanding and interest amounts were approved by the shareholders of the Company at the Company’s special general meeting held on 1 August 2016.

On 15 December 2017, the Lender has entered into a deed of novation (the “Deed of Novation”) with the Borrower and Agria Group Limited (the “New Borrower”), pursuant to which the Borrower agreed to novate and the New Borrower agreed to assume, from the date of the Deed of Novation, all the Borrower’s rights and obligations in and under the Loan Agreement, upon and subject to the terms and conditions set out therein. Accordingly, the Borrower is released from any obligation under the Loan Agreement to be performed on or after the date of the Deed of Novation. Save and except for the above novation, all other terms as set out in the Loan Agreement remained unchanged. The Deed of Novation was approved by the shareholders of the Company at the Company’s special general meeting held on 23 February 2018.

The independent non-executive Directors of the Company have reviewed the continuing connected transaction and confirmed that (i) the entering into of the Loan Agreement, although is not conducted in the ordinary and usual course of business of the Group, is in the interests of the Company and the shareholders as a whole; and (ii) the terms of the loan agreement and the Annual Caps are on normal commercial terms and are fair and reasonable.

於貸款協議日期，由於本公司之執行董事、董事會主席及控股股東Lai Guanglin先生持有本公司已發行股本約57.79%（Lai先生於二零一八年一月二十五日減少其持股量至約32.79%及已於二零一八年三月三十日辭任本公司執行董事和主席職務），亦為Agria Corporation控股股東，借款人是Agria Corporation之間接全資附屬公司及Lai Guanglin先生的聯繫人士，因此，根據上市規則第14A章，借款人是本公司的關連人士。故此，根據上市規則第14A章，貸款協議項下擬進行的交易構成本公司之持續關連交易。

截至二零一六年十二月三十一日、二零一七年十二月三十一日、二零一八年十二月三十一日止財政年度及截至二零一九年八月一日止期間，每個年度／期間之未償還貸款本金額建議年度上限均為10,000,000美元。截至二零一六年十二月三十一日、二零一七年十二月三十一日、二零一八年十二月三十一日止財政年度及截至二零一九年八月一日止期間，利息金額年度上限分別為450,000美元、1,100,000美元、1,100,000美元及650,000美元（「年度上限」）。本公司股東已於二零一六年八月一日舉行的股東特別大會上批准貸款本金額及利息金額之年度上限。

於二零一七年十二月十五日，借款人已與借款人及Agria Group Limited（「新借款人」）簽訂了約務更替契約（「約務更替契約」），據此，借款人同意更替，而新借款人同意承擔，自約務更替契約日期起所有借款人在貸款協議內及其之下的權利及義務，並受其中所載的條款及條件所規限。因此，借款人在貸款協議項下的任何義務將於約務更替契約日期或之後解除。除上述約務更替外，貸款協議所載之全部其他條款均維持不變。本公司股東已於二零一八年二月二十三日舉行的股東特別大會上批准約務更替契約。

本公司獨立非執行董事已審議該持續關連交易，並確認(i)訂立貸款協議，雖然並非在本集團日常及一般業務過程中進行，但符合本公司及股東全體的利益；及(ii)貸款協議的條款及年度上限乃按一般商業條款訂立，屬公平合理。

Report of the Directors

董事會報告

The Company's auditor was engaged to report on the Group's continuing connected transaction 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.

The auditor has issued an unqualified letter containing its findings and conclusions in respect of the above mentioned continuing connected transaction in accordance with Rule 14A.56 of the Listing Rules. A copy of the auditor's letter has been provided by the Company to the Stock Exchange.

Save as disclosed above and in Note 28 to the financial statements, during the year, there were no connected transactions or continuing connected transactions of the Company under Chapter 14A of the Listing Rules which are required to comply with any of the reporting, announcement or independent shareholders' approval requirements under the Listing Rules.

MAJOR CUSTOMERS AND SUPPLIERS

The percentages of purchases and sales for the year attributable to the Group's major suppliers and customers are as follows:

Purchases

- the largest supplier 23.36%
- five largest suppliers combined 60.66%

Sales

- the largest customer 4.02%
- five largest customers combined 13.90%

None of the Directors, their associates or any shareholder (which to the knowledge of the Directors owns more than 5% of the Company's share capital) had an interest in the major suppliers or customers noted above.

COMPLIANCE WITH THE CORPORATE GOVERNANCE CODE

Details of the compliance with corporate governance code of the Company are set out in the "CORPORATE GOVERNANCE REPORT" of this Annual Report.

本公司核數師獲委聘，根據香港會計師公會頒布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」及參考實務說明第740號「關於香港《上市規則》所述持續關連交易之核數師函件」，就本集團之持續關連交易作出匯報。

核數師已根據上市規則第14A.56條，就上述持續關連交易發出無保留意見函件，當中載有其對上述持續關連交易之發現及結論。本公司已向聯交所提交核數師函件之副本。

除上述及於財務報表附註28披露中，於年內，本公司概無進行上市規則第14A章界定且須根據上市規則遵守申報、公佈或獨立股東批准規定之關連交易或持續關連交易。

主要客戶及供應商

本集團主要供應商及客戶年內分別所佔之採購及銷售百份比如下：

採購

- 最大供應商23.36%
- 五大供應商合計60.66%

銷售

- 最大客戶4.02%
- 五大客戶合計13.90%

各董事、其聯繫人士或任何股東（就董事所知擁有本公司股本5%以上者）概無上述主要供應商或客戶擁有之任何權益。

遵守企業管治守則

有關本公司遵守企業管治守則的詳情載於本年報之「企業管治報告」內。

AUDIT COMMITTEE

The audit committee consists of three independent non-executive Directors, namely Mr. Wong Yee Shuen, Wilson, Mr. Chen Wei Wen and Mr. Guan Zhiqiang.

By reference to "A Guide for the Formation of An Audit Committee" published by the Hong Kong Institute of Certified Public Accountants, written terms of reference which describe the authority and duties of the audit committee were prepared and adopted by the Board of the Company.

The annual results have been reviewed by the audit committee of the Company.

SUFFICIENCY OF PUBLIC FLOAT

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

AUDITORS

The financial statements have been audited by PricewaterhouseCoopers who retire and, being eligible, offer themselves for re-appointment.

By Order of the Board

Lai Fulin
Chairman

Hong Kong, 25 March 2019

審核委員會

本公司審核委員會由三位獨立非執行董事，即黃以信先生、陳偉文先生及管志強先生所組成。

本公司之董事會參照香港會計師公會頒布之「組成審核委員會之指引」，制訂及採納審核委員會之書面職權範圍書，訂明審核委員會的職權及職責。

本公司之審核委員會已審閱全年業績。

足夠公眾持股量

根據本公司可取得之公開資料以及就董事所知，於本報告日期，本公司維持上市規則所規定之既訂公眾持股量。

核數師

本財務報表已獲羅兵咸永道會計師事務所審核，該核數師任滿告退，惟有資格及願意膺選連任。

承董事會命

主席
賴福麟

香港，二零一九年三月二十五日

Independent Auditor's Report

獨立核數師報告



To the Shareholders of Softpower International Limited
(incorporated in Bermuda with limited liability)

Opinion

What we have audited

The consolidated financial statements of Softpower International Limited (the "Company") and its subsidiaries (the "Group") set out on pages 63 to 163, which comprise:

- the consolidated statement of financial position as at 31 December 2018;
- the consolidated income statement for the year then ended;
- the consolidated statement of comprehensive income for the year then ended;
- the consolidated statement of changes in equity for the year then ended;
- the consolidated statement of cash flows for the year then ended; and
- the notes to the consolidated financial statements, which include a summary of significant accounting policies.

Our opinion

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

羅兵咸永道

致冠力國際有限公司股東
(於百慕達註冊成立的有限公司)

意見

我們已審計的內容

冠力國際有限公司(以下簡稱「貴公司」)及其附屬公司(以下統稱「貴集團」)列載於第63至163頁的綜合財務報表，包括：

- 於二零一八年十二月三十一日的綜合財務狀況表；
- 截至該日止年度的綜合收益表；
- 截至該日止年度的綜合全面收益表；
- 截至該日止年度的綜合權益變動表；
- 截至該日止年度的綜合現金流量表；及
- 綜合財務報表附註，包括主要會計政策概要。

我們的意見

我們認為，該等綜合財務報表已根據香港會計師公會頒布的《香港財務報告準則》真實而中肯地反映了貴集團於二零一八年十二月三十一日的綜合財務狀況及其截至該日止年度的綜合財務表現及綜合現金流量，並已遵照香港《公司條例》的披露規定妥為擬備。

Basis for Opinion

We conducted our audit in accordance with Hong Kong Standards on Auditing ("HKSAs") issued by the HKICPA. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Independence

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.

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 identified in our audit are summarised as follows:

- Net realisable value of inventories
- Impairment of trade receivables
- Impairment of loan to a related company

意見的基礎

我們已根據香港會計師公會頒布的《香港審計準則》進行審計。我們在該等準則下承擔的責任已在本報告「核數師就審計綜合財務報表承擔的責任」部分中作進一步闡述。

我們相信，我們所獲得的審計憑證能充足及適當地為我們的審計意見提供基礎。

獨立性

根據香港會計師公會頒布的《專業會計師道德守則》(以下簡稱「守則」)，我們獨立於貴集團，並已履行守則中的其他專業道德責任。

關鍵審計事項

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

我們在審計中識別的關鍵審計事項概述如下：

- 存貨的可變現淨值
- 貿易應收款項減值
- 給予一間關連公司的貸款減值

Independent Auditor's Report

獨立核數師報告

Key audit matter 關鍵審計事項

Net realisable value of inventories

Refer to notes 4 and 16 to the consolidated financial statements.

As at 31 December 2018, inventories of the Group amounted to approximately HK\$235 million. As described in the Basis of preparation and accounting policies in note 2(h) to the consolidated financial statements, inventories are carried at the lower of cost and net realisable value.

Management applied judgment in determining the appropriate provisions for obsolete inventories and inventories with net realisable value below cost. Net realisable value is determined based upon a detailed analysis of the aging of inventories on a product-by-product basis, and with reference to their latest invoice prices and current market conditions. An impairment provision of approximately HK\$17 million has been recorded to reduce the carrying value of certain inventories to their estimated net realisable value.

We focused on this area due to the size of the balances and the judgment involved by management in determining the net realisable value of the inventories.

存貨的可變現淨值

請參閱綜合財務報表附註4及附註16。

於二零一八年十二月三十一日，貴集團的存貨總值約為235,000,000港元。如綜合財務報表附註2(h)編製基準及會計政策所述，存貨乃按成本與可變現淨值兩者之較低者列賬。

管理層運用判斷以為過時存貨以及可變現淨值低於成本的存貨釐定適當撥備。可變現淨值是根據對個別產品的庫齡的詳細分析，並參照其最近的發票價格和當前的市場狀況而釐定。存貨已記賬的減值撥備約為17,000,000港元，以將若干存貨的賬面價值減少至其估計可變現淨值。

我們關注此範疇是鑑於有關結餘的規模及管理層在釐定存貨的可變現淨值時涉及的判斷。

How our audit addressed the Key audit matter 我們的審計如何處理關鍵審計事項

Our procedures in relation to management's assessment on net realisable value of inventories included:

- We understood and evaluated the appropriateness and consistency of the basis management used in estimating the level of provision for inventories by comparing the historical accuracy of inventory provisioning, on a sample basis, to the realised amount; and reviewing the level of inventory write-offs during the year.
- Checked, on a sample basis, the accuracy of inventory aging used by management to estimate the appropriate provision for slow moving and obsolete inventories.
- Performed audit analytics on inventory holding and movement data to identify products with indication of slow moving or obsolescence.
- Compared the carrying amounts of a sample of inventories to their net realisable value through a detailed review of sale subsequent to the year end to check for completeness of the associated provision. Where there are no subsequent sales of the respective products after the year end, we challenged management as to the realisable value of the products, corroborating explanations with the aging, sales orders, historical margins and marketability of the respective inventories, as appropriate.

Based on the procedures performed, we found the assumptions of management in relation to assessment on net realisable value of inventories to be supportable by available evidence.

我們對管理層評估存貨可變現淨值所執行的審核程序包括：

- 我們通過以抽樣方式，對比過往存貨撥備與實現金額的準確性，了解並評估管理層在估算存貨撥備水平時所採用的基準，以及審閱年內存貨撇銷水平的適當性及一致性。
- 以抽樣方式，檢查管理層使用的庫齡以估計呆滯和過時存貨的適當撥備的準確性。
- 對持有的存貨和變動數據進行審計分析，以識別有呆滯或過時跡象的產品。
- 通過詳細審查年末後的銷售情況，以抽樣方式將存貨賬面價值與其可變現淨值進行比較，以檢查相關撥備的完整性。對於在年末後未有售出的產品，我們已向管理層就該等產品的可變現價值提出質疑，並透過存貨年期、銷售訂單、過往毛利率及相關存貨的市場可銷售性(如適用)佐證其解釋。

根據所執行的程序，我們發現管理層就評估存貨可變現淨值採用的假設有可得的證據支持。

Key audit matter 關鍵審計事項

Impairment of trade receivables

Refer to notes 4 and 17 to the consolidated financial statements.

As at 31 December 2018, the Group held gross trade receivables of approximately HK\$115 million with provision for loss allowance of approximately HK\$0.7 million. Provision is made for lifetime expected credit losses on trade receivables.

Management applied judgement in determining the appropriate loss allowance on trade receivables. Trade receivables relating to customers with known financial difficulties or significant doubt on collection are assessed individually for provision for loss allowance. Expected credit losses are estimated by grouping the remaining trade receivables based on shared credit risk characteristics and collectively assessed for likelihood of recovery, taking into account the nature of the customers, their geographical locations and their ageing categories, and applying expected credit loss rates to the respective gross carrying amounts of the trade receivables. The expected credit loss rates are determined based on the Group's historical credit loss experience with an adjustment to reflect current and forward-looking information such as macroeconomic factors affecting the ability of the customers to settle the receivables.

We focused on this area due to the size of the balances and the judgment and estimates involved by management in determining the expected credit loss allowance of the trade receivables.

貿易應收款項減值

請參閱綜合財務報表附註4及附註17。

於二零一八年十二月三十一日，貴集團的貿易應收款項總額約為115,000,000港元，而虧損撥備約為700,000港元。貿易應收款項的撥備是以存續期的預期虧損而作出。

管理層運用判斷以釐定貿易應收款項的適當虧損撥備。有關的貿易應收款項，就已知財務有困難或對收款有重大疑問的客戶會個別評估虧損撥備。預期信貸虧損乃根據共同信貸風險特徵對剩餘貿易應收款項進行分組估計，並考慮客戶的性質，其地理位置及其帳齡類別，共同評估收回的可能性。並將預期信貸虧損率應用於各自的貿易應收款項賬面總額。預期信貸虧損率乃根據過往本集團的歷史信貸虧損的經驗而釐定，並經調整以反映當前及前瞻性資料，例如影響客戶償還應收款項能力的宏觀經濟因素。

我們關注此範疇是鑑於有關結餘的規模及管理層在釐定貿易應收款項的預期信貸虧損時涉及的判斷。

How our audit addressed the Key audit matter 我們的審計如何處理關鍵審計事項

Our procedures in relation to management's assessment on provision for loss allowance on trade receivables included:

- We understood, evaluated and tested, on a sample basis, management's key control over the assessment on recoverability of trade receivable balances and the related loss allowance, including periodic review on trade receivables aging, historical loss rates and approval of provision made.
- Checked, on a sample basis, the accuracy of trade receivables aging used by management to estimate the appropriate provision for loss allowance.
- Obtained management's assessment on the expected credit loss allowance of trade receivables and assessed the reasonableness of the expected loss rates. We corroborated and validated management's assessment based on the historical settlement pattern, correspondence with the customers, and evidence from external sources including the relevant public search results relating to the financial circumstances of the relevant customers.
- We assessed management's assessment of current market condition and forward-looking information such as macroeconomic factors by comparing the data used by management against publicly available information.
- We checked the mathematical accuracy of management's calculation for loss allowance of trade receivables.

Based on the procedures performed, we found the judgement and estimates made by management in relation to assessment on provision for loss allowance on trade receivables to be supportable by available evidence.

我們對管理層評估貿易應收款項的虧損撥備所執行的審核程序包括：

- 我們以抽樣方式，理解、評估及測試，管理層對貿易應收款項結餘可收回性評估及相關虧損撥備的主要監控，包括定期檢討貿易應收款項賬齡，歷史損虧率及已作撥備的批准。
- 以抽樣方式，檢查管理層使用應收款項賬齡以估計適當虧損撥備的準確性。
- 取得管理層對貿易應收款項預期信貸虧損撥備的評估，並評估預期損失率的合理性。我們佐證和驗證了管理層的評估，乃根據歷史償付模式，與客戶的通信及外部來源的證據，包括與相關客戶的財務狀況相關的公共搜索結果。
- 我們比較管理層使用的數據與公開資料，來評估管理層對當前市場狀況的評估和宏觀經濟因素等前瞻性信息。
- 我們檢查了管理層計算應收賬款虧損撥備的準確性。

根據所執行的程序，我們發現管理層就評估貿易應收款項虧損撥備採用的假設有可得的證據支持。

Independent Auditor's Report

獨立核數師報告

Key audit matter 關鍵審計事項

Impairment of loan to a related company
Refer to notes 4, 17 and 28 (d) to the consolidated financial statements.

As at 31 December 2018, the Group held a loan to a related company of approximately HK\$79 million.

Management applied judgement in determining the appropriate loss allowance for impairment of loan to the related company. The loan is secured by the entire issued shares of a wholly owned subsidiary of the related company, which are not publicly traded, and guaranteed by the holding company of the related company (the "Guarantor"). The loan is interest bearing and repayable by July 2019 as detailed in note 28(d) to the consolidated financial statements.

Management reviewed the financial conditions of the related company and the Guarantor, taking into account the settlement history of the related interest elements, and concluded that no loss allowance is required for such loan as at 31 December 2018.

We focused on this area due to the size of the balance and the judgment involved by management in determining the recoverable amount of the loan.

給予一間關連公司的貸款減值
請參閱綜合財務報表附註4、17及28(d)。

於二零一八年十二月三十一日，貴集團持有提供予一間關連公司的貸款約為79,000,000港元。

管理層運用判斷以釐定就提供予該關連公司貸款的減值撥備作出適當的虧損撥備。該貸款由該關連公司的全資附屬公司的全部已發行股份（並無公開買賣）作抵押，及由該關連公司的一家控股公司（「擔保人」）提供擔保。該貸款須計息並須於二零一九年七月或之前償還，詳情載於綜合財務報表附註28(d)。

管理層考慮了過往相關利息的償付情況，檢討了該關連公司和擔保人的財務狀況，並總結認為該貸款於二零一八年十二月三十一日無須作虧損撥備。

我們關注此範疇是鑑於有關結餘的規模及管理層在釐定該貸款可收回金額所涉及的判斷。

How our audit addressed the Key audit matter 我們的審計如何處理關鍵審計事項

Our procedures in relation to management's impairment assessment on the loan receivable included:

- We reviewed the loan agreement and obtained direct confirmation from the related company on the balance and terms of the loan as at 31 December 2018 with no exception.
- Checked, on a sample basis, the accuracy of interest payment received and whether they are in accordance with the terms of the loan.
- We challenged management as to the recoverability of the loan, corroborating explanations with the latest financial information of the related company and the Guarantor and correspondence with the relevant parties.

Based on the procedures performed, we found the assumptions of management in relation to the impairment assessment on loan to the related company to be supportable by available evidence.

我們對管理層評估該應收貸款的減值所執行的審核程序包括：

- 我們審閱了貸款協議，並直接向該關連公司獲取了於二零一八年十二月三十一日貸款餘額和條款的沒有異議的確認。
- 以抽樣方式，檢查所收到的利息付款的準確性，以及其是否按照貸款的條款支付。
- 我們已向管理層就該貸款的可收回性提出質疑，並透過該關連公司和擔保人的最新財務資料以及與有關人士的往來信函佐證其解釋。

根據所執行的程序，我們發現管理層就評估貸款予該關連公司的撥備評估採用的假設有可得的證據支持。

Other Information

The directors of the Company 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 and Audit Committee for the Consolidated Financial Statements

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

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

The audit committee is responsible for overseeing the Group's financial reporting process.

其他信息

貴公司董事須對其他信息負責。其他信息包括年報內的所有信息，但不包括綜合財務報表及我們的核數師報告。

我們對綜合財務報表的意見並不涵蓋其他信息，我們亦不對該等其他信息發表任何形式的鑒證結論。

結合我們對綜合財務報表的審計，我們的責任是閱讀其他信息，在此過程中，考慮其他信息是否與綜合財務報表或我們在審計過程中所了解的情況存在重大抵觸或者似乎存在重大錯誤陳述的情況。

基於我們已執行的工作，如果我們認為其他信息存在重大錯誤陳述，我們需要報告該事實。在這方面，我們沒有任何報告。

董事及審核委員會就綜合財務報表須承擔的責任

貴公司董事須負責根據香港會計師公會頒布的《香港財務報告準則》及香港《公司條例》的披露規定擬備真實而中肯的綜合財務報表，並對其認為為使綜合財務報表的擬備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控制負責。

在擬備綜合財務報表時，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。

審核委員會須負責監督 貴集團的財務報告過程。

Independent Auditor's Report

獨立核數師報告

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, in accordance with Section 90 of the Companies Act 1981 of Bermuda and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with HKSAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with HKSAs, we exercise professional judgment and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.

核數師就審計綜合財務報表承擔的責任

我們的目標，是對綜合財務報表整體是否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，並出具包括我們意見的核數師報告。我們僅按照百慕達一九八一年《公司法》第90條向閣下（作為整體）報告我們的意見，除此之外本報告別無其他目的。我們不會就本報告的內容向任何其他人士負上或承擔任何責任。合理保證是高水平的保證，但不能保證按照《香港審計準則》進行的審計，在某一重大錯誤陳述存在時總能發現。錯誤陳述可以由欺詐或錯誤引起，如果合理預期它們單獨或滙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。

在根據《香港審計準則》進行審計的過程中，我們運用了專業判斷，保持了專業懷疑態度。我們亦：

- 識別和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這些風險，以及獲取充足和適當的審計憑證，作為我們意見的基礎。由於欺詐可能涉及串謀、偽造、蓄意遺漏、虛假陳述，或凌駕於內部控制之上，因此未能發現因欺詐而導致的重大錯誤陳述的風險高於未能發現因錯誤而導致的重大錯誤陳述的風險。
- 了解與審計相關的內部控制，以設計適當的審計程序，但目的並非對貴集團內部控制的有效性發表意見。
- 評價董事所採用會計政策的恰當性及作出會計估計和相關披露的合理性。

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements (Continued)

- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

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

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

核數師就審計綜合財務報表承擔的責任(續)

- 對董事採用持續經營會計基礎的恰當性作出結論。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。如果我們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，則我們應當發表非無保留意見。我們的結論是基於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。
- 評價綜合財務報表的整體列報方式、結構和內容，包括披露，以及綜合財務報表是否中肯反映交易和事項。
- 就貴集團內實體或業務活動的財務信息獲取充足、適當的審計憑證，以便對綜合財務報表發表意見。我們負責貴集團審計的方向、監督和執行。我們為審計意見承擔全部責任。

除其他事項外，我們與審核委員會溝通了計劃的審計範圍、時間安排、重大審計發現等，包括我們在審計中識別出內部控制的任何重大缺陷。

我們還向審核委員會提交聲明，說明我們已符合有關獨立性的相關專業道德要求，並與他們溝通有可能合理地被認為會影響我們獨立性的所有關係和其他事項，以及在適用的情況下，相關的防範措施。

Independent Auditor's Report

獨立核數師報告

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements (Continued)

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 Mak Tze Leung, William.

PricewaterhouseCoopers
Certified Public Accountants

Hong Kong, 25 March 2019

核數師就審計綜合財務報表承擔的責任(續)

從與審核委員會溝通的事項中，我們確定哪些事項對本期綜合財務報表的審計最為重要，因而構成關鍵審計事項。我們在核數師報告中描述這些事項，除非法律法規不允許公開披露這些事項，或在極端罕見的情況下，如果合理預期在我們報告中溝通某事項造成的負面後果超過產生的公眾利益，我們決定不應在報告中溝通該事項。

出具本獨立核數師報告的審計項目合夥人是麥子良。

羅兵咸永道會計師事務所
執業會計師

香港，二零一九年三月二十五日

Consolidated Income Statement

綜合收益表

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

		Note 附註	2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Revenue	收入	5	538,155	650,461
Cost of sales	銷售成本	7	(390,671)	(441,328)
Gross profit	毛利		147,484	209,133
Other gains, net	其他收益淨額	6	4,267	2,623
Selling and distribution costs	銷售及分銷成本	7	(20,844)	(23,542)
General and administrative expenses	一般及行政費用	7	(113,018)	(111,982)
Reversal of/(provision for) impairment of financial assets	金融資產的減值 回撥/(撥備)	7	3,523	(198)
Operating profit	經營溢利		21,412	76,034
Finance income	財務收入	9	10,111	10,359
Finance costs	財務費用	9	(2,051)	(2,219)
Finance income, net	財務收入淨額	9	8,060	8,140
Profit before income tax	稅前溢利		29,472	84,174
Tax expense	稅項支出	10	(4,621)	(9,386)
Profit for the year	本年度溢利		24,851	74,788
Profit attributable to:	溢利歸屬於：			
Equity holders of the Company	本公司權益持有人		26,015	74,945
Non-controlling interests	非控股權益		(1,164)	(157)
			24,851	74,788
			HK cents 港仙	HK cents 港仙
Earnings per share	每股盈利			
Basic and diluted	基本及攤薄	11	1.95	5.62

The notes on pages 70 to 163 are an integral part of these consolidated financial statements.

第70至163頁之附註為此等綜合財務報表之整體部份。

Consolidated Statement of Comprehensive Income

綜合全面收益表

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

		Note 附註	2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Profit for the year	本年度溢利		24,851	74,788
Other comprehensive income: <i>Item that will not be reclassified subsequently to profit or loss</i>	其他全面收益： 其後將不會重新歸類到溢利 或虧損之項目			
Actuarial (loss)/gain on post-employment benefit obligations, net of tax	離職後福利債務的精算 (虧損)/收益， 扣除稅項後	22	(110)	935
<i>Item that may be subsequently reclassified to profit or loss</i>	其後可能重新歸類到溢利 或虧損之項目			
Currency translation differences	貨幣換算差額		(1,156)	(4)
Other comprehensive income for the year, net of tax	本年度其他全面收益， 扣除稅項後		(1,266)	931
Total comprehensive income for the year	本年度全面收益總額		23,585	75,719
Total comprehensive income attributable to:	全面收益總額歸屬於：			
Equity holders of the Company	本公司權益持有人		24,744	75,876
Non-controlling interests	非控股權益		(1,159)	(157)
			23,585	75,719

The notes on pages 70 to 163 are an integral part of these consolidated financial statements.

第70至163頁之附註為此等綜合財務報表之整體部分。

Consolidated Statement of Financial Position

綜合財務狀況表

As at 31 December 2018
於二零一八年十二月三十一日

		Note 附註	2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
ASSETS	資產			
Non-current assets	非流動資產			
Property, plant and equipment	物業、廠房及設備	13	21,377	5,317
Loan to a related company	貸款予一間關連公司	17	–	78,357
Rental deposits and other assets	租賃按金及其他資產	17	7,337	7,327
			28,714	91,001
Current assets	流動資產			
Inventories	存貨	16	235,309	204,341
Loan to a related company	貸款予一間關連公司	17	78,540	–
Trade receivables	貿易應收款項	17	114,747	119,390
Deposits, prepayments and other receivables	按金、預付款及其他應收款項	17	39,741	60,906
Financial assets at fair value through profit or loss	按公允價值計入損益之金融資產	18	2,601	2,744
Tax recoverable	可收回稅項		2,111	–
Pledged certificate of deposit	已抵押存款證	19	10,000	10,000
Pledged bank deposits	已抵押銀行存款	19	31,000	37,000
Cash and bank balances	現金及銀行結餘	20	130,117	146,571
			644,166	580,952
Total assets	總資產		672,880	671,953

The notes on pages 70 to 163 are an integral part of these consolidated financial statements.

第70至163頁之附註為此等綜合財務報表之整體部分。

Consolidated Statement of Financial Position

綜合財務狀況表

As at 31 December 2018
於二零一八年十二月三十一日

		Note 附註	2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
EQUITY	權益			
Equity holders	權益持有人			
Share capital	股本	21	26,665	26,665
Reserves	儲備	22	510,150	485,377
			536,815	512,042
Non-controlling interests	非控股權益		4,618	–
Total equity	總權益		541,433	512,042
LIABILITIES	負債			
Non-current liabilities	非流動負債			
Deferred tax liabilities	遞延稅項負債	24	1,352	436
Other non-current liabilities	其他非流動負債		2,862	2,572
			4,214	3,008
Current liabilities	流動負債			
Trade payables, other payables and contract liabilities	貿易、其他應付款項及合同負債	25	69,227	82,436
Taxation payable	應付稅項		562	3,990
Borrowings	借貸	23	57,444	70,477
			127,233	156,903
Total liabilities	總負債		131,447	159,911
Total equity and liabilities	總權益及負債		672,880	671,953
Net current assets	流動資產淨額		516,933	424,049
Total assets less current liabilities	總資產減流動負債		545,647	515,050

The financial statements on pages 63 to 163 were approved by the board of Directors on 25 March 2019 and were signed on its behalf:

Lai Fulin 賴福麟
Director 董事

The notes on pages 70 to 163 are an integral part of these consolidated financial statements.

第63至163頁的財務報表已由董事會於二零一九年三月二十五日批核，並代表董事會簽署：

Yu Ben Ansheng 俞安生
Director 董事

第70至163頁之附註為此等綜合財務報表之整體部分。

Consolidated Statement of Changes in Equity

綜合權益變動表

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

		Attributable to equity holders of the Company 本公司權益持有人應佔部份										Total
		Share capital	Share premium	Capital reserve	Merger reserve	Statutory reserve	Other reserve	Exchange reserve	Share-based payment reserve	Retained earnings	Non-controlling interests	Total
		股本	股份溢價	資本儲備	合併儲備	法定儲備	其他儲備	匯兌儲備	以股份為基礎的 付款儲備	保留溢利	非控股權益	總額
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
At 1 January 2017	於二零一七年一月一日	26,665	126,618	34,115	3,700	24	270	1,107	5,197	238,580	(8)	436,268
Profit for the year	本年度溢利	-	-	-	-	-	-	-	-	74,945	(157)	74,788
Other comprehensive income:	其他全面收益：											
Actuarial gain on post-employment benefit obligations, net of tax	離職後福利債務的精算收益，扣除稅項後	-	-	-	-	-	935	-	-	-	-	935
Currency translation differences	貨幣換算差額	-	-	-	-	-	-	(4)	-	-	-	(4)
Total comprehensive income for the year	本年度全面收益總額	-	-	-	-	-	935	(4)	-	74,945	(157)	75,719
Transactions with owners:	與擁有人之交易：											
Share-based payment	以股份為基礎的付款	-	-	-	-	-	-	-	55	-	-	55
Changes in ownership interests in subsidiaries without changes of control	不導致失去控制權的 子公司權益變動	-	-	-	-	-	-	-	-	(165)	165	-
At 31 December 2017	於二零一七年 十二月三十一日	26,665	126,618	34,115	3,700	24	1,205	1,103	5,252	313,360	-	512,042

The notes on pages 70 to 163 are an integral part of these consolidated financial statements.

第70至163頁之附註為此等綜合財務報表之整體部分。

Consolidated Statement of Changes in Equity

綜合權益變動表

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

		Attributable to equity holders of the Company 本公司權益持有人應佔部份										
		Share capital	Share premium	Capital reserve	Merger reserve	Statutory reserve	Other reserve	Exchange reserve	Share-based payment reserve	Retained earnings	Non-controlling interests	Total
		股本	股份溢價	資本儲備	合併儲備	法定儲備	其他儲備	匯兌儲備	以股份為基礎的付款儲備	保留溢利	非控股權益	總額
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
At 1 January 2018	於二零一八年一月一日	26,665	126,618	34,115	3,700	24	1,205	1,103	5,252	313,360	-	512,042
Profit for the year	本年度溢利	-	-	-	-	-	-	-	-	26,015	(1,164)	24,851
Other comprehensive income:	其他全面收益：											
Actuarial loss on post-employment benefit obligations, net of tax	離職後福利債務的精算虧損，扣除稅項後	-	-	-	-	-	(110)	-	-	-	-	(110)
Currency translation differences	貨幣換算差額	-	-	-	-	-	-	(1,161)	-	-	5	(1,156)
Total comprehensive income for the year	本年度全面收益總額	-	-	-	-	-	(110)	(1,161)	-	26,015	(1,159)	23,585
Transactions with owners:	與擁有人之交易：											
Share-based payment	以股份為基礎的付款	-	-	-	-	-	-	-	29	-	-	29
Transfer upon lapse of share options	因購股權失效轉發	-	-	-	-	-	-	-	(925)	925	-	-
Acquisition of a subsidiary	收購一間附屬公司	-	-	-	-	-	-	-	-	-	5,777	5,777
At 31 December 2018	於二零一八年十二月三十一日	26,665	126,618	34,115	3,700	24	1,095	(58)	4,356	340,300	4,618	541,433

The notes on pages 70 to 163 are an integral part of these consolidated financial statements.

第70至163頁之附註為此等綜合財務報表之整體部分。

Consolidated Statement of Cash Flows

綜合現金流量表

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

		Note 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 經營業務之現金流量				
Cash generated from operations	經營業務產生之現金	27	14,053	3,946
Interest paid	已付利息		(2,045)	(2,240)
Interest received	已收利息		10,053	10,341
Income tax paid	已付所得稅		(9,656)	(9,038)
Net cash generated from operating activities	經營活動產生現金淨額		12,405	3,009
Cash flows from investing activities 投資業務之現金流量				
Purchase of property, plant and equipment	購入物業、廠房及設備		(10,617)	(3,312)
Proceeds from disposal of property, plant and equipment	出售物業、廠房及設備所得款項	27	136	125
Acquisition of a subsidiary	收購一家附屬公司	31	(10,655)	–
Dividend income from financial assets at fair value through profit or loss	按公允價值計入損益之金融資產之股息收入		105	78
Net cash used in investing activities	投資活動所用現金淨額		(21,031)	(3,109)
Cash flows from financing activities 融資活動之現金流量				
Drawdown of borrowings	提用借貸		(387,818)	470,445
Repayment of borrowings	償還借貸		374,785	(473,959)
Purchase of pledged certificate of deposit	購入已抵押存款證		(9,971)	–
Decrease in pledged bank deposits	抵押銀行存款減少		6,000	–
Redemption of pledged certificate of deposit	抵押存款證的贖回		10,000	–
Net cash used in financing activities	融資活動所用現金淨額		(7,004)	(3,514)
Net decrease in cash and cash equivalents	現金及現金等價物減少淨額		(15,630)	(3,614)
Exchange differences	匯兌差額		(824)	811
Cash and cash equivalents at beginning of the year	年初之現金及現金等價物	20	146,571	149,374
Cash and cash equivalents at end of the year	年終之現金及現金等價物	20	130,117	146,571

The notes on pages 70 to 163 are an integral part of these consolidated financial statements.

第70至163頁之附註為此等綜合財務報表之整體部份。

Notes to the Consolidated Financial Statements

綜合財務報表附註

1. General information

Softpower International Limited (the “Company”) and its subsidiaries (together the “Group”) are principally engaged in trading of construction materials, mainly pipes and fittings.

The Company is a limited liability company incorporated in Bermuda. The address of its registered office is Canon’s Court, 22 Victoria Street, Hamilton HM 12, Bermuda. The Company’s shares are listed on the Main Board of The Stock Exchange of Hong Kong Limited (“Hong Kong Stock Exchange”).

These consolidated financial statements are presented in Hong Kong dollars (“HK\$”), unless otherwise stated. These consolidated financial statements have been approved for issue by the Board of Directors on 25 March 2019.

2. Basis of preparation and accounting policies

The principal accounting policies adopted in the preparation of these consolidated financial statements are set out below. These policies have been consistently applied to all the years presented, unless otherwise stated.

The consolidated financial statements have been prepared in accordance with Hong Kong Financial Reporting Standards (“HKFRSs”) and the disclosure requirements of the Hong Kong Companies Ordinance (Cap. 622) under the historical cost convention, as modified by the revaluation of financial assets at fair value through profit or loss, which are carried at fair value.

The preparation of financial statements in conformity with HKFRSs 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 4.

1. 一般資料

冠力國際有限公司(「本公司」)及其附屬公司(統稱「本集團」)主要從事建築材料(主要是管道和管件)之貿易。

本公司為一間在百慕達註冊成立之有限公司，註冊辦事處位於Canon’s Court, 22 Victoria Street, Hamilton HM 12, Bermuda。本公司股份在香港聯合交易所有限公司(「香港聯交所」)主板上市。

除非另有所指，本綜合財務報表以港元(「港元」)呈列。本綜合財務報表已經由董事會在二零一九年三月二十五日批准刊發。

2. 編製基準及會計政策

下文載列編製此等綜合財務報表時採納之主要會計政策。除另有說明外，所採用的政策與過往年度所呈報的貫徹應用。

綜合財務報表乃根據香港財務報告準則(「香港財務報告準則」)及香港公司條例(第622章)披露要求按照歷史成本法編製，及以公允價值計量且其變動計入損益的金融資產而作出修訂。

編製符合香港財務報告準則的財務報表，須要使用若干關鍵的會計估計。這亦需要管理層在應用本集團會計政策的過程中作出判斷，涉及高度判斷或高度複雜性的範疇或對綜合財務報表屬重大假設和估算的範疇，已於附註4內披露。

Notes to the Consolidated Financial Statements

綜合財務報表附註

2. Basis of preparation and accounting policies (Continued)

The Group has applied the following standards, amendments and interpretation for the first time for the annual reporting period commencing 1 January 2018:

HKFRS 9	Financial Instruments
HKFRS 15	Revenue from Contracts with Customers
Amendments to HKFRS 2	Classification and Measurement of Share-based Payment Transaction
Amendments to HKFRS 4	Applying HKFRS 9 Financial Instruments with HKFRS 4 Insurance Contracts
Amendments to HKFRS 15	Clarifications to HKFRS 15
Amendments to HKFRSs	Annual Improvements to HKFRSs 2014–2016 Cycle
Amendments to HKAS 40	Transfers of investment property
HK (IFRIC) 22	Foreign currency transactions and advance consideration

The Group had to change its accounting policies and make retrospective adjustments, where relevant, as a result of adopting HKFRS 9 and HKFRS 15. Reclassification of impairment losses on financial assets is also required as a result of consequential changes made to HKAS 1 Presentation of Financial Statements. Impairment losses on financial assets that were previously classified as administrative expenses are now presented separately in the consolidated income statement.

Save as disclosed below, the adoption of other amendments on standards and interpretation did not have any material impact on the consolidated financial statements of the Group for the year.

2. 編製基準及會計政策 (續)

本集團已於二零一八年一月一日或之後開始的財政年度首次採納下列準則、修訂之準則及詮釋：

香港財務報告準則第9號	金融工具
香港財務報告準則第15號	客戶合約收益
香港財務報告準則第2號(修訂本)	以股份為基礎付款交易的分類及計量
香港財務報告準則第4號(修訂本)	應用香港財務報告準則第9號金融工具及香港財務報告準則第4號保險合同
香港財務報告準則第15號(修訂本)	香港財務報告準則第15號客戶合約收益之澄清
香港財務報告準則(修訂本)	二零一四年至二零一六年週期之香港財務報告準則年度的改進
香港會計準則第40號(修訂本)	投資物業之轉移
香港(國際財務報告詮釋委員會)詮釋第22號	外幣交易及預付代價

本集團已變更會計政策，並由於採納香港財務報告準則第9號及香港財務報告準則第15號而作出追溯調整(若相關)。由於香港會計準則第1號呈列財務報表所作出的變動，亦需要對金融資產減值虧損進行重新分類。先前歸類為行政費用的金融資產的減值虧損現在在綜合收益表中獨立列示。

除下文所披露外，採納其他修改的準則及詮釋對本集團本年度的綜合財務報表沒有任何重大影響。

Notes to the Consolidated Financial Statements

綜合財務報表附註

2. Basis of preparation and accounting policies (Continued)

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.

The adoption of HKFRS 9 from 1 January 2018 resulted in changes in accounting policies and adjustments to the amounts recognised in the consolidated financial statements. The new accounting policies are set out in Notes 2(f) and 2(i) below. In accordance with the transitional provisions in HKFRS 9, comparative figures have not been restated.

Impact of adoption:

Classification and measurement of financial instruments

On 1 January 2018 (the date of initial application of HKFRS 9), the Group's management has assessed which business models apply to the financial assets held by the Group and has classified its financial instruments into the appropriate HKFRS 9 categories as detailed in Note 2(f) below. There were no impact on the amounts recognized in relation to these assets from the adoption of HKFRS 9.

There is also no impact on the Group's accounting for financial liabilities, as the new requirements only affect the accounting for financial liabilities that are designated at fair value through profit or loss and the Group does not have any such liabilities.

2. 編製基準及會計政策 (續)

香港財務報告準則第9號「金融工具」

香港財務報告準則第9號取代香港會計準則第39號有關金融資產及金融負債的確認、分類及計量、終止確認金融工具、金融資產減值及對沖會計處理的條文。

自二零一八年一月一日起採納香港財務報告準則第9號而導致會計政策變更及對綜合財務報表的金額調整。新會計政策載於下文附註2(f)及2(i)。根據香港財務報告準則第9號的過渡性條文，比較數字不會重列。

採納的影響：

分類及計量金融工具

於二零一八年一月一日(香港財務報告準則第9號首次採納日)，本集團管理層評估了本集團所持有金融資產的業務模式類型，並將金融工具分類至香港財務報告準則第9號下的恰當類別，詳細見下文附註2(f)。採納香港財務報告準則第9號並不會對金融資產確認有影響。

由於新規定僅影響指定按公允值計入損益之金融負債會計方法，而本集團並無任何該等負債，故對本集團金融負債之會計方法並無影響。

Notes to the Consolidated Financial Statements

綜合財務報表附註

2. Basis of preparation and accounting policies (Continued)

HKFRS 9, 'Financial instruments' (Continued)

Impairment of financial assets

The Group has two types of financial assets that are subject to HKFRS 9's new expected credit loss model:

- trade receivables
- other financial assets at amortised cost (including bank deposits, cash and cash equivalents, loan to a related company, and other receivables)

The Group was required to revise its impairment methodology under HKFRS 9 for each of these classes of assets.

(i) Trade receivables

The Group applies the simplified approach to provide for expected credit losses prescribed by HKFRS 9, which permits the use of the lifetime expected losses for all trade receivables. To measure the expected credit losses, trade receivables have been grouped based on shared credit risk characteristics and the days past due. Future cash flows for each group receivables are estimated on the basis of historical loss experience, adjusted to reflect the effects of current conditions as well as forward looking information.

The adoption of the simplified expected loss approach under HKFRS 9 has not resulted in any material additional impairment loss for trade receivables as at 1 January 2018.

2. 編製基準及會計政策 (續)

香港財務報告準則第9號「金融工具」(續)

金融資產減值

本集團持有的二種金融資產在香港財務報告準則第9號新預期信貸虧損模式的適用範圍內：

- 貿易應收款項
- 以攤銷成本計量的金融資產(包括銀行存款、現金及現金等價物、貸款予一間關連公司及其他應收款項)

本集團須按照香港財務報告準則第9號的規定對各類資產採用新的減值模式。

(i) 貿易應收款項

本集團採用香港財務報告準則第9號的簡化方法計量預期信貸虧損，即對所有應收款項確認整個存續期的預期虧損。應收貿易款項已根據共同信貸的特質分類風險及已逾期日，以計量預期信貸虧損。各應收款項的未來現金流量乃根據歷史虧損經驗估計，並經調整以反映現時狀況及前瞻性資料的影響。

採納香港財務報告準則第9號簡化方法計量預期信貸虧損，並沒有導致貿易應收款項於二零一八年一月一日有重大額外的虧損撥備。

Notes to the Consolidated Financial Statements

綜合財務報表附註

2. Basis of preparation and accounting policies (Continued)

HKFRS 9, 'Financial instruments' (Continued)

Impairment of financial assets (Continued)

(ii) *Other financial assets at amortised cost*

For other financial assets at amortised cost, the expected credit loss is based on the 12-month expected credit loss. It is the portion of lifetime expected credit loss that results from default events on a financial instrument that are possible within 12 months after the reporting date. However, when there has been a significant increase in credit risk since origination, the allowance will be based on the lifetime expected credit loss. Management has closely monitored the credit qualities and the collectability of the other financial assets at amortised cost and considers that the resulted increase in loss allowance at 1 January 2018 was immaterial.

While bank deposits and cash and cash equivalents are also subject to the impairment requirements of HKFRS 9, the identified impairment loss was immaterial.

2. 編製基準及會計政策 (續)

香港財務報告準則第9號「金融工具」(續)

金融資產減值 (續)

(ii) *以攤銷成本計量的其他金融資產*

對於攤銷成本的其他金融資產，預期信貸虧損基於十二個月的預期信貸虧損。十二個月預期信貸虧損為報告日期後十二個月內可能發生金融工具違約事件而導致預期信貸虧損，是年限內預期信貸虧損的一部分，然而；倘自產生起信貸風險顯著上升，則撥備將根據年限內預期信貸虧損計算。管理層已就按攤銷成本的其他金融資產，密切監察信貸質素及可收回性，並認為導致二零一八年一月一日的虧損撥備增加並不重大。

銀行存款、現金及現金等價物亦須遵循香港財務報告準則第9號的減值要求，但已確認的減值虧損並不重大。

2. Basis of preparation and accounting policies (Continued)

HKFRS 15, 'Revenue from contracts with customers'

The Group has adopted HKFRS 15 from 1 January 2018 which resulted in changes in accounting policies and adjustments to the amounts recognised in the consolidated financial statements.

HKFRS 15 establishes a comprehensive framework for recognising revenue and some costs from contracts with customers. HKFRS 15 replaces HKAS 18, Revenue, which covered revenue arising from sale of goods and rendering of services, and HKAS 11, Construction Contracts, which specified the accounting for construction contracts. The Group has elected to use the modified retrospective approach which means that the cumulative impact of the adoption will be recognised in retained earnings at 1 January 2018. Therefore, comparative information has not been restated and continues to be reported under HKAS 11 and HKAS 18. As allowed by HKFRS 15, the Group has applied the new requirements only to contracts that were not completed before 1 January 2018.

The adoption of HKFRS 15 did not have any material impact on the Group's consolidated financial position and results of operation for the year. There is also no material impact to the Group's retained earnings as at 1 January 2018.

Under HKFRS 15, a receivable is recognised only if the Group has an unconditional right to consideration. If the Group recognises the related revenue before being unconditionally entitled to the consideration for the promised goods and services in the contract, then the entitlement to consideration is classified as a contract asset.

Similarly, a contract liability, rather than a payable, is recognised when a customer pays consideration, or is contractually required to pay consideration and the amount is already due, before the Group recognises the related revenue. For a single contract with the customer, either a net contract asset or a net contract liability is presented. For multiple contracts, contract assets and contract liabilities of unrelated contracts are not presented on a net basis.

2. 編製基準及會計政策 (續)

香港財務報告準則第15號「客戶合約收益」

本集團已自二零一八年一月一日起採納香港財務報告準則第15號，此舉導致會計政策變動及對綜合財務報表的金額調整。

香港財務報告準則第15號建立一個確認客戶合約收入之綜合框架，用於確認與客戶簽訂合同的收入和成本。香港財務報告準則第15號取代香港會計準則第18號「收入」(涵蓋銷售貨品及提供服務產生的收入)及香港會計準則第11號「建築合約」，其中闡明建築合約的會計處理。本集團選擇使用香港財務報告準則第15號時採用修正追溯法，意思即採納的累積影響(如有)將於截至二零一八年一月一日的保留溢利中確認。因此，比較資料將不予重列，並繼續根據香港會計準則第11號及香港會計準則第18號呈報。誠如香港財務報告準則第15號所允許，本集團僅對二零一八年一月一日前尚未完成的合約應用新規定。

採納香港財務報告準則第15號對本集團於本年度的綜合財務狀況及經營業績並無任何重大影響。對本集團於二零一八年一月一日的保留溢利亦無重大影響。

根據香港財務報告準則第15號，只有本集團有無條件的權利取得代價時，才確認應收款項。如果本集團在無條件有權獲得合同中承諾的商品和服務的代價之前確認相關收入，則將代價的權利分類為合同資產。

同樣，在本集團確認相關收入前，當客戶支付代價或合約需要支付代價且金額已到期時，確認合同負債而非應付款項。對於與客戶的單一合同，只會呈列淨合同資產或淨合同負債。對於多份合同，合同資產和無關合同的合同責任不會以淨額列報。

Notes to the Consolidated Financial Statements

綜合財務報表附註

2. Basis of preparation and accounting policies (Continued)

HKFRS 15, 'Revenue from contracts with customers' (Continued)

The impact on the Group's financial position by the application of HKFRS 15 as compared to HKAS 18 and HKAS 11 that was previously in effect before the adoption of HKFRS 15 is as follows:

2. 編製基準及會計政策 (續)

香港財務報告準則第15號「客戶合約收益」(續)

對比於在香港財務報告準則第15號應用之前生效的香港會計準則第18號及香港會計準則第11號，本集團的財務狀況由於應用香港財務報告準則第15號而受到的影響如下：

As at 1 January 2018

於二零一八年一月一日

		As at 1 January 2018 於二零一八年一月一日		
		As previously stated	Reclassification under HKFRS 15	Restated
		之前所列	按香港 財務報告準則 第15號 重新分類	重列
		HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元
Consolidated statement of financial position (extracted)	綜合財務狀況財務表 (摘錄)			
Trade payables	貿易應付款項	39,493	–	39,493
Accrual expenses and other payables	預提費用及其他應付 款項	42,943	(14,901)	28,042
Contract liabilities (Previously deposits received from customers)	合同負債(之前為預收 客戶按金)	–	14,901	14,901
		<u>82,436</u>	<u>–</u>	<u>82,436</u>

Notes to the Consolidated Financial Statements

綜合財務報表附註

2. Basis of preparation and accounting policies (Continued)

The following new standards, amendments to standards and interpretation have been issued but are not effective for the financial year beginning 1 January 2019 and have not been early adopted by the Group.

HKFRS 16	Leases ¹
HKFRS 17	Insurance contracts ³
Amendments to HKFRS 3	Definition of a business ²
Amendments to HKFRS 9	Prepayment Features with Negative Compensation ¹
Amendments to HKFRS 10 and HKAS 28	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture ⁴
Amendments to HKAS 1 and HKAS 8	Definition of Material ²
Amendments to HKAS 19	Plan Amendments, Curtailment or Settlement ¹
Amendments to HKAS 28	Long term interests in associates and Joint ventures ¹
HK (IFRIC) 23	Uncertainty over income tax Treatments ¹
Amendments to HKFRSs	Annual Improvements to HKFRSs 2015–2017 Cycle ¹
Conceptual Framework for Financial Reporting 2018	Revised Conceptual Framework for Financial Reporting ²

- ¹ effective for annual periods beginning on or after 1 January 2019
- ² effective for annual periods beginning on or after 1 January 2020
- ³ effective for annual periods beginning on or after 1 January 2021
- ⁴ effective date to be determined

2. 編製基準及會計政策 (續)

以下為已頒布但在二零一九年一月一日開始的財政年度未生效亦未被本集團提早採納的新訂準則、修訂的準則及詮釋。

香港財務報告準則第16號	租賃 ¹
香港財務報告準則第17號	保險合約 ³
香港財務報告準則第3號(修訂本)	業務的定義 ²
香港財務報告準則第9號(修訂本)	具不賠償條款的預付款 ¹
香港財務報告準則第10號及香港會計準則第28號(修訂本)	投資者與其聯營或合營企業之間的資產出售或注資 ⁴
香港會計準則第1號及香港會計準則第8號(修訂本)	重大的定義 ²
香港會計準則第19號(修訂本)	計劃修訂、縮減或清償 ¹
香港會計準則第28號(修訂本)	聯營企業及合資企業長期權益 ¹
香港(國際財務報告詮釋委員會)詮釋第23號	所得稅不確定性之處理 ¹
香港財務報告準則(修訂本)	二零一五年至二零一七年週期香港財務報告準則年度改進的一部份 ¹
二零一八年財務報告的概念框架	財務報告的概念框架的修訂 ²

- ¹ 於二零一九年一月一日或之後開始的年度期間生效
- ² 於二零二零年一月一日或之後開始的年度期間生效
- ³ 於二零二一年一月一日或之後開始的年度期間生效
- ⁴ 有效日期有待釐定

Notes to the Consolidated Financial Statements

綜合財務報表附註

2. Basis of preparation and accounting policies (Continued)

The Group's assessment of the impact of these new standards, amendments to standards and interpretations is set out below:

HKFRS 16, 'Leases'

HKFRS 16 was issued in January 2016. It will result in almost all leases being recognised on the consolidated statement of financial position by lessees, as the distinction between operating and finance leases is removed. Under the new standard, an asset (the right to use the leased item) and a financial liability to pay rentals are recognised. The only exceptions are short-term and low-value leases.

The accounting for lessors will not significantly change.

HKFRS 16 will primarily affect the Group's accounting as a lessee of leases for properties, plant and equipment which are currently classified as operating leases. As disclosed in Note 26, as at 31 December 2018 the Group has non-cancellable operating leases commitments of HK\$187.3 million and HK\$1.3 million in respect of properties and other assets respectively, the majority of which is payable later than one year after the reporting date. Upon the initial adoption of HKFRS 16, the opening balances of lease liabilities and the corresponding right-of-use assets will be recognised, after taking into account the effects of discounting, as at 1 January 2019. The application of the new accounting model is expected to lead to an increase in both assets and liabilities and to impact on the timing of the expense recognition in the profit or loss over the period of the lease.

The Group has not yet fully assessed the adjustments, if any, that are necessary for example because of the change in the definition of the lease term and the different treatment of variable lease payments and of extension and termination options. It is therefore not yet possible to estimate the amount of right-of-use assets and lease liabilities that will have to be recognised on adoption of the new standard and how this may affect the Group's profit or loss and classification of cash flows going forward.

2. 編製基準及會計政策 (續)

本集團對這些新訂準則、修訂的準則及詮釋的影響評估如下：

香港財務報告準則第16號「租賃」

香港財務報告準則第16號於二零一六年一月發佈。由於取消區分為經營租約及融資租約，其將導致於綜合財務狀況表確認絕大部分租約。在新訂準則下，須確認資產(使用租賃項目之權利)及支付租金之金融負債。唯一例外情況為短期低價值之租約。

對於出租人之會計處理將不會出現重大變動。

香港財務報告準則第16號將主要影響本集團作為物業、廠房及設備租賃承租人的會計處理，而該等物業、廠房及設備目前歸類為經營租賃。如附註26所披露，於二零一八年十二月三十一日，本集團分別就物業及其他資產作出187,300,000港元及1,300,000港元的不可撤銷經營租賃承擔，其中大部分為在報告日期之後一年應付之租賃。於初步採納香港財務報告準則第16號後，於二零一九年一月一日考慮折扣影響後，將確認租賃負債及相應使用權資產的期初結餘。應用新會計模式為預計會導致資產和負債增加，並影響租賃期間損益確認的時間。

本集團尚未評估是否需調整(如有)，例如由於租期定義之變更及可變租賃付款及延長及終止選擇權的不同處理。因此，尚無法估計使用權資產及租賃負債於採納新訂準則時將須確認之金額以及上述將對本集團日後之損益及現金流量分類產生何種影響。

Notes to the Consolidated Financial Statements

綜合財務報表附註

2. Basis of preparation and accounting policies (Continued)

HKFRS 16, 'Leases' (Continued)

HKFRS 16 is mandatory for financial years commencing on or after 1 January 2019. The Group will apply the standard from its mandatory adoption date. The Group intends to apply the simplified transition approach and will not restate comparative amounts for the year prior to first adoption.

There are no other standards and interpretations that are not yet effective that would be expected to have a material impact on the Group in the current or future reporting periods and on foreseeable future transactions.

(a) Consolidation

A subsidiary is an entity (including a structured entity) over which the Group has control. The Group controls an entity when the Group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. Subsidiaries are consolidated from the date on which control is transferred to the Group. They are deconsolidated from the date that control ceases.

The Group applies the acquisition method to account for business combinations. The consideration transferred for the acquisition of a subsidiary is the fair values of the assets transferred, the liabilities incurred to the former owners of the acquiree and the equity interests issued by the Group. The consideration transferred includes the fair value of any asset or liability resulting from a contingent consideration arrangement. Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are measured initially at their fair values at the acquisition date.

2. 編製基準及會計政策 (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號將於二零一九年一月一日或之後開始之財政年度強制生效。本集團將會於強制採納生效日期時應用準則。本集團擬應用簡單轉換法並不會重列首次採納前一年的比較金額。

並無其他準則及詮釋尚未生效而預期將於本期間或未來報告期間或可預見的未來交易對實體產生重大影響。

(a) 綜合賬目

附屬公司指本集團對其具有控制權的所有主體(包括結構性主體)。當本集團因為參與該主體而承擔可變回報的風險或享有可變回報的權益，並有能力透過其對該主體的權力影響此等回報時，本集團即控制該主體。附屬公司在控制權轉移至本集團之日起合併入賬。附屬公司在控制權終止之日起停止合併入賬。

本集團利用購買法將業務合併入賬。購買一附屬公司所轉讓的對價，為所轉讓資產、對被收購方之前所有人產生的負債，及本集團發行的股本權益的公允價值。所轉讓的對價包括或有對價安排所產生的任何資產和負債的公允價值。在業務合併中所購買可辨認的資產以及所承擔的負債及或有負債，首先以彼等於購買日期的公允價值計量。

Notes to the Consolidated Financial Statements

綜合財務報表附註

2. Basis of preparation and accounting policies (Continued)

(a) Consolidation (Continued)

The Group recognizes any non-controlling interest in the acquiree on an acquisition-by-acquisition basis. Non-controlling interests in the acquiree that are present ownership interests and entitle their holders to a proportionate share of the entity's net assets in the event of liquidation are measured at either fair value or the present ownership interest's proportionate share in the recognised amounts of the acquiree's identifiable net assets. All other components of non-controlling interests are measured at their acquisition date fair value, unless another measurement basis is required by HKFRS.

Acquisition-related costs are expensed as incurred.

If the business combination is achieved in stages, the acquisition date carrying value of the acquirer's previously held equity interest in the acquiree is re-measured and recognised in profit or loss.

Where settlement of any part of cash consideration is deferred, the amounts payable in the future are discounted to their present value as at the date of exchange. The discount rate used is the entity's incremental borrowing rate, being the rate at which a similar borrowing could be obtained from an independent financier under comparable terms and conditions. Contingent consideration is classified either as equity or a financial liability. Amounts classified as a financial liability are subsequently remeasured to fair value with changes in fair value recognised in profit or loss.

2. 編製基準及會計政策 (續)

(a) 綜合賬目 (續)

本集團按個別收購基準，確認在被購買方的任何非控股權益。被購買方的非控股權益為現時的擁有權權益，並賦予持有人一旦清盤時按比例應佔實體的淨資產，可按公允價值或按現時擁有權權益應佔被收購方可識別淨資產的確認金額比例而計量。非控股權益的所有其他組成部分按收購日期的公允價值計量，除非香港財務報告準則規定必須以其他計量基準計算。

收購相關成本在產生時支銷。

如業務合併分階段進行，按收購日的公允價值重新計量收購方先前在被收購方持有的權益，因重新計量產生的收益或虧損均在損益中確認。

如果現金代價的任何部分的結算被延期，則未來的應付金額將按交換日的現值貼現。所用貼現率為實體的增量借款利率，即在可比較條款及條件下獨立融資人可獲得類似借貸的利率。或有代價分為權益或金融負債。分類為金融負債的金額隨後按公允價值重新計量，公允價值變動計入損益。

Notes to the Consolidated Financial Statements

綜合財務報表附註

2. Basis of preparation and accounting policies (Continued)

(a) Consolidation (Continued)

The excess of the consideration transferred, the amount of any non-controlling interest in the acquiree and the acquisition-date fair value of any previous equity interest in the acquiree over the fair value of the identifiable net assets acquired is recorded as goodwill. If the total of consideration transferred, non-controlling interest recognised and previously held interest measured is less than the fair value of the net assets of the subsidiary acquired in the case of a bargain purchase, the difference is recognised directly in the income statement.

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

Transactions with non-controlling interests that do not result in loss of control are accounted for as equity transactions – that is, as transactions with the owners of the subsidiary in their capacity as owners. The difference between fair value of any consideration paid and the relevant share acquired of the carrying amount of net assets of the subsidiary is recorded in equity. Gains or losses on disposals to non-controlling interest are also recorded in equity.

2. 編製基準及會計政策 (續)

(a) 綜合賬目 (續)

所轉讓代價、被收購方的任何非控制性權益數額，及在被收購方之前任何權益在收購日期的公允價值，超過購入可辨識淨資產公允價值的數額記錄為商譽。如所轉讓對價、確認的任何非控制性權益及之前持有的權益計量，低於購入附屬公司淨資產的公允價值，則將該數額直接在收益表中確認。

集團內公司之間的交易、結餘及未變現的收益予以對銷。未變現虧損亦予以對銷，除非交易提供了轉讓資產的減值證據。附屬公司的會計政策已按需要作出改變，以確保與本集團採用的政策符合一致。

如與非控股權益的交易不會導致失去控制權，則入賬列作為權益交易，即作為與附屬公司擁有人以其作為擁有人的身份交易。任何已付代價的公允價值與附屬公司淨資產相關已收購部分的賬面值的差額已計入權益。出售予非控股權益的收益或虧損亦計入權益。

Notes to the Consolidated Financial Statements

綜合財務報表附註

2. Basis of preparation and accounting policies (Continued)

(a) Consolidation (Continued)

Disposal of subsidiaries

When the Group ceases to have control, any retained interest in the entity is re-measured to its fair value at the date when control is lost, with the change in carrying amount recognised in profit or loss. The fair value is the initial carrying amount for the purposes of subsequently accounting for the retained interest as an associate, joint venture or financial asset. In addition, any amounts previously recognised in other comprehensive income in respect of that entity are accounted for as if the Group had directly disposed of the related assets or liabilities. This may mean that amounts previously recognised in other comprehensive income are reclassified to profit or loss.

Investments in subsidiaries are accounted for at cost less impairment. Cost includes direct attributable costs of investment. The results of subsidiaries are accounted for by the Company on the basis of dividends received and receivable.

(b) Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision-maker. The chief operating decision-maker, who is responsible for allocating resources and assessing performance of the operating segments, has been identified as the executive directors of the Company that makes strategic decisions.

2. 編製基準及會計政策 (續)

(a) 綜合賬目 (續)

出售附屬公司

當集團不再持有控制權，在主體的任何保留權益於失去控制權當日重新計量至公允價值，賬面值的變動在損益中確認。公允價值為就保留權益的後續入賬而言的初始賬面值，作為聯營、合營或金融資產。此外，之前在其他全面收益中確認的任何數額猶如本集團已直接處置相關資產和負債。這意味著之前在其他全面收益中確認的數額重新分類至損益。

附屬公司投資按成本扣除減值列賬。成本包括投資的直接歸屬成本。附屬公司的業績由本公司按已收及應收股息入賬。

(b) 分部報告

經營分部按照向首席經營決策者提供的內部報告貫徹一致的方式報告。首席經營決策者被認為作出策略性決定的執行董事負責分配資源和評估經營分部的表現。

Notes to the Consolidated Financial Statements

綜合財務報表附註

2. Basis of preparation and 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 HK\$, which is the Company's functional and presentation currency.

(ii) Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions or revaluation where items are remeasured. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at year-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in the income statement.

2. 編製基準及會計政策 (續)

(c) 外幣換算

(i) 功能及呈列貨幣

本集團各實體的財務報表內的項目，均採用該實體經營業務之主要經濟環境所使用的貨幣（「功能貨幣」）計量。綜合財務報表以港元呈列，即本公司之功能及呈列貨幣。

(ii) 交易及結餘

外幣交易按交易或對項目重新計量的估價當日之匯率兌換為功能貨幣。因結算該等交易及按年底之匯率換算以外幣列值之貨幣資產及負債所產生之外匯收益及虧損均列入收益表。

Notes to the Consolidated Financial Statements

綜合財務報表附註

2. Basis of preparation and accounting policies (Continued)

(c) Foreign currency translation (Continued)

(iii) Group companies

The results and financial position of all the Group entities (none of which has the currency of a hyperinflationary economy) that have a functional currency different from the presentation currency are translated into the 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;
- income and expenses for each income statement are translated at average exchange rates (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 dates of the transactions); and
- all resulting exchange differences are recognised in other comprehensive income.

On consolidation, exchange differences arising from the translation of the net investment in foreign operations, and of borrowings and other currency instruments designated as hedges of such investments, are taken to other comprehensive income.

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. Currency translation differences arising are recognised in other comprehensive income.

2. 編製基準及會計政策 (續)

(c) 外幣換算 (續)

(iii) 集團公司

功能貨幣與呈列貨幣不同之所有集團公司(均不擁有高通脹經濟體系之貨幣)之業績及財務狀況按以下方式換算為呈列貨幣:

- 每份列報的財務狀況表內的資產和負債按該財務狀況表日期的收市匯率換算;
- 各收益表之收入及開支按平均匯率換算(除非該平均匯率並非交易當日匯率的累積影響之合理約數,在此情況下收入及開支須按交易日的匯率換算);及
- 所有由此產生的匯兌差額在其他全面收益中確認。

於綜合入賬時,換算海外業務的淨投資額、借貸及其他用作對沖有關投資的貨幣工具所產生的匯兌差額均計入其他全面收益。

購買境外主體產生的商譽及公允價值調整視為該境外主體的資產和負債,並按收市匯率換算。產生的匯兌差額在其他全面收益中入賬。

Notes to the Consolidated Financial Statements

綜合財務報表附註

2. Basis of preparation and accounting policies (Continued)

(c) Foreign currency translation (Continued)

(iii) Group companies (Continued)

Disposal of foreign operation

On the disposal of a foreign operation (that is, a disposal of the Group's entire interest in a foreign operation, or a disposal involving loss of control over a subsidiary that includes a foreign operation, a disposal involving loss of joint control over a joint venture that includes a foreign operation, or a disposal involving loss of significant influence over an associate that includes a foreign operation), all of the currency translation differences accumulated in equity in respect of that operation attributable to the owners of the company are reclassified to profit or loss.

(d) Property, plant and equipment

Property, plant and equipment, comprising, leasehold improvements, plant and machinery, equipment, furniture and fixtures and motor vehicles are stated at historical cost less accumulated depreciation and accumulated impairment losses. Historical cost includes expenditure that is directly attributable to the acquisition of the assets.

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. The carrying amount of the replaced part is derecognised. All other repairs and maintenance expenses are charged to the consolidated income statement during the financial period in which they are incurred.

2. 編製基準及會計政策 (續)

(c) 外幣換算 (續)

(iii) 集團公司 (續)

境外經營的處置

對於境外經營的處置(即處置集團在境外經營中的全部權益,或者處置涉及喪失對擁有境外經營的附屬公司的控制權,或涉及喪失對擁有境外經營的合營的共同控制權,或涉及喪失對擁有境外經營的聯營企業的控制權),就該項經營累計計入權益的歸屬於公司所有者的所有貨幣換算差額均重新分類至損益。

(d) 物業、廠房及設備

物業、廠房及設備(包括租賃物業裝修、廠房及機器、設備、傢俬及裝置及汽車)乃按歷史成本減累計折舊及累計減值虧損列賬。歷史成本包括收購該等資產的直接開支。

僅於項目有關的未來經濟利益將會流入本集團,而且能可靠計量該項目的成本,後續成本方會計入資產的賬面值或確認為一項單獨資產(如適用)。已更換部份的賬面值已被終止確認。所有其他維修及保養費用在產生的財務期間內於綜合收益表中支銷。

Notes to the Consolidated Financial Statements

綜合財務報表附註

2. Basis of preparation and accounting policies (Continued)

(d) Property, plant and equipment (Continued)

Depreciation of property, plant and equipment is calculated using the straight-line method to allocate their costs to their residual values over their estimated useful lives, as follows:

Plant, machinery and equipment	3–10 years
Leasehold improvements	5 years or the lease period, if shorter
Office furniture, fixtures and fittings	3–5 years
Office equipment	3–5 years
Computer equipment	3–5 years
Motor vehicles	3–10 years

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

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount.

Gains and losses on disposals are determined by comparing proceeds with carrying amount and are recognised within 'Other gains/(losses), net' in the consolidated income statement.

2. 編製基準及會計政策 (續)

(d) 物業、廠房及設備 (續)

物業、廠房及設備之折舊，乃根據其估計可使用年期採用直線法把其成本值分配予剩餘價值計算，各估計可使用年期如下：

廠房、機器及設備	3至10年
租賃物業裝修	5年或租賃期 (以較短者)
辦公室傢俬、裝置及設備	3至5年
文儀設備	3至5年
電腦設備	3至5年
汽車	3至10年

資產的剩餘價值及可使用年期在每個呈報期結束時進行檢討，及在適當時調整。

倘若資產的賬面值高於其估計可收回值，其賬面值即時撇減至可收回值。

出售帶來的盈虧按比較所得款項及賬面值釐定，並於綜合收益表中的其他收益／(虧損)淨額確認。

2. Basis of preparation and accounting policies (Continued)

(e) Impairment of investments in subsidiaries and non-financial assets

Assets that have an indefinite useful life, for example goodwill, are not subject to amortisation and are at least tested annually for impairment. Assets are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs to sell and value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash flows (i.e. CGUs). Non-financial assets other than goodwill that suffered an impairment are reviewed for possible reversal of the impairment at each reporting date.

Impairment testing of the investments in subsidiaries is required upon receiving a dividend from these investments if the dividend exceeds the total comprehensive income of the subsidiary in the period the dividend is declared or if the carrying amount of the investment in the separate financial statements exceeds the carrying amount in the consolidated financial statements of the investee's net assets including goodwill.

2. 編製基準及會計政策 (續)

(e) 於附屬公司之投資及非金融資產的減值

沒有確定使用年期之資產(如商譽)毋需攤銷,但最少每年就減值進行測試。資產就當有事件出現或情況改變顯示可能無法收回賬面值時即進行減值檢討,減值虧損按資產之賬面值超出其可收回金額之差額確認。可收回金額以資產之公允值扣除銷售成本或使用價值兩者之較高者為準。於評估減值時,資產將按可識辨現金流量的最低層次組合(即現金產生單位)。出現減值的非金融資產(商譽除外)於每個報告日期就回撥減值的可能性進行檢討。

倘自附屬公司收取之股息超出宣派股息期間該附屬公司之全面收益總額,或倘獨立財務報表之投資賬面值超出綜合財務報表被投資公司之淨資產(包括商譽)之賬面值,則在接獲該等投資之股息時須對該等附屬公司之投資進行減值測試。

Notes to the Consolidated Financial Statements

綜合財務報表附註

2. Basis of preparation and accounting policies

(Continued)

(f) Financial assets

(i) Classification

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

- those to be measured subsequently at fair value (either through OCI or through profit or loss), and
- those to be measured at amortised cost.

The classification depends on the entity'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 OCI. 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 fair value through other comprehensive income (FVOCI).

(ii) Recognition and derecognition

Regular way purchases and sales of financial assets are recognised on trade-date, the date on which the Group commits to purchase or sell the asset. Financial assets are derecognised when the rights to receive cash flows from the financial assets have expired or have been transferred and the Group has transferred substantially all the risks and rewards of ownership.

2. 編製基準及會計政策 (續)

(f) 金融資產

(i) 分類

自二零一八年一月一日起，本集團按以下計量類別對金融資產進行分類：

- 後續以公允價值計量（且其變動計入其他綜合收益或損益）的金融資產，及
- 以攤銷成本計量的金融資產。

該分類取決於主體管理金融資產的業務模式以及該資產的合同現金流量特徵。

對於以公允價值計量的金融資產，其收益和虧損計入損益或其他綜合收益。對於非交易性的權益工具投資，其收益和虧損的計量將取決於本集團在初始確認時是否作出不可撤銷的選擇而將其指定為以公允價值計量且其變動計入其他綜合收益。

(ii) 確認及終止確認

常規方式購買及出售的金融資產於交易日確認。交易日是指本集團承諾購買或出售資產的日期。當收取金融資產現金流量的權利已到期或已轉讓，且本集團已經轉移了金融資產所有權上幾乎所有的風險和報酬，金融資產即終止確認。

Notes to the Consolidated Financial Statements

綜合財務報表附註

2. Basis of preparation and accounting policies (Continued)

(f) Financial assets (Continued)

(iii) Measurement

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

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

Debt instruments

Subsequent measurement of debt instruments depends on the Group's business model for managing the asset and the cash flow characteristics of the asset. There are 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 finance 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.

2. 編製基準及會計政策 (續)

(f) 金融資產 (續)

(iii) 計量

對於不被分類為以公允價值計量且其變動計入損益的金融資產，本集團以其公允價值加上可直接歸屬於獲得該項金融資產的交易費用進行初始確認。與以公允價值計量且其變動計入損益的金融資產相關的交易費用計入損益。

對於包含嵌入式衍生工具的金融資產，本集團對整個合同考慮其現金流量是否僅代表對本金和利息的支付。

債務工具

債務工具的後續計量取決於本集團管理該資產的業務模式以及該資產的現金流量特徵。本集團將債務工具分為以下三種計量類別：

- 以攤銷成本計量：對於持有以收取合同現金流量的資產，如果合同現金流量僅代表對本金和利息的支付，則該資產以攤銷成本計量。該等金融資產的利息收入以實際利率法計算，計入財務收入。終止確認時產生的收益或虧損直接計入損益，並與匯兌收益和虧損一同列示在其他收益／（虧損）中。減值損失作為單獨的科目在損益表中列報。

Notes to the Consolidated Financial Statements

綜合財務報表附註

2. Basis of preparation and accounting policies (Continued)

(f) Financial assets (Continued)

(iii) Measurement (Continued)

Debt instruments (Continued)

- FVOCI: 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 FVOCI. Movements in the carrying amount are taken through OCI, except for the recognition of impairment gains or losses, interest income 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 OCI is reclassified from equity to profit or loss and recognised in other gains/(losses). Interest income from these financial assets is included in finance 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.

2. 編製基準及會計政策 (續)

(f) 金融資產 (續)

(iii) 計量 (續)

債務工具 (續)

- 以公允價值計量且其變動計入其他綜合收益：對於業務模式為持有以收取現金流量及出售的金融資產，如果該資產的現金流量僅代表對本金和利息的支付，則該資產被分類為以公允價值計量且其變動計入其他綜合收益。除減值收益或虧損、利息收入以及匯兌收益和虧損計入損益外，帳面價值的變動計入其他綜合收益。該等金融資產終止確認時，之前計入其他綜合收益的累計收益或虧損從權益重分類至損益中，並計入其他收益／（虧損）。該等金融資產的利息收入用實際利率法計算，計入財務收入。匯兌收益和虧損在其他收益／（虧損）中列示，減值虧損作為單獨的科目在損益表中列報。

Notes to the Consolidated Financial Statements

綜合財務報表附註

2. Basis of preparation and accounting policies (Continued)

(f) Financial assets (Continued)

(iii) Measurement (Continued)

Debt instruments (Continued)

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

Equity instruments

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 OCI, 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 FVPL 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 FVOCI are not reported separately from other changes in fair value.

2. 編製基準及會計政策 (續)

(f) 金融資產 (續)

(iii) 計量 (續)

債務工具 (續)

- 以公允價值計量且其變動計入損益：不符合以攤銷成本計量或以公允價值計量且其變動計入其他綜合收益標準的金融資產，被分類為以公允價值計量且其變動計入損益。對於後續以公允價值計量且其變動計入損益的債務工具，其收益或虧損計入損益，並於產生期間以淨值在其他收益／(虧損)中列示。

權益工具

本集團以公允價值對所有權益投資進行後續計量。如果本集團管理層選擇將權益投資的公允價值收益和虧損計入其他綜合收益，則當終止確認該項投資時，不會將公允價值收益和虧損重分類至損益。對於股利，當本集團已確立收取股利的權利時，該等投資的股利才作為其他收益而計入損益。

對於以公允價值計量且其變動計入損益的金融資產，其公允價值變動列示於損益表的其他收益／(虧損)(如適用)。對於以公允價值計量且其變動計入其他綜合收益的權益投資，其減值虧損(以及減值虧損轉回)不與其他公允價值變動單獨列示。

Notes to the Consolidated Financial Statements

綜合財務報表附註

2. Basis of preparation and accounting policies (Continued)

(f) Financial assets (Continued)

(iv) 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 FVOCI. 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.

(v) Accounting policies applied until 31 December 2017

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

Until 31 December 2017 the Group classifies its financial assets in the following categories:

- financial assets at fair value through profit or loss, and
- loans and receivables

The classification determined on the purpose for which the investments were acquired. Management determined the classification of its investments at initial recognition and, in the case of assets classified as held-to-maturity, re-evaluated this designation at the end of each reporting period.

2. 編製基準及會計政策 (續)

(f) 金融資產 (續)

(iv) 減值

自二零一八年一月一日起，對於以攤銷成本計量和以公允價值計量且其變動計入其他綜合收益的債務工具，本集團就其預期信貸虧損做出前瞻性評估。減值方法取決於其信用風險是否顯著增加。

對於應收款項，本集團採用香港財務報告準則第9號允許的簡化方法，在初始確認時計量應收款項整個存續期的預期信貸虧損。

(v) 截至二零一七年十二月三十一日前採用的會計政策

本集團已追溯應用香港財務報告準則第9號，但選擇不重述比較數據。因此，本集團將繼續按照之前的會計政策對提供的比較數據進行會計處理。

截至二零一七年十二月三十一日，本集團分類其金融資產為以下類別：

- 按公允價值計入損益之金融資產，及
- 貸款及應收款

分類乃按所收購金融資產之目的而定。管理層於金融資產首次確認時作出分類，如果歸類為持作到期的資產，則於每個報告期末重新評估該指定金融資產。

Notes to the Consolidated Financial Statements

綜合財務報表附註

2. Basis of preparation and accounting policies (Continued)

(f) Financial assets (Continued)

(v) Accounting policies applied until 31 December 2017 (Continued)

(i) Subsequent measurement

The measurement at initial recognition did not change on adoption of HKFRS 9, see description above.

Subsequent to the initial recognition, loans and receivables were subsequently carried at amortised cost using the effective interest method.

Financial assets at FVPL were subsequently carried at fair value. Gains or losses arising from changes in the fair value are recognised in profit or loss within other gains/(loss).

Details on how the fair value of financial instruments is determined are disclosed in Note 3.3.

2. 編製基準及會計政策 (續)

(f) 金融資產 (續)

(v) 截至二零一七年十二月三十一日前採用的會計政策 (續)

(i) 後續計量

初始確認時的計量並沒有因為採納香港財務報告準則第9號而有所改變，詳見上文。

繼初始確認時之後，貸款和應收款項其後採用實際利率法按攤銷成本進行。

按公允價值計入損益的金融資產其後按公允價值列帳。公允價值變動產生的損益確認在其他收益/(虧損)。

有關如何釐定金融工具公允價值的詳情，請參閱附註3.3。

Notes to the Consolidated Financial Statements

綜合財務報表附註

2. Basis of preparation and accounting policies (Continued)

(f) Financial assets (Continued)

(v) Accounting policies applied until 31 December 2017 (Continued)

(ii) Impairment

The Group assessed at the end of each reporting period whether there was objective evidence that a financial asset or group of financial assets was impaired. A financial asset or a group of financial assets was impaired and impairment losses were incurred only if there was objective evidence of impairment as a result of one or more events that occurred after the initial recognition of the asset (a 'loss event') and that loss event (or events) had an impact on the estimated future cash flows of the financial asset or group of financial assets that could be reliably estimated. In the case of equity investments classified as available-for-sale, a significant or prolonged decline in the fair value of the security below its cost was considered an indicator that the assets are impaired.

Assets carried at amortised cost

For loans and receivables, the amount of the loss was measured as the difference between the asset's carrying amount and the present value of estimated future cash flows (excluding future credit losses that had not been incurred) discounted at the financial asset's original effective interest rate. The carrying amount of the asset was reduced and the amount of the loss was recognised in profit or loss.

2. 編製基準及會計政策 (續)

(f) 金融資產 (續)

(v) 截至二零一七年十二月 三十一日前採用的會計政策 (續)

(ii) 減值

本集團於各報告期末評估是否有客觀證據證明某一金融資產或某一組金融資產減值。倘有客觀證據證明於初始確認資產後若發生一宗或多宗導致減值的事項（「虧損事項」），而該宗或該等虧損事項對該項或該組金融資產的估計未來現金流量的影響能可靠估計，則該項或該組金融資產出現減值並發生減值虧損。就分類為可供出售的權益投資而言，證券的公允價值大幅或長期下跌至低於其成本則被視為資產減值的指標。

按攤銷成本的資產

就貸款及應收款項而言，虧損金額按資產賬面值與估計未來現金流量（不包括未產生的未來信貸虧損）按金融資產原實際利率折現的現值的差額計量。資產賬面值減少，虧損金額於損益中確認。

Notes to the Consolidated Financial Statements

綜合財務報表附註

2. Basis of preparation and accounting policies (Continued)

(f) Financial assets (Continued)

(v) Accounting policies applied until 31 December 2017 (Continued)

(ii) Impairment (Continued)

Assets carried at amortised cost (Continued)

If a loan or held-to-maturity investment had a variable interest rate, the discount rate for measuring any impairment loss was the current effective interest rate determined under the contract. As a practical expedient, the Group could measure impairment on the basis of an instrument's fair value using an observable market price.

If, in a subsequent period, the amount of the impairment loss decreased and the decrease could be related objectively to an event occurring after the impairment was recognised (such as an improvement in the debtor's credit rating), the reversal of the previously recognised impairment loss was recognised in profit or loss. Impairment testing of trade receivables is described in Note 3.1(b)(ii).

2. 編製基準及會計政策 (續)

(f) 金融資產 (續)

(v) 截至二零一七年十二月 三十一日前採用的會計政策 (續)

(ii) 減值 (續)

按攤銷成本的資產 (續)

如果貸款或持作到期投資具有浮動利率，則計量任何減值損失的折現率為根據合同確定的當前實際利率。作為實際的權宜之計，本集團可用可觀察的市場價為工具的公允價值作根據而計量減值。

如果在其後的期間內，減值虧損的金額減少而且減值可能與客觀確認減值確認後發生的事件（如債務人信用評級有所改善），則回撥先前確認的減值虧損，在損益中確認。貿易應收款項的減值測試，詳見附註3.1(b)(ii)。

Notes to the Consolidated Financial Statements

綜合財務報表附註

2. Basis of preparation and accounting policies (Continued)

(g) Leases

Leases in which a significant portion of the risks and rewards of ownership are retained by the lessor are classified as operating leases. Receipts or payments made under operating leases (net of any incentives paid to lessees or received from the lessor) are recognised as income or expenses in the consolidated income statement on a straight-line basis over the period of the lease.

(h) Inventories

Inventories are stated at the lower of cost and net realisable value. Cost is determined using the first-in, first-out (“FIFO”) method. Net realisable value is the estimated selling price in the ordinary course of business, less applicable variable selling expenses.

(i) Trade and other receivables

Trade receivables are amounts due from customers for goods sold in the ordinary course of business. Trade receivables are generally due for settlement within the credit period and therefore are all classified as current.

Trade receivables are recognised initially at the amount of consideration that is unconditional unless they contain significant financing components, when they are recognised at fair value. The Group holds the trade receivables with the objective to collect the contractual cash flows and therefore measures them subsequently at amortised cost using the effective interest method.

(j) Cash and cash equivalents

In the consolidated statement of cash flows, cash and cash equivalents include cash in hand, deposits held at call with banks and bank overdrafts. In the consolidated statement of financial position, bank overdrafts are shown within borrowings in current liabilities.

2. 編製基準及會計政策 (續)

(g) 租賃

凡資產擁有權的絕大部分風險和回報由出租人保留的租賃，均列作經營租賃。根據經營租賃收取或支付之租金（扣除承租人收取或出租人給予的任何優惠），按租期以直線法於綜合收益表中確認為收入或開支。

(h) 存貨

存貨按成本及可變現淨值兩者之較低者列賬。成本按先進先出（「先進先出」）法釐定。可變現淨值按日常業務過程中估計售價減去適用之可變銷售開支計算。

(i) 貿易及其他應收款項

貿易應收款項為於日常業務過程中銷售貨品而應收客戶款項。貿易應收款項一般應在信貸期內償付，因此均歸類為流動。

貿易應收款項初步按有關代價金額無條件確認，除非其包含重大融資成分，並按公允價值確認。本集團持有貿易應收款項，目的是收取合約現金流量，因此採用實際利率法按攤銷成本計量。

(j) 現金及現金等價物

在綜合現金流量表中，現金及現金等價物包括手頭現金、銀行通知存款以及銀行透支。銀行透支在綜合資產負債表的流動負債中借款內列示。

Notes to the Consolidated Financial Statements

綜合財務報表附註

2. Basis of preparation and accounting policies (Continued)

(k) Share capital

Ordinary shares are classified as equity. Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax, from the proceeds.

(l) Trade payables

Trade payables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method.

(m) Borrowings

Borrowings are recognised initially at fair value, net of transaction costs incurred. Borrowings are subsequently stated at amortised cost; any difference between the proceeds (net of transaction costs) and the redemption value is recognised in the consolidated income statement over the period of the borrowings 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 twelve months after the end of reporting period.

(n) Borrowings costs

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

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

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

2. 編製基準及會計政策 (續)

(k) 股本

普通股歸類為權益。發行新股份或購股權直接產生之新增成本乃於股本列作所得款項(除稅後)的扣除額。

(l) 貿易應付款項

貿易應付款項以公允價值初步確認，隨後以實際利率法按攤銷成本列賬。

(m) 借貸

借貸以公允價值扣除交易成本初步確認。借貸隨後按攤銷成本列賬，所得款項(扣除交易成本後)與贖回值之間的任何差額，使用實際利率法於借貸期內在綜合收益表中確認。

除非本集團可無條件將負債的結算遞延至呈報期末起計最少十二個月，否則借貸分類為流動負債。

(n) 借貸成本

直接歸屬於收購、興建或生產合資格資產(指必須經一段長時間處理以作其預定用途或銷售的資產)的一般及特定借貸成本，加入該等資產的成本內，直至資產大致上備妥供其預定用途或銷售為止。

就特定借貸，因有待合資格資產的支出而臨時投資賺取的投資收入，應自合資格資本化的借貸成本中扣除。

所有其他借貸成本在產生期內的損益中確認。

Notes to the Consolidated Financial Statements

綜合財務報表附註

2. Basis of preparation and accounting policies

(Continued)

(o) Employee benefits

(i) Employee leaves

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

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

(ii) Bonus plans

The expected cost of bonus payments are recognised as a liability when the Group has a present legal or constructive obligation as a result of services rendered by employees and a reliable estimate of the obligation can be made.

Liabilities for bonus plans are expected to be settled within twelve months and are measured at the amounts expected to be paid when they are settled.

(iii) Pension obligations

Following the adoption of the Mandatory Provident Fund ("MPF") Scheme in December 2000, all employees of the Group employed in Hong Kong joined the MPF Scheme. Under this scheme, employees and the Group are required to make contributions to the scheme calculated at 5% of the individual employee's monthly basic salaries, subject to a cap of HK\$1,500. The Group's contributions to this scheme are expensed when they are due. The assets of the scheme are held separately from those of the Group in independently administered funds.

2. 編製基準及會計政策 (續)

(o) 僱員福利

(i) 僱員假期

僱員可享有之年假在彼等放假時確認。本集團已就截至呈報期完結時僱員提供服務而享有年假之估計負債計提撥備。

僱員可享有之病假及產假僅會於休假時確認。

(ii) 花紅計劃

本集團因僱員所提供之服務而擁有現時之法定或推定責任，且能可靠地估計此責任時，預計花紅支出成本會確認為一項負債。

花紅計劃之負債預期將於十二個月內償還，並按照預期於償還時將予支付之金額計量。

(iii) 退休金責任

在二零零零年十二月採納強制性公積金(「強積金」)計劃後，本集團在香港之所有員工均已參與強積金計劃。根據此計劃，僱員及本集團均須按個別僱員每月基本薪金5%，以1,500港元為上限向計劃供款。本集團向此計劃作出之供款於支付時列入開支。計劃之資產與本集團之資產分開持有，由獨立管理之基金管理。

Notes to the Consolidated Financial Statements

綜合財務報表附註

2. Basis of preparation and accounting policies (Continued)

(o) Employee benefits (Continued)

(iii) Pension obligations (Continued)

The Group's employees in the People's Republic of China (the "PRC") are covered by various government sponsored pension plans. These government agencies are responsible for the pension liabilities to these employees. The relevant group companies pay monthly contributions to these pension plans based on certain percentages of the salaries, subject to a certain ceiling.

The employees employed by the operations in Macau are members of the government-managed retirement benefits schemes operated by the Macau government. The Macau operations are required to pay a monthly fixed contribution to the retirement benefits schemes to fund the benefits. The only obligation of the Group with respect to the retirement benefits schemes operated by the Macau government is to make the required contributions under the schemes.

Under these plans, the Group has no legal or constructive obligation to make further payments once the required contributions have been paid. Contributions to these plans are expensed as incurred.

2. 編製基準及會計政策 (續)

(o) 僱員福利 (續)

(iii) 退休金責任 (續)

本集團於中華人民共和國(「中國」)之僱員均享有多項由政府營辦之退休金計劃。該等政府機關對有關僱員之退休金負債負責。本集團旗下相關公司根據薪金若干百分比(以若干上限為限)，每月向該等退休金計劃供款。

受僱於澳門營運的僱員均為澳門政府運作的政府管理退休福利計劃成員。澳門營運部門須每月向該退休福利計劃支付定額供款，以撥付有關福利所需的款項。本集團對該等由澳門政府運作的退休福利計劃的唯一責任為根據該計劃作出所規定的供款。

根據該等計劃，本集團於支付規定之供款後，並無支付其他款項之法定或推定責任。該等計劃之供款於產生時列作開支。

Notes to the Consolidated Financial Statements

綜合財務報表附註

2. Basis of preparation and accounting policies (Continued)

(o) Employee benefits (Continued)

(iv) Share-based payment

The Group operates an equity-settled, share-based compensation plan, under which the entity receives services from employees as considerations for equity instruments (options) of the Group. The fair value of the employee services received in exchange for the grant of the options is recognised as an expense. The total amount to be expensed is determined by reference to the fair value of the options granted:

- including any market performance conditions (for example, an entity's share price);
- excluding the impact of any service and non-market performance vesting conditions (for example, profitability, sales growth targets and remaining an employee of the entity over a specified time period); and
- including the impact of any non-vesting conditions (for example, the requirement for employees to save or holding shares for a specified period of time).

The total expense is recognised over the vesting period, which is the period over which all of the specified vesting conditions are to be satisfied. At the end of each reporting period, the entity revises its estimates of the number of options that are expected to vest based on the non-market performance and service conditions. It recognises the impact of the revision of original estimates, if any, in the income statement with a corresponding adjustment to equity.

When the options are exercised, the Company issues new shares. The proceeds received net of any directly attributable transaction costs are credited to share capital (nominal value) and share premium.

2. 編製基準及會計政策 (續)

(o) 僱員福利 (續)

(iv) 以股份為基礎之付款

本集團推行按股本結算、以股份支付報酬的計劃，以得到僱員提供服務作為收取本集團股本工具（購股權）的代價。僱員提供服務以換取購股權的公允價值乃確認為開支。於歸屬期內列作開支的總金額，乃參照已授出購股權的公允價值釐定：

- 包括任何市場業績條件（例如主體的股價）；
- 不包括任何服務和非市場業績可行權條件（例如盈利能力、銷售增長目標和職工在某特定時期內留任實體）的影響；及
- 包括任何非可行權條件（例如規定職工儲蓄或在一段指定期間內持有股份）的影響。

總費用在歸屬期內計入，歸屬期是指滿足所有特訂歸屬條件所需的期間。於各呈報期末，本集團均會基於非市場表現和服務歸屬條件修改其估計預期將歸屬的購股權數目，修改原來估計數字的影響（如有）則於收益表內確認，以及對股本作相應調整。

在期權行使時，本公司發行新股。收取的所得款扣除任何直接歸屬交易成本撥入股本（面值）和股本溢價。

Notes to the Consolidated Financial Statements

綜合財務報表附註

2. Basis of preparation and accounting policies (Continued)

(p) Current and deferred income tax

The tax expense for the period comprises current and deferred tax. Tax is recognised in the consolidated income statement, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case, the tax is also recognised in other comprehensive income or directly in equity, respectively.

(i) Current income tax

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the statement of financial position date in the places where the Company and its subsidiaries operate and generate taxable income. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

(ii) Deferred income tax

Inside basis differences

Deferred income tax is recognised using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the consolidated financial statements. However, the deferred income tax is not accounted for if it arises from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting nor taxable profit or loss. Deferred income tax is determined using tax rates and laws that have been enacted or substantively enacted by the statement of financial position date and are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled.

2. 編製基準及會計政策 (續)

(p) 即期及遞延稅項

期內之稅項支出由即期及遞延稅項組成。稅項於綜合收益表中確認，除了關於其他全面收益內確認或直接計入權益之項目，其稅項亦是分別於其他全面收益內確認或直接計入權益。

(i) 即期所得稅

當期所得稅支出根據本公司及其附屬公司營運所在及產生應課稅收入的地方於財務狀況表日已頒布或實質頒布的稅務法例計算。管理層就適用稅務法例詮釋所規限的情況定期評估報稅表的狀況，並在適用情況下根據預期須向稅務機關支付的稅款設定撥備。

(ii) 遞延所得稅

內在差異

遞延稅項的確認採用負債法就資產負債之稅基與它們在綜合財務報表之賬面值兩者之暫時差異作全數撥備。然而，若遞延稅項來自在交易（不包括企業合併）中對資產或負債的初步確認，而在交易時不影響會計損益或應課稅盈虧，則不作記賬。遞延稅項採用在財務狀況表日前已頒布或實質頒布，並在有關之遞延稅項資產實現或遞延稅項負債結算時預期將會應用之稅率及法例而釐定。

Notes to the Consolidated Financial Statements

綜合財務報表附註

2. Basis of preparation and accounting policies (Continued)

(p) Current and deferred income tax (Continued)

(ii) Deferred income tax (Continued)

Inside basis differences (Continued)

Deferred income tax assets are recognised to the extent that it is probable that future taxable profit will be available against which the temporary differences can be utilised.

Outside basis differences

Deferred income tax liabilities are provided on taxable temporary differences arising from investments in subsidiaries except for deferred income tax liability where the timing of the reversal of the temporary difference is controlled by the Group and it is probable that the temporary difference will not reverse in the foreseeable future. Generally the Group is unable to control the reversal of the temporary difference for associates.

Deferred income tax assets are recognised on deductible temporary differences arising from investments in subsidiaries only to the extent that it is probable the temporary difference will reverse in the future and there is sufficient taxable profit available against which the temporary difference can be utilised.

(iii) Offsetting

Deferred income tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets against current tax liabilities and when the deferred income taxes assets and liabilities relate to income taxes levied by the same taxation authority on either the taxable entity or different taxable entities where there is an intention to settle the balances on a net basis.

2. 編製基準及會計政策 (續)

(p) 即期及遞延稅項 (續)

(ii) 遞延所得稅 (續)

內在差異 (續)

遞延稅項資產乃就有可能將未來應課稅溢利與可動用的暫時差異抵銷而確認。

外在差異

就附屬公司投資產生的應課稅暫時性差異確認遞延所得稅負債，但不包括本集團可以控制暫時性差異的轉回時間以及暫時性差異在可預見將來很可能不會轉回的遞延所得稅負債。

就附屬公司投資產生的可扣減暫時性差異確認遞延所得稅資產，但只限於暫時性差異很可能在將來轉回，並有充足的應課稅利潤抵銷可用的暫時性差異。

(iii) 抵銷

當有法定權利可將即期稅項資產與即期稅項負債抵銷，而遞延稅項資產及遞延稅項負債涉及同一稅務機關徵收，一家應課稅公司或不同的應課稅公司有意將餘額以淨額結算，則可將遞延稅項資產與遞延稅項負債互相抵銷。

2. Basis of preparation and accounting policies (Continued)

(q) Provisions

Provisions are recognised when the Group has a present legal or constructive obligation as a result of past events, it is probable that an outflow of resources will be required to settle the obligation, and the amount has been reliably estimated.

Provisions are measured at the present value of the expenditures expected to be required to settle the obligation using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the obligation. The increase in the provision due to passage of time is recognised as interest expense.

(r) Revenue recognition

(i) Sale of goods – wholesale

The Group sells a range of pipes and fittings and biomass pellets fuel products. Sales are recognised when control of the products has transferred, being when the products are delivered to the customers, the customer has full discretion over 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 shipped to the specified location, the risks of obsolescence and loss have been transferred to the customer, and either the customer has accepted the products in accordance with the sales contract, the acceptance provisions have lapsed, or the Group has objective evidence that all criteria for acceptance have been satisfied.

Revenue from the sale of goods is based on the price specified in the sales contracts. Accumulated experience is used to estimate provision for returns.

2. 編製基準及會計政策 (續)

(q) 撥備

撥備於本集團由於過往事件而產生現有的法定或推定責任，可能須就解決有關負債而導致資源流出及能夠可靠地作出金額估計時確認。

撥備以有義務支付有關負債所預計需要產生之支出之現值計量，計算此等現值使用之稅前折現率能夠反映當前市場之貨幣時間價值及該負債特有之風險。時間流逝導致撥備金額之增加，確認為利息支出。

(r) 收入確認

(i) 銷售商品 – 批發

本集團銷售一系列管道和管件以及生物質顆粒燃料產品。在產品控制權轉移時，即產品交付給客戶時，客戶對產品有完全的自主權，並且沒有未履行的義務可能影響客戶對產品的接受時，確認銷售。

交付的發生是當產品已運至指定地點時，已過時和損失的風險已轉移給客戶，或客戶已根據銷售合同接受產品，接納條款已失效，或本集團有客觀證據證明已滿足所有接納標準。

銷售商品的收入基於銷售合同中規定的價格。已往累積的經驗用於估算退貨撥備。

Notes to the Consolidated Financial Statements

綜合財務報表附註

2. Basis of preparation and accounting policies

(Continued)

(r) Revenue recognition (Continued)

(i) Sale of goods – wholesale (Continued)

A receivable is recognised when the products 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.

Deposits collected from the customers before product delivery are recognised as contract liabilities.

(ii) Sale of goods – retail

The Group operates a chain of retail stores selling pipes and fittings products. Revenue from the sale of goods is recognised when a group entity sells a product to the customer. Payment of the transaction price is due immediately when the customer purchases the product and takes delivery in store.

(s) Interest income

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

(t) Dividend distribution

Dividend distribution to the company's shareholders is recognised as a liability in the Group's and the Company's financial statements in the period in which the dividends are approved by the Company's shareholders or directors, where appropriate.

2. 編製基準及會計政策 (續)

(r) 收入確認 (續)

(i) 銷售商品 – 批發 (續)

當產品交付時確認為應收款項，由於這是代價為無條件的時間點，而付款到期之前只需要經過一段時間。

在產品交付之前，從客戶收取的按金被確認為合同負債。

(ii) 銷售商品 – 零售

本集團經營連鎖零售店，銷售管道及管件產品。銷售商品的收入乃在集團實體向客戶銷售產品時確認。交易價格的支付是在客戶購買產品並在店內交貨時立即支付的。

(s) 利息收入

利息收入採用實際利息法按時間比例基準確認。

(t) 股息分派

向本公司股東分配的股息，在股息獲本公司股東或董事（按適當）批准的期間內於本集團及本公司的財務報表內列為負債。

3. Financial risk management

3.1 Financial risk factors

The Group's activities expose it to a variety of financial risks: market risk (including foreign currency risk and interest rate risk), credit and counterparty risk and liquidity risk. The Group's financial risk management focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the Group's financial performance by actively managing debt level and cash flow in order to maintain a strong financial position and minimising refinancing and liquidity risks by attaining healthy debt repayment capacity, appropriate maturity profile and availability of banking facilities.

(a) Market risk

(i) Foreign exchange risk

The Group operates principally in Hong Kong and in Macau with minor operations in the Mainland China and is exposed to foreign exchange risk arising from various currency exposures, primarily with respect to the United States dollars ("USD"), Macau Pataca ("MOP") and Renminbi ("RMB"). Foreign exchange risk mainly arises from future commercial transactions, recognised assets and liabilities, which are denominated in a currency that is not the functional currency of the group entities. In order to mitigate the foreign currency risk, the Group has been closely monitoring its foreign currency exposure and requirements and will arrange for any hedging facilities if necessary.

3. 財務風險管理

3.1 財務風險因素

本集團的業務承受各種財務風險：市場風險（包括外幣風險及利率風險）、信貸及交易方風險及流動資金風險。本集團的整體財務風險管理集中於金融市場的不可預測性，及通過積極管理債務水準及現金流量以維持穩健之財務狀況，及透過穩健的償債能力、適當的還款期限及銀行信貸融資額度而使再融資及流動資金風險減至最低，從而儘量減低對本集團財務表現的潛在不利影響。

(a) 市場風險

(i) 外匯風險

本集團主要於香港及澳門經營業務，以及在中國內地經營少許業務，並因營運涉及多種貨幣而面臨外匯風險（主要涉及美元（「美元」）、澳門幣（「澳門幣」）及人民幣（「人民幣」）。外匯風險主要來自日後的商業交易，本集團各實體的已確認資產及負債，其貨幣以非功能貨幣換算而產生外匯風險。為降低外幣風險，本集團一直密切監控其外幣風險及規定，及將於必要時作出對沖安排。

Notes to the Consolidated Financial Statements

綜合財務報表附註

3. Financial risk management (Continued)

3.1 Financial risk factors (Continued)

(a) Market risk (Continued)

(i) Foreign exchange risk (Continued)

As HK\$ is pegged against USD and MOP is pegged against HK\$, the Group is exposed to limited exchange rate fluctuation. As a result, the exchange rate risk exposure in respect of USD and MOP are not significant. While for RMB, the exchange rate fluctuation is relatively volatile. At 31 December 2018, if RMB had strengthened/weakened by 5% (2017: 5%) against HK\$ with all other variables held constant, post-tax profit would have been HK\$244,000 higher/lower (2017: post-tax profit of HK\$638,000 higher/lower) respectively mainly as a result of foreign exchange gains/losses on translation of RMB-denominated financial assets and liabilities.

3. 財務風險管理 (續)

3.1 財務風險因素 (續)

(a) 市場風險 (續)

(i) 外匯風險 (續)

由於港元與美元的掛鈎系統及澳門幣與港元的掛鈎系統，本集團承受有限的匯率波動。因此，關於美元及澳門幣的外匯風險不顯著。相對而言，人民幣的匯率比較波動。於二零一八年十二月三十一日，倘人民幣兌港元於所有其他變量保持不變之情況下，升值／貶值5%（二零一七年：5%），則除稅後溢利將分別增加／減少244,000港元（二零一七年：除稅後溢利增加／減少638,000港元），主要是由於換算人民幣計值之金融資產及負債產生外匯收益／虧損所致。

3. Financial risk management (Continued)

3.1 Financial risk factors (Continued)

(a) Market risk (Continued)

(ii) Interest rate risk

The Group's income and operating cash flows are substantially independent of changes in market interest rates. The Group's interest-bearing assets mainly include loan to a related company and bank balances and deposits, details of which have been disclosed in Notes 17, 19 and 20. The Group's exposure to changes in interest rates is also attributable to its borrowings, details of which have been disclosed in Note 23. Borrowings carry at floating rates expose the Group to cash flow interest-rate risk whereas those carry at fixed rates expose the Group to fair value interest-rate risk. As at 31 December 2018, approximately 20% (2017: 26%) of the Group's borrowings were carried at floating rates and expose the Group to cash flow interest-rate risk. The Group has not used any interest rate swaps to hedge its exposure against cash flow interest-rate risks.

As at 31 December 2018, if interest rate has increased/decreased by 25 basis points with all other variables held constant, post-tax profit for the year ended 31 December 2018 would have been HK\$23,000 (2017: HK\$38,000) lower/higher, mainly as a result of increase/decrease in interest expense on borrowings.

3. 財務風險管理 (續)

3.1 財務風險因素 (續)

(a) 市場風險 (續)

(ii) 利率風險

本集團的收入及經營現金流量大致上不受市場利率變動的影響。由於本集團的計息資產包括貸款予一間關連公司及銀行結餘及存款，而有關詳情在附註17、19及20披露。本集團所涉及的利率變動風險亦來自借貸，有關詳情在附註23披露。按浮動利率計息的借貸使本集團面對現金流量利率風險，而按固定利率計息的借貸則使本集團面對公允價值現金利率風險。於二零一八年，按浮動利率計息的大約20%（二零一七年：26%）借貸，使本集團面對現金流量利率風險。本集團並無利用任何利率掉期安排對沖利率風險。

於二零一八年十二月三十一日，倘若利率增加／減少25基點，而所有其他變數維持不變，截至二零一八年十二月三十一日止年度除稅後溢利將減少／增加23,000港元（二零一七年：38,000港元），主要由於借貸利息支出增加／減少所致。

Notes to the Consolidated Financial Statements

綜合財務報表附註

3. Financial risk management (Continued)

3.1 Financial risk factors (Continued)

(b) Credit and counterparty risk

(i) Risk management

Credit risk mainly arises from bank deposits, trade and other receivables, other deposits and loan to a related company. The carrying amounts of these balances substantially represent the Group's maximum exposure to credit and counterparty risk in relation to financial assets.

As at 31 December 2017 and 2018 all the bank deposits are deposited in high quality financial institutions without significant credit risk. The credit risk on bank deposits is limited because over 59% of the Group's bank balances are placed with subsidiaries of state-owned banks and others are placed with reputable financial institutions. Management does not expect any loss from non-performance of these banks.

In order to minimise the credit risk, the management of the Group has delegated a team responsible for determination of credit limits, credit approvals and other monitoring procedures to ensure that follow-up action is taken to recover overdue trade and other receivables.

Rental deposits made to landlords are also considered to be of low risk. In this regard, the directors of the Company consider that the Group's credit risk is significantly reduced. Other than the loan to a related company as mentioned below, the Group has no significant concentration of credit risk, with exposure spread over a number of counterparties and customers.

3. 財務風險管理 (續)

3.1 財務風險因素(續)

(b) 信貸及交易方風險

(i) 風險管理

信貸風險主要產生自銀行存款、貿易及其他應收款項、其他按金及貨款予一間關連公司。此等結餘的賬面值大體上相當於本集團關於金融資產所須承受的最高信貸及交易方風險。

於二零一七年及二零一八年十二月三十一日，所有銀行存款存放於信譽良好之金融機構，故並無重大信貸風險。有限的銀行存款信貸風險乃由於超過59%之本集團銀行餘額存放於國有銀行之附屬公司，其他存款存放於信譽良好之金融機構。管理層認為不會因該等銀行表現不良而帶來損失。

為將信貸風險降至最低，本集團管理層已委派一組人員負責制訂信貸限額、信貸審批及其他監控措施，以確保採取跟進措施收回逾期未收回之貿易及其他應收款項。

已付業主的租賃按金，亦被認為是低風險的。就此而言，本公司董事認為本集團之信貸風險已大幅降低。除以下對一間關連公司的貸款外，本集團並無顯著集中之信貸風險，有關風險已分散至多個交易方及客戶。

Notes to the Consolidated Financial Statements

綜合財務報表附註

3. Financial risk management (Continued)

3.1 Financial risk factors (Continued)

(b) Credit and counterparty risk (Continued)

(i) Risk management (Continued)

In respect of the loan to a related company, as detailed in Note 28(d), the Group obtained share mortgage executed by the mortgagor and guarantees executed by the guarantor in favour of the Group as a continuing security and continuing obligation for performance by the borrower of its obligations to minimize the credit risk.

(ii) Impairment of financial assets

Trade receivables

The Group applied the HKFRS 9 simplified approach to measuring expected credit losses which uses a lifetime expected loss allowance for all trade receivables.

To measure the expected credit losses, trade receivables have been grouped with similar risk characteristics and, collectively or individually, assessing them for likelihood of recovery.

The Group categorises its trade receivables, except those individually assessed, based on shared credit risk characteristics and the days past due. The expected loss rates are based on the payment profiles of sales over a period of 12 months before 31 December 2018 and the corresponding historical credit losses experienced within this period. The historical loss rates are adjusted to reflect current and forward-looking information on macroeconomic factors affecting the ability of the customers to settle the receivables.

3. 財務風險管理 (續)

3.1 財務風險因素 (續)

(b) 信貸及交易方風險 (續)

(i) 風險管理 (續)

就關於貸款予一間關連公司，詳情見附註28(d)，本集團獲得由抵押人簽立的股份抵押和由擔保人以本集團為受益人簽立的擔保作抵押，以作為借款人履行貸款協議內其責任之持續抵押及持續責任，以減少貸款的信貸風險。

(ii) 金融資產減值

貿易應收款項

本集團採用香港財務報告準則第9號簡化方法計量預期信貸虧損，為所有貿易應收款項於存續期內的預期虧損撥備。

計量預期信貸虧損，貿易應收款項已按類似風險特徵分組，並共同或個別評估其回收的可能性。

本集團根據共同信貸風險特徵及過往逾期日對貿易應收款項(個別評估除外)進行分類。預期損失率基於二零一八年十二月三十一日前的12個月期間銷售的付款概況以及此期間經歷的相應過往信貸虧損。過往損失率可進行調整，以反映當前和前瞻性的宏觀經濟因素信息，對客戶結清應收款項能力的影響。

Notes to the Consolidated Financial Statements

綜合財務報表附註

3. Financial risk management (Continued)

3.1 Financial risk factors (Continued)

(b) Credit and counterparty risk (Continued)

(ii) Impairment of financial assets (Continued)

Trade receivables (Continued)

Given the track record of regular repayment of trade receivables, the directors are of the opinion that the risk of default by these customers is not significant, taking into account forward-looking information on macroeconomics factors. Therefore, expected credit loss rate of trade receivables is assessed to be insignificant.

For trade receivables relating to accounts in which there are objective evidence that the debtor faces significant financial difficulties or enter liquidation, they are assessed individually for impairment allowance. Accordingly, specific loss allowance of HK\$654,000 was made as at 31 December 2018.

Previous accounting policy for impairment of trade receivables

In the prior year, the impairment of trade receivables was assessed based on the incurred loss model. Individual receivables which were known to be uncollectible were written off by reducing the carrying amount directly. The other receivables were assessed collectively to determine whether there was objective evidence that impairment has been incurred but not yet been identified in a separate provision for impairment. The Group considered that there was evidence of impairment if any of the following indicators were present:

- significant financial difficulties of the debtor;

3. 財務風險管理 (續)

3.1 財務風險因素 (續)

(b) 信貸及交易方風險 (續)

(ii) 金融資產減值 (續)

貿易應收款項 (續)

鑑於定期償還貿易應收款項的往績記錄，董事考慮到有關宏觀經濟因素的前瞻性資料，認為這些客戶違約的風險並不重大。因此，貿易應收款項的預期信貸虧損率被評估為並不顯著。

就有關的貿易應收款項，對於有客觀證據表明債務人面臨重大財務困難或進行清盤的賬戶，會對個別客戶評估而作減值撥備。因此，截至二零一八年十二月三十一日已錄得特定虧損撥備654,000港元。

以往的貿易應收款項減值會計政策

於過往年度，貿易應收款項減值乃根據已產生虧損模式評估。已知無法收回的個別應收款項直接減少賬面金額予以註銷。對其他應收款項進行集體評估，以確定是否有客觀證據表明已發生減值，但尚未在個別的減值撥備中確定。如果出現以下任何指標，本集團認為存在減值跡象：

- 債務人的重大財務困難；

3. Financial risk management (Continued)

3.1 Financial risk factors (Continued)

(b) Credit and counterparty risk (Continued)

(ii) Impairment of financial assets (Continued)

Previous accounting policy for impairment of trade receivables (Continued)

- probability that the debtor will enter bankruptcy or financial reorganisation, and
- default or late payments.

Receivables for which an impairment provision was recognised were written off against the provision when there was no expectation of recovering additional cash.

Other financial assets at amortised cost

The directors of the Group consider the probability of default upon initial recognition of asset and whether there has been significant increase in credit risk on an ongoing basis. To assess whether there is a significant increase in credit risk, the Group compares risk of a default occurring on the assets as at the reporting date with the risk of default as at the date of initial recognition. Especially the following indicators are incorporated:

- actual or expected significant adverse changes in business, financial economic conditions that are expected to cause a significant change to the company's ability to meet its obligations;
- actual or expected significant changes in the operating results of the company;
- significant changes in the expected performance and behavior of the company, including changes in the payment status of the counterparty.

3. 財務風險管理 (續)

3.1 財務風險因素 (續)

(b) 信貸及交易方風險 (續)

(ii) 金融資產減值 (續)

以往的貿易應收款項減值會計政策 (續)

- 債務人陷入破產或財務重組的可能性，以及
- 違約或延遲付款。

當沒有預期收回額外現金時，已確認減值撥備的應收款項與該撥備註銷。

其他金融資產按攤銷成本計算

本集團董事在資產的初始確認時考慮違約的可能性，也持續評估信貸風險是否顯著增加。在評估信貸風險是否顯著增加，本集團將報告日時資產發生違約的可能性與初始確認時發生違約的可能性進行比較。以下指標需要重點考慮：

- 預期導致公司履行責任能力出現重大變動的業務、財務或經濟狀況的實際或預期重大不利變動；
- 公司經營業績的實際或預期重大變動；
- 公司預期表現及行為的重大變動，包括交易方的付款狀況變動。

Notes to the Consolidated Financial Statements

綜合財務報表附註

3. Financial risk management (Continued)

3.1 Financial risk factors (Continued)

(b) Credit and counterparty risk (Continued)

(ii) Impairment of financial assets (Continued)

Other financial assets at amortised cost (Continued)

Regardless of the analysis above, a significant increase in credit risk is presumed if a debtor is more than 90 days past due in making a contractual payment/repayable demanded.

The loss allowance for other financial assets at amortised cost as at 31 December 2018 amounting to HK\$1,121,000 as detailed in Note 17.

Impairment losses on trade receivables and other financial assets at amortised cost are presented as net impairment losses within operating profit. Subsequent recoveries of amounts previously written off are credited against the same line item.

(c) Liquidity risk

Prudent liquidity risk management includes maintaining sufficient cash and availability of funding from an adequate amount of committed credit facilities. Management maintains rolling forecast of the Group's liquidity reserves which comprises undrawn banking facilities and cash and cash equivalents, on the basis of expected cash flows.

3. 財務風險管理 (續)

3.1 財務風險因素(續)

(b) 信貸及交易方風險(續)

(ii) 金融資產減值(續)

其他金融資產按攤銷成本計算(續)

無論上述分析如何，如果債務人在履行合同付款／償還要求時超過90天，則推定信用風險顯著增加。

於二零一八年十二月三十一日按攤銷成本計算的其他金融資產虧損撥備金額為1,121,000港元，詳見附註17。

按攤銷成本計算的其他金融資產的減值虧損及貿易應收款項列作經營溢利內的淨減值虧損。之前已註銷的金額的後續回收將計入同一行項目。

(c) 流動資金風險

審慎的流動資金風險管理包括保持充裕現金及從承諾融資金額取得足夠的可用資金。管理層維持對本集團滾動的流動資金儲備作預測，包括基於未提取貸款額度及現金及現金等價物的預計現金流。

Notes to the Consolidated Financial Statements

綜合財務報表附註

3. Financial risk management (Continued)

3.1 Financial risk factors (Continued)

(c) Liquidity risk (Continued)

The table below analyses the Group's financial liabilities into relevant maturity groupings based on the remaining period at the date of financial reporting to the contractual maturity date. The amounts disclosed in the table are the contractual undiscounted cash flows.

At 31 December 2018

Trade and other payables
Borrowings
Interest payment on borrowings

At 31 December 2017

Trade and other payables
Borrowings
Interest payment on borrowings

3. 財務風險管理 (續)

3.1 財務風險因素 (續)

(c) 流動資金風險 (續)

下表按於財務報告日至合約到期日餘下期間將本集團的金融負債分為不同的到期組合。表格所披露的數額為合約未折現現金流。

Less than 1 year
一年以內
HK\$'000
千港元

於二零一八年十二月三十一日

貿易及其他應付款項
借貸
借貸之利息支付

62,707
57,444
546

於二零一七年十二月三十一日

貿易及其他應付款項
借貸
借貸之利息支付

65,567
70,477
523

3.2 Capital risk management

The Group's objectives when managing capital are to safeguard the Group's ability to continue as a going concern in order to provide returns for shareholders and benefits for other stakeholders and to maintain an optimal capital structure to reduce the cost of capital.

In order to maintain or adjust the capital structure, the Group may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares or sell assets to reduce debt.

3.2 資本風險管理

本集團管理資本的目的為保障本集團能持續經營，以為股東提供回報並為其他利益相關人士提供利益，以及維持良好的資本架構以減低資本成本。

為維持或調整資本架構，本集團可調整向股東派付的股息、向股東退回資本、發行新股或出售資產以減少債務。

Notes to the Consolidated Financial Statements

綜合財務報表附註

3. Financial risk management (Continued)

3.2 Capital risk management (Continued)

Consistent with others in the industry, the Group monitors capital on the basis of the gearing ratio. This ratio is calculated as total bank borrowings divided by total equity.

The Group's strategy was to maintain a solid capital base to support the operations and development of its business in the long term. Given its existing principal business, management considers a gearing ratio as measured by total bank borrowings to total equity of not more than 50% as solid and reasonable. The table below analyses the Group's capital structure at 31 December 2017 and 2018 as follows:

Total borrowings	總借貸
Total equity	總權益
Gearing ratio	資產負債比率

Note:

Decrease in gearing ratio during the year is a result of the decrease in total borrowings and increase in total equity.

3. 財務風險管理 (續)

3.2 資本風險管理 (續)

和其他同業一樣，本集團以資產負債比率作為監控資本的基準。資產負債比率按銀行借貸總額除以總權益。

本集團之策略是維持穩健的資金基礎，以長期支持本集團的業務營運及發展。鑑於現時之主要業務，管理層認為按銀行借貸總額相對於總權益計算之資產負債比率處於50%以下均屬穩健及合理。下表為本集團於二零一七年及二零一八年十二月三十一日資本架構之分析：

	2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Total borrowings	57,444	70,477
Total equity	541,433	512,042
Gearing ratio	11%	14%

附註：

資產負債比率的減少是由於總借貸的減少及總權益的增加。

3. Financial risk management (Continued)

3.3 Fair value estimation

The carrying value of trade receivables, other loans and receivables, bank balances and deposits, trade and other payables and borrowings are a reasonable approximation of their fair values. The fair value of financial liabilities for disclosure purposes is estimated by discounting the future contractual cash flows at the current market interest rate that is available to the Group for similar financial instruments.

The table below analyses the Group's financial instruments carried at fair value as at 31 December 2018 by level of the inputs to valuation techniques used to measure fair value. Such inputs are categorised into three levels within a fair value hierarchy as follows:

- quoted prices (unadjusted) in active markets for identical assets or liabilities (level 1)
- inputs other than quoted prices included within level 1 that are observable for the asset or liability, either directly (that is, as prices) or indirectly (that is, derived from prices) (level 2)
- inputs for the asset and liability that are not based on observable market data (that is, unobservable inputs) (level 3)

3. 財務風險管理 (續)

3.3 公允價值估計

貿易應收款、其他貸款及應收款項、銀行結餘及存款、貿易及其他應付款項及借貸之賬面值與彼等之公允值相若。就披露而言，金融負債之公允值透過按本集團同類金融工具之現行市場利率對未來合約現金流量折現而估算。

下表根據在評估公允價值的估值技術中所運用到的輸入的層級，分析本集團於二零一八年十二月三十一日按公允價值入賬的金融工具。這些輸入按照公允價值層級歸類為如下三層：

- 相同資產或負債在活躍市場之報價(未經調整)(第一層)
- 除了第一層所包括之報價外，該資產或負債之可觀察之其他輸入，可為直接(即價格)或間接(即源自價格)(第二層)
- 資產及負債並非依據可觀察市場數據之輸入(即非可觀察輸入)(第三層)

Notes to the Consolidated Financial Statements

綜合財務報表附註

3. Financial risk management (Continued)

3.3 Fair value estimation (Continued)

		Fair value Hierarchy 公允價值層階
Financial assets	金融資產	Level 2
– Investment funds	– 投資基金	第二級

There were no transfers between levels 1 and 2 during the year.

The fair value of financial instruments that are not traded in an active market (for example, over-the-counter derivatives) is determined by using valuation techniques. These valuation techniques maximise the use of observable market data where it is available and rely as little as possible on entity specific estimates. It includes quoted market price or dealer quotes for similar instruments. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2.

3. 財務風險管理 (續)

3.3 公允價值估計 (續)

Fair value as at 31 December 2018 於二零一八年 十二月三十一日 的公允價值 HK\$'000 千港元	Fair value as at 31 December 2017 於二零一七年 十二月三十一日 的公允價值 HK\$'000 千港元
2,601	2,744

年內第1與第2層之間並無轉撥。

並無於活躍市場買賣之金融工具(如場外衍生工具)，其公允值乃使用估值方法釐定。該等估值方法儘量利用於可觀測市場取得之數據，並儘量減少依賴實體獨有估計，包括類似金融工具的市場報價或經銷商報價。倘一金融工具的公允值所需之所有重大輸入數據均可觀測，則該金融工具歸入第二層。

4. Critical accounting estimates and judgements

Estimates and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities of the Group are discussed below.

(a) Provision for impairment of loan to a related company and trade and other receivables

The policy for provision for impairment of loan to a related company and trade and other receivables of the Group is based on the evaluation of risk of default and expected credit losses which involved management's judgement. A considerable amount of judgement is required in assessing the ultimate realisation of these receivables, including the current creditworthiness and the Group's past collection history of receivables, existing market condition as well as forward looking estimates at the end of each reporting period. If the financial conditions of any individual counterparty were determined to be deteriorated, resulting in an impairment of their ability to make payments, additional allowances may be required.

(b) Provision for impairment of inventories

The management of the Group reviews the marketability of inventory items at the end of each reporting period, and makes allowance for obsolete and slow-moving inventory items identified that are no longer suitable for sale. The management estimates the net realisable value for inventories based primarily on the latest invoice prices and current market conditions. The Group carries out an inventory review on a product-by-product basis at the end of each reporting period and makes provision for obsolete items.

4. 關鍵會計估計及判斷

本公司按過往經驗及其他因素(包括對日後事件作出之合理估計)不時評估現正採納的估計及判斷。以下為有重大風險導致本集團資產及負債之賬面值須作出重大調整之估計及假設之討論。

(a) 對一間關連公司的貸款及貿易及其他應收款項之減值撥備

本集團對一間關連公司的貸款及貿易及其他應收款項之減值撥備政策乃基於違約風險及預期信貸虧損評估(涉及管理層的判斷)。在評估該等應收款項的最終變現時,需要作出相當多的判斷,包括當前的信譽及本集團過往的應收款項收款記錄,現有市場情況及每個報告期末的前瞻性估計。倘交易方財務狀況日趨惡化,削弱其償付能力,則須計提額外撥備。

(b) 存貨減值撥備

本集團管理層於各呈報期末審核存貨項目之銷售前景並對確認為不再適合銷售之過時及滯銷庫存品進行撥備。管理層主要根據最近期之發票價格及目前市況估計存貨之可變現淨值。本集團於各呈報期末對每種產品進行存貨審核,並對過時品種作出撥備。

Notes to the Consolidated Financial Statements

綜合財務報表附註

4. Critical accounting estimates and judgements (Continued)

(c) Provision for bonus and customer claims

Management reviews the provision for bonus and customer claims at the end of each reporting period to determine whether the provision is adequate based on historical experience and most reliable estimates. Significant judgement is required in determining the provision for bonus and customer claims.

(d) Current and deferred income tax

The Group is subject to income taxes in various jurisdictions. Judgment is required in determining the provision for income taxes in each of these jurisdictions. There are transactions and calculations during the ordinary course of business for which the ultimate tax determination is uncertain. 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 income tax provisions in the period in which such determination is made.

Deferred income tax assets relating to certain temporary differences and tax losses are recognized when management considers it is probable that future taxable profits will be available against which the temporary differences or tax losses can be utilized. When the expectation is different from the original estimate, such differences will impact the recognition of deferred income tax assets and taxation charges in the period in which such estimate is changed.

4. 關鍵會計估計及判斷 (續)

(c) 花紅及客戶補償撥備

管理層於各呈報期末審核花紅及客戶補償撥備，按過往經驗及可靠的估算決定撥備是否足夠。於決定花紅及客戶補償撥備時，需要重大的判斷。

(d) 即期及遞延所得稅

本集團須繳納不同司法權區的所得稅。釐定各司法權區的所得稅撥備時，需作出判斷。在日常業務中有若干未能確定最終稅項的交易及計算。倘該等事宜的最終稅務結果有異於最初記錄的數額，則有關差額會影響釐定有關數額期間的所得稅及遞延所得稅撥備。

與若干暫時差異及稅項虧損有關之遞延所得稅資產按管理層認為未來有可能出現應課稅溢利可用作抵銷該等暫時差異或稅項虧損而確認。當預期之金額與原定估計有差異時，則該差異將會於估計改變之期間內影響遞延所得稅資產之確認及所得稅費用。

5. Segment information

The Group determines its operating segments based on the reports reviewed by the chief operating decision-maker (“CODM”) that are used to make strategic decisions. The CODM has been identified as the executive directors of the Company. The CODM assesses the performance of the operating segments based on a measure of the results of the segments. Finance income and costs, and corporate income and expenses are not included in the results for each operating segment that is reviewed by the CODM. Other information provided to the CODM is measured in a manner consistent with that in the financial statements.

During the year, the Group has two reportable segments, which are trading of pipes and fittings (“Trading of pipes and fittings”) and manufacture and sale of biomass pellets fuel products (“Biomass Pellets fuel products”). The following summary describes the operations in each of the Group’s reportable segments.

Trading of pipes and fittings includes wholesale, retail and logistics operations substantially in Hong Kong and Macau.

Biomass pellets fuel products are contributed by a subsidiary of the Group, 貴州中冠新能源有限公司 (Guizhou Zhongguan New Energy Limited*), which manufactures and sells biomass pellets fuel products in the PRC.

5. 分部資料

本集團按首席經營決策者（「首席經營決策者」）所審閱並賴以作出決策的報告釐定其營運分部。首席經營決策者被認為本公司之執行董事。首席經營決策者根據分部的業績以評核營運分部的表現。財務收入和成本、公司收入和支出不包括在首席經營決策者所審閱的每個經營分部的業績中。給主要經營決策者提供的其他資料的計量方式與財務報表中的一致。

於年內，本集團有兩項須予呈報的分部，其中包從事管道及管件貿易（「管道及管件貿易」）及生產及銷售生物質顆粒燃料產品（「生物質顆粒燃料產品」）。以下摘要概述本集團各項須予呈報的分部的業務營運。

管道及管件貿易包括主要在香港及澳門之批發、零售及物流業務。

生物質顆粒燃料產品分類由本集團附屬公司—貴州中冠新能源有限公司於中國生產及銷售生物質顆粒燃料產品所貢獻。

* For identification purpose only

Notes to the Consolidated Financial Statements

綜合財務報表附註

5. Segment information (Continued)

The segment information for the years ended 31 December 2018 and 2017 are as follows:

5. 分部資料(續)

截至二零一八年及二零一七年十二月三十一日止之分部資料如下：

		For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度				
		Reportable segments 呈報的分部			Unallocated	Total
		Trading of pipes and fittings 管道及管件貿易 HK\$'000 千港元	Biomass pellets fuel products 生物質顆粒燃料產品 HK\$'000 千港元	Total reportable segments 呈報的分部總額 HK\$'000 千港元		
Revenue	收入	535,978	2,177	538,155	-	538,155
Results of reportable segments	分部業績	44,784	(3,536)	41,248	-	41,248
Reconciliation of results of reportable segments to profit for the year	分部業績與年度溢利的對賬					
Results of reportable segments	分部業績					
Unallocated income	未分配收入					3,181
Unallocated expenses	未分配支出					(23,017)
Operating profit	經營溢利					21,412
Finance income	財務收入					10,111
Finance costs	財務費用					(2,051)
Profit before income tax	稅前溢利					29,472
Tax expense	稅項支出					(4,621)
Profit for the year	本年度溢利					24,851
Other segment information:	其他分部資料:					
Depreciation of property, plant and equipment	物業、廠房及設備的折舊	3,686	811	4,497	56	4,553
Net gain on disposal of property, plant and equipment	出售物業、廠房及設備之收益淨額	136	-	136	-	136
Provision for impairment of inventories	存貨減值撥備	4,693	-	4,693	-	4,693
Reversal of impairment of financial assets	金融資產的減值回撥	(544)	-	(544)	(2,979)	(3,523)

Notes to the Consolidated Financial Statements

綜合財務報表附註

5. Segment information (Continued)

5. 分部資料(續)

For the year ended 31 December 2017
截至二零一七年十二月三十一日止年度

		Reportable segments 呈報的分部				
		Trading of pipes and fittings 管道及 管件貿易 HK\$'000 千港元	Biomass pellets fuel products 生物質顆粒 燃料產品 HK\$'000 千港元	Total reportable segments 呈報的 分部總額 HK\$'000 千港元	Unallocated 未分配 HK\$'000 千港元	Total 總額 HK\$'000 千港元
Revenue	收入	650,461	-	650,461	-	650,461
Results of reportable segments	分部業績	100,712	-	100,712	-	100,712
Reconciliation of results of reportable segments to profit for the year	分部業績與年度溢利的對賬					
Results of reportable segments	分部業績					
Unallocated income	未分配收入	223				
Unallocated expenses	未分配支出	(24,901)				
Operating profit	經營溢利	76,034				
Finance income	財務收入	10,359				
Finance costs	財務費用	(2,219)				
Profit before income tax	稅前溢利	84,174				
Tax expense	稅項支出	(9,386)				
Profit for the year	本年度溢利	74,788				
Other segment information:	其他分部資料:					
Depreciation of property, plant and equipment	物業、廠房及設備的折舊	3,408	-	3,408	-	3,408
Net gain on disposal of property, plant and equipment	出售物業、廠房及設備之收益淨額	125	-	125	-	125
Provision for impairment of inventories	存貨減值撥備	2,540	-	2,540	-	2,540
Provision for impairment of financial assets	金融資產的減值撥備	198	-	198	-	198

Notes to the Consolidated Financial Statements

綜合財務報表附註

5. Segment information (Continued)

The segment assets and liabilities as at 31 December 2018 and 2017 are as follows:

5. 分部資料(續)

於二零一八年及二零一七年十二月三十一日之分部資產及負債如下：

		Reportable segments 須予呈報的分部			
		Trading of pipes and fittings 管道及 管件貿易 HK\$'000 千港元	Biomass pellets fuel products 生物質顆粒 燃料產品 HK\$'000 千港元	Unallocated 未分配 HK\$'000 千港元	Total 總額 HK\$'000 千港元
As at 31 December 2018	於二零一八年十二月三十一日				
Non-current assets	非流動資產	15,914	12,695	105	28,714
Total current assets	總流動資產	527,968	6,926	109,272	644,166
Total Assets	總資產	<u>543,882</u>	<u>19,621</u>	<u>109,377</u>	<u>672,880</u>
Non-current liabilities	非流動負債	(3,818)	(396)	-	(4,214)
Total current liabilities	總流動負債	(120,233)	(4,514)	(2,486)	(127,233)
Total Liabilities	總負債	<u>(124,051)</u>	<u>(4,910)</u>	<u>(2,486)</u>	<u>(131,447)</u>

		Reportable segments 須予呈報的分部			
		Trading of pipes and fittings 管道及 管件貿易 HK\$'000 千港元	Biomass pellets fuel products 生物質顆粒 燃料產品 HK\$'000 千港元	Unallocated 未分配 HK\$'000 千港元	Total 總額 HK\$'000 千港元
As at 31 December 2017	於二零一七年十二月三十一日				
Non-current assets	非流動資產	12,494	-	78,507	91,001
Total current assets	總流動資產	546,491	-	34,461	580,952
Total Assets	總資產	<u>558,985</u>	<u>-</u>	<u>112,968</u>	<u>671,953</u>
Non-current liabilities	非流動負債	(3,008)	-	-	(3,008)
Total current liabilities	總流動負債	(151,434)	-	(5,469)	(156,903)
Total Liabilities	總負債	<u>(154,442)</u>	<u>-</u>	<u>(5,469)</u>	<u>(159,911)</u>

Notes to the Consolidated Financial Statements

綜合財務報表附註

5. Segment information (Continued)

Geographical information

The Group is domiciled in Hong Kong. The Group's revenues from external customers by geographical location are detailed below:

Hong Kong	香港
Macau	澳門
Mainland China	中國內地

The Group's non-current assets by geographical location are detailed below:

Hong Kong	香港
Mainland China	中國內地

5. 分部資料(續)

地區分部資料

本集團設於香港。本集團按地區分部的來自外部客戶的收入如下：

Revenue 收入 For the year ended 31 December 截至十二月三十一日止年度

2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
508,391	604,956
27,587	45,505
2,177	–
538,155	650,461

本集團按地區分部的非流動資產如下：

2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
14,790	89,680
13,924	1,321
28,714	91,001

Notes to the Consolidated Financial Statements

綜合財務報表附註

6. Other gains, net

6. 其他收益淨額

		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Net exchange (loss)/gain	匯兌(虧損)/收益淨額	(107)	1,836
Net gain on disposal of property, plant and equipment	出售物業、廠房及設備之 收益淨額	136	125
(Loss)/gain on financial assets at fair value through profit or loss	按公允價值計入損益之金融 資產之(虧損)/收益	(145)	69
Dividend income from financial assets at fair value through profit or loss	按公允價值計入損益之金融 資產之股息收入	105	78
Reversal of provision for customer claim (Note 25)	客戶補償撥備回撥(附註25)	3,694	-
Others	其他	584	515
		4,267	2,623

Notes to the Consolidated Financial Statements

綜合財務報表附註

7. Expenses by nature

Operating profit is arrived at after charging/(crediting):

7. 開支性質

經營溢利乃扣除／(計入)下列項目後達至：

		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Cost of inventories sold (Note 16)	已出售之存貨成本(附註16)	374,317	428,629
Auditor's remuneration:	核數師酬金：		
– Audit services	– 審核服務	1,300	1,252
– Non-audit services	– 非審核服務	196	191
Depreciation of property, plant and equipment (Note 13)	物業、廠房及設備折舊(附註13)	4,553	3,408
Employee benefit expenses (Note 8)	員工福利開支(附註8)	72,295	80,221
Operating lease payments (Note 13)	經營租賃費用(附註13)	29,967	22,724
(Reversal of)/provision for impairment of financial assets	金融資產的減值(回撥)／撥備	(3,523)	198
Provision for impairment of inventories, net	存貨減值撥備淨額	4,693	2,540
Other expenses	其他開支	37,212	37,887
		521,010	577,050
Representing:	代表：		
Cost of sales	銷售成本	390,671	441,328
Selling and distribution costs	銷售及分銷成本	20,844	23,542
General and administrative expenses	一般及行政費用	113,018	111,982
(Reversal of)/provision for impairment of financial assets	金融資產的減值(回撥)／撥備	(3,523)	198
		521,010	577,050

Notes to the Consolidated Financial Statements

綜合財務報表附註

8. Employee benefit expenses

8. 僱員福利開支

		2018	2017
		二零一八年	二零一七年
		HK\$'000	HK\$'000
		千港元	千港元
Wages, salaries and other benefits	工資、薪金及其他福利	69,867	77,925
Pension costs	退休金成本		
– defined contribution plans	– 一定額供款計劃	2,399	2,241
Share-based payment	以股份為基礎之付款		
(Notes 21(b) and 22)	(附註21(b)及22)	29	55
		72,295	80,221

(a) Five highest paid individuals

The five individuals whose emoluments were the highest in the Group for the year include two (2017: three) directors whose emoluments are reflected in the analysis shown in Note 30. The emoluments paid to the remaining three (2017: two) individuals were as follows:

(a) 五位最高薪人士

於年內，本集團五位最高薪人士包括二位(二零一七年：三位)董事，其薪金已於附註30的分析反映。支付予其餘三位(二零一七年：二位)人士之酬金如下：

		2018	2017
		二零一八年	二零一七年
		HK\$'000	HK\$'000
		千港元	千港元
Salaries and other short-term employee benefits	薪金及其他短期僱員福利	4,244	3,242
Discretionary bonus	酌情花紅	2,676	1,917
Pension costs	退休金成本		
– defined contribution plans	– 一定額供款計劃	54	36
Share-based payment	以股份為基礎的付款	10	18
		6,984	5,213

Notes to the Consolidated Financial Statements

綜合財務報表附註

8. Employee benefit expenses (Continued)

(a) Five highest paid individuals (Continued)

The emoluments of the three (2017: two) individuals fell within the following bands:

HK\$1,500,001–HK\$2,000,000	1,500,001 港元–2,000,000 港元
HK\$2,000,001–HK\$2,500,000	2,000,001 港元–2,500,000 港元
HK\$2,500,001–HK\$3,000,000	2,500,001 港元–3,000,000 港元
HK\$3,000,001–HK\$3,500,000	3,000,001 港元–3,500,000 港元

(b) Senior management remuneration by band

The remuneration of senior management fell within the following bands:

Nil–HK\$1,000,000	無–1,000,000 港元
HK\$1,000,001–HK\$1,500,000	1,000,001 港元–1,500,000 港元
HK\$1,500,001–HK\$2,000,000	1,500,001 港元–2,000,000 港元
HK\$2,000,001–HK\$2,500,000	2,000,001 港元–2,500,000 港元
HK\$2,500,001–HK\$3,000,000	2,500,001 港元–3,000,000 港元
HK\$3,000,001–HK\$3,500,000	3,000,001 港元–3,500,000 港元
HK\$3,500,001–HK\$4,000,000	3,500,001 港元–4,000,000 港元

8. 僱員福利開支(續)

(a) 五位最高薪人士(續)

三名(二零一七年:二名)最高薪人士之薪酬介乎下列範圍:

2018 二零一八年	2017 二零一七年
1	–
1	1
–	1
1	–
<u>1</u>	<u>–</u>

(b) 高級管理人員薪酬之範圍

向高級管理人員支付之薪酬介乎下列範圍:

2018 二零一八年	2017 二零一七年
–	–
–	2
1	1
1	1
–	1
2	–
1	–
<u>5</u>	<u>5</u>

Notes to the Consolidated Financial Statements

綜合財務報表附註

9. Finance income, net

9. 財務收入淨額

		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Bank and other interest income	銀行及其他利息收入	(10,111)	(10,359)
Interest expense on bank borrowings	銀行借貸之利息支出	2,051	2,219
		(8,060)	(8,140)

10. Tax expense

10. 稅項支出

		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Current taxation:	即期稅項：		
Hong Kong profits tax	香港利得稅	3,845	8,806
Overseas tax	海外稅項	251	515
Under/(over) provision in prior years	以前年度少提／(多提)	21	(6)
Total current tax	即期稅項總額	4,117	9,315
Deferred taxation (Note 24):	遞延稅項(附註24)：		
Origination and reversal of temporary differences	暫時差額之產生及回撥	504	71
Tax expense	稅項支出	4,621	9,386

Hong Kong profits tax has been provided at the rate of 16.5% (2017: 16.5%) on the estimated assessable profit for the year. Taxation on overseas profits has been calculated on the estimated assessable profit for the year at the rates of taxation prevailing in the countries in which the Group operates.

香港利得稅以年內估計應課稅溢利按稅率16.5%(二零一七年:16.5%)計提。海外稅項乃根據年內之估計應課稅溢利按本集團經營業務國家之現行稅率計算。

Notes to the Consolidated Financial Statements

綜合財務報表附註

10. Tax expense (Continued)

The tax on the Group's profit before income tax differs from the theoretical amount that would arise using the Hong Kong profits tax rate as follows:

10. 稅項支出(續)

本集團有關稅前溢利之稅項支出與假若採用香港利得稅率而計算之理論稅額之差額如下：

		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Profit before income tax	稅前溢利	29,472	84,174
Notional tax on profit before taxation, calculated at the rates applicable to profits in the jurisdictions concerned	除稅前溢利的名義稅項 (按相關司法權區適用於溢利的稅率計算)	4,633	13,889
Effect of different tax rates in other jurisdictions	其他司法地方的不同稅率之影響	(515)	(439)
Utilisation of previously unrecognised tax loss	使用先前未確認之稅項虧損	-	(2,638)
Unrecognised tax losses	未確認稅項虧損	1,954	524
Tax effect of income not subject to taxation	無須課稅之收入之稅項影響	(1,580)	(1,990)
Tax effect of expenses not deductible for taxation purposes	不可扣稅之支出之稅項影響	108	46
Under/(over) provision in prior years	之前年度少提/(多提)	21	(6)
Tax expense	稅項支出	4,621	9,386

Notes to the Consolidated Financial Statements

綜合財務報表附註

11. Earnings per share

The calculation of the basic and diluted earnings per share is based on the profit for the year attributable to equity holders and weighted average number of shares with adjustments where applicable as follows:

Profit attributable to equity holders of the Company for the purpose of basic earnings per share

計算每股基本盈利之本公司權益持有人應佔溢利

Number of shares

Weighted average number of ordinary shares for the purpose of basic earnings per share

股份數目

計算每股基本盈利之普通股份之加權平均股數

Diluted earnings per share is calculated by adjusting the weighted average number of ordinary shares outstanding to assume conversion of dilutive potential ordinary shares arising from the Company's share options. Diluted earnings per share for the years ended 31 December 2017 and 2018 equal basic earnings per share as the exercise of the outstanding share options would be anti-dilutive.

12. Dividend

At the Board meeting held on 25 March 2019, the Board did not recommend the payment of a final dividend for the year ended 31 December 2018 (2017: Nil).

11. 每股盈利

下表列示計算每股基本盈利及攤薄盈利乃根據年內權益持有人應佔溢利及已發行普通股之加權平均股數(需要時予以調整):

2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
26,015	74,945
Thousands 千股	Thousands 千股
1,333,270	1,333,270

計算每股攤薄盈利時，已對已發行普通股之加權平均股數作出調整，以假設所有具攤薄潛力之未行使購股權獲悉數轉換。截至二零一七年及二零一八年十二月三十一日止兩個年度，因行使未行使購股權具反攤薄影響，因此兩個年度之每股攤薄盈利均等如每股基本盈利。

12. 股息

於二零一九年三月二十五日舉行的董事會會議上，董事會不建議派發截至二零一八年十二月三十一日止年度之末期股息(二零一七年：無)。

Notes to the Consolidated Financial Statements

綜合財務報表附註

13. Property, plant and equipment

13. 物業、廠房及設備

		Plant, machinery and equipment 廠房、 機器 及設備 HK\$'000 千港元	Leasehold improvements 租賃 物業裝修 HK\$'000 千港元	Office furniture, fixtures and fittings 辦公室 傢俬、裝置 及設備 HK\$'000 千港元	Office equipment 文儀設備 HK\$'000 千港元	Computer equipment 電腦設備 HK\$'000 千港元	Motor vehicles 汽車 HK\$'000 千港元	Total 總額 HK\$'000 千港元
Cost	成本							
At 1 January 2018	於二零一八年一月一日	3,440	10,638	1,064	49	4,778	10,002	29,971
Exchange differences	匯兌差額	-	-	(4)	-	(2)	(17)	(23)
Additions	添置	2,796	3,694	164	49	133	6,412	13,248
Acquisition of a subsidiary (Note 31)	收購一間附屬公司 (附註31)	3,425	2,391	1,494	26	-	-	7,336
Disposals	出售	-	-	-	-	-	(701)	(701)
At 31 December 2018	於二零一八年 十二月三十一日	9,661	16,723	2,718	124	4,909	15,696	49,831
Accumulated depreciation	累積折舊							
At 1 January 2018	於二零一八年一月一日	2,800	9,680	900	10	4,323	6,941	24,654
Exchange differences	匯兌差額	(6)	(19)	(8)	-	(2)	(17)	(52)
Charge for the year	本年度折舊	475	977	171	18	210	2,702	4,553
Disposals	出售	-	-	-	-	-	(701)	(701)
At 31 December 2018	於二零一八年 十二月三十一日	3,269	10,638	1,063	28	4,531	8,925	28,454
Net book value	賬面淨值							
At 31 December 2018	於二零一八年 十二月三十一日	6,392	6,085	1,655	96	378	6,771	21,377

Notes to the Consolidated Financial Statements

綜合財務報表附註

13. Property, plant and equipment (Continued)

13. 物業、廠房及設備(續)

		Plant, machinery and equipment 廠房、 機器 及設備 HK\$'000 千港元	Leasehold improvements 租賃 物業裝修 HK\$'000 千港元	Office furniture, fixtures and fittings 辦公室 傢俬、裝置 及設備 HK\$'000 千港元	Office equipment 文儀設備 HK\$'000 千港元	Computer equipment 電腦設備 HK\$'000 千港元	Motor vehicles 汽車 HK\$'000 千港元	Total 總額 HK\$'000 千港元
Cost	成本							
At 1 January 2017	於二零一七年一月一日	3,692	10,420	965	23	4,537	8,674	28,311
Exchange differences	匯兌差額	-	-	6	-	3	25	34
Additions	添置	490	324	93	26	238	2,141	3,312
Disposals	出售	(742)	(106)	-	-	-	(838)	(1,686)
At 31 December 2017	於二零一七年 十二月三十一日	3,440	10,638	1,064	49	4,778	10,002	29,971
Accumulated depreciation	累積折舊							
At 1 January 2017	於二零一七年一月一日	3,223	9,345	857	3	4,003	5,471	22,902
Exchange differences	匯兌差額	-	-	5	-	2	23	30
Charge for the year	本年度折舊	319	441	38	7	318	2,285	3,408
Disposals	出售	(742)	(106)	-	-	-	(838)	(1,686)
At 31 December 2017	於二零一七年 十二月三十一日	2,800	9,680	900	10	4,323	6,941	24,654
Net book value	賬面淨值							
At 31 December 2017	於二零一七年 十二月三十一日	640	958	164	39	455	3,061	5,317

Lease rentals amounting to HK\$29,765,000 (2017: HK\$22,560,000) and HK\$202,000 (2017: HK\$164,000) relating to the lease of property and motor vehicles respectively are included in the consolidated income statement (Note 7).

與物業和汽車租賃有關的租賃租金分別為29,765,000港元(二零一七年: 22,560,000港元)及202,000港元(二零一七年: 164,000港元),並包括在綜合收益表中(附註7)。

Notes to the Consolidated Financial Statements

綜合財務報表附註

14. Subsidiaries

Details of principal subsidiaries which, in the Directors' opinion, materially affect the results and/or net assets of the Group as at 31 December 2018, are set out in Note 32.

14. 附屬公司

董事認為對本集團之業績及／或於二零一八年十二月三十一日之淨資產構成重大影響之主要附屬公司之詳情載於附註32。

15. Financial instruments by category

15. 按種類劃分的金融工具

		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Financial assets included in consolidated statement of financial position:	金融資產包括在綜合財務狀況表：		
Financial assets at amortised cost	以攤銷成本計量的金融資產		
Trade receivables, deposits and other receivables	貿易應收款項、按金及其他應收款項	209,548	228,061
Pledged certificate of deposit (Note 19)	已抵押存款證(附註19)	10,000	10,000
Pledged bank deposits (Note 19)	已抵押銀行存款(附註19)	31,000	37,000
Cash and bank balances (Note 20)	現金及銀行結餘(附註20)	130,117	146,571
Financial assets at fair value through profit or loss (Note 18)	按公允價值計入損益之金融資產(附註18)	2,601	2,744
Total	總額	383,266	424,376

Notes to the Consolidated Financial Statements

綜合財務報表附註

15. Financial instruments by category (Continued)

15. 按種類劃分的金融工具(續)

		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Financial liabilities included in consolidated statement of financial position:	金融負債包括在綜合財務狀況表：		
Financial liabilities at amortised cost	以攤銷成本計量的金融負債		
Trade and other payables	貿易及其他應付款項	62,707	65,567
Borrowings (Note 23)	借貸(附註23)	57,444	70,477
Total	總額	120,151	136,044

16. Inventories

16. 存貨

		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Raw materials	原材料	242	-
Merchandises	商品	235,067	204,341
		235,309	204,341

At 31 December 2018, the provision for impairment of inventories amounted to approximately HK\$16,685,000 (2017: HK\$19,201,000).

The cost of inventories recognised as expenses and included in cost of sales amounted to HK\$374,317,000 (2017: HK\$428,629,000) (Note 7).

於二零一八年十二月三十一日，存貨減值撥備約達16,685,000港元(二零一七年：19,201,000港元)。

確認為支出並列入銷售成本項下之存貨成本達374,317,000港元(二零一七年：428,629,000港元)(附註7)。

Notes to the Consolidated Financial Statements

綜合財務報表附註

17. Trade and other receivables

17. 貿易及其他應收款項

		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Trade receivables	貿易應收款項	115,401	121,406
Less: loss allowance (Note 3(b)(ii))	減：虧損撥備(附註3(b)(ii))	(654)	(2,016)
Trade receivables – net	貿易應收款項－淨額	114,747	119,390
Prepayments	預付款	30,817	37,919
Loan to an employee	貸款予一位員工	–	1,328
Amount due from a non-controlling shareholder (Note 28(c))	應收一位非控股股東款項 (附註28(c))	4,697	–
Other receivables, deposits and other assets (notes (i))	其他應收款項、按金及 其他資產(附註(i))	5,098	22,490
Rental deposits	租賃按金	6,466	6,496
Loan to a related company (Note 28(d))	貸款予一間關連公司 (附註28(d))	78,540	78,357
		125,618	146,590
Less non-current portion:	減非流動部份：		
Rental deposits and other assets	租賃按金及其他資產	(7,337)	(7,327)
Loan to a related company	貸款予一間關連公司	–	(78,357)
		233,028	180,296

The carrying amounts of trade receivables, other receivables and rental deposits approximate their fair values.

貿易應收款項、其他應收款項及租賃按金之賬面金額與彼等公允價值相若。

Notes to the Consolidated Financial Statements

綜合財務報表附註

17. Trade and other receivables (Continued)

Note (i):

Pursuant to a non-legally binding memorandum of understanding (the "MOU") entered into among the Group, 北京華奧農科玉育種開發有限責任公司 (Agria NKY Seeds Co., Ltd. or "ANKY") and Agria Corporation (the "Transaction Guarantor") on 15 December 2017, the Group intends to inject capital into and subscribe the equity interests in ANKY (the "Proposed Transaction"). ANKY is an enterprise established in the PRC principally engaged in the research, production and marketing of corn seeds in the PRC and controlled by a then executive director of the Company.

Pursuant to the MOU, an earnest deposit of HK\$15,000,000 ("Earnest Deposit") was paid by the Group on 19 December 2017. The Earnest Deposit is unsecured, interest free and shall be refunded to the Group prior to 31 May 2018 should the Proposed Transaction not being materialised. This earnest deposit was included in "Other receivables, deposits and other assets" as at 31 December 2017 and had been refunded to the Group during the year when the MOU was lapsed.

As at 31 December 2018, loan to a third party of HK\$1,121,100 (2017: HK\$4,100,000) was impaired and provided for. Although the loan was secured by certain assets of the third party, the Group considered that the recoverability may take a long time and was uncertain. In this connection, the balance amount of the loan was fully provided for. During the year, HK\$2,979,000 was recovered from the third party.

The carrying amounts of the Group's trade and other receivables are denominated in the following currencies:

HK\$	港元
RMB	人民幣
USD	美元
MOP	澳門幣
Others	其他

17. 貿易及其他應收款項(續)

附註(i):

根據本集團於二零一七年十二月十五日與北京華奧農科玉育種開發有限責任公司(「農科玉」)及Agria Corporation(「交易擔保人」)訂立的不具法律約束力的諒解備忘錄(「諒解備忘錄」)，本集團擬增資及認購農科玉股權(「建議交易」)。農科玉為一間於中國成立的企業，主要從事玉米種子研發、生產及市場運營及由本公司當時之一位執行董事控制的公司。

根據諒解備忘錄，本集團於二零一七年十二月十九日已支付誠意金15,000,000港元(「誠意金」)。誠意金為無抵押，免息及需於二零一八年五月三十一日前應退還予本集團如交易未實現。該誠意金已包括在二零一七年的「其他應收款項、按金及其他資產」內。當該諒解備忘錄已失效，誠意金已於年內退回本集團。

於二零一八年十二月三十一日，貸款予一名第三方的1,121,000港元(二零一七年：4,100,000港元)已作減值撥備。雖然該貸款由第三方的若干資產作抵押，但本集團認為可回收性可能需要很長時間而且不確定。就此，該貸款的餘額已全數作撥備。年內已收回第三方約2,979,000港元。

本集團貿易及其他應收款項之賬面金額以下列貨幣計值：

2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
130,545	150,866
7,029	6,928
101,103	106,771
1,508	1,415
180	—
240,365	265,980

Notes to the Consolidated Financial Statements

綜合財務報表附註

17. Trade and other receivables (Continued)

The Group generally grants credit period of 60–120 days to its customers for its trading of pipes and fittings operation. The ageing analysis of the trade receivables based on the due date is as follows:

Within credit period	信貸期內
1 to 30 days	1天至30天
31 to 60 days	31天至60天
61 to 90 days	61天至90天
91 to 120 days	91天至120天
Over 120 days	超過120天

17. 貿易及其他應收款項(續)

本集團一般給予管道及管件貿易業務客戶之信貸期為60至120天。貿易應收款項按到期日之賬齡分析如下：

2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
68,882	75,863
23,710	28,226
12,245	8,052
6,281	3,491
1,365	1,282
2,918	4,492
115,401	121,406

The closing loss allowance for all trade receivables reconcile to the opening loss allowance are as follows:

貿易應收款項的期末虧損撥備與期初虧損撥備的對帳如下：

		HK\$'000 千港元
Loss allowance as at 1 January 2017 under HKAS 39	於二零一七年一月一日根據香港會計準則第39號的虧損撥備	1,818
Loss allowance for trade receivables	貿易應收款項的虧損撥備	210
Unused amount reversed	未動用款項回撥	(12)
Loss allowance as at 31 December 2017 under HKAS 39 and 1 January 2018 under HKFRS 9	於二零一七年十二月三十一日根據香港會計準則第39號及於二零一八年一月一日根據香港財務報告準則第9號的虧損撥備	2,016
Loss allowance for trade receivables	貿易應收款項的虧損撥備	22
Unused amount reversed	未動用款項回撥	(566)
Receivables written off during the year as uncollectible	年內應收款項未能收回而撇銷	(818)
Loss allowance as at 31 December 2018 under HKFRS 9	於二零一八年十二月三十一日根據香港財務報告準則第9號的虧損撥備	654

Notes to the Consolidated Financial Statements

綜合財務報表附註

17. Trade and other receivables (Continued)

The Group applies HKFRS 9 simplified approach to measuring expected credit losses which uses a lifetime expected loss allowance for all trade receivables. This has not resulted in a significant change to the loss allowance of trade receivables as at 1 January 2018.

The loss allowance was decreased to HK\$654,000 for trade receivables during the year ended 31 December 2018.

Information about the impairment of trade receivables and the Group's exposure to foreign exchange risk and credit risk can be found in Note 3.1.

The maximum exposure to credit risk at the reporting date is the fair value of each class of receivables mentioned above. Save as disclosed above, the Group does not hold any collateral as security.

18. Financial assets at fair value through profit or loss

Investment funds at fair value-unlisted 投資基金公允價值—非上市

19. Pledged bank deposits and certificate of deposit

As at 31 December 2018, bank deposits of HK\$31,000,000 (2017: HK\$37,000,000) denominated in HK\$ were pledged as collateral for the Group's banking facilities (Note 23).

The effective interest rate on pledged bank deposits was 1.89% (2017: 0.97%) per annum and these deposits are matured within 11 to 155 days (2017: 11 to 158 days).

17. 貿易及其他應收款項(續)

本集團採用香港財務報告準則第9號簡化方法計量預期信貸虧損，為所有貿易應收款項撥備整個存續期內的預期虧損。於二零一八年一月一日，這並未導致貿易應收款項的虧損撥備產生重大變化。

截至二零一八年十二月三十一日止年度，貿易應收款項的虧損撥備減少至654,000港元。

有關貿易應收款項減值及本集團面臨外匯風險及信貸風險的資料載於附註3.1。

於報告日期之最大信貸風險為上述各類應收款項之公允值。除上文所披露外，本集團並無持有任何抵押品作抵押。

18. 按公允價值計入損益之金融資產

2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
2,601	2,744

19. 已抵押銀行存款及存款證

於二零一八年十二月三十一日，31,000,000港元（二零一七年：37,000,000港元）以港元計值之銀行存款已予以抵押，作為本集團銀行信貸額度之擔保（附註23）。

已抵押銀行存款之實際利率為年息1.89%（二零一七年：0.97%），此等存款之到期日介乎11天至155天（二零一七年：11天至158天）。

Notes to the Consolidated Financial Statements

綜合財務報表附註

19. Pledged bank deposits and certificate of deposit (Continued)

As at 31 December 2018, certificate of deposit of HK\$10,000,000 (2017: HK\$10,000,000) was denominated in HK\$ and was pledged as collateral for the Group's banking facilities (Note 23). The effective interest rate on the pledged certificate of deposit is 1.5% (2017: 1.0%) per annum.

20. Cash and bank balances

Cash and bank balances	現金及銀行結餘
Maximum exposure to credit risk	須承受的最高信貸風險

The carrying amounts of the Group and the Company's cash and bank balances are denominated in the following currencies:

HK\$	港元
RMB	人民幣
USD	美元
Others	其他

The conversion of RMB denominated balances into foreign currencies and the remittance of these funds out of Mainland China is subject to the exchange control restrictions imposed by the PRC government.

19. 已抵押銀行存款及存款證(續)

於二零一八年十二月三十一日，10,000,000 港元（二零一七年：10,000,000 港元）以港元計值之存款證已予以抵押，作為本集團銀行信貸額度之擔保（附註23）。已抵押存款證之實際利率為年息1.5%（二零一七年：1.0%）。

20. 現金及銀行結餘

2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
130,117	146,571
129,906	146,247

本集團及本公司之現金及銀行結餘之賬面金額按以下貨幣計值：

2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
97,061	122,664
13,058	8,015
17,561	12,663
2,437	3,229
130,117	146,571

將以人民幣計值之結餘兌換為外幣及將該等資金匯出中國內地，須受中國政府實施之外匯管制措施規限。

Notes to the Consolidated Financial Statements

綜合財務報表附註

21. Share capital

21. 股本

		Number of shares issued 已發行股份數目 Thousands 千股	HK\$'000 千港元
At 1 January and 31 December 2018	於二零一八年一月一日 及十二月三十一日	1,333,270	26,665
At 1 January and 31 December 2017	於二零一七年一月一日 及十二月三十一日	1,333,270	26,665

(a) Issued shares

The authorized share capital of the Company was HK\$500,000,000, comprising 25,000 million shares with a par value of HK\$0.02 per share. All issued shares are fully paid.

(b) Share option scheme

The share option scheme approved by the shareholders of the Company on 24 June 2004 (the "2004 Scheme") has expired on 23 June 2014. Thereafter, no further options will be granted under the 2004 Scheme but the subsisting options granted thereunder prior to the expiry date will continue to be valid and exercisable in accordance with the terms of the 2004 Scheme.

At the annual general meeting of the Company held on 21 May 2015, the shareholders of the Company approved the adoption of a new share option scheme (the "2015 Scheme") under which the directors of the Company may grant options to eligible persons to subscribe for the Company's shares subject to the terms and conditions as stipulated therein. Unless otherwise cancelled or amended, the 2015 Scheme will remain valid for a period of 10 years from the date of its adoption.

No share option under the 2015 Scheme was granted, exercised, cancelled or lapsed, during the current year nor outstanding as at 31 December 2018.

(a) 已發行股份

本公司法定股本為500,000,000港元，由每股面值0.02港元共25,000,000,000股組成。所有已發行股份皆已繳足。

(b) 購股權計劃

本公司股東於二零零四年六月二十四日批准之購股權計劃（「二零零四年計劃」）已於二零一四年六月二十三日屆滿。此後，概無根據二零零四年計劃再授出購股權，但於屆滿日期前根據二零零四年計劃條款授出之購股權將繼續有效並可予行使。

於二零一五年五月二十一日舉行之本公司股東週年大會上，本公司股東批准採納新購股權計劃（「二零一五年計劃」），據此，本公司董事可向合資格人士授出購股權，以認購本公司股份，惟須受二零一五年計劃規定之條款及條件所規限。除另行取消或修訂外，二零一五年計劃將自其採納日期起計十年期間維持有效。

於本年度期間概無任何購股權根據二零一五年計劃獲授出、行使、註銷或失效，亦無購股權於二零一八年十二月三十一日尚未獲行使。

21. Share capital (Continued)

(b) Share option scheme (Continued)

The Company was authorised to grant share options under the 2015 Scheme for subscription of up to a total of 133,327,000 shares, representing 10% of the issued share capital of the Company as at the date of adoption. The directors of the Company are authorised at their absolute discretion, to invite any eligible participants as defined in the Scheme, to take up options to subscribe for shares in the Company. The subscription price will be determined by the Board, but shall be at least the highest of (a) the closing price of shares as stated in the Hong Kong Stock Exchange's daily quotation sheet on the date on which the relevant options are deemed to be granted and accepted in accordance with the terms of the Scheme ("the Commencement Date"), which must be a day on which the Hong Kong Stock Exchange is open for the business of dealing in securities ("Trading Day"); (b) the average closing price of the shares as stated in the Hong Kong Stock Exchange's daily quotation sheet for the five Trading Days immediately preceding the Commencement Date; and (c) the nominal value of the shares. A consideration of HK\$10 is payable on acceptance of the grant of option. The maximum number of shares in respect of which options may be granted under the 2015 Scheme may not exceed 10% of the issued share capital of the Company as at the date of adoption of the 2015 Scheme. The number of shares may be refreshed by the approval of the shareholders and the refreshed limit of the number of shares must not exceed 10% of the issued share capital of the Company as at the date of the approval of the refreshed limit.

As a result of the share consolidation become effective, the exercise price and the number of consolidated shares to be issued upon the exercise of the outstanding options granted under the 2004 Scheme have been adjusted in accordance with the terms of the 2004 Scheme and Rule 17.03(13) of the Listing Rules.

21. 股本(續)

(b) 購股權計劃(續)

本公司獲授權根據二零一五年計劃授出購股權以認購最多合共133,327,000股股份，佔於採納日期本公司已發行股本之10%。授權本公司董事全權酌情邀請任何合資格參與者(定義見購股權計劃)接納可認購本公司股份之購股權。認購價將由董事會釐定，惟不得低於(a)股份於有關購股權被視為按照購股權計劃條款授出及接納當日(「開始日期」)(須為香港聯交所經營證券買賣業務之日期(「交易日」))在香港聯交所每日報價表所報之收市價；(b)股份於緊接開始日期前連續五個交易日在香港聯交所每日報價表所報之平均收市價；及(c)股份面值三者中之最高者。接納授出之每份購股權時，承授人須支付10港元之代價。根據二零一五年計劃授出之購股權涉及之股份最高數目，不得超過採納二零一五年計劃當日本公司已發行股本之10%。股份數目可由股東批准更新，惟經更新之股份數目上限不得超過批准更新上限之日期本公司已發行股本之10%。

於股份合併生效後，根據本公司於二零零四年計劃授出但尚未行使的購股權的行使價及於行使時將予發行之合併股份數目按二零零四年計劃的條款及上市規則第17.03(13)條作出以下調整。

Notes to the Consolidated Financial Statements

綜合財務報表附註

21. Share capital (Continued)

(b) Share option scheme (Continued)

Movements in the number of share options outstanding during the year are as follows:

Date of grant	Date of maturity	Exercise Price HK\$	31 December 2017 二零一七年 十二月 三十一日	Granted and accepted	Exercised	Lapsed	31 December 2018 二零一八年 十二月 三十一日
授出日期	到期日	行使價 港元		已授出並接納	已行使	已失效	
3 December 2009 二零零九年十二月三日	2 December 2019 二零一九年十二月二日	0.71	18,300,000	-	-	3,300,000	15,000,000
5 May 2010 二零一零年五月五日	4 May 2020 二零二零年五月四日	0.83	1,000,000	-	-	-	1,000,000
Total 總額			19,300,000	-	-	3,300,000	16,000,000

Out of 16,000,000 (2017: 19,300,000) outstanding share options, 15,280,000 (2017: 17,860,000) share options were exercisable.

The estimated fair value of share options granted is based on the Binomial model. The significant inputs into the models are as follows:

Date of grant	授出日期	5 May 2010 二零一零年 五月五日	3 December 2009 二零零九年 十二月三日
Exercise price	行使價	HK\$0.83	HK\$0.71
Expected volatility	預期波幅	55%	54%
Option life	購股權年期	10 years 10年	10 years 10年
Annual risk free interest rate	年度無風險利率	2.86%	2.16%
Dividend yield	孳息率	3.10%	3.58%
Fair value	公允價值	HK\$0.26 – HK\$0.38	HK\$0.21 – HK\$0.31

The expected volatility measured at the standard deviation is based on the historical data of the weekly share price movement of comparable companies of the Company.

21. 股本(續)

(b) 購股權計劃(續)

年內，尚未行使購股權數目之變動如下：

於 16,000,000 股 (二零一七年：19,300,000) 購股權中 15,280,000 (二零一七年：17,860,000) 股為可行使。

已授出購股權的估計公允價值根據二項式估值模式計算。輸入該模式的主要參數如下：

按標準差計量之預期波幅乃基於本公司之可比公司每週股份價格變動的歷史數據。

Notes to the Consolidated Financial Statements

綜合財務報表附註

21. Share capital (Continued)

(b) Share option scheme (Continued)

- (i) On 3 December 2009, 59,200,000 share options were offered to and accepted by Directors and employees, with an exercise price of HK\$0.71 and an option period of 10 years commencing from 3 December 2009 and expiring on 2 December 2019 (both days inclusive). The options granted to the grantees are vested in stages and be exercised in the following manner:

Maximum percentage of the options exercisable 可行使之購股權最高百分比
20%
20%
20%
20%
20%

- (ii) On 5 May 2010, 1,600,000 share options were offered to and accepted by a Director and an employee, with an exercise price of HK\$0.83 and an option period of 10 years commencing from 5 May 2010 and expiring on 4 May 2020 (both days inclusive). The options granted to the grantees are vested in stages and be exercised in the following manner:

Maximum percentage of the options exercisable 可行使之購股權最高百分比
20%
20%
20%
20%
20%

- (iii) Vesting of certain options granted to certain employees are subject to achievement of profit target.

21. 股本(續)

(b) 購股權計劃(續)

- (i) 於二零零九年十二月三日，本集團向董事及僱員要約並已獲接納59,200,000份購股權，該等購股權之行使價為0.71港元及購股權期限為十年，由二零零九年十二月三日開始至二零一九年十二月二日到期(包括首尾兩日)。授予承授人的購股權將分階段歸屬，並按以下方式行使：

Period for exercise of the relevant percentage of the options 行使相關購股權百分比之期限
3/6/2010 – 2/12/2019
3/6/2011 – 2/12/2019
3/6/2012 – 2/12/2019
3/6/2013 – 2/12/2019
3/6/2014 – 2/12/2019

- (ii) 於二零一零年五月五日，本集團向董事及僱員要約並已獲接納1,600,000份購股權，該等購股權之行使價為0.83港元及購股權期限為十年，由二零一零年五月五日開始至二零二零年五月四日到期(包括首尾兩日)。授予承授人的購股權將分階段歸屬，並按以下方式行使：

Period for exercise of the relevant percentage of the options 行使相關購股權百分比之期限
5/11/2010 – 4/5/2020
5/11/2011 – 4/5/2020
5/11/2012 – 4/5/2020
5/11/2013 – 4/5/2020
5/11/2014 – 4/5/2020

- (iii) 授予若干僱員之若干購股權須達到溢利目標方可歸屬予有關僱員。

Notes to the Consolidated Financial Statements

綜合財務報表附註

22. Reserves

22. 儲備

		Share premium	Capital reserve (note(i))	Merger reserve (note(ii))	Statutory reserve	Other reserve	Exchange reserve	Share-based payment reserve 以股份為基礎的 付款儲備	Retained earnings 保留溢利	Total 總額
		股份溢價 HK\$'000 千港元	資本儲備 (附註(i)) HK\$'000 千港元	合併儲備 (附註(ii)) HK\$'000 千港元	法定儲備 HK\$'000 千港元	其他儲備 HK\$'000 千港元	匯兌儲備 HK\$'000 千港元	付款儲備 HK\$'000 千港元	保留溢利 HK\$'000 千港元	總額 HK\$'000 千港元
At 1 January 2017	於二零一七年一月一日	126,618	34,115	3,700	24	270	1,107	5,197	238,580	409,611
Profit for the year	本年度溢利	-	-	-	-	-	-	-	74,945	74,945
Currency translation differences	貨幣換算差額	-	-	-	-	-	(4)	-	-	(4)
Share-based payment	以股份為基礎的付款	-	-	-	-	-	-	55	-	55
Actuarial gain on post-employment benefit obligations, net of tax	離職後福利債務的精算收益，扣除稅項後	-	-	-	-	935	-	-	-	935
Changes in ownership interests in subsidiaries without changes of control	不導致失去控制權的附屬公司權益變動	-	-	-	-	-	-	-	(165)	(165)
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	126,618	34,115	3,700	24	1,205	1,103	5,252	313,360	485,377
Profit for the year	本年度溢利	-	-	-	-	-	-	-	26,015	26,015
Currency translation differences	貨幣換算差額	-	-	-	-	-	(1,161)	-	-	(1,161)
Share-based payment	以股份為基礎的付款	-	-	-	-	-	-	29	-	29
Actuarial loss on post-employment benefit obligations, net of tax	離職後福利債務的精算虧損，扣除稅項後	-	-	-	-	(110)	-	-	-	(110)
Transfer upon lapse of share options	因購股權失效轉撥	-	-	-	-	-	-	(925)	925	-
At 31 December 2018	於二零一八年十二月三十一日	126,618	34,115	3,700	24	1,095	(58)	4,356	340,300	510,150

Notes:

- (i) The capital reserve of the Group mainly represents contribution from the shareholders in connection with the acquisition of the remaining interests in a subsidiary in 1999.
- (ii) The merger reserve of the Group arising from the Group reorganisation is determined by the difference between the nominal value of shares of the subsidiaries acquired pursuant to the Group reorganisation and the nominal value of the Company's shares deemed to have been issued.

附註：

- (i) 本集團之資本儲備主要是於一九九九年收購一間附屬公司之餘下權益與股東有關的貢獻。
- (ii) 本集團因集團重組而產生之合併儲備，乃按集團重組購入之附屬公司股份面值與視作已發行之本公司股份面值兩者間之差額釐定。

Notes to the Consolidated Financial Statements

綜合財務報表附註

23. Borrowings

Current

Trust receipt loans, secured (note (i))	有抵押信託收據貸款(附註(i))
Trust receipt loans, unsecured	無抵押信託收據貸款

Notes:

- (i) The carrying amounts of the trust receipt loans approximate their fair values. As at 31 December 2018, the banking facilities were secured by corporate guarantees, bank deposits of HK\$31,000,000 (2017: HK\$37,000,000) and certificate of deposit of HK\$10,000,000 (2017: HK\$10,000,000).
- (ii) The borrowings are denominated in the following currencies:

HK\$	港元
------	----

- (iii) The effective interest rates (per annum) of bank borrowings at the financial reporting date are as follows:

Trust receipt loans	信託收據貸款
---------------------	--------

23. 借貸

2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
31,694	51,865
25,750	18,612
57,444	70,477

附註：

- (i) 信託收據貸款之賬面金額與彼等公允值相若。於二零一八年十二月三十一日，銀行融資由公司擔保、銀行存款約31,000,000港元(二零一七年：37,000,000港元)及存款證約10,000,000港元(二零一七年：10,000,000港元)作抵押。
- (ii) 借貸以下列貨幣列值：

2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
57,444	70,477

- (iii) 於財務報告日，銀行借貸之實際年利率如下：

2018 二零一八年 %	2017 二零一七年 %
4.15	3.12

Notes to the Consolidated Financial Statements

綜合財務報表附註

24. Deferred taxation

24. 遞延稅項

Deferred tax liabilities to be settled after 12 months 將於十二個月後償還之遞延稅項負債

2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
(1,352)	(436)

Deferred tax is calculated in full on temporary differences under the liability method using tax rates of the relevant subsidiaries applicable to the period when the asset is expected to be realised or the liability to be settled, based on tax rates that have been substantively enacted by the financial reporting date.

遞延稅項採用負債法就有關附屬公司預期資產變現或負債結算之期間所適用之稅率(於財務報告日已頒布或實質頒布)作全數撥備。

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets against current tax liabilities and when the deferred tax assets and liabilities relate to income tax levied by the same taxation authority on either the taxable entity or different taxable entities where there is an intention to settle the balances on a net basis.

當有法定權利可將即期稅項資產與即期稅項負債抵銷，而遞延稅項資產及遞延稅項負債涉及同一稅務機關徵收，一家應課稅公司或不同的應課稅公司有意將餘額以淨額結算，則可將遞延稅項資產與遞延稅項負債互相抵銷。

The net movement on the deferred tax account is as follows:

遞延稅項賬目之變動淨額如下：

At 1 January	於一月一日	(436)	(181)
Acquisition of a subsidiary	收購一家附屬公司	(435)	-
Charged to income statement (Note 10)	在收益表中扣除(附註10)	(504)	(71)
Credited/(charged) to equity	在權益中計入/(扣除)	22	(184)
Exchange differences	匯兌差額	1	-
At 31 December	於十二月三十一日	(1,352)	(436)

2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
(436)	(181)
(435)	-
(504)	(71)
22	(184)
1	-
(1,352)	(436)

Notes to the Consolidated Financial Statements

綜合財務報表附註

24. Deferred taxation (Continued)

The movement in deferred tax assets and liabilities during the year, without taking into consideration the offsetting of balances within the same tax jurisdiction, is as follows:

Deferred tax assets

At 1 January 2017	於二零一七年一月一日	180
Charged to income statement	在收益表中扣除	(140)
At 31 December 2017	於二零一七年十二月三十一日	40
Charged to income statement	在收益表中扣除	(40)
At 31 December 2018	於二零一八年十二月三十一日	-

Deferred tax liabilities

		Accelerated tax depreciation 加速稅項折舊 HK\$'000 千港元	Remeasurement gain of post-employment benefit obligations 離職後福利債務的重計量收益 HK\$'000 千港元	Total 總額 HK\$'000 千港元
At 1 January 2017	於二零一七年一月一日	(307)	(54)	(361)
Credited to income statement	在收益表中計入	69	-	69
Charged to equity	在權益中扣除	-	(184)	(184)
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	(238)	(238)	(476)
Acquisition of a subsidiary	收購一家附屬公司	(435)	-	(435)
Charged to income statement	在收益表中扣除	(464)	-	(464)
Credited to equity	在權益中計入	-	22	22
Exchange differences	匯兌差額	1	-	1
At 31 December 2018	於二零一八年十二月三十一日	(1,136)	(216)	(1,352)

24. 遞延稅項 (續)

遞延稅項資產及負債於年內之變動(未計及於相同徵稅區內抵銷之結餘)如下:

遞延稅項資產

At 1 January 2017	於二零一七年一月一日	180
Charged to income statement	在收益表中扣除	(140)
At 31 December 2017	於二零一七年十二月三十一日	40
Charged to income statement	在收益表中扣除	(40)
At 31 December 2018	於二零一八年十二月三十一日	-

遞延稅項負債

		Accelerated tax depreciation 加速稅項折舊 HK\$'000 千港元	Remeasurement gain of post-employment benefit obligations 離職後福利債務的重計量收益 HK\$'000 千港元	Total 總額 HK\$'000 千港元
At 1 January 2017	於二零一七年一月一日	(307)	(54)	(361)
Credited to income statement	在收益表中計入	69	-	69
Charged to equity	在權益中扣除	-	(184)	(184)
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	(238)	(238)	(476)
Acquisition of a subsidiary	收購一家附屬公司	(435)	-	(435)
Charged to income statement	在收益表中扣除	(464)	-	(464)
Credited to equity	在權益中計入	-	22	22
Exchange differences	匯兌差額	1	-	1
At 31 December 2018	於二零一八年十二月三十一日	(1,136)	(216)	(1,352)

Notes to the Consolidated Financial Statements

綜合財務報表附註

24. Deferred taxation (Continued)

Deferred income tax assets are recognised for tax losses carried forward to the extent that the realisation of the related tax benefit through the future taxable profits is probable. The Group did not recognise deferred income tax assets of HK\$3,704,000 (2017: HK\$2,345,000) in respect of accumulated tax losses amounting to HK\$17,536,000 (2017: HK\$10,275,000) as at 31 December 2018, that can be carried forward against future taxable income. As at 31 December 2018, the accumulated tax losses amounting to HK\$6,599,000 (2017: HK\$5,449,000) will be expired in five years. There is no expiry period for the other tax losses.

25. Trade payables, other payables and contract liabilities

Trade payables	貿易應付款項
Contract liabilities (2017: Deposits received from customers)	合同負債(二零一七年：預收客戶按金)
Accrued expenses and other payables (note)	預提費用及其他應付款項(附註)

Note:

Included in other payables of the Group as at 31 December 2017 was a provision for a customer claim of HK\$3,694,000 made for a project in Hong Kong in prior years. During the year, management reassessed the circumstances and considered that the chance for claim has become remote and therefore has made a reversal of the provision in the consolidated income statement.

24. 遞延稅項(續)

遞延所得稅項資產乃因應相關稅務利益可透過未來應課稅溢利變現而就所結轉之稅項虧損作出確認。本集團並未就二零一八年十二月三十一日可結轉以抵銷未來應課稅收入之累計稅項虧損17,536,000港元(二零一七年：10,275,000港元)確認遞延所得稅項資產3,704,000港元(二零一七年：2,345,000港元)。於二零一八年十二月三十一日，該等累計稅項虧損達6,599,000港元(二零一七年：5,449,000港元)，將於五年內到期。其他稅項虧損並無屆滿期間。

25. 貿易應付款項、其他應付款項及合同負債

2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
33,904	39,493
16,384	14,901
18,939	28,042
69,227	82,436

附註：

包括在本集團於二零一七年十二月三十一日的其他應付款項中，於過往年度，本集團就一項於香港的項目作出3,694,000港元的客戶補償撥備。於本年度內，管理層重新評估狀況及認為客戶索賠的機會是不大的，因此已就撥備回撥至綜合收益表。

Notes to the Consolidated Financial Statements

綜合財務報表附註

25. Trade payables, other payables and contract liabilities (Continued)

The ageing analysis of the Group's trade payables, based on the invoice date, is as follows:

Within 30 days	30天以內
31 to 60 days	31天至60天
61 to 90 days	61天至90天
Over 90 days	超過90天

The carrying amounts of the Group's trade payables, other payables and contract liabilities are denominated in the following currencies:

HK\$	港元
USD	美元
RMB	人民幣
Others	其他

25. 貿易應付款項、其他應付款項及合同負債(續)

本集團貿易應付款項的賬齡按發票日期分析如下：

2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
26,878	33,706
3,518	4,230
2,350	1,477
1,158	80
33,904	39,493

本集團之貿易應付款項、其他應付款項及合同負債之賬面金額按以下貨幣計值：

2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
35,630	45,377
22,782	29,852
4,787	1,251
6,028	5,956
69,227	82,436

Notes to the Consolidated Financial Statements

綜合財務報表附註

26. Commitments

(a) Capital commitments

Capital expenditure contracted for at the end of the year but not yet incurred is as follows:

Capital expenditure in respect of the acquisition of motor vehicles contracted for but not provided in the consolidated financial statements	就購置汽車訂約但於綜合財務報表未撥備的資本開支
--	-------------------------

26. 承擔

(a) 資本承擔

於年終已簽訂合同但仍未產生的資本開支如下：

2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
-	1,240

(b) Operating lease commitments

Land and buildings	土地及樓宇
Not later than one year	不超過一年
Later than one year and not later than five years	超過一年及不超過五年
Later than five years	超過五年
Equipment and motor vehicles	設備及汽車
Not later than one year	不超過一年
Later than one year and not later than five years	超過一年及不超過五年

(b) 經營租賃承擔

2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
29,004	28,426
85,664	92,453
72,617	90,391
187,285	211,270
557	631
765	1,190
1,322	1,821
188,607	213,091

The lease terms are between one and ten years, and the majority of lease agreements are renewable at the end of the lease period at market rate.

租賃期介乎一至十年，主要的租賃合約於租賃期屆滿後按市價續約。

Notes to the Consolidated Financial Statements

綜合財務報表附註

27. Notes to the consolidated statement of cash flows

Cash flows from operations

27. 綜合現金流量表附註

經營業務所得之現金流量

		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Profit before income tax	稅前溢利	29,472	84,174
Adjustments for:	就下列作出調整：		
Depreciation of property, plant and equipment	物業、廠房及設備的折舊	4,553	3,408
Gain on disposal of property, plant and equipment, net (note)	出售物業、廠房及設備之收益淨額(附註)	(136)	(125)
Interest income	利息收入	(10,111)	(10,359)
Interest expense	利息支出	2,051	2,219
(Reversal of)/provision for impairment of financial assets	金融資產的減值(回撥)/撥備	(3,523)	198
Provision for impairment of inventories, net	存貨減值撥備淨額	4,693	2,540
Reversal of provision for customer claim	客戶補償撥備回撥	(3,694)	-
Fair value loss/(gain) on financial assets at fair value through profit or loss	按公允價值計入損益之金融資產的公允價值虧損/(收益)	145	(69)
Dividend income from financial assets at fair value through profit or loss	按公允價值計入損益之金融資產的股息收入	(105)	(78)
Share-based payment	以股份為基礎的付款	29	55
Exchange difference	匯兌差額	(482)	(1,436)
Changes in working capital:	營運資金變動：		
Increase in inventories	存貨增加	(35,304)	(47,442)
Decrease/(Increase) in trade and other receivables	貿易及其他應收款項減少/(增加)	39,232	(30,266)
Increase in financial assets at fair value through profit or loss	按公允價值計入損益之金融資產增加	-	(1,018)
(Decrease)/Increase in trade payables, other payables and contract liabilities	貿易應付款項、其他應付款項及合同負債(減少)/增加	(12,767)	2,145
Net cash generated from operations	經營業務所得現金淨額	14,053	3,946

Notes to the Consolidated Financial Statements

綜合財務報表附註

27. Notes to the consolidated statement of cash flows (Continued)

Cash flows from operations (Continued)

Note: Proceeds from disposal of property, plant and equipment comprises:

Net book amount	賬面淨值
Gain on disposal	出售之收益
Proceeds from disposal	出售所得款項
Represented by:	代表：
Cash	現金

The reconciliation of liabilities arising from financing activities is as follows:

As at 1 January 2017
Cash flows
As at 1 January 2018
Cash flows
As at 31 December 2018

27. 綜合現金流量表附註(續)

經營業務所得之現金流量(續)

附註：出售物業、廠房及設備之所得款項包括：

2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
-	-
136	125
136	125
136	125

金融活動產生的負債的對賬如下：

	HK\$'000 千港元
於二零一七年一月一日	(73,991)
現金流量	3,514
於二零一八年一月一日	(70,477)
現金流量	13,033
於二零一八年十二月三十一日	(57,444)

Notes to the Consolidated Financial Statements

綜合財務報表附註

28. Related party transactions

Transactions for the year

(a) Key management compensation

Salaries and other short term employee benefits	薪金及其他短期僱員福利
Pension costs	退休金成本
– defined contribution plans	– 一定額供款計劃
Share-based payment	以股份為基礎之付款

2018
二零一八年
HK\$'000
千港元

2017
二零一七年
HK\$'000
千港元

18,260

22,321

126

126

29

55

18,415

22,502

(b) (i) Rental payment to a related party

Rental paid to a related company (note)	支付租金給一間關連公司 (附註)
---	------------------

Note:

The Group paid rental of a car and a car licence to a company controlled by Mr. Lai Guanglin, the former executive director and Chairman of the Company who resigned on 30 March 2018, for a fixed sum of RMB12,000 (equal to HK\$13,600) per month as agreed by both parties. This is also a connected transaction which is exempted under the Listing Rules 14A.76.

28. 關連人士交易

年內交易

(a) 主要管理人員報酬

2018
二零一八年
HK\$'000
千港元

2017
二零一七年
HK\$'000
千港元

163

164

附註：

本集團就車輛及車牌租賃費向一間由本公司前任執行董事兼主席Lai Guanglin先生(已於二零一八年三月三十日辭任)控制的公司支付由雙方協定的每月固定費用12,000人民幣(等於13,600港元)。此交易亦為根據上市條例14A.76條而豁免進行的關連交易。

Notes to the Consolidated Financial Statements

綜合財務報表附註

28. Related party transactions (Continued)

Transactions for the year (Continued)

(b) (ii) Consultancy fees to related parties

Consultancy fee paid to Ms. Yang Li (note 1)	支付顧問費予楊莉女士 (附註1)
Consultancy fee paid to Mr. Lai Guanglin (note 2)	支付顧問費予Lai Guanglin 先生(附註2)

Note 1:

During the year ended 31 December 2017, the Group paid consultancy fee to Ms. Yang Li, the former independent non-executive director of the Company who resigned on 1 September 2016, for a fixed sum of HK\$41,700 per month as agreed by both parties. This is a connected transaction which is exempted under Rule 14A.76 of the Listing Rules. Ms. Yang Li ceased to be a related party from 1 September 2017.

Note 2:

During the year, the Group paid consultancy fee to Mr. Lai Guanglin, the former executive Director and the Chairman of the Company who resigned on 30 March 2018, for a fixed sum of HK\$248,000 per month as agreed by both parties. This is a connected transaction which is exempted under Rule 14A.76 of the Listing Rules.

Year end balances

(c) Amount due from a non-controlling shareholder	(c) 應收一位非控股股東款項
---	-----------------

The amount is unsecured, interest free and is expected to be repaid before 31 December 2019.

28. 關連人士交易(續)

年內交易(續)

(b) (ii) 向關連人士支付的顧問費

2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
–	500
2,232	–

附註1:

截至二零一七年十二月三十一日止年度，本集團向前任獨立非執行董事楊莉女士(其於二零一六年九月一日辭任)支付由雙方協定的每月固定41,700港元顧問費。此交易為根據上市規則14A.76條而獲得豁免的關連交易。楊莉女士自二零一七年九月一日起不再為關連人士。

附註2:

於年內，本集團向本公司之前任執行董事兼主席Lai Guanglin先生(彼於二零一八年三月三十日辭任)支付由雙方協定的每月固定248,000港元顧問費。此交易為根據上市規則14A.76條而獲得豁免的關連交易。

年末餘額

2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
4,697	–

該金額為無抵押、免息及預計將於二零一九年十二月三十一日前償還。

Notes to the Consolidated Financial Statements

綜合財務報表附註

28. Related party transactions (Continued)

Year end balances (Continued)

(d) Loan to a related company

On 1 August 2016, the Group advanced a loan of US\$10,000,000 (equivalent to HK\$77,746,000) to China Victory International Holdings Limited (“CVIL”), a wholly-owned subsidiary of Agria Corporation, for a term of 3 years.

The loan carried interest at 10.5% per annum and is repayable by 31 July 2019. The loan is secured by the entire issued shares of CVIL executed by Agria Group Limited (“AGL”), the immediate holding company of CVIL, and also guaranteed by a deed of corporate guarantee executed by Agria Corporation in favour of the Group. Mr. Lai Guanglin, a then director and ultimate controlling party of the Company, is also a controlling shareholder of Agria Corporation.

Pursuant to a resolution passed in a special general meeting of the Company on 23 February 2018, the Group and CVIL agreed to novate and AGL, a wholly-owned subsidiary of Agria Corporation and the immediate holding company of CVIL, agreed to assume the Group’s loan to CVIL of US\$10,000,000 (equivalent to HK\$78,357,000) with all other terms and conditions remained unchanged.

For the year ended 31 December 2018, the interest income from AGL amounted to approximately US\$1,050,000 (equivalent to HK\$8,252,000) (2017: US\$1,050,000 (equivalent to HK\$8,206,000)).

As at 31 December 2018, the loan to AGL amounted to US\$10,000,000 (equivalent to HK\$78,540,000) (31 December 2017: US\$10,000,000 (equivalent to HK\$78,357,000)).

28. 關連人士交易 (續)

年末餘額 (續)

(d) 貸款予一間關連公司

於二零一六年八月一日，本集團向中滙國際集團有限公司（「CVIL」）（Agria Corporation的一間全資附屬公司）墊付期限3年的貸款10,000,000美元（相等於77,746,000港元）。

該貸款以年息10.5%計息，並將於二零一九年七月三十一日之前償還。該貸款由CVIL的直接控股公司Agria Group Limited（「AGL」）行使CVIL的全部已發行股份作擔保及Agria Corporation執行對本集團作公司擔保契約。本公司當時之董事兼最終控制人Lai Guanglin先生，亦為Agria Corporation控股股東。

根據於二零一八年二月二十三日本公司舉行的股東特別大會上通過的決議案，本集團及CVIL同意更替及AGL（Agria Corporation的全資附屬公司及CVIL的直接控股公司）同意承擔本集團向CVIL給予的貸款10,000,000美元（相等於78,357,000港元），其他條款和條件保持不變。

截至二零一八年十二月三十一日止年度，從AGL所得的利息收入約為1,050,000美元（相等於8,252,000港元）（二零一七年：1,050,000美元（相等於8,206,000港元））。

於二零一八年十二月三十一日，借予AGL的貸款金額為10,000,000美元（相等於78,540,000港元）（二零一七年十二月三十一日：10,000,000美元（相等於78,357,000港元））。

Notes to the Consolidated Financial Statements

綜合財務報表附註

29. Statement of financial position and reserve movement of the Company

29. 本公司財務狀況表及儲備變動

		As at 31 December 於十二月三十一日	
		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
	Note 附註		
ASSETS	資產		
Non-current assets	非流動資產		
Property, plant and equipment	物業、廠房及設備	81	109
Investments in subsidiaries	於附屬公司投資	90,435	90,406
		90,516	90,515
Current assets	流動資產		
Prepayments and other receivables	預付款及其他應收款項	486	882
Tax recoverable	可收回稅項	2,103	-
Amounts due from subsidiaries	應收附屬公司款項	39,791	60,699
Cash and bank balances	現金及銀行結餘	2,046	2,521
		44,426	64,102
Total assets	總資產	134,942	154,617
EQUITY	權益		
Equity holders	權益持有人	26,665	26,665
Share capital	股本	102,567	107,609
Reserves	儲備	(i)	
Total equity	總權益	129,232	134,274
LIABILITIES	負債		
Current liabilities	流動負債		
Other payables	其他應付款項	2,166	4,621
Taxation payable	應付稅項	-	159
Amounts due to subsidiaries	應付附屬公司款項	3,544	15,563
Total liabilities	總負債	5,710	20,343
Total equity and liabilities	總權益及負債	134,942	154,617
Net current assets	流動資產淨額	38,716	43,759
Total assets less current liabilities	總資產減流動負債	129,232	134,274

The statement of financial position of the Company was approved by the board of Directors on 25 March 2019 and was signed on its behalf:

本公司的財務狀況表已由董事會於二零一九年三月二十五日批核，並代表董事會簽署：

Lai Fulin 賴福麟
Director 董事

Yu Ben Ansheng 俞安生
Director 董事

Notes to the Consolidated Financial Statements

綜合財務報表附註

29. Statement of financial position and reserve movement of the Company (Continued)

Notes:

(i) Reserve movement of the Company

		Share premium	Contributed surplus (note)	Share-based payment reserve	Accumulated deficits	Total
		股份溢價 HK\$'000 千港元	繳入盈餘 (附註) HK\$'000 千港元	以股份為基礎 的付款儲備 HK\$'000 千港元	累計虧損 HK\$'000 千港元	總額 HK\$'000 千港元
At 1 January 2017	於二零一七年一月一日	126,618	86,759	5,197	(127,697)	90,877
Profit for the year	本年度溢利	-	-	-	16,677	16,677
Share-based payment	以股份為基礎的付款	-	-	55	-	55
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	126,618	86,759	5,252	(111,020)	107,609
Loss for the year	本年度虧損	-	-	-	(5,071)	(5,071)
Share-based payment	以股份為基礎的付款	-	-	29	-	29
Transfer upon lapse of share options	因購股權失效轉撥	-	-	(925)	925	-
At 31 December 2018	於二零一八年十二月三十一日	126,618	86,759	4,356	(115,166)	102,567

Note:

The contributed surplus of the Company represents the difference between the nominal value of the shares issued by the Company in exchange for all the issued ordinary shares of World Trade Bun Kee (BVI) Ltd. and the value of net assets of the underlying subsidiaries acquired by the Company in 2000. Under the Companies Act 1981 of Bermuda (as amended), the contributed surplus is distributable to the shareholders, subject to a solvency test. At the Group level, the contributed surplus is reclassified into its component of reserves of the underlying subsidiaries.

29. 本公司財務狀況表及儲備變動 (續)

附註：

(i) 本公司儲備之變動

附註：

本公司之繳入盈餘乃指本公司為換取 World Trade Bun Kee (BVI) Ltd. 全部已發行普通股而發行之股份面值與本公司所收購有關附屬公司於二零零零年之資產淨值兩者間之差額。根據百慕達一九八一年公司法(經修訂)，繳入盈餘在符合有關無力償還債務之測試之情況下，可供分派予股東。在本集團之賬目上，繳入盈餘重新分類為有關附屬公司之儲備組成部分。

Notes to the Consolidated Financial Statements

綜合財務報表附註

30. Benefits and interests of directors (disclosures required by section 383 of the Hong Kong Companies Ordinance (Cap. 622), Companies (Disclosure of Information about Benefits of Directors) Regulation (Cap. 622G) and HK Listing Rules)

(a) Directors' and chief executive's emoluments

The remuneration of each director and the chief executive for the year ended 31 December 2017 and 2018 is set out below:

30. 董事的利益和權益（根據香港《公司條例》（第622章）第383條及《公司（披露董事利益資料）規例》（第622G章）及香港《上市規則》的規定而作出的披露）

(a) 董事及行政總裁酬金

各董事及行政總裁於截至二零一七年及二零一八年十二月三十一日止年度的酬金載列如下：

		For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度								
		Emoluments paid or receivable in respect of a person's services as a director, whether of the Company or its subsidiary undertaking 作為董事(不管是本公司或其附屬公司企業)提供服務而支付或應收的酬金								
Name of Directors 董事姓名		Fees 袍金	Salary 薪金	Discretionary bonuses 酌情花紅	Housing allowance 房屋津貼	Estimated money value of other benefits (note (iv)) 其他福利的估計貨幣價值(附註(iv))	Employer's contributions to a retirement benefit scheme 僱主對退休福利計劃之供款	Remunerations paid or receivable in respect of office as director 擔任董事一職而支付或應收的酬金	Emoluments paid or receivable in respect of director's other service in connection with the management of the affairs of the Company or its subsidiary undertaking 就管理本公司或其附屬公司企業的事務提供其他董事服務而支付或應收的酬金	Total 總額
									HK\$'000 千港元	
Lai Guanglin (note (i)) 俞安生(附註(i))	Lai Guanglin (附註(i))	-	863	-	-	362	-	-	-	1,225
Yu Ben Ansheng (note (ii)) 賴福麟	俞安生(附註(ii))	-	2,561	463	-	140	18	-	-	3,182
Lai Fulin 余建成(附註(iii))	賴福麟	-	2,407	1,103	-	140	18	-	-	3,668
U Kean Seng (note (iii)) 黃以信	余建成(附註(iii))	48	-	-	-	-	-	-	-	48
Wong Yee Shuen, Wilson 陳偉文	黃以信	200	-	-	-	-	-	-	-	200
Chen Wei Wen 管志強	陳偉文	150	-	-	-	-	-	-	-	150
Guan Zhiqiang	管志強	200	-	-	-	-	-	-	-	200
		598	5,831	1,566	-	642	36	-	-	8,673

Notes to the Consolidated Financial Statements

綜合財務報表附註

30. Benefits and interests of directors (disclosures required by section 383 of the Hong Kong Companies Ordinance (Cap. 622), Companies (Disclosure of Information about Benefits of Directors) Regulation (Cap. 622G) and HK Listing Rules) (Continued)

(a) Directors' and chief executive's emoluments (Continued)

30. 董事的利益和權益(根據香港《公司條例》(第622章)第383條及《公司(披露董事利益資料)規例》(第622G章)及香港《上市規則》的規定而作出的披露)(續)

(a) 董事及行政總裁酬金(續)

For the year ended 31 December 2017

截至二零一七年十二月三十一日止年度

Emoluments paid or receivable in respect of a person's services as a director, whether of the Company or its subsidiary undertaking
作為董事(不管是本公司或其附屬公司企業)提供服務而支付或應收的酬金

Name of Directors	董事姓名	Fees	Salary	Discretionary bonuses	Housing allowance	Estimated money value of other benefits (note (iv))	Employer's contributions to a retirement benefit scheme	Remunerations paid or receivable in respect of office as director	Emoluments paid or receivable in respect of director's other service in connection with the management of the Company or its subsidiary undertaking	Total
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
Lai Guanglin	Lai Guanglin	-	3,495	294	-	2,799	-	-	-	6,588
Yu Ben Ansheng (note (iii))	俞安生(附註(iii))	-	2,460	437	-	140	18	-	-	3,055
Lai Fulin	賴福麟	-	1,672	897	-	140	18	-	-	2,727
U Kean Seng	余建成	200	-	-	-	-	-	-	-	200
Wong Yee Shuen, Wilson	黃以信	200	-	-	-	-	-	-	-	200
Chen Wei Wen	陳偉文	150	-	-	-	-	-	-	-	150
Guan Zhiqiang	管志強	200	-	-	-	-	-	-	-	200
		750	7,627	1,628	-	3,079	36	-	-	13,120

Notes to the Consolidated Financial Statements

綜合財務報表附註

30. Benefits and interests of directors (disclosures required by section 383 of the Hong Kong Companies Ordinance (Cap. 622), Companies (Disclosure of Information about Benefits of Directors) Regulation (Cap. 622G) and HK Listing Rules) (Continued)

(a) Directors' and chief executive's emoluments (Continued)

Notes:

- (i) Mr. Lai Guanglin resigned as executive director and Chairman of the Company on 30 March 2018.
- (ii) Mr. Yu Ben Ansheng is the Chief Executive Officer of the Company.
- (iii) Mr. U Keng Seng resigned as non-executive director of the Company on 30 March 2018.
- (iv) Other benefits include share option and other allowance.

(b) Directors' retirement benefits

None of the directors received or will receive any retirement benefits during the year (2017: Nil).

(c) Directors' termination benefits

None of the directors received or will receive any termination benefits during the year (2017: Nil).

(d) Consideration provided to third parties for making available directors' services

During the year ended 31 December 2018, the Company did not pay consideration to any third parties for making available directors' services (2017: Nil).

30. 董事的利益和權益(根據香港《公司條例》(第622章)第383條及《公司(披露董事利益資料)規例》(第622G章)及香港《上市規則》的規定而作出的披露)(續)

(a) 董事及行政總裁酬金(續)

附註:

- (i) Lai Guanglin先生於二零一八年三月三十日辭任本公司執行董事及主席一職。
- (ii) 俞安生先生是本公司的首席執行官。
- (iii) 余建成先生於二零一八年三月三十日辭任為本公司非執行董事。
- (iv) 其他福利包括購股權及其他津貼。

(b) 董事的退休福利

年內，概無董事獲支付或應收退休福利(二零一七年：無)。

(c) 董事的終止福利

年內，概無董事獲支付或應收終止董事服務福利(二零一七年：無)。

(d) 就提供董事服務而向第三方提供的對價

於二零一八年十二月三十一日年度內，本公司並沒有就獲取董事服務而支付第三方的對價(二零一七年：無)。

30. Benefits and interests of directors (disclosures required by section 383 of the Hong Kong Companies Ordinance (Cap. 622), Companies (Disclosure of Information about Benefits of Directors) Regulation (Cap. 622G) and HK Listing Rules) (Continued)

(e) Information about loans, quasi-loans and other dealings in favour of directors, controlled bodies corporate by and connected entities with such directors

During the year ended 31 December 2018, there is no loans, quasi-loans and other dealing arrangements in favour of the directors, or controlled bodies corporate by and connected entities with such directors (2017: Nil).

(f) Directors' material interests in transactions, arrangements or contracts

Save as disclosed in Note 28, there are no significant transactions, arrangements and contracts in relation to the Company's business to which the Company was a party and in which a director of the Company had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year (2017: Nil).

31. Business Combination

On 1 August 2018, the Group acquired a 66.7% interest in 貴州中冠新能源有限公司 (Guizhou Zhongguan New Energy Limited*) ("Zhongguan New Energy") at an aggregate consideration of RMB10,000,000 (equivalent HK\$11,553,000) by way of capital injection. Zhongguan New Energy is principally engaged in the manufacturing and sales of biomass pellets fuel products in Mainland China.

The acquired business contributed revenue of approximately HK\$2.2 million and net loss of approximately HK\$3.5 million to the Group for the period from 1 August 2018 to 31 December 2018. If the acquisition had occurred on the 1 January 2018, there will be no material impact on the Group's consolidated revenue and profit for the year ended 31 December 2018.

30. 董事的利益和權益(根據香港《公司條例》(第622章)第383條及《公司(披露董事利益資料)規例》(第622G章)及香港《上市規則》的規定而作出的披露)(續)

(e) 向董事、受該等董事控制的法人團體及該董事的關連主體提供的貸款、準貸款和其他交易的資料

於二零一八年十二月三十一日年度內，概無以董事、受該等董事控制的法團及關連實體為受益人之貸款、準貸款或其他交易(二零一七年：無)。

(f) 董事在交易、安排或合同的重重大權益

除附註28外，並無有關本公司業務而本公司作為其中一方且本公司董事於其中(不論直接或間接)擁有重大權益(於本年年底或於年內任何時間)的重大交易、安排及合約(二零一七年：無)。

31. 業務合併

於二零一八年八月一日，本集團以總代價人民幣10,000,000(等值11,553,000港元)之現金注資，收購貴州中冠新能源有限公司(「中冠新能源」)之66.7%權益。中冠新能源主要於中國內地從事生產及銷售生物質顆粒燃料產品。

由二零一八年八月一日至二零一八年十二月三十一日，該收購業務為本集團貢獻收入約為2,200,000港元及虧損約為3,500,000港元。倘若收購於二零一八年一月一日發生，將不會對本集團的綜合收入及溢利有重大影響。

* For identification purpose only

Notes to the Consolidated Financial Statements

綜合財務報表附註

31. Business Combination (Continued)

The fair value of the identifiable assets and liabilities of Zhongguan New Energy acquired as at the date of acquisition is as follows:

Fair value of identifiable assets acquired and liabilities assumed:

Property, plant and equipment
Inventory
Prepayment and other receivables
Amount due from non-controlling shareholder
Cash
Deposits and other payables
Deferred tax liabilities

收購識別資產及承擔負債的公允值：

物業、廠房及設備
存貨
預付款項及其他應收款項
應收非控股股東款項
現金
按金及其他應付款項
遞延稅項負債

HK\$'000
千港元

Net assets	資產淨值	17,330
Non-controlling interests	非控制性權益	(5,777)
Net assets acquired	購入資產淨值	<u>11,553</u>
Satisfied by:	以下列方式支付：	
Cash injection	現金注資	<u>11,553</u>
Net cash outflow arising on acquisition:	收購事項之淨現金流出：	
Cash consideration paid	已付現金代價	11,553
Cash acquired	已收購現金	(898)
		<u>10,655</u>

Acquisition-related costs involved are insignificant to the Group, and had been included in administrative expenses of the Group for the year end of 31 December 2018.

31. 業務合併(續)

於收購日期收購之中冠新能源識別資產及負債之公允值如下：

收購相關成本對本集團而言並不顯著，並已計入本集團截至二零一八年十二月三十一日止年度的行政開支中。

Notes to the Consolidated Financial Statements

綜合財務報表附註

32. Particulars of the principal subsidiaries

32. 主要附屬公司資料

Name 名稱	Principal Activities 主要業務	Particulars of issued and fully paid share capital/registered capital 已發行及繳足股本／註冊資本	Percentage 百分比	
			Attributable to the Group 本集團應佔	Held by subsidiaries 附屬公司持有
<i>Incorporated and operating in Hong Kong</i> <i>在香港成立及經營</i>				
Bun Kee (International) Limited 彬記(國際)有限公司	Trading of construction materials, mainly pipes and fittings in Hong Kong 於香港從事建築材料(主要為管道 及管件)之貿易	100 ordinary shares of HK\$1 each and 3,000,000 non-voting deferred shares of HK\$1 each 100股每股面值1港元之普通股及 3,000,000股每股面值1港元之無 投票權遞延股份	100	100
Hamerwind Logistic Company Limited 時風物流有限公司	Provision of warehousing and logistic services in Hong Kong 於香港提供倉貯及物流服務	800 ordinary shares of HK\$100 each 800股每股面值100港元之普通股	100	100
<i>Established and operating in Macao</i> <i>在澳門成立及經營</i>				
Bun Kee Building Material and Equipment (Macao) Co., Ltd. 彬記建材及設備(澳門)有限公司	Trading of construction materials, mainly pipes and fittings in Macao 於澳門從事建築材料(主要為管道 及管件)之貿易	MOP50,000 50,000澳門幣	100	100
<i>Established and operating in the PRC</i> <i>在中國成立及經營</i>				
Guizhou Zhongguan New Energy Limited* 貴州中冠新能源有限公司	Manufacture and sale of biomass pellets fuel products in the PRC 於中國生產及銷售生物質顆粒燃料 產品	RMB15,000,000 人民幣15,000,000	66.67	66.67

* For identification purpose only

Five-Year Financial Summary

五年財務概要

		2014 二零一四年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元	2016 二零一六年 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
Results	業績					
Revenue	收入	<u>553,845</u>	<u>611,534</u>	<u>619,203</u>	<u>650,461</u>	538,155
Profit before income tax	稅前溢利	26,091	39,585	57,860	84,174	29,472
Income tax expense	稅項支出	<u>(4,362)</u>	<u>(5,562)</u>	<u>(7,297)</u>	<u>(9,386)</u>	(4,621)
Profit for the year	本年度溢利	<u>21,729</u>	<u>34,023</u>	<u>50,563</u>	<u>74,788</u>	24,851
Attributable to:	歸屬於：					
Equity holders of the Company	本公司權益持有人	21,729	34,023	50,572	74,945	26,015
Non-controlling interests	非控股權益	<u>-</u>	<u>-</u>	<u>(9)</u>	<u>(157)</u>	(1,164)
		<u>21,729</u>	<u>34,023</u>	<u>50,563</u>	<u>74,788</u>	24,851
Assets and liabilities	資產及負債					
Total assets	總資產	505,577	531,414	598,173	671,953	672,880
Total liabilities	總負債	<u>(154,500)</u>	<u>(146,288)</u>	<u>(161,905)</u>	<u>(159,911)</u>	(131,447)
Total equity	總權益	<u>351,077</u>	<u>385,126</u>	<u>436,268</u>	<u>512,042</u>	541,433



冠力國際有限公司
Softpower International Limited